

PROFFERS

CAPITAL CITY REAL ESTATE LLC

ZONING MAP AMENDMENT – N29 WillowWood Plaza Residential Phase I

October 16, 2023

Pursuant to Section 15.2-2303.A of the *Code of Virginia*, 1950, as amended, and § 6.4.10 of the Zoning Ordinance of the City of Fairfax, Virginia, Capital City Real Estate, LLC, for the owner, and successors and/or assigns (hereinafter referred to as the “Applicant”) in Z-22-00583 filed on property identified on the City of Fairfax tax map as part of 47-4-02-02-002 (hereinafter referred to as the “Application Property”) hereby proffers the following, provided that the Fairfax City Council approves a zoning map amendment for the Application Property in conjunction with a general development plan for residential and commercial development. These proffers shall replace and supersede all previous proffers approved for the Application Property. In the event the zoning map amendment is denied by the Council, these proffers shall immediately be null and void.

1. GENERAL DEVELOPMENT PLAN

Development of the Application Property shall be in substantial conformance with the General Development Plan (“GDP”) prepared by IMEG Corp. d/b/a Christopher Consultants, Ltd. and Hickok Cole consisting of 38 sheets, dated October 16, 2023. The Applicant shall have the flexibility to make minor modifications to site design and improvements shown on the GDP based on final engineering and design subject to the approval of the Director of Community Development and Planning.

2. USES

The following uses shall be permitted on the Application Property:

- A. Multifamily residential up to a maximum of 260 dwelling units;
- B. Retail space of approximately 5,000 square feet of gross floor area; and
- C. A parking garage accessory to the above-stated uses.

The above uses are subject to the flexibility set forth under Section 13 of these proffers.

3. TRANSPORTATION

- A. Eaton Place. Prior to the issuance of the first Residential Use Permit (“RUP”) or Non-Residential Use Permit (“Non-RUP”) for the Application Property, the Applicant shall construct road improvements to enable vehicular access from Eaton Place, as shown on the GDP.

- B. New Streets. Prior to the issuance of any RUP or Non-RUP for the Application Property, the Applicant shall construct at its sole expense the streets, accessways, and sidewalks on the Application Property as shown on the GDP that are required to provide access to the new building and maintain access for the existing office use. Such streets shall be maintained by the Applicant as private streets. The Applicant shall install signs and/or pavement markings for bicycles, subject to the approval of the Department of Public Works. The Applicant shall provide a public ingress/egress easement for all private streets, accessways, and adjacent sidewalks. Such easements shall extend to the peripheral boundaries of the Application Property to permit extension of the private streets and accessways in the future. In the event the City requests that any right-of-way be converted to a public street or sidewalk, then the Applicant may dedicate such right-of-way no sooner than completion of all improvements on the Application Property. Once dedicated, the entirety of the project as designed and constructed will remain a legally conforming use in accordance with zoning approval, Board of Architectural Review (“BAR”) approval, site plan approval, and building permits. The Applicant shall not be obligated to obtain off-site easements or right-of-way to facilitate extensions. Prior to the issuance of the final RUP or Non-RUP for the Application Property, all streets, accessways, and sidewalks shall have final paving and shall be complete in substantial conformance with the GDP.
- C. Sidewalks. The Applicant shall provide ADA compliant sidewalks as shown on the GDP.
- D. Maintenance. The Applicant shall maintain the streets and sidewalks as private until such time as the City may demand dedication.
- E. Construction Timing. The Applicant shall coordinate phasing of transportation improvements with the Department of Public Works at time of site plan.

4. STORMWATER MANAGEMENT

Design and construction of Stormwater management facilities shall comply with 4VAC50-60 Virginia Stormwater Management Program (“VSMP”) Permit Regulations, as may be amended, or other relevant standard in place at the time of building permit submission. At the time of site plan, the Applicant shall consider low impact development techniques to the extent feasible which may include, but not be limited to, permeable pavers, infiltration, and/or bio-retention.

5. STREETSCAPE

Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall install a streetscape generally consisting of landscaping and sidewalk as shown on the GDP and in accordance with the City’s Public Facilities Manual standards. The Applicant shall grant access easements for maintenance, if required. The final streetscape design shall be approved at the time of site plan.

6. LANDSCAPING AND OPEN SPACE

- A. General. Landscaping on the Application Property shall be in general conformance with the landscape design shown on the GDP. Final selection of the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings shall be made as a component of the site plan approval process.
- B. Construction Timing. The Applicant shall coordinate phasing of landscaping and open space improvements with the Department of Public Works at time of site plan.

7. RECREATIONAL AMENITIES

The Applicant shall provide up to 23,200 square feet of on-site recreational facilities to serve the residences of the Application Property that may include, but not be limited to, a fitness center, clubroom, lounge, pool, and amenity courtyard.

8. ARCHITECTURAL DESIGN

- A. The architectural design and style of the buildings shall be generally consistent with the conceptual elevations as shown on the GDP. The elevations may be refined as a result of final design and engineering so long as the character and quality of the buildings remain in substantial conformance with those shown on the GDP. Building materials shall be predominately brick, cementitious board, and may also include stone, cultured stone, simulated stone, and/or metal paneling.
- B. All residential units shall comply with all applicable municipal, state, and federal accessibility and anti-discrimination requirements in place at the time of building permit submission.
- C. The proposed development shall consist of one-bedroom, two-bedroom, and three-bedroom units as shown on the GDP. Notwithstanding the unit mix provided on the GDP, the Applicant shall have the ability to modify the final unit mix at time of site plan, provided that such modification shall not apply to more than five percent (5%) of the total number of units, and provided that the minimum parking ratios provided on PI_400 of the GDP are met for each unit type.
- D. Pursuant to the Virginia Statewide Fire Prevention Code, the Applicant shall provide approved alternative means of fire protection to the satisfaction of the Fire Marshal to mitigate the limited accessible perimeter of the proposed buildings. Such alternative means shall include, but not be limited to, NFPA 13 fire suppression systems where sprinkler systems are required throughout the development, and the use of non-combustible exterior finish materials as described in Proffer 8.A.
- E. At the time of site plan, the Applicant shall identify accessible units as required by the then in place applicable municipal, state, and federal accessibility requirements.

9. SUSTAINABLE DESIGN

- A. In order to promote energy conservation and green building techniques, the Applicant shall incorporate energy saving devices which may include, but not be limited to, use of ENERGY STAR® appliances, energy efficient mechanical systems, recycling for occupant refuse, energy efficient lighting and insulation that meets or exceeds applicable energy code requirements.
- B. At the time of site plan submission, the Applicant shall submit a LEED or equivalent rating system (e.g., Green Globes) checklist to demonstrate the incorporation of energy saving components as described above and as generally available in the marketplace.

10. PARKING MANAGEMENT

- A. The Applicant shall provide parking in conformance with the GDP. Notwithstanding the number of parking spaces indicated on the GDP, the Applicant may increase the final number of parking spaces provided at time of final site plan provided that any additional parking spaces are located within the parking garage, that the minimum parking rates as depicted on the GDP are provided, and that open space is not decreased and the distance to peripheral lot lines is not decreased.
- B. The Applicant shall assign parking management as one of the duties of its property manager. Parking management shall entail the efficient use of available constructed parking spaces, including the assignment of parking spaces to residents within the parking garage and designation of guest parking as identified by signage.
- C. Guest and commercial parking shall be clearly designated on the Application Property and distributed throughout the site. Code required parking for commercial uses shall be located either on the first or second level of the parking structures.

11. TRANSPORTATION DEMAND MANAGEMENT STRATEGIES

In an effort to reduce the numbers of vehicle trips generated by the Application Property, the Applicant shall implement Transportation Demand Management (“TDM”) strategies. These strategies apply to both existing office uses and the proposed mixed-use building on the Application Property and will include, but not be limited to, the following:

- A. Designate a Transportation Management Coordinator (TMC) for the property. The TMC would implement the TDM program. The position may be part of other duties assigned to the property manager. Duties of the Transportation Management Coordinator would include the following:
 - 1. Assist residents and employees in making effective and efficient commuting choices.
 - 2. Disseminate bus, ridesharing, bicycle route maps, trail maps, and other relevant transit options to new residents.
 - 3. Solicit support from the Metropolitan Washington Council of Governments (MWCOC) Commuter Connections program, the Washington Metropolitan Area Transit Authority (WMATA), OmniRide, and others.

4. Provide on-site assistance to residents and employees in forming and maintaining carpools and vanpools.
5. Disseminate park-and-ride lot information to prospective carpoolers.
6. Register carpool participants, transit users, bicyclists, and walkers in the Guaranteed Ride Home (GRH) program.
7. Encourage residents to ride bikes.
8. Market and promote the TDM Program among residents and employees through printed materials and web sites (if available).
9. Meet annually with the City's TDM program manager to evaluate and adjust strategies based on TDM surveys and other considerations.

B. Commuter Center

1. Designate a centralized space on-site (within one or more buildings) as a Commuter Center where TMC functions would take place.
2. Install an electronic display in the Application Property's leasing office that would provide information on the various aspects of the TDM Program.
3. Sell transit fare media, such as OmniRide bus passes, SmarTrip cards, Metro fare cards, and Metrobus passes.
4. Allow residents and employees to purchase transit fare media.

C. Incentives to use transit or alternatives to automobiles, including:

1. Provide information on OmniRide, Metrorail, Metrobus, Trail Access, and other public transportation facilities, services, routes, schedules, and fares.
2. Disseminate information to transit users regarding free guaranteed rides home in cases of emergency.
3. Provide convenient, comfortable, and attractive pedestrian connections on and off-site.
4. At the time of initial occupancy only for each dwelling unit on the Application Property, the Applicant shall provide one (1) resident of the unit with a one-time prepaid transit card (SmarTrip Card) with a value of twenty-five dollars (\$25.00).

D. Carpool programs, including:

1. Provide personalized assistance and ride-matching services among residents and employees through the Commuter Center and TMC.
2. Provide ride-matching assistance and services among the site's residents and employees and other area residents and employees through the Commuter Connections program of MWCOCG.
3. Disseminate information to carpoolers regarding free guaranteed rides home in cases of emergency.

E. Parking management, including:

1. Assign parking management as one of the duties of the property manager. Parking management may include the assignment of parking spaces to residents within the parking garage and designation of guest parking as identified by signage.
2. Clearly designate guest and commercial parking throughout the site.
3. Provide secure bicycle parking for residents and employees.
4. Install at least one interior or exterior electric vehicle charging station on the Application Property.
5. Actively market to low- or no-car households.

F. Pedestrian and Bicycle Programming and Support, including:

1. Provide bicycle storage. Note that storage for 23 bicycles will be provided in the bike storage room within the central building.
2. Provide pedestrian connections to adjacent properties where available.

G. Monitoring Program

1. Applicant to provide City staff with information obtained by resident and employee surveys regarding use of public transportation, carpooling, bikes, teleworking, and any other transportation options on an annual basis.

12. SCHOOL CONTRIBUTION

Prior to the issuance of the first RUP, the Applicant shall contribute \$50,000 to the City of Fairfax to mitigate impacts to City schools.

13. FUTURE RETAIL CONVERSION

The GDP proposes a total of approximately 5,000 sq. ft. of retail, which includes 1,980 sq. ft. at the corner of Eaton Place and the Private Road and approximately 3,020 sq. ft. on the Project's western frontage (the "Western Retail Space"). However, the Applicant shall have the option to convert the use of the Western Retail Space, as follows:

- (A) In three (3) years after the date of issuance of the first non-RUP for the Western Retail Space (the "Initial Conversion Date"), the Applicant shall be permitted to convert the Western Retail Space into three (3) loft residential units only if the Applicant is unable to lease the Western Retail Space in good faith.
- (B) To demonstrate a good faith effort to lease the Western Retail Space, the Applicant shall provide to Community Development and Planning Staff a copy of a retail marketing plan prepared by a retail consultant that analyzes market conditions and viability of retail at the Application Property; and
- (C) In the event the Applicant exercises the option to convert Western Retail Space, the Applicant shall demonstrate that the Application Property will remain in

compliance with the GDP, any special exceptions granted by the Council, and these proffers.

(D) The Applicant shall be permitted to convert the Western Retail Space at any time following the Initial Conversion Date provided the conditions of this proffer are met.

14. CONSTRUCTION MANAGEMENT

A. Prior to site plan approval, the Applicant shall submit a Construction Management Plan for approval by the City Manager or his designee. The Construction Management Plan shall address items including, but not limited to, the following:

(i) Hours of construction;

(ii) Truck routes to and from entrances to the Application Property;

(iii) Location of parking areas for construction employees;

(iv) Truck staging areas;

(v) Storage areas;

(vi) Traffic control measures; and

(vii) Fencing details, including specifications for an opaque construction fencing and/or wrap that identifies the project and provides contact information for the developer and/or general contractor.

B. Prior to commencement of construction, the Applicant shall provide the Department of Community Development and Planning with the name and telephone number of a community liaison who will be available throughout the duration of construction on the Application Property.

15. MISCELLANEOUS

A. Occupancy Restrictions. To the extent permitted by State and Federal Fair Housing regulations, the occupancy of each dwelling unit in the development shall be limited to no more than two (2) persons per bedroom plus one (1) additional person per unit.

B. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which when taken together shall constitute but one in the same document.

C. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and its successors and assigns.

OWNER

WillowWood Office Owner LLC
A Virginia Limited Liability Company

By:
Its:

[SIGNATURES CONTINUE]

CONTRACT PURCHASER

Capital City Real Estate LLC

By:
Its: