

MEMORANDUM



**To: Chairman Cunningham and Members of the
Planning Commission**

From: Kelly O'Brien, Senior Planner

**Through: Jason D. Sutphin, Community Development Division Chief
Brooke Hardin, Director of Community Development and Planning**

**Subject: Public Hearing – Fairfield Fairfax Gateway
11101 & 11091 Fairfax Boulevard 11160 Lee Highway
Z-18-00121**

Meeting

Date: July 23, 2018

The attached documents are inclusive of all materials for the public hearing on the above-referenced items, and include the entire application for both the Planning Commission and the City Council Public Hearings. This memorandum serves to provide explanation of these materials and the actions required by the Planning Commission.

The applicant requests amendments to the approved General Development Plan and associated Proffers to redevelop the 8.33-acre site with multifamily apartments and retail commercial. The proposal requires City Council approval of a General Development Plan Amendment/Proffer Amendment, Special Use Permits, and Special Exceptions. City Code requires that the Planning Commission conduct a public hearing to provide recommendation to the City Council on the General Development Plan and Proffer Amendments.

Separate sample motions are provided for Planning Commission action.



CITY OF FAIRFAX

Department of Community Development & Planning

Proffer Amendment/GDP Amendment Request Z-18-00121

HEARING DATE

July 23, 2018

APPLICANT

FF Realty IV LLC

AGENT

Robert Brant
Attorney-in-fact

PARCEL DATA

Tax Map IDs

57-1-2-27, 31, 31A, & 31B

Street Addresses

11101 & 11091 Fairfax Boulevard
11160 Lee Highway

Zoning Districts

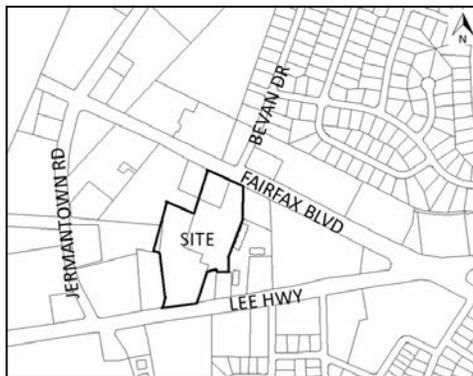
CR (p)

APPLICATION SUMMARY

City Code requires a Planning Commission public hearing for Rezoning applications. The applicant requests amendments to a previously approved rezoning case including the approved General Development Plan and associated Proffers to redevelop the 8.33-acre site with multifamily apartments and retail commercial. A complete list of the applicant's requested land use actions is contained on pages 4 through 5 of this staff report.

STAFF RECOMMENDATION

Staff recommends approval of the applicant's Amendment to the Rezoning and General Development Plan, subject to the amended proffer statement dated July 2, 2018, and further subject to the conditions listed on page 5 of 6 of this report.



BACKGROUND INFORMATION

The subject site is located in Kamp Washington, situated between Fairfax Boulevard and Lee Highway, and is immediately to the west of the Jermantown Cemetery. The site is improved with five commercial buildings located on four separate parcels located within the CR District that make up the site total 8.33-acres. There is no Resource Protection Area (RPA) or floodplain located on the site. The properties are also located in the city-wide Architectural Control Overlay District.

The surrounding properties are described as follows:

Direction	Existing Zoning	Current Land Use	Comprehensive Plan Future Land Use Designation
North	CR	Office/Commercial	Business Commercial
East	CR	Cemetery Office Retail	Open Space-Conservation Mixed Use
South	CR	Retail	Business Commercial
West	CR IH	Commercial Industrial	Mixed Use

The subject site has most recently been used for motor vehicle related businesses, and a former productions and manufacturing company vacated the larger warehouse structure in 2012.

The site is located within the Kamp Washington Center as designated in the Comprehensive Plan and the Fairfax Boulevard Vision Summary.

2015 APPLICATION (Z-13070069, SU-13070066, SE-13070064, V-13070069)

In 2015 the City Council approved the request of Novus Fairfax Gateway, LLC to rezone the properties from C-2 Retail Commercial, I-2 Industrial and Highway Corridor Overlay District to C-2 Retail Commercial with proffers, to redevelop the entire site with a mixed-use project of 403 apartment units and 29,000 square feet of commercial use, inclusive of 25,000 square feet of retail and restaurant and 4,000 square feet of office. The site was configured with five individual buildings connected by pedestrian bridges and residential units. Quality architecture was proposed for all sides of each building, with building heights stepping up from three stories along Fairfax Boulevard and Lee Highway, to the central building at 5 stories surrounding a seven level parking structure. The proposed parking structure was surrounded by building façades on all sides, inclusive of residential and commercial uses, with a swimming pool on the top deck of the parking structure. Building 400 included a parking podium on the first level. Total parking provided for the site was 866 spaces, where a minimum of 991 spaces was required by zoning ordinance, requiring a special exception for parking reduction. The office space was located in the center of the site in Building 500 facing the internal road and the restaurant and retail was split between the Lee Highway frontage of Building 400 and the Fairfax Boulevard frontages of Buildings 600 and 200. The proposed site layout included an internal street network consisting of a main north to south curvilinear spine that connected Lee Highway to Fairfax Boulevard, traffic calming measures including a roundabout at the entrance to Fairfax Boulevard, and future road connections to adjacent parcels to both the east and west. See Figure 1 below for the previously approved site layout.

A copy of the staff report and City Council approval for Z-13070069 are attached (see Attachment 3).

PROJECT PROPOSAL

The applicant proposes to maintain the 403 multifamily apartment units, including the proffered 24 affordable units. The current proposed unit mix is 49 studio (12%), 180 one-bedroom (45%), 162 two-bedroom (40%) and 12 three-bedroom (3%) units dispersed throughout the four buildings. The previous approval proposed a unit mix of 46% one-bedroom and 54% two-bedroom.

The commercial space provided has been reduced from the 29,000 square feet approved to 21,249 square feet. The previously approved 4,000 square feet of office space for a non-profit group is still included. The remaining 17,249 square feet of commercial space is proposed as restaurant and general ground floor retail.

The applicant proposes to modify the previously approved plans by

- Removing the two-story Building 200 located southeast of the roundabout;
- Modifying the footprint of Building 300 located along the eastern boundary line of the property;
- Relocating the swimming pool from the rooftop of the garage, Building 100, to the ground level behind Building 300;
- Relocating the proposed office space from Building 500 to Building 400;
- Removing the ground level podium parking under building 400 fronting on Lee Hwy;
- Removing the pedestrian bridges connecting buildings 500 to 300 and 600;
- Replacing some of the proposed commercial uses along Lee Hwy with residential units;
- Revising the proposed landscaping and streetscape, including removing all previously approved water features; and
- Modifying the building elevations.



FIGURE 1. Previously approved site layout.



FIGURE 2. Current proposed layout.

The proposed commercial space is located primarily in Building 600 fronting Fairfax Boulevard and the internal roundabout. The office space designated for the non-profit use is located in Building 400 facing Lee Highway. The proposed building height varies, with three and four story buildings fronting Lee Highway and Fairfax Boulevard, and five and six story buildings central to the site. The entire parking structure is proposed to be wrapped with residential uses and facades. Although previous renderings have depicted an active street front with what appear to be commercial tenant spaces facing the interior of the site along the eastern side of the parking deck, those spaces are ancillary services and amenities for the apartments.

The proposed site access from Lee Highway and Fairfax Boulevard has not changed from the signalized entrance on Fairfax Boulevard and the right in/right out on Lee Highway. The plans still provide for connections to adjacent properties should those properties redevelop. The parking for the residential and commercial uses is primarily provided in the 6-level parking garage and supplemented by 50 spaces of on-street parallel parking located throughout the site. Total parking being provided in the garage and on-street equals 746 spaces. The previously approved plan had additional podium parking in Building 400. The applicant is requesting a special exception to reduce the parking requirement for multifamily and upper story residential units of 2 or more bedrooms to 1.768 spaces per unit where the zoning ordinance requires 2.0 spaces per unit. The required parking ratios for studios and 1 bedroom units and the commercial uses is being met per the zoning ordinance.

LAND USE REQUESTS

The applicant has requested the following Council actions:

- Proffer/GDP Amendment to Rezoning Z-13070069, approved February 25, 2015 by the City Council;
- Special Use Permit to permit Multi-Family Residential Use in CR District pursuant to Sec 110-3.3.1(B) - Permit Multi-family Residential Use in CR District;
- Special Use Permit to permit Upper Story Residential/Mixed Uses in CR District pursuant to Sec 110-3.3.1(B);
- Special Exception to reduce the percentage of ground floor area used solely for nonresidential uses in upper story residential/mixed use buildings required by Sec. 110-3.5.1(D)(1)(B);
- Special Exception to reduce the number of required parking spaces required by Sec. 110-4.2.3;
- Special Exception to increase the maximum building height to five stories with an above grade maximum height of 69 feet where height is limited to five stories and 60 feet by Sec. 110-3.6.2;

- Special Exception to eliminate the requirement that sidewalks be required on both sides of all local streets required by Section 110-4.4.4.(A)(I);
- Special Exception to modify the landscaping requirements for a minimum of ten foot wide landscape strips along all streets and street trees at the rate of one canopy tree for every 40 linear feet and spaced a maximum of 50 feet apart as required by Sec. 110-4.5.6(B); and

ANALYSIS

Staff analysis on the proposed land use requests is provided in Attachment 1. The analysis is broken into three parts as follows:

- Part A: General Plan Review
- Part B: Applicable Comprehensive Plan Citations
- Part C: Applicable Code Citations

STAFF RECOMMENDATION

Staff recommends the Planning Commission recommend approval of the applicant's land use requests subject to the following conditions:

1. Development of the subject site shall be in substantial conformance with the attached plans and associated submission materials stamped "Received July 3 2018", and the applicant's proffer statement dated [July 2, 2018], and as may be modified by the City Council.
2. A Construction Management Plan shall be included in the proffer statement. Subsequent to rezoning approval but prior to site plan approval, the Applicant agrees to submit a Construction Management Plan for approval by the City Manager or his designee for construction. The plan shall include but is not limited to the following information: hours of operation, truck routes to and from entrances, location of parking areas for construction employees, traffic control measures, fencing details including specifications for an opaque wrap of construction fencing and signage identifying the project and providing contact information for the developer and/or general contractor. All signage and fencing wrap shall be approved by the Director of Community Development and Planning.
3. Proffer condition 2C shall be amended to include the option to convert the ground floor residential units facing Lee Highway in addition to the proposed 5,000 square feet of accessory uses to commercial uses as permitted in the CR District without necessitating a rezoning amendment or development plan amendment should future market conditions allow, subject to demonstration of adequate parking, as demonstrated in a parking study completed by the transportation engineer or planner, to the satisfaction of the Department of Community Development and Planning.

ATTACHMENTS

1. Analysis
2. Summary of Zoning Districts and Overlays
3. 2015 Approval Letter and Proffers
4. Application with Statement of Justification
5. Proposed Amended Proffers
6. Amended General Development Plan
7. Architectural graphics and plans
8. Applicant's Exhibits dated May 07, 2018
9. Trip Generation Memo dated April 6, 2018
10. Board of Architectural Review Certificate of Appropriateness recommendation
11. Sample Motions

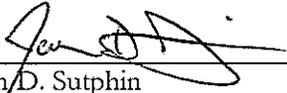
PREPARED BY:



Kelly O'Brien
Senior Planner

7-18-18
DATE

REVIEWED AND APPROVED:



Jason D. Sutphin
Community Development Chief

7-18-18
DATE



Brooke Hardin
Director, Community Development & Planning

7/18/18
DATE

STAFF ANALYSIS

Fairfield Fairfax Gateway
Z-18-00121

This attachment contains staff analysis on the submitted proposal divided into three primary sections:

- A. General Plan Review: Analysis of the applicants request for an amendment to the previously approved General Development Plan and associated proffers.
- B. Applicable Comprehensive Plan Citations: Analysis of the conformance of the application with the Comprehensive Plan.
- C. Applicable City Code Citations: Analysis of conformance of the plan with specific citations from the Zoning Ordinance.

PART A: GENERAL PLAN REVIEWSite Layout and Circulation:

The majority of the buildings have not changed substantially since the previous approval. One building was removed and now provides more open space. Another building's footprint was reduced to make room for the pool moved from the roof of the parking garage to the ground and the addition of a dog park. The building facing Lee Highway was reduced in height with the elimination of the podium parking level and commercial uses were eliminated from a portion of the Lee Highway frontage. The use of the center of the roundabout has changed from active to passive use. The proposed layout continues to provide for connections to the east and west, which is envisioned by the Comprehensive Plan and Master Plan, and serves to create smaller blocks. No changes are proposed to the vehicular access to the site. The curvilinear internal street network and function of the roundabout at the entrance to Fairfax Boulevard have not been modified since the previous approval. The egress from and onto Fairfax Boulevard continues to be signalized and the egress at Lee Highway remains right-in and right-out only. The applicant continues to propose setting aside reservations of land to the City for future boulevard style slow lanes should that concept be implemented in the Kamp Washington area.

A trip generation memo submitted by the applicant, as provided in Attachment 9 indicates that the reduction of commercial square footage will result in a reduction of vehicle trips for the site. The previous Traffic Impact Analysis (TIA) completed April 25, 2014 reflected a generation of 5,016 weekday average daily trips. The proposed revised density as shown in the TIA completed April 6, 2018 results in 4,080 weekday average daily trips, a reduction of 936 trips. It is important to note the commercial uses have increased by 2,113 square feet. The Applicant is revising the TIA to reflect the latest floor areas by use.

Staff Analysis: Staff finds the changes to a building footprint and the removal of a building have improved the open space and amenities provided on the site. The reduction of average daily trips will be beneficial to the site as well.

Parking:

Parking is proposed primarily in the parking garage internal to Building 500 with additional parallel parking spaces along the internal street network. The parking podium previously approved on the ground level of Building 400 adjacent to Lee Highway has been removed. The parking garage provides 696 spaces and 50 on-street spaces are provided in addition to 9 loading spaces. See page 8 of this analysis for the code requirements for parking for the proposed uses.

Proffer 11D allows the applicant to use whatever methods deemed appropriate to ensure on-street parking spaces are unreserved and time limited to ensure availability for commercial patrons.

Staff Analysis: Staff believes parking reduction requested is reasonable as currently proposed, however the location of parking in relation to the commercial space is less than ideal. Staff is concerned about visitors to the site finding parking and encourages the applicant to provide highly visible and easily understandable wayfinding on site.

Parks, Recreation, and Open Space:

Multiple open space areas are proposed internal to the site. Most of these spaces would be dedicated to passive use. The contemplative landscaped space provided immediately east of the Jermantown cemetery remains mostly as previously approved with the exception of replacement of the water feature with pavers. The swimming pool has been moved from the parking deck roof to behind Building 300 along the eastern property edge. A dog park has been added to the south of Building 300. The site where Building 200 was previously proposed has been converted to a new park with lawn area and paved seating area. The center of the roundabout has changed from a large water fountain and paved seating area to open lawn and trees. The “linear parks” along Fairfax Boulevard and Lee Highway have more green space and less paving than previously approved. All water features previously proposed in the linear parks have been removed. The area identified as Olmsted Park has been redesigned into a more attractive and usable open space for residents and visitors.

The previously approved proffer to provide \$250 per residential dwelling unit for improvements to Kutner Park and parks in the Westmore community has been carried forward. The proffer to provide public art in a minimum of one location has also been carried forward.

Staff Analysis: Staff believes the applicant has provided ample open space opportunities on site as well as providing for improvements off site.

Architecture

The overall building heights of the project have been reduced from the previous approval. Overall there is a reduction in the amount of masonry materials and an increase in the amount of cementitious product proposed for the building elevations. Building 400 with the removal of the podium parking and retail spaces from the ground level and revised footprint of Building 300 have the most variations from the previously approved architecture. The use of large scale masonry block has been eliminated, specifically at the archway over the Lee Highway entrance. The proposed wall murals facing Olmsted Park have been removed as that space is now residential units with windows. The pedestrian bridges connecting Buildings 600 and 300 to 500 and ultimately the parking garage have been removed.

The Board of Architectural Review held work sessions on March 28, 2018 and May 23, 2018 and finally a public hearing on June 20, 2018 to review the updated plans. The BAR recommended approval to the City Council of a Certificate of Appropriateness subject to the conditions included as Attachment 10 with this report.

Staff Analysis: Staff believes that the proposed elevations and renderings present an overall architectural style that could be supported by the Community Appearance Plan. The Board of Architectural Review requested changes to the architecture that the applicant has stated will be addressed in the plans submitted to City Council for approval.

Proffered Conditions

The proposed proffers are predominantly the same as was previously approved with necessary updates such as applicant information, dates, square footage of uses and removal of proffers now addressed by the updated zoning ordinance. The applicant is proposing the addition of some language to allow for some limited leeway in the proposed bedroom unit mix and parking count in the garage with the provision that minimums proposed will be met. The applicant has stated this language is necessary to factor in potential architecture changes during the site plan and construction documents phase of the project.

Staff Analysis: Staff believes the proposed amendments to the approved proffers have maintained the intent of the original proffers.

PART B: APPLICABLE COMPREHENSIVE PLAN CITATIONS

Review of Applicable Guidance from the Comprehensive Plan and the Community Appearance Plan

Land Use

The site is located at the center of the Kamp Washington triangle, directly in line with Bevan Drive, and has frontage along both Fairfax Boulevard and Lee Highway. The subject site is immediately surrounded by a mixture of commercial and industrial uses, along with the Jermantown Cemetery. The application encompasses the 8.33-acre subject site, inclusive of a vacant warehouse, vehicle storage, and vehicle sales and service, which would all be replaced by the proposed uses.

The proposed development would result in 403 multifamily dwelling units at a density of 48.4 units per acre based on an 8.33-acre site. The proposed revised development would contain 21,249 square feet of commercial uses, of which 17,249 square feet is proposed as restaurant and retail and 4,000 square feet is proposed as a non-profit office. This is a reduction of 7,751 square feet of commercial uses from the previous approval.

The Future Land Use Map of the Comprehensive Plan designates this site and the areas surrounding as Mixed Use.

Mixed Use

“Certain locations in the City call for a flexible land use category that will support development with a mixture of appropriate uses. The Mixed Use category supports a combination of commercial, residential and institutional development to be tailored to specific site conditions and transition needs. The “centers” along Fairfax Boulevard (Kamp Washington, Northfax, and Fairfax Circle) are designated as mixed use, which is reflective of the Fairfax Boulevard Master Plan effort and other previous plans and studies... In addition, residential uses should not be the dominate ground-floor use within any of the mixed use districts.” [Comprehensive Plan, page 180].

a. Kamp Washington

“The Kamp Washington area is a triangle at the western City gateway, bounded by Route 29 (Lee Highway) and Route 50 (Fairfax Boulevard), and extending westward of Jermantown Road to the City limits. The desired land use is commercial and mixed-use.

In the long term, parcels within the Kamp Washington triangle should be consolidated and redeveloped with a mix of retail, office and residential uses. The center of this triangle is nearly unique in the City with respect to the combination of its commercial use and its distance from existing single-family neighborhoods. Of critical importance will be efficient transportation and quality architectural elements of a large-scale development. The project should present a compatible development pattern with a distinctive entry feature that identifies this site as the City's western gateway.

As in the Boulevard's other Centers, the Kamp Washington triangle is appropriate for redevelopment of between two to five stories, with the higher buildings being concentrated towards the interior of the triangle, transitioning to a lower scale along the Lee Highway and Fairfax Boulevard frontages." [Comprehensive Plan, pages 170-171].

Staff Analysis: Staff believes the sizes of the buildings proposed are in conformance with the vision of Fairfax Boulevard as described in the Comprehensive Plan. Staff acknowledges the applicant's statement that this project will provide the only residential uses in the greater Kamp Washington triangle which is identified as a mixed use area. Staff is concerned about the residential use proposed along Lee Highway and feels the applicant should provide justification for not providing commercial space along the entire frontage of this major corridor as prescribed in the Comprehensive Plan.

Circulation

The Transportation Chapter of the Comprehensive Plan provides the following guidance for consideration of redevelopment activity along the Fairfax Boulevard Corridor:

"The redevelopment of the Fairfax Boulevard corridor has been established as one of the City's priority economic development projects. One of the redevelopment goals for Fairfax Boulevard is to create a tree-lined boulevard that will improve its appearance and create a more pedestrian friendly and inviting shopping and business environment. Fairfax Boulevard would be configured with landscaped medians, where possible, and enhanced streetscape features to encourage pedestrian activity. Slow lanes (with on-street parking), separated from the main travel lanes by landscaped medians, while not intended to be a consistent feature throughout the corridor, should be considered within or adjacent to portions of the Centers if the nature of adjacent redevelopment activity is such that those features would be appropriate. Recognizing the importance of Fairfax Boulevard as a major arterial in the City, and its role as an east/west commuter route, redevelopment plans will attempt to control direct access from individual properties and improve public transit while emphasizing pedestrian accessibility and shared automobile connections to businesses as well as compliance with the aesthetic guidelines of the Community Appearance Plan." [Comprehensive Plan, page 126]

Staff Analysis: Staff believes the proposal contributes toward the creation of an "interconnected series of small blocks" by providing for future inter-parcel connections. Sidewalks are proposed both along the internal roadways as well as behind the buildings, providing a more pedestrian friendly setting than currently exists.

Economy

The Comprehensive Plan calls out the importance and impact of retail uses on the economic viability of the City:

“The City has a substantial economic core of small retail businesses. Despite their small size, many of these businesses are important well beyond the City limits due to the specialization of their merchandise. In many cases a number of these specialized businesses exist close to other stores of their type, leading the City to be a major regional center for shopping for certain types of goods. Thanks both to these regional stores, and to the locally-oriented ones, retail sales taxes are responsible for a significant portion of the City’s total annual revenues. However, it is important that the buildings and centers that house the City’s retail activity remain productively used and up-to-date. The retention, expansion and upgrading of this retail infrastructure is the focus of the City’s economic development program. This approach will inevitably lead to long-term economic growth and reinforce the City’s market niche.

The City’s retail sales activity is mostly carried out in three main areas. Foremost in terms of sales and activity is the Fairfax Boulevard Corridor, which includes focal points such as Fairfax Circle, Northfax and Kamp Washington.” [Comprehensive Plan, page 37].

Staff Analysis: Staff appreciates that the applicant has relocated the office space to the Lee Highway frontage of Building 400 and provided all commercial uses in the ground floor of Building 600 facing Fairfax Boulevard, however, the applicant should address why additional commercial space is not provided in the other portion of Building 400 facing Lee Highway. The applicant has stated retail uses would not thrive with the right-in/right-out entrance along Lee Highway, however staff has not heard of any other types of commercial uses being considered besides retail for this area and believes there are other commercial uses that could thrive in this location. Residential uses on the ground floor for the majority of the site will not create the level of activity on the street to make a pedestrian friendly environment and draw people in the way it was previously approved with commercial uses spread out through the site.

Affordable Housing

Housing affordability is specifically addressed in the Comprehensive Plan:

“While changes to the City’s housing composition in recent decades has been largely limited to for-sale housing, that is changing as new rental apartment complexes are built, and existing rental complexes (which currently contain a high share of the City’s affordable housing stock) are upgraded or redeveloped. A significant decline in the proportion of economical housing options would have a negative effect on Fairfax’s residents and quality of life. As a result, the provision and maintenance of affordable housing is a priority for the City.” [Comprehensive Plan, page 58].

In 2013 an Affordable Housing Workgroup was commissioned to analyze the need and provide recommendations for affordable housing policy in the City. The result of the workgroup’s efforts was an amendment to the 2012 Comprehensive Plan to emphasize the following goals:

1. Monitor the adequacy of subsidized housing units in the City and seek access to additional affordable housing opportunities;
2. Encourage the provision of affordable housing units in the development approval process for significant new residential construction, and;
3. Articulate a comprehensive affordable housing strategy and consider the applicability of other options to promote housing affordability, including the provision of affordable units for new for-sale developments, the establishment of a housing trust fund, a plan for the

preservation of existing affordable housing units, and other options that could promote housing affordability for a large range of residents.

The workgroup also developed a voluntary proffer statement to guide developers of multifamily apartment projects in the City on the expectations for inclusionary Affordable Dwelling Units (ADUs).

Staff Analysis: The applicant is providing 24 units at 30% of household income exclusive of utilities. The minimum income eligibility to rent each unit type is varied from 60% of AMI to 60, 80, 90 and 100% to correlate to the unit sizes. The proffer, as written, is substantially consistent with the City's housing policy and has not been changed from the original approval other than to update the language for the variety of unit sizes proposed.

Community Appearance

Objective CA-3: Encourage exemplary site and building design, construction, and maintenance [Comprehensive Plan, page 105].

Staff Analysis: Staff finds the proposal to be an overall improvement to the existing condition of the site, however the removal of recessed balconies remains problematic and reduces façade articulation and outdoor activity.

The following excerpts from the Community Appearance Plan are relevant to this application.

Because of the variety of existing styles and the lack of an historical architectural reference along the corridors, no single architectural style is favored over others. Both modern styles and traditional architecture are appropriate – if well-designed and appropriately sited [Community Appearance Plan, page 50].

The proposal exhibits a good balance of traditional architectural forms in a contemporary development.

Traditional materials such as brick, wood, and stone have survived the various architectural trends over time and exhibit longevity and quality. These materials are recommended in future developments within the corridor in lieu of the more modern glass, metal and concrete panel construction [Community Appearance Plan, page 51].

Staff Analysis: While brick is incorporated into all buildings, the overall amount has been significantly reduced from the 2016 approval. Staff believes that the increased use of masonry on the building elevations, while improving the material aesthetic of the project, would also reduce maintenance needs as the development ages. The use of metal and synthetic wood panels is appropriate as an accent feature at the storefronts.

Colors for use on buildings and signs should be selected for their compatibility with the natural features and existing development found in and adjacent to the corridors [Community Appearance Plan, page 51].

Staff Analysis: Staff finds the overall color palette to be appropriate and in line with the 2016 architectural approvals.

PART C: APPLICABLE CODE CITATIONS

§1.6.2. Conforming uses and structures

A. Special uses

1. Any use or structure existing prior to the effective date of this chapter that would be permitted by this chapter by special use permit in the district in which it is located, may be continued as if a

special use permit had been approved, provided that any use, structural or other changes shall comply with the provisions of this chapter.

2. Any expansion or change of such use beyond conditions placed on the approval shall require a new special use approval in compliance with the procedures of §6.7.
3. Any use or structure existing prior to the effective date of this chapter that is subject to time limitations or expiration requirements shall continue to be subject to such time limitations or expiration requirements.

C. Variances and special exceptions

Any variance or special exception lawfully approved prior to the effective date of this chapter [October 1, 2016] shall continue to be valid after the effective date. Development in accordance with an approved variance or special exception shall comply with the requirements of this chapter, provided that in the event of any inconsistency between an approved variance or special exception and the requirements of this chapter, development in accordance with the approved variance or special exception shall be permitted.

D. Proffers

Any use or structure approved prior to the effective date of this chapter that is subject to a proffer(s) shall continue to be subject to such proffer(s) and any use or structure in a planned development district the application for which was filed prior to July 1, 2016 that is subject to a proffer(s) shall remain subject to any such proffer(s) except to the extent a proffered condition amendment requested by an applicant may be approved by the city council.

§3.3.1. Principal use table

The principal use table is subject to the explanation as set forth below.

A. Key to types of use

2. Special use review An “S” Indicates that a use that may be permitted in the respective general use district only where approved by the city council in accordance with §6.7, and the zoning permit requirements of §6.20. Special uses are subject to all other applicable requirements of this chapter, including the specific use standards contained in §3.5.

§3.5.1. Residential use standards

D. Upper story residential/mixed uses

1. Use

- (a) Upper story residential units are allowed above the ground floor of an upper story residential/mixed use building as set forth in principal use table (see §3.3.1).
- (b) At least 75 percent of the ground floor (floor area) of upper story residential/mixed use buildings shall be used solely for nonresidential uses. The remaining 25 percent of the first floor may be used for residential uses and/or residential accessory uses, such as entry lobbies and amenities.
- (c) Lobby and similar areas on the first floor, which serve upper story residential uses, shall be considered residential accessory uses.

2. Dimensional standards

Upper story residential/mixed use buildings shall adhere to all dimensional standards of the nonresidential use specified in §3.6.2. (See also §3.4.2, Complexes).

3. Floor height

- (a) Ground floor
 - (1) The ground floor shall have at least 12 feet of clear interior height (floor to ceiling) contiguous to the required building line frontage, if any, for a minimum depth of at least 25 feet.
- (b) Upper story residential/mixed use

At least 80 percent of each upper story shall have an interior clear height (floor to ceiling of at least nine feet

§3.6. DIMENSIONAL STANDARDS

§3.6.2. Nonresidential districts

DIMENSIONAL STANDARDS	CR
HEIGHT, MAXIMUM (STORIES/FEET)	5/60

§4.2.3. Parking requirements

A. Minimum requirements

Except as otherwise expressly stated, off-street motor vehicle parking spaces must be provided in accordance with the parking ratio requirements of §4.2.3.E.

E. Parking ratio requirements

Off-street parking spaces shall be provided for all uses listed below in at least the minimum amounts specified.

USE TYPES/ USE GROUPS*	GENERAL REQUIREMENTS
RESIDENTIAL	
Multifamily	1.5 spaces per one or less bedroom unit; 2 spaces per 2 or more bedroom unit
Upper story residential/mixed use buildings	1.25 spaces per efficiency unit; 1.5 spaces per 1 bedroom unit; 2 spaces per 2 or more bedroom units; other uses as required herein
COMMERCIAL USES (SEE §3.4.1.F)	
Office, general*	1 space per 300 sq. ft. of floor area
Restaurants or food service	1 space per 200 sq. ft. of floor area; 1 space per 100 sq. ft. of floor area with dancing and entertainment; none for outdoor dining and service areas
Retail, general*	1 space per 200 sq. ft. of floor area

Staff Analysis: Initially the applicant requested a special exception for parking of 1.6 spaces per residential unit as was previously approved. The zoning ordinance was amended after that approval including changes to the parking requirements. Staff’s review of the residential unit mix proposed by the applicant resulted in clarification of the special exception requested. The parking requirements are being met for studio and one bedroom units. Two and three bedroom units require two spaces per unit. Based on the spaces proposed in the parking garage and on-street, the applicant is providing 1.786 spaces per unit instead of the 1.6 spaces per unit as the applicant requested and is meeting the requirement for all other units and commercial uses.

§4.4.4. Sidewalks

Sidewalks shall be placed within the right-of-way as specified below.

A. Where required

1. Unless otherwise specified below, sidewalks shall be required on both sides of all arterial, collector and local streets.

Staff Analysis: The applicant is providing sidewalks on both sides for most of the internal roadways and all of the public right-of-ways. There are two locations along the stub streets that lead to future connections to adjacent parcels that do not have sidewalk due to location of transformers, proximity to the property line and a loading space adjacent to the building. Two of these areas can be addressed when the future connections to adjoining properties are completed.

For this reason, the applicant requests a special exception from the Zoning Ordinance. Staff supports the applicant's request for a special exception.

§4.5.6.B. Street trees

In all general districts except the CU district, a minimum ten foot wide landscaped strip shall be provided along all streets. Street trees shall be required along all streets at the rate of one canopy tree for every 40 linear feet and spaced a maximum of 50 feet apart.

1. All street trees shall be planted no less than three feet or more than 15 feet from the back of the curb or edge of pavement.
2. No tree shall be planted within a safe sight triangle (§4.3.4) or closer than 10 feet from any fire hydrant.

Staff Analysis: Along the internal road system the street trees are provided in 5'x8' tree grates rather than the 10' wide landscape strip required. There are also locations that street trees were not provided due to width of sidewalk available between the building face and the curb.



SUMMARY OF ZONING DISTRICTS AND OVERLAYS

GENERAL ZONING DISTRICTS: Unless within a planned development district, each property in the City belongs to one of the following zoning districts, which spells out permitted uses and types of development for all parcels within each district, as summarized below:

RL, RM & RH RESIDENTIAL DISTRICTS: Permits single-family detached housing and select types of supportive, complementary uses that create quiet and comfortable neighborhoods. Development must be consistent with the character of a residential neighborhood and fit within certain parameters, including:

- **RL RESIDENTIAL LOW:** 20,000 minimum lot size and 40' front setback from the street;
- **RM RESIDENTIAL MEDIUM:** 7,500 minimum lot size and 25' front setback from the street;
- **RH RESIDENTIAL HIGH:** 6,000 minimum lot size and 20' front setback from the street.

RT & RT-6 TOWNHOUSE DISTRICTS: Provides townhouses in both districts, as well as duplexes, single-family attached, and single-family detached housing in the RT district.

- **RT-6:** Limited to 6 units per acre;
- **RT:** Limited to 12 units per acre.

RMF MULTIFAMILY DISTRICT: Provides for multifamily housing as well as townhouses, duplexes, single-family attached, and single-family detached housing. Buildings may be no taller than 3 stories and 35' or 4 stories and 45' (where not adjacent to a single-family detached district) with a density limited to 20 units per acre. Permitted uses also include nursing homes, assisted living facilities, congregate living facilities and select directly related, complementary uses.

CL COMMERCIAL LIMITED DISTRICT: Provides for limited, low intensity office development as a transitional use between residential and commercial areas with buildings limited to 3 stories and 35' in height that may not exceed 17,500 sq. ft. in floor area.

CO COMMERCIAL OFFICE DISTRICT: Provides for offices for business, governmental and professional uses, and uses accessory or complementary thereto. Buildings may be up to 5 stories and 60'.

CR COMMERCIAL RETAIL DISTRICT: Provides for office and general business and retail establishments, and uses accessory or complementary thereto. Buildings may be up to 5 stories and 60'.

CU COMMERCIAL URBAN DISTRICT: Provides an urban, mixed use development option for appropriate parts of the downtown area and sites in the general vicinity of the three key Fairfax Boulevard intersections: Main Street, Chain Bridge Road, and Old Lee Highway, or as may be more precisely specified by a current or future adopted plan. Buildings may be up to 5 stories and 60'.

CG COMMERCIAL GENERAL DISTRICT: Provides areas for office, general retail, automobile-related uses, and uses accessory or complementary thereto. Buildings may be up to 5 stories and 60'.

IL INDUSTRIAL LIGHT DISTRICT: Provides areas for light industrial uses. Buildings may be up to 3 stories and 35'.

IH INDUSTRIAL HEAVY DISTRICT: Provides areas for general industrial uses. Building may be up to 6 stories and 60'.

PLANNED DEVELOPMENT DISTRICTS AND ZONING OVERLAYS: Some properties are included in planned development districts and/or are governed by regulations that exceed that of the underlying general zoning district through overlays and other development standards. These are summarized below:

PD-R, PD-M, PD-C & PD-I PLANNED DEVELOPMENT DISTRICTS: Provides for coordinated developments and communities with appropriate boundary transitional yards and recreation and open space. The districts provide additional flexibility not available in general zoning districts and allows for innovations and special features in site development that make the community better.

- **PD-R PLANNED DEVELOPMENT RESIDENTIAL:** Allows for permitted/special uses in the R districts;
- **PD-M PLANNED DEVELOPMENT MIXED USE:** Allows for permitted/special uses in the R and C districts;
- **PD-C PLANNED DEVELOPMENT COMMERCIAL:** Allows for permitted/special uses in the C districts;
- **PD-I PLANNED DEVELOPMENT INDUSTRIAL:** Allows for permitted/special uses in the CG, IL, and IH districts.

HISTORIC OVERLAY DISTRICTS: Provide additional protection to areas of historic interest in the City in order to ensure that development or building modifications do not alter or diminish the historic quality of the district:

- **OLD TOWN FAIRFAX HISTORIC DISTRICT:** Encourages a compatible mixture of residential, retail and office uses within the district.
- **FAIRFAX PUBLIC SCHOOL HISTORIC DISTRICT:** Includes the property containing the Fairfax Museum & Visitor Center; the district controls uses and structures built on the property.
- **BLENHEIM HISTORIC DISTRICT:** Includes the property at Historic Blenheim; the district preserves Blenheim mansion and controls uses and structures built on the property.
- **JOHN C. WOOD HOUSE HISTORIC DISTRICT:** Includes the former residence of John C. Wood, the first Mayor of the City of Fairfax; the district prohibits certain uses and structures on the property.

OLD TOWN FAIRFAX TRANSITION OVERLAY DISTRICT: Established to encourage a compatible mixture of residential, retail and office uses in areas close to the Old Town Fairfax Historic District. New development must complement the scale, siting and design of the Historic District.

ARCHITECTURAL CONTROL OVERLAY DISTRICT: Includes all land in the city which is located outside of an historic district and zoned and used for anything other than a single-family detached residence. This district seeks to encourage the construction of attractive buildings, to protect and promote the general welfare and to prevent deterioration of the appearance of the city, to make the city more attractive for the development of business and industry, and to protect land values.

RESOURCE PROTECTION AREA (RPA): Includes land within 100 feet of water bodies that have perennial flow, as well as other natural features such as wetlands and intermittent streams. The RPA seeks to protect these waters from significant degradation due to land disturbances.

RESOURCE MANAGEMENT AREA (RMA): Includes all land in the City that is not part of an RPA. Land disturbances in the RMA can have cause water quality degradation and diminish the functionality of RPA lands. Together, the RMA and RPA form the Chesapeake Bay Preservation Area, which encompasses all of the City.

100-YEAR FLOODPLAIN: Includes land subject to inundation by the “100-year flood” as on FEMA flood maps (a flood that has a 1% chance of occurring each year).



City of Fairfax

**10455 Armstrong Street
Fairfax, Virginia 22030-3630**

March 4, 2015

Ms. Lynne J. Strobel
Walsh, Colucci, Lubeley & Walsh, P.C.
2200 Clarendon Boulevard, Suite 1300
Arlington, Virginia 22201

Re: Special Exception Request SE-13070064
Special Use Permit Request SU-13070066
Variance Request V-13070069
Rezoning Request Z-13070069

Dear Ms. Strobel:

The Fairfax City Council, at its regular meeting of February 24, 2015, adopted an ordinance to approve the application of Novus Fairfax Gateway, LLC, by Lynne J. Strobel, Agent/Attorney-in-fact, to rezone the subject property from C-2 Retail Commercial, I-2 Industrial and Highway Corridor Overlay District, to C-2 Retail Commercial with proffers and Highway Corridor Overlay District; subject to the general development plan stamped received February 19, 2015 and proffers revised February 24, 2015, on the land known as 11101 and 11091 Fairfax Boulevard and 11160 Lee Highway and more particularly described as tax map 57-1-2-27, 31, 31a and 31b subject to the following provision of affordable housing 13A(i) of the proffers revised through February 24, 2015. The City Council further accepts the applicant's proffer to provide an additional eight affordable housing units as described in proffer #2.D.

The Fairfax City Council also approved the request of Novus Fairfax Gateway, LLC, by Lynne J. Strobel, Agent/Attorney-in-fact, for a special use permit to allow a use with an estimated daily traffic volume in excess of 700 trips per day in the Highway Corridor Overlay District pursuant to City Code Section 110-874(b)(2) and to allow residential



uses in the Highway Corridor Overlay District pursuant to City Code Section 110-874(b)(7), on the premises known as 11101 and 11091 Fairfax Boulevard and 11160 Lee Highway and more particularly described as tax map 57-1-2-27, 31, 31a and 31b subject to the following conditions:

1. Development of the subject site shall be in substantial conformance with the attached plans and associated submission materials stamped "Received February 19, 2015", and the applicant's proffer statement dated February 24, 2015.

The Fairfax City Council also approved the request of Novus Fairfax Gateway, LLC, by Lynne J. Strobel, Agent/Attorney-in-fact for variances to the subdivision ordinance pursuant to Section 86-10 to allow private accessways to be less than thirty (30) feet in width, to reduce the minimum centerline curve radii of private accessways, and to modify the minimum requirements for dead end private accessways subject to the general development plan stamped received February 19, 2015 and proffers revised February 24, 2015, on the land known as 11101 and 11091 Fairfax Boulevard and 11160 Lee Highway and more particularly described as tax map 57-1-2-27, 31, 31a and 31b subject to the following condition:

1. Development of the subject site shall be in substantial conformance with the attached plans and associated submission materials stamped "Received February 19, 2015", and the applicant's proffer statement dated February 24, 2015.

The Fairfax City Council also adopted a resolution to approve with conditions the special exception requests Novus Fairfax Gateway LLC, by Lynne J. Strobel, Agent/Attorney-in-fact, to:

1. Reduce the number of required on-site parking spaces;
2. Increase the maximum gross floor area and lot coverage for buildings and parking structures;
3. Modify the requirements for screening for above grade mechanical units and utilities;
4. Modify the required parking lot perimeter landscaping;
5. Reduce the number of required loading spaces;
6. Increase the maximum building height to more than five stories or 60 feet;
7. Reduce the required separation from drive aisles and parking to buildings; and
8. Allow parking area entranceways greater than 30 feet in width

for redevelopment of the property being zoned to the C-2 Retail Commercial with proffers and Highway Corridor Overlay District located at 11101 and 11091 Fairfax Boulevard and 11160 Lee Highway and more particularly described as tax map 57-1-2-27, 31, 31a and 31b with the following condition:

1. Development of the subject site shall be in substantial conformance with the attached plans and associated submission materials stamped "Received February 19, 2015", and the applicant's proffer statement dated February 24, 2015.

Sincerely,

A handwritten signature in black ink, appearing to read "Melanie R. Crowder". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Melanie R. Crowder
City Clerk

cc: Brooke Hardin, Director, Community Development & Planning
Jason Sutphin, Community Development Division Chief
Michelle Coleman, Zoning Administrator
MRC/dms

PROFFERS

NOVUS FAIRFAX GATEWAY LLC

ZONING MAP AMENDMENT

February 24, 2015

Pursuant to Section 15.2-2303(a) of the *Code of Virginia*, 1950, as amended, and Section 110-7 (b) of the Zoning Ordinance of the City of Fairfax, Virginia, Novus Fairfax Gateway LLC, for the owner, and successors and/or assigns (hereinafter referred to as the "Applicant") in Z-13070069 filed on property identified on the City of Fairfax tax map 57-1-27, 31, 31A, and 31B (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Fairfax City Council approves a rezoning of the Application Property from the C-2, Highway Corridor Overlay, and I-2 Districts to the C-2 and Highway Corridor Overlay Districts in conjunction with a general development plan for residential and commercial development. These proffers shall replace and supersede all previous proffers approved on the Application Property. In the event the rezoning 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 Vika Virginia LLC and the Preston Partnership, LLC consisting of 35 sheets, dated May 2, 2013 as revised through February 19, 2015. 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. Approximately 29,000 square feet of gross floor area (GFA) which may be occupied by any of the permitted uses or special use permit uses as shown on the GDP. Additional uses that require approval of a special use permit may be permitted with approval of a separate special use permit without necessitating an amendment to these proffers so long as the layout is in substantial conformance with the GDP.
- B. Multifamily residential up to a maximum of 395 dwelling units, except as may be increased in accordance with Proffer 2.D. The unit mix shall be consistent with that shown on the GDP.
- C. The Applicant proposes approximately 28,000 square feet of ground level GFA that will be accessory uses to the multifamily dwelling units as shown on the GDP. The Applicant reserves the right to convert up to 17,000 square feet of said

accessory use space to commercial uses as permitted in the C-2 Retail Commercial District and potentially eight (8) units of affordable housing without necessitating a proffered condition amendment or development plan amendment should future market conditions allow, subject to demonstration of adequate parking, as demonstrated in a parking study completed by a transportation engineer or planner, to the satisfaction of the Department of Community Development and Planning.

- D. Upon City Council approval, the Applicant will agree to convert 8,000 square feet of the 28,000 square feet of ground level accessory use GFA into eight (8) affordable housing units at incomes up to and including 60% of the Washington D.C. Metropolitan Statistical Area Median Income (referred to herein as "AMI") as determined by HUD adjusted for unit size and in accordance with the conditions described in Proffer 13.B. Should City Council approval these eight (8) additional units, the Applicant shall increase parking on the Application Property in a manner consistent with the remaining residential units.

Should City Council not approve the conversion of the eight (8) additional affordable units, the Applicant reserves the right to retain the 8,000 square feet as accessory uses to the multifamily dwelling units or to convert this space to commercial uses as described in Proffer 2.C. above.

The eight (8) affordable housing units described above and the selection of Proffer 13.A.(i) by the City Council will result in the provision of twenty-four (24) housing units affordable to persons having a median household income up to and including 60% of AMI as determined by HUD adjusted for unit size. Should the City Council select the \$700,000.00 contribution in lieu of 16 affordable units described in Proffer 13.A.(i), the City Council can still approve that 8,000 square feet can be used for eight (8) affordable housing units as described above, thereby resulting in a contribution of \$700,000.00 and eight (8) affordable units.

- E. The existing uses on the Application Property shall remain legally nonconforming until the commencement of construction.

3. TRANSPORTATION

- A. Fairfax Boulevard and Lee Highway. 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 both Fairfax Boulevard (Route 50) and Lee Highway (Route 29) as shown on the GDP.
- B. Fairfax Boulevard Right Turn Lane. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall construct a right turn lane from Fairfax Boulevard into the Application Property as shown on the GDP.
- C. Fairfax Boulevard Circular Entry Feature. Subject to final design at time of site plan approval, the Applicant shall construct a circular entry feature in substantial

conformance with the GDP. Final signing and striping to be approved in coordination with the Director of Public Works.

- D. Lee Highway Sign. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall install improvements as shown on the GDP and a sign prohibiting left turns into the Application Property from Lee Highway. The sign shall be placed in the median of Lee Highway, subject to the approval of the Director of Public Works and the Virginia Department of Transportation (VDOT).
- E. Signal Modifications. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall fund signal modifications for the signal at Bevan Drive and Fairfax Boulevard should such modifications be required by VDOT.
- F. New Streets. Prior to the issuance of any RUP or Non-RUP for the first building located within 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 building for which the RUP or Non-RUP is requested. Such streets shall be maintained by the Applicant as private streets. Special paving materials, raised crosswalks, and on-street parking within these shall be provided, subject to the approval of the Department of Public Works. 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. Upon demand by the City, that will take place no sooner than completion of all improvements on the Application Property, the Applicant shall dedicate right-of-way to convert the streets to public streets, and, 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.
- G. Sidewalks. The Applicant shall provide ADA compliant sidewalks on both sides of all internal streets.
- H. Internal Intersection Alignment. At time of site plan approval, the Applicant shall minimize the southern internal intersection skew to better align the intersection in coordination with the Director of Public Works.

- I. Maintenance. The Applicant shall maintain the streets and sidewalks as private until such time as the City may demand dedication.
- J. Fairfax Boulevard Reservation. Prior to site plan approval, the Applicant shall reserve land area of approximately 5,510 square feet along the Application Property's Fairfax Boulevard frontage, which shall be dedicated to the City upon request to accommodate a slow lane as depicted in the City's Comprehensive Plan. Said reservation shall be made without cost to the City of Fairfax.
- K. Lee Highway Dedication and Reservation. The Applicant shall dedicate up to 50 feet from centerline of the Application Property's Lee Highway frontage to comply with the minimum right-of-way required by the Subdivision Ordinance. In addition, prior to site plan approval, the Applicant shall reserve land area of approximately 7,640 square feet along the Application Property's Lee Highway frontage, which shall be dedicated to the City upon request. Said reservation shall be made without cost to the City of Fairfax.
- L. Construction Timing. The Applicant shall coordinate phasing of transportation improvements with the Department of Public Works at time of site plan.
- M. Kamp Washington Study. Prior to the issuance of the final RUP or Non-RUP for the Application Property, the Applicant shall contribute \$25,000.00 to the City to help fund a study regarding road design, pedestrian improvements, and/or bicycle improvements in the Kamp Washington area.

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 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

- A. 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, a minimum ten (10) foot wide sidewalk or shared use path, and acorn lights along the Application Property's Fairfax Boulevard and Lee Highway frontages 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 time of site plan.
- B. Prior to the issuance of a RUP or Non-RUP for the Application Property, the Applicant shall underground utilities located along the Application Property's Fairfax Boulevard and Lee Highway frontages and on the Application Property,

with the exception of temporary power poles necessary for construction of buildings and improvements not yet complete.

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. Contemplative Open Space. Prior to the issuance of the final Non-RUP for Building 1 as identified on the GDP, the Applicant shall provide a publicly accessible landscaped open space in the northeastern portion of the Application Property adjacent to the Jermantown Cemetery which may include walkways, specialty plantings, and furniture, as approved at time of site plan. The Applicant shall consult with Historic Fairfax, Inc. regarding the design of the contemplative open space.
- C. Public Plaza. Prior to the issuance of the final RUP or Non-RUP, the Applicant shall provide a publicly accessible plaza in the center of the circular entry feature in the northern portion of the Application Property which may include furniture, specialty paving, and a water feature as approved on the site plan.
- D. 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

- A. The Applicant shall provide up to 28,000 square feet, exclusive of rooftop swimming pool, of on-site recreational facilities to serve the residences of the Application Property that may include, but not be limited to, a fitness center, music practice rooms, and a dog spa. The Applicant shall have the right to convert up to 17,000 square feet of ground level amenities to commercial uses without necessitating an amendment to these proffers or development plan should future market conditions allow, as provided for in Proffer 2.C.
- B. Following the commencement of construction but prior to the issuance of the first RUP, the Applicant shall contribute an amount equivalent to \$250.00 per residential unit to the City of Fairfax for use in the planning, design and/or construction of recreational amenities at Kutner and/or parks in the Westmore neighborhood area.
- C. The Applicant shall provide a minimum of one (1) location for public art within open space on the Application Property.

8. JERMANTOWN CEMETERY

Commencing upon delivery of the first RUP on the Application Property, and provided that the cemetery owner grants access to the Applicant or its Designee, the Applicant shall maintain the landscaping within Jermantown Cemetery as a component of the landscape maintenance for the proposed project for a period not to exceed thirty (30) years. Landscape maintenance shall include mowing, seeding, edging, tree pruning, and trash removal.

9. ARCHITECTURAL DESIGN

- A. The architectural design and style of the buildings shall be generally consistent with the conceptual elevations as shown on the GDP, and shall be generally consistent in style on all sides of the buildings. 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, as may be approved by the Board of Architectural Review. Architectural elements, such as varied wall setbacks, balcony locations, roof embellishments, signage, building entries, brick banding, soldier coursing and/or relief patterns, shall be incorporated into the overall design to be presented for review and approval by the Board of Architectural Review.
- 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 two-bedroom with den units as shown on the GDP.
- 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 9.A.
- E. At time of site plan, the Applicant shall identify accessible units in each proposed building as required by the then, in place, applicable municipal, state, and federal accessibility requirements.
- F. The Applicant shall incorporate design and construction techniques to direct restaurant exhaust away from the planned residential units, such as installing rooftop ventilation systems, as may be required by the applicable building code at time of building permit submission.

- G. Prior to the issuance of a building permit for residential units, the Applicant shall submit documentation to the City that exterior materials and construction techniques are effective in ensuring interior average noise levels of approximately 55 dBA between 7:00 a.m. and 9:00 p.m. and approximately 45 dBA between 9:00 p.m. and 7:00 a.m.

10. 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 time of site plan submission, the Applicant shall submit a LEED checklist to demonstrate the incorporation of energy saving components as described above and as generally available in the marketplace.

11. PARKING MANAGEMENT

- A. The Applicant shall provide parking in conformance with the GDP.
- 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. No fewer than two (2) conveniently located parking spaces will be reserved for vanpools and/or car sharing services.
- C. The Applicant shall assign one (1) parking space per unit that will be included in the monthly rent for each unit. The Applicant reserves the right to charge a fee or premium for preferred and/or additional parking spaces. 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.
- D. The Applicant shall utilize measures as it deems appropriate, which may include but not be limited to signs and/or meters, to ensure that all on-street parking spaces are unreserved and time limited so that parking is available for commercial patrons.

12. 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 will include, but not be limited to, the following:

- A. Designation of a Transportation Management Coordinator (“TMC”) which may be one of the duties assigned to its property manager. The TMC will provide on-site assistance to residents and employees in forming and maintaining carpools and vanpools. The TMC will display in the Application Property’s leasing office information on local transit services, carpool programs, and ridesharing programs. The TMC will ensure that the displayed information is current.
- B. Covered bicycle storage facilities will be provided for residents within buildings on the Application Property. Bicycle racks will also be provided on the Application Property for site visitors and/or employees. The Applicant shall provide interior bike parking spaces of at least 1 space per 10 dwelling units and exterior bike parking spaces of at least 1 space per 50 dwelling units. The Applicant shall identify the location of bicycle storage facilities at time of site plan approval.
- C. At the time of the initial occupancy of each dwelling unit on the Application Property, the Applicant shall provide one (1) resident of the unit with a prepaid transit card with a value of twenty-five (\$25.00).
- D. Designation of a space on the Application Property that may be used by residents for telework activities. The space will include access to a computer, printer, and copy machine.
- E. Installation of at least one interior or exterior electric vehicle charging station on the Application Property.
- F. Prior to the issuance of a RUP or Non-RUP for the Application Property, the Applicant shall install one (1) standard City bus shelter on the Application Property’s Fairfax Boulevard frontage and one (1) on the Application Property’s Lee Highway frontage to serve bus routes that serve Lee Highway and Fairfax Boulevard.
- G. The Applicant shall provide City staff with information obtained by resident surveys regarding the use of public transportation, carpooling, bikes, teleworking, and any other transportation options on an annual basis.

13. AFFORDABLE HOUSING

- A. Subject to City Council approval, the Applicant shall comply with one (1) of the following:
 - (i) Designate 16 units (4% of the 395 residential units) constructed on the Application Property as affordable dwelling units to be affordable to persons having a median household income up to and including 60% of AMI as determined by HUD, adjusted for unit size, and as set forth below. Should this option be selected, the City Council can still approve the provision of eight (8) affordable housing units as described in Proffer 2.D.; or

- (ii) A contribution to the City in the amount of \$700,000.00 for the purposes of supporting affordable housing in the City. Should this option be selected, the City Council can still approve the provision of eight (8) affordable housing units as described in Proffer 2.D.

B. The following conditions shall be applicable to the affordable units generated by Proffer 2.D. and, if option 13.A.(i) is selected by the City Council, those units described in Proffer 13.A.(i):

- (i) Income eligibility limits shall be adjusted based on unit size as follows: 80% for a one bedroom unit, 90% for a two bedroom unit, 100% for a two bedroom with den unit.
- (ii) Maximum monthly rental rates for the affordable dwelling units shall be adjusted annually based on changes in the AMI by:
 - a. Multiplying the applicable AMI by the maximum income percentage in Paragraph 13.A.(i) above;
 - b. Multiplying the product of subparagraph (i) by the adjustment factor for unit size in paragraph B;
 - c. Dividing the product of subparagraph (ii) by twelve (12) to reflect the number of months in a year; and
 - d. Multiplying the quotient of subparagraph (iii) by 30% to determine the rent that may be charged to renters in each income bracket.
- (iii) The units shall be integrated into and dispersed throughout the development to the extent feasible.
- (iv) The units shall be constructed of comparable materials and fixtures and maintained at comparable levels with market rate units
- (v) To the extent feasible, the number of bedrooms per affordable unit shall be proportional to the number of bedrooms per market unit on the Application Property.
- (vi) If an affordable unit is vacant and cannot be rented for more than 90 consecutive days, despite diligent marketing efforts as demonstrated to the City, the owner can rent the vacant affordable unit at market rates, provided that the next similar unit that is on the market is designated as an affordable unit to ensure consistency with the required percentage of affordable units.
- (vii) The tenants who lease the affordable units shall meet the income eligibility criteria identified herein, as well as typical background checks and other applications as may be required for the rental of the market rate

units as required by the Applicant. Said requirements shall be made available to the Department of Community Development and Planning on an annual basis upon request.

- (viii) Existing tenants who are income qualified upon initial occupancy shall remain eligible for affordable housing provided their income remains at or below 80% of AMI as adjusted herein for household size. Existing tenants whose income exceeds 80% of AMI will no longer qualify under the income eligibility criteria identified herein, and the Applicant, within its sole discretion, shall either allow the tenant to continue occupancy at market rates and designate another unit within the development as affordable, when available, or relocate the tenant to a market rate unit and continue to lease the previously designated affordable unit in accordance with the income eligibility criteria.
- (ix) Marketing of the affordable units shall include coordination with non-profit organizations.
- (x) The affordability restriction described herein shall remain in place for thirty (30) years after the issuance of the first RUP for an affordable unit on the Application Property at which time the provisions of this Proffer 13 shall be null and void and of no further force and effect.
- (xi) The Applicant shall furnish City Staff with information on the affordable units' occupancy/vacancy status and tenant eligibility information annually.
- (xii) Should the proposed development be converted to condominium ownership, the Applicant shall ensure that the affordable units are maintained as affordable rental units for the balance of the thirty (30) year affordability term.

14. NON-PROFIT OFFICE SPACE

The Applicant shall construct, furnish, and make available up to 4,000 square feet of commercial space for a local non-profit organization at \$0 rent for fifteen (15) years from receipt of the Non-RUP for the non-profit commercial space.

15. SCHOOL CONTRIBUTION

Prior to the issuance of the first RUP, the Applicant shall contribute \$200,000.00 to the City of Fairfax to mitigate impacts to City schools.

16. 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.

{A0651258.DOCX / 1 Proffers - 02.24.15 (cln) (Option A) 007552 000006}

[SIGNATURES BEGIN ON NEXT PAGE]

OWNER

MGB Properties III, L.L.C.,
A Virginia Limited Liability Company

By: MGB Properties, L.L.C.
A Virginia Limited Liability Company



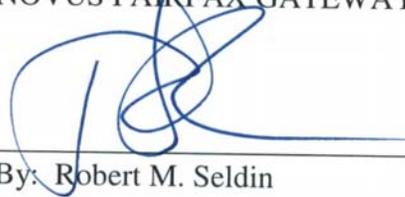
By: _____

Its: _____

[SIGNATURES CONTINUE]

APPLICANT

NOVUS FAIRFAX GATEWAY LLC

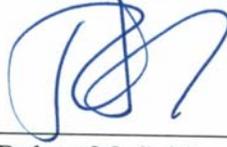
A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

By: Robert M. Seldin
Its: CEO

[SIGNATURES CONTINUE]

CONTRACT PURCHASER

NOVUS RESIDENCES LLC

A handwritten signature in blue ink, consisting of a large, stylized 'R' followed by a series of loops and a final flourish.

By: Robert M. Seldin
Its: CEO

[SIGNATURES END]

ORDINANCE NO. 2015-18

AN ORDINANCE TO AMEND THE ZONING MAP OF THE CITY OF FAIRFAX, VIRGINIA TO RECLASSIFY FROM C-2 RETAIL COMMERCIAL, I-2 INDUSTRIAL AND HIGHWAY CORRIDOR OVERLAY DISTRICT, TO C-2 RETAIL COMMERCIAL WITH PROFFERS AND HIGHWAY CORRIDOR OVERLAY DISTRICT; ON THE LAND KNOWN AS 11101 AND 11091 FAIRFAX BOULEVARD AND 11160 LEE HIGHWAY AND MORE PARTICULARLY DESCRIBED AS TAX MAP PARCELS 57-1-2-27, 31, 31A AND 31B.

WHEREAS, Novus Fairfax Gateway, LLC, by Lynne J. Strobel, Agent/ Attorney-in-Fact, submitted application No. Z-13070069 requesting a change in the zoning classification from C-2 Retail Commercial, I-2 Industrial and Highway Corridor Overlay District to C-2 Retail Commercial with proffers and Highway Corridor Overlay District, for the parcels identified above, and more specifically described in the attached Legal Description.

WHEREAS, the City Council has carefully considered the application, the proposed proffers, the recommendation of the Planning Commission, the recommendation of staff, and the testimony received at public hearing; and

WHEREAS, the City Council has determined that the proposed rezoning is proper and in accordance with the Comprehensive Plan as well as with the pertinent provisions set forth in the Code of Virginia and the Code of the City of Fairfax, Virginia;

NOW, THEREFORE BE IT ORDAINED, that the above described property be rezoned from C-2 Retail Commercial, I-2 Industrial and Highway Corridor Overlay District to C-2 Retail Commercial with proffers and Highway Corridor Overlay District;

BE IT FURTHER ORDAINED, that the above described property be subject to the following reasonable conditions authorized by City Code Section 110-7, which are proffered by the property owners: (see attached proffered conditions dated February 24, 2015)

BE IT FURTHER ORDAINED, that the above conditions, application package and general development plan/preliminary site plan be approved;

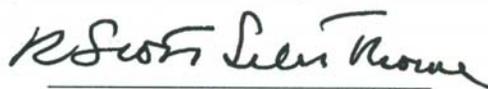
The Zoning Administrator of the City is hereby directed to modify the Zoning Map to show the changes in the zoning of these premises, including the existence of the proffered conditions, and the Clerk of the Council is directed to transmit duly certified copies of this ordinance to the applicant, Zoning Administrator, and to the Planning Commission of this City as soon as possible.

This ordinance shall be effective as provided by law.

Planning Commission hearing: January 26, 2015

City Council hearing: February 24, 2015

Adopted: February 24, 2015

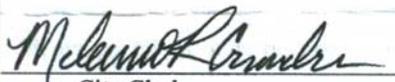


Mayor

3/2/15

Date

ATTEST:


City Clerk

Votes

Councilman DeMarco	Aye
Councilman Greenfield	Nay
Councilmember Loftus	Aye
Councilman Meyer	Aye
Councilmember Miller	Aye
Councilmember Schmidt	Aye

Application No. _____

CITY OF FAIRFAX
ZONING MAP AMENDMENT, PROFFER AMENDMENT,
OR MASTER DEVELOPMENT PLAN AMENDMENT APPLICATION

RECEIVED

JUN 18 2018

Community Dev & Planning

I/We FF Realty IV LLC by Robert D. Brant, Attorney-in-Fact
(Name of applicant) (Authorized agent's name and relationship to applicant)

a corporation / general partnership / limited partnership / sole proprietorship/individual (circle one) which is the

property owner / contract purchaser / lessee (circle one)

of Lots 57-1-2-27, 31, 31A, 31B, Block _____, Section _____ of the _____ Subdivision containing 362,811 (Sq. Ft.) on the premises known as 11101, 11091 Fairfax Boulevard and 11160 Lee Highway requests that the property currently zoned C-2 and HCOD be rezoned to N/A. This property is recorded in the land records of Fairfax County in the name of MGB Properties III LLC in Deed Book 16570, Page 374.

(Name and address of subject property)

I certify that I have read and understand my application to comply with Zoning Ordinance Section 6.2.3.C Application Requirements, which states:

1. An application shall be sufficient for processing when it contains all of the information necessary to decide whether or not the development as proposed will comply with the applicable requirements of this chapter.
2. The burden of demonstrating that an application complies with applicable review and approval criteria is on the applicant. The burden is not on the city or other parties to show that the standards or criteria have not been met.
3. Each application is unique and, therefore, more or less information may be required according to the needs of the particular case. Information needs tend to vary substantially from application to application and to change over time as result of code amendments and review procedure changes. Staff has the flexibility to specify submission requirements for each application and to waive requirements that are irrelevant to specific situations. The applicant shall rely on the review official as to whether more or less information should be submitted."

Robert D. Brant Attorney-in-Fact
(Signature of applicant or authorized agent) (Title or relationship)
Walsh, Colucci, Lubeley & Walsh, P.C.

Address 2200 Clarendon Boulevard, Suite 1300, Arlington, Virginia 22201 Phone 703-528-4700

Email rbrant@thelandlawyers.com

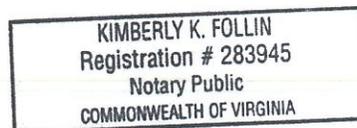
STATE OF VIRGINIA to-wit:

I, the undersigned, a Notary Public in and for the State aforesaid, whose commission as such will expire on the 18 day of June, 2018, do hereby certify that this day personally appeared before me in the State aforesaid Robert D. Brant, Attorney-in-fact
(Name) (Title)

whose name(s) is (are) signed to the foregoing and hereunto annexed agreement bearing date of the 18 day of June, 2018, and acknowledged the same before me.

GIVEN under my hand and seal this 18 day of June, 2018.

Kimberly K. Follin / 283945
Notary Public Registration #



THE FOLLOWING MUST BE COMPLETED BY THE PROPERTY OWNER

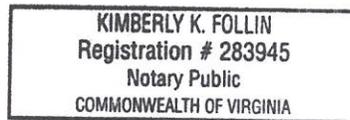
I/We FF Realty IV LLC by Robert D. Brant, Attorney-in-Fact hereby certify that the applicant named above has the authority vested by me to make this application.

[Signature] Robert D. Brant Attorney-in-Fact
(Signature of owner or authorized agent) (Title or relationship)
Address Walsh, Colucci, Lubeley & Walsh, P.C., 2200 Clarendon Boulevard, Suite 1300 Phone: 703-528-4700
Arlington, Virginia 22201

STATE OF VIRGINIA to-wit:

I, the undersigned, a Notary Public in and for the State aforesaid, whose commission as such will expire on the 18 day of June, 2018, do hereby certify that this day personally appeared before me in the State aforesaid Robert D. Brant Attorney-in-Fact
(Name) (Title)
whose name(s) is (are) signed to the foregoing and hereunto annexed agreement bearing date of the 18 day of June, 2018, and acknowledged the same before me.

GIVEN under my hand and seal this 18 day of June, 2018.
Kimberly K. Follin 1283945
Notary Public Registration #



FOR OFFICE USE ONLY

Proposal filed: _____ Received by: _____
Fee Paid: _____ Receipt No. _____
Previous Cases: _____
Current status of business license and fees:
Treasurer: _____
Commissioner of Revenue: _____

RECEIVED

JUN 18 2018

AFFIDAVIT
CITY OF FAIRFAX

Community Dev & Planning

I, FF Realty IV LLC, by Robert D. Brant, attorney-in-fact do hereby make oath or affirmation that
(name of applicant or agent)

I am an applicant in Application Number _____ and that to the best of my knowledge and belief, the following information is true:

1. (a) That the following is a list of names and addresses of all applicants, title owners, contract purchasers, and lessees of the property described in the application, and if any of the foregoing is a trustee, each beneficiary having an interest in such land, and all attorneys, real estate brokers, architects, engineers, planners, surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application (attach additional pages if necessary):

See Attachment A

Name	Address	Relationship

(b) That the following is a list of the stockholders of all corporations of the foregoing who own ten (10) percent or more of any class of stock issued by said corporation, and where such corporation has ten (10) or less stockholders, a listing of all the stockholders (attach additional pages if necessary):

See Attachment B

Corporation Name: _____

Name	Address	Relationship

(c) That the following is a list of all partners, both general and limited, in any partnership of the foregoing (attach additional pages if necessary):

N/A

Partnership Name: _____

Name	Address	Relationship

2. That no member of the City Council, Planning Commission, BZA, or BAR has any interest in the outcome of the decision. EXCEPT AS FOLLOWS: (If none, so state.)

None

3. That within five (5) years prior to the filing of this application, no member of the City Council, Planning Commission, BZA, or BAR or any member of his or her immediate household and family, either directly or by way of a corporation or a partnership in which anyone of them is an officer, director, employee, agent, attorney, or investor has received any gift or political contribution in excess of \$100 from any person or entity listed in paragraph one. EXCEPT AS FOLLOWS: (If none, so state.)

None

FF Realty IV LLC by Robert D. Brant

WITNESS the following signature:

[Handwritten Signature]
Applicant or Agent

ALL APPLICANTS MUST SIGN AND HAVE THEIR SIGNATURES NOTARIZED.

The above affidavit was subscribed and confirmed by oath or affirmation before me on this 18 day of June, 2018, in the State of Virginia, County of Arlington

My commission expires: 11/30/2019

[Handwritten Signature]
Notary Public/

283945
Registration #

KIMBERLY K. FOLLIN
Registration # 283945
Notary Public
COMMONWEALTH OF VIRGINIA

RECEIVED

JUN 18 2018

Community Dev & Planning

ATTACHMENT A

FF Realty IV LLC
1110 North Glebe Road, Suite 650
Arlington, VA 22201
Agents: Andrew T. McGeorge
Bryan P. Condie

Applicant/Contract Purchaser from
Novus Residences LLC

Novus Fairfax Gateway LLC
1660 L Street, NW, Suite 600
Washington, DC 20036
Agent: Conrad B. Cafritz

Contract Purchaser from
Title Owner

MGB Properties III, L.L.C.
11165 Fairfax Boulevard
Fairfax, VA 22030
Agents: M. Gardner Britt, Jr.
Michael R. Andress

Title Owner of Tax Map
57-1 ((2)) 27, 31, 31A and 31B

VIKA, Incorporated
8180 Greensboro Drive, Suite 200
McLean, VA 22102
Agents: John F. Amatetti
P. Christopher Champagne
Edmund J. Ignacio

Civil Engineers/Planners/Agent for Applicant

VIKA Virginia, LLC
8180 Greensboro Drive, Suite 200
McLean, VA 22102
Agents: John F. Amatetti
P. Christopher Champagne
Edmund J. Ignacio

Civil Engineers/Planners/Agent for Applicant

Preston Drake Architects, LLC
8603 Westwood Center Drive, #320
Vienna, VA 22182

Architect/Agent for Applicant

Agents: Mark D. Drake
Sean V. Bowers
Abby Camacho

ATTACHMENT A, continued

Multifamily Landscape Design
Associates LLC
107 Weatherstone Drive, #510
Woodstock, GA 30188
Agent: Steven M. Middendorf

Landscape Architect for Applicant

Walsh, Colucci, Lubeley & Walsh, P.C.
2200 Clarendon Boulevard, Suite 1300
Arlington, Virginia 22201
Agents: Martin D. Walsh
M. Catharine Puskar
Robert D. Brant
Elizabeth D. Baker

Attorneys/Planners/Agent for Applicant
Lynne J. Strobel
Sara V. Mariska (FORMER)
Nicholas V. Cumings

RECEIVED

JUN 18 2018

Community Dev & Planning

ATTACHMENT B

FF Realty IV LLC

Member: Fairfield Residential Company LLC

Officer: *Jon A. MacDonald, EVP, General Counsel & Corporate Secretary*

Members: Brookfield Asset Management, Inc. (*publicly traded on the NYSE*)
California State Teachers Retirement System (*in excess of hundreds of members in this pension fund, none of whom own 10% or more*)
FFM LLC (*owns less than 10% of FF Realty IV LLC*)

Novus Fairfax Gateway LLC

Sole Member: Novus Property Holdings LLC

Officers: *Conrad B. Cafritz, Chairman; Adam Gollance, CFO*

Novus Property Holdings LLC

Member: Conrad B. Cafritz

MGB Properties III, L.L.C.

Managers: M. Gardner Britt, Jr.
Michael R. Andress

Member: MGB Properties, L.L.C.

MGB Properties, LLC

Managers: M. Gardner Britt, Jr.
Michael R. Andress

Members: M. Gardner Britt, Jr
M. Gardner Britt, III
Raymond P. Britt
Andrew M. Britt
William C. Britt
Alexander P. Britt
Michael Britt
Joseph B. Britt
Angela Britt

VIKA, Incorporated

Shareholders: John F. Amatetti, Charles A. Irish, Jr., Robert R. Cochran, Mark G. Morelock, Kyle U. Oliver, P. Christopher Champagne

VIKA Virginia, LLC

Members: John F. Amatetti, Charles A. Irish, Jr., Robert R. Cochran, Mark G. Morelock, Kyle U. Oliver, P. Christopher Champagne

ATTACHMENT B, continued

Preston Drake Architects, LLC

Members: Robert N. Preston, Mark D. Drake, Andy P. Preston, R. Adam Parrish

Multifamily Landscape Design Associates LLC

Sole Member: Steven M. Middendorf

Walsh, Colucci, Lubeley & Walsh, P.C.

Shareholders:

Wendy A. Alexander	Jay du Von (FORMER)	Sara V. Mariska (FORMER)	Kathleen H. Smith
David J. Bomgardner	William A. Fogarty	Charles E. McWilliams	Lynne J. Strobel
E. Andrew Burcher	John H. Foote	J. Randall Minchew	Garth M. Wainman
Thomas J. Colucci	H. Mark Goetzman	Andrew A. Painter	Nan E. Walsh
Michael J. Coughlin	Bryan H. Guidash	M. Catharine Puskar	
Peter M. Dolan, Jr.	Michael J. Kalish	John E. Rinaldi	
	Michael R. Kieffer		



RECEIVED

City of Fairfax – Community Development and Planning
10455 Armstrong Street #207A Fairfax, VA 22030
Phone: 703-385-7820

JUN 18 2018

Community Dev & Planning

Application #: _____

Receipt #: _____

LAND USE APPLICATION

- NON REFUNDABLE FEE -

Special Use Special Exception Variance Amendment Renewal

1. PROPERTY LOCATION INFORMATION

Property Address 11101, 11091 Fairfax Blvd & 11160 Lee Hwy Tax Map # 57-1-02-27, -31, -31A, -31B

Project Name Fairfax Gateway Project Description Applicant proposes minor modifications to a series of special use permit, special exception and variance applications identified in the attached document and as described in more detail in the statement of justification.

2. APPLICANT or AUTHORIZED AGENT INFORMATION (check as appropriate)

Applicant Name FF Realty IV LLC (circle one): limited liability company Corporation / Gen Partnership / Ltd Partnership / Sole Proprietorship / Individual

Applicant Address c/o Walsh Colucci Lubeley & Walsh, P.C., 2200 Clarendon Boulevard, Suite 1300, Arlington, VA 22201

Phone (o) 703-528-4700 (c) _____ Email rbrant@thelandlawyers.com

Applicant or Authorized Agent Signature *Robert D. Brant*

Relationship to project (circle one): Property owner / Contract purchaser / Lessee / Agent for contract purchaser

3. APPLICANT CERTIFICATION STATEMENT Section 110-6.2.3

I certify that I have read and understand my application to comply with Zoning Ordinance Section 6.2.3 which states that an application shall be sufficient for processing when it contains all of the information necessary to decide whether or not the development as proposed will comply with the applicable requirements of this chapter; that the burden of demonstrating that an application complies with applicable review and approval criteria is on the applicant; that each application is unique and, therefore, more or less information may be required according to the needs of the particular case; that staff has the flexibility to specify submission requirements for each application and to waive requirements as appropriate; and that the applicant shall rely on the review official as to whether more or less information should be submitted.

Applicant or Authorized Agent Signature (REQUIRED) *Robert D. Brant* Date June 18, 2018

4. ENGINEER, ARCHITECT, SURVEYOR or LANDSCAPE ARCHITECT (Same as Applicant)

Licensed Professional's Name _____

Licensed Professional's Address _____

Phone (o) _____ (c) _____ Email _____

*****OFFICE USE ONLY*****

Current status of business license and fees

Treasurer: _____

Commissioner of Revenue: _____

The Applicant requests approval of the following land use applications:

Proffer Amendment:

1. Amendment to Rezoning Z-13070069, approved February 25, 2015 by the City Council.

Special Use Permits:

1. Section 110-3.3.1(B) – Permit Multi-family Residential Use in CR District.
2. Section 110-3.3.1(B) – Permit Upper Story Residential/Mixed Uses in CR District.

Special Exceptions:

1. Section 110-3.5.1(D)(1)(B) Upper Story Residential/Mixed Use – At least 75 percent of the ground floor (floor area) of upper story residential/mixed use buildings shall be used solely for nonresidential uses. The remaining 25 percent of the first floor may be used for residential uses and/or residential accessory uses, such as entry lobbies and amenities; and floor height.

The Applicant requests that less than 75 percent of the ground floor (floor area) of upper story residential/mixed use buildings be used solely for nonresidential uses as shown on the GDP/SUP/SE Plan.

2. Section 110.4.2.3 Required Parking for Multi-family – 1.5 spaces per one or less bedroom unit; 2 spaces per 2 or more bedroom unit.

The Applicant requests multi-family parking be based upon a ratio of 1.6 spaces per unit.

3. Section 110-4.2.3 Required Parking for Upper Story Residential/Mixed Use Buildings – 1.25 spaces per efficiency unit; 1.5 spaces per 1 bedroom unit; 2 spaces per 2 or more bedroom units; other uses as required herein.

The Applicant requests upper story residential/mixed use buildings parking be based upon a ratio of 1.6 spaces per unit.

4. Section 110-3.6.2 maximum building height five (5) stories above grade, but not more than 60 feet.

The Applicant request to allow buildings up to five (5) stories above the average grade with an average above grade maximum height of up to sixty-nine (69) feet. All building heights are based upon the definition of height as provided in Section 110-1.5.11 of the Zoning Ordinance for buildings with a gable roof.

5. Section 110-4.4.4.(A)(1) sidewalks – unless otherwise specified below, sidewalks shall be required on both sides of all arterial, collector and local streets.

The Applicant requests to eliminate the requirement that sidewalks be required on both sides of all local streets and be provided as generally depicted in the GDP/SE/SUP Plan.

6. Section 110-4.5.6(B) Street Trees – In all general districts except the RL, RM, RH and CU Districts, a minimum of ten foot wide landscaped strip shall be provided along all streets. Street trees shall be required along all streets at the rate of one canopy tree for every 40 linear feet and spaced a maximum of 50 feet part.

The Applicant requests that street trees be provided as generally shown on the GDP/SE/SUP Plan.

7. Section 110-4.5.7(C)(1) Screening for Parking Adjacent to Right-of-Way – the perimeter of all parking lots with frontage on any portion of public right-of-way shall be screened by a continuous landscaped hedge, a wall, or fence supported by masonry piers. Perimeter screening shall be at least 30 inches in height at the time of installation, and any planted screening shall reach a minimum height of 36 inches within two years of planting.

The Applicant requests to reduce the height of the perimeter screening at planting from 30” to 18” for both Fairfax Boulevard (Route 50) and Lee Highway (Route 29).

FF Realty IV LLC

Statement of Justification

July 2, 2018

The property identified as City of Fairfax tax map 57-1-2-27, 31, 31A, and 31B (the “Subject Property”), is comprised of four (4) parcels totaling approximately 8.33 acres. On February 24, 2015, the Fairfax City Council approved a rezoning of the Subject Property from the I-2, C-2, and HCOD Districts to the C-2 and HCOD Districts. The Council also approved a number of special use permit, special exception, and variance approvals under the prior Zoning Ordinance. On March 16, 2016 and September 7, 2016, the Board of Architectural Review also approved Certificates of Appropriateness for the proposed buildings and associated improvements. Collectively, the approvals permit a mixed-use development comprised of multifamily residential units, office, and retail uses. FF Realty IV LLC (the “Applicant”), an entity of Fairfield Residential, is now the contract purchaser of the Subject Property and seeks approval of minor amendments to the existing approvals to ensure that the project can become a reality.

The Subject Property is located within the central portion of the Kamp Washington triangle with frontage along Fairfax Boulevard (Route 50) and Lee Highway (Route 29). The Subject Property is currently occupied by, among others, Ted Britt Ford and the former American Medical Laboratories building. The Jermantown Cemetery and Fair Oaks Square office complex are located to the east of the site, to the southeast is the Hilltop Shop ‘N’ Go Center, and to the west, a gas station, a Dominion Power parking area, and an office complex. The Subject Property is located within the Kamp Washington area in the City of Fairfax Comprehensive Plan (the “Plan”), which specifically identifies the Kamp Washington triangle as a mixed-use zone. The Applicant continues to propose a high-quality mixed-use development that conforms to the Plan’s recommendations.

Over the last several months, the Applicant has studied the approved development and had discussions with City Staff, Councilmembers, and the Mayor. Based on the Applicant’s development experience, contemplated development program, and discussions with City Staff, the Applicant now proposes modifications to the approved development. Specifically, the Applicant proposes the following modifications:

- Delete a two-story building previously identified as Building 200, located in the northeast portion of the Subject Property;
- Modify the footprint of the residential building identified as Building 300, located in the eastern portion of the Subject Property;
- Relocate the proposed swimming pool to be directly adjacent to Building 300;
- Modify the location of the proposed office and residential amenity space;
- Delete some of the previously approved pedestrian bridges;

- Relocate units from Building 200 to Building 400;
- Modify the previously approved parking configuration;
- Revise the proposed landscaping plan; and
- Modify elevations.

The Applicant continues to propose a total of up to 403 multifamily units in five-story buildings and 4,000 square feet of office square footage. The modifications now result in approximately 21,249 square feet of primarily street-oriented ground floor office, retail and/or restaurant space. The commercial space is oriented to both Fairfax Boulevard and Lee Highway, thereby activating both frontages. The Applicant will continue to provide parking for the Subject Property through a combination of screened, at-grade parking structures, a multi-story parking garage on the western portion of the Subject Property that will be wrapped on all 4 sides by residential dwellings, and traffic calming on-street parking spaces.

The Applicant requests approval of the following land use applications:

Proffer Amendment:

1. Amendment to Rezoning Z-13070069, approved February 25, 2015 by the City Council.

Special Use Permits:

1. Section 110-3.3.1(B) – Permit Multi-family Residential Use in CR District.
2. Section 110-3.3.1(B) – Permit Upper Story Residential/Mixed Uses in CR District.

Special Exceptions:

1. Section 110-3.5.1(D)(1)(B) Upper Story Residential/Mixed Use – At least 75 percent of the ground floor (floor area) of upper story residential/mixed use buildings shall be used solely for nonresidential uses. The remaining 25 percent of the first floor may be used for residential uses and/or residential accessory uses, such as entry lobbies and amenities; and floor height.

The Applicant requests that less than 75 percent of the ground floor (floor area) of upper story residential/mixed use buildings be used solely for nonresidential uses as shown on the GDP/SUP/SE Plan.

2. Section 110.4.2.3 Required Parking for Multi-family – 1.5 spaces per one or less bedroom unit; 2 spaces per 2 or more bedroom unit.

The Applicant requests multi-family parking be based upon a ratio of 1.786 spaces per 2 or more bedroom unit. The studio and 1-bedroom units within the proposed multifamily building will be parked in accordance with Zoning Ordinance requirements.

3. Section 110-4.2.3 Required Parking for Upper Story Residential/Mixed Use Buildings – 1.25 spaces per efficiency unit; 1.5 spaces per 1 bedroom unit; 2 spaces per 2 or more bedroom units; other uses as required herein.

The Applicant requests upper story residential/mixed use building parking be based upon a ratio of 1.786 spaces per 2 or more bedroom unit. The studio and 1-bedroom units within the proposed upper story residential/mixed use buildings will be parked in accordance with Zoning Ordinance requirements.

4. Section 110-3.6.2 maximum building height five (5) stories above grade, but not more than 60 feet.

The Applicant requests to allow buildings up to five (5) stories above the average grade with an average above grade maximum height of up to sixty-nine (69) feet. All building heights are based upon the definition of height as provided in Section 110-1.5.11 of the Zoning Ordinance for buildings with a gable roof.

5. Section 110-4.4.4.(A)(1) sidewalks – unless otherwise specified below, sidewalks shall be required on both sides of all arterial, collector and local streets.

The Applicant requests to eliminate the requirement that sidewalks be required on both sides of all local streets and be provided as generally depicted in the GDP/SE/SUP Plan.

6. Section 110-4.5.6(B) Street Trees – In all general districts except the RL, RM, RH and CU Districts, a minimum of ten foot wide landscaped strip shall be provided along all streets. Street trees shall be required along all streets at the rate of one canopy tree for every 40 linear feet and spaced a maximum of 50 feet part.

The Applicant requests that street trees be provided as generally shown on the GDP/SE/SUP Plan.

Certificate of Appropriateness

1. Request for a major certificate of appropriateness for the proposed architecture and associated improvements.

Pursuant to Section 110-6.7.7, of the City of Fairfax Zoning Ordinance, the following criteria shall be considered when evaluating all special use permit applications:

- *Consistency with the Plan.*

The Applicant's proposal for a mixed-use development in the Kamp Washington area is consistent with the Plan's vision for mixed-use development in this area. Through the redevelopment of the Subject Property, the Kamp Washington area will receive an infusion of new residents who will live within a comfortable walking distance to existing retail and commercial development. The proposed development also includes a new primary street with retail use and resident amenity spaces, a contemplative park in proximity to Fairfax Boulevard, high-quality design that is oriented to the periphery of the development thereby encouraging future redevelopment, and the potential creation of a "Green Necklace" chain of park spaces as suggested by the Fairfax Boulevard Master Plan.

- *Compliance with all applicable requirements of the Zoning Ordinance.*

Except as may be modified with the enclosed applications, the proposed uses and site design comply with the Zoning Ordinance.

- *The effect on the health or safety of persons residing or working in the neighborhood of the proposed use.*

The Applicant's proposal will improve the welfare of area residents and employees as the residential development will create a 24-hour presence, and increase the overall pedestrian visibility and utility within the area. The construction of a high quality mixed-use development will further enhance the redevelopment potential of the surrounding parcels in a manner that ultimately promotes revitalization.

The Subject Property is designed around a combination of publicly accessible plaza spaces and linear park spaces. Direct vehicular and pedestrian entrances are provided to both Fairfax Boulevard and Lee Highway. By establishing an on-site vehicular road network oriented toward existing property lines, the proposed development promotes the extension of internal streets upon future redevelopment of adjacent properties. The use of design techniques, such as on-street parking, roadway width, roadway configuration, and a traffic circle, will ensure that cars slow to an appropriate speed as they travel through the Subject Property and will likely discourage cut through traffic. The development also includes sidewalks and crosswalks to encourage safe and convenient pedestrian movement both to and from the Kamp Washington area.

- *The effect on public welfare, property, and improvements in the neighborhood.*

The proposed development will complement the existing commercial uses in the area by adding street front retail that connects to the surrounding uses. A pedestrian oriented residential component will attract new residents to the City who will live within walking distance to many existing retail and commercial properties that surround the site. The development's architecture, landscaping, and design will stimulate future redevelopment in a manner that enables future street connections to the internal road network. These urban design characteristics will increase the value and redevelopment viability of the adjoining parcels in a manner that is consistent with the Plan's vision. Through the introduction of a valuable residential component into the Kamp

Washington Triangle, the area will achieve the mix of uses that are envisioned in the Plan and that enable the area's ongoing success.

Pursuant to Section 110-6.17.7 of the City of Fairfax Zoning Ordinance, the following criteria shall be considered when evaluating all special exception applications:

- *Ensure the same general level of land use compatibility as the otherwise applicable standards.*

The proposed uses and site design are compatible with the provisions of the Zoning Ordinance. The proposed development incorporates appropriate transitions, screening, and enables future connections to adjacent properties. The proposed development will establish a significant mixed-use node in a critical location in the City of Fairfax.

- *Not materially and adversely affect adjacent land uses and the physical character of uses in the immediate vicinity of the proposed development because of inadequate transitioning, screening, setbacks and other land use considerations.*

The proposed development will enhance nearby properties. The proposed development will complement the existing commercial uses in the area through the inclusion of additional street-oriented retail space and through the inclusion of a pedestrian-focused residential component that will bring residents to the City's commercial core. The development's architecture, landscaping, and design will stimulate future redevelopment that invites future street connections from adjacent properties. The proposed landscaping will unify the pedestrian realm and provide appropriate transitions within the development and to adjacent properties.

- *Be generally consistent with the purposes and intent of this chapter and the Plan;*

The Applicant's proposal for a mixed-use development is consistent with the Plan's vision for mixed-use development in this area. The proposal includes a thoughtful combination of retail, office, and residential uses, as well as high-quality amenities and a series of interconnected open spaces. The proposed mix of uses will activate an aging commercial area and attract high-quality retail use in order to begin implementing the urban village envisioned for the Kamp Washington area.

- *Be based on the physical constraints and land use specifics, rather than on economic hardship of the applicant.*

The Subject Property is long and narrow, with its narrowest frontages on two major roads. The development will create an urban environment in an otherwise entirely suburban context and has been designed to engage neighboring parcels and facilitate future redevelopment efforts. The development maximizes the Subject Property's challenging configuration to complement existing, adjacent commercial uses, while introducing a much needed residential component to the Kamp Washington area that is consistent with the Plan. The unusual size and shape of the lot is a constraint that necessitates approval of the requested special exceptions.

In conclusion, the proposed modifications are in keeping with the approved development, and will ensure that the proposed development can become a reality. With a focus on reestablishing pedestrian connections and improved walkability, the addition of pedestrian oriented street retail and a street activating residential component, the proposed development will create a better balance of uses within the existing Kamp Washington triangle in a manner that both invites and engages with the surrounding community. Additionally, the Applicant proposes an internal road network oriented along existing property lines that will invite the redevelopment of adjacent properties. The Applicant proposes an attractive mixed-use development with that will include high-quality architecture, attractive streetscape, appropriate landscaping and buffers, and high-quality on-site amenities.

PROFFERS**FF REALTY IV LLC****ZONING MAP AMENDMENT****July 2, 2018**

Pursuant to Section 15.2-2303(a) of the *Code of Virginia*, 1950, as amended, and Section 110-7 (b) of the Zoning Ordinance of the City of Fairfax, Virginia, FF Realty IV LLC, for the owner, and successors and/or assigns (hereinafter referred to as the "Applicant") in Z-18-00121 filed on property identified on the City of Fairfax tax map 57-1-27, 31, 31A, and 31B (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Fairfax City Council approves a rezoning amendment of 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 on the Application Property. In the event the rezoning 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 Vika Virginia LLC and Preston Drake Architects consisting of 55 sheets, dated July 2, 2018. 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. Approximately 21,249 square feet of gross floor area (GFA) which may be occupied by any of the permitted uses or special use permit uses as shown on the GDP. Additional uses that require approval of a special use permit may be permitted with approval of a separate special use permit without necessitating an amendment to these proffers so long as the layout is in substantial conformance with the GDP.
- B. Multifamily residential up to a maximum of 403 dwelling units
- C. The Applicant proposes approximately 10,750 square feet of ground level GFA that will be accessory uses to the multifamily dwelling units as shown on the GDP. The Applicant reserves the right to convert up to 5,000 square feet of said accessory use space to commercial uses as permitted in the CR District without necessitating a rezoning amendment or development plan amendment should future market conditions allow, subject to demonstration of adequate parking, as demonstrated in a parking study completed by a transportation engineer or

planner, to the satisfaction of the Department of Community Development and Planning.

- D. The existing uses on the Application Property shall remain legally nonconforming until the commencement of construction.

3. TRANSPORTATION

- A. Fairfax Boulevard and Lee Highway. 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 both Fairfax Boulevard (Route 50) and Lee Highway (Route 29) as shown on the GDP.
- B. Fairfax Boulevard Right Turn Lane. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall construct a right turn lane from Fairfax Boulevard into the Application Property as shown on the GDP.
- C. Fairfax Boulevard Circular Entry Feature. Subject to final design at time of site plan approval, the Applicant shall construct a circular entry feature in substantial conformance with the GDP. Final signing and striping to be approved in coordination with the Director of Public Works.
- D. Lee Highway Sign. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall install improvements as shown on the GDP and a sign prohibiting left turns into the Application Property from Lee Highway. The sign shall be placed in the median of Lee Highway, subject to the approval of the Director of Public Works and the Virginia Department of Transportation (VDOT).
- E. Signal Modifications. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall fund signal modifications for the signal at Bevan Drive and Fairfax Boulevard should such modifications be required by VDOT.
- F. New Streets. Prior to the issuance of any RUP or Non-RUP for the first building located within 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 building for which the RUP or Non-RUP is requested. Such streets shall be maintained by the Applicant as private streets. Special paving materials, raised crosswalks, and on-street parking within these shall be provided, subject to the approval of the Department of Public Works. 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. Upon demand by the City, that will

take place no sooner than completion of all improvements on the Application Property, the Applicant shall dedicate right-of-way to convert the streets to public streets, and, 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.

- G. Sidewalks. The Applicant shall provide ADA compliant sidewalks on both sides of all internal streets as shown on the GDP.
- H. Internal Intersection Alignment. At time of site plan approval, the Applicant shall minimize the southern internal intersection skew to better align the intersection in coordination with the Director of Public Works.
- I. Maintenance. The Applicant shall maintain the streets and sidewalks as private until such time as the City may demand dedication.
- J. Fairfax Boulevard Reservation. Prior to site plan approval, the Applicant shall reserve land area of approximately 5,510 square feet along the Application Property's Fairfax Boulevard frontage, which shall be dedicated to the City upon request to accommodate a slow lane as depicted in the City's Comprehensive Plan. Said reservation shall be made without cost to the City of Fairfax.
- K. Lee Highway Dedication and Reservation. The Applicant shall dedicate up to 50 feet from centerline of the Application Property's Lee Highway frontage to comply with the minimum right-of-way required by the Subdivision Ordinance. In addition, prior to site plan approval, the Applicant shall reserve land area of approximately 7,640 square feet along the Application Property's Lee Highway frontage, which shall be dedicated to the City upon request. Said reservation shall be made without cost to the City of Fairfax.
- L. Construction Timing. The Applicant shall coordinate phasing of transportation improvements with the Department of Public Works at time of site plan.
- M. Kamp Washington Study. Prior to the issuance of the final RUP or Non-RUP for the Application Property, the Applicant shall contribute \$25,000.00 to the City to help fund a study regarding road design, pedestrian improvements, and/or bicycle improvements in the Kamp Washington area.

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 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

- A. 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, a minimum ten (10) foot wide sidewalk or shared use path, and acorn lights along the Application Property's Fairfax Boulevard and Lee Highway frontages 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 time of site plan.
- B. Prior to the issuance of a RUP or Non-RUP for the Application Property, the Applicant shall underground utilities located along the Application Property's Fairfax Boulevard and Lee Highway frontages and on the Application Property, with the exception of temporary power poles necessary for construction of buildings and improvements not yet complete.

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. Contemplative Open Space. Prior to the issuance of the final Non-RUP for Building 300 as identified on the GDP, the Applicant shall provide a publicly accessible landscaped open space in the northeastern portion of the Application Property adjacent to the Jermantown Cemetery which may include walkways, specialty plantings, and furniture, as approved at time of site plan. The Applicant shall consult with Historic Fairfax, Inc. regarding the design of the contemplative open space.
- C. 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

- A. The Applicant shall provide up to 21,500 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, pool amenity area, meeting rooms, and a dog park. The Applicant shall have the right to convert up to 5,000 square feet of ground level amenities to commercial uses without necessitating an amendment to

these proffers or development plan should future market conditions allow, as provided for in Proffer 2.C.

- B. Following the commencement of construction but prior to the issuance of the first RUP, the Applicant shall contribute an amount equivalent to \$250.00 per residential unit to the City of Fairfax for use in the planning, design and/or construction of recreational amenities at Kutner and/or parks in the Westmore neighborhood area.
- C. The Applicant shall provide a minimum of one (1) location for public art within open space on the Application Property.

8. JERMANTOWN CEMETERY

Commencing upon delivery of the first RUP on the Application Property, and provided that the cemetery owner grants access to the Applicant or its Designee, the Applicant shall maintain the landscaping within Jermantown Cemetery as a component of the landscape maintenance for the proposed project for a period not to exceed thirty (30) years. Landscape maintenance shall include mowing, seeding, edging, tree pruning, and trash removal.

9. ARCHITECTURAL DESIGN

- A. The architectural design and style of the buildings shall be generally consistent with the conceptual elevations as shown on the GDP, and shall be generally consistent in style on all sides of the buildings. 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 studio, 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 Sheet C-0 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 9.A.

- E. At time of site plan, the Applicant shall identify accessible units in each proposed building as required by the then, in place, applicable municipal, state, and federal accessibility requirements.
- F. The Applicant shall incorporate design and construction techniques to direct restaurant exhaust away from the planned residential units, such as installing rooftop ventilation systems, as may be required by the applicable building code at time of building permit submission.
- G. Prior to the issuance of a building permit for residential units, the Applicant shall submit documentation to the City that exterior materials and construction techniques are effective in ensuring interior average noise levels of approximately 55 dBA between 7:00 a.m. and 9:00 p.m. and approximately 45 dBA between 9:00 p.m. and 7:00 a.m.

10. 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 time of site plan submission, the Applicant shall submit a LEED checklist to demonstrate the incorporation of energy saving components as described above and as generally available in the marketplace.

11. 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. No fewer than two (2) conveniently located parking spaces will be reserved for vanpools and/or car sharing services.

- C. The Applicant shall assign one (1) parking space per unit that will be included in the monthly rent for each unit. The Applicant reserves the right to charge a fee or premium for preferred and/or additional parking spaces. 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.
- D. The Applicant shall utilize measures as it deems appropriate, which may include but not be limited to signs and/or meters, to ensure that all on-street parking spaces are unreserved and time limited so that parking is available for commercial patrons.

12. 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 will include, but not be limited to, the following:

- A. Designation of a Transportation Management Coordinator (“TMC”) which may be one of the duties assigned to its property manager. The TMC will provide on-site assistance to residents and employees in forming and maintaining carpools and vanpools. The TMC will display in the Application Property’s leasing office information on local transit services, carpool programs, and ridesharing programs. The TMC will ensure that the displayed information is current.
- B. At the time of the 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 with a value of twenty-five (\$25.00).
- C. Designation of a space on the Application Property that may be used by residents for telework activities. The space will include access to a computer, printer, and copy machine.
- D. Installation of at least one interior or exterior electric vehicle charging station on the Application Property.
- E. Prior to the issuance of a RUP or Non-RUP for the Application Property, the Applicant shall install one (1) standard City bus shelter on the Application Property’s Fairfax Boulevard frontage and one (1) on the Application Property’s Lee Highway frontage to serve bus routes that serve Lee Highway and Fairfax Boulevard.
- F. The Applicant shall provide City staff with information obtained by resident surveys regarding the use of public transportation, carpooling, bikes, teleworking, and any other transportation options on an annual basis.

13. AFFORDABLE HOUSING

- A. The Applicant shall provide 24 units as affordable dwelling units to be affordable to persons having a median household income up to and including 60% of AMI as determined by HUD, adjusted for unit size, and as set forth below.
- B. The following conditions shall be applicable to the affordable units:
 - (i) Income eligibility limits shall be adjusted based on unit size as follows: 60% for a studio, 80% for a one bedroom unit, 90% for a two bedroom unit, 100% for a three bedroom unit.
 - (ii) Maximum monthly rental rates for the affordable dwelling units shall be adjusted annually based on changes in the AMI by:
 - a. Multiplying the applicable AMI by the maximum income percentage in Paragraph 13.A. above;
 - b. Multiplying the product of subparagraph (i) by the adjustment factor for unit size in Paragraph 13.B(i);
 - c. Dividing the product of subparagraph (ii) by twelve (12) to reflect the number of months in a year; and
 - d. Multiplying the quotient of subparagraph (iii) by 30% to determine the rent that may be charged to renters in each income bracket.
 - (iii) The units shall be integrated into and dispersed throughout the development to the extent feasible.
 - (iv) The units shall be constructed of comparable materials and fixtures and maintained at comparable levels with market rate units
 - (v) To the extent feasible, the number of bedrooms per affordable unit shall be proportional to the number of bedrooms per market unit on the Application Property.
 - (vi) If an affordable unit is vacant and cannot be rented for more than 90 consecutive days, despite diligent marketing efforts as demonstrated to the City, the owner can rent the vacant affordable unit at market rates, provided that the next similar unit that is on the market is designated as an affordable unit to ensure consistency with the required percentage of affordable units.
 - (vii) The tenants who lease the affordable units shall meet the income eligibility criteria identified herein, as well as typical background checks and other applications as may be required for the rental of the market rate units as required by the Applicant. Said requirements shall be made

available to the Department of Community Development and Planning on an annual basis upon request.

- (viii) Existing tenants who are income qualified upon initial occupancy shall remain eligible for affordable housing provided their income remains at or below 80% of AMI as adjusted herein for household size. Existing tenants whose income exceeds 80% of AMI will no longer qualify under the income eligibility criteria identified herein, and the Applicant, within its sole discretion, shall either allow the tenant to continue occupancy at market rates and designate another unit within the development as affordable, when available, or relocate the tenant to a market rate unit and continue to lease the previously designated affordable unit in accordance with the income eligibility criteria.
- (ix) Marketing of the affordable units shall include coordination with non-profit organizations.
- (x) The affordability restriction described herein shall remain in place for thirty (30) years after the issuance of the first RUP for an affordable unit on the Application Property at which time the provisions of this Proffer 13 shall be null and void and of no further force and effect.
- (xi) The Applicant shall furnish City Staff with information on the affordable units' occupancy/vacancy status and tenant eligibility information annually.
- (xii) Should the proposed development be converted to condominium ownership, the Applicant shall ensure that the affordable units are maintained as affordable rental units for the balance of the thirty (30) year affordability term.

14. NON-PROFIT OFFICE SPACE

The Applicant shall construct, furnish, and make available up to 4,000 square feet of commercial space for a local non-profit organization at \$0 rent for fifteen (15) years from receipt of the Non-RUP for the non-profit commercial space; however, the non-profit will be responsible for operating expenses associated with their pro rata share commercial space.

15. SCHOOL CONTRIBUTION

Prior to the issuance of the first RUP, the Applicant shall contribute \$200,000.00 to the City of Fairfax to mitigate impacts to City schools.

16. 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.

A0821812.DOCX / 1 Draft Proffers 7-2-18 (cln) 002523 000096

[SIGNATURES BEGIN ON NEXT PAGE]

OWNER

MGB Properties III, L.L.C.,
A Virginia Limited Liability Company

By: MGB Properties, L.L.C.
A Virginia Limited Liability Company

By: _____
Its: _____

[SIGNATURES CONTINUE]

APPLICANT/CONTRACT PURCHASER

FF Realty IV LLC

By: Jon A. MacDonald
Its: EVP, General Counsel & Corporate Secretary

[SIGNATURES CONTINUE]

CONTRACT PURCHASER
NOVUS RESIDENCES LLC

By: Conrad B. Cafritz
Its: CEO

[SIGNATURES END]