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Community Dev & Planning

Courthouse Plaza Shopping Center
Rezoning and Special Exception Request
Statement of Support
January 22, 2026
March 2, 2026
May 6, 2026
August 11, 2026
September 28, 2026

Combined Properties, Incorporated, on behalf of Combined Courthouse LLC (the "Applicant") is the owner of Courthouse Plaza Shopping Center, which is located at 10300 Willard Way and further identified as tax parcel 57-2-20-004D (the "Shopping Center"), as well as an adjacent retail parcel to the south located at 3922 Blenheim Boulevard and further identified as tax parcel 57-2-20-003A (the "Retail Pad Site") (collectively, the "Property", "Courthouse"). Located in the heart of Fairfax City (the "City"), the Property is just north of Main Street with access from University Drive, Blenheim Boulevard, Democracy Lane, and Plaza Drive. Developed nearly two generations ago as a single-story retail shopping center and two accessory, standalone retail buildings, the Property is ripe for a dynamic redevelopment with an infusion of multifamily housing and new retail, in line with the City's and Applicant's vision. As described in greater detail below, the Applicant is submitting a bold yet scaled and Fairfax-appropriate proposal that will develop in phases (the "Project") to revitalize the Property into that desired, vibrant and thriving mixed-use community.

Applicant Overview

Combined Properties is and plans to remain a longtime property owner in Fairfax City with four major properties, each strategically located along a main corridor: Pickett Shopping Center, Turnpike Shopping Center, Scout® on the Circle and Courthouse Plaza. Over the past decade, the Applicant has made significant improvements to both its Pickett and Turnpike centers, completing full façade renovations and successfully re-tenanting those centers to re-create commercial hubs with desired and complementary retailers. With Scout on the Circle, the Applicant replaced an outdated shopping center with the City's first integrated, mixed-use buildings, anchored by a Giant grocery store and supported by structured parking. The revisions to all three properties made high-quality, lasting improvements, demonstrating the Applicant's commitment and wherewithal to work closely with the City and community to create successful developments.

Building on the success of those three projects in the City, the Applicant is turning its attention to its fourth property -- Courthouse -- to respond and adapt to the market's evolving landscape and the City's small area plan goals for the Property, all while working within lease and market constraints. As an operating retail center, redevelopment is constrained by tenant leases and affected by market conditions. This leads the Applicant to take a long-term, conservative approach to its real estate ownership and development and requires the Applicant to creatively adapt and work within and around leases. As detailed below, the Courthouse redevelopment respects lease requirements, infuses the property with the needed, and called for, residential uses, and will provide overarching façade updates to help attract upscale retailers, new small businesses and desirable restaurants to the Property. In recognition of existing leases and market conditions, the Project is phased west to east with redevelopment commencing largely on the surface parking lot and expanding to the east as leases expire and the market allows.

Property Background and Description

The Property is currently developed with a single-story retail shopping center of 83,160 square feet and two restaurant buildings each of similar size (approximately 8,700 square feet together), collectively totaling approximately 92,000 square feet. The Property measures approximately 10.34 acres, between the two parcels, with connection points to Blenheim Boulevard to the east and University Drive to the west; each with a signalized and unsignalized entrance into the Property. Democracy Lane aligns the Property's northern perimeter. The shopping center and the Retail Pad Site were constructed approximately 50 years ago consistent with the auto-oriented, parking lot-intensive, retail strip centers of the 1970s. Despite being anchored with a Safeway grocery store and zoned for commercial-retail and restaurant uses, the Property's layout and single-use format is no longer consistent with the City's vision.

Therefore, the Applicant seeks to recreate the Center, by replacing 25,000 square feet of strip retail along the western portion of the Property with a mixed-use building (315 residential units atop 12,500 square feet of new, ground floor retail) and renovating the remaining strip retail, all in the first phase. At the end of the first phase, the Property would have approximately 79,000 square feet of retail and up to 315 multifamily units. When leases and the market allow, the Applicant will continue the redevelopment on the eastern portion of the Property and replace the remaining, single-story retail from the Shopping Center with a second mixed-use building of 315 residential units and 50,000 square feet of ground floor retail, including a grocery store, to ensure the Property remains grocery anchored. The Retail Pad Site is currently being re-tenanted and additional development area exists to allow for expanded retail. This Future Retail Pad may be constructed in concurrence with Phase 2 or independently as outlined in the Commitment Statement. Each phase of the redevelopment, as explained in detail below, will introduce the desired new public roads and parks into the Property, consistent with the city's vision for the Property and this part of Old Town North.

The surrounding properties are comprised mostly of commercial, institutional and lower density office uses, but change has started to take hold, most recently with the replacement of an outdated, low-rise office building and associated surface parking to the north into Capstone: The Flats on University, a multifamily, student housing development. Additional residential to the north is currently under consideration, which holistically with the Project will add to the desired vibrancy in downtown.

Zoning and Comprehensive Plan Designation

The Property is zoned Commercial Retail ("CR") and Commercial General ("CG"), the City's primary commercial zoning districts that governs many properties along Fairfax Boulevard and within Old Town Fairfax. The CR and CG districts are designed to "provide area for office and general business and retail establishments and uses accessory or complementary thereto." Within Old Town Fairfax, there are overlay districts that establish additional zoning regulations on several of the properties, including Courthouse, which is sited within the Old Town Fairfax Transition Overlay District ("TOD"). The TOD was established to "encourage a compatible mixture of residential, retail, and office uses within the designated transition area in a manner which complements the scale, siting and design of the Old Town Fairfax Historic Overlay District," which exists south of the Property. In support of the TOD and as explained further below, the City has identified the Property – through the Old Town Small Area Plan ("SAP" or "Small Area Plan"), as appropriate for an infusion of residential uses, and a remaking into a mixed-use environ. The Applicant's proposal seeks a rezoning to the Planned Development Mixed Use District ("PD-M") to facilitate this goal.

Proposal

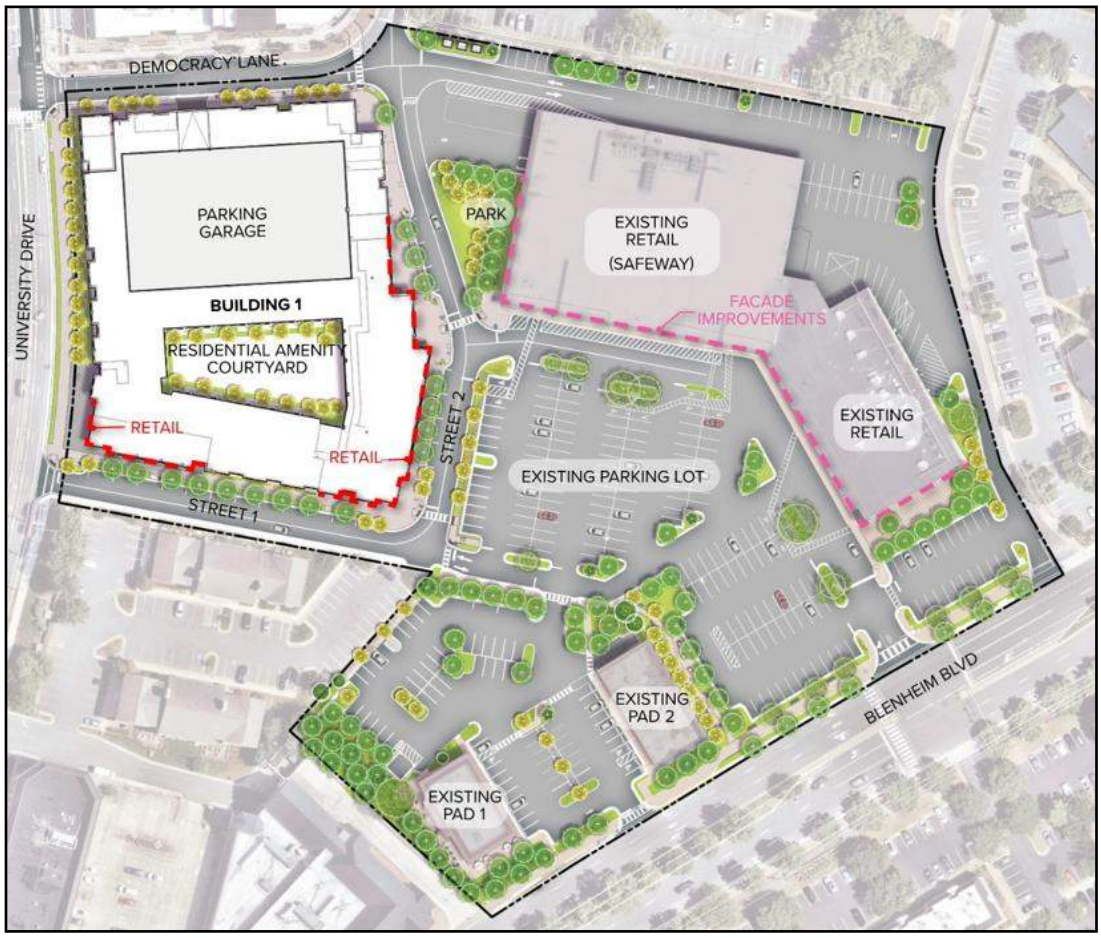
The Applicant has prepared a thoughtfully phased mixed-use project that responds to an evolving market and advances the City's small area plan vision for the Property. At full build-out, this development proposal will reimagine aging commercial and retail buildings as a vibrant, walkable community, one that seamlessly integrates living, shopping, and gathering spaces into a cohesive neighborhood experience.

During its first development stage ("Phase 1"), the Project will introduce an upper story residential/mixed-use building ("Building 1") along University Drive, which will extend the urban street edge and pedestrian experience into Old Town. The new building will replace the surface parking that now aligns University Drive and the retailers to the west of Safeway, adding up to 315 residential units, approximately 12,500 square feet of ground-floor retail, the Property's first parking garage and a new park, all to an area that is now largely devoid of activity. Six percent of the units developed in Phase 1 will be rented as affordable units, consistent with City policy.

Phase 1 Demolition Plan



Phase 1 Master Development Plan



To complement the new, mixed-use building, the Applicant will thoughtfully upgrade the existing Safeway's exterior façade, along with the retail facades to the east, to correspond to the newly implemented and modernized design of the mixed-use building, important retail improvements that can be put in place in the near-term, until a full redevelopment commences.

As part of Phase 1, the Applicant will create two new streets to frame the building. Street 1, located to the south of the new mixed-use building, will provide a new entrance to the site, while Street 2, located to the east of the new mixed-use building, will connect with Democracy Lane to the north. These streets begin to achieve the interconnected goals identified in the Small Area Plan and support the new development along with structured parking and new coveted green and public space. Along University Drive, the Applicant will enhance the pedestrian network with an expansive promenade of up to 25 feet in width. Additional streets and their proposed alignments are shown on the Master Development Plan's Overall Full Build Site Plan.

The proposed streetscape along University Drive extends the pedestrian experience provided in front of The Flats on University, to more uniformly lead those residents, and residents north, into the City's urban core. Moreover, in addition to the existing vehicular connections from the north, the Applicant commits to enhancing an existing pedestrian path and adding a second pedestrian connection through the Property to create a direct path to the restaurants that will

remain on the Retail Pad Site and continuing on to Blenheim Boulevard.

The Applicant has committed to provide important additions to the Property's open space through a 7,000-square-foot public park along the northeastern side of Street 2 ("the Phase 1 Park"), a 6,400-square-foot public plaza on the eastern side of the shopping center (the "Phase 1 Retail Plaza East"), and a 14,500-square-foot linear park along the eastern side of the existing pad site and stretching along Blenheim Boulevard (the "Phase 1 Linear Park"). Together, these spaces will create an active pedestrian network extending from the Phase 1 Park along Street 2 through the Property to the public plaza and linear park along Blenheim Boulevard.

A later phase will introduce a second mixed-use building ("Building 2") to replace the remaining single-story strip retail in the Shopping Center. Building 2 will be consistent in overall design, architectural character, and features, such as amenitized green space, as Building 1 and will be anchored by a grocery store, recognizing the importance of having this Property be grocery anchored. Building 2 will introduce another 315 residential units to the overall development, with six percent of those units provided as affordable housing. It will also include a parking garage to serve residents and approximately 50,000 square feet of new ground-floor retail space, bringing the total retail component across the Property, at full build-out, to approximately 74,000 square feet (which includes the 12,500 square feet added in Building 1 and 11,500 square feet on the Retail Pad Site). By comparison, the Property today is developed with approximately 92,000 square feet. Despite this reduction in total square footage, the Applicant believes the redevelopment will right-size the Property with higher-quality, integrated retail.

Master Development Plan Full Build Out



The design, materials and architectural elements for Phase 1 have been approved by the BAR. The architecture uses a warm masonry palette with detailing that reflects the historic character of Old Town, while changes in materials, building heights, and architectural features help the building read as a collection of smaller buildings. The University Drive frontage supports walk-up residential units, stoops, projecting balconies, and pergolas to create a more active streetscape.

The application also includes façade renovations for the existing retail building that will remain and active ground-floor spaces along Streets 1 and 2, including areas for outdoor seating. Future phases will require an MDP Amendment and review by the BAR, Planning Commission, and City Council. Together, these improvements support the SAP's vision of connecting the historic core with a complementary, more modern mixed-use development.

Building 1 Rendering





Phase 1 Rendering



With Phase 1, the Applicant begins to lay the foundation for the mix of uses, street connections and greenspace the Small Area Plan ("SAP") envisions. It is critical to recognize that redevelopment of established neighborhoods occurs over time, and this will be no different with future phases building upon Phase 1, remaking the entire Property into the vibrant hub the City desires in its downtown.

Comprehensive Plan Conformance

In 2020, the City refined its vision for the Property and the larger Old Town planning district with the adoption of the Old Town Fairfax Small Area Plan. The SAP is the blueprint for the Applicant's proposal, and along with the City's overarching Comprehensive Plan, the redevelopment largely conforms to the goals and recommendations in both.

Comprehensive Plan Adherence and Benefits of the Special Exceptions

Importantly, the Applicant's proposal is consistent with the Comprehensive Plan's overall strategies and objectives. Located within the Old Town Fairfax Activity Center, new development should provide the following benefits: a) a mix of uses within the development site, b) contributions toward a connected street grid, c) usable open space, and d) high quality design. The reimagining of Courthouse Plaza provides all those desired benefits, achieving the City's observed goals of an activity center.

This Project at full build out will provide approximately 630 needed residential units, within the City's goals for 1,250 units in the area by 2035 and will invigorate the site with refreshed retail. The Applicant will construct four new, private streets to facilitate the desired internal street grid and enhance the pedestrian experience through and around the Property with improved pedestrian and vehicular connections and a new promenade along University Drive. The Applicant will provide important contributions to open space with new parks, interior courtyard amenities for the future residents and new pedestrian plazas. This significant green space will

heavily amenitize an area that today is wholly paved. New plazas and enhanced pedestrian realms have also been added to both sides of the property with an entrance plaza at the University Drive/Street 1 entrance and the modification of the abandoned bank drive-thru into a 6,400 square foot pedestrian plaza on the eastern side of the project, both in Phase 1. Additionally, the remaining 1970s-designed and constructed center will be thoughtfully updated and modernized during Phase 1 to provide visual interest to the Property while successfully transitioning to surrounding uses, consistent with Action Item CCAC2.1.4 of the Comprehensive Plan to "encourage redevelopment of privately-owned, underutilized sites north and south of Old Town Fairfax, such as the Courthouse Plaza shopping center … as mixed-use developments."

The Property is designated as an Activity Center on the 2035 Comprehensive Plan Future Land Use Map; the Activity Center Place Type applies to locations in the City where pedestrian-oriented, mixed-use development is strongly encouraged. This is precisely the type of development that is proposed with the Project. The Comprehensive Plan notes that current housing shortages could include multifamily rentals and condominiums, and the Project achieves Outcome H1.1 to develop housing types that are underrepresented in the City's existing stock of housing units and Outcome H2.1 to add affordable housing.

The Comprehensive Plan envisions new development in Activity Centers to support a connected street network as recommended in the Multimodal Transportation Chapter; to provide an improved streetscape and pedestrian connections to surrounding uses, including links to the existing pedestrian network; and introduce inviting public and/or private open spaces. Buildings should be oriented toward streets or open spaces with direct pedestrian access to these areas and parking should be provided in structured or below-grade facilities where reasonable. All of these Comprehensive Plan goals are achieved with this redevelopment and the establishment of a new east-west and new north-south street in Phase 1.

As detailed above, the Project will provide new street connections, inviting open spaces, new buildings lining both University Drive and Blenheim Boulevard to continue the urban built environment established with The Flats on University, and enhanced pedestrian connections to facilitate enjoyable pedestrian access to and from Old Town. New parking will be structured, in accordance with Comprehensive Plan guidance, and the overall update to an outdated commercial center into a modern mixed-use development will achieve the desired design goals identified above and in Actions CCAC2.3.2 and CCAC2.3.3 of the Comprehensive Plan while still maintaining 86% of the original retail space, albeit all with new retail, which will be much more marketable and desirable.

The Comprehensive Plan is aware that new residential development could displace commercial uses in Activity Centers and directs such new development to older commercial sites. The Courthouse Shopping Center has been a targeted redevelopment site of the City's for years and the Applicant is pleased to be able to bring forward this project in satisfaction of Actions CCAC1.1.1, CCAC1.1.2, and CCAC2.1.4 of the Comprehensive Plan.

Small Area Plan

The Application is specifically guided by the goals and recommendations of the Small Area Plan, which recognizes the limitations on the quality and location of retail frontage (the City as a whole is over-retailed) and states that residential uses are "key to supporting new developments in the Activity Centers" emphasizing that expanding residential choices can help nurture a well-balanced sustainable community. The SAP calls for integrating residential uses to better balance the mix of uses in today's retail-centric areas. The Small Area Plan establishes the following detail

and expectations for the Property:

- Six (6) story height limit;
- Grocery store anchor recommended;
- New publicly accessible open space;
- Above grade structured and underground parking to be integrated with site development;
- Retail frontage oriented toward new street and public open space.

The Applicant's redevelopment achieves the above important goals in an appropriately scaled and phased redevelopment.

Transportation

A stand-alone shopping center of ~92,000 square feet is a significant traffic generator with little ability for internal trip capture as all the uses are retail. Per ITE, a shopping center like Courthouse would generate 8,485 daily trips. As discussed above, at full build out, the Applicant's proposal would decrease the retail on the Property to approximately 74,000 square feet. Taking this new retail square footage into account and adding in the proposed 630 residential units, daily trip counts are reduced by approximately 1,564 trips, as detailed in the TIA. This is attributed to both the fact that residential units generate fewer trips than retail uses and the internal trip capture that occurs when a single site integrates a mix of uses. The Project will establish new east-west and north-south streets around the mixed-use buildings, consistent with the SAP guidance. As called for in the SAP, at full build-out, the existing traffic light could be closed, shifting the site's connection to Blenheim to the south or the north. However, these improvements are dependent on not just the Property redeveloping, but also properties across Blenheim Boulevard, as the existing traffic light provides access to multiple properties. The Applicant looks forward to working with staff on the phasing of these broader transportation improvements. With Phase 1, a new east-west connection to Blenheim will be established without impacting the traffic signal's existing location.

Approval Considerations for Planned Development Districts Rezoning Request (Pursuant to Section 6.6.8 of the Zoning Ordinance)

In support of the proposed rezoning from the CR and CG districts to the PD-M district, the following addresses the applicable approval criteria in Section 6.6.8 of the Zoning Ordinance:

A. Substantial conformance with the comprehensive plan.

As discussed earlier in this support statement, the Property is located within the TOD, which is intended to support a compatible mix of residential, retail, and office uses that transition in scale and character from the nearby Old Town Fairfax Historic Overlay District. Additionally, through the SAP, the City has identified the Property as a desired location for the introduction of additional residential uses within a mixed-use framework. Development within the TOD allows for upper-story residential and mixed-use buildings by right when governed by the Planned Development Mixed-Use ("PD-M") District. By incorporating residential uses above ground-floor retail in a cohesive, pedestrian-oriented environment, the Project advances the Comprehensive Plan's vision for appropriate infill and transition development in this area.

B. Any greater benefits the proposed rezoning provides to the city than would a development carried out in accordance with the current zoning district (§3.2), and otherwise applicable

requirements of this chapter.

The proposed rezoning provides greater benefits to the City than development under the existing CR and CG zoning districts. While residential use is permitted in the CR and CG districts by special use permit, the associated standards can limit the feasibility of comprehensive redevelopment and staff has recommended a rezoning of the land as the desired path forward. Rezoning to the PD-M district allows a more flexible, coordinated development approach that supports the introduction of much-needed housing, including affordable units, while enabling a cohesive mixed-use project consistent with City objectives.

C. Suitability of the subject property for the development and uses permitted by the current versus the proposed district.

The proposed rezoning will allow the Property to develop as a true mixed-use project. While the CR and CG zoning districts allow mixed-use development, doing so requires multiple special exceptions and strict standards that limit flexibility and make coordinated redevelopment difficult. The Planned Development district provides a clearer and more workable zoning framework for combining residential and nonresidential uses. Based on City staff guidance, the Applicant is pursuing a rezoning to allow the project to move forward in a unified and adaptable manner.

D. Adequacy of existing or proposed public facilities such as public transportation facilities, public safety facilities, public school facilities, and public parks.

Public facility impacts will be evaluated as part of the zoning review process. A traffic study prepared for the Project demonstrates adequate roadway capacity, and the development includes on-site open space and recreational amenities to serve future residents.

E. Adequacy of existing and proposed public utility infrastructure.

The site is already served by public utilities, which will continue to serve the site, once redeveloped.

F. Consistency with the applicable requirements of this chapter, including the general provisions of §3.8.2.

The proposed Planned Development has been submitted by the Applicant in accordance with §3.8.2 and includes a comprehensive Master Development Plan establishing land uses, dimensional standards, design guidelines, open space, and phasing for the Property. The current Master Development Plan provides greater specificity for Phase 1 to facilitate near-term implementation while setting forth the overall development framework and parameters for the entire site. Prior to the development of Phase 2, an updated Master Development Plan will be submitted for review by City staff and approval by the City Council to ensure continued substantial conformance with the Comprehensive Plan and applicable ordinance requirements. Any requested modifications to use or site development standards are clearly identified in the Plan, and all development will occur in substantial conformance with the approved Master Development Plan. Accordingly, the Application satisfies the general provisions and intent of §3.8.2.

G. Compatibility of the proposed development with adjacent and nearby communities.

This Property serves as a great transition with residential to its north and more commercial

and civic uses to the south. The Property will blend residential, retail and open space in a manner that invites people to and through the project.

H. Consistency with the stated purpose of the proposed district.

The PD-M district is intended to allow a mix of residential and nonresidential uses within mixed-use or stand-alone buildings. At full build-out, the Project will include two new mixed-use buildings with ground-floor retail and residential units on the upper floors, which will complement and support the existing commercial buildings on the southern parcel, consistent with the intent of the PD-M zoning district.

I. Compatibility of each component of the overall development with all other components of the proposed planned development;

The proposed development has been designed as an integrated, phased master plan in which the residential, retail, open space, structured parking, and internal street components function cohesively and support one another during each phase. Ground-floor retail is concentrated along primary pedestrian frontages and internal streets, consistent with the Small Area Plan, with residential uses located above and adjacent to these active areas to create sustained activity throughout the day and evening. During Phase 1, the open space network is thoughtfully grouped in key locations around the property. Adjacent to Safeway, the project will provide a Phase 1 Park of approximately 7,000 square feet, while on the other side of the existing retail, the project will create a plaza, called the Phase 1 Retail Plaza East, of approximately 6,400 square feet. A linear park is also being established of 14,500 square feet that will align Blenheim and the existing retail on the pad site to draw pedestrians into the site. All of those open spaces will be publicly accessible and inviting to the surrounding communities, patrons of the retail spaces and future residents, who will also have access to a private residential courtyard of approximately 10,800 square feet designed as a mini-park with amenities that include a 1,000-square-foot swimming pool and outdoor dining areas (the "Building 1 Amenity Courtyard").

If the Applicant has not filed an amendment to the MDP for the second mixed-use building by December 31, 2034, they will expand the Phase 1 Retail Plaza East by approximately 7,500 square feet by converting existing parking and drive aisles into usable open space to create a cumulative area of 16,600 square feet of plaza and park space adjacent to Blenheim. These spaces, together with the broader network of pedestrian connections, will serve residents and visitors while enhancing the overall site design. Coordinated streetscape, landscaping, and architectural elements will establish a unified character across the Property at every phase, while a*dditional open space is integrated into the Full Buildout such that the site will meet the 20 percent open space expectation at Full Buildout.*

J. The quality of design intended for each component of the project and the ability of the overall master development plan to ensure a unified, cohesive environment at full build-out;

The Master Development Plan establishes a coordinated framework of building placement, streets, and open space that ensures high-quality design for each component and a cohesive environment at full build-out. The mixed-use buildings are buffered by expansive sidewalks and public spaces to reinforce walkability, with structured parking integrated and screened to maintain an urban character. Consistent architectural treatments, streetscape elements, and landscaping tie both phases together, allowing the project to evolve over time to respond to market demands while maintaining a unified identity consistent with the Small Area Plan.

K. Self-sufficiency requirements for each phase of the overall project of §3.8.2.H;

The Master Development Plan ("MDP") includes a phasing framework that ensures each phase of the Project is functionally complete and capable of operating independently. Phase 1 includes the necessary infrastructure, internal streets, utilities, parking, landscaping, and pedestrian improvements to support the proposed new and existing uses without reliance on future phases. Public realm elements, streetscape improvements, and open space areas necessary to serve residents and occupants are incorporated into the initial phase to the extent practicable, with subsequent phases designed to build upon and enhance those improvements in an orderly and coordinated manner. Through this structured phasing approach, the Project satisfies the self-sufficiency requirements of §3.8.2.H and ensures that essential improvements and amenities are delivered in alignment with the overall development vision.

L. The effectiveness with which the proposed planned development protects and preserves the ecologically sensitive areas within the development; and

The Property is fully developed today, and the proposed redevelopment will occur primarily within previously disturbed areas. As a result, additional environmental disturbance will be minimal. The Project will comply with all applicable requirements related to stormwater management, landscaping and tree preservation, ensuring responsible stewardship while facilitating reinvestment in the site.

M. The extent to which the residential component of the proposed planned development promotes the creation and preservation of affordable housing suitable for supporting the current and future needs of the city.

The residential component at Courthouse will comply with the City's applicable affordable housing requirements and policies in effect at the time of development. The Project is designed to introduce new residential units within a mixed-use, walkable environment in Old Town Fairfax, thereby expanding housing opportunities in a location well served by infrastructure, services, and employment. By integrating housing within a vibrant activity center, the development supports the City's broader SAP goals of providing diverse housing options that meet current and future community needs.

Special Exception Requests

As noted earlier, the Property is located within the TOD, an overlay district which will trigger special exception requests regardless of the proposed underlying zoning district as follows:

1. Section 3.7.3.C.2. Special Exception to allow maximum height greater than 48' in TOD

To facilitate the redevelopment that is desired within Old Town North, the Small Area Plan calls for buildings of six floors, for which this proposal is consistent. However, to meet those Small Area Plan objectives, the Applicant must request a special exception to exceed the 48-foot maximum height for properties within the TOD. In conformance with Sec. 6.16.1.B.3, the Applicant requests a special exception to exceed the 48-foot maximum building height in the TOD to allow for the development of two mixed-use buildings (one for each phase of development) that are proposed at 71-72 feet in height at their highest points. This request is necessary to meet the larger objectives of the Small Area Plan that call for infusing this portion of Old Town with mixed-use development in a denser, more urban framework.

Approval Considerations for Special Exception Requests (Pursuant to Section 6.16.7.A of the Zoning Ordinance)

A. In approving a special exception, decision-making bodies shall consider additional mitigation measures offered in support of the application, if any, and whether granting the special exception will:

1. Ensure the same general level of land use compatibility as the otherwise applicable standards;

The use and building massing proposed with this Application implements the goals of the Comprehensive Plan's Old Town Fairfax Activity Center, as well as the goals of the Old Town Small Area Plan, both of which envisions a mix of uses within the development site, contributions toward a connected street grid, usable open space, and high-quality design.

The Special Exception request for additional height stems from an incongruency between the proposed PD-M zoning district height allowances, the TOD height limit of 48 feet, and the intent of the Small Area Plan, which calls for buildings of up to six stories. The proposed height is consistent with that Plan vision.

2. 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 Property is located adjacent to a variety of commercial and institutional uses in an area that is planned for revitalization in accordance with the Old Town Small Area Plan. The development of residential uses at the scale proposed will be compatible with the adjacent multifamily building to the north and supportive of the proximate commercial uses by providing much-needed residential units to economically support the surrounding uses and the vibrancy of Old Town. The Special Exception requests are included to facilitate this redevelopment project, which will introduce the two mixed-use buildings into a built environment, while not materially nor adversely affecting adjacent land uses or the physical character of uses in the immediate vicinity of the proposed development. The requests allow a seamless integration of the new buildings with the built environment. The Project will contribute to the walkable, mixed-use environment envisioned by the comprehensive plan for the Property and surrounding properties.

3. Be generally consistent with the purposes and intent of this chapter and the comprehensive plan;

The Property is located within the Old Town Fairfax Activity Center, where the Comprehensive Plan encourages pedestrian-oriented, mixed-use development featuring a mix of uses, an interconnected street network, usable open space, and high-quality design. The Old Town Small Area Plan further envisions new buildings and streets on the Property. The Project advances this vision through new development, street improvements, and enhanced walkability. The Project also supports the Plan's housing goals by introducing new residential units, including affordable housing, and contributing to a broader mix of housing types within the City. The Comprehensive Plan notes that current housing shortages could include multifamily rentals and condominiums, and the Project achieves Outcome H1.1 to develop housing types that are underrepresented in the City's existing stock of housing units and Outcome H2.1 to add affordable housing.

The Comprehensive Plan envisions new development in Activity Centers to support a connected street network as recommended in the Multimodal Transportation Chapter of the Comprehensive Plan; provide an improved streetscape and pedestrian connections to surrounding uses, including links to the existing pedestrian network; and include inviting public and/or private open spaces. Buildings should be oriented towards streets or open spaces with direct pedestrian access to these areas and parking should be provided in structured or below-grade facilities where reasonable. The Project will provide new street connections along with inviting open spaces within the Property. The new building in Phase 1 will be oriented towards University Drive, enhancing the urban built environment that the Flats on University has created, and will enhance pedestrian connections and establish a wide promenade to facilitate enjoyable pedestrian access to and from Old Town. Parking will be structured to efficiently use space, in accordance with Comprehensive Plan guidance. The redesign of an outdated commercial center into a modern mixed-use development will achieve the desired design goals identified above and in Actions CCAC1.1.1, CCAC1.1.2 and CCAC1.1.3 of the Comprehensive Plan.

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

The Special Exception request to enhance the height than that overtly allowed by the TOD represents an incongruency between the zoning ordinance and Small Area Plan and is specific to the land uses proposed on the Property. The Property is in the Old Town Small Area Plan and is designated as an Activity Center in the Comprehensive Plan Future Land Use Map, of which both policy documents envision the Property being developed at greater height than a strict interpretation of the Ordinance would envision. Special Exceptions are requested that recognize the challenges of infill development and desires to implement the Comprehensive Plan.

Modifications as shown on the Concept Plan

In connection with the proposed rezoning, the Applicant seeks approval from City Council of the following modifications:

1. Modification of Zoning Ordinance Section 4.5.6.B to allow street trees to be located farther than 15 feet from the back of curb along University Drive and Blenheim Boulevard

Along University Drive, the only public street adjacent to Phase 1 building, the Applicant is proposing trees approximately every 35 feet, consistent with the 50-foot maximum spacing. As such, the desired amount of trees will be planted along University Drive. However, because of the existing utility poles and existing underground utilities, the trees will be approximately 18-20 feet from the back of curb, which exceeds the 15-foot maximum setback for street trees as required per Section 4.5.6.B. of the Zoning Ordinance. Along University Drive, this expanded distance for the planting of the street trees avoids existing underground and overhead utility conflicts and establishes the trees at a similar relationship to the street as the trees planted directly north within the Capstone project. Those trees are planted approximately 19 feet from the back of curb. It is important to note that even with the completion of the City's electrical undergrounding project, the existing underground utilities would still preclude the trees from being planted any closer to the curb. Along Blenheim Boulevard, the existing topography and mature trees limit the ability to locate all street trees within 15 feet of the back of curb. Moving the sidewalk and trees closer to the street would require a retaining wall, guardrails, and ADA access challenges, which would detract from the pedestrian experience. The Applicant will retain the existing mature trees and provide new trees in a staggered pattern closer to the street where feasible. This approach will provide a uniform, tree-

lined streetscape along the full Blenheim Boulevard frontage while preserving existing mature landscaping and avoiding unnecessary barriers along the sidewalk.

2. Modification of Zoning Ordinance Section 3.5.1.D.3(b) to allow upper level floors to have a clear height less than 9 feet.

The Applicant is using wood frame construction for the Upper Story Residential/Mixed Use building. As such, the maximum finish clear height is 8 feet 11 inches, which falls just shy of the 9-foot minimum required. Recognizing the building materials that are being used for typical wood frame construction, the Applicant requests a modification to allow a clear interior height of 8 feet 11 inches, rather than the 9-feet this section of the Zoning Ordinance would expect.

3. Modification of Zoning Ordinance Section 4.4.4.A.1 to not install sidewalks along both sides of new streets.

Because of the grade change between the Applicant's property and the parcel to the south, staff and the Applicant agreed that topography and setting precluded the addition of a sidewalk along the southern side of Street 1. Therefore, the Applicant seeks to waive the requirement for a sidewalk along the south side of Street 1 and instead focus the pedestrian experience along the building side (the northern side) of Street 1. Additionally, the streetscape along the southern side of Street 1 was agreed to be the responsibility of that adjacent property owner, when that site redevelops

Similarly, the Applicant requests permission to waive the requirement for a sidewalk along the east side of Street 2. The east side of that street will need a retaining wall to account for the grade change between the new development and the existing surface parking lot that will remain. The retaining wall and the landscaping that will screen the parking will take precedence in this location, which is appropriate given all of the activity will be occurring on the west side of the street and the substantive streetscape in that section of the project. Farther north along Street 2, the Applicant, again in working with staff, has focused on creating open space and an outdoor gathering area and so requests to waive the sidewalk from that location as well. As noted above, the sidewalks, landscaping and streetscape experiences are shown on Sheets C200-204 & L100-L600. In a future phase of the proposed redevelopment, a sidewalk will be added along the east side of Street 2, along with an expanded open space area and future road connections, all as shown on the MDP.

4. Modification of Zoning Ordinance Section 3.5.1.D.1(b) to allow more than 25% of the ground floor to be residential uses and/or residential accessory uses.

Recognizing the tenets of the Small Area Plan to introduce additional residential uses to Old Town Fairfax while maintaining a vibrant, pedestrian-oriented retail environment, the Applicant requests relief to allow more ground-floor residential and residential accessory uses than a strict adherence to the Ordinance would otherwise permit. As illustrated on the MDP, Phase 1 of the Project concentrates new ground-floor retail and activated uses along Streets 1 and 2 of the internal street network. With the extension of Street 2 through the site, the Applicant is able to align it with approximately 12,500 square feet of new ground-floor retail during Phase 1. This retail represents nearly 40 percent of the frontage along Street 1 and more than 55 percent of the frontage along Street 2. When lobby and amenity spaces are included, approximately 64 percent of Street 1 and 73 percent of Street 2 are activated with retail, residential lobby, or amenity uses that support pedestrian activity. The corner of Street 1 and University Drive will be developed with retail space. Importantly, the Small Area Plan does not call for retail along University Drive, nor

along Democracy Lane, so this modification brings the building into conformance with the Small Area Plan goals for retail concentrated along Streets 1 and 2.

Phase 2 will introduce a second mixed-use building, with similar ground-floor retail and new open space areas, as shown on the Master Development Plan. However, this second mixed-use building may also need relief from what percentage of residential uses are permitted at ground-floor level, as similarly requested with Phase 1. At full build-out, the Project's main goal is to create a meaningful residential and retail presence distributed strategically along internal streets and public spaces. The requested modification therefore enables the thoughtful concentration of retail in the most appropriate and pedestrian-oriented locations, while allowing the residential and residential accessory uses necessary to support long-term vitality of the Project.

Requested waivers from the PFM

To recognize existing conditions and the integrated nature of the project, the Applicant anticipates needing relief from the following sections of the City's Public Facilities Manual (PFM):

1. Section 401-01 waiver from the requirement to dedicate public right-of-way extending 50 feet from the centerline of Blenheim Boulevard. To meet the intent of this requirement, the sidewalk within the 50-foot area will be provided within a public access easement rather than dedicated right-of-way. Together, the right-of-way and public access easement will extend 50 feet from the centerline.
2. Section 401-01 waiver to allow local residential streets to be less than 36 feet in width.
3. Section 404-06 waiver to allow the entrance to Street 1 to be less than the required 12 feet from the property line.

The above three waivers are all requested to allow the development as shown on the concept plan.

Conclusion

The Applicant understands and respects the responsibility of serving as a long-term member of the Fairfax City community and is looking forward to continuing to work in tandem with the City to provide high-quality retail and residential amenities at this important property. The existing auto-oriented and underutilized center is not aligned with the City's and Applicant's goals for the community nor the Property. With the leases to the west of Safeway appropriately aligned, the time is right to introduce Phase 1 and begin this transformation. The Applicant is excited to take this next step to move the Application forward, recognizing that if this window is missed, it will need to re-lease those spaces, thus delaying any meaningful redevelopment at the Property for years to come.

Given the redevelopment of the eastern portion of the Property would be phased, Phase 1 includes a full façade renovation of that retail space, including the Safeway grocery store that will remain. The phasing plan has been devised to address important market conditions that exist today which do not support the redevelopment of the Property in one phase and appropriately introduces residential units to the City so as not to over-saturate the market. Because existing leases on the eastern portion of the property hinder immediate redevelopment for a span of eight years, this phased approach meets City goals and brings the entire Property up to modern-day standards in the short term.

The Applicant shares the City's and community's desire to retain small businesses within

the City displaced by redevelopment construction. In coordination with the approval of Phase I, the Applicant will propose a leasing strategy that helps the existing small businesses to relocate within the City and encourages small businesses and startups to come to a new location at Courthouse Plaza in the future. The Applicant looks forward to working with the City and tenants to achieve these goals.

Based on its experience at Pickett, Turnpike and Scout on the Circle, the Applicant believes the proposed phased project is an appropriate size and scale that can be executed successfully. The Applicant is excited about this transition to a vibrant, mixed-use development that will lay the groundwork for the future success of the community. The Applicant has demonstrated its commitment and developed a plan consistent with the SAP and respectful of the market and the leases that apply to the Property. The Project will provide necessary improvements to the aging single-story retail center by redeveloping the shopping center into a pedestrian-oriented, mixed-use development providing public open space, affordable and market-rate multifamily housing and thoughtfully activated retail, which will all work in concert to engage the community and provide important resources for the neighborhood and Fairfax City as a whole.