

REZ2023-0011

Zoning

Mixed-Use Area
Brookland District

400 Feet

PS February 2023 Ref: 773-736-2198



COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO

John A. Vithoukas
County Manager

November 21, 2023

Christine McGuirl
909 Rose Avenue, Ste. 200
N. Bethesda, MD 20852

Re: Rezoning Case REZ2023-00011

Dear Ms. McGuirl:

The Board of Supervisors at its meeting on November 14, 2023, approved your request to conditionally rezone from B-2 Business District and R-5 General Residence District to UMU-PD Urban Mixed-Use Planned Development District Parcels 773-736-2198 and 773-736-6272 containing 37.247 acres located at the southeast corner of W. Broad Street and Willow Lawn Drive, described as follows:

AREA 1

Beginning at a point lying along the North line of Monument Avenue, said point having a Henrico County NAS 83 South Zone coordinate value of N=3,735,621.90, E=11,772,526.49, said point being the POINT OF BEGINNING, thence, departing the East line of US Route 250, N 37°17'29" E, a distance of 535.08 feet; thence S 52°42'31" E, a distance of 60.00 feet; thence S 37°17'29" W, a distance of 534.67 feet to a point lying along the North line of Monument Avenue; thence, continuing with the North line of Monument Avenue, N 53°06'15" W, a distance of 60.00 feet, returning to the Point of Beginning. Described Parcel contains 0.737 acres, more or less.

AREA 2

Beginning at a point lying along the South line of US Route 250, said point having a Henrico County NAD 83 South Zone coordinate value of N=3,737,184.84, E=11,774,187.85, said point being the POINT OF BEGINNING; thence, departing the South line of US Route 250, thence S 32°33'21" W, a distance of 244.03 feet; thence S 32°06'03" W, a distance of 1304.54 feet; thence N 53°03'47" W, a distance of 452.97 feet; thence S 37°17'29" W, a distance of 169.71 feet; thence N 52°42'31" W, a distance of 60.00 feet; thence N 53°06'15" W, a distance of 349.75 feet to a point lying along the East line of Willow Lawn Drive; thence, continuing with the East line of Willow Lawn Drive, the following eight (8) courses: (1) N 37°15'58" E, a distance of 55.87 feet; (2) thence, Northeasterly along a non-tangent

curve to the left, being concave to the Northwest, having a radius of 336.70 feet, a central angle of 23°37'59", a tangent length of 70.44 feet, a chord bearing of N 25°26'57" E, a chord length of 137.90 feet, a distance of 138.88 feet along the arc of said curve; (3) thence N 13°37'58" E, a distance of 519.08 feet; (4) thence, Northeasterly along a tangent curve to the right, being concave to the Southeast, having a radius of 209.10 feet, a central angle of 35°23'58", a tangent length of 66.73 feet, a chord bearing of N 31°19'57" E, a chord length of 127.14 feet, a distance of 129.19 feet along the arc of said curve; (5) thence N 49°02'00" E, a distance of 95.61 feet; (6) thence, Northerly along a non-tangent curve to the right, being concave to the East, having a radius of 15.57 feet, a central angle of 87°53'15", a tangent length of 15.01 feet, a chord bearing of N 05°05'23" E, a chord length of 21.61 feet, a distance of 23.88 feet along the arc of said curve; (7) thence N 49°02'00" E, a distance of 931.98 feet; (8) thence, Easterly along a tangent curve to the right, being concave to the South, having a radius of 15.00 feet, a central angle of 86°44'45", a tangent length of 14.17 feet, a chord bearing of S 87°35'38" E, a chord length of 20.60 feet, a distance of 22.71 feet along the arc of said curve transitioning to the South line of US Route 250; thence, continuing with the South line of US Route 250 the following three (3) courses: (1) S 44°12'30" E, a distance of 49.02 feet; (2) thence S 44°21'53" E, a distance of 340.18 feet; (3) thence S 44°21'53" E, a distance of 378.80 feet, returning to the Point of Beginning. Described Parcel contains 36.510 acres, more or less.

The Board of Supervisors accepted the following proffered conditions, dated October 31, 2023, which further regulate the above-described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. **Pattern Book.** The Property must be developed in general conformance with the Concept Plan, illustrations and information set forth in the *Willow Lawn, Henrico County, Virginia, Pattern Book* (the "Pattern Book") (see case file). All illustrations and information are conceptual in nature and may vary in detail. If the development is not in general conformance with the Pattern Book (see case file), deviations may be approved in any subsequent Plan of Development ("POD"), subdivision approval, or any variations permitted by the Director of Planning upon the Director finding that the variations are generally in keeping with the spirit and concept of the Pattern Book (see case file).
2. **Uses.**
 - (a) All uses permitted in the UMU-PD district found in Section 24-4205 are allowed except for the following uses which are prohibited on the Property.
 - (i) Gun shop, sales, and repair.
 - (ii) Adult uses.
 - (iii) Alternative lending institution.

- (iv) Flea markets.
 - (v) Billboard signs.
 - (vi) Light manufacturing.
- (b) One (1) automotive filling station (fuel only) is permitted on the Property.
- (c) At least three (3) residential housing types are required on the Property and may include rental residential multi-family buildings with one-, two-, and/or three- bedroom units, rental or for-sale upper story dwellings over commercial, rental or for-sale upper story dwellings over office uses, and condominiums for sale. If Zoning Ordinance Section 24-3507.C.2 is revised to reduce the number of required housing types, then the new number of housing types will apply.
3. **Residential Density.** Density limits for each individual area (an "Area") will be consistent with the "Proposed Master Bubble Diagram" ("Bubble Diagram") in the Pattern Book (see case file) unless otherwise approved by the Director of Planning at the time of POD, provided the overall permitted density is not exceeded. Any density increases allowed for Environmentally Friendly Design Incentives set out in Division 9 of Article 5 in the Zoning Ordinance can be applied to individual Areas as approved at the time of POD and based on the overall acreage of the Property. No more than five percent (5%) of the rental dwelling units in each Area can have three (3) or more bedrooms.
4. **Building Standards.** Development of the Property is subject to the following building standards, unless otherwise approved at the time of POD.
- (a) New buildings constructed on the Property must be in general conformance with one or more of the illustrations incorporated into the Pattern Book (see case file). The illustrations are conceptual in nature and may vary in detail. In the event a proposed building is not in general conformance with the Pattern Book (see case file), deviations may be approved in any POD, subdivision approval, or any other time permitted by the Director of Planning upon the Director finding that the deviations are generally in keeping with the spirit and concept of the illustrations shown in the Pattern Book (see case file).
 - (b) One (1) signature building, up to one hundred and fifty (150) feet in height, is permitted but not required on the Property.
 - (c) The signature building may be a single use building or contain a mix of uses.
 - (d) Other new buildings may be constructed up to one hundred (100) feet in height.

- (e) Any building constructed over one hundred (100) feet in height may not be located on Areas 1, 9, or 11, with preference given to Areas 6, 7, or 8 as delineated on the Bubble Diagram.
5. **Drive-Through Service Windows.** New Drive-Through Windows must be designed to minimize negative impacts to the pedestrian environment.
 6. **Updated TIA.** With each POD submission, should the proposed use be materially inconsistent with, and negatively impact the findings in the Traffic Impact Analysis ("TIA") submitted with the rezoning (see case file), such TIA must be updated upon request by the Director of Public Works.
 7. **Parking Plan.** An updated parking study, based on the required parking and shared parking set forth in the Zoning Ordinance, must be included with each POD submission. Each POD must identify the location and means of providing alternative parking areas, if needed, during redevelopment/construction.
 8. **Private Streets.** Following construction of any new or updated private street, the Applicant must provide the County Planning Department with certification from a licensed engineer that the streets were constructed according to the approved Concept Plan or POD, and in compliance with County road design standards and specifications (except as to pavement width and turning radii). Such construction must include proper compaction of the subbase soils, utility trenches, base stone, and the base asphalt surface.
 9. **Blocks and Internal Streets.**
 - (a) Except for the existing commercial buildings, block lengths must be limited to 650 feet in length.
 - (b) If the existing commercial buildings are redeveloped/reconstructed such that a mid-block street or pedestrian way is feasible, a mid-block street or pedestrian way must be provided.
 - (c) Internal streets not shown on Bubble Plan but developed at the time of POD approval must conform to one of the Streetscape Sections provided in the Pattern Book (see case file) or as otherwise approved by the Director of Planning.
 - (d) As development occurs, internal roads will be allowed to align and access (where feasible) the adjacent public roads along the eastern Property line.
 - (e) At the time of POD, road widths shown in the Pattern Book (see case file) may be reduced if approved by the Fire Department and the Director of Planning.

Such reduction can be accomplished with the use of midblock hardscapes or other methods to create the twenty-four (24) foot clearance needed for fire apparatus to serve tall buildings.

10. **Parking Structures.** Parking structures that are not faced or wrapped with commercial, office, or residential uses, must be clad or screened in a manner that is consistent with the Pattern Book (see case file).
11. **Residential Recycling Facilities.** Recycling facilities must be provided for the residential development for so long as the County either provides or sponsors some form of recycling. Outside recycling and refuse collection area(s) provided must comply with the requirements set forth in Section 24-4428 of the Zoning Ordinance and as shown in the Pattern Book (see case file).
12. **Emergency Communication Systems.** The Applicant must install a fire command center and emergency radio communication equipment within any new building exceeding sixty (60) feet in height to allow for adequate public safety and radio coverage within and between the buildings. A communications consultant must certify such equipment as compatible with the County's emergency communication system within ninety (90) days of the owner or tenant obtaining a Certificate of Occupancy ("C/O") for any such building. The County is permitted to perform communications testing within the buildings at any time.
13. **Fire Protection-Structured Parking.** A three-inch (3") standpipe for fire protection must be provided within all structured parking at approximately 200-foot intervals or consistent with the standards of the Virginia Construction Code, whichever is more restrictive. The exact location of these improvements and any necessary deviations will be determined by the Division of Fire during POD review.
14. **Fire Protection.** All new structures, including parking structures, other than open, standalone parking garages, must be fully sprinkled for fire protection or consistent with the standards of the Virginia Construction Code.
15. **Electric Vehicle (EV) Charging Stations Level 3 (the "EV Stations").**
 - (a) At least eight (8) EV Stations must be provided where surface parking lots exist on the Property [includes the existing four (4) EV Stations] at the time of C/O for 70,000 square feet of new commercial space [excludes existing commercial square footage].
 - (b) At least two (2) EV Stations must be provided within each parking garage.
 - (c) The infrastructure for EV Stations in each parking garage must be designed so that up to eight (8) additional EV Stations can be added over time.

16. **Design Criteria and Standards.** In addition to the following, the standards and examples set out in the Pattern Book (see case file) also apply to the Property. The location and design of the various elements listed (as appropriate) will be included at the time of POD review. Deviations may be approved by the Director of Planning upon the Director finding that variations in these standards are generally in keeping with the spirit and concept of the Pattern Book (see case file).

(a) Signage

- (i) New signage must be consistent with the current sign program approved for the Property.
- (ii) Signs may be illuminated with internal lighting, external lighting, or a combination of both.
- (iii) Lighting will be selected and installed to avoid glare or impair vision.

(b) Site Lighting.

- (i) Site lighting must be pedestrian in scale and designed to complement the Property architecture.
- (ii) Streetlights will be ornamental in style and a maximum of fourteen (14) feet in height except poles up to twenty (20) feet in height is allowed at major intersections.

(c) Recycling and Dumpster Enclosures. The location and the design must be convenient and complement the Property architecture.

(d) Heating, Ventilation, and Air Conditioning ("HVAC").

- (i) HVAC installed on roofs must be screened by roof or architectural features when viewed from the ground at the Property line.
- (ii) Ground mounted HVAC must be screened from view at the Property line with approved fencing or landscaping.

(e) Bicycle and Pedestrian Facilities.

- (i) In addition to on-site bicycle parking facilities required by the Zoning Ordinance, each multifamily building with more than ninety (90) dwelling units must provide an enclosed bicycle storage area in the building or in the parking garage that has a bicycle parking capacity equal to at least five (5) percent of the number of residential units within the building.
- (ii) Crosswalks will be provided at key locations and clearly signed and visible for safe navigation.

- (iii) Traffic calming measures such as on-street parking, curb extensions/bump outs, changing surface material, texture, or color of streets, intersections, and crossings will be provided to facilitate bicycle and pedestrian facilities and such measures will be determined at the time of POD.
 - (iv) If the County constructs a crosswalk across Willow Lawn Drive at Fitzhugh Avenue, the Applicant will install a sidewalk to facilitate pedestrian access into the Property. The sidewalk will be installed at the Property entrance at Fitzhugh Avenue as part of the County's crosswalk construction but no later than six (6) months after the crosswalk is completed.
- (f) Setbacks.
- (i) The minimum building setback from the Property boundaries will be ten (10) feet.
 - (ii) The maximum build-to setback from the Property boundaries will be fifty (50) feet.
 - (iii) Setbacks from internal streets are shown in the Streetscape Sections of the Pattern Book (see case file).
- (g) Hours of Operation.
- (i) Commercial uses are limited to the hours of operation restriction for the B-2 zoning district.
 - (ii) All existing or future Provisional Use Permits that provide exceptions to such hours are exempt from this provision.
17. **Vendor Areas.** New areas of the Property may be designated at the time of POD for the preparation of food or beverages or the sale or display of merchandise conducted in an open area or structure. One or more individual vendors operating from stalls, stands, carts, vehicles, or other spaces which are rented or otherwise made available to such vendors are permitted. Such activities may include a market, sale of merchandise as part of a permitted festival or other similar special event, or the outdoor display or sale by a single food or beverage vendor, operated as an incidental part of retail activity regularly conducted from within a permanent building on the Property. Sidewalk widths adjacent to outdoor vending areas must not be reduced to less than five (5) feet, except to accommodate a permitted festival or other similar special event. Trash receptacles must be provided and conveniently located for each block that includes an outdoor vending area. Existing areas on the Property already approved and used for vendor display or outdoor seating are not required to meet the above referenced standards unless the areas are redeveloped or redesigned.

18. **Phasing.** The "Proposed Master Bubble Diagram" in the Pattern Book (see case file) will serve as a preliminary phasing plan (the "Phasing Plan") for the Property. The numerical references identify the various Areas of development. Any Area may be broken into multiple parts or reconfigured as determined at the time of POD. The Areas do not have to follow the numerical sequence set out on the Phasing Plan. Notwithstanding where development may occur over time, the following improvements must be constructed as follows.

- (a) Construction of any residential or mixed-use buildings on Area 1 must include construction of a sidewalk or pedestrian way from Area 1 to the existing sidewalk located on the southern side of Kroger.
- (b) Following the construction of any new residential or mixed-use building located outside of Area 1 and prior to the completion of more than 645 total dwelling units, 20,000 square feet of the Central Courtyard must be developed, which may include the existing playground and seating areas. Upon construction of the new streets along the Central Courtyard that will require demolition of portions of the existing retail buildings, the remaining portion of the Central Courtyard must be completed. The Central Courtyard must include several types of seating, shade, and a public art feature. Notwithstanding the requirements set forth above, the Central Courtyard must be completed prior to the completion of more than 995 residential units.
- (b) Construction or reconstruction of cross streets may be phased such that one side of the street may be completed with any required sidewalks and landscaping before the other side of the street is completed. Which improvements are required for the partial street improvements will be determined at the time of POD review.

19. **Tree Cover.**

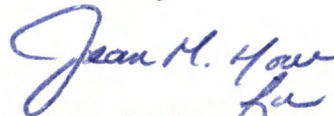
- (a) At the time of POD submittal for the first development Area, the Applicant will prepare an inventory of existing tree cover for the Property together with the proposed tree cover for the Area. For each subsequent POD, the tree cover for the Property will be updated.
- (b) The minimum tree cover on the Property must be at least five (5) percent of the Property and meet the standards set out in Section 24-5308 of the Zoning Ordinance. The minimum tree cover will be required upon completion of Area 5.
- (c) Additional elements to provide shade, reduce stormwater, and enhance streetscapes and the appearance of parking lots, will be provided and addressed at the time of POD. These elements include, but are not limited to, the following:

- (i) Sail Shades
- (ii) Trellises
- (iii) Street Trees
- (iv) Rain Gardens/Bio-Retention
- (v) Planter Boxes
- (vi) Sidewalk Canopies and Awnings

20. **Severance.** The unenforceability, elimination, revision, or amendment of any proffer set forth herein, in whole or in part, must not affect the validity or enforceability of the other proffers or the unaffected part of any such proffer.

The Planning Department has been advised of the action of the Board of Supervisors and will revise its records.

Sincerely,



John A. Vithoukas
County Manager

pc: Federal Realty OP LP
Adena Patterson, McGuireWoods LLP
Director, Real Estate Assessment
Henrico County Public Schools
Police, Special Services

WILLOW LAWN

Established 1956

Henrico County, Virginia

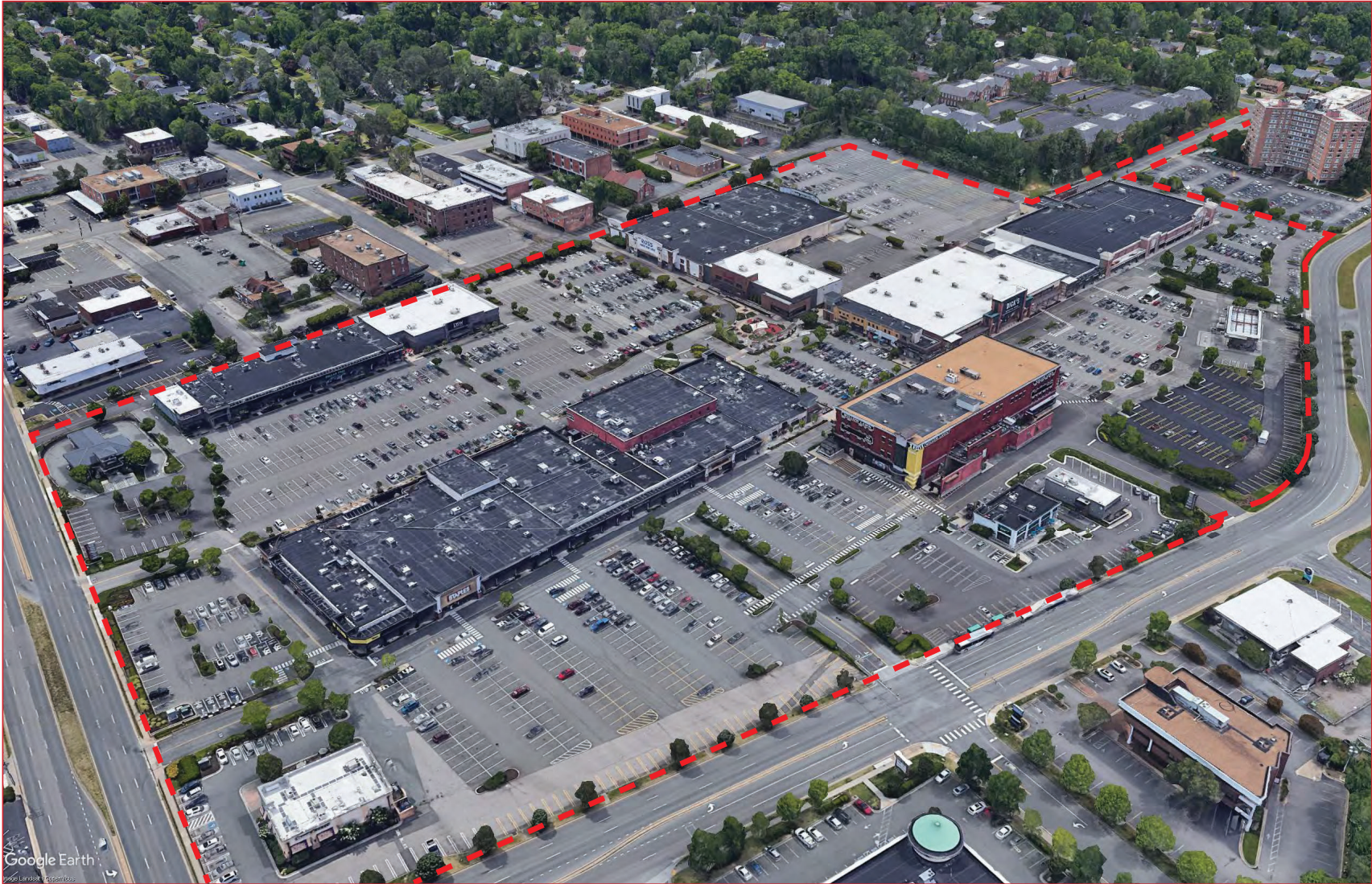
PATTERN BOOK





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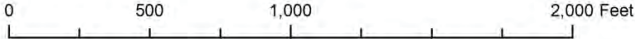
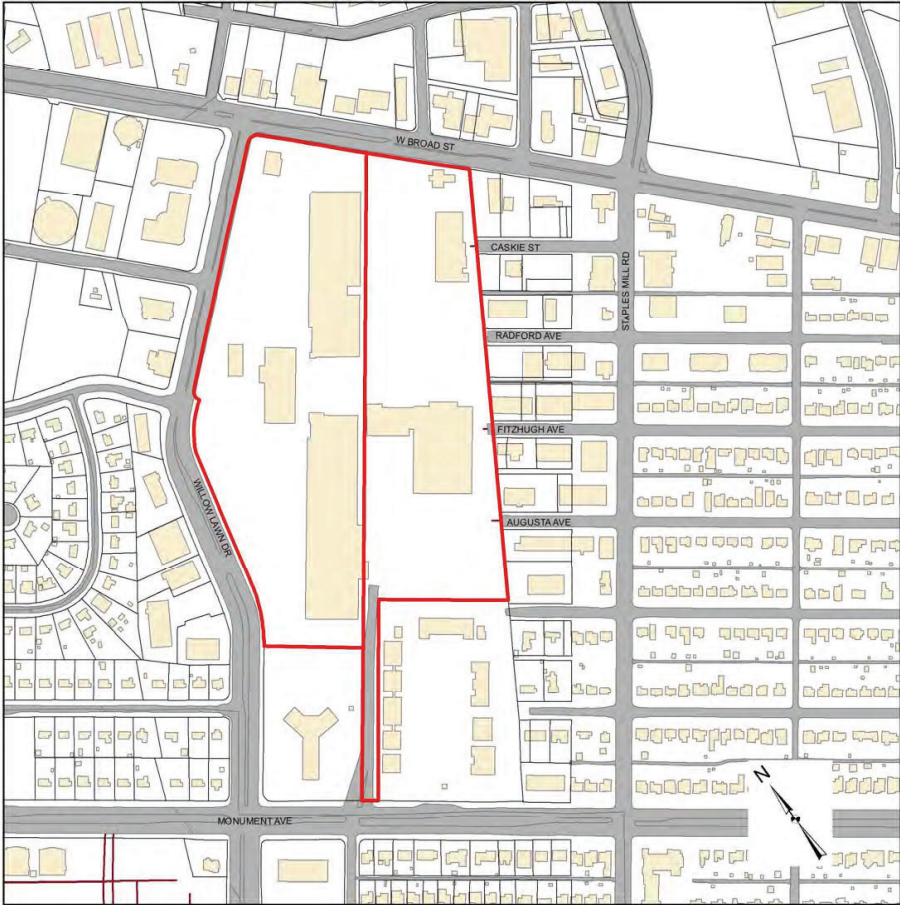


1 Aerial Existing Conditions

Plan

Willow Lawn - Existing Site





Willow Lawn - Vicinity Map





INTRODUCTION

Opening in 1956, Willow Lawn Shopping Center was the first shopping center in the Richmond area. Over the years the retail anchors have changed, sections of the center were enclosed and then reopened, and new outbuildings were added. Federal Realty OP LP (the "Applicant" or "Federal Realty") has owned Willow Lawn since 1983 and has undertaken a number of makeovers and updates.

Since the 1950s, retail has undergone a number of changes and shifts. The recent COVID pandemic shifted the retail landscape even more than ever expected. Changes in the way people live and work, the need for more housing, and the renewed interest in mixed-use areas, have led the Applicant to seek rezoning to UMU-PD to revitalize the area and allow Willow Lawn to be reinvented again.

Willow Lawn is located just west of the City of Richmond line with Henrico County. The Property fronts on the corner of Broad Street and Willow Lawn Drive. The Property also has access to Monument Avenue via a driveway that is a part of GPIN 773-736-6272. Access to Staples Mill Road is provided by way of Caskie Street, Fitzhugh Avenue, and Augusta Avenue. Broad Street is a major corridor running through the City of Richmond and through the western part of Henrico County. Broad Street is also the major corridor for Richmond's bus rapid transit (BRT), GRTC Pulse. The Willow Lawn Pulse station is located across Willow Lawn Drive from the Property. Three other bus stops are located on the Willow Lawn Property that serve additional parts of Henrico and the City. This existing transit component supports the creation of a high-density residential and mixed-use development on the Property.

Redeveloping Willow Lawn will occur over time as retail tenants move and change and opportunities become available to add residential, retail, and office uses. The rezoning request will allow the Applicant the opportunity to respond to the market and continue to improve the Property.

LAND USE ANALYSIS

The Henrico County Vision 2026 Comprehensive Plan (the “Henrico Plan” or “Plan”) identifies the Property as Commercial Concentration for retail and/or wholesale sales and service establishments with shared parking areas and shared points of access to a roadway. While the Henrico Plan does not designate Willow Lawn as an Urban Mixed-Use area, recent rezoning activity in the vicinity converting office and business uses to higher density residential uses, the expansion of the Faison School, and the construction of the Pulse transit station in 2018, all indicate that Willow Lawn is an appropriate location for mixed-use zoning.

In addition, the County is currently undertaking a review of its comprehensive plan. The draft Henrico Next – Together Toward Tomorrow (the “Updated Plan”) web page states that “Henrico County has changed significantly since the current 2026 Comprehensive Plan was adopted in 2009.” (<https://www.henriconext.us/about>) A January 2021 presentation given to the Board of Supervisors about the Comprehensive Plan update noted that some of the issues the County must address includes evaluation of aging corridors, a shift to redevelopment/reuse, the changing demand for housing and non-residential products, and the changing face of retail. The Updated Plan indicates that Willow Lawn should be evaluated as part of the changes that have occurred since 2009.

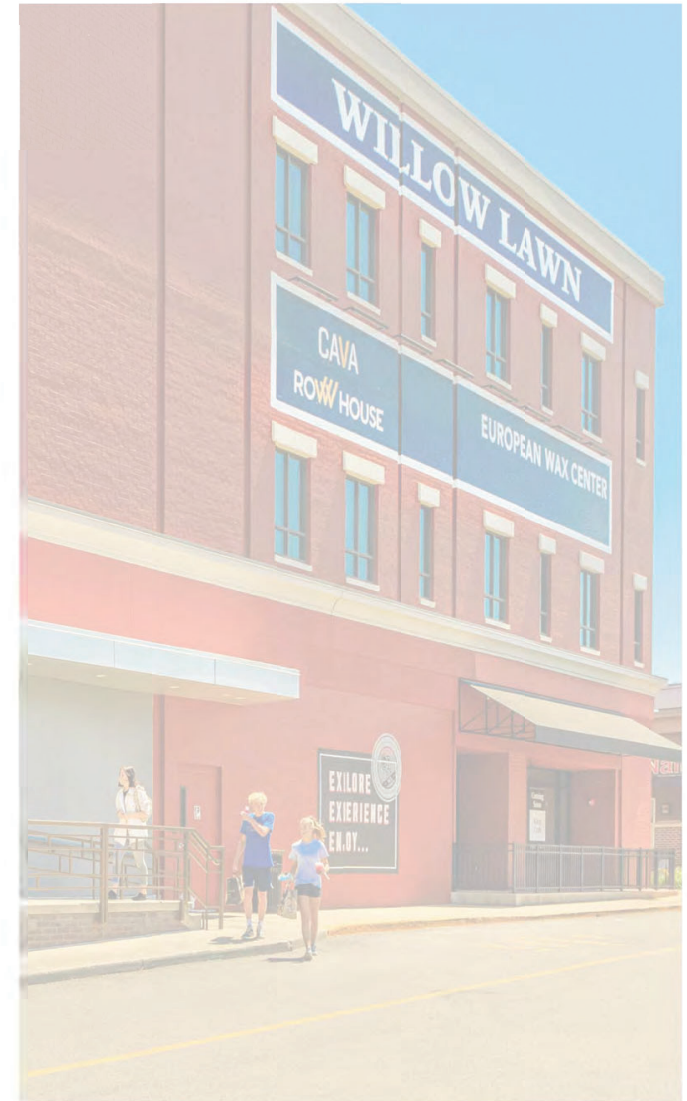
Using the current Plan, finds that mixed-use areas will provide “new land use concepts ... being uses with increasing frequency as Urban Mixed-Use (UMU) zoning is applied throughout the county.” (Henrico Plan, p. 43) The Mixed-Use areas are those meant to encourage “master-planned developments with a blend of residential, commercial, office uses, and civic/open spaces.” (Henrico Plan, p. 43) The Plan acknowledges “[a] well-designed, mixed use development typically reduces automobile trips, incorporates and preserves unique environmental features, promotes the efficient use of land, provides access to amenities at a local level, creates regional draws for commerce and provides the ability to create unique communities in the county.” (Henrico Plan, p. 43-44)

Using the mixed-use provisions in the Plan and anticipating that the Updated Plan will designate the Willow Lawn area as appropriate for a mix of uses, the UMU-PD district is the appropriate zoning district designation for this application. The purpose of UMU-PD is to encourage moderate to high density neighborhood development integrated with commercial and civic uses in a compact, walkable neighborhood setting. The district should create a center of commercial, entertainment, and office uses in multi-story buildings to meet most of the residents’ needs while still attracting business from outside the development. Willow Lawn can meet those criteria as it redevelops over time.

LAND USE ANALYSIS

A number of the Keystone Policies for Mixed-Use set forth in the Henrico Plan are relevant to Willow Lawn and the Applicant has designed the project to address these policies. The County's policies found in the Henrico Plan include the follow relevant provisions:

- Mixed-Use developments are targeted for large tracts of land which should be developed in phases or at one time under an approved master plan for the site.
- Mixed-Use developments may be appropriate, pursuant to an approved master plan, on infill or re-development sites to intensify land uses in areas where public facilities are currently available.
- Encourage all Mixed-Use developments to meet the quality standards in the Design Guidelines Manual or as adopted by the county, related to site layout; building configuration, materials, massing, shape, and height; landscaping; signage; parking lot aesthetics and functional design; pedestrian circulation; lighting; stormwater management; environmental protection; mass transit access; and others.
- Encourage the development of an overall architectural theme for each Mixed-Use project to create a unique community character.
- Encourage the incorporation of public open spaces in Mixed-Use developments. Promote the design of informal passive spaces and formal or active open spaces, for example plazas, parks, walking/jogging trails, to function as integrated and functional elements of the overall development. Passive open space used to complement the built environment and preserve natural features is also encouraged.
- Encourage pedestrian orientation as the emphasis of Mixed-Use developments when designating buildings and public spaces. Discourage the accommodation of the automobile as a prominent land use or dominant visible feature.
- Promote the careful planning and management of traffic circulation and access so each Mixed-Use development operates as a coordinated circulation system. A strong interconnected street network is essential to the function of Mixed-Use areas. These systems need not be a typical grid but may retain some curvilinear characteristics with sufficient crossroads and access locations to promote adequate levels of service as specified in this Plan.
- Strongly encourage vertical mixed-uses in Urban Mixed-Use and Traditional Neighborhood Developments areas. Individual structures should include commercial uses on the lower stories, offices on secondary stories and residential uses on upper stories.



LAND USE ANALYSIS

The redevelopment of Willow Lawn satisfies the policies above in various creative ways, as reflected in the plans and elevations. It also satisfies County criteria that mixed-use developments should also be pedestrian-friendly and have walkable sidewalks with outdoor seating, street trees, and other amenities. The scale and placement of buildings creates a strong street wall. The structured parking will be located behind buildings while the parking lots will be screened from the street. Buildings will incorporate a mix of uses in the same structure by introducing vertical mixed-use on the Property while also providing horizontal mixed-use with one- or two-story buildings that are primarily retail uses. As reflected in this Application, all of these criteria are satisfied. Other general sections of the Henrico Plan, as summarized below, support the UMU and the Mixed-Use categories, and are satisfied by the proposed project.

- Plan development in a manner that minimizes strain on existing facilities and service areas.
- Encourage the sensitive infill development of vacant or underutilized parcels in more developed areas of the county to more efficiently utilize existing public facilities.
- Encourage new growth and development that takes location and availability of infrastructure and services into account.
- Promote developments that provide a safe pedestrian environment.
- Encourage planned development to promote unified and attractive development and a sense of place, rather than piecemeal or incremental development.
- Encourage compatible land use adjoining other jurisdictional boundaries.
- Utilize a transportation network supporting alternative modes of travel.
- Use access management standards which encourage joint entrances and inter-parcel connectivity.
- Encourage developments that accommodate the pedestrian and bicyclist as well as transit.
- Use transportation design guidelines and standards to enhance, promote and protect a high-quality community identity and aesthetic.
- Encourage new developments to install sidewalks and other pedestrian facilities.
- Encourage bicycle accommodations in conjunction with new development.
- Encourage residential units in vertical, Mixed-Use developments to promote housing opportunities near existing and future employment centers.



Willow Lawn - Existing Site Images

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Willow Lawn - Existing Site Images

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Willow Lawn - Existing Site Images



PROJECT DEVELOPER

Federal Realty is an S&P 500 real estate company founded in 1962 making it one of the oldest U.S. REITs. The company focuses on the ownership, operation and development of high-quality retail properties and large-scale mixed-use neighborhoods. Federal Realty owns more than 105 properties, with 3,100 tenants, 25 million square feet of tenant space, and over 3,400 residential units in eight major metropolitan markets in the United States.¹



Federal Realty, as the owner and Applicant, is requesting rezoning of Willow Lawn's 37+ acres (the "Property") to Urban Mixed-Use Planned Development District (UMU-PD). The current B-2 zoning (with a small strip of R-5) provides for retail, office, and commercial uses and is appropriate for the current use of the Property but not for the long-term vision of Willow Lawn as a mixed-use center.

PROPOSED USE

The UMU-PD zoning will allow redevelopment of Willow Lawn over time by allowing the construction of multi-family residential uses, structured parking, additional retail and office uses, and amenities. As proposed, the redeveloped Willow Lawn could support over 2,000 residential units with approximately 510,000 square feet of commercial and office uses. The maximum residential density and intensity standards will be based on the total Willow Lawn acreage and not by area or section of the Property. For example, if the first area of 520 residential units is constructed on a 6.7-acre portion of the Property, the proposed density would exceed 60 dwelling units/acre for that portion of the Property but the overall density will remain within the maximum limits when based on the total Property acreage. New commercial and office use will be introduced within the Mixed-Use areas, lining the major cross-streets and turning the corners. The mix of uses will occur both vertically and horizontally as Willow Lawn is redeveloped over the next 20 years or more.

The area and intensity standards set out in the Zoning Ordinance for the UMU-PD district will also be met by Willow Lawn as follows:

1. A minimum of twenty (20) acres for the district. Willow Lawn is 37.247 acres.
2. Residential density between 10 and 60 dwelling units/acre. Willow Lawn is proposing a density of up to 60 dwelling units/acre, meeting the residential density requirements.
3. Residential uses are to represent between 50-75% of the Property. Willow Lawn is proposing residential uses representing 55-70% of the total square footage of the development, meeting the Ordinance parameters.
4. Nonresidential uses are to be between 10-35%. Willow Lawn is proposing 17.85%, within the Ordinance parameters.
5. Willow Lawn will provide a minimum of 15% open space.
6. Willow Lawn will provide several residential options such as residential multi-family buildings with one-, two-, and/or three- bedroom units, upper story dwellings over commercial and office uses, and condominiums.

UTILITIES/PUBLIC FACILITIES

WATER AND SANITARY SEWER – Both public water and sanitary sewer are available to the Property. Water and sewer capacities and any improvements will be evaluated over time as actual development occurs.

SCHOOLS – The current Henrico County public schools designated for the Property are Crestview Elementary, Tuckahoe Middle, and Freeman High.

LIBRARIES – The Libbie Mill Library, built in 2016, is the closest Henrico County public library to Willow Lawn.

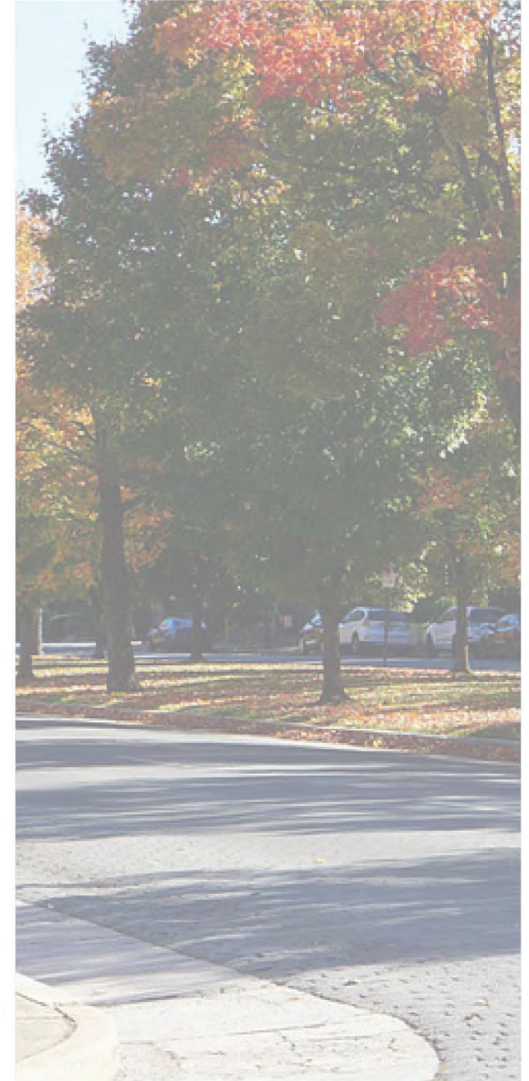
RECREATION AND PARKS – The closest public walking trail to Willow Lawn is located in Libbie Mill, approximately a 15-minute walk to the trail. Existing sidewalks along Broad Street and Willow Lawn Drive link the Property to Monument and Patterson Avenues to the south and southwest and Staples Mill Road to the east. On-site amenities will be provided with the residential units as well as pedestrian and bicycle access. The proposed rezoning will provide the

opportunity to add residential amenities, gathering spaces, and recreational uses to the Property. The GRTC buses also provide bike racks for riders.

FIRE & RESCUE – The Property is served by Fire Station 10 with one Engine and one Ladder Truck. Fire Station 8 is the next nearest station. Henrico County Division of Fire has three emergency facilities near the Property. Rescue services are available from Tuckahoe Fire Rescue 33.

POLICE – The Henrico County Police Department will provide service to the Property from the Central or West Police Stations.

SOLID WASTE – The Property will be serviced by a licensed commercial waste removal company for removal of solid waste, and the removal of fat, oil, and grease waste. The Property owner or tenant will provide on-site trash receptacles and dumpsters for collection of customer and resident waste.



FLOOD PLAIN/STORMWATER DRAINAGE

The Property will be designed to meet the Virginia Stormwater Management regulations prevailing at time of site plan application unless grandfathered conditions are permitted under previous approvals. Local Henrico County drainage and floodplain requirements will also be addressed at time of site plan application for stormwater quality and quantity, as may be required. The existing storm sewer system in the area will serve as the outfall for the Property but there will be an internal storm drain system installed as well. It is possible some on-site detention will be required.

HISTORIC & CULTURAL SITES

The only National Register of Historic Places in the vicinity of the Property is the Markel Building, located on Markel Road. The Markel Building is a distinctive area landmark and is also one of the most unusual office buildings in Virginia. The building was commissioned by brothers Lewis and Irvin Markel of the Markel Insurance Corporation in 1964 and completed in 1966. The Markel brothers specifically chose controversial local architect Haigh Jamgochian because they sought an unusual, eye-catching building. Jamgochian inspiration of a foil-wrapped bake potato can be seen on the three-story building clad in crumpled aluminum sheets. Re-development of Willow Lawn will not impact the Markel Building.



TRANSPORTATION

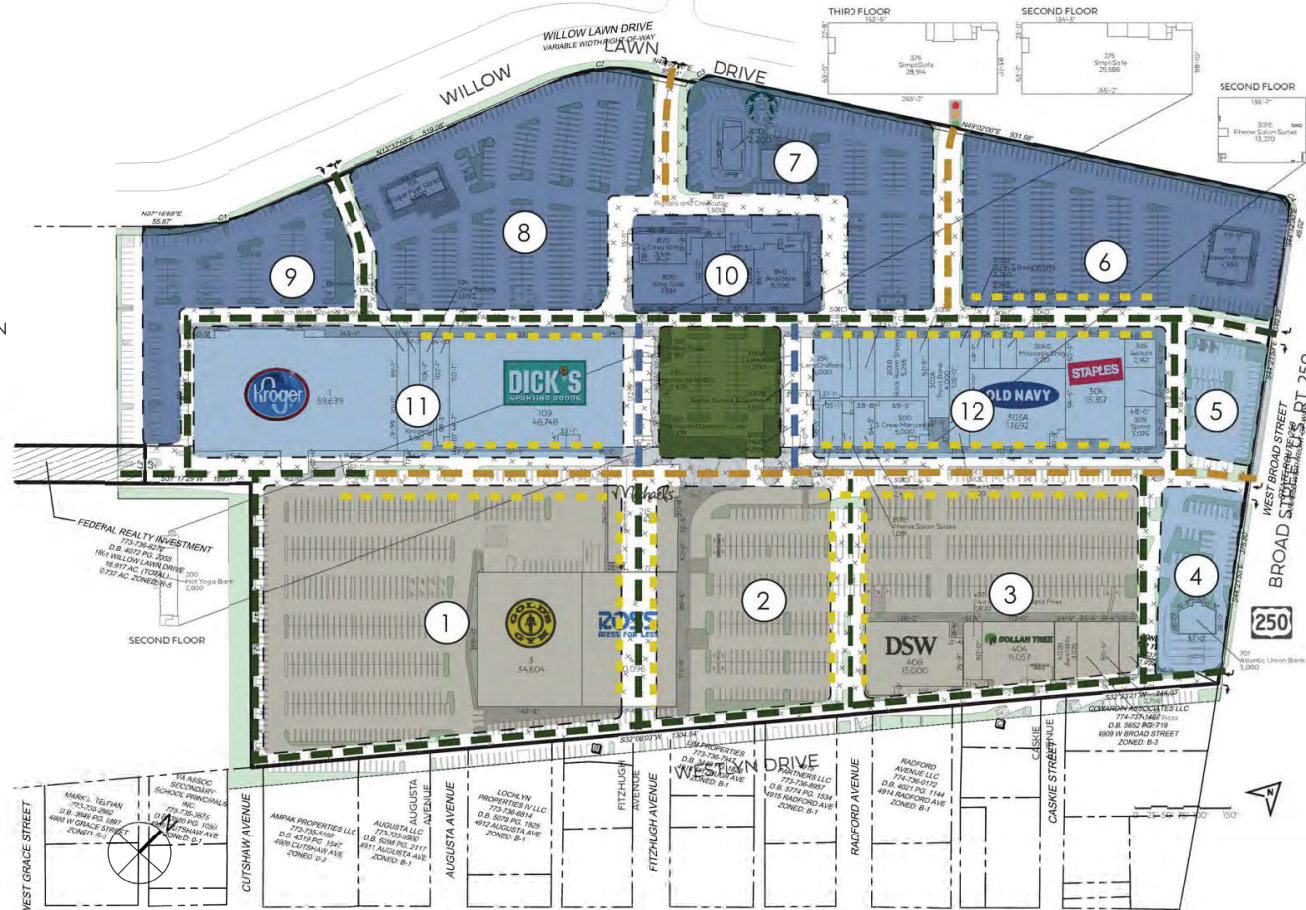
Willow Lawn has a number of access points from Broad Street, Monument Avenue, and Willow Lawn Drive. Existing vehicular access to Staples Mill Road is provided by way of Caskie Street, Fitzhugh Avenue, and Augusta Avenue. Radford Avenue is blocked with a fence, landscaping, and jersey barriers. One of the goals of the Willow Lawn redevelopment is to create more of a grid road connection from Staples Mill to Willow Lawn Drive and from Broad Street to Monument Avenue. Because existing curb cuts and road connections together with existing buildings that may remain over the long term, the grid may include a series of off-sets. These indirect drives will serve to slow traffic, which will be increasingly important as the density on the Property increased.

BUBBLE DIAGRAM

KEY:

- MIXED USE COMMERCIAL
- MIXED USE
- MIXED USE RESIDENTIAL
- CENTRAL COURTYARD
- PRIMARY STREET SECTION
- SECONDARY STREET SECTION
- ONE-WAY STREET SECTION
- PARALLEL PARKING

Each numbered area denoted as Mixed Use Residential or Mixed Use (except Area 10) will provide at least 15% open space within or adjacent to the new buildings. Passive and active recreational areas including, but not limited to, pools, plazas, clubhouse/ community gathering rooms, workout spaces, ball courts, rooftops, or playgrounds will be provided for the benefit of residents and guests. Area 10 and the Mixed Use Commercial areas will provide a cumulative amount of 15% open space such as the Central Courtyard, areas for outdoor dining, passive recreation areas, plazas, rooftops, and any required landscaping, buffers, and vegetative screening plus any stormwater management area treated as a site amenity.



1 BUBBLE DIAGRAM
Scale: 1" = 200'-0" Plan

DENSITY BREAKDOWN

① 6.7 acres 525 Units 20,000 S.F. Commercial	④ 0.8 acre 75 Units 16,000 S.F. Commercial	⑦ 1.7 acres 185 Units 8,000 S.F. Commercial	⑩ 0.7 acre 90,000 Commercial
② 2.0 acres 190 Units 14,000 S.F. Commercial	⑤ 0.5 acre 45 Units 10,000 S.F. Commercial	⑧ 2.9 acres 325 Units 25,000 S.F. Commercial	⑪ 3.2 acres 120 Units 140,000 S.F. Commercial
③ 2.7 acres 280 Units 14,500 S.F. Commercial	⑥ 2.4 acres 255 Units 25,000 S.F. Commercial	⑨ 1.6 acres 60 Units 12,000 S.F. Commercial	⑫ 2.5 acres 100 Units 111,000 Commercial

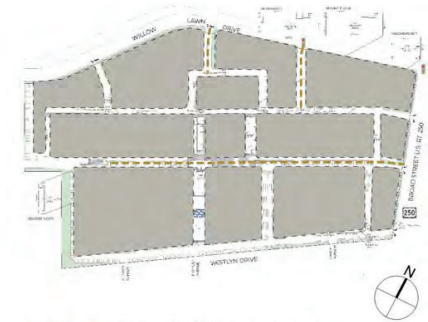
Willow Lawn - Proposed Master Bubble Diagram



1 Streetscape Diagram - Primary Option A
Scale: N.T.S.

Plan

STREETSCAPE MAP

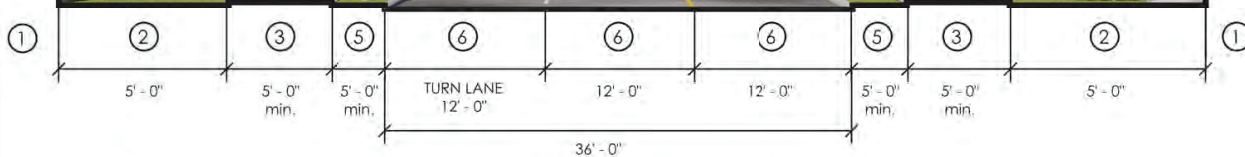


PRIMARY STREET SECTION

KEY

- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

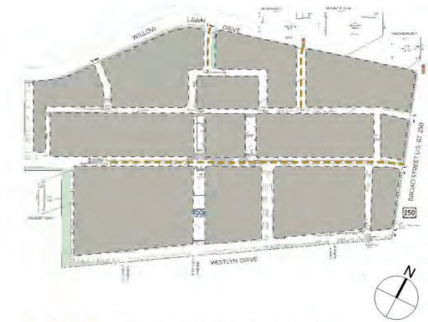
Willow Lawn - Streetscape Sections



1 Streetscape Diagram - Primary Option B
Scale: N.T.S.

Plan

STREETSCAPE MAP



PRIMARY STREET SECTION

KEY

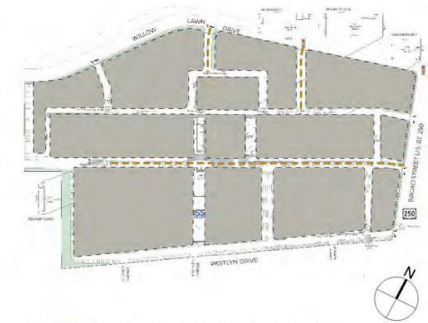
- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

Willow Lawn - Streetscape Sections





STREETSCAPE MAP



PRIMARY STREET SECTION

KEY

- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

Willow Lawn - Streetscape Sections

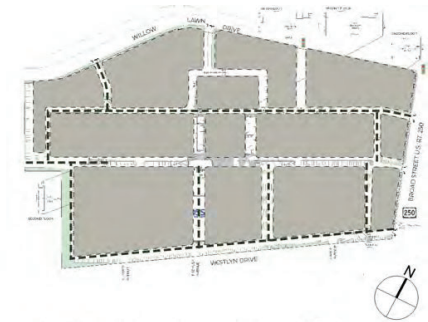




1 Streetscape Diagram - Secondary Option A
Scale: N.T.S.

Plan

STREETSCAPE MAP

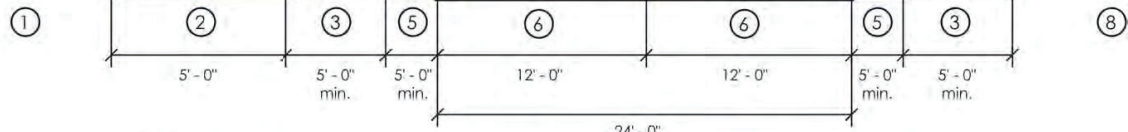


--- SECONDARY STREET SECTION

KEY

- | | |
|--------------------|-----------------|
| 1 RESIDENTIAL | 6 DRIVE AISLE |
| 2 LANDSCAPE BUFFER | 7 MEDIAN |
| 3 5' SIDEWALK | 8 RETAIL |
| 4 PARALLEL PARKING | 9 PROPERTY LINE |
| 5 TREE WELL | |

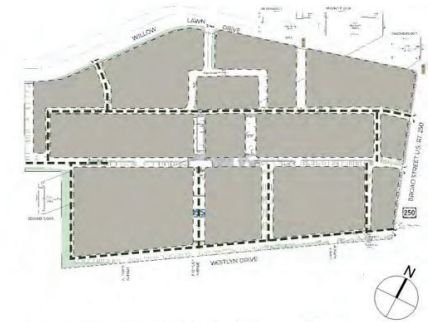
Willow Lawn - Streetscape Sections



1 Streetscape Diagram - Secondary Option B
Scale: N.T.S.

Plan

STREETSCAPE MAP



--- SECONDARY STREET SECTION

KEY

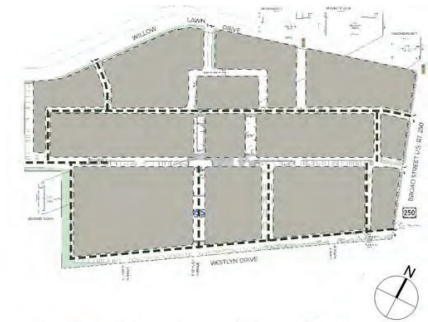
- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

Willow Lawn - Streetscape Sections





STREETSCAPE MAP



--- SECONDARY STREET SECTION

KEY

- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

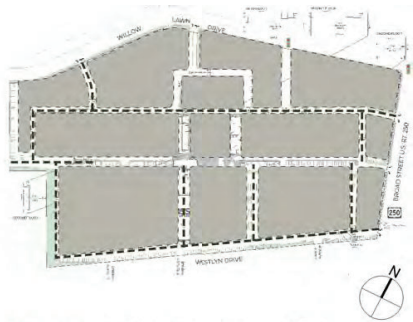
Willow Lawn - Streetscape Sections



1 Streetscape Diagram - Secondary Option D
Scale: N.T.S.

Plan

STREETSCAPE MAP



--- SECONDARY STREET SECTION

KEY

- 1 RESIDENTIAL
- 2 LANDSCAPE BUFFER
- 3 5' SIDEWALK
- 4 PARALLEL PARKING
- 5 TREE WELL
- 6 DRIVE AISLE
- 7 MEDIAN
- 8 RETAIL
- 9 PROPERTY LINE

Willow Lawn - Streetscape Sections

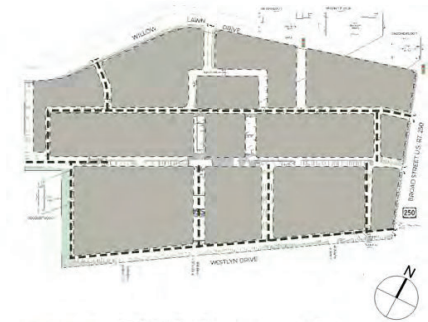




1 Streetscape Diagram - Secondary Option E
Scale: N.T.S.

Plan

STREETSCAPE MAP



--- SECONDARY STREET SECTION

KEY

- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

Willow Lawn - Streetscape Sections

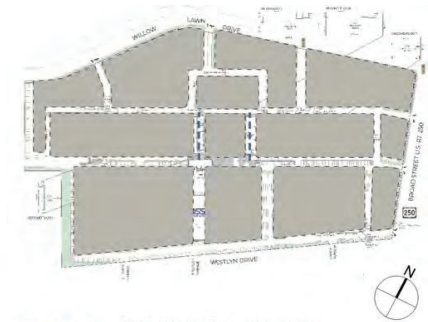




1 Streetscape Diagram - One Way Option A
Scale: N.T.S.

Plan

STREETSCAPE MAP



--- ONE-WAY STREET SECTION

KEY

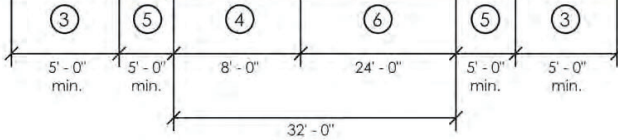
- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

Willow Lawn - Streetscape Sections





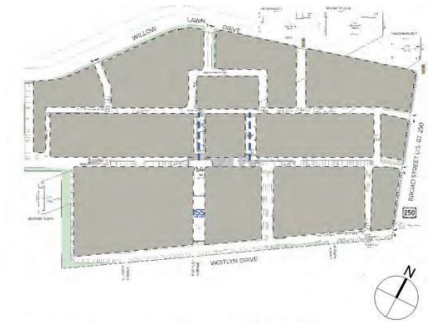
①



1 Streetscape Diagram - One Way Option B
Scale: N.T.S.

Plan

STREETSCAPE MAP



--- ONE-WAY STREET SECTION

KEY

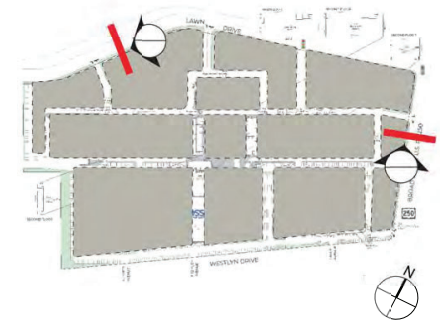
- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

Willow Lawn - Streetscape Sections





STREETSCAPE MAP



KEY

- | | |
|--------------------|-----------------|
| ① RESIDENTIAL | ⑥ DRIVE AISLE |
| ② LANDSCAPE BUFFER | ⑦ MEDIAN |
| ③ 5' SIDEWALK | ⑧ RETAIL |
| ④ PARALLEL PARKING | ⑨ PROPERTY LINE |
| ⑤ TREE WELL | |

① Streetscape Diagram - Broad Street & Willow Lawn Drive
Scale: N.T.S.

Plan

Willow Lawn

LANDSCAPING & STREETSCAPES

Landscaping for Willow Lawn at a minimum will satisfy the County's zoning requirements. Streetscape sections will include street trees, sidewalks, and landscaped buffers. Landscaping will also be provided for the streets with a median. Parking lots will be landscaped and buffer areas along Broad Street and Willow Lawn Drive will be provided. The parking lot landscaping and buffers may include areas for bio-retention of stormwater.

- The overall landscape plan strategy is to establish a vegetation framework and character with street trees along public street frontages.
- Interior Landscaping will be determined with each plan of development with a priority on shade tree canopy where appropriate and low-growing plant materials as accents to soften building frontages, and maintain sight-lines for public safety.
- Water quality features, if needed, may be accommodated within landscape areas as amenities integrated within common areas and open space.
- The common areas will include new shade trees and preservation of selected mature trees. The intent of the mixed-use strategy is to create a better integration of uses within the development and with adjacent land uses through a softening of harsh landscape buffers and barriers.

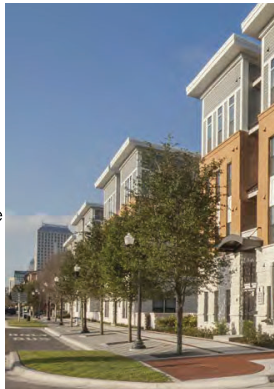


Table I: Large Shade & Evergreen Tree Examples












Scientific Name	Common Name	Size at Planting	Type	Preferred Locations
 Acer rubrum	Red Maple	Min. 2" cal., B&B.	Large Shade Tree	Buffers Parks/Amenities Parking/Streetscape
 Ginkgo biloba (Male)	Maidenhair Tree	Min. 2" cal., B&B.	Medium Canopy Tree	Parks/Amenities Parking/Streetscape
 Platanus x acerifolia	London Planetree	Min. 2" cal., B&B.	Large Shade Tree	Buffers Parks/Amenities Parking/Streetscape
 Quercus phellos	Willow Oak	Min. 2" cal., B&B.	Large Shade Tree	Buffers Parks/Amenities Parking/Streetscape
 Juniperus virginiana	Eastern Redcedar	8-10" Height	Small Evergreen Tree	Buffers Street Bufer

Table II: Understory Tree & Shrub Examples

Scientific Name	Common Name	Size at Planting	Type	Preferred Locations
 Cornus kousa	Kousa Dogwood	8-10" Height	Understory	Understory Buffers
 Cercis canadensis	Redbud	8-10" Height	Understory / Flowering Tree	Parks/Amenities Buffers
 Ilex glabra	Inkberry Holly	24" height	Evergreen Shrub	Buffers Parking Lot Landscaping Street Bufer
 Ilex verticillata 'Red Sprite'	Red Sprite Winterberry Holly	24" height	Semi-Evergreen Shrub	Buffers Parking Lot Landscaping Street Bufer
 Rhododendron prinophyllum	Rose Azalea	24" height	Semi-Evergreen Flowering Shrub	Buffers Parks/Amenities
 Spiraea sp.	Spirea	24" height	Deciduous Shrub	Buffers Parking Lot Landscaping Street Bufer

*Note: Street tree spacing will be a variable 35' to 50' based upon specific block context and in consideration of sight lines, building setbacks, public spaces, utilities, and visibility to retail frontages.



ELEVATIONS & ARCHITECTURE

The architecture for new buildings will play off the original three-story Miller & Rhoads department store and S&W Cafeteria that now serves as an office building with first floor restaurant uses. Architecture will also be inspired by the various styles existing around the Property and based on more recent contemporary buildings found throughout the County. The illustrations are conceptual in nature and may vary in detail. Buildings constructed on the Property shall be in general conformance with one or more of the illustrations found on the following pages.

The proposed multi-family and mixed-use buildings will be designed with on-site amenities for the residents. All structured parking will be wrapped fully or partially with commercial or residential uses, where feasible and viable, to activate the streets and pedestrian ways to and around the buildings and the site.



Willow Lawn - Architectural Style Images

TRADITIONAL

- Balanced and symmetrical façade combinations composed of brick, stone, stone wood and stucco. Metal work may be applied for detailing.
- Symmetrical facades and/or with rhythmic balance of secondary attached façades.
- Generally mid to high-rise buildings.
- Windows vary in size with solid stone lintels, sliding sash, with or without muntins. For commercial usage, large windows may be applied.
- Projecting masonry detailing at entrance.
- Shallow or false projecting balconies.
- Roofs are hipped or flat with distinctive traditional parapet or cornice line profiles.



Willow Lawn - Architectural Style Images - Traditional

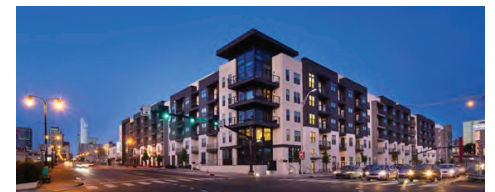


Willow Lawn - Architectural Style Images - Traditional



CONTEMPORARY

- Flexible application of new manufactured and sustainable materials with energy and environmental considerations along with traditional combinations such as metal, concrete, wood, stone and brick.
- The aesthetic is expressed through structural detailing, creative use of surface pattern, color, form and signage.
- Ideal style for any scale building height and footprint.
- Bright open interiors with possible high ceilings are common features.
- Combination of fixed and operable low profile Windows boast abundance of natural light.
- Projecting fixed awnings and balconies.
- High profile exterior building corners with distinctive shapes, colors, lighting and material selections.
- Flat overhanging roofs with distinctive design elements are well adapted for amenity functions and provide opportunity for plant/ green roof system placements.



Willow Lawn - Architectural Style Images - Contemporary



Willow Lawn - Architectural Style Images - Contemporary



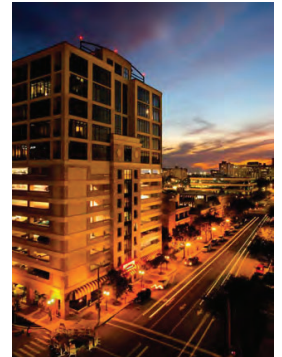
RETAIL & MIXED-USE



Willow Lawn - Architectural Images - Retail & Mixed-Use

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HIGHRISE



Willow Lawn - Architectural Images - Highrise

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SITE LIGHTING & FURNITURE

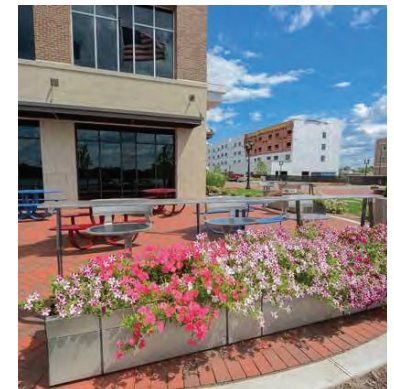
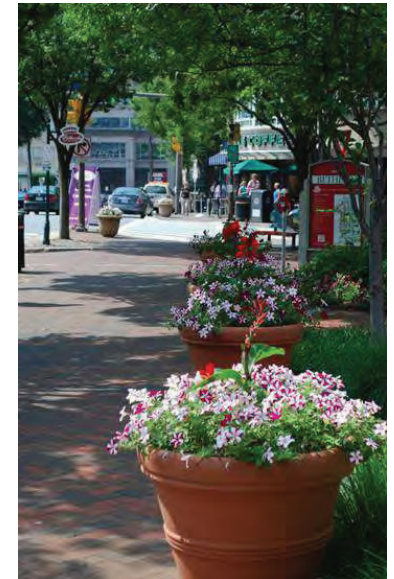
Site Lighting

Pedestrian scaled outdoor lighting will be provided along the private streets, within plazas, and along pedestrian access routes within the open spaces.

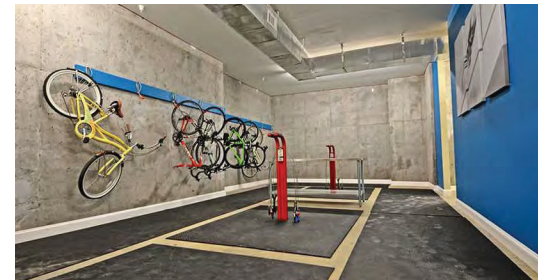
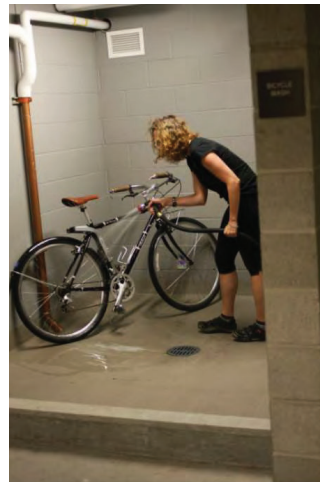
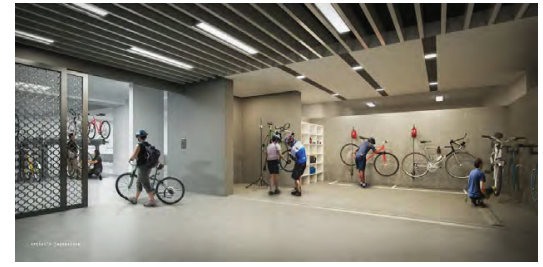
Street Furnishings

Coordinated street furnishings will include trash receptacles, street lighting, planters, and benches. Furnishings will be limited to the curbside or building amenity zones and will not encroach into pedestrian clear zones.

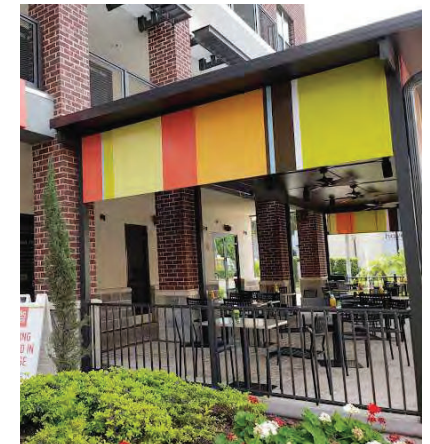
- Plantings, lighting, and benches will be used to promote a pedestrian friendly streetscape.
- Street furniture to be integrated with usable public gathering spaces and along sidewalks support pedestrian life along streets and elevates the quality of the streetscape by providing places for people to sit and gather, deposit litter and store bicycles.
- Site furnishings should be similar style and quality and used to create a cohesive streetscape within the neighborhood.
- Color of the selected furnishings should be compatible to the overall color palette of the neighborhood.
- Pedestrian level lighting will be used to complement the roadway and streetscape lighting and to emphasize safe sidewalks and open space areas.
- All pedestrian walkways and parking areas will be illuminated.



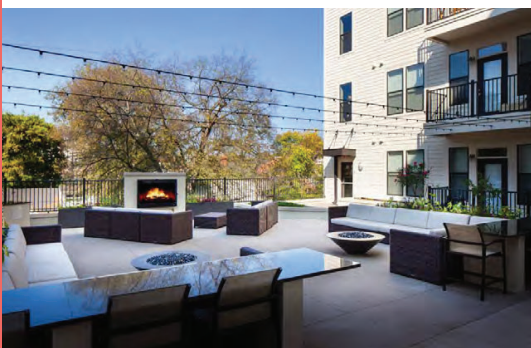
BIKE & PEDESTRIAN FACILITIES



OUTDOOR AMENITY



Willow Lawn - Design Standards - Outdoor Amenity Images



Willow Lawn - Design Standards - Outdoor Amenity Images



Willow Lawn - Design Standards - Outdoor Amenity Images

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PARKING GARAGE CLADDING



Willow Lawn - Design Standards - Garage Cladding Images

DUMPSTER & HVAC SCREENING

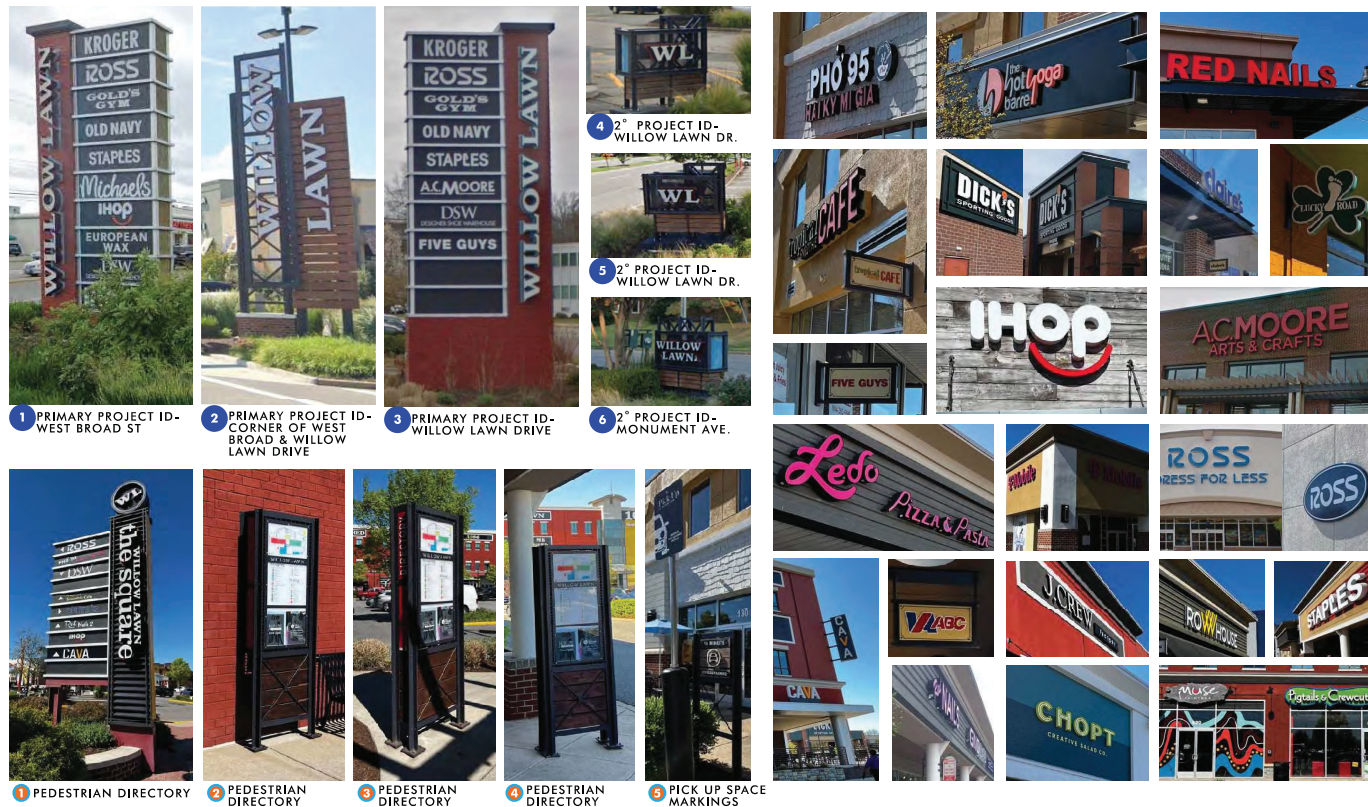


Willow Lawn - Design Standards - Dumpster & HVAC Screening Images

EXISTING SIGNAGE

Signage is one of the most important components of visual information. The purpose of these guidelines is intended to encourage creative and imaginative signage and insure consistency in the placement and arrangement of various types of signage as to avoid visual confusion and disruption. Each component of signage contributes to the overall look and function of the buildings, storefronts and streetscapes which in turn contribute to the overall feel of Willow Lawn.

All signs are to be developed within the overall context of appropriate size and proportion to its designated site location and individual building.



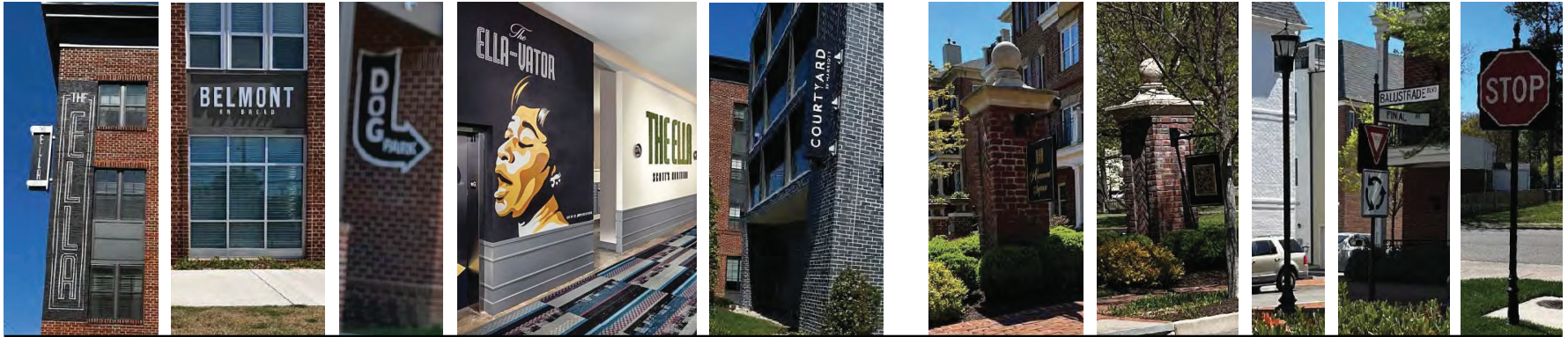
Willow Lawn - Design Standards - Existing Signage

EXISTING GRAPHICS



Willow Lawn - Design Standards - Existing Graphics

SIGNAGE & GRAPHICS INSPIRATION



NEIGHBORING COMMUNITY- THE ELLA

NEIGHBORING COMMUNITY- MONUMENT SQUARE



Willow Lawn - Design Standards - Signage & Graphics Inspiration