

INTRODUCED: August 5, 2019

AN ORDINANCE No. 2019-209

To conditionally rezone the property known as 201 Orleans Street from the M-1 Light Industrial District to the B-5 Central Business District (Conditional), upon certain proffered conditions.

Patron – Mayor Stoney (By Request)

Approved as to form and legality
by the City Attorney

PUBLIC HEARING: SEP 9 2019 AT 6 P.M.

THE CITY OF RICHMOND HEREBY ORDAINS:

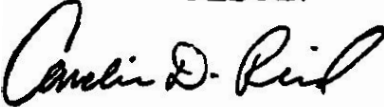
§ 1. That, as shown on the survey entitled “ALTA/NSPS Land Title Survey Showing 5.679 Acres Lying Along Orleans Street, City of Richmond, Virginia,” prepared by Timmons Group, dated January 4, 2019, and revised February 4, 2019 a copy of which is attached to, incorporated into, and made a part of this ordinance, the property known as 201 Orleans Street, with Tax Parcel No. E000-1145/001 as shown in the 2019 records of the City Assessor, is excluded from the M-1 Light Industrial District and shall no longer be subject to the provisions of sections 30-452.1 through 30-452.4 of the Code of the City of Richmond (2015), as amended, and that the same is included in the B-5 Central Business District and shall be subject to the provisions of sections 30-442.1 through 30.442.7 and all other applicable provisions of Chapter 30 of the Code of the City of Richmond (2015), as amended.

AYES: 9 NOES: 0 ABSTAIN: _____

ADOPTED: SEP 9 2019 REJECTED: _____ STRICKEN: _____

§ 2. That the rezoning set forth in section 1 of this ordinance shall be conditioned upon the compliance by the owner or owners with all of the proffered conditions contained in the agreement entitled “ZAC, LLC, Fulton Yard (Property B-1), Proffered Conditions,” dated February 20, 2019, and last revised July 31, 2019, a copy of which is attached to, incorporated into, and made a part of this ordinance. These conditions, having been proffered by the owner or owners and accepted by the City, shall continue in full force and effect until a subsequent amendment to the City’s zoning ordinance changes the zoning of the parcel rezoned by this ordinance and specifically repeals such conditions.

§ 3. This ordinance shall be in force and effect upon adoption.

A TRUE COPY:
TESTE:

City Clerk

City of Richmond

900 East Broad Street
2nd Floor of City Hall
Richmond, VA 23219
www.richmondgov.com

Item Request

File Number: PRE.2019.302

RECEIVED

JUL 15 2019

~~O & R REQUEST~~

4-8942
JUN 26 2019

OFFICE OF THE CITY ATTORNEY

O & R Request

Office of the
Chief Administrative Officer

DATE: June 21, 2019

EDITION: 1

TO: The Honorable Members of City Council

THROUGH: The Honorable Levar M. Stoney, Mayor (Patron: Mayor, by Request)
(This is no way reflects a recommendation on behalf of the Mayor)

THROUGH: Selena Cuffee-Glenn, Chief Administrative Officer

THROUGH: Sharon L. Ebert, Deputy Chief Administrative Officer for Economic Development and Planning

FROM: Mark A. Olinger, Director, Department of Planning and Development Review

RE: To rezone the property known as 201 Orleans Street from the M-1 Light Industrial District to the B-5 Central Business District (Conditional).

ORD. OR RES. No. _____

PURPOSE: To rezone the property known as 201 Orleans Street from the M-1 Light Industrial District to the B-5 Central Business District (Conditional).

REASON: The applicant is requesting to rezone the 2.6 acre parcel from the M-1 Light Industrial District to the B-5 Central Business District (Conditional) in order to allow the redevelopment of the property as a mixed-use development containing approximately 216 residential units and commercial space.

RECOMMENDATION: In accordance with the requirements of the City Charter and the Zoning Ordinance, the City Planning Commission will review this request and make a recommendation to City Council. This item will be scheduled for consideration by the Commission at its September 3, 2019, meeting. A letter outlining the Commission's recommendation will be forwarded to City Council following that meeting.

BACKGROUND: The subject property consists a 2.6 acre parcel of vacant land located in the Greater Fulton Neighborhood and the Riverfront Station areas of the Pulse Corridor Plan. Additional property associated with this development is located in Henrico County.

The City of Richmond's Pulse Corridor Plan designates the subject property for Industrial Mixed-Uses. Industrial Mixed-use areas are traditionally industrial areas that are transitioning to mixed-use due to their proximity to growing neighborhoods, but still retain industrial uses. Non-industrial use buildings should have street-oriented facades with windows and door openings along street frontages. New light industrial uses are compatible with residential and office uses. New driveway entrances prohibited on principal streets and minimal driveway entrances allowed on secondary streets. Vehicular access to parcels should use alleys where possible. Parking lots and parking areas should be located to the rear of street-facing buildings. Streetscape accommodates truck access but allows for multi-modal uses. The B-5 Central Business District can be consistent with this designation and accommodate an appropriate mix of uses for the area.

The Applicant proposes to rezone the property from M-1 Light Industrial District to B-5 Central Business District to allow a mix of commercial uses and approximately 216 multi-family dwelling units. Approximately 6,200 SF of commercial/retail space is proposed to allow uses such as a restaurant, coffee shop, or specialty grocery store. An eleven-foot wide sidewalk together with a seven-foot extension for trees, benches, and bike racks are planned along Orleans Street. New on-street parking is proposed for Orleans Street and 37th Street. The development of this property is intended as one component of the complete complex including the property located within Henrico County.

The properties located to the north, across Orleans Street, contain the Manchester Industries manufacturing plant and the Strategic Telecom Supply and Solutions distribution center on properties zoned M-2 Heavy Industrial. To the east, across South 37th Street is a vacant parcel owned by the Richmond Redevelopment and Housing Authority. To the west, across the rail line and East Main Street are parking lots on property zoned M-2 Heavy Industrial. The vacant property to the south is located in Henrico County.

FISCAL IMPACT / COST: The Department of Planning and Development Review does not anticipate any impact to the City's budget for this or future fiscal years.

FISCAL IMPLICATIONS: Staff time for processing the request; preparation of draft ordinance; and publishing, mailing and posting of public notices.

BUDGET AMENDMENT NECESSARY: No

REVENUE TO CITY: \$1,700 application fee

DESIRED EFFECTIVE DATE: Upon adoption

REQUESTED INTRODUCTION DATE: July 22, 2019

CITY COUNCIL PUBLIC HEARING DATE: September 9, 2019

REQUESTED AGENDA: Consent

RECOMMENDED COUNCIL COMMITTEE: None

CONSIDERATION BY OTHER GOVERNMENTAL ENTITIES: City Planning Commission
September 3, 2019

AFFECTED AGENCIES: Office of Chief Administrative Officer
Law Department (for review of draft ordinance)
City Assessor (for preparation of mailing labels for public notice)

RELATIONSHIP TO EXISTING ORD. OR RES.: None

REQUIRED CHANGES TO WORK PROGRAM(S): None

ATTACHMENTS: Draft Ordinance, Application Form, Applicant's Report, Proffers, Exhibit 1.1, Exhibit 2, Survey, Map

STAFF: David Watson, Senior Planner, Land Use Administration, 804-646-1036



Application for **REZONING/CONDITIONAL REZONING**

Department of Planning and Development Review
Land Use Administration Division
900 E. Broad Street, Room 511
Richmond, Virginia 23219
(804) 646-6304
<http://www.richmondgov.com/>

Project Name/Location

Property Address: 201 Orleans Street (part) Date: Feb 19, 2019
Tax Map #: E00011450001 (pt) Fee: _____
Total area of affected site in acres: 2.65 +/- acres

(See **page 6** for fee schedule, please make check payable to the "City of Richmond")

Zoning

Current Zoning: M2 Light Industrial
Existing Use: Vacant and Rail Line ROW

Proposed Zoning/Conditional Zoning

(Please include a detailed description of the proposed use and proffers in the required applicant's report)
Requesting conditional zoning. See attached applicant's report for details.

Existing Use: Vacant

Is this property subject to any previous land use cases?

Yes No If Yes, please list the Ordinance Number: _____

Applicant/Contact Person: Ann Neil Cosby and Adena M. Patterson

Company: McGuireWoods LLP
Mailing Address: 800 E Canal Street
City: Richmond State: VA Zip Code: 23219
Telephone: (804) 775-7737 and 804-775-7764 Fax: ()
Email: acosby@mcguirewoods.com and apatterson@mcguirewoods.com

Property Owner: CSX Transportation Inc.

If Business Entity, name and title of authorized signee: Raf Birkholz, Director

(The person or persons executing or attesting the execution of this Application on behalf of the Company certifies that he or she has or have been duly authorized and empowered to so execute or attest.)

Mailing Address: 500 Water Street
City: Jacksonville State: FL Zip Code: 32202
Telephone: () Fax: ()
Email: _____

Property Owner Signature: [Signature]

The names, addresses, telephone numbers and signatures of all owners of the property are required. Please attach additional sheets as needed. If a legal representative signs for a property owner, please attach an executed power of attorney. Faxed or photocopied signatures will not be accepted.

**REZONING REQUEST
CITY OF RICHMOND
APPLICANT'S REPORT
FULTON YARD (PROPERTY B-1)
TAX MAP #E0001145001**

INTRODUCTION

For more than 250 years, Richmond's east riverfront around Rocketts Landing was a thriving commercial area centered around a transportation hub that utilized both river and rail. In 1607, Captain Christopher Newport landed in the area which was already an established Native American village. Two years later, "Powhatan Hill" was purchased by Captain John Smith, and the area developed into a bustling port community where colonists lived and worked along the bend in the James River which eventually gave the City of Richmond (the "City") her name.

In 1730, Robert Rocketts began operating a ferry from the growing riverfront village, transporting goods between the north and south sides of the James River. With commerce and the local population increasing, "Rocketts Landing" became one of the busiest inland ports in America. As more merchants and tenant laborers moved in, neighborhoods sprang up around and up the hill from Rocketts Landing, gradually growing into the thriving Fulton and Fulton Hill neighborhoods. As housing demand increased, large lot development gave way to more dense urban neighborhoods with recreation fields, churches, and commercial areas.

The Industrial Revolution saw the C&O Railroad complete a rail line from Richmond to Hampton Roads (the "Peninsula Line"), and with it the evolution of Rocketts Landing and the surrounding area from river to rail-based commerce center. In 1900, the C&O Railroad Fulton Freight Yard ("Fulton Freight Yard") was built to support the Peninsula Line. The Fulton Freight Yard was a long curved yard with approximately 35 tracks, including the switching tracks, and a 26-stall roundhouse, which was built in three stages from 1900 to 1930. This area included a number of accessory rail uses such as coal and water facilities to serve the steam engines.

By the 1920s, most of the port traffic at Rocketts Landing had been replaced by a growing network of railroads and road networks. In particular, State Route 5 (Old Osborne Turnpike/New Market Road), continued to serve as a major transportation link between Richmond and Williamsburg. Since the early 1600s, Route 5 had served as the overland connection between mills, ordinaries, and ferry landings located on the bank of the meandering James River. While businesses in Rocketts Landing transitioned from commercial industrial/manufacturing uses to a mix of uses, the Fulton neighborhood continued to thrive as a tight-knit African-American community. The neighborhood had supermarkets, movie theaters, restaurants, social clubs, and two historic black churches. Fulton was at the eastern end of the

City's street car line, and served as a transportation hub to access the line into downtown Richmond. As decades passed, the area waned and suffered from devastating flood damage. Ultimately, the City razed large portions of the Fulton neighborhood and relocated most of its residents.

By the 1970s, the remaining old buildings in the area of the Fulton Freight Yard and Rocketts Landing were abandoned while a number of newer warehouses occupied parts of the acreage. On the nearby CSX property, the railyard roundhouse was demolished in 1970 and most of the tracks that served the Fulton Freight Yard were removed. While the main lines (including the Peninsula Line) and associated side tracks remain active, CSX has determined that it has no use for several of its properties in the area. After decades of railroad-related use, these industrially zoned properties are now brownfield sites that must be rezoned to allow other uses.

In 2001, the City adopted a new Master Plan followed by new zoning districts intended to create a vibrant and productive vision for the Rocketts Landing area. In 2005, the development of the "Village at Rocketts Landing" began in earnest, with the first businesses and residents arriving in 2007. Since then, other business have moved into the area, and new communities, including the Villas at Rocketts Landing, have sprung up. In 2012, the City adopted the "*Richmond Riverfront Plan*" (the "Riverfront Plan") which recommended a vision for Rocketts Landing of "incremental redevelopment of under-utilized parcels and languishing former industrial sites ... [for] mixed-use, with an emphasis on street level retail, where appropriate."¹ The Riverfront Plan states that a "fundamental emphasis of redevelopment along the Riverfront is to intensify pedestrian activity at street level through infill development with sufficient density to be an attractor and destination of activity."²

In 2017, the City adopted the "*Pulse Corridor Plan*" (the "Pulse Plan") to "support a walkable urban environment" around the newly developed Pulse bus rapid transit ("BRT") stations "through the adoption of principles, goals and recommendations."³ The East Riverfront Station and the Orleans Station areas are described in the Pulse Plan as having "an abundance of vacant and underutilized property that could be ripe for redevelopment."⁴ The City's vision and recommendations for the development of the area provide a framework so that "compact and mixed," "connected," and "thriving and equitable"⁵ development will occur.

In the tradition of the Rocketts Landing and Fulton communities of the past, and with an eye towards re-establishing strong pedestrian-oriented commercial and residential uses that

¹ Riverfront Plan, p. 11.

² Riverfront Plan, p. 11.

³ Pulse Plan, p. VI.

⁴ Pulse Plan, p. 119.

⁵ Pulse Plan, p. 124.

support Riverfront activity, Fulton Yard will complement the new sense of place that has re-emerged along the bend in the James and which remains at the “end-of-the-line.”

PROJECT DEVELOPER

ZAC, LLC (“ZAC” or the “Applicant”) is a wholly owned subsidiary of Zimmer Development Company (“ZDC”). ZDC is a family-owned development company based in Wilmington, N.C. “Since its creation, ZDC and its affiliates have developed over 245 projects in over 140 cities with over 8,000,000 square feet of retail space and over 8,300 multi-family beds, valued in excess of \$3,000,000,000.”⁶

THE “FULTON YARD” PROJECT

ZAC is proposing to develop a total of 20+ acres, currently owned by CSX, for retail, office, and multi-family uses. The “Fulton Yard” development will be located on three separate sites comprised of a single or assembled parcels. Each of the three sites will be developed with a different mix of uses but with a uniform development plan and design.

One site (“Property A”) is located entirely in the City of Richmond. The largest site (“Property C”) is located entirely in Henrico County, Virginia (the “County”). The third site is bisected by the City/County line (defined as “B-1” on the City side and “B-2” on the County side). TAB F⁷ of this Application identifies Property A, Property B, and Property C. While the three sites are non-adjacent, they will all be developed as one cohesive and inter-dependent mixed-use development. All of the project parcels are located adjacent to the CSX rail line and all are currently zoned for industrial use. Each parcel will require a rezoning by the Richmond City Council (or the Henrico County Board of Supervisors for the County parcels) in order for the development to occur.⁸

The Project’s name “Fulton Yard” is intended to reflect the history of the Greater Fulton area and the 70 year history of the rail freight yard. The Fulton Yard development is designed and developed with the unified theme of placemaking through the four themes of History, Passage, Sense of Place, and Adventure. Architectural features of the properties reinforce the themes through material, landscaping, graphics, and scale.

The location of Fulton Yard near the City’s Orleans Pulse BRT station, the Capital Trail, and the James River, provides for walkable access to multiple forms of transportation. The architecture draws from the industrial past while creating an inviting place to work, play, and

⁶ <https://www.zdc.com/about/>

⁷ Previous TABs contain other application materials that are not referenced in this document.

⁸ While Property B-2 and Property C are not located in the City and are not part of this Application, they are sometimes referenced herein for clarification and where necessary to provide a complete understanding of the Project as a whole.

live. ZAC has placed a high priority on the pedestrian experience. Gracious, tree-lined sidewalks (reminiscent of the Fulton neighborhood in the past) with bike racks and benches integrate street and building. Commercial space with deep overhangs creates lively outdoor living spaces while street-oriented first floor apartments with small garden patios provide a sense of livable human scale. Roof terraces capitalize on views of the river and skyline beyond.

Heavily landscaped amenity spaces promote outdoor living through several architectural features. The pool plaza will have grills and games courts. Additionally, bike and watercraft storage will be available to residents. The focus on outdoor living carries into the apartments themselves in the form of an “urban mudroom,” a place to unload and store outdoor gear. Collectively, the design and environmental amenities will tie the area together as an active, accessible, attractive area.

DEVELOPMENT OF PROPERTY B-1

Property B is a 5.65 acre parcel fronting on Orleans Street between the CSX railroad on the west and 37th Street on the east. Property B is bisected by the City/County line. Approximately 2.65 acres (“Property B-1”) is located in the City and the remaining 3.0 acres is in the County of Henrico (“Property B-2”). Property B is located across the street from the Manchester Industries manufacturing plant and the Strategic Telecom Supply & Solutions distribution center. Property B is currently vacant.

PROPOSED USE

The Applicant proposes to rezone the Property B-1 from M-1 to B-5 to allow a mix of commercial and multi-family (one and two bedroom) units as shown on TAB G. The property has been designed with a boulevard entrance from Orleans Street, flanked by two L-shaped buildings. Property B-1 is proposed to provide approximately 180 residential units in two five-story buildings. Approximately 3,100 square feet of commercial/retail space is proposed for each of the building’s “street corners” to allow uses such as a restaurant, coffee shop, or convenience store. Each building is designed with a breezeway connecting Orleans Street to the parking lot, residential uses, access to the commercial uses, and the remaining portion of the Property B on Property B-2.

An eleven-foot wide sidewalk together with a seven-foot extension for trees, benches, and bike racks are planned along Orleans Street. Not only will the wider sidewalk provide a better pedestrian experience, it will allow the buildings to be setback from further from the street. The boulevard entrance will include diagonal parking, intersecting with a new drive aisle from 37th Street to create a street grid. New on-street parking is proposed for Orleans Street and 37th Street. The internal cross street is designed to imitate an internal street scape with parallel parking spaces and a designated Uber/rideshare waiting area. Electric car charging stations are also proposed.

While the residential/recreational amenities (including a dog park) are located on the Property B-2, the development is intended to operate as a part of a complete complex.

ELEVATIONS/ARCHITECTURE

The buildings proposed to be constructed on Property B-1 will be similar to those shown on TAB H. The architecture of the Fulton Yard development, in particular, draws inspiration from the four themes of History, Passage, Sense of Place, and Adventure.

The form of the residential buildings on Property B-1 takes its cue from the adjacent CSX railroad and the James River, which has shaped the neighborhood's past and present. Upper floors sit atop a recessed, largely transparent base, like a rail car on top of its frame and axles. The wood elements evenly spaced between two metal channels evoke the rhythm and pattern of the nearby wood and iron rail tracks. Exterior building materials reflect the industrial history of the area and will include architectural grade metal panels, fiber cement siding, wood, glass, and painted metal railings. Other materials may be used for trim or design elements.

Breezeways at the ground floor, connecting parking to retail spaces, provide a sense of openness and motion through the sites. A connection to Historic Fulton is celebrated and remembered through naming of streets, public art, and in adjacent railroad trestle underpasses.

TRESTLE

Property B adjoins the train trestle over Orleans Street. This trestle is currently an unsightly bridge structure that obstructs safe movement of pedestrians from the Williamsburg Road area to the James River, the Pulse transit stop, and Rocketts Landing.

The Applicant recognize that success of its development on the Property B and connection to the Property A is tied to aesthetic and functional improvements to the trestle. While the trestle itself cannot be moved or enlarged, the addition of improved sidewalks new under the trestle, lighting and cleaning and painting the trestle structure and supports will allow secure passage of pedestrians, cyclists, and cars to pass under the trestle. More sculptural concepts have been included in the application as possible improvements but only with the approval of CSX and if funding is provided from other sources. See TAB I for possible trestle improvements.

LANDSCAPING

Landscaping for Property B-1 shall satisfy and will typically exceed, the City's zoning requirements. Street trees will be provided along Orleans Street to create a visual rhythm that can be continued when other properties in the area are redeveloped. The interior of property will be landscaped along the boulevard entrance and the internal street. Additional landscaping

around the outer boundary will serve as a buffer to the railroad and adjacent industrial buildings. See TAB G for landscape concepts.

UTILITIES/PUBLIC FACILITIES

Public water, sanitary sewer, and gas are immediately available to Property B-1. See TAB J for a graphic showing the locations of the existing public utilities. As part of the analysis for Fulton Yard, a number of other public facilities were evaluated. See TAB K for a map of schools and libraries, TAB L for parks and recreation areas, and TAB M for police, fire, and rescue facilities.

FLOOD PLAIN/STORMWATER/DRAINAGE

Property B-1 will be designed to meet the 2014 Virginia Stormwater Management regulations addressing stormwater quality and quantity, as may be required. The existing storm sewer system in the area will serve as the outfall to the James River, but there will be an internal storm drain system installed. It is possible some on-site detention will be required.

VIEWSHEDS

It is recognized that the proposed development would be located in the valley below the historic Church Hill neighborhood and Libby Hill Park. The view from Libby Hill Park is said to so closely resemble the view of Richmond on the Thames in England that it gave the city its name. With these historic viewsheds in mind, ZAC has intentionally sought B-7 zoning for Property A and B-5 for Property B-1. While the Pulse Plan anticipates heights from two to eight stories in this area, the B-7 and the B-5 zoning districts are both limited to five (5) stories. As reflected on the photo simulations at TAB N, the proposed development will have negligible impact on the views of the James River from Libby Hill Park, and also from Chimborazo Park, which also has important viewsheds.

LAND USE ANALYSIS

COMPREHENSIVE PLAN

The requested change in zoning for Property B-1 from M-1 to B-5, is consistent with and furthers the goals of the City's Master Plan. The Pulse Plan designates Property B-1 as "Industrial Mixed-Use."⁹ The Industrial Mixed-Use category is for areas where "traditional industrial" uses are "transitioning to mixed-use due to their proximity to growing

⁹ Pulse Plan, p. XII. While this category generally recommends B-7 or the new "transit-oriented nodal development district ("TOD-1") adopted by Richmond City Council on September 25, 2017, B-5 zoning is similar to B-7 most relevant respects, except B-5 does not require the same 1:1 parking requirement for residential units. This means the development of Property B-1 may actually occur in a manner that takes advantage of and promotes the various alternative transportation opportunities for the site, particularly its proximity to the Pulse Orleans Station.

neighborhoods.” Density is proposed at three to eight stories, with primary uses of “industrial, multi-family residential, office, retail, and personal service.”¹⁰ Buildings should have street-oriented facades with windows and doors opening to the street and parking areas located to the rear.¹¹ The proposed development of Property B-1 is consistent with the vision of the City’s plan. In addition, buildings will face Orleans Street and parking will be located in the rear of the site in keeping with the Pulse Plan design criteria. The streetscape will accommodate truck access but allows for multi-modal uses.¹²

As part of the development of the Pulse Plan, the City of Richmond conducted a week-long charrette to examine the Orleans Street Station in detail. This charrette resulted in a “Station Area Vision” which was intended to assist with the development of the area and linkages to the Fulton neighborhood (east of Property). From the charrette, the City developed a cross section view (the “Orleans Sections”) to illustrate how new development might appear at specific heights and forms. The Orleans Sections show medium-scale, mixed-use buildings (4-6 stories), oriented around existing streets with upper stories above the CSX trestle to capture the river views.¹³ The development of Property B-1 has been designed in a manner that is consistent with the vision for this particular property as set forth in the Pulse Plan. Due to the narrow depth of Property B-1, and the desire for a walkable area that takes advantage of the nearby Pulse station, the uses and development requirements of the proposed B-5 district are better suited, yet still consistent with, for the proposed development.

With regard to the Orleans Station area, the Applicant has sought to address, to the extent possible, other relevant criteria in the Pulse Plan, including the following:

- Improve and integrate public art at the Orleans/CSX Railroad.
- Coordinate with Henrico County to create a cohesive approach for development around the Orleans Station.
- Encourage and support infill development on underutilized parcels in the Orleans Station Area.
- Recreate a street grid in the industrial area. Add new roads as development occurs in the block bound by the CSX railroad, Williamsburg Avenue, Nicholson Street, and Orleans Street.

¹⁰ Pulse Plan, p. 30. Given the size and dimensions of Property B-1, it would be practically infeasible for the property to be developed to accommodate any “industrial use” contemplated by the B-7 – Mixed Use Business district. The property is suited, however, for the mixed use proposed.

¹¹ Pulse Plan, p. XIII and 125.

¹² Pulse Plan, p. 30.

¹³ Pulse Plan, p. 128. The charrette did not anticipate industrial use for this property.

- Improve pedestrian connections throughout the neighborhood with paths connecting Fulton Hill to Historic Fulton and pedestrian access to the waterfront at the end of Orleans Street and Nicholson Street.
- Require developers to improve the streetscape of Orleans Street, per the streetscape design guidelines, as parcels redevelop.

TRAFFIC

Timmons Group has been engaged to analyze traffic impacts in the area. Once this analysis is complete, it will be provided as part of this Application.

WALKABILITY AND TRANSIT ELEMENTS

Walkability and access to transit are key components of the Pulse Plan, particularly as part of the Riverfront Station Vision for the terminus station at Orleans Street. In designing Fulton Yard, ZAC has focused on ensuring there are multiple ways to access transit opportunities and establish a walkable environment. There are pedestrian, bike, and transit access points to and from each part of Fulton Yard. Wide walkways (11-15 feet wide) along the frontage of each part of the Fulton Yard development encourage walkability and outdoor living. Additional sidewalk widths accommodate landscaping, lighting, and street furniture. These widths represent a comfortable pedestrian thoroughway that provides pedestrian safety, accessibility, mobility, and comfort. Interior portions of each site will also allow comfortable and safe passage with designated ways and sidewalks.

Fulton Yard is advantageously located within a ten-minute walk from the Pulse Station at Orleans.¹⁴ The Pulse Plan uses the 10-minute walk as the measurement of the walkshed to access a Pulse Station. Property B-1 is only a 3-minute walk to the Orleans Pulse Station but hindered by the unsightly Orleans Street railroad trestle. As part of the pedestrian network improvements and to facilitate use of the transit system, the Applicant desires to improve the aesthetics and the function of the underpass by improving the sidewalks under the trestle, cleaning and painting the trestle structure, and provide new lighting. Property B-1 is also less than a 10-minute walk to reach the Capital Trail.

¹⁴ The five-minute walk (quarter mile) and the 10-minute walk (half mile) as walksheds have become a planning standard for new urban development. The 5-minute walk is the distance most people will willingly walk to reach a destination rather than using a car. The 10-minute walk is recognized as an acceptable distance when someone is walking to transit.

Overall, the Applicant has planned a number of design features to optimize transit options including:

- Access to the Pulse
- Access to the Capital Trail
- Uber Lounge and pick-up
- Electric car charging stations
- Pedestrian circulation
- Short and long-term bike parking

The Applicant is also willing to provide space for a future RVA bike ride share station should that program be expanded.

HOUSING AFFORDABILITY

The Applicant understands the need for providing affordable housing in the City. ZAC intends to include an “affordable housing component” that is acceptable to the City and the Applicant, as part of the development proposal.

HISTORIC AND CULTURAL RESOURCES¹⁵

The surrounding area has a rich, poignant, history that has seen the settlement, and sometimes alienation, of strong communities. As part of its application process, ZAC has surveyed the surrounding area to identify the historic and/or cultural resources which might be affected by the proposed development. The historic districts of Church Hill and Oakwood-Chimborazo are nearby. There are a few individual buildings in the City and within a 1.5-mile radius of the proposed Fulton Yard listed on the Virginia and National Register of Historic Places. Each has been identified below. For all of these locations, Fulton Yard would have minimal to no visual impact.

FULTON SCHOOL – The Robert Fulton School was built in 1917 in response to growing residential development in the City’s Fulton Hill neighborhood and as part of a major public school construction program initiated by Richmond School Superintendent Dr. J.A.C. Chandler. Designed by William Leigh Carneal, an architect of considerable importance in Virginia, the two-story school, with a four-column portico main entrance, sits atop Fulton Hill, making it visible from many vantage points in the City. The school’s name honors inventor Robert Fulton and the surrounding community, which derives its name from the once-prominent Fulton family. While Fulton Yard would likely be visible from the upper floors of the school (which is currently undergoing renovation as part of the Artisan Hill development), there are various intervening properties and two sets of tree lines between the proposed development and the school. While

¹⁵ The descriptions of the historic buildings are taken from the Virginia Department of Historic Resources web page at <https://www.dhr.virginia.gov/historic-registers/richmond-ind-city/>.

the project would be visible, it would have no adverse visual impact on the views from the school property.

ST. JOHN'S CHURCH/CHURCH HILL – The St. John's Church Historic District is popularly known as Church Hill, is an assemblage of 19th-century domestic architecture surrounding the colonial St. John's Church. The few houses erected on Church Hill in the late 18th century have all but disappeared. It was not until the early 19th century that the gradual growth created streets represents a variety of domestic styles, all in compatible scale and materials. Because the neighborhood was primarily middle-class, its houses are restrained compared to the mansions built downtown. Church Hill's deterioration in the first half of the 20th century was checked in 1956 with the formation of the Historic Richmond Foundation, which acquired and restored many of the houses, and was instrumental in having the city adopt a historic zoning ordinance in 1957. In 1991, the district boundary was expanded to include many of early-twentieth-century buildings in vicinity.

OAKWOOD-CHIMBORAZO – The Oakwood-Chimborazo Historic District is an example of early speculative residential development following the introduction of a trolley line; thus the district's linear shape, encompassing three neighborhoods—Chimborazo, Oakwood, and Glenwood Park. The Oakwood-Chimborazo district contains a significant collection of late 19th- and early 20th-century brick and frame dwellings that display an eclectic architectural mix of Late Victorian, Queen Anne, and Colonial Revival styles, alongside Victorian cottages and a few bungalow-style houses. Schools, churches, and corner stores enhance the visual dynamic of the district, which also includes three contributing cemeteries and three parks, one school, and 1,606 buildings. The Civil War-related sites of Chimborazo Hospital and Oakwood Cemetery also are part of the district. Many of Richmond's leading architects designed buildings here. For the most part the district reveals a high level of integrity and preservation. The significant growth of Richmond's African American middle-class is evidenced in the district's Evergreen Cemetery, established in 1891, and the transition of the area during the 1950s and 1960s into a largely black community.

ARMITAGE MANUFACTURING COMPANY, 3200 WILLIAMSBURG AVENUE – The 1900 two-story warehouse stands on the north side of Williamsburg Avenue in the City of Richmond. The industrial building consists primarily of two wings: one fronting onto the sidewalk along Williamsburg Avenue and one extending northeast to the rear. The earliest part of the building is the two-story and basement east end of the front wing, which was constructed in 1900 from designs by the Richmond-based architectural firm of Noland & Baskervill. The firm's design, which replaced an earlier building that was destroyed by fire, may be the first industrial building completed by the nascent firm. The Armitage Manufacturing Company (Armitage Co.) erected the plant where it produced building materials and roofing paper utilizing the coal-tar by-product from the City's Gas Works. The Armitage Co. occupied the building site from the late 1880s until 1913 when the company filed for bankruptcy and the property was sold at auction. In 1916,

the Fibre Board Container Co. (Fibre Board), manufacturers of corrugated shipping containers, occupied the building, expanding the original plant between 1924 and 1939. Fibre Board remained in the building until the late 1950s. By the 1960s, the plant closed and used mainly as warehouse storage. The building parcel is adjacent to the Chimborazo and Church Hill neighborhoods. The historic Fulton neighborhood, now demolished, formerly occupied areas to the east and southeast. The warehouse's location took advantage of the numerous transportation routes and modes in the area including the James River, Williamsburg Road, Route 5, and the tracks of the C&O and Southern (formerly the Richmond and York River Railroad) railroads. The warehouse is located across from the former City of Richmond (Fulton) Gas Works and historically was surrounded by other light industrial enterprises such as the Richmond City Mills and the industries at Rocketts.

WOODWARD HOUSE, 3017 WILLIAMSBURG AVENUE – Near the Armitage Manufacturing Company and below Libby Hill Park and Church Hill, this house is the last surviving structure from the once-bustling port of Rocketts Landing. Enlarged over the years from a two-room cottage, the house is believed to incorporate one of the oldest frame dwellings in the city. John Woodward, captain of the sloop *Rachell* and other ships operating out of the nearby port of Rocketts, occupied this wood-frame dwelling in the first two decades of the 19th century. The house is the only remaining building of the dockside neighborhood where ship captains and sailors, harbormasters and tobacco inspectors, tavern keepers and draymen, and assorted craftsmen and laborers once lived and worked. Much evolved and enlarged over the years, the house began before 1780 as a modest one-room cottage. Its present appearance was achieved by 1829 when the front two-and-a-half-story portion was added. Captain Woodward's house was spared a proposed demolition in 1974 and acquired by the Historic Richmond Foundation. It has since been sold and restored as a private residence.

ZAC, LLC

Fulton Yard (Property B-1)

Proffered Conditions

February 20, 2019
Revised May 20, 2019
Revised July 10, 2019
Revised July 25, 2019
Revised July 31, 2019

The Developer (the "Developer") in this zoning case, pursuant to §15.2-2298 of the Code of Virginia (1950 as amended) and the Zoning Ordinance of the City of Richmond, for themselves and their successors or assigns, proffer that the development of the Property known as City of Richmond Tax Map Number E0001145001 (201 Orleans Street) (the "Property") under consideration will be developed according to the following conditions if, and only if, the rezoning request for rezoning to B-5 is granted. In the event the request is denied or approved with conditions not agreed to by the Developer, the proffers and conditions shall immediately be null and void and of no further force or effect. If the zoning is granted, these proffers and conditions will supersede all proffers and conditions now existing on the Property.

1. **Design and Architecture.**

- A. Materials. Exterior wall materials shall be limited to architectural grade metal panels, fiber cement siding, wood, glass, brick, masonry, and/or painted metal railings. Other materials may be used for trim or design elements.
- B. Dumpster Enclosures. Concrete pavement shall be used for the refuse container pad and apron
- C. Landscaping and Streetscape Design Guidelines. The landscaping and streetscape on the Property not otherwise required by the zoning ordinance shall be developed in general conformance with Exhibit 1.1 titled "Site B, Fulton Yard," prepared by 3North, and dated May 15, 2019 (the "Master Plan"), and as generally shown on Exhibit 2, titled "Site Sections – Site B," prepared by 3North, and dated January 31, 2019.

2. **Open Space.** At a minimum, 10% of the Property (as calculated at the time of completion) shall be open space. Open space shall include, but not be limited to, features such as outdoor recreation and public meeting areas, play areas and associated equipment, landscaping, buffer areas, civic spaces, the pedestrian network, terraces, usable roof areas, exterior balconies, patios, and environmental features inclusive of floodplain, BMPs, and environmental features (provided the environmental features are used as a design feature or recreational amenity).
3. **Trestle Improvements.** The Developer shall provide the following minimum improvements to the railroad trestle over Orleans Street (the "Trestle") adjacent to the Property. All improvements are subject to the approval of CSX, owner of the railroad trestle.
 - A. Clean and paint the Trestle metal structure and walls (which may include a mural).
 - B. Install pedestrian and/or security lighting underneath and attached to the Trestle.

Developer shall perform all Trestle improvements in accordance with an agreement with CSX, which shall be recorded in the Circuit Court Clerk's Office for the City of Richmond. The agreement shall i) establish the time frame for completion of the Trestle improvements, which shall occur in no event later than one (1) year after a certificate of occupancy is issued by the City for the first building completed on the Property, and ii) may provide for improvements beyond those stated above, provided the City shall review and approve the terms governing such additional improvements, which are intended to be developed based upon input from the City and interested residents.

4. **Right-of-Way Dedication.** The Developer shall dedicate sufficient right-of-way to the City in order to create the proposed Orleans Street on-street parking and the pedestrian way.
 - A. Pedestrian Network.
 - i. A minimum eleven-foot (11') wide pedestrian way shall be constructed along the frontage of Orleans Street.
 - ii. A minimum five-foot (5') wide pedestrian way shall be constructed along the frontage of 37th Street.
 - iii. The first floor multifamily units shall have direct access to the pedestrian way adjacent to Orleans Street as shown on the Master Plan.

- B. The Developer shall add crosswalk markings to the Old Osborne Turnpike/Orleans Street signal, as permitted by the City of Richmond.
 - C. The Developer shall provide new and/or repaired sidewalks along both sides of Orleans Street under the Trestle.
5. **Severance.** The unenforceability, elimination, revision, or amendment of any proffer set forth herein, in whole or in part, shall not affect the validity or enforceability of the other proffers or the unaffected part of any such proffer.

CSX Transportation Inc.



BY: _____ **Shantel N. Davis**

ITS: _____ **Vice President, Real Estate
& Facilities Management**

PROPERTY B: ORLEANS STREET

LEGEND:

- Property Line
- Railroad Overpass
- Residential
- Residential over Commercial
- Residential over Amenity

NOTES:

- 01 Strategic Telecom Supply
- 02 PULSE Bus Stop
- 03 Manchester Industries

SITE FEATURES

B1 (B2 SIM): 108 Units Per Building

5 Stories

Level 1 - Partial Commercial - 3,228 SF

Partial Residential

Breezeway

Levels 2-5 - Residential

B3: 60 Units

5 Stories

Level 1 - Partial Amenity

Clubhouse, Fitness, Leasing

Partial Residential

Levels 2-4 - Residential

Level 5 - Partial Residential

Clubhouse & Roof Deck

TOTAL: 276 Units

PARKING:

Street Parking: 31 Spaces

City of Richmond Site Parking: 102 Spaces

Henrico County Site Parking: 151 Spaces

Total Parking: 284 Spaces

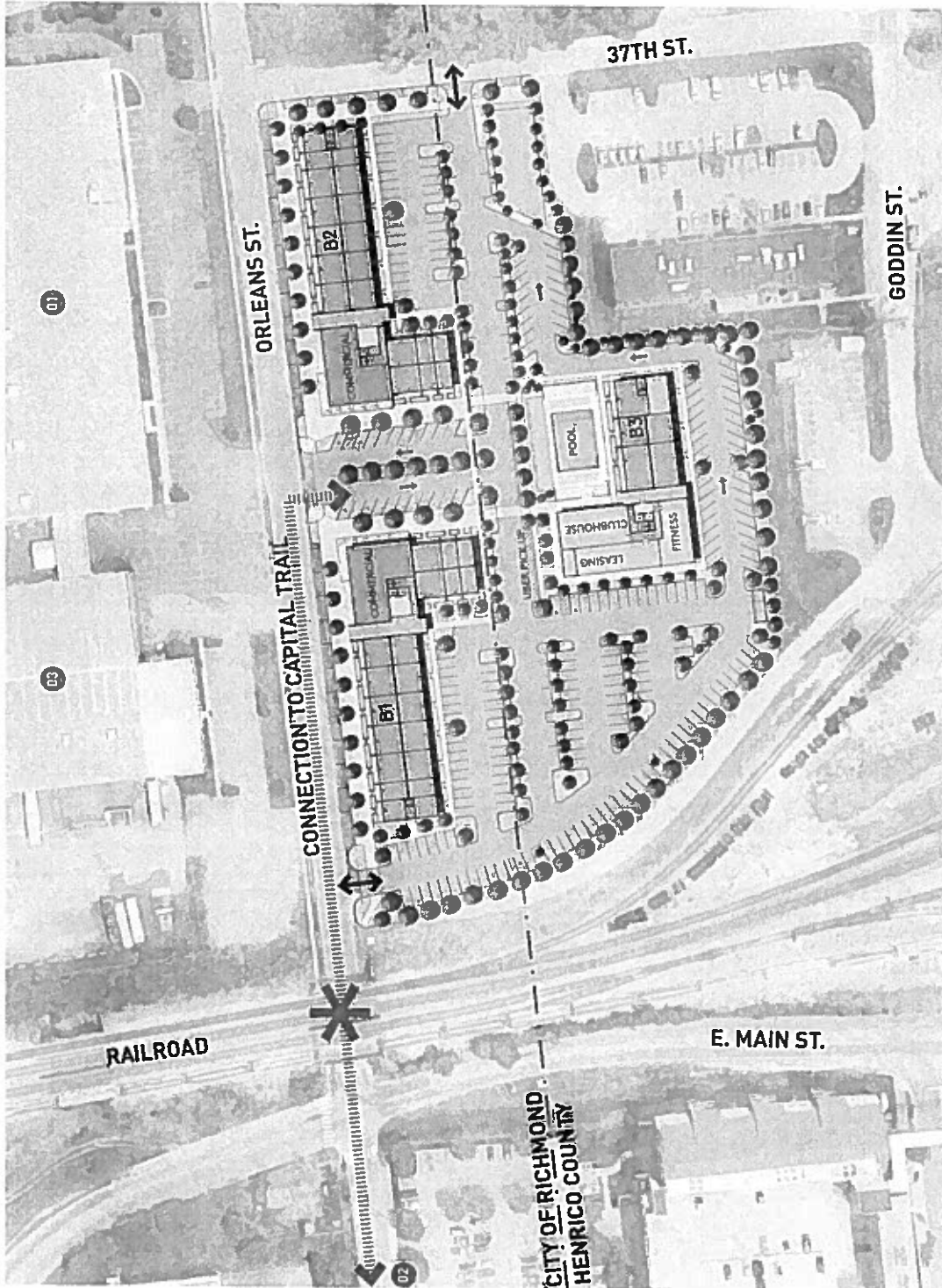
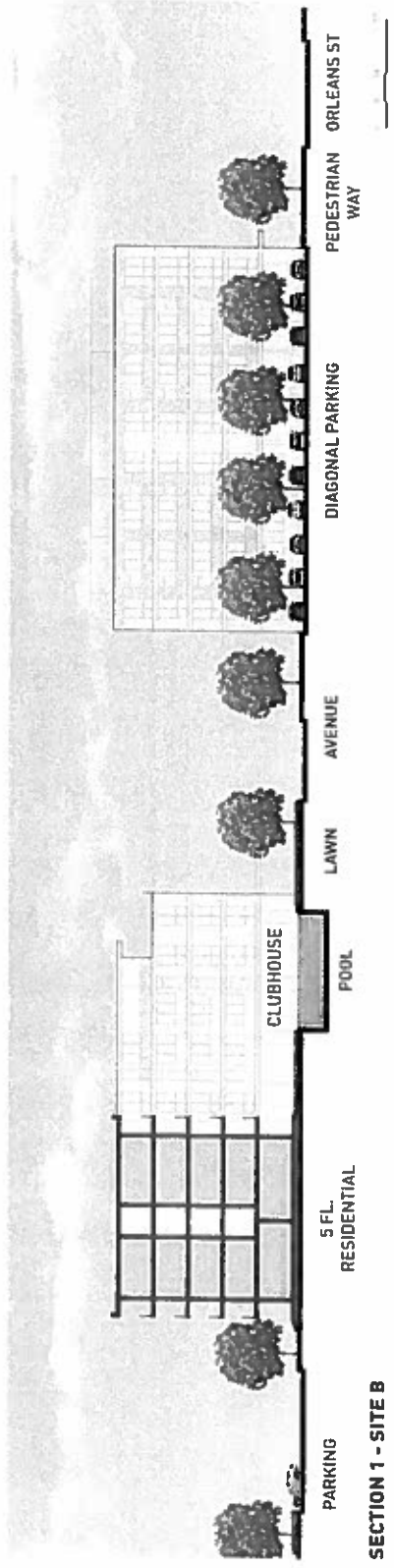


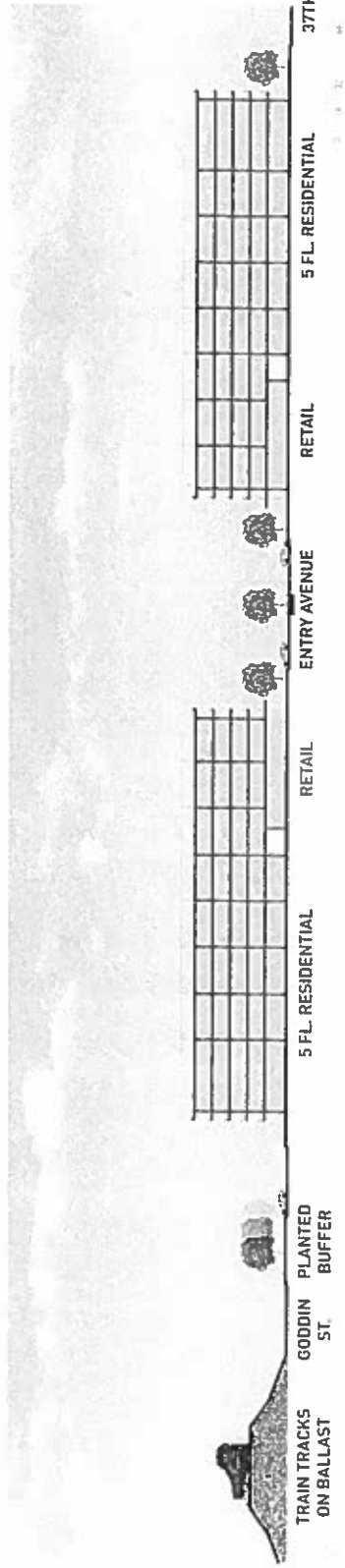
Exhibit 1.1

SITE B

FULTON YARD | MAY 15, 2019



SECTION 1 - SITE B



SECTION 2 - SITE B



SITE SECTIONS - SITE B Exhibit 2