

April 26, 2025

**Case Study for Reforming the Community Benefits Process  
For Arlington County Site Planning**

2480 S. Glebe Road, Hotel Pentagon Site Plan Amendment of April 2025

## **Summary**

ASF's [webpage on development](#) includes our longstanding view that the County "fails to capture the true cost of services and infrastructure in its planning process." It states that Arlington "fails to obtain from developers adequate community benefits in site planning, the main tool . . . for larger commercial and residential building projects. Theoretically, the County should negotiate community benefits commensurate with -- and mostly in the same area as -- the neighborhood in which the development is proposed."

Now, drawing on an egregious County Board adjudication of a site plan redevelopment of two older hotel/motels at 2480 S. Glebe Rd., referred to as "Motel Pentagon" in this paper (with more reference material on bonus density from an incredible award of bonus density to Amazon in 2022 in our annex), ASF has identified a number of problems with the County's site plan process and calls on Arlington County to:

1. overhaul its site plan process with regard to defining community benefits or "mitigations" of density awarded as part of property development or redevelopment;
2. reinstate the term "community benefits" in all Board Reports for applicable site plans;
3. clarify whether civic associations and/or neighbors can seek cash contributions and if yes, what is the scope of who may make requests and for what purposes;
4. Delineate a percentage of "community benefits" that are applied solely in the affected neighborhood;
5. Set upper limits on what developers can get and publish these at site plan inception;
6. ensure residents fully understand what counts as "community benefits" and bring affected residents into the site planning at the same time as LRPC, staff and the developer, ensuring residents understand the scope of legal and policy issues, as well as the approximate dollar value of the "community benefits" and bonus density at stake.

## Background

In the mid-1970's Arlington was one of the first places in the U.S. to adopt "Transit-Oriented Development," increasing zoning and land use to allow major additions of housing in two Metrorail corridors. It worked well. Arlington next adopted plans that projected future growth in each corridor/sector. While retaining low density residential and commercial areas, these new plans helped guide the change to more urban density along the corridors. To apply specific plan goals, for example in Rosslyn or Crystal City, the county instituted a "site plan process." Site Plans allow developers to "negotiate" (with staff and residents) modifications or "special exceptions" above the "by-right" zoning which doesn't need County Board approval. Special exception plans always result in higher yield for the developer on the affected site.

## Community Benefits Mitigate the Impact of Large Projects

**How "Community Benefits" are Derived.** The County Board must approve each site plan and major amendments. The developer must also offset the proposed exemptions with "Community Benefits" to mitigate the impact of this "extra" density on the neighborhood and/or Civic Association. The County sometimes also approves benefits they deem benefit the community more broadly but these 'distinctions are unclear and need sharpening.

County Manager [Schwartz said in 2022 as part of the Pen Place site plan for Amazon that "in addressing the impact of any project](#) where we look at mitigating payments, we work closely with county attorney and guidance from county board." **Schwartz said these kinds of negotiations date "to 2010 and the Crystal City Sector Plan, with a focus on housing, transportation and mitigating impacts of large projects."**

CPHD Senior Staff member Aaron [Schreiber](#) expanded on this in explaining the Motel Pentagon site plan to say [Section 15.5.9 of the Arlington Zoning Code \(ACZO\) allows the Board to approve bonus density but 'it must involve "affordable housing, sustainable design, and/or a community facility such as a library or school."](#)

**Where Can Community Benefits be Applied?** Recently, more areas have become "eligible" for site plan applications as the county has approved facilitating frameworks: including via "special" changes to land use (Special GLUP's), rezonings, rezonings with permits for certain uses, or new sector or area plans whose parameters are not well understood by residents.

Illustrating how high-density projects are now migrating beyond the transit corridors, the Arlington County Board on April 9 approved 531 housing units on a 5-acre site at 2480 S. Glebe Rd. (at I-395) in Green Valley (see also [ASF April 10 press release](#)). The historically-Black neighborhood is still quite diverse (52% White, 48% non-White or Latino). The Board ignored opposition by African-American leaders, neighbors, churches, the Arlington Civic Federation, and ASF. Among other problems, ASF is

highlighting the slipshod community benefits process.<sup>1</sup> It exposed chaos, with commissions, the Board, and the community floundering over what could be counted, how much would be sufficient, whether there were upper limits on any of the zoning exemptions granted, and whether benefits need to precede or follow site plan approval.

**What did the Motel Pentagon Developer Get?** The zoning exemptions awarded by the County for Motel Pentagon Site Plan go beyond what we usually see in other projects; they include:

- 60% lot coverage instead of 50%;
- minimum unit sizes to be reduced from zoning code requirements;
- more intense land use under the General Land Use Plan for one parcel;
- increase in base density from 133 units per acre to 400.<sup>2</sup>
- a "freebie" penthouse and a building of 85' that was ruled out in the area plan;<sup>3</sup>
- reduced parking ratios;
- reduced loading docks;
- exclusion of mechanical space from the density calculations.

Except for the height limits, ASF is not aware of any limits set on by code or by policy on these kinds of exemptions. For example, could a developer ask to receive 80% lot coverage and if not why not? If so, why? ASF believes most civic associations are unaware of even the height limitations. Therefore, negotiations have become lopsided with the community not even know how much they can bargain over with these exemptions.

**What Did Green Valley Get?** The neighborhood was right to expect HUGE benefits and focus – as Mr. Schwartz has said – “on housing, transportation and mitigating impacts of large projects.” The developer on April 9 proposed:

**Housing.** Rock CC agreed to provide 9 affordable housing units plus \$2 million to the county’s Affordable Housing Investment Fund (AHIF) for units offsite. ASF had written to the Board March 31 that it “agrees affordable housing can be a community benefit” but noted the county was overlooking its usual demand for a larger affordable housing contribution when land owners require GLUP changes to pursue redevelopment. The County Board rejected this argument and apparently had a closed session with its attorney to get more details. (This opacity undermines the legitimacy of the entire process.) ASF also argued that the new units will fall above median Black and Hispanic household incomes,

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<sup>1</sup> The benefits were outlined on p. 43 of the [final Board report of April 5, 2025](#) where “the applicant agrees to provide certain features, improvements, and amenities to mitigate the impacts of the proposed development on adjacent properties and the neighborhood” but this list was confusing and did not reflect actual community desires.

<sup>2</sup> Staff and the Board argued that base density was 400 units per acre but ASF disputes that calculation.

<sup>3</sup> One board member told ASF it was “okay” because the buildings were very far apart and the 85’ height stepped down to 45’. That is not what the area plan allows and it is insulting for the Board to throw out contorted excuses that allow shadowing over Lomax which is on the National Register of Historic Places.

further gentrifying Green Valley. Therefore, ASF disagrees with staff (and apparently the Board) who asserted that the project meets the County's Affordable Housing Master Plan objectives. Rev. Dr. Adrian Nelson, pastor of Lomax AME Zion Church told the Planning Commission that number of affordable units being offered out of 531 were "laughable and upsetting."

**Transportation.** The developer promises (p. 43) "new pavement, sidewalk, curb and gutter on street frontages" and a "transportation demand management program" that is not fully explained. They also promised traffic signal optimization, a slight lane alteration on 24<sup>th</sup> Rd. S., and an easement that allows future possible connection to exit onto S. Shirlington Rd. On April 9, the developer attorney also said Rock CC was providing a new bus shelter. These will not compensate for the higher levels of traffic generated by the site.

**Sustainability.** The developer's attorney Kedrick Whitmore specifically noted they were making the property less impervious and were building to LEED Gold standard, which the county has calculated as qualifying them for additional gross floor area (ASF agrees with this calculation). The developer is providing 1% above required tree canopy onsite as a benefit, but ASF and residents felt that was marginal.

In other presentations/documents, the developer agrees to some "streetscape improvements" at the housing complex and approximately 10,000 sqft. of open/green space that the developer says it will maintain and guarantee public access. Several members of the Black community expressed doubts; a resident of Halls Hill said the project would build a new "segregation wall like the one built in her area years ago to keep out Black residents. Rock CC committed to build a gate to prevent tenants from straying into the church cemetery, and made a pledge to "try and avoid" construction noise during funerals. They pledged a 10-year \$2,500 annual contribution to Green Valley Heritage Days, and said they would contribute some lights in the town square. There was discussion of a one-time donation of \$50,000 to Lomax Children's School and a contribution to public art highlighting the church's importance. The developer also promised an "installation of an in-building wireless first responders' network."

## Who Really Benefits?

In Green Valley, many observed that the benefits touted by the developer and staff were accruing mostly or fully to the benefit of NEW residents of the redevelopment. Namely:

- [Green Valley resident Frederick Craddock](#) told the Board that the developer has the option to pay into AHIF and thus locate most affordable units outside Green Valley;
- Craddock also indicated that the 9 units being provided didn't meet community needs which are at the 40-60% AMI level, a claim backed by the county's own data and ASF.

- CivFed Board Member Giacobbe observed: “Looking at open space, it’s not proportional to the redevelopment size or the amount of bonus density proposed.
- And while LEED sustainability standards are benefits to the county at large, the residents of Green Valley noted it didn’t help them cope with the gentrification, the new traffic, the lack of a community center, the building that will tower over a church on the National Register of Historic Places, or other needs long ignored.
- Rev. Dr. Nelson told the Planning Commission on March 24, “What I will say is there are very few community benefits for the people of green valley and Lomax. “It’s like someone is building a house, and they build a driveway and you act like the driveway benefits you.”
- Rev. Nelson also said “we have searched for what the real community benefits are, and what we see are things that benefit the county and not the church or this community.”

In light of the resounding criticisms that preceded the Board meetings and resurfaced April 5 and 9 (the Board held two sessions before voting), Board member Spain asked Mr. Whitmore how the applicant had engaged with the community. Whitmore agreed that some residents said certain items were “not a benefit for us” but he noted “I’m not going to say what is [a benefit] [to whom], I’ll just tell you what we are doing. I don’t want to presuppose what is of value to the community.” **This statement should have voided the site plan amendment because the deal requires appropriate compensation or mitigation, as per the comments of the County manager in April 2022 and the explanations of senior CHPD staff with regard to this project.** A developer who “cannot presuppose what is of value to a community” should not get plans approved.

ASF also believes that if we put a dollar value on the community benefits proposed as of March 24, it would not even approximate the value gained in development potential. See attached appendix for a relevant discussion of an effort made to assess a site plan tradeoff during the negotiations over Pen Place for Amazon in 2022. And the value of the benefits added by the developer after that date to secure Board approval would not amount to the revenue from even one 2-bedroom apartment (projected by the developer at approximately \$2600/month) for a projected 50-year lifetime of this development. Therefore, ASF is asking the County to start revealing the values of each side’s benefits as a way to restore trust in the process. Below we outline a host of other problems.

## Timing

**Developer Sunk Costs Preclude Real Dialog.** The Community benefits often are not agreed until after the developer has defined the site layout/architecture/landscaping at great cost. This – along with civic associations not fully knowing the degree of latitude the Board has regarding the zoning exemptions -- preempts communities from effecting any substantial changes or reducing levels of density or massing they see as excessive. Furthermore, the real scope of benefits does not emerge until the site plan process is advanced. The number of affordable units at Pentagon Motel was really only known in February/March with no input from Green Valley that ASF can point to, when staff and

the developer settled on 531 units (with 7 affordable onsite. By April 5 and the first Board meeting, the developer offered 9 affordable onsite, plus \$2 million in AHIF funds, but there was really no scope for the community to alter these outcomes. The timing issues themselves broke trust on this project.

**Key VDOT Studies Omitted.** Concerns by the community about major traffic increases at Motel Pentagon were sidelined by a study done by the developer (who has a financial interest in projecting limited impacts). Board members who seemed concerned about future traffic – instead of voting to delay until VDOT could review the latest plan – settled for the developer's lesser offer of more frequent studies ex post facto, when any changes will be impossible.

**Design Cost Trumps Road Safety and Congestion Concerns.** More egregious, county staff and the developer told the community up through late March that VDOT had forbidden retaining curb cuts to allow traffic outlets from the site onto S. Glebe, which was a main request from residents fearing 24<sup>th</sup> Rd. will become impassable. We learned only on April 4 that was false. Staff then told the Board that if the county wanted to get VDOT inputs, the developer might have to alter design or incur new costs, effectively shutting down the debate. That is unacceptable.

**Developer Financing Fakeout?** Likewise, the County seemed cowed by a theoretical financing deadline raised by the developer, leading to a nonsensical “postponement” of the vote by a mere four days (from April 5 to April 9), not enough time to make any real changes to the benefits or the proposed density or massing.

**Hidden Threat of Developer Lawsuit.** Finally, ASF also heard an account that the Board feared a lawsuit by the developer – explaining the four-day delay that was otherwise so puzzling, -- but if this threat was real, it was never shared with the public who had every right to know and argue for adjusting timelines to reflect their own pressing concerns. Can the residents also sue the county board if the project is approved prematurely without their input? If not, why is that power only afforded to those who are making a profit off site plan giveaways?

**Deliver Mitigations Up Front.** There is also a disconnect with the developers receiving immediate benefits of higher land value – ones they can go out and market right to others – while community benefits may lag for years. With Motel Pentagon, CC Rock will be able to pursue a \$300 million project, with 531 units pulling in at least \$2300/month for the life of the structure as of April 9. This “potential value” can be sold with immediate effect at immense profit, even with no new development by Rock CC. On the flip side, no one gives urgency for community benefits; some will come once the building is occupied, some will come in ten years (donation to the Heritage Days for example). ASF made this point about Pen Place (see Appendix) where Amazon got the immediate potential yield while Arlington residents would have to wait four years or more for the new Arlington Community High School (ACHS). No serious negotiator would take these kinds of deals.

On Motel Pentagon, [one Board member asked what fixes could be made if the developer's traffic studies prove incorrect](#). The developer promised “monitoring” as is required with all site plans and mentioned that “additional mitigations could be put in place” but there is no obligation as the Board did not impose any additional site plan conditions and the community has no recourse once the density is added. Other board members lamented but failed to act on insufficient mitigations: [Board Member Spain said](#) “there’s some work we need to do” so people “can feel it in the neighborhood” and Board member Coffey said we should be asking what Arlington, not the developer, should be doing for Green Valley, but no tangible commitments followed.

## **Miscellaneous Problems**

**Passing the Buck.** County staff and one of the Planning Commissioners blamed State government for restrictions on Arlington’s affordable housing program, which they claimed limited this project to fewer than 2% affordable units. While it is true that the State allows developers to put affordable units onsite, or pay into AHIF for units elsewhere in Arlington, and the county cannot control that, in this particular case, ASF and others in Green Valley argued that the county could have required more affordable units under the zoning code (Section 15, 5.8.H) because it was changing the land use of one parcel. So, the hand-wringing about “this is the best we can do” rang hollow.

**Can Communities Solicit Monetary Contributions?** There was confusion about what communities may seek as relevant benefits. Can they receive direct cash contributions if they meet one of the 3 criteria cited by the zoning code? Lomax Church and the CA separately sought contributions for priorities but Mr. Whitmore said Rock CC was not allowed to do that. This area needs more clarity. Who can seek such donations? Under what parameters? Are they part of the conditions set by the Board or are these side deals that make the process more opaque. What happens if they are not met?

**No Allies for Residents.** No one played advocate to Green Valley Civic Association, which was under new leadership with a team only partly aware of the Four Mile Run Valley Area Plan that governed this project. County staff underplayed the density and zigzagged on the main benefits until everyone was confused. Commissions on Transportation, Planning and Housing, which should have been responsive to the residents, instead gave priority to the developer. The Transportation Commission accepted without question the developer’s study indicating that there would be no worsening of traffic while residents insisted a single outlet for cars would choke 24<sup>th</sup> Rd. South. The Transportation Commission only debated a pedestrian crosswalk and school bus stops while ignoring the massive density that should have been compensated with traffic modifications, the elimination of a loading dock and reduction of parking spaces, while the Planning Commission decided against recommending the developer pay for a crosswalk because they didn’t want to go against staff recommendations! It is not their job to simply agree with staff, if it were there would be no statutory requirement for them to vote on these plans. Instead of helping the residents the County Board and Commissions pointed out repeatedly when these groups were struggling to keep up with an accelerating and confusing process.

**Confusing the Public.** On page 43 of the [draft board report](#) on Motel Pentagon, dated March 19 and presented to the Planning Commission, staff omits the very term “community benefits” which is widely used by residents and the Board itself in reviewing plans. Staff instead refers to “Site Plan Features and Improvements” which is a term no one would know to search for. ASF recommends that all Board reports and other documents henceforth employ the term “community benefits” for public awareness.

**Squishy Definitions.** In the list of benefits he showed to the Board April 9, Mr. Whitmore included development of “family-sized market rate units” as a community benefit. The claim was repeated in the April 9 letter to the Board from the Arlington Leads of [YIMBYS of Nova, an advocacy group](#). They wrote that “the housing proposed at this site is a much-needed community benefit.” This claim too should have ended the site plan negotiation. Engaging in a development project ipso facto does not constitute a community benefit under the ACZO. This claim may lie at the heart of Arlington’s poor planning: commissions, staff, and successive County Boards have succumbed to developers essentially arguing that:

“If you give us public space in the form of very generous special exceptions from zoning and land use rules, that we can then market for tens or hundreds of millions of dollars over a 50-year project lifespan, we will indeed execute that larger project and you will get a lot of very expensive market rate housing units that mirror the ones you already have, sometimes with a few affordable units thrown in, but not enough to keep a balance in socioeconomic profiles.”

## The Big Picture

ASF has demonstrated that developers hold the upper hand on timing, determining who benefits, maximizing the extent of exceptions they can acquire, and deciding whether sustainability, affordable housing and transportation mitigations are in balance with the changes in land use and density he/she will be gaining. The Pen Place example (see Appendix for more detail) was telling, where Board Member Christian Dorsey’s [exposition](#) on flaws in ASF’s attempt to clarify the community vs. developer benefits showed how little regard he had for public inputs:

“This is a complex conversation; we don’t expect everyone would get and fully absorb this; it underscores why we don’t have these conversations fully in public. . . There’s a lot of detail that needs to come into it, if we just invited people to mobilize on an ad-hoc basis. . . we would be creating an inequitable power structure. . . where broad community benefits go unrealized.”

Apparently, with regard to community benefits, the Board’s view – as seen with Motel Pentagon, with the Amazon case, as seen with many other recent projects – is simply to “let them eat cake” and let the Board exercise its superior judgment on their behalf.

**Appendix:** Case Study Amazon Pen Place Site Plan, Approved April 2022

## ASF Review of Amazon's Pen Place Bonus Density

Site Plan Approved April 23, 2022

The Pentagon Motel case points out the utility – and perhaps the futility – of ASF's effort in 2022 -- to wrest more transparency out of the site plan process [by trying to price both the community's and Amazon's benefits for Phase 2 of its HQ2 at Pen Place.](#) The County Board voted April 23, 2022 to approve that site plan, awarding 1.396 million sq. ft. of bonus density for a much lower value set of community benefits.

### What Did the Community Actually Get?

The full list of benefits is shown in the chart in the next section. The Board Report asserted that the affordable housing commitment “relates to specific goals from AHMP,” the public space derives from the Public Spaces Master Plan, also the developer will maintain the new privately-owned public park in perpetuity, provide a childcare facility open to the public and accepting subsidies as payment, and construct a new career center/secondary school, with “up to 20,000 square foot space, arrived at in partnership with the public schools.”

But the County made no effort to judge the scale against what Amazon was getting and ignored our analysis. We calculated the shortfall at \$380 million to \$1 billion of uncompensated community needs (see slide below) and lobbied Commissions and the County Board to insist on substantial plus-up to serve unmet equity needs, transportation, and environmental sustainability.

### ASF Tries to Do Its Own Valuations

After the County rebuffed our efforts to get an accounting of the Amazon bonus density and other exemptions, or an accounting of the community benefits that had been negotiated, ASF in March and April 2022 began briefing commissions on how it had valued the community benefits Amazon was offering – and staff was recommending – at \$75.5 million, as per our slide below.

## PenPlace – Arlington Board to Vote in April on Community Benefits to Compensate 1.396 million ft<sup>2</sup>BD

Except for AHIF amount, we don't have the project values, so ASF estimates the community benefits as follows:

-- Amazon Donation to AHIF	30.0 million
-- Arlington Community HS (+ 50 pkg. spots)	12.0 million
-- Bike lanes, path thru park, landscaping, underground utilities	8.0 million
-- Child care center	6.0 million
-- Pen Park	9.5 million
-- Bus shelter, bike dock, TDM, traffic light	10.0 million

**TOTAL COMMUNITY BENEFITS \$ 75.5 million**

Then we subtracted the \$75.5 million from the low, medium and highest comparable land values we calculated were being offered to Amazon and found a yawning gap of \$380 million to \$1 billion (see below). Finally, we drew up a list of additional community benefits we asked the County to seek from Amazon before approving the site plan.

### Three Scenarios- Arlington Leaves \$379.5 m \$1.070 bn on the Table

#### Pricing PenPlace Square Footage:

- A building in Shirlington sold in 2020 for \$326/ft<sup>2</sup>
- A NYC commercial appraiser suggested \$350/sf<sup>2</sup> for HQ2 complex
- Wash Bus Journal (Jan 2022) reported residential bldg in Crystal City was \$820/ft<sup>2</sup>



PenPlace BD 1.396 msf @ Low end of \$326/ft<sup>2</sup> = \$ 455.0 m

PenPlace BD 1.396 MSF @ Med level of \$350/ft<sup>2</sup> = \$ 488.6 m

PenPlace BD 1.396 msf @ High end of \$820/ft<sup>2</sup> = \$1,144 m

**Amazon will provide community benefits of \$75.5 million; but bonus density is worth \$455 million to \$1.144 billion!**

**Amazon needs to commit \$379.5 million to \$1.070 billion more**

### County Board Rejects ASF Request for Transparency

The county rebuffed this request.<sup>4</sup> Not only did they rebuff it, Board Member Christian Dorsey teed up a discussion about community benefits that seemed designed to quash future demands for transparency, asking staff how "we approach the process of

<sup>4</sup> More information in our slide deck presented to the County Board, and in our testimony to the Housing Commission here.

negotiating with developers, what is the public's role?" [Mr. Dorsey said he was grateful](#) ASF had raised these benefits because

**"The public should have confidence that publicly-owned assets are dealt with responsibly and that what is owned is not given away for private use for value that is less than it is worth."**

However, he took us to task for assigning values to both sides' benefits and asserted

"that valuations have been insufficiently calculated is concerning, . . . I'm happy to engage further with ASF. . . but publishing numbers that have the appearance of being valid but are arrived at through suspect methodologies . . . to . . . value the community benefits at a specific dollar figure of \$75.5 million connotes a precision that is not there."

He observed that Amazon's donations to the Affordable Housing Investment Fund would leverage a 4:1 ratio of additional contributions.<sup>5</sup> Dorsey refuted ASF's school valuation at \$12 million and said our values for bike lanes, "don't make any sense." He complains that ASF undervalues the transportation demand management costs.

What he doesn't say is that the Board and staff have never been willing to give actual figures for the developer's zoning and land use exemptions and plus-ups. What he doesn't say is whether our high, medium and low values of the benefits being given to Amazon were on track.

He adds insult to injury to the community engagement process by noting:

"I encourage groups to stop publishing things that are not precise – by big orders of magnitude, . . . the community benefits package also includes access to the helix building, the macroeconomic benefits of employees being able to spend money and it includes sustainability." <sup>6</sup>

**"This is a complex conversation; we don't expect everyone would get and fully absorb this; it underscores why we don't have these conversations fully in public. . . There's a lot of detail that needs to come into it, if we just invited people to mobilize on an ad-hoc basis. . . we would be creating an inequitable power structure. . . where broad community benefits go unrealized."**

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<sup>5</sup> ASF asserts that outside matching funds do not constitute community benefits and challenges the Board to clarify this understanding.

<sup>6</sup> ASF notes that employees having jobs and spending money are not valid community benefits, but no one challenged Mr. Dorsey and the project was approved with the staff's proposed community benefits in April 2022