



Docket Item #9A-C

Master Plan Amendment #2012-0004

CDD Concept Plan Amendment #2012-0004

Text Amendment #2012-0006

Potomac Yard Amendments – Landbay G

Application	General Data	
Project Name: Potomac Yard	PC Hearing:	December 4, 2012
	CC Hearing:	December 15, 2012
Location: Multiple Addresses	Zone:	CDD#10, with underlying zones of RB, CSL, I and UT
	Proposed Use:	Mixed-Use
Applicant: Landbay G, Parcel D, LLC, represented by M. Catharine Puskar	Small Area Plan:	Potomac Yard/Potomac Greens
	Historic District:	Old and Historic Alexandria District along George Washington Parkway in Potomac Greens (Landbay A)
	Green Building:	As previously approved in the applicable DSUPs.

Purpose of Application:

A consideration for requests to make a number of amendments related to Landbay G in Potomac Yard including the following:

1. Amend the Potomac Yard / Potomac Greens Small Area Plan to increase the building height within Landbay G, Block D; and
2. Amend the CDD Concept Plan to increase office, retail and residential floor area and to decrease hotel floor area with no increase in total net floor area in Landbay G.
3. Amend the CDD table in Section 5-602 of the City’s Zoning Ordinance;

Staff Recommendation: APPROVAL WITH CONDITIONS

Staff Reviewers:

Dirk Geratz, AICP; Dirk.Geratz@alexandriava.gov
 Jessica McVary, AICP, LEED AP; Jessica.McVary@alexandriava.gov

PLANNING COMMISSION ACTION, DECEMBER 4, 2012:

Master Plan Amendment #2012-0004:

On a motion by Commissioner Wagner, seconded by Commissioner Fossum, the Planning Commission voted to **adopt** the resolution to amend the Potomac Yard/Potomac Greens Small Area Plan of the City’s Master Plan including the amendments to the height map (map 24). The motion carried on a vote of 6 to 0, with Commissioner Robinson absent.

Reason: The Planning Commission found that the proposed amendment was consistent with the goals for the Potomac Yard Town Center and the intent of the Potomac Yard / Potomac Greens Small Area Plan.

Zoning Text Amendment #2012-0006: On a motion by Commissioner Wagner, seconded by Commissioner Dunn, the Planning Commission voted to **initiate** the Text Amendment. The motion carried on a vote of 6 to 0, with Commissioner Robinson absent.

On a motion by Commissioner Wagner, seconded by Commissioner Dunn, the Planning Commission voted to **recommend approval** of the Text Amendment. The motion carried on a vote of 6 to 0, with Commissioner Robinson absent.

Reason: The Planning Commission found that the proposed amendment was consistent with the intent of the Potomac Yard / Potomac Greens Small Area Plan.

CDD Concept Plan Amendment #2012-0004: On a motion by Commissioner Wagner, seconded by Commissioner Fossum, the Planning Commission voted to **recommend approval** of the CDD Concept Plan #2012-0004. The motion carried on a vote of 6 to 0, with Commissioner Robinson absent.

Reason: The Planning Commission found that the proposed amendment was consistent with the intent of the Potomac Yard / Potomac Greens Small Area Plan.

Speakers (Please note the public hearings for docket items 9 and 10 were combined):

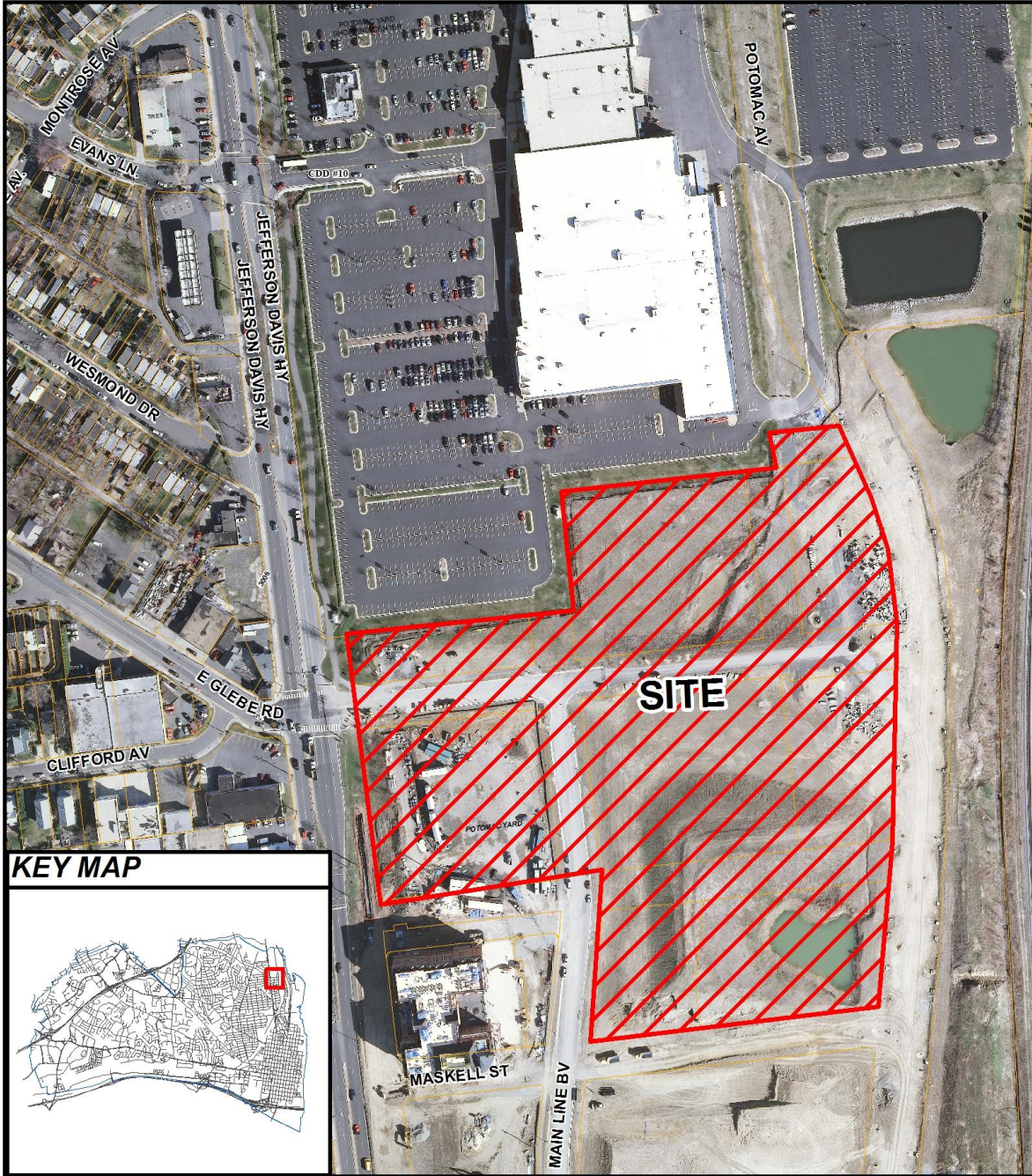
Mr. Poul Hertel, 1217 Michigan Court, expressed concern with the requested change in use and noted that the proposal was not integrated with the surrounding community and failed to create a sense of place.

Mr. Jerry King, 400 E. Howell Avenue, expressed concern with traffic and requested an amendment to include funding for the installation of traffic calming measures and the development of a bicycle and pedestrian plan between Del Ray and Potomac Yard.

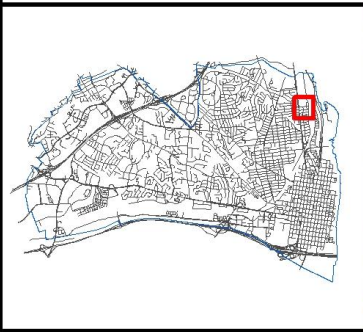
Ms. Sandy Modell, 400 E. Custis Avenue, expressed concern with traffic in Del Ray and recommended a comprehensive traffic plan to ensure safety and maintained quality of life.

Ms. M. Catharine Puskar, attorney representing the applicant, spoke in support of the applications.

Mr. Kenneth Wire, attorney representing the applicant, spoke in support of the applications and requested an amendment to condition 9(i).



KEY MAP



**MPA #2012-0004
TA #2012-0006
CDD #2012-0004**

12/4/2012



I. SUMMARY

A. Recommendation

Staff recommends approval of the request to amend the Potomac Yard / Potomac Greens Small Area Plan, the Coordinated Development District #10 (CDD #10) Concept Plan and the text of the CDD table in Section 5-602 of the City's Zoning Ordinance to reprogram density and increase the building height in Landbay G subject to compliance with staff recommendations.

B. Summary of Amendments

The applicant, Landbay G, Parcel D, LLC requests approval of amendments to the governing documents of Coordinated Development District #10 (CDD #10), including the Potomac Yard / Potomac Greens Small Area Plan, the CDD Concept Plan and the CDD table in Section 5-602 of the Zoning Ordinance. These amendments are requested in order to reprogram density within Landbay G and permit an increase in building height within Landbay G, Block D. The primary purpose of these amendments is to accommodate a significant office tenant, the Institute for Defense Analyses, within Landbay G.

The Planning Commission and City Council are requested to act on the following applications:

- Master Plan Amendment #2012-0004: To amend the Potomac Yard / Potomac Greens Small Area Plan to increase the building height permitted in Landbay G, Block D and amend applicable Master Plan conditions; and
- CDD Concept Plan Amendment #2012-0004: To amend the CDD Concept Plan to include a change in uses and densities, as well as amend applicable conditions.
- Text Amendment #2012-0006: To amend Section 5-602 of the Zoning Ordinance to reflect the proposed conversion of density;

II. BACKGROUND

A. CDD History (Overview)

In 1999, Commonwealth Atlantic Properties was granted approval of a Coordinated Development District (CDD) Concept Plan for the Potomac Yard / Potomac Greens tract, a 295-acre tract located in the northeastern portion of the City. The proposed concept plan envisioned a mixed-use community with office, retail and residential development. The overall development program included a maximum of 1.9 million net square feet of office; 625 hotel rooms; 735,000 net square feet of retail (including the existing 600,000 square feet of retail at the Potomac Yard Retail Center) and 1,927 residential units.

Several amendments to CDD #10 have been requested and approved since the adoption of the district. These amendments include:

- CDD #2007-0001: The CDD was amended to address the timing of construction commencement for the pedestrian bridge, the rail park and improvements to Route 1, as well as the scope and timing of improvements to Landbay E.
- CDD #2008-0001: The CDD was amended to transfer office density from Landbays J and L to Landbay H; increase the height limits in Landbay H; allow office use to be converted to retail with approval of a special use permit; and eliminated the requirement of residential uses to be one-third each of townhouses, multi-family units and stacked townhouses.
- CDD #2008-0004: The CDD was amended to permit alterations to and dedication of Landbay E; revise the timing of construction commencement for the pedestrian bridge; and to enable either the design and construction of the pedestrian bridge or the provision of a monetary payment for the bridge construction.
- The CDD was most recently amended in November, 2010 (CDD #2010-0001) to ensure coordination between uses in North Potomac Yard (CDD #19) and Potomac Yard (CDD #10). The November, 2010 amendment reduced the amount of retail square footage in Landbay G to 80,000 square feet, reprogrammed density to be used for commercial or residential uses, and increased density in Landbay G by an additional 32,000 square feet. The resulting density could be used for either 120,000 square feet of additional office or 120 additional residential units on Block F and enabled the construction of a building of consistent height and mass with the adjoining buildings in the Landbay.

Subsequent to the amendments approved in November, 2010, the applicant secured a significant office tenant for Landbay G, Block D. In order to accommodate the office tenant, the Institute for Defense Analyses (IDA), the applicant has requested approval of the amendments which are the subject of this application.

B. Procedural Background

The development special use permit for Landbay G, considered the “Town Center” of Potomac Yard, was approved by City Council in January 2009. The initial approval proposed nine buildings on eight blocks with a mixture of uses, including office, retail, hotel and residential. On Block D, the applicant proposed 399 hotel rooms, ground-floor retail and a collector parking garage that was partially above grade. The applicant is now requesting an amendment to the Landbay G development special use permit (DSUP), under a separate application, to replace the previously approved hotel and ground-floor retail with two connected office towers to accommodate IDA.

In order to make the DSUP amendment possible, the applicant requests approval of a text amendment, master plan amendment and CDD concept plan amendment to reprogram density within Landbay G, as well as increase the building height permitted in Landbay G, Block D. Specifically, the applicant requests approval to increase the office and retail square footage, as well as the residential units, and decrease the number of hotel rooms within Landbay G. The intent of these amendments is to ensure that Landbay G remains a vibrant, mixed-use Town Center in close proximity to the future potential Metrorail station.

III. DESCRIPTION OF AMENDMENTS

A. *CDD Concept Plan Amendment*

The applicant, Landbay G, Parcel D, LLC, requests approval to reprogram density within Potomac Yard Landbay G. Specifically, the applicant requests approval to increase the office, retail, and residential uses, and decrease the number of hotel rooms within Landbay G, as shown in Tables 1 and 2.

Table 1: Proposed Changes to Potomac Yard CDD

Use	Existing CDD Approval	Proposed CDD Amendment	Change from Existing CDD
Office	1,812,000 SF	2,072,346 SF	260,346 SF
Retail	135,000 SF	163,817 SF	28,817 SF
Residential	2,047 units	2,137 units	90 units
Hotel	625 rooms	170 rooms	- 455 rooms

Table 2: Proposed Changes to Potomac Yard Landbay G

Use	Existing CDD Approval – Landbay G	Proposed CDD Amendment – Landbay G	Change from Existing CDD – Landbay G
Office	712,000 SF	972,346 SF	260,346 SF
Retail	80,000 SF	108,817 SF	28,817 SF
Residential	534 units	624 units	90 units
Hotel	625 rooms	170 rooms	- 455 rooms

As previously noted, the primary purpose of the amendment request is to accommodate a significant office tenant within Landbay G, the Institute for Defense Analyses (IDA). While IDA requires approximately 400,000 square feet of office space (with additional floor area dedicated to above ground parking space), the proposed amendment enables additional office tenants to locate within Landbay G in the future. In addition to the increase in office square footage, the applicant also requests approval to increase the retail square footage within Landbay G. The applicant has secured a significant retail tenant to locate within Landbay G, Block H - Giant Food, LLC. As similarly noted above, Giant requires approximately 70,000 square feet of retail, but the proposed amendment enables additional retail tenants to locate within the Landbay in the future. The proposed increase in office and retail uses ensures a continued balance of uses, which is essential to establish a vibrant Town Center within Potomac Yard.

As IDA proposes to locate on Block D, the site previously approved for 399 hotel rooms, the applicant requests approval to reduce the number of hotel rooms within Landbay G. The applicant proposes to still have a hotel in Landbay G. This hotel would be located on one of two possible sites. The first is Block E1 and, thus, the applicant is asking to convert the office building previously approved on Block E1, located immediately south of the Town Center Green, to either hotel or residential use. The second is Block G and, thus, the

applicant is asking that this block also be approved as either hotel or residential use. Both of these blocks would have retail on the ground floor. The applicant requests flexibility to determine the location of the hotel and the residential building, either on Block E1 or Block G, through the development special use permit process. In order to accommodate the potential for 90 additional residential units, the applicant also requests approval to increase the number of residential units in Landbay G to 624.

B. Master Plan Amendment

The Landbay G development special use permit (DSUP), approved by City Council in January 2009, included a request to increase the height of a mechanical penthouse pursuant to Section 6-403 of the Zoning Ordinance. While the maximum height of the building originally approved on Block D was consistent with the map of Predominant Height Limits for the Coordinated Development District, approval of the special use permit authorized additional height for the mechanical penthouse. Therefore, the maximum building height, when measured to the top of the mechanical penthouse was 117.4 feet.

As noted above, the applicant has requested approval to amend the previously approved DSUP for Landbay G in order to accommodate the Institute for Defense Analyses (IDA). As part of the amendment, requested under a separate application, the applicant proposes a building height of 114 feet, approximately 3.5 feet less than the height approved for the mechanical penthouse. However, the applicant also proposes mechanical penthouses greater than 15 feet in the amended application. In the second office tower, the applicant proposes to screen the mechanical equipment with the actual building wall, as an integrated design feature, rather than using separate mechanical screening. Doing so provides variation in the Landbay G roofline, as well as distinguishes the IDA office building from the adjacent annex building.

In order to accommodate the increase in height, the applicant requests approval to amend the height permitted in Landbay G, Block D from 110 feet to a maximum of 135 feet. As discussed in greater detail in the staff analysis section of this report, staff supports the request to amend the permitted height to 135 feet, with the understanding that the height of this building will be subject to a Federal Aviation Administration (FAA) determination of no hazard.

IV. ZONING

The applicant also requests approval of text amendment, in order to implement the previously discussed amendments to the Coordinated Development District. The applicant proposes to amend Section 5-602 of the Zoning Ordinance, as shown in Table 2, to reflect the proposed conversion of density within Landbay G.

CDD #	CDD Name	Without a CDD Special Use Permit	With a CDD Special Use Permit		
			Maximum FAR and/or Development Levels	Maximum Height	Uses
10	Potomac Yards/Greens	<p>The RB zone regulations shall apply to the area south of the Monroe Avenue Bridge and east of the Metro Tracks, the CSL zone regulations shall apply on the first 250 feet east of Rte 1, and the I zone regulations shall apply on the remainder of the site; except that the U/T regulations shall apply to an area approximately 120 feet wide located just west of the Metrorail right-of-way (area shown on the plat for Case REZ #95-0005) for the purpose of accommodating the relocated rail Main Line on the yard, and except also that the area known as the "Piggyback Yard" and Slaters Lane portion of Potomac Yard (as shown on the plat for Case REZ #95-0004) may be developed pursuant to the CRMU-L zone provided that the Piggyback Yard:</p> <ul style="list-style-type: none"> - shall contain no more than 275 dwelling units; - shall contain no more than 60,000 square feet of commercial space, of which no more than 30,000 square feet shall be office; - shall be planned and developed pursuant to a special use permit; - shall have a maximum height of 50 feet; - shall generally be consistent with the goals and the guidelines of the small area plan. 	<p>Up to <u>2,072,346</u> 1,932,000⁺² square feet of office space, except that office square footage may be converted to retail square footage through the special use permit process and, in Landbay G, up to a total of 120,000 square feet of office use may be converted to 120 additional residential units. Up to <u>170</u> 625 hotel rooms. Up to <u>163,817</u> 120,000 square feet of retail space.² Up to <u>2,137</u> 2,200 residential units.⁺</p> <p>Note 1: Within Landbay G a total of 120,000 square feet of office use may be converted to up to 120 additional residential units.</p> <p>Note 2: Office floor area may be converted to ground floor retail use through a special use permit.</p>	<p>Heights shall be as shown on the map entitled "Predominate Height Limits for CDD" (Map No. 24, Potomac Yard/Potomac Greens Small Area Plan Chapter of 1992 Master Plan (2008ed.))</p>	<p>Pre-dominantly residential, with a mix of land uses to include office, retail and service, hotel, parks and open spaces, and community facilities.</p>

V. STAFF ANALYSIS

A. Consistency with the City's Approved Plans and Policies

The Alexandria City Council Strategic Plan, adopted by City Council in June 2010, emphasizes the importance of quality development and redevelopment, which provides support for local business and a strong, local economy. Staff believes that the proposed

amendments facilitate not only quality development within Potomac Yard, but also provide an opportunity to support a thriving business currently located in Alexandria. The Institute for Defense Analyses, currently located in the Mark Center area of the City, seeks to relocate to a new state of the art facility within close proximity to transit and has identified Potomac Yard as the appropriate location.

In addition to providing support for a strong, local economy, staff believes that the proposed amendments further enable the development of a multimodal transportation network, which supports sustainable land use. The increase in office density proposed with these amendments supports the development of the Metrorail station within Potomac Yard and capitalizes on the Route 1 Bus Rapid Transit Corridor, currently under construction. Likewise, the balance of office, retail, residential and hotel uses proposed within the amendments seeks to fulfill the vision of the City, as stated in the Strategic Plan.

The proposed amendments also support the goals of the Potomac Yard / Potomac Greens Small Area Plan, adopted by City Council in June 1992. Specifically, the amendments maintain the pedestrian oriented environment established within the Plan and the supporting Potomac Yard Design Guidelines. Likewise, the proposed amendments maintain a mixture of uses within the Yard and establish the framework to create a successful commercial area. Therefore, staff believes that the proposed amendments are consistent with the goals and objectives of the Small Area Plan, as well as the City's Strategic Plan.

B. Reprogramming Uses within Landbay G

While evaluating the proposed amendments, the fundamental question to staff is whether the proposed amendments support the design concept for Potomac Yard, which includes, as defined by the Potomac Yard Urban Design Guidelines, the creation of identifiable neighborhoods and a Town Center; a pedestrian-friendly and pedestrian-oriented environment; mixed-use development and concentrations of density at key locations, amongst other design principles. In this case, staff believes that the proposed amendments support the design concept for Potomac Yard and ensure the creation of a vibrant, successful Town Center. Specifically, the amendments continue to provide the following:

- Locate density, specifically office density, in close proximity to the future potential Metrorail Station and the Route 1 Bus Rapid Transit Corridor currently under construction;
- A balance of commercial and residential uses which add life to the streets during the day and evening; and
- Additional office density to support retail and restaurants during the day and residential density to support such urban infrastructure in the evening.

Staff believes that the proposed amendments offer an opportunity to shift the predominant development from residential to commercial and establish the successful mixed-use, urban Town Center envisioned in the City's plans and policies.

In addition to evaluating whether the proposed amendments support the design concept for Potomac Yard, staff also considered whether the proposed amendments increase the overall net square footage within the Potomac Yard Coordinated Development District (CDD). The applicant worked with staff to verify that the proposed amendments do not increase the net floor area approved within the overall CDD, or within Landbay G. Rather, the proposed amendments reallocate the square footage dedicated to each use within Landbay G and do not affect the square footages approved within the other Landbays. Specifically, the applicant proposes to increase the office, retail and residential square footage, and decrease the hotel square footage in Landbay G, with no increase in total net square footage.

C. Master Plan Amendment to Increase Height in Block D

A component of the Potomac Yard / Potomac Greens Small Area Plan is the map of Predominant Height Limits for the Coordinated Development District (CDD). The map, amended in November 2010, identifies the maximum permitted height within Landbay G, Block D as 110 feet. As previously discussed, the applicant requests approval to increase the height within Block D to 135 feet in order to provide greater distinction between the two proposed office towers as well as accommodate mechanical screening through the building design, rather than separate screening.

When evaluating requests to increase height, staff typically examines the neighborhood context to determine if an increase in height is consistent with the surrounding neighborhood. In this case, the site is located within Potomac Yard, and is separated from existing neighborhoods by Route 1 to the west and the Potomac Yard Park to the east. Although there are no previously existing neighborhoods to consider, it is important to note that a neighborhood is rapidly forming in Landbays I and J, located south of the site, and includes heights ranging from 35 to 65 feet.

In this case, it is also important to consider the heights planned in the future. As the proposed increase in height is located at the northern end of CDD #10, it is necessary to consider the both the heights planned to the south, as well as those to the north. Within CDD#10, the heights surrounding Block D range from 82 feet to 110 feet, with the 82-foot height providing a gradual transition to the existing neighborhoods located west of Route 1. Immediately north of the site, within CDD #19 (North Potomac Yard), the maximum height is also 110 feet, although the maximum heights increase to a maximum of 250 feet in the center of the North Potomac Yard site.

Staff supports the request to increase the height within Block D to 135 feet, as staff believes that this height is consistent with the planned character of the neighborhood. In addition, staff believes that this height increase enables greater variation in the roofline of Landbay G, and allows an interesting roof form within the Town Center.

It is important to note that buildings within Potomac Yard are subject to review by the Federal Aviation Administration (FAA) to ensure that proposed buildings do not interfere with the airspace and airport operations of Ronald Reagan Washington National Airport (DCA). The FAA is currently reviewing Block D, and the associated height, to ensure that

the proposal does not present a hazard to the DCA airspace. At this time, staff is awaiting final determination from the FAA. While the FAA may indicate that the building height and massing are acceptable as proposed, it is also possible that they may require a reduction in the proposed building height. In the event the FAA requires the applicant to reduce the building height, the applicant has indicated that the building mass and architectural character can be maintained.

VI. COMMUNITY

The proposed amendments were introduced to the Potomac Yard Design Advisory Committee (PYDAC) during the May 2012 meeting, as part of an overall introduction to several amendments to the Coordinated Development District and Landbay G. The amendments were further discussed as part of the Landbay G, Blocks D and H applications during the June, July and September 2012 meetings. During the September meeting, the Committee determined that the proposed amendments were in compliance with the Potomac Yard Design Guidelines and expressed support for the applications. All of the civic associations in the surrounding area are regularly invited to PYDAC meetings and, over the course of discussions on the changes to Landbay G, a number of community representatives attended and participated in the PYDAC meetings.

Additionally, the applicant has held meetings with the Del Ray Citizens Association and with new residents of Landbay I in Potomac Yard to present information on changes to Landbay G.

VII. CONCLUSION

Staff recommends approval of the request to amend the Potomac Yard / Potomac Greens Small Area Plan, the Coordinated Development District #10 (CDD #10) Concept Plan and the text of the CDD table in Section 5-602 of the City's Zoning Ordinance to reprogram density and increase the building height in Landbay G subject to compliance with staff recommendations.

STAFF: Faroll Hamer, Director, Planning & Zoning
Gwen Wright, Chief, Development
Dirk Geratz, AICP, Principal Planner
Jessica McVary, AICP, LEED AP, Urban Planner

VIII. APPENDIX A

Master Plan Amendment #2012-0004 for Potomac Yard/Potomac Greens, amending MPA#2010-0004

The following staff recommendations are amendments to the MPA#2010-0004. Specific recommendations that have been amended include the following: Condition 1.

Development under the Master Plan procedures within the Master Plan Amendment shall be in accord with the following principles

Land Use

1. **CONDITION AMENDED BY STAFF:** The maximum amount of development permitted in this CDD shall be
 - a. 170,625 hotel rooms,
 - b. 163,817 ~~120,000~~ net square feet of retail space²,
 - c. 2,137 ~~2,200~~ residential units¹, and
 - d. 2,072,346 ~~1,932,000~~ net square feet of office space^{1,2}

Note 1: ~~Within Landbay G a total of 120,000 square feet of office use may be converted to up to 120 additional residential units.~~

Note 2: Office floor area may be converted to ground floor retail use through a special use permit

2. The CDD shall be predominantly residential and mixed use with the highest densities of commercial uses adjacent to the existing Potomac Yard shopping center near the location where a future Metro station could be located. Uses shall be consistent with the concept plan shown on Map 1.
3. The Potomac Greens site shall be developed entirely in residential use except for a possible Metro station.
4. The residential buildings within Potomac Yard consist of a variety of building types and heights which should include townhouses, stacked townhomes and multi-family units.
5. Flexibility for the locations of residential or commercial uses within Landbays H, I, and J may be allowed in specified locations, provided that the total number of residential units or the total amount of commercial floor area does not exceed what is permitted in the overall CDD.

Transportation

6. Development within the CDD shall not preclude the possible future construction of a Metro Station; nor shall development within any right of way or dedicated open space within the CDD preclude the future construction of a light rail or other similar transit system.
7. A comprehensive transportation management plan shall be implemented to encourage residents and employees to travel by modes other than single-occupancy-vehicles.
8. A road with a minimum of four travel lanes shall be provided in Potomac Yard to connect Route 1 at its intersection with Slater's Lane to the area north of Four Mile Run in Arlington County. Construction on this road shall occur at a time or level of development as determined in the Concept Plan.
9. The street system within the CDD shall be designed to minimize use of existing residential streets to the east, west and south of the district by traffic heading to or from the district. Through vehicular connections between the Potomac West area and the Potomac Yard tract shall only occur at E. Glebe Road and Swann Avenue, unless other connections are approved by the Director of Transportation and Environmental Services after consultation with the neighborhoods.
10. A system of pedestrian and bicycle trails shall be provided throughout the CDD, connecting to existing trails outside the district and connecting open spaces and neighborhoods within the district.
11. There shall be no intersection or connection between the George Washington Memorial Parkway and the Potomac Greens site by which motor vehicles can access that site from the Parkway directly from the site.
12. In the event projected development results in traffic spillover onto residential streets, the City shall implement traffic control mechanisms to mitigate such spillover and protect local neighborhoods. These measures shall include the neighborhood protection measures discussed on pages 31-33 of the City's Master Transportation Plan.

Urban Design

13. Buildings on the Potomac Greens site shall be designed and sited so as to minimize the visual impact on the Parkway.
14. Required parking in the CDD shall be underground or embedded within the block, to the maximum extent possible. Required parking for individual townhouses and other single family units shall be served by alleys to the maximum extent feasible.
15. In general, a grid system with moderate block sizes shall be favored.

16. A process shall be established whereby a Design Review Board established by City Council for the District shall review and comment upon each building within the district.
17. Heights shall be limited as shown on Map 24.

IX. APPENDIX B

TEXT AMENDMENT #2012-0006:

Table #1: Proposed Description of Potomac Yard/Greens CDD

CDD #	CDD Name	Without a CDD Special Use Permit	With a CDD Special Use Permit		
			Maximum FAR and/or Development Levels	Maximum Height	Uses
10	Potomac Yards/Greens	<p>The RB zone regulations shall apply to the area south of the Monroe Avenue Bridge and east of the Metro Tracks, the CSL zone regulations shall apply on the first 250 feet east of Rte 1, and the I zone regulations shall apply on the remainder of the site; except that the U/T regulations shall apply to an area approximately 120 feet wide located just west of the Metrorail right-of-way (area shown on the plat for Case REZ #95-0005) for the purpose of accommodating the relocated rail mainline on the yard, and except also that the area known as the "Piggyback Yard" and Slaters Lane portion of Potomac Yard (as shown on the plat for Case REZ #95-0004) may be developed pursuant to the CRMU-L zone provided that the Piggyback Yard:</p> <ul style="list-style-type: none"> - shall contain no more than 275 dwelling units; - shall contain no more than 60,000 square feet of commercial space, of which no more than 30,000 square feet shall be office; - shall be planned and developed pursuant to a special use permit; - shall have a maximum height of 50 feet; - shall generally be consistent with the goals and the guidelines of the small area plan. 	<p>Up to <u>2,072,346</u> 1,932,000^{1,2} square feet of office space, except that office square footage may be converted to retail square footage through the special use permit process and, in Landbay G, up to a total of 120,000 square feet of office use may be converted to 120 additional residential units. Up to <u>170</u> 625 hotel rooms. Up to <u>163,817</u> 120,000 square feet of retail space.² Up to <u>2,137</u> 2,200 residential units.⁴</p> <p>Note 1: Within Landbay G a total of 120,000 square feet of office use may be converted to up to 120 additional residential units.</p> <p>Note 2: Office floor area may be converted to ground floor retail use through a special use permit.</p>	<p>Heights shall be as shown on the map entitled "Predominate Height Limits for CDD" (Map No. 24, Potomac Yard/Potomac Greens Small Area Plan Chapter of 1992 Master Plan (2008ed.))</p>	<p>Pre-dominantly residential, with a mix of land uses to include office, retail and service, hotel, parks and open spaces, and community facilities.</p>

X. APPENDIX C

CDD#2012-0004

The following staff recommendations are amendments to the CDD#99-01 and all the amendments through CDD#2010-0001 conditions of approval for CDD#10. Specific recommendations that have been amended include the following: F-1 and 3.

SECTION 5: CONDITIONS

Introduction – Findings

- F - 1. **FINDING AMENDED BY STAFF:** The applicant, and/or its successors and assigns¹ has submitted various documents related to its application for approval of a concept plan for the Potomac Yard/Potomac Greens Coordinated Development District,² less the portion of the district known as Old Town Greens, which is located on the east side of the Metro rail tracks, between Slater's Lane and the Potomac Greens site.³ Two of these documents are considered to constitute the applicant's Proposed Concept Plan for this CDD: (1) the plan sheet entitled “Conceptual Design Plan, Overall Plan, Potomac Yard/Potomac Greens Coordinated Development District,” dated 05/99”, and as amended September 24, 2010 and August 22, 2012 (hereinafter referred to as the “Proposed Overall Plan Sheet”); and (2) the document entitled “Potomac Yard Urban Design Guidelines,” dated March 12, 1999, reissued April 28, 1999 and February 6, 2007, and as amended with addendum dated September 24, 2010 (referred to as the “Proposed Design Guidelines”). (CDD#99-01, F-1) (CDD#2010-01) (PC)
- F - 2. Finding No longer applicable (CDD#99-01, F-2) (CDD#2010-0001):
- a. Finding no longer applicable. (CDD#99-01, F-2a) (CDD#2010-0001)
 - b. Finding no longer applicable. (CDD#99-01, F-2b) (CDD#2010-0001)
 - c. Finding no longer applicable. (CDD#99-01, F-2c) (CDD#2010-0001)
- F - 3. In addition, an alternative to the Concept Plan is also being recommended for approval, although this recommendation, as explained below in paragraph 4, is conditioned upon the occurrence of certain events in the future. This alternative concept plan is referred to

¹ Unless the context plainly indicates otherwise, the term “applicant”_includes Potomac Yard Development, LLC (PYD) and RP MRP Potomac Yard, LLC (MRP) and any successors, assigns or transferees of the interest in any of the property which makes up the Potomac Yard/Potomac Greens Coordinated Development District #10. Thus, obligations imposed on the applicant by these conditions are also imposed on those to whom the applicant has conveyed or conveys in the future property within Coordinated Development District #10.

² Other documents submitted by the applicant in conjunction with its application, including the application itself, the illustrative concept plan, and responses to issues raised by the City are considered background and information materials, and are not included in any concept plan that is being recommended for approval.

³ Hereinafter, the terms “Potomac Yard/Potomac Greens Coordinated Development District” and the “CDD” shall refer to the portion of this coordinated development district that is covered by the applicant’s_concept plan application.

as the “Alternative Concept Plan.” The Alternative Concept Plan consists of the following (CDD#99-01, F-3):

- a. the Concept Plan Sheet, as modified by staff to reflect the changes which this conditional plan makes to the Concept Plan (this modified sheet is referred to as the “Alternative Concept Plan Sheet” and is attached as Attachment B-1); (CDD#99-01, F-3a)
- b. the Concept Plan Design Guidelines, as modified by staff to reflect the changes which the conditional plan makes to the Concept Plan (these modified guidelines are referred to as the “Alternative Concept Plan Design Guidelines” and consist of the Concept Plan Design Guidelines less the pages of these guidelines which need to be revised to incorporate changes called for by the conditional plan, plus replacement pages for the removed pages that contain these changes) (the “Replacement Pages” which are attached as Attachment B-2); (CDD#99-01, F-3b) and
- c. the conditions set out below under the heading, “Plan Conditions” (the “Alternative Concept Plan Conditions”).⁴ (CDD#99-01, F-3c)

F - 4. Finding no longer applicable. (CDD#99-01, F-4) (CDD#2010-0001)

F - 5. Development shall comply with the requirements of Article XIII and all erosion and sediment control laws. Any increase in impervious area may require additional BMPs. (CDD#2010-0001)

Plan Conditions⁵

The Alternative Concept Plan Trigger

1. **[CONDITION SATISFIED]:** The Concept Plan shall be the operative concept plan for the CDD, under §5-604 of the Zoning Ordinance, unless and until the condition set forth in this paragraph (the “Trigger”) is timely satisfied and written notice of its satisfaction is provided by the City Manager to the applicant, in which case the Alternative Concept Plan shall become and remain the operative concept plan for the CDD until amended or rescinded by City Council. The Trigger is as follows (CDD#99-01, 1) (CDD#2010-0001) (PC):

⁴ The Alternative Concept Plan Conditions differ primarily from the Concept Plan Conditions in that they contain additional provisions that address the construction of the New Route 1 Connector (a term defined in paragraph 4), the demolition of the Monroe Avenue Bridge and the realignment of Monroe Avenue.

⁵ These conditions are applicable to, and are a part of, both the Concept Plan and the Alternative Concept Plan, except where otherwise expressly provided in the paragraphs below or where it is obvious from a condition that it applies only to one plan.

- a. **[CONDITION SATISFIED]** On or before October 1, 2000, the applicant shall prepare, and submit to the City for its review and its approval or disapproval (which review shall not exceed 120 days), construction documents, in sufficient detail to obtain construction bids, for both the infrastructure to be constructed and the related work to be undertaken pursuant to the "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Design -- Concept Plan," (the "Concept Plan Connection Design") and the infrastructure to be constructed and the related work to be undertaken pursuant to the "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Design -- Alternative Concept Plan" (the "Alternative Concept Plan Connection Design.") (These two "Connection Designs," which show alternative ways of connecting the new "spine road," or Potomac Avenue, with Route 1 and, more generally, the different infrastructure schemes for the portion of the CDD that lies, generally, between the northern side of Howell Avenue (extended into the CDD) and the southern side of the Monroe Avenue bridge, are shown in the document entitled "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Concept Design --Two Options," which is attached as Attachment C.) (CDD#99-01, 1a) (CDD#2010-0001) (PC)
- b. **[CONDITION SATISFIED]** After receiving the City's approval of the construction documents, the applicant shall obtain from construction and engineering (and any other appropriate professional) firms, which are acceptable to the City, estimates of the construction cost for each of these two Connection Designs. The cost estimate for the Concept Plan Connection Design shall be known as the "Concept Plan Cost Estimate," and the cost estimate for the Alternative Concept Plan Connection Design shall be known as the "Alternative Concept Plan Cost Estimate." No later than 120 days after receiving the City's approval of the construction documents, the applicant shall submit the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate, along with detailed information showing the basis for each estimate, to the City for its review and approval. The City shall have 150 days from its receipt of the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate to review and determine whether or not to approve them. (CDD#99-01, 1b) (CDD#2010-0001) (PC)
- c. **[CONDITION SATISFIED]** No later than 90 days after its approval of the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate (the "Trigger Deadline"), and based on these estimates, the City shall determine whether it will assume responsibility for the difference between (i) the actual cost for constructing the Alternative Concept Plan Connection Design generally in accordance with the construction documents approved by the City pursuant to subparagraph (a) (the "Alternative Concept Plan Actual Cost") and (ii) the projected "actual" cost for constructing the Concept Plan Connection Design (the "Concept Plan Projected Actual Cost"), such difference to be known as the "Plan Cost Difference."

The Concept Plan Projected Actual Cost shall be the sum of (i) an amount equal to the Concept Plan Cost Estimate less the Concept Plan Estimated Special Cost -- Total (as defined below), multiplied by the fraction which has as its numerator an amount equal to the Alternative Concept Plan Actual Cost less the Alternative Concept Plan Actual Special Cost -- Total (as defined below), and as its denominator an amount equal to the Alternative Concept Plan Cost Estimate less the Alternative Concept Plan Estimated Special Cost -- Total (as defined below), and (ii) an amount equal to the sum of five individual amounts calculated separately on the basis of the following formula for each Special Cost (as defined below): the Concept Plan Estimated Special Cost (as defined below), multiplied by the fraction which has as its numerator the Alternative Concept Plan Actual Special Cost (as defined below) and as its denominator the Alternative Concept Plan Estimated Special Cost (as defined below).

For each Special Cost, the Concept Plan Estimated Special Cost shall be defined as the portion of the Concept Plan Cost Estimate that is estimated for the particular Special Cost; the Alternative Concept Plan Actual Special Cost shall be defined as the portion of the Alternative Concept Plan Actual Cost that consists of the particular Special Cost; and the Alternative Concept Plan Estimated Special Cost shall be defined as the portion of the Alternative Concept Plan Cost Estimate that is estimated for the particular Special Cost. The Concept Plan Estimated Special Cost -- Total shall equal the sum of the Concept Plan Estimated Special Cost for all Special Costs. The Alternative Concept Plan Actual Special Cost -- Total shall equal the sum of the Alternative Concept Plan Actual Special Cost for all Special Costs. The Alternative Concept Plan Estimated Special Cost -- Total shall equal the sum of the Alternative Concept Plan Estimated Special Cost for all Special Costs.

A Special Cost shall be defined to be the cost to accomplish, or the cost otherwise associated with, each of the following matters which relate to activities that will be undertaken in the course of implementing the Concept Plan Connection Design, the Alternative Concept Plan Connection Design, or both. (CDD#99-01, 1c) (CDD#2010-0001)

- i. **[CONDITION SATISFIED]** Special Cost -- Demolition: the cost to remove the existing Monroe Avenue bridge, including removal of bridge abutments, approach lanes to the bridge, and subsurface structures supporting the bridge, and disposal of waste materials, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost, for the most part, would be incurred in the implementation of the Alternative Concept Plan Connection Design, but not in the implementation of the Concept Plan Connection Design; (CDD#99-01, 1c1) (CDD#2010-0001)
- ii. **[CONDITION SATISFIED]** Special Cost -- Maintenance of Traffic: the

cost of activities required to maintain acceptable traffic conditions on Route 1 (e.g., placement or construction of temporary structures) and of the consequences that such activities or other traffic maintenance requirements will have on other construction activities (e.g., increased cost due to construction activities having to be performed outside of normal hours, or due to limitations being placed on the hours in a period during which construction activities may take place), but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan; (CDD#99-01, 1c2) (CDD#2010-0001)

- iii. **[CONDITION SATISFIED]** Special Cost -- Relocation of Utilities: the cost to relocate existing underground utilities, but excluding any cost premium or cost saving under subparagraph (c) (5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan; (CDD#99-01, 1c3) (CDD#2010-0001)
 - iv. **[CONDITION SATISFIED]** Special Cost -- Soils: the cost of activities associated with the foundation systems of the bridge or bridge system connecting Route 1, at its intersection with Slater's Lane, with a roadway within the presently-defined Potomac Yard, which activities are required by actual soil conditions within the Yard that differ from the conditions that were used in preparing the cost estimates under subparagraph (b) above, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan; (CDD#99-01, 1c4) (CDD#2010-0001) and
 - v. **[CONDITION SATISFIED]** Special Cost -- City Construction: the cost premium or the cost saving, regardless of the cost item, due to the City itself undertaking the construction of a portion of the Alternative Concept Plan Connection Design pursuant to subparagraph (e) below. This cost premium or cost saving, if any, would be incurred only if the Alternative Concept Connection Design were constructed and the City were to decide to construct a portion of this connection design. (CDD#99-01, 1c5) (CDD#2010-0001)
- d. **[CONDITION SATISFIED]** If the City determines that it will assume responsibility for the Plan Cost Difference, and if it conveys this determination in writing to the applicant on or before the Trigger Deadline, then the Concept Plan shall no longer be of any force or effect, and shall be replaced by the Alternative

Concept Plan as the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD. If the City determines that it will not assume responsibility for the amount of the Plan Cost Difference, or if it conveys no determination to the applicant before the Trigger Deadline, then the Concept Plan shall remain the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD. (CDD#99-01, 1d) (CDD#2010-0001) (PC)

- e. **[CONDITION SATISFIED]** If the City determines that it will assume responsibility for the Plan Cost Difference, then it shall exercise that responsibility either by constructing a portion of the Alternative Concept Plan Connection Design that has a construction cost equal to the amount of the Plan Cost Difference, by contributing the amount of the Plan Cost Difference toward the applicant's construction of the Alternative Concept Plan Connection Design, or by otherwise making funds equal in amount to the Plan Cost Difference available for the construction of the Alternative Concept Plan Connection Design. Whether the City constructs a portion of the Alternative Concept Plan Connection Design, contributes toward the construction of the Alternative Concept Plan Connection Design or otherwise makes funds available toward such construction is a determination to be made by the City in its sole discretion. (CDD#99-01, 1e) (CDD#2010-0001) (PC)

- f. **[CONDITION SATISFIED]** In the event that the Alternative Concept Plan becomes the operative concept plan pursuant to subparagraph (d) above, within 90 days of submission by the Applicant to the City of the preliminary development plan for a development consisting of 250,000 square feet or less or, if larger, for a development consisting of a single building, which development, upon completion, would require, in order to secure a certificate of occupancy for all its square footage, completion of the infrastructure improvements described in subparagraphs 15(a) and 15(d) below (the "Trigger Plan"), the City shall provide the Applicant with evidence that funds for the Plan Cost Difference will be available for the purpose of constructing the Alternative Concept Plan Connection Design within one year of the date such evidence is provided. In the event that such evidence cannot be provided by the City within the required time period, then the Alternative Concept Plan shall no longer be of any force or effect, and shall be replaced by the Concept Plan as the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD. (CDD#99-01, 1f) (CDD#2010-0001)

- g. **[CONDITION SATISFIED]** In the event the City disapproves construction documents submitted to it by the applicant under subparagraph (a), or disapproves the Concept Plan Cost Estimate or Alternative Plan Cost Estimate submitted to it by the applicant under subparagraph (b), the City shall, at the same time it notifies the applicant of its disapproval, inform the applicant of the basis for its disapproval. Thereafter, and within a reasonable period of time, the applicant shall revise the construction documents or adjust the cost estimates to address the basis for the City's disapproval, and submit the revised documents or adjusted estimates to the City for its approval or disapproval, which the City shall provide

within 60 days of its receipt of the applicant submission. This process shall continue until City approval of the construction documents or cost estimates has been obtained. Notwithstanding any other provision of this paragraph, the City shall not unreasonably withhold its approval of any construction documents or any costs estimates submitted to it by the applicant. (CDD#99-01, 1g) (CDD#2010-0001) (PC)

General

2. Any preliminary development plan for the CDD, filed or pursued under § 5-605 of the Zoning Ordinance, shall be consistent with, and shall meet all requirements which are part of, the Concept Plan or, if in effect, the Alternative Concept Plan, including the design guidelines. which are part of the operative concept plan; provided, that no preliminary development plan for any portion of the CDD to the west of the relocated rail lines and to the south of Howell Avenue (extended into the CDD), and no site plan proposing a permitted or special use in this portion of the CDD, may be filed or pursued by the applicant prior to the Trigger Deadline. (CDD#99-01, 2) (PC)
- 3A. **[CONDITION SATISFIED]** A preliminary development plan and/or any associated development and/or zoning applications for Landbay L shall not be submitted for review to the City prior to a comprehensive analysis by the City of Potomac Yard including but not limited to Landbay L and all associated and applicable Master Plan and/or zoning approvals have been approved by the City. In the event the City has not approved all necessary Master Plan and/or zoning approvals as part of the comprehensive review of Potomac Yard including but not limited to Landbay L by June 1, 2010, the applicant shall be permitted to file a development plan for Landbay L which shall be subject to all applicable provisions of the CDD Concept Plan, transportation management plan, Potomac Yard Design Guidelines and Zoning Ordinance. In no event shall the comprehensive analysis of Landbay L reduce the approved development levels below those resulting from the transfer of density in CDD Concept Plan Amendment #2008-0001. (CDD#2008-0001, 3A) (CDD#2010-0001) (PC)
3. **CONDITION AMENDED BY STAFF:** The applicant may transfer square footage that is approved in the Concept Plan or, if in effect, the Alternative Concept Plan from one to another landbay, with the approval of the Director of P&Z, subject to the following limitations (PC):
 - a. no transfer shall cause the net square footage of retail use or office use, or the number of dwelling units, in a landbay (i.e., whether the transferor or transferee landbay) to increase or decrease by 15% or more from the net retail square footage or the net office square footage, or the number of dwelling units, approved for that landbay except that, through a DSUP, multifamily and office uses within Landbays H, I, and J may be relocated consistent with the CDD Concept Plan dated August 22, 2012 ~~September 24, 2010~~; (CDD#99-01, 3a) (CDD#2010-0001)
 - b. no transfer shall cause or result in the transfer of any square footage of retail use

from landbay “G” (the “Town Center”); (CDD#99-01, 3b) and

- c. no transfer shall cause or result in a change to any element in or part of the Concept Plan or, if in effect, the Alternative Concept Plan other than an increase or decrease in the amount of retail or office use, or in the number of dwelling units, that is consistent with subparagraph (a). (CDD#99-01, 3c)
- d. Uses within Landbay G may be reprogrammed through the DSUP process so long as the mix of uses is consistent with the amended CDD Concept Plan dated August 22, 2012 ~~September 24, 2010~~ (CDD#2008-0001, 3Bd) (CDD#2010-0001):
 - i. Any conversion of uses as noted above shall occur on a one for one net floor area. (CDD#2008-0001, 3Bdi) (CDD#2008-0004, 3Bdi) (CDD#2010-0001)
 - ii. The conversion shall not decrease the amount of ground floor retail floor area below 80,000 sq. ft. and the conversion shall not allow an overall retail floor area above 195,000 sq. ft. (CDD#2008-0001, 3Bdii) (CDD#2008-004, 3Bdii) (CDD#2010-0001)
 - iii. Condition deleted. (CDD#2008-0001, 3Bdiii) (CDD#2008-004, 3Bdiii) (CDD#2010-0001)
- 4. For purposes of these concept plan conditions, “retail” is defined to include retail shopping establishments, restaurants, personal service establishments, banks, amusement enterprises, health clubs and any other activity that involves a significant degree of pedestrian activity, as determined by the Director of P&Z. (CDD#99-01, 4) (CDD#2008-004, 4) (CDD#2010-0001)
- 4A. The applicant shall hire a LEED accredited professional as a member of the design and construction team for each landbay (s) and/or building(s). The accredited professional(s) shall incorporate sustainable design elements and innovative technologies into the project. The office/commercial building(s) shall achieve LEED certification under the U.S. Green Building Council’s System and incorporate sustainable design elements and innovative technologies into the project unless otherwise approved in a DSUP. The residential buildings shall explore the possibility of LEED certification under the U.S. Green Building council’s System or comparable program including but not limited to Earthcraft. The applicant, or its successors, shall also work with the City for reuse of the existing buildings materials as part of the demolition process. (CDD#2008-0001, 4A) (CDD#2010-0001) (PC)
- 4B. Condition deleted. (CDD#2008-0001, 4B) (CDD#2010-0001)
- 4C. **[CONDITION SATISFIED]** The applicant shall increase the provided ground level open space as part of the approval of the preliminary development plan(s) for Landbay J

and Landbay L. If a revised plan is approved for Landbay L as required in condition 3, the open space requirements of the comprehensive plan shall govern for Landbay L. (CDD#2008-0001, 4C) (CDD#2010-0001) (PC)

5. In addition to the preliminary development plan approval that is required for every building constructed within the CDD pursuant to an approved concept plan, any use locating within such a building, which is a “special use” under the regulations in effect at the time of this concept plan approval for the CD, CG or CL zone in the City's Zoning Ordinance, shall obtain a separate special use permit, pursuant to section 11-500 of the Zoning Ordinance. (CDD#99-01, 5)
- 5A. In an effort to encourage a mix of uses, non-residential uses shall be considered on the ground floor of individual townhouse units located on or adjacent to E. Custis Avenue and E. Howell Avenue between Route 1 and Main Line Boulevard if a future transit stop is provided at those locations. (CDD#2010-0001)
6. Accessory residential units (e.g. Granny Flats) may be constructed within the CDD only if they are counted as residential units and all required parking is provided. (CDD#99-01, 6)

Open Space

7. The following open spaces within the CDD shall, upon the completion of their improvements, be dedicated by the applicant to the City (PC):
 - a. the portion of Braddock Field, which is within Potomac Yard Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines (this portion of the field lies within the CDD and will be combined with public land adjacent to the CDD to form the field that is to be improved by the applicant); (CDD#99-01, 7a) (PC)
 - b. Monroe Field No. 1, which is within Potomac Yard Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;(CDD#99-01, 7b)
 - c. Monroe Field No. 2, which is within Potomac Yard Park (a playfield that staff has relocated from Potomac Greens to the Yard), as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines; (CDD#99-01, 7c)
 - d. the remainder of Potomac Yard Park (i.e., Potomac Yard Park, less the three fields identified in subparagraphs (a) through (c); also referred to below as the “Potomac Yard Linear Park”), as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines; (CDD#99-01, 7d)

- e. the southern portion of the applicant proposed Rail Park (i.e. all of the proposed park except the northern most approximately 1.2 acres) that is described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines; (CDD#99-01, 7e) (PC)
- f. Howell Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines; (CDD#99-01, 7f)
- g. the finger parks along Custis Avenue and Swann Avenue, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines; (CDD#99-01, 7g) and
- h. the portion of Potomac Greens Park that consists of approximately 16 acres of environmentally-protected land located in the northern and eastern portions of landbay A, and an additional parcel of approximately one acre located immediately adjacent to said portion of the park at the north end of the landbay A development, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines. (CDD#99-01, 7h) (PC)

All improvements to these and to the other open spaces within the CDD that are described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines, including the portion of the improvements to Braddock Field that will occur on the public property which is currently part of George Washington Middle School, shall be designed and constructed, including with respect to infrastructure and uses, in conformance with the Concept Plan Design Guidelines or, if in effect, the Alternative Concept Plan Design Guidelines, and shall be completed in accordance with the schedule in paragraph 15 below. The improvements to the open spaces identified in subparagraphs (a) through (h) above shall be completed by the applicant, and accepted by the City, prior to the space being dedicated to the City. All dedicated open space, following its acceptance by the City, shall be maintained by the City. The remainder of the open spaces in the CDD shall not be owned by the City, and shall be privately maintained. However, a public access easement shall be conveyed by the applicant to the City for all such non-dedicated open spaces (except the non-dedicated northern portion of Rail Park) which will provide access to these open spaces to members of the public (including, where appropriate, access for bicycle purposes); provided, that access to and use of one of such spaces, the Town Green on landbay G, may occasionally be limited to the owners and tenants of adjacent or nearby buildings, and their invitees, with the consent of the Director of Recreation, Parks and Cultural Affairs, which consent may not be unreasonably withheld. (CDD#99-01, 7a-h) (PC)

- 8A. The applicant shall provide the following information to the City regarding the portion of Landbay E (Four Mile Run) located outside of the existing channel easement. The scope of these studies shall be approved by the City prior to submittal: (CDD#2008-0004, 8A) (PC)

- a. The applicant shall submit a Phase I Environmental Site Assessment with the understanding that the City will be responsible for conducting a Phase II assessment, if necessary. If contaminants are found as part of the Environmental Site Assessment, the applicant shall submit the following (PC):
 - i. A Site Characterization Report detailing the location, applicable contaminants, and the estimated quantity of any contaminated soils and/or groundwater at or in the immediate vicinity of the site. (CDD#2008-0004, 8Aai)
 - ii. A Risk Assessment indicating any risks associated with the contamination. (CDD#2008-0004, 8Aaii)
 - iii. A Remediation Plan, if applicable, detailing how any contaminated soils and/or groundwater will be dealt with including plans to remediate utility corridors. Proposed or relocated utility corridors in contaminated soil shall be over-excavated by 2 feet and backfilled with clean soil. (CDD#2008-0004, 8Aaiii)
 - iv. Submit a Health and Safety Plan indicating measures to be taken during remediation and/or construction activities to minimize the potential risks to workers, the neighborhood, and the environment. (CDD#2008-0004, 8Aaiv)
 - v. Confirmatory sampling between the depths of 0 and 2 feet shall be completed after final grading for all areas with exposed surficial soils from on-site sources. Areas covered by an imported 2 foot certified clean fill cap or impervious barrier do not require confirmatory sampling. (CDD#2008-0004, 8Aav)
 - b. The structural integrity of “Bridge C” shall be evaluated by a professional engineer and a Bridge Condition Survey shall be submitted to the satisfaction of the Director of T&ES. Any structural deficiencies identified in the survey shall be repaired by the applicant to the satisfaction of the Director of T&ES. (CDD#2008-0004, 8Ab) (PC)
 - c. Provide an updated ALTA survey, including all existing utilities and easements. (CDD#2008-0004, 8Ac)
 - d. The Applicant shall satisfy the requirements contained in this condition within three (3) years of the date of City Council approval or before the trigger in Condition #8H below is met - whichever occurs earlier. (CDD#2008-0004, 8Ad)
- 8B. The applicant shall demolish the bridge “B” deck and related structural supports, to the satisfaction of the Director of T&ES. The applicant shall also demolish a portion of the

abutments, if requested by the City and permitted by the applicable state and federal authorities. All work shall be subject to the following (CDD#2008-0004, 8B) (PC):

- a. The principal point of contact for all construction/demolition-related activities will be the Director of T&ES, who will consult as appropriate with the Directors of RP&CA, P&Z, Code Administration, and any other necessary City agencies. (CDD#2008-0004, 8Ba)
 - b. If necessary due to the removal of the bridge deck, related structural supports, and any portion of the abutments, the applicant shall develop, provide, install, and maintain a slope stabilization to restore and stabilize all disturbed areas in accordance with the erosion and sediment control requirements set forth in the Virginia State Code. Rip rap only is not acceptable. (CDD#2008-0004, 8Bb) (PC)
 - c. If necessary, due to the removal of the bridge deck, related structural supports, and any portion of the abutments, all banks adjacent to bridge “B” shall be restored to match the slope of the adjacent banks. (CDD#2008-0004, 8Bc)
 - d. Bridge “B”, including any portion of the abutments and related structural supports, shall be demolished and disposed of in compliance with all state and federal regulations. All demolition material and construction debris shall be removed from the project site including the Four Mile Run channel, embankments, and resource protection area, upon completion of construction activities. (CDD#2008-0004, 8Bd)
 - e. Prior to commencement of demolition, the applicant shall prepare and submit a construction management plan of the demolition for review and approval by the Director of Transportation and Environmental Services. (CDD#2008-0004, 8Be) (PC)
 - f. All necessary hauling permits shall be obtained prior to release of the demolition permit by the City of Alexandria. (CDD#2008-0004, 8Bf)
- 8C. The applicant shall identify and remove/relocate any existing utilities location or associated with Bridge “B”. (CDD#2008-0004, 8C)
- 8D. The applicant shall identify the tie-in location for water and electric service to the Landbay. (CDD#2008-0004, 8D)
- 8E. The applicant shall install security fencing on the north and south ends of Bridge “C” to prevent vehicular and pedestrian access to the bridge to the satisfaction of the Director of Recreation, Parks, & Cultural Activities. (CDD#2008-0004, 8E)
- 8F. At its expense, and with the assistance of the City in coordinating and obtaining the necessary approvals from the applicable local, state, and federal entities, the applicant

shall be responsible for submitting, obtaining, and/or maintaining all federal, state, and local construction permits, dedication plats, and documentation. (CDD#2008-0004, 8F) (PC)

- 8G. The applicant shall meet with Transportation and Environmental Services to discuss construction staging activities prior to release of ground disturbing activities. No construction staging activities shall occur on Route 1. (CDD#2008-0004, 8G) (PC)
- 8H. The applicant shall demolish the bridge in accordance with the conditions and dedicate Landbay E to the City prior to the issuance of a building permit for any development in excess of 1,000,000 square feet for Landbays H, I, J, or L collectively. (CDD#2008-0004, 8H)

Grading

- 9. The portion of the CDD to the west of the relocated rail lines and to the south of Howell Avenue (extended into the CDD), to the district's southern boundary, shall be graded so that the grades in this part of the CDD are designed in accordance with good engineering practices and blend gradually, without any abrupt changes, into the existing grades of the adjacent neighborhoods and the George Washington Middle School. (CDD#99-01, 9)

Parking

- 10. If the WMATA board awards a contract for the construction of a Metrorail station adjacent to Potomac Yard, reduced parking ratios lower than the Zoning Ordinance requirements shall be permitted through a Development Special Use Permit. (CDD#99-01, 10) (CDD#2008-0001, 10) (CDD#2010-0001)
- 11. A minimum of 15% visitor parking, which may be on- or off-street, shall be provided for all residential uses. (CDD#99-01, 11)
- 11A. All parking must be underground, except that above-grade parking structures are permitted in any subsequent development special use permits in the following locations, subject to the criteria in 11B, C and D: Landbay G, Block D;
 - a. Landbay G, Block H;
 - b. Landbay H, Block bounded by Route 1, Maskell Street, Main Line Boulevard and Swann Avenue;
 - c. Landbay H/I, Block bounded by Route 1, Swann Avenue, Main Line Boulevard and Bluemont Avenue;
 - d. Landbay J, Block adjacent to Route 1, Main Line Boulevard and Potomac Avenue;
 - e. Landbay L, Block adjacent to Monroe Avenue and Main Line Boulevard; and
 - f. Landbay H/I, Block bounded by Main Line Boulevard, Swann Avenue, Potomac Avenue and Bluemont Avenue. (CDD#2010-0001) (PC)

- 11B. With the exception of the above-grade parking structure in Landbay G, Block D, which is already approved, any exception in any subsequent Development Special Use Permit for above-grade parking structures is permitted, subject to the following:
- a. Each multifamily or office building and block shall provide a minimum of one level of underground parking;
 - b. Above-grade structured parking may be located within the central portion of the block at grade, provided that a minimum of one level of parking is provided below grade and each level of the entire street and/or park/open space frontage is devoted to active uses (residential, office, and/or retail) with a minimum depth of 35 feet; and
 - c. If above-grade structured parking is provided above the ground floor uses, the parking is required to be screened with active uses (residential, office, and/or retail) with a minimum depth of 35 feet for the entire street and/or park/open space frontage.(CDD#2010-0001) (PC)
- 11C. The final design of the federal tenant above-grade parking structure in Landbay H/I shall be determined during the Development Special Use Permit (“DSUP”) process, but shall be generally consistent with the following criteria:
- a. Active uses shall screen all above-grade parking structure levels along the Potomac Avenue, Bluemont Avenue and Main Line Boulevard frontages;
 - b. Ground floor active uses shall screen the first level of the above-grade parking structure along Swann Avenue frontage.
 - c. An architectural façade consisting of masonry and glazed openings shall screen the upper levels of the above-ground parking structure along Swann Avenue frontage.
 - d. The upper level façade masonry elements shall shield the headlights of cars located within the above-grade parking structure. (CDD#2010-0001) (PC)
- 11D. Surface parking lots may be permitted on an interim basis on land that has yet to be developed. These parking lots shall be approved as an administrative Special Use Permit and the parking lot shall conform to screening and landscaping standards for parking lots. (CDD#2010-0001) (PC)
- 11E. Required parking for individual townhomes and other single family units such as stacked and duplex units shall be from rear alleys. (CDD#2010-0001) (PC)

Phasing and Preliminary Development Plan Processing

12. The CDD Landbay, Infrastructure and Open Space Phasing Plan
- a. The very first preliminary development plan application (excluding the preliminary development plan for Braddock Field) that is filed for the CDD shall be accompanied by a “CDD Landbay, Infrastructure and Open Space Phasing Plan” (the “CDD Phasing Plan”), which shall be updated and submitted with each

subsequent preliminary development plan application that seeks approval of one or more buildings or structures within the CDD. No such preliminary development plan shall be approved unless the Director of P&Z and the Director of T&ES have approved the CDD Phasing Plan which accompanies the development plan application. The initial and each updated CDD Phasing Plan is intended to inform the City of the applicant projections regarding the timing and nature of landbay, infrastructure and open space construction activities, and to ensure that the construction of the infrastructure systems identified below in subparagraph (b)(ii) is pursuant to a comprehensive plan, covering the entire CDD, that has been approved by the City. Notwithstanding the above, the applicant may, at its discretion, submit an updated CDD Phasing Plan from time to time for review and approval by the Director of P&Z and the Director of T&ES; provided, that no such submission shall relieve the applicant of the requirement that it submit an updated CDD Phasing Plan with each preliminary development plan application that seeks approval of one or more buildings or structures within the CDD. (CDD#99-01, 12a) (PC)

- b. The initial and each subsequent CDD Phasing Plan shall satisfy the following conditions and requirements. (CDD#99-01, 12b)
 - i. As to landbays, the plan shall provide, for each landbay within the CDD, a general outline of the landbay and the applicant's most up-to-date projection of the times when construction of the different land uses (i.e., office, retail, hotel and residential) described in the operative concept plan for the landbay is likely to commence. (CDD#99-01, 12bi) (PC)
 - ii. As to infrastructure, the plan shall provide, for each of the systems of infrastructure identified below in this subparagraph, (x) the general location and layout of the major components, or the backbone, of the system (such components to be determined by the Director of T&ES), and (y) the times when construction of these major system components is expected to commence (provided, that the projected times for the commencement of construction of these components shall be consistent with the schedule in paragraph 15 below). The systems of infrastructure to be addressed are (CDD#99-01, 12bii):
 - A. the system of major streets to be constructed within the CDD, which shall consist of the streets identified below in paragraph 15 and the four major east-west streets to be constructed within the CDD (East Glebe, Swann, Custis and Howell); (CDD#99-01, 12biiA)
 - B. the sanitary sewer system to be constructed within the CDD, including the Trunk Sewer (as defined below in paragraph 22); (CDD#99-01, 12biiB)

C. the stormwater sewer system to be constructed within the CDD; (CDD#99-01, 12biiC) and

D. the utility systems to be constructed within the CDD (e.g., electricity, water, gas, phone/communications and cable). (CDD#99-01, 12biiD)

iii. As to open spaces, the plan shall provide, as to each open space area identified in the design guidelines (except neighborhood open spaces) for the operative concept plan, (x) the general location of the open space, and (y) the time when construction of the improvements to the open space is expected to commence (provided, that the projected times for the commencement of construction of the improvements shall be consistent with the schedule in paragraph 15 below). (CDD#99-01, 12biii)

13. The Landbay Preliminary Infrastructure, Open Space and Use Plan

a. The first preliminary development plan that proposes the construction of a building or structure within a landbay in the CDD shall be accompanied by a “Landbay Preliminary Infrastructure, Open Space and Use Plan” (the “Landbay Preliminary Plan”). This plan shall (i) show, at a level of detail defined by the Director of T&ES, all streets and sidewalks, sanitary sewers, storm sewers, and utilities (e.g., electricity, water, gas, phone/communications and cable), and any other infrastructure items identified by the Director, that will be constructed within or otherwise to serve the landbay, (ii) show all the open spaces within the landbay, whether public or private, that are described in the operative concept plan, and (iii) show the general locations within the landbay of the other uses identified for the landbay in the operative concept plan. It is anticipated that the Director of T&ES will require the Landbay Preliminary Plan at least to contain preliminary plans and profiles for the streets and sidewalks, sanitary sewers, storm sewers and utilities to be constructed within or otherwise to serve the landbay. The Landbay Preliminary Plan that accompanies the first preliminary development plan for a landbay shall be submitted to City Council along with the development plan, and shall be approved by Council in conjunction with its approval of the development plan. (CDD#99-01, 13a)

b. Any subsequent preliminary development plan for the same landbay that requires or involves modifications (including additions) to the previously approved Landbay Preliminary Plan shall be accompanied by a new Landbay Preliminary Plan which includes all such modifications and complies with subparagraph (a). This new plan shall be submitted to City Council along with the preliminary development plan, and shall be approved by Council in conjunction with its approval of the development plan. (CDD#99-01, 13b)

c. Within 60 days of the approval of the first preliminary development plan for a landbay, and within 20 days of the approval of all subsequent preliminary

development plans for such landbay, the Director of T&ES shall identify the components of the landbay's streets and sidewalks, sanitary sewers, storm sewers and utilities (and other infrastructure items identified by the Director under subparagraph (a)) that are shown in the approved Landbay Preliminary Plan, and the components of the landbay's open spaces that are shown in that Landbay Preliminary Plan, for which final engineering plans, profiles and, where applicable, calculations shall be submitted along with the final site plan for the landbay development that has just received development plan approval. No final site plan for a building or structure within a landbay shall be released unless the Director of T&ES has received as part of the final site plan submission, and has approved, the engineering plans, profiles and calculations for the infrastructure and open space components which the Director had identified. (CDD#99-01, 13c)

14. The Directors of T&ES and P&Z may require that infrastructure, open spaces, land uses and other matters located outside of the landbay that is the subject of a preliminary development plan application also be shown and addressed in the application, if they deemed it necessary to properly assess the proposed development plan. (CDD#99-01, 14)

Infrastructure and Open Space Improvements -- Commencement or Completion Date/Event

15. Construction of the infrastructure and open space improvements identified in the schedule below shall be commenced or completed in accordance with the dates or events in the schedule, unless a variation from the schedule is approved by City Council in conjunction with the approval of a preliminary development plan for the CDD. Following the completion of their construction, the new streets and the improvements to existing streets, which are identified in the schedule, shall be dedicated by the applicant to the City. (CDD#99-01, 15) (PC)

Streets

- a. **Potomac Avenue (Spine Road)**⁶ ---Construction of this road from its tie-in with South Glebe Road or Crystal Drive in Arlington, to a tie-in with the New Route 1 Connector (see paragraph 15(d)), shall be completed and accepted prior to issuance of the first certificate of occupancy in Landbay I or J. Notwithstanding anything in this subparagraph (a) to the contrary, unless construction of this road has already occurred pursuant to this subparagraph,

⁶In the event the Alternative Concept Plan is in effect, and the City elects, under paragraph 1(e) above, to construct all or a portion of Potomac Avenue (the Spine Road), then the Applicant's ability to develop and receive certificates of occupancy within the CDD shall be affected by the date on which the construction of Potomac Avenue is completed only (i) if the City commences construction at or before the time that the construction would have been commenced by Applicant in order to have the construction completed within the deadlines in this subparagraph (a), and (ii) if the City thereafter diligently pursues the construction to completion.

construction of the Spine Road from its tie-in with either South Glebe Road or Crystal Drive in Arlington to a tie-in, at grade, with current Route 1 in the vicinity of Windsor Avenue (or another location determined by the Director of T&ES) shall be completed before the issuance of a certificate of occupancy for 2,000,000 square feet of any new development in this portion of the CDD for which final site plan approval is given after the date of concept plan approval. (CDD#99-01, 15a) (CDD#2007-0001, 15a) (CDD#2010-0001, approved separately on 10/16/2010)

- aa. **Street A** --- Construction shall occur as set forth below:
 - i. If the east/west roadway north of Block D (Wesmond Drive) is constructed by others and dedicated to the city prior to construction of Public Street “A”, the applicant shall redesign and construct Public Street “A” in Landbay G to intersect with Wesmond Drive in a “T” intersection configuration.
 - ii. The applicant shall design and construct Private Street “A” in Landbay G to intersect Potomac Avenue in a “T” intersection configuration. If the east/west roadway north of Block D (Wesmond Drive) is constructed by others and dedicated to the City prior to construction of Private Street “A”, the applicant shall redesign Private Street “A” to form a linear extension of Wesmond Drive extending east to Potomac Avenue. The redesign of Private Street “A” shall be based on the design standards for Wesmond Drive contained within the North Potomac Yard Urban Design Standards. (CDD#2010-0001)
- b. **Main Street and South Main Street (Main Line Boulevard ST#2008-0001)**---Construction shall occur in phases with each landbay, and such construction shall be completed by the date or event described in the initial preliminary development plan approval for the landbay (CDD#99-01, 15b)
 - i. The applicant shall design and construct Main Line Boulevard (Main Street) and other associated improvements such as street lights, curbing and temporary asphalt sidewalks within Landbay G to enable the connection between Landbay G and CDD#19 to occur with the first phase of construction but starting no later than December 31, 2011 provided that the Main Line Boulevard (Main Street) connection along the western face of Block D within North Potomac Yard has been constructed by others. (CDD#2010-0001)
- c. **Route 1 Improvements**⁷---Construction of the Route 1/transitway

⁷ The Route 1 Improvements under the Concept Plan differ from those under the Alternative Concept Plan. The primary difference is that, under the Concept Plan, the improvements run from Monroe Avenue to East Glebe Road. Under the Alternative Concept Plan, which calls for

improvements from Howell Avenue to East Glebe Road shall commence within 90 days of infrastructure plan approval for the Route 1 Corridor Improvement Plan, including the transitway, and shall thereafter be diligently pursued to completion, subject to an agreement between the City and the Applicant for shared financial responsibility for the improvements. (CDD#99-01, 15c) (CDD#2007-0001, 15c)

- d. **Monroe Avenue bridge removal**---Demolition of the current bridge, construction New Route 1 Connector and of the new connector and realignment of Monroe Avenue realignment⁸ Monroe Avenue shall be completed before the issuance of a certificate of occupancy for the earliest of the following: (i) for 800,000 square feet of new office development in the portion of the CDD west of the relocated rail lines (including office development consisting of interim, permitted and special uses), for which final site plan approval is given after the date of concept plan approval; (ii) for 1,750,000 square feet of any new development in this portion of the CDD (including development consisting of interim, permitted and special uses, but excluding hotel uses), for which final site plan approval is given after the date of concept plan approval; or (iii) for 3,250,000 square feet of any new development in this portion of the CDD and/or in the Arlington County portion of the Potomac Yard (including development consisting of interim, permitted and special uses, but excluding hotel uses), for which final site plan approval is given after the date of concept plan approval (CDD#99-01, 15d)

- e. **East Glebe Road**⁹ ---Construction shall be completed by the date or event

the removal of the Monroe Avenue bridge and the realignment of Monroe Avenue, the improvements run, generally, from Howell Avenue to East Glebe Road.

⁸ These infrastructure items are only required under the Alternative Concept Plan. See paragraph 4 above. Realignment of Monroe Avenue shall include tying the avenue into the street system within the CDD in a manner approved by the Director of T&ES. In addition, in the event the Alternative Concept Plan is in effect, and the City elects, under paragraph 1(e) above, to undertake all or a portion of the Monroe Avenue bridge removal, or of the construction of the New Route 1 Connector or the Monroe Avenue realignment, then the Applicant's ability to develop and receive certificates of occupancy within the CDD shall be affected by the date on which the construction of the New Route 1 Connector or of the Monroe Avenue realignment is completed only (i) if the City commences the removal or construction, or if applicable both the removal and construction, at or before the time that it would have been commenced by Applicant in order to have the removal and construction completed within the deadlines in this subparagraph (d), and (ii) if the City thereafter diligently pursues the removal and construction to completion.

⁹ The streets addressed in subparagraphs (e) through (h) are east-west streets that are to be constructed within the CDD.

described in the initial preliminary development plan approval for landbay G (CDD#99-01, 15e)

- f. **Swann Avenue**---Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay H (CDD#99-01, 15f)
- g. **Custis Avenue**---Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay I (CDD#99-01, 15g)
- h. **Howell Avenue**---Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay J (CDD#99-01, 15h)

Sewers

- i. **Trunk Sewer**¹⁰ to the wastewater---See paragraphs 22 and 23 below treatment plant operated by the Alexandria Sanitation Authority. (CDD#99-01, 15i)
- j. **Collection System**¹¹---See paragraph 24 below. (CDD#99-01, 15j)
- k. **Stormwater sewers**---See paragraph 26 below. (CDD#99-01, 15k)

Stormwater Treatment

- l. (1) **Master stormwater quality concept**---See paragraph 27 below plan (CDD#99-01, 15l)

Open Space

- m. **Braddock Field**¹²---A preliminary development plan for the construction of this field shall be submitted to the City within four months of the applicant's receipt of all necessary City and School Board consents to use public property on the site of the George Washington Middle School (see note 14); a final development plan shall be submitted to the City within two months of preliminary development plan approval; construction shall commence within three months of

¹⁰ The Trunk Sewer is defined in paragraph 22 below.

¹¹ The Collection System is defined in paragraph 24 below.

¹² Braddock Field includes public land that is currently part of George Washington Middle School. The improvement of Braddock Field, therefore, requires the cooperation and consent of the City and the School Board.

City approval of such final development plan, and shall thereafter be diligently pursued to completion. (CDD#99-01, 15m) (PC)

- n. **Monroe Fields (final fields)**---In the event the City determines not to assume responsibility for the Plan Cost Difference under paragraph 1 above, a preliminary development plan shall be submitted to the City within three months of such determination, a final development plan shall be submitted to the City within two months of the approval of the preliminary development plan, and construction shall be commenced within three months of the approval of the final development plan and thereafter diligently pursued to completion; in the event the City determines to assume responsibility for the Plan Cost Difference under paragraph 1 above, construction shall commence within three months of completion of construction of the New Route 1 Connector and there-after be diligently pursued to completion. (CDD#99-01, 15n)
- o. **Monroe Fields (interim fields)**¹³---A plan for the construction of these fields shall be submitted to the City within four months of concept plan approval; construction shall commence within three months of City approval of such plan, and shall thereafter be diligently pursued to completion (CDD#99-01, 15o)
- p. **Pedestrian Bridge across rail tracks--** The applicant shall make a monetary contribution to be utilized by the City for design, permitting, and other hard and soft costs associated with the construction of a Metrorail station at Potomac Yard that will include a pedestrian connection between the west and east sides of the tracks. The contribution shall be made to the City as follows (CDD#2010-0001):
 - i. \$500,000 within 30 days of final unappealable approval of the amendments to CDD #10. (CDD#2010-0001) (PC)
 - ii. \$500,000 within 30 days of final unappealable approval of a DSUP with preliminary site plan for the remaining townhouse/urban loft parcels in Landbay I & J. (CDD#2010-0001) (PC)
 - iii. \$500,000 within 30 days of final unappealable approval of a DSUP with preliminary site plan for the townhouse/urban loft parcels in Landbay L. (CDD#2010-0001) (PC)

¹³ The final Monroe Fields are unlikely to be constructed for many years. Therefore, CAP shall construct two fence-enclosed, regulation-size interim soccer fields, with parking for 65 vehicles and vehicular access to Route 1, at a location within the portion of the CDD west of the relocated rail lines which is approved by the Director of P&Z. Once the construction of these fields has been accepted by the City, the fields shall be operated and maintained by the City. These interim fields shall remain in use until construction of the final Monroe Fields is completed or, if earlier, the City determines no longer to utilize the interim fields.

- iv. Notwithstanding provisions ii and iii above regarding the timing of payments, the \$1 million set for therein shall be paid to the City no later than December 31, 2013. (CDD#2010-0001) (PC)
- v. \$500,000 within 30 days of the bond being issued for funding of the Metrorail station. If the bond is not issued for a Metrorail station, no additional contribution will be made. (CDD#2010-0001) (CDD#99-01, 15p) (CDD#2007-0001, 15p) (PC)
- q. **Potomac Yard Linear Park**¹⁴---Construction and/or monetary contributions shall occur as set forth in the Landbay K DSUP. (CDD#99-01, 15q) (CDD#2010-0001)
- r. **Rail Park**---Construction and/or monetary contributions shall occur as set forth in the Rail Park SUP. (CDD#99-01, 15r) (CDD#2007-0001, 15r) (CDD#2008-0001, 15r) (CDD#2010-0001)
- s. **Potomac Greens Park**---Construction shall occur in conjunction with the development of landbay “A,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay (CDD#99-01, 15s)
- t. **Howell Park**---Construction shall occur in conjunction with the development of landbay “J,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay (CDD#99-01, 15t)
- u. **Swann Finger Park**---Construction shall occur in conjunction with the development of landbay “H,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay (CDD#99-01, 15u)
- v. **Custis Finger Park**---Construction shall occur in conjunction with the development of landbay “I,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay (CDD#99-01, 15v)
- w. **Neighborhood Parks**---Construction shall occur in conjunction with the development of the landbay in which the particular neighborhood park is located, and shall be completed by the date or event described in the initial preliminary

¹⁴ Potomac Yard Linear Park is the portion of Potomac Yard Park that lies along the rail lines on the east side of the Yard. It does not include Braddock Park, Monroe Field No. 1 or Monroe Field No. 2, all of which are also part of Potomac Yard Park.

development plan approval for the landbay (CDD#99-01, 15w)

- x. **Landbay “C” landscaping**---Construction shall occur in conjunction with the development of landbay “A,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay (CDD#99-01, 15x)
- y. **Landbay N**---The approximately 2.78 acre Landbay N shall be dedicated to the City for passive open space purposes prior to preliminary development special use permit approval of Landbay H, I, J, and/or L. Alternatively, a perpetual open space access easement shall be granted to the City for Landbay N prior to the preliminary development special use permit approval of Landbay H, I, J, and/or L. (CDD#2008-0001, 15y)

15A. Possible Future School Site

- a. A portion of the component of Potomac Yard Park consisting of Monroe Fields No. 1 and No. 2 — the portion to be identified by the Director of P&Z and the Superintendent of the Alexandria Public Schools (“ACPS”), and not to exceed three acres — shall be reserved and made available for the construction of a new ACPS school if, in the future, it is jointly determined by the city council and the school board to locate a new school at this site. If such a determination is made, and it is further determined by the council and board that more than the reserved land is needed for construction of the new school, then up to an additional two acres of adjacent land will be made available for the new school. Notwithstanding the prior provisions of this paragraph, the area that is identified by the Director and Superintendent shall be improved in accordance with the operative concept plan and paragraphs 15(n) and 15(o) above, and shall thereafter be both maintained as public open space and utilized for active recreation purposes until such time as it is determined to utilize the area for a new ACPS school. (CDD#99-01, 15Aa)
- b. In recognition of the possibility that, in the future, a portion of Potomac Yard Park may be removed from active recreational use and placed in school use, the applicant shall improve an area of approximately three acres, for active recreational use, in the Potomac Yard linear Park (see note 15), in the general vicinity of land bays “H” and “I,” and at a specific location to be determined by the Director of P&Z. The size of this area and the precise nature of these recreational improvements shall be determined by the Director of P&Z, after consultation with the City’s Parks and Recreation Commission, the Director of Recreation, Parks and Cultural Affairs, and the applicant. Construction of these improvements shall occur at the time that development in this portion of the Linear Park is to occur under paragraph 15(q), and shall comply with applicable design guidelines. (CDD#99-01, 15Ab) (PC)

16. A separate preliminary development plan shall be submitted by the applicant for each of the open space areas that are to be dedicated to the City (see paragraph 7 above). The plan shall be considered by the Planning Commission and City Council, pursuant to the provisions of section 5-600 of the Zoning Ordinance. (CDD#99-01, 16) (PC)
17. **[CONDITION SATISFIED]** A Potomac Yard Design Advisory Committee (the “PYDAC”) shall be established to assist the city in reviewing applications for preliminary development plan approval. (CDD#2010-0001)
 - a. **[CONDITION SATISFIED]** The PYDAC shall consist of nine members to be appointed by City Council, pursuant to title 2, chapter 4 of the Code of the City of Alexandria, Virginia, as amended, for staggered terms of no more than two years. The Committee shall include two members representing the Potomac East area; two members representing the Potomac West area; one member representing the business community, and two qualified professionals skilled in architecture or urban design. (CDD#99-01, 17a) (CDD#2008-0001, 17a) (CDD#2010-0001)
 - b. **[CONDITION SATISFIED]** The purpose of the Potomac Yard Design Advisory Committee is to review applications for preliminary development plan special use permit approval under this ordinance, within CDD No. 10 Potomac Yard/Potomac Greens for compliance with the urban design guidelines standards applicable therein, and make recommendation on such applications to the Planning Commission and City Council through the Director. (CDD#99-01, 17b) (CDD#2008-0001, 17b) (CDD#2010-0001)
 - c. **[CONDITION SATISFIED]** The Director shall send a copy of any proposed preliminary development plan for the CDD to the Committee, and the Committee shall send its comments to the Director in time to be sent to the Planning Commission together with the staff report on the proposed plan. Each applicant for a preliminary development plan approval shall be encouraged to discuss its proposal with the Committee, including prior to the filing of an application for approval of a preliminary development plan. (CDD#99-01, 17c) (CDD#2008-0001, 17c) (CDD#2010-0001)
 - d. **[CONDITION SATISFIED]** The Committee shall establish a regular schedule which provides for meetings once per calendar quarter. Additional meetings may be scheduled by the chair of the Committee, in consultation with the Director. (CDD#99-01, 17d) (CDD#2008-0001, 17e) (CDD#2010-0001)
 - e. **[CONDITION SATISFIED]** Section 2-4-7(f) of the City Code, which prohibits a person from serving on more than one standing committee, shall not apply to service on the Potomac Yard Design Advisory Committee; provided, however, that this subsection shall expire on December 18, 2007. (CDD#2008-0001, 17f) (CDD#2010-0001)

Permitted/Special/Interim Use

18. The Avis and GSA facilities presently located within the Potomac Yard are acknowledged to be, and shall be treated as, existing permitted uses. Nonetheless, in the event that compliance with the schedule in paragraph 15 above requires the construction of an infrastructure or open space improvement in the area occupied by one or both of these existing uses, then whatever modifications to these uses are required to accommodate the required improvement shall be made; if such modifications are not made, no further development in the CDD pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan may proceed. Further, unless approved as interim uses as part of the approval of the first preliminary development plan for the landbay in which they are located, the Avis and GSA facilities shall cease operation within 180 days of the date of approval for that preliminary plan. (CDD#99-01, 18)

19. Land uses not approved in the Concept Plan or, if in effect, the Alternative Concept Plan, which are proposed for a landbay in the CDD for which no preliminary development plan (other than a development plan addressing only the development of open space) has been approved, shall be evaluated under the provisions in the Zoning Ordinance for the underlying zone applicable to the landbay. If defined as a special use under those provisions, such uses shall require a special use permit and, if defined as a permitted use, shall only require site plan approval; provided, that no such uses may proceed if they would “preclude development consistent with the conceptual design plan” (section 5-603(A)(1) of the Zoning Ordinance). A proposed permitted or special use shall be determined to “preclude development consistent with the conceptual design plan” if:
 - a. development pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan, and in the landbay where the proposed use is to be located, is expected to commence before the expiration of the period during which the proposed use will be permitted to, or is reasonably expected to, continue; (CDD#99-01, 19a)

 - b. the use is proposed for a landbay that is adjacent to a landbay for which a preliminary development plan has been approved by City Council, and the Director of P&Z determines that the proposed use is incompatible with one or more of the uses identified in that approved development plan; (CDD#99-01, 19b)
or

 - c. the use, if undertaken, would preclude the delivery of an infrastructure improvement identified in paragraph 15 above by the time set out in that paragraph. (CDD#99-01, 19c)

20. Any land use that is lawfully existing in a landbay within the CDD, whether as a permitted or special use, at the time the first preliminary development plan for the landbay (other than a development plan addressing only the development of open space) is submitted to the City shall be eligible to be approved as an interim use, as part of City Council's approval of the preliminary development plan. No other land uses shall be eligible for approval as interim uses within the landbay. (CDD#99-01, 20)

Affordable Housing

21. Every preliminary development plan shall meet the requirements of the city-wide affordable housing policy that is in effect at the time the plan is submitted. (CDD#99-01, 21)

Sanitary and Storm Sewer

22. No preliminary development plan for any landbay west of the relocated rail lines, or for any portion of a landbay, which proposes the construction of a building or buildings pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan, shall be approved by City Council until (i) a new sanitary sewer line (the "Trunk Sewer") from Potomac Yard to the Alexandria Sanitation Authority ("ASA") wastewater treatment plant has been designed by the applicant to the satisfaction of the Director of T&ES and the Engineer/Director of ASA, and (ii) construction of the sewer has commenced. No Certificates of Occupancy shall be issued for any building, structure or facility within any landbay west of the relocated rail lines until the Trunk Sewer has been completed, has been accepted by the City, and is in service; provided, that, notwithstanding the status of the Trunk Sewer, certificates may be issued for buildings, structures or facility within landbay "F" (the Retail Center at the north end of the Yard), and within the warehouse complex in the Yard located generally to the east of the intersection of Route 1 Howell Avenue, which are buildings, structures or facilities that the City understood, at the time the sewage retention tank at the Four Mile Run Pump Station was constructed, were to be served by that retention tank. (CDD#99-01, 22) (PC)
23. At a minimum, the Trunk Sewer shall be designed and constructed in conformance with the following: (i) the length of the forced main and associated facilities (such as pump stations) shall be minimized; (ii) the Trunk Sewer shall be a gravity sewer for the maximum distance possible within the limits of current technology; (iii) the Trunk Sewer shall accept all the sewage now flowing to the ASA River Road Pump Station; (iv) the Trunk Sewer shall be capable of accepting a portion (to be determined by the Director of T&ES) of wet-weather flows from ASA's Four Mile Run Pump Station; (v) the Trunk Sewer shall be capable of accepting all flows from the Slater's Village/Potomac Greens Pump Station (Slater's Village is also known as Old Town Greens); and (vi) the Trunk Sewer shall be capable of accepting all the sewage from the Retail Center in landbay "F" in the event any portion of the retail center continues in operation beyond January 1, 2018. Further, the Trunk Sewer shall be built on an alignment designated by the Director of T&ES and the Engineer/Director of ASA. The closure of travel lanes on City streets and the disruption of neighborhood activities shall be minimized during construction of the Trunk Sewer. (CDD#99-01, 23)
24. No preliminary development plan for any landbay west of the relocated rail lines, or for any portion of a landbay, which proposes development pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan, shall be approved by City Council until a gravity/forced main sanitary sewer collection system (the "Collection System") has been designed by the applicant to the satisfaction of the Director of T&ES and the Engineer/

- Director of ASA, and construction of the system has commenced. At a minimum, the Collection System shall be designed to: (i) minimize the amount of forced mains and associated facilities, such as pump stations; (ii) redirect sewage flows from the ASA River Road Pump Station, and a portion (to be determined by the Director of T&ES) of wet-weather flows from the Four Mile Run Pump Station, to the Trunk Sewer; and (iii) redirect flows from the Retail Center in landbay "F" to the Trunk Sewer, in the event any portion of the Retail Center continues in operation beyond January 1, 2018. (CDD#99-01, 24) (PC)
25. No final site plan for any development within the CDD east of the relocated rail lines, shall be approved by the City, unless one of the following events has occurred:¹⁵ (CDD#99-01, 25)
- a. a new gravity sanitary sewer has been constructed by the applicant from the termination point of the forced main in Slater's Lane to the existing City sewer in Lee Street, and this new sewer has been accepted by the City and is in service; (CDD#99-01, 25a) (PC) or
 - b. the forced main from the Slater's Village/Potomac Greens Pump Station has been redirected to connect with the Trunk Sewer, and the Trunk Sewer has been accepted by the City and is in service. (CDD#99-01, 25b)
26. All storm drainage systems within the CDD shall conform to the Potomac Yard Master Drainage Plan approved by the City on October 25, 1996. (CDD#99-01, 26)
27. Prior to the submission of the first preliminary development plan for any landbay within the CDD west of the relocated rail lines, a master stormwater quality concept plan for the CDD, which includes stormwater quality calculations, a description of the best management practices ("BMPs") proposed to be employed and the location of those BMPs, shall be submitted to and approved by the Director of T&ES. (CDD#99-01, 27)
28. Prior to the removal or abandonment of any existing storm or sanitary sewer that is located within the CDD, a replacement sewer shall be in place and in service, and all necessary dedications and easements relating to the replacement sewer shall have been granted and recorded. (CDD#99-01, 28)

¹⁵ This paragraph is a restatement of condition # 47 of SUP 97-0010. That SUP approved the Old Town Greens residential development now under construction between Slater's Lane and Potomac Greens, and it remains in effect.

*Transportation*¹⁶

29. Shuttle bus service to and from the Braddock Road Metro station and/or the Metro station in Crystal City shall be provided. The nature and extent of this service, the time when it shall commence, the time when it may terminate and similar issues shall be assessed and determined by the City in conjunction with its review of transportation management plan amendments which the applicant must file along with its applications for preliminary development plan approvals. (CDD#99-01, 29) (PC)
30. Unless and until otherwise authorized by the City as an amendment to the operative concept plan, the applicant shall reserve, and shall undertake no activities (except those reasonably required for maintenance and others approved by the Director of T&ES) in, an area in the CDD, between Potomac Greens and the Potomac Yard, that would be suitable for the location of a WMATA rail station (the “Metro Site”). In order to reserve the Metro Site in this manner, the applicant shall convey a deed of easement to the City, or any other party identified by the City, which entitles the grantee to use or to authorize the use of the site for a WMATA rail station and for any ancillary purposes. The deed of easement shall also provide for reasonable access to the Metro site, by users of a rail station on the site, from both the adjacent Potomac Greens site and the adjacent Potomac Yard. Within 60 days of the approval of the concept plan for this CDD, the applicant shall submit to WMATA a drawing which shows, and a statement which describes the boundaries of the Metro Site, and conveys the applicant’s view that the Metro Site contains sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station. The applicant shall thereafter request, and diligently pursue, from WMATA a certification that the Metro Site contains sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station; provided that, with respect to this requirement for a WMATA certification, the applicant shall be considered to have not satisfied the requirement only if WMATA affirmatively states that the Metro Site does not contain sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station. (CDD#99-01, 30a) (PC)
31. In the event funding from sources other than the applicant becomes available in the future for the construction of a WMATA rail station at the Metro Site, and the City concurs in the decision to proceed with such construction, the applicant shall: (i) convey the Metro Site to WMATA, or another entity identified by WMATA, at no cost to the grantee party, for construction of a rail station (the “WMATA Conveyance”); (ii) if requested by the City, cooperate in the establishment of a special service tax district, or another district or area having a comparable purpose, within the CDD, or a portion thereof, to assist in financing the construction of the rail station, in accordance with the requirements of law; and (iii) to the maximum extent feasible, re-locate the uses in landbays G and H, as shown in the Concept Plan and the Alternative Concept Plan, in order to increase the utilization of the WMATA station by persons residing and working in these landbays. In

¹⁶ Most transportation conditions for the CDD have been recommended for inclusion in the Transportation Management Plan special use permit.

the event that the applicant, other than in a WMATA Conveyance, conveys any of the Metro Site property to another party, it shall ensure that the reservation required, and the other obligations imposed upon it, by this paragraph 30 shall continue and shall be binding upon the grantee party. (CDD#99-01, 30b) (PC)

32. In the event that funding from sources other than the applicant becomes available in the future for a light rail or another similar transit system (apart from a heavy rail system that is addressed by paragraph 30 above) within the CDD, and the City concurs in a decision to proceed with the implementation of such a system, the applicant shall, if requested by the City, cooperate in the establishment of a special service tax district, or another district or area having a comparable purpose, to assist in financing the system's implementation, in accordance with the requirements of law. In addition, at no time shall the applicant undertake any activities within any of the rights-of-way that are shown in the operative concept plan, or within any of the open spaces shown in such plan that are to be dedicated to the City, that would preclude the construction or operation of a light rail or another similar transit system; provided, that in the event of such an activity, every effort shall be made to accommodate the intent of the design guidelines. Nothing in this paragraph shall affect activities undertaken pursuant to the operative concept plan outside of the rights-of-way and open spaces identified above. (CDD#99-01, 30A) (PC)
33. The New Route 1 Connector, between its intersection with Slater's Lane and with the existing Route 1 (in the vicinity of Howell Avenue), shall provide, on both sides of the roadway, a minimum 8-foot walkway for use by pedestrians and bicycles. (CDD#99-01, 31)
34. Any traffic signalization proposed by the applicant and approved by the Director of T&ES, or required by the Director, shall be shown on the final site plan for the portion of CDD in which or adjacent to which the signalization is to be installed. The costs to acquire and install all traffic signalization equipment that is approved or required by the Director shall be the responsibility of the applicant, and payment of such costs shall be made to the City prior to the release of the site plan showing the signalization. Any signalization approved or required by the Director shall be installed and properly operating prior to the issuance of a certificate of occupancy for any building which is to be served by the signalization. (CDD#99-01, 32) (PC)

Miscellaneous

35. All utilities serving the CDD, whether located within or outside of the CDD, shall be placed underground, and the cost of doing so shall be the responsibility of the applicant. (CDD#99-01, 33) (PC)
36. A permanent storage area within the CDD, no smaller than 20 feet by 20 feet, shall be made available by the applicant for use by the City to place, on a short-term basis, sweeper debris. The area shall be acceptable to the Director of T&ES, and shall be made available to the City at the time a certificate of occupancy for 1.5 million square feet of new development within the CDD has been issued. The storage area shall be easily

accessible by street sweeping and debris removal equipment, and may be incorporated in the waste disposal area of a building within the CDD. (CDD#99-01, 34) (PC)

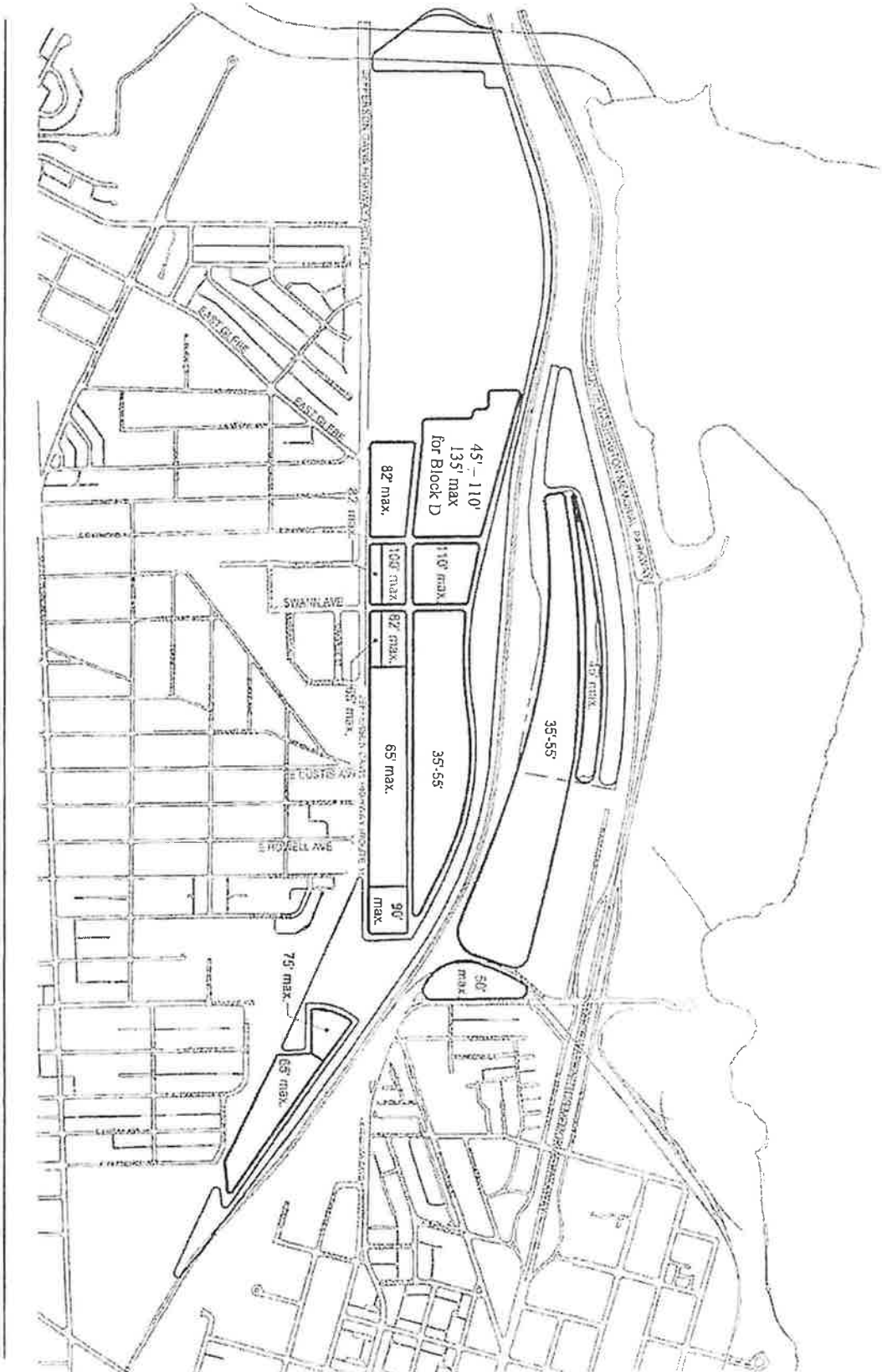
37. If the Alternative Concept Plan becomes the operative concept plan for the CDD, the applicant shall work with the City in the relocation of the Virginia Power substation, presently located at the west end of the Monroe Avenue bridge, to a new location along the existing Virginia Power underground transmission corridor, in order that pedestrian-oriented buildings may be constructed along the entire Monroe Avenue frontage facing Simpson Fields. The substation shall be architecturally integrated into the surrounding CDD development to the satisfaction of the Director of P&Z. (CDD#99-01, 35) (PC)
38. The applicant shall be responsible for updating the Concept Plan Sheet and Concept Plan Design Guidelines, and the Alternative Concept Plan Sheet and the Replacement Pages (see paragraphs 2 and 3 above), so that these documents are current at all times. Before the very first preliminary development plan is filed with the City pursuant to this concept plan approval, the applicant shall provide the City with two copies of the Concept Plan Sheet and Concept Plan Design Guidelines, and the Alternative Concept Plan Sheet and the Replacement Pages, which reflect the Concept Plan and Alternative Concept Plan approved by City Council. Thereafter, within 30 days of any modifications being approved to the Concept Plan and/or the Alternative Concept Plan, whether approved by City Council or approved pursuant to a concept plan condition, the applicant shall file with the City two updated copies of the Concept Plan Sheet and the Concept Plan Design Guidelines, and if appropriate two updated copies of the Alternative Concept Plan Sheet and the Replacement Pages, which reflect the approved modifications. The applicant shall not be able to file any application for preliminary development plan approval within the CDD unless fully updated and current concept plan documents have been previously provided to the City. (CDD#99-01, 36) (PC)
39. Any inconsistencies in the approved concept plan design guidelines shall be resolved by the Director of P&Z. (CDD#99-01, 37)
40. Notwithstanding any contrary provisions in the Zoning Ordinance, both the approved Concept Plan and, in the event it becomes the operative concept plan for the CDD pursuant to paragraph 1 above, the approved Alternative Concept Plan shall remain valid for 25 years from the date of City Council approval of the Concept Plan. (CDD#99-01, 38)
41. The applicant shall coordinate and work cooperatively with the owner of CDD#19 to provide necessary reciprocal construction access for projects along the southern property line of CDD#19 that are adjoining Landbay G, provided the following (CDD#2010-0001):
 - a. The applicant bears no costs of constructing, maintaining, repairing, or replacing any improvements in CDD#19; (CDD#2010-0001)
 - b. The applicant incurs no expense or liability associated with such reciprocal

access; (CDD#2010-0001)

- c. The applicant is not required to pay any sum to the owner of CDD#19 for such reciprocal access; and (CDD#2010-0001)
 - d. In no way, shall such reciprocal construction access materially interfere with the applicant's development, use, or operation of its property. (CDD#2010-0001)
42. The final design of buildings accommodating federal tenants shall be determined through the DSUP process. Additional criteria for buildings accommodating federal tenants will be developed in conjunction with the DSUP process. At a minimum, in developing security design solutions for the block perimeter, jersey barriers, chain link fences, or other unsightly barriers shall not be permitted. Security design elements may include architecturally pleasing elements that enhance the streetscape consistent with the National Capital Planning Commission document entitled "Designing and Testing of Perimeter Security Elements."(CDD#2010-0001)(PC)

XII: ATTACHMENT 2
 Proposed Potomac Yard/Potomac Greens Height Map

Proposed Master Plan Height Map



Potomac Yard - CDD 10

Predominant Height Limits

July 25, 2012





APPLICATION

MPA# 2012-0004

Master Plan Amendment MPA# _____

Zoning Map Amendment REZ# _____

PROPERTY LOCATION: Potomac Yard - Land Bay G

APPLICANT

Name: LBG Parcel D, LLC

Address: 4445 Willard Avenue, Suite 400, Chevy Chase MD 20815

PROPERTY OWNER:

Name: LBG Parcel A, LLC, LBG Parcel B, LLC, LBG Parcel C, LLC, LBG Parcel D, LLC, LBG Parcel E, LLC, LBG Parcel F, LLC, LBG Parcel G, LLC and LBG Parcel H, LLC

Address: 4445 Willard Avenue, Suite 400, Chevy Chase MD 20815

Interest in property:

- Owner Contract Purchaser
- Developer Lessee Other _____

If property owner or applicant is being represented by an authorized agent such as an attorney, a realtor, or other person for which there is some form of compensation, does this agent or the business in which they are employed have a business license to operate in Alexandria, VA:

- N/A yes: If yes, provide proof of current City business license.
- no: If no, said agent shall obtain a business license prior to filing application.

THE UNDERSIGNED certifies that the information supplied for this application is complete and accurate, and, pursuant to Section 11-301B of the Zoning Ordinance, hereby grants permission to the City of Alexandria, Virginia, to post placard notice on the property which is the subject of this application.

LBG Parcel D, LLC
By: M. Catharine Puskar
 Print Name of Applicant or Agent
Walsh, Colucci, Lubeley, Emrich & Walsh, PC
2200 Clarendon Boulevard, Suite 1300
 Mailing/Street Address

Arlington, VA 22201
 City and State Zip Code

MC Puskar
 Signature

703.528.4700 703.525.3197
 Telephone # Fax #

7/5/12
 Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

Application Received: _____	Fee Paid: \$ _____
Legal advertisement: _____	_____
ACTION - PLANNING COMMISSION _____	ACTION - CITY COUNCIL: _____

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MPA # 2012-0004
 REZ # _____

SUBJECT PROPERTY

Provide the following information for each property for which an amendment is being requested. (Attach separate sheets if needed.)

Address Tax Map - Block - Lot	Land Use Existing - Proposed		Master Plan Designation Existing - Proposed		Zoning Designation Existing - Proposed		Frontage (ft.)
	Mixed Use	Mixed Use	Mixed Use	Mixed Use	CDD #10	CDD #10	Land Area (acres)
1 Land Bay G 025.01-05-07 through -015							13.28 acres
2 _____	_____	_____	_____	_____	_____	_____	_____
3 _____	_____	_____	_____	_____	_____	_____	_____
4 _____	_____	_____	_____	_____	_____	_____	_____

PROPERTY OWNERSHIP

Individual Owner Corporation or Partnership Owner

Identify each person or individual with ownership interest. If corporation or partnership owner, identify each person with more than 10% interest in such corporation or partnership.

1. Name: See Ownership Attachment Extent of Interest: _____
 Address: _____
2. Name: _____ Extent of Interest: _____
 Address: _____
3. Name: _____ Extent of Interest: _____
 Address: _____
4. Name: _____ Extent of Interest: _____
 Address: _____

430

MPA # <u>2012-0004</u>
REZ # _____

JUSTIFICATION FOR AMENDMENT

(attach separate sheets if needed)

- 1. Explain how and why any proposed amendment(s) to the Master Plan are desirable, beneficial to surrounding properties, in character with the applicable Small Area Plan and consistent with City policies:

See Attached Statement of Support

- 2. Explain how and why the proposed amendment to the Zoning Map(s) is consistent with the proposed amendment to the Master Plan, or, if no amendment to the Master Plan is being requested, how the proposed zoning map amendment is consistent with the existing Master Plan:

See Attached Statement of Support

- 3. Explain how the property proposed for reclassification will be served adequately by essential public facilities and services such as highways, streets, parking spaces, police and fire, drainage structures, refuse disposal, water and sewers, and schools.

See Attached Statement of Support

- 4. If this application is for conditional zoning approval pursuant to Section 11-804 of the Zoning Ordinance, identify all proffered conditions that are to be considered part of this application (see Zoning Ordinance Section 11-804 for restrictions on conditional zoning):

See Attached Statement of Support

STATEMENT OF SUPPORT

MPA Amendment, Text Amendment, and CDD Amendment

July 6, 2012

The Applicant is requesting a Master Plan Amendment, Text Amendment and CDD Amendment in order to accommodate a major office tenant in Land Bay G. The original DSUP for Land Bay G was approved in 2009 and subsequent amendments to the CDD were approved in 2010. In furtherance of these approvals, the Fire Station with 64 units of affordable housing has been constructed in Block K and is fully occupied. The final site plan for Block C has been approved and construction is anticipated to commence in late summer 2012. The final site plan for Block F has been submitted, but not yet approved, and construction is anticipated to run concurrently with Block C.

As construction begins in Land Bay G and throughout Potomac Yard, the Applicant has been able to secure the Institute for Defense Analysis (IDA), a major office tenant, to locate in Block D of Land Bay G. Bringing this major office tenant to Potomac Yard is consistent with the City's goal of attracting and maintaining commercial tenants to help increase the tax base and balance the mix of uses in Potomac Yard. This development will bring a significant office component to Land Bay G and will generate necessary revenue in furtherance of the Metro Station in Potomac Yard earlier than initially anticipated.

As a result of securing this major office tenant for Block D, the Applicant is proposing to convert and shift density within Land Bay G. Block D was originally approved with a hotel and above-grade parking garage. The Applicant is proposing to convert the building mass associated with the approved development to office density for Block D, which will result in an overall increase in the amount of office density in the Land Bay and Potomac Yard. As a result of the proposed change to Block D, the Applicant is also proposing to re-distribute the density and uses throughout Land Bay G in order to maintain a healthy mix of hotel, office, residential and retail uses in proximity to Metro. Specifically, the Applicant proposes to replace the office building currently approved in Block E1 with a hotel with ground floor retail and replace the hotel currently approved in Block G with a residential building with ground floor retail.

As a result of these changes, the Applicant is proposing the following density within Land Bay G:

- 976,732 square feet of office,
- 104,431 square feet of retail,
- 170 hotel units and
- 624 multi-family residential units.

This would result in an overall density for all of Potomac Yard of:

- 2,076,732 square feet of office,

- 144,431 square feet of retail,
- 170 hotel rooms and
- 2,410 residential units (not including existing or future bonus units for affordable housing)

In addition, the Applicant is proposing an amendment to the height map for Block D. The current height map shows a maximum height of 110 feet for Block D. In order to accommodate IDA, the Applicant is proposing to increase the height in that block to 135 feet.

As a result of these changes, the Applicant is requesting a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment.

Associated with these requests are DSUP applications for IDA in Block D and a residential building with a grocery store (Giant) on the ground floor in Block H.

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Block A – 3000 & 3050 Potomac Avenue

Dear Ms. Hamer:

As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel A, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Block B – 2900 Potomac Avenue

Dear Ms. Hamer:


As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel B, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: _____
Title: _____

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel C – 731 Seaton Avenue

Dear Ms. Hamer:

As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel C, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel E – 2901 Main Line Boulevard

Dear Ms. Hamer:

As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel E, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel F - 701 Seaton Avenue

Dear Ms. Hamer:


As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel F, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel G – 601 E. Glebe Road

Dear Ms. Hamer:

As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel G, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

60

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel H – 2900 Main Line Boulevard

Dear Ms. Hamer:

As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel H, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

61



APPLICATION

CDD DEVELOPMENT CONCEPT PLAN

CDD # 2012-0004

[must use black ink or type]

PROPERTY LOCATION: Potomac Yard - Land Bay G

TAX MAP REFERENCE: 025.01-05-07 through -15 **ZONE:** CDD #10

APPLICANT'S NAME: LBG Parcel D, LLC

ADDRESS: 4445 Willard Avenue, Suite 400, Chevy Chase, MD 20815

PROPERTY OWNER NAME: LBG Parcel A, LLC, LBG Parcel B, LLC, LBG Parcel C, LLC, LBG Parcel D, LLC, LBG Parcel E, LLC, LBG Parcel F, LLC, LBG Parcel G, LLC and LBG Parcel H, LLC

ADDRESS: 4445 Willard Avenue, Suite 400, Chevy Chase, MD 20815

REQUEST: See Attached Statement of Support

THE UNDERSIGNED hereby applies for CDD Development Concept Plan approval in accordance with the provisions of Section 5-600 of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED, having obtained permission from the property owner, hereby grants permission to the City of Alexandria to post placard notice on the property for which this application is requested, pursuant to Article XI, Section 11-301(B) of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED hereby attests that all of the information herein provided and specifically including all surveys, drawings, etc., required to be furnished by the applicant are true, correct and accurate to the best of their knowledge and belief. The applicant is hereby notified that any written materials, drawings or illustrations submitted in support of this application and any specific oral representations made to the Planning Commission or City Council in the course of public hearings on this application will be binding on the applicant unless those materials or representations are clearly stated to be non-binding or illustrative of general plans and intentions, subject to substantial revision, pursuant to Article XI, Section 11-207(A)(10), of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

LBG Parcel D, LLC

By: M. Catharine Puskar
Print Name of Applicant or Agent
Walsh, Colucci, Lubeley, Emrich & Walsh, PC
2200 Clarendon Boulevard, Suite 1300
Mailing/Street Address

Arlington, VA
City and State

M C Puskar
Signature

703.528.4700 703.525.3197
Telephone # Fax #

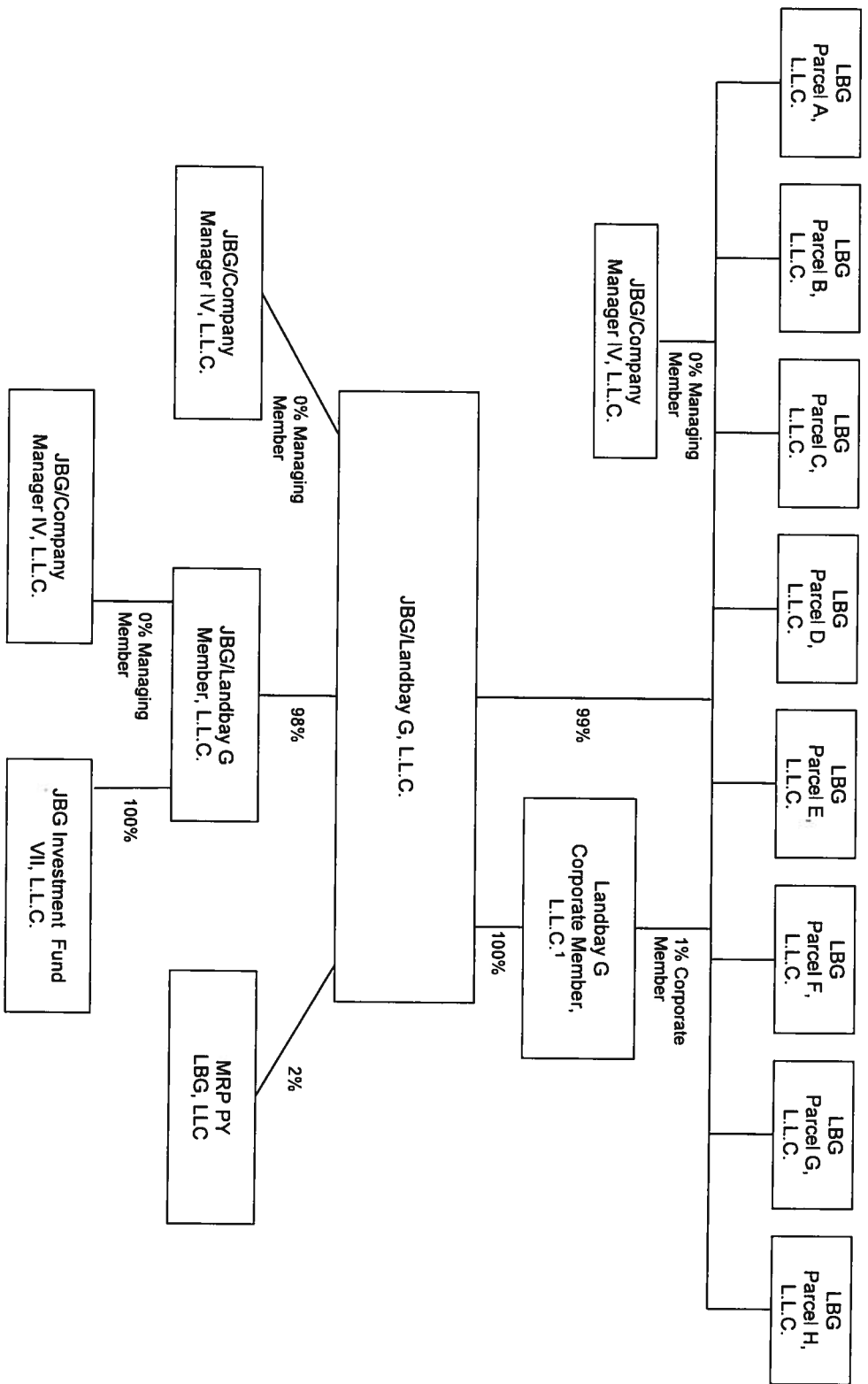
22201 7/5/12
Zip Code Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY	
Application Received: _____	Date and Fee Paid: _____ \$ _____
ACTION - PLANNING COMMISSION: _____	ACTION - CITY COUNCIL _____

762

OWNERSHIP ATTACHMENT
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard - Land Bay G
June 8, 2012

Landbay G



¹ to be taxed as a corporation

STATEMENT OF SUPPORT
MPA Amendment, Text Amendment, and CDD Amendment
July 6, 2012

The Applicant is requesting a Master Plan Amendment, Text Amendment and CDD Amendment in order to accommodate a major office tenant in Land Bay G. The original DSUP for Land Bay G was approved in 2009 and subsequent amendments to the CDD were approved in 2010. In furtherance of these approvals, the Fire Station with 64 units of affordable housing has been constructed in Block K and is fully occupied. The final site plan for Block C has been approved and construction is anticipated to commence in late summer 2012. The final site plan for Block F has been submitted, but not yet approved, and construction is anticipated to run concurrently with Block C.

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- 2,410 residential units (not including existing or future bonus units for affordable housing)

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June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Block A – 3000 & 3050 Potomac Avenue

Dear Ms. Hamer:

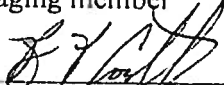
As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel A, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Block B – 2900 Potomac Avenue

Dear Ms. Hamer:

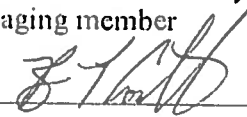
As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel B, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: _____
Title: _____

67

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel C – 731 Seaton Avenue

Dear Ms. Hamer:

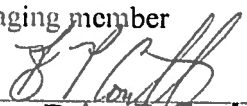
As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel C, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel E – 2901 Main Line Boulevard

Dear Ms. Hamer:

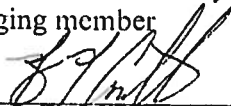
As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel E, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

69

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel F - 701 Seaton Avenue

Dear Ms. Hamer:

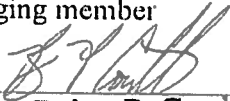
As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel F, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel G – 601 E. Glebe Road

Dear Ms. Hamer:

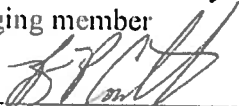
As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel G, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

June 8, 2012

Faroll Hamer
Director
City of Alexandria, Department of Planning and Zoning
Room 2100, City Hall
301 King Street
Alexandria, VA 22314

Re: Owner Consent
Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment
Potomac Yard Land Bay G – Parcel H – 2900 Main Line Boulevard

Dear Ms. Hamer:

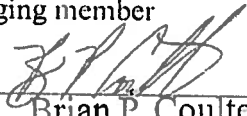
As owner of the above-referenced property, we hereby consent to the filing of a Master Plan Amendment, Text Amendment and CDD Concept Plan Amendment for the above-referenced property by LBG Parcel D, L.L.C.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LBG Parcel H, L.L.C.,
a Delaware limited liability company

By: JBG/Company Manager IV, L.L.C.,
a Delaware limited liability company,
its managing member

By: 
Name: Brian P. Coulter
Title: Managing Member

RESOLUTION NO. MPA #2012-0004

WHEREAS, under the Provisions of Section 9.05 of the City Charter, the Planning Commission may adopt amendments to the Master Plan of the City of Alexandria and submit to the City Council such revisions in said plans as changing conditions may make necessary; and

WHEREAS, an application for amendment to the Potomac Yard / Potomac Greens Small Area Plan chapter of the 1992 Master Plan was filed with the Department of Planning and Zoning on July 5, 2012 for changes in the permitted height to the parcel at 701 East Glebe Road; and

WHEREAS, the Department of Planning and Zoning has analyzed the proposed revision and presented its recommendations to the Planning Commission; and

WHEREAS, a duly advertised public hearing on the proposed amendment was held on December 4, 2012 with all public testimony and written comment considered; and

WHEREAS, the Planning Commission finds that:

1. The proposed amendment is necessary and desirable to guide and accomplish the coordinated, adjusted and harmonious development of the Potomac Yard / Potomac Greens Small Area Plan section of the City; and
2. The proposed amendment is generally consistent with the overall goals and objectives of the 1992 Master Plan and with the specific goals and objectives set forth in the Potomac Yard / Potomac Greens Small Area Plan chapter of the 1992 Master Plan; and
3. The proposed amendment shows the Planning Commission's long-range recommendations for the general development of the Potomac Yard / Potomac Greens Small Area Plan; and
4. Based on the foregoing findings and all other facts and circumstances of which the Planning Commission may properly take notice in making and adopting a master plan for the City of Alexandria, adoption of the amendment to the Potomac Yard / Potomac Greens Small Area Plan chapter of the 1992 Master Plan will, in accordance with present and probable future needs and resources, best promote the health, safety, morals, order, convenience, prosperity and general welfare of the residents of the City;

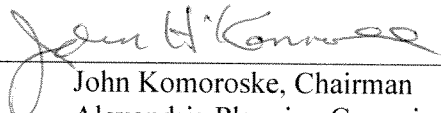
NOW, THEREFORE, BE IT RESOLVED by the Planning Commission of the City of Alexandria that:

1. The following amendment is hereby adopted in its entirety as an amendment to the Potomac Yard / Potomac Greens Small Area Plan chapter of the 1992 Master Plan of the City of Alexandria, Virginia in accordance with Section 9.05 of the Charter of the City of Alexandria, Virginia:


Change the height permitted on a parcel located at 701 East Glebe Road from 110 feet to 135 feet.

2. This resolution shall be signed by the Chairman of the Planning Commission and attested by its secretary, and a true copy of this resolution forwarded and certified to the City Council.

ADOPTED the 4th Day of December, 2012.



John Komoroske, Chairman
Alexandria Planning Commission

ATTEST: 

Faroll Hamer, Secretary