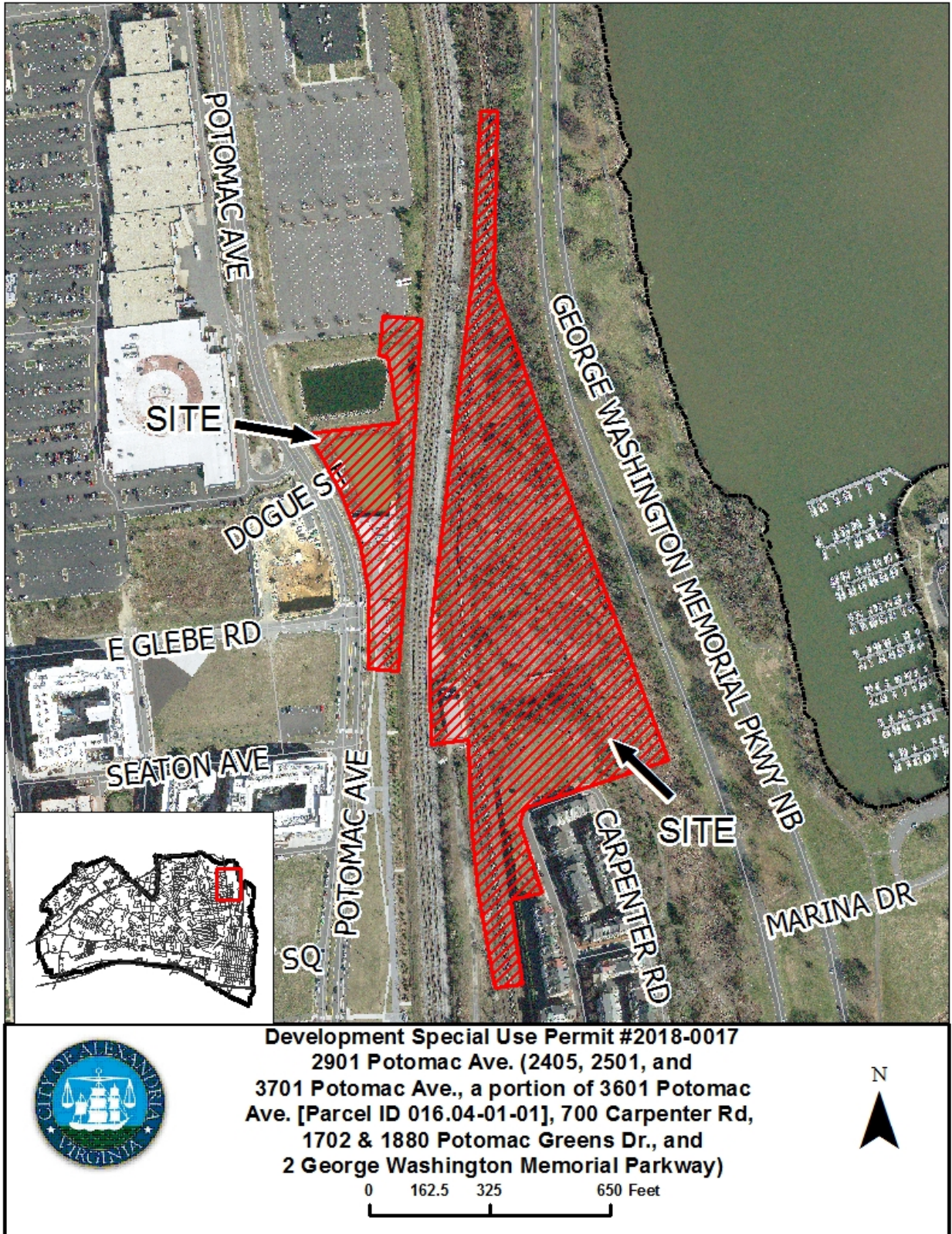


DOCKET ITEM #2
Amendments to Potomac Yard Metrorail Station
Development Special Use Permit #2018-0017
Special Use Permit #2018-00106

Application	General Data	
Project Name: Potomac Yard Metrorail Station	PC Hearing:	December 6, 2018
	CC Hearing:	December 15, 2018
	If approved, DSUP Expiration:	June 28, 2021
	Plan Acreage:	Approximately 6.99 acres
Location: Portions of the following: 2405, 2501, 3601, 3701, 2901 Potomac Avenue, 700 Carpenter Road, 1702 and 1880 Potomac Greens Drive, 2 George Washington Memorial Parkway	Zoning:	UT-Utility, CDD#19, CDD#10
	Proposed Use:	WMATA Metrorail station and associated facilities
	Gross Floor Area:	Approximately 84,076 square feet
Applicant: City of Alexandria Department of Project Implementation and Washington Metropolitan Area Transit Authority	Small Area Plan:	Potomac Yard/Potomac Greens North Potomac Yard
	Historic District:	Old and Historic Alexandria
	Green Building:	Targeting LEED Silver (or equivalent)

Purpose of Application
The co-applicants, City of Alexandria Department of Project Implementation and the Washington Metropolitan Area Transit Authority, request approval of Development Special Use Permit with site plan and associated Subdivision to make amendments to the approved design of a Metrorail station and associated facilities in Potomac Yard.
Applications and Special Use Permits Requested:
<ol style="list-style-type: none"> 1. Amendment to Development Special Use Permit to construct a Metrorail Station and associated facilities. 2. A Special Use Permit for a temporary surface parking lot. 3. Preliminary Subdivision to create two parcels.

Staff Reviewers:
Robert M. Kerns, Chief of Development, Department of Planning & Zoning Daphne Kott, Design Division Chief, Department of Project Implementation Dirk H. Geratz, Principal Planner, Department of Planning & Zoning Abigail Harwell, Urban Planner, Department of Planning & Zoning



PROJECT LOCATION MAP

I. PROJECT SUMMARY

A. Recommendation

Staff recommends **approval** of the proposed amendments to Development Special Use Permit (DSUP #2016-0004) to reduce the design scope of the Metrorail station at Potomac Yard. This station represents one of the most significant redevelopment opportunities for the City with the potential to achieve the vision for an urban mix of uses near transit. The construction of a Metrorail station has been the basis for transportation and land use planning for Potomac Yard for many years, most recently in the 2010 North Potomac Yard Small Area Plan and the 2008 Transportation Master Plan.

As previously determined for this project, the amended station design still conforms to the City's adopted plans, codes, and policies. Also proposed is a Special Use Permit (SUP #2018-00106) for an interim surface parking lot for construction workers, and a Subdivision plat to allow for lot line changes to accommodate the new station.

B. General Project Description

The City and the Metropolitan Washington Area Transit Authority (WMATA), are proposing amendments to the approved Metrorail station in Potomac Yard based on budgetary considerations. The station will provide access to the Blue and Yellow lines of WMATA's regional Metrorail system. While the overall station design has remained the same, the previously approved southern mezzanine with its associated east and west entrances have been removed. The project now includes a 46,922-square foot Metrorail station with two platforms with access from both the east and west, two points of entry along Potomac Avenue on the west side, a pedestrian/bicycle bridge spanning the CSX rail tracks, a pedestrian/bicycle path connecting to the Potomac Greens neighborhood, an AC switchgear room, and re-alignment of the Metrorail tracks through the new station.

II. BACKGROUND

A. Revised Station Design

The original DSUP approval of the Metrorail station project was granted by City Council on June 28, 2016. Following the approval of the DSUP, WMATA sought construction contractors to bid on this project through their bidding process. The project's initial budget was \$268.1 million, but the bids received in March of 2017 were significantly greater than the budgeted amount. The City had to decide between reducing the scope of the station design, canceling the solicitation for bids and starting over with a new design, or cancelling the project altogether.

Although starting the process over again would have allowed for more public engagement, it would have delayed the station construction by several years, risked losing key financing sources and could have resulted in even higher costs. Ultimately, the City decided to move forward with a

reduced scope but also increased the budget to \$320 million to retain key components of the station, including the quality of the design.

The bidders were asked to remove specific elements from the scope of the contract to bring their respective bids within the revised \$320 million budget. Bidders were asked in July 2017 to submit revised proposals without the station's southern mezzanine and the associated south entrances from both the east and west sides of the rail corridor. The northern station mezzanine will continue to have entrances from both sides of the rail corridor and allow pedestrians and bicycles to cross without entering faregates. The west side of the north entrance will be modified to improve access from both south and north Potomac Yard.

The choice to eliminate the southern mezzanine and associated entrances was based on the projected higher ridership from the area closest to the northern entrance (future building-out of North Potomac Yard) and because revenue from development in North Potomac Yard will be the primary funding source for station construction.

Amazon Headquarters / Virginia Tech Innovation Campus Considerations:

On November 13, the state announced \$50 million of funding for a new south entrance for the station, based on the projected increase in ridership associated with the recently announced plans for a new Amazon corporate headquarters and Virginia Tech Innovation Campus in National Landing. Funding was approved for inclusion in the final state partnership package presented to Amazon in late October 2018, and would not have been available without the increased ridership projected to accompany Amazon's move to the area and the \$1 billion Innovation Campus.

The funds must be formally approved by the Commonwealth Transportation Board and the City is working with all project partners to integrate this new funding stream into the project. Construction of the currently planned and approved station is expected to continue uninterrupted, with a scheduled opening date in early 2022. The release of the funding for the south entrance is tied to Amazon job creation targets, although the state has committed to support development of transportation projects on an accelerated basis. As a result, it is not yet known whether the south entrance will be included in the initial station construction or whether the scale of the entrance will be the same as contemplated in the original station design. In the interim, the City and WMATA plan to proceed with the current DSUP amendment to advance the project.

B. Funding the Metrorail Station

Although the Planning Commission does not have an official role in the financing plans for the Metrorail station, the following information is presented so that the Commission and the public have an understanding of the station financing plans, including changes in the funding plan.

In the lead up and subsequent to the adoption of the North Potomac Yard Small Area Plan in 2010, the plan for the station has been for it to be self-financing from primarily a combination of increased tax revenues generated by Potomac Yard, Special Tax District levies, and developer contributions. No existing City General Fund revenues have been, or are now contemplated to be used to pay for the station that is budgeted to cost \$320 million. Subsequent to the original station financing plan, the Northern Virginia Transportation Authority has approved almost \$70 million

in new grant funding for this project, although increased station construction costs above the original estimates offset the value of those new grant funds. Not originally anticipated lower cost loan sources from the Commonwealth Transportation Board (VTIB loan) and the federal Build America transportation loan program (TIFIA) have also helped to stabilize debt service costs.

The developer contributions planned are based on the conditions stipulated at the time of land use approvals. The developer of the land in south Potomac Yard is paying \$2 million towards station costs (in addition to substantial Potomac Yard infrastructure investments such as the replacement of the Monroe Avenue bridge), while the developer of the land in North Potomac Yard will pay \$55.7 million (2018 dollars) towards the Potomac Yard Metrorail station. The developer of North Potomac Yard is also contributing land for the north entrance of the station. The method of payment for the south Potomac Yard is lump sum amounts due at specified trigger events, and the method of payment for North Potomac Yard is a \$11.37 (2018 dollars) per square foot amount due at the time of completion of each building.

In 2010 when the North Potomac Yard Small Area Plan was approved, a Memorandum of Understanding (MOU) between the City and the owner of North Potomac Yard (CPYR) was executed. It outlined the terms and conditions under which CPYR was obligated to make the payments. The MOU also contained a shortfall guarantee by CPYR of \$32 million for the entirety of North Potomac Yard in the event that the amount of tax revenues available to pay debt service on the station borrowing were insufficient, as well the MOU contains details of how the \$55.7 million in per square foot contributions (\$49 million in 2010) were to be made. The \$10 original 2010 per square foot contribution level was also indexed to increase with the Consumer Price Index (CPI) so the economic value of that contribution did not erode with time. It has now risen to \$11.37 and the developer obligation total has risen to \$55.7 million.

In the eight years since the MOU was negotiated, development economics have become more challenging and plans have changed. As a result, revisions to the MOU have been negotiated between CPYR and the City. The proposed new MOU is attached (attachment #1). Given the developer's plans to divide the development of North Potomac Yard into at least two phases, the Shortfall Guarantee has also been divided. The new MOU retains a total shortfall guarantee of \$32 million, but divides it into two equal \$16 million parts. The first \$16 million Shortfall Guarantee will be provided for Phase I (i.e., east side of Potomac Avenue) and the second \$16 million will be provided for Phase II (i.e., the west side of Potomac Avenue).

Second, in realization that the office, hotel and retail development economics remain challenging, the revised MOU proposes that the per square foot developer contributions not be applied to the Phase I office, hotel and retail square footage. However, the overall per square foot payment (now \$11.37 per square foot) of \$55.7 million (to be continued to be adjusted upward to real dollars in the actual year of payment) will still be paid, but on more of the development in Phase II. At this time the estimated square footage in Phase I that this deferral would apply to is approximately 0.5 million square feet of commercial development out of total 1.3 million square feet in Phase I. This treats and incents Phase I commercial development as a catalyst phase, but recovers the funds in Phase II of development. This creation of lower financial requirements for Phase I is consistent with some other development areas of the City where lower developer contributions occur during

a catalyst phase of development compared to later phases of development where higher development contribution rates are established.

The Potomac Yard Metrorail station financing plan included two special tax districts (Tier I at a 20-cent add-on real estate tax rate which is largely North Potomac Yard and commercial properties in south Potomac Yard, and Tier II at a 10-cent add-on rate which is comprised of south Potomac Yard residential town house and condominium properties). Many of the residents of south Potomac Yard, where no development had yet occurred and therefore no one resided when the Tier II district was created, have long protested the Tier II tax district. Earlier this year when it appeared that Virginia Dominion was going to propose using City right-of-way for a 230kV high voltage underground line, the City Manager proposed, and City Council approved a condition to eliminate the Tier II district and replace the some \$15 million collected over the life of the district with an equal amount of Dominion right-of-way fees. Dominion has recently indicated that it will not need the City's right-of-way to improve its electrical 230kV distribution, so no right-of-way fees will not be available to the City to replace the Tier II tax revenues. However, with the recent announcement by Amazon that they will be creating a headquarters operation with 25,000 employees in Arlington north of Potomac Yard, and with the Virginia Tech proposal to create an Innovation Campus with a \$1 billion investment adjacent the southern end of Potomac Yard, it is highly likely that increased appreciation of townhouses and condominiums in the Tier II district area will more than equal what the Tier II district would generate. It would only take a 9% increase in appreciation of Tier II properties for that financial offset to occur. Therefore, the City Manager will be proposing to City Council for the December 17 public hearing that the Tier II Special Tax district be eliminated.

C. Site Context

The Potomac Yard Metrorail Station will be located near the juncture of Potomac Yard Landbay G (Town Center) and North Potomac Yard. The station will be incorporated within the existing rail corridor along WMATA's Blue and Yellow Metrorail lines between the existing Ronald Regan Washington National Airport station and Braddock Road station. The site is near National Airport, the Pentagon, the employment centers of Crystal City and Pentagon City, and approximately five miles from downtown Washington, D.C. The station will be located between the George Washington Memorial Parkway (GWMP) and the CSXT Railroad, north of the Potomac Greens neighborhood, and east of the existing Potomac Yard Shopping Center. The station will be at-grade with a side platform layout. Additional station facilities will include one pedestrian bridge from the station over the CSXT tracks to the planned development in Potomac Yard. Elevators and stairs will provide access on the east side to the bridge at the southern end of the station will provide access to the Potomac Greens neighborhood.

D. Detailed Project Description

The new Metrorail station will provide access to the Blue and Yellow lines of the WMATA regional Metrorail system for the northeastern portion of the City. As previously approved, the new station will be located between the existing stations at Ronald Regan Washington National Airport and Braddock Road.

The project includes several components including a 46,922-square foot Metrorail station (also referred to as the mezzanine), two points of entry along Potomac Avenue on the west side, a pedestrian/bicycle bridge spanning the CSX rail tracks connecting the station to the west entry points, a pedestrian/bicycle path connecting to the Potomac Greens neighborhood, a new AC switchgear room, and re-alignment of the Metrorail tracks through the new station. The station will be approximately 50-feet tall, and approximately 23-feet tall in the middle along the platform area. The bridge crossing the CSX tracks needs to be open-air but weather-protected and enclosed in a mesh or fence that precludes jumping or throwing of objects. The station mezzanine is similarly open-air (non-conditioned space), but requires a solid transparent enclosure of walls and roof overhangs to provide excellent weather protection in the space. The track geometry in this section of the Blue/Yellow Line is such that a side-platform configuration was chosen.

III. ZONING

Property Address:	Portions of the following: 2405, 2501, 3601, 3701, 2901 Potomac Ave, 700 Carpenters Rd, 1702 and 1880 Potomac Greens Dr, 2 GWMP.		
Total Site Area:	6.99 acres		
Zone:	UT-Utility, CDD#10, CDD#19		
Current Use:	Public open space, rail corridor		
Proposed Use:	Metrorail station		
	Permitted/Required	SUP	Proposed
FAR	0.35	0.50	0.39 (parcel east of tracks) 0.31 (parcel west of tracks)
Height	35 feet	50 feet	50 feet
Setbacks	Not required in UT zone	N/A	N/A
Parking	Not required	N/A	N/A
Open Space	Not required in UT zone	N/A	21% for east parcel 52% for west parcel

IV. STAFF ANALYSIS

A. Conformance with the Small Area Plans

The original station approval was found to be consistent with the small area plans, and the proposed amendments do not change this finding. The project site lies primarily within the boundaries of the Potomac Yard/Potomac Greens Small Area Plan, and the northern access pavilion will land within the boundaries of the North Potomac Yard Small Area Plan. Both Master Plan documents anticipates a future Metrorail station within various elements of each respective plan.

Originally adopted in 1992, and amended several times since, the Potomac Yard/Potomac Green Small Area Plan incorporates the Metrorail station within the land-use concept plan. While the Small Area Plan identifies a location for the future Metrorail station that is farther south of the current proposal, more in alignment with the “Alternative A” site, the location of the selected “Alternative B” site fits within the conceptual framework of the small area plan, and supports the plan’s objective “to encourage redevelopment of Potomac Yard and Potomac Greens as a pedestrian oriented urban environment with a mix of uses” (page 56). Furthermore, the current location of the Metrorail station will be closer to planned commercial uses in Potomac Yard, which better aligns with the small area plan’s goal “to develop livable neighborhoods and successful commercial areas” (page 56). The Potomac Yard/Potomac Greens Small Area Plan land use map was amended with the prior Metro Station DSUP to include the Utility Zone around the proposed station site.

B. Metrorail Station Design

Much of the station will remain unchanged including the location of the station, the two-platform configuration and the unique design of the north mezzanine, and a pedestrian bridge over the CSX tracks connecting the mezzanine to Potomac Yard.

The following plan elements have been *removed* from the project (see graphic #1):

South Station Mezzanine:

The south mezzanine of the metro station has been removed from the plans. As you may recall from the original DSUP approval, the station had two nearly identical mezzanines at opposite ends of the platforms. The mezzanine provides the core functions of the station including ticketing operations, turn-styles, and the access from the mezzanine (main level) to the two track platforms located at the lower level. A combination of elevators, escalators and stairs provide this access to the platforms. The north mezzanine remains as approved and will provide the core functions for the entire station.

Southeast Pedestrian and Bicycle Bridge and associated Ramps:

The bridge connecting the south mezzanine to Potomac Yard to the west has been removed. Similarly, the associated covered pedestrian ramps providing access to the station from east and from the west via the bridge over the tracks have been eliminated. This east side ramp provided the only access to the station from the east. Bicycle access at the south end of the station has been removed as well.

South Entry Pavilion:

The south entry pavilion was planned on the east side of Potomac Avenue at the terminus of East Glebe Road. This pavilion was intended as the main entry to the station serving the Potomac Yard Town Center and southern Potomac Yard. This pavilion incorporated the core functions of a metro entry including elevators, escalators and stairs.

The following plan elements will be *added and/or modified* (see graphic #1):

North Pavilion Location and Design:

The location of the north entrance pavilion has been confirmed with this amendment and is located north of the North Pond and in coordination with the future development of North Potomac Yard. The pavilion will contain two elevators, two escalators, and stairs, as well as required ancillary mechanical/electrical spaces, and covered bicycle parking areas. The pavilion will be connected to the station mezzanine via an enclosed “L-shaped” pedestrian bridge.

The design of the pavilion is a near replication the south pavilion that had previously been approved at the East Glebe Road terminus. The contemporary design is reduced to the minimum volume required to enclose the functional elements of vertical circulation. A contemporary direction was elected for this structure since it will face areas of Potomac Yard that are envisioned by their Small Area Plans as consisting of primarily office, retail and mixed-use development. The design and use of materials compliment the elegant design of the station. Stonework defines the vertical mass of the escalators, while the balance of the pavilion is clad in transparent glass, for maximum transparency. A simple, flat metal roof recalling the station roof in detail and material floats over the functional circulation elements.

East Glebe Road Access Pavilion:

A smaller southern pavilion will provide access at the East Glebe Road terminus. This pavilion will serve as an entry feature to a covered ramp that extends from this entry point and connects with the pedestrian bridge extending from the north pavilion, intersecting at the pedestrian access bridge to the station. The design and materials of the entry feature and ramp will also compliment the station and north pavilion creating a unified appearance.

The metro access at East Glebe Road will consist of an entry plaza, the design of which will be developed during the final site plan phase with input from staff and the community

East Side Station Access:

Access to the metro station from the east side will be replaced by an at grade walk extending from Carpenter Road to the east side of the north mezzanine. Two elevators will provide access to the mezzanine level of the station. Stairs are not planned for the east side but an alternate design to include the stairs has been included with this DSUP submission (graphic #5). If approved, the stairs would be added to the north side of the station and would rise 32-feet from the walkway to the mezzanine level. Inclusion of stairs would require review from both the national park Service and the Board of Architectural Review.

The walkway access will be 22 feet wide and will provide dedicated space for bicycle traffic as well as serve as an emergency access. Lighting will be included in the design of this walkway to ensure safety during station operating hours. The design of the lighting along the eastern walkway will be designed to maximize safety and minimize light spill over into the GWMP and adjacent city park. The lighting will be developed in coordination with the National Park Service.

The design of all the new elements are consistent with the design and materials approved for the original station. The new design elements were reviewed by the Potomac Yard Metrorail

Implementation Work Group (PYMIG) through series of meetings. Furthermore, the Board of Architectural Review (BAR) will be conducting their own review of the station amendments and will hold a public hearing following approval of the DSUP.

C. Site Design

The location of the new station elements will provide direct access to the main station and associated platforms. A summary of the various site plan components is described below:

Pedestrian Facilities:

As with all projects constructed in Alexandria, the City places a concerted effort to create safe pedestrian facilities. The Metrorail station has been designed to allow for pedestrian access on both the east and west side of the rail tracks. There are two entry points on the west side of the tracks including a north pavilion and a southern entry ramp, as well as an access walkway that provides access on the east side of the tracks. The east side walkway will provide access from the Potomac Greens neighborhood and connect directly into the mezzanine level of the station. A single pedestrian bridge over the CSX rail tracks will connect the entry points on the west of the tracks directly into the mezzanine level of the station. The slopes on the bridges and ramps have been set to make the facilities easily traversable by all including those in wheel chairs or pushing strollers.

The northern pavilion on the west side of the tracks will provide access to the station from North Potomac Yard. This pavilion will be located within what is currently the Regal Theater parking lot. The pedestrian environment around this pavilion will ultimately tie into the future street grid and development program proposed for that area. It is expected that the pavilion will open prior to the completion of the surrounding street grid and future building development which will be done by a private developer. Thus, temporary access will need to be provided for safe pedestrian passage to the station from Potomac Avenue, and will be coordinated with the property owner of the theater parking lot during the final site plan review.

The new southern entry ramp on the west side of the tracks is strategically located at the terminus of East Glebe Road at the intersection with Potomac Avenue and adjacent to the Landbay G Town Center in Potomac Yard. This location has a greater visibility from adjacent roadways and provides access to the station within walking distance of much of the commercial and residential development in south Potomac Yard. The ramp will permit pedestrians to walk over the CSX tracks and through the mezzanine to the Potomac Greens without having to go through any fare controls.

Bicycle Facilities:

Cyclists will have access on both the east and west sides of the rail tracks. This infrastructure will not only provide access to the Metrorail station but will also provide a critical link between the neighborhoods on both sides of the rail tracks. Cyclists will be able to traverse the rail tracks using the pedestrian bridge that connects into Potomac Greens Park and Potomac Yard Park but will need to walk the bikes while using the bridge and associated ramps. As previously approved there will be bicycle parking provided on each side of the tracks.

Park and Landscape Design:

As was the case with the original approval, the approach to the landscape design associated with the Metrorail station has been to integrate portions of the station into their existing park landscapes as seamlessly as possible. The landscape improvements were approved for three distinct areas including Potomac Yard Park (DSUP2016-0006), Potomac Greens Park (DSUP2016-0005) and remediation of the natural areas abutting the GWMP.

Minor modifications will be necessary because of the station design amendments. However, the the design approach for Potomac Yard park will continue to emphasize a continuance of the urban park format, with alterations in screening of the East Glebe Road pavilion and bridge infrastructure, and minor modifications to the surrounding pavement and pond plaza area to address shifts in the future use in this portion of the park.

On the east side of the rail tracks, Potomac Greens Park will be less impacted than under the original Metrorail station approval but will expect to see enhancements to the neighborhood park through a similar park program and design as needed.

The final landscape area concerns the enhancement of the natural areas east of the station to incorporate the required wetland design and desired visual mitigation screening of the Metrorail station from the GWMP.

The design of these three areas will be addressed during the final site plan review in conjunction with a neighborhood engagement process.

D. Board of Architectural Review (BAR)

As previously determined, the new Metrorail station lies within the Old and Historic Alexandria District (OHAD) boundary which follows the GWMP north of Old Town until the City's boundary with Arlington County. A portion of the proposed Metrorail station site lies within 500 feet of the GWMP which requires BAR approval. Although the BAR's regulatory purview is typically limited to structures located fully within the boundaries of the historic district, by longstanding BAR practice if any portion of a structure is bisected by the district boundary, that entire building is reviewed. A presentation of the design changes to the station occurred earlier this Fall and the Certificate of Appropriateness review will take place following the approval of the DSUP. A separate public hearing would then occur before the BAR after the new year.

E. Special Use Permit for Interim Parking

WMATA is requesting a special use permit (SUP) to operate a temporary surface parking lot and limited staging area during construction of the station. The temporary surface lot will be located at 2601 Main Line Boulevard which is also known as Landbay H in Potomac Yard located between Maskell Street and Swann Avenue. The SUP is required pursuant to condition #11D of CDD#10 which states "Surface parking lots may be permitted on an interim basis on land that has yet to be developed." Though this approval may be done administratively, it was determined to process this request in conjunction with the associated DSUP. The interim surface lot will be used primarily for construction worker parking but will also allow for limited staging of materials and for

temporary use of construction office trailers. The entire site will be fenced in for security and screening.

F. Compliance with City Policies

The amended station project will continue to meet several City policies including:

Green Building and Sustainable Design:

The City adopted the Green Building Policy in 2009, which established an expected standard for green building certification for new development projects in the City. For non-residential projects, such as this one, the Policy calls for a LEED Silver or an equivalent certification level. WMATA is targeting a green building rating of LEED Silver (or equivalent) for the Metrorail station; however, an open-air station may have difficulty meeting that level. The conditions of approval for this DSUP require WMATA to submit all required documentation for the green building certification process, and staff will monitor these efforts during the Final Site Plan review process.

Public Art Policy:

WMATA's Art in Transit Program guidelines requires public art at the Potomac Yard Metrorail Station with a budget not to exceed \$250,000, which will be provided by the City from the overall project budget. Artwork will be placed on WMATA property within the project area and WMATA will be responsible for all maintenance and repair of the selected artwork. Following the WMATA's Art in Transit guidelines, WMATA will be required as part of the conditions of approval for this DSUP to work with the City of Alexandria's Office of the Arts and the Alexandria Commission for the Arts throughout the process on matters including, but not limited to, artist selection, art placement, and art selection.

G. Subdivision

As part of this DSUP application, a subdivision is proposed to accommodate the new station. The subdivision will result in the creation of two new lots: one lot on the east side of the tracks (identified as 612B1), and one lot on the west side of the tracks (identified as A-1A). The final plat will be advanced during the Final Site Plan process.

H. Design-Build Process

The Potomac Yard Metrorail Station will be implemented through a design-build process, during which WMATA will be the lead agency. Since the original approval of the station, WMATA went through their design-build process to select a design-build team. Potomac Yard Contractors was selected to build the station. Other members of the design team include the architecture firm of Leuterio Thomas and the civil engineering firm Arup Group. Once the DSUP is approved, this design-build team will advance the approved preliminary design to a final design phase and implement the construction of the Metrorail station. City staff will continue to work with WMATA and their design-build team to ensure the final design adheres to the City's criteria and vision. Construction of various components of the station will be initiated as final approvals are achieved through the City's Final Site Plan Review and Building Permit processes. The design-build process will allow for enhanced design and construction integration and project economic efficiency.

J. Construction Management

Truck Hauling:

This project will require the import of fill (earth / soil) to the site to create a construction yard and work area. The imported fill will be removed and exported at the end of the project and the area will be restored. The imported and exported fill will be hauled by dump trucks, and the City requires the designation of a haul route as part of a Construction Management Plan.

The haul route will be approved by the Director of Transportation and Environmental Services in consultation with the contractor. A series of factors are used to evaluate the haul route prior to approval to establish a route that is safe, efficient, and is least disruptive to traffic and neighboring properties. Such factors may include the geometry of the roadway and the presence of any construction, underway or planned, within the roadway. Both City and WMATA staff will ensure all conditions associated with the haul route permits are enforced.

In addition to the fill being imported and exported, other materials will also need to be moved to and from the site, not unlike other large construction projects that have recently occurred in and around the City. Similarly, the construction materials will be brought to the site by trucks. Construction access cannot occur from the GWMP per the National Park Service.

Mitigation of Construction Impacts:

As with most construction projects, there will be impact to the adjacent property owners. Staff is aware of the proximity of the Old Town Greens, Potomac Greens, and Potomac Yard neighborhoods to the construction site, and the impacts to these neighborhoods during the construction phase of this project.

The City will have a comprehensive Construction Management Plan in place to mitigate the concerns staff has heard from the adjacent communities. Such mitigation efforts include the following:

- Requiring WMATA to bus the construction workers to and from an off-site parking lot to the construction site; this will eliminate hundreds of workers driving through and parking in the neighborhoods.
- Requiring the contractor to minimize on-site generated noise during permitted night work hours (such as generator noise, backup alarms/beepers, and amplified announcements).
- Requiring all construction vehicles to be cleaned and protective covers lowered prior to entering the neighborhood streets, which may reduce the opportunity of sediment being tracked onto the public streets and becoming airborne.
- Controlling the spillover of light from the construction site during permitted night work hours with shields and directing the light downward.
- Providing a City contact that is available for residents to communicate their concerns and issues to 24 hours a day seven days a week.

- Requiring the contractor to offer pre-construction building surveys to residential property owners to establish a baseline condition that will help evaluate any damages that may be caused by construction activities.
- Requiring the contractor by City Code and Contract to repair all damage to public and private property.
- Provide a soils management plan to identify procedures for handling of all contaminated materials that may be encountered.
- Provide a health and safety plan to minimize any potential risks to workers, the neighborhood and the environment.
- Provide weekly community meetings with the project team to provide notice for major upcoming construction activities, to discuss community concerns, and to provide a “look ahead” schedule of upcoming construction activities.
- Continue PYMIG meetings throughout the construction duration.
- Provide a Maintenance of Traffic Plan (MOT) to identify haul routes, temporary street and sidewalk closures, detours, flagger locations, temporary pavement makings and temporary facilities for pedestrians and cyclist.

I. Construction Schedule

The new Metrorail station is expected to be completed in the spring of 2022. Construction is scheduled to begin in the spring of 2019, with the import of fill to create the level plane upon which the new station will be constructed. A settlement period for the fill is required before the foundation work can begin in the spring of 2020.

Updates on construction progress will be provided through a City website / webpage dedicated to this project as well as through regular PYMIG update meetings with the community.

V. COMMUNITY

In partnership with WMATA, the City initiated an extensive outreach approach that included a series of meetings with standing City Boards and Commissions as well as civic groups. Additionally, PYMIG reconvened in fall 2018 to receive updates on the project status, provide feedback on the new station access design and facilitate discussion of mitigation efforts related to community impacts during construction. A letter of recommendation was sent to the City Council in support of the project (see attachment #2).

Below is a list of all community meetings:

PY Metro Key Event Dates	
Date	Meeting / Organization
Wednesday, April 04, 2018	Community Meeting at Charles Houston Rec Center
Tuesday, April 10, 2018	City Council Legislative meeting
Thursday, April 12, 2018	WMATA Finance and Budget Committee Meeting
Wednesday, May 09, 2018	PYMIG Meeting
Monday, June 04, 2018	Lynhaven Civic Association
Thursday, June 21, 2018	Potomac Yard Civic Association PYCA
Monday, August 20, 2018	Potomac Yard Civic Association
Thursday, August 23, 2018	Potowmack Crossing II Condo
Wednesday, September 12, 2018	Del Ray Citizens Association
Monday, September 17, 2018	Old Town Greens Condo and Town House Association
Wednesday, September 19, 2018	Northeast Citizens Association
Tuesday, September 25, 2018	City Council - Project Update
Wednesday, September 26, 2018	PYMIG Meeting
Monday, October 01, 2018	Lynhaven Civic Association
Wednesday, October 17, 2018	Board of Architectural Review Briefing
Wednesday, October 17, 2018	Potomac Greens HOA
Thursday, October 18, 2018	Potomac Yard Civic Association PYCA

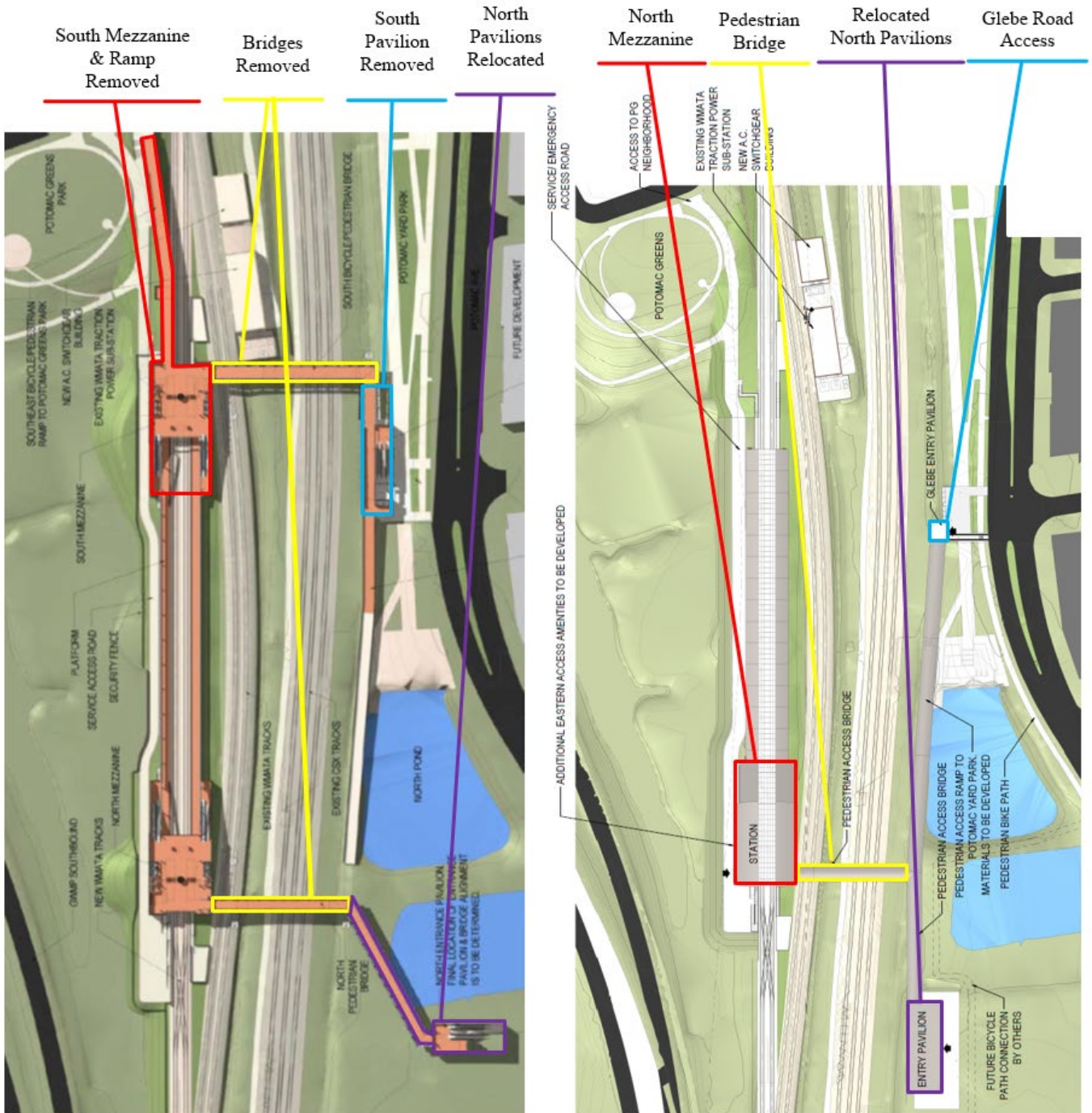
Monday, October 22, 2018	PYMIG Meeting
Tuesday, October 23, 2018	City Council Project Update
Monday, October 29, 2018	PYMIG Meeting
Monday, November 05, 2018	PYMIG Meeting
Monday, November 12, 2018	PYMIG Meeting
Monday, November 26, 2018	PYMIG Meeting
Tuesday, December 04, 2018	Planning Commission Public Hearing
Saturday, December 15, 2018	City Council Public Hearing
Winter 2019	BAR Public Hearing

VI. CONCLUSION

Staff recommends **approval** of the Development Special Use Permits for the station amendments, the Special Use Permit for an interim parking lot for construction workers, and a Subdivision plat to allow for lot line changes to accommodate the new station, subject to compliance with City codes, ordinances and staff recommended conditions.

VII. GRAPHICS

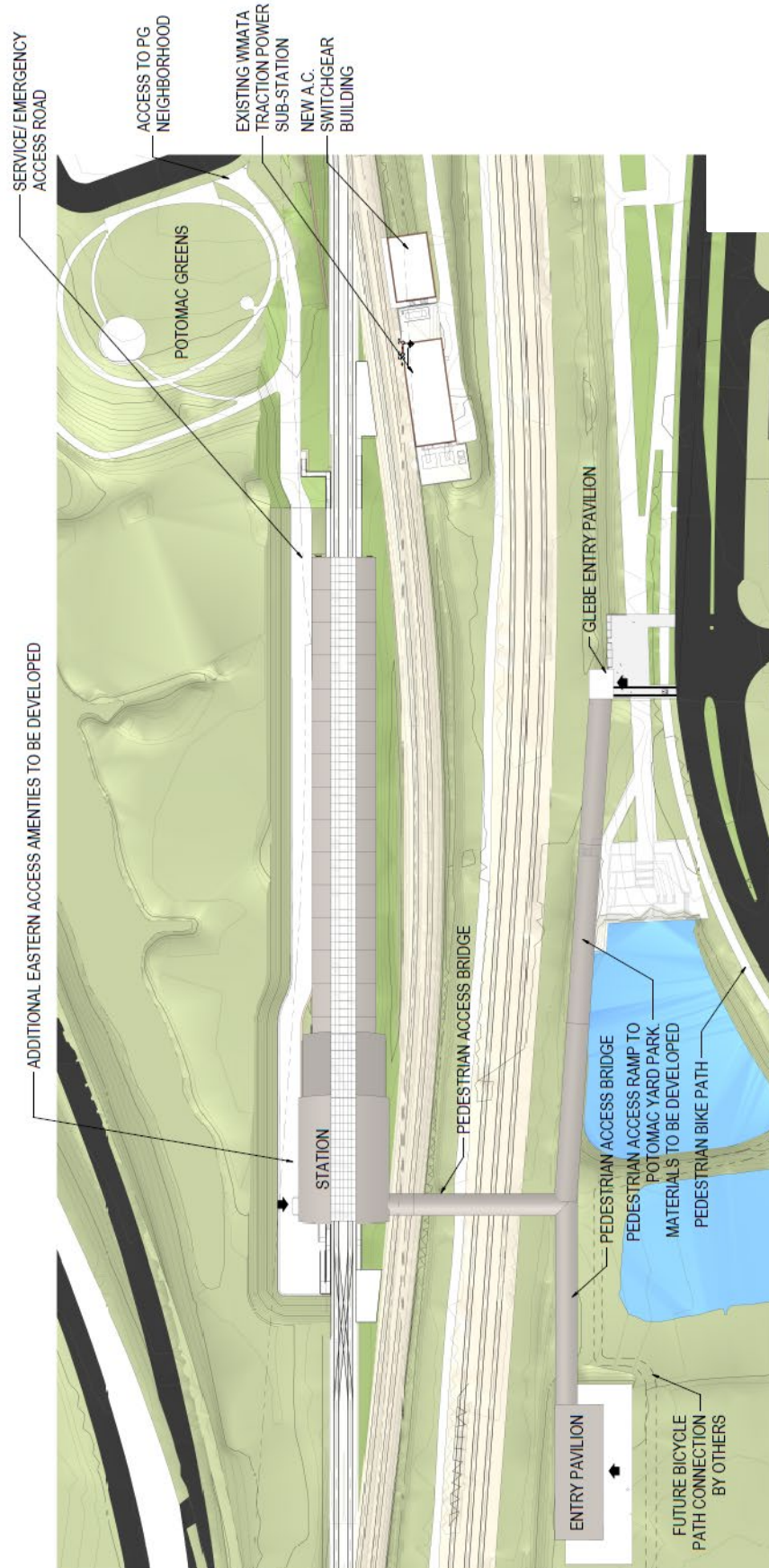
Graphic #1 – Original and Proposed Site Plan Comparison



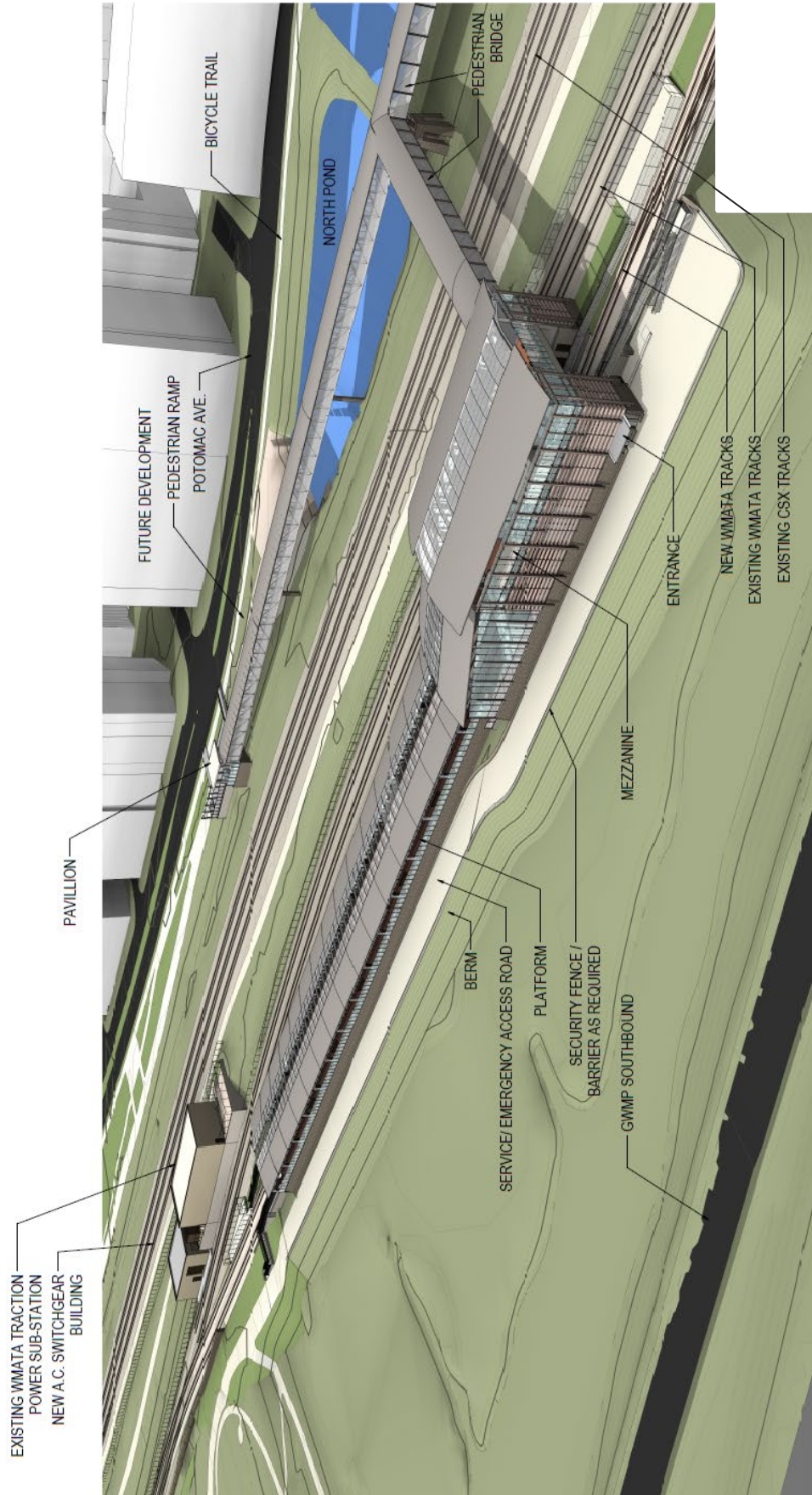
Original Project - 2016

Proposed Amended Project - 2018

Graphic #2 – Color Site Plan of Proposed Project



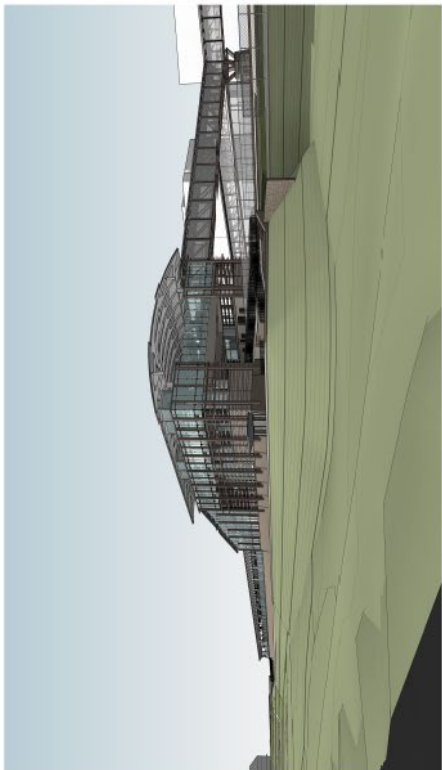
Graphic #3 – Elevation of station



Graphic #4 – Elevations of pavilions and bridges



2 NORTH POND VIEW LOOKING SE

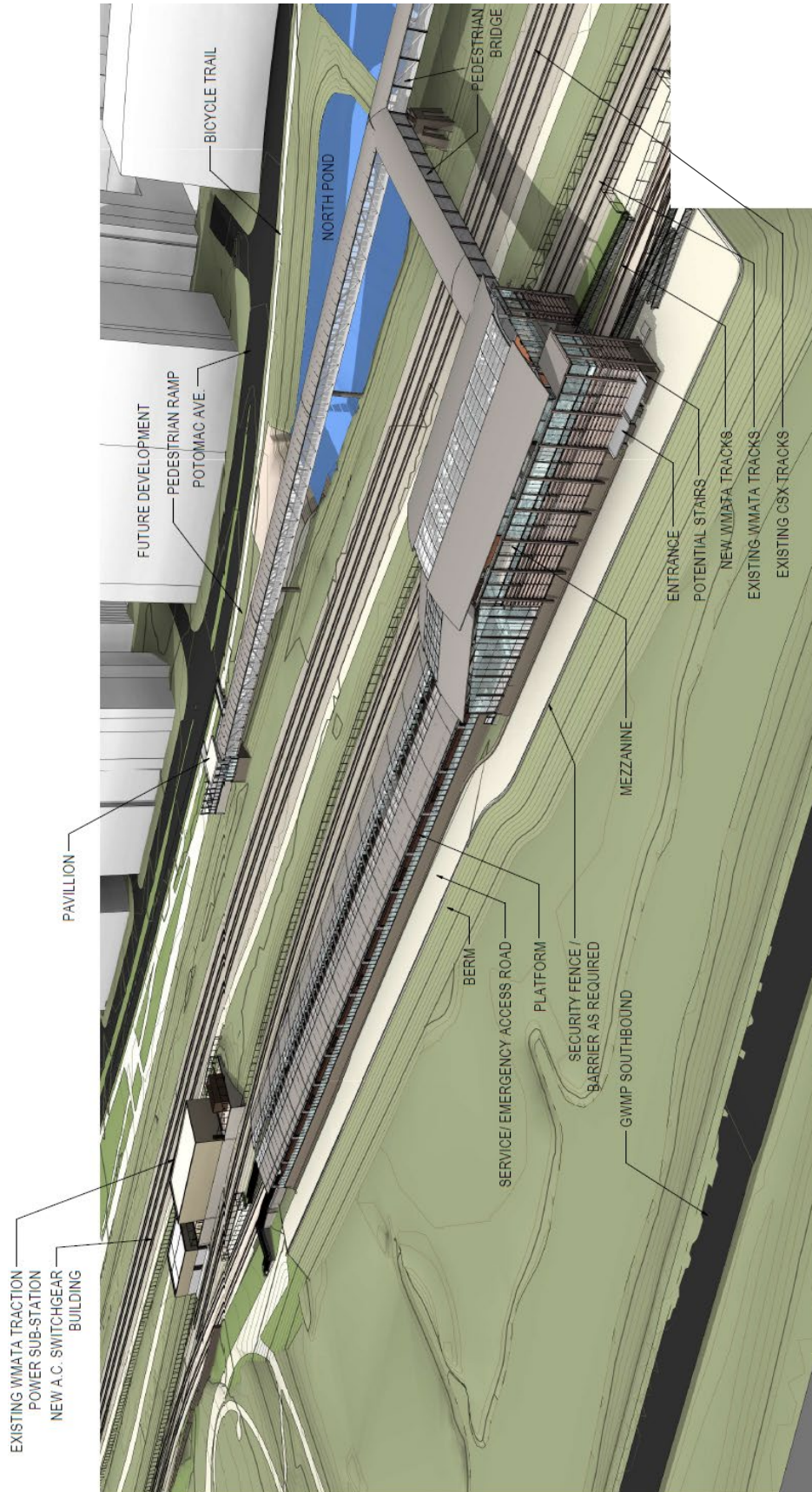


1 GWMP SOUTHBOUND VIEW LOOKING SW



3 GWMP NORTHBOUND VIEW LOOKING NW

Graphic #5 – Elevation of station with stairs option



VIII. STAFF RECOMMENDATIONS – DSUP2018-0017*

*Conditions associated with DSUP’s 2016-0005 and 2016-0006 are still in effect and are not amended with this application.

1. **CONDITION AMENDED:** The Final Site shall be in substantial conformance with the preliminary plan ~~dated March 31, May 4, and May 20, 2016~~ amended on November 19, 2018 and comply with the following conditions of approval. (DSUP2018-0017)

A. PEDESTRIAN/STREETSCAPE:

2. **CONDITION AMENDED:** Provide the following pedestrian improvements to the satisfaction of the Directors of P&Z, RP&CA and T&ES:
 - a. Complete all pedestrian improvements prior to the issuance of a certificate of occupancy permit.
 - b. Install ADA accessible pedestrian crossings serving the site.
 - c. The pedestrian bridge shall have a minimum unobstructed width of 12 ~~16~~ feet.
 - d. Required handrails may project into the required widths of the pedestrian bridge to the satisfaction of the Directors of P&Z and T&ES.
 - e. Provide thermoplastic pedestrian crosswalks at all crossings at the proposed development, which must be designed to the satisfaction of the Director of T&ES.
 - f. All crosswalks shall be standard, 6 inches wide, white thermoplastic parallel lines with reflective material, with 10 feet in width between interior lines. High-visibility crosswalks (white, thermoplastic ladder crosswalks as shown in the Manual on Uniform Traffic Control Devices (MUTCD)) may be required as directed by staff at Final Site Plan. All other crosswalk treatments must be approved by the Director of T&ES.
 - g. All below grade utility structures placed within a City sidewalk shall be designed in such a manner as to integrate the overall design of the structure with the adjacent paving materials so as to minimize any potential visible impacts.***
(P&Z)(RP&CA)(T&ES) (DSUP2018-0017)

B. PUBLIC ART:

3. **CONDITION AMENDED:** WMATA shall provide public art for this project. The City shall provide up to \$250,000 from the project budget to fund the public art. WMATA will be responsible for all aspects of the selection, installation, and maintenance of the public art. City’s ~~Public Arts~~ Commission shall appoint one member to WMATA’s Jury Panel responsible for selecting the public art. In addition, the Director of the RP&CA shall appoint one City staff with professional art background on this Jury Panel. The public art shall be placed on WMATA property within the project area. WMATA shall provide a schedule and a process outline for the artist selection, artwork selection, and artwork installation prior to the release of the final site plan. The art shall be installed prior to the issuance of the first Certificate of Occupancy, to the satisfaction of the Directors of P&Z and/or RP&CA. (RPCA)(P&Z) (DSUP2018-0017)

C. OPEN SPACE/LANDSCAPING:

4. **CONDITION AMENDED:** ~~All~~ Any landscaping ~~and or~~ furnishings installed on the site shall be ~~developed, installed, maintained and integrated pursuant to the~~ consistent with Preliminary Plans of the Potomac Greens Park Amendment (DSUP2016-0005), and the Potomac Yard Park Amendment (DSUP2016-0006). (RPCA)(P&Z)(DPI) (DSUP2018-0017)
5. **CONDITION AMENDED:** The applicant shall submit the Final Site Plan to provide the level of detail and amenities depicted on the Preliminary Plan. The Final Site Plan must be coordinated with the ~~Final Site approved~~ Plans for the adjacent Potomac Yard Park and Potomac Greens Park ~~amendments~~, DSUP2016-0005 and DSUP2016-0006. (P&Z) (T&ES) (RPCA) (DPI) (DSUP2018-0017)
6. **CONDITION ADDED:** Work with City staff through the Final Site Plan process to refine the number of trees to be saved / removed. (RPCA)(P&Z) (DSUP2018-0017)
7. **CONDITION ADDED:** Access control devices for the 22-foot maintenance access drive shall be approved by the Fire Department and the Directors of RPCA and P&Z. (RPCA)(FIRE)(P&Z) (DSUP2018-0017)
8. **CONDITION ADDED:** If the City's existing parks are damaged during construction, then the applicant shall be responsible for construction / installation or repair of the park features, systems and amenities to their existing condition, or better if required by federal law. (RPCA) (DSUP2018-0017)

D. METRORAIL DESIGN:

9. Per the City's Green Building Policy adopted April 18, 2009, achieve a green building certification level of LEED Silver to the satisfaction of the Directors of P&Z, and/or RP&CA and T&ES. Diligent pursuance and achievement of this certification shall be monitored through the following:
 - a. Provide evidence of the project's registration with LEED (or equivalent) with the submission of the first final site plan and provide a draft checklist showing how the project plans to achieve the certification.*
 - b. Provide evidence of submission of materials for Design Phase credits to the U.S. Green Building Council (USGBC) (or equivalent) prior to issuance of a certificate of occupancy. ***
 - c. Provide evidence of submission of materials for Construction Phase credits to USGBC (or equivalent) within six months of obtaining a final certificate of occupancy.
 - d. Provide documentation of LEED Silver Certification from USGBC (or equivalent) within two (2) years of obtaining a final certificate of occupancy.
 - e. WMATA shall submit all materials related to green building certification to City staff during the Final Site Plan process. (P&Z)(RP&CA)(T&ES) (DSUP2016-0004)

10. **CONDITION AMENDED:** The northern WMATA (Washington Metropolitan Transit Authority) Metrorail pavilion located within North Potomac Yard shall be located within the area of CDD#19 generally depicted on the Preliminary Site Plan for DSUP2018-0017 ~~DSUP2016-0004~~ prepared by WMATA AECOM dated November 19, 2018 ~~March 31, 2016~~. The final location and configuration of the northern WMATA Metrorail pavilion as described herein shall be located to the satisfaction of the Director of P&Z and Director of T&ES, subject to the following:
- The final location and configuration of the pavilion shall be in coordination with the planning process and plans for North Potomac Yard.
 - The City and WMATA shall coordinate with the property owner for the reservation area referenced herein regarding the location and configuration of the northern WMATA Metrorail pavilion.
 - The location and land area conveyed for the northern WMATA Metrorail pavilion as described herein shall be the minimum necessary to accommodate the structure and all associated facilities.
 - Once the final location for the northern WMATA Metrorail pavilion and parcel size as described herein are determined, a subdivision plat shall be reviewed and approved by the Planning Commission. The City shall be responsible for the preparation, filing and processing of the subdivision application and plat. (P&Z) (T&ES) (DSUP2018-0017)
11. **CONDITION AMENDED:** The design of the Metrorail Station, including but not limited to the quality of materials and final detailing, shall be consistent with the architectural elevations ~~dated May 20, 2016~~ and the site plan dated November 19, 2018 ~~May 4, 2016~~ and shall be subject to the conditions herein to the satisfaction of the Director of P&Z. In addition, all exterior building materials and finishes, architectural details, lighting and exterior signage and associated elements for the ~~east and west~~ ramps, station (mezzanines, bottom of the station roofs, and platform), pedestrian bridges and the west entry north pavilions shall be subject to review and approval of a Certificate of Appropriateness by the Old and Historic Alexandria District Board of Architectural Review (BAR)(~~see Attachment #5~~). Site improvements including but not limited to lighting, fencing, paving and future park or utility structures within the historic district boundaries (excluding playground equipment), shall also require a Certificate of Appropriateness from the BAR. (P&Z) (DSUP2018-0017)

CONDITION DELETED: East Ramp

- ~~The irregular columns (dancing piloti) shall be an earth tone color to minimize their visibility in the trees. The railing and security railings on each side of the ramp shall be as open and transparent as possible.~~
- ~~The wall for the eastern portion of the ramp shall be a natural stone veneer to match the color, scale and bonding pattern of the historic stone bridges on the George Washington Memorial Parkway.~~
- ~~The final design of the bike storage area shall be refined prior to final approval by the BAR.~~
- ~~The lighting for the ramp shall not include vertical light poles. All lighting for the ramp shall be integral with the railing and/or ramp and directed downward onto the ramp.~~
- ~~The overlook area shall be a metal finish and color compatible with the station. Study~~

~~the structure and finish materials of the east elevation of the overlook as a potential public art location.~~

CONDITION AMENDED: Station (Mezzanines and Platform)

- a. The entire length and height of the base of the station (mezzanine and platform) for each façade shall be a natural stone veneer to match the color, scale and bonding pattern of the historic stone bridges on the George Washington Memorial Parkway.
- b. The entire exoskeleton and associated connections for the mezzanines shall be metal, with a strong preference for a weathering steel-like appearance (such as Cor-ten) which may be achieved through the use of metal products developed in a controlled environment through physical and chemical processes. The finish and color of the metal shall be earth tone. The color of the horizontal louvers shall be different from and compliment the color of the primary structure of the exoskeleton.
- c. If the columns are metal, the color and finish shall be compatible with the exo-skeleton.
- d. The roofing for the mezzanines and platforms (except where skylights are provided) shall be zinc or a comparable natural weathering metal.
- e. The glass walls of the station shall appear delicate, transparent and non-reflective with invisible support systems where exterior mullions are not indicated in the renderings.
- f. All security fencing shall be limited to a maximum height of 6 feet and shall be an open mesh and anti-climb fence in a dark color to minimize its visibility. The fence shall generally be located as depicted in the preliminary site plan referenced herein.

CONDITION AMENDED: Pedestrian Bridges

- g. The pedestrian bridges shall incorporate a low curved roof to recall the main station and the truss system shall be as visually light as possible with visually minimal diagonal chords. The final structural design of the pedestrian bridge shall minimize the diagonal members of the truss to the greatest extent structurally feasible through material, size, shape, color and placement inside the mesh bridge walls.
- h. All components of the bridge except the pedestrian walking surface shall be metal.
- i. The supporting piers for the pedestrian bridges shall be completely clad with a natural stone veneer to match the color, scale and bonding pattern of the historic stone bridges on the George Washington Memorial Parkway.
- j. The roofing of the bridges shall be zinc or a comparable natural weathering metal compatible with the station roof.

CONDITION AMENDED: North Entry and South Pavilions

- k. The base of the pavilions, as depicted on the elevations, shall be a natural stone veneer to match the color, scale and bonding pattern of the historic stone bridges on the George Washington Memorial Parkway.
- l. The stone on the front and side facades shall be refined and include elements to enhance a human scale relationship adjoining the sidewalk - promenade.
- m. The bike storage structure and the pavilions must be further refined to incorporate design details from the main station.
- n. The roof of the pavilions shall be zinc or a comparable natural weathering, earth-tone metal compatible with the station roof.

CONDITION ADDED: East Glebe Entry Pavilion

- o. The roof of the pavilion shall be zinc or a comparable natural weathering, earth-tone metal compatible with the station roof.

AC Switchgear and Equipment Buildings

- p. The material for all facades of the AC switchgear building(s) shall be brick. The brick for the proposed switchgear building shall be to the satisfaction of the Director of P&Z. (P&Z)

CONDITION AMENDED: Submission Requirements

Building design, materials, colors, finishes, and relationships shall be subject to review and approval by the Department of Planning and Zoning for substantial conformance to the preliminary site plan and by the Old and Historic Alexandria District Board of Architectural Review (BAR) prior to issuance a Certificate of Appropriateness. The following submissions shall be provided to review the overall design, materials, finishes and architectural details:

- i. Provide detailed plan, elevation and building section color drawings at a minimum scale of ¼ inch = 1 foot, adequate to fully evaluate the design of the station base, north entrance pavilion, East Glebe Road access pavilion, pedestrian ramp and bridge, topography, hardscape, and landscaping during both the BAR and final site plan review processes. Provide separate large scale wall sections for each building typology at a minimum scale of ½ inch = 1 foot. Provide architectural details of the material intersections, wall finish systems, etc. at ¾ inch = 1 foot, minimum. (BAR)(P&Z)
- ii. Provide large scale sections and details of the pedestrian bridge including the stone supports, the shape of the roof and supporting structure, the truss and exoskeleton, and the mesh bridge wall material(s).
- iii. Provide material display boards that include all proposed materials and finishes for review and approval by the BAR. The materials and color palette must include, but is not limited to, samples of roof and wall framing systems, fences, railings, stone, metal and glass options.
- iv. Provide samples of the glass frit pattern and color for the skylights.
- v. Provide 1' x 1' samples of all exterior glass for review of the color. Provide connection details for butt glazing conditions and material transitions to maintain a visually delicate wall appearance.
- vi. Materials boards and samples shall remain with the Department of Planning and Zoning until release of the final Certificate of Occupancy.
- vii. Provide color renderings of the station from the George Washington Memorial Parkway at night that indicate how site, security and general building illumination will be directed down, away from the Parkway and contained within the station to avoid a lantern effect at night.
- viii. Provide a coordinated package of exterior signs proposed for the station complex. No exterior station identification signs will be permitted facing or directed toward the George Washington Memorial Parkway.
- ix. Provide detailed information describing any visible exterior security features that will impact the building and site design, such as cameras, fencing and lighting.

- x. Provide drawings of a mock-up panel that depicts all proposed materials, finishes, and relationships as part of the first final site plan.*
- xi. Construct an on-site mock-up panel of proposed materials, finishes, and relationships for review and approval by City staff. The mock-up panel shall be constructed and approved prior to vertical (above-grade) construction and prior to ordering final building materials.**
- xii. The mock-up panel shall be located such that it may remain on-site in the same location through the duration of construction, until the first certificate of occupancy is released. (P&Z)

E. SIGNAGE:

- 12. **CONDITION AMENDED:** A maximum of 3 4 freestanding identification pylon signs will be permitted for the Metrorail station and limited to the standard WMATA size and material specifications for exterior pylons subject to WMATA standards. The location of the pylons shall be determined during the Final Site Plan process and subject to the review and approval of the Directors of P&Z, DPI, and RPCA. Temporary signage during construction, shall not be visible from the George Washington Memorial Parkway. (P&Z)(RPCA)(DPI) (DSUP2018-0017)
- 13. Install a temporary informational sign on the site prior to the approval of the final site plan for the project to the satisfaction of the Director of DPI. The sign shall be displayed until construction is complete. It shall notify the public of the nature of the upcoming project and shall provide a phone number for public questions regarding the project.* (DPI) (DSUP2016-0004)
- 14. **CONDITION ADDED:** Provide a minimum of three interpretive signs along the path to the east station entrance to the satisfaction of the Directors of RPCA and P&Z. (RPCA) (DSUP2018-0017)

F. BICYCLE PARKING:

- 15. **CONDITION AMENDED:** During final site plan, designate areas for bicycle facilities, such as bicycle parking and/or bicycle fix-it stations. ~~As is shown on the preliminary plan, the space underneath the bicycle and pedestrian ramps shall be reserved for bicycle facilities, such as bicycle parking and/or bicycle fix-it stations.~~ (T&ES) (DSUP2018-0017)

G. SITE PLAN:

- 16. Per Section 11-418 of the Zoning Ordinance, the development special use permit shall expire and become null and void, unless substantial construction of the project is commenced within 60 months after initial approval and such construction is thereafter pursued with due diligence. The applicant shall provide a written status report to staff 18 months after initial approval to update the City Council on the project status if substantial construction has not commenced at such time. (P&Z) (DSUP2016-0004)

17. Coordinate location of site utilities with other site conditions to the satisfaction of the Directors of P&Z and/or RP&CA, and T&ES. (P&Z)(T&ES)(RP&CA)(BAR) (DSUP2016-0004)
18. Provide a lighting plan with the final site plan to verify that lighting meets City standards. The plan shall be to the satisfaction of the Directors of T&ES, P&Z, and/or RP&CA in consultation with the Chief of Police and shall include the following:
 - a. Clearly show location of all existing and proposed lights shading back less relevant information.
 - b. A photometric plan with lighting calculations that include all existing and proposed light fixtures, including any existing street lights located on the opposite side(s) of all adjacent streets. Photometric calculations must extend from proposed building face(s) to property line and from property line to the opposite side(s) of all adjacent streets including the George Washington Memorial Parkway and/or 20 feet beyond the property line on all adjacent properties and rights-of-way. Show existing and proposed street lights and site lights. Provide photometric plan for station interior and exterior during and after WMATA operating hours.
 - c. Photometric site lighting plan shall be coordinated with architectural/building mounted lights, site lighting, street trees and street lights to minimize light spill into adjacent residential areas. Light spill shall not be visible from the George Washington Memorial Parkway
 - d. Upon installation of all exterior light fixtures for the site/building, the applicant shall provide photographs of the site demonstrating compliance with this condition.
 - e. Lighting design for the Metrorail Station and all adjacent areas shall maximize glare control and prevention of light spillage onto adjacent or nearby properties and the George Washington Memorial Parkway.
 - f. Provide a plan, elevations, or alternate graphic to demonstrate the visibility of light sources from the George Washington Memorial Parkway. Graphics shall include lighting interior and exterior to the station. (P&Z)(T&ES) (RP&CA)(Police) (DSUP2016-0004)
19. Vehicular access to site shall be limited to maintenance purposes and shall not include material storage and or long-term parking of vehicles and/or equipment. (P&Z)(T&ES) (DSUP2016-0004)
20. **CONDITION AMENDED:** The lighting for all common areas is to be a minimum of ~~2-0~~ 1.0 foot candles minimum maintained. (Police) (DSUP2018-0017)
21. Stairways should be open to the extent feasible to allow for a view in from the exterior. (Police) (DSUP2016-0004)
22. Pedestrian bridge should allow for a clear view inside and covered. (Police) (DSUP2016-0004)

H. SUBDIVISION AND EASEMENT:

23. **CONDITION AMENDED:** WMATA shall grant a perpetual easement to the City for a portion of Parcel A-1A, as generally depicted in Attachment #3, for the purpose of installing and maintaining landscaping and trees to screen the adjoining Metrorail station from the George Washington Memorial Parkway. All areas east of the security fence on the eastern portion of the station shall be included in the easement to permit landscaping and trees. The City shall be responsible for the maintenance of the landscaping within the easement area referenced herein. Landscaping and tree planting shall be generally consistent as depicted on the preliminary landscape plan for DSUP2016-0005. The perpetual easement shall be subject to the review and approval of the Directors of the RP&CA, P&Z and the City Attorney. (RP&CA) (P&Z) (DSUP2018-0017)
24. **CONDITION ADDED:** Parcel 025.04-02-01 will not be transferred to WMATA if permanent structures are not constructed on the parcel. (RPCA) (DSUP2018-0017)
25. **CONDITION AMENDED:** WMATA shall grant perpetual easements to the City for a portion of Parcel 612 B1, as generally depicted in Attachment #3 for the purpose of providing full public access to the satisfaction of the Directors of RP&CA, P&Z and the City Attorney. The City will maintain all improvements within the easement area with the exception of WMATA facilities such as signs. WMATA shall be prohibited from modifying or removing any City improvements within the easement. The perpetual easement shall be subject to the review and approval of the Directors of RP&CA, P&Z and the City Attorney. (RP&CA) (P&Z) (DSUP2018-0017)
26. **CONDITION ADDED:** The boundaries of the new parcel to be transferred to WMATA as generally depicted in Attachment #4 shall be modified to include only the area impacted by the improvements. (RPCA) (DSUP2018-0017)
27. The subdivision plat shall be approved and recorded prior to the release of the final site plan. All easements as required herein shall be approved and recorded prior to the certificate of occupancy permit for the WMATA Metrorail station. (P&Z)(T&ES) (RP&CA)(City Attorney) (DSUP2016-0004)

I. CONSTRUCTION MANAGEMENT:

28. Submit a construction phasing plan to the satisfaction of the Directors of T&ES for review, approval and release of Erosion and Sediment Control for the final site plan. All the requirements of Article XIII Environmental Management Ordinance for quality improvement, quantity control, and the development of Storm Water Pollution Prevention Plan (SWPPP) must be complied with prior to the partial release of the site plan* (T&ES)(RPCA)(DPI) (DSUP2016-0004)
29. Submit a construction management plan to the Director of DPI. The plan shall:
 - a. Include an analysis as to whether temporary street or site lighting is needed for safety during the construction on the site and how it is to be installed.

- b. Include an overall proposed schedule for construction;
 - c. Include a plan for temporary pedestrian circulation;
 - d. Copies of the plan shall be posted in the construction trailer and given to each subcontractor before they commence work. (P&Z)(T&ES)(DPI) (DSUP2016-0004)
30. Provide off-street parking for all construction workers without charge to the construction workers. Construction workers shall not be permitted to park on- street and an off-site parking lot will be provided with bus service for the workers to and from the site. (DSUP2016-0004)
 31. Sidewalks, bicycle, and pedestrian trails and walkways outside the limits of construction shall remain open, or a suitable detour provided, during construction to the satisfaction of the Directors of T&ES and DPI. (T&ES)(DPI) (DSUP2016-0004)
 32. No construction staging shall be allowed within the public right-of-way on Potomac Greens Drive and Carpenters Drive The applicant shall meet with DPI to discuss construction staging activities prior to release of any permits for ground disturbing activities. ** (T&ES)(DPI) (DSUP2016-0004)
 33. Any structural elements that extend into the public right of way, including but not limited to footings, foundations, tie-backs etc., must be approved by the Directors of T&ES and DPI as a part of the Sheeting and Shoring Permit. (T&ES)(DPI) (DSUP2016-0004)
 34. A “Certified Land Disturber” (CLD) shall be named in a letter to the Division Chief of Infrastructure Right of Way in T&ES and the Director of DPI prior to any land disturbing activities. If the CLD changes during the project, that change must be noted in a letter to T&ES and DPI. A note to this effect shall be placed on the Phase I Erosion and Sediment Control sheets on the site plan. (T&ES)(DPI) (DSUP2016-0004)
 35. Prior to commencing clearing and grading of the site, the City’s Project Coordinator shall hold a meeting with notice to all adjoining property owners and civic associations to review the location of construction worker parking, plan for temporary pedestrian and vehicular circulation, and hours and overall schedule for construction. The Departments of P&Z, DPI, and T&ES shall be notified of the date of the meeting before the permit is issued. (P&Z)(T&ES)(DPI) (DSUP2016-0004)
 36. The City’s Project Coordinator will serve as a liaison to the community throughout the duration of construction. The name and telephone number, including an emergency contact number, of this individual shall be provided in writing to residents, property managers and business owners whose property abuts the site and shall be placed on the project sign, to the satisfaction of the Directors of P&Z, DPI, and T&ES. (P&Z)(T&ES)(DPI) (DSUP2016-0004)
 37. The applicants shall require the contractor to implement a waste and refuse control program during the construction phase of the project. This program shall control wastes such as discarded building materials, concrete truck washout, chemicals, litter or trash, trash

- generated by construction workers or mobile food vendor businesses serving them, and all sanitary waste at the construction site and prevent offsite migration that may cause adverse impacts to neighboring properties or to the environment to the satisfaction of Directors of T&ES, DPI, and Code Administration. All wastes shall be properly disposed offsite in accordance with all applicable federal, state and local laws. (T&ES)(Code)(DPI) (DSUP2016-0004)
38. Temporary construction trailer(s) shall be permitted and be subject to the approval of the Director of P&Z, DPI, and Code Administration. The trailer(s) shall be removed prior to the project close out. (P&Z)(DPI)(Code) (DSUP2016-0004)
 39. Submit a location survey prior to the commencement of construction above grade. The location survey shall include all below grade construction, as depicted in the approved final site plan. The location survey shall be prepared and sealed by a registered engineer or licensed land surveyor, and shall be approved by P&Z and DPI prior to commencement of above grade construction. (P&Z)(DPI) (DSUP2016-0004)
 40. Submit a partial as-built development site plan survey to include building height, building footprint, finished floor elevation, and other items pursuant to the requirements outlined in the initial as-built submission for occupancy portion of the as-built development site plan survey checklist to the Department of Project Implementation and the Department of Transportation and Environmental Services Development Coordinator prior to requesting a certificate of occupancy permit. The as-built development site plan survey shall be prepared and sealed by a registered architect, engineer, or surveyor. Include a note which states that the height was calculated based on all applicable provisions of the Zoning Ordinance. *** (P&Z) (T&ES)(DPI) (DSUP2016-0004)
 41. Contractors shall not cause or permit vehicles to idle for more than 10 minutes. (T&ES)(DPI) (DSUP2016-0004)
 42. Provide pre-construction building surveys prior to commencement of construction if requested by the building owner. All properties within 250 feet of any property boundary of the subject site shall be afforded the opportunity to participate in the pre-construction surveys. Specific to this project, additional properties may be included as approved by the Director of DPI. (T&ES)(DPI) (DSUP2016-0004)
 43. The contractor shall minimize on-site generated noise during permitted night work hours (such as generator noise, backup alarms/beepers, and amplified announcements). (T&ES)(DPI) (DSUP2016-0004)
 44. All construction vehicles must be cleaned and covers lowered prior to entering public right of way to minimize the opportunity of sediment being tracked onto the public streets and becoming airborne. (T&ES)(DPI) (DSUP2016-0004)
 45. The existing traffic circle (at Carpenter Road and Potomac Greens Drive) will be temporarily removed during construction due to the turning radius of the construction

- vehicles accessing the site. Mitigation will be provided, such as implementing traffic calming techniques and potentially having flaggers present during the use of oversized construction delivery vehicles. (T&ES)(DPI) (DSUP2016-0004)
46. The contractor shall control the spillover of light from the construction site during permitted night work hours with shields and other appropriate measures. All light shall be directed downward. (T&ES)(DPI) (DSUP2016-0004)
 47. The City's Project Coordinator will provide advance notice to the community in the form of a look-ahead construction schedule for upcoming construction activities throughout the duration of the project. This schedule would include when the work would be occurring (day or night). (DPI) (DSUP2016-0004)
 48. The City's Project Coordinator will coordinate with the adjacent communities to develop a regularly scheduled Partnering Meeting in which the community will be at the table to discuss the project status with the City, WMATA, and the contractor. (DPI) (DSUP2016-0004)
 49. Ensure that all existing public and private utilities are fully maintained throughout the construction phase. (RPCA) (T&ES) (DPI) (DSUP2016-0004)

J. FLOODPLAIN MANAGEMENT:

50. Demonstrate compliance with flood plain ordinance Section 6-300 to Section 6-311 of Article VI Special and Overlay Zones. No final plan shall be released until full compliance with flood plain ordinance has been demonstrated. Base Flood Elevation is 10.2' NAVD88 datum. * (T&ES) (DSUP2016-0004)
51. Pursuant to Section 6-305 (F), the project will submit to FEMA an application for a Conditional Letter of Map Revision based on Fill (CLOMR-F) and submit a copy of the CLOMR-F from FEMA to T&ES prior to final site plan approval. Upon completion of final grading, the project will submit to FEMA as-built grading plan with an application for Letter of Map Revision based on Fill (LOMR-F) and submit a copy of the LOMR-F from FEMA to T&ES before release of Certificate of Occupancy (CO). (T&ES) (DSUP2016-0004)
52. Furnish specific engineering data and information as per Section 6-307 (A), as to the effect of the proposed fill in the AE Zone on future flood heights. No final site plan shall be released until the applicant has demonstrated that no increase in water surface elevation for the 100-year flood will result due to implementation of this project. Computations are to include backwater calculations starting at a downstream cross section to an upstream cross section. Computations shall be made by modifying the existing HEC-RAS model, as prepared by the U.S. Army Corps of Engineers, Baltimore District. To be provided by T&ES Stormwater Management Division. (T&ES) (DSUP2016-0004)

K. WASTEWATER / SANITARY SEWERS:

53. The sewer connection fee must be paid prior to release of the site plan.* (T&ES) (DSUP2016-0004)

L. STREETS / TRAFFIC:

54. If the City's existing public infrastructure is damaged during construction, or patch work required for utility installation then the applicant shall be responsible for construction/ installation or repair of the same as per the City of Alexandria standards and specifications and to the satisfaction of Director, Transportation and Environmental Services. (T&ES) (DSUP2016-0004)
55. A pre-construction walk/survey of the right of way shall occur with Transportation and Environmental Services Construction & Inspection staff to document existing conditions prior to any land disturbing activities. (T&ES) (DSUP2016-0004)
56. Reconstruction of the traffic circle at Carpenter Road and Potomac Greens Drive is required prior to completion of the project. (T&ES)(DPI) (DSUP2016-0004)

M. UTILITIES:

57. Locate all private utilities without a franchise agreement outside of the public right-of-way and public utility easements. The transformers shall be installed per the requirements of Dominion Virginia Power (DVP). (T&ES) (DSUP2016-0004)
58. All new utilities shall be undergrounded abutting the proposed development site. (T&ES) (DSUP2016-0004)

N. SOILS:

59. Provide a geotechnical report, including recommendations from a geotechnical professional for any cut slopes and embankments. (T&ES) (DSUP2016-0004)

O. WATERSHED, WETLANDS & RPAs:

60. The project site lies within Potomac River Watershed thus stormwater quantity controls shall be designed to demonstrate that post development stormwater runoff does not exceed the existing runoff quantities for the 2-year, 10-year, and 100-year storm events. Additionally, the project must meet the Chanel and Flood Protection requirements related to a 'natural stormwater conveyance system.' (T&ES) (DSUP2016-0004)
61. The stormwater collection system is located within the Potomac River watershed. All on-site stormwater curb inlets and public curb inlets within 50 feet of the property line shall be duly marked using standard City markers, or to the satisfaction of the Director of T&ES. (T&ES) (DSUP2016-0004)

62. Project lies entirely within an area described on historical maps as containing marine clays. Construction methodology and erosion and sediment control measures must account for the presence of marine clay or highly erodible soils. (T&ES) (DSUP2016-0004)
63. Provide an Environmental Site Assessment that clearly delineates the individual components of the RPA as well as the total geographic extent of the RPA, to include the appropriate buffer, in a method approved by the Director of Transportation and Environmental Services. The Environmental Site Assessment shall also clearly describe, map or explain intermittent streams and associated buffer; highly erodible and highly permeable soils; steep slopes greater than 15 percent in grade; known areas of contamination; springs, seeps or related features; and a listing of all wetlands permits required by law. (T&ES) (DSUP2016-0004)
64. Provide documentation regarding the source of onsite wetland delineation and a description of any actions to be taken to minimize and/or mitigate the impact of the development on existing wetlands as required by Article XIII of the City of Alexandria Zoning Ordinance. (T&ES) (DSUP2016-0004)
65. The project is located within an existing RPA or mapped wetland area, and although the project is exempt from the provision of no further encroachments into the RPA. The applicant must still prepare a Water Quality Impact Assessment in accordance with the provisions of Article XIII of the City of Alexandria Zoning Ordinance to the satisfaction of the Director of Transportation and Environmental Services.* (T&ES) (DSUP2016-0004)
66. Mitigate any impacts on water quality of the development by encroachment into and/or destruction of an existing resource protection areas (RPAs) and mapped wetland area by the following methods to the satisfaction of the Director of Transportation and Environmental Services:
 - a. Restoring streams subject to historic erosion damage.
 - b. Increasing vegetation onsite and/or performing offsite plantings.
 - c. Contribution to T&ES funds to stream restoration / water quality projects.
 - d. These mitigation efforts shall be quantified and tabulated against encroachments as follows:
 - i. Resource Protection Area Encroachments shall be mitigated according to the guidelines suggested in the “Riparian Buffers Modification & Mitigation Guidance Manual” by the Chesapeake Bay Local Assistance Department.
 - ii. Water quality impacts may be mitigated by stream restoration / stabilization equal to the linear distance to that of the linear encroachment into the RPAs on-site. (T&ES) (DSUP2016-0004)

P. STORMWATER MANAGEMENT:

67. The City of Alexandria’s stormwater management regulations regarding water quality are two-fold: 1) state phosphorus removal requirement and 2) Alexandria Water Quality Volume Default. Compliance with the state phosphorus reduction requirement does not

- relieve the applicant from the Alexandria Water Quality Default requirement. The Alexandria Water Quality Volume Default, as determined by the site's post-development impervious area shall be treated in a Best Management Practice (BMP) facility. (T&ES) (DSUP2016-0004)
68. Provide BMP narrative and complete pre and post development drainage maps that include areas outside that contribute surface runoff from beyond project boundaries to include adequate topographic information, locations of existing and proposed storm drainage systems affected by the development, all proposed BMPs and a completed Virginia Runoff Reduction Method (VRMM) worksheet showing project compliance. The project must use hydrologic soil group "D" in the spreadsheet unless a soils report from a soil scientist or geotechnical engineer delineates onsite soils otherwise. (T&ES) (DSUP2016-0004)
 69. The stormwater Best Management Practices (BMPs) required for this project shall be constructed and installed under the direct supervision of the design professional or his designated representative. Prior to project completion, the design professional shall submit a written certification to the Director of T&ES that the BMPs are:
 - a. Constructed and installed as designed and in accordance with the approved Final Site Plan.
 - b. Clean and free of debris, soil, and litter by either having been installed or brought into service after the site was stabilized. **** (T&ES) (DSUP2016-0004)
 70. Surface-installed stormwater Best Management Practice (BMP) measures, i.e. Bio-Retention Filters, Vegetated Swales, etc. that are employed for this site, require installation of descriptive signage to the satisfaction of the Director of T&ES. (T&ES) (DSUP2016-0004)
 71. Project must comply with all state and federal stormwater management related regulations. (DPI) (DSUP2016-0004)
 72. Submit two (2) originals of the stormwater quality BMP and Stormwater Detention Facilities Maintenance Agreement to include the BMP Maintenance Schedule and Guidelines Addendum, with the City to be reviewed as part of the Final #2 Plan. The agreement must be executed and recorded with the Land Records Division of Alexandria Circuit Court prior to approval of the final site plan.* (T&ES) (DSUP2016-0004)
 73. The Applicant/Owner shall be responsible for installing and maintaining stormwater Best Management Practices (BMPs). The Applicant/Owner shall execute a maintenance service contract with a qualified private contractor for a minimum of three (3) years and develop an Owner's Operation and Maintenance Manual for all Best Management Practices (BMPs) on the project. The manual shall include at a minimum: an explanation of the functions and operations of the BMP(s); drawings and diagrams of the BMP(s) and any supporting utilities; catalog cuts on maintenance requirements including mechanical or electrical equipment; manufacturer contact names and phone numbers; a copy of the executed maintenance service contract; and a copy of the maintenance agreement with the City. A copy of the contract shall also be placed in the BMP Operation and Maintenance

- Manual. Prior to project completion, a copy of the maintenance contract shall be submitted to the City.****(T&ES) (DSUP2016-0004)
74. Submit a copy of the Operation and Maintenance Manual to the Office of Environmental Quality on digital media prior to project completion. ****(T&ES) (DSUP2016-0004)
75. Prior to project completion, the Applicant is required to submit a certification by a qualified professional to the satisfaction of the Director of T&ES that any existing stormwater management facilities adjacent to the project and associated conveyance systems were not adversely affected by construction operations. If maintenance of the facility or systems were required in order to make this certification, provide a description of the maintenance measures performed.****(T&ES) (DSUP2016-0004)
76. **CONDITION ADDED:** All stormwater Best Management Practices (BMPs) must be designed to comply with the most recent standards and specifications published in the Virginia Stormwater BMP Clearinghouse. Provide complete design details for all BMPs. This includes site specific plan views, cross sections, planting plans, and complete design calculations for each BMP. (T&ES) (DSUP2018-0017)
77. **CONDITION ADDED:** Provide a BMP table with a separate listing for each individual BMP that includes the name of the practice, total area treated (acres), pervious area treated (acres), impervious area treated (acres), phosphorous removal efficiency (percentage), phosphorous removed by the practice (lbs), and latitude and longitude in decimal degrees (NAD83). (T&ES) (DSUP2018-0017)
78. **CONDITION ADDED:** The Applicant is required to submit construction record drawings for permanent stormwater management facilities to the City. The drawings must be appropriately signed and sealed by a professional registered in the Commonwealth of Virginia and certify that the stormwater management facilities have been constructed in accordance with the approved plan. (SWM) (DSUP2018-0017)
79. **CONDITION ADDED:** All BMPs must be accessible for regular maintenance and inspections. Provide adequate maintenance access for all BMPs. (SWM) (DSUP2018-0017)

Q. CONTAMINATED LAND:

80. Indicate whether or not there is any known soil and groundwater contamination present on the plan. The applicant must submit supporting reports for associated environmental investigations or assessments performed to substantiate this determination. (T&ES) (DSUP2016-0004)
81. If environmental site assessments or investigations discover the presence of contamination on site, the final site plan shall not be released, and no construction activity shall take place until the following has been submitted and approved by the Director of T&ES:

- a. Submit a Site Characterization Report/Extent of Contamination Study 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.
 - b. Submit a Risk Assessment indicating any risks associated with the contamination.
 - c. Submit a Remediation Plan detailing how any contaminated soils and/or groundwater will be dealt with, including plans to remediate utility corridors. Utility corridors in contaminated soil shall be over excavated by 2 feet and backfilled with “clean” soil. Include description of environmentally sound methods of off-site transport and disposal of contaminated soils and debris (including, but not limited to types of vehicles appropriate for handling specific materials and ensuring vehicle loads are covered).
 - d. 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.
Initial Air Monitoring may be required during site activities to demonstrate acceptable levels of volatiles and/or airborne particles. The determination whether air monitoring is needed must be adequately addressed in the Health and Safety Plan submitted for review.
 - e. The applicant shall screen for PCBs as part of the site characterization if any of the past uses are within the identified high risk category sites for potential sources of residual PCBs, which includes the following SICs: 26&27 (Paper and Allied Products), 30 (Rubber and Misc. Plastics), 33 (Primary Metal Industries), 34 (Fabricated Metal Products), 37 (Transportation Equipment), 49 (Electrical, Gas, and Sanitary Services), 5093 (Scrap Metal Recycling), and 1221&1222 (Bituminous Coal).
 - f. Applicant shall submit three (3) electronic and two (2) hard copies of the above. The remediation plan must be included in the Final Site Plan. * (T&ES) (DSUP2016-0004)
82. Should any unanticipated contamination, underground storage tanks, drums or containers be encountered at the site during construction, the Applicant must immediately notify the City of Alexandria Department of Transportation and Environmental Services, Office of Environmental Quality. Should unanticipated conditions warrant, construction within the impacted area shall be stopped until the appropriate environmental reports identified in a. through f. above are submitted and approved at the discretion of the Director of Transportation and Environmental Services. This shall be included as a note on the final site plan. (T&ES) (DSUP2016-0004)
83. If warranted by a Site Characterization report, design and install a vapor barrier and ventilation system for buildings and parking areas in order to prevent the migration or accumulation of methane or other gases, or conduct a study and provide a report signed by a professional engineer showing that such measures are not required to the satisfaction of Directors of T&ES and Code Administration. The installed vapor barrier and ventilation system must include a passive ventilation system that can be converted to an active ventilation system if warranted. (T&ES) (DSUP2016-0004)

R. NOISE:

84. A detailed and comprehensive noise assessment shall be conducted as part of the final design when the station features are finalized, and potential noise sources from the station structure including the station public address announcements system, shall be evaluated and mitigation measures shall be developed, as appropriate. This assessment and the proposed mitigation measures shall be submitted to the City for review and approval. (T&ES) (DPI) (DSUP2016-0004)

S. AIR POLLUTION:

85. No material may be disposed of by venting into the atmosphere. (T&ES) (DSUP2016-0004)

86. Control odors and any other air pollution sources resulting from operations at the site and prevent them from leaving the property or becoming a nuisance to neighboring properties, as determined by the Director of Transportation and Environmental Services. (T&ES) (DSUP2016-0004)

T. ARCHAEOLOGY:

87. The statements below shall appear in the General Notes of all site plans and on all site plan sheets that involve demolition or ground disturbance (including Basement/Foundation Plans, Demolition, Erosion and Sediment Control, Grading, Landscaping, Utilities, and Sheeting and Shoring) so that on-site contractors are aware of the requirements:

- a. The applicant/developer shall call Alexandria Archaeology immediately (703-746-4399) if any buried structural remains (wall foundations, wells, privies, cisterns, etc.) or concentrations of artifacts are discovered during development. Work must cease in the area of the discovery until a City archaeologist comes to the site and records the finds.
- b. The applicant/developer shall not allow any metal detection to be conducted on the property, unless authorized by Alexandria Archaeology. (DSUP2016-0004)

CITY DEPARTMENT CODE COMMENTS

The following items are for information purposes only.

Legend: C – Code Requirement R – Recommendation S-Suggestion F-Finding

Planning and Zoning

C-1 No permits shall be issued prior to the release of the Certificate of Appropriateness from the Board of Architectural Review. (BAR) (DSUP2016-0004)

Transportation and Environmental Services

- R-1 The project must account for the stormwater runoff associated with the bridges and ramps that are proposed to be constructed in two areas west of the main project. The existing stormwater ponds in Potomac Yard do not have the quality or quantity capacity to capture this runoff. (T&ES-SWM) (DSUP2016-0004)
- F-1 Since the record drawings, maps, and other documents of the City of Alexandria, State, and Federal agencies show the true north pointing upwards, therefore, the Site Plan shall show the true north arrow pointing upward as is customary; however, for the sake of putting the plan together and/or ease of understanding, the project north arrow pointing upward, preferably east, or west may be shown provided it is consistently shown in the same direction on all the sheets with no exception at all. The north arrow shall show the source of meridian. The project north arrow pointing downward will not be acceptable even if, it is shown consistently on all the sheets. (T&ES) (DSUP2016-0004)
- F-2 The Final Site Plan must be completed per the requirements of Final Development Special Use Permit (DSUP) and Development Site Plan (DSP) Checklist, Memorandums to Industry 02-09 dated December 3, 2009 on Design Guidelines and City Standard Notes; and 06-14 dated June 20, 2014 on New Sanitary Sewer Connection and Adequate Outfall Analysis – Updated. These documents are available at the following web address of the City of Alexandria: (T&ES) (DSUP2016-0004)
- Final Development Special Use Permit (DSUP) and Development Site Plan (DSP) Checklist:
https://www.alexandriava.gov/uploadedfiles/planning/info/forms/final_checklist.pdf
- Memorandum to Industry 02-09:
<http://alexandriava.gov/uploadedFiles/tes/info/Memo%20to%20Industry%20No.%2002-09%20December%203,%202009.pdf>
- Memorandum to Industry 06-14:
<http://www.alexandriava.gov/uploadedFiles/tes/info/MemoToIndustry06-14.pdf>
- F-3 All improvements in the public right of way must comply with the Design and Construction Standards of the City of Alexandria, Department of Transportation & Environmental Services, 1989 or as amended. (T&ES) (DSUP2016-0004)
- F-4 The plan shall show sanitary and storm sewer, and water line in plan and profile in the first final submission and cross reference the sheets on which the plan and profile is shown, if plan and profile is not shown on the same sheet. Clearly label the sanitary and storm sewer, or water line plans and profiles. Provide existing and proposed grade elevations along with the rim and invert elevations of all the existing and proposed sanitary and storm sewer at manholes, and water line piping at gate wells on the respective profiles. Use distinctive stationing for various sanitary and storm sewers (if applicable or

- required by the plan), and water line in plan and use the corresponding stationing in respective profiles. (T&ES) (DSUP2016-0004)
- F-5 The Plan shall include a dimension plan with all proposed features fully dimensioned and the property line clearly shown. (T&ES) (DSUP2016-0004)
- F-6 Include all symbols, abbreviations, and line types in the legend. (T&ES) (DSUP2016-0004)
- F-7 Asphalt patches larger than 20% of the total asphalt surface, measured along the length of the road adjacent to the property frontage and/or extending to the centerline of the street, will require full curb to curb restoration (T&ES) (DSUP2016-0004)
- F-8 The rip rap shall be designed as per the requirements of Virginia Erosion and Sediment Control Handbook, Latest Edition. (T&ES) (DSUP2016-0004)
- F-9 The rip rap shall be designed as per the requirements of Virginia Erosion and Sediment Control Handbook, Latest Edition. (T&ES) (DSUP2016-0004)
- F-10 Provide proposed elevations (contours and spot shots) in sufficient details on grading plan to clearly show the drainage patterns. (T&ES) (DSUP2016-0004)
- F-11 The rip rap shall be designed as per the requirements of Virginia Erosion and Sediment Control Handbook, Latest Edition. (T&ES) (DSUP2016-0004)
- F-12 The following notes shall be included on all Maintenance of Traffic Plan Sheets: (T&ES) (DSUP2016-0004)
- a. The prepared drawings shall include a statement “FOR INFORMATION ONLY” on all MOT Sheets.
 - b. Sidewalk closures will not be permitted for the duration of the project. Temporary sidewalk closures are subject to separate approval from Transportation and Environmental Services (T&ES) at the time of permit application.
 - c. Contractor shall apply for all necessary permits for uses of the City Right of Way and shall submit MOT Plans with the T&ES Application for final approval at that time. *
- F-13 Add complete streets tabulation to the cover sheet with the Final 1 submission. (T&ES) (DSUP2016-0004)
- C-1 Per the requirements of the City of Alexandria Zoning Ordinance Article XI, the applicant shall complete a drainage study and adequate outfall analysis for the total drainage area to the receiving sewer that serves the site. The project must consider downstream conveyance that will be unable to pass increased flows. If the existing storm system is determined to be inadequate, then the applicant shall design and build on-site or off-site improvements to discharge to an adequate outfall; even if the post development stormwater flow from the site is reduced from the pre-development flow. The Plan shall demonstrate to the satisfaction of the Director of T&ES that a non-erosive stormwater

- outfall is present. (T&ES)_(DSUP2016-0004)
- C-2 Per the requirements of the City of Alexandria Zoning Ordinance (AZO) Article XIII, Environmental Management Ordinance, the applicant shall comply with the water quality and quantity requirements and provide channel protection and flood protection in accordance with these requirements. The project must demonstrate compliance with the water quantity requirement of Section 13-109 using the Energy Balance equation for discharges to ‘natural stormwater conveyance’. The pre and post development runoff from the site shall be generated using the rainfall depths for the City of Alexandria as: 1Yr 24 hour = 2.70, 2 Yr 24 hour =3.20, 10 Yr 24 hour = 5.20, and 100 Yr 24 hour = 8.2 inches per NRCS (formerly SCS) TR-55 method. If combined uncontrolled and controlled stormwater outfall is proposed, the peak flow requirements of the Zoning Ordinance shall be met. (T&ES)_(DSUP2016-0004)
- C-3 Per the requirements of Article 13-114 (f) of the AZO, all stormwater designs that require analysis of pressure hydraulic systems, including but not limited to the design of flow control structures and stormwater flow conveyance systems shall be signed and sealed by a professional engineer, registered in the Commonwealth of Virginia. The design of storm sewer shall include the adequate outfall, inlet, and hydraulic grade line (HGL) analyses that shall be completed to the satisfaction of the Director of T&ES. Provide appropriate reference and/or source used to complete these analyses. (T&ES)_(DSUP2016-0004)
- C-4 The project must meet the Chesapeake Bay Act requirements for the protection of the Resource Protection Area (RPA). The proposed railroad is exempt per Section 13-123 of the AZO and an allowable development in the RPA. However, the project must submit a major Water Quality Impact Assessment (WQIA) per the requirements of Section 13-117 of the AZO. (T&ES)_(DSUP2016-0004)
- C-5 The proposed development shall conform to all requirements and restrictions set forth in Section 6-300 (Flood plain District) of Article VI (Special and Overlay Zones) of the City of Alexandria Zoning Ordinance. (T&ES)_(DSUP2016-0004)
- C-6 Location of customer utility services and installation of transmission, distribution and main lines in the public rights of way by any public service company shall be governed by franchise agreement with the City in accordance with Title 5, Chapter 3, Section 5-3-2 and Section 5-3-3, respectively. The transformers, switch gears, and boxes shall be located outside of the public right of way. (T&ES)_(DSUP2016-0004)
- C-7 (a) Per the requirements of Section 5-3-2, Article A, Chapter 3 of the City of Alexandria Code, all new customer utility services, extensions of existing customer utility services and existing overhead customer utility services supplied by any existing overhead facilities which are relocated underground shall, after October 15, 1971 be installed below the surface of the ground except otherwise exempted by the City Code and to the satisfaction of the Director, Department of Transportation and Environmental Services. (DSUP2016-0004)

- (b) Per the requirements of Section 5-3-3, Article A, Chapter 3 of the City of Alexandria Code, all new installation or relocation of poles, towers, wires, lines, cables, conduits, pipes, mains, and appurtenances used or intended to be used to transmit or distribute any service such as electric current, telephone, telegraph, cable television, traffic control, fire alarm, police communication, gas, water, steam or petroleum, whether or not on the streets, alleys, or other public places of the City shall, after October 15, 1971, be installed below the surface of the ground or below the surface in the case of bridges and elevated highways except otherwise exempted by the City Code and to the satisfaction of Director, Department of Transportation and Environmental Services. (T&ES)_(DSUP2016-0004)
- C-8 Flow from downspouts, foundation drains, and sump pumps shall be discharged to the storm sewer per the requirements of Memorandum to Industry 05-14 that is available on the City of Alexandria's web site. The downspouts and sump pump discharges shall be piped to the storm sewer outfall, where applicable after treating for water quality as per the requirements of Article XIII Environmental Management Ordinance. (T&ES) (DSUP2016-0004)
- C-9 In compliance with the City of Alexandria Zoning Ordinance Article XI, the applicant shall complete a sanitary sewer adequate outfall analysis as per the requirements of Memorandum to Industry No. 06-14 New Sanitary Sewer Connection and Adequate Outfall Analysis, effective July 1, 2014. The sanitary sewer adequate outfall analysis is required as part of the Preliminary Site Plan submission. The memorandum is available at the following web address of the City of Alexandria (T&ES):
- <http://alexandriava.gov/uploadedFiles/tes/info/MemoToIndustry06-14.pdf>
- The methodology submitted to staff is acceptable for completing the sanitary sewer adequate outfall analysis. (DSUP2016-0004)
- C-10 Per the requirements of Title 4, Chapter 2, Article B, Section 4-2-21, Appendix A, Section A 106(6), Figure A 106.1 Minimum Standards for Emergency Vehicle Access: provide a total turning radius of 25 feet to the satisfaction of Directors of T&ES and Office of Building and Fire Code Administration and show turning movements of standard vehicles in the parking lot as per the latest AASHTO vehicular guidelines. (T&ES)_(DSUP2016-0004)
- C-11 Plans and profiles of utilities and roads in public easements and/or public Right of Way must be approved prior to release of the plan.* (T&ES)_(DSUP2016-0004)
- C-12 Provide a phased erosion and sediment control plan consistent with grading and construction plan. (T&ES)_(DSUP2016-0004)
- C-13 Per the Memorandum to Industry, dated July 20, 2005, the applicant is advised regarding a requirement that applicants provide as-built sewer data as part of the final as-built process. Upon consultation with engineering firms, it has been determined that initial site survey work and plans will need to be prepared using Virginia State Plane (North Zone)

- coordinates based on NAD 83 and NAVD 88. Control points/Benchmarks which were used to establish these coordinates should be referenced on the plans. To ensure that this requirement is achieved, the applicant is requested to prepare plans in this format including initial site survey work if necessary. (T&ES)_(DSUP2016-0004)
- C-14 The thickness of sub-base, base, and wearing course shall be designed using “California Method” as set forth on page 3-76 of the second edition of a book entitled, “Data Book for Civil Engineers, Volume One, Design” written by Elwyn E. Seelye. Values of California Bearing Ratios used in the design shall be determined by field and/or laboratory tests. An alternate pavement section for Emergency Vehicle Easements (EVE) to support H-20 loading designed using California Bearing Ratio (CBR) determined through geotechnical investigation and using Virginia Department of Transportation (VDOT) method (Vaswani Method) and standard material specifications designed to the satisfaction of the Director of Transportation and Environmental Services (T&ES) will be acceptable. (T&ES)_(DSUP2016-0004)
- C-15 All pedestrian, traffic, and way finding signage shall be provided in accordance with the Manual of Uniform Traffic Control Devices (MUTCD), latest edition to the satisfaction of the Director of T&ES. (T&ES)_(DSUP2016-0004)
- C-16 No overhangs (decks, bays, columns, post or other obstructions) shall protrude into public Right of Ways, public easements, and pedestrian or vehicular travelways unless otherwise permitted by the City Code. (T&ES)_(DSUP2016-0004)
- C-17 All driveway entrances, curbing, etc. in the public ROW or abutting public ROW shall meet City design standards. (T&ES)_(DSUP2016-0004)
- C-18 All sanitary laterals and/or sewers not shown in the easements shall be owned and maintained privately. (T&ES)_(DSUP2016-0004)
- C-19 During construction the applicant shall comply with the City of Alexandria’s Noise Control Code, Title 11, Chapter 5, which sets the maximum permissible noise level as measured at the property line. (T&ES)_(DSUP2016-0004)
- C-20 All construction activities must comply with the Alexandria Noise Control Code Title 11, Chapter 5, Section 11-5-4(b)(15), which permits construction activities to occur between the following hours:
- a. Monday Through Friday from 7 AM To 6 PM and
 - b. Saturdays from 9 AM to 6 PM.
 - c. No construction activities are permitted on Sundays and holidays.
 - d. Work outside the above hours can only be performed under a Variance issued by the Director of Transportation and Environmental Services
- Section 11-5-4(b)(19) further restricts the Pile Driving to the following hours:
- e. Monday Through Friday from 9 AM To 6 PM and
 - f. Saturdays from 10 AM To 4 PM.
 - g. No pile driving is permitted on Sundays and holidays. (T&ES)

- Section 11-5-109 restricts work in the right of way for excavation to the following:
- h. Monday through Saturday 7 AM to 5 pm.
 - i. No excavation in the right of way is permitted on Sundays. (T&ES)
(DSUP2016-0004)
- C-21 The applicant shall comply with the Article XIII of the City of Alexandria Zoning Ordinance, which includes requirements for stormwater pollutant load reduction, treatment of the Alexandria Water Quality Volume Default and stormwater quantity management. (T&ES)_(DSUP2016-0004)
- C-22 The applicant shall comply with the City of Alexandria, Erosion and Sediment Control Code, Section 5, Chapter 4. (T&ES)_(DSUP2016-0004)
- C-23 All required permits from Virginia Department of Environmental Quality, Environmental Protection Agency, Army Corps of Engineers, and/or Virginia Marine Resources shall be in place for all project construction and mitigation work prior to release of the final site plan. This includes the state requirement for a state General VPDES Permit for Discharges of Stormwater from Construction Activities (general permit) and associated Stormwater Pollution Prevention Plan (SWPPP)_for land disturbing activities equal to or greater than one acre. See memo to industry 08-14 which can be found on-line here: <http://alexandriava.gov/tes/info/default.aspx?id=3522>. *(T&ES)_(DSUP2016-0004)
- C-24 The applicant must provide a Stormwater Pollution Prevention Plan (SWPPP) plan Book with the Final 1 submission. The project's stormwater management (SWM) plan and the erosion and sediment control (E&SC) plan must be approved prior to the SWPPP being deemed approved and processed to receive coverage under the VPDES Construction General Permit. Upon approval, an electronic copy of the approved SWPPP Book must be provided with the Mylar submission and the coverage letter must be copied onto the plan sheet containing the stormwater management calculations. An electronic copy and a hardcopy of the SWPPP Binder Book must be included in the released site plans, and the approved hardcopy SWPPP Binder must accompany the construction drawings onsite. Separate parcel owners will be required to seek separate VPDES Construction General Permit Coverage unless a blanket entity incorporated in Virginia has control of the entire project. (T&ES-Storm)_(DSUP2016-0004)

VAWC Comments:

- F-1 If the grade of the City park changes, indicate how many feet grade will raise, and how the profile of existing 12" water main will change. (DSUP2016-0004)

AlexRenew Comments:

No comments. (DSUP2016-0004)

Fire Department

- F-1 All new fire hydrants on private property shall be City owned and maintained with the appropriate easements granted to the City for access, inspection, testing, maintenance and service. (DSUP2016-0004)

Code Administration (Building Code):

- F-1 The review by Code Administration is a preliminary review only. Once the applicant has filed for a building permit, code requirements will be based upon the building permit plans. If there are any questions, the applicant may contact the Code Administration Office, Plan Review Supervisor at 703-746-4200. (DSUP2016-0004)
- C-1 New construction or alterations to existing structures must comply with the current edition of the Uniform Statewide Building Code (USBC). (DSUP2016-0004)
- C-2 The applicant shall provide a building code analysis with the following building code data on the plan: a) use group; b) number of stories; c) type of construction; d) total floor area per floor; e) height of structure f) non-separated or separated mixed use g) fire protection system requirements. (DSUP2016-0004)
- C-3 A soils report must be submitted with the building permit application for all new and existing building structures. (DSUP2016-0004)
- C-4 The most restrictive type of construction shall apply to the structure for height and area limitations for non-separated uses. (DSUP2016-0004)
- C-5 Where required per the current edition Virginia Uniform Statewide Building Code exits, parking, and facilities shall be accessible for persons with disabilities. (DSUP2016-0004)
- C-6 Prior to the issuance of a demolition permit or land disturbance permit, a rodent abatement plan shall be submitted to the Department of Code Administration that will outline the steps that will be taken to prevent the spread of rodents from the construction site to the surrounding community and sewers. (DSUP2016-0004)
- C-7 Sheeting and shoring shall not extend beyond the property line; except when the applicant has obtained a written release from adjacent property owners which has been recorded in the land records; or through an approved encroachment process. (DSUP2016-0004)
- C-8 A wall location plat prepared by a land surveyor is required to be submitted to the Department of Code Administration prior to any building framing inspection. (DSUP2016-0004)

Archaeology

- F-1 Alexandria Archaeology concurs with the findings and recommendations in the Phase I Archaeological Survey Report dated 2015 for this project. No further archaeological

action is necessary at this time. (DSUP2016-0004)

- F-2 If this project is a federal undertaking or involves the use of any federal funding, the applicant shall comply with federal preservation laws, in particular Section 106 of the National Historic Preservation Act of 1966. The applicant will coordinate with the Virginia Department of Historic Resources and the federal agency involved in the project, as well as with Alexandria Archaeology. (DSUP2016-0004)
- C-1 All required archaeological preservation measures shall be completed in compliance with Section 11-411 of the Zoning Ordinance. (DSUP2016-0004)

Asterisks denote the following:

- * Condition must be fulfilled prior to release of the final site plan
- ** Condition must be fulfilled prior to release of the building permit
- *** Condition must be fulfilled prior to release of the certificate of occupancy
- **** Condition must be fulfilled prior to release of the bond

IX. STAFF RECOMMENDATION – SUP2018-00106

1. The property may be used only for a temporary period during the construction of the Potomac Yard Metrorail Station. Uses of the property are limited to construction related activities such as construction worker parking, construction trailers and limited staging, to the satisfaction of the Directors of DPI and P&Z.
2. An asphalt walkway shall be provided around the perimeter of the site for pedestrian use.
3. A security and screening fence shall be provided along the perimeter of the site.
4. Any security lighting shall be directed away from adjacent residential properties.
5. A site layout of the of the temporary parking lot shall be provided during final site plan and include location of fencing, entry points to the site, and general depiction of what and where various activities of the site will take place, to the satisfaction of the Directors of DPI, T&ES and P&Z.

X. ATTACHMENTS

- #1 – Proposed Memorandum of Understanding
- #2 - PYMIG recommendation letter
- #3 - Public Access Easement Map
- #4 - Preliminary Subdivision Plat

Attachment #1: Proposed Memorandum of Understanding

**REVISED MEMORANDUM OF
UNDERSTANDING BY AND BETWEEN
CITY OF ALEXANDRIA, VIRGINIA
AND
CPYR**

FINAL AT MAY 25,2010
REVISED JUNE 3 2010 AS TO DEVELOPER CONTRIBUTIONS
DATED JUNE 12,2010, DATE OF APPROVAL OF REZONING CDD#19 AND RELATED
LAND USE APPROVALS

REVISED _____

TABLE OF CONTENTS

Page

1. Effect of Agreement2

2. Establishment of Potomac Yard Metrorail Station Fund.....2

3. Debt Financing of Metrorail Station Construction5

4. Utilization of Funds from Potomac Yard Metrorail Station Fund.....S

5. Financing Plan5

6. State or Federal Funding.....7

7. Shortfall Guarantee.....8

8. Final Approval of Metrorail Station Location 11

9. Metrorail Station Design Process12

10. Comprehensive Plan Process12

11. Rezoning Process.....12

12. Public Benefit Contributions and Development Conditions12

13. Redevelopment Preceding Metrorail Station Construction13

14. Vested Rights.....13

15. Terms Not Evergreen.....13

MEMORANDUM OF UNDERSTANDING BETWEEN THE CITY OF ALEXANDRIA,
VIRGINIA AND CPYR, INC. REGARDING POTOMAC YARD METRORAIL STATION
FINANCING

This Memorandum of Understanding is entered into the __ day of __, 2018 between the City of Alexandria, Virginia, a municipal corporation ("**City**") and CPYR Shopping Center LLC and CPYR Theater LLC, Delaware corporations and its successors and assigns (**collectively known as "CPYR" or "Owner"**). The City and CPYR are collectively referred to as the "**Parties**".

Recitals

1. CPYR is the owner of North Potomac Yard and wishes to redevelop the existing retail center generally in conformance with the North Potomac Yard Small Area Plan, as amended through June 13, 2017. Lionstone Investments ("**Lionstone**") is the investment adviser to CPYR and JBG Smith is the development consultant to CPYR;
2. The City and the Owner have engaged in a cooperative planning process which has produced the North Potomac Yard Small Area Plan adopted by the Alexandria City Council May 15, 2010 and amended by the City Council on June 13, 2017 ("**SAP**") and the rezoning of the property to Coordinated Development District #19 on May 15, 2010 ("**Rezoning**"). A critical element of the SAP is the proposed Potomac Yard Metrorail Station ("**Metrorail Station**").
3. The City and CPYR both wish to facilitate the design, funding and construction of the new Metro Station to serve Potomac Yard and North Potomac Yard and have engaged in discussions regarding the funding of the Metro Station.
4. The 2010 SAP and related Rezoning approval were predicated on these financial principles that remain in effect:
 - a. Construction of the Metrorail Station is required to support the level of development approved in 2010 for North Potomac Yard;
 - b. Amendments to the Master Plan and the Rezoning of North Potomac Yard could not have gone forward until the City was satisfied that an acceptable financial plan had been developed and agreed to;
 - c. A clear, detailed and conservative financial plan is, and has always been contemplated, with no negative cash impact projected for the City's General Fund in any given year;
 - d. Developer contributions from CPYR as detailed in this Memorandum of Understanding have been and remain a key element of the financing plan for the Potomac Yard Metrorail Station.
 - e. A shortfall guarantee by CPYR provides the City a financial backstop in the event that

a deficit gap between Metrorail debt service and operating expenses and Potomac Yard Metrorail Station Fund revenues occurs.

5. The Parties wish to set forth their mutual understanding of the next steps in the process for planning development of the Metrorail Station and redevelopment of North Potomac Yard and wish to set forth their respective commitments and obligations to each other.

Agreement

Now, therefore, in consideration of the material undertakings set forth hereafter, the City and CPYR, each pursuant to due and proper authority, agree to the following, which shall govern the Parties' actions with respect to the matters contained herein.

1. Effect of Agreement. This Memorandum of Understanding ("MOU") sets forth the Parties' mutual expectations to proceed with various material undertakings and the negotiation of binding agreements and governmental approvals in the future. If either Party fails to perform as set forth in this MOU, the other Party may terminate this MOU, but shall have no additional remedy against the other based solely on this MOU. The Parties expect that future agreements and governmental approvals will be binding in accordance with the law that governs such actions, including remedies for default where applicable and as provided in such agreements. All such agreements and governmental approvals are subject to the legislative discretion of the City Council and all municipal immunities enjoyed by the City, as well as legislative and administrative approvals associated with construction of the Metrorail station and development proposals for North Potomac Yard. All obligations placed on CPYR herein shall apply to CPYR and its successors and assigns.
2. Processing of Land Use Applications. The Parties anticipate that the land use approvals for development of North Potomac Yard will proceed in the ordinary course for such reviews, including staff review, public notice and comment, Potomac Yard Design Advisory Committee review and action, Planning Commission review and action, and City Council review and action.

CPYR and the City will develop and agree to a detailed development schedule for Phase 1 and CPYR will provide a general project timetable for subsequent development phases.

CPYR and the City agree to make all reasonable efforts to adhere to the timelines in the detailed development schedule, allowing for any delays occasioned by the construction of the Metrorail station or the proposed Dominion Virginia Power line in the CSX Rail corridor or Potomac Avenue, any litigation associated with the Metrorail station or development approvals, and circumstances outside the control of either the City or CPYR.

3. Establishment of Potomac Yard Metrorail Station Fund ("Station Fund"). The City has established the Station Fund which includes contributions from the below described sources. All cash contributions by the Owner to the Station Fund shall be payable without offset,

deduction or counterclaim of any kind, except as expressly set forth herein. The Station Fund is a separate segregated fund, the proceeds of which may be used only for the purposes stated in Section 5 of this MOU. The funds in the Station Fund may not be diverted from the Station Fund for other purposes, except as described in this section below.

- a. Net New Tax Revenues¹. Net new tax revenues generated by the several Landbays at Potomac Yard and North Potomac Yard ("**Net New Tax Revenues**"), commencing as of the final effective date of the Rezoning, but in any case, no earlier than June 15, 2011 for real property tax revenues, and July 1, 2011 for other tax revenues. Net New Tax Revenues shall include all new real property taxes (i.e., increased ad valorem real estate taxes over and above the base year in which the Rezoning occurs, whether due to increased assessed values, new construction or development, or changes in the tax rates, including the real estate tax rate, in effect in the base year) payable to the City from all Landbays at Potomac Yard and North Potomac Yard, less the percentage amount² of gross tax receipts for each type of use representing the estimated cost of providing services required by such use, as follows, such percentage to remain in effect so long as the Potomac Yard Metrorail Station Debt Instruments³ are outstanding. Net New Tax Revenues shall also include increased business tangible, sales (1% City levy), meals, transient occupancy and business licenses tax receipts from net new development in Potomac Yard and North Potomac Yard; the same percentages described below will be applied to such other types of taxes, depending on the source of the tax, i.e. net new sales taxes will be subject to the retail percentage, net new transient occupancy tax shall be subject to the Hotel/Hospitality percentage, and so forth. Excluded from net new taxes would be: (1) any new tax category or new classification not in place and approved by the Alexandria City Council as of July 1, 2018, including but not limited to the commercial transportation add-on real estate tax for transportation purposes, and (2) any taxes restricted by federal or state law or regulation which would be inconsistent with the payment of debt service on the Debt Instruments issued to finance the Metrorail Station in Potomac Yard.
 - i. Townhouse: 33% of revenues utilized for services, leaving 67% percent of gross new tax revenues to be utilized as Net New Tax Revenues and placed in the Station Fund.
 - ii. Multifamily: 38% of revenues utilized for services, leaving 62% of gross new tax revenues to be utilized as Net New Tax Revenues and placed in the Station Fund.

¹ The Parties recognize that transfer of Net New Tax Revenues into the Station Fund are subject to actual appropriations and the current City Council cannot bind future Councils to make such appropriations.

² Source for all percentages is the Tischler Fiscal Impact Report, 2017 and are subject to change if the City updates that report.

³ Debt Instruments are defined as general obligation bonds, general obligation bond anticipation notes, loans from the state or federal governments such as the Virginia Transportation Infrastructure Bank and/or the Build America program, or any other borrowing instrument that the City deems in the interest of financing the Potomac Yard Metrorail Station construction project.

- iii. Office: 12% of revenues utilized for services, leaving 88% percent of gross new tax revenues to be utilized as Net New Tax Revenues and placed in the Station Fund.
 - iv. Retail: 16% of revenues utilized for services, leaving 84% percent of gross new tax revenues to be utilized as Net New Tax Revenues and placed in the Station Fund.
 - v. Hotel/Hospitality: 7% of revenues utilized for services, leaving 93% percent of gross new tax revenues to be utilized as Net New Tax Revenues and placed in the Station Fund.
- b. Special Tax District Revenues. Special Tax District revenues generated by the special tax districts established in Sections 3-2-189 and 3-2-190 of the City Code as the same may be amended. North Potomac Yard is part of the Tier I Special Tax District and is subject to a tax levy currently in the amount of \$0.20 per \$100 of assessed value. That \$0.20 rate is projected to be in place through 2048 when it is projected to start declining as station debt service declines.
- c. Developer Contributions.
Catalyst Phase – Developer Contributions: Buildings that have preliminary development special use permit (DSUP) and all other applicable CDD approvals within 3 years of the date of execution of the MOU (or as extended by any litigation associated with the Metrorail station or development approvals) will be eligible for a Catalyst Phase developer contribution to implement the North Potomac Yard Small Area Plan and to incentivize the construction of office, hotel and retail uses adjacent to the Metrorail station within North Potomac Yard during the Catalyst Phase.

The Catalyst Phase developer contributions will be \$11.37 /sq. ft of floor area (January 2018 dollars) that will escalate annually on January 1 of each year starting on January 1, 2019 based on the prior calendar year's change in Consumer Price Index (CPI) as measured by the Federal Bureau of Labor Statistics on all residential uses. Office, hotel and retail uses will not be required to pay a developer contribution as referenced herein.

Buildings that do not receive a certificate of occupancy permit within 10 years of the execution of the MOU, or buildings that have not commenced substantial construction in compliance with Section 11-418 of the Zoning Ordinance within 8 years of the execution of the MOU, will not be eligible for the Catalyst Phase developer contribution and will be subject to the Non-Catalyst Phase developer contribution.

Non Catalyst Phase – Developer Contribution: After the Catalyst Phase defined above has expired, the developer contribution will be \$11.37/sq. ft of floor area

(January 2018 dollars) that will escalate annually on January 1 of each year starting on January 1, 2019 based on the prior calendar year's change in CPI as measured by the Federal Bureau of Labor Statistics for all residential, office, hotel and retail uses up to 4.9 million sq. ft of floor area in addition to the square feet of floor area of office, hotel and retail development that does not provide a developer contribution within the Catalyst Phase.

- d. Interest earned on funds deposited in the Station Fund, including interest earned by any investment of Debt Instrument proceeds will be invested by the City as per Code of Virginia investment laws for short-term cash investments and shall remain in the Fund and may be used for any purposes allowed by the Station Fund.
4. Financing of Metrorail Station Construction. The City has determined that the long term benefits to the City from redevelopment of Potomac Yard, including the construction of a Metrorail Station serving Potomac Yard, merit the incurrence by the City of indebtedness of approximately \$206 million as set forth in the attached memorandum dated April 4, 2018 from City Manager Mark Jinks to the City Council to pay hard and soft costs of construction, capitalized interest, and issuance costs necessary to place in service an operating Metrorail Station serving Potomac Yard.
 5. Utilization of Funds from Potomac Yard Metrorail Station Fund. The City may use funds accumulated in the Station Fund for one or more of the following five purposes: (1) to pay cash in a yet-to-be determined amount for Potomac Yard Metrorail Station's planning, administration, and construction expenditures; (2) to be set aside as an extra contingent (above the \$30 million planned construction budget contingent) to cover unforeseen/ unbudgeted construction costs; (3) to pay principal and/or interest on any borrowing undertaken to fund the Potomac Yard Metrorail Station project; (4) to pay operating costs allocated by the Washington Metropolitan Area Transit Authority due to the Potomac Yard Metrorail Station, or (5) to be used or held in reserve to cover future operating and capital costs related to the Potomac Yard Metrorail station. The funds in the Station Fund may not be diverted from the Station Fund for other purposes, except as described in Section 3 herein.
 6. Financing Plan⁴. The financing plan for the construction of the Metrorail Station (the "Financing Plan") has evolved so that the following financing plan, which remains subject to change, is currently contemplated:
 - a. The projected cost of construction of the Metrorail Station, using the highest cost alternative B-2 to construct a "mid-point" cost and debt service projection, is approximately \$206 million. Capitalized interest and bond issuance costs are estimated at approximately \$9.7 million.
 - b. The City plans to issue Debt Instruments, in an amount estimated at \$215.7 million,

⁴ The current financing plan, which is subject to change, is based on WSP "Potomac Yard 2018 Financing and Feasibility Final Update", June 2018

to fund construction of the Metrorail Station. The financial plan is to issue the General Obligation Bonds as tax exempt bonds, issue bond anticipation notes, utilize the federal Build America loan program and utilize the Virginia Transportation Infrastructure Bank loan program. The city also plans to utilize a to-be-determined amount of cash from the Potomac Yard Station Fund to pay for a portion of station construction and related costs.

- c. Construction period interest is planned to be capitalized during at least the first seven years after issuance of the Debt Instruments.
- d. It is estimated that Debt Instruments will provide that repayment of interest only during years one through seven (1-7), with repayment of principal planned to commence in year six (6).
- e. Although neither the Owner nor the current City Council can bind future Councils, the present intent is that when the debt incurred to finance the construction of the Metrorail Station has been fully amortized, and any funds advanced by the City due to shortfalls in the Station Fund have been repaid, the Special Tax Districts would be terminated. This is projected to be approximately 40 years after the issuance of the first Debt Instruments.
- f. Since 2010, the City has submitted preliminary and updated Financing Plans to the City's bond counsel and financial advisors, and has discussed this proposed financing with the applicable rating agencies, to obtain evaluation and comment on the Financing Plan and to identify any issues that need to be addressed to ensure that the Financing Plan remains conservative, with a sound financing structure and shared risk, and that it will not put at risk the City's AAA/Aaa bond ratings.
- g. The City shall have no obligation to actually issue Debt Instruments until certain conditions have been met, including but not limited to (i) approval of the final financing plan and underwriting prospectus by the City's financial advisors (and any underwriters if the bond sale is negotiated and not a competitive transaction) and counsel; (ii) issuance of all necessary permits for commencement of construction of the Metrorail Station (iii) the Owner has fulfilled all of its obligations with respect to cash contributions and the documentation of the Shortfall Guarantee in a manner sufficient to the City, its underwriters, lenders and counsel; (iv) confirmation that based on the final plans for the Metrorail Station and the construction cost estimates provided as part of the design build process, the Metrorail Station can be constructed and placed in service for a total cost not to exceed \$320 million; (v) a court validation of the planned bond issue, or issues, if deemed necessary by the City and (vi) the execution of a design-build contract between the Washington Metropolitan Area Transit Authority and its selected design-build contractor. If a condition to the City's obligation to issue the debt instruments is not satisfied and the financing does not close, the Guarantor

shall not be obligated to make the Shortfall Guarantee Deposit, or if such Deposit has previously been made, it will be returned to the Guarantor.

- h. Once the Debt Instruments are issued, the City will be obligated to make payments of principal and interest on the debt, as and when the same come due, or to suffer the consequences of a default in payment, including adverse effects on the City's bond ratings. If the various development and financial projections are not met, the City will need to meet its obligations in servicing the indebtedness. The Shortfall Guarantee and Shortfall Guarantee Deposit provide comfort that cash shortfalls in servicing the debt (including principal and interest) will be met by the Owner, deferring any loss to the City. However, inasmuch as the City is liable on the debt, if the Shortfall Guarantee is exhausted or the Guarantor defaults in its obligation to make or reimburse the Shortfall Guarantee Deposit or to otherwise make payments of shortfalls as and when due, the City will likely have the responsibility to make up the difference. Should this occur, interest shall accrue on any amounts paid by the City other than from the Station Fund, at the Applicable Federal Rate from the time incurred and paid out by the City until the time such funds are returned to the City, such amounts to be repaid to the City when funds in the Station Fund are available to do so (including from the \$11.37 per square foot CPI adjusted payments or net new taxes). If the Shortfall Guarantor defaults in its obligation to make payments under the Shortfall Guarantee or to timely replenish the Shortfall Guarantee Deposit in accordance with Section 8 herein, the owner agrees that the City shall have no obligation to issue building permits for new development in North Potomac Yard until the default is cured.
 - i. All parties recognize that the Financing Plan is based on current projections of cost, and timing of construction, and that if the projected costs increase materially or the timing of construction is significantly delayed prior to finalization and closing of all of the financing elements, all terms and conditions of financing will need to be reassessed and renegotiated. However, in no event will the City be obligated to issue debt instruments in excess of the planned \$206,000,000 principal amount.
7. Regional, State or Federal Funding. No Regional, State or Federal funds received shall reduce the amount of the Developer Contribution or the Shortfall Guarantee, although it is recognized that any available Regional, State or Federal grant funding should reduce risk for all parties and will likely reduce the amount needed to be borrowed, or in the case of State or Federal loans, reduce the costs of borrowing.
 8. Shortfall Guarantee. In order to reduce the risk that the City will draw upon its General Fund revenue to make payments on the debt for the Metrorail Station, CPYR will provide a contingent guarantee of any shortfall in any given year (the "**Shortfall Guarantee**"), between amounts required to be paid to service indebtedness (including both principal and interest, in accordance with the terms of the approved financing), and funds on hand in the Station Fund. The Shortfall Guarantee will be provided by Owner (the "**Shortfall Guarantor**"), the financial assets and condition of which are approved by the City and

must be reapproved at the time of financing by the City's underwriters in accordance with the terms of the financing.

- a. The Shortfall Guarantee shall total \$32 million with the Shortfall Guarantor not obligated to pay more than \$16 Million during each of the two phases of the development (Phase 1 being east of Potomac Avenue and Phase 2 being west of Potomac Avenue; See Exhibit 1) (the "Shortfall Guarantee Cap") but no more than \$10 million in any single calendar year.
- b. The City shall give the Shortfall Guarantor at least six months written notice of any estimated shortfall amount due, and provide detailed calculations of how that shortfall was estimated to the Shortfall Guarantor, and upon what date the Shortfall payments would be due.
- c. Within 30 days of receipt of the City's six months written notice of any estimated shortfall amount due, the Shortfall Guarantor will deposit into a separate fund controlled by the City (the "Shortfall Guarantee Fund") the sum of \$10 million to cover possible draws under the Shortfall Guarantee (the "**Shortfall Guarantee Deposit**"). Interest earned on the Shortfall Guarantee Fund will remain with such Fund.
- d. The City may draw upon the Shortfall Guarantee Fund to make Shortfall Guarantee payments as and when payments are due on the debt instruments. The Shortfall Guarantor shall be obligated to replenish, within ninety (90) days, any funds drawn from the Shortfall Guarantee Fund, so that at all times the sum of \$10 million will be available for use to cover Shortfall Guarantee obligations. However, the obligation to replenish the Shortfall Guarantee Fund shall be subject to the same annual cap of \$10 million and Shortfall Guarantee Cap of \$16 million for Phase I and \$16 million for Phase II of the North Potomac Yard development.
- e. The overall Shortfall Guarantee Cap for Phase I shall be offset by any Developer Contributions that have been paid in accordance with Section 3c herein. To the extent that any Shortfall Guarantee Deposits have been made prior to Developer Contributions being due, the Developer Contributions to be paid shall not exceed the overall Shortfall Guarantee Cap less any amount that has been deposited in the Shortfall Guarantee Fund. Any funds remaining in the Shortfall Guarantee Fund after the last Certificate of Occupancy for Phase I shall remain available for drawdown after Phase I is completed but before Phase II begins.
- f. Phase II will begin when the first building permit is issued for development in Phase II. For Phase II, the overall Shortfall Guarantee cap will be reset at \$16 million and deposits will occur as set forth in Sections 8b-8d above. The overall Shortfall Guarantee Cap for Phase II shall be offset by any Developer Contributions that have been paid in Phase II in accordance with Section 3c herein. To the extent that any Shortfall Guarantee Deposits remain from Phase I or have been made in Phase II

prior to Developer Contributions being due for Phase II, the Developer Contributions to be paid shall not exceed the overall Shortfall Guarantee Cap for Phase II less any amount that has been deposited in the Shortfall Guarantee Fund.

- g. Excluding the planned first three years of capitalized interest to pay debt service, subsequent to the City fiscal year in which the last debt service payment of capitalized interest is paid, if after three subsequent consecutive fiscal years of no shortfalls requiring the use of any Shortfall Guarantee funds, any remaining Shortfall Guarantee Deposit funds may be credited against future \$11.37 per square foot (as annually adjusted by the CPI) Developer Contributions due from North Potomac Yard, subject to Section 8f herein. Any credits against Developer Contributions must be to the Shortfall Guarantor, or if credits are proposed to be allowed to a third party other than the Shortfall Guarantor, the granting of such credits must be approved in writing by the Shortfall Guarantor. In addition, if after the first eight years of capitalized interest and the amortization of principal amount of indebtedness has stabilized at its ultimate level (currently projected for 2036), there shall occur three consecutive years in which the total of collections from the Special Tax District and Net New Tax Revenues exceed the annual debt service, any funds remaining in the Shortfall Guarantee Deposit will be released to the Shortfall Guarantor (the "**Shortfall Guarantee Release Date**"). The City shall annually produce a reconciliation of the Station Fund and make it publicly available to all parties who request a copy.
- h. If any Shortfall Guarantee amount becomes due during Phase I or Phase II and is not paid by CPYR, Inc. or other acceptable Shortfall Guarantor at the time requested by the City, the City shall have the right to record a lien against the parcel(s) within North Potomac Yard that are owned by CPYR, Inc. and part of that phase of development (See Exhibit), such lien to have the priority of a deed of trust recorded at the time the lien notice is filed by the City among the Land Records of Alexandria, Virginia. The City's right to record a lien for any unpaid Shortfall Guarantee amount shall be memorialized in a document recorded in the Land Records of the City of Alexandria, encumbering the parcel(s) of North Potomac Yard property owned by CPYR within the phase during which the default occurs.
- i. After the Shortfall Guarantee Release Date, notwithstanding the requirement in Section 3a herein, the City may decide to deposit only some or none of the Net New Tax Revenues generated by North Potomac Yard or other Potomac Yard Landbays, if the City determines, in its sole discretion, that those amounts are not projected to be reasonably required to pay projected future debt service on debt issued to finance the Potomac Yard Metrorail Station or to pay projected Potomac Yard Metrorail Station operating costs. It is recognized by all parties that Special Tax District revenues under the Code of Virginia limit use of Special Tax District Funds to those purposes for which the Special Tax District was created.
- j. The Parties recognize that transfer of Net New Tax Revenues into the Station Fund are subject to actual appropriations and the current City Council cannot bind future

Councils to make such appropriations. Prior to the Shortfall Guarantee Release date, in any calendar year the City Council does not authorize the transfer of all of Net New Tax Revenues into the Station Fund, the obligation of the Shortfall Guarantor to make Shortfall Guarantee payments in that calendar year shall be reduced by an amount equal to the amount of Net New Tax Revenues that would have been paid into the Station Fund but for the City Council's decision not to authorize such transfer.

- k. In the event that the Shortfall Guarantee is not utilized to pay debt service on the Debt Instruments issued for the Potomac Yard Metrorail Station, any unused portion thereof shall be paid to the City, for debt repayment, or for public improvements or amenities recommended by the North Potomac Yard Small Area Plan, as determined by the City Council. Such funds shall be paid to the City subject to the following: Upon the occurrence of the Shortfall Guarantee Release Date, the Director of Planning & Zoning will determine the total amount of floor area remaining pursuant to the CDD concept design plan for which a final site plan has not been approved as of the Shortfall Guarantee Release Date. The Applicant shall pay the unused portion of the Shortfall Guarantee (adjusted to reflect increases in the CPI subsequent to January 1, 2020) on a pro rata basis for each remaining square foot of floor area upon approval of each final site plan subsequent to the Shortfall Guarantee Release Date. However, if after the passage of five (5) years from the Shortfall Guarantee Release Date, final site plans have not been approved for all floor area authorized by the CDD concept design plan, the final payment of the unused portion of the Shortfall Guarantee (adjusted to reflect increases in the CPI subsequent to January 1, 2020) shall be due and payable in full on such fifth anniversary of the Shortfall Guarantee Release Date. In the event final site plans have been approved for all floor area authorized by the CDD concept design plan prior to the Shortfall Guarantee Release Date, the Applicant will make full payment of the unused portion of the Shortfall Guarantee (adjusted to reflect increases in the CPI subsequent to January 1, 2020) to the City within six months of the Shortfall Guarantee Release Date.
 - l. Notwithstanding any other provision of this MOU, the total financial liability to CPYR for payment of the applicable square foot of development amounts and for Shortfall Guarantee payments under this MOU shall not exceed \$55,713,000 in 2018 dollars.
9. Comprehensive Plan Process. The North Potomac Yard Small Area Plan was adopted by the City Council on May 15, 2010 and amended June 13, 2017. Nothing contained as part of this MOU modifies or limits the ability of the Planning Commission and/or City Council to approve, defer or deny any proposed amendment to the North Potomac Yard Small Area Plan, or any future rezoning. Also the plan including the Metrorail station construction is subject to regulation by NPS, FAA and other state and federal agencies.
 10. Redevelopment Preceding Metrorail Station Construction. In order to reduce the City's risk of diverting General Fund revenues to pay for debt service for the Station, the City will allow redevelopment of North Potomac Yard to proceed prior to the opening of the

Metrorail Station in phases as specified in the CDD Concept Development Plan #2009-0001, or as may be amended by City Council through any amendments to the CDD Concept Development Plan.

11. Conditions of Development Approval. The Owner's ability to proceed with redevelopment and to provide the Developer Contributions and Shortfall Guarantee is affected by the financial impact of the public benefit contributions and development conditions that will be or have been imposed in the Rezoning, CDD conceptual design plan and preliminary development special use permits (collectively "Land Use Approval Conditions"). The parties intend that obligations imposed in subsequent Land Use Approval Conditions will generally be consistent with the terms of this MOU and other public benefits approved with Rezoning #2009-0001, CDD Conceptual Design Plan #2009, and TMPSUP #2009-0061 as to extent and financial impact.
12. Vested Rights. The City will work with the Owner during the Land Use process, to provide commercially reasonable assurances acceptable to the City of Alexandria City Attorney's Office and the Owner, against arbitrary actions by the City subsequent to the approval of the Rezoning that would deprive the Owner of approved uses, heights and densities. The Owner retains any protections available pursuant to section 15.2-2307 of the Virginia Code. This may take the form of a post-rezoning DSUP process. However, any Owner protection involving vested rights must take into consideration the fundamental proposition that (i) phasing of development is conditioned as set forth in the conditions for CDD Concept Development Plan #2009-0001 as may be amended; (ii) any default by the Owner under the Shortfall Guarantee or in making cash contributions for the Metrorail Station would expose the City to significant financial liabilities and would be a basis for denying a request for vested rights, or for revoking a prior determination of vesting.
13. Financing Plan Subject to Change. All parties recognize that the financing plan discussed in this MOU is based on current projections of cost and timing of construction, and that if material adverse changes occur prior to finalization and closing of the last contemplated debt financing, all terms and conditions of financing and Developer Contributions will need to be reassessed and renegotiated.
14. Future City Councils. Nothing contained in this MOU shall be construed to bind the current or any future City Council, until such time as the City Council takes actions that would be binding on future City Councils (such as the issuance of general obligation bonds or notes).
15. Amendments. This MOU shall not be supplemented or amended without the written consent of each of the parties hereto and the parties hereto acknowledge and agree that the approval of the City Council of the City is required to supplement or amend this Agreement.
16. This Memorandum of Understanding replaces the June 14, 2010 MOU between Parties.

In Witness whereof, the Parties have executed this Memorandum of Understanding on

_____.

CITY OF ALEXANDRIA, VIRGINIA

By: _____

Name: Mark Jinks

Its: City Manager

Approved as to Form:

City Attorney

CPYR, a Delaware Corporation

By: _____

Name: _____

Its: _____

**Potomac Yard Metrorail Implementation Work Group
Alexandria, Virginia**

Mayor Allison Silberberg and Members of City Council
City Hall
301 King Street
Alexandria, VA 22314

November 16, 2018

Re: Potomac Yard Metrorail Station

Dear Mayor Silberberg and Members of City Council:

In the Fall of 2018, the Potomac Yard Metrorail Implementation Work Group (PYMIG) held five meetings to receive updates on the project status from City staff and the Contractor, provide feedback on station access design, and facilitate discussion of construction mitigation for community impacts during construction. After considerable discussion, the PYMIG recommended a lengthened ramp that leads directly to E. Glebe Road.

During these meetings, the PYMIG members provided the following feedback:

- 1) Staff presented two station access options at East Glebe Road, including 1) an at grade path leading to a ramp; and 2), an at-grade path leading to an elevator. Based on these two concepts, PYMIG advised staff to consider two additional concepts, including a lengthened ramp that would land at East Glebe Road; and an elevator at a pavilion building at East Glebe Road leading to a pedestrian bridge connecting to the CSX crossing. PYMIG provided input toward project design principles which are further described in Attachment 1.

After extensive review, PYMIG recommended the lengthened ramp concept. While several of the PYMIG members supported the option with a pavilion building to a pedestrian bridge, the cost of this option is prohibitive due to its cost of \$25 million more than the original two options (See Attachment 2). The members determined the lengthened ramp option met the majority of the design principles (sense of place, accessibility, and consistency within the Metrorail system) that the members felt should be incorporated into the design of an entrance at this location.

- 2) Amenities at the East Glebe Road entrance should include:
 - a. Lighting that is attractive and provides for adequate safety near the entry and beneath the ramp, and complements the proposed lighting features on the north pavilion entrance;
 - b. An entry structure that is attractive and acts as a visible entry to the station
 - c. Interpretive signage near the entry that promotes the historic nature of the Potomac Yard site;
 - d. A design that minimizes conflicts between pedestrians entering / exiting the station and bicyclists that will be using the Potomac Avenue trail.
- 3) Amenities along the east side of the station should include:
 - a. Lighting that is attractive and provides for adequate safety and minimizes impacts to the adjacent park and wetlands, and view shed from the GW Parkway;
 - b. An area at the north end of the trail at the station entrance that provides for amenities such as seating and bike parking;

- c. Interpretive signage along the trail that may focus on the adjacent wetlands and National Parks system.
 - d. A path design that minimizes conflicts between pedestrians and bicyclists;
- 4) Stairs into the eastern station entrance in addition to the elevators.
 - 5) The project must be designed and constructed to accommodate future project(s) that may be developed to further enhance access to the station from Potomac Avenue at East Glebe Road.

The members recognize that all design choices along the east side of the station must be developed in coordination with the National Park Service and are subject to Board of Architectural Review approval.

PYMIG restated their support of the project and acknowledged the building of a new Metrorail station is central to the vision for the redevelopment of Potomac Yard as a smart-growth, walkable mixed-use community, with access to high-quality retail, entertainment, office, residential and parks. A new Metrorail station will help to accommodate the growing transportation demand in the Route 1 corridor, and complement existing transit services including the Route 1 Metroway, as well as other multimodal transportation facilities.

The PYMIG recommends that due to the nature of the project and pending the concurrence of the Planning Commission and City Council, further refinements to minor design elements be allowed with community input after the approval of the amendment to the Development Special Use Permit (DSUP).

Further, as a matter of policy, we request that the National Parks Service (NPS) wetland mitigation measures be sited within the Washington D.C. area, preferably close to the project in keeping with past federal practice.

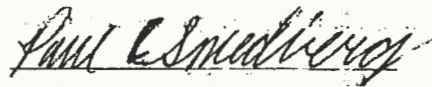
Finally, based on input received through the PYMIG meetings, the PYMIG members recommend that PYMIG meetings continue to be held regularly throughout construction to further discuss design refinements, as well as construction mitigation opportunities for the affected communities.

The PYMIG members appreciate the opportunity to provide input on the Potomac Yard Metrorail Station Project, as well as the consideration of its input by the Planning Commission and City Council.

Sincerely,



Justin M. Wilson
Co-Chair



Paul Smedberg
Co-Chair

Attachments:

- 1) Potomac Yard Metrorail Station Design Criteria
- 2) East Glebe Road Entry option costs

cc: Potomac Yard Metrorail Implementation Work Group (PYMIG)
Mark Jinks, City Manager
Emily Baker, Deputy City Manager
Yon Lambert, Director, T&ES
Mitchell Bernstein, Director, DPI

Attachment #1:

Potomac Yard Metrorail Station Design Criteria

- **Access Proximity**
 - Existing pedestrian path to the pond
 - Access could start further north.
 - East & West have different priorities
- **Budget constraint**
 - Need to improve design within budget
- **Access Quality**
 - Enhanced ADA Accessibility
 - Shade & Rain protection
 - Lighting & Even paving treatments
 - Direct, non-meandering path of travel
 - Pedestrian Aesthetic experience
- **Connectivity & Multimodal functionality**
 - Map out path of travel
 - Bike & Bus accessibility
- **Safety**
 - Lighting – Even lighting, not just minimum
 - Ease of exit – no dead ends.
- **Sustainability**
 - Stormwater vs. aesthetic experience
 - LEED compliance
 - Easy access for Maintenance
- **Design**
 - “Cohesive” design/architecture
 - Prioritize pedestrian experience,
 - Design can differ from other parts of the station
 - Draw people towards the south end
 - Doesn’t feel like an after thought
 - Sense of equilibrium
 - Experience at grade VS ramp
 - What is the experience like under the ramp?
 - Lighting

Attachment #2:
East Glebe Road Entry Option Costs
(Rough Order of Magnitude)

Alternatives	Full Station Cost	Net Difference
An at grade path leading to a ramp (Part of Original Contract)	\$213.7m	\$0
An at grade path leading to an elevator	\$214.7 – \$215.7m	\$1m - \$2m
A lengthened ramp that would land at E. Glebe Rd	\$223m - \$225m	\$10m - \$12m
Elevator at a pavilion building at E. Glebe Rd. leading to a pedestrian bridge connecting to the CSX crossing bridge	\$238m	\$25m+



APPLICATION

DEVELOPMENT SPECIAL USE PERMIT with SITE PLAN

DSUP # 2018-0017

Project Name: Potomac Yard Metrorail Station

Preliminary - DSUP2018-0017
Potomac Yard Metro
2901 Potomac Ave.
Planners: Dirk Geratz & Abigail Harwell

PROPERTY LOCATION: Potomac Yard

TAX MAP REFERENCE: See Appendix A

ZONE: UT / CDD#19 / CDD #10

APPLICANT:

Name: City of Alexandria

Address: 301 King Street, Alexandria Virginia 22314

PROPERTY OWNER:

Name: See attached Appendix A for property owner / interest in ownership

Address: See attached Appendix A

SUMMARY OF PROPOSAL Amendments to approved DSUP 2016-00004 for the construction of a new Metrorail station. An associated subdivision is also requested.

MODIFICATIONS REQUESTED N/A

SUP's REQUESTED Amendment to an existing DSUP for a Metrorail station.

THE UNDERSIGNED hereby applies for Development Site Plan with Special Use Permit approval in accordance with the provisions of Section 11-400 of the 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 also attests that all of the information herein provided and specifically including all surveys, drawings, etc., required of the applicant are true, correct and accurate to the best of his/her knowledge and belief.

Mitchell C. Bernstein

Print Name of Applicant or Agent

301 King Street, Suite 3200

Mailing/Street Address

Alexandria, VA 22314

City and State Zip Code

Co-Applicant: WMATA

Fred Robertson III

Date 10/25/18

Signature

703-746-4036

Telephone #

Fax #

mitchell.bernstein@alexandriava.gov

Email address

October 29, 2018

Date

froberson@wmata.com 202-734-8653

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

Application Received: _____

Received Plans for Completeness: _____

Fee Paid and Date: _____

Received Plans for Preliminary: _____

ACTION - PLANNING COMMISSION: _____

ACTION - CITY COUNCIL: _____

ALL APPLICANTS MUST COMPLETE THIS FORM.

Supplemental forms are required for child care facilities, restaurants, automobile oriented uses and freestanding signs requiring special use permit approval.

1. The applicant is: (check one)

the Owner Contract Purchaser Lessee or Other: _____ of the subject property.

State the name, address and percent of ownership of any person or entity owning an interest in the applicant, unless the entity is a corporation or partnership in which case identify each owner of more than ten percent.

N/A

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

Yes. Provide proof of current City business license.

No. The agent shall obtain a business license prior to filing application, if required by the City Code.

OWNERSHIP AND DISCLOSURE STATEMENT

Use additional sheets if necessary

1. Applicant. State the name, address and percent of ownership of any person or entity owning an interest in the applicant, unless the entity is a corporation or partnership, in which case identify each owner of more than ten percent. The term ownership interest shall include any legal or equitable interest held at the time of the application in the real property which is the subject of the application.

Name	Address	Percent of Ownership
1.	N/A	
2.		
3.		

2. Property. State the name, address and percent of ownership of any person or entity owning an interest in the property located at _____ (see attached appendix A) _____ (address), unless the entity is a corporation or partnership, in which case identify each owner of more than ten percent. The term ownership interest shall include any legal or equitable interest held at the time of the application in the real property which is the subject of the application.

Name	Address	Percent of Ownership
1.	See Appendix A	
2.		
3.		

3. Business or Financial Relationships. Each person or entity listed above (1 and 2), with an ownership interest in the applicant or in the subject property is required to disclose any business or financial relationship, as defined by Section 11-350 of the Zoning Ordinance, existing at the time of this application, or within the 12-month period prior to the submission of this application with any member of the Alexandria City Council, Planning Commission, Board of Zoning Appeals or either Boards of Architectural Review.

Name of person or entity	Relationship as defined by Section 11-350 of the Zoning Ordinance	Member of the Approving Body (i.e. City Council, Planning Commission, etc.)
1.	See Appendix B	
2.		
3.		

NOTE: Business or financial relationships of the type described in Sec. 11-350 that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings.

As the applicant or the applicant's authorized agent, I hereby attest to the best of my ability that the information provided above is true and correct.

July 6, 2018

Mitchell Bernstein

Date

Printed Name

Signature

- 2. Narrative description.** The applicant shall describe below the nature of the request in detail so that the Planning Commission and City Council can understand the nature of the operation and the use, including such items as the nature of the activity, the number and type of patrons, the number of employees, the hours, how parking is to be provided for employees and patrons, and whether the use will generate any noise. If not appropriate to the request, delete pages 6-9. (Attach additional sheets if necessary.)

The purpose of this application is to amend the approved DSUP #2016-00004 (Potomac Yard Metrorail Station) in the following manner.

Removing the following elements:

Entrance pavilion at East Glebe Road

South mezzanine of the Metrorail station

South pedestrian bridge and associated ramps on the east and west sides of the rail corridor

This amendment also provides for the addition of pedestrian access from Potomac Avenue at East Glebe Road connecting directly to the north pedestrian bridge.

The City, in cooperation with WMATA, proposes to construct a new Metrorail Station located along the existing blue and yellow Lines between the National Airport and Braddock Road Metrorail Stations. The purpose of the project is to improve accessibility of the Potomac Yard area and provide more transportation choices for current and future residents, employees, and businesses by establishing a new access point to the regional Metrorail system. This additional access point is needed to address existing and future travel demand in the area resulting from the City's planned development of a major transit-oriented mixed-use activity center in the vicinity of the proposed station.

The station hours would be the same as standard WMATA hours. There will be no parking for employees or patrons. Noise sources associated with the proposed station include Metrorail door chimes, train conductor announcements, station public address announcements, and brake noise. These noises are not expected to exceed WMATA or FTA noise standards.

3. How many patrons, clients, pupils and other such users do you expect?

Specify time period (i.e., day, hour, or shift).

Opening year forecasts 5,000 daily patrons.

4. How many employees, staff and other personnel do you expect?

Specify time period (i.e. day, hour, or shift).

One or two full time WMATA station attendants (working hours below)

WMATA part time service cleaning staff and security staff.

5. Describe the proposed hours and days of operation of the proposed use:

Day	Hours	Day	Hours
Monday	5:00 am - 11:30pm	Saturday	7:00am - 1:00am
Tuesday	5:00 am - 11:30pm	Sunday	8:00am- 11:00pm
Wednesday	5:00 am - 11:30pm		
Thursday	5:00 am - 11:30pm		
Friday	5:00 am - 1:00am		

6. Describe any potential noise emanating from the proposed use:

A. Describe the noise levels anticipated from all mechanical equipment and patrons.

Noise sources include Metrorail door chimes, train conductor announcements, station public address announcements, and brake noise. These noises are not expected to exceed WMATA or FTA noise standards.

B. How will the noise from patrons be controlled?

N/A

7. Describe any potential odors emanating from the proposed use and plans to control them:

Metrorail Stations are not an odor emitting or generating facility.

8. Provide information regarding trash and litter generated by the use:

- A. What type of trash and garbage will be generated by the use?
The Metrorail station will not be a source of trash generation. General pedestrian/commuter refuse only.
- B. How much trash and garbage will be generated by the use?
General refuse collected in pedestrian scale trash receptacles located in and around the station.
- C. How often will trash be collected?
Trash receptacles are emptied daily from Metrorail stations.
- D. How will you prevent littering on the property, streets and nearby properties?
WMATA provides adequate number of trash receptacles in its entry pavilions, pedestrian tunnels, and bridges, mezzanines, and station platforms.

9. Will any hazardous materials, as defined by the state or federal government, be handled, stored, or generated on the property?

Yes. No.

If yes, provide the name, monthly quantity, and specific disposal method below:

The Metrorail station will not generate any hazardous or industrial waste and only commercial cleaning products will be stored on site. All products will be stored in a manner consistent with manufacturers recommendations, as well as local, state, and federal requirements and guidelines.

10. Will any organic compounds (for example: paint, ink, lacquer thinner, or cleaning or degreasing solvent) be handled, stored, or generated on the property?

Yes. No.

If yes, provide the name, monthly quantity, and specific disposal method below:

11. What methods are proposed to ensure the safety of residents, employees and patrons?

Standard WMATA safety guidelines and regulations are in place as can be found at typical WMATA Metrorail stations (such as security guards and cameras).

ALCOHOL SALES

12. Will the proposed use include the sale of beer, wine or mixed drinks?

Yes. No.

If yes, describe alcohol sales below, including if the ABC license will include on-premises and/or off-premises sales. Existing uses must describe their existing alcohol sales and/or service and identify any proposed changes in that aspect of the operation.

PARKING AND ACCESS REQUIREMENTS

13. Provide information regarding the availability of off-street parking:

A. How many parking spaces are required for the proposed use pursuant to section 8-200 (A) of the zoning ordinance?

N/A - Parking will not be available at the station.

B. How many parking spaces of each type are provided for the proposed use:

N/A Standard spaces

N/A Compact spaces

N/A Handicapped accessible spaces

N/A Other

- C. Where is required parking located? (check one) on-site off-site

If the required parking will be located off-site, where will it be located?

N/A

Pursuant to section 8-200 (C) of the zoning ordinance, commercial and industrial uses may provide off-site parking within 500 feet of the proposed use, provided that the off-site parking is located on land zoned for commercial or industrial uses. All other uses must provide parking on-site, except that off-street parking may be provided within 300 feet of the use with a special use permit.

- D. If a reduction in the required parking is requested, pursuant to section 8-100 (A) (4) or (5) of the zoning ordinance, complete the **Parking Reduction Supplemental Application**.

14. Provide information regarding loading and unloading facilities for the use:

N/A

- A. How many loading spaces are required for the use, per section 8-200 (B) of the zoning ordinance?

- B. How many loading spaces are available for the use?

- C. Where are off-street loading facilities located?

N/A

- D. During what hours of the day do you expect loading/unloading operations to occur?

N/A

- E. How frequently are loading/unloading operations expected to occur, per day or per week, as appropriate?

N/A

15. Is street access to the subject property adequate or are any street improvements, such as a new turning lane, necessary to minimize impacts on traffic flow?

N/A

Potomac Yard Metrorail
 Station Amendment
 Application

Appendix A (Updated for DSUP2018-0017) **Property Owner Information**

Parcel/Tax ID	Owner	Address
025.02-01-36	City of Alexandria	301 King Street, Alexandria, VA 22314
025.04-02-01	City of Alexandria	301 King Street, Alexandria, VA 22314
025.02-01-37	City of Alexandria	301 King Street, Alexandria, VA 22314
025.04-01-07	City of Alexandria	301 King Street, Alexandria, VA 22314
016.02-03-01	City of Alexandria	301 King Street, Alexandria, VA 22314
025.04-01-05	City of Alexandria	2403 Potomac Avenue, Alexandria, VA 22301
025.04-03-01	City of Alexandria	301 King Street, Alexandria, VA 22314
016.02-03-01	City of Alexandria	301 King Street, Alexandria, VA 22314
016.02-02-01	WMATA	600 5th Street, NW, Washington, DC 20001
n/a	National Park Service	1100 Ohio Drive SW, Washington, DC 20242
016.02-01-02	CPYR Theater LLC	The Lionstone Group, 100 Waugh Drive, Suite 600, Houston, Texas, 77007
016.04-01-01	CPYR Theater LLC	The Lionstone Group, 100 Waugh Drive, Suite 600, Houston, Texas, 77007

Appendix B - Consent Letters



United States Department of the Interior

NATIONAL PARK SERVICE

National Capital Region
1100 Ohio Drive, S.W.
Washington, D.C. 20242

INTEROFFICE

IA. I

April 19, 2016

Karl W. Moritz
Director, Department of Planning and Zoning
City of Alexandria
301 King Street, Suite 2100
Alexandria, Virginia 22314

Re: DSUP #2016-0004 Potomac Yard Metrorail Station Project

Dear Mr. Moritz:

The National Park Service (NPS) hereby supports the City of Alexandria's application for the below approvals for the Potomac Yard metro station to be located partially on land currently owned by the National Park Service:

- Master Plan Amendment
- Map Amendment ("Rezoning")
- Development Special Use Permit (DSUP)

The NPS's agreement to the City of Alexandria's application for these land use approvals shall not be considered approval by the NPS of the project. The City's DSUP application is consistent with the NPS actions currently being evaluated in the Final Environmental Impact Statement (FEIS) for the Potomac Yard Metro Station. The Federal Transit Administration (FTA) and NPS must complete the National Environmental Policy Act process, as well as compliance with the National Historic Preservation Act and Section 4(f) of the U.S. Department of Transportation Act of 1966, (49 U.S.C. § 303), as amended. The actions sought for approval in the DSUP will be carried out if a Record of Decision is executed by FTA and the NPS to implement Alternative B Option 2, after the issuance of appropriate permits by NPS and the completion of the land exchange between the City and NPS.

Sincerely,

Peter May
Associate Regional Director
Lands, Planning, and Design

cc:

Alexcy Romero, Superintendent George Washington Memorial Parkway
Joanna Anderson, Deputy City Attorney
Mitch Bernstein, Acting Director, DPI
Jeff Farner, Deputy Director, P&Z
Jason Kacamburas, PY Metro Coordinator, DPI
Ryan Price, Planner, P&Z

Potomac Yard Development, LLC
9302 Lee Highway, Suite 1000
Fairfax, VA 22031

Karl Moritz
301 King Street
City Hall, Room 2100
Alexandria, Virginia 22314

Re: Consent to File a Special Use Permit for an Interim Surface Parking Lot
Applicant: The Washington Metropolitan Area Transit Authority
2601 Main Line Boulevard; Tax Map ID: 025.03-03-01 (the "Property")

Dear Mr. Moritz:

Potomac Yard Development, LLC, the Owner of the above-referenced Property, hereby consents to the filing of a special use permit application and any related applications by the Washington Metropolitan Area Transit Authority on the Property, for the purpose of allowing interim surface parking during the construction of the Potomac Yard Metrorail Station and associated improvements.

Very truly yours,

POTOMAC YARD DEVELOPMENT, LLC

By: 

Its: Director

Date: 11/8/18