



DOCKET ITEM #4
Subdivision #2016-0008
3601 & 3701 Potomac Avenue – Potomac Yard Metrorail
Station North Pavilion

Application	General Data	
Request: Public hearing and consideration of a request for a subdivision with variation to create a new lot from two existing lots.	Planning Commission Hearing:	February 7, 2017
	Approved Plat must be recorded by:	August 7, 2018
Address: 3601 and 3701 Potomac Avenue	Zone:	CDD#19 and CDD#10
Applicant: CPYR Theater, LLC and City of Alexandria	Small Area Plan:	North Potomac Yard

Staff Recommendation: APPROVAL subject to compliance with all applicable codes and ordinances and the recommended permit conditions found in Section III of this report.

Staff Reviewers:

Jeffrey Farner, Deputy Director, Planning & Zoning,
Robert Kerns AICP, Division Chief, Planning & Zoning,
Ryan Price, Urban Planner, Planning & Zoning,

jeffrey.farner@alexandriava.gov
robert.kerns@alexandriava.gov
ryan.price@alexandriava.gov



Subdivision #2016-0008
3601 & 3701 Potomac Avenue



I. DISCUSSION

REQUEST

The applicants, CPYR Theater, LLC, represented by Catherine Puskar, attorney, and the City of Alexandria request approval to subdivide two parcels at 3601 and 3701 Potomac Avenue to create a third parcel that will be used for the northern entry pavilion of the Potomac Yard Metrorail Station.

SITE DESCRIPTION

The subject site consists of two lots of record with a total land area of approximately 869,116 square feet (19.95 acres). The primary parcel on the site is owned by CPYR Theater, LLC, and is currently occupied by a Regal Cinema. The theater site has 1,891 feet of frontage along Potomac Avenue, and a total lot area of approximately 835,210 square feet (19.17 acres). The one-story theater building was constructed in 1997, and has approximately 75,803 square feet of gross floor area. The remainder of the theater parcel is being used as a large surface parking lot flanked by two stormwater retention ponds on the north and south end of the property. The smaller parcel included in this subdivision request is a narrow linear parcel that lies directly east of the theater parcel and runs parallel to the rail tracks. The City-owned linear parcel is approximately 33,906 square feet (0.77 acres) and is currently a vacant lot. The 19-acre site is relatively flat with the exception of the stormwater ponds on the north and south end, and the grade slopes down approximately 10 feet at the eastern edge of property approaching the rail tracks. A mix of uses surround the properties including a retail shopping center to the west, rail tracks to the east, multi-family residential in Arlington County to the north. South Potomac Yard (CDD#10) lies south of the site and is planned for office, retail, and residential.

Figure 1: Aerial view of site



BACKGROUND

The site was once home to The Richmond, Fredericksburg & Potomac (RF&P) Railroad Potomac Yard, which opened in 1906 and was at one time the largest rail yard for freight interchange on the East Coast. Beginning in the late 1980s, the rail yard was phased out, and the area was being considered for redevelopment. By 1992, the existing rail yard was rezoned to allow for redevelopment, and by the late 1990s, commercial stores were built, followed by residential units, office space, retail, and park space. The theater that currently occupies the subject site was built as part of this commercial development in 1997. The Potomac Yard Retail Center commercial stores on the northern portion of the yard (including the theater site) were intended as an interim use, until demand was sufficient for higher density uses. Currently, Potomac Yard is still under development, either under construction or planned for higher-density mixed-use redevelopment in the coming years. The redevelopment and proposed densities in Potomac Yard are largely planned around the future construction of the Potomac Yard Metrorail Station, and the northern entrance of the station will be located in the proposed subdivision lot. The construction of a Metrorail station in Potomac Yard has a long history, and was anticipated when WMATA established the Metrorail Adopted Regional System Plan in 1968. At the time the Blue and Yellow Line tracks were built, the area was occupied by the rail yard, and a station was not justified by WMATA. Metrorail planners identified the site for a station to be added later, and the Final Environmental Impact Statement, Metropolitan Washington Regional Rapid Rail Transit System cites the provision for a future station at Potomac Yard (August 1975, p. 188).

South Potomac Yard: Construction has been completed for several landbays in south Potomac Yard and most of those residential units; both townhome and multi-family are now occupied. A Giant grocery store opened in Landbay G in the September 2015, and an office building for the National Industries for the Blind is currently under construction.

Potomac Yard Metrorail Station: The Potomac Yard Metrorail Station DSUP was approved unanimously by the City Council in June 2016. The DSUP for the station included all portions of the station structure (platform, mezzanines, and pavilions) and associated pedestrian bridge infrastructure. In addition, part of the DSUP approval included subdivisions of City and National Park Service parcels for the location of the station, pedestrian bridges, and the south entry pavilion along Potomac Avenue. At the time of the DSUP approval, the exact location of the northern entry pavilion was left open because the future street grid in North Potomac Yard was being re-designed as part of the North Potomac Yard Small Area Plan update. Now that the general location of the street grid has been determined, the location of the north entry pavilion can be platted and subdivided for consideration by the Planning Commission.

North Potomac Yard: The subject properties for this subdivision are located within the boundaries of the North Potomac Yard Small Area Plan which was adopted in 2010 and is currently going through a revision process with public hearings scheduled for June 2017 and Fall 2017. As part of the planning for North Potomac Yard in 2010, a Metrorail Station was a key component and central to the planning and implementation of the Plan. Condition # 27 of CDD#19 which encompasses the North Potomac Yard Neighborhood (Attachment # 1), requires the reservation and dedication of all land necessary for the Potomac Yard Metrorail station. The City is currently discussing potential amendments to the North Potomac Yard Small Area Plan,

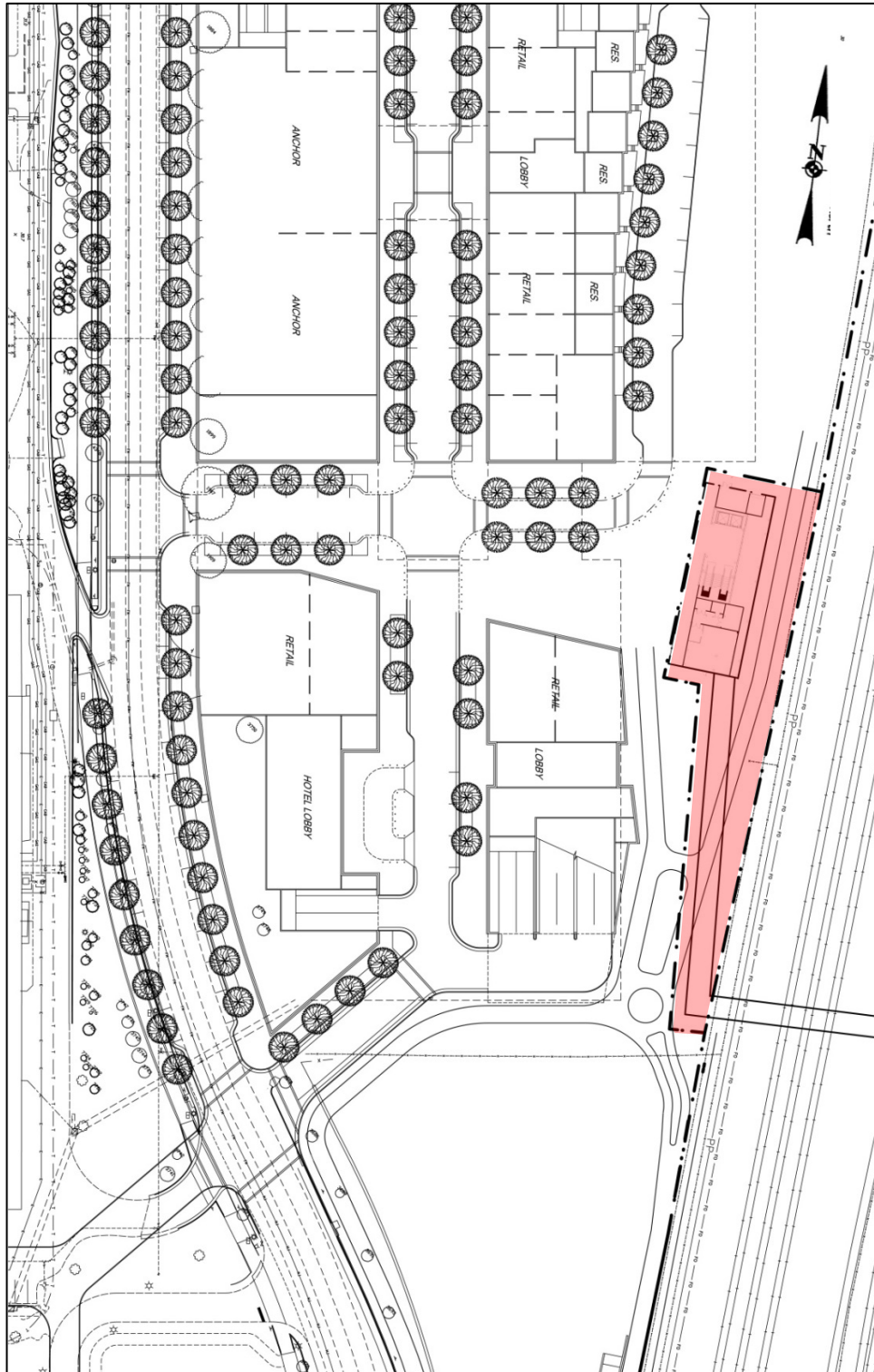
with the community and property owner. As discussed in more detail below, the proposed subdivision is consistent with the intent of the 2010 Small Area Plan and the potential amendments currently being discussed as part of the Small Area Plan process.

PROPOSAL

The applicants propose to subdivide portions of the existing two lots to create a third lot. The proposed lot would be approximately 23,287 square feet (0.53 acres) and would ultimately be transferred to the Washington Metropolitan Area Transit Authority (WMATA) to be used for the Potomac Yard Metrorail Station. The shape of the lot has been oriented to contain the northern entry pavilion for the metrorail station and the associated pedestrian bridge infrastructure. The Potomac Yard Metrorail Station has been designed as an urban station with a focus on pedestrian access and integration with public open spaces.

The subdivision plat has been coordinated with the on-going planning for North Potomac Yard regarding the northern landing. The proposed lot will front onto a pedestrian plaza that will function as a civic open space and arrival area for the northern entrance to the Metrorail station. The plaza will have frontage on a private street, linking it to the street grid in North Potomac Yard (Figure 3). The northern entrance will also serve as the primary area for bus drop-off and car-drop off. The North Potomac Yard Small Area plan amendments are anticipated for the June Planning Commission and City Council hearings.

Figure 3: Proposed lot in relation to planned street grid in North Potomac Yard



COMPLIANCE WITH ZONING ORDINANCE

The subject properties are located within the CDD#19 and CDD#10 zones, which have specific development parameters and design guidelines, but do not have specific requirements for lot size or frontage. The site plan for the theater building was developed under the I-Industrial Zone regulations in 1997.

	Existing Lot 524	Existing Lot 612A	Minimum Requirements I Zone	Minimum Requirements CDD#19 and CDD#10 Zones	Proposed Lot 524A	Proposed Lot 612D	Proposed Lot 526
Lot Size (sq feet)	835,210	33,906	None	None	817,853	27,976	23,287
Lot Frontage (sq feet)	1,891 ft	0 ft	None	None	1,891 ft	0 ft	0 ft
Setbacks	n/a	n/a	None	None	n/a	n/a	n/a
FAR	0.0898	n/a	0.85	None	0.0918	n/a	n/a

The estimated gross floor area that will be constructed on the proposed lot is approximately 9,000 – 12,000 square feet which includes the Metrorail entry pavilion and pedestrian bridge. This gross floor area will be included as part of the CDD#19 amendments related to the North Potomac Yard updates that are tentatively scheduled for public hearing in the Fall of 2017.

SUBDIVISION AND VARIATION STANDARDS

The Zoning Ordinance contains a series of technical requirements (Sections 11-1706 and 11-1709) and a requirement that all lots meet zoning requirements (11-1710(D)). It also requires that every subdivided lot be consistent with the character of other nearby lots and specifically “of substantially the same character as to suitability for residential use and structures, lot areas, orientation, street frontage, alignment to streets and restrictions...” Section 11-1710(B).

Each new lot in an approved subdivision is required by the Zoning Ordinance to comply with all other applicable zoning requirements. However, under Section 11-1713, a subdivision request may be approved that creates a lot that is out of compliance with specific zoning requirements if the request meets the standards for a “variation” from the subdivision requirements. These standards include

- (i) a strict adherence to such provisions would result in substantial injustice
- (ii) the use and character of the resulting lots or parcels in such a subdivision would not be inconsistent with the use provisions of the zone in which the property is situated and with the existing development in the immediate area;
- (iii) and one or more of the following special circumstances exists:
 - 1) Extremely rugged topography
 - 2) Irregularity in shape of parcel preventing conformance with normal lot area or frontage requirements.

- 3) Insufficient frontage on existing street where the interior of the tract can be served only by a street substandard in width when not serving more than five lots, provided the street is not less than 30 feet in width. If only a single lot is served, the width may be less than 30 feet. A turn around area may be required.
- 4) Streets along border of the subdivision where the subdivision borders on unsubdivided land and the remaining street width will be provided from adjacent land.
- 5) Resubdivision of lots in subdivisions of record as of January 1, 1952, where, because of existing structures or gross area of land involved, the subdivided lots would not conform to all of the requirements of the zone in which the subdivision is located.

The Zoning Ordinance defines “substantial injustice” as a scenario when "strict application of this ordinance would create an unreasonable burden on the development, use and enjoyment of the property which outweighs the land use or land development purposes served by the specific zoning provision or provisions of this ordinance at issue” (Section 11-1713(B)). The requested variation of a lot with street frontage and the justification for supporting the variation is discussed in more detail below.

II. STAFF ANALYSIS

Staff is supportive of the subdivision application because it meets the requirements for a subdivision and a variation and is necessary to implement the City’s long-term vision for a Metrorail station for Potomac Yard. This subdivision and the associated lots will be key components in the transformation of the North Potomac Yard area into a mixed-use transit-oriented neighborhood as envisioned by the North Potomac Yard Small Area Plan and CDD#19 plan. The proposed subdivision will allow the transfer of the property to WMATA to complete the land area necessary for the construction of the Potomac Yard Metrorail Station. The need for this property for the landing was taken into consideration during the planning process for North Potomac Yard back in 2010, and was included as a condition of approval for CDD#19 (Attachment # 1).

Conformance to Subdivision Requirements

The subdivision request for the WMATA parcel meets most of the applicable subdivision requirements outlined in Section 11-1710 of the Zoning Ordinance, with the exception of provision (B)(3) which requires the subdivision to comply to all requirements of the zoning ordinance. As described in the zoning table, the CDD#19 zone does not have frontage amount or lot size requirements, thus the proposed lot will not conflict with specific requirements of that zone. However Section 2-166 of the Zoning Ordinance requires lots to have street frontage, which in this case will require a variation. As noted, the parcel boundaries have been located specifically to contain the northern entry pavilion of the Potomac Yard Metrorail Station and a portion of the pedestrian bridge that will connect the pavilion to the station. The proposed lot fronts onto a pedestrian plaza, but not a road. Further analysis of the requested variation for this proposal is provided in the next section.

Section 11-1710(B) of the Zoning Ordinance outlines the neighborhood character requirements for subdivisions, and the method for determining suitability of new lot configurations in relation to the existing lots in the neighborhood. North Potomac Yard is currently a commercial neighborhood, with large lots occupied by retail uses. There are currently 5 lots in the entire 73-acre North Potomac Yard neighborhood, 2 of which make up 89% of this land. The lots range in size from 45 acres to less than 1 acre. Based on the commercial uses, limited number of lots, and wide range in lot sizes, a typical lot size does not currently exist in North Potomac Yard. Similar conditions exist just south of the proposed lot in South Potomac Yard, where the blocks range in size from over 4 acres to approximately 1,000 square feet.

The Potomac Yard Metrorail Station will have 2 entry pavilions, a south pavilion along Potomac Avenue at the terminus of E. Glebe Road, and a north pavilion on the lot proposed with this subdivision application. The proposed lot for the north pavilion is 23,287 square feet, comparable in size to the approved south pavilion lot, which is 33,906 square feet. Additionally, both lots are an irregular shape, which is driven by the shape of the entry pavilions and the associated pedestrian bridge infrastructure. Figures 3 and Figure 4 below provide a comparison of the two entry pavilion lots:

Figure 4: Proposed north entry pavilion lot for Potomac Yard Metrorail Station

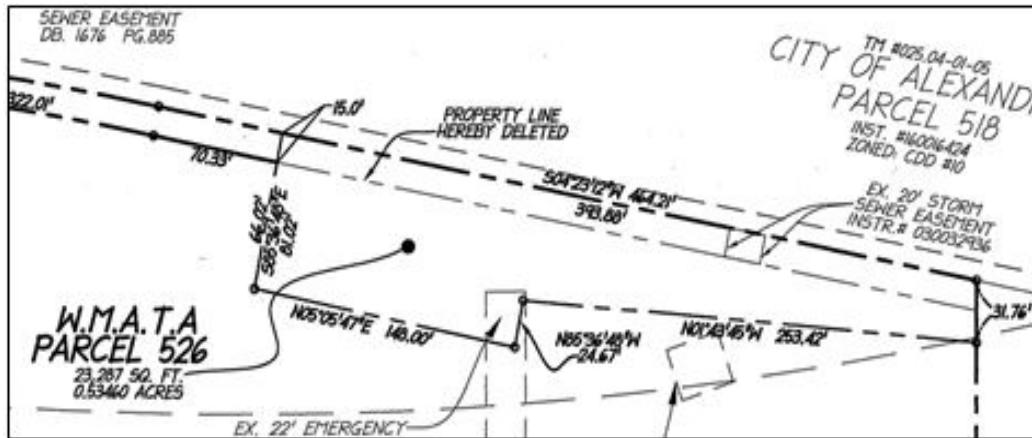
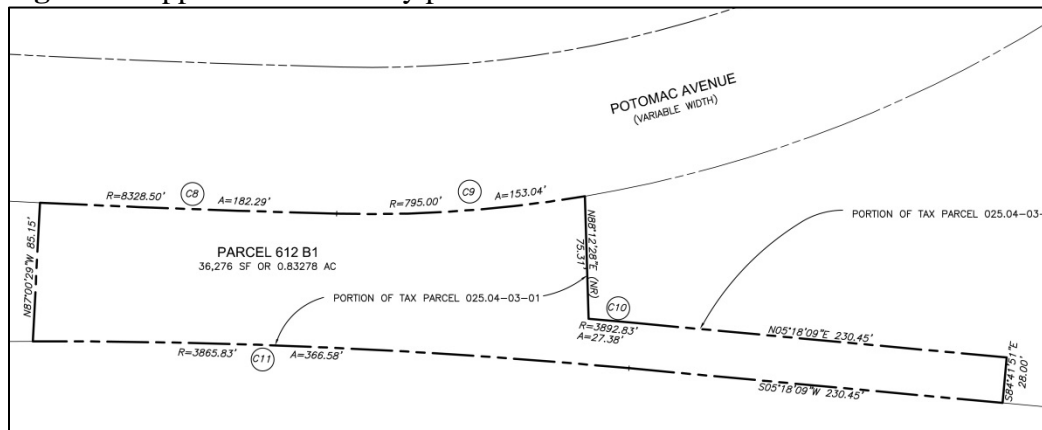


Figure 5: Approved south entry pavilion lot for Potomac Yard Metrorail Station



Conformance to Variation Requirements

Pursuant to Section 11-1713 of the Zoning Ordinance, the applicants are requesting variations from the following zoning requirements:

Section 11-1710(B)(3): No resubdivision shall be approved which results in the creation or the continuation of a lot, building or structure which does not comply with the provisions of this ordinance, unless the commission expressly authorizes a variation pursuant to section 11-1713 of this ordinance.

Section 2-166: Lot - A unit of land at all times above elevation +3.0 feet mean sea level, U.S. Coast and Geodetic Survey, usable as a building site, having frontage on a public street and in compliance with the requirements of the zone in which it is situated and recorded. Ground which through accretion or fill is raised to a level so that it is at all times above elevation +3.0 feet mean sea level, U.S. Coast and Geodetic Survey, shall be deemed land for purposes of this definition.

The standards that the application must meet include: i) strict adherence to the zoning ordinance regulations would result in substantial injustice; ii) the use and character of the resulting lots or parcels in such a subdivision would not be inconsistent with the use provisions of the zone in which the property is situated and with the existing development in the immediate area; and iii) one of the special circumstance listed in 11-1713 exists which in this case is the irregular shape of the lot.

- i) **Substantial Injustice:** The Zoning Ordinance requires all lots to have frontage on a public street (Section 2-166). As noted above, the proposed lot by design will front onto a pedestrian plaza, but not a public street. This will promote pedestrian connectivity and enable the approved Potomac Yard Metrorail Station to function as an urban station as intended. The public plaza will function as a public space with frontage on a street. A strict application of the Zoning Ordinance definition of a lot in this case would create an unreasonable burden on the design of the Metrorail station, and compromise the public benefit of the pedestrian experience around the entry pavilion. Pulling the street grid and a public road closer to the entry pavilion to allow for frontage as called for by Section 2-166 would eliminate the opportunity to create a unique arrival and civic area for the new Potomac Yard Metrorail station. Therefore, staff recommends approval of the variation because the public open space will serve as public access to the Metrorail station, similar to a public street.

The intent of the public road frontage requirement in Section 2-166 is to ensure vehicular access to all properties, both for emergency vehicles and non-emergency vehicles. The entry pavilion area and adjacent plaza space will be designed to allow for emergency and maintenance access. The dimensions of the proposed lot are designed to accommodate maintenance vehicle access to the Metrorail pavilion and bridge.

- ii) **Lot Use and Character:** The North Potomac Yard Small Area Plan represents transit-oriented development around a Metrorail station. The use of the proposed lot for the Metrorail entry pavilion is consistent with the small area plan vision for the neighborhood, and also the parameters CDD#19 zone. Additionally the use and scale will be consistent with the south entry pavilion that sits less than a quarter mile south of the proposed lot along Potomac Avenue. As noted in the previous section, the general lot character, size, and shape of the proposed lot is consistent with the approved lot for the south entry pavilion.
- iii) **Irregular Shaped Parcel:** The proposed lot is an irregular shape by design, as it will contain a metrorail entry pavilion and portions of the pedestrian bridge that connect to the Potomac Yard Metrorail Station. The shape of the lot and general location of the proposed street grid for the North Potomac Yard neighborhood are preventing conformance with the Zoning Ordinance public road frontage requirement for lots (Section 2-166).

Conclusion: Based on the analysis, the proposed lot for the north entry pavilion of the Potomac Yard Metrorail Station is consistent with the size and character of the approved south entry pavilion lot. The proposed lot conforms with the North Potomac Yard Small Area Plan, CDD#19 zone, and will help implement the vision for North Potomac Yard Plan as a transit-oriented neighborhood. The proposed lot meets the standards for a variation from the requirement for direct frontage on a public street because the proposed lot will have access to a street through a pedestrian plaza, emergency vehicles and maintenance vehicles will have access to the pavilion, and metro riders will be able to access the station by vehicle from the adjacent street grid. Staff recommends approval of the subdivision with the requested variation subject to the conditions contained in Section III of this report.

III. RECOMMENDED CONDITIONS

Staff recommends **approval** subject to compliance with all applicable codes and ordinances and the following conditions:.

1. No permanent structure may be constructed over any existing private and/or public utility easements. It is the responsibility of the applicant to identify any and all existing easements. (T&ES)

STAFF: Jeffrey Farner, Deputy Director, Planning & Zoning
Robert Kerns AICP, Division Chief, Planning & Zoning
Ryan Price, Urban Planner, Planning & Zoning

Staff Note: This plat will expire 18 months from the date of approval (August 7, 2018) unless recorded sooner.

IV. CITY DEPARTMENT COMMENTS

Legend: C - code requirement R - recommendation S - suggestion F - finding

Transportation & Environmental Services:

- F-1 Transportation and Transportation Planning has no comments on this plat.
- F-2 Call out the easement connecting 22' Emergency Vehicle Easement passing through CPYR Theater LLC Parcel 524 A. (T&ES)
- F-3 This is considered a Re-Subdivision. The following section of the Zoning Ordinance addresses the lot numbering. (T&ES)

11-1710 - Subdivision requirements

(J) All lots shall be numbered. In resubdivisions, the lots shall be numbered in the series of 500 for a first resubdivision, and in the series of 600 for a second resubdivision and so on. (T&ES)

Parcel Numbers should be as follows:

524A should be 624
612D should be 712D
526ould be 626

- F-4 The WMATA parcel should be labeled "Future WMATA" or "Proposed WMATA". (T&ES)
- C-1 The final subdivision plat shall comply with the provisions of Section 11-1709 of the City's Zoning Ordinance. (T&ES)
- C-2 Any future development/redevelopment on the subdivided lots shall provide adequate storm water outfall per the requirements of Article XI and XIII of Alexandria Zoning Ordinance. (T&ES)
- C-3 The development and redevelopment of the subdivided lots shall not adversely impact the storm water drainage or create a nuisance on the public and private properties. (Sec. 5-6-224) (T&ES)
- C-4 Any future development/redevelopment on the subdivided lots shall comply with the requirements of City of Alexandria Zoning Ordinance Article XIII Environmental Management Ordinance and the relevant laws of the Commonwealth of Virginia and the City of Alexandria, as applicable, for storm water management regarding water quality improvement and quantity control at the time of submission of the first final plan. (T&ES)

- C-5 All secondary utilities serving this site shall be placed underground. (Sec. 5-3-3)
(T&ES))

Archaeology:

- F-1 There is low potential for significant archaeological resources to be disturbed by
this project. No archaeological action is required.

Police Department:

- F-1 No objection

Fire Department:

- F-1 No comments

Real Estate Assessments

- F-1 No comments

Recreation, Parks & Cultural Activities:

- F-1 No comments received

ATTACHMENT #1

CDD#19 condition for dedication of land necessary for the Potomac Yard Metrorail Station.
Approved by City Council June 12, 2010.

27. Potomac Yard Metrorail Station Site: The Applicant shall reserve and dedicate to the City all land and easements necessary for the construction of the Potomac Yard Metrorail station and associated amenities and/or structures. The land and/or easements required herein shall be dedicated or granted without cost to the City for the Potomac Yard Metrorail station, by a deed conveying land in fee simple to WMATA or the City, or if applicable by a deed of easement to WMATA or the City, as required by the City, which entitles the grantee to use or authorize the use of the site for a Metrorail station and for any associated amenities and structures. The Applicant shall coordinate with the City regarding all necessary property access, environmental and engineering studies and related coordination deemed necessary by the City for the design of the Metrorail station. The Applicant shall undertake no grading, construction and/or improvements following a grant or dedication of land, including utilities and/or foundations (other than interim staging, and/or routine maintenance required by the City) on the entire area and easements necessary for the construction of the Potomac Yard Metrorail station. All land shall be dedicated and all easement(s) granted upon written request by the City, on a timetable to facilitate orderly permitting, design and construction of the Potomac Yard Metrorail station. The Applicant shall also reserve and dedicate, without cost to the City:
- a. Any easement(s) for pedestrian ingress and egress to and from the rail station and the entrances thereto, by users of the Metrorail station in such reasonable location as determined by the Director of T&ES and P&Z; and
 - b. Such additional temporary construction easements necessary for the construction of the Potomac Yard Metrorail station and associated amenities and structures as may be required by the Directors of T&ES and P&Z. (P&Z) (T&ES) (CAO)



APPLICATION

SUBDIVISION OF PROPERTY

SUB # 2016-0008

PROPERTY LOCATION: 3601 Potomac Ave (CPYR Theater LLC) and 3701 Potomac Ave (City of Alexandria)

TAX MAP REFERENCE: 016 02-01-02 (CPYR Theater LLC) & 016 02-03-01 (City of Alexandria) **ZONE:** CDD#19 & #10

APPLICANT:

Name: CPYR Theater LLC (co-applicant) / City of Alexandria (co-applicant)

Address: c/o The Lionstone Group, 100 Waugh Drive, Suite 600, Houston TX 77007 / 301 King Street, Alexandria VA 22314

PROPERTY OWNER:

Name: CPYR Theater LLC / City of Alexandria

Address: c/o The Lionstone Group, 100 Waugh Drive, Suite 600, Houston TX 77007 / 301 King Street, Alexandria VA 22314

SUBDIVISION DESCRIPTION

Subdivision for the northern landing of the future Potomac Yard Metrorail Station

☒ **THE UNDERSIGNED** hereby applies for Subdivision in accordance with the provisions of Section 11-700 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.

CPYR Theater LLC by M. Catharine Puskar, attorney/agent

Print Name of Applicant or Agent
Walsh, Colucci, Lubeley, & Walsh, P.C.
2200 Clarendon Blvd., Suite 1300

Mailing/Street Address

Arlington, VA 22201

City and State Zip Code

Signature

703-528-4700

703-525-3197

Telephone #

Fax #

cpuskar@thelandlawyers.com

Email address

11/29/2016

Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

Application Received: _____

Fee Paid and Date: _____

ACTION - PLANNING COMMISSION: _____

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 three 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. CPYR Theater LLC	c/o The Lionstone Group, 100 Waugh Drive, Suite 600, Houston TX 7707	See attached
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 3601 Potomac Avenue (address), unless the entity is a corporation or partnership, in which case identify each owner of more than three 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. CPYR Theater LLC	c/o The Lionstone Group, 100 Waugh Drive, Suite 600, Houston TX 7707	See attached
2.		
3.		

3. Business or Financial Relationships. Each person or entity indicated above in sections 1 and 2, with an ownership interest in the applicant or in the subject property are require 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. **All fields must be filled out completely. Do not leave blank. (If there are no relationships please indicated each person or entity and "None" in the corresponding fields).**

For a list of current council, commission and board members, as well as the definition of business and financial relationship, [click here](#).

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. CPYR Theater LLC	N/A	N/A
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.

11/29/2016

Date

M. Catharine Puskar

Printed Name


Signature

Subdivision # _____

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 three percent.

See attached

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.

N/A



LIONSTONE INVESTMENTS

CPYR Theater LLC
c/o The Lionstone Group
100 Waugh Drive
Suite 600
Houston, TX 77007

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

**Re: Consent and Authorization to File Application for Subdivision and Associated Requests
3601 Potomac Avenue, Tax Map ID 016.02-01-02 (the "Property")**

Dear Mr. Moritz:

CPYR Theater LLC hereby authorizes Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on its behalf for the filing and representation of applications and any related requests to allow for a subdivision of the Property necessary for the northern landing of the future Potomac Yard Metrorail Station as depicted on the Preliminary Plat dated November 8, 2016.

Very truly yours,

CPYR Theater, LLC

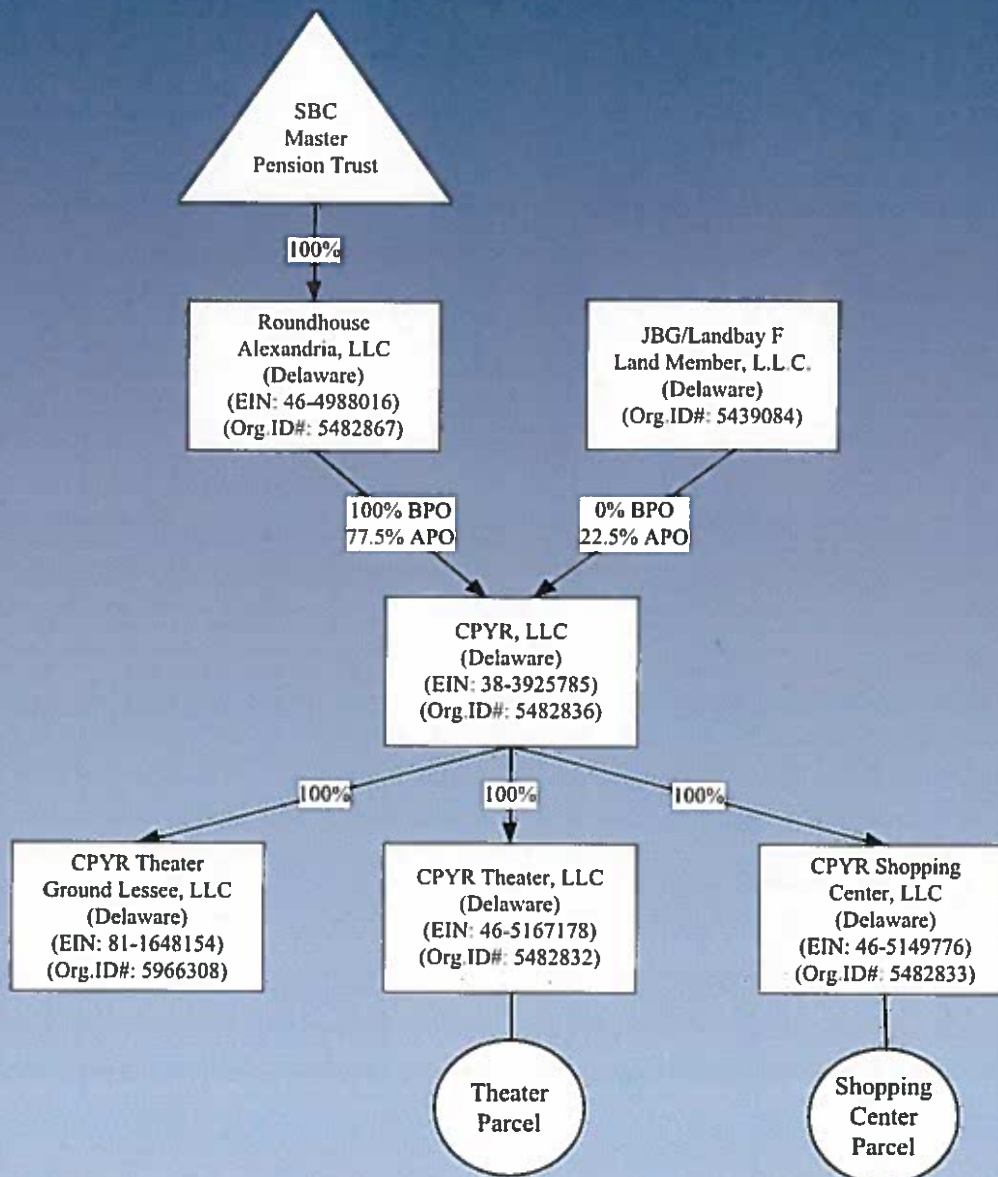
By:  **SC**
Daniel R. Dubrowski **JUE**

Its: Manager

Date: 11/29/16



Organizational Chart – Ownership of Roundhouse Alexandria, LLC and CPYR Entities



Subdivision # _____

WAIVER OF RIGHT TO AUTOMATIC APPROVAL

**SUBMITTED TO
THE DEPARTMENT OF PLANNING AND ZONING
CITY OF ALEXANDRIA, VIRGINIA**

PROJECT NAME: Potomac Yard Metrorail Station northern landing

PROJECT ADDRESS: 3601 Potomac Avenue

DESCRIPTION OF REQUEST:

Subdivision for the northern landing of the future Potomac Yard Metrorail Station

THE UNDERSIGNED hereby waives the right to the 45 day automatic approval provision of Section 11-1708 (B)(2) of the Zoning Ordinance of the City of Alexandria, Virginia, for the application stated above.

Date: 11/29/2016

☐ Applicant

☒ Agent

Signature: 

Printed Name: CPYR Theater LLC by M. Catharine Puskar, attorney/agent



APPLICATION

SUBDIVISION OF PROPERTY

SUB # _____

PROPERTY LOCATION: 3701 Potomac Ave (City of Alexandria)

TAX MAP REFERENCE: Parcel 612A; Instrument # 110008657 **ZONE:** CDD #10

APPLICANT:

Name: Department of Project Implementation (DPI), City of Alexandria

Address: 301 King Street, Alexandria VA 22314

PROPERTY OWNER:

Name: City of Alexandria

Address: _____

SUBDIVISION DESCRIPTION

Subdivision for the northern landing of the future Potomac Yard Metrorail Station

☒ **THE UNDERSIGNED** hereby applies for Subdivision in accordance with the provisions of Section 11-700 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 Bernstein

Print Name of Applicant or Agent

301 King Street, Suite 3200

Mailing/Street Address

Alexandria, VA 22314

City and State Zip Code

Signature

703-746-4036

Telephone #

Fax #

Mitchell.Bernstein@AlexandriaVA.gov

Email address

11-29-2016

Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

Application Received: _____

Fee Paid and Date: _____

ACTION - PLANNING COMMISSION: _____

Subdivision # _____

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 three percent.

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 three 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. City of Alexandria	301 King Street, Alexandria, VA 22314	100
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 301 King Street, Alexandria VA 22314 (address), unless the entity is a corporation or partnership, in which case identify each owner of more than three 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. City of Alexandria	301 King Street, Alexandria, VA 22314	100
2.		
3.		

3. Business or Financial Relationships. Each person or entity indicated above in sections 1 and 2, with an ownership interest in the applicant or in the subject property are 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. All fields must be filled out completely. Do not leave blank. (If there are no relationships please indicate each person or entity and "None" in the corresponding fields).

For a list of current council, commission and board members, as well as the definition of business and financial relationship, [click here](#).

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.		
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.

11-29-2016

Date

Mitchell Bernstein

Printed Name


Signature

Subdivision # _____

WAIVER OF RIGHT TO AUTOMATIC APPROVAL

**SUBMITTED TO
THE DEPARTMENT OF PLANNING AND ZONING
CITY OF ALEXANDRIA, VIRGINIA**

PROJECT NAME: Polomac Yard Metrorail Station northern landing

PROJECT ADDRESS: 3701 Polomac Ave (City of Alexandria)

DESCRIPTION OF REQUEST:

~~Subdivision for the northern landing of the future Potomac Yard Metrorail Station~~

THE UNDERSIGNED hereby waives the right to the 45 day automatic approval provision of Section 11-1708 (B)(2) of the Zoning Ordinance of the City of Alexandria, Virginia, for the application stated above.

Date: 11-29-2016

☒ Applicant

☐ Agent

Signature: _____

Printed Name: City of Alexandria, DPI, Mitchell Bernstein

Prepared By:
Duncan Blair, Esq.
Land, Carroll, & Blair, PC
524 King Street
Alexandria, Virginia 22314

DEED OF DEDICATION AND CONVEYANCE

This Deed of Dedication and Conveyance ("Deed") dated as of November 22, 2016, by and between **POTOMAC YARD DEVELOPMENT, LLC**, a Delaware limited liability company ("PYD"); and the **CITY OF ALEXANDRIA**, a municipal corporation of the Commonwealth of Virginia ("City"). PYD is the Grantor for indexing purposes. City is Grantee for indexing purposes.

WITNESSETH:

That for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by Grantor, Grantor does hereby grant, bargain, sell and convey, with Special Warranty of Title, to Grantee, that certain lot or parcel of land, together with all improvements thereon and rights and appurtenances with respect thereto, situate in the City of Alexandria, Virginia, for public use as public open space and as more fully described as follows:

Parcel Six Hundred Twelve A (612 A) Potomac Yard Alexandria as duly dedicated, platted and recorded as Instrument Number 110008657 among the land records of the City of Alexandria, Virginia.

Future Improvements: This property is being dedicated for open space and recreation uses, and, reserved for future transportation uses, specifically the construction, operation and maintenance of a future Metrorail Station and associated facilities, and/or pedestrian bridges and/or tunnels. As such, the property is not subject to 49 U.S.C 303 (commonly referred to as "Section 4F") as implemented through 23 CFR Part 774 and per 23 CFR 774.11 (b) and 23 CFR 774.11(c).

This conveyance is made subject to all matters and to all right-of-way easements, conditions, covenants and restrictions of record (excepting any restrictive covenant that discriminates on the basis of race, color, sex, religion, ancestry, national origin, familial status, sexual orientation or disability) contained in the deeds forming the chain of title to this Property.

**IN WITNESS WHEREOF, PYD has caused this Deed to be executed and delivered
pursuant to due and proper authority.**

SIGNATURES ON FOLLOWING PAGES

POTOMAC YARD DEVELOPMENT, LLC
a Delaware limited liability company

By: Potomac Yard Development, Sole Member
LLC, a Delaware limited liability company
Its sole member

By: Centex Homes, a Nevada general
partnership, Member of Potomac Yard
Development, Sole Member LLC

By: Centex Real Estate Corporation,
a Nevada corporation, Its Managing General
Partner

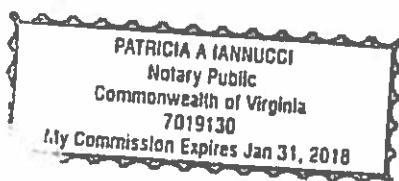
By: 
Name: CHRISTIAN RIESCH
Title: VP FINANCE

COMMONWEALTH OF VIRGINIA:
CITY/COUNTY OF FAIRFAX, to-wit:

The foregoing instrument was acknowledged before me this 18 day of November
2016, by Christian Riesch, VP Finance of Centex Real
Estate Corporation, Managing General Partner of Centex Homes, Member of Potomac Yard
Development Sole Member LLC, a Delaware limited liability company, being the sole member
of Potomac Yard Development, LLC.


Notary Public

My commission expires: 1-31-2018
Notary Registration Number: 7019130



By: Pulte Home Corporation, a Michigan
corporation, Member of Potomac Yard
Development, Sole Member LLC

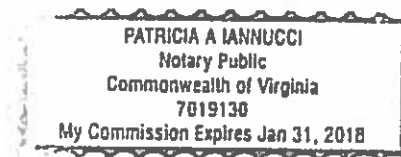
By: [Signature]
Name: CHRISTIAN RIESCH
Title: VP FINANCE

COMMONWEALTH OF VIRGINIA:
CITY/COUNTY OF FAIRFAX, to-wit:

The foregoing instrument was acknowledged before me this 18 day of Nov,
2016, by Christian Riesch V.P. Finance, on behalf of Pulte
Home Corporation, a Michigan corporation. Member of Potomac Yard Development Sole
Member LLC. being the sole member of Potomac Yard Development, LLC.

Patricia A. Iannucci
Notary Public

My commission expires: 1-31-2018
Notary Registration Number: 7019130

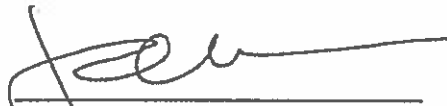


CITY OF ALEXANDRIA
a municipal corporation of the Commonwealth of

Virginia


Mark B. Jinks, City Manager

APPROVED AS TO FORM:

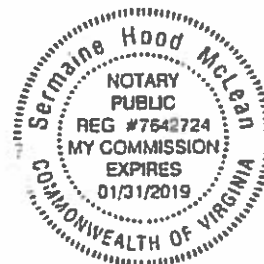
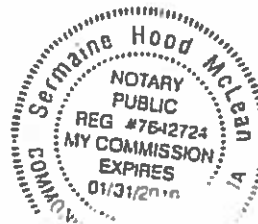

Deputy City Attorney

COMMONWEALTH OF VIRGINIA
CITY OF ALEXANDRIA, to-wit:

The foregoing instrument was acknowledged before me this 22 day of November, 2016, by Mark Jinks, City Manager of the City of Alexandria, a municipal corporation of the Commonwealth of Virginia.


Notary Public

My commission expires: 1/31/2019
Virginia Notary Registration #: 7642724



11/29/2016

Re: Subdivision - Richard Lawrence

Re: Subdivision

SUB2016-0008
Application Materials
12/12/2016

Puskar, M. Catharine <cpuskar@thelandlawyers.com>

Tue 11/29/2016 2:33 PM

To: Joanna Anderson <Joanna.Anderson@alexandriava.gov>;

Cc: Kendra Jacobs <Kendra.Jacobs@alexandriava.gov>; Richard Lawrence <Richard.Lawrence@alexandriava.gov>; Friedlander, Amy <afriedlander@thelandlawyers.com>; Karl Moritz <Karl.Moritz@alexandriava.gov>; Jeffrey Farner <Jeffrey.Farner@alexandriava.gov>;

Thanks.

Sent from my iPhone

On Nov 29, 2016, at 2:06 PM, Joanna Anderson <Joanna.Anderson@alexandriava.gov<mailto:Joanna.Anderson@alexandriava.gov>> wrote:

Cathy - I have spoken with P&Z and we are ok with your proposed approach to split the costs. The city will cover the cost of the fee in exchange for the costs JBG spent on the plat. The offsetting fees work.

Joanna

Joanna C. Anderson
Deputy City Attorney
Office: 703.746.3750
Cell: 703.615.5223

Sent from my iPad

On Nov 29, 2016, at 11:11 AM, Puskar, M. Catharine <cpuskar@thelandlawyers.com<mailto:cpuskar@thelandlawyers.com>> wrote:

To make things simpler – you are asking us to split the subdivision application fee which would be \$2000. If we are co-applicants and need to split the application fee, then it is only right that we share the fee for preparation of the subdivision plat, which includes the City's property. I have confirmed with Kevin Washington that the fee for preparation of that plat was \$4,000. As such, the City owes us \$2000 for plat preparation, which would offset the \$2000 we owe you. Please confirm that the offsetting fees works or let me know if we can expect a check for the plat preparation and we will then pay the subdivision application fee.

From: Puskar, M. Catharine
Sent: Tuesday, November 29, 2016 11:01 AM
To: 'Joanna Anderson'; 'Kendra Jacobs'; 'Richard Lawrence'
Cc: Friedlander, Amy; 'Karl Moritz'; 'Jeffrey Farner'

11/29/2016

Re: Subdivision - Richard Lawrence

SUB2016-0008

Application Materials

12/12/2016

Subject: RE: Subdivision

Ps – Intent does not matter when the words are clear. The fact that we agreed to be a co-applicant and prepared the plat at your request, does not obligate us to pay the fee.

From: Joanna Anderson [<mailto:Joanna.Anderson@alexandriava.gov>]

Sent: Tuesday, November 29, 2016 10:59 AM

To: Puskar, M. Catharine; Kendra Jacobs; Richard Lawrence

Cc: Friedlander, Amy; Karl Moritz; Jeffrey Farner

Subject: RE: Subdivision

Hi Cathy – I do not believe that the condition you cite from the metro DSUP was intended to negate your clients' responsibilities to prepare this property for transfer under the conditions of the CDD for Potomac yard North. However, since it appears now that JBG and the City are joint applicants on this subdivision, it seems fair that the fee should be allocated accordingly. Therefore, your client should pay ½ of the base plus \$500 for each of the future parcels that are currently on JBG property. This would result in a fee of \$2000 = \$1000 base and \$500 for each property, rather than the \$3500 that would be required for the full application. I have confirmed this with P&Z.

Thanks.

Joanna

Joanna C. Anderson, Deputy City Attorney

301 King Street, Suite 1300

Alexandria, VA 22314

Office: 703.746.3750 Cell: 703.615.5223

From: Puskar, M. Catharine [<mailto:cpuskar@thelandlawyers.com>]

Sent: Monday, November 28, 2016 4:29 PM

To: Joanna Anderson <Joanna.Anderson@alexandriava.gov> >; Kendra Jacobs

<Kendra.Jacobs@alexandriava.gov> >; Richard Lawrence

<Richard.Lawrence@alexandriava.gov> >

Cc: Friedlander, Amy <afriedlander@thelandlawyers.com> >

Subject: Subdivision

Joanna,

One other thing I forgot to mention...Please see condition 7 in the attached approval for Metro. You will see that it states that the City is responsible for preparing, filing and processing the subdivision plat. As you know, after you and I discussed, my client agreed to have their engineer prepare the subdivision plat at my client's expense. Based on the condition, I am writing for your confirmation that no filing fee is due for the subdivision.

Thanks.

11/29/2016

Re: Subdivision - Richard Lawrence

SUB2016-0008

Cathy

Application Materials

12/12/2016

Attorney-Client Privileged Communication: The information in this email and attachments is attorney-client privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please delete it and immediately notify us by email or by phone. Thank you.