

DOCKET ITEM #10

Zoning Text Amendment #2020-00001

CDD Concept Plan Amendment #2019-00008

Infrastructure Development Site Plan #2019-00043

Pump Station Development Special Use Permit #2020-00008

North Potomac Yard

Application	General Data	
Project Name: North Potomac Yard	PC Hearing:	June 2, 2020
	CC Hearing:	June 20, 2020
	If approved, CDD Expiration:	March 15, 2045 (25 years)
	Plan Acreage:	3,008,689 SF (69.07 acres) Prior to dedication of Potomac Avenue
Location: 3601 Potomac Avenue & 3601 Richmond Highway	Zone:	CDD #19
	Proposed Use:	Mixed Use
	Net Floor Area	Existing: 7.525 million sq. ft Proposed: 7.675* million square feet *Plus, an additional 750,000 sq. ft for community facilities (excluded from total square footage per the North Potomac Yard plan: 600,000 sq. ft Virginia Tech; 150,000 sq. ft Public School)
Applicant(s): CPYR Theater, LLC and CPYR Shopping Center LLC, represented by M. Catharine Puskar, Attorney Virginia Tech Foundation, Inc, represented by Kenneth Wire, Attorney City of Alexandria (Text Amendment only)	Small Area Plan:	North Potomac Yard
	Historic District:	Old and Historic Alexandria
	Green Building:	Compliance with the City's Green Building Policy

Purpose of Application

The Applicant requests approval of a Text Amendment, CDD Concept Plan Amendment, Development Special Use Permit with site plan, and a Preliminary Infrastructure Site Plan, in order to receive zoning approval for the proposed mix of uses in North Potomac Yard, including the new Virginia Tech Innovation Campus and to begin constructing the proposed road network and infrastructure required for Phase One development to of North Potomac Yard.

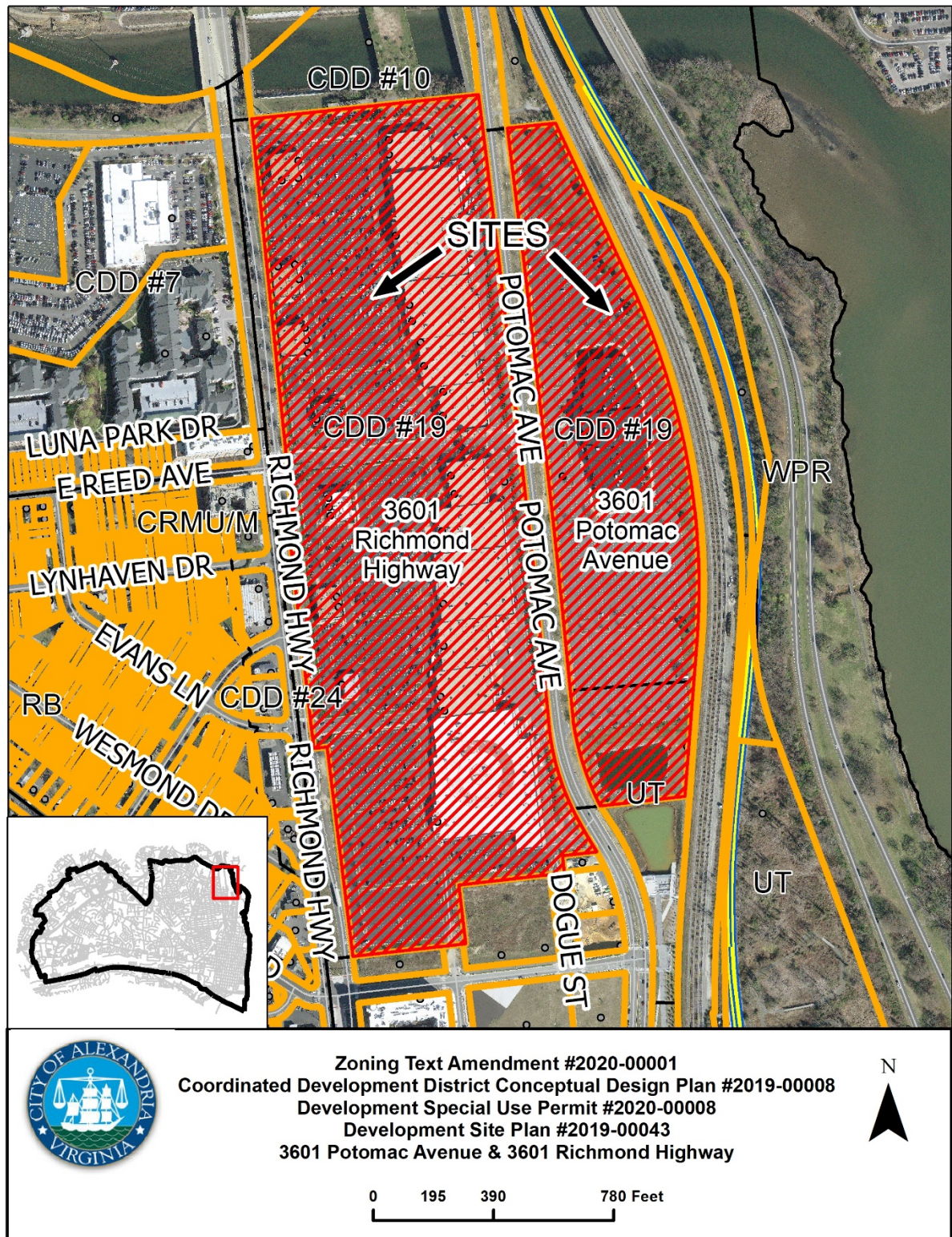
Special Use Permits and Modifications Requested:

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| <ol style="list-style-type: none">1. A Text Amendment to the Zoning Ordinance to amend the provisions of Section 5-602(A) to modify the Maximum Height reference and Uses in Coordinated Development District #19;2. An amendment to the previously approved (CDD #2009-0001) CDD #19 Concept Plan to change the North Potomac Yard Neighborhood Development Summary, Height Diagram, and Phasing Plan;3. A Development Special Use Permit with site plan for the construction of a pump station per section 7-1202 of the Zoning Ordinance; and4. A preliminary Development Site Plan for the construction of sitewide infrastructure for Phase One redevelopment. |
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Staff Recommendation: APPROVAL WITH CONDITIONS

Staff Reviewers:

Sara Brandt-Vorel, Urban Planner, P&Z, Sara.BrandtVorel@alexandriava.gov Dirk H. Geratz, AICP, Principal Planner, P&Z, Dirk.Geratz@alexandriava.gov Robert Kerns, AICP, Division Chief, P&Z, Robert.Kerns@alexandriava.gov Karl Moritz, Planning Director, P&Z, Karl.Moritz@alexandriava.gov



PROJECT LOCATION MAP

I. SUMMARY

A. Recommendation

Staff recommends **approval** of the proposed requests from CPYR Theater, LLC, CPYR Shopping Center LLC, and the Virginia Tech Foundation, Inc, subject to compliance with the Zoning Ordinance, and all applicable codes, adopted policies, the North Potomac Yard Small Area Plan, the North Potomac Yard Urban Design Standards, CDD #19 and staff's recommendations.

The proposed amendments to the Coordinated Development District Concept Plan and Text Amendment have been strategically identified to permit the Virginia Tech Innovation Campus to proceed with design and construction in the North Potomac Yard neighborhood while preserving the intent of the North Potomac Yard Small Area Plan. The requested Preliminary Infrastructure Site Plan would permit the applicants to be implementing the road network and site infrastructure as envisioned in the Small Area Plan and CDD Concept Plan, if approved. The Development Special Use Permit request for the pump station would permit a special utility use in North Potomac Yard and allow the applicant to begin preparing the site for the construction of the pump station infrastructure necessary to support envisioned development levels.

B. Project Description

The requests contained in this application are designed to facilitate the development of the Virginia Tech Innovation Campus within the boundaries of the North Potomac Yard Small Area Plan while preserving the integrity of the plan. The proposed CDD Concept Plan Amendments align the proposed Virginia Tech Innovation Campus development with the recently approved Master Plan Amendments. Concurrent with development by Virginia Tech, CPYR Theater and Shopping Center LLCs are focused on the delivery of office, retail and residential uses adjacent to the forthcoming Potomac Yard Metrorail Station. This vision is consistent with the North Potomac Yard plan and aspires to provide a holistic neighborhood experience between the Metrorail Station and Virginia Tech's campus. To deliver a critical mass of development and activity to create a vibrant neighborhood, redevelopment will be concentrated in Phase 1, an area located to the east of Potomac Avenue, while future development will occur in Phase 2, west of Potomac Avenue (*see Attachment 1*).

As written, the Coordinated Development District #19 Concept Plan and Zoning do not permit a public university and strategic amendments to the Plan's road network, permitted uses, building heights and location of uses are being sought to ensure the campus use and design can be integrated in the community and match the North Potomac Yard Small Area Plan.

Concurrent with the requested revisions to the CDD Concept Plan and Text Amendment, the applicants are seeking preliminary approval of an Infrastructure Site Plan to begin implementing the road network and infrastructure required to support the CDD Concept Plan. The Infrastructure Site Plan would install site utilities, such as sewer connections along with interim sidewalks and roadways for Phase One. The applicants are also seeking approval of a Development Special Use

Permit for a pump station to install necessary sanitary infrastructure to support North Potomac Yard and future adjacent areas of development.

The Planning Commission and City Council are being asked to act on the following specific applications:

- **Text Amendment #2020-0001:** to reflect use land changes and maximum building height references.
- **CDD #19 Concept Plan Amendments #2019-0008:** to amend the CDD Concept plan and conditions for consistency with the Small Area Plan and current regulations.
- **Preliminary Infrastructure Site Plan DSP #2019-0043:** to begin the site preparation and installation of the interim road network and permanent site infrastructure for Phase 1 North Potomac Yard. As a site plan, this will only be reviewed by Planning Commission.
- **Development Special Use Permit DSUP #2020-0008:** to approve a pump station as a special utility use in North Potomac Yard to include the general location, size and approve the mechanical equipment for the pump station.

In combination, these requested approvals permit:

- An increase in density from 7.5 million square feet to 7.675 million square feet (plus an additional 750,000 square feet for community facilities – excluded from the total square footage per the North Potomac Yard Plan which is allocated to 600,000 square feet for Virginia Tech and 150,000 square feet for a new ACPS school);
- The addition of Public School uses within North Potomac Yard to permit Virginia Tech to construct an approximately 600,000 square foot Innovation Campus;
- Additional permitted uses within North Potomac Yard CDD #19 to permit a vibrant mix of commercial uses to support the long-term growth of the neighborhood;
- Reallocation of uses within North Potomac Yard to permit greater flexibility for neighborhood development to respond to future market demands;
- Relocation of the City's possible school site;
- A refined street network to facilitate connections between Virginia Tech's campus and the neighborhood;
- Increased building heights to concentrate density closer to the Potomac Yard Metrorail Station;
- Updated phasing requirements for site infrastructure and connectivity;
- The construction of an initial road network for Phase 1 redevelopment; and
- The approval of a pump station use to support future redevelopment and growth in North Potomac Yard and adjacent redevelopment sites.

As previously determined this project, including the amendments, conforms to the City's adopted plans, codes, and policies.

Next Steps: Future Development Requests

Given the scope of redevelopment envisioned for North Potomac Yard while ensuring Virginia Tech's Innovation Campus is ready for students in September 2024, the applicant and staff have developed a phased approach to review the development proposals for Phase 1 of North Potomac Yard. In the coming months, the following Phase 1 reviews will be brought forward to Planning Commission or Planning Commission and City Council for their approval.

- **Development Special Use Permits:** eight distinct building DSUP's are expected in fall through winter 2020. Each proposed building will go through a full development review process which is currently underway. Building design will be reviewed by the Potomac Yard Design Advisory Committee for consistency with the Design Guidelines and seek approval from the Planning Commission and City Council.
- **Environmental Sustainability Master Plan:** to provide a framework for achieving carbon neutrality by 2040 and guide for long-term sustainable practices in North Potomac Yard.
- **Open Space Master Plan:** An overarching vision for the design and principles of open space in North Potomac Yard for Phase 1 and Phase 2 to ensure open space meets the diverse needs of the community.
- **Development Special Use Permit for North Potomac Yard Park:** A Development Special Use Permit to permit the construction of North Potomac Yard Park.

Future development is envisioned in Phase 2 of North Potomac Yards consistent with the North Potomac Yard Small Area Plan and the CDD Concept Plan and does not have a timeline identified for redevelopment.

II. BACKGROUND

A. Site History

The subject site, North Potomac Yard, is approximately 69.07 acres (64.6 acres after the dedication of Potomac Avenue) and consists of two parcels of land, bisected by Potomac Avenue. The smaller parcel of approximately 19 acres, known as Phase 1, is located to the east of Potomac Avenue and currently consists of the Regal Potomac Yard Movie Theater and surface parking lots. The remaining 45 acres of land are located to the west of Potomac Avenue, known as Phase 2 and consist of a mix of retail stores and restaurants, such as a Target, Old Navy, &Pizza, Cava and Best Buy along with required surface parking. The various retail buildings were constructed during the 1990s and have hosted a mix of neighborhood and regionally serving retail tenants.

CDD & Zoning History:

The site was home to an active rail yard from the 1906 through its eventual decommissioning in 1989 and during its peak in the 1930s, thousands of train cars were processed daily. Much of the adjacent residential neighborhoods to the west of the site, such as Del Ray and Potomac West, were created to provide housing for the rail yard's thousands of workers. With the decline in rail

use, the future of the site was reimagined in the 1970s as part of a Master Plan for the Potomac Yard/Potomac Greens site, called Alexandria 2020. The 1974 plan, spanning from what is now the intersection of Potomac Avenue and Maine Line Boulevard in the South, to Four Mile Run in the north, called for a mixed-use neighborhood development with a centrally located Metrorail Station. The Alexandria 2020 plan began to layout the street grid for Potomac Yard which would connect to the existing street grid of the adjacent neighborhoods, establish the architectural character of the community and called for up to 16 million square feet of new development (see Table 1). However, the plan was never formally submitted to City Council for consideration.

In 1992, with the citywide Master Plan update, new zoning for the site was approved under Coordinated Development District #10 (CDD #10) which maintained the general area and mixed-use vision for the site but decreased the approved density from 16 million square feet to 8.8 million square feet. As part of the CDD plan, the entire rail yard was divided into 14 Landbays in order to phase the development of the site. The bays are named alphabetically, “A” through “M.”

After receiving the CDD zoning, the property owner at the time explored locating the Jack Kent Cooke Stadium in Potomac Yard to be the home stadium for the Washington Redskin’s football team. The proposal was not supported by the City; however as an outcome of those discussions, the development program for Potomac Yard was increased from 8.8 million square feet to 11.4 million square feet.

In 1999, the property was sold to Commonwealth Atlantic Properties, who amended CDD #10 to revise the proposed mix of uses and reduced the amount of square footage from 11.4 million square feet to 6.4 million square feet.

In May 2010, City Council adopted the North Potomac Yard Small Area Plan which built upon a two-year process to develop a community vision for the future of North Potomac Yard; bisecting the existing boundaries of Potomac Yard just north of E. Glebe Road. The vision for North Potomac Yard was to transform a 600,000 square foot suburban shopping center into a walkable, transit-oriented urban community. The plan developed a framework to increased density, promote sustainability, create a network of parks, and provide innovative architecture, while protecting adjacent neighborhoods. The plan also solidified the importance of a Metrorail Station in North Potomac Yard to support the envisioned levels of development.

The North Potomac Yard Small Area Plan recommended the creation of a new CDD to fulfill the vision, guiding principles and recommendations of the Small Area Plan. In June 2010, City Council approved the creation of North Potomac Yard by rezoning a portion of CDD #10 to CDD #19, permitting the 600,000 square foot retail center to develop into an urban town center of 7.5 million square feet of development. In conjunction with the rezoning, City Council approved a Coordinated Development District Conceptual Design Plan which identified a mix of potential uses, including office retail, hotel, residential, open space and community facilities. In addition to the establishing a vision for the North Potomac Yard area, the CDD provided proposed development phasing, and developed a funding strategy between the City, the property owner and CPYR for the construction of the Metrorail Station.

Table 1: History of Zoning Tabulations for Potomac Yard/North Potomac Yard

Land Use	Alexandria 2020 Plan	1992 CDD Zoning	CDD Amendment – Jack Kent Cooke Stadium	1999 CDD Zoning	CDD #10 (2010)	CDD #19 (2010)	CDD #19 (2020)
Office	5.8 M sf	2.75 M sf	3.75 M sf	1.9 M sf	1.93M sf	1.9 M sf	1.6 M sf
Retail	440,000 sf	300,000 sf	425,000 sf	735,000 sf (including 600,00 sf from Landbay F)	120,000 sf	930,000 sf	743,780 SF
Hotel	180,000 sf	625 rooms	625 rooms	625 rooms	625 rooms	170,000 sf	82,900 sf
Residential	6,452 units	3,500 units	4,500 units	2,200 units	2,200 units	1,100 units	1,250 units
Residential or Office						3.4 M sf	3.6 M sf
Academic							750,000 sf
<i>TOTAL</i>	<i>16 M sf</i>	<i>8.8 M sf</i>	<i>11.4 M sf</i>	<i>6.4 M sf</i>	<i>5.8 M sf</i>	<i>7.5 M sf</i>	<i>7.9 M sf</i>

After many years of study, in June 2015, City Council approved the location of the Potomac Yard Metrorail Station, at the southern end of North Potomac Yard. A portion of the Metrorail station is also located in the northernmost end of the Potomac Yard/Potomac Greens Small Area Plan. This Metrorail station, located between the existing stations at Ronald Regan Washington National Airport and Braddock Road, will provide additional capacity for the north eastern portion of the City. Construction on the station commenced in late 2019 and is anticipated to be open to the public in March of 2022.

Concurrent with the 2015 finalization of the Metrorail Station location, the landowner in North Potomac Yard reengaged with the City to update the 2010 North Potomac Yard Small Area Plan to update the plan feasibility and implementation. Over a period of two years, Staff worked with the applicant and the community to update the small area plan, focusing on a stronger integration of sustainability, design, and open space values throughout the plan. The update also provided greater integration of the new station location with a civic plaza and focused plan density around the station location. The updated North Potomac Yard Small Area plan was adopted by City Council in June 2017. However, while the Small Area Plan was updated in 2017, the existing CDD Concept Plan, CDD#19 Conditions, and North Potomac Yard Urban Design Guidelines were not updated.

In November 2018, Amazon announced the results from their year-long search for a second headquarters location in a newly branded site called National Landing. National Landing consists

of property in Pentagon City, Crystal City and Potomac Yard. Simultaneous with Amazon's announcement, Virginia Tech and the Commonwealth announced a partnership with the City of Alexandria to locate a new Innovation Campus in North Potomac Yard, in walking distance of the new Potomac Yard Metro Station. Virginia Tech's Innovation Campus will be a graduate-level campus focused on high-tech degree and research programs with a focus on computer science, software engineering, data science, security and technology to develop a tech-talent pipeline for Amazon.

B. Site Location

The North Potomac Yard site is in the northeastern part of the City of Alexandria and constitutes the boundaries of the North Potomac Yard Small Area Plan and CDD #19. The approximately 70-acre site is bounded by Route One to the west, Four Mile Run to the north, WAMATA Metrorail lines to the east and E. Glebe Road to the south. The entire site is zoned CDD#19, a high-density mixed-use zone. The site is currently bisected by Potomac Avenue, which runs north to south and by East Reed Avenue, which runs east to west, and intersects with Potomac Avenue. The site is currently developed as regional shopping center with large, one-story retail stores, restaurants, a movie theater and surface parking lots. The site is surrounded by a mix of retail and residential uses; with large format retail, such as grocery stores and automobile sales to the north and northwest. A mix of low- to mid-density residential is located to the west and south, including five- to eight-story multi-family buildings and the townhomes and single-family homes of Del Ray.

The site is well served by vehicular access as Route One is a primary transportation corridor within the City and the site is proximate to the George Washington Memorial Parkway. The subject site is also within a quarter-mile of numerous DASH and WAMATA bus routes. The site is also directly served by the City's Metroway (a Bus Rapid Transit Line) which provides connectivity between the Braddock Road and Pentagon City Metro Stations. Additional BRT stops will be added within North Potomac Yard as the site redevelops. The North Potomac Yard site is also directly south of the Ronald Reagan Washington National Airport, providing easy access to an airport with nationwide flights.

The site has several development constraints, most notable, the Federal Aviation Administration (FAA) building height restrictions due to the site's location within the flight path to Ronald Reagan Washington National Airport. As such, the maximum heights within the North Potomac Yard Small Area Plan and CDD Concept Plan have been set as the maximums per the identified flight paths and all final building heights must receive approval from the FAA. Additionally, within Phase 1 of North Potomac Yard, the easternmost portion of the site, east of New Street B, falls within the 500-foot boundary of the George Washington Memorial Parkway and is within the boundaries of the City's Old and Historic District. As such, any structures and permanent fixtures may require review and approval by the Board of Historical Review, in addition to applicable design review boards. A portion of the northernmost end of North Potomac Yard, adjacent to Four Mile Run, falls within the boundaries of a designated Resource Protection Area.

III. ZONING

The subject site is zoned CDD#19 and constitutes the boundaries of the North Potomac Yard Small Area Plan and the CDD Concept Plan. The CDD #19 zoning, in the Zoning Ordinance and CDD Conditions (Table 2 in CDD Conditions) regulate the mix of uses, permitted densities and building heights in North Potomac Yard.

Staff proposes amendments to Section 5-602(A) of the Zoning Ordinance in the CDD#19 Zoning Table, including:

- Amend the “Maximum F.A.R. and/or Development Levels” to update the references for Table numbers of CDD Conditions to reflect updates to the CDD Conditions.
- Amend the “Maximum Height” section to replace the reference to the North Potomac Yard Design Standards with a reference to the North Potomac Yard Small Area Plan. The two documents utilize the same height maps and building heights should be regulated through a master plan document instead of the design guidelines, which are an advisory document.
- Amend the “Uses” section to expand the number of proposed uses which are appropriate for consideration within the North Potomac Yard Neighborhood as a vibrant, mixed-use neighborhood. Staff is proactively expanding the range of uses that are allowed within the CDD, consistent with uses found in mixed-use and high-density zones.

Table 2: CDD #19 Zoning Table with Proposed Revisions

CDD No.	CDD Name	Without a CDD Special Use Permit	With a CDD Special Use Permit		
			Maximum F.A.R. and/or Development Levels	Maximum Height	Uses
19	North Potomac Yard	The CSL zone regulations shall apply on the first 250 feet east of Route 1, and the I zone regulations shall apply on the remainder of the site. However, in no case shall the development exceed 610,000 square feet.	Maximum development levels will be as depicted in Table 5 3 of the CDD conditions. Conversion of square footage between uses may be permitted through the development special use permit process. Refer to Table 3 1 of the CDD conditions for maximum parking ratios.	Heights shall be as shown in the North Potomac Yard Design Standards dated May 24, 2010 <u>North Potomac Yard Small Area Plan, as may be amended.</u>	Mixed-use development to include, amusement enterprises; child care home; day care center; health and athletic club; health professional office; home professional office; restaurant; business and professional office; residential multi-family dwelling; retail shopping establishment; public park and community recreation buildings; outdoor dining; valet parking; light assembly; service and crafts; private school (commercial); private school (academic); and personal service; hotel; parks and open spaces; public schools; special use utility; and community facilities.

IV. STAFF ANALYSIS

A. CDD Concept Plan Amendment & Consistency with Master Plan

The applicant's site is governed by CDD #19 (CDD#2009-0001), which was approved by City Council in June 2010 as part of the rezoning of the site to separate North Potomac Yard (Landbay F) from the larger Potomac Yard area to the south, CDD#10. The creation CDD #19, was a recommendation of the North Potomac Yard Small Area Plan, which was concurrently approved by City Council in June 2010 and subsequently amended in June 2017 and March 2020. The 2017 North Potomac Yard Small Area Plan updates were not reflected in a parallel update to the CDD Concept Plan or Conditions, which maintained their original 2010 content.

The CDD Concept Plan, dated November 2009 and approved concurrently with the North Potomac Yard Small Area Plan in June 2010, included high-level designs which reinforced the concepts envisioned in the Small Area Plan, and in areas where silent, deferred to the North Potomac Yard Small Area Plan. Key concepts in the CDD Concept Plan included:

- The boundaries of the North Potomac Yard CDD;
- Defined neighborhoods within the CDD;
- Development levels per each proposed neighborhood;
- Proposed road network and development blocks;
- Proposed bicycle and pedestrian paths; and
- Key vehicular intersections along Route 1.

As part of the amendment request, the applicant would update the CDD Concept Plan and CDD Conditions to align with the March 2020 amendments to the North Potomac Yard Master Plan. Key updates to the North Potomac Yard Small Area Plan which would be mirrored in the CDD Concept Plan, include:

- The final siting of the Potomac Yard Metrorail Station;
- An update to the land use map to reallocate uses within the Plan area to incorporate the Virginia Tech campus;
- An update to the land use map to relocate the proposed school site from Block 4 to Block 23.
- An amendment to the development table to reallocate uses within Phase 1 development blocks and to permit greater flexibility for future development to respond to market demands;
- Revisions to the development table to increase density from 7.525 million square feet to 7.675 square feet for the provision of affordable housing on Block 23;
- Removal of the mid-block pedestrian connection on Block 10 and relocate the connection within Block 7;
- Revisions to framework streets to remove Tide Block Avenue east of Potomac Avenue and to refine the street network to enable the development of the Virginia Tech buildings and additional open space; and
- An update to the building heights map to increase heights to better concentrate building height and density around the Potomac Yard Metrorail Station.

The changes enumerated above are strategic changes identified to facilitate the location of the Virginia Tech Innovation Campus within Phase 1 redevelopment of North Potomac Yard. None of the proposed changes have an impact on the vision of Phase 2 redevelopment which will occur in the future.

The North Potomac Yard Small Area Plan and CDD #19 anticipated phased redevelopment which would build upon a new Metrorail station as a catalyst for a sustainable, high-density, mixed-use community. The existing CDD Conditions were adopted in 2010 with the original CDD Concept Plan and were not updated with the 2017 Master Plan revision. With the announcement of the new Virginia Tech Innovation Campus, many of the existing CDD Conditions need to be updated to reflect the new mix of uses, changes in market forces, the March 2020 Small Area Plan Amendments and updated standard practices and regulatory guidelines. Staff finds the proposed amendments to the CDD Concept Plan will bring the Concept Plan in alignment with the applicant's proposal and the March 2020 Master Plan Amendments. While most conditions were updated, general themes to the overall amendments included:

- Refinement of conditions based on changes to standard City practices between 2010 and 2020.
- Changes to conditions related to phasing and timing to ensure development occurs holistically in Phase 1 to deliver a vibrant and mixed-use community that builds upon the Virginia Tech Innovation Campus.
- Removal of conditions which have been met since condition approval in 2010.
- Strategic changes to conditions to provide additional contributions towards affordable housing.
- Refinements to required infrastructure conditions based on a greater understanding of the proposed development envelope and system capacity.

B. CDD Text Amendment

Staff has drafted an amendment to the CDD Zoning Table, in Section 5-600 of the Zoning Ordinance as it relates to the zoning for CDD #19. This text amendment requires the initiation of the amendment by the Planning Commission and approval by City Council and is being processed in conjunction with the CDD Concept Plan Amendment and the applicant's other requests. See Attachment 2.

C. Preliminary Infrastructure Site Plan

The applicant is submitting a preliminary infrastructure site plan for review and approval by the Planning Commission. If approved, the applicant would continue to work with staff to administratively approve the Final Site Plan per the City's established Final Site Plan requirements.

To fulfill the guiding principles of the North Potomac Yard Small Area Plan, the applicant proposes to construct a network of streets, parks and publicly accessible open spaces recommended

in the Plan. In addition, the applicant proposes to construct approximately 1.9 million square feet of new development (excluding below grade parking garages) in Phase 1 in conformance with North Potomac Yard Small Area Plan and North Potomac Yard Innovation District Design Excellence Guidelines.

The preliminary infrastructure site plan will lay the framework for seven new blocks of development and either create new or extend existing streets which were identified in the Small Area Plan and CDD Concept Plan. Existing East-West Streets of East Reed avenue and Evans Lane will be carried into Phase 1 (and will eventually be installed through Phase 2) to connect North Potomac Yard with the street grid west of Route One. A new East-West road of Silver Meteor Avenue will be developed and integrated into North Potomac Yard. Two new North-South roads of New Street A and New Street B will run parallel to Potomac Avenue and provide connectivity from the new Potomac Yard Metrorail Station in the southern portion of Phase 1 to the Virginia Tech Innovation Campus located in the northernmost portion of Phase 1. As Phase 1 roads are connected into Potomac Avenue, intersections will be constructed with full traffic signals and pedestrian infrastructure to ensure safe connectivity across Potomac Avenue to the new Metrorail Station. Internal to the site, traffic controls will include stop signs and other traffic calming measures to prioritize the pedestrian experience.

Per the North Potomac Yard Innovation District Design Excellence Guidelines, all parking must be located underground and as part of the preliminary infrastructure site plan, the footprints of underground parking garages have been shown on the plans and for reference in Attachment 3. To facilitate a lower total number of parking spaces while ensuring adequate parking supply, the applicant is proposing shared parking garages between future buildings 10, 14, 15 and 19. The design of the underground garages will span portions of New Street A and Silver Meteor Avenue between the buildings. As such, portions of New Street A and Silver Meteor Avenue which are located above the private parking garages will be private roads with a public access easement while all other roads in Phase 1 will be public roads. Buildings 7W, 18 and 20 will have underground parking which will not enter under public roads. However, given the relatively narrow depth of the proposed blocks, portions of the sidewalks will cover underground garages, in those instances, the sidewalk will be privately owned with a public access easement. The final design and materials of the streets and sidewalks, along with unifying sitewide design elements are being finalized through parallel planning processes with the Park and Open Space Plan and individual Development Special Use Permits for each building. Once the street design has been finalized, the information will be incorporated into the Final Infrastructure Site Plan.

The final road geometries and design of infrastructure necessary to support DASH bus pick-up and drop-off adjacent to the North Potomac Yard Metrorail Station is being finalized through the infrastructure site plan. The applicant team has worked with staff to ensure the initial road geometries envisioned in the Small Area Plan are adapted to provide adequate turning radii and road widths to support the bus turning, passing and parking movements on site. Key changes made by the applicant team to support DASH operations, included:

- Removal of an underground parking garage beneath New Street A between Buildings 18 and 20 to ensure buses were traversing a public road;
- The widening of radii at critical intersections on site to ensure adequate widths;

- The widening and alignment of street sections to ensure roads and parking spaces were designed to support the City's fleet of buses; and
- Integration of on-street bus shelters with building and sidewalk design to ensure the shelters meet ADA and City standards while providing a streetscape that complies with the Small Area Plan.

As the preliminary infrastructure site plan is finalized by the applicant with staff review, the final location, sizing and design of sitewide infrastructure such as stormwater, electrical, sanitary and other components will be refined. This timing will also allow the final design of the North Potomac Yard Pump Station to continue to evolve and tie into the Infrastructure Site Plan (See Pump Station under Section D. Pump Station DSUP for additional detail). Prior to the release of the Final Site Plan, the applicant team will continue to refine the final location and design of the Pump Station. It is envisioned that the area of the Pump Station, as seen outlined in red in Attachment 4, may become a separate phase of the overall Site Plan to allow for that portion of the plan to be released and allow for initial site work while the remainder of the infrastructure site plan is finalized. If the applicant chooses to accelerate the release of the site plan for the Pump Station, Condition 9 in the infrastructure conditions allows for the Pump Station to become a separate site plan from the larger infrastructure site plan.

The Final Infrastructure Plan will also include a reference sheet of the final proposed streetscape design and common design elements in North Potomac Yard which will be integrated across the neighborhood. Infrastructure Condition 16 requires the applicant to establish a common elements guide, similar to the approach utilized in the Waterfront Plan. The common elements guide will set the final streetscape elements such as lighting and common area elements along with streetscape paving materials and general aesthetics of Phase 1 development. The common area elements will serve as a reference document for the final design of the streetscape which will be installed with each individual building DSUP. As each building DSUP is submitted to staff for review, it will be compared to the set of common elements shown in the infrastructure plan to ensure consistency in the design and development of the streetscape elements in Phase 1.

D. Pump Station DSUP

Special Utility Use Request

As part of the proposed redevelopment of North Potomac Yard, and as envisioned in the 2010 Coordinated Development Plan and the 2017 Small Area Plan, the Applicant proposes to construct a pump station and associated components on the northeastern end of the site to manage the sanitary sewage flows from the future North Potomac Yard development as well as any future development of properties across Route 1 to the west.

With this application, the Applicant requests approval for the pump station use. Pursuant to Section 7-1202(A) the pumping station is classified as a *special use utility* and is permitted only with approval of a special use permit. Special use utilities are defined as utilities associated with public utilities, public service corporations, municipal departments, public commissions or public authorities. These special utilities may include tanks, towers, standpipes or other facilities used for

storing water, sewage or other liquids or gases, electric power substations, telephone exchange buildings and structures, and pumping stations.

Phasing of Approvals

The phasing for the Pump Station has several stages, the initial stage for consideration in June 2020 allows for the pump station use and the site plan approval for the station's general footprint and location as seen on the Infrastructure Site Plan. If approved, the applicant may proceed with coordinating the final technical designs of the pump station mechanical equipment with City Staff and AlexRenew while preparing the general site in conjunction with the Infrastructure Site Plan. Initial site work includes grading, connecting the new pump station to the existing sewer infrastructure and excavating the foundation of the structure. The second phase which will occur under a subsequent amendment to this DSUP which will provide the architectural design and exterior shell for the pump station. The design will be subject to review by PYDAC and the Board of Architectural review.

Pump Station Technical Description

The North Potomac Yard Pump Station will be a self-cleaning type wet well and dry well configuration with an above-grade operations building. The above grade size of the pump station is expected to be about 95 feet by 45 feet for an overall area of approximately 4,275 square feet. The below grade portion of the structure will extend to approximately 48 feet below grade.

The above-grade operation building will be divided into multiple rooms. The room above the screening room will include a compactor and receptacle for screenings. It will also include HVAC services, odor control systems, an operator restroom, and exterior and interior access. A stairwell will lead down to the screening room.

The pump station may also include a sewage wastewater energy exchange or SWEE, which is an innovative system that extracts thermal energy from wastewater. This portion of the pump station is an effort being promoted by Virginia Tech as part of their sustainability commitments. The system works by taking raw wastewater, which is typically at a higher temperature than other water sources and passes it through a separator, which removes solid waste and sends it back to the pump house storage tank. The liquid waste then passes through a heat exchanger, which extracts its thermal energy to heat a separate stream of clean fluid. The heat-depleted wastewater returns to the sewer, while a heat pump distributes the clean fluid throughout a building in much the same way as a conventional boiler and radiator system works.

The timing of when the SWEE will be viable is dependent upon the amount of wastewater flow into the pump station. Virginia Tech is still evaluating when the optimal time will be to install the system as equipment selections have both minimum and maximum limits on how much wastewater can be accommodated. At a minimum, all of Phase 1 of NPY will need to be built for the system to have the ability to serve a portion of the Virginia Tech campus. Maximizing the planned use of the SWEE system for the buildings in Phase 1 will require the completion of Phase II construction.

The current footprint size of the SWEE is estimated at approximately 51'x40' which will include pumps, heat exchangers and building support equipment. The current footprint shown for the pump station has adequate space reserved to accommodate the SWEE with the final design to be resolved through the future second Phase of the DSUP pump station.

Another piece of equipment associated with the pump station is a permanently installed emergency power generator that will be housed in a dedicated generator room in the operation building. A 3,000-gallon aboveground fuel storage tank will be located outside the pump station building adjacent to the generator room to provide a generator fuel supply sufficient for 96 hours of operation. The pump station site will include an access lane for service vehicles using an existing CSX service road accessible just north of the pump station. This service lane will double for parking of maintenance vehicles near the pump station structure. Please see Attachment 4 for the proposed footprint of the pump station.

Review of Impacts

Staff has reviewed the proposed use regarding any potential impacts on surrounding properties. The isolated location of the building creates a situation where impacts to adjacent properties will be minimal. Furthermore, the building is buffered from adjoining properties by Four Mile Run to the north, CSX /Metrorail rail corridor and the George Washington Parkway to the east, and the new North Potomac Park to the west and south.

Since the pumping station will handle raw wastewater, the control of odors is always a concern. The station will be fully enclosed and connected equipped with odor control equipment to minimize the potential for any odorous air. Additionally, noise from the pumping operations will be mitigated through the cast-in-place concrete enclosure which will house the pump station operations.

As noted earlier the design of the exterior shell of the pump station will be subject of a future amendment. Staff will work to encourage a design approach that will carefully integrate the design of the pump station into the surrounding Potomac Yard Park. Staff is also interested in finding ways to engage the public with the building by incorporating educational components that explain the operation and function of the station, including art and perhaps viewing platforms giving access to vistas of the park and Potomac River. The pump station will fulfill its functional purpose while also being a contribution to the park's landscape.

Construction of the pump station is expected to take about 18 months with operations to begin in the Spring of 2023. The station will be maintained and operated by AlexRenew.

E. Construction Phasing

Given the scale and complexity of coordinating the development of approximately 1.9 million square feet of new development, infrastructure, roads, landscaping and utilities within approximately 19 acres, the applicant has sought to develop a layered phasing approach to allow

for the delivery of the Virginia Tech Campus by Fall of 2024, along with preliminary infrastructure and a site that can continue to build out in response to market demand.

Preliminary Infrastructure Plan

The preliminary infrastructure plan will provide the initial groundwork for all development in Phase 1 of North Potomac Yard. The plan shows the underground utilities, such as the sewer lines needed to support all of Phase 1 development, along with interim site conditions such as interim sidewalks, roadways, BMPs and temporary plantings. These interim conditions will be installed to create a connected grid and preliminary connections until each building is constructed and installs the final streetscape and plantings.

Construction for these interim conditions and infrastructure are envisioned to commence in late Fall 2020 and ideally completed by 2022, pending final access to areas of the site which are currently encumbered with an access easement by WMATA to construct the North Pavilion structure. A phased construction approach for the utilities and infrastructure would commence with demolition of existing structures, site grading, installation of site utilities and paving which starts in the northern portion of North Potomac Yard and progresses southward. The applicant has chosen to start at the northern end to time their construction with the simultaneous construction of the Potomac Yard Metrorail Station at the southern end of North Potomac Yard. As WMATA has site control of the area necessary for construction and staging, the applicant is limited in their access to develop the southern end of North Potomac Yard until the completion of the Metrorail Station. However, given construction uncertainty, staff has conditioned the installation of all interim roads to either precede the first certificate of occupancy in North Potomac Yard, or within a period of time of the applicant's access to the southern end of the site after WMATA has vacated the land.

Building Development Special Use Permits and Construction

As the applicant has been working with staff to revise the CDD Concept Plan and develop the preliminary infrastructure plan, they have run a parallel design and review path for all the proposed buildings in North Potomac Yard. Working with Staff and the Potomac Yard Design Advisory Committee, the applicant has developed a schedule to bring building designs forward for approval to Planning Commission and City Council in the fall of 2020. If approved, some buildings would quickly move forward into the final construction design process to allow for Virginia Tech and buildings on Blocks 10 and 14 to open fall of 2024. As each building is approved and constructed, the building would be responsible for installing the final streetscape design, with decorative pavers, final BMPs, landscaping, and any areas of publicly accessible open space. The final conditions on all four sides of the building would come in place and as each building in Phase 1 comes on-line, the final streetscape condition would be built out.

F. Wastewater Management and Sanitary Sewer

Background

To serve the development envisioned in the 1999 Potomac Yard/Potomac Greens Small Area Plan, significant new sewer infrastructure was constructed by the developer in the 2000s including the following:

- Four Mile Run Pumping Station (FMRPS) 20-inch pump over (Reach PY-5). This sewer consists of a 20-inch force main starting from the FMRPS (located at the northern end of Commonwealth Avenue) and connects to a 24-inch gravity sewer on Potomac Avenue at East Glebe Road.
- 24-inch gravity sanitary sewer along Potomac Avenue from East Glebe Road to the Potomac Yard Pumping Station (Reach PY-4).
- Potomac Yard Pumping Station (PYPS). Located on Potomac Avenue just south of East Howell Avenue (Reach PY-3). This pumping station receives a flow from the FMRPS pump over, the River Road sewer service area and southern portion of Potomac Yard.
- 27-inch gravity sewer from the PYPS to the 30-inch Potomac Yard Trunk Sewer (PYTS) located on Main Line Boulevard between East Alexandria Avenue and East Glendale Avenue (Reach PY-2).
- 30-inch PYTS gravity sewer that begins on Main Line Boulevard and connects into the Alexandria Renew Enterprises (AlexRenew) wastewater treatment facility (Reach PY-1).

This sewer infrastructure is shown on the figure below with the reaches designated as described above. The infrastructure was designed to accommodate 6.4 million square feet of development for the entire plan area, along with other reserved capacity set aside by the City for future connections into this sewer system. Given the magnitude of the construction, sewer taps fees were significantly reduced for any development in the plan area as specified in Section 5-6-25.1 of the City Code.

Figure 1: Existing Sanitary Sewer Infrastructure (Design Based on 6.4 Million Square Feet of Development)



In 2010, the zoning for the Potomac Yard area was changed (CDD# 2009-0001) to allow an additional 6.8 million square feet in North Potomac Yard. A sewer study was completed as part of that CDD which identified two downstream reaches of the PYTS as not having sufficient capacity to serve the additional development density. The CDD provided a requirement of a monetary contribution to be used for future capacity improvements for these downstream sections. The CDD also stated that a new pumping station may be required to serve flows from North Potomac Yard and referenced potential sewage treatment capacity limitations at the AlexRenew wastewater treatment facility.

As part of the 2017 North Potomac Yard Small Area Plan update, it was determined that a new pumping station would be required to serve the development in North Potomac Yard. Currently, flows from the existing development are served by the FMRPS located at the northern end of

Commonwealth Avenue. However, neither this pumping station nor the downstream Commonwealth Interceptor sewer have the capacity to serve this development. The new pumping station would be located at the northern end of the development area, within the park. In addition to the pumping station, a force main would be required to convey the pumped flows into the existing sewer system.

The new pumping station will be designed to accommodate a peak flow of 5.6 million gallons per day (mgd). The total peak flow from the plan area is 4.7 mgd, which assumes a 35% reduction in wastewater flows from the allowance of low flow fixtures within the buildings, based on flows computed using the City's Memo to Industry 06-14. No reduction is provided for infiltration and inflow into the sewer system and the peak flow factor is equal to 3.3. The remaining pump station capacity is reserved for the connection of offsite areas west of Route 1.

The current CDD provides for an increase of approximately 900,000 square feet of increased density compared to the 2010 CDD. The applicant has updated the 2010 sewer study to identify which sewers are under capacity and infrastructure improvements required. The analysis was done for Phase 1 development and then all phases of development (Phases 1 and 2). This information is being provided for in the Infrastructure Plan (DSP# 2019-00043).

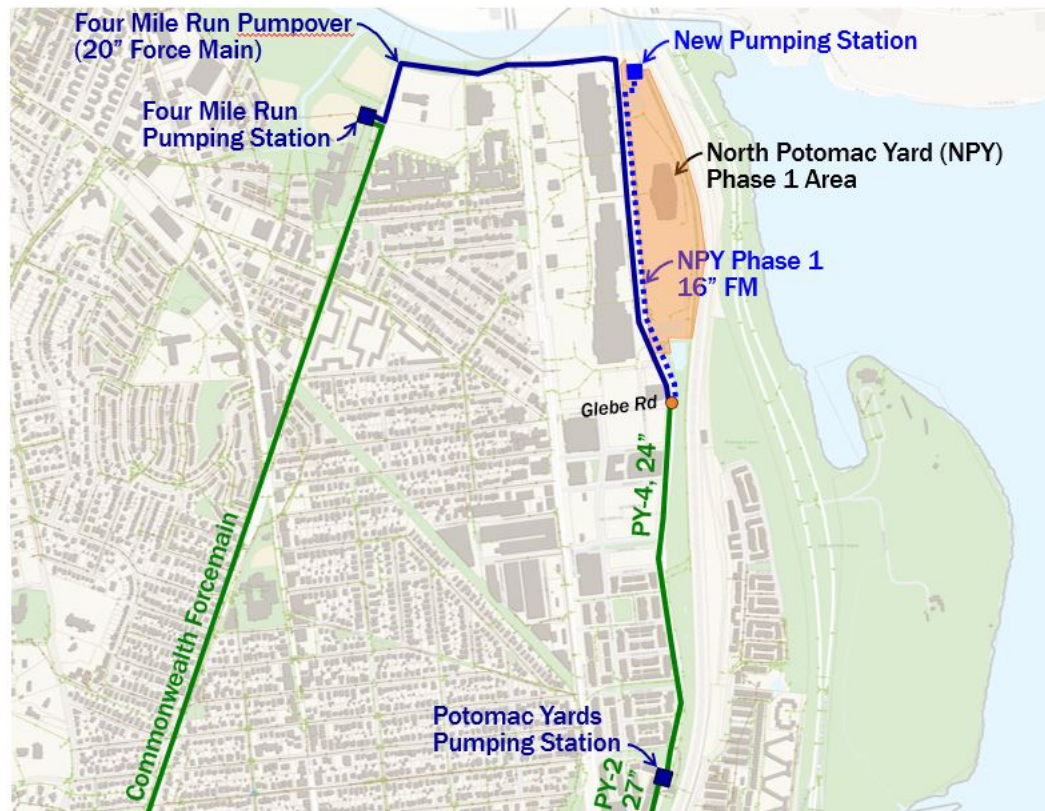
The applicant shall be required to track the flows from each development site plan to ensure that the peak flow from the plan area do not exceed 4.7 mgd. If flows from the plan area are greater than 4.7 mgd, or if the plan is updated to allow for additional density, then a new sanitary sewer study would be required, and additional infrastructure improvements may be needed.

Phase 1 Analysis

The total peak sanitary flow from Phase 1 is equal to 1.0 mgd. As part of Phase 1 development, a new pumping station in North Potomac Yard is required, along with a force main to connect to the existing sewer system. This location of these new facilities is shown in the figure below. The pumping station shall be designed to accommodate both phases of development, with a peak pumping capacity of 5.6 mgd. A portion of this capacity is reserved for additional future development offsite (west of Route 1) that will connect into this pumping station.

A 16-inch force will be constructed from the new pumping station to tie into the existing 24-inch sanitary sewer shown on the figure below (Reach PY-4). The analysis provided for in the associated Infrastructure Plan shows that the existing sewer system has sufficient capacity to handle the flows from Phase 1 development and that no infrastructure improvements are required for existing sewer infrastructure as part of this development phase.

Figure 2: Proposed Pump Station and Infrastructure for Phase 1 Development in North Potomac Yard

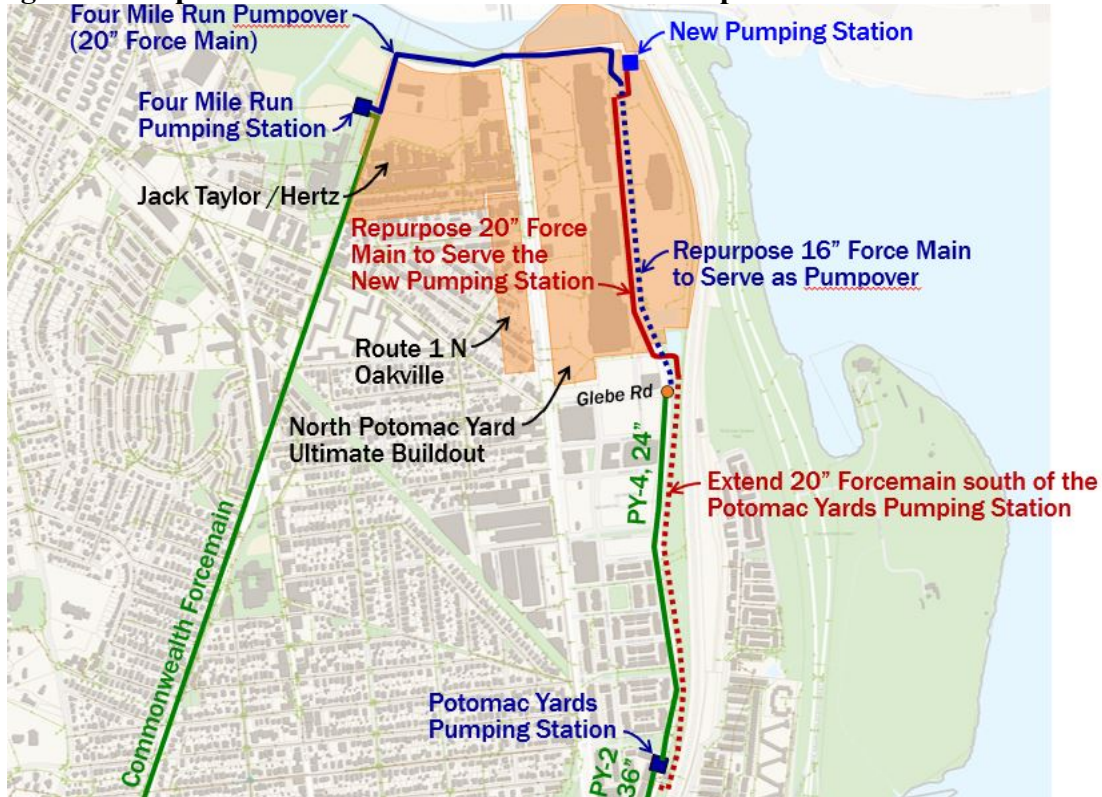


Phase 2 Analysis

As part of Phase 2 of the analysis, the 16-inch force main and the 20-inch force main from the FMRPS will be repurposed (i.e. swapped) and the end of the existing 20-inch force main will be extended to downstream of the existing PYPS as shown on the figure below. There are multiple reasons for the repurposing of the force mains and force main extension:

- The existing 24-inch sanitary sewer (Reach PY-4) and PYPS (Reach PY-3) do not have capacity to convey the flows from both phases of NPY development. Without the force main extension, upsizing of this sewer and of the pumping station would be required.
- The force main extension eliminates pumping flows from one station into another, just to be pumped again. The force main extension option is more sustainable, both in terms of energy efficiency and reduces operational issues from double pumping.
- The force main extension will be less costly than replacing/upsizing existing infrastructure (24-inch sanitary sewer and PYPS upsizing).

Figure 3: Proposed Infrastructure for Phase 2 Development in North Potomac Yard



The Phase 2 analysis shows that both the 27-inch gravity sewer and the 30-inch PYTS do not have sufficient capacity to convey flow from both phases of the development to the AlexRenew wastewater treatment facility. To provide sufficient capacity, the applicant shall be required to make the following infrastructure improvements:

- Upsize the existing 27-inch sanitary sewer to a 36-inch sanitary sewer (Reach PY-2)

In the future, capacity improvements will be required for the PYTS by building a parallel sewer system. The scope and timing for the parallel sewer will depend on the timing of the Phase 2 development, along with other areas of development that connect to this sewer.

Sewer Tap Fee Discussion

As discussed above, significant reductions in sewer tap fees are provided for Potomac Yard based on the infrastructure previously constructed. The discounted tap fees are currently set to expire in 2026. The updated sewer study shows that new infrastructure and upgrades to existing infrastructure are required, which both serves the plan area and areas outside of the plan area. The City and the applicant mutually agree that the proportionate costs in infrastructure required to provide sewer service to areas outside North Potomac Yard may be offset against the sewer tap fees. The following offsets to the sewer tap fees are as follows:

- A tap fee offset of 16.7 percent of the total cost of the pumping station and force main (Phase 1)
- A tap fee offset of 16.7 percent of the total cost of the force main extension (Phase 2)

- A tap fee offset of 69.5 percent of the total cost to upsize Reach PY-2 from a 27-inch to a 36-inch pipe shall be provided (Phase 2)

Sewer tap fee offsets will be based on actual construction costs shared with the City in sufficient detail to the satisfaction of the Director of T&ES. Following the expiration of the tap fee waiver (post 2026), the sewer tap fee offsets for improvements related to Phase 1 development will be credited towards 100 percent of scheduled fees, until all of the offsets provided for in Phase 1 development are recouped. For Phase 2 development, the sewer tap fee offsets will be credited towards the scheduled fees by no more than 50 percent, until all of the offsets provided for in Phase 2 are recouped.

Additional Wastewater Discussion

Wastewater flows from this development will be treated at the AlexRenew wastewater treatment facility. Based on City development forecasts, it is projected that the City will reach its treatment capacity allocation sometime after 2040. As part of the City's sanitary sewer master planning process, alternatives for acquiring additional treatment plant capacity will be studied, which will be funded through sewer tap fee revenues collected citywide.

G. Transportation

Potomac Yard Phase I Amendment Preliminary Multimodal Transportation Assessment

A preliminary multimodal transportation assessment was conducted in Spring 2020 to ensure the transportation network is adequate to support the proposed amendment to Phase I redevelopment of North Potomac Yard Land. This assessment provided a comparative analysis to the previously submitted Multimodal Transportation Study dated May 2017.

Consistent with the 2017 study, the Spring 2020 assessment assumed the same regional trip distribution. In addition, trip reduction factors were based upon the same assumptions as previously analyzed. Such trip reduction as internal capture and pass-by trips, as well as mode splits, were similar to the 2017 study.

The study included intersection operation analysis at eight intersections during both AM and PM peak hour. The intersections included:

- Route One and E. Glebe Road;
- Route One and E. Reed intersection;
- The existing intersection of Potomac Avenue and E. Glebe Road; and
- the five proposed intersecting streets of Phase I and Potomac Ave.

To assess the operation of each intersection during interim stages of development, various conditions were established. Such conditions as existing conditions, background conditions, total future conditions, and mitigated conditions. In addition, each intersection's operation was compared with the following scenarios; all intersecting street with Potomac Ave as part of Phase I are unsignalized, all intersecting streets with Potomac Ave as part of Phase I are signalized, and all intersections on Potomac Avenue fronting the site are signalize with the planned mitigations for the E. Glebe intersection and the E. Reed intersection along Route 1. These scenarios

determined the impacts the changes in the operation to the existing network would have in accordance to the proposed site.

Based on the results of the study, staff concluded all proposed streets within the Phase I site which intersect Potomac Ave, shall be signalized and fully operational once Phase I is fully built. Installing signals at each street intersection within Phase I will ensure any delays and queues exiting the site do not exceed acceptable level of service, provide safe and accessible crossings for pedestrians and bicycle users from/to the site, and do not significantly degrade Potomac Avenue operation. In addition, future revisions to signal timing and possible operational changes can be initiated once Phase II development is in place.

Route One at E. Glebe Road and E Reed Avenue:

The preliminary assessment indicated a significant impact to the E. Glebe Rd and Route 1 intersection, as well as the E. Reed Ave and Route 1 intersection, assuming the existing intersection configuration is still in place at the time of full build out.

At the E. Glebe Rd intersection, while the overall intersection operation results in acceptable level of service during Phase I, several approaches to the intersection show significant impacts and failing operation. Particularly, the westbound approach from E. Glebe Road results in a failing level of service with significant delay. The increase in volume expected from Phase 1 redevelopment, along with the existing intersection layout and the split phase operation, attributes to congestion issues. As such, the applicant team will be making the following proposed changes to mitigate impacts on the intersection of E Glebe and Route One to maintain an acceptable level of service. The proposed changes to the intersection configuration include providing a dedicated left turn lane, through lane, and right turn lane in the eastbound approach. Once in place, the new intersection design will allow concurrent operation for the eastbound and westbound approaches, which results in acceptable level of service for all approaches in the intersection.

At the E. Reed Ave intersection of Route One, in the AM Peak Hour, the overall intersection level of service is either operating at failing, or close to failing, conditions with significant delay. Similarly, with an increase to expected density in Phase 1 redevelopment, the applicant will be providing improvements to the intersection to maintain or slightly improve intersection operations. The proposed changes to the intersection configuration include allowing through eastbound and westbound movement. Once in place, the overall intersection operates at an acceptable level, similarly to the level without development.

Improvements to identified intersections have been conditioned through the CDD Conditions and tied to development triggers to mitigate potential impacts to the surrounding community. Through Condition 20e, all proposed traffic signals along Potomac Ave shall be installed and fully operational once full build out of Phase I is complete. And Condition 20d require the noted intersection improvements at the Route 1 and E. Glebe Rd intersection. It is worth noting, the installation of various traffic signals along Potomac Ave depends on the stage of development. In addition, Condition 20.d.ii. requires the Route 1 and E. Reed intersection improvement to be constructed prior to any building occupied.

Multi-Modal Transportation Options

In addition to the various intersection improvements to address vehicular capacity issues, the development plans to align with the city's guiding principle of encouraging multimodal use and decreasing the need for single-occupancy vehicle travel.

Phase I site design includes bike routes and dedicated bike facilities. The site will also include various locations for bikeshare and adequate bike parking. In addition, all streets within the site prioritize pedestrian comfort and safety. A strong emphasis was placed upon pedestrian and cyclist connectivity throughout the site, especially from/to the proposed Potomac Yard Metro Station.

The site will also feature a bus depot in which several DASH bus routes start or finish within the site, in front of the proposed Potomac Yard Metro Station. This bus depot includes four bus bays complete with bus shelters. Prior to any development in Phase II, the developer shall collaborate with staff to determine the design of Potomac Avenue with transit dedicated lanes per the Small Area Plan. In addition, Phase II development will not preclude the expansion of the existing Metroway along Route One.

Phase II Development:

As development continues and moves into Phase II of the site, additional analysis and coordination is required. A Multimodal Transportation Study will be required either with the entirety of Phase II development or with each individual development site plan that comes in with each building that generates more than fifty vehicle trips during either AM or PM Peak hour.

Phase II will also allow for the study and full design of the final cross-section of Potomac Avenue and E. Reed Avenue. Per Condition 20.b.i and 20.d.vi of the CDD, prior to any development in Phase II of North Potomac Yard, the applicant shall design the final cross-section of both roads to ensure capacity and functionality for the regional transportation network. Key considerations of the final design for Potomac Avenue include:

- In-board versus out-board locations for the Bus Rapid Transit System;
- Number and width of vehicle through lanes;
- Location and design of the bicycle network along Potomac Avenue with consideration for access along both sides of Potomac Avenue;
- Final sidewalk widths and design along the West side of Potomac Avenue;
- Intersection design at E. Reed Avenue; and
- The final width of the entire cross-section for Potomac Avenue.

The final cross-section of E. Reed Avenue in Phase II will also be designed in conjunction with Potomac Avenue to ensure the critical intersection of the two roads is integrated with the final design of each road. In the current CDD Concept Plan for North Potomac Yard, E. Reed Avenue in Phase 2 shows a split roadway with a linear green park down the middle of the two roads. Since the initial design conception in 2010, usage preferences have changed and the applicant in conjunction with City Staff agree that the final location of the proposed green space, known as Market Green, would be more usable if placed adjacent to a building and not located between two roads. Condition 20.b.vi requires the applicant to redesign E. Reed Avenue while Condition

20.j.ii.2 times the design and construction of Market Green to the construction of the first adjacent building to the green space.

H. Affordable Housing

At its March 2020 public hearing, City Council amended the North Potomac Yard Master Plan to add an introductory paragraph elevating the priority of housing affordability as central to Alexandria’s vision for inclusive growth in the new Innovation District and overall Plan area. Monetary contributions, partnerships between private and nonprofit developers and colocation of uses were cited as possible tools to expand housing options.

The applicant’s proposal employs all of these tools to enhance housing affordability in North Potomac Yard, including a dedication of land that will facilitate future development of approximately 150 affordable units through partnership with a nonprofit developer and leverage of third-party resources. Although the actual dedication may not occur until 2027, the applicant’s commitment to transfer Block 23 to the City for school and affordable housing vests as part of its Phase I contribution. Independent assessments of the values of Block 23 and Block 4 have resulted in the parties stipulation of an additional development value of approximately \$7.5 million accruing to the City through the parcel exchange. While infrastructure capacity will have to be confirmed as future development occurs, bonus density – on Block 23, or elsewhere in North Potomac Yard – will not be precluded to achieve additional affordable units.

Following an initial credit of \$300,000 for a previously received NPY contribution, the Applicant will make housing contributions consistent with the City’s housing policy in effect at the time of DSUP, as future development occurs. Applicant’s total Phase I monetary contribution is estimated as approximately \$2.6 million (the first 600,000 sf are being treated as by right/Tier 1). The City will have discretion to work with Applicant to apply these funds to buy down affordability (“set-aside” affordable unit) in Phase I market rate residential development.

The housing conditions also envision that the City will pursue partnerships to expand housing affordability, especially on Block 23, to leverage all available federal, state and local non-City resources to construct at least 150 affordable rental units, exclusive of bonus density.

The updated conditions also memorialize the Applicant’s commitment to provide housing contributions totaling \$7 million (2010 dollars) in addition to monetary contributions associated with future development square footage. Five million dollars (2010 dollars) of housing contribution – will be paid on a pro rata basis as the first 2.5 million square footage of development occurs west of Potomac Avenue, and the \$2 million balance (2010 dollars) will be paid as additional development west of Potomac Avenue occurs. These new monies reflect a reprogramming of prior public benefit contributions initially designated for other purposes that now earmarked for housing as part of the Applicant’s total community benefits and contributions package for North Potomac Yard. All of the monetary contributions received by the City may be used to potentially acquire more onsite housing and/or for investment in affordable housing elsewhere in the City.

Block 23 offers the opportunity for potential colocation or separate development of 150 units of affordable housing with another community building, including a new public school. With regard to future affordable housing on Block 23, the City will launch a competitive selection process to identify a qualified nonprofit housing development partner once the timing of the Block 23 dedication is determined.

The Alexandria Housing Affordability Advisory Committee (AHAAC) considered the affordable housing package offered for North Potomac Yard at a virtual meeting on May 18, and approved Applicant's proposed Affordable Housing Plan. The Committee liked the variety of housing tools proposed and expressed appreciation for new contributions exceeding \$14.5 million, including monetary contributions now programmed for housing, as well as the additional development value of Block 23. Some committee members encouraged the City to consider using the land dedication to explore the feasibility of a mixed income affordable assisted living facility there.

While commitments for housing affordability have increased significantly since prior Plan and Plan Amendments were approved, the Committee did note that the number of affordable housing units likely to be developed using all of the tools proposed will comprise approximately 3% of the total residential units to be developed. While heights and development envelopes may be constrained in North Potomac Yard by FAA regulations and/or infrastructure capacity, the Committee urged that solutions to address these limitations be considered as each DSUP comes forward to not preclude opportunities for bonus density to increase the yield of affordable housing in future development.

I. Consistency with City Plans and Policies

Green Building Policy

The updated 2019 Green Building Policy was implemented in March 2020 and applies to new construction and major renovations that require a Development Site Plan (DSP) or Development Special Use Permit. As such, the new construction in North Potomac Yard will be subject to the City's updated Green Building Policy. Per the Policy, new private developments are asked to achieve a minimum of Silver Certification in Leadership in Energy and Environmental Design (LEED), or an equivalent standard (Green Globes and EarthCraft have been identified as standard third-party equivalents to LEED). Public buildings are asked to achieve LEED Gold Certification from the United States Green Building Council (USGBC) or a recognized equivalent ratings system and equivalent authorizing body. As a public utility, the new pump station will seek a Verified Award level under the Institute of Sustainable Infrastructure's (ISI) Envision program or an equivalent rating system.

In addition to achieving either the minimum level of certification for a public or private development project, the Green Building Policy identifies required Performance Points in the areas of Energy Use Reduction, Water Efficiency and Indoor Environmental Quality. All buildings in North Potomac Yard will be held to these adopted City standards.

The applicant is also developing an Environmental Sustainability Master Plan for the North Potomac Yard District to identify benchmarks to achieve Carbon Neutrality by 2040 and other

site-wide measures of sustainability. This plan was identified as a requirement in the North Potomac Yard Small Area Plan and CDD Conditions. The Environmental Sustainability Master Plan for North Potomac Yard will provide a flexible framework of sustainability metrics for the site and individual buildings and is envisioned as a living document that will evolve alongside changes in technology. This framework will allow property owners and the City to identify shared measures of success and assess compliance over the long-term. The Sustainability Plan is currently being developed by the applicant team and will be shared with the community and the Environmental Policy Commission (EPC) in the coming months.

Public Art Policy

The City's Public Art Policy, adopted by City Council in 2012, established a monetary contribution requirement from new development projects within the city which would fund new public art and encourage the growth of public art in the community. The contribution may be used for public art on site or dedicated to a fund to further the City's public art efforts in the surrounding community. If the applicant elects for a monetary contribution, instead of direct installation of public art on site, the policy requires a monetary contribution of \$0.30 per gross square foot of development, with a maximum contribution requirement of \$75,000 per building.

The applicant has elected to modify their previous CDD Conditions of approval to follow the City's Public Art Policy for North Potomac Yard instead of a previous condition which set a monetary amount for all art in North Potomac Yard. By changing the approach to public art implementation, the applicant team was able to commit two-million dollars towards affordable housing in North Potomac Yard which will be delivered on a pro rata basis after the first 2.5 million square feet of development west of Potomac Avenue.

Staff will continue to work with the applicant through the Final Site Plan process for each future building and select identified public open spaces to select appropriate art and ensure on-site art occurs in North Potomac Yard.

J. Community Benefits

Redevelopment of North Potomac Yard has been discussed with City Staff and the community since early 2010. The applicant has worked with staff in recent months to continue to refine the vision and implementation of North Potomac Yard in a way that is consistent with the original vision of the neighborhood while responding to changing conditions. The recent package of community benefits are a continuation of the core benefits established in 2010, while providing strategic adjustments where feasible to better align the overall package of community benefits to address current community priorities. The following summary includes some of the key community benefits to be provided with the North Potomac Yard development.

Affordable Housing: Acknowledging the increasing need and desire to provide affordable housing within the City of Alexandria, the applicant team worked with City Staff to identify opportunities to provide additional affordable housing contributions in North Potomac Yard.

- Land Swap between Blocks 4 and 23: As previously discussed in the March 2020 Master Plan Amendment, the applicant team committed to providing Block 23 to the City as a

location for a public facility, such as a school and/or affordable housing instead of the previously identified Block 4. As part of this swap, it was acknowledged that the new Block had an additional land value of \$7.5 Million which can be credited towards the applicant's affordable housing contribution. In addition to the larger area of Block 23, the site lends itself to a more traditional rectangular shape which may result in a more efficient design for an affordable housing or school project.

- **Additional Contributions:** The applicant team reallocated previous community benefit contributions totaling \$7 Million dollars towards affordable housing which will be provided on a pro-rata basis in Phase 2 development.

Community Facilities: The Applicant team has maintained previously promised community facilities and contributions towards these facilities. Key components include:

- Provision of \$5 Million dollars towards a cultural space or theater;
- A contribution of \$15 Million dollars towards the construction of a school;
- Dedication of Block 23 to be used for the site of a community facility, such as a school and/or affordable housing.

Neighborhood Traffic Calming and Traffic: In addition to providing upgrades to the key intersections of Route One and E Glebe and E Reed to maintain acceptable levels of service, the applicant has committed to providing additional traffic mitigation impacts including:

- Up to \$1 Million dollars to provide traffic mitigation in adjacent neighborhoods to minimize potential impacts of Phase 1 Development. The applicant team will collect traffic data and coordinate with the City to identify strategic locations and strategies to protect nearby communities.
- A Transportation Management Plan will be required for each future building DSUP to encourage residents and employees to take public transportation, walk, bike or carpool and reduce single-occupancy vehicle usage on the road.
- Implementation of the City's Bicycle Master Plan through North Potomac Yard to provide better connections through the site and connections to the City's existing trail network.

Open Space: Consistent with the original vision of the 2010 plan and maintained in 2017 and 2020 updates, the applicant is providing a mix of public and private open spaces which will be available for use by the community and building tenants.

- **Potomac Yard Park:** The applicant is designing and constructing the final portion of Potomac Yard Park, consisting of 4.5 acres which will be dedicated to the City after construction is complete. The City will then own and maintain the Park which will connect with the existing Potomac Yard Park to the south. The applicant team is working with City Staff to program the park to meet a variety of community needs.
- **Publicly-Accessible Private Open Spaces:** The applicant team is designing and delivering publicly-accessible open space through Market Lawn (next to Building 14) and Metro Plaza (next to Building 18). Each of these spaces will have a unique identity and provide a more urban public gathering space for the community. Active programming and maintenance of these spaces will be provided through a future BID or comparable entity.

- Play Fields: The applicant will provide up to \$1.5 Million for the construction of playing fields in the nearby community.
- Other Open Spaces: Future Improvements in Phase 2 of the project, such as revegetation of the Resource Protection Area adjacent to Four Mile Run and the creation of Crescent Park with up to \$1.3 Million for the construction of a civic-park pavilion and/or comparable amenity.

Per Building Contribution: In addition to the community benefits required through CDD Conditions, each building DSUP will provide the following contributions as part of the standard design review and approval process with Planning Commission and City Council:

- Public Art;
- Capital Bike Share;
- Affordable Housing per the City's current Affordable Housing Policy; and
- Transportation Management Plan.

V. COMMUNITY

Starting in November 2019, the applicant team hosted a series of in-person and electronic meetings to provide information on the project, including proposed redevelopment, project timing, upcoming hearings and to solicit feedback from the community. The redevelopment of North Potomac Yard includes a staggered series of approval requests, starting from big picture Master Plan Amendments in March down to Development Special Use permits for each building, expected in Fall 2020 and has utilized a range of meetings and venues to provide information to the community.

Initial in-person community meetings were held in North Potomac Yard and with the Potomac Yard Design Advisory Committee (PYDAC). Early meetings at the end of 2019 and through February of 2020 provided an introduction to the overall project scope and the proposed Master Plan Amendments and new Design Excellence Guidelines which would facilitate the arrival of the Virginia Tech Innovation Campus in North Potomac Yard. The applicant team went to hearing in March 2020 and received approval for requested Amendments to the Master Plan and the revised design guidelines.

In March, the applicant team hosted two in-person meetings with PYDAC to review the proposed Height, Mass, Scale and Architectural character of the eight buildings proposed for Phase 1 redevelopment, including one of the Virginia Tech buildings and the pump station. Given the total number of buildings, discussion was spread across two evenings to allow a smaller group of buildings to be discussed more in-depth at each meeting. These meetings were available to the public and hosted at City-Hall.

With the COVID-19 pandemic emergency and the Governor's March 2020 directive to limit in-person gatherings, the applicant team has worked with staff to transition to virtual community meetings. In April and May of 2020, the applicant team held six virtual community meetings to provide updates on the proposed building architecture, CDD Concept Plan Amendments and Preliminary Infrastructure Plan, along with other ongoing planning efforts in North Potomac Yard.

For information on building architecture, the applicant held two virtual community meetings and two virtual PYDAC meetings with representatives from each design firm who provided an overview of each building design. Online engagement was encouraged through conversation with panelists and community members were invited to ask questions during the on-line meeting. After each virtual community meeting, a copy of the meeting video was posted on City websites and available for individuals to watch. The applicant team also provided an email address to solicit feedback from those who were unable to attend or ask questions during the live event.

At the applicant's final virtual community meeting on May 19th, the team provided information on the proposed Text Amendment, CDD Concept Plan, Preliminary Infrastructure Site Plan and Pump Station which were slated for the June hearing. Along with proposed community benefits and updated information on the applicant's traffic study as part of the June hearing cycle. Additional information was provided on the ongoing open space and sustainability plans for North Potomac Yard which are continuing to be developed during the summer and fall.

Table 3: Community Engagement

Date	Meeting Forum
November 14, 2019	Community Meeting
November 20, 2019	Potomac Yard Design Advisory Committee
February 5, 2020	Potomac Yard Design Advisory Committee
February 13, 2020	Community Meeting
March 4, 2020	Potomac Yard Design Advisory Committee
March 11, 2020	Potomac Yard Design Advisory Committee
April 22, 2020	Virtual Community Meeting
May 4, 2020	Virtual Community Meeting
May 6, 2020	Virtual Potomac Yard Design Advisory Committee
May 13, 2020	Virtual Potomac Yard Design Advisory Committee
May 18, 2020	Virtual Alexandria Affordable Housing Advisory
May 19, 2020	Virtual Community Meeting

The applicant's proposal went to the Alexandria Affordable Housing Advisory Committee (AHAAC) May 18th virtual meeting. The meeting was advertised and open to the public. The applicant's proposal, which provides a combination of donating land for the City's use as affordable housing, school or another public use; contributions to be provided in Phase Two development; the ability for the City to buy down on-site units; and each building's adherence to the City's current Affordable Housing Contribution was accepted by AHAAC. The applicant's proposal received a vote of approval from the committee.

Once restrictions on physical distancing are lifted, in-person community meetings will occur throughout the remainder of the North Potomac Yard Redevelopment process to supplement the online engagement that has taken place.

VI. CONCLUSION

Staff recommends the approval of the Text Amendment, Coordinated Development District Concept Plan Amendment, Preliminary Infrastructure Site Plan and Pump Station Development Special Use Permit subject to compliance with City codes, ordinances and staff recommendations below.

Text Amendment #2020-0001

The following language is recommended by staff to Planning Commission to initiate a Text Amendment to Section 5-602(A). Staff proposes to amend the CDD Table for CDD#19 to:

- Amend the "Maximum F.A.R. and/or Development Levels" to update the references for Table numbers of CDD Conditions to reflect updates to the CDD Conditions.
- Amend the "Maximum Height" section to replace the reference to the North Potomac Yard Design Standards with a reference to the North Potomac Yard Small Area Plan. The two

- Amend the “Uses” section to expand the number of proposed uses which are appropriate for consideration within the North Potomac Yard Neighborhood as a vibrant, mixed-use neighborhood. Staff is proactively expanding the range of uses that are allowed within the CDD, consistent with uses found in mixed-use and high-density zones.

Staff proposes the above revisions through Text Amendment #2020-0001 to ensure that the language in the Zoning Ordinance permits a range of appropriate uses in the North Potomac Yard Area and that references to regulatory conditions and documents are correct.

Figure 4: CDD Concept Plan – Land Use



Figure 5: CDD Concept Plan – Building Heights



Figure 6: CDD Concept Plan- Open Space



Figure 7: Excerpt from Preliminary Infrastructure Site Plan with Proposed Roads, Sidewalks and Underground Garage Footprints. Northern end of Site, Sheet 1 of 3

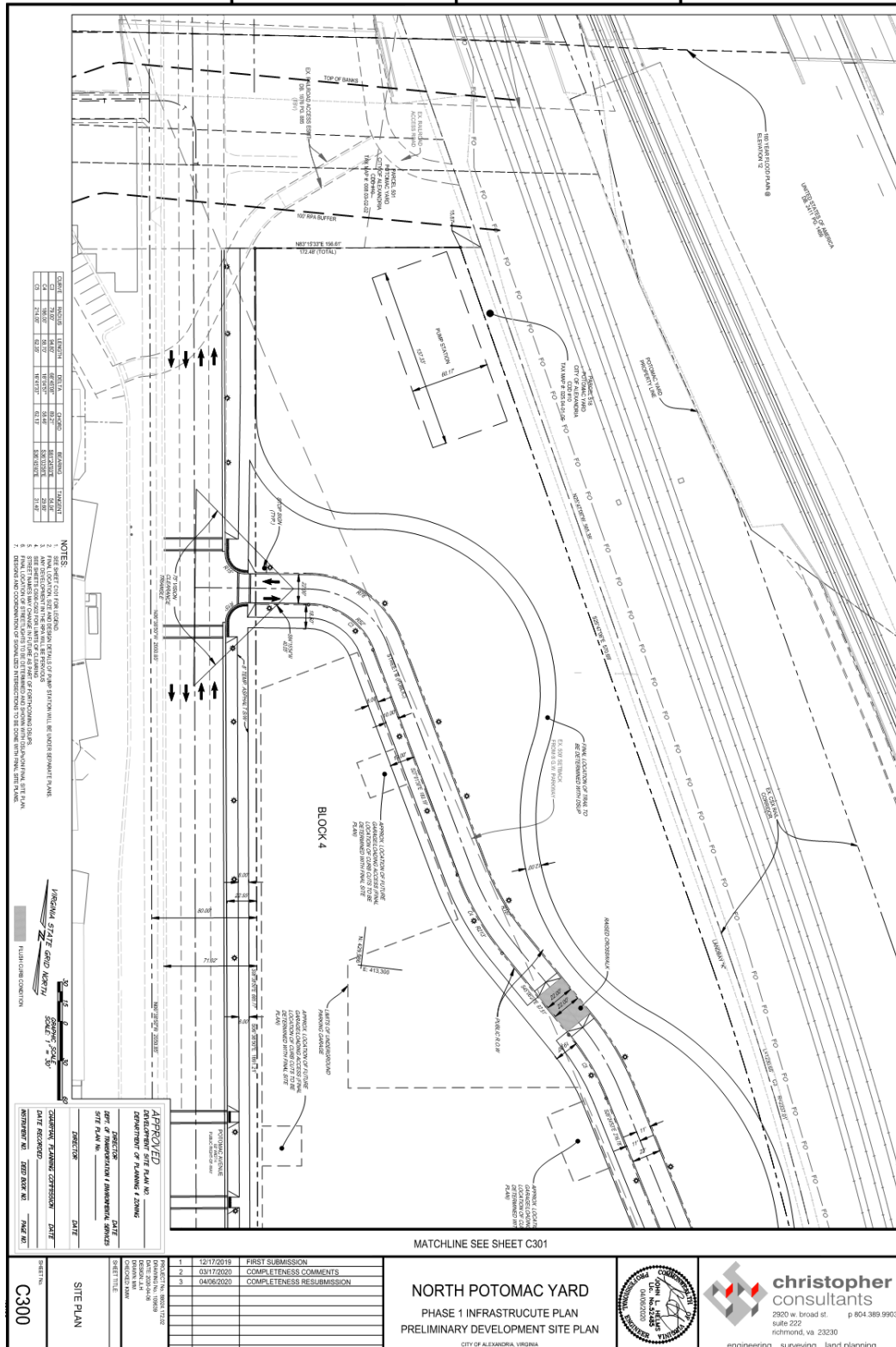




Figure 9: Excerpt from Preliminary Infrastructure Site Plan with Proposed Roads, Sidewalks and Underground Garage Footprints. Southern end of Site, Sheet 3 of 3

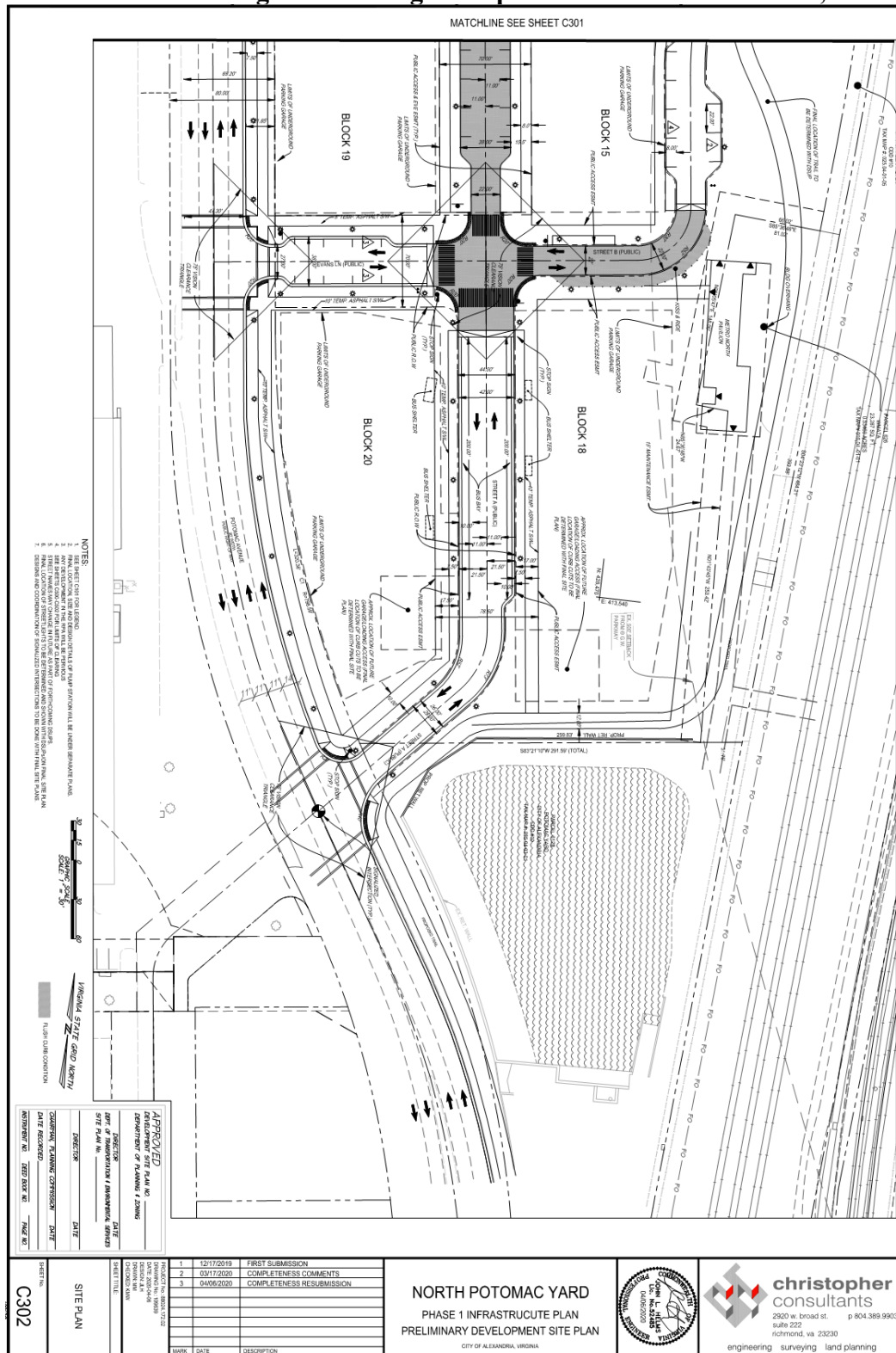


Figure 10: Illustrative Diagram to Show Location of Pump Station (B) and potential Bore Field (C) in Potomac Yard Park.



VIII. STAFF RECOMMENDATIONS

COORDINATED DEVELOPMENT DISTRICT #19 CONDITIONS (CDD CONCEPT PLAN AMENDMENT #2019-00008):

A. *GENERAL*

1. **Condition Amended by Staff:** CPYR Shopping Center, LLC and CPYR Theater, LLC (collectively, "CPYR"), and the Virginia Tech Foundation, Inc. collectively ~~inc., a Delaware corporation,~~ hereafter referred to as "the Applicant", has submitted various documents relating to its application for approval of a ~~rezoning, a Transportation Management Plan (TMP),~~ CDD Conceptual Design Plan and associated approvals for the North Potomac Yard Coordinated Development District (CDD#19). All documentation submitted by the Applicant, other than the CDD Conceptual Design Plan noted below, shall be considered background or informational and is not included in the CDD Conceptual Design Plan that is being recommended for approval with conditions. The following conditions are for the approximately 69-acre property that was previously designated Landbay F within CDD#10 - Potomac Yard/Potomac Greens. The document submitted by the Applicant ~~(sheet 4 of 5) entitled "Overall Plan — Potomac Yard North Conceptual Design Plan",~~ dated October 15, 2009, revised April 28, 2010 and revised March 19, 2020 is the CDD Conceptual Design Plan submitted for approval subject to the following conditions. (P&Z)
2. The conditions of this approval are binding upon the Applicant, its successors and/or assigns. (P&Z)
3. Each block(s) and/or park(s) and/or building(s) shall obtain approval of a Development Special Use Permit (DSUP) and any other applicable approvals. A DSUP may be submitted for a portion of a block when an applicant can provide sufficient information regarding the location, approximate size, type, uses, open space, parking, loading access and additional information as needed for the remainder of the block and adjoining blocks, streets and open space to the satisfaction of the Directors of P&Z, RP&CA and T&ES. ~~Any subsequent use amendments to an approved DSUP for a park shall be done through the Special Use Permit (SUP) process.~~ (P&Z)
4. **Condition Amended by Staff:** Any infrastructure plans, preliminary development site plan(s), development special use permit(s) and/or special use permit(s) (hereinafter referred to collectively as a DSUP) for the CDD, filed pursuant to § 5-605 of the Zoning Ordinance, shall be consistent with, and shall meet all requirements which are part of the CDD Conceptual Design Plan, conditions contained herein, and all applicable provisions of the following as amended:
 - a. The North Potomac Yard Small Area Plan;
 - b. The North Potomac Yard Urban Design Standards, ~~dated May 24, 2010~~ or the North Potomac Yard Design Excellence Standards; and
 - c. The Transportation Management Plan (TMP). (P&Z)

5. At least 120 days prior to submitting a preliminary DSUP application, unless otherwise waived by the Director of P&Z, the Applicant shall submit a conceptual DSUP for review by the City for each block(s), building(s) and/or park(s) within CDD#19. (P&Z)
6. **Condition Modified by Staff:** Notwithstanding any contrary provisions in the Zoning Ordinance, the North Potomac Yard CDD Conceptual Design Plan (CDD#19), shall remain valid until ~~June 12, 2035~~ June 20, 2045. (P&Z)

B. CDD CONCEPTUAL DESIGN PLAN

7. **Condition Amended by Staff:** The Applicant shall submit a revised CDD Conceptual Design Plan within 90 days from ~~June 12, 2010~~ June 20, 2020 for administrative review and approval by the City. The CDD Conceptual Design Plan shall be revised to:
 - a. Per the North Potomac Yard Small Area Plan, re-label the established neighborhoods of, “Crescent Gateway Neighborhood,” “Market Neighborhood,” “Flexible Metro Rail Zone,” and “Metro Square Neighborhood.”
 - b. Update all applicable plan sets to show the approximate location of Crescent Pond.
 - c. Update the cover sheet of the plan set to show the date of revision.
 - d. Provide the following note on the plan: “The final alignment of Potomac Avenue adjacent to the Flexible Metrorail Zone shall be subject to the alignment approved within the Flexible Metrorail Zone to coordinate with the location and street section depicted in the *North Potomac Yard Urban Design Standards*;
 - e. Remove the entire roadway depicted between Crescent Park and Block 2;
 - f. Depict and label how the required 15% ground level open space (10.36 acres min) exclusive of stormwater features/ponds shall be provided for the site;
 - g. Remove the right-of-way dimensions from Route 1. The final right-of-way dedication shall be determined with the final engineering of Route 1 subject to the conditions herein;
 - h. Revise development use floor areas to be consistent with the development summary table (Table #3) required herein; and
 - i. Re-label Landbays I—IV as (1) Crescent Gateway Neighborhood, (2) Market Neighborhood, (3) Metro Square Neighborhood and (4) Potomac Yard Park. (P&Z)
8. **Condition No Longer Applicable and Deleted by Staff:** ~~Flexible Metrorail Zone: The Applicant shall submit a revised CDD Conceptual Design Plan to finalize the location of the streets and blocks and other applicable elements defined herein, within the Flexible Metrorail Zone, as depicted within the *North Potomac Yard Small Area Plan*, which shall be approved by the Planning Commission and City Council. The revised CDD Conceptual Design Plan shall be submitted:~~
 - a. ~~Prior to filing any application for development within the Flexible Metrorail Zone;~~
 - ~~or~~
 - b. ~~Within 90 days of a written request by the City in order to facilitate the design and layout of the Metrorail station and associated planning and design. The revised~~

~~CDD Conceptual Design Plan shall comply with the CDD conditions of approval herein, the *North Potomac Yard Urban Design Standards* and the following:~~

- ~~i. An approximately 0.70-acre square-shaped park shall be centrally located within the Flexible Metrorail Zone. The park shall be surrounded on all sides by streets, and framed by buildings on each side;~~
- ~~ii. Potomac Avenue (new alignment) shall align and connect to the Potomac Avenue right-of-way south of CDD#19 and to the final alignment of the Potomac Avenue (new alignment) right-of-way to the north of the Flexible Metrorail Zone;~~
- ~~iii. Maintain the overall curvilinear nature of Potomac Avenue (new alignment);~~
- ~~iv. The shape of the buildings in plan and form within the Flexible Metrorail Zone shall create distinct and memorable three dimensional forms;~~
- ~~v. Pedestrian bridge(s) within the Flexible Metrorail Zone that access the Metrorail station shall be fully integrated into the design for the Metrorail station, adjoining buildings, and open space;~~
- ~~vi. The alignment of Potomac Avenue (new alignment) shall be such that Potomac Yard Park (Landbay K extension) is continuous;~~
- ~~vii. Development blocks, east of Potomac Avenue, shall be a sufficient size for market acceptable building floor plates;~~
- ~~viii. The streets shall be configured to accommodate transit and transit stations;~~
- ~~ix. The streets shall be configured to provide a fine-grained interconnected street grid network and spacing consistent with and connecting to streets outside the Flexible Metrorail Zone;~~
- ~~x. Evans Lane shall connect from Main Line Boulevard to Potomac Avenue (new alignment) to accommodate bicyclists and pedestrians. In addition, a vehicular connection is strongly encouraged to maximize access to the Metrorail station; and~~
- ~~xi. New Street "D" / Aqua Street shall connect from New Street "A" / Capitol Crescent Place to Wesmond Drive. (P&Z) (T&ES)~~

C. NORTH POTOMAC YARD URBAN DESIGN STANDARDS

- 9. **Condition Amended by Staff:** All DSUP applications, buildings and structures within CDD#19, shall be reviewed by the Potomac Yard Design Advisory Committee (PYDAC) for compliance with the *North Potomac Yard Urban Design Standards or the North Potomac Yard Design Excellence Standards*. PYDAC shall make a recommendation on such applications to the Planning Commission and City Council through the Director of P&Z. (P&Z)
- 10. **Condition Amended by Staff:** All streets, blocks, sidewalks, building forms, building volumes, building heights, parking, screening of parking, retail design, signage, open space and associated elements shall comply with the *North Potomac Yard Urban Design Standards or the North Potomac Yard Design Excellence Standards*. Any variation from the standards shall require approval by the City Council as part of the DSUP or associated

approval application(s). Any variation(s) from the Standards shall also include a recommendation from the Potomac Yard Design Advisory Committee (PYDAC) and Planning Commission regarding the proposed variation(s). (P&Z)

D. DEVELOPMENT PHASING

11. ~~**Condition No Longer Applicable and Deleted by Staff: Phase I—Pre-Development:**~~ DSUPs and/or associated applications shall not be submitted to the City for review until all of the conditions contained herein regarding submissions and improvements required prior to development have been completed. (P&Z)
12. ~~**Condition No Longer Applicable and Deleted by Staff: Phase II—Development Preceding the Metrorail Station:**~~ A maximum of 2.25 million square feet of total development which shall include any portion of the existing retail center in existence as of June 12, 2010, which is not demolished or replaced pursuant to future DSUP approvals in CDD #19, shall be permitted in advance of the commencement of construction of a Metrorail station located within or adjacent to CDD #19, provided that the development complies with the conditions required herein:
 - a. ~~Redevelopment shall be limited to Blocks 7-23 as generally depicted in Attachment #1.~~
 - b. ~~A minimum density of 500,000 sq.ft. of contiguous (exclusive of public street right-of-ways) new development (exclusive of the retail center in existence as of June 12, 2010) shall be constructed concurrently, in one or more building(s).~~
 - c. ~~The remaining Phase II Development shall be contiguous (exclusive of public street right-of-ways) to the initial 500,000 sq.ft. of development.~~
 - d. ~~The development of contiguous (exclusive of public street right-of-ways) building(s) shall be done in a manner that facilitates the development and improvements for each side of the public street(s) and adjacent park(s).~~
 - e. ~~If retail square footage in existence as of June 12, 2010 is proposed to be redeveloped, such retail square footage shall be replaced on a one-for-one basis with new retail development.~~
 - f. ~~To the maximum extent practical, any development of retail square footage adjacent to Landbay G shall be designed in a manner that connects to the existing retail and the retail planned for Landbay G. This condition may involve temporary pedestrian and/or street connections and/or other comparable improvements as deemed necessary by the Directors of P&Z and T&ES. (P&Z) (T&ES) (City Council)~~
13. ~~**Condition No Longer Applicable and Deleted by Staff: Phase III—Development Concurrent with Metrorail Station Construction:**~~ In the event that bond financing has been issued for purpose of constructing the Metrorail station, and the Metrorail station has commenced construction as determined by the Directors of P&Z and T&ES, a maximum of 3.7 million sq.ft. of contiguous development (inclusive of the retail center in existence as of June 12, 2010 and Phase II as defined herein) in CDD#19 (“Phase III Development”),

shall be permitted in advance of the commencement of operation of the Metrorail station, provided that the development complies with the intent and recommendations of the North Potomac Yard Small Area Plan, the applicable zoning requirements herein, the North Potomac Yard Urban Design Standards and the following:

- a. ~~Development shall be limited to Blocks 7-23 as generally depicted in Attachment #1.~~
 - b. ~~The development shall be contiguous (exclusive of public street right-of-ways) to the Phase II building(s) and shall be done in a manner that facilitates the development and improvements for each side of the public street(s) and adjacent park(s).~~
 - c. ~~A minimum of 500,000 sq.ft. of the new development shall be office use, subject to the final design of the Flexible Metrorail Zone.~~
 - d. ~~While a building(s) and/or block(s) shall be permitted to obtain preliminary DSUP approval and associated approval(s) by the Planning Commission and City Council prior to the issuance of bond financing for the Metrorail station, as defined herein, a final site plan and/or permits for construction shall not be released by the City until the construction of the Metrorail station has been funded by the issuance of bonds, and construction of the Metrorail station has commenced as determined by the Directors of P&Z and T&ES. If the Directors deem the Metrorail station has substantially commenced construction and the necessary bond financing has been issued, a memorandum shall be submitted to the Planning Commission and City Council, providing notification that the issuance of the bonds has been completed and the City has made a determination of substantial construction as defined herein. (P&Z) (T&ES)~~
14. **Condition No Longer Applicable and Deleted by Staff: Phase IV—Development Once Metrorail Station is Operational:** ~~Once the Metrorail station is operational, there shall be no restriction on the location of development within CDD#19. (P&Z) (PC)~~
15. **Condition No Longer Applicable and Deleted by Staff: Development if No Metrorail Station:** ~~If the City determines in the future or by January 1, 2018, that a new Metrorail station is not feasible, and if the high-capacity transitway is fully functional, then the applicant may be permitted to construct 3,100,000 sq.ft. of new floor area, in addition to the 600,000 sq.ft. of floor area in existence as of June 12, 2010, subject to a future public planning process and contingent on all conditions and requirements as part of the future planning, zoning and development processes. (P&Z)~~

E. INFRASTRUCTURE

16. **Condition Amended by Staff: Pre-Development Dedications/Agreements:** Within 90 days of ~~June 12, 2010~~ June 20, 2020, the Applicant shall submit the necessary plans and documentation and shall within six months from ~~June 12, 2010~~ June 20, 2020 dedicate to the City or as otherwise directed by the City, in fee simple or by easement the following:
- a. **Sidewalk Trail Easement:** ~~A 6 ft. wide public access easement and access for any associated grading outside of the easement to the west of the existing western~~

~~Potomac Avenue right of way line for a sidewalk trail and associated improvements. The easement shall be from East Glebe Road to Landbay E, within CDD#19, to the satisfaction of the Directors of T&ES and P&Z. The easement shall be vacated by the City once Potomac Avenue (new alignment) and New Street "D"/Aqua Street have been constructed and are operational.~~

- b. ***Circulation Agreement:*** A written agreement shall be made between the Applicant and the City to permit buses, pedestrians and vehicles on the following drive aisles and adjoining sidewalks as generally depicted in *Attachment #5* at the time of the opening of the Potomac Yard Metrorail Station until the development of Phase II DSUPs changes the existing transportation network west of Potomac Avenue to the satisfaction of the Directors of T&ES and P&Z.
 - c. ~~***Interim Route 1 Right-of-Way Dedication:*** Dedicate the necessary amount of right of way on the eastern side of Route 1, from the southern CDD#19 boundary to Evans Lane, to accommodate a smooth right of way transition on Route 1 from Landbay G to CDD#19, as generally depicted in *Attachment #3*.~~
 - d. ~~***Pond 2 Maintenance Agreement:*** The applicant shall submit a BMP maintenance agreement to the City to share in the maintenance of Pond 2. The agreement shall remain in place and valid so long as Pond 2 is in operation. (P&Z) (T&ES)~~
17. **Condition Completed and Deleted by Staff: Pre-Development Improvements:** The Applicant shall make the following improvements prior to any development within CDD#19:
- a. ~~***Traffic Control Modification:*** Prior to the opening of the current alignment of Potomac Avenue, the Applicant shall modify or permit the City to modify the existing intersection of East Reed Avenue and the loading/delivery roadway east of the shopping plaza buildings by removing the stop signs from the eastbound and westbound approaches to the intersection.~~
 - b. ~~***Landbay G, Access:*** The Applicant shall coordinate and work cooperatively with the owner of Landbay G to provide necessary reciprocal construction access for projects along the northern property line of Landbay G that are adjoining CDD#19. In addition, within 60 days of the owner of Landbay G, Block D obtaining a final site plan release for the hotel development on Block D, the Applicant shall submit a site plan for administrative approval by the City to provide access easements / written agreements and drive aisles for Block D as generally depicted in *Attachment #4*. Prior to release of the building permit for Block D, the Applicant shall grant the necessary easements / execute the written agreements and construct all necessary improvements required by the City.~~
 - c. ~~***Main Line Boulevard Connection:*** Within six months of June 12, 2010, the Applicant shall submit a site plan for administrative approval by the City providing a temporary pedestrian and vehicular connection between Main Line Boulevard, at the southern property line of CDD#19 (adjacent to Landbay G), to connect to the existing north/south drive aisle, in front of Target as generally depicted in *Attachment #5*. Within 12 months of June 12, 2010, the Applicant shall begin and diligently pursue until completion, construction of this temporary Main Line~~

~~Boulevard connection and shall provide all necessary public access easements and agreements upon completion of construction. (P&Z) (T&ES) (PC)~~

18. **Condition Amended by Staff: Infrastructure, Use & Open Space Plan Submission Requirements** – For each Phase of Development, the Applicant shall submit a preliminary ~~an~~ Infrastructure, Use & Open Space Plan for review and approval ~~of~~ by the Directors of P&Z, RP&CA and T&ES at least 120 days prior to submitting a preliminary DSUP for the development of any block in CDD#19, within the proposed Phase of Development. The preliminary Infrastructure, Use & Open Space Plan shall be approved by the Planning Commission in advance of, or concurrent with, the first preliminary DSUP in that phase of development. The preliminary Infrastructure Plan shall provide the following:
- a. ~~The plan shall include horizontal and vertical profiles for the streets, sanitary sewers, and storm sewers; and shall include all horizontal locations and cross sections for the water lines. The plan shall also include cross sections, construction details, and any other concept design elements identified as necessary by the Director of T&ES;~~
 - b. ~~Depict the new Route 1 right-of-way line necessary to accommodate the Route 1 cross-section (including sidewalks and landscape strips) in the North Potomac Yard Urban Design Standards;~~
 - c. Depict the rough grading of the blocks and parks/open space;
 - d. Depict all open spaces within the CDD, whether public or private, that are described in the CDD Conceptual Design Plan including programming, active and passive recreation components, utilities and park infrastructure; and
 - e. Depict the general locations within the CDD of the uses identified in the CDD Conceptual Design Plan and the anticipated community facilities.
 - f. Depict all locations of underground parking garages and garage entrances.
 - g. Delineate public rights-of-way versus private streetscapes with public access easements. Ensure areas intended as public and private streetscape areas, to back of sidewalk, are delineated.
 - h. The plan shall evaluate capacity of the existing/proposed sewer facilities including city sewers, pump stations, and Potomac Yard Trunk Sewer to serve developments by project phase to full build-out. For any blocks designated as “flexible” space in CDD #19, the plan shall provide projected flows based on assumptions as approved by the Director of T&ES and P&Z.
 - i. The plan shall provide improvements, as needed, to the existing sewer facilities to alleviate any potential surcharge, basement backup, and sewer overflow. (P&Z) (T&ES) (RP&CA)
19. **Condition Amended by Staff: CDD Phasing Plan** - The Applicant shall submit a CDD Phasing Plan with the first preliminary DSUP for each phase of development and shall update the Phasing Plan concurrently with each subsequent DSUP submission. The Phasing Plan shall be subject to the following to the satisfaction of the Directors of P&Z, T&ES and RP&CA:
- a. Provide, for the entire CDD, a general outline of the site and the Applicant's most up-to-date projection of the dates when construction of the different land uses (i.e.,

- office, retail, hotel, residential, open space and community facilities) for each block shall commence;
- b. Provide, for infrastructure identified below in this subparagraph: (1) the general location and layout of the major components of the infrastructure (such components to be determined by the Director of T&ES), and (2) the dates when construction of the infrastructure shall commence (provided, that the projected dates for the commencement of construction of these components shall be consistent with the triggers noted herein). The infrastructure to be provided shall include:
- i. The street layout;
 - ii. Transitway corridors and stations;
 - iii. The sanitary sewer system and pump station;
 - iv. The stormwater management system;
 - v. The utility systems to be constructed within the CDD (e.g., electricity, water, gas, phone/communications and cable); and
 - vi. The off-site improvements.
 - vii. Garage footprint and proposed curb cuts to garage.
- c. Parks/Open Space - Depict and label for each park/open space area required by the conditions herein: (a) the proposed size and location of the park/open space, and (b) the time frame when construction of the improvements to the park/open space is required and/or projected to commence;
- d. Environmental Sustainability – Provide the timeframe when construction for each applicable system, program or component, identified in the most current Environmental Sustainability Master Plan required herein, is required and/or projected to commence;
- e. Circulation – Provide a circulation plan depicting the temporary pedestrian, bicycle and vehicular circulation during the different construction phases. The plan shall identify temporary sidewalks, fencing around the site and any other features necessary to ensure safe pedestrian and vehicular travel around the site and the Potomac Yard Metro Station during construction and during the phasing of the development, including methods for constructing the underground parking garages without disturbing pedestrian access from completed portions of the project;
- i. At the time of different construction phases, the following proposed roads shall remain open and accessible during DASH and WMATA transit routes operational hours; street designated as New Street “A” in the Small Area Plan between Evans Lane and Potomac Avenue, and Evans Lane between Potomac Avenue and New Street “A”. However, alternate bus routes shall be coordinated between the applicant and the City to facilitate construction per an approved MOT plan.
- f. Community Facilities – Depict the location and approximate size for all proposed community facilities throughout the CDD as required herein;
- g. School - Depict and label the block reserved for the possible school as defined herein;
- h. Minimum Performance Standards - The Phasing Plan shall comply with the following criteria:

- i. At all times maintain a continuous, uninterrupted Potomac Avenue with two vehicular travel lanes in each direction from the southern terminus of CDD #19 to the northern terminus of CDD#19 except that one vehicular lane in each direction shall be permitted to be used for on-street parking during non-peak hours.
- ii. At all times maintain at least one continuous east/west street in CDD#19 that connects Route 1 to Potomac Avenue. This east/west street shall allow full turning movements at both the Route 1 and Potomac Avenue intersections.
- iii. Safe and convenient access and circulation shall be provided for bicycles and pedestrians through all phases of development, including:
 - 1. ~~At all times maintain~~ A continuous north/south and continuous east/west bicycle connections through CDD#19.
 - 2. A connection between the Potomac Yard Metro Station and Potomac Avenue after completion of construction activities related to the station until final sidewalk and road construction is complete.
 - 3. A connection between the Potomac Yard Metro Station and the Virginia Tech Campus after completion of construction activities related to the station and certificate of occupancy for the first DSUP associated with the Virginia Tech Campus until the final sidewalk and road construction is complete.
 - 4. Any temporary disruptions to bicycle or pedestrian connections due to construction shall be approved by T&ES through the review of the maintenance of traffic plans. Detours should be provided to minimize disruptions to the extent possible
- iv. ~~Sidewalks and street lights as required by the *North Potomac Yard Urban Design Standards* shall be provided on both sides of any new roadway prior to dedication to the City.~~ shall be consistent with City standards or as otherwise approved by the Directors of P&Z and T&ES, subject to maintenance agreements for any non-standard improvements. Sidewalks and streetlights shall be provided on both sides of any new roadway. Prior to development temporary sidewalks and lighting shall be required, consistent with the phasing set forth herein.
- v. Adequate circulation capacity shall be maintained for each block and/or phase of development for construction, resident and tenant traffic.
- vi. Stormwater treatment shall be provided at all times throughout the redevelopment for drainage areas formerly directed to Pond 2 at a minimum efficiency of 50%.
- ~~vii. Safe and convenient access and circulation shall be provided for bicycles and pedestrians through all phases of development.~~
- i. A DSUP shall not be docketed for Planning Commission until the Directors of P&Z, T&ES and RP&CA have approved the CDD Phasing Plan which accompanies the DSUP application(s); and
- j. Notwithstanding the above, The Applicant, at its discretion, may submit an updated CDD Phasing Plan from time to time for administrative review and approval by the

Directors of P&Z and T&ES; provided, that no such submission shall relieve the Applicant of the requirement that it submit an updated CDD Phasing Plan with each DSUP application that seeks approval of one or more buildings or structures within the CDD. (P&Z) (T&ES) (RP&CA) (PC)

20. **Condition Amended by Staff: Development Phasing Triggers** - During the development of CDD#19, the following infrastructure shall be provided and/or constructed by the Applicant in accordance with the following. ~~The development referenced herein includes all cumulative development within CDD#19:~~ The applicant shall prepare and submit a detailed phasing plan for each phase of development for review and approval by the Directors of P&Z, T&ES, and RPCA prior to the release of the first final site plan, which at a minimum shall comply with the following to the satisfaction of the Directors of P&Z, T&ES and RPCA:
- a. **Streets:** For development east of Potomac Avenue, the streets and associated streetscape shall be constructed as follows:
 - i. **New Street A** from East Reed to Evans Lane shall be constructed with base paving and temporary streetscape, prior to the first Certificate of Occupancy for the first building.
 - ii. **New Street B** from the northern terminus with Potomac Avenue to Reed Avenue shall be constructed and operational, including any temporary streetscape, prior to the first Certificate of Occupancy for the first building in Phase 1. **New Street B** from Reed Avenue to Evans Lane shall be constructed with base paving and temporary streetscape, prior to the first Certificate of Occupancy for the first building.
 - iii. **East Reed Avenue** from Potomac Avenue to New Street B shall be constructed and operational, including any temporary streetscape, prior to the first Certificate of Occupancy for the first building.
 - iv. **Silver Meteor Avenue** from Potomac Avenue to New Street B shall be constructed in phases with the section between Potomac Avenue and New Street A being constructed and operational prior to the first Certificate of Occupancy for Block 14 or 19 and the section between New Street A and New Street B being constructed and operational prior to the first Certificate of Occupancy for Block 10 or 15.
 - v. **Evans Lane** from Potomac Ave to New Street B shall be constructed and operational including any base paving and temporary streetscape, within 18 months of the expiration or release of the WMATA temporary construction easements encumbering the property as reflected on Attachment 6 (“WMATA Easements”) or as otherwise approved by the Directors of T&ES and P&Z. The final improvements for Evans Lane from New Street A to New Street B shall be constructed as part of Block 15 or Metro Plaza prior to the first Certificate of Occupancy for Block 18 or 15, whichever comes first. The final improvements for Evans Lane from New Street A from Potomac Avenue shall be constructed as part of Block 19 or 20, whichever comes first.

- vi. DASH Bus Loop from Evans Lane to the north to Potomac Avenue shall be constructed curb to curb and operational, including any temporary streetscape, within 18 months of the expiration or release of the WMATA Easements or as otherwise approved by the Directors of T&ES and P&Z.
- b. **Streets:** For development west of Potomac Avenue, the streets and associated streetscape shall be constructed as follows:
 - i. **Potomac Avenue** (final cross-section): Prior to the first application within Phase 2 development, study and receive approval for the design of a final cross-section for Potomac Avenue. If feasible, study the design concurrent with the final design of East Reed Avenue.
 - 1. The final design for Potomac Avenue shall consider incorporating dedicated bicycle facilities on or along Potomac Avenue.
 - 2. The Applicant shall design and construct the dedicated Bus Rapid Transit lanes for the Metroway along Evans Lane and Potomac Avenue in the general location depicted in the North Potomac Yard Small Area Plan with Phase II of this project. The right-of-way needed to accommodate the Metroway in dedicated lanes with appropriate shelters and other supporting infrastructure shall be determined with the design of the facilities prior to the release of the final site plan of the first DSUP with Phase II of this CDD. Transit lane design and right-of-way dedications shall be approved by the Director of T&ES.
 - ii. **Main Line Boulevard:** Each block of Main Line Boulevard shall be constructed and operational prior to the first certificate of occupancy for the first building with frontage along that block of Main Line Boulevard, or as otherwise approved by the Director of T&ES.
 - iii. **Capitol Crescent** shall be constructed and operational prior to the issuance of the first Certificate of Occupancy permit for any building on Blocks 2 or 5.
 - iv. **Livingston Avenue,** between Route 1 and Potomac Avenue, shall be constructed and operational in conjunction with the first certificate of occupancy for the first building with frontage along Livingston Avenue.
 - v. **Tide Lock Avenue:** Each block of Tide Lock Avenue, between Route 1 and Potomac Avenue, shall be constructed and operational in conjunction with the first certificate of occupancy for the first building with frontage along Tide Lock Avenue.
 - vi. **East Reed Avenue,** (final cross-section): Prior to the first application within Phase 2 development, study and receive approval for the design of a final cross-section for East Reed Avenue. If feasible, study the design concurrent with the final design of Potomac Avenue.
 - 1. The existing cross section including pedestrian/vehicular access shall be maintained between Route One and Potomac Avenue and access provided pursuant to Condition #16 until such time as a study and/or phasing plan, due with the first DSUP for Phase 2, determines

- appropriate construction timing of final designed cross-section as approved by the Director of T&ES.
- vii. **Silver Meteor Avenue:** Each block of Silver Meteor Avenue, east of Potomac Avenue, shall be constructed and operational in conjunction with the first certificate of occupancy for the first building with frontage along Silver Meteor Avenue.
 - viii. **Evans Lane:**
 - 1. The final condition of Evans Lane between Route 1 and Maine Line Boulevard shall be constructed and operational prior to the issuance of the first Certificate of Occupancy permit for either Block 17 or 22, whichever comes first.
 - 2. The final condition of Evans Lane between Potomac Avenue and Maine Line Boulevard shall be constructed and operational prior to the issuance of the first Certificate of Occupancy permit for either Block 16 or 21, whichever comes first.
 - ix. **Wesmond Drive:** Each block of Wesmond Drive, between Route 1 and Potomac Avenue, shall be constructed and operational prior to the first certificate of occupancy for the first building with frontage along Wesmond Drive.
- c. **Street Finishes:**
- i. Temporary streetscape improvements (asphalt sidewalk, tree pits, and lighting) and base paving for the streets may be provided as an interim condition as shown on the Infrastructure Plan. All temporary streetscape improvements must be constructed and maintained to the satisfaction of the Director of T&ES.
 - 1. Temporary sidewalks shall be a minimum of eight-feet, as shown on preliminary infrastructure plan and comply with ADA requirements.
 - 2. Temporary streetscape conditions shall be replaced with final streetscape conditions by December 31, 2030, or as otherwise approved by the Directors of P&Z and T&ES.
 - ii. Permanent streetscape improvements, as shown on the final infrastructure site plan, including final street paving, shall be installed with each individual building DSUP. Prior to obtaining a Certificate of Occupancy, each building shall construct the final streetscape on all frontages of the subject building, extending across the cartway and to the opposite curb. All curb and gutter and ramps must be concrete and curb ramps must meet City and ADA standards.
 - 1. A permanent streetscape condition providing continuous access from the Potomac Yard Metrorail North Pavilion and the Virginia Tech Innovation Campus along the east side of New Street B, within Potomac Yard Park shall be installed within 12 months of the first Virginia Tech building's Certificate of Occupancy or within 18 months of the expiration or release of the WMATA temporary construction easements, whichever is later. A temporary continuous and safe pedestrian connection between the North Potomac Yard

Metrorail North Pavilion and the Virginia Tech Campus shall be installed and operational prior to the first certificate of occupancy in Phase 1. Should a hold on the WMATA temporary construction easements delay the installation of the permanent or temporary streetscape conditions, an alternate path shall be coordinated with the Directors of P&Z and T&ES. (P&Z)(T&ES)

d. **Intersection Improvements:**

- i. **East Glebe Road/Route 1 Intersection Improvements:** Prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million sq. ft of development within CDD#19, the Applicant shall make improvements to the eastbound approach at the intersection of Route 1 and East Glebe Road to provide an exclusive left-turn lane, through lane, and right-turn lane in the eastbound direction. The Applicant shall be responsible for all necessary improvements. The improvements at a minimum shall include right-of-way acquisition, design, signal modification, street and sidewalk construction, and improvements to the satisfaction of the Director of T&ES. The applicant shall coordinate with the City on the right-of-way acquisition.
- ii. **Route 1 / East Reed Avenue Intersection:** Prior to the first Certificate of Occupancy permit within CDD#19 the Route 1 / East Reed Avenue intersection shall be improved to allow full vehicle movements through the intersection.
- iii. **Route 1 from New Street "C" / Silver Meteor Avenue-Evans Lane to Four Mile Run:** The final streetscape, including final curb alignment, on Route One from Evans Lane to Four Mile Run, shall be completed prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million sq.ft. of development within CDD#19.

e. **New Traffic Signals Along Potomac Avenue:** All proposed traffic signals along Potomac Avenue shall be installed and fully operational prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million square feet of development within CDD #19, with the following exceptions:

- i. The proposed traffic signal at the intersection of E. Reed Avenue and Potomac Avenue shall be installed and operational to the satisfaction of the Director of T&ES prior to the first Certificate of Occupancy of any building within Phase 1.
- ii. The proposed traffic signal at the intersection of Evans Lane and Potomac Avenue shall be installed and operational to the satisfaction of the Director of T&ES within 18 months of the expiration or release of the WMATA temporary construction easements encumbering the property.
- iii. The proposed traffic signal at the intersection of New Street A and Potomac Avenue shall be installed and operational to the satisfaction of the Director of T&ES within 18 months of the expiration or release of the WMATA temporary construction easements encumbering the property.(T&ES)

~~f. **Potomac Avenue (new alignment):** The Applicant shall construct and have the entire length of Potomac Avenue operational prior to the earliest of:~~

- ~~i. The Metrorail station opening to the public;~~
- ~~ii. The issuance of the first Certificate of Occupancy permit for the first building in the Flexible Metrorail Zone;~~
- ~~iii. Prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million sq.ft. of development within CDD#19; or~~
- ~~iv. As determined by site phasing.~~
- ~~v. **Evans Lane:** The entire length shall be constructed and operational prior to the Metrorail station opening or as determined by site phasing, whichever is earlier.~~
- ~~vi. **East Reed Avenue:** Entire length shall be constructed and operational prior to issuance of the first Certificate of Occupancy permit for the second building on East Reed Avenue or as determined by site phasing, whichever is earlier.~~
- ~~vii. **New Street "C" / Silver Meteor Avenue:** Entire length shall be substantially constructed and operational at 1.5 million sq.ft. of development within CDD#19 and shall be entirely completed prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million sq.ft. of development within CDD#19, or as determined by site phasing, whichever is earlier.~~
- ~~g. **Route 1 between East Glebe Road and New Street "C" / Silver Meteor Avenue:** Shall be substantially constructed and operational at 1.5 million sq.ft. of development within CDD#19 and shall be entirely completed prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million sq.ft. of development within CDD#19, or as determined by site phasing, whichever is earlier.~~
- ~~h. **Transitway Stations:** Prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million sq.ft. of development within CDD#19, the Applicant shall construct a permanent transitway station on Route 1 and an interim transitway station near the Metrorail station which shall be operational until such time as the 2nd permanent transitway station is constructed concurrently with the development of the receiving block or the Metrorail station.~~
- ~~i. **TMP District:** The Applicant shall comply with all applicable TMP conditions, including a TMP District. This district shall be designed to meet the trip reduction goals outlined in the transportation analysis associated with CDD#19.~~
- ~~j. **Public Parks:**~~
 - ~~i. For development east of Potomac Avenue, the following parks shall be constructed as follows:~~
 - ~~1. **Potomac Yard Park**~~
 - ~~a. The portion of the park from the northern boundary of Potomac Avenue to East Reed Avenue shall be constructed and open to the public prior to the first Certificate of Occupancy for the first building.~~
 - ~~b. The portion of the park from East Reed Avenue to Silver Meteor Avenue shall be constructed and open to the public prior to the first Certificate of Occupancy for Block 10.~~

- c. If the portions of the park outlined in a. and b. above have been constructed then the portion of the park from Silver Meteor Avenue to Evans Lane shall be constructed and open to the public within 18 months of the expiration or release of the WMATA easements. If the portions of the park outlined in a. and b. above have not been constructed, then the portion of the park from Silver Meteor Avenue to Evans Lane shall be constructed and open to the public prior to the first Certificate of Occupancy for Block 15.
 - d. The portion of the park from Evans Lane to its southern terminus with Potomac Avenue shall be constructed and open to the public prior to the Certificate of Occupancy for Block 18 or Block 20, whichever comes last.
 2. **Market Lawn** shall be constructed and open to the public prior to the first Certificate of Occupancy for Block 14.
 3. **Metro Plaza:**
 - a. **Interim:** With the exception of Evans Lane, the interim condition of which shall be as set forth in Condition 20 a., above, the Applicant shall design an interim condition for Metro Plaza adjacent to Block 18, to be reviewed and approved by the Directors of P&Z, T&ES, and RP&CA. The interim Metro Plaza shall be constructed and open to the public within 18 months of the expiration or release of the WMATA Easements.
 - b. **Final:** The final Metro Plaza shall be constructed and open to the public prior to the first Certificate of Occupancy for Block 18.
- ii. For parks west of Potomac Avenue, the following parks shall be constructed as follows:
 1. ~~**Metro Square** and **Market Common**~~ ~~parks~~ ~~park~~ shall be improved and open to the public ~~dedicated to the City~~ prior to the first Certificate of Occupancy permit ~~for the second building with block frontage on the park on~~ Block 16.
 2. **Market Green** shall be designed with the first building, west of Potomac Avenue, with frontage on E. Reed Avenue. Portions of the park shall be constructed, operational and open to the public prior to the first Certificate of Occupancy for the building with block frontage for that portion of the park.
 3. **Crescent Park** shall be improved and dedicated to the City once the stormwater management pond in the park has been completed or the first Certificate of Occupancy permit for the second building constructed on Blocks 2, 3 or 5, whichever is earlier.
 4. **Four Mile Run Improvements** – Unless the City accepts a fee-in-lieu agreement and contribution from the Applicant as defined herein, Four Mile Run shall be improved by the Applicant and

dedicated to the City once the stormwater management pond in Crescent Park has been completed or the first Certificate of Occupancy permit for the second building constructed on Blocks 2, 3 or 5, whichever is earlier.

- ~~iii. Potomac Yard Park (initial phase) — Potomac Yard Park and any required re-design of the existing Landbay K plan north of East Glebe Road shall be fully designed concurrently with Potomac Avenue (new alignment); however only the initial phase (including the trail, utilities, lights, benches, street trees, interim landscaping and any stormwater infrastructure associated with the elimination of Pond 2) shall be required to be constructed, operational and accepted by the City concurrent with the acceptance of Potomac Avenue (new alignment).~~
- ~~iv. Potomac Yard Park (final improvements) — Prior to the first certificate of occupancy for the first project exceeding 3.7 million sq.ft. of development in CDD#19, Potomac Yard Park shall be fully constructed by the Applicant and accepted by the City. The park shall be dedicated to the City upon acceptance, excepting the portion of Potomac Yard Park within the area in and around the potential Metrorail station reservation. This area shall be dedicated once the Metrorail station is fully constructed. A public access easement shall be recorded for this portion of the Park at the time of dedication for the remainder of the park.~~
- ~~l. **Sewer Contribution:** Prior to the issuance of a Certificate of Occupancy permit for the first project exceeding 2.0 million sq.ft. of development, the Applicant shall submit a contribution of \$250,000 to be adjusted annually by the CPI-U for each year beyond 2010. This contribution was estimated to be 21% of the current cost of engineering design and construction of parallel relief sewers to alleviate the problem of surcharging in the 30" Potomac Yard Off-Site Trunk Sewer. The contribution shall be made payable to the City of Alexandria. The Applicant shall provide a 30-foot wide permanent sanitary sewer easement from the new pump station to Route 1 for sanitary mains to be constructed in the future to serve developments west of Route 1. (T&ES/AlexRenew)~~
- ~~k. **School Site:** Community Facility (Block 4) shall be dedicated to the City prior to the earliest of:
 - ~~i. The dedication of three of the four surrounding streets to the City;~~
 - ~~ii. The City has made provisions to plan and/or build a school, community facility, public building or comparable facility and a formal written request is submitted by the City to the Applicant; or~~
 - ~~iii. Earlier than the provisions defined above, if an agreed upon date is reached by the City and the Applicant.~~~~
- ~~l. **Neighborhood Traffic Calming Plan:** shall be evaluated and designed with each DSUP submittal and all improvements shall be fully implemented prior to the first Certificate of Occupancy permit of the associated DSUP.~~
- ~~m. **Permanent Streetscape Improvements:** (including streetside bioretention) shall be installed on all frontages of a given block prior to the Certificate of Occupancy~~

~~permit for each block/building or additional requirements as may be required throughout the DSUP process. (P&Z) (T&ES) (RP&CA) (PC)~~

21. The Directors of T&ES, RP&CA and P&Z may require that infrastructure, open spaces, land uses and other matters outside the Landbay and/or block deemed necessary to review a preliminary DSUP application also be shown and addressed in the application. (P&Z) (T&ES) (RP&CA)
22. The Applicant shall coordinate, to the extent necessary, with adjacent property owners on the design of streets, parks-open spaces, sewer systems and other related infrastructure and construction. (P&Z) (RP&CA) (T&ES)
23. **Condition Amended by Staff:** The Applicant shall be responsible for dedicating all necessary rights-of-way and/or public access easement(s) as required herein. Where a public access easement is provided for streets and/or sidewalks, the easement(s) shall be a perpetual public access easement for vehicles and/or pedestrians. Any privately owned open space areas identified in the North Potomac Yard Small Area Plan which are required to be accessible to the public, shall have a perpetual public open space easement. Construction of all required infrastructure and open space improvements shall be completed in accordance with the dates or events required herein. (P&Z) (T&ES)
24. **FAA:** The Applicant shall obtain approval(s) from the Federal Aviation Administration (FAA) and all other applicable Federal and/or State agencies for all block(s), building(s) or portions thereof subject to the applicable FAA height restrictions prior to the release of the final site plan. The Applicant shall provide to the Directors of P&Z and T&ES a written statement and/or approval by all applicable Federal and/or State agencies that the all block(s), building(s) or portions thereof that are subject to the applicable FAA height restrictions are not a hazard to air navigation or that the project does and is in compliance with all other applicable FAA requirements and/or recommendations. If the FAA and all other applicable Federal and/or State agencies require revisions and/or modifications, the modifications may require subsequent approval by the City Council, if the Director of P&Z determines that the amendments are substantively different ~~that~~ than what was approved by City Council. (P&Z)
25. **Condition Amended by Staff:** For each phase of development, the Applicant shall submit the following sets of information specific to North Potomac Yard, with the first preliminary DSUP for that phase and shall update each of the following, as necessary, with all subsequent ~~phases preliminary DSUP submissions:~~
 - a. A CDD Phasing Plan;
 - b. A Transportation Study. ~~The Transportation Study shall include:~~
 - i. ~~Transportation Management Plan (TMP);~~
 - ii. ~~Neighborhood Traffic Calming Plan and Neighborhood Traffic Analysis;~~
 - ~~and~~
 - iii. ~~Parking Management Plan.~~

- iv. Findings in the transportation study may require the design and construction of transportation infrastructure relating to the specific impacts of the preliminary plan submittal.
- v. A Technical Traffic Memorandum shall be provided with any DSUP amendment or application within each phase whenever 50 trips or greater is added to the network in either the AM or PM Peak hour, as well as submitted less than five years after the transportation study has been complete in support of the CDD application or project phasing. The Memorandum shall include or address:
 - 1. Justification Statement, explaining why a transportation study or studies are not needed;
 - 2. The agreed upon scope of the transportation study that was submitted in support of the CDD application or project phasing; and
 - 3. Timing for the previous transportation submittals and the approval.
- c. Environmental Sustainability Master Plan (ESMP);
- d. Comprehensive Open Space Programming Plan;
- e. Public Art District Plan;
- f. Historic Interpretive Plan;
- g. Water Management Master Plan;
- h. A Noise Study, if residential development is adjacent to Route 1 or Potomac Avenue;
- i. A tracking sheet with the running totals for proposed/approved development floor area by use, open space within each block, and the status of each proposal within the CDD to depict compliance with the development triggers; and
- j. A tracking sheet showing the cumulative totals for metered sanitary flows for each occupied building in the CDD. The tracking sheet shall consist of a table denoting a building designation, the Sewage Collection and Treatment (SCAT) Regulations, December 4, 2003 projected design discharge, 65% 70% of the SCAT projected discharge, and the actual metered discharge for each occupied building within the CDD. Also included within the table shall be a running total of the CDD's sanitary discharge. Each preliminary and final site plan shall include the SCAT projected design discharge and 65% 70% of the SCAT projected discharge for the proposed development as well as the current metered CDD's total discharge rate. The flow data shall be presented in mgd (million gallons per day and shall be based on a six month daily average. As a back up information, the metered data shall be provided in tabular and graphical forms including the depth, velocity, and volume of flow with summarized findings.
- k. A tracking sheet to include:
 - i. The total approved, previously approved, currently requested and remaining number of residential units and square footage of retail, office and academic space.
 - ii. The total allocated (including added capacity from approved infrastructure improvements), previously used, currently requested and remaining sewer capacity for the sewer system downstream of North Potomac Yard.

- l. A tracking sheet showing compliance with sustainable roof area usage per CDD Conditions. Per Phase of Development, show rooftop usage to demonstrate 50% of rooftops are used for sustainable practices, of which 25% of total roof areas for vegetated green roofs and remaining 25% for vegetative, solar or other sustainable uses.
 - m. Should more than five years pass between the submission of the Phasing information enumerated above, and the approval of a DSUP application within the phase, staff may request updated information on the required information above to ensure that information reflects current conditions. If deemed necessary, the Directors of P&Z and T&ES may also request updated information or studies to be provided with individual building DSUPs within each phase. (P&Z)(T&ES)(RP&CA)
26. **Condition Added by Staff:** All infrastructure including roads and sidewalks above parking garages shall be maintained by the applicant. (T&ES)
27. **Condition Added by Staff:** All public infrastructure improvements within the public right of ways shall be constructed to City design standards including all driveway entrances, curbing, paving, sidewalks, etc. (T&ES).

F. **METRORAIL STATION**

28. ~~**-Condition Amended by Staff:**-The Developer Contribution, Shortfall Guarantee, and other obligations associated with the Potomac Yard Metrorail Station shall be as set forth in the revised Memorandum of Understanding by and between the City of Alexandria and CPYR as approved by City Council on December 11, 2018 and signed by the parties on March 21, 2019 and as may be amended, and incorporated herein as Attachment 7. The Applicant shall fund the construction and assist in the coordination of a new Potomac Yard Metrorail station subject to the conditions contained herein. In addition, the Applicant shall be subject to the terms and conditions set forth in the planned Memorandum of Understanding between the City and the Owner (“MOU”) and as may be amended by agreement of the City and the Applicant. The Applicant shall actively cooperate and coordinate with the City, WMATA, and all applicable local, State and Federal agencies and departments to complete and obtain all necessary approvals and processes which are necessary to construct and operate the Potomac Yard Metrorail station. Permitting, design, construction, and payment of debt service on the Potomac Yard Metrorail station will utilize a separate segregated fund, controlled by the City and known as the Potomac Yard Metrorail Station Fund (the “Station Fund”) into which the various funds described below will flow and from which they will be disbursed by the City.~~
- a. ~~**Developer Contributions:** The Applicant shall make developer contributions of Ten Dollars (\$10.00) per square foot of gross floor area (net of above-grade structured parking) for the first 4.9 million sq.ft. of development within CDD#19. The contribution, including the escalation described below, shall be payable concurrently with issuance of the first Certificate of Occupancy permit for each building. Developer Contributions shall not exceed \$49,000,000 in 2010 dollars.~~

~~The \$10.00 per square foot Developer Contribution shall escalate annually on January 1 of each year, commencing January 1, 2011, in accordance with increases in prior years in the Consumer Price Index for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor. The base CPI shall be set as of the date of the rezoning and shall be adjusted as of the first day of January each year thereafter, and the resulting adjusted Developer Contributions per square foot amount shall be in effect for that calendar year. The terms and conditions of the payment of this Developer Contribution shall be detailed in the planned Memorandum of Understanding between the City and the Applicant. It is understood that the dollar amount paid is that calculation for the calendar year when the certificate of occupancy is issued by the City. For example, if a building's construction is completed on December 15, 2015, but the certificate of occupancy for that building is issued on January 15, 2016 then the amount paid in 2016 at the time the certificate of occupancy is issued would be adjusted for changes in the CPI U between January 1, 2015 and January 1, 2016.~~

- ~~b. **Shortfall Guaranty Contribution:** In connection with the projection of up to \$275,000,000 in bond financing anticipated to be issued by the City of Alexandria, to fund the construction of a Metrorail station serving Potomac Yard, the The applicant shall provide a guaranty of shortfalls, not to exceed a total in any year of \$10,000,000, with \$16,000,000 for Phase I (Exhibit X) and \$16,000,000 for Phase II or a cumulative total of \$32,000,000, between the funds needed to make scheduled payments of principal and interest on such bonds and the funds available in the Station Fund based on terms and conditions of the payment of this Developer Shortfall Guaranty contributions detailed in the planned Memorandum of Understanding between the City and the Applicant. (CAO) (CMO) (P&Z) (T&ES)~~
- ~~c. If, through the environmental permitting process, the B alternatives or similar are not selected, this situation shall be treated as a no-build decision and will be subject to the provisions of Condition #15 above. In addition, with the exception of the Development permitted preceding the Metrorail Station detailed under condition 12, notwithstanding any other condition in this rezoning, no further development in the CDD shall be permitted if neither of the B alternative locations (either in their current location or with minor adjustments due to environmental studies or final engineering) is designated as the eventual station site by City Council. This designation by City Council would occur only after the environmental impact statement or environmental assessment of station location alternatives is completed. If another site, such as site "A" is designated by City Council, or if a "no build" alternative is selected by City Council, then CPYR shall have no obligation for financial contributions or undertakings related to the Metrorail Station as outlined in the attached MOU. (P&Z) (CMO) (PC)~~

29. **Condition Amended by Staff: 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~~ Any 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 shall be coordinated with the City and shall comply with an easement agreements as reached between WMATA and the Applicant. 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)

30. **Condition Completed and Removed by Staff:** ~~Environmental Review: The various sites under consideration in the environmental review process (A, and the B alternatives) shall be identified for future Metrorail station use on the CDD Conceptual Design Plan and other applicable plans and documents as required by the Director of P&Z. The Applicant acknowledges that the environmental review process is not controlled by the City, and that neither the Applicant nor the City can pre-judge the outcome of the environmental review process (currently planned to be conducted by the Federal Transit Administration in cooperation with WMATA, the National Park Service, the City, and other affected stakeholders. In the event the City conclusively determines not to construct a Potomac Yard Metrorail station and associated amenities, or in the event no such Potomac Yard Metrorail station is constructed within 25 years from June 12, 2010, such dedication and easement(s) shall be vacated by the City in exchange for a public access easement allowing public access for the purposes of open space and/or comparable amenities as determined by the City. (P&Z) (T&ES) (CAO) (PC)~~

31. **Condition Amended by Staff:** During the initial 30-year term of the lease of any of the buildings within CDD #19, the blocks which permit development (excluding Virginia Tech Facilities and City facilities Block 4) as defined herein shall remain in private ownership and be subject to City of Alexandria real estate taxes. Prior to final site plan approval of the first building, other than the retail buildings in existence as of June 12, 2010, the applicant shall record among the land records of the City of Alexandria, a covenant, approved by the City Attorney, that provides that, before any voluntary and/or involuntary sale of any of the real property that is being leased and/or sold to a purchaser which is not

obligated to pay City of Alexandria real estate taxes, the seller of the real property, shall, at the direction of the City of Alexandria either (i) provide to the City a payment equal to the present value of the estimated real estate tax payments (to be calculated pursuant to a mutually agreeable formula to be set forth in the recorded covenant) which would otherwise become due on the Property during the balance of the initial 30-year term of the lease, or (ii) enter into a binding and enforceable agreement with the City, approved by the City Attorney and including such surety as deemed necessary by the City Attorney, that requires the seller to make semi-annual payments to the City during the balance of the 30-year term which shall be equal to and made at the same time as the real estate tax payments that would otherwise have been due on the Property. Such covenant shall expressly provide that (i) its terms and obligations shall run with the land and be an encumbrance upon the Property, for the benefit of the City, and the applicant or the applicant's successors in interest shall ensure that the covenant and the obligation thereof shall have priority over every mortgage, deed of trust, or other lien or encumbrance on the Property, whether created prior to, or subsequent to, the grant of such covenant, and (ii) it shall be released of record in the event of a sale of the Property to a real estate tax exempt purchaser at such time as the foregoing conditions have been satisfied or the expiration of the 30 year term. (P&Z) (CAO)

G. **PARKING**

32. **Condition Amended by Staff:** The maximum parking ratios for each use in ~~Table 1~~Table 3 below shall comply with the following, or as amended in the North Potomac Yard Small Area Plan:
- All uses shall participate as part of the comprehensive shared parking strategy.
 - Visitor parking may be required by the City as part of the DSUP process.
 - Restaurant square footage is based upon the net square footage of the restaurant, excluding the kitchen and storage areas. (P&Z) (T&ES)

Table 1: Parking Maximums

Use	Maximum Ratio
Civic / Community Facilities	2.0 / 1,000 sq. ft.
Theater	0.1 / seat
Hotel (per room)	0.75 / room
Office	1.21 / 1,000 sq. ft.
Residential	1.0 / unit
Restaurant	3.5 / 1,000 sq. ft.
Retail	3.5 / 1,000 sq. ft.
<u>Academic</u>	<u>1.2/1,000 sq. ft</u>

33. Each block and building shall provide a minimum of one level of entirely below-grade parking. Each underground and/or structured parking for each block shall be designed and constructed to connect within each block to function as one parking structure facility. All

parking for Blocks 2, 5, and 16 or 21 as depicted in the North Potomac Yard Small Area Plan shall be located entirely below-grade. (P&Z)

34. **Condition Amended by Staff:** To the extent that parking is located above grade, any above grade parking shall conform with the parking screening requirements of the North Potomac Yard Urban Design Standards or the North Potomac Yard Design Excellence Standards as part of the DSUP process. (P&Z)
35. **Condition Added by Staff:** On-street parking on both public and private streets within the site shall be metered and managed by the City. Meter revenue will be collected by the City. Any parking restrictions proposed by the Applicant shall be depicted in the DSUP Plans. The Director of T&ES reserves the authority to approve proposed restrictions and to set and adjust meter rates and hours in consultation with the BID or comparable entity. If streets are closed during events coordinated by the BID, or comparable entity, collection of meter revenue shall be waived. Closures impacting on street parking shall be communicated to the City in advance. (T&ES)
36. **Condition Added by Staff:** A future condition of approval for each forthcoming DSUP shall require the developer to provide a contribution for each multi-space meter along the frontage of the adjacent building. (T&ES)
37. **Condition Amended by Staff:** The Applicant shall submit a Parking Management Plan (“the Plan”) with each DSUP for approval by the Director of P&Z and T&ES as part of the first preliminary Final Site Plan for a building DSUP. The parking management plan shall be updated and approved with each subsequent block(s), building(s) and/or DSUP submittal. At a minimum, the parking management plan shall include:
- a. Shared Parking: The Parking Management Plan shall outline mechanisms to require the parking to be efficiently used and shared between each of the uses and within multiple garages. The Plan shall demonstrate the minimum amount of parking to adequately support development on each block through shared parking strategies, including any necessary agreements and/or easements.
 - b. The Plan shall address parking for community facilities, movie theaters and performance theaters. Parking for these uses shall be provided by adjacent uses through a shared parking program, unless the facility has considerable parking needs above and beyond what can be accommodated exclusively through shared parking.
 - c. Any parking spaces designated as shared parking in the Plan shall not be reserved for any individual use, except for office use as permitted herein.
 - d. Valet Parking: The Plan shall outline provisions and strategies for valet parking to ensure efficient use of parking resources. These shall include: loading and unloading locations and management, pricing, marketing strategies and wayfinding.
 - e. Market rate parking: Office and retail parking rates for all underground and structured parking shall be consistent with comparable office/retail buildings located in the vicinity. A limited number of parking spaces may be reserved for the

- office use as approved by the Directors of P&Z and T&ES. Validation shall be permitted for retail parking. The applicant must offer multiple payment options for all underground and structured parking not to exclude pay by phone and credit card.
- f. Parking data collection and sharing: Garage parking shall utilize a smart parking system that provides an open API for third party developers to access data and direct parkers to available public parking spaces. Parking garages shall have publicly accessible Wi-Fi and allow for the installation of equipment necessary for major cellular providers to be able to provide service in the garages.
 - g. Unbundled Parking: All residential parking shall be unbundled (i.e., the cost to purchase or lease a parking space is separate from the cost to purchase or lease the residential unit). Unbundled parking for all other uses is encouraged and shall be explored as part of the Plan.
 - h. On-Street Parking: All on-street parking signage and controls proposed at the time of block DSUPs shall be shown in the Parking Management Plan. ~~be metered as part of a performance parking district~~
 - i. Priority Parking: Priority spaces for carpool/vanpool or EV charging spaces shall be considered, and where provided, for use shall be provided within all structured parking as part of the Transportation Management Plan and shall be shown as part of the Parking Management Plan.
 - j. Parking wayfinding, performance parking and advanced parking management systems. The Plan shall include a parking wayfinding plan which shall include illuminated wayfinding and advanced parking management signage. Parking occupancy data shall be integrated into advanced wayfinding and parking communications.
 - k. The Applicant shall be responsible for the implementation of the Parking Management Plan. The Applicant shall be responsible for the installation of all infrastructure required to support the implementation of the Plan including, but not limited to, parking wayfinding signs, advanced parking management technologies and performance parking metering systems. (P&Z)(T&ES)
38. **Condition Amended by Staff:** Bicycle parking shall be required with each DSUP per Alexandria's Bicycle Parking Guidelines. Theater and restaurant uses shall meet retail bicycle parking requirements. (T&ES) ~~"Short term" and "long term" bicycle parking shall be provided throughout the site. "Long term" bicycle parking may include lockers, individually locked enclosures or supervised areas within a building providing protection for each bicycle therein from theft, vandalism and weather. "Short term" bicycle parking is an at-grade rack such as an "Inverted U" or "Bike Circle" that supports a bicycle in a stable, upright position. One bicycle rack shall provide two spaces. Racks are preferably collocated, covered and located within 120 feet (preferably 50 feet) of a building entrance. Directional signage (MUTCD sign D4-3) shall be installed when bike parking facilities are not clearly visible from the street or sidewalk. The City of Alexandria Bicycle Parking Preferred Rack Designs, Placement Standards, Guidelines and Vendors are available at <http://www.alexandriava.gov/bicycleparking> (T&ES). Minimum bicycle parking ratios are as follows in Table 4 below:~~

Table 2: Bicycle Parking Requirements

Use	Minimum Ratio
Civic / Community Facilities and Parks	Ratio shall be determined with applicable DSUP
Theater	0.05 spaces / seat
Hotel (per room)	0.05 long term space/room and 0.025 short-term space/room
Office	0.2 long term space space/1,000 sq ft and 0.1 short term space per 1,000 sq ft.
Residential	0.25 long term spaces/unit if less than 3 bedrooms, 0.5 long term space/unit if more than 3 bedrooms, plus 0.05 spaces/unit short-term (visitor) parking
Restaurant	0.25 space/seat with first 60 seats exempt
Retail	0.2 long term space/1,000 sq ft and 0.25 short-term space/1,000 sq ft.

39. **Condition Deleted by Staff:** For every 250,000 sq.ft. or fraction thereof of office gross floor area, one (1) shower per gender shall be installed, up to a maximum of three (3) showers per gender. Also, a minimum of one (1) clothes storage locker per gender shall be installed for every two (2) long term bicycle parking spaces. The lockers shall be installed adjacent to the showers in a safe and secured area and both showers and lockers shall be accessible to all tenants of the building. The Applicant may provide joint facilities for office uses located on the same block. The location, layout and security of the showers and lockers shall be reviewed by T&ES before issuance of the Building Permit. The showers and lockers shall be open during normal working hours. There are no locker or shower facility requirements for retail or residential developments. The ratios set forth in this condition may be amended pursuant to a DSUP approval as necessary to comply with the standards necessary to obtain the associated LEED or equivalent green building/site requirements. (T&ES)

H. STREETS & TRANSPORTATION

40. **Condition Deleted by Staff:** New Street Names: Refer to *Attachment #6* for the following street locations:
- a. New Street "A" shall be named Livingstone Avenue (straight) and Capitol Crescent Place (curve);
 - b. New Street "B" shall be named Tide Lock Avenue;
 - c. New Street "C" shall be named Silver Meteor Avenue; and
 - d. New Street "D" shall be named Aqua Street; (P&Z)
41. The Applicant shall be responsible for installing all applicable street and associated signage pursuant to the phasing required herein. (T&ES) (P&Z)

42. **Condition Amended by Staff:** Any traffic signalization proposed by the Applicant and approved by the Director of T&ES, or required by the Director, shall be depicted on the final infrastructure plan and the final site plan for the portion of the CDD in which or adjacent to which the signalization is to be installed. The Applicant shall be responsible for all costs of traffic signal design, acquisition, and installation. Any signalization approved or required by the Director of T&ES shall be installed and properly operating prior to the issuance of a Certificate of Occupancy permit for any building and/or the acceptance of any street which is to be served by the signalization. The signals shall be City standard black mast arms.
- a. All new and modified traffic signals associated with this site shall be equipped with Transit Signal Priority (TSP) equipment, adaptive control, and vehicle detection capable of data collection as approved by the Director of T&ES. (T&ES)
 - b. All new and modified traffic signals associated with this site shall be equipped with an Advanced Transportation Controller (ATC) Signal Controller as approved by the as approved by the Director of T&ES (T&ES). In addition, each signal cabinet shall be Dedicated Shortrange Communication (DSCR) compatible for potential equipment installation by the City.
 - c. All new traffic signals shall be equipped with two 3-inch conduits of schedule 80 PVC or HDPE, at a depth of 3 FT with a pull line and tracer cable, connecting to each signal cabinet location.(T&ES)
43. **Condition Added by Staff:** All roads within the site shall be either dedicated to the City as public right-of-way or shall have a public access easement from building face to building face unless otherwise approved by the Director of T&ES. Roads that are not above private parking garages shall be public unless otherwise approved by the Director of T&ES. (T&ES)
44. **Condition Added by Staff:** Per the Small Area Plan, each development shall submit a comprehensive approach regarding truck loading and deliveries as part of the development review process. (P&Z)

I. **TRANSIT**

45. **Condition Added by Staff:** The City and DASH will provide temporary bus stops for local DASH buses and Metrobuses along Potomac Avenue in the interim between the opening of the Potomac Yard Metrorail Station and the completion of permanent bus stops on Potomac Avenue and on New Street A. The applicant shall provide accessible temporary paths along the Potomac Avenue frontages of Blocks 19 and 20 within 60 days of WMATA granting the applicant access to work in this area to provide access to these temporary stops. The Applicant shall coordinate with the City to ensure that these bus stops remain open and accessible at all times.
- a. Pedestrian access shall be maintained between the Potomac Yard Metro Station and Potomac Avenue after completion of construction activities related to the station until final sidewalk and road construction is complete. (T&ES, DASH)

46. **Condition Added by Staff:** The applicant shall provide two final DASH bus stops in either direction (four total) on New Street A between Potomac Avenue and Evans Lane prior to the second building of 18 or 20, receives their first certificate of occupancy. Any proposed bus stops and amenities shall be ADA compliant; all bus shelters shall include a bench, illumination and the ability to accommodate future real time bus information LED screens and electric connections to the satisfaction of the Director of T&ES. The final bus shelter, bus canopy, and bus stop bench design shall meet City standards and the approval of the Director of T&ES. Design and specifications for the City standard bus shelter can be found at: www.alexandriava.gov/6548. (T&ES) (Code)
- a. The bus stops provided along New Street A shall meet ADA requirements and City Standards per the following: Install an unobstructed 10-foot wide, parallel to the roadway, by 8-foot wide, perpendicular to the curb, illuminated bus stop passenger loading pad. The unobstructed loading area should be at the front of the boarding zone and accessible from a transit shelter (if present or if installed) and adjacent sidewalk. The loading pad's cross slope shall be less than 2 percent. The exiting width of the sidewalk may be counted towards the 8-foot wide perpendicular to the curb area. Passenger loading pads shall never be placed on storm drain inlets, catch basins, and other obstacles that would make the bus stop and bus stop loading pad inaccessible.
 - b. No parking shall be allowed along either side of the block on New Street A where bus stops are provided.(T&ES)
52. **Condition Added by Staff:** The applicant shall provide two shelters in each direction (4 total) along Potomac Avenue for the Metroway at locations consistent with those depicted in the North Potomac Yard Small Area Plan. (T&ES)
- a. Interim Metroway stops (one in each direction) shall be provided by the applicant near the intersection of Potomac Avenue and Evans Lane prior to the certificate of occupancy for the first DUSP of Phase 1 of CDD #19 (east of Potomac Avenue). Location of the interim Metroway stops shall be provided with the preliminary DSUP for Block 19. Design of the interim Metroway stops shall be provided with First Final Site Plan for Block 19.
 - b. The existing Metroway stops on Potomac Avenue, just north of E. Reed Avenue (one in each direction) shall be maintained until Block 4 is developed.
 - c. The northern Metroway stops (one in each direction) currently located just north of E. Reed Avenue shall be relocated by the applicant to just north of the future Tide Lock Avenue, prior to the first certificate of occupancy for Block 4. The bus stop and amenities shall be designed with and shown on the DSUP for Building 4. At such time, the applicant shall also provide crosswalk with traffic controls across Potomac Avenue near the future intersection with Tide Lock Avenue to facilitate access to the bus stops.
 - d. Final stop locations, bus pads, and bus amenities for all Metroway stops shall be approved by the City. (T&ES)

53. **Condition Deleted by Staff:** ~~If the City has not approved the transitway design vehicle prior to the construction of the transitway through the site and on Route 1, or the construction of 1.5 million sq.ft. of development within CDD #19, the Applicant shall construct the dedicated transit lanes along Route 1, New Street "C" / Silver Meteor Avenue, and Potomac Avenue as depicted in the North Potomac Yard Urban Design Standards and in addition shall install elements to accommodate future conversion to rail such as: underground duet banks, conduit and pavement designed with knock-out panels to the satisfaction of the Director of T&ES and with the City's contribution for these upgrades to rail. (T&ES)~~
54. **Condition Amended by Staff:** The permanent transitway stations shall be a minimum size of 75' (L) x 12' (W) and may include these elements to be decided at the time of final design shall include the following amenities: ADA accessibility; large canopies to cover most of station platform area; real time transit information; audio announcements; fare machines collection capabilities as determined appropriate at the time of design; benches to seat a minimum of 12 persons; near level boarding; maps; wayfinding information; illumination; areas for transit information; wireless internet; pedestrian walkway and connections to the nearest crosswalk; security cameras; emergency intercoms; public art; solar power; possible space for advertisements; barriers from traffic; and environmentally sustainable materials and design and other innovative green technologies that may be appropriate. The interim transitway station shall be a minimum size of 30' (L) x 8' (W) and shall include the following amenities: near level boarding; ADA accessibility; a covered shelter / canopy area; benches to serve a minimum of 6 persons; real-time transit information; audio announcements; and a fare machine collection capabilities as determined appropriate at the time of design. The installation and equipment shall be provided by the Applicant. Maintenance and operation shall be provided by the City. (T&ES)
55. **Condition Added by Staff:** Prior to the Certificate of Occupancy for an immediately adjacent building, the applicant shall submit plats for public maintenance easements for any bus shelters and amenities on privately owned sidewalks or streets. (T&ES)

J. UTILITIES

56. **Condition Amended by Staff: Transformers/Utilities:** All electrical transformers and associated utilities shall be located within the central portion of the blocks, alley(s) and screened to the satisfaction of the Director of P&Z or provided in underground vaults which shall comply with all applicable Dominion Virginia Power (DVP) standards. Ventilation grates shall not be located within public open space, including Crescent Park, Market Green Common, Market Lawn, Metro Square, Metro Plaza, Potomac Yard Park, Four Mile Run Park, sidewalks or streets - public right-of-way. The final location of the transformers and/or vaults shall be approved as part of the preliminary DSUP review for each building/block. (RP&CA) (P&Z) (T&ES)

57. **Condition Deleted by Staff: Terminal Station:** ~~The Applicant shall provide architectural and landscaping screening to the northern Dominion Virginia Power Terminal Station, adjacent to Four Mile Run, to the satisfaction of the Director of P&Z. All improvements shall be completed no later than the first Certificate of Occupancy for the second building on Blocks 2, 3 or 5. (P&Z)~~
58. **Condition Amended by Staff: Pump Station and Sanitary Sewer Infrastructure:** ~~If it is determined that a pump station is necessary within North Potomac Yard, the The Applicant shall design and construct a pump/lift station and force main to transport municipal wastewater from the proposed development to the Potomac Yard Offsite Trunk Sewer (PYTS). The Applicant shall design and construct a pump/lift station on the north end of the site (in Block 24) but not within the RPA or public right-of-way. The pump station shall be consistent with the Four Mile Run Restoration Master Plan and shall be designed and approved pursuant to a Development Special Use Permit and Certificate of Appropriateness and to the satisfaction of the Director of P&Z.~~
- a. Prior to the issuance of Certificate of Occupancy permit for any of the buildings in Phase 1, the Applicant shall design and construct a pump/lift station with a pumping capacity of 5.6 MGD for the overall development (Phase 1 and Phase 2) and shall be designed to handle a peak sanitary flow of 1.0 MGD in order to serve Phase 1 of the development. A 16-inch force main will be constructed as part of Phase 1 development to convey municipal wastewater from the proposed development to the existing 24-inch sanitary sewer, as indicated on the March 2020 Preliminary Infrastructure Plan, located upstream of the existing Potomac Yard Pumping Station (PYPS). The applicant shall be provided an offset to the sanitary sewer tap fees equal to 16.7 percent of the total pump station and force main cost, based on the proportionate costs associated with contributing flows from Block 23 and properties located outside North Potomac Yard.
 - b. Based on Preliminary Infrastructure Plan dated March 17, 2020, the Applicant is not required to provide any improvements to the existing sewer infrastructure in order to serve the development as proposed as part of Phase 1. (T&ES/AlexRenew)
 - c. In order to serve additional wastewater flows from Phase 2 of the development,
 - a. a 20-inch force main extension shall be designed and constructed by the applicant from the downstream end of the Phase 1 16-inch force main to the 27-inch gravity sewer downstream of the existing PYPS. In addition, the applicant shall repurpose the existing Four Mile Run (FMR) pump station 20-inch force main to serve North Potomac Yard Phase 1 and 2 development and repurpose the Phase 1 16-inch force main to serve the FMR pump station. This force main extension and repurposing of force mains will eliminate the requirement of upsizing the existing 24-inch sanitary sewer upstream of the existing PYPS and upsizing of the existing PYPS. The applicant shall be provided an offset to the sanitary sewer tap fees equal to 16.7 percent of

- the total force main extension cost, based on the proportionate costs associated with contributing flows from Block 23 and properties located outside North Potomac Yard. (T&ES/AlexRenew)
- b. the Applicant shall undertake design and construction of upsizing the existing 27-inch sanitary sewer located downstream of the existing PYPS (known as Reach PY-2) to a 36-inch sanitary sewer. The applicant shall be provided an offset to the sanitary sewer tap fees equal to 69.5 percent of the total cost to upsize Reach PY-2. (T&ES/AlexRenew)
 - d. The applicant shall show on the first Final Site Plan of the Infrastructure Plan submission an analysis of the total system flows in the sewer system, including Phase 2 development, along with the above infrastructure improvements to mitigate capacity constraints to the satisfaction of T&ES and AlexRenew.
 - e. The applicant shall be required to submit a preliminary design plan and construction phasing plan for sewer infrastructure improvements in Phase 2 (Phase 2 infrastructure plan) for approval by T&ES and AlexRenew before first DSUP is submitted in Phase 2. The submission shall include projected cost and offsets for the applicable sewer infrastructure for each phase. The first DSUP in Phase 2 shall not be released until the Phase 2 infrastructure plan has been approved by the City. (T&ES/AlexRenew).
 - f. The Applicant shall provide a 20-foot wide permanent sanitary sewer easement from the new pump station to Route One, if requested in writing by the City, for a sanitary main to be constructed by others in the future to serve developments west of Route 1. The final location of the easement shall be determined in coordination with the City at the time the easement is requested.
 - g. City Code Section 5-6-25.1(C)(3) provides tap fee waivers for Potomac Yard. It is estimated that the expiration of the current sewer tap fee waiver will occur in 2026. Following the expiration of this tap fee waiver, the City agrees to credit the tap fees based on the offsets detailed above, minus the offsets already paid for from the tap fee waivers through 2026.
 - i. Following the expiration of the tap fee waiver (post 2026), the sewer tap fee offsets for improvements related to Phase 1 development will be credited towards 100% of scheduled fees, until all of the offsets provided for in Phase 1 are recouped. For Phase 2 development, the sewer tap fee offsets will be credited towards the scheduled fees by no more than 50% at the time of release of any site plan, until all of the offsets provided for in Phase 2 are recouped.
 - ii. Sewer tap fee offsets will be based on construction costs shared with the City in sufficient details to the satisfaction of director of T&ES.
 - h. ~~All~~ The pump/lift station and force mains shall be designed in accordance to the City of Alexandria standards, Alexandria Renew Enterprises (AlexRenew) design guidelines, Hydraulic Institute Standards, Alexandria Sanitation Authority (ASA) design guidelines, and Commonwealth of Virginia Sewage Collection and

- Treatment (SCAT) Regulations. ASA AlexRenew at its discretion may hire a third party to review the design of the pump/lift station and inspect the construction. In that instance, the Applicant shall reimburse ~~the ASA~~ AlexRenew for the third-party review and construction inspection. The pump station shall be located on the north end of the site (~~Landbay 1 in Block 24~~) but not within the RPA or public right-of-way ~~or in dedicated park land.~~ (T&ES) (P&Z) (RP&CA) (AlexRenew)
- i. ~~**Pump Station Maintenance:**~~ The Applicant shall coordinate with the City and AlexRenew Alexandria Sanitation Authority (ASA) regarding the terms of the ownership, maintenance, and operation agreement of any new pump/lift station. (T&ES)(AlexRenew)
59. **Condition Deleted by Staff: Sewer Metering:** ~~Each preliminary DSUP within CDD#19 shall provide and install sanitary sewer meters in the individual sanitary sewer laterals to measure the municipal wastewater flow from each building. The cumulative totals of the flows from all occupied buildings in the CDD shall not exceed an average of 70% of the flows from the SCAT Regulations (Commonwealth of Virginia State Water Control Board, Sewage Collection and Treatment Regulations 9 VAC 25-790; Adopted December 4, 2003 and Effective February 12, 2004) and Memorandum to Industry 02-07 dated June 1, 2007. If the cumulative flows are found to exceed this value, modifications to existing or future buildings shall be required to reduce the cumulative average.~~ (T&ES)
60. **Condition Added by Staff: Communications:** A connected underground conduit grid shall be installed in preparation of fiber and cable installation to provide high-speed communication and connectivity to all buildings.
- a. **Street Connection:** Two 3-inch schedule 80 PVC or HPDE conduits at a depth of 3 FT, with a minimum bend radius of 3 FT where appropriate, shall connect to the City's existing "traffic" conduit along Route 1 and Potomac Avenue. A junction box (JSB-3), meeting VDOT standards and with a lid labeled "COA", shall be installed at every intersection connecting the intersecting conduit runs. A pull line and tracer cable shall be installed with each conduit.
- b. **Building Connection:** Two 4-inch open space conduit risers shall be installed inside each building, on each floor, within reasonable proximity to the building's cable closet. The conduit shall run from the building connecting to the conduit designated for the Street Connection at a depth of 3 FT, with a minimum bend radius of 3 FT where appropriate. A junction box (JSB-4), meeting VDOT standards and with a lid labeled "COA", shall be installed at every intersection connecting the each conduit designated for the Building Connection with the conduit designated the Street Connection.(T&ES)
61. **Condition Added by Staff: Street Light:** All new street light poles shall have the capability to act as host for sensors, cameras, and/or 5G infrastructure, as well as capable of dynamic LED dimming. (Traffic)
- a. To facilitate these potential features, the street light pole shall have two 3-inch schedule 80 PVC or HPDE conduits equipped with cable for power and 5G/communication fiber respectively. Each conduit shall be installed at a depth of 3

FT, with a minimum bend radius of 3 FT where appropriate. A junction box (JSB-3), meeting VDOT standards and with a lid labeled "COA", shall be installed at every intersection connecting each conduit designated for the street light with the conduit designated with the Street Connection.

- b. Maintenance and ownership shall be determined with each subsequent DSUP submittal that abuts the street light pole. (T&ES)
62. **Utilities:** All new utilities serving the CDD, whether located within or outside of the CDD, shall be placed underground at the cost of Applicant, excluding the aerial 230 kV lines currently in existence as of June 12, 2010. All utilities with the exception of those having a franchise agreement with the City shall be located outside the public right-of-way; however, no transformers or switch gears shall be placed in the public right-of-way. (T&ES)

K. ENVIRONMENTAL SUSTAINABILITY

63. **Condition Modified by Staff: Green Building:** Achieve LEED for Neighborhood Development, Silver ~~C~~-certification for the neighborhoods of North Potomac Yard, subject to the implementation of the Metrorail station and high-capacity transitway. Comply with the City's Green Building Policy with the priority performance levels in effect at the time of DSUP approval. Applicants may use LEED, or comparable rating systems of Green Globes and EarthCraft as identified in the Green Building Policy. Achieve LEED for New Construction, Silver Certification for all office uses, or be consistent with the City's Green Building Policy in effect at the time of DSUP approval, whichever is more restrictive. Achieve a minimum of LEED Certification for all residential uses, with a goal of working toward LEED Silver Certification if feasible, or be consistent with the City's Green Building Policy in effect at the time of DSUP approval, whichever is more restrictive. All other uses shall comply with the City's Green Building Policy in effect at the time of approval. (P&Z)
64. **Condition Amended by Staff: ESMP:** With each preliminary DSUP submission, the Applicant shall submit an Environmental Sustainability Master Plan (ESMP) detailing the Applicant's proposed goals for achieving Carbon Neutrality by ~~2030-2040~~, pursuant to a core principle of the North Potomac Yard Master Plan requiring this area to be a model of sustainability. Each ESMP shall address the following:
- a. Identify methods for reducing carbon emissions;
 - b. A Phasing Plan for the implementation of the ESMP;
 - c. Provide an estimate of CO₂e (carbon dioxide equivalent) emissions utilizing a carbon footprint calculator that focuses on primary sources of CO₂ emissions such as buildings, solid waste and transportation. The same calculator shall be used for all submissions for comparative data use;
 - d. Identify and provide a narrative outlining the district-wide sustainability, energy and environmental systems that shall be utilized;
 - e. Demonstrate that zero or low emission vehicles shall be given priority parking status;

- f. Identify proposed methods of complying with the LEED / Green Building goals noted in the above green building condition;
 - g. Identify how per capita energy use shall be reduced;
 - h. Explore the feasibility of tracking the multi-family residential energy usage and provide tracking documentation with subsequent ESMP submissions following the occupancy of the first residential building(s);
 - i. Identify any emerging technologies and/or clean, renewable energy sources incorporated into the design;
 - j. Include a solid waste management plan incorporating reduction, reuse, recycling, recovery (composting, etc.) and proper disposal as priorities per the requirements of Article H to Title 5 (Ordinance No 4438) of the Alexandria City Code;
 - k. Include a construction and demolition plan incorporating reuse, recycling and proper disposal as priorities;
 - l. Identify the location and/or programs providing identification, exposure and educational opportunities for building users and pedestrians within the development regarding the implemented sustainable measures; and
 - m. Summarize sustainable aspects of Water Management Master Plan and the Comprehensive Open Space Plan. (P&Z) (T&ES)
65. **Condition Amended by Staff:** Low Flow Fixtures: The development shall use low flow fixtures per the requirements of the North Potomac Yard Small Area Plan and shall be granted a reduction of ~~35%~~ 30% sanitary sewer flow from the SCAT Regulations and Memorandum to Industry 06-14 dated July 1, 2014 ~~02-07 dated June 1, 2007~~ for initial developments. (T&ES)

L. **STORMWATER**

- F - 1. **Finding Amended:** In return for innovative measures to reduce stormwater runoff and improve water quality the City agrees to allow a stormwater management facilities management pond (specifically Crescent Pond and the BMPs to replace Pond 2) in a public spaces and/or public right-of-way as necessary. Additional stormwater facilities may be allowed in public spaces as necessary to the satisfaction of the directors of T&ES and RPCA. (T&ES)
66. **Condition Amended by Staff:** Water Management Master Plan (WMMP): Each submission of the WMMP shall include the following:
- a. The predevelopment and post-development phosphorus loading in lbs/ac/yr for ~~the each preliminary DSUP to be submitted and for each parcel previously planned and/or redeveloped.~~
 - b. The average phosphorus loading in lbs/ac/yr, including the preliminary DSUP to be submitted, for all planned and/or redeveloped parcels. The overall phosphorus loading in lbs/ac/yr and the percentage reduction of phosphorus shown in a VRRM spreadsheet for the final conditions of each phase.
 - c. Mechanism for tracking percentage of vegetated roofs, sustainable practice roofs and irrigation minimums from the CDD for each DSUP and each overall Phase.

- d. Phasing Plan with an illustrative exhibit depicting the limits of disturbance of each portion of each phase to be submitted as a separate DSUP and a narrative clearly describing the sequencing of DSUP, infrastructure and park plan submittals.
 - e. Concept level layout and location of stormwater management and low impact design facilities to be included as part of the preliminary infrastructure DSUP as found in the Virginia BMP Clearinghouse and/or the City's Green Sidewalk BMP Guidelines.
 - f. Resource Protection Area revegetation measures if appropriate.
 - g. Low flow fixtures, water conservation measures or other facilities or infrastructure to be constructed as part of the DSUP to reduce or manage generation of municipal wastewater.
 - h. Approval of the WMMP for Phase 1 of the development is required prior to beginning any land disturbance. (T&ES)
67. **Condition Amended by Staff:** Using technologies that are commercially available and commercially reasonable, the Applicant shall implement a coordinated stormwater management plan designed to achieve an overall 40% reduction in phosphorous loading from the existing conditions at the time of submittal for each phase of development. a maximum overall post-development total phosphorous load equal to or less than 0.65 lb/ac/yr based upon the December 2009 draft VA DCR standards and accompanying worksheet. Individual DSUP submittals shall have a maximum designed phosphorus loading of 0.70 lbs/ac/yr. At final build-out, Landbays 1 and 2 shall have a designed phosphorus loading of 0.60 lbs/ac/yr or less and Landbay 3 shall have a designed phosphorus loading of 0.70 lbs/ac/yr or less. With each DSUP submittal, the Applicant shall submit a stormwater master plan update (which is a component of the Water Management Master Plan) to track progress towards achieving the 0.65lbs/ac/yr loading for the entire redevelopment.
- a. If new technologies become commercially available, are commercially reasonable and are permitted under applicable law as part of the approval of the individual DSUPs that allow a lower overall phosphorous load to be achieved, the Applicant shall cooperate with the Director of T&ES to determine an appropriate, reduced total phosphorous load for the site.
 - b. Should local, state, or federal regulations become more stringent throughout the life of the project and require a phosphorous removal requirement more stringent than 0.65 lb/ac/yr 40% reduction there shall be no grand-fathering by this condition. (T&ES) (P&Z)
68. **Condition Amended by Staff:** ~~The Applicant shall permit Pond 2 to be constructed. When Pond 2 (P-2) is removed, the water quality volume previously directed to Pond 2 shall be treated by a stormwater best management practice facility(s) with a minimum phosphorus removal efficiency of 50%. No interruption of water quality treatment below 50% shall occur during or after construction of CDD #19. The applicant may also purchase nutrient credits to offset the removal of the pond as an interim condition per § 62.1-44.15:35 of the Virginia State Water Control Law. Nutrient credits may not be used for redevelopment phosphorous reductions.~~ (T&ES)

69. **Condition Amended by Staff:** There shall be a level II stormwater pond in Crescent Park designed per the requirements in the Virginia BMP Clearinghouse. The water surface of the pond shall not exceed 50% of the park acreage (refer to *Attachment 8*) and shall not extend into the RPA greater than 50 feet. The water amenity shall be located on the northern portion of the park to the greatest extent feasible. (T&ES) (RP&CA) (P&Z)
70. **Condition Amended by Staff:** Roof areas shall be designed employing sustainable practices. A minimum of 50% of the total surface area of each the building roofs in each phase shall be composed of material that has the capacity to capture the first 0.50 inches of rainwater in its void space in order to reduce runoff used for sustainable practices. Unless otherwise approved by the Director of T&ES, a minimum of 25% of the total roof areas shall be vegetated green roof and a minimum of the remaining 25% of the total roof areas shall be pervious bed materials overlain with pavers, gravel or equivalent material vegetated, used for solar energy, other sustainable practice to the satisfaction of the Director of T&ES, or a combination of these practices. (T&ES)
71. **Condition Amended by Staff:** Rainwater harvesting and reuse systems for irrigation shall be considered on a block by block basis with each phase of development. Each DSUP shall re-use A minimum of 15 5% of the average annual runoff from the total impervious rooftop areas for each phase is to be used for irrigation or other approved purposes. (T&ES)
72. **Condition Amended by Staff:** The Applicant shall install porous pavement systems with underdrains as required, for all on-street parking spaces and porous pavers for public sidewalks, subject to site constraints. Curbside bioretention facilities shall be installed in bulb-outs at intersections to treat roadways. These systems shall be regularly maintained by the Applicant, or the Business Improvement District (BID) or comparable entity when established. (T&ES) (P&Z)
73. The RPA adjacent to Four Mile Run shall be revegetated in a manner compatible with riparian buffer areas. Guidance for revegetation can be found in the Riparian Buffers Modification and Mitigation Guidance Manual, Restoration/Establishment Table B. (T&ES)
74. Maintenance of all BMPs and water quality practices throughout CDD#19 (including Landbay 4 and all public spaces) shall be maintained by the Applicant or the Business Improvement District (BID) or comparable entity when established. (T&ES)
75. **Condition Amended by Staff:** Should there be For BMPs in private spaces a BMP Maintenance Agreement shall be approved prior to release of each final site plan. Should the private party become a member of the BID or other similar entity, proof of commitment shall be required.(T&ES)
76. A CDD#19 overall maintenance agreement for stormwater facilities located in public spaces shall accompany the infrastructure plan. Agreement shall be finalized and approved

prior to the approval of the infrastructure plan. Once the BID is established, a new BMP maintenance agreement naming this entity (or a similar entity) as the responsible party shall be executed. (T&ES)

M. NEIGHBORHOOD TRAFFIC CALMING

77. **Condition Deleted by Staff and Replaced with New Condition:** ~~A comprehensive Neighborhood Traffic Calming Plan shall be initially submitted with the first DSUP for CDD#19 and the plan shall be re-evaluated with a neighborhood traffic analysis that shall be submitted with all subsequent DSUP applications subject to the satisfaction of the Directors of T&ES and P&Z. The initial plan shall be generally consistent with Attachment #8 and all improvements shall be installed prior to the issuance of the first Certificate of Occupancy permit for CDD#19. Subsequent improvements shall be installed prior to the first Certificate of Occupancy permit issued for the associated DSUP. The area to be evaluated for these off-site improvements shall generally extend from Monroe Avenue to Four Mile Run and Route 1 to Commonwealth Avenue. Other areas may be necessary to include if severe traffic impacts resulting from the proposed development within CDD#19 is noted. The Applicant's total share of the cost for off-site traffic calming improvements (excluding street improvements along Route 1) shall not exceed \$1.0 million adjusted annually by the CPI U for each year beyond 2010. (T&ES) (P&Z)~~
78. **Condition Deleted by Staff and Replaced with New Condition:** ~~A baseline traffic study to establish baseline speed and volume data at gateways to the adjacent neighborhoods shall be completed prior to the first Certificate of Occupancy permit within CDD#19 and updated with subsequent development applications to the satisfaction of the Director of T&ES. (T&ES)~~
79. **Condition Added by Staff:** The area to be evaluated for these off-site improvements shall generally extend from Monroe Avenue to Four Mile Run and Route 1 to Commonwealth Avenue. Other areas may be necessary to include if severe traffic impacts resulting from the proposed development within CDD#19 is noted.
- a. In accordance with the comprehensive plan, the Applicant shall collect data to establish baseline speed and volume at gateways to the adjacent neighborhoods shall be completed prior to the first Certificate of Occupancy permit within CDD#19 or to the satisfaction of the Director of T&ES. (T&ES)
 - b. Upon written request by the City, up to two additional data collections will be conducted and submitted to the City within 15 years from the initial baseline data collection described in a. above.
 - c. The City of Alexandria will use the data to develop the Neighborhood Traffic Calming Plan within the identified study area and shall be responsible for the design, construction, and maintenance of any improvements.
 - d. Once the traffic calming measures are determined and approved by the Director of T&ES, upon written request, the Applicant will fund the design and construction of the traffic calming measures. The Applicant's total share of the cost for the design and construction of off-site traffic calming improvements (excluding street

improvements along Route 1) shall not exceed \$1.0 million adjusted annually by the CPI-U for each year beyond 2020. (T&ES) (P&Z)

N. ***OPEN SPACE***

- F - 2. All open space and development adjacent to Four Mile Run shall be coordinated with the Four Mile Run Restoration Master Plan and Four Mile Run Design Guidelines. (RP&CA)
80. ***Condition Amended by Staff:*** The Applicant shall explore the feasibility to provide approximately 400 ft. x 400 ft. area and associated improvements and parking for the use of an interim recreational field as part of the submission of the first DSUP for a residential building(s). The interim recreation field-area shall be operational prior to the first Certificate of Occupancy permit for the first building(s) in Phase 2. (P&Z) (RP&CA)
81. The Applicant shall design and construct, or provide a contribution to the City not to exceed \$1,500,000, adjusted annually by the CPI-U for each year beyond 2010, to design and construct, a synthetic field in replacement of one of the City's existing fields in the northeast part of the City, to the satisfaction of the Director of RP&CA. The field shall be constructed prior to the release of final site plan for 2.0 million sq.ft. of development in CDD#19. (RP&CA)
82. ***Condition Amended by Staff:*** A total of 35% of the land area in the CDD (69.07 acres) shall be provided as useable open space. A minimum of 15% of the total land area shall be as ground-level open space. The remainder of the required open space may be ground-level and/or roof-top open space as required through the preliminary DSUP process. Open water and public rights-of-way shall not be counted as open space. (P&Z) (RP&CA)
83. With the first preliminary DSUP submittal, the Applicant shall submit a Comprehensive Open Space Programming Plan, identifying the open space programming for each park. At the request of the Director of RP&CA, this plan shall be amended if necessary with subsequent DSUP applications. The open space programming plan shall provide a mix of active and passive recreation amenities to serve the proposed development subject to the following:
- a. Active recreation amenities may include volleyball courts, tennis courts, basketball courts, playgrounds, climbing walls/gyms, splash grounds, ice skating rinks, pools, and dog exercise areas.
 - b. An event space/festival area for small concerts or community events, play areas, and dog exercise areas shall be provided at grade, along with other active amenities determined through the DSUP plans.
 - c. Passive recreation amenities shall include trails, promenades, plazas, fountains, restrooms, overlooks, open lawn areas, seating, public art, and gardens.
 - d. All parks shall be designed with high quality special paving, furnishings, lighting, electrical service, and irrigation, active and passive amenities to achieve their design intent.

- e. CDD#19 shall incorporate a network of private and public open space that is integrated with adjacent park property and the regional park system.
 - f. The design of the open space shall be coordinated with constructed and approved plans for adjacent open space in Landbays E, G and K. (RP&CA)
84. **Condition Amended by Staff:** The following parks shall be provided by the Applicant:
- a. **Crescent Park** in ~~Landbay 1~~ the Crescent Gateway Neighborhood (Block 1) shall be a minimum of 2.3 acres (inclusive of the stormwater pond) and be designed, developed and dedicated to the City. The design of the park shall integrate active and passive uses including a large gathering space and shade structure/pavilion for events and/or gatherings and special features and/or amenities shall be provided to create a sense of arrival into Alexandria along Potomac Avenue. Stormwater management may be incorporated into the park design to the satisfaction of the Directors of P&Z, T&ES and RP&CA, however, the stormwater amenity may occupy no more than 50% of the park. The stormwater amenity shall be integrated into the design of the park and shall be consolidated in the northeastern portion of the park to enable consolidation of the ground-level open space and to provide a meaningful connection to the Four Mile Run pedestrian/open space bridge. Sufficient room for a minimum 20 ft. promenade with associated amenities and landscaping shall be allowed within the level space above top of bank between Four Mile Run and the pond pursuant to the Four Mile Run Design Guidelines.
 - i. Within Crescent Park, the Applicant shall design and construct a civic-park pavilion and/or comparable amenity in an amount not to exceed \$1,375,000 adjusted annually by the CPI-U for each year beyond 2010.
 - b. **Four Mile Run Promenade** - In ~~Landbay 1~~ the Crescent Gateway Neighborhood (Block 1) provide a promenade, associated amenities and landscaping along Four Mile Run in coordination with the Four Mile Run Restoration Master Plan, Four Mile Run Design Guidelines and the North Potomac Yard Urban Design Standards or the North Potomac Yard Design Excellence Standards.
 - c. **Market Green Common** park in ~~Landbay 2~~ the Market Neighborhood shall be a minimum of 1.0 acre ~~with a minimum continuous width of 64 feet with the final design and configuration to be determined during the development of any blocks fronting E. Reed Avenue during Phase 2 or future phases.~~ The ~~Green Common~~ shall be designed to accommodate large gatherings and heavy use, such gatherings may include as farmers markets, art shows or special events and heavy use. The design of the ~~Green Common~~ shall incorporate ~~water features, public art,~~ lighting, landscape furnishings and other amenities associated with such uses and may include such elements such as water features and public art.
 - d. **Metro Square Park** in the Metro Square Neighborhood (Block 16) ~~Landbay 3~~ shall be designed as a passive urban park with a minimum size of 0.7 acres. The design shall include hardscape and landscape materials to respond to its built environment, including the Metrorail station. The park shall include a fountain or other comparable water element and other passive recreation amenities.
 - e. **Potomac Yard Park (Block 24)** in ~~Landbay 4~~ shall be a minimum of 4.5 ~~3.5~~ acres with adjustments as necessary for the minimum land area required for dedication

- of the AlexRenew and WMATA parcels. ~~and~~ The park shall be designed, developed and dedicated to the City as a regional public park with active and passive uses. The park shall incorporate similar uses, materials and finishes, and connect with the adjacent Landbay K. Stormwater management may be incorporated into the park design if innovative techniques are utilized in the remainder of the CDD and the options proposed can be located completely under pavement and do not limit park use, planting, and programming. (A maximum of 8 stormwater structures may be located in ~~Landbay 4 Potomac Yard Park.~~) If the required acreage for Potomac Yard Park cannot be met due to the configuration of the Dedicated High Capacity Transitway, the Applicant shall provide funds in lieu of the deficit.
- f. **Market Lawn** in Block 14 shall be an active social space framed by retail uses. The flexible design of this minimum 0.2-acre open space shall accommodate a variety of events and gatherings.
- g. **Metro Plaza** in Block 18 shall be a minimum of 0.3-acres. It shall be an active civic space with pavers and street trees to provide a variety of functions and uses. It may include public art, furniture and/or creative paving/landscaping. (RP&CA) (P&Z)
85. **Condition Amended by Staff:** The following open spaces shall be subdivided and dedicated to the City as individual parcels:
- a. Crescent Park;
 - b. Four Mile Run Promenade; and Connection;
 - c. Potomac Yard Park, ~~Landbay 4;~~
 - d. ~~Metro Square; and~~
 - e. ~~Market Common~~ (RP&CA) (P&Z)
86. **Condition Added by Staff:** The following parks are informal names and these open spaces may be formally named through the City's current Park and Recreation Facility Naming Policy:
- a. Crescent Park;
 - b. Four Mile Run Promenade; and
 - c. Potomac Yard Park (RP&CA)
87. Route 1 Gateway – An open space area (of approximately 15,000 sq.ft.) shall be provided in front of the hotel on Block 3 and shall be designed as high quality open space with features such as fountains, public art, special paving and landscaping to create a sense of arrival into Alexandria. The open space shall be accessible to the public. (P&Z) (RP&CA)
88. The ground-level open space centrally located within Blocks 2, 5 and 16 or 21 shall include a perpetual public access easement that shall enable the open space to be fully accessible to the public for the hours and guidelines approved by the Directors of RP&CA and P&Z. Additionally, the Applicant shall provide a perpetual public access easement on Block 3 for the open space fronting on Route 1. The easements shall include provisions to close portions of the open space for repair and maintenance and shall permit utilities to be located under the open space. (P&Z) (RP&CA)

89. **Condition Amended by Staff:** The Applicant shall design and construct the following improvements in Landbay E pursuant to the Four Mile Run Restoration Master Plan, Four Mile Run Design Guidelines and the North Potomac Yard Urban Design Standards or the North Potomac Yard Design Excellence Standards. to the satisfaction of the Directors of RP&CA and P&Z:
- a. Bridge “C” (*Attachment 8*) – An urban, green open space and plaza shall be constructed on the east pedestrian bridge. The open space shall include an architectural focal element, permanent structural facilities for recreational uses, restrooms, lighting, special paving, interpretive or educational components, public art and plantings that incorporate a water theme. Provide a meaningful connection to Crescent Park.
 - b. Banks – A linear promenade with a minimum continuous width of twenty feet on both the north and south banks. The promenades shall include high quality special paving, thematic elements, lighting, site furnishings, shade trees and plantings. The design shall incorporate low-impact development (LID) techniques and stormwater filtration buffers.
 - c. Banks – Improvements to the stream banks, including bank stabilization, ~~and~~ riparian edge plantings ~~and near stream amenities such as~~, amphitheater terracing, canoe/kayak launch, performance pontoon, trail connections and ramps. Coordinate with the Arlington County plan for Short Bridge.
 - d. Trail – A new 10 ft. wide shared-use path and associated amenities at the toe of Four Mile Run along the south bank of Four Mile Run. The trail shall connect to the existing Four Mile Run Trail (west of Route 1), the shared-use path in CCD #19 and the Mount Vernon Trail to the east. The new path shall be built to standards approved in the Four Mile Run Restoration Master Plan and Four Mile Run Design Guidelines which shall be constructed and operational prior to the first Certificate of Occupancy permit for the second building constructed on Blocks 2, 3 or 5.
 - e. Four Mile Run improvements in Landbay E as noted above shall be a maximum of \$8,700,000 adjusted annually by CPI-U for each year beyond 2010. (P&Z)(RP&CA)
 - f. As part of the approval of the first DSUP within CDD#19, the applicant may propose an agreement regarding a fee in lieu of designing and constructing the Four Mile Run improvements conditioned herein; the agreement will include timing requirements and the fee will be payable to the City of Alexandria, subject to the satisfaction of the Directors of RP&CA and P&Z. (RP&CA) (P&Z) (T&ES)
90. **Condition Amended by Staff:** Crescent Park, ~~the Four Mile Run Promenade~~, Market Green, ~~Common~~, Market Lawn, Metro Square ~~and Metro Plaza~~ shall be privately maintained by the Applicant or the Business Improvement District (BID) when established. Maintenance and applicable requirements of the Director of RP&CA shall comply with the City of Alexandria Landscape Guidelines. (RP&CA)
91. **Condition Amended by Staff:** Usable roof top open space shall be designed as high-quality open space with active and passive uses for residents and building tenants. Roof top open

space on office buildings may be accessible to the public if compatible with the building use as determined by the Directors of RP&CA and P&Z in consultation with the Applicant as part of the DSUP process. Roof top open space shall be physically and/or visually accessible. (RP&CA)

92. All additional ground-level open space, including courtyards, plazas, and private internal courtyards shall be designed as high-quality open space for residents, building tenants and the public where appropriate. (RP&CA)
93. **Condition Amended by Staff:** National Park Service: To minimize impacts to the George Washington Memorial Parkway, the Applicant shall be responsible for ensuring that the landscaping, open space, signage and lighting shall comply with the following to the satisfaction of the Directors of P&Z and RP&CA:
- a. Prior to the issuance of the first Certificate of Occupancy permit within CDD#19, the Applicant shall provide a one-time monetary contribution of \$200,000, adjusted annually by the CPI-U for each year following 2010, to the National Park Service for trees and landscaping on National Park Service land located between the George Washington Memorial Highway and CDD#19.
 - b. Retail, residential and/or office sign(s) shall be limited to a maximum height of 25 feet above the grade of the adjoining sidewalk for the building frontages depicted on *Attachment #9*.
 - c. The lighting for the tops of buildings generally depicted on *Attachment #9* shall be done in a manner which is consistent with the intent and character of the George Washington Memorial Parkway.
 - d. ~~A perpetual open space easement shall be placed on Landbay 4 and Crescent Park (Block 1 and Block 24 as depicted in the *North Potomac Yard Small Area Plan*), other than the area necessary for the Metrorail station and associated amenities as defined herein.~~ The buildings within the Flexible Metrorail Zone adjacent to the Metrorail station shall be located outside the Old and Historic District Height Zone. (P&Z) (RP&CA)

O. USES

94. **Condition Amended by Staff:** For purposes of these CDD conditions, “Retail” is defined to include retail, personal service uses, amusement enterprises, and restaurants, as defined in the Zoning Ordinance, with the exceptions identified below:
- a. Retail shopping establishments shall not include appliance stores and auto parts stores;
 - b. Personal service uses shall not include appliance repair and rental, contractors’ offices, laundromats, and pawnshops;

- c. Personal service uses on the ground floor, shall be limited to a frontage less than 30 feet within required retail areas, unless additional frontage is permitted with an approved Special Use Permit;
 - d. Ground floor “retail” uses along East Reed Avenue shall only be utilized for retail and restaurant uses as defined by the Zoning Ordinance with the exclusions stated in subparagraph (a) above; and
 - e. Other similar pedestrian-oriented uses as approved by the Director of P&Z to meet the intent of providing active pedestrian-oriented ~~neighborhood-serving retail~~ uses are allowed. (P&Z)
95. An administrative Special Use Permit may be permitted for all restaurants pursuant to section 11-513 of the Zoning Ordinance. In addition to the DSUP approval, restaurants that do not comply with section 11-513 of the Zoning Ordinance, shall obtain a separate Special Use Permit, pursuant to section 11-500 of the Zoning Ordinance. (P&Z)
96. **Condition Amended by Staff:** The locations of required and preferred retail shall conform to the locations shown in the Coordinated Design District #19 and the height, depth and design of the retail shall conform to the *North Potomac Yard Urban Design Standards* or the *North Potomac Yard Design Excellence Standards*. Additional retail may be provided outside the specified retail areas; however the retail shall be deducted from the permitted floor area. The retail shall require approval as part of the preliminary DSUP. (P&Z)
97. **Condition Deleted by Staff:** ~~A movie theater use shall only be permitted south of East Reed Avenue or on Block 7 and shall be developed to enhance the office/entertainment district within Landbay 3. (P&Z) (PC)~~
98. **Condition Deleted by Staff:** ~~In the event the City Code is changed to permit street vendors, the Applicant shall permit, at the City’s request, vendors to operate within Metro Square and/or Market Common (i.e. Landbay 2). Any such program shall be coordinated by the North Potomac Yard Business Improvement District (or comparable entity) per the City’s guidelines for the program. (P&Z)~~

99. **Condition Amended by Staff:** The allowable floor area, units and uses shall be governed by the following table, subject to the following:

Table 2: Development Summary Table

North Potomac Yard Development Summary							
Block #	Office	Residential (Units)	Office or Residential (Units)	Retail	Hotel	Academic	Total
1	(Crescent Park)						
2	-	500,000	0	-	0	-	500,000
3	-	-	0	-	82,900	-	82,900
4	-	-	-	-	-	150,000	150,000
5	-	600,000	0	-	0	-	600,000
6	110,000	-	250,000	35,000	0	-	395,000
Crescent Gateway TOTAL	110,000	1,100,000	250,000	35,000	82,900	150,000	1,577,900
7	-	-	-	-	-	450,000	450,000
8	-	-	643,300	154,800	-	-	798,100
9	55,000	-	260,000	40,000	-	-	355,000
10	230,300	-	-	32,600	-	-	262,900
11	-	-	643,400	171,900	-	-	815,300
12	55,000	-	295,000	50,000	-	-	400,000
13	(Market Park)						
14	266,900	-	-	17,600	-	-	284,500
Landbay II Market District TOTAL	607,200	-	1,841,700	466,900	-	450,000	2,915,800
Metro Flex Zone (Blocks 15, 16, 18-21)	1,100,000	-	1,009,400	126,900	-	-	2,236,300
17	60,000	-	250,000	50,000	-	-	360,000
22	-	-	370,000	65,000	-	-	435,000
23	-	150,000	-	-	-	150,000	150,000
Landbay III Metro Square TOTAL	1,160,000	150,000	1,629,400	241,900	-	150,000	3,181,300
24 (Potomac Yard Park - Landbay IV - Landbay K Extension)							
SITE TOTAL	1,877,200	1,250,000	3,721,100	743,800	82,900	750,000	7,675,000

- a. For purposes of CDD#19, the definition of floor area shall be as defined in the City's Zoning Ordinance. floor area is defined as the sum of all gross horizontal areas under a roof or roofs. These areas are measured from the exterior faces of walls or from the centerline of party walls. Elevator and stair bulkheads, multi-story atriums and similar volumetric construction, not involving floor space are excluded.
- b. The floor area defined for each block within CDD#19 is a maximum floor area subject to compliance with the North Potomac Yard Small Area Plan, the North Potomac Yard Urban Design Standards, or the North Potomac Yard Design Excellence Standards, the CDD conditions required herein, and applicable requirements of the Zoning Ordinance.

- c. Community facilities, public buildings, public universities, affordable housing and associated accessory uses may be provided on any block and shall not be deducted from the maximum permitted floor area; however the uses shall be subject to height requirements, the North Potomac Yard Urban Design Standards or The North Potomac Yard Design Excellence Standards and other applicable elements as part of the DSUP process. Block 4 ~~23~~ is reserved as a possible school, community facility and/or other public use building, including affordable housing.
- d. For blocks that permit office and/or residential uses, the amount of development shall be governed by the floor area, except if the study noted in (j) below is pursued and approved. In addition, the number of dwelling units noted in parentheses in Table ~~5~~ 2 is a maximum.
- e. Residential development for buildings on Blocks 2 and 5 is limited to the maximum number of dwelling units and floor area identified in Table ~~5~~ 2, except if the study noted in (j) below is pursued and approved.
- f. Any conversions between residential units and commercial floor area shall occur in the conversion of one residential unit to 1,000 sq.ft. commercial.
- g. The mix of office and residential uses shall be consistent with the intent of the North Potomac Yard Small Area Plan.
- h. The final block configuration and the block numbers for the blocks located within the Flexible Metrorail Zone shall be approved by City Council when the CDD Conceptual Design Plan is revised as required herein.
- i. Accessory retail may be provided on any block but shall be deducted from the permitted floor area.
- j. For all blocks on which residential use is permitted as depicted in Table ~~5~~ 2, the Applicant shall be permitted to use dwelling units (du), rather than floor area for CDD #19, subject to the approval by the Planning Commission and Council of a comprehensive massing study for all residential blocks within CDD #19. The massing study shall depict the anticipated range of massing as determined by the Director of P&Z and depict compliance with the applicable provisions of the North Potomac Yard Urban Design Standards or The North Potomac Yard Design Excellence Standards. The massing study shall be approved by the City Council as part of the submission of the first development special use permit containing residential use.
- k. The total sewer capacity allocated for North Potomac Yard is limited to 4.7 MGD, based on the sanitary infrastructure improvements required in this CDD. This flow is equivalent to 5,030 residential units, 2,860,000 square feet of office/retail use and 750,000 square feet of academic use. The applicant shall update the CDD phasing plan, with each building DSUP submission, to show the remaining allocated sewer capacity for the sewer system and the remaining residential and retail/office/academic space. If future studies, accepted by the City of Alexandria, demonstrate additional system capacity is available in North Potomac Yard, increases to the number of residential units, including affordable units and square footages for office/retail and academic uses (or comparable uses) may be allocated with approval from the Director of T&ES (P&Z)(PC)(T&ES)

100. **Condition Amended by Staff:** The Applicant may propose to transfer floor area within Column #3 of the Development Summary Table (Table 2_5) from one block to another, with an application for a DSUP, subject to the following:
- a. No transfer shall cause the office/residential floor area or the number of dwelling units, in any block/Landbay to increase or decrease by more than 20%;
 - b. No transfer shall decrease the office floor area for Blocks 14, 15, 16, 17, 18, 20, 21and/or 22 and/or 23; and
 - c. The Applicant shall submit all necessary massing studies with each proposed transfer to demonstrate that both the sending and receiving blocks shall be meet the bulk, height and form requirements/restrictions pursuant to the North Potomac Yard Urban Design Standards or The North Potomac Yard Design Excellence Standards. (P&Z)
101. As buildings in the existing retail center become vacant, the Applicant shall make the buildings available to the City, for an interim use for police and fire training or other comparable use until such time as the block(s) redevelop provided that the City and the Applicant reach an agreement on the terms and conditions of such use. (P&Z)

P. INNOVATION DISTRICT, RETAIL MANAGEMENT & BUSINESS IMPROVEMENT DISTRICT

102. **Condition Amended by Staff:** As part of the submission of the first preliminary DSUP, the Applicant shall be responsible for submitting a detailed narrative for the proposed governance structure for the BID for CDD #19, which addresses the need for a master developer, retail as required herein, maintenance, programming and other associated elements for review and approval by City Council as part of the DSUP. Prior to the release of the first Certificate of Occupancy in Phase 1, the final BID Governance Structure shall be docketed for hearing or have received approval from City Council. Public Institutions within the proposed BID Boundaries will participate as feasible. (P&Z)
103. **Condition Amended by Staff:** To ensure a comprehensive and coordinated approach for the retail leasing, the required retail, as defined herein, and depicted in the North Potomac Yard Small Area Plan Urban Design Standards shall be operated through a coordinated management agreement, entity or district (such as a business improvements district) which is separate from the ownership and management of the offices, hotel ~~and~~ residential, and other commercial uses that support the innovation district within each of the mixed-use buildings and blocks. During the initial lease up of the required retail in the Market Neighborhood Landbay 2, the retail entity as required herein shall be responsible for selecting and controlling the location and mix of retail and personal service uses for the location where retail and / or personal service uses are required. The final role and composition of the retail management entity and overall governance shall be approved or docketed for hearing prior to as part of the first Certificate of Occupancy. DSUP. (P&Z) ~~(PC)~~

Condition Amended by Staff: ~~Retail signage shall comply with all applicable provisions of the *North Potomac Yard Urban Design Standards*, the Zoning Ordinance and the restrictions stated herein. (P&Z)~~ Prior to the release of the first Final Site plan for the first building within CDD# 19 a coordinated signage program shall be provided.

- a. The coordinated signage program shall be conditioned under a separate set of conditions.
- b. Provide signage at the entrances to the parking garage with retail parking that is consistent with the City's Wayfinding standards for identifying parking garages.
- c. The coordinated signage program shall coordinate the location, scale, massing and character of all proposed signage to the satisfaction of the Directors of P&Z and T&ES and meet the signage criteria of *The North Potomac Yard Design Excellence Standards*.* (P&Z) (T&ES)

104. **Condition Amended by Staff:** Prior to the release of the first certificate of occupancy for ~~final site plan containing~~ the first building within CDD#19, the Applicant shall establish a Business Improvement District (BID) or comparable entity to be responsible for the following items to the satisfaction of the Directors of P&Z, T&ES, RP&CA and City Attorney:

- a. Open Space Phase 1: Repair and Maintenance of Market Lawn and Metro Plaza and open space areas which include private infrastructure.
- b. Open Space –Phase 2: Repair and maintenance of Metro Square, Market ~~Common~~ Green, Crescent Park and the Four Mile Run promenade.
- c. Open Space – The BID shall be responsible to work in coordination with the City to establish the appropriate programming within the City parks and open space.
- d. Parking – Coordination and management of the shared parking management plan between the owner(s) in CDD#19.
- e. Residential Statements – The Applicant, the BID or a comparable entity shall be responsible for ensuring that all ~~residential tenants and~~ property owners sign a statement (at the time of lease or sale) affirming they are familiar with the *North Potomac Yard Small Area Plan* and the requirements of the CDD staff report and conditions of approval. The BID or comparable entity shall keep a copy of these signed statements on file and shall provide to the City upon request. The statements shall be required until CDD#19 is fully constructed.
- f. Signage – maintenance, repair, and coordination of locations and messaging for all identification signs, wayfinding signs, directional signs, and seasonal/event banners.
- g. Porous Pavement / Special Paving on Public Streets and Sidewalks – Maintenance and repair of porous pavement or special paving on public streets and sidewalks.
- h. Any streets, alleys, walkways, common areas, and open spaces, not defined herein, shall be maintained by the BID.
- i. Valet parking: coordination of any valet management plan between the owners in CDD#19. (P&Z) (T&ES) (RC&PA)

Q. COMMUNITY FACILITIES

105. For purposes of these CDD conditions, “Community Facilities” is defined to include day care facilities, schools, community/youth/senior centers, performing arts theatre, education centers, neighborhood reading rooms, libraries, community spaces and any similar use that contributes a significant benefit to the community, as determined by the Director of P&Z. (P&Z)
106. Space for which floor area has been allocated and approved as a community facility, public building or day care facility, using an exclusion from the development floor area maximums established in the development summary table, shall remain devoted to uses that qualify as day care facilities, community facilities or public buildings at all times, subject to the satisfaction of the Director of P&Z. Additionally, any accessory uses approved using the development exclusion shall retain the originally approved use, unless amended with a special use permit by Planning Commission and City Council. (P&Z)
107. **Condition Deleted and Replaced Below: School:** The Applicant shall dedicate Block 4 as depicted in the North Potomac Yard Small Area Plan to the City for a possible school, community facility and/or a public building.
- a. The site shall be reserved and made available for the construction of a new Alexandria City Public Schools (ACPS) and/or comparable school facility if, in the future, it is jointly determined by the City Council and School Board to locate a school at this site. Alternately if determined by the City, the site may be utilized for open space, community facilities, public building and/or comparable use. The reservation shall also permit collocated uses which may include but is not limited to office and/or residential uses above the school.
 - b. The school, community facility, public building, and associated uses shall be subject to all applicable provisions of the North Potomac Yard Small Area Plan, North Potomac Yard Urban Design Standards and other applicable requirements and be subject to a DSUP. The school, community facility, public building, and accessory uses shall not be deducted from or counted against the maximum permitted square footage of development within CDD#19.
 - c. Block 4 shall have an approximate block size of 30,000 sq.ft., excluding the public right-of-way.
 - d. Prior to dedication of the land to the City, the Applicant shall be responsible for construction of all necessary streets and infrastructure adjacent to the site.
 - e. Subsequent to the dedication to the City and until the commencement of construction for a school and/or comparable building for the site, the site may be used as an interim open space to the joint satisfaction of the Superintendent of ACPS and the Director of RP&CA.
 - f. In the event that the City elects not to construct a school on the site, the City may utilize the site for a community facility and/or public building and accessory uses as defined herein or for use as a public park-open space.
 - g. If the City does not use Block 4 for a school site, public park-open space or other community facility, the property shall be offered to the Applicant for purchase at its then appraised value less 15% prior to offering the site to any third party for purchase.

- h. ~~As part of the redevelopment of Blocks 5, 7 and/or 8, the City reserves the right for potential shared parking to accommodate possible school and/or community facilities located on Block 4. Adequate parking shall be determined as part of the DSUP process for Blocks 5, 7 and/or 8.~~
 - i. ~~The Applicant shall provide a monetary contribution of \$15,000,000 adjusted annually by the CPI-U for each year beyond 2010, to contribute to the construction of a school in Potomac Yard or a location that serves Potomac Yard students. The contribution shall be made payable to the City prior to the Certificate of Occupancy permit for the first project exceeding 2,000 or more units within CDD#19. In the event the school, community facility and / or public building(s) is constructed by the City or ACPS prior to payment by the Applicant of the amount due, the monetary amount required herein shall be to reimburse the City or ACPS. (P&Z) (ACPS) (RP&CA) (PC)~~
108. **Condition Added by Staff: Block 23 (School, Affordable Housing, and Community Facility):** The Applicant shall dedicate Block 23 as depicted in the *North Potomac Yard Small Area Plan* to the City for a possible school, affordable housing, community facility(ies) and/or a public building(s).
- c. Block 23 shall be reserved and made available for the construction of a new Alexandria City Public Schools (ACPS) school building and/or comparable ACPS facility if, in the future, it is determined by City Council and the School Board to locate a school and/or comparable ACPS facility at this site or, if determined appropriate by City Council for the provision of affordable housing, a community facility and/or a public building(s) and/or any associated accessory uses.
 - d. Block 23 shall be conveyed to the City within 90 days of DSUP approval for the first building on Blocks 21 or 22, or not later than December 31, 2027, whichever occurrence is earliest.
 - e. Block 23 shall also permit physically collocated uses with a potential school which may include, but is not limited to, office or residential uses, including affordable housing. Affordable housing and/or the other uses listed herein may also occur as a separate building(s) on Block 23.
 - f. The school, community facility, public building, and/or affordable housing and any associated uses shall be subject to all applicable provisions of the *North Potomac Yard Small Area Plan*, *North Potomac Yard Urban Design Standards* or *The North Potomac Yard Design Excellence Standards* and other applicable requirements and be subject to a DSUP. Exclusive of affordable units achieved through bonus density, subject to a determination regarding the adequacy of supporting infrastructure for the total build out of North Potomac Yard, the development of Block 23 shall be limited to a maximum of 300,000 sf, including 150,000 square feet of schools and/or ACPS use, and approximately 150 residential units. None of the development square footage related to a community facility(ies) and/or a public building(s) shall be deducted from, or counted against, the maximum permitted square footage of development within the CDD#19.
 - g. Block 23 shall have an approximate lot area of 53,000 square feet, exclusive of sidewalks and infrastructure necessary to support future development.

- h. Prior to dedication of the land to the City, the Applicant shall be responsible for providing adequate infrastructure and access, based on the type of use (school and/or housing) adjacent to the site. Access to the site will be available at all times from Mainline Boulevard. Subsequent to the dedication of Block 23 to the City, and until the commencement of construction for a school and/or other building use as described herein, the site may be programmed for an interim use subject to the consent of CPYR Shopping Center LLC, its successors and assigns, and the joint satisfaction of the Superintendent of ACPS and the City Manager, as appropriate.
 - i. In the event that the School Board and/or the City elects not to construct a school and/or affordable housing on the Block 23, the City may utilize the site for a community facility and/or a public building and accessory uses.
 - j. If the City does not use Block 23 for the uses listed herein, Block 23 shall be first offered back to the Applicant for purchase at its then-appraised value, less 15%, prior to offering the site to a third party for purchase on terms acceptable to the City.
 - k. The parties have agreed that the additional \$7.5 million difference in value between Block 23 and Block 4, as has been established by a third-party review of the parcels' development value based on their current development potential, shall be considered a Phase I affordable housing contribution from the Applicant, although the parties acknowledge that the parcel dedication may not occur until December 2027, at the latest.
 - l. As part of the redevelopment of Blocks 21 or 22, the City reserves the right for potential shared parking to accommodate possible school and/or community facilities located on Block 23. Adequate parking shall be determined as part of the DSUP process for Blocks 21 or 22.
 - m. In addition to the land dedication, and separate from it, the Applicant shall provide a monetary contribution of \$15,000,000 adjusted annually by the CPI-U for each year beyond 2010, for to the construction of a school in Potomac Yard or a location that serves Potomac Yard students. The contribution shall be made payable to the City prior to the Certificate of Occupancy permit for the first project exceeding 2,000 or more units within CDD#19. In the event the school, community facility and / or public building(s) are constructed by the City or ACPS prior to payment by the Applicant of the contribution, the monetary contribution described herein shall be used to reimburse the City or ACPS. (P&Z) (ACPS)(Housing)
109. Applicant shall provide at no charge, an amenity space on the top floor of Block 2, overlooking the Potomac River and Washington D.C., to community and non-profit organizations located in adjacent Alexandria neighborhoods in addition to Alexandria City government agencies at least 24 times per year during the hours of 8:00 a.m. to 10:00 p.m. on weekdays and 8:00 a.m. to 6:00 p.m. on Saturdays on a space-available basis, upon request by the City. (P&Z)
110. **Condition Amended by Staff:** The Applicant shall construct or contribute to a live performance arts theater, cultural/civic use space and/or comparable amenities as determined by City Council an amount not to exceed ~~\$10,000,000~~ \$5,000,000 adjusted

annually by the CPI-U for each year beyond 2010, or an equivalent area within a building as part of the DSUP process. The location of the theater shall be depicted an approved as part of the phasing condition required herein. The theater shall be constructed or the monetary contribution shall be made payable to the City prior to the first Certificate of Occupancy permit for the block in which the theater is located. If applicable, the Applicant shall participate in the rental management of the space(s) to the satisfaction of the Director of P&Z. (P&Z)

111. **Condition Amended by Staff:** ~~Recycling Center: To recycle the Municipal Solid Waste (MSW) products, the~~ The applicant shall provide an area of 1,500 sq.ft. for the construction of a ~~public community~~ recycling drop-off center, entirely enclosed within a building, architecturally screened to be integrated with the remainder of the building and accessed from a C Street as defined by the North Potomac Yard Urban Design Standards or The North Potomac Yard Design Excellence Standards, within CDD#19. As determined by the City, all necessary containers such as roll-off dumpsters, front load dumpsters, compactors, balers, or other containers for the public recycling drop-off center shall be provided by the Applicant, however, the center shall be maintained by the City of Alexandria and any necessary easements for the operations of the center shall be provided. The facility center must be accessible by standard City vehicles that will collect the recycling. The location of the center which shall be mutually agreeable to the City and the Applicant. The facilities required by this condition shall be provided prior to the release of the Certificate of Occupancy permit for the first project exceeding 3.7 million sq.ft. of development. (T&ES)
112. **Condition Amended by Staff:** During the design phase of each building, the Applicant shall work with staff to ensure the proposed building design complies with ~~also develop a solid waste management plan per the City's "Solid Waste and Recyclable Materials Storage Space Guidelines". Roll-off dumpster containers for recycling newspaper, paper towels, aluminum, plastic, glass, soft drink containers, steel cans, and plastic detergent bottles shall be provided in this Community Recycling Center by the Applicant; however, the Community Recycling Center shall be maintained by the City of Alexandria.~~ (T&ES) (PC)

R. ***AFFORDABLE HOUSING***

113. **Condition Amended by Staff:** ~~A voluntary affordable housing contribution shall be provided pursuant to the formula contained in the "Developer Housing Contribution Work Group Report" dated May 2005 and accepted by the City Council on June 14, 2005, and calculated as follows. The Applicant shall provide a monetary affordable housing contribution consistent with the City's 2020 voluntary housing contribution rates and calculation, as adjusted for CPI-U (Housing Index) for each DSUP approval.:~~
- a. ~~For commercial: \$1.50 per sq.ft. of gross floor area~~
 - b. ~~For residential development:~~
 - i. ~~For the "base square footage," which shall be defined as the first 600,000 sq.ft. of residential gross floor area (divided proportionally between rental and for sale use if provided simultaneously):~~

- ~~a. \$1.50 per sq.ft. of multifamily rental gross floor area~~
 - ~~b. \$2.00 per sq.ft. of for sale residential gross floor area~~
 - ~~ii. \$4.00 per sq.ft. of residential gross floor area after the base square footage has been satisfied.~~
 - c. Tier 1 by-right development shall be defined as the first 600,000 sq.ft. of residential floor area;
 - d. The Applicant shall receive credit of \$300,000 as an offset for the affordable housing contribution provided in connection with the current development on the site. ~~pursuant to DSP #2005-0020. This credit will be applied as contributions become payable with regard to the redevelopment of the existing development, based on the existing square footage redeveloped per DSUP.~~
 - e. ~~The amount of the voluntary contribution for each individual DSUP submittal shall be consistent with the City's current affordable housing contribution levels in effect at the time of DSUP approval. Sales and/or rental units will be discounted to the City's specified affordability levels in effect at the time of DSUP approval.~~
 - f. The monetary contribution shall be paid prior to the first Certificate of Occupancy for each building.
 - g. Schools, public universities and other community facilities do not count toward floor area and are therefore exempt from this provision. (HOUSING) (PC)
- 114. **Condition Amended by Staff:** The Applicant has indicated its willingness to provide discounted set-aside affordable units on site (to include affordable, workforce and public housing) within residential developments in CDD#19. The City retains the discretion to select the proportion of the contribution provided as a monetary contribution and the proportion dedicated for on-site units, up to a maximum of 10% of the units per residential building, unless a different percentage is mutually agreeable to the City and the Applicant, and consistent with the established unit type and mix in the building. Additionally, it shall be the City's discretion to select the mixture of unit types (affordable, workforce and public housing) provided on-site and whether some or all of such units may be sold and/or conveyed to a designated non-profit entity or to the Alexandria Redevelopment and Housing Authority ~~at a discounted price.~~ (HOUSING)
- 115. **Condition Deleted by Staff:** ~~The Applicant may not apply for an affordable housing density bonus, pursuant to Section 7-700 of the Zoning Ordinance, unless they can demonstrate through the DSUP process, and associated traffic study that the proposed transportation infrastructure and open space amenities can support additional density. Any development within CDD#19 requesting approval of a density bonus shall also comply with the North Potomac Yard Urban Design Standards. (P&Z)~~
- 116. **Condition Added by Staff** In addition to the monetary affordable housing contribution set forth above, the Applicant shall provide the following additional monetary affordable housing contributions, as follows:
 - a. An additional \$5,000,000 affordable housing contribution (as adjusted annually by CPI-U from 2010) shall be paid on a pro rata basis for the first 2.5 million square feet of future development on the west side of Potomac Avenue within Potomac

- Yard (with the exception of Block 23 and any other community facilities) prior to the Certificate of Occupancy for each building.
- b. An additional \$2,000,000 affordable housing contribution (as adjusted annually by CPI-U from 2010) shall be paid on a pro rata basis for future development in excess of the first 2.5 million square feet of development on the west side of Potomac Avenue within Potomac Yard (with the exception of Block 23 and any other community facilities) prior to the first Certificate of Occupancy for each building. (Housing)

S. *ARCHAEOLOGY & PUBLIC ART*

F-3 **Finding Amended by Staff:** ~~Historically, this property was part of the Preston Plantation and may have contained the Preston family grave yard. It was traversed by the Alexandria Canal in the 19th century and contained a turning basin. In the 20th Century, it served as the southbound receiving yard and northbound classification yard for the railroad. Additional railroad buildings (including car inspection buildings and a laborer's bunk house) were located on the property. Archaeological work was conducted on the property in the 1990s. It revealed extensive grading, which has been corroborated by documentary studies comparing landscape modifications associated with the creation of Potomac Yard. No additional archaeological work is required, but the rich history provides an opportunity to incorporate elements of the history into the design of the development.~~

Prior to the construction of the massive railroad yard in the early twentieth century, the project area was part of Preston plantation established by John Alexander III in the 1740s. The plantation thrived until 1862 when Union soldiers torched it. The Swann family rebuilt it on a less-grander scale and occupied it into the twentieth century. A sizeable family graveyard was located on the property. Eventually, as the railroad yard expanded in the 1920s and 1930s, the several dozen graves in the Preston family cemetery were disinterred in 1922 and moved to Pohick Church in Lorton.

A limited amount of archaeological testing was conducted at the Preston plantation in 1996. Due to substantial disturbances from railyard construction in the 1930s, the archaeologists concluded at that time that all archaeological resources, including Preston plantation, had been graded away. However, the testing was limited to six mechanically excavated trenches within an area of more than 70 acres, a miniscule sample of the area. Certainly not enough testing to conclude conclusively that the project area is devoid of archaeological integrity, especially given the fact that most of the project area is parking lot space.

117. **Condition Amended by Staff:** ~~Prior to the release of the First Final Site Plan for Potomac Yard Park in submission of the first DSUP for CDD#19, the Applicant shall submit a current Public Art and Historic Interpretive Plan for the entire site that satisfies the following:~~
- a. Hire a professional consultant to prepare the Historical Interpretive portion of the Plan to identify themes and methods to incorporate and interpret elements of the heritage and historical character into the design of the open space, buildings, the

- public realm and to prepare interpretive signs, which shall be erected as part of future development projects;
- b. Identify locations, such as gateways, corridors, historically significant sites, highly visible sites, open space, and others, for opportunities for elements of the Historic Interpretive Plan; for public art;
 - c. ~~Describe forms of public art desired, such as stand-alone pieces or integration into the architecture, landscape, open space and/or public streetscape;~~
 - d. ~~The process for the selection of the artist or artwork;~~
 - e. Funding and maintenance considerations;
 - f. Provide a presentation of the historical significance of the place and recommendations for methods to interpret the site through public art, elements of the Historic Interpretive Plan, open space design and interior design;
 - g. ~~The Public Art and Historic Interpretive Plan shall be subject to the approval by the Office of the Arts, Office of Historic Alexandria / Alexandria Archaeology and the Directors of P&Z and RP&CA;~~
 - h. Prior to release of any final site plan for Potomac Yard Park, the consultant shall provide text and graphics for any interpretive signage to be displayed within the site area, to the satisfaction of the Office of Historic Alexandria/Alexandria Archaeology and the Directors of P&Z and RP&CA.
 - i. ~~Public art (exclusive of interpretive signage) shall at a minimum of \$4,000,000 adjusted annually by CPI-U for each year beyond 2010, or shall be consistent with the City's Public Art Policy in effect at the time of DSUP approval, whichever is greater. The location and design of the public art shall be determined through the DSUP process. (Arts)(Archaeology)(P&Z)(RP&CA)~~
118. **Condition Amended by Staff:** Each preliminary DSUP, filed or pursued under § 5-605 of the Zoning Ordinance, shall meet or exceed the City's current Public Art Policy and the Public Art Implementation plan that is in place at the time the application is heard by City Council. The Applicant shall work with staff to determine if the Applicant will provide public art on site, payment in lieu, or public art on public property. If public art will be the selected option the Applicant shall provide the following information with their first site plan submittal:
- a. Outline goals and approach to public art within the site;
 - b. Identify locations, such as gateways, corridors, historically significant sites, highly visible sites, open space, and others, for opportunities for public art;
 - c. Describe forms of public art desired, such as stand-alone pieces or integration into the architecture, landscape, open space, and/or public streetscape;
 - d. The process for the selection of the artist or artwork;
 - e. Maintenance considerations.
 - f. The applicant shall provide an additional \$300,000 each for Potomac Yard Park and Crescent Park (total \$600,000) for City-Commissioned public art to be due with the release of the Final Site Plan for each park's DSUP
 - g. On a per building basis, the applicant's Public Art Contribution shall be set at the 2020 public art rate of \$0.30 per gross square foot of development up to a maximum amount of \$75,000, or art in-lieu for each building. (P&Z)(Arts)(RP&CA)

T. **CODE ADMINISTRATION**

- C - 1 The Applicant shall provide fire hydrant spacing of a maximum distance of 300 feet throughout this portion of the development unless otherwise mitigated to the satisfaction of the Director of Code Administration. (CODE)

U. **TRANSPORTATION MANAGEMENT PLAN**

119. **Condition Added by Staff:** Transportation Management Plans shall be required for each DSUP in the CDD in compliance with Article XI, Section 11-700 of the City's Zoning Ordinance. A Transportation Management Plan is required to implement strategies to encourage residents and employees to take public transportation, walk, bike or share a ride, as opposed to being a sole occupant of a vehicle. (T&ES)
120. **Condition Deleted by Staff:** ~~According to Article XI of the City's Zoning Ordinance, a Transportation Management Plan is required to implement strategies to persuade residents and employees to take public transportation or share a ride, as opposed to being a sole occupant of a vehicle. The details of the Plan are included in the TMP Annex in the general staff conditions. Below are the basic conditions from which other details originate. (T&ES)~~
121. **Condition Deleted by Staff:** ~~Any special use permit granted by City Council under this section 11-700, unless revoked or expired, shall run with the land and shall be mandatory and binding upon the Applicant, all owners of the land and all occupants and upon all of their heirs, successors and assigns. Any use authorized by a special use permit granted under this section 11-700 shall be operated in conformity with such permit, and failure to do so shall be deemed grounds for revocation of such permit for the use violating the permit, after notice and hearing, by the City Council. (T&ES)~~
122. **Condition Deleted by Staff:** ~~Prior to any lease/purchase agreements, the Applicant shall prepare appropriate language to inform tenants/owners of the transportation management plan special use permit and conditions therein, as part of its leasing/purchasing agreements; such language to be reviewed and approved by the City Attorney's office. (T&ES)~~
123. **Condition Deleted by Staff:** ~~North Potomac Yard shall participate in any future Transportation Management Program District established by the City. (T&ES)~~
124. **Condition Deleted by Staff:** ~~The North Potomac Yard TMP district shall participate with the adjacent Potomac Yard District TMP, known as CDD #10 with any future approved amendments to CDD #10 TMP to the satisfaction of the Director of T&ES. (T&ES)~~
125. **Condition Deleted by Staff:** ~~If required by the Director of T&ES, the North Potomac Yard TMP District shall incorporate future or existing TMPs into their TMP District as required herein. (T&ES)~~

126. **Condition Deleted by Staff:** ~~If a stand-alone district is established, a District Coordinator shall be designated for the Potomac Yard North district. The District Coordinator shall be appointed upon application for the initial building permit. The name, location and telephone number of the coordinator shall be provided to the City at that time, as well as of any changes occurring subsequently. This person shall be responsible for implementing and managing all aspects of the district and the parking management program for the project. (T&ES)~~
127. **Condition Deleted by Staff:** ~~When the North Potomac Yard District participates in any future District established by the City, a joint District Coordinator shall be appointed to the satisfaction of the Director of T&ES and funded by the required fees of each District participant. Should the TMP District not assign a District Coordinator agreeable to the Director of T&ES, the City shall assign a Coordinator to be wholly funded by the required fees of each District participant. The function of the Coordinator is to carry out the transportation strategies that shall make possible the goals outlined below. (T&ES)~~
128. **Condition Deleted by Staff:** ~~An annual TMP fund shall be created, based on an initial TMP reduction goal of 20% of single occupant vehicles (SOV), and phased increments of 30% and 50% per Table 6 provided below. The rate to be charged for this development shall start at \$200.00 per occupied residential unit and \$0.30 per usable square foot of office and/or retail space per year. The rate shall continue to increase by an amount equal to the rate of inflation (Consumer Price Index—CPI-U of the United States) for the previous year. The TMP fund shall be used exclusively for the approved transportation activities detailed in the TMP Attachment #10. (T&ES)~~
129. **Condition Deleted by Staff:** ~~The initial SOV goal of 20% shall be escalated for Potomac Yard North to reflect the three phases of development which encompass the construction and improvement of roads, the implementation of the transitway, and the construction of a Metrorail station. The table below shows the escalation projections: (T&ES)~~

Table 6: Single Occupancy Vehicle Goals

Phase	Trigger	Goal
Phase I—Pre Development	N/A	N/A
Phase II—Development Preceding Metrorail Station	First Certificate of Occupancy permit before transitway	20% Non-SOV
	Transitway operational	30% Non-SOV
Phase III—Development Concurrent with Metrorail Station Construction	Metrorail under construction	30% Non-SOV
Phase IV—Metrorail Station Operational	Metrorail operational	50% Non-SOV

130. **Condition Deleted by Staff:** ~~The TMP rates shall be adjusted annually by an amount equal to the rate of inflation (Consumer Price Index—CPI-U of the United States) for the previous year. (T&ES)~~
131. **Condition Deleted by Staff:** ~~The Director of T&ES shall review the TMP in conjunction with the submission of any initial preliminary development plan. The TMP shall be docketed for consideration by the Planning Commission and City Council if the director has determined that modifications to the TMP are necessary to address issues relating the operation of the TMP or attainment of the goals outlined. The TMP fund shall be used exclusively for the approved transportation activities detailed in the *TMP Attachment #10*. (T&ES) (PC)~~
132. **Condition Deleted by Staff:** ~~The Director of T&ES may require that the funds be paid to the City upon determination that the TMP District has not made a reasonable effort to use the funds for TMP activities. As so determined, any unencumbered funds remaining in the TMP account at the end of each reporting year may be either reprogrammed for TMP activities during the ensuing year or paid to the City for use in transportation support activities which benefit the site. (T&ES)~~
133. **Condition Deleted by Staff:** ~~Any modifications to any parking policies or other conditions of CDD#19 relating to the TMP requirements for North Potomac Yard CDD shall require approval from the City Council. (T&ES)~~
134. **Condition Deleted by Staff:** ~~The TMP District shall submit annual reports, fund reports and modes of transportation surveys to the Office of Transit Services and Programs (OTS&P) as detailed in the *TMP Attachment #10*. (T&ES)~~

V. VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY

135. **Condition Added by Staff:** As part of the DSUP for the first building within the Virginia Tech academic campus, the City and Virginia Tech may enter into a Memorandum of Understanding to facilitate compliance with these conditions, state processes and regulations, including but not limited to the issuance of building permits, open space use restrictions, bonding of public improvements and deeds of easement/maintenance. (P&Z)(T&ES)

**INFRASTRUCTURE SITE PLAN CONDITIONS
(DEVELOPMENT SITE PLAN #2019-00043):**

1. The Final Infrastructure Site Plan shall be in substantial conformance with the preliminary plan dated March 17, 2020, and as amended on April 6, 2020, and comply with the following conditions of approval.

A. SITE PLAN

2. Per Section 11-418 of the Zoning Ordinance, the development site plan shall expire and become null and void, unless substantial construction of the project is commenced within 36 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. The period of validity may be extended upon petition by the applicant and after adequate notice and public hearing. (P&Z)
3. Prior to the Final Infrastructure Site Plan Submission, submit the plats and all applicable easements for North Potomac Yard Development, east of Potomac Avenue.
 - a. Submit the plat(s) and deed(s) for all temporary site conditions as shown in the infrastructure site plan. Temporary access easements are to be provided for all temporary roads and sidewalks. The plat(s) and deed(s) shall be approved and recorded prior to or concurrently with the release of the Final Infrastructure Site Plan.
 - b. Submit the proposed final plat(s) showing roadway dedications and public access easements for all permanent site conditions in Phase One prior to or concurrently with the release of the Final Infrastructure Site Plan. (P&Z)(T&ES).*
4. The plat(s) and deed(s) for permanent site conditions shall be submitted for each building, including all frontages inclusive of the roadway, prior to or concurrently with the release of the Final Site Plan for the applicable building DSUP. The plat(s) and deed(s) shall be recorded, and a copy of the recorded plat(s) and deed(s) shall be submitted with the first request for each DSUP building permit or as otherwise approved by the Director of T&ES. (P&Z) (T&ES) **
5. Coordinate location of site utilities with other site conditions to the satisfaction of the Directors of P&Z, RPCA and T&ES. These items include:
 - a. Location of site utilities including sanitary pipes leading to and from the pump station, and any above grade service for items such as transformers or other utility equipment associated with the pump station.

- b. Location of site utilities including above grade service openings and required clearances for items such as transformers, telephone, HVAC units, electrical, cable boxes, and other utilities as needed.
 - c. Minimize conflicts with plantings, pedestrian areas and major view sheds.
 - d. Do not locate above grade utilities in dedicated open space areas and tree wells.
 - e. If applicable, all utilities shall be screened from the public ROW to the satisfaction of the Director of P&Z. (P&Z) (T&ES) (BAR) (RPCA)
6. Provide an interim lighting plan with the Final Infrastructure Site Plan to verify that lighting meets City standards. The plan shall be to the satisfaction of the Directors of T&ES and/or P&Z in consultation with the Chief of Police and shall include the following:
- a. Clearly show location of all existing and proposed interim streetlights and site lights, shading back less relevant information.
 - b. Determine if existing lighting meets minimum standards within the City right-of-way adjacent to the site. If lighting does not meet minimum standards, additional lighting shall be provided to achieve City standards or to the satisfaction of the Director of T&ES.
 - c. A lighting schedule that identifies each type and number of all fixtures, mounting height, and strength of fixture in Lumens or Watts.
 - d. All proposed light fixtures in the City right of way shall be basic, approved Dominion LED light fixtures either Carlyle Acorn or Shoebox fixtures, or alternatives as approved by the Director of T&ES.
 - e. Manufacturer's specifications and details for all proposed fixtures including site, landscape, pedestrian, sign(s) and security lighting.
 - f. A photometric plan with lighting calculations that include all existing and proposed interim light fixtures, including any existing streetlights located on the opposite side(s) of all adjacent streets. Photometric calculations must extend from back of temporary sidewalk to back of temporary sidewalk. Show existing and proposed streetlights and site lights.
 - g. If site lights are included in the photometric plan to comply with City's lighting standards, then these lights shall be put on photovoltaic switches.
 - h. Provide location of conduit routing between site lighting fixtures to avoid conflicts with street trees.
 - i. Detail information indicating proposed light pole and any footing in relationship to adjacent grade or pavement. All light pole foundations shall be concealed from view or light poles shall be direct bury.
 - j. The lighting for the areas not covered by the City of Alexandria's standards shall be designed to the satisfaction of Directors of T&ES and P&Z.
 - k. Provide numeric summary for various areas (i.e., roadway, walkway/sidewalk, alley, and parking lot, etc.) in the proposed development.
 - l. Full cut-off lighting shall be used as applicable at the development site to prevent light spill onto adjacent properties.

- m. Add a note to the Final Infrastructure Site Plan Lighting Plan that the final lighting conditions shall be installed with the individual building DSUPs.
 - n. Add a note to the Final Site Plan Interim Lighting Plan that all interim lighting conditions shall be installed concurrent with the installation of temporary roads and sidewalks in Phase 1.
(P&Z) (T&ES) (Police)(BAR)(Code)
7. The Emergency Vehicle Easement (EVE) shall not be painted. When an EVE is shared with a pedestrian walkway or consists of grasscrete or a similar surface treatment, the EVE shall be defined in a manner that is compatible with the surrounding ground plane. (P&Z)
8. Provide a georeferenced CAD file in .dwg format elements of the dimension plan of this project. This information will be used to compile a master CAD reference to ensure all elements are correctly located and will connect. (P&Z) (DPI) *
9. Prior to the release of the Final Infrastructure Site Plan, ensure the Infrastructure Final Site Plan is updated per Attachment 10 to show the area of the, “Pump Station Final Site Plan Area” delineated within the Infrastructure Site Plan. The final location and dimensions should be generally consistent as shown on the Preliminary Infrastructure Site Plan dated March 17, 2020, and as amended on April 6, 2020 and further revised per Attachment 10 or to the satisfaction of the Directors of P&Z, T&ES, RPCA and AlexRenew. The area of the, “Pump Station Final Site Plan Area” may be released as a separate preceding phase of the overall site plan. In order to be released, the “Pump Station Final Site Plan Area” shall independently meet all requirements of a final site plan release for this portion of the site. (P&Z)(T&ES)
10. The applicant shall reserve all easements as depicted in the exhibit intitled “WMATA Easement Plat 1-31-2020 (P0968450)_JBG Final Revisions-WMATA 11May2020” (Attachment 6), or as amended in coordination with the City and WMATA, necessary for the construction of the Potomac Yard Metrorail Station and associated amenities and/or structures. The easements required herein shall be granted without cost to the City for the Potomac Yard Metrorail station, 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. Any grading, construction and/or improvements following a grant of land, including utilities and/or foundations on the entire area / easements necessary for the construction of the Potomac Yard Metrorail station shall be coordinated with the City and shall comply with any easement agreement as reached between WMATA and the Applicant. 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. (DPI)

BUILDING:

11. Prior to the release of the Final Infrastructure Site Plan, ensure that all below-grade parking structures are incorporated into the site plan. Provide section views for all streets and sidewalks with below grade parking garages demonstrating the depth of the proposed parking garage below grade to ensure that stormwater infrastructure, street trees and other plantings can be installed at grade, with adequate soil depth, and that utilities and other necessary infrastructure can be installed. (P&Z)
12. The location of building footprints and underground parking garages on the Final Site Plan shall be in substantial conformance with the preliminary plan dated March 17, 2020, and as amended on April 6, 2020, as revised per Attachment 3. The final location and design of each underground garage and building footprint shall be finalized with individual building DSUPs. (P&Z)
13. The applicant shall work with the City for recycling and/or reuse of the existing building materials as part of the demolition process, including leftover, unused, and/or discarded building materials. (T&ES) (P&Z)

OPEN SPACE/LANDSCAPING:

14. Develop, provide, install and maintain an integrated Landscape Plan for the interim BMPs with the Final Site Plan that is coordinated with other associated site conditions and plans to the satisfaction of the Director of P&Z. Landscape plans shall be submitted in accordance with the City of Alexandria's Landscape Guidelines, available online at: www.alexandriava.gov/uploadedFiles/recreation/ParkPlanning/LandscapeGuidelinesFinalv2Final.pdf (P&Z)
15. Demonstrate that all site-wide street trees, tree wells and planters can be installed at grade, to provide a flush condition at the street level and meet the minimum soil depths, volume, and conditions as established in the City's Landscape Guidelines and to the satisfaction of the Director of Planning and Zoning. (P&Z)
16. Prior to the release of the Final Infrastructure Site Plan develop common elements guide in consultation with staff.
 - a. Provide general location, and specifications, for site furnishings that depict the installation, scale, and character of site furnishings to the satisfaction of the Directors of P&Z and T&ES.

- b. Site furnishings may include benches, bicycle racks, trash and recycling receptacles, railings, permanent light fixtures, water features and other associated features.
- c. Provide information on paving materials such as color, material and patterns for the sitewide decorative pavers or other paving materials for the streets, sidewalks and plaza areas. (P&Z) (T&ES)

TREE PROTECTION AND PRESERVATION:

- 17. Provide, implement and follow a Tree and Vegetation Protection Plan per the City of Alexandria Landscape Guidelines (P&Z) (RP&CA)

INTERIM USES AND INTERIM CONDITIONS:

- 18. Undeveloped parcels or portions of undeveloped parcels, which are associated with phased development shall be treated as an interim condition within the site. Interim conditions shall be approved to the satisfaction of the Directors of P&Z and T&ES, along the following guidelines:
 - i. Plantings shall be consistent with the Alexandria Landscape Design Guidelines.
 - ii. Undeveloped parcels shall be enhanced with temporary landscape treatments including:
 - i. Temporary walkways: If pedestrian circulation through undeveloped parcels is needed to link neighborhood pedestrian circulation or link developed parcels with neighborhood circulation, temporary walkways shall be constructed. Walkways shall be constructed of asphalt and be a minimum of 8' in width.
 - ii. Site shall be graded with gentle slopes and even transitions to offer a safe finished condition.
 - iii. Site shall be seeded with turf type grasses and maintained in a neat, mowed condition.
 - iv. With the exception of interim parking lots, undeveloped parcels shall not be lighted except for streetscape walkways. (P&Z)(T&ES)
- 19. The following interim uses and temporary conditions shall require screening:
 - i. Loading areas and staging areas for construction shall require construction fencing/screening.
 - ii. Interim construction worker parking on vacant/undeveloped blocks. Design for the interim fencing/screening shall be coordinated with the City.
 - iii. Surface parking at highly visible locations may require screening material and installation of surface paving materials to an equivalent

standard of adjacent buildings or pervious paving system and/or
extensive landscape screening. (P&Z)(T&ES)

20. One interim parking lot is permitted within the perimeter of Block 19 or Block 15. Prior to the site's use a temporary parking lot, a site layout of the interim parking lot shall be provided and shall include the location of fencing, striping, entry points to the site, location of interim lighting, turning movements for the largest vehicles expected to use the lot and general depiction of what and where various activities on the site will take place, to the satisfaction of the Directors of DPI, T&ES and P&Z.
 - a. Provide a narrative to the proposed management and security for the interim parking lot.
 - b. Interim surface parking on Block 15 or 19 must be removed with the first building permit for the second residential building. (P&Z)(T&ES)
21. Potential interim parking uses at Blocks 4 and 7 shall be designed and reviewed under a separate Development Special Use Permit associated with building construction on Blocks 4 or 7. (P&Z)

ARCHAEOLOGY:

22. Hire an archaeological consultant to complete a Documentary Study and an Archaeological Evaluation. If significant resources are discovered, the consultant shall complete a Resource Management Plan, as outlined in the City of Alexandria Archaeological Standards. Preservation measures presented in the Resource Management Plan, as approved by the City Archaeologist, will be implemented. (Archaeology)
23. The Final Site Plan, Grading Plan, or any other permits involving ground disturbing activities (such as coring, grading, filling, vegetation removal, undergrounding utilities, pile driving, landscaping and other excavations as defined in Section 2-151 of the Zoning Ordinance) shall not be released until the City archaeologist confirms that all archaeological field work has been completed or that an approved Resource Management Plan is in place to recover significant resources in concert with construction activities. * (Archaeology)
24. 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. The language noted above shall be included on all final site plan sheets involving any ground disturbing activities. (Archaeology)
25. The applicant shall not allow any metal detection and/or artifact collection to be conducted on the property, unless authorized by Alexandria

Archaeology. Failure to comply shall result in project delays. The language noted above shall be included on all final site plan sheets involving any ground disturbing activities. (Archaeology)

PEDESTRIAN/STREETSCAPE:

26. For the construction of interim sidewalks and intersections, provide the following pedestrian improvements to the satisfaction of the Directors of P&Z and T&ES:
 - a. Install ADA accessible pedestrian crossings serving the site.
 - b. Construct all temporary asphalt sidewalks to City standards. The minimum unobstructed width of newly constructed temporary asphalt sidewalk shall be 12 feet on Potomac Avenue and 8 feet elsewhere within the site. Sidewalks shall be flush across all driveway crossings.
 - c. All newly constructed curb ramps in Alexandria shall be concrete with detectable warning and shall conform to current VDOT standards.
 - d. Provide separate curb ramps for each direction of crossing (i.e., two ramps per corner). Curb ramps shall be perpendicular to the street to minimize crossing distances. Any changes must be approved by the Director of 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 utilities 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 to minimize any potential visible impacts. *** (P&Z) (T&ES)
27. For the construction of final intersections, provide the following pedestrian improvements to the satisfaction of the Directors of P&Z and T&ES:
 - a. Complete all pedestrian improvements as required per the CDD Conditions.
 - b. Install ADA accessible pedestrian crossings serving the site.
 - c. All newly constructed curb ramps in Alexandria shall be concrete with detectable warning and shall conform to current VDOT standards.
 - d. Provide separate curb ramps for each direction of crossing (i.e., two ramps per corner). Curb ramps shall be perpendicular to the street to minimize crossing distances. Any changes must be approved by the Director of 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. Install pedestrian countdown signals and pedestrian activated push-buttons in accordance with City Standards at all approaches to signalized intersections as traffic signals are constructed as outlined in the Streets/Traffic conditions of this document. All pedestrian-activated push buttons shall be accessible per ADA Accessibility Guidelines including audible signals (ADAAG).
 - h. All below grade utilities 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 to minimize any potential visible impacts.
 - i. Provide bollards or other barriers along flush curbs to separate pedestrian and vehicle space as directed by staff at Final Site Plan.
 - j. Update all applicable pages to show the final intersection design with materials, patterns, site features and required infrastructure, prior to the release of the Final Site Plan.
 - k. Install all final streetscape elements, such as sidewalks, parks, roadways, landscaping and other sitewide design elements with each building's certificate of occupancy. Each building shall be responsible for installing the public realm elements on all four sides of the building site. The first building shall construct the immediately adjacent sidewalk and the full width of the roadway to the opposite curb line or as otherwise approved by the CDD. *** (P&Z) (T&ES)
28. Within 45 days of approval of the Preliminary Infrastructure Plan, the applicant shall submit a Comprehensive Open Space Plan including conceptual design of all sitewide design elements, streetscape designs, and park designs. The Comprehensive Open Space Plan shall be consistent with the Infrastructure Plan. (P&Z)(RPCA)
29. By Final Site Plan, provide the following updates to the infrastructure plan:
- a. On sheet C300, update the page to show the public access easement along the western side of the sidewalk of New Street B;
 - b. On sheet C300, revise the curve radius at the intersection of New Street B and Potomac Avenue to a minimum of R20;
 - c. Update the plan set to show easements or subdivisions for the pump station;
 - d. Finalize the proposed square footage and footprint of the proposed SWEE;
 - e. Label location of bore field and maintenance hatches;

- f. Identify and label linear bioretention swales along North Potomac Yard Park and New Street B;
- g. Update the cover sheet to include open space calculations for each park and publicly accessible open space, including total open space (excluding the area for the pump station, pump station access, physical security measures, and any necessary buffer zones or secure areas) on the plan.
- h. Include the final common elements guide.
- i. Create a final reference document of the proposed streetscape design for all permanent roads and sidewalks, to be constructed as part of all building DSUPs.
- j. Incorporate Attachment 10, into the applicable pages of the Final Infrastructure Site Plan to show the delineation of the Pump Station Final Site Plan from the larger Infrastructure Site Plan.
- k. On the Final Site Plan for the Pump Station, depict the full footprint of the facility including fencing, security screening measures, and any required protective buffers. (P&Z)(RPCA)(T&ES)

PARKING:

- 30. Show all interim proposed parking controls and restrictions on the Final Site Plan. All interim on-street parking controls and restrictions within the project area shall be determined by the City. Ultimate on-street parking restrictions shall be determined with each block DSUP within the site. (P&Z)(T&ES)

B. TRANSPORTATION

STREETS/TRAFFIC:

- 31. 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)
- 32. A pre-construction walk/survey of the site shall occur with Transportation and Environmental Services Construction & Inspection staff and Code Administration staff to document existing conditions prior to any land disturbing activities. (T&ES) (Code)
- 33. Mark all private street signs that intersect a public street with a fluorescent green strip to notify the plowing crews, both City and contractor, that they are not to plow those streets. (T&ES)

34. Show turning movements of standard vehicles in the parking structure and/or parking lots. The applicant shall provide turning movements that demonstrate that the 45-foot buses can effectively navigate the turns on the bus loop on New Street A from Potomac Avenue to Evans Lane and on Evans Lane from New Street A to Potomac Avenue to the satisfaction of the director of T&ES. Turning movements shall meet AASHTO vehicular guidelines and shall be to the satisfaction of the Director of T&ES. (T&ES)
35. **Communications:** A connected underground conduit grid shall be installed in preparation of fiber and cable installation to provide high-speed communication and connectivity to all buildings.
 - a. **Street Connection:** Two 3-inch schedule 80 PVC or HPDE conduits at a depth of 3 FT, with a minimum bend radius of 3 FT where appropriate, shall connect to the City's existing "traffic" conduit along Route 1 and Potomac Avenue. A junction box (JSB-3), meeting VDOT standards and with a lid labeled "COA", shall be installed at every intersection connecting the intersecting conduit runs. A pull line and tracer cable shall be installed with each conduit.(T&ES)
36. 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)
37. All roads and sidewalks within the site shall be either dedicated to the City as public right-of-way or shall have a public access easement from building face to building face unless otherwise approved by the Director of T&ES. Roads that are not above private parking garages shall be public unless otherwise approved by the Director of T&ES. (T&ES)
38. Interim street segments shall be constructed by the applicant in accordance with the following:
 - a. **New Street A** from East Reed to Evans Lane shall be constructed with base paving and temporary streetscape, prior to the first Certificate of Occupancy for the first building.
 - b. **New Street B** from the northern terminus with Potomac Avenue to Evans Lane shall be constructed with base paving and temporary streetscape, prior to the first Certificate of Occupancy for the first building.
 - c. **Evans Lane**, from Potomac Ave to New Street B shall be constructed and operational including any base paving and temporary streetscape, within 18 months of the expiration or release of the WMATA temporary construction easements encumbering the property as reflected on Attachment 6 ("WMATA Easements") or as otherwise approved by the Directors of T&ES and P&Z.

- d. **East Reed Avenue**, east of Potomac Avenue, shall be constructed and operational, including any temporary streetscape, prior to the first Certificate of Occupancy permit for the first building.
 - e. **Silver Meteor Avenue** from Potomac Avenue to New Street B shall be constructed in phases with the section between Potomac Avenue and New Street A being constructed and operational prior to the first Certificate of Occupancy for Block 14 or 19 and the section between New Street A and New Street B being constructed and operational prior to the first Certificate of Occupancy for Block 10 or 15. (T&ES)
39. Any traffic signalization proposed by the applicant and approved by the Director of T&ES, or required by the Director, shall be depicted on the final infrastructure plan. The applicant shall be responsible for all costs of traffic signal design, acquisition, and installation. Any signalization approved or required by the Director of T&ES shall be installed and properly operating prior to the issuance of a Certificate of Occupancy permit for any building and/or the acceptance of any street which is to be served by the signalization. The signals shall be City standard black mast arms. (T&ES)
- a. All new and modified traffic signals associated with this site shall be equipped with Transit Signal Priority (TSP) equipment, adaptive control, and vehicle detection capable of data collection as approved by the Director of T&ES.
 - b. All new and modified traffic signals associated with this site shall be equipped with an Advanced Transportation Controller (ATC) Signal Controller as approved by the Director of T&ES. In addition, each signal cabinet shall be Dedicated Shortrange Communication (DSCR) compatible for potential equipment installation by the City.
 - c. All new and modified traffic signals associated with this site shall be equipped with two 3-inch conduits of schedule 80 PVC or HDPE, at a depth of 3 FT with a pull line and tracer cable, connecting to each signal cabinet location, in addition to the existing Potomac Avenue and E. Glebe signalized intersection. (PON). (T&ES)
40. Provide and install fully operational traffic signals proposed along Potomac Avenue prior to:
- a. The proposed traffic signal at the intersection of East Reed Avenue and Potomac Avenue shall be installed and operational to the satisfaction of the Director of T&ES prior to first Certificate of Occupancy of any building within Phase 1.
 - b. The proposed traffic signals at the intersection of Evans Lane and Potomac Avenue shall be installed and operational to the satisfaction of the Director of T&ES within 18 months of the expiration or release of the WMATA temporary construction easements encumbering the property.
 - c. The proposed traffic signals at the intersection of New Street A and Potomac Avenue shall be installed and operational to the satisfaction of the

- Director of T&ES within 18 months of the expiration or release of the WMATA temporary construction easements encumbering the property.
- d. Remaining traffic signals along Potomac Avenue shall be installed and fully operational prior to the first Certificate of Occupancy permit for the first project exceeding 2.0 million square feet of development within CDD #19.(T&ES)
41. Provide bicycle facilities on the site frontage and through the site per the City's Transportation Master Plan, Pedestrian and Bicycle Mobility Plan and applicable Small Area Plans and Design Guidelines:
- a. Provide dedicated 6-foot bicycle lanes at street-level on Silver Meteor Avenue.
 - b. Provide routing signs on on-street bicycle facilities consistent with guidance from AASHTO and MUTCD. For shared-use paths, signs should be consistent with the City's Wayfinding Program.
 - c. Provide sharrows on New Street B. Sharrow installation shall be consistent with AASHTO guidelines. (T&ES)

BUS STOPS AND BUS SHELTERS:

42. Show all existing and proposed bus stops, bus shelters, and bus stop benches in the vicinity of the site on the Final Site Plan. Bus stop installation, timing and required specifications and amenities shall be defined in the North Potomac Yard CDD conditions (T&ES) (Code)
43. The bus loop provided on New Street A from Potomac Avenue to Evans Lane and on Evans Lane from New Street A to Potomac Avenue shall use reinforced concrete pavement to support the impacts of bus traffic. (T&ES)
44. The City and DASH will provide temporary bus stops for local DASH buses and Metrobuses along Potomac Avenue in the interim between the opening of the Potomac Yard Metrorail Station and the completion of permanent bus stops on Potomac Avenue and on New Street A. The applicant shall provide accessible temporary paths along the Potomac Avenue frontages of Blocks 19 and 20 within 60 days of WMATA granting the applicant access to work in this area to provide access to these temporary stops. The Applicant shall coordinate with the City to ensure that these bus stops remain open and accessible at all times.
- a. Pedestrian access shall be maintained between the Potomac Yard Metro Station and Potomac Avenue after completion of construction activities related to the station until final sidewalk and road construction is complete. (T&ES)
45. Prior to the release of the Final Site Plan, coordinate with DASH and City Staff to partner on the location of an electric bus charging station to be located on or

near Potomac Avenue. Bus charging could occur in one of the designated bus bays or layover spaces using an overhead mast arm or induction charging system. An additional 6-foot by 9-foot equipment pad area shall be identified and provided within 300-feet of the bus bay where the charging will occur. Coordinate with DASH and City Staff to identify technical specifications for utility infrastructure needs, including the infrastructure to support a dedicated 500kVA transformer and update applicable infrastructure pages for areas designated for these infrastructure uses and utility connectivity. (DASH)(P&Z)

46. If street trees are provided, those in proximity to bus stop approaches or directly adjacent to travel lanes shall be planted and maintained pursuant to the Landscape Guidelines:
- a. Located to avoid conflict with vehicles, specifically:
 - i. Trees shall be excluded from a 40-foot zone which represents the length of the bus as it is serving the stop.
 - ii. Trees within both the 10-foot departure zone and the 20-foot approach zone (on either side of the 40-foot zone) shall be selectively located to minimize conflict with vehicles and to allow direct line of sight for approaching buses. (T&ES)

C. PUBLIC WORKS

WASTEWATER/SANITARY SEWERS:

- F-1 The Applicant shall provide a 20-foot wide permanent sanitary sewer easement from the new pump station to Route 1, if requested in writing by the City, for a sanitary main to be constructed by others in the future to serve developments west of Route 1. The final location of the easement shall be determined in coordination with the City at the time the easement is requested. (T&ES/AlexRenew)
47. The applicant shall design and construct a pump/lift station with a pumping capacity of 5.6 MGD for the overall development (Phase 1 and Phase 2) and shall be designed to handle a peak sanitary flow of 1.0 MGD in order to serve Phase 1 of the development. A 16-inch force main shall be constructed as part of Phase 1 development to transport municipal wastewater from the proposed development to the existing 24-inch sanitary sewer, as indicated on the March 2020 Preliminary Infrastructure Plan, located upstream of the existing Potomac Yard Pumping Station (PYPS). The pump/lift station and force main shall be designed in accordance to the City of Alexandria standards, Alexandria Renew Enterprises (AlexRenew) design guidelines, Hydraulic Institute Standards, design guidelines, and Commonwealth of Virginia Sewage Collection and Treatment (SCAT) Regulations. The applicant shall be provided an offset to the sanitary sewer tap fees equal to 16.7 percent of the total pump station and force main cost, based on the proportionate costs associated with contributing flows

from Block 23 and properties located outside North Potomac Yard.
(T&ES/AlexRenew)

48. Based on the Preliminary Infrastructure Plan dated March 17, 2020 and amended on April 6, 2020, the Applicant is not required to provide any improvements to the existing sewer infrastructure in order to serve the development as proposed as part of Phase 1.
- a. In order to serve additional wastewater flows from Phase 2 of the development: i. a 20-inch force main extension shall be designed and constructed by the applicant from the downstream end of the Phase 1 16-inch force main to the existing 27-inch gravity sewer downstream of the existing PYPS. In addition, the applicant shall repurpose the existing Four Mile Run (FMR) pump station 20-inch force main to serve North Potomac Yard Phase 1 and 2 development and repurpose the Phase 1 16-inch force main to serve the FMR pump station. This force main extension and repurposing of force mains will eliminate the requirement of upsizing the existing 24-inch sanitary sewer upstream of the existing PYPS and upsizing of the existing PYPS. The applicant shall be provided an offset to the sanitary sewer tap fees equal to 16.7 percent of the total force main extension cost, based on the proportionate costs associated with contributing flows from Block 23 and properties located outside North Potomac Yard.
 - b. The Applicant shall undertake design and construction of upsizing the existing 27-inch sanitary sewer located downstream of the existing PYPS (known as Reach PY-2) to a 36-inch sanitary sewer. The applicant shall be provided an offset to the sanitary sewer tap fees equal to 69.5 percent of the total cost to upsize Reach PY-2. (T&ES/AlexRenew)
49. The applicant shall show on the first Final Site Plan of the Infrastructure Plan submission an analysis of the total system flows in the sewer system, including Phase 2 development, along with any infrastructure improvements to mitigate capacity constraints to the satisfaction of T&ES and AlexRenew. (T&ES/AlexRenew)

UTILITIES:

50. Locate all private utilities without a franchise agreement outside of the public right-of-way and public utility easements. (T&ES)
51. No transformer and switch gears shall be located in the public right of way. (T&ES)

52. All fire hydrants that are located on a private street shall be owned and maintained by the developer, owner, or designee. All hydrants on public streets shall be the responsibility of the City of Alexandria. (Fire)(P&Z)

D. ENVIRONMENTAL

STORMWATER MANAGEMENT:

53. 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 in the final condition as shown in the Water Management Master Plan (WMMP). This site plan may include both permanent and interim stormwater BMP facilities that meet, at a minimum, the state phosphorus reduction requirement. The final design of the infrastructure associated with each block and compliance with the water quality volume default will be submitted in conjunction with the associated individual DSUPs as indicated in the phasing plan submitted with the WMMP. (T&ES)
54. This site plan must be incorporated into the Water Management Master Plan (WMMP) for Phase I of North Potomac Yard. Any changes to applicable components of this plan will also require a resubmittal of the WMMP for review and approval. Compliance with the 40% phosphorous removal requirement for the development phase will be coordinated through the WMMP (T&ES)
55. The linear bioretention along New Street B must be designed to aesthetically resemble a natural stream or incorporated with the stormwater facilities proposed in the Open Space Plan. River rock, pooling areas, and natural plantings must be used. Water Quality/Nature educational signs must be placed along the bioretention area. The design must include a natural way to prevent pedestrians from walking into the bioretention area from the street or park. An interim design meeting the minimum BMP Clearinghouse design criteria will be submitted with the infrastructure plan. The final design, including natural stream elements, will be submitted with the Open Space Plan. (T&ES)
56. Provide access across the bioretention areas in the form of artistically designed and aesthetically pleasing foot bridges/paths every 60 feet or as otherwise determined by the DSUP for Potomac Yard Park. These must be ADA accessible and fit seamlessly into the shared use road. (T&ES)

57. Any underground BMPs, including all structural elements and manholes must be located in/beneath hardscaped areas such as trails and plazas. The final location of each facility will be coordinated with the park design. The facilities must be accessible for inspection and maintenance. (T&ES)
58. 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)
59. 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)
60. 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 removal efficiency (percentage), phosphorous removed by the practice (lbs.), and latitude and longitude in decimal degrees (NAD83). (T&ES)
61. Prior to the release of the performance bond, the Applicant is required to submit construction record drawings for permanent and interim stormwater management facilities to the City as shown on the approved plan. 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 approved plans and specifications. (T&ES)***
62. Construction inspection checklists and associated photographic documentation must be completed for each stormwater BMP facility during construction. Prior to the release of the performance bond, the applicant must submit all documents required by the City of Alexandria As-Built Stormwater Requirements to include as built plans, CAD data, BMP certifications and completed construction inspection checklists. (T&ES)***
63. 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 release of the performance

bond, 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 released 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) *****
64. 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)
65. Submit two (2) originals of the stormwater quality BMP Maintenance Agreement, to include the BMP 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) *
66. A stormwater maintenance easement between the City and the applicant must be executed and recorded for all stormwater BMPs located on public property. (T&ES)**
67. Maintenance of all BMPs and water quality practices including those in all public spaces and the public right of way shall be maintained by the applicant, the Business Improvement District (BID) or comparable entity when established. Prior to transferring maintenance responsibility for the BMPs to the BID or comparable entity, the applicant shall execute a maintenance service contract with a qualified private contractor for a minimum of three (3) years, and transfer the contract to the BID or comparable entity. A copy of the contract shall also be placed in the BMP Operation and Maintenance Manual. Prior to release of the performance bond, a copy of the maintenance contract shall be submitted to the City. (T&ES) *****

The Developer shall furnish the BID or comparable entity with 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. (T&ES)

68. Submit a copy of the Operation and Maintenance Manual to the T&ES Stormwater Management Division on digital media prior to release of the performance bond. (T&ES) *****

69. Prior to release of the performance bond, 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) ****

WATERSHED, WETLANDS, & RPAs:

70. The project site lies within Four Mile Run Watershed thus stormwater quantity controls shall be designed to demonstrate that post development stormwater runoff shall be contained within the existing outfall pipe for the 10-year storm event and the 100-year post development peak runoff shall not exceed the pre-development levels. A detention waiver may be requested for runoff exceeding the predevelopment levels for the 2-year and 10-year storm events provided the existing outfall pipe is found to be adequate due to the location of the development in the watershed. (T&ES)
71. The stormwater collection system is located within the Four Mile Run, 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)
72. Provide Environmental Site Assessment Notes that clearly delineate the individual components of the RPA (where applicable) 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)
73. Phase I of project is located within an existing RPA or mapped wetland area; therefore, the applicant shall 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)
74. 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 method to the satisfaction of the Director of Transportation and Environmental Services:

- a. 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. (T&ES)
75. Phase 2 of the project is located adjacent to an existing RPA or mapped wetland area; The RPA must be field delineated and if any disturbance occurs in the RPA as a result of this phase, the applicant shall 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)

CONTAMINATED LAND:

76. Indicate whether 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)
77. 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) *
78. 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) (Code)
79. 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)

E. CONSTRUCTION MANAGEMENT

80. Submit a construction phasing plan to the satisfaction of the Director of T&ES, for review, approval and partial 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) *
81. Submit a separate construction management plan to the Directors of P&Z, T&ES and Code Administration prior to Final Site Plan release. The plan shall:
- a. No streetlights shall be removed without authorization from the City of Alexandria.

- b. If streetlights are to be removed from the public right of way, then temporary lights shall be provided until the installation and commissioning of new lights.
 - c. 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.
 - d. Provide a detailed sequence of demolition and construction of improvements in the public right of way along with an overall proposed schedule for demolition and construction;
 - e. Include an overall proposed schedule for construction;
 - f. Include a plan for temporary pedestrian circulation;
 - g. Include the location and size of proposed construction trailers, if any;
 - h. Include a preliminary Maintenance of Traffic Plan (MOT) as part of the construction management plan for informational purposes only, to include proposed controls for traffic movement, lane closures, construction entrances and storage of materials.
 - i. Copies of the plan shall be posted in the construction trailer and given to each subcontractor before they commence work. (P&Z) (T&ES)
82. Provide off-street parking for all construction workers without charge to the construction workers. The applicant shall be responsible for ensuring that all contractors use the off-street parking provided. For the construction workers who use Metro, DASH, or another form of mass transit to the site, the applicant shall subsidize a minimum of 50% of the fees for mass transit. Compliance with this condition shall be a component of the construction management plan, which shall be submitted to the Department of P&Z and T&ES prior to Final Site Plan release. This plan shall:
- a. Establish the location of the parking to be provided at various stages of construction, how many spaces will be provided, how many construction workers will be assigned to the work site, and mechanisms which will be used to encourage the use of mass transit.
 - b. Provide for the location on the construction site at which information will be posted regarding Metro schedules and routes, bus schedules and routes.
 - c. If the off-street construction workers parking plan is found to be violated during construction, a correction notice will be issued to the developer. If the violation is not corrected within five (5) days, a "stop work order" will be issued, with construction halted until the violation has been corrected. (P&Z) (T&ES) *
83. Sidewalks adjacent to the site shall remain open during construction. If sidewalks must be closed, pedestrian access shall be maintained adjacent to the site per Memo to Industry #04-18 throughout the construction of the project. The plan for maintenance of pedestrian access shall be included in the Construction Management Plan for approval by T&ES. (T&ES)

84. Bicycle facilities adjacent to the site shall remain open during construction. If a bicycle facility must be closed, Bicycle access shall be maintained adjacent to the site per Memo to Industry #04-18 throughout the construction of the project. The plan for maintenance of bicycle access shall be included in the Construction Management Plan for approval by T&ES. (T&ES)
85. No major construction staging shall be allowed within the public right-of-way. The applicant shall meet with T&ES to discuss construction staging activities prior to release of any permits for ground disturbing activities. (T&ES) **
86. Transit stops adjacent to the site shall remain open if feasible for the duration of construction. If construction forces the closure of any stops, a temporary ADA accessible transit stop shall be installed. The exact temporary location shall be coordinated with the T&ES Office of Transit Services at 703-746-4075 as well as with the transit agency which provides service to the bus stop. Signs noting the bus stop closure and location of the temporary bus stop must be installed at all bus stops taken out of service due to construction. (T&ES)
87. A "Certified Land Disturber" (CLD) shall be named in a letter to the Division Chief of Infrastructure Right of Way prior to any land disturbing activities. If the CLD changes during the project, that change must be noted in a letter to the Division Chief. A note to this effect shall be placed on the Phase I Erosion and Sediment Control sheets on the site plan. (T&ES)
88. Prior to commencing clearing and grading of the site, the applicant 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 and T&ES shall be notified a minimum of 14 calendar days prior to the meeting date, and the meeting must be held before any permits are issued. This meeting may be held in conjunction with the pre-construction meeting required for the Potomac Yard Park DSUP and Infrastructure Plan. (P&Z) (T&ES)
89. Identify a person who 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, and/or and T&ES. (P&Z) (T&ES) **
90. Install a minimum of 4 temporary informational signs on the site prior to approval of the Final Site Plan for the project. The sign shall notify the public of the nature of the project and shall include the name and telephone number of the community liaison, including an emergency contact number for public

questions regarding the project. The sign shall be displayed until construction is complete or updated as the nature of the construction changes and necessitates different signage. (P&Z) (T&ES)

91. Implement a waste and refuse control program during the construction phase of this development. 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 and Code Administration. All wastes shall be properly disposed offsite in accordance with all applicable federal, state and local laws. Provide information on the program in construction management plan. If program is implemented in coordination with green building certification, include documentation as appropriate per the City's Green Building Policy and conditions herein. (T&ES)
92. Temporary construction and/or on-site sales trailer(s) shall be permitted and be subject to the approval of the Director of P&Z. (P&Z) (Code)
93. Contractors shall not cause or permit vehicles to idle for more than 10 minutes when parked. (T&ES)
94. If there are outstanding performance, completion or other bonds for the benefit of the City in effect for the property at such time as it may be conveyed or sold to a party other than the applicant, a substitute bond and associated documents must be provided by that party or, in the alternative, an assignment or other documentation from the bonding company indicating that the existing bond remains in effect despite the change in ownership may be provided. The bond(s) shall be maintained until such time that all requirements are met, and the bond(s) released by the City. (T&ES)
95. All temporary infrastructure shall be maintained by the applicant or their successors. The City shall not accept any permanent public utilities or infrastructure for ownership and maintenance until required As-Built conditions plans are reviewed and approved by the City and the bond is fully released. (T&ES)
96. All submitted bonds for temporary infrastructure and site work shall be held until work is completed and the bond can be released, or partially released as determined to be appropriate by City Staff, or an equivalent bond for the construction of the final conditions are submitted and accepted by the City. (T&ES)

CITY DEPARTMENT CODE COMMENTS

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

Planning and Zoning (P&Z)

- C - 1 No permits for improvements requiring BAR approval shall be issued prior to the release of the Certificate of Appropriateness from the Board of Architectural Review. (BAR)

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. A preconstruction conference is recommended for large projects. If there are any questions, the applicant may contact the Code Administration Office, Plan Review Supervisor at 703-746-4200.
- C - 1 New construction or alterations to existing structures must comply with the current edition of the Uniform Statewide Building Code (USBC).
- C - 2 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.
- C - 3 Sheeting and shoring shall not extend beyond the property line; except when the developer has obtained a written release from adjacent property owners which has been recorded in the land records; or through an approved encroachment process.

Archaeology

- F - 1. Prior to the construction of the massive railroad yard in the early twentieth century, the project area was part of Preston plantation established by John Alexander III in the 1740s. The plantation thrived until 1862 when Union soldiers torched it. The Swann family rebuilt it on a less-grand scale and occupied it into the twentieth century. A sizeable family graveyard was located on the property. Eventually, as the railroad yard expanded in the 1920s and 1930s, the several dozen graves in the Preston family cemetery were disinterred in 1922 and moved to Pohick Church in Lorton.
- F - 2. limited amount of archaeological testing was conducted at the Preston plantation in 1996. Due to substantial disturbances from railyard construction in the 1930s, the archaeologists concluded at that time that all archaeological resources, including Preston plantation, had been graded away. However, the testing was limited to six mechanically excavated trenches within an area of more than 70 acres, a miniscule sample of the

area. Certainly not enough testing to conclude conclusively that the project area is devoid of archaeological integrity, especially given the fact that the majority of the project area is parking lot space.

- F - 3. 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.
- F - 4. All required archaeological preservation measures shall be completed in compliance with Section 11-411 of the Zoning Ordinance.

Transportation and Environmental Services (T&ES)

- 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)
- F - 2. The Final Site Plan must be prepared per the requirements of Memorandum to Industry 02-09 dated December 3, 2009, Design Guidelines for Site Plan Preparation, which is available at the City's website:
<http://alexandriava.gov/uploadedFiles/tes/info/Memo%20to%20Industry%20No.%2002-09%20December%203,%202009.pdf>
- F - 3. 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)
- F - 4. The Plan shall include a dimension plan with all proposed features fully dimensioned and the property line clearly shown. (T&ES)
- F - 5. Include all symbols, abbreviations, and line types in the legend. (T&ES)

- F - 6. All storm sewers shall be constructed to the City of Alexandria standards and specifications. Minimum diameter for storm sewers shall be 18" in the public Right of Way (ROW) and the minimum size storm sewer catch basin lead is 15". The acceptable pipe materials will be Reinforced Concrete Pipe (RCP) ASTM C-76 Class IV. Alternatively, AWWA C-151 (ANSI A21.51) Class 52 may be used if approved by the Director of T&ES. For roof drainage system, Polyvinyl Chloride (PVC) ASTM D-3034-77 SDR 26 and ASTM 1785-76 Schedule 40 pipes will be acceptable. The acceptable minimum and maximum velocities will be 2.0 fps and 15 fps, respectively. The storm sewers immediately upstream of the first manhole in the public Right of Way shall be owned and maintained privately (i.e., all storm drains not shown within an easement or in a public Right of Way shall be owned and maintained privately). (T&ES)
- F - 7. All sanitary sewers shall be constructed to the City of Alexandria standards and specifications. Minimum diameter of sanitary sewers shall be 10 inches in the public Right of Way and sanitary lateral 6 inches for all commercial and institutional developments; however, a 4-inch sanitary lateral will be acceptable for single family residences. The acceptable pipe materials will be Polyvinyl Chloride (PVC) ASTM D-3034-77 SDR 26, ASTM 1785-76 Schedule 40, Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52, or reinforced concrete pipe ASTM C-76 Class IV (For 12 inch or larger diameters); Class III may be acceptable on private properties. The acceptable minimum and maximum velocities will be 2.5 fps and 10 fps, respectively. Laterals shall be connected to the sanitary sewer through a manufactured "Y" or "T" or approved sewer saddle. Where the laterals are being connected to existing Terracotta pipes, replace the section of main and provide manufactured "Y" or "T", or else install a manhole. (T&ES)
- F - 8. Lateral Separation of Sewers and Water Mains: A horizontal separation of 10 feet (edge to edge) shall be provided between a storm or sanitary sewer and a water line; however, if this horizontal separation cannot be achieved then the sewer and water main shall be installed in separate trenches and the bottom of the water main shall be at least 18 inches above of the top of the sewer. If both the horizontal and vertical separations cannot be achieved, then the sewer pipe material shall be Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 and pressure tested in place without leakage prior to installation. (T&ES)
- F - 9. Crossing Water Main Over and Under a Sanitary or Storm Sewer: When a water main over crosses or under crosses a sanitary / storm sewer then the vertical separation between the bottom of one (i.e., sanitary / storm sewer or water main) to the top of the other (water main or sanitary / storm sewer) shall be at least 18 inches for sanitary sewer and 12 inches for storm sewer; however, if this cannot be achieved then both the water main and the sanitary / storm sewer shall be constructed of Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 with joints that are equivalent to water main standards for a distance of 10 feet on each side of the point of crossing. A section of water main pipe shall be centered at the point of crossing and the pipes shall be pressure tested in place without leakage prior to installation. Sewers crossing over the water main shall have adequate structural support (concrete pier support and/or concrete encasement) to prevent damage

to the water main. Sanitary sewers under creeks and storm sewer pipe crossings with less than 6-inch clearance shall be encased in concrete. (T&ES)

- F - 10. No water main pipe shall pass through or come in contact with any part of sanitary / storm sewer manhole. Manholes shall be placed at least 10 feet horizontally from the water main whenever possible. When local conditions prohibit this horizontal separation, the manhole shall be of watertight construction and tested in place. (T&ES)
- F - 11. Crossing Existing or Proposed Utilities: Underground telephone, cable T.V., gas, and electrical duct banks shall be crossed maintaining a minimum of 12 inches of separation or clearance with water main, sanitary, or storm sewers. If this separation cannot be achieved, then the sewer pipe material shall be Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 for a distance of 10 feet on each side of the point of crossing and pressure tested in place without leakage prior to installation. Sanitary / storm sewers and water main crossing over the utilities shall have adequate structural support (pier support and/or concrete encasement) to prevent damage to the utilities. (T&ES)
- F - 12. Any rip rap shall be designed as per the requirements of Virginia Erosion and Sediment Control Handbook, Latest Edition. (T&ES)
- F - 13. Dimensions of parking spaces, aisle widths, etc. within the parking garage shall be provided on the plan. Note that dimensions shall not include column widths. (T&ES)
- F - 14. Show the drainage divide areas on the grading plan or on a sheet showing reasonable information on topography along with the structures where each sub-area drains. (T&ES)
- F - 15. Provide proposed elevations (contours and spot shots) in sufficient details on grading plan to clearly show the drainage patterns. (T&ES)
- F - 16. All the existing and proposed public and private utilities and easements shall be shown on the plan and a descriptive narration of various utilities shall be provided. (T&ES)
- F - 17. A Maintenance of Traffic Plan shall be provided within the Construction Management Plan and shall replicate the existing vehicular and pedestrian routes as nearly as practical. Pedestrian and bike access shall be maintained adjacent to the site per Memo to Industry #04-18. These sheets are to be provided as "Information Only." (T&ES)
- F - 18. The following notes shall be included on all Maintenance of Traffic Plan Sheets: (T&ES)
 - 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 - 19. The stormwater VRRM spreadsheet on this plan demonstrates compliance with the infrastructure plan only. All areas not included in the infrastructure plan to include the blocks, parks, pump station and metro areas will be addressed with each DSUP and the WMMP. (T&ES)
- 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. 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)
- C - 2 Per the requirements of the City of Alexandria Zoning Ordinance (AZO) Article XIII, Environmental Management Ordinance, the applicant shall comply with the stormwater quality and quantity requirements and provide channel protection and flood protection in accordance with these requirements. If combined uncontrolled and controlled stormwater outfall is proposed, the peak flow requirements of the Zoning Ordinance shall be met. If the project site lies within the Braddock-West watershed or known flooding area, then the applicant shall provide an additional 10 percent storage of the pre-development flows in this watershed to meet detention requirements. (T&ES)
- 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)
- C - 4 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)
- C - 5 If it is determined that the site is not in compliance with Section 13-1-3 of the City Code, then the applicant shall make additional improvements to adjust lighting levels to the satisfaction of the Director of T&ES to comply with the Code. (T&ES)
- 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)

- 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. (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)
- 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 of Alexandria Zoning Ordinance (AZO). (T&ES)
- C - 9 In compliance with Title 5: Transportation and Environmental Services, Section 5-1-2(12b) of the City Charter and Code, the City of Alexandria shall provide solid waste collection services to the condominium townhomes portion of the development. All refuse / recycling receptacles shall be placed at the City Right-of-Way. (T&ES)
- 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)
- C - 11 The applicant shall provide required storage space for both trash and recycling materials containers as outlined in the City's "Solid Waste and Recyclable Materials Storage Space Guidelines", or to the satisfaction of the Director of Transportation & Environmental Services. The plan shall show the turning movements of the collection trucks and the trucks shall not back up to collect trash or recycling. The City's storage space guidelines are available online at: www.alexandriava.gov/solidwaste or by contacting the City's Solid Waste Division at 703-746-4410, or via email at commercialrecycling@alexandriava.gov. (T&ES)
- C - 12 The applicant shall be responsible to deliver all solid waste, as defined by the City Charter and Code of the City of Alexandria, to the Covanta Energy Waste Facility located at 5301

Eisenhower Avenue. A note to that effect shall be included on the plan. The developer further agrees to stipulate in any future lease or property sales agreement that all tenants and/or property owners shall also comply with this requirement. (T&ES)

- C - 13 The applicants shall submit a Recycling Implementation Plan (RIP) form to the Solid Waste Division, as outlined in Article H of Title 5 (Ordinance Number 4438), which requires all commercial properties to recycle. Instructions for how to obtain a RIP form can be found at: www.alexandriava.gov/solidwaste or by calling the Solid Waste Division at 703.746.4410 or by e-mailing CommercialRecycling@alexandriava.gov. (T&ES)
- C - 14 All private streets and alleys shall comply with the City's Minimum Standards for Private Streets and Alleys. (T&ES)
- C - 15 Bond for the public improvements must be posted prior to release of the site plan. (T&ES)*
- C - 16 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) *
- C - 17 Provide a phased erosion and sediment control plan consistent with grading and construction plan. (T&ES)
- C - 18 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)
- C - 19 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)
- C - 20 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)

- C - 21 All driveway entrances, curbing, etc. in the public ROW or abutting public ROW shall meet City design standards. (T&ES)
- C - 22 All sanitary laterals and/or sewers not shown in the easements shall be owned and maintained privately. (T&ES)
- C - 23 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)
- C - 24 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.
Section 11-5-4(b)(19) further restricts the Pile Driving to the following hours:
 - d. Monday Through Friday from 9 AM To 6 PM and
 - e. Saturdays from 10 AM To 4 PM
 - f. No pile driving is permitted on Sundays and holidays.
Section 11-5-109 restricts work in the right of way for excavation to the following:
 - g. Monday through Saturday 7 AM to 5 pm
 - h. No excavation in the right of way is permitted on Sundays. (T&ES)
- C - 25 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)
- C - 26 The applicant shall comply with the City of Alexandria, Erosion and Sediment Control Code, Section 5, Chapter 4. (T&ES)
- C - 27 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) *
- C - 28 The applicant must provide a Stormwater Pollution Prevention Plan (SWPPP) 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 Book 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)

VAWC Comments

No conditions provided by VAWC.

Fire Department

- R - 1. In the event an existing building will be razed, the Alexandria Fire Department would like the opportunity to explore utilizing the structure before demolition for training exercises. If such an agreement can be reached, conditions of use between the parties and a hold harmless agreement will be provided to the owner or their representative.

Police Department

Landscape Recommendations

- R - 1. Any interim proposed shrubbery should have a natural growth height of no more than 2 ½ to 3 feet with a maximum height of 36 inches when it matures and should not hinder the unobstructed view of patrolling law enforcement vehicles.

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

**NORTH POTOMAC YARD PUMP STATION CONDITIONS
(DEVELOPMENT SPECIAL USE PERMIT #2020-00008):**

1. The Final Site Plan shall be in substantial conformance with this DSUP application for the pump station and with the approved infrastructure site plan (DSP2019-00043), and as amended, and comply with the following conditions of approval.

A. SITE PLAN

2. 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 36 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. The period of validity may be extended upon petition by the applicant and after adequate notice and public hearing. (P&Z)
3. The final design of the North Potomac Yard Pump Station and potential SWEE shall be consistent with the location and building footprint shown on the North Potomac Yard Final Infrastructure Plan (DSP2019-00043), as revised per Attachment 10, dated May 20, 2020. Any revisions to the location and size of the building footprint shall be to the satisfaction of the Directors of Planning and Zoning, Recreation, Parks and Cultural Activities, and AlexRenew. (P&Z) (RP&CA) (AlexRenew)
4. Submit the subdivision plat of the streets, blocks, pump station and Potomac Yard Park and all applicable easements prior to the Final Site Plan submission. The plat(s) shall be approved prior to or concurrently with the release of the Final Site Plan. (P&Z) (T&ES) *
5. The plat for the pump station shall be recorded, and a copy of the recorded plat, dedications and deeds shall be submitted with the first request for a building permit. (P&Z) (T&ES) **
6. Coordinate location of site utilities with other site conditions to the satisfaction of the Directors of P&Z, RPCA and T&ES. These items include:
 - a. Location of site utilities including sanitary pipes leading to and from the pump station and any above grade service for items such as transformers or other utility equipment associated with the pump station.
 - b. Location of site utilities including above grade service openings and required clearances for items such as transformers, telephone, HVAC units, electrical, cable boxes, and other utilities as needed.
 - c. Minimize conflicts with plantings, pedestrian areas and major view sheds, as applicable

- d. If applicable, all utilities shall be screened from the public ROW to the satisfaction of the Director of P&Z, as applicable. (P&Z) (T&ES) (BAR)(RPCA) *
- 7. Provide a georeferenced CAD file in .dwg format of the dimension plan of this project. This information will be used to compile a master CAD reference to ensure all elements are correctly located and will connect. (P&Z) (DPI) *
- 8. If required, the City and Applicant will coordinate to obtain any necessary access easement or usage agreement to expand and utilize the existing Railroad Access Easement to access the proposed pump station. If an easement or agreement is required and cannot be obtained, the Applicant shall coordinate with the City to revise the applicable pump station DSUPs and Infrastructure Site Plan to revise the location of proposed access road from Potomac Avenue to the pump station structure and to adjust the location of the pump station, as necessary, to meet AlexRenew's access requirements. (P&Z) (RPCA) *

BUILDING:

- F-1 The pump station falls within the boundaries of the Old and Historic District and is subject to review and approval by the Board of Architectural Review.
- 9. The final above-grade building design of the pump station shall require a development special use permit application for review and approval by the City Council. (P&Z) **
- 10. The proposed mass, scale, and general architectural character of the project is to be reviewed by the Board of Architectural Review as part of a concept review of the building prior to the review of final finishes and details as part of the Certificate of Appropriateness. Building materials, finishes and architectural details shall be subject to review and approval by the Board of Architectural Review. A materials board shall be submitted as part of the Certificate of Appropriateness approval. (BAR)
- 11. Achieve a Verified Award level under the Institute of Sustainable Infrastructure's (ISI) Envision program or an equivalent to the satisfaction of the Directors of P&Z, and/or RP&CA and T&ES, pursuant to the City's 2019 Green Building Policy. Diligent pursuance and achievement of this award shall be monitored through the following:
 - a. Provide evidence of the project's registration with Envision, or equivalent with the submission of the first Final Site Plan and provide a draft checklist showing how the project plans to achieve the award level. *
 - b. Provide evidence of submission of materials for third-party certification within six months of submission.

- c. Provide documentation certification within two (2) years of obtaining a final certificate of occupancy.
- d. Failure to achieve a Verified Award level under the ISI (or equivalent) for the infrastructure project will be evaluated by City staff, and if staff determines that a good faith, reasonable, and documented effort was not made, then any City-wide Green Building policies existing at the time of staffs' release of Final Site Plan will apply. (P&Z)*

OPEN SPACE/LANDSCAPING:

- 12. Coordinate the design, installation and maintenance of any associated landscaping for the pump station as part of the landscape plans for Potomac Yard Park DSUP, to the satisfaction of the Director of P&Z. Landscape plans shall be submitted in accordance with the City of Alexandria's Landscape Guidelines, available online at:
www.alexandriava.gov/uploadedFiles/recreation/ParkPlanning/LandscapeGuidelinesFinalv2Final.pdf (P&Z) *
- 13. Depict the full footprint of the facility including fencing, security screening measures, and any required protective buffers as part of the final site plan of the pump station. (RPCA) *
- 14. If the City and AlexRenew agree to relocate or reconfigure the parking space adjacent to the pump station, the Applicant shall incorporate such change into the final Infrastructure Plan for the Pump Station. Any change shall be coordinated prior to the first Final Site Plan submission. (RPCA)

ARCHAEOLOGY:

- 15. The Final Site Plan, Grading Plan, or any other permits involving ground disturbing activities (such as coring, grading, filling, vegetation removal, undergrounding utilities, pile driving, landscaping and other excavations as defined in Section 2-151 of the Zoning Ordinance) shall not be released until the City archaeologist confirms that all archaeological field work has been completed or that an approved Archaeological Evaluation plan and any required Resource Management Plans will be implemented to recover significant resources before or in concert with construction activities. (Arch) *
- 16. 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. The

language noted above shall be included on all Final Site Plan sheets involving any ground disturbing activities. (Arch)

17. The applicant shall not allow any metal detection and/or artifact collection to be conducted on the property, unless authorized by Alexandria Archaeology. Failure to comply shall result in project delays. The language noted above shall be included on all Final Site Plan sheets involving any ground disturbing activities. (Arch)

B. PUBLIC WORKS

WASTEWATER/SANITARY SEWERS:

- F-1** The Applicant shall provide a 20-foot wide permanent sanitary sewer easement from the new pump station to Route 1, if requested in writing by the City, for sanitary mains to be constructed by others in the future to serve developments west of Route 1. The final location of the easement shall be determined in coordination with the City at the time the easement is requested. (T&ES) (AlexRenew)
18. The Applicant shall design and construct a pump/lift station on the north end of the site (in Block 24) but not within the RPA or public right-of-way. The pump station shall be consistent with the Four Mile Run Restoration Master Plan and shall be designed to the satisfaction of the Director of P&Z. (T&ES) (AlexRenew)
 19. The new pump station shall be designed with a pumping capacity of 5.6 MGD for the overall development (Phase 1 and Phase 2) and shall be designed to handle a peak sanitary flow of 1.0 MGD in order to serve Phase 1 of the development. A 16-inch force main shall be constructed as part of Phase 1 development to transport municipal wastewater from the proposed development to the existing 24-inch sanitary sewer, as indicated on the March 2020 Preliminary Infrastructure Plan, located upstream of the existing Potomac Yard Pumping Station (PYPS). The pump/lift station and force main shall be designed in accordance to the City of Alexandria standards, Alexandria Renew Enterprises (AlexRenew) design guidelines, Hydraulic Institute Standards, design guidelines, and Commonwealth of Virginia Sewage Collection and Treatment (SCAT) Regulations. AlexRenew at its discretion may hire a third party to review the design of the pump/lift station and inspect the construction. In that instance, the Applicant shall reimburse AlexRenew for the third-party review and construction inspection. The Applicant shall coordinate with the City and AlexRenew regarding the terms of the ownership, maintenance, and operation agreement of the new pump/lift station. (T&ES) (AlexRenew)

UTILITIES:

20. Locate all private utilities without a franchise agreement outside of the public right-of-way and public utility easements. (T&ES)
21. No transformer and switch gears shall be located in the public right of way. (T&ES)

C. ENVIRONMENTAL

STORMWATER MANAGEMENT

22. 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. The stormwater management for the pump station must be included in the North Potomac Yard Infrastructure Plan (DSUP2019-00043). The final site plan cannot be released and no land disturbance may occur for the pump station until the stormwater management plan for the pump station has been approved and an approved VPDES Permit for Discharges of Stormwater from Construction Activities has been issued that includes the pump station site. (T&ES)

WATERSHED, WETLANDS, & RPAs

23. The project site lies within Four Mile Run Watershed thus stormwater quantity controls shall be designed to demonstrate that post development stormwater runoff shall be contained within the existing outfall pipe for the 10-year storm event and the 100-year post development peak runoff shall not exceed the pre-development levels. A detention waiver may be requested for runoff exceeding the predevelopment levels for the 2-year and 10-year storm events provided the existing outfall pipe is found to be adequate due to the location of the development in the watershed. (T&ES)
24. Provide Environmental Site Assessment Notes that clearly delineate the individual components of the RPA (where applicable) 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)

25. The project is located within an existing RPA or mapped wetland area; therefore, the applicant shall 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. The WQIA must be submitted with the North Potomac Yard Infrastructure Plan (DSUP2019-00043). No land disturbance may occur until approval of the WQIA. (T&ES)
26. 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. 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. (T&ES)

CONTAMINATED LAND:

27. Indicate whether 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. Environmental Reports for the pump station area must be submitted with the North Potomac Yard Infrastructure Plan (DSUP2019-00043). (T&ES)
28. 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) *
29. 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) (Code)
30. 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)

NOISE:

31. The operation at this site shall conform to the City's noise code. (T&ES)
32. Install appropriate noise attenuation measures in the emergency generator room and the pump house to ensure that this operation meets the City noise limit at its property lines. (T&ES) ***

AIR POLLUTION:

33. 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)

D. CONSTRUCTION MANAGEMENT

34. Submit a construction phasing plan to the satisfaction of the Director of T&ES, for review, approval and partial 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) *
35. Submit a separate construction management plan to the Directors of P&Z, T&ES and Code Administration prior to Final Site Plan release. The plan shall:
- a. Not remove new streetlights without authorization from the City of Alexandria. If streetlights are to be removed from the public right of way, then temporary lights shall be provided until the installation and commissioning of new lights;
 - b. 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;
 - c. Provide a detailed sequence of demolition and construction of improvements in the public right of way along with an overall proposed schedule for demolition and construction;
 - d. Include an overall proposed schedule for construction;
 - e. Include a plan for temporary pedestrian circulation;
 - f. Include the location and size of proposed construction trailers, if any;
 - g. Include a preliminary Maintenance of Traffic Plan (MOT) as part of the construction management plan for informational purposes only, to include proposed controls for traffic movement, lane closures, construction entrances and storage of materials;
 - h. Copies of the plan shall be posted in the construction trailer and given to each subcontractor before they commence work. (P&Z) (T&ES) *
36. Provide off-street parking for all construction workers without charge to the construction workers. The applicant shall be responsible for ensuring that all contractors use the off-street parking provided. For the construction workers who use Metro, DASH, or another form of mass transit to the site, the applicant shall

subsidize a minimum of 50% of the fees for mass transit. Compliance with this condition shall be a component of the construction management plan, which shall be submitted to the Department of P&Z and T&ES prior to Final Site Plan release. This plan shall:

- a. Establish the location of the parking to be provided at various stages of construction, how many spaces will be provided, how many construction workers will be assigned to the work site, and mechanisms which will be used to encourage the use of mass transit.
 - b. Provide for the location on the construction site at which information will be posted regarding Metro schedules and routes, bus schedules and routes.
 - c. If the off-street construction workers parking plan is found to be violated during construction, a correction notice will be issued to the developer. If the violation is not corrected within five (5) days, a "stop work order" will be issued, with construction halted until the violation has been corrected. (P&Z) (T&ES) *
37. Sidewalks adjacent to the site shall remain open during construction. If sidewalks must be closed, pedestrian access shall be maintained adjacent to the site per Memo to Industry #04-18 throughout the construction of the project. The plan for maintenance of pedestrian access shall be included in the Construction Management Plan for approval by T&ES. (T&ES)
38. As applicable, bicycle facilities adjacent to the site shall remain open during construction. If a bicycle facility must be closed, bicycle access shall be maintained adjacent to the site per Memo to Industry #04-18 throughout the construction of the project. The plan for maintenance of bicycle access shall be included in the Construction Management Plan for approval by T&ES. (T&ES)
39. No major construction staging shall be allowed within the public right-of-way. The applicant shall meet with T&ES to discuss construction staging activities prior to release of any permits for ground disturbing activities. (T&ES) **
40. A "Certified Land Disturber" (CLD) shall be named in a letter to the Division Chief of Infrastructure Right of Way prior to any land disturbing activities. If the CLD changes during the project, that change must be noted in a letter to the Division Chief. A note to this effect shall be placed on the Phase I Erosion and Sediment Control sheets on the site plan. (T&ES)
41. Prior to commencing clearing and grading of the site, the applicant 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 and T&ES shall be notified a minimum of 14 calendar days prior to the meeting date, and the meeting must be held before any permits are

issued. This meeting may be held in conjunction with the pre-construction meeting required for the Potomac Yard Park DSUP and Infrastructure Plan. (P&Z) (T&ES)

42. Prior to commencement of landscape installation/planting operations, and in conjunction with the Potomac Yard Park project, a pre-installation/construction meeting will be scheduled with the project planner in the Department of P&Z to review the scope of installation procedures and processes. This is in addition to the pre-construction meeting required above. (P&Z)
43. Identify a person who 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, and/or and T&ES. (P&Z) (T&ES)
44. Install a temporary informational sign on the site prior to approval of the Final Site Plan for the project. The sign shall notify the public of the nature of the project and shall include the name and telephone number of the community liaison, including an emergency contact number for public questions regarding the project. The sign shall be displayed until construction is complete. (P&Z) (T&ES)
45. Implement a waste and refuse control program during the construction phase of this development. 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 and Code Administration. All wastes shall be properly disposed offsite in accordance with all applicable federal, state and local laws. Provide information on the program in construction management plan. If program is implemented in coordination with green building certification, include documentation as appropriate per the City's Green Building Policy and conditions herein. (T&ES)
46. Temporary construction and/or on-site sales trailer(s) shall be permitted and be subject to the approval of the Director of P&Z. The trailer(s) shall be removed prior to the issuance of a final certificate of occupancy permit. (P&Z) (Code) ***
47. Submit a wall check prior to the commencement of construction of the structure above grade for the pump station. The wall check shall include the structure's footprint, as depicted in the released Final Site Plan, the top-of-slab elevation and the first-floor elevation, as applicable. The wall check shall be prepared and sealed by a registered engineer or surveyor and submitted to Planning & Zoning. Approval

of the wall check by Planning & Zoning is required prior to commencement of any above grade structural construction. (P&Z)

48. Submit an as-built development site plan survey, 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 Transportation and Environmental Services Site Plan 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) ***
49. Contractors shall not cause or permit vehicles to idle for more than 10 minutes when parked. (T&ES)
50. If there are outstanding performance, completion or other bonds for the benefit of the City in effect for the property at such time as it may be conveyed or sold to a party other than the applicant, a substitute bond and associated documents must be provided by that party or, in the alternative, an assignment or other documentation from the bonding company indicating that the existing bond remains in effect despite the change in ownership may be provided. The bond(s) shall be maintained until such time that all requirements are met, and the bond(s) released by the City. (T&ES)

E. CONTRIBUTIONS

51. Public art shall be required to meet the Public Art requirement per CDD #19 at such time when a development special use permit application for the building is requested. Work with City staff to determine ways to incorporate public art elements on-site, or provide an equivalent monetary contribution to be used toward public art per CDD #19, to the satisfaction of the Directors of RP&CA and P&Z. (RP&CA) (P&Z) * ***

CITY DEPARTMENT CODE COMMENTS

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

Planning and Zoning (P&Z)

- C-1. As-built documents for all landscape and irrigation installations are required to be submitted with the Site as-built and request for Performance Bond release. Refer to City of Alexandria Landscape Guidelines, Section III A & B. (P&Z) (T&ES) ****

- R-1. The final design of the pump station may become an integrated element of the park. Consideration should be given as to how the station can be used as a teaching experience as well as how the public could interact with the structure.

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. A preconstruction conference is recommended for large projects. If there are any questions, the applicant may contact the Code Administration Office, Plan Review Supervisor at 703-746-4200.
- C - 1 New construction or alterations to existing structures must comply with the current edition of the Uniform Statewide Building Code (USBC).
- C - 2 The developer 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.
- C - 3 A soils report must be submitted with the building permit application for all new and existing building structures.
- C - 4 The most restrictive type of construction shall apply to the structure for height and area limitations for non-separated uses.
- C - 5 Where required per the current edition Virginia Uniform Statewide Building Code exits, parking, and facilities shall be accessible for persons with disabilities.
- 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.
- C - 7 Sheeting and shoring shall not extend beyond the property line; except when the developer has obtained a written release from adjacent property owners which has been recorded in the land records; or through an approved encroachment process.
- 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.

Archaeology

- F-1 North Potomac Yard currently has no historical interpretation, whereas there is a coordinated interpretative plan in other portions of Potomac Yard. An archaeological

consultant is currently working on a Documentary Study of Potomac Yard North that will provide the background research for a historical interpretive scheme for the open space.

- F - 2. Prior to the construction of the massive railroad yard in the early twentieth century, the project area was part of Preston plantation established by John Alexander III in the 1740s. The plantation thrived until 1862 when Union soldiers torched it. The Swann family rebuilt it on a less-grand scale and occupied it into the twentieth century. A sizeable family graveyard was located on the property. Eventually, as the railroad yard expanded in the 1920s and 1930s, the several dozen graves in the Preston family cemetery were disinterred in 1922 and moved to Pohick Church in Lorton.
- F - 3. A limited amount of archaeological testing was conducted at the Preston plantation in 1996. Due to substantial disturbances from railyard construction in the 1930s, the archaeologists concluded at that time that all archaeological resources, including Preston plantation, had been graded away. However, the testing was limited to six mechanically excavated trenches within an area of more than 70 acres, a miniscule sample of the area. Certainly not enough testing to conclude conclusively that the project area is devoid of archaeological integrity, especially given the fact that the majority of the project area is parking lot space.
- F - 4. 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.
- C -1. All required archaeological preservation measures shall be completed in compliance with Section 11-411 of the Zoning Ordinance.

Transportation and Environmental Services (T&ES)

- 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)
- F - 2. The Final Site Plan must be prepared per the requirements of Memorandum to Industry 02-09 dated December 3, 2009, Design Guidelines for Site Plan Preparation, which is available at the City's website:
<http://alexandriava.gov/uploadedFiles/tes/info/Memo%20to%20Industry%20No.%2002-09%20December%203,%202009.pdf>

- F - 3. 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)
- F - 4. The Plan shall include a dimension plan with all proposed features fully dimensioned and the property line clearly shown. (T&ES)
- F - 5. Include all symbols, abbreviations, and line types in the legend. (T&ES)
- F - 6. All storm sewers shall be constructed to the City of Alexandria standards and specifications. Minimum diameter for storm sewers shall be 18" in the public Right of Way (ROW) and the minimum size storm sewer catch basin lead is 15". The acceptable pipe materials will be Reinforced Concrete Pipe (RCP) ASTM C-76 Class IV. Alternatively, AWWA C-151 (ANSI A21.51) Class 52 may be used if approved by the Director of T&ES. For roof drainage system, Polyvinyl Chloride (PVC) ASTM D-3034-77 SDR 26 and ASTM 1785-76 Schedule 40 pipes will be acceptable. The acceptable minimum and maximum velocities will be 2.0 fps and 15 fps, respectively. The storm sewers immediately upstream of the first manhole in the public Right of Way shall be owned and maintained privately (i.e., all storm drains not shown within an easement or in a public Right of Way shall be owned and maintained privately). (T&ES)
- F - 7. All sanitary sewers shall be constructed to the City of Alexandria standards and specifications. Minimum diameter of sanitary sewers shall be 10 inches in the public Right of Way and sanitary lateral 6 inches for all commercial and institutional developments; however, a 4-inch sanitary lateral will be acceptable for single family residences. The acceptable pipe materials will be Polyvinyl Chloride (PVC) ASTM D-3034-77 SDR 26, ASTM 1785-76 Schedule 40, Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52, or reinforced concrete pipe ASTM C-76 Class IV (For 12 inch or larger diameters); Class III may be acceptable on private properties. The acceptable minimum and maximum velocities will be 2.5 fps and 10 fps, respectively. Laterals shall be connected to the sanitary sewer through a manufactured "Y" or "T" or approved sewer saddle. Where the laterals are being connected to existing Terracotta pipes, replace the section of main and provide manufactured "Y" or "T", or else install a manhole. (T&ES)
- F - 8. Crossing Water Main Over and Under a Sanitary or Storm Sewer: When a water main over crosses or under crosses a sanitary / storm sewer then the vertical separation between the bottom of one (i.e., sanitary / storm sewer or water main) to the top of the other (water main or sanitary / storm sewer) shall be at least 18 inches for sanitary sewer and 12 inches for storm sewer; however, if this cannot be achieved then both the water main and the

sanitary / storm sewer shall be constructed of Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 with joints that are equivalent to water main standards for a distance of 10 feet on each side of the point of crossing. A section of water main pipe shall be centered at the point of crossing and the pipes shall be pressure tested in place without leakage prior to installation. Sewers crossing over the water main shall have adequate structural support (concrete pier support and/or concrete encasement) to prevent damage to the water main. Sanitary sewers under creeks and storm sewer pipe crossings with less than 6-inch clearance shall be encased in concrete. (T&ES)

- F - 9. No water main pipe shall pass through or come in contact with any part of sanitary / storm sewer manhole. Manholes shall be placed at least 10 feet horizontally from the water main whenever possible. When local conditions prohibit this horizontal separation, the manhole shall be of watertight construction and tested in place. (T&ES)
- F - 10. Crossing Existing or Proposed Utilities: Underground telephone, cable T.V., gas, and electrical duct banks shall be crossed maintaining a minimum of 12 inches of separation or clearance with water main, sanitary, or storm sewers. If this separation cannot be achieved, then the sewer pipe material shall be Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 for a distance of 10 feet on each side of the point of crossing and pressure tested in place without leakage prior to installation. Sanitary / storm sewers and water main crossing over the utilities shall have adequate structural support (pier support and/or concrete encasement) to prevent damage to the utilities. (T&ES)
- F - 11. Show the drainage divide areas on the grading plan or on a sheet showing reasonable information on topography along with the structures where each sub-area drains. (T&ES)
- F - 12. Provide proposed elevations (contours and spot shots) in sufficient details on grading plan to clearly show the drainage patterns. (T&ES)
- F - 13. All the existing and proposed public and private utilities and easements shall be shown on the plan and a descriptive narration of various utilities shall be provided. (T&ES)
- F - 14. A Maintenance of Traffic Plan shall be provided within the Construction Management Plan and shall replicate the existing vehicular and pedestrian routes as nearly as practical. Pedestrian and bike access shall be maintained adjacent to the site per Memo to Industry #04-18. These sheets are to be provided as "Information Only." (T&ES)
- F - 15. The following notes shall be included on all Maintenance of Traffic Plan Sheets: (T&ES)
 - 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. *

- 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. 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)
- C - 2 Per the requirements of the City of Alexandria Zoning Ordinance (AZO) Article XIII, Environmental Management Ordinance, the applicant shall comply with the stormwater quality and quantity requirements and provide channel protection and flood protection in accordance with these requirements. If combined uncontrolled and controlled stormwater outfall is proposed, the peak flow requirements of the Zoning Ordinance shall be met. If the project site lies within the Braddock-West watershed or known flooding area, then the applicant shall provide an additional 10 percent storage of the pre-development flows in this watershed to meet detention requirements. (T&ES)
- 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)
- C - 4 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)
- C - 5 If it is determined that the site is not in compliance with Section 13-1-3 of the City Code, then the applicant shall make additional improvements to adjust lighting levels to the satisfaction of the Director of T&ES to comply with the Code. (T&ES)
- 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)
- 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. (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)

- 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 of Alexandria Zoning Ordinance (AZO). (T&ES)
- C - 9 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)
- C - 10 Bond for the public improvements must be posted prior to release of the site plan. (T&ES)
*
- 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) *
- C - 12 Provide a phased erosion and sediment control plan consistent with grading and construction plan. (T&ES)
- 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)
- 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)

- 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)
- C - 16 All driveway entrances, curbing, etc. in the public ROW or abutting public ROW shall meet City design standards. (T&ES)
- C - 17 All sanitary laterals and/or sewers not shown in the easements shall be owned and maintained privately. (T&ES)
- C - 18 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)
- C - 19 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.
Section 11-5-4(b)(19) further restricts the Pile Driving to the following hours:
 - d. Monday Through Friday from 9 AM To 6 PM and
 - e. Saturdays from 10 AM To 4 PM
 - f. No pile driving is permitted on Sundays and holidays.
Section 11-5-109 restricts work in the right of way for excavation to the following:
 - g. Monday through Saturday 7 AM to 5 pm
 - h. No excavation in the right of way is permitted on Sundays. (T&ES)
- C - 20 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)
- C - 21 The applicant shall comply with the City of Alexandria, Erosion and Sediment Control Code, Section 5, Chapter 4. (T&ES)
- C - 22 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) *

- C - 23 The applicant must provide a Stormwater Pollution Prevention Plan (SWPPP) 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 Book 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)

Police Department

- R - 1. The proposed shrubbery should have a natural growth height of no more than 2 ½ to 3 feet with a maximum height of 36 inches when it matures and should not hinder the unobstructed view of patrolling law enforcement vehicles.
- R - 2. It is recommended that the buildings have an address number which is contrasting in color to the background, at least 3 inches high, reflective, and visible from the street.

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. ATTACHMENTS

1. Attachment 1: Proposed Development Phasing for North Potomac Yard
2. Attachment 2: Proposed CDD Text Amendment TA #2020-0001
3. Attachment 3: Proposed Underground Parking Garage Boundaries Relative to Proposed Streets and Sidewalks in Phase 1, North Potomac Yard
4. Attachment 4: Proposed Phasing for the Infrastructure Site Plan to allow the Pump Station area (outlined in red) to Proceed the Larger Infrastructure Site Plan.
5. Attachment 5: CDD Condition for a Circulation Agreement to Establish an Interim Circulation Route West of Potomac Avenue
6. Attachment 6: WMATA Easements for “WMATA Easement Plan 1-31-2020 (P0968450) JBG Final Revisions – WMATA 11May2020”
7. Attachment 7: Memorandum of Understanding between the City of Alexandria and CPYR as signed by the parties on March 21, 2019
8. Attachment 8: CDD Condition Regarding Crescent Park and Bridge “C”
9. Attachment 9: CDD Condition Regarding Maximum Office Signage Height and Building Top Lighting
10. Attachment 10: Preliminary Infrastructure Site Plan- Proposed Location of Final Pump Station within the Infrastructure Site Plan

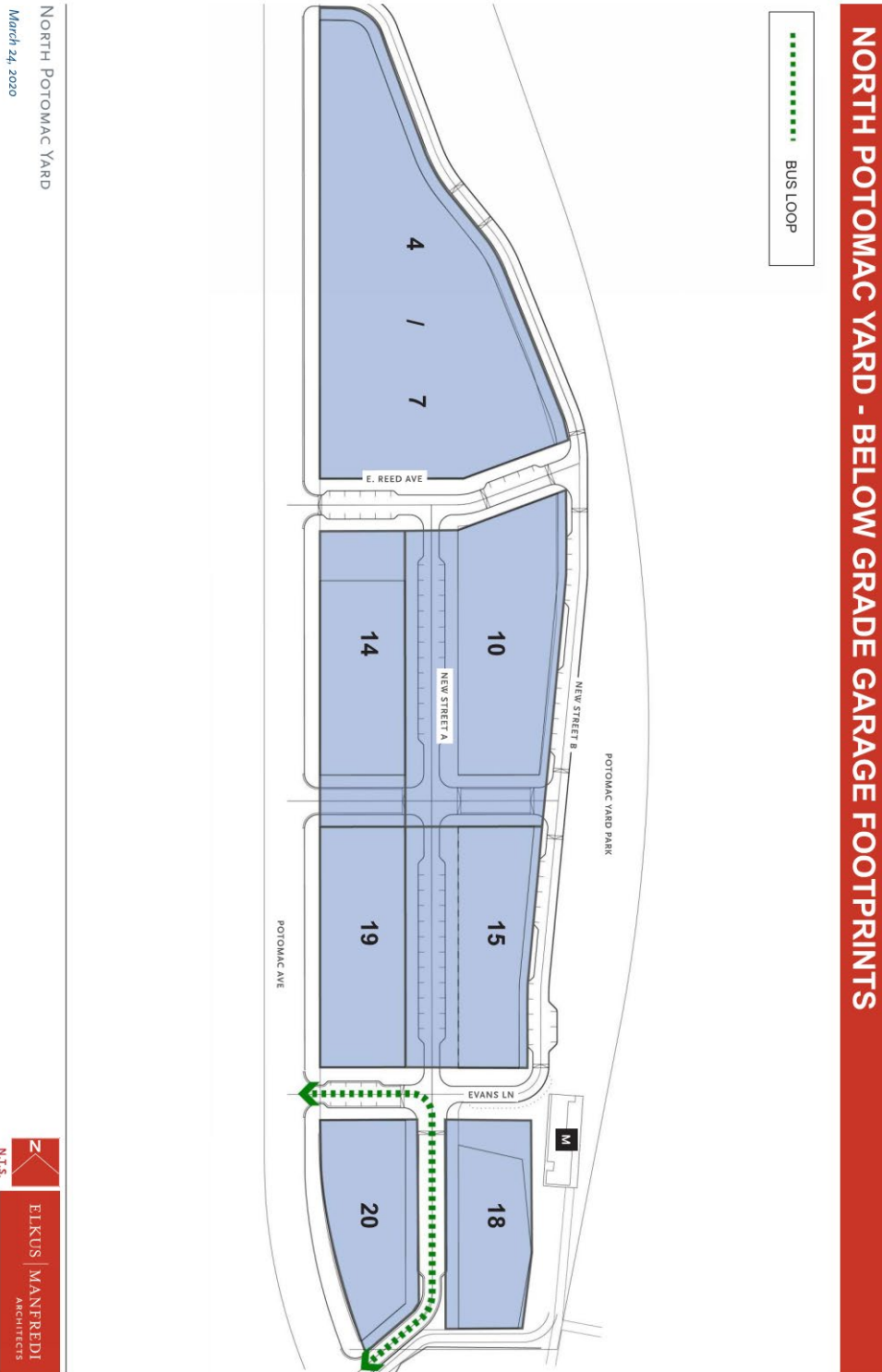
Attachment 1: Proposed Development Phasing for North Potomac Yard.



Attachment 2: Proposed CDD Text Amendment TA #2020-0001

CDD No.	CDD Name	Without a CDD Special Use Permit	With a CDD Special Use Permit		
			Maximum F.A.R. and/or Development Levels	Maximum Height	Uses
19	North Potomac Yard	The CSL zone regulations shall apply on the first 250 feet east of Route 1, and the I zone regulations shall apply on the remainder of the site. However, in no case shall the development exceed 610,000 square feet.	Maximum development levels will be as depicted in Table 5 <u>3</u> of the CDD conditions. Conversion of square footage between uses may be permitted through the development special use permit process. Refer to Table 3 <u>1</u> of the CDD conditions for maximum parking ratios.	Heights shall be as shown in the North Potomac Yard Design Standards dated May 24, 2010 <u>North Potomac Yard Small Area Plan, as may be amended.</u>	Mixed-use development to include, amusement enterprises; child care home; day care center; health and athletic club; health professional office; home professional office; restaurant; business and professional office; residential multi-family dwelling; retail shopping establishment; public park and community recreation buildings; outdoor dining; valet parking; light assembly; service and crafts; private school (commercial); private school (academic); and personal service; hotel; parks and open spaces; public schools; special use utility; and community facilities.

Attachment 3: Proposed Underground Parking Garage Boundaries Relative to Proposed Streets and Sidewalks in Phase 1, North Potomac Yard



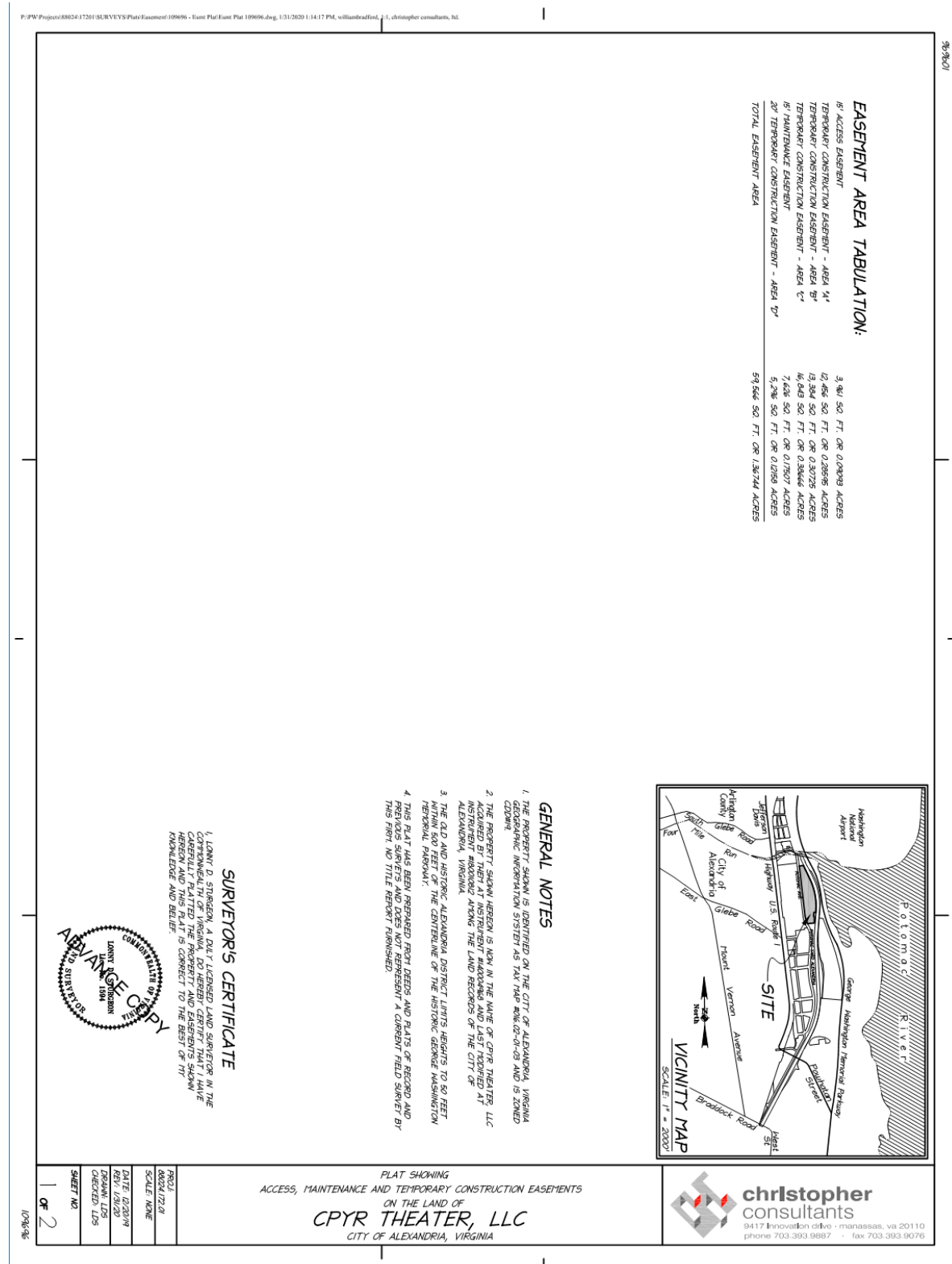


Attachment 5: CDD Condition for a Circulation Agreement to Establish an Interim Circulation Route West of Potomac Avenue

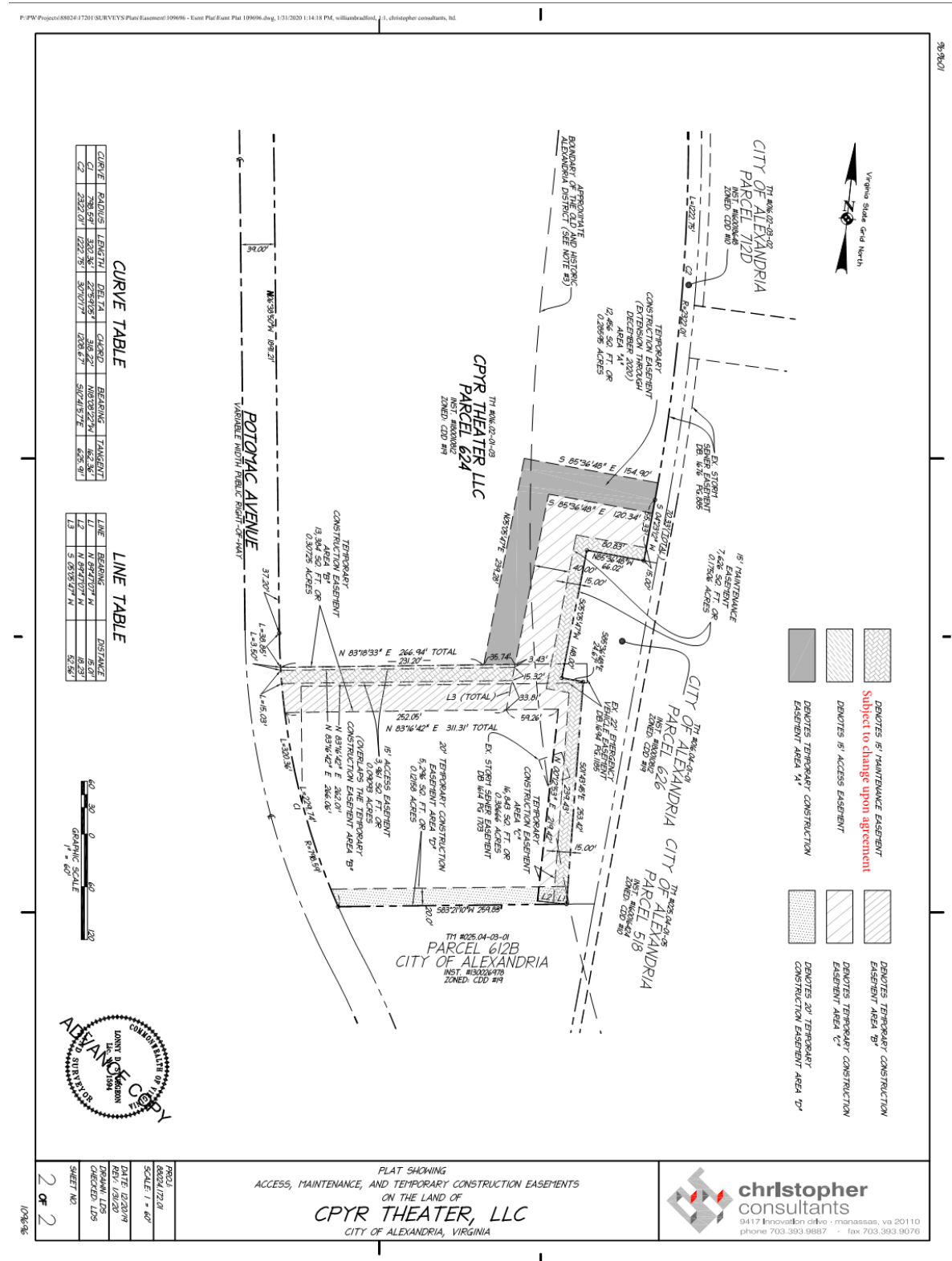
INTERIM CIRCULATION ROUTE



Attachment 6: WMATA Easements for “WMATA Easement Plan 1-31-2020 (P0968450) JBG Final Revisions – WMATA 11May2020” (page 1 of 2)



Attachment 6: CDD Conditions for "WMATA Easement Plan 1-31-2020 (P0968450) JBG Final Revisions – WMATA 11May2020" (page 2 of 2)



Attachment 7: Memorandum of Understanding between the City of Alexandria and CPYR as signed by the parties on March 21, 2019

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

Schedule of Revisions:

Original Memorandum of Agreement dated June 12, 2010 and signed by Parties on June 14, 2010

Revised Memorandum of Agreement approved by City Council on December 11, 2018 and signed by the Parties on March 21st, 2019

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**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 March, 2019 between the City of Alexandria, Virginia, a municipal corporation (“**City**”) and CPYR Shopping Center, LLC and CPYR Theater, LLC, Delaware limited liability companies 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, to fund construction of the Metrorail Station. The financial plan is to issue the

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

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 45 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.

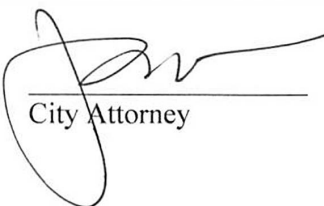
11. Conditions of Development Approval. The Owner's ability to proceed with redevelopment and to provide the Developer Contributions and Shortfall Guarantee is affected by the financial impact of the public benefit contributions and development conditions that will be or have been imposed in the Rezoning, 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
March 21st, 2019.

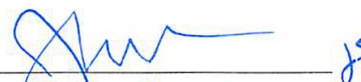
CITY OF ALEXANDRIA, VIRGINIA

By: 
Name: Mark Jinks
Its: City Manager

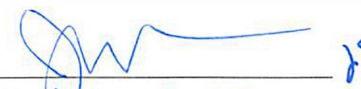
Approved as to Form:


City Attorney

CPYR Shopping Center, LLC, a Delaware
limited liability company

By:  JS
Name: John Enerson
Its: Vice President

CPYR Theater, LLC, a Delaware limited
liability company

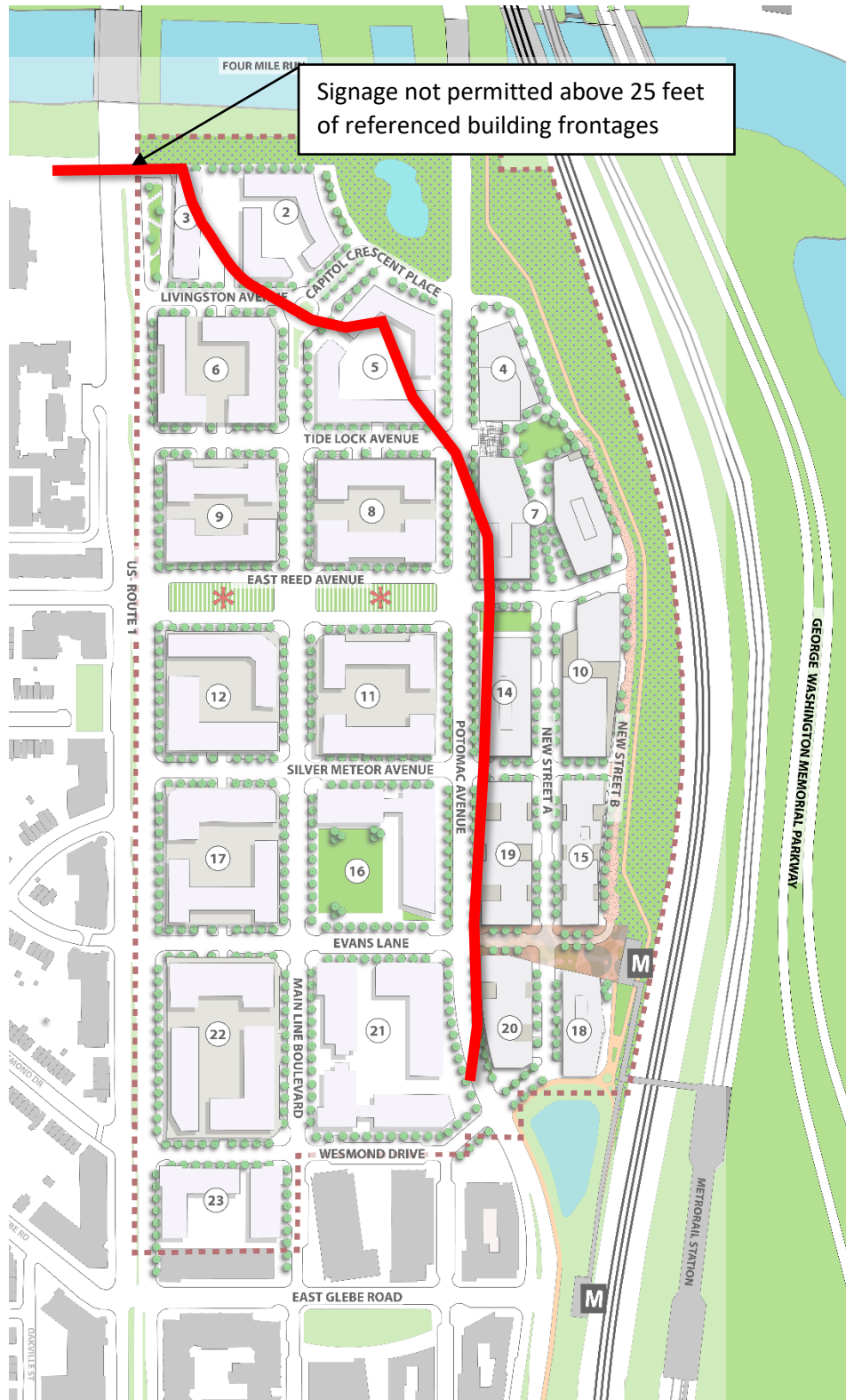
By:  JS
Name: John Enerson
Its: Vice President

Attachment 8: CDD Condition Regarding Crescent Park and Bridge “C”

CRESCENT PARK BOUNDARIES



Attachment 9: CDD Condition Regarding Maximum Office Signage Height and Building Top Lighting





APPLICATION

CDD DEVELOPMENT CONCEPT PLAN

CDD # #19

[must use black ink or type]

PROPERTY LOCATION: 3601 Richmond Highway; 3601 Potomac Avenue
TAX MAP REFERENCE: 016.01-05-01 and 016.02-01-03 **ZONE:** CDD #19
APPLICANT'S NAME: CPYR Theater, LLC, CPYR Shopping Center, LLC, and The Virginia Tech Foundation, Inc.
ADDRESS: 712 Main Street, Suite 2500, Houston, TX 70002 / 902 Prices Fork Road, Suite 130, Blacksburg, VA 24061
PROPERTY OWNER NAME: CPYR Theater, LLC and CPYR Shopping Center, LLC
ADDRESS: 712 Main Street, Suite 2500, Houston, TX 70002
REQUEST: The Applicant requests an amendment to implement the 2017 North Potomac Yard Small Area Plan, as amended, to incorporate the proposed Virginia Polytechnic Institute and State University Innovation Campus.

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

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

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

M. Catharine Puskar, Attorney/Agent

Print Name of Applicant or Agent

2200 Clarendon Blvd, Suite 1300

Arlington, Virginia

Mailing/Street Address



Signature

703-528-4700

Telephone #

cpuskar@thelandlawyers.com

Email address

703-525-3197

Fax #

Revised 12/19/19

**REVISED
3/19/2020**

DO NOT WRITE IN THIS SPACE OFFICE USE ONLY

Application Received: _____

Date and Fee Paid: _____ \$ _____

ACTION - PLANNING COMMISSION: _____

ACTION - CITY COUNCIL: _____

ALL APPLICANTS MUST COMPLETE THIS FORM.

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.

Narrative Description - North Potomac Yard
Amendment to Coordinated Development District (CDD) #19
November 1, 2019
Revised: December 19, 2019

CPYR Theater, LLC and CPYR Shopping Center LLC (the “Applicant”) requests an amendment to CDD #19 to implement the 2017 North Potomac Yard Small Area Plan, as amended, to incorporate the proposed Virginia Polytechnic Institute and State University (“Virginia Tech”) Innovation Campus.

On June 12, 2010, City Council approved the North Potomac Yard Small Area Plan and associated CDD conditions. In 2017, the Applicant worked with the City to update the 2010 plan in response to the approved Potomac Yard Metrorail station location and in anticipation of approximately 1.3 million square feet of Phase I development on the 15 acre parcel east of Potomac Avenue, which is currently occupied by a movie theater and surface parking lot. The 2017 North Potomac Yard Small Area Plan, approved by City Council on June 13, 2017, envisioned a vibrant, retail-oriented, urban, sustainable neighborhood located within walking distance to the new Metrorail Station. This transit-oriented development included a mix of uses including, retail, residential, office and hotel buildings, with enhanced streetscapes, open spaces and amenities throughout the 65 acres in North Potomac Yard.

On November 13, 2018, the City and Virginia Tech announced that, as part of the nationwide competition to house a headquarters for Amazon, the Commonwealth of Virginia stepped up with a higher education package including a new Virginia Tech Innovation Campus to be located in the City of Alexandria. On June 10, 2019, Virginia Tech announced that it would be partnering with the Applicant to build its Innovation Campus in North Potomac Yard as part of the anticipated mixed-use development in Phase I. The campus will include academic classrooms, incubator space for new startups and research and development, offices for industry collaboration, convening space for alumni events, and publicly accessible open space.

Amendments to the CDD would have been required regardless of the Innovation Campus, as the 2010 CDD Concept Plan and associated conditions predated the approval of the 2017 Small Area Plan. Inclusion of the Innovation Campus, however, will require approval of limited amendments to the CDD Concept Plan as well as the 2017 Small Area Plan to reflect the Applicant’s partnership with Virginia Tech. The limited amendments include: 1) an increase in maximum building height for Blocks 7, 10 and 14; 2) the elimination of ground floor retail from the future Virginia Tech campus on Block 7; 3) provision of flexibility for either office or residential uses on Blocks 15, 19 and 20; 4) the elimination of Tide Lock Avenue and relocation of the bicycle lane between Blocks 4 and 7 to facilitate a pedestrian plaza on the Virginia Tech campus; 5) The relocation of the ACPS school site from Block 4 to Block 23; and 6) the addition of 150,000 square feet of residential density to accommodate the collocation of affordable housing with ACPS on Block 23. While the 600,000 square feet of academic space for Virginia Tech and 150,000 square feet of academic space for ACPS is excluded for density purposes pursuant to the 2017 Small Area Plan, the academic square footage has been included in the traffic analysis and considered for the purposes of determining infrastructure requirements.

Virginia Tech’s historic commitment to build a graduate campus in Alexandria is the centerpiece of plans that will drive technology education and research, serve high-tech disciplines of the future, and transform the commonwealth’s innovation economy. The proposed Innovation Campus will enhance the existing vision set forth in the 2017 Small Area Plan for development east of Potomac Avenue and will be a catalyst for future development west of Potomac Avenue.

The Applicant is pleased to be partnering with them to create a world class innovation district in the City of Alexandria and looks forward to working with the City of Alexandria and the community to making the long awaited vision for North Potomac Yard a reality.

CPYR Theater, LLC
c/o Lionstone Investments
100 Waugh Drive, Suite 600
Houston, Texas 77007

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

Re: Consent and Authorization to File a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and Any Associated Applications
3601 Potomac Avenue
Tax Map ID: 016.02-01-03 (the "Property")

Dear Mr. Moritz:

CPYR Theater, LLC ("CPYR"), the owner of the above-referenced Property, hereby consents to the filing of a hereby consents to the filing of a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and any related applications or requests on the Property. This consent is granted subject to lender approval, and subject to CPYR review and approval of conditions that impact its Property associated with the applications.

CPYR Theater, LLC hereby authorizes Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on its behalf for the filing and representation of a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and any related applications or requests on the Property.

Very truly yours,

CPYR THEATER, LLC

By: John Schaefer

Its: Head of Development

Date: Oct 29, 2019

CPYR Shopping Center, LLC
c/o Lionstone Investments
100 Waugh Drive, Suite 600
Houston, Texas 77007

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

Re: Consent and Authorization to File a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and Any Associated Applications
3601 Richmond Highway
Tax Map ID: 016.01-05-01 (the "Property")

Dear Mr. Moritz:

CPYR Shopping Center, LLC ("CPYR"), the owner of the above-referenced Property, hereby consents to the filing of a hereby consents to the filing of a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and any related applications or requests on the Property. This consent is granted subject to lender approval, and subject to CPYR review and approval of conditions that impact its Property associated with the applications.

CPYR Shopping Center, LLC hereby authorizes Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on its behalf for the filing and representation of a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and any related applications or requests on the Property.

Very truly yours,

CPYR SHOPPING CENTER, LLC

By: John Schaefer

Its: Head of Development

Date: Oct 29, 2019

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	712 Main Street, Suite 2500, Houston TX 77002	See attached.
2. CPYR Shopping Center, LLC	712 Main Street, Suite 2500, Houston TX 77002	See attached.
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 Ave and 3601 Richmond Highway (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	712 Main Street, Suite 2500, Houston TX 77002	See attached.
2. CPYR Shopping Center, LLC	712 Main Street, Suite 2500, Houston TX 77002	See attached.
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 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	None	None
2. CPYR Shopping Center, LLC	None	None
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.

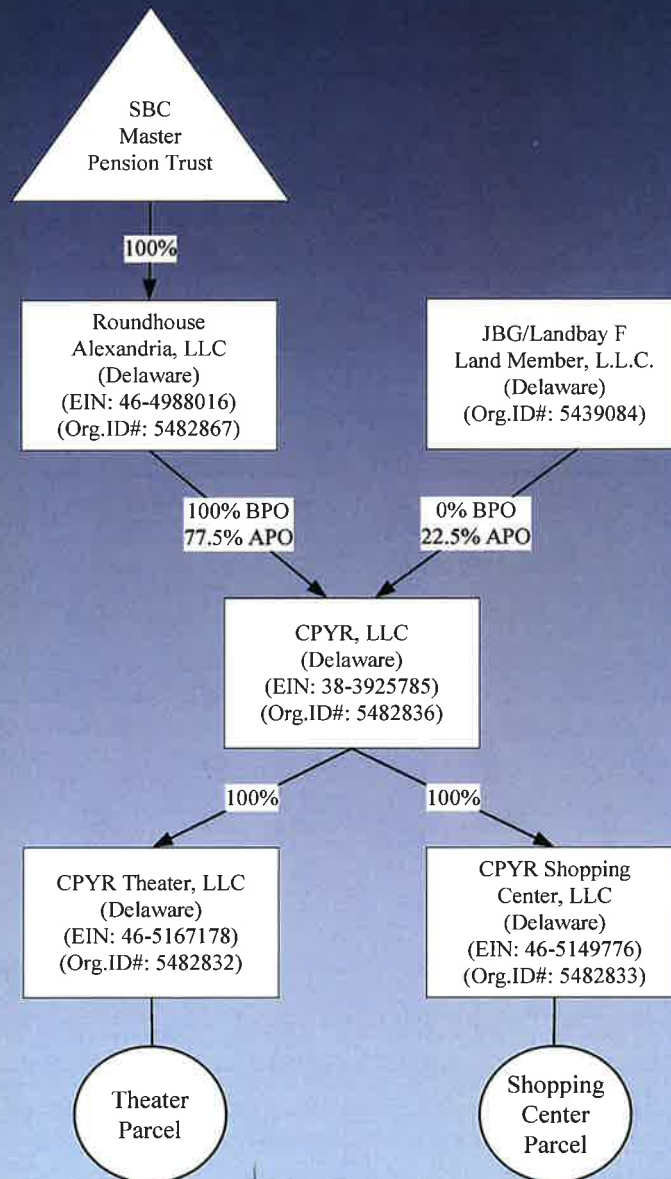
As the applicant or the applicant's authorized agent, I hereby attest to the best of my ability that the information provided above is true and correct.

10/30/19
Date

John Schaefer
Printed Name


Signature

**Organizational Chart – Ownership of CPYR Shopping Center,
LLC and CPYR Theater, LLC
(as of the time of the loan from Massachusetts Mutual)**



General Counsel and Associate Vice President for
Administration
University Gateway Center
902 Prices Fork Road, Suite 130 (0490), Blacksburg, Virginia 24061
540-231-2875



November 1, 2019

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

Re: Consent to File a CDD Amendment Application, a Master Plan Amendment
Application, a Subdivision Application, and Any Associated Applications
3601 Potomac Avenue
Tax Map ID: 016.02-01-03 (the "Property")

Dear Mr. Moritz:

The Virginia Tech Foundation, Inc. hereby consents to the filing of a CDD Amendment Application, a Master Plan Amendment Application, a Subdivision Application, and any related applications or requests on the Property by CPYR Theater, LLC and CPYR Shopping Center, LLC.

Very truly yours,

VIRGINIA TECH FOUNDATION, INC.

By: 

Name: Catherine L. Potter

Its: General Counsel and Associate Vice President for
Administration

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. Virginia Tech Foundation, Inc.	902 Prices Fork Road, Suite 4500	100%*
2.	Blacksburg, Virginia 24061	
3. *VTF is a non-profit organization		

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 Ave (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. Virginia Tech Foundation, Inc.	902 Prices Fork Road, Suite 4500	100%*
2.	Blacksburg, Virginia 24061	
3. *VTF is a non-profit organization		


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. Virginia Tech Foundation, Inc.	None	None
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.

12/17/19 Kenneth Wire 

Date Printed Name Signature

**APPLICATION****DEVELOPMENT SITE PLAN****DSP #** _____ **Project Name:** North Potomac Yard**PROPERTY LOCATION:** 3601 Potomac Avenue**TAX MAP REFERENCE:** 016.02-01-03 **ZONE:** CDD #19**APPLICANT**Name: CPYR Theater, LLCAddress: 712 Main Street, Suite 2500, Houston, TX 70002**PROPERTY OWNER**Name: CPYR Theater, LLCAddress: 712 Main Street, Suite 2500, Houston, TX 70002**PROPOSED USE:** Infrastructure to support Phase 1 of North Potomac Yard☒ **THE UNDERSIGNED** hereby applies for Development Site Plan 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.M. Catharine Puskar

Print Name of Applicant or Agent

2200 Clarendon Blvd

Mailing/Street Address

Arlington, VA 22201

City and State

Zip Code

mcPuskar

Signature

703-528-4700 703-525-3197

Telephone #

Fax #

cpuskar@thelandlawyers.com

Email address

12/19/19 **REVISED 3/17/20**

Date

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: _____

Development Site Plan (DSP) # _____

ALL APPLICANTS MUST COMPLETE THIS FORM.

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.

Please 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.

NA.

CPYR Theater, LLC
c/o Lionstone Investments
100 Waugh Drive, Suite 600
Houston, Texas 77007

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

Re: Consent and Authorization to File a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and Any Associated Applications
3601 Potomac Avenue
Tax Map ID: 016.02-01-03 (the "Property")

Dear Mr. Moritz:

CPYR Theater, LLC ("CPYR"), the owner of the above-referenced Property, hereby consents to the filing of a hereby consents to the filing of a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and any related applications or requests on the Property. This consent is granted subject to lender approval, and subject to CPYR review and approval of conditions that impact its Property associated with the applications.

CPYR Theater, LLC hereby authorizes Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on its behalf for the filing and representation of a CDD Amendment Application, a Master Plan Amendment Application, a Development Special Use Permit Application, a Subdivision Application, and any related applications or requests on the Property.

Very truly yours,

CPYR THEATER, LLC

By: John Schaefer

Its: Head of Development

Date: Oct 29, 2019

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	712 Main Street, Suite 2500, Houston TX 77002	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 Ave and 3601 Richmond Highway (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.

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2.		
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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 indicated each person or entity and "None" in the corresponding fields).**

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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	None	None
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.

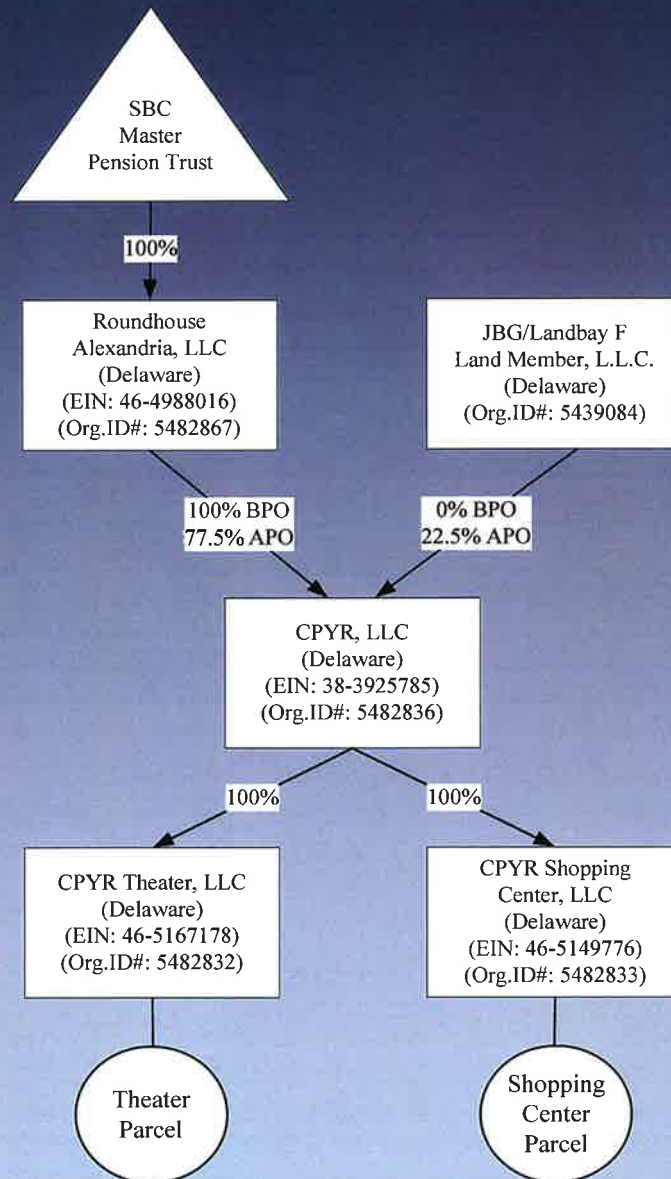
As the applicant or the applicant's authorized agent, I hereby attest to the best of my ability that the information provided above is true and correct.

10/30/19
Date

John Schaefer
Printed Name

John Schaefer
Signature

Organizational Chart – Ownership of and CPYR Theater, LLC (as of the time of the loan from Massachusetts Mutual)





APPLICATION

DEVELOPMENT SPECIAL USE PERMIT with SITE PLAN

DSUP # _____ **Project Name:** North Potomac Yard Pump Station

PROPERTY LOCATION: 3601 Potomac Ave

TAX MAP REFERENCE: 016.02-01-03

ZONE: CDD #19 / I

APPLICANT:

Name: CPYR Theater, LLC

Address: 712 Main Street, Suite 2500, Houston, TX 70002

PROPERTY OWNER:

Name: CPYR Theater, LLC

Address: 712 Main Street, Suite 2500, Houston, TX 70002

SUMMARY OF PROPOSAL The Applicant requests approval to construct a pump station in North Potomac Yard to accommodate future development envisioned in the North Potomac Yard Small Area Plan.

MODIFICATIONS REQUESTED None

SUP's REQUESTED Special Use Permit for a pump station in CDD #19.

☒ **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.

M. Catharine Puskar

Print Name of Applicant or Agent

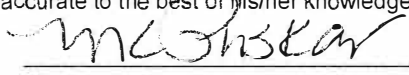
2200 Clarendon Blvd, Suite 1300

Mailing/Street Address

Arlington, VA 22201

City and State

Zip Code


Signature

703-528-4700

Telephone #

703-525-3197

Fax #

cpuskar@thelandlawyers.com

Email address

3/17/20

Date

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 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.

N/A.

CPYR Theater, LLC
c/o Lionstone Investments
100 Waugh Drive, Suite 600
Houston, Texas 77007

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

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CPYR THEATER, LLC

By: John Schaefer

Its: Head of Development

Date: Oct 29, 2019

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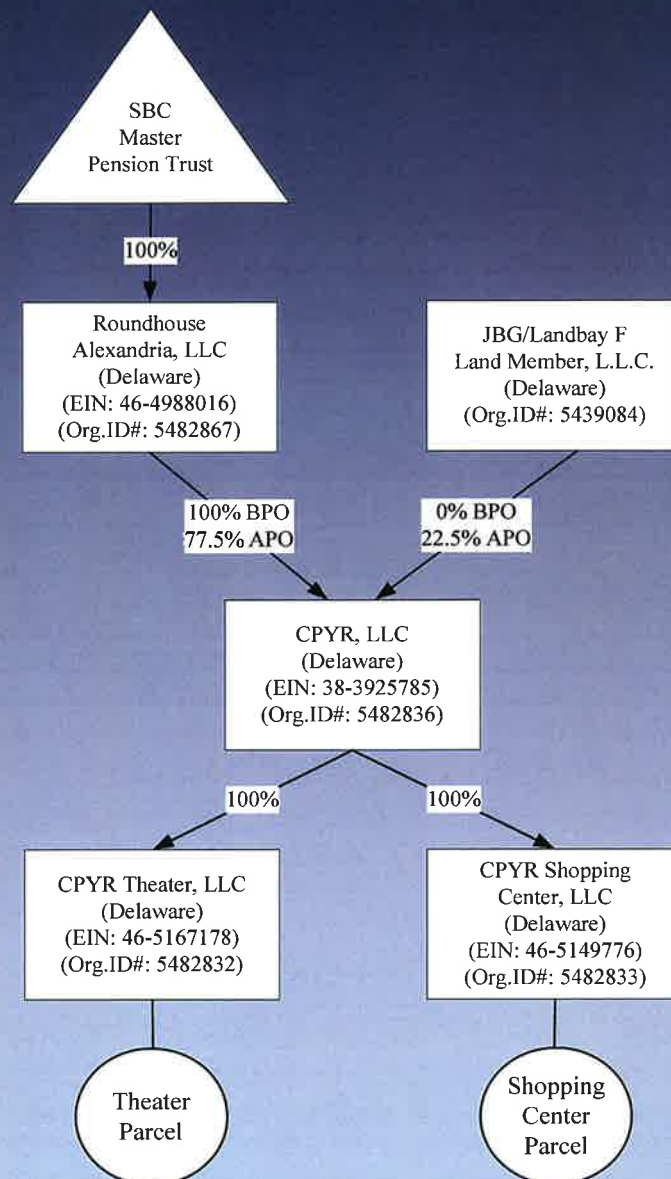
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10/30/19
Date

John Schaefer
Printed Name

John Schaefer
Signature

Organizational Chart – Ownership of and CPYR Theater, LLC (as of the time of the loan from Massachusetts Mutual)



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.)

3. How many patrons, clients, pupils and other such users do you expect?
Specify time period (i.e., day, hour, or shift).

4. How many employees, staff and other personnel do you expect?
Specify time period (i.e. day, hour, or shift).

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

Day	Hours	Day	Hours
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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

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

B. How will the noise from patrons be controlled?

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

8. Provide information regarding trash and litter generated by the use:
- A. What type of trash and garbage will be generated by the use?
 - B. How much trash and garbage will be generated by the use?
 - C. How often will trash be collected?
 - D. How will you prevent littering on the property, streets and nearby properties?
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:

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?

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?

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

_____ Standard spaces
_____ Compact spaces
_____ Handicapped accessible spaces
_____ Other

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

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

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:

- A. How many loading spaces are required for the use, per section 8-200 (B) of the zoning ordinance? None.
- B. How many loading spaces are available for the use? None.
- C. Where are off-street loading facilities located?
- D. During what hours of the day do you expect loading/unloading operations to occur?
- E. How frequently are loading/unloading operations expected to occur, per day or per week, as appropriate?

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?