

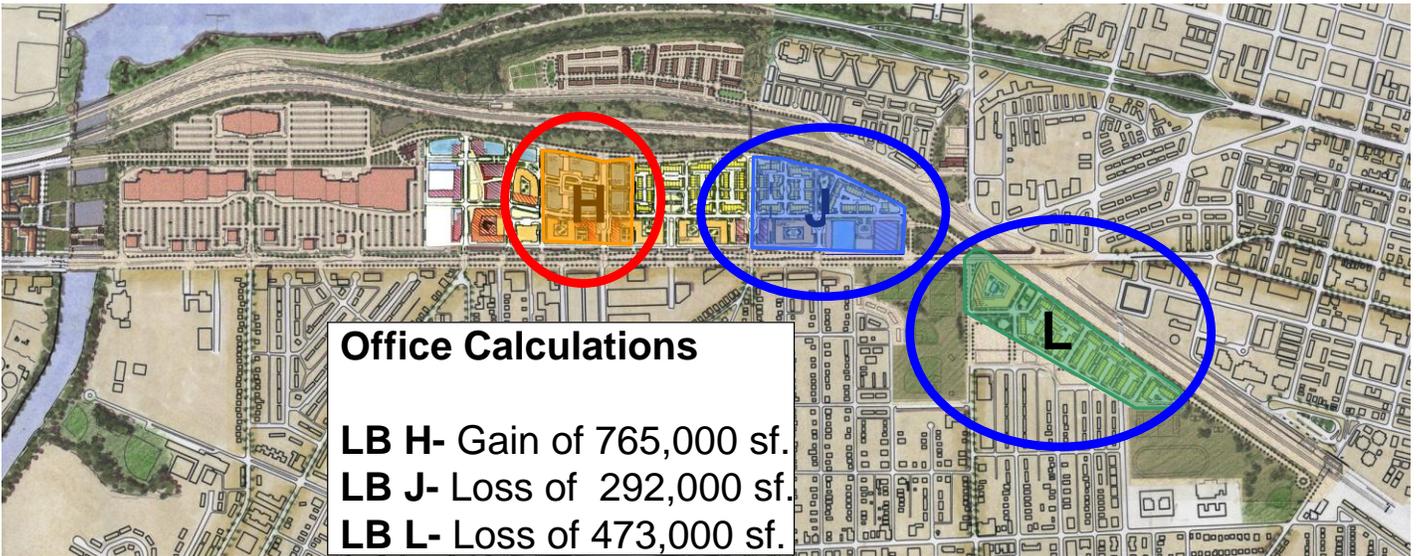
Docket Item #18 A-C

POTOMAC YARD DEVELOPMENT

MASTER PLAN AMENDMENT #2008-0003(A)

TEXT AMENDMENT #2008-0003(B)

CDD CONCEPT AMENDMENT #2008-0001(C)



Planning Commission Meeting
June 3, 2008

Docket Item #18 A-C
MASTER PLAN AMENDMENT #2008-0003
TEXT AMENDMENT #2008-0003
CDD CONCEPT AMENDMENT #2008-0001
POTOMAC YARD DEVELOPMENT

Planning Commission Meeting
June 3, 2008

ISSUE: Consideration of a request to amend the City's Master Plan, Zoning Ordinance and the CDD #10 Concept Plan to relocate office density from Landbays J and L to Landbay H, revise the use map and height limits for Landbay H, delete language regarding required mix of residential uses, and permit office use to be converted to retail through the special use permit process.

APPLICANT: MidAtlantic Realty Partners, LLC
By M. Catherine Puskar, Attorney/Agent

LOCATION: Potomac Yard
2301, 2401, 2501, 2801, 3951 Jefferson Davis Highway
1801, 2401, 2403, 2405, 2901, 3901 Potomac Avenue
1800, 1801, 2000, 2001, 2300, 2301, 2600, 2601, 2800, 2801, 2900 Main St.
600 E. Monroe Avenue
1000, 1400, 1600 S. Main St.

ZONE: Coordinated Development District/CDD #10

CITY COUNCIL ACTION, JUNE 14, 2008: City Council approved the Planning Commission recommendation, with the following amendments: with the amendment submitted by Mid-Atlantic Realty to correct condition 3A, and to amend condition 3B(d) to read: "unless otherwise determined by the City retail study."

PLANNING COMMISSION ACTION, JUNE 3, 2008:

Master Plan Amendment: On a motion by Ms. Fossum seconded by Mr. Jennings, the Planning Commission voted to adopt the Master Plan Amendment #2008-0003 resolution to revise the text regarding the mix of residential building types and heights, as well as the height and use maps as requested by the applicant and recommended in the staff report. The motion carried on a vote of 4 to 2. Mr. Wagner and Mr. Dunn voted against. Mr. Komoroske was absent.

CDD Concept Amendment and Text Amendment: On a motion by Ms. Fossum, seconded by Mr. Jennings, the Planning Commission voted to recommend approval of the CDD Concept Amendment #2008-0001 amending conditions and the Text Amendment #2008-0003 to allow the conversion of office space to retail space through the Special Use Permit process as recommended in the staff report. The motion carried on a vote of 4 to 2. Mr. Wagner and Mr. Dunn voted against. Mr. Komoroske was absent.

Reason: The majority of the Commission supported the transfer of office density to Landbay H/partial I and the amendments necessary to accommodate the buildings in this location as appropriate near the approved Town Center and the location set aside for a future Metro Station. Commissioners Dunn and Wagner voted against the motion because they think there should be a more comprehensive study of the proposal before making the decision to transfer the density.

Speakers:

Cathy Puskar, applicant's attorney, presented the proposal.

Marty Wells, applicant's traffic consultant, presented the traffic analysis.

Gregory Leisch, applicant's economic consultant, presented the economic analysis.

Michael Nigro spoke on behalf of RREEF, owner of Potomac Yard Shopping Center, recommending that retail in Landbays G and H should be limited and spread out to better serve those developments.

Juan Cameron, McCaffrey Interest, Potomac Yard Shopping Center spoke on retail in Landbays G and H.

Stuart Lityin, Alexandria Economic Development Partnership, spoke in support of the proposal.

Katy Cannady spoke in support of the proposal.

Jack Taylor spoke in support of the proposal.

Christopher Campagna spoke in support of the proposal.

Amy Slack spoke in support of the proposal.

Maria Wasowski spoke in support of the proposal.

Andres Domeyles spoke in support of the proposal.

David Fromm spoke in support of the proposal.

Lonnie Rich spoke in support of the proposal.

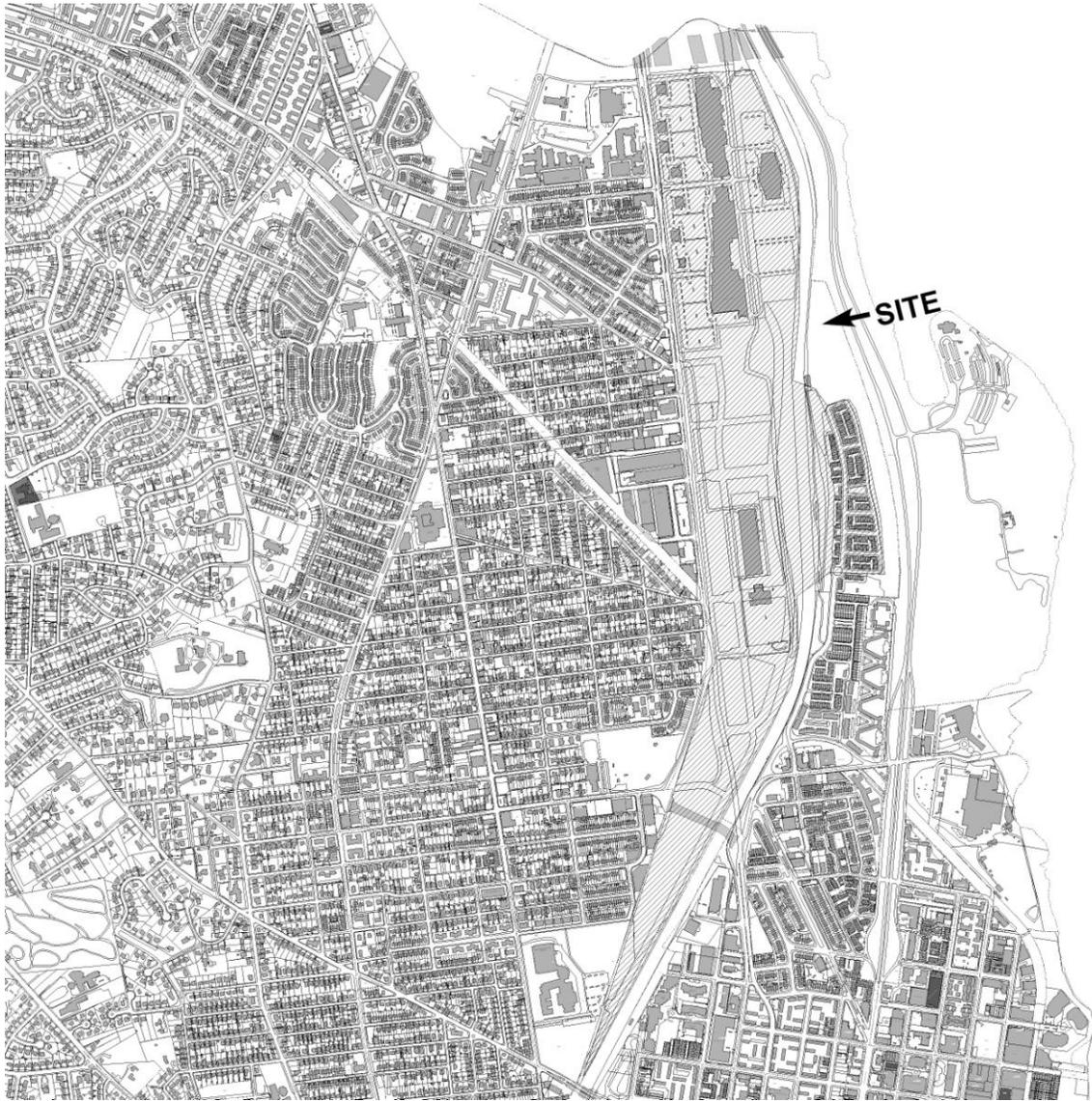
Eric Zander spoke in support of the proposal.

Mike Ernst spoke in support of the proposal.

Paul Heitel spoke in opposition to the proposal citing the heights of the buildings that will be seen from the Parkway and moving office space further from a currently operating Metro station to a location where there may or may not be a Metro station in the future.

Stewart Schwartz, representing the Coalition for Smarter Growth, spoke in support of the proposal.

Skip Maginnis spoke in support of the proposal.



I. IMPACT BENEFIT CHART:

IMPACT/BENEFIT	COMMENTS
Consistency with Strategic Plan	<ul style="list-style-type: none"> • The proposal is consistent with the Strategic Plan because it furthers the goal of encouraging the redevelopment of Potomac Yard as a pedestrian oriented urban environment with a mix of uses.
Use	<ul style="list-style-type: none"> • Transfers 765,000 sq.ft. of office space from Landbays-J and L to Landbay-H/partial I • Increases height limits in Landbay-H/partial I to match those in the Town Center (Landbay-G) • Deletes language requiring 1/3 townhouses, 1/3 multifamily, and 1/3 stacked townhouses • Permits conversion of office use to retail use through the SUP process.
Open Space/Streetscape	<ul style="list-style-type: none"> • No proposed change to open space/streetscape requirements proposed at this time.
Pedestrian	<ul style="list-style-type: none"> • No change to open pedestrian requirements proposed.
Building Compatibility	<ul style="list-style-type: none"> • Final design of buildings will be addressed in the DSUP process. • Buildings should be designed to complement the urban design of the Town Center, and transition appropriately to lower scale residential development in Landbay I.
Traffic/Transit	<ul style="list-style-type: none"> • Main vehicular access to site is from the approved Potomac Avenue. • Portions of the site are also accessed by Route 1, Braddock Road, Monroe Avenue and <i>proposed</i> South Main St. • BRT stops proposed at adjacent Town Center. Bus stop access from Braddock Road, Metro stop at Braddock Station.
Parking	<ul style="list-style-type: none"> • Parking will need to be provided at a rate appropriate for office development such that impact on retail and residential uses is minimal. • Possible shared parking to be located underground.
Environment/Ecology	<ul style="list-style-type: none"> • LEED certification for office buildings. Encourage LEED
Fiscal	<ul style="list-style-type: none"> • See attached analysis

II. EXECUTIVE SUMMARY:

Despite the recent downturn in the economy and real estate market, the planning for portions of Potomac Yard continues. The future of this large CDD-Coordinated Development District in the northeast portion of the City has been evolving in the City for decades. Potomac Yard has not been static and reacts to market as well as development trends, as may be necessary for its own economic success, as well as in order to meet City and community expectations. In fact, the need to provide enough flexibility to accommodate changing conditions was anticipated in the original approval, and is expressly encouraged in the 1999 approval.

Specifically, the applicant is requesting several amendments to the Potomac Yard plan and accompanying zoning approvals, which would result in the following:

- A transfer of 765,000 sq.ft. of office from Landbay J and Landbay L to Landbay H.
- Increase the height limits in Landbay H from 55-65 ft. to 82 ft. between Main St. and Route 1 from 35-55 ft. to 110 ft. between Main St. and Potomac Ave.
- Allow office use to be converted to retail use with a special use permit .
- Eliminate a requirement for the residential uses to be 1/3 townhouses, 1/3 multifamily, and 1/3 stacked townhouse.

A. *Enhanced Town Center:*

The applicant is not requesting an increase in density for Potomac Yard, but rather a transfer of density within the Yard from one part of it to another. Specifically, under the proposal, more density will be added adjacent to the Town Center. Staff is recommending approval of the requested amendments, because adding density adjacent to the Town Center and helping to create a critical mass of office use will result in a more successful Potomac Yard town center. Through the discretionary special use permit process the high standards for development, design, public benefits and protection of the surrounding community can be maintained.

The proposal logically leads to discussion and analysis regarding a possible Metro station within Potomac Yard. However, a new Metro station is not currently funded and, therefore, the proposed land use applications have been evaluated based on their merits, assuming no Metro station.

The critical question regarding the proposed amendments is whether they are consistent with the intent of Potomac Yard to create a mixed-use, pedestrian-oriented environment and Town Center. A corollary question is whether the amendments will help or hurt the concept of the Town Center as a critical element to achieving the vision. While there are many procedural and technical questions that need to be addressed, the proposal accomplishes two specific elements for the Yard and the Town Center. It will:

- provide a critical mass of office density to make the office development more desirable and marketable; and
- provide additional density, i.e. shoppers/patrons, adjacent to the retail-restaurant tenants of the Town Center.

When compared to other existing and recently developed urban centers, including Carlyle, East Eisenhower and King Street areas, it is clear that the Potomac Yard Town Center would benefit from additional retail above the 80,000 sq. ft. currently approved for the Town Center. A critical element for success is an active, pedestrian-oriented environment created by a minimum “critical mass” of retail. Support for the active, sizeable retail component necessary to create the positive environment of successful Town Centers requires additional people and an appropriate mix of office and residential uses to support retail.

The critical mass of retail and people needed to support the Town Center concept originally envisioned by the approved plan would benefit from the increased density and land area this application seeks to add to the proposed Town Center. Staff, therefore, supports the proposed density transfer which will make Landbay H/partial I an extension of the urban Town Center of Potomac Yard.

B. Timing of Proposed Amendments:

In addition to the proposed amendments, there are other potential changes in Potomac Yard including the potential redevelopment of the retail shopping center (Landbay F). A future planning study, to begin in Winter 2009, will assess these and other proposals and determine how best to make them work if at all in the context of the overall Potomac Yard approved plan. The question then becomes whether to also wait to consider the proposed amendments as part of the upcoming Potomac Yard plan.

Under normal circumstances, staff would strongly recommend making this application part of a more comprehensive planning process. We were particularly concerned approving this application prior to the small area plan might cause us to overlook some concept, improvement or problem that did not occur to anyone until the area was reviewed comprehensively. In this instance, we made every effort to anticipate those issues; furthermore, we are concerned that, rather than wait for the completion of the small area plan, the applicant may begin construction of approved lower density development that will be detrimental to the Town Center concept.

C. Proposed Conditions:

While staff is recommending approval of the proposed amendments, staff is also recommending a considerable number of conditions to address and require the following:

- Landbay L: Future planning is required prior to any development to ensure that the decreased density is appropriate and well planned.
- Open Space: Additional planning is also required in both Landbays L and J in order to increase the amount of open space as a result of the reduction in density. The 2.78 acre open space area in Landbay N adjacent to the new straightened bridge should be dedicated to the City for open space.
- Conversion of office to retail: Requiring a minimum and maximum conversion for Landbay G and a maximum amount of conversion for Landbay H.
- Green buildings: Staff is recommending that every office building be LEED-certified and that all residential buildings be LEED-certified or comparable.
- Parking: All parking is required to be underground, in contrast to the existing guidelines which strongly encourage underground parking.
- Office Use: Urban design and design guidelines to prohibit inappropriate high security office tenants within Landbay H.

D. Conclusion:

Staff is recommending approval of the proposed amendments because it has studied other town center areas and found the original planned center to be insufficient to support the type of activity required for success. Staff is also recommending approval because it believes the conditions and limitations it is requiring will protect the overall integrity of the plan for Potomac Yard as planned. In addition, the staff recommendation is based on the fact that there will be the subsequent discretionary approval of Design Guidelines and a development special use permit for each of the landbays which will be amended

III. BACKGROUND:

The Potomac Yard/Potomac Greens site is a 295 acre tract of land located in the northeast area of the City. The former railroad yard, is linear in nature and is divided into two main parcels – Potomac Yards and Potomac Greens – by a 120’ wide railroad corridor running through the tract.

Starting in 1987, about the same time that the City began updating the 1974 Master Plan for the Potomac Yard/Potomac Greens portion of the site, RF&P Railroad began to explore development alternatives for the Yard because it was no longer being used for the classification of trains. The first proposal for the Yard, Alexandria 2020, was a mixed-use, neighborhood development which continued the street grid of the adjacent neighborhoods and replicated typical setbacks, heights and architectural styles. The plan included a tree lined interior boulevard, parks and interesting pedestrian gathering places. The plan included a Metro station near the center of the Yard, with the potential for commuter rail service and bus connections. The densities proposed in the 2020 plan were much higher than the currently adopted plan:

- 5.8 million sq.ft. of office space,
 - 440,000 sq.ft. of retail uses,
 - 180,000 sq.ft. for hotel uses, and
 - 6,450 residential units (an estimated 9.67 million sq.ft. @ 1,500 sq.ft./unit)
- Total development: about 16 million sq.ft.*

The 2020 plan was never formally submitted to the City for approval, but the City did approve new zoning for the site in the context of the Master Plan update in 1992. The new zoning, CDD, provided for a lower overall density of development than was proposed with Alexandria 2020, with:

- 2.75 million sq.ft. of office space,
 - 300,000 sq.ft. of retail uses,
 - 625 hotel rooms, (an estimated 456,250 sq.ft. @ 650 sq.ft./room +50,000 sq.ft.)
 - 3,500 residential units (an estimated 5.25 million sq.ft. @ 1,500 sq.ft./unit)
- Total development: about 8.8 million sq.ft.*

Immediately after approving these development levels through the zoning of Potomac Yard/Potomac Greens, a proposal to locate Jack Kent Cook football stadium at Potomac Yard was pursued by the owner of the Potomac Yard tract. This proposal was successfully fought by the City, but as part of the negotiations related to the stadium, the zoning on the Potomac Yard/Potomac Greens site was changed to allow increased levels of development on the site:

- 3.75 million sq. ft. of office space
- 425,000 sq. ft. of retail uses,
- 625 hotel rooms (an estimated 456,250 sq.ft. @ 650 sq.ft./room +50,000 sq.ft.)

- 4,500 residential units (an estimated 6.75 million sq.ft. @ 1,500 sq.ft./unit)
Total development: about 11.4 million sq. ft.

In 1997, there was another proposed change to the CDD guidelines in the Master Plan in order to allow for the location of a Patent and Trademark Office at Potomac Yard. While the office buildings were within the maximum office square footages, a height increase was requested, as two other changes to the Master Plan CDD guidelines which were not related to the PTO proposal. One of the proposals was a change to the definition of the “rule of proportionality” which required a certain amount of residential development concurrent with any commercial development on the site, and the other was to permit a more dense housing type, stacked townhouses. The request was denied by the Planning Commission and withdrawn by the applicant prior to the City Council hearing. PTO subsequently located its offices at Carlyle.

On October 16, 1999 The City Council approved the Potomac Yard/Potomac Greens Small Area Plan and Coordinated Development District (CDD #10), including an Alternative Concept Plan and associated conditions. The Concept Plan details the total acreage, proposed uses and maximum densities, and minimum open space requirements for each Landbay. Approved development levels are as follows:

- 1.9 million sq.ft. of office space
- 735,000 sq.ft. of retail space
- 625 hotel rooms (an estimated 456,250 sq.ft. @ 650 sq.ft./room +50,000 sq.ft.)
- 2,200 residential units (an estimated 3.3 million sq.ft. @ 1,500 sq.ft./unit)
Total development: about 6.4 million sq.ft.

A. Potomac Yard/Potomac Greens Master Plan:

The goals of the Potomac Yard/Potomac Green Small Area Plan are:

- To encourage the redevelopment of Potomac Yard and Potomac Greens as a pedestrian oriented urban environment with a mix of uses.
- To develop livable neighborhoods and successful commercial areas.
- To integrate redevelopment of Potomac Yard into the fabric of the City through the design and arrangement of uses, streets, open space and pedestrian systems.
- To protect neighboring residential areas from the impacts of traffic and incompatible development.
- To minimize traffic, visual and environmental effects of development on the George Washington Memorial Parkway.
- To increase the accessibility of existing neighborhoods to the Potomac River, Four Mile Run and transit facilities.

B. Role of the CDD Concept Plan and CDD Concept Plan conditions:

Potomac Yard is subject to the requirements of the Potomac Yard/Potomac Greens Small Area Plan and the Coordinated Development District (CDD) Concept Plan approved for Potomac Yard/Potomac Greens in 1999 (CDD Concept Plan # 99-0001). The Concept Plan was amended on January 25, 2003 to approve the Alternative Concept Plan. The Alternative Concept Plan includes the Potomac Yard Urban Design Guidelines, which provide a vision framework and principles for new Potomac Yard development to be utilized in evaluating specific proposals. The Concept Plan also created an advisory Potomac Yard Urban Design Advisory Committee (PYDAC) to ensure compliance with the Guidelines. The CDD Concept Plan, Concept Plan conditions, and the Potomac Yard Urban Design Guidelines functionally act as the zoning for the development of Potomac Yard.

C. Potomac Yard Urban Design Guidelines:

The purpose of the Potomac Yard Urban Design Guidelines is to ensure a standard of high quality urban and architectural design within the new urban fabric of Potomac Yard. These guidelines are meant to assist members of the community, project developers and City boards and staff, through building an understanding of the important urban design principles that shaped the plan. Beginning with the site organizing and design principles-

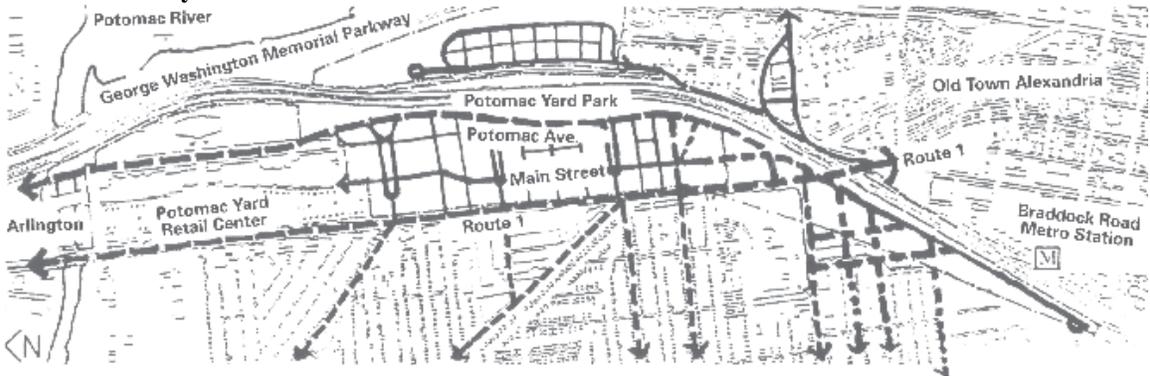
- Identifiable neighborhoods and Town Center
- A pedestrian-friendly and pedestrian-oriented environment
- A mixed-use development and concentrations of density at key locations
- Improvement and enhancement of the Rt. 1 frontage
- Use of open space as a plan-defining element including parks in each neighborhood
- Development of an orthogonal grid and block pattern
- A hierarchy of street network and types

The guidelines explain the structure of the framework plan, streets and open space and how they apply to each of the proposed development parcels. Dimensioned and delineated street sections, park plans, land use and infrastructure descriptions and diagrams identify the plan-defining development requirements. Building and landscape guidelines further address and ensure a high quality environment in the creation of the new neighborhoods, streets, buildings, parks, and open space. Through use and implementation of these guiding principles, a pedestrian-friendly environment will evolve on the Potomac Yard that is founded on the traditional scale and character of the surrounding community context.

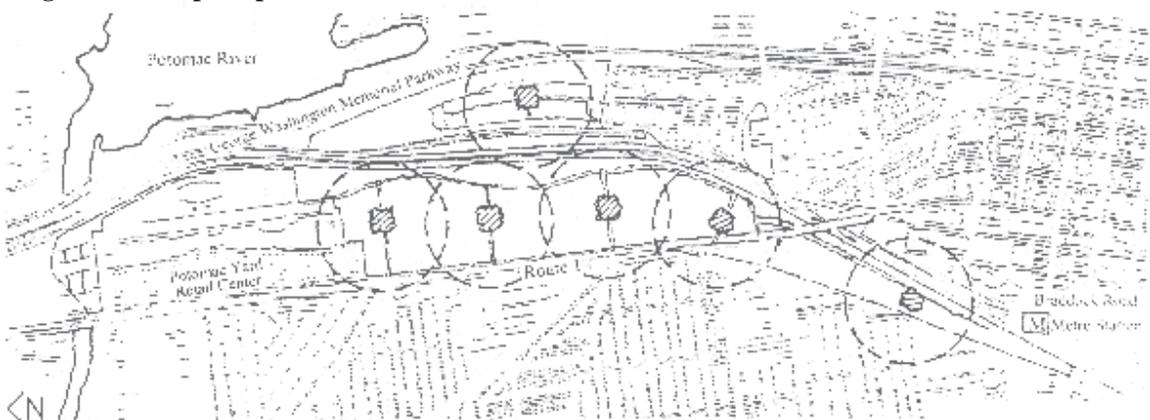
Neighborhoods and Walking Distances



Street Hierarchy

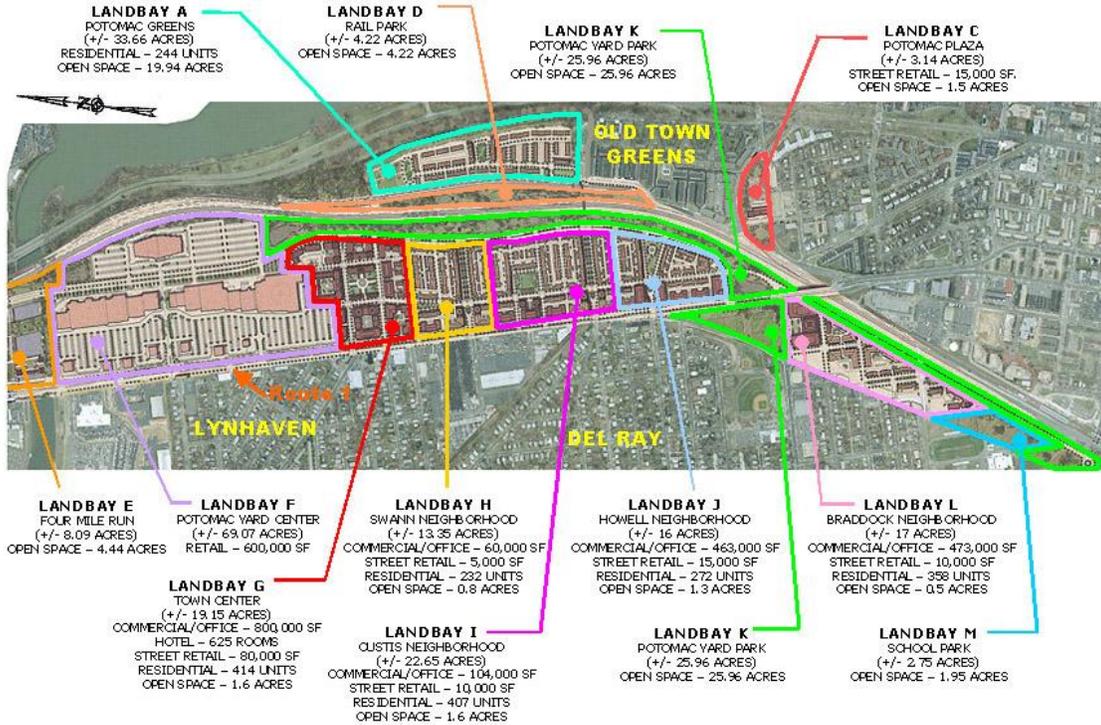


Neighborhood Open Spaces



D. Existing Approvals for Each Landbay:

Potomac Yard – Alternative Concept Plan



Note: Sizes of Landbay J, K & L are staff estimates and require additional engineering design to determine exact sizes.

Landbay A is approximately 33.66 acres in size and is approved for up to 244 residential units and 19.94 acres of open space. The proposal will not affect the densities in Landbay A.

Landbay C is approximately 3.14 acres in size and is approved for 15,000 square feet of street retail and 1.50 acres of open space. The proposal will not affect the densities in Landbay C.

Landbay D is approximately 4.22 acres in size and is approved for 4.22 acres of open space. The proposal will not affect Landbay D.

Landbay E is approximately 8.09 acres in size and is approved for 4.44 acres of open space. The proposal will not affect Landbay E.

Landbay F is approximately 69.07 acres in size and is approved for 600,000 sq.ft. of retail. The proposal will not affect the densities in Landbay F.

Landbay G is approximately 19.15 acres in size, and is approved for up to 800,000 sq.ft. of office space, 625 hotel rooms, 80,000 sq.ft. of street retail, 414 residential units, and 1.6 acres of open space. The proposal will not affect the densities in Landbay G.

Landbay H is approximately 13.35 acres in size, and is currently approved for up to 60,000 sq.ft. of office space, 5,000 sq.ft. of street retail, 232 residential units, and 0.8 acres of open space. The proposal will increase the total allowable office density in Landbay H by 765,000 sq.ft. The allowable street retail square footage and the number of residential units will remain unchanged.

Landbay I is approximately 22.65 acres in size, and is approved for up to 104,000 sq.ft. of office space, 10,000 sq.ft. of street retail, 407 residential units, and 1.60 acres of open space. The proposal will not affect the densities in Landbay I.

Landbay J is approximately 16 acres in size, and is currently approved for up to 463,000 sq.ft. of office space, 15,000 sq.ft. of street retail, 272 residential dwelling units and 1.3 acres of open space. The proposal will decrease the total allowable office density by 292,000 sq.ft. for a total of 171,000 sq.ft. of allowable office density in Landbay J. The allowable street retail square footage and the number of residential units will remain unchanged.

Landbay K is approximately 25.96 acres in size, and is approved for 24.24 acres of open space. The proposal will not affect Landbay K.

Landbay L is approximately 17 acres in size, and is currently approved for up to 473,000 sq.ft. of office space, 10,000 sq.ft. of street retail, 358 residential units and 0.5 acres of open space. The proposal will reduce the allowable office density in Landbay L to zero, while maintaining the total allowable street retail square footage and the number of residential units.

Landbay M is approximately 2.75 acres in size and is approved for 1.95 acres of open space. The proposal will not affect Landbay M.

Landbay N is approximately 2.78 acres in size and is a non-usable area. The proposal will not affect Landbay N.

E. Existing Development Approvals:

There have been four development approvals for Potomac Greens (Landbay A), Potomac Plaza (Landbay C), Landbay H/partial I and the mixed-use fire station (Landbay G). Landbay G is currently in concept review and there have been several meetings with PYDAC in recent months to discuss the conceptual site plan for Landbay G. The current concept plan for Landbay G provides 80,000 sq.ft. of retail space, 800,000 sq.ft. of office, 625 hotel rooms and 414 residential units including 64 affordable dwelling units in the Fire Station. Potomac Greens is under construction and approximately 80% completed.

Potomac Plaza was completed several years ago and is now fully occupied with retail and restaurant uses. The Potomac Yard fire station is under construction. The Landbay H/partial I proposal was approved the City Council on October 14, 2006. The final plan and construction documents for Landbay H/partial I have been administratively approved.

Table 1: Approved Development Site Plan (DSP) densities

	Office	Hotel	Retail	DU
Landbay A (Potomac Greens)	0	0	0	227
Landbay C (Potomac Plaza)	0	0	15,000	0
Landbay G (Mixed use fire station)	0	0	0	64*
Landbay H/Partial I	50,831	0	4,081	216
Total	50,831	0	19,081	507

* Affordable dwelling units only.



IV. PROPOSAL:

The applicant, Mid-Atlantic Realty Partners, LLC, is requesting approval of the following:

- CDD Concept Plan Amendment;
- Master Plan Amendment; and
- Text Amendment.

A. *CDD Concept Plan Amendment:*

The applicant is requesting approval to relocate office density within Potomac Yard from Landbays J and L to Landbay H/partial I, revise the height limits in Landbay H/partial I, and permit office use to be converted to retail use through the special use permit process. As shown in *Table 2* below, the applicant proposes to transfer 292,000 sq. ft. of office density from Landbay J and 473,000 sq.ft. from Landbay L to Landbay H/partial I for a total of 765,000 sq.ft. of new office space in Landbay H/partial I in addition to the 60,000 sq.ft. of office space already approved for Landbay H. Together Landbay G and Landbay H/partial I would have a total of 1,625,000 sq.ft. of office/commercial space or double that currently approved for this area. As a result Landbays J and L would be reduced by 765,000 sq.ft. of office space and would no longer have significant office/commercial space. Landbay L would become primarily a residential area and Landbay J would become primarily residential with 63 percent less commercial/office space than originally planned for the area, a total of 171,000 sq.ft. of commercial office space.

Table 2: Potomac Yard Landbays G, H, I, J & L Densities

	Existing CDD Approval				Proposed CDD Amendment				Change in Use from Existing CDD			
	Office	Hotel	Retail	DU	Office*	Hotel	Retail	DU	Office	Hotel	Retail	DU
Landbay G	800,000	625	80,000	414**	800,000	625	80,000	414	0	0	0	0
Landbay H	60,000	0	5,000	232	825,000	0	5,000	232***	765,000	0	0	0
Landbay I	104,000	0	10,000	407	104,000	0	10,000	407	0	0	0	0
Landbay J	463,000	0	15,000	272	171,000	0	15,000	272	-292,000	0	0	0
Landbay L	473,000	0	10,000	358	0	0	10,000	358	-473,000	0	0	0
Totals	1,900,000	625	120,000	1,683	1,900,000	625	120,000	1,683	0	0	0	0
Total Retail and Office SF	2,020,000				2,020,000							
Total Residential Units	1,683				1,683							

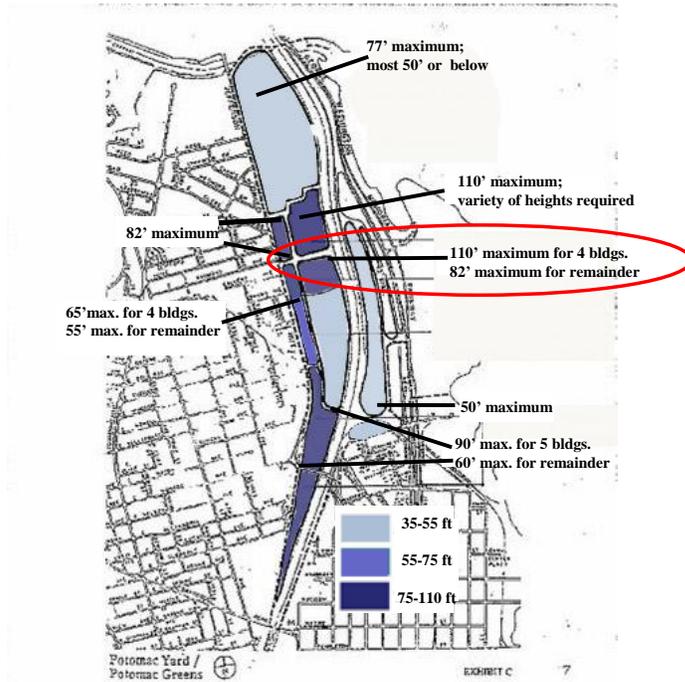
* Office Use can be converted to Retail Use with City Council approval through the SUP process.

** An additional 64 affordable dwelling units are approved for Landbay G, for a total of 478 dwelling units.

*** The applicant proposes 400 dwelling units in Landbay H/partial I.

B. Master Plan Amendment:

The applicant is also requesting that the height limits be amended in Landbay H/partial I from 55 – 65 ft. to 82 ft. in the block between Main St. and Rt. 1 and from 35 – 55 ft. to 110 ft. in the area east of Main St. to accommodate the additional office density proposed for Landbay H. The applicant is requesting a Master Plan amendment to amend the map of heights for the Landbay H/partial I to reflect the proposed changes as depicted within the map.



The applicant is requesting a Master Plan amendment to the CDD Guidelines for Potomac Yard/Potomac Greens to delete the requirement that at least one-third of the residential units shall be townhouses; no more than one-third shall be multifamily units, no more than one-third shall be stacked townhouse units.

C. Text Amendment:

The applicant is requesting a text amendment to the CDD zoning table to permit office space to be converted to retail space with the approval of a special use permit as follows:

Note : New Text is indicated with Underline>

Article V. MIXED USE ZONES

- * * *
- Sec. 5-600 CDD/Coordinated development district.
 * * *
- 5-602 *Coordinated development districts created, consistency with master plan, required approvals.*
- (A) The CDD districts, as shown on Table 1, are as follows:

Table 1. Coordinated Development Districts

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

Master Plan Amendment #2008-0003
 Text Amendment #2008-0003
 CDD Concept Plan Amendment #2008-0001
 Potomac Yard

10	Potomac Yard/ Greens	<p>The RB zone regulations shall apply to the area south of the Monroe Avenue Bridge and east of the Metro Tracks, the CSL zone regulations shall apply on the first 250 feet east of Rte 1. and the I zone regulations shall apply on the remainder of the site; except that the U/T regulations shall apply to an area approximately 120 feet wide located just west of the Metrorail right-of-way (area shown on the plat for Case REZ #95-0005) for the purpose of accommodating the relocated rail mainline on the yard, and except also that the area known as the "Piggyback Yard" and Slaters Lane portion of Potomac Yard (as shown on the plat for Case REZ #95-0004) may be developed pursuant to the CRMU-L zone provided that the Piggyback Yard:</p> <ul style="list-style-type: none"> - shall contain no more than 275 dwelling units; - shall contain no more than 60,000 square feet of commercial space, of which no more than 30,000 square feet shall be office; - shall be planned and developed pursuant to a special use permit; -shall have a maximum height of 50 feet; and -shall generally be consistent with the goals and the guidelines of the small area plan 	<p>Up to 1,900,000 square feet of office space, <u>except that office square footage may be converted to retail square footage through the Special Use Permit process.</u> Up to 625 hotel rooms. Up to 735,000 square feet of retail space. Up to 2,200 residential units.</p>	<p>Heights shall be as shown on the map entitled "Predominant Height Limits for CDD" (Map No. 24, Potomac Yard/ Potomac Greens Small Area Plan Chapter of 1992 Master Plan (1998 ed.)).</p>	<p>Predominately residential with a mix of land uses to include office, retail and service, hotel, parks and open spaces, and community facilities</p>
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V. STAFF ANALYSIS:

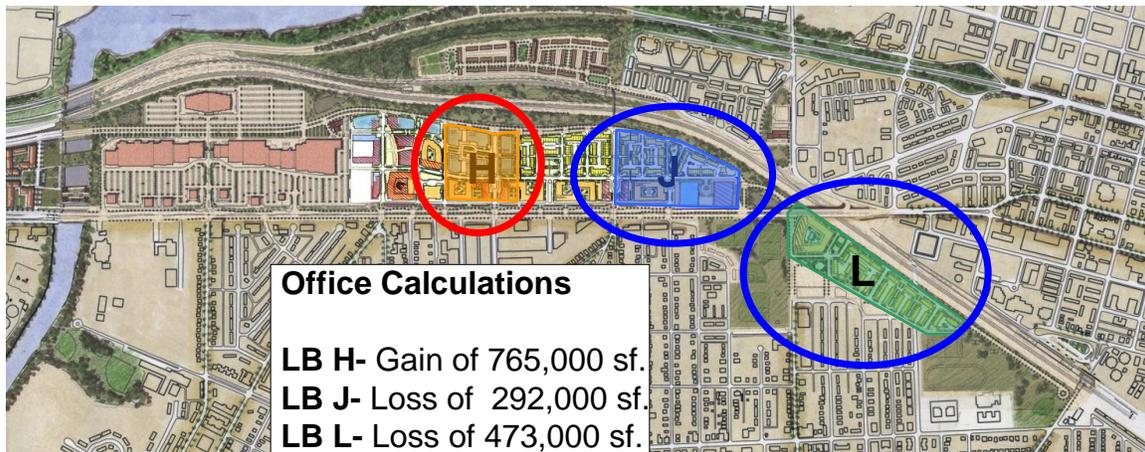
The approved concept for Potomac Yard has and continues to be a good one. It focuses density and retail space in a town center at a central location. It reserves land area adjacent to the Town Center for a future Metro station. It adds a new lower density residential community beyond the Town Center extending south and seeks to integrate it with existing residential neighborhoods. The location of retail space through the Yard reflects both the Town Center and neighborhood focus by concentrating the greatest amount of retail space in the Town Center to support it, and allowing small pockets of neighborhood-serving retail spaces to be scattered throughout the generally residential areas.

In the southern portion of the Yard, where the elongated land area intersects with the Monroe Street bridge and becomes a “tail,” there are moderate concentrations of office and additional neighborhood serving retail locations. Open space and streetscape requirements are designed to bring harmony, character and attractiveness to this future community and significant design considerations govern all development of Potomac Yard in order to achieve the mixed use, urban and pedestrian friendly environment the Plan seeks to achieve.

The application now before the City seeks to make changes to the Concept Plan, Master Plan and zoning that reflects the above scheme. Therefore, the basic consideration for staff, City decision makers and the community is whether the proposed changes enhance the approved concept or detract from it. Staff is supporting the proposed amendments, with significant conditions, because it believes they do not fundamentally change the overall concept approved for Potomac Yard. Instead, staff believes the proposals enhance that concept and make its success more likely.

A. Transfer of Office Use:

The most critical question among the several raised by the amendments is whether transferring 473,000 sq.ft. of office floor area from Landbay L and 292,000 sq.ft. of office floor area from Landbay J to Landbay H is consistent with the intent of the Potomac Yard Plan to encourage the redevelopment of Potomac Yard and Potomac Greens as a pedestrian-oriented urban environment with a mix of uses. The current development planned for Landbay H is 60,000 sq.ft. of office space, 5,000 sq.ft. of retail space and 232 residential units. (16% commercial 84% residential) The proposal by the applicant would increase the amount of office to 825,000 sq.ft. and leave the retail and residential use unchanged (58% commercial and 42% residential).



Since the Potomac Yard Plan's approval in 1999, Alexandria has seen the evolution of urban planning and design best practices evolve, especially, for example, with the Eisenhower East and Braddock Metro Neighborhood planning processes. Those practices are reflected in part in the proposed amendments to transfer density. Another clear principle that has emerged over time is the great advantage of locating significant office density near Metro. While the current proposal leads to the a discussion of the desirability of a Metro station in Potomac Yard (*as discussed in more detail below*), staff evaluated the proposal based on current conditions, with a Metro site that is currently unfunded and may never be constructed.

Staff's analysis of the proposed density transfer to Landbay H focused to a great extent on the impacts they would have to the adjoining Landbay G (Town Center) development. The current proposal for Landbay G consists of 800,000 sq.ft. of office space, 414 residential units, plus an additional 64 affordable units at the Fire Station, 80,000 sq. ft. of retail (195,000 sq.ft. with approval of the conversion of office floor area as part of the requested amendments) and 625 hotel rooms. The current proposal for Landbay G consists of approximately 51 % commercial uses and 49% residential uses.

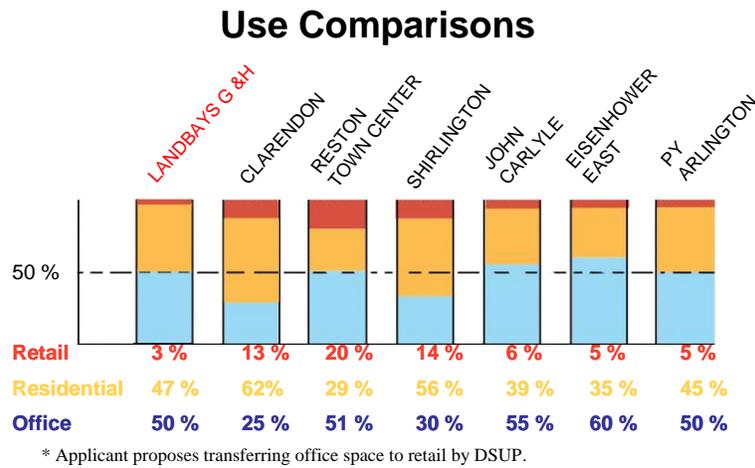
Making a new retail street, such as the one proposed to be the heart of Landbay G, successful is challenging, but certain critical elements are identifiable. For example, density that brings people to the area is important. More importantly is an appropriate balance of uses. From a planning perspective, it is ideal to have a 50/50 balance of residential and office uses, or come as close to that mix as possible. The mix of uses is vital to ensure:

- Economic and environmental sustainability that combines elements into neighborhoods that are more than the sum of the parts;
- Transportation efficiencies, effective use of infrastructure investment with two-way Metrorail usage by residents and workers, spreading the peaks, decreasing trips, and decreasing overall parking demand;

- The mix and overlap of populations that will add life on the streets;
- 24/7 instead of 9 to 5, with increased safety and walkability
- Distinct sub-areas with uses that reinforce uniqueness and the maximum opportunity for innovation; and
- Resource-sharing, such as shared parking.

For example the office uses that surround great streets such as King Street or shopping areas such as Clarendon help to maintain the retail and restaurants during the day, and the residents and visitors help maintain those uses at night. Not only do the office tenants help to ensure that retail can be viable and open during the day, the retail uses and amenities are a key attraction for the Class-A office buildings and tenants appropriate for a location such as Potomac Yard. For comparison purposes, staff evaluated the mix of uses of adjoining mixed use developments and town centers in the area.

The clear message from the comparison of other centers is that the planned office density near the proposed Town Center is insufficient to successfully support the planned retail within it. Staff supports the proposed transfer of density to Landbay H because it increases the amount of supporting density for the retail component of the Center, and because when



Landbays G and H are considered together, the transfer helps achieve a more balanced mix of office and residential uses within and adjacent to the Town Center.

Staff voiced this same opinion in 1999 when the Potomac Yard CDD Concept Plan was approved. Specifically, staff advised against locating office space in Landbays J and L instead of near the Town Center because additional density at the Center was vital. The 1999 staff report states:

Of critical importance to the success of such a (Town) Center is the level of development concentrated in the immediate area; it is the retail area which creates the desirable activity. While the applicant has proposed locating significant levels of office and residential uses within the Town Center, as well as the project's single hotel, staff supports moving additional office from other parts of the proposed development to the Town Center in order to increase the potential viability of the proposed retail uses.

Staff continues to believe that additional office density in an appropriate mix with residential uses will be beneficial to the Town Center, and will enhance the existing Potomac Yard Plan. Additional commercial/office space near the Town Center would provide a greater number of potential shoppers for retail and restaurant uses in the Town Center during the day and early evening. If a Metro station is constructed adjacent to Landbays G and H, ridership at the station would increase due to the increased number of workers located within the walk shed. The Town Center – Landbay G is the heart of Potomac Yard and staff believes that any changes that add potential day-time population for the retail and restaurant tenants are desirable. Staff is recommending the transfer of office floor area be contingent on maintaining the all-important balance of a 50-50 mix of office and residential uses to the greatest extent possible.

B. Office Use- Urban Design- Security Measures:

Although additional office space is desirable to support the Town Center, staff is concerned that potential tenants may include federal government agencies with security needs that are inconsistent with the goals for a mixed-use, pedestrian-oriented urban development at Potomac Yard.



To address this concern and the potential design, character and functional problems it creates, staff is not recommending specific limitations on users of buildings. Instead, it is requiring that buildings and users meet certain performance standards to maintain the intent of the Potomac Yard Plan. With these performance standards, and the review of each building as part of the development special use permit process, staff believes that concerns regarding the types of tenants and the associated security measures can adequately be addressed.

C. Conversion of Office Use to Retail Use:

The applicant is requesting that office floor area be able to be converted to retail floor area as part of the development special use permit for each building or landbay. The Potomac Yard Plan currently requires the majority (80,000 sq.ft., or 60%) of the retail

(outside Landbay F, Potomac Yard Shopping Center) to be provided within the Town Center and that smaller amounts (5,000 to 15,000 sq.ft.) be provided within each landbay that would be neighborhood serving retail uses such as dry cleaners and coffeshops. For comparison purposes the recently completed Potomac Plaza on Slaters Lane is approximately 15,000 sq.ft. The program is important because it seeks to make the Town Center retail self sustaining, and is careful not to allow the dilution of retail space throughout Potomac Yard.

Staff seeks to retain these goals, although it is not opposed to allowing some of the flexibility the applicant seeks for the future. It, therefore, reviewed the conversion proposal by assessing the amount of retail within Landbay G, the affect on the office density in Landbay G of allowing a reduction for increased retail space there, and the need to retain only small amounts of small scale retail within the neighborhoods.



Increase in Retail in Landbay G

If the office space within Landbay G were converted to retail, the amount of retail space would increase from 80,000 sq.ft. to 195,000 sq.ft. Staff has compared the planned 80,000 square feet of retail in the Town Center to the retail component of other town centers and retail streets within the region and nation to determine the minimum amount necessary for a critical mass of retail a successful center requires. The chart below demonstrates that the Town Center plan is deficient and that approximately 150,000 to 200,000 sq.ft. of retail space is desirable to be self sustaining.

Table 3: Length and Square Footage of Successful Retail Shopping Streets and Town Centers

	Mizner Park (Boca Raton, Fl)	Reston Town Center (Reston, Va)	Santana Row (San Jose, Ca)	Shirlington Village (Arlington, Va)
Length (in feet)	1,080	885	1,500	882
Retail Space (in sq. ft.)	236,000	784,194	680,000	282,566
	John Carlyle Street (Alexandria, Va)	Clarendon (Arlington, Va)	Potomac Yard (Arlington, Va)	Washingtonian Center (Gaithersburg, Md)
Length (in feet)	1,400	900	1,800	500
Retail Space (in sq. ft.)	173,977	529,204	230,210	464,583

Although the existing, large, Potomac Yard Shopping Center (Landbay F) is adjacent to the future Town Center, and may in the future be more supportive, it does not now support the type of retail planned for the Town Center. Because of its big-box, automobile-oriented nature, the shopping center attracts patrons, with the possible exception of Target customers, who are unlikely to also patronize the Town Center within the same shopping “trip.” Therefore, in assessing this application, staff believes that it is necessary that a critical mass of retail be provided within Landbay G to ensure the viability of the Town Center.

While increased retail space in Landbay G, the Town Center, is critical, it is important that the increase be balanced by the uses of the adjacent Landbays. For example, there has been a desire by the City, community and property owner to see the shopping center redevelop into an urban mixed-used and pedestrian-oriented extension of Potomac Yard. However, the proposal requires rezoning and, therefore, needs to occur as part of the upcoming Potomac Yard planning process which is currently scheduled to begin in Winter 2009. Staff anticipates that the study will likely take 12-18 months and that, at the earliest, adjoining construction would likely not take place for several years after the approval of the Master Plan. Therefore, it is possible that the Town Center could be approved and constructed for quite some time prior to any redevelopment on the existing retail center. There is also currently a site plan proposal by Target for a modest 15,000 sq.ft. addition, which is scheduled for the July Planning Commission hearing, which will utilize all of the remaining floor area within the retail center. The hoped for but hypothetical future changes to the shopping center site may bring additional retail space to Potomac Yard and, if well designed, could provide additional support for the Town Center.

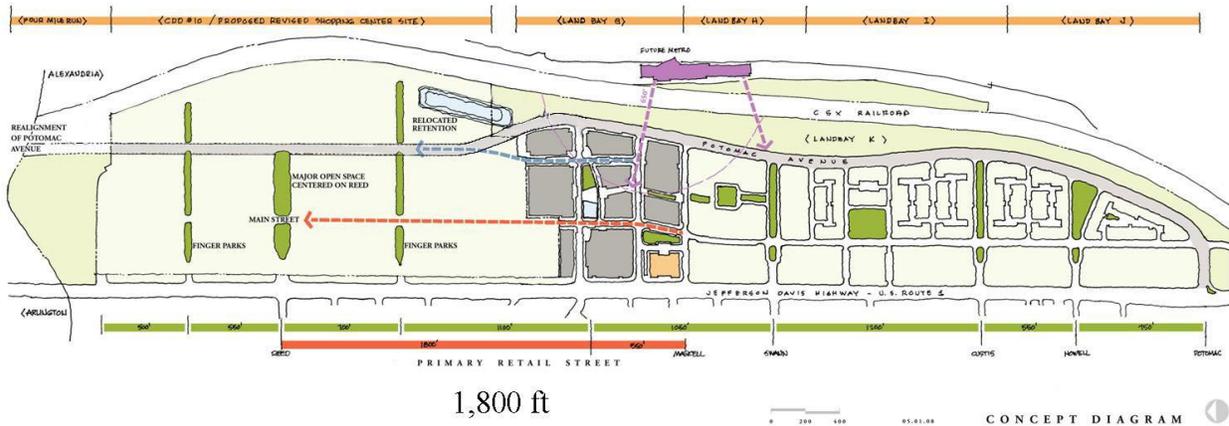
On the south of the Town Center, Landbay H has the future potential to provide significant office and residential density to support the vitality and customer activity necessary for the successful retail in the Town Center. Increasing the retail space in Landbay G also decreases office space there, which is another component necessary to the Town Center success. The additional office density in Landbay H which would result from approval of this application will also balance the need for office to support the Town Center that the reduction in office in G that conversion to retail necessitates.

Staff is recommending approval of the applicant’s proposal to convert office to retail space. It will allow flexibility and a potential increase in retail floor area in Landbay G, in order to ensure a critical mass of retail for a successful Town Center. Staff is also recommending that the amount of total retail in Landbay G be limited to a maximum of 195,000 sq.ft. to allow for additional retail space within the shopping center area, and to limit the reduction of office space. A future special use permit approval is required to assess the scale and location of retail buildings, the mix and arrangement of uses, and the other design and functional considerations to make Landbay G a great Town Center.

Increase of Retail in Landbays other than Landbay G

In order to support the Town Center, it is important that the plan for Potomac Yard not allow significant retail space to be built at other locations in the Yard and compete with the Town Center retail space. It is imperative, for example, that the neighborhood serving retail space within the residential areas of the Yard be limited to convenience shops, such as cafes and dry cleaning stores. It is also critical that the centrally located retail on Main Street within the Town Center not be allowed to be extended beyond the length of other successful retail shopping streets, which are approximately 1,000 to 2,000 feet in length. (see Table 3, above) The distance is based on how far people are willing to walk and cross shop both sides of each retail street, and generally equates to a maximum distance of about five traditional Old Town city blocks.

As part of the future planning process for Potomac Yard, it is possible that Main Street, the primary north-south road, will be extended into the shopping center in Landbay F in order to better coordinate and connect retail development in the two Landbays. The graphic below shows a hypothetical 2,000 linear foot retail street in both the Town Center and Landbay F and demonstrates that there is a limit to where retail space can be located so as not to dilute the primary retail area in Landbay G.



Because it is important that retail space in Potomac Yard support and not compete with the future Town Center in Landbay G, staff is recommending that the amount of retail within each landbay be limited to a maximum amount of 20,000 sq.ft. The limitation includes Landbay H, with a great increase in office density under this application, as well as the residential neighborhoods.

D. Green Buildings- Sustainability:

At the direction of City Council, the Planning Commission, and as articulated in Council’s Strategic Plan, staff has been incorporating various green and sustainable site and building



elements into each development proposal in recent years and incorporating LEED certification as part of many of the recent development proposals. As the Planning Commission and Council are aware, staff is evaluating elements such as cost and certification methods for commercial and residential uses and has begun meeting with members of the development community. It is staff's goal that by Winter 2008, staff will propose a green building strategy for new developments within the City. In addition to requiring certification for certain recent projects and achieving a certain number of points for certain projects all of the recent projects (Madison and Jaguar) within the Braddock area have been required to provide a green roof for each of the buildings.

Because of the amount of office floor area proposed as part of this amendment, staff feels strongly that all of the office buildings should be LEED certified. This approach is consistent with the City's Strategic Plan and Eco-City strategies. In addition, recently released studies indicate that LEED certified buildings outperform their conventional counterparts including a variety of areas such as energy savings, occupancy rates, sale price and rental rates. In addition, LEED certification is a minimum prerequisite for nearly all of the Federal government tenants.



While staff is recommending LEED certification for the office buildings, certification for the residential building, including the townhouses and stacked townhouses is more problematic for a multitude of reasons. The USGBC is in the process of revising the scoring for LEED certification although the new approach and certification has not yet formally been adopted. Therefore, staff is recommending that the residential uses be LEED certified to the greatest extent possible with the understanding that in the future the residential uses may be able to incorporate many of the measures for LEED certification but may not be able to achieve LEED certification. Staff also added a recommendation that the proposal will also be subject to the City's future green building policy for new development.



E. Master Plan Increase in Height:

An element of the Potomac Yard Small Area Plan is the map of Predominant Height Limits for the CDD. Landbay H/partial I is planned for a height of 55 – 65 ft. for buildings between Rt. 1 and Main St. and 35 – 55 ft. for buildings between Main St. and Potomac Ave. The applicant is requesting that the Master Plan be amended to increase the heights in Landbay H/partial I to accommodate the office development proposed to be moved from Landbays J and L. The proposed heights would be compatible with the

heights approved for Landbay G. The heights between Route 1 and Main St. are proposed to increase from 55 – 65 ft to 82 ft. and heights between Main St. and Potomac Ave. are proposed to increase from 35 – 55 ft. to 110 ft. If space is increased in Landbay H/partial I to 825,000 sq.ft. as proposed it is necessary to increase the accompanying height within Landbay H, Partial I.

Existing



Proposed



Staff supports the proposed increase in heights because the heights are similar to the heights permitted within Landbay G and unlike other landbays, where there are nearby existing homes or adjoining communities, this landbay is separated from the adjoining communities by Landbay K and Rt. 1. It is important to note that while the height would be increased in the Concept Plan and the Master Plan, the heights would be maximum heights and the final heights would be approved as part of the development for each landbay and buildings.

F. Eliminate 1/3 townhouses, 1/3 multi-family, and 1/3 stacked townhouse requirement:

Currently the Master Plan provision for Potomac Yard within the Land Use section which states:

“At-least one-third of the residential units be townhomes; no more than one-third shall be multi-family units; no more than one-third shall be stacked townhomes.”

The applicant contends that the requirement may arbitrarily limit good land use planning within Potomac Yard and proposes to delete this requirement. While staff acknowledges that requiring 1/3 mix may be problematic, staff believes the provision was intended to ensure a variety of building types which adds to the fine grain mix of buildings similar to many of the great neighborhoods such as Northeast and Del-Ray that surround the Yard, rather than consolidated areas of building types. In addition, with a mix of building types some of the units, such as the multi-family units, are likely to be more “affordable” than single family townhomes. Staff does not support elimination of the requirement but rather recommends the following:

“The residential buildings within Potomac Yard and each Landbay shall consist of a variety of buildings types and heights which should include townhouses, stacked-townhomes and multi-family units.”

While staff acknowledges that the provision recommended by staff is less specific than the current Master Plan provision, the language added by staff requires a variety of building types within each Landbay and the overall Yard, while still allowing some flexibility for good design as part of each development special use permit.

G. Landbay L:

A significant concern for both the Planning Commission and staff has been the effect of the density transfer Landbay L, a landbay located relatively close to the existing Braddock Metro station, to Landbay H, a location which may not ever have a Metro station.

The applicant’s proposal would remove 473,000 square feet of office development from Landbay L, retaining 358 residential units and 10,000 sq.ft. retail space for the landbay. The result is a fairly low density residential development next to one of the City’s Metro stations.

Appropriateness for Office Development

With regard to the reduction in office density, the applicant contends that while the site is close to a Metro, the approximately 2,000 ft. distance of the site from the Metro station is outside the zone where there is the highest Metro ridership occurs. Staff acknowledges that the site is outside the ¼ and ½ mile walking distance from the Braddock Metro station, and that its location will lack some of the amenities that other office locations include. Therefore, office development may be less desirable here than at other locations closer to a Metro station and, for example, significant retail space.

The applicant also contends that Class A office development is not economically viable at the Landbay L location. According to the Marshall Valuation Service, the cost to construct a Class A office building of good to excellent quality is approximately \$380 to \$390/ sq ft including soft and land costs. Based on comparable buildings within the City and standard accepted practices, staff believes the applicant’s estimate of the cost of construction of \$383/sq.ft. is a reasonably accurate reflection of the office construction market. According to the applicant, a Class A office space within Landbay L could achieve a rental rate of \$35 to \$36 /sq.ft. Based on a full service rental rate of \$35.50 per square-foot (the midpoint), a vacancy rate of 5 %, \$11/sq.ft. expenses, and a 7.5% to 8.5 % projected overall capitalization rates for new office construction, the projected values for a Class A office building in Landbay L would range from \$267 to \$303/sq.ft. of net rentable floor area, which is less than the \$380 to \$390/sq.ft. all-in costs to construct an office building.

Based on the above assumptions, a rental rate of approximately \$42 to \$45/sq.ft would be needed to support a Class A office building at this location. In comparison, the adjoining Braddock Place office buildings are achieving \$30-\$35/sq.ft, while buildings adjacent to the King Street Metrorail station and within Carlyle yield rents as high as \$40 to \$43/sq.ft.

Staff acknowledges that it would not be economically feasible to construct Class A office buildings in Landbay L based on current market conditions.

Future Planning For Landbay L:

While there are significant challenges, both in terms of location and economic feasibility, to Class A office development on Landbay L, the loss of office density raises other planning questions, including how best to arrange the remaining land uses and densities, whether there is a way to connect the area to the Braddock Metro for better access, and how best to maximize open space on the site. The size, shape and location of Landbay L create awkward development sites, and the design of the area must be coordinated with both the lower density neighborhood to the west and its high density neighbors to the east. Especially given the recently approved Braddock Metro Plan and the adjacent Jaguar development, the land use and design of Landbay L is challenging. Even without office density, the site is still relatively close to the Metro.



For all of these reasons, staff is requiring that Landbay L be evaluated as part of the comprehensive Potomac Yard planning process to ensure that its future development is appropriate, coordinates with adjacent uses, and supports the overall Potomac Yard Plan as well as the greater community. The Potomac Yard planning process is scheduled to begin in Winter 2009 and is likely to take 18 months to complete. Staff has added a CDD condition (*condition # 3A*) that prohibits the applicant or its successors from submitting a preliminary development plan until they have participated in the comprehensive planning process and the planning process has been completed. Because the applicant is concerned about the unknown future of that planning process and the potential for it not to conclude by the time the applicant seeks to proceed with development, Staff has included a condition allowing the applicant to submit a plan under the current development scheme in the form of a Development Special Use Permit (DSUP) if the comprehensive plan is not completed by January 2011. The applicant would still be subject to all of the applicable requirements for Potomac Yard.

H. Traffic and Transportation:

The total number of vehicle-trips that would be generated by the approved density and proposed density transfer from Landbays J and L to Landbay G would be the same. The approved density for Potomac Yard would generate approximately 1,624 AM peak hour vehicle trips and 1,954 PM peak hour vehicle trips, upon completion and full occupancy.

The density transfer would have relatively few impacts to the study intersections with no decreases in operations within the acceptable range. The study intersections would continue to operate at an overall acceptable LOS “D” or better in the AM and PM peak hour with the exception of Route 1/East Glebe Road which would operate at a LOS “E” during the PM peak hour with or without the commercial density transfer.

The applicant’s traffic analysis results, summarized in the table below for key areas intersections, indicate that the proposed change in the density transfer will not materially change traffic conditions from those of approved density.

Table 4: Comparison of total future Level of Service

Intersection	Approved CDD		Proposed CDD	
	Level of Service (Delay – sec./veh.)			
	AM	PM	AM	PM
Route 1 at E. Glebe Road	D(48.0)	E (61.2)	D(47.4)	E(61.8)
Route 1 at Swann Avenue	A(7.7)	B(10.2)	C(30.3)	B(10.2)
Route 1 at Custis Avenue	A(5.5)	A(3.4)	A(6.2)	A(3.2)
Route 1 at Howell Avenue	A(7.3)	A(5.6)	A(5.5)	A(3.2)
Route 1 at Slater’s Lane	C(22.6)	C(30.5)	C(22.5)	C(30.2)
Route 1 at Potomac Avenue	B(14.6)	C(32.4)	B(14.5)	C30.9)
Main Street at Monroe Avenue	B(14.6)	B(16.6)	B(11.9)	B(17.9)
Main Street at Potomac Avenue	D(38.1)	D(36.5)	D(37.9)	C(33.0)
Potomac Avenue at E. Glebe Road	A(4.4)	A(6.0)	A(5.1)	A(6.4)
Potomac Avenue at Swann Avenue	A(1.7)	A(1.6)	A(1.8)	A(2.1)
Potomac Avenue at Custis Avenue	A(1.1)	A(0.7)	A(1.0)	A(0.7)
Potomac Avenue at Howell Avenue	A(1.0)	A(3.4)	A(1.0)	A(3.9)

I. Parking:

Underground Parking

The Potomac Yard/Potomac Greens Chapter of the Master Plan currently states:

“Required parking in the CDD shall be underground or embedded within the block, to the maximum extent possible. Required parking for individual townhomes and other single family units shall be served by alleys to the maximum extent feasible.”

While the Potomac Yard approvals currently strongly encourage underground parking, staff is recommending (*condition # 11A*) that as part of this amendment parking for all uses (exclusive of townhomes and stacked townhomes) be located below grade, with the exception of one above grade parking structure in Landbay-G, which needs to be screened with active and/or architectural screening. It has been City policy for development special use permit approvals that all parking be provided below grade to ensure that people density is added above grade rather than car density, ensure that active uses are on each building frontage and eliminate the mass of above grade parking structures. Staff is therefore recommending that a condition be added to the CDD conditions and Master Plan which states:

“All parking for all building(s) and/or Landbay(s) shall be underground, with the exception of one above grade parking structure within Landbay G which shall be entire screened with active and/or architectural screening. Required parking for individual townhomes and other single family units such as stacked and duplex units shall by rear alleys.”

Parking – Affordable Housing:

Current Potomac Yard CDD requirements prohibit the residential units from requesting a parking reduction, and the lack of flexibility in the rule hinders creativity with regard to additional on-site affordable housing units. While not an amendment requested by the applicant, staff is recommending that on-site affordable units that comply with the affordable housing requirements of Section 7-700 of the Zoning Ordinance and/or the City’s Affordable Housing policy be permitted to request a reduction in the amount of required parking spaces. A parking reduction may be a way to enable additional on-site affordable units because the expense of parking could be reduced or eliminated for each unit. The parking reduction would be a special use permit that would require approval by the Planning Commission and City Council on a case-by-case basis for each building and/or landbay(s).

Parking – Shared Parking:

Staff is recommending an amendment to *condition # 10* to allow shared parking within Landbay G and Landbay H as part of the development special use permit approval process for development there. Shared parking operates by allowing the parking for a use that is not being used to accommodate other land uses located near a subject parking

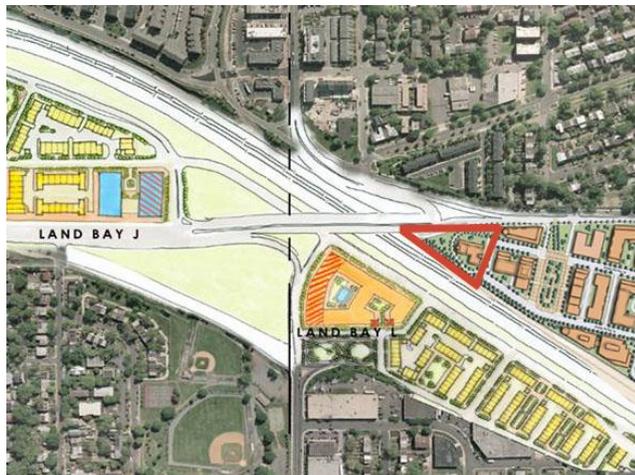
facility, thereby reducing the total amount of land used for parking. Shared parking in the higher density areas, such as Landbays G and H, has the potential of creating a more efficient use of the considerable underground parking that will be provided for the retail, office and residential uses within each landbay. The shared parking could serve both public and private uses; and would be workable with uses such as the office and residential uses which have a complimentary peak period usage. It could also function to allow access for public events such as City functions within the linear park (Landbay K) or the town green (Landbay G) or for activities at the fire station. While shared parking has not been used on a large scale in Alexandria, staff believes allowing the flexibility to share parking spaces is a good idea to better utilize the parking resources within Potomac Yard.

J. Open Space - Landbays- J, L and N:

One of the issues raised by the proposed transfer of density is whether the amount of open space has increased in Landbays J and L as a result of the significant reduction in office space there. The answer is that it does theoretically but, depending on the location and types of building constructed (stacked townhouses, multi-family etc.) the amount of increased open space could vary dramatically. For example, if the majority of units are multi-family buildings versus townhomes the amount of open space would probably increase substantially. However, if the majority of the units are townhomes, the amount of open space would probably not increase significantly.

Staff believes that there should be a requirement for additional open space within Landbay J and Landbay L as part of the amendment. However, additional analysis is needed in each case before a specific amount or location for open space can be calculated. Therefore, staff is recommending that the Potomac Yard Design Guidelines for each of these landbays be revised to reflect the revised open space prior to the submission of development plans for Landbay J and/or Landbay L. This will allow the applicant to prepare more detailed development plans for Landbay J and Landbay L and allow a more detailed review and analysis of potential additional open space within each of the landbays.

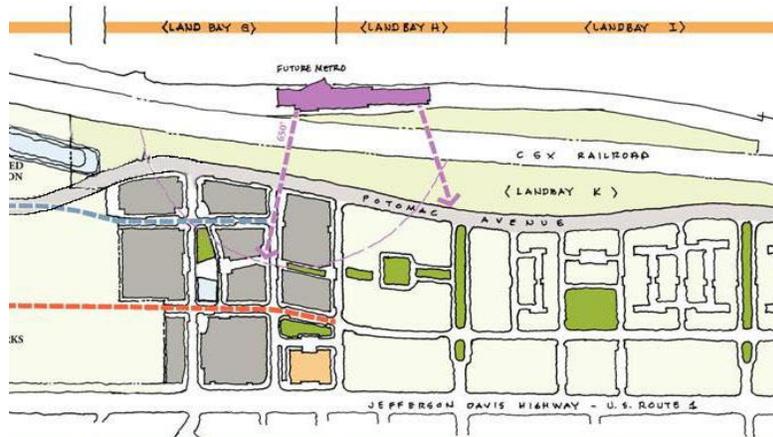
In addition to the revision to the design guidelines for Landbays J and L, staff is also recommending that Landbay N be dedicated to the City or a public access easement be provided for this triangular shaped piece of property adjacent to the bridge. While this landbay is part of the Potomac Yard approvals, the Concept Plan does not allocate density to this landbay.



When the Concept Plan was originally approved in 1999, the possible realignment of the Monroe Avenue bridge was not finalized and potential redevelopment of the properties within the Braddock Metro are was unclear. However, with the current realignment of the new Route 1 bridge, the recent adoption of the Braddock Metro Plan and the recent approval of the Jaguar development, the land-use and planning approvals have identified this area as an opportunity for a gateway to the Braddock neighborhood and a location for a landscaped area and possible pedestrian connection. In fact, when the Jaguar development was recently approved a condition of approval required the Jaguar development to improve this triangular area with landscaping and pedestrian improvements. Staff is recommending that this approximately 2.78 acre site be dedicated to the City for open space or a perpetual open space easement be provided to ensure that this area remains open and functions as a gateway to the Braddock neighborhood. Staff is recommending that the area be dedicated or a public access easement be provided prior to preliminary development plan approval for Landbays H, I or J.

K. Possible Metro Station:

As part of the proposed amendments to Potomac Yard, staff prepared a conceptual analysis of possible funding sources for a Metro station at Potomac Yard. (see Attachment #1) In summary, based on the current level of review and certain development assumptions for Potomac Yard, sufficient new tax revenues to finance a Metrorail station could be generated at full build out of Land Bays G and H, as well as the Potomac Yard retail center. However, those revenues will grow incrementally over a decade or more until they reach their peak. The challenge



for the City if it decides to proceed with building a new Metro station in Potomac Yard will be to develop a financing plan which provides borrowing for upfront construction funding for the Metrorail station and then structures an amortization plan to repay that borrowing. Any plan of finance will also need to be consistent with the City's overall debt management practices and long range capital financing goals.

Because Landbay G and Landbay H can be redeveloped even if a Metro station is not constructed, the City will need to determine if the investment of new taxes generated by the development in the PYRC and Landbays G and H provides a sufficient return on investment in overall community long-term transportation benefits to be warranted.

L. Fiscal:

Based on 2008 real estate tax assessments, the City currently receives about \$0.6 million in real estate taxes from Landbays G and H. At full build out, if the density transfer is approved, Landbays G, H and partial I would include some 1.6 million square feet of office and retail units, as well as 848 residential units and 625 hotel rooms. When complete, the real estate assessed value would total approximately \$1.1 billion. At the current City real estate tax rate of 84.5 cents, this \$1.1 billion in future property value would generate \$9.6 million in real estate taxes annually. In addition, the retail and 625 hotel rooms in Landbays G and H would generate \$2.8 million per year in sales, meals and transient occupancy taxes. Hotel occupancy taxes would produce \$2.6 million of this \$2.8 million. In total, the direct tax revenue impact at full buildout Landbays G, H and partial I in 2008 dollars would \$12.4 million in annual tax revenues generated for the City. While City expenditures would increase to support this development, such expenditures would utilize only a small amount of the \$12.4 million in annual tax revenue generated.

VI. COMMUNITY PROCESS:

There has been a full and open public process in the preparation, review and consideration of this proposal. The following is a list of meetings with the Planning Commission, PYDAC, and the community.

May 29, 2008	Community Meeting #3 & PYDAC #4 (scheduled)
May 14, 2008	PYDAC #3
May 6, 2008	Planning Commission Work Session
April 29, 2008	Community Meeting #2
April 9, 2008	PYDAC Meeting #2
April 3, 2008	Community Meeting #1
March 12, 2008	PYDAC Meeting #1

VII. CONCLUSION:

Staff recommends **approval** of the applicant's Master Plan, zoning text and CDD concept plan amendments, subject to the recommended conditions below. The proposed amendments transfer office density to support the Town Center, allow increased height consistent with the transferred office density, allow increased retail space to support the Town Center, and allow greater flexibility as to residential uses. These changes, while significant, retain the same goals as the land use and design concepts approved in 1999 for Potomac Yard while helping to make those concepts more feasible and achievable.

STAFF: Faroll Hamer, Director, Department of Planning & Zoning;
Jeffrey Farner, Deputy Director, P&Z
Terry Russell, Principal Planner, P&Z
Claire Gron, Urban Planner, P&Z
Matthew North, Urban Planner, P&Z
Tom Culpepper, Deputy Director, T&ES

Introduction -- Findings

- F-1. The applicant, Commonwealth Atlantic Properties (“CAP”),¹ has submitted various documents related to its application for approval of a concept plan for the Potomac Yard/Potomac Greens Coordinated Development District,² less the portion of the district known as Old Town Greens, which is located on the east side of the Metro rail tracks, between Slater's Lane and the Potomac Greens site.³ Two of these documents are considered to constitute the applicant's Proposed Concept Plan for this CDD: (1) the plan sheet entitled “Conceptual Design Plan, Overall Plan, Potomac Yard/Potomac Greens Coordinated Development District,” dated “05/99” (hereinafter referred to as the “Proposed Overall Plan Sheet”); and (2) the document entitled “Potomac Yard Urban Design Guidelines,” dated March 12, 1999, and reissued April 28, 1999 (referred to as the “Proposed Design Guidelines”).⁴
- F-2. The concept plan that is being recommended for approval for the Potomac Yard/Potomac Greens Coordinated Development District (the “**Concept Plan**”) consists of the following:
- (a) the Proposed Overall Plan Sheet, as modified by staff to reflect the changes which staff is recommending to the applicant's proposal (this modified sheet is referred to as the “**Concept Plan Sheet**” and is attached as Attachment A-1);
 - (b) the Proposed Design Guidelines, as modified by staff to reflect the changes which staff is recommending to the applicant's proposal (these modified guidelines are referred to as the “**Concept Plan Design Guidelines**” and are attached as Attachment A-2); and
 - (c) the conditions set out below under the heading, “Plan Conditions” (the “**Concept Plan Conditions**”).
- F-3. In addition, an alternative to the Concept Plan is also being recommended for approval, although this recommendation, as explained below in paragraph 4, is conditioned upon the occurrence of certain events in the future. This alternative concept plan is referred to as the “**Alternative Concept Plan.**” The Alternative Concept Plan consists of the following:

¹ Unless the context plainly indicates otherwise, the term “CAP” includes any successor to the applicant “CAP's interest in any of the property which makes up the Potomac Yard/Potomac Greens Coordinated Development District. Thus, obligations imposed on “CAP” by these conditions are also imposed on those to whom CAP conveys property within the Coordinated Development District.

² Other documents submitted by CAP in conjunction with its application, including the application itself, the illustrative concept plan, and responses to issues raised by the City are considered background and information materials, and are not included in any concept plan that is being recommended for approval. CAP's entire concept plan application is contained in a separate three-ring binder.

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

⁴ The Proposed Overall Plan Sheet and the Proposed Design Guidelines are set out following tab 2 and tab 3, respectively, in the separate three-ring binder that contains CAP's concept plan application.

- (a) the Concept Plan Sheet, as modified by staff to reflect the changes which this conditional plan makes to the Concept Plan (this modified sheet is referred to as the “**Alternative Concept Plan Sheet**” and is attached as Attachment B-1);
- (b) the Concept Plan Design Guidelines, as modified by staff to reflect the changes which the conditional plan makes to the Concept Plan (these modified guidelines are referred to as the “**Alternative Concept Plan Design Guidelines**” and consist of the Concept Plan Design Guidelines less the pages of these guidelines which need to be revised to incorporate changes called for by the conditional plan, plus replacement pages for the removed pages that contain these changes (the “**Replacement Pages**” which are attached as Attachment B-2); and
- (c) the conditions set out below under the heading, “Plan Conditions” (the “**Alternative Concept Plan Conditions**”).⁵

F-4. The major land use distinction between the Concept Plan and the Alternative Concept Plan involves the portion of the CDD that lies west of the relocated rail lines and generally to the south of Howell Avenue (extended into the CDD). In this area, the Alternative Concept Plan primarily differs from the Concept Plan in that it provides: (i) for the elimination of the current Monroe Avenue bridge and of the current Route 1 roadway between Monroe Avenue and Howell Avenue; (ii) for the construction of a new road structure that provides a direct and relatively straight connection between the intersection of Route 1 and Slater's Lane, at the east end of the current Monroe Avenue bridge, and Route 1 in the vicinity of Howell Avenue (the “New Route 1 Connector”); (iii) for the realignment of certain streets, including Monroe Avenue and its tie-in to the New Route 1 Connector; and (iv) for changes in proposed land uses and proposed areas of open space largely in this portion of the CDD.

Plan Conditions⁶

The Alternative Concept Plan Trigger Condition

- 1. The Concept Plan shall be the operative concept plan for the CDD, under § 5-604 of the Zoning Ordinance, unless and until the condition set forth in this paragraph (the “Trigger”) is timely satisfied and written notice of its satisfaction is provided by the City Manager to CAP, in which case the Alternative Concept Plan shall become and remain the operative concept plan for the CDD until amended or rescinded by City Council. The Trigger is as follows:
 - (a) On or before October 1, 2000, CAP shall prepare, and submit to the City for its review and its approval or disapproval (which review shall not exceed 120 days), construction documents, in sufficient detail to obtain construction bids, for both the infrastructure to be

⁵ The Alternative Concept Plan Conditions differ primarily from the Concept Plan Conditions in that they contain additional provisions that address the construction of the New Route 1 Connector (a term defined in paragraph 4), the demolition of the Monroe Avenue bridge and the realignment of Monroe Avenue.

⁶ These conditions are applicable to, and are a part of, both the Concept Plan and the Alternative Concept Plan, except where otherwise expressly provided in the paragraphs below or where it is obvious from a condition that it applies only to one plan.

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

constructed and the related work to be undertaken pursuant to the "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Design -- Concept Plan," (the "Concept Plan Connection Design") and the infrastructure to be constructed and the related work to be undertaken pursuant to the "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Design -- Alternative Concept Plan" (the "Alternative Concept Plan Connection Design.") (These two "Connection Designs," which show alternative ways of connecting the new "spine road," or Potomac Avenue, with Route 1 and, more generally, the different infrastructure schemes for the portion of the CDD that lies, generally, between the northern side of Howell Avenue (extended into the CDD) and the southern side of the Monroe Avenue bridge, are shown in the document entitled "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Concept Design --Two Options," which is attached as Attachment C.)

- (b) After receiving the City's approval of the construction documents, CAP shall obtain from construction and engineering (and any other appropriate professional) firms, which are acceptable to the City, estimates of the construction cost for each of these two Connection Designs. The cost estimate for the Concept Plan Connection Design shall be known as the "Concept Plan Cost Estimate," and the cost estimate for the Alternative Concept Plan Connection Design shall be known as the "Alternative Concept Plan Cost Estimate." No later than 120 days after receiving the City's approval of the construction documents, CAP shall submit the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate, along with detailed information showing the basis for each estimate, to the City for its review and approval. The City shall have 150 days from its receipt of the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate to review and determine whether or not to approve them.
- (c) No later than 90 days after its approval of the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate (the "Trigger Deadline"), and based on these estimates, the City shall determine whether it will assume responsibility for the difference between (i) the actual cost for constructing the Alternative Concept Plan Connection Design generally in accordance with the construction documents approved by the City pursuant to subparagraph (a) (the "Alternative Concept Plan Actual Cost") and (ii) the projected "actual" cost for constructing the Concept Plan Connection Design (the "Concept Plan Projected Actual Cost"), such difference to be known as the "Plan Cost Difference."

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

For each Special Cost, the Concept Plan Estimated Special Cost shall be defined as the portion of the Concept Plan Cost Estimate that is estimated for the particular Special Cost; the Alternative Concept Plan Actual Special Cost shall be defined as the portion of the Alternative Concept Plan Actual Cost that consists of the particular Special Cost; and

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

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

A Special Cost shall be defined to be the cost to accomplish, or the cost otherwise associated with, each of the following matters which relate to activities that will be undertaken in the course of implementing the Concept Plan Connection Design, the Alternative Concept Plan Connection Design, or both.

- (1) Special Cost -- Demolition: the cost to remove the existing Monroe Avenue bridge, including removal of bridge abutments, approach lanes to the bridge, and subsurface structures supporting the bridge, and disposal of waste materials, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost, for the most part, would be incurred in the implementation of the Alternative Concept Plan Connection Design, but not in the implementation of the Concept Plan Connection Design;
- (2) Special Cost -- Maintenance of Traffic: the cost of activities required to maintain acceptable traffic conditions on Route 1 (e.g., placement or construction of temporary structures) and of the consequences that such activities or other traffic maintenance requirements will have on other construction activities (e.g., increased cost due to construction activities having to be performed outside of normal hours, or due to limitations being placed on the hours in a period during which construction activities may take place), but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan;
- (3) Special Cost -- Relocation of Utilities: the cost to relocate existing underground utilities, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan;
- (4) Special Cost -- Soils: the cost of activities associated with the foundation systems of the bridge or bridge system connecting Route 1, at its intersection with Slater's Lane, with a roadway within the presently-defined Potomac Yard, which activities are required by actual soil conditions within the Yard that differ from the conditions that were used in preparing the cost estimates under subparagraph (b) above, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan; and

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

- (5) Special Cost -- City Construction: the cost premium or the cost saving, regardless of the cost item, due to the City itself undertaking the construction of a portion of the Alternative Concept Plan Connection Design pursuant to subparagraph (e) below. This cost premium or cost saving, if any, would be incurred only if the Alternative Concept Connection Design were constructed and the City were to decide to construct a portion of this connection design.
- (d) If the City determines that it will assume responsibility for the Plan Cost Difference, and if it conveys this determination in writing to CAP on or before the Trigger Deadline, then the Concept Plan shall no longer be of any force or effect, and shall be replaced by the Alternative Concept Plan as the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD. If the City determines that it will not assume responsibility for the amount of the Plan Cost Difference, or if it conveys no determination to CAP before the Trigger Deadline, then the Concept Plan shall remain the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD.
- (e) If the City determines that it will assume responsibility for the Plan Cost Difference, then it shall exercise that responsibility either by constructing a portion of the Alternative Concept Plan Connection Design that has a construction cost equal to the amount of the Plan Cost Difference, by contributing the amount of the Plan Cost Difference toward CAP's construction of the Alternative Concept Plan Connection Design, or by otherwise making funds equal in amount to the Plan Cost Difference available for the construction of the Alternative Concept Plan Connection Design. Whether the City constructs a portion of the Alternative Concept Plan Connection Design, contributes toward the construction of the Alternative Concept Plan Connection Design or otherwise makes funds available toward such construction is a determination to be made by the City in its sole discretion.
- (f) In the event that the Alternative Concept Plan becomes the operative concept plan pursuant to subparagraph (d) above, within 90 days of submission by the Applicant to the City of the preliminary development plan for a development consisting of 250,000 square feet or less or, if larger, for a development consisting of a single building, which development, upon completion, would require, in order to secure a certificate of occupancy for all its square footage, completion of the infrastructure improvements described in subparagraphs 15(a) and 15(d) below (the "Trigger Plan"), the City shall provide the Applicant with evidence that funds for the Plan Cost Difference will be available for the purpose of constructing the Alternative Concept Plan Connection Design within one year of the date such evidence is provided. In the event that such evidence cannot be provided by the City within the required time period, then the Alternative Concept Plan shall no longer be of any force or effect, and shall be replaced by the Concept Plan as the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD.

- (g) In the event the City disapproves construction documents submitted to it by CAP under subparagraph (a), or disapproves the Concept Plan Cost Estimate or Alternative Plan Cost Estimate submitted to it by CAP under subparagraph (b), the City shall, at the same time it notifies CAP of its disapproval, inform CAP of the basis for its disapproval. Thereafter, and within a reasonable period of time, CAP shall revise the construction documents or adjust the cost estimates to address the basis for the City's disapproval, and submit the revised documents or adjusted estimates to the City for its approval or disapproval, which the City shall provide within 60 days of its receipt of the CAP submission. This process shall continue until City approval of the construction documents or cost estimates has been obtained. Notwithstanding any other provision of this paragraph, the City shall not unreasonably withhold its approval of any construction documents or any costs estimates submitted to it by CAP.

General

2. Any preliminary development plan for the CDD, filed or pursued under § 5-605 of the Zoning Ordinance, shall be consistent with, and shall meet all requirements which are part of, the Concept Plan or, if in effect, the Alternative Concept Plan, including the design guidelines which are part of the operative concept plan; provided, that no preliminary development plan for any portion of the CDD to the west of the relocated rail lines and to the south of Howell Avenue (extended into the CDD), and no site plan proposing a permitted or special use in this portion of the CDD, may be filed or pursued by CAP prior to the Trigger Deadline.

Uses

- 3A. A preliminary development plan and/or any associated development and/or zoning applications for Landbay L shall not be submitted for review to the City prior to a comprehensive analysis by the City of Potomac Yard including but not limited to Landbay L and all associated and applicable Master Plan and/or zoning approvals have been approved by the City. In the event the City has not approved all necessary Master Plan and/or zoning approvals as part of the comprehensive review of Potomac Yard including but not limited to Landbay L by June 1, 2010, Potomac Yard Development LLC ("PYD"), or its successors shall be permitted to file a development plan for Landbay L which shall be subject to all applicable provisions of the CDD Concept Plan, transportation management plan, Potomac Yard Design Guidelines and Zoning Ordinance. In no event shall the comprehensive analysis of Landbay L reduce the approved development levels below those resulting from the transfer of density in CDD Concept Plan Amendment #2008-0001. (City Council)
- 3B. CAP may transfer square footage that is approved in the Concept Plan or, if in effect, the Alternative Concept Plan from one to another Landbay, with the approval of the Director of P&Z, subject to the following limitations:
- (a) no transfer shall cause the net square footage of retail use or office use, or the number of dwelling units, in a Landbay (i.e., whether the transferor or transferee landbay) to increase or decrease by 15% or more from the net retail square footage or the net office square footage, or the number of dwelling units, approved for that Landbay in the Concept Plan or, if in effect, the Alternative Concept Plan;

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

- (b) no transfer shall cause or result in the decrease of any square footage of retail use from Landbay "G" (the "Town Center"); and
 - (c) no transfer shall cause or result in a change to any element in or part of the Concept Plan or, if in effect, the Alternative Concept Plan other than an increase or decrease in the amount of retail or office use, or in the number of dwelling units, that is consistent with subparagraph (a).
 - (d) office floor area within Landbay G and/or Landbay H may be converted to ground floor retail use through a special use permit provided that the conversion occurs as part of the development plan for each Landbay(s) and shall also be subject to the following, unless otherwise determined by the City retail study:
 - (i) Any conversion of office floor area to retail floor area shall occur on a one for one gross floor area for the office and retail uses.
 - (ii.) For Landbay G, the conversion shall not decrease the amount of ground floor retail floor area below 80,000 sq.ft. and the conversion shall not allow an overall retail floor area above 195,000 sq.ft.
 - (iii.) For Landbay H, the conversion shall not decrease the amount of ground floor retail floor area below 5,000 sq.ft. and the conversion shall not allow an overall retail floor area above 20,000 sq.ft. (City Council)
4. For purposes of these concept plan conditions, "retail" is defined to include retail shopping establishments, restaurants, personal service establishments, banks, amusement enterprises, health clubs and any other activity that involves a significant degree of pedestrian activity, as determined by the Director of P&Z. Within landbay "G," space approved for "retail" use shall only be occupied by retail use.
- 4A. Potomac Yard Development LLC ("PYD"), or its successors, shall hire a LEED accredited professional as a member of the design and construction team for each landbay(s) and/or building(s). The accredited professional(s) shall incorporate sustainable design elements and innovative technologies into the project. The office/commercial building(s) with the exception of Landbay F shall achieve LEED certification under the U.S. Green Building Council's System and incorporate sustainable design elements and innovative technologies into the project. The residential buildings, with the exception of Landbay F shall explore the possibility of LEED certification under the U.S. Green Building Council's System or comparable program including but not limited to Earthcraft. PYD or its successors shall also work with the City for reuse of the existing building materials as part of the demolition process.
- 4B. The Potomac Yard Design Guidelines for Landbay H shall be amended to reflect the additional office floor area permitted through CDD Concept Plan Amendment 2008-0001 and shall be consistent with the Design Guidelines for the Town Center. At a minimum, the Design Guidelines for Landbay H shall require all parking for the office buildings and multifamily buildings to be entirely below grade and provide for a pedestrian-friendly, barrier-free streetscape with active uses along a majority of the street frontage. The revised Design Guidelines shall be approved by the Planning Commission and City Council prior to or concurrent with the approval of a development special use permit for Landbay H.
- 4C. Potomac Yard Development LLC ("PYD"), or its successors, shall increase the provided ground level open space as part of the approval of the preliminary development plan(s) for Landbay J and Landbay L. If a revised plan is approved for Landbay L as required in

condition 3A, the open space requirements of the comprehensive plan shall govern for Landbay L.

5. In addition to the preliminary development plan approval that is required for every building constructed within the CDD pursuant to an approved concept plan, any use locating within such a building, which is a “special use” under the regulations in effect at the time of this concept plan approval for the CD, CG or CL zone in the City's Zoning Ordinance, shall obtain a separate special use permit, pursuant to section 11-500 of the Zoning Ordinance.
6. Accessory residential units (e.g., Granny Flats) may be constructed within the CDD only if they are counted as residential units and all required parking is provided.

Open Space

7. The following open spaces within the CDD shall, upon the completion of their improvements, be dedicated by CAP to the City:
 - (a) the portion of Braddock Field, which is within Potomac Yard Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines (this portion of the field lies within the CDD and will be combined with public land adjacent to the CDD to form the field that is to be improved by CAP);
 - (b) Monroe Field No. 1, which is within Potomac Yard Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (c) Monroe Field No. 2, which is within Potomac Yard Park (a playfield that staff has relocated from Potomac Greens to the Yard), as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (d) the remainder of Potomac Yard Park (i.e., Potomac Yard Park, less the three fields identified in subparagraphs (a) through (c); also referred to below as the “Potomac Yard Linear Park”), as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (e) the southern portion of CAP's proposed Rail Park (i.e. all of the proposed park except the northern most approximately 1.2 acres) that is described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (f) Howell Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (g) the finger parks along Custis Avenue and Swann Avenue, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines; and
 - (h) the portion of Potomac Greens Park that consists of approximately 16 acres of environmentally-protected land located in the northern and eastern portions of landbay A, and an additional parcel of approximately one acre located immediately adjacent to said portion of the park at the north end of the landbay A

development, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines.

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

8. Landbay "E" (Four Mile Run) shall be made available by Potomac Yard Development LLC ("PYD"), or its successors, for commercial recreational uses, such as an ice rink, a tennis facility, a rock-climbing barn, a health club facility or a boating facility and may be made available for an ancillary restaurant use, commencing with approval of this concept plan for the CDD; provided, that, to the extent the approval of the National Park Service is necessary for such uses of this landbay, its approval shall be obtained. Landbay "E" shall be made available for these commercial recreational uses at rates that will attract and support them. If this landbay is not fully utilized in this manner at the time that any development within Landbay I or J has received final site plan approval, except for the site area already approved in Landbay I pursuant to DSUP #2004-0048, then PYD, or its successors, shall submit to the City an alternative plan for the landbay which provides for the provision of recreational amenities directly by PYD or its successors. Construction of any required improvements to Landbay "E" (Four Mile Run) shall occur prior to the issuance of a certificate of occupancy for any development in Landbay I or J except for the site area already approved in Landbay I pursuant to DSUP#2004-0048.

Grading

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

Parking

10. No parking reductions shall be requested for any residential uses within the CDD, except as provided for shared parking and on-site affordable units as set forth below and for “Granny Flats” where the requirement may only be reduced to one space per flat and where a limited number of on-street parking spaces may be used to meet the parking requirement. A parking reduction may be approved as part of a development special use permit for any on-site affordable residential units provided that the units comply with all applicable requirements and standards of Sec. 7-700 of the Zoning Ordinance and/or the applicable provisions of the City’s affordable housing policy. A parking reduction may be permitted as part of a comprehensive shared parking plan if approved as part of the development special use permit for each Landbay(s).
11. A minimum of 15% visitor parking, which may be on- or off-street, shall be provided for all residential uses.
- 11A. Parking for all office, and residential multi-family building(s) and/or Landbay(s) shall be located underground with the exception of Landbay F, and with the exception of one above grade parking structure within Landbay G which shall be entirely screened with active and/or architectural screening. Required parking for individual townhomes and other single family units such as stacked and duplex units shall front rear alleys.

Phasing and Preliminary Development Plan Processing

12. The CDD Landbay, Infrastructure and Open Space Phasing Plan
 - (a) The very first preliminary development plan application (excluding the preliminary development plan for Braddock Field) that is filed for the CDD shall be accompanied by a “**CDD Landbay, Infrastructure and Open Space Phasing Plan**” (the “CDD Phasing Plan”), which shall be updated and submitted with each subsequent preliminary development plan application that seeks approval of one or more buildings or structures within the CDD. No such preliminary development plan shall be approved unless the Director of P&Z and the Director of T&ES have approved the CDD Phasing Plan which accompanies the development plan application. The initial and each updated CDD Phasing Plan is intended to inform the City of CAP’s projections regarding the timing and nature of landbay, infrastructure and open space construction activities, and to ensure that the construction of the infrastructure systems identified below in subparagraph (b)(ii) is pursuant to a comprehensive plan, covering the entire CDD, that has been approved by the City. Notwithstanding the above, CAP may, at its discretion, submit an updated CDD Phasing Plan from time to time for review and approval by the Director of P&Z and the Director of T&ES; provided, that no such submission shall relieve CAP of the requirement that it submit an updated CDD Phasing Plan with each preliminary development plan application that seeks approval of one or more buildings or structures within the CDD.
 - (b) The initial and each subsequent CDD Phasing Plan shall satisfy the following conditions and requirements.
 - (i) As to landbays, the plan shall provide, for each landbay within the CDD, a general outline of the landbay and CAP’s most up-to-date projection of the times when construction of the different land uses (i.e., office, retail,

hotel and residential) described in the operative concept plan for the landbay is likely to commence.

- (ii) As to infrastructure, the plan shall provide, for each of the systems of infrastructure identified below in this subparagraph, (x) the general location and layout of the major components, or the backbone, of the system (such components to be determined by the Director of T&ES), and (y) the times when construction of these major system components is expected to commence (provided, that the projected times for the commencement of construction of these components shall be consistent with the schedule in paragraph 15 below). The systems of infrastructure to be addressed are:
 - (A) the system of major streets to be constructed within the CDD, which shall consist of the streets identified below in paragraph 15 and the four major east-west streets to be constructed within the CDD (East Glebe, Swann, Custis and Howell);
 - (B) the sanitary sewer system to be constructed within the CDD, including the Trunk Sewer (as defined below in paragraph 22);
 - (C) the stormwater sewer system to be constructed within the CDD; and
 - (D) the utility systems to be constructed within the CDD (e.g., electricity, water, gas, phone/communications and cable).
- (iii) As to open spaces, the plan shall provide, as to each open space area identified in the design guidelines (except neighborhood open spaces) for the operative concept plan, (x) the general location of the open space, and (y) the time when construction of the improvements to the open space is expected to commence (provided, that the projected times for the commencement of construction of the improvements shall be consistent with the schedule in paragraph 15 below).

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

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

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

along with the development plan, and shall be approved by Council in conjunction with its approval of the development plan.

- (b) Any subsequent preliminary development plan for the same landbay that requires or involves modifications (including additions) to the previously approved Landbay Preliminary Plan shall be accompanied by a new Landbay Preliminary Plan which includes all such modifications and complies with subparagraph (a). This new plan shall be submitted to City Council along with the preliminary development plan, and shall be approved by Council in conjunction with its approval of the development plan.
 - (c) Within 60 days of the approval of the first preliminary development plan for a landbay, and within 20 days of the approval of all subsequent preliminary development plans for such landbay, the Director of T&ES shall identify the components of the landbay's streets and sidewalks, sanitary sewers, storm sewers and utilities (and other infrastructure items identified by the Director under subparagraph (a)) that are shown in the approved Landbay Preliminary Plan, and the components of the landbay's open spaces that are shown in that Landbay Preliminary Plan, for which final engineering plans, profiles and, where applicable, calculations shall be submitted along with the final site plan for the landbay development that has just received development plan approval. No final site plan for a building or structure within a landbay shall be released unless the Director of T&ES has received as part of the final site plan submission, and has approved, the engineering plans, profiles and calculations for the infrastructure and open space components which the Director had identified.
14. The Directors of T&ES and P&Z may require that infrastructure, open spaces, land uses and other matters located outside of the landbay that is the subject of a preliminary development plan application also be shown and addressed in the application, if they deemed it necessary to properly assess the proposed development plan.
15. Construction of the infrastructure and open space improvements identified in the schedule below shall be commenced or completed in accordance with the dates or events in the schedule, unless a variation from the schedule is approved by City Council in conjunction with the approval of a preliminary development plan for the CDD. Following the completion of their construction, the new streets and the improvements to existing streets, which are identified in the schedule, shall be dedicated by CAP to the City.

Infrastructure Improvement

Commencement or Completion Date/Event

Streets

- (a) Potomac Avenue (Spine Road)⁷ --- Construction of this road from its tie-in with South Glebe Road or Crystal Drive in Arlington, to a tie-in with the New Route 1 Connector (see paragraph 15(d)), shall be completed and accepted prior to release of the final site plan for any development in Landbay I or J, except for the site area in Landbay I already approved pursuant to DSUP #2004-0048. Notwithstanding anything in this subparagraph (a) to the contrary, unless construction of this road has already occurred pursuant to this subparagraph, construction of the Spine Road from its tie-in with either South Glebe Road or Crystal Drive in Arlington to a tie-in, at grade, with current Route 1 in the vicinity of Windsor Avenue (or another location determined by the Director of T&ES) shall be completed before the issuance of a certificate of occupancy for 2,000,000 square feet of any new development in this portion of the CDD for which final site plan approval is given after the date of concept plan approval.
- (b) Main Street and South Main Street---Construction shall occur in phases with each landbay, and such construction shall be completed by the date or event described in the initial preliminary development plan approval for the landbay
- (c) Route 1 Improvements⁹ ----- Construction of the Route 1/transitway improvements from Howell Avenue to East Glebe Road shall commence within 90 days of infrastructure plan approval for the Route 1 Corridor Improvement Plan, including the transitway, and shall thereafter be diligently pursued to completion, subject to an agreement between the City and the Applicant for shared financial responsibility for the improvements.

⁷In the event the Alternative Concept Plan is in effect, and the City elects, under paragraph 1(e) above, to construct all or a portion of Potomac Avenue (the Spine Road), then the Applicant's ability to develop and receive certificates of occupancy within the CDD shall be affected by the date on which the construction of Potomac Avenue is completed only (i) if the City commences construction at or before the time that the construction would have been commenced by Applicant in order to have the construction completed within the deadlines in this subparagraph (a), and (ii) if the City thereafter diligently pursues the construction to completion.

⁹ Intentionally deleted.

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

- (d) Monroe Avenue bridge removal ---- Demolition of the current bridge, construction New Route 1 Connector and of the new connector and realignment of Monroe Avenue realignment¹⁰ Monroe Avenue shall be completed before the issuance of a certificate of occupancy for the earliest of the following: (i) for 800,000 square feet of new office development in the portion of the CDD west of the relocated rail lines (including office development consisting of interim, permitted and special uses), for which final site plan approval is given after the date of concept plan approval; (ii) for 1,750,000 square feet of any new development in this portion of the CDD (including development consisting of interim, permitted and special uses, but excluding hotel uses), for which final site plan approval is given after the date of concept plan approval; or (iii) for 3,250,000 square feet of any new development in this portion of the CDD and/or in the Arlington County portion of the Potomac Yard (including development consisting of interim, permitted and special uses, but excluding hotel uses), for which final site plan approval is given after the date of concept plan approval
- (e) East Glebe Road¹¹ -----Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay G
- (f) Swann Avenue----- Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay H

¹⁰ These infrastructure items are only required under the Alternative Concept Plan. See paragraph 4 above. Realignment of Monroe Avenue shall include tying the avenue into the street system within the CDD in a manner approved by the Director of T&ES. In addition, in the event the Alternative Concept Plan is in effect, and the City elects, under paragraph 1(e) above, to undertake all or a portion of the Monroe Avenue bridge removal, or of the construction of the New Route 1 Connector or the Monroe Avenue realignment, then the Applicant's ability to develop and receive certificates of occupancy within the CDD shall be affected by the date on which the construction of the New Route 1 Connector or of the Monroe Avenue realignment is completed only (i) if the City commences the removal or construction, or if applicable both the removal and construction, at or before the time that it would have been commenced by Applicant in order to have the removal and construction completed within the deadlines in this subparagraph (d), and (ii) if the City thereafter diligently pursues the removal and construction to completion.

¹¹ The streets addressed in subparagraphs (e) through (h) are east-west streets that are to be constructed within the CDD.

- (g) Custis Avenue ----- Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay I
- (h) Howell Avenue ----- Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay J

Sewers

- (i) Trunk Sewer¹² (to the wastewater ----- See paragraphs 22 and 23 below treatment plant operated by the Alexandria Sanitation Authority)
- (j) Collection System¹³ ----- See paragraph 24 below
- (k) Stormwater sewers ----- See paragraph 26 below

Stormwater Treatment

- (l) Master stormwater quality concept----- See paragraph 27 below plan

Open Space Improvement

Commencement or Completion Date/Event

- (m) Braddock Field¹⁴ ----- A preliminary development plan for the construction of this field shall be submitted to the City within four months of CAP's receipt of all necessary City and School Board consents to use public property on the site of the George Washington Middle School (see note 14); a final development plan shall be submitted to the City within two months of preliminary development plan approval; construction shall commence within three months of City approval of such final development plan, and shall thereafter be diligently pursued to completion.
- (n) Monroe Fields (final fields) ----- In the event the City determines not to assume responsibility for the Plan Cost Difference under paragraph 1 above, a preliminary development plan shall be submitted to the City within three months of such determination, a final development plan shall be submitted to the City within two months of the approval of the

¹² The Trunk Sewer is defined in paragraph 22 below.

¹³ The Collection System is defined in paragraph 24 below.

¹⁴ Braddock Field includes public land that is currently part of George Washington Middle School. The improvement of Braddock Field, therefore, requires the cooperation and consent of the City and the School Board.

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

preliminary development plan, and construction shall be commenced within three months of the approval of the final development plan and thereafter diligently pursued to completion; in the event the City determines to assume responsibility for the Plan Cost Difference under paragraph 1 above, construction shall commence within three months of completion of construction of the New Route 1 Connector and there-after be diligently pursued to completion.

(o) Monroe Fields (interim fields)¹⁵ ----- A plan for the construction of these fields shall be submitted to the City within four months of concept plan approval; construction shall commence within three months of City approval of such plan, and shall thereafter be diligently pursued to completion

(p) Pedestrian Bridge across rail tracks-- Potomac Yard Development LLC ("PYD"), or its successors, shall submit the pedestrian bridge design and location and all applicable documents for the pedestrian bridge across the WMATA and CSX rail tracks by March 1, 2008. The design of the pedestrian bridge shall be in consultation with the Potomac Yard Design Advisory Committee and the Park and Recreation Commission. The bridge design and location for the pedestrian bridge shall require review and approval by the Planning Commission and City Council. Construction of the pedestrian bridge shall commence prior to preliminary site plan approval for any development in Landbay I or J, except for the site area already approved in Landbay I pursuant to DSUP# 2004-0048. If the City has not approved the bridge design and location for the pedestrian bridge prior to October 31, 2008, PYD, or its successors, shall make a monetary payment including a reasonable cost escalation clause to the City equivalent to the design, construction and all applicable costs of the pedestrian bridge, such costs shall be mutually agreed upon by the City and PYD. The monetary payment shall be made prior to

¹⁵ The final Monroe Fields are unlikely to be constructed for many years. Therefore, CAP shall construct two fence-enclosed, regulation-size interim soccer fields, with parking for 65 vehicles and vehicular access to Route 1, at a location within the portion of the CDD west of the relocated rail lines which is approved by the Director of P&Z. Once the construction of these fields has been accepted by the City, the fields shall be operated and maintained by the City. These interim fields shall remain in use until construction of the final Monroe Fields is completed or, if earlier, the City determines no longer to utilize the interim fields.

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard
preliminary site plan approval for any future
development in Landbay I or J, except for the
site area already approved in Landbay I
pursuant to DSUP# 2004-0048

- (q) Potomac Yard Linear Park¹⁶ ----- Construction shall occur in conjunction with the development of each landbay which is adjacent to the Linear Park, and shall be completed by the date or event described in the initial preliminary development plan approval for the landbay; provided, that construction of the entire park shall be completed before the approval by final site plan of 2.5 million square feet of new development within the CDD
- (r) Rail Park ----- Potomac Yard Development LLC, (“PYD”), shall construct or dedicate Rail Park – at the City’s option, prior to the issuance of a certificate of occupancy for any future development in Landbay I or J, except for the site area in Landbay I already approved pursuant to DSUP#2004-0048. PYD or its successors, shall submit a *proposal for rail park or an alternative off-site dog park plan in another landbay consistent with the intent of the Potomac Yard Urban Design Guidelines* with all applicable documentation prior to March 1, 2008. The *proposal* shall require review and approval by the Planning Commission and City Council. Construction of the *approved* plan shall commence prior to preliminary site plan approval for any future development in Landbay I or J, except for the site area in Landbay I already approved pursuant to DSUP#2004-0048. If the City has not approved the *proposal* prior to October 31, 2008, PYD, or its successors, shall make a monetary payment including a reasonable cost escalation clause to the City equivalent to the design, construction and all applicable costs of the improvements to Rail Park as described in the Potomac Yard Urban Design Guidelines, such cost shall be mutually agreed upon by the City and PYD. The monetary payment shall be made prior to preliminary site plan approval for any future development in Landbay I or J, except for the

¹⁶ Potomac Yard Linear Park is the portion of Potomac Yard Park that lies along the rail lines on the east side of the Yard. It does not include Braddock Park, Monroe Field No. 1 or Monroe Field No. 2, all of which are also part of Potomac Yard Park.

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard
site area already approved in Landbay I
pursuant to DSUP#2004-0048

- (s) Potomac Greens Park ----- Construction shall occur in conjunction with the development of landbay “A,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (t) Howell Park ----- Construction shall occur in conjunction with the development of landbay “J,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (u) Swann Finger Park ----- Construction shall occur in conjunction with the development of landbay “H,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (v) Custis Finger Park ----- Construction shall occur in conjunction with the development of landbay “I,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (w) Neighborhood Parks ----- Construction shall occur in conjunction with the development of the landbay in which the particular neighborhood park is located, and shall be completed by the date or event described in the initial preliminary development plan approval for the landbay
- (x) Landbay “C” landscaping ----- Construction shall occur in conjunction with the development of landbay “A,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (y) Landbay – N ----- The approximately 2.78 acre Landbay N shall be dedicated to the City for passive open space purposes prior to preliminary development special use permit approval of Landbay H, I , J and/or L. Alternatively, a perpetual open space access easement shall be granted to the City for Landbay N prior to the preliminary development special use permit approval of Landbay H, I , J and/or L

15A. **Possible Future School Site**

- (a) A portion of the component of Potomac Yard Park consisting of Monroe Fields No. 1 and No. 2 — the portion to be identified by the Director of P&Z and the Superintendent of the Alexandria Public Schools (“ACPS”), and not to exceed three acres — shall be reserved and made available for the construction of a new ACPS school if, in the future, it is jointly determined by the city council and the school board to locate a new school at this site. If such a determination is made, and it is further determined by the council and board that more than the reserved land is needed for construction of the new school, then up to an additional two acres of adjacent land will be made available for the new school. Notwithstanding the prior provisions of this paragraph, the area that is identified by the Director and Superintendent shall be improved in accordance with the operative concept plan and paragraphs 15(n) and 15(o) above, and shall thereafter be both maintained as public open space and utilized for active recreation purposes until such time as it is determined to utilize the area for a new ACPS school.
 - (b) In recognition of the possibility that, in the future, a portion of Potomac Yard Park may be removed from active recreational use and placed in school use, CAP shall improve an area of approximately three acres, for active recreational use, in the Potomac Yard linear Park (see note 15), in the general vicinity of land bays “H” and “I,” and at a specific location to be determined by the Director of P&Z. The size of this area and the precise nature of these recreational improvements shall be determined by the Director of P&Z , after consultation with the City’s Parks and Recreation Commission, the Director of Recreation, Parks and Cultural Affairs, and CAP. Construction of these improvements shall occur at the time that development in this portion of the Linear Park is to occur under paragraph 15(q), and shall comply with applicable design guidelines.
16. A separate preliminary development plan shall be submitted by CAP for each of the open space areas that is to be dedicated to the City (see paragraph 7 above). The plan shall be considered by the Planning Commission and City Council, pursuant to the provisions of section 5-600 of the Zoning Ordinance.
17. A Potomac Yard Design Advisory Committee (the “PYDAC”) shall be established to assist the city in reviewing applications for preliminary development plan approval.
- (a) The Potomac Yard design advisory committee shall consist of nine members appointed by the city council, pursuant to title 2, chapter 4 of the Code of the City of Alexandria, Virginia, 1981, as amended, for staggered terms of two years. The committee shall include two members representing the Potomac East area; two members representing the Potomac West area; two members representing the Potomac Yard area; one member representing the business community, and two qualified professionals skilled in architecture or urban design.
 - (b) The purpose of the Potomac Yard design advisory committee is to review applications for preliminary development plan special use permit approval under this ordinance, within CDD No. 10 Potomac Yard/Greens, for compliance with the urban design guidelines applicable therein, and make recommendation on such applications to the planning commission and city council through the director.
 - (c) The director shall send a copy of any proposed preliminary development plan for the CDD to the committee, and the committee shall send its comments to

the director in time to be sent to the planning commission together with the staff report on the proposed plan. Each applicant for a preliminary development plan approval shall be encouraged to discuss its proposal with the committee, including prior to the filing of an application for approval of a preliminary development plan.

- (e) The committee shall establish a regular schedule which provides for meetings at least once per calendar quarter. Additional meetings may be scheduled by the chair of the committee, in consultation with the director.
- (f) Section 2-4-7(f) of the City Code, which prohibits a person from serving on more than one standing committee, shall not apply to service on the Potomac Yard design advisory committee; provided, however, that this subsection shall expire on December 18, 2007.

Permitted/Special/Interim Use

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

- 19. Land uses not approved in the Concept Plan or, if in effect, the Alternative Concept Plan, which are proposed for a landbay in the CDD for which no preliminary development plan (other than a development plan addressing only the development of open space) has been approved, shall be evaluated under the provisions in the Zoning Ordinance for the underlying zone applicable to the landbay. If defined as a special use under those provisions, such uses shall require a special use permit and, if defined as a permitted use, shall only require site plan approval; provided, that no such uses may proceed if they would “preclude development consistent with the conceptual design plan” (section 5-603(A)(1) of the Zoning Ordinance). A proposed permitted or special use shall be determined to “preclude development consistent with the conceptual design plan” if:
 - (a) development pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan, and in the landbay where the proposed use is to be located, is expected to commence before the expiration of the period during which the proposed use will be permitted to, or is reasonably expected to, continue;
 - (b) the use is proposed for a landbay that is adjacent to a landbay for which a preliminary development plan has been approved by City Council, and the Director of P&Z determines that the proposed use is incompatible with one or more of the uses identified in that approved development plan; or
 - (c) the use, if undertaken, would preclude the delivery of an infrastructure improvement identified in paragraph 15 above by the time set out in that paragraph.

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

Affordable Housing

21. Every preliminary development plan shall meet the requirements of the city-wide affordable housing policy that is in effect as the time the plan is submitted.

Sanitary and Storm Sewer

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

ASA, and construction of the system has commenced. At a minimum, the Collection System shall be designed to: (i) minimize the amount of forced mains and associated facilities, such as pump stations; (ii) redirect sewage flows from the ASA River Road Pump Station, and a portion (to be determined by the Director of T&ES) of wet-weather flows from the Four Mile Run Pump Station, to the Trunk Sewer; and (iii) redirect flows from the Retail Center in landbay "F" to the Trunk Sewer, in the event any portion of the Retail Center continues in operation beyond January 1, 2018.

25. No final site plan for any development within the CDD east of the relocated rail lines, shall be approved by the City, unless one of the following events has occurred:¹⁷
 - (a) a new gravity sanitary sewer has been constructed by CAP from the termination point of the forced main in Slater's Lane to the existing City sewer in Lee Street, and this new sewer has been accepted by the City and is in service; or
 - (b) the forced main from the Slater's Village/Potomac Greens Pump Station has been redirected to connect with the Trunk Sewer, and the Trunk Sewer has been accepted by the City and is in service.
26. All storm drainage systems within the CDD shall conform to the Potomac Yard Master Drainage Plan approved by the City on October 25, 1996.
27. Prior to the submission of the first preliminary development plan for any landbay within the CDD west of the relocated rail lines, a master stormwater quality concept plan for the CDD, which includes stormwater quality calculations, a description of the best management practices ("BMPs") proposed to be employed and the location of those BMPs, shall be submitted to and approved by the Director of T&ES.
28. Prior to the removal or abandonment of any existing storm or sanitary sewer that is located within the CDD, a replacement sewer shall be in place and in service, and all necessary dedications and easements relating to the replacement sewer shall have been granted and recorded.

Transportation¹⁸

29. Shuttle bus service to and from the Braddock Road Metro station and/or the Metro station in Crystal City shall be provided. The nature and extent of this service, the time when it shall commence, the time when it may terminate and similar issues shall be assessed and determined by the City in conjunction with its review of transportation management plan amendments which CAP must file along with its applications for preliminary development plan approvals.
30. (a) Unless and until otherwise authorized by the City as an amendment to the operative concept plan, CAP shall reserve, and shall undertake no activities

¹⁷ This paragraph is a restatement of condition # 47 of SUP 97-0010. That SUP approved the Old Town Greens residential development now under construction between Slater's Lane and Potomac Greens, and it remains in effect.

¹⁸ Most transportation conditions for the CDD have been recommended for inclusion in the Transportation Management Plan special use permit.

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

(except those reasonably required for maintenance and others approved by the Director of T&ES) in, an area in the CDD, between Potomac Greens and the Potomac Yard, that would be suitable for the location of a WMATA rail station (the "Metro Site"). In order to reserve the Metro Site in this manner, CAP shall convey a deed of easement to the City, or any other party identified by the City, which entitles the grantee to use or to authorize the use of the site for a WMATA rail station and for any ancillary purposes. The deed of easement shall also provide for reasonable access to the Metro site, by users of a rail station on the site, from both the adjacent Potomac Greens site and the adjacent Potomac Yard. Within 60 days of the approval of the concept plan for this CDD, CAP shall submit to WMATA a drawing which shows, and a statement which describes the boundaries of the Metro Site, and conveys CAP's view that the Metro Site contains sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station. CAP shall thereafter request, and diligently pursue, from WMATA a certification that the Metro Site contains sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station; provided that, with respect to this requirement for a WMATA certification, CAP shall be considered to have not satisfied the requirement only if WMATA affirmatively states that the Metro Site does not contain sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station.

- (b) In the event funding from sources other than CAP becomes available in the future for the construction of a WMATA rail station at the Metro Site, and the City concurs in the decision to proceed with such construction, CAP shall: (i) convey the Metro Site to WMATA, or another entity identified by WMATA, at no cost to the grantee party, for construction of a rail station (the "WMATA Conveyance"); (ii) if requested by the City, cooperate in the establishment of a special service tax district, or another district or area having a comparable purpose, within the CDD, or a portion thereof, to assist in financing the construction of the rail station, in accordance with the requirements of law; and (iii) to the maximum extent feasible, re-locate the uses in landbays G and H, as shown in the Concept Plan and the Alternative Concept Plan, in order to increase the utilization of the WMATA station by persons residing and working in these landbays. In the event that CAP, other than in a WMATA Conveyance, conveys any of the Metro Site property to another party, it shall ensure that the reservation required, and the other obligations imposed upon it, by this paragraph 30 shall continue and shall be binding upon the grantee party.

- 30A. In the event that funding from sources other than CAP becomes available in the future for a light rail or another similar transit system (apart from a heavy rail system that is addressed by paragraph 30 above) within the CDD, and the City concurs in a decision to proceed with the implementation of such a system, CAP shall, if requested by the City, cooperate in the establishment of a special service tax district, or another district or area having a comparable purpose, to assist in financing the system's implementation, in accordance with the requirements of law. In addition, at no time shall CAP undertake any activities within any of the rights-of-way that are shown in the operative concept plan, or within any of the open spaces shown in such plan that are to be dedicated to the City, that would preclude the construction or operation of a light rail or another similar transit system; provided, that in the event of such an activity, every effort shall be made to accommodate the intent of the design guidelines. Nothing in this paragraph shall affect activities undertaken pursuant to the operative concept plan outside of the rights-of-way and open spaces identified above.

31. The New Route 1 Connector, between its intersection with Slater's Lane and with the existing Route 1 (in the vicinity of Howell Avenue), shall provide, on both sides of the roadway, a minimum 8-foot walkway for use by pedestrians and bicycles.
32. Any traffic signalization proposed by CAP and approved by the Director of T&ES, or required by the Director, shall be shown on the final site plan for the portion of CDD in which or adjacent to which the signalization is to be installed. The costs to acquire and install all traffic signalization equipment that is approved or required by the Director shall be the responsibility of CAP, and payment of such costs shall be made to the City prior to the release of the site plan showing the signalization. Any signalization approved or required by the Director shall be installed and properly operating prior to the issuance of a certificate of occupancy for any building which is to be served by the signalization.

Miscellaneous

33. All utilities serving the CDD, whether located within or outside of the CDD, shall be placed underground, and the cost of doing so shall be the responsibility of CAP.
34. A permanent storage area within the CDD, no smaller than 20 feet by 20 feet, shall be made available by CAP for use by the City to place, on a short-term basis, sweeper debris. The area shall be acceptable to the Director of T&ES, and shall be made available to the City at the time a certificate of occupancy for 1.5 million square feet of new development within the CDD has been issued. The storage area shall be easily accessible by street sweeping and debris removal equipment, and may be incorporated in the waste disposal area of a building within the CDD.
35. If the Alternative Concept Plan becomes the operative concept plan for the CDD, CAP shall work with the City in the relocation of the Virginia Power substation, presently located at the west end of the Monroe Avenue bridge, to a new location along the existing Virginia Power underground transmission corridor, in order that pedestrian-oriented buildings may be constructed along the entire Monroe Avenue frontage facing Simpson Fields. The substation shall be architecturally integrated into the surrounding CDD development to the satisfaction of the Director of P&Z.
36. CAP shall be responsible for updating the Concept Plan Sheet and Concept Plan Design Guidelines, and the Alternative Concept Plan Sheet and the Replacement Pages (see paragraphs 2 and 3 above), so that these documents are current at all times. Before the very first preliminary development plan is filed with the City pursuant to this concept plan approval, CAP shall provide the City with two copies of the Concept Plan Sheet and Concept Plan Design Guidelines, and the Alternative Concept Plan Sheet and the Replacement Pages, which reflect the Concept Plan and Alternative Concept Plan approved by City Council. Thereafter, within 30 days of any modifications being approved to the Concept Plan and/or the Alternative Concept Plan, whether approved by City Council or approved pursuant to a concept plan condition, CAP shall file with the City two updated copies of the Concept Plan Sheet and the Concept Plan Design Guidelines, and if appropriate two updated copies of the Alternative Concept Plan Sheet and the Replacement Pages, which reflect the approved modifications. CAP shall not be able to file any application for preliminary development plan approval within the CDD unless fully updated and current concept plan documents have been previously provided to the City.
37. Any inconsistencies in the approved concept plan design guidelines shall be resolved by the Director of P&Z.

Master Plan Amendment #2008-0003
Text Amendment #2008-0003
CDD Concept Plan Amendment #2008-0001
Potomac Yard

38. Notwithstanding any contrary provisions in the Zoning Ordinance, both the approved Concept Plan and, in the event it becomes the operative concept plan for the CDD pursuant to paragraph 1 above, the approved Alternative Concept Plan shall remain valid for 25 years from the date of City Council approval of the Concept Plan.

Text Amendment #2008-0003

Staff recommends **approval** of the zoning text amendment subject to compliance with all applicable codes and ordinances and the following.

Article V.MIXED USE ZONES

* * *

Sec. 5-600 CDD/Coordinated development district.
* * *

5-602 *Coordinated development districts created, consistency with master plan, required approvals.*

(A) The CDD districts, as shown on Table 1, are as follows:

Table 1. Coordinated Development Districts

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
10	Potomac Yard/ Greens	The RB zone regulations shall apply to the area south of the Monroe Avenue Bridge and east of the Metro Tracks, the CSL zone regulations shall apply on the first 250 feet east of Rte 1. and the I zone regulations shall apply on the remainder of the site; except that the U/T regulations shall apply to an area approximately 120 feet wide located just west of the Metrorail right-of-way (area shown on the plat for Case REZ #95-0005) for the purpose of accommodating the relocated rail mainline on the yard, and except also that the area known as the "Piggyback Yard" and Slaters Lane portion of Potomac Yard (as shown on the plat for Case REZ #95-0004) may be developed pursuant to the CRMU-L zone provided that the Piggyback Yard: - shall contain no more than 275 dwelling units; - shall contain no more than 60,000 square feet of commercial space, of which no more than 30,000 square feet shall be office; - shall be planned and developed pursuant to a special use permit; -shall have a maximum height of 50 feet; and -shall generally be consistent with the goals and the guidelines of the small area plan	Up to 1,900,000 square feet of office space, <u>except that office square footage may be converted to retail square footage through the Special Use Permit process and compliance with all applicable conditions of the CDD Concept Plan.</u> Up to 625 hotel rooms. Up to 735,000 square feet of retail space. Up to 2,200 residential units.	Heights shall be as shown on the map entitled "Predominant Height Limits for CDD" (Map No. 24, Potomac Yard/ Potomac Greens Small Area Plan Chapter of 1992 Master Plan (1998 ed.)).	Predominately residential with a mix of land uses to include office, retail and service, hotel, parks and open spaces, and community facilities

Master Plan Amendment #2008 – 0003

Staff recommends **approval** of the Master Plan Amendment to the Potomac Yard/Potomac Greens Chapter of the Master to revise the text as outlined below and the height and use map as provided herein.

~~“ At least one third of the residential units be townhomes; no more than one third shall be multi-family units; no more than one third shall be stacked townhomes.”~~

“The residential buildings within Potomac Yard and each Landbay shall consist of a variety of buildings types and heights which should include townhouses, stacked-townhomes and multi-family units.”