

Docket Item #4 A-C

**Special Use Permit # 2009-0066**  
**Rezoning # 2009-0002**  
**Master Plan Amendment # 2009-0003**  
**Block P East**

| Application  | General Data       |  |
|--|--------------------|--|
| <u>Project Name:</u><br>Moving the eastern portion of Block P from Carlyle to the Eisenhower East Small Area Plan<br><br><u>Location:</u><br>760 John Carlyle Street and 1800 Eisenhower Avenue<br><br><u>Applicant:</u><br>Carlyle Plaza, LLC by Jonathan Rak | PC Hearing:        | December 1, 2009   |
|  | CC Hearing:        | December 12, 2009  |
|  | Plan Acreage:      | Carlyle – 76.5 acres<br>Portion of Block P that is the subject of this application– 93,503 sf (2.15 acres) |
|  | Zone:              | CDD #1 (current)<br>CDD #11 (proposed)   |
|  | Small Area Plan:   | Eisenhower East  |
|  | Historic District: | n/a  |

**Purpose of Application**

To amend the Carlyle SUP to remove the eastern half of Block P from the Carlyle Plan boundaries and rezone it CDD#11 for inclusion in the Eisenhower East Small Area Plan boundaries.

**Special Use Permits, Modifications, and other Approvals Requested:**

1. SUP to amend the overall Carlyle SUP to remove a portion of Block P and amendment of the Block P Design Guidelines.
2. Rezoning request to change a portion of Block P from CDD #1 to CDD #11.
3. Master Plan Amendment to amend the Eisenhower East Small Area Plan to include a portion of Block P.

**Staff Recommendation:** APPROVAL WITH CONDITIONS

**Staff Reviewers:** Katy Parker, AICP, LEED AP  
Gary Wagner, RLA

**CITY COUNCIL ACTION, DECEMBER 12, 2009:** City Council approved the Planning Commission recommendation.

**PLANNING COMMISSION ACTION, DECEMBER 1, 2009:** On a motion by Mr. Wagner, seconded by Ms. Fossum, the Planning Commission voted to **adopt** Resolution MPA #2009-0003. The motion carried on a vote of 7 to 0.

On a motion by Mr. Wagner, seconded by Ms. Fossum, the Planning Commission voted to **recommend approval** of REZ # 2009-0002 and SUP # 2009-0066, subject to compliance with all applicable codes, ordinances, staff recommendations and conditions, with the correction to condition 102C to amend the language to be consistent with what was approved by City Council on November 21, 2009 (the revised language was not included since the staff report for this case was distributed prior to the Council meeting). The motion carried on a vote of 7 to 0.

Reason: The Planning Commission agreed with the staff analysis and recommendations.

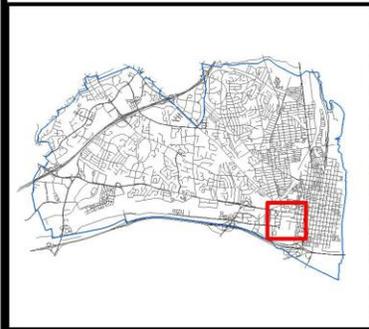
Speakers:

Jonathan Rak, attorney representing the applicant, spoke in support of the application. He provided additional information regarding the owner's need for the applications related to the timing of the formation of the Carlyle Community Council. He stated that these applications were necessary in order to fulfill the goals of the Eisenhower East and Carlyle Plans.

SUP # 2009-0066  
REZ #2009-0002  
MPA # 2009-0003  
Carlyle Block P



KEY MAP



**SUP #2009-0066**  
**REZ #2009-0002**  
**MPA #2009-0003**

**12/01/09**



## **I. EXECUTIVE SUMMARY**

The owner of Block P, Carlyle Plaza LLC, has requested an amendment to the overall Carlyle Special Use Permit (SUP 2253, as amended) to remove a portion of Block P from the Carlyle Plan, specifically, the eastern half of the block. Simultaneously, the owner is requesting a rezoning and a master plan amendment to place the eastern portion of Block P in the Eisenhower East Small Area Plan (EESAP).

Staff recommends approval of the amendment to the Carlyle SUP, rezoning request, and master plan amendment. Staff believes that these actions are appropriate and beneficial to the City in several ways:

- Development of an appropriate size and use on Block P East is crucial to the overall success of not just Carlyle but the rest of Eisenhower East.
- Under the existing Carlyle SUP, there is minimal density available for this approximately 2 acre piece of land. However, there is density assigned to this property in the EESAP and there is also additional density in the EESAP South Carlyle district that may become available to transfer to Block P East.
- Given the location of Block P East adjacent to the South Carlyle district and somewhat removed from the rest of Carlyle, it seems logical to include Block P East in the South Carlyle district.
- Addition of Block P East to the EESAP will have no effect on overall density or traffic in the EESAP planning area, as development on Block P was accounted for in the plan.
- Addition of Block P East to the EESAP will make any future development project on this property subject to the EESAP development rules. Thus, the City will have the opportunity to negotiate with the applicant on issues such as TMP, voluntary contributions to the City's affordable housing program, contributions to the East Eisenhower Open Space Fund, etc.

Block P is the only block in Carlyle that is south of Eisenhower Avenue and is surrounded by parcels that comprise the South Carlyle district of the Eisenhower East Small Area Plan. Currently, only the western half of Block P has an approved development proposal and building permit (although construction has not begun). The eastern half remains undeveloped and actually does not have enough floor area to develop a building per the Carlyle Design Guidelines for Block P.

In order to realize the plan vision for a building on the eastern portion of Block P, it will be necessary to transfer floor area to this half of the block. Within Carlyle, there is minimal available square footage to transfer to the eastern portion of Block P. However, in South Carlyle, there are several blocks that have not or do not plan to use the full floor area they were approved for in the EESAP. The floor area needed for development on Block P East could potentially come from one or more of these blocks.

Given that the bulk of available floor area resides within South Carlyle, it makes sense procedurally to put Block P East in the same district as the EESAP blocks from which it will receive floor area from. However, this requires several zoning approvals:

- An amendment to the Carlyle SUP is needed to adjust the overall amount of floor area for Carlyle to reflect the amount that is removed with Block P East. The Block P Design Guidelines must also be amended to reflect the changes to the lot size, floor area, and removal of conditions related to Block P East.
- A rezoning application is needed to change the zoning of Block P East from CDD #1 (the zoning of Carlyle) to CDD#11 (the zoning of the South Carlyle district).
- A master plan amendment is required to amend EESAP to reflect the inclusion of Block P East in the planning area and South Carlyle district. The Plan will also be amended to include the information for Block P East that is removed from the Block P Design Guidelines so this guidance is carried forward.

The timing of this application is particularly important given that Norfolk Southern, the original owner of all of Carlyle and current head of the Carlyle Development Corporation is preparing to transfer authority to the Carlyle Community Council (CCC) at the end of this calendar year. The CCC will be comprised of all land owners in Carlyle and will function like a property owners association. Amendments to the Carlyle SUP require written consent of either the SUP permittee (Norfolk Southern) or the association of land owners (the CCC) if one has been formed. Currently, the owners of Block P East have obtained the written consent of Norfolk Southern to proceed with this application. However, if Block P East remains in Carlyle after the formation of the CCC, this application and/or all future density transfers would need to be approved by the full CCC. This could prove to be cumbersome and problematic.

## **II. BACKGROUND**

### ***Block P – Location and History***

Block P is located south of Eisenhower Avenue between Hooff's Run Drive and Holland Lane. It is the only block in the Carlyle Plan that is south of Eisenhower Avenue and is surrounded by several blocks within the South Carlyle Coordinated Development District (CDD #11) that was created by the Eisenhower East Small Area Plan. Block P has been subdivided into four parcels. The westernmost parcel has an approved site plan and building permit for a 371,886 sf office building with ground floor retail. The parcel adjacent to this is reserved for the extension of John Carlyle Street. The two easternmost parcels are undeveloped, do not have any development approvals, and are the subject of this application.

With the approval of SUP # 2007-0094 in October 2007, approximately 95% of the floor area allocated to Block P per the Carlyle SUP was approved to be constructed in one building on the western half of the block. This left less than 25,000 sf of floor area for the eastern half of the block, which essentially meant a building could not comply with the Block P Design Guidelines since they contain a minimum height requirement of 80 feet. This resulting situation was noted in the staff report for that approval and it was acknowledged that a transfer of floor area to the east block would be necessary at a later date.

## ***South Carlyle Planning Process***

In October, 2008, staff briefed the Planning Commission on the status of Block P and on efforts to undertake a planning process to look at appropriate uses and density for the eastern portion of this block. Since that time, staff has been working closely with the owner of the property to implement this planning effort.

In order to determine the amount of floor area to transfer and appropriate uses for the block, staff directed the owner of Block P to undertake a comprehensive planning process to evaluate development options for Block P East in coordination with the adjoining parcels that comprise South Carlyle. The South Carlyle Planning process is currently underway and is exploring a variety of issues including the appropriate amount of retail for the area, traffic impacts, costs of underground parking given contaminated soil, location of the Resource Protection Area, and impacts to sewer capacity. This process is still ongoing and the results of it will be presented to the Planning Commission and City Council at a later date, potentially with a development proposal for Block P East.

## ***Zoning***

Given the property's current location within Carlyle which is governed by an SUP, the current and proposed CDD zoning, and the coordination with the EESAP, a number of zoning approvals are required to facilitate the applicant's overall goal of transferring Block P East to Eisenhower East. A summary of each application needed is provided below.

### ***Amendment to the Carlyle SUP***

The Carlyle Plan was originally approved in 1990 as a CO planned residential/ commercial development. Section 12-600 of the Zoning Ordinance, which applies to such CO developments, allows amendments to the Carlyle Plan through a special use permit provided that the application (1) does not increase the maximum floor area originally approved for the development, (2) does not allow uses that were not originally approved, and (3) does not cause the development to be noncompliant with the regulations for the zone the development is located in. Additionally, this section requires written consent from the SUP permittee (if they are in control of any association of landowners) or the association of landowners for any amendments to the SUP.

Development for the overall Carlyle Plan area was approved through SUP 2253 in 1990 and since then, amendments to this SUP have been requested and approved to allow various changes to the plan as needed. *Attachment #1* provides a summary of all applications and amendments to the Carlyle Plan. With this request, an amendment is again needed to the overall SUP to reflect the change in the Plan boundary and the reduction in floor area that will occur as a result of removing Block P East. Specifically, 29 sf of office and 24,267 sf of retail for a total of 24,296 sf would be removed from the Carlyle Plan. *Attachment #2* provides the updated floor area figures for Carlyle after the reduction. Pursuant to Section 12-600, the request does not increase the approved floor area for the overall Carlyle development (see Staff Analysis), does not include uses that are not approved by the original permit, and does not make the Carlyle development inconsistent with the CDD#1 zone.

In addition to the removal of Block P East, an amendment to the Block P Design Guidelines (originally approved by SUP # 2006-0042 and amended by SUP # 2007-0094) is required to reflect the change in floor area and land area. The specific design guidelines that pertain to Block P East will be reiterated in the EESAP and will be considered when a separate development proposal comes forward for the site. *Attachment #3* is the updated Design Guidelines for Block P.

#### Rezoning

Upon removal from Carlyle, development on Block P East will no longer be subject to the Carlyle SUP and CDD #1 zone. Since the overall goal of the application is to include Block P East in South Carlyle, the applicant has requested a rezoning to CDD #11, which is the zone created for the South Carlyle district with the EESAP. *Attachment #4* provides a map of the portion of Block P that will be rezoned. Upon being rezoned to CDD #11 and the subsequent inclusion in the EESAP, Block P East would be subject to any development controls required in Eisenhower East.

#### Master Plan Amendment

Although Block P remained in CDD #1, the EESAP included Block P in the development analysis for the CDD #11 zone, particularly due to the location of the block among the South Carlyle district parcels. Development thresholds were determined for the entire area south of Eisenhower Avenue using results from traffic studies performed during the planning process. Within the EESAP, development controls were established, which set the use and maximum floor area and height for each block (Figure 4-10 of the EESAP). Under this plan, figures for Block P (both the west and east blocks) were included in this table, even though Block P was technically not in CDD #11. A total of 615,000 sf was established for Block P, whereas a maximum of 396,182 sf is permitted by the Carlyle SUP. This implies that the impacts of the proposed floor area for Block P in the EESAP were considered with the rest of South Carlyle.

Furthermore, under the EESAP, underground parking is strongly encouraged by requiring any above grade parking to be counted towards the overall floor area for the block. However, in Carlyle, parking, whether above or below grade, is not counted toward the total floor area. The difference in floor area figures between Carlyle and EESAP results from this different accounting of floor area. By being placed in South Carlyle, the block will have 243,114 sf of floor area to work with (615,000 sf minus 371,886 sf from Block P West). However, most of this floor area will likely be used for the parking garage and additional floor area will still need to be transferred to the site.

In order to include Block P East in the South Carlyle CDD, the EESAP needs to be updated to reflect the inclusion of Block P East in the planning area and identify the development controls that are assigned to this block. Specifically, Figure 4-10 needs to be modified. References to Block P East will be changed to Block 26A to remove any discrepancies between Eisenhower East and Carlyle and the information for Block P West will be removed from the table to eliminate any confusion about the appropriate approval document. *Attachment #5* provides the

updated text for the table. The corresponding table in the Eisenhower East Design Guidelines (page 9) would also be modified with the same information.

Additionally, a number of design guidelines for Block P East were approved with the overall Block P Design Guidelines. With the applications, the Design Guidelines will be revised to eliminate references to this half of the block. However, this information should carry over to any future development on Block P East. Therefore, the EESAP will also be amended to include the already approved text of the Design Guidelines. *Attachment #5* provides the updated page of the EESAP.

### **III. STAFF ANALYSIS**

#### ***Impact of Removing Block P East from Carlyle***

##### Floor Area Ratio (FAR)

When considering this request to remove Block P East from the Carlyle Plan, a number of issues had to be analyzed. First and foremost was the impact to the Floor Area Ratio since Section 12-600 prohibits any amendments that would increase the FAR. Per the Carlyle SUP and the CDD #1 zoning (Section 5-602 of the Zoning Ordinance), the FAR for the overall development is permitted to be a maximum of 2.62. The table below summarizes the current FAR and the proposed FAR without Block P East to verify that the FAR is still well below the 2.62 FAR maximum.

|                             | <u>Floor Area (sf)</u> | <u>Land Area (sf)</u> | <u>FAR</u> |
|-----------------------------|------------------------|-----------------------|------------|
| Current (With Block P East) | 6,907,000              | 3,334,502             | 2.07       |
| Without Block P East        | 6,882,704              | 3,240,999             | 2.12       |

##### Transportation Management Plan and Traffic

Potential impacts to the Carlyle Transportation Management Plan (TMP) with removal of Block P East were also considered. Carlyle has a single TMP that was approved with the original approval in 1990 for the entire development and all land owners within Carlyle are subject to the requirements of it. Upon review, removal of Block P East would not impact any assumptions that were made for the TMP nor would it impact any of the actions the TMP is designed to carry out.

With regard to traffic impacts, there would be no change in the original assumptions for a traffic study resulting from moving Block P East to South Carlyle. No additional floor area is being created by this application, which would imply that no additional traffic impact is created. As part of the South Carlyle Planning Process, the applicant is reviewing the impact to traffic of transferring additional floor to the site, but that will be reviewed with the formal request to transfer floor area.

Open Space

The impact to open space was also an issue considered with this application. While the overall amount of open space for Carlyle would decrease with removal of Block P East, the percentage would remain relatively the same since open space is provided individually on each block and in several key locations. The improvements to the open space attached to Block P East would still be a requirement of any development on this property, but would not be associated specifically with Carlyle.

***Impact of Including Block P East in Eisenhower East***

The impact of transferring Block P East to the EESAP appears to be minimal. From a floor area perspective, the amount of floor area that was planned for this block under EESAP will be modified to reflect the development that has already occurred on the west block under the Carlyle SUP. The leftover amount on Block P under the Carlyle SUP (24,296 sf) is already included in the floor area figures from EESAP. Thus, the total amount of development that was planned for Carlyle and South Carlyle will remain essentially the same. The location of where this development occurs *within* these two areas will be modified. In addition to floor area, there are a few other issues that are treated differently in South Carlyle as compared to Carlyle that should be considered.

Above Grade Parking

As discussed earlier, development in Carlyle does not count the floor area from above grade parking garages, which is different from what is allowed under the EESAP. By transferring into South Carlyle, future development on Block P East will be required to count all floor area above grade, including any above grade parking. The owners of Block P will need to consider the amount of above grade parking they will provide as it will have impacts to their overall floor area and the amount needed to be transferred to the block.

Review by the Design Review Board (DRB)

Per the Carlyle Plan, review and approval by the Carlyle Design Review Board is required for any development proposal. In Eisenhower East, the Eisenhower East Design Review Board (which is comprised of the same individuals) is only an advisory review board. However, a significant difference for Eisenhower East is the fact that a development proposal is required to be approved by the City Council, which is not the case for development in Carlyle.

Open Space

As discussed above, any development proposal for Block P East will be required to provide the funding for the design and installation of the southern crescent park that will be created with the removal of the rotary at the intersection of Eisenhower Avenue and Holland Lane. The EESAP will be amended to include this language so it carries forward. Additionally, like all development in Eisenhower East, a contribution to the Eisenhower East Open Space Fund will also be required. As with other developments, the value of improvements to the crescent park would be deducted from the total contribution amount.

### Street Network

Currently, all the streets within Carlyle are owned by the Carlyle Development Corporation with a public access easement. Although they are privately owned, the City does maintain them and they function as public streets. A significant component of the EESAP, particularly in South Carlyle is the creation of a street network. Under this plan, land for right-of-way is to be dedicated to the City. For Block P East, land would be required to be dedicated for the extension of the east-west street along the southern property line (Savoy Street). Portions of Savoy Street were installed with the development of Block 27, but land from Block P East is necessary to complete the street section. This street would eventually connect to Holland Lane on the east through the small ASA property (Block 26B).

### Transportation Management Plan

In Eisenhower East, developments are required to provide individual Transportation Management Plans (TMP). This is a change from Carlyle, where there is one TMP that was created for the entire development area. The EESAP does address the goal of implementing a district-wide TMP for all of Eisenhower East, but until such a time that that is created, TMPs are provided on a development by development basis.

### ***Sources of Floor Area for Potential Transfer***

Currently, there are seven blocks within South Carlyle and CDD #11. Within these blocks there are several options for sources of floor area for Block P East. The largest source comes from Blocks 29 and 30 which are the two blocks that have been purchased by the Alexandria Sanitation Authority (ASA) for expansion of the wastewater treatment facility.

The EESAP originally approved 170,000 sf of residential for Block 29 and 512,000 sf of office for Block 30. It is unlikely that all of this floor area will be used on these blocks for the ASA expansion and some of this could potentially be transferred to Block P East. Specific amounts have not been determined at this time since ASA is currently in the process of preparing development plans for the site and does not have exact floor area figures yet. This would need to be resolved prior to any amendments to the EESAP to transfer floor area. ASA also owns Block 26B which is approved for 124,000 sf of residential floor area. No plans have been proposed for this block, but there is the potential for this block to be included with any transfers from Blocks 29 and 30.

Another source for floor area comes from Block 27, which is the former Alexandria Mini Storage site and now the almost complete Alexan Carlyle residential buildings. The EESAP approved 350,000 sf of residential floor area for this block. However, the applicant only used 293,444 sf, leaving 56,056 sf of residential floor area for potential transfer to Block P East. Development proposals have not been filed for Block 28 (Virginia Concrete) or Blocks 24 and 25A (Hoffman property), so it is unlikely that floor area would be transferred from any of these blocks.

### ***Development Controls for Future Development of Block P East***

Provided the three approvals requested are approved, there are still additional approvals that would be necessary for any future development on Block P East, which would be reviewed at a later date. These include the following:

- A Master Plan amendment to transfer floor area to the site and amend the development controls table (Figure 4-10)
- A CDD conceptual design plan
- A Development Special Use Permit per the CDD guidelines
- A TMP-SUP for the individual site, with the option to be combined with a district-wide TMP at a later date

Although a development proposal for Block P East has not been submitted yet, there are several items that staff will expect and condition with a future application. Since the property will be located outside of Carlyle, any proposal for development constructed under the CDD guidelines will require a DSUP application. This requires approval from the City Council and allows conditions typically applied to applications to be included with the approval. The items that staff will be expecting include the following, at a minimum:

- Design and installation of landscaping and irrigation system for the park south of the Rotary
- Contribution to the Eisenhower East Open Space Fund
- Dedication of ROW for and construction of Savoy St. extension (the east-west street south of the site that connects to Holland Lane)
- TMP
- Housing contribution
- Compliance with the City's Green Building Policy

## **IV. CONCLUSION**

Staff recommends **approval** of the amendment to the Carlyle Special Use Permit, the rezoning request, and the Master Plan amendment, subject to compliance with all applicable codes and the following staff recommendations.

Staff: Faroll Hamer, Director, Planning and Zoning;  
Gwen Wright, Chief of Development Division;  
Gary Wagner, RLA, Principal Planner; and  
Katie Parker, AICP, LEED AP, Urban Planner.

## V. STAFF RECOMMENDATION AND CONDITIONS

Staff recommends **approval** subject to compliance with all applicable codes and ordinances.

**Note: The following conditions are brought forward from SUP #2253, as amended; Conditions 62 and 70A have been revised.**

### A. T&ES Conditions:

1. The construction or initial improvement of all public rights-of-way shown on the applicant's Plat of Subdivision, dated February 20, 1990, including the Black Heritage Park, shall be the responsibility of the applicant. Plans, profiles, and cross-sections, showing typical pavement and sidewalk sections, as well as full construction plans, for any street shown on the subdivision plat which is within or adjacent to the project area and which is to be constructed by applicant, shall be submitted with the final site plan for such construction or improvement and shall be approved prior to the release of the site plan. With the exception of landscaping (see ¶ III-15), the maintenance and repair of streets and sidewalks within public rights-of-way in the project area and of the Black Heritage Park shall be the responsibility of the city. With the exception of landscaping (see ¶ III-15), the maintenance and repair of all other public rights-of-way within the project area (primarily, medians running between the travel portions of streets) shall be the responsibility of applicant.
2. Preliminary plans and profiles for all storm and sanitary facilities for the entire project, together with all appropriate calculations, shall be submitted in conjunction with the first final site plan for the project and approved prior to the release of that site plan. These plans shall show any effects on upstream facilities which are or may be caused by the storm or sanitary lines or facilities serving the site.
3. The existing stone railroad bridge at Hooff's Run shall be retained as an historic 100 year old structure. Without disturbing the bridge, the Applicant shall design and construct, at its sole expense, a bypass structure and storm sewer to accommodate the stormwater flow from a 100 year storm; such design to be in accordance with a plan developed by the City Engineer or as mutually agreed upon by the City and the Applicant.

The Applicant shall stabilize and improve the bridge in accordance with its historic character. This stabilization and improvement shall include the replacement and securing of eroded and loose brickwork and stones, especially along the wing walls, and the clearance and removal of vegetation and trees growing within the walls in a manner which minimizes any disturbance to these walls; the repairing of the northern parapet of the bridge and the installation of handrails along the north and south parapets of the bridge.

The Applicant shall undertake and complete the work required by this condition in a manner which preserves the historical integrity and character of the bridge and its immediate environs, and the work shall be performed to the satisfaction of the Director of Transportation and Environmental Services. Applicant's final design and plans for the work required by this condition shall be submitted to the director for his review and approval.

The construction of the bypass structure/storm sewer and the stabilization and improvement of the bridge shall commence within 60 days after the City has completed the undergrounding of the 230 kv power lines identified in Condition #34 and after the City has made available to the applicant the requisite easement across the property of Virginia Power to the north of the bridge.

Applicant shall dedicate the bridge and adjacent right of way for the extension of Jamieson Street within six months following the completion of the bypass structure/storm sewer and the stabilization and improvement of the bridge as required in this condition.

4. Slope protection and channel improvements shall be provided along Hooff's Run, to the extent specified by the Director of T&ES, to accommodate stormwater flow from the project site. Construction of this protection and these improvements shall occur at the same time the construction referenced in ¶ III-3 takes place.
5. Prior to the removal or abandonment of any existing storm or sanitary sewer on, serving or passing through the project site and except in situations covered by BOCA, a new replacement sewer shall be in place and in service, and all necessary dedications and easements shall have been recorded.
6. A plan and design providing channel protection along the portion of Hooff's Run which is adjacent to the Black Heritage Park and the adjacent cemeteries shall be submitted with the first final site plan for the project and shall be approved by the Director of T&ES before the release of that site plan. Construction of this channel protection shall be the responsibility of the applicant and shall commence within six months of the release of the site plan and thereafter shall be diligently pursued.
7. Preliminary plans for undergrounding utilities throughout the project site, along with the engineering plans and profiles required under ¶ II-5, shall be submitted with the first final site plan for the project, and shall be approved prior to the release of that site plan. No utility facility or component (e.g., electric transformers, switches, inter-connections) shall be located on any sidewalk within the project area, including those (if any) not located within a public access easement, or below such an area in a manner which has any visible or physical effect on the sidewalk (e.g., grates, ventilation shafts), unless expressly approved by the Director of T&ES and, where applicable, adequately screened to the satisfaction of the director. Nor shall any such facility or component be placed on any vehicular right-of-way within the project area. Unless otherwise expressly approved by the Director of T&ES, all utility facilities and components within the project area shall be

located within project buildings and, where applicable, screened, to the satisfaction of the director, from the view of persons using a public right-of-way or pedestrian area within the project area.

8. Any traffic signalization proposed by the applicant and any signalization required by the Director of T&ES shall be shown on the final site plan for the portion of the project area in which the signalization is to be installed. The acquisition and installation costs of any traffic signal or signalization approved or required by the director shall be the responsibility of the applicant, and payment of such costs shall be made to the city prior to the release of the site plan. Any signalization approved or required by the Director as part of a final site plan shall be installed and properly operating prior to the issuance of a certificate of occupancy for any building which, in the director's view, is to be served by the signalization.
9. Specifications and associated calculations for the lighting of streets and other public rights-of-way and for the areas to be developed within the project area shall be submitted with final site plans. Prior to the release of any final site plan, the lighting for all streets and development areas covered by the plan shall be approved. In addition, light fixtures and poles proposed for streets and other public rights-of-way shall be identified in final site plans and shall be approved by the director of Planning and Community Development prior to the release of any plan. All fixtures located on or along streets and pedestrian access areas shall be uniform throughout the project area. The acquisition and installation costs of all lighting within the project area, including on public rights-of-way, and along the streets adjacent to the project area which the applicant is responsible for enlarging or otherwise improving (see ¶ II-5) shall be the responsibility of the applicant, and a bond in the amount of such costs shall be made to the city prior to the release of the site plan showing such lighting.
10. The names of all streets, within the project area shall be approved by the City's Planning Commission.
11. No demolition shall occur within the project area without a demolition permit issued by the City's Office of Code Enforcement.
12. All buildings constructed within the project area shall be protected against methane gas in a manner approved by the Director of T&ES or his designee. Applicant shall study the economic alternatives for using methane gas from the project area and shall furnish a report to City Council within four months of the date of approval of this permit.
13. Prior to the release of any final site plan for any area within the project area, an analysis of the soil within the project area as well as of the groundwater below the project shall be submitted to the Virginia Department of Waste Management and the city, and a remediation plan meeting all requirements of that department and the Virginia Water Control Board, and agreed to by the Directors of T&ES and the City's Department of Health ("DOH") and the applicant, shall be finalized. Unless otherwise required by a

remediation plan, all remediation work in any portion of the project area required either by the Department of Waste Management, on the basis of the analysis submitted by applicant or otherwise, or by any other governmental entity having regulatory jurisdiction over such soil, groundwater, surface water or sediments, shall be completed in a manner found acceptable by the department or such other governmental entity prior to the release of any grading, building or similar permit for that portion of the project area.

- 13A. Also prior to the release of any final site plan for any area within the project area, the applicant shall have initiated contact with the United States Army Corps of Engineers and the Virginia Marine Resource Commission regarding the potential jurisdiction of those agencies over any of the applicant's proposed activities with respect to the project area. All necessary authorizations of both agencies shall be obtained by the applicant before the release of any grading, building or similar permit that could allow activities subject to the jurisdiction of either agency.
14. No interim parking of vehicles shall be permitted on vacant land within the project area without a special use permit, except that construction and worker vehicles may be parked on such land with the approval of the Director of T&ES.
15. All landscaping within all public parks, and within all public street easements and public street medians shall be provided and maintained, including its replacement, by CDC and its successors with the following exceptions:
  - Landscaping within the Block A park shall be maintained and replaced by the City.
  - Any additional landscaping added by the City within the African American Heritage Park or the Block A Park after their dedication to the City shall be maintained by the City.
  - The replacement of any landscaping which is damaged or destroyed due to catastrophic weather events, or due to traffic or other such accidents shall be the responsibility of the City.
16. Maintenance of George's Lane shall be the responsibility of the City upon acceptance by the City of the street. (SUP97-0157)
17. A detailed soils report, together with recommendations for sheeting and shoring, excavation and foundation design, shall be submitted with each final site plan and shall address the construction proposed by the plan. No site plan shall be released until applicant's plans for sheeting and shoring, excavation and foundation work have been approved. See ¶ III-83.
18. All buildings within the project area and all individual residential units, retail establishments, offices and other uses within those buildings shall be designed to

accommodate the separation of waste materials (e.g., office paper, glass, plastics, newspapers, metal) to facilitate their collection and recycling.

19. A permanent storage area, no smaller than 20 feet by 20 feet, shall be provided within the project area for the short-term placement by the city of sweeper debris. The area shall be made available to the city after certificates of occupancy have been issued, in the aggregate, for 1 million square feet of office space in the project area. 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 project area.
20. Trash receptacles, of a design approved by the Director of T&ES, shall be provided along streets within the project area at locations approved by the director. Applicant shall be responsible for the initial acquisition, the maintenance and, where required, the replacement of all such receptacles.
21. Each townhouse constructed within the project area shall be designed to accommodate the refuse can utilized at the time in the city's "Super Can" refuse collection program. Applicant shall be responsible for purchasing from the city at least one such can for each townhouse at the time a building permit for the townhouse is submitted.
22. Condition 22 is intentionally deleted.
23. Bus shelters, designed to the satisfaction of the Director of T&ES and the Alexandria Transit Company ("ATC"), shall be constructed throughout the project area at locations determined by the city, ATC and applicant. The costs of constructing all such shelters shall be the responsibility of the applicant. In addition, the maintenance of all such shelters shall be the responsibility of applicant.
24. The intersection at Duke Street and Diagonal Road shall be modified, to the satisfaction of the Director of T&ES, to restrict motor vehicle travel between the project area and the King Street Metro Station to busses only.
25. A pedestrian tunnel under Duke Street from the west side of Dulany Street to the west side of Diagonal Road and related items shall be designed and constructed, or in the case of some related items reconstructed, by the applicant at its sole expense to the satisfaction of the Directors of T&ES and P&Z. The related items shall consist of adjoining sidewalks, medians and the plaza at the Crescent Park, as well as lighting, gates, signage, security features and a kiosk or similar structure. No construction north of Duke Street shall be required except the minimum necessary to connect with the north side of the Duke Street right-of-way. Construction of the tunnel shall be completed by December 31, 2003 unless the U.S. Patent and Trademark Office relocation to Carlyle does not proceed, in which case the construction of the tunnel shall be completed by a date to be determined by City Council. Upon completion of construction of the tunnel and acceptance of the tunnel by the City, the City shall assume full responsibility for the tunnel, including all maintenance and liability, except that CDC and its successors or

assigns acceptable to the City shall be responsible, at its or their sole expense, for providing cleaning/custodial services for the tunnel and for the costs to provide security for the tunnel. The City Manager shall determine the type and extent of security to be provided in the tunnel. The City Manager shall also determine the hours of operation for the tunnel. Funds for tunnel security may come from the TMP account for Carlyle, to the extent such funds are not otherwise obligated under paragraph 2 of the TMP.

26. Prior to the release of the first final site plan for the project area, applicant shall pay to the city \$100,000 as a contribution towards construction of a pedestrian connection between the King Street Metro Station and the adjacent commuter rail train station.
27. Lot 514, as shown on applicant's Plat of Subdivision, dated February 20, 1990, shall be dedicated to the city within 6 months of the release of the first final site plan for the project. Within 6 months of the release of this site plan, all rails, ties and other track elements shall be removed from this land and from the land owned by the city and by the Norfolk Southern Railroad which lies to the south of Duke Street and the east of Holland Lane. Following the removal of all track elements from the land described in this paragraph, but no more than 6 months after the release of the first final site plan for the project, all such land shall be graded, to the satisfaction of the Director of T&ES, to provide adequate drainage.
28. All sidewalks within the project area, whether or not located within a public right-of-way, shall be constructed of brick and shall conform to all City of Alexandria construction standards.
29. All driveways entering a parking garage within the project area shall be aligned, to the satisfaction of the Director of T&ES, to minimize conflicting vehicle movements. The location and width of each driveway entrance shall be shown on a final site plan. Each such driveway shall provide one entrance and one exit lane for every 500 parking spaces, or portion thereof, within the garage it serves. Thus, for instance, the driveway serving a parking garage of 1,300 spaces shall have a minimum of 6 lanes--3 for ingress and 3 for egress. However, with the approval of the Director of T&ES, lanes may be made reversible, thereby reducing the number needed to be provided.
30. All on-street parking controls and restrictions within the project area shall be determined by the city. Any such controls and restrictions which applicant desires shall be shown on its final site plans. Any parking meters which are placed on public rights-of-way within the project area at applicant's request shall be acquired and installed, in accord with city specification, by applicant.
31. Any special paving materials which applicant decides to utilize within the project area for pedestrian crosswalks across public streets shall be approved by the Director of T&ES and shall be purchased, installed, maintained and, if needed, replaced by applicant. Following the release of the first site plan for the project area which includes office or residential buildings, applicant shall, at all times, store at least 1,000 such pavers within the project area.

32. Holland Lane between Duke Street and Eisenhower Avenue shall be widened by applicant at its sole expense to four undivided lanes with curbs and gutters, sidewalks along both sides of the right-of-way, street lights and landscaping. Engineering plans and profiles for this widening shall be submitted with, and shall be approved prior to the release of, the first final site plan for the project area. See ¶ II-5. Construction of this widening shall commence within 6 months of the release of such site plan and shall thereafter be diligently and continuously pursued until completion.
33. Eisenhower Avenue shall be extended by applicant at its sole expense from Hooff's Run Drive to Holland as a four lane divided roadway with curb and gutters, sidewalks along both sides of the right-of-way, street lights and landscaping. Design and engineering plans and profiles for this widening shall be submitted with, and shall be approved prior to the release of, the first final site plan for the project area. See ¶ II-5. Construction of this widening shall commence within 6 months of the acquisition of all necessary land rights and shall thereafter be diligently and continuously pursued until completion.
34. The City of Alexandria shall underground the 230 kv power transmission lines along Holland Lane from the future location of Jamieson Street to a point approximately 150 feet south of the Alexandria Sanitation Authority bridge. The Applicant shall prepare a level pad site (approximately 70' x 150') at the southern point of this undergrounding and shall make available to Virginia Power any required easements relating to the undergrounding along Holland Lane. This undergrounding work shall be carefully coordinated with Applicant to ensure that it causes a minimum of disruption to other work which Applicant may be undertaking in the vicinity. Commencement of the undergrounding of the 230kv power lines shall begin as soon as practicable. Applicant shall reimburse the City for all costs associated with such undergrounding work in accordance with a schedule of payments to be determined by the Director of T&ES.
35. Condition 35 is intentionally deleted.
36. Modifications to the intersection of North Street and Mill Road shall be made by applicant at its sole expense, as defined by and to the satisfaction of the Director of T&ES. Design and engineering plans and profiles for these modifications shall be submitted with, and shall be approved prior to the release of, the first final site plan for the project area. See ¶ II-5. Construction of the modifications shall commence within 6 months of the acquisition of all necessary land rights, and shall thereafter be diligently and continuously pursued until completion.
37. Modifications to the intersections of Eisenhower Avenue and streets providing access to the project area shall be designed and constructed by applicant at its sole expense, to the satisfaction of the Director of T&ES.
38. No traffic circle at the intersection of Eisenhower Avenue and Holland Lane shall be constructed unless it is designed to the satisfaction of the Director of T&ES.

39. All intersections of Duke Street and street providing access to the project area shall be designed and constructed by applicant at its sole expense, to the satisfaction of the Director of T&ES. Engineering design plans and profiles shall be submitted with, and shall be approved prior to the release of, the first final site plan for the project area. Construction of these intersections shall commence either within 6 months of the release of the site plan or by another date determined by the director, and shall thereafter be diligently and continuously pursued until completion.
40. (a) A collector/distributor roadway, generally as shown in a January 29, 1990, document entitled "Draft Justification and Study of Modifications of the Existing Interstate 95 Interchanges, U.S. Route 1 and Telegraph Road Interchanges, Alexandria, Virginia," shall be designed, engineered and constructed along the north side of the Capital Beltway which connects the U.S. Route 1 and Telegraph Road interchanges to the Beltway and provides access to and from Mill Road. If the alignment of this roadway disturbs in any manner the current access which the Alexandria Police Department and Sheriff have from Mill Road to the Alexandria Public Safety Center, any modifications to the alignment of, or other alterations or improvements to, Mill Road necessary to preserve such access, as determined by the Director of T&ES, shall be made. The costs of designing, engineering and constructing this connector/distributor roadway and any such modifications, alterations or improvements to Mill Road shall be the sole responsibility of applicant; provided, however, that applicant's responsibility shall be reduced by any federal or state funding received for the such design, engineering and construction work; and provided further, that any contributions toward this work received by the city from owners or developers of other property in the Eisenhower Valley shall be paid to applicant. The design and construction of the connector/distributor roadway shall comply with all applicable state and federal requirements and standards, and all design and engineering plans and profiles for the roadway shall be submitted to the Director of T&ES for his approval. In the event that the U.S. Patent and Trademark Office relocation to Carlyle does proceed in whole or in part, substantial construction of the collector/distributor roadway, pursuant to this condition, shall commence no later than July 1, 2003, and shall thereafter be diligently pursued to completion. As used herein, "construction" means the uniting together of construction materials on the site for the permanent, physical structure of the roadway. The applicant has agreed that, in the event it fails to comply with the requirements of the prior two sentences, it shall be subject to an action by the City, filed in the Circuit Court for the City of Alexandria, to enforce the requirements.
- (b) No certificates of occupancy shall be issued for any office space located on Block P unless and until construction of the collector/distributor roadway described in paragraph (a) has been completed and the roadway is in operation.
- (c) Notwithstanding any other provision in this condition, the requirement for the construction of the collector/distributor roadway described in paragraph (a), and the prohibition against the issuance of certificates of occupancy in paragraph (b), shall not apply in the event that, and for so long as, construction has commenced, and continues to

be diligently pursued, of all or part of the Woodrow Wilson Bridge replacement project, said project being described in the Record of Decision issued by the United States Department of Transportation on November 25, 1997 (regardless whether that Record of Decision is supplemented or replaced by a subsequent similar decision document), and including access ramps providing direct access from the inner loop of the Beltway to Mill Road and from Mill Road to the outer loop of the Beltway. This condition shall be of no further force or effect once these access ramps linking the Beltway with Mill Road are in operation.

41. Each building to be constructed within the project area shall be included in a final site plan, meeting all applicable requirements of the city's then existing site plan ordinance and filed with the Department of T&ES, and no construction of any building may commence until a final site plan encompassing the building has been approved and released by the department.
42. All parking garages shall have clearances, at least on their first parking level, which are adequate to accommodate full-size vans.
43. No structure within the project area shall be constructed at a height, in a location or otherwise in a manner which will obstruct, in any way, the nature or quality of microwave transmissions between the tower of the Masonic Temple, located at the intersection of King Street, Russell Road and Callahan Drive, and the city's Public Safety Center located on Mill Road. Nor shall any construction or other activity within or adjacent to the project area cause any obstruction to such microwave transmissions.
44. Pursuant to applicant's offer, in response to a request for proposals issued by the city in March 1989, to convey land within the project area to the city as the site for a new United States Courthouse and the city's March 18, 1989 acceptance of applicant's offer, applicant shall enter into a contract with the City within 30 days of the decision by City Council, under section 7-6-28(i) of the Alexandria City Code, to grant a special use permit approving a plan of development for the project area, for the conveyance of Block I to the city; provided, that applicant's obligation to convey Block I is contingent upon the city's subsequent conveyance of the block to the United States for construction of a new United States Courthouse.
45. Except as otherwise expressly stated in the code requirements and conditions set out above and in the conditions set out below, applicant shall develop the project area in full accord with, and shall be subject to all narrative statements and drawings made in, its Plan of Development, as defined in ¶ I-1.

B. Recreation Conditions:

46. Within six months of the issuance of this permit by city council, applicant shall contribute \$200,000 to the city for upgrading, maintaining, lighting or otherwise improving one or more athletic fields within the city.

47. Two tennis courts shall be provided within the project on Block A. In addition, a dog run area shall be constructed on the adjoining 2.12 acres of land. The surface for the dog run area shall be the existing mix of gravel and landscaping, with no fewer than ten shade trees planted at locations around and/or within the area to the satisfaction of the Director of RP&CA. Further, the dog-run shall be fully fenced, water shall be provided to the site, and no fewer than four benches shall be provided. The courts and the dog run shall be dedicated to the City for recreation purposes. Once the City accepts the dedication of the courts and dog area, the City shall be responsible for their maintenance.
48. Within 12 months of the approval of a special use permit for the project area, one or more athletic fields shall be constructed on Block P in the project area, in accordance with specifications provided by and to the satisfaction of the Director of Recreation and Cultural Affairs. Such construction shall include the clearing and grading of Block P in accordance with specifications provided by the Director of Recreation and Cultural Affairs. This athletic field or fields so constructed shall remain the sole use of Block P until the approval and release of a final site plan providing for the development of the block. Applicant shall not be responsible for lighting or maintaining any athletic field on Block P.
49. In connection with all street trees within the project area, below-grade planting troughs, meeting the specifications of the Director of Recreation and Cultural Affairs, shall be provided to increase available growing space, and adequate under drainage and soil mixtures shall be furnished. Trees located above parking garages shall be placed in above-grade planting troughs meeting the specifications of the director.
50. A playground shall be constructed in connection with the day care center to be built within the project area. The playground shall meet all specifications of the Director of Recreation and Cultural Affairs.
51. (a) John Carlyle Square, Dulany Gardens, The Crescent, Courthouse Square, and the Eisenhower Avenue Rotary are major open spaces which shall be constructed and maintained by the Carlyle Community Association, but subject to a public access easement. The design of these spaces shall be to the satisfaction of the Directors of P&Z and RP&CA who may consult with the DRB. At a minimum, the spaces shall be developed with the level of landscaping shown on the approved development plan. In addition, the following requirements shall be met:
  - (i) John Carlyle Square shall be designed consistent with the proposed Block D guidelines, to include landscaping and hardscaping intended to accommodate informal and formal outdoor events, shows and other activities for workers, residents, retail patrons and visitors to Carlyle, as well as residents of the city at-large. At a minimum, the Square shall include a small stage, fountain or similar design element, tables and benches for eating and playing chess or other games, space for lawn games, irrigation for landscaping and lights. Vendors shall be

permitted to operate on the Square generally if approved specifically by separate SUP or, for specific events or activities, if authorized by the Director of RP&CA. The City shall have the right to program use of the Square for up to 10 events per year. Jamieson Street shall not go through the park.

(ii) Dulany Gardens shall be developed with lawn and landscaping, pathways, seating, and a fountain, in keeping with the design which has already been approved by the Design Review Board for portions of the park as depicted on the plan entitled 'The Parks at Carlyle, Alexandria, Virginia, Dulany Gardens' and dated 3/03/95.

(b) The African American Heritage Park and the Block A Park shall be dedicated to the city.

- 52. Consideration shall be given to the development of an ice skating rink in the Gardens area which would convert to a fountain/pool in the summer.
- 53. Assistance in the planning of an extension of the bike trail from Eisenhower Avenue underneath the Beltway at Payne Street/Hooff's Run to link up with the Mt. Vernon Trail at Hunting Creek shall be provided.
- 53A. A good-faith effort shall be made by applicant to locate and develop active recreational space at the south end of the Black Heritage Park near the Alexandria Sanitation Authority or elsewhere within the project area.

C. Housing Conditions:

- 54. At least 40% of the floor area dedicated to residential use, excluding that provided for elderly housing, shall consist of dwelling units with not less than two bedrooms.
- 54A. Condition 54A is intentionally deleted.
- 55. Prior to the release of the first site plan for the project area, applicant shall contribute \$2.3 million to the City's Housing Trust Fund. An additional \$2.3 million shall be paid in five equal annual installments on the anniversary date of the first payment of \$2.3 million, with each payment adjusted so that it is made in constant 1990 dollars. Constant 1990 dollars shall be defined according to the Index known as the "U.S. Bureau of Labor Statistics Consumer Price Index For All Urban Consumers: Selected Areas, By Expenditure Category And Commodity And Service Group," for the expenditure subcategory "shelter," for the Washington D.C.-Maryland-Virginia SMSA. In the event the subcategory "Shelter" shall cease to be maintained, the designated category shall be "All Items" of the aforesaid Index. The designated Index and category or subcategory published next before the initial payment of \$2.3 million shall serve as the "base index," and like data published next before each subsequent installment shall serve as the "installment index." Each such annual installment shall be the sum of (i) \$460,000 and

(ii) an amount computed by multiplying the sum of \$460,000 by the percent change in the designated CPI Index between the "base index" and the applicable "installment index."

All payments made pursuant to this paragraph shall be placed and retained in a special City fund until a report from staff is received and approved by City Council regarding the manner in which these monies are to be used to subsidize rents and/or home purchases at this project or elsewhere in the City.

56. Applicant shall diligently pursue tax exempt financing, tax credits and other forms of housing subsidies which could be used together with the contributions provided under ¶ III-55 to maximize the number of non-elderly subsidized housing units constructed and occupied within the project area. In pursuing these matters, applicant shall work closely with the City's Office of Housing.
57. A plan for employer-assisted housing options to be presented to businesses leasing or purchasing space in the project area shall be submitted to the city's Office of Housing within 6 months of the issuance of the project's first certificate of occupancy. This plan shall be designed to assist employees working within the project area to reside there or elsewhere within the city.
58. First priority for the non-elderly subsidized housing provided within the project area shall be given to households with at least one member who works within the city, including within the project area, and second priority shall be given to households living but not working in the city.
59. Applicant shall work with the City's Department of Human Services Private Industry Council and the Urban League of Northern Virginia to develop and implement a job training and job placement program designed to provide training and employment opportunities to city residents with construction, retail, office and other employers working within the project area.
- 59A. The Oliver Carr Company will post notices of job openings (not filled internally) with Alexandria Office of Employment and Training, the Alexandria Urban League, the Virginia Employment Commission, and the Alexandria newspapers and use these entities as a first source for the hiring of engineers, porters, day matrons, security guards, receptionists and secretaries for the buildings managed by Carr within the CNS project. In addition, Carr will provide training for those employees at Carr's expense. It is anticipated that up to 150 to 200 employees will be hired for these positions.

In addition, CNS will educate the office and retail tenants and the hotel operator within the project regarding the services provided by the Alexandria Office of Employment and Training and will provide matching funds up to \$100,000 to any tenant(s) who hire the Alexandria OET to train employees within the project.

D. Vesting, Phasing and Related Conditions:

60. Upon issuance of this special use permit by city council under section 7-6-28(i) of the Alexandria City Code and so long as all conditions set out in this permit, including the conditions in ¶¶ III-62, -63, -64 and -65 below, and in the permit issued by council under section 7-6-325 of the City Code are satisfied, applicant shall be entitled to develop the project area in accordance with the following schedule of uses and "gross square footage," as that term is defined below:

| <u>use</u>  | <u>gsf</u>   |
|---|--------------|
| office.....   | 1,797,500    |
| office with no more than one parking space per 1,000 gsf... | 1,000,000    |
| courthouse.....   | 400,000      |
| residential.....  | 3,147,500    |
| hotel.....  | 300,000      |
| retail and health club.....                                 | 258,000      |
| day care center.....  | <u>4,500</u> |
| total.....  | 6,907,000    |

"Gross square footage" shall mean the sum of all horizontal areas under a roof or roofs, measured from the exterior faces of walls or from the centerline of party walls, excluding (i) penthouses and other structures containing heating, cooling, ventilating and related equipment and not susceptible to storage or occupancy, (ii) areas uses exclusively for the parking of motor vehicles and ancillary areas (e.g., elevator lobbies and shafts, and stairwells, serving such parking areas), whether above or below grade, (iii) attic space less than 7 feet, 6 inches in height, and (iv) areas dedicated solely to pedestrian 'skywalks, arcades, tunnels and bridges' as identified on the preliminary plan for the PTO project, provided that all such connections across public streets shall be underground. In the event any of the conditions referenced above in this paragraph are not satisfied, this permit shall, unless otherwise provided by city council, become null and void as to all development within the project area on which construction has not commenced; provided, that it is understood and agreed that the United States of America (USA) as the owner of Lot 506 within the project area is not subject by law to the conditions herein, and that the failure of the USA as the owner of Lot 506 to comply with this Special Use Permit shall not void, nullify or otherwise invalidate the rights of the Applicant, its successors or assigns to develop the project area, in accordance with this Special Use Permit as amended. At such time, if ever USA conveys Lot 506 to a non-governmental entity, that the owner of the lot and the lot itself shall be subject to the provisions of this Special Use Permit, and the lot shall become a part of the owner's association for the lands subject to this Special Use Permit.

The gross square footage numbers in this condition are all maximum development levels and may be reduced on a block-by-block basis by the applicant as development progresses, notwithstanding the provisions of R-65, and so long as development remains consistent with the overall concept plan for the development and the block-by-block

design guidelines, as determined by the Director of Planning and Community Development.

61. Upon the occurrence of any event identified in subparagraphs (a) through (g) below, applicant may request permission from city council to "transfer" gross square feet of development, up to the number of feet specified below for each "event," from the category of "residential" or "office with one parking space per 1,000 gsf" use (the "transferor use") to "office" use (the "transferee use"), subject to the provisions in ¶ III-62; provided, however, that no transfer may occur unless and until the "event" identified in subparagraph (a) occurs and Norfolk Southern has engaged in serious and constructive dialogue regarding the extension of the commuter rail line beyond Manassas as determined by the City Manager. Without council approval of a transfer request made under this paragraph, the transfer from "transferor" to "transferee" use shall not be undertaken. Council may deny a request made pursuant to this paragraph upon a finding that the increase in morning or afternoon peak hour traffic traveling to or from, respectively, the project area which will result from the requested transfer (i) exceeds the additional traffic-carrying capacity of the road system serving the project area which will result from the "event" and (ii) will have a significantly adverse effect upon the morning or afternoon peak hour traffic conditions on that road system. In addressing the standard in the preceding sentence, council shall consider, in addition to all other evidence, a study, prepared by a qualified consultant who has been selected jointly by applicant and the city and who is compensated by applicant and the city or, at the city's discretion, solely by applicant, which analyzes and compares the traffic impacts of existing development within the project area and the "transferor" use without the "event," and the traffic impacts of such existing development and the "transferee" use with the "event." Council shall decide a request made pursuant to this paragraph within 60 days of the filing with the city of the consultant study and, if a decision has not been made within that period, the request shall be deemed approved, unless applicant consents to an extension of the 60-day period. "Events" and the maximum number of gross square feet which they will support are as follows:
- a. commencement of construction of the collector/distributor roadway described in III-40: 500,000 gsf
  - b. commencement of construction of the Clermont interchange: 500,000 gsf
  - c. commencement of construction of the widening of the Wilson Bridge: 500,000 gsf
  - d. commencement of construction of the extension of Metro to Springfield: 500,000 gsf
  - e. commencement of construction of a flyover from westbound I-95 to Eisenhower Avenue at Stovall Street: 250,000 gsf
  - f. initiation of commuter rail operations from Fredericksburg and Manassas to Alexandria: 250,000 gsf
  - g. commencement of construction of Eastern Bypass to the Capital Beltway: 250,000 gsf

This paragraph does not limit or affect in any other manner applicant's right to transfer "office" or "office with no more than one parking space per 1,000 gsf" use to "residential" use.

Notwithstanding the foregoing, the applicant may transfer gross square feet of development, up to the number of feet specified for each event, from the category of residential or office with one parking space per 1,000 gsf use to office use, subject to the provisions in condition 62, provided that the General Services Administration selects Carlyle as the new location of the U.S. Patent and Trademark Office. Such transfers may occur regardless of whether the event identified in subparagraph a. above has occurred and shall not require further Council approval. (Amended SUP96-0092)

62. Any transfer of square feet of development to "office" use pursuant to ¶ III-61 is subject to the following limitations and conditions:

a. At the conclusion of all transfers authorized pursuant to R-61, the project shall not exceed the following schedule of uses and gross square footage:

| <u>USE</u>                  | <u>GSE</u> |
|-----------------------------|------------|
| office.....                 | 3,988,917  |
| courthouse.....             | 400,000    |
| residential* .....          | 2,024,704  |
| hotel.....                  | 230,000    |
| retail and health club..... | 234,583    |
| day care center.....        | 4,500      |
| Total.....                  | 6,882,704  |

\* Residential includes elderly housing  
 (Lipnick or other entity approved by the City)

b. no transfer after January 1, 1995, may result in development within the project area being inconsistent with the zoning regulations then applicable to the area; provided, that the regulations with which the development is inconsistent (i) become effective after January 1, 1995, (ii) are enacted pursuant to a rezoning of at least the area of the city addressed in the city's 1990 small area plan for the King Street Metro area and the Eisenhower Valley, which rezoning applicant, stipulates and agrees shall be a comprehensive rezoning for purposes of judicial review, and (iii) are, in the event of a judicial challenge, sustained by a court of law

c. no transfer may result in a combination of uses within the project area which is inconsistent with the percentages set out in ¶ III-63 below

d. no transfer may occur following the failure of applicant to satisfy the conditions set out in ¶ III-64 below

- e. no transfer may result in conditions which are inconsistent with the Plan of Development unless expressly authorized by council. (Amended SUP96-0089)
63. Condition 63 is intentionally deleted.
64. Construction of development, which for purposes of this paragraph includes infrastructure improvements, shall commence within the project area prior to April 18, 1995, and thereafter Applicant shall diligently and continuously pursue completion of all development within the project area. In the event there is no substantial construction activity proceeding on a continuous basis within the project area for more than 24 months, applicant shall be deemed not to have satisfied the requirement that it "diligently and continuously pursue" completion of development within the project area.
65. Minor revisions to the project area's Plan of Development, as authorized by this special use permit, may be approved by the Directors of T&ES and Planning and Community Development. Major revisions to the Plan of Development may only be approved by city council. The determination whether a proposed plan revision is a "major" or "minor" revision shall be made by the Directors of T&ES and Planning and Community Development; provided, that neither a transfer, request made under ¶ III-61, nor the changes to applicant's original Plan of Development which are necessary to bring it into conformity with the schedule in ¶ III-60 shall be deemed a major revision under this paragraph. In making this "major or minor" determination, the Directors shall be guided by the following criteria:
- a. any significant change in the use of a building shall be a "major" revision
  - b. any significant change to a building footprint, including one which reduces the footprint, shall be a "major" revision
  - c. any significant increase to a building envelope shall be a "major" revision
  - d. any significant increase to the square footage of a building shall be a "major" revision
- Notwithstanding any other provision in this permit to the contrary, in approving a "major" revision to the Plan of Development which is requested by applicant, city council may, in its sole discretion, adopt other revisions to the development plan, including to the terms and conditions in this permit; provided, that, prior to any council approval of a "major" revision, applicant shall have the opportunity to withdraw its request for the revision.
66. Applicant acknowledges and agrees that any "vested rights" it may have to the use or development of the land which makes up the project area shall arise solely, if at all, under paragraphs ¶ III-60 through ¶ III-65 of this permit, and that no provisions of the Code of Virginia, including provisions which are enacted after the issuance of this permit, shall have any effect upon or applicability to its right or ability to develop such land. Under paragraphs ¶ III-60 through ¶ III-65, upon the issuance of this permit, applicant is vested in the uses and square footages set out in ¶ III-60 so long as applicant complies with all conditions set out in this permit and in the permit issued by council under section 7-6-

325; provided that applicant's rights under this sentence shall always be subject to council's authority to modify such uses and square footages pursuant to ¶ III-65.

E. Design Review Conditions

67. A Design Review Board shall be established to review the architectural proposals for buildings within the project area. The Board shall include five members selected as follows: (1) one member of city council selected by council for a three year term beginning the September following the Council election; (2) the city manager or her designee; (3) one citizen member selected annually by City Council; provided, that once certificates of occupancy have been issued for more than 1.5 million gross square feet of development within the project area, this member shall be selected by council from a list of three persons nominated by the association or organization representing residents of the project area; and (4) two members from one or more design professions who shall be selected annually by the above three members and who shall be compensated by the city (which, in turn, shall be reimbursed for such costs by applicant). The Department of Planning and Zoning shall serve as staff to the Board.
68. For all blocks within Carlyle, the Design Review Board:
- a. shall approve the final design of each building to be constructed on the blocks or portions thereof, including but not limited to materials, color and architectural elements, and, in so doing, shall ensure that the design meets all applicable design guidelines in Plan of Development and the urban design policies stated below in this paragraph; and
  - b. may approve minor changes sought by applicant to the design guidelines applicable to the blocks or portions thereof, but may not approve any increase in the height or gross square footage of any building or buildings to be constructed on the blocks or portions thereof or any change in the use or the square footage of any use approved for the blocks or portion thereof.

The urban design policies applicable under this paragraph are as follows:

- \* buildings should be oriented toward the street and designed to have a human scale at street level;
- \* building design should encourage street vitality by maximizing activity along the street and by creating many openings onto the street;
- \* buildings should be articulated vertically, as well as horizontally, in order to break up their mass;
- \* building entrances and lobbies should be given architectural prominence; and

- \* each building shall be compatible with and enhance the design of adjacent buildings and all other development within the project area.

69. Condition 69 is intentionally deleted.

70. With respect to Block O, applicant's design guidelines are not approved, and the Board:
- a. shall approve new design guidelines which shall provide for the residential development of the blocks and portions thereof at a gross square footage equal to or less than that provided in applicant's design guidelines in the Plan of Development and, in so doing, shall consider the urban design factors stated below in this paragraph;
  - b. shall review and comment on the final design of each building to be constructed on the blocks or portions thereof and, in so doing, shall ensure that the design meets all applicable new design guidelines;
  - c. shall approve the materials, color and minor architectural elements of each building to be constructed on the blocks or portions thereof; and
  - d. may approve minor changes sought by applicant to the new design guidelines applicable to the blocks or portions thereof, but may not approve any increase in the height or gross square footage of any building or buildings to be constructed on the blocks or portions thereof or any change in the use or the square footage of any use approved for the blocks or portion thereof.

The urban design factors applicable under this paragraph are as follows:

- \* the solar orientation of the units;
- \* the relationship of the units to open space; and
- \* the relationship between residential units and very tall buildings.

- 70A. The development of Block P shall be consistent with the Design Guidelines dated 11/19/2009, the special use permit conditions contained herein, the approved transportation management plan, all applicable approvals and the following:
- a. The extension of John Carlyle Street, the construction of the approximately 30 ft. wide portion of the street to the south of the east block and the improvements to Hooffs Run shall be constructed and the street(s) and sidewalks(s) shall be operational prior to a certificate of occupancy permit for any of the building(s) for Block P.
  - b. The applicant shall be responsible for a "temporary" emergency vehicle easement (EVE) along the southern portions of the property. The EVE shall be temporary until the street(s) on the adjoining block to the south (Block 27) are constructed. The temporary emergency vehicle easement on the west block shall be removed and replaced with open space when the streets to the south of the block are constructed to the satisfaction of the Directors of Code Enforcement and Planning and Zoning. The applicant shall be responsible for ensuring that the design,

treatment and materials of the open space on the southern portion of the site shall be integrated with the design of the public park to the south of the site to the satisfaction of the Directors of P&Z and RP&CA.

- c. The applicant shall dedicate the right-of-way for Eisenhower Avenue prior to the release of the final site plan. Alternatively, if requested earlier by the City upon a written formal request by the City, the applicant shall provide the necessary plats, and accompanying applicable documentation necessary for the City to accept dedication of the property by the City within 60 days.
- d. A perpetual public access easement shall be provided for all streets and sidewalks. The street(s) shall contain public access easements or be dedicated to the City as determined by the Director of T&ES.
- e. The amount of retail square footage shall continue to be 29,724 sq.ft and the retail space shall comply with the following:
  - i. A minimum of 15 ft. clear interior heights.
  - ii. A minimum depth of 40 ft. on John Carlyle Street and 60 ft. on Eisenhower Avenue.
  - iii. A portion of the retail space shall incorporate venting systems required for food preparation, exhaust vent shafts and grease traps, service corridors/areas to not preclude the provision for retail and/or restaurant uses.
- f. The above grade parking on Eisenhower Avenue shall be setback a minimum of 30 ft and John Carlyle Street shall be setback a minimum of 22 ft. from the exterior building walls of the first and second floor of the street frontage.
- g. The above grade parking on Hooff's Run Drive shall be architecturally treated to be in harmony with the overall building design and to screen interior lights, ceiling pipes, exposed row concrete etc.
- h. The screening of the parking garages on John Carlyle and Eisenhower Avenue shall be revised pursuant to Condition #102 contained herein.
- i. The applicant shall be responsible for improving all open space with amenities such as benches, trash receptacles. special paving, lighting, and landscaping within Block P to encourage its use to the satisfaction of the Director of P&Z and RP&CA.. A public access easement shall be granted over all ground level open space. The open space easement(s) shall be approved by the City prior to the release of the final site plan.
- j. Condition deleted.
- k. A freestanding subdivision or development sign shall be prohibited.
- l. The height of retail pavilion shall be 30 ft. tall to comply with condition # 76 as contained herein.
- m. The applicant shall hire a LEED certified consultant as a member of the design and construction team. The consultant shall work with the team to incorporate sustainable design elements and innovative technologies into the project so that numerous building components may earn the developer points under the U.S. Green Building Council's system for LEED certification. The applicant shall include sustainable elements in design and construction that are sufficient to meet the requirements for seven (7) LEED Prerequisites and include a minimum of 26

LEED points for New Construction credits. The applicant shall register the project with the USGBC as assurance that the project will seek LEED certification. The applicant shall provide documentation to the Department of Planning & Zoning prior to the issuance of the certificate of occupancy for the building. The applicant shall provide documentation of LEED certification within one year of the issuance of the certificate of occupancy.

- n. The applicant shall submit a wall check to the Department of Planning & Zoning prior to prior to the commencement of framing for the building(s) or parking structure(s). The building and garage footprint(s) depicted on the wall check shall comply with the approved final site plan. The wall check shall also provide the top-of-slab and first floor elevation as part of the wall check. The wall check shall be prepared and sealed by a registered engineer or surveyor. The wall check shall be approved by the City prior to commencement of framing.
  - o. As part of the request for a certificate of occupancy permit, the applicant shall submit a building and site location survey to the Department of P&Z for all site improvements, including the structured parking. The applicant shall also submit a certification of height for the building as part of the certificate of occupancy for each building(s). The certification shall be prepared and sealed by a registered architect and shall state that the height of the building complies with the height permitted pursuant to the approved special use permit and that the height was calculated based on all applicable provisions of the Zoning Ordinance.
  - p. Within twelve (12) months of the date of the approval of SUP#2007-0094, the applicant or its successors shall be responsible for submitting a report to the Planning Commission and City Council on the status of any transfers and/or redevelopment plans and/or proposals for the proposal for the portion of the eastern portion of the site. The information within the report shall include all necessary and applicable information as determined necessary for review by the Director of P&Z. As part of the twelve (12) month review, the Planning Commission and/or City Council may require additional reports and/or information on an as needed basis.
  - q. The applicant shall be responsible for all appropriate signage directing customers and office workers to the garage. The parking signage shall be coordinated with the on-going signage-wayfinding efforts within Carlyle and Eisenhower East to the satisfaction of the Director of P&Z. (PC)
71. The Board shall approve the new design guidelines, which applicant is required to submit under ¶ III-75, for the blocks within the project area which are affected by the changes applicant makes to its original Plan of Development in order to bring it into conformity with the schedule of uses and gross square footage in ¶ III-60.
72. The Board may recommend to city council changes to the design guidelines which it is without authority to approve under ¶ ¶ III-68, -69 and -70, but council may approve such changes only with the concurrence of applicant.

73. Decisions of the Board may be appealed to city council by the applicant. Such an appeal shall be filed in writing with the director of Planning and Community Development within 15 days of the Board decision, and shall be heard by council within 45 days of the filing.
- 73A. Buildings shall be predominantly masonry (brick, stone, cast stone, precast) and predominantly with punched windows.
- F. Other Planning Conditions:
74. Within 6 weeks of the issuance of this permit by city council, applicant shall submit a revised plan for the project area showing, to the satisfaction of the director of Planning and Community Development, the location within the project area of the uses identified in ¶ III-60.
75. Within a time period to be determined by the director of Planning and Community Development, applicant shall submit revised design guidelines for the blocks identified in ¶ III-70, for review and consideration by the Design Review Board, and a composite plan for the project area which shows, to the satisfaction of the director, the uses identified in ¶ III-60 and the design guidelines applicable to such uses.
76. At the build-to line, all buildings facing Duke Street, Holland Lane, Eisenhower Avenue, Second Street, Fountain Court and Retail Square shall be at least three stories. At the build-to line, all other buildings in the project area shall be at least two stories. The requirements of this paragraph shall not apply where the design guidelines are revised by City Council to modify streetwall requirements. (Amended SUP94-374).
77. Within the project area, except along Eisenhower Avenue for the garages on the PTO property, the maximum uninterrupted streetwall length, without recesses or ground floor setbacks, shall be 150 feet, unless approved by the Director of Planning and Zoning.
78. Applicant shall consider moving the hotel from Block K to Block J.
- G. Miscellaneous Conditions:
79. Applicant expressly agrees that all findings, code requirements and conditions set out in this permit shall run with the land which makes up the project area and shall be binding upon each and every person and legal entity who or which succeeds to any interest of applicant in any of such land. The term "applicant," as used in this permit, shall include all such successor persons and entities.
80. No space designated as retail in the development plan for the project area shall be used for office use except that 3,850 sq.ft. of retail space may be used for office space for the Time Life building on Block B, as explicitly approved by City Council. (Amended SUP94-374)

81. A soils report meeting the requirements of 1987 Uniform Statewide Building Code ("USBC") § 1202.1 shall be filed with the building permit application for every building to be constructed within the project area.
82. Separate demolition permits and asbestos certification reports shall be filed with the city's Office of Code Enforcement prior to the demolition of existing buildings within the project area.
83. Sheeting and shoring plans for each building to be constructed within the project area shall be approved, prior to the commencement of any construction activity, by the Department of T&ES and the Office of Code Enforcement.
84. All underground electrical vaults to be constructed within the project area shall be shown on a final site plan.
85. Permits for all outside fountains and pools shall be obtained from the Office of Code Enforcement prior to the commencement of construction of such items.
86. All "mixed use groups," within the meaning of USBC §313.0, shall be separated as required by that section of the code.
87. Any building over 50 feet in height shall contain fire suppression systems to the satisfaction of city's Office of Code Enforcement Fire Department.
88. Permits for any retaining walls shall be obtained from the Office of Code Enforcement prior to the commencement of construction of such walls.
89. Prior to the release of a building permit for any building within the project area, a code analysis shall be conducted by applicant and one or more code conferences with staff of the Office of Code Enforcement shall be held.
90. All construction within the project area shall comply with the provisions of the Virginia Uniform Statewide Building Code.
91. Emergency vehicle easements shall be provided the city over all private roads within the project area, and all such roads shall be no less than 22 feet in width. Such easements shall be given the city prior to the release of any final site plan containing private roads, and plats showing the easements shall be filed with the Fire Department prior to the release of the site plan.
92. Prior to the release of any final site plan, applicant shall discuss with the city's Chief of Police, or his designee, any security concerns of the Police Department and shall implement all reasonable security measure recommended by the chief or his designee.

93. No final site plan for the project area shall be released until the Chief of Police has reviewed the adequacy of the security measures to be undertaken in conjunction with the development proposed in the site plan.
94. Prior to the issuance of certificates of occupancy for 1 million gross square feet of development within the project area, applicant shall provide at least 800 net square feet of space within a building, which is located within the project area and is satisfactory to the Chief of Police, for use as a "store front facility" by the Police Department.
95. To the extent there are inconsistent provisions within the Plan of Development, the more restrictive provisions shall prevail and apply under this special use permit.
96. The areas above the parking decks on blocks H, L, and O will be landscaped to the satisfaction of the Director of Planning and Zoning.
97. Rooftop mechanical penthouses shall be permitted subject to the following limitations:
  - a. Only one penthouse is permitted for each building unless the number is increased by the Design Review Board, except that three separate penthouses shall be permitted for the main PTO building, one on the main tower and one on each wing of the tower.
  - b. The penthouse may exceed 15 feet in height with the approval of the Design Review Board but shall not exceed 22 feet in height without an amendment to this special use permit, except that penthouses on the PTO buildings may be up to 22' in height.
  - c. The penthouse must be limited in size to the minimum space required to house necessary mechanical equipment and to provide access for maintenance of such equipment; and
  - d. No equipment may be placed above the roof of the penthouse to increase its height if such equipment could be located elsewhere on the building.
98. The 10,955 sq.ft. of land vacated by the City generally located on the north side of Block B (case #VAC94-004) is hereby incorporated into the Carlyle special use permit and all conditions of the Carlyle special use permit shall be applied to this added land area. (Added SUP94-374)
99. Incorporate the brewery site into the park to be developed at the corner of Duke and Dulany Streets and mark the site with a proper marker or plaque indicating it is a valued 19th century beer lager. (Added SUP94-374)
100. Call Alexandria Archeology immediately (703-838-4399) if any buried structural remains (foundation walls, wells, privies, cisterns, etc.) or concentrations of artifacts are discovered during construction activities. A City archaeologist will visit the site without delay to evaluate its significance and record the presence of the archaeological remains. The archeologist may also collect a sample of the artifacts from the site for further study in the laboratory. This will not result in construction delay or the expenditure of any

funds beyond those additional funds already committed in the October 1993 agreement. (See attached January 20, 1994 letter from Wiley Mitchell). (Added SUP94-374)

101. Parking built above grade shall be set back a minimum of 30 feet from the exterior building walls of the first and second floor of the street frontage where commercial or retail uses are required at grade, except along John Carlyle Street and Elizabeth Lane, where the setback shall be a minimum of 22'. Where residential uses are required, the setback shall be the reasonable depth of a residential unit, as determined by the Director of P&Z. Blocks M, and N shall be exempt from this requirement along the Eisenhower Avenue street frontage in conjunction with the PTO project, if the garages facing Eisenhower Avenue are designed of high quality materials consistent with the other buildings in Carlyle, and with openings and other architectural treatments approved by the Carlyle Design Review Board.
  
102. A. Ground Floor Retail: Ground floor uses of areas designated as "retail" shall be limited to retail, personal service uses and restaurants as defined below.
  1. Permitted Uses:
    - a. Retail Shopping Establishments.
    - b. Personal Service Uses: Barbershops and beauty salons, dressmakers and tailors, dry-cleaning (limited to pick-up only), optical centers, professional photographer's studios, and photocopying service. A bank is permitted if it does not adjoin another bank or a financial investment office.
  
  2. Uses Allowed by Administrative Approval:
    - a. Full-Service Restaurants: Full-service restaurants may be approved administratively by the Director of Planning and Zoning, provided that any restaurant approved under this provision complies with the conditions listed below and is compatible with the character of the Carlyle Development District. Restaurants that do not meet these criteria may be approved subject to a special use permit.
      - i. Restaurants shall close no later than 12:00 a.m.
      - ii. All patrons shall be seated by a host or hostess, printed menus shall be provided at the tables, service shall be provided at the tables by a waiter or waitress, and tables shall be preset with non-disposable tableware and glassware.
      - iii. Deliveries to the business shall not take place between the hours of 7:00 a.m. and 9:30 a.m., or between 4:00 p.m. and 6:00 p.m., Monday through Friday. Deliveries to restaurants within residential buildings or whose service drive adjoins a residential building shall not take place before 7:00 a.m. or after 10:00 p.m.
      - iv. If any food delivery services are provided, they shall clearly be accessory to dine-in food sales, and all deliveries shall be nonvehicular (made on foot, via bicycle, etc.). Alcoholic beverages shall not be

delivered off-site, and delivery of nonalcoholic beverages shall only be in association with food deliveries.

- v. Alcoholic beverages may be sold for on-premises consumption only, and shall clearly be accessory to food sales.
  - vi. Grease traps shall be located within the building. Kitchen equipment shall not be cleaned outside, nor shall any cooking residue be washed into the streets, alleys, or storm sewers.
  - vii. No food, beverages, or other material shall be stored outside.
  - viii. Trash and garbage shall be placed in sealed containers, which do not allow odors to escape and shall be stored inside or in a closed container, which does not allow invasions by animals. No trash or debris shall be allowed to accumulate on-site outside of those containers.
  - ix. Litter on the site and on public rights-of-way and spaces adjacent to or within 75 feet of the premises shall be picked up at least twice a day and at the close of business, and more often if necessary, to prevent an unsightly or unsanitary accumulation, on each day that the business is open to the public.
  - x. Cooking odors, smoke and any other air pollution from operations at the site shall be properly ventilated and shall not be permitted to become a nuisance to neighboring properties, as determined by the Department of T&ES.
  - xi. The applicant shall contact the Crime Prevention Unit of the Alexandria Police Department for a security survey and a robbery awareness program for all employees.
  - xii. The design of the restaurant shall reflect the character and quality of materials consistent with the high standards established in Carlyle.
- b. Restaurants - Outdoor Dining: Outdoor dining is encouraged and may be permitted administratively by the Director of Planning and Zoning subject to the following minimum criteria and conditions:
- i. All outdoor dining areas shall be accessory to an approved indoor restaurant.
  - ii. An unobstructed pathway with a minimum width of 8 feet shall be provided at all times.
  - iii. Any permanent structures which are required for the outdoor seating area shall be subject to review and approval by the Carlyle DRB.
  - iv. No live entertainment shall be permitted in the outdoor seating area.
  - v. No sound amplification shall be permitted in the outdoor seating area.
  - vi. Any outdoor seating areas shall not include advertising signage. The design of the outdoor seating shall be compatible with the design of the building.
  - vii. On site alcohol service shall be permitted; no off-premise alcohol sales are permitted.
  - viii. No food, beverages, or other material shall be stored outside.

- ix. The applicant shall provide, at its expense, one city trash container Model SD-42- exclusively for each outdoor dining area. The trash container shall be emptied at the close of business each day.
  - x. Trash and garbage shall be placed in sealed containers, which do not allow odors to escape and shall be stored inside or in a closed container, which does not allow invasions by animals. No trash and debris shall be allowed to accumulate on-site outside of those containers.
  - xi. Litter on the site and on public rights-of-way and spaces adjacent to or within 75 feet of the premises shall be picked up at least twice a day and at the close of business, and more often if necessary, to prevent an unsightly or unsanitary accumulation, on each day that the business is open to the public.
  - xii. The outside dining area shall be cleaned at the close of each day of operation.
  - xiii. The applicant shall control odors, smoke and any other air pollution from operations at the site and prevent them from leaving the property or becoming a nuisance to neighboring properties, as determined by the Department of T&ES.
  - xiv. The applicant shall contact the Crime Prevention Unit of the Alexandria Police Department for a security survey and a robbery awareness program for all employees.
- c. Other Uses: The Director of Planning and Zoning may approve other commercial activities that involve a high degree of pedestrian activity subject to the following:
- i. The use provides goods or services to the general public.
  - ii. The business is determined to be consistent with the high quality requirements, design and character of Carlyle.
  - iii. The primary entrance for the business shall open onto a public sidewalk or a retail lobby or court.
  - iv. Exterior signage, oriented to the public sidewalk, shall be provided.
  - v. Windows shall not be opaque or otherwise obstructed. Either well-maintained and regularly updated window displays shall be provided, or windows shall provide open views into the tenant space.
  - vi. In no cases shall these uses include pawn shops, laundromats, locksmiths, musical instrument repair, or furniture upholstery shops.
- d. The Director of Planning and Zoning shall promulgate procedures for the processing of applications and notifying the public that an application has been filed under this condition, such procedures to include at a minimum the posting of the site with a placard, a brief period for public comment to the Director, and the listing of the pending application on the City's web site. (PC)

3. Special Use Permit. The following uses may be allowed subject to a special use permit:
  - a. Restaurants which do not meet all of the minimum criteria described in §102A.2.a above.
  - b. Banks which do not meet the separation limitations in §102A.1.b above.
  - c. Financial investment offices
  - d. Entertainment uses.

102B. Retail, above or below ground level. Use of areas that are designated as “retail” and are located above or below ground level shall be limited to those uses as listed below:

1. Permitted Uses
  - a. Those uses which are listed in §102A.1 above.
  - b. Banks,
  - c. Financial investment offices,
  - d. Private schools,
  - e. Public schools,
  - f. Health clubs,
  - g. Realty offices, and
  - h. Tax preparation services.
2. Uses Allowed by Administrative Approval
  - a. Full-service restaurants, subject to the provisions of §102A.2.a above.
  - b. Restaurants - outdoor dining, subject to the provisions of §102A.2.b above.
  - c. Other commercial activities that involve a high degree of pedestrian activity, subject to the provisions of §102A.2.c above.
3. Special Use Permit. The following uses may be allowed subject to a special use permit:
  - a. Restaurants which do not meet all of the minimum criteria described in §102A.2.a above.
  - b. Entertainment uses.

102C. The ground floor office use in the southeast quarter of the building at 333 John Carlyle Street shall be permitted to have a five-year lease term with an option for a five-year renewal. The permitted office lease term shall commence upon tenant occupancy of the space, but in no case shall the term extend beyond December 31, 2021. If an office tenant for this space terminates the lease or does not renew upon expiration of the five-year lease, the office use shall be discontinued upon termination or expiration of the five-year lease. All other uses which have been established as of June 12, 2004, and which do not meet the requirements of §102A and §102B above shall be considered to be noncomplying uses and subject to §12-300 of the Zoning Ordinance. (P&Z) (PC) (CC) (SUP 2009-0047)

- 102D. The ground floor of the townhouses at 400-412 John Carlyle Street shall be subject to the following: If, after making a good faith effort as determined using guidelines issued by the director, the building owner is unable to lease or sell space required by the design guidelines and the special use permit to be in retail use, the director may authorize that space to be leased for non-retail use for a period not to exceed ten years, after which time subsequent leases may be authorized on the same conditions. For the purpose of this requirement, retail uses shall include retail shopping establishments, restaurants, banks, financial investment and consulting offices, professional offices, travel agencies, realty offices, personal service uses, educational uses and any other commercial activity that involves a high degree of pedestrian activity, as determined by the Director of Planning & Zoning. The professional office use may be permitted with subsequent approval of the property owners, Homeowners Association and City Attorney. (PC)
- 102E. A grocery store of no less than 25,000 square feet shall be provided within the retail space at Carlyle, unless the grocery store approved in DSUP #2002-0009 for the corner of Duke Street and Holland Lane is constructed and operational. If the requirement for a grocery store is nullified, the 25,000 square feet shall be provided on Block P as retail use that is concentrated along the street and located at ground level.
103. The height for Carlyle Towers Building III shall be permitted to be increased to a maximum height of 193'. Prior to the release of any final site plan for a building which incorporates the increased height, the design guidelines sheet for Block A shall be updated to incorporate the height change and shall be provided to the City. (Added SUP99-0021.)
104. Maximum heights within the project shall be as shown on the approved design guidelines for each block. Two blocks have no approved guidelines: Blocks O and P. On Block O, heights shall not exceed 60', except along Holland Lane, where heights may increase up to 155', and along Eisenhower Avenue at its intersection with John Carlyle Street, where heights may increase up to 110'. Heights on Block P shall be determined by City Council as part of its special use permit review of the applicant's revised design guidelines for Block P.
105. The 313 parking spaces not required by the PTO SFO but located within the PTO parking garages shall be made available to the public in the evening and on weekends until at least 10 p.m. In addition, at least 500 additional spaces within the garages shall be made available to the public on evenings and weekends if the Directors of P&Z and T&ES determine that all or a specific portion of such parking spaces are needed to serve uses in the surrounding area; in the event of such a determination, security for and related to these parking spaces, satisfactory to PTO, shall be provided. A fee may be charged for any parking provided pursuant to this condition.
- 105A. Sufficient spaces for PTO visitors shall be made available from the parking spaces allocated to PTO; provided that no more than 352 (10% of the total PTO spaces) shall be required to be made available for this purpose.

106. The following improvements are required as mitigation of the proposed relocation of the U.S. Patent and Trademark Office to Carlyle and shall be deleted as requirements if the relocation of the U.S. Patent & Trademark Office to Carlyle does not proceed. However, the City reserves the right to require some or all of the following improvements in the context of requests for other amendments to the Carlyle special use permit or in the context of a request for transfer of density pursuant to condition #61 of this special use permit.

(a) The applicant shall construct, at its own expense, or pay for the construction of the following road improvements as generally shown and described in the PBSJ Traffic Impact and Analysis Report on Carlyle dated 1/25/00:

1. Duke Street/Dulany Street/Diagonal Road: dual left turn lanes from westbound Duke Street into Dulany Street and from northbound Dulany Street to Duke Street, and enhancements to the pedestrian crossings at that intersection to include additional and widened sidewalks, and modified medians and crosswalks
2. Duke Street/John Carlyle Street/entrance to King Street Station: improved pedestrian crossings on Duke Street
3. Eisenhower Avenue: widen to provide one additional westbound lane between John Carlyle Street and Elizabeth Lane.
4. Eisenhower Avenue/John Carlyle Street: left turn bay from eastbound Eisenhower Avenue to John Carlyle Street.
5. Eisenhower Avenue/Elizabeth Lane: left turn bay from southbound Elizabeth Lane to Eisenhower Avenue.
6. Jamieson Avenue: extend to West Street.

All of the above improvements shall be accommodated within existing city right-of-way or on property under CDC's control and CDC shall not be required to acquire any additional property to meet these obligations.

(b) The applicant shall reimburse the city for the installation and initial timing of new signals and for retiming of existing signals at the following intersections:

1. Eisenhower Avenue/John Carlyle Street
2. Eisenhower Avenue/Elizabeth Lane
3. Eisenhower Avenue/Mill Road
4. Duke Street/Holland Lane
5. Duke Street/John Carlyle Street
6. Duke Street/Dulany Street/Daingerfield Road

Design and engineering profiles of all improvements required by this condition shall be submitted to and approved by the City as an infrastructure plan prior to release of any final site plan related to the PTO buildings. Construction shall commence within 12 months of the approval of the first final site plan for the PTO and shall thereafter be diligently pursued.

- (c) The applicant shall pay the city \$200,000 prior to July 1, 2001 to be utilized by the City for other traffic measures.
107. In the event the U.S. Patent and Trademark Office relocation to Carlyle does not proceed, approval of the design guidelines for the eastern portion of Block F, the western portion of Block G, and all of Blocks J, K, M and shall be suspended until such time as the applicant requests and City Council approves an amendment to the Carlyle special use permit to address the changes created by the loss of the PTO.
108. During the initial 20-year term of the lease of the five buildings within the Carlyle site to be leased to the United States of America for use by the United States Patent and Trademark Office, the real property subject to the lease is intended to remain in private ownership and to be subject to City of Alexandria real estate taxes. Prior to final site plan approval for any of the five buildings to be leased to the United States, the applicant or any successor in interest to the applicant shall cause to be recorded among the land records of the City of Alexandria, a covenant, approved by the city attorney, that provides that, before any voluntary sale of any of the real property that is being leased to the United States (the Property”) to a purchaser which is not obligated to pay City of Alexandria real estate taxes, the seller of the real property, shall, at the election of the seller either (i) provide to the City a payment equal to the present value of the estimated real estate tax payments (to be calculated pursuant to a mutually agreeable formula to be set forth in the recorded covenant) which would otherwise become due on the Property during the balance of the initial 20-year term of the lease to the United States, or (ii) enter into a binding and enforceable agreement with the City, approved by the city attorney and including such surety as deemed necessary by the city attorney, that requires the seller to make semi-annual payments to the City during the balance of the 20-year term which shall be equal to and made at the same time as the real estate tax payments that would otherwise have been due on the Property. Such covenant shall expressly provide that (i) its terms and obligations shall run with the land and be an encumbrance upon the Property, for the benefit of the City, and the applicant or the applicant’s successors in interest shall ensure that the covenant and the obligation thereof shall have priority over every mortgage, deed of trust, or other lien or encumbrance on the Property, whether created prior to, or subsequent to, the grant of such covenant, and (ii) it shall be released of record in the event of a sale of the Property to a real estate tax exempt purchaser at such time as the foregoing conditions have been satisfied or the expiration of the 20 year term of the lease to the United States. In no event shall this condition or such agreement be deemed to impose the obligation to pay any City of Alexandria real estate taxes upon a real estate tax-exempt purchaser of any Property.
109. In addition to the requirements of the Transportation Management Plan for Carlyle, the applicant or its successor in interest to the PTO Property shall, within six months of approval of the SUP, initiate contact with, and shall thereafter use its best, good faith efforts to work with city staff, WMATA, the Virginia and Maryland Secretaries of Transportation, the developer of National Harbor, other local governments and interested parties, to develop and implement a transportation plan for public transit service across

the Woodrow Wilson Bridge, from the Branch Avenue Metro Station (opening in 2001) to the Eisenhower Avenue Metro Station, with service stops at National Harbor, PTO, and other appropriate locations. Such service should be operational using buses, at the time of occupancy of the first PTO building, if feasible, and service should eventually be provided by light or heavy rail. This condition does not require the applicant to fund such transit service. (City Council)

110. The applicant shall update the Design Guidelines and provide digital originals to the City within 30 days from the approval date of the special use permit approval that reflect the current and all previous amendments to the Guidelines. The revised Guidelines shall be administratively approved by staff prior to an application for Blocks F, G, J and/or K. (P&Z)
111. The development of Blocks F, G, J and K shall be in accordance with the attached design guidelines dated May 23, 2003. (P&Z)
112. Condition deleted (PC)
113. The building setbacks for Block G shall be increased to a minimum of 10 feet along Ballenger and Jamieson Avenues at the 45-foot-height. A setback at the fifth level shall be provided if deemed necessary by the Director of P&Z.
114. The retail parking for Blocks F, G and P shall be limited to a maximum of 3.5 spaces/1,000 GSF. Blocks J and K shall provide a maximum of 277 parking spaces, 94 of the spaces shall be provided for retail uses. The parking shall be allocated proportionally between the two blocks. (PC)

## **VI. ATTACHMENTS**

1. Summary of Carlyle Applications and Amendments
2. Land Use Allocation Table for the Carlyle Plan
3. Revised Block P Design Guidelines
4. Portion of Block P to be Rezoned
5. Eisenhower East Small Area Plan (EESAP) Amendments

**Attachment #1**

**Summary of Carlyle Applications and Amendments**

| <b>Case Number</b>      | <b>Date of CC Approval</b> | <b>Description</b>  |
|-------------------------|----------------------------|---|
| SUP 2253                | 4/18/90                    | Application for multi-phase mixed-use development project.  |
| SUP 2254                | 4/18/90                    | Transportation Management Plan  |
| Administrative Approval | 5/30/90                    | Revision to the block-by-block table of gross square footage to increase the proportion of residential uses from the level proposed by the applicant to the level approved by City Council.   |
| SUP 2253E               | 5/13/93                    | Increase by 5,000 gsf the residential component at Carlyle for the purpose of the Lipnick elderly housing.  |
| Administrative Approval | 12/30/93                   | Shift of additional residential space to Block A from other blocks and shift of retail space from Block A to other blocks.  |
| SUP 2253H               | 6/18/94                    | Conversion of 7,500 gsf of retail space to residential space for the purpose of the Lipnick elderly housing and clarifying minor amendment procedures.  |
| SUP 95-0168             | 12/16/95                   | Changes to Block E design guidelines and a reallocation of uses among blocks at Carlyle.  |
| SUP 96-0089             | 6/15/96                    | Conversion of 120,000 gsf of retail density to office and residential density and changes to require design review for Block C.   |
| SUP 96-0092             | 6/15/96                    | Change to conditions to allow transfer of residential use to office use without further Council approval for PTO, if Carlyle selected by GSA.   |
| Administrative Approval | 12/5/96                    | Revision to Block A to decrease the total residential density by 79,954 gsf and to increase the retail density by 242 gsf (density shifted to and from other blocks).   |
| DSUP 98-0035            | 2/20/98                    | Amendment to transfer 15,000 residential square feet from the floating category to Block H.   |
| DSUP 99-0055            | 3/21/00                    | Amendment to Conditions, including #60 and #62a, to delete Lipnick elderly housing as a separate line item and return the 112,000 gsf to the residential use category.  |
| DSUP 99-0056            | 3/21/00                    | Amendment to allowed building heights, closure of Emerson Avenue and Dulany Street, and exclusion of pedestrian arcades and skywalks from floor area calculation.   |
| Administrative Approval | 12/12/01                   | Revisions to PTO building.  |
| SUP 2003-0016           | 6/14/03                    | Conversion of office and hotel floor area to residential use on Block F, transfer of office space from Blocks F and P to Block G, increase in building height on Block G, transfer of office space from Block F to Blocks J and K, and adoption of Supplemental Design Guidelines for Blocks F, G, J and K, dated May 23, 2003. |

| Case Number     | Date of CC Approval | Description  |
|-----------------|---------------------|--|
| SUP 2004-0003   | 2/21/04             | Increase in allowable building height for a portion of Block O.  |
| SUP 2003-0066   | 3/13/04             | Transfer floor area from Block P to Blocks J and K, increase the permitted building height for a portion of Blocks J and K, and change the definition of retail within Carlyle |
| SUP 2004-0028   | 6/12/04             | Revisions to retail definition.  |
| Minor Amendment | 2/15/05             | Amendment to transfer 2,600 square feet of office use from Block G to Block E as 1,750 square feet of office use and 850 square feet of retail use.                            |
| SUP 2005-0091   | 10/15/05            | Amendment to transfer 5,000 square feet of floor area from Block L to Block O.   |
| SUP 2006-0042   | 6/17/06             | Amendment to the Carlyle Master Plan to approve the Design Guidelines for Block P within the Carlyle development.  |
| SUP 2007-0094   | 10/13/2007          | Amendment to use approximately 95% of the permitted floor area on the western block of Block P.  |
| SUP 2009-0047   | 11/21/2009*         | Amendment to extend the timeframe during which office uses may be permitted in the southeastern corner of 333 John Carlyle Street.   |
| SUP 2009-0066   | -                   | Amendment to remove a portion of Block P (lots 803 and 804) from the Carlyle SUP.  |

\*Under review at the time the staff report was printed.

Attachment #2

Land Use Allocation Table

| Block         | Office                                      | Residential                             | Hotel   | Retail                                    | GSA     | Daycare | Total                                       |
|---------------|---|---|---------|---|---------|---------|---|
| A             |   | 814,419                                 |         | 4,245                                     |         |         | 818,664                                     |
| B             | 290,000                                     |   |         | 7,000                                     |         |         | 297,000                                     |
| C             | 460,700                                     |   |         | 19,600                                    |         |         | 480,300                                     |
| D             |   |   |         |   |         |         | 0   |
| E             | 163,216                                     |   |         | 24,522                                    |         |         | 187,738                                     |
| F             | 399,493                                     | 102,704                                 | 230,000 | 5,500                                     |         |         | 737,697                                     |
| G             | 501,679                                     |   |         | 70,000                                    |         |         | 571,679                                     |
| H             |   | 436,000                                 |         | 4,000                                     |         |         | 440,000                                     |
| I             |   |   |         |   | 400,000 |         | 400,000                                     |
| J             | 447,629                                     |   |         | 14,137                                    |         |         | 461,766                                     |
| K             | 414,432                                     |   |         | 29,205                                    |         | 4,500   | 448,137                                     |
| L             |   | 340,490                                 |         | 20,364                                    |         |         | 360,854                                     |
| M             | 484,803                                     |   |         |   |         |         | 484,803                                     |
| N             | 484,803                                     |   |         |   |         |         | 484,803                                     |
| O             |   | 331,091                                 |         | 6,286                                     |         |         | 337,377                                     |
| P             | <del>342,191</del><br><b><u>342,162</u></b> |   |         | <del>53,991</del><br><b><u>29,724</u></b> |         |         | <del>396,182</del><br><b><u>371,886</u></b> |
| Total         | 3,988,946<br><b><u>3,988,917</u></b>        | 2,024,704                               | 230,000 | 258,850<br><b><u>234,583</u></b>          | 400,000 | 4,500   | 6,907,000<br><b><u>6,882,704</u></b>        |
| % of All Uses | <del>57.8%</del><br><b><u>58.0%</u></b>     | <del>29.3%</del><br><b><u>29.4%</u></b> | 3.3%    | <del>3.7%</del><br><b><u>3.4%</u></b>     | 5.8%    | 0.1%    | 100%  |

SUP # 2009-0066  
REZ #2009-0002  
MPA # 2009-0003  
Carlyle Block P

**Attachment #3**

**Updated Design Guidelines for Block P**

**Attachment #4**

**Portion of Block P to be Rezoned**



SUP # 2009-0066  
REZ #2009-0002  
MPA # 2009-0003  
Carlyle Block P

**Attachment #5**

**EESAP amendments**