

MPA # _____
REZ # _____

JUSTIFICATION FOR AMENDMENT

(attach separate sheets if needed)

- 1. Explain how and why any proposed amendment(s) to the Master Plan are desirable, beneficial to surrounding properties, in character with the applicable Small Area Plan and consistent with City policies:

The Master Plan Amendment proposes a transfer of 56,056 square feet of residential floor area from 800 John Carlyle Street which is designated as Block 27 in the EESAP to 760 John Carlyle Street and 1800 Eisenhower Avenue which are designated as Block 26A in the EESAP.

- 2. Explain how and why the proposed amendment to the Zoning Map(s) is consistent with the proposed amendment to the Master Plan, or, if no amendment to the Master Plan is being requested, how the proposed zoning map amendment is consistent with the existing Master Plan:

N/A

- 3. Explain how the property proposed for reclassification will be served adequately by essential public facilities and services such as highways, streets, parking spaces, police and fire, drainage structures, refuse disposal, water and sewers, and schools.

N/A

- 4. If this application is for conditional zoning approval pursuant to Section 11-804 of the Zoning Ordinance, identify all proffered conditions that are to be considered part of this application (see Zoning Ordinance Section 11-804 for restrictions on conditional zoning):

N/A

Block 27 Property Owner Consent

Carlyle Center, LP, a Delaware limited partnership, hereby consents to and approved of this application to amend the Eisenhower East Small Area to transfer 56,056 square feet of residential floor area from 800 John Carlyle Street, which is designated as Block 27 in the Eisenhower East Small Area, to 760 John Carlyle Street and 1800 Eisenhower Avenue which are designated as Block 26A in the Eisenhower East Small Area.

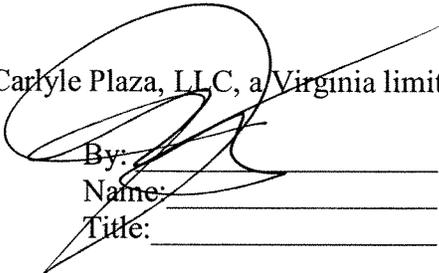
Carlyle Centre, LP, a Delaware limited partnership

By: Alice Tanchel
Name: Alice Tanchel
Title: Vice President

Block 26A Property Owner Consent

Carlyle Plaza, LLC, a Virginia limited liability company, hereby consents to and approved of this application to amend the Eisenhower East Small Area to transfer 56,056 square feet of residential floor area from 800 John Carlyle Street, which is designated as Block 27 in the Eisenhower East Small Area, to 760 John Carlyle Street and 1800 Eisenhower Avenue which are designated as Block 26A in the Eisenhower East Small Area.

Carlyle Plaza, LLC, a Virginia limited liability company

By:  _____

Name: _____

Title: _____

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LAND USE AND CIRCULATION

Retail Centers

The City commissioned a market study by a national real estate economist to assess the potential for retail within the Eisenhower East study area (see discussion above - Real Estate Market Context). The results of the study indicate that, given the proposed scale and development intensity of Eisenhower East, the central location of the Metro and the potential for a regional draw with the existing and potential entertainment venues, there is a market for a regional serving retail/entertainment center focused on the Metro and contained within the Hoffman Town Center, as well as a neighborhood serving convenience retail center at the east end of the study area south of Eisenhower Avenue and located on the extension of John Carlyle Street.

Figure 4-11 indicates the primary concentrations of retail/entertainment uses and the general street frontages where ground floor retail must be located.

The Plan envisions retail/entertainment uses as an integral part of the development of Eisenhower East. The intent is to create carefully planned retail centers integrated into the other uses to create the desired vibrant mixed-use community.

The retail and entertainment uses must be carefully planned to create a modern, cohesive urban retail environment, rather than just accommodating retail in the ground floor of buildings along street frontages. Several quality retail environments have recently been constructed in the Washington, DC

Property Name/Owner	Block	Net Development Site Area*	Principal Use	Allowable Gross Floor Area	Building Height (Stories)	Maximum Tower Height (in feet)	Ground Floor Retail
Park	22	116,000	Open Space				
Hoffman	24	61,100	Office	176,007	10-15	200	
Hoffman	24	48,200	Residential	224,920	10-15	200	
So. Dulany Gardens		15,300	Open Space				
Hoffman	25A	60,400	Residential	175,840	10-15	200	
Carlyle	25B	66,800	Office	204,000	40-45	200	22,000
Carlyle Block P	26A	92,600-93,500	Office	411,000-242,111	10-15	200	34,000
Alex. Sanitation Authority	26	41,000	Residential	281,701-24,000	4-8	100	
So. Carlyle Square			Open Space				
Alex Mini-Storage	27	73,300	Residential	303,444-350,000	4-8	100	
Virginia Concrete	28	63,600	Residential	282,000	4-8	100	
Hooft-Fagelson	29***	55,500	Residential	170,000	4-8	100	
Hooft-Fagelson	30***	114,000	Office	512,000	10-15	200	

Figure 4-10 Development Controls CDD 11

***The Principal Use for these blocks may also be wastewater treatment facility/Public Utility if approved by a special use permit.

Carlyle Plaza, LLC

Alder Branch Realty LP 69.2%
300 Chapel Hill Lane
Box 797
Berryville, VA 22611

Alder Branch Carlyle, LLC 15.4%
300 Chapel Hill Lane
Box 797
Berryville, VA 22611

JM Zell Carlyle, LLC 15.4%
Suite 850
1900 K Street, NW
Washington, DC 20006

CARLYLE CENTRE LP, a Delaware limited partnership

Form Type: Jones Day
Entity Number: 584065
Formation Date: 08/31/2005
Filing Number: 4023691
Filing Date: 08/31/2005
Federal ID Number: 261370323
Capital: 1000
Accounting Division: Residential/Mid Atlantic/Rockville
Property Location: Alexandria, VA
States of Formation: DE
States of Qualification: VA

Amended As of 05/07/2010

OWNERSHIP

General Partner

MA 106 CARLYLE CENTRE LIMITED PARTNERSHIP 40.0000%

Limited Partner

CREL/OAC L.L.C., a Delaware limited liability company 60.0000%

MA 106 CARLYLE CENTRE LIMITED PARTNERSHIP

Form Type: STANDARD LPA
Entity Number: 584078
Formation Date: 10/04/2007
Filing Number: 4434553
Filing Date: 10/04/2007
Federal ID Number: 261233411
Capital: 100
Accounting Division: Residential/Mid Atlantic/Rockville
Property Location: 280 units in Alexandria, VA to be known as Alexan Carlyle Centre
States of Formation: DE
States of Qualification: VA

Amended As of 05/07/2010

OWNERSHIP**General Partner**

MA 102 APARTMENTS GP LLC 1.0000%

Limited Partner

THOMAS J. PATTERSON 0.5000%
ALICE S. TANCHEL 0.5000%
CLIFFORD A. BREINING 0.5000%
JON V. CONTE 2.5000%
SHERYL A. BROWN 3.0000%
ASHVANI K. CHUCHRA 5.0000%
P. SEAN CALDWELL 5.0000%
SAMUEL P. SIMONE 5.0000%
J. RONALD TERWILLIGER 18.9443%
WILLIAM C. MACDONALD 18.9443%
CFP RESIDENTIAL, L.P. 19.4143%
CHARLES N. BAY 19.6971%

MA 102 APARTMENTS GP LLC

Date of Incorporation: 10/24/2006
Number: 584072
Form Type: Standard
Charter Number: 4240296
Federal ID Number: N/A
Registered Agent: CT Corporation System
State of Formation: DE
States of Qualification: DC
Accounting Division: Residential/Mid Atlantic/Rockville
Fiscal Year End: 12/31/2011

Officers

Kenneth J. Valach	President
Alice S. Tanchel	Vice President
Clifford A. Breining	Vice President
Donna C. Kruger	Vice President
Sue O'Bannon	Vice President
Timothy J. Hogan	Vice President
Timothy J. Hogan	Treasurer
Timothy J. Hogan	Secretary
Cheryl Christy	Assistant Secretary
Greg Emery	Assistant Secretary
Lee Ann Shamblin	Assistant Secretary
Marcia L. Moody	Assistant Secretary

Members

EAST COAST 101 GP LLC

Percent

100.0000



APPLICATION

Master Plan Amendment MPA# _____
 Zoning Map Amendment REZ# _____

PROPERTY LOCATION: 340, 350 & 400 Hooffs Run, 760 John Carlyle Street, 1700 & 1800 Eisenhower Avenue

APPLICANTS

Name: City of Alexandria Sanitation Authority, 1500 Eisenhower Avenue, Alexandria, VA 22314
Name: Carlyle Plaza, LLC, c/o JM Zell Partners, 1900 K Street, NW, Suite 850, Washington, DC 2000
Name: Virginia Concrete Company, PO Box 4667, Jacksonville, FL 32201

PROPERTY OWNERS:

Name: Same as above
Name: _____

Interest in property:

Owner Contract Purchaser
 Developer Lessee Other _____

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

yes: If yes, provide proof of current City business license.

no: If no, said agent shall obtain a business license prior to filing application.

THE UNDERSIGNED certifies that the information supplied for this application is complete and accurate, and, pursuant to Section 11-301B of the Zoning Ordinance, hereby grants permission to the City of Alexandria, Virginia, to post placard notice on the property which is the subject of this application.

Kenneth W. Wire, Esquire, Agent *Kenneth W. Wire*
Print Name of Applicant or Agent Signature

McGuireWoods LLP (703) 712-5362 (703) 712-5222
Mailing/Street Address Telephone # Fax #

McLean, VA 22102 4/28/11
City and State Zip Code Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

Application Received: _____ Fee Paid: \$ _____
Legal advertisement: _____
ACTION - PLANNING COMMISSION _____ ACTION - CITY COUNCIL: _____

MPA # 2011-0004
 REZ # _____

SUBJECT PROPERTY

Provide the following information for each property for which an amendment is being requested. (Attach separate sheets if needed.)

Address Tax Map – Block Lot	Land Use Existing - Proposed		Master Plan Designation Existing – Proposing		Zoning Designation Existing – Proposing		Frontage (ft.) Land Area (acres)
1. <u>079.02-01-17</u> Block 30, pt Block 29	Vacant	Same	Residential/ Office	Utility	CDD 11	Same	472,865 s.f.
2. <u>079.02-01-09</u> Part of Block 29	Vacant	Same	Residential	Utility	CDD 11	Same	85,429 s.f.
3. <u>079.02-01-12</u> Block 28	Vacant	Same	Residential	Same	CDD 11	Same	92,565 s.f.
4. <u>079.02-02-13</u> Block 26B	Vacant	Same	Residential	Same	CDD 11	Same	85,303 s.f.
5. <u>079.02-02-17</u> Block 26A	Vacant	Same	Office	Same	CDD 11	Same	55,623 s.f.
6. <u>079.02-02-18</u> Block 26A	Vacant	Same	Office	Same	CDD 11	Same	37,880 s.f.

PROPERTY OWNERSHIP

Individual Owner Corporation or Partnership Owner

Identify each person or individual with ownership interest. If corporation or partnership owner, identify each person with more than 10% interest in such corporation or partnership.

1. Name: See Attached Extent of Interest: _____
 Address: _____
2. Name: _____ Extent of Interest: _____
 Address: _____
3. Name: _____ Extent of Interest: _____
 Address: _____
4. Name: _____ Extent of Interest: _____
 Address: _____

MPA # 2011-0004
REZ # _____

JUSTIFICATION FOR AMENDMENT

(attach separate sheets if needed)

1. Explain how and why any proposed amendment(s) to the Master Plan are desirable, beneficial to surrounding properties, in character with the applicable Small Area Plan and consistent with City policies:

The Master Plan Amendment proposes 1) a transfer of 512,000 square feet of office floor area from the portions of 350 and 400 Hooffs Run Drive which are designated as Block 30 in the EESAP to 760 John Carlyle Street and 1800 Eisenhower Avenue which are designated as Block 26A in the EESAP; 2) a transfer of 170,000 square feet of residential floor area from the portions of 350 and 400 Hooffs Run Drive which are designated as Block 29 in the EESAP to 1700 Eisenhower Avenue which is designated as Block 26B in the EESAP; and 3) correcting the amount of floor area on Block 28 to indicate that 211,283 square feet of residential floor area is permitted and the balance of 70,717 square feet is correctly allocated to Block 26B.

The proposed application is appropriate in that: 1) ASA will be developing Blocks 29 and 30 with utility uses and will not be constructing the office and residential development on these blocks as originally envisioned by the EESAP; 2) the proposed unified public open space plan proposed by the owners of these blocks is in excess of 4.5 acres (which far exceeds the anticipated open space under the existing EESAP for these blocks); and 3) certain blocks contain contaminated soils.

2. Explain how and why the proposed amendment to the Zoning Map(s) is consistent with the proposed amendment to the Master Plan, or, if no amendment to the Master Plan is being requested, how the proposed zoning map amendment is consistent with the existing Master Plan:

N/A

3. Explain how the property proposed for reclassification will be served adequately by essential public facilities and services such as highways, streets, parking spaces, police and fire, drainage structures, refuse disposal, water and sewers, and schools.

N/A

4. If this application is for conditional zoning approval pursuant to Section 11-804 of the Zoning Ordinance, identify all proffered conditions that are to be considered part of this application (see Zoning Ordinance Section 11-804 for restrictions on conditional zoning):

N/A

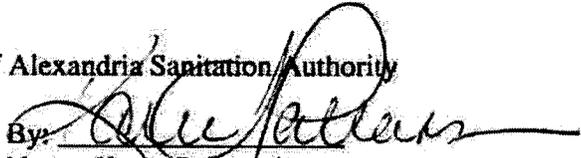
Block 29, 30 and 26B Property Owner Consent

The City of Alexandria Sanitation Authority, hereby consents to and approves of this application to amend the Eisenhower East Small Area Plan to transfer 512,000 square feet of office floor area from the portions of 350 and 400 Hooffs Run Drive which are designated as Block 30 in the Eisenhower East Small Area Plan, to 760 John Carlyle Street and 1800 Eisenhower Avenue which are designated as Block 26A in the Eisenhower East Small Area Plan.

The City of Alexandria Sanitation Authority, hereby consents to and approves of this application to amend the Eisenhower East Small Area Plan to transfer 170,000 square feet of residential floor area from the portions of 350 and 400 Hooffs Run Drive which are designated as Block 29 in the Eisenhower East Small Area Plan, to the 1700 Eisenhower Avenue which is designated as Block 26B in the Eisenhower East Small Area Plan.

The City of Alexandria Sanitation Authority, hereby consents to and approves of this application to correct the Eisenhower East Small Area Plan to indicate that 211,283 square feet of residential floor area is permitted on 340 Hooffs Run Drive which is designated as Block 28 in the Eisenhower East Small Area Plan and that the balance of 70,717 is correctly allocated to Block 26B.

City of Alexandria Sanitation Authority

By: 

Name: Karen Pallansch

Title: Engineer Director

Block 28 Property Owner Consent

Virginia Concrete Company, Incorporated hereby consents to and approves of this application to amend, modify and correct the Eisenhower East Small Area Plan to indicate, among other things, that 211,283 square feet of residential floor area is permitted on the property commonly known as 340 Hooffs Run Drive which is designated as Block 28 in the Eisenhower East Small Area Plan.

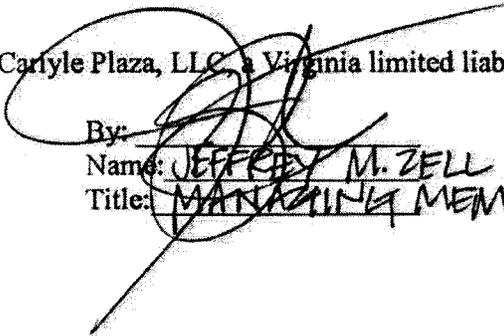
Virginia Concrete Company, Incorporated

By: *James B. Bixler*
Name: Bixler Bixler
Title: President

Block 26A Property Owner Consent

Carlyle Plaza, LLC, a Virginia limited liability company, hereby consents to and approves of this application to amend the Eisenhower East Small Area Plan to transfer 512,000 square feet of office floor area from the portions of 350 and 400 Hooffs Run Drive which are designated as Block 30 in the Eisenhower East Small Area Plan, to 760 John Carlyle Street and 1800 Eisenhower Avenue which are designated as Block 26A in the Eisenhower East Small Area Plan.

Carlyle Plaza, LLC, a Virginia limited liability company

By: 

Name: JEFFREY M. ZELL

Title: MANAGING MEMBER

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Property Name/Owner	Block	Net Development Site Area	Principal Use	Allowable Gross Floor Area	Building Height (Stories)	Maximum Tower Height (in feet)	Ground Floor Retail
Park	22	116,000	Open Space				
Hoffman	24	61,100	Office	176,007	10-15	200	
Hoffman	24	48,200	Residential	224,920	10-15	200	
So. Dulany Gardens		15,300	Open Space				
Hoffman	25A	60,400	Residential	175,840	10-15	200	
Carlyle Block P Plaza Two	26A ³	93,500	Office	755,114 243,114	10-15	200	
Alex. Sanitation Authority	26B ³	41,000	Residential	364,717 124,000	4-8	100	
So. Carlyle Square			Open Space				
Alex Mini Storage	27	73,300	Residential	293,944 350,000	4-8	100	
Virginia Concrete	28 ³	63,600	Residential	211,283 282,000	4-8	100	
Heoff-Fagelson	29 ^{1,3}	55,500	Residential	170,000	4-8	100	
Alex. Sanitation Authority	30 ^{1,3}		Utility & Office	60,000 ²			
Heoff-Fagelson		114,000	Utility Office	512,000	10-15	200	
Alex. Sanitation Authority							

Figure 4-10 Development Controls CDD 11

1. The Principal Use for these blocks may also be wastewater treatment facility/Public Utility if approved by a special use permit. The Alexandria Sanitation Authority's development of Block 29 and 30 with utility uses shall incorporate a continuous public amenity space located on the top of any above ground storage tanks and associated mechanical equipment.
2. The square footage allocated for this block is part of the existing square footage on the ASA plant site and is for the relocation of the administration building from the existing site to Block 29 only. The relocation of this building is encouraged provided that the building is located along the northern edge of Block 29.
3. Due to significant site constraints such as the contaminated soils on these blocks and if a significant public benefit including high quality integrated public open space consisting of not less than 4.5 acres across Blocks 26A, 26B, 28, 29, and 30 which provides a connection to the bike path is provided on these blocks, the parking provided on these blocks shall not be included in the Allowable Gross Floor Area allocated for these blocks.
4. The B Street which separates Block 26B and Block 28 and the eastern portion of the C Street between Blocks 28 and 29 may not be required provided that the redevelopment approvals for these blocks demonstrate that doing so will not have an adverse traffic impact. The A Street west and south of Blocks 29 and 30, the B Street east of Blocks 29 and 30, and the C Street south of Block 29 are no longer required.
5. The City Council may approve a reallocation of the allowable gross floor area between properties and adjustments to the maximum building height as part of the future amendments to this plan.