

Docket Item #22
SPECIAL USE PERMIT #2003-0066
Carlyle Development Plan Amendments

Planning Commission Meeting
March 2, 2004

ISSUE: Consideration of a request to transfer floor area from Block P to Blocks J and K, to increase the permitted building height for a portion of Blocks J and K, and to change the definition of retail within Carlyle.

APPLICANTS: Carlyle Development Corporation & LCOR Ballenger Ave., LLC
by Jonathan P. Rak, attorney

LOCATION: 1950 Duke Street

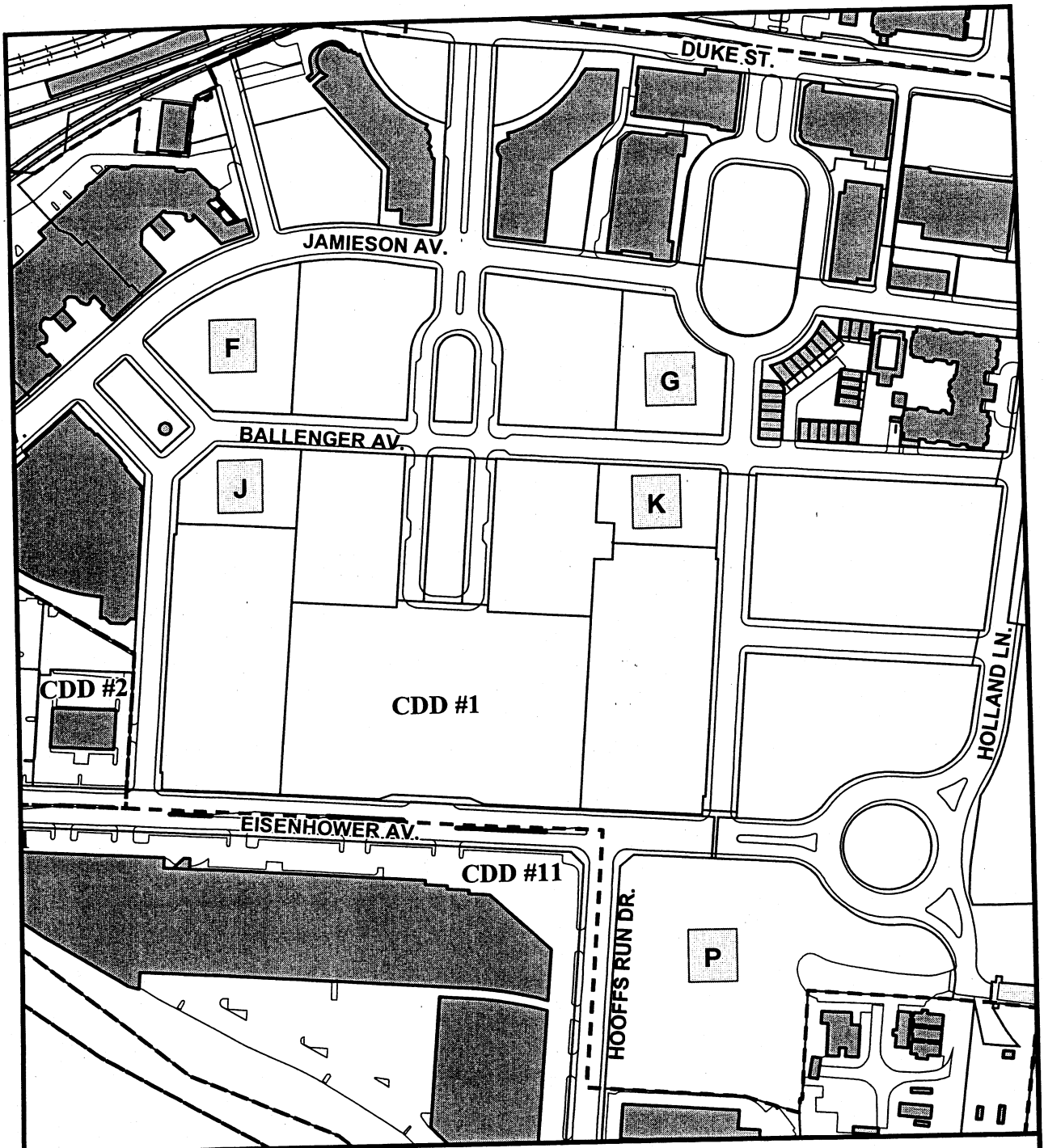
ZONE: CDD-1 / Coordinated Development District

PLANNING COMMISSION ACTION, MARCH 2, 2004: On a motion by Mr. Komoroske, seconded by Ms. Fossum, the Planning Commission voted recommend approval of the request to increase the allowable building height on Blocks J and K and to transfer floor area from Block P to Blocks J and K, subject to compliance with all applicable codes, ordinances and staff recommendations. The motion carried on a vote of 7 to 0.

Note: The request for an amendment to the Carlyle retail definition was not heard. This portion of the request will be heard at a later date under a different SUP number.

Summary: The Planning Commission agreed with the staff analysis.

Speakers: Jonathan Rak, represented the application.



SUP #2003-0066

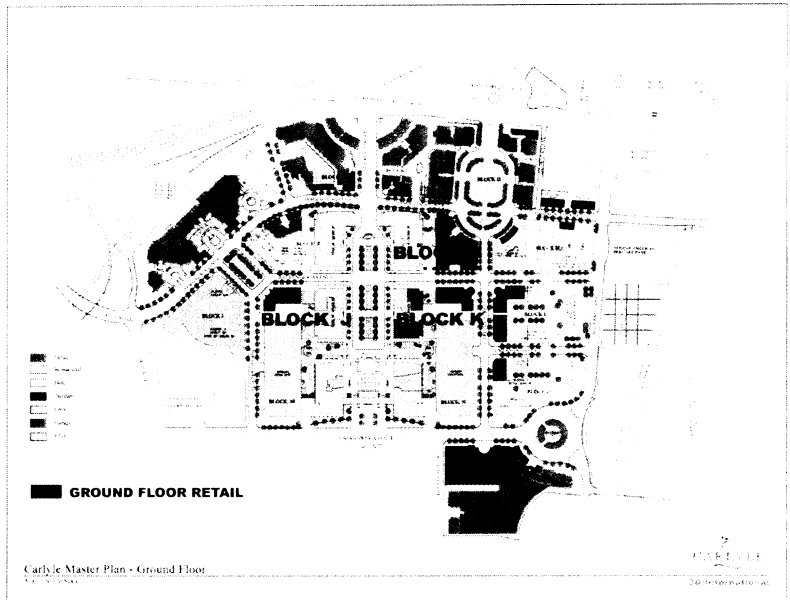
03/02/04



I. EXECUTIVE SUMMARY:

Staff recommends approval of the proposed amendment to the Carlyle Special Use Permit. The proposed amendment consists of three components – modifications to the definition of “retail,” a transfer in allowable floor area from Block P to Blocks J and K, and an increase in the allowable building height for a portion of Blocks J and K.

The purpose of amending the retail definition is to encourage the establishment of uses which will provide goods and services to the residents and office workers of Carlyle and to enhance the walk ability of Carlyle. While all retail areas in Carlyle are important, particular attention needs to be paid to ground floor retail uses, as they are critical for creating a lively streetscape and for drawing people into an area. The desire is to begin to phase out existing first-floor office uses that are located within retail tenant spaces, limit the use of retail spaces to retail or personal service uses, and to provide incentives for restaurants.



A. RETAIL DEFINITION AMENDMENTS

Two amendments to the retail definition are proposed. The first is to amend condition 102A, which presently requires a grocery store of no less than 25,000 square feet to be provided within Carlyle. The proposed amendment will waive the requirement to construct a grocery store *within* Carlyle if a grocery store is built *next* to Carlyle, at the corner of Duke Street and Holland Lane. A Whole Foods market is presently under construction at that location.

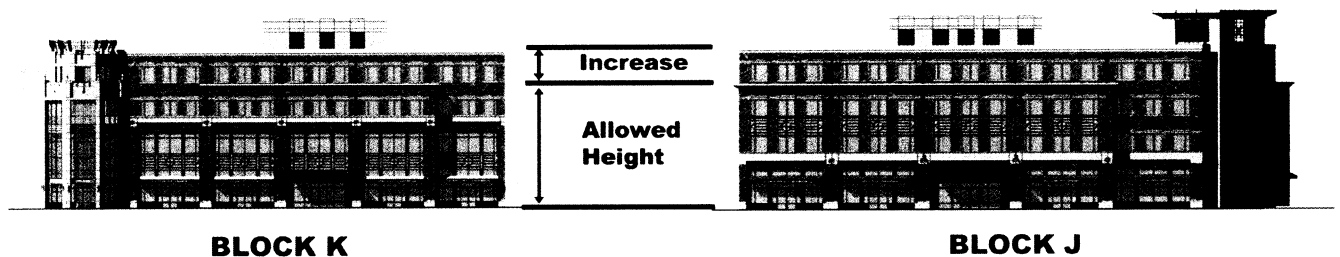
The second amendment to the retail definition changes the list of allowable uses in retail spaces throughout Carlyle. The intent of the amendments is to strongly encourage retail uses and personal service uses in support of Carlyle’s residential and office population. The amendment also provides a different list of uses for ground floor retail space than for retail space above or below the ground floor, and provides greater flexibility to the townhomes on Block H, along John Carlyle Street. The main components of the amendment will be as follows:

- Provide incentives for establishing full-service restaurants;
- Limit the future expansion of ground floor financial institutions;
- Allow only retail on the ground floor but allow a wider variety of uses on other floors.

A number of current Carlyle property owners have expressed an interest in being included under the new retail definition. As such, the applicant is requesting that the retail component of the petition be deferred until the meeting of April 6, 2004 (*See Section IV.A*).

B. AMENDMENTS FOR BLOCKS J AND K

During public hearings and community outreach regarding the SUP amendment to approve the PTO development, Carlyle residents expressed a desire to provide better screening of PTO's two garages. To help provide that screening, a suggestion was made to increase the height of the buildings at the north end of Blocks J and K, along Ballenger Avenue. Increasing the height of the buildings would provide better screening of the garages from street level, and would also bring the buildings more into scale with the garages and other surrounding buildings.



The applicant is proposing to increase the size of each building from three stories to four stories. In order to accomplish this, the applicant is also requesting a transfer of floor area from Block P to Blocks J and K. The applicant is proposing to transfer a total of 43,110 square feet of floor area from Block P to Blocks J and K to allow the height increases to take place (*See Section IV.B*).

C. COMMUNITY AND CARLYLE DESIGN REVIEW BOARD

The Carlyle Design Review Board (DRB) voted to recommend approval of the proposed increase in allowable height, and has also approved the design of the buildings which are proposed for Blocks J and K. Staff has met with the Carlyle Towers Condominium Owners Association, Carlyle City Residences Homeowners Association (townhomes), and Carlyle-Eisenhower Civic Association (CECA), all of which are in support of the proposed amendments. Staff also met with the owners of buildings which contain retail space, who expressed a concern that they are given enough flexibility in leasing their retail spaces (*See Section V*).

D. STAFF RECOMMENDATION

Staff recommends approval of the floor area transfers and height increases as outlined in the staff report, and deferral of the retail definition amendments (*See Section VII*).

II. BACKGROUND / HISTORY:

The intent of Carlyle since the original approval in 1990 has been to “create an active, vibrant area of the City with an environment of unsurpassed quality.” To achieve this goal, the plan proposed “the creation of a development with a mixture of uses and a design which is more urban than suburban in nature; a place where the pedestrian environment is paramount; and a place where a variety of landscapes, streets, open spaces, and buildings...contribute toward a unique sense of place, making the area both distinctive and compatible with the surrounding city.”

The plan extended the existing street grid into the development, creating 15 blocks (Blocks A through O) on the north side of Eisenhower Avenue, and a 16th block (Block P) on the south side of Eisenhower Avenue. Design standards were established for the development as a whole, with more detailed design guidelines to be established for each block. The Carlyle Development Plan was not intended to be a static document – the intent from the beginning was to allow it to be amended, evolving over time to provide the best community possible while adapting to changing surroundings and the specific uses and building designs established within the development. While the original plan has been amended numerous times over the years (most recently by SUP #2004-0003, adopted on February 21, 2004), the original plan goals have been maintained.

The amendments to Carlyle to date are depicted below:

Case Number	Date of CC Approval	Description
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 #2003-0066
Carlyle Retail Definition and Blocks J & K

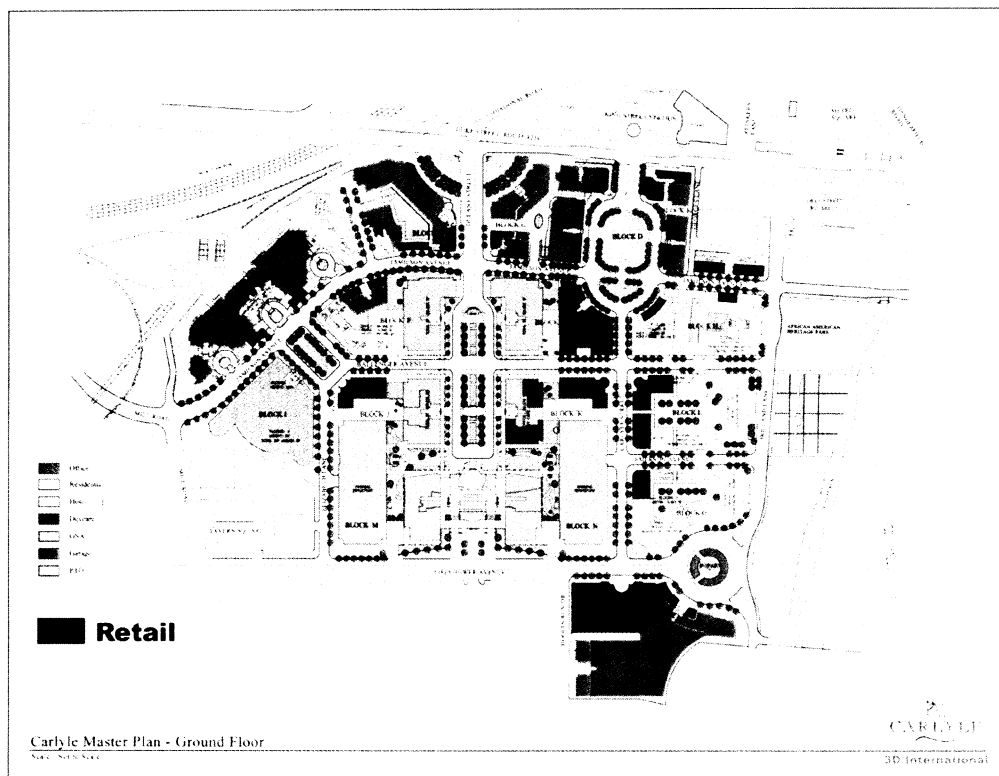
SUP95-0168	12/16/95	Changes to Block E design guidelines and a reallocation of uses among blocks at Carlyle
SUP96-0089	6/15/96	Conversion of 120,000 gsf of retail density to office and residential density and changes to require design review for Block C
SUP96-0092	6/15/96	Change to conditions to allow 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.
Admin. App.	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.
SUP 2004-0003	2/21/04	Increase in allowable building height for a portion of Block O

III. SITE CHARACTERISTICS:

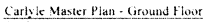
A. Site Description:

The proposed SUP amendments affect three specific blocks (Blocks J, K, and P) within Carlyle, as well as all retail areas within Carlyle. The Carlyle development as a whole is bounded by Duke Street on the north, Holland Lane on the east, and Mill Road and the WMATA tracks on the west. Fifteen of Carlyle's blocks are to the north of Eisenhower Avenue; Block P, the source block for the bulk of the proposed floor area transfers, is the only Carlyle block to the south of Eisenhower Avenue.

Block J is bounded on the west by Elizabeth Lane and Courthouse Square, on the north by Ballenger Avenue, on the east by Dulaney Avenue, and on the south by Block M. The proposed building will be located on the northwest corner of the block, with the northwest corner of the building facing John Carlyle Square and, on the opposite side of the square, the Carlyle Towers.



RETAIL MAP OF CARLYLE, SHOWING RETAIL IN RED



BLOCKS J AND K

Block K is bounded on the west by Dulaney Street, on the north by Ballenger Avenue, on the east by John Carlyle Street, and on the south by Block N. Block J is located to the west of Block K, separated by Dulaney Street. The proposed building will be located on the northeast corner of the block.

There is some retail space located within every Carlyle block except for Blocks I, M, and N. Carlyle's retail core is along John Carlyle Street, with retail anchors on Blocks G and P, with 70,000 and 50,000 square feet of retail, respectively.

B. Zoning:

Carlyle is within an area that is zoned Coordinated Development District (CDD) #1. In addition, Carlyle is governed by Special Use Permit (SUP) #2253, as amended. Development within Carlyle is further governed by design guidelines which are adopted for each individual block, with the final design of each building approved by the Carlyle Design Review Board.

CARLYLE ZONING			
Property Address:		1950 Duke Street	
Total Carlyle Site Area:		76.5 acres	
Block J Site Area:		2.60 acres	
Block K Site Area:		2.65 acres	
Zone:		CDD-1 Coordinated Development District	
Current Use:		Mixed Use	
Proposed Use:		Mixed Use	
		Permitted/Required	Proposed
Floor Area:	Block J	438,197 s.f.	461,766 s.f.
	Block K	423,224 s.f.	448,137 s.f.
Floor Area Ratio:	Block J	3.87	4.08
	Block K	3.67	3.88
Height	Block J	PTO - 164' NW Corner - 50'	PTO - 164' NW Corner - 77'
	Block K	PTO - 164' NE Corner - 50'	PTO - 164' NE Corner - 77'
Open Space	Block J	38,300 s.f.	Same
	Block K	34,650 s.f.	Same

IV. STAFF ANALYSIS:

A. Retail Definition:

1. Allowable Retail Uses:

a. Purpose

The stated intent of Carlyle is to "...create an active, vibrant area of the City" by creating "...a development with a mixture of uses and a design which is more urban than suburban in nature; a place where the pedestrian environment is paramount; and a place where a variety of landscapes, streets, open spaces, and buildings...contribute toward a unique sense of place." While the development of Carlyle is now well under way and Carlyle has a high and growing number of residents and office workers, the development has not yet achieved the vibrancy that has always been contemplated.

The key element, which is necessary to achieve the desired streetscape vitality, is a good mix of retail uses. At present, retail is very limited within Carlyle, with only a handful of shops and restaurants. Most of the space which is intended to be retail is presently occupied by office uses. The allowance for office uses within the retail spaces was made at a time when there was no market to support retail. With a high residential and office population, the demand for retail now exists, and steps need to be taken to ensure that the needed retail can be established. To help establish that retail, the existing definition of retail in Carlyle must be amended.

The strategies which will be used to achieve the goal of stronger retail within Carlyle will be as follows:

- Provide incentives for establishing full-service restaurants;
- Limit the future expansion of ground floor financial institutions;
- Allow only retail and active personal service uses on the ground floor but allow a wider variety of uses on other floors.

b. Current Definition

The current definition of retail in Carlyle is provided within condition 102 of the Carlyle SUP. That condition is as follows:

102. 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, 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. This waiver provision shall not apply to Blocks G, J, K or P; any retail space allocated to those blocks shall be utilized solely for retail purposes.

c. Retail vs. Non-Retail

One of the primary reasons to amend condition 102 is to eliminate the “good faith effort” clause. This clause was added at a time when Carlyle did not have enough residents or office workers to support retail. With nearly a thousand dwelling units occupied in Carlyle and additional units under development, and with the opening of the PTO offices, there is a growing need for retail and service uses within Carlyle. The “good faith effort” clause is therefore no longer necessary and should be removed to ensure that needed retail space is not occupied by non-retail uses.

Additionally, the list of uses that are considered to be “retail” merits modification. One of the overriding goals of the Carlyle development was to provide an urban community with a wide variety of uses, oriented to the pedestrian, offering the goods and services needed or wanted by its residents and workers. To date, Carlyle has not yet been able to meet this goal, as the uses within Carlyle are heavily dominated by residential and office, with only a limited availability of restaurants, retail, and service uses. This is due in part to the fact that Carlyle’s largest retail spaces have not yet been constructed; however, another contributing factor is that most of the retail spaces which are in place are occupied by office tenants.

The lack of retail within Carlyle needs to be addressed for a number of reasons. First, Carlyle’s residents and office workers are clamoring for a greater provision of shopping, dining, and services within Carlyle. Second, if those needs are not met within Carlyle, then Carlyle’s residents and workers will need to go outside of Carlyle for those goods and services, increasing their dependence on the automobile and worsening traffic in and around Carlyle. Third, retail attracts retail, and if a “critical mass” of retail can be established, all of the retail will be more successful. If the occupied retail tenant spaces are used for something other than retail, restaurant, or services, then the available retail spaces will be more difficult to lease.

d. Ground Floor Uses

Most critical of all are the ground floor retail spaces. In an urban area, ground floor retail creates activity and makes for a more vibrant streetscape. The retail uses attract pedestrians, which help make the sidewalks come alive, thereby attracting more people. With a high concentration of retail, people can move from store to store, meeting their shopping, dining, and service needs in a single trip. If the retail uses are scattered because of the presence of office uses within first floor spaces, then walking distances are increased, activity is more dispersed, and the area is less appealing and less successful.

In order to address these issues, staff is recommending that the definition of retail within Carlyle differentiate between ground floor spaces and spaces above or below the ground floor. Ground floor spaces would be limited to uses that would generate a high volume of pedestrian traffic, while spaces above or below the ground floor would be allowed to include customer-oriented office uses such as financial offices. Uses such as financial investment offices, which can pay higher rents than retail uses but do not serve the day-to-day needs of Carlyle residents or workers, will not be allowed in ground floor retail space. Full-service restaurants, which presently require special use approval throughout Alexandria, will be encouraged by being allowed by administrative SUP.

e. Deferral

A number of current Carlyle property owners have expressed an interest in playing a greater role in the crafting of the amended retail language. As such, the applicant is requesting that the retail component of the petition be deferred until the meeting of April 6, 2004.

2. Grocery Store:

Condition 102A presently requires a grocery store of at least 25,000 square feet to be located within the Carlyle development. The condition was established to ensure that a grocery store would be provided within walking distance of the residents of Carlyle. However, a Whole Foods grocery store is presently under construction at the southwest corner of Duke Street and Holland Lane. The Whole Foods site is outside of the boundaries of Carlyle, but it abuts Carlyle along its west and south property lines. The store, therefore, does not satisfy the exact provisions of the condition but does satisfy the condition's goal of providing a grocery store within walking distance of the Carlyle residences.

Since Whole Foods will serve the needs of the residents of Carlyle, and since it is unlikely that the market will support another grocery store within Carlyle, the applicant is requesting to amend that condition as follows to allow greater flexibility:

B. Blocks J and K:

The applicant is requesting to increase the allowable building heights within Blocks J and K, and also to transfer floor area to those blocks from Blocks G and P (It should be noted that no building designs have been proposed for Block P to date, but the designs have been finalized for Block G. Those designs leave a balance of 6,444 square feet of allowable floor area that are not needed on Block G.). The height increase would apply to proposed buildings at the northwest corner of Block J and the northeast corner of Block K, increasing the height of both buildings from 50 feet to 65 feet, with a height of 77 feet for the architectural embellishment (unoccupied) at the northwest corner of Block J and the northeast corner of Block K. The height increases would allow each building to be increased from three floors to four floors. The floor area transfers that will be necessary to add the fourth floors are as follows:

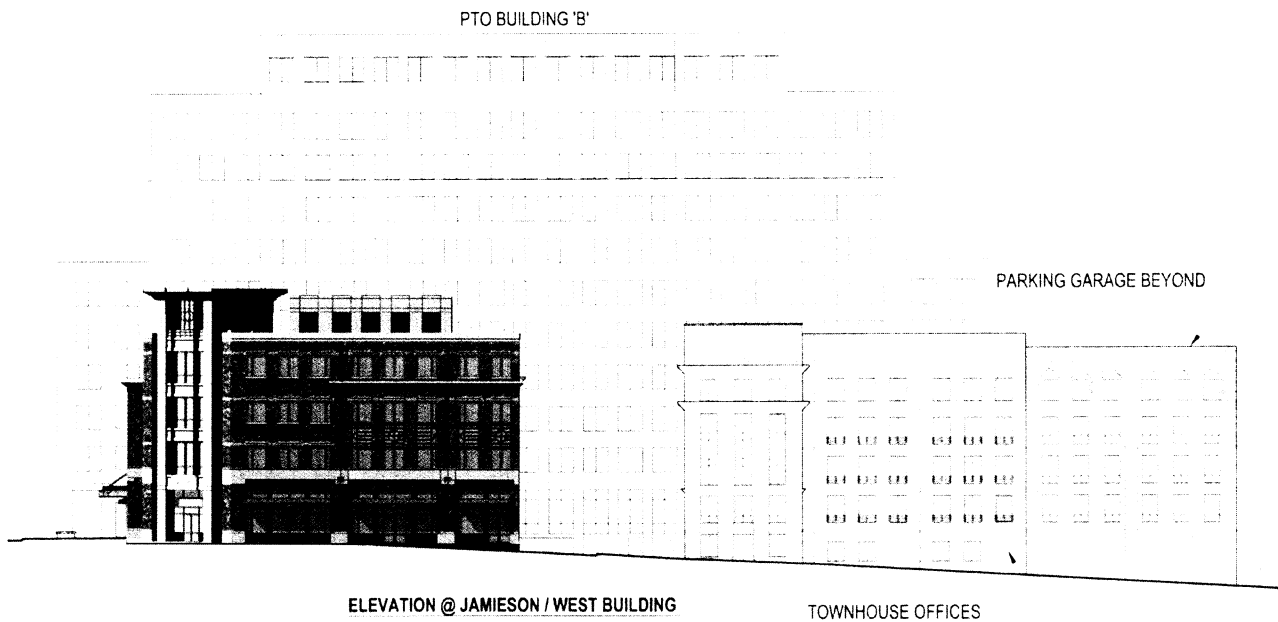
	Allowed Office Floor Area	Proposed Transfer	Proposed Office Floor Area	Allowed Retail Floor Area	Proposed Transfer	Proposed Retail Floor Area	Total Floor Area
Block J (Non-PTO)	29,740	+24,302	54,042	14,870	- 733	14,137	68,179
Block K (Non-PTO)	13,800	+18,808	32,608	27,600	+1,605	29,205	61,813
Block G	504,279	- 6,444	497,835	70,000	0	70,000	567,835
Block P	385,301	- 36,666	348,635	54,863	- 872	53,991	402,626

The guidelines for development on the remaining lots on Blocks J and K were recently amended by City Council action under SUP #2003-0016 in June 2003. This action transferred 15,253 square feet to Block J and 12,043 square feet to Block K and increased the height limit for these buildings to 50 feet. Essentially, this amendment restored about one floor of office use to each of the parcels that had been removed as part of a previous amendment. As part of the PTO approvals (SUP 99-0056), office use was transferred to the outside of the PTO garages to create a buffer between the garages and the adjoining streets, John Carlyle Street and Elizabeth Lane.

New proposed changes to area and height

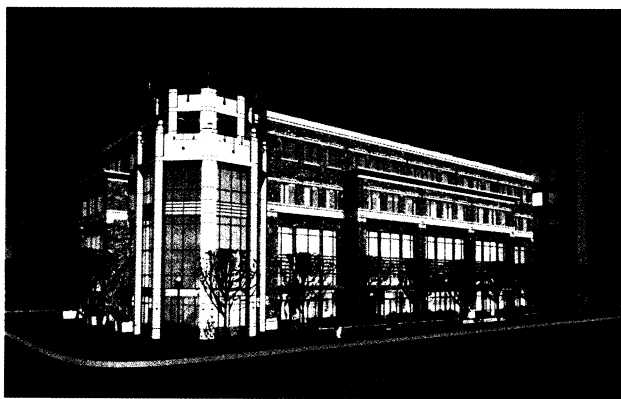
At the time that this amendment was brought before the Carlyle Design Review Board and the subsequent hearings at Planning Commission and City Council, several citizens suggested they would like to see an additional story added to both buildings on Blocks J and K, increasing the height to four stories and creating a larger buffer for views toward the garages from a distance. Staff has reviewed this issue internally and agrees that, in addition to mitigating views of the garages, the additional story would be appropriate in the immediate context of Carlyle and would provide a good intermediate scale between the townhouses and the larger office buildings, particularly PTO. The PTO garages immediately to the south of each lot are 68 feet high, and this proposal would increase the two buildings on Ballenger Avenue to a similar height.

Staff has worked with the applicants for several months and has advocated the need for a simple contextual treatment for these relatively small buildings against the larger, more dominant sites such as the PTO complex, the U.S. Federal Courthouse, and others. As noted, both buildings can



Elevation along Elizabeth Lane looking east showing proposed 4-story building (right) on Block J with PTO complex behind and the parking garage behind the “townhouse” offices to the right.

serve as good transitional elements as the scale of the Carlyle development changes block by block from townhouse to high-rise office and residential buildings; the increase in height creates a more consistent relationship of building to street with the adjacent PTO garages. In the case of both buildings, the massing as proposed is based on a quiet background structure to which are added projecting areas of office, a continuous retail base, and more exuberant architectural elements at the corners. In both cases, the fourth level is set back from the face of the three floors below to limit the impact of the height increase on the experience of the pedestrian.



Views of the two buildings incorporating proposes changes in height and area on Block K (left) and Block J (right) which have been reviewed by the Carlyle Design Review Board.

Public Process

Staff reviewed the impact of this change in height and mass on the urban design with the Carlyle Design Review Board on January 21, 2004, and the Board voted unanimously to support the proposed amendment. In addition, the Board reviewed the building design incorporating the proposed changes to height and massing and this design was also approved unanimously contingent on Planning Commission and City Council approval of this amendment. The other significant action by the Carlyle Design Review Board regarding the massing of the buildings was to increase further the height at the corners only as architectural embellishment above the typical cornice line to emphasize these special features on Courthouse Square and the retail-focused corner of Ballenger Avenue and John Carlyle Street.

Finally, staff has met with residents of the neighborhood, including Carlyle Towers and the Carlyle City Residences, as well as the Carlyle-Eisenhower Civic Association (CECA) with no objections to the change in the massing. Again, it should be emphasized that the original idea to increase the height came from Carlyle area residents, specifically CECA members, and the community response has been consistent with this sentiment.

V. COMMUNITY REVIEW:

The Carlyle Design Review Board (DRB) considered the proposed increase in allowable height on Blocks J and K at their meeting of January 21, 2004, and voted unanimously to recommend approval of the height increase. At that same meeting, the DRB also considered the proposed design of the buildings to be constructed on Blocks J and K, and voted unanimously to approved both designs.

Staff has held individual meetings with the Carlyle Towers Condominium Owners Association and Carlyle-Eisenhower Civic Association (CECA). Both groups expressed their support of the proposed amendments.

There are seven townhomes which are designated for ground floor retail. Of the seven townhomes, only two are presently in use as retail. Staff met with the owners of the two townhomes with retail uses and also met with the Carlyle City Residences Homeowners Association (townhome association). The retail owners asked that all of the townhomes be required to have first-floor retail, as the success of their businesses will depend on the ability to bring shoppers to the block, and on the block being easily recognizable as retail. The Association, however, asked for as much flexibility as possible, including being allowed to use the first floor as a component of the residences.

Staff also met with the owners of buildings within Carlyle which contain retail space. The owners understood the desire to establish more retail uses within Carlyle, but expressed concerns that they be given enough flexibility to be able to successfully lease their retail spaces. Their concerns were as follows:

- Allow as much flexibility as possible;
- Allow restaurants and delis by right, and/or provide inducements to encourage them to come to Carlyle;
- Make any discretionary review administrative, rather than requiring an SUP;
- Allow pedestrian-oriented, non-retail uses, such as financial investment and consulting offices, in ground floor retail spaces by right or with discretionary, administrative approval;
- Allow any uses which become nonconforming to remain as "grandfathered" uses.

VI. STAFF RECOMMENDATION:

Staff recommends **approval** of the floor area transfers and building height increases subject to compliance with all applicable codes and ordinances, and **deferral** of the retail definition amendment.

STAFF:

Eileen P. Fogarty, Director, Department of Planning and Zoning
Jeffrey Farner, Division Chief, Development
Thomas Luebke, City Architect
David Sundland, Urban Planner III

VII. STAFF RECOMMENDATIONS:

Staff recommends **approval** of the floor area transfers and building height increases subject to compliance with all applicable codes and ordinances and the conditions as listed below, and **deferral** of the retail definition amendment.

Note: The following conditions are brought forward from SUP #2253, as amended; no conditions are being changed at present.

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 TES, 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 TES 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 TES 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 TES, 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 TES 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 TES 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 TES 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 TES.
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 TES, 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 TES 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 TES, 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 TES, 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 TES, 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 TES, 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 TES 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 TES. 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 TES.
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 TES.
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 TES. 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 TES, 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>GSF</u>
office.....	3,989,796
courthouse.....	400,000
residential*	2,024,463
hotel.....	229,334
retail and health club.....	258,000
day care center.....	4,500
Total.....	6,906,093

* 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 TES 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 TES 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. No design guidelines are approved for Block P. No development on Block P shall be approved by the City until the City has completed an assessment of the most effective way to provide access to the area south of Block P and approved an amendment to this special use permit to authorize new design guidelines for Block P. In conjunction with this amendment, the City may require the construction of one or more streets through Block P and alterations to the adjacent traffic rotary, including possible elimination of the rotary, to address any traffic concerns identified by staff in their access assessment. If the vacation of a portion of Dulany Street requested in Vacation #99-0006 does not occur, the alterations to the traffic network may not be required.

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 TES 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 Dulaney 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. 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, 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. This waiver provision shall not apply to Blocks G, J, K or P; any retail space allocated to those blocks shall be utilized solely for retail purposes. (PC)
- 102A. A grocery store of no less than 25,000 square feet shall be provided within the retail space at Carlyle.(CC)
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)

APPLICATION FOR SPECIAL USE PERMIT # 2003-0066

[] Change of Ownership or [] Minor Amendment

PROPERTY LOCATION: 1950 Duke Street

TAX MAP REFERENCE: ----- ZONE CDD #1

APPLICANT Name: Carlyle Development Corp. LCOR Ballenger Ave. LLC
1755-C Duke Street 6701 Democracy Blvd., #711
Address: Alexandria, VA 22314 Bethesda, MD 20817

PROPERTY OWNER Name: Carlyle Development Corp. LCOR Ballenger Ave. LLC
1755-C Duke Street 6701 Democracy Blvd., #711
Address: Alexandria, VA 22314 Bethesda, MD 20817

SITE USE: Amendment to SUP 2253

[] THE UNDERSIGNED hereby applies for a Special Use Permit for **Change in Ownership**, in accordance with the provisions of Article XI, Division A, Section 11-503 (5)(f) of the 1992 Zoning Ordinance of City of Alexandria, Virginia. THE UNDERSIGNED, having read and received a copy of the special use permit, hereby agrees to comply with all conditions of the current special use permit, including all other applicable City codes and ordinances.

[] THE UNDERSIGNED hereby applies for a Special Use Permit for **Minor Amendment**, in accordance with the provisions of Article XI, Division A, Section 11-509 and 11-511 of the 1992 Zoning Ordinance of City of Alexandria, Virginia.

THE UNDERSIGNED, having obtained permission from the property owner, hereby requests this special use permit. The undersigned also attests that all of the information herein required to be furnished by the applicant are true, correct and accurate to the best of their knowledge and belief.

Jonathan P. Rak, Agent
Print Name of Applicant or Agent
McGuireWoods LLP
Suite 1800
Mailing/Street Address
1750 Tysons Boulevard
McLean, VA 22102
City and State

Jonathan P. Rak
Signature

(703) 712-5411 (703) 712-5231
Telephone # *Fax #*

6/16/03
Date

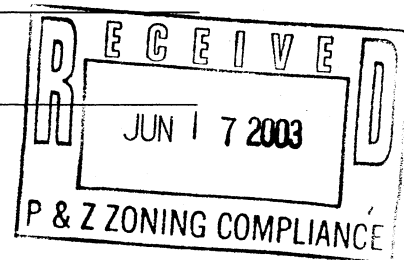
DO NOT WRITE BELOW THIS LINE - OFFICE USE ONLY

Application Received: _____ Date & Fee Paid: _____ \$ _____
Legal Advertisement: _____

ADMINISTRATIVE ACTION: _____

Date

Director, Planning & Zoning



The following information must be furnished to the Department of Planning and Zoning to determine if the current use conducted on the premises complies with the special use permit provisions and all other applicable codes and ordinances.

1. Please describe prior special use permit approval for the subject use.

Most recent Special Use Permit # ²⁰⁰³~~2993~~-0016

Date approved: 06 / 14 / 2003
month day year

Name of applicant on most recent special use permit Carlyle Development Corp. & LCOR Ballenger Ave. LLC

Use Revisions to Carlyle SUP 2253

2. Describe below the nature of the existing operation in detail so that the Department of Planning and Zoning can understand the nature of the change in operation; include information regarding type of operation, number of patrons served, number of employees, parking availability, etc. (Attach additional sheets if necessary)

Not applicable

3. Describe any proposed changes to the business from what was represented to the Planning Commission and City Council during the special use permit approval process, including any proposed changes in the nature of the activity, the number and type of patrons, the number of employees, the hours, how parking is to be provided for employees and patrons, any noise emitted by the use, etc. (Attach additional sheets if necessary)

(1) Revise SUP 2253, Condition R-80 to change description of retail uses within CDD #1. (See attached Condition 102. Note that added to the definition of retail is language suggested in the attached memorandum from Harry P. Hart, dated June 13, 2003.)

(2) Revise SUP 2003-0016, Condition 102A to clarify the requirement for a grocery store of no less than 25,000 SQ. FT.

(3) Revise *Carlyle Master Plan Chart of Uses* to provide additional screening of PTO garages in Blocks J & K by transferring 28,670 SQ. FT. of office space from Block P to Blocks J & K. (See attached *Carlyle Master Plan Chart of Uses*.)

4. Is the use currently open for business? _____ Yes _____ No X 4. Is the use currently open for business? _____ Yes _____ No X

If the use is closed, provide the date closed. _____ / _____ / _____
month day year

5. Describe any proposed changes to the conditions of the special use permit:

See attached revised Condition 102 & 102A, and revised Carlyle Master Plan Chart of Uses.

6. Are the hours of operation proposed to change? _____ Yes _____ No
If yes, list the current hours and proposed hours:

Current Hours:

Proposed Hours:

Not applicable

7. Will the number of employees remain the same? _____ Yes _____ No
If no, list the current number of employees and the proposed number.

Current number of Employees:

Proposed Number of Employees:

Not applicable

8. Will there be any renovations or new equipment for the business? _____ Yes _____ No
If yes, describe the type of renovations and/or list any new equipment proposed.

Not applicable

9. Are you proposing any change in the sales or service of alcoholic beverages? _____ Yes _____ No.
If yes, describe proposed changes:

Not applicable

10. Is off-street parking provided for your employees? ____ Yes ____ No
If yes, how many spaces, and where are they located?

Not applicable

11. Is off-street parking provided for your customers? ____ Yes ____ No
If yes, how many spaces, and where are they located?

Not applicable

12. Is there a proposed increase in the number of seats or patrons served? ____ Yes ____ No
If yes, describe the current number of seats or patrons served and the proposed number of seats and patrons served. For restaurants, list the number of seats by type (i.e. bar stools, seats at tables, etc.)

Not applicable

13. Are physical changes to the structure or interior space requested? ____ Yes X No
If yes, attach drawings showing existing and proposed layouts. In both cases, include the floor area devoted to uses, i.e. storage area, customer service area, and/or office spaces.

14. Is there a proposed increase in the building area devoted to the business? ____ Yes X No
If yes, describe the existing amount of building area and the proposed amount of building area.

Current:

Proposed:

15. The applicant is the (check one) X Property owner ____ Lessee
____ other, please describe: _____

16. The applicant is the (check one) X Current business owner ____ Prospective business owner
____ other, please describe: _____

17. Each application shall contain a clear and concise statement identifying the applicant, including the name and address of each person owning an interest in the applicant and the extent of such ownership interest. If the applicant, or one of such persons holding an ownership interest in the applicant is a corporation, each person owning an interest in excess of ten percent (10%) in the corporation and the extent of interest shall be identified by name and address. For the purpose of this section, the term "ownership interest" shall include any legal or equitable interest held in the subject real estate at the time of the application. If a nonprofit corporation, the name of the registered agent must be provided.

Please provide ownership information here:

Carlyle Development Corporation

Norfolk Southern Corporation (100%)

Three Commercial Place

Norfolk, VA 23510

LCOR Ballenger LLC

LCOR Ballenger LLC is owned 100% by LCOR Property Company LLC, of which 40% is owned by LCOR Public/Private LLC. LCOR Public/Private is owned 100% by LCOR Holdings LLC, which in turn is owned by 4 individuals and LCOR Incorporated. A 26.6% interest is held by each of 3 individuals; assuming they own 26.6% of 40%, they effectively own 10.64% of LCOR Ballenger. The 3 individuals are:

Peter DiLullo

Eric Eichler

LCOR Incorporated

100 Berwyn Park

Suite 110

Berwyn, PA 19312

(610) 251-9110

Kurt Eichler

LCOR Incorporated

One Penn Plaza

Suite 3310

New York, NY 10119

(212) 760-0060

\\REA\157689.1

CARLYLE DEVELOPMENT CORP.
AMENDMENT TO SUP 2253

June 13, 2003

Deleted Condition R-80

~~No space designated as retail in the development plan for the project area shall be used for office use.~~

Revised Condition 102:

"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. Ground floor retail uses shall include use(s) engaged in the sale of goods for personal use or by a business supporting uses that shall include bakeries, banks, bookstores, clothing, clothing accessories, copier/reproductions, delis, department stores, drugstores, dry cleaners (not dry cleaning plant), florists, groceries, jewelry, markets, restaurants and any other commercial activity that involves a high degree of pedestrian activity, as determined by the Director of Planning & Zoning. Retail use above or below the ground floor may include other uses permitted under the zoning ordinance definition of retail, banks, financial investment and consulting offices, travel agencies, realty offices, personal service uses, educational uses, and professional offices such as attorney's offices or accountant's offices. All restaurants shall require a special use permit approval by City Council. The Director of P&Z may administratively approve the conversion of ground floor office uses to retail uses on John Carlyle Street, John Carlyle Square, Dulaney Street, Ballenger Avenue and Jamieson Street."

Revised Condition 102A.

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 as ground level consolidated retail use within Block P, preferably as an anchor retail tenant.

Block	Office	Residential	Hotel	Retail	GSA	Daycare	Block Total
A		814,419		4,245			818,664
B	290,000			7,000			297,000
C	460,700	0		19,600			480,300
D							
E	161,466			23,672			185,138
F	399,493	102,704	230,000	5,500			737,697
G	504,279			70,000			574,279
H		436,000		4,000			440,000
I					400,000		400,000
J	423,327 438,385			14,870			438,197 453,255
K	395,624 409,236			27,600		4,500	427,724 441,336
L		345,490		20,364			365,854
M	484,803						484,803
N	484,803						484,803
O		326,091		6,286			332,377
P	385,301 356,631			54,863			440,164 411,494
Total	3,989,796	2,024,704	230,000	258,000	400,000	4,500	6,907,000
% of All Uses	57.8%	29.3%	3.3%	3.7%	5.8%	0.1%	100%

SPEAKER'S FORM

DOCKET ITEM NO. 14

**PLEASE COMPLETE THIS FORM AND GIVE IT TO THE CITY CLERK
BEFORE YOU SPEAK ON A DOCKET ITEM.**

PLEASE ANNOUNCE THE INFORMATION SPECIFIED BELOW PRIOR TO SPEAKING.

1. NAME: Jonathan Rak
2. ADDRESS: 1750 Tyson Blvd. McLean, VA 22102
- TELEPHONE NO. 703712 5411 E-MAIL ADDRESS: jrak@mcquierevords.com
3. WHOM DO YOU REPRESENT, IF OTHER THAN YOURSELF? Applicant
4. WHAT IS YOUR POSITION ON THE ITEM?
FOR: ☒ AGAINST: _____ OTHER: _____
5. NATURE OF YOUR INTEREST IN ITEM (PROPERTY OWNER, ATTORNEY, LOBBYIST, CIVIC INTEREST, ETC.):
Attorney
6. ARE YOU RECEIVING COMPENSATION FOR THIS APPEARANCE BEFORE COUNCIL?
YES ☒ NO _____

This form shall be kept as a part of the permanent record in those instances where financial interest or compensation is indicated by the speaker.

A maximum of three minutes will be allowed for your presentation. If you have a prepared statement, please leave a copy with the Clerk.

Additional time not to exceed 15 minutes may be obtained with the consent of the majority of the council present; provided notice requesting additional time with reasons stated is filed with the City Clerk in writing before 5:00 p.m. of the day preceding the meeting.

The public normally may speak on docket items only at public hearing meetings, and not at regular legislative meetings. Public hearing meetings are usually held on the Saturday following the second Tuesday in each month; regular legislative meetings on the second and fourth Tuesdays in each month. The rule with respect to when a person may speak to a docket item at a legislative meeting can be waived by a majority vote of council members present but such a waiver is not normal practice. When a speaker is recognized, the rules of procedures for speakers at public hearing meetings shall apply. If an item is docketed *for public hearing* at a regular legislative meeting, the public may speak to that item, and the rules of procedures for speakers at public hearing meetings shall apply.

In addition, the public may speak on matters which are not on the docket during the Public Discussion Period at public hearing meetings. The Mayor may grant permission to a person, who is unable to participate in public discussion at a public hearing meeting for medical, religious, family emergency or other similarly substantial reasons, to speak at a regular legislative meeting. When such permission is granted, the rules of procedures for public discussion at public hearing meetings shall apply.

Guidelines for the Public Discussion Period

- (a) All speaker request forms for the public discussion period must be submitted by the time the item is called by the City Clerk.
- (b) No speaker will be allowed more than three minutes.
- (c) If more speakers are signed up than would be allotted for in 30 minutes, the Mayor will organize speaker requests by subject or position, and allocate appropriate times, trying to ensure that speakers on unrelated subjects will also be allowed to speak during the 30 minute public discussion period.
- (d) If speakers seeking to address council on the same subject cannot agree on a particular order or method that they would like the speakers to be called on, the speakers shall be called in the chronological order of their request forms' submission.
- (e) Any speakers not called during the public discussion period will have the option to speak at the conclusion of the meeting, after all docketed items have been heard.