

Docket Item #20
SPECIAL USE PERMIT #2003-0016
Carlyle Development

Planning Commission Meeting
June 3, 2003

ISSUE: Consideration of a request for a special use permit to amend the development plan.

APPLICANT: Carlyle Development Corporation (CDC) and
LCOR Ballenger Avenue, LLC, by
Jonathan Rak, attorney

LOCATION: 1950 Duke Street

ZONE: CDD-1/Coordinated Development District

PLANNING COMMISSION ACTION, JUNE 3, 2003: On a motion by Ms. Fossum, seconded by Mr. Robinson, the Planning Commission voted to recommend approval of the application subject to compliance with all applicable codes and ordinances and staff recommendations and to amend conditions 112 and 114. The motion carried on a vote of 6 to 1, with Mr. Dunn voting against.

Reason: The Planning Commission agreed with the staff analysis and expressed its belief that the floor area conversions and transfers and the changes to the Carlyle Design Guidelines, and conditions recommended by staff will provide a balance of uses that will help to create an active and vibrant community consistent with the intent of Carlyle.

The changes to condition 112 and condition 114 are those reflected in the June 2, 2003 letter from the applicant. The withdrawal of the request to change condition 102 and add condition 102 A is predicated upon the commitment of the applicant to file a separate SUP application to address the definition applied to retail uses within Carlyle, by June 17, 2003 and to defer the execution of any leases for retail space on blocks F, G, J or K until a decision is made by City Council on revisions to the retail definition, or until January 1, 2004. As part of the application submitted on June 17, 2003, the applicant will also include an option to transfer additional floor area to Block J and Block K to provide screening for the PTO parking garages as requested by the applicant.

Speakers:

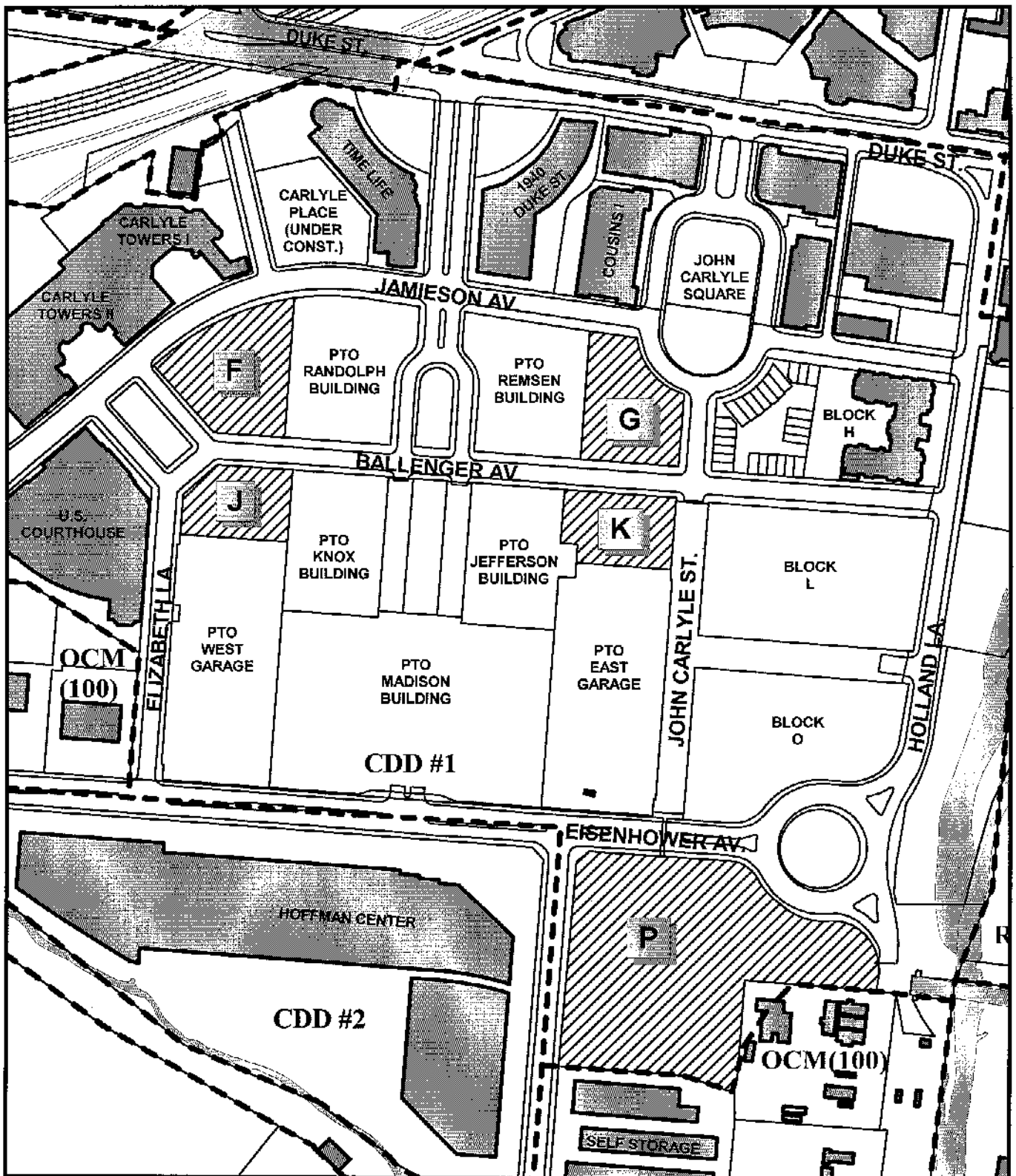
Mr. Jonathan Rak, attorney, representing the applicant.

Allan Rudd, resident of Carlyle Towers and President of Carlyle Eisenhower Civic Association(CECA), spoke in support of the proposed application and cautioned that tour bus traffic related to the hotel should be well-managed and probably staged away from the immediate area. He also recommended that the hotel have some outdoor amenities available to the public such as a roof terrace associated with a restaurant.

Ms. Pat Rudd, resident and Vice President of CECA, stated that CECA spoke in support of the proposal. She expressed a desire to see a transfer additional floor area to blocks J and K to screen the PTO parking garages.

Mr. Bill Harvey, resident and CECA member, spoke in support of the application. He expressed concern about the completion of the Duke Street Concourse.

Mr. Peter Katz, resident and board member for the Carlyle City Residences Homeowners Association, spoke in support of the application.



SUP #2003-0016

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SUMMARY:

The applicant, Carlyle Development Corporation (CDC), is requesting approval of amendments to the approved Carlyle special use permit (SUP #2253 as amended through DSUP #99-0055 and #99-0056) to reallocate the floor area ratio within blocks F, G, J, K and P by transferring the permitted floor area ratio (F.A.R.) between these blocks, convert a portion of the hotel use to condominiums within Block-F, and revise the height and massing permitted within each block. The approved CO zoning and special use for Carlyle, enable this development to be one of the few developments and/or zones within the City where floor area is permitted to be transferred within the development. The blocks within Carlyle have permitted use(s), allocations of floor areas by type, height, and design guidelines, all of which regulate development within each block.

Staff supports this application to these actions that will contribute to the vibrancy of Carlyle. As part of the transfers, staff is including significant conditions and guidelines that will enable the City to continue to maintain high-quality development within Carlyle. The amendments have also been reviewed and approved by the Carlyle Design Review Board (DRB) at their May 19, 2003 meeting.

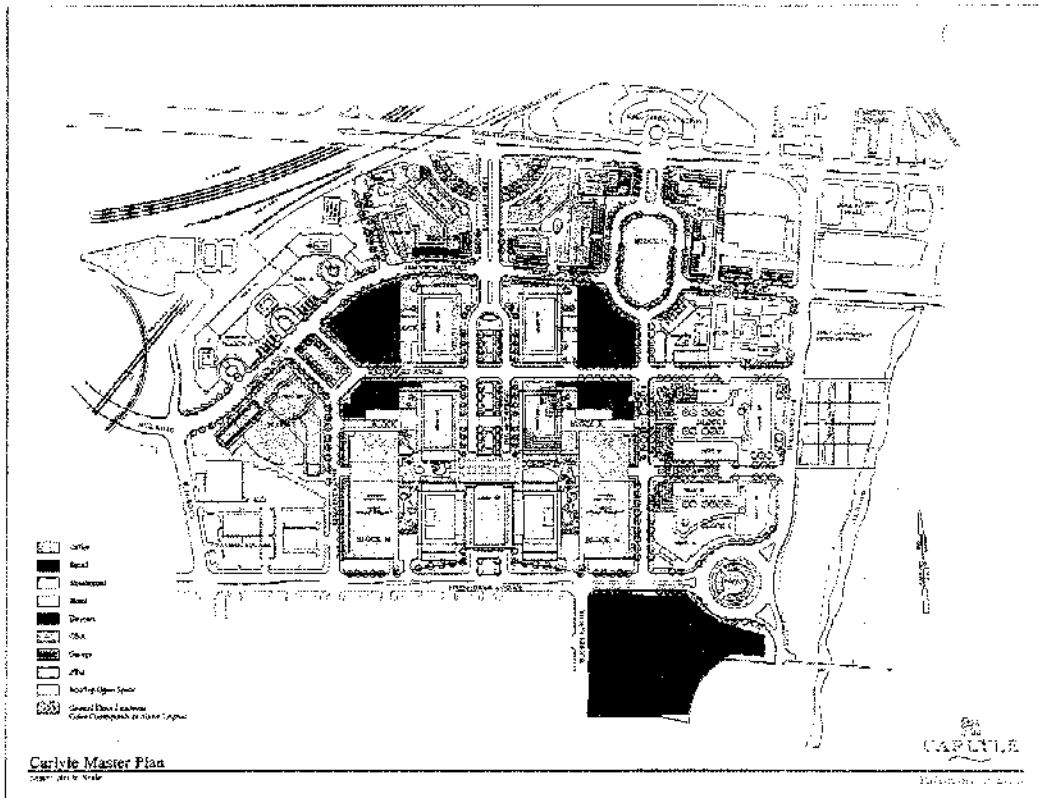
In summary, the request involves five blocks within Carlyle: F, G, J, K, and P as follows:

Block F: Conversion of 50,000 SF of hotel floor area to residential use and conversion of 32,704 SF of office floor area to residential use, to combine for development of 78 condominium units. The hotel and condominium proposal includes a 315-room luxury hotel with conference facilities and 5,500 SF of ground floor retail and 78 condominiums. The remainder of the "unused" office floor area, or 62,296 SF, will be transferred to Block F to blocks G, J and K for proposed office use. The heights of some portions of the building will increase over that which is currently allowed by the Carlyle Design Guidelines although the maximum height of 155 feet currently permitted for the block will not increase. All parking will be below grade.

Block G: The floor area for office use is proposed to be increased from 37,594 SF to 104,786 SF by receiving office floor area from blocks F and P increasing the height of the building from 50 ft. to 86 ft., which require modifications to the approved Design Guidelines, proposes 70,000 SF ground- and second-floor retail faces John Carlyle Square with up to three floors of office above. All parking will be below grade.

Blocks J&K: The allocated floor areas for office use are proposed to be increased from 14,487 SF for Block J and 1,757 SF for Block K to 29,740 SF for Block J and 13,800 for Block K by transfers of floor area from Block F. The heights of these buildings are not proposed to change. This transfer is required due to the PTO requirement to face the parking structures with active uses as discussed below. No changes to the approved Design Guidelines are necessary as these buildings will conform to the current

guidelines. Some of the office floor area allocated to these buildings was transferred to create the townhouse offices that flank the PTO parking garages. This transfer is to restore the quantity of office floor allocated prior to the townhouse office transfer. Blocks J and K do not have specific proposals.



The site plan of Carlyle indicating the blocks affected by this application.

Block P: Office floor area is proposed to be transferred to Block G, reducing the office floor area on Block P from 417,493 SF to 385,493 SF. This transfer will reduce the total volume of the potential development on the block and may ultimately result in a reduction of the building heights. No Design Guidelines have been approved by City Council for Block P. Future guidelines will have to be approved by City Council before a specific development proposal can be approved.

The proposed amendments are consistent with the overall intent of the Carlyle development to “create a vibrant large-scale mixed-use project which will be an extension of the City and which will reflect the City’s unique qualities.” These amendments will enable the City to acquire a hotel with conference facilities, additional home-ownership residential units, and reinforce the consolidated

retail area. These transfers will also enable building heights and massing for these blocks that are more compatible with the context of the existing buildings within Carlyle. Two specific projects are currently being proposed by the applicant: a hotel and condominium building on Block F and a retail and office building on Block G. The contract purchasers for these are Regent Partners and Lane Development, respectively.

The applicant and staff have also proposed several changes to other requirements and administrative procedures for Carlyle. Staff proposes that the definition of retail uses within Carlyle as currently stated in Condition #102 be amended to preclude uses such as professional offices within designated retail space, similar to the permitted retail uses within Mill Race. The reservation of these areas for retail uses will help to promote higher levels of pedestrian activity and enrich the pedestrian experience by providing active ground floor retail uses rather than the many inactive office storefronts within Carlyle.

The applicant is requesting that changing existing ground floor office uses to retail use in existing buildings could be approved administratively, rather than a special use permit amendment. Staff supports this request contingent upon the retail uses being limited to John Carlyle Street and Square as well as Jamieson Avenue and that restaurant uses will continue to require a special use permit. Staff believes conversion of office space to retail use will be an incentive to attract the amount, types and variety of retail uses that have been desired by the residents, office tenants, and the City within Carlyle. This potential additional retail will also help to attract the critical mass of retail needed within the development. The applicant has also requested that the requirement for a grocery store within Carlyle be eliminated if the grocery store approved for the corner of Duke Street and Holland Lane (Whole Foods) is built; staff supports this with the provision contingent upon the construction and operation of Whole Foods grocery store and the 25,000 SF previously reserved for a grocery store be reserved for retail use(s) within Carlyle.

Issues Raised by the Proposed Conversions and Transfers:

1. Converting hotel-office use to hotel-residential (condominium) use on Block F.
2. Modifications to the Guidelines to accommodate the proposed hotel-condominium.
3. Modifications to the Guidelines to accommodate a taller building on Block G.
4. Retail Parking.
5. The desirability of transferring office floor area from Block P in order to reduce the potential building mass that could be developed there.

6. Retail Uses:
 - a. Change the definition of retail applied to Carlyle so it encourages those businesses which generate a high degree of pedestrian activity.
 - b. Authorization of administrative approval for conversions of all ground floor office use areas to retail uses.
 - c. Elimination of the requirement for a 25,000-SF grocery to be constructed in Carlyle if the grocery store (Whole Foods) approved for the corner of Duke Street and Holland Lane is built.

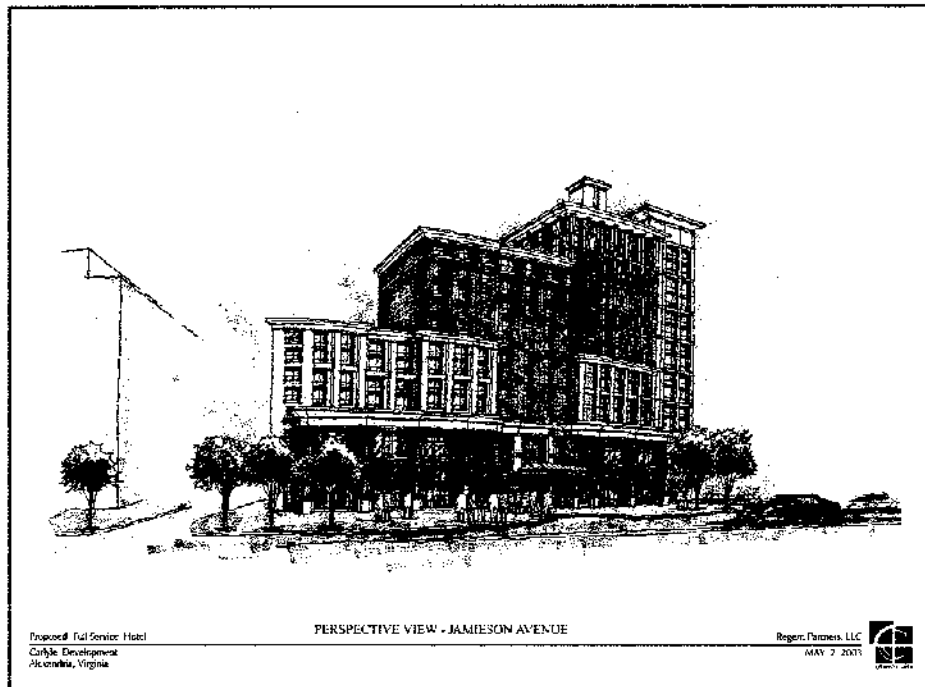
1. Converting hotel-office use to hotel-residential (condominium) use on Block F.

A hotel with conference facilities has always been envisioned as a key component of Carlyle. It was assumed that a facility might have up to 400 rooms and 300,000 SF were allocated for hotel use. The hotel building height limit was 155; 95,000 SF of office space was located on the eastern side of the development adjacent to the PTO having a maximum building height of 80 feet. The current proposal to convert 32,704 SF of office space to residential and transfer the remainder of the office floor area to blocks G, J and K provide a general benefit to the overall distribution of residential and office uses within Carlyle.

Carlyle Towers is the only residential development on the western portion of Carlyle. Although it is a rather large complex with well over 1,000 condominium units, it is somewhat isolated from other areas by a variety of visual and physical barriers. The U. S. Federal Courthouse and the PTO on the east are large non-residential uses as are the Metro and railroad lines that abut Carlyle Towers on the west. The proposed residential use in Block F will help to balance the high amount of offices uses within this part of Carlyle. The occupants of the proposed 78 units should, when added to hundreds of hotel guests, provide a diversity and level of activity that will make the western portion of Carlyle much more livable and active. The loss of office use in this immediate vicinity also reduces required parking and diminishes peak traffic generation.

2. Modifications to the Guidelines to accommodate the proposed hotel-condominium.

The proposed building for Block F, while containing less floor area than currently allocated, will have a longer building streetwall along the Courthouse Square (increasing from 140 feet to 190 feet) and Jamieson Avenue frontages. The height of the building along the Courthouse Square frontage remains unchanged at 155 feet. The street wall along Jamieson Avenue is proposed to have a number of changes that would result in the elimination of a 39-foot-wide notch between the hotel and office towers extending down to a height of 55 feet above the street level. In addition to this notch being filled in, the wall (above that section of the building and 56 feet to the west) will rise an additional 50 feet upward to 130 feet. The 130-foot-tall wing that will extend along Ballenger Avenue will have a smaller setback—five feet rather than ten—and the farthest east portion of that streetwall will increase from 55 feet to 80 feet.



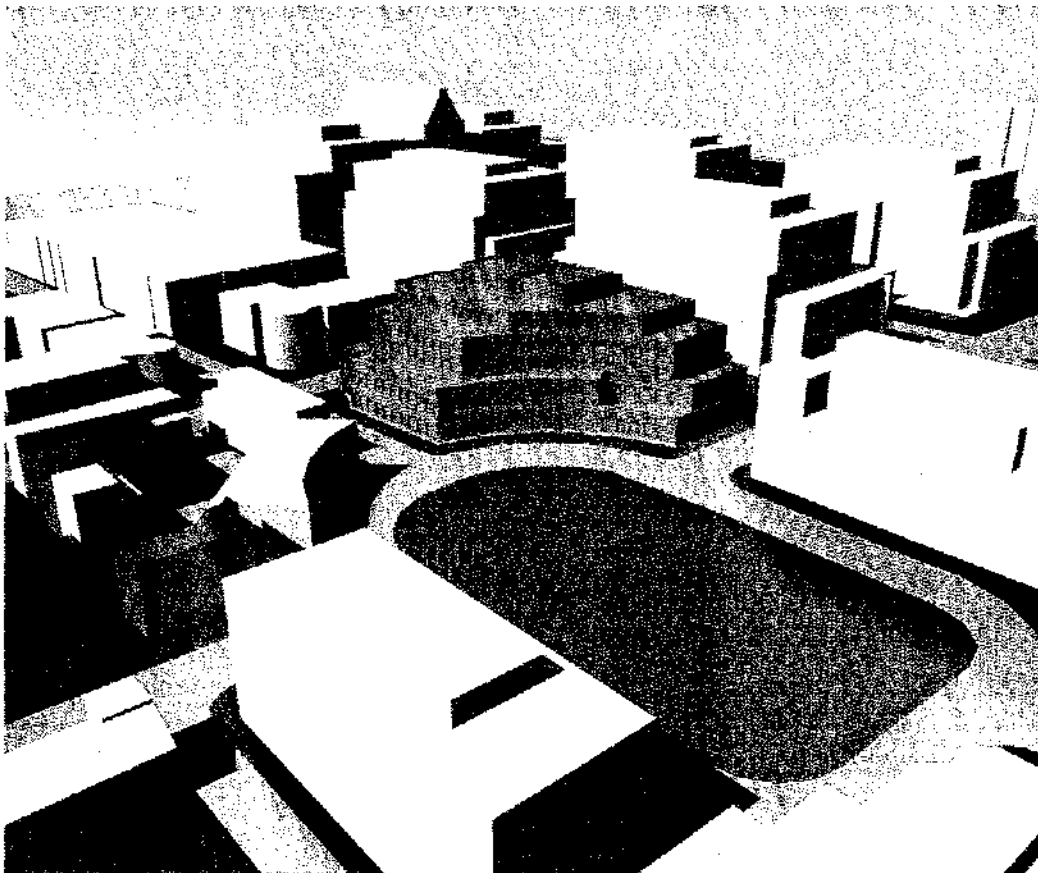
Proposed view of the hotel/condominium building on Block F seen from Jamieson Avenue.

These changes will be visible from a number of units in Carlyle Tower I and from the U.S. Federal Courthouse. Staff does not expect that the change will produce a negative impact on the views from those facilities. The increased streetwall area proposed on the Jamieson Avenue frontage will place the facade of the hotel and condominium building in the view area of some Carlyle Towers units. Staff does not believe that the change in the view will be perceived as a degradation of the view because, under the current Design Guidelines, the view through the notch between the buildings and over the top of the 80-foot-high office tower would have been of the western facade of the PTO Randolph Building, just beyond the proposed hotel.

3. Modifications to the Guidelines to accommodate a taller building on Block G.

Block G has been envisioned as a retail anchor for the John Carlyle Street retail corridor, between the residential and office blocks on the east side of Carlyle. While some retail uses have opened in Carlyle, the real beginning of the community as a thriving mixed-use area is expected to occur when the PTO is occupied and Block G is developed. The proposed developer (Lane Development), intends to create a retail core based on Block G that will consist of ground floor and second floor retail. The developer contends that to make second floor retail viable, the use must be indirectly subsidized by the marketability of the ground floor retail and office tenants. The request for

additional office floor area is intended to offset the lease discount that will be needed to keep the second floor retail occupied with a thriving business. In order to develop a fourth floor of office space on the building, transfers of approximately 35,000 SF from Block F and 9,000 SF from Block P are proposed. An additional 25,000 SF would be transferred from Block P to provide for a fifth floor on the building. The increase in office floor area is appropriate to ensure active and viable retail uses and tenants in this location. The expectation is that an anchor tenant for Block G, in combination with uses such as Whole Foods and the opening of PTO, there will also create a spillover demand for retail on John Carlyle Street for the currently vacant ground floor retail spaces.



View of proposed Block G massing from the northeast showing relationships of urban scale.

The current Guidelines for Block G permit a three-story building with a maximum height along the street frontages of 50 feet; the applicant is proposing to increase the height to 86 feet or five levels. To mitigate the impacts of the additional floor area, especially for the existing residential use on the eastern portion of the site, the applicant has provided a considerable third-level building setback of 25 feet (and a possible additional setback at the fifth level). The developer for the proposed retail and office building for this block is requesting several changes to those guidelines. The additional

levels are setback at the upper levels to minimize impacts on the residential uses and to step up to the taller PTO buildings on the southern and western portion of the site. Staff supports the proposed building mass contingent upon greater setbacks of 10 to 25 feet at the 45-foot level and a possible setback of 10 feet for the fifth floor. The transfer of office area to Block G resulting in the proposed building massing has received approval from the Carlyle Design Review Board (CDRB).

4. Retail Parking.

The retail parking within Carlyle is based upon a maximum number of parking spaces of 3.976 spaces/1,000 GSF. There was also the potential to decrease parking ratios for retail after a significant amount of office space had been developed, which was based upon the possibility of shared parking. However, shared parking has never fully materialized within Carlyle due to the concerns of office tenants about security and liabilities of sharing parking garages.

The 3.976 spaces/1,000 GSF requirement is a *maximum* and similar to the maximum parking permitted as a result of the Eisenhower East planning process. Based upon the parking analysis and evaluation for East Eisenhower, it became apparent that even for retail within an urban setting an appropriate level of on-site parking is necessary, albeit at a much lower rate than suburban locations. Through the East Eisenhower planning process it was determined that a maximum of 3.5 spaces/1,000 GSF were necessary to support active retail uses. In addition a minimum number of parking spaces was established at 2.0 spaces/1,000 GSF was established to ensure that a minimum level of adequate parking would be provided for the retail uses. Because of the proximity of the proposed blocks to East Eisenhower, staff is recommending a comparable level of parking for these blocks within Carlyle. Therefore, staff is recommending a *maximum* amount of parking of 3.5 spaces/1,000 GSF which is consistent with the adopted parking requirements for East Eisenhower. Staff believes this is an appropriate balance between limiting the amount of parking while also enabling active retail uses to occur within Carlyle.

5. The desirability of transferring office floor area from Block P in order to reduce the potential building mass that could be developed there.

The plan for Carlyle includes a mix of retail and office uses on Block P. Because it is a large block with direct access from Eisenhower Avenue, considerable amounts of retail (54,863 SF) and office floor area (417,493 SF) have been allocated to this block. With this current proposal, 32,000 SF of office floor area are proposed to be transferred to Block G. In addition, the 25,000 SF retail area previously required for a grocery store will occur on Block P.

As Carlyle has developed over time and planning in the areas to the south and west of Block P has evolved, the need for one or more streets passing through it became evident. The requirement that Block P accommodate additional streets was established in Condition No. 70A of the Carlyle SUP. Accordingly, the applicant has accommodated an extension of John Carlyle Street in preliminary

studies for development on the site. The street through the block dictates that two separate buildings will ultimately be constructed on the site. Geotechnical conditions indicate to the applicant that below-grade parking may not be difficult; these two factors have caused early massing studies for the block to reveal that future buildings on the site may have a tendency to appear rather bulky in comparison to those that are expected to develop around them. This realization has led staff to support the opportunity to transfer office space floor area off Block P. The transfer of 35,000 SF from Block P to enable the massing to be more consistent with some of the adjoining development. While staff continues to have concern regarding the overall massing for Block P, the design guidelines for this block have not yet been approved and will require subsequent approval by City Council. This special use permit process will enable the level of review that has been completed for the remainder of the blocks within Carlyle.

6. Retail uses.

Development of Carlyle is well past the half-way mark, with many blocks fully developed and the PTO due for full occupancy within two years. Most of the office space that was to be developed will be in place with the final completion of the PTO. With Carlyle Towers, The Meridian at Carlyle, and the townhouses along John Carlyle Street, residential development is approximately one-third completed. Similar densities are allocated to blocks L and O, south of The Meridian along Holland Lane. The 254,000 SF of floor area allocated to retail in Carlyle has lagged behind the development of office and residential uses with only small, scattered establishments being all that currently exists. This is expected to change with the opening of PTO and other retail uses such as Whole Foods. Additional factors that should stimulate retail and further residential development in Carlyle are included in this special use permit application; the hotel with conference center on Block F and the anchor retail development on Block G.

A. A request to change the definition of retail applied to Carlyle so it encourages those businesses that generate a high degree of pedestrian activity.

With demand for street level retail floor area just beginning to increase, staff receives requests by office uses to occupy ground floor retail space on a temporary basis. The normal term for a temporary office use is 5 to 10 years. Staff believes that within the next several years, demand for pedestrian-oriented retail uses will be greatly increased. However, much of the ground floor space will be locked into leases by uses that are not truly retail in nature, but instead are office-oriented storefront uses, such as financial brokerages. By changing the definition of retail use as proposed in the recommended changes to Condition # 102, staff expects to be more successful in facilitating the occupancy of these important street-fronting spaces by businesses that will enliven the area and help generate the community life anticipated for Carlyle. The definition proposed is that recommended for the Mill Race project and approved by the City Council earlier this year.

B. Authorization of administrative approval for conversions of ground floor area from non-retail uses to retail uses along John Carlyle Street, Jamieson Avenue and selected other streets.

Several owners of existing buildings in Carlyle have indicated that the requirement to obtain special use permit approval to convert ground floor office space to retail use within Carlyle has discouraged conversion of these spaces to retail uses. Because the development of street level pedestrian retail activity is a fundamental component of the mixed-use vision for Carlyle, deterrents to new or expanded ground-floor retail activity should be minimized where possible. As recommended by staff this measure would apply only to locations along John Carlyle Street and John Carlyle Square and Jamieson Avenue, and would not change any current requirements for special use permits for restaurants, but would eliminate the SUP process for the types of businesses that are typically not required to apply for one in other areas of the City. Staff has included a new condition of approval to address this matter.

C. A request that the grocery store required to be included within Carlyle be eliminated if the grocery store approved for the corner of Duke Street and Holland Lane is built.

Condition #102A of the Carlyle SUP states the following: "A grocery store of no less than 25,000 SF shall be provided within the retail space at Carlyle." This requirement was intended to ensure that the new residents of Carlyle and the general vicinity would have access to a full-service grocery store for daily needs without having to drive to some other part of the City. This level of convenience was seen as necessary to encourage the evolution of Carlyle as a pedestrian and transit-oriented community. With the plan for Carlyle including a significant resident population and its location near other residential neighborhoods, the intent of the requirement was to encourage the establishment of this specific and sizable use within the larger blocks of Carlyle.

With City Council approval in late 2002, the Whole Foods Market will be constructed at 1700 Duke Street adjacent to Carlyle. It is recommended that the requirement for a grocery store be eliminated when the Whole Foods Market is operational. Staff agrees with the applicant that at that point in time, Condition # 102A will become obsolete and an obstacle to development of other needed retail establishments within Carlyle. However, in order to preserve the intent of providing essential retail within Carlyle, staff will only support this change if the 25,000 SF is allocated to ground floor consolidated retail uses within Block P in Carlyle.

CONCLUSION:

The transfers and conversions applied for in this special use permit will facilitate more desirable developments on all five of the blocks involved in the following ways:

- The luxury hotel and conference center on Block F will provide a high quality development in the western portion of Carlyle while increasing the residential use on the western portion

of the development.

- The addition of office space to Block G will help make the large first- and second-floor retail focus on that block more viable and stable. If Block G is truly successful as a center of retail activity, it should trigger additional interest in development of ground floor retail in the other Carlyle buildings that either lies vacant or is temporarily used for offices.
- The transfers of office space to blocks J and K is a restoration of office space above the mandated retail space. This full allotment of office space will be as important to the viability of the ground floor and second floor retail on these two outparcels as it is necessary to enable the buildings to fill the height and depth requirements of the Carlyle Design Guidelines.
- The transfer of office space from Block P will help reduce the bulk of future buildings likely to be constructed on this site across Eisenhower Avenue.

Regarding the other matters included in this case, administrative authority to approve conversions of ground floor space to retail will facilitate more retail development in Carlyle. Staff efforts to get active retail uses established in ground floor street front spaces will benefit by having a more clearly defined definition of retail uses that will generate a high degree of pedestrian activity. Staff believes that the requirement for a grocery store within Carlyle should be eliminated when the Whole Foods Market is operational at 1700 Duke Street, so that the 25,000 SF of retail reserved for it can be used to augment the retail floor area within Carlyle.

In addition, on May 19, 2003, Staff presented the proposed area transfers for Blocks F, G, J, K and P to the Carlyle Design Review Board. The Board discussed the impacts of these changes in areas on the envelopes of the buildings affected by these transfers and how these changes would affect other blocks within Carlyle. The consensus reached by the Board was that the changes were reasonable and supportable and recommended the proposed changes to the Design Guidelines.

Therefore, staff recommends **approval** of the proposed transfers and amendments with the revised conditions of approval.

STAFF RECOMMENDATION:

Staff recommends **approval** subject to compliance with all applicable codes and ordinances and the following conditions:

Note: The following conditions are brought forward from SUP #2253, as amended by DSUP #99-0055 and DSUP #99-0056:

Strikeout indicates deleted text

Bold underline indicates new text

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..... | 4,500 |
| 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 the 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. **(REVISED BY STAFF)** 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..... | 4,022,500 <u>3,989,796</u> |
| courthouse..... | 400,000 |
| residential*..... | 1,922,000 <u>2,024,463</u> |
| hotel..... | 300,000 <u>229,334</u> |
| retail and health club..... | 258,000 |
| day care center..... | <u>4,500</u> |
| Total..... | 6,907,000 <u>6,906,093</u> |

* 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 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 II, 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. **(CONDITION REVISED BY THE PLANNING COMMISSION)** 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. **(CONDITION ELIMINATED BY THE PLANNING COMMISSION)** ~~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.~~
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'. 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. **(CONDITION ADDED BY STAFF) 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.**
111. **(CONDITION ADDED BY STAFF) The development of Blocks F, G, J and K shall be in accordance with the attached design guidelines dated May 23, 2003.**
112. **(CONDITION REVISED BY THE PLANNING COMMISSION) The building**

elevations for Block F shall be consistent with the color elevations dated April 29, 2003 to the satisfaction of the Director of P&Z, including a 16" deep minimum change of plane at the 80-foot elevation. (PC)

113. (CONDITION ADDED BY STAFF) 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. (CONDITION REVISED BY THE PLANNING COMMISSION): 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 evenly proportionally between the two blocks.(PC)

Staff Note: In accordance with section 11-506(c) of the zoning ordinance, construction or operation shall be commenced and diligently and substantially pursued within 18 months of the date of granting of a special use permit by City Council or the special use permit shall become void.

Proposed Changes to Land Use Allocation Table

| Block | Office | Residential | Hotel | Retail | GSA | Daycare | Total |
|---------------|--|--|--------------------------------------|---------|---------|---------|--|
| A | | 814,419 | | 4,245 | | | 818,664 |
| B | 290,000 | | | 7,000 | | | 297,000 |
| C | 460,700 | 0 | | 19,600 | | | 480,300 |
| D | | | | | | | |
| E | 161,466 | | | 23,672 | | | 185,138 |
| F | 494,493 <u>399,493</u> | 0 <u>102,463</u> | 300,000 <u>229,334</u> | 5,500 | | | 799,993 <u>736,790</u> |
| G | 437,087 <u>504,279</u> | | | 70,000 | | | 507,087 <u>574,279</u> |
| H | | 436,000 | | 4,000 | | | 440,000 |
| I | | | | | 400,000 | | 400,000 |
| J | 408,074 <u>423,327</u> | | | 14,870 | | | 422,944 <u>438,197</u> |
| K | 383,581 <u>395,624</u> | | | 27,600 | | 4,500 | 415,681 <u>427,724</u> |
| 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 | 417,493 <u>385,301</u> | | | 54,863 | | | 472,356 <u>440,164</u> |
| Total | 4,022,500 <u>3,989,796</u> | 1,922,000 <u>2,024,463</u> | 300,000 <u>229,334</u> | 258,000 | 400,000 | 4,500 | 6,907,000 <u>6,906,093</u> |
| % of All Uses | 58.2% <u>57.8%</u> | 27.8% <u>29.3%</u> | 3.7% <u>3.3%</u> | 3.7% | 5.8% | 0.1% | 100% |

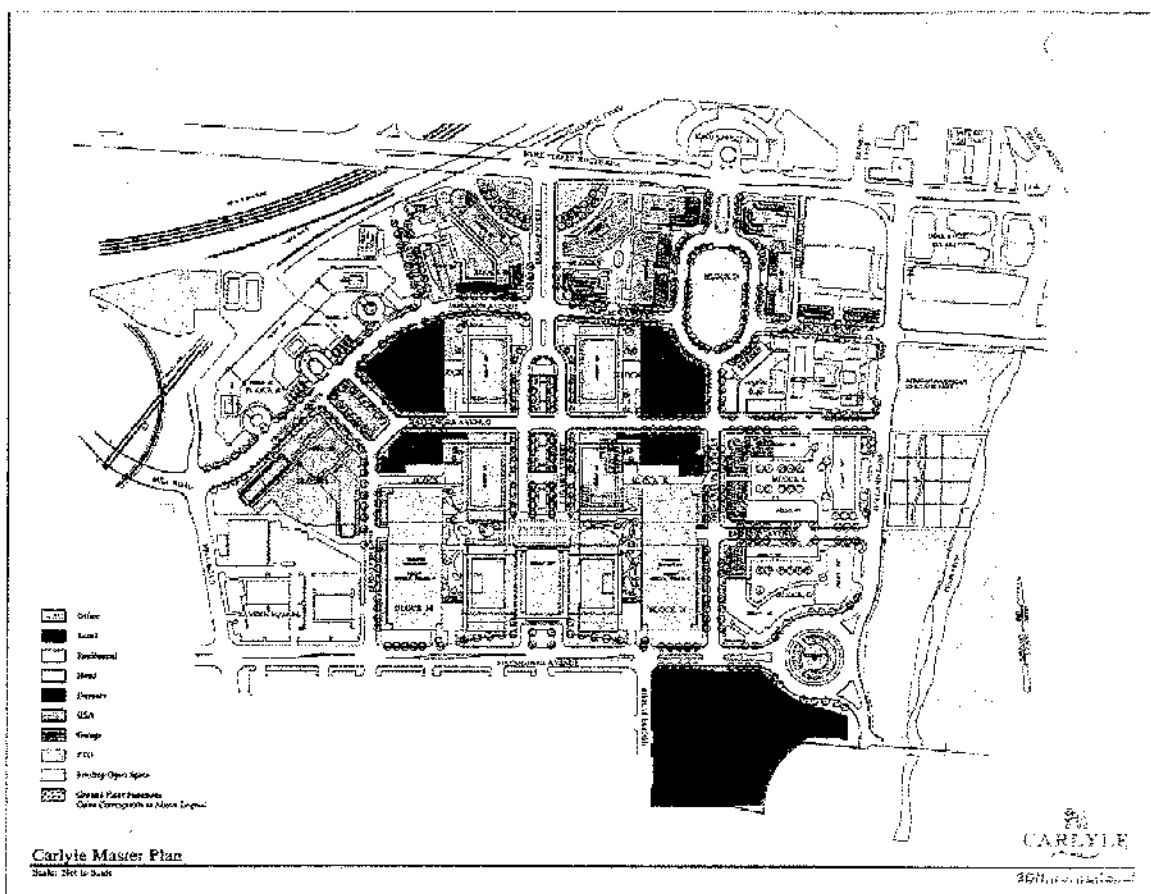
BACKGROUND:

Since initial approval of the SUP in 1990, Carlyle Development Corporation (CDC) has requested several amendments to revise the allotment and placement of residential, office and retail uses as depicted in the table 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 by land use 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 |
| SUP2253F | Withdrawn 12/30/93 | Amendment to reallocate residential and retail floor area. |
| 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. |
| 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 II. |
| DSUP 99-0055 | 3/21/00 | Amendment to Conditions, including #60 and #62a, to delete Lipnick elderly housing as a separate line item and return the 112,000 gsf to the residential use category. |
| DSUP 99-0056 | 3/21/00 | Amendment to allowed building heights, closure of Emerson Avenue and Dulany Street, and exclusion of pedestrian arcades and skywalks from floor area calculation. |
| Administrative Approval | 12/12/01 | Revisions to PTO building. |

Proposed Developments

Carlyle is bound on the north by Duke Street, on the west generally by the Metrorail Blue Line right-of-way and Mill Road, on the south by Eisenhower Avenue, and on the east by Hooff's Run. Carlyle is divided into blocks that are designated A through P. Some blocks have been entirely developed and others remain partially developed or vacant. The blocks that are partially developed are blocks E, F, G, J and K. Blocks L, O and P are completely vacant. The blocks that are involved in this special use permit application are blocks F, G, J, K and P. The development issues pertaining to each of these blocks are discussed below.



The plan of Carlyle indicating the blocks affected by this application; the U.S. Federal Courthouse is shown in gold; the PTO complex is shown in beige; other office areas are shown in light blue; the Carlyle Towers project and other residential buildings are shown in yellow.

Block F:

The subject site is surrounded by the PTO Randolph Building (Building D, under construction) on the east; Carlyle Place (in Block B, under construction) on the north and Carlyle Towers on the northwest across Jamieson Avenue; Courthouse Square on the southwest and the future retail and office building across Ballenger Avenue (discussed below for Block J) on the south.

The applicant intends to sell the parcel to a developer (Regent Partners) to construct a mixed-use development to include a luxury hotel and residential condominiums on the vacant Block F. The project is to include conference facilities, restaurant, retail, a pool, spa, and health club for use by hotel visitors and condominium residents. The conference facilities will include a ballroom of approximately 7,500 sq. ft. and a number of conference and meeting rooms. The hotel rooms will be on the third through ninth floors. Condominium units will occupy the tenth through sixteenth floors. The hotel lobby will face Courthouse Square and the condominium lobby will be on Jamieson Avenue. Ground floor retail will be provided along the Jamieson Avenue frontage.

The proposed building face will be constructed adjacent to the sidewalks along the street frontages. The Courthouse Square facade of the proposed building will be centered on the Square, directly opposite the federal courthouse and the hotel entrance will align with the courthouse entrance. The condominium entrance and lobby will be near the center of the Jamieson Street facade of the building. Garage access will be through a single two-way ramp off of Ballenger Avenue at the southeast corner of the building. Two levels of parking will be included below grade under the entire structure to accommodate up to 318 parking spaces. Service and loading will occur in the alley on the east side of the building using the shared driveway that will be constructed as part of the PTO Randolph Building on the eastern portion of Block F. Street access to the service and loading area will be from Ballenger Avenue. Because all open space and crown coverage required for Block F has already been provided by PTO, no additional open space or crown coverage is required for proposed development.

Block G:

The site is surrounded by townhouses on Block H across John Carlyle Street on the east; John Carlyle Square on the northeast; the Cousins II office building (Block C) across Jamieson Avenue on the north; the PTO Remsen Building (Building E, under construction) on the west; and the future retail and office building discussed below for Block K on the south across Ballenger Avenue.

The applicant intends to sell the parcel to a developer (Lane Development) to construct a mixed-use development to include ground floor and second floor retail with up to three floors of office above. The entrance to the ground floor retail area will be along the curved facade facing John Carlyle Square. Access to the second floor retail will be via internal central escalators in an open lobby inside the curved facade facing the square. The lobby entrance for the office floors above the retail base will face Ballenger Avenue.

Three floors of parking are to be constructed below grade, service and loading will be near the middle of the west facade of the building with access from Ballenger Avenue via the service drive shared with the PTO Remsen Building. Development of this remaining portion of Block G must include 9,710 SF open space. Approximately 24,500 SF of open space is included in the development proposal, with about 8,000 SF of it at street level.

Blocks J and K:

The vacant Block K is surrounded on the east by the proposed multi-family residential development with ground floor retail across John Carlyle Street on Block L; the proposed mixed-use retail building for the vacant site on Block G across Ballenger Avenue as discussed above; by the PTO Jefferson Building (Building C, under construction) on the west; and by the PTO east garage on the south which is situated on both Blocks K and M. The vacant site on Block J is surrounded on the east by the PTO Knox Building (Building B, under construction); on the north across Ballenger Avenue by the future hotel and condominium development on Block F as discussed above; Courthouse Square and the U. S. Federal Courthouse on the west; and the PTO west garage on the south which is situated on both Blocks J and N.

The primary retail entrance for Block J will be facing Courthouse Square and the office lobby access will be at the eastern end of the building on Ballenger Avenue. The building on Block K will be organized in the opposite way, with the primary retail entrance on the John Carlyle Street and Ballenger Avenue intersection. The office lobby will be on the Ballenger Avenue facade near the western end of the building. Access to the loading dock and parking for the Block J building will be from Elizabeth Lane via a shared service drive to the PTO Knox Building. Access to the loading dock and parking for the Block K building will be from John Carlyle Street via a shared service drive to the PTO Jefferson Building.

The remaining building sites on blocks J and K are owned by LCOR, the developer of the PTO. Although LCOR is not currently developing designs for buildings on these sites, they have provided recently prepared studies for City review. Their intention is to develop a three-story building on each site: on Block K, almost two floors of retail and with a full third office; and one level of retail at grade with two floors of office on Block J. The day care space allocated to Block K has been provided within the PTO complex. Both buildings will have active street front retail facades and all parking will be below grade which in both cases is accessed via service alleys south of the buildings adjacent to the PTO parking garages.

Based on a revision to the Carlyle CO SUP approved on December 12, 2001, these two PTO outparcels combined are to provide 277 parking spaces. The revision also established that at least 94 of the spaces would be reserved for retail use.

Block P

Block P is currently owned by Carlyle Development Corporation; development of the current total of 472,000 sq.ft. of office with street-level retail use is not expected until after 2005 when construction of the PTO is completed. Until that time, Block P will be occupied by temporary construction offices, staging and parking for LCOR, Turner Construction, and various subcontractors. CDC and staff have discussed future development options for Block P on a number of occasions, most recently in connection with the Eisenhower East Plan and for this special use permit application.

The need for one or more streets to be developed through Block P was recognized during the approval process for the PTO. An additional street (or streets) was identified as necessary to provide proper access to parcels lying to the south of Block P and to enable development of an integrated network of streets within the general area. This potential requirement for Block P is stated in Condition 70A of the Carlyle special use permit.

The Eisenhower East Plan includes the extension of John Carlyle Street through Block P to connect to a future east-west street on the south side of Block P. This street divides Block P into two building sites where before a single, larger site had been envisioned in the original plan for Carlyle. The maximum development projected for this block, after the proposed transfer of 32,192 sq.ft. of office space to Block G, will include up to 335,493 sq.ft of office floor area and 54,863 sq.ft. of retail. In addition, the 25,000 sq. ft. retail floor area previously required for a grocery store will be located in Block P. While staff continues to have concern regarding the overall mass of the buildings for block P, the design guidelines proposed for this block have not been adopted by the City Council and they do not take into account the need for extending John Carlyle Street.

ZONING

Carlyle is within an area zoned Coordinated Development District (CDD) #1. In addition, Carlyle is governed by Special Use Permit (SUP) #2253, as amended through Development Special Use Permits (DSUP) #99-0055 and #99-0056. The special use permit approvals and conditions provide that maximum amounts of floor areas for specific uses (residential, retail, office, hotel, federal ownership, and daycare) permitted in the development. It also stipulates minimum requirements for open space on each block. The proposed amendment does not increase the floor area, rather the area for each of the specific uses have been converted to other types and transferred to other blocks by subsequent special use permits (for major revisions) and administrative actions (for minor revisions only). The complete chronology of these actions is included in the background section above.

SUP #2253, as amended included Design Guidelines for each block in Carlyle. These Guidelines include a tabulation of the permitted maximum floor areas and minimum open space for each block as well as a series of urban design criteria that govern site coverage, building lines, building heights, locations of lobby entrances, locations of parking and garage entrances, locations of loading docks,

and various overall building features such as streetwall height, setbacks, and expression or cornice lines. These criteria are expressed both in text and graphic form in the guidelines.

The following paragraphs explain the permitted floor area uses and development criteria for each of the blocks under consideration in this special use permit application. All building areas are expressed in gross square footage.

Block F

Block F encompasses a total site area of 125,906 sq.ft. of which 55,927 sq.ft. are available for development of the hotel and condominium building. Maximum floor areas for the hotel, office and retail uses, as well as open space, on the total site were established as indicated in the table below under the column labeled "original." Approval of the PTO project changed some of the floor areas and open space permitted and required for Block F. The following table summarizes those changes and provides the balance of development permitted for the remaining available vacant portion of the block.

| USE | ORIGINAL | PTO ¹ Additions/Deductions | BALANCE ² |
|------------|------------|--|----------------------|
| Hotel | 300,000 SF | 0 SF | 300,000 SF |
| Office | 494,493 SF | -399,493 SF | 95,000 SF |
| Retail | 5,500 SF | 0 SF | 5,500 SF |
| Open Space | 19,866 SF | +21,175 SF ³ | 0 SF |

¹ PTO, as permitted, provides the following against the above Block F allocations

² Available for use on the vacant portion of Block F

³ Exceeds minimum required for whole block

| Carlyle Block F- Hotel, Retail and Residential Condominium | | |
|--|--|--|
| Property Address: | 2050 Jamieson Avenue | |
| Total Site Area: | 55,927 square feet (1.28390 acres) | |
| Zone: | CDD-1 | |
| Current Use: | Vacant | |
| Proposed Use: | Hotel, retail and Residential Condominium | |
| | <u>Permitted/Required</u> | <u>Proposed</u> |
| Floor Area | Hotel 300,000 GSF Office 95,000 GSF Residential 0 GSF Retail 5,500 GSF | 229,334 GSF 0 GSF 102,463 GSF 5,500 GSF |
| FAR | 7.2 | 6.0 |
| Yards | None | None |
| Height | Courthouse Square 155' (with 5' min. setback at 55') Jamieson Avenue 80' (with 5' min. setback at 55' and 10 to 20' more at 130') Ballenger Avenue 130' (with 10' min. setback at 55') | 155' with 5' setback at 44' 155' with 5' setback at 44' 130' with 5' setback at 44' |
| Open Space | None | Pending more detailed design proposal |
| Crown Coverage | None | Pending more detailed design proposal |
| Parking | Hotel (0.653/room) 315 rooms=206 spaces Residential 39 1-BR (1.15/du)=45 spaces 39 2-BR (1.3/du)=51 spaces Retail (2,214/1,000 gsf) 5,500 gsf=12 spaces TOTAL=314 spaces | Hotel (0.653/room) 315 rooms=206 spaces Residential 39 1-BR (1.15/du)=45 spaces 39 2-BR (1.3/du)=51 spaces Retail (2,214/1,000 gsf) 5,500 gsf=12 spaces Additional spaces=4 TOTAL=318 spaces |

Block G

Block G encompasses a total site area of 109,219 sq. ft. of which 44,840 sq. ft. are available for development of the subject retail and office building. Maximum floor areas for the retail and office uses, as well as open space, on the total site were established as indicated in the table below under the column labeled "original." Approval of the PTO project changed some of the floor areas and open space permitted and required for Block G. The following table summarizes those changes and provides the balance of development permitted for the remaining available vacant portion of the block.

| USE | ORIGINAL | PTO ¹ Additions/Deductions | BALANCE ² |
|------------|--------------|--|----------------------|
| Office | 437,087 SF | -399,493 SF | 37,594 SF |
| Retail | 70,000 SF SF | 0 SF | 70,000 SF |
| Open Space | 24,830 SF | +42,250 SF ³ | 0 SF |

¹ PTO, as permitted, provides the following against the above Block G allocations

² Available for use on the vacant portion of Block G

³ Exceeds minimum required for whole block

| Carlyle Block G - Retail and Office | | |
|-------------------------------------|---|---|
| Property Address: | 1900 Jamieson Avenue | |
| Total Site Area: | 44,840 square feet (1.02938 acres) | |
| Zone: | CDD-1 | |
| Current Use: | Vacant | |
| Proposed Use: | Retail and Office | |
| | <u>Permitted/Required</u> | <u>Proposed</u> |
| Floor Area | Retail 70,000 GSF Office 37,594 GSF | 70,000 GSF 104,786 GSF |
| FAR | 2.4 | 3.1 |
| Yards | None | None |
| Height | John Carlyle Street 50' John Carlyle Square 50' Jamieson Avenue 50' Ballenger Avenue 50' | 86' with 25' setback at 42-50' 86' with 15' setback at 42-50' 86' with no setback 86' with 5' setback at 42-50' |
| Open Space | 9,710 SF | 24,521 SF |
| Crown Coverage | None | Pending more detailed design proposal |
| Parking | Retail (3.5/1,000 gsf) 70,000 gsf=245 spaces Office (1.725/1,000 gsf) 104,786 gsf=181 spaces TOTAL=426 spaces | Retail (3.976/1,000 gsf) 70,000 gsf=278 spaces Office (1.725/1,000 gsf) 104,786 gsf=181 spaces TOTAL=459 spaces |

Block J

Block J contains a total site area of 113,367 sq. ft. of which 30,512 sq. ft. are available for development of the subject retail and office building. Maximum floor areas for the retail and office uses, as well as open space, on the total site were established as indicated in the table below under the column labeled "original." Approval of the PTO project changed some of the floor areas and open space permitted and required for Block J. The following table summarizes those changes and provides the balance of development permitted for the remaining available vacant portion of the block.

| USE | ORIGINAL | PTO ¹ Additions/Deductions | BALANCE ² |
|------------|------------|--|----------------------|
| Office | 408,074 SF | -393,587 SF | 14,487 SF |
| Retail | 14,870 SF | 0 SF | 14,870 SF |
| Open Space | 34,438 SF | +38,285 SF ³ | 0 SF |

¹ PTO, as permitted, provides the following against the above Block J allocations

² Available for use on the vacant portion of Block J

³ Exceeds minimum required for whole block

| Block J - Retail and Office | | |
|-----------------------------|---|---------------------------------------|
| Property Address: | 2050 Ballenger Avenue | |
| Total Site Area: | 30,512 square feet (0.70047 acres) | |
| Zone: | CDD-1 | |
| Current Use: | Vacant | |
| Proposed Use: | Ground floor retail, second and third floors office | |
| | <u>Permitted/Required</u> | <u>Proposed</u> |
| Floor Area | Retail 14,870 GSF Office 14,487 GSF | 14,870 GSF 29,740 GSF |
| FAR | 1.0 | 1.5 |
| Yards | None | None |
| Height | 50' | 50' |
| Open Space | 5,921 SF | Pending more detailed design proposal |
| Crown Coverage | 18,750 SF | Pending more detailed design proposal |
| Parking | 138 spaces ¹ | Pending more detailed design proposal |

¹ In a December 12, 2001 minor revision, one level of parking was relocated from beneath each of the PTO parking garages proposed at that time. The 277 spaces were allocated to the PTO outparcels on blocks J and K. The revision also designated that a total of 94 of the spaces would be reserved for retail use.

Block K

Block K contains a site area of 115,514 sq. ft. of which 32,302 sq. ft. are available for development of the subject retail and office building. Maximum floor areas for the retail and office uses, as well as open space, on the total site were established as indicated in the table below under the column labeled "original." Approval of the PTO project changed some of the floor areas and open space permitted and required for Block K. The following table summarizes those changes and provides the balance of development permitted for the remaining available vacant portion of the block.

| USE | ORIGINAL | PTO ¹ Additions/Deductions | BALANCE ² |
|------------|------------|--|----------------------|
| Office | 383,581 SF | +381,824 SF | 1,757 SF |
| Retail | 27,600 SF | 0 SF | 27,600 SF |
| Day Care | 4,500 SF | 4,500 SF | 0 SF |
| Open Space | 34,438 SF | -38,830 SF ³ | 0 SF |

¹ PTO, as permitted, provides the following against the above Block K allocations

² Available for use on the vacant portion of Block K

³ Exceeds minimum required for whole block

| Block K - Retail and Office | | |
|-----------------------------|--|---------------------------------------|
| Property Address: | 1900 Ballenger Avenue | |
| Total Site Area: | 32,302 square feet (0.74155 acres) | |
| Zone: | CDD-1 | |
| Current Use: | Vacant | |
| Proposed Use: | Ground and second floor retail, third floor office | |
| | <u>Permitted/Required</u> | <u>Proposed</u> |
| Floor Area | Retail 27,600 GSF Office 1,757 GSF | 27,600 GSF 13,800 GSF |
| FAR | 0.9 | 1.3 |
| Yards | None | None |
| Height | 50' | 50' |
| Open Space | 7,552 SF | Pending specific development proposal |
| Crown Coverage | 21,250 SF | Pending specific development proposal |
| Parking | 139 spaces ¹ | Pending more detailed design proposal |

¹ In a December 12, 2001 minor revision, one level of parking was relocated from beneath each of the PTO parking garages proposed at that time. The 277 spaces were allocated to the PTO outparcels on blocks J and K. The revision also designated that a total of 94 of the spaces would be reserved for retail use. Staff recommends dividing the parking spaces evenly between the two blocks.

Block P

Block P contains a total site area of 203,974 sq. ft., none of which has been developed. A portion of the site will be dedicated to the City for a right-of-way for a future extension of John Carlyle Street. The current permitted program and uses are:

- Office 417,493 SF
- Retail 54,863 SF
- Open Space 44,750 SF

| Carlyle Block P - Retail and Office | | |
|-------------------------------------|---|---|
| Property Address: | 1800 Eisenhower Avenue | |
| Total Site Area: | 203,974 square feet (4.68 acres) | |
| Zone: | CDD-1 | |
| Current Use: | Temporary construction staging and offices for PTO | |
| Proposed Use: | Retail and office | |
| | <u>Permitted/Required</u> | <u>Proposed</u> |
| Floor Area | Retail 54,863 GSF Office 417,493 GSF | 54,863 GSF 385,493 GSF |
| FAR | 2.3 | 2.2 |
| Yards | None | None |
| Height | 200' | Pending specific development proposal |
| Open Space | 44,750 SF | Pending specific development proposal |
| Crown Coverage | 50,993 | Pending specific development proposal |
| Parking | Retail (3.5/1,000 gsf) 54,863 gsf=192 spaces Office (1.725/1,000 gsf) 385,301 gsf=665 spaces TOTAL=857 spaces | Retail (3.976/1,000 gsf) 54,863 gsf=218 spaces Office (1.725/1,000 gsf) 385,493 gsf=665 spaces TOTAL=883 spaces |

STAFF ANALYSIS:

The proposed conversion of building area to different types and the transfer between blocks of area are well preceded in the history of the development of Carlyle. In this case, the proposed conversions and transfers involves less than 140,000 sq. ft., or about 2% of the total 6.907 million sq. ft. of the entire Carlyle Master Plan of which roughly two-third is built or under construction. While the overall area does not change and the impact to the disposition of these areas is minimal, there are impacts on particular blocks that are addressed in the following sections.

Block F

Hotel and Condominium Uses

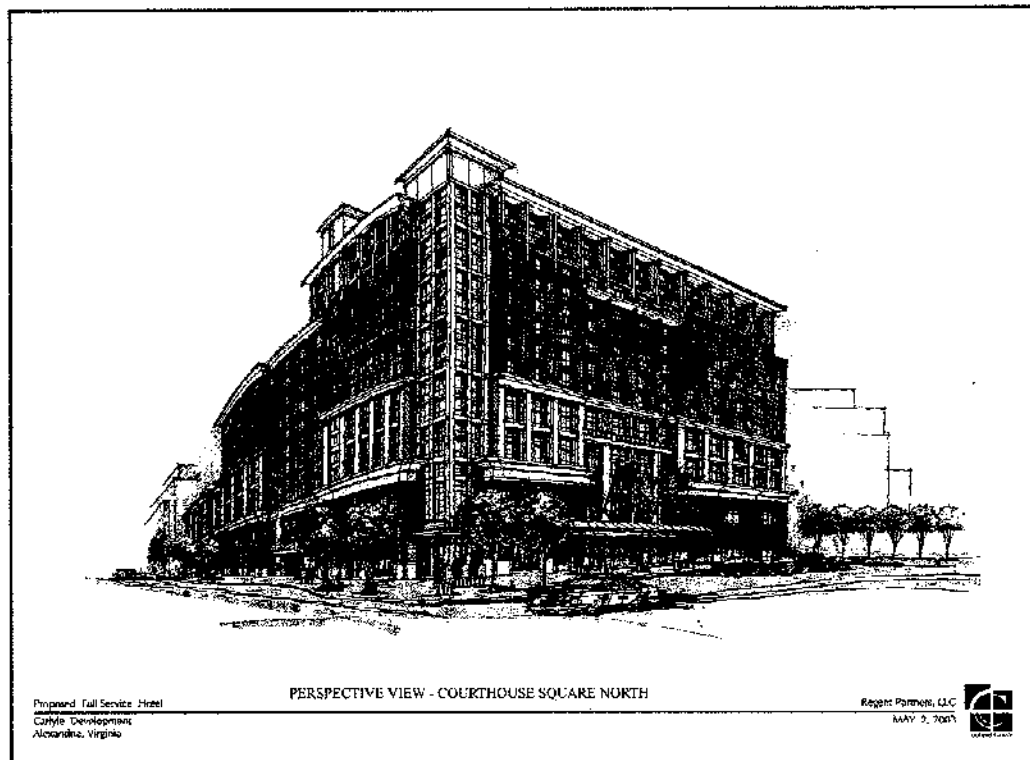
The applicant proposes to develop Block F with a smaller hotel than was the maximum allowed for in the space allocation and Design Guidelines. Based on current standards of optimum hotel operations, the proposed full-service hotel will have approximately 315 rooms as opposed to the 400 originally envisioned. According to the applicant, the market in Carlyle and Alexandria will support the 315-room size facility but not a larger one and that the project investors are confident that this size hotel with conference facilities is the appropriate approach to the local market. The inclusion of condominium units in the complex makes it possible to provide the higher-quality facilities, services, and architecture required within Carlyle.

Several hotels have been opened in the vicinity of Carlyle during recent years. These include the Marriott Residence Inn, completed in 2003 with 240 rooms; the Hampton Inn, completed in 2001 with 80 rooms; the Hilton Hotel, completed in 2000 with 84 rooms; and the Embassy Suites, completed in 1990 with 268 rooms. This brings the existing total of recently developed hotel rooms in the adjoining area to 672.

The proposed hotel is intended to be of a luxury class both to serve the demand that its developers expect to materialize with the opening of PTO and ongoing U.S. Federal Courthouse activities and to provide high-end services for the associated condominium residential units on the upper floors. The inclusion of conference facilities is also expected to generate additional business for the hotel operation through rental fees, catering, and room occupancy.

Conversion of Uses to Residential

There has been a recent trend to convert residential space to office within Carlyle; shifting this amount of office back to residential helps to restore the original balance between the two uses. The original plan had 3.1 million sq. ft. of residential and 2.7 million of office use. That rough parity between the two most extensive permitted uses changed dramatically with approval of PTO and a subsequent minor amendment in December of 2001. These actions shifted the proportions to 1.9 million sq. ft. of residential and 4.0 million office.



Perspective view of the Jamieson Avenue-Courthouse Square corner of the proposed building.

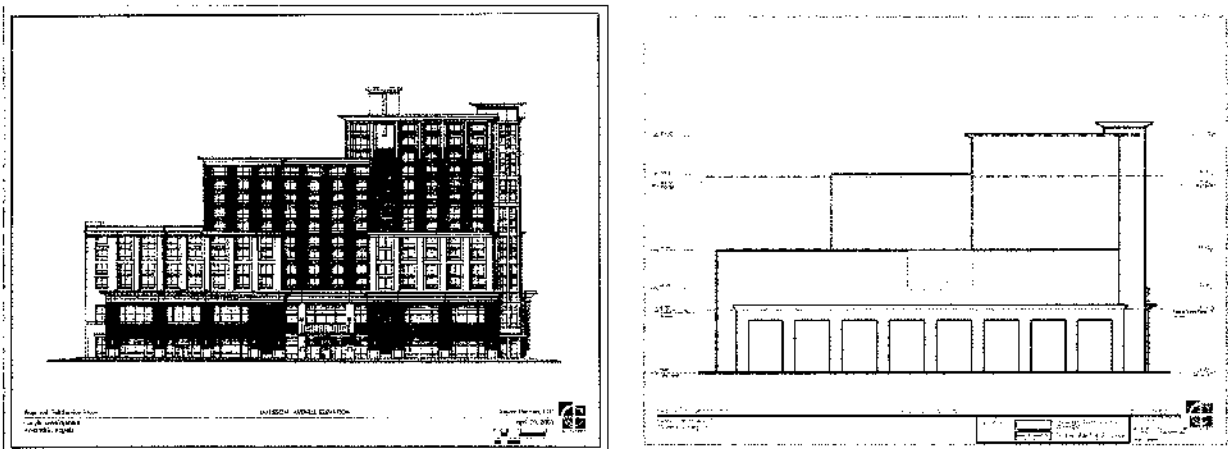
Conversion of hotel floor area to residential on Block F increases the concentration of residential use west of PTO. The original Carlyle plan was organized such that the eastern half was dedicated predominantly to residential use while the western half was primarily for office use. The various changes that have been made as development opportunities were approved since the inception (particularly the PTO development) have resulted in the center of Carlyle becoming dominated by office use. Carlyle Towers has provided a major residential concentration on the west and Blocks L and O are expected to extend residential development east of John Carlyle Street. Adding residential uses to Block F in lieu of office use increases the concentration of residential use on the western side of PTO, reinforcing the identity of this neighborhood as well as restoring some balance in the total amounts of residential and office uses throughout Carlyle.

Carlyle Design Guidelines and Architecture-Block F

There are various changes that are proposed to the remaining development of Block F that would affect the massing of the building. The most important impact is the change from a pair of towers (one for the hotel, one for the office building) on a common base; the conversion of uses and transfer of areas now locates all the area above the base into a single mass or tower element containing both

the hotel and the new residential building area. There are also several impacts to the overall dimension and location of volumes resulting from the consolidation of the building:

1. The streetwall for the base of the building is modified from a 50'- to 55'-high elevation to a 42'- to 55'-high elevation which corresponds to the internal program of the hotel complex of one level of lobby/retail/service/kitchen area on the ground floor and a conference component on the second floor.

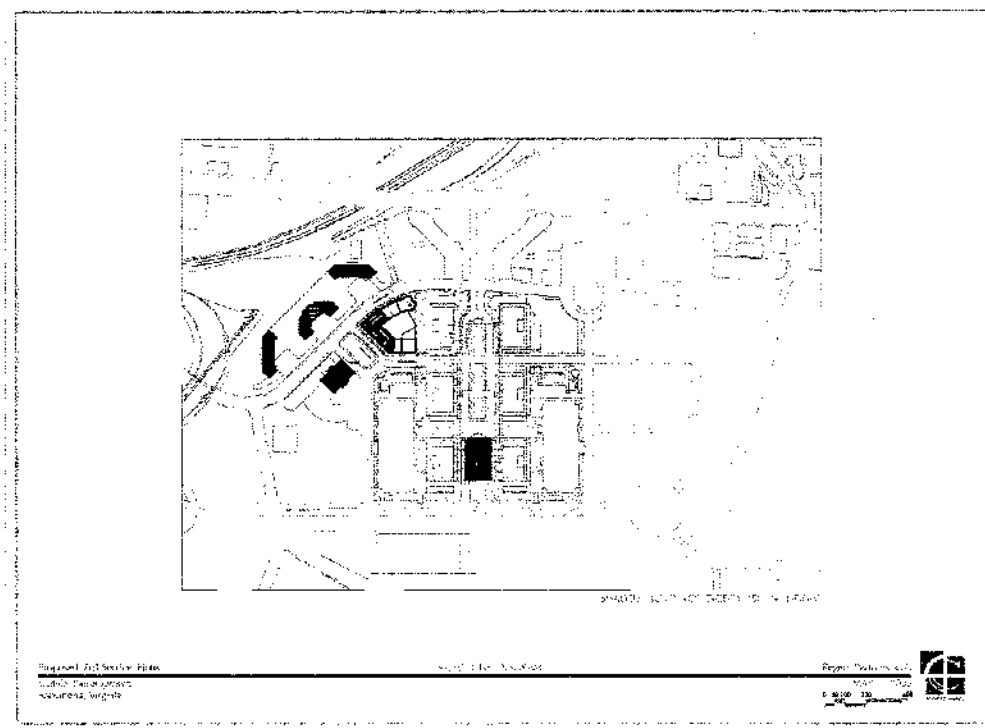


Block F proposed elevation along Jamieson Avenue (left); massing diagram (right) with shaded area showing the primary area where the building height in the approved Design Guidelines would need modification.

2. The more significant impact is a result of combining the program into a single tower above the base and involves several changes to the original guidelines which allowed the 155' height for a frontage of 140' centered on Courthouse Square; maximum height along Jamieson Avenue was capped at 130' to extend 115' northeast from Courthouse Square. The proposed tower volume extends 190' along Courthouse Square; there is no significant setback at 130' along Jamieson Avenue. Where before there was a minimum gap of 39' between the hotel and office towers northeast of the 115' face along Jamieson, the mass of the building now continues at 130' for another 95' along Jamieson until it steps down to 80'. At the northeastern corner of the site originally intended for the office building, the maximum height was also 80' and thus there is no change in this location except for the increase to 130' in the middle portion of the block facing Jamieson as mentioned above. Finally, there has been an overall increase in height from 55' to 80' for the remainder of the building mass which consists of the center of the block, the area facing the PTO building, and a small frontage of roughly 60 feet facing Ballenger Street.

3. The applicant has proposed an expression line at 80 feet with a change of plane of 8 inches in depth with a change of materials to break the scale of the surfaces into different volumes along the street. The applicant is also proposing a two-foot-deep cornice at this elevation to reinforce this expression line. Staff is requesting that the applicant make this change of plane a minimum of 16 inches to help break down the mass of the street frontage into smaller volumes with a change of plane that is perceptible for a pedestrian at ground level.

While there has been an overall reduction in building area proposed for the site, the result of these changes has been to increase the apparent scale of the building at the street and along Jamieson Avenue in particular. Because of the change in use from both office and hotel use to all hotel and residential, the shape of the buildings is probably more slender—and thus has less bulk—than what was originally envisioned. However, the impact of the increased street and the reduction of the size of the setbacks is significant and must be addressed architecturally.



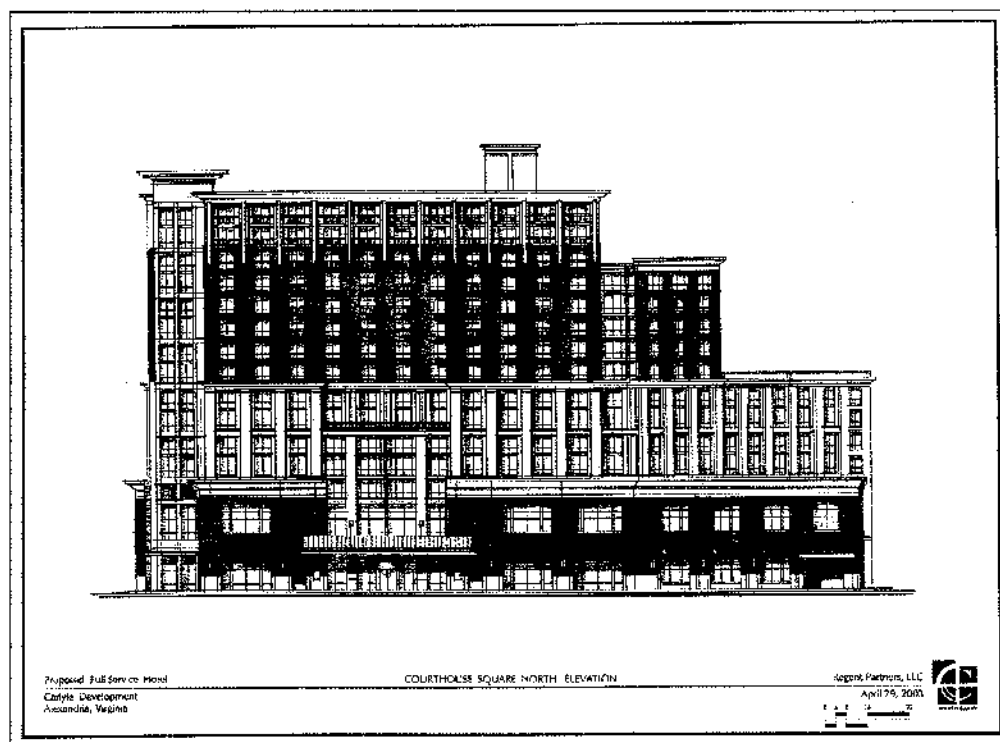
Vicinity plan showing views affected by Block F and Federal Courthouse from Carlyle Tower I.

The proposed increased height of streetwall along Jamieson Avenue and the extended frontage facing Courthouse Square changes the visual relationships to Carlyle Towers and, to a lesser extent, to the U.S. Federal Courthouse across the Square. In the case of Carlyle Towers, the visual impacts involve narrowing of view corridors to the east as the footprint of the proposed hotel/residential

tower has grown, particularly on the north along Jamieson Avenue. Some views from upper levels of Carlyle Towers to the southeast would be lost completely as the height in the middle portion of the proposed building has been increased to 130' from 55' in the gap between the original building or to 130' from 80' in the western portion of the original office tower.

At street level, the only significant change along Jamieson Avenue affecting Carlyle Towers is the change from office to residential use in general. The entrance to this portion of the project was always to have been on Jamieson Avenue; its location is farther to the southwest—and therefore closer to the Carlyle Towers complex—than it would have been if the office portion were being built at the corner as originally planned. However, this impact is minor and represents an improvement by providing similar uses across the street from each other to enhance the residential character of this sector of Carlyle.

In general, the increases to the height of the streetwall along Jamieson and Courthouse Square are mitigated by the exterior design treatment of the building as proposed by the applicant. The proposed design breaks the overall building into smaller elements—both horizontally and vertically—to create an architectural composition that is compatible with the adjoining buildings.



Elevation along Courthouse Square showing treatment of massing as stepped volumes.

The base of the building is articulated in brick with a strong cornice and large proportions that are appropriate to the public nature of the entry lobby, retail, and assembly spaces that are contained in the first two floors of the building. It is punctuated by the more monumental entries (or "portal elements" as required in the Design Guidelines) to the hotel on Courthouse Square and the residential building on Jamieson Avenue as well as by the garage entrance on Ballenger Avenue.

Above the base is the greater—or middle—part of the building that is subdivided into two portions that are intended to break down and organize the large scale of the overall facades. The first or lower portion is devoted entirely to hotel uses and is four stories from the setback at 45' above the base to another expression line at 80'. This tier of the building also incorporates the setbacks at the ends of the building where it steps up from 45' to 80'. The upper portion of the middle part of the building contrasts again from the portion below by changing color to a darker brick, expressing a change of plane backward from the street, and changing the scale of the architectural order to a simple and straightforward volume with punched windows. This part of the building contains two levels of hotel rooms and four levels of condominiums, ending at the 130' expression line and coincides with the larger setbacks along Jamieson and Ballenger avenues building up to the corner tower.

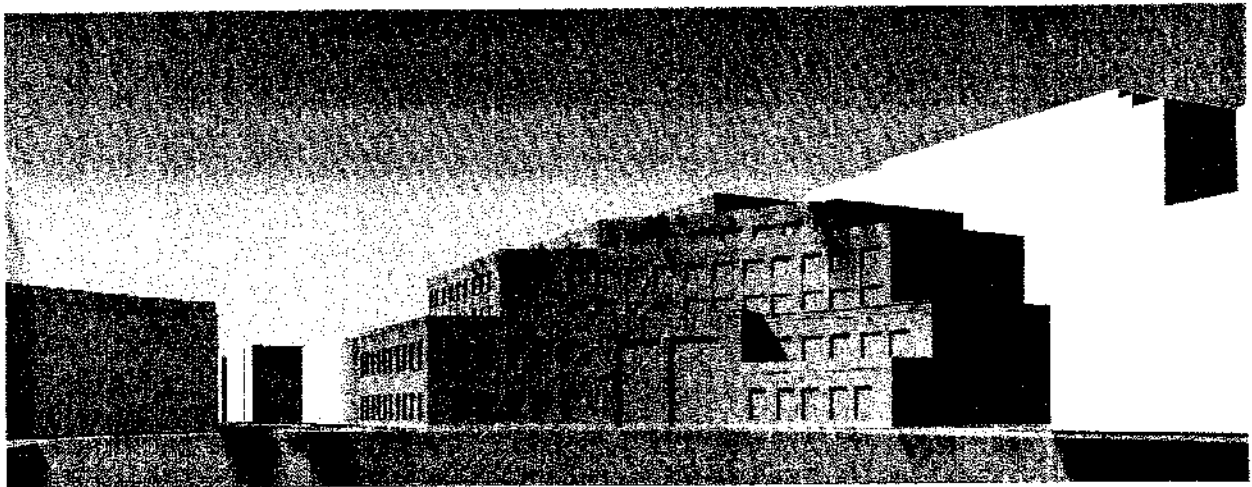
The top of the building contains the last three levels of condominiums and is proportioned as a cornice to the entire height of the building. The cladding is changed to a lighter color to emphasize lightness at the top; the windows are recessed more deeply from the face of the building, creating more shadow and interest; the cornice extends outward to provide a finish to the mass of the building against the sky. Because of the setbacks from 130' to the final height of 155', this is portion of the building fronts only along Courthouse Square and 115' to the northeast along Jamieson Avenue.

Staff has met numerous times with the applicant team over the past seven months provide guidance on the development of the design that would be consistent with the vision for Carlyle, including recommended additional treatments which help to break down the perceived mass of the building into smaller volumes. Principally, Staff has advocated the differentiation of the building into a these volumes by maximizing setbacks and emphasizing them through shifts in material, color, architectural order, and expression lines such as cornices. The applicant is only allowing for an 8-inch change of plane where Staff has asked for a minimum of 16 inches to create the intended effect. Staff considers this an important factor in mitigating the impact of the increased presence of the building along the street frontages due to the reduction elsewhere of setbacks from 10' to 5'.

Finally, staff has developed supplementary narrative design guidelines for Block F which have largely been incorporated by the applicant. These guidelines help to provide more specific guidance regarding massing and architectural articulation that is less explicit in the current Carlyle Design Guidelines and also help to establish intent regarding architectural character for the proposed project. The supplemental guidelines for Block F, dated May 23, 2003, are attached to this report.

Block G

This site has been envisioned as a retail “anchor” for the eastern portion of Carlyle. The context of this mixed-use retail site in Carlyle is significant because of the disparate scale and uses of its neighboring buildings. Notably, the PTO building immediately to the west reaches a maximum of 128 feet with street frontage step backs at 104 feet along Dulany Street East and 80 feet along Jamieson and Ballenger Avenues. Across John Carlyle Street to the east, however, there is a complex of residential townhouses (with ground-floor retail) in Block H with a maximum height of 45 to 50 feet and an architectural scale that is typical of that building type. To the north across Jamieson Avenue is an existing office building (Block C) with a maximum height of 82 feet with street wall maximums between the corners at 50 to 55 feet. To south is a planned retail-office building (Block K, see discussion following) with an allowable maximum height of 50 feet.



Proposed massing viewed from John Carlyle Square showing townhouse development (left) and the PTO campus (right)

The following issues are raised by the proposed transfer of additional office space to Block G from Block F and the increase of building height on the site.

Retail and Office Mix of Uses—Block G

Block G has been envisioned as a retail anchor for the John Carlyle Street retail corridor, between the residential and office blocks on the east side of Carlyle. While some retail uses have opened in Carlyle, the real beginning of the community as a thriving mixed-use area is expected to occur when the PTO is occupied and Block G is developed. The proposed developer (Lane Development), intends to create a retail core based on Block G that will consist of ground floor and second floor retail. The developer contends that to make second floor retail viable, the use must be indirectly

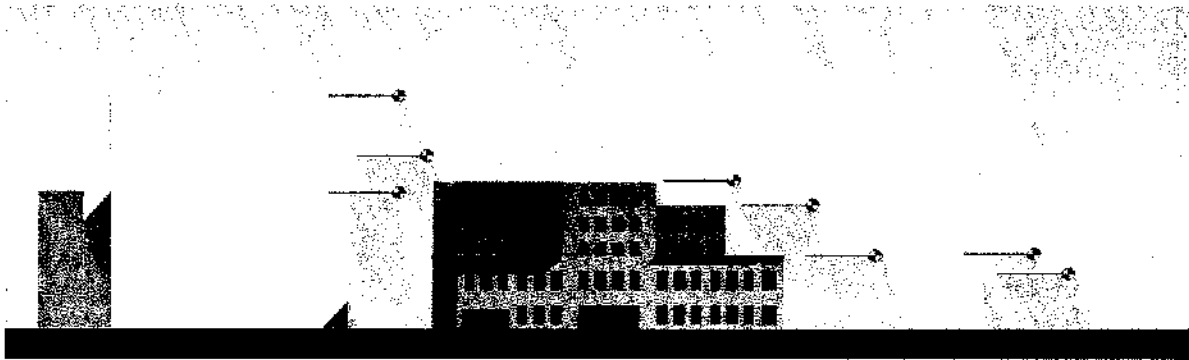
subsidized by the marketability of the ground floor retail and office tenants. The request for additional office floor area is intended to offset the lease discount that will be needed to keep the second floor retail occupied with a thriving business. In order to develop a fourth floor of office space on the building, transfers of approximately 35,000 SF from Block F and 9,000 SF from Block P are proposed. An additional 25,000 SF would be transferred from Block P to provide for a fifth floor on the building. The increase in office floor area is appropriate to ensure active and viable retail uses and tenants in this location. The expectation is that an anchor tenant for Block G, in combination with uses such as Whole Foods and the opening of PTO, there will also create a spillover demand on John Carlyle Street for the currently vacant ground floor retail spaces.

Carlyle Design Guidelines and Architecture-Block G

The proposed increased height on Block G improves transition between the low residential scale of the townhouses on John Carlyle Square and the larger ten-story office building mass of the PTO complex to the west. The proposed guidelines increase the maximum height from 50 to 86 feet to accommodate up to two more levels of office use; this height increase is also accompanied by a series of step backs to mitigate difference in height relative to existing townhouses.

The third and fourth floors dedicated to office use would be a maximum height of 68 feet. The fifth floor would bring the total allowable height to the building to 86 feet which is considered by Staff to be a reasonable transitional height between the maximum 50 feet of the townhouses across John Carlyle Street to the east and the 128 feet of the PTO Remsen Building adjacent to the proposed building on the west. The possible setbacks at the fifth floor are a minimum of 15 feet on Jamieson Avenue, John Carlyle Street, and John Carlyle Square.

The significance of these changes to the envelope is that they maintain the important relationship at the southern corners of John Carlyle Square by holding an expression line and associated setback at roughly 45 feet, similar in height to the townhouses in Block H to foster a unity of scale to this important urban space within the Carlyle development. Likewise, the increased heights allow a more graceful transition to the greater heights of the PTO complex and also maintain a comfortable relationship to the neighboring buildings to the south (mixed-use office and retail building at 50 feet) and north (office building with retail frontage at 68 feet). However, staff recommends that the setback along Ballenger Avenue be increased from a 5 feet to a minimum of 10 feet to better differentiate and reduce the impact of the upper levels of office from the street and particularly from the townhouses to the east.



Site section showing height relationships to PTO (left) and townhouses (right)

As with Block F, the Planning and Zoning Staff has developed supplementary narrative design guidelines for Block G which will be incorporated by the applicant in the development of the design for the building. These guidelines help to provide more specific guidance regarding massing and architectural articulation that is less explicit in the Carlyle Design Guidelines and also help to establish intent regarding architectural character for the proposed project. The supplemental guidelines for Block G, dated May 23, 2003, are attached to this report.

Blocks J and K

In Carlyle, a pair of mixed-use retail buildings were located on the south side of Ballenger Avenue at Elizabeth Lane/Courthouse Square on the western portion of the development. The two buildings were envisioned to be approximately the same overall size at 44,970 sq. ft. for Block J and 41,400 sq. ft. for Block K.

In 2001, during the development of the design for the PTO complex, the Carlyle Design Review Board recommended a frontage of office use in a townhouse-style treatment along the lengths of the east and west garages of the PTO complex facing Elizabeth Lane and John Carlyle Street. As these garages straddle both Blocks J and M (on the west) and Blocks K and N (on the east), the office building area for the townhouse offices was transferred from the two retail buildings on Ballenger Avenue. Thus, the current proposal to transfer the office area to Blocks J and K represents a restoration of the original floor area to create a pair of viable mixed-use retail buildings in Carlyle adjacent to residential uses and supported by the surrounding office population. The transfer for both buildings is about 27,000 sq. ft. and amounts to relocating the use from the north side of Block F to Blocks J and K.

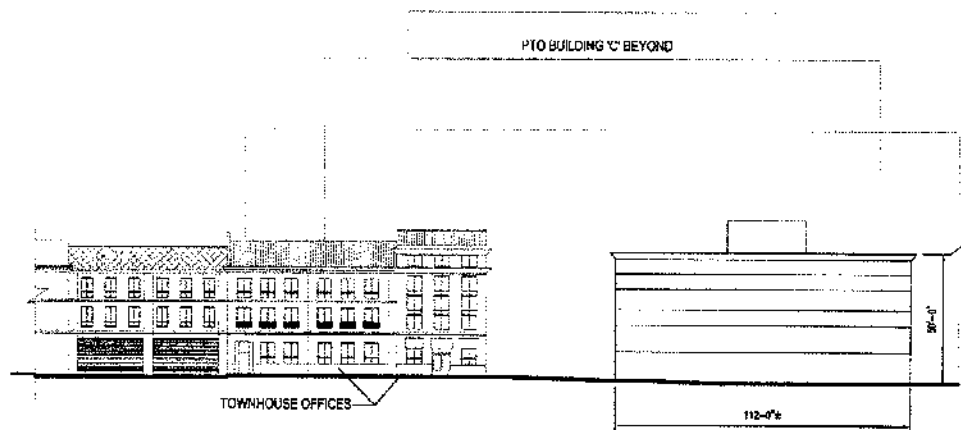
As a result of the previous transfers, Block J now has one floor of retail facing Courthouse Square (about 15,000 sq. ft.) and one floor of office (about 15,000 sq. ft.). The applicant's proposal would

add about 15,000 sq. ft. of office space and bring the total for the building back to 45,000 sq. ft., similar to the original allocation. Likewise, Block K currently has almost two full floors of retail (27,600 sq. ft.) and a partial second floor of office area (1,757 sq. ft.); the proposed transfer brings an additional 12,000 sq. ft. of office area to the building. In addition, the Block K mixed-used retail building retains 4,500 sq. ft. of mandated daycare area which would be maintained under this SUP application.

Carlyle Design Guidelines and Architecture—Blocks J and K

Under the original Carlyle Design Guidelines, a maximum of 50 feet in building elevation was prescribed, allowing three levels of mixed retail and office use. In terms of massing, these buildings are considerably shorter than the neighboring PTO buildings, which reach as high as 118 feet, and are also lower than the PTO garages to the south which were both capped at 62 feet. Staff continues to support the original intent of the Carlyle plan which provided for lower-scale mixed use retail buildings in these locations and advocates restoration of the office use to these building areas to create the intended 50-foot streetwall (three stories).

As with Blocks F and G, however, staff has developed supplementary narrative design guidelines for Blocks J and K which will be incorporated by the applicant in the development of the design for the building. These guidelines help to provide more specific guidance regarding massing and architectural articulation that is less explicit in the Carlyle Design Guidelines and also help to establish intent regarding architectural character for the proposed project. The supplemental guidelines for Blocks J and K, dated May 23, 2003, are attached to this report.



Site elevation of proposed building (right) on Block K along John Carlyle Street showing PTO east parking garage with townhouse offices (left) and PTO Remsen office building beyond. No change is proposed to the approved Design Guidelines with a 50-foot height limit.

Block P

The proposed transfer of office space from Block P helps to reduce the volume of the buildings will eventually be constructed on the site:

The plan for Carlyle includes a mix of retail and office uses on Block P. Because it is a large block with direct access from Eisenhower Avenue, considerable amounts of retail (54,863 SF) and office floor area (417,493 SF) have been allocated to this block. With this current proposal, 32,000 SF of office floor area are proposed to be transferred to Block G. In addition, the 25,000 SF retail area previously required for a grocery store will occur on Block P.

As Carlyle has developed over time and planning in the areas to the south and west of Block P has evolved, the need for one or more streets passing through it became evident. The requirement that Block P accommodate additional streets was established in Condition No. 70A of the Carlyle SUP. Accordingly, the applicant has accommodated an extension of John Carlyle Street in preliminary studies for development on the site. The street through the block dictates that two separate buildings will ultimately be constructed on the site. Geotechnical conditions indicate to the applicant that below-grade parking may not be difficult; these two factors have caused early massing studies for the block to reveal that future buildings on the site may have a tendency to appear rather bulky in comparison to those that are expected to develop around them. This realization has led staff to support the opportunity to transfer office space floor area off Block P. The transfer of 35,000 SF from Block P to enable the massing to be more consistent with some of the adjoining development. While staff continues to have concern regarding the overall massing for Block P, the design guidelines for this block have not yet been approved and will require subsequent approval by City Council. This special use permit process will enable the level of review that has been completed for the remainder of the blocks within Carlyle.

Retail Parking:

The retail parking within Carlyle is based upon a maximum number of parking spaces of 3.976 spaces/1,000 GSF. There was also the potential to decrease parking ratios for retail after a significant amount of office space had been developed, which was based upon the possibility of shared parking. However, shared parking has never fully materialized within Carlyle due to the concerns of office tenants about security and liabilities of sharing parking garages.

The 3.976 spaces/1,000 GSF requirement is a *maximum* and similar to the parking permitted as a result of the Eisenhower East planning process. Based upon the parking analysis and evaluation for East Eisenhower, it became apparent that even for retail, within an urban setting an appropriate level of on-site parking is necessary, albeit at a much lower rate than suburban locations. Through the East Eisenhower planning process it was determined that a maximum of 3.5 spaces/1,000 GSF were necessary to support active retail uses. In addition a minimum number of parking spaces was established at 2.0 spaces/1,000 GSF was established to ensure that a minimum level of adequate

parking would be provided for the retail uses. Because of the proximity of the proposed blocks to East Eisenhower, staff is recommending a comparable level of parking for these blocks within Carlyle. Therefore, staff is recommending a *maximum* amount of parking of 3.5 spaces/1,000 GSF which is consistent with the adopted parking requirements for East Eisenhower. Staff believes this is an appropriate balance between limiting the amount of parking while also enabling active retail uses to occur within Carlyle. Several of the proposed development plans are proposing more than the maximum parking than is permitted, such as Block G. Therefore, these blocks will need to revise the parking totals as part of the final site plan process to be in compliance with the maximum parking requirements permitted within Carlyle, including the maximum of 3.5 sp/1,000 as recommended by staff.

Additional Changes Requested

The following changes to the Carlyle SUP proposed by staff will resolve problems encountered in the establishment of active retail uses within Carlyle and with the general administration of the special use permit as build-out continues.

A. A request to change the definition of retail applied to Carlyle so it encourages those businesses that generate a high degree of pedestrian activity.

With demand for street level retail floor area just beginning to increase, staff receives requests by office uses to occupy ground floor retail space on a temporary basis. The normal term for a temporary office use is 5 to 10 years. Staff believes that within 5 years, demand for pedestrian-oriented retail uses will be greatly increased. However, much of the ground floor space will be locked into leases by uses that are not truly retail in nature, but instead are office-oriented storefront uses, such as financial brokerages. By changing the definition of retail use as proposed in the recommended changes to Condition # 102, staff expects to be more successful in facilitating the occupancy of these important street-fronting spaces by businesses that will enliven the area and help generate the community life anticipated for Carlyle. The definition proposed is that recommended for the Mill Race project and approved by the City Council earlier this year.

B. Authorization of administrative approval for conversions of ground floor area from non-retail uses to retail uses along John Carlyle Street, Jamieson Avenue and selected other streets.

Several owners of existing buildings in Carlyle have indicated that the requirement to obtain special use permit approval to convert ground floor office space to retail use within Carlyle has discouraged conversion of these spaces to retail uses. Because the development of street level pedestrian retail activity is a fundamental component of the mixed-use vision for Carlyle, deterrents to new or expanded ground-floor retail activity should be minimized where possible. This measure would apply only to locations along John Carlyle Street and John Carlyle Square and Jamieson Avenue, and would not change any current requirements for special use permits for restaurants, but would eliminate the SUP process for the types of businesses that are typically not required to apply for one

in other areas of the City. Staff has included a new condition of approval to address this matter.

C. A request that the grocery store required to be included within Carlyle be eliminated if the grocery store approved for the corner of Duke Street and Holland Lane is built.

Condition #102A of the Carlyle SUP states the following: "A grocery store of no less than 25,000 SF shall be provided within the retail space at Carlyle." This requirement was intended to ensure that the new residents of Carlyle and the general vicinity would have access to a full-service grocery store for daily needs without having to drive to some other part of the City. This level of convenience was seen as necessary to encourage the evolution of Carlyle as a pedestrian and transit-oriented community. With the plan for Carlyle including a significant resident population and its location near other residential neighborhoods, the intent of the requirement was to encourage the establishment of this specific and sizable use within the larger blocks of Carlyle.

With City Council approval in late 2002, the Whole Foods Market will be constructed at 1700 Duke Street adjacent to Carlyle. It is recommended that the requirement for a grocery store be eliminated when the Whole Foods Market is operational. Staff agrees with the applicant that at that point in time, Condition # 102A will become obsolete and an obstacle to development of other needed retail establishments within Carlyle. However, in order to preserve the intent of providing essential retail within Carlyle, staff will only support this change if the 25,000 SF is allocated to ground floor consolidated retail uses within Block P in Carlyle.

CONCLUSION:

The transfers and conversions applied for in this special use permit will facilitate more desirable developments on all five of the blocks involved in the following ways:

- The luxury hotel and conference center on Block F will provide a high-quality development in the western portion of Carlyle while increasing the residential use on the western portion of the development.
- The addition of office space to Block G will help make the large first and second floor retail focus on that block more viable and stable. If Block G is truly successful as a center of retail activity, it should trigger additional interest in development of ground floor retail in the other Carlyle buildings that either lies vacant or is temporarily used for offices.
- The transfers of office space to blocks J and K is a restoration of office space above the mandated retail space. This full allotment of office space will be as important to the viability of the ground floor and second floor retail on these two outparcels as it is necessary to enable the buildings to fill the height and depth requirements of the Carlyle Design Guidelines.
- The transfer of office space from Block P will help reduce the bulk of future buildings likely to be constructed on this site across Eisenhower Avenue.

Regarding the other matters included in this case, administrative authority to approve conversions of ground floor space to retail will facilitate more retail development in Carlyle. Staff efforts to get active retail uses established in ground floor street front spaces will benefit by having a more clearly defined definition of retail uses that will generate a high degree of pedestrian activity. Staff believes that the requirement for a grocery store within Carlyle should be eliminated when the Whole Foods Market is operational at 1700 Duke Street, so that the 25,000 SF of retail reserved for it can be used to augment the retail floor area within Carlyle.

In addition, on May 19, 2003, Staff presented the proposed area transfers for Blocks F, G, J, K and P to the Carlyle Design Review Board. The Board discussed the impacts of these changes in areas on the envelopes of the buildings affected by these transfers and how these changes would affect other blocks within Carlyle. The consensus reached by the Board was that the changes were reasonable and supportable and recommended the proposed changes to the Design Guidelines.

Therefore, staff recommends **approval** of the proposed transfers and amendments as noted.

STAFF: Eileen P. Fogarty, Director, Department of Planning and Zoning
Thomas Luebke, City Architect
Rob McLeod, Urban Planner

CITY DEPARTMENT COMMENTS

Legend: C - code requirement R - recommendation S - suggestion F - finding

Health Department

- C-1 An Alexandria Health Department Permit is required for all regulated facilities.
- a. Permits are non-transferable.
 - b. Permits must be obtained prior to operation.
 - c. Five sets of plans are to be submitted to and approved by this department prior to construction of any facility regulated by the health department.
- C-2 Plans for food facilities must comply with the Alexandria City Code, Title 11, Chapter 2, Food and Food Establishments. There is a \$135.00 fee for review of plans for food facilities.
- C-3 Pool plans must comply with Title 11, Chapter 11, Swimming Pools. Tourist establishment pools must have six (6) sets of plans submitted.
- C-4 Personal grooming facilities must comply with Title 11, Chapter 7, Personal Grooming Establishments.
- C-5 Tanning Salons must meet State Code Title 59.1, Chapter 24.1, Tanning Facilities.
- C-6 Massage facility plans must comply with Title 11, Chapter 4.2, Massage Regulations. All massage therapists must possess a current massage therapist certification, issued by the Commonwealth of Virginia in accordance with the Code of Virginia Chapter 599, §54.1-3029 and must possess an Alexandria Massage permit in accordance with Alexandria City Code Title 11, Chapter 4.2 prior to engaging in any massage activity.
- C-7 Coin-operated dry cleaning facility plans must comply with Title 9, Chapter 4, Coin operated Dry Cleaning Establishments.
- C-8 Coin-operated laundry plans must comply with Title 9, Chapter 5, Coin Operated Laundries.
- C-9 Hotels/Motels must comply with State Code 35.1, Hotels, Restaurants, Summer Camps, and Campgrounds.
- C-10 Marina plans must comply with the provisions of Section 32.1-246 of the Code of Virginia. Information to be included in the plans submittal is to be as required by the Code of Virginia.

- C-11 Provide a menu or list of foods to be handled at this facility to the Health Department prior to opening.
- C-12 Food must be protected to the point of service at any outdoor dining facility.

Transportation and Environmental Services

No comments

Code Enforcement

No comments

Police Department

F-1 No objections

APPLICATION for SPECIAL USE PERMIT # 2003-0016

[] Change of Ownership or [X] Minor Amendment

[must use black ink or type]

PROPERTY LOCATION: 1950 1460 DUKE ST

TAX MAP REFERENCE: _____ ZONE: CDD#1

APPLICANT Name: Carlyle Development Corporation LCOR Ballenger Avenue LLC

Address: 1755-C Duke Street 6701 Democracy Blvd., #711
Alexandria, VA 22314 Bethesda, MD 20817

PROPERTY OWNER Name: Carlyle Development Corporation LCOR Ballenger Avenue LLC

Address: 1755-C Duke Street 6701 Democracy Blvd., #711
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.

[X] 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, Esquire, Agent

Print Name of Applicant or Agent

McGuireWoods LLP

Suite 1800

Mailing/Street Address

1750 Tysons Boulevard

McLean, VA 22102

City and State

Zip Code

Date

Jonathan P. Rak
Signature

703-712-5411

Telephone #

703-712-5231

Fax #

DO NOT WRITE BELOW THIS LINE - OFFICE USE ONLY

Application Received: 2-10-2003

Date & Fee Paid: _____ \$ _____

Legal Advertisement: _____

PLANNING COMMISSION

~~ADMINISTRATIVE~~ ACTION: _____

CITY COUNCIL ACTION: _____

Date

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 # 99-0056

Date approved: March / 21 / 2000
month day year

Name of applicant on most recent special use permit Carlyle Development Corporation

Use Revisions to Carlyle CO SUP Plan

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)

See attached Statement of Justification

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)

See attached Statement of Justification

4. Is the use currently open for business? ☐ Yes ☒ No

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 Statement of Justification

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.)

Current:

Proposed:

Not applicable

13. Are physical changes to the structure or interior space requested? ☐ Yes ☐ 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 ☒ 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) ☒ Property owner ☐ Lessee

other, please describe:

16. The applicant is the (check one) ☒ 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

STATEMENT OF JUSTIFICATION REVISIONS TO CARLYLE CO SUP PLAN

Carlyle Development Corporation (CDC) and LCOR Ballenger Avenue LLC are requesting approval of a revised Carlyle CO SUP plan. The proposed revisions include a minor redistribution of office floor area within certain blocks and conversion of a portion of Block F's floor area from hotel and office use to residential use. The revisions also amend certain development conditions to provide greater flexibility for bringing retail uses to Carlyle. The revised development conditions would allow insertion of a retail use in place of any ground floor office space in Carlyle and would remove the requirement that 25,000 square feet of Carlyle's retail space must be used for a grocery store if the grocery store approved for the corner of Duke and Holland is built.

The proposed changes are consistent with the original intent and on-going development of Carlyle, and with such changes the Carlyle CO SUP will continue to:

- Facilitate the full realization of a vibrant, mixed-use development, with a balance of residential, hotel, retail and office uses.
- Uphold the urban design principles, and create a series of distinct, pedestrian-oriented, urban places to complement the existing development.
- Allow realistic and economically viable development to occur.

These objectives are achieved in the revised CO SUP plan merely by reallocating and re-designating previously approved floor area. The overall permitted floor area within Carlyle remains the same and the required amount of retail floor area remains the same. Residential floor area increases slightly and office and hotel floor area are decreased slightly.

Reallocation of Floor Area

The reasons for the proposed reallocation of floor area are twofold. First, a small shift in office floor area is needed for the planned retail/ office buildings along Ballenger Avenue to fulfill their design purpose of screening the north ends of the PTO garages. Second, approved plans for the hotel and office building on Courthouse Square (block F) have been aggressively marketed for several years yet no hotel operator is interested in a 300,000 s.f. / 400 room hotel. A developer is willing to proceed with a variation on the approved plan that replaces the current plan with an approximately 320 room hotel and residential condominium building. The hotel will provide an approximately 7,500 square foot ballroom, conference and meeting facilities, retail space, a restaurant and other amenities of a full service hotel. At the same time, another developer can proceed with the retail building on John Carlyle Square (block G) utilizing the unused office floor area from block F. Both the hotel and retail projects-- which are desired by the community -- can finally proceed if the requested changes are approved.

The specific floor area transfers requested by this application are:

~~78~~ 78
+

1. Transfer 27,296 square feet of Block F office to Blocks J and K for the two office/retail buildings facing Ballenger Avenue. These buildings serve to screen the northern face of the PTO parking garages. A portion of the office floor area originally approved for these buildings was previously relocated to screen the faces of the PTO Garages along Elizabeth Lane and John Carlyle Street. Without this additional floor area, these buildings would not be tall enough to screen the north end of the PTO garages. With the proposed transfers, the three story Ballenger buildings will be no larger than originally planned. Moving the office space from one block to another will not increase the total amount of office in this part of Carlyle.
2. Convert 32,704 square feet of Block F office to residential and convert 70,000 square feet of block F hotel to residential. This conversion of uses on block F will reduce the total size of the hotel from 300,000 to 230,000 s.f. and create a 102,704 s.f. residential condominium building as part of the same development. The smaller hotel meets current industry standards for efficient hotel operations, with approximately 320 guest rooms, while providing the amenities of a full service hotel.
3. Transfer 35,000 square feet of Block F office to Block G. The retail building planned for block G has been very difficult to market because it contained approximately 30,000 s.f. of second floor retail space. By transferring office floor area that is not needed for block F, the economic impact of this second story space can be supported by office tenants. Increasing the building height from three stories to five stories will also allow a better transition to the adjacent 10 story PTO office building. Moving the office floor area one block east will not adversely affect traffic or other impacts but will help the much desired retail anchor for John Carlyle Square to proceed.

These changes are reflected in the revised chart of uses and floor area.

Revised Conditions

The proposed changes to the SUP conditions requested by this application are:

Revise

- 102A. A grocery store of no less than 25,000 square feet shall be provided within the retail space at Carlyle. This requirement will be waived in the event a grocery store is constructed at the corner of Duke Street and Holland Lane. Ground floor office floor area throughout Carlyle may be used for retail uses.

The deletion of the requirement for a grocery store is based on the recent approval of a grocery store at the corner of Duke Street and Holland Lane. Since this location is also within the CDD #1 Coordinated Development District and is adjacent to the John Carlyle retail precinct of Carlyle, it will satisfy the market need for a grocery store in Carlyle. The new condition allowing retail in ground floor office floor area simply adds flexibility to increase retail uses above the required amount in Carlyle.

Conclusion

The proposed changes are important catalysts to complete the mixed-use nature of Carlyle and to add vitality to the community. Accelerating the development of the hotel on Courthouse Square and the retail anchor on John Carlyle Square will bring activity to Carlyle on evenings and weekends to complement the burgeoning office and residential uses that are already present. We respectfully request your approval.

WRE#135580/v. 6

Carlyle Master Plan
Alexandria, Virginia

Revised 1.20.03

| 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 | 494,493 399,493 | 0 102,704 | 300,000 230,000 | 5,500 | | | 799,993 737,697 |
| G | 437,087 472,087 | | | 70,000 | | | 507,087 542,087 |
| H | | 436,000 | | 4,000 | | | 440,000 |
| I | | | | | 400,000 | | 400,000 |
| J | 408,074 423,327 | | | 14,870 | | | 422,944 438,197 |
| K | 383,581 395,624 | | | 27,600 | | 4,500 | 415,681 427,724 |
| 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 | 417,493 | | | 54,863 | | | 472,356 |
| | | | | | | | |
| Total | 4,022,500 3,989,796 | 1,922,000 2,024,704 | 300,000 230,000 | 258,000 | 400,000 | 4,500 | 6,907,000 |
| % of All Uses | 58.2% 57.8% | 27.8% 29.3% | 3.7% 3.3% | 3.7% | 5.8% | 0.1% | 100% |

8/

SUPPLEMENTAL DESIGN GUIDELINES for Blocks F, G, J & K

May 23, 2003

The following guidelines are provided to assist the applicant in developing the design of the proposed building. They are intended to augment the Design Guidelines approved for the block by the City Council. No commitment is implied by the Department of Planning and Zoning to recommend approval for any proposed design merely because these guidelines are followed in the development of its architecture.

1. BLOCK F**Guidelines for the Larger Building**

The buildings should have a clearly defined base, middle and top. The 80-foot building shall incorporate the lower two or three floors into an architectural building base, and should be delineated from the middle section by a change of materials and a strong cornice. The base should be consistent in design and extend around the entire block, unifying it at the lower level. The ground floor facing the street shall be visually open and lined with retail businesses with show windows and entrances directly on the sidewalk. The second and third floors should have balconies and generous window detailing. The base should also be articulated vertically so that sections step in and out along its length at a module that emulates the typical panel widths found in Alexandria's traditional commercial neighborhoods. This articulation should be carefully coordinated with the windows, entrance, and other architectural elements on the facade. The base shall include the entrances to the building which should be designed as major features.

The middle section of the buildings should step back from the vertical plane of the base at least five feet. This middle will be composed of multiple floors that are largely unified in exterior appearance. Within this middle, the facade should architecturally express the function of the sections of the building e.g. office, residential, hotel, etc. This expression should be accomplished by varying the size and shape of windows, the presence or absence of balconies and the patterning of the exterior material.

The top of the tower should include a strong cornice and perhaps integrate one or two floors and visually cap the vertical rise of the tower with appropriately strong horizontal lines. Mechanical penthouses shall be integrated into the design of the building to create an interesting, articulated building top and to avoid the appearance of a flat roof with a small box (penthouse) on top. Mechanical penthouses must be clad in the same material as the top floor and should be visually integrated with the top section of the building.

Vertical Articulation

The facades of buildings should be segmented vertically as well as horizontally. The primary features on the facades, at the lower floors fronting streets, will be the entrances. Entrances should be marked and enhanced by increasing their size above that minimum necessary for function, and they should be flanked by significant articulations in the base. The building articulation above the base should provide relief from large flat building planes. Articulation can be achieved with bay windows, building projections and recesses, balconies and decorative architectural elements.

Beyond the entrances, extending to the corners of the building, the base should have vertical sections that rhythmically step out and back. This rhythm approach should be reflected in the middle and top of the building. Thus, the facade becomes a vertically and horizontally patterned surface, the intersecting portions of which are harmoniously related.

Fenestration

The pattern of windows in the facade greatly influences how well the different parts of the building will express their functions as office, residential, hotel, etc. The residential section should have various sized windows, most of which are operable. Many or all of the units would have at least one balcony. The office building may have large windows that are uniform in size and shape, and should not have balconies. The hotel may have uniform windows with a portion that is operable. Vertically proportioned windows, as found in traditional Alexandria windows, are preferred. All windows shall be punched (set back into the surrounding facade at least the thickness of the masonry surface material).

Balconies should be enclosed by flanking walls. Floor slabs may not extend (cantilever) substantially beyond the surface of the facade or the enclosing walls. Balcony railings must be such that items stored on balconies are partially or fully screened from view.

Vents for mechanical equipment in individual offices or residential units must not be visible. The preferred route of ventilation exhaust is via collectors to the roof. Parking garage exhaust vents may not open onto a pedestrian walk or a sidewalk along the street. Intakes for garage ventilation may be placed along exterior walls adjacent to vehicle driveways or ramps but they must be integrated into the design of the facade.

Materials

Buildings in Carlyle must have at least 51 percent of their exterior surface composed of masonry. Masonry includes brick, tile, precast, and stone. The balance can be glass. No metal or plastic paneling is permitted and metal panels may be used only for accents. Stucco may be used on facades that do not face the streets. EIFS may not be used on any exterior surface. Generally, the brick color in the base should be darker than the middle of the building, and the top should be lighter than the middle. Mortar may be left natural or tinted to match the surrounding bricks. Mortar may not be tinted to contrast with the surrounding bricks.

2. BLOCK G

Guidelines for the Larger Building

The buildings should have a clearly defined base, middle and top. The building shall incorporate the lower two retail floors into an architectural building base, and shall be delineated from the middle section by a change of materials and a strong cornice. To reinforce the relationship to the scale of the townhouses across John Carlyle Street, a setback at the 45-foot expression line is required on all elevations except for the west elevation overlooking the service court. The base should be consistent in design and extend around the entire block, unifying it at the lower level. The ground floor facing the street shall be visually open and lined with retail businesses with show windows and entrances directly on the sidewalk. The base shall be articulated vertically so that portions of the building face step in and out along its length at a width emulating the typical retail building widths found in Alexandria's traditional commercial neighborhoods. This articulation should be carefully coordinated with the windows, entrance, and other architectural elements on the facade. The base shall include the entrances to the building which should be designed as major features such as the office entrance on Ballenger Avenue.

The middle portion of the base-middle-top composition is comprised of the third and fourth floors of the building and shall step back from the vertical plane of the base by at least 25 feet; this may be reduced to 10 feet along the north and south elevations and eliminated on the west facade. This middle portion will be composed of two floors that are largely unified in exterior appearance and express the function of office use by the size and shape of windows, the ordering of facade elements to give scale, and the patterning of the exterior material. The fifth floor should step back further from the mass of the 3rd and 4th office floors by a minimum of 15 feet along John Carlyle Street and Square and from Jamieson Avenue.

Vertical Articulation

The building facade should be designed with vertical as well as horizontal elements that step in and out rhythmically. The primary features on the facades at the lower floors fronting streets will be the storefronts and the entrances. Entrances should be marked and enhanced by increasing their size above that minimum necessary for function and they should be flanked by significant articulations in the base. The building articulation above the base should provide relief from large flat building planes. Articulation can be achieved with bay windows, building projections and recesses, and decorative architectural elements.

Fenestration and Openings

Vertically proportioned windows, as found in traditional Alexandria buildings, are preferred. All windows shall be punched (set back into the surrounding facade at least the thickness of the masonry surface material). Vents for mechanical equipment in individual offices must not be visible. The preferred route of ventilation exhaust is via collectors to the roof. Parking garage exhaust vents may not open onto a pedestrian walk or a sidewalk along the street. Intakes for garage ventilation may be placed along exterior walls adjacent to vehicle driveways or ramps but must be integrated into the design of the facade.

Materials

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3. BLOCKS J AND K

Guidelines for the Larger Building

The buildings should have a clearly defined base, middle and top. The building shall incorporate the lower two retail floors into an architectural building base, and shall be delineated from the middle section by a change of materials and a strong cornice. The base should be consistent in design and extend around the entire block, unifying it at the lower level. The ground floor facing the street shall be visually open and lined with retail businesses with show windows and entrances directly on the sidewalk. The base shall be articulated vertically so that portions of the building face step in and out along its length at a width that emulates the typical retail building widths found in Alexandria's traditional commercial neighborhoods. This articulation should be carefully coordinated with the windows, entrance, and other architectural elements on the facade. The base shall include the entrances to the building which should be designed as major features such as the office entrances on Ballenger Avenue.

The middle portion of the base-middle-top composition is comprised of the second and third floors of the building and should be separated from the retail base by an expression line. In the case of the entries to the retail areas, this element may engage vertically into the second floor to increase the prominence of the entrance. The expression of the top of the building will be made by articulation which includes a cornice or horizontal element above the third level and proportioned to the scale of the building as a whole.

Vertical Articulation

The building facade should be designed with vertical as well as horizontal elements that step in and out rhythmically. The primary features on the facades at the lower floors fronting streets will be the storefronts and the entrances. Entrances should be marked and enhanced by increasing their size above that minimum necessary for function and they should be flanked by significant articulations in the base. The building articulation above the base should provide relief from large flat building planes. Articulation can be achieved with bay windows, building projections and recesses, and decorative architectural elements.

Fenestration and Openings

Vertically proportioned windows, as found in traditional Alexandria buildings, are preferred. All windows shall be punched (set back into the surrounding facade at least the thickness of the masonry surface material). Vents for mechanical equipment in individual offices must not be visible. The preferred route of ventilation exhaust is via collectors to the roof. Parking garage exhaust vents may not open onto a pedestrian walk or a sidewalk along the street. Intakes for garage ventilation may be placed along exterior walls adjacent to vehicle driveways or ramps but they must be integrated into the design of the facade.

Materials

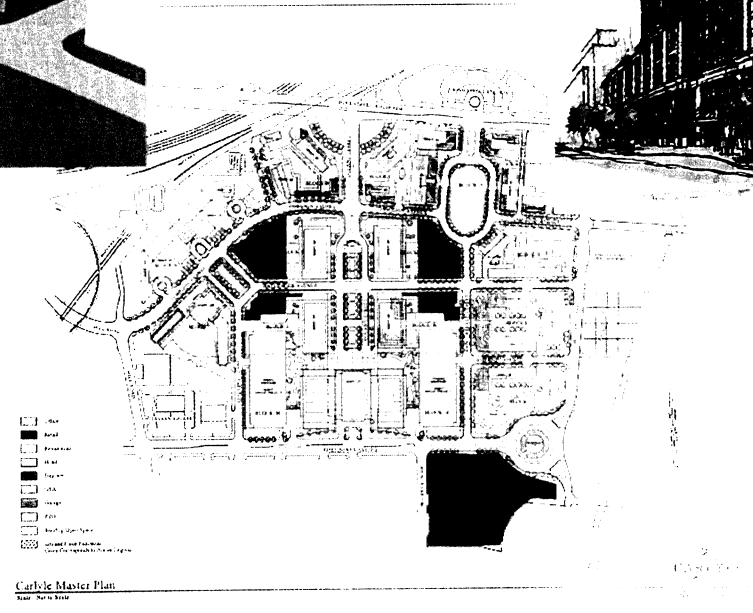
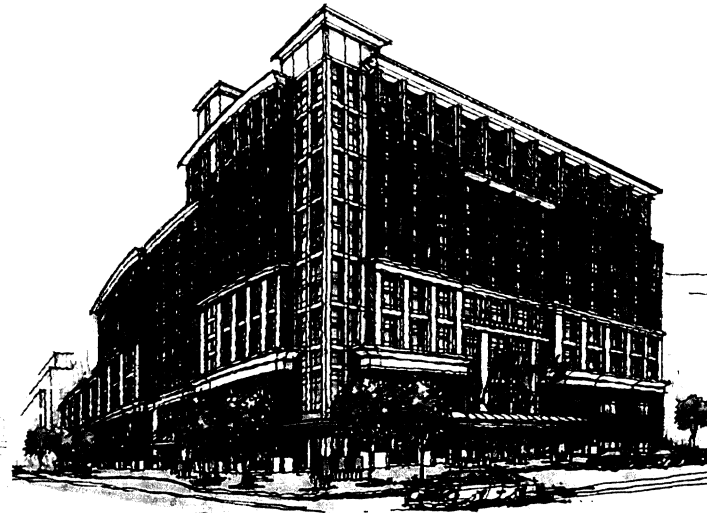
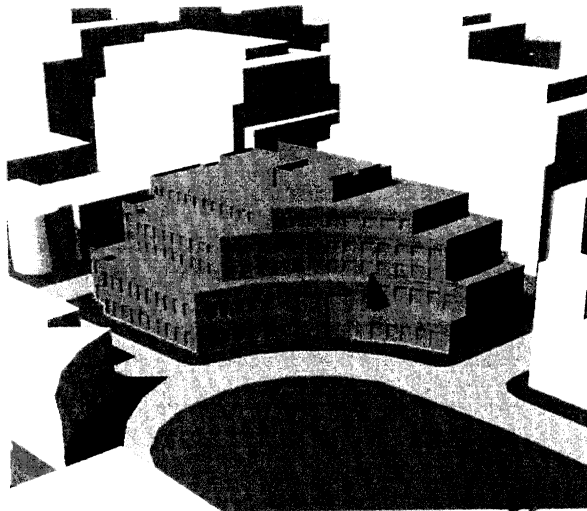
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#19
6-14-03

Carlyle Development

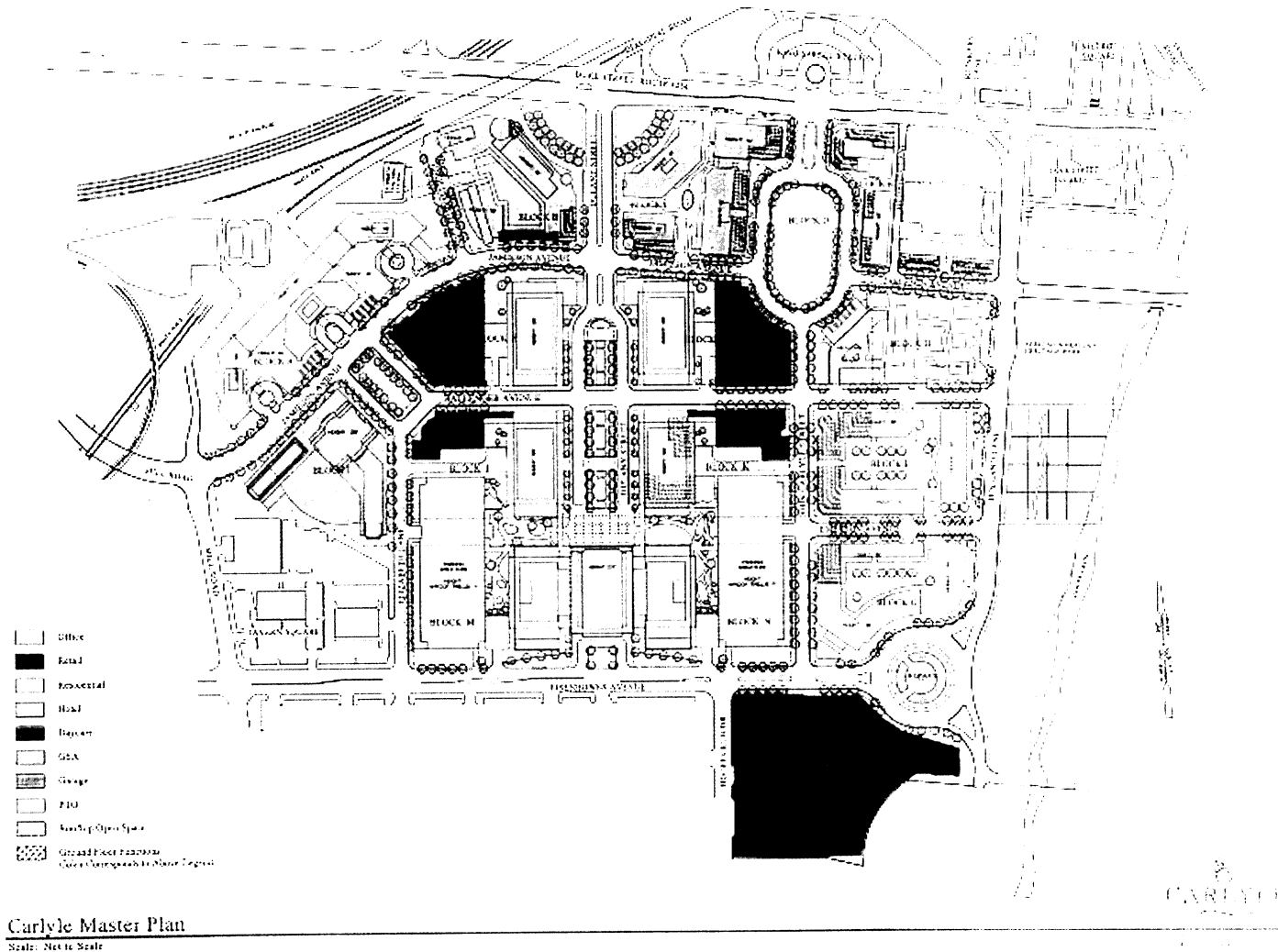
City Council - June 14, 2003

SUP#2003-0016



Carlyle SUP #2003-0016

Floor Area Transfers



Carlyle SUP #2003-0016

Issues:

- ❖ Convert hotel-office use to hotel-residential (condominium) use on Block F
- ❖ Increase retail/office building on Block G
- ❖ Restore area to Blocks J and K
- ❖ Transfer office floor area from Block P to reduce potential building mass in future on Block P
- ❖ Guideline modifications

Carlyle SUP #2003-0016

Block F

- Proposed hotel with 230,000 SF / 312 rooms**
- Converts 70,000 SF hotel and 33,000 SF office to residential condominiums**
- Reduces total floor area; minor increases to massing along streets**



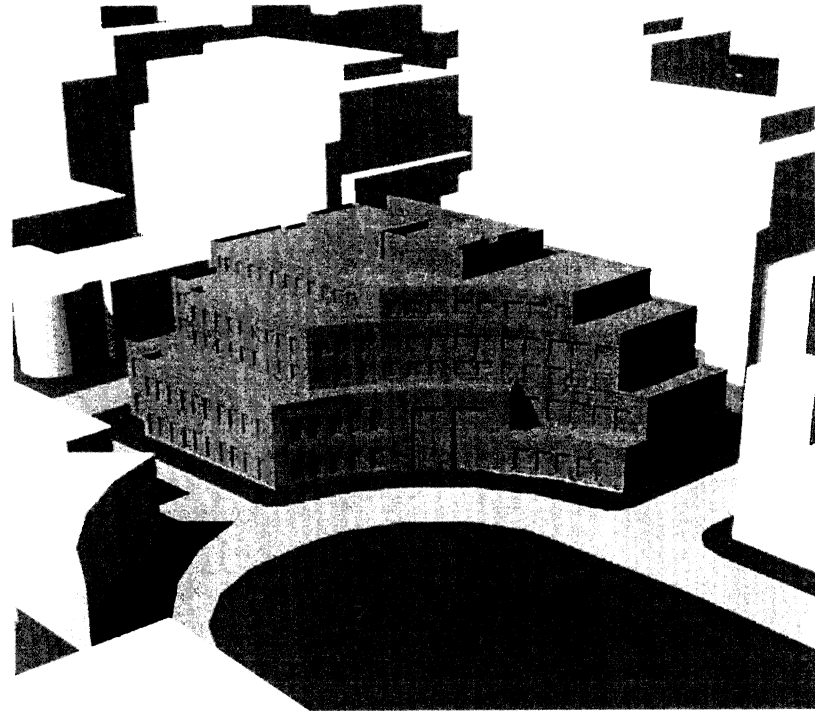
Benefits:

- Proposed residential use will provide a better balance of office and residential uses on the western portion of Carlyle**
- Provides additional diversity and activity west of PTO**
- Provides luxury hotel, conference facility, and retail**

Carlyle SUP #2003-0016

Block G

- **Increases massing from three to five stories**
- **Increases setbacks on east, north, and south facades**
- **Supports 70,000 SF Retail**
- **Increases office from 37,594 to 104,786**



Benefits:

- ❖ **Catalyst for development of retail in Carlyle**
- ❖ **Improved transition of building masses from townhouses to PTO**
- ❖ **Future retail anchor**

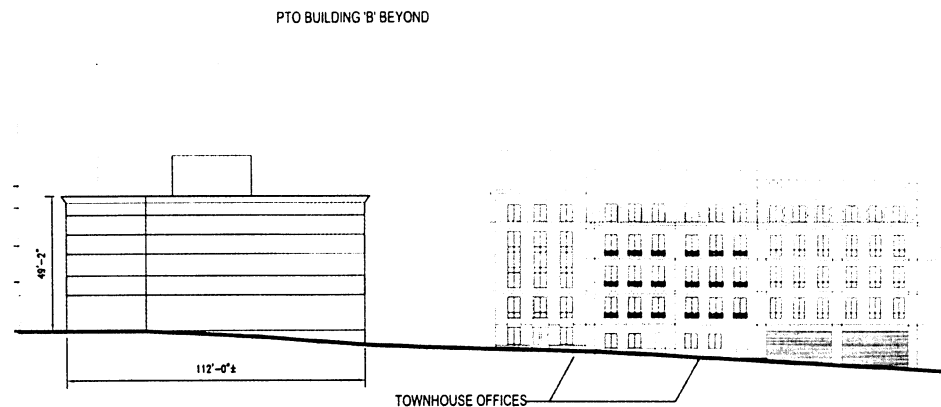
Carlyle SUP #2003-0016

Block J

- Restores office to original allocation of 30,000 SF; maintains 15,000 SF (1 story) of retail
- No changes to approved design guidelines (3 stories)

Block K

- Restores office to original allocation of 14,000; maintains 28,000 SF (2 stories) of retail
- No changes to approved design guidelines (3 stories)



Carlyle SUP #2003-0016

Block P

- 32,000 SF of the 417,493 SF of office floor area would be transferred to Block G
- Retail remains as allocated at 55,000 SF

Benefits:

- ❖ Massing would be more consistent with adjoining blocks south of Eisenhower Avenue
- ❖ Block P would provide destination retail

Carlyle SUP #2003-0016

Planning Commission supported amendment 6-1

- Deferred review of retail components and retail definition**
- Adopted guideline modifications with minor revisions**

Conclusions

- Proposed amendments will bring a high-quality luxury hotel and conference center to the City**
- Provide a better balance of residential and office uses on the western portion of Carlyle**
- Additional office space on Block G will make the retail more viable and improve building massing**
- Transfer of space from Block P will reduce the bulk of future buildings on Block P**

HART, CALLEY, GIBBS & KARP, P.C.

ATTORNEYS AND COUNSELLORS AT LAW

307 NORTH WASHINGTON STREET
ALEXANDRIA, VIRGINIA 22314-2557TELEPHONE (703) 836-5757
FAX (703) 548-5443*Docket Item #20
SUP 2003-0016***MEMORANDUM**

TO: Mr. Eric Wagner, Chairman and Members of Planning Commission
FROM: Harry P. Hart
RE: Docket Item No. 20, SUP #2003-0016, 1950 Duke St., Carlyle Dev.
DATE: June 2, 2003

We represent the owners of four townhouses in the Carlyle City Residences, at 400, 402, 408 and 410 John Carlyle Street, in Block H of the Carlyle Development. These owners are concerned with Staff's recommendation to amend the Carlyle Special Use Permit as it pertains to the definition of "retail" uses under that SUP.

The definition of "retail" under the SUP is a separate matter from the original application by the Applicant. It was not a specific part of the notice language provided to our clients. They were not even aware this was an issue in this Docket Item until late last week. They request that you not consider this matter as part of Carlyle Development's application and defer this separate matter for future consideration separate from Carlyle's application on Tuesday's docket. Let Carlyle's application go forward and treat this additional matter separately, as it is indeed a different matter.

What may be appropriate here is an exemption for Block H from this change, if the Commission wants to adopt this change on June 3, as this block is different from other areas of Carlyle. No one else has fee simple ownership of mixed use townhouses. Our clients seek to change the Staff recommendation for Condition No. 102 in the Carlyle SUP to exclude some uses that are permitted elsewhere in retail spaces in Carlyle, such as food services, and to include others that may not be allowed elsewhere in retail spaces in Carlyle, such as professional offices for lawyers and accountants. They seek this change to the Staff's recommendation in order to be consistent with the Homeowner Association documents that apply to the Carlyle City Residences which formed the basis for why our clients purchased their units. Specifically, they request an amendment to the proposed Condition No. 102 to read:

"Retail uses" shall mean and refer to the following uses: retail shopping establishments, banks, financial investment and consulting offices, travel agencies, realty offices, personal services uses, educational uses, professional offices such as attorney's offices or accountant's offices, and any other commercial activity that involves a high degree of pedestrian activity."

86

ATTORNEYS AND COUNSELLORS AT LAW

TELEPHONE (703) 838-5757
FAX (703) 548-5443

CLIENT _____

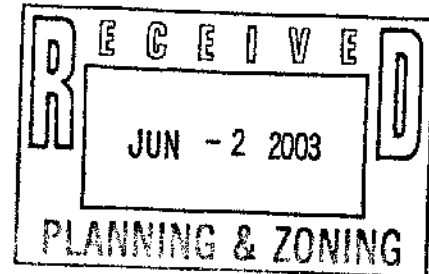
CARLYLE CITY RESIDENCES HOME OWNERS ASSOCIATION, INC.

**c/o Property Management Associates, Inc.
1600 Prince Street, Alexandria, Virginia 22314**

Delivered by Hand

2 June 2003

City of Alexandria Planning Commission
301 King Street, City Hall Room 2100
Alexandria Virginia 22314



Attention: H. Stewart Dunn, Jr.
Donna Fossum
Ludwig Gaines
John Komoroske
Righard Leibach
J. Lawrence Robinson
Eric Wagner

Docket Item #20
SUP# 2003-0016

Reference: Docket Item #20, Special Use Permit #2003-0016
Carlyle Development
Planning Commission Meeting
June 3, 2003

Subject: CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC.
Opposition to Special Use Permit #2003-0016; City Staff Proposed Changes
to "Retail Use" Definition as it applies to the Carlyle City Residences
portion of Carlyle Block-H.

The CARLYLE CITY RESIDENCES HOME OWNERS ASSOCIATION, INC. is OPPOSED to the City Staff proposed changes to the definition of "Retail Use" contained in Special Use Permit (SUP) #2003-0016, item #102, on Page 36, as it applies to the Carlyle City Residences portion of Carlyle Block-H.

The CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC. respectfully requests the Commission NOT approve the City Staff proposed changes to the definition of "Retail Use" at Carlyle as it applies to the Carlyle City Residences portion of Carlyle Block-H.

The CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC. proposes the following definition apply to the Carlyle City Residences portion of Carlyle Block-H, that is taken verbatim from the Declaration of Covenants, Conditions and Restrictions of Carlyle City Residences (Declaration): (Copy of relevant pages attached).

"Retail Uses" shall mean and refer to the following uses: retail shopping establishments, banks, financial investment and consulting offices, travel agencies, realty offices, personal services uses, educational uses, professional offices such as attorney's offices or accountant's offices, and any other commercial activity that involves a high degree of pedestrian activity.

BACKGROUND:

Eakin-Youngentob Associates and Carlyle Homes Associates Limited Partnership, advertised, marketed and sold property in Carlyle City Residences with the expressed understanding that certain business activities, including consulting and professional offices could be conducted in units comprising Carlyle City Residences.

On or about the 17th of September 2001, the Carlyle Homes Associates Limited Partnership recorded with the City of Alexandria, A Declaration of Covenants, Conditions and Restrictions (CC&R) of Carlyle City Residences. (Copies of relevant pages attached.)

Article-I, Section 40 of the Carlyle City Residences Declaration defined retail use as follows:

"Section 40. "Retail Uses" shall mean and refer to the following uses: retail shopping establishments, banks, financial investment and consulting offices, travel agencies, realty offices, personal services uses, educational uses, professional offices such as attorney's offices or accountant's offices, and any other commercial activity that involves a high degree of pedestrian activity, provided that all uses of all Retail Spaces must be approved by the Architectural Review Board and may be subject to approval by the Carlyle Design Review Board. Uses which involve the preparation, sale or service of food or beverages, and any uses which are sexually oriented, are strictly prohibited. These restrictions may not be amended by the Architectural Review Board for a period of five (5) years from the date of recordation of this Declaration without the approval of the Declarant, which approval may be given or withheld by the Declarant in its sole discretion."

All Carlyle City Residences homeowners agreed to and accepted the Declaration and its CC&R's at the time of purchase of their property.

ARGUMENT:

1. CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC. asserts that the City Staff's proposed change constitutes an unnecessary and unlawful taking and restriction of the property rights of our owners, which will adversely impact the property values of Carlyle

City Residences and which will interfere with the ability of our owners to use their properties as anticipated at the time of their purchase.

2. The proposed change fails to prohibit uses which involve the preparation, sale or service of food or beverages, or any uses which are sexually oriented, at Carlyle City Residences, all of which are currently prohibited under our Declaration for Carlyle City Residences.
3. The proposed change imposes new uses which are incompatible with the established residential character of Carlyle City Residences. The change would permit the use of one or more of our seven retail units for a bakery, a deli or a grocery. This would allow the installation of a convenience store at Carlyle City Residences. Convenience stores are known across the nation as a magnets for violent crime, including armed robbery and murder, particularly in locations with little pedestrian traffic.
4. The City Staff justification for its proposed change in definition ignores the fact that the Carlyle City Residences were designed and built to support residential and retail/commercial use defined as: retail shopping establishments, banks, financial investment and consulting offices, travel agencies, realty offices, personal services uses, educational uses, professional offices such as attorneys' offices or accountants' offices, and any other activity that involves a high degree of pedestrian activity.
5. Exemption of the Carlyle City Residences portion of Carlyle Block-H, from the proposed change and preservation of usage of Carlyle City Residences for the purposes identified in the Association's governing Declaration will have a beneficial rather than an adverse impact on the overall economic viability of retail and commercial establishments located in Carlyle.

CONCLUSION:

The CARLYLE CITY RESIDENCES HOME OWNERS ASSOCIATION, INC. is OPPOSED to the City Staff proposed changes to the definition of "Retail Use" contained in Special Use Permit (SUP) #2003-0016, item #102, on Page 36 as it applies to the Carlyle City Residences portion of Carlyle Block-H.

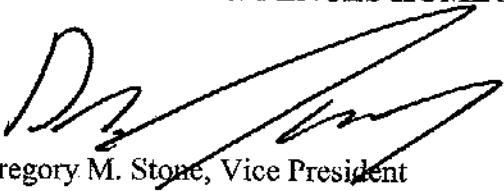
The CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC. respectfully requests the Commission NOT approve the City Staff proposed changes to the definition of "Retail Use" at Carlyle as it pertains to the Carlyle City Residences portion of Carlyle Block-H.

The CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC. proposes the following definition apply to the Carlyle City Residences portion of Carlyle Block-H, that is

taken verbatim from the Declaration of Covenants, Conditions and Restrictions of Carlyle City Residences:

"Retail Uses" shall mean and refer to the following uses: retail shopping establishments, banks, financial investment and consulting offices, travel agencies, realty offices, personal services uses, educational uses, professional offices such as attorney's offices or accountant's offices, and any other commercial activity that involves a high degree of pedestrian activity.

Respectfully Submitted,
CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC.

By: 
Dr. Gregory M. Stone, Vice President
Board of Directors
703.684.7929

GMS/ndp

Enclosures: Cover Page Carlyle City Residences Declaration of CC&R
Carlyle City Residences Declaration of CC&R Page 9 "Retail Uses" Definition
Section 40
Carlyle City Residences Declaration of CC&R Recordation Page

c.c. Board of Directors, Carlyle City Residences Homeowners Association
Property Management Associates, Inc.
Ms. Barbara Ross, City of Alexandria Department of Planning and Zoning

Tax Identification Nos. (See List Attached)

010025038

PG 666

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
CARLYLE CITY RESIDENCES

made by

CARLYLE HOMES ASSOCIATES LIMITED PARTNERSHIP

a Virginia limited partnership

[9/10/2001]

9a

Record and Return to:
Greenstein DeLorme & Luchs, P.C.
1620 L Street, N.W., Suite 900
Washington, D.C. 20036-5605
Attn: JRG

**DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF**

CARLYLE CITY RESIDENCES

THIS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF CARLYLE CITY RESIDENCES ("Declaration") is made effective for all intents and purposes as of the 17th day of September, 2001, by **CARLYLE HOMES ASSOCIATES LIMITED PARTNERSHIP**, a Virginia limited partnership (hereinafter the "Declarant"), and **CARLYLE CITY RESIDENCES HOMEOWNERS ASSOCIATION, INC.**, a Virginia corporation (hereinafter the "Association").

WITNESSETH:

WHEREAS, the Declarant is the owner of real property located in the City of Alexandria, Virginia, as more particularly described on Exhibit A which is attached hereto and incorporated herein by reference; and

WHEREAS, the Declarant desires to create on the Property (as hereinafter defined) a residential community with permanent open spaces and other common facilities for the benefit of the community, including, but not limited to, certain private streets and other such areas as may be subjected to this Declaration of Covenants, Conditions and Restrictions; and

WHEREAS, in order to provide for the preservation and enhancement of the property values, amenities, and opportunities in the community which will contribute to the personal and general health, safety, and welfare of residents and for the maintenance of the land and improvements thereon, the Declarant desires to subject the property described in Article II hereof to the covenants, restrictions, conditions, easements, charges, and liens of this Declaration of Covenants, Conditions and Restrictions, said covenants, restrictions, easements, conditions, and charges running with said Property and binding all persons or entities having or acquiring any right, title, or interest in the Property or any part thereof, and inuring to the benefit of each owner thereof; and

93

Section 37. "Registered Notice" shall mean and refer to any Notice which has been sent by registered United States mail, return receipt requested, postage paid, to the last known address of the intended recipient and which has been signed for or has been certified by the United States Postal Service that delivery was attempted at the aforementioned address. Failure by refusal of an intended recipient to acknowledge or accept such Notice shall nevertheless constitute receipt.

Section 38. "Retail Signage" shall mean and refer to the signage for the Retail Spaces and the Retail Uses therein, including, without limitation, any awnings extending from the front of the Living Unit along Jamieson Street, and any "storefront" signage for the Retail Spaces.

Section 39. "Retail Space" shall mean and refer to the space designated within the Living Units on Lots 1 through 7, inclusive, in which Retail Uses shall be permitted.

Section 40. "Retail Uses" shall mean and refer to the following uses: retail shopping establishments, banks, financial investment and consulting offices, travel agencies, realty offices, personal services uses, educational uses, professional offices such as attorney's offices or accountant's offices, and any other commercial activity that involves a high degree of pedestrian activity, provided that all uses of all Retail Spaces must be approved by the Architectural Review Board and may be subject to approval by the Carlyle Design Review Board. Uses which involve the preparation, sale or service of food or beverages, and any uses which are sexually oriented, are strictly prohibited. These use restrictions may not be amended by the Architectural Review Board for a period of five (5) years from the date of recordation of this Declaration without the approval of the Declarant, which approval may be given or withheld by the Declarant in its sole discretion.

Section 41. "Rules" shall mean and refer to the rules and regulations adopted from time to time by the Board of Directors governing the use, occupancy, operation and physical appearance of the Property.

Section 42. "Sign Guidelines" shall mean and refer to the sign guidelines approved for Carlyle in Special Use Permit No. 98-0023 approved by the City of Alexandria City Council on May 16, 1998 and any additional guidelines adopted from time to time by the Architectural

94 191

Tax Identification Nos.

| | | |
|--------|---|----------|
| Lot 1 | - | 50679000 |
| Lot 2 | - | 50679010 |
| Lot 3 | - | 50679020 |
| Lot 4 | - | 50679030 |
| Lot 5 | - | 50679040 |
| Lot 6 | - | 50679050 |
| Lot 7 | - | 50679060 |
| Lot 8 | - | 50679070 |
| Lot 9 | - | 50679080 |
| Lot 10 | - | 50679090 |
| Lot 11 | - | 50679100 |
| Lot 12 | - | 50679110 |
| Lot 13 | - | 50679120 |
| Lot 14 | - | 50679130 |
| Lot 15 | - | 50679140 |
| Lot 16 | - | 50679150 |
| Lot 17 | - | 50679160 |
| Lot 18 | - | 50679170 |
| Lot 19 | - | 50679180 |
| Lot 20 | - | 50679190 |
| Lot 21 | - | 50679200 |
| Lot 22 | - | 50679210 |
| Lot 23 | - | 50679220 |
| Lot 24 | - | 50679230 |
| Lot 25 | - | 50679240 |
| Lot 26 | - | 50679250 |

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1. The results of the study are as follows:
 2. The results of the study are as follows:
 3. The results of the study are as follows:
 4. The results of the study are as follows:
 5. The results of the study are as follows:
 6. The results of the study are as follows:
 7. The results of the study are as follows:
 8. The results of the study are as follows:
 9. The results of the study are as follows:
 10. The results of the study are as follows:

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RECORDED IN THE CLERK'S OFFICE OF
ALEXANDRIA ON
OCTOBER 12, 2001 AT 02:23PM
EDWARD BENONIAN, CLERK

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McGUIREWOODS

jrak@mcguirewoods.com
Direct Fax: 1.703.712.5231

June 3, 2003

Docket Item #20
SUP 2003-0016

Eric R. Wagner, Chairman, and Members
Alexandria Planning Commission
City Hall
301 King Street
Alexandria, VA 22314

RE: Special Use Permit #2003-0016 Carlyle Development; Partial Deferral

Dear Chairman Wagner and Members of the Commission:

I am writing on behalf of the applicants in the above-referenced SUP amendment to request that you defer consideration of the proposed revisions to condition 102 only. We have agreed with the Director of Planning & Zoning to file a new application requesting changes to condition 102. This new application will allow consideration of the retail definition changes proposed by staff and the applicant's proposal to allow retail use of certain ground floor office space.

No leases will be executed for any of the retail space on blocks F, G, J or K until a decision is made by city council on revising the retail definition or until January 1, 2004, whichever occurs first. We agree to file the new application no later than June 17, 2003 and diligently pursue it to a decision by city council. This deferral will allow the affected and interested parties more time to consider the staff proposed changes and permit more specific notification of the affected property owners.

In addition to the retail change, we will include in this new application a proposal by the Carlyle-Eisenhower Civic Association to include an option for one additional floor to the retail/office buildings on the north end of the PTO parking garages to further screen the view of the garages.

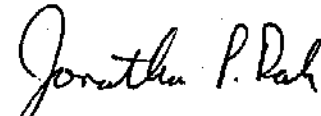
Notwithstanding this partial deferral, we request that the Planning Commission consider tonight and recommend the proposed use and floor area transfers contained in our pending application. These changes are essential for the proposed full-service hotel on block F and the retail center on block G and for design work to continue on the buildings adjacent to the PTO garages.

96

June 3, 2003
Page 2

Thank you for your consideration of this request.

Sincerely,



Jonathan P. Rak

cc: Eileen Fogarty, Planning Director
Lloyd Clingenpeel, Carlyle Development Corporation
Bill Hard, LCOR
Scott Kaufmann, JM Zell
Reid Freeman, Regent Partners
Michael Lane, Lane Development

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McGUIREWOODS

jrak@mcguirewoods.com
Direct Fax: 1.703.712.5231

June 2, 2003

Eric R. Wagner, Chairman, and Members
Alexandria Planning Commission
City Hall
301 King Street
Alexandria, VA 22314

RE: Special Use Permit #2003-0016 Carlyle Development

Dear Chairman Wagner and Members of the Commission:

I am writing on behalf of the applicants in the above-reference SUP amendment to request the following changes to the staff recommended conditions:

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, and educational uses. 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, Dulany Street, Ballenger Avenue and Jamieson Street."

The applicants prefer that existing condition 102 only be amended to add the final sentence authorizing the conversion of ground floor office to retail uses. However, if the commission accepts the staff recommendation to limit the definition of retail uses, we request the following further amendments.

98

June 2, 2003

Page 2

We request that the first sentence of the existing condition (underlined above) not be deleted as proposed by staff. This mechanism allows the director to address hardship conditions to avoid vacant storefronts. This language was added to the Carlyle SUP in 1997 and is the same provision that remains for the King Street Station retail space. The director may deny all requests for a temporary waiver of the retail requirement, but the possibility of such a waiver needs to remain.

The proposed restriction of the Carlyle retail definition should not apply to retail space above or below the ground floor. This space is very difficult to lease for traditional retail use and the more expansive definition should continue to apply. We believe this was the intent of the planning staff.

The final sentence was added to allow ground floor office uses to be used for retail. We proposed this concept to accommodate a small concession stand and coffee shop in the PTO buildings at the corner of Dulany Street and Ballenger Avenue, but these streets were not included in the staff condition. We request that you amend this language to include Dulany Street.

Condition 112

~~"The building elevations for Block F shall be consistent with the color elevations dated April 29, 2003 to the satisfaction of the Director of P&Z, including a 16" minimum change of plane at the 80-foot elevation."~~

We propose to delete condition 112 in its entirety. All buildings in Carlyle are subject to review by the Design Review Board. The color elevations were conceptual drawings related to the proposed massing of the buildings. The submitted elevations will inevitably change during DRB review. We have consistently told the staff that we cannot provide the 16" deep minimum change of plane at the 80-foot elevation because of the interior building requirements of the hotel and residential building. All of these design details should be resolved by the Design Review Board.

Condition 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 evenly proportionally between the two blocks."~~

The retail floor area is not equal on both blocks, therefore the parking demand will not be even. We propose that the parking be allocated proportionally instead.

Block G Design Guidelines

The Block G Design Guidelines submitted with this application include a minimum twenty-five foot setback (or stepback) above the streetwall facing John Carlyle Street. In

June 2, 2003
Page 3

discussion with the Design Review Board and residents of the Carlyle City Residences, the prospective developer stated that he would be willing to increase this setback along the portion of the building directly facing the townhouses on John Carlyle Street to approximately fifty-five feet. Although we have not revised the design guidelines, we confirm this agreement for the record.

Thank you for your consideration of this request.

Sincerely,


Jonathan P. Rak

cc: Eileen Fogarty, Planning Director
Lloyd Clingenpeel, Carlyle Development Corporation
Bill Hard, LCOR
Scott Kaufmann, JM Zell
Reid Freeman, Regent Partners
Michael Lane, Lane Development

WREA156156.2

100

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1750 Tysons Boulevard
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Fax: 703.712.5050
www.mcguirewoods.com

Mary (Missy) B. Schukraft
Direct: 1.703.712.5389

McGUIREWOODS

mschukraft@mcguirewoods.com
Direct Fax: 1.703.712.5050

Docket Item # 20
SUP 2003-0016

June 2, 2003

Rob McLeod, Planner
Department of Planning & Zoning
City of Alexandria
301 King Street
Alexandria, VA 22314

By Fax: (703) 838-4393

RE: Carlyle SUP Revised Figures

Dear Rob:

Enclosed please find a corrected version of the Carlyle Master Plan Figures. As you know, the chart dated May 5, 2003, which had been revised from the January 20, 2003 chart, was deficient by 907 Square Feet.


The correct figures are as follows. Please note that the new all block total reverts back to 6,907,000, the figure approved with the original Carlyle SUP.

Block F

| Office | Residential | Hotel | Retail | Total |
|------------------------|------------------|---------|--------|---------|
| 399,493 | 102,704 | 230,000 | 5,500 | 737,697 |
| All Block Total | 6,907,000 | | | |

I apologize for any confusion this may have caused. Please call me if you require additional clarification.

Sincerely,



Mary B. Schukraft

C: Elizabeth Wilcox, JM. Zell Partners
Jonathan Rak, McGuireWoods

RE156237

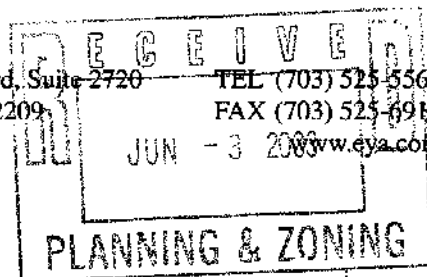
101

Carlyle Master Plan

Revised June 2, 2003

Alexandria, Virginia

| 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 | 494,493 <u>399,493</u> | 0 102,704 102,463 <u>102,704</u> | 300,000 230,000 229,334 <u>230,000</u> | 5,500 | | | 799,993 737,697 736,790 <u>737,697</u> |
| G | 437,087 472,087 <u>504,279</u> | | | 70,000 | | | 507,087 542,087 574,279 |
| H | | 436,000 | | 4,000 | | | 440,000 |
| I | | | | | 400,000 | | 400,000 |
| J | 408,074 <u>423,327</u> | | | 14,870 | | | 422,944 <u>438,197</u> |
| K | 383,581 <u>395,624</u> | | | 27,600 | | 4,500 | 415,681 <u>427,724</u> |
| 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 | 417,493 <u>385,301</u> | | | 54,863 | | | 472,356 <u>440,164</u> |
| Total | 4,022,500 3,989,796 | 1,922,000 2,024,704 2,024,463 <u>2,024,704</u> | 300,000 230,000 229,334 <u>230,000</u> | 258,000 | 400,000 | 4,500 | 6,907,000 6,906,093 <u>6,907,000</u> |
| % of All Uses | 58.2% <u>57.8%</u> | 27.8% <u>29.3%</u> | 3.7% <u>3.3%</u> | 3.7% | 5.8% | 0.1% | 100% |



June 3, 2003

Docket Item #20
SUP 2003-0016

Eric R. Wagner, Chairman, and Members
Alexandria Planning Commission
City Hall
301 King Street
Alexandria, VA 22314

RE: Special Use Permit #2003-0016 Carlyle Development

Dear Chairman Wagner and Members of the Commission:

Eakin Youngentob was the developer and builder of the Carlyle City Residences on John Carlyle Square. Seven of these townhouses contain retail space on the ground floor. We understand that you are considering changes to condition 102 of the Carlyle SUP that would restrict the uses permitted in these retail spaces. The current Carlyle definition of retail uses, which was effective when we sold these homes, included business and professional offices such as financial investment and consulting offices, travel agencies, realty offices, and any other commercial activity that involves a high degree of pedestrian activity. Several of the townhouse owners currently use their retail space for professional offices. Our homeowner association documents allow professional offices such as attorney's offices or accountant's offices based on the interpretation of the Carlyle retail definition at the time we sold these homes.¹

Although we no longer own any of these houses, we believe a change in the definition will create a hardship for the purchasers of these houses. If you change the retail definition, we urge you to exempt the retail space in the Carlyle City Residences.

Sincerely,
Carlyle Homes Associates Limited Partnership
By: Carlyle Homes, Inc.

General Partner


Le Roy Eakin, III
Chairman

cc: Eileen Fogarty, Planning Director
Jonathan Rak, McGuireWoods LLP

¹ The Declaration of Covenants, Conditions and Restrictions defines Permitted Retail Uses as retail uses that are in conformance with the Carlyle Special Use Permit but further restricts these uses by omitting restaurants.

103



CARLYLE-EISENHOWER CIVIC ASSOCIATION, INC.

2121 Jamieson Avenue, Suite 1801-E, Alexandria 22314

phone: (703) 567-0610; facsimile: (703) 566-0588; email: arudd@comcast.net

June 3, 2003

SUP 2003-0016

Honorable Chairman and Members of the
Alexandria City Planning Commission

My name is Pat Rudd and I serve as the Vice Chair, Board of Directors, Carlyle-Eisenhower Civic Association (CECA). CECA has reviewed the application and staff report for proposed SUP 2003-0016 and has had face-to-face meetings with City Staff, the Carlyle Development Corporation and LCOR. The proposed SUP amendment sets forth shifts in density to facilitate finalizing Carlyle's hotel plans and the addition of retail on John Carlyle Square. As stated by our President, CECA supports these proposed changes.

Through discussions and during review of the documents at hand, CECA has determined that the proposed height of LCOR's two office/retail buildings on Blocks J and K will not shield the view from the north of the open ended garage façade that is not flanked by townhouses offices. CECA has concluded that the transfer of approximately 27,000-30,000 gsf of office density from Block P to add one more floor, in addition to the that proposed in the Staff Report and the CDC application, would correct this problem. All buildings north of the garages, to include Carlyle Towers, Oblon Spivak law firm, Carlyle Place, the Meridian at Carlyle, and others would benefit from the additional one floor in height. There appears to be sufficient parking already available to the office uses in these buildings to accommodate the additional space.

CECA recognizes that all details of such a transfer cannot be settled prior to the City Council public hearing; nonetheless, CECA supports the inclusion of this transfer within the pending SUP changes as an option that can be exercised if all parties agree on the details in later negotiations. Any subsequent agreement by pertinent parties would, of course, be subject to City Staff and Design Review Board approval.

In summary, an additional floor on each of the LCOR office/retail buildings will add to the shielding of the garages from the vantage points of all buildings north of the garages. This transfer would probably require an addition to the currently approved maximum height of these buildings, but it appears that additional building height and mass will not adversely impact that part of Carlyle due to their location next to the much larger and higher PTO office buildings and garages. The transfer of approximately 27,000-30,000 gsf in office density on Block P is less than a 10 percent reduction from that set forth in the pending SUP 2003-0016.

Respectfully submitted,

CECA Board of Directors

104



"Jay Neiditch"
<JNEIDITCH@oblon.co
m>

To: <eileen.fogarty@ci.alexandria.va.us>
cc:
Subject: Garage plan

06/03/2003 04:36 PM

Ms. Fogarty,

I would like to express my support for the plan to raise the elevation of the retail space by one floor on the north side of the parking garage. I think this offers the best option for the aesthetic development in the Carlyle area. Thank you.

Jay Neiditch
Director of Operations
Oblon, Spivak, McClelland, Maier & Neustadt, PC
1940 Duke Street
Alexandria, VA 22124
703/413-3000

SPEAKER'S FORM

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

DOCKET ITEM NO. 19

PLEASE ANNOUNCE THE INFORMATION SPECIFIED BELOW PRIOR TO SPEAKING.

1. NAME: Jonathan Rak
2. ADDRESS: 1750 Tysons Blvd. McLean, VA 22102
TELEPHONE NO. 7037125411 E-MAIL ADDRESS: jrak@mcguirewoods.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 5 minutes will be allowed for your presentation. If you have a prepared statement, please leave a copy with the City Clerk.

Additional time, not to exceed 15 minutes, may be obtained with the consent of the majority of the Council present, provided that 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 Meetings. Public Hearing Meetings are usually held on the Saturday following the second Tuesday in each month; Regular Meetings are regularly held on the Second and Fourth Tuesdays in each month. The rule with respect to when a person may speak to a docket item 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.

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 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

- All speaker request forms for the public discussion period must be submitted by the time the item is called by the City Clerk.
- No speaker will be allowed more than 5 minutes, and that time may be reduced by the Mayor or presiding member.
- If more than 6 speakers are signed up or 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.
- 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, the speakers shall be called in the chronological order of their request forms' submission.
- 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.

APPLICATION for SPECIAL USE PERMIT # 2003-0016

[] Change of Ownership or [X] Minor Amendment

19

[must use black ink or type]

PROPERTY LOCATION: 1950

1460 DUKE ST

TAX MAP REFERENCE: _____

ZONE: CDD#1

APPLICANT Name: Carlyle Development Corporation

ICOR Ballenger Avenue LLC

Address: 1755-C Duke Street
Alexandria, VA 22314

6701 Democracy Blvd., #711
Bethesda, MD 20817

PROPERTY OWNER Name: Carlyle Development Corporation

Address: 1755-C Duke Street
Alexandria, VA 22314

6701 Democracy Blvd., #711
Bethesda, MD 20817

SITE USE: Amendment to SUP 2253

CARLYLE-

[] 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.

[X] 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, Esquire, Agent

Print Name of Applicant or Agent

McGuireWoods LLP
Suite 1800

Mailing/Street Address
1750 Tysons Boulevard
McLean, VA 22102

City and State

Zip Code

Jonathan P. Rak
Signature

703-712-5411

Telephone #

703-712-5231

Fax #

Date

===== DO NOT WRITE BELOW THIS LINE - OFFICE USE ONLY =====

Application Received: 2-10-2003

Date & Fee Paid: _____ \$ _____

Legal Advertisement: _____

PLANNING Commission

~~ADMINISTRATIVE~~ ACTION: RECOMMEND APPROVAL 6 TO 1

CITY COUNCIL ACTION: 6/14/03PH- SEE ATTACHED.

Date

~~Signature, Planning or Council~~

REPORTS AND RECOMMENDATIONS OF THE CITY MANAGER

18. Public Hearing on Martin Luther King, Jr. Work Group recommendations regarding a memorial to Dr. King in the City of Alexandria.

City Council closed the public hearing and set the final passage for June 24, 2003.

Council Action: _____

REPORTS OF BOARDS, COMMISSIONS AND COMMITTEES (continued)

Planning Commission (continued)

At this point, Council took docket item #24 out of order.

19. SPECIAL USE PERMIT #2003-0016
1950 DUKE ST
CARLYLE DEVELOPMENT
Public Hearing and Consideration of a request for an amendment to the Carlyle development plan special use permit; zoned CDD-1/Coordinated Development District. Applicant: Carlyle Development Corporation and LCOR Ballenger Avenue LLC, by Jonathan P. Rak, attorney

COMMISSION ACTION: Recommend Approval 6-1

City Council approved the Planning Commission recommendation with an amendment to condition 102(a) as follows: To add the following sentence: "A grocery store of no less than 25,000 square feet shall be provided within the retail space at Carlyle."

Council Action: _____

Without objection, City Council considered docket items nos. 20 and 21 together.

20. MASTER PLAN AMENDMENT #2003-0003
REZONING #2003-0002
101 SOUTH VAN DORN
BJ'S WHOLESALE CLUB
Public Hearing and Consideration of a request for an amendment to the Landmark/Van Dorn Small Area Plan chapter of the 1992 Master Plan to change the land use designation from CRMU-M, Commercial Residential Mixed Use (Medium) to CG/Commercial General, and a rezoning to change the zoning map from CRMU-M to CG, with proffers. Applicant: BJ's Wholesale Club, by Erika Byrd, attorney

COMMISSION ACTION: MASTER PLAN AMENDMENT: Approved 7-0
REZONING: Recommend Approval 7-0