

EXHIBIT NO. 1

11
9-14-02

Docket Item # 12-A
CDD CONCEPT PLAN #2002-0001
MILL RACE

Planning Commission Meeting
September 3, 2002

ISSUE: Consideration of a request for approval of a Coordinated Development District (CDD) Concept Plan.

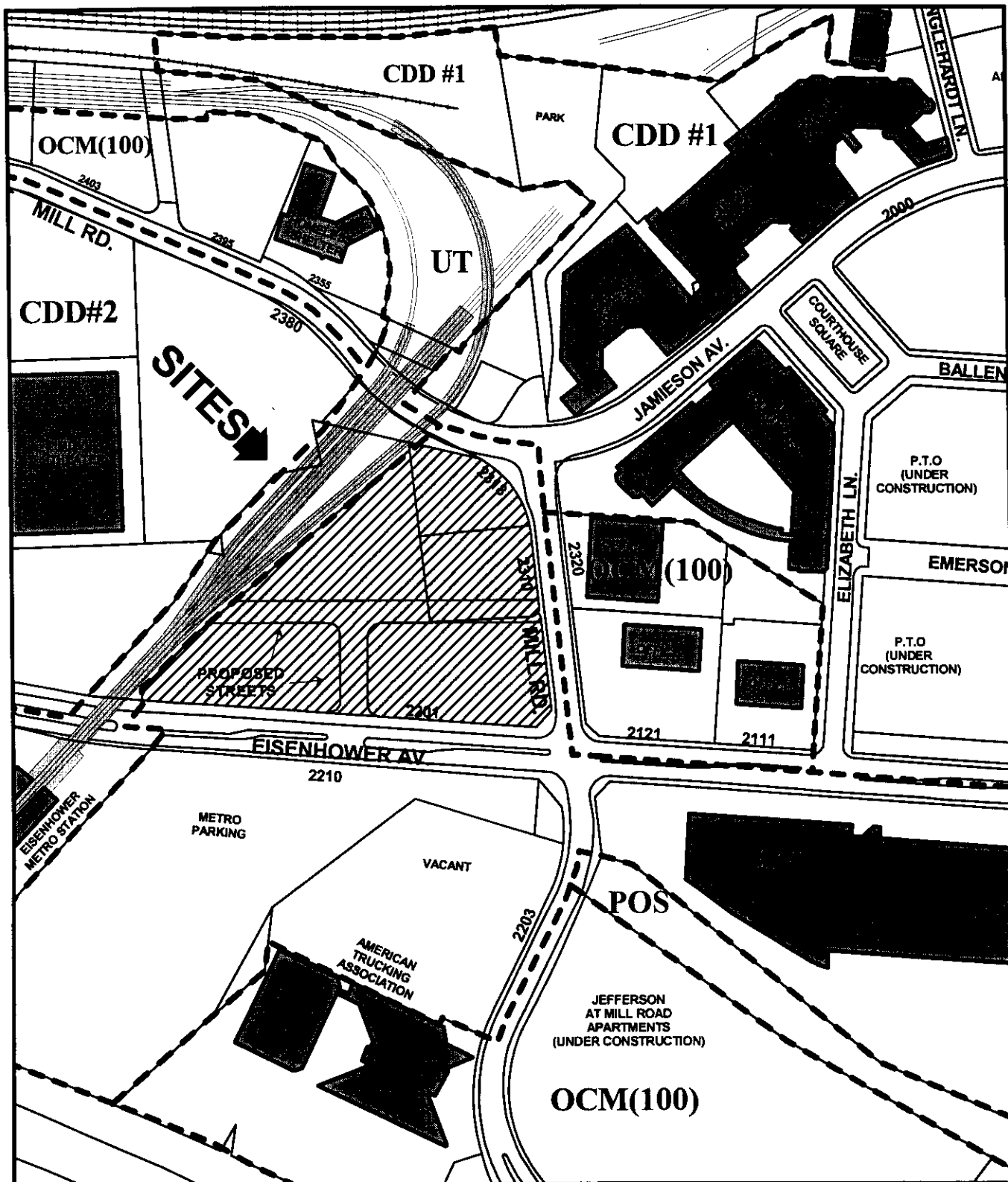
APPLICANT: TC MidAtlantic Inc.
by Jonathan P. Rak, attorney

LOCATION: 2310 & 2318 Mill Road and 2201 Eisenhower Avenue

ZONE: CDD-2/Coordinated Development District, Eisenhower Avenue

PLANNING COMMISSION ACTION, SEPTEMBER 3 and 5, 2002: On a motion by Ms. Fossum, seconded by Mr. Komoroske, the Planning Commission voted to recommend approval of the request, subject to compliance with all applicable codes and ordinances and staff conditions. The motion carried on a vote of 7 to 0.

Refer to case DSUP 2002-0002.



CDD #2002-0001

09/03/02



STAFF RECOMMENDATION:

Staff recommends approval of the proposed concept plan for a portion of the Eisenhower Avenue Coordinated Development District with the following conditions:

1. The CDD approval shall be limited to the proposed site that proposes two residential buildings and one office building. (P&Z)
2. The CDD approval shall expire upon the expiration of the proposed site plan.
3. All utilities such as sanitary and stormwater sewers shall be relocated and constructed with the first phase of construction to the satisfaction of the Director of T&ES. (P&Z)
4. Prior to the submission of the first final site plan on any portion of the CDD, the developer shall coordinate with adjacent property owners and public and private utilities, and prepare a master utility relocation plan satisfactory to the Director of T&ES for the Eisenhower Avenue CDD area. The plan shall be approved by the Director of T&ES before a final site plan will be accepted for processing by the City of Alexandria. All sanitary sewer connections shall be in accordance with the approved master utility plan. (P&Z)
5. The streetscape along Eisenhower Avenue and Mill Road shall conform with the adopted streetscape guidelines of the Eisenhower East Study. (P&Z)

STAFF ANALYSIS:

Staff is recommending approval of the proposed conceptual design plan for the site. The applicant has worked extensively with staff on this proposal for more than a year to resolve various issues related to developing this site as well as a number of design and massing issues. The applicant has also worked with the Hoffman family on coordinating required infrastructure improvements and relating this project to existing improvements on the Hoffman site.

DISCUSSION

The applicant, the Trammell Crow Company, requests approval of a concept plan for the portion of the CDD #2/Eisenhower Avenue Coordinated Development District known as "Mill Race." The concept area includes 5.14 acres of the total 60.9 within the CDD area. The Mill Race site is located at the northwest corner of Eisenhower Avenue and Mill Road, adjacent to the Cameron Center office complex and the large scale mixed-use Carlyle development. To the east and south are properties owned by Hubert Hoffman, which are part of the same coordinated development district as the Mill Race property. The site is currently vacant.

In conjunction with this application, Trammell Crow is also seeking approval for development special use permits (DSUP#2002-0002/0003) to construct one office and two residential buildings, all with ground floor retail. This DSUP application encompasses the entire Mill Race concept area. The subject property was zoned CDD in 1992. Several mixed-use development plans have been approved for this site in the past decade; however, none of these projects have gone farther than the preliminary site plan approval stage.

Proposed Development

The Mill Race development proposal includes one apartment, one condominium, and one office building, each with ground floor retail. The residential buildings have several stories of above-grade and one-story of below-grade parking, while the office building's parking is entirely above-grade. The proposal includes the creation of an internal system of streets, which breaks the large block up into three sections. The project is summarized in the table below:

	Square Feet	Units/Spaces
Condominium	312,225 nsf	326
Apartment	299,040 nsf	369
Office	223,967 nsf	--
Retail	25,996 nsf	--
Parking	--	1,334

CDD Guidelines

The guidelines for the Eisenhower Avenue CDD are contained in the King Street/Eisenhower Avenue Metro Station Small Area Plan. The guidelines call for a mix of uses in the area including “office, residential, and retail along with active and passive recreation opportunities, and day care centers.” Density within this CDD zone is permitted to reach a 2.5 floor area ratio, among the highest densities permitted in the City. In addition, the zone includes a provision that allows a 50% increase in density for project within 1,000 feet of the Metrorail station--up to 3.75 total FAR and an increase in heights--in exchange for a project with substantial residential uses, which has a meaningful on-site affordable housing component.

The applicant is utilizing this provision in order to increase the total density on-site by 50% from a 2.5 FAR to 3.75 FAR and to increase heights from an average of 150 feet to 200 feet. In return, Trammel Crow is proposing an affordable housing program, which includes a cash contribution for the Affordable Housing Trust Fund for the office portion and on-site rental and ownership units for the residential portion of the project.

East Eisenhower Planning Study

An ongoing planning process was started in the summer of 2001 for the East Eisenhower area to address such issues as the coordination of land uses, transportation, and infrastructure. Through this evolving process, preliminary guidelines have emerged for development occurring in this area, including the subject property. These guidelines include provisions for active, vital uses along the street; parking which is either screened or located below grade; streetscape standards; high density office, residential, and retail uses concentrated near the metro station; building design guidelines similar to those governing the buildings at Carlyle; a comprehensive open space system; and streets arranged in a grid pattern. The applicant has worked extensively with City staff to ensure that this proposal is consistent with these preliminary guidelines.

Recommendation

Staff is recommending approval of the proposed CDD amendment. As discussed in more detail in the development report for the project (DSUP#2002-0002/0003), staff believes the proposed development is viable and well designed. The proposal is consistent with the master plan, including the CDD guidelines and the ongoing Eisenhower East planning study. Staff recommends approval of the CDD plan.

STAFF: Eileen P. Fogarty, Director, Department of Planning and Zoning;
Kimberley Johnson, Chief, Development;
Gregory Tate, Urban Planner;
Jeffrey Farner, Urban Planner;
Leslie Parrish, Urban Planner.

GT

APPLICATION for CDD DEVELOPMENT CONCEPT PLAN

CDD # 2002-0001

[must use black ink or type]

PROPERTY LOCATION: 2310 and 2318 Mill Road & 2201 Eisenhower Avenue

TAX MAP REFERENCE: 72.00-03-9, 10 and 11 ZONE: CDD #2

APPLICANT'S NAME: TC MidAtlantic, Inc.

ADDRESS: 1660 International Dr., Ste 550
McLean, VA 22102

PROPERTY OWNER NAME: TC Cameron Development Land LP Mill Two Associates Partnership

ADDRESS: 1660 International Dr., Ste 550 2525 Eisenhower Avenue
McLean, VA 22102 Alexandria, VA 22301

REQUEST: Request for approval of a CDD Conceptual Development Plan Special Use Permit

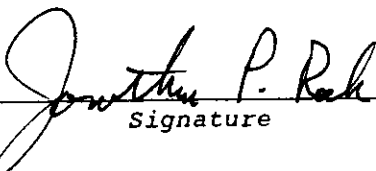
THE UNDERSIGNED hereby applies for CDD Development Concept Plan approval in accordance with the provisions of Section 5-600 of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED, having obtained permission from the property owner, hereby grants permission to the City of Alexandria to post placard notice on the property for which this application is requested, pursuant to Article XI, Section 11-301(B) of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED hereby attests that all of the information herein provided and specifically including all surveys, drawings, etc., required to be furnished by the applicant are true, correct and accurate to the best of their knowledge and belief. The applicant is hereby notified that any written materials, drawings or illustrations submitted in support of this application and any specific oral representations made to the Planning Commission or City Council in the course of public hearings on this application will be binding on the applicant unless those materials or representations are clearly stated to be non-binding or illustrative of general plans and intentions, subject to substantial revision, pursuant to Article XI, Section 11-207(A)(10), of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

Jonathan P. Rak, Esquire, Agent
Print Name of Applicant or Agent
McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Mailing/Street Address

McLean, VA 22102
City and State Zip Code


Signature
703-712-5411 703-712-5231
Telephone # Fax #

August 22, 2002
Date

DO NOT WRITE BELOW THIS LINE - OFFICE USE ONLY

Application Received: REVISED 8-22-2002 Date & Fee Paid: _____ \$ _____

ACTION - PLANNING COMMISSION: _____

ACTION - CITY COUNCIL: _____

Statement of Proposal

This application for a CDD conceptual development plan special use permit is the culmination of several years of planning involving the applicants, land owners and city planning staff. The application also incorporates the preliminary recommendations of the Eisenhower East Planning Study and the Eisenhower Metro Station expansion plans. With the encouragement and assistance of city staff, the applicants have radically changed the urban design of the development concept approved by City Council in 1998. The proposal consists of three buildings separated by an internal street grid: an office building at the intersection of Mill Road and Jamieson Avenue, a residential condominium at the intersection of Mill Road and Eisenhower Avenue and a residential apartment building on Eisenhower Avenue adjacent to the Eisenhower metro station.

Applicants' Background

Trammell Crow Company ("TCC") is the owner, through its subsidiary TC Cameron Development LP, of two lots located at 2310 and 2318 Mill Road ("Mill Two Property"). TCC is the contract purchaser of a contiguous lot located at 2201 Eisenhower Avenue ("Mill Two Property"). Founded in 1948, TCC is one of the largest diversified commercial real estate services companies in the United States. TCC is a public company whose stock is traded on the New York Stock Exchange.

Bush Construction Corporation ("Bush") is no longer the contract purchaser of a contiguous lot located at 2201 Eisenhower Avenue ("Mill Two Property"), having withdrawn from the contract to purchase the lot.

Collectively, the lots comprise approximately 5.1 acres of land ("Application Property").

Zoning History

The Application Property is located in the Coordinated Development District #2. In 1998, city council approved a concept plan and preliminary development plan consisting of:

- 200 time share dwelling units,
- 310 residential dwelling units,
- 300,000 square foot office building, and
- 65,128 square feet of ground floor retail, restaurant and service uses

Entrances and exits were planned directly on Eisenhower Avenue and a driveway on Mill Road. The urban design of this proposal focussed the activity, including retail uses, inward within an urban super block.

Implementation of the 1998 plan was delayed by litigation over a private covenant brought by the adjacent property owner. This litigation was decided in April 2000 by the Virginia Supreme Court in favor of the proposed development.

While the litigation was proceeding, Bush filed an amendment to the concept plan proposing to replace the time share units with residential units and to radically revise the residential portion of the approved development plan. Planning and zoning staff generally supported the proposal; however, staff recommended an increase in the proposed parking. Before the application reached public hearings, Bush withdrew the applications for several reasons including 1) belief the parking ratio proposed by staff would adversely affect the project's viability and 2) concern the litigation would impede its ability to proceed with the project.

As a result of the delays caused by the litigation and contractual issues, the concept plan approval expired on January 24, 2000. Since August 2000, TCC has pursued approval of a concept plan/ development plan for the office portion of the property. TCC has agreed to numerous delays in filing the applications to address issues raised by staff and to allow the Eisenhower East planning study to proceed. Bush participated periodically in these discussions and became the contract purchaser of the residential property pursuant to an option agreement executed in August 2001. Prior to submitting the current proposal, the applicants, together and/or separately, met with city staff over a dozen times regarding the interior streets, design of the buildings and relief from restrictive covenant described below.

Concerned with the viability of the project Bush withdrew from the process of acquiring approval of the concept plan/development plan and is no longer the contract purchaser of the Mill Two Property. TCC is the current applicant for the TCC Property and the Mill Two property , which include the office building, the residential condominium and the residential apartment building.

Hoffman Covenant

The current owner of the Mill Two Property, Mill Two Associates, acquired the land from the Hoffman family that owns the adjacent tract of land to the west. The deed from the Hoffman family contained a restrictive covenant limiting development of the Mill Two Property to residential and supporting retail uses. City staff has urged the applicants to resubdivide the Application Property to accommodate an urban grid of dedicated streets. The alignment of the streets proposed by the staff repositions the office building on the Applicant Property so that a portion will be located on the Mill Two Property, thereby violating the restrictive covenant. In addition, under the proposed plan, a portion of one of the residential buildings will be located on the TCC Property 1 & 2.

The Hoffman family has agreed to amend the restrictive covenant to allow the proposed location of the office building. An amendment of the restrictive covenant has been executed by the Hoffman family and was delivered to the City Manager.

Coordination of Development

A primary goal of the CDD zoning is to encourage coordination of development within the district. In approving the 1998 concept plan, city council determined that a single concept plan for the entire district was not required pursuant to Section 5-607 of the zoning ordinance. The record of litigation over the restrictive covenant confirms the difficulty of coordinating among the land owners. However, with the intervention and assistance of city staff, the proposed plan accomplishes the purpose of coordinated development. The plan includes a proposed roadway connection to the adjacent Hoffman property that will create an internal roadway system to relieve traffic congestion on Eisenhower Avenue and Mill Road and to allow for pedestrian and vehicular circulation between the Application Property and the Hoffman Town Center. Although the Application Property and the Hoffman property are separated by an elevated Metro track, the massing of the proposed buildings has been coordinated with anticipated development on the Hoffman property. The concept plan also includes a "carve out" of a portion of the Application Property to permit the extension of the metro platform to the north side of Eisenhower Avenue to better accommodate pedestrian traffic to the metro station from points north of Eisenhower Avenue.

Within the Application Property, the concept plan is a single, unified plan. In contrast to the approved 1998 plan, the current proposal creates a grid pattern of public streets within the property and orients the buildings to relate to each other. Although each building will be unique, the materials and overall design approach will be consistent. It should be noted that while the Application Property is not part of the Carlyle CDD, the proposed urban design and street grid of the concept plan is intended to extend the Carlyle pattern to the west.

Consistency with CDD Guidelines

The proposed concept plan is consistent with the adopted CDD guidelines as follows:

1. *that there be a mix of uses in the area including office, residential, and retail along with active and passive recreation opportunities, and day care centers.*

The concept plan proposes approximately 22% office, 75% residential and 3% retail and restaurant floor area. In conjunction with the existing and proposed development of the Hoffman Town Center, which is a part of the same CDD and which provides for substantial retail uses, the plan provides a good balance of uses.

2. *The project shall provide adequate active and passive recreational facilities.*

The concept plan proposes active recreational facilities which include outdoor pools and plaza areas and two indoor fitness facilities as part of the residential development. Just to the north of the Application Property, there is a public park. In addition, other public parks are located within walking distance of the Application

Property via sidewalks and trails. Additional recreational facilities are anticipated as part of the development of the balance of the Eisenhower Avenue CDD. The Application Property comprises only 8% of the total land area in the Eisenhower Avenue CDD. Since the CDD guidelines encourage the highest development density within 1,000 of the metro station, open space recreational facilities are more appropriate on other portions of the Eisenhower CDD.

3. *The project shall appropriately provide for bicycle lanes and trails in coordination with existing bicycle lanes and trails.*

The adopted City Bicycle Transportation and Multi-use Trail Master Plan does not recommend any designated trails on or adjacent to the Application Property. The concept plan provides a minimum 20' wide sidewalk along Eisenhower Avenue and Mill Road consistent with the master plan recommendations. The sidewalk width along Eisenhower Avenue will be 28'. The new internal roads will also provide broad sidewalks that create new links to the Hoffman Town Center and will provide sufficient lane widths for on-street bicycle travel.

4. *That the area include a variety of architecture and building heights, which are in general conformance with the height guidelines for the area.*

The proposed buildings vary in height by almost 70 feet, ranging from 178 feet to 247 feet with the tallest building located adjacent to the Metro station and the elevated Metro tracks. To accommodate the different uses, the building architecture will necessarily be varied while the design approach will be harmonious, with unique features included in each building.

5. *That buildings shall not exceed 200 feet in height except for one building which may be permitted to reach 225 feet in height, provided that the average building height within the CDD shall not exceed 150 feet.*

See guideline 8 below as to building height within 1,000 feet of Metro.

6. *That areas adjacent to physical barriers such as railroad tracks and highways be landscaped or buffered.*

The proposed buildings are oriented to place parking and loading facilities immediately adjacent to the Metro tracks. The buildings themselves provide the buffer. Landscaping would be ineffective since the tracks are elevated.

7. *That the maximum floor area ratio not exceed 2.5, provided that in no event may the floor area, in any project which is placed in non-residential use, exceed 85% of the project's total floor area; that hotel uses be considered residential uses.*

See guideline 8 below as to floor area restrictions within 1,000 feet of Metro. In addition, for the Application Property, the non-residential use is planned not to exceed 30% of the total floor area.

8. *Projects within 1,000 feet of Metro shall also be considered for height and density bonuses if an affordable housing contribution of no less than \$1.05 (adjusted for inflation after 1992) per net square foot of total development, is made to the City's Affordable Housing Trust Fund. The contribution may be used for either on site or off site housing at the discretion of the Council. Height with bonuses shall not exceed 250 feet for a signature building, with an overall average of 200 feet for the entire project. Density with bonuses shall not exceed 3.75 FAR overall, with a minimum of 1.625 for the residential component.*

The Application Property is located entirely within 1,000 feet of the Eisenhower Metro Station. A density bonus is proposed in accordance with the above guideline and an affordable housing plan is provided in conjunction with this application. The maximum building height for building #1 is 247 feet and overall average height is 203 feet. The residential FAR is 3.75.

Mitigation of Adverse Effects

The uses proposed in the concept plan are compatible and supportive of other surrounding land uses and will prompt no adverse effects. The increase in traffic is mitigated by the proximity to the Metro station. The Transportation Management Plan submitted with this application will further mitigate the traffic impacts. The applicants propose constructing a new grid of internal roadways to move the vehicular entrances to parking structures to the internal streets as opposed to entry directly from Mill Road and Eisenhower Avenue and thereby preventing queuing on these streets. The proposed road connection to the Hoffman Town Center will also alleviate traffic impacts on Mill Road and Eisenhower Avenue from the proposed development and from external sources. The proposed internal roadway system will significantly reduce the vehicular access impacts that would have resulted from the prior approved plan.

Maximum Building Heights

Building 1 – 247 ft.
Building 2 – 184 ft.
Building 3 – 179 ft.

Floor Area Ratio Tabulations

The overall floor area ratio (FAR) proposed is 3.75.

Residential Density Tabulations

	<u>1 BR</u>	<u>2 BR</u>	<u>Total</u>
Building 1	187	182	369
Building 2	81	245	326
Total	268	427	695

Parking

Off-street parking will be provided in enclosed garages embedded within the proposed buildings. Parking entrances will be located on the proposed interior streets as shown on the plan. In addition to the structured spaces, approximately 11 parallel parking spaces will be constructed along the interior streets and will be available for visitor and retail parking. The number of parking spaces provided will be as follows:

The office building will provide 466 parking spaces in its enclosed garage including visitor and retail spaces. The residential buildings will provide 861 spaces including visitor and retail.

Special Amenities

As described above, each component of the residential project will include a landscaped courtyard and pool on the terrace level above the parking garage. A fitness facility will also be constructed as part of each component of the residential project. The proposed retail and restaurant storefronts along Eisenhower Avenue and Mill Road will provide shopping and personal service facilities for residents, office workers and others in the neighborhood. The streetscape of broad sidewalks and street trees will provide a pleasant space for pedestrians on their way to and from the Eisenhower Metro station.

Interim Uses

The only potential interim use proposed is short-term surface parking related to the U.S. District Courthouse or Metro.

Infrastructure Improvements

The applicants propose to construct and dedicate two new public streets as shown on the plan. The applicants will also dedicate sufficient right of way necessary to construct a third westbound lane along the Application Property's Eisenhower Avenue frontage. The streets will be completed in phases related to occupancy of each building in accordance with the requirements of the Public Works Department. Sidewalks will be constructed along all streets in phases related to the construction of the adjacent building.

Conclusion

The proposed CDD concept plan conforms to the adopted guidelines and provides architecture and urban design superior to the previously approved concept plan and preliminary development plans. The requested increase in density is justified both by the affordable housing plan and the proposed dedication and construction of new public streets. The proposed street grid is not a specific guideline of the CDD, but is the result of cooperative design efforts on the part of the Applicants coupled with the City staff's recommendations related to the current Eisenhower East planning study. The Application Property has been planned for decades as a high-density development site. This density is appropriate given its proximity to an underutilized Metro station, access to the new Mill Road ramps to I-95, and access to the Eisenhower Avenue corridor which collectively aid the mitigation of traffic impacts on the lower density residential neighborhoods of Alexandria.

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APPLICATION for CDD DEVELOPMENT CONCEPT PLAN

CDD # 2002-0001

[must use black ink or type]

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

Jonathan P. Rak
Signature
703-712-5411 703-712-5231
Telephone # Fax #
August 22, 2002
Date

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Application Received: REVISED 8-22-2002 Date & Fee Paid: _____ \$ _____

ACTION - PLANNING COMMISSION: 9/3/2002 DEFERRED TO 9/5/2002 5-1
9/5/2002 RECOMMEND APPROVAL 7-0

ACTION - CITY COUNCIL: 9/14/02PH--CC approved the Planning Commission recommendation.

MILL
RACE