



Docket Item #8 A&B
Master Plan Amendment #2011-0003(Blk 26A & 27)
Master Plan Amendment #2011-0004(Blks 26A&B, 28-30)
Transfer of Floor Area within South Carlyle

Application	General Data	
Project Name: South Carlyle Location: 340, 350, and 400 Hooffs Run Drive, 760 and 800 John Carlyle Street, and 1700 and 1800 Eisenhower Avenue Applicant: City of Alexandria Sanitation Authority, Carlyle Centre, LP, Carlyle Plaza, LLC, and Virginia Concrete Company; by Kenneth Wire	PC Hearing:	June 7, 2011
	CC Hearing:	June 25, 2011
	Plan Acreage:	Block 26A ~ 93,503 sf (2.15 acres) Block 26B ~ 86,000 sf (1.97 acres) Block 27 ~ 80,504 sf (1.85 acres) Block 28 ~ 92,565 sf (2.13 acres) Blocks 29 and 30 ~ 558,294 sf (12.82 acres)
	Zone:	CDD #11
	Small Area Plan:	Eisenhower East
	Historic District:	n/a

Purpose of Application

Amend the Eisenhower East Small Area Plan to transfer floor area from Blocks 27, 29, and 30 to Blocks 26A and 26B, and include associated conditions about the calculation of the Allowable Gross Floor Area.

Staff Recommendation: APPROVAL

Staff Reviewers: Katy Parker, AICP, LEED AP Katy.parker@alexandriava.gov

I. EXECUTIVE SUMMARY

A. Overview

The property owners in the South Carlyle district (CDD #11) of Eisenhower East - JM Zell (Block 26A), Alexandria Sanitation Authority (ASA) (Blocks 26B, 29, and 30), Carlyle Centre LP (Block 27), and Virginia Concrete (Block 28) (see *Attachment #1* for block locations) - have requested an amendment to the Eisenhower East Small Area Plan (EESAP) to transfer floor area among properties within South Carlyle. Specifically, the request includes approval of the following:

- Transfer 512,000 sf of office floor area from Block 30 to Block 26A
- Transfer 170,000 sf of residential floor area from Block 29 to Block 26B
- Transfer 56,056 sf of residential floor area from Block 27 to Block 26A

These floor area transfers were conceptually anticipated with the review and approval of two earlier master plan amendments: a March 2008 amendment to allow wastewater treatment as a use on Blocks 29 and 30, and a December 2009 amendment to include the eastern half of Block P (now designated as Block 26A) within the EESAP South Carlyle CDD. In addition, transferring density has been discussed as part of the South Carlyle planning process that staff and JM Zell were directed to undertake as part of the approval for development on Block P (Carlyle Plaza I) in 2007.

This planning process was established, in coordination with the other South Carlyle property owners, to take a comprehensive look at the future development opportunities for South Carlyle as a whole, while understanding the constraints of the location, including the future expansion of ASA and contaminated soils. The result of the process is a conceptual plan for the area that identifies appropriate locations for density to be shifted to and includes a scheme to screen necessary parking as well as the future ASA operations to the south with an expansive green deck that would be accessible to the public. No action is being requested on this green deck proposal at this time. This concept will need to be reviewed through future DSUP processes. However, information about this concept is being presented with this request for a master plan amendment so that Planning Commission and City Council can visualize potential scenarios for South Carlyle build-out incorporating the density transfers as recommended in this report.

B. Recommendation

Staff recommends approval of the master plan amendment to transfer floor area among property in South Carlyle. Staff believes that these actions are appropriate and beneficial to the City in several ways:

- The overall development anticipated in the South Carlyle district is retained even though the bulk of development slated for the southernmost blocks (Blocks 29 and 30) will be shifted due to expansion of ASA on these blocks.
- Development is shifted to the north, closer to the two metro stations in the area, which furthers the goal of higher densities closer to transit.

- The transfer of density among the South Carlyle blocks does not increase the overall density or traffic anticipated by the Plan.
- The density can be built out in a highly beneficial way. The partnership of property owners that has been created by the South Carlyle planning process has led to an innovative conceptual plan for the area that potentially solves the problems of screening undesirable uses such as ASA tanks and parking, while providing a great public amenity in the form of additional open space.

II. BACKGROUND

A. Eisenhower East Plan

The Eisenhower East Plan, adopted in 2003, established a vision for the area that included vibrant, new mixed-use neighborhoods, higher densities focused around transit, and high quality, pedestrian-oriented architecture. One of these anticipated neighborhoods was South Carlyle, the area south of the Carlyle development and Eisenhower Avenue, in the eastern portion of the larger planning area. South Carlyle was seen as a potential gateway into Eisenhower East with greater densities of residential and office uses wrapped by open space within the existing Resource Protection Area. However, since that adoption, two significant amendments related to South Carlyle have been approved that impact the original concept for the area.

The first of these amendments occurred in March 2008 with the request by the Alexandria Sanitation Authority (ASA) for an amendment to the Plan to allow wastewater treatment as a use on Blocks 29 and 30. ASA had determined that in order to meet the forthcoming, stricter environmental regulations, they would need to add additional treatment facilities to the plant. However, the existing treatment site just east of South Carlyle was essentially built out and the only potential property in the vicinity to accommodate the additional facilities was Blocks 29 and 30. The amendment did not transfer any floor area at the time, but it was acknowledged that should ASA acquire the property, the 682,000 sf of office and residential floor area anticipated on those blocks would not be constructed.

The second amendment occurred in December 2009 with the request by the owner of Block P (a block within the Carlyle boundary), to remove the eastern portion of the block from Carlyle and add it to the South Carlyle CDD as Block 26A. With the approval of a building on the western portion of the block, essentially all of the floor area allocated to the block was used. However, by moving the eastern portion of the block to South Carlyle, floor area from the district, in particular the ASA blocks, could be transferred to this block since the Plan allowed for transfers of floor area within the same CDD.

B. South Carlyle Planning

With the approval of the first building on Block P (SUP # 2007-0094) in October 2007, approximately 95% of the floor area allocated to the block per the Carlyle SUP was approved to be constructed in one building on the western half of the block. The remaining floor area left to develop the 2 acres to the east was not enough to create a building that was consistent the goals

of the Carlyle plan and the Eisenhower East Plan. With that SUP approval and the subsequent master plan amendment, it was acknowledged that a transfer of floor area to the eastern half of the block would be necessary at a later date.

In order to determine the amount of floor area to transfer and appropriate uses for the block, staff worked with JM Zell, the owner of Block P and Block 26A, to undertake a comprehensive planning process to evaluate development options for Block 26A, in coordination with the adjoining parcels and owners (ASA and Virginia Concrete) that comprised the undeveloped property in South Carlyle. Early in the process, a variety of issues were explored including the appropriate amount of retail for the area, traffic impacts, costs of underground parking given contaminated soil, location of the Resource Protection Area, and impacts to sewer capacity. After review of the various studies, the group elected to hire a design consultant to begin the next phase of the process - developing a conceptual plan for the area. Given the treatment facilities proposed for the southern blocks, the property owners and the City all recognized the need for a creative solution that accommodated ASA's needs while not precluding a viable development on the northern blocks.

III. PROPOSAL/RESULT OF PLANNING STUDY

A. Floor Area Transfers

This amendment involves three floor area transfers. Two are from the ASA property on Blocks 29 and 30 since the site will not be developed as originally planned. The 512,000 sf of office space for Block 30 is proposed to be transferred to Block 26A which is owned by JM Zell/Carlyle Plaza, LLC. This would bring the total office floor area for this block to 755,114 sf. The 170,000 sf of residential floor area for Block 29 is proposed to be transferred to Block 26B, which is owned by ASA, although it is likely this site would be sold since ASA cannot use it for their treatment facility. This brings the total floor area for this block to 364,717 sf.

The third transfer comes from Block 27, which is built out as the Alexan Carlyle multi-family residential building and has been occupied for nearly two years. The Eisenhower East Plan originally assigned 350,000 sf of residential floor area to this block. However, the developer did not use all of this floor area when they constructed the building. The building is 293,944 sf, leaving 56,056 sf of residential floor area. With this amendment, this floor area is proposed to be transferred to Block 26A, which would be the only residential floor area for this block.

B. South Carlyle Conceptual Plan

Although this particular amendment is solely for the transfer of floor area among property in South Carlyle, it is difficult to assess the request by the numbers alone. The justification for the transfer comes from the reassurance that the floor area can be accommodated on these other blocks and will be appropriately used. Therefore, the conceptual plan for the area that has been developed through the South Carlyle planning process should also be introduced with this application (see *Attachment #2*). This amendment does not approve the conceptual plan, but it

can establish a framework for how development should proceed. Additional design considerations will most certainly mean that the conceptual plan will be revised before it is actually brought forward as a regulatory application. Review and approval of any buildings or structures proposed by this plan would occur through a separate DSUP approval process.

A key factor in the success of South Carlyle as a development lies with the treatment of the ASA expansion. The use of Blocks 29 and 30 for a wastewater treatment plant was a significant change from the original Eisenhower East Plan and presents a challenge in creating successful development on the adjoining blocks. A second factor that plays an important role in future development in South Carlyle is the contaminated soil issue and the impact on parking. It will be costly to underground parking in this area given the history of contaminated soil and, in the case of Block 26A, there is a deed restriction that prohibits this. This is why Carlyle Plaza I was approved in 2007 with above grade, interstitial parking.

Considering these factors, a concept evolved that called for covering over the ASA tanks and parking areas with a deck where the surface could function as open space, essentially creating a new man-made "grade". The deck would span the entire length of the South Carlyle blocks with access points from Eisenhower Avenue and Holland Lane at the north and Limerick Street at the south. The lowest point of the deck would be at the southern end on Blocks 29 and 30, above the ASA tank, and would be large and flat enough for a regulation-sized soccer field. The tanks would be constructed in a rectangular configuration and would occupy essentially two thirds of the buildable ASA property. They would be partially underground, with approximately 10-15 feet of the tanks exposed, depending on the location since the elevation drops as you move south. Moving north, the deck would increase in height to approximately 40 feet above grade to accommodate several levels of parking closer to the buildings it would serve. In this area, the deck would provide opportunities for passive open space, community gardens, and smaller recreation areas.

In addition to the green deck, the conceptual plan proposes five new buildings – two office towers, two residential towers, and an administrative building for ASA. All of the office floor area (approximately 755,000 sf) would be in two towers opposite the approved building on Block P (Carlyle Plaza I) in the northwestern portion of the site along Eisenhower Avenue. Connected to the office building would be an atrium component that would provide a connection from the existing grade at Eisenhower Avenue to the elevated deck four stories above. The atrium's location along Eisenhower Avenue is a prime opportunity for a signature building in a visible location.

Two residential buildings are also proposed to use the remainder of the transferred floor area as well as floor area that was previously allocated to these South Carlyle blocks. One building would be located along Eisenhower Avenue and Holland Lane, and would be similar in height and massing to the three high rise buildings along Holland Lane to the north. The second residential building would be opposite the existing residential building on Block 27. In order to be sensitive to this existing five-story building, the proposed building would have a 4-5 story liner element along Bartholomew Street. It would then step back to a taller, slender tower.

All building heights in the conceptual plan are for discussion purposes and are not set. The four towers noted above are conceived as tall, slim, buildings and could range in height from 12 to 31 stories. There are no changes to the current height limits in the EESAP being proposed at this time, but additional height for some buildings will likely be requested at a later time with the DSUP applications.

Finally, the plan suggests that ASA relocate the existing administration building at the main ASA property to the northern portion of Block 29. The existing building is approximately 60,000 sf and, if reconfigured on the new property, could be a 4-5 story building. This is compatible in height with the existing residential building on Block 27 and the proposed residential liner units on Block 28. It also has the added benefit of freeing up space within the main ASA property for more treatment-intensive structures, while relocating the less impacting office use to within the neighborhood.

IV. REVISIONS TO THE EISENHOWER EAST SMALL AREA PLAN

In order to document the transfer of floor area, the EESAP needs to be updated to reflect the new allowable gross floor area figures for each affected block. Specifically, Figure 4-10 of the Plan needs to be modified. *Attachment #3* provides the updated text for the table showing new figures for the Allowable Gross Floor Area (AGFA). In addition to the updated floor area numbers, a number of footnotes have been added where applicable to ensure that the use of this floor area is consistent with the conceptual plan that has been developed thus far. The corresponding table in the Eisenhower East Design Guidelines would also be modified with the same information.

Note that the heights have not been changed within the table at this time, although it is anticipated that this would need to occur should the conceptual plan proceed. Given that specific design and architecture has not been developed for the proposed buildings yet, it seemed premature to amend the heights with this application. A master plan amendment may be required to accommodate additional height when specific development proposals come in for review.

Also note that changes to the AGFA for Blocks 26A and 28 have been made. When the Plan was originally adopted, the two blocks were created irrespective of the property lines. As a result, Block 28 actually includes a portion of property owned by ASA in addition to VA Concrete. A letter from the Director was issued in 2006 that clarified the floor area allocated to each owner (*Attachment #4*). The table has been updated to reflect these numbers.

In addition to the footnotes to Figure 4-10, staff has proposed several general design guidelines (*Attachment #5*) to further specify the requirements of future development in South Carlyle. Since design guidelines had been included with the previous two master plan amendments for ASA and Block 26A, some of these have been modified to be consistent with the current plan. When DSUP applications and plans are submitted, staff will review those submissions for compliance with the general guidelines established by this case.

V. STAFF ANALYSIS

As discussed under the Proposal section of this report, the case under review is solely for approval of the transfer of floor area. A conceptual plan has been developed and is discussed within this report, but it is not the subject of this request. However, it is worthwhile to analyze specific components of the plan to ensure the transfer of floor area is justified as well as to understand some of the issues that will need to be reviewed further as this process moves forward.

A. Transferring floor area

The Eisenhower East Plan anticipated that changes in floor area for each block may be necessary and included a provision for transferring floor area. Transfers are limited to blocks within the same CDD. For South Carlyle (CDD #11), this means transfers can be made between Blocks 24 (Hoffman), 25A (Hoffman), 26A, 26B, 27, 28, 29, and 30. Per the Plan, any “change that increases the amount of building area on a parcel shall be made as an amendment to the Master Plan”, thus the reason for this application.

In considering transfers, the Plan also emphasizes the importance of maintaining the overall balance of uses (residential versus office). In this particular case, the balance remains generally the same. The only exception is the possibility of a future request to convert a portion of the residential floor area to a hotel use, in the event a GSA tenant locates within South Carlyle. The specific amount requested to be converted is not part of this application; rather it would need to be considered with a future DSUP application. As part of this amendment, a footnote has been added to the Development Controls table that acknowledges a conversion may be considered at a later date. Given the similarities between residential and hotel uses and the benefits of associating a hotel close to a GSA tenant, this change may be an appropriate request. However, further details would be needed about the size of a hotel and any associated traffic impacts, all of which would be analyzed with a DSUP application.

Finally, the Plan also highlights the need to ensure any changes are consistent with the principles and intent of the Plan. In this case, the change is still consistent with the Plan because the mix of uses originally envisioned for this area will still be provided. Furthermore, a significant amount of open space will be created, which would provide additional linkages between existing and proposed open space systems in the area.

B. Parking

As discussed in previous applications for development in Eisenhower East and in the most recent Master Plan amendment for Block 26A, above grade parking is included in allowable gross floor area calculations for the Eisenhower East blocks. This was intended to incentivize developers to put the parking underground in order to maximize usable floor area allocated to their blocks. However, below grade parking is problematic in South Carlyle given the extremely contaminated

soils. This area was used as a landfill during the 1950s. Once the City started using a waste incinerator, the site was used for fly ash disposal for over twenty years.

During construction of the residential building on Block 27, two levels of underground parking were constructed, but numerous issues with the soil were encountered and much of what was excavated was determined to be hazardous waste. The environmental study that was done as part of the initial South Carlyle planning process supports these findings and estimates very high costs to mitigate ground disturbance for excavation of these soils. In addition, there is a deed restriction on Block 26A from Norfolk Southern that prohibits any below grade construction, given the contamination of the soils on this property, which is why, as mentioned earlier, Carlyle Plaza I was approved with above-grade parking.

It appears that the Plan anticipated potential problems with underground parking in South Carlyle. Within the Parking Strategy, there is an allowance for flexibility to this requirement.

In certain areas with the approval of the Director of Planning and Zoning, the Department will consider the option of parking located one-half level below grade or on-grade if the parking is completely concealed by the active use, and the resulting building volume is not deemed to be too large for the site. This approach may be appropriate for high density residential in the new CDD 11 area, where sites are constrained. With the approval of the Director, the AGFA [Allowable Gross Floor Area] would be limited to the allowable active use area – a parking area would then not be included in the AGFA. (Page 4-19, EESAP)

The current conceptual plan described in this report envisions that the above grade parking covered by the green deck would be exempt from floor area calculations. Staff feels that this is consistent with the provision above since the green deck covering the parking will provide an active use and a significant public amenity. Furthermore, the garage would be screened by the office and residential uses of the proposed buildings that would wrap the garage along the visible portions. The side along Holland Lane would not have an active use, but careful consideration of treatment options for this façade would be evaluated during the DSUP for this portion of the development. Given that this street would function as an entrance to the garage and the ASA plant and very little pedestrian activity will occur here, it does not seem as necessary to provide active uses along this portion.

While this request could be approved by the Director, staff felt that the sheer magnitude of the concept warranted inclusion in this Master Plan amendment and acknowledgement in a public forum. In addition, staff wanted to emphasize that excluding above grade parking from the AGFA in this location was a carefully studied issue and is only being considered because of the unique site constraints (contaminated soils, deed restrictions prohibiting below grade construction, and adjacency to the ASA plant) AND the provision of a significant public benefit in the form of no less than 4.5 acres of integrated open space on these blocks. Footnotes stating these points have been added to the Development Controls table to highlight the unique circumstances of this site and conceptual plan and to ensure this case does not act as a precedent for other development in the planning area or city.

Staff believes this specific request is consistent with the Master Plan and should be supported. Furthermore, by allowing all of the floor area from the ASA blocks to be transferred as usable floor area, rather than garage floor area, ASA can maximize the sale and reinvest the funds back into their site and the design of the tanks and green space above.

C. Open Space

An important and exciting element of the conceptual plan is the open space component. Nearly five acres of open space would be created under this concept through construction of a green deck that covers the ASA tanks and operations at the southern end, and the parking structure on the northern blocks. This has the twofold benefit of screening these undesirable uses and creating a unique public amenity.

As conceptually proposed, the open space above the ASA tanks would be large enough for a regulation sized soccer field and would be open to the public. Moving north, a passive recreation area is envisioned that links to the outdoor plaza area just south of the proposed atrium building and the walkway along the eastern boundary that slopes down to grade at Eisenhower Avenue. Two pockets of private amenity space for the residential buildings would also be included in this area. Throughout all of this space, there is the potential to reuse water from the ASA plant to irrigate the landscaped areas on the deck. In addition, water elements have been conceptually considered on the deck and in the plaza that would also reuse water from the ASA plant and showcase the clean, end result of the treatment process.

In addition to the open space above the deck, there are also several areas of open space at grade. A requirement was carried over from the Carlyle Special Use Permit that requires the developer of Block 26A to fund the design and installation of the southern crescent park, which will be created with the removal of the rotary at Eisenhower Avenue and Holland Lane. This intersection was reviewed during the original master planning process for Eisenhower East and was proposed for redesign in order to convey the additional traffic generated by new development in the area in the most efficient manner. As this plaza will be located in front of the proposed atrium building, it makes sense to retain this condition and require the developer to design and install the space. This plaza will need to be carefully designed and reviewed to ensure it relates to the northern crescent park in front of Block O as well as the proposed buildings. A small pocket park could also be provided at the southwestern corner of the office building opposite the existing residential building on Block 27 and complementary of the newly constructed South Carlyle Square.

D. ASA uses and expansion

ASA has explained that they need Blocks 29 and 30 to construct several large tanks that hold the wastewater during the middle of the treatment process. These tanks need to be clustered as close as possible to the existing treatment plant in order to improve efficiencies of pumping the wastewater back and forth between the expansion site and the existing site. Earlier concepts proposed three to five 60-foot tall, cylindrical tanks at grade clustered in the southeast corner of the property. Initial thoughts for treatment of the site included providing an active use along the northern property line to buffer the view of the tanks from the adjacent residential and offices

uses to the north. While this idea had some merit, staff and the adjoining property owners had concerns about successfully buffering and shielding structures of this magnitude.

After several meetings, ASA agreed to change the configuration of the tanks into a large rectangular box with chambers that would be partially buried and designed to accommodate a green roof on top. This would essentially hide the tanks under a green roof that would be connected to the green deck to the north that is proposed to cover the parking structures. ASA also agreed to grant a public access easement and turn the fields over to the City for programming and operations for a period of 25 years. After 25 years, this easement would be reviewed and possibly renewed. Access to the tanks and the existing ASA site to the east would be via Holland Lane. Since the green deck would be elevated, impact from any truck traffic to and from the plant would be minimized as it would be occurring beneath the active/public area above.

The design of the green deck includes an area in the northeast corner of the ASA property for parking and other ASA functions such as electrical rooms, odor control, and equipment related to pumping. These uses would also be under the deck and screened from the public. In this particular location the deck would begin to rise in elevation to meet the higher elevation of the deck above the parking structure. This creates an interesting opportunity to provide bleachers built into the elevation change.

As part of this master plan amendment and the agreement to allow the public to access the area above the tanks, ASA has requested approval to relocate the approximately 60,000 sf administration building on the existing plant site to Block 29 at a later date. This has several benefits. First, relocating the administration building to Block 29 frees up space on the existing site for the more intensive treatment facilities that may be required in the future to address stricter regulations. Second, locating the ASA office on Block 29 provides a compatible neighboring use for the existing residents of Block 27 and the future residents in the buildings proposed with the conceptual plan. Third, an office in this location will be more visible to the public and provide ASA with a greater presence in the community. There are opportunities for meeting space and a visitor center located with this the building. As proposed immediately north of the ball field, there is also the possibility to include some community space to serve the users of the fields.

E. Building design for future buildings

At this time, the buildings identified in the conceptual plan have not been designed beyond the distribution of uses and possible massing to accommodate the transferred floor area. If the Master Plan amendment is approved, the next step would include detailed design of these buildings as well as the green deck. With that review, the building heights would need to be carefully considered.

As with other development in Eisenhower East, any proposed development would require review by the Carlyle/Eisenhower East Design Review Board (DRB). Although the DRB is an advisory board for property in Eisenhower East (as opposed to Carlyle where they give final approval), the DRB meetings provide additional opportunities for public comment and encourage

discussion of key issues to obtain a refined building proposal. The DRB has been briefed twice about this conceptual plan and their feedback has provided guidance to develop a more successful scheme. The Board is excited about the possibility of such an innovative development occurring in Eisenhower East and their role in ensuring high quality design and architecture of the building (see *Attachment #6* for a letter of support from the DRB).

F. Compatibility with adjacent uses/buildings

A concern that has been expressed throughout the planning process has been the potential impact of this proposal on the surrounding buildings and uses. In particular, the effect of a large elevated deck adjacent to the existing residential building on Block 27 has been brought up. Although original schemes assumed the ASA tanks would be much taller and therefore the deck would need to be fairly high, the agreement by ASA to partially bury the tanks reduces the height of the deck to approximately 10 feet above grade along Limerick Street (the street separating the ASA blocks and the existing residential building). Providing green space above this deck further reduces the negative impact of the tanks, and actually provides a great amenity for the residents not previously expected.

With regard to the proposed residential tower east of Block 27, although this is proposed to be a tall building, 4-5 story residential liner units proposed for the street frontage along Bartholemew Street (the street separating Block 27 and 28) will help provide a compatible scale at the street level. The taller tower would be set back from the liner units and shifted as far north as possible to minimize the potential shadows on the lower building. Since there are no tall buildings proposed south of Block 27, the area, including Bartholemew Street, should still get a fair amount of sunlight.

The area north of Block 27 was always envisioned to have taller buildings. However, in order to be sensitive to the shorter residential building, the office buildings are proposed to be angled away from Block 27 to create more of a setback between the two. This has the added benefit of creating a small area of open space that could potentially relate or link to South Carlyle Square to the west or the green deck above to the north and east.

Post Properties is currently constructing their second development in Carlyle on Block O (the block north of South Carlyle, across Eisenhower Avenue). Similar to the Post development on Block L and the Meridian building on Block H to the north, Block O will have a 13-story high rise fronting Holland Lane. The conceptual plan for South Carlyle suggests that the residential building at the northeastern corner would mimic the scale of the buildings along Holland Lane. This will continue the idea of high-rise residential buildings overlooking the green space of the cemetery.

As mentioned earlier, the proposed office building would be similar in shape and layout to Carlyle Plaza I with two towers, but taller. The concept is to have a spiral effect as the towers increase in height with the lowest tower being the north tower on Carlyle Plaza I and increasing in height counter-clockwise to the tallest tower on the north side of the new office building. This creates an architectural relationship between the two office buildings that will be visible from the exterior.

Finally, while this conceptual plan has been designed to address the negative impacts of the existing and proposed ASA facilities, it is also important to ensure that this plan does not negatively impact ASA and their day-to-day operations. Trucks currently access the site through the Holland Lane extension, and they will continue to do so under the proposed plan. Although there may be more vehicles using this road due to the location of garage entrances, this portion of Holland Lane continue will function as more of a service road or a C street. Trucks going to the ASA site would have to drive under the elevated deck in some areas, but the deck would be designed to be tall enough for these vehicles. Additionally, while unusual, the use of the roof of the tanks for a ball field would not interfere with any treatment processes and public access to the roof does not pose any security issues. Lastly, this plan also provides adequate access to the tanks around the perimeter as well as underneath the deck. Specific details would need to be developed with the DSUP, but as conceptually proposed, ASA has indicated that they are comfortable with the proposal and believe it is feasible.

G. Street Network

The Eisenhower East Plan envisioned a neighborhood of interconnected streets for South Carlyle. This was a significant component of the Plan given that the street network in this area was non-existent. With the Block 27 development several of the streets that were called for in the Plan were installed or partially installed. While the conceptual plan supports the completion and creation of some of these streets, the original vision needs to be adjusted to accommodate the proposal.

Block 27 partially installed Limerick Street to the south, Bartholemew Street to the east, and Savoy Street to the north. The full right-of-way for these streets was intended to be provided when the adjacent blocks developed. Under the conceptual plan, this can and should occur for these three street segments. However, the significant change is the likely elimination of the extensions of the east-west streets, Savoy and Limerick. The plan has envisioned that these two streets would connect to the extension of Holland Lane along the east. However, the proposal for structured parking with an elevated green deck above prevents the possibility of a through public street. Connections within the garage may be feasible at one or both of these proposed street locations, but they could not be public streets since they would be under a structure. Staff believes that the circulation from the existing streets will be adequate and the connections provided across the deck for pedestrians justify the change to the previously envisioned street network. Impacts to traffic would be further explored and addressed with DSUP applications.

In addition to the change to the streets around Block 27, the streets around and within the ASA property would be eliminated or reduced to ASA use only. The Plan had originally called for a road between Blocks 29 and 30 and around the perimeter of these two blocks. The size and location of the tanks make the internal road unfeasible and unnecessary. Since there will not be any publicly accessible buildings south of the field, the road around Blocks 29 and 30 are no longer needed as public right-of-way. ASA will likely have some kind of service road around the perimeter in order to access all sides of the tanks.

H. Next steps

Although this report includes discussion of the conceptual plan for South Carlyle, action on this Master Plan amendment does not give approval for the concept. If the floor area is approved to be transferred, additional applications will need to be approved for the buildings and structures that comprise the plan. These include a Development Special Use Permit (DSUP) for the ASA tanks on Blocks 29 and 30, and a DSUP (or more than one) for the office and residential buildings and the green deck for Blocks 26A, 26B, and 28. The phasing of these developments and the interim conditions of each would need to be carefully considered to ensure each development can stand alone.

In addition to the DSUPs, CDD plans would be required with each of these applications as well as Transportation Management Plans (TMPs). Depending on final design of the building, an additional Master Plan may also be necessary to adjust the maximum height on these blocks. With all of these applications, staff would expect the developers and ASA to comply with standard city policies and practices related to green building, affordable housing contributions, right-of-way construction and dedication, and open space construction and contributions. As mentioned above, review by the Design Review Board would also occur, consistent with other Eisenhower East developments.

VI. CONCLUSION

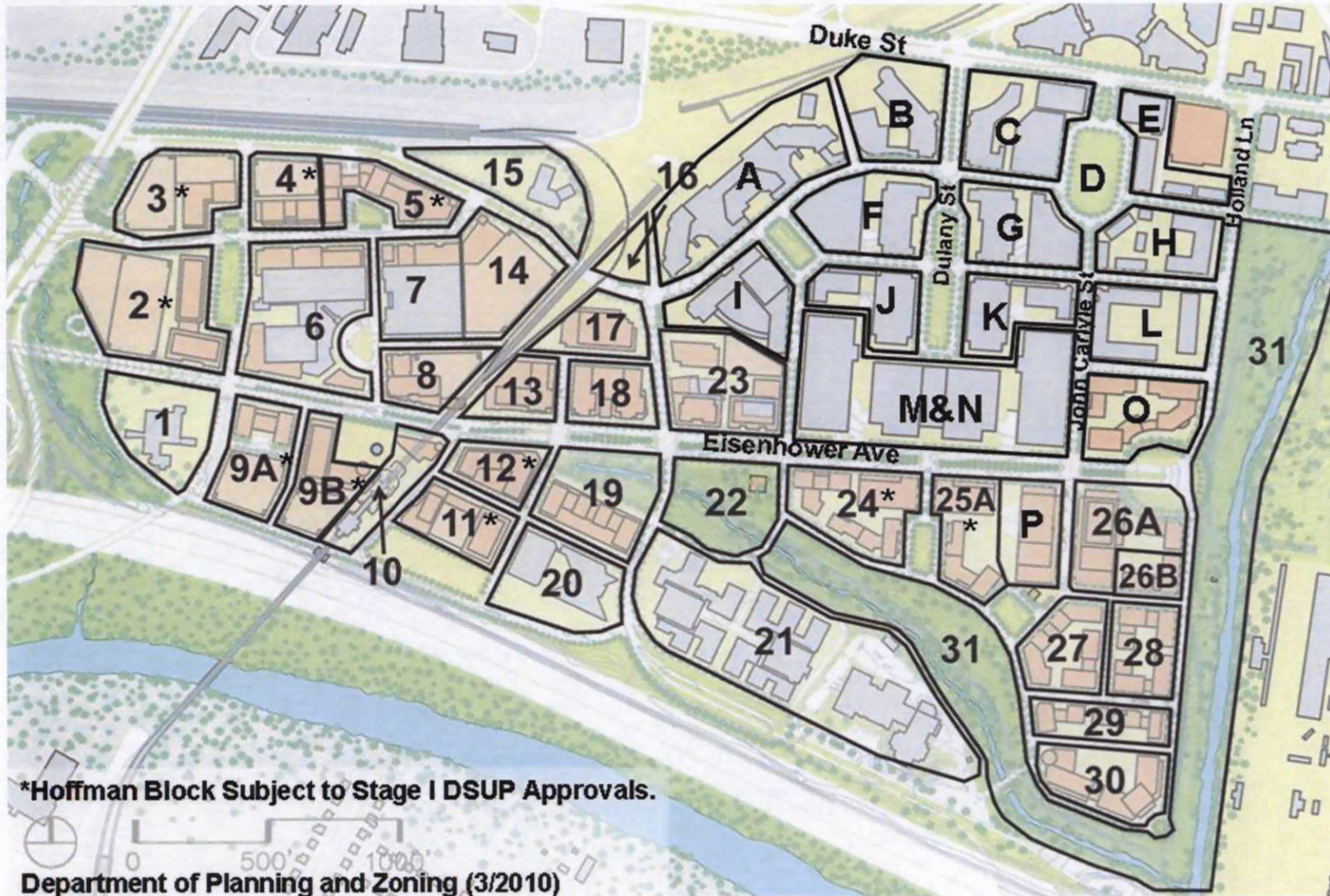
Staff recommends **approval** of the Master Plan amendment, subject to compliance with all applicable codes.

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

VII. ATTACHMENTS

1. Eisenhower East Blocks
2. Conceptual plan for South Carlyle
3. Eisenhower East Small Area Plan – Revised Figure 4-10
4. Density Calculation for ASA (Block 26B) (October 10, 2006 Letter)
5. Eisenhower East Small Area Plan – Design Guidelines for South Carlyle
6. Letter from the Carlyle/Eisenhower East Design Review Board

Attachment #1
Eisenhower East Blocks



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Attachment #1

Plan for South Carlyle



LIMERICK STREET

EISENHOWER PARK DRIVE

BARTHOLEMEW STREET

SAVOY STREET

JOHN CARLYLE STREET

HOLLAND LANE

EISENHOWER AVENUE

Retail Centers

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

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

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

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

Property Name/Owner	Block	Net Development Site Area*	Principal Use	Allowable Gross Floor Area	Building Height (Stories)	Maximum Tower Height (in feet)	Ground Floor Retail
Park	22	116,000	Open Space				
Hoffman	24	61,100	Office	176,007	10-15	200	
Hoffman	24	48,200	Residential	224,920	10-15	200	
So. Dulany Gardens		15,300	Open Space				
Hoffman	25A	60,400	Residential	175,840	10-15	200	
Carlyle Block-P Plaza Two	26A ²	93,500	Office Residential	755,114 243,444 56,056	10-15	200	
Alex. Sanitation Authority	26B ²	41,000	Residential	364,717 424,000	4-8	100	
So. Carlyle Square			Open Space				
Alex Mini-Storage	27	73,300	Residential	293,944 350,000	4-8	100	
Virgina Concrete	28 ²	63,600	Residential	211,283 282,000	4-8	100	
Hooff-Fagelson-Alexandria Sanitation Authority	29 ^{1,2}	55,500	Residential Utility & Office	470,000 60,000 ³	4-8	100	
Hooff-Fagelson-Alexandria Sanitation Authority	30 ^{1,2}	114,000	Office Utility	542,000	10-15	200	

*The net development site area does not reflect surveyed information and is based on best available information. This site area may be adjusted in the actual creation of the block areas.

Figure 4-10 Development Controls CDD 11

¹The Principal Use for these blocks may also be wastewater treatment facility/Public Utility if approved by a special use permit. The Alexandria Sanitation Authority's development of Block 29 and 30 with utility uses shall incorporate a continuous public amenity space located on the top of any above ground storage tanks and associated mechanical equipment.

²It is recognized that these blocks have unique site constraints, including documented contaminated soils, deed restrictions prohibiting below grade construction, and adjacency to the ASA site. Due to these constraints and if a significant public benefit is provided, including no less than 4.5 acres of high quality, integrated public open space across Blocks 26A, 26B, 28, 29 and 30 with connections to the bike path, then parking for these blocks shall not be included in the Allowable Gross Floor Area.

³The square footage allocated for this block is part of the existing square footage on the ASA plant site. It is only permitted in South Carlyle if the administration building is relocated from the existing site to Block 29 only. The relocation of the building is encouraged provided that the building is located along the northern edge of Block 29.

⁴The B street that separates Block 26B and Block 28 and the eastern portion of the C street between Blocks 28 and 29 may not be required provided that the redevelopment approvals for these blocks demonstrate that doing so will not have an adverse traffic impact. The A street west and south of Blocks 29 and 30, the B street east of Blocks 29 and 30, and the C street south of Block 29 are no longer required.

⁵The City Council may approve a reallocation of the allowable gross floor area between properties, adjustments to the maximum building height, and a conversion of a portion of the residential floor area to hotel uses as part of future amendments to this plan.

16

Attachment # 3



City of Alexandria, Virginia

DEPARTMENT OF PLANNING AND ZONING
301 King Street, Room 2100
P.O. Box 178
Alexandria, Virginia 22313
(703) 838-4666 FAX (703) 838-6393

October 10, 2006

Jonathan P. Rak
McGuireWoods LLP
1750 Tysons Boulevard
Suite 1800
McLean, Virginia 22102-4215

Re: Density Calculation for the Alexandria Sanitation Authority per the Eisenhower East Small Area Plan

Dear Mr. Rak,

I am writing in response to your letter concerning the calculation of allowable density for the Alexandria Sanitation Authority property referenced as Block 26b and a portion of Block 28 in the Eisenhower East Small Area Plan. The property is also known as Parcel 13 on Tax Map 79.02 and contains 85,303 square feet of land area according to the City's real estate tax records.

Your letter suggested computing development potential for this property (Parcel 13) by determining the pro-rata share of development assigned to it based on a combined allowable gross floor area for Block 26b and Block 28 of 406,000 square feet (from page 4-14 of the Eisenhower East Small Area Plan). Based on this computation, the pro-rata share for Parcel 13 would be 47.96% of the total of 406,000 square feet, or 194,717 square feet.

We would concur with this calculation of development potential. If there are any questions, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard Josephson", with a long horizontal line extending to the right.

Richard Josephson
Acting Director

extend eastward on the north and south sides of Eisenhower Avenue, with retail space at the ground floor of the Mill Race residential buildings (Blocks 13 & 18) and the new buildings on Block 12.

A new urban plaza, Eisenhower Station Square, in the northeast corner of Block 9 (shown illustrated in Figure 4-13), is faced with retail on two sides and open to the north to the Town Center. New retail is added between the south side of Eisenhower Avenue and the Metro station is revised to facilitate the interface with other transit while surrounding the station with retail.

John Carlyle South Retail Center

A neighborhood retail center is planned for the foot of John Carlyle Street south of Eisenhower Avenue as part of Blocks 25B & 26. As opposed to the Hoffman Town Center, which will focus on entertainment, restaurants, and regional serving retail, the John Carlyle Center is thought to provide for the retail and service needs of the immediate residential neighborhood and Eisenhower East in general.

Alexandria Sanitation Authority

Based on upcoming State and Federal requirements, the Alexandria Sanitation Authority (ASA) facility on the existing 33 acre site will need to expand. The plant expansion is also needed to accommodate the long-term growth of the City. The ASA anticipates that the proposed expansion of the existing facility will occur within Block 29 and

Block 30. While a wastewater treatment facility is permitted with a special use permit in any zone within the City, such a use within Eisenhower East must be designed and constructed in a manner that is consistent with the Plan, applicable special use requirements, and the following:

- To the extent possible, the ~~northern portion of the~~ entire site shall be designed with an active use(s), which could include a ball field, building(s), and/or walls to create an appropriate transition to the planned residential uses within Block 27 and Block 28. The building(s) and/or walls shall be designed to be integrated as part of Limerick Street and shall function and/or be architecturally designed to appear as building(s).
- The design of the any future facility shall take into account visibility from the Capital Beltway and associated roadways, adjoining streets, and parkland, and shall include all necessary screening or design elements to minimize the visual impact of such a use, comparable to the existing facility.
- The proposal will not preclude the implementation of Limerick Street, including all sidewalks and appropriate connections as determined by the Directors of P&Z and T&ES. The possible removal and/or relocation of other streets required by the Plan shall be evaluated as part of the special use permit process.
- The proposal shall not preclude or reduce the required area for open space for the Eisenhower Park from development on Block 29 and Block 30. In addition, the design of any future facility within Block 29 and/or Block 30 shall include appropriate

screening and/or buffers to minimize impacts to the future Eisenhower Park.

While the expansion of the wastewater treatment facility within Block 29 and/or Block 30 is necessary to accommodate future growth within the City and to comply with applicable State and Federal requirements, it is essential that the design of the facility be done in a manner that is compatible with the adjoining residential blocks, and open space and that it be designed in a manner to fulfill the intent of the Plan to the extent possible.

PARKING STRATEGY

Parking is a significant land use component of any neighborhood and the parking for Eisenhower East has been carefully considered in the Plan. The key is to provide sufficient parking to serve the economic and convenience needs of the neighborhood, while limiting the parking commensurate with a well-planned transit-oriented neighborhood.

Most planning ordinances establish a minimum parking requirement for each land use, which can have the tendency to provide parking in excess of what is necessary and thus increasing the use of the private automobile as the primary mode of travel. To encourage the use of transit the Eisenhower East Plan limits the parking for each land use based upon an analysis of the existing parking in the area, the existing parking program in Carlyle and parking ratios employed in similar transit served areas on the Metro system.

consistent with the principles and intent of the Plan. A change resulting in the transfer of an equal amount of square footage from one parcel to another may be done as part of the development approval process. A change that increases the amount of building area on a parcel shall be made as an amendment to the Master Plan.

The development figures outlined in Figure 4-10 reflect the transfer of density for original underlying parcel(s) to a smaller net development area. Development is prohibited on any portion of the property delineated in the Plan for public open space or roadways.

In the event Blocks 29 and 30 are acquired for expansion of the wastewater treatment facility, a transfer of the planned office and residential floor area to other sites within the Eisenhower East boundaries may be considered. Any such transfer should maintain the overall balance of uses set forth in the Plan.

Design Guidelines

The area shall include a variety of architecture and building heights that are in general conformance with the height guidelines and architectural principles outlined in this Plan. All above-grade parking structures shall be screened by either active uses or architectural treatment, depending on the type of street on which they are located and visible, as outlined in the urban design section of this Plan. New development projects shall comply with any detailed design guidelines subsequently adopted pursuant to this Plan.

The following guidelines shall apply to Blocks 26A, 26B, 28, 29, and 30 only if the 2011 South Carlyle conceptual plan for an elevated green deck is implemented:

Parking – Given the unique site constraints (contaminated soils, deed restrictions prohibiting below grade construction, and adjacency to the ASA plant), above grade parking may be excluded from AGFA, but only if a significant public benefit in the form of no less than 4.5 acres of integrated open space on these blocks with connections to the bike path is provided. Parking shall be located below the elevated green deck on Blocks 26A, 26B, and 28 to support the office and residential development on these blocks and will connect to the green deck over the ASA tanks and support area on Blocks 29 and 30. Active uses from the office and residential buildings shall screen the parking areas and appropriate screening along Holland Lane, which will function as a service entrance to the garage and ASA site, will be evaluated during a development application.

Open Space – A minimum of 4.5 acres of publicly accessible open space will be provided on the elevated deck and will include an area large enough for a regulation sized soccer field above the ASA tanks, areas for passive recreation, and an upper and lower plaza area linked by an atrium component. Private amenity space

for the residential buildings will also be provided.

Street Network – The construction and dedication of right-of-way to complete the existing streets surrounding Block 27 shall be part of a development application for this conceptual plan. Elimination of other streets or segments of streets that are not yet constructed will be evaluated with a development application.

Adjacent Uses – The proposed buildings in this conceptual plan shall be designed to be compatible with the existing surrounding buildings, in terms of massing and height, particularly at the street level. However, this does not preclude additional height from being considered for future buildings, as long as it is planned in a way that is compatible with the area and the Plan's vision.

Specifically,†The following shall apply for development on Block 26A if the 2011 South Carlyle conceptual plan for an elevated deck is not implemented::

Open Space - The land remaining after the rotary is modified to a T-intersection shall be converted to a crescent shaped open space. The City shall be responsible for the design and construction of the adjoining "T" intersection, including curb, gutter, sidewalks, street lights, and associated elements. The applicant shall be responsible for the design and installation of landscaping including trees, lawn, and an irrigation system to the satisfaction



CARLYLE/EISENHOWER EAST DESIGN REVIEW BOARD

DATE: May 13, 2011

TO: Alexandria Sanitation Authority Board of Directors, Alexandria Planning Commission and Alexandria City Council

FROM: Carlyle/Eisenhower East Design Review Board (Alvin Boone, Faroll Hamer, Roger Lewis, and Lee Quill)

SUBJECT: Proposed density transfer within South Carlyle

The Carlyle/Eisenhower East Design Review Board (DRB) serves in an advisory capacity to the City Council and Planning Commission on the design of projects within the Eisenhower East Small Area Plan boundaries, and in that role has had two meetings (January 20, 2011 and May 4, 2011) with the owners of property in South Carlyle (JM Zell, ASA, and Virginia Concrete) and their consultants about a future plan for the area. Although the specific proposal under review relates to the technical transfer of density among property within South Carlyle and not a specific design project at this point, the implications of this decision on the future design of the site warranted early involvement by the DRB. In an effort to justify the transfer of density, the consultants have developed a conceptual plan that identifies the general location, massing and height of buildings that would receive and encompass the transferred density. This plan also includes conceptual design of the treatment/screening of the ASA site and structured parking areas through an elevated, fully landscaped deck, which in turn provides a significant public amenity in the form of open space for the City.

The question of whether the density transfer is appropriate and justifiable was reviewed by the DRB in light of this conceptual plan, as well as in the larger context of the surrounding Carlyle/Eisenhower East neighborhood, nearby City parkland networks, and the adjacent Capital Beltway environment. After the most recent meeting, the DRB strongly believes the density transfer is appropriate, desirable, and necessary because of the positive elements listed below.

- Although this represents a change to the original master plan for Eisenhower East, the amendment is justified since at the time the Plan was adopted, it was not known that ASA would need to expand by acquiring Blocks 29 and 30. These blocks were master planned for nearly 700,000 sf of office and residential uses. Transferring this unused density ensures that the overall level of development planned for South Carlyle is retained, thus meeting the Plan's overall goal of greater densities in areas closer to the Metro.

- Deciding to deck over the ASA tanks and incorporating a publicly accessible, active use such as a ball field on top is an exceptionally innovative solution. It turns a visually negative, but necessary, feature into a positive, useful amenity for the community. This creates a truly unique public space that will be a destination for many and will connect to the City's open space network beyond the site's boundaries. Considering that this was not part of the original proposal reviewed in January, ASA and JM Zell should be commended for working with the City to reach this decision.
- Hiding the above grade parking below an expansive green deck is an appropriate and creative way to handle parking in an area plagued by contaminated soils. Because the treatment of the deck above the parking will be such a beneficial amenity for the community, the DRB feels strongly that excluding above grade parking from density and floor area calculations is entirely justified. Furthermore, by allowing all of the transferred floor area to be sold by ASA as usable floor area and not parking floor area, ASA can maximize the sale of floor area. In turn, ASA's sale proceeds can be reinvested to cover the substantial costs of burying/masking the tanks and the parking, and developing the extensive public landscape atop the green deck.
- A great opportunity is created for increased building heights on this site, where exceptional architecture can project a unique and high quality presence for Alexandria along the Capital Beltway and for City residents to the north, east and west. The DRB members are unanimous in feeling that the building heights and massing shown in the conceptual design are contextually appropriate in this location. When the time comes to review specific building designs, the DRB will encourage and support taller buildings of exceptional design merit.

The DRB acknowledges that this density transfer is just the first step in developing this concept and fully supports taking action to move this project forward. The building design and treatment of the open space created by the deck will be reviewed closely by the DRB and we are very enthusiastic about the prospect of such an innovative and progressive development in Alexandria. We commend the property owners, JM Zell, ASA, and Virginia Concrete, along with their consultants, FXFowle and Oculus, and City staff for working together to develop what is sure to be an extraordinary project for the City and we look forward to seeing the next phase of this project.



APPLICATION

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

PROPERTY LOCATION: 800 John Carlyle Street, 760 John Carlyle Street, 1800 Eisenhower Avenue

APPLICANTS

Name: Carlyle Centre LP, c/o TCR, 6110 Executive Blvd, Suite 315, Rockville, MD 20852
Name: Carlyle Plaza, LLC, c/o JM Zell Partners, 1900 K Street, NW, Suite 850, Washington, DC 20006

PROPERTY OWNERS:

Name: Carlyle Centre LP, c/o TCR, 6110 Executive Blvd, Suite 315, Rockville, MD 20852
Name: Carlyle Plaza, LLC, c/o JM Zell Partners, 1900 K Street, NW, Suite 850, Washington, DC 20006

Interest in property:

- Owner Contract Purchaser
 Developer Lessee Other _____

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

- yes: If yes, provide proof of current City business license.
 no: If no, said agent shall obtain a business license prior to filing application.

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

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

McGuireWoods LLP (703) 712-5362 (703) 712-5222
1750 Tysons Boulevard, Suite 1800 Telephone # Fax #
Mailing/Street Address

McLean, VA 22102
City and State Zip Code 4/8/11
Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

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

22
x

MPA # 2011-0003
REZ # _____

JUSTIFICATION FOR AMENDMENT

(attach separate sheets if needed)

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

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

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

N/A

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

N/A

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

N/A

24
K

Block 27 Property Owner Consent

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

Carlyle Centre, LP, a Delaware limited partnership

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

Block 26A Property Owner Consent

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

Carlyle Plaza, LLC, a Virginia limited liability company

By: _____
Name: _____
Title: _____

\30150935.1

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LAND USE AND CIRCULATION

Retail Centers

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

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

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

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

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Hoffman	24	48,200	Residential	224,920	10-15	200	
So. Dulany Gardens		15,300	Open Space				
Hoffman	25A	60,400	Residential	175,840	10-15	200	
Carlyle	25B	66,800	Office	204,000	10-15	200	22,000
Carlyle Block P	26A	92,600-93,500	Office	411,000-242,114	10-15	200	34,000
Alex. Sanitation Authority	26	41,000	Residential	299,170-124,000	4-8	100	
So. Carlyle Square			Open Space				
Alex Mini-Storage	27	73,300	Residential	293,944-350,000	4-8	100	
Virgina Concrete	28	63,600	Residential	282,000	4-8	100	
Hooff-Fagelson	29***	55,500	Residential	170,000	4-8	100	
Hooff-Fagelson	30***	114,000	Office	512,000	10-15	200	

Figure 4-10 Development Controls CDD 11

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

27

Carlyle Plaza, LLC

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

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

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

CARLYLE CENTRE LP, a Delaware limited partnership

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

Amended As of 05/07/2010

OWNERSHIP

General Partner

MA 106 CARLYLE CENTRE LIMITED PARTNERSHIP 40.0000%

Limited Partner

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

MA 106 CARLYLE CENTRE LIMITED PARTNERSHIP

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

Amended As of 05/07/2010

OWNERSHIP

General Partner

MA 102 APARTMENTS GP LLC 1.0000%

Limited Partner

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

MA 102 APARTMENTS GP LLC

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

Officers

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

Members

EAST COAST 101 GP LLC

Percent
100.0000



APPLICATION

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

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

APPLICANTS

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

PROPERTY OWNERS:

Name: Same as above
Name: _____

Interest in property:

Owner Contract Purchaser
 Developer Lessee Other _____

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

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

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

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

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

Kenneth W. Wire
Signature

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Mailing/Street Address

(703) 712-5362 (703) 712-5222
Telephone # Fax #

McLean, VA 22102
City and State Zip Code

4/28/11
Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

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

32
x

MPA # 2011-0004
 REZ # _____

SUBJECT PROPERTY

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

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

PROPERTY OWNERSHIP

Individual Owner Corporation or Partnership Owner

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

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

X 33

MPA # 2011-0004
REZ # _____

JUSTIFICATION FOR AMENDMENT

(attach separate sheets if needed)

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

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

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

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

N/A

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

N/A

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

N/A

Block 29, 30 and 26B Property Owner Consent

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

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

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

City of Alexandria Sanitation Authority

By: 

Name: Karen Pallansch

Title: Engineer Director

Block 28 Property Owner Consent

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

Virginia Concrete Company, Incorporated

By: David B. [Signature]
Name: David B. [Signature]
Title: President

Block 26A Property Owner Consent

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

Carlyle Plaza, LLC, a Virginia limited liability company

By:

Name: JEFFREY M. ZELL

Title: MANAGING MEMBER

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