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December 31, 2008

Mr. Eric R. Wagner, Chairman
Members of the Alexandria Planning Commission
Department of Planning & Zoning
301 King Street
City Hall, Room 2100
Alexandria, Virginia 22314

DELIVERED BY HAND

**In re: City of Alexandria Planning Commission public hearing - January 6, 2009
Docket Item No. 9 - CDD Concept Plan #2008-0004
Docket Item No. 8 A & B – Development Special Use Permit #2006-0018(A) and
Coordinated Sign Program SUP #2008-0089(B)**

Dear Chairman Wagner and Members of the Commission:

I am writing on behalf of our client, Potomac Yard Development, LLC, to request that Docket Item No. 9 (CDD Concept Plan #2008-0004) be deferred until the February 3, 2009 Planning Commission public hearing. The Applicant is requesting the deferral to have sufficient time to fully evaluate the staff conditions and to continue to have discussions with the relevant City staff concerning the future use of Landbay E, Potomac Yard.

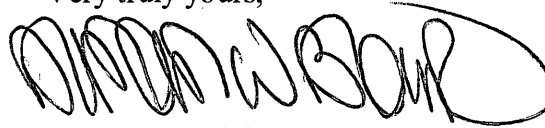
As a consequence of the deferral of Docket Item No. 9 (CDD Concept Plan #2008-0004), docket items 8 A & B (Development Special Use Permit #2006-0018(A) and Coordinated Sign Program SUP #2008-0089(B)) cannot be heard by the Planning Commission and must be deferred also.

Potomac Yard Development, LLC anticipates that the issues pertaining to Docket Item No. 9 will be resolved in advance of the Planning Commission public hearing in February.

Mr. Eric R. Wagner, Chairman
Department of Planning & Zoning
December 31, 2008
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If you have any questions or require any additional information, please do not hesitate to call.

Very truly yours,

A handwritten signature in black ink, appearing to read "Duncan W. Blair". The signature is stylized with large, sweeping loops and is positioned above the printed name.

Duncan W. Blair

DWB:kl\WagnerEric-PotomacYard 1208

cc: Jon Lindgren, by PDF
Steve Collins, by PDF
Kevin Hall, by PDF
M. Catharine Puskar, Esquire, by PDF
Gwen Wright, by PDF



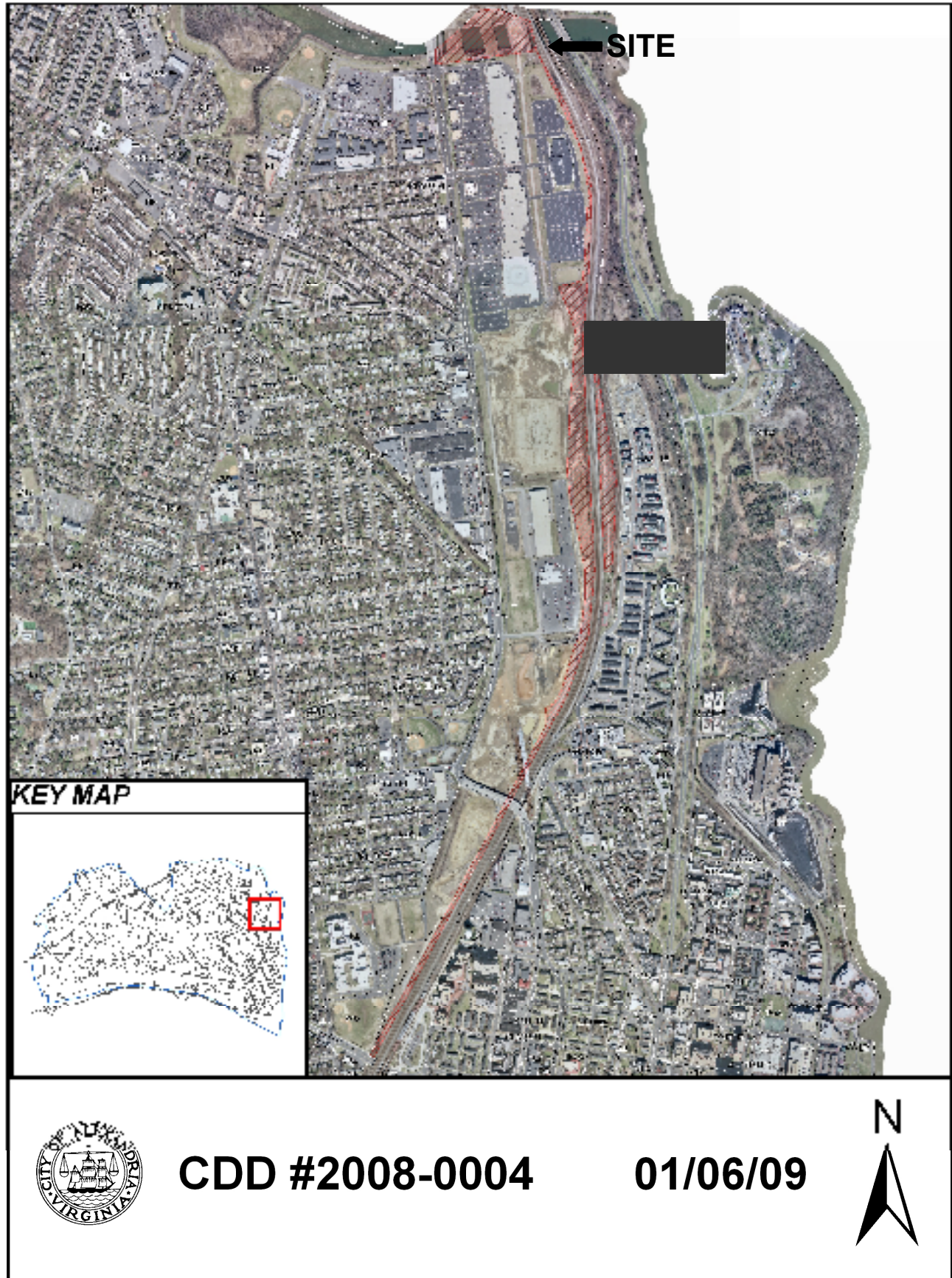
***Docket Item #9
CDD Concept Plan #2008-0004
Amendments to CDD #10 -Potomac Yard / Potomac Greens***

Application	General Data	
Project Name: Potomac Yard Landbay E and Pedestrian Bridge	PC Hearing:	January 6, 2009
	CC Hearing:	January 24, 2009
Location: Potomac Yard/Potomac Greens CDD -Potomac Yard Landbay D, E and K	Zone:	CDD #10
	Small Area Plan:	Potomac Yard/Potomac Greens
Applicant / Address: Potomac Yard Development , LLC Represented by M. Catherine Puskar, attorney		

Purpose of Application
Amend the Potomac Yard/Potomac Greens Coordinated Development District (CDD) conditions of approval to: <ul style="list-style-type: none">▪ Require the submission of report ensuring the stability of Bridge C;▪ Require the removal of any contaminated soils;▪ Provide for a secure site if Landbay E is dedicated prior to the completion of Potomac Avenue;▪ Permit alterations to Landbay E consistent with the Four Mile Run Restoration Master Plan – specifically demolition of Bridge “B”; and▪ Revise the timing of construction of the pedestrian bridge at the Rail Park (Landbay D) based on the findings of the Potomac Yard Metrorail Station Feasibility Work Group.

Staff Recommendation: APPROVAL WITH CONDITIONS
Staff Planners: Patricia Escher, AICP patricia.escher@alexandriava.gov Jessica Ryan, AICP jessica.ryan@alexandriava.gov

Planning Commission Action:
City Council Action:





Landbay E

I. EXECUTIVE SUMMARY

A. *Recommendation*

Staff recommends approval of the request to amend the Potomac Yard/Potomac Greens Coordinated Development District with conditions as identified in this report.

Issues of particular concern that will need to be discussed in the context of this CDD amendment are:

- The dedication of Landbay E; and
- The applicant's proposal for the provision of a monetary payment to the City equal to the design, construction and all applicable costs of the pedestrian bridge in the event a determination regarding the future of a Potomac Yard Metrorail Station is not made by June 1, 2010.

B. *Project Description*

The applicant, Potomac Yard Development LLC, requests approval an amendment to the Potomac Yard / Potomac Greens Coordinated Development District (CDD) conditions of approval to:

- Permit dedication of Landbay E;
- Permit alterations to Landbay E consistent with the Four Mile Run Restoration Master Plan – specifically demolition of Bridge “B”;
- Revise the timing of construction of the pedestrian bridge at the Rail Park (Landbay D) based on the findings of the Potomac Yard Metrorail Station Feasibility Work Group; and
- Establish a monetary payment to the City equal to the design, construction and all applicable costs of the pedestrian bridge in the event a determination regarding the future of a Potomac Yard Metrorail Station is not made by June 1, 2010.

Staff fully supports some aspects of this amendment and has concerns with other – as described in the report that follows.

II. LANDBAY E

A. *Site Context and Background*

Landbay E, located within Four Mile Run Park, is approximately eight acres in size and is located at the northern border of Potomac Yard. It consists of four existing bridges located between Jefferson Davis Highway and the rail corridor, the embankment of Four Mile Run, an existing trail at the water level and small amounts of land along the north and south sides of the Run.

In 1999, the City Council approved the Potomac Yard/Potomac Greens Small Area Plan and the Coordinated Development District Concept Plan (CDD #99-0001) for the 295-acre former rail yard in the northeast portion of the City. With the approval of the CDD, staff recommended that commercial recreational uses, such as an ice rink, a tennis facility, a rock climbing barn, a health club facility or a boating facility be provided on two abandoned railroad bridges which cross Four Mile Run in Landbay E (Bridges “B” and “C”). A third abandoned railroad bridge (Bridge “D”) was reserved for Potomac Avenue – a major arterial connecting Potomac Yard in Alexandria with Arlington County. The staff recommendation was codified in condition 8 of CDD #99-0001 and amended in CDD #2007-0001 to clarify that improvements at Landbay E must be complete prior to a certificate of occupancy in Landbays I and J. As construction in Landbays I and J is imminent, the applicant has requested approval to amend condition 8 of the CDD consistent with the recommendations of the Four Mile Run Restoration Master Plan.

B. *Four Mile Run Restoration Master Plan*

Subsequent to the 1999 approval of CDD #99-0001, the City of Alexandria and Arlington County initiated a joint planning process focused on the restoration of the lower 2.3 miles of Four Mile Run, which forms the boundary between the City and Arlington County. With the redevelopment of Potomac Yard in both jurisdictions, the City and Arlington County recognized the potential of the waterway and collaborated to establish a framework and vision for the restoration of the Four Mile Run corridor.

Early in the planning process, the Alexandria City Manager and the County Manager of Arlington appointed citizens from each jurisdiction to a task force known as the Joint Task Force (JTF). The JTF met regularly throughout the planning process and provided recommendations to a separate collaborative group known as the Agency Coordination Group (ACG) – comprised of staff from both jurisdictions and representatives from the Northern Virginia Regional Commission and the U.S. Army Corps of Engineers.

An important decision related to the Potomac Yard Development in Alexandria and Arlington was whether to retain two existing abandoned railroad bridges (bridges “B” and “C”) which cross Four Mile Run between Jefferson Davis Highway and the railroad corridor. The JTF and the ACG explored retaining both bridges, removing both bridges or removing only one of the bridges. Both groups decided to recommend removal of the westernmost bridge, bridge “B,” located closest to Jefferson Davis Highway. This was the most desirable option to maximize visibility of Four Mile Run from Jefferson Davis Highway and expose a portion of the stream to sunlight, allowing an additional wetland in this location of the Run. The JTF and ACG recommended that the remaining bridge, bridge “C,” be retained for public open space above Four Mile Run.

The recommendation to remove one of the abandoned railroad bridges is inconsistent with the conditions of approval set forth in the 1999 CDD approval, which requires the applicant to develop commercial recreational uses on the two abandoned railroad bridges. Due to this conflict, the applicant is requesting approval to amend the approved conditions to remove the

western most bridge across Four Mile Run, rather than develop the commercial recreational uses required by condition 8 of CDD #2008-0001, as amended.

C. *Staff Analysis of Current Proposal*

Consistent with the Four Mile Run Restoration Master Plan, the applicant proposes to remove the abandoned railroad bridge, located east of Jefferson Davis Highway (Bridge “B”). In addition to the removal of the bridge, the applicant proposes to remove the bridge abutments and restore the stream bank, as well as landscaping, in the area affected by the removal of the bridge. The applicant estimates the cost of these improvements to be over \$2 million. Upon completing these improvements, the applicant also proposes to dedicate Landbay E to the City.

With the removal of bridge “B” and the dedication of Landbay E, the applicant is proposing to provide an estimated contribution of \$8 million dollars to the City (\$2 million dollars for the bridge removal and over 4 acres of unimproved land)¹. The proposed contribution may be beneficial, particularly when the cost to purchase open space in the City is considered. However, the City must be sure that any dedicated land will not prove to be a liability for the City.

Staff also believes that the value of the contribution is consistent with recent infrastructure improvements, such as the proposed expansion of the Alexandria Sanitation Authority (ASA) in Blocks 29 and 30 of South Carlyle. The Eisenhower East Small Area Plan requires approximately 4 acres of land in Blocks 29 and 30 be dedicated to the City for Eisenhower Park, a linear park connecting the African American Heritage Park to South Carlyle and western Eisenhower East. The estimated value of the land area required for dedication by ASA is approximately \$7 million, an amount consistent with contribution proposed by Potomac Yard Development, LLC.

Although staff supports the applicant’s proposal to remove bridge “B,” staff believes that it is necessary for the applicant to submit detailed information to the City on the remaining bridge (including, but not limited to, a *Bridge Condition Survey* which examines the structural integrity of bridge “C”) and to complete necessary bridge repairs prior to considering the dedication of Landbay E. The condition of the remaining bridge is uncertain and staff believes it is imprudent to accept the dedication of land which may be unsafe and in poor structural condition.

As such, staff recommends that the applicant complete the following items, prior to the City making a decision on the dedication of Landbay E:

- Remove bridge “B,” including the abutments and all related structural supports;
- Evaluate and remediate any contaminated soils;
- Evaluate the structural integrity of the remaining bridge (Bridge “C”); and
- Complete necessary repairs on the remaining bridge, as determined by a *Bridge Condition Survey* to be completed by the applicant.

¹ In January 2008, the land extending from Jefferson Davis Highway to Potomac Avenue, approximately 4 acres in land area, (including bridge “A,” bridge “C,” the Potomac Avenue Bridge and the land area on each side of the Run located within the City) was assessed at approximately \$34 per sq. ft.

Staff believes that these items are necessary prior to considering the dedication of Landbay E and recommends that a decision on the dedication be delayed until 12 months after the necessary information is received and accepted by the City. In addition, Bridge “B” should be removed, including all associated work, before Landbay E is dedicated.

III. PEDESTRIAN BRIDGE

A. *Site Context and Background*

The Potomac Yard / Potomac Greens CDD also established conditions related to infrastructure improvements, such as the pedestrian bridge at the Rail Park (Landbay D), which were required at a specific development threshold – identified as “triggers” in the CDD Concept Plan. According to the conditions of CDD #99-0001, construction of the pedestrian bridge was to commence within 30 days of final site plan approval for one million square feet of development in the Yard. As the approved development approached one million square feet, staff and the community worked tirelessly to reach consensus on an appropriate location for the pedestrian bridge. In 2007, unable to reach consensus, the applicant requested approval to amend the trigger for the pedestrian bridge construction to ensure continued compliance with the CDD conditions. With the approval of CDD#2007-0001, the trigger was amended to require the submission of a proposal for the pedestrian bridge in March 2008, with construction to commence prior to approval of Landbays I and/or J.

In June 2008, the applicant was granted approval of a special use permit (SUP #2008-0028) to construct the pedestrian bridge north of Potomac Greens at an area reserved for a future metro station. The pedestrian bridge was intended to provide a connection between the eastern (Potomac Greens and Old Town Greens) and western portions of Potomac Yard, separated by metro and railroad lines. The pedestrian bridge, as approved, was located at the WMATA metro station reservation with a landing in Landbay K – Potomac Yard Linear Park - and a landing near Potomac Greens Park.

Since the June 2008 approval, many circumstances in Potomac Yard have changed - specifically the transfer of density from Landbay J and Landbay L to Landbay H and the desire by the owners of Landbay F (the retail center) to redevelop the existing shopping center into a mixed-use development. Due to these circumstances, the City determined that a comprehensive planning process, in the form of an amended Small Area Plan, was necessary for Potomac Yard. A significant component of this planning process is the consideration of the feasibility a Metrorail Station in Potomac Yard.

B. *Potomac Yard Planning Advisory Group and Metrorail Station Feasibility Work Group*

The Potomac Yard Planning Advisory Group (PYPAG) and the Metrorail Station Feasibility Work Group were established by City Council in October 2008 to respectively examine the

issues, challenges and opportunities of the redevelopment of Potomac Yard and analyze the financial tools, risks and impacts of funding a Metrorail Station in Potomac Yard.

PYPAG is an advisory group which will provide recommendations to City staff on issues such as density, retail, height, building and site design, traffic, amenities and other planning aspects of Potomac Yard. The recommendations of PYPAG, as well as the findings of the Metrorail Station Feasibility Work Group, will form the basis of an amendment to the Potomac Yard / Potomac Greens Small Area Plan. Staff anticipates that a proposed amendment to the Small Area Plan will be brought to Planning Commission and City Council by the end of next year (2009).

C. Staff Analysis of Current Proposal

As approved, condition 15(p) of CDD #2009-0001 requires the applicant to commence construction on the pedestrian bridge prior to preliminary site plan approval for Landbay I and / or J, except for the site area previously approved in Landbay I (DSUP2004-0048).

Due to the comprehensive planning process and Metrorail feasibility study currently underway in Potomac Yard, staff and the applicant agreed that it is premature to commence construction of the pedestrian bridge. Therefore, the applicant has requested approval to amend CDD condition 15(p) to defer the timing of the pedestrian bridge construction until a determination is made regarding a Metrorail Station in Potomac Yard. The applicant also has also requested approval to provide a monetary contribution to the City, equivalent to the design, construction and all applicable costs of the pedestrian bridge, in the event a determination on the Metrorail Station does not occur prior to June 1, 2010.

Though staff supports the applicant's request to defer construction until the future of the Potomac Yard Metrorail Station is confirmed, staff does not support the applicant's request to provide a monetary contribution to the City in lieu of construction.

Staff firmly believes that a fundamental principle of the Potomac Yard redevelopment is the connection of neighborhoods, through streets, open space and, in this case, a pedestrian bridge. The pedestrian bridge is an essential infrastructure component which not only links the eastern and western portions of the Yard, but also connects residents in Potomac Greens and Old Town Greens with the Potomac Yard Linear Park (Landbay K) and the Potomac Yard Town Center. Due to the significance of this infrastructure component, staff believes that it is necessary for the applicant to construct the pedestrian bridge, in accordance with the findings of the Metrorail Station Feasibility Work Group and the Potomac Yard Planning Advisory Group.

However, staff recognizes that the location and design of the pedestrian bridge is subject to change if a Metrorail Station is constructed in Potomac Yard. As such, staff has included a recommendation which requires the applicant to coordinate with the City to design and construct the bridge as a component of the overall Metrorail Station design or provide an equivalent monetary contribution to the Metrorail Station project to ensure consistency between the two construction projects.

IV. CONCLUSION

Staff recommends approval of the request for an amendment to the Potomac Yard / Potomac Greens Coordinated Development District subject to compliance with the staff recommendations.

STAFF: Faroll Hamer, P&Z, Planning Director
Gwen Wright, P&Z, Development Division Chief
Patricia Escher, P&Z, Principal Planner
Beth Carton, RP&CA, Park Planner
Jessica Ryan, P&Z, Urban Planner



Figure 1: Site Aerial - Bridge "B"



Figure 2: Bridge C



Figure 3: Bridge D – Future Potomac Avenue

V. STAFF RECOMMENDATIONS

Staff recommends the following amendments to conditions #8 and 15p:

Landbay E – Revised Condition 8

8. ~~Landbay “E” (Four Mile Run) shall be made available by Potomac Yard Development LLC (“PYD”), or its successors, for commercial recreational uses, such as an ice rink, a tennis facility, a rock climbing barn, a health club facility or a boating facility and may be made available for an ancillary restaurant use, commencing with approval of this concept plan for the CDD; provided, that, to the extent the approval of the National Park Service is necessary for such uses of this landbay, its approval shall be obtained. Landbay “E” shall be made available for these commercial recreational uses at rates that will attract and support them. If this landbay is not fully utilized in this manner at the time that any development within Landbay I or J has received final site plan approval, except for the site area already approved in Landbay I pursuant to DSUP #2004-0048, then PYD, or its successors, shall submit to the City an alternative plan for the landbay which provides for the provision of recreational amenities directly by PYD or its successors. Construction of any required improvements to Landbay “E” (Four Mile Run) shall occur prior to the issuance of a certificate of occupancy for any development in Landbay I or J except for the site area already approved in Landbay I pursuant to DSUP#2004-0048.~~
- 8A. Potomac Yard Development LLC (PYD) shall provide the following information to the City regarding Landbay E (Four Mile Run). The scope of these studies shall be approved by the City prior to submittal:
- a. PYD shall submit the following to confirm the condition of the soil in Landbay E:
 - i. Submit a Site Characterization Report detailing the location, applicable contaminants, and the estimated quantity of any contaminated soils and/or groundwater at or in the immediate vicinity of the site.
 - ii. Submit a Risk Assessment indicating any risks associated with the contamination.
 - iii. Submit a Remediation Plan if applicable detailing how any contaminated soils and/or groundwater will be dealt with.
 - iv. Submit a Health and Safety Plan indicating measures to be taken during remediation and/or construction activities to minimize the potential risks to workers, the neighborhood, and the environment.
 - v. Confirmatory sampling between the depths of 0 and 2 feet shall be completed after final grading for all areas with exposed surficial soils from on-site sources. Areas covered by an imported 2 foot certified clean fill cap or impervious barrier do not require confirmatory sampling.
 - b. The structural integrity of “Bridge C” shall be evaluated by a professional engineer and a Bridge Condition Survey shall be submitted to the satisfaction of the Director of T&ES. Should the Bridge C be substandard and in need of repair,

such repairs shall be completed by PYD to the satisfaction of the Director of T&ES.

- c. Provide a utility survey and remove/relocate any existing utilities within Landbay E. There shall be no interruption of service. Coordinate site utilities with all adjacent site conditions to the satisfaction of the Directors of Recreation, Parks and Cultural Activities, Planning and Zoning and Transportation and Environmental Services.
- d. Twelve months after receipt and acceptance of the above information, the City shall make a determination about accepting dedication of Landbay E.

8B. PYD shall demolish bridge “B,” including the abutments and all related structural supports, consistent with the recommendations of the Four Mile Run Restoration Master Plan and Four Mile Run Design Guidelines.

- a. PYD shall develop, provide, install and maintain a slope stabilization to restore and stabilize all areas disturbed by the removal of bridge “B.” in accordance with the erosion and sediment control requirements set forth in the Virginia State Code, and in compliance with the Four Mile Run Restoration Master Plan. Rip Rap only is not acceptable.
- b. All banks adjacent to bridge “B” shall be restored to match the slope of the adjacent banks.
- c. Bridge “B”, including the abutments and all related structural supports, shall be demolished and disposed of in compliance with all stated and federal regulations. Demolition shall be coordinated to remove all material from the project site, including the Four Mile Run channel, embankments and resource protection area.
- d. Prior to commencement of demolition, PYD shall prepare and submit a construction management plan of the demolition for review and approval by the Directors of Planning and Zoning, Recreation, Parks and Cultural Activities, Transportation and Environmental Services and Code Administration.
- e. Within six (6) months of approval of the CDD amendment (#2008-0004) PYD shall initiate the processing of the local, state and federal permits and/or documentation necessary to obtain approval to demolish the bridge and shall diligently pursue such approvals. Within six (6) months of obtaining the necessary local, state and federal approvals, PYD shall commence demolition of the bridge and diligently pursue to completion.
- f. All necessary hauling permits shall be obtained prior to release of the demolition permit by the City of Alexandria.

8C. The applicant shall identify and remove/relocate any existing utilities located on or associated with bridge “B.” There shall be no interruption of service. Coordinate site utilities with all adjacent site conditions to the satisfaction of the Directors of Recreation, Parks and Cultural Activities, Planning and Zoning and Transportation and Environmental Services.

- 8D. The applicant shall provide water and electric to the Landbay to the satisfaction of the Directors of Planning and Zoning, Recreation, Parks & Cultural Activities, Transportation & Environmental Services, and Fire & Code Administration.
- 8E. The applicant shall fence Bridge C in Landbay E to provide a secure environment.
- 8F. All existing easements shall be documented prior to conveyance to the City. All documentation must demonstrate the City's rights to the property.
- 8G. At its expense, and with the assistance of the City in coordinating and obtaining the necessary approvals from the applicable local, state and federal entities, PYD shall be responsible for submitting, obtaining and/or maintaining all federal, state and local construction permits, dedication plats and, documentation
- 8H. PYD shall meet with Planning and Zoning, Recreation, Parks and Cultural Activities, Transportation and Environmental Services and Code Administration to discuss construction staging activities prior to release of ground disturbing activities. No construction staging activities shall occur on Route 1.
- 8I. The applicant shall conduct and provide a Documentary Study of Potomac Yard Landbay E to determine the potential for archaeological resources using the same methods as those used to research the other Landbays to date. The study shall be submitted in the same format and as an addendum to the *Archaeological Resource Management Plan for the Potomac Yard Property, Alexandria, Virginia* (2007) previously submitted by the applicant. If the study finds that the project may adversely affect archaeological resources, then an Archaeological Evaluation, and if needed, Data Recovery shall be completed prior to any ground disturbance implemented by the applicant. All work shall be conducted to City of Alexandria Archaeological Standards, as well as state and federal standards. (Archaeology)

Pedestrian Bridge – Revised Condition 15

- (p) ~~Pedestrian Bridge across rail tracks-- Potomac Yard Development LLC ("PYD"), or its successors, shall submit the pedestrian bridge design and location and all applicable documents for the pedestrian bridge across the WMATA and CSX rail tracks by March 1, 2008. The design of the pedestrian bridge shall be in consultation with the Potomac Yard Design Advisory Committee and the Park and Recreation Commission. The bridge design and location for the pedestrian bridge shall require review and approval by the Planning Commission and City Council. Construction of the pedestrian bridge shall commence prior to preliminary site plan approval for any development in Landbay I or J, except for the site area already~~

~~approved in Landbay I pursuant to DSUP# 2004-0048. If the City has not approved the bridge design and location for the pedestrian bridge prior to October 31, 2008, PYD, or its successors, shall make a monetary payment including a reasonable cost escalation clause to the City equivalent to the design, construction and all applicable costs of the pedestrian bridge, such costs shall be mutually agreed upon by the City and PYD. The monetary payment shall be made prior to preliminary site plan approval for any future development in Landbay I or J, except for the site area already approved in Landbay I pursuant to DSUP# 2004-0048~~

- 15p. Potomac Yard Development LLC ("PYD"), or its successors, shall design and construct the pedestrian bridge across the WMATA and CSX rail tracks for future dedication to the City in compliance with SUP #2008-0028. Design and construction activities shall be deferred until the findings of the Potomac Yard Metrorail Station Feasibility Work Group are complete and a determination is made by the City whether to proceed with a Metrorail station. PYD, or its successors, shall initiate design within 90 days of the City's determination.

PYD, or its successors, shall initiate design within 90 days of the City's determination with the following understanding:

In the event that the determination is made to not proceed with a Metrorail station on the proposed site, or to proceed with a Metrorail station on the site that does not include pedestrian access as an integrated design element, then PYD or its successors shall commence construction of the pedestrian bridge on the location proposed in SUP#2008-0028 within 12 months of the City's determination.

In the event that a Metrorail station will be constructed on the site, PYD or its successors shall coordinate with the City to design and build the bridge as part of the station design and construction or shall make a monetary payment including a reasonable cost escalation clause to the City equivalent to the design, construction and all applicable costs of the pedestrian bridge that would have been constructed pursuant to SUP 2008-0028.

The following are the conditions for CDD #10 as amended by CDD Concept Plan #2008-0001 with the recommended changes to Conditions #8 and 15.

Introduction -- Findings

- F-1. The applicant, Commonwealth Atlantic Properties (“CAP”),¹ has submitted various documents related to its application for approval of a concept plan for the Potomac Yard/Potomac Greens Coordinated Development District,² less the portion of the district known as Old Town Greens, which is located on the east side of the Metro rail tracks, between Slater's Lane and the Potomac Greens site.³ Two of these documents are considered to constitute the applicant's Proposed Concept Plan for this CDD: (1) the plan sheet entitled “Conceptual Design Plan, Overall Plan, Potomac Yard/Potomac Greens Coordinated Development District,” dated “05/99” (hereinafter referred to as the “Proposed Overall Plan Sheet”); and (2) the document entitled “Potomac Yard Urban Design Guidelines,” dated March 12, 1999, and reissued April 28, 1999 (referred to as the “Proposed Design Guidelines”).⁴

Plan Conditions⁶

The Alternative Concept Plan Trigger Condition

1. The Concept Plan shall be the operative concept plan for the CDD, under § 5-604 of the Zoning Ordinance, unless and until the condition set forth in this paragraph (the “Trigger”) is timely satisfied and written notice of its satisfaction is provided by the City Manager to CAP, in which case the Alternative Concept Plan shall become and remain the operative concept plan for the CDD until amended or rescinded by City Council. The Trigger is as follows:

¹ Unless the context plainly indicates otherwise, the term “CAP” includes any successor to the applicant “CAP's interest in any of the property which makes up the Potomac Yard/Potomac Greens Coordinated Development District. Thus, obligations imposed on “CAP” by these conditions are also imposed on those to whom CAP conveys property within the Coordinated Development District.

² Other documents submitted by CAP in conjunction with its application, including the application itself, the illustrative concept plan, and responses to issues raised by the City are considered background and information materials, and are not included in any concept plan that is being recommended for approval. CAP's entire concept plan application is contained in a separate three-ring binder.

³ Hereinafter, the terms “Potomac Yard/Potomac Greens Coordinated Development District” and the “CDD” shall refer to the portion of this coordinated development district that is covered by CAP's concept plan application.

⁴ The Proposed Overall Plan Sheet and the Proposed Design Guidelines are set out following tab 2 and tab 3, respectively, in the separate three-ring binder that contains CAP's concept plan application.

⁶ These conditions are applicable to, and are a part of, both the Concept Plan and the Alternative Concept Plan, except where otherwise expressly provided in the paragraphs below or where it is obvious from a condition that it applies only to one plan.

- (a) On or before October 1, 2000, CAP shall prepare, and submit to the City for its review and its approval or disapproval (which review shall not exceed 120 days), construction documents, in sufficient detail to obtain construction bids, for both the infrastructure to be constructed and the related work to be undertaken pursuant to the "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Design -- Concept Plan," (the "Concept Plan Connection Design") and the infrastructure to be constructed and the related work to be undertaken pursuant to the "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Design -- Alternative Concept Plan" (the "Alternative Concept Plan Connection Design.") (These two "Connection Designs," which show alternative ways of connecting the new "spine road," or Potomac Avenue, with Route 1 and, more generally, the different infrastructure schemes for the portion of the CDD that lies, generally, between the northern side of Howell Avenue (extended into the CDD) and the southern side of the Monroe Avenue bridge, are shown in the document entitled "Route 1/Monroe Avenue Bridge/Potomac Avenue Connection Concept Design --Two Options," which is attached as Attachment C.)
- (b) After receiving the City's approval of the construction documents, CAP shall obtain from construction and engineering (and any other appropriate professional) firms, which are acceptable to the City, estimates of the construction cost for each of these two Connection Designs. The cost estimate for the Concept Plan Connection Design shall be known as the "Concept Plan Cost Estimate," and the cost estimate for the Alternative Concept Plan Connection Design shall be known as the "Alternative Concept Plan Cost Estimate." No later than 120 days after receiving the City's approval of the construction documents, CAP shall submit the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate, along with detailed information showing the basis for each estimate, to the City for its review and approval. The City shall have 150 days from its receipt of the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate to review and determine whether or not to approve them.
- (c) No later than 90 days after its approval of the Concept Plan Cost Estimate and the Alternative Concept Plan Cost Estimate (the "Trigger Deadline"), and based on these estimates, the City shall determine whether it will assume responsibility for the difference between (i) the actual cost for constructing the Alternative Concept Plan Connection Design generally in accordance with the construction documents approved by the City pursuant to subparagraph (a) (the "Alternative Concept Plan Actual Cost") and (ii) the projected "actual" cost for constructing the Concept Plan Connection Design (the "Concept Plan Projected Actual Cost"), such difference to be known as the "Plan Cost Difference."

The Concept Plan Projected Actual Cost shall be the sum of (i) an amount equal to the Concept Plan Cost Estimate less the Concept Plan Estimated Special Cost -- Total (as defined below), multiplied by the fraction which has as its numerator an amount equal to the Alternative Concept Plan Actual Cost less the Alternative Concept Plan Actual Special Cost -- Total (as defined below), and as its denominator an amount equal to the Alternative Concept Plan Cost Estimate less

the Alternative Concept Plan Estimated Special Cost -- Total (as defined below), and (ii) an amount equal to the sum of five individual amounts calculated separately on the basis of the following formula for each Special Cost (as defined below): the Concept Plan Estimated Special Cost (as defined below), multiplied by the fraction which has as its numerator the Alternative Concept Plan Actual Special Cost (as defined below) and as its denominator the Alternative Concept Plan Estimated Special Cost (as defined below).

For each Special Cost, the Concept Plan Estimated Special Cost shall be defined as the portion of the Concept Plan Cost Estimate that is estimated for the particular Special Cost; the Alternative Concept Plan Actual Special Cost shall be defined as the portion of the Alternative Concept Plan Actual Cost that consists of the particular Special Cost; and the Alternative Concept Plan Estimated Special Cost shall be defined as the portion of the Alternative Concept Plan Cost Estimate that is estimated for the particular Special Cost. The Concept Plan Estimated Special Cost -- Total shall equal the sum of the Concept Plan Estimated Special Cost for all Special Costs. The Alternative Concept Plan Actual Special Cost -- Total shall equal the sum of the Alternative Concept Plan Actual Special Cost for all Special Costs. The Alternative Concept Plan Estimated Special Cost -- Total shall equal the sum of the Alternative Concept Plan Estimated Special Cost for all Special Costs.

A Special Cost shall be defined to be the cost to accomplish, or the cost otherwise associated with, each of the following matters which relate to activities that will be undertaken in the course of implementing the Concept Plan Connection Design, the Alternative Concept Plan Connection Design, or both.

- (1) Special Cost -- Demolition: the cost to remove the existing Monroe Avenue bridge, including removal of bridge abutments, approach lanes to the bridge, and subsurface structures supporting the bridge, and disposal of waste materials, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost, for the most part, would be incurred in the implementation of the Alternative Concept Plan Connection Design, but not in the implementation of the Concept Plan Connection Design;
- (2) Special Cost -- Maintenance of Traffic: the cost of activities required to maintain acceptable traffic conditions on Route 1 (e.g., placement or construction of temporary structures) and of the consequences that such activities or other traffic maintenance requirements will have on other construction activities (e.g., increased cost due to construction activities having to be performed outside of normal hours, or due to limitations being placed on the hours in a period during which construction activities may take place), but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the

Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan;

- (3) Special Cost -- Relocation of Utilities: the cost to relocate existing underground utilities, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan;
 - (4) Special Cost -- Soils: the cost of activities associated with the foundation systems of the bridge or bridge system connecting Route 1, at its intersection with Slater's Lane, with a roadway within the presently-defined Potomac Yard, which activities are required by actual soil conditions within the Yard that differ from the conditions that were used in preparing the cost estimates under subparagraph (b) above, but excluding any cost premium or cost saving under subparagraph (c)(5). It is anticipated that this cost would be incurred in the implementation of both the Concept Plan Connection Design and the Alternative Concept Plan Connection Design, but that the cost would be higher under the latter plan; and
 - (5) Special Cost -- City Construction: the cost premium or the cost saving, regardless of the cost item, due to the City itself undertaking the construction of a portion of the Alternative Concept Plan Connection Design pursuant to subparagraph (e) below. This cost premium or cost saving, if any, would be incurred only if the Alternative Concept Connection Design were constructed and the City were to decide to construct a portion of this connection design.
- (d) If the City determines that it will assume responsibility for the Plan Cost Difference, and if it conveys this determination in writing to CAP on or before the Trigger Deadline, then the Concept Plan shall no longer be of any force or effect, and shall be replaced by the Alternative Concept Plan as the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD. If the City determines that it will not assume responsibility for the amount of the Plan Cost Difference, or if it conveys no determination to CAP before the Trigger Deadline, then the Concept Plan shall remain the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD.
- (e) If the City determines that it will assume responsibility for the Plan Cost Difference, then it shall exercise that responsibility either by constructing a portion of the Alternative Concept Plan Connection Design that has a construction cost equal to the amount of the Plan Cost Difference, by contributing the amount of the Plan Cost Difference toward CAP's construction of the Alternative Concept Plan Connection Design, or by otherwise making funds equal in amount to the

Plan Cost Difference available for the construction of the Alternative Concept Plan Connection Design. Whether the City constructs a portion of the Alternative Concept Plan Connection Design, contributes toward the construction of the Alternative Concept Plan Connection Design or otherwise makes funds available toward such construction is a determination to be made by the City in its sole discretion.

- (f) In the event that the Alternative Concept Plan becomes the operative concept plan pursuant to subparagraph (d) above, within 90 days of submission by the Applicant to the City of the preliminary development plan for a development consisting of 250,000 square feet or less or, if larger, for a development consisting of a single building, which development, upon completion, would require, in order to secure a certificate of occupancy for all its square footage, completion of the infrastructure improvements described in subparagraphs 15(a) and 15(d) below (the "Trigger Plan"), the City shall provide the Applicant with evidence that funds for the Plan Cost Difference will be available for the purpose of constructing the Alternative Concept Plan Connection Design within one year of the date such evidence is provided. In the event that such evidence cannot be provided by the City within the required time period, then the Alternative Concept Plan shall no longer be of any force or effect, and shall be replaced by the Concept Plan as the operative concept plan, under § 5-604 of the Zoning Ordinance, for the CDD.
- (g) In the event the City disapproves construction documents submitted to it by CAP under subparagraph (a), or disapproves the Concept Plan Cost Estimate or Alternative Plan Cost Estimate submitted to it by CAP under subparagraph (b), the City shall, at the same time it notifies CAP of its disapproval, inform CAP of the basis for its disapproval. Thereafter, and within a reasonable period of time, CAP shall revise the construction documents or adjust the cost estimates to address the basis for the City's disapproval, and submit the revised documents or adjusted estimates to the City for its approval or disapproval, which the City shall provide within 60 days of its receipt of the CAP submission. This process shall continue until City approval of the construction documents or cost estimates has been obtained. Notwithstanding any other provision of this paragraph, the City shall not unreasonably withhold its approval of any construction documents or any costs estimates submitted to it by CAP.

General

- 2. Any preliminary development plan for the CDD, filed or pursued under § 5-605 of the Zoning Ordinance, shall be consistent with, and shall meet all requirements which are part of, the Concept Plan or, if in effect, the Alternative Concept Plan, including the design guidelines which are part of the operative concept plan; provided, that no preliminary development plan for any portion of the CDD to the west of the relocated rail lines and to the south of Howell Avenue (extended into the CDD), and no site plan

proposing a permitted or special use in this portion of the CDD, may be filed or pursued by CAP prior to the Trigger Deadline.

Uses

- 3A. A preliminary development plan and/or any associated development and/or zoning applications for Landbay L shall not be submitted for review to the City prior to a comprehensive analysis by the City of Potomac Yard including but not limited to Landbay L and all associated and applicable Master Plan and/or zoning approvals have been approved by the City. In the event the City has not approved all necessary Master Plan and/or zoning approvals as part of the comprehensive review of Potomac Yard including but not limited to Landbay L by June 1, 2010, Potomac Yard Development LLC ("PYD"), or its successors shall be permitted to file a development plan for Landbay L which shall be subject to all applicable provisions of the CDD Concept Plan, transportation management plan, Potomac Yard Design Guidelines and Zoning Ordinance. In no event shall the comprehensive analysis of Landbay L reduce the approved development levels below those resulting from the transfer of density in CDD Concept Plan Amendment #2008-0001. (City Council)
- 3B. CAP may transfer square footage that is approved in the Concept Plan or, if in effect, the Alternative Concept Plan from one to another Landbay, with the approval of the Director of P&Z, subject to the following limitations:
- (a) no transfer shall cause the net square footage of retail use or office use, or the number of dwelling units, in a Landbay (i.e., whether the transferor or transferee landbay) to increase or decrease by 15% or more from the net retail square footage or the net office square footage, or the number of dwelling units, approved for that Landbay in the Concept Plan or, if in effect, the Alternative Concept Plan;
 - (b) no transfer shall cause or result in the decrease of any square footage of retail use from Landbay "G" (the "Town Center"); and
 - (c) no transfer shall cause or result in a change to any element in or part of the Concept Plan or, if in effect, the Alternative Concept Plan other than an increase or decrease in the amount of retail or office use, or in the number of dwelling units, that is consistent with subparagraph (a).
 - (d) office floor area within Landbay G and/or Landbay H may be converted to ground floor retail use through a special use permit provided that the conversion occurs as part of the development plan for each Landbay(s) and shall also be subject to the following, unless otherwise determined by the City retail study:
 - (i) Any conversion of office floor area to retail floor area shall occur on a one for one gross floor area for the office and retail uses.

- (ii.) For Landbay G, the conversion shall not decrease the amount of ground floor retail floor area below 80,000 sq.ft. and the conversion shall not allow an overall retail floor area above 195,000 sq.ft.
 - (iii.) For Landbay H, the conversion shall not decrease the amount of ground floor retail floor area below 5,000 sq.ft. and the conversion shall not allow an overall retail floor area above 20,000 sq.ft. (City Council)
- 4. For purposes of these concept plan conditions, “retail” is defined to include retail shopping establishments, restaurants, personal service establishments, banks, amusement enterprises, health clubs and any other activity that involves a significant degree of pedestrian activity, as determined by the Director of P&Z. Within landbay “G,” space approved for “retail” use shall only be occupied by retail use.
- 4A. Potomac Yard Development LLC (“PYD”), or its successors, shall hire a LEED accredited professional as a member of the design and construction team for each landbay(s) and/or building(s). The accredited professional(s) shall incorporate sustainable design elements and innovative technologies into the project. The office/commercial building(s) with the exception of Landbay F shall achieve LEED certification under the U.S. Green Building Council’s System and incorporate sustainable design elements and innovative technologies into the project. The residential buildings, with the exception of Landbay F shall explore the possibility of LEED certification under the U.S. Green Building Council’s System or comparable program including but not limited to Earthcraft. PYD or its successors shall also work with the City for reuse of the existing building materials as part of the demolition process.
- 4B. The Potomac Yard Design Guidelines for Landbay H shall be amended to reflect the additional office floor area permitted through CDD Concept Plan Amendment 2008-0001 and shall be consistent with the Design Guidelines for the Town Center. At a minimum, the Design Guidelines for Landbay H shall require all parking for the office buildings and multifamily buildings to be entirely below grade and provide for a pedestrian-friendly, barrier-free streetscape with active uses along a majority of the street frontage. The revised Design Guidelines shall be approved by the Planning Commission and City Council prior to or concurrent with the approval of a development special use permit for Landbay H.
- 4C. Potomac Yard Development LLC (“PYD”), or its successors, shall increase the provided ground level open space as part of the approval of the preliminary development plan(s) for Landbay J and Landbay L. If a revised plan is approved for Landbay L as required in condition 3A, the open space requirements of the comprehensive plan shall govern for Landbay L.
- 5. In addition to the preliminary development plan approval that is required for every building constructed within the CDD pursuant to an approved concept plan, any use locating within such a building, which is a “special use” under the regulations in effect at the time of this concept plan approval for the CD, CG or CL zone in the City's Zoning

Ordinance, shall obtain a separate special use permit, pursuant to section 11-500 of the Zoning Ordinance.

6. Accessory residential units (e.g., Granny Flats) may be constructed within the CDD only if they are counted as residential units and all required parking is provided.

Open Space

7. The following open spaces within the CDD shall, upon the completion of their improvements, be dedicated by CAP to the City:
 - (a) the portion of Braddock Field, which is within Potomac Yard Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines (this portion of the field lies within the CDD and will be combined with public land adjacent to the CDD to form the field that is to be improved by CAP);
 - (b) Monroe Field No. 1, which is within Potomac Yard Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (c) Monroe Field No. 2, which is within Potomac Yard Park (a playfield that staff has relocated from Potomac Greens to the Yard), as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (d) the remainder of Potomac Yard Park (i.e., Potomac Yard Park, less the three fields identified in subparagraphs (a) through (c); also referred to below as the “Potomac Yard Linear Park”), as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (e) the southern portion of CAP’s proposed Rail Park (i.e. all of the proposed park except the northern most approximately 1.2 acres) that is described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (f) Howell Park, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines;
 - (g) the finger parks along Custis Avenue and Swann Avenue, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines; and
 - (h) the portion of Potomac Greens Park that consists of approximately 16 acres of environmentally-protected land located in the northern and eastern portions of landbay A, and an additional parcel of approximately one acre located immediately adjacent to said portion of the park at the north end of the landbay A

development, as described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines.

All improvements to these and to the other open spaces within the CDD that are described in the Concept Plan Design Guidelines and the Alternative Concept Plan Design Guidelines, including the portion of the improvements to Braddock Field that will occur on the public property which is currently part of George Washington Middle School, shall be designed and constructed, including with respect to infrastructure and uses, in conformance with the Concept Plan Design Guidelines or, if in effect, the Alternative Concept Plan Design Guidelines, and shall be completed in accordance with the schedule in paragraph 15 below. The improvements to the open spaces identified in subparagraphs (a) through (h) above shall be completed by CAP, and accepted by the City, prior to the space being dedicated to the City. All dedicated open space, following its acceptance by the City, shall be maintained by the City. The remainder of the open spaces in the CDD shall not be owned by the City, and shall be privately maintained. However, a public access easement shall be conveyed by CAP to the City for all such non-dedicated open spaces (except the non-dedicated northern portion of Rail Park) which will provide access to these open spaces to members of the public (including, where appropriate, access for bicycle purposes); provided, that access to and use of one of such spaces, the Town Green on landbay G, may occasionally be limited to the owners and tenants of adjacent or nearby buildings, and their invitees, with the consent of the Director of Recreation, Parks and Cultural Affairs, which consent may not be unreasonably withheld.

8. ~~Landbay "E" (Four Mile Run) shall be made available by Potomac Yard Development LLC ("PYD"), or its successors, for commercial recreational uses, such as an ice rink, a tennis facility, a rock climbing barn, a health club facility or a boating facility and may be made available for an ancillary restaurant use, commencing with approval of this concept plan for the CDD; provided, that, to the extent the approval of the National Park Service is necessary for such uses of this landbay, its approval shall be obtained. Landbay "E" shall be made available for these commercial recreational uses at rates that will attract and support them. If this landbay is not fully utilized in this manner at the time that any development within Landbay I or J has received final site plan approval, except for the site area already approved in Landbay I pursuant to DSUP #2004-0048, then PYD, or its successors, shall submit to the City an alternative plan for the landbay which provides for the provision of recreational amenities directly by PYD or its successors. Construction of any required improvements to Landbay "E" (Four Mile Run) shall occur prior to the issuance of a certificate of occupancy for any development in Landbay I or J except for the site area already approved in Landbay I pursuant to DSUP#2004-0048.~~

- 8A. Potomac Yard Development LLC (PYD) shall provide the following information to the City regarding Landbay E (Four Mile Run). The scope of these studies shall be approved by the City prior to submittal:

- g. PYD shall submit the following to confirm the condition of the soil in Landbay E:

- i. Submit a Site Characterization Report detailing the location, applicable contaminants, and the estimated quantity of any contaminated soils and/or groundwater at or in the immediate vicinity of the site.
 - ii. Submit a Risk Assessment indicating any risks associated with the contamination.
 - iii. Submit a Remediation Plan if applicable detailing how any contaminated soils and/or groundwater will be dealt with.
 - iv. Submit a Health and Safety Plan indicating measures to be taken during remediation and/or construction activities to minimize the potential risks to workers, the neighborhood, and the environment.
 - v. Confirmatory sampling between the depths of 0 and 2 feet shall be completed after final grading for all areas with exposed surficial soils from on-site sources. Areas covered by an imported 2 foot certified clean fill cap or impervious barrier do not require confirmatory sampling.
- h. The structural integrity of “Bridge C” shall be evaluated by a professional engineer and a Bridge Condition Survey shall be submitted to the satisfaction of the Director of T&ES. Should the Bridge C be substandard and in need of repair, such repairs shall be completed by PYD to the satisfaction of the Director of T&ES.
- i. Provide a utility survey and remove/relocate any existing utilities within Landbay E. There shall be no interruption of service. Coordinate site utilities with all adjacent site conditions to the satisfaction of the Directors of Recreation, Parks and Cultural Activities, Planning and Zoning and Transportation and Environmental Services.
- j. Twelve months after receipt and acceptance of the above information, the City shall make a determination about accepting dedication of Landbay E.
- 8B.PYD shall demolish bridge “B,” including the abutments and all related structural supports, consistent with the recommendations of the Four Mile Run Restoration Master Plan and Four Mile Run Design Guidelines.
- a. PYD shall develop, provide, install and maintain a slope stabilization to restore and stabilize all areas disturbed by the removal of bridge “B.” in accordance with the erosion and sediment control requirements set forth in the Virginia State Code, and in compliance with the Four Mile Run Restoration Master Plan. Rip Rap only is not acceptable.
 - b. All banks adjacent to bridge “B” shall be restored to match the slope of the adjacent banks.
 - c. Bridge “B”, including the abutments and all related structural supports, shall be demolished and disposed of in compliance with all stated and federal regulations. Demolition shall be coordinated to remove all material from the project site, including the Four Mile Run channel, embankments and resource protection area.

- d. Prior to commencement of demolition, PYD shall prepare and submit a construction management plan of the demolition for review and approval by the Directors of Planning and Zoning, Recreation, Parks and Cultural Activities, Transportation and Environmental Services and Code Administration.
 - e. Within six (6) months of approval of the CDD amendment (#2008-0004) PYD shall initiate the processing of the local, state and federal permits and/or documentation necessary to obtain approval to demolish the bridge and shall diligently pursue such approvals. Within six (6) months of obtaining the necessary local, state and federal approvals, PYD shall commence demolition of the bridge and diligently pursue to completion.
 - f. All necessary hauling permits shall be obtained prior to release of the demolition permit by the City of Alexandria.
- 8C. The applicant shall identify and remove/relocate any existing utilities located on or associated with bridge "B." There shall be no interruption of service. Coordinate site utilities with all adjacent site conditions to the satisfaction of the Directors of Recreation, Parks and Cultural Activities, Planning and Zoning and Transportation and Environmental Services.
- 8D. The applicant shall provide water and electric to the Landbay to the satisfaction of the Directors of Planning and Zoning, Recreation, Parks & Cultural Activities, Transportation & Environmental Services, and Fire & Code Administration.
- 8E. The applicant shall fence Bridge C in Landbay E to provide a secure environment.
- 8F. All existing easements shall be documented prior to conveyance to the City. All documentation must demonstrate the City's rights to the property.
- 8G. At its expense, and with the assistance of the City in coordinating and obtaining the necessary approvals from the applicable local, state and federal entities, PYD shall be responsible for submitting, obtaining and/or maintaining all federal, state and local construction permits, dedication plats and, documentation
- 8H. PYD shall meet with Planning and Zoning, Recreation, Parks and Cultural Activities, Transportation and Environmental Services and Code Administration to discuss construction staging activities prior to release of ground disturbing activities. No construction staging activities shall occur on Route 1.
- 8I. The applicant shall conduct and provide a Documentary Study of Potomac Yard Landbay E to determine the potential for archaeological resources using the same methods as those used to research the other Landbays to date. The study shall be submitted in the same format and as an addendum to the *Archaeological Resource Management Plan for the Potomac Yard Property, Alexandria, Virginia* (2007) previously submitted by the applicant. If the study finds that the project may adversely affect archaeological resources, then an Archaeological Evaluation, and if needed, Data Recovery shall be completed prior to any ground disturbance implemented by the applicant. All work shall

be conducted to City of Alexandria Archaeological Standards, as well as state and federal standards. (Archaeology)

Grading

9. The portion of the CDD to the west of the relocated rail lines and to the south of Howell Avenue (extended into the CDD), to the district's southern boundary, shall be graded so that the grades in this part of the CDD are designed in accordance with good engineering practices and blend gradually, without any abrupt changes, into the existing grades of the adjacent neighborhoods and the George Washington Middle School.

Parking

10. No parking reductions shall be requested for any residential uses within the CDD, except as provided for shared parking and on-site affordable units as set forth below and for “Granny Flats” where the requirement may only be reduced to one space per flat and where a limited number of on-street parking spaces may be used to meet the parking requirement. A parking reduction may be approved as part of a development special use permit for any on-site affordable residential units provided that the units comply with all applicable requirements and standards of Sec. 7-700 of the Zoning Ordinance and/or the applicable provisions of the City’s affordable housing policy. A parking reduction may be permitted as part of a comprehensive shared parking plan if approved as part of the development special use permit for each Landbay(s).
11. A minimum of 15% visitor parking, which may be on- or off-street, shall be provided for all residential uses.
- 11A. Parking for all office, and residential multi-family building(s) and/or Landbay(s) shall be located underground with the exception of Landbay F, and with the exception of one above grade parking structure within Landbay G which shall be entirely screened with active and/or architectural screening. Required parking for individual townhomes and other single family units such as stacked and duplex units shall from rear alleys.

Phasing and Preliminary Development Plan Processing

12. The CDD Landbay, Infrastructure and Open Space Phasing Plan
 - (a) The very first preliminary development plan application (excluding the preliminary development plan for Braddock Field) that is filed for the CDD shall be accompanied by a “**CDD Landbay, Infrastructure and Open Space Phasing Plan**” (the “CDD Phasing Plan”), which shall be updated and submitted with each subsequent preliminary development plan application that seeks approval of one or more buildings or structures within the CDD. No such preliminary development plan shall be approved unless the Director of P&Z and the Director of T&ES have approved the CDD Phasing Plan which accompanies the

development plan application. The initial and each updated CDD Phasing Plan is intended to inform the City of CAP's projections regarding the timing and nature of landbay, infrastructure and open space construction activities, and to ensure that the construction of the infrastructure systems identified below in subparagraph (b)(ii) is pursuant to a comprehensive plan, covering the entire CDD, that has been approved by the City. Notwithstanding the above, CAP may, at its discretion, submit an updated CDD Phasing Plan from time to time for review and approval by the Director of P&Z and the Director of T&ES; provided, that no such submission shall relieve CAP of the requirement that it submit an updated CDD Phasing Plan with each preliminary development plan application that seeks approval of one or more buildings or structures within the CDD.

- (b) The initial and each subsequent CDD Phasing Plan shall satisfy the following conditions and requirements.
 - (i) As to landbays, the plan shall provide, for each landbay within the CDD, a general outline of the landbay and CAP's most up-to-date projection of the times when construction of the different land uses (i.e., office, retail, hotel and residential) described in the operative concept plan for the landbay is likely to commence.
 - (ii) As to infrastructure, the plan shall provide, for each of the systems of infrastructure identified below in this subparagraph, (x) the general location and layout of the major components, or the backbone, of the system (such components to be determined by the Director of T&ES), and (y) the times when construction of these major system components is expected to commence (provided, that the projected times for the commencement of construction of these components shall be consistent with the schedule in paragraph 15 below). The systems of infrastructure to be addressed are:
 - (A) the system of major streets to be constructed within the CDD, which shall consist of the streets identified below in paragraph 15 and the four major east-west streets to be constructed within the CDD (East Glebe, Swann, Custis and Howell);
 - (B) the sanitary sewer system to be constructed within the CDD, including the Trunk Sewer (as defined below in paragraph 22);
 - (C) the stormwater sewer system to be constructed within the CDD; and
 - (D) the utility systems to be constructed within the CDD (e.g., electricity, water, gas, phone/communications and cable).

- (iii) As to open spaces, the plan shall provide, as to each open space area identified in the design guidelines (except neighborhood open spaces) for the operative concept plan, (x) the general location of the open space, and (y) the time when construction of the improvements to the open space is expected to commence (provided, that the projected times for the commencement of construction of the improvements shall be consistent with the schedule in paragraph 15 below).

13. The Landbay Preliminary Infrastructure, Open Space and Use Plan

- (a) The first preliminary development plan that proposes the construction of a building or structure within a landbay in the CDD shall be accompanied by a **“Landbay Preliminary Infrastructure, Open Space and Use Plan”** (the “Landbay Preliminary Plan”). This plan shall (i) show, at a level of detail defined by the Director of T&ES, all streets and sidewalks, sanitary sewers, storm sewers, and utilities (e.g., electricity, water, gas, phone/communications and cable), and any other infrastructure items identified by the Director, that will be constructed within or otherwise to serve the landbay, (ii) show all the open spaces within the landbay, whether public or private, that are described in the operative concept plan, and (iii) show the general locations within the landbay of the other uses identified for the landbay in the operative concept plan. It is anticipated that the Director of T&ES will require the Landbay Preliminary Plan at least to contain preliminary plans and profiles for the streets and sidewalks, sanitary sewers, storm sewers and utilities to be constructed within or otherwise to serve the landbay. The Landbay Preliminary Plan that accompanies the first preliminary development plan for a landbay shall be submitted to City Council along with the development plan, and shall be approved by Council in conjunction with its approval of the development plan.
- (b) Any subsequent preliminary development plan for the same landbay that requires or involves modifications (including additions) to the previously approved Landbay Preliminary Plan shall be accompanied by a new Landbay Preliminary Plan which includes all such modifications and complies with subparagraph (a). This new plan shall be submitted to City Council along with the preliminary development plan, and shall be approved by Council in conjunction with its approval of the development plan.
- (c) Within 60 days of the approval of the first preliminary development plan for a landbay, and within 20 days of the approval of all subsequent preliminary development plans for such landbay, the Director of T&ES shall identify the components of the landbay's streets and sidewalks, sanitary sewers, storm sewers and utilities (and other infrastructure items identified by the Director under subparagraph (a)) that are shown in the approved Landbay Preliminary Plan, and the components of the landbay's open spaces that are shown in that Landbay Preliminary Plan, for which final engineering plans, profiles and, where

applicable, calculations shall be submitted along with the final site plan for the landbay development that has just received development plan approval. No final site plan for a building or structure within a landbay shall be released unless the Director of T&ES has received as part of the final site plan submission, and has approved, the engineering plans, profiles and calculations for the infrastructure and open space components which the Director had identified.

14. The Directors of T&ES and P&Z may require that infrastructure, open spaces, land uses and other matters located outside of the landbay that is the subject of a preliminary development plan application also be shown and addressed in the application, if they deemed it necessary to properly assess the proposed development plan.
15. Construction of the infrastructure and open space improvements identified in the schedule below shall be commenced or completed in accordance with the dates or events in the schedule, unless a variation from the schedule is approved by City Council in conjunction with the approval of a preliminary development plan for the CDD. Following the completion of their construction, the new streets and the improvements to existing streets, which are identified in the schedule, shall be dedicated by CAP to the City.

Infrastructure Improvement

Commencement or Completion Date/Event

Streets

- (a) Potomac Avenue (Spine Road)⁷ --- Construction of this road from its tie-in with South Glebe Road or Crystal Drive in Arlington, to a tie-in with the New Route 1 Connector (see paragraph 15(d)), shall be completed and accepted prior to release of the final site plan for any development in Landbay I or J, except for the site area in Landbay I already approved pursuant to DSUP #2004-0048. Notwithstanding anything in this subparagraph (a) to the contrary, unless construction of this road has already occurred pursuant to this subparagraph, construction of the Spine Road from its tie-in with either South Glebe Road or Crystal Drive in Arlington to a tie-in, at

⁷In the event the Alternative Concept Plan is in effect, and the City elects, under paragraph 1(e) above, to construct all or a portion of Potomac Avenue (the Spine Road), then the Applicant's ability to develop and receive certificates of occupancy within the CDD shall be affected by the date on which the construction of Potomac Avenue is completed only (i) if the City commences construction at or before the time that the construction would have been commenced by Applicant in order to have the construction completed within the deadlines in this subparagraph (a), and (ii) if the City thereafter diligently pursues the construction to completion.

grade, with current Route 1 in the vicinity of Windsor Avenue (or another location determined by the Director of T&ES) shall be completed before the issuance of a certificate of occupancy for 2,000,000 square feet of any new development in this portion of the CDD for which final site plan approval is given after the date of concept plan approval.

(b) Main Street and South Main Street---Construction shall occur in phases with each landbay, and such construction shall be completed by the date or event described in the initial preliminary development plan approval for the landbay

(c) Route 1 Improvements⁹ ----- Construction of the Route 1/transitway improvements from Howell Avenue to East Glebe Road shall commence within 90 days of infrastructure plan approval for the Route 1 Corridor Improvement Plan, including the transitway, and shall thereafter be diligently pursued to completion, subject to an agreement between the City and the Applicant for shared financial responsibility for the improvements.

(d) Monroe Avenue bridge removal ---- Demolition of the current bridge, construction New Route 1 Connector and of the new connector and realignment of Monroe Avenue realignment¹⁰ Monroe Avenue shall be completed before the issuance of a certificate of occupancy for the earliest of the following: (i) for 800,000 square

⁹ Intentionally deleted.

¹⁰ These infrastructure items are only required under the Alternative Concept Plan. See paragraph 4 above. Realignment of Monroe Avenue shall include tying the avenue into the street system within the CDD in a manner approved by the Director of T&ES. In addition, in the event the Alternative Concept Plan is in effect, and the City elects, under paragraph 1(e) above, to undertake all or a portion of the Monroe Avenue bridge removal, or of the construction of the New Route 1 Connector or the Monroe Avenue realignment, then the Applicant's ability to develop and receive certificates of occupancy within the CDD shall be affected by the date on which the construction of the New Route 1 Connector or of the Monroe Avenue realignment is completed only (i) if the City commences the removal or construction, or if applicable both the removal and construction, at or before the time that it would have been commenced by Applicant in order to have the removal and construction completed within the deadlines in this subparagraph (d), and (ii) if the City thereafter diligently pursues the removal and construction to completion.

feet of new office development in the portion of the CDD west of the relocated rail lines (including office development consisting of interim, permitted and special uses), for which final site plan approval is given after the date of concept plan approval; (ii) for 1,750,000 square feet of any new development in this portion of the CDD (including development consisting of interim, permitted and special uses, but excluding hotel uses), for which final site plan approval is given after the date of concept plan approval; or (iii) for 3,250,000 square feet of any new development in this portion of the CDD and/or in the Arlington County portion of the Potomac Yard (including development consisting of interim, permitted and special uses, but excluding hotel uses), for which final site plan approval is given after the date of concept plan approval

- (e) East Glebe Road¹¹ -----Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay G
- (f) Swann Avenue----- Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay H
- (g) Custis Avenue ----- Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay I
- (h) Howell Avenue ----- Construction shall be completed by the date or event described in the initial preliminary development plan approval for landbay J

Sewers

- (i) Trunk Sewer¹² (to the wastewater ----- See paragraphs 22 and 23 below treatment plant operated by the Alexandria Sanitation Authority)
- (j) Collection System¹³ ----- See paragraph 24 below

¹¹ The streets addressed in subparagraphs (e) through (h) are east-west streets that are to be constructed within the CDD.

¹² The Trunk Sewer is defined in paragraph 22 below.

¹³ The Collection System is defined in paragraph 24 below.

(k) Stormwater sewers ----- See paragraph 26 below

Stormwater Treatment

(l) Master stormwater quality concept----- See paragraph 27 below plan

Open Space Improvement

Commencement or Completion Date/Event

(m) Braddock Field¹⁴ ----- A preliminary development plan for the construction of this field shall be submitted to the City within four months of CAP's receipt of all necessary City and School Board consents to use public property on the site of the George Washington Middle School (see note 14); a final development plan shall be submitted to the City within two months of preliminary development plan approval; construction shall commence within three months of City approval of such final development plan, and shall thereafter be diligently pursued to completion.

(n) Monroe Fields (final fields) ----- In the event the City determines not to assume responsibility for the Plan Cost Difference under paragraph 1 above, a preliminary development plan shall be submitted to the City within three months of such determination, a final development plan shall be submitted to the City within two months of the approval of the preliminary development plan, and construction shall be commenced within three months of the approval of the final development plan and thereafter diligently pursued to completion; in the event the City determines to assume responsibility for the Plan Cost Difference under paragraph 1 above, construction shall commence within three months of completion of construction of the New Route 1 Connector and there-after be diligently pursued to completion.

¹⁴ Braddock Field includes public land that is currently part of George Washington Middle School. The improvement of Braddock Field, therefore, requires the cooperation and consent of the City and the School Board.

- (o) Monroe Fields (interim fields)¹⁵ ----- A plan for the construction of these fields shall be submitted to the City within four months of concept plan approval; construction shall commence within three months of City approval of such plan, and shall thereafter be diligently pursued to completion
- (p) Pedestrian Bridge across rail tracks-- ~~Potomac Yard Development LLC (“PYD”), or its successors, shall submit the pedestrian bridge design and location and all applicable documents for the pedestrian bridge across the WMATA and CSX rail tracks by March 1, 2008. The design of the pedestrian bridge shall be in consultation with the Potomac Yard Design Advisory Committee and the Park and Recreation Commission. The bridge design and location for the pedestrian bridge shall require review and approval by the Planning Commission and City Council. Construction of the pedestrian bridge shall commence prior to preliminary site plan approval for any development in Landbay I or J, except for the site area already approved in Landbay I pursuant to DSUP# 2004-0048. If the City has not approved the bridge design and location for the pedestrian bridge prior to October 31, 2008, PYD, or its successors, shall make a monetary payment including a reasonable cost escalation clause to the City equivalent to the design, construction and all applicable costs of the pedestrian bridge, such costs shall be mutually agreed upon by the City and PYD. The monetary payment shall be made prior to preliminary site plan approval for any future development in Landbay I or J, except for the site area already approved in Landbay I pursuant to DSUP# 2004-0048~~
Potomac Yard Development LLC (“PYD”), or its successors, shall design and construct the pedestrian bridge across the WMATA and CSX rail tracks for future dedication to the City in compliance with

¹⁵ The final Monroe Fields are unlikely to be constructed for many years. Therefore, CAP shall construct two fence-enclosed, regulation-size interim soccer fields, with parking for 65 vehicles and vehicular access to Route 1, at a location within the portion of the CDD west of the relocated rail lines which is approved by the Director of P&Z. Once the construction of these fields has been accepted by the City, the fields shall be operated and maintained by the City. These interim fields shall remain in use until construction of the final Monroe Fields is completed or, if earlier, the City determines no longer to utilize the interim fields.

SUP #2008-0028. Design and construction activities shall be deferred until the findings of the Potomac Yard Metrorail Station Feasibility Work Group are complete and a determination is made by the City whether to proceed with a Metrorail station. PYD, or its successors, shall initiate design within 90 days of the City's determination.

PYD, or its successors, shall initiate design within 90 days of the City's determination with the following understanding:

In the event that the determination is made to not proceed with a Metrorail station on the proposed site, or to proceed with a Metrorail station on the site that does not include pedestrian access as an integrated design element, then PYD or its successors shall commence construction of the pedestrian bridge on the location proposed in SUP#2008-0028 within 12 months of the City's determination.

In the event that a Metrorail station will be constructed on the site, PYD or its successors shall coordinate with the City to design and build the bridge as part of the station design and construction or shall make a monetary payment including a reasonable cost escalation clause to the City equivalent to the design, construction and all applicable costs of the pedestrian bridge that would have been constructed pursuant to SUP 2008-0028.

- (q) Potomac Yard Linear Park¹⁶ ----- Construction shall occur in conjunction with the development of each landbay which is adjacent to the Linear Park, and shall be completed by the date or event described in the initial preliminary development plan approval for the landbay; provided, that construction of the entire park shall be completed before the approval by final site plan of 2.5 million square feet of new development within the CDD

¹⁶ Potomac Yard Linear Park is the portion of Potomac Yard Park that lies along the rail lines on the east side of the Yard. It does not include Braddock Park, Monroe Field No. 1 or Monroe Field No. 2, all of which are also part of Potomac Yard Park.

- (r) Rail Park ----- Potomac Yard Development LLC, (“PYD”), shall construct or dedicate Rail Park – at the City’s option, prior to the issuance of a certificate of occupancy for any future development in Landbay I or J, except for the site area in Landbay I already approved pursuant to DSUP#2004-0048. PYD or its successors, shall submit a *proposal for rail park or an alternative off-site dog park plan in another landbay consistent with the intent of the Potomac Yard Urban Design Guidelines* with all applicable documentation prior to March 1, 2008. The *proposal* shall require review and approval by the Planning Commission and City Council. Construction of the *approved* plan shall commence prior to preliminary site plan approval for any future development in Landbay I or J, except for the site area in Landbay I already approved pursuant to DSUP#2004-0048. If the City has not approved the *proposal* prior to October 31, 2008, PYD, or its successors, shall make a monetary payment including a reasonable cost escalation clause to the City equivalent to the design, construction and all applicable costs of the improvements to Rail Park as described in the Potomac Yard Urban Design Guidelines, such cost shall be mutually agreed upon by the City and PYD. The monetary payment shall be made prior to preliminary site plan approval for any future development in Landbay I or J, except for the site area already approved in Landbay I pursuant to DSUP#2004-0048
- (s) Potomac Greens Park ----- Construction shall occur in conjunction with the development of landbay “A,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (t) Howell Park ----- Construction shall occur in conjunction with the development of landbay “J,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay

- (u) Swann Finger Park ----- Construction shall occur in conjunction with the development of landbay “H,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (v) Custis Finger Park ----- Construction shall occur in conjunction with the development of landbay “I,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (w) Neighborhood Parks ----- Construction shall occur in conjunction with the development of the landbay in which the particular neighborhood park is located, and shall be completed by the date or event described in the initial preliminary development plan approval for the landbay
- (x) Landbay “C” landscaping ----- Construction shall occur in conjunction with the development of landbay “A,” and shall be completed by the date or event described in the initial preliminary development plan approval for this landbay
- (y) Landbay – N -----The approximately 2.78 acre Landbay N shall be dedicated to the City for passive open space purposes prior to preliminary development special use permit approval of Landbay H, I , J and/or L. Alternatively, a perpetual open space access easement shall be granted to the City for Landbay N prior to the preliminary development special use permit approval of Landbay H, I , J and/or L

15A. **Possible Future School Site**

- (a) A portion of the component of Potomac Yard Park consisting of Monroe Fields No. 1 and No. 2 — the portion to be identified by the Director of P&Z and the Superintendent of the Alexandria Public Schools (“ACPS”), and not to exceed three acres — shall be reserved and made available for the construction of a new ACPS school if, in the future, it is jointly determined by the city council and the school board to locate a new school at this site. If such a determination is made, and it is further determined by the council and board that more than the reserved land is needed for construction of the new school, then up to an additional two acres of adjacent land will be made available for the new school. Notwithstanding the prior provisions of this paragraph, the area that is identified

by the Director and Superintendent shall be improved in accordance with the operative concept plan and paragraphs 15(n) and 15(o) above, and shall thereafter be both maintained as public open space and utilized for active recreation purposes until such time as it is determined to utilize the area for a new ACPS school.

- (b) In recognition of the possibility that, in the future, a portion of Potomac Yard Park may be removed from active recreational use and placed in school use, CAP shall improve an area of approximately three acres, for active recreational use, in the Potomac Yard linear Park (see note 15), in the general vicinity of land bays “H” and “I,” and at a specific location to be determined by the Director of P&Z. The size of this area and the precise nature of these recreational improvements shall be determined by the Director of P&Z, after consultation with the City’s Parks and Recreation Commission, the Director of Recreation, Parks and Cultural Affairs, and CAP. Construction of these improvements shall occur at the time that development in this portion of the Linear Park is to occur under paragraph 15(q), and shall comply with applicable design guidelines.
16. A separate preliminary development plan shall be submitted by CAP for each of the open space areas that is to be dedicated to the City (see paragraph 7 above). The plan shall be considered by the Planning Commission and City Council, pursuant to the provisions of section 5-600 of the Zoning Ordinance.
17. A Potomac Yard Design Advisory Committee (the “PYDAC”) shall be established to assist the city in reviewing applications for preliminary development plan approval.
- (a) The Potomac Yard design advisory committee shall consist of nine members appointed by the city council, pursuant to title 2, chapter 4 of the Code of the City of Alexandria, Virginia, 1981, as amended, for staggered terms of two years. The committee shall include two members representing the Potomac East area; two members representing the Potomac West area; two members representing the Potomac Yard area; one member representing the business community, and two qualified professionals skilled in architecture or urban design.
 - (b) The purpose of the Potomac Yard design advisory committee is to review applications for preliminary development plan special use permit approval under this ordinance, within CDD No. 10 Potomac Yard/Greens, for compliance with the urban design guidelines applicable therein, and make recommendation on such applications to the planning commission and city council through the director.
 - (c) The director shall send a copy of any proposed preliminary development plan for the CDD to the committee, and the committee shall send its comments to the director in time to be sent to the planning commission together with the staff report on the proposed plan. Each applicant for a preliminary development plan approval shall be encouraged to discuss its proposal with

the committee, including prior to the filing of an application for approval of a preliminary development plan.

- (e) The committee shall establish a regular schedule which provides for meetings at least once per calendar quarter. Additional meetings may be scheduled by the chair of the committee, in consultation with the director.
- (f) Section 2-4-7(f) of the City Code, which prohibits a person from serving on more than one standing committee, shall not apply to service on the Potomac Yard design advisory committee; provided, however, that this subsection shall expire on December 18, 2007.

Permitted/Special/Interim Use

- 18. The Avis and GSA facilities presently located within the Potomac Yard are acknowledged to be, and shall be treated as, existing permitted uses. Nonetheless, in the event that compliance with the schedule in paragraph 15 above requires the construction of an infrastructure or open space improvement in the area occupied by one or both of these existing uses, then whatever modifications to these uses are required to accommodate the required improvement shall be made; if such modifications are not made, no further development in the CDD pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan may proceed. Further, unless approved as interim uses as part of the approval of the first preliminary development plan for the landbay in which they are located, the Avis and GSA facilities shall cease operation within 180 days of the date of approval for that preliminary plan.
- 19. Land uses not approved in the Concept Plan or, if in effect, the Alternative Concept Plan, which are proposed for a landbay in the CDD for which no preliminary development plan (other than a development plan addressing only the development of open space) has been approved, shall be evaluated under the provisions in the Zoning Ordinance for the underlying zone applicable to the landbay. If defined as a special use under those provisions, such uses shall require a special use permit and, if defined as a permitted use, shall only require site plan approval; provided, that no such uses may proceed if they would “preclude development consistent with the conceptual design plan” (section 5-603(A)(1) of the Zoning Ordinance). A proposed permitted or special use shall be determined to “preclude development consistent with the conceptual design plan” if:
 - (a) development pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan, and in the landbay where the proposed use is to be located, is expected to commence before the expiration of the period during which the proposed use will be permitted to, or is reasonably expected to, continue;
 - (b) the use is proposed for a landbay that is adjacent to a landbay for which a preliminary development plan has been approved by City Council, and the Director of P&Z determines that the proposed use is incompatible with one or more of the uses identified in that approved development plan; or

- (c) the use, if undertaken, would preclude the delivery of an infrastructure improvement identified in paragraph 15 above by the time set out in that paragraph.
- 20. Any land use that is lawfully existing in a landbay within the CDD, whether as a permitted or special use, at the time the first preliminary development plan for the landbay (other than a development plan addressing only the development of open space) is submitted to the City shall be eligible to be approved as an interim use, as part of City Council's approval of the preliminary development plan. No other land uses shall be eligible for approval as interim uses within the landbay.

Affordable Housing

- 21. Every preliminary development plan shall meet the requirements of the city-wide affordable housing policy that is in effect as the time the plan is submitted.

Sanitary and Storm Sewer

- 22. No preliminary development plan for any landbay west of the relocated rail lines, or for any portion of a landbay, which proposes the construction of a building or buildings pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan, shall be approved by City Council until (i) a new sanitary sewer line (the "Trunk Sewer") from Potomac Yard to the Alexandria Sanitation Authority ("ASA") wastewater treatment plant has been designed by CAP to the satisfaction of the Director of T&ES and the Engineer/Director of ASA, and (ii) construction of the sewer has commenced. No Certificates of Occupancy shall be issued for any building, structure or facility within any landbay west of the relocated rail lines until the Trunk Sewer has been completed, has been accepted by the City, and is in service; provided, that, notwithstanding the status of the Trunk Sewer, certificates may be issued for buildings, structures or facility within landbay "F" (the Retail Center at the north end of the Yard), and within the warehouse complex in the Yard located generally to the east of the intersection of Route 1 Howell Avenue, which are buildings, structures or facilities that the City understood, at the time the sewage retention tank at the Four Mile Run Pump Station was constructed, were to be served by that retention tank.
- 23. At a minimum, the Trunk Sewer shall be designed and constructed in conformance with the following: (i) the length of the forced main and associated facilities (such as pump stations) shall be minimized; (ii) the Trunk Sewer shall be a gravity sewer for the maximum distance possible within the limits of current technology; (iii) the Trunk Sewer shall accept all the sewage now flowing to the ASA River Road Pump Station; (iv) the Trunk Sewer shall be capable of accepting a portion (to be determined by the Director of T&ES) of wet-weather flows from ASA's Four Mile Run Pump Station; (v) the Trunk Sewer shall be capable of accepting all flows from the Slater's Village/Potomac Greens Pump Station (Slater's Village is also known as Old Town Greens); and (vi) the Trunk Sewer shall be capable of accepting all the sewage from the Retail Center in landbay "F" in the event any portion of the retail center continues in operation beyond January 1,

2018. Further, the Trunk Sewer shall be built on an alignment designated by the Director of T&ES and the Engineer/Director of ASA. The closure of travel lanes on City streets and the disruption of neighborhood activities shall be minimized during construction of the Trunk Sewer.
24. No preliminary development plan for any landbay west of the relocated rail lines, or for any portion of a landbay, which proposes development pursuant to the Concept Plan or, if in effect, the Alternative Concept Plan, shall be approved by City Council until a gravity/forced main sanitary sewer collection system (the "Collection System") has been designed by CAP to the satisfaction of the Director of T&ES and the Engineer/ Director of ASA, and construction of the system has commenced. At a minimum, the Collection System shall be designed to: (i) minimize the amount of forced mains and associated facilities, such as pump stations; (ii) redirect sewage flows from the ASA River Road Pump Station, and a portion (to be determined by the Director of T&ES) of wet-weather flows from the Four Mile Run Pump Station, to the Trunk Sewer; and (iii) redirect flows from the Retail Center in landbay "F" to the Trunk Sewer, in the event any portion of the Retail Center continues in operation beyond January 1, 2018.
25. No final site plan for any development within the CDD east of the relocated rail lines, shall be approved by the City, unless one of the following events has occurred:¹⁷
- (a) a new gravity sanitary sewer has been constructed by CAP from the termination point of the forced main in Slater's Lane to the existing City sewer in Lee Street, and this new sewer has been accepted by the City and is in service; or
 - (b) the forced main from the Slater's Village/Potomac Greens Pump Station has been redirected to connect with the Trunk Sewer, and the Trunk Sewer has been accepted by the City and is in service.
26. All storm drainage systems within the CDD shall conform to the Potomac Yard Master Drainage Plan approved by the City on October 25, 1996.
27. Prior to the submission of the first preliminary development plan for any landbay within the CDD west of the relocated rail lines, a master stormwater quality concept plan for the CDD, which includes stormwater quality calculations, a description of the best management practices ("BMPs") proposed to be employed and the location of those BMPs, shall be submitted to and approved by the Director of T&ES.
28. Prior to the removal or abandonment of any existing storm or sanitary sewer that is located within the CDD, a replacement sewer shall be in place and in service, and all necessary dedications and easements relating to the replacement sewer shall have been granted and recorded.

¹⁷ This paragraph is a restatement of condition # 47 of SUP 97-0010. That SUP approved the Old Town Greens residential development now under construction between Slater's Lane and Potomac Greens, and it remains in effect.

Transportation¹⁸

29. Shuttle bus service to and from the Braddock Road Metro station and/or the Metro station in Crystal City shall be provided. The nature and extent of this service, the time when it shall commence, the time when it may terminate and similar issues shall be assessed and determined by the City in conjunction with its review of transportation management plan amendments which CAP must file along with its applications for preliminary development plan approvals.
30. (a) Unless and until otherwise authorized by the City as an amendment to the operative concept plan, CAP shall reserve, and shall undertake no activities (except those reasonably required for maintenance and others approved by the Director of T&ES) in, an area in the CDD, between Potomac Greens and the Potomac Yard, that would be suitable for the location of a WMATA rail station (the “Metro Site”). In order to reserve the Metro Site in this manner, CAP shall convey a deed of easement to the City, or any other party identified by the City, which entitles the grantee to use or to authorize the use of the site for a WMATA rail station and for any ancillary purposes. The deed of easement shall also provide for reasonable access to the Metro site, by users of a rail station on the site, from both the adjacent Potomac Greens site and the adjacent Potomac Yard. Within 60 days of the approval of the concept plan for this CDD, CAP shall submit to WMATA a drawing which shows, and a statement which describes the boundaries of the Metro Site, and conveys CAP’s view that the Metro Site contains sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station. CAP shall thereafter request, and diligently pursue, from WMATA a certification that the Metro Site contains sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station; provided that, with respect to this requirement for a WMATA certification, CAP shall be considered to have not satisfied the requirement only if WMATA affirmatively states that the Metro Site does not contain sufficient land for the construction of a WMATA rail station and for reasonable bus, pedestrian and bicycle access to the station.
- (b) In the event funding from sources other than CAP becomes available in the future for the construction of a WMATA rail station at the Metro Site, and the City concurs in the decision to proceed with such construction, CAP shall: (i) convey the Metro Site to WMATA, or another entity identified by WMATA, at no cost to the grantee party, for construction of a rail station (the “WMATA Conveyance”); (ii) if requested by the City, cooperate in the establishment of a special service tax district, or another district or area having a comparable purpose, within the CDD, or a portion thereof, to assist in financing the construction of the rail station, in

¹⁸ Most transportation conditions for the CDD have been recommended for inclusion in the Transportation Management Plan special use permit.

accordance with the requirements of law; and (iii) to the maximum extent feasible, re-locate the uses in landbays G and H, as shown in the Concept Plan and the Alternative Concept Plan, in order to increase the utilization of the WMATA station by persons residing and working in these landbays. In the event that CAP, other than in a WMATA Conveyance, conveys any of the Metro Site property to another party, it shall ensure that the reservation required, and the other obligations imposed upon it, by this paragraph 30 shall continue and shall be binding upon the grantee party.

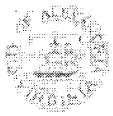
- 30A. In the event that funding from sources other than CAP becomes available in the future for a light rail or another similar transit system (apart from a heavy rail system that is addressed by paragraph 30 above) within the CDD, and the City concurs in a decision to proceed with the implementation of such a system, CAP shall, if requested by the City, cooperate in the establishment of a special service tax district, or another district or area having a comparable purpose, to assist in financing the system's implementation, in accordance with the requirements of law. In addition, at no time shall CAP undertake any activities within any of the rights-of-way that are shown in the operative concept plan, or within any of the open spaces shown in such plan that are to be dedicated to the City, that would preclude the construction or operation of a light rail or another similar transit system; provided, that in the event of such an activity, every effort shall be made to accommodate the intent of the design guidelines. Nothing in this paragraph shall affect activities undertaken pursuant to the operative concept plan outside of the rights-of-way and open spaces identified above.
31. The New Route 1 Connector, between its intersection with Slater's Lane and with the existing Route 1 (in the vicinity of Howell Avenue), shall provide, on both sides of the roadway, a minimum 8-foot walkway for use by pedestrians and bicycles.
32. Any traffic signalization proposed by CAP and approved by the Director of T&ES, or required by the Director, shall be shown on the final site plan for the portion of CDD in which or adjacent to which the signalization is to be installed. The costs to acquire and install all traffic signalization equipment that is approved or required by the Director shall be the responsibility of CAP, and payment of such costs shall be made to the City prior to the release of the site plan showing the signalization. Any signalization approved or required by the Director shall be installed and properly operating prior to the issuance of a certificate of occupancy for any building which is to be served by the signalization.

Miscellaneous

33. All utilities serving the CDD, whether located within or outside of the CDD, shall be placed underground, and the cost of doing so shall be the responsibility of CAP.
34. A permanent storage area within the CDD, no smaller than 20 feet by 20 feet, shall be made available by CAP for use by the City to place, on a short-term basis, sweeper debris. The area shall be acceptable to the Director of T&ES, and shall be made available to the City at the time a certificate of occupancy for 1.5 million square feet of new

development within the CDD has been issued. The storage area shall be easily accessible by street sweeping and debris removal equipment, and may be incorporated in the waste disposal area of a building within the CDD.

35. If the Alternative Concept Plan becomes the operative concept plan for the CDD, CAP shall work with the City in the relocation of the Virginia Power substation, presently located at the west end of the Monroe Avenue bridge, to a new location along the existing Virginia Power underground transmission corridor, in order that pedestrian-oriented buildings may be constructed along the entire Monroe Avenue frontage facing Simpson Fields. The substation shall be architecturally integrated into the surrounding CDD development to the satisfaction of the Director of P&Z.
36. CAP shall be responsible for updating the Concept Plan Sheet and Concept Plan Design Guidelines, and the Alternative Concept Plan Sheet and the Replacement Pages (see paragraphs 2 and 3 above), so that these documents are current at all times. Before the very first preliminary development plan is filed with the City pursuant to this concept plan approval, CAP shall provide the City with two copies of the Concept Plan Sheet and Concept Plan Design Guidelines, and the Alternative Concept Plan Sheet and the Replacement Pages, which reflect the Concept Plan and Alternative Concept Plan approved by City Council. Thereafter, within 30 days of any modifications being approved to the Concept Plan and/or the Alternative Concept Plan, whether approved by City Council or approved pursuant to a concept plan condition, CAP shall file with the City two updated copies of the Concept Plan Sheet and the Concept Plan Design Guidelines, and if appropriate two updated copies of the Alternative Concept Plan Sheet and the Replacement Pages, which reflect the approved modifications. CAP shall not be able to file any application for preliminary development plan approval within the CDD unless fully updated and current concept plan documents have been previously provided to the City.
37. Any inconsistencies in the approved concept plan design guidelines shall be resolved by the Director of P&Z.
38. Notwithstanding any contrary provisions in the Zoning Ordinance, both the approved Concept Plan and, in the event it becomes the operative concept plan for the CDD pursuant to paragraph 1 above, the approved Alternative Concept Plan shall remain valid for 25 years from the date of City Council approval of the Concept Plan.



APPLICATION

CDD DEVELOPMENT CONCEPT PLAN

CDD # 2008-0004

[must use black ink or type]

PROPERTY LOCATION: Potomac Yard Landbay E, D and K
TAX MAP REFERENCE: 25.04-01-04,05,06 and 07; **ZONE:** CDD #10
25.02-01-037; 8.03-02-01 and 02
APPLICANT'S NAME: Potomac Yard Development LLC
ADDRESS: 2403 Jefferson Davis Highway
PROPERTY OWNER NAME: Potomac Yard Development LLC
ADDRESS: 2403 Jefferson Davis Highway

REQUEST: Amend CDD #2008-001 condition #8 to permit alterations to Landbay E consistent with the Four Mile Run Master Plan and condition 15(p) to revise the timing of construction for the pedestrian bridge in light of the Metro feasibility task force efforts.

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.
Potomac Yard Development, LLC

by: M. Catharine Puskar, Attorney/Agent

Print Name of Applicant or Agent
WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, PC
2200 Clarendon Boulevard, 13th Floor
Mailing/Street Address

Arlington, Virginia 22201
City and State

M. Catharine Puskar

Signature
PC

(703) 528-4700
Telephone #

22201
Zip Code

(703) 525-3197
Fax #

November 5, 2008
Date

DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

Application Received: _____

Date and Fee Paid: 11/13/08 \$ 2000

ACTION - PLANNING COMMISSION: _____

ACTION - CITY COUNCIL: _____

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Statement of Justification to Support Amendment to CDD #2008-001

The Applicant requests an amendment to CDD #2008-001 condition #8 to permit alterations to Land Bay E consistent with the Four Mile Run Master Plan and to condition #15(p) to revise the timing of construction for the pedestrian bridge in light of the Metro Feasibility Task Force efforts.

Condition #8, which was approved with the original CDD 99-001 in 1999 and amended as to timing as part of CDD #2008-001 in June of 2008, requires Potomac Yard Development LLC ("PYD") to make Land Bay E available to others for commercial recreational uses at market rates or for an alternative recreational amenity constructed by PYD. Since the original approval of this condition, the Four Mile Run Restoration Master Plan, which was a collaborative effort between Alexandria, Arlington, the Northern Virginia Regional Commission and the Army Corps of Engineers was adopted by the Alexandria City Council on March 18, 2006. In working with the City to determine programming for Land Bay E in satisfaction of condition #8, it became apparent that the requirement set forth in the original CDD condition, as amended was inconsistent and/or premature in terms of the vision and timing set forth for realizing the Four Mile Run Restoration Master Plan. However, there is an immediate need for certain infrastructure improvements to facilitate implementation of the Plan. One of those needs is for demolition of Bridge B. PYD asks that, in satisfaction of its obligation relative to Land Bay E, condition #8 be amended to require the demolition of Bridge B and dedication of Land Bay E to the City as set forth in the attached proposal.

Condition #15(p), which was approved with the original CDD 99-001 and amended as to location and timing as part of CDD #2008-001 in June of 2008, requires PYD to commence construction of the pedestrian bridge prior to preliminary site plan approval for Land Bay I or J. PYD has been working on a DSUP with preliminary site plan approval for a portion of Land Bay I and J for some time and the application is scheduled to go to hearing in January of 2009. Since the approval of the pedestrian bridge in June, there has been a change in circumstance, in that the Potomac Yard Small Area Plan Review for the retail center redevelopment and Land Bay L has been accelerated. A major component of that study is the consideration of a new Metro station at Potomac Yard in the location reserved pursuant to CDD 99-001, as amended. In addition, a Metro feasibility task force has been convened to review the financial and technical issues associated with the potential new metro station. In discussing the matter with staff, it was determined that to begin construction of the pedestrian bridge in the location where a new metro station might be built would be premature. The Applicant requests that timing for any requirements associated with the pedestrian bridge be deferred until a determination is made regarding a new station in Potomac Yard. If the determination is not made by June 1, 2010, PYD requests the ability to make a monetary payment to the City equivalent to the design, construction and all applicable costs of the pedestrian bridge, which costs shall be mutually agreeable to the City and PYD.

Proposal for Four Mile Run

February 7, 2008

In satisfaction of its obligation under the requirements of CDD 99-0001 Condition 8, Potomac Yard Development, LLC ("PYD") offers the following proposal to the City:

- PYD will prepare plans and obtain all necessary approvals for the demolition of the span for Bridge "B". The City will assist PYD in coordinating and obtaining the necessary approvals from Arlington County, the Corps of Engineers and any other outside agencies for demolition of the span for Bridge "B";
- PYD will demolish the span for Bridge "B";
- The abutments for Bridge "B" will remain in place as they are an integral part of the retaining wall;
- PYD will dedicate Landbay E (Four Mile Run) to the City.