



ARLINGTON COUNTY, VIRGINIA

**County Board Agenda Item
Meeting of July 19, 2008**

DATE: July 16, 2008

- SUBJECTS:**
- A. GP-317-08-1 GENERAL LAND USE PLAN AMENDMENT: from “Service Industry” (Wholesale, storage, and light manufacturing uses, including those relating to building construction activity) to “Medium” Office-Apartment-Hotel (up to 2.5 F.A.R. Office Density, up to 115 units/acre Apartment Density, up to 180 units/acre Hotel Density) for a property known as 1201 South Hayes Street and 1200 South Fern Street (RPC #35-004-001), generally located in the area bounded by 12th Street South, South Fern Street, 15th Street South, and South Hayes Street.

 - B. Z-2536-07-1 REZONING: PL Pentagon LLC c/o Kimco Realty Corporation from “M-1” (Light Industrial Districts) to “C-O-2.5” (Commercial Office Building, Hotel and Apartment Districts); 1201 South Hayes Street and 1200 South Fern Street (RPC #35-004-001).

 - C. SP #297 PHASED DEVELOPMENT SITE PLAN: PL Pentagon LLC c/o Kimco Realty Corporation, construct approx. 776,982 sq ft office, approx 327,070 sq ft retail, approx. 600 dwelling units, approx. 250 hotel rooms; 1201 S. Hayes St., 1200 S. Fern St., (RPC #35-004-001)

Applicant:

PL Pentagon LLC c/o Kimco Realty Corporation

By:

Martin D. (Art) Walsh, Agent
Walsh, Colucci, Lubley, Emrich, & Walsh, P.C.
2200 Clarendon Boulevard, Suite 1300
Arlington, Virginia 22201

C.M. RECOMMENDATIONS:

1. Adopt the attached resolution to approve the General Land Use Plan amendments to change the designation of the Property from “Service Industry” (Wholesale, storage,

County Manager: _____

County Attorney: _____

Staff: Samia Byrd, DCPHD, Planning Division
Deborah Albert, DCPHD, Planning Division
Robert Gibson, DES, Division of Transportation

PLA-5005

and light manufacturing uses, including those relating to building construction activity) to “Medium” Office-Apartment-Hotel (up to 2.5 F.A.R. Office Density, up to 115 units/acre Apartment Density, up to 180 units/acre Hotel Density) for a property known as 1201 South Hayes Street and 1200 South Fern Street (RPC #35-004-001), generally located in the area bounded by 12th Street South, South Fern Street, 15th Street South, and South Hayes Street.

2. Adopt the attached resolution to approve the rezoning request from “M-1” (Light Industrial Districts) to “C-O-2.5” (Commercial Office Building, Hotel and Apartment Districts); 1201 South Hayes Street and 1200 South Fern Street (RPC #35-004-001).
3. Approve the phased development site plan request to construct approx. 776,982 sq ft office, approx 327,070 sq ft retail, approx. 600 dwelling units, approx. 250 hotel rooms; 1201 S. Hayes St., 1200 S. Fern St., (RPC #35-004-001), subject to the conditions of the staff report.

ISSUES: Pursuant to approval of a General Land Use Plan Amendment and a rezoning request, the site commonly referred to as the Costco site, Pentagon Centre would be redeveloped as mixed use, high density development under a Phased Development Site Plan. The proposed GLUP Amendment, rezoning and Phased Development Site Plan are generally consistent with adopted plans and policies.

SUMMARY: Pentagon Centre is proposed for redevelopment as a mixed-use, high density development with approval of a Phased Development Site Plan (PDSP). The PDSP envisions a mix of office, retail, residential and hotel uses, public open spaces, a new network of streets that would break up the nearly 17-acre superblock, and other amenities that would be implemented in three (3) phases as long-term leases of existing on-site retail tenants and Costco expire. The site is currently designated as “Service Industry” on the County’s General Land Use Plan (GLUP) and zoned “M-1” Light Industrial District. The applicant is requesting to amend the GLUP to “Medium” Office-Apartment-Hotel and to change the zoning to “C-O-2.5” Commercial Office Building, Hotel, and Apartment District, which would be consistent with the requested GLUP designation. The site was studied by the 1997 Pentagon City Planning Task Force, and further reviewed by the Long-Range Planning Committee of the Planning Commission in 2007. This review resulted in the development of the *Pentagon Centre Site Guiding Principles*, which have been articulated and illustrated in the proposed *Pentagon Centre Urban Design Guidelines*. The PDSP provides a means of guiding the site’s future redevelopment that would otherwise not be realized if the site were to be redeveloped by-right or limited to development under a single site plan with no means to otherwise coordinate redevelopment for the entire site. The GLUP Amendment and rezoning of the site would allow for the vision for Pentagon City as a mixed use, high density community to be realized, which would otherwise not occur under the site’s current GLUP designation of “Service Industrial” and zoning of “M-1” Industrial districts. Retaining the existing designation and zoning classification would not allow for the redevelopment of the site as proposed in the PDSP and would restrict development in the future to 1.5 FAR and industrial uses. The proposed GLUP amendment and rezoning are compatible with the balanced mix of uses, and urban design and neighborhood character described in the Guiding Principles.

As proposed, the PDSP would provide for development compatible and complimentary to the development of Pentagon City immediately surrounding the site and would be consistent with both approved and proposed plans, policies, guidelines and County goals. This includes providing mixed use, high density development around Metro Stations. Therefore staff recommends that the GLUP amendment, rezoning request be approved and accompanying resolutions be adopted and the PDSP with the accompanying *Pentagon Center Site Guiding Principles* and *Pentagon Centre Urban Design Guidelines* be approved subject to the conditions of the staff report.

BACKGROUND: A Phased Development Site Plan (PDSP) is proposed for the redevelopment of Pentagon Centre, the parcel at the geographic center of Pentagon City. It is proposed that with approval of a PDSP, the site would be redeveloped with a mix of uses and higher density and height than could be developed by-right. The proposed PDSP would be implemented with approval of a rezoning request and General Land Use Plan (GLUP) amendment, as well as planning principles and urban design guidelines established for the site.

Site: The 731,873 (16.8 acres) sq ft site often referred to as the Costco site, is located at 1201 S. Hayes Street and 1200 S. Fern Street with the following boundaries and adjacent uses:

- To the north: 12th Street, South; Lincoln Properties MCI Buildings
- To the west: S. Hayes Street; The Fashion Center at Pentagon City
- To the east: S. Fern Street; Metropolitan Park, Residential Development
- To the south: 15th Street, South; South Hampton Condominiums

Zoning: “M-1” Light Industrial District.

General Land Use Plan Designation: “Service Industry”.

Neighborhood: Aurora Highlands Civic Association.

The subject site is the location of the Pentagon City Metro station, is in proximate location to the Ronald Reagan Washington National Airport and provides direct access to major arterials and highways. The site is also located south of the Pentagon, due west of Crystal City, and is immediately adjacent to office uses, residential development, an 11-acre park, and regional and local retail and shopping. In this regard the site’s prominent location makes it a major gateway for Arlington and the Washington, D.C. metropolitan area.

Site History: Pentagon Centre is a significant parcel of land to be redeveloped in Arlington particularly in the context of development in the Pentagon City Metro Station Area. With the planned development of Metro, in 1976 a Phased Development Site Plan (PDSP) was approved along with a General Land Use Plan Amendment and zoning changes for the then mostly vacant Pentagon City, the area bound by Army-Navy Drive to the north, S. Eads Street to the east, 18th Street South to the south and S. Joyce Street to the west. The Pentagon City PDSP provides for

the development of the 116-acre area as a high-density, mixed use community around the Metro station, and is being implemented today through the application and approval of Final Site Plans for the specific parcels of land identified in the master plan. However, the Pentagon City PDSP excluded the subject site, Pentagon Centre. At the time that the Pentagon City PDSP was established and approved, the subject site was under ownership different from that of the remainder of the area. The subject site was owned by Western Electric, who at that time preferred the property remain planned and zoned for industrial uses. Thus, with implementation of the PDSP established for Pentagon City, development has occurred in the entire area surrounding the subject site but not at the center of Pentagon City, the location of the Metro station. The only development that has occurred on the Pentagon Centre site since the time that the Pentagon City PDSP was approved was the conversion of the Western Electric property to the Price Club/Pentagon Centre retail development, a 1993 by-right development.



The current developer, Kimco Realty Corporation acquired the site in 2004 with the intent of developing by-right or by-site plan, the addition of office uses while retaining the by-right retail development of 1993. With the interest in providing for office use on site, and the need to understand the site's potential for future coordinated redevelopment in the context of the broader Pentagon City, a PDSP was proposed for the parcel. The proposed PDSP would include phases of development to accommodate the existing retail development and not preclude its continued use but also provide for the phasing in of other uses in the interim, until such time as complete redevelopment would occur. Thus, while a PDSP is typically proposed to coordinate development of sites that are larger than 20 acres, given the site's history, significance to Pentagon City and critical role in defining and identifying the area, a PDSP is proposed for the nearly 17-acre Pentagon Centre site to establish a vision and guidelines for the future redevelopment consistent with and complementary to that established for Pentagon City.

Existing Development: The site’s current by-right development is comprised of a 337,900 sq ft retail center in one building footprint and 1,145 surface and structured parking spaces. The retail center is occupied by several big box retailers, restaurants and wholesale retailer, Costco.

Existing Retail Development	GFA (Square Feet)
Costco	169,500
Marshall’s	42,100
Best Buy	36,500
Linens N’ Things	33,900
Borders	32,000
Cozone	8,200
Cheveys	7,900
California Pizza Kitchen	6,200
Starbucks	1,600
TOTAL	337,900

As of 2008, the existing tenant leases are due to expire in 18 to 24 years for the big box retail tenants and at least 40 years for Costco. The existing tenant’s long-term leases include requirements for parking, access, visibility, and signs, and restrictions related to use and building modifications. Under the proposed PDSP, the existing development would remain in continued operation until such time as leases expire and redevelopment could occur on the area of the site where the existing structure exists.



Development Potential: The site’s current “M-1” Light Industrial zoning district permits a by-

right maximum density of 1.5 FAR (1,097,809 sq ft). Such density could include wholesale, storage, light and limited industrial uses as well as some local, service and restricted commercial uses. As indicated above, existing development on-site accounts for 337,900 sq ft of the maximum permitted by-right density. If by-right development was pursued maintaining the existing development, there would be an additional 759,909 sq ft of density available. Under “M-1”, the maximum permitted height for any building is 75 feet with setback requirements at 40 feet from the centerline. Attachment A compares the site’s development potential under the “M-1” zoning district to that of “C-O-2.5” and the proposed PDSP.

Proposed Development: A General Land Use Plan (GLUP) Amendment, rezoning request and PDSP are proposed as follows:

General Land Use Plan (GLUP) Amendment: The GLUP for the entire 16.8 acre site would be amended from “Service Industry” to “Medium” Office-Apartment-Hotel to provide for the proposed mix of uses and higher density development.

DENSITY ALLOWED / TYPICAL USE		MAXIMUM DEVELOPMENT
Existing GLUP		
“Service Industry” (731,873 sq ft)	1.5 FAR; Wholesale, storage and light manufacturing uses, including those related to building construction activity	1,097,809 sq ft
Proposed GLUP		
“Medium” Office-Apartment-Hotel (731,873 sq ft)	Up to 2.5 FAR (office), up to 115 units/acre (residential), up to 180 units/acres (hotel)	Office/Commercial: 1,829,682 sq ft Residential: 1,932 units Hotel: 3,024 units

Rezoning: The site is proposed to be rezoned from “M-1” Light Industrial Districts to “C-O-2.5” Commercial Office, Hotel and Apartment Districts consistent with the proposed “Medium” Office-Apartment-Hotel GLUP designation. Not only does the proposed rezoning provide for the higher density to complement the proposed mix of uses, but also more height. Also, rezoning the site to C-O-2.5 reduces the site’s by right capacity from 1.5 FAR to .60 FAR.

USES/DENSITY ALLOWED		MAXIMUM DEVELOPMENT
Existing Zoning		
“M-1” (731,873 sq ft)	By-right: 1.5 FAR Commercial/Industrial	By-right: 1,097,809 sq ft
Proposed Zoning		
“C-O-2.5” (731,873 sq ft)	By-right: Office/commercial: 0.60 FAR; Residential: 7.26 units/acre By site plan: Office/Commercial: Up to 2.5 FAR Apartments: Up to 115 DU/Acre Hotel: Up to 180 Units/Acre	By-right: Office/commercial: 457,123 sq ft Residential: 122 units By site plan: Office/Commercial: 1,829,682 sq ft Residential: 1,932 units Hotel: 3,024 units

The Development Program: The Pentagon Centre PDSP proposes mixed use development of 1,829,520 sq ft to include approximately 776,982 sq ft of office, 327,070 sq ft of retail, a 250-room hotel and 600 residential units. The PDSP would establish a new network of streets and SP #297 Phased Development Site Plan - - 6 - -
Pentagon Centre

open spaces and would be implemented in three (3) phases. Phase I would be developed immediately upon approval of a Final Site Plan, concurrently being considered, while Phase II development would occur upon expiration of leases of the existing big box retail tenants. Phase III would complete the build out of the PDSP upon the expiration of the long-term lease of Costco.

Following is a statistical summary of the proposed PDSP development:

	PDSP Proposal
Site Area	731,873 sq ft (16.8 Acres)
Site Area Allocations	
Commercial (Office/Retail)	441,698 sq ft (10.14 Acres)
Residential	227,383 sq ft (5.22 Acres)
Hotel	62,726 sq ft (1.44 Acres)
Density	
Office GFA	776,982 sq ft
Retail GFA	327,070 sq ft
Commercial Density (Office/Retail)	2.5 FAR
Residential GFA	538,268 sq ft (600 Units)
Residential Density	115 Units/Acre
Hotel GFA	187,200 sq ft (250 Rooms)
Hotel Density	174 Units/Acre
Total GFA	1,829,520 sq ft
“C-O-2.5” Maximum Permitted Density (Office/Commercial/Institutional)	2.5 FAR
“C-O-2.5” Maximum Permitted Density (Residential)	115 Units/Acre
“C-O-2.5” Maximum Permitted Density (Hotel)	180 Units/Acre
Building Height	
Average Site Elevation	43.05 ft
Building A (Office)	
Main Roof Elevation	288.38 ft
Main Roof Height	245.33 ft
Penthouse Roof Elevation	306.38 ft
Penthouse Roof Height	263.33 ft
Number of stories	20 Stories
Building B (Residential)	
Main Roof Elevation	113.05 ft
Main Roof Height	70.00 ft
Penthouse Roof Elevation	128.05 ft
Penthouse Roof Height	85.00 ft
Number of stories	5 Stories
Building C (Office)	
Main Roof Elevation	149.72 ft
Main Roof Height	106.67 ft
Penthouse Roof Elevation	167.72 ft
Penthouse Roof Height	124.67 ft
Number of stories	8 Stories
Building D (Residential)	
Main Roof Elevation	120.05 ft
Main Roof Height	77.00 ft
Penthouse Roof Elevation	125.05 ft

	PDSP Proposal
Penthouse Roof Height	82.00 ft
Number of stories	7 Stories
Building E (Office)	
Main Roof Elevation	238.43 ft
Main Roof Height	195.38 ft
Penthouse Roof Elevation	253.44 ft
Penthouse Roof Height	210.38 ft
Number of stories	14 Stories
Building F (Hotel)	
Main Roof Elevation	183.05 ft
Main Roof Height	140.00 ft
Penthouse Roof Elevation	198.05 ft
Penthouse Roof Height	155.00 ft
Number of stories	12 Stories
Building G (Residential)	
Main Roof Elevation	111.05 ft
Main Roof Height	68.00 ft
Penthouse Roof Elevation	126.05 ft
Penthouse Roof Height	83.00 ft
Number of stories	6 Stories
Building H (Residential)	
Main Roof Elevation	161.05 ft
Main Roof Height	118.00 ft
Penthouse Roof Elevation	176.05 ft
Penthouse Roof Height	133.00 ft
Number of stories	11 Stories
“C-O-2.5” Maximum Permitted Height	
Office Building	12 Stories
Hotel/Residential Building	16 Stories
Parking	
Total Parking Spaces	2,679 Spaces
Office/Retail Spaces (Ratio)	1,904 Spaces (1:580 sq ft)
Office Spaces (Ratio) ¹	1340 Spaces (1:580 sq ft)
Retail Spaces (Ratio)	564 Spaces (1:580 sq ft)
Residential Spaces (Ratio)	600 Spaces (1 per unit)
Hotel Spaces (Ratio)	175 Spaces (0.7 per Room)
“C-O-2.5” Required Parking Spaces (Ratio) – Office/Retail	1,904 Spaces (1 per 580 Sq Ft)
“C-O-2.5” Required Parking Spaces (Ratio) – Residential	600 Spaces (1 Per Unit)
“C-O-2.5” Required Parking Spaces/Ratio (Hotel)	175 Spaces (0.7 Per Room)
LEED Score	LEED Certified

Phase I

Phase I of the PDSP is proposed as a concurrent Site Plan in which 489,911 sq ft of office development and 33,495 sq ft of retail would be added to the existing big box retail development, restaurants and Costco. This includes the addition of two (2) office buildings with ground floor retail (Buildings A and C) and an above grade parking garage (Building D) fronted by two (2) stories, one each of retail and office development.

¹ Represents the maximum permitted with the proposed range in the PDSP for office parking.



The tables below summarize the proposed density associated with the new construction as well as the total density that would result on site from the additional construction.

NEW CONSTRUCTION

Building: Use & Density	A	C	D	TOTAL
Office	333,599	152,112	4,200	489,911
Retail	13,095	14,600	5,800	33,495
	346,694	166,712	10,000	523,406

TOTAL DEVELOPMENT

Building: Use & Density	A	B*	C	D	Costco*	TOTAL
Office	333,599	0	152,112	4,200	0	489,911
Retail	13,095	155,800	14,600	5,800	169,500	358,795
	346,694	155,800	166,712	10,000	169,500	848,706

**Building B and Costco represent existing retail that will be retained in Phase I of the PDSP,*

Development proposed in Phase I would result in a net increase in density over the entire PDSP site area of 523,406 sq ft. This would result in an increase in density from just under 0.5 FAR (337,900 sq ft) to approximately 1.2 FAR (848,706 sq ft) over the entire 731,873 sq ft site.

Phase II

Phase II provides for intermediate development on the western portion of the site that would be implemented upon the expiration of the big box retail and restaurant tenant leases. Under this phase, 155,800 sq ft of the existing big box retail structure would be replaced with 220,200 sq ft of new retail, 144 residential units and two (2) levels of below grade parking. In addition, a street would be constructed running north-south through the site, a partial street constructed running east-west and approximately 13,315 sq ft of open space. In order to provide for the north-south street, the footprint of the above grade parking garage constructed in Phase I would be modified. This new construction would be an addition to the Phase I office buildings and above grade parking garage, and would retain Costco in its current footprint at 169,500 sq ft.



NEW CONSTRUCTION

Building: Use & Density	B	TOTAL
Office	0	0
Retail	220,200	220,200
Residential (144 units)	129,600	129,600
	349,800	349,800

TOTAL DEVELOPMENT

Building: Use & Density	A	B	C	D	Costco	TOTAL
Office	333,599	0	152,112	4,200	0	489,911
Retail	13,095	220,200	14,600	5,800	169,500	423,195
Residential (144 units)	0	129,600	0	0	0	129,600
	346,694	349,800	166,712	10,000	169,500	1,042,706

As presented above, with redevelopment associated with the demolition 155,800 sq ft of retail and replacement of the existing structure retail with 220,200 sq ft of retail and 129,600 sq ft of residential, the net change in density on site would be an additional 194,000 sq ft. from Phase I, and result in a total density of 1.4 FAR over the entire 16.8 acre site.

Phase III

Phase III provides for the final build out of the PDSP and proposes to redevelop the eastern portion of the site upon expiration of Costco’s lease. The remainder of the current retail structure where Costco exists would be demolished to provide for the addition of 287,701 sq ft of office, 456 residential units, 73,375 sq ft of retail and a 250-room hotel, 125,017 sq ft of open space and two (2) levels of below grade parking. This new construction would be an addition to the construction of Phases I and II. The residential development proposed in this phase includes the conversion of four (4) levels of the above grade parking garage constructed in Phase I and modified in Phase II. Data is provided below for this Phase accounting for both new and

existing construction.



NEW CONSTRUCTION

Building: Use & Density	D	E	F	G	H	TOTAL
Office	4,200	287,071	0	0	0	287,071
Retail	5,800	57,325	12,050	4,000	0	73,375
Hotel (250 Rooms)	0	0	187,200	0	0	187,200
Residential (456 units)	72,000	0	0	111,620	225,048	408,668
	72,000	344,396	199,250	115,620	225,048	956,314

Building D office and retail development not included in totals. This is existing construction from Phase I

TOTAL DEVELOPMENT

Building: Use & Density	A	B	C	D	E	F	G	H	TOTAL
Office	333,599	0	152,112	4,200	287,071	0	0	0	776,982
Retail	13,095	220,200	14,600	5,800	57,325	12,050	4,000	0	327,070
Hotel (250 Rooms)	0	0	0	0	0	187,200	0	0	187,200
Residential (600 Units)	0	129,600		72,000	0	0	111,620	225,048	538,268
	346,694	349,800	166,712	82,000	344,396	199,250	115,620	225,048	1,829,520

In this final phase of the PDSP, with the demolition of the existing 169,500 sq ft Costco, conversion of the above grade parking structure Building D to adapt several levels to provide 72,000 sq ft of residential and the addition of approximately 844,314 sq ft of office, retail and residential use, the net change in density from Phase II would be an increase of 786,814 sq ft, an additional 1.1 FAR. The site’s overall maximum permitted density of 2.5 FAR for office/commercial development, nearly 180 rooms per acre of hotel development and 115 units per acre of residential development would be realized.

Approved Plans and Policies: In addition to the General Land Use Plan and Section 24 of the Zoning Ordinance the following plans and guiding documents are applicable to development on this site:

- *Pentagon City Master Development Plan, 1976;*
- *Report on the Pentagon City Planning Task Force, 1997;*
- *Pentagon Centre Site Guiding Principles, 2008 (Proposed);* and
- *Pentagon Centre Urban Design Guidelines, 2008 (Proposed).*

Site Design: The proposed *Pentagon Centre Site Guiding Principles* and *Pentagon Centre Urban Design Guidelines* provide for a site design and layout that strategically places buildings densities and heights across the 16.8 acre site; the activation of all streets with ground floor retail; and a series of publicly accessible open spaces formed around a street grid providing for a pedestrian friendly environment. Transit oriented development would be facilitated by a hierarchy of streets that would contribute to a circulation system accommodating all modes of transportation and future transit improvements proposed along 12th Street South and S. Hayes Street. Parking would accommodate the addition of density to the site while also being responsive to requirements of existing retail tenants. In addition, parking ratios would facilitate transit oriented development and emphasize the multimodal nature of the site. The ultimate site design as expressed in the guiding documents would provide for the appropriate form of development in the Metro station area compatible to development in Pentagon City. In addition, the site's design and layout would establish an identity for the site at the center of Pentagon City with a focal point building of the highest height in the area at Metro.

LEED Scorecard: The *Pentagon Centre Site Guiding Principles* provide that all buildings developed under the PDSP should be LEED certified, include elements of sustainable design, and roof design that mitigates heat island effects. Development in all phases would be proposed to meet applicable industry standards in effect at the time of Final Site Plan approval to achieve a level of certification consistent with County policy (Condition #25).

Transportation: The Pentagon Centre site is located at the Pentagon City Metro station, with a station entrance located in the northwest corner of the site. The Pentagon City Metro station is currently a multi-modal transfer center providing linkages between local and regional bus service, the regional Metrorail system, pedestrians, bicycles and vehicles. The area is also a destination for many tour buses because of the retail density in the area, along with its proximity to many of the region's monuments, museums and historic sites. The PDSP proposes a mixed-use transit oriented development that is ideally located considering the multi-modal nature of the site.

Adjacent to the site, the Master Transportation Plan (MTP) classifies both S. Hayes Street and 15th Street South as principal arterials, and 12th Street South and S. Fern Street as neighborhood principals. In addition, the MTP identifies the site as a "Area Planned for New Streets". With the planned extension of 12th Street South between S. Fern Street and S. Eads Street, the MTP designates 12th Street South between S. Hayes Street and S. Clark Street as a portion of the County's "Primary Transit Network". Other major roadways within close proximity to the site include I-395 to the north of the site and Route 1 (Jefferson Davis Highway) to the east of the

site.

No additional Master Transportation Plan amendments are required for the project. The site has already been identified as an “Area Planned for New Streets”. With the approval of the proposed PDSP, the MTP will be updated at the time of its next printing showing the specific new streets to be constructed in accordance with the proposed PDSP.

Streets and Sidewalks: The site is bound by 12th Street to the north, S. Hayes Street to the east, 15th Street South to the south, and S. Hayes Street to the west. Consistent with the MTP, the PDSP proposes to add three (3) new streets breaking up the 16.8 acre site into smaller blocks. The PDSP proposal includes two east-west streets, 13th Street South and 14th Street South which act as extensions of the new east-west streets proposed in the Metropolitan Park development (SP #105) located to the east of the site. The plan also includes a new north-south, street, S. Grant Street which is proposed to extend between 15th Street South and 12th Street South. The PDSP proposes that 13th Street South would extend entirely through the block between S. Hayes Street and S. Fern Street, 14th Street South would only partially extend through the block providing a connection between S. Hayes Street South and the new S. Grant Street. The new streets proposed in the PDSP, in addition to breaking up the block, improve pedestrian and vehicular connectivity. The new addition of the internal streets would also allow all of the loading and garage access for the site to be located interior to the site and moved off the perimeter streets. The removal of curb cuts on the perimeter streets would improve the pedestrian environment along these streets.

The descriptions below detail the streetscape and street cross-sections for the streets affected by the PDSP. The proposed sections are also illustrated in the *Pentagon Centre Urban Design Guidelines*.

- *S. Hayes Street* – The PDSP proposes to maintain the location of S. Hayes Street’s eastern curb adjacent to the project. S. Hayes Street currently varies in width between 140-feet (at 12th Street South) and 154-feet (at 15th Street South). This includes three (3) travel lanes in each direction, a bus/parking lane in each direction, a wide median (the median includes left-turn lanes at the intersections) and a 6-foot wide south-bound bike lane. North-bound S. Hayes Street would be re-striped to narrow the travel lanes and add an on-street bike lane. Currently the streetscape along the property’s S. Hayes Street frontage is typically 34-feet wide, allowing for 11-feet of café seating, a 14-foot wide planting strip and a 9-foot sidewalk. The 34-feet of streetscape proposed would provide enough space to create a dynamic and vibrant environment which would enhance the multi-modal characteristics of S. Hayes Street.

At the intersection of S. Hayes Street and 12th Street South, there is currently a plaza including a Metro elevator and escalators to provide access to the Pentagon City Metro Station. The plaza is not effectively designed; and as part of the County’s plans to redesign S. Hayes Street from 15th Street to Army-Nary Drive, the landscaping and hardscaping within the plaza would be redesigned. The plaza would be redesigned to better act as a multi-modal transfer point. To support these efforts, monetary contribution would be made by the developer as part of Phase I of the PDSP.

- *12th Street South* – To support the future extension of the Crystal City/Potomac Yard Transit Way, the PDSP proposes widening 12th Street South along the site frontage from approximately 50-feet from curb to curb to 58-feet. The 58-foot wide section would allow a 12-foot wide dedicated transit lane in each direction, 11-foot wide travel lanes in each direction and an 11-foot wide left turn lane. The curb adjacent to the site would be relocated, widening the street to 55-feet from S. Hayes Street to S. Fern Street in conjunction with Phase I of the PDSP. The PDSP proposes to provide a 24.5-foot wide streetscape from S. Hayes Street to S. Grant Street which would include 5-foot wide by 12-foot long tree pits with street trees and a 19.5-foot wide sidewalk. From S. Grant Street to S. Fern Street, the project would provide a minimum 20-foot wide sidewalk including 5-foot wide by 12-foot long tree pits with street trees. Streetscape east of Building A along 12th Street South would be constructed in conjunction with each Phase of the PDSP and corresponding Final Site Plans.
- *S. Fern Street* – The PDSP proposes maintaining the existing 49.5-foot wide street section which includes on-street parking on both sides of the street, a single travel lane in each direction and a left-turn lane. At 15th Street South adjacent to the site the parking lane is used as dedicated right turn lane. In Phase III of the PDSP, a 19-foot wide streetscape would be provided from 15th Street South to 12th Street South which would include 5-foot wide by 12-foot long tree pits with street trees and a 13-foot wide sidewalk.
- *15th Street South* – The project proposes to maintain the existing 69.5-foot curb to curb dimension along 15th Street South. At the intersections, this would provide two travel lanes in each direction, bike lanes in each direction, a left turn lane and parking on the south side of the street. Wherever possible, parking is proposed to be provided on the north side of the street.
- *S. Grant Street, 13th Street South and 14th Street South (New Streets)* – The PDSP identifies that a minimum of 65-feet be provided between buildings adjacent to the proposed new interior streets. The 65-feet would allow for flexibility when determining the final street configuration at the time of the approval of a corresponding Final Site Plan. The typical street is proposed to include a 10-foot travel in each direction, 8-foot wide on-street parking lanes on each side of the street and 14-foot streetscape between the face of building and back of curb. The flexibility exists in that the parking lanes could be reallocated for other uses including bike lanes, wider sidewalks which would include café seating or increased planting strips.

With construction of each of these new interior streets the developer agrees to provide a minimum of 37-feet of right-of-way dedicating the street from back of curb to back of curb to the County in fee. The addition of a sidewalk easement should also be provided for the remaining sidewalk area.

To increase flexibility and allow the development of the site to occur as current leases expire and market forces dictate, the build-out of the required street and sidewalk improvements are

proposed in conjunction with each phase of site development, but the phases do not need to be built sequentially (Condition #3(c)). A summary of the required street network improvements proposed by phase is listed below and also provided in Condition #16 of the PDSP.

Phase I:

- *S. Hayes Street:* Maintain the existing curb location and re-stripe north-bound S. Hayes Street adding a bike lane and narrowing the travel lanes. Construct streetscape improvement from the Metro plaza south to 15th Street South.
- *12th Street South:* Widen 12th Street South to approximately 54-feet from curb to curb, to support future transit improvements by Arlington County from S. Hayes Street to S. Fern Street. A 24.5-foot wide streetscape along Building A's frontage would be provided.
- *15th Street South:* Maintain the existing curb location and re-stripe the road to add bike lanes and narrow the travel lanes, providing on-street parking where available. A 16.5-foot wide streetscape along Building C and D's frontage would be provided tying back to the existing streetscape and sidewalk to the east of Building D.

Phase II:

- *S. Grant Street:* Construct S. Grant Street between 15th Street South and 12th Street South. A minimum of a 65-foot wide street should be provided which includes streetscape on both sides of the street as described in the *Pentagon Centre Urban Design Guidelines*. The garage and loading proposed in Phase I along 12th Street South for Building A would be closed and relocated to S. Grant Street (Condition #43).
- *13th Street South:* Construct 13th Street South between S. Grant Street and S. Hayes Street. The street would be a minimum of 65-feet wide from face of building to face of building, including streetscape on both sides of the street as described in the *Pentagon Centre Urban Design Guidelines*.

Phase III:

- *S. Grant Street:* (If Phase III precedes Phase II) Construct S. Grant Street between 15th Street South and 12th Street South. Provide a minimum of a 65-foot wide street including streetscape on both sides of the street as described in the *Pentagon Centre Urban Design Guidelines*. The garage and loading proposed in Phase I along 12th Street South for Building A would be closed and relocated to S. Grant Street.
- *12th Street South:* Construct a minimum 20-foot wide streetscape from S. Grant Street to S. Fern Street as described in the *Pentagon Centre Urban Design Guidelines*.

- *13th Street South*: Construct 13th Street South between S. Fern Street and S. Grant Street. The street would be a minimum of 65-feet wide from face of building to face of building, including streetscape on both sides of the street as described in the *Pentagon Centre Urban Design Guidelines*.
- *14th Street South*: Construct 14th Street South between S. Fern Street and S. Grant Street. The street should be a minimum of 65-feet wide from face of building to face of building, including streetscape on both sides of the street as described in the *Pentagon Centre Design Guidelines*.
- *15th Street South*: Maintain the existing curb location and provide on-street parking where available. A minimum of a 16.5-foot wide streetscape would be provided from S. Grant Street to S. Fern Street.
- *S. Fern Street*: Maintain the existing curb location and construct a minimum of a 19-foot wide streetscape from 15th Street South to 12th Street South.

Transit Access: The site is currently well served by transit, with access to two (2) Metrorail lines, six (6) Metrobus lines, two ART routes and one (1) Fairfax Connector route, and both the Columbia Pike Streetcar and the Crystal City/Potomac Yard Transitway are planned to service the site in the future.

- *Metrorail* – Both the Yellow and Blue Metrorail lines serve the Pentagon City Metro Station which provides station access at the intersection of S. Hayes Street and 12th Street South. The Pentagon City Metro Station is the County’s second busiest station next to the Rosslyn Metro Station. Because many of the trips are by shoppers or retail employees, the station use is spread out through the day and not just during the AM and PM peak hours.
- *Metrobus* – The site is served by six (6) Metrobus lines including the 10A, 10E, 16E, 16G, 16H and 16W. The 16s operate along Columbia Pike and the 10s provide service between Huntington Towers and the Pentagon.
- *ART Bus* – Pentagon Centre is served by ART 74 and ART 82. Both of these routes provide service between Nauck/Shirlington and Pentagon City, serving different routes along the way.
- *Fairfax Connector* – The site is served by the Fairfax Connector Route 989 which provides service between Reston-East at Wiehle Avenue Park and Ride Lot and Crystal City with a stop at the Pentagon City Metro station.
- *Columbia Pike Streetcar* – A street car system is proposed to provide high-frequency, high-quality transit service along Columbia Pike between Bailey’s Crossroads and Pentagon City/Crystal City.
- *Crystal City/Potomac Yard Transitway* – A system is proposed to provide high-capacity

and high-quality bus transit services in the five-mile corridor between the Pentagon and Pentagon City in Arlington County and the Braddock Road Metro Station in the City of Alexandria.

With access to these current and future services, the site operates as a multi-modal transit center linking high frequency local and regional transit to on-street bike lanes, the local road network and the interstate highway system. The multi-modal nature of the site makes it ideal for a mixed use transit oriented development as proposed in the PDSP.

Parking: As with other PDSPs including most recently Potomac Yard, it is the County's goal to discourage single-occupancy vehicle usage associated with new development. To do this it is important that the PDSP take steps to influence greater use of alternative modes of transportation. The site is well situated to do this by virtue of its location, effectively on top of a Metrorail station which is planned as a multi-modal hub within the County, connecting multiple high-frequency, high-quality transit corridors in the future. Providing access to world class transit is not the only factor which influences use of alternative modes of transportation, it is recommended that parking within the PDSP be more restrictive in order to further this goal. To encourage the use of alternative modes of transportation, the PDSP establishes that a Transportation Demand Management program be implemented with each Final Site Plan.

To prevent the construction of excessive parking associated with the project; both minimum and maximum parking ratios would be established for office and residential uses within the PDSP. In addition, shared parking would be promoted between office and retail uses. The proposed parking ratios for each use are described below and further provided in Condition #12.

- *Existing Retail* – The site currently has approximately 1,145 surface and structured parking space to support the existing retail center's 337,900 sq ft of retail development. These spaces are encumbered by existing long-term leases and must be provided until the implementation of Phase III of the PDSP.
- *New Retail* – The PDSP establishes that new retail be parked at a ratio of 1 space per 580 sq ft (1.72 spaces per 1,000 sq ft) consistent with current standards.
- *Office* – Office parking would be provided within a range between a maximum of 1 space per 580 sq ft (1.72 spaces per 1,000 sq ft) and a minimum of 1 per 750 sq ft (1.33 spaces per 1,000 sq ft) as determined at the time of Final Site Plan and consistent with the then current policy in effect. A portion of the office parking would be shared during nights and weekends.
- *Residential* – Residential parking would be provided within a range between a maximum of 1.12 spaces per dwelling unit and a minimum of .9 spaces per dwelling unit. Current parking standards for residential use provide 1 space per dwelling unit.
- *Hotel* – Hotel parking be provided at .7 spaces per room, consistent with current standards.

The PDSP establishes that all new parking for the project be provided below grade wherever possible and if structured above grade parking is constructed it be well screened and not front on public spaces or sidewalks (Conditions #36 and #37). Above grade structured parking is proposed in Phase I of the PDSP to accommodate existing site conditions and constraints associated with existing tenant leases. The PDSP prescribes the required treatment for these above grade parking structures and further provides that where possible, they would be phased out or adapted to other uses as below grade parking is phased in with Phases II and III of the PDSP (Condition #38).

Loading and Parking Access: With the build out of the proposed internal streets, the PDSP proposes to completely remove all curb cuts associated with loading and garage access from any of the streets on the perimeter of the site. To serve the first phase of development which does not include the construction of any new streets, the existing loading and garage access located on 12th Street South to serve Building A would be utilized. With the construction of the new S. Grant Street between 12th and 15th Streets South, in conjunction with Phase II or Phase III of the PDSP, the loading and garage access would be relocated off 12th Street South and onto S. Grant Street (Condition #43).

Utilities: The site is situated within a developed area with existing public and private utilities ringing the site. The existing utilities surrounding the site are adequate to serve the proposed PDSP development. However, because the site is projected to redevelop over many years, utility requirements and improvements should be evaluated in conjunction with each Final Site Plan application. The site also has a number of utilities located within the existing site area which will require relocation as the site is redeveloped through the PDSP.

DISCUSSION

Land Use and Zoning: The *Pentagon City Master Plan*, adopted in February, 1976, established planning goals and objectives as well as urban design guidelines for the “Coordinated Development District” surrounding the site. On October 4, 1997, in response to a development proposal for Pentagon Row, the County Board established the Pentagon City Planning Task Force, which was charged with developing guiding principles for the remaining un-built portions of Pentagon City, including the Pentagon Centre site, which had not been addressed in the 1976 Master Plan. The *1997 Report on the Pentagon City Planning Task Force* built upon the 1976 planning goals and objectives establishing guidelines for future development. In October through December, 2007, the Long Range Planning Committee (LRPC) of the Planning Commission convened a series of meetings to update and modify the planning principles established by the previous studies, specifically to provide for a measure by which to review the proposed Pentagon Centre PDSP. The *Pentagon Centre Site Guiding Principles* (Guiding Principles) were developed based on LRPC discussions and relevant planning principles from both the 1976 and 1997 planning documents. The Guiding Principles specify goals and objectives for the site in nine (9) areas of development including: 1) compatibility, 2) mix of uses, 3) distribution of densities and heights, 4) open space, 5) circulation and pedestrian routes, 6) streetscapes, 7) parking, 8) sustainable design and 9) phasing (Attachment B). The updated Guiding Principles were presented to the County Board at a Work Session on January 17, 2008, where the Board agreed that staff and the Planning Commission should use these principles to

evaluate the proposed PDSP. The following summarizes the proposed PDSP with respect to the established site Guiding Principles.

COMPATIBILITY

Development should be compatible with the surrounding existing uses and with the site’s central location to the Pentagon City “Coordinated Development District” and proximity to Metro.

- The PDSP proposes high density, mixed use development with office, residential, retail and hotel development at 2.5 FAR under the “C-O-2.5” zoning district and the “Medium Office-Apartment-Hotel” General Land Use Plan (GLUP) designation, consistent with and compatible to Pentagon City development surrounding the site (Condition #4).
- The PDSP provides for overall compatibility based on review of the approved use mix and density of the Pentagon City PDSP and densities proposed for Pentagon Centre.²

Land Use	Pentagon City PDSP (Approved) ³			Pentagon Centre PDSP (Proposed)			Pentagon City PDSP & Pentagon Centre PDSP		
	GFA (sq ft)	Units	%	GFA (sq ft)	Units	%	GFA (sq ft)	Units	%
Office	1,250,000		14%	776,982		42%	2,026,982		19%
Residential	5,486,000	(5,486)	60%	538,268	(600)	29%	6,024,268	(6,086)	55%
Commercial	1,321,800		14%	327,070		18%	1,648,870		15%
Hotel	1,060,800	(1,632)	12%	187,200	(250)	10%	1,248,000	(1,882)	11%
Total	9,118,600		100%	1,829,520		100%	10,948,120		100%

- Mixed-use, high density development proposed is consistent with development at Metro stations in Arlington.
- The PDSP establishes the site as the gateway to Pentagon City proposing a 20-story building as a focal point at the Metro Station.
- Overall layout of proposed PDSP with a street grid as the foundation provides for a means to organize the site’s development and uses to connect the Pentagon Centre site with the surrounding Pentagon City.
- Proposed uses are well integrated and strategically placed to relate to one another on-site, as well as to uses surrounding and adjacent to the site.

² In order to establish percentages for comparison, residential GFA is based on average unit size of 1,000 sq ft and apartment GFA is based on an average room size of 650 sq ft.

³ Data based on most recent Pentagon City approvals charts as provided in PLA-4264, SP #105 Final Site Plan Staff Report for Two Metropolitan Park dated March 7, 2006.

MIX OF USES

A balanced mix of uses should be provided on this block, including office, retail and residential and a community facility or civic space, and should create a convenient live-work-shop relationship to ensure twenty-four hour vitality.

- The PDSP proposed use mix would add to the site 42% office, 29% residential, 18% commercial and 10% hotel providing for a balance that would create a convenient live-work-shop relationship on-site.

Pentagon Centre Proposed Land Use Mix

<u>Land Use</u>	<u>GFA (sq ft)</u>	<u>%</u>
Office	776,982	42%
Residential	538,268 (600 Units)	29%
Commercial	327,070	18%
Hotel	187,200 (250 Rooms)	10%
Total	1,829,520	100%

- The PDSP provides for potential to modify the proposed use mix by up to 10% based on prevailing market conditions, ensuring a balance would be maintained between all proposed uses (Condition #9).
- The PDSP provides for retail use to be maintained at no less than 5% of the existing 337,900 sq ft, and further provides for the continued use and existence of the existing retail development and Costco (Condition #5 and #41).
- The proposed PDSP provides for activation of streets both internal and external with ground floor retail.
- The provision of significant amounts of public open space in the PDSP provides opportunities to program them as civic spaces (Condition #20).

DISTRIBUTION OF DENSITIES AND HEIGHTS

The site should provide the highest heights and densities in the Pentagon City area, with heights and densities tapering down toward the southwest portion of the site to meet adjacent existing low-rise residential development.

- Condition #10 would establish PDSP building heights. The PDSP proposes a 20-story office building on top of the Metro (12th and Hayes), which would be the tallest building in Pentagon City.
- The PDSP proposes building heights on the block that generally taper toward the southwest of the site, providing an appropriate transition toward the low-rise residential development to the south.
- The proposed PDSP provides for an eight-story office building, with an 18-foot step back around the third floor to relate to the low-rise residential development, as well as a seven-story parking garage that would wrap the first two (2) stories with retail and office uses.

OPEN SPACE

Well-designed publicly accessible open space in discrete urban parks and plazas should be fully integrated throughout the development and should contribute to creation of a sense of place in Pentagon City as a whole.

- The PDSP provides for multiple open space areas and plazas accessible both internally and externally, public and private including:
 - Conceptual design of a plaza with decorative paving, lighting, outdoor seating, integrated with the Metro entrance and potential location for public art at the corner of 12th and S. Hayes Streets.
 - 13,415 sq ft public open space area adjacent to 15th Street South between the office building C and the parking garage Building D.
 - 125,017 sq ft public open space area adjacent to S. Fern Street between the newly proposed 13th and 14th Streets South.
 - Private open space provided on the top of the residential buildings proposed along S. Hayes Street, as well as a courtyard between residential buildings proposed framing the corners of S. Fern Street and 15th Street South.

CIRCULATION AND PEDESTRIAN ROUTES

A street grid should be phased into development to ultimately provide a multi-modal street network improving pedestrian, bicycle, transit and vehicular access through and around the site.

- The Proposed street grid is phased in providing a street north-south through the site and east-west streets, both continuous and partial through the site (Condition #16).
- Streets proposed as a minimum width of 65-feet between buildings to provide for maximum flexibility in design and use as complete streets to accommodate all modes of transportation, vehicular and pedestrian.
- The Proposed PDSP provides right-of-way to accommodate future transit way on 12th Street South (Condition #39).
- The PDSP proposes to ultimately move all loading off of 12th Street South, which would improve the pedestrian environment (Condition #43).
- The PDSP proposes a commuter store and bike storage facility in Building A, the building at the corner of 12th and S. Hayes at the Pentagon City Metro station.

STREETSCAPES

Streetscapes should maximize pedestrian-friendly features, highlight key intersections and gateways, and identify short-term improvements for blocks where redevelopment is not planned to be implemented until later phases of the project.

- The PDSP proposes streetscape improvements to be phased on S. Hayes Street, 15th Street South, S. Fern Street and 12th Street South (Condition #16).
- The Proposed streetscape improvements identify the corner of 12th and Hayes as a gateway intersection and the location of the Metro.
- The Proposed urban design guidelines provide for lighting, furniture, streetscape build out, outdoor cafés, landscaping and other features that would enhance the pedestrian environment along the site's frontage as well as internal streets (Attachment C).
- With the Phase I Final Site Plan, landscape improvements are proposed at the intersection of S. Fern and 15th Street South, a gateway to the site from Crystal City.

PARKING

Parking should be provided below grade unless impossible due to Metro tunnel. Above grade parking structures should not front on sidewalks or public spaces and should incorporate facades consistent with high quality architecture on the site.

- The PDSP provides for structured parking and surface parking to be gradually phased out in all locations except above the Metro Station, and below grade parking to be phased in (Condition #36, #37, and #38).
- The PDSP provides that a parking podium at the corner of 12th and S. Hayes on top of the Metro would be incorporated into the façade of the building beginning at the second story to the sixth story so as not to directly front on a sidewalk or public space. It is proposed above one (1) story of retail.
- A seven story, above ground parking garage is proposed on 15th Street South but would be wrapped with two stories one each of retail and office use. The entire garage façade would incorporate a green screen. The proposed garage would be designed with a flat plate design such that the upper four (4) floors would be adapted to residential use in later phases of development.
- The PDSP proposes a parking ratio consistent with each phase of development including the potential for a reduced parking ratio for office and residential uses correlate to density increases proposed on site and transit improvements to be completed along 12th Street and S. Hayes that would increase the use of Metro and other forms of transportation (Conditions #12 and 13).
- The PDSP provides for shared parking (Condition #14).

SUSTAINABLE DESIGN

All aspects of urban and architectural design should incorporate sustainable and green building principles.

- The PDSP provides that all buildings would be certified under LEED or a successor U.S. Green Building Council program including energy efficiency (Condition #25).
- Phases I and II of the PDSP propose a green screen façade for an above grade parking garage.
- The PDSP proposes to mitigate heat island effect with green roofs.

PHASING

Phasing of development should accommodate existing retailers as an interim use and community benefits should be provided concurrent with phasing of the PDSP.

- The PDSP proposes multiple phases to accommodate the continued use of the existing big box retail and restaurant development and Costco. Phasing plan includes phasing in street network, open space, and parking, as long-term leases of existing tenants expire (Conditions #40 and #41).
- The PDSP provides that the phasing could be amended including the sequence as proposed (Condition #3(c)).
- The PDSP proposes urban design guidelines to articulate guiding principles and provide further guidance as to the concepts for redeveloping the site in phases.

GLUP Amendment and Rezoning: The GLUP designation for the Pentagon Centre site has remained unchanged since the adoption of the first GLUP in 1961. Pentagon Centre, with its “Service Industry” GLUP designation and “M-1” Light Industrial zoning classification is bordered to the south by a residential community of medium density and to the north, east and west, by a mixed-use, higher density community of office, commercial and residential uses. The area to the south of the subject site is designated “Medium” Residential on the GLUP map, which typically supports 37-72 units per acre. This area is developed with a condominium development of three-story townhouses, as well as two (2) residential buildings, one five (5) stories and the other twelve (12) stories. The area designated as the “Coordinated Development District,” to the north, east and west of the site, is striped on the GLUP map, with 3/4 “High-Medium” Residential and 1/4 “Medium” Office-Apartment-Hotel. This striping pattern was established by the adopted 1976 Pentagon City PDSP which covers the entire “Coordinated Development District” and is intended to ensure a proportion of residential uses within a mixed-use development, which were allocated throughout the site at that time. The GLUP designation for the “Coordinated Development District” has remained unchanged since it was established in 1974.

Review and analysis of the requested GLUP Amendment and associated rezoning request was completed based on the studies for the area dating back to the mid-1970s through the LRPC process in 2007. The Guiding Principles provide that development on the site should be compatible with surrounding existing uses and the site’s location central to the “Coordinated Development District and on top of Metro; that a balanced mix of uses should be provided on the block; and that the site should provide for the highest heights and densities in Pentagon City. Consistency with these guiding principles would be limited under the site’s current GLUP designation that permits only industrial and limited commercial uses and its zoning that permits a maximum 1.5 FAR and heights up to 75 feet. Based on the studies, the “Medium” Office-Apartment-Hotel GLUP designation and “C-O-2.5” zoning would provide for a mix of uses, and densities consistent with those provided in the “Coordinated Development District” surrounding the site. It would also allow for greater height defined in terms of stories for office, residential and hotel buildings. Further, the proposed GLUP Amendment and rezoning would provide for

development consistent with development in metro station areas, significant since this subject site is literally located on top of a Metro station. The GLUP Amendment and rezoning of the site would allow for the vision for Pentagon City as a mixed use, high density community to be realized, which would otherwise not occur under the site’s current GLUP designation of “Service Industrial” and zoning of “M-1” Industrial districts. Retaining the existing designation and zoning classification would not allow for the redevelopment of the site as proposed in the PDSP and would restrict development in the future to 1.5 FAR and industrial uses. The proposed GLUP amendment and rezoning are compatible with the balanced mix of uses, and urban design and neighborhood character described in the Guiding Principles.

Affordable Housing: Because the PDSP provides for a GLUP increase of 1.0 FAR, the affordable housing contribution of units or cash would be based on the affordable housing ordinance Section 36.H.6.i of the zoning ordinance which states: “*Site plan applications that include an application to change the GLUP designation of the site may be subject to an affordable housing requirement in addition to the ... ADU requirement. Such affordable housing requirements shall be addressed separately in the process of the County Board’s consideration of the approval of the site plan.*”

The same method for calculating the affordable housing contribution as was used with 1716 Wilson Boulevard (SP #409 approved October 2007) and 2000 Wilson Boulevard (SP #389 approved February 2007) is proposed for the subject PDSP. This method treats the increase in GFA over the existing GLUP as if it were over 3.0 FAR. The contribution amount as of 2008 is calculated by applying the ADU formula at \$1.58 and \$4.23 per square foot to the density allowed under the existing GLUP (1.5 FAR) and applying the ADU formula at \$8.45 per square foot to the increase in GFA over the existing GLUP. This is reflected in Condition #23.

Modification of Use Regulations: Modification of use regulations would be required to establish the maximum heights and parking ratios proposed in the PDSP, as detailed below.

Height: Maximum heights proposed under the PDSP are as follows (Condition #10):

<u>Building</u>	<u>Use</u>	<u>Max. Height (Stories)</u>
Building A	Office	20
Building B	Residential	5
Building C	Office	8
Building D	Residential	7
Building E	Office	14
Building F	Hotel	12
Building G	Residential	6
Building H	Residential	11

Under the “C-O-2.5” Zoning District, the maximum permitted height for office buildings is 12 stories and residential/hotel buildings, 16 stories. As proposed, Building A (office) would exceed the maximum permitted height by eight (8) stories at 20 stories, and Building E (office) by two (2) stories at 14 stories. The proposed Building A is located on top of the Metro station. Consistent with the *Pentagon Centre Site Guiding Principles*, this corner of the site should boast the highest building heights on the site and in Pentagon City. In order to provide for a focal

point and landmark building to identify this location at the Metro and establish the site as the heart of Pentagon City, bonus height is proposed. In addition, the Guiding Principles provide that taper should be southwest across the site to facilitate a transition to the low-rise residential development adjacent to 15th Street South and to the residential community south of the site in general. Proposing additional height for office buildings along 12th Street South, specifically in the case of office building E, would establish a distribution of heights and massing that would be consistent with the Guiding Principles for tapering southwest.

Parking: The *Pentagon Centre Site Guiding Principles* suggest that “parking ratios be established to enhance the multimodal nature of the site directing users to alternative modes of travel and lessening the impact of traffic associated with any futures increases of density on the site.” As provided in Condition #12 and consistent with these *Guiding Principles*, parking for office is proposed at a range of 1.33 spaces per 1,000 sq ft (1 per 750 sq ft) to the required 1.72 spaces per 1,000 sq ft (1 per 580 sq ft). The PDSP further requires that 1,145 parking spaces be provided for the existing retail until such time as Phase III construction commences and that new retail would be parked at the current standard of 1 per 580 sq ft. The ratios proposed for residential are 0.9 to 1.12 spaces per dwelling unit. The PDSP further establishes that the exact parking ratio, where a range has been established would be determined at the time of Final Site Plan application. This includes consideration of a reduced parking ratio consistent with the then current policy in effect at the time of Final Site Plan approval.

Community Benefits: The *Pentagon Centre Site Guiding Principles* establish that community benefits be phased in with each Phase of development. As such, a number of community benefits would be committed upon approval of the PDSP including affordable housing, public art fund and utility fund contributions, and green buildings and others determined at the time of Final Site Plan application for each Phase of development. The provision of new roads that would break up the super block with a street grid, public open spaces, density, height and the mix of uses proposed that would provide for a transit oriented, live-work-play community at the Metro station and finish the redevelopment of Pentagon City as intended, however is the primary community benefit. The PDSP provides a means of guiding the site’s future redevelopment that would otherwise not be realized if the site were to be redeveloped by-right or limited to development under a single site plan with no means to otherwise coordinate redevelopment for the entire site.

Following is a schedule of community benefits proposed with each Phase of the PDSP. The community benefits associated with Phase I would be realized upon approval of Final Site Plan application being concurrently considered. Community benefits identified for future phases of development would not be limited to those below as others may be determined at the time of Final Site Plan application and approval.

Phase I

- \$500,000 contribution to be allocated by the County Manager for construction of a water park for Virginia Highlands, subsidies to reduce the rent for an Urgent Care Facility, contributions toward WMATA Pentagon City Metro Plaza improvements and/or the provision of new bus shelters.
- Dedication of Right-of-Way to provide for 58’ along 12th Street for future transit

improvements

- Commuter Store and Bike Storage Facility in Building A
- Affordable Housing Contribution
- LEED Certified Office Buildings
- \$75,000 Public Art Fund Contribution
- Utility Fund Contribution
- Landscape improvements at 15th and S. Fern Street
- Green Screen façade on the above grade parking garage
- Refreshed façade of the existing retail and restaurant development fronting S. Hayes Street

Phase II

- New Continuous North-South Street (S. Grant Street) connecting 12th and 15th Streets, South
- New Partial East-West Street (13th Street South)
- Approx. 13,415 sq ft public open space
- Utility Fund Contribution
- Affordable Housing Contribution
- LEED Certified or other Green Certified Buildings
- Public Art Fund Contribution
- Green Screen façade on the above grade parking garage

Phase III

- Completion of Partial East-West Street (13th Street South)
- New Partial East-West Street (14th Street South)
- Approx. 125,017 sq ft public open space
- Undergrounding of Utilities on S. Fern Street
- Utility Fund Contribution
- Affordable Housing Contribution
- LEED Certified or other Certified Green Buildings
- Public Art Fund Contribution

Community Process: Between January and April 2008, the proposed PDSP was the subject of four (4) Site Plan Review Committee (SPRC) meetings and reviewed for consistency with respect to the *Pentagon Centre Site Guiding Principles* established through the Planning Commission's Long Range Planning Committee meetings held in October, November and December, 2007. Prevailing issues discussed in review of the proposed PDSP included:

- Distribution of density and heights – the appropriate building heights, scale and massing fronting 15th Street South.
- Does the proposed PDSP provide for a southwest taper as recommended in the Guiding Principles?
- The provision of a street grid with a continuous north-south connector, east-west connectors including the placement and alignment of the proposed streets.
- The impact of the proposed PDSP on the impending transit improvements proposed on 12th Street South.

- The phasing in of community benefits appropriate to and commensurate with development under the PDSP.
- Appropriate parking ratios be implemented with the PDSP to respect the multimodal nature of the site and the expansion of transit proposed on 12th Street.
- Above grade parking garage – necessity of, treatment, design, location in correlation to the proposed north-south street, and function and form in each phase of the PDSP.
- Appropriateness of street widths for proposed new streets.
- Appropriateness of proposed streetscape and consistency with current county streetscape standards.
- Impact that change in, or the early expiration of existing leases would have on the proposed PDSP. Need for interim improvements and uses on-site.
- Flexibility to change the sequence of the proposed phases, and reallocate density and uses across the site.
- Need for recreational amenities and open space prior to Phase III.

An initial PDSP proposal featured only two phases, phase I consistent with that currently proposed and Phase II providing for the final build-out of the PDSP upon expiration of the Costco lease. This initial proposal provided a site design and layout that in many ways was inconsistent with the established *Pentagon Centre Site Guiding Principles*. There was concern that very little development would occur in the first phase leaving the full build out of the PDSP and community benefits tied to development at least 40 years in the future. As the plan evolved, an intermediate phase was incorporated that would be implemented with the expiration of the big box retail leases and further provided for the provision of new streets and eventually open space intermediate to the final Phase of the PDSP. The SPRC continued to discuss many of the issues above even when the committee began to turn its focus to review of the concurrent Final Site Plan proposal for Phase I of the PDSP in late April. Discussions surrounded the width of roads, design of streetscape, and the above grade parking garage that initially proposed in future phases to have a road cut through the building, appropriate PDSP conditions, and urban design guidelines. Upon conclusion of the SPRC process, the prevailing issues were resolved and there was general consensus and buy-in on the proposed PDSP.

Transportation Commission Recommendation: The Transportation Commission at its meeting of July 2, 2008, voted 5 to 1 to recommend to the County Board to defer the project. Specifically:

- The commission identified that there were a number of details and conditions that had not been finalized by the time they heard the item and that additional time provided by a deferral would allow Staff and the applicant to refine and complete the proposal details and conditions.
 - *Staff Response:* Since the July 2nd Transportation Commission meeting the staff report has been updated, the applicant has proposed their community benefits package, and the following transportation related Conditions have been updated or added for the concurrent Phase I Final Site Plan: Conditions #19, 21, 51, 66, 84, 85, 86, 87, 88 and 89.

Planning Commission Recommendation: The Planning Commission, at its meeting of July 14, 2008, voted 9 to 0 to recommend to the County Board to defer the PDSP and concurrent final

site plan to permit further refinement of the PDSP, thereby affording improved guidance and to afford better development of the site plan for Phase I, subject to the following items being vetted or addressed:

- Massing diagrams should be identified in the PDSP materials and in the design guidelines that include building heights and phases.
 - *Staff Response* – The materials provided as “Appendix A As Supplemental Information to Phase I S.P., 4.1 Submission”, while titled for the Final Site Plan, also incorporated drawings for the PDSP. Specifically, page 8 of 28 included massing diagrams for Phase I and III of the PDSP. Staff recommends and the applicant has provided an updated document appropriately titled as a supplement for the PDSP which incorporates massing diagrams for all Phases which include the building heights in both elevation and stories. In addition to being included in the PDSP materials distributed as supplemental to the report, the Urban Design Guidelines have been updated in this manner.

- Add PDSP conditions to better address sequencing of the development plan and changes in ownership.
 - *Staff Response* – Condition #3(c) of the PDSP provides that a PDSP amendment is required to amend the phases as approved, which could include but not be limited to the sequence of the phases, but provides that the timing of the construction of the streets must remain consistent as approved regardless of the sequence of the phases. Condition #11(a) also provides that buildings approved with a Final Site Plan do not have to be built concurrently and that if phased construction of buildings is proposed, a phasing plan would be required. Condition #3(c) has been updated to require that any application to amend the PDSP phases would include a written analysis by the developer of the impact of the amended phasing on urban and building design, traffic, the provision of open space and community amenities.

With respect to changes in ownership, the conditions of the PDSP and any Final Site Plan by approval become a part of the land and would be conveyed to any new owner(s) of the site. Condition #29 addresses this by requiring immediate notification to the Zoning Administrator following sale of any portion of the site with specific details to be provided including square footage, use and density committed, name of owner or representative. This condition has been updated to include that with the other relevant information required for submission to the Zoning Administrator, that a copy of a letter be provided to the new owner indicating that the site is proposed for redevelopment in a PDSP and the conveyance of the PDSP and any approved Final Site Plan conditions to the new owner.

- The County Board, staff and the applicant to explore the opportunity for an additional Metro elevator on the east side of Hayes Street.
 - *Staff Response* – The County plans to provide a second elevator on the west side of S. Hayes Street as part of the FY2009 – FY2014 CIP. The \$8 million project to add a second elevator will improve access to the station and improve the

station's ADA accessibility, eliminating the need to provide a bus bridge to Pentagon City if one of the elevators is out of service.

- The Hayes Street streetscape be clearly identified for its whole length.
 - *Staff Response* – The applicant agrees to work with the County post-approval to identify and construct a streetscape for the site's S. Hayes Street consistent with the County's future plans for improvements to S. Hayes Street between Army-Navy Drive and 15th Street South.
- Streetscape cross-sections be added to the Administrative Regulation 4.1 drawings and the urban design guidelines.
 - The Administrative Regulation 4.1 drawings for the PDSP provide on Sheet C-6 of C-9 proposed street cross sections for each of the new proposed streets 13th, 14th and S. Grant Streets. Pages 32 – 34 of the June 23, 2008 version of the Pentagon Centre Urban Design Guidelines include street cross sections for all streets under the PDSP. Staff recommends and the applicant has updated the Administrative Regulation 4.1 drawings for the PDSP to include a sheet indicating the proposed street cross sections for 12th, 15th, S. Fern and S. Hayes streets. Additionally, staff recommends and the applicant agrees to update the Urban Design Guidelines to show the streetscape for all streets by phase of development in the PDSP.
- Refine the urban design guidelines to better articulate the PDSP vision and guiding principles in the site specific context of Pentagon City.
 - *Staff Response* – PDSP Condition #1 provides that following approval of the PDSP by the County Board, the developer agrees to submit to the Zoning Administrator revised plans and Pentagon Centre Urban Design Guidelines that reflect changes and additions to the PDSP. Staff would work with the applicant, and the applicant agrees to make any necessary revisions to the Pentagon Centre Urban Design Guidelines consistent with Condition #1 of the PDSP.
- Identify an alternate location for the commuter store closer to the street.
 - *Staff Response* – The location of the commuter store would be located on the ground floor of Building A in the interior walkway to the Pentagon Centre mall. The location as identified in the Phase I Final Site Plan is within 200 feet of the Metro. Staff finds this location appropriate.
- Office Building A to be certified at LEED silver and the PDSP to provide for LEED scores beyond the certified level in future phases.
 - *Staff Response* – The applicant agrees to commit to certify Office Building A at the LEED Silver medallion level with Phase I Final Site Plan of the PDSP. Condition #72 of the Final Site Plan has been amended to this effect. In addition, PDSP condition #25 has been amended to reflect that future phases of development will meet levels of certification consistent with the County's sustainable design and construction policy in effect at the time of Final Site Plan.

- Strengthen condition #38 in the PDSP to include relocation of the loading and garage entry to the north-south connection with Phase II.
 - A condition has been added (Condition #43) to indicate that garage loading and access be located on interior streets and that in phase II and/or III of the PDSP, loading for Building A provided on 12th Street South in Phase I would be relocated to the newly constructed S. Grant Street consistent with the *Pentagon Centre Site Guiding Principles*.

- Condition #41 of the PDSP related to the grandfathering of existing uses to be strengthened to accelerate the opportunity for build-out and completion of future phases of the PDSP.
 - *Staff Response* – During the LRPC process from which was established the *Pentagon Centre Site Guiding Principles* a strong sentiment was maintained that the existing retail uses should not be precluded and that future retail uses should be provided at the amount existing on site today. Condition #41 addresses this sentiment providing that the existing uses be allowed to continue under the PDSP in their current structure and form until either Phase II or III of the PDSP is implemented or no later than 40 years, the expiration of the Costco lease. Condition #35 of the PDSP requires existing and prospective tenants be notified that the site is approved for redevelopment in a PDSP and of approval of any related Final Site Plans. This further includes providing a relocation with redevelopment clause in any new tenant leases such that when redevelopment occurs upon expiration of existing leases, any new leases entered into after the date of approval of the PDSP that are still in effect, those tenants would be relocated with redevelopment. As only prevailing market conditions can determine the rate of development, the current conditions are appropriate and consistent with the *Pentagon Centre Site Guiding Principles*.

- Amend Condition #42 regarding retail shopping carts to strengthen language to ensure that the carts remain on the property.
 - *Staff Response* – Condition #42 has been updated to incorporate language that the plan for management and retrieval of shopping carts would make clear the intent to retain the carts on-site and retrieve any carts from the adjacent surrounding neighborhood.

- Amend PDSP Condition #23 to provide for on-site affordable housing in a future phase, and amend final Site Plan Condition #68 to identify the dollar contribution, with the housing contribution for the site plan be modified as necessary to factor into consideration the General Land Use Plan (GLUP) change.
 - *Staff Response* – Condition #23 of the PDSP has been updated to require that the contribution account for the increase in GLUP associated with the PDSP. Condition #68 of the Final Site Plan does not include the dollar amount of the affordable housing contribution because as written it is consistent with current policy in effect. The current policy in effect with which the developer must comply provides that prior to the issuance of the first Certificate of Occupancy the developer submit to and obtain from the County Manager confirmation or

approval of the developer's finalized plan for meeting the requirements of the affordable housing ordinance, which include either provision of units or a cash contribution.

- Request the applicant provide different palette options for Building A and C in the final site plan.
 - *Staff Response* – The color palette was not raised as an issue during the SPRC process between January and June 2008. Changes to the palette would misrepresent that there was general consensus on the building design and architecture proposed. In addition, staff finds that the color palette proposed is appropriate for office buildings.
- The applicant to provide, as part of the presentation materials, bird's-eye views of the entire PDSP, including 360 degree views of the entire site and human eye views of the interior circulation along 13th and Grant Streets, the retail core of the project.
 - Staff response – The applicant will incorporate in presentation materials additional views of the PDSP and interior streets.
- The drawing package of materials to be updated to include changes as outlined as a result of discussion between Costco and the applicant.
 - *Staff Response* – The applicant agrees to update sheets A-110 to A-112 to reflect agreements between Costco and Kimco regarding the number of elevators, entrances and locations, and size of parking stalls in the above grade parking garage.

Housing Commission: The Housing Commission reviewed the proposed affordable housing condition for the PDSP as an information item at a meeting on July 17, 2008.

CONCLUSION: The proposed PDSP, GLUP Amendment and rezoning request have been reviewed and studied from October 2007 to June 2008. The proposed PDSP provides for a program of development and site design and layout that would provide a mix of uses at increased density, a street grid, open space and other amenities that would establish form and structure for the future redevelopment of the Pentagon City area's most significant parcel of land. A GLUP Amendment from "Service Industrial" to "Medium" Office-Apartment-Hotel, and associated rezoning from "M-1" Industrial Districts to "C-O-2.5" Commercial Office Building, Hotel, and Apartment District, would be consistent with land use and zoning that provides for the existing and future development in the surrounding Pentagon City. The Pentagon Centre PDSP as proposed would complete development of the Pentagon City Metro Station area initiated and approved in 1976. The proposed PDSP provides for the vision of the area as a high density, mixed use community on top of Metro and establishes a framework, guidelines and design of this site, previously not planned for or incorporated in plans for the Pentagon City Area. The proposed PDSP is generally consistent the proposed land use and zoning designation and classification, respectively and is consistent with the proposed *Pentagon Centre Site Guiding Principles* and *Pentagon Centre Urban Design Guidelines*. Therefore staff recommends that the proposed GLUP Amendment, rezoning and Phased Development Site Plan be approved with the accompanying resolutions subject to the following conditions.

PHASED DEVELOPMENT SITE PLAN CONDITIONS:

General

1. This Phased Development Site Plan is approved subject to the submitted plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008, and the Pentagon Centre Urban Design Guidelines dated July 16, 2008, and these Conditions. Following approval of the Phased Development Site Plan by the County Board, the developer agrees to submit to the Zoning Administrator revised plans and Pentagon Centre Urban Design Guidelines that reflect the changes and additions thereto by the approved Phased Development Site Plan. The developer further agrees that all construction on property covered by the Phased Development Site Plan shall be done in a manner consistent with the Pentagon Centre Urban Design Guidelines. Should there be a conflict between a Final Site Plan approval and the Phased Development Site Plan approval, the Final Site Plan approval shall prevail.

2. For the purpose of these Conditions, the term developer also includes the owner or owners of the land subject to the Phased Development Site Plan, the applicant and all successors and assigns in interest including any property owners' association or associations that may be established. The developer agrees to comply with the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008, and the Pentagon Centre Urban Design Guidelines dated July 16, 2008, and reviewed and approved by the County Board and made a part of the public record on July 21, 2008, together with any modifications proposed by the developer and accepted by the County Board or vice versa, unless otherwise approved by the County Board in a Final Site Plan approval.

Development Program

3. (a) The developer agrees that the development program shall be comprised of three phases of development, hereafter referred to as "Phase I", "Phase II" and "Phase III" of the Phased Development Site Plan, as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008, the Pentagon Centre Urban Design Guidelines, and these conditions, approved by the County Board on July 21, 2008. The developer further agrees that Phases I, II and III of the Phased Development Site Plan comprise development on the entire 16.8 acre site, and that density for each Phase of the Phased Development Site Plan shall be determined based on the total amount of Gross Floor Area associated with any new construction and existing development proposed for that Phase with Final Site Plan approval.

- (b) The developer agrees that an application for Final Site Plan approval shall be submitted for each of the three Phases of the Phased Development Site Plan.

- (c) The developer may file an application to amend the Phases of the Phased Development Site Plan as outlined in Conditions #3(a) and 3(b), including but not limited to the sequence of the Phases. However, the timing of the construction of new streets shall be consistent with Condition #15 below, unless otherwise approved by the County Board. The developer further agrees to submit with any application to amend the phases of the Phased Development Site Plan, a written analysis of the impact of amending the phases on urban and building design, traffic, open space and community amenities.

Density and Uses

4. The approved uses and densities including new construction and existing development to remain under each phase as specified in Condition #3(a) and #3(c), and identified as Buildings A through H below of the Phased Development Site Plan are as follows:

- (a) Phase I (Final Site Plan I)

Building: Use & Density (sq ft)	A	B	C	D	Costco	TOTAL
Office	333,599	0	152,112	4,200	0	489,911
Retail	13,095	155,800	14,600	5,800	169,500	358,795
TOTAL	346,694	155,800	166,712	10,000	169,500	848,706

Note 1: Building B (existing retail and restaurant GFA) and Costco shall be retained as permitted uses in Phase I of the Phased Development Site Plan.

Note 2: Building D shall be constructed in Phase I as a seven (7) story above grade parking garage. The GFA associated with Building D consists of two-stories of retail and office development that wraps the garage fronting on S. Hayes Street as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and the Pentagon Centre Urban Design Guidelines dated July 16, 2008.

- (b) Phase II (Final Site Plan II)

Building: Use & Density (sq ft)	A	B	C	D	Costco	TOTAL
Office	333,599	0	152,112	4,200	0	489,911
Retail	13,095	220,200	14,600	5,800	169,500	423,195
Residential (144 units)	0	129,600	0	0	0	129,600
	346,694	349,800	166,712	10,000	169,500	1,042,706

Note 3: Building B shall be redeveloped in Phase II. Costco shall be retained in Phase II of the Phased Development Site Plan.

Note 4: Building D, the above grade parking garage design shall be modified in

Phase II to provide for the location of a north-south connector consistent with the Pentagon Centre Guiding Principles dated January 29, 2008 and Pentagon Centre Urban Design Guidelines dated July 16, 2008, and the Phased Development Site Plan drawings dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

(c) Phase III (Final Site Plan III)

Building: Use & Density (sq ft)	A	B	C	D	E	F	G	H	TOTAL
Office	333,599	0	152,112	4,200	287,071	0	0	0	776,982
Retail	13,095	220,200	14,600	5,800	57,325	12,050	4,000	0	327,070
Hotel (250 Rooms)	0	0	0	0	0	187,200	0	0	187,200
Residential (600 residential units)	0	129,600		72,000	0	0	111,620	225,048	538,268
	346,694	349,800	166,712	82,000	344,396	199,250	115,620	225,048	1,829,520

Note 5: Building D, the upper four (4) stories of the seven-story above grade parking structure consisting of approximately 72,000 sq. ft. shall be adapted in Phase III for reuse of the garage to residential use. The first three (3) stories of the seven-story above grade parking structure shall remain parking.

- (d) Totals: The total development program upon full build-out of the Phased Development Site Plan shall consist of approximately 1,829,520 square feet to include approximately 776,982 square feet of office, 327,070 square feet of retail, a 250-room hotel (187,200 square feet) and 600 residential units (538,268 square feet) unless otherwise amended and approved by the County Board. This shall result in 1,104,052 sq ft (60%) office/commercial at 60% and 725,468 sq ft (40%) unless adjusted as specifically permitted in these PDSP conditions.
- (e) The developer agrees that density at full build-out of the Phased Development Site Plan shall not exceed 2.5 FAR for office and retail uses, 180 units per acre for hotel use, and 115 units per acre for residential use for the entire area of the Phased Development Site Plan, unless otherwise approved or amended by the County Board.

Retail Floor Area:

- 5. (a) The developer agrees that upon final build-out of the Phased Development Site Plan, approximately 327,070 square feet, or no less than 5% of the 337,900 square feet of floor area existing on site at the time of approval of the Phased Development Site Plan, shall be constructed consistent with the Pentagon Centre Guiding Principles dated January 29, 2008, as retail space at locations identified in the Phased Development Site Plan consistent with the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008, and the Pentagon Centre

Urban Design Guidelines dated July 16, 2008, unless otherwise approved by the County Board. The floor area shall be constructed in a retail grid to allow for the flexible build-out of the proposed retail space in accommodation of retail tenants with varying needs of retail square footage.

- (b) The developer agrees to develop a Retail Attraction and Marketing Plan for the retail space proposed with each Final Site Plan.
- (c) Retail uses shall be identified at the time of the Final Site Plan approval.

Residential Floor Area:

- 6. (a) The developer agrees that the residential density upon full build-out of the Phased Development Site Plan shall not exceed 115 units per acre consistent with the “C-O-2.5” zoning district and shall be determined based on remaining site area after site area has been allocated to office, hotel, commercial and industrial uses.

Hotel Floor Area:

- 7. (a) The developer agrees that the hotel density upon full build-out of the Phased Development Site Plan shall not exceed 180 units per acre consistent with the “C-O-2.5” zoning district and shall be determined based on remaining site area after site area has been allocated to office, residential, commercial and industrial uses.
- 8. The developer agrees that, by approval of this Phased Development Site Plan, the County Board has allocated densities and uses over the site and among each phase of development, identified in the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008, and approved by the County Board on July 21, 2008, all based on an approved total density for the entire site upon full build-out of the Phased Development Site Plan. The Developer agrees that density that is not approved as part of this Phased Development Site Plan shall not be allowed on any parcel formed by subdivision of the site or any phase. Density may be reallocated from one phase to another phase in the Phased Development Site Plan upon request of the developer through an application for a Phased Development Site Plan amendment and approval of the said amendment by the County Board.
- 9. The developer may request approval from the Zoning Administrator to modify the approved use mix of the Phased Development Site Plan by up to ten percent (10%), including converting office (excluding retail) to residential/hotel by no more than 77,698 sq ft. Such application requesting approval shall include a written analysis of the impact of conversion on urban and building design, traffic, and the provision of private and recreational amenities.

Building Height

10. The maximum building heights (excluding penthouses) upon full build out of the Phased Development Site Plan shall be as follows:

<u>Building</u>	<u>Use</u>	<u>Max. Height (Stories)</u>
Building A	Office	20
Building B	Residential	5
Building C	Office	8
Building D	Residential	7
Building E	Office	14
Building F	Hotel	12
Building G	Residential	6
Building H	Residential	11

At the time of Final Site Plan application, building heights for office buildings up to 20 stories shall be considered at the location of the Pentagon City Metro station located at the northwest corner of the site at the intersection of 12th Street South and S. Hayes Street and office buildings up to 14 stories shall be considered at the northeast corner of the intersection at 12th Street South and S. Fern Street. All other heights, unless otherwise approved with a Final Site Plan application, shall be consistent with these heights as approved with these Phased Development Site Plan conditions.

Construction Phasing

- 11. (a) The developer agrees that proposed buildings approved with a Final Site Plan do not have to be constructed concurrently. If phased construction is proposed and approved with a Final Site Plan, the developer agrees to submit a construction phasing plan consistent with the approval of the Final Site Plan.
- (b) The developer agrees that during construction, the Final Site Plan area shall be properly maintained as to physical condition and consistent with the Final Site Plan, there shall be plans for temporary circulation, parking and site maintenance during construction of each respective Phase of development as approved by the County Manager.

Parking

- 12. The developer agrees to provide parking for each use in accordance with the following schedule:
 - (a) Residential: For each unit, a minimum of .9 space per dwelling unit and a maximum of 1.12 spaces per dwelling unit.
 - (b) Hotel: 0.7 spaces per room
 - (c) New Retail: 1.72 spaces per 1,000 square feet of retail development.

- (d) Existing Retail: 1,145 parking spaces shall be provided for existing retail uses on site until implementation of Phase III of the Phased Development Site Plan.
 - (e) Office: A minimum of 1.33 spaces per 1,000 square feet of office GFA and a maximum of 1.72 spaces per 1,000 square feet of office GFA. A reduced parking ratio as provided herein, consistent with the then current policy in effect may be considered at the time of Final Site Plan.
13. The developer agrees that parking shall be provided for each Phase according to the parking ratios approved with the Phased Development Site Plan; however, the parking may be shared among uses and need not be located within the building to be parked and may be located within the overall project.
14. The developer agrees that 319 office parking spaces shall be made available to the public at the conclusion of the normal hours of business operation, Monday through Friday, beginning at 5:00 pm, and all day on weekends, Saturday and Sunday, and on legal holidays.

Infrastructure: Streets and Utilities

15. The developer agrees to construct three new streets to be located consistent with the drawings dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and as identified in these Phased Development Site Plan conditions and the Pentagon Centre Urban Design Guidelines dated July 16, 2008 approved by the County Board on July 21, 2008 as detailed below:
- (a) Continuous East-West Connection (13th Street South):
The developer agrees to construct a minimum 65-foot wide (from building face to building face), street in the east-west direction through the site, mid-block between S. Hayes Street and S. Fern Street. The east-west street shall connect 13th Street South at the adjacent Metropolitan Project to and through the site. The developer agrees that the street shall be constructed in phases consistent with approval of a Final Site Plan for Phases II and III of the Phased Development Site Plan. The location and design of the street shall be consistent with the Phased Development Site Plan, these conditions and the Pentagon Centre Urban Design Guidelines dated July 16, 2008 as provided in the drawings dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008, and approved by the County Board on July 21, 2008.
 - (b) Continuous North-South Connection (S. Grant Street):
The developer agrees to construct a minimum 65-foot wide (from building face to building face), street in the north-south direction through the site, mid-block

between 12th Street South and 15th Street South. The developer agrees that the street shall be constructed consistent with approval of a Final Site Plan for Phase II of the Phased Development Site Plan. The location and design of the street shall be consistent with the Phased Development Site Plan, these conditions and the Pentagon Centre Urban Design Guidelines dated July 16, 2008 as provided in the drawings dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

(c) Partial East-West Connection (14th Street South):

The developer agrees to construct a minimum 65-foot wide (from building face to building face), street in the east-west direction, partially through the site, beginning at the new north-south connection proposed mid-block through the site, continuing east to S. Fern Street. The partial east-west connection shall connect to 14th Street South at the adjacent Metropolitan Park to and partially through the site to the new north-south connection. The developer agrees that the street shall be constructed consistent with approval of a Final Site Plan for Phase III of the Phased Development Site Plan. The location and design of the street shall be consistent with the Phased Development Site Plan, these conditions and the Pentagon Centre Urban Design Guidelines dated July 16, 2008 as provided in the drawings dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

16. The developer agrees to construct street improvements including: streets, medians, curb and gutter, sidewalk, and streetscape improvements, including landscaped medians, along all public and private street frontages of the Pentagon Centre Phased Development Site Plan in accordance with the Pentagon Centre Urban Design Guidelines dated July 16, 2008 and the Arlington County standards current at the time, and as ultimately approved in the Final Site Plan. Improvements to all public street frontages shall be in accordance with the phasing requirements specified in the following schedule:

(a) Phase I (Final Site Plan):

- i. 12th Street South The developer agrees to construct sidewalk and interim streetscape improvements along the 12th Street South frontage of Building A consistent with the Pentagon Centre Urban Design Guidelines dated July 16, 2008, beginning at the northwestern corner of the site (along 12th Street South at the common WMATA property line), continuing east along 12th Street South and ending at the easternmost edge of Building A adjacent to the existing parking structure (approximately 200 linear feet) as shown on the plans February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board

on July 21, 2008. The existing curb line shall remain; however, Building A shall be designed to accommodate the future 58-foot cross-section of the 12th Street transit way.

ii.S. Hayes Street The developer agrees to construct sidewalk and streetscape improvements consistent with the Pentagon Centre Urban Design Guidelines dated July 16, 2008 from the existing curb line along the S. Hayes Street frontage of Buildings A, B and C, beginning at the northwestern corner of the site (along S. Hayes Street at the common WMATA property line), continuing south along S. Hayes Street and ending at the southwestern corner of the site (15th Street South and S. Hayes Street intersection), (approximately 650 linear feet) as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

iii.15th Street South The developer agrees to construct sidewalk and streetscape improvements consistent with the Pentagon Centre Urban Design Guidelines dated July 16, 2008, from the existing curb line along the 15th Street South frontage of Buildings C and D, beginning at the southwestern corner of the site (15th Street South and S. Hayes Street intersection), continuing east along 15th Street South and ending at the easternmost edge of Building D (approximately 450 linear feet) as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

(b) Phase II (Final Site Plan)

i.13th Street South The developer agrees to construct the street, curb and gutter, sidewalk, and streetscape improvements along the new east-west street frontage of Building B consistent with the Pentagon Centre Urban Design Guidelines dated July 16, 2008, and as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board dated July 21, 2008.

ii.North-South Street The developer agrees to construct the street, curb and gutter, sidewalk and streetscape improvements along the new north-south street (S. Grant Street) frontage of

Buildings A, B, C and D, and the existing Costco, as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

(c) Phase III (Final Site Plan)

i. 12th Street South The developer agrees to construct sidewalk and interim streetscape improvements along the 12th Street South frontage of Building E beginning at the northwestern corner of Building E, continuing east along 12th Street South and ending at the easternmost corner of the site (12th Street South and S. Fern Street intersection) as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board July 21, 2008. The existing 12th Street South curb line shall remain; however, Building E shall be designed to accommodate the future 58-foot cross-section of the 12th Street South transit way.

ii. S. Fern Street The developer agrees to construct sidewalk and streetscape improvements from the existing curb line along the S. Fern Street frontage of Buildings E, F, G, and H, beginning at the northeastern corner of Building E, continuing south along S. Fern Street and ending at the southeastern corner of the site (S. Fern Street and 15th Street South intersection as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008 .

iii. 15th Street South The developer agrees to construct sidewalk and streetscape improvements from the existing curb line along the 15th Street South frontage of Buildings G and H, beginning at the southeastern corner of the site (S. Fern Street and 15th Street South intersection), continuing west along S. Fern Street and ending at the southeastern edge of Building D as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised

May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

iv.13th Street South The developer agrees to construct the street, median, curb and gutter, sidewalk and streetscape improvements along the new east-west street frontage of Buildings E and F beginning east to its intersection with S. Fern Street as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

v.14th Street South The developer agrees to construct the street, median, curb and gutter, sidewalk and streetscape improvements along the new east-west street frontage of Buildings D, F, G, and H beginning at the new north-south street, S. Grant Street and continuing east to its intersection with S. Fern Street as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008

17. The developer agrees to place underground all existing and proposed utilities within and immediately adjacent to the property included within the Phased Development Site Plan development. Specifically, the developer agrees that all existing and proposed utilities located along S. Fern Street will be placed underground with construction of Phase III of the Phased Development Site Plan. Undergrounding shall be done for each final site plan approval as specified therein. Currently, the contribution to be paid by a developer to the County's Utility Undergrounding Fund is \$50,000 per acre. The developer agrees to make such a contribution at the time of each Final Site Plan or the contribution amount required at the time of Final Site Plan approval as this amount may be modified by the County Board.
18. The developer agrees to construct the infrastructure to support development consistent with and as determined at the time of each Final Site Plan.
19. The developer agrees to dedicate the necessary easements or rights-of-way for streets and other public uses for all phases of development under the Phased Development Site Plan following completion of construction of each Phase, as necessary, for a Final Site Plan approved for any Phase of the Phased Development Site Plan.

Public Open Space

20. The developer agrees to construct public space improvements identified in the schedule

below in accordance with the events identified unless a variation from this schedule is approved in a Final Site Plan within the approved Phased Development Site Plan. The developer agrees to grant perpetual public easements, in a form acceptable to the County Attorney and the County Manager, over the public open space areas identified in the Pentagon Centre Urban Design Guidelines dated July 16, 2008. The exact timing and acceptance of easements shall be determined at the time of a Final Site Plan approval. However the developer agrees to complete construction of the improvements to the public open space areas, as described in the approved PDSP or Pentagon Centre Urban Design Guidelines dated July 16, 2008, prior to the granting of such easements. In addition, the developer agrees to grant temporary public access easements, as needed, in forms acceptable to the County Attorney and the County Manager, over and across interim improvements as described in this condition. The permanent name for the public open space areas in the approved PDSP shall be determined in accordance with the Arlington County Policy for Naming and Renaming of County Facilities and Parks, adopted by the Arlington County Board on July 10, 1999, or the then-current policy. Upon construction, the open space improvement shall be maintained by the applicant or its successors unless provided otherwise in Final Site Plan approval. The developer agrees to submit a final landscape plan for the open space. At the time of submittal of each final landscape plan, if applicable, a park maintenance plan and events management plan shall be included and said plans shall be approved by the County Manager or his designee as part of the final landscape plan. Upon approval, such plans shall govern maintenance of parks and management of events. The developer further agrees to coordinate with the Department of Parks, Recreation and Community Resources on the programming of the parks.

Phase I (Final Site Plan):

- (a) 12th and Hayes “Metro Plaza”
The developer agrees to make a monetary contribution that can be used toward the construction of improvements to the Metro Plaza located at the corner of 12th Street South and S. Hayes Street at the Pentagon City Metro Station. The developer further agrees to cooperate with the County and WMATA, which will be constructing the “Metro Plaza” improvements.

Phase II (Final Site Plan)

- (b) 15th Street Open Space
The developer agrees that the approximately 13,415 square feet of open space located fronting 15th Street South between Buildings C and D as identified on the plans dated May 12, 2008 and consistent with the Pentagon Centre Urban Design Guidelines dated July 16, 2008 will be included in a landscape plan as part of the submittal of the Phase II Final Site Plan. The developer agrees that this open space will be consistent with the Pentagon Centre Urban Design Guidelines dated July 16, 2008 and shall be constructed concurrent with the north-south connector proposed adjacent to Building D of the Phase II Final Site Plan. The plan shall be presented to PRCR, Parks and Recreation Commission and the Aurora Highlands

Civic Association. The design plan shall be approved by the County Board as part of the approval of the Phase II Final Site Plan for any building in Phase II.

Phase III (Final Site Plan)

(c) Pentagon Centre Park

The developer agrees to submit a design plan for the approximately 125,017 square feet of open space area located fronting S. Fern Street between the proposed 13th and 14th Streets South as shown on the plans dated May 12, 2008, herein after referred to as “Pentagon Centre” Park, which shall be consistent with the concept plan as described in the Pentagon Centre Urban Design Guidelines dated July 16, 2008, at the time of submittal of the Final Site Plan for Phase III of the PDSP or the first building in Phase III of the PDSP (Buildings D, E, F, G, and/or H). The plan shall be presented to PRCR, Parks and Recreation Commission and Aurora Highlands Civic Association. The design plan shall be approved by the County Board as a part of the approval of the Phase III Final Site Plan for the first building in Phase III.

The developer agrees, consistent with the Final Site Plan for any property located within Phase III, to submit to the Zoning Administrator, for review and approval by the County Manager, a final landscape plan for the entire “Pentagon Centre” Park. Such landscape plan shall be consistent with the approved design plan for the “Pentagon Centre” Park. The developer agrees to construct the final landscape plan for the “Pentagon Centre” Park in sections, after the construction of the below-grade parking structure in each section.

21. The Pentagon Centre Urban Design Guidelines dated July 16, 2008 and submitted as a part of the approved Phased Development Site Plan, shall serve as a guide for the coordinated development of all phases of the Phased Development Site Plan. All Final Site Plans shall otherwise be consistent with the objectives and specifications of the Guidelines, or as approved by the County Board. Each Final Site Plan submission shall include a conceptual landscape plan for the Final Site Plan, including planting, sidewalk and streetscape. Each conceptual landscape plan, unless otherwise approved by the County Board through final site plan approval, shall be implemented consistent with a final landscape plan as submitted to and approved by the County Manager.

Other Requirements

Comprehensive Sign Plan

22. Prior to the issuance of the final building permit for Phase I of the Phased Development Site Plan, the developer agrees to develop and submit a Comprehensive Sign Plan to the Zoning Administrator for approval, which is consistent with the guidelines contained in the “Sign Guidelines for Site Plan Buildings” and with Section 34 of the Zoning Ordinance. The sign plan shall be an addendum to the Pentagon Centre Urban Design Guidelines and shall include directional signs, wayfinding signs (temporary and permanent), project and tenant identification signs, and a streetscape sign plan including general guidelines for retail establishment signs. The Zoning Administrator shall determine whether the signs meet the standards of the guidelines and Zoning Ordinance

and the Pentagon Centre Urban Design Guidelines dated July 16, 2008 and approved by the County Board on July 21, 2008.

Affordable Housing Ordinance

23. For each subsequent Phase of the PDSP,
- (a) The developer agrees to comply with the terms and conditions of the Arlington County Affordable Housing Ordinance or such other affordable housing requirement for new development in effect at the time of Site Plan approval for each phase of development for the density up to the maximum permitted under the GLUP designation of “M-1” (allowing a maximum of 1.5 FAR).
 - (b) The developer agrees that consistent with the requirement of the Arlington County Affordable Housing Ordinance for an additional affordable housing contribution where a GLUP amendment is necessitated by proposed development for any density above the previous GLUP designation allowing a maximum of 1.5 FAR up to a maximum of 2.5 FAR, as enabled by this PDSP and accompanying GLUP amendment (731,873 sq ft of GFA), shall be subject to the County’s policy in effect at the time of site plan approval for affordable housing contributions for projects where it was anticipated that the GLUP would be changed, as well as the policy for calculating the conversion of units per acre to GFA.

Chesapeake Bay Preservation Ordinance

24. For each Final Site Plan, the developer agrees to comply with the then-current Arlington County Chesapeake Bay Preservation Ordinance (CBPO) as applied to all land within each Final Site Plan excluding any land that is within any existing or planned public right-of-way, as shown on the Transportation and Land Use Plan drawing dated September 1, 2000.

LEED and Sustainable Design

25. The developer agrees to complete the U.S. Green Building Council's LEED scorecard for each proposed building to be newly constructed in any Final Site Plan. The developer shall submit a completed LEED scorecard with all Final Site Plan applications. The developer agrees that all future site plan projects shall at minimum obtain Silver level LEED certification or higher by the USGBC, including full documentation verifying all elements indicated on the LEED scorecard have been completed. The number of credits and LEED version for each Final Site Plan shall be based on the most current version of the LEED rating system in effect on the day of Site Plan approval. Specifically, the developer agrees to include sustainable elements in design and construction that are sufficient to meet the requirements for all of the Prerequisites and the minimum number of points needed to achieve Silver level certification or higher, including at least two (2) points from LEED Section EA.1, “Optimize Energy Performance.”

In the event that the USGBC’s LEED certification is no longer being used or is not the most widely adopted rigorous national standard, the final sustainability components or certification must be approved by the County Manager or designee to comply with the

then current County policy in effect for sustainable design and construction.

Public Art

26. With the approval of the Phased Development Site Plan, the developer agrees to make a contribution to the Public Art Fund in the amount of \$75,000 to support County public art initiatives described in the Public Art Master Plan (adopted December 2004) and the goals of the Public Art Policy (adopted September 2000). Such contribution shall be made to the Public Art Fund prior to issuance of the first above grade building permit for the first approved phase of development. If the contribution is made more than 12 months after Final Site Plan approval, the contribution amount will be adjusted based on the percentage change in the Consumer Price Index-Urban (CPI-U) between the date of site plan approval and the first day of the month in which the contribution is made.

For each approved Final Site Plan, the developer agrees to commission a professional artist to create public art on site, or to make a contribution to the Public Art Fund in accord with the Public Art Program Guidelines for Site Plan Development. The value of each contribution shall be specified at site plan approval, but will be no less than \$75,000 per approved Final Site Plan.

Transportation Management Program

27. The developer agrees to meet the then current TDM conditions and standards in effect at the time of Final Site Plan approval for each Phase of development.

Final PDSP Submission

28. Following the approval of the Phased Development Site Plan by the County Board, but in no event later than 90 days following approval of the PDSP by the County Board, the developer agrees to submit to the Zoning Administrator three (3) copies of a revised Phased Development Site Plan incorporating all aspects of the approved Phased Development Site Plan and revised Pentagon Centre Urban Design Guidelines.

Notification Upon Sale of the Site

29. The developer agrees to notify the Zoning Administrator immediately following the sale of any portion of the site as to: (a) square feet of property sold; (b) location and RPC numbers of property sold; (c) use and density committed by the sale; and (d) the name of the person representing the new owner of the property. The developer further agrees to provide with the aforementioned notification a copy of a letter from the developer to the new owner(s) indicating that the proposed site is being redeveloped as a Phased Development Site Plan and conveying the conditions of the PDSP and any Final Site Plan approved at the time of sale.

Final Site Plan Conditions

30. The conditions assigned to Final Site Plan approvals may include, but shall not be limited to, the conditions of the Phased Development Site Plan approval.

Site Area Certification

31. The developer shall submit a site area summary at the time of the submittal of each Final Site Plan. Additionally, the developer shall submit a certified survey plat of the site area of each parcel, including street rights-of-way, upon completion of construction.

Compliance with Administrative Regulation 4.1

32. The developer agrees to comply with Administrative Regulation 4.1 for the submission of all Final Site Plan applications. No building permit shall be issued until a Final Site Plan has been approved by the County Board and all conditions at the time of such issuance, have been met.

Expiration of the Phased Development Site Plan

33. This Phased Development Site Plan expires 10 years after the date of County Board approval if a footing to grade permit has not been issued for the first building in Phase I of the Phased Development Site Plan. Extension of this approval shall be at the sole discretion of the County Board.

Superseding of Conditions

34. In the event of a conflict, the foregoing Phased Development Site Plan Conditions supersede the Pentagon Centre Urban Design Guidelines, including amendments thereto, that may be adopted by the County Board.

Additional Conditions

Full Disclosure to Existing Tenants

35. The developer agrees to disclose to all retail tenants with current leases in effect upon the date of approval of the Phased Development Site Plan and approval of a Final Site Plan, and prospective retail tenants, that redevelopment of the site has been approved under a Phase Development Site Plan and Final Site Plans, as approved. The developer further agrees that leases entered into after the time of approval of the Phased Development Site Plan shall include a relocation clause in the event that the tenant is relocated due to redevelopment solely.

Parking Spaces Fronting on Public Sidewalks or Public Spaces

36. The developer agrees that parking spaces on the first and second floors of the above grade parking structures, including Buildings A and D in Phase I of the Phased Development Site Plan, shall not front on sidewalks or public spaces, but rather shall be located behind retail and/or office facades along frontage adjacent to sidewalks and public spaces. The details of the retail and/or office facades, including the size, depth and height, and the design of the retail and/or office facades shall be approved as part of the Final Site Plan.

Structured Parking Garages

37. The developer agrees that all parking in Phases other than Phase I of the Phased Development Site Plan, except for Buildings A and D as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board as part of the Phased Development Site Plan on July 21, 2008, shall be below grade.

Conversion of Parking Garages

38. Prior to issuance of any above grade building permit in Phase I Final Site Plan of the Phased Development Site Plan, the developer agrees to show in engineering plans and construction drawings that the above grade parking structure identified as Building D in the Phased Development Site Plan, as designed and constructed in Phase I of the Phased Development Site Plan, will contain the necessary engineering structure to be modified in Phase II to allow for a road with a minimum width of 65-feet from building face to building face, adjacent to the building running north-south between 12th Street South and 15th Street South, as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008. The developer further agrees that in Phase III, the upper four-stories of the seven-story garage shall be converted to residential use as shown on the plans dated February 22, 2007, Revised April 26, 2007, Revised June 1, 2007, Revised June 25, 2007, Revised May 12, 2008 and Revised June 27, 2008 and approved by the County Board on July 21, 2008.

Dedication of Right-of-Way for 12th Street Transit Improvements

39. The developer agrees to dedicate an additional 3 ½ feet of right-of-way to provide a total dimension of 29 feet from centerline to new curb-line along 12th Street South fronting Building A to the County to be used by the County for future transit improvements at the time of approval of the Phase I Final Site Plan.

Modification of Existing Buildings

40. The existing retail buildings may be structurally modified without the necessity of filing an application to amend the approved Phased Development Site Plan so long as the density is not increased with such modifications. Further, the developer agrees to notify the County Manager prior to structural modifications of any existing building. Such structural modifications shall be administratively reviewed by the County Manager, shall include a plan for interim uses and improvements, and be approved by the Zoning Administrator.

Grandfathering of Existing Uses

41. All existing retail uses located on the property as of the date of approval of this Phased Development Site Plan shall be “grandfathered” under the “M-1” Light Industrial District, shall be legally permitted uses, and shall not be considered lawful nonconforming uses. These uses shall be permitted to continue until such time as redevelopment under Phase II and/or Phase III of the Phased Development Site Plan is approved and construction commences or no later than 40 years from date of approval of the PDSP, whichever occurs first.

Retail Shopping Carts

42. The developer agrees to make its best effort to work with management of Costco to develop a management and retrieval program for all shopping carts used by Costco customers prior to issuance of the first Certificate of Occupancy for Phase I of the Final Site Plan. The plan shall make clear the intent to keep the carts on-site with provisions to collect any carts found off-site in the immediately adjacent neighborhood.

Location of Garage Loading and Access on Interior Streets

43. The developer agrees that with the exception of the garage loading and access for the office Building A in Phase I of the Phased Development Site Plan, all garage loading and access shall be located on interior streets of the site and not the perimeter streets of the site identified as 12th Street South, 15th Street South, S. Fern Street and S. Hayes Street. The developer further agrees that with Phase II of the Phased Development Site Plan, garage loading and access for office Building A will be relocated off of 12th Street South and onto the newly constructed S. Grant Street.

GENERAL LAND USE PLAN RESOLUTION

Whereas, the County Board of Arlington County has been presented with proposed amendments of the General Land Use Plan (“GLUP”), a part of the County’s Comprehensive Plan, to designate the property bounded by 12th Street South, S. Fern Street, 15th Street South, and S. Hayes Street as “Medium” Office-Apartment-Hotel (Office Density up to 2.5 F.A.R.; Apartment Density up to 115 units/acre; Hotel Density up to 180 units/acre); and

WHEREAS the County Manager has recommended that the proposed amendments be approved; and

WHEREAS, on July 14, 2008, the Planning Commission considered the proposed changes to the General Land Use Plan; and

WHEREAS, the County Board held a duly-advertised public hearing on the proposed General Land Use Plan amendment on July 21, 2008; and

WHEREAS, the County Board has considered the foregoing recommendation and the purposes of the General Land Use Plan and the Comprehensive Plan as set forth in those documents, the Arlington County Zoning Ordinance and the Code of Virginia; and

WHEREAS, the County Board finds that the proposed changes to the General Land Use Plan are consistent with the general planning goals of the Pentagon City Master Plan, the Pentagon City Task Force Report and the Pentagon City Guiding Principles;

NOW, THEREFORE, be it resolved that, based on the aforementioned considerations, deliberations and all public comments, the County Board of Arlington County finds that the proposed amendments to the GLUP should be, and hereby are, approved.

REZONING RESOLUTION

WHEREAS, the County Board of Arlington County (“County Board”) finds that Kimco Realty Corporation, has requested a rezoning of property located at 1201 S. Hayes Street and 1200 S. Fern Street, which is identified in the County Record as RPC #35-004-001, from “M-1” Light Industrial Districts to “C-O-2.5” Commercial Office Building, Hotel and Apartment Districts; and

WHEREAS, on July 14, 2008, the Planning Commission considered a rezoning to “C-O-2.5” Commercial Office Building, Hotel and Apartment Districts; and

WHEREAS, the County Manager has recommended that a rezoning from “M-1” Light Industrial Districts to “C-O-2.5” Commercial Office Building, Hotel and Apartment Districts be approved as it is consistent with the General Land Use Plan; and

WHEREAS, the County Board finds that the proposed rezoning to “C-O-2.5” Commercial Office Building, Hotel and Apartment Districts is consistent with the General Land Use Plan; and

WHEREAS, the County Board finds that the proposed rezoning to “C-O-2.5” Commercial Office Building, Hotel and Apartment Districts is required by public necessity, convenience, general welfare, and good zoning practice; and

WHEREAS, the County Board held a duly-advertised public hearing on the proposed rezoning on July 21, 2008.

NOW THEREFORE, be it resolved that, based on the aforementioned considerations, deliberations and all public comments, the County Board of Arlington does find that the proposed rezoning **FROM** “M-1” Light Industrial Districts **TO** “C-O-2.5” Commercial Office Building, Hotel and Apartment Districts, for the properties located at 1201 S. Hayes Street and 1200 S. Fern Street, which is identified in the County Record as RPC #35-004-001, should be, and is thereby, approved.

PREVIOUS COUNTY BOARD ACTIONS:

August 12, 1961

The site is shown as “Industrial” on the General Land Use Plan.

April 22, 1975

GLUP Legend change: “Industrial” is changed to “Service Industry” and the site is shown as “Service Industry” (Wholesale, storage and light manufacturing uses, including those relating to building construction activity).

Attachment A
Pentagon Centre Site Development Potential

	“M-1” By-Right	“C-O-2.5” (By Site Plan)	Proposed PDSP
Permitted Uses	Light Industrial, Limited Industrial, Service Commercial – Community Business Districts, Local Commercial, Restricted Local Commercial	Office, Commercial/Retail & Services, Hotels, Apartment	Office, Commercial/Retail, Apartment & Hotel
Density FAR Site Area: 731,873 sq ft (16.80 acres)	1.5 FAR <ul style="list-style-type: none"> • 1,097,809.5 sq ft 	2.5 FAR <ul style="list-style-type: none"> • 1,829,682.5 sq ft Office/Commercial/Institutional • Apartments: 115 DU/Acre • Hotel: 180 Units/Acre 	2.5 FAR <ul style="list-style-type: none"> • 1,829,520 sq ft <ul style="list-style-type: none"> - Office: 776,982 sq ft - Commercial: 327,070 sq ft - Apartments: 115 units/Acre - Hotel: 174 Units/Acre
Height	75 feet (Max)	<ul style="list-style-type: none"> • Office Building <ul style="list-style-type: none"> - 12 Stories (Max) • Apartment/Hotel Building <ul style="list-style-type: none"> - 16 Stories (Max) 	<ul style="list-style-type: none"> • Office Buildings: <ul style="list-style-type: none"> - 20 Stories (Bldg A) - 8 Stories (Bldg C) - 14 Stories (Bldg E) • Apartment/Hotel Buildings <ul style="list-style-type: none"> - 5 Stories (Bldg B) - 7 Stories (Bldg D) - 12 Stories (Bldg F) - 6 Stories (Bldg G) - 11 Stories (Bldg H)
Parking	Section 33 ⁴ Approx. 1 space per 250 square feet of first floor area and 1 space per 300 square feet for remaining floor area	<ul style="list-style-type: none"> • Office & Retail <ul style="list-style-type: none"> - 1:580 sq ft of Office and Retail GFA • Residential <ul style="list-style-type: none"> - 1 Space per Unit; • Hotel <ul style="list-style-type: none"> - Seven-tenths (.7) space for each guest room 	<ul style="list-style-type: none"> • Office/Retail (1,904 Spaces) <ul style="list-style-type: none"> - 1:580 sq ft <p style="margin-left: 20px;"><i>Office: 1,340 spaces 1:580 sq ft (max)</i></p> <p style="margin-left: 20px;"><i>Retail: 564 spaces 1:580 sq ft</i></p> • Residential (600 Spaces) <ul style="list-style-type: none"> - 1 Space Per DU • Hotel (175 Spaces) <ul style="list-style-type: none"> - 0.7 Space Per Room

⁴ To encourage and promote pedestrian-related commercial activity in Metro Station area, no parking shall be required for restaurants based on hours of operation, retail and service commercial uses with some exceptions and grocery stores with condition, where the major portion of the use is located within 1,000 feet of a Metrorail Station entrance.

Attachment B

PENTAGON CENTRE SITE GUIDING PRINCIPLES

Introduction and Background

The Pentagon Centre site in Pentagon City comprises the block bounded by S. Hayes St., 15th St. S., S. Fern St., and 12th St. S. The site lies in the center of the area designated as the Pentagon City “Coordinated Development District” on February 9, 1974. Intentionally excluded from the subsequent Pentagon City Master Plan in 1976 in order to leave the site with its industrial development potential, the General Land Use Plan (GLUP) designation and zoning have remained unchanged as areas surrounding the site have been developed according to the Phased Development Site Plan (PDSP) adopted in 1976.

Pentagon Centre sits on a 16.8 acre site and was established by-right under the existing M-1 zoning and Service Industry GLUP designation in 1994, as an adaptive reuse of the former Western Electric building. The building contains approximately 338,000 square feet of retail space, including Costco, Best Buy, Borders, Marshalls, Linens and Things, California Pizza Kitchen, Chevy’s, and Starbucks. The building also contains two floors of structured parking. The remainder of the site provides a surface parking lot for these uses.

On October 4, 1997, in response to the development proposal for Pentagon Row, the County Board established the Pentagon City Task Force and charged this group to review the approved PDSP, to develop planning principles for the remaining unbuilt portions of Pentagon City, including the Pentagon Centre site and to identify two to three development scenarios meeting these principles. The Task Force report was presented at a County Board work session on November 12, 1997.

Subsequent to the 1997 Task Force Report, the mixed use development at Pentagon Row was approved and completed. Pentagon City has become a transit hub with many Pike Ride buses, commuter buses, tour buses and a planned streetcar. The first two site plans of a multi-phase development have been approved with an enhanced road network and central park feature for the Metropolitan Park block, to the east of Pentagon Centre.

Guiding Principles

In response to a PDSP and site plan for the Pentagon Centre block, the Long Range Planning Committee (LRPC) of the Planning Commission met three times, on October 23, November 28 and December 11, 2007 in order to update and refine the planning principles established by the 1997 Pentagon City Task Force and to develop guiding principles specific to long term goals for full build-out of the Pentagon Centre block. Planning Commission members were joined by invited community representatives and County staff. All meetings were open to the public.

Guiding principles for the Pentagon Centre site were developed based on LRPC Committee discussions, and build upon relevant planning principles from both the 1976 and 1997 planning documents. While planning principles established in past processes have been updated and modified here to refer specifically to Pentagon Centre, they remain relevant to the Pentagon City

area as a whole. The principles are presented in the same order as previous planning goals, and are not intended to suggest a hierarchy. The guiding principles were presented at a County Board Work Session on January 17, 2008 where the Board agreed that staff and the Planning Commission should use these principles to evaluate the PDSP and Final Site Plan submitted for the site.

Compatibility: Development should be compatible with the surrounding existing uses and with the site's central location to the Pentagon City Coordinated Development District and proximity to Metro.

- Development should create a sense of place both internal and external to the site. As the center of Pentagon City, surrounding existing uses should be unified by development on this site, with development on 15th Street S. sensitive to existing adjacent low-rise residential uses.
- This site should be developed as the heart of the Pentagon City community and should perpetuate the sense of place and community vitality originally envisioned for Pentagon City.
- High quality urban design features and consistent architectural quality should define an identity for the site. Locations where special treatment would further delineate the area as an entry should be identified.
- Proposals for this site should consider concurrent planning efforts in nearby Crystal City.

Mix of Uses: A balanced mix of uses should be provided on this block, including office, retail and residential and a community facility or civic space, and should create a convenient live-work-shop relationship to ensure twenty-four hour vitality.

- Hotel use and other uses compatible to future surrounding uses should also be considered.
- Development of the site should not preclude incorporation or continuation of the existing Costco and other existing retailers, although alternative urban forms for such development should be considered.
- The total amount of retail on the site should not drop below the existing square footage, and design for newly created spaces should include those attractive to independently-owned and locally-owned businesses as well as national retailers.
- Streets should be activated with ground floor retail and restaurant uses and should include neighborhood-serving retail and services.
- Residential uses should incorporate units affordable to a range of income levels including low to moderate.
- The following types of uses were identified as desirable by the community: Urgent Care Facility in or near the area, Post Office, Movie Theatre, Hardware Store, Civic or Community Facility, Amphitheatre or Water Park Feature.

Distribution of Densities and Heights: The site should provide the highest heights and densities in the Pentagon City area, with heights and densities tapering down toward the southwest portion of the site to meet adjacent existing low-rise residential development.

- Highest densities should be in the northern portion of the site for ease of access to major transportation corridors and existing and future transit nodes and above the Metro station at the intersection of 12th St. S and Hayes Street.
- Step backs should be used along 15th Street to maintain compatibility with low-rise residential development along this corridor.
- The Metro entrance at the intersection of 12th and Hayes Street should develop as the highest point of the site.

- Building heights should be varied to break up the skyline.
- Heights and densities should conform to zoning regulations and meet County policies and plan recommendations. The County Board may consider additional height and/or density with provision of additional community benefits.

Open Space: Well-designed publicly accessible open space in discrete urban parks and plazas should be fully integrated throughout the development and should contribute to creation of a sense of place in Pentagon City as a whole.

- Design of public spaces should include links to established pedestrian connections created by surrounding development and access to existing and future transit nodes on and around the site.
- Public spaces should complement the public spaces in the existing and proposed developments to the east and west, and should be designed to encourage congregation and socialization.
- Public spaces should be designed, sited and sized in context with surrounding uses and should be lighted in a manner that promotes safety, while minimizing unwanted impacts on surrounding uses.
- A public plaza or significant public art feature should create an entry to the neighborhood at the Metro entrance at the intersection of 12th and Hayes Streets and contribute to an easily recognizable image and identity for the area.
- Rooftops should be considered as additional opportunities to provide public space through the use of green roofs.
- Public spaces should be incorporated into streetscapes to contribute a pedestrian-oriented environment along the 12th Street corridor, and to provide a transition to the residential area along 15th Street.

Circulation and Pedestrian Routes: A street grid should be phased into development to ultimately provide a multi-modal street network improving pedestrian, bicycle, transit and vehicular access through and around the site.

- Design of the site should promote Pentagon City's multimodal transportation infrastructure and connectivity and improve access to transit, pedestrian, and bicycle facilities.
- New internal streets should be designed as secondary streets allowing services (parking and loading) to be removed from the perimeter of the site, and off of Hayes Street, 12th Street, Fern Street and 15th Street. These secondary streets should be designed as narrower streets reflecting a more pedestrian nature.
- Continuous east-west connections should extend 13th and 14th Streets proposed for the Metropolitan Park block, to connect Hayes and Fern.
- A north-south connection should be provided to connect 12th and 15th streets allowing a full range of pedestrian and vehicular movements and should provide visual connection to the existing vista extending north through the MCI and Lincoln properties.
- Twelfth street should be developed to support future planned transit on this corridor as identified in the Master Transportation Plan and should be activated with retail uses to enhance pedestrian experience along the corridor.
- Phasing of the street network should accommodate existing retail uses in the interim.
- The new street network should create pedestrian connectors to strengthen the relationship between the core of Pentagon City and adjacent residential areas.
- Pedestrian passageways should link surrounding developments and routes to and from existing and future transit nodes.

Streetscapes: Streetscapes should maximize pedestrian-friendly features, highlight key intersections and gateways, and identify short-term improvements for blocks where redevelopment is not planned to be implemented until later phases of the project.

- Within the hierarchy of streets of primary, secondary and tertiary, streetscapes should be varied to provide different pedestrian experiences and feels.
- Superblocks should be broken up with pedestrian ways or new streets and create a finer-grained development by using build-to lines along critical street frontages and incorporate step backs along corridors where a pedestrian scale is appropriate.
- Streetscape along 12th Street should be designed to complement proposed County transit improvements for the Pentagon City-Crystal City area.

Parking: Parking should be provided below grade unless impossible due to Metro tunnel. Above grade parking structures should not front on sidewalks or public spaces and should incorporate facades consistent with high quality architecture on the site.

- Parking ratios should be established to enhance the multi-modal nature of the site directing users to alternative modes of travel and lessening the impact of traffic associated with any future increases of density on the site.
- Onsite parking should be established within the context of the entire site rather than for individual buildings, and in the interim, should be sensitive to factors unique to big-box retail uses.
- All parking resources should be maximized through measures such as Transportation Demand Management (TDM) and shared parking, building on the parking synergies inherent in mixed use developments.
- On street parking should be provided to the extent possible to accommodate short term visitors and retail customers as a means of enhancing the pedestrian experience.
- Parking requirements should minimize spillover into surrounding residential neighborhoods.

Sustainable Design: All aspects of urban and architectural design should incorporate sustainable and green building principles.

- Consider environmental sustainability and overall energy efficiency as integral parts of all aspects of building design and development.
- All new buildings on the site should, at a minimum, be LEED certified.
- Green roofs should be incorporated to limit heat island effect.

Phasing: Phasing of development should accommodate existing retailers as an interim use and community benefits should be provided concurrent with phasing of the PDSP.

- Development of early phases should provide interim pedestrian connections through the site and be compatible with long term pedestrian connections to and from transit nodes.
- The PDSP for the site should include urban design guidelines to facilitate long term development of this site and define how these guidelines will be met.
- The completion of each phase of redevelopment should be in harmony with the portions of the site slated for redevelopment at a future date.