



# County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

September 25, 2012

Hillary Katherine Zahm, AICP  
Macerich – Tysons Corner Center  
1961 Chain Bridge Road  
McLean, VA 22102

RE: Interpretation for RZ/FDP 2004-PR-044, Tysons Corner Center; Phase 1 Elevated Plaza;  
Tax Map: 29-4 ((1)) 35A and 35C

Dear Ms. Zahm:

This letter is in response to your letter of April 20, 2012, as revised August 10, 2012, and supplemented by your email of September 4, 2012 (attached), requesting an interpretation of the proffers and Conceptual/Final Development Plan (CDP/FDP) accepted by the Board of Supervisors in conjunction with the approval of RZ 2004-PR-044. As I understand it, the question is whether the proposed alternate design for the Phase 1 elevated plaza is in substantial conformance with the proffers and the CDP/FDP. This determination is based on the interpretation plan submitted with your letter. The plans, titled Tysons Corner Center Phase 1: Elevated Plaza, prepared by RTKL and date-stamped August 14, 2012.

In your letter, you indicate that Macerich, in concert with Lord & Taylor, the anchor tenant with frontage on the Phase 1 Plaza, and a design team composed of Rios Clementi Hale Studios, Sasaki Associates, Inc, and RTKL, desire to enhance and refine the plaza layout and programming and to consider new ways of activating the space year-round. You also request that this interpretation supersede the Zoning Administrator's previous plaza interpretation dated July 14, 2010.

In 2007, the Board of Supervisors approved Rezoning RZ 2004-PR-044, subject to proffers. In this rezoning, four phases of development were approved. Under the proffers, the CDP/FDP covering Phases 1 and 2 was permitted to proceed as long as the proffered Metro-related triggers were in place. Phase 1 is located at the northeast end of the development site, between the existing mall and Route 123. This phase includes a residential tower, office tower, hotel, and an elevated plaza and pedestrian bridges that connect the proposed buildings, the existing retail

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mall, and the under-construction South Pavilion for the Tysons Central 123 Metro Station. Phase 1 also includes expansion of retail space around the plaza's perimeter. Each of the proposed changes to the Phase 1 plaza is described below.

#### 1. Modification of the Footprint of the Plaza

The proposed alternate design modifies the shape and configuration of the plaza. As a result, the size of the plaza increases from 40,000 to approximately 51,500 square feet. The approved CDP/FDP depicted a plaza dominated by a pedestrian walkway lined by benches, an ice skating rink, three alcoves (children's activity area, children's passive area, and seating area), and a performance space bisecting the pedestrian walkway. The proposed alternative, with its two ellipses, is slightly wider than the one in the CDP/FDP. The dual ellipse design allows separation of the activity areas from the curvilinear walkway. The design also permits a multitude of pedestrian ways when the activity areas are not in use. In addition, the alternate proposal extends the plaza into the areas surrounding the existing and proposed adjoining buildings, better integrating the Phase 1 development. The proffers do not specify a maximum square footage for the plaza.

#### 2. Modification to the Plaza Programming.

Proffer 52 outlines the public amenities and facilities, including the elevated plaza, associated with each phase of development approved for Tysons Corner Center. Proffer 52(C) states that:

*The Applicant shall provide the following facilities (or equivalent alternatives) as part of the Phase 1 development or the development prior to Rail. (These facilities may be adjusted seasonally, and not all facilities are specifically indicated on the CDP/FDP.)*

- i. Seasonal ice skating rink/interactive water feature*
- ii. Performance space*
- iii. Seating area adjacent to the ice rink and Retail/Commercial uses*
- iv. Public art in locations as generally depicted on the CDP/FDP, with flexibility in the locations permitted subject to administrative approval from the Zoning Administrator*
- v. Children's activity area*
- vi. Children's passive area (to include a reading area or space for children's entertainment)*
- vii. Shade structure(s) and/or shaded area(s)*

In addition, Proffer 52(A) states that:

*The layout or mix of facilities indicated below may be altered, provided the proposed alterations substantially conform with and provide substantially equivalent recreation opportunities as that shown on the CDP/FDP as determined by the Zoning Administrator. The Applicant reserves the right to add public art to the site in areas not currently identified with public art on the CDP/FDP.*

The manner in which the proposed alternative provides the required facilities is detailed in the interpretation request letter. With the possible exception of the ice skating rink, all of the listed

facilities are depicted on the plans of the proposed alternate layout. Also, some additional features are shown, such as plaza accessible restrooms; "outdoor rooms" with seating, gaming tables, and a fire pit; a new mall entrance; flexible performance areas; mix of grass (natural or artificial turf) and hardscape surfaces; additional opportunities for outdoor café seating; and multiple paths of travel with activities integrated into the pathways, are shown.

**Ice Staking Rink.** The interpretation letter seeks flexibility to provide the above listed additional features in lieu of the ice skating rink. However, the applicant requests that provision of an ice skating rink still remain an option if an area could be located in the Phase 1 plaza where the rink would not preclude inclusion of the other features. Given the relatively inflexible nature (albeit seasonally) of ice skating rinks, the interpretation request seeks to provide primarily year-round amenities and flexible gathering/performance spaces and pedestrian paths of travel in lieu of the single purpose, relatively space consumptive rink.

**Interactive Water Feature.** The approved CDP/FDP showed an ice skating rink area, which during the warmer months, could be converted in an interactive water feature. Details of that water feature were not depicted. Citing concern for the plaza's proximity to the enclosed shopping mall and its marble floors, the proposed alternative includes a relatively small water feature located in the smaller, northern ellipse (active/passive area), between the larger ellipse (main event area) and the residential and office towers. Unlike the splash fountains incorporated into several recently constructed retail and public plazas, the proposed water feature would not be the focal point of the plaza. However, the interpretation letter notes the water feature would be designed to provide some interaction for children to touch and feel the water.

**Performance Space.** The approved CDP/FDP shows a performance space merged with the central walkway in a location between the main plaza and the residential and office towers. The proposed alternate design depicts a performance area within the central portion of the large ellipse. This area, with its movable planters and benches and its removable shade canopies, can provide several stage locations. The proposed alternative also depicts events occurring in the turfed area of the smaller ellipse. Separating the performance spaces away from the main pedestrian pathways reduces conflicts between performance viewers and pedestrians. In the original submission of the proposed alternate design, a large digital/movie screen was shown on the southwest corner of the plaza, above the children's play area. The screen has been removed as noted in your August 10, 2012 letter and, notwithstanding the graphic shown on pages 10 and 14, 15, and 18 of the submitted interpretation exhibits, is not part of this substantial conformance determination.

**Seating Areas.** The approved CDP/FDP shows rows of benches along the central walkway, benches around the ice skating rink, and several clusters of seating areas that may be centered around small tables. The proposed alternate design depicts a variety of seating options including modular removable benches located in the large ellipse; chairs and benches clustered around tables, game tables, and/or fire pits located in the outdoor rooms; benches and seating walls along planters and vegetated areas; and the turfed area within the smaller ellipse. The seating areas are laid out in a manner that accommodates a variety of activities including people watching, performance viewing, playing table games, socializing, and reading.

**Public Art.** The approved CDP/FDP shows five public art locations in a row along the central walkway. The proposed alternate design shows five public art locations scattered throughout the plaza. Three of the proposed locations are visible primarily from the main pedestrian pathway, while the other two are located with primary views from the outdoor rooms.

**Children's Activity Area.** The alternate design proposes relocating the children's play area from the north end of the Lord & Taylor's plaza frontage to the southeast corner of the plaza. The approved location was circumscribed by the Lord & Taylor frontage, the elevated plaza's railing, the central walkway, and the ice skating rink. The currently proposed location would be bordered by the plaza's restrooms, the mall frontage, a small lawn area, and the new mall entrance. The new location would allow parents to more easily monitor their children. In addition, the new activity area appears to be slightly larger than the approved one.

**Children's Passive Area.** The proffers specify that this area is to include a reading area or space for children's entertainment. The approved CDP/FDP showed a children's passive area located in the gap between the hotel and the mall. The alternate design does not designate a specific children's passive area. The interpretation request letter indicates that the turfed area located within the smaller ellipse, as well as the outdoor rooms with their seating and game tables, would fulfill this requirement.

**Shade structures and/or shaded areas.** The approved CDP/FDP did not depict specific shade structures. It appears that the shaded areas would be generated by rows of trees along the central walkway, the overhang of the hotel, and the shadows created by surrounding buildings. The alternate design will also benefit from these shading sources. In addition, the revised plans show two types of specific shade elements: removable shade canopies located in the large ellipse and shade structures located over the eastern walkway of the smaller ellipse. On the first page of the interpretation request letter, the applicant notes that the "trees" in the plaza, to maintain portability and/or to comply with required soil quantity, will actually be shrubs, approximately 10 feet in height with a canopy wide enough to provide some shade.

**Lightwells.** The proposed alternate design also includes an option to provide lightwells between segments of the Lord & Taylor frontage and the elevated plaza. If installed, these openings in the plaza surface would provide an open air connection to the at-grade development beneath the plaza. In addition, the lightwells would supplement the natural light that will be provided by the circular skylight proposed for the north end of the large ellipse.

**Guardrails.** On the submitted plans, Page 9, titled Enlarged Site Plan – Small Oval, includes a note that the guardrail encircling the plaza will be five feet in height and composed of glass or metal. You have indicated in your September 4, 2012 e-mail, that the applicant requests the flexibility to provide a guardrail of less height. Most pedestrian related guardrails are less than five feet in height and the approved CDP/FDP and proffers do not stipulate a particular height.

### 3. Adjustment to the Plaza Retail Space and the Mall and the Lord & Taylor Entrances

The CDP/FDP included 7,756 square feet of new retail space in the plaza. This additional retail was located along the Lord & Taylor frontage, along the west side of the plaza. The basis for

this retail was to help activate the space for pedestrians. The proposed alternate design provides retail uses in two 300 square foot kiosks and five 80 square foot movable carts. The kiosks and carts would allow flexibility in locating the businesses and would facilitate seasonal changes in merchandise/ service vendors. The proposed design also provides up to 2,000 square feet of new mall/ retail space related to the construction of new plaza-level entrance to the mall and renovation of the existing second level entrance to the Lord & Taylor store. These minor expansions to the existing structure will help activate the south and west sides of the plaza. The proposed hotel, to be located on the east side of the plaza, is envisioned to have outdoor seating for its adjoining restaurant/bar, as well as up to two levels of commercial related balconies overlooking the plaza. These retail uses, in conjunction with the plaza's programmable activity spaces, compensate for the reduction in new retail development.

As part of this interpretation, the applicant is requesting that the unused, approved retail square footage, approximately 4,760 square feet, be allowed to be utilized elsewhere in Phase 1 if the applicant identifies a suitable location.

#### 4. Modification of the Animated Façade Areas along the Lord & Taylor Plaza Frontage

Proffer 19 requires animated façade areas throughout the property as identified on the CDP/FDP. These areas include the building fronts bordering the plaza. To animate facades, Proffer 19 requires entry elements at least every 75 feet and a minimum transparency level of 45% of the overall façade area. The approved CDP/FDP shows that the Lord & Taylor wall bordering the west side of the elevated plaza complies with this requirement by being clad with new retail space. The wall currently consists of jumbo brick. As mentioned above, as part of the proposed alternate design, Lord & Taylor will modify its existing second level entrance, but is not planning to modify its plaza frontage. Instead, the alternate proposal shows that creation of "outdoor rooms" along this frontage as a means to activate this space. The "rooms" will provide small, informal gathering spaces with seating, game tables, and fire pits. These "rooms" will be delineated by paving and landscaping. As shown, there would be five "rooms" south of the Lord & Taylor entrance walkway and four "rooms" north of the walkway. The "rooms" will be shaded by tree-like shrubs that are detrimental to creating comfortable spaces and to softening the appearance of the block wall.

#### 5. Modification of the Ramp and Stairway Connecting the Plaza and Fire lane

The CDP/FDP includes a stairway and a handicap ramp at the northern edge of the plaza, connecting the plaza with the fire lane that accesses the north side of the residential and office towers. The proposed alternative adds a vehicle ramp parallel to the stairs and ADA ramp. The ramp would allow vehicular access to the plaza for maintenance purposes, delivery of materials for events, and clean up after the events. Access to this ramp will be provided only from the fire lane, which will be closed to the public by a set of bollards.

It is my determination that the proposed revised design for the Phase 1 Plaza, as discussed and as shown in the submitted interpretation exhibits, is in substantial conformance with the proffers and the CDP/FDP, specifically to include the following modifications.

1. Adjustment of the footprint of the plaza and increase in square footage up to  $\pm 51,500$  square feet.
2. Re-design of the plaza to include the following amenities in accordance with the approved proffers:
  - Ability to provide a seasonal ice rink on the plaza or provide a variety of amenities including, but not limited to, plaza accessible restrooms; outdoor rooms with seating, gaming tables, and a fire pit; a new mall entrance; flexible performance areas; mix of grass (natural or artificial turf) and hardscape surfaces; opportunities for outdoor café seating; and multiple paths of travel with activities integrated into the pathways.
  - Provision of an interactive water feature in the northern ellipse.
  - Adjustment in the location of public art to address the changes in the layout of the plaza.
  - Relocation of the children's play area to the southwest corner of the plaza.
  - Provision of a large active/passive area and outdoor rooms that can be utilized by adults and children for a variety of uses. These areas, along with the "passive lawn area" adjoining the children's play area, provide reading areas and space for children's entertainment in conformance with Proffer 52(C)(vi).
  - Provision of game tables.
  - Provision of shade structures and shade areas.
  - Relocation of the skylight.
  - The option to create lightwells along portion of the Lord & Taylor plaza frontage.
  - Clarification that the guardrails around the plaza may be up to five feet in height.
3. Elimination of the proposed retail cladding along Lord & Taylor's plaza frontage and instead utilize up to 3,000 of the approved 7,756 square feet of retail space to be utilized by the construction/expansion of the plaza's two mall entrances and by placement of retail kiosks and moveable carts in the plaza. It should be noted that the utilization of the remaining approved Phase 1 retail space, approximately 4,760 square feet, is not addressed by this interpretation and will require a subsequent interpretation request.
4. Modification of the animated façade areas along the Lord & Taylor plaza frontage to allow creation of "outdoor rooms" as a method for activating the area between the large ellipse and the store. These rooms shall be delineated by a mix of paving, landscaping, benches, and fire pits.
5. Modification of the ramp and stairway that connect the plaza with the landscaped terrace north of the Phase 1 residential and office towers to incorporate a vehicular ramp into the area.

This determination has been made in my capacity as the duly authorized agent of the Zoning Administrator and only addresses the issues discussed herein. This determination supersedes the Zoning Administrator's previous determination for modification of the Phase 1 Plaza dated

July 14, 2010. If you have any questions regarding this interpretation, please feel free to contact Bob Katai at (703) 324-7285.

Sincerely,



Barbara C. Berlin, AICP, Director  
Zoning Evaluation Division, DPZ

*ZED/BKATAI/TYSONS CENTER INTERPRETATIONS/TYSONS CORNER CENTER, PHASE I, ELEVATED PLAZA.DOC*

Attachments: A/S

cc: Linda Q. Smyth, Supervisor, Providence District  
Kenneth Lawrence, Planning Commissioner, Providence District  
Diane Johnson-Quinn, Senior Deputy Zoning Administrator, ZAD, DPZ  
Kenneth Williams, Plan Control, Office of Land Development Services, DPWES  
Angela Rodeheaver, Chief, Site Analysis Section, DOT  
Kevin J. Guinaw, Chief, Special Projects/Applications Management Branch, DPZ  
File: RZ/FDP 2004-PR-044, PI 12 04 021, Imaging, Reading File

**Katai, Bobby H.**

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**From:** Zahm, Hillary <Hillary.Zahm@macerich.com>  
**Sent:** Tuesday, September 04, 2012 12:32 PM  
**To:** Katai, Bobby H.  
**Cc:** Harrison, John  
**Subject:** Re: Question

Bob, thank you so much for the update! Sounds like things are moving along well!

I have just learned from our team that we are interested in making a tweak to the height of the guardrail around the plaza. Rather than indicating 5', we would like to have flexibility to provide less than 5' (still maintaining a safe height, of course, we may want to provide a 42" railing or something similar).

I don't think this is a proffer or cdp/fdp issue, but in the interpretation text and graphics, we indicated 5' for the railing height. Do we still have time to adjust the request? Or, in your response, assuming there is no objection, could you simply clarify that we can provide a railing up to 5'?

Sorry for this last minute item-I just learned of this. Thank you for your consideration! I you would like to discuss over the phone, please just let me know when would be a good time.

Thank you!!  
Hillary

Sent from my iPhone



August 10, 2012

Mr. Kevin Guinaw  
 Zoning Evaluation Division  
 Department of Planning and Zoning  
 12055 Government Center Pkwy  
 8th Floor  
 Fairfax, Virginia 22035

RECEIVED  
 Department of Planning & Zoning  
 AUG 14 2012  
 Zoning Evaluation Division

**RE: Refinements to the Programming of the Tysons Corner Center Phase 1 Elevated Plaza**

Dear Kevin:

I hope this letter finds you well. I am writing on behalf of Macerich, the owner of Tysons Corner Center (the "Property"), to request an administrative interpretation regarding the programming of the elevated Phase 1 plaza (the "Plaza") approved with RZ 2004-PR-044 (the "Rezoning"). This request is proposed to supersede our previous request regarding the Plaza and the County's response dated July 14, 2010 as well as the previous version of this letter submitted to the County and dated April 20, 2012. This letter has been modified slightly since the last submission as indicated below:

- As we discussed, after further review, we determined that the canopy previously indicated along the western side of the small ellipse provided very little shade. The design team determined that the aesthetics of this canopy detracted from various views at the plaza level; therefore, Macerich has removed this canopy. As needed, temporary shade structures can be provided in this area (and elsewhere on the plaza) to provide shade for events or gatherings.
- At your request, we have added landscaping to the "outdoor room" area on the north side of the Lord & Taylor plaza frontage. Understanding your request to break up the mass of this wall, we have added three shrubs. The shrubs will be approximately 10' in height, with a canopy wide enough to provide some shade/cover but not so large as to impede visibility of the Lord & Taylor sign.
- Upon further review, we determined that the trees indicated in the large ellipse would be too large to be relocated to accommodate events on the Plaza. To address this, Macerich proposes to provide shrubs in planters. The shrubs will be approximately 10' in height and will provide some shade.
- As discussed, we have removed references in this letter to a digital/movie screen on the Plaza.

- Macerich has updated page 9 of the attachments to clarify information previously omitted from the drawing. The graphic now indicates “5’ High Glass or Metal Guardrail” to provide an accurate description of the materials that will be used for the guardrail.
- As a result of recent coordination with Lord & Taylor, Macerich proposes to permit, as an option, the use of lightwells along portions of the Lord & Taylor plaza frontage.

These minor changes are reflected in the attached exhibits, which have been updated since the April submission.

### **Background**

In 2007, the Fairfax County Board of Supervisors approved the Rezoning to create an urban, mixed-use development at the Tysons Central 123 Metro Station. A Conceptual/Final Development Plan (“CDP/FDP”) and proffers (the “Proffers”) were approved by the Board.

The Board approved a total of 3,552,690 SF of development in addition to the existing shopping center (the “Mall”). This future development was broken down in four phases. The Board granted CDP/FDP approval to Phases 1 and 2 and permitted these phases to proceed as long as the proffered Metro-related triggers were in place. Prior to proceeding with Phases 3 and 4, the Proffers require that Macerich secure a Conceptual/Final Development Plan Amendment (“CDPA/FDPA”).



developed a conceptual layout of the plaza in coordination with RTKL and the County. The CDP/FDP associated with the Rezoning included landscaping, seating and retail uses within the plaza footprint. The Proffers provided a list of facilities that were approved to be located on the Plaza to provide active and passive recreation and to appropriately energize the space.

Proffer #52.C states the following:

*Phase 1 or the Development Prior to Rail. The Applicant shall provide the following facilities (or equivalent alternatives) as part of the Phase 1 development or the Development Prior to Rail (these facilities may be adjusted seasonally, and not all facilities are specifically indicated on the CDP/FDP):*

- i. *Seasonal ice skating rink/interactive water feature*
- ii. *Performance space*
- iii. *Seating area adjacent to the ice rink and Retail/Commercial uses*
- iv. *Public art in locations as generally depicted on the CDP/FDP, with flexibility in the locations permitted subject to administrative approval from the Zoning Administrator*
- v. *Children's activity area*
- vi. *Children's passive area (to include a reading area or space for children's entertainment)*
- vii. *Shade structure(s) and/or shaded area(s)*

Proffer #52.C identified the key elements to be located within the plaza to help achieve the interesting, entertaining and vibrant space desired adjacent to the shopping center and within Phase I while also enhancing the pedestrian experience between the shopping center and Metro. Macerich proffered a list of plaza amenities to provide the County with an understanding of the types and quantity of uses that would be available. It was understood that further refinement of the mix and location of uses would be necessary once programming of the plaza and the surrounding buildings was refined. To allow for adjustments to the proffered list, Proffer #52.A. was included:

Proffer #52.A

*Changes to the Layout and Mix. The layout or mix of facilities indicated below may be altered, provided the proposed alterations substantially conform with and provide substantially equivalent recreation opportunities as that shown on the CDP/FDP as determined by the Zoning Administrator. The Applicant reserves the right to add public art to the site in areas not currently identified with public art on the CDP/FDP.*

**Proposed Minor Modifications & Conformance with Proffers**

Since the Board approved the Rezoning in early 2007, Macerich has worked to enhance and refine the plans for Phase 1. Such work has included the following: (1) additional consideration and review of the CDP/FDP and proffers as they relate to the Plaza, (2) coordination with the anchor tenant with frontage on the Phase 1 plaza (Lord & Taylor) to discuss the programming and layout of the plaza space as well as seasonal use of the space and (3) engaging a renowned design team made of up Rios Clementi Hale Studios, Sasaki Associates, Inc. and RTKL to review the plaza space, layout and programming and consider new ways of activating the space year-round.

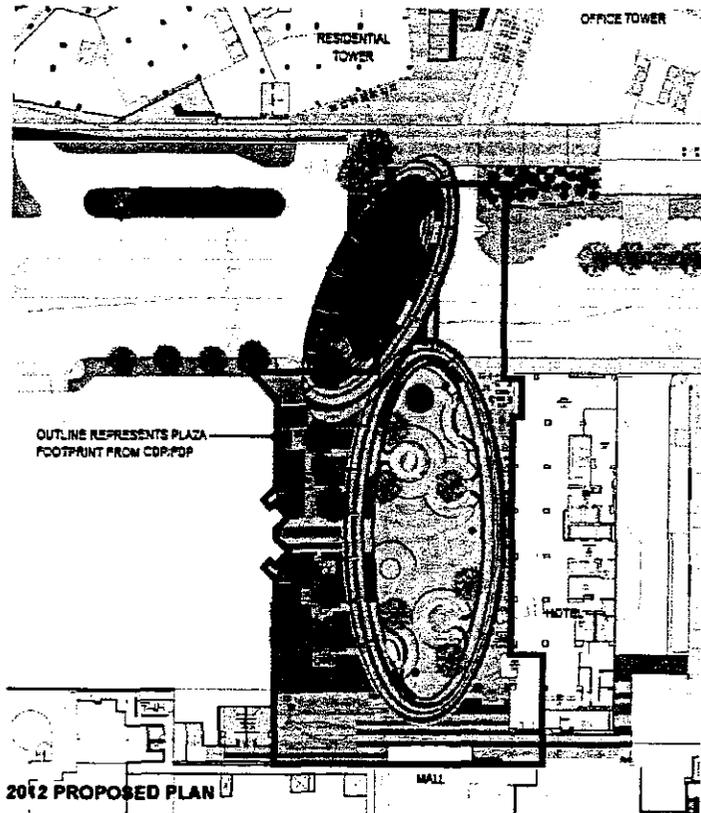
As a result of further design discussions and refinement, Macerich proposes to adjust the Phase 1 plaza programming to ensure that the mix of uses available in the future will be accessible, inviting and entertaining to residents, tenants and visitors. Below please find a description of each of the proposed minor modifications to the Plaza. Attached to this interpretation request is a graphics package that indicates the proposed changes in site plan and illustrative format. Note that the renderings and watercolor graphics are illustrative and denote the quality and concepts proposed, but they may not reflect exactly the programming noted below and in the attached site plan views of the Plaza.

1. Modification of the Footprint of the Plaza

When the team of Rios, Clementi Hale Studios, Sasaki Associates, Inc. and RTKL began their design efforts on the Plaza, they gave great consideration to the floorplate of the Plaza. Given its prominent location between a mix of different uses and its important function as a pedestrian connection between these uses and the future transit station, the shape and layout of the Plaza are critical.

Design advancement of the Phase One Plaza, subsequent to the CDP/FDP, has focused on better definition of pedestrian paths of travel, better delineation of varied activity spaces, and a more dynamic overall aesthetic as viewed from within, below and above the Plaza. The ellipse shapes create dynamic outdoor event spaces – with the smaller ellipse functioning as a great lawn, and the larger ellipse functioning as a flexible multi-function space. The hardscape areas at the edges of the two ellipses provide visually interesting

pathways to lead pedestrians through the plaza, as well as to and from the various building functions surrounding the Plaza.



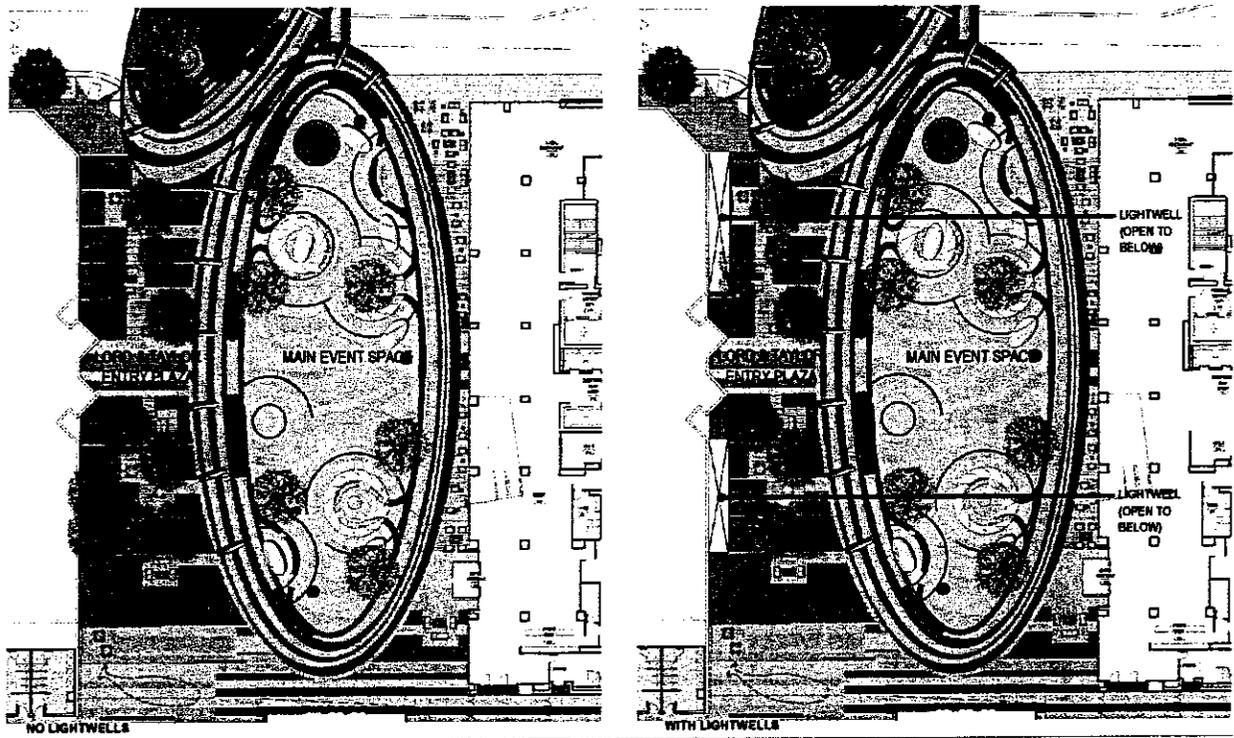
The ellipses themselves serve as distinct and large outdoor activity and event spaces. When overlaid on a more orthogonal paving and landscape plan, the ellipse forms yield to unique programming areas adjacent to the buildings. For example, the north/south zone west of the large ellipse provides a landscape area of more intimate “outdoor rooms” with large trees, varied seating, public art, children’s play, etc. The north/south zone east of the large ellipse provides a more active transition zone to the hotel – and, in fact, serves as an outdoor amenity area for programmed hotel functions which will help animate that edge of the plaza. The proposed Plaza design creates an environment that is intended to simultaneously address multiple

purposes and multiple user expectations – regardless of the time of day, the day of the month, or the month of the year.

As a result of the modifications to the shape and configuration of the Plaza, the size of the Plaza has increased from 40,000 SF to approximately 51,500 SF. The width and length of the plaza space have also increased as indicated on Sheets 8 and 9 of the attachments. This overall increase in the size of the Plaza results in more opportunities for programming and activities to serve the residents, tenants, hotel guests and visitors to the Property. Macerich is confident that the enhanced Plaza space will provide an enhanced experience to users.

Lord & Taylor, with frontage on the Plaza, has indicated a possible interest in providing lightwells between their building and the plaza. These lightwells would provide an open air connection between grade and the plaza along the Lord & Taylor building frontage.

Macerich seeks the ability to provide these lightwells or plaza offset from the building as an option should Lord & Taylor decide that this layout is preferable to the plaza flush with the anchor store along the length of the store frontage. Page 20 of the attached graphics package illustrates the footprint with and without lightwells.



## 2. Modifications to the Plaza Programming

As a result of the increase in size and modification of the shape of the Plaza, Macerich seeks confirmation that the County finds the changes to the amenities and programming acceptable. While the CDP/FDP provided an outline of the Plaza area and information on the elements to be provided on the Plaza, few notes are indicated in the CDP/FDP to guide the ultimate programming. Similar to the Proffers, the CDP/FDP notes that the Plaza should include a performance space, seating, children's play area, ice rink/water feature, public art and landscaping. Macerich intends to provide these items (with one possible exception-the ice rink) as well as other amenities that have been enhanced through the design process or were not contemplated during the Rezoning. The table provided on Sheet 6 in the attached graphics package indicates the amenities listed in the Proffers as well as a list of the amenities currently proposed. Outlined below are the minor modifications and explanations of how the proffers will be satisfied.

Proffered Elements:

- **Seasonal Ice Skating Rink/Interactive Water Feature**

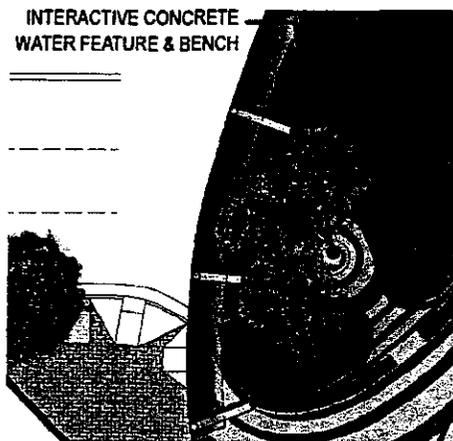
As a result of coordination with Lord & Taylor, the Plaza design team and the Mall management/marketing team, Macerich seeks the ability to either provide a seasonal ice rink or provide different amenities and programming in lieu of the rink.

With refinement of the Phase 1 plaza, Macerich, in consultation with Lord & Taylor, determined that providing other uses in lieu of a Seasonal ice skating rink may allow for an enhanced plaza experience. The ice rink is essentially a single purpose activity and usable only during a few months of every year. Macerich believes that the current proposal for an enhanced plaza experience with a mix of grass (natural or artificial grass) and hardscape areas to allow for a mix of uses throughout the year may be an improved layout for the Plaza.

By replacing the ice rink, a more flexible space can be provided to improve pedestrian and activity flow. Rather than one clearly defined path across the plaza around the ice rink, the proposed plan allows for multiple paths of travel with activities integrated into the pathways. These paths of travel allow for future use of the space for organized performance groups as well as informal activities commonly seen in urban pedestrian areas.

While the ice rink may not be desirable on the Plaza, if Macerich is able to locate an ice rink of a size and shape that will not preclude other uses and programming, Macerich may choose to provide a rink. If acceptable to Fairfax County, Macerich respectfully requests the ability to reserve the option to provide an ice rink on the Plaza in the future if logistically feasible and assuming necessary approvals from Lord & Taylor can be obtained. Unless or until this occurs, Macerich seeks approval of the modification of programming (as outlined below and indicated in the attached graphics) in lieu of providing the ice rink. These enhanced programming elements

include capacity for multiple performance spaces, extensive seating, a green passive area in addition to the more active area of the Plaza, game tables, etc. If an ice rink is to be provided, Macerich will locate it such that the rink can operate while other activities take place.



As required by the proffer, Macerich proposes to provide an interactive water feature in the smaller ellipse to the north. Tysons Corner Center management supports the concept of a water

feature but would prefer that the water element allow incidental contact with the water rather than full immersion given the proximity to the Mall (and the Mall's marble floors). While the exact water feature has not yet been determined, Macerich intends to provide a water feature that will be attractive to visitors to view but will also be engaging for children to touch and feel the water.

- **Performance Space**

During the review of the rezoning, Macerich and the County held many discussions about the space for outdoor performances. At the time, Macerich left the location and logistics of this performance space to be determined at a later date. After further review of the refined plaza layout, Macerich has identified various areas where performances can occur. The flexibility of the Plaza space allows for ease of transition from a passive space into one that can accommodate a performance or multiple performances at the same time.

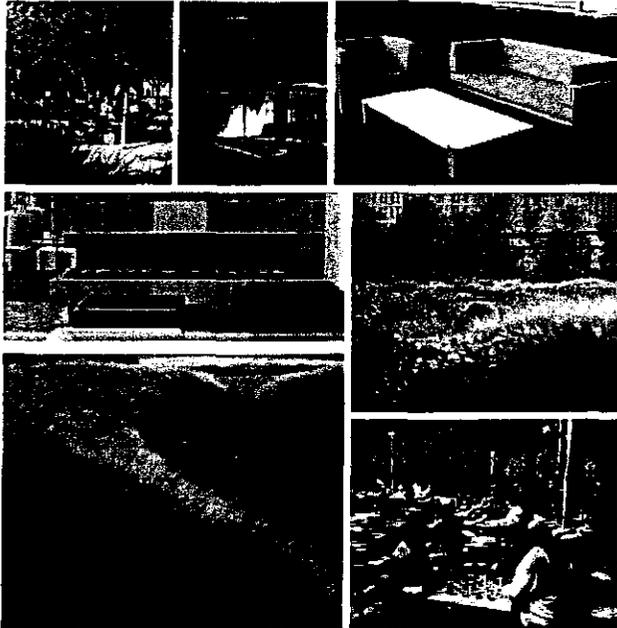
The performance spaces are enhanced by the surrounding seating and grass (natural or artificial grass) viewing lawn, which will provide an excellent venue for Tysons Corner Center's outdoor performances and entertainment. Tysons Corner Center operations and marketing is already excited about use of this space for fashion shows, partnerships with the AMC theatres and holiday concerts. Importantly, Macerich will utilize this outdoor space even during the winter months (fireplaces will be located on the plaza). Macerich will have the ability to provide a holiday tree lighting event, including locations ideal for a concert or market (as indicated on Sheet 13 of the attached graphics package).

- **Seating Area**

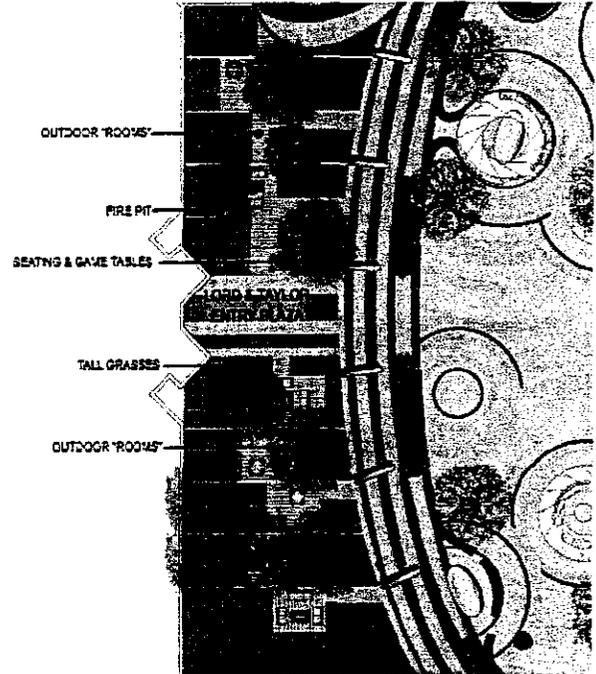
Plentiful and inviting seating was an important consideration during the review of the Rezoning. Seating is proposed to be provided in a variety of ways, including the following:

- Modular removable benches that can be located on the Plaza when events are not taking place but later removed or relocated to allow for open areas for stages, performances or booths,
- Seating in the outdoor rooms to allow places for groups to gather (in some cases around a firepit),
- Gametables with seating for playing chess/checkers or eating lunch, dinner or coffee,
- Planters and benches that also serve as seating adjacent to vegetation, and
- Grass lawn (natural or artificial grass) areas that will allow for picnics and viewing of concerts and/or performances (as well as provide an opportunity for more active uses).

This mix of seating options will provide people with varying needs to locate the seating they desire on the Plaza in either active or more passive zones.

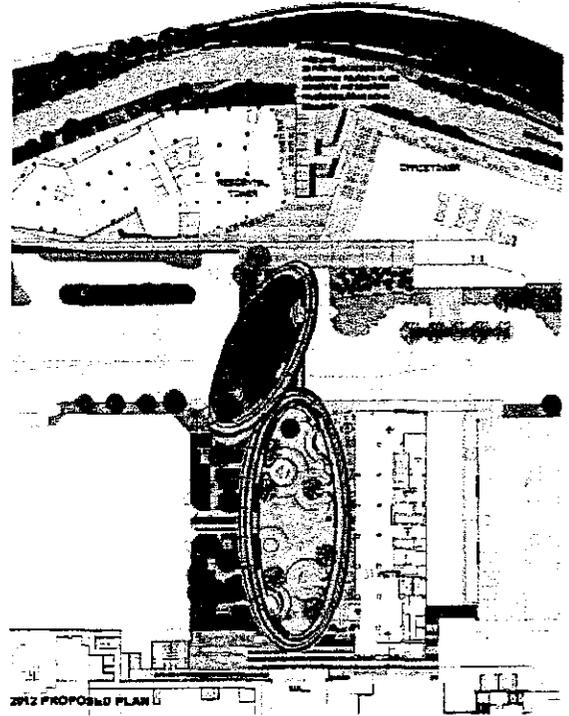
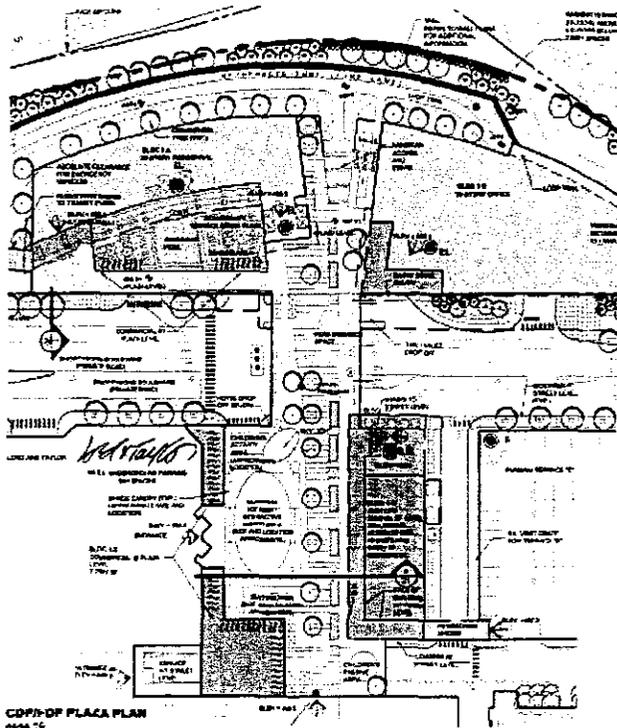


CONCEPT IMAGES - IMAGES SHOW CONCEPTS OF CONCEPT ONLY AND ARE NOT INTENDED TO REPRESENT FINAL DESIGN.



- **Public Art**

Proffer # 52.C.iv. notes that public art should be provided on the Plaza as generally depicted in the CDP/FDP, with the specific locations subject to change with Zoning Administrator approval. As a result of the aforementioned modification of the Plaza footprint and the changes to the programming on the Plaza, shifts in the locations of the public art are necessary to ensure such art is provided in appropriate locations. The proposed locations for public art on the Plaza are indicated below and on Sheet 5 of the attached graphics package.



- **Shift in the Location of the Children’s Play Area**

Macerich proposes to shift the location of the children’s play area to a more controlled space between Lord & Taylor and the Mall. In this location, parents can more easily monitor their children. This new location is further from the Plaza railing than it was shown on Sheet 19 of the CDP/FDP.

Sheet 10 of the attached set of graphics provides an example of the various elements that could be provided in the children’s play area. These graphics represent the concepts and quality of the elements that Macerich may provide in the children’s play area but are subject to change when the children’s play area is ultimately designed.

The children’s play area is proposed to be located outside the activity of the central plaza to allow parents to monitor their children in a confined space. Sheet 8 of the CDP/FDP indicated a potential location for the children’s play area and a size of 700+/- SF. The plan notes that the location is diagrammatic. The new children’s play area location will provide a space of at least 1500 SF, which is a significant increase over the size indicated in the CDP/FDP.

Macerich proposes to provide permanent seating by the Children's Play Area as well as some moveable seating. If Tysons Corner Center finds that that moveable seating is removed by guests or becomes a hazard to guests, Macerich would have the ability to remove the moveable seating from the plaza. In this circumstance, permanent seating would continue to be provided in the Play Area. Tysons Corner Center has a proven track record of providing a wildly successful children's play area inside the Center, and Macerich is confident that the play area on the plaza will be well-used and enjoyed by children and parents.

- **Active/Passive Area for Adults and Children**

The Active/Passive Area will be located on the north end of the Plaza in the space that passes over the Ring Road. This amenity will provide a flat, defined area for informal yoga, tai chi, warm-ups for running groups, a meeting point for our Tysons Trekkers (mall walkers) and an opportunity for the shopping center tenants to provide interactive fitness demonstrations. Macerich is confident that this flexible use grass (natural or artificial grass) space will be an excellent resource to the retailers within the Center as well as outside groups that hold health and fitness events at the Center from time to time.

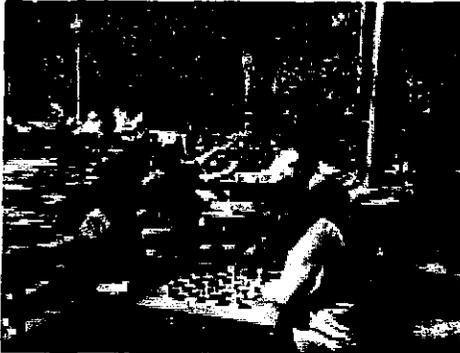


Given the number of mall walkers already utilizing the interior corridors for activity, Macerich may be able to kick-off an outdoor mall walking program. In addition, the space may allow for a farmer's market, St. Patrick's Day dance performances, fashion shows, transportation fair, Bike to Work Day events, etc. This new outdoor area offers opportunities to shift events that are currently held within the shopping center to the outdoor space.

This area can be used not only for events but would also allow for organized outdoor Tai chi, dance, yoga, etc. As an example, the fitness retailer Lululemon provides a weekly yoga class that could be held outside if an appropriate space were available. Many running stores in the DC area organize a weekly run in the vicinity of their stores, so this would provide our athletic retailers with a convenient meeting spot with room for stretching before a run around the future trail system on the Property.

- **Game Tables**

In addition to adding a flexible fitness space on the bridge, Macerich proposes to locate five game tables (for example: chess/checkers or a similar game) on the plaza. These tables will provide recreation and serve as a place where visitors can enjoy meals and conversation. This use is common in urban areas throughout the country, and Macerich is hopeful that the tables will be well-received and well-used here at Tysons Corner Center by those who want to play the games but also as an informal setting for lunches, coffee, etc.



- **Shade Structure and/or Shade Areas**

The proffers and CDP/FDP required shade elements on the Plaza to provide some cover from the elements. Macerich proposes two different types of shade elements-removable shade canopies to be located in the large ellipse on the south side of the Plaza as well as shade structures located along the eastern side of the smaller ellipse to the north. In addition to these specific shade elements, shade will be provided by the trees located around the plaza, the hotel overhang and the shade from the surrounding buildings.



- **Relocation of the Skylight**

The CDP/FDP indicated a skylight on the plaza to the east of the northeastern corner of Lord & Taylor. Macerich proposes to shift the location of the skylight to locate the element over the Phase 1 hotel drop-off area. The skylight proposed on Sheet 6 is approximately the same size as the skylight footprint indicated in the CDP/FDP.

### Elements in Addition to the Proffered Elements:

- With further design and refinement of the Phase 1 Elevated Plaza, Macerich proposes to not only address the proffered items as indicated above but also to provide additional amenities on the Plaza. These include the following:
  - The northern green ellipse that can be used for active and passive activities both informally and also for organized programming/events;
  - Outdoor rooms east of Lord & Taylor that provide seating and landscaping to create gathering spots near the large southern ellipse, thereby creating a quieter environment adjacent to the more active area of the Plaza;
  - The addition of custom-designed integrated lighting and A/V fixtures that are sculptural to help frame the Plaza while also multifunctional in the features they will provide;
  - A viewing lawn west of the southern ellipse near the Mall to provide picnic-type seating and a space for performances/entertainment.

### 3. Adjustment to the Orientation of the Plaza Retail Space and Mall and Lord & Taylor Entrances

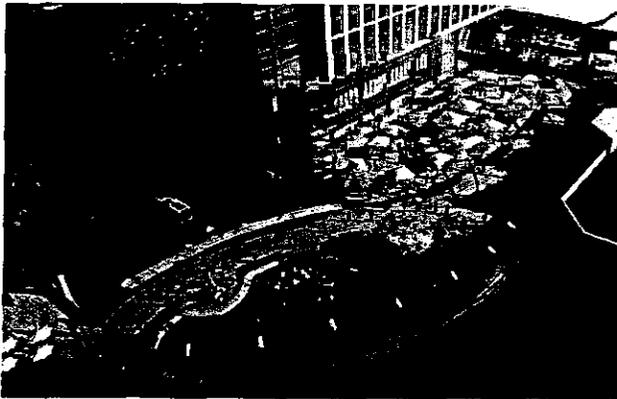
The CDP/FDP indicated retail space around the plaza edge to help activate the space for pedestrians. Instead of keeping the retail uses on the periphery of the plaza, Macerich proposes to locate two-300 SF kiosks and five-80 SF moveable carts on the plaza to better serve pedestrians moving through the area. This could allow Metro riders traveling from the Tysons Corner Metro Station into the shopping center to stop on the plaza for coffee or a newspaper (or a variety of other convenience items that may be available). In addition, these kiosks and carts would allow Macerich to sell ice cream in the summers or hot chocolate in the winters to provide seasonally appropriate refreshments to visitors of the plaza. The retail kiosks could take on various forms using a variety of materials. Depending on the use, tenant and the layout of space inside the kiosk, windows could be provided on any number of sides of the structure.

With the reduction in retail on the plaza, Macerich proposes to re-allocate some of the approved but unused retail space to allow for plaza level entrances to the Mall and Lord & Taylor.

As approved during the Rezoning, Macerich will provide a new second level entrance to the Mall at the southern end of the Plaza. This new Mall entrance will draw pedestrians in from the Plaza and allow Mall patrons to exit the building out onto the Plaza. This new entrance is critical to transit accessibility, since it provides a simple, convenient connection between the future Metro station and the Mall. An entrance to the Mall does not currently exist in this location, so Macerich must modify the existing building to allow

for this entrance. Such modification will result in a slight increase in the square footage of the Mall building by no more than 1,000 SF.

<b>Phase 1 Elevated Plaza Retail</b>		
	<b>CDP/FDP</b>	<b>2012 Proposal</b>
Plaza Retail	7,756 SF	Up to 1,000 SF
New 2 <sup>nd</sup> Level Mall Entrance	None Indicated	Up to 1,000 SF
Improved Lord & Taylor 2 <sup>nd</sup> Level Entrance	None Indicated	Up to 1,000 SF
<b>Total</b>	<b>7,756 SF</b>	<b>Up to 3,000 SF</b>



Similarly, in order to accommodate an improved entrance at the second level of the Lord & Taylor anchor store, modifications to the building and entrance are required. These changes may require a slight increase in the gross square footage of the anchor store by no more than 1,000 SF. Lord & Taylor has an existing second level entrance that is accessed from grade via stairs. The new entrance will provide a

direct connection to the Plaza. This connection will provide ease of access for shoppers but will also help activate the west side of the Plaza along the Lord & Taylor store.

The proposed changes in the retail programming and building entrances result in an overall reduction in retail space proposed around the plaza, but Macerich is confident that the orientation of this new retail layout will increase the activity level on the plaza and better serve visitors and pedestrians. The western side of the plaza will still be active given the new second-level Lord & Taylor entrance to the plaza as well as the mix of seating and landscaping. The proposed re-orientation of the Phase 1 plaza retail space reduces the overall retail proposed from 7,756 SF approved with the Rezoning to 3,000 SF as proposed with this interpretation. Macerich seeks to allow the use of the remaining 4,756 SF of retail elsewhere in Phase 1 if a location for this retail square footage can be identified at a later date.

#### 4. Modification of the Animated Façade Areas along the Lord & Taylor Plaza Frontage

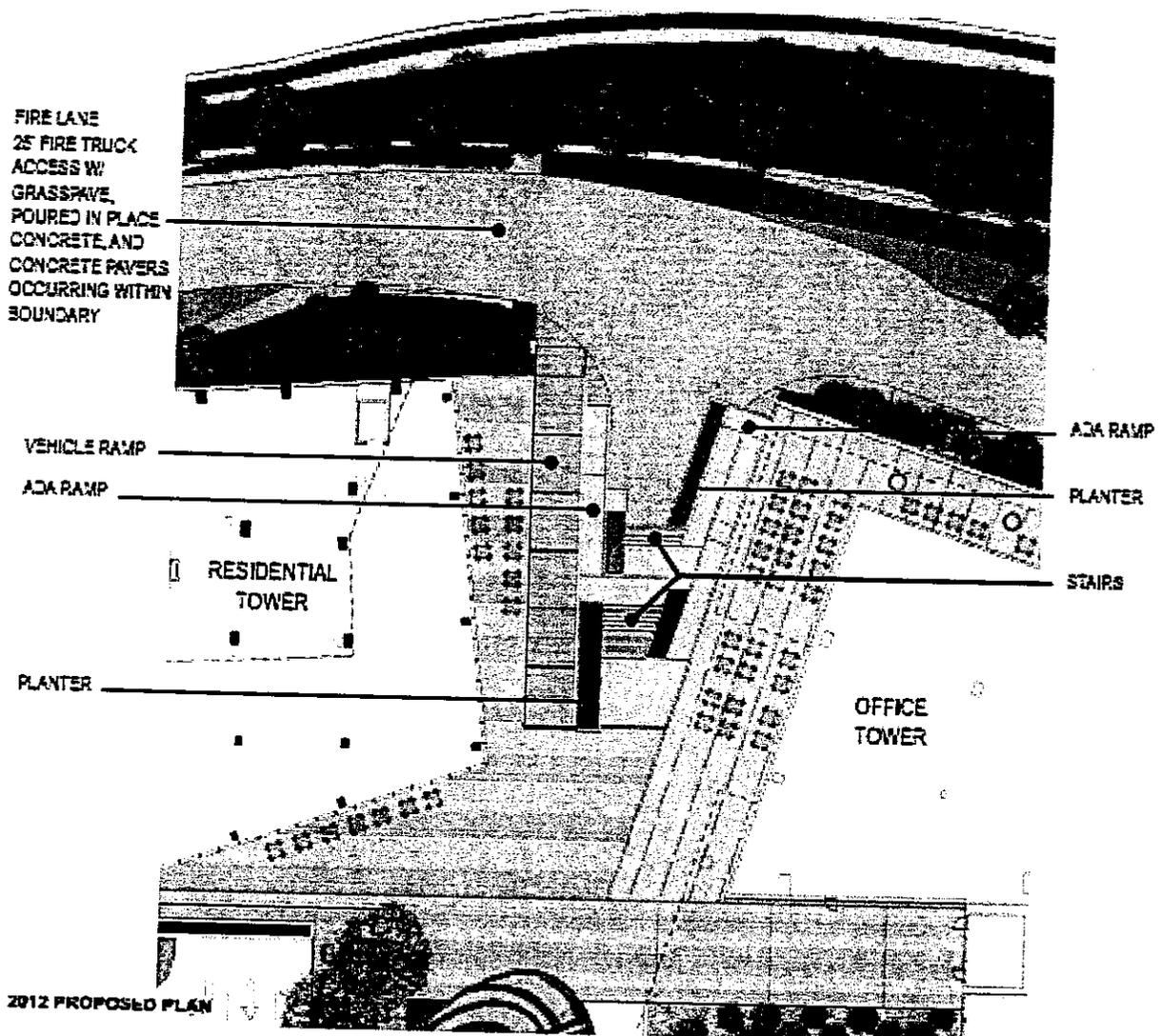
As indicated above, Lord & Taylor intends to modify their existing second level entrance, which will be located on the Plaza. Lord & Taylor, however, is not able to modify their storefront which will also front on the Plaza. During the Rezoning, Macerich hoped that

the Lord & Taylor storefront, which is currently made of jumbo brick, could be supplemented with retail uses. Given that such retail cladding of the Lord & Taylor Plaza frontage is not feasible, Macerich and the Plaza design team propose treatment (as indicated below) of the area in front of the anchor to provide the animated façade desired and approved in the Rezoning (in front of Lord & Taylor and elsewhere on the Plaza).

“Outdoor rooms” are located adjacent to Lord & Taylor to provide gathering spaces with seating and firepits. Adjacent to the hotel, dining seating is proposed for outdoor dining on the plaza—something greatly needed and currently lacking in Tysons Corner. And seating is provided along the pathways to provide short-term bench seating with ample opportunity for people-watching. These seating areas, complemented by the carts/kiosks/retail space proposed throughout the plaza, will provide a variation on the animated façade areas contemplated along Lord & Taylor with the Rezoning.

##### 5. Modification of the Ramp and Stairway Connecting the Plaza and Firelane

The CDP/FDP indicated a handicap ramp and steps at the northern edge of the Plaza to connect the Plaza with the firelane and landscaping further north. Macerich proposes to continue to provide this connection between the two areas as indicated below and on Sheet 12 of the attached graphics package. In addition, Macerich proposes to enhance this connection with construction of a vehicle ramp in addition to the stairs and ADA ramp. This vehicular ramp will allow vehicular access to the Plaza for maintenance purposes, delivery of materials for events and clean up after events. The addition of a vehicle ramp will allow a greater variety of uses and events on the Plaza.



**Conclusion**

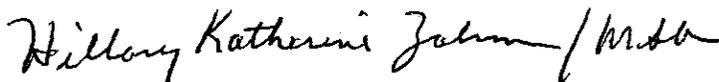
We respectfully request your confirmation that the above described changes to the Rezoning will be permitted in conformance with Proffer #52.A, including the following:

1. Adjustment to the footprint of the Plaza and increase in the square footage of the Plaza up to ±51,500 SF,
2. Ability to provide lightwells (as an option) along the Lord & Taylor plaza frontage if desired by Lord & Taylor and Macerich,
3. Re-programming of the Plaza to include the following, which address the proffer required amenities:

- Ability to provide a seasonal ice rink on the Plaza or instead provide a variety of amenities such as performance spaces, extensive seating, active and passive areas, viewing lawn for movies, etc.,
  - Provision of an interactive water feature in the northern ellipse,
  - Provision of a main performance space as well as the opportunity to provide multiple performance spaces at the same time if so desired,
  - Provision of a variety of seating areas and types,
  - Adjustment in the location of the public art to address the changes in the layout of the Plaza,
  - Relocation of the children's play area to the southwest corner of the Plaza,
  - Provision of a large active/passive area that can be utilized by adults and children for a variety of uses,
  - Provision of game tables,
  - Provision of shade areas,
  - Relocation of the skylight,
  - Provision of additional amenities not indicated in the proffers: active/passive green area, outdoor rooms, custom-designed integrated lighting and A/V fixtures and a viewing lawn,
4. Adjustment of the retail space layout and the ability to re-allocate unused Plaza retail square footage to the modifications of the Mall and Lord & Taylor entrances and use of the remaining unused 4,756 SF of plaza retail elsewhere in Phase 1,
  5. Modification of the Animated Façade Areas along the Lord & Taylor Plaza Frontage, and
  6. Modification of the ramp and stairway that connect the Plaza with the landscape terrace north of the residential and office towers to incorporate a vehicular ramp into this area.

Please feel free to contact me with any questions regarding this request. We look forward to your response to this inquiry. Thank you for your ongoing time and assistance with this request.

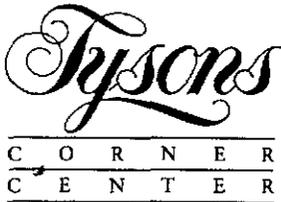
Sincerely,



Hillary Katherine Zahm, AICP  
Senior Development Manager

cc: Chairman Sharon Bulova, Fairfax County Board of Supervisors  
Supervisor Linda Q. Smyth, Providence District Supervisor  
Commissioner Ken Lawrence, Providence District Planning Commissioner  
Antonio J. Calabrese, Cooley Godward Kronish LLP  
Jill Switkin, Cooley Godward Kronish LLP  
Don Foster, Macerich  
John E. Harrison, Macerich

Enclosures: 2 copies of 11 x 17 Package of the Referenced Graphics  
1 copy of 8.5 x 11 Package of the Referenced Graphics  
1 Digital Copy of this Letter and the Referenced Graphics



RECEIVED  
Department of Planning & Zoning

APR 23 2012

Zoning Evaluation Division

April 20, 2012

Mr. Kevin Guinaw  
Zoning Evaluation Division  
Department of Planning and Zoning  
12055 Government Center Pkwy  
8th Floor  
Fairfax, Virginia 22035

**RE: Refinements to the Programming of the Tysons Corner Center Phase 1 Elevated Plaza**

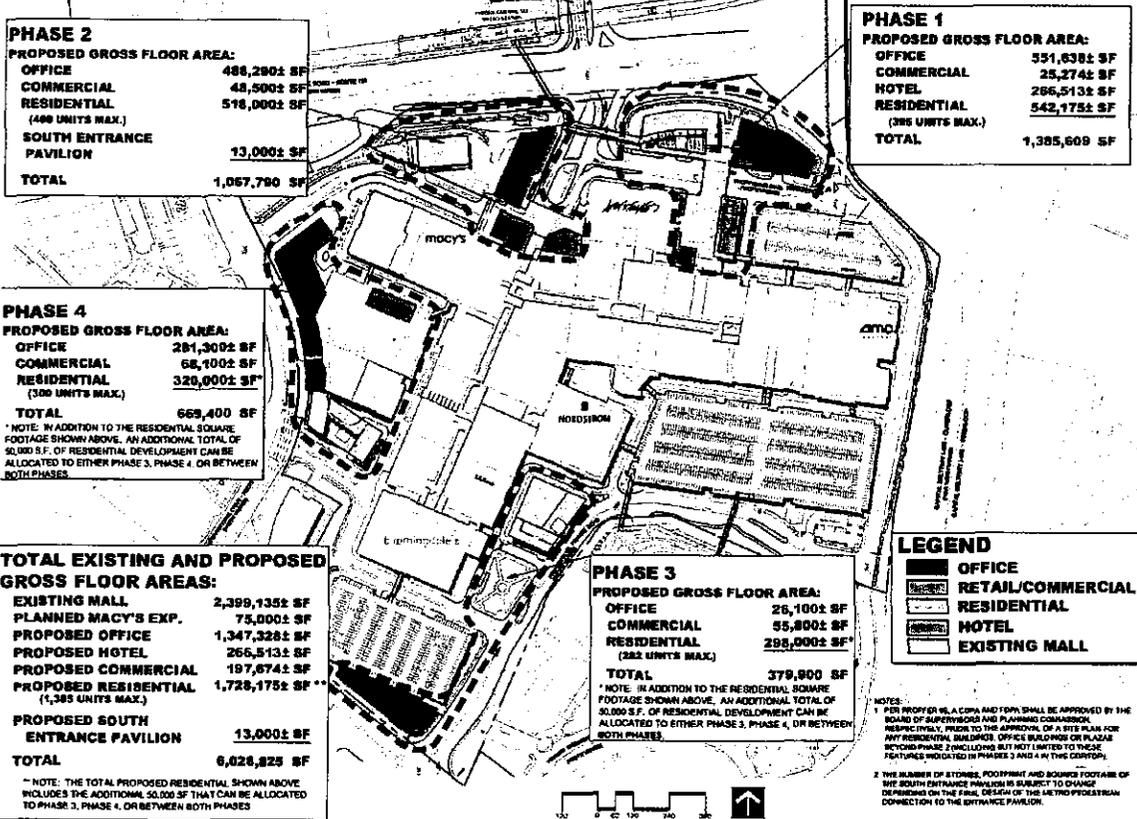
Dear Kevin:

I hope this letter finds you well. I am writing on behalf of Macerich, the owner of Tysons Corner Center (the "Property"), to request an administrative interpretation regarding the programming of the elevated Phase 1 plaza (the "Plaza") approved with RZ 2004-PR-044 (the "Rezoning"). This request is proposed to supersede our previous request regarding the Plaza and the County's response dated July 14, 2010.

**Background**

In 2007, the Fairfax County Board of Supervisors approved the Rezoning to create an urban, mixed-use development at the Tysons Central 123 Metro Station. A Conceptual/Final Development Plan ("CDP/FDP") and proffers (the "Proffers") were approved by the Board.

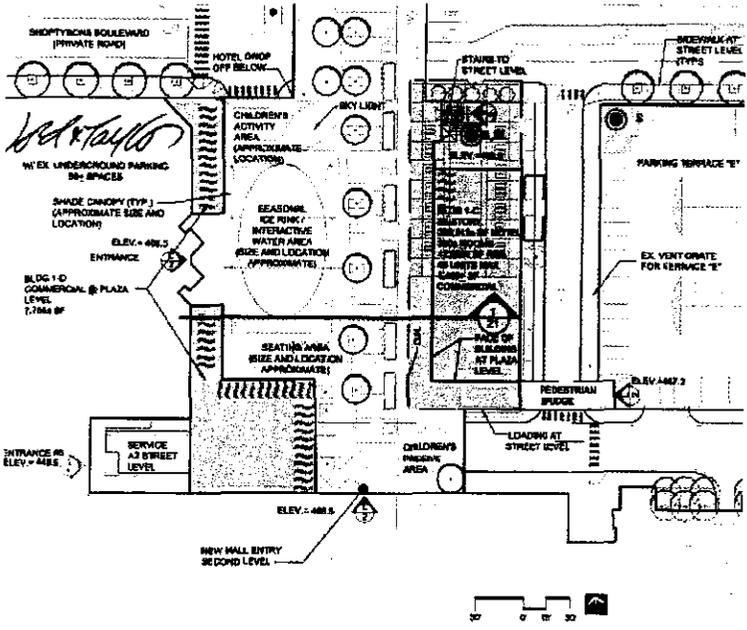
The Board approved a total of 3,552,690 SF of development in addition to the existing shopping center (the "Mall"). This future development was broken down in four phases. The Board granted CDP/FDP approval to Phases 1 and 2 and permitted these phases to proceed as long as the proffered Metro-related triggers were in place. Prior to proceeding with Phases 3 and 4, the Proffers require that Macerich secure a Conceptual/Final Development Plan Amendment ("CDPA/FDPA").



Approved Development in the Rezoning

The first phase of this development includes a residential tower, office tower and hotel. To connect each of these uses, the plan included supporting retail, a large Plaza and a pedestrian bridge to the future Tysons Central 123 Metro Station.

At the time of the County's review of the Rezoning, Macerich developed a conceptual



Excerpt from Sheet19 of the CDP/FDP

layout of the plaza in coordination with RTKL and the County. The CDP/FDP associated with the Rezoning included landscaping, seating and retail uses within the plaza footprint. The Proffers provided a list of facilities that were approved to be located on the Plaza to provide active and passive recreation and to appropriately energize the space.

Proffer #52.C states the following:

*Phase 1 or the Development Prior to Rail. The Applicant shall provide the following facilities (or equivalent alternatives) as part of the Phase 1 development or the Development Prior to Rail (these facilities may be adjusted seasonally, and not all facilities are specifically indicated on the CDP/FDP):*

- i. *Seasonal ice skating rink/interactive water feature*
- ii. *Performance space*
- iii. *Seating area adjacent to the ice rink and Retail/Commercial uses*
- iv. *Public art in locations as generally depicted on the CDP/FDP, with flexibility in the locations permitted subject to administrative approval from the Zoning Administrator*
- v. *Children's activity area*
- vi. *Children's passive area (to include a reading area or space for children's entertainment)*
- vii. *Shade structure(s) and/or shaded area(s)*

Proffer #52.C identified the key elements to be located within the plaza to help achieve the interesting, entertaining and vibrant space desired adjacent to the shopping center and within Phase 1 while also enhancing the pedestrian experience between the shopping center and Metro. Macerich proffered a list of plaza amenities to provide the County with an understanding of the types and quantity of uses that would be available. It was understood that further refinement of the mix and location of uses would be necessary once programming of the plaza and the surrounding buildings was refined. To allow for adjustments to the proffered list, Proffer #52.A. was included:

Proffer #52.A

*Changes to the Layout and Mix. The layout or mix of facilities indicated below may be altered, provided the proposed alterations substantially conform with and*

*provide substantially equivalent recreation opportunities as that shown on the CDP/FDP as determined by the Zoning Administrator. The Applicant reserves the right to add public art to the site in areas not currently identified with public art on the CDP/FDP.*

### **Proposed Minor Modifications & Conformance with Proffers**

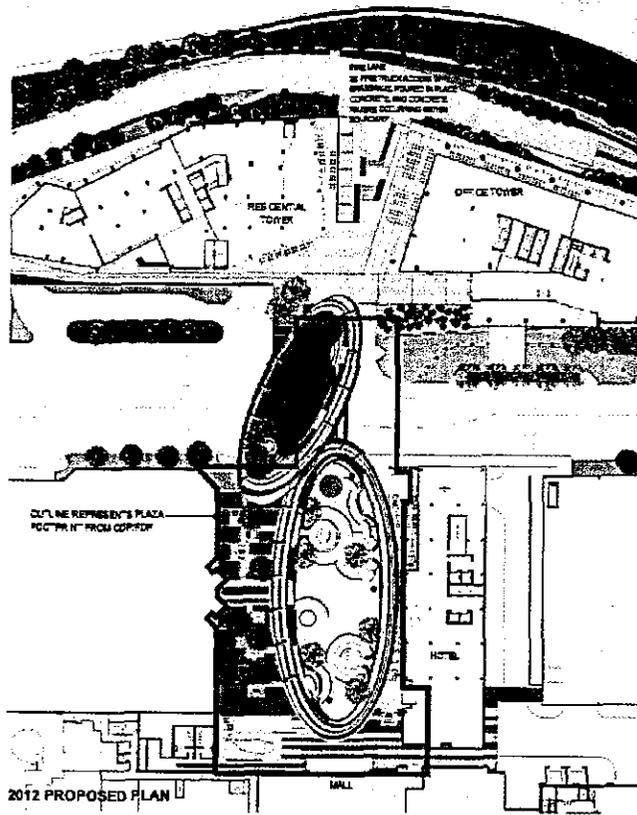
Since the Board approved the Rezoning in early 2007, Macerich has worked to enhance and refine the plans for Phase 1. Such work has included the following: (1) additional consideration and review of the CDP/FDP and proffers as they relate to the Plaza, (2) coordination with the anchor tenant with frontage on the Phase 1 plaza (Lord & Taylor) to discuss the programming and layout of the plaza space as well as seasonal use of the space and (3) engaging a renowned design team made up of Rios Clementi Hale Studios, Sasaki Associates, Inc. and RTKL to review the plaza space, layout and programming and consider new ways of activating the space year-round.

As a result of further design discussions and refinement, Macerich proposes to adjust the Phase 1 plaza programming to ensure that the mix of uses available in the future will be accessible, inviting and entertaining to residents, tenants and visitors. Below please find a description of each of the proposed minor modifications to the Plaza. Attached to this interpretation request is a graphics package that indicates the proposed changes in site plan and illustrative format. Note that the renderings and watercolor graphics are illustrative and denote the quality and concepts proposed, but they may not reflect exactly the programming noted below and in the attached site plan views of the Plaza.

#### **1. Modification of the Footprint of the Plaza**

When the team of Rios, Clementi Hale Studios, Sasaki Associates, Inc. and RTKL began their design efforts on the Plaza, they gave great consideration to the floorplate of the Plaza. Given its prominent location between a mix of different uses and its important function as a pedestrian connection between these uses and the future transit station, the shape and layout of the Plaza are critical.

Design advancement of the Phase One Plaza, subsequent to the CDP/FDP, has focused on better definition of pedestrian paths of travel, better delineation of varied activity spaces, and a more dynamic overall aesthetic as viewed from within, below and above the Plaza. The ellipse shapes create dynamic outdoor event spaces – with the smaller ellipse functioning as a great lawn, and the larger ellipse functioning as a flexible multi-function space. The hardscape areas at the edges of the two ellipses provide visually interesting pathways to lead pedestrians through the plaza, as well as to and from the various building functions surrounding the Plaza.



The ellipses themselves serve as distinct and large outdoor activity and event spaces. When overlaid on a more orthogonal paving and landscape plan, the ellipse forms yield to unique programming areas adjacent to the buildings. For example, the north/south zone west of the large ellipse provides a landscape area of more intimate “outdoor rooms” with large trees, varied seating, public art, children’s play, etc. The north/south zone east of the large ellipse provides a more active transition zone to the hotel – and, in fact, serves as an outdoor amenity area for programmed hotel functions which will help animate that edge of the plaza. The proposed Phase One Plaza design creates an environment that is intended to simultaneously address multiple purposes and multiple

user expectations – regardless of the time of day, the day of the month, or the month of the year.

As a result of the modifications to the shape and configuration of the Plaza, the size of the Plaza has increased from 40,000 SF to approximately 51,500 SF. The width and length of the plaza space have also increased as indicated on Sheets 8 and 9 of the attachments. This overall increase in the size of the Plaza results in more opportunities for programming and activities to serve the residents, tenants, hotel guests and visitors to the Property. Macerich is confident that the enhanced Plaza space will provide an enhanced experience to users.

## 2. Modifications to the Plaza Programming

As a result of the increase in size and modification of the shape of the Plaza, Macerich seeks confirmation that the County finds the changes to the amenities and programming acceptable. While the CDP/FDP provided an outline of the Plaza area and information on the elements to be provided on the Plaza, few notes are indicated in the CDP/FDP to guide

the ultimate programming. Similar to the Proffers, the CDP/FDP notes that the Plaza should include a performance space, seating, children's play area, ice rink/water feature, public art and landscaping. Macerich intends to provide these items (with one possible exception-the ice rink) as well as other amenities that have been enhanced through the design process or were not contemplated during the Rezoning. The table provided on Sheet 4 in the attached graphics package indicates the amenities listed in the Proffers as well as a list of the amenities currently proposed. Outlined below are the minor modifications and explanations of how the proffers will be satisfied.

Proffered Elements:

- **Seasonal Ice Skating Rink/Interactive Water Feature**

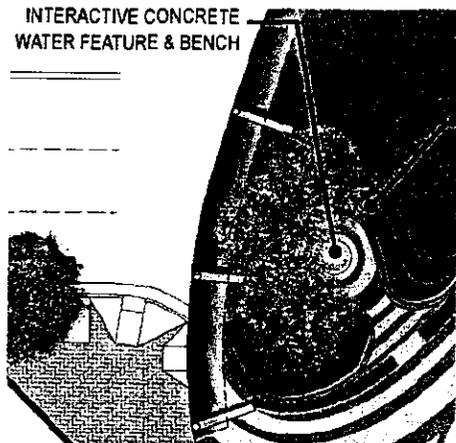
As a result of coordination with Lord & Taylor, the Plaza design team and the Mall management/marketing team, Macerich seeks the ability to either provide a seasonal ice rink or provide different amenities and programming in lieu of the rink.

With refinement of the Phase 1 plaza, Macerich, in consultation with Lord & Taylor, determined that providing other uses in lieu of a Seasonal ice skating rink may allow for an enhanced plaza experience. The ice rink is essentially a single purpose activity and usable only during a few months of every year. Macerich believes that the current proposal for an enhanced plaza experience with a mix of grass (natural or artificial grass) and hardscape areas to allow for a mix of uses throughout the year may be an improved layout for the Plaza.

By replacing the ice rink, a more flexible space can be provided to improve pedestrian and activity flow. Rather than one clearly defined path across the plaza around the ice rink, the proposed plan allows for multiple paths of travel with activities integrated into the pathways. These paths of travel allow for future use of the space for organized performance groups as well as informal activities commonly seen in urban pedestrian areas.

While the ice rink may not be desirable on the Plaza, if Macerich is able to locate an ice rink of a size and shape that it will not preclude other uses and programming, Macerich may choose to provide a rink. If acceptable to Fairfax County, Macerich respectfully requests the ability to reserve the option to provide an ice rink on the Plaza in the future if logistically feasible and assuming necessary approvals from Lord & Taylor can be obtained. Unless or until this occurs, Macerich seeks approval of the modification of programming (as outlined below and indicated in the attached graphics) in lieu of providing the ice rink. These enhanced programming elements include capacity for multiple performance spaces, extensive seating, a green passive area in addition to the more active area of the Plaza, game tables, etc. If an ice rink is

to be provided, Macerich will locate it such that the rink can operate while other activities take place.



As required by the proffer, Macerich proposes to provide an interactive water feature in the smaller ellipse to the north. Tysons Corner Center management supports the concept of a water feature but would prefer that the water element not encourage full immersion given the proximity to the Mall (and the Mall's marble floors). While the exact water feature has not yet been determined, Macerich intends to provide a water feature that will be attractive to visitors to view but will also provide some interaction for children to touch and feel the water.

- **Performance Space**

During the review of the rezoning, Macerich and the County held many discussions about the space for outdoor performances. At the time, Macerich left the location and logistics of this performance space to be determined at a later date. After further review of the refined plaza layout, Macerich has identified various areas where performances can occur. Sheet 11 of the attached graphics package indicates various layouts to permit movie screenings or live performances. This is just one layout example-others could permit multiple movie viewings or several performances at the same time.

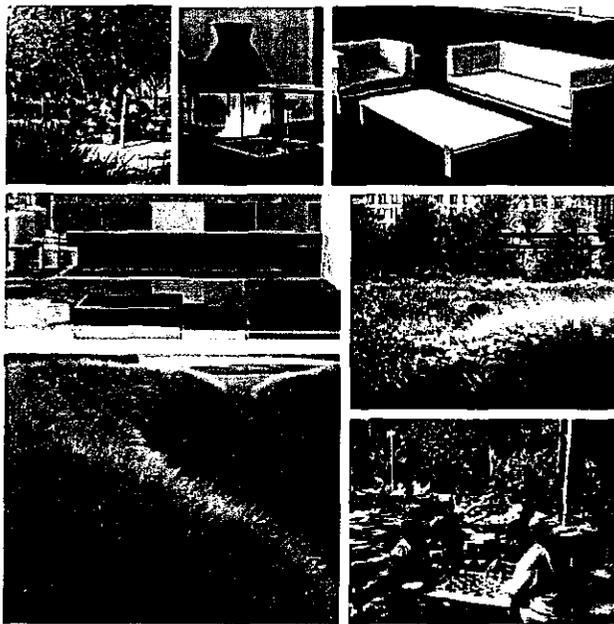
The performance spaces are enhanced by the surrounding seating and grass (natural or artificial grass) viewing lawn, which will provide an excellent venue for Tysons Corner Center's outdoor performances and movie screenings. Tysons Corner Center operations and marketing is already excited about use of this space for fashion shows, partnerships with the AMC theatres and holiday concerts. Importantly, Macerich will utilize this outdoor space even during the winter months (fireplaces will be located on the plaza). Macerich will have the ability to provide a holiday tree lighting event, including locations ideal for a concert or market (as indicated on Sheet 10 of the attached graphics package).

- **Seating Area**

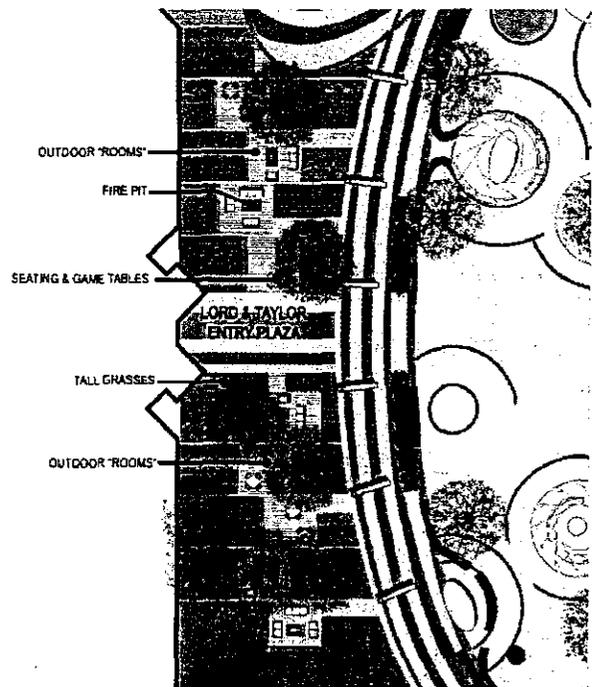
Plentiful and inviting seating was an important consideration during the review of the Rezoning. Seating is proposed to be provided in a variety of ways, including the following:

- Modular removable benches that can be located on the Plaza when events are not taking place but later removed or relocated to allow for open areas for stages, performances or booths,
- Seating in the outdoor rooms to allow places for groups to gather (in some cases around a firepit),
- Gametables with seating for playing chess/checkers or eating lunch, dinner or coffee,
- Planters and benches that also serve as seating adjacent to vegetation, and
- Grass lawn (natural or artificial grass) areas that will allow for picnics and viewing of concerts and/or movies (as well as provide opportunity for more active uses).

This mix of seating options will provide people with varying needs to locate the seating they desire on the Plaza in either active or more passive zones.



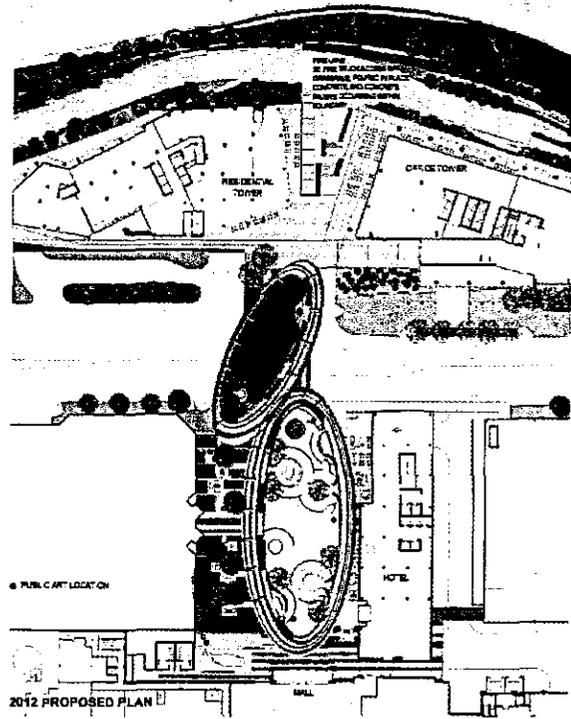
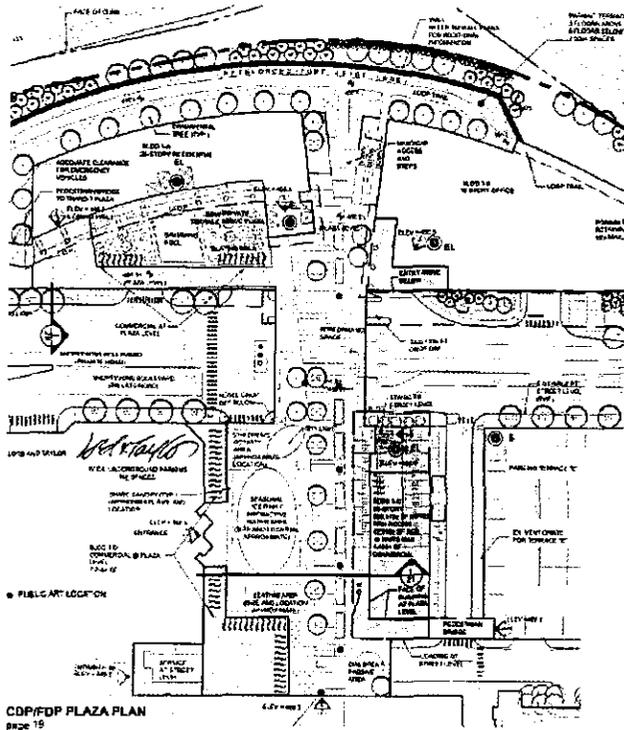
CONCEPT IMAGES - IMAGES SHOW DESIGN CONCEPT ONLY AND ARE NOT INTENDED TO REPRESENT FINAL DESIGN



- **Public Art**

Proffer # 52.C.iv. notes that public art should be provided on the Plaza as generally depicted in the CDP/FDP, with the specific locations subject to change with Zoning Administrator approval. As a result of the aforementioned modification of the Plaza footprint and the changes to the programming on the Plaza, shifts in the locations of the public art are necessary to ensure such art is provided in appropriate locations. The

proposed locations for public art on the Plaza are indicated below and on Sheet 5 of the attached graphics package.



- **Shift in the Location of the Children’s Play Area**

Macerich proposes to shift the location of the children’s play area to a more controlled space between Lord & Taylor and the Mall. In this location, parents can more easily monitor their children. This new location is further from the Plaza railing than it was shown on Sheet 21 of the CDP/FDP.

Sheet 10 of the attached set of graphics provides an example of the various elements that could be provided in the children’s play area. These graphics represent the concepts and quality of the elements that Macerich may provide in the children’s play area but are subject to change when the children’s play area is ultimately designed.

The children’s play area is proposed to be located outside the activity of the central plaza to allow parents to monitor their children in a confined space. Sheet 8 of the CDP/FDP indicated a potential location for the children’s play area and a size of 700+/- SF. The plan notes that the location is diagrammatic. The new children’s play

area location will provide a space of at least 1500 SF, which is a significant increase over the size indicated in the CDP/FDP.

Macerich proposes to provide permanent seating by the Children's Play Area as well as some moveable seating. If Tysons Corner Center finds that that moveable seating is removed by guests or becomes a hazard to guests, Macerich would have the ability to remove the moveable seating from the plaza. In this circumstance, permanent seating would continue to be provided in the Play Area. Tysons Corner Center has a proven track record of providing a wildly successful children's play area inside the Center, and Macerich is confident that the play area on the plaza will be well-used and enjoyed by children and parents.

- **Active/Passive Area for Adults and Children**

The Active/Passive Area will be located on the north end of the Plaza in the space that passes over the Ring Road. This amenity will provide a flat, defined area for informal yoga, tai chi, warm-ups for running groups, a meeting point for our Tysons Trekkers (mall walkers) and an opportunity for the shopping center tenants to provide interactive fitness demonstrations. Macerich is confident that this flexible use grass (natural or artificial grass) space will be an excellent resource to the retailers within the Center as well as outside groups that hold health and fitness events at the Center from time to time.

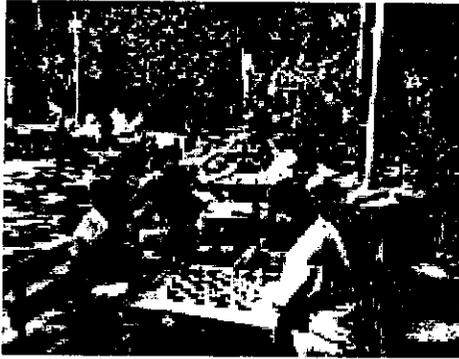


Given the number of mall walkers already utilizing the interior corridors for activity, Macerich may be able to kick-off an outdoor mall walking program. In addition, the space may allow for a farmer's market, St. Patrick's Day dance performances, fashion shows, transportation fair, Bike to Work Day events, etc. This new outdoor area offers opportunities to shift events that are currently held within the shopping center to the

outdoor space.

This area can be used not only for events but would also allow for organized outdoor Tai chi, dance, yoga, etc. As an example, the fitness retailer Lululemon provides a weekly yoga class that could be held outside if an appropriate space were available. Many running stores in the DC area organize a weekly run in the vicinity of their

stores, so this would provide our athletic retailers with a convenient meeting spot with room for stretching before a run around the future trail system on the Property.



- **Game Tables**

In addition to adding a flexible fitness space on the bridge, Macerich proposes to locate five game tables (for example: chess/checkers or a similar game) on the plaza. These tables will provide recreation and serve as a place where visitors can enjoy meals and conversation. This use is common in urban areas throughout the country, and Macerich is hopeful that the tables will be well-received and well-used here at

Tyson's Corner Center by those who want to play the games but also as an informal setting for lunches, coffee, etc.

- **Shade Structure and/or Shade Areas**

The proffers and CDP/FDP required shade elements on the Plaza to provide some cover from the elements. Macerich proposes two different types of shade elements-removable shade canopies to be located in the large ellipse on the south side of the Plaza as well as shade structures located along the periphery of the smaller ellipse to the north. In addition to these specific shade elements, shade will be provided by the trees located around the plaza, the hotel overhang and the shade from the surrounding buildings.



- **Relocation of the Skylight**

The CDP/FDP indicated a skylight on the plaza to the east of the northeastern corner of Lord & Taylor. Macerich proposes to shift the location of the skylight to locate the element over the Phase 1 hotel drop-off area. The skylight proposed on Sheet 6 is approximately the same size as the skylight footprint indicated in the CDP/FDP.

Elements in Addition to the Proffered Elements:

- With further design and refinement of the Phase I Elevated Plaza, Macerich proposes to not only address the proffered items as indicated above but also to provide additional amenities on the Plaza. These include the following:
  - The northern green ellipse that can be used for active and passive activities both informally and also for organized programming/events;
  - Outdoor rooms east of Lord & Taylor that provide seating and landscaping to create gathering spots near the large southern ellipse, thereby creating a quieter environment adjacent to the more active area of the Plaza;
  - The addition of custom-designed integrated lighting and A/V fixtures that are sculptural to help frame the Plaza while also multifunctional in the features they will provide;
  - A viewing lawn west of the southern ellipse near the Mall to provide picnic-type seating near the proposed digital media/movie screen to be located on the northern façade of the Mall in front of the viewing lawn.

3. Adjustment to the Orientation of the Plaza Retail Space and Mall and Lord & Taylor Entrances

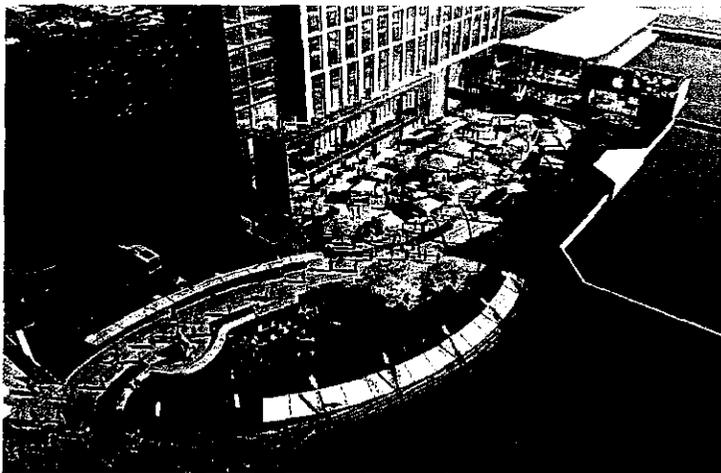
The CDP/FDP indicated retail space around the plaza edge to help activate the space for pedestrians. Instead of keeping the retail uses on the periphery of the plaza, Macerich proposes to locate two-300 SF kiosks and five-80 SF moveable carts on the plaza to better serve pedestrians moving through the area. This could allow Metro riders traveling from the Tysons Central 123 Metro Station into the shopping center to stop on the plaza for coffee or a newspaper (or a variety of other convenience items that may be available). In addition, these kiosks and carts would allow Macerich to sell ice cream in the summers or hot chocolate in the winters to provide seasonally appropriate refreshments to visitors of the plaza.

With the reduction in retail on the plaza, Macerich proposes to re-allocate some of the approved but unused retail space to allow for plaza level entrances to the Mall and Lord & Taylor.

As approved during the Rezoning, Macerich will provide a new second level entrance to the Mall at the southern end of the Plaza. This new Mall entrance will draw pedestrians in

from the Plaza and allow Mall patrons to exit the building out onto the Plaza. This new entrance is critical to transit accessibility, since it provides a simple, convenient connection between the future Metro station and the Mall. An entrance to the Mall does not currently exist in this location, so Macerich must modify the existing building to allow for this entrance. Such modification will result in a slight increase in the square footage of the Mall building by no more than 1,000 SF.

<b>Phase 1 Elevated Plaza Retail</b>		
	<b>CDP/FDP</b>	<b>2012 Proposal</b>
Plaza Retail	7,756 SF	Up to 1,000 SF
New 2 <sup>nd</sup> Level Mall Entrance	None Indicated	Up to 1,000 SF
Improved Lord & Taylor 2 <sup>nd</sup> Level Entrance	None Indicated	Up to 1,000 SF
<b>Total</b>	<b>7,756 SF</b>	<b>Up to 3,000 SF</b>



Similarly, in order to accommodate an improved entrance at the second level of the Lord & Taylor anchor store, modifications to the building and entrance are required. These changes may require a slight increase in the gross square footage of the anchor store by no more than 1,000 SF. Lord & Taylor has an existing second level entrance that is accessed from grade via

stairs. The new entrance will provide a direct connection to the Plaza. This connection will provide ease of access for shoppers but will also help activate the west side of the Plaza along the Lord & Taylor store.

The proposed changes in the retail programming and building entrances result in an overall reduction in retail space proposed around the plaza, but Macerich is confident that the orientation of this new retail layout will increase the activity level on the plaza and better serve visitors and pedestrians. The western side of the plaza will still be active given the new second-level Lord & Taylor entrance to the plaza as well as the mix of seating and landscaping. The proposed re-orientation of the Phase 1 plaza retail space reduces the overall retail proposed from 7,756 SF approved with the Rezoning to 3,000 SF as proposed with this interpretation. Macerich seeks to allow the use of the remaining 4,756

SF of retail elsewhere in Phase 1 if a location for this retail square footage can be identified at a later date.

The retail kiosks could take on various forms using a variety of materials. Depending on the use, tenant and the layout of space inside the kiosk, windows could be provided on any number of sides of the structure.

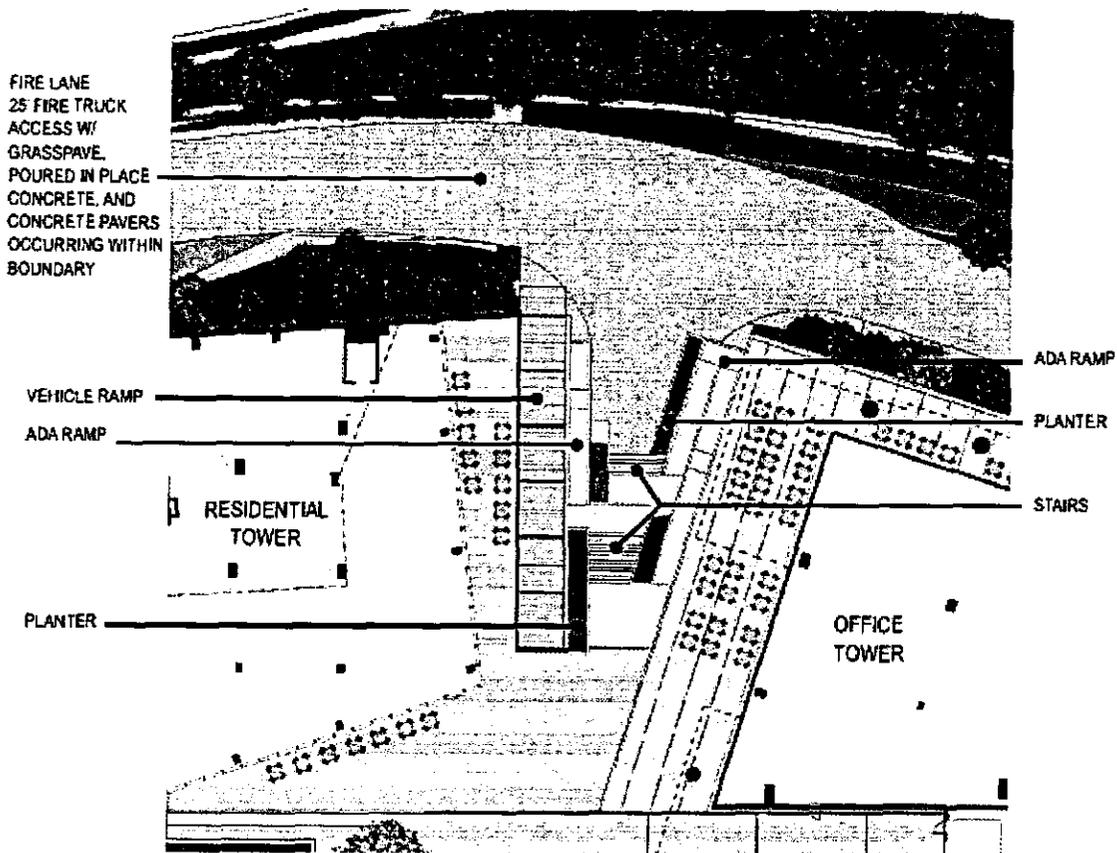
#### 4. Modification of the Animated Façade Areas along the Lord & Taylor Plaza Frontage

As indicated above, Lord & Taylor intends to modify their existing second level entrance, which will be located on the Plaza. Lord & Taylor, however, is not able to modify their storefront which will also front on the Plaza. During the Rezoning, Macerich hoped that the Lord & Taylor storefront, which is currently made of jumbo brick, could be supplemented with retail uses. Given that such retail cladding of the Lord & Taylor Plaza frontage is not feasible, Macerich and the Plaza design team propose treatment (as indicated below) of the area in front of the anchor to provide the animated façade desired and approved in the Rezoning (in front of Lord & Taylor and elsewhere on the Plaza).

“Outdoor rooms” are located adjacent to Lord & Taylor to provide gathering spaces with seating and firepits. Adjacent to the hotel, dining seating is proposed for outdoor dining on the plaza—something greatly needed and currently lacking in Tysons Corner. And seating is provided along the pathways to provide short-term bench seating with ample opportunity for people-watching. These seating areas, complemented by the carts/kiosks/retail space proposed throughout the plaza, will provide a variation on the animated façade areas contemplated along Lord & Taylor with the Rezoning.

#### 5. Modification of the Ramp and Stairway Connecting the Plaza and Firelane

The CDP/FDP indicated a handicap ramp and steps at the northern edge of the Plaza to connect the Plaza with the firelane and landscaping further north. Macerich proposes to continue to provide this connection between the two areas as indicated below and on Sheet 12 of the attached graphics package. In addition, Macerich proposes to enhance this connection with construction of a vehicle ramp in addition to the stairs and ADA ramp. This vehicular ramp will allow vehicular access to the Plaza for maintenance purposes, delivery of materials for events and clean up after events. The addition of a vehicle ramp will allow a greater variety of uses and events on the Plaza.



**Conclusion**

We respectfully request your confirmation that the above described change to the Rezoning will be permitted in conformance with Proffer #52.A, including the following:

1. Adjustment to the footprint of the Plaza and increase in the square footage of the Plaza up to ±51,500 SF
2. Re-programming of the Plaza to include the following, which address the proffer required amenities:
  - Ability to provide a seasonal ice rink on the Plaza or instead provide a variety of amenities such as performance spaces, extensive seating, active and passive areas, viewing lawn for movies, etc.,
  - Provision of an interactive water feature in the northern ellipse,
  - Provision of a main performance space as well as the opportunity to provide multiple performance spaces at the same time if so desired,
  - Provision of a variety of seating areas and types,
  - Adjustment in the location of the public art to address the changes in the layout of the Plaza,

- Relocation of the children's play area to the southwest corner of the Plaza,
  - Provision of a large active/passive area that can be utilized by adults and children for a variety of uses,
  - Provision of game tables,
  - Provision of shade areas,
  - Relocation of the skylight,
  - Provision of additional amenities not indicated in the proffers: active/passive green area, outdoor rooms, custom-designed integrated lighting and A/V fixtures and a viewing lawn,
3. Adjustment of the retail space layout and the ability to re-allocate unused Plaza retail square footage to the modifications of the Mall and Lord & Taylor entrances and use of the remaining unused 4,756 SF of plaza retail elsewhere in Phase 1,
  4. Modification of the Animated Façade Areas along the Lord & Taylor Plaza Frontage, and
  5. Modification of the ramp and stairway that connect the Plaza with the landscape terrace north of the residential and office towers to incorporate a vehicular ramp into this area.

Please feel free to contact me with any questions regarding this request. We look forward to your response to this inquiry. Thank you for your ongoing time and assistance with this request.

Sincerely,



Hillary Katherine Zahm, AICP  
Senior Development Manager

cc: Chairman Sharon Bulova, Fairfax County Board of Supervisors  
Supervisor Linda Q. Smyth, Providence District Supervisor  
Commissioner Ken Lawrence, Providence District Planning Commissioner  
Antonio J. Calabrese, Cooley Godward Kronish LLP  
Jill Switkin, Cooley Godward Kronish LLP  
Don Foster, Macerich  
John E. Harrison, Macerich

Enclosures: 2 copies of 11 x 17 Package of the Graphics Referenced in this Letter

**RECEIVED**  
Department of Planning & Zoning

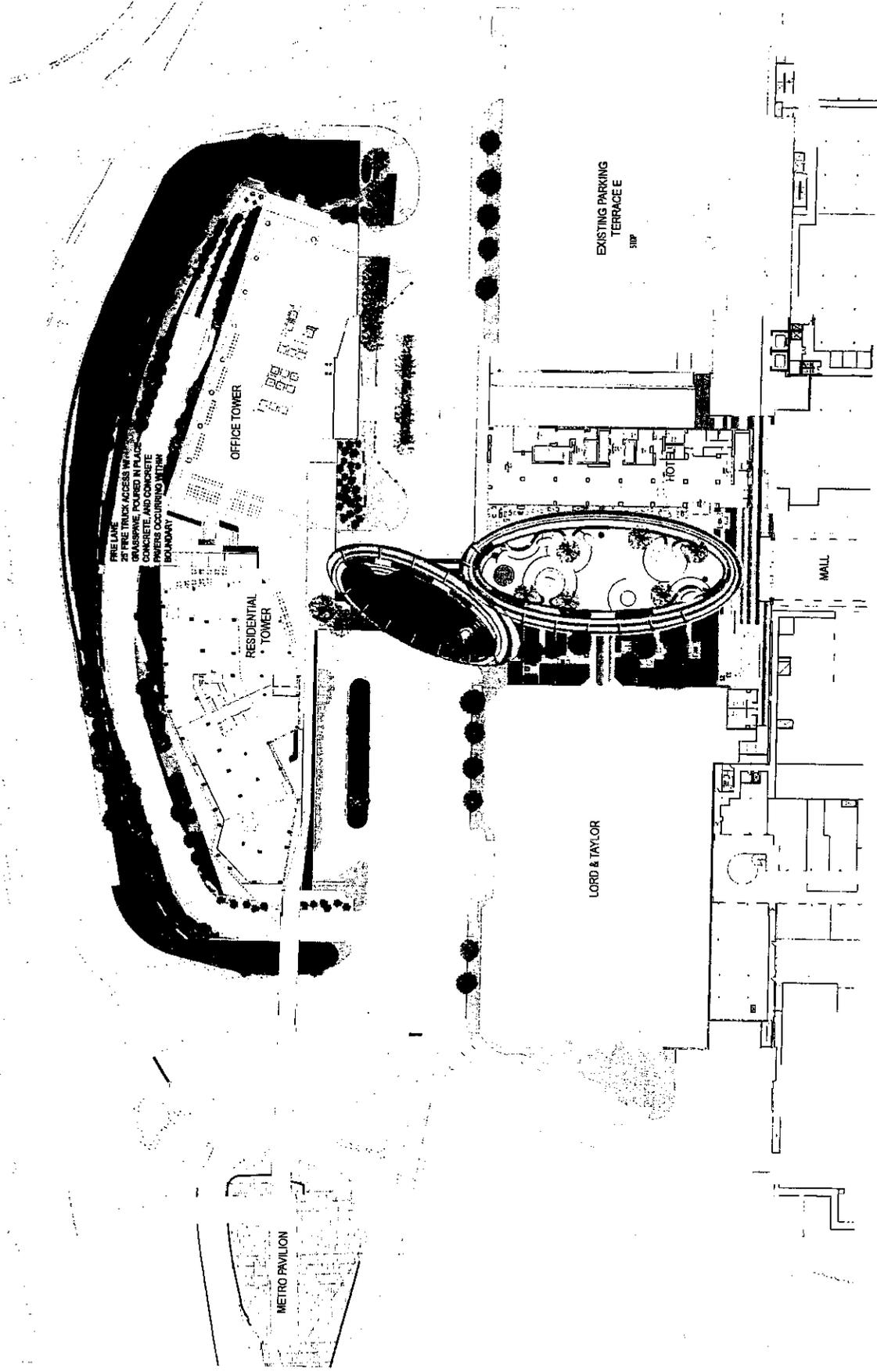
AUG 14 2012

Zoning Evaluation Division

**CORNER CENTER**  
PHASE 1: ELEVATED PLAZA

August 2012

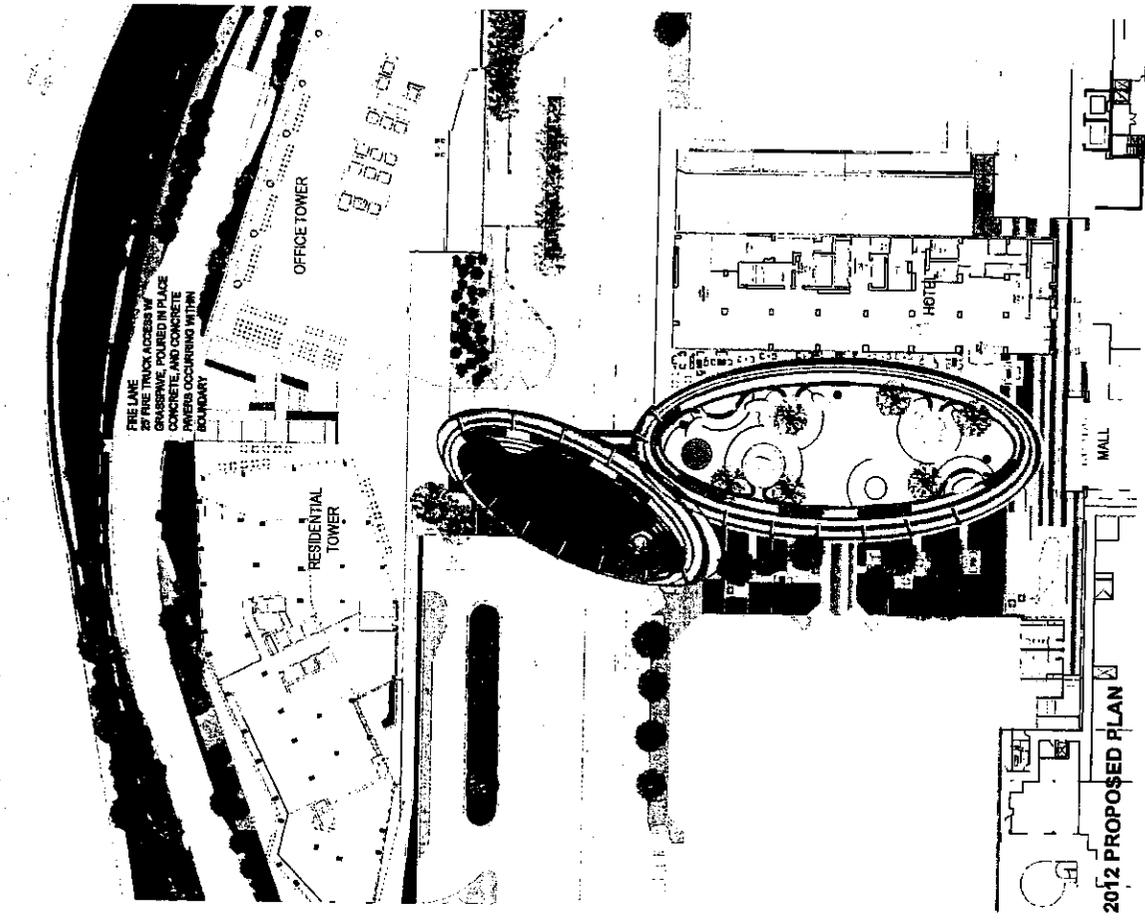




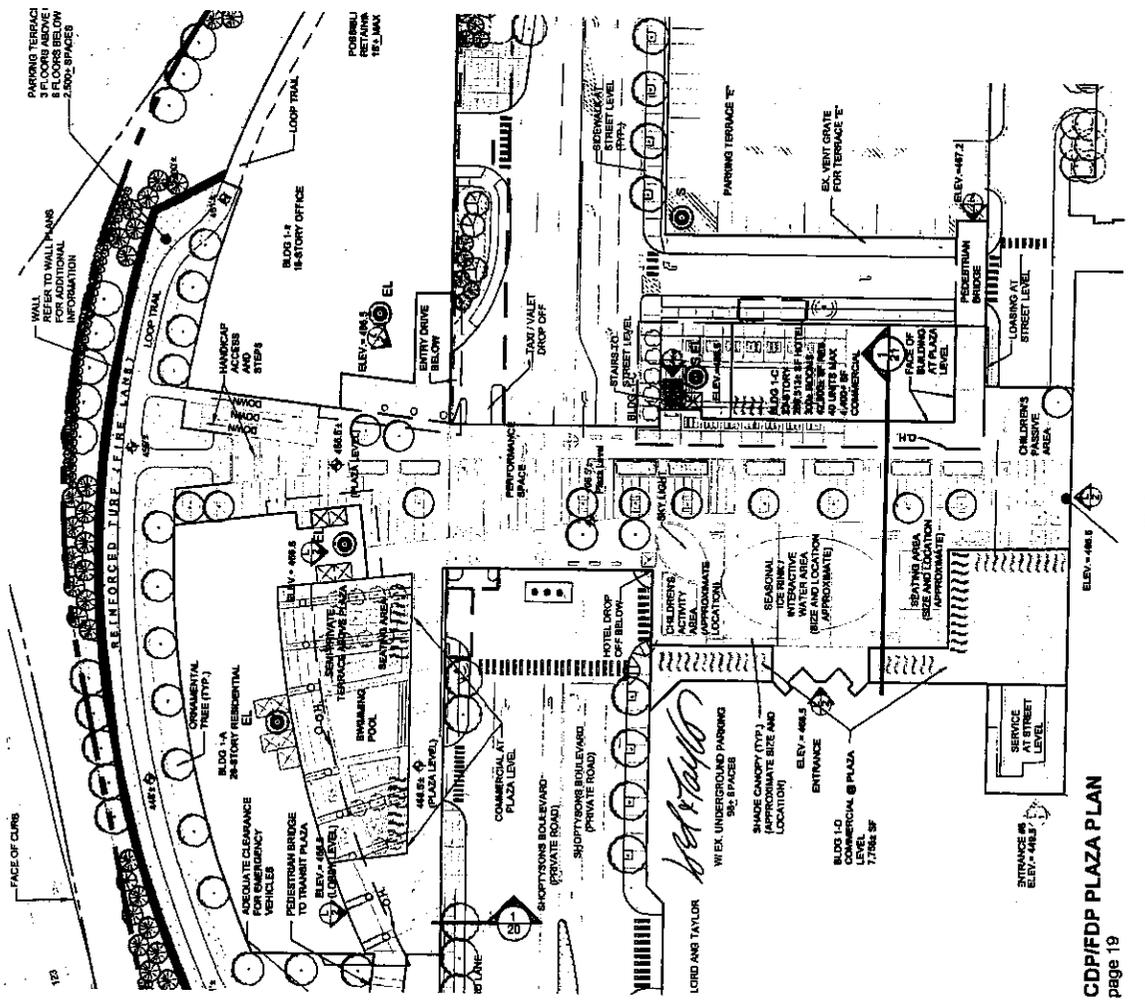
Phase 1

August 2012

Overall Phase 1 Site Plan



2012 PROPOSED PLAN



CD/IFDP PLAZA PLAN  
page 19

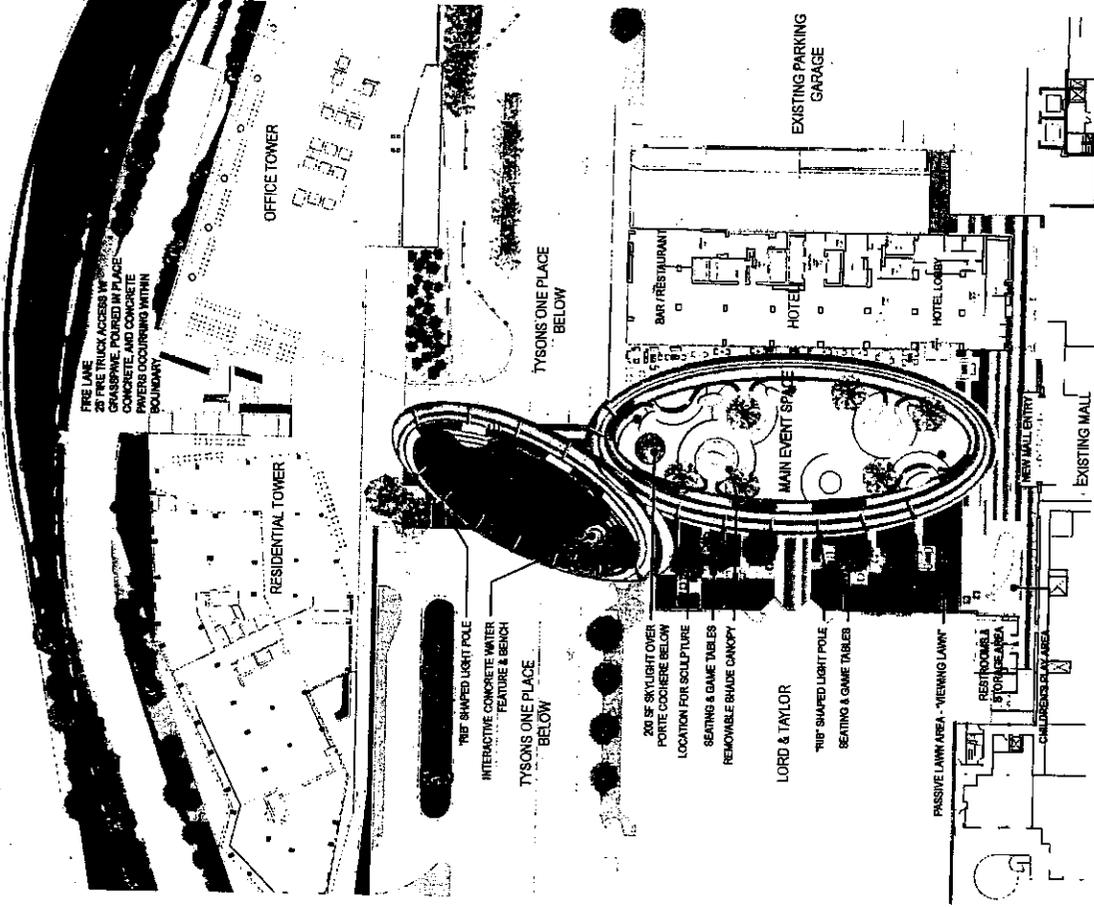






Tysons Corner Center Phase-One Plaza Design		
Program Elements	Approved CDP/FDP -- 1.8.07	Proposed Design -- 3.23.12
Plaza Area (Mail to podium Edge)	40,000 s.f. +/-	51,500 s.f. +/-
Retail at Plaza Level	7,500 s.f.	Building Base Retail + two 300 s.f. Seasonal Kiosks + five 80 s.f. Seasonal Carts
Ice Skating Ring / Water Feature	Seasonal Ice Skating Ring / Interactive Water Feature	Interactive Water Feature
Performance Space	Single Performance Space	Multiple Performance Spaces / Stage Zones
Seating Areas	Seating Areas Adjacent to Ice Ring and Retail / Commercial Uses	Seating Areas Adjacent to Water and Retail / Commercial Uses
Public Art	Accommodated	Accommodated
Children's Activity Area	Accommodated	Accommodated
Children's Passive Area	Accommodated	Accommodated
Shading	Shade Structure(s) and/or shaded area(s)	Multiple / Varied Shade Structure(s) and/or shaded area(s)
Skylight	Skylight to below Plaza area	Skylight to below Plaza Area - Positional over Porte Cochere
*Active / Passive Area		Venue(s) / Programmable Active & Passive Area
*Outdoor "Rooms"		Multiple Outdoor "Rooms" with Varied Seating and Fire Pits, Game Tables
*Light / AV Fixtures		Sculptural Posts / Light Fixtures -- As Media / AV / Landscape Stanchions
*Viewing Lawn		Viewing Lawn for Movies on Plaza

\* indicates Provided Program Elements beyond CDP/FDP Requirements



Phase 1

August 2012

Phase 1 Plaza Plan

6



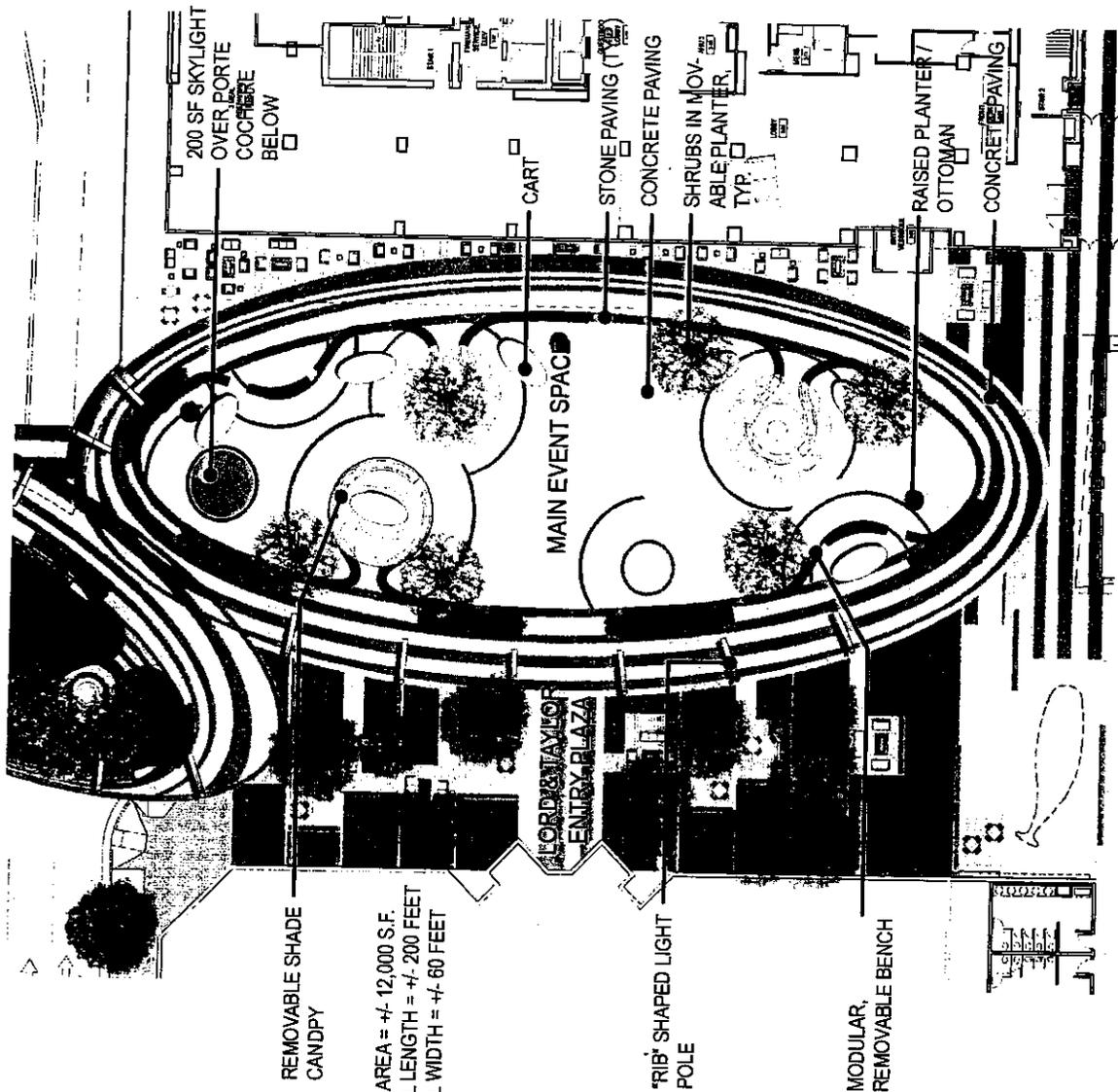
RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT



Phase 1

August 2012

Rendering - Everyday Layout

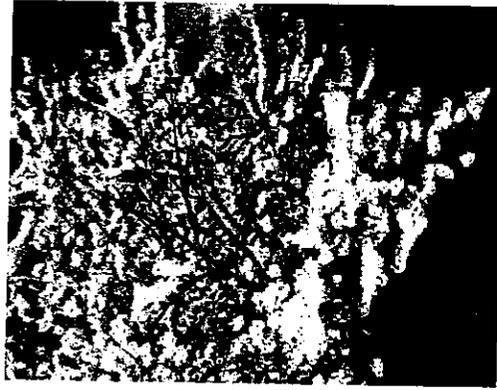
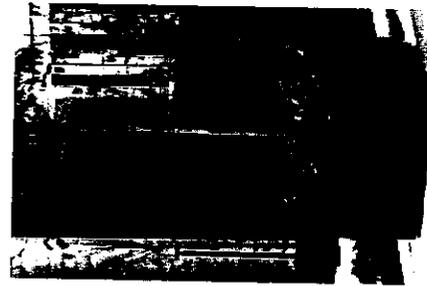


REMOVABLE SHADE  
CANDPY

ELLIPSE AREA = +/- 12,000 S.F.  
OVERALL LENGTH = +/- 200 FEET  
OVERALL WIDTH = +/- 80 FEET

'RIB' SHAPED LIGHT  
POLE

MODULAR,  
REMOVABLE BENCH



CONCEPT IMAGES - IMAGES SHOWN DEPICT DESIGN CONCEPT ONLY AND ARE NOT INTENDED TO REPRESENT FINAL DESIGN



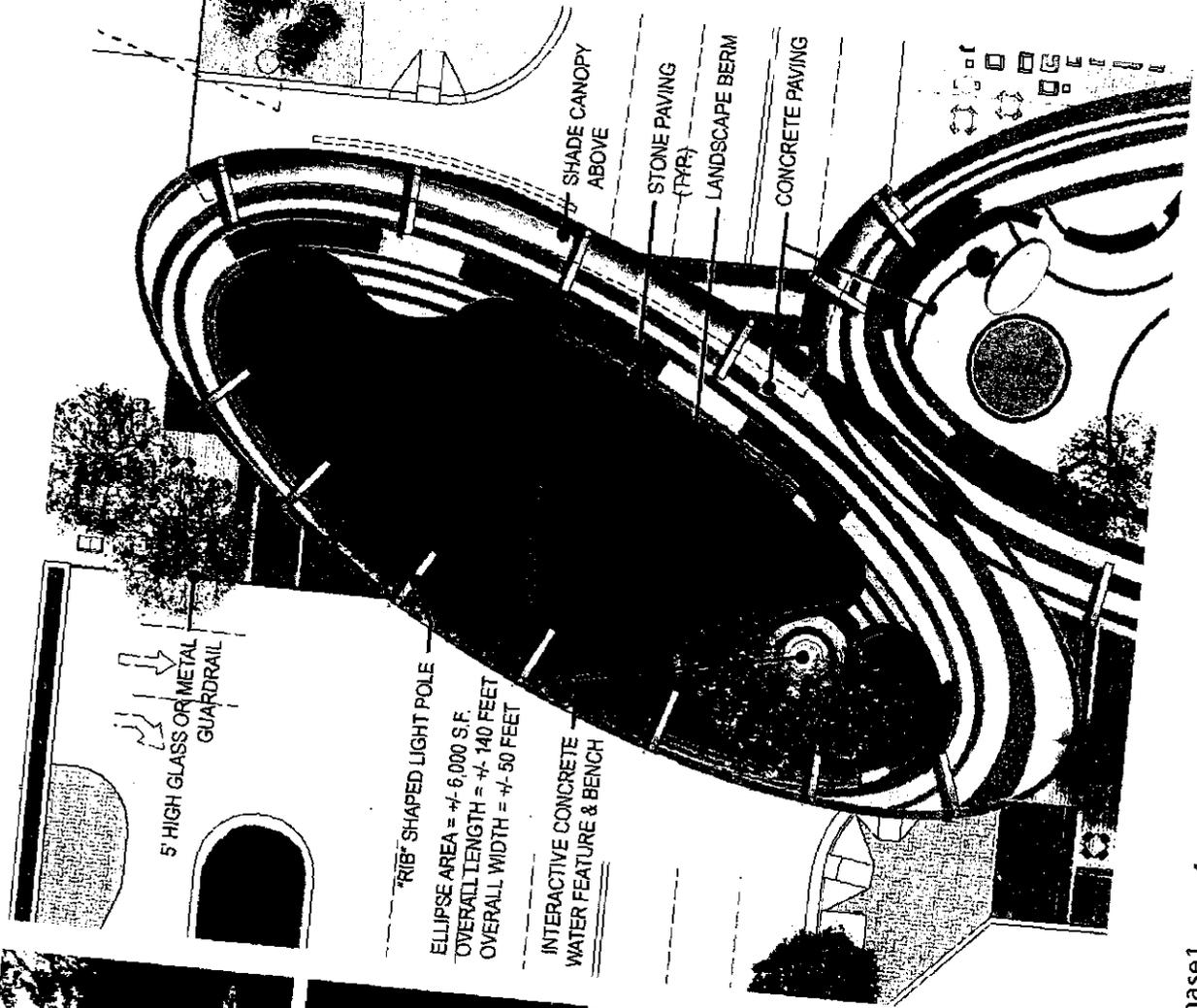
*Tyson's* FUTURE

Phase 1 August 2012

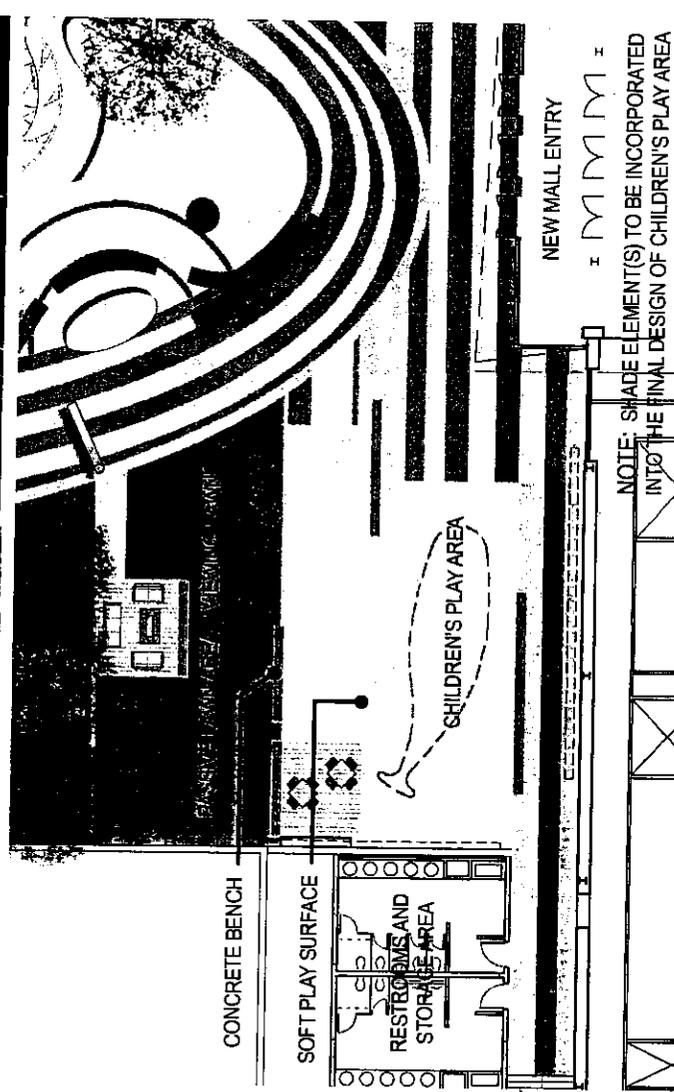
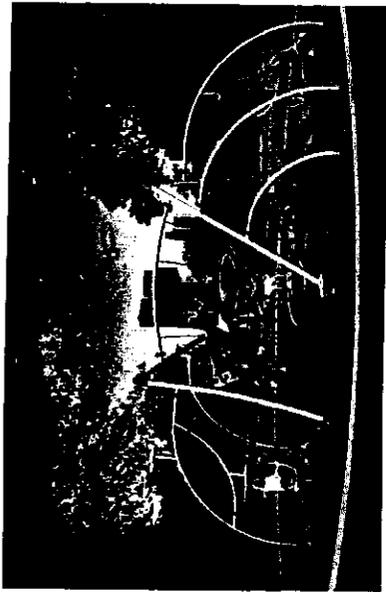
Enlarged Site Plan - Large Oval 8



CONCEPT IMAGES - IMAGES SHOWN DEPICT DESIGN CONCEPT ONLY AND ARE NOT INTENDED TO REPRESENT FINAL DESIGN



Phase 1 August 2012



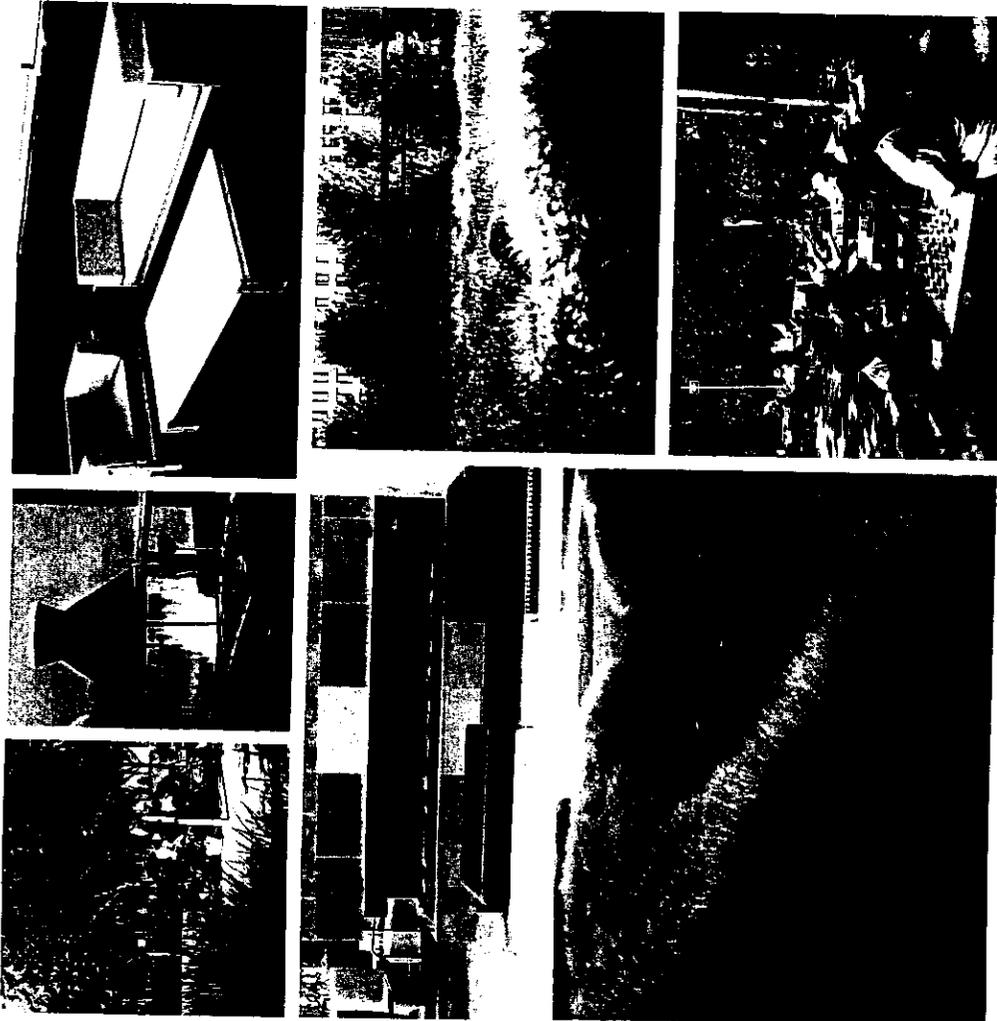
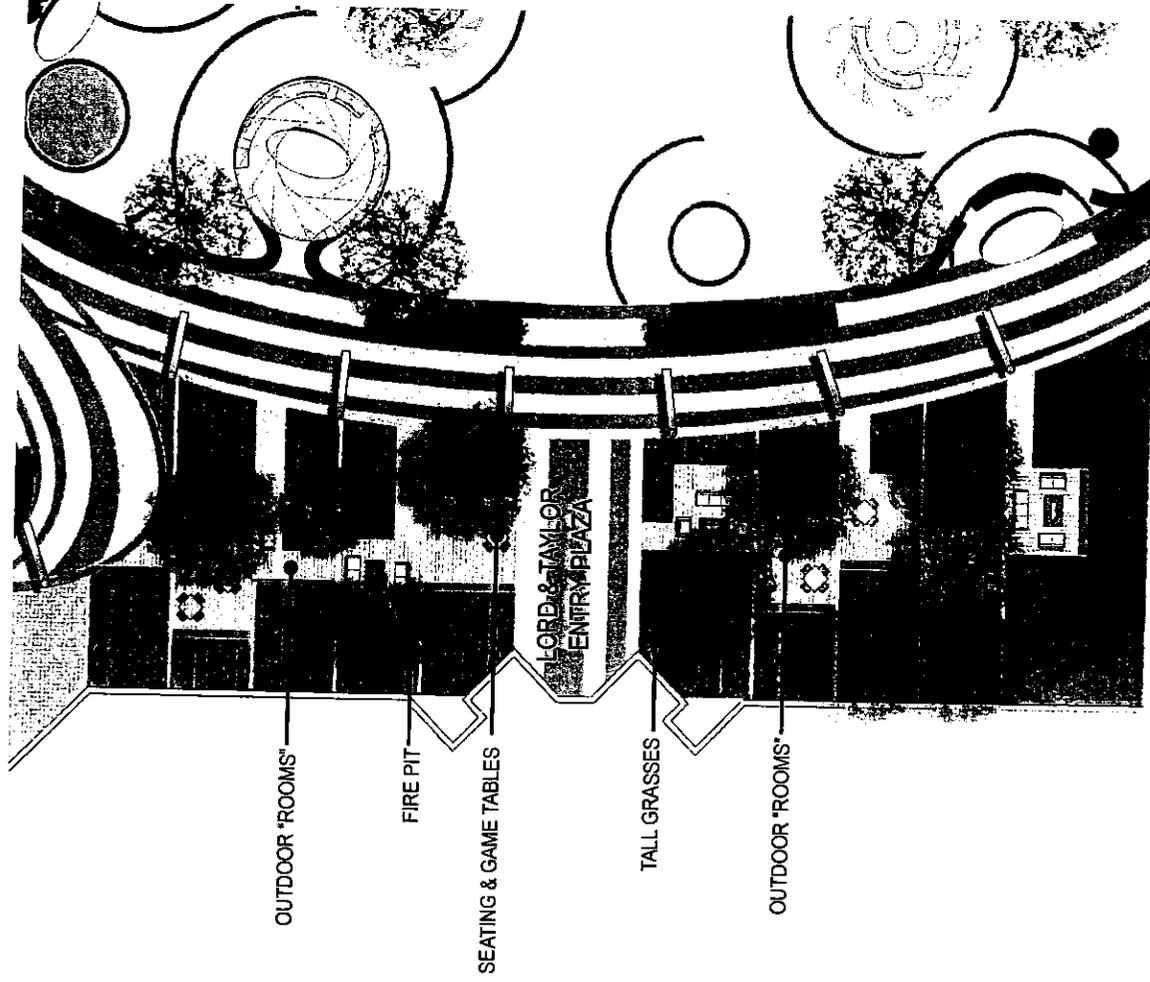
CONCEPT IMAGES - THE WHALE CLUBHOUSE IMAGES AND DRAWING DETAIL ARE FROM THE MACERICH-DEVELOPED CHILDREN'S PLAY AREA AT SANTA MONICA PLACE. THEY ARE INDICATIVE OF A GENERAL DESIGN DIRECTION AND SPONSORSHIP APPROACH FOR THE PLAY AREA ON THE TYSONS CORNER CENTER PLAZA.



Phase1

August 2012

Enlarged Site Plan - Children's Play Area



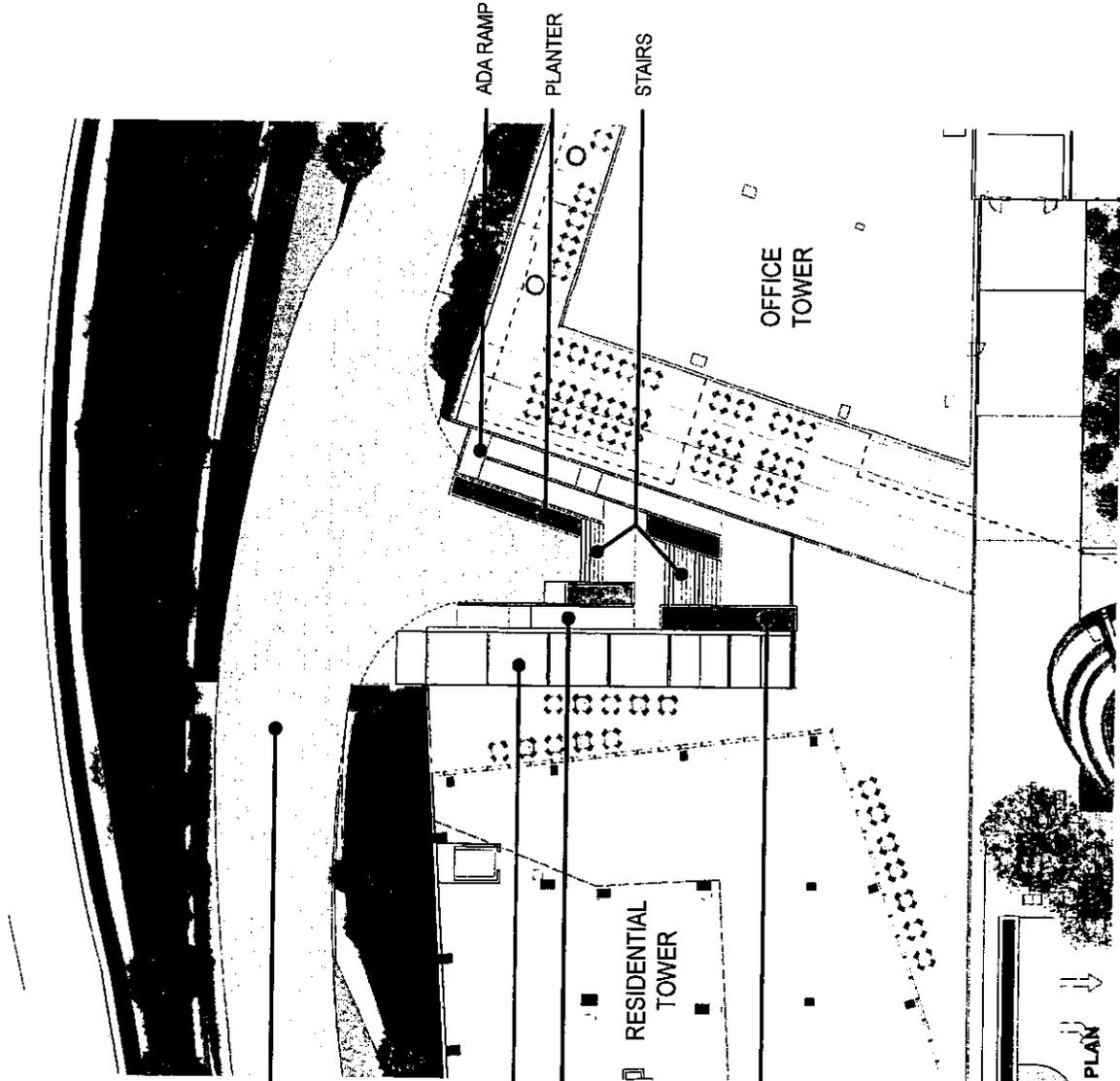
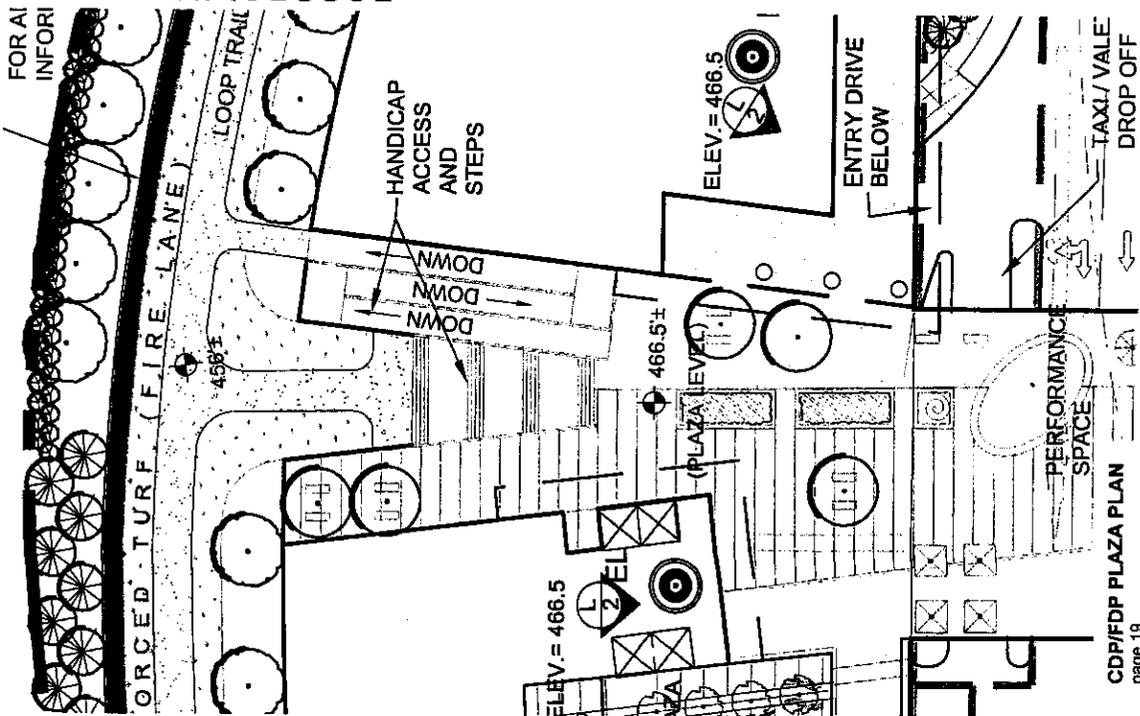
CONCEPT IMAGES - IMAGES SHOWN DEPICT DESIGN CONCEPT ONLY AND ARE NOT INTENDED TO REPRESENT FINAL DESIGN



Phase 1

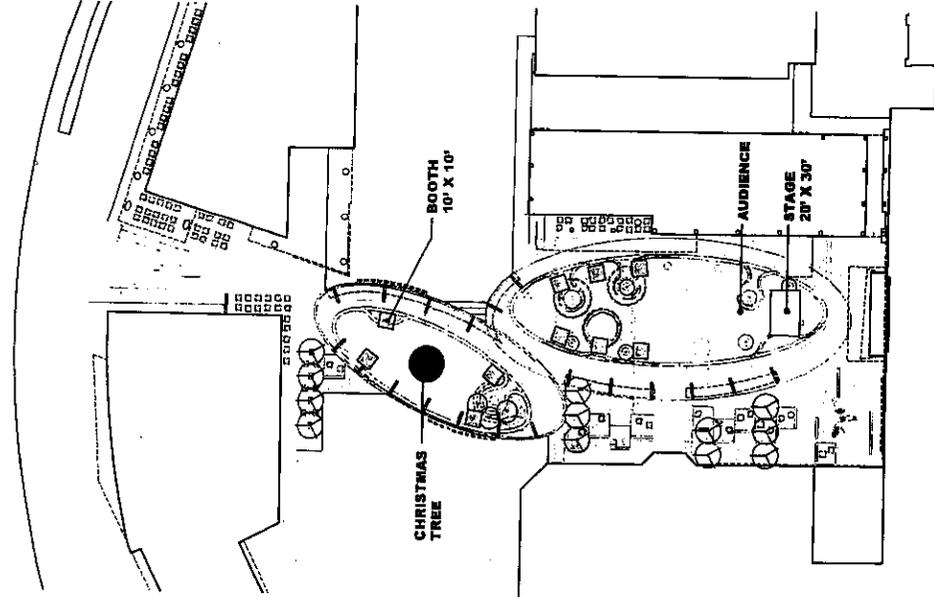
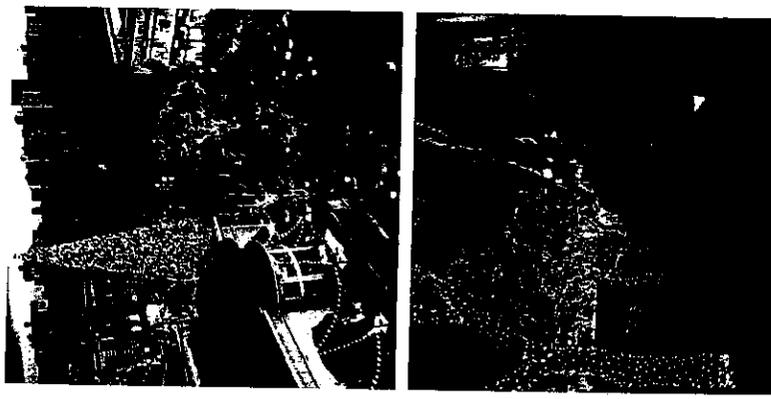
August 2012

Enlarged Site Plan - Landscape Rooms

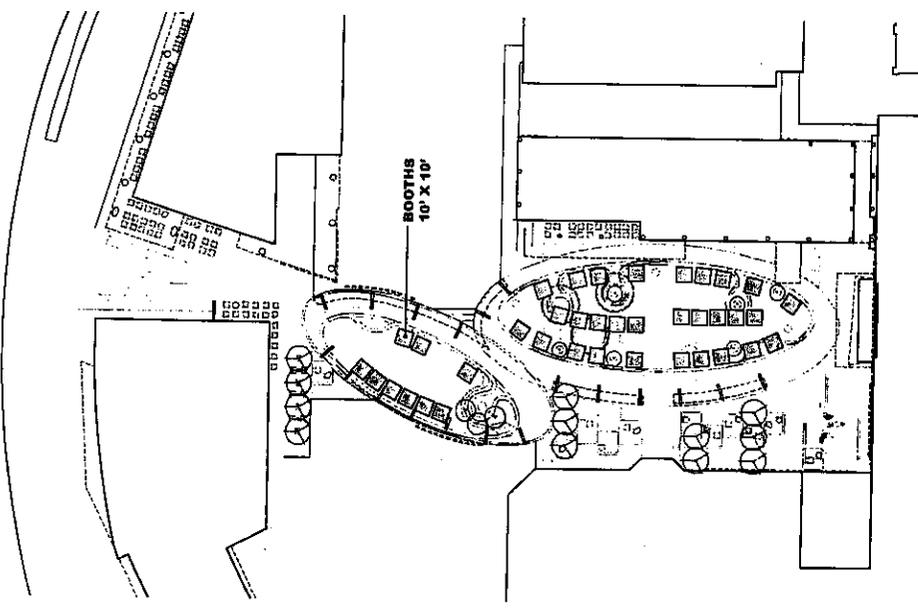


FIRE LANE  
25' FIRE TRUCK  
ACCESS W/  
GRASSPAVE,  
POURED IN PLACE  
CONCRETE, AND  
CONCRETE PAVERS  
OCCURRING WITHIN  
BOUNDARY

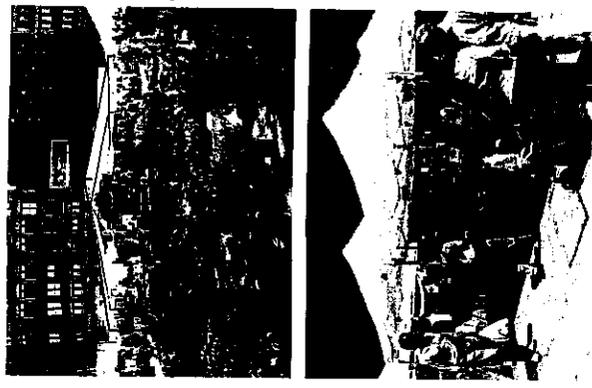




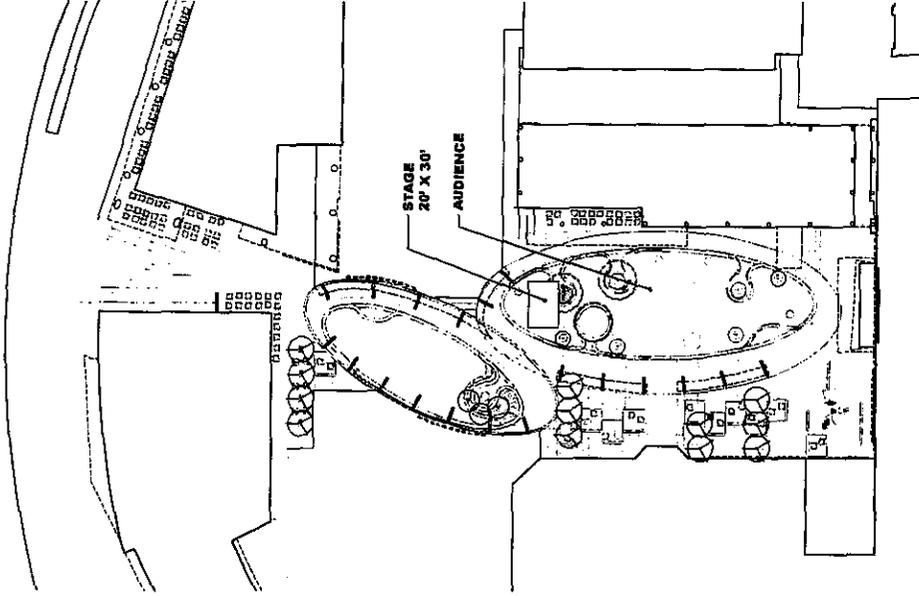
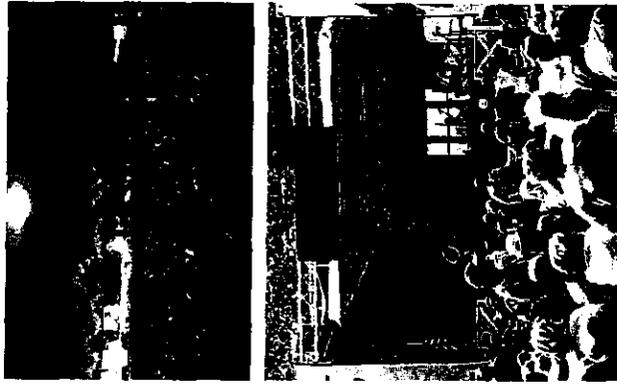
Holiday Festival



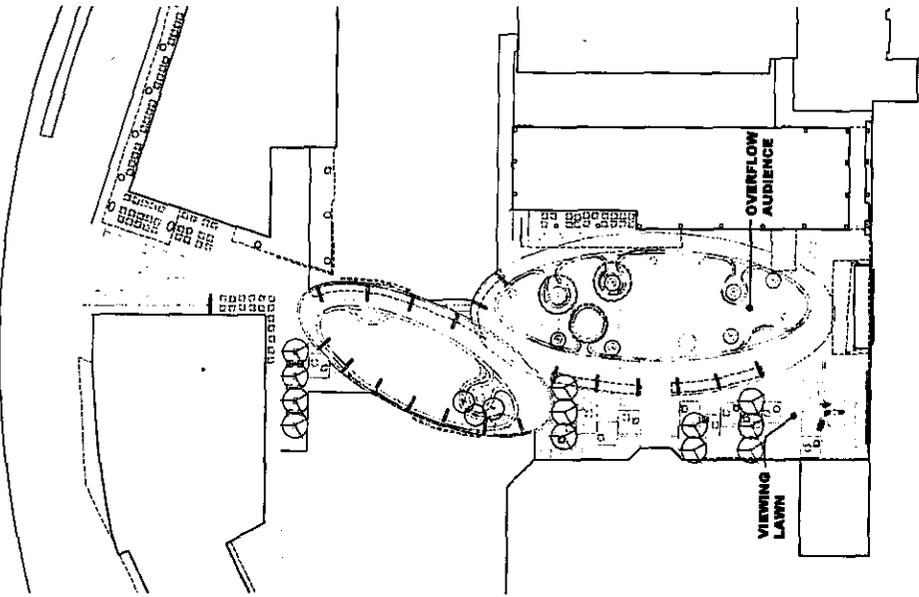
Farmer's Market or Health Fair



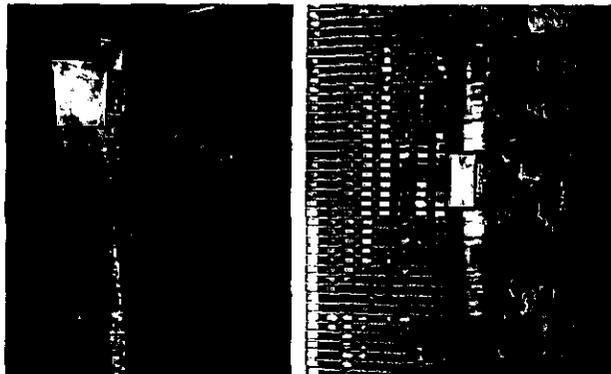
Phase 1 August 2012



Concert



Movie Night





RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT



Phase 1

August 2012

Rendering - Farmer's Market Layout



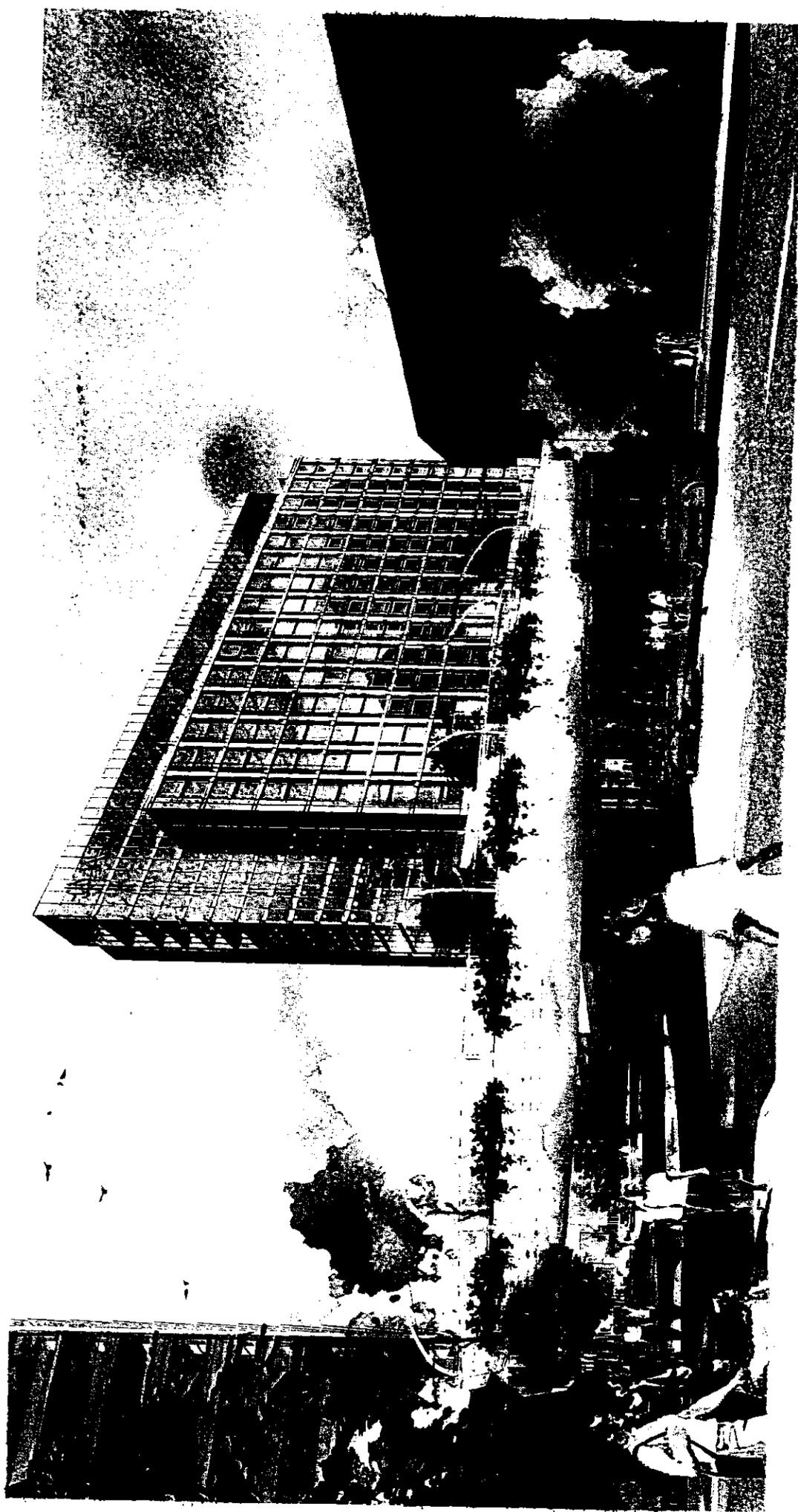
RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT



Phase 1

August 2012

Rendering - Twilight Christmas



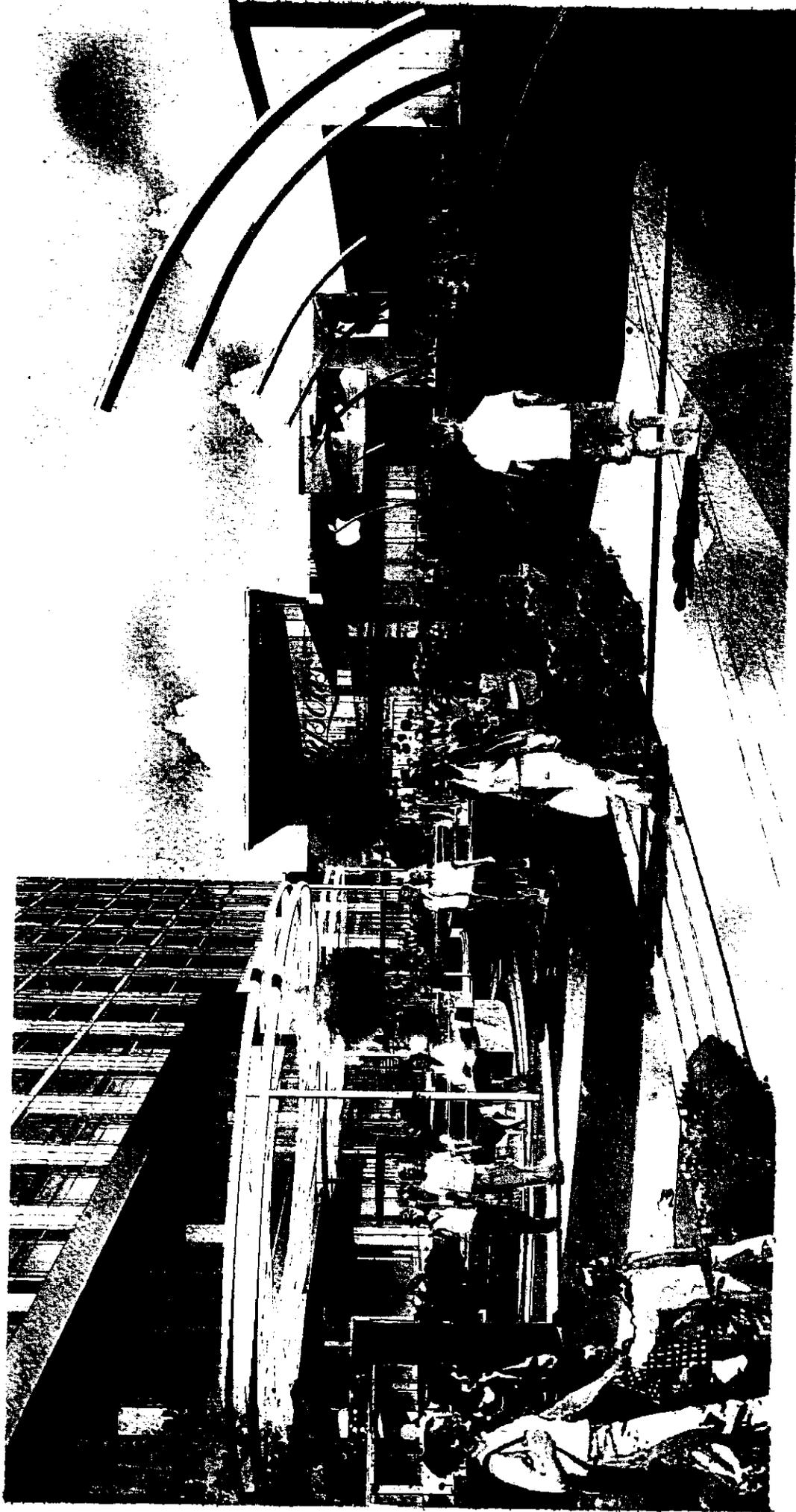
RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT



Phase 1

August 2012

Vignette Sketches



RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT



Phase 1

August 2012

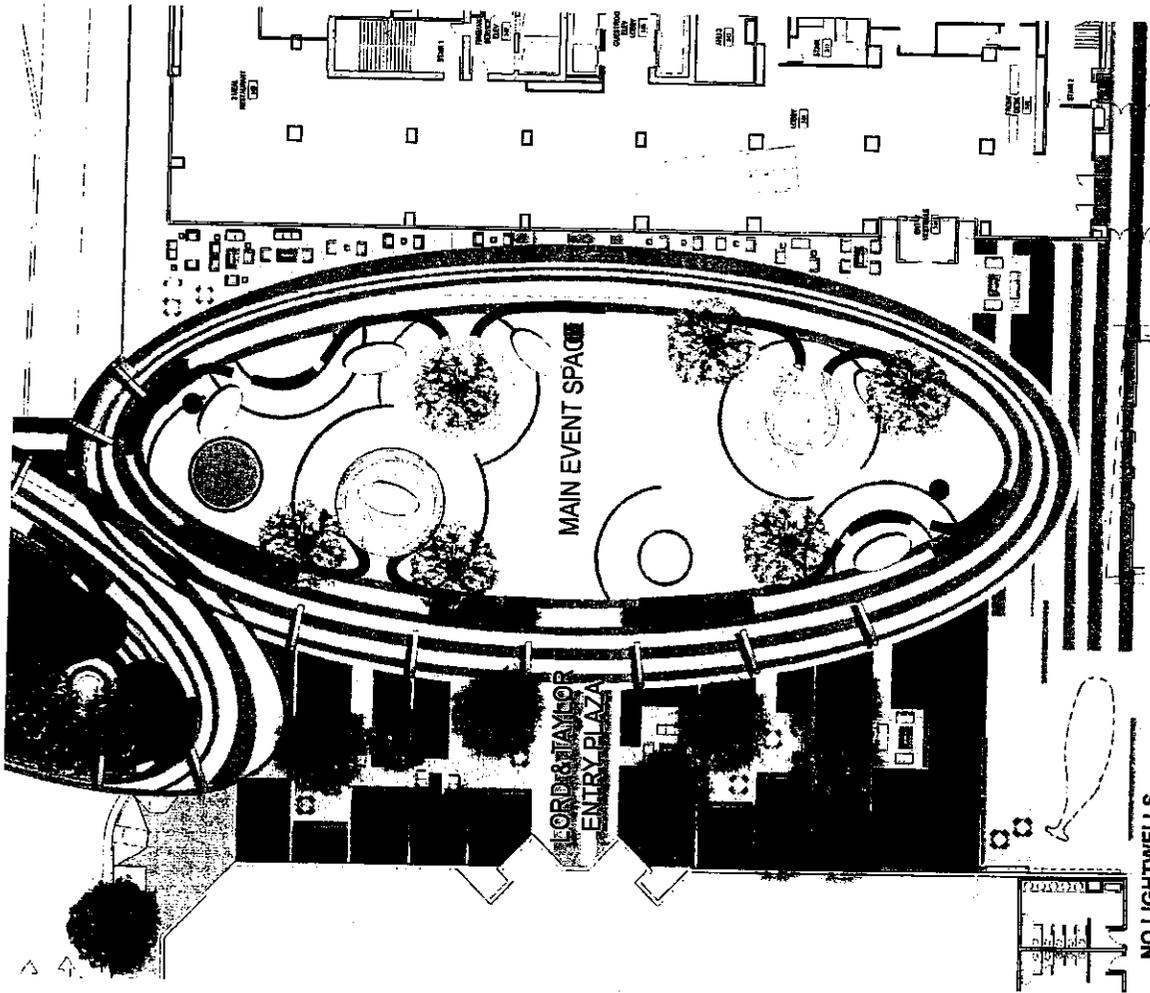


RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT

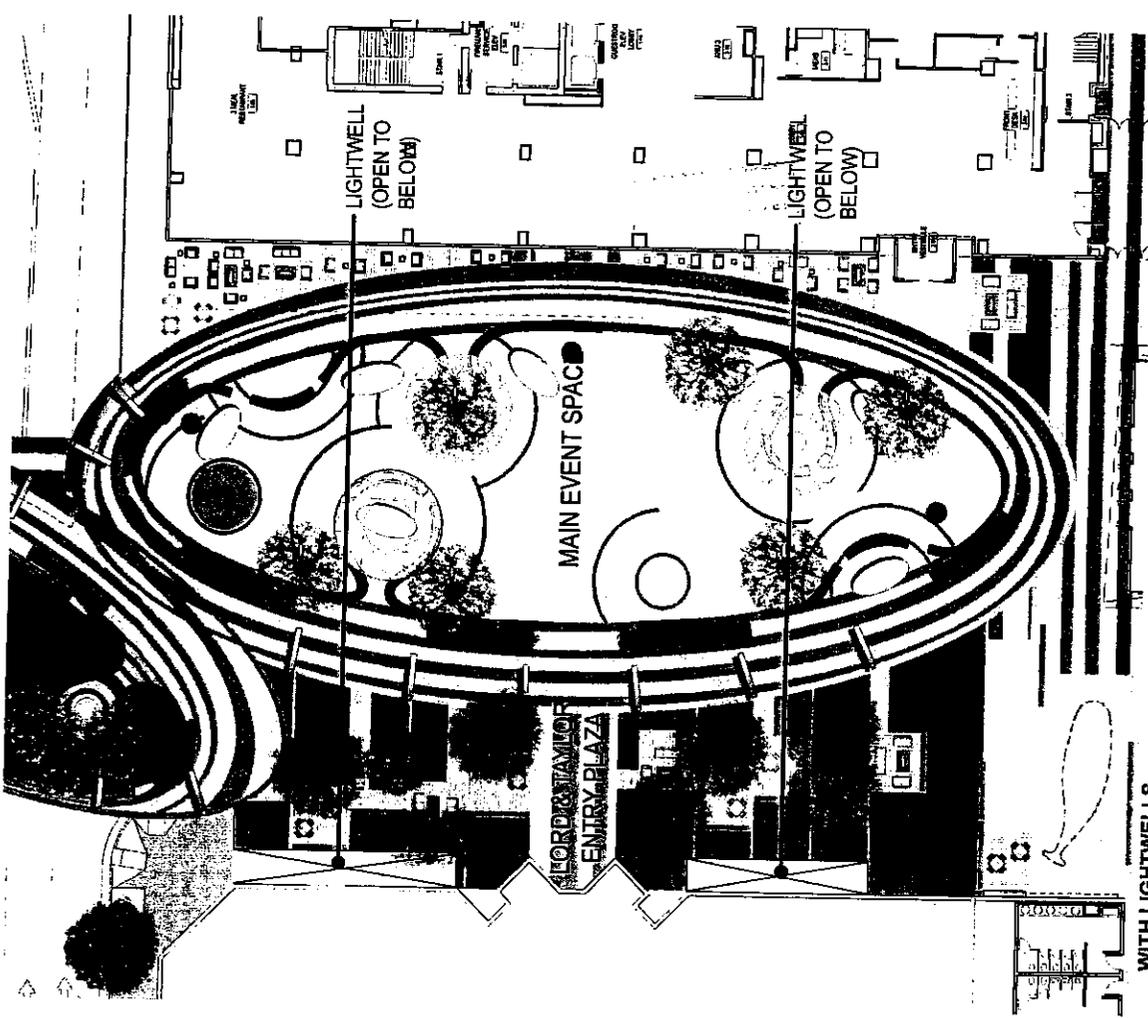


Phase 1

August 2012



NO LIGHTWELLS



WITH LIGHTWELLS



Phase 1

August 2012

Enlarged Site Plan - Large Oval