



APPLICATION ACCEPTED: January 8, 2015  
APPLICATION AMENDED: May 6, 2015  
PLANNING COMMISSION: September 17, 2015  
BOARD OF SUPERVISORS: October 6, 2015  
@ 3:30 pm

# County of Fairfax, Virginia

---

September 2, 2015

## STAFF REPORT

**PCA 2004-PR-044-02/CDPA/FDPA 2004-PR-044**

### PROVIDENCE DISTRICT

**APPLICANT:** TYSONS CORNER PROPERTY HOLDINGS LLC,  
TYSONS CORNER HOLDINGS LLC, TYSONS  
CORNER RESIDENTIAL I LLC, TYSONS CORNER  
OFFICE I LLC, AND TYSONS CORNER HOTEL  
PLAZA LLC

**EXISTING ZONING:** *PDC, SC, HC*

**PROPOSED ZONING:** *PDC, SC, HC*

**PARCEL(S):** PCA: 29-4 ((1)) 35 A, C, D, E, F, 39-2 ((1)) 2, 4, 5  
FDPA: 29-4 ((1)) 35A pt., 39-1 ((1)) 2pt., 4pt. 5pt.

.

**ACREAGE:** *PCA 2004-PR-044-2:* 77.66 acres  
*FDPA 2004-PR-044:* 10.09 acres

**FAR/DENSITY:** *PCA 2004-PR-044-02* 1.77 FAR  
*FDPA 2004-PR-044* 2.50 FAR

**PLAN MAP:** Retail Mixed Use, Park/Open Space

---

Suzanne Wright

## **PROPOSAL:**

The applications seek modifications to the mixed-use development at the Tysons Corner Center approved in 2007. The CDPA application proposes to remove an office building that was originally shown along Leesburg Pike as part of Phase 3 and relocate the square footage into a single residential building in that same phase. In addition, the application proposes to allocate square footage to Phase 3 which had been previously available to either Phases 3 or 4. The application also proposes to provide two residential buildings and one office building in Phase 4 where previously one residential building, one retail kiosk and two office buildings were proposed. The FDPA applications seek FDP level approval for Phases 3 and 4.

## **STAFF RECOMMENDATIONS:**

Staff recommends approval of PCA 2004-PR-044-02, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDPA 2004-PR-044.

Staff recommends approval of the following modifications and waivers for PCA 2004-PR-044-02

- Modification of Sect. 11-203 of the Zoning Ordinance to permit the reduction in the number of loading spaces to that shown on the CDPA/FDPA;
- Modification of Sect. 13-202 of the Zoning Ordinance to modify the interior parking lot landscaping to that shown on the CDPA/DPA;
- Modification of Section 13-300 of the Zoning Ordinance to modify the transitional screening requirement along eastern boundary to that shown on CDPA/FDPA;
- Waiver of Section 17-201-3A of the Zoning Ordinance requiring a Service Drive on all property boundaries;
- Waiver of Sect. 2-505 of the Zoning Ordinance to allow the structures and vegetation on a corner lot as shown on the CDPA/FDPA;
- Modification of Section 11-202(4) of the Zoning Ordinance to permit a loading space to be within 40 feet of an intersection
- Modification of Section 17-201 of the Zoning Ordinance and PFM 8-0201.3 to permit sidewalks and pedestrian trails as shown on the CDPA/FDPA in lieu of all required trails;

- Modification of PFM Section 12-0702.1B(2) to permit a planting width for trees of less than 8 feet when using alternative planting technology, so long as width is not less than 4 feet;
- Modification of Section 12-0508 of the PFM to permit the tree preservation target to be met on the site as a whole;
- Modification of section 12-510 of the PFM to permit the width of the planting area to no less than 6 feet in width upon a showing at site plan of alternative technology and to permit trees within the right of way to be counted toward the 10-year tree canopy if maintained by the applicant;
- Modification of 12-0601(1)(B) of the PFM to permit a reduction of the minimum planter opening for trees used to count towards the tree cover requirements upon a showing of appropriate alternative technology.

It should be noted that it is not the intent of the staff to recommend that the Board, in adopting any conditions, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards; and that, should this application be approved, such approval does not interfere with, abrogate or annul any easements, covenants, or other agreements between parties, as they may apply to the property subject to this application

It should be noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

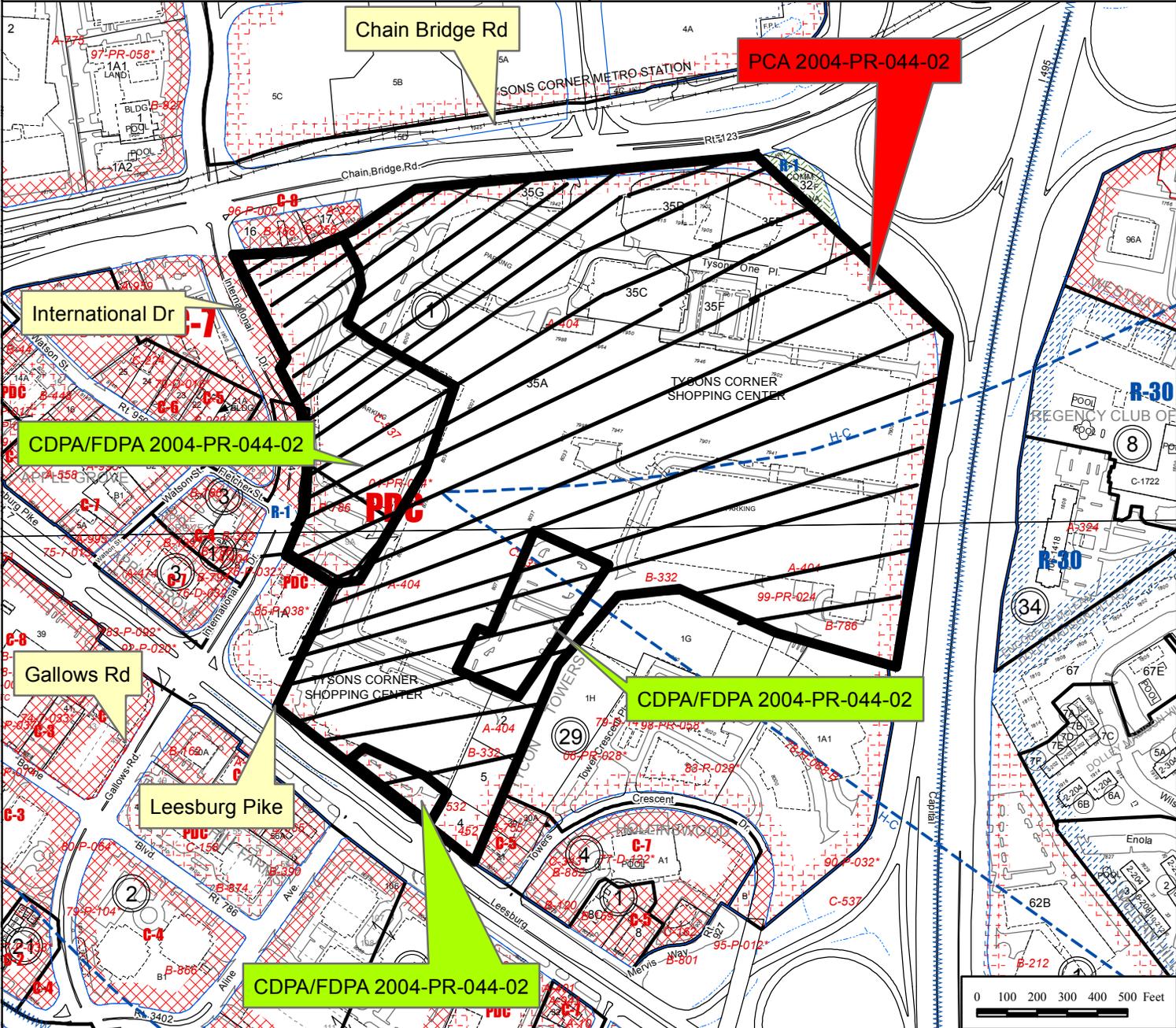
For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290 TTY 711 (Virginia Relay Center).

*X:\DPZ\Tysons-Core\CASES\Tysons Corner Center PCA 2004-PR-044-02\Staff Report\01--staff report cover.doc*



Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 48 hours advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

<b>Final Development Plan Amendment</b> <b>FDPA 2004-PR-044-02</b>	<b>Conceptual Development Plan Amendment/Final Development Plan Amendment</b> <b>CDPA 2004-PR-044</b>
<b>Applicant:</b> TYSONS CORNER PROPERTY HOLDINGS LLC AND TYSONS CORNER HOLDINGS LLC TYSONS CORNER RESIDENTIAL I LLC TYSONS CORNER OFFICE I LLC TYSONS CORNER HOTEL PLAZA LLC	<b>Applicant:</b> TYSONS CORNER PROPERTY HOLDINGS LLC AND TYSONS CORNER HOLDINGS LLC
<b>Accepted:</b> 01/08/2015- AMENDED 05/06/2015 <b>Proposed:</b> MIXED USE <b>Area:</b> 10.09 AC OF LAND; DISTRICT - PROVIDENCE	<b>Accepted:</b> 01/08/2015- AMENDED 05/06/2015 <b>Proposed:</b> MIXED USE <b>Area:</b> 10.09 AC OF LAND; DISTRICT - PROVIDENCE
<b>Zoning Dist Sect:</b> <b>Located:</b> EAST OF INTERNATIONAL DRIVE, SOUTH OF CHAIN BRIDGE ROAD, WEST OF INTERSTATE 495, NORTH OF TOWERS CRESCENT DRIVE AND LEESBURG PIKE	<b>Zoning Dist Sect:</b> <b>Located:</b> EAST OF INTERNATIONAL DRIVE, SOUTH OF CHAIN BRIDGE ROAD, WEST OF INTERSTATE 495, NORTH OF TOWERS CRESCENT DRIVE AND LEESBURG PIKE
<b>Zoning:</b> PDC <b>Overlay Dist:</b> SC HC <b>Map Ref Num:</b> 039-2- /01/ /0002 /01/ /0004 /01/ /0005	<b>Zoning:</b> PDC <b>Overlay Dist:</b> HC SC <b>Map Ref Num:</b> 039-2- /01/ /0002 /01/ /0004 /01/ /0005



# CONCEPTUAL / FINAL DEVELOPMENT PLAN AMENDMENT

## TYSONS CORNER CENTER PHASES 3 & 4

PROVIDENCE DISTRICT

CDPA/FDPA #: 2004-PR-044



TRANSPORTATION PLANNING:  
**Wells + Associates, Inc.**  
1420 SPRING HILL ROAD SUITE 610  
TYSONS, VA 22102  
T 703.917.6620

ATTORNEYS:  
**Cooley LLP**  
ONE FREEDOM SQUARE  
RESTON TOWN CENTER  
11951 FREEDOM DRIVE  
RESTON VA 20190-5656  
T 703.456.8000

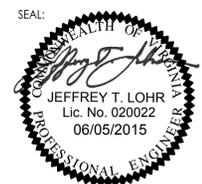
PARKING:  
**Walker Parking Consultants**  
565 EAST SWEDES FORD ROAD, SUITE 300  
WAYNE, PA 19087  
T 610.995.0260

OWNER / APPLICANT:  
**Tyson's Corner Holdings LLC**  
**Tyson's Corner Property Holdings LLC**  
1961 Chain Bridge Road, Suite 305  
McLean, Virginia 22102-4562  
Telephone: (703) 893-9401

PLANNING/ARCHITECTURE:  
**RTKL Associates, Inc.**  
2101 L STREET, NW, SUITE 200  
WASHINGTON, DC 20037  
T 202.833.4400

CIVIL ENGINEERING:  
**Stantec, Inc.**  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151  
T 703.263.1220

LANDSCAPE ARCHITECTURE:  
**SASAKI Associates, Inc.**  
64 PLEASANT STREET  
WATERTOWN, MA 02472  
T 617.926.3300



Revised June 5, 2015  
Revised April 24, 2015  
December 19, 2014

SHEET 1 OF 53

STANTEC # 2029041817

**PLAN NARRATIVE:**

This Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA") seeks to amend the Conceptual Development Plan/Final Development Plan approved with Rezoning RZ 2004-PR-044 (the "Rezoning") as to Phases 3 and 4 set forth therein. Phases 3 and 4 will also be subject to the proffers approved with Proffered Condition Amendment PCA 2004-PR-044-02 (the "PCA"), which is processing concurrently with the CDPA/FDPA. As the Dulles Corridor Metrorail Project - Phase I, Extension to Wiehle is operational and open for use, the Development Prior to Rail Option approved with Rezoning ("Option 2") is no longer applicable. As such, for the purposes of this CDPA/FDPA/PCA, all references to Phase 2 have been eliminated and "Phases 3 and 4" (collectively and separately) shall mean only Phases 3 and 4 under the Development with Rail Option ("Option 1") approved with the Rezoning.

**NOTES:**

- The Property subject to this CDPA/FDPA consists of a portion of the property identified on the Fairfax County Tax Map as 29-4 ((1)) 35A and a portion of 39-2 ((1)) 2, 4 and 5, (collectively, "Phase 3"), and a portion of the property identified on the Fairfax County Tax Map as 29-4 ((1)) 35A ("Phase 4"). Phase 3 consists of approximately 4.10 acres or 178,357 square feet. Phase 4 consists of approximately 6.0 acres or 261,571 square feet. Phases 3 and 4 (collectively, the "Subject Property") are part of the larger property identified on the Fairfax County Tax Map as 29-4 ((1)) 35A, C, D, E and F and 39-2 ((1)) 2, 4 and 5 (the "TCC Property"), all of which was zoned to the PDC District pursuant to the Rezoning.
- A statement which confirms the ownership of the subject property and the nature of the applicant's interest in same is presented in a separate document.
- The topography shown hereon is at a contour interval of two (2) feet. Topographic information is based on aerial survey, supplemented by ground run survey. The boundary shown herein is based on ALTA/ACSM land title survey performed by Stantec on August 9, 2013.
- The Subject Property is within the Scott's Run watershed. Adequate Stormwater management (SWM) and Best Management Practices(BMP) facilities for the proposed development will be provided as shown on this CDPA/FDPA and/or as approved by DPWES during final site plan engineering. See the SWM Analysis and Outfall/BMP Analysis Plans for SWM, BMP and outfall narratives.
- To the best of our knowledge, there are no graves located on the Subject Property.
- To the best of our knowledge, the proposed uses will not generate, utilize, store, treat, and/or dispose of any hazardous or toxic substance as set forth in Title 40, Code of Federal Regulations Parts 116.4, 302.4 and 355. Any hazardous waste as set forth in Commonwealth of Virginia/Department of Waste Management VR 672-10-1 Virginia Hazardous Waste Management Regulations and/or any petroleum products defined in Title 40, Code of Federal Regulations Part 280 that may be utilized, stored and/or disposed of in conjunction with the uses will be in accordance with said regulations.

- The Subject Property is located in the Area II Tysons Corner Urban Center, Tysons Central 123 District, South Tysons Central Subdistrict of the Fairfax County Comprehensive Plan (Comprehensive Plan). To the best of our knowledge, the proposed development is in accordance with the Comprehensive Plan.
- Special amenities within the Subject Property Phases include: a community green; open spaces; and bike, pedestrian and jogging trails. Semi-private plazas also provide amenities such as outdoor seating areas and open spaces for residential buildings.
- The CDPA/FDPA is conceptual and is intended to be used in conjunction with the land use approval process only. It is not an engineering or construction drawing, therefore, minor deviations and adjustments may be required, and are permitted, as part of the site plan approval process so long as the final construction drawings are in substantial conformance with this plan. Minor modifications to all features shown on the CDPA/FDPA may be permitted as determined by the Zoning Administrator in accordance with the provisions set forth in Paragraph 4 of Section 16-403 of the Zoning Ordinance.
- The architectural plans, renderings, elevations and illustrations included with this application are illustrative to show intent, character and quality. The proposed features and/or building footprints may be adjusted or modified subsequent to CDPA/FDPA approval as a result of final architectural and engineering design without requiring administrative interpretation or further amendment to the CDPA/FDPA, Proffers or other zoning approvals provided they remain in conformance with that shown on the CDPA/FDPA and Proffers.
- Additional building features such as, but not limited to, columns, covered entries, balconies, and bay windows are not shown on the CDPA/FDPA and may be provided in accordance with the provisions set forth in Paragraph 4 of Section 16-403 of the Zoning Ordinance. Additional site features such as gazebos, trellises, entrance signs, flagpoles, fences and walls not shown on the CDPA/FDPA may be provided at the time of final engineering and landscape design.

- Loading and service areas may be relocated during final design and engineering as approved by DPWES during site plan review and without the need for PCA, CDPA and/or FDPA.
- No floodplains, wetlands, resource protection areas or environmental quality corridors exist on site.
- There will be no adverse effects on adjacent and neighboring properties.
- Parking will be provided in conformance with the proffers and the approved CDP and FDP. See separate parking tabulations on the Building and Parking Tabulations sheet.
- Public water service to the proposed development will be provided by extensions of existing water mains on site. Detailed water service design shall be completed during site plan engineering.
- Public sanitary sewer service will be provided to the proposed development by an extension of existing on-site sanitary sewer mains. DPWES has reviewed and concurred with a separate study ("Tysons Corner Preliminary Sanitary Sewer Capacity Analyses", revised through May 16, 2006) updated by the Applicant to address the impacts of future development and any off-site improvements. Detailed design shall be completed during final site plan engineering.
- Ingress and egress to the Subject Property is via existing entrances from Chain Bridge Road, Leesburg Pike, International Drive, Westpark Drive, and I-495 Express Lanes.
- Construction of all required public improvements shall be performed in conjunction with the normal approval and land development process unless noted herein.
- The Applicant anticipates that development of the Subject Property will occur in phases, with development of Phase 3 likely to commence prior to Phase 4. To that end, the Applicant expects to submit a site plan for Phase 3 prior to or upon approval of this CDPA/FDPA. Notwithstanding anything in these Notes to the contrary though, this sequence of development is subject to change in the Applicant's sole discretion based on market demands, owner decisions, etc., and in such event, the Applicant may secure a site plan and commence construction of Phase 4 prior to Phase 3 or concurrently therewith without an administrative interpretation or further amendment to the CDPA/FDPA.
- Due to the developed nature of the Subject Property, there are no archeological assets, scenic assets, natural features, or existing vegetation deserving of protection or preservation.
- All pavement markings, traffic controls and geometrics associated with public streets are subject to VDOT approval and may be modified in consultation with FCDOT and without the need for PCA, CDPA and/or CDP.
- No major utility easements or rights-of-way having a width of twenty-five (25) feet or more, as defined by Article 2-308 of the Zoning Ordinance as not allowable for density credit, is located or proposed to be located on the site.

24. To the best of our knowledge, the proposed development will be in conformance with applicable ordinances, regulations, and adopted standards except as qualified below:

**WAIVERS/MODIFICATIONS:**

The following waivers were previously approved by the Rezoning of the entire TCC Property and are re-requested for this CDPA/FDPA:

- Waiver for the reduction of required loading spaces per Section 11-203 of the Zoning Ordinance to the number shown on these plans.
- Modification of the minimum 8-foot planting width for trees per 12-0702.1B(2) of the PFM (now PFM Section 12-0510.4E(5)) to allow the use of structural soil (or cells, or alternate systems) for a less than 8-foot planting width due to the urban nature of the site. See Structural Soils Plan and Details.
- Waiver / modification for the eastern property boundary to allow the existing topography, vegetative buffer and proposed landscaping to meet the transitional screening yard and barrier requirements. This waiver / modification was previously approved (Waiver No. 025670) as part of approved Site Plan #6399-SP-14.
- Waiver of the interior parking lot landscaping requirement on all existing parking structures. Existing Parking Terrace A will be expanded and proposed recreational amenities added. Existing Parking Terraces B and E will remain unchanged.

**Public Facilities Manual Waiver /Modification Requests**

- Waiver of PFM Section 6-0100 Storm Drainage. Requirements are as proffered. (acknowledgement of use of 2011 PFM for Grandfathered and Time Limited Projects)
- Modification of PFM Section 7-0802.2 Geometric and Standards to allow Universal Size Car Spaces stall areas to be reduced by up to 5% per stall for projections of structural columns and still count toward number of required parking spaces.
- Waiver of PFM Section 8-0201.3 Trails shown on the Countywide Trails Plan to that is shown on this plan.
- Modification of PFM Section 12-0508 Tree Preservation Target to the percentage shown herein and justified as outlined by section 12-0508.3A(1) and section 12-0508.4A(1).

**Zoning Ordinance Waiver /Modification Requests**

- Modification of Section 2-505-1 Use Limitation on Corner Lots for the ability to develop "corner lots" as shown on this plan.
- Modification of Section 11-202(4) Requiring Minimum Distance of Forty Feet (40') of a Loading Space in proximity to an intersection to that shown in this plan.
- Waiver of Section 17-201-3A requiring a service drive adjacent to a primary highway.
- Waiver of 17-201-4 Dedication and construction of widening and existing roadway improvements shall be provided as shown on the CDPA/FDPA and shall be seen to meet all comprehensive plan and policy requirements.
- Waiver of Section 17-201-7 requiring "No Parking" signs along travel lanes or service drives at 15 meter intervals.

**SITE TABULATIONS**

EXISTING ZONING, GROSS AND NET SITE AREAS OF TCC PROPERTY (Combined Phases 1-4)	ACRES	AREA
Parcel 35A Zoned PDC	71.67 +/-AC	3,122,156 +/-SF
Parcel 35C Zoned PDC	4.90 +/-AC	213,368 +/-SF
Parcel 2 Zoned PDC	0.78 +/-AC	34,066 +/-SF
Parcel 4 Zoned PDC	0.59 +/-AC	25,542 +/-SF
Parcel 5 Zoned PDC	0.70 +/-AC	30,659 +/-SF
<b>Gross TCC Property Area</b>	<b>78.65 +/-AC</b>	<b>3,425,791 +/-SF</b>
Less Metrorail Non-proffered Dedications	0.182 +/-AC	7,942 +/-SF
<b>NET SITE AREA AVAILABLE FOR FAR</b>	<b>78.46 +/-AC</b>	<b>3,417,849 +/-SF</b>
Chain Bridge Rd. Density Credit Dedication	0.125 +/-AC	5,450 +/-SF
Metrorail Density Credit Dedication	0.413 +/-AC	18,005 +/-SF
Hot Lanes Density Credit Dedication	0.287 +/-AC	12,489 +/-SF
123 Roadway Density Credit Dedication	0.002 +/-AC	105 +/-SF
Phase 4 Proposed International Drive Dedication	0.02 +/-AC	923 +/-SF
Net Site Area (less Density Credit Dedications)	77.61 +/-AC	3,380,877 +/-SF
<b>EXISTING (Mall, PH 1&amp;2) AND PROPOSED PH 3 &amp; 4 GROSS FLOOR AREA</b>		<b>GFA</b>
Existing Mall (less Circuit City demo)		2,400,527 SF
Plus approved Macy's expansion		75,000 SF
Approved Phase 1 (per RZ and subsequent interpretations)		1,385,600 SF
Approved Phase 2 (less 13, 000 for metro pavilion)		1,054,790 SF
<b>Subtotal Existing and approved</b>		<b>4,915,917 SF</b>
<b>PROPOSED PHASE 3 &amp; 4</b>		
Proposed Office GFA		219,660 +/-SF
Proposed Retail/Commercial GFA		133,045 +/-SF
Proposed Residential GFA		719,485 +/-SF
Proposed Available Sq/Footage (See Proffers)		27,110 +/-SF
<b>SUBTOTAL Proposed Phase 3&amp;4</b>		<b>1,099,300 SF</b>
<b>TOTAL OF PHASES 1-4 EXISTING, APPROVED AND PROPOSED</b>		<b>6,015,217 SF</b>

**Proposed Phase 3 & 4 TABULATIONS**

PROPOSED PHASES 3 & 4 AREAS	ACRES	AREA
Phase 3	4.09 +/-AC	178,357 +/-SF
Phase 4	6.00 +/-AC	261,571 +/-SF
<b>NET AREAS FOR FAR PHASES 3 &amp; 4</b>	<b>10.10 +/-AC</b>	<b>439,928 +/-SF</b>
<b>PROPOSED PH 3 &amp; 4 GROSS FLOOR AREA</b>		<b>GFA</b>
Proposed Office GFA		219,660 +/-SF
Proposed Retail/Commercial GFA		133,045 +/-SF
Proposed Residential GFA		719,485 +/-SF
<b>SUBTOTAL Proposed Phase 3&amp;4</b>		<b>1,099,300 +/-SF</b>
<b>FAR OF PROPOSED PHASES 3 &amp; 4</b>		<b>2.50 **</b>
	<b>PER PDC</b>	<b>Phase 3 and 4 only</b>
Residential as Percentage of Principal Use	Up to 50%	65.4%**
<b>OPEN SPACE</b>		
Phase 3 & 4 Area		10.10 +/-AC
Total Open Space in Acres Based Ph 3 & 4 Site Area <sup>(A)</sup>	1.51 +/-AC	2.53 +/-AC <sup>(A)</sup>
Total Open Space as Percentage of PH 3 & 4 Net Site	15.0%	25.0%
PH 3 & 4 Semi-private Open Space <sup>(B)</sup>		0.50 +/-AC <sup>(B)</sup>

\*\*Note: Phase 3 and 4 areas are defined for the purpose of this amendment. The proposed FAR and the Residential Percentage are compliant with the overall rezoning (see Site Tabs for confirmation)

**TREE COVER CALCULATIONS - See Sheet 5**

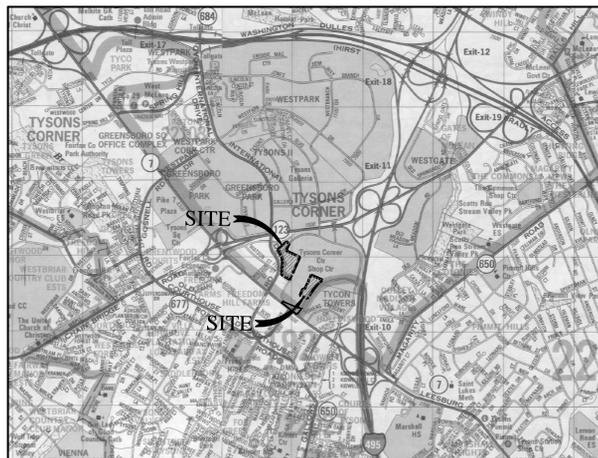
**NOTES:**

- Total open space includes all elevated plaza areas and semi-private open space shown on plan.
- Semi-private open spaces are shown on the Recreational Amenities Plan

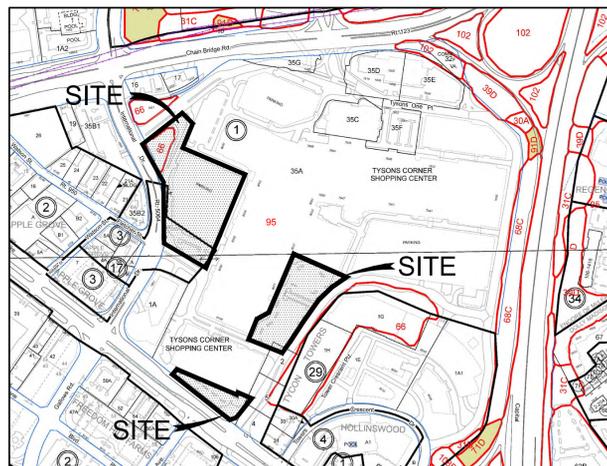
FAR OF EXISTING, APPROVED AND PROPOSED	PER PDC REQ	PER CURRENT RZ
Residential as Percentage of Principal Use	Up to 50%	29.6%
<b>OPEN SPACE</b>		
Total Net Site Area		77.61 +/-AC
Total Open Space in Acres Based on Net Site Area <sup>(A)</sup>	11.64 +/-AC	19.40 +/-AC <sup>(A)</sup>
Total Open Space as Percentage of Net Site	15.0%	25.0%
Semi-private Open Space <sup>(B)</sup>		1.40 +/-AC <sup>(B)</sup>
<b>TREE COVER CALCULATIONS</b>	<b>Percentage</b>	<b>Square Feet +/-</b>
Gross Site Less R/W Dedications (including pending Phase 4 Dedication)		3,380,877
Minus Exceptions, Deductions (Building Footprints)		1,307,483
Net Site Area		2,073,394
<b>Tree Cover Required by PDC</b>	<b>10.0%</b>	<b>207,339</b>
Tree Cover Provided by Preserving Existing Trees (87,613 X 1.25)	5.3%	109,516
Tree Cover Remaining to Meet PDC Requirement	4.7%	97,823
Tree Cover Provided by Planting New Trees	5.0%	104,044
<b>Total Tree Cover Provided</b>	<b>10.3%</b>	<b>213,560</b>

**NOTES:**

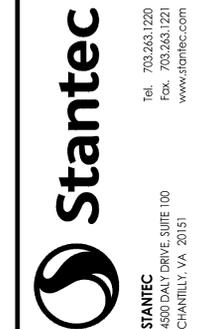
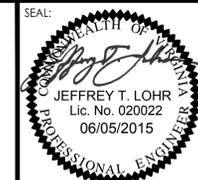
- Total open space includes all elevated plaza areas and semi-private open space shown on plan.
- Semi-private open spaces are shown on the Recreational Amenities Plan



ADC The Map People  
Permitted Use #20506146  
**VICINITY MAP**  
SCALE: 1"=2000'



**SOILS MAP**  
SCALE: 1"=500'  
66 KINGSTOWNE SANDY CLAY LOAM  
95 URBAN LAND



NOTES AND  
TABULATIONS

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

SHEET INDEX	
SHEET NO.	TITLE
1	COVER SHEET
2	NOTES AND TABULATIONS
3	BUILDING AND PARKING TABULATIONS
4	OVERALL & PHASE-USE PLAN
5	OVERALL LANDSCAPE PLAN
6	RECREATIONAL AMENITIES PLAN
7	OVERALL PEDESTRIAN PLAN
8	PHASES THREE & FOUR IMPROVEMENTS PLAN
9	PHASE THREE ILLUSTRATIVE RENDERING
10	PHASE THREE PLAN
11-14	PHASE THREE FLOOR PLANS
15	PHASE THREE SECTIONS
16	PHASE THREE ELEVATIONS
17-18	PHASE THREE LANDSCAPE PLAN
19	PHASE THREE STREETScape SECTIONS
20	LEESBURG PIKE PERSPECTIVE
21	PHASE FOUR ILLUSTRATIVE RENDERING
22	PHASE FOUR PLAN
23-28	PHASE FOUR FLOOR PLANS
29	PHASE FOUR SECTIONS
30	PHASE FOUR ELEVATIONS
31	PHASE FOUR LANDSCAPE PLAN
32	PHASE FOUR STREETScape PLAN AND SECTION
33	PHASE FOUR ALTERNATE STREETScape PLAN AND SECTION
34	PHASE FOUR STREETScape PLAN AND SECTION
35-36	LEESBURG PIKE ROAD IMPROVEMENTS PLAN AND SECTION
37	INTERNATIONAL DRIVE IMPROVEMENTS PLAN AND SECTION
38	STRUCTURAL SOILS PLAN
39	TREE PLANTING DETAILS
40	SITE FURNISHING DETAILS
41	SITE FURNISHING & LIGHTING DETAILS
42	WALL RENDERINGS
43	MASSING STUDY
44-46	SHADOW STUDY
47-48	PRELIMINARY STORM WATER MANAGEMENT PLANS
49	PRELIMINARY RETENTION MEASURES PLAN
50	PRELIMINARY OUTFALL ANALYSIS
51	EXISTING CONDITIONS
52	EXISTING VEGETATION MAP
53	TREE PRESERVATION MAP
53	TOTAL SHEETS

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN

DESIGN: DRAWN: CHECKED:	JO AH JL	SURVEY: STANTEC
-------------------------------	----------------	--------------------

SHEET NO:



County of Fairfax, Virginia

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

December 22, 2010

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

Re: Interpretation for RZ 2004-PR-044, Tysons Corner Center: Parking

Dear Ms. Zahm:

This is in response to your letter of September 15, 2010 (attached), and subsequent conversations with staff, requesting an interpretation of the proffers and the Conceptual/Final Development Plan (CDP/FDP) accepted by the Board of Supervisors in conjunction with the approval of RZ 2004-PR-044 for the Tysons Corner Center mixed use development.

You indicate that Macerich, the owner of Tysons Corner Center, seeks confirmation that the existing mall and future phases of the approved mixed use development may elect to reduce off-street parking spaces as permitted by Part 1 of Section 11-101 of the Zoning Ordinance.

The Zoning Ordinance provides, subject to the approval of a "parking redesignation plan," for an existing use located in the Tysons Urban Center but not in the PTC District, that an owner may voluntarily elect to reduce the number of off-street parking spaces required to a number between what is currently approved for the site and the applicable minimum parking rate specified for the PTC District.

The rezoning proffers (#26) for Tysons Corner Center proffer a schedule for parking as shown on the CDP/FDP. The notes to that schedule (#13) state that the applicant can provide more or less parking than shown on the plan subject to the provisions of the proffers and based upon market conditions or will seek a reduction by submitting a shared parking study for County approval.

Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5509
Phone 703 324-1290
FAX 703 324-3924
www.fairfaxcounty.gov/dpz



Excellence \* Innovation \* Stewardship
Integrity \* Teamwork \* Public Service

Hillary Katherine Zahm
Page Two

are certain exceptions, as noted in your letter. The proffers also recognize the existence of an approved parking reduction for the mall and the potential for future parking reductions if needed.

The net effect of employing the newly adopted parking rates will be the provision of fewer spaces for the Tysons Corner Center mixed use development which will benefit the project and serve to further the transportation goals of the Comprehensive Plan and the Zoning Ordinance for the Tysons Corner Urban Center.

If you have any questions regarding this interpretation, please feel free to contact Kevin Guinaw at (703) 324-1290.

Sincerely,
Eileen M. McLane
Eileen M. McLane
Zoning Administrator

RCO/O:KGUINAW/INTERPRETATIONS/TYSONS CORNER CENTER PARKING.DOC

Attachments: A/S

- cc: Linda Q. Smyth, Supervisor, Providence District
Kenneth A. Lawrence, Planning Commissioner, Providence District
Barbara C. Berlin, Director, Zoning Evaluation Division, DPZ
Regina C. Coyle, Assistant Director, Zoning Evaluation Division, DPZ
Diane Johnson-Quinn, Deputy Zoning Administrator, Permit Review Branch, ZAD, DPZ
Ken Williams, Plan Control, Land Development Services, DPWES
Angela Rodeheaver, Section Chief for Site Analysis, DOT
Jack Weyant, Director, Environmental and Facilities Inspection Division, DPWES
Kevin Guinaw, Chief, Special Projects/Applications Management Branch, ZED, DPZ
File: RZ 2004-PR-044, P1 1009 085, Imaging, Reading File

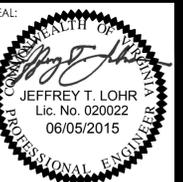
TABLE 1: PHASE 3 & 4 - BUILDING AND PARKING SCHEDULE

Table with 17 columns: Building, Minimum Building Height, Maximum Building Height, Proposed Building Height (+/-), Proposed Stories (+/-), Total GFA, Residential GFA, Retail/Commercial GFA, Office GFA, Number of Dwelling Units (incl APRU's), Number of Affordably Priced Rental Units, Req'd Parking (Per Unit Type or 1000 GFA), Minimum Allowable Parking, Maximum Allowable Parking, Parking Spaces Provided, Parking Location, Loading Spaces Required, Loading Spaces Provided.

NOTES:

- [1] Proposed building heights include penthouses (up to 30 feet) per Z.O. articles 16-502(A)(1)(B) and 2-506. Refer to the Proffers for penthouse height limits.
[2] The numbers of stories may be adjusted, provided the maximum building height shown is not exceeded. Final story count to be determined at site plan.
[3] "Retail/Commercial Uses" may include a variety of commercial and community-type uses, including but not limited to eating establishments and recreational uses, as determined by the Applicant at the time of final site plan.
[4] The number of dwelling units may be adjusted, provided the combined total unit count and combined total residential GFA is not increased and the maximum building heights shown are not exceeded. Final unit counts to be determined at Site Plan.
[5] Affordably Priced Rental Units (APRU) shall be 9% of the total number of Dwelling Units.
[6] Ratios used to establish the minimum number of parking spaces are the minimum ratios in the PTC zoning district in accordance with 22 Dec 2013 Zoning Administrator interpretation and Z.O. article 11-101.
[7] Ratios used to establish the maximum number of parking spaces are taken from the approved CDP/FDP (RZ 2004-PR-044).
[8] Parking tabulations are based on the GFA and uses indicated. The applicant reserves the right to provide more or less parking than indicated as long as the parking provided meets the applicable minimum requirement specified in notes #7 and #8.
[9] Additional existing parking spaces occur within existing Phase 4 Parking Deck 'A' to serve a portion of the mall uses.
[10] Required quantity of loading spaces is established in accordance with Z.O. article 11-203, as limited by Z.O. paragraph 5 of article 11-202. Commercial areas are calculated using standard 'B' for Retail Sales use, as it is more restrictive than standard 'D' requirements for eating establishments.
[11] Refer to note A at sheet 2 for waiver request from loading requirements.
[12] The residential square footage in Residential Building 4-B may be converted to "Live/Work Units," as determined by the Applicant at the time of final site plan for that building. In the event of such conversion, the Live/Work Units shall be categorized as "Residential Uses" for purposes of this CDPA/FDPA and PCA.

END



Tel: 703.263.1220
Fax: 703.263.1721
www.stantec.com



AN ARCADIS COMPANY
RTKL Associates Inc.
2101 L Street, NW, Suite 200
Washington, DC 200037
202.833.4400

BUILDING AND PARKING
TABULATIONS

TYSONS CORNER CENTER
PHASE 3 & 4 CDPA/FDPA

PROVIDENCE DISTRICT
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044
PROJECT NO: 2029041817
DATE: 06/05/15
SCALE:
DESIGN: JO
DRAWN: AH
CHECKED: JL
SURVEY: STANTEC

SHEET NO: 3 OF 53

**PHASE 2**  
**APPROVED GROSS FLOOR AREA:**

<b>OFFICE</b>	<b>488,290± SF</b>
<b>COMMERCIAL</b>	<b>48,500± SF</b>
<b>RESIDENTIAL</b>	<b>518,000± SF</b>
<b>(374 UNITS MAX.)</b>	
<b>TOTAL</b>	<b>1,054,790 SF</b>

**NOTE: SOUTH ENTRANCE PAVILION IS NO LONGER REQUIRED AND IS NOT INCLUDED IN PHASE 2 TOTAL.**

**PHASE 1 AS APPROVED:**  
**APPROVED GROSS FLOOR AREA:**

<b>OFFICE</b>	<b>533,138± SF</b>
<b>COMMERCIAL</b>	<b>64,374± SF</b>
<b>HOTEL</b>	<b>245,913± SF</b>
<b>RESIDENTIAL</b>	<b>499,275± SF</b>
<b>(429 UNITS)</b>	
<b>UNUSED RESIDENTIAL</b>	<b>42,900 SF</b>
<b>TOTAL</b>	<b>1,385,600 SF</b>

\* NOTE: SHOWN PER REZONING AND SUBSEQUENT INTERPRETATIONS

**PHASE 4**  
**PROPOSED GROSS FLOOR AREA:**

<b>OFFICE</b>	<b>219,660± SF</b>
<b>COMMERCIAL</b>	<b>56,420± SF</b>
<b>RESIDENTIAL</b>	<b>358,260± SF</b>
<b>(355 UNITS MAX.)</b>	
<b>TOTAL</b>	<b>634,340 SF</b>

**PHASE 4 AS APPROVED IN ORIGINAL CDP/FDP**  
**APPROVED GROSS FLOOR AREA:**

<b>OFFICE</b>	<b>281,300± SF</b>
<b>COMMERCIAL</b>	<b>68,100± SF</b>
<b>RESIDENTIAL</b>	<b>320,000± SF*</b>
<b>(300 UNITS MAX.)</b>	
<b>TOTAL</b>	<b>669,400 SF</b>

\* NOTE: IN ADDITION TO THE RESIDENTIAL SQUARE FOOTAGE SHOWN ABOVE, AN ADDITIONAL TOTAL OF 50,000 S.F. OF RESIDENTIAL DEVELOPMENT CAN BE ALLOCATED TO EITHER PHASE 3, PHASE 4, OR BETWEEN BOTH PHASES.

**PHASE 3**  
**PROPOSED GROSS FLOOR AREA:**

<b>COMMERCIAL</b>	<b>76,625± SF</b>
<b>RESIDENTIAL</b>	<b>361,225± SF</b>
<b>(382 UNITS MAX.)</b>	
<b>TOTAL</b>	<b>437,850 SF</b>

**PHASE 3 AS APPROVED IN ORIGINAL CDP/FDP**  
**APPROVED GROSS FLOOR AREA:**

<b>OFFICE</b>	<b>26,100± SF</b>
<b>COMMERCIAL</b>	<b>55,800± SF</b>
<b>RESIDENTIAL</b>	<b>298,000± SF*</b>
<b>(282 UNITS MAX.)</b>	
<b>TOTAL</b>	<b>379,900 SF</b>

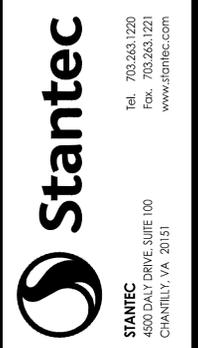
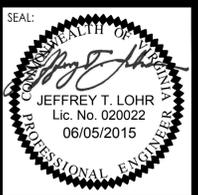
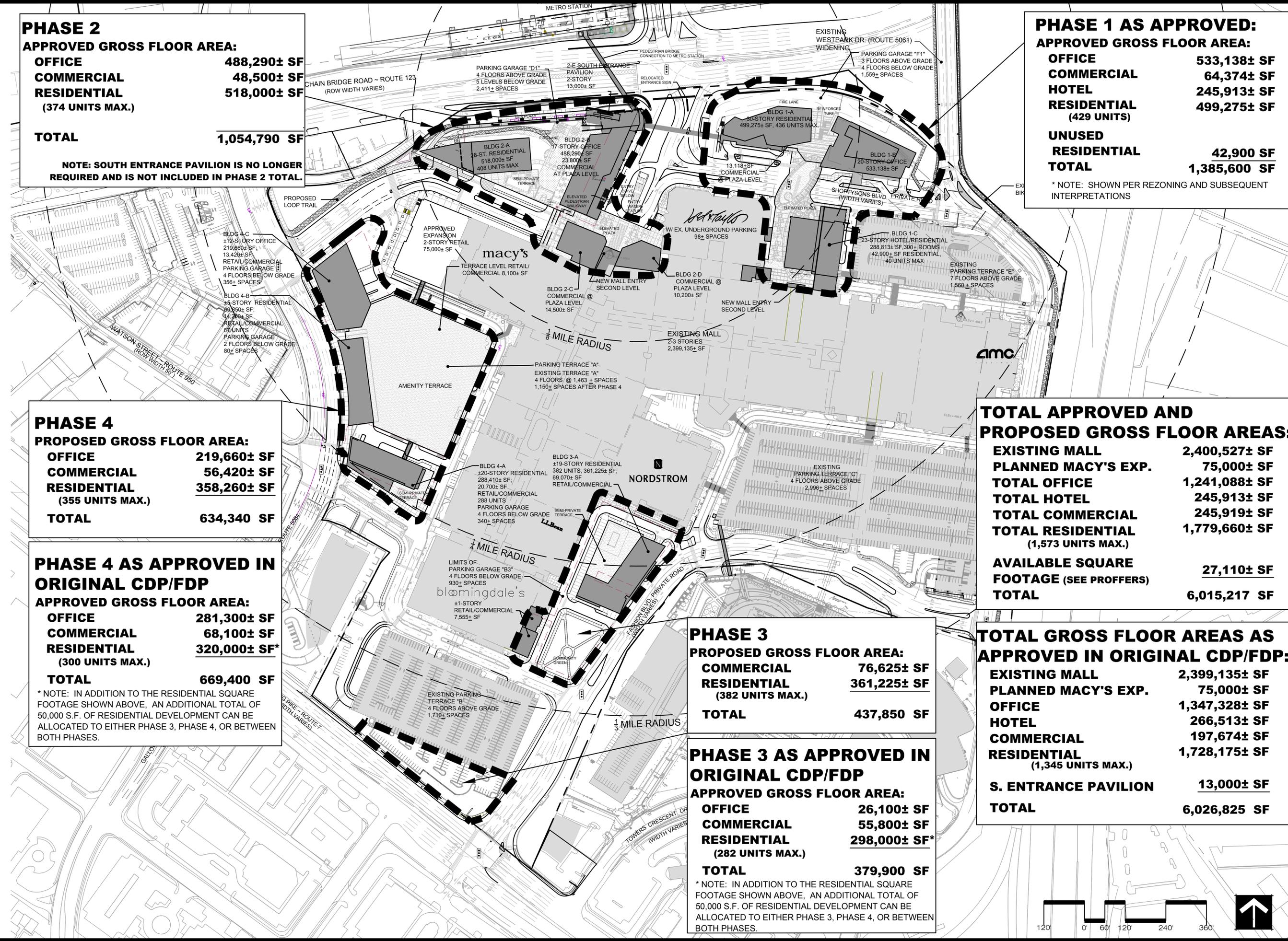
\* NOTE: IN ADDITION TO THE RESIDENTIAL SQUARE FOOTAGE SHOWN ABOVE, AN ADDITIONAL TOTAL OF 50,000 S.F. OF RESIDENTIAL DEVELOPMENT CAN BE ALLOCATED TO EITHER PHASE 3, PHASE 4, OR BETWEEN BOTH PHASES.

**TOTAL APPROVED AND PROPOSED GROSS FLOOR AREAS:**

<b>EXISTING MALL</b>	<b>2,400,527± SF</b>
<b>PLANNED MACY'S EXP.</b>	<b>75,000± SF</b>
<b>TOTAL OFFICE</b>	<b>1,241,088± SF</b>
<b>TOTAL HOTEL</b>	<b>245,913± SF</b>
<b>TOTAL COMMERCIAL</b>	<b>245,919± SF</b>
<b>TOTAL RESIDENTIAL</b>	<b>1,779,660± SF</b>
<b>(1,573 UNITS MAX.)</b>	
<b>AVAILABLE SQUARE FOOTAGE (SEE PROFFERS)</b>	<b>27,110± SF</b>
<b>TOTAL</b>	<b>6,015,217 SF</b>

**TOTAL GROSS FLOOR AREAS AS APPROVED IN ORIGINAL CDP/FDP:**

<b>EXISTING MALL</b>	<b>2,399,135± SF</b>
<b>PLANNED MACY'S EXP.</b>	<b>75,000± SF</b>
<b>OFFICE</b>	<b>1,347,328± SF</b>
<b>HOTEL</b>	<b>266,513± SF</b>
<b>COMMERCIAL</b>	<b>197,674± SF</b>
<b>RESIDENTIAL</b>	<b>1,728,175± SF</b>
<b>(1,345 UNITS MAX.)</b>	
<b>S. ENTRANCE PAVILION</b>	<b>13,000± SF</b>
<b>TOTAL</b>	<b>6,026,825 SF</b>

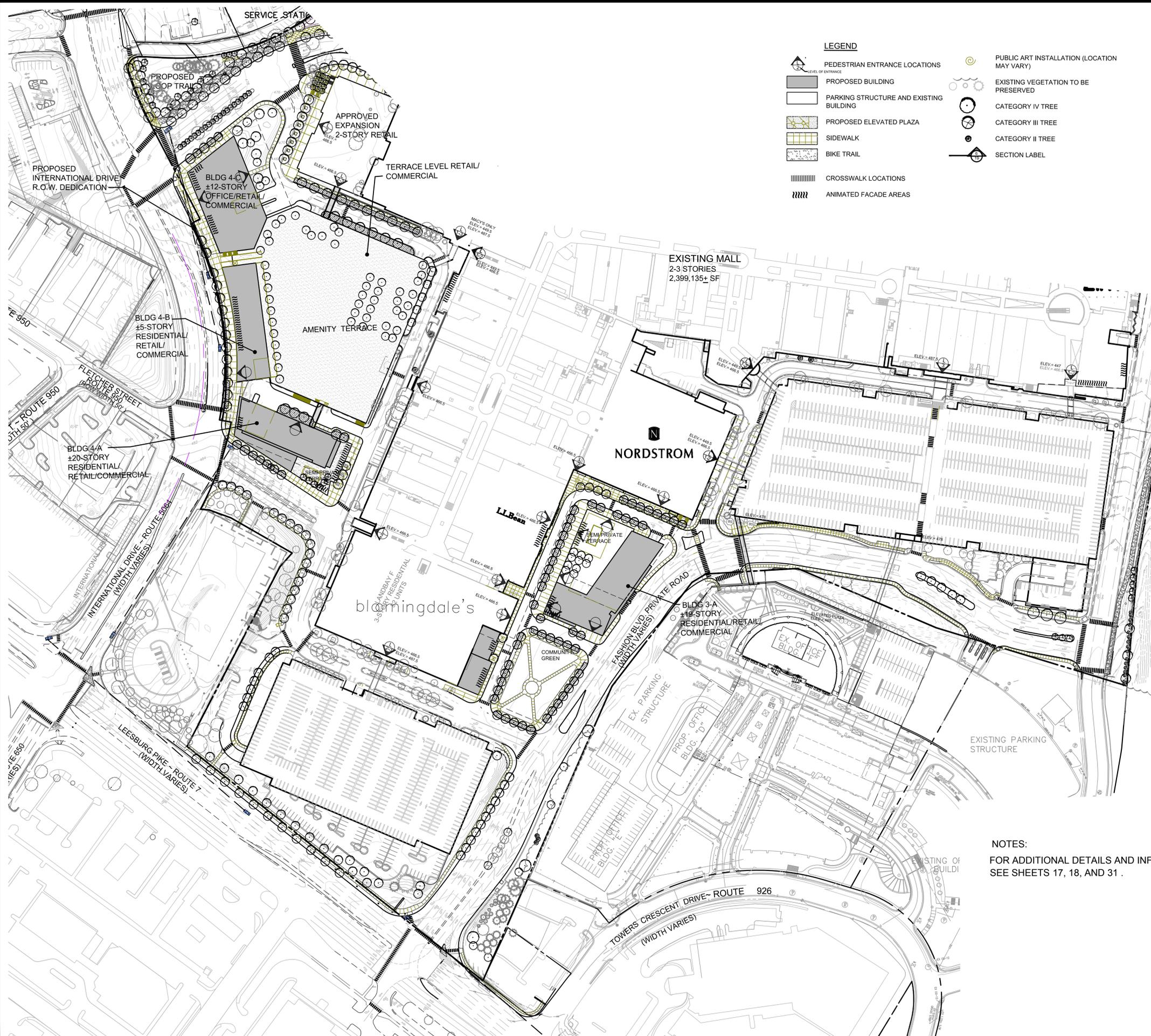


OVERALL &  
 PHASE USE PLAN

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDP/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDP/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 120'
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	CHECKED: JL
SHEET NO: <b>4 OF 53</b>	





**LEGEND**

- PEDESTRIAN ENTRANCE LOCATIONS
- PROPOSED BUILDING
- EXISTING BUILDING
- PROPOSED ELEVATED PLAZA
- SIDEWALK
- BIKE TRAIL
- CROSSWALK LOCATIONS
- ANIMATED FACADE AREAS
- PUBLIC ART INSTALLATION (LOCATION MAY VARY)
- EXISTING VEGETATION TO BE PRESERVED
- CATEGORY IV TREE
- CATEGORY III TREE
- CATEGORY II TREE
- SECTION LABEL

**TABLE 12.3 TREE PRESERVATION TARGET CALCULATIONS AND STATEMENT**

A.	Pre-development area of existing tree canopy (from Existing Vegetation Map)=	61,384
B.	Percentage of gross site area covered by existing tree canopy =	14%
C.	Percentage of 10-year tree canopy required for site =	10%
D.	Percentage of the 10-year tree canopy requirement that should be met through tree preservation =	14%
E.	Proposed percentage of canopy requirement that will be met through tree preservation =	7%
F.	Has the Tree Preservation Target minimum been met?	No
G.	If No for line F, then a request to deviate from the Tree Preservation Target shall be provided on the plan that states one or more of the justifications listed in § 12-0508.3 along with a narrative that provides a site-specific explanation of why the Tree Preservation Target cannot be met. Provide sheet number where deviation request is located.	See Sheet 2
H.	If step G requires a narrative, it shall be prepared in accordance with § 12-0508.4	-
I.	Place this information prior to the 10-year Tree Canopy Calculations as per instructions in Table 12.10.	-

**Table 12.10 10-year Tree Canopy Calculation Worksheet**

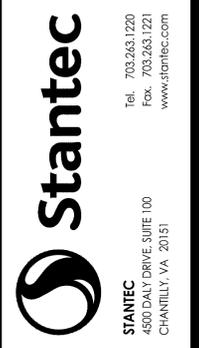
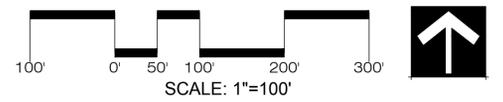
Step	Totals
<b>A. Tree Preservation Target and Statement</b>	
A.1	See Tabulations this Sheet
<b>B. Tree Canopy Requirement</b>	
B1	Identify gross site area = 439,928
B2	Subtract area dedicated to parks, road frontage, and
B3	Subtract area of exemptions =
B4	Adjusted gross site area (B1 - B2) = 439,928
B5	Identify site's zoning and/or use PDC
B6	Percentage of 10-year tree canopy required = 10%
B7	Area of 10-year tree canopy required (B4 x B6) = 43,993
B8	Modification of 10-year Tree Canopy Requirements requested? NO
B9	If B8 is yes, then list plan sheet where modification request is located N/A
<b>C. Tree Preservation</b>	
C1	Tree Preservation Target Area = 5,279
C2	Total canopy area meeting standards of § 12-0400 = 3,043
C3	C2 x 1.25 = 3,804
C4	Total canopy area provided by unique or valuable forest
C5	C4 x 1.5 =
C6	Total of canopy area provided by "Heritage,"
C7	C6 x 1.5 to 3.0 =
C8	Canopy area of trees within Resource Protection Areas
C9	C8 x 1.0 =
C10	Total of C3, C5, C7 and C9 = 3,804
<b>D. Tree Planting</b>	
D1	Area of canopy to be met through tree planting (B7-C10) = 40,189
D2	Area of canopy planted for air quality benefits =
D3	x 1.5 =
D4	Area of canopy planted for energy conservation =
D5	x 1.5 =
D6	Area of canopy planted for water quality benefits =
D7	x 1.25 =
D8	Area of canopy planted for wildlife benefits =
D9	x 1.5 =
D10	Area of canopy provided by native trees =
D11	x 1.5 =
D12	Area of canopy provided by improved cultivars and
D13	x 1.25 =
D14	Area of canopy provided through tree seedlings =
D15	x 1.0 =
D16	Percentage of D14 represented by D15 =
D17	Total of canopy area provided through tree planting = 40,350
D18	Is an off-site planting relief requested? NO
D19	Tree Bank or Tree Fund? NO
D20	Canopy area requested to be provided through off-site banking or tree fund 0
D21	Amount to be deposited into the Tree Preservation and 0
<b>E. Total of 10-year Tree Canopy Provided</b>	
E1	Total of canopy area provided through tree preservation (C10) = 3,804
E2	Total of canopy area provided through tree planting (D17) = 40,350
E3	Total of canopy area provided through off-site mechanism (D19) =
E4	Total of 10-year Tree Canopy Provided = 44,154

**NOTES:**  
FOR ADDITIONAL DETAILS AND INFORMATION, SEE SHEETS 17, 18, AND 31.

**13.202 PERIPHERAL PARKING LOT LANDSCAPE CALCULATIONS**

**Leesburg Pike (Route 7)**

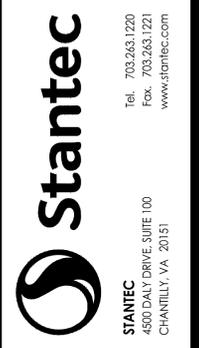
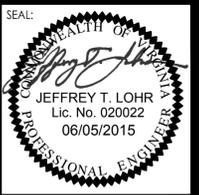
Landscape Strip	Required	10 FT
	Provided	10 FT
Plantings	Required (1 per 40 FT)	11
	(430 LF / 40)	11
	Provided	18



OVERALL  
LANDSCAPE PLAN

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 100'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC



RECREATIONAL AMENITIES PLAN

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 150'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	

- APPROVED PHASE 2 - SEMI-PRIVATE**
- 11,000 +/- SF semi-private terrace located between residential tower 2A and office tower 2B
  - Swimming pool
  - Informal seating areas
  - Multipurpose court (1,700 +/- SF) which may be used for basketball (half court) or other hard court activities located between buildings 2A and 2B
  - Various court activities (located within Phase 4). Basketball, tennis and/or multi-use sport court.
  - Includes temporary sport court practice wall (to be removed with Phase 4)

- APPROVED PHASE 2 - PUBLIC**
- Entry water feature
  - Seating adjacent to proposed retail
  - Dog exercise area located at International Drive and Ring Road
  - Lawn area for passive recreation
  - Informal seating area

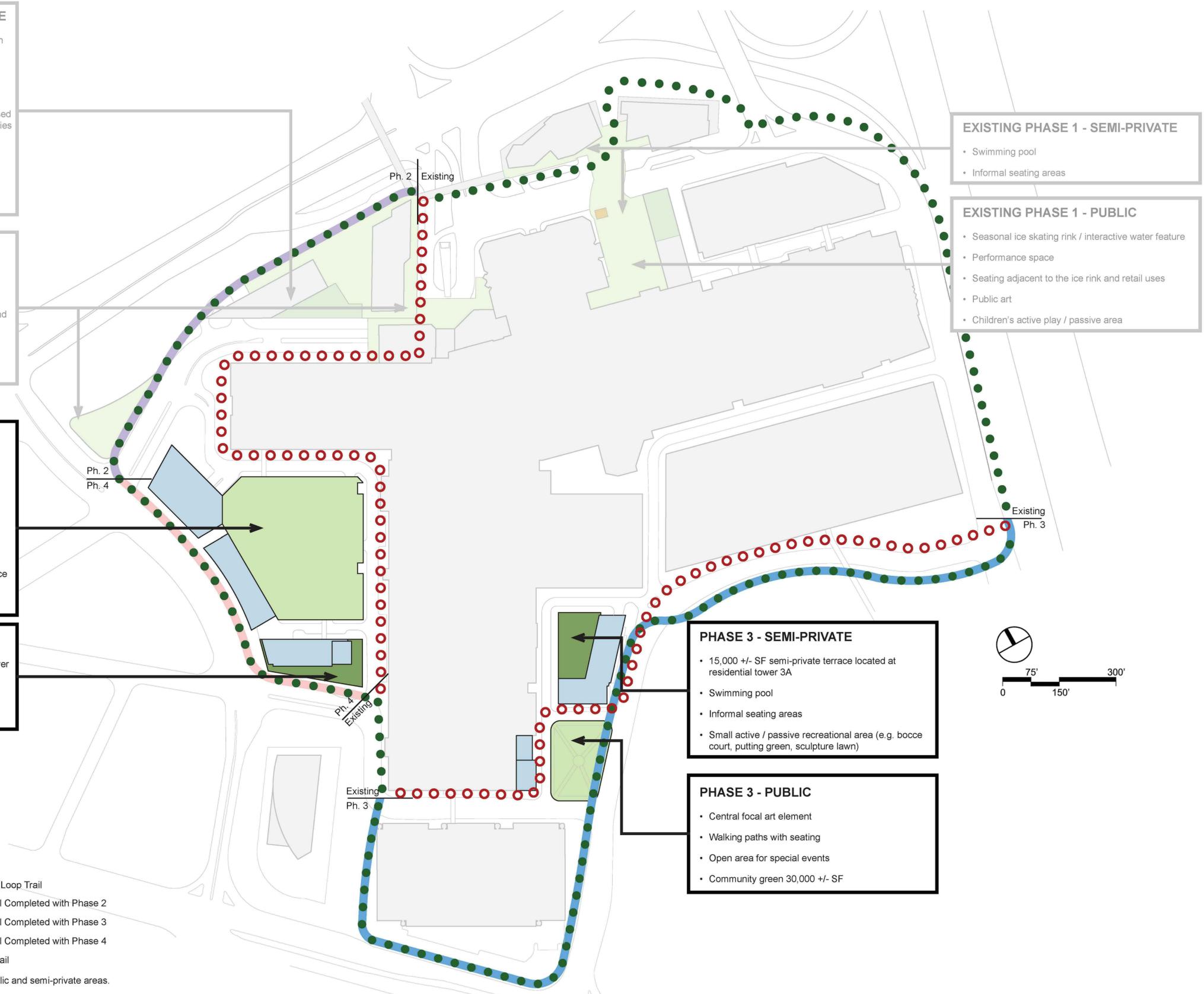
- PHASE 4 - PUBLIC\***
- Walking / jogging paths with seating
  - Gardens
  - Children's active play area
  - Restrooms
  - Amenity terrace performance lawn with seasonal stage
  - Small active / passive recreational areas (e.g. bocce court, putting green, sculpture lawn)
  - Sport Courts

- PHASE 4 - SEMI-PRIVATE**
- 7,000 +/- SF semi-private terrace at residential tower 4A
  - Swimming pool
  - Informal seating areas

- LEGEND**
- Existing Sections of Ultimate Loop Trail
  - Section of Ultimate Loop Trail Completed with Phase 2
  - Section of Ultimate Loop Trail Completed with Phase 3
  - Section of Ultimate Loop Trail Completed with Phase 4
  - Existing (Temporary) Loop Trail

\*All phases have shaded areas from the sun in public and semi-private areas.

\*The Amenity Terrace shall include such passive and active recreational elements as are listed above, but the Applicant reserves the right to select some but not all of the components listed, or to add new components, so long as both passive and active recreational elements are provided and the overall quality and character of the Amenity Terrace is in substantial conformance with the CDPA/FDPA. A minimum of two sport courts will be provided.



- EXISTING PHASE 1 - SEMI-PRIVATE**
- Swimming pool
  - Informal seating areas

- EXISTING PHASE 1 - PUBLIC**
- Seasonal ice skating rink / interactive water feature
  - Performance space
  - Seating adjacent to the ice rink and retail uses
  - Public art
  - Children's active play / passive area

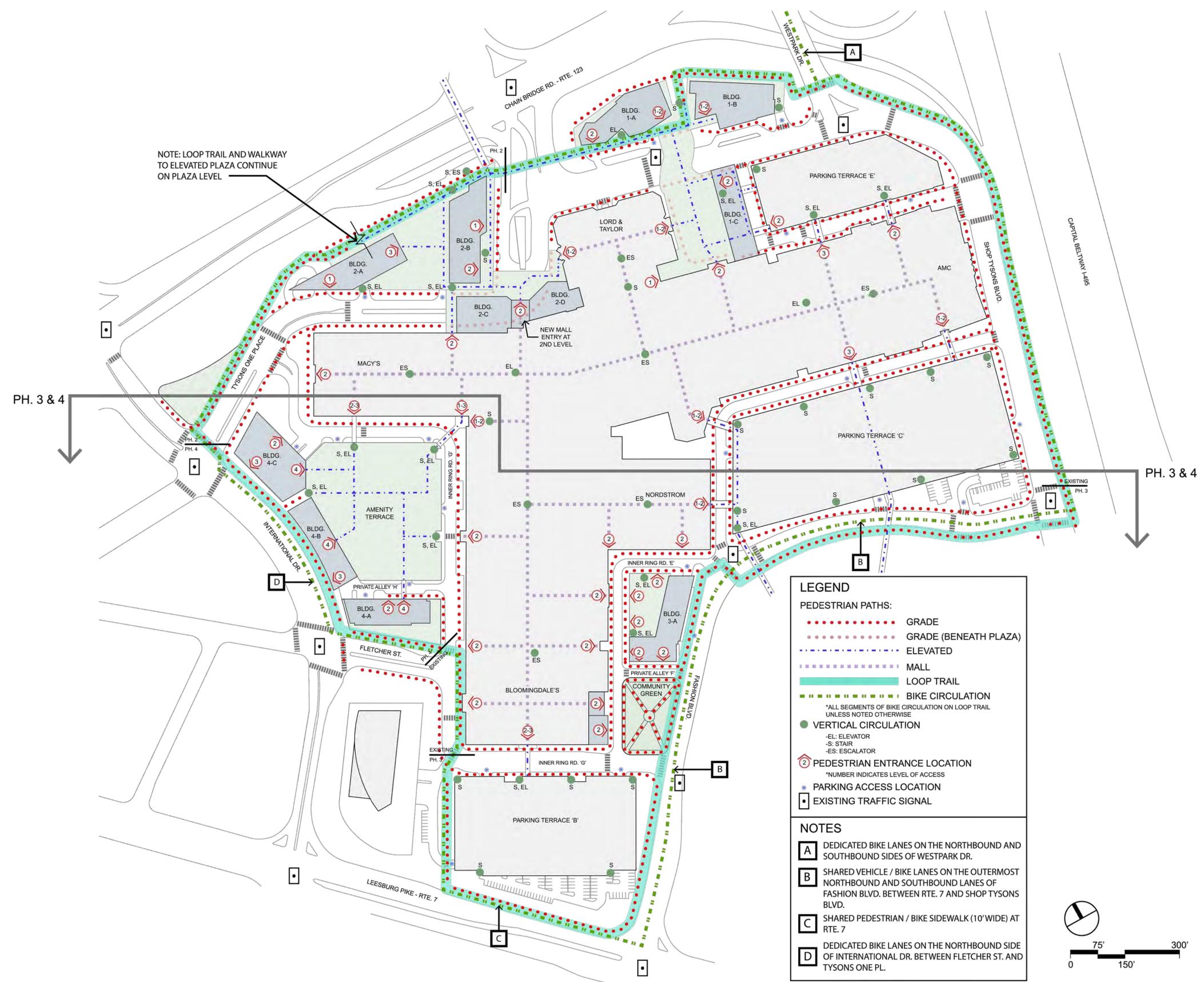
- PHASE 3 - SEMI-PRIVATE**
- 15,000 +/- SF semi-private terrace located at residential tower 3A
  - Swimming pool
  - Informal seating areas
  - Small active / passive recreational area (e.g. bocce court, putting green, sculpture lawn)

- PHASE 3 - PUBLIC**
- Central focal art element
  - Walking paths with seating
  - Open area for special events
  - Community green 30,000 +/- SF

OVERALL PEDESTRIAN  
 PLAN

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 150'
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	CHECKED: JL
SHEET NO:	



NOTE: LOOP TRAIL AND WALKWAY TO ELEVATED PLAZA CONTINUE ON PLAZA LEVEL

**LEGEND**

**PEDESTRIAN PATHS:**

- ..... GRADE
- ..... GRADE (BENEATH PLAZA)
- ..... ELEVATED
- ..... MALL
- ..... LOOP TRAIL
- ..... BIKE CIRCULATION

\*ALL SEGMENTS OF BIKE CIRCULATION ON LOOP TRAIL UNLESS NOTED OTHERWISE

**VERTICAL CIRCULATION**

- EL ELEVATOR
- S STAIR
- ES ESCALATOR

**PEDESTRIAN ENTRANCE LOCATION**  
 \*NUMBER INDICATES LEVEL OF ACCESS

**PARKING ACCESS LOCATION**

**EXISTING TRAFFIC SIGNAL**

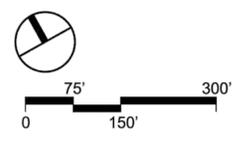
**NOTES**

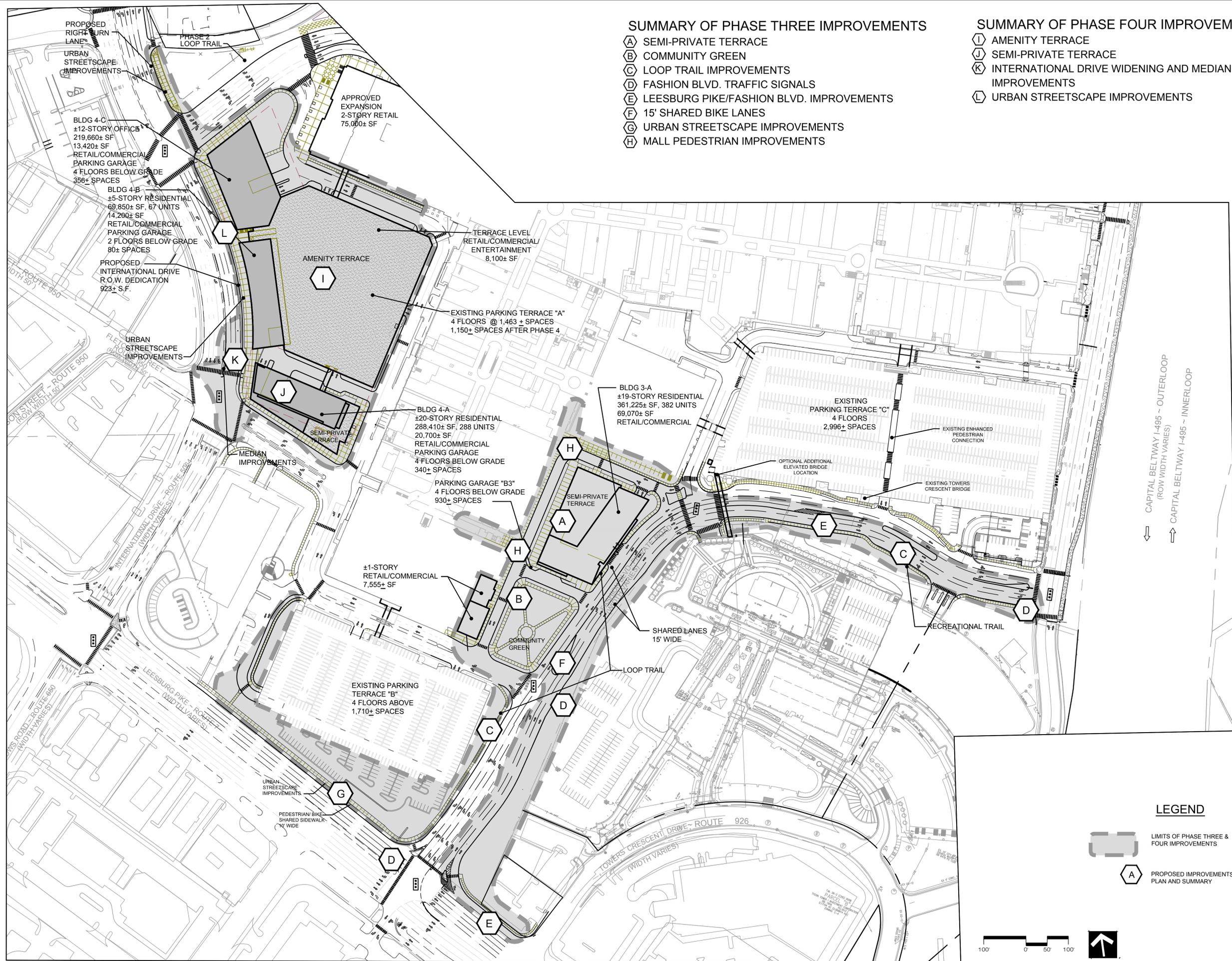
**A** DEDICATED BIKE LANES ON THE NORTHBOUND AND SOUTHBOUND SIDES OF WESTPARK DR.

**B** SHARED VEHICLE / BIKE LANES ON THE OUTERMOST NORTHBOUND AND SOUTHBOUND LANES OF FASHION BLVD. BETWEEN RTE. 7 AND SHOP TYSONS BLVD.

**C** SHARED PEDESTRIAN / BIKE SIDEWALK (10' WIDE) AT RTE. 7

**D** DEDICATED BIKE LANES ON THE NORTHBOUND SIDE OF INTERNATIONAL DR. BETWEEN FLETCHER ST. AND TYSONS ONE PL.





**SUMMARY OF PHASE THREE IMPROVEMENTS**

- (A) SEMI-PRIVATE TERRACE
- (B) COMMUNITY GREEN
- (C) LOOP TRAIL IMPROVEMENTS
- (D) FASHION BLVD. TRAFFIC SIGNALS
- (E) LEEBSBURG PIKE/FASHION BLVD. IMPROVEMENTS
- (F) 15' SHARED BIKE LANES
- (G) URBAN STREETScape IMPROVEMENTS
- (H) MALL PEDESTRIAN IMPROVEMENTS

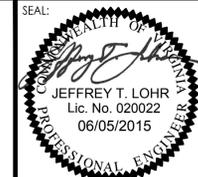
**SUMMARY OF PHASE FOUR IMPROVEMENTS**

- (I) AMENITY TERRACE
- (J) SEMI-PRIVATE TERRACE
- (K) INTERNATIONAL DRIVE WIDENING AND MEDIAN IMPROVEMENTS
- (L) URBAN STREETScape IMPROVEMENTS

↓ CAPITAL BELTWAY I-495 ~ OUTERLOOP (ROW WIDTH VARIES)  
 ↑ CAPITAL BELTWAY I-495 ~ INNERLOOP

**LEGEND**

- LIMITS OF PHASE THREE & FOUR IMPROVEMENTS
- (A) PROPOSED IMPROVEMENTS SEE PLAN AND SUMMARY



**Stantec**  
 Tel: 703.243.1220  
 Fax: 703.243.1221  
 www.stantec.com

**STANTEC**  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates, Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

**PHASES THREE & FOUR IMPROVEMENTS PLAN**

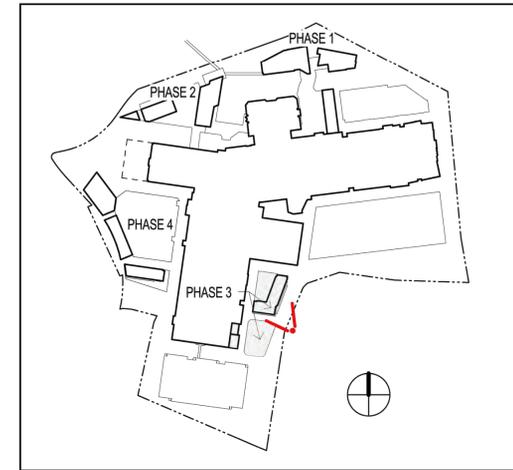
**TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/ FDPA**

PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/ FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 100'
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	
SHEET NO:	



① PHASE THREE:  
OVERALL PERSPECTIVE OF PHASE 3 TOWER FROM SOUTHEAST CORNER LOOKING NORTHWEST



KEY REFERENCE DIAGRAM  
Scale 1"=500'

SEAL:  
JEFFREY T. LOHR  
Lic. No. 020022  
06/05/2015  
PROFESSIONAL ENGINEER

**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1221  
www.stantec.com  
STANTEC  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA, 20151

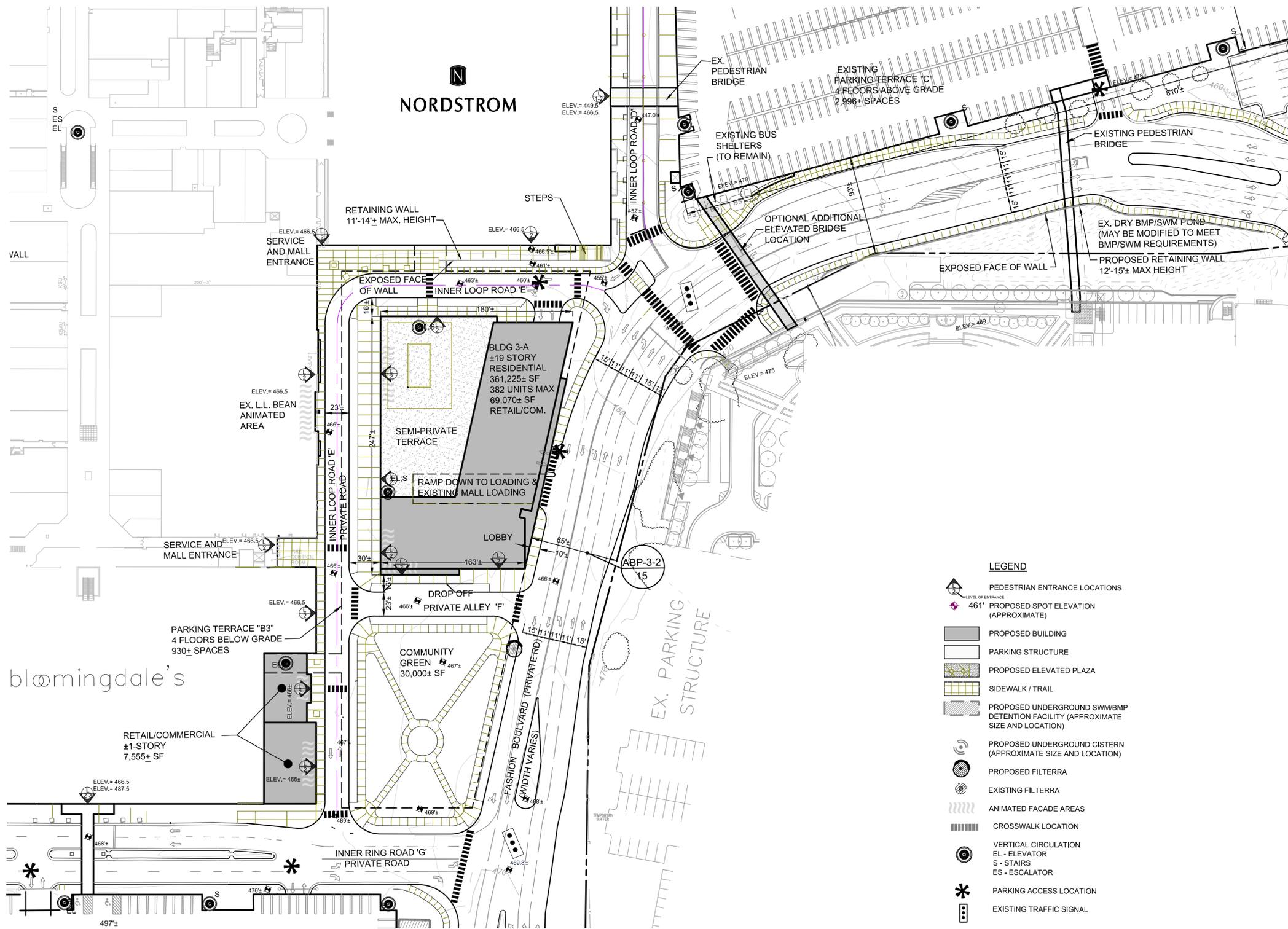
**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

PHASE THREE  
ILLUSTRATIVE  
RENDERING

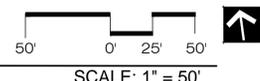
TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: NO SCALE
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	

NOTES:  
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.  
2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.

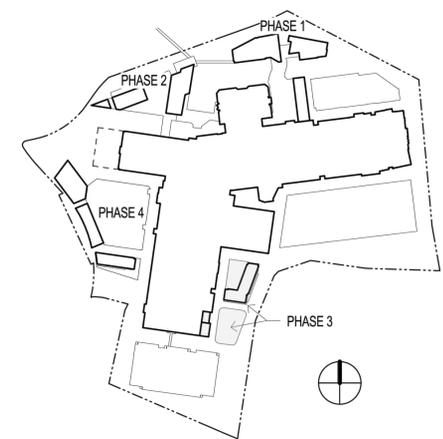


PHASE THREE:  
PLAN

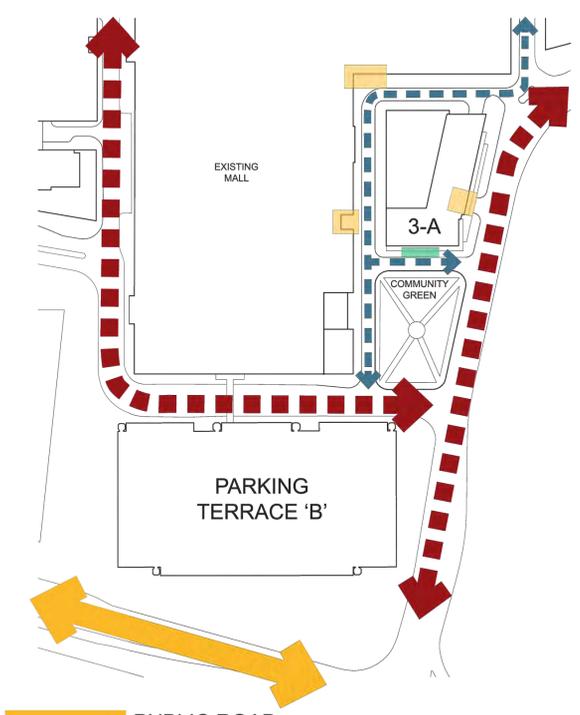


NOTES:  
1. THE OUTSIDE, 15 FOOT WIDE, TRAVEL LANES FOR FASHION BOULEVARD ARE SHARED VEHICLE AND BIKE LANES, AND SHALL BE DESIGNATED AS A BIKE ROUTE.

- LEGEND**
- PEDESTRIAN ENTRANCE LOCATIONS
  - 461' PROPOSED SPOT ELEVATION (APPROXIMATE)
  - PROPOSED BUILDING
  - PARKING STRUCTURE
  - PROPOSED ELEVATED PLAZA
  - SIDEWALK / TRAIL
  - PROPOSED UNDERGROUND SWM/BMP DETENTION FACILITY (APPROXIMATE SIZE AND LOCATION)
  - PROPOSED UNDERGROUND CISTERN (APPROXIMATE SIZE AND LOCATION)
  - PROPOSED FILTERRA
  - EXISTING FILTERRA
  - ANIMATED FACADE AREAS
  - CROSSWALK LOCATION
  - VERTICAL CIRCULATION  
EL - ELEVATOR  
S - STAIRS  
ES - ESCALATOR
  - PARKING ACCESS LOCATION
  - EXISTING TRAFFIC SIGNAL



KEY REFERENCE DIAGRAM  
Scale 1"=500'



PHASE THREE:  
VEHICULAR CIRCULATION DIAGRAM

SEAL:  
JEFFREY T. LOHR  
Lic. No. 020022  
06/05/2015  
PROFESSIONAL ENGINEER

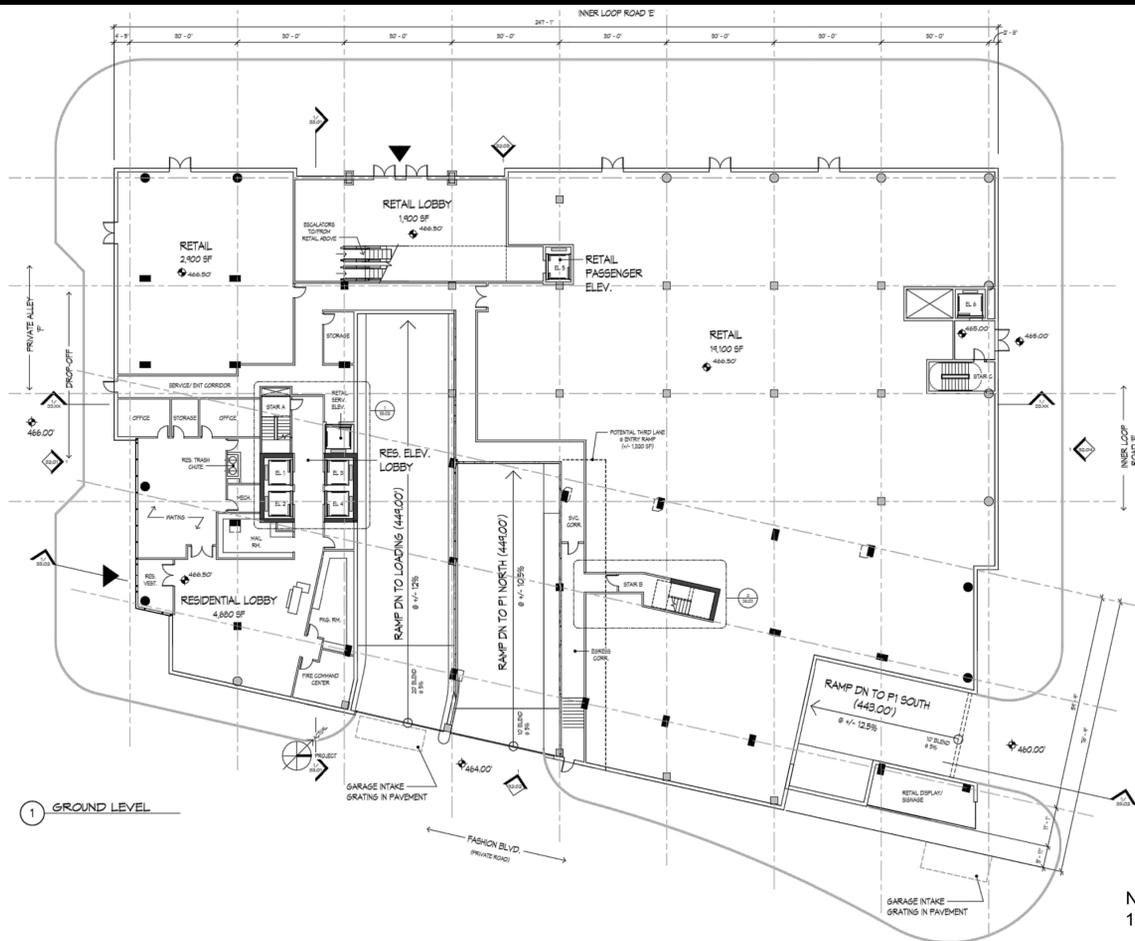
**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1721  
www.stantec.com  
STANTEC  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

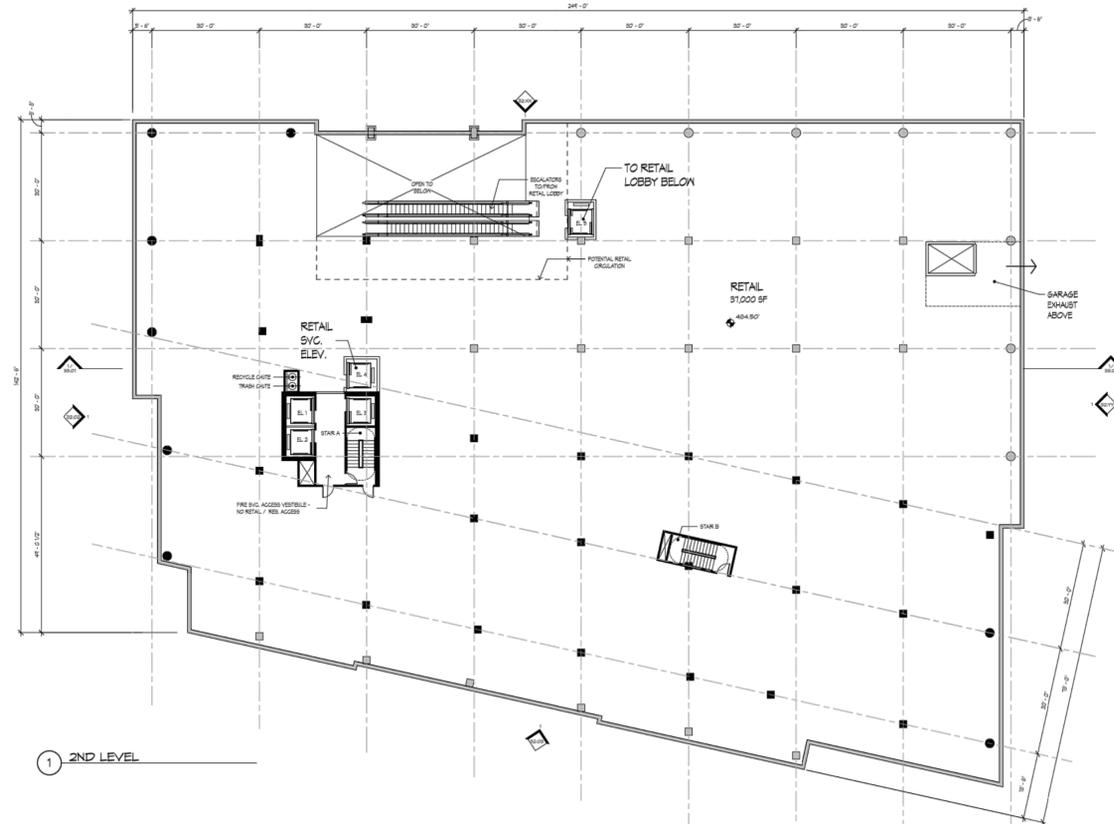
PHASE THREE  
PLAN

TYSONS CORNER CENTER  
PHASE 3 & 4 CDDA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDDA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED: JO AH JL	SURVEY: STANTEC

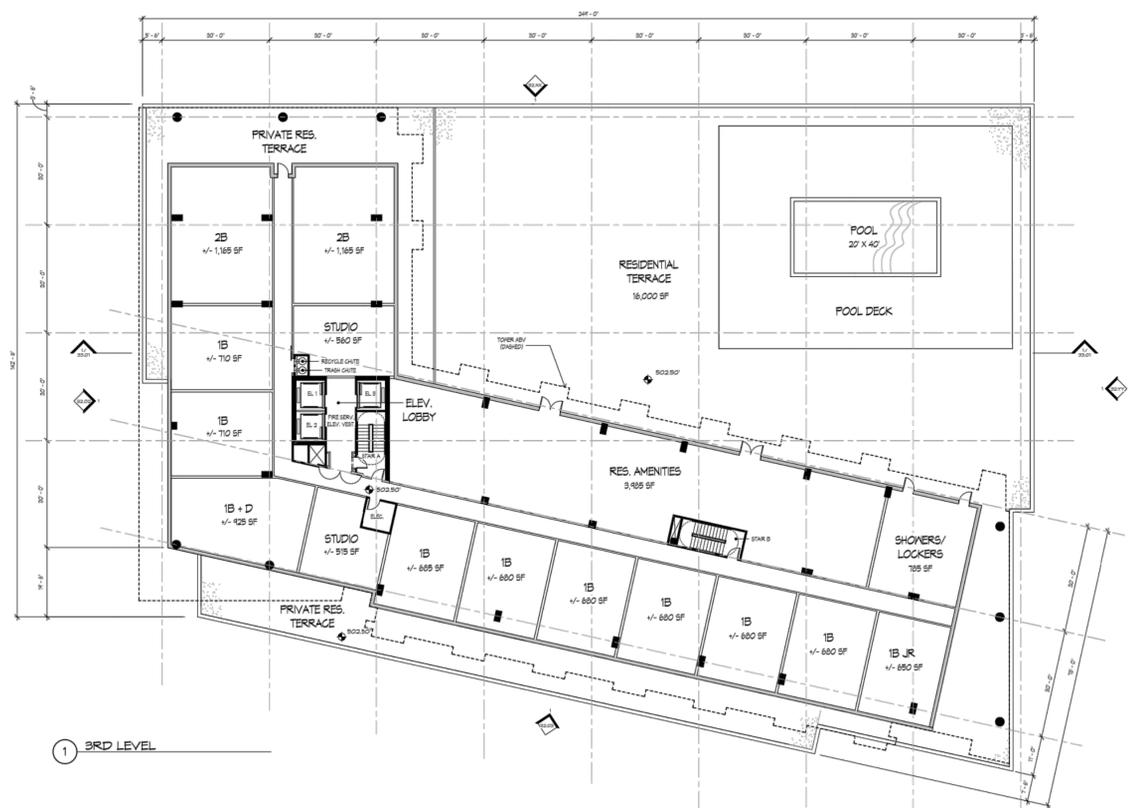


1 GROUND LEVEL

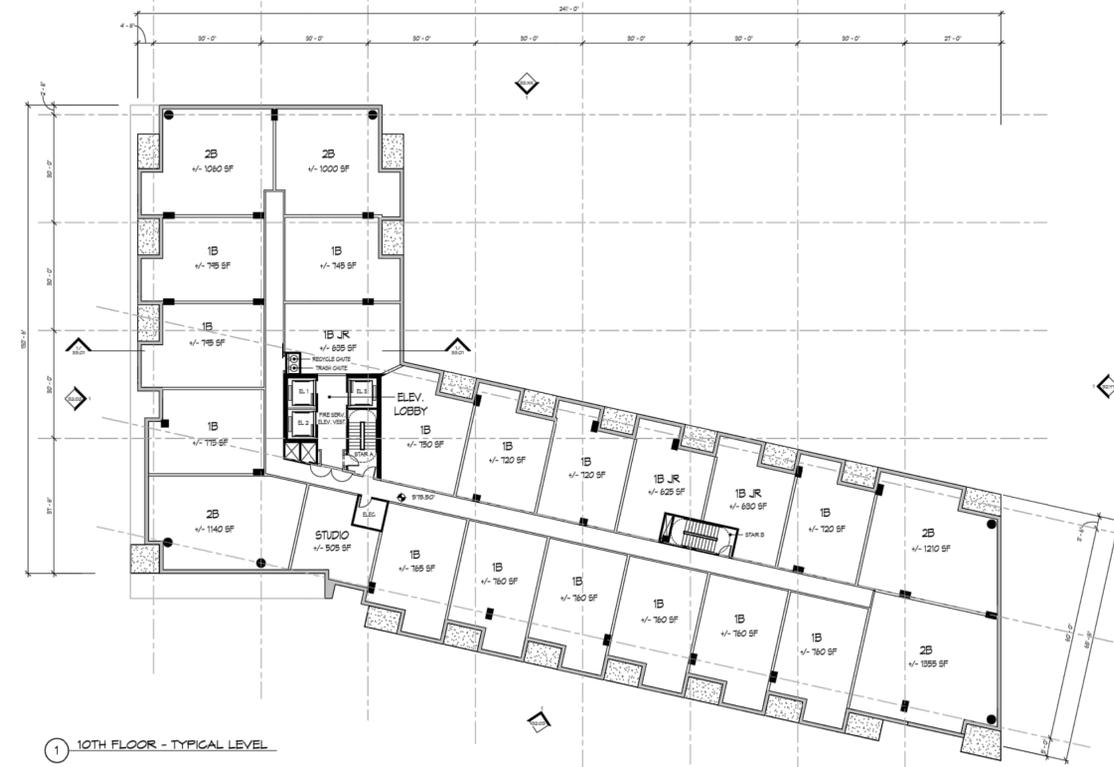


1 2ND LEVEL

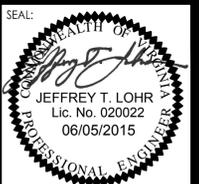
- NOTES:
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.



1 3RD LEVEL



1 10TH FLOOR - TYPICAL LEVEL



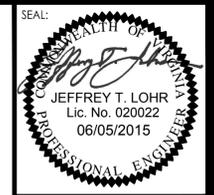
**Stantec**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400  
 Tel: 703.243.1220  
 Fax: 703.243.1221  
 www.stantec.com

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

PHASE THREE  
 FLOOR PLANS

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



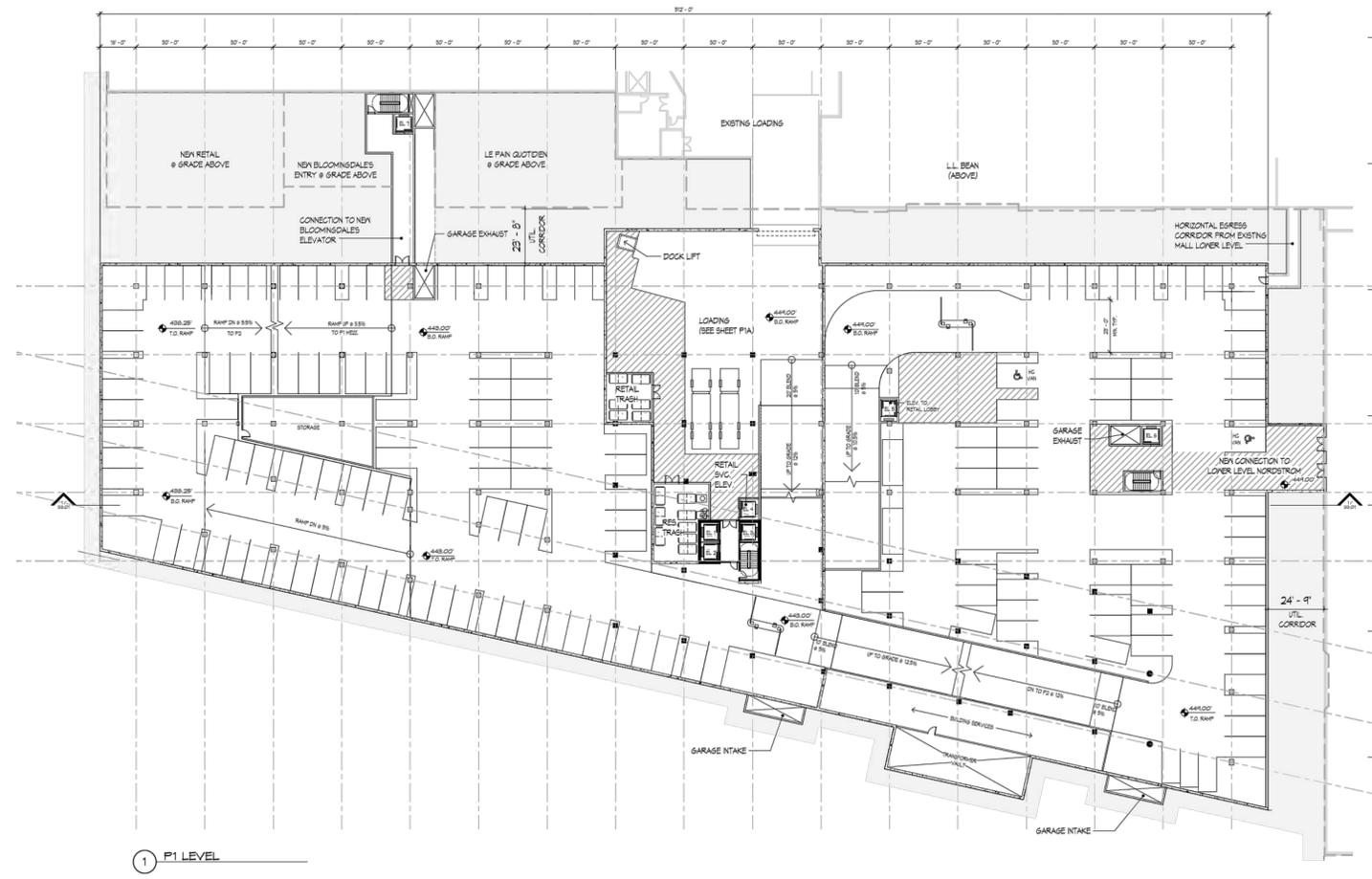
**Stantec**  
 Tel: 703.243.1220  
 Fax: 703.243.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

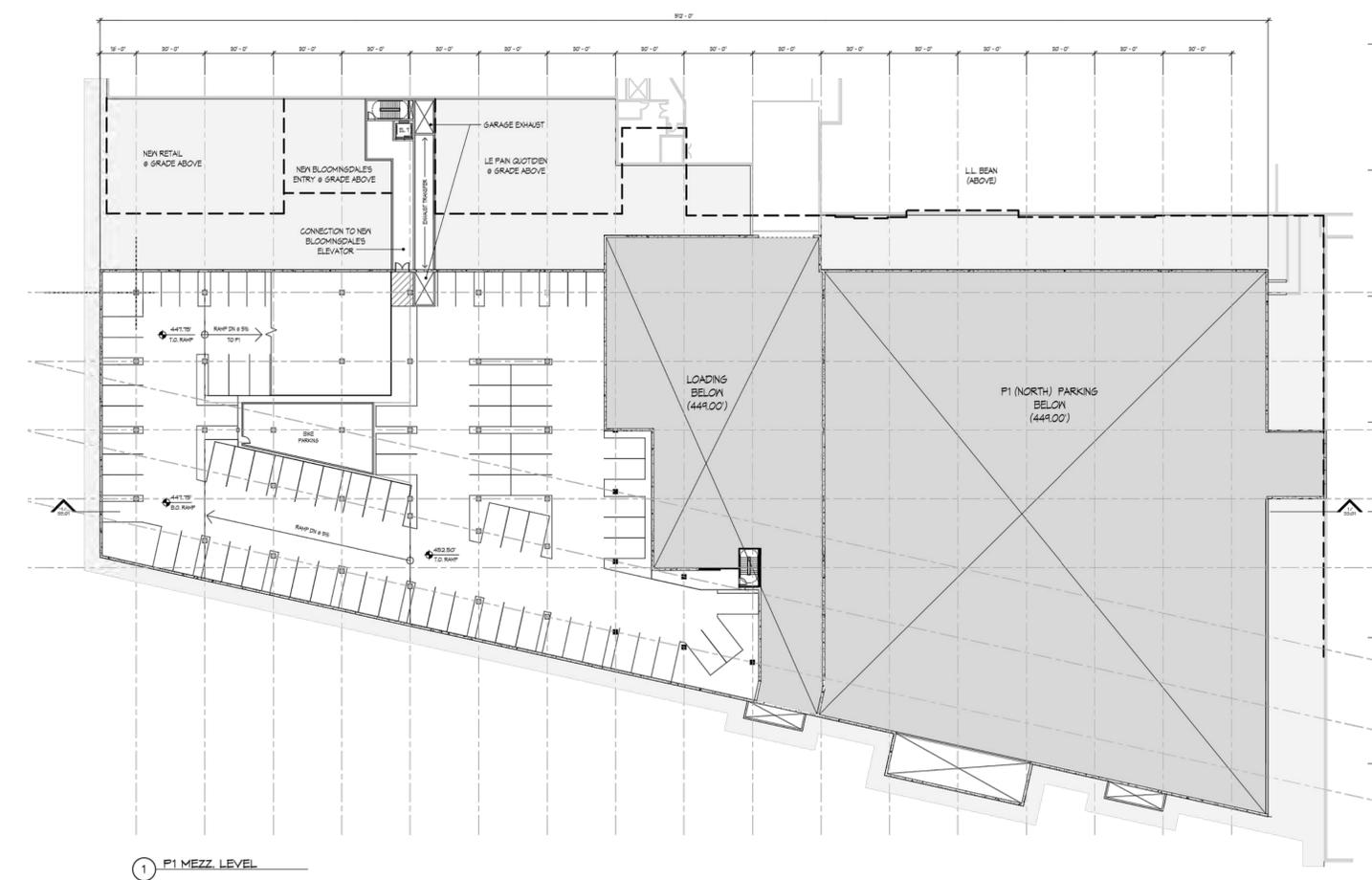
PHASE THREE  
 FLOOR PLANS

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: JO AH JL STANTEC
SHEET NO:	

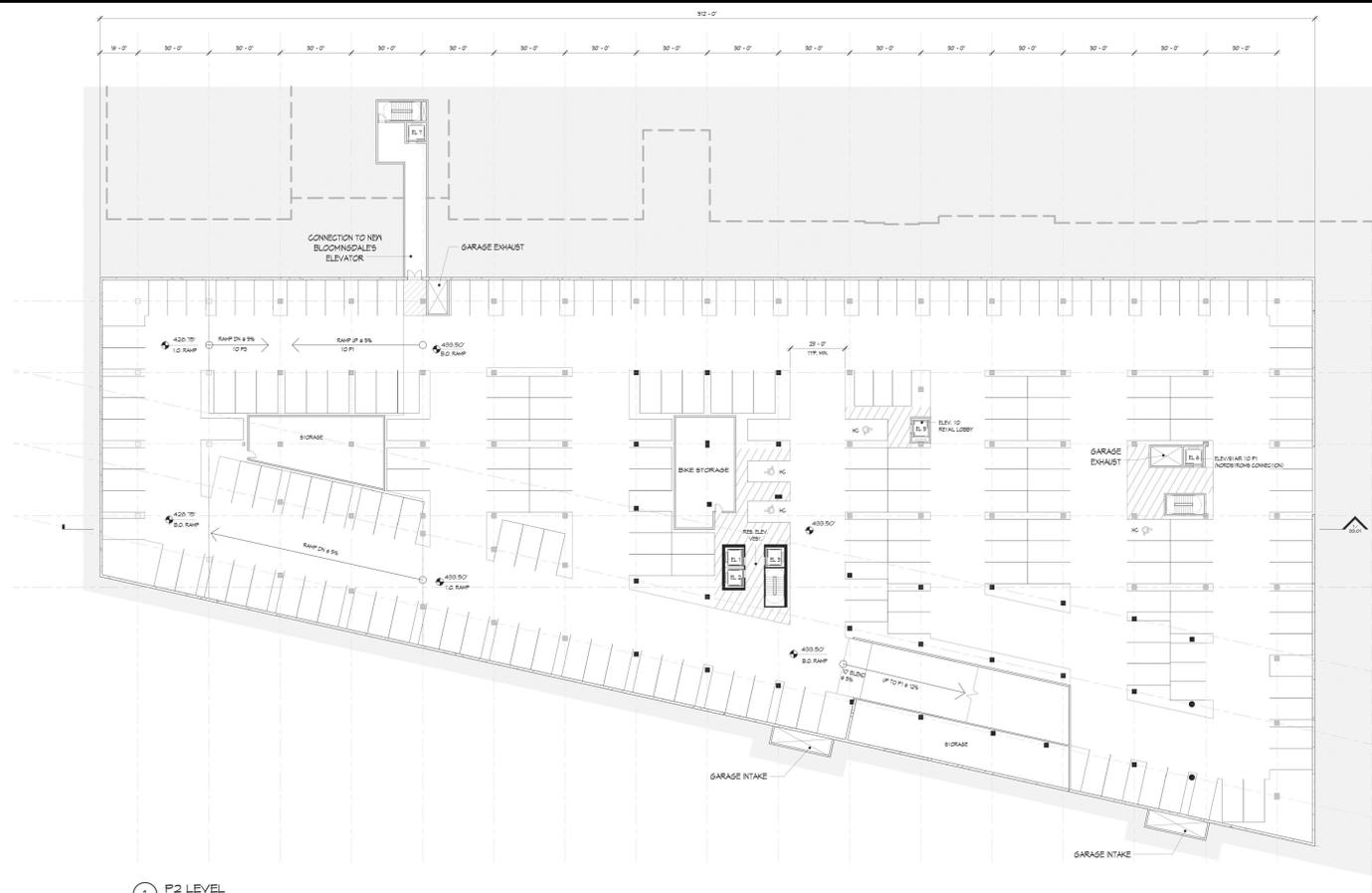


1 P1 LEVEL



1 P1 MEZZ LEVEL

- NOTES:
- THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  - ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDDPA/FDPA AND THE PROFFERS.



1 P2 LEVEL



1 P3 LEVEL

- NOTES:
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDDA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDDA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDDA/FDPA AND THE PROFFERS.

SEAL:  
 COMMONWEALTH OF VIRGINIA  
 JEFFREY T. LOHR  
 Lic. No. 020022  
 06/05/2015  
 PROFESSIONAL ENGINEER

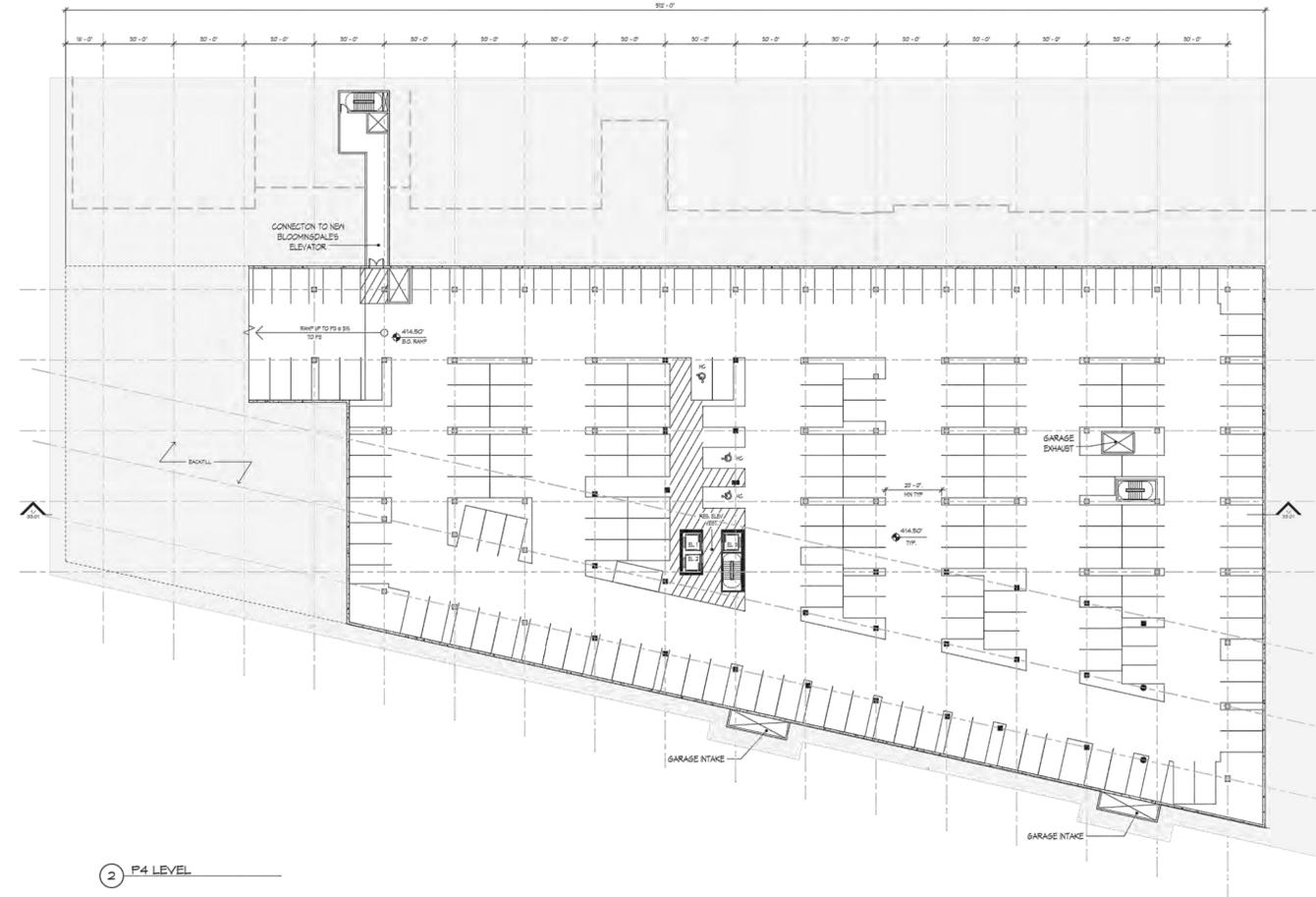
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1721  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

PHASE THREE  
 FLOOR PLANS

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDDA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDDA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	
SHEET NO:	



② P4 LEVEL

**NOTES:**

1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.



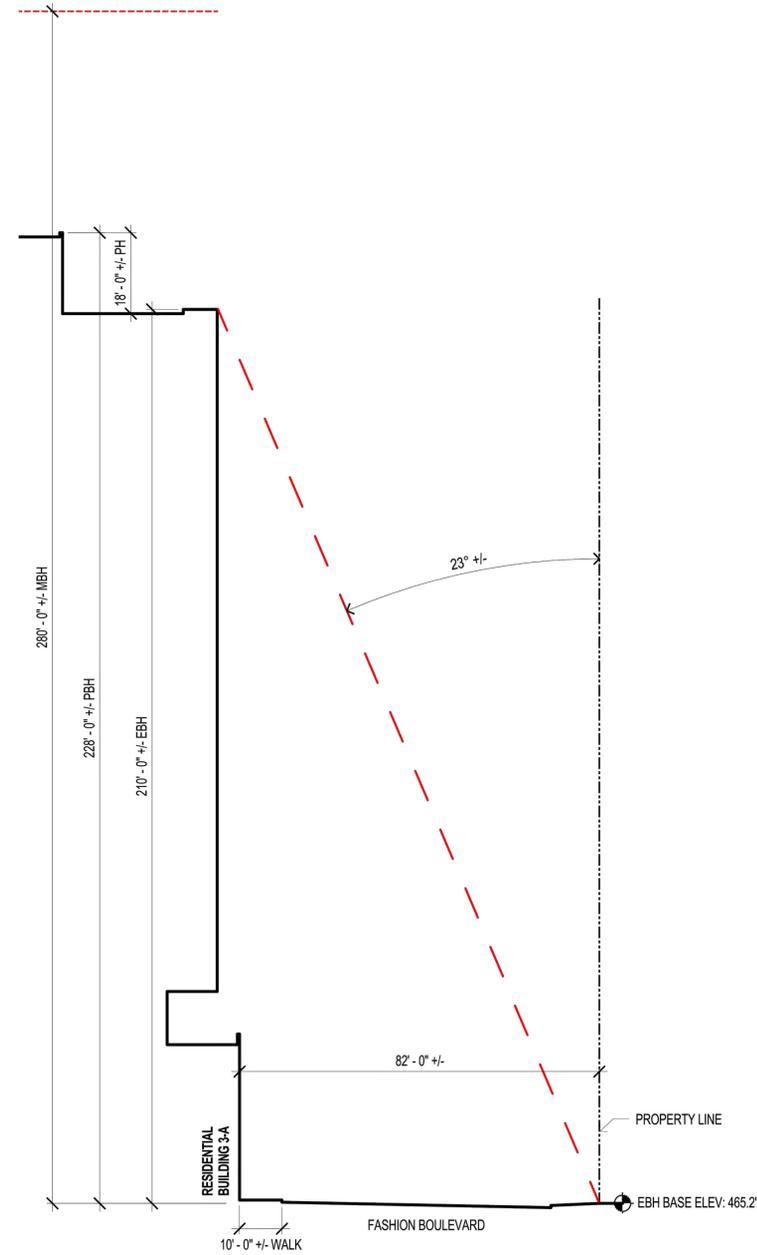
**Stantec**  
 Tel: 703.243.1220  
 Fax: 703.243.1721  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

**PHASE THREE  
 FLOOR PLANS**

**TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA**  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

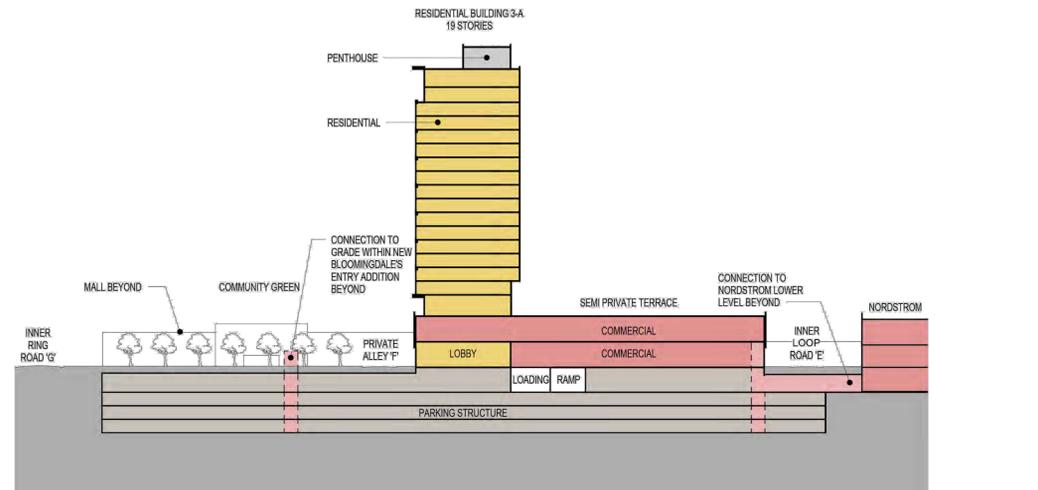
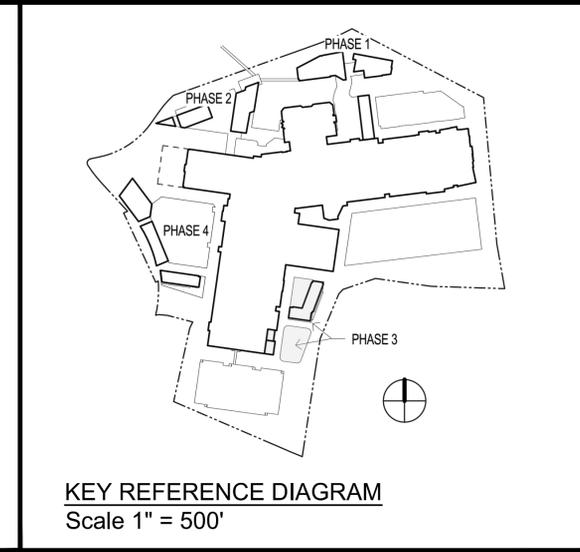
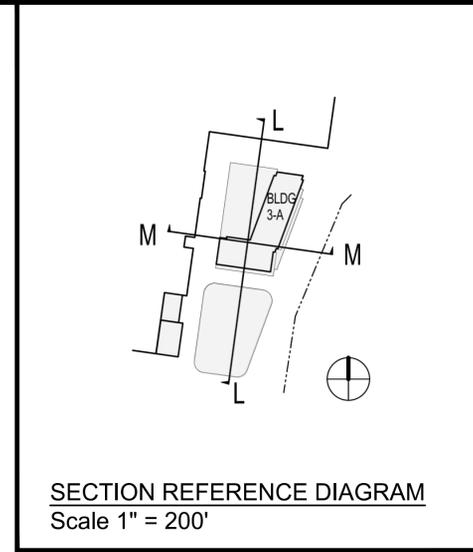
PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	



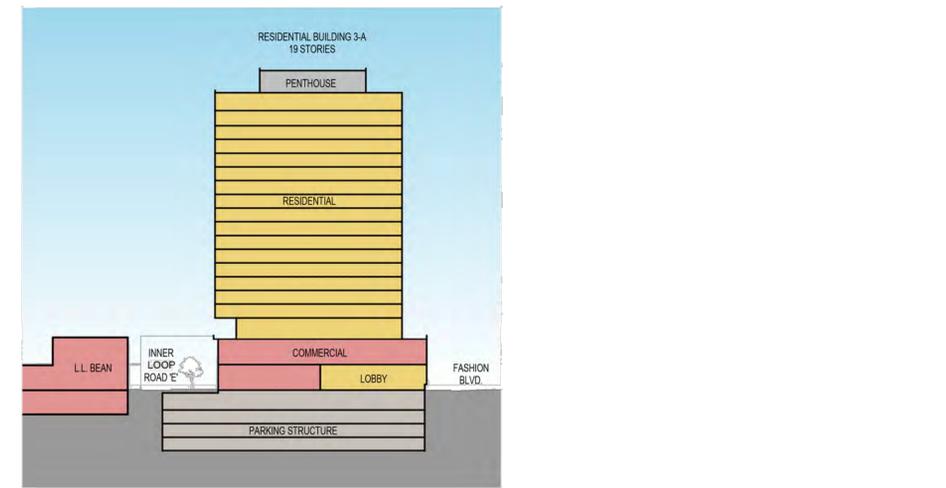
EBH = EFFECTIVE BUILDING HEIGHT  
 PBH = PROPOSED BUILDING HEIGHT  
 MBH = MAXIMUM BUILDING HEIGHT  
 PH = PENTHOUSE

**ABP** PHASE THREE:  
**3-2** ANGLE OF BULK PLANE AT BUILDING 3-A  
 SEE PHASE THREE PLAN FOR LOCATION

- NOTES:
- THESE RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  - THERE IS NOT AN ANGLE OF BULK PLANE REQUIREMENT FOR THE PDC DISTRICT. ABOVE IS A GRAPHIC DEPICTING THE ANGLES OF BULK PLANE FOR BUILDING 3-A, TO BE USED FOR INFORMATIONAL PURPOSES ONLY. THE CONVENTIONAL ZONING DISTRICT THAT MOST CLOSELY CHARACTERIZES THIS DEVELOPMENT IS A C-4 HIGH INTENSITY OFFICE DISTRICT.



**L** PHASE THREE:  
 NORTH SOUTH SECTION THROUGH RESIDENTIAL BUILDING AND COMMUNITY PARK



**M** PHASE THREE:  
 EAST - WEST THROUGH EXISTING MALL AND RESIDENTIAL BUILDING

SEAL:  
 COMMONWEALTH OF VIRGINIA  
 JEFFREY T. LOHR  
 Lic. No. 020022  
 06/05/2015  
 PROFESSIONAL ENGINEER

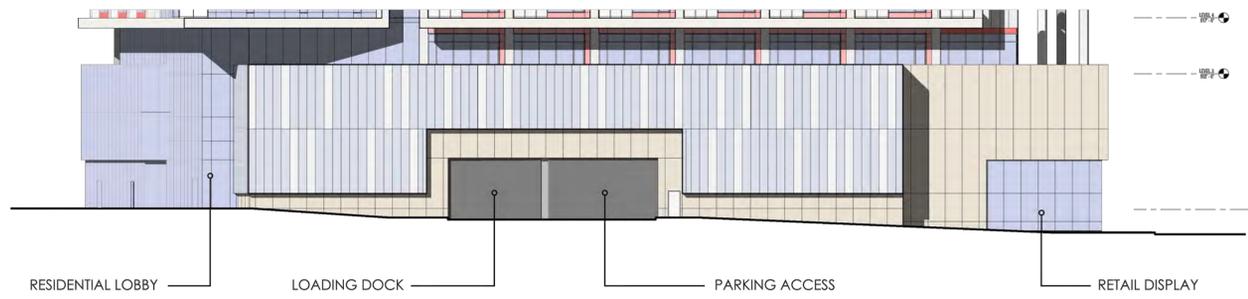
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

PHASE THREE  
 SECTIONS

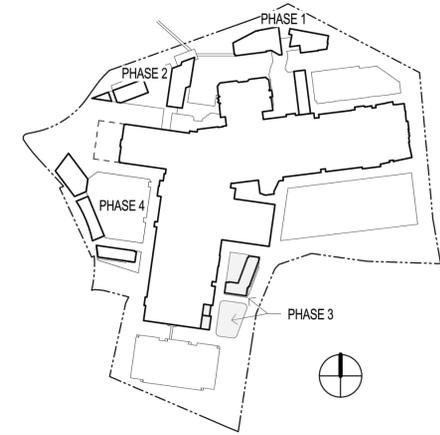
TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	

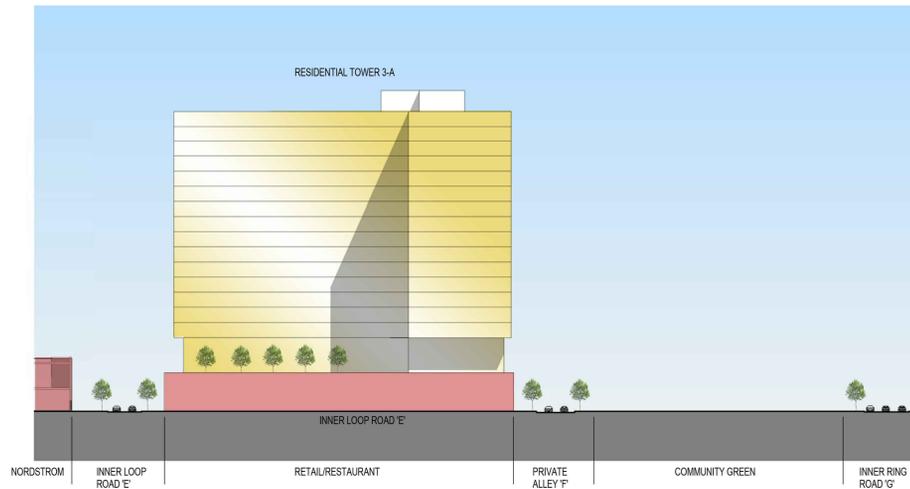


PHASE 3 - EAST ELEVATION

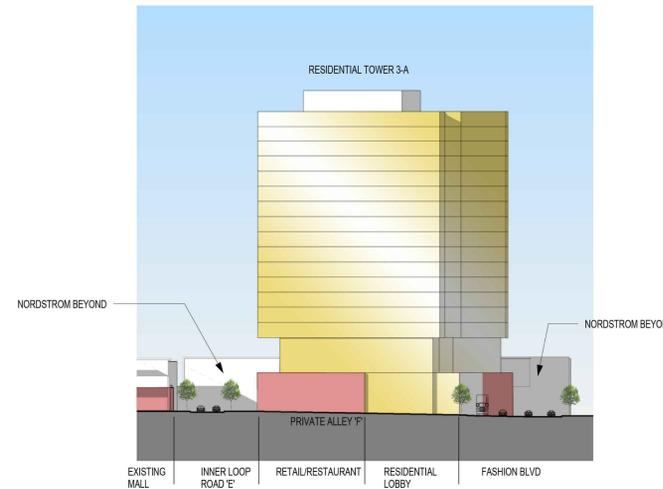
**PHASE 3 - ELEVATION DETAIL**



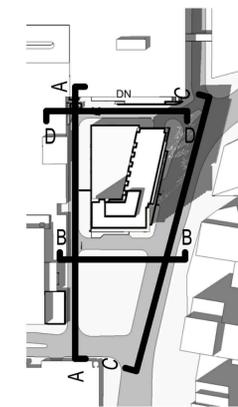
**KEY REFERENCE DIAGRAM**  
Scale 1" = 500'



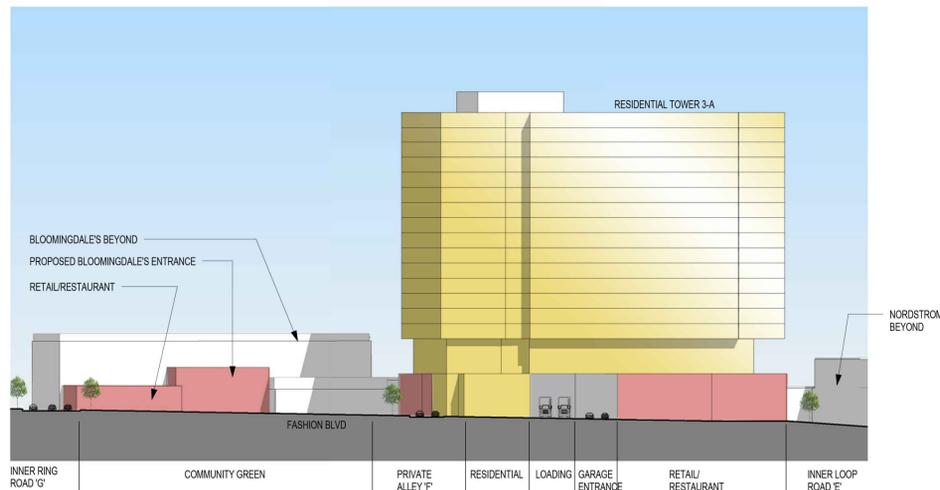
**A PHASE 3 - WEST ELEVATION**  
1" = 60'-0"



**B PHASE 3 - SOUTH ELEVATION**  
1" = 60'-0"



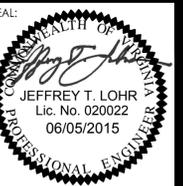
**ELEVATION REFERENCE DIAGRAM**  
Scale 1" = 200'



**C PHASE 3 - EAST ELEVATION**  
1" = 60'-0"



**D PHASE 3 - NORTH ELEVATION**  
1" = 60'-0"



**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1221  
www.stantec.com  
STANTEC  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

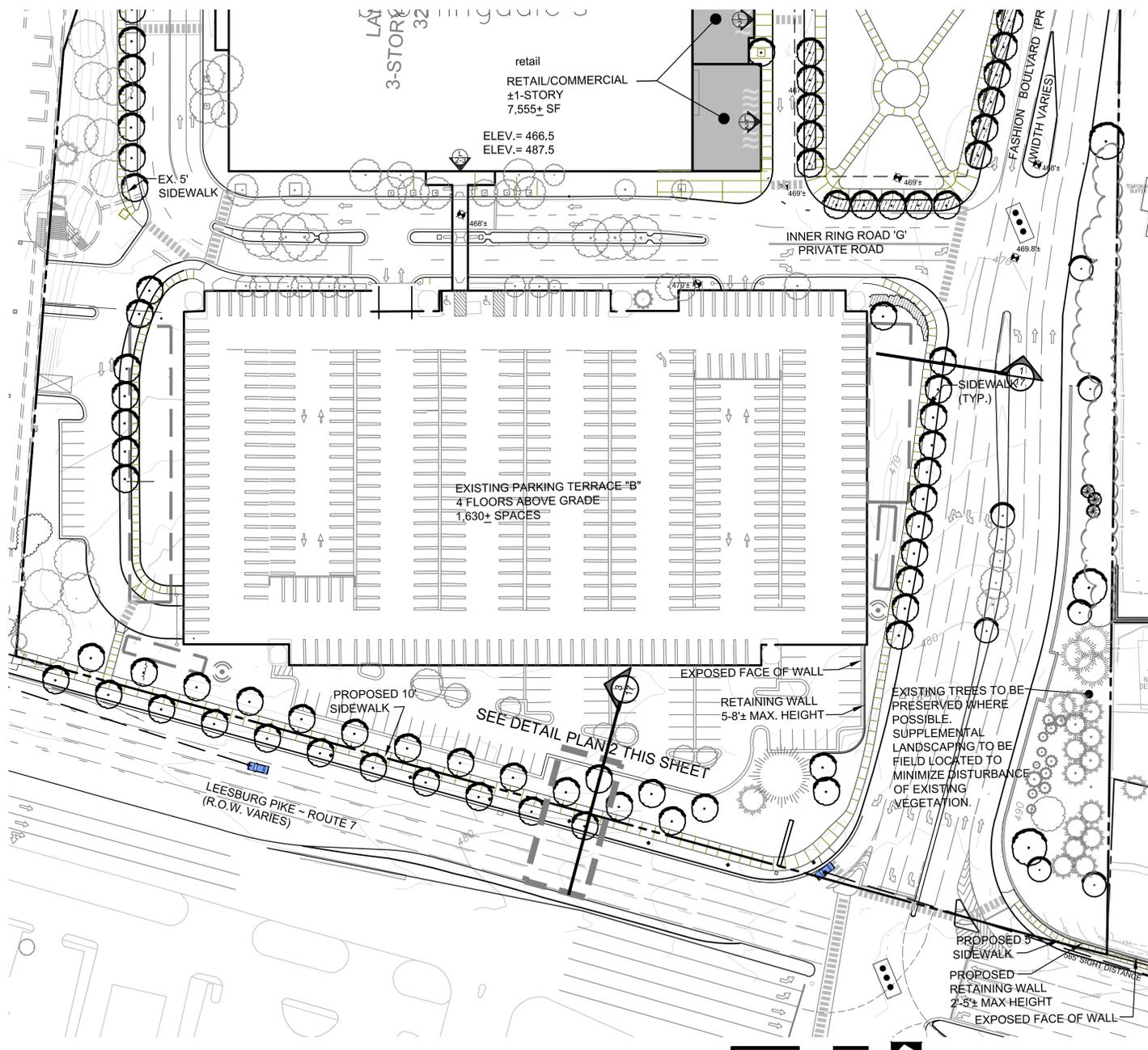
**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

**PHASE THREE  
ELEVATIONS**

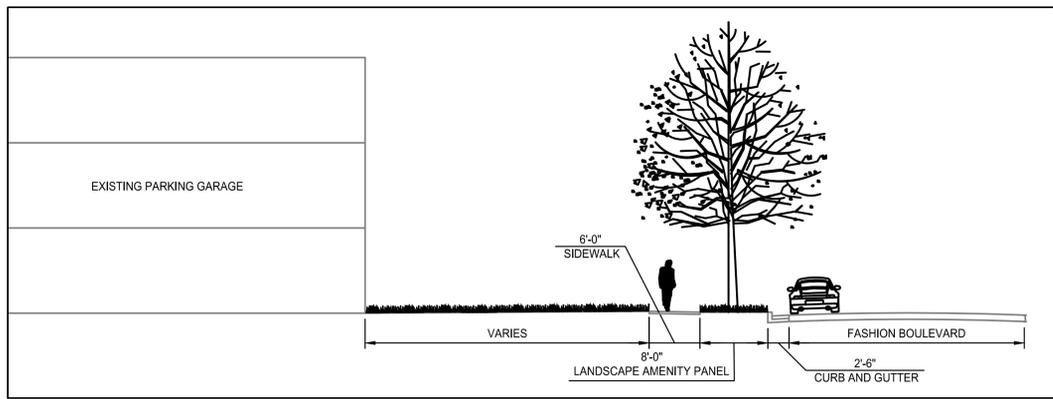
**TYSONS CORNER CENTER  
PHASE 3 & 4 CDDPA/FDPA**

PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	
SHEET NO:	



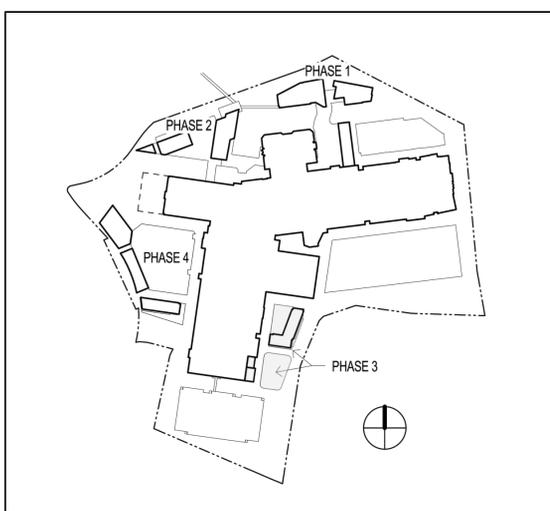
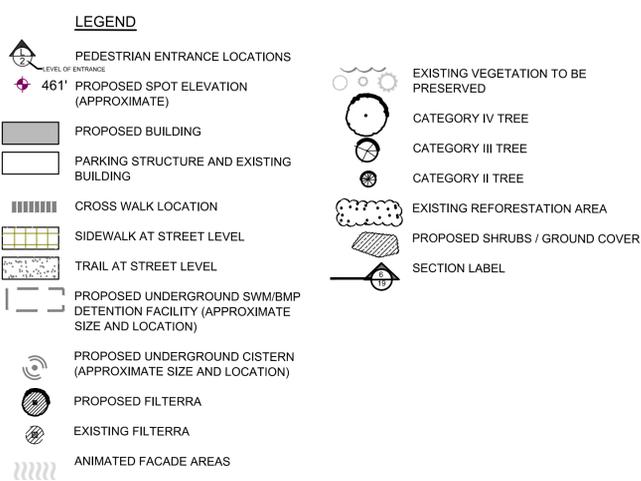
PHASE THREE:  
PLAZA LEVEL LANDSCAPE PLAN



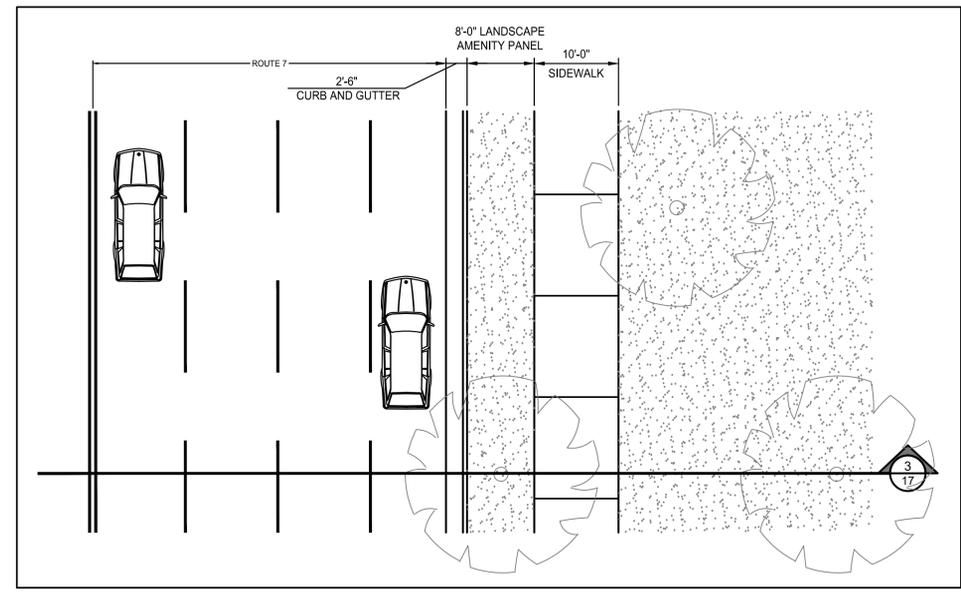
1 PHASE THREE:  
FASHION BLVD. STREETSCAPE SECTION

NOTES:

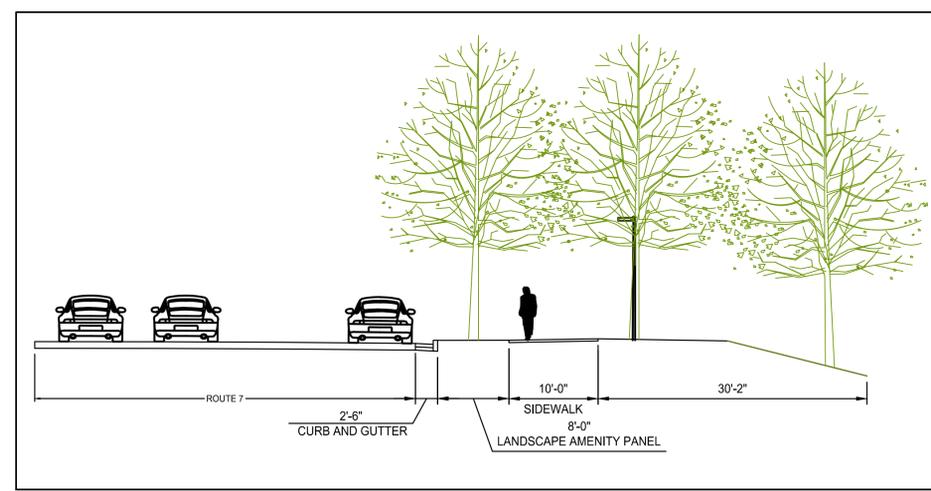
- 1) ALL TREE SPECIES IN PHASES 3 AND 4 SHALL BE FROM THE PUBLIC FACILITIES MANUAL TABLE 12.17 "TREE SELECTION AND CANOPY COVER GUIDE".
- 2) TREES ALONG INTERNATIONAL DR. AND ROUTE 7 SHALL BE 4" CAL. MINIMUM, ALL OTHER TREES SHALL BE 3" CAL. MINIMUM.
- 3) TREES PLANTED INSIDE THE ROUTE 7 R.O.W. ARE NOT INCLUDED IN THE 10 YEAR CANOPY COVERAGE CALCULATIONS.
- 4) SHADE TOLERANT LANDSCAPING SHALL BE PROVIDED IN AREAS THAT DO NOT RECEIVE PROLONGED EXPOSURE TO SUN. THE LOCATION AND QUANTITY OF SHADE TOLERANT SPECIES WILL BE SELECTED AT SITE PLAN SUBMISSION(S).



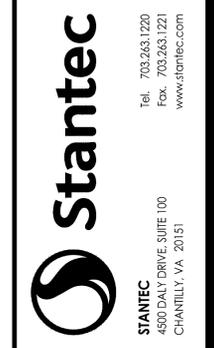
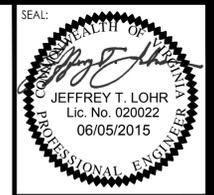
KEY REFERENCE DIAGRAM  
Scale 1"=500'



2 PHASE THREE:  
ROUTE 7 STREETSCAPE PLAN



3 PHASE THREE:  
ROUTE 7 STREETSCAPE SECTION

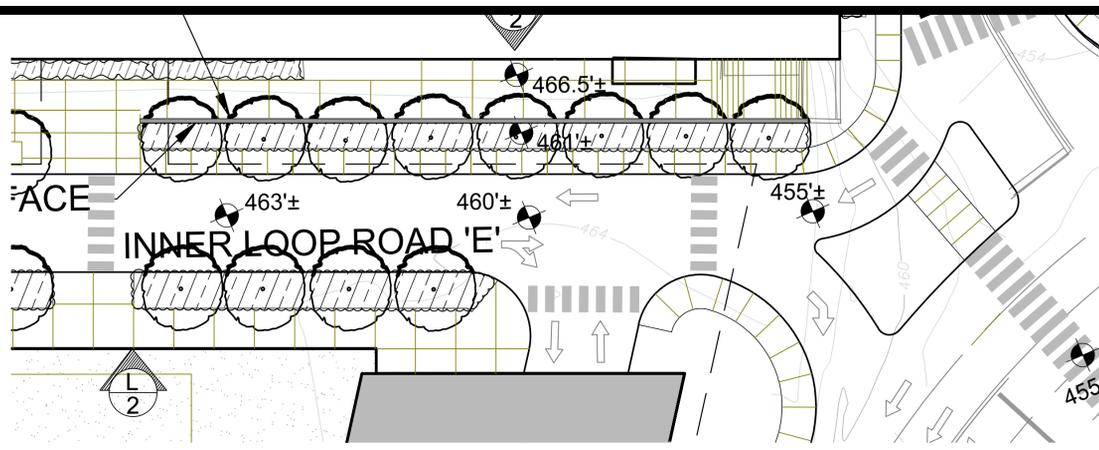


PHASE THREE  
LANDSCAPE PLAN

TYSONS CORNER CENTER  
PHASE 3 & 4 CDDPA/FDPA

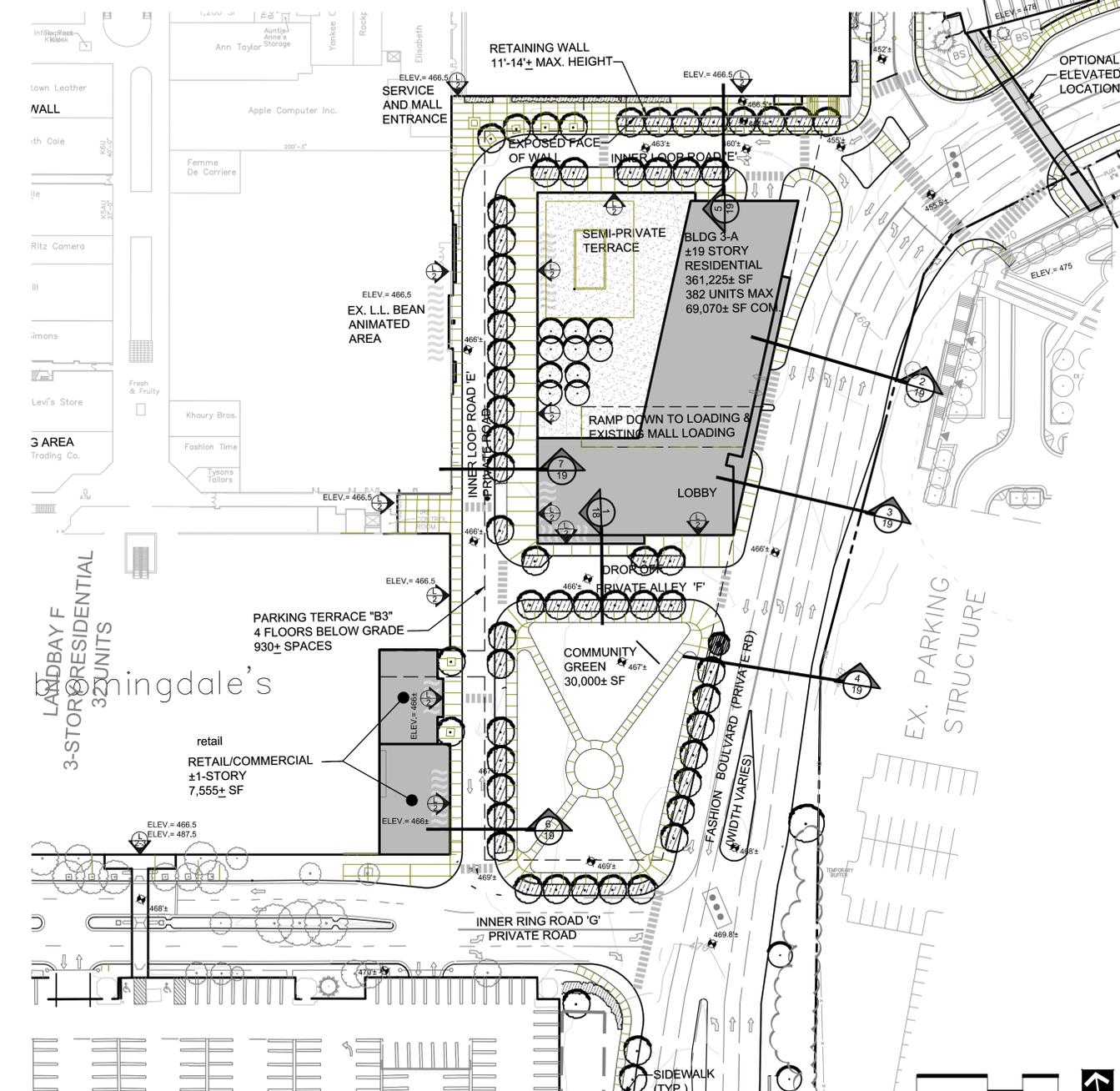
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC



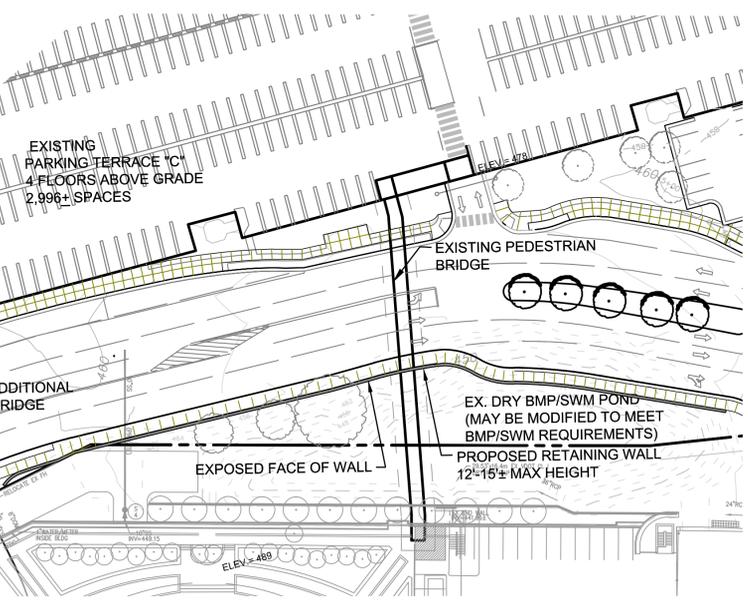
PHASE THREE:  
INNER LOOP ROAD 'E' ENLARGEMENT

SCALE: 1" = 20'



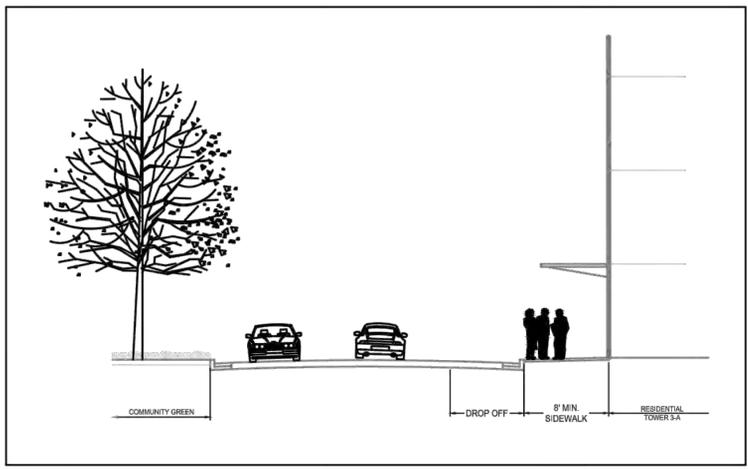
PHASE THREE:  
LANDSCAPE PLAN

SCALE: 1" = 50'



KEY REFERENCE DIAGRAM  
Scale 1"=500'

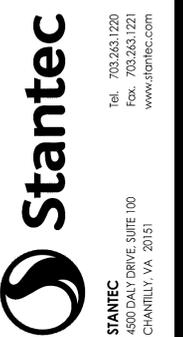
- NOTES:
- 1) ALL TREE SPECIES IN PHASES 3 AND 4 SHALL BE FROM THE PUBLIC FACILITIES MANUAL TABLE 12.17 "TREE SELECTION AND CANOPY COVER GUIDE".
  - 2) TREES ALONG INTERNATIONAL DR. AND ROUTE 7 SHALL BE 4" CAL. MINIMUM, ALL OTHER TREES SHALL BE 3" CAL. MINIMUM.
  - 3) SHADE TOLERANT LANDSCAPING SHALL BE PROVIDED IN AREAS THAT DO NOT RECEIVE PROLONGED EXPOSURE TO SUN. THE LOCATION AND QUANTITY OF SHADE TOLERANT SPECIES WILL BE SELECTED AT SITE PLAN SUBMISSION(S).



1 PHASE THREE:  
RESIDENTIAL BUILDING ENTRY STREETSCAPE SECTION

SCALE: 1" = 10'

- LEGEND**
- PEDESTRIAN ENTRANCE LOCATIONS
  - 461' PROPOSED SPOT ELEVATION (APPROXIMATE)
  - PROPOSED BUILDING
  - PARKING STRUCTURE AND EXISTING BUILDING
  - PROPOSED ELEVATED PLAZA
  - SIDEWALK AT STREET LEVEL
  - TRAIL AT STREET LEVEL
  - CROSS WALK LOCATIONS
  - PROPOSED UNDERGROUND SWM/BMP DETENTION FACILITY (APPROXIMATE SIZE AND LOCATION)
  - PROPOSED UNDERGROUND CISTERN (APPROXIMATE SIZE AND LOCATION)
  - PROPOSED FILTERRA
  - EXISTING FILTERRA
  - ANIMATED FACADE AREAS
  - PUBLIC ART INSTALLATION (LOCATION MAY VARY)
  - EXISTING VEGETATION TO BE PRESERVED
  - CATEGORY IV TREE
  - CATEGORY III TREE
  - CATEGORY II TREE
  - PROPOSED SHRUBS / GROUND COVER
  - O.H. OVERHANG
  - SECTION LABEL

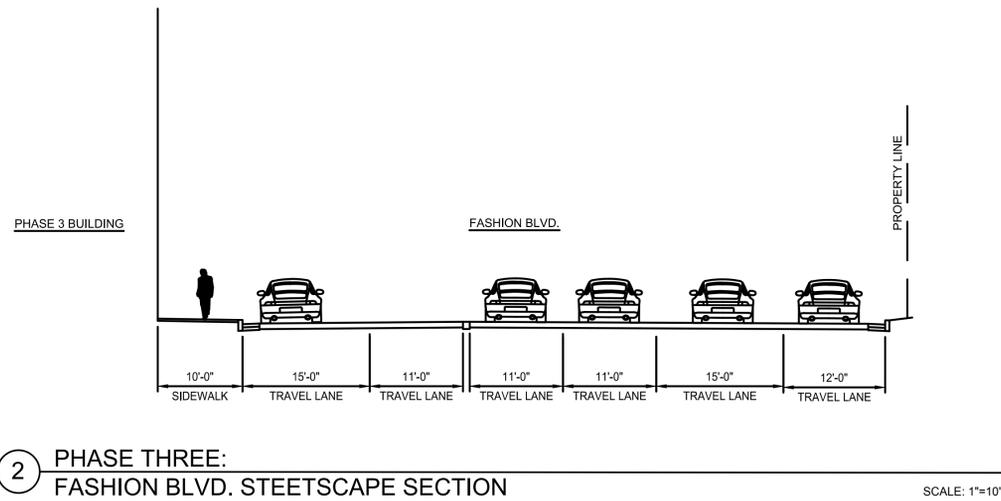


PHASE THREE  
LANDSCAPE PLAN

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA

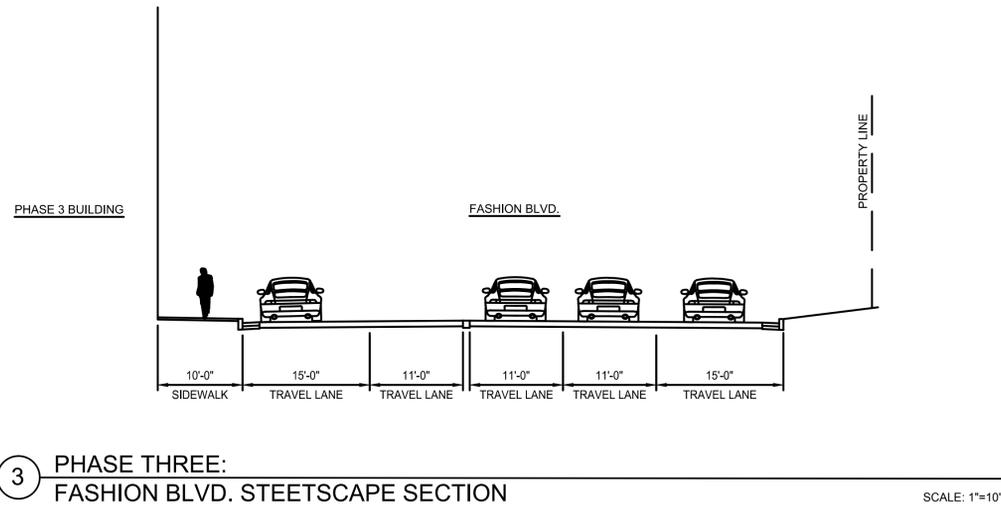
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



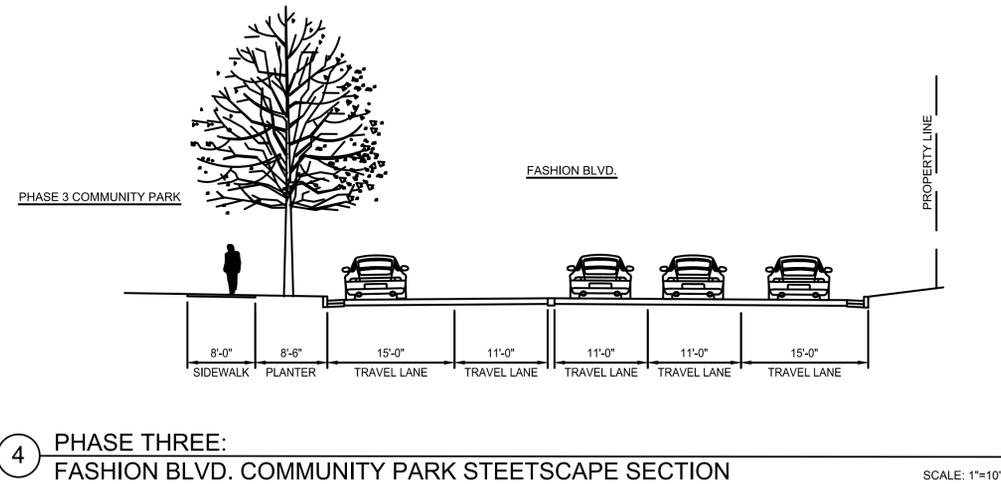
2 PHASE THREE:  
FASHION BLVD. STEETScape SECTION

SCALE: 1"=10'



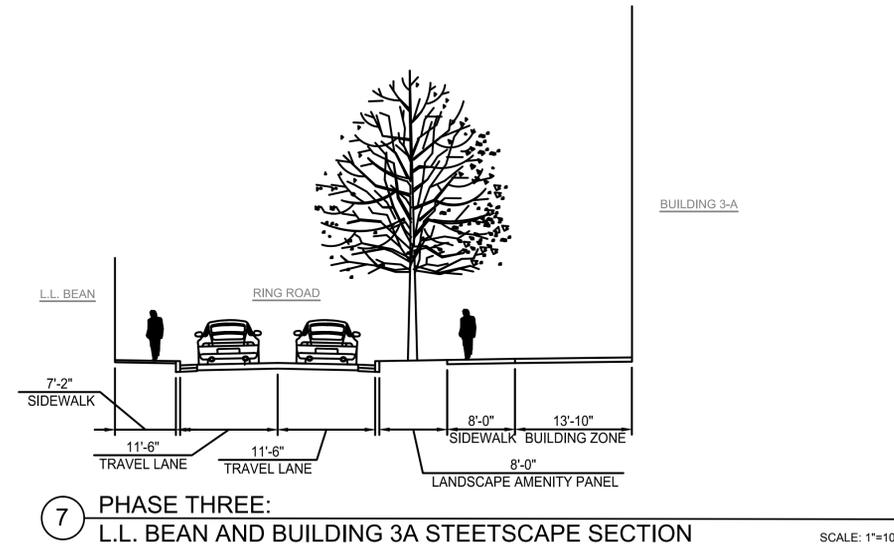
3 PHASE THREE:  
FASHION BLVD. STEETScape SECTION

SCALE: 1"=10'



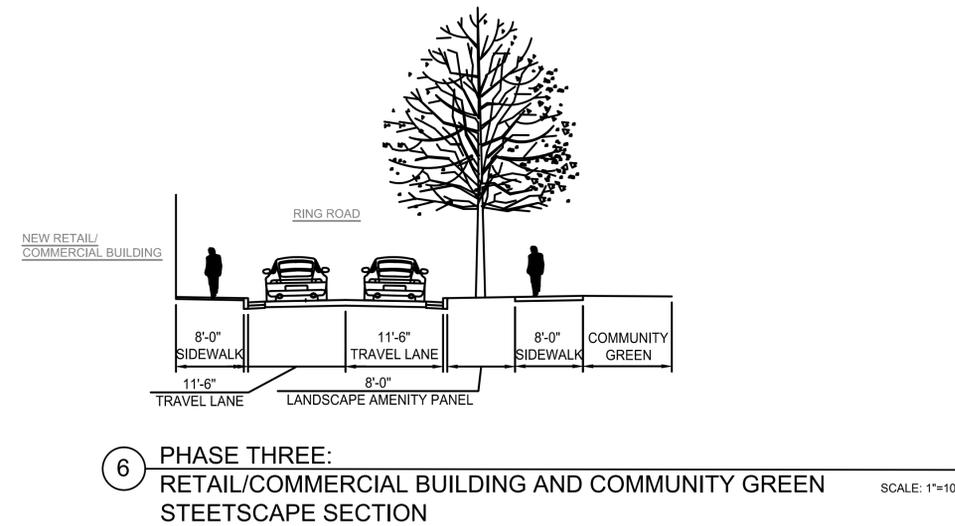
4 PHASE THREE:  
FASHION BLVD. COMMUNITY PARK STEETScape SECTION

SCALE: 1"=10'



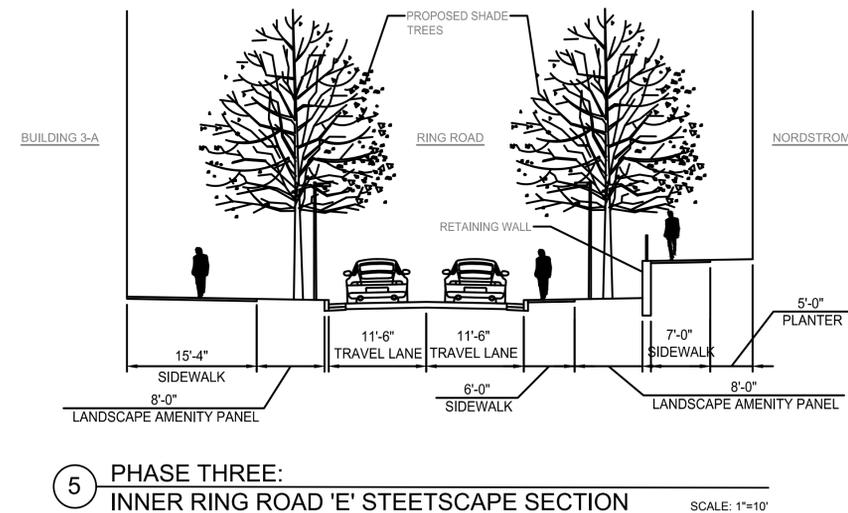
7 PHASE THREE:  
L.L. BEAN AND BUILDING 3A STEETScape SECTION

SCALE: 1"=10'



6 PHASE THREE:  
RETAIL/COMMERCIAL BUILDING AND COMMUNITY GREEN  
STEETScape SECTION

SCALE: 1"=10'



5 PHASE THREE:  
INNER RING ROAD 'E' STEETScape SECTION

SCALE: 1"=10'



PHASE THREE  
STREETSCAPE SECTIONS

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA

PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 10'
DESIGN: DRAWN: CHECKED:	JO AH JL
	SURVEY: STANTEC
SHEET NO:	



NOTE: TREES DEPICTED IN THIS GRAPHIC REFLECT 2-3 YEARS OF GROWTH AFTER INITIAL PLANTING.

SEAL:  
 COMMONWEALTH OF VIRGINIA  
 JEFFREY T. LOHR  
 Lic. No. 020022  
 06/05/2015  
 PROFESSIONAL ENGINEER

**Stantec**  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA, 20151  
 Tel: 703.263.1220  
 Fax: 703.263.1721  
 www.stantec.com

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

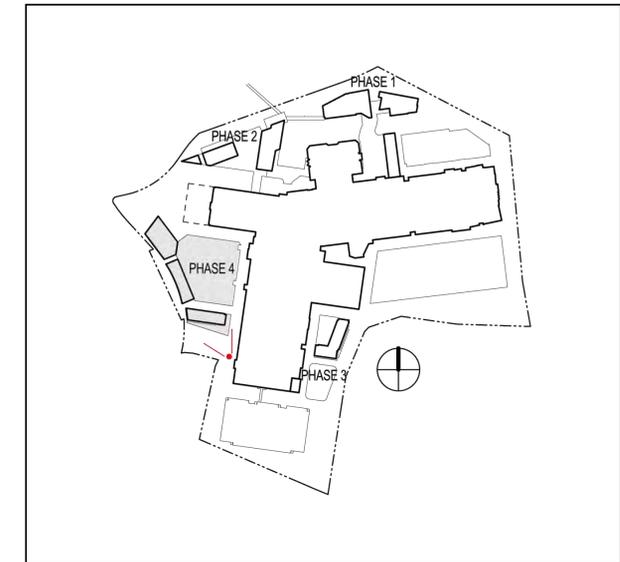
LEESBURG PIKE  
 PERSPECTIVE

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-04	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 10'
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	



① PHASE FOUR:  
OVERALL PERSPECTIVE OF PHASE 4 TOWER FROM SOUTHEAST CORNER LOOKING NORTHWEST



KEY REFERENCE DIAGRAM  
Scale 1"=500'

SEAL:  
  
 JEFFREY T. LOHR  
 Lic. No. 020022  
 06/05/2015  
 PROFESSIONAL ENGINEER

**Stantec**  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

PHASE FOUR  
 ILLUSTRATIVE  
 RENDERING

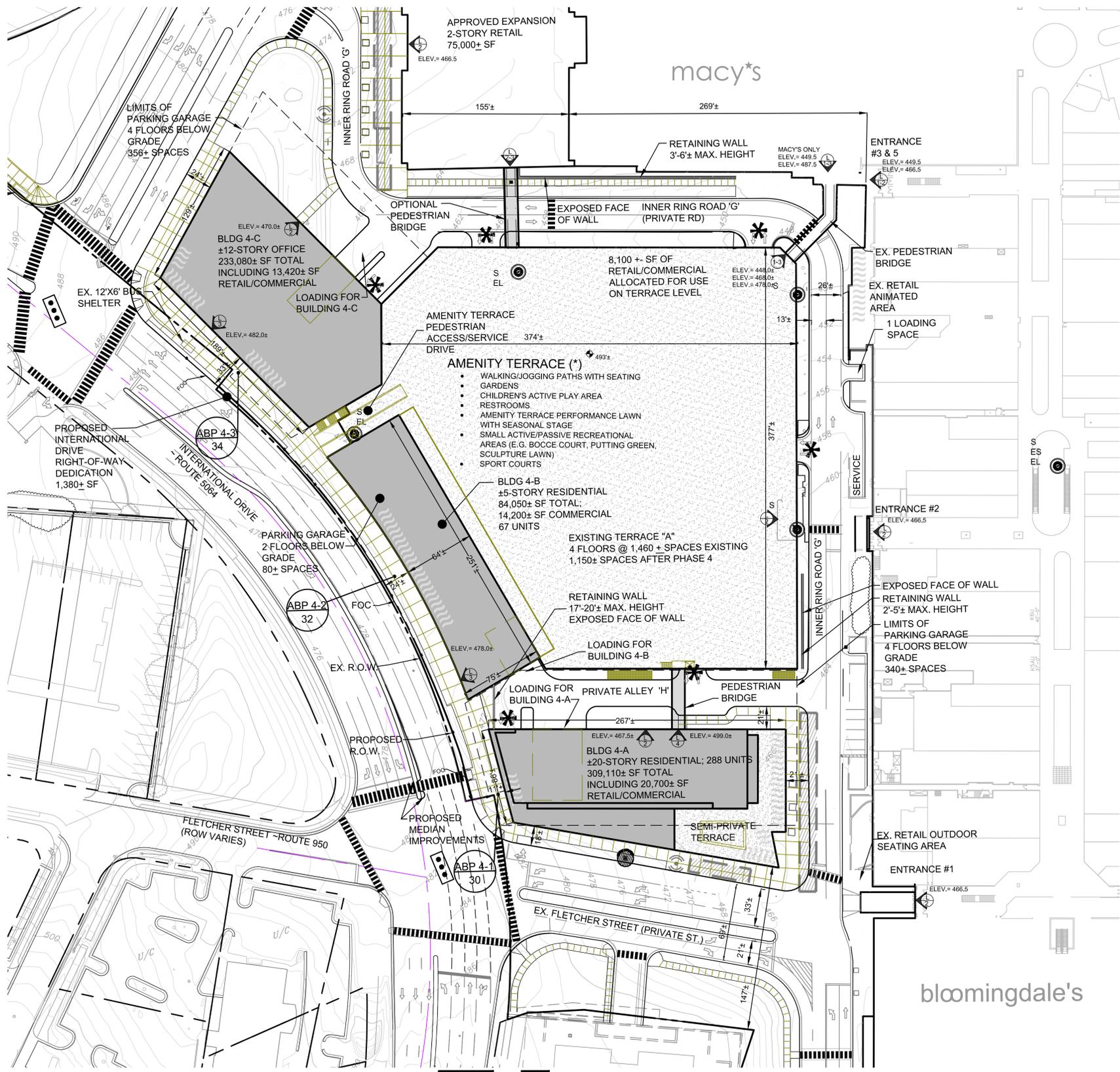
TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA

PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

- NOTES:
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: NO SCALE
DESIGN: DRAWN: CHECKED:	SURVEY: JO AH JL STANTEC

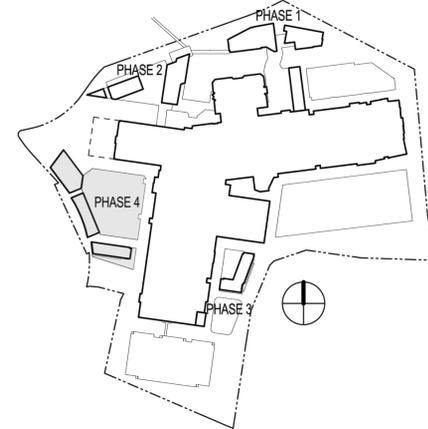
SHEET NO:  
21 OF 53



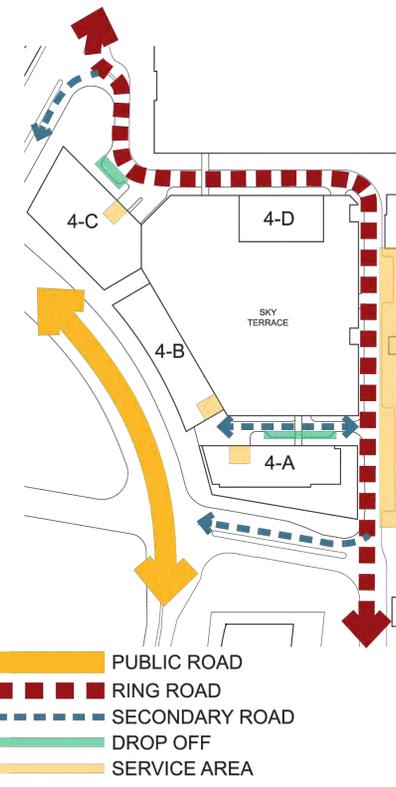
**PHASE FOUR:  
PLAZA LEVEL PLAN**

SCALE: 1" = 50'

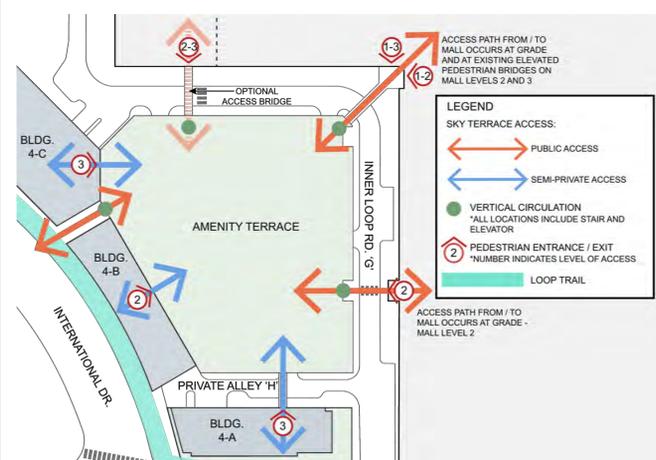
(\*) THE AMENITY TERRACE SHALL INCLUDE SUCH PASSIVE AND ACTIVE RECREATIONAL ELEMENTS AS ARE LISTED ABOVE, BUT THE APPLICANT RESERVES THE RIGHT TO SELECT SOME BUT NOT ALL OF THE COMPONENTS LISTED, OR TO ADD NEW COMPONENTS, SO LONG AS BOTH PASSIVE AND ACTIVE RECREATIONAL ELEMENTS ARE PROVIDED AND THE OVERALL QUALITY AND CHARACTER OF THE AMENITY TERRACE IS IN SUBSTANTIAL CONFORMANCE WITH THE CDPA/FDPA. A MINIMUM OF TWO SPORT COURTS WILL BE PROVIDED.



**KEY REFERENCE DIAGRAM**  
Scale 1"=500'



**PHASE FOUR:  
VEHICULAR CIRCULATION DIAGRAM**



**PHASE FOUR:  
AMENITY TERRACE ACCESS PLAN**

SEAL:  
JEFFREY T. LOHR  
Lic. No. 020022  
06/05/2015  
PROFESSIONAL ENGINEER

**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1221  
www.stantec.com  
STANTEC  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

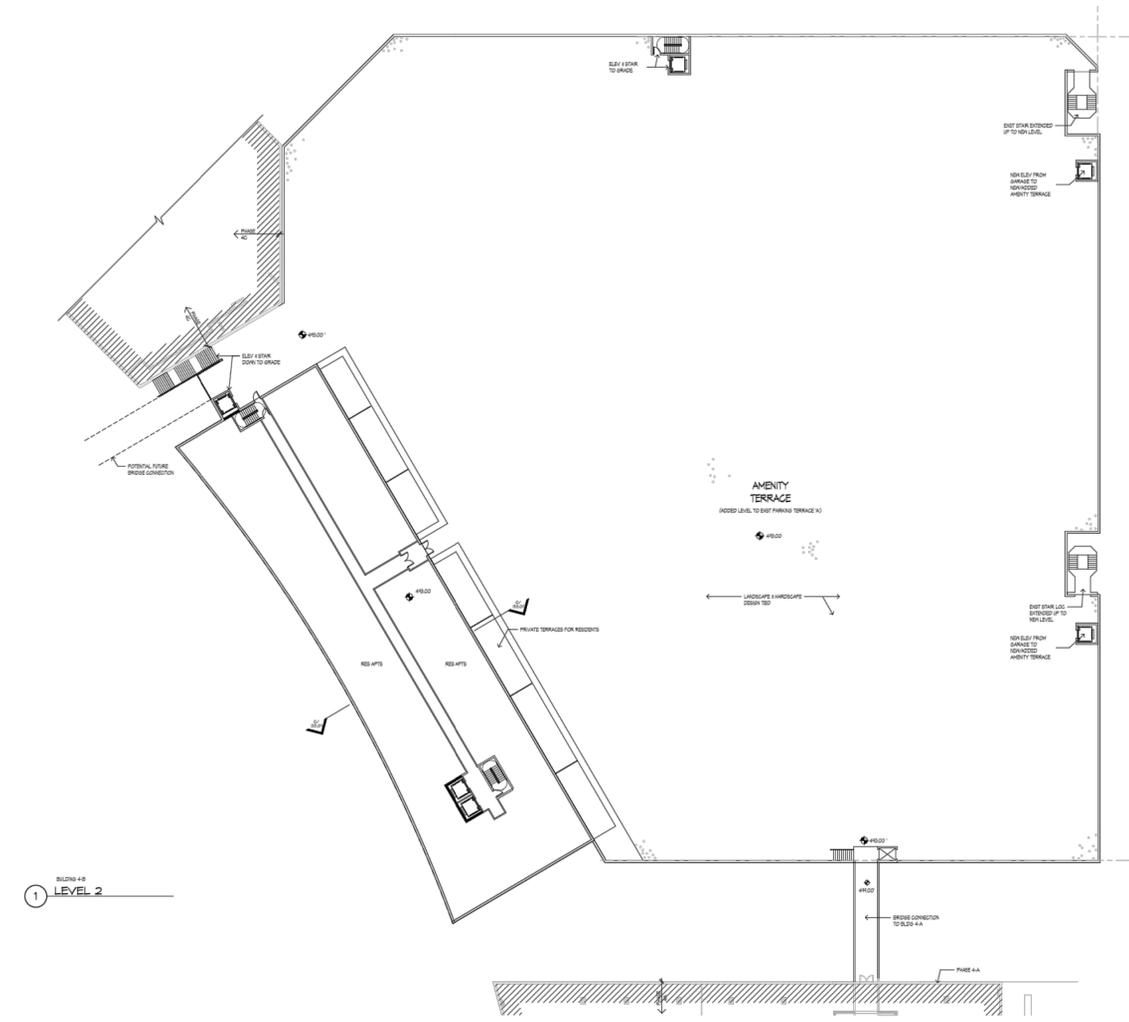
**PHASE FOUR  
PLAN**

**TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA**  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

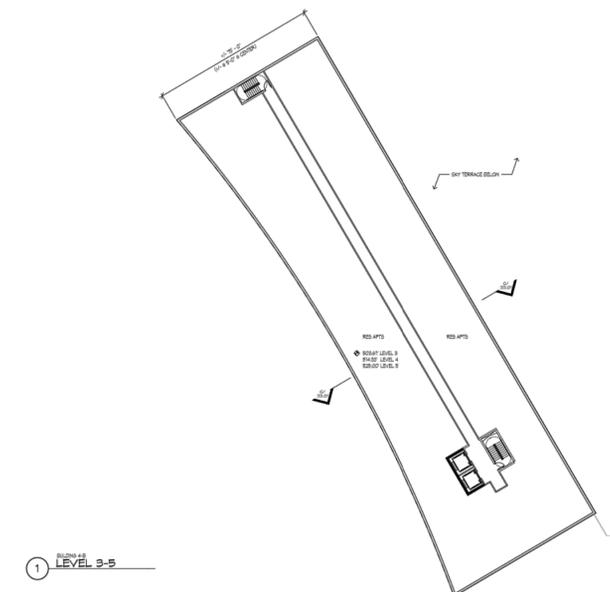
PLAN NO:  
CDPA/FDPA  
2004-PR-044  
PROJECT NO:  
2029041817  
DATE:  
06/05/15  
SCALE:  
1" = 50'  
DESIGN:  
JO  
SURVEY:  
AH  
STANTEC  
CHECKED:  
JL  
SHEET NO:



1 1 1  
BLDG 44  
GROUND LEVEL

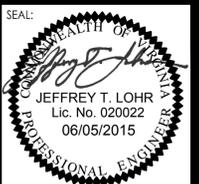


1 1 1  
BLDG 44  
LEVEL 2



1 1 1  
BLDG 44  
LEVEL 3-5

- NOTES:
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.



**Stantec**  
Tel: 703.243.1220  
Fax: 703.243.1221  
www.stantec.com  
STANTEC  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

PHASE FOUR  
FLOOR PLANS  
GARAGE PART 1

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

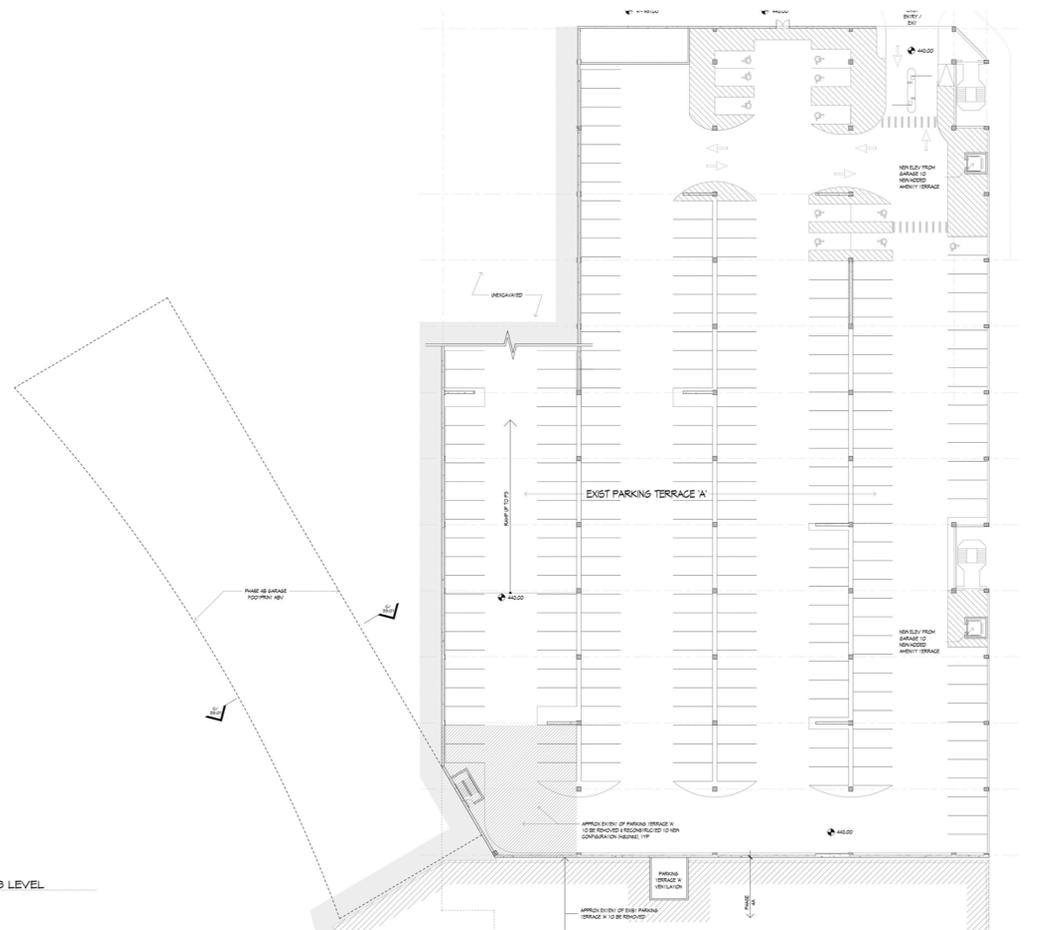
PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	



1 P1 LEVEL



1 P2 LEVEL



1 P3 LEVEL

- NOTES:
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.



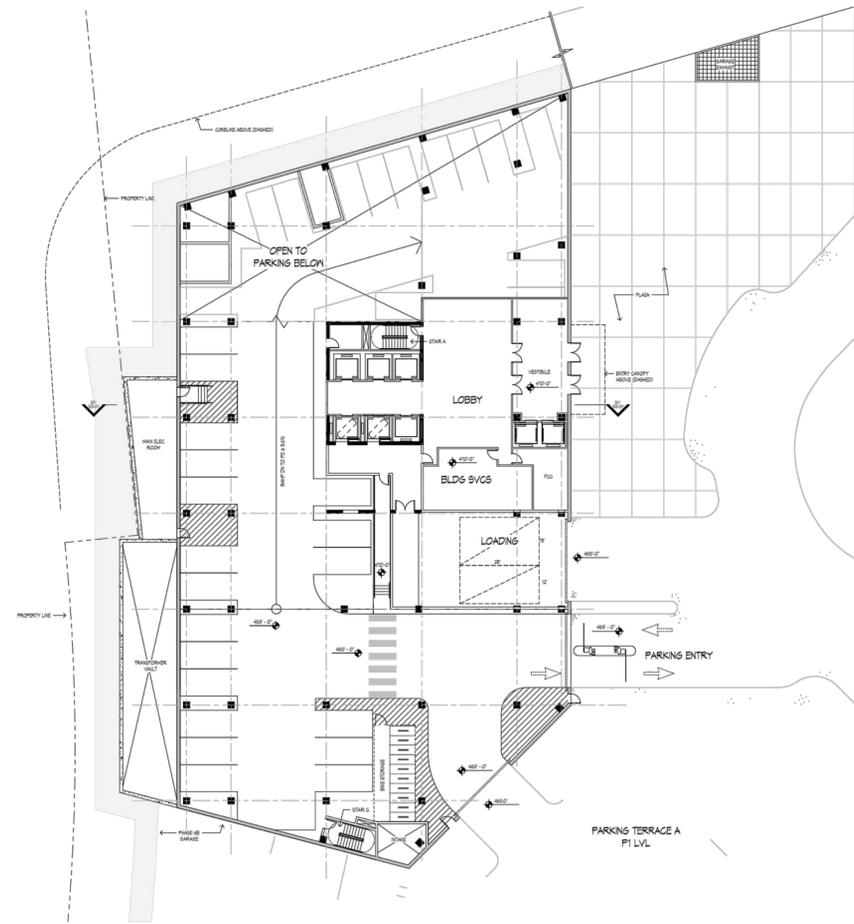
**Stantec**  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151  
 Tel: 703.243.1220  
 Fax: 703.243.1221  
 www.stantec.com

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

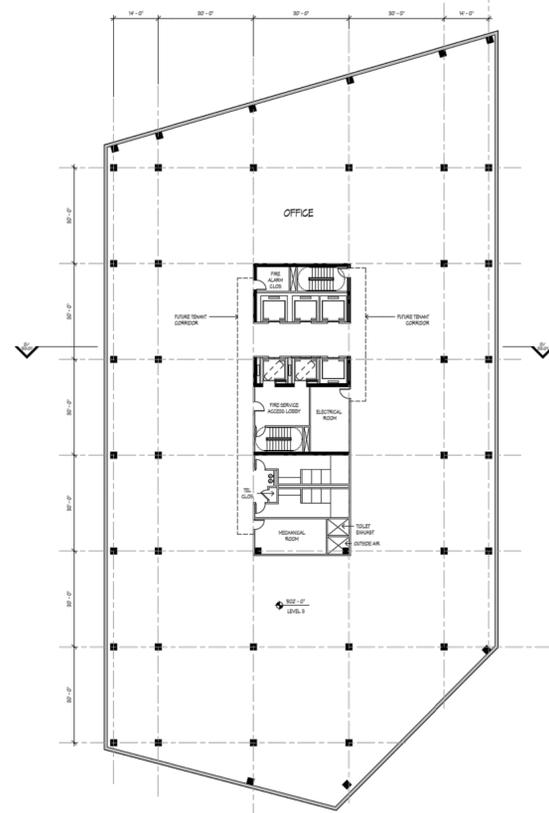
PHASE FOUR  
 FLOOR PLANS  
 GARAGE PART 2

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	CHECKED: JL
SHEET NO:	

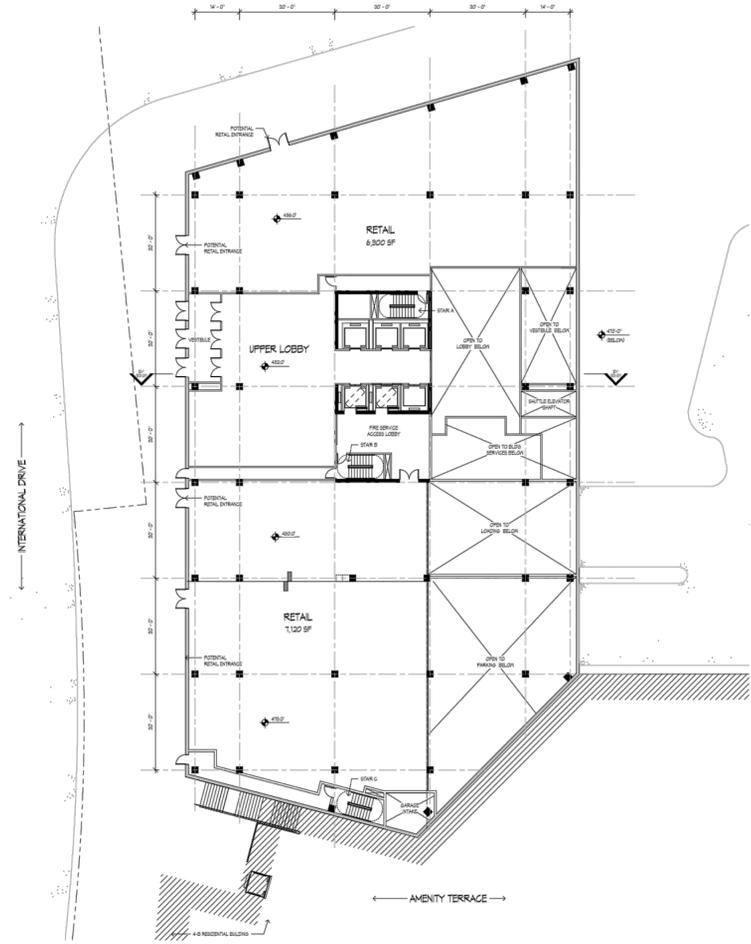


1 GROUND FLOOR



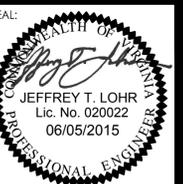
1 TYPICAL LEVEL PLAN

1 LEVEL 2



NOTES:

1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.



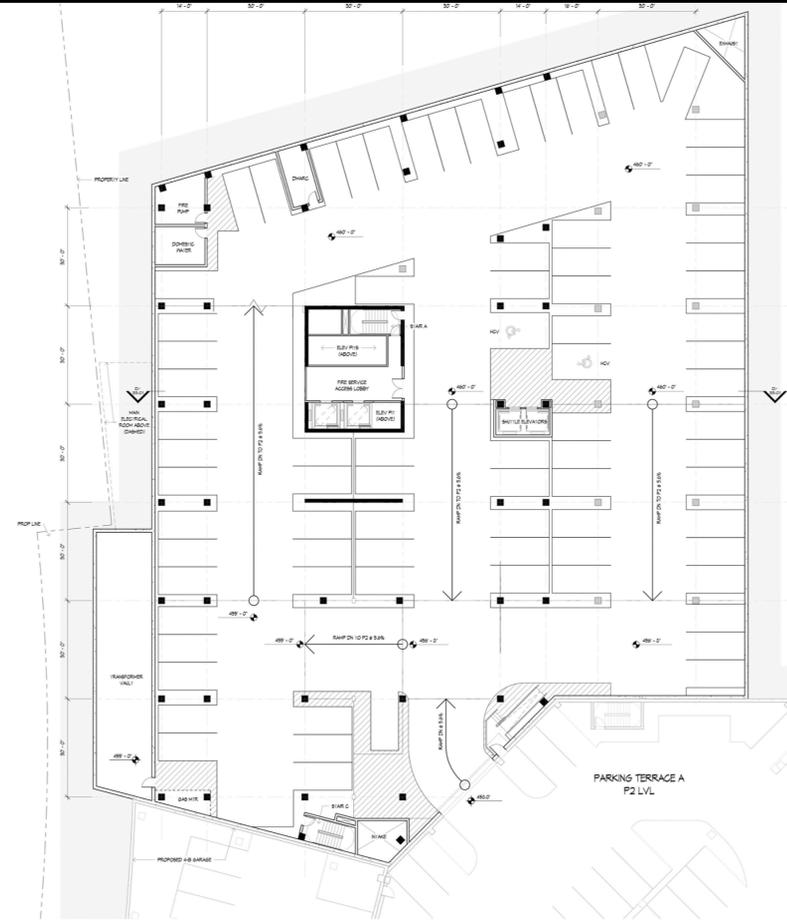
**Stantec**  
 Tel: 703.243.1220  
 Fax: 703.243.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA, 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

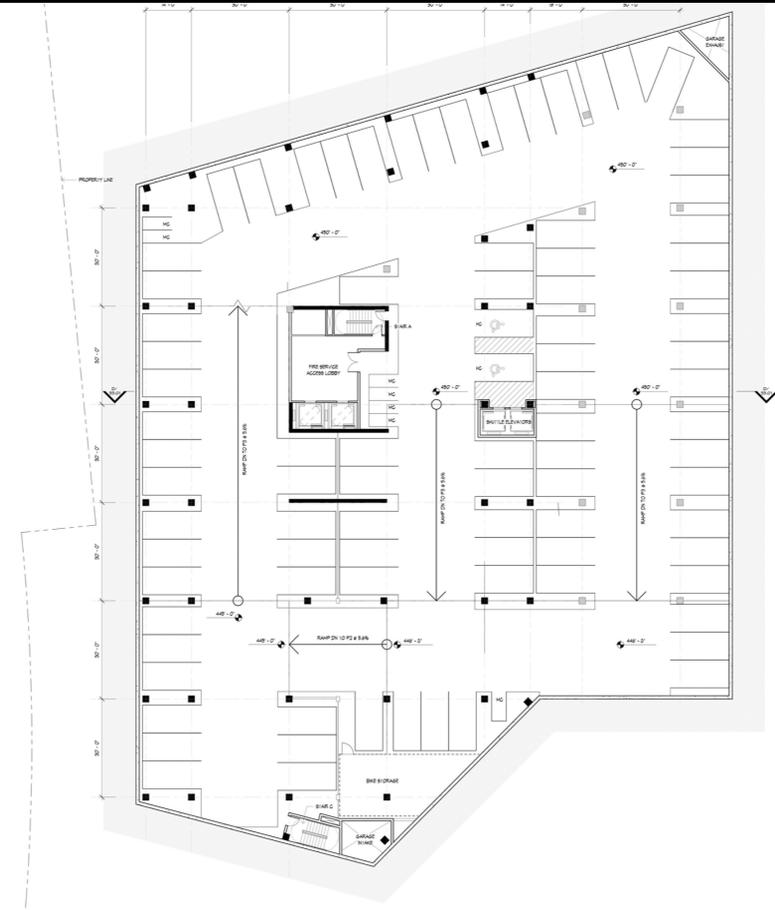
PHASE FOUR  
 FLOOR PLANS  
 OFFICE PART 1

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

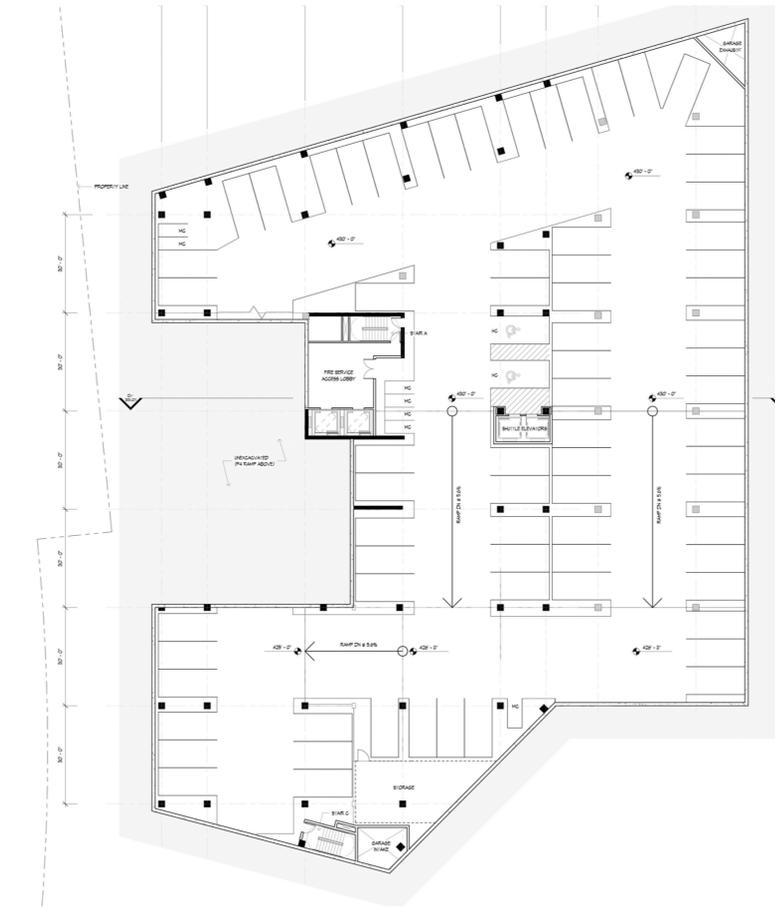
PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



1 P1 LEVEL



1 P2 & P3 LEVEL (SIM.)



1 P4 LEVEL

NOTES:

1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDPA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDPA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDPA/FDPA AND THE PROFFERS.



**Stantec**  
 Tel: 703.243.1220  
 Fax: 703.243.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

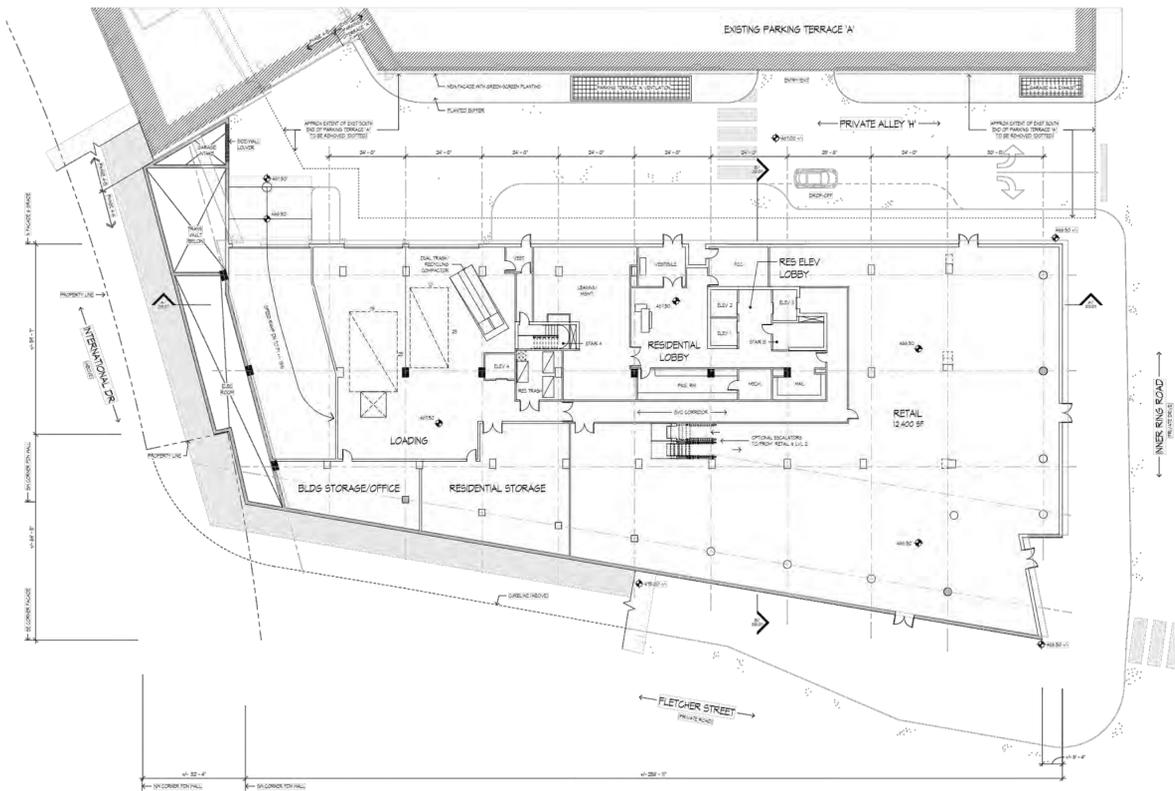
**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

PHASE FOUR  
 FLOOR PLANS  
 OFFICE PART 2

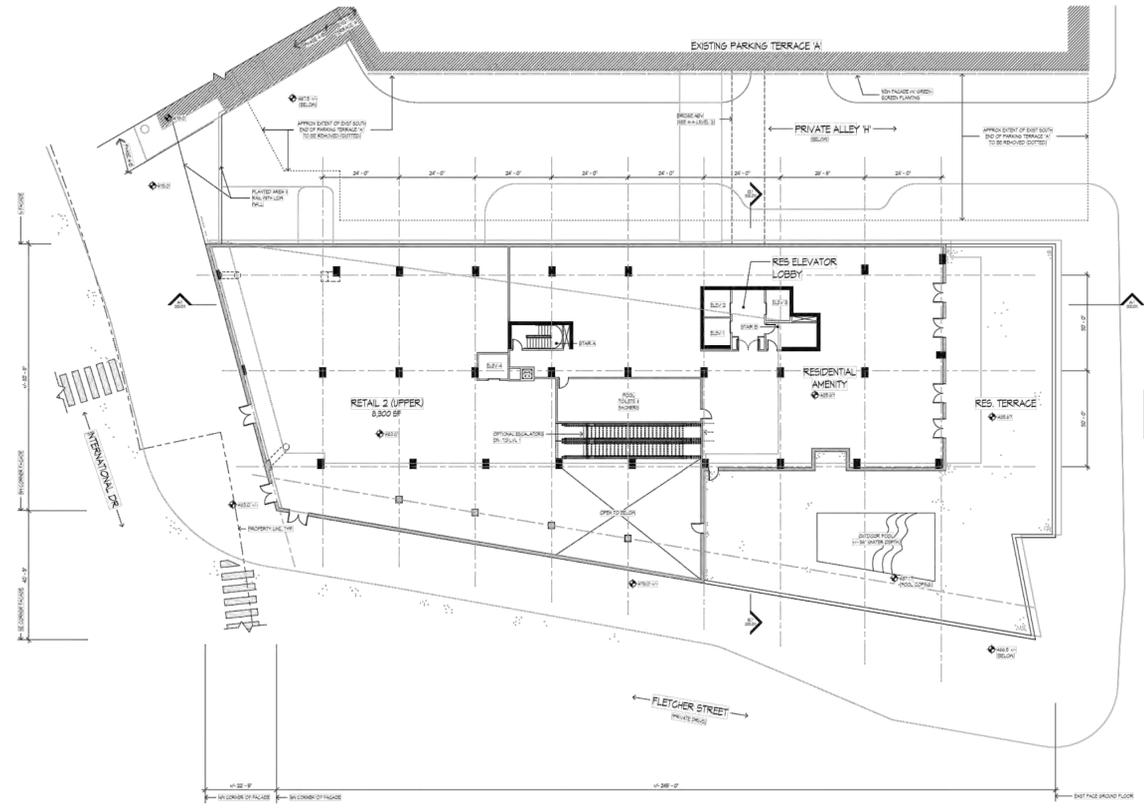
TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA

PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

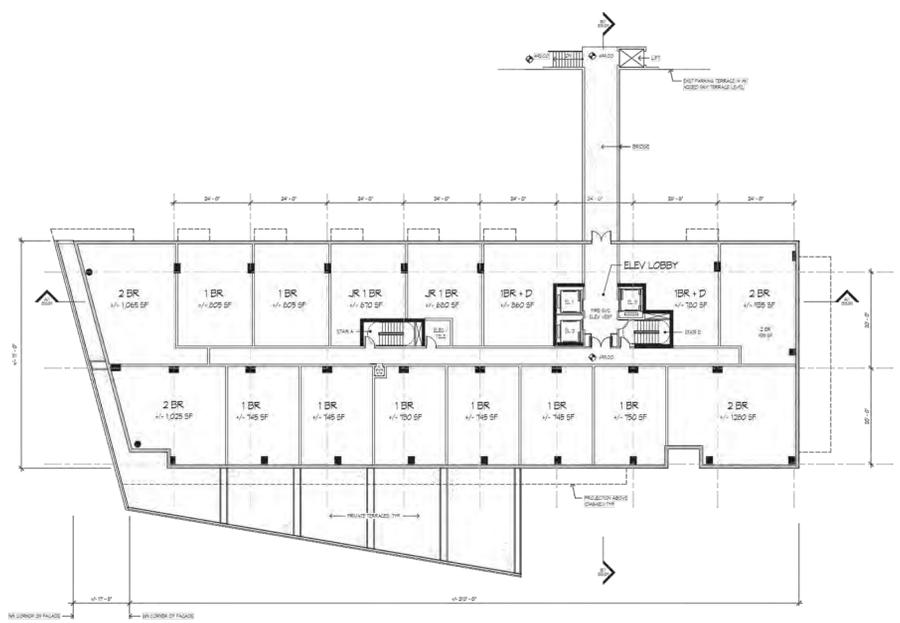
PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	
SHEET NO:	



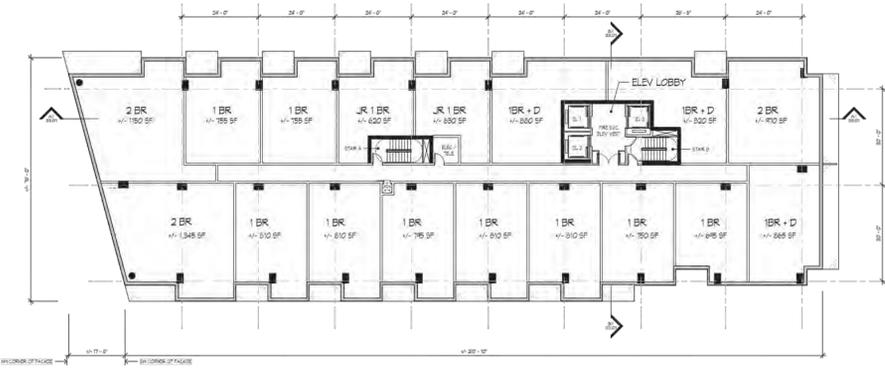
1 GROUND LEVEL



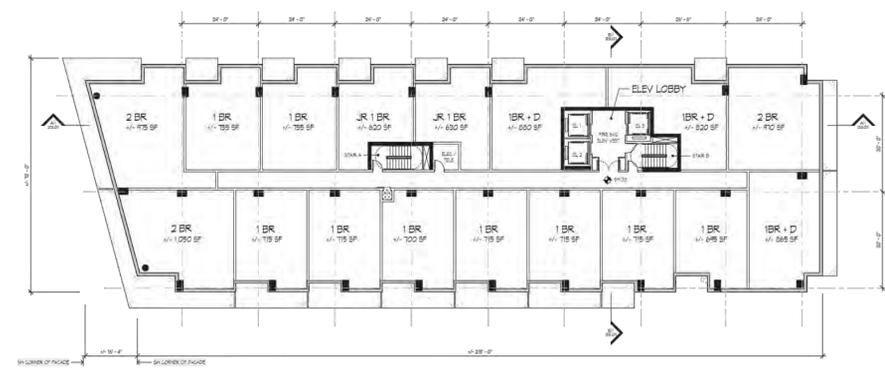
1 2ND LEVEL



1 3RD LEVEL

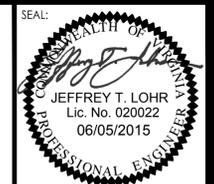


1 4TH - 11TH LEVEL



2 12TH LEVEL

- NOTES:
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDDA/FDDA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDDA/FDDA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDDA/FDDA AND THE PROFFERS.



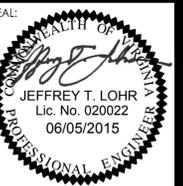
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

PHASE FOUR  
 FLOOR PLANS  
 RESIDENTIAL PART 1

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDDA/FDDA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

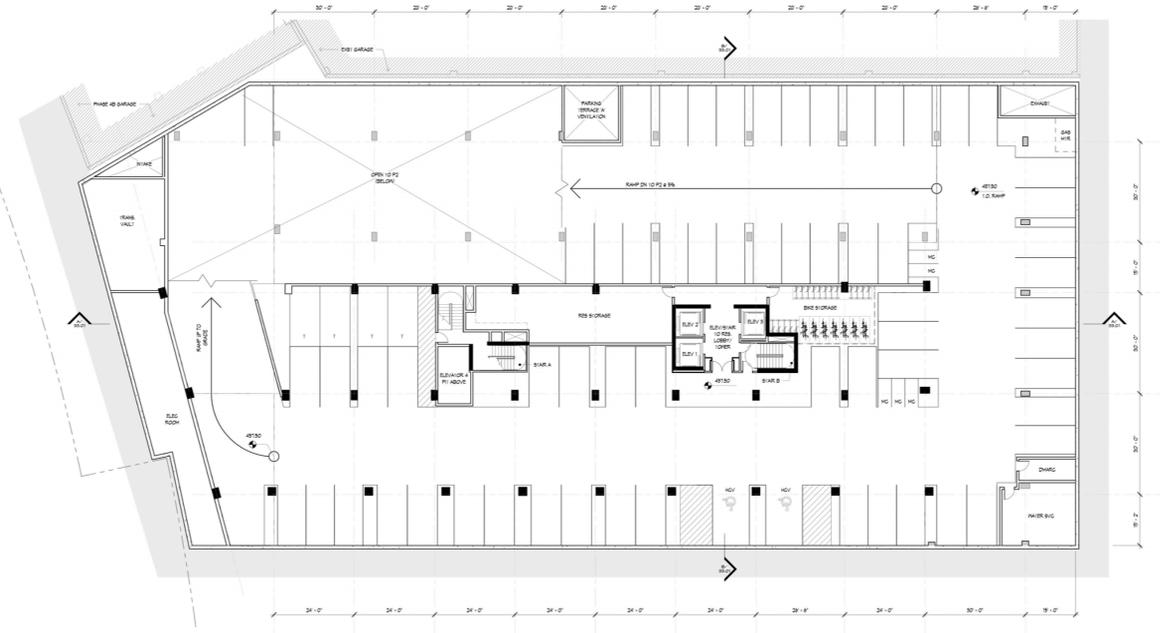
PLAN NO: CDDA/FDDA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



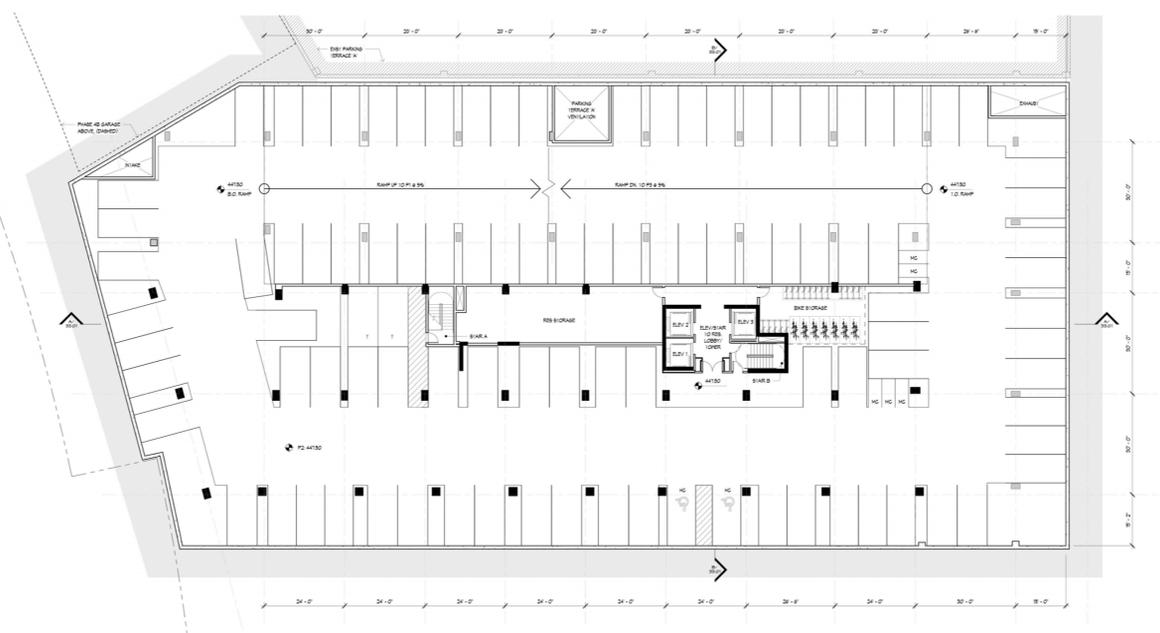
PHASE FOUR  
FLOOR PLANS  
RESIDENTIAL PART 2

TYSONS CORNER CENTER  
PHASE 3 & 4 CDDA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

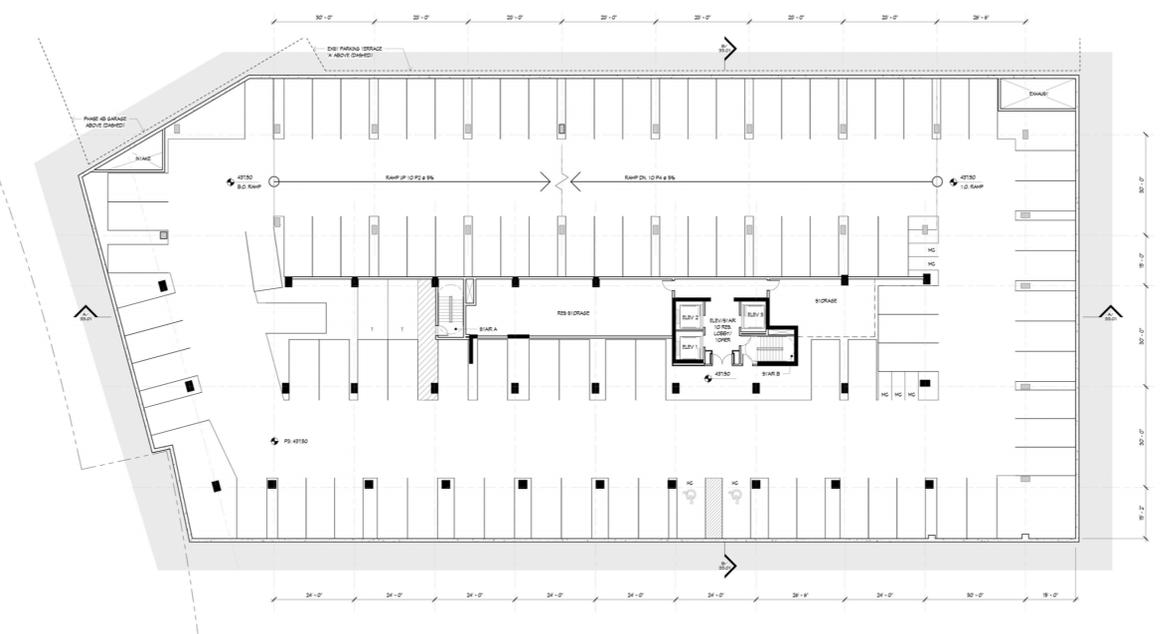
PLAN NO: CDDA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



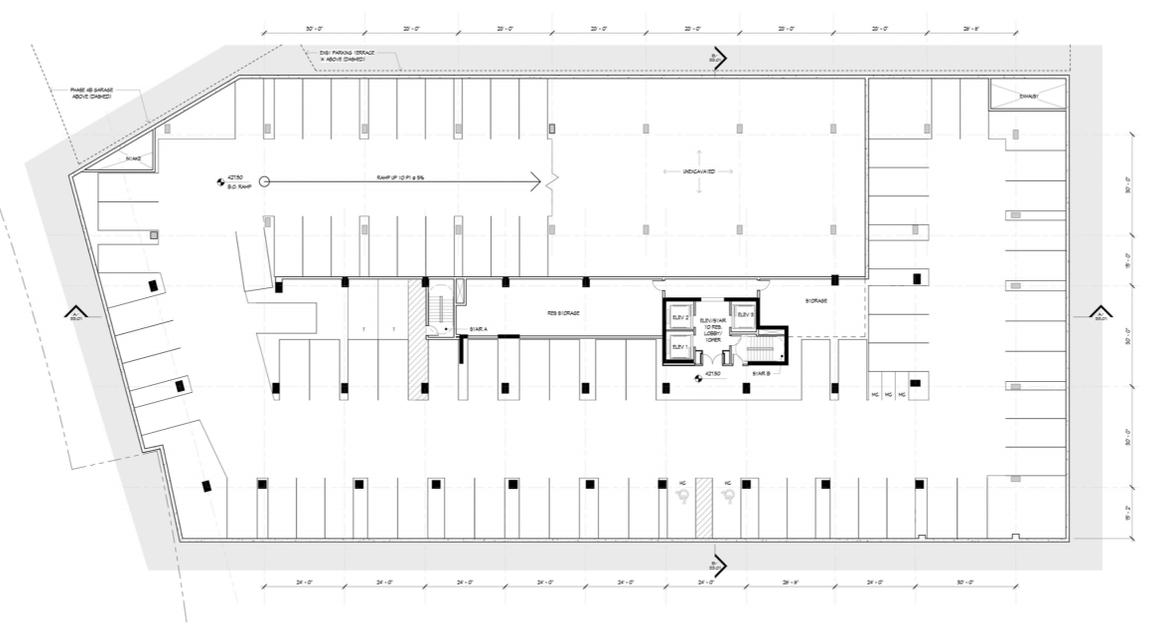
1 P1 LEVEL



1 P2 LEVEL



1 P3 LEVEL

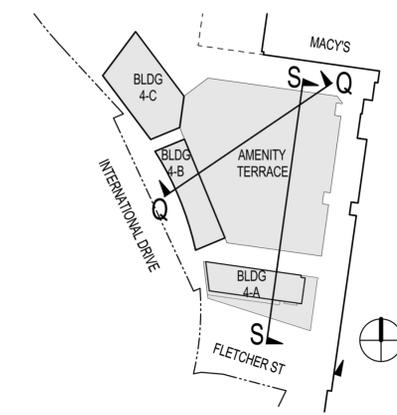


1 P4 LEVEL

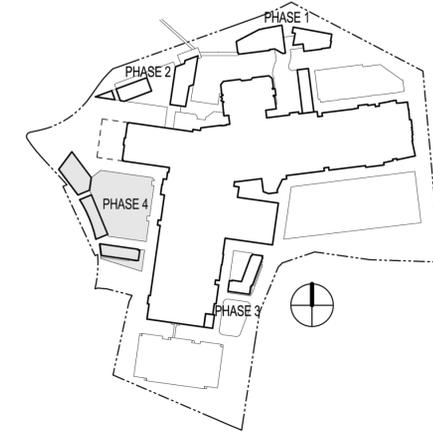
NOTES:  
1. THIS RENDERING SHOWS THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.  
2. ARCHITECTURAL PLANS, ELEVATIONS AND ILLUSTRATIONS MAY BE ADJUSTED OR MODIFIED SUBSEQUENT TO CDDA/FDPA APPROVAL AS A RESULT OF FINAL ARCHITECTURAL AND ENGINEERING DESIGN WITHOUT REQUIRING AN ADMINISTRATIVE INTERPRETATION OR FURTHER AMENDMENT TO THE CDDA/FDPA, PROFFERS OR OTHER ZONING APPROVAL PROVIDED THEY REMAIN IN CONFORMANCE WITH THAT SHOWN ON THE CDDA/FDPA AND THE PROFFERS.



PHASE 4 - PRIVATE ALLEY 'H'

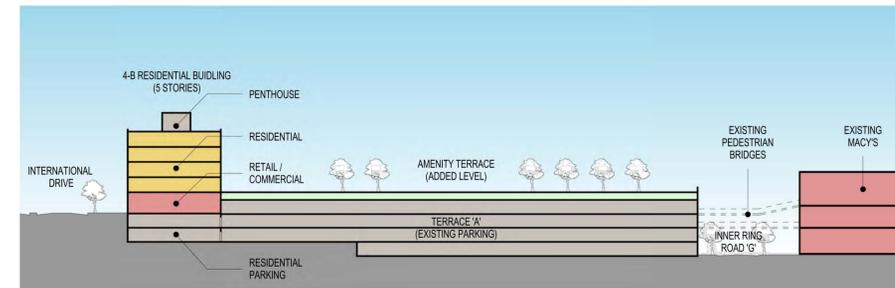


SECTION REFERENCE DIAGRAM  
Scale 1"=200'

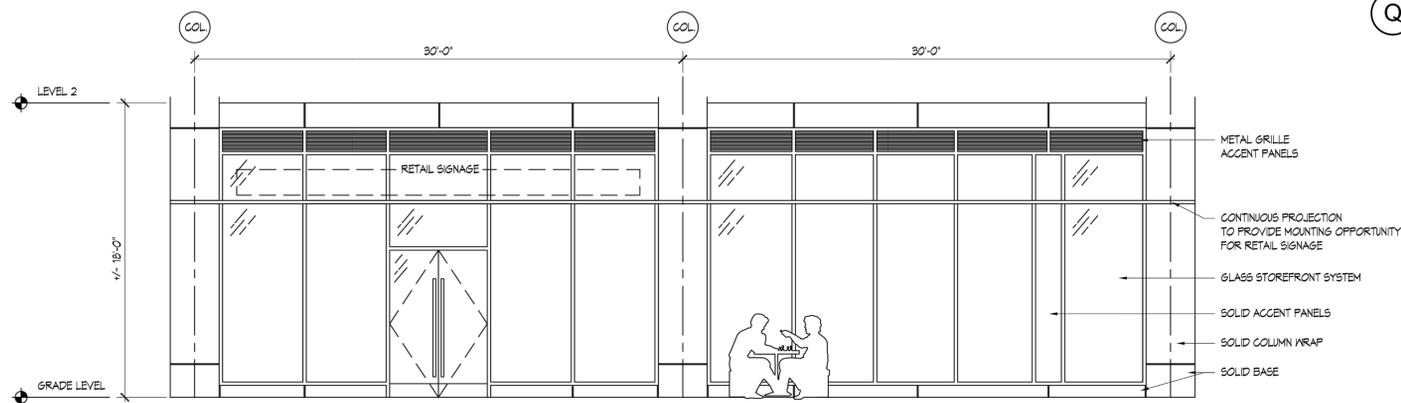


KEY REFERENCE DIAGRAM  
Scale 1"=500'

NOTE:  
1. THESE RENDERINGS TO SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.

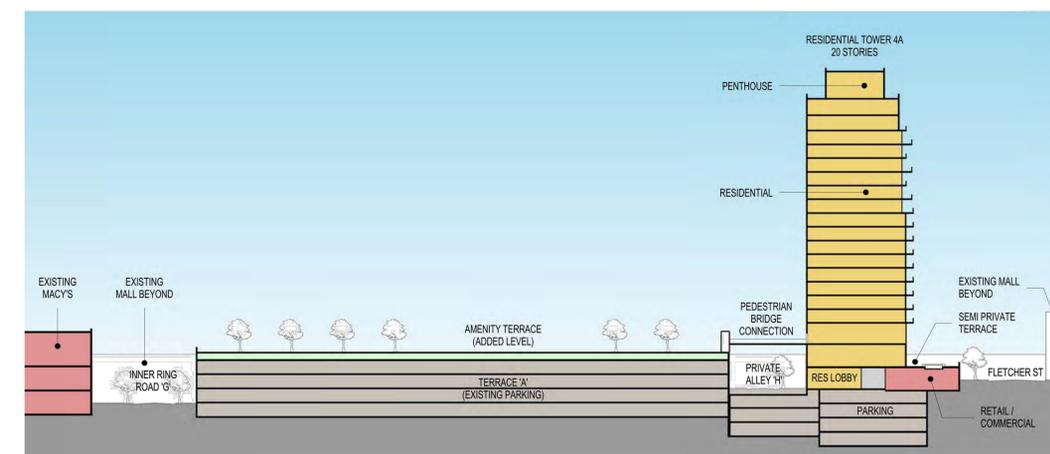


Q PHASE FOUR:  
SOUTHWEST - NORTHEAST SECTION THROUGH RESIDENTIAL BUILDING 4-B AND PARKING TERRACE "A" SCALE: 1" = 60'

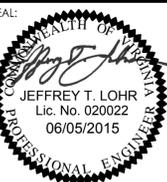


PHASE THREE & FOUR - EXAMPLE RETAIL/ANIMATED FACADE

NTS



S PHASE FOUR:  
NORTH - SOUTH SECTION THROUGH RESIDENTIAL BUILDING 4-A AND PARKING TERRACE "A" SCALE: 1" = 60'



PHASE FOUR  
SECTIONS

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: DRAWN: CHECKED:	SURVEY: JO AH JL STANTEC

SHEET NO:  
29 OF 53



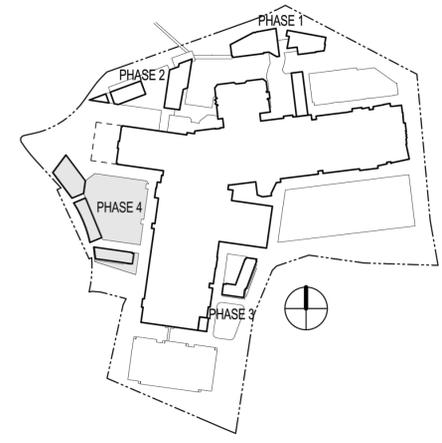
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA, 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

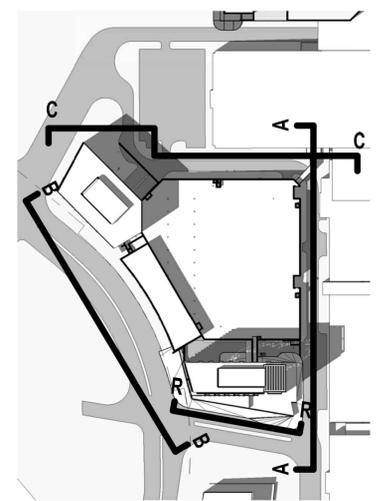
PHASE FOUR  
 ELEVATIONS

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

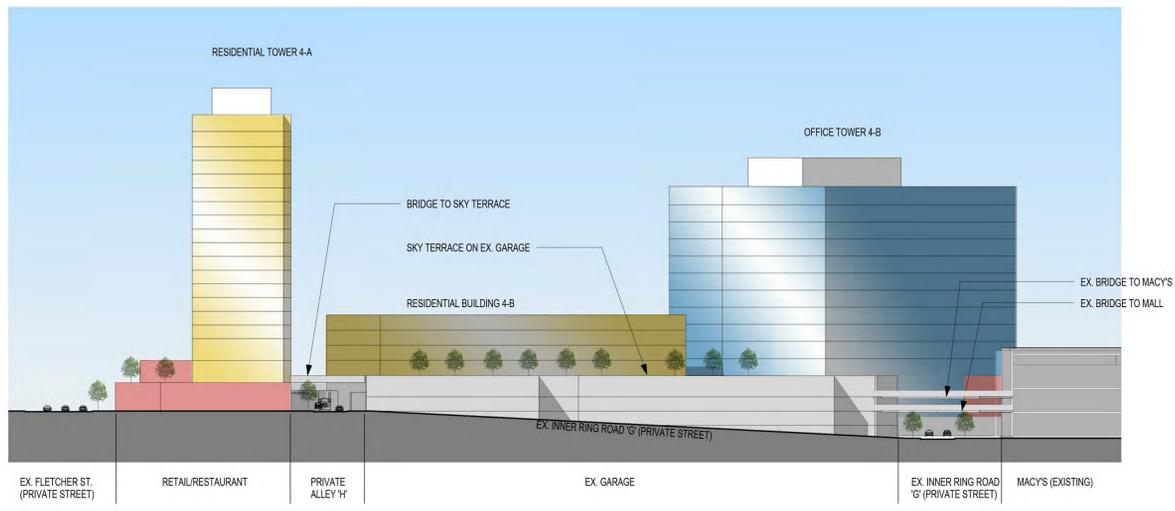
PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	
SHEET NO:	



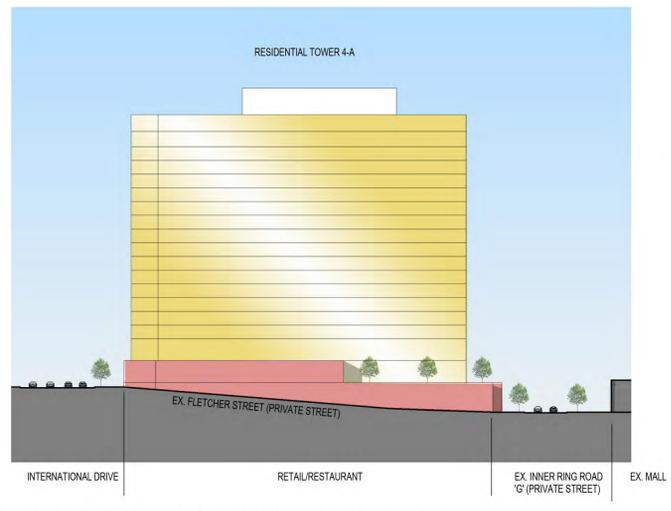
KEY REFERENCE DIAGRAM  
 Scale 1"=500'



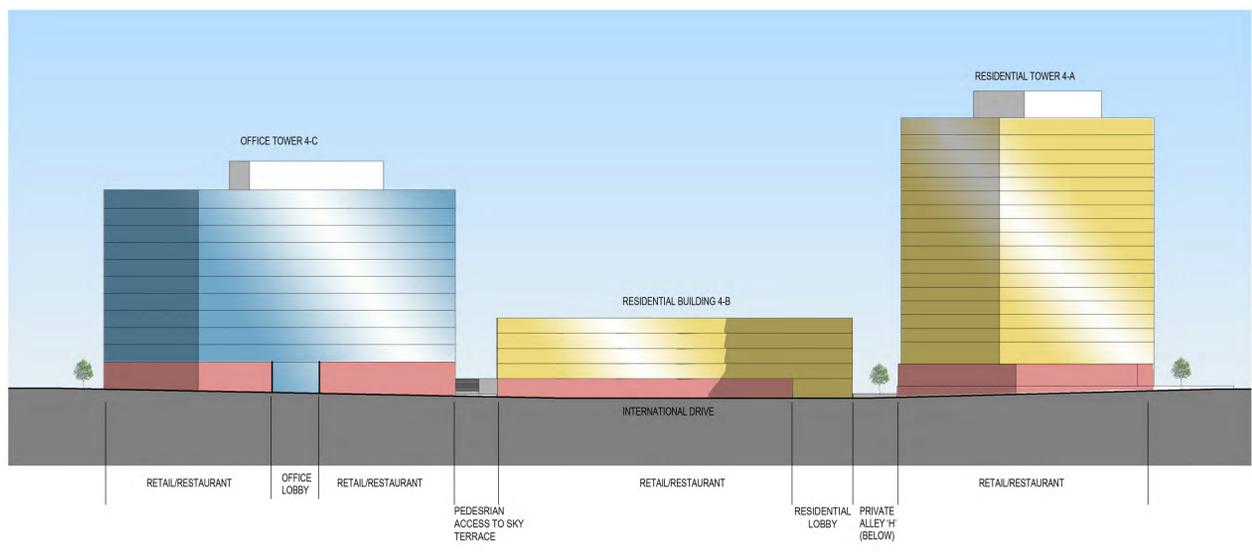
ELEVATION REFERENCE DIAGRAM  
 Scale 1"=200'



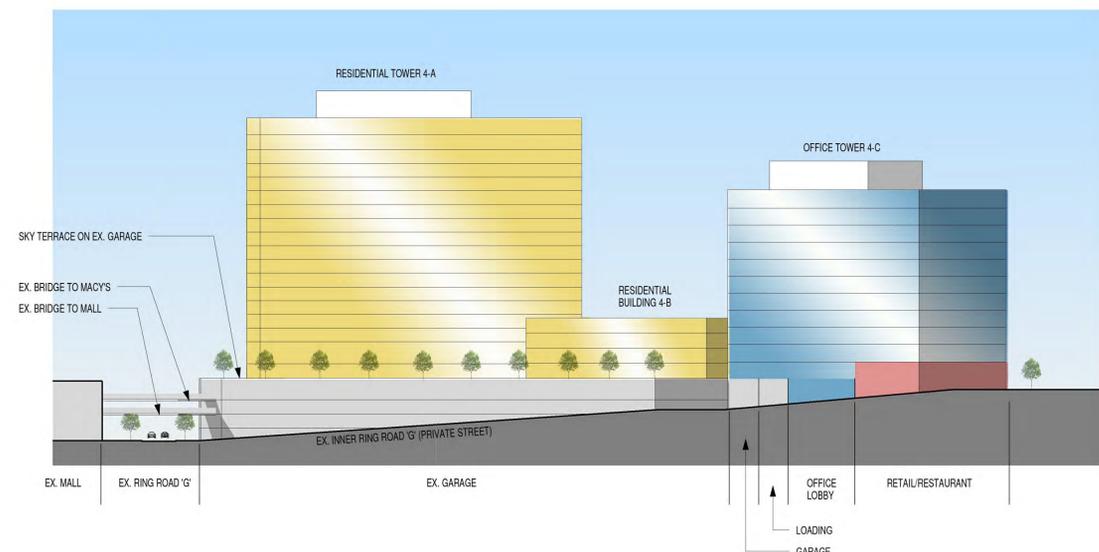
**A** PHASE 4 - EAST ELEVATION  
 1" = 60'-0"



**R** PHASE 4 - SOUTH ELEVATION  
 1" = 60'-0"

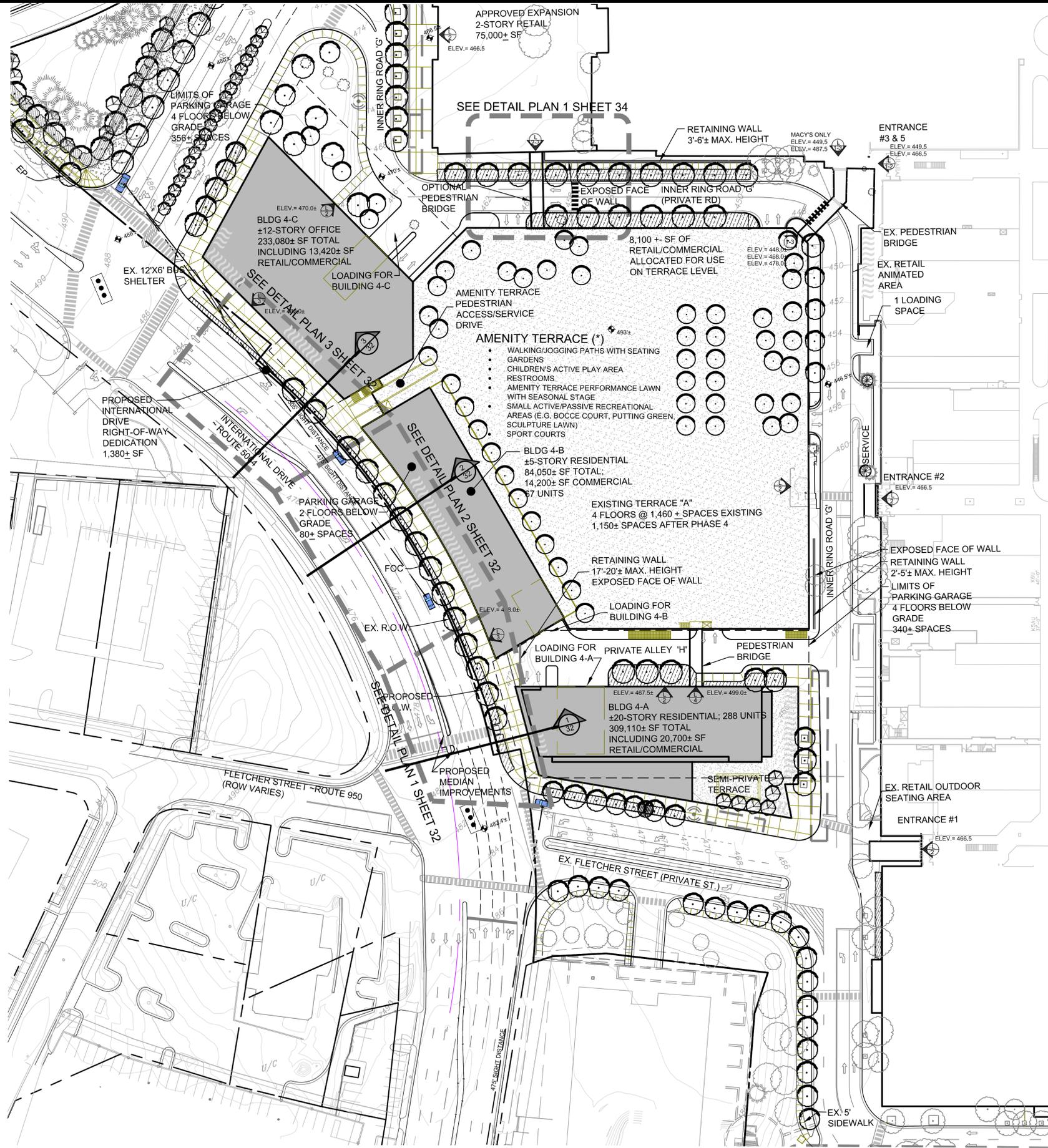


**B** PHASE 4 - WEST ELEVATION  
 1" = 60'-0"



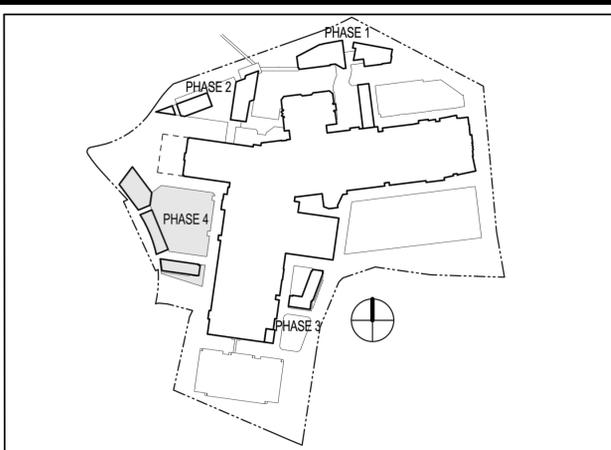
**C** PHASE 4 - NORTH ELEVATION  
 1" = 60'-0"

NOTE:  
 THESE RENDERINGS TO  
 SHOW THE INTENT,  
 CHARACTER AND  
 QUALITY OF THE  
 PROPOSED  
 DEVELOPMENT.



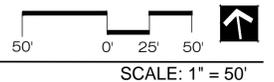
**LEGEND**

- PEDESTRIAN ENTRANCE LOCATIONS
- 461' PROPOSED SPOT ELEVATION (APPROXIMATE)
- PROPOSED BUILDING
- PARKING STRUCTURE AND EXISTING BUILDING
- PROPOSED ELEVATED PLAZA
- SIDEWALK AT STREET LEVEL
- TRAIL AT STREET LEVEL
- CROSS WALK LOCATIONS
- PROPOSED UNDERGROUND SWM/BMP DETENTION FACILITY (APPROXIMATE SIZE AND LOCATION)
- PROPOSED UNDERGROUND CISTERN (APPROXIMATE SIZE AND LOCATION)
- PROPOSED FILTERRA
- EXISTING FILTERRA
- ANIMATED FACADE AREAS
- PUBLIC ART INSTALLATION (LOCATION MAY VARY)
- EXISTING VEGETATION TO BE PRESERVED
- CATEGORY IV TREE
- CATEGORY III TREE
- CATEGORY II TREE
- PROPOSED SHRUBS / GROUND COVER
- SECTION LABEL



- NOTES:**
- ALL TREE SPECIES IN PHASES 3 AND 4 SHALL BE FROM THE PUBLIC FACILITIES MANUAL TABLE 12.17 "TREE SELECTION AND CANOPY COVER GUIDE".
  - TREES ALONG INTERNATIONAL DR. AND ROUTE 7 SHALL BE 4" CAL. MINIMUM, ALL OTHER TREES SHALL BE 3" CAL. MINIMUM.
  - TREES PLANTED IN THE 4' WIDE PLANTING BED ALONG INTERNATIONAL DR. ARE NOT INCLUDED IN THE 10-YEAR CANOPY COVERAGE CALCULATIONS.
  - SHADE TOLERANT LANDSCAPING SHALL BE PROVIDED IN AREAS THAT DO NOT RECEIVE PROLONGED EXPOSURE TO SUN. THE LOCATION AND QUANTITY OF SHADE TOLERANT SPECIES WILL BE SELECTED AT SITE PLAN SUBMISSION(S).

(\*) THE AMENITY TERRACE SHALL INCLUDE SUCH PASSIVE AND ACTIVE RECREATIONAL ELEMENTS AS ARE LISTED ABOVE, BUT THE APPLICANT RESERVES THE RIGHT TO SELECT SOME BUT NOT ALL OF THE COMPONENTS LISTED, OR TO ADD NEW COMPONENTS, SO LONG AS BOTH PASSIVE AND ACTIVE RECREATIONAL ELEMENTS ARE PROVIDED AND THE OVERALL QUALITY AND CHARACTER OF THE AMENITY TERRACE IS IN SUBSTANTIAL CONFORMANCE WITH THE CDPA/FDPA. A MINIMUM OF TWO SPORT COURTS WILL BE PROVIDED.



**PHASE FOUR:**  
PLAZA LEVEL LANDSCAPE PLAN

SEAL:  
JEFFREY T. LOHR  
Lic. No. 020022  
06/05/2015  
PROFESSIONAL ENGINEER

**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1221  
www.stantec.com  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

**PHASE FOUR**  
LANDSCAPE PLAN

**TYSONS CORNER CENTER**  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



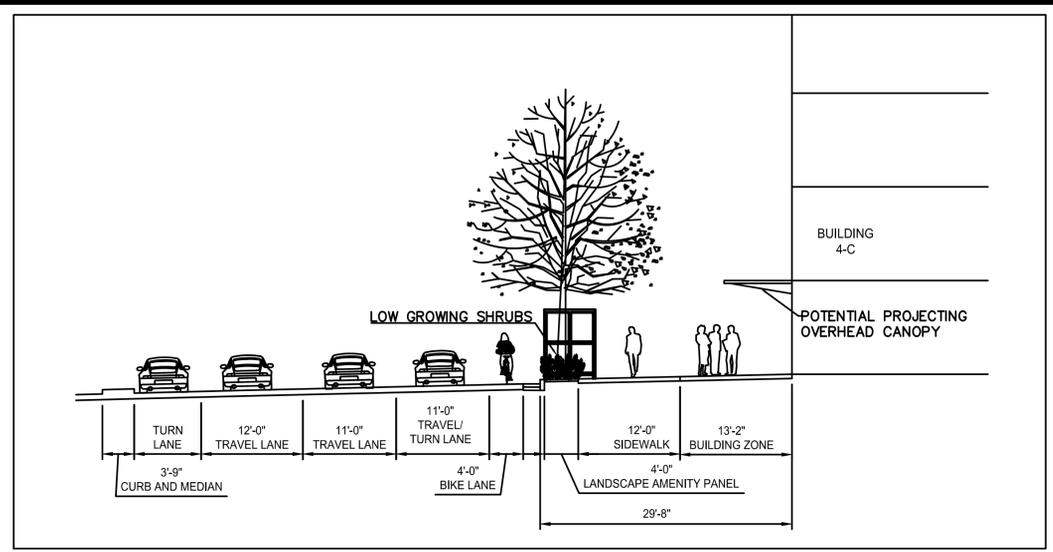
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

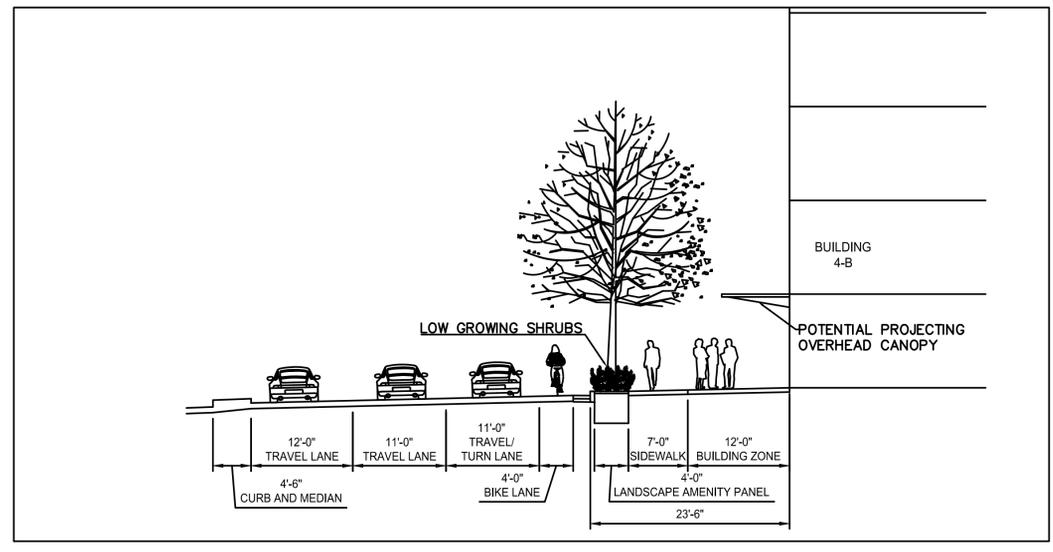
PHASE FOUR  
 STREETScape PLAN  
 AND SECTION

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

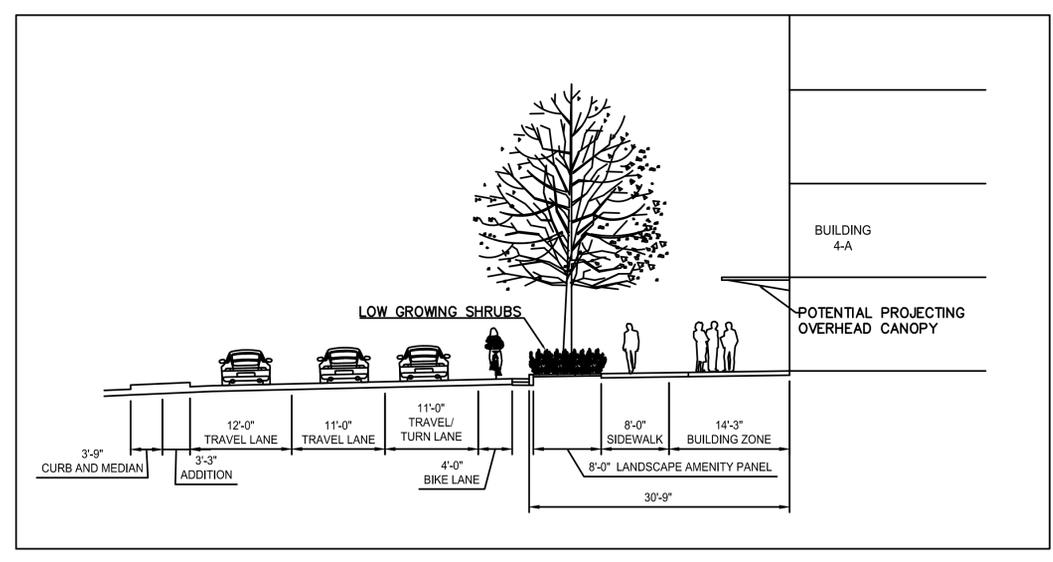
PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	CHECKED: JL
SHEET NO:	



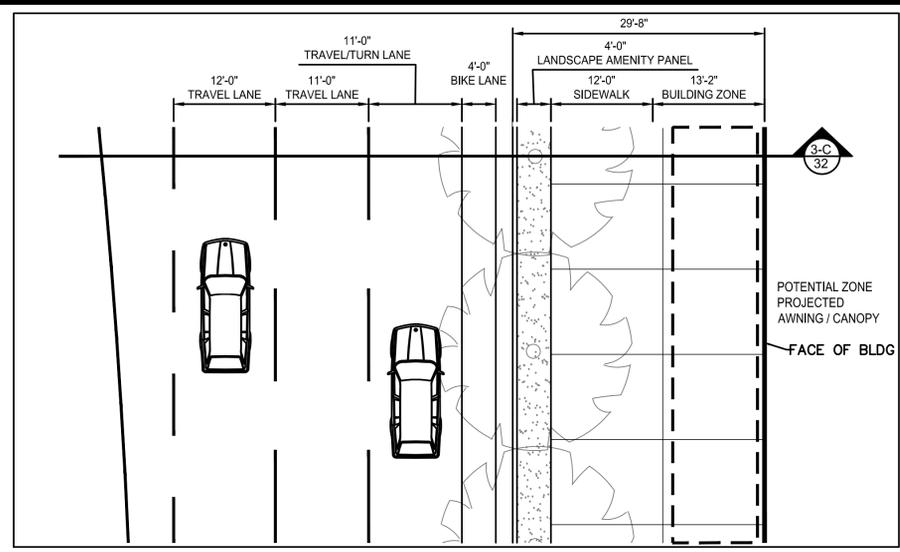
3-C PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape SECTION N.T.S.



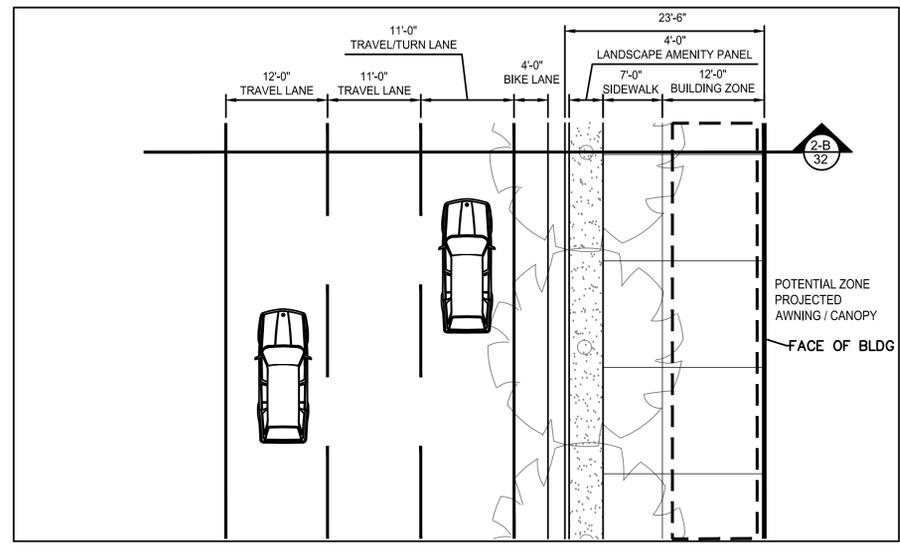
2-B PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape SECTION N.T.S.



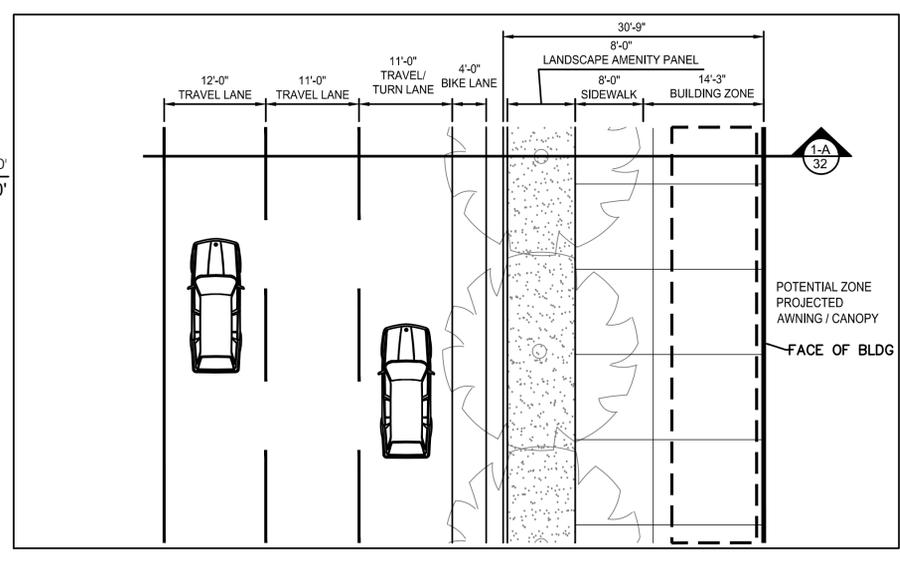
1-A PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape SECTION N.T.S.



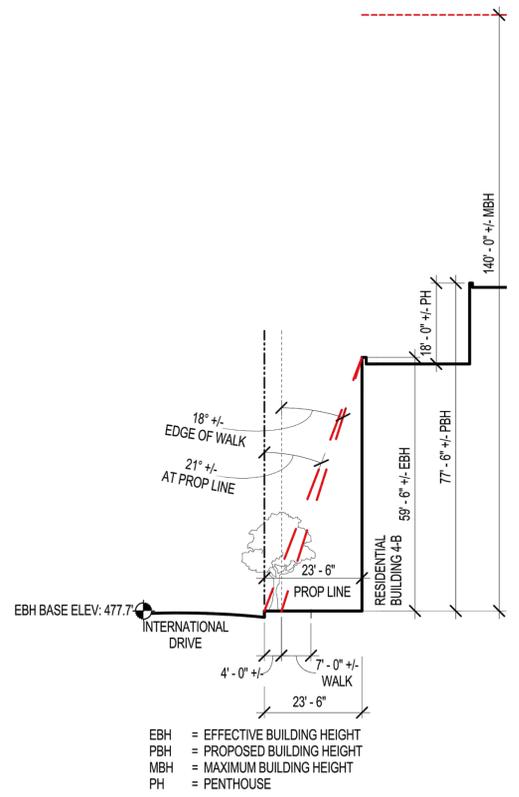
3 PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape PLAN



2 PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape PLAN

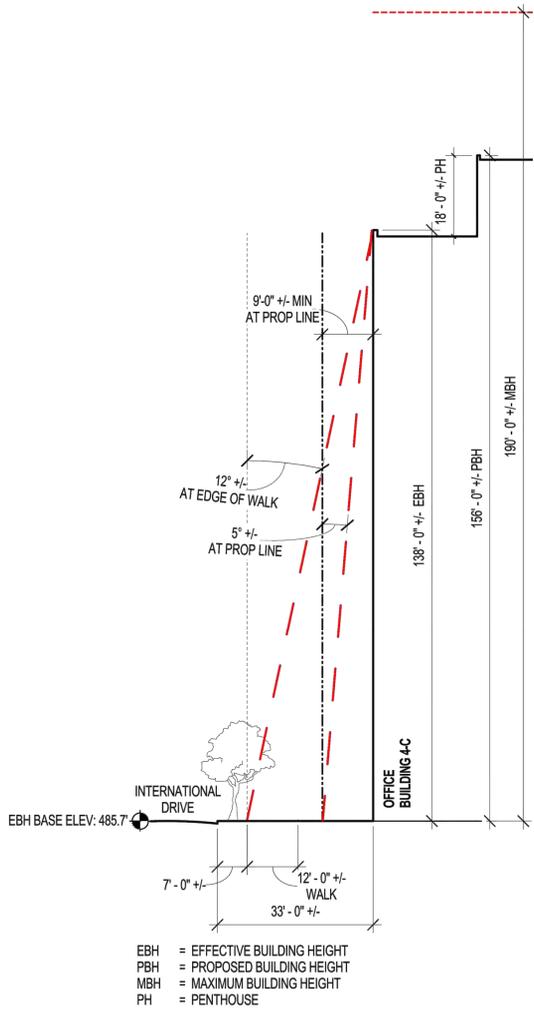


1 PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape PLAN N.T.S.



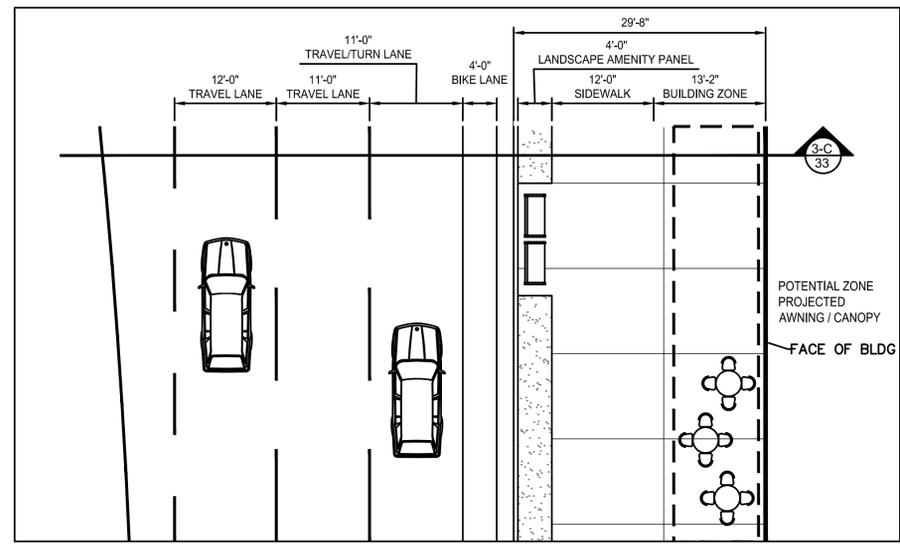
ABP 4-2 PHASE FOUR:  
 ANGLE OF BULK PLANE BUILDING 4-B  
 SEE PHASE FOUR PLAN FOR LOCATION  
 SCALE: 1" = 20'

- NOTES:
1. THESE RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. THERE IS NOT AN ANGLE OF BULK PLANE REQUIREMENT FOR THE PDC DISTRICT. ABOVE IS A GRAPHIC DEPICTING THE ANGLES OF BULK PLANE FOR BUILDING 4-B, TO BE USED FOR INFORMATIONAL PURPOSES ONLY. THE CONVENTIONAL ZONING DISTRICT THAT MOST CLOSELY CHARACTERIZES THIS DEVELOPMENT IS A C-4 HIGH INTENSITY OFFICE DISTRICT.
  3. ALL STRUCTURES WITHIN 4' OF THE FACE OF CURB WILL REQUIRE VDOT APPROVAL.

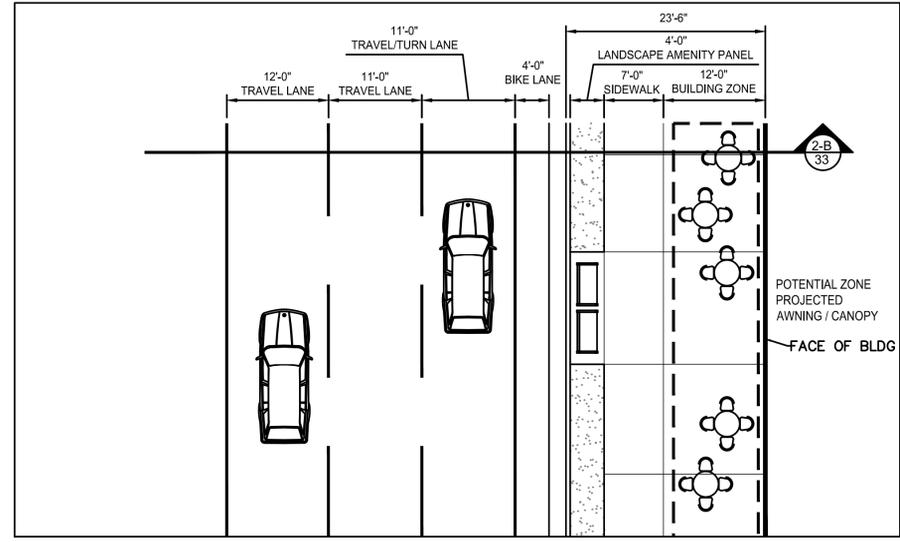


**ABP** PHASE FOUR:  
**4-3** ANGLE OF BULK PLANE BUILDING 4-C  
 SEE PHASE FOUR PLAN FOR LOCATION  
 SCALE: 1" = 20'

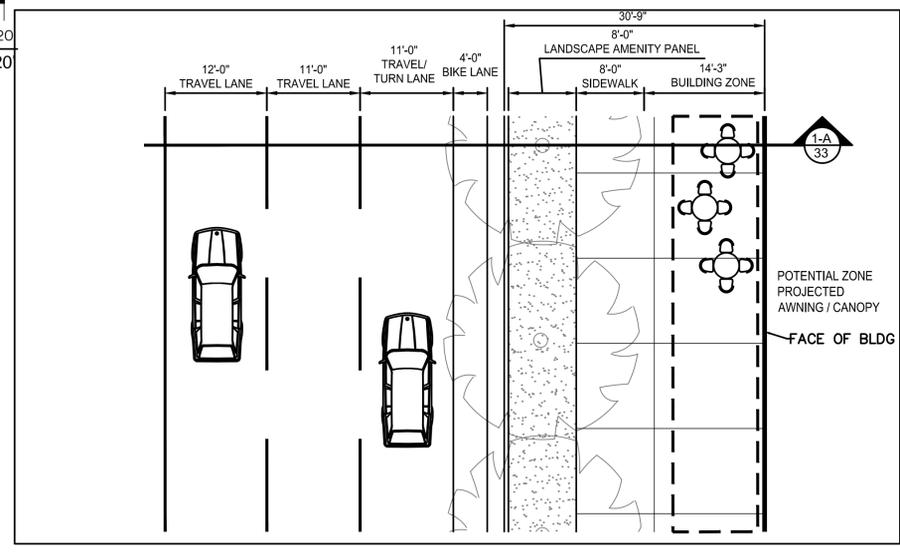
- NOTES:
1. THESE RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
  2. THERE IS NOT AN ANGLE OF BULK PLANE REQUIREMENT FOR THE PDC DISTRICT. ABOVE IS A GRAPHIC DEPICTING THE ANGLES OF BULK PLANE FOR BUILDING 4C, TO BE USED FOR INFORMATIONAL PURPOSES ONLY. THE CONVENTIONAL ZONING DISTRICT THAT MOST CLOSELY CHARACTERIZES THIS DEVELOPMENT IS A C-4 HIGH INTENSITY OFFICE DISTRICT.
  3. ALL STRUCTURES WITHIN 4' OF THE FACE OF CURB WILL REQUIRE VDOT APPROVAL.



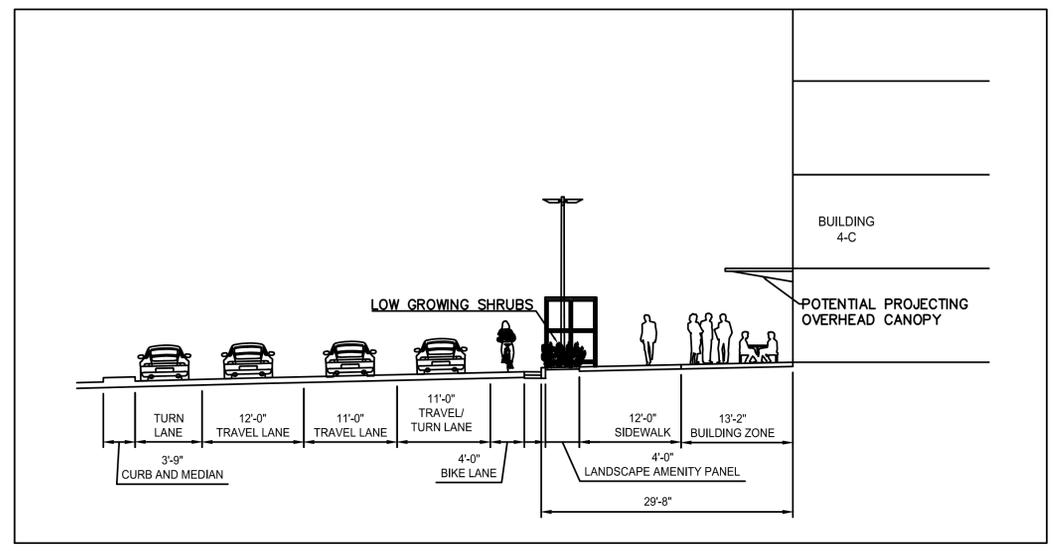
**3** PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape PLAN - ALTERNATE N.T.S.



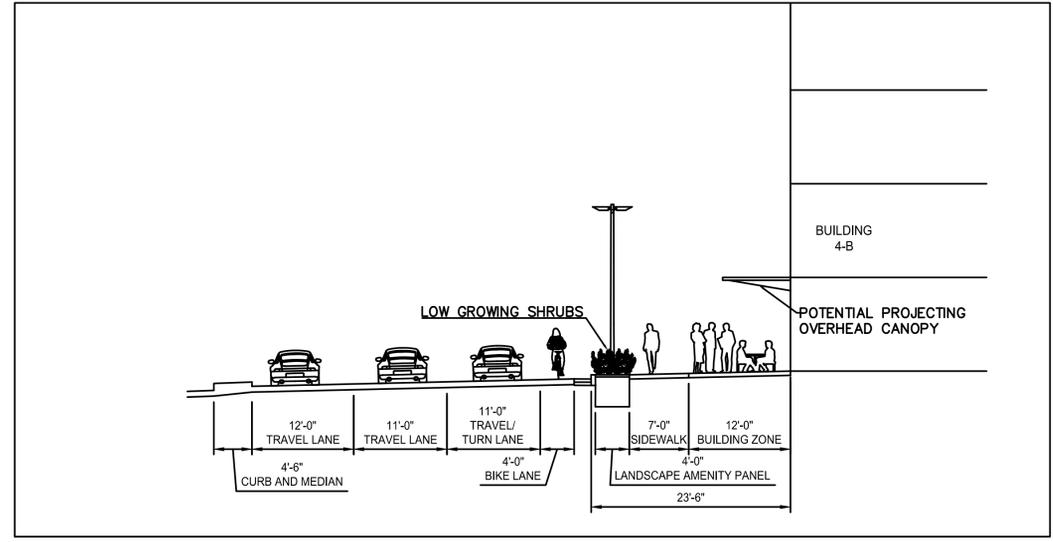
**2** PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape PLAN - ALTERNATE N.T.S.



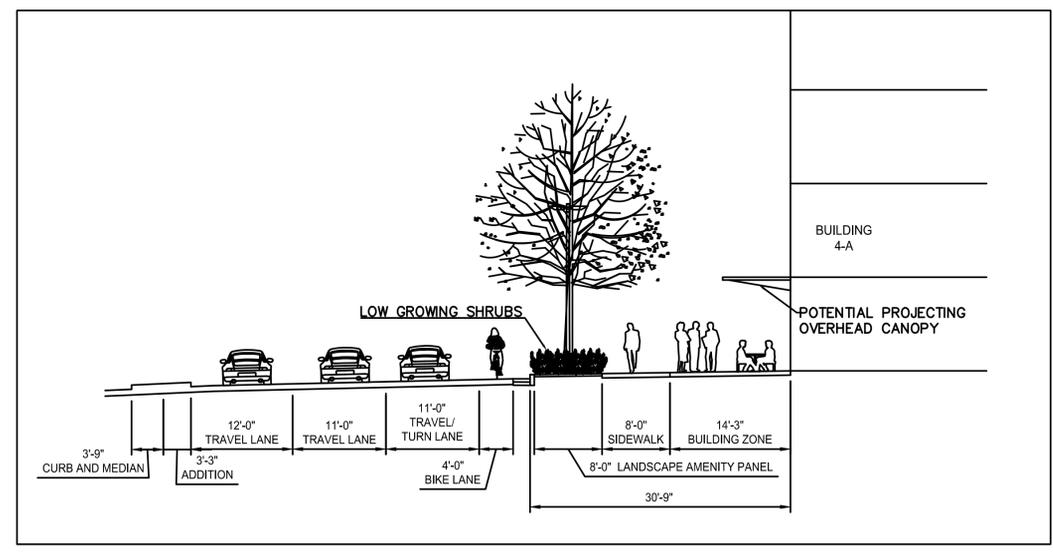
**1** PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape PLAN - ALTERNATE N.T.S.



**3-C** PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape SECTION - ALTERNATE N.T.S.



**2-B** PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape SECTION - ALTERNATE N.T.S.



**1-A** PHASE FOUR:  
 INTERNATIONAL DRIVE STREETScape SECTION - ALTERNATE N.T.S.

SEAL:  
 PROFESSIONAL ENGINEER  
 JEFFREY T. LOHR  
 Lic. No. 020022  
 06/05/2015

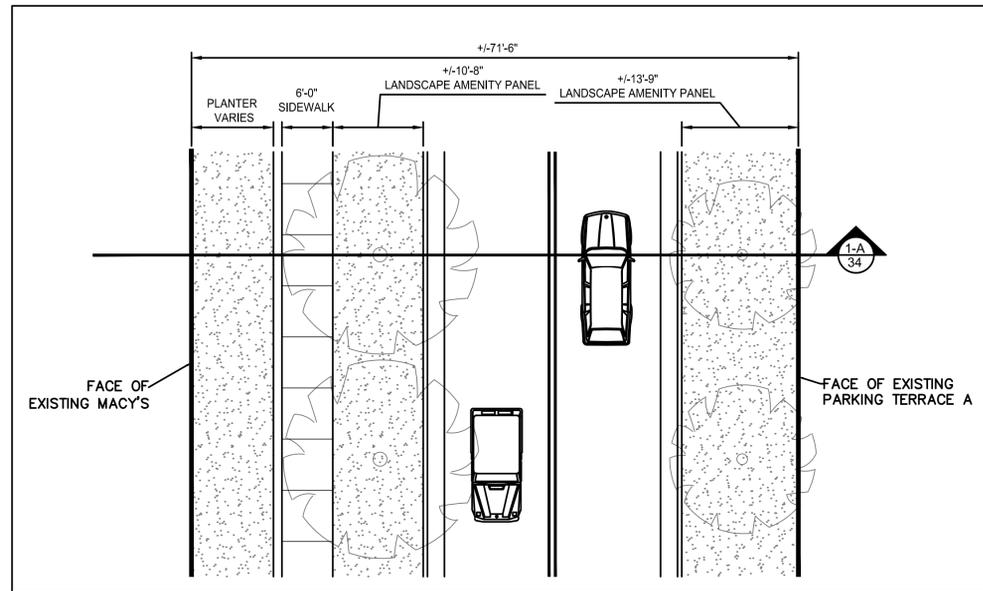
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

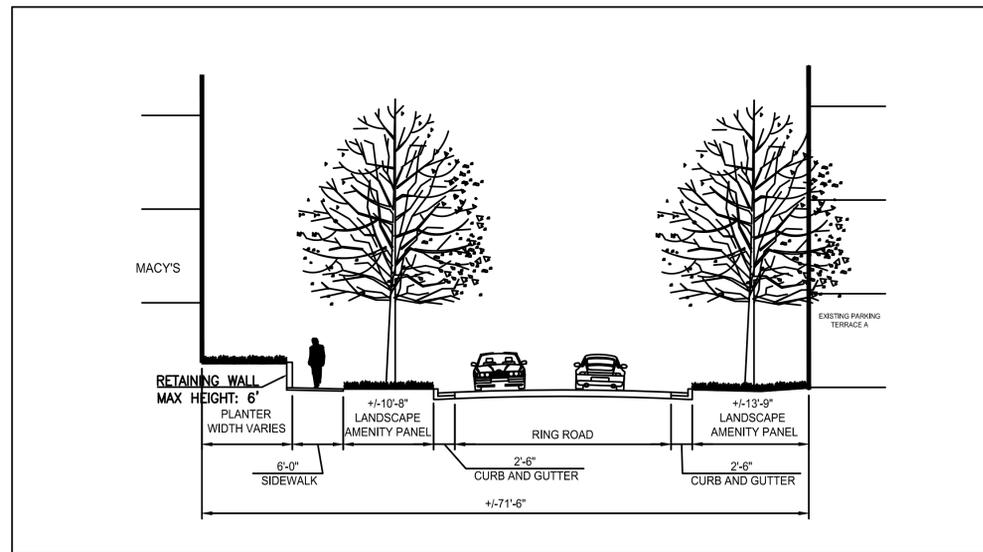
PHASE FOUR ALTERNATE  
 STREETScape PLAN AND  
 SECTIONS

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDP/ADPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

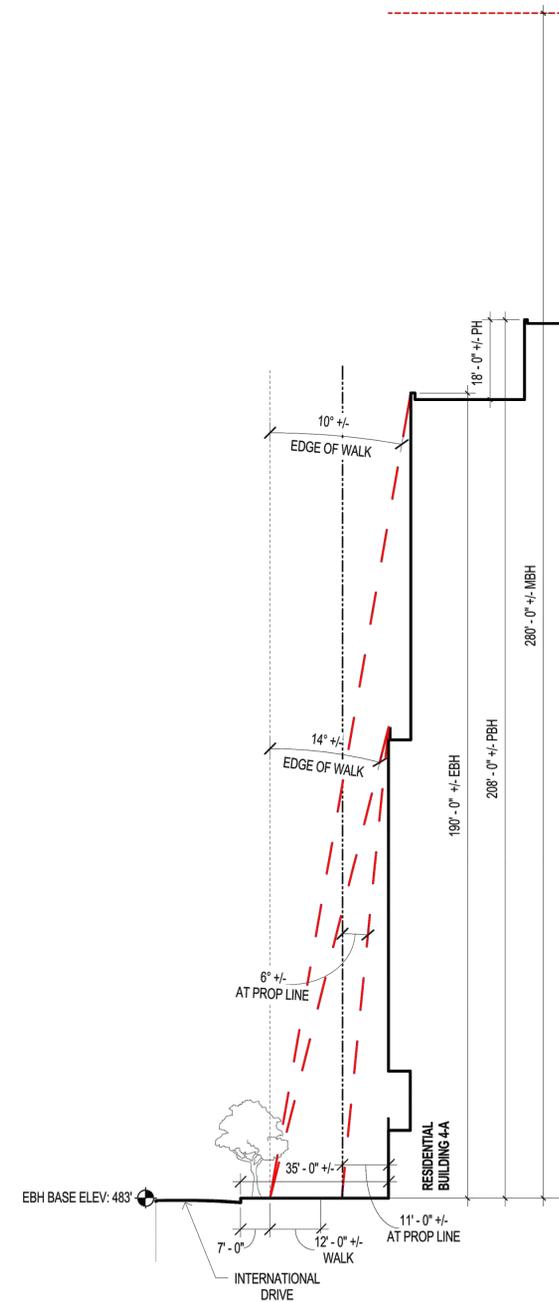
PLAN NO:  
 CDP/ADPA  
 2004-PR-044  
 DATE:  
 06/05/15  
 DESIGN: JO  
 DRAWN: AH  
 CHECKED: JL  
 PROJECT NO:  
 2029041817  
 SCALE:  
 1" = 50'  
 SURVEY:  
 STANTEC



1 PHASE FOUR:  
RING ROAD STREETScape PLAN N.T.S.



1-A PHASE FOUR:  
RING ROAD STREETScape SECTION N.T.S.



EBH = EFFECTIVE BUILDING HEIGHT  
PBH = PROPOSED BUILDING HEIGHT  
MBH = MAXIMUM BUILDING HEIGHT  
PH = PENTHOUSE

ABP 4-1 PHASE FOUR:  
ANGLE OF BULK PLANE AT BUILDING 4-A  
SEE PHASE FOUR PLAN FOR LOCATION  
SCALE: 1" = 20'

NOTES:

1. THESE RENDERINGS SHOW THE INTENT, CHARACTER AND QUALITY OF THE PROPOSED DEVELOPMENT.
2. THERE IS NOT AN ANGLE OF BULK PLANE REQUIREMENT FOR THE PDC DISTRICT. ABOVE IS A GRAPHIC DEPICTING THE ANGLES OF BULK PLANE FOR BUILDING 4-A, TO BE USED FOR INFORMATIONAL PURPOSES ONLY. THE CONVENTIONAL ZONING DISTRICT THAT MOST CLOSELY CHARACTERIZES THIS DEVELOPMENT IS A C-4 HIGH INTENSITY OFFICE DISTRICT.
3. ALL STRUCTURES WITHIN 4' OF THE FACE OF CURB WILL REQUIRE VDOT APPROVAL.



**Stantec**

Tel. 703.243.1220  
Fax. 703.243.1221  
www.stantec.com



STANTEC  
AN ARCADIS COMPANY  
RTKL Associates, Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

PHASE FOUR  
STREETScape PLAN  
AND SECTION

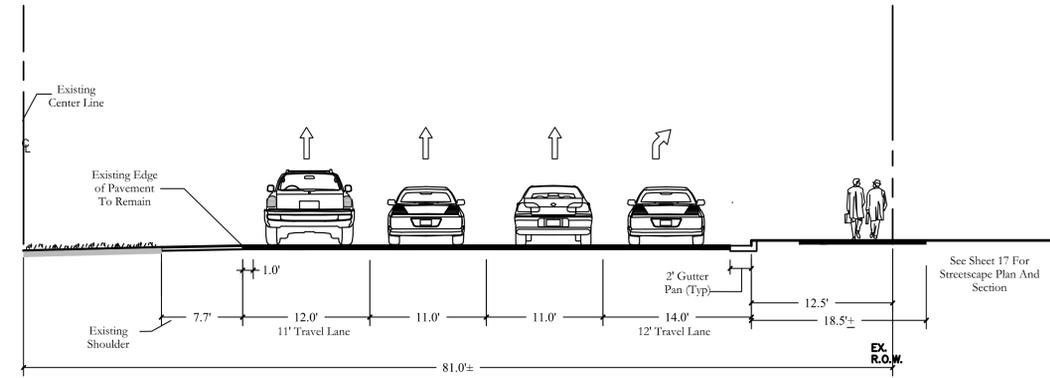
TYSONS CORNER CENTER  
PHASE 3 & 4 CDP/CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	

SHEET NO:

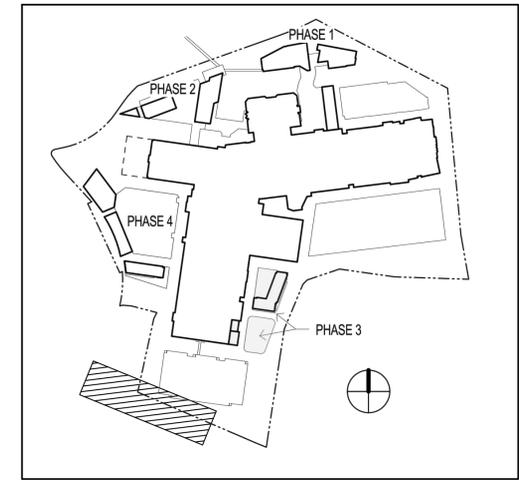
34 OF 53

NOTES:  
 1. THIS SHEET SHALL BE USED FOR TRANSPORTATION IMPROVEMENTS ONLY.

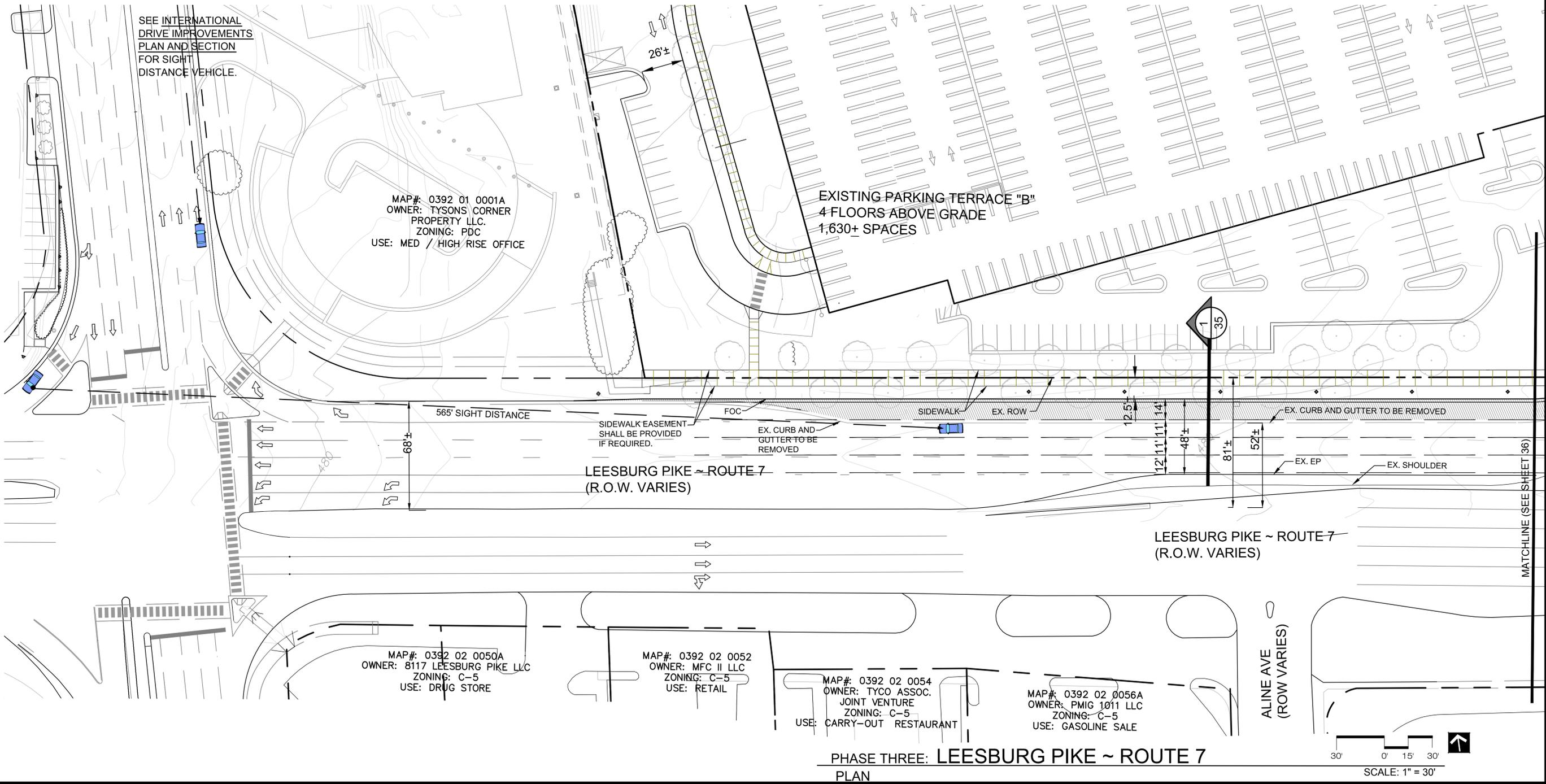


1 LEESBURG PIKE ~ ROUTE 7: WESTBOUND  
 PROPOSED TYPICAL SECTION

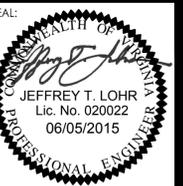
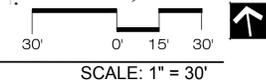
SCALE: 1" = 8'-0"



KEY REFERENCE DIAGRAM  
 Scale 1"=500'



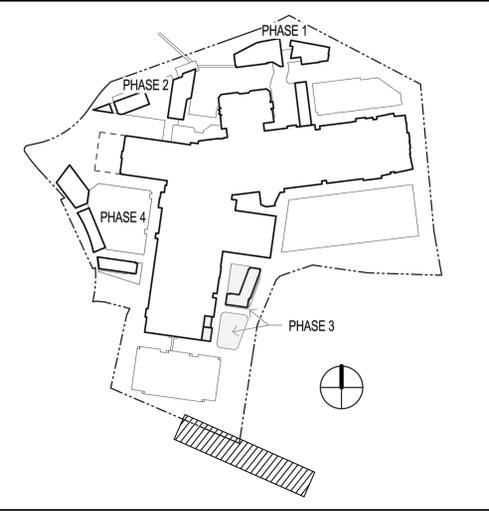
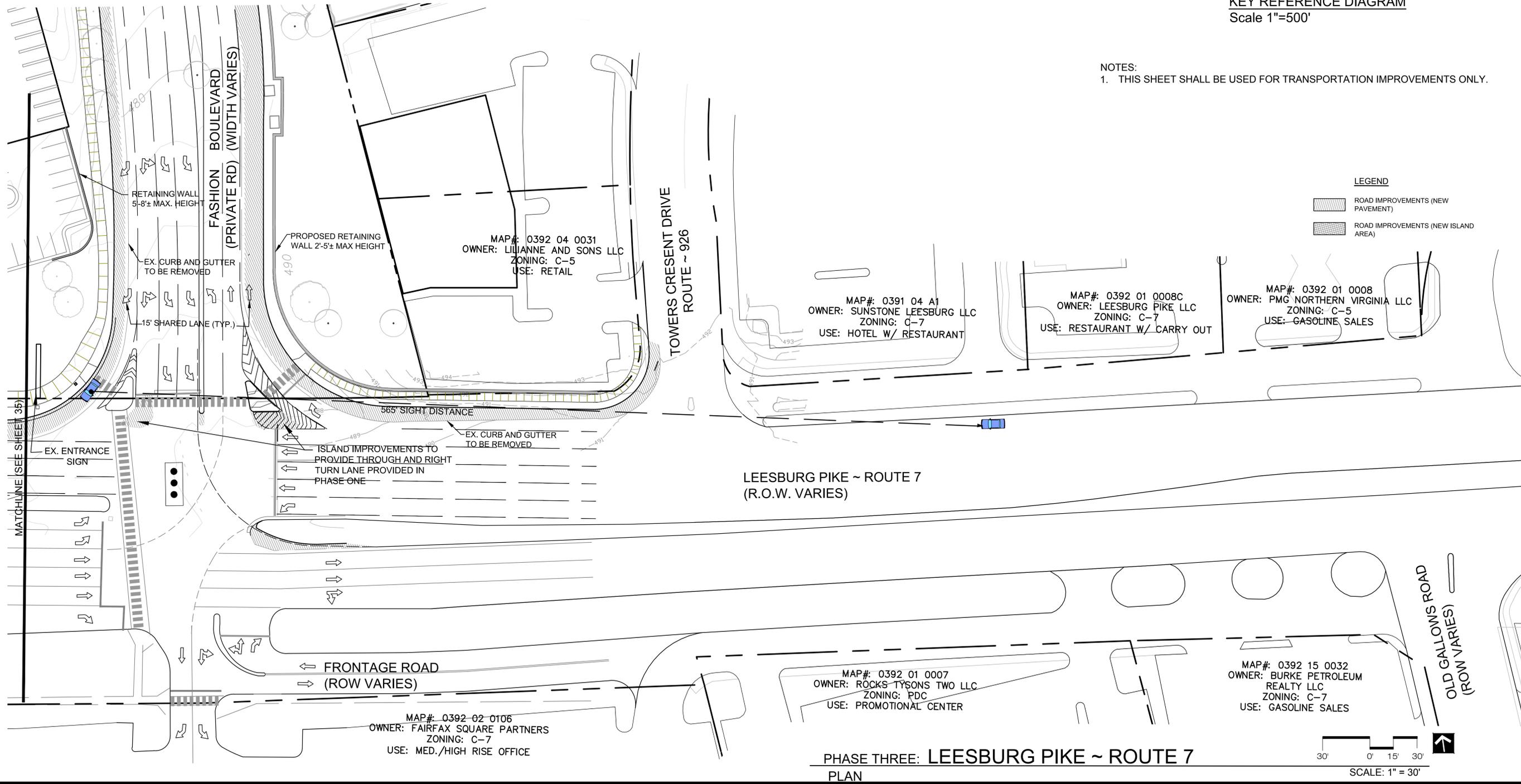
PHASE THREE: LEESBURG PIKE ~ ROUTE 7  
 PLAN



LEESBURG  
 PIKE ROAD  
 IMPROVEMENTS  
 PLAN AND SECTION

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE:
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



**KEY REFERENCE DIAGRAM**  
Scale 1"=500'

NOTES:  
1. THIS SHEET SHALL BE USED FOR TRANSPORTATION IMPROVEMENTS ONLY.

**LEGEND**

- ROAD IMPROVEMENTS (NEW PAVEMENT)
- ROAD IMPROVEMENTS (NEW ISLAND AREA)

SEAL:  
  
 JEFFREY T. LOHR  
 Lic. No. 020022  
 06/05/2015  
 PROFESSIONAL ENGINEER

**Stantec**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202 833 4400  
 Tel: 703 263 1220  
 Fax: 703 263 1221  
 www.stantec.com

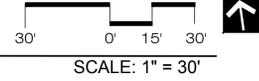
**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202 833 4400

**LEESBURG PIKE ROAD IMPROVEMENTS PLAN AND SECTION**

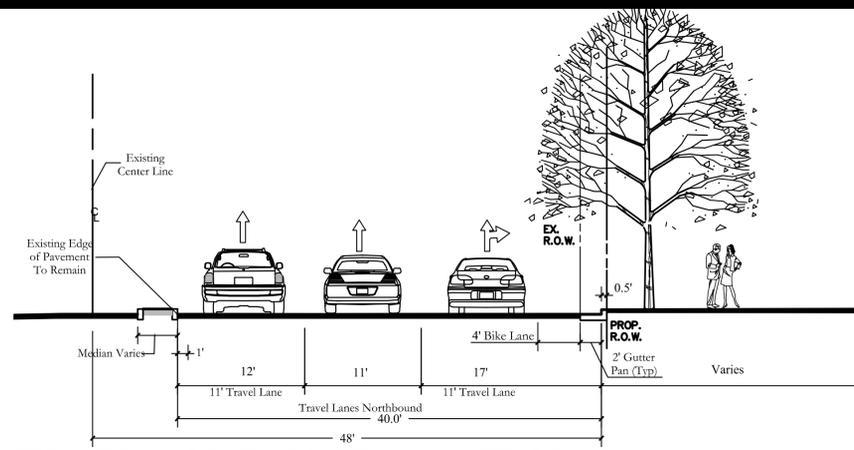
**TYSONS CORNER CENTER PHASE 3 & 4 CDDPA/FDPA**  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE:
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	
SHEET NO:	

**PHASE THREE: LEESBURG PIKE ~ ROUTE 7**  
PLAN

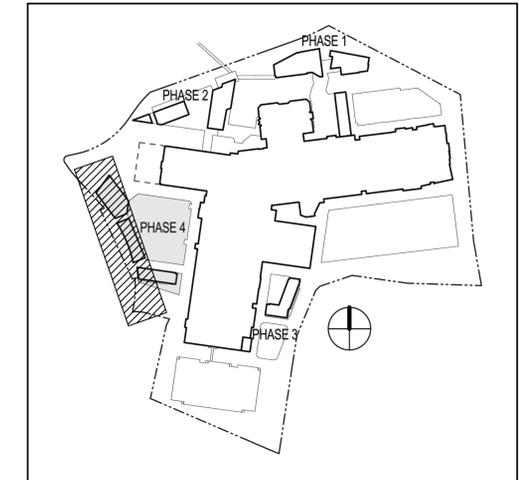


- NOTES:
1. THIS SHEET SHALL BE USED FOR TRANSPORTATION IMPROVEMENTS ONLY.
  2. SEE PROFFERS AND IMPROVEMENT PLANS FOR EACH PHASE FOR THE TIMING IN WHICH THESE IMPROVEMENTS WILL OCCUR.

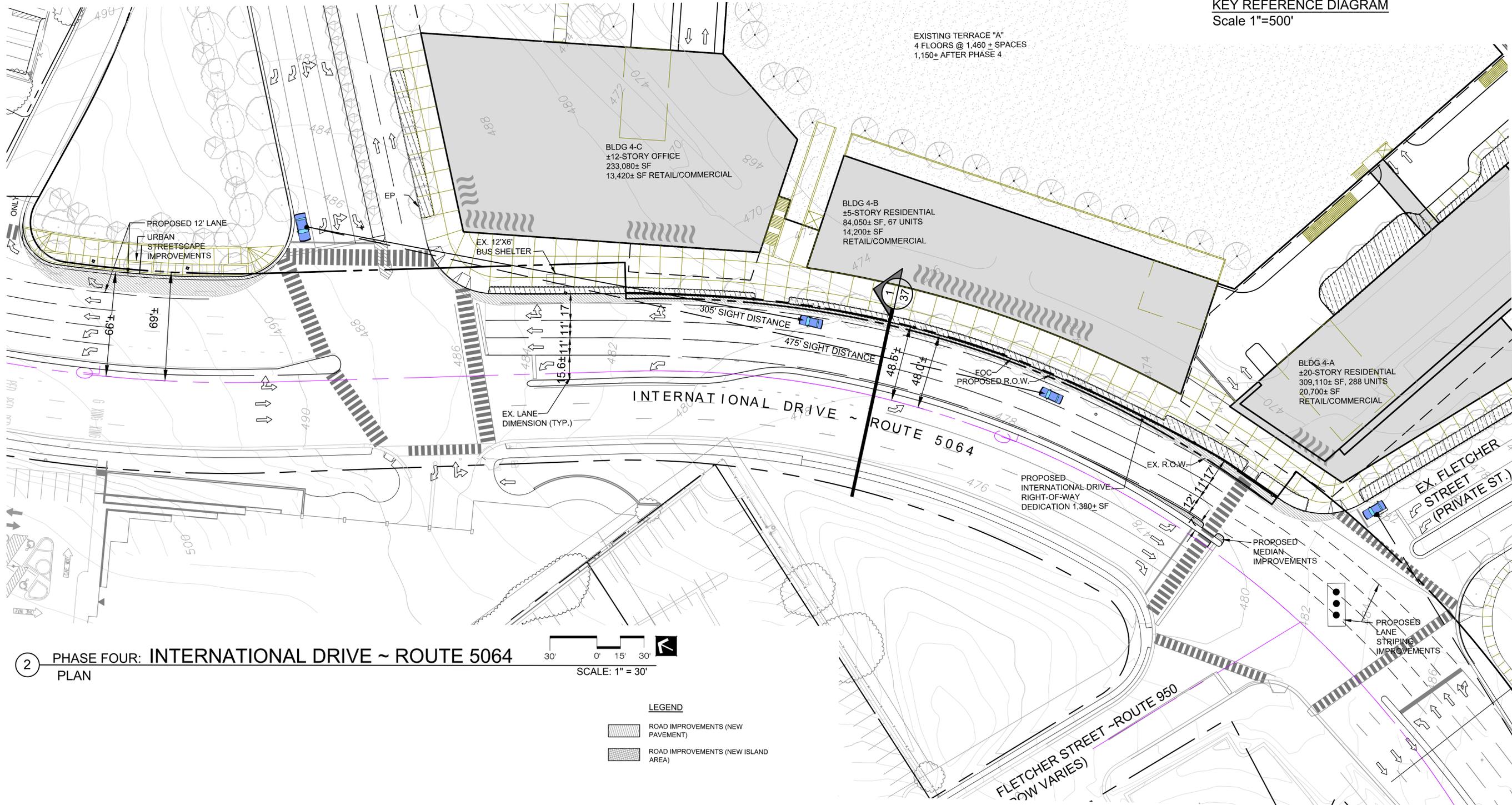


1 INTERNATIONAL DRIVE ~ ROUTE 5064: NORTHBOUND  
PROPOSED TYPICAL SECTION

SCALE: 1" = 8'-0"



KEY REFERENCE DIAGRAM  
Scale 1"=500'



2 PHASE FOUR: INTERNATIONAL DRIVE ~ ROUTE 5064  
PLAN

SCALE: 1" = 30'

- LEGEND
- ROAD IMPROVEMENTS (NEW PAVEMENT)
  - ROAD IMPROVEMENTS (NEW ISLAND AREA)

SEAL:  
JEFFREY T. LOHR  
Lic. No. 020022  
06/05/2015  
PROFESSIONAL ENGINEER

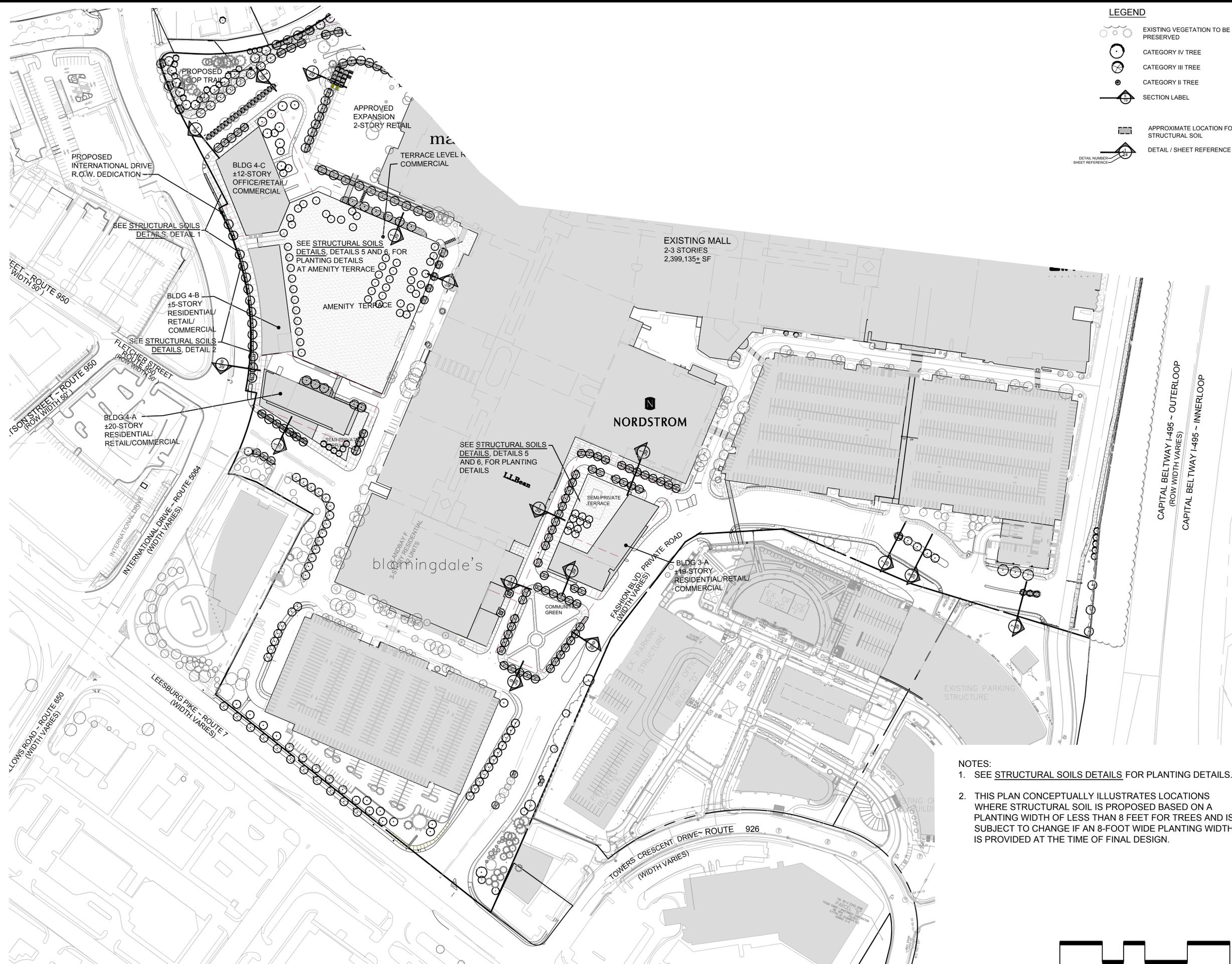
**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1221  
www.stantec.com  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

INTERNATIONAL  
DRIVE  
IMPROVEMENTS  
PLAN AND SECTION

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE:
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	
SHEET NO:	



**LEGEND**

- EXISTING VEGETATION TO BE PRESERVED
- CATEGORY IV TREE
- CATEGORY III TREE
- CATEGORY II TREE
- SECTION LABEL
- APPROXIMATE LOCATION FOR STRUCTURAL SOIL
- DETAIL / SHEET REFERENCE

SEAL:  
  
 JEFFREY T. LOHR  
 Lic. No. 020022  
 06/05/2015  
 PROFESSIONAL ENGINEER

**Stantec**  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151  
 Tel: 703.243.1220  
 Fax: 703.243.1721  
 www.stantec.com

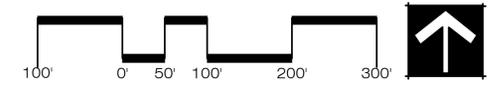
**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

**STRUCTURAL SOILS PLAN**

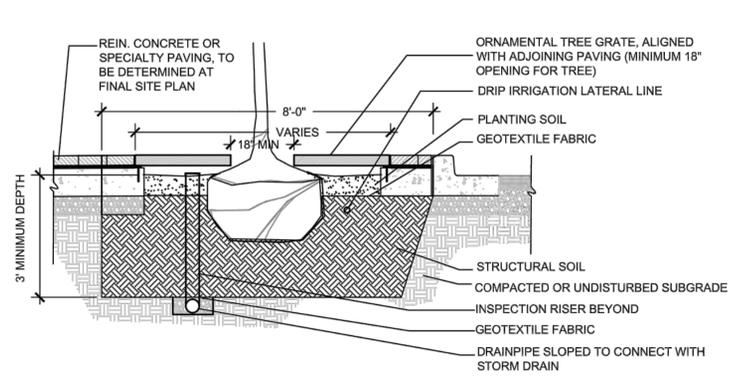
**TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA**

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 100'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	

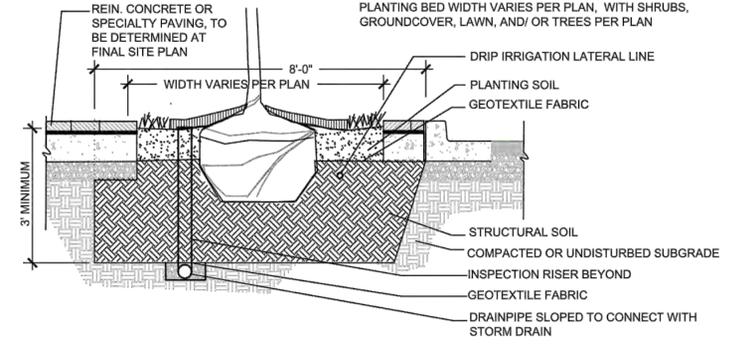
- NOTES:**
- SEE STRUCTURAL SOILS DETAILS FOR PLANTING DETAILS.
  - THIS PLAN CONCEPTUALLY ILLUSTRATES LOCATIONS WHERE STRUCTURAL SOIL IS PROPOSED BASED ON A PLANTING WIDTH OF LESS THAN 8 FEET FOR TREES AND IS SUBJECT TO CHANGE IF AN 8-FOOT WIDE PLANTING WIDTH IS PROVIDED AT THE TIME OF FINAL DESIGN.



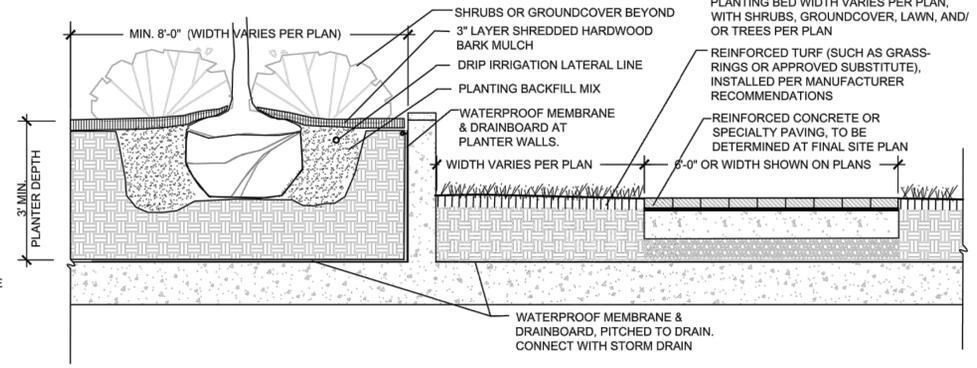
PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA



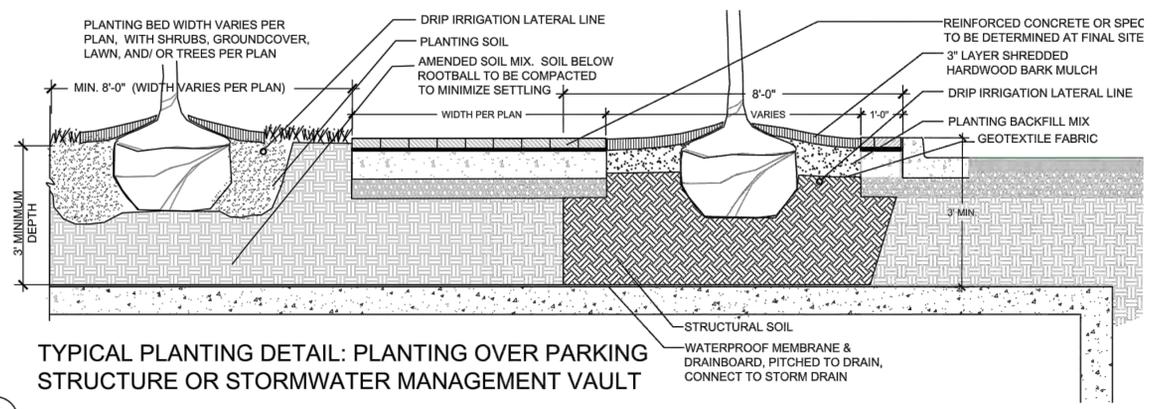
1 TYPICAL PLANTING DETAIL: TREE GRATE  
SCALE: 1/2" = 1'-0"



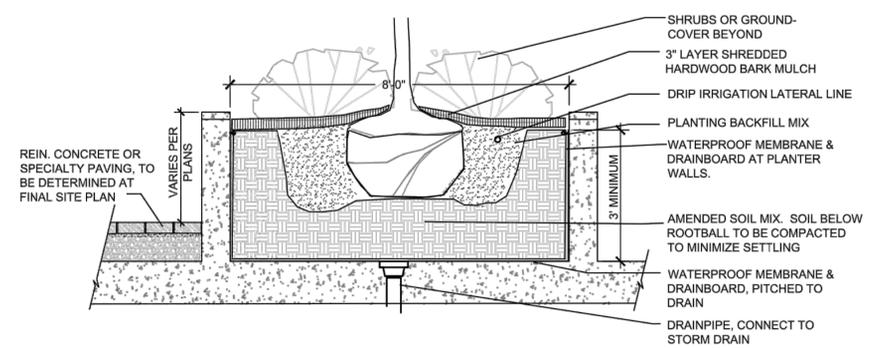
2 TYPICAL PLANTING DETAIL: PLANTING STRIP  
NARROWER THAN 8' WIDTH  
SCALE: 1/2" = 1'-0"



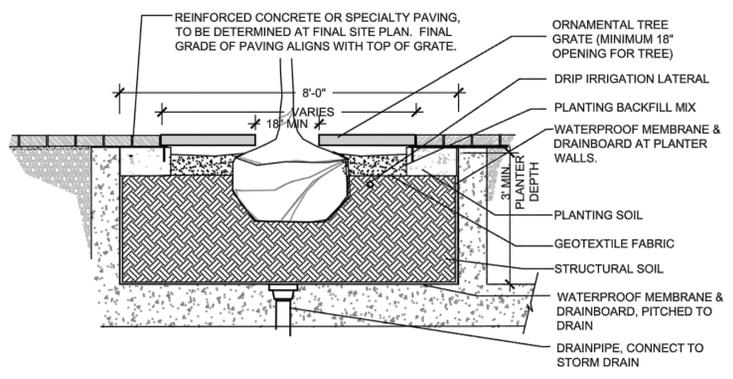
3 TYPICAL PLANTING DETAIL:  
PLANTING OVER PARKING STRUCTURE  
SCALE: 1/2" = 1'-0"



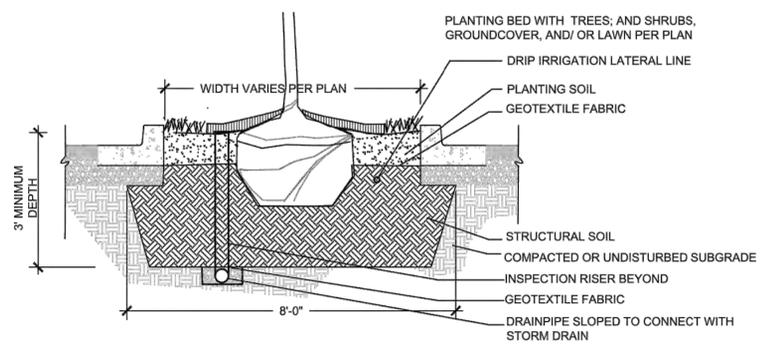
4 TYPICAL PLANTING DETAIL: PLANTING OVER PARKING  
STRUCTURE OR STORMWATER MANAGEMENT VAULT  
SCALE: 1/2" = 1'-0"



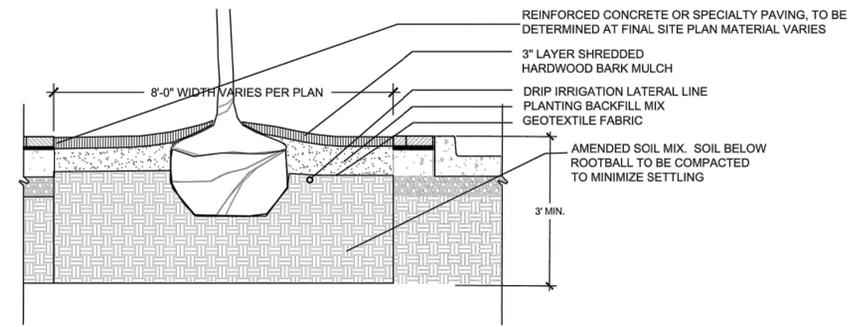
5 TYPICAL PLANTING DETAIL:  
RAISED DECK PLANTER  
SCALE: 1/2" = 1'-0"



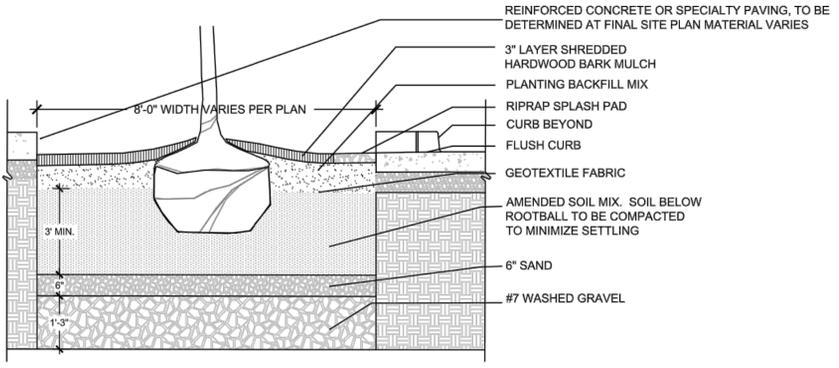
6 TYPICAL PLANTING DETAIL:  
FLUSH DECK PLANTER WITH TREE GRATE  
SCALE: 1/2" = 1'-0"



7 TYPICAL PLANTING DETAIL:  
MEDIANS LESS THAN 8 FT. WIDTH  
SCALE: 1/2" = 1'-0"



8 TYPICAL PLANTING DETAIL:  
STRUCTURAL SOIL  
SCALE: 1/2" = 1'-0"



9 TYPICAL PLANTING DETAIL:  
STORMWATER PLANTER  
SCALE: 1/2" = 1'-0"

- NOTES:  
1. SEE STRUCTURAL SOILS PLAN FOR CONCEPTUAL LOCATIONS FOR STRUCTURAL SOIL.  
2. DETAILS SHOWN ARE CONCEPTUAL AND MAY VARY BASED ON FINAL DESIGN.  
3. AS A SUBSTITUTE FOR TREE GRATES, ON-GRADE PAVERS MAY BE USED.



**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1221  
www.stantec.com  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

TREE PLANTING  
DETAILS

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	



1 LANDSCAPEFORMS HARPO BENCH OR APPROVED EQUAL  
SCALE: N.T.S.



2 LANDSCAPEFORMS STEELY CAN OR APPROVED EQUAL  
SCALE: N.T.S.



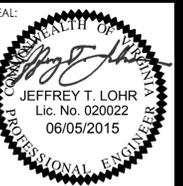
3 LANDSCAPEFORMS PARC CENTRE TABLE OR APPROVED EQUAL  
SCALE: N.T.S.



4 LANDSCAPEFORMS PARC CENTRE CHAIR OR APPROVED EQUAL  
SCALE: N.T.S.



NOTE: SITE FURNISHINGS ARE REPRESENTATIVE OF QUALITY AND DESIGN INTENT ONLY. THE APPLICANT SHALL MAKE THE FINAL SELECTION FOR EACH PHASE AT THE TIME OF THE FIRST SITE PLAN SUBMISSION FOR THAT PHASE AND MAY CHOOSE FROM THE ITEMS SHOWN OR FROM SIMILAR PRODUCTS.



**Stantec**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400  
Tel: 703.263.1220  
Fax: 703.263.1721  
www.stantec.com

**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

SITE FURNISHING  
DETAILS

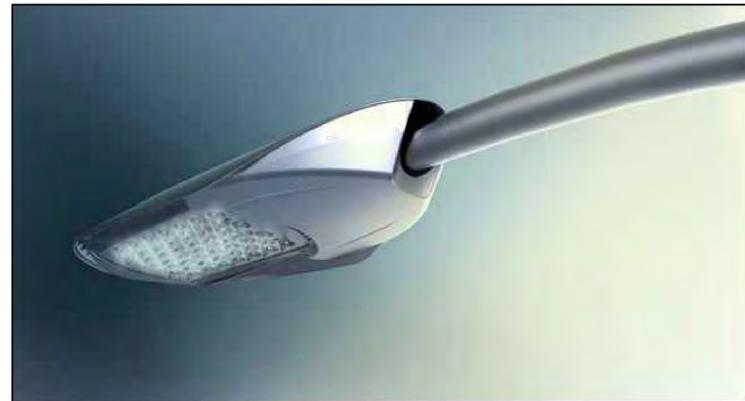
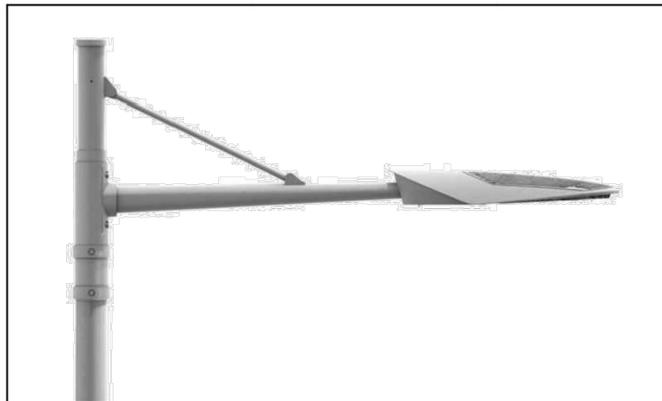
TYSONS CORNER CENTER  
PHASE 3 & 4 CDDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	
SHEET NO:	



1 LANDSCAPEFORMS - ASH URN OR APPROVED EQUAL  
SCALE: N.T.S.

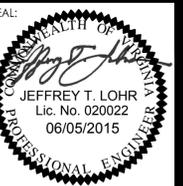
2 POULSON KIPP PEDESTRIAN LIGHTING OR APPROVED EQUAL  
SCALE: N.T.S.



3 STREET LIGHT FIXTURE - PHILIPS ROADSTAR OR APPROVED EQUAL  
SCALE: N.T.S.

3 LANDSCAPE FORMS - BOLA BIKE RACK OR APPROVED EQUAL  
SCALE: N.T.S.

NOTE: SITE FURNISHINGS ARE REPRESENTATIVE OF QUALITY AND DESIGN INTENT ONLY. THE APPLICANT SHALL MAKE THE FINAL SELECTION FOR EACH PHASE AT THE TIME OF THE FIRST SITE PLAN SUBMISSION FOR THAT PHASE AND MAY CHOOSE FROM THE ITEMS SHOWN OR FROM SIMILAR PRODUCTS.



**Stantec**  
Tel: 703.263.1220  
Fax: 703.263.1721  
www.stantec.com  
STANTEC  
4500 DALY DRIVE, SUITE 100  
CHANTILLY, VA 20151

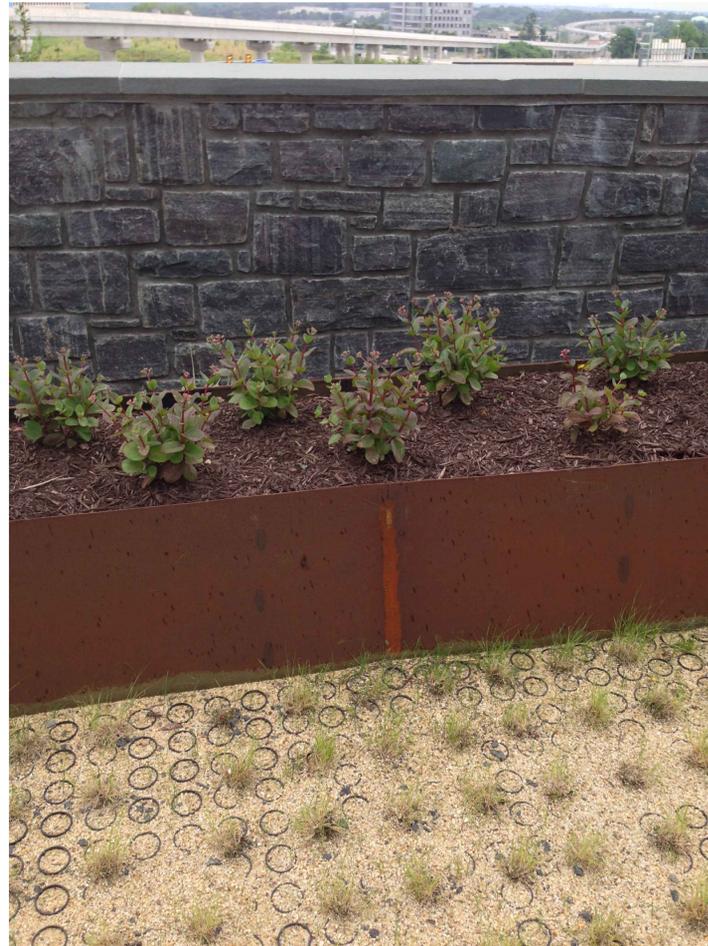
**RTKL**  
AN ARCADIS COMPANY  
RTKL Associates Inc.  
2101 L Street, NW, Suite 200  
Washington, DC 200037  
202.833.4400

SITE FURNISHING AND  
LIGHTING DETAILS

TYSONS CORNER CENTER  
PHASE 3 & 4 CDDPA/FDPA

PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: JO	SURVEY: STANTEC
DRAWN: AH	
CHECKED: JL	
SHEET NO:	



NOTE:  
 WALL RENDERINGS ARE REPRESENTATIVE OF QUALITY AND DESIGN INTENT ONLY. WALLS SHALL BE DESIGNED TO PROVIDE HIGH-QUALITY, ATTRACTIVE FACADES. THE PRIMARY MATERIAL FOR THE WALLS SHALL BE HIGH-QUALITY ARCHITECTURAL BLOCK, STONE, STONE-LIKE MATERIAL, COLORED PRE-CAST CONCRETE OR A COMPARABLE MATERIAL. THE APPLICANT SHALL MAKE THE FINAL SELECTION FOR EACH PHASE AT THE TIME OF THE FIRST SITE PLAN SUBMISSION FOR THAT PHASE AND MAY CHOOSE FROM THE ITEMS SHOWN OR FROM SIMILAR PRODUCTS.



**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1721  
 www.stantec.com  
 STANTEC  
 4500 DALY DRIVE, SUITE 100  
 CHANTILLY, VA 20151

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

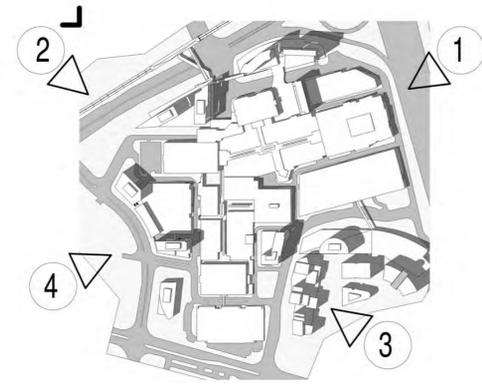
WALL RENDERINGS

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDDPA/FDPA

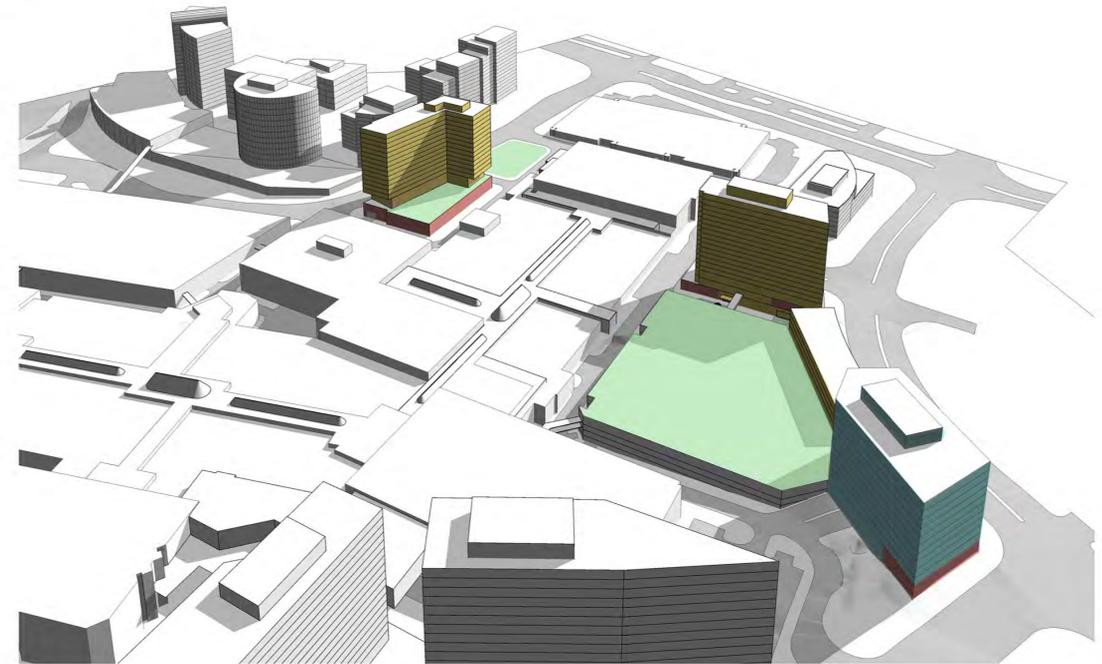
PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: AS SHOWN
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO:	

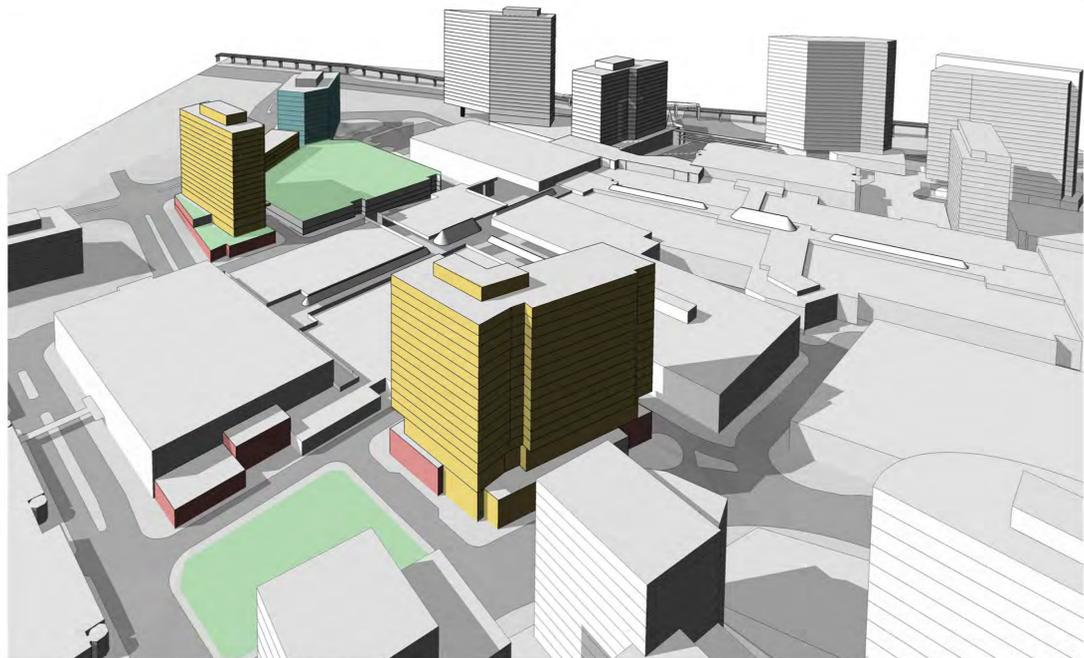
NOTE:  
 1. ARCHITECTURAL VIEWS, MASSING, MATERIALS, ETC. ARE CONCEPTUAL AND SUBJECT TO REFINEMENT AFTER FINAL DEVELOPMENT PLAN APPROVAL.  
 2. BUILDINGS ARE COLORED BY USE. SEE ELEVATIONS FOR MATERIAL PALETTE.



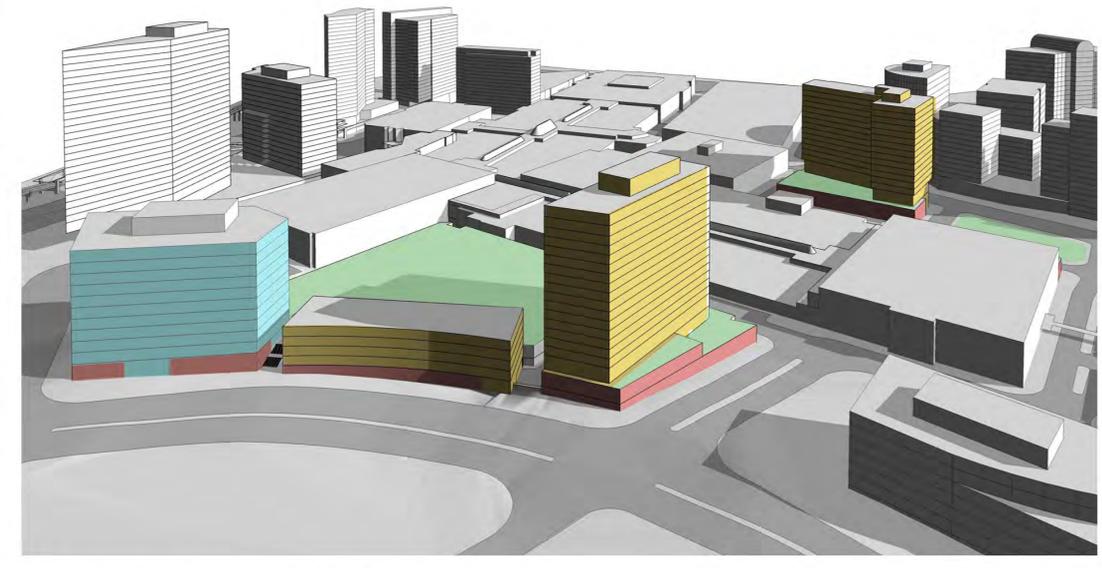
1 VIEW LOOKING SOUTHWEST



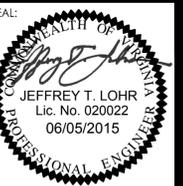
2 VIEW LOOKING SOUTHEAST



3 VIEW LOOKING NORTHWEST



4 VIEW LOOKING NORTH EAST



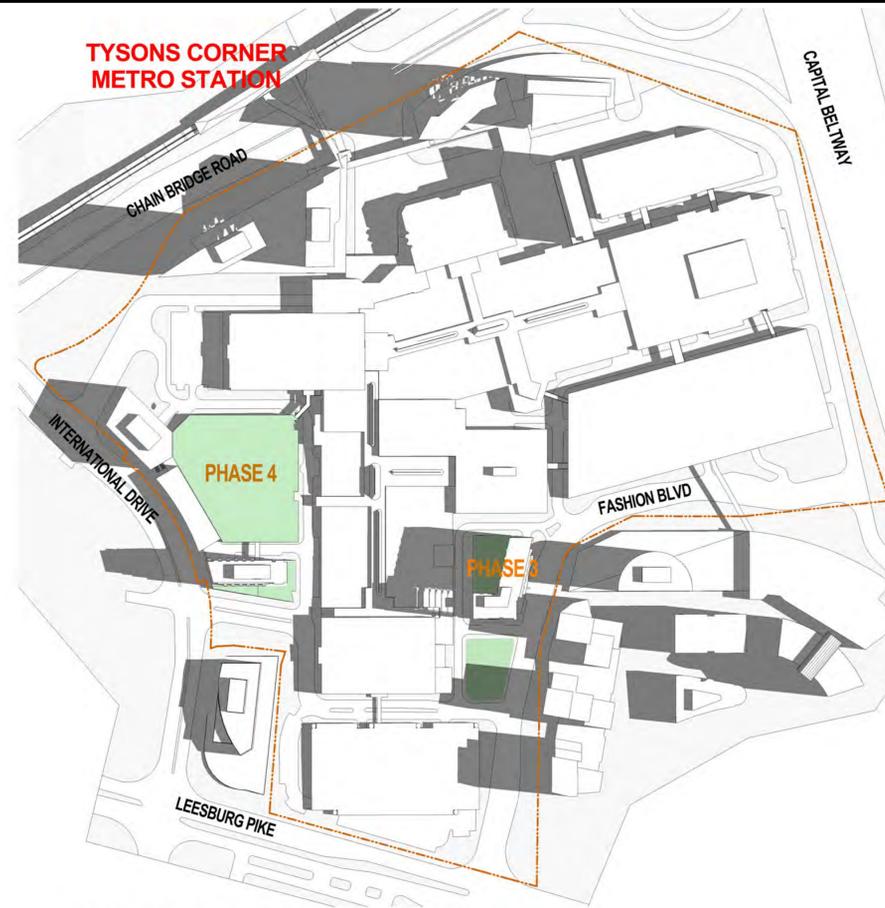
MASSING STUDY

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDDPA/FDPA

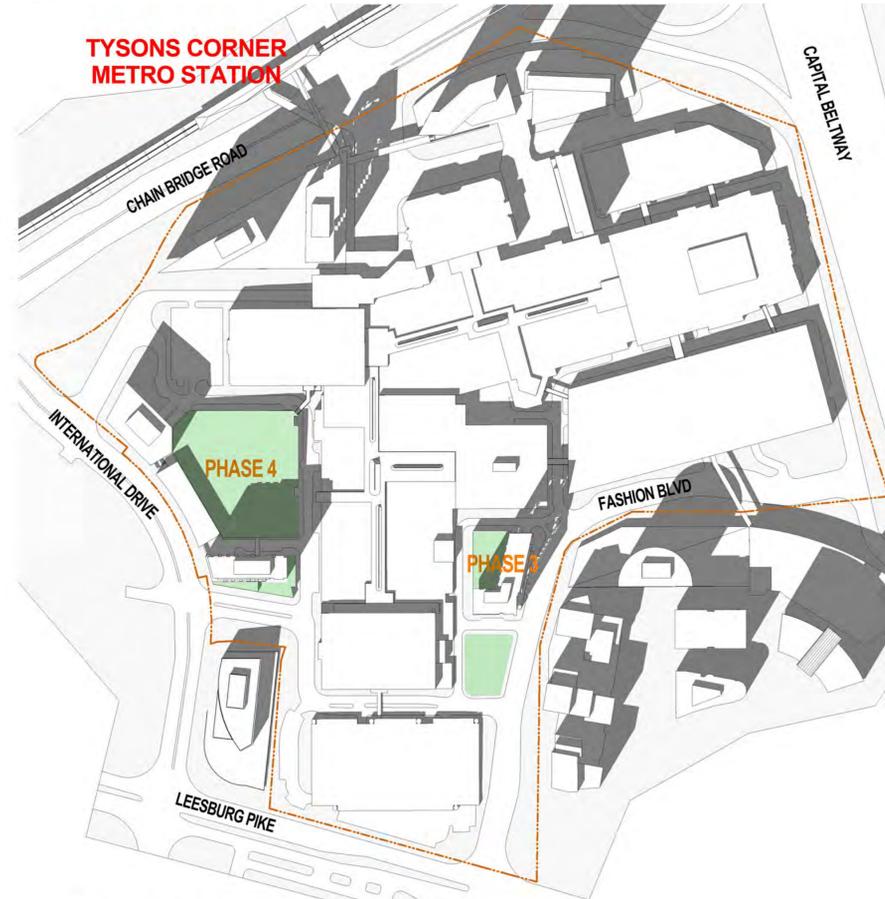
PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	

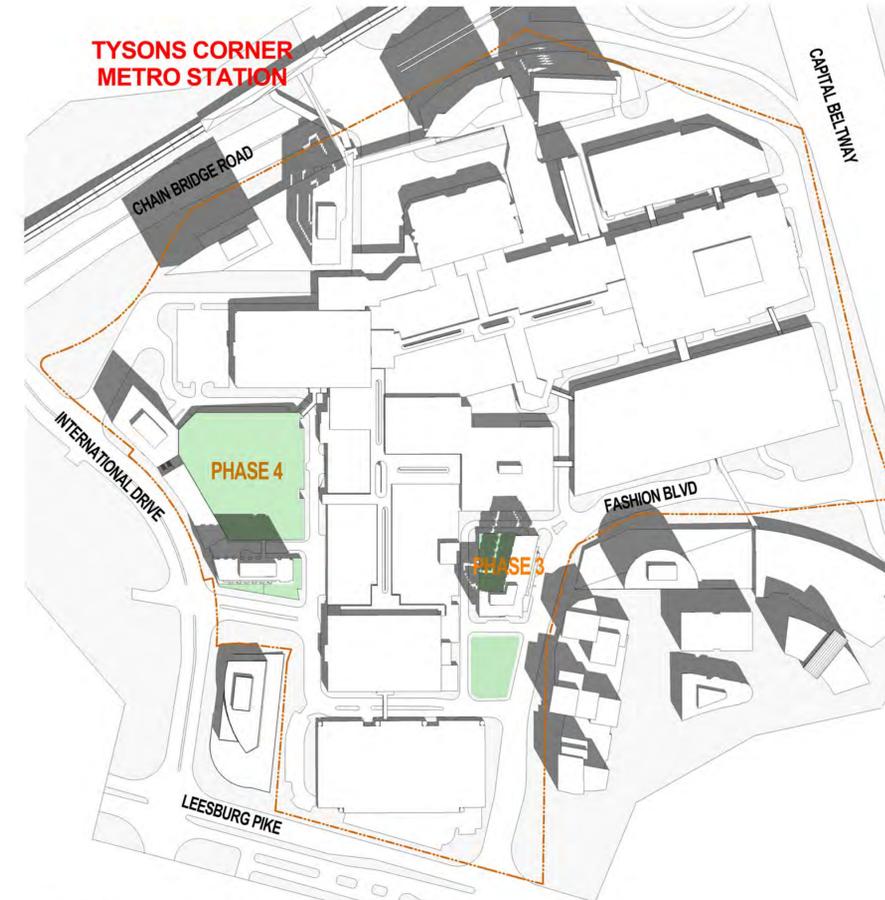
SHEET NO:



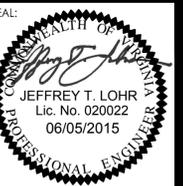
① MARCH 21 & SEPTEMBER 21 - 9AM



③ MARCH 21 & SEPTEMBER 21 - 3PM



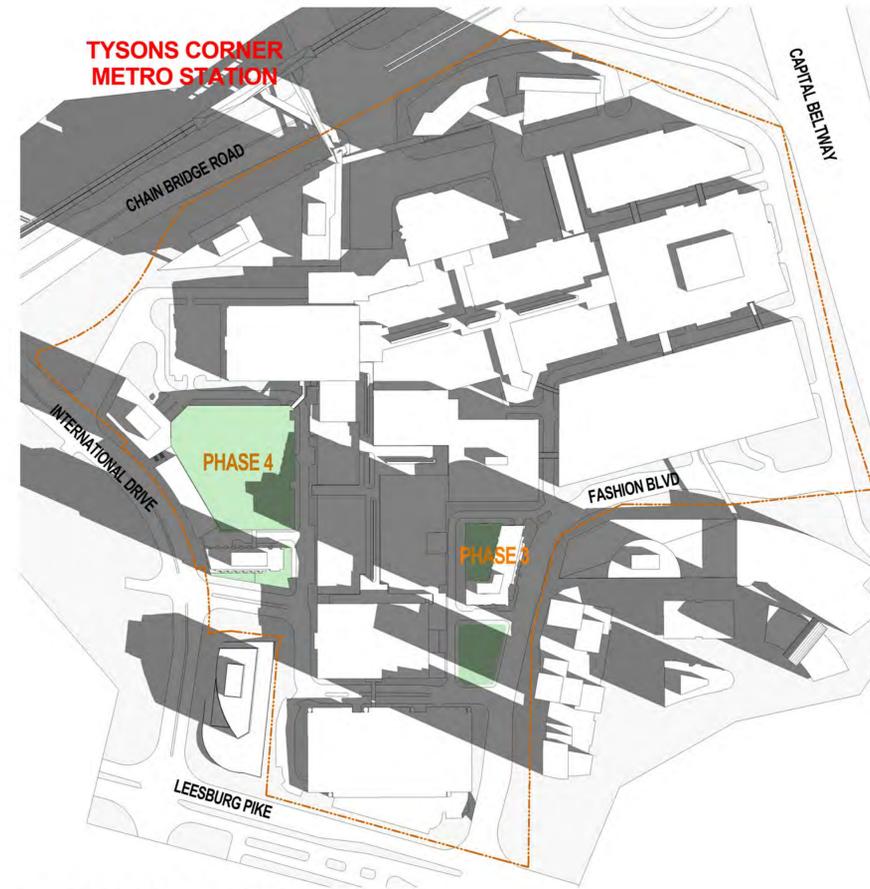
② MARCH 21 & SEPTEMBER 21 - 12PM



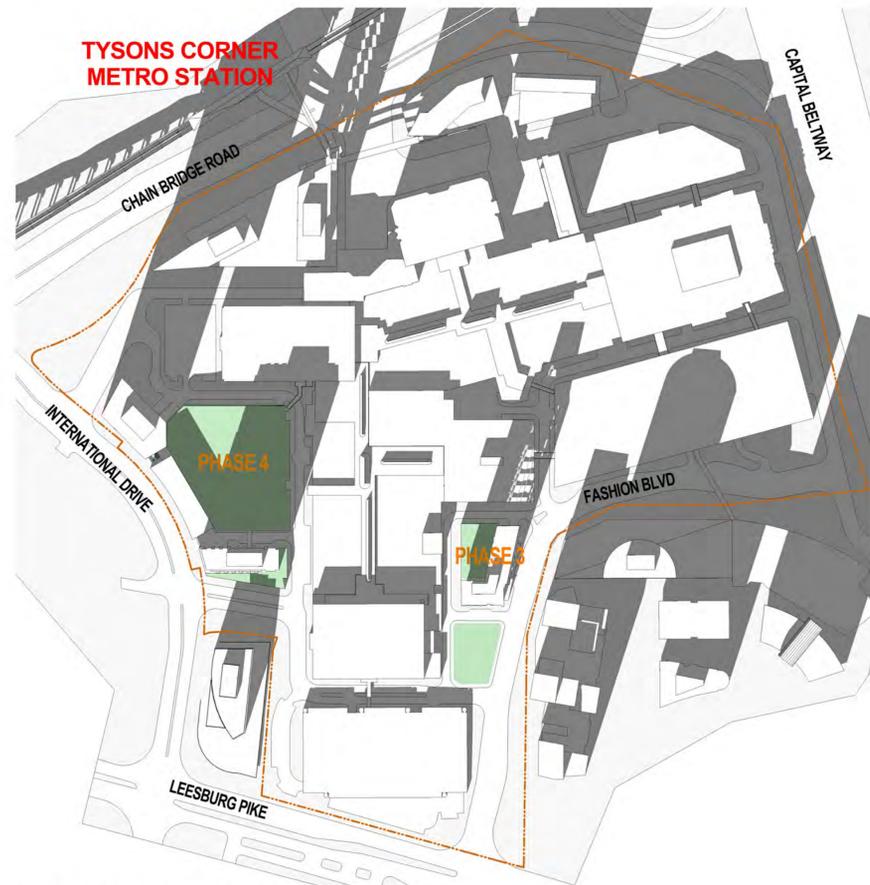
SHADOW STUDY  
EQUINOX

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

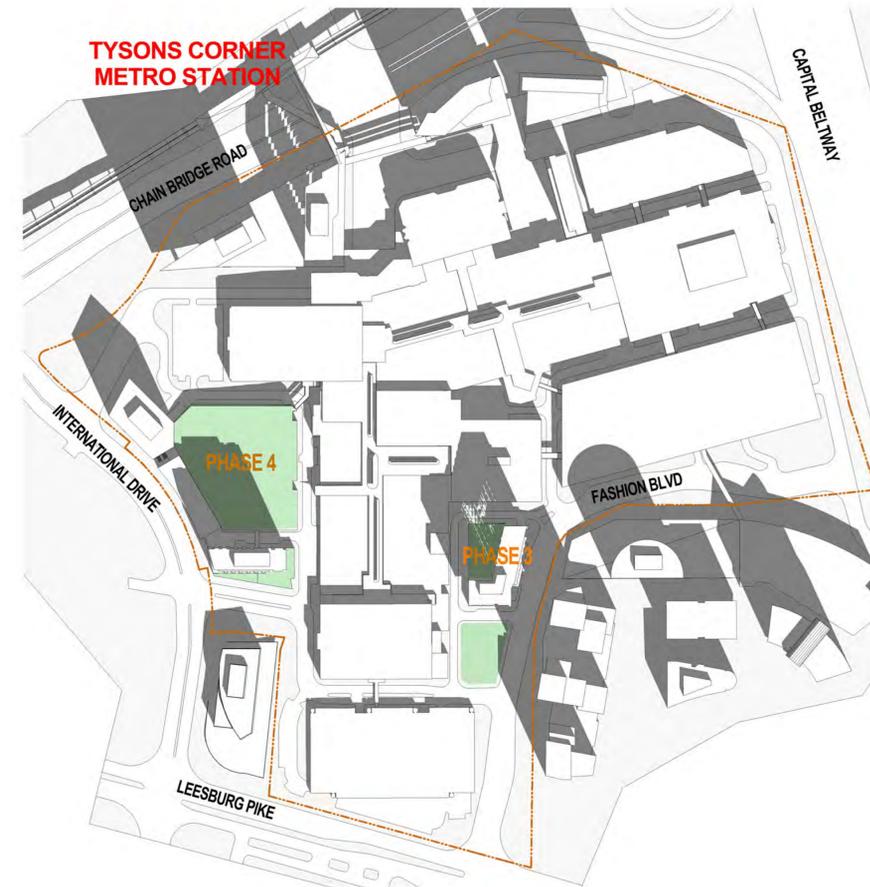
PLAN NO: CDPA/FDPA 2004-PR-04	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	



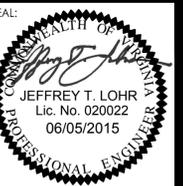
① DECEMBER 21 - 9AM



③ DECEMBER 21 - 3PM



② DECEMBER 21 - 12PM



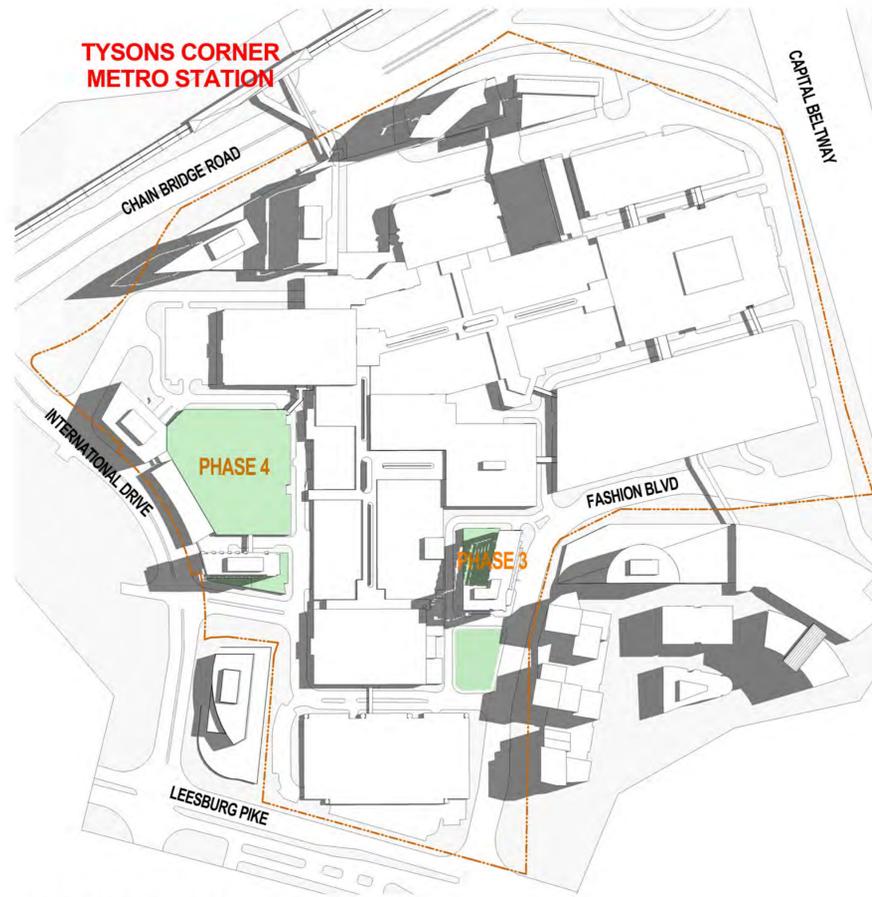
SHADOW STUDY  
WINTER SOLSTICE

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA

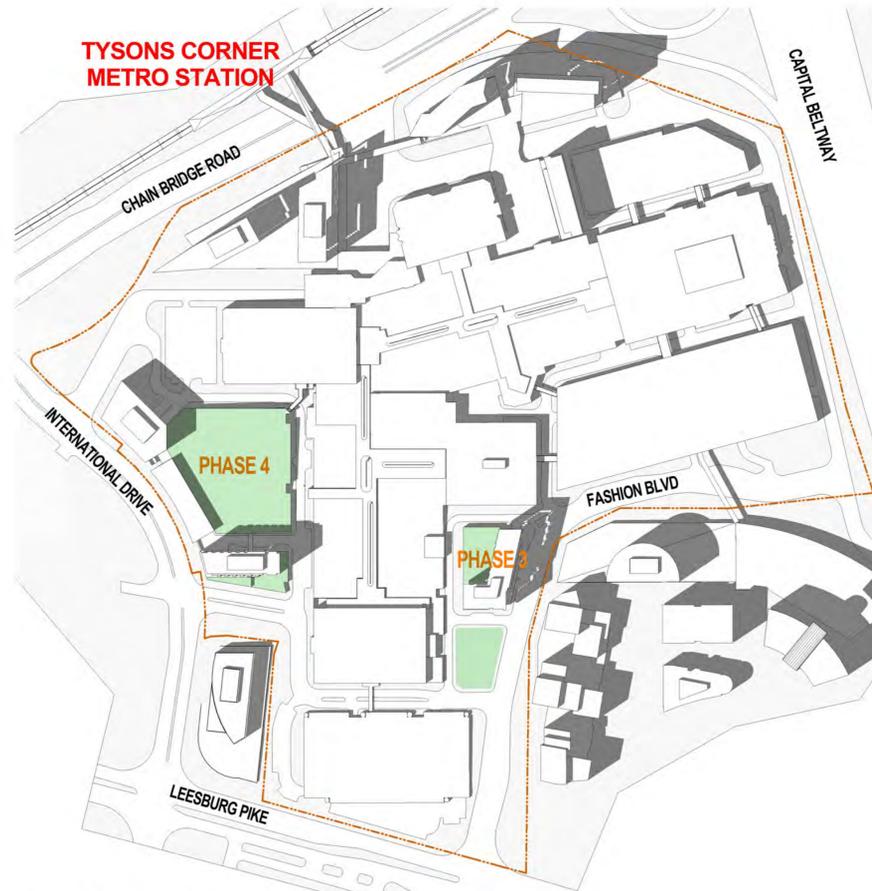
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	SURVEY: JO AH JL STANTEC

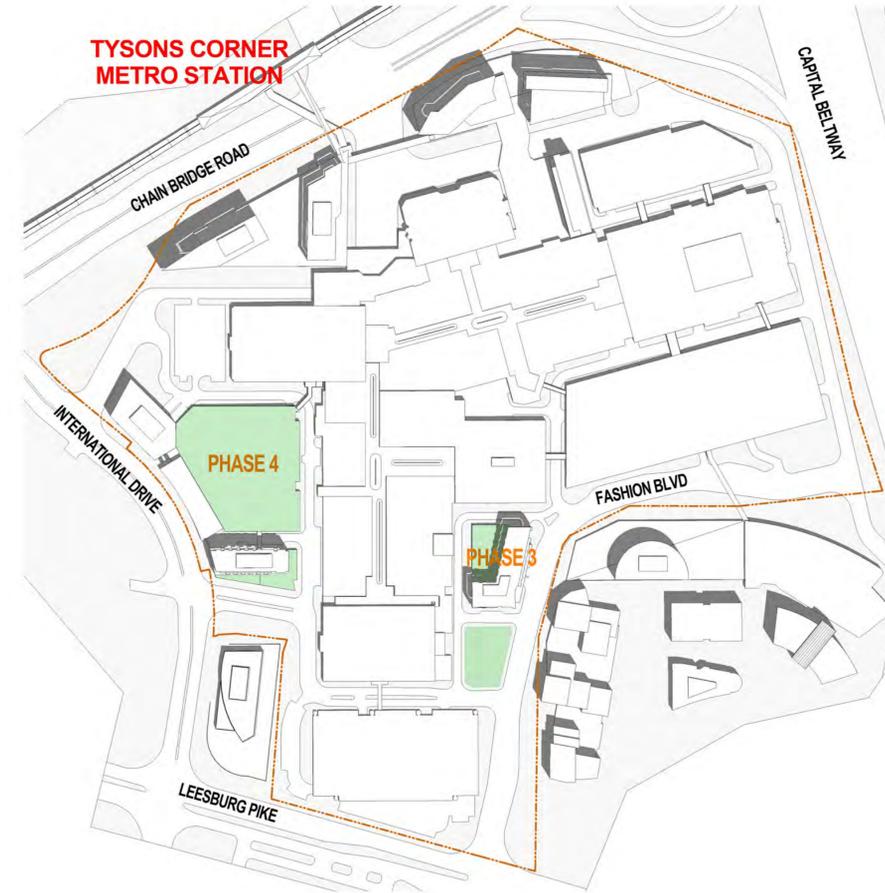
SHEET NO:  
45 OF 53



① JUNE 21 - 9AM



③ JUNE 21 - 3PM



② JUNE 21 - 12PM

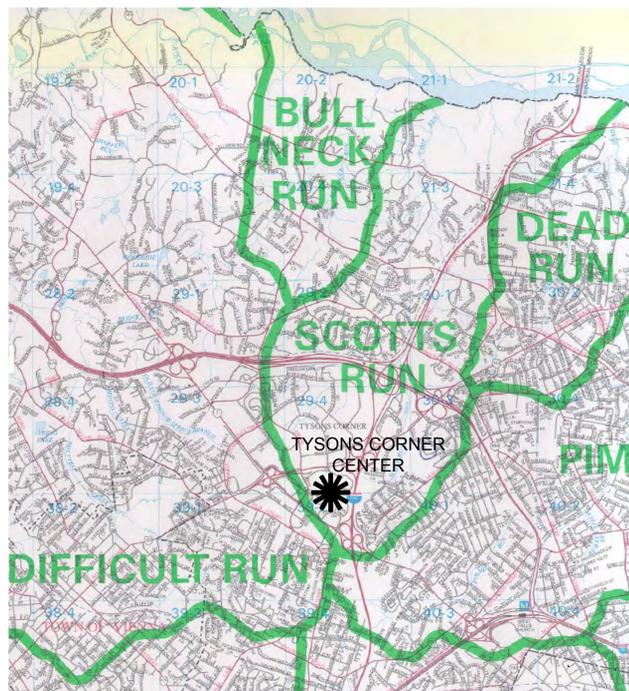


SHADOW STUDY  
SUMMER SOLSTICE

TYSONS CORNER CENTER  
PHASE 3 & 4 CDPA/FDPA  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 50'
DESIGN: DRAWN: CHECKED:	JO AH JL
	SURVEY: STANTEC

**PRELIMINARY STORMWATER MANAGEMENT AND OUTFALL ANALYSIS FOR TYSONS CORNER CENTER**



**REGIONAL WATERSHED MAP**  
Scale 1" = 4000'

**MINIMUM STORMWATER INFORMATION FOR REZONING, SPECIAL EXCEPTION, SPECIAL PERMIT AND DEVELOPMENT PLAN APPLICATIONS**

The following information is required to be shown or provided in all zoning applications, or a waiver request of the submission requirement with justification shall be attached. Note: Waivers will be acted upon separately. Failure to adequately address the required submission information may result in a delay in processing this application.

This information is required under the following Zoning Ordinance paragraphs:  
Special Permits (8-011 2J & 2L) Special Exceptions (9-011 2J & 2L)  
Cluster Subdivision (9-015 1G & 1N) Commercial Revitalization Districts (9-022 2A (12) & (14))  
Development Plans PRC District (18-302 3 & 4L) PRC Plan (18-303 1E & 1O)  
FDP P Districts (except PRC) (18-502 1F & 1Q) Amendments (18-202 10F & 10I)

- 1. Plat is at a minimum scale of 1"=50' (unless it is depicted on one sheet with a minimum scale of 1"=100'). **SEE NOTE #1 BELOW**
- 2. A graphic depicting the stormwater management facility(ies) and limits of clearing and grading accommodate the stormwater management facility(ies), storm drainage pipe systems and outlet protection, pond spillways, access roads, site outfalls, energy dissipation devices, and stream stabilization measures as shown on Sheet **48**.
- 3. Provide:  

Facility Name/ Type & No.	On-site area served (acres)	Off-site area (acres)	Drainage area (acres)	Footprint area (sf)	Storage Volume (cf)	If pond, dam height (ft)
(PROVIDED IN COMPUTATIONS ON THIS SHEET)						

- 4. Onsite drainage channels, outfalls and pipe systems are shown on Sheet \_\_\_\_\_. Pond inlet and outlet pipe systems are shown on Sheet \_\_\_\_\_.
  - 5. Maintenance access (road) to stormwater management facility(ies) are shown on Sheet \_\_\_\_\_. Type of maintenance access road surface noted on the plat is \_\_\_\_\_ (asphalt, geotext, gravel, etc.).
  - 6. Landscaping and tree preservation shown in and near the stormwater management facility is shown on Sheet \_\_\_\_\_.
  - 7. A 'stormwater management narrative' which contains a description of how detention and best management practices requirements will be met is provided on Sheet **47**.
  - 8. A description of the existing conditions of each numbered site outfall extended downstream from the site to a point which is at least 100 times the site area or which has a drainage area of at least one square mile (640 acres) is provided on Sheet **50**.
  - 9. A description of how the outfall requirements, including contributing drainage areas of the Public Facilities Manual will be satisfied is provided on Sheet **50**.
  - 10. Existing topography with maximum contour intervals of two (2) feet and a note as to whether it is an air survey or field run is provided on Sheets \_\_\_\_\_.
  - 11. A submission waiver is requested for **UNDERGROUND DETENTION IN RESIDENTIAL DEVELOPMENT**.
  - 12. Stormwater management is not required because \_\_\_\_\_.
- NOTES:**  
1. 50' SCALE PLANS ARE PROVIDED FOR EACH PHASE ON SHEETS 10 & 22. DUE TO THE NATURE OF THE PROJECT, 160' SCALE PLAN IS PROVIDED ON SHEET 48.

**STORMWATER MANAGEMENT (SWM) NARRATIVE:**

THE TYSONS CORNER CENTER SITE WAS DEVELOPED IN 1967. THIS APPLICATION IS SUBJECT TO THE APPROVED REZONING THAT PROPOSES FOUR PHASES OF IMPROVEMENTS THAT INCLUDE ALTERATIONS TO EXISTING MALL FACILITIES, NEW RESIDENTIAL/COMMERCIAL HIGH RISE BUILDINGS, ELEVATED PLAZAS, EXPANSIONS TO EXISTING PARKING DECKS AND FOR IMPROVEMENTS TO CHAIN BRIDGE ROAD (RTE. 123), INTERNATIONAL DRIVE (RTE. 5064) AND LEESBURG PIKE (RTE. 7).

THE PROPOSED DEVELOPMENT RESULTS IN A 1% INCREASE IN THE AMOUNT OF IMPERVIOUSNESS (FROM A PRE-DEVELOPED 86% IMPERVIOUS TO POST-DEVELOPED 87% IMPERVIOUS) CONDITION.

USING THE ASSUMPTIONS STATED, THE FOLLOWING CALCULATIONS DEMONSTRATE THAT THE PROPOSED UNDERGROUND STORMWATER MANAGEMENT FACILITIES INCORPORATED WITHIN EACH PHASE OF DEVELOPMENT SHALL MANAGE THE RUNOFF FROM THE SITE IN ACCORDANCE WITH THE INTENDED WATER QUANTITY OBJECTIVE. THESE CONDITIONS STATE THAT THE CURRENT PEAK STORMWATER DISCHARGE RATE FOR THE 10-YEAR STORM WILL BE REDUCED BY 30% FOR THE ENTIRE SITE AND AN ADDITIONAL 13% FOR PHASES 3 & 4.

**ASSUMPTIONS**

- 1- TIME OF CONCENTRATION WAS CALCULATED FROM THE HYDRAULICALLY MOST DISTANT POINT: 10 MINUTES.
- 2- UNDETAINED AREA IS NEGLIGIBLE.
- 3- ON-SITE AREA INCLUDES AREAS TO BE DEDICATED.
- 4- FOR MAXIMUM ALLOWABLE RELEASE COMPUTATIONS, C FACTOR FOR PRE-DEVELOPED OFF-SITE IS 0.6861.
- 5- ESTIMATED STORAGE VOLUME IS INCREASED BY 20% TO BE CONSERVATIVE.
- 6- UNDISTURBED ON-SITE AREA IS 151,833,059 SQ. FT. OR 42,0812 ACRES.
- 7- SWM ANALYSIS IS BASED ON RATIONAL METHOD FOR WATERSHEDS UNDER 200 ACRES, AND ALL PHASES UNDER THIS REZONING APPLICATION ARE LESS THAN 20 ACRES.
- 8- PRE-DEVELOPED CONDITIONS INCLUDE IMPROVEMENTS UNDER APPROVED FAIRFAX COUNTY PLAN # 6399-SP-14.
- 9- OUTFALL ANALYSIS IS BASED ON INFORMATION PROVIDED UNDER FAIRFAX COUNTY PLAN #6399-SP-14 AND OTHER COUNTY RECORDS.
- 10- ALL PLAZAS WILL BE 25 % LANDSCAPED, AND ALL PARKING TERRACES WILL BE IMPERVIOUS.
- 11- BY-PASS FLOW FROM OFFSITE AREAS IS 205.69 CFS.

120 CFS (FROM ROUTE 7 AND PORTION OF 1861 INTERNATIONAL DR.)  
32 CFS (FROM TYCOON TOWERS SITE).  
13.69 CFS (FROM ROUTE 123).  
40 CFS (FROM INTERNATIONAL DRIVE).

**PRELIMINARY COMPUTATIONS (FOR DEMONSTRATION ONLY)**

**GOAL:** REDUCTION = 30 PERCENT OF CURRENT PEAK DISCHARGE, 13% ADDITIONAL FROM PHASES 3 & 4  
CURRENT FLOW ONSITE = 433.34 CFS  
FLOW REDUCTION FROM VDOT HOT LANES POND (SR-4) - PHASE 1 = 130.0 CFS  
FLOW REDUCTION FROM PHASE 3 & 4 UNDERGROUND DETENTION = 56.34 CFS  
ULTIMATE 43% REDUCTION = 186.34 CFS

**TR-55 COMPUTATIONS FOR EXISTING TYSONS SITE CONDITIONS**

--- Sub-Area Data ---

Name	Description	Reach	Area(ac)	RCN	Tc
Site-Ex	Tyson's Existing	Outlet	78.65 +1	93	.188
Total area: 78.65 (ac)					

--- Storm Data ---

Rainfall Depth by Rainfall Return Period						
2-Yr (in)	10-Yr (in)	25-Yr (in)	50-Yr (in)	100-Yr (in)	-Yr (in)	-Yr (in)
3.2	5.2	6.0	7.0	7.3	.0	.0

Storm Data Source: User-provided custom storm data  
Rainfall Distribution Type: Type II

**Watershed Peak Table**

Sub-Area or Reach Identifier	2-Yr (cfs)	10-Yr (cfs)	25-Yr (cfs)	50-Yr (cfs)	100-Yr (cfs)
SUBAREAS Site-Ex	249.32	433.34	506.46	596.97	624.32
REACHES					
OUTLET	249.32	433.34	506.46	596.97	624.32

10-YR EX. RELEASE RATE FROM SITE

**Hydrograph Peak/Peak Time Table**

Sub-Area or Reach Identifier	2-Yr (cfs)	10-Yr (cfs)	25-Yr (cfs)	50-Yr (cfs)	100-Yr (cfs)
SUBAREAS Site-Ex	249.32	433.34	506.46	596.97	624.32
REACHES	11.99	11.99	11.99	11.99	11.99
OUTLET	249.32	433.34	506.46	596.97	624.32

**Sub-Area Time of Concentration Details**

Sub-Area Identifier	Flow Length (ft)	Slope (ft/ft)	Manning's n	End Area (sq ft)	Wetted Perimeter (ft)	Velocity (ft/sec)	Travel Time (hr)
Site-Ex	100	0.0600	0.150				0.105 AB +4
SHEET SHALLOW	100	0.0500	0.050				0.008 BC +4
SHALLOW CHANNEL	100	0.0250	0.025	1.77	4.71	5.997	0.009 CD +4
CHANNEL CHANNEL	475	0.0100	0.013	19.63	15.71	9.470	0.044 EF +4
CHANNEL	1500	0.0050	0.013				0.044 EF +4
Time of Concentration							.188 +4

**Sub-Area Land Use and Curve Number Details**

Sub-Area Identifier	Land Use	Hydrologic Soil Group	Sub-Area Area (ac)	Curve Number
Site-Ex	Open space; grass cover > 75% (good)	B +3	11.36 +1	61
	Paved parking lots, roofs, driveways	B +3	67.29 +1	98
Total Area / Weighted Curve Number				78.65 93

**TR-55 COMPUTATIONS FOR PROPOSED TYSONS SITE CONDITIONS**

--- Sub-Area Data ---

Name	Description	Reach	Area(ac)	RCN	Tc
Site-Prop	Tyson's Proposed	Outlet	78.65 +2	93	.188
Total area: 78.65 (ac)					

--- Storm Data ---

Rainfall Depth by Rainfall Return Period						
2-Yr (in)	10-Yr (in)	25-Yr (in)	50-Yr (in)	100-Yr (in)	-Yr (in)	-Yr (in)
3.2	5.2	6.0	7.0	7.3	.0	.0

Storm Data Source: User-provided custom storm data  
Rainfall Distribution Type: Type II  
Dimensionless Unit Hydrograph: <standard>

**Watershed Peak Table**

Sub-Area or Reach Identifier	2-Yr (cfs)	10-Yr (cfs)	25-Yr (cfs)	50-Yr (cfs)	100-Yr (cfs)
SUBAREAS Site-Prop	249.32	433.34	506.46	596.97	624.32
REACHES					
OUTLET	249.32	433.34	506.46	596.97	624.32

10-YR PROP. RELEASE RATE FROM SITE

**Hydrograph Peak/Peak Time Table**

Sub-Area or Reach Identifier	2-Yr (cfs)	10-Yr (cfs)	25-Yr (cfs)	50-Yr (cfs)	100-Yr (cfs)
SUBAREAS Site-Prop	249.32	433.34	506.46	596.97	624.32
REACHES	11.99	11.99	11.99	11.99	11.99
OUTLET	249.32	433.34	506.46	596.97	624.32

**Sub-Area Time of Concentration Details**

Sub-Area Identifier	Flow Length (ft)	Slope (ft/ft)	Manning's n	End Area (sq ft)	Wetted Perimeter (ft)	Velocity (ft/sec)	Travel Time (hr)
Site-Prop	100	0.0600	0.150				0.105 AB +4
SHEET SHALLOW	100	0.0500	0.050				0.008 BC +4
SHALLOW CHANNEL	100	0.0250	0.025	1.77	4.71	5.997	0.009 CD +4
CHANNEL CHANNEL	475	0.0100	0.013	19.63	15.71	9.470	0.044 EF +4
CHANNEL	1500	0.0050	0.013				0.044 EF +4
Time of Concentration							.188 +4

**Sub-Area Land Use and Curve Number Details**

Sub-Area Identifier	Land Use	Hydrologic Soil Group	Sub-Area Area (ac)	Curve Number
Site-Prop	Open space; grass cover > 75% (good)	B +3	11.36 +1	61
	Paved parking lots, roofs, driveways	B +3	68.05 +2	98
Total Area / Weighted Curve Number				78.65 93

**ESTIMATED DETENTION STORAGE VOLUME BY PHASE**

	(SF)		(CF)		(CF)	
	ONSITE AREA	OFF-SITE AREA	% AREA	VOLUME 2 YR.	VOLUME 10 YR.	ADD. VOL. 10 YR.
PHASE 1	370,556	108,765	14.18%	53,000	72,000	N/A
PHASE 2	320,421	49,958	10.31%	16,000	22,000	N/A
PHASE 3	517,841	0	14.41%	48,000	66,000	47,500
PHASE 4	383,914	9,497	11.02%	23,000	32,000	24,000
TOTAL	3,425,791	168,220	100****	140,000	192,000	71,500

\*\*\* AREA INCLUDES ON-SITE UNDISTURBED  
\*\*\*\* UNDISTURBED AREA IS 51.22% OF THE TOTAL AREA

PHASES 1, 2, AND 4 ARE PART OF THE NORTH WATERSHED THAT OUTFALLS TO THE VDOT HOT LANES POND (SR-4) OFF-SITE TREATMENT AGREEMENT THAT WAS APPROVED IN PHASE 1. PHASE 3 IS PART OF THE SOUTH WATERSHED THAT DISCHARGES IMMEDIATELY DOWNSTREAM OF SR-4. SR-4 WAS APPROVED BASED UPON ITS ORIGINAL DESIGN CAPACITY TO ADEQUATELY PROVIDE A 30% REDUCTION OF THE EXISTING 10-YEAR PEAK DISCHARGE, SATISFYING THE INITIAL DETENTION VOLUME REQUIREMENT.

AS PART OF THE AGREEMENT WITH FAIRFAX COUNTY TO USE SR-4 FOR THE INITIAL 30% PEAK DISCHARGE REDUCTION, AN ADDITIONAL 13% OF PEAK FLOW REDUCTION IS REQUIRED TO BE PROVIDED BY ON-SITE DETENTION IN PHASES 3 & 4. UNDERGROUND VAULTS (CISTERNS) ARE PROPOSED TO PROVIDE THIS ADDITIONAL REQUIRED STORAGE VOLUME, WHICH HAS BEEN CONCEPTUALLY ESTIMATED USING TR-55 METHODOLOGY. THE REQUIRED STORAGE VOLUME TO ACHIEVE THE INITIAL 30% PEAK DISCHARGE REDUCTION WAS CALCULATED AND THEN THE REQUIRED VOLUME TO ACHIEVE A 43% PEAK DISCHARGE REDUCTION WAS ALSO CALCULATED. THE DIFFERENCE BETWEEN THESE TWO VOLUMES WAS DETERMINED AND THE RESULTING ADDITIONAL REQUIRED VOLUME FOR PHASES 3 & 4 IS REPORTED IN THE TABLE ABOVE.

FOR THE 30% REDUCTION: 10-YEAR STORAGE VOLUME (192,000 CUBIC FEET) - 10-YEAR VOLUME REQUIRED (188,000 CUBIC FEET) = 4,000 CUBIC FEET  
FOR THE ADDITIONAL 13% REDUCTION: 10-YEAR STORAGE VOLUME (71,500 CUBIC FEET) - 10-YEAR VOLUME REQUIRED (60,000 CUBIC FEET) = 11,500 CUBIC FEET  
THEREFORE, DETENTION VOLUME REQUIREMENT IS MET.

**WATER QUALITY CONTROL (BMP) NARRATIVE:**

THE RE-DEVELOPMENT OF THE TYSONS CORNER CENTER SITE INCLUDES ADDING COMMERCIAL AND RESIDENTIAL USES AND OFFSITE IMPROVEMENTS TO CHAIN BRIDGE ROAD, INTERNATIONAL DRIVE, AND LEESBURG PIKE. RE-DEVELOPMENT WILL OCCUR ON APPROXIMATELY 50% OF THE 78.65 ACRE SITE. AS SHOWN BELOW, THE PROPOSED RE-DEVELOPMENT MEETS THE PUBLIC FACILITIES MANUAL SECTION 6-401.2D CRITERIA:

EXISTING IMPERVIOUS AREA = 67.29 ACRES = 86% OF TOTAL SITE  
PROPOSED IMPERVIOUS AREA = 68.05 ACRES = 87% OF TOTAL SITE  
INCREASE IN IMPERVIOUS AREA = 0.76 ACRES = 0.97% OF TOTAL SITE

SINCE 0.97% < 20%, THE SITE QUALIFIES FOR RE-DEVELOPMENT

THE REQUIRED PERCENTAGE OF PHOSPHORUS REMOVAL WILL BE MET AS SHOWN BY THE FOLLOWING COMPUTATIONS:

PER AMENDMENT TO PFM 6-0400 (STORMWATER RUNOFF QUALITY CONTROL CRITERIA) SECTION 6-401.2 6-0401.2B, FOR REDEVELOPMENT OF ANY PROPERTY NOT CURRENTLY SERVED BY ONE OR MORE BMPs, THE REQUIRED REDUCTION IN PHOSPHORUS LOADS WILL BE COMPUTED FOR EACH SITE USING THE ORIGINAL FORMULA IN THE CHESAPEAKE BAY LOCAL ASSISTANCE MANUAL. THIS FORMULA USES THE PERCENT IMPERVIOUS AREA TO COMPUTE AN ACTUAL PRE AND POST-DEVELOPMENT PHOSPHORUS LOAD IN POUNDS RATHER THAN THE FORMULA IN THE PFM, WHICH USES 'C' FACTORS. THE SMALL DIFFERENCES IN PRE- AND POST-DEVELOPMENT PHOSPHORUS LOADS ARE MORE ACCURATELY REPRESENTED BY USE OF INTENSITY (I) RATHER THAN THE 'C' FACTOR BECAUSE THE 'C' FACTOR FOR IMPERVIOUS AREAS VARIES BASED ON SOIL TYPES AND SLOPE. THE USE OF 'I' IS ALSO MORE CONSISTANT WITH THE COMMONWEALTH OF VIRGINIA REGULATIONS.

THE PERCENT PHOSPHORUS REMOVAL REQUIREMENT IS CALCULATED BY THE FOLLOWING FORMULA:  
[1-0.9(PRE % IMPERVIOUS AREA)/(POST % IMPERVIOUS AREA)] X 100 = % P REMOVAL REQ.

PHOSPHORUS REMOVAL REQUIREMENT IS 11.01%  
THE PHOSPHOROUS REMOVAL REQUIREMENT SHALL BE MET BY DEVICES, IN ACCORDANCE WITH THE FOLLOWING TABLES:

TREATMENT AREA IS COMPUTED ONLY FOR BMP FACILITIES THAT HAVE BEEN APPROVED FOR USE IN FAIRFAX. REQUEST FOR USE OF INNOVATIVE BMPs AND OR ADJUSTMENTS TO SITE 'C' FACTORS SHALL BE MADE AT TIME OF FINAL DESIGN TO ACCOUNT FOR THE BENEFIT DERIVED FROM THESE FACILITIES, WHERE APPLICABLE.

WITH THE PROPOSED BMP FACILITIES 14.08% PHOSPHORUS REMOVAL IS ACHIEVED, WHICH IS 25% MORE THAN THE REQUIRED MINIMUM (I.E. 11.01% REMOVAL. SEE BMP COMPUTATIONS, THIS SHEET). THIS SHOWS THAT THE PROFFERED 14% PHOSPHORUS REMOVAL CAN BE MET.

**BMP FACILITY DESIGN CALCULATIONS (FOR DEMONSTRATION PURPOSES ONLY)**

**I. WATER QUALITY NARRATIVE**

(SEE NARRATIVE TOP)

**II. WATERSHED INFORMATION**

Part 1:

SUBAREA DESIGNATION AND DESCRIPTION	C	AC
A1* PHASE 1 ONSITE AREA CONTROLLED	0.90	8.32
A2** PHASE 2 ONSITE AREA CONTROLLED	0.90	4.91
A3 PHASE 3 ONSITE AREA CONTROLLED	0.90	9.33
A4* PHASE 4 ONSITE AREA CONTROLLED	0.90	8.23
A5 PHASE 1 OFFSITE AREA CONTROLLED	0.90	2.06
A6 PHASE 4 OFFSITE AREA CONTROLLED	0.90	0.19
AI IMPERVIOUS ONSITE AREA UNCONTROLLED	0.90	40.27
AO IMPERVIOUS OFFSITE AREA UNCONTROLLED	0.90	3.37
AP PERVIOUS ONSITE AREA UNCONTROLLED	0.35	9.59
APp PERVIOUS OFFSITE AREA UNCONTROLLED	0.35	0.48

**III. PHOSPHORUS REMOVAL**

USE: 78.65 AC = TOTAL SITE AREA

**Part 2: COMPUTE WEIGHTED AVERAGE 'C' FACTOR FOR THE SITE**

(A) AREA OF THE SITE:	(B) SUBAREA DESIGNATION	(C)	(X)	(AC)	(=)	(PRODUCT)
A1*	PHASE 1 ONSITE AREA CONTROLLED	0.90	X	6.32	=	5.68
A2**	PHASE 2 ONSITE AREA CONTROLLED	0.90	X	4.91	=	4.41
A3	PHASE 3 ONSITE AREA CONTROLLED	0.90	X	9.33	=	8.39
A4*	PHASE 4 ONSITE AREA CONTROLLED	0.90	X	8.23	=	7.40
A5	PHASE 1 OFFSITE AREA CONTROLLED	0.90	X	2.06	=	1.85
A6	PHASE 4 OFFSITE AREA CONTROLLED	0.90	X	0.19	=	0.17
AI	IMPERVIOUS ONSITE AREA UNCONTROLLED	0.90	X	40.27	=	36.24
AO	IMPERVIOUS OFFSITE AREA UNCONTROLLED	0.90	X	3.37	=	3.35
TOTAL*						67.49 (b)

WEIGHTED POST DEVELOPMENT 'C' FACTOR = (b)/(a)(c) 0.85

FAIRFAX COUNTY PFM 6-401.2B STATES THAT A SITE PLAN QUALIFIES AS REDEVELOPMENT IN IMPERVIOUS

Cpre = 0.82 IMPERV. Acre = 67.29 AC [1-0.9(Cpre/Cpost)] X 100 = P removal %  
Cpost = 0.85 IMPERV. Acre = 68.05 AC where \*Pre is the predevelopment percent imp. area and \*Post is the postdevelopment percent imp. area.  
50 % P removal = 11.01 %

**Part 3: COMPUTE THE TOTAL PHOSPHORUS REMOVAL FOR THE SITE**

SUBAREA DESIGNATION (1)	BMP TYPE (2)	REMOVAL EFF (3) %	AREA RATIO (4) 5 ACRE CREDIT FOR RE-DEVELOP	'C' FACTOR RATIO (5)	PRODUCT (6) (%) X (AREA RATIO) X ('C' FACTOR RATIO)	REQ. %P REMOVAL 4(a)
PHASE 1	SAND FILTER 1-A	65	1.71	78.65	0.90	1.49
	SAND FILTER 1-B	65	1.29	78.65	0.90	1.13
PHASE 2	SAND FILTER 2-A	65	1.37	78.65	0.90	1.20
	SAND FILTER 2-B	65	2.45	78.65	0.90	2.15
PHASE 3	FILTERRA	55	0.31	78.65	0.90	0.23
	SAND FILTER 3-A	65	2.10	78.65	0.90	1.84
	SAND FILTER 3-B	65	2.10	78.65	0.90	1.84
	FILTERRA	55	0.31	78.65	0.90	0.23
PHASE 4	SAND FILTER 4-A	65	2.10	78.65	0.90	1.87
	FILTERRA	55	0.31	78.65	0.90	0.23
TOTAL SITE PHOSPHORUS REMOVAL (**) (a)					14.08	11.01

**Part 4: DETERMINE COMPLIANCE WITH PHOSPHORUS REMOVAL REQUIREMENT**

[1-0.9 X (Cpre/Cpost)] X 100 = % P REMOVAL REQ. = (a) 11.01 (REDEVELOPMENT REQUIREMENT)

(A) SELECT CHESAPEAKE BAY PRESERVATION





**LEGEND**

- PROPOSED BUILDING
- PARKING STRUCTURE AND EXISTING BUILDING
- PROPOSED ELEVATED PLAZA
- SIDEWALK
- BIKE TRAIL
- AMENDED SOIL
- PERVIOUS PAVERS
- GREEN ROOF AREAS
- UNDERGROUND SWM STORAGE
- STORMWATER PLANTERS
- BMP FILTRATION DEVICE
- INFILTRATION AREA

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

OCT 20 2014  
 Hillary Katherine Zahm, AICP  
 Macerich Management Company  
 1961 Chain Bridge Road  
 McLean, Virginia 22102

Subject: Tysons Corner Center, Phases 1 through 4; Rezoning (RZ) 2004-PR-044; 6399-MSP-008-2; 6399-SP-016-2; 6399-SP-017-2; 6399-SP-018-2; 6399-SP-019-2; Tax Map #029-4-01-0035-A, 0035-C, 039-2-01-0002, 0004 and 0005; Providence District

Reference: Stormwater Management Ordinance Determination #6399-SWOD-001-1  
 Dear Ms. Zahm:  
 This is in response to your request dated June 24, 2014, for a determination whether the various phases of the project meet the applicable criteria of the Stormwater Management Ordinance, Chapter 124 of the Code of the County of Fairfax (SWMO) and qualify under the Time Limits provisions §124-1-11.A, or are considered Grandfathered under §124-1-12.A.

In addition to your request, Jessica Mack of VIKIA Virginia, LLC, on August 25, 2014, provided copies of letters issued by the Virginia Department of Environmental Quality (DEQ) demonstrating coverage under the 2009 General Permit for Discharges from Construction Activities for the subject land-disturbing activities was obtained prior to July 1, 2014. The project specific permit registration number for Phase 1 is VAR10-12-101161, Phase 2 is VAR10F320, Phase 3 is VAR10F321, and Phase 4 is VAR10F322.

- We have reviewed your request and the additional information, and have determined that the subject land-disturbing activities qualify under the Time Limits on Applicability of Approved Design Criteria ("Time Limits") provisions in SWMO §124-1-11.A, and may be conducted in accordance with the technical criteria in Article 5 of the SWMO for two additional permit cycles, subject to the following:
- Continuation of coverage under the 2014 General VPDES Permit for Discharges from Construction Activities must be obtained;
  - The Stormwater Pollution Prevention Plan (SWPPP) for the multi-phase development includes a description of, and necessary calculations supporting, all development-wide post-construction stormwater management measures to be installed prior to the completion of construction demonstrating compliance with the technical criteria in Article 5 of the SWMO.
  - Coverage under the state General VPDES Permit for Discharges from Construction Activities must be continuously maintained for the duration of the land-disturbing activities; and
  - Any portions of the project not under construction at the end of the second state permit cycle (i.e., June 30, 2024) must meet any new technical criteria adopted by the State Water Control Board and the Public Facilities Manual (PFM) in effect at that time.

This determination is based on the current status of state general permit coverage of the project, the Time Limits and Grandfathering provisions in the SWMO, adopted pursuant to the Virginia Stormwater Management Act (Va. Code Ann. § 62.1-44.15:24, et seq.) and Virginia Stormwater Management Program (VSMPP) Permit Regulations (9VAC25-870 et seq.), and DEQ Guidance Memo No. 14-2014, dated August 25, 2014. The subject land-disturbing activities qualify under the Time Limits provisions because initial coverage under the state general permit was obtained prior to July 1, 2014. Please note that although RZ 2004-PR-044 was approved by the Board of Supervisors prior to July 1, 2012, the subject land-disturbing activities are not considered grandfathered because all of the applicable criteria, specifically SWMO §124-12.A.4, were no longer met, once initial coverage under the state general permit was obtained.

Please ensure that a copy of this letter is made a part of any subsequent plan submissions. This determination in no way relieves you of any SWMO requirement. It does confirm that the project may meet the requirements of the SWMO using the technical criteria in Article 5 in lieu of the technical criteria in Article 4, subject to the conditions listed above. It is the operator's and owner's responsibility to ensure that all necessary approvals and permits are obtained, and state permit coverage is maintained. Please note that the SWMO or this determination does not prevent an applicant from designing to a more stringent standard if they choose to do so.

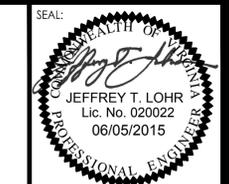
This determination shall automatically expire, without notice, on June 30, 2024, unless all portions of the project have been completed or are under construction. After that time, any portions of the project not under construction shall become subject to any new technical criteria adopted by the State Water Control Board and the PFM in effect at that time.

Finally, in your letter, you also asked a series of questions seeking confirmation of how the SWMO provisions would apply to various possible scenarios. Please note that determinations based on future presumed circumstances, multiple determinations, or requests based on general narratives of potential changes to the site, are beyond the scope of the procedure described in Technical Bulletin 14-06. In addition, the Time Limits or Grandfathering status of a project is not static and may change over time. For example, once initial state general permit coverage was obtained prior to July 1, 2014, the subject land-disturbing activities no longer qualified under the grandfathering provisions in SWMO §124-12. An individual determination may be requested when a detailed proposed development plan, that includes sufficient design layout, details and calculations based on the specific circumstances, is submitted for review in accordance with the then current and applicable provisions.

If further assistance is desired, please contact Jeremiah Stonefield, Engineer IV, Site Code Research and Development Branch (SCRD), at 703-324-1780.

Sincerely,  
 for *Hani Fawaz*  
 Durga Kharel, P.E.  
 Chief, Central Branch  
 Site Development and Inspections Division (SDID)

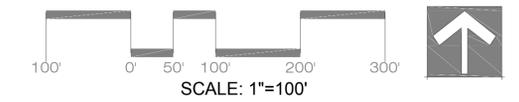
cc: Diane Johnson-Quinn, Deputy Zoning Administrator, Zoning Permit Review Branch, Department of Planning and Zoning  
 Jack Weyant, Director, SDID, Land Development Services, (LDS), DPWES  
 Paul Shirey, Director, Code Development and Compliance Division, LDS, DPWES  
 Jeremiah Stonefield, Engineer IV, SCR, DCDC, LDS, DPWES  
 DPWES File



PRELIMINARY RETENTION MEASURES PLAN

TYSONS CORNER CENTER PHASE 3 & 4 CDP/ADPA

PLAN NO: CDPA/ADPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 100'
DESIGN: DRAWN: CHECKED:	SURVEY: STANTEC
SHEET NO: 49 OF 53	



**OUTFALL NARRATIVE:**

**GENERAL**

THE TYSONS CORNER CENTER SITE IS 78.65 ACRES AND IS LOCATED IN THE HEADWATERS OF THE SCOTTS RUN WATERSHED. THE SCOTTS RUN WATERSHED AREA IS APPROXIMATELY 3,940 ACRES IN SIZE. THE TYSONS CORNER CENTER SITE IS APPROXIMATELY 2% OF THE TOTAL WATERSHED AREA.

THE PROPERTY HAS BEEN RE-ZONED FOR 4 PHASES OF DEVELOPMENT AS APPROVED UNDER APPLICATION # RZ-2004-PR-044. PHASE 1 INFRASTRUCTURE PLAN PROPOSES TO RE-ALIGN UTILITIES AS WELL AS ROAD IMPROVEMENTS TO RTE. 123 AND SHOPTYSONS BOULEVARD. THIS PLAN IS A PRE-PHASE ONE PLAN THAT IS GENERALLY IN CONFORMANCE WITH (# RZ-2004-PR-044 AS SHOWN SHEET 47 OF 63).

TYSONS CORNER CENTER PROPERTY WATERSHED IS DIVIDED INTO TWO SUB-SHEDS:  
 1- NORTH SHED (34.00 AC ONSITE, 14.00 AC OFFSITE)  
 2- SOUTH SHED (44.65 AC ONSITE, 35.82 AC OFFSITE)

CURRENTLY, THE NORTH SHED IS DRAINING THROUGH AN EXISTING 60" RCP TO THE I-495 VDOT HOT LANES PROJECT (#0495-029-754-P101/C501) POND # SR-4. THE SOUTH SHED STILL DRAINS TO THE EXISTING 10' X 6' DOUBLE BOX CULVERT (PREVIOUSLY DRAINED ALL TYSONS CORNER CENTER SITE AS WELL AS THE OFFSITE AREAS GOING THROUGH THE PROPERTY).

POND SR-4 DETAINS THE ULTIMATE BUILD-OUT OF THE ONSITE TYSONS CORNER CENTER NORTH SHED WHICH TRANSLATES INTO 30% REDUCTION (130 CFS) AS WELL AS MEET STORMWATER MANAGEMENT REQUIREMENTS OUTLINED IN PROFFER 34A, AS APPROVED UNDER LETTER OF INTERPRETATION FOR RZ/PDP 2004-PR-044 DATED DECEMBER 3, 2008.

THE PHASE 1 INFRASTRUCTURE SITE PLAN LIMITS ARE MOSTLY LOCATED WITHIN THE NORTH SHED EXCEPT FOR AREAS OF UTILITY RELOCATION IN THE SOUTH SHED. SEE MAP AND SCHEMATIC OUTFALL DIAGRAM ON THIS SHEET FOR THE EXTENT OF THE LIMITS OF THIS PLAN AND ITS RELATION TO THE OVERALL PROPERTY/SUB-SHEDS.

**ANALYSIS**

THE FOLLOWING ANALYSIS OF DOWNSTREAM DRAINAGE SYSTEM IS DONE IN ACCORDANCE WITH PFM SECTION 6-0203. THE EXTENT OF THE REVIEW OF THE DOWNSTREAM DRAINAGE THAT APPLIES FOR PHASE 1 INFRASTRUCTURE SITE PLAN IS AS FOLLOWS:

6-0203.2A TO A POINT THAT AT LEAST 150 FT (46 METERS) DOWNSTREAM OF A POINT WHERE THE RECEIVING PIPE OR CHANNEL IS JOINED BY ANOTHER THAT HAS A DRAINAGE AREA THAT IS AT LEAST 90% OF THE SIZE OF THE FIRST DRAINAGE AT THE POINT OF CONFLUENCE.

THE DISTURBED AREA (DA) FOR THIS SITE PLAN INCLUDES THE FOLLOWING:  
 1- 7.10 AC ONSITE (INSIDE NORTH SHED)  
 2- 0.06 AC ONSITE (INSIDE SOUTH SHED)

THE STARTING POINT OF THIS ANALYSIS IS THE POINT WHERE THE PROPOSED STORM SYSTEM MEETS AN EXISTING DOWNSTREAM DRAINAGE SYSTEM.

**OUTFALL # 1**

THE STARTING POINT FOR OUTFALL # 1 LOCATED ON SITE ON THE RING ROAD IS AT STORM STRUCTURE # 4 (SEE MAP THIS SHEET FOR LOCATION OF STRUCTURE). PER THE STORM DRAINAGE COMPUTATIONS ON SHEET C-09.3, ALL STORM PIPES ONSITE AND DOWNSTREAM TO POND SR-4 ARE SHOWN TO BE WITHIN CAPACITY (10-YR EVENT). THE EX. PIPE RUN FROM STR. 54 TO STR 54X HAS BEEN DETERMINED TO BE FLAT. HOWEVER THE PIPE HAS ADEQUATE CAPACITY FOR THE 10 YEAR FLOW. ALSO A 100-YR CAPACITY AND HYDRAULIC GRADE LINE CHECK WAS PERFORMED SHOWING THAT THE 100-YR STORM EVENT WILL REMAIN WITHIN THE PIPE SYSTEM FOR THE EXTENT OF THE OUTFALL ANALYZED. SINCE 100-YR FLOWS REMAIN IN THE PIPE SYSTEM NO ADVERSE FLOODING CONDITIONS FOR DWELLINGS AND BUILDINGS DOWNSTREAM ARE FORESEEN (SEE SHEET C-09.3 FOR THIS COMPUTATION).

**OUTFALL # 2**

THE STARTING POINT FOR OUTFALL # 2 LOCATED OFFSITE AT THE INTERSECTION OF THE RING ROAD WITH ROUTE 123 IS AT STORM STRUCTURE EX. 57 (SEE MAP THIS SHEET FOR LOCATION OF STRUCTURE). PER THE STORM DRAINAGE COMPUTATIONS ON SHEET C-09.3, ALL STORM PIPES ONSITE AND DOWNSTREAM TO EX. 127B ARE SHOWN (SEE SCHEMATIC). THEN THE EXISTING DRAINAGE SYSTEM CONTINUES, SKIPS POND SR-4, AND FINALLY OUTFALLS INTO THE EXISTING 5' X 5' DOUBLE BOX CULVERT.

THE 90% RULE APPLIES FOR THIS PLAN BECAUSE OF THE FOLLOWING JUSTIFICATIONS:  
 1- POND SR-4 RECEIVES 48.00 AC (NORTH SHED) AND 12.97 AC (I-495 VDOT HOT LANES PROJECT).  
 2- TYSONS SOUTH SHED DRAINS 80.47 AC, AND SHED FROM TYSONS II GALLERIA PROPERTY DRAINS 154.50 AC.  
 3- THE CONFLUENCE POINT IS THE JUNCTION WHERE THE FOLLOWING MEET:  
 a- EXISTING 5' X 5' DOUBLE BOX CULVERT FROM TYSONS II PROPERTY.  
 b- EXISTING 10' X 6' DOUBLE BOX CULVERT FROM SOUTH SHED.  
 c- EXISTING 60" RCP FROM POND SR-4.  
 4- THE AREA FROM POND SR-4 IS 60.97 AC (48.00 AC + 12.97 AC), AND 90% OF THAT IS 54.87 AC. THE TOTAL AREA THAT MEETS POND SR-4 AT THE CONFLUENCE POINT IS 234.97 AC (154.40 AC + 80.47 AC). THE DISTURBANCE OF PHASE 1 INFRASTRUCTURE SITE PLAN IS 3.69 AC (3.00 AC GOES TO POND SR-4).

HENCE, THE LOCATION OF THE CONFLUENCE POINT IS JUSTIFIED, AND THE DOWNSTREAM ANALYSIS IS TAKEN TO THE 150' REACH DOWNSTREAM OF THE CONFLUENCE POINT AS SHOWN ON THE MAP AND SCHEMATIC OUTFALL DIAGRAM ON THIS SHEET.

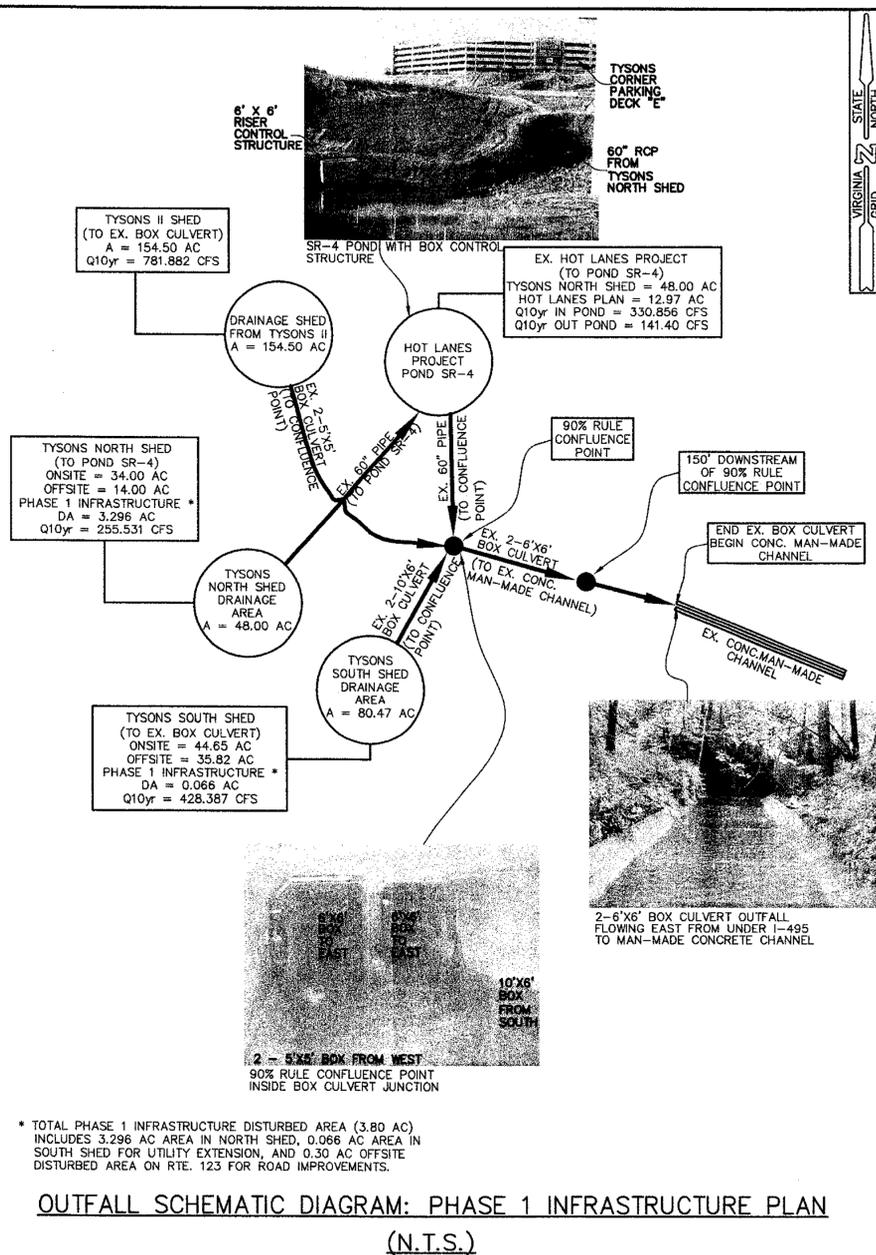
THE DOWNSTREAM ADEQUATE OUTFALL ANALYSIS IS TAKEN TO THE EXISTING MAN-MADE CONCRETE CHANNEL NORTH OF THE REGENCY HEALTH CLUB PROPERTY, EVEN THOUGH 150' DOWNSTREAM OF THE CONFLUENCE POINT, THE FLOW IS STILL INSIDE THE EXISTING 6' X 6' DOUBLE BOX CULVERT.

THE TOTAL 10 YEAR FLOW AT THE DOWNSTREAM 150' REACH IS AS FOLLOWS:  
 1- 781.882 CFS FROM 5' X 5' DOUBLE BOX CULVERT (TYSONS II GALLERIA)  
 2- 428.387 CFS FROM 10' X 6' DOUBLE BOX CULVERT (TYSONS SOUTH SHED)  
 3- 141.40 CFS FROM 60" RCP PIPE (POND SR-4).

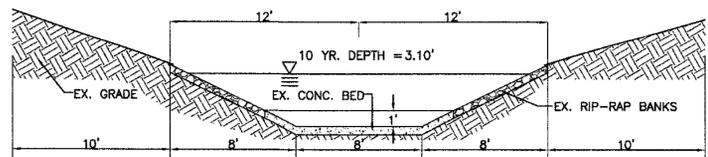
THE CROSS-SECTION OF THE CHANNEL IS UNIFORM, AND IS SHOWN ON THIS SHEET. THE COMPUTATIONS FOR CHANNEL ADEQUACY ARE:  
 1- Q 10 YR = 1,352 CFS  
 2- Q 2 YR = 666 CFS  
 3- 10 YR NORMAL DEPTH = 3.10 FT  
 4- 2 YR VELOCITY = 20.83 FPS

THE EXISTING 6' X 6' DOUBLE BOX CULVERT IS ADEQUATE. THE MAN-MADE CHANNEL IS IN STABLE AND GOOD CONDITION, AND CONTAINS THE 10 YR FLOW WITHIN ITS BED AND BANKS.

NO PORTION OF THIS ANALYSIS IS WITHIN A NATURAL CHANNEL. THE REQUIREMENT OF ADEQUACY OF THE DOWNSTREAM SYSTEM IS MET, AND NO ADVERSE IMPACT IS ANTICIPATED FROM THESE SITE PLAN IMPROVEMENTS.



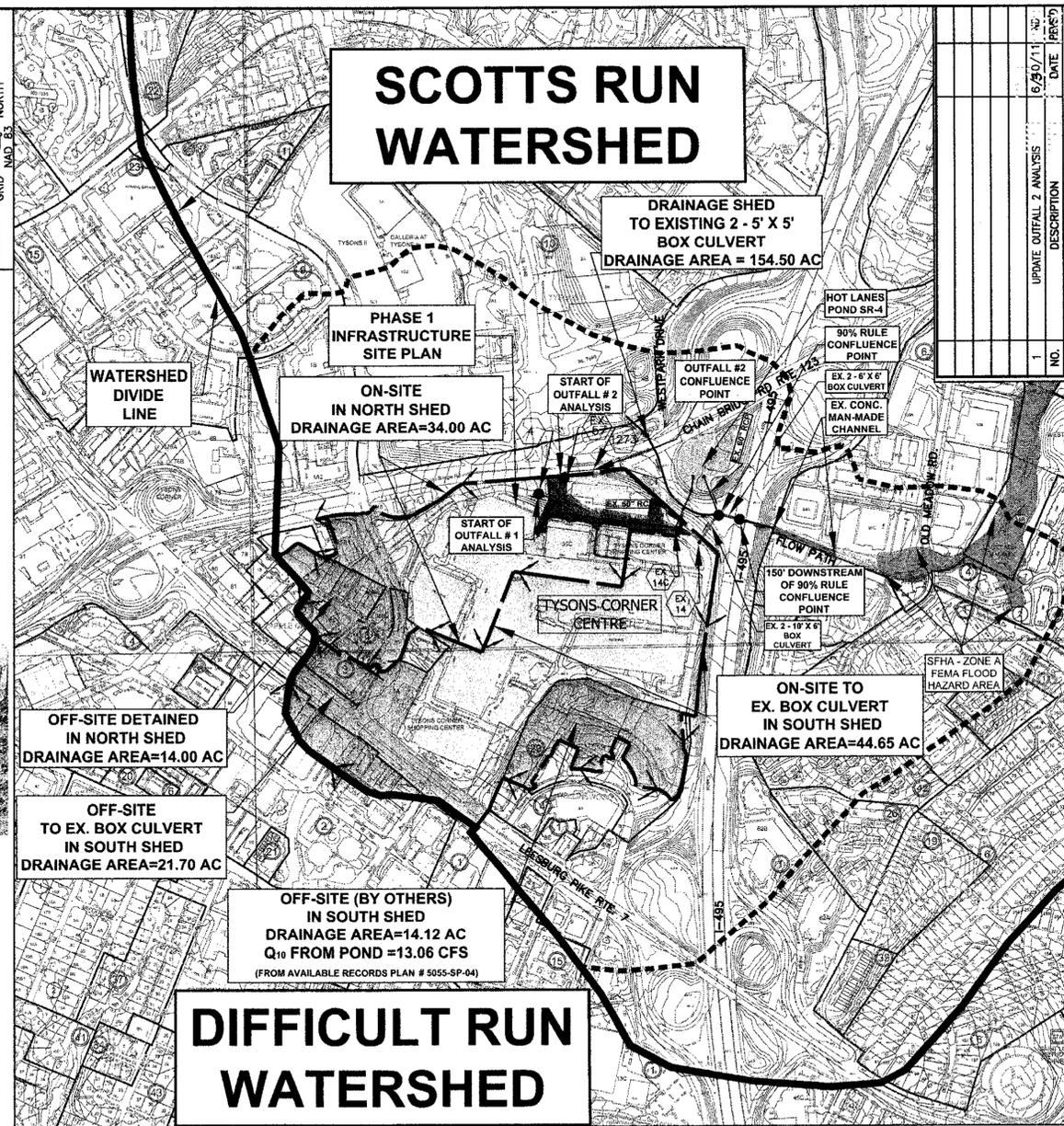
**OUTFALL SCHEMATIC DIAGRAM: PHASE 1 INFRASTRUCTURE PLAN (N.T.S.)**

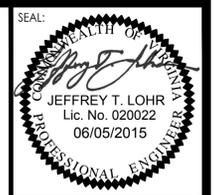
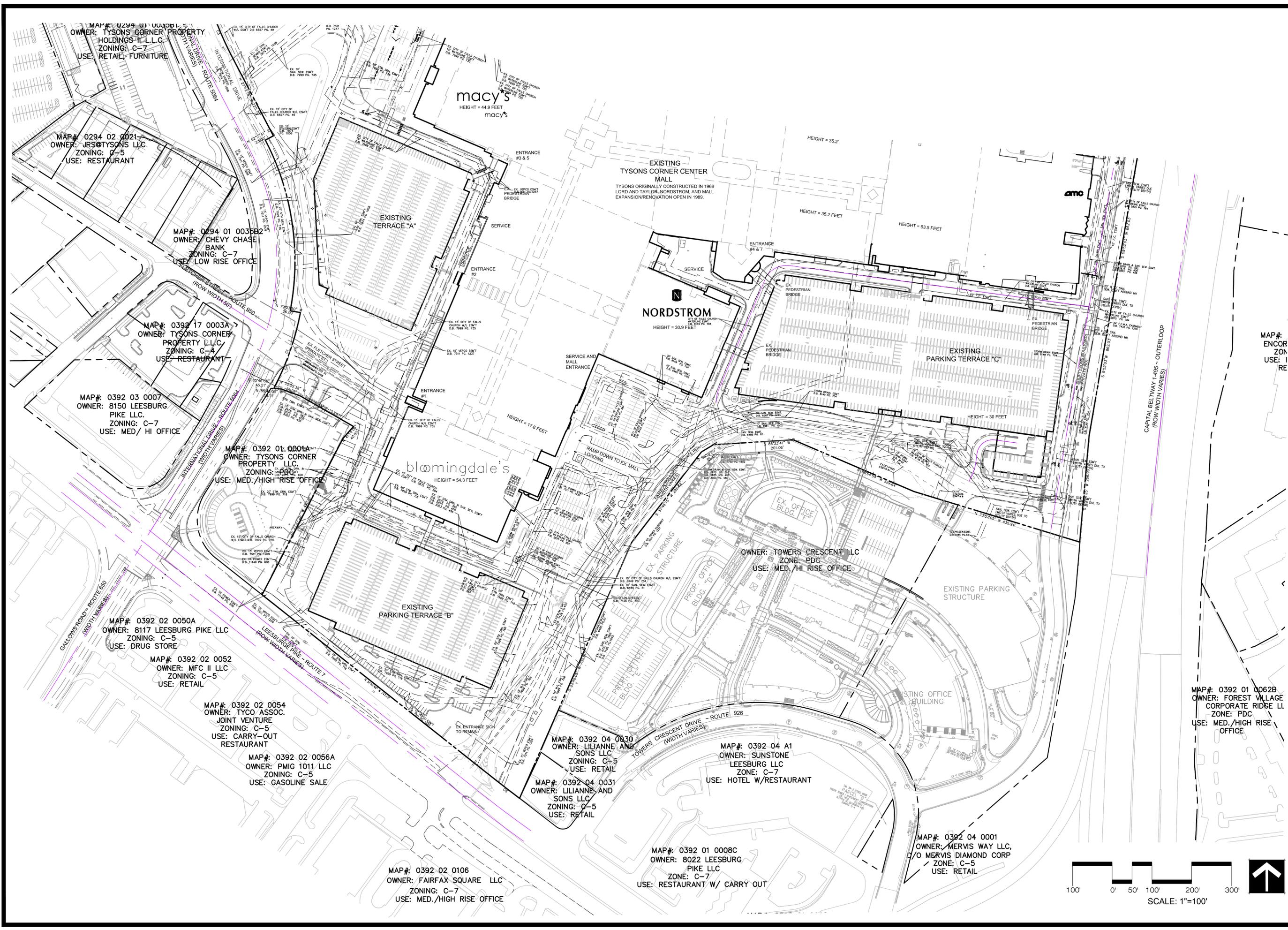


**MAN-MADE CONCRETE CHANNEL CROSS-SECTION DETAIL: STORM OUTFALL END VIEW EX. CONCRETE CHANNEL BED WITH CL I DRY RIP-RAP BANKS**  
 SCALE: 1"=5'  
 RUNOFF Q (10 YR) = 1,352 CFS  
 Q (2 YR) = 666 CFS  
 WEIGHTED MANNINGS COEFFICIENT n = 0.013  
 CHANNEL SLOPE S = 0.02 FT/FT  
 10 YR FLOW DEPTH = 3.10 FT  
 V (2 YR) = 20.83 FPS

**LEGEND**

- TYSONS CORNER CENTER
- OFFSITE (INCLUDED IN NORTH AND SOUTH SHEDS)
- PHASE 1 INFRASTRUCTURE SITE PLAN
- SCOTTS RUN WATERSHED DIVIDE
- SUB-SHED TO SCOTTS RUN FEMA FLOOD HAZARD AREA
- NORTH AND SOUTH SHEDS DIVIDES





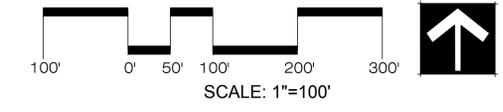
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

**EXISTING CONDITIONS**

**TYSONS CORNER CENTER**  
 PHASE 3 & 4 CDPA/FDPA  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 100'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	
SHEET NO:	



MAP#:  
ENCOR  
ZON  
USE: I  
RE

MAP# 0392 01 0062B  
 OWNER: FOREST VILLAGE  
 CORPORATE RIDGE LL  
 ZONE: PDC  
 USE: MED./HIGH RISE  
 OFFICE

MAP# 0392 04 0001  
 OWNER: MERVIS WAY LLC,  
 C/O MERVIS DIAMOND CORP  
 ZONE: C-5  
 USE: RETAIL

MAP# 0392 01 0008C  
 OWNER: 8022 LEESBURG  
 PIKE LLC  
 ZONE: C-7  
 USE: RESTAURANT W/ CARRY OUT

MAP# 0392 04 0031  
 OWNER: LILIANNE AND  
 SONS LLC  
 ZONE: C-5  
 USE: RETAIL

MAP# 0392 04 0030  
 OWNER: LILIANNE AND  
 SONS LLC  
 ZONE: C-5  
 USE: RETAIL

MAP# 0392 04 A1  
 OWNER: SUNSTONE  
 LEESBURG LLC  
 ZONE: C-7  
 USE: HOTEL W/RESTAURANT

MAP# 0392 02 0056A  
 OWNER: PMIG 1011 LLC  
 ZONE: C-5  
 USE: GASOLINE SALE

MAP# 0392 02 0054  
 OWNER: TYCO ASSOC.  
 JOINT VENTURE  
 ZONE: C-5  
 USE: CARRY-OUT  
 RESTAURANT

MAP# 0392 02 0052  
 OWNER: MFC II LLC  
 ZONE: C-5  
 USE: RETAIL

MAP# 0392 02 0050A  
 OWNER: 8117 LEESBURG PIKE LLC  
 ZONE: C-5  
 USE: DRUG STORE

MAP# 0392 01 0001A  
 OWNER: TYSONS CORNER  
 PROPERTY LLC  
 ZONE: PDC  
 USE: MED./HIGH RISE OFFICE

MAP# 0392 03 0007  
 OWNER: 8150 LEESBURG  
 PIKE LLC  
 ZONE: C-7  
 USE: MED/ HI OFFICE

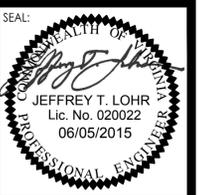
MAP# 0392 17 0003A  
 OWNER: TYSONS CORNER  
 PROPERTY LLC  
 ZONE: C-4  
 USE: RESTAURANT

MAP# 0294 01 0035E2  
 OWNER: CHEVY CHASE  
 BANK  
 ZONE: C-7  
 USE: LOW RISE OFFICE

MAP# 0294 02 0021  
 OWNER: JRS@TYSONS LLC  
 ZONE: C-5  
 USE: RESTAURANT

MAP# 0294 01 0000B1  
 OWNER: TYSONS CORNER PROPERTY  
 HOLDINGS II L.L.C.  
 ZONE: C-7  
 USE: RETAIL, FURNITURE

	COVER TYPE	PRIMARY SPECIES	SUCCESSIONAL STAGE	CONDITION	ACREAGE	COMMENTS
<b>A</b>	DEVELOPED LAND	Red Maple ( <i>Acer rubrum</i> ), Bradford Pear ( <i>Pyrus calleryana</i> ), Willow Oak ( <i>Quercus Phellos</i> )	n.a.	good	16.93 AC	This cover type consists primarily of established mature plantings in and around the site's parking lots, drive aisles, and maintained landscape areas. The landscaped areas have groundcover, mulch, or are sodded.



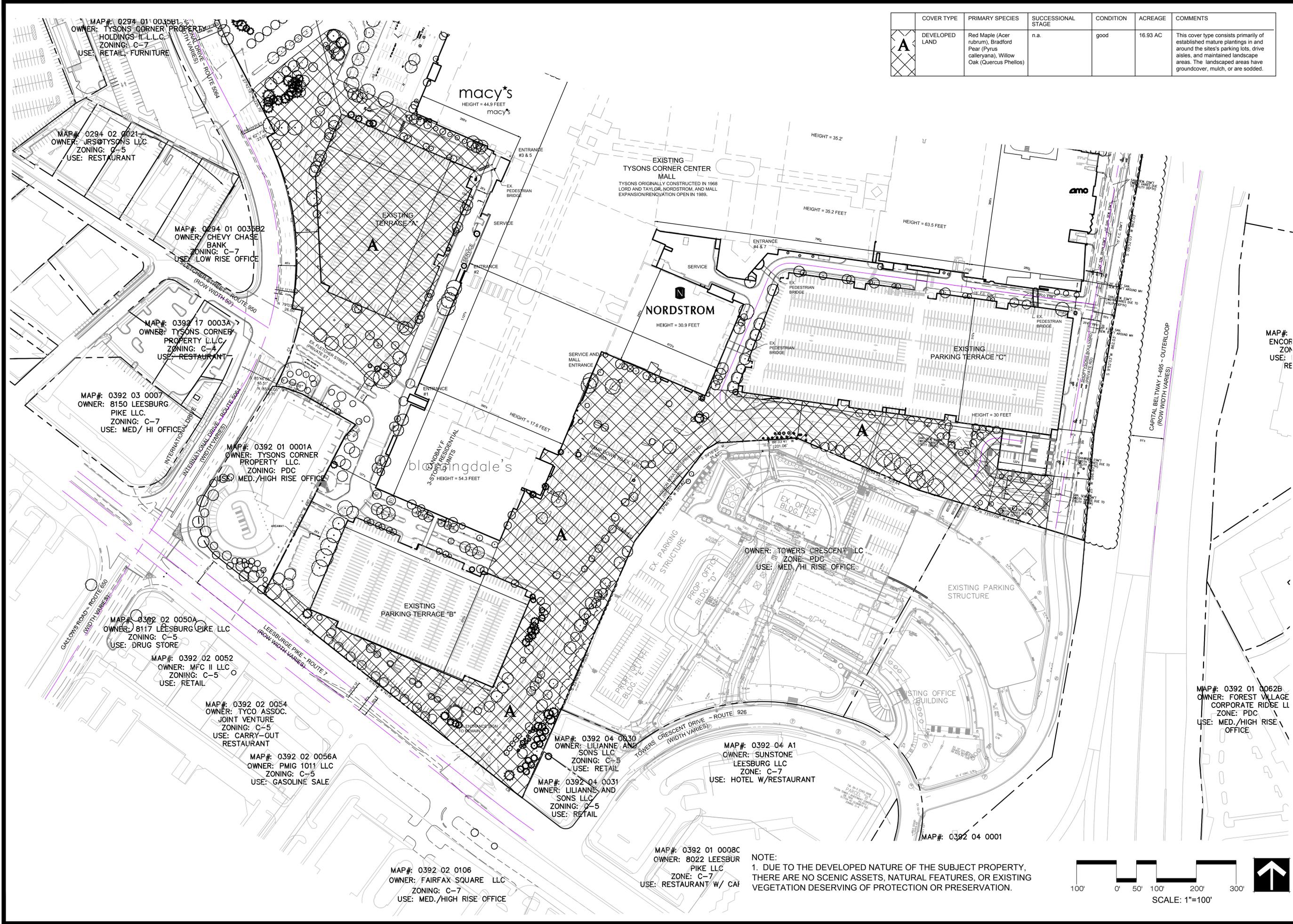
**Stantec**  
 Tel: 703.263.1220  
 Fax: 703.263.1221  
 www.stantec.com

**RTKL**  
 AN ARCADIS COMPANY  
 RTKL Associates Inc.  
 2101 L Street, NW, Suite 200  
 Washington, DC 200037  
 202.833.4400

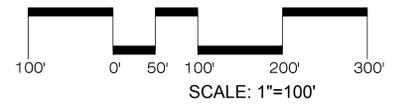
EXISTING VEGETATION MAP

TYSONS CORNER CENTER  
 PHASE 3 & 4 CDPA/FDPA

PLAN NO: CDPA/FDPA 2004-PR-044	PROJECT NO: 2029041817
DATE: 06/05/15	SCALE: 1" = 100'
DESIGN: JO	SURVEY:
DRAWN: AH	STANTEC
CHECKED: JL	
SHEET NO:	



NOTE:  
 1. DUE TO THE DEVELOPED NATURE OF THE SUBJECT PROPERTY, THERE ARE NO SCENIC ASSETS, NATURAL FEATURES, OR EXISTING VEGETATION DESERVING OF PROTECTION OR PRESERVATION.



MAP# 0392 02 0106  
 OWNER: FAIRFAX SQUARE LLC  
 ZONING: C-7  
 USE: MED./HIGH RISE OFFICE

MAP# 0392 01 0008C  
 OWNER: 8022 LEEBUR  
 PIKE LLC  
 ZONE: C-7  
 USE: RESTAURANT W/ CAF

MAP# 0392 04 0031  
 OWNER: LILIANNE AND  
 SONS LLC  
 ZONING: C-5  
 USE: RETAIL

MAP# 0392 04 0030  
 OWNER: LILIANNE AND  
 SONS LLC  
 ZONING: C-5  
 USE: RETAIL

MAP# 0392 04 A1  
 OWNER: SUNSTONE  
 LEEBURG LLC  
 ZONE: C-7  
 USE: HOTEL W/RESTAURANT

MAP# 0392 01 0062B  
 OWNER: FOREST VILLAGE  
 CORPORATE RIDGE LL  
 ZONE: PDC  
 USE: MED./HIGH RISE  
 OFFICE

MAP# 0392 02 0054  
 OWNER: TYCO ASSOC.  
 JOINT VENTURE  
 ZONING: C-5  
 USE: CARRY-OUT  
 RESTAURANT

MAP# 0392 02 0056A  
 OWNER: PMIG 1011 LLC  
 ZONING: C-5  
 USE: GASOLINE SALE

MAP# 0392 02 0052  
 OWNER: MFC II LLC  
 ZONING: C-5  
 USE: RETAIL

MAP# 0392 02 0050A  
 OWNER: 8117 LEEBURG PIKE LLC  
 ZONING: C-5  
 USE: DRUG STORE

MAP# 0392 01 0001A  
 OWNER: TYSONS CORNER  
 PROPERTY LLC  
 ZONING: PDC  
 USE: MED./HIGH RISE OFFICE

MAP# 0392 03 0007  
 OWNER: 8150 LEEBURG  
 PIKE LLC  
 ZONING: C-7  
 USE: MED/ HI OFFICE

MAP# 0392 17 0003A  
 OWNER: TYSONS CORNER  
 PROPERTY LLC  
 ZONING: C-4  
 USE: RESTAURANT

MAP# 0294 01 0035B2  
 OWNER: CHEVY CHASE  
 BANK  
 ZONING: C-7  
 USE: LOW RISE OFFICE

MAP# 0294 02 0021  
 OWNER: JRS@TYSONS LLC  
 ZONING: C-5  
 USE: RESTAURANT

MAP# 0294 01 0035B1  
 OWNER: TYSONS CORNER PROPERTY  
 HOLDINGS II L.L.C.  
 ZONING: C-7  
 USE: RETAIL, FURNITURE



**A GLOSSARY OF TERMS FREQUENTLY  
USED IN STAFF REPORTS WILL BE  
FOUND AT THE BACK OF THIS REPORT**



**Figure 1 Phase I Plaza**

**DESCRIPTION OF THE APPLICATION**

The applicant, the landowners of Tysons Corner Center, requests approval of a Proffered Condition Amendment/Conceptual Development Plan Amendment (PCA/CDPA) and Final Development Plan Amendment (FDPA) to permit the continued redevelopment of the Tysons Corner Center mall property to include three residential buildings and one office building. Tysons Corner Center is located between Leesburg Pike and Chain Bridge Road just outside the Capital Beltway in Tysons.

The land use applications associated with Tysons Corner Center, both approved and under consideration here, envision that the mall will be redeveloped and transformed over time, in four basic phases. Under the approved rezoning, RZ 2004-PR-044, the existing mall would be augmented by a group of mixed-use buildings, largely to be constructed on the existing surface and structured parking areas, to create a mixed-use development which has retail, office, hotel and residential components.

Final Development Plan approval was granted to only Phase 1 and Phase 2. Phase 1, which has direct access to the Tysons Metro Station, has already been constructed with a hotel, office and residential building surrounding a new plaza and newly designed entrance into the mall. The Phase 1 redevelopment has represented a first step in achieving the new vision of Tysons. Currently, the Tysons Corner Metro Station has the second highest ridership of the new Silver Line stations during the week with the highest usage on Saturdays.

(Source:[http://wmata.com/about\\_metro/news/PressReleaseDetail.cfm?ReleaseID=5785](http://wmata.com/about_metro/news/PressReleaseDetail.cfm?ReleaseID=5785) accessed on August 10, 2015)



Figure 2 Tysons Corner Center Phase I

Phase 2, which is not proposed to change with this application, includes office, residential and retail components.

The current applications focus on Phases 3 and 4. The CDPA proposes a reallocation of the square footage associated with these phases, removal of an approved office building and a reassignment of uses for one building. Specifically, the application proposes to remove an office building that was originally shown along Leesburg Pike in Phase 3 and reallocate that square footage into a single residential building also proposed in that phase. In addition, the application proposes to allocate square footage, which had been previously available to either Phase 3 or 4, to Phase 3. The application also proposes to provide two residential buildings and one office building in Phase 4 where one residential building, one retail kiosk and two office buildings were previously approved. The proposed amenity terrace remains atop the parking structure associated primarily with the existing Macy's department store. However, unlike in the previous approval, no additional levels are to be built on the existing parking structure.

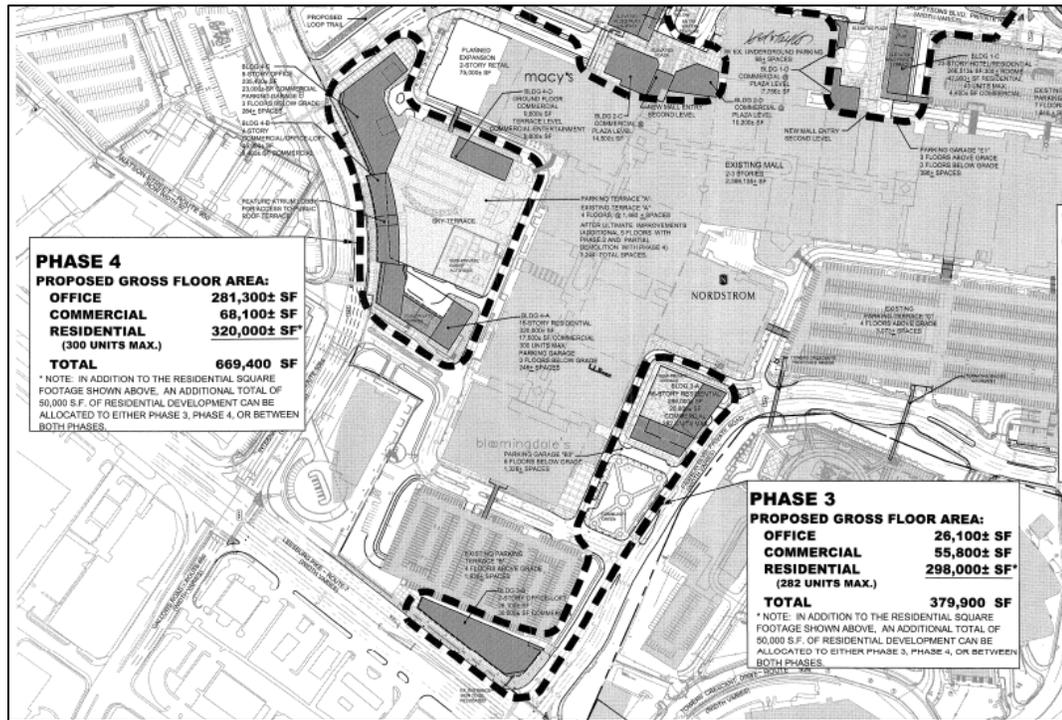


Figure 3 Approved Phases 3 and 4

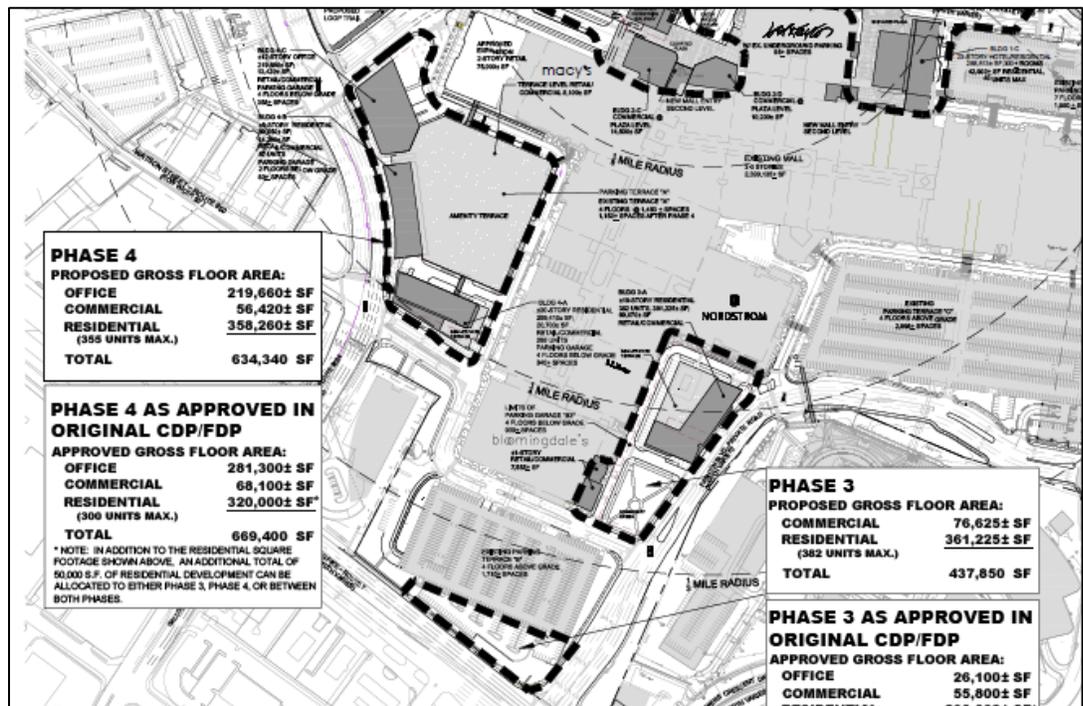


Figure 4 Proposed Phases 3 and 4

*Square footages approved and proposed:*

	<b>Phase 3 proposed</b>	Phase 3 approved	<b>Phase 4 proposed</b>	Phase 4 approved	<b>Total proposed</b>	Total approved
Residential	<b>361,225</b>	298,000	<b>358,260</b>	320,000	<b>719,485</b>	618,000
Office	<b>0</b>	26,100	<b>219,660</b>	281,300	<b>219,660</b>	307,400
Retail/ Commercial	<b>76,625</b>	55,800	<b>56,240</b>	68,100	<b>56,420</b>	123,900
Total	<b>437,850*</b>	379,900	<b>634,340**</b>	669,400	<b>1,072,190**</b>	1,049,300

\*Phase 3 includes the 50,000 SF now allocated to this phase, and 7,950 from Phase 4

\*\*27,110 SF may be allocated to Phase 3, Phase 4 or within the mall as additional retail/commercial uses, based on original square footage approved for Phase 4

FDP approvals were not secured for Phases 3 and 4 as these were further from the Tysons Metro Station and considered to be the final chronological phases of the development. However, given the success of Phase 1, the expected order of development has been modified, with Phases 3 and 4 preceding Phase 2. The FDPs under consideration here cover Phases 3 and 4 and reflect the changes described above.

The applicant requests a series of waivers and modifications which are listed on the cover sheet and discussed at the end of this report.

## **LOCATION AND CHARACTER**

The roughly 78 acre site is currently zoned PDC and is developed with the roughly 2.5 million SF within the existing mall and 1.4 million SF in Phase 1, which consists of hotel, residential, and office use. Phase 2, which has FDP approval, consists of 1,054,790 SF of office, residential and commercial space. This phase has not been constructed. The overall proposed floor area ratio is 1.76 for the entire proposal, i.e. Phases 1-4 and the existing mall (with Macy's approved expansion). The combined land area for the FDP areas, Phases 3 and 4 is 10.10 acres with a proposed combined FAR of 2.5. The site sits between Leesburg Pike, International Drive and Chain Bridge Road.

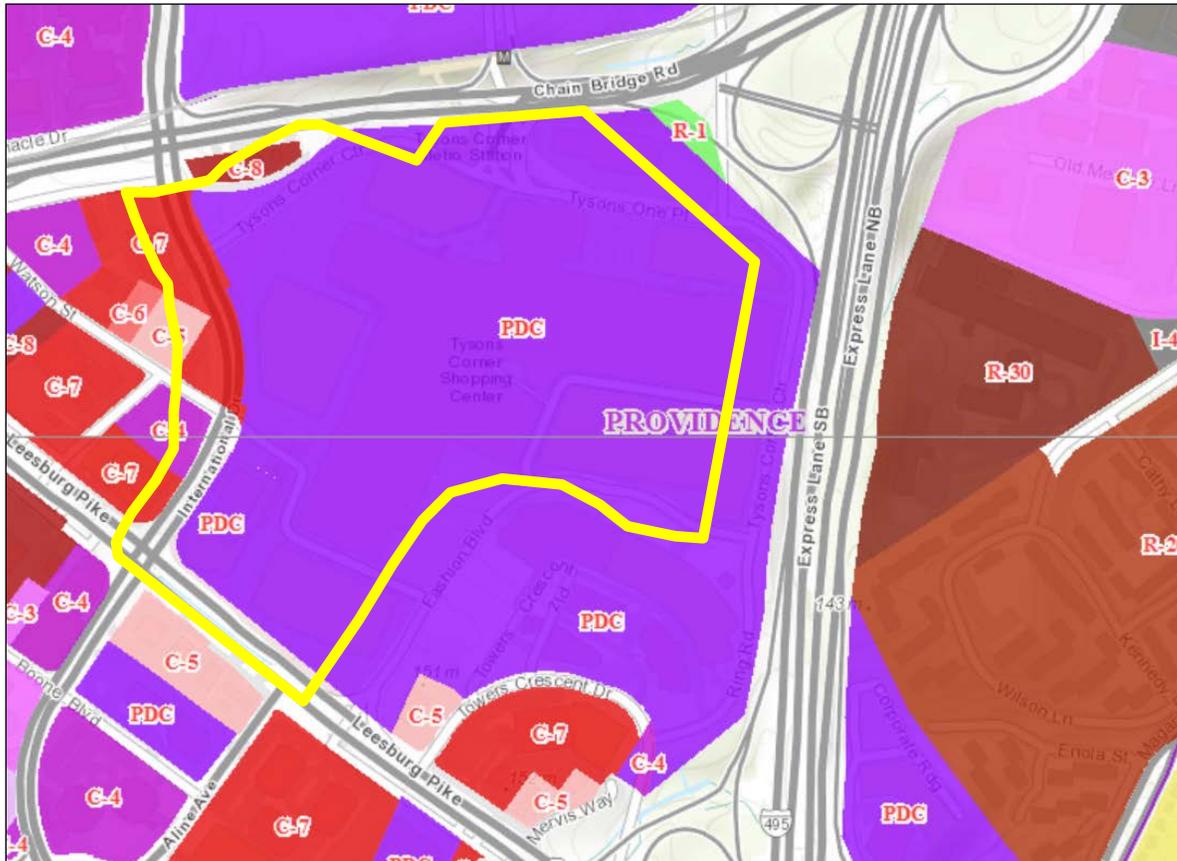


Figure 5 Zoning Map of area

**Surrounding Area Description:**

<b>Direction</b>	<b>Use</b>	<b>Zoning</b>	<b>Plan</b>
<b>North (across Chain Bridge Road)</b>	Mixed-Use (undeveloped) (Tysons II)	PDC	Transit Station Mixed-use and Residential Mixed-use
<b>South (across Leesburg Pike)</b>	Office and Retail (Fairfax Square); Retail (Service Station, Fast Food and Retail)	PDC; C-5	Residential Mixed-use
<b>East (across the Beltway)</b>	Multifamily Residential (Regency and Encore)	R-30	Residential Mixed-use
<b>West</b>	Office (8116 Leesburg Pike); Retail, Eating Establishments, Financial Institutions	PDC, C-7 & C-4	Residential Mixed-use

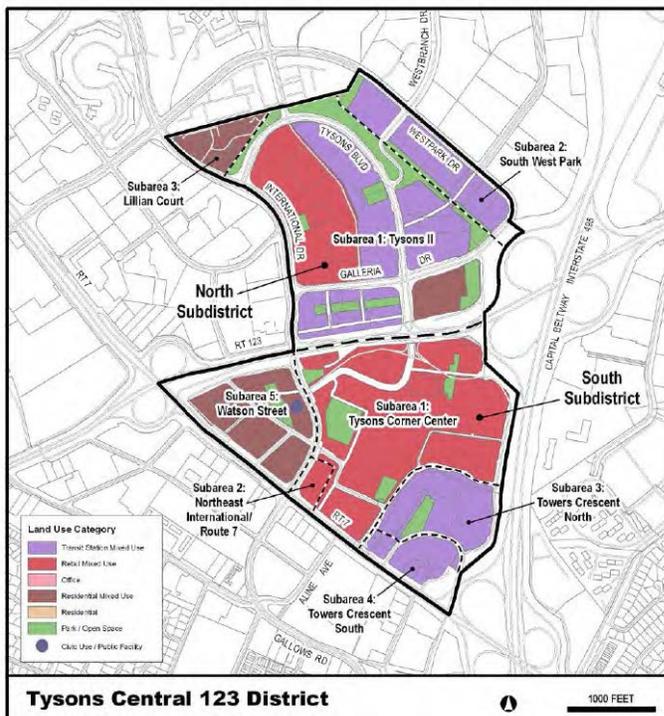
## BACKGROUND

### Site History:

Application	Date of Approval	Use	Action*
RZ/FDP 2004-PR-044	1/22/2007	Mixed-use	Approved by Board of Supervisors (BOS)
PCA 2004-PR-044	10/16/2012	Mixed-use	Approved by BOS
CSP 2004-PR-044*	Include date	Comprehensive Sign Plan only	Approved by Planning Commission (PC)

\* Approved with Proffers or Development Conditions.

### COMPREHENSIVE PLAN PROVISIONS (See Appendix 5)



**Plan Area:** Area II

**Planning District:**

Tysons Corner Urban Center District, Tysons Central 123 District, South Subdistrict, Subarea 1, Tysons Corner Center

**Plan Map:**

Retail Mixed-use

### SOUTH TYSONS CENTRAL 123 SUBDISTRICT

*“The South Tysons Central 123 Subdistrict is comprised of about 130 acres and is bounded by Chain Bridge Road on the north, the Capital Beltway/Interstate 495 (I-495) on the east and Leesburg Pike on the southwest. The subdistrict contains five subareas: Tysons Corner Center, Northeast International/Leesburg Pike, Towers Crescent North, Tower Crescent South and Watson Street subareas.*

*The South Tysons Central 123 Subdistrict is comprised of about 130 acres and is bounded by Chain Bridge Road on the north, the Capital Beltway/Interstate 495 (I-495) on the east and Leesburg Pike on the southwest. The subdistrict contains five subareas: Tysons Corner Center, Northeast International/Leesburg Pike, Towers Crescent North, Tower Crescent South and Watson Street subareas.*

*Existing development is predominantly retail and office use, including Tysons Corner Center, the region's first super-regional mall which draws millions of shoppers from the metropolitan area and beyond. The subdistrict also contains a hotel and Tycon Tower, currently the largest office building in Tysons Corner. The vision for this subdistrict is to transform it into a significantly more intense mixed-use area on the south side of the Tysons Central 123 Metro station.*

### **Subarea 1: Tysons Corner Center**

*Tysons Corner Center is comprised of about 77 acres, bounded by International Drive on the west, Chain Bridge Road on the north, I-495 on the east, Tower Crescent on the southeast and Leesburg Pike on the south. Existing development is the Tysons Corner Center regional mall which contains approximately 2.5 million square feet of development and has an intensity of 0.74 FAR.*

#### Base Plan

*Prior to Metrorail, this subarea was planned for retail, office, hotel uses up to 0.80 FAR, with regional retail being the predominant use.*

#### Planned and Approved Development

*With the funding of Metrorail, the area is planned and approved for transit-related mixed-use development with approximately 6,000,000 square feet. Planned and approved land uses include office, hotel, and residential development. The existing mall is to be retained and reconfigured. The approved office, hotel, residential buildings, ground level retail, and service uses are to be provided. With the addition of a conference or convention center, a density bonus may be considered.*

*The vision of this intensification is to create urban spaces that people can walk through easily, as well as to and from the adjacent Metrorail station and surrounding areas. The area is planned for many urban design amenities including extensive streetscape features, plazas, a mini dog park, "Sky Terrace" rooftop recreation and leisure amenity, one-acre Common Green, and a multi-use pavilion. Many of the open spaces will be large enough for open-air activities such as fashion shows, seasonal markets, and musical performances by small groups. Abundant seating and public art will make the space appealing and attractive.*

*While the mall and other existing development do not readily accommodate a grid of streets, efforts should be made to provide a connected network of streets and to provide new pedestrian and bicycle connections where streets are not*

*possible. In addition, redevelopment or reconfiguration of the mall should seek, where possible, to reduce views of parking garages, wrapping such structures with other uses and/or providing attractive façade treatments and screening.*

*Redevelopment Option*

*Development above the approved level of 6,000,000 square feet may occur if it is consistent with the guidance on intensity and land use mix in the Areawide Land Use Recommendations, and if it meets the following conditions:*

- Changes to the mix of uses will need to address traffic impacts during peak periods, such as converting approved office to residential or hotel use.*
- If additional residential uses are provided, they should include recreational facilities and other amenities for the residents, as well as affordable/workforce housing as indicated in the Areawide Land Use Recommendations.*
- Public facility, transportation and infrastructure analyses should be performed in conjunction with any development application. The results of these analyses should identify necessary improvements, the phasing of these improvements with new development, and appropriate measures to mitigate other impacts. Also, commitments should be provided for needed improvements and for the mitigation of impacts identified in the public facility, transportation and infrastructure analyses, as well as improvements and mitigation measures identified in the Areawide Recommendations.*
- Publicly accessible open space and urban design amenities should be provided consistent with the Areawide Urban Design Recommendations and the urban park and open space standards in the Areawide Environmental Stewardship Recommendations.*
- The approved development made significant commitments to improve pedestrian and vehicular accessibility within the subarea and between the subarea and adjacent areas. With consideration of additional intensification, however, a grid of streets may be necessary. Intensification will depend on the degree to which access and circulation improvements are provided consistent with guidance in the Areawide Urban Design and Transportation Recommendations.*
- Existing and approved building heights range from 65 feet for Tysons Corner Center to high-rise buildings approved at about 350 feet near the Metro station. Changes in approved building heights should continue to focus the tallest buildings within one-eighth mile of the Metro station; height in this area could be up to 400 feet. Building heights generally beyond one-eighth mile from the Metro station should be between 175 and 225 feet.*

- *On the east side of the mall, buildings facing across I-495 to the Regency or Encore multifamily developments should be oriented so that the longest dimensions of the buildings are not parallel to I-495. A variety of building heights should be provided. Changes in approved building heights should be consistent with the above guidance as well as with the Areawide Urban Design Recommendations.*

- *Potential circulator routes, as described in the Areawide Transportation Recommendations, extend through or abut portions of this subarea. Redevelopment proposals along the circulator routes should provide rights-of-way or otherwise accommodate these circulators and should make appropriate contributions toward their construction cost. See the discussion of Intensity section in the Areawide Land Use Recommendations.”*

TYSONS COMPREHENSIVE PLAN LAND USE CATEGORIES (Page 22, Comprehensive Plan):

**Retail Mixed-use and Park/Open Space**

TYSONS COMPREHENSIVE PLAN BUILDING HEIGHT TIERS (Page 116, Comprehensive Plan):

**Tier 1 (225’ – 400’), Tier 2 (175’ – 225’) and Tier 3 (130’ – 175’)**

**ANALYSIS**

**Conceptual Development Plan Amendment/Final Development Plan Amendment (Copy at front of staff report)**

Title of CDPA/FDPA: Tysons Corner Center Phases 3 & 4  
 Prepared By: Stantec, Inc., SASAKI Associates, Inc, PTKL Associates, Inc.  
 Original and Revision Dates: December 19, 2014 through June 5, 2015

CDPA/FDPA	
Sheet	Description
1	Cover, Title Page
2	Notes, Tabulations, Soils, Waivers, Sheet Index
3	Parking and Building Schedule
4	Overall and Phase Use Plan
5	Overall Landscape Plan
6	Recreational Amenities Plan
7	Overall Pedestrian Plan

CDPA/FDPA	
8	Phases Three and Four Improvements Plan
9	Phase Three Illustrative Rendering
10	Phase Three Plan
11-14	Phase Three Floor Plans
15	Phase Three Sections
16	Phase Three Elevations
17-18	Phase Three Landscape Plan
19	Phase Three Streetscape Sections
20	Leesburg Pike Perspective
21	Phase Four Illustrative Rendering
22	Phase Four Plan
23-28	Phase Four Floor Plans Garages
29-31	Phase Four Sections, Elevation and Landscape Plan
32	Phase Four Streetscape Plan and Section
33	Phase Four Alternate Streetscape Plan and Sections
34	Phase Four Streetscape Plan and Section
35	Leesburg Pike Road Improvements Plan and Section
36	Leesburg Pike Road Improvements Plan and Section
37	International Drive Improvements Plan and Section
38	Structural Soils and Plan
39-41	Tree Planting Details, Site Furnishing Details, Lighting details
42	Wall Renderings
43	Massing Study
44-46	Shadow Studies
47-50	Stormwater Sheets
51	Existing Conditions
52	Existing Vegetation Map
53	Tree Preservation Map

## Overview

As described above, except to reflect the as-built conditions, which were approved by a series of zoning interpretations, very few changes are proposed for Phases I and II. The central focus of the CDPA and FDPAs under consideration here is Phases 3 and 4.

Phase 3 shows a residential building (Building 3A) and a park space to replace the existing surface parking lot outside of Bloomingdales and Nordstrom. This phase also includes retail additions to the mall outside of Bloomingdales.

Phase 4 shows three new buildings surrounding the existing parking structure for the Macy's department store. The application proposes two residential buildings and one office building. The top of the existing parking structure is proposed to be designed as an amenity area.

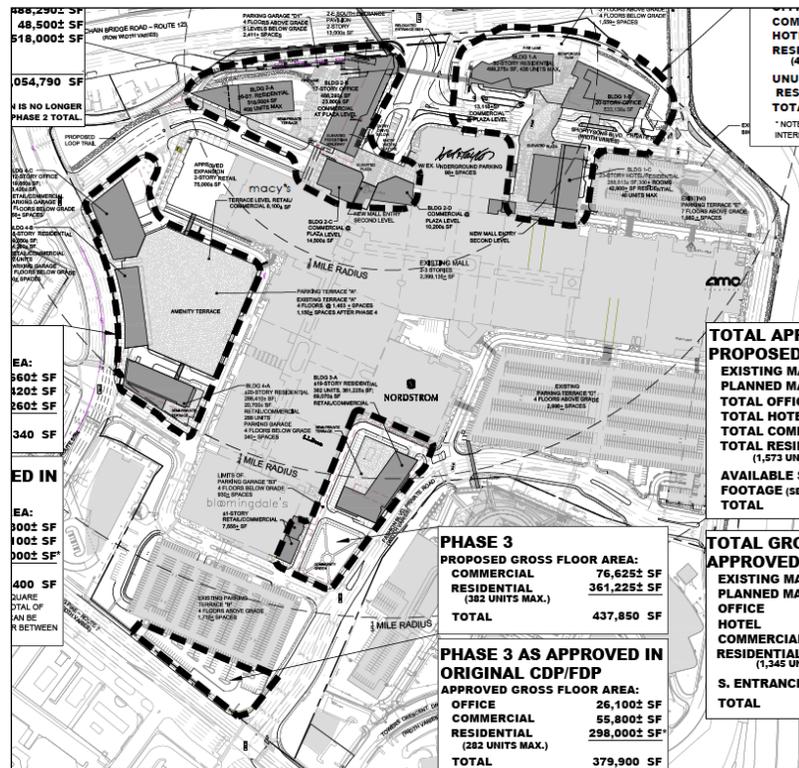


Figure 6 Excerpt from CDP

The sheets in the CDPA/FDPA include tabulations, elevations, sections, layout of the buildings and private streets, pedestrian amenities, landscaping, park features and stormwater information.

### Site Layout

The application proposes four buildings in Phases 3 and 4. In Phase 3, a residential building is proposed adjacent to the Nordstrom department store. The 437,850 SF building would include 361,225 SF of residential use (maximum 382 units) and 69,070 SF of retail use at its base. The height of the new building



12-story office building. Each building has retail or commercial services at ground level. Phase 4 also includes an option for a 8,100 SF retail space on the amenity space. The amenity space is proposed on the top level of the existing parking structure.

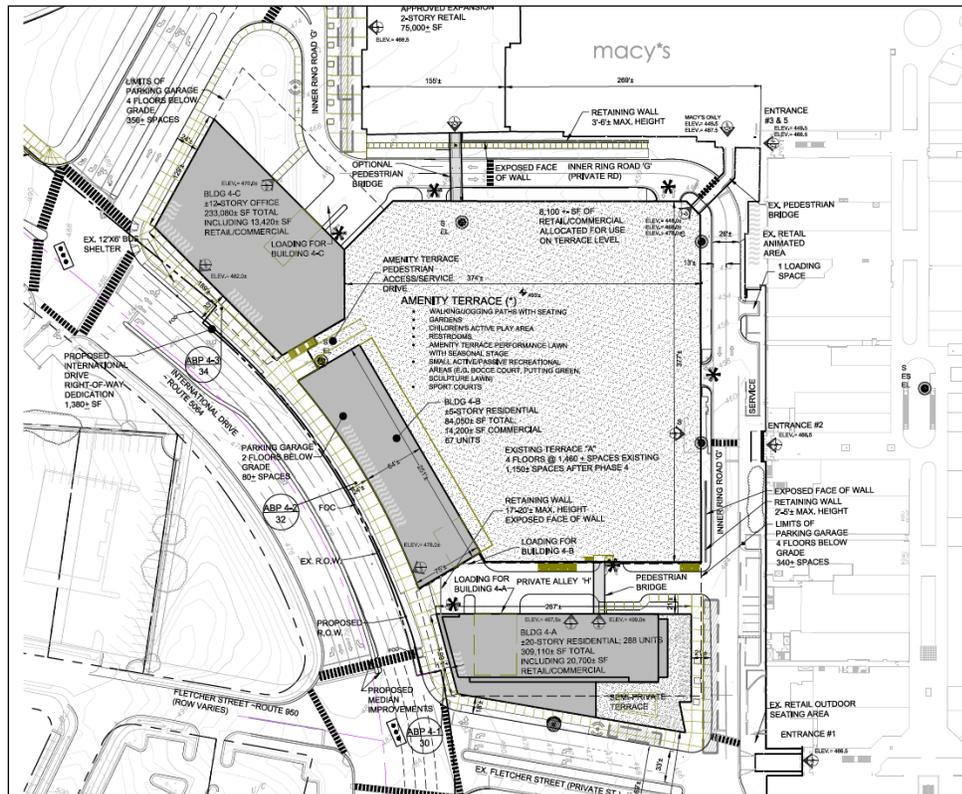


Figure 8 Phase 4

**Intensity**

Use	Square Footage
Existing Mall	2,400,527
Macy's Expansion	75,000
Phase 1	1,385,600
Phase 2	1,054,790
Phase 3 and 4	1,099,300
Total/FAR	6,015,217 (1.76 FAR)

**Affordable and Workforce Housing**

The applicant has brought forward the affordable housing commitment made at the time of the 2007 rezoning. The applicant provides nine percent (9%)

affordable housing at 70 percent or less of the Area Median Income (AMI) for the Washington D.C. Metropolitan Area.

## **Parking**

Parking will be provided in existing above grade and proposed below grade parking structures. Since the application is not zoned to the Planned Tysons Corner (PTC) District, it is not governed by the maximum parking ratios. However, the applicant has received approval from the Zoning Administrator, via administrative interpretation, to utilize the lower PTC parking rates. The parking rates shown on the CDPA/FPDA reflect a range between the PTC rates and the approved CDP/FDP rates, resulting in a much lower amount of parking than the project would be entitled to under the PDC District.

## **Proposed Road Network**

The application has frontage on three public streets; Chain Bridge Road, Leesburg Pike and International Drive. The proposed FDPs impact the Leesburg Pike and International Drive Frontage. However, the rest of the road network is proposed as private, which complements the existing ring road (Fashion Boulevard). The application proposes private streets around the proposed buildings, using existing pavement and driveways to accommodate the streets and access to the new buildings.

The proffers detail the road improvements and provide a graphic showing the improvements which are proposed to be provided by phase. The proffer also provides triggers for completion of the improvements over time.

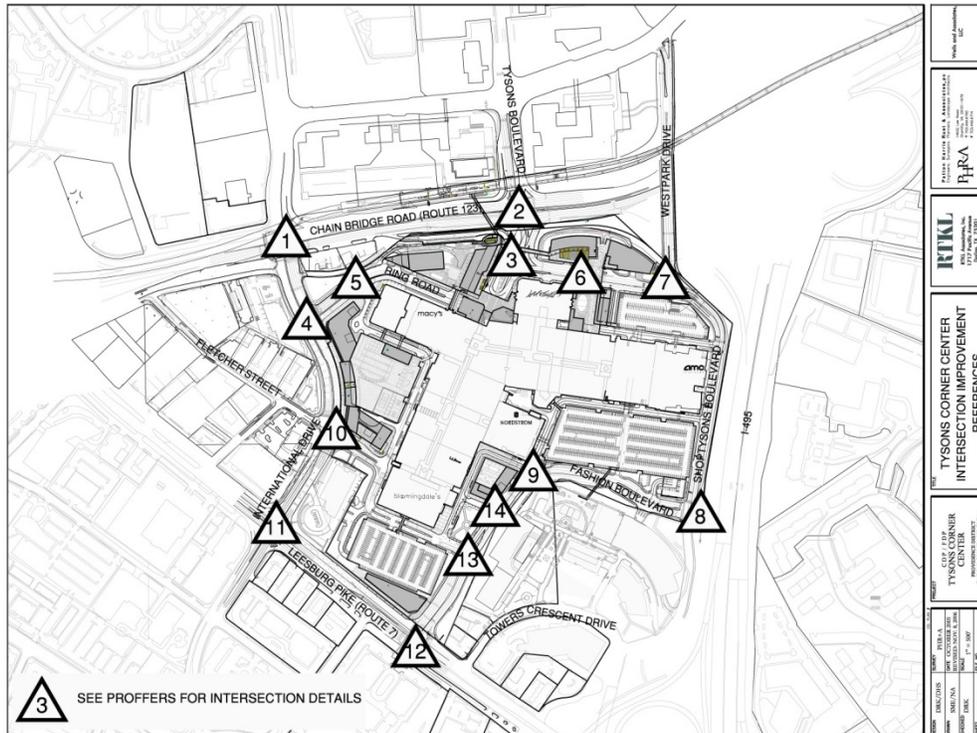


Figure 9 Transportation improvements

Phase 3 improvements include:

- Widen Fashion Boulevard to provide eastbound and westbound left-turn lanes at the Fashion Boulevard intersection with the Ring Road at Nordstrom (includes traffic signal modifications);
- Widen Fashion Boulevard to provide a second eastbound left-turn lane at the intersection with ShopTysons Boulevard; and
- Widen the eastbound and westbound outside travel lanes of Fashion Boulevard from Route 7 to ShopTysons Boulevard to accommodate vehicles and bicycle lanes.

Phase 4 improvements include:

- Dedication of right-of-way along International Drive; and
- Widen International Drive north of Fletcher Street for travel lanes and one bicycle lane.

The applicant has also proffered a contribution of funds toward traffic signalization and the Tysons Transportation Fund. In addition, the applicant has reserved the right to construct a connection between the outermost egress lane at the Route 123 entrance onto the Capital Beltway subject to VDOT and FHWA approval of an Interchange Modification Report (IMR).

### **Transportation Demand Management**

The applicant proposes a TDM plan designed to augment the plan already in place, to reduce vehicle trips generated by the development and encourage mass transit, ride-sharing and such strategies. This approach represents an earlier version of the approach used by most current Tysons applications. The commitments and goals include reduction of vehicle trips with a remedy fund, reporting and components including outreach, transit benefits, encouragement of telework and car sharing, among others.

### **Pedestrian Amenities**

As in the original rezoning, the application proposes trails for pedestrian circulation around the edges of the site. As shown on Sheet 6 of the CDPA/FDPA the application proposes to provide a loop trail along the perimeter of the site. Phase 3 proposes to provide the ultimate location of the trail along the new building and extended to Leesburg Pike. The applicant has proffered to provide a 6-foot wide sidewalk on the south side of Fashion Boulevard in that area (adjacent to Towers Crescent) if appropriate easements and permissions are provided by Towers Crescent. Finally, in Phase 3, the applicant is providing a 10-foot wide shared pedestrian/bicycle path and streetscaping along the Leesburg Pike frontage (although there is a pinch point around the existing sign for the mall). In Phase 4, the application proposes to extend the loop as a sidewalk along International Drive. The connections through to Phase 2 are interim along the existing mall, and will be completed with Phase 2.

The application continues to include a contribution to Fairfax County for a future pedestrian/bicycle connection across the Capital Beltway. There is an existing pedestrian bridge connection between Towers Crescent and the subject site. The application notes that elevated pedestrian connections may be pursued by others across International Drive to Watson Street and that a future connection to Towers Crescent could be pursued. In any event, the existing pedestrian bridge and its access will be maintained.

### **Parks and Open Space**

The application proposes two park spaces with this application, including a 30,000 SF community green in Phase 3 and an amenity terrace on the top of the

existing surface parking structure on Phase 4. The community green is proposed to contain features such as a central focal art element, a walking path with seating and open lawn areas for special events. The amenity terrace would contain features such as walking/jogging paths, gardens, children's play area, performance lawns with stages, small active/passive recreational areas and sport courts.

### **Stormwater Management**

The application proposes to continue the stormwater management plan that was approved in the original rezoning. This plan included a 43 percent reduction in the amount of stormwater discharge from the 10-year storm and a net 14 percent reduction of phosphorous in the stormwater. With this application, the applicant has further agreed to install, pervious pavement, compost amended soil and stormwater planters, intensive green roof over the parking structures in Phase 3 and 4, cisterns and may install further LID features as the plans develop further.

### **Streetscape**

While most of the streets proposed here are private, the application provides sidewalk and landscaping along most of the streets to provide pedestrian connectivity throughout the site and activated street edges. The application is providing a "Boulevard" type streetscape as identified in the Comprehensive Plan along Leesburg Pike including a sidewalk and a double row of trees. Along International Drive the application is providing a 23-foot wide pedestrian realm including building zone, sidewalk and some landscaping. Further proffered commitments include animated façade areas, which are areas identified on the CDPA/FDPA to create an external street presence for the users, by assuring that there is sufficient transparency and entry features (doors).

The applicant has also submitted a series of streetscape modification requests which are discussed later in this report.

### **Environment**

The application has committed to sustainable practices including green building certification for the new residential and commercial buildings. In addition, the application continues to propose to mitigate noise levels to 45 dBA Ldn or less in the residential units and hotel rooms and 50 dBA Ldn for the office buildings. In addition, attenuation measures would also be provided in the outdoor recreational areas so that the noise levels would not exceed 65 dBA Ldn in those areas.

## ***Analysis***

### **Land Use**

The proposed land uses, site layout and intensity are generally in conformance with the guidance of the Comprehensive Plan and the approved zoning. In the land use memorandum contained in Appendix 5, staff details the changes related to the reallocation of square footage around Phases 3 and 4, as well as a discussion of how this application has been influenced by the plans for redevelopment in the Tysons Urban Center as a whole. For instance, the previous approval called for a commitment to a grocery store onsite, reflecting the lack of grocery choices in Tysons in 2007. As of the time of the writing of this staff report, two grocery stores currently serve the area and several spaces have been approved or proposed for grocers. However, while the specific approved commitments can be expected to change to reflect existing conditions, staff notes that the application could be improved for two specific uses.

#### ***Child Care Center***

In the original rezoning, the applicant had agreed to provide a child care center with Phase 2. This commitment remains, but since Phases 3 and 4 will now precede Phase 2, the timing will be later than expected. Although staff recognizes that the design of Phase 2 specifically included the outdoor play area necessary for the child care center, staff would prefer that the applicant agree to provide a child care center with one of these two now earlier phases (Phases 3 or 4) in order to meet the demands created with the growing residential and office population

*Drive-In Financial Institution*

The application includes a drive-in financial institution and has proffered that the use would have no adverse impact to the pedestrian realm and no additional vehicular entrances to the parking structures or property entrances. The applicant has not designed the location of such drive-in financial institution and while staff appreciates the proffer limitations, this use by its vehicle-oriented nature could be disruptive to the pedestrian realm that it should be shown on an FDP in order to be properly evaluated. Given the fact that the applicant has no specific location or design at this time, staff would find it more appropriate to include any drive in financial institution on a future FDP for specific approval of the Planning Commission.

*Height*

Phases 3 and 4 are located within the Tier 2 of the Comprehensive Plan's Conceptual Building Heights Map. In this tier, maximum building heights range from 175 to 225 feet, not including mechanical penthouses. This application proposes a height of 280 feet (including mechanical penthouses) for Buildings 3A and 4A. The Plan recommends flexibility when evaluating building heights in order "to facilitate the provision of affordable/workforce housing, as well as public and quasi-public uses such as a conference center or arts center". As mentioned above, the application continues to propose 9 percent workforce housing as approved in the 2007 rezoning, while providing more units at the lower income ranges than expected under current Board of Supervisor policies. As such, staff can support the height flexibility requested in this application.

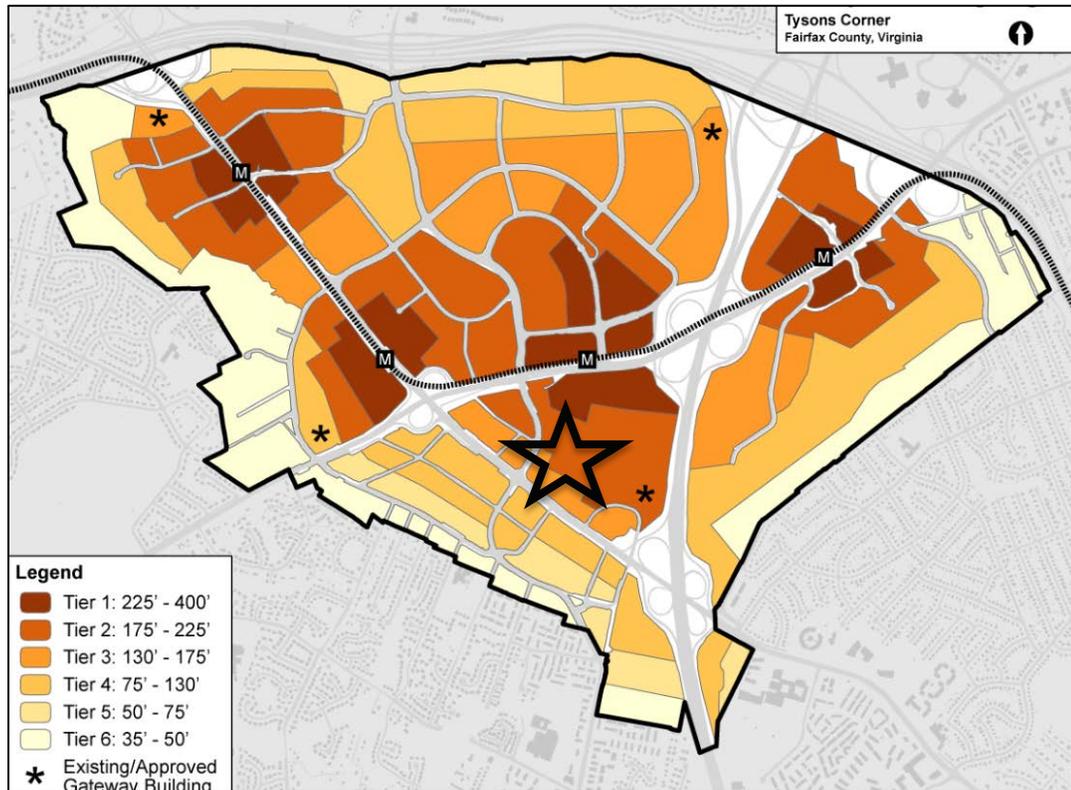


Figure 10 Comprehensive Plan Height Map

### Parks and Open Space Analysis (Appendix 9)

The applicant's parks and open space represent a suitable extension of the planned and approved network for the site. As reviewed by the Fairfax County Park Authority, the mix of different types of urban park spaces in the development creates a good onsite park network that will be well connected throughout the area. During review of the application, staff did recommend that the amenity terrace in Phase 4 include more of a recreational focus for active use. In response to this recommendation, the applicant has proffered that two sport courts will be provided for use by the residents of Residential Building 4A or 4B. Staff finds that the application meets the recommendations for provision of parks and open space.

### Design (Appendix 6)

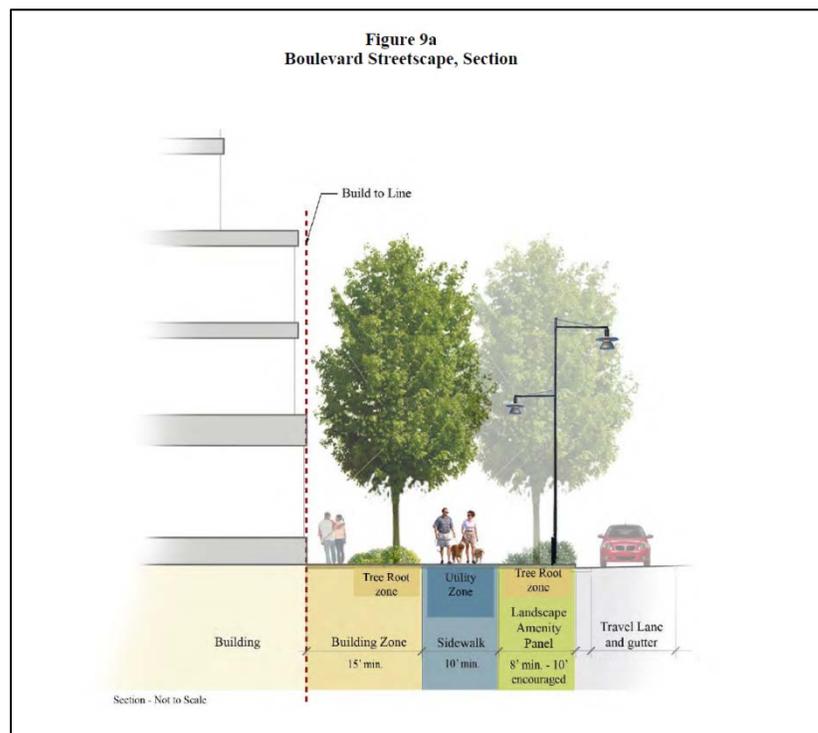
The design proposed with this PCA and FDPA is largely in conformance with the approval from 2007. However, with the adoption of the Tysons Comprehensive Plan and the approval of subsequent high-density, mixed-use projects, design

concepts have evolved on some of the elements to help create a vibrant and increasingly integrated community. While staff notes that the design of the Phase I has been well received, suggestions have been made to the applicant to improve Phases 3 and 4 in line with current expectations, as discussed below.

### *Public Streets--Leesburg Pike and International Drive*

#### **Leesburg Pike**

The applicant's proposal impacts two of its public streets—specifically Leesburg Pike and International Drive which are both considered “Boulevards” under the streetscape classifications in the Comprehensive Plan. In a “Boulevard” streetscape section, the building zone should be no less than 15 feet wide, the sidewalk should be no less than 10 feet wide with a landscape amenity panel no less than 8 feet wide. The building zone also includes a double row of trees in the boulevard section.



**Figure 11 Boulevard rendering (Comprehensive Plan)**

For Leesburg Pike, staff notes that with the removal of the previously approved office building, an existing parking structure is no longer hidden from the street. As such, staff suggested that the applicant meet the Boulevard streetscape standards specifically to visually mitigate the impacts of the parking structure along the street. In response, the applicant removed some existing parking in a

surface parking lot and has provided streetscape to include a double row of trees (trees on both sides of the sidewalk) and 10-foot wide sidewalk. Staff notes this streetscape meets the recommendations of the Comprehensive Plan.

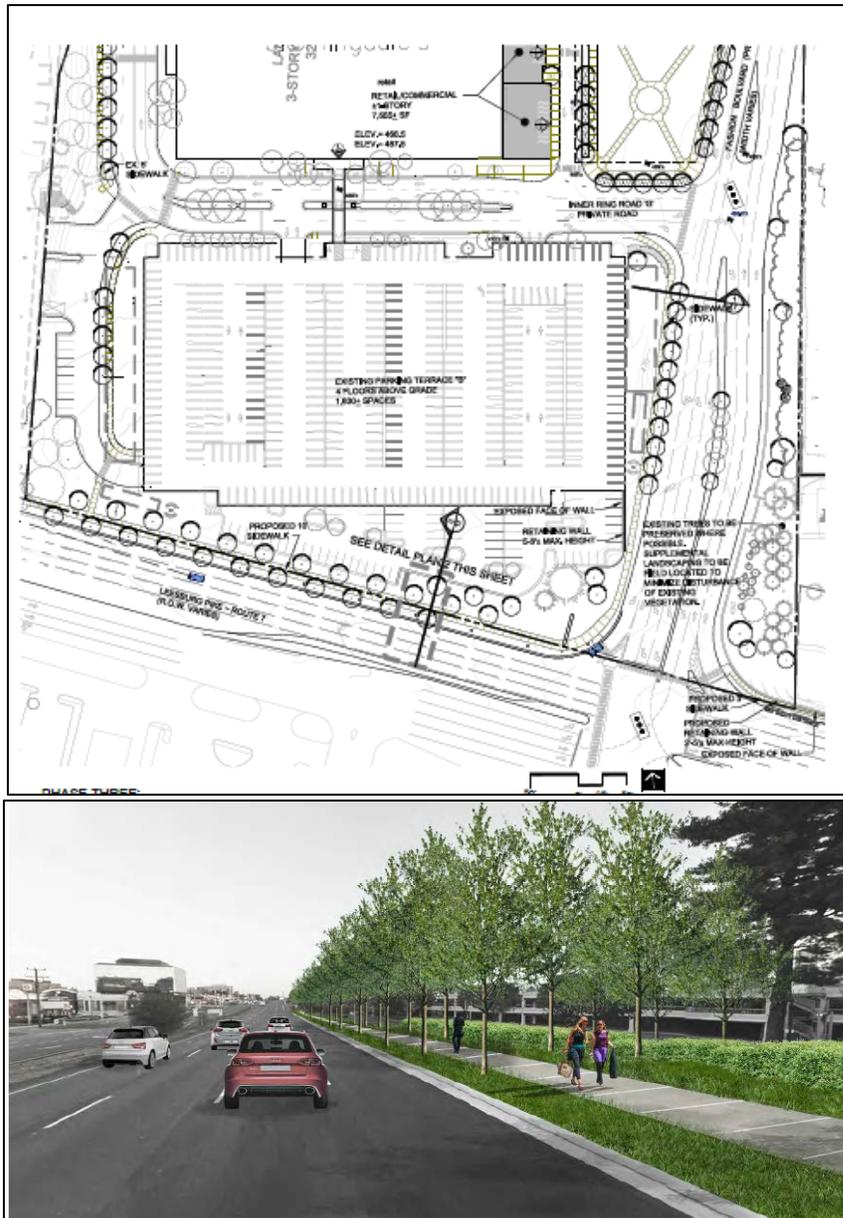


Figure 12 Plan View and Rendering of Leesburg Pike Streetscape



provided to the Towers Crescent properties and is being used now to connect that development to the mall.

One bridge that could be helpful in the future is a pedestrian bridge connecting across International Drive near Fletcher Street. Given the grades, the needed capacity on International Drive, and the intersection angles there, a pedestrian bridge in this location might be useful to provide pedestrians a safer crossing from the Watson Street subarea to the Tysons Corner Center subarea. The applicant continues to reserve the right to provide this connection, but does not commit to provide a landing or provide any details on where this bridge might land on their property. While it isn't known now what the alignment of the bridge may be, staff has asked the applicant to commit to providing a landing either at a proposed building or within the building zone. While details could be worked out later, staff believes a commitment should be made to the provision of a landing spot which would not further impact this constrained streetscape.

### **Fashion Boulevard**

One of the amenities that the approved redevelopment included was a loop trail around the Tysons Corner Center site which would serve as a pedestrian pathway and recreational amenity. The loop trail commitment is continued with this application and can be further implemented with the building program proposed here. However, where Fashion Boulevard is adjacent to Building 3A, the application proposes a 10-foot wide sidewalk without a landscape buffer to the curb. Given the expectations of this pathway as a highly-used pedestrian amenity, a 2-foot wide grass landscaped strip would help buffer pedestrians from traffic and would also add visual interest to what is, in essence, the rear of Building 3A with its loading and parking functions.

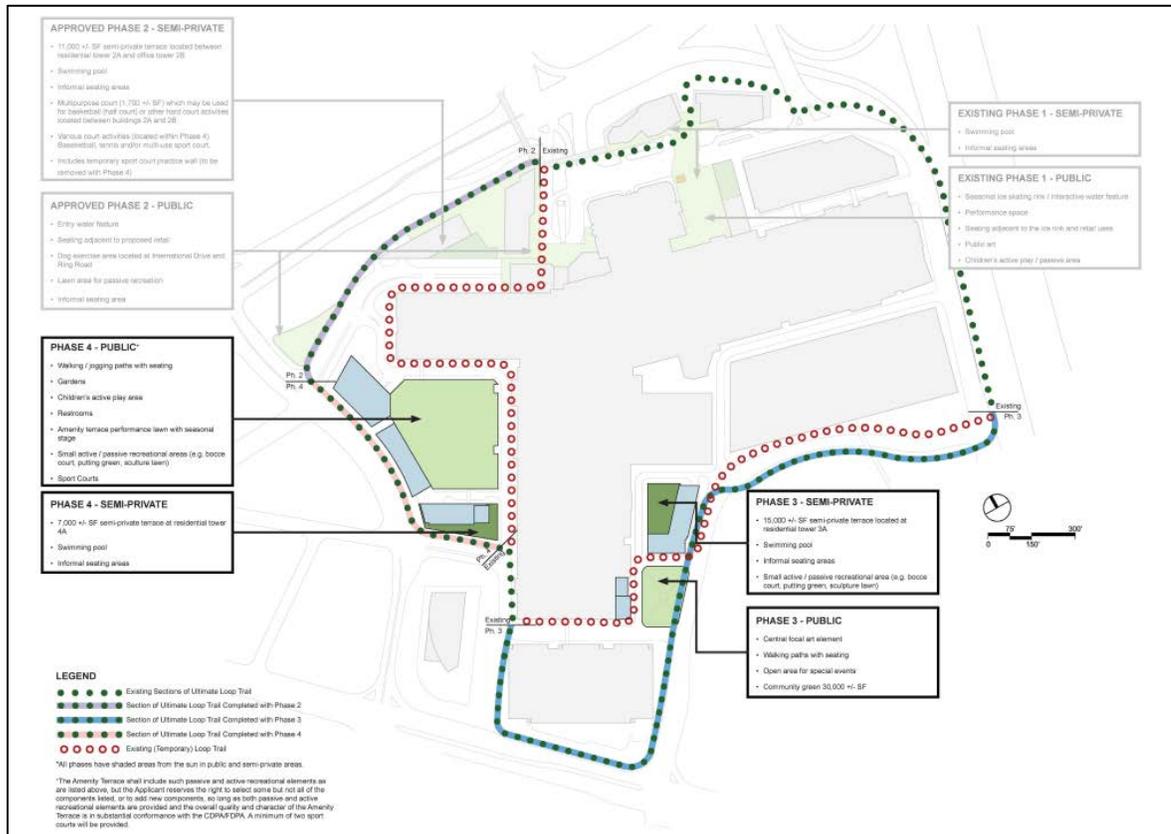


Figure 13 Loop Trail

## Overall Streetscape Activation

In an effort to provide activated streetscapes, the approved rezoning introduced the concept of activated façade areas. The areas, depicted with specific hatching on the CDPA/FDPA, are to be designed to relate to the street in such a way that encourages safe, pleasant and lively pedestrian activity. The proffers make commitments to an external presence with transparent elements, entry features, landscaping, seating areas, canopies and awnings. Staff notes that many applications in Tysons have agreed that the first floor level will be at least 16 feet tall to assure that retail is viable and differentiate its treatment at the street level from levels above. The applicant here has not agreed to that sort of commitment, noting that it has significant retail expertise. Staff is concerned that the current applicant of the mall may not be the owner of the proposed buildings in the future. Regardless, staff continues to recommend that the applicant commit to a minimum height for the first floor level of these buildings to ensure the concept of transparency which enhances the pedestrian experience.

**Streetscape Modification Requests** (see Appendix 7)

Waivers and modifications to the Tysons Corner urban street design standards are processed through the Fairfax County Department of Transportation and key items were discussed above. However, staff does note that various waivers and/or modifications have been sought for this application based on fitting the redevelopment of this property around the existing conditions. The following modifications are currently under review (please see the August 6, 2015 memorandum from FCDOT for more information):

- Streetscape zone width on Fletcher Street;
- Streetscape zone width on Tysons One Place;
- Streetscape zone Width on Inner Ring Road G;
- Curb parking on International Drive from Fletcher Street to Tysons One Place;
- Bike Lanes on Fashion Boulevard and Fletcher Street; and
- Bike Lane on Tysons One Place and Inner Ring Road G.

**Transportation Analysis** (See Appendix 7)

As listed in the proffers, with Phase 1, the applicant completed a series of improvements associated with this development as a whole. These improvements, which include right-of-way, construction, signal additions, crosswalks, etc. around the site on the internal and public roadways, are listed in the proffers. However, specific transportation improvements are also necessary for Phases 3 and 4. Furthermore, there are outstanding transportation issues associated with this request.

**Transportation Contributions**

The applicant has proffered to provide financial contributions for construction of certain improvements previously approved along Leesburg Pike. The contribution rates have been set based on an applicant provided estimate of the costs to complete the improvements. However, the County has reviewed the estimates and found that the estimates do not cover the costs. The commitments to these improvements were previously agreed to and approved in RZ 2004-PR-044 and previously established commitments must be met. The applicant has provided revised estimates which are currently under review which must be approved by the Fairfax County Department of Transportation (FCDOT).

**Trigger for Transportation Contributions**

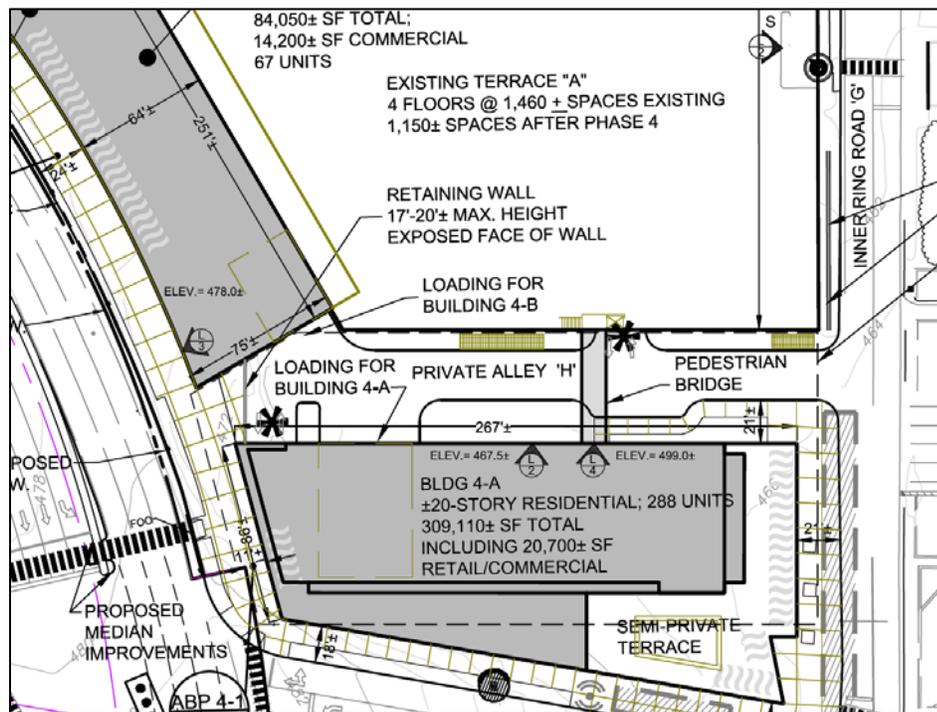
The applicant has proffered to make a series of transportation contributions related to this application, including transportation contributions for items such as

traffic signals, the Tysons Transportation Fund, and bus shelters on a building by building basis upon the issuance of particular later RUPs or Non-RUPs. Staff recommends that these contributions be made at the issuance of the first RUP or Non-RUP in order to be available for use to support the needed transportation improvements associated with this application.

### Right-of-Way along Leesburg Pike

The Comprehensive Plan calls for the widening of Leesburg Pike to eight lanes. The applicant has committed to provide the required vehicle lane along their frontage but has not dedicated the additional 1.5 feet needed to include the full width of the sidewalk within the right-of-way for a total cross-section width of 82.5 feet. At this time, the sidewalk would be partially within and partially outside the right-of-way. The Virginia Department of Transportation has stated that it cannot approve such a condition and as such, would not be able to maintain the sidewalk. So that the sidewalk will be fully within the right-of-way and hence maintained by VDOT as an important part of the transportation system, the requested 1.5 feet of right-of-way should be provided.

### Functionality of Private Alley H in Phase 4



The FDPA depicts loading for Buildings 4A and 4B in close proximity to one another, which presents conflict points. In order to address conflict points such

as these in other Tysons cases, other Tysons applicants have committed to designate a dockmaster to schedule and monitor arrivals and departures from the loading areas to minimize conflicts. The applicant has not elected to provide this coordination. This issue remains outstanding.

### **Environmental Analysis (See Appendix 8)**

There are no unresolved environmental issues associated with this request. As discussed above, the Green Building commitments provide for sustainable buildings onsite, specifically, the applicant has provided a proffer which commits to achieve the goal of LEED NC certification for residential or LEED for Homes at the time of the project's registration. The proffer also provides flexibility for the applicant to attain alternative certifications, such as Earth Craft or the 2012 National Green Building Standard using the Energy Star Qualified Homes path for energy performance subject to the review and approval of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ).

Regarding non-residential buildings, the proffer commits to provide a specific list of credits within the most current version of the United States Green Building Council's Core and Shell (LEED-CS) rating system at the time of the project's registration. Given the aforementioned planning and zoning history of the site and the limited scope of the proposed amendment under the current application, staff is satisfied with the green building commitments for non-residential and residential development.

In addition, the noise attenuation proffer for the 2007 rezoning has been reaffirmed with this application. The proffer commits to provide a refined acoustical analysis at the time of the respective building plan submission for each residential building in order to confirm that each residential building conforms to the Policy Plan guidance regarding noise mitigation for new residential use. It is noted that none of the proposed residential buildings within Phases 3 and 4 appear to be exposed to significant sources of highway noise.

### **Urban Forestry Analysis (See Appendix 12)**

As demonstrated throughout Tysons, an important element of the character of the proposed development comes from the street trees and overall proposed landscaping. Because urban conditions sometimes constrain soil volume, technology such as structural cells are utilized to help vegetation survive in in these constrained areas. However, while the applicant has agreed that structural cells could be used, the applicant prefers to use structural soil in order to augment soil volume. Staff continues to recommend the use of structural cells as

they are superior to structural soil for vegetation survival and provide more actual soil volume than the structural soils.

**Sanitary Sewer Analysis** (See Appendix 13)

There are no sanitary sewer issues associated with this request.

**Water Service Analysis** (See Appendix 14)

There are no Water Service issues associated with this request. The property is served by Fairfax Water and there is adequate domestic water service at the site. Additional water mains may be necessary depending on the onsite configuration.

**Fire and Rescue Analysis** (See Appendix 11)

This property would be served by Station 13 (Dunn Loring Volunteer Fire and Rescue) and Station 29 (Tysons Corner). In order to maintain and improve response times from these stations, the applicant was asked to commit to preemption equipment on traffic signals along primary travel routes to the proposed development. The applicant has proffered to contribute \$50,000 toward the provision of these preemption devices. This commitment is consistent with the needs of the fire and rescue department.

**Schools Analysis** (See Appendix 10)

The 188 additional units proposed with this application would result in 18 new students. The applicant has proffered to contribute \$11,749 per student prior to the issuance of the first Residential Use Permit (RUP) for each residential building in order to address school impacts. If Fairfax County increases the ratio of students per high-rise multifamily unit prior to the issuance of the first RUP, the applicant has agreed to increase the amount of contribution for that phase of development. The applicant has agreed to notify Fairfax County Public Schools if a site plan is filed for planning purposes.

**Waivers/Modifications**

**Waiver/Modification:** Waiver for reduction in required number of loading spaces

**Basis:** Sect. 11-203 of the Zoning Ordinance

The applicant proposes to provide eight (8) loading spaces for the four new buildings, and staff notes that given the design and intensity of the development program, more loading spaces would be detrimental to both the functioning of the loading and the pedestrian experience. In light of the uses proposed and the location of the existing and proposed loading spaces, staff supports this modification.

**Waiver/Modification:** Waiver of interior parking lot landscaping

**Basis:** Sect. 13-202 of the Zoning Ordinance

This modification was previously approved and staff finds that the design of the parking structures, including the updated amenity terrace in Phase 4 has been designed to replace exposed parking and the remaining parking structures will be unchanged with this application.

**Waiver/Modification:** Modification to required transitional screening along eastern boundary in favor of that shown on CDPA/FDPA

**Basis:** Sect. 13-300 of the Zoning Ordinance

This modification in favor of the existing conditions was previously approved during site plan review of Phase 1. As no changes are proposed to this area adjacent to the Capital Beltway, staff supports the modification as the buildings and landscaping were specifically designed to meet streetscape and urban design standards which minimize adverse impacts on adjacent properties.

**Waiver/Modification:** Waiver of service drive requirement on all property boundaries

**Basis:** Par. 3A of Sect. 17-201 of the Zoning Ordinance

Staff supports the waiver of the service drive on all the boundaries of this application as interparcel access is designed to be provided through the series of private streets provided within the development and public street improvements on the periphery of the property.

**Waiver/Modification:** Waiver to permit structures and vegetation on a corner lot to that shown on the CDPA/FDPA

**Basis:** Sect. 2-505 of the Zoning Ordinance:

Sect. 2-505 of the Zoning Ordinance prohibits structures and vegetation on a corner lot within a triangle determined by the street and sight lines. However, in

this PCA, all buildings and vegetation have been reviewed against VDOT sight distance requirements and have been found to be designed in a manner consistent with those requirements. Due to the level of review of this application, staff recommends approval of this waiver.

**Waiver/Modification:** Modification to permit a loading space to be within 40 feet of an intersection

**Basis:** Sect. 11-202(4) of the Zoning Ordinance

The proposed design of the layout of the development program here has been reviewed by County and Virginia Department of Transportation staff with regard to access and conflict points. This modification is supported by staff so long as the overall layout of the loading remains in conformance with that shown on the CDPA/FDPA.

**Waiver/Modification:** Waiver of all required trails in favor of sidewalks and trails shown on CDPA/FDPA

**Basis:** Sect. 17-201 and PFM 8-0201.3

Appropriate bicycle facilities are proposed with this application and sidewalks are provided along all streets as part of the streetscape in keeping with the urban recommendations of the Comprehensive Plan. Therefore, staff supports the requested modification in favor of the sidewalks and trails shown on the CDPA/FDPA.

**Waiver/Modification:** Modification of required planting width for trees

**Basis:** Section 12-0702.1B(2) of the PFM

The applicant has proffered to provide alternative planting details in areas where space is constrained by the intensity of the development on the site. In addition, details for typical planting specifications have been provided in the FDPA. Staff supports this modification as the details will be further refined during site plan review.

**Waiver/Modification:** Modification to permit tree preservation target to be met on individual sites.

**Basis:** Section 12-0508 of the PFM

The applicant has met the tree preservation target requirements for the entire Tysons Corner Center site as a whole. However, individual sites within the

development may be developed in phases and may not, standing alone, meet the preservation target. As long as the applicant can demonstrate at site plan that the overall tree preservation targets continue to be satisfied, this modification is appropriate and staff recommends approval of the modification.

**Modification/Waiver:** Modification to permit reduced planting area and to allow trees within ROW to count towards tree canopy requirements

**Basis:** Section 12-510 of the PFM

The applicant has proffered and shown reduced planting area on the FDPA which are in conformance with alternatives allowed per the PFM. As long as the alternatives are shown to be acceptable during site plan review, staff can support this modification. In addition, as long as the applicant maintains and replaces the trees within the ROW, staff can support a modification to allow these to be counted towards the overall tree canopy requirements.

**Modification/Waiver:** Modification to permit a reduction of the width of the planting area to no less than 6 feet and to permit trees within the right of way to be counted toward the tree canopy requirement

**Basis:** 12-0601(1)(B) of the PFM

The minimum planting area opening requirements contained within the PFM are intended to enhance the survivability of street trees in the application. The applicant has utilized planting details in conformance with the Tysons Urban Design Guidelines, including the use of structural cell technology and adequate soil volumes. These guidelines account for smaller planter openings. Staff supports this modification.

#### **Other Zoning Ordinance Requirements:**

##### **Minimum District Size/Minimum Lot Size Requirements (Sect. 6-207):**

This section contains minimum size parameters that a proposed PDC District must meet. As noted in the original approval establishing the PDC District, this PDC District exceeds the parameter established in Par. 1A, in that it exceeds 100,000 sq. ft. of GFA.

Par. 2 of Sect. 6-207 states that there is no minimum lot size for any building.

##### **Bulk Requirements (Sect. 6-208):**

Pars. 1 and 2 refer to the Design Standards contained in Part 1 of Article 16,

Development Plans, with regard to the standards for maximum building height and minimum yard requirements. The design standards have been addressed under the section of the staff report for Standards Applicable to all P-Districts in this application and the original approval.

Par. 3 addresses the maximum allowable floor area ratio (FAR) and sets a maximum FAR of 1.5. However, this paragraph also allows the Board to approve, at its discretion, up to a maximum of 2.5 FAR when the development meets one or more of the four standards outlined therein.

The FAR is proposed to be 1.77 with the completion of Phase 4. The proposed redevelopment of Tysons Corner Center includes all four of the features that must be included to qualify for the increase above 1.5 FAR:

1. open space in excess of the requirement – fifteen percent (15%) is required and twenty-five percent (25%) is provided;
2. “unique design features such as, but not limited to, terraces, sculpture, reflecting pools and fountains” are provided;
3. below surface parking spaces are provided; and,
4. structured above ground parking spaces are provided.

The CDPA/FDPA continues to meet these requirements; therefore, staff continues to conclude that the requested FAR above 1.5 is appropriate.

### **Use Limitations for the PDC District**

Sect. 6-206 includes several use limitations that are applicable to the PDC District as follows:

**Par. 1:** This paragraph refers to the standards contained in Part 1 of Article 16 (Sect. 16-100). The subsequent text addressing those standards notes that these standards are, in staff’s judgment, satisfied.

**Par. 2:** This paragraph notes that the performance standards contained in Article 14 are applicable to the uses within a PDC District. The proffers address the requirements for lighting contained in Part 9 of Article 14. Other performance standards, including air pollution, fire and hazardous materials, radiation hazards, electromagnetic radiation and interference, liquid and solid waste disposal, noise and earthborn vibrations associated with blasting, reference the standards contained in other sections of the County Code that are part of construction and other business activities on a property.

**Par. 3:** This paragraph notes that that standard set forth in Article 8, Special

Permits, and Article 9, Special Exceptions, are to be used as a guide in the evaluating all group or category uses noted on a development plan. The group and category uses permitted per the draft proffers will not be located in free-standing buildings but will be located within the office buildings, residential buildings and the existing mall building on the site. As evidenced by the analyses contained in this staff report, staff concludes that the proposed group and category uses conform to the standards for special permit uses and special exception uses. However, as mentioned earlier in this report, staff believes that the drive-in financial institution should be allowed only if depicted on an approved FDP.

**Par. 4:** This paragraph states that all uses shall be in substantial conformance with the approved final development plans as provided for in Sect. 16-403, which requires that site plans be in substantial conformance with the final development plan

**Par. 5:** This paragraph addresses secondary uses by requiring: a) that secondary uses are permitted only in a PDC District that includes one or more principal uses; b) limits the amount of gross floor area devoted to dwellings as a secondary uses to fifty percent of the principal uses in the development unless modified by the Board; and, c) limits the gross floor area of all other secondary uses to less than 25 percent of the gross floor area of the principal uses in the development.

The principal uses proffered here include retail, office and hotel, with 3,963,359 SF devoted to those principal uses. The proposal includes 1,779,660 SF (or 44.90%) of devoted to dwelling units. Therefore, the PDC standard related to dwelling units has been met. The mix of all other secondary uses is substantially the same as was approved under RZ 2004-PR-044, which was found to be in conformance with the limitations on all other secondary uses. Given the foregoing, staff finds this paragraph satisfied.

**Par. 6:** This paragraph requires that the proposed secondary uses be designed to protect the character of adjacent properties and be conducted entirely within a building. The changes in design and layout proposed here do not appreciably impact the surrounding properties and uses are to be located within buildings devoted to principal uses are not located in separate free-standing buildings.

**Par. 6:** This paragraph addresses service stations, and service station/mini-marts and vehicle light service establishment and is not applicable in this instance.

**Par. 7:** This paragraph addresses the sign regulations and the signage here is governed by the approved CSP 2004-PR-044.

**Par. 9:** This paragraph addresses including elderly housing or independent living

facilities in a project. The draft proffers state that this use could be added through the approval of a special exception.

**Par. 10 through Par. 14:** These paragraphs address specific uses, including fast food restaurants, kennels and veterinary hospitals (Par. 11), Drive-through pharmacies (Par. 12), vehicle transportation service establishments (Par. 13), and new vehicle storage (Par. 14). The location of possible fast food restaurants was established with the approved rezoning as appropriate in this PDC zone as any fast food restaurant would be located inside an existing or proposed building. The other uses are not proposed in this application.

### **Standards for all Planned Developments (Sect. 16-100)**

#### *Standards for all Planned Developments (Sect. 16-100)*

Sect. 16-101 contains six general standards that must be met by a planned development. Sect. 16-102 contains three design standards to which all Conceptual and Final Development Plans are subject. These general and design standards include the same elements that are included in the design and character discussions above and staff considers these issues addressed. In addition, the changes proposed here concerning the reallocation of square footage, change of use and refinement of public spaces do not adversely impact the design and character of the original approval which established this district.

Staff notes that the yards have not been significantly altered since approval and establishment of the PDC District. Specifically, while the height of the buildings has increased, the buildings proposed continue to conform to the general layout as previously approved. Staff finds that the proposed conversion to residential and height increases have not adversely impacted the yards as previously approved.

### **Overlay District Requirements**

Portions of the property are located in parts of two different overlay districts, the Highway Corridor Overlay District and the Sign Control Overlay District.

***Highway Corridor Overlay District:*** This district addresses specific automobile oriented uses, car washes, drive-in financial institutions, drive-through pharmacies, fast food restaurants, quick-service food stores, service stations and service stations/mini-marts.

Of these uses, the list of proffered uses includes only fast food restaurants, quick-service food stores, and drive-in financial institutions. These uses are not proposed to be free-standing; rather, they will be incorporated into the existing and the proposed buildings in Tysons Corner Center. Given the character of the

development, staff has concluded the proposed conform to the requirements of Sect. 9-505. However, staff remains concerned that the applicant has not provided a location or design of the drive-in financial institution. While the proffers govern the impacts, as stated earlier in this report, staff believes that this use should be depicted on a FDP or FDPA. As evidenced with the drive-in financial institution proposed with the redevelopment of the Capital One site, staff is confident that a drive-in financial institution could be designed to fit into the site. However, as with Capital One, staff believes that a graphic representation of this use should be provided for review in order to ensure that the design will provide no conflicts with the pedestrian realm.

***Sign Control Overlay District (SCOD):*** The SCOD applies to free-standing signs for commercial and industrial uses and specifically limits office parks and shopping centers to free-standing signs with a maximum of 40 sq. ft. of sign area. The CDPA/FDPA includes locations for proposed free-standing signs for this mixed-use project. The application property is subject to CSP 2004-PR-044 which was approved by the Planning Commission on March 7, 2007.

### **Summary of Zoning Ordinance Provisions**

All applicable standards have been satisfied with the CDPA/FDPA and the proffered conditions.

## **CONCLUSIONS AND RECOMMENDATIONS**

### **Staff Conclusions**

The redevelopment of Tysons Corner Center and the arrival of the Silver Line stations in Tysons represents the realization of the vision of the urbanization in the County. Given the vision of the Comprehensive Plan, staff believes that the plaza and new buildings in Phase 1 provided a physical form that can be used to guide development elsewhere. The public spaces, the architectural quality, and the direct connection to the Metro station helped to create a safe, pleasant and livable community. On the whole, staff finds that the changes proposed here reinforce the positive elements of the previously approved rezoning. As such, staff concludes that the subject application is in harmony with the Comprehensive Plan and in conformance with the applicable Zoning Ordinance provisions with the implementation of the Proffers contained in Appendix 1 of the Staff Report.

However, as implementation of the Comprehensive Plan continues, staff believes that subsequent applications should build upon lessons learned and seek to constantly improve the physical environment through the use of any new

technology or design features. As such, staff has identified several areas where this application could be improved incrementally in the same way that the application requests to incrementally modify their development program. Staff therefore notes the following areas for improvement:

- Agreement on contribution rates for improvements needed along Leesburg Pike which were previously to be constructed by the applicant;
- Refinement of the trigger dates for contribution of transportation funds;
- Provision of 1.5 feet of right-of-way associated with Leesburg Pike to ensure that the sidewalk is completely within the right-of-way;
- Provision of child care center in Phases 3 or 4;
- Depiction of FDP on the drive-in financial institution;
- Reallocation of the streetscape dimensions along International Drive;
- Commitment to provision of a landing for pedestrian bridge across International Drive;
- Provision of a 2-foot streetscape buffer along Fashion Boulevard; and
- Commitment to use structural cells in planting areas.

### **Staff Recommendations**

Staff recommends approval of PCA 2004-PR-044 and the Conceptual Development Plan Amendment, subject to the execution of proffers consistent with those set forth in Appendix 1 of the Staff Report.

Staff recommends approval of FDPA 2004-PR-044-02 subject to the development conditions set forth in Appendix 2 of the Staff Report and to the Board's approval of PCA 2004-PR-044 and the Conceptual Development Plan.

Staff also recommends that the following waivers and modifications be approved by the Board of Supervisors.

- Modification of Sect. 11-203 of the Zoning Ordinance to permit the reduction in the number of loading spaces to that shown on the CDPA/FDPA;
- Modification of Sect. 13-202 of the Zoning Ordinance to modify the interior parking lot landscaping to that shown on the CDPA/DPA;
- Modification of Section 13-300 of the Zoning Ordinance to modify the transitional screening requirement along eastern boundary to that shown on CDPA/FDPA;

- Waiver of Section 17-201-3A of the Zoning Ordinance requiring a Service Drive on all property boundaries;
- Waiver of Sect. 2-505 of the Zoning Ordinance to allow the structures and vegetation on a corner lot as shown on the CDPA/FDPA;
- Modification of Section 11-202(4) of the Zoning Ordinance to permit a loading space to be within 40 feet of an intersection
- Modification of Section 17-201 of the Zoning Ordinance and PFM 8-0201.3 to permit sidewalks and pedestrian trails as shown on the CDPA/FDPA in lieu of all required trails;
- Modification of PFM Section 12-0702.1B(2) to permit a planting width for trees of less than 8 feet when using alternative planting technology, so long as width is not less than 4 feet;
- Modification of Section 12-0508 of the PFM to permit the tree preservation target to be met on the site as a whole;
- Modification of section 12-510 of the PFM to permit the width of the planting area to no less than 6 feet in width upon a showing at site plan of alternative technology and to permit trees within the right of way to be counted toward the 10-year tree canopy if maintained by the applicant;
- Modification of 12-0601(1)(B) of the PFM to permit a reduction of the minimum planter opening for trees used to count towards the tree cover requirements upon a showing of appropriate alternative technology.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Board of Supervisors.

## **APPENDICES**

1. Draft Proffers
2. Proposed Development Conditions
3. Affidavit
4. Statement of Justification
5. Plan Citations and Land Use Analysis
6. Office of Community Revitalization Analysis
7. Transportation Analysis
8. Environmental Analysis
9. Park Authority Analysis
10. Schools Analysis
11. Fire and Rescue
12. Urban Forestry Analysis
13. Sanitary Sewer Analysis
14. Water Service Analysis
15. Applicable Zoning Ordinance Provisions
16. Glossary of Terms

**TYSONS CORNER CENTER PROFFERS  
RZ 2004-PR-044  
CDPA/FDPA 2004-PR-044  
PCA 2004-PR-044-02**

**April 24, 2015  
June 15, 2015  
July 22, 2015**

**TABLE OF CONTENTS**

**GENERAL**..... 1

1. CONCEPTUAL/FINAL DEVELOPMENT PLAN..... 1

2. CONCEPTUAL/FINAL DEVELOPMENT PLAN AMENDMENT..... 1

3. MINOR MODIFICATIONS..... 1

4. FUTURE APPLICATIONS..... 1

**PROPOSED DEVELOPMENT** ..... 2

5. THE EXISTING SHOPPING CENTER, PHASES 1 AND 2..... 2

6. PHASES 3 AND 4..... 3

7. AVAILABLE SQUARE FOOTAGE..... 4

8. CONVERSION..... 4

9. TRANSFER..... 4

10. PHASING..... 4

11. OWNERS’ ASSOCIATIONS..... 4

12. THE EXISTING SHOPPING CENTER, PHASE 1 AND THE PROFFERS..... 5

13. MIX OF USES..... 5

14. COMMUNITY SPACE..... 7

15. INCUBATORS..... 7

16. METRORAIL TAX DISTRICT BUYOUT FOR CERTAIN RESIDENTIAL USES..... 8

17. HOURS OF OPERATION OF THE EXISTING SHOPPING CENTER CORRIDOR  
AND ELEVATED PEDESTRIAN BRIDGES..... 8

18. RESIDENT/OCCUPANT GOODS AND SERVICES..... 8

19. CHILD CARE CENTER..... 8

**BUILDING ARCHITECTURE & TELECOMMUNICATIONS EQUIPMENT** ..... 9

20. ARCHITECTURE..... 9

21. BIRD-FRIENDLY DESIGN ..... 9

22. MAXIMUM BUILDING HEIGHTS ..... 9

23. ANIMATED FAÇADE AREAS ..... 9

24. RETAINING WALLS ..... 10

25. TELECOMMUNICATIONS EQUIPMENT ..... 10

**LIGHTING** ..... 11

26. LIGHTING ..... 11

27. PARKING STRUCTURE LIGHTING ..... 11

28. CONSTRUCTION LIGHTING ..... 11

**NOISE ATTENUATION** ..... 11

29. NOISE ATTENUATION ..... 11

**PARKING** ..... 13

30. PARKING ..... 13

**SIGNAGE** ..... 14

31. SIGNAGE ..... 14

**FIRE SAFETY** ..... 14

32. TRAFFIC SIGNAL PREEMPTION EQUIPMENT ..... 14

**ELEVATED PEDESTRIAN CONNECTIONS TO NEIGHBORING PROPERTIES** ..... 14

33. CONNECTIONS ACROSS INTERNATIONAL DRIVE AND I-495 ..... 14

34. TOWERS CRESCENT ..... 14

**LANDSCAPING** ..... 15

35. LANDSCAPE PLAN ..... 15

36. STREETSCAPING ..... 15

37. ALTERNATIVE TREE PLANTING DETAILS ..... 17

38. NON-INVASIVE PLANT MATERIALS ..... 17

39. SIGHT DISTANCE ..... 17

40. FIRE MARSHAL ..... 18

**SANITARY SEWER AND STORMWATER MANAGEMENT** ..... 18

41. SANITARY SEWER COORDINATION ..... 18

42. STORMWATER MANAGEMENT MASTER PLAN ..... 18

**TRANSPORTATION** ..... 20

43. GRID OF STREETS ..... 20

44. OFF-SITE ROAD IMPROVEMENTS – ACQUISITION OF RIGHT-OF-WAY AND EASEMENTS..... 21

45. ROAD IMPROVEMENTS..... 21

46. SIGNAL TIMING PLANS..... 26

47. ON-SITE TRAFFIC SIGNALS. ..... 27

48. WESTPARK BRIDGE, PEDESTRIAN AND VEHICULAR IMPROVEMENTS..... 27

49. RAMP COMMECTION FROM TCC ENTRANCE ON ROUTE 123 (INTERSECTION #2) ONTO I-495..... 27

50. TYSONS TRANSPORTATION FUND. ..... 27

51. TRANSPORTATION CONTRIBUTIONS ..... 28

52. CONGESTION MANAGEMENT..... 28

**TRANSPORTATION DEMAND MANAGEMENT** ..... 29

53. TRANSPORTATION DEMAND MANAGEMENT..... 29

54. TRANSPORTATION DEMAND MANAGEMENT FOR RETAIL/HOTEL USES..... 44

55. TRANSPORTATION DEMAND MANAGEMENT PROGRAM SPECIFIC TO THE EXISTING SHOPPING CENTER. ..... 45

56. INTELLIGENT TRANSPORTATION SYSTEMS ..... 49

**PEDESTRIAN/BICYCLE IMPROVEMENTS**..... 49

57. ON-SITE TRAILS. ..... 49

58. LOOP TRAIL. ..... 51

59. ROUTE 123 SIDEWALK/TRAIL. ..... 51

60. BICYCLE RACKS..... 51

61. ON-SITE SHOWER AND LOCKER FACILITIES. ..... 52

**PUBLIC TRANSPORTATION** ..... 52

62. BUS SHELTERS..... 52

63. BUS SHELTER CONTRIBUTIONS. ..... 52

64. METRORAIL STATION-RELATED FACILITIES..... 52

**RECREATIONAL FACILITIES** ..... 53

65. ON-SITE RECREATIONAL FACILITIES CONTRIBUTIONS. ..... 53

66. PUBLIC AMENITIES AND FACILITIES .....53

67. SEMI-PRIVATE AMENITIES AND RECREATION FACILITIES .....55

68. OFF-SITE RECREATIONAL FACILITIES CONTRIBUTIONS .....57

69. ONE-TIME CONTRIBUTIONS .....57

70. PROFFER NOTIFICATION .....58

**GREEN BUILDING PRACTICES** .....58

71. GREEN BUILDINGS .....58

**PUBLIC SCHOOLS CONTRIBUTION** .....59

72. PUBLIC SCHOOLS CONTRIBUTION .....59

**AFFORDABLE HOUSING** .....60

73. AFFORDABLY PRICED RENTAL UNITS .....60

**MISCELLANEOUS PROFFERS** .....62

74. ADVANCE DENSITY CREDIT .....62

75. SUCCESSORS AND ASSIGNS .....62

76. COUNTERPARTS .....62

77. ESCALATION .....62

**TYSONS CORNER CENTER PROFFERS**  
**CDPA/FDPA 2004-PR-044**  
**PCA 2004-PR-044-02**

Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owners and applicants for themselves and their successors and/or assigns (collectively referred to as the “Applicant”) proffer that the development of the parcels under consideration and shown on the 2015 Fairfax County Tax Maps as Tax Map 29-4 ((1)) 35A, 35C, 35D, 35E, and 35F and 39-2 ((1)) 2, 4, and 5 (the “TCC Property”) shall be in accordance with the following conditions if, and only if, Conceptual/Final Development Plan Amendment application 2004-PR-044 (the “CDPA/FDPA Application”) and Proffered Condition Amendment 2004-PR-044-02 (the “PCA”) are granted. In the event that the CDPA/FDPA and/or PCA are denied, these Proffers shall be immediately null and void and of no further force or effect. The proffered conditions are:

**GENERAL**

1. Conceptual/Final Development Plan. Phases 1 and 2, as defined in Proffer 5 below, shall be developed in substantial conformance with the Conceptual/Final Development Plan entitled “Development With Rail Option – 1 of 2,” approved with Rezoning RZ 2004-PR-044 (the “Rezoning”), dated November 15, 2004, as revised through January 8, 2007, and prepared by Patton, Harris, Rust & Associates (the “CDP/FDP”).
2. Conceptual/Final Development Plan Amendment. Phases 3 and 4, as defined in Proffer 6 below, shall be developed in substantial conformance with the Conceptual/Final Development Plan Amendment dated December 19, 2014 as revised through June 5, 2015, and prepared by Stantec, Inc. (the “CDPA/FDPA”).
3. Minor Modifications. Minor modifications to the CDP/FDP and CDPA/FDPA may be permitted pursuant to Section 16-403(4) of the Zoning Ordinance when necessitated by sound engineering or when necessary as part of final site engineering. Building footprints may be decreased, and the number of units and square footage within each building may be adjusted, as long as the minimum open space tabulations provided in the CDP/FDP and CDPA/FDPA are not reduced, the minimum building setbacks from the property lines (as shown on the CDP/FDP and the CDPA/FDPA) are maintained, and the number of residential units and the building heights do not exceed the maximums indicated in the CDP/FDP, the CDPA/FDPA and these Proffers.
4. Future Applications. Any portion of the TCC Property may be the subject of a Conceptual Development Plan (“CDP”), Final Development Plan (“FDP”), Proffered Condition Amendment (“PCA”), Rezoning (“RZ”), Special Exception (“SE”), Special Permit (“SP”), Variance or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application complies with Section 18-204 Paragraph 6 of the Zoning Ordinance. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property which are not the subject of such an application shall remain in full force and effect.

## PROPOSED DEVELOPMENT

5. The Existing Shopping Center, Phase 1 and Phase 2.
- A. The Existing Shopping Center. The TCC Property is approximately 78 acres in size and is currently developed with an approximately 2,475,527 square-foot super regional mall (the “Existing Shopping Center,” the “Center” or the “Mall”) (including an un-built expansion of up to 75,000 square feet).
- B. Phase 1\*. Phase 1 includes an apartment building with ground-floor Retail/Commercial uses, as defined in Proffer 13 herein (“Residential Building 1-A”), an office building with ground-floor Retail/Commercial uses (“Office Building 1-B”), a hotel with plaza-level Retail/Commercial uses and conference space (“Hotel Building 1-C”), a one-story Retail/Commercial building (“Retail/Commercial Building 1-D”), and an elevated public plaza (the “Phase 1 Plaza”), all as more particularly shown on the CDP/FDP and described in these Proffers (Residential Building 1-A, Office Building 1-B, Hotel Building 1-C, Retail/Commercial Building 1-D and the Phase 1 Plaza collectively, “Phase 1”).

Residential Building 1-A (up to 429 units)	512,393 SF, including up to 13,118 SF of Retail/Commercial uses
Office Building 1-B	554,138 SF, including up to 21,000 SF of Retail/Commercial uses**
Hotel Building 1-C (300 rooms)	270,913 SF, including 8,000 SF of Retail/Commercial uses and 25,000 SF of conference space
Retail/Commercial (including carts, kiosks, Lord & Taylor entrance, Mall concourse entrance, restrooms and Building 1-D)	6,034 SF**
Available Residential	42,900 SF ***
<b>Total</b>	<b>1,385,600 SF</b>

\*Phase 1 program above is as approved per the Rezoning, as modified by administrative interpretations.

\*\* Office Building 1-B was constructed with 778 SF less than entitled; Office Building 1-B square footage indicated above includes this 778 square feet. The Applicant reserves the right to use the leftover 778 SF for Retail/Commercial Uses in the Plaza; the Retail/Commercial Uses have been adjusted accordingly.

\*\*\* See Proffer 7, below.

- C. Phase 2. Phase 2 contains a residential building (“Residential Building 2-A”), an office building with other commercial uses (“Office Building 2-B), two commercial buildings (“Retail/Commercial Buildings 2-C and 2-D”) and an elevated plaza (the “Phase 2 Plaza”), all as more particularly shown on the CDP/FDP and described in these Proffers (Residential Building 2-A, Office Building 2-B, Retail/Commercial Buildings 2C and 2D and the Phase 2 Plaza, collectively “Phase 2”). Phase 2 was approved and fully-entitled

with the Rezoning but at the time of this CDPA/FDPA and PCA, has not yet been constructed.

Residential Building 2-A (up to 374 units)	518,000 SF
Office Building 2-B	512,090 SF
Retail/Commercial Buildings 2-C and 2-D	24,700 SF
<b>Total*</b>	<b>1,054,790 SF</b>

\*Does not include 13,000 square feet approved for the South Entrance Transit Pavilion, which has since been constructed and title transferred to Fairfax County for use by the Metrorail Entities.

6. Phases 3 and 4. The Applicant shall be permitted to develop Phases 3 and 4 with a mix of uses and structures consisting of the following:

	Phase 3	Phase 4	Combined Phases 3 and 4
Residential	361,225 SF	358,260 SF	719,485 SF
Office	0	219,660 SF	219,660 SF
Retail/Commercial	76,625 SF	56,420 SF	133,045 SF
<b>Total</b>	<b>437,850 SF</b>	<b>634,340 SF</b>	<b>1,072,190 SF</b>

- A. Phase 3. Phase 3 includes a new residential building containing a mix of residential and retail/commercial uses (“Residential Building 3-A”), a one-story building with retail/commercial uses (“Phase 3 Retail/Commercial Building”), and a common green (the “Common Green”), all as more particularly shown on the CDPA/FDPA and described in these Proffers (Residential Building 3-A, Phase 3 Retail/Commercial Building and the Common Green, collectively “Phase 3”).

Residential Building 3-A (282 units)	430,295 SF
Phase 3 Retail/Commercial Building	7,555 SF
<b>Total Phase 3</b>	<b>437,850 SF</b>

- B. Phase 4. Phase 4 includes two new residential buildings containing a mix of residential and retail/commercial uses (“Residential Building 4-A” and “Residential Building 4-B”), a new office building containing a mix of office and retail/commercial uses (“Office Building 4-C”), additional retail/commercial uses (“Optional Retail/Commercial Uses”), and an amenity terrace (the “Amenity Terrace”), all as more particularly shown on the CDPA/FDPA and described in these Proffers (Residential Building 4-A, Residential Building 4-B, Office Building 4-C, Optional Retail/Commercial Uses and the Amenity Terrace, collectively “Phase 4”).

Residential Building 4-A	309,110 SF
Residential Building 4-B	84,050 SF
Office Building 4-C	233,080 SF
Optional Retail/Commercial Uses	8,100 SF
<b>Total Phase 4</b>	<b>634,340 SF</b>

7. Available Square Footage.

- A. Existing Mall. The Applicant may allocate Residential, Office and Retail/Commercial uses which were entitled with the Rezoning but unused in Phases 1, 2, 3 or 4 (the “Available Square Footage”) as Retail/Commercial uses within the existing Center (Phase 1, 2, 3 and 4 collectively, the “Project”). So that it may accommodate tenant expansions and/or improvements, the Applicant may allocate the Available Square Footage in installments of up to 10,000 square feet without the need for a CDPA, FDPA, PCA or other zoning approval, legislative or administrative, so long as no single allocation exceeds 10,000 square feet. The Zoning Administrator shall pre-approve the allocation for any expansion larger than 10,000 square feet. As of the date of this CDPA/FDPA and PCA, the Available Square Footage is 70,010 square feet, which includes 27,110 square feet of unused Residential and Office uses from Phases 3 and 4 and 42,900 square feet of unused Residential uses from Phase 1; however, the Available Square Footage shall automatically increase to include unused square footage after construction of Phase 3 and/or Phase 4, if any.
- B. Phase 2. In the alternative, the Applicant may use up to 42,900 square feet of the Available Square Footage for up to 60 additional residential units in Residential Building 2-A (nine percent of which shall be APRUs in accordance with Proffer 73 herein), as depicted on the site plan that includes that building. In such event, the Available Square Footage which may be allocated to the Existing Mall may be reduced by the same amount.

8. Conversion. The Applicant may elect to convert up to 50,000 square feet of Residential and/or Retail/Commercial uses from Phases 2, 3 or 4 to additional office square footage in Office Building 4-C, so long as (i) the maximum square footage for the Project is not exceeded; (ii) the minimum building heights are not reduced; (iii) the overall urban form and building types depicted on the CDP/FDP and CDPA/FDPA are maintained; and (iv) any such conversion is consistent with these Proffers, as approved by the Zoning Administrator.

9. Transfer. As an alternative to Proffer 8 above (Conversion), the Applicant may transfer up to 75,000 square feet of a planned use from any phase of the Project to the same use in any other phase of the Project or, if Retail/Commercial uses, to the Existing Mall, so long as (i) the maximum square footage for the Project is not exceeded; (ii) the minimum building heights are not reduced; (iii) the overall urban form and building types depicted on the CDP/FDP and CDPA/FDPA are maintained; and (iv) any such transfer is consistent with these Proffers, as approved by the Zoning Administrator.

10. Phasing. Development of Phases 2, 3 and 4, as well as the buildings included therein, may proceed in any order provided that all proffers that apply to each such phase and/or building are provided with the redevelopment of that phase and/or building. To the extent that the buildings in Phase 4 are constructed in phases, the Applicant shall coordinate with the Fairfax County Department of Transportation (“FCDOT”) and the Office of Community Revitalization (“OCR”) to ensure that after construction of each building and prior to completion of the phase, the interim conditions along International Drive are attractive and functional.

11. Owners’ Associations

- A. Umbrella Owners’ Association. The Applicant established an Umbrella Owners’ Association with Phase 1, whose members are each of the owners of land and/or

buildings within the Property (the “UOA”). All successor entities, if any, shall be members of the UOA; or, if the Applicant establishes separate UOAs for the individual phases or the Mall which it may, but shall not be required to do, the appropriate UOA.

- B. Homeowner and Condominium Owners’ Associations. For each residential building in which units are held for sale, the Applicant shall cause either a homeowners’ association and/or a condominium owners’ association (“HOA/COA”) to be formed for that building. Each of these associations shall be members of the respective UOA.
- C. Disclosures. UOA and HOA/COA documents (including budgets provided in any offering or sale materials) shall specify the proffer and maintenance conditions and obligations set forth in these Proffers. Purchasers shall be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.
- D. UOA TDM Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property shall be advised of the TDM Plan described in Proffer 53 herein. All UOA and HOA/COA members shall be informed of any funding obligations for the TDM program prior to entering into a contract of sale, and all such obligations shall be included in UOA and HOA/COA documents.

12. The Existing Shopping Center, Phase 1 and the Proffers. These Proffers and the CDP/FDP include a number of road and other improvements that shall be implemented in conjunction with the development of new buildings and facilities. A 75,000 square foot un-built expansion to the Existing Shopping Center and/or other exterior or interior renovations or other improvements to the Existing Shopping Center (including those referenced in Proffers #7, 8 and 9) may be carried out without requiring the construction or implementation of the phased road and other improvements that are specifically proffered herein.

13. Mix of Uses. The Property shall consist of a mix of residential, office, commercial, retail, service and hotel uses and may include the following uses, subject to the limitations prescribed in the Zoning Ordinance and provided that the maximum square footages shown on the CDP/FDP, CDPA/FDPA and described in Proffers 5 and 6 above, shall not be exceeded:

- Accessory uses
- Amusement arcades
- Automobile-oriented uses
- Bank teller machines
- Billiard and pool halls
- Bowling alleys
- Business service and supply service establishments

- Child care centers and nursery schools in accordance with Proffer 19
- Churches, chapels, temples, synagogues and other such places of worship with a child care center, nursery school or private school of general or special education with approval of a Special Exception
- Colleges and universities
- Commercial swimming pools, tennis courts and similar courts
- Community clubs, centers, meeting halls, swimming pools, archery ranges
- Cultural centers, museums and similar facilities
- Dwellings as indicated on the CDP/FDP and CDPA/FDPA
- Eating establishments
- Fast food restaurants (without drive-through)
- Financial institutions, including drive-in financial institutions (subject to the provisions of the Zoning Ordinance, and provided that there is no adverse impact to the Pedestrian Realm (as defined in Proffer 36.C below), and no additional vehicular entrances to the parking structures or Property entrances/exits will be required to serve the drive-in)
- Garment cleaning establishments (restricted to an establishment that provides drop-off/pick-up service only with no on-site processing/cleaning)
- Health clubs
- Hotels
- Independent living facilities with the approval of a Special Exception
- Indoor archery ranges, fencing and other similar indoor recreational uses
- Institutional uses
- Miniature golf courses
- Offices
- Personal service establishments
- Private clubs and public benefit associations
- Private schools of general education with approval of a Special Exception

- Private schools of special education with approval of a Special Exception
- Public uses
- Quasi public parks, playgrounds, athletic fields and related facilities
- Quick-service food stores
- Repair service establishments
- Retail sales establishments
- Skating facilities
- Super-regional shopping center
- Swimming clubs, and tennis clubs/courts
- Theatres
- Vehicle rental establishments permitted with no more than twenty-five (25) total vehicles on the Property at any one time and with no individual vehicle rental establishment to exceed more than 10 cars on the site at any one time; the location of the storage spaces for the rental vehicles shall be shown on the applicable site plan.

Uses depicted on the CDP/FDP as “Commercial” or “Retail” and uses identified on the CDPA/FDPA and/or noted in these Proffers as “Retail/Commercial” shall include, but shall not be limited to retail sales establishments, super-regional shopping center, eating establishments, fast food restaurants, health clubs and personal service establishments.

14. Community Space. The Applicant shall continue to provide, at no cost to the County, a centrally-located space of not less than 1,700 square feet in the Existing Shopping Center or elsewhere on the Property for use by Fairfax County to serve the Fairfax County Police, the Fairfax County Fire Department and/or other users as coordinated by the County and the Applicant. The Applicant shall continue to provide utilities, cleaning services and general maintenance for this space at no cost to the County. The Applicant shall also continue to provide basic office furniture, including desks, chairs and tables.

15. Incubators. The Applicant shall continue to provide opportunities for small and minority-owned businesses to obtain retail cart or kiosk space within the Existing Shopping Center and within other interior or exterior areas of the Property and will consider these businesses, if successful, as candidates for tenancy as in-line retail space becomes available in either the Existing Shopping Center or elsewhere on the Property. Upon request, the management of the Existing Shopping Center shall facilitate coordination between small and minority-owned businesses and third party organizations that may be able to provide assistance to these incubators.

16. Metrorail Tax District Buyout for Certain Residential Uses. At least sixty days prior to recording residential condominium documents for any portion of the Property located within the Phase I Dulles Rail Transportation Improvement District (the "Phase I District"), the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record condominium documents for that portion of the Property. Prior to recording the condominium documents, the Applicant shall pay to Fairfax County a sum equal to the then-present value of Phase I District taxes that will be lost as a result of recording the condominium documents, in accordance with a formula approved by the Fairfax County Board of Supervisors.

17. Hours of Operation of the Existing Shopping Center Corridor and Elevated Pedestrian Bridges. To permit convenient access to and through the Property to the Tysons Corner Metro Station South Entrance Pavilion, the interior mall corridors (other than service corridors) of the Existing Shopping Center and the interior pedestrian circulation routes as indicated on the CDP/FDP (including any bridges to the neighboring Towers Crescent Property) shall continue to be open at least one hour before to one hour after the hours of operation of the Tysons Corner Metro Station. This Proffer shall not preclude the Applicant from (A) altering the alignment of the interior corridors of the Existing Shopping Center as long as mall corridors as a whole provide substantially equivalent connectivity; (B) temporarily limiting portions of the corridors, as necessary, for cleaning, tenant construction and/or other Existing Shopping Center operations as long as mall corridors provide substantially equivalent connectivity and appropriate signage is provided; or (C) exercising such other reasonable controls over such corridors and bridges to prevent the general public from acquiring rights of access that are inconsistent with the status of the Property as private property, as long as mall corridors as a whole provide substantially equivalent connectivity.

18. Resident/Occupant Goods and Services. The Applicant will provide goods and services such as produce, meats, prepared foods, staples (milk, eggs, flour, sugar, butter etc.), household products, dry-cleaning, optical and personal grooming/hair care services to occupants, shoppers and residents of the TCC Property. Given the unique and fluid nature of the Project, the Applicant may provide these items in one or more outlets, including permanent locations within the Shopping Center or the buildings, seasonal events on the Phase 1 Plaza, farmers' markets, pop-up retail locations or by other means, without the need for an FDPA so long the loading and massing for the Project remain consistent with the CDP/FDP and CDPA/FDPA. The Applicant agrees to provide to the Providence District Supervisor a bi-annual report and forecast detailing the components delivered and a forecast or schedule of components for the next six month period beginning with the first January after approval of this PCA.

19. Child Care Center. Prior to final bond release for Phase 2, the Applicant shall provide a child care center on the TCC Property. The Applicant may, but shall not be required to, provide more than one child care center on the Property so long as the total daily enrollment of all child care centers provided on the TCC Property does not exceed 150 children.

- A. The child care center or centers shall be marketed primarily to the employees, tenants and residents of the Property, which terms may be modified with approval of an SE, but without a PCA;

- B. The child care center or centers shall meet the applicable standards in the Zoning Ordinance, including those standards governing outdoor recreation areas; and,
- C. The outdoor recreation areas provided to serve the child care center or centers shall be in addition to the Public Amenities and Facilities provided pursuant to Proffer 66 herein.

### **BUILDING ARCHITECTURE & TELECOMMUNICATIONS EQUIPMENT**

20. Architecture. As depicted on the CDPA/FDPA, buildings shall be designed with high-quality architecture and building materials. The exterior building materials used in the development of the new residential, office and hotel buildings shall consist of glass, steel, brick masonry, architectural pre-cast, stone masonry, architectural concrete and/or other materials of similar quality that are typically used on the exterior of Class A office buildings and residential and hotel buildings of a similar quality. No Exterior Insulation and Finish Systems (EIFS) shall be utilized on any of the new proposed residential, office or hotel buildings. At or prior to submission of building plans for Phases 2, 3 and 4, the Applicant shall, after consulting with the Providence District Supervisor, provide to the Planning Commission for review and comment information on (i) the building architecture and materials in that phase; (ii) the parapet walls or screening walls in that phase, if any; (iii) the Animated Façade Areas as specified in Proffer 23, in that phase; and (iv), as to Residential Building 3-A and Office Building 4-C only, roll-down doors or similar treatments for the loading docks. Building plans shall not be approved by the County until the Planning Commission indicates support for the architecture included in that phase. In the course of its architectural review, the Planning Commission shall consider, among other things, whether the building heights, building articulation and other architectural design characteristics of the proposed buildings are in furtherance of the objectives of the County's Comprehensive Plan in enhancing the Tysons Corner skyline.

21. Bird-Friendly Design. At the time of submission of each core and shell building permit, the Applicant shall inform OCR as to what bird-friendly design strategies, if any, will be employed with that building.

22. Maximum Building Heights. The maximum heights of the proposed buildings shall not exceed the building heights indicated on the CDP/FDP and CDPA/FDPA. Pursuant to Section 16-502(1)(A)(8) of the Zoning Ordinance, proposed building heights include penthouses of up to 30 feet. Penthouses shall be similar in material and color to the building, so the penthouse structure is consistent with the rest of the architecture of the building and is architecturally integrated with the building. The Applicant shall screen mechanical equipment located on the rooftops of the proposed buildings from ground level view, using opaque parapet walls and other screening walls, materials or devices.

23. Animated Façade Areas. The Applicant shall provide animated façade areas throughout the Property, as generally shown on the CDP/FDP and CDPA/FDPA. Notwithstanding anything in this Proffer to the contrary, the requirements specified in Subparagraphs A, B and C below are approximate and the Applicant shall be permitted to adjust and/or modify them to accommodate tenant improvements without the need for a CDPA, FDPA, PCA or other zoning approval, legislative or administrative, as long as the Applicant maintains the character of the animated façade areas as proffered herein.

- A. External Streetscape Presence. The Applicant shall require new tenants located in the areas identified on the CDP/FDP and CDPA/FDPA as “Animated Façade Areas” to create an external streetscape presence through the use of transparent exterior storefront facades (as outlined below in paragraph C below) and entries. In addition, landscaping, seating areas, canopy and awning shade elements and other techniques that create a building façade that provides interest to pedestrians and vehicles are encouraged. When negotiating new leases with existing tenants located in the Animated Façade Areas, the Applicant shall require existing tenants to also create such external streetscape presence using the foregoing techniques.
  - B. Entry Elements. The Animated Façade Areas shall include functioning entry doors into the applicable Retail/Commercial space.
  - C. Glazing Requirements and Transparency Levels. Along the Animated Façade Areas, not less than 50% of the surface area of any street wall at the ground floor level occupied by a commercial tenant shall use clear or low emissivity glass except for decorative or architectural accent.
24. Retaining Walls.
- A. Phase 1 Retaining Wall. With Phase 1, the Applicant designed and after review, comment and approval from the Planning Commission, installed a retaining wall along Route 123 which provides a high-quality attractive façade. The Applicant shall continue to maintain the Phase 1 Retaining Wall, and may modify the treatment, screening and/or landscaping of the Phase 1 Retaining Wall after consultation with the Providence District Supervisor and the Planning Commission provided that the quality of the new treatment is in substantial conformance with that shown on the CDP/FDP.
  - B. Phase 2 Retaining Wall. The Applicant shall design the retaining wall along Route 123, adjacent to Phase 2 (the “Phase 2 Retaining Wall”) to provide a high-quality, attractive facade. The Phase 2 Retaining Wall shall be compatible with the Phase 1 Retaining Wall, and be similarly designed. At the time of site plan submission for Phase 2, and after the Applicant has consulted with the Providence District Supervisor, the Applicant shall provide the proposed design, building materials and elevations of the Phase 2 Retaining Wall to the Planning Commission for review and comment. Building Plan approval shall not be granted for the Residential Building 2-A or Office Building 2-B without a positive recommendation about the Phase 2 Retaining Wall from the Planning Commission.
25. Telecommunications Equipment. Telecommunications equipment serving the Property may be placed on the proposed building(s) rooftop(s); however, any such facilities must (a) comply with the Zoning Ordinance and (b) be screened, designed and/or setback sufficiently from the perimeter of the roof and penthouse such that they shall not be visible from the surrounding streets at street level. Screening measures may be used such as (i) including the facilities as part of the architecture of the building(s), (ii) employing telecommunication screening material, and (iii) flush-mounted antennas utilizing colors consistent with the building treatment in the area where the antennas are to be installed.

## LIGHTING

26. Lighting. All new streetscape lighting shall be energy efficient. All on-site, outdoor and parking garage lighting shall meet or be less than that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All parking lot and building-mounted security lighting shall utilize full cut-off fixtures. Wall-washer type lighting shall use fixtures with shielding such that the lamp surface is not directly visible. New lighting fixtures on the Amenity Terrace shall utilize full cut-off fixtures and appropriate heights to mitigate the lighting impact.

27. Parking Structure Lighting. The Applicant shall utilize full cut-off, low-intensity or recessed lighting directionally shielded to mitigate the impact on the adjacent residences for any lighting along the perimeter of a parking structure not constructed of solid walls. Such lighting shall meet the requirements of Article 14 of the Zoning Ordinance.

28. Construction Lighting. During construction, the Applicant shall attempt to reduce glare from OSHA, VOSHA, VUSBA and local ordinance required superstructure lighting to the extent possible without violating aforementioned laws, regulations or policies. Such measures as cut-off shields, lower intensity or lower number of light bulbs, dimming or extinguishing lighting after operating hours of the Existing Shopping Center will be presented to appropriate inspectors for their consideration. Additionally, during construction, the Applicant shall direct its contractor to erect opaque covering over windows that face The Regency at McLean and the Encore of McLean condominiums if the windows are illuminated after 10:00 PM.

## NOISE ATTENUATION

29. Noise Attenuation. To meet the noise limitations described in paragraphs A through E below, the Applicant shall provide appropriate noise attenuation measures as identified on the CDP/FDP and CDPA/FDPA as a “Sound Attenuation Wall” and as determined necessary based on the noise studies required below and as approved by DPZ.

At the time of submission of each site plan subsequent to the approval of this PCA, the Applicant shall submit a noise study addressing the buildings shown on that site plan (“Noise Study”) to the Department of Planning and Zoning (“DPZ”) and the Department of Public Works and Environmental Services (“DPWES”) for review and approval. The Noise Study shall indicate the traffic and transit-related noise anticipated from the Property ring road, I-495 (including the southbound entrance ramp adjacent to the Property), Route 123 (including transit related noise due to the Tysons Corner Metrorail Station and the associated Bus Plaza adjacent to the Property), Route 7, International Drive and the Westpark Bridge. The Noise Study shall include projected noise levels in the residential units, hotel rooms, office space and outdoor recreation areas shown on the submitted site plan and will be based on final site topography and conditions shown on the site plan rather than existing topography/conditions. The methodology of the Noise Study, including any noise measurement locations that may be required, shall be subject to the approval of DPZ and DPWES. The following information shall be included in this noise study: the affected buildings, the affected outdoor recreation areas, and the affected residential units, hotel rooms and/or office spaces (occupied spaces) and the noise attenuation measures to ensure that the affected outdoor areas meet the standards outlined below.

A copy of the applicable approved Noise Study shall be included with the submission of the building plans for the construction of each building on the Property subsequent to the approval of this PCA. The building plan shall identify the affected occupied spaces and the noise attenuation measures, including materials, to be provided to ensure that each such affected occupied space meets the standards outlined below. Supporting information that documents that the proposed noise attenuation measures will be sufficient to attain the interior noise standards shall also be provided. The Applicant shall not obtain building permits until such time as the County has approved the study and the noise attenuation measures for each building.

Following installation of the noise mitigation measures, the Applicant shall test the interior noise levels of a representative sample of units (five - ten units in each building) to confirm that the actual noise levels do not exceed the maximum noise levels indicated in this Proffer. The Applicant shall make window or noise mitigation adjustments, as necessary, if the results of the noise measurement indicate noise levels in excess of the proffered maximums.

- A. Outdoor Recreation Areas. The Applicant shall provide noise attenuation measures shown on the CDP/FDP and CDPA/FDPA as necessary to ensure that traffic-related noise in the outdoor recreation areas that are so identified in the CDP/FDP and CDPA/FDPA do not exceed 65 dBA Ldn. Adjustments to the noise attenuation measures that are in substantial conformance with those indicated on the CDP/FDP and CDPA/FDPA may be permitted subject to the approval of DPZ to ensure that the noise attenuation measures provide the necessary noise attenuation.
- B. Noise Levels within Residential Units, Hotel Rooms and the Office Buildings. The Applicant shall provide noise attenuation measures in order to reduce interior noise in all residential units and hotel rooms to approximately 45 dBA Ldn or less. The Applicant shall provide noise attenuation measures to reduce interior noise in the office buildings to approximately 50 dBA Ldn or less.
- C. Identification of Affected Buildings and Units. The buildings in which noise attenuation measures are required for some or all of the residential units, hotel rooms or office space contained therein shall be identified on the site plans. The specific units or areas requiring such attenuation, and the proposed measures to attenuate the noise, shall be indicated on the appropriate building plans, as determined by DPWES. This information shall also be disclosed in the UOA documents.
- D. Residential Balconies. No balconies shall be provided in any area of the residential buildings projected to exceed 75 dBA Ldn. The Applicant shall disclose in sales contracts/rental agreements that some of the residential balconies may be located in areas where noise levels exceed 65 dBA Ldn. HOA/COA documents shall identify the units with balconies with noise levels higher than 65 dBA Ldn.
- E. Areas in Excess of 75 dBA Ldn. If the noise study reveals that there are residential units located within an area that exceeds 75 dBA Ldn projected to

2026, then the residential units in that location shall not be built, and the Applicant shall (i) pursue a Proffer Condition Amendment to change the location of the residential units or (ii) replace the residential units with non-residential or office uses as long as the non-residential or office square footage as indicated in Proffers 5 and 6 are not exceeded.

## **PARKING**

### 30. Parking.

- A. Parking Management. The Applicant shall separate the parking associated with office, residential and retail/commercial uses (including the Existing Shopping Center) to ensure that each of these uses will have sufficient parking per the tabulations indicated on the CDP/FDP and CDPA/FDPA. Parking tabulations shall be provided with each site plan. Parking provided for the office and residential uses shall be located in close proximity to the respective uses and will have controlled access. Spaces allocated for the residential uses shall not be accessible by patrons of the Existing Shopping Center or the new Retail/Commercial uses. Patrons of the Existing Shopping Center may utilize the parking spaces set aside for office uses during hours other than normal business hours, as determined feasible by the Applicant and the office tenants.
- i. The Applicant shall provide on-site signage to direct drivers to appropriate parking locations, the various uses on the Property, and to the off-site road network. The Applicant shall provide signage to direct visitors from the parking terraces to the Existing Shopping Center. Clearly marked pedestrian routes or paths from the parking spaces available to retail/commercial patrons in the proposed parking structures to the Existing Shopping Center shall be provided. These routes shall be open and accessible the same hours as the Existing Shopping Center as described in Proffer 5 above. These routes shall not require patrons to walk through residential buildings.
- B. Parking Ratios. Pursuant to Section 11-101(1) of the Zoning Ordinance, parking for the Property shall be provided in accordance with the parking tabulations provided with the CDP/FDP and CDPA/FDPA, and/or as approved by the Zoning Administrator. The Applicant may provide additional below-grade parking levels in the Phases 3 and/or Phase 4 parking structures, or in one (1) additional above-grade level in Phase 4 so long as the maximum number of spaces for the Project, as established using the ratios shown on the CDP/FDP, are not exceeded.
- C. Phasing. After completion of construction of any or all of the phases is completed, the parking provided in that phase or on the Property (taken as a whole) shall not exceed the parking requirements in the Zoning Ordinance and/or as approved the Zoning Administrator, except that the Applicant may provide more parking than required by the Zoning Ordinance (i) in any phase to the minimum extent necessary to avoid construction of partial floors of parking structures; and, (ii) to the extent

necessary to provide sufficient parking for future phases, provided that that the number of spaces provided does not exceed 110% of the number of spaces required by the Zoning Ordinance and/or as approved by the Zoning Administrator. However, parking may exceed 110% of the Zoning Ordinance requirements during construction of Phase 2.

### **SIGNAGE**

31. Signage. The Applicant shall provide signage as permitted by Article 12 of the Zoning Ordinance or as approved in a Comprehensive Sign Plan.

### **FIRE SAFETY**

32. Traffic Signal Preemption Equipment. Prior to the approval of the first site plan for the first building in Phase 3 or 4, whichever is earlier, the Applicant shall contribute Fifty Thousand Dollars (\$50,000.00) to the Capital Project titled “Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction” for use in the installation of preemptive signal devices on traffic signals within the Providence Magisterial District, as determined by the Fire and Rescue Department. The Applicant shall have no obligation for the installation or maintenance of the devices.

### **ELEVATED PEDESTRIAN CONNECTIONS TO NEIGHBORING PROPERTIES**

33. Connections Across International Drive and I-495.

- A. International Drive. Should the Applicant (or others, if the Applicant concurs) choose to provide an elevated pedestrian bridge across International Drive that would connect the Property to Sub-Area 5 (Watson Street) of the Tysons Central 123 District, South Sub-District (as identified in the Comprehensive Plan), such a bridge may be provided as permitted by the Zoning Administrator, subject to Virginia Department of Transportation (“VDOT”) approval.
- B. I-495. Prior to issuance of the 130<sup>th</sup> RUP or Non-RUPs for 244,000 square feet of office space in Phase 2, the Applicant shall contribute \$305,000.00 to Fairfax County for a study, design and/or construction of a future pedestrian and bicycle connection across I-495 in the vicinity of the TCC Property. If, after 10 years following the date of approval of this PCA, these funds have not been spent as described above, then the County may use such funds for other transportation improvements in the Tysons Central 123 District. The Applicant shall grant necessary easements to the County, at no cost to the County or to the Commonwealth of Virginia, so as to permit construction of this facility and to provide pedestrian access from it to the on-site pedestrian network.

34. Towers Crescent. As recorded in Deed Book 19114 Page 0003, the Applicant provided easements and funds for construction of a pedestrian connection between the property located on the Fairfax County 2015 Tax Map as 39-2 ((29)) 1A1, 1E and 1G (the “Towers Crescent Property”) and the westerly end of Parking Terrace C on the Property (the “Towers Crescent

Proffered Bridge”) with Phase 1, which has since been constructed pursuant to Site Plan No. 5055-SPV-004-E-1.

- A. Ongoing Obligation. The Applicant shall continue to permit access across the Towers Crescent Bridge during the same hours as the mall corridors are open in the Existing Shopping Center as described in Proffer 5.
- B. Additional Elevated Bridge Location. The Applicant may construct another bridge, including pedestrian pathways across Parking Terrace C, in addition to the Towers Crescent Proffered Bridge (the “Additional Elevated Bridge”) in the approximate location depicted on the CDPA/FDPA or an alternative location approved by the Zoning Administrator so long as (1) the Additional Elevated Bridge is constructed in accordance with designs and plans approved by the Zoning Administrator; and (2) the location does not interfere with the operation of the traffic control devices planned with Phase 3 development.

### LANDSCAPING

35. Landscape Plan. The CDP/FDP and CDPA/FDPA each include a conceptual landscape plan for the Property. As part of the site plan submission for each phase, the Applicant shall submit to the Urban Forest Management Division of DPWES (“UFM”) for review and approval a more detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the CDP/FDP and CDPA/FDPA. The detailed landscape plan shall include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets. These details shall include the composition of planting materials and methods for ensuring the viability of plantings and structures. Adjustments to the type and locations of plantings shall be permitted to avoid conflicts with utilities, VDOT standards and other site engineering and design considerations.

36. Streetscaping. The Applicant shall install streetscapes throughout the Property, as conceptually illustrated on the CDP/FDP and CDPA/FDPA. Streetscapes (including alternatives) shall be installed along any street frontage incrementally and consistent with the construction of any building adjacent thereto, or pursuant to a single public improvement or site plan.

- A. Street Tree Caliper Size. Trees along Route 7 and International Drive shall be a minimum four-inch caliper. All other trees shall be a minimum three-inch caliper.
- B. Tree Planting Area. Tree planting spaces proposed in the streetscape and other areas restricted by barriers to root growth shall provide a planter open surface area at least four feet by four feet.
- C. Maintenance of the Pedestrian Realm. The “Pedestrian Realm” shall be defined as all areas between the back of curb and the building façade, including the landscape amenity panel (located next to the curb), the pedestrian sidewalk (for pedestrian movement) and the building zone (located between the sidewalk and the building façade) (the landscape amenity panel, pedestrian sidewalk and building zone, collectively the “Pedestrian Realm”). The Applicant shall maintain all elements in

the Pedestrian Realm in good repair and replace, in kind, as needed, all proffered elements located within the Pedestrian Realm.

- D. Maintenance Agreement. The Applicant shall enter into an appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other applicable public entity) to permit it to maintain any portion of the Pedestrian Realm which is in the public right-of-way. The Applicant shall not be required to repair or restore any elements of the Pedestrian Realm within publicly-owned areas that are damaged by public employees, contractors, or permittees that are not acting under its direct authority.
- E. International Drive. The Applicant shall install the streetscape along International Drive in accordance with the plans and sections identified as “International Drive Streetscape” on the CDPA/FDPA, provided that it may, in its discretion, instead install the streetscape along International Drive in accordance with the plans and sections identified on the CDPA/FDPA as “International Drive – Alternate,” or some combination of the two. Trees planted in the four foot-wide landscape bed are not included in the 10-year tree canopy coverage calculations. The following will be provided with the International Drive streetscaping:
- i. A minimum of four feet open width (including tree grates) and 16 square feet open surface area shall be provided for all tree plantings. Planting soil depth shall be a minimum of three-four feet.
  - ii. The Applicant shall provide the minimum soil volumes as indicated in the Public Facilities Manual Table 12:17:
    - a. Category III: 270 cubic feet per tree; and,
    - b. Category IV: 390 cubic feet per tree (except Liquidambar styraciflua which the Public Facilities Manual indicates as 195 cub feet per tree).
  - iii. Soil in planting sites shall be as specified in planting notes to be included with site plan reviewed and approved by UFM.
  - iv. The Applicant shall contact UFM at least three business days prior to installation of trees, and provide an opportunity for UFM Staff to verify conformance with these requirements.

At the time of site plan submission, the Applicant shall provide written documentation, including information about the composition of the structural soil, cells or alternative technologies to UFM indicating that a qualified and appropriately-licensed company provided the structural soil. The Applicant shall provide 72-hour notice to UFM prior to installation of the soil, cells or alternative technologies to allow verification of the composition of the structural soil, cells or alternative technologies and verification that the structural soil cells, or alternative technologies is the correct mix and is installed correctly. The Applicant shall provide written

confirmation from a certified arborist and/or landscape architect demonstrating and verifying the installation of the structural soils, cells or alternative technologies.

37. Alternative Tree Planting Details. Where planting spaces at least eight feet wide cannot be provided, the Applicant shall provide a minimum rooting zone width of eight feet beneath paver surfaces using structural cells or structural soil, with planting sites meeting the following specifications:

- A. A minimum of four feet open width (including tree grates) and 16 square feet open surface area shall be provided for all tree plantings.
- B. Rooting area beneath pavement surfaces shall be a minimum of 8 feet wide at the narrowest point, taking into consideration sloped sides as may be needed to support adjacent compacted soils used to support roadways and pedestrian walkways. Planting soil depth shall be 3-4 feet.
- C. For Category III and IV trees that do not meet the minimum planting area required by the Public Facilities Manual Table 12.17, the Applicant shall provide the following soil volumes: 700 cubic feet per tree for single trees, 600 cubic feet per tree for two trees planted in a contiguous planting area and 500 cubic feet per tree when three or more trees are planted in a contiguous planting area. A contiguous planting area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area.
  - i. Soil in planting sites shall be as specified in planting notes to be included with site plans reviewed and approved by Urban Forest Management.
  - ii. Applicant shall contact UFM at least 3 business days prior to installation of trees, and provide an opportunity for UFM staff to verify conformance with these requirements.

At the time of site plan submission, the Applicant shall provide written documentation, including information about the composition of the structural soil, cells or alternative technologies to Urban Forest Management indicating that a qualified and appropriately licensed company provided the structural soil. The Applicant shall provide 72-hour notice to Urban Forest Management prior to installation of the soil, cells or alternative technologies to allow verification of the composition of the structural soil, cells or alternative technologies and verification that the structural soil, cells or alternative technologies is the correct mix and is installed correctly. The Applicant shall provide written confirmation from a certified arborist and/or landscape architect demonstrating and verifying installation of structural soil, cells or alternative technologies.

38. Non-Invasive Plant Materials. Invasive species, as defined in the PFM, shall not be used within the streetscape and landscaped open space areas.

39. Sight Distance. If determined at the time of site plan approval that street tree locations conflict with sight distance requirements, the Applicant shall make efforts to gain approval of such trees by making minor adjustments to their locations or removing their lower branches. However, in the event such conflict occurs along public streets and VDOT, Fairfax County or

any applicable utility company does not approve such tree locations, the Applicant shall be permitted to relocate tree location(s) in consultation with UFM and without the need for the issuance of a minor modification approved by DPZ or approval of a PCA, CDPA or FDPA, provided that the 10-year tree canopy requirements as shown on the approved CDP/CDPA are met.

40. Fire Marshal. If determined at the time of site plan approval that street tree locations conflict with Fire Marshal access, the Applicant shall make efforts to gain approval of said trees by making minor adjustments to their locations or removing their lower branches. However, in the event the Fire Marshal does not approve such tree locations, the Applicant shall be permitted to relocate tree location(s) in consultation with UFM and after notifying DPZ and OCR, but without the need for the issuance of a minor modification approved by DPZ or approval of a PCA, CDPA or FDPA, provided that the 10-year tree canopy requirements as shown on the approved CDP/CDPA are met.

### **SANITARY SEWER AND STORMWATER MANAGEMENT**

41. Sanitary Sewer Coordination. In connection with the development of the new residential and office buildings on the Property, the Applicant shall upgrade portions of the sanitary sewer system that serve the site in accordance with the recommendations in the Preliminary Sanitary Sewer Capacity Analysis prepared by Patton, Harris, Rust & Associates and dated May 16, 2006 and as may be determined necessary by DPWES. The Applicant shall provide capacity analyses at the time of each site plan review for a new building, and additional copies shall be submitted afterward as necessary with revisions as determined by DPWES.

42. Stormwater Management Master Plan. At the time of review of the first site plan, the Applicant obtained approval from DPWES of a Stormwater Management Master Plan (the "Stormwater Plan") for the entire Property (entitled "Phase 1 Metro S Pavilion Pad, 6399-SP-016"). At the time of site plan review for each subsequent site plan, the Applicant shall update the Stormwater Plan as necessary as determined by DPWES. These updates shall include new computations supporting any modifications to the stormwater detention or stormwater quality treatment proposed since the County approval of the previous Stormwater Plan. This plan shall address water quality and quantity management and phasing of construction of the proposed stormwater mitigation measures in accordance with the CDP/FDP and CDPA/FDPA. The Stormwater Plan shall use computational methods acceptable to the County to demonstrate satisfaction of this Proffer for the entire Property.

- A. Water Quantity Goals. As of the date of the Rezoning, there was no on-site detention of water on the Property. Using underground detention methods similar to those shown on the CDP/FDP and/or detention in the existing shared pond south of Terrace C and off-site detention in a VDOT stormwater detention pond, the Stormwater Plan shall demonstrate at full build-out of the Phases 1-4, a Forty-Three Percent (43%) reduction in the existing (at the time of Rezoning) peak rate of stormwater discharge for the Property for the 10-year design storm, with phased reductions provided at each phase as indicated on the CDP/FDP and CDPA/FDPA. The Applicant reserves the right to utilize any combination of measures to meet this goal, subject to the review and approval of DPWES;

the goal may be met on an individual building basis or based upon the total area of the Property.

- B. Best Management Practices (“BMP”). Sand filters, Filterra devices, and/or other such other low impact development (“LID”) methods as may be approved for water quality treatment credit by the County shall provide water quality treatment for the site. Using methods similar to those shown on the CDP/FDP and CDPA/FDPA, the Stormwater Plan shall demonstrate at full build-out of all four phases, a net Fourteen Percent (14%) reduction from the existing (at the time of Rezoning) stormwater phosphorous loading for the discharge leaving the Property with phased reductions provided at each phase as indicated on the CDP/FDP and CDPA/FDPA. The Applicant reserves the right to utilize any combination of BMPs to meet this goal, subject to the review and approval of DPWES; the goal may be met on an individual building basis or based upon the total area of the Property.
- C. Low Impact Development (“LID”). In addition to the BMPs in Paragraph B. above, the Applicant shall incorporate the LID strategies as generally shown on the CDP/FDP (Sheets 57 and 58) and CDPA/FDPA (Sheets 48 and 49) to mitigate environmental impacts of existing and proposed development on-site.
- i. The LID facilities shown on Sheet 48 of the CDPA/FDPA shall be constructed in accordance with the phasing as shown in the Overall SWM/BMP Implementation Summary.
  - ii. The LID facilities shown on Sheet 49 of the CDPA/FDPA shall be constructed as follows: (a) pervious pavements, compost amended soil and stormwater planter to be constructed with Phase 3; (b) stormwater planter and compost amended soil to be constructed with Phase 4.
  - iii. LIDs associated with each phase shall be constructed prior to final bond release of the last or only building within the phase.
- D. Infiltration. The Applicant shall install infiltration as generally shown on the CDPA/FDPA, provided there is sufficient soil permeability, or alternative measures such as amended soils and bioretention areas with underdrains that may be utilized subject to the review and approval of DPWES.
- E. Applicant Maintenance Responsibility.
- i. Regular Maintenance. The Applicant shall assume responsibility for the perpetual maintenance of all of the stormwater management structures associated with this Proffer and shall execute an agreement with the County in a form satisfactory to the County to this effect at the time of its first site plan approval (the “SWM Agreement”) and with subsequent site plans as required. The Applicant shall be responsible for maintenance of the BMP and LID devices and underground detention devices. The Applicant shall be required to contract with one or more maintenance and

management companies to perform regular routine maintenance of the stormwater management devices, and the Applicant shall provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES. The UOA documents shall include the UOA's maintenance responsibility for the stormwater management structures.

- ii. County Agreement. The SWM Agreement for the underground detention facilities as indicated on the CDP/FDP and CDPA/FDPA shall address the following issues to the satisfaction of DPWES: (1) future replacement when warranted; (2) liability and insurance in an amount reasonably acceptable to Fairfax County; and (3) allowance for County inspection to ensure that the facilities are maintained by the Applicant in good working order.

### TRANSPORTATION

43. Grid of Streets. The Applicant shall improve/enhance the streets within and/or along the perimeter of the TCC Property, as reflected on the CDP/FDP and CDPA/FDPA and described in these Proffers. Frontage improvements along International Drive and Route 7 and any other public street may, in the Applicant's sole discretion, be constructed pursuant to a single VDOT roadway improvement plan (the "Road Plan") or with an adjacent or proximate individual building or phase. The functional classification of the streets within and abutting the TCC Property is summarized below:

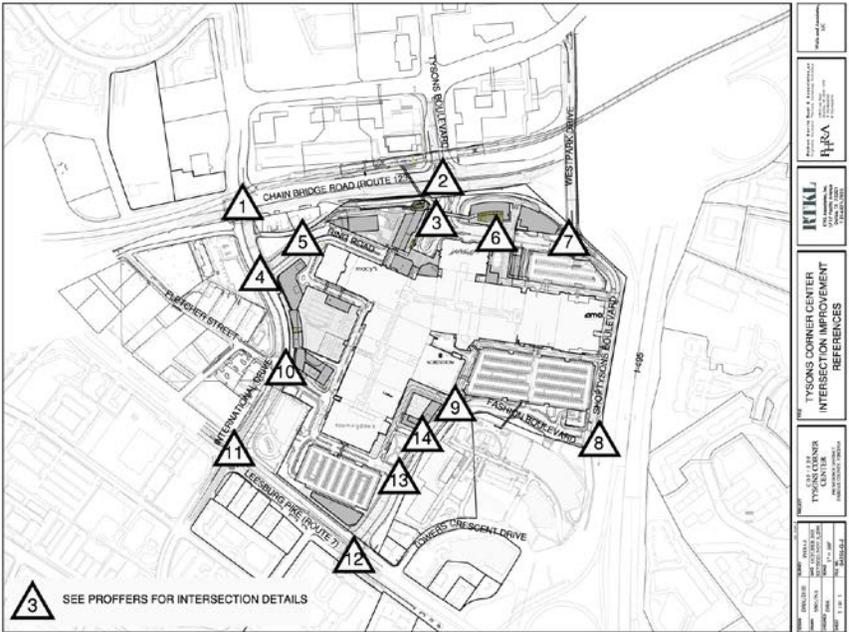
<u>Street</u>	<u>Classification</u>
Chain Bridge Road (Route 123)	Low Speed Boulevard (Public)
Leesburg Pike (Route 7)	Low Speed Boulevard (Public)
International Drive	Avenue (Public)
Fletcher Street (on-site)	Collector (Private)
Fashion Boulevard	Collector (Private)
Tysons One Place	Collector (Private)
Inner Ring Roads	Local/Service (Private)
Inner Loop Roads	Local/Service (Private)
Private Alley	Service Street (Private)

44. Off-site Road Improvements – Acquisition of Right-of-Way and Easements

- A. At the time of submission of a site plan, the Applicant shall attempt to acquire, and then if successful, shall dedicate such off-site right-of-way and easements as are necessary to complete the improvements described on the CDP/FDP and CDPA/FDPA and referenced in the Proffers for each phase. The Applicant shall use its good faith efforts to obtain such rights-of-way and easements at fair market value.
- B. If, subsequent to the filing of each site plan, the Applicant is unable to bring about the dedication by others and the necessary rights-of-way and easements, then the Applicant shall request the Board of Supervisors condemn the necessary land and/or easements.
- C. It is understood that the Applicant's request to the Board of Supervisors for condemnation will not be considered until it is forwarded in writing to the Division of Land Acquisition or other appropriate County official, accompanied by (1) plans, plats and profiles showing the necessary right-of-way or grading easements to be acquired, including all associated easements and details of the proposed transportation improvements to be located on said right-of-way property (2) an independent appraisal of the value of the right-of-way property to be acquired and of all damages to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way property to be acquired; and (4) a letter of credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue which can be drawn upon by the County. It is also understood that in the event the property owner of the land to be acquired is awarded with more than the appraised value of the property because of the damages to the residue in a condemnation suit, the amount of the award in excess of the letter of credit amount shall be paid to the County by the Applicant within Forty-Five (45) days of said award. In addition, the Applicant agrees that all reasonable and documented sums expended by the County in acquiring the right-of-way and necessary easements shall be paid to the County by the Applicant within Sixty (60) days of written demand.
- D. Except as specifically provided to the contrary, in the event the necessary rights-of-way and/or easements cannot be acquired voluntarily, and the County chooses not to exercise its right of eminent domain, the Applicant is then released from performing any obligations under the Proffers that cannot be performed without such acquisition. The Applicant, however, shall complete those proffered improvements for which acquisition of right-of-way or easements is not necessary. In such event, the Applicant shall escrow funds for the un-built portion of those improvements in an amount determined by DPWES (as indicated in the Proffers).

45. Road Improvements. The Tysons Corner Center Intersection Improvement References graphic below provides numeric references to the intersections specified in this Proffer 45. All

intersection numbers refer to specific locations as reflected on Sheets 11, 24, 32 and 40 of the CDP/FDP.



A. Overview and Phasing. The Applicant shall construct road improvements in conjunction with the phasing of the development as reflected on the CDP/FDP and the CDPA/FDPA, and in these Proffers. Except as specifically provided below, each set of phased improvements shall be constructed and open for traffic, or shall be operating, as the case may be, not later than the date of the issuance of that number of RUPs or Non-RUPs set forth below. Upon demonstration by the Applicant that despite diligent efforts to complete the proffered improvement, the improvement(s) has been or should be delayed, the Zoning Administrator may agree to a later date for completion of the improvement(s).

Phase 2: 244,000 square feet of office space or 139 residential units, whichever occurs first.

Phase 3: 128 residential units; and,

Phase 4: 110,000 square feet of office space or 118 residential units, whichever occurs first.

- B. Phase 1. With Phase 1, the Applicant completed the following improvements:
- i. Dedicated and conveyed in fee simple to the Board of Supervisors right-of-way along Route 123 for roadway frontage improvements and future improvements to the I-495 southbound ramp, as reflected on the CDP/FDP;

- ii. Constructed on Route 123 four northbound through lanes of travel transitioning to three through lanes and two ramp lanes accessing I-495;
- iii. Constructed on Route 123 a separate northbound right turn lane into the Property entrance (Intersection #2);
- iv. Dedicated land to allow for provision of three bus bays in the Bus Plaza and provided an onsite bus layover bay on the north side of Tysons One Place, approximately 250 feet southwest of the Bus Plaza;
- v. Replaced the traffic signal at Route 123/Tysons Boulevard/TCC entrance (Intersection #2) to reflect improvements constructed at the TCC entrance;
- vi. Installed a traffic signal at the Fashion Boulevard/Ring Road and Ring Road/Nordstrom intersection, southwest of Parking Terrace “C” (Intersections # 8 and 9, respectively);
- vii. Installed a traffic signal, including pedestrian activated chirping countdown signal heads, at the Ring Road/ Fashion Boulevard intersection located southeast of Parking Terrace “C” (Intersection #8);
- viii. Installed a traffic signal on ShopTysons Boulevard, east of the northeast corner of Lord & Taylor (Intersection #6);
- ix. Added a southbound right-turn overlap phase to the signal at the Route 7/Property driveway intersection (Intersection #12);
- x. Added countdown heads and painted crosswalks on the western leg of the Route7/Fashion Boulevard intersection and across the Mall entrance (Intersection #12);
- xi. Added crosswalks to three approaches at the intersection of International Drive and the Crate and Barrel entrance (Intersection #4);
- xii. Added crosswalks to three approaches at the intersection of International Drive/Fletcher Street (Intersection #10);
- xiii. Accommodated an additional westbound lane along the Property’s Route 7 frontage from the Fashion Boulevard entrance to International Drive;
- xiv. Installed a traffic signal, including pedestrian activated chirping countdown signal heads at one leg of the Fashion Boulevard/Ring Road/Bloomingdale’s intersection (which improvement the Applicant accelerated, as it was originally proffered with Phase 2) (Intersection #13); and,

- xv. Reconstructed the site driveway to provide two left and two right-turn lanes from the TCC Property onto Chain Bridge Road, including signal modifications to the Route 123 property entrance signal; (Intersection #2).
- C. Phase 1. The improvements described below are currently in progress with the Route 123/International Drive work and shall be completed prior to the Board of Supervisors hearing on the CDPA/FDPA and PCA:
- i. Widen northbound International Drive to accommodate a right-turn lane from northbound International Drive onto northbound Route 123 (Intersection #1);
  - ii. Adjust the Route 123 median to provide a 7' wide pedestrian sanctuary for those crossing Route 123 at International Drive (Intersection #1), narrow the Route 123 left-turn lanes and right-turn lanes to 11' and stripe pedestrian crosswalks;
  - iii. Adjust the traffic signal at the Route 123/International Drive intersection (Intersection #1) to accommodate changes in the configuration of the intersection;
  - iv. Re-stripe the southbound International Drive right-turn lane for shared through/right-turn movements at the Route 123/International Drive intersection (Intersection #1); and
  - v. Install crosswalks at Fashion Boulevard/ShopTysons Boulevard and at ShopTysons Boulevard/Ring Road.
- D. Phase 2. With Phase 2, the Applicant shall:
- i. Add northbound and southbound overlap phases and adjust signal timing at the Route 7/International Drive intersection (Intersection #11). If VDOT does not permit the installation of signal modifications at this location, the Applicant shall demonstrate to FCDOT that the Applicant diligently pursued such modifications. If the signal modifications are not permitted, the Applicant shall escrow funds with the County for future signal modifications or other improvements in the vicinity of the site. The amount of this escrow shall be determined by FCDOT and shall equal the cost of the signal modification. In such event, the Applicant's obligation to construct the signal modifications described herein are null and void and this Proffer is of no further force or effect;
  - ii. Construct improvements to the existing Route 123 entrance to the Property (Intersection #2) and realign the ring road as indicated on the CDP/FDP; and,
  - iii. Subject to VDOT approval, at the Route 7 intersection with Fashion Boulevard (Intersection #12), construct an additional southbound lane on

Fashion Boulevard to eastbound Route 7 to provide two exclusive left turn lanes, a shared left/through lane and an exclusive right-turn lane on Fashion Boulevard, as shown on the CDP/FDP. The Applicant shall make signal timing adjustments, as necessary.

- iv. If required by the County, the Applicant shall design the Route 123/International Drive (Intersection #1) interchange, including both preliminary and detailed design plans for a proposed grade-separated single point urban interchange in accordance with the timing described in Proffer 45.A.
  - a. The Applicant shall meet with the FCDOT and VDOT to identify design requirements and formatting (so as to be able to turn over designs to FCDOT in a form usable to FCDOT) and shall generate a preliminary design plan for the interchange to include typical sections, plan design concept, preliminary grades, traffic information, preliminary hydraulic design, costs, and a concept for traffic maintenance.
  - b. Following a field inspection by VDOT, the Applicant shall update the preliminary design plans to provide detailed hydraulic, bridge design and traffic control information, as well as to identify initial right-of-way and easement needs for the project. The design of the Route 123/International Drive interchange will not include improvements to other nearby interchanges, including but not limited to the Route 7/Route 123 interchange, but shall include lane transitions as necessary. The Applicant will not be obligated to conduct any VDOT public hearings or related procedures. Design efforts will not include final bridge plans or utility relocation plans.
  - c. Prior to or simultaneously with site plan submission for Phase 2, the Applicant shall request that the County determine whether the County will exercise its option to not require the Applicant to design this interchange. If the County notifies the Applicant prior to site plan approval for Phase 2 that it has elected to not require the Applicant to design this interchange, then the Applicant shall pay \$1,200,000 to the Tysons Transportation Fund, with \$120,000 due prior to site plan approval of Phase 2 and the remaining \$1,080,000 due prior to issuance of the first RUP or Non-RUP in Phase 2, whichever should occur first. This contribution is subject to the escalation provisions in Proffer 77 herein.
  - d. The Applicant shall receive credits for overpayments made for construction of the Westpark Bridge against the contributions that would otherwise be due to the Tysons Transportation Fund for the

costs incurred or to be incurred (or payments made or to be made) in furtherance of this Proffer 45 .

- E. Phase 3. With Phase 3, the Applicant shall:
- i. Widen Fashion Boulevard to provide eastbound and westbound left-turn lanes at the Fashion Boulevard intersection with the internal Ring Road at Nordstrom (Intersection #9). With this improvement, the Applicant shall complete modifications as necessary to the traffic signal constructed at this intersection in Phase 1, including adjustments necessary to address construction of above-grade pedestrian crossing in the immediate vicinity as shown on the CDP/FDP;
  - ii. Widen Fashion Boulevard to provide a second eastbound left-turn lane at the intersection with ShopTysons Boulevard (Intersection #8);
  - iii. Widen Fashion Boulevard to provide a northbound left-turn lane at the intersection with the Internal Ring Road “G” at Bloomingdale’s (Intersection #13);
  - iv. Widen the eastbound and westbound outside travel lanes of Fashion Boulevard to 15-feet (including the gutter pan) from Route 7 (Intersection #12) to ShopTysons Boulevard (Intersection #8) to accommodate both bikes and vehicles as shown on the CDPA/FDPA, and include signage and pavement markings, as appropriate; and,
  - vii. Provide alternate pavement markings, colors and/or materials to identify and distinguish the pedestrian access, loading and vehicular entrances to the parking structure located underneath Residential Building 3A.
- F. Phase 4. With Phase 4, the Applicant shall:
- i. Dedicate and convey in fee simple to the Board of Supervisors right-of-way along International Drive, as indicated on the CDPA/FDPA, prior to the first site plan approval for Phase 4 or upon demand by Fairfax County, whichever occurs first and,
  - ii. As indicated on the CDPA/FDPA, widen International Drive north of Fletcher Street to provide for the following: (a) three 11-foot northbound travel lanes, subject to VDOT approval; and, (b) one four-foot wide bicycle lane (excluding gutter pan). If VDOT fails to approve these 11-foot lanes, the Applicant shall work with FCDOT to construct an alternative cross-section as approved by FCDOT and VDOT.

46. Signal Timing Plans. Concurrent with the approval of the first site plan for the first of Phases 2 or 4, the Applicant shall make a one-time contribution of \$30,000 to be used for the modification of signal timings in the International Drive, Chain Bridge Road and/or Route 7 corridors abutting the Property. If by the time of submission of the first site plan for the last of

Phases 2 or 4 whichever first occurs, signal timing modifications have not been requested by VDOT for the aforementioned corridors, then the County may utilize those funds, in concert with others, for transportation and/or transit improvements in the Tysons Central 123 District as coordinated with the Providence District Supervisor.

47. On-Site Traffic Signals. At the time of implementation of the Proffers that require installation of traffic signals on the TCC Property or modification of existing signals on the TCC Property, the Applicant shall provide VDOT with the requisite traffic signal plans for review and approval. If the County, upon request of the Applicant or on its own initiative, determines that such signal installations as proffered will be detrimental to traffic operation(s), the Zoning Administrator may (1) agree to a later date for completion of the traffic signal installation or (2) permit the Applicant to proceed without the signal installations.

48. Westpark Bridge, Pedestrian and Vehicular Improvements. The entities that constructed the HOT lanes project completed the Westpark Bridge widening as part of the HOT lanes improvements to the Capital Beltway. The Applicant paid a total of \$10,037,590.30 to the Tysons Transportation Fund, with \$951,200.00 contributed prior to the first site plan approval for Phase 1 and the remaining \$9,086,390.30 contributed prior to issuance of the first Non-RUP for Phase 1. The amount of this contribution was made based on the original incremental contributions of \$820,000.00 and \$7,380,000.00 respectively escalated based on changes in the Construction Cost Index published by the Engineering News Record from a base year of 2007 to the actual date of payment. Therefore, no additional monies are required for the Westpark Bridge with the remaining phases of development.

49. Ramp Connection from TCC Entrance on Route 123 (Intersection #2) onto I-495. The Applicant reserves the right at any time to construct a connection between the outermost egress lane at the TCC Entrance on Route 123 (Intersection #2) onto the I-495 southbound on-ramp subject to VDOT and FHWA approval of an Interchange Modification Report (“IMR”) and without the need for approval of a PCA. Those improvements identified in the IMR as needed to mitigate any impacts associated with such a connection and deemed necessary by VDOT and FHWA shall be constructed by the Applicant except, if in the Applicant’s sole discretion, the level of improvements necessary to facilitate the ramp connection are determined to be too costly to construct. In such event, the Applicant shall not be required to construct the ramp connection and this Proffer 49 shall be of no further force or effect.

50. Tysons Transportation Fund. Based on an escalated proffered contribution rate of \$4.27 (up from \$3.62 in 2007) per new non-residential square foot and \$947 (\$804 in 2007) for each new residential unit, as of April 23, 2014, the date upon which the Applicant paid Fairfax County \$10,037,590.30 for construction of the Westpark Bridge in satisfaction of its obligations under Proffer 48 (Westpark Bridge), the Applicant owed Fairfax County \$4,338,447.25 for Phase 1. Based on the same contribution rates, the Applicant owes Fairfax County \$4,850,260.65 for the remaining phases of development, which includes \$2,646,271.30 for Phase 2, \$688,942.75 for Phase 3 and \$1,515,046.60 for Phase 4. As the Applicant’s \$10,037,590.30 contribution for the Westpark Bridge was fully creditable against its Tysons Transportation Fund obligation (\$9,188,707.90 in total), there is a credit balance of \$848,882.40. Therefore, excluding the Transportation Contributions described in Proffer 51 herein, no additional payments are required to satisfy the Applicant’s Tysons Transportation Fund Contribution for the remaining phases of

development. The credit balance of \$848,882.40 shall be carried over and applied to amounts that may be due with Proffer 45 (C)(iv).

51. Transportation Contributions.

- A. Escalating Transportation Contributions. The Applicant shall provide a contribution of \$0.52 (Fifty-Two Cents) per new square foot in Phases 2, 3 and 4 to Fairfax County, subject to the escalation provisions in Proffer 77 herein, which sum represents the total estimated costs for the County to complete (i) the widening of Route 7 eastbound between International Drive/Gallows Road and Old Gallows Road to include one additional eastbound shared/right through lane (for a total of four through eastbound travel lanes); (ii) the widening of Route 7 westbound, east of the intersection of Fashion Boulevard and Leesburg Pike to include an additional right-turn lane into the Property from westbound Route 7; (iii) a westbound right-turn overlap phase and associated signal modifications at the Route 7 intersection with Fashion Boulevard; and, (iv) future spot improvements in the Route 7 corridor of Tysons or in the vicinity of Route 7 and International Drive (the “Escalating Transportation Contributions”).
- B. Non-Escalating Transportation Contributions. The Applicant shall provide a contribution of \$0.66 (Sixty-Six Cents) per new square foot in Phases 2, 3 and 4 to Fairfax County, which sum reflects a total of \$1.25 million previously proffered for a shuttle system in Tysons, and is not subject to escalation (the “Non-Escalating Transportation Contributions”) (the Escalating Transportation Contributions and the Non-Escalating Transportation Contributions, collectively the “Transportation Contributions”).
- C. Timing. The Transportation Contributions shall be made on a building by building basis at the time of the issuance of the number of RUPs or Non-RUPs set forth below:
- i. Phase 2: 244,000 square feet of office space or 139 residential units, whichever occurs first;
  - ii. Phase 3: 128 residential units; and,
  - iii. Phase 4: 110,000 square feet of office space or 118 residential units, whichever occurs first.

52. Congestion Management. The Applicant shall prepare and implement a construction congestion management plan during construction of each phase, as appropriate, through its development/construction manager and the Transportation Coordinator (as defined in Proffer 53.A.ii), so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property. The congestion management plan shall identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities to minimize disturbance on the surrounding road network.

The congestion management plan shall also require the Applicant to coordinate its construction activities throughout construction with VDOT and FCDOT, and to monitor the off-site transit

and roadway improvements and adjust the Applicant's congestion management plans accordingly. Such plans shall be prepared by a qualified professional and submitted for review and comment to DPWES upon submission of the initial site plan for each phase. In addition, the Transportation Coordinator shall coordinate any adjustments to the TDM Plan (as defined in Proffer 53) as necessary to address the congestion management plan.

### TRANSPORTATION DEMAND MANAGEMENT

53. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management plan (the "TDM Plan"). Initially, the TDM Plan shall be implemented and maintained by Tysons Corner Holdings LLC and Tysons Corner Property Holdings LLC, or the entities that are their successors as the owners or developers of the Property (jointly, the "Owner/Developer"). After the completion and Stabilization (as hereinafter defined) of the last phase of the development and satisfaction of the proffered goals described below for a period of three years, the TDM Plan shall be maintained by the UOA. For the purposes of this proffer, under no circumstances shall the UOA be deemed to be the Owner/Developer, and the provisions of this Proffer applicable to the Owner/Developer shall not apply to the UOA, except as specifically noted.

The purposes of the TDM Plan are to (a) limit the number of vehicle trips generated by certain of the new uses (residential and office) constructed as part of Phases 1-4 as modified from time to time for this purpose (the "Development"), and (b) encourage the use of transit (Metrorail and bus), other high occupant vehicle commuting modes, walking, biking and teleworking by employees, customers and residents who work or live in the buildings located in the Development and the Existing Shopping Center. The TDM Plan will be based on the "Transit-Oriented Development Transportation Demand Management Study and Strategic Plan" prepared by Strategic Transportation Initiatives, Inc., dated November 13, 2006 (the "TDM Strategic Plan"), the terms of which are hereby incorporated by reference. It is the intent of this proffer that the TDM Strategic Plan will adapt over time to respond to the changing transportation related circumstances of the TCC Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals set forth in this proffer. Accordingly, modifications, revisions and supplements to the TDM Strategic Plan as coordinated with FCDOT can be made without the need for a PCA provided the TDM Program continues to reflect the proffered elements set forth below:

A. Vehicle Trip Objectives.

- i. General. Implementation of the TDM Plan shall limit the number of vehicle trips generated by the Development through the use of mass transit, ride-sharing and other strategies. The Development shall be designed to create significant interactions among the various uses on the Property such that fewer automobile trips will occur within the site and on the external road network through the creation of synergistic relationships among the uses within the Property. In addition, easy access to Metrorail and bus facilities, the capability for teleworking will provide commuting options other than the automobile to residents, employees and visitors to the Property.

- ii. Transportation Coordinator. The Owner/Developer appointed a qualified transportation management professional to be the Transportation Coordinator (“TC”) for the project. The TC’s duties are to develop, implement and monitor the various components of the TDM Plan and revise the TDM Plan as appropriate. The TC oversees all elements of the TDM Plan and acts as the liaison between the Owner/Developer and subsequently the UOA and FCDOT. The TC will be continuously employed either directly by the Owner/Developer (or UOA) or by a property management company under a management contract with the Owner/Developer (or UOA, as applicable). Any changes in the TC appointment shall be communicated in writing to FCDOT and the Providence District Supervisor within ten days.
  
- iii. Trip Reduction Objectives. The objective of the TDM Plan shall be to limit the number of vehicle trips generated by the new on-site residential and office uses in the Development during weekday peak hours (as determined using ITE, 9<sup>th</sup> edition, Trip Generation rates and/or equations (the “ITE Trip Generation Rate”)) by meeting the percentage vehicle trip reductions established by the Comprehensive Plan as set forth below. These trip reduction percentages shall be multiplied by the total number of vehicle trips generated by the proposed residential, and office uses reflected on the final development plans associated with individual buildings and/or phases and the number of trips determined by the product of such equation shall be referred to as the “Maximum Trips After Reduction.” The target trip reductions are as follows:

**Percentage Vehicle Trip Reduction at Build-out of Each Phase**

Use	AM Peak Hour	PM Peak Hour
Office	27%	31%
Residential	51%	68%

In the event that the buildings actually constructed by the Applicant in any phase have less than the maximum number of dwelling units and/or less than the maximum square footage of office gross floor area than reflected on the FDPA, then the Maximum Trips After Reduction shall be calculated based on the number of dwelling units and/or square footage of office uses reflected on the FDPA.

If through an amendment to the Comprehensive Plan, the Board should subsequently adopt a goal for the trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer shall be adjusted accordingly without requiring a PCA.

B. Definitions.

- i. Stabilization. The “Stabilization” of any phase of the Development, or of any building in a phase of the Development, shall be deemed to occur on the date when (a) initial RUPs have been issued for 100% of the units in a residential building in that phase, regardless of the physical occupancy in that phase, and (b) initial Non-RUPs shall have been issued for 100% of the gross leasable area in an office building in that phase, regardless of the physical occupancy.
- ii. Peak Hour. The relevant weekday AM or PM “peak hour” shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts conducted by a qualified traffic engineering firm at select locations within a cordon generally defined by Route 7, International Drive, Route 123 and I-495, the Kidwell Drive and Westpark Drive bridges and as approved by FCDOT. To determine the peak hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours during a week between September 1st and December 31<sup>st</sup> (but not including a week containing a federal holiday or when area public schools are not in session). The methodology for determining the peak hour may be modified, in agreement between the Owner/Developer (or the UOA after the end of the Owner/Developer Control Period) and FCDOT without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.
- iii. Owner/Developer Control Period. The term “Owner/Developer Control Period” shall be defined as the period which started upon the approval of the CDPA/FDPA and PCA and ends on the date when three consecutive annual Trip Counts conducted after Stabilization of the last phase of the development shows that vehicle trips meet the trip reduction objectives and are equal to or less than the applicable Maximum Trips After Reduction.
- iv. TDM Remedy Fund. The purpose of the “TDM Remedy Fund,” as further described below, shall be to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the Trip Counts and for which sufficient funding is not immediately available through the then-existing TDM Account.
- v. TDM Penalty Fund; Letter of Credit. The TDM Penalty Fund is an account into which the Owner/Developer will deposit penalty payments as may be required to be paid pursuant to this Proffer (the “TDM Penalty Fund”). The County may withdraw funds from the TDM Penalty Fund for the implementation of additional TDM program elements/incentives and/or transportation improvements in the vicinity of the TCC Property, or for other TDM-related improvements or programs within Tysons Corner. To secure the Owner/Developer’s obligations to make payments into the

TDM Penalty Fund, the Owner/Developer provided the County with a letter of credit as further described below.

With Phase 1, the Owner/Developer established the TDM Penalty Fund and delivered to the County a clean, irrevocable letter of credit in the stated amount of \$2,000,000 issued by a banking institution approved by the County to secure the Owner/Developer's obligations to make payments into the TDM Penalty Fund as described in Paragraph 53.B.v (the "Letter of Credit"). No later than 90 days after approval of this PCA/CDPA/FDPA, the Applicant shall adjust the current letter of credit to reflect an amount equal to \$0.10 for each square foot of new office GFA and \$0.05 for each new residential GFA (Phases 1 – 4) on the TCC Property as reflected on the approved CDPA/FDPA. The Letter of Credit will name the County as the beneficiary and will permit partial draws or a full draw.

The foregoing stated amount of the Letter of Credit shall be reduced by the sum of any and all previous draws under the Letter of Credit and payments by the Owner/Developer into the TDM Penalty Fund,

If the results of any Trip Counts during the Owner/Developer Control Period show that, notwithstanding adjustments to the TDM Budget and TDM Plan over the time periods specified in Paragraph 53.B.ii, the Maximum Trips After Reduction specified in Proffer 53.A.iii are being exceeded, then the penalty provisions of Paragraph 53.B.v shall apply. Thereafter, the Owner/Developer will make the payments required under Paragraph 53.B.v into the TDM Penalty Fund, and the County shall be authorized to withdraw the amounts on deposit in the TDM Penalty Fund for those uses above. At such time as the Owner/Developer is required to pay a penalty per Paragraph 53.B.v, and if the Owner/Developer fails to make the required penalty payment to Fairfax County within 30 days after written demand, the County shall have the ability to withdraw the penalty amount directly from the Letter of Credit.

- C. Components of the TDM Plan. In order to meet the Maximum Trips After Reduction objectives, the TDM Plan was adopted and implemented by the Owner/Developer, as approved by FCDOT. The minimum components of the TDM Plan are specified in this Proffer and may be subsequently adjusted by mutual agreement between the Owner/Developer (and subsequently the UOA) and FCDOT. All adjustments to the components of the TDM Plan contained in this Proffer shall be approved by FCDOT and will not require a PCA. The TDM Plan shall include provisions pertaining to the Development, the Hotel and the Existing Shopping Center as set forth in Proffers 53, 54 and 55. The minimum TDM Plan components are further described in the TDM Strategic Plan. The TDM Strategic Plan also includes information about possible supplemental TDM Plan components. In addition to the timing, phasing and implementation information in this Proffer, more detail is provided in the TDM Strategic Plan.

- i. TDM Components Applicable to the Development, including residential building occupants, office building tenants and employees. The following is a representative list of TDM components applicable to the Development:
- a. TDM Network -- Establishment of a network of designated on-site TDM contacts among the Owner/Developer, the UOA, office building tenants and property managers through which to coordinate the implementation of the TDM Plan.
  - b. Meetings with Stakeholders -- The TC shall continue to attend meetings with community groups and organizations in the area that have a mutual interest in furthering the success of TDM programming and the effectiveness of mass transit and other non-SOV commuting (i.e. TYTRAN).
  - c. Website – The TC developed and shall continue to maintain a TDM project website that includes targeted information on a building-by-building basis as well as for the Property as a whole, and that includes multi-modal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links.
  - d. Personal outreach – The TC or its representatives shall continue to reach out to all new commercial tenants to explain the TDM program and transit options.
  - e. Dissemination of information – The TC shall continue to disseminate information in appropriate locations on the Property, including in the Existing Shopping Center and the new Hotel. This dissemination of information shall include information relevant to patrons and customers of the Existing Shopping Center and the Retail/Commercial uses, residents and office and hotel employees and guests about transit benefits programs, maps and schedules offered by WMATA, Fairfax Connector and other transit providers, through the electronic information kiosks that are described below, and/or displays at its mall customer/concierge service booths.
  - f. Transit benefits – The TC shall continue to encourage employers to offer employee benefit options, including parking cash out, pre-tax/payroll subsidies for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives.
  - g. Telework programs and telework facility -- The Owner/Developer shall continue to provide space for a telework facility/business center for use by residents in the Development. The telework

facility shall consist of a minimum of 600 square feet of gross floor area and shall have computers, copier facilities, a fax machine and access to lap-top hook up stations with secure internet access and access to a washroom.

- h. Car sharing – The Owner/Developer shall continue to provide car-sharing, subject to agreement with third-party vendor(s) (such as ZipCar or Enterprise Carshare).
- i. Taxi stand -- A taxi stand was provided and shall be maintained at the hotel in Phase 1.
- j. Ridematching, carpools, vanpools and guaranteed ride home -- Vanpool and carpool formation programs, including ride matching services, and coordination have been established and information about guaranteed ride home program(s) will continue to be disseminated.
- k. Commuter Club -- The Owner/Developer shall provide discounts and special incentives to residents, office and hotel workers and employees of retail tenants in the Existing Shopping Center to further non-SOV commuting.
- l. Parking management plan – The TDM plan includes a parking management plan, which provides for the “un-bundling” of parking spaces from residential and office unit sales/leases, dedication of parking spaces for carpools/vanpools in the office parking areas and offering incentives/benefits to residential carpoolers.
- m. Informational Kiosks -- The Owner/Developer shall continue to provide space and a power supply within the Existing Shopping Center for electronic information kiosks that provide transit information if such kiosks are available from WMATA, Fairfax County or other entities.
- n. Vans and shuttles -- The Owner/Developer shall continue to provide van and shuttle drop-off points or areas as shown on the CDP/FDP and CDPA/FDPA and shall continue to allow and encourage employer, hotel and other shuttle services that are operating in the Tysons area to stop at such points or areas to pick-up or drop off employees and patrons.
- o. Rush hour pricing – The Owner/Developer shall provide incentives to residents, employees and visitors to remain on the Property during the PM peak by offering movie ticket and restaurant discounts during the afternoon/evening rush hour peak or other

incentives. These discounts shall be subsidized through the TDM budget and/or TDM Incentive Fund.

- ii. Additional TDM Components Applicable to Residential Buildings. In addition to the TDM program components described in Proffer 53.C.i above, at a minimum, the TDM Plan shall also have the following components as applicable to residents:
  - a. In-Unit Internet Access -- All residential units shall be pre-wired to provide Internet access (or other technology that may become available) to permit residents to access the Internet from home.
  - b. Sales/leasing marketing program -- A targeted marketing program for residential sales/leases that encourages and attracts TDM-oriented people such as one and no-car individuals and families to live in the Development as well as a targeted marketing program for office tenants to encourage on-site and nearby office workers to live in the on-site residential buildings. The Owner/Developer shall actively support the TC and Existing Shopping Center management in the efforts to encourage employees of the office tenants both on-site and elsewhere in Tysons to live in the residential units on the Property through discussions between executives and officers of the office tenants and executives and officers of the Owner/Developer.
  - c. TDM incentives – One time distribution of fare media or other incentives to all initial residents of driving age as well as on select occasions as an incentive.
  - d. Transportation advising -- “Personalized transportation advising” integrated into new unit walk-throughs, including appropriate training of sales/leasing agents.
- iii. Additional TDM Components Applicable to Office Buildings. In addition to the TDM program components described in Proffer 53.C.i above, at a minimum, the TDM Plan shall also have the following components as applicable to the office building tenants and employees:
  - a. Matching On-Site Office Employees to On-Site Residential Units – Residential units shall be marketed to the on-site and off-site Tysons Corner Urban Center office employers and workers, including providing information in prospective tenant packages and possible discounts or financial incentives to those employees who live and work on the Property. The Owner/Developer shall actively support the TC and Existing Shopping Center management in the efforts to encourage office tenants and their employees to live in the residential units on the Property through

discussions between executives and officers of the office tenants and executives and officers of the Owner/Developer.

- b. Relocation program -- Coordination of a relocation program to bring new businesses to the Property, with the goal of the office tenants utilizing alternative commuting options.
  - c. Leasing Packages -- Integration of transportation information and education materials into office leasing packages.
- D. TC Office. The Owner/Developer, and subsequently the UOA, shall continue to provide a centrally-located office for the TC and space for TDM products, services and program offerings available to new residents, businesses, customers and visitors to the Property. The office may be located within the Existing Shopping Center or elsewhere on the Property.
- E. TDM Plan and Budget.

The TC established an initial TDM Plan, including an initial budget (“TDM Budget”) that included a contingency equal to ten percent (10%) of the amount of the annual TDM Budget. The TC shall re-establish the TDM Budget, for each subsequent calendar year, which shall cover the costs of implementation of the TDM Plan for such year. The TC shall furnish a copy of the TDM Budget and TDM Plan for each year to the FCDOT for review and comment no later than March 31<sup>st</sup> of each Calendar year. A line item for the TDM Account (defined below) shall be included in the UOA budget upon the establishment of the UOA. The association documents that establish and control the UOA shall provide that the TDM Account shall not be eliminated as a line item in the UOA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Owner/Developer until such time as assessments of residents and commercial owners are implemented as provided in the UOA documents.

F. TDM Account.

- i. Initial Funding. Within thirty (30) days after the establishment of the initial TDM Budget, the Owner/Developer established and funded an account (the “TDM Account”) in the initial amount of the annual budget for the TDM program for the then current year. The purpose of the TDM Account was and is to fund the TDM Budget. The TDM Account was established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal remains in the TDM Account and is and shall be used for TDM Plan purposes. The Owner/Developer provided written documentation demonstrating the establishment of the TDM Account to FCDOT. Funds in the TDM Account shall be utilized by the TC each year to implement the TDM Plan in accordance with the TDM Budget.

- ii. Annual Funding. The TDM Account shall be replenished annually following the establishment of each year's TDM Budget. The TDM Account shall maintain a starting balance at the beginning of each calendar year of not less than \$200,000, or in such greater amount as may be required under the TDM Budget for such year.
  - iii. Transfer to UOA. The TDM Account shall be managed by the Owner/Developer (and not the UOA) until the Owner/Developer Control Period has expired. Thereafter, management of the TDM Account will become the responsibility of the UOA.
- G. TDM Remedy Fund. The Owner/Developer established a separate interest bearing account referred to as the "TDM Remedy Fund." Funding for the TDM Remedy Fund was established with Phase 1 and provided \$452,934.76 in contributions to date (\$400,000 as escalated from a base year of 2007). The monies due the TDM Remedy Fund based on the CDP/FDP and CDPA/FDPA programs for Phases 1-4 are estimated at \$1,026,672.00. Therefore, a total of \$573,737.24 remains to be paid in order to equal the rate of approximately \$0.40 per gross square foot of new office uses and approximately \$0.30 per gross square foot of new residential uses on the TCC Property. Funding for Phases 2, 3 and 4 shall be paid with the issuance of each initial RUP or Non-RUP for each of the six new buildings within the combined Phases at a rate of \$0.29 per gross square foot for the new residential and office uses. Funds from the TDM Remedy Fund shall be drawn on only for purposes of immediate need of TDM funding, and may be drawn upon prior to any TDM Budget adjustments that may be required under Paragraph L.
- H. TDM Incentive Fund. The TDM Incentive Fund is an account into which the building owners, through the TC, deposit contributions to fund a multi-modal incentive program for initial purchasers/lessees within the TCC Property (Phases 1-4). For Phase 1, the Applicant expended a total of approximately \$20,000 for incentives. Contributions for Phases 2, 3 and 4 shall be made one time on a building by building basis at the rate of \$0.02 per gross square foot of new office and/or residential uses to be constructed on the TCC Property and provided prior to issuance of the first RUP or Non-RUP for each individual building. Such program shall be prepared by the Owner/Developer through the TC and in coordination with FCDOT and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents and mall customers. The TDM Incentive Fund shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Incentive Fund and shall be used for TDM incentive purposes.
- I. Triennial Surveys and Annual Reports. The Owner/Developer, or the UOA after the end of the Owner/Developer Control Period, caused and shall continue to

cause the TC to prepare and submit to the County the triennial surveys and reports on the TDM Plan described below.

- i. Triennial Survey. A triennial survey (the “Survey”) shall be completed every three years between September 1<sup>st</sup> and December 31<sup>st</sup> beginning the first September after the approval of this PCA/CDPA/FDPA. The Survey shall be conducted during a week without any Federal holidays when school is in session. The Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the TC to determine whether changes to the TDM Plan are needed to ensure that the vehicle trips are within the Maximum Trips After Reduction targeted goal. If the Survey reveals that changes to the TDM Plan are needed, the Owner/Developer (and the UOA, as applicable) through the TC shall coordinate such changes with FCDOT and implement and adjust the TDM Budget accordingly. The TC shall coordinate the preparation of Survey materials and the methodology for validating survey results with FCDOT prior to doing each Survey, and shall collect and analyze the results. Such analysis shall include at a minimum:
  - a. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
  - b. The number of people surveyed and the number of people who responded in each building;
  - c. The results of any surveys taken during the survey period;
  - d. The number of residents, employees and/or others participating in the TDM programs displayed by category of participants and by mode of use;
  - e. An evaluation of the effectiveness of the TDM Plan and its program elements, including its effectiveness in achieving vehicle trip reduction objectives for each of the residential and office buildings, and, if necessary, proposed modifications to the plan and program elements; and
  - f. A description of the uses constructed and occupied on the Property at the time the survey was conducted and levels of occupancy.
- ii. Annual Report. The TC shall submit a written annual report on the TDM Plan to the FCDOT no later than March 31st (the “Annual Report”). The Annual Report shall include (a) a description of the TDM strategic efforts for the year, including, as applicable, sample marketing materials, (b) a financial statement that includes the TDM Budget for the year and a detailed summary of actual TDM Plan income and expense for such year, (c) a summary of the levels of occupancy in the buildings that have been

completed in the Development by Phase, (d) an analysis of the results of any Survey (e) a compilation and analysis of the results of any Trip Counts that may have been conducted during the year, (f) discussion of any changes proposed to the TDM Plan and (g) the amount of money then on deposit in the TDM Penalty, Incentive and Remedy Funds.

- iii. Adjustments to Calendar and Due Dates. At the mutual agreement of the FCDOT and the Owner/Developer (and subsequently the UOA), the due dates for the delivery of the Annual Report may be altered by up to 60 days if changes have occurred, or appear to have occurred, in trip characteristics resulting from events such as an additional phase or phases reaching Stabilization.
- iv. Meetings with FCDOT. The Owner/Developer or UOA (as applicable) shall meet with FCDOT annually to discuss the results of the Trip Counts, the Triennial Survey as applicable, the Annual Report and the TDM Plan.

J. Trip Counts.

- i. Trip Counts. For purposes of this Proffer, Trip Counts shall be measured on three consecutive days over a maximum two week period (but not including a week containing a federal holiday or when area public schools are not in session); these dates are referred to as “Trip Count Measurement Dates.” Trip Counts shall be conducted annually between September 1st and December 31st after Stabilization (as previously defined in Proffer 53.B.i) has occurred for the applicable phase of development and shall continue annually thereafter except as provided in Proffer 53(J)(v). Prior to conducting the Trip Counts, the Owner/Developer shall meet with FCDOT to review and reach agreement on the dates that will be the Trip Count Measurement Dates, the methodology for the Trip Counts, and the analyses to be done after the Trip Counts are complete.
- ii. Trip Counts. Starting when the Stabilization of the first phase of the Development has occurred, the Owner/Developer shall measure separately the actual vehicle trips that are generated from the office, and residential uses for all phases that have reached Stabilization in the Development (the “Trip Counts”) on the Trip Count Measurement Dates to evaluate whether the vehicle trips are equal to or less than the applicable Maximum Trips After Reduction. Trip Counts provided to FCDOT shall include information about the occupancy levels for all office and residential uses completed at the time of the Trip Count Measurement Dates.
- iii. Methods. Trip Counts shall include counts of vehicles entering and exiting the areas of the parking garages designated for residential and office parking, as well as those additional manual and mechanical counts as may be needed and determined in consultation with FCDOT. Trip Counts shall be conducted in such a way so that the only trips generated

by the separate office and residential uses are compared to the Maximum Trips After Reduction specified for each such use (that is, cut-through trips, Metro trips, retail trips, hotel trips, etc. are excluded).

- iv. Calculations. For each residential and office use, the total number of peak hour vehicle trips shall be computed by summing the number of trips entering and exiting the parking garages for the individual uses (residential and office) on each of the three days that Trip Counts are taken during the AM and PM peak hours and dividing those sums by three. Values will be provided for each garage included in the Development, and a sum of the vehicle trips generated by the residential, and office uses will be calculated separately.
- v. Frequency of Trip Counts. Following the Stabilization of the first phase of the Development, the Owner/Developer shall conduct Trip Counts annually until such time as consecutive annual Trip Counts indicate that the trips generated in the AM and PM Peak Hours by all phases that have reached Stabilization are equal to or less than the applicable Maximum Trips After Reduction. After that time, the Owner/Developer shall conduct Trip Counts every three (3) years, provided that at such time as the next phase reaches Stabilization, the Owner/Developer shall again conduct Trip Counts annually until such time as the provisions of this paragraph permit Trip Counts every three (3) years. If the Owner/Developer is conducting Trip Counts every three (3) years as permitted above, and if three (3) consecutive biennial Trip Counts indicate that the trips generated in the AM and PM Peak Hours by all phases that have reached Stabilization are equal to or less than the applicable Maximum Trips After Reduction, then the Owner/Developer shall conduct additional Trip Counts at not greater than five (5) year intervals to determine whether the Maximum Trips After Reduction are continuing to be met, until such time as annual Trip Counts would otherwise be required due to the Stabilization of a subsequent phase. Notwithstanding the provisions of this Paragraph, FCDOT may request counts be undertaken at any time to validate traffic data, but not more frequently than two times per calendar year. If such requests are made by FCDOT, the Owner/Developer shall conduct the requested counts. Notwithstanding the provisions of this Paragraph, the Applicant may request and the County may suspend Trip Counts at any time if conditions associated with the Property and/or the surrounding area or the results of any survey indicate that conditions are such that the validity of the counts would be questionable.
- vi. Evaluation of Trip Counts. The results of the Trip Counts shall be compared to the Maximum Trips After Reduction specified for each use to determine whether actual trips are equal to, less than or greater than the specified Maximum Trips After Reduction. In the event the trips generated by each of the uses in the phases that have reached Stabilization

are equal to or less than the Maximum Trips After Reduction specified for each use, then the Owner/Developer and subsequently the UOA (as applicable) shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers. If the trips generated by each of the uses in the phases that have reached Stabilization are greater than the Maximum Trips After Reduction, the Owner/Developer and subsequently the UOA (as applicable) shall follow the provisions of Paragraphs K, L and N.

- K. Adjustments to TDM Plan and Budget. In the event that any of the Trip Counts are greater than the applicable Maximum Trips After Reduction, then the TC shall convene a meeting with FCDOT to review the results of that report and the TDM strategies then in place for the Development. Thereafter, the TC shall develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips, including any surplus caused by or related to a particular use or uses. The Owner/Developer shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting. If FCDOT has not provided comments to the Owner/Developer within sixty (60) days after receipt of the revised TDM Plan and revised TDM Budget, the Owner/Developer's revisions to the TDM Plan and TDM Budget shall be deemed approved. If FCDOT provides comments, the Applicant shall work with FCDOT to incorporate mutually agreed upon revisions. Following approval of the revised TDM Plan and TDM Budget, the Owner/Developer shall (1) draw down on the TDM Remedy Fund, if it is determined to be necessary to do so and in accordance with the table below, (2) increase the TDM Account with TDM Remedy Fund monies if necessary in order to cover any additional costs to implement the revised TDM Plan and TDM Budget, (3) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT, and (4) continue to conduct Trip Counts annually.

<b>Maximum Trips Exceeded</b>	<b>Remedy Expenditure</b>
Up to 1%	No Remedy Needed
1.1% to 3%	1% of Remedy Fund
3.1% to 6%	2% of Remedy Fund
6.1% to 10%	4% of Remedy Fund
Over 10%	8% of Remedy Fund

- i. If the results of the Trip Counts conducted during the Stabilization of any Phase shows that the trip reduction goals have been met for three consecutive years in accordance with the goals listed above (as evidenced by the Maximum Trips After Reduction), then a

portion of the Remedy Fund as outlined below shall be released back to the TC for distribution to the building owner(s). The amount released will be relative to the amount contributed by those buildings constructed and occupied at the time the Trip Counts have been conducted. Any funds remaining in the Remedy Fund after such release will be carried over to the next consecutive three year period.

<b>Up to 65,000,000 Square Feet of GFA in Tysons</b>		<b>65-84,000,000 Square Feet of GFA in Tysons</b>		<b>84-90,000,000 Square Feet of GFA in Tysons</b>	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0% - 4.9%	30%	0.0% - 4.9%	50%	0.0% - 4.9%	65%
5% - 10%	50%	5% - 10%	65%	5% - 8%	80%
10.1% - 15%	65%	10.1% - 13%	80%	8.1% - 10%	90%
15.1% - 18%	80%	13.1% - 15%	90%	>10%	100%
18.1 - 20%	90%	>15%	100%		
>20%	100%				
<b>90-96,000,000 Square Feet of GFA in Tysons</b>		<b>96-113,000,000 Square Feet of GFA in Tysons</b>		<b>113,000,000+ Square Feet of GFA in Tysons</b>	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	80%	0.0% - 4.9%	90%	> 0.0%	100%
5% - 8%	90%	5%	100%		
>8%	100%				

ii. There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund will be released to the TC for final distribution to the owners once three consecutive annual Vehicular Traffic Counts conducted after Stabilization of all Phases (1 through 4) show that the trip reduction goals have been met.

L. TDM Penalty Fund. If the results of any Trip Counts during the Owner/Developer Control Period show that the actual vehicle trips continue to exceed the Maximum Trips After Reduction upon Stabilization of all four phases and after three annual traffic counts, then the Owner/Developer shall pay to the

TDM Penalty Fund the amounts specified below, and FCDOT may thereafter withdraw such funds from the TDM Penalty Fund. If the Owner/Developer fails to pay what is due to the TDM Penalty Fund, FCDOT may draw against the Letter of Credit in the amount that was due to be paid as reflected on the table below. FCDOT may apply funds withdrawn from the TDM Penalty Fund, or drawn under the Letter of Credit for transportation improvements and or additional TDM enhancements/incentives in the vicinity of the Property.

Exceeded Trip Goals	Penalty
Less than 1%	No Penalty Due
1.1% to 3%	5% of Penalty Fund
3.1% to 6%	10% of Penalty Fund
6.1% to 10%	15% of Penalty Fund
Over 10%	20% of Penalty Fund

- M. The maximum aggregate amount of all penalties to be paid under this Proffer shall not exceed the amount of the Letter of Credit or Cash Escrow determined and computed pursuant to the above provisions of Proffer 53(L). There is no requirement to replenish the TDM Penalty Fund at any time. The Letter of Credit and/or any cash left in the Cash Escrow shall be released to the TC for distribution to the building owner(s) once three consecutive trip counts conducted upon Stabilization of all four phases show that the Maximum Trips After Reduction have not been exceeded.
- N. Enforcement. If the TC fails to submit any TDM Plan and Budget, Annual Report or Trip Count Evaluation report to FCDOT within the timeframes required by this Proffer, Fairfax County may thereafter issue the TC a written notice providing the TC has sixty (60) days within which to cure such violation. If after such sixty (60) day period the TC still has not submitted the Annual Report or Trip Count evaluation report, then the Owner/Developer and/or UOA as applicable shall be subject to a penalty of \$200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.
- O. Subsequent Reporting After the Owner/Developer Control Period.
- i. Owner/Developer Control Period. The Owner/Developer shall remain obligated under this Proffer until the end of the Owner/Developer Control Period. At the end of the Owner/Developer Control Period, the Owner/Developer shall be released from any further obligation under this Proffer, and the UOA shall bear the sole responsibility for continuing

compliance with these Proffers. At the end of the Owner/Developer Control Period, the Letter of Credit as described in Proffers 53.B.v and 53.L shall be returned to the Owner/Developer for cancellation.

- a. Continuation of TDM Plan. In the event the trips generated are equal to or less than the applicable Maximum Trips After Reduction, then the UOA shall continue to administer the TDM Plan in the ordinary course in accordance with the provisions of this Proffer 53, including the fact that through the TC, the UOA shall continue to submit the Annual Reports, including the results of the Annual Survey and any Trip Counts, to FCDOT, as prescribed in Paragraph 53.I.ii.

P. Additional Trip Counts. If an Annual Report demonstrates that a change in commuting patterns has occurred that is significant enough to reasonably call into question whether the Maximum Trips After Reduction limits are continuing to be met, as determined by FCDOT, then FCDOT may require the UOA to conduct additional Trip Counts (pursuant to the methodology set forth in Paragraph L) to determine whether in fact such objectives are being met. If any such Trip Counts demonstrate that the Maximum Trips After Reduction are being exceeded, then the UOA shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips. Following such meeting, the UOA shall submit a revised TDM Plan and TDM Budget to FCDOT for its review and approval. If FCDOT provides no response within sixty (60) days after receipt of the revised TDM Plan and TDM Budget, the UOA's revised TDM Plan and TDM Budget shall be deemed approved. If FCDOT provides comments, the Applicant shall work with FCDOT to incorporate mutually agreed upon revisions.

54. Transportation Demand Management for Retail/Hotel Uses. As provided in the above Proffer, certain components of the TDM Plan are applicable to and will benefit any proposed hotel use on the TCC Property. Therefore, the Applicant will provide an additional TDM program tailored to specifically serve the Hotel Use (the "Hotel TDM Program"). In no event will remedies, incentives, and penalties be assessed against any Hotel Use, which may be established on the TCC Property, nor will such uses contribute to the annual budget associated with the TDM Program for the Application Property.

- A. Goals of the Hotel TDM Program. Because guests of the Hotel and their employees work hours that are atypical of the standard work day, these guests and hotel employees do not necessarily travel to and from the TCC Property during Peak Hours. Given this, the Hotel TDM Program shall encourage Hotel Guests and the Hotel employees to utilize transit, carpools, walking, biking and other non-Single Occupancy Vehicle ("non-SOV") modes of transportation to travel to and from the TCC Property rather than focusing on the specific trip reductions during the weekday AM or PM Peak Hours.
- B. Components of the Hotel TDM Program. The Hotel TDM Program shall include, at a minimum, the components applicable to the TCC Property that are described in this Proffer and the additional components provided below. These additional

components may be subsequently amended by mutual agreement between the Applicant and FCDOT. All amendments to the components of the Hotel TDM Program contained in this Proffer shall be approved by FCDOT and will not require a PCA. The Hotel TDM Program components will be further described in the TDM Plan.

- C. Employee/Tenant Meetings. The TC shall hold an annual TDM meeting with the Hotel Manager to review the available transit options, changes in transit service and other relevant transit-related topics. Based on these meetings, the TC shall work with Fairfax County to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to the TCC Property guests and their employees.
- D. Regional TDM Programs. The TC shall make information available to Hotel Guests and the Hotel employees about regional TDM programs that promote alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.
- E. Hotel TDM Program Participation Outreach. The TC shall endeavor in good faith to encourage participation by Hotel Management in the Hotel TDM Program, including the encouragement of financial participation by their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the TC and property management in furtherance of this objective may include dissemination of information to, and solicitation of participation from Hotel management at appropriate intervals. The TC shall include a report to the County with respect to the activities described in the TDM Proffer as part of the Annual Report to be filed with the County. This report shall include detailed accounts of the outreach efforts and the feedback and response from the Hotel Management, employees and guests.

55. Transportation Demand Management Program Specific to the Existing Shopping Center. As provided in Proffer 53, certain components of the TDM Plan are applicable to and will benefit the Existing Shopping Center. Also, the Owner/Developer shall provide an additional TDM program that is tailored to specifically serve the Existing Shopping Center (the “Mall TDM Program”). The Mall TDM Program shall also be administered by the TC for the Owner/Developer, which shall retain financial and legal responsibility of this program even though the UOA will assume responsibility for the TDM Plan at the end of the Owner/Developer Control Period as described in Proffer 53.B.iii.

- A. Goals of the Mall TDM Program. Because tenants of the Existing Shopping Center and their employees work hours that are atypical of the standard work day, these tenants and their employees do not necessarily travel to and from the Property during the Peak Hours. Given this, the Mall TDM Program shall continue to encourage Existing Shopping Center tenants and their employees to utilize transit, carpools, walking, biking and other non-Single Occupancy Vehicle (“non-SOV”) modes of transportation to travel to and from the Property rather

than focusing on the specific trip reductions during the AM or PM Peak Hours. The goal of the Mall TDM Program is for 25% of the Existing Shopping Center store tenants and their employees to use non-SOV modes of transportation to commute to and from the Existing Shopping Center on a regular basis.

- B. Components of the Mall TDM Program. The Mall TDM Program shall continue to include, at a minimum, the components applicable to the Existing Shopping Center that are described in Proffer 53.C.i and the additional components provided below. These additional components may be subsequently amended by mutual agreement between the Owner/Developer and FCDOT. All amendments to the components of the Mall TDM Program contained in this Proffer shall be approved by FCDOT and will not require a PCA. The Mall TDM Program components are further described in the TDM Strategic Plan.
- i. **Employee/Tenant Meetings** -- The TC shall continue to hold, at a minimum, annual TDM meetings with the Existing Shopping Center store tenants and their employees to review the available transit options, adequacy of bus schedules (including hours of service), changes in transit service and other relevant transit-related topics. The TC shall continue to invite Fairfax County and/or WMATA representatives to these meetings from time to time to speak to the group(s) about these and related subjects. Based on these meetings, the TC shall work with Fairfax County and/or WMATA to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to Existing Shopping Center tenants and their employees.
  - ii. **Transit Incentives** -- Utilizing the Mall TDM Incentive Fund (described in Paragraph 55.C below), the TC shall continue to provide financial incentives to Existing Shopping Center store tenants and their employees to utilize transit. These incentives shall include contests with fare card rewards, mall gift certificates and the like (for example—an award could be offered to the transit riding employee of the month/year or the tenant with the highest percentage of employees utilizing non-SOV transport to commute to and from the Existing Shopping Center).
  - iii. **Regional TDM Incentive Programs** -- The TC shall continue to make information available to Existing Shopping Center store tenants and their employees about programs that promote alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.
  - iv. **Ridesharing** -- The TC shall continue to assist Existing Shopping Center store tenants and their employees in forming carpools or vanpools and in providing convenient parking spaces to carpools or vanpools.

- C. Mall TDM Incentive Fund. The Owner/Developer established and shall continue to fund a Mall TDM Incentive Fund for use exclusively by the Owner/Developer with Existing Shopping Center store tenants and their employees. The Owner/Developer shall expend up to \$25,000 per year as necessary to this fund for the provision of transit incentives, such as gift certificate awards, fare card contests and/or giveaways, transit fairs specific to the Existing Shopping Center store tenants and their employees and for similar inducements or incentive activities. At such time as a tenant elects to financially contribute to the Mall TDM Program, such contributions shall be utilized in addition to the Owner/Developer's annual contributions (that is, the Owner/Developer's annual contributions shall not be reduced or offset in any way).
- D. Triennial Surveys and Analysis. The TC shall continue to monitor the success of the Mall TDM Program in reaching the goal set forth in Proffer 55.A above through tenant and employee triennial surveys completed between September 1<sup>st</sup> and December 31<sup>st</sup> ("Mall Surveys") beginning with the first September after approval of this PCA/CDPA/FDPA. The TC shall continue to review and analyze the Mall Surveys, and submit an analysis of survey results ("Mall Survey Analysis") to FCDOT as a supplement to the applicable Annual Report required by Proffer 41(K)(ii). The Mall Survey Analysis shall include the following information:
- i. A description of the Mall TDM Program measures in effect for the survey period and a description of how such measures have been implemented;
  - ii. The number of tenants and/or employees surveyed and the number who responded;
  - iii. The results of the Mall Surveys taken during the survey period;
  - iv. The number of people participating in the Mall TDM Program, displayed by category of participants and by mode of use; and
  - v. An evaluation of the effectiveness of the Mall TDM Program in achieving the goal set forth in Proffer 55.A, including the effectiveness of the components in place and, if necessary, proposed modifications.
- E. Adjustment to the Mall TDM Program Goal. At such time as the Metrorail has been in operation at the Tysons Corner Metro Station for a period of five years (July 26, 2019), the TC and Existing Shopping Center management shall review the non-SOV transportation goal stated above to determine if the goal should be adjusted to more accurately reflect the use of non-SOV modes of transportation for the employees in the Existing Shopping Center. The TC shall address this issue in the Mall Survey Analysis submitted with the next Annual Report. The Mall TDM Program goal shall be reviewed with FCDOT at the next annual TDM meeting. At the time of review, the Owner/Developer and FCDOT (in coordination with the Providence District Supervisor) shall determine by mutual

agreement if the percentage of people utilizing non-SOV modes of transportation should be adjusted.

- F. Mall TDM Program Participation Outreach. The TC and Existing Shopping Center management shall continue to encourage participation by Existing Shopping Center store tenants in the Mall TDM Program, including the encouragement of a financial participation by such tenants through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the TC and Existing Shopping Center management in furtherance of this objective shall include dissemination of information to, and solicitation of participation from, the tenant's Existing Shopping Center in-store management and executives or officers at their headquarters' offices, at appropriate intervals.
- G. Increasing Existing Shopping Center Store Tenant Commitments. In conjunction with the TC, the Owner/Developer and the management company for the Existing Shopping Center developed a long-range plan and schedule for endeavoring to incorporate covenants in leases that would require Existing Shopping Center store tenants to participate in the Mall TDM Program. This plan and schedule included the following information. The TC may revise this plan with mutual agreement by FCDOT and the Owner/Developer.
- a. A schedule for the dissemination of information and outreach efforts to be made or provided to tenants and their respective corporate ownership about the quality of life, financial and employee retention benefits from participation in and encouragement of the Mall TDM Program. The target of this information exchange and outreach shall be the national level executives or officers of the Existing Shopping Center store tenants.
  - b. The Owner/Developer shall actively support the TC and Existing Shopping Center management in the efforts to encourage tenants and executives to support the Mall TDM Program. Such support shall include executives and officers of the Owner/Developer communicating with executives and officers with national tenants as necessary.

The TC shall provide a detailed report to the County with respect to the activities described in this Proffer 55.G as a supplement to the Annual Report that is to be filed with the county in accordance with Proffer 53.I.ii. This report shall include detailed accounts of the outreach efforts and the feedback and response from the tenants. The report shall also include information on how the TC and the Owner/Developer will address any lack of interest in, opposition to, or other issues posed by Existing Shopping Center store tenants with the Mall TDM Program.

56. Intelligent Transportation Systems. To optimize safe and efficient travel in Tysons, the Applicant shall continue to maintain a system on the TCC Property that provides pertinent traffic and transit information that allows users to make informed travel decisions. The delivery of this information shall be made convenient for visitors, such as via computer, cell phone, monitors, or similar technology. Such system shall continue to provide, but not be limited to, information on the following:

- A. Traffic conditions, road hazards, construction work zones, and road detours.
- B. Arrival times and delays on Metrorail, Tysons Circulator, and area bus routes.

The Applicant shall continue to work with FCDOT to identify sources and facilitate electronic transmittal of data. Notwithstanding the foregoing, should technological advances make the systems described above obsolete, the Applicant may discontinue such services with the concurrence of FCDOT and without the need for a PCA.

### **PEDESTRIAN/BICYCLE IMPROVEMENTS**

57. On-Site Trails. The Applicant shall complete the trails described in below and as indicated on the CDP/FDP and CDPA/FDPA on a phase-by-phase basis, and in each phase, so the trails will be available for use on or before final bond release for that phase.

Upon demonstration by the Applicant that despite diligent efforts, the improvement(s) has been delayed, the Zoning Administrator may agree to a later date for completion of the improvement(s).

- A. Due to the urban nature of the site, the Applicant may request modifications to the Public Facilities Manual design criteria, the Tysons Street Standards and the Tysons Urban Design Guidelines, as applicable and necessary, for trails, such as shoulders or lane markings; such modifications shall be coordinated with FCDOT and subject to approval by DPWES. The Applicant shall provide appropriate pedestrian/bicycle signage and lane markings.

i. Phase 1. The Applicant provided:

- a. A 10-foot wide trail along the eastern side of ShopTysons Boulevard;
- b. A six-foot wide multipurpose trail adjacent to the Mall Ring road between Terrace A and International Drive to connect to existing sidewalks at Fletcher Street and the Crate & Barrel/Mall entrance (Intersection #4). This sidewalk will subsequently be replaced with a 12-foot shared pedestrian/bicycle path to be provided as further described below; and,
- c. A 10-foot wide trail along International Drive north of the Crate & Barrel/Mall entrance, along the Property's frontage, which trail

will subsequently be replaced with a 12-foot shared pedestrian/bicycle path as further described below.

- ii. Phase 2. As indicated on the CDP/FDP, the Applicant shall provide a 15-foot wide trail from International Drive to the South Entrance Pavilion (as shown on the CDP/FDP).
- iii. Phase 3.
  - a. As indicated on the CDPA/FDPA, the Applicant shall provide a six-foot wide sidewalk on the south side of Fashion Boulevard adjacent to Towers Crescent (if the Towers Crescent Owners provide necessary grading, construction and pedestrian access easements at reasonable cost to the Applicant). Prior to site plan approval for Phase 3, the Applicant shall diligently pursue the necessary easements and provide DPWES with documentation of the efforts to coordinate with the Towers Crescent Owners. If the Towers Crescent Owners should grant the necessary easements, the Applicant shall provide this sidewalk improvement prior to issuance of the first RUP or Non-RUPs, whichever occurs first, for Phase 3.

Should the Applicant not receive the requisite approvals and easements from the Towers Crescent Owners at the time a site plan for Phase 3 is otherwise ready for approval by DPWES, the Applicant shall request the County utilize the condemnation provisions as outlined in Proffer 44 to obtain the easements necessary to permit completion of this improvement. In such case, the timing identified for completion of this improvement in this Proffer 57(A)(iii) shall be adjusted to a date mutually agreed to by the Applicant and the Zoning Administrator. The Applicant shall provide DPWES with documentation of diligent efforts to demonstrate the Applicant's failed attempts to obtain the necessary easements. If the County elects not to pursue condemnation, rather than constructing the above described trail widening, the Applicant shall escrow funds per the County of Fairfax Unit Price Schedule to permit the replacement of the four-foot sidewalk sections with 6-foot sidewalk sections as determined by Fairfax County.

- b. As indicated on the CDPA/FDPA, the Applicant shall provide a 15-foot wide shared vehicle/bicycle lane on Fashion Boulevard. The Applicant shall incorporate sharrows and/or signage for the bicycle/vehicular lanes, as appropriate; and,
- c. As indicated on the CDPA/FPDA, the Applicant shall provide a ten-foot wide pedestrian/bicycle path along the Property's

Leesburg Pike frontage between Fashion Boulevard and the TCC Property line to the west.

vi. Phase 4.

- a. The Applicant shall provide a Pedestrian Realm along the Property's International Drive frontage, as shown on the CDPA/FDPA.

58. Loop Trail. The Applicant shall provide a Loop Trail around the Property, as indicated on the CDP/FDP (the "Loop Trail"). The Loop Trail shall be constructed in phases, as shown on the CDP/FDP and CDPA/FDPA. The Applicant shall provide appropriate signage, pavement markings and mileage markers to demarcate the Loop Trail around the Property.

59. Route 123 Sidewalk/Trail. In lieu of an eight-foot paved trail along the Route 123 frontage east of the Route 123 entrance to the Property, the Applicant contributed \$13,215 to the Providence District Trails Fund for use by the County or others in constructing this portion of the trail and sidewalk at such time as a safe passage across I-495 is constructed through the interchange or in another location as determined by the County.

60. Bicycle Racks. The Applicant shall provide standard bicycle racks (the type to be coordinated with FCDOT), secure bike lockers or bike storage space convenient to the office, residential and Retail/Commercial uses, including, at a minimum, the below. To the extent possible, on-site bicycle racks shall be provided under cover. Specific locations of the bicycle racks, lockers or storage space shall be coordinated with FCDOT prior to site plan approval. The Applicant shall provide bicycle racks, lockers or storage space prior to the issuance of the first RUP or Non-RUP for each phase or building respectively.

- A. The Applicant provided bicycle racks or lockers accommodating a minimum of 20 bicycles near the Phase 1 Plaza as indicated on the CDP/FDP. In addition, the Applicant provided bicycle racks or lockers in locations accessible to those traveling to the Existing Shopping Center from Route 123, Route 7 and International Drive, including a bicycle rack in a convenient location in Parking Terrace E.
- B. The Applicant shall provide the following bicycle racks, lockers or storage space prior to the issuance of the first RUP or Non-RUP in each phase listed, as shown on the CDPA/FDPA.
- i. 20 spaces to serve each building in Phase 2;
  - ii. 128 covered, secure spaces to serve the residents of Residential Building 3A;
  - iii. 16 spaces to serve the retail uses in Residential Building 3A;
  - iv. 16 spaces for Bloomingdale's customers and 6 covered, secure spaces for Bloomingdale's employees;

- v. 96 covered and four short-term spaces to serve the residents of Residential Building 4A;
- vi. 12 short-term and two long-term spaces to serve the retail uses in Residential Building 4A;
- vii. 22 covered and three visitor spaces to serve the residents of Residential Building 4B;
- viii. Four short-term and two employees spaces to serve the retail uses in Residential Building 4-B;
- ix. 30 long-term and 11 short-term spaces to serve the office tenants of Office Building 4C; and,
- x. Three visitor and two employee spaces to serve the retail uses in Office Building 4C.

61. On-Site Shower and Locker Facilities. The Applicant shall provide conveniently-located shower and locker facilities to facilitate employees on the Property. At a minimum, a shower and locker facility for each gender shall be provided in each of the following buildings: (1) either Office Building 1-B or 2-B; and (3) Office Building 4-C.

#### **PUBLIC TRANSPORTATION**

62. Bus Shelters. With Phase 1, the Applicant installed a bus shelter on the Property's International Drive frontage, and contributed \$43,644.00 to FCDT for two additional shelters in the vicinity of the TCC Property.

63. Bus Shelter Contributions. In addition to Proffer 62 above, the Applicant shall make additional contributions to Fairfax County for bus shelters as further described below. The contribution amount shall escalate on a yearly basis in accordance with Proffer 77 herein.

- A. The Applicant shall contribute \$20,000 prior to issuance of the first RUP for Residential Building 3-A to be used for the installation by others of a bus shelter on the south side of Route 7 or in the vicinity of the Property.
- B. The Applicant shall contribute \$20,000 prior to issuance of the first RUP or Non-RUP for Phase 4 to be used for the installation by others of a bus shelter on the west side of International Drive or in the vicinity of the Property.

64. Metrorail Station-Related Facilities. With Phase 1, the Applicant entered into an agreement with the Dulles Rail Project Entities and the Washington Metropolitan Area Transit Authority ("WMATA") for the installation and operation of an elevated pedestrian bridge from the Tysons Metrorail Station to the Property, the construction and operation of the South Entrance Pavilion, the construction and operation of a Bus Plaza on the Property, the granting of easements and maintenance of facilities; and, pursuant to the same, such improvements were constructed and are operational. The Applicant shall continue to coordinate and cooperate with

the Dulles Rail Project Entities and/or with WMATA so as to facilitate the continued operation of such improvements.

Any dedication of land that occurred pursuant to this Proffer was subject to density credit and the reservation that such land area will at all times be used solely for bus, transit, emergency and ancillary support purposes and shall expressly exclude the right of the Dulles Rail Project Entities, WMATA, Fairfax County and their successors and assigns to develop or re-develop such land area or any air rights relating thereto for any uses other than those approved by the Applicant, or uses in which the Dulles Rail Project Entities, WMATA or Fairfax County and the Applicant are joint venturers.

### **RECREATIONAL FACILITIES**

#### **65. On-Site Recreational Facilities Contributions.**

- A. Pursuant to Paragraph 2 of Section 6-209 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$1,800 per market residential unit on on-site recreation facilities. In order to satisfy this obligation, the Applicant shall provide the on-site recreational facilities shown on the CDP/FDP and CDPA/FDPA. If the Applicant does not expend the prescribed amount in any phase of the development, and any such shortfall is not expended for these purposes in a subsequent phase, then any remaining balance shall be contributed after inspection and prior to issuance of the first RUP or Non-RUP issued for the final phase of development to the County Park Authority for the provision of recreation facilities located within the service area of the Property.
- B. Prior to issuance of the first RUP for each phase, if the County increases the standard contribution of \$1,800 per market-rate unit, the Applicant shall increase the contribution to the County for that phase of development as indicated in Paragraph A.

66. Public Amenities and Facilities. These facilities are proposed to serve or be used by members of the general public, subject to usual and customary rules and regulations governing their use. The Applicant shall complete the facilities as described in paragraphs A-E below, and as indicated on the CDP/FDP and CDPA/FDPA, on a phase-by-phase basis, on or before final bond release for that phase.

- 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 and CDPA/FDPA, 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 or CDPA/FDPA.
- B. Children's Play Area. The Applicant shall continue to provide one or more indoor children's play areas totaling not less than 1,700 square feet within the Existing Shopping Center.

- C. Phase 1. The Applicant shall continue to provide the following facilities (or equivalent alternatives) (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)
- D. Phase 2. The Applicant shall provide the following facilities as part of Phase 2:
- i. Entry water feature
  - ii. Seating adjacent to the proposed Retail/Commercial
  - iii. Dog exercise area/park, as identified on the CDP/FDP as "Dog Exercise Area," including trash can, waste station and seating
  - iv. Shade structure(s) and/or shaded area(s)
- E. Phase 3. The Applicant shall provide a Common Green, including the following facilities, as part of Phase 3:
- i. Focal art feature
  - ii. Walking paths with seating
  - iii. Open events lawn/play area for special events
  - iv. Shade structure(s) and/or shaded area(s)
- F. Phase 4. With construction of Residential Building 4-A or Office Building 4-C in Phase 4, whichever is last, the Applicant shall provide an Amenity Terrace that includes passive and active facilities which may include, but are not limited to, the following:
- i. Walking paths with seating

- ii. Gardens
- iii. Children's active play area
- iv. Performance lawn with seasonal stage
- v. Shade structure/pavilion
- vi. Small active/passive recreational area (e.g. bocce court, putting green or sculpture lawn)

G. Accelerated Amenity. The Applicant shall provide the dog exercise area/park identified on the CDP/FDP as "Dog Exercise Area" with construction of Residential Building 4-A or Residential Building 2-A, whichever is first.

67. Semi-Private Amenities and Recreation Facilities. Except where otherwise indicated, these facilities are proposed to serve or be used by residents and office workers living and/or working in the residential and office buildings, subject to usual and customary rules and regulations governing their use. The Applicant shall complete the facilities as described in paragraphs A-E below, and as indicated on the CDP/FDP and CDPA/FDPA on a phase-by-phase basis. Except as otherwise noted, these facilities shall be completed on or before final bond release for the phase in which the facilities are included.

- 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 and CDPA/FDPA, as determined by the Zoning Administrator. Such alterations to the layout or mix of facilities may occur at any time, including after the facility has been constructed. The Applicant reserves the right to add public art to the site in areas not currently identified with public art on the CDP/FDP or CDPA/FDPA.
- B. Health Club or Fitness Center. Each residential building (except for 4-B) and office building in each phase shall have a limited service health or fitness center (providing equipment and facilities but not necessarily staffing) for use by the residents and employees, respectively living or working in those buildings, and having an appropriate size but in all cases not less than 1,000 square feet per building. Each health club/fitness center shall be open for use prior to final bond release for the building that includes the health club/fitness center.
- C. Phase 1. The Applicant shall continue to provide the following semi-private facilities as part of Phase 1:
  - i. Swimming pool for Residential Building 1-A
  - ii. Swimming pool for Hotel Building 1-C

- iii. Seating that consists of either a seating element built into the development or actual chairs/benches, with a minimum number of seats that is not less than 5% of the number of residential units
  - iv. Shade structure(s) and/or shaded area(s)
- D. Phase 2. As indicated on the CDP/FDP, a structural barrier shall provide a visual separation between the below indicated semi-private amenities/facilities and the public amenities/facilities described above.
- i. Semi-private terrace located between Residential Building 2-A and Office Building 2-B.
  - ii. 1,700 square-foot Multipurpose Sport Court, together with any fencing required by or consistent with typical play, on the plaza between Residential Building 2-A and Office Building 2-B for use by on-site residents and office workers. This court may be used as a half-court basketball court or for other court activities.
  - iii. Swimming pool for Residential Building 2-A.
  - iv. Seating that consists of either a seating element built into the development or actual chairs/benches with a minimum number of seats that is not less than 5% of the number of residential units within Phase 2 and an additional minimum of 12 seats to serve the office tenants.
  - v. Shade structure(s) and/or shaded area(s).
- E. Phase 3.
- i. Semi-private terrace and small active/passive recreational area (e.g. bocce court, putting green or sculpture lawn) located at Residential Building 3-A.
  - ii. Swimming pool for Residential Building 3-A
  - iii. Seating that consists of either a seating element built into the development or actual chairs/benches with a minimum number of seats that is not less than 5% of the number of residential units.
  - iv. Shade structure(s) and/or shaded area(s).
- F. Phase 4.
- i. Swimming pool for the residents of Residential Buildings 4-A.

- ii. Seating that consists of either a seating element built into the development or actual chairs/benches with a minimum number of seats that is not less than 5% of the number of residential units.
- iii. Shade structure(s) and/or shaded area(s).
- iv. A minimum of two sport courts, together with any fencing required by or consistent with typical play, which may be used by the residents of Residential Building 4-A and Residential Building 4B.

68. Off-Site Recreational Facilities Contributions.

- A. Contribution for Off-Site Recreation Facilities. In addition to the recreation facilities and/or contributions required by these Proffers, the Applicant shall provide a contribution of \$493 per residential unit (for a maximum possible contribution of \$ 395,879 with Phases 1 and 2) to the Fairfax County Board of Supervisors. The Applicant provided \$240,833.32 with Phase 1. The Applicant shall make a contribution of \$155,045.68 (which represents the delta between the amount paid for Phase 1 and that due and owing for Phase 2) prior to issuance of the first RUP for the next phase of development, whichever comes first. These funds are to be used for recreational facilities in the vicinity of the Property.
- B. Potential Escalated Contribution. The contribution amount shall escalate on a yearly basis in accordance with Proffer 77 herein.

69. One-Time Contributions. With Phase 1, the Applicant made the following one-time contributions:

- A. \$800,000 to the Fairfax County Board of Supervisors for athletic field improvements;
- B. \$100,000 to the Fairfax County Board of Supervisors for use in developing the Oakton Community Park on Hunter Mill Road;
- C. \$15,000 to the Fairfax County Board of Supervisors for use in developing the South Railroad Street Park;
- D. \$10,000 to the Fairfax County Board of Supervisors for use with the Nottoway Nights Concert Series;
- E. \$10,000 to the Fairfax County Tree Fund for use in the Providence District;
- F. \$10,000 to the Fairfax County Board of Supervisors for use at the Oakton Library.
- G. \$25,000 one-time contribution to the Fairfax County Board of Supervisors for distribution to and use with area volunteer fire departments; and,
- H. \$50,000 to the Fairfax County Board of Supervisors for use with stormwater and/or watershed projects in the vicinity of the Property.

70. Proffer Notification. The Applicant shall notify Fairfax County Public Schools (“FCPS”) at such time as each site plan is filed so as to provide FCPS with adequate time to plan for student growth and classroom availability.

### **GREEN BUILDING PRACTICES**

71. Green Buildings.

A. Residential Building Certifications.

- i. The Applicant shall include, as part of the building plan submission(s) for each residential building, a list of specific credits within the most current version of the U.S. Green Building Council’s Leadership in Energy and Environmental Design New Construction (LEED-NC) rating system or LEED for Homes rating system at the time of the project's registration, recognizing that more than one version of each LEED rating system may be considered most current (e.g. the period during which both LEED 2009 and LEED v4 are accepting project registrations) and it is the Applicant’s option which of the currently available versions will be selected provided that both versions are accepting project registrations, or other LEED rating system determined to be applicable by the U.S. Green Building Council (USGBC), or its equivalent (as determined by the Applicant and the County), that the Applicant anticipates attaining. All references herein to LEED-NC include both LEED-NC or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.
- ii. Prior to site plan approval, the Applicant shall designate the Chief of the Environment and Development Review Branch ("EDRB") of DPZ as a team member in the USGBC’s LEED Online system, if available for the rating system selected. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork. Prior to final bond release of each building site, the Applicant shall submit documentation to EDRB, demonstrating the status of attainment of LEED certification.
- iii. As an alternative to the actions outlined in the paragraphs above, if applicable and if the project meets the eligibility criteria for the rating system, the Applicant may select, subject to EDRB approval, an alternate residential rating system such as Earth Craft or the 2012 National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance. If one of the alternate residential rating systems listed herein is selected, as an alternative to the previous paragraphs, the Applicant shall note the selected system and provide a completed checklist of the anticipated options to be pursued for the

specified rating system at the time of site plan and building plan review. The Applicant shall demonstrate the status of attainment of the selected certification from a rater recognized through the selected process prior to final bond release of each building site, whichever occurs first.

B. Non-Residential Building Certifications.

- i. The Applicant shall include, as part of the building plan submission for each non-residential building, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell (LEED-CS) rating system at the time of the project's registration, recognizing that more than one version of each LEED rating system may be considered most current (e.g. the period during which both LEED 2009 and LEED v4 are accepting project registrations) and it is the Applicant's option which of the currently available versions will be selected provided that both versions are accepting project registrations. All references herein to LEED-CS include both LEED-CS or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.
- ii. The Applicant shall designate the Chief of EDRB as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork. Prior to final bond release of each building site, the Applicant shall submit documentation to EDRB, demonstrating the status of attainment of LEED certification for each non-residential building.

### **PUBLIC SCHOOLS CONTRIBUTION**

72. Public Schools Contribution.

- A. Contribution. After completion of final inspection and prior to issuance of the first RUP for each residential building, the Applicant shall contribute \$11,749 per student generated by that building (based on an assumed rate of .076 students per multifamily high-rise unit in that phase) to DPWES for transfer to the Fairfax County School Board to be utilized for capital improvements to Fairfax County public schools to address impacts on the school division resulting from the Project.
- B. Escalation in Contribution. Prior to issuance of the first Non-RUP or RUP for each phase, if Fairfax County should increase the accepted ratio of students per high-rise multifamily unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that phase of

development to reflect the current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the greater of the two amounts.

### **AFFORDABLE HOUSING**

73. Affordably Priced Rental Units. This Proffer sets forth the elements of a program that is intended to provide affordably priced rental housing units (“APRUs”), which will be affordable to future residents who have a median household income of 70% or less of the Washington D.C. Standard Metropolitan Statistical Area median household income (“MHI”), in order to preserve and expand the housing options available in the County to residents that have a moderate income. The Applicant shall follow the Affordable Dwelling Unit rental rates as established by Fairfax County for rental units affordable to residents with a median household income of 70% or less of the MHI as adjusted by the County.

- A. Nine percent (9%) of the dwelling units actually constructed shall be APRUs. The APRUs shall be subject to the rental and other covenants and restrictions of these proffered conditions, and except as specifically set forth in this Proffer, shall not be subject to the rental and other restrictions applicable to Affordable Dwelling Units (“ADUs”) as defined by Article 2 of the Zoning Ordinance. The Applicant shall provide all of these units as either two (2) bedroom, one (1) bedroom, efficiency and/or studio units with one bathroom and a minimum size of 400 square feet per unit, a maximum size of 900 square feet and an average size of 550 square feet. The Applicant shall phase the provision of APRUs with each phase of development to provide a minimum of 9% APRUs within each phase of development.
- B. The Applicant shall provide these APRUs as rental units within the Applicant's proposed residential buildings. The Applicant specifically reserves the right to provide APRUs as rental units within a rental building or within a condominium building (that is, the Applicant may either retain ownership of the building and rent all of the dwelling units, or the Applicant may create a condominium in order to sell market-rate units and nevertheless rent APRUs).
  - i. Notwithstanding the foregoing, the Applicant may provide up to 30% of the APRUs in each phase off-site in the Tysons Corner Urban Center Planning District, in one or more locations approved by the Zoning Administrator, provided that the Zoning Administrator determines that such substitute units are substantially equivalent to on-site units. In making such a determination, the Zoning Administrator may determine that the minimum size of the units located outside the immediate vicinity of a metro station shall be larger than the minimum size proffered above.
  - ii. Not less than ten percent (10%) of the APRUs provided in any phase (rounded to the nearest whole number) shall be designed and constructed as fully handicapped accessible units. In the event that APRUs are

authorized off-site, no more than five of the handicapped accessible units may be provided off-site.

- iii. All of the semi-private facilities and amenities that are available to market rate units shall also be available to APRUs on an equal access basis.
  - iv. Within any residential building, APRUs shall be dispersed among the market rate units.
  - v. In accordance with Section 2-812.6 of the Zoning Ordinance, prior to issuance of the first RUP for the APRUs in any building, the Applicant shall record a covenant running with the land in favor of the Fairfax County Redevelopment and Housing Authority that provides that for Thirty (30) years from the date of issuance of the first RUP for the APRUs in that building, no such unit may be rented for an amount that exceeds the rental rates for ADUs as set by the County.
  - vi. In accordance with the transit-oriented development approach to this project, which encourages people to live, work, shop and play without using an automobile, the Applicant shall market the APRUs to prospective APRU residents that are working on the Property or within the Tysons Corner Urban Center (as defined by the Comprehensive Plan). The Applicant shall work with the Fairfax County Department of Housing and Community Development to establish specific criteria to select renters of the APRUs, with the renter's employment location as an important component of such criteria. Such preference will not discriminate against any protected class.
  - vii. The Applicant maintains the ability to address the applications, resident selection and management of the APRU units or may assign or subcontract this responsibility to another entity, which may include a non-profit organization, the County or a management agency, as long as the County reviews the process and criteria for resident selection.
- C. It is intended that the APRUs shall be administered in a manner that is similar to certain of the administrative procedures established for ADUs in Section 2-800 of the Zoning Ordinance in effect at the time of the execution of these proffers. The following specific provisions of the Zoning Ordinance shall apply to administration of the APRUs, except where such provisions directly conflict with this Proffer: (1) Section 2-811.2, (2) Section 2-811.3, (3) Section 2-812.1.D, (4) Section 2-812.6, (5) Section 2-812.7, (6) Section 2-813 and (7) Section 2-817. When this Proffer conflicts with the administrative sections of the Zoning Ordinance, this Proffer shall control.

**MISCELLANEOUS PROFFERS**

74. Advance Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all eligible dedications described herein.

75. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to “Applicant” in this proffer statement shall include within its meaning and shall be binding upon Applicant’s successor(s) in interest and/or developer(s) of the site or any portion of the site.

76. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

77. Escalation. All monetary contributions specified in these Proffers shall be adjusted on a yearly basis from the base month of January 2015 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

Signatures on following pages

TYSONS CORNER HOLDINGS LLC,  
a Delaware limited liability company  
Owner of Tax Map #39-2 ((1)) 2, 4 and 5

By: TYSONS CORNER LLC,  
a Virginia limited liability company,  
its sole member

By: MACW TYSONS, LLC,  
a Delaware limited liability company,  
its member

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

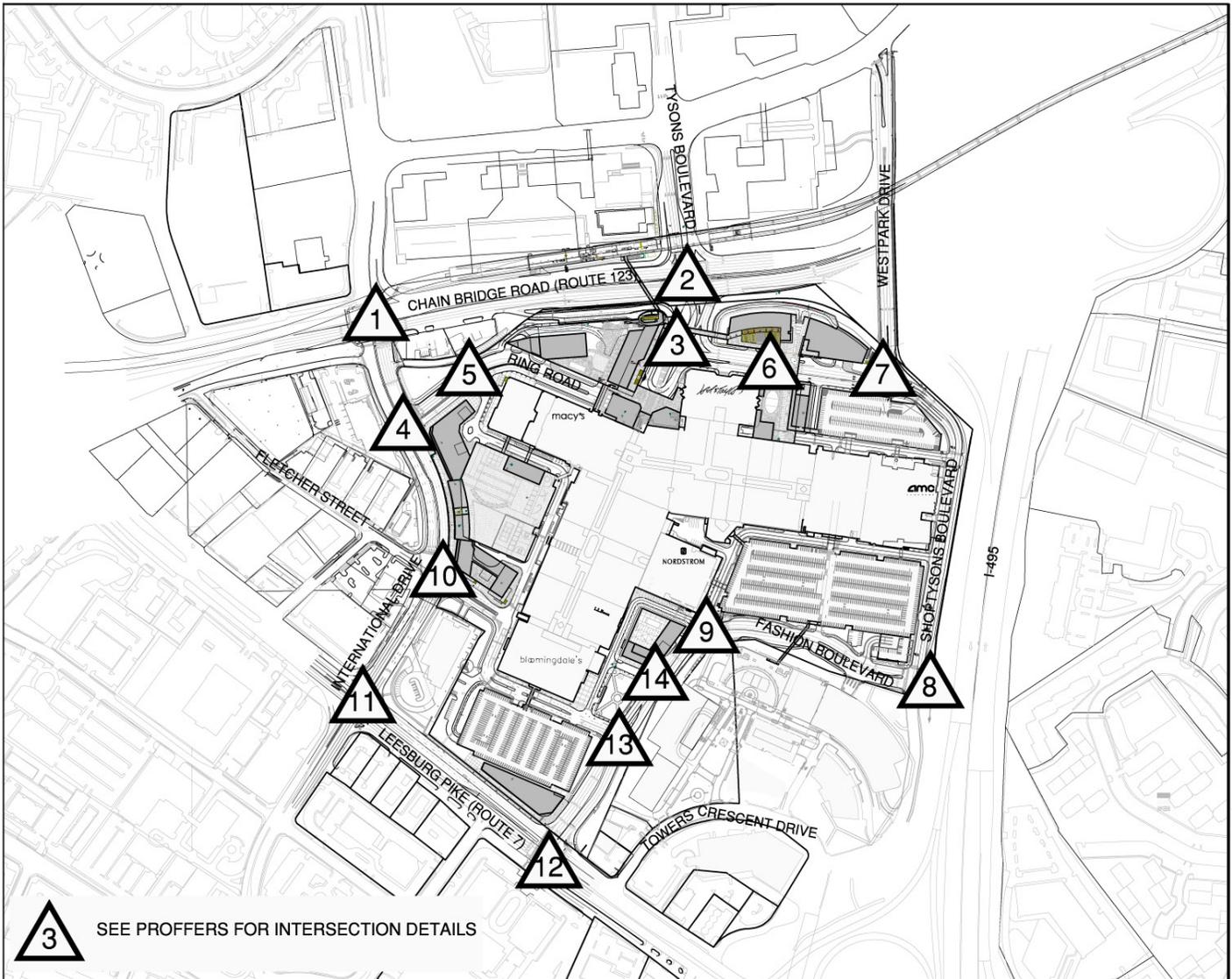
TYSONS CORNER PROPERTY HOLDINGS LLC,  
a Delaware limited liability company  
Owner of Tax Map # 29-4 ((1)) 35A and 35C

By: TYSONS CORNER PROPERTY LLC,  
a Virginia limited liability company,  
its sole member

By: MACW TYSONS, LLC,  
a Delaware limited liability company,  
its member

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

EXHIBIT A



**3** SEE PROFFERS FOR INTERSECTION DETAILS

DESIGN	DRK/DHS	DATE	OCTOBER 2003
DRAWN	SME/NA	REVISED	NOV. 8, 2006
CHECKED	DRK	SCALE	1" = 500'
SHEET	1 OF 1	FILE NO.	02256-G-5
PROJECT			
CDP / DP TYSONS CORNER CENTER FARMAN COUNTY, VIRGINIA			
TITLE			
TYSONS CORNER CENTER INTERSECTION IMPROVEMENT REFERENCES			
PREPARED BY			
PERKINS + WILKE & ASSOCIATES 1403 W. 10th Street Suite 200 Ft. Worth, TX 76102 714.761.1000			
WELLS AND ASSOCIATES LLC			



## County of Fairfax, Virginia

**MEMORANDUM**

Office of the County Attorney  
Suite 549, 12000 Government Center Parkway  
Fairfax, Virginia 22035-0064  
Phone: (703) 324-2421; Fax: (703) 324-2665  
www.fairfaxcounty.gov

**DATE:** August 14, 2015

**TO:** Suzanne Wright, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Jo Ellen Groves, Paralegal   
Office of the County Attorney

**SUBJECT:** Affidavit  
Application No.: PCA 2004-PR-044-02/CDPA/FDPA 2004-PR-044-02  
Applicant: Tysons Corner Property Holdings LLC, Tysons Corner Holdings, LLC, Tysons Corner Residential I LLC, Tysons Corner Office I LLC, Tysons Corner Hotel Plaza LLC  
PC Hearing Date: 9/17/15  
BOS Hearing Date: 10/6/15

**REF.:** 128139

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 8/14/15, which bears my initials and is numbered **128139d**, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Domenic Scavuzzo, Planning Technician I (Sent via e-mail)  
Zoning Evaluation Division  
Department of Planning and Zoning

**REZONING AFFIDAVIT**

DATE: August 14, 2015  
 (enter date affidavit is notarized)

128139 d

I, Jill S. Parks, do hereby state that I am an  
 (enter name of applicant or authorized agent)

(check one)       applicant  
                           applicant's authorized agent listed in Par. 1(a) below

in Application No.(s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE,\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

**(NOTE:** All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Tysons Corner Property Holdings LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35A and 35C (Former Title Owner of 29-4 ((1)) 35D, 35E, and 35F)
Tysons Corner Holdings LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 39-2 ((1)) 2, 5, and 4

(check if applicable)       There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

**Rezoning Attachment to Par. 1(a)**

DATE: August 14, 2015

128139d

(enter date affidavit is notarized)

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

**(NOTE):** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Tysons Corner Residential I LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35D
Tysons Corner Office I LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35E
Tysons Corner Hotel Plaza LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35F
Sasaki Associates, Inc. Agents: Neil J. Dean Alan L. Ward Joel A. Smith George A. Koumoutsos	64 Pleasant Street Watertown, MA 02472	Landscape Architect

(check if applicable)  There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

**Rezoning Attachment to Par. 1(a)**

DATE: August 14, 2015

128139 d

(enter date affidavit is notarized)

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

**(NOTE):** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Jami L. Milanovich John F. Cavan, IV Justin B. Schor Lester E. Adkins	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Traffic Engineer
Walker Parking Consultants Agents: Michael P. Albers	565 East Swedesford Road, Suite 300 Wayne, PA 19087	Parking Consultant
Stantec Consulting Services Inc. Agents: Jeffrey T. Lohr Stacie L. Kurzhals Joshua E. Orndorff Matthew S. Martin (Former) Matthew B. Hogan Jeffery L. Miller (Former) Dennis A. Vazquez-Cancel William D. Beisch George D. Gibson III	4500 Daly Drive, Suite 100 Chantilly, VA 20151	Civil Engineer

(check if applicable)  There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

**Rezoning Attachment to Par. 1(a)**

DATE: August 14, 2015

128139d

(enter date affidavit is notarized)

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

**(NOTE):** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
RTKL Associates Inc. Agents: Marcus W. Fairbrother John J. Becker Nicholas J. Corcoran Antonio A. D'Agostino Peter M. Kulebs Christine E. Aiken (Former) Tyler T. Brown Michael T. Steinmetz Jeffrey J. Gunning Dallas W. Branch Phillip W. Blase Honorio R. Villanueva David L. McMillin Kathleen M. Callaghan Claire M. Tranter	901 South Bond Street Baltimore, MD 21231	Architect
Cooley LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Shane M. Murphy, Esq.(Former) Jeffrey A. Nein, Planner Ben I. Wales, Planner Molly M. Novotny, Planner Katherine P. Humphrey, Planner	11951 Freedom Drive Reston, VA 20190	Attorney

(check if applicable)            There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

128139d

DATE: August 14, 2015
(enter date affidavit is notarized)

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044
(enter County-assigned application number(s))

1(b). The following constitutes a listing\*\*\* of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Tysons Corner Property Holdings LLC
c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

DESCRIPTION OF CORPORATION: (check one statement)
[X] There are 10 or less shareholders, and all of the shareholders are listed below.
[ ] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
[ ] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)
Tysons Corner Property LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)
Officers - none (a member-managed limited liability company)
Directors - none

(check if applicable) [X] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Tyson's Corner Property LLC  
c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Alaska Permanent Fund Corporation  
MACW Tysons, LLC

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Officers - none (a member-managed limited liability company)  
Directors - none

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Alaska Permanent Fund Corporation  
801 West 10th Street, Suite 302  
Juneau, AK 99801

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Alaska Permanent Fund Corporation is owned by the State of Alaska

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

William G. Moran, Jr., Chair	Larry (nmi) Cash, Trustee	Angela (nmi) Rodell, Trustee (Former)
Carl F. Brady, Jr., Vice Chair	Gary J. Dalton, Trustee	Lawrence L. Hartig, Trustee
Michael J. Burns, CEO, Exec. Dir., Secretary & Treasurer (Former)		Additional: Randall (nmi) Hoffbeck

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Tysons Corner Holdings LLC  
c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Tysons Corner LLC

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Officers - none (a member-managed limited liability company)  
Directors - none

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Tysons Corner LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Alaska Permanent Fund Corporation  
MACW Tysons, LLC

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Officers - none (a member-managed limited liability company)  
Directors - none

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Tyson's Corner Residential I LLC  
c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Tyson's Corner Property LLC

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Officers - none (a member-managed limited liability company)  
Directors - none

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Tyson's Corner Office I LLC  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Tyson's Corner Property LLC

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Officers - none (a member-managed limited liability company)  
Directors - none

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 14, 2015
(enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Tysons Corner Hotel Plaza LLC
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Tysons Corner Property LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Officers - none (a member-managed limited liability company)
Directors - none

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

MACW Tysons LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

MACWH, LP

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Thomas J. Leanse, SEVP, CLO & Sec.  
Eric V. Salo, EVP  
Tim J. Steffan, SVP (Former)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**DATE: August 14, 2015  
(enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Walleeye Retail Investments LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)Macerich Walleeye LLC  
Walleeye LLC**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Arthur M. Coppola, Chair & CEO	Mark A. Jacoby, SVP
Edward C. Coppola, President	John P. Jones, SVP
Thomas J. Leanse, SEVP, CLO & Sec.	Scott W. Kingsmore, SVP
Dana K. Anderson, Vice Chair (Former)	Gene M. Kruger, SVP
Thomas E. O'Hern, SEVP, CFO & Treas.	Olivia B. Leigh, SVP
Randy L. Brant, EVP	Tom J. Pendergrast, SVP
Robert D. Perlmutter, EVP	John (nmi) Perry, SVP
Eric V. Salo, EVP	Madonna R. Shannon, SVP & Ass. Sec.
Robert F. Beffa, SVP	David M. Short, SVP
Jamie (nmi) Bourbeau, SVP	Michael (nmi) Slavin, SVP
Chet A. Cramin, SVP	Stephen L. Spector, SVP
Christopher J. Facas, SVP	Tim J. Steffan, SVP (Former)
Don M. Foster, SVP	Thomas C. Unis, SVP
Doug J. Healey, SVP	Kenneth (nmi) Volk, SVP
	Christopher J. Zecchini, SVP

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**DATE: August 14, 2015  
(enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Macerich Walleye LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

The Macerich Partnership, L.P.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Arthur M. Coppola, Chair & CEO	Mark A. Jacoby, SVP
Edward C. Coppola, President	John P. Jones, SVP
Thomas J. Leanse, SEVP, CLO & Sec.	Scott W. Kingsmore, SVP
Dana K. Anderson, Vice Chair (Former)	Gene M. Kruger, SVP
Thomas E. O'Hern, SEVP, CFO & Treas.	Olivia B. Leigh, SVP
Randy L. Brant, EVP	Tom J. Pendergrast, SVP
Robert D. Perlmutter, EVP	John (nmi) Perry, SVP
Eric V. Salo, EVP	Madonna R. Shannon, SVP & Ass. Sec.
Robert F. Beffa, SVP	David M. Short, SVP
Jamie (nmi) Bourbeau, SVP	Michael (nmi) Slavin, SVP
Chet A. Cramin, SVP	Stephen L. Spector, SVP
Christopher J. Facas, SVP	Tim J. Steffan, SVP (Former)
Don M. Foster, SVP	Thomas C. Unis, SVP
Doug J. Healey, SVP	Kenneth (nmi) Volk, SVP
	Christopher J. Zecchini, SVP

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
 (enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Walleye LLC, c/o The Macerich Company  
 401 Wilshire Boulevard, Suite 700  
 Santa Monica, CA 90401

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

The Macerich Partnership, L.P.

---

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

- |                                       |                                     |
|---------------------------------------|-------------------------------------|
| Arthur M. Coppola, Chair & CEO        | Mark A. Jacoby, SVP                 |
| Edward C. Coppola, President          | John P. Jones, SVP                  |
| Thomas J. Leanse, SEVP, CLO & Sec.    | Scott W. Kingsmore, SVP             |
| Dana K. Anderson, Vice Chair (Former) | Gene M. Kruger, SVP                 |
| Thomas E. O'Hern, SEVP, CFO & Treas.  | Olivia B. Leigh, SVP                |
| Randy L. Brant, EVP                   | Tom J. Pendergrast, SVP             |
| Robert D. Perlmutter, EVP             | John (nmi) Perry, SVP               |
| Eric V. Salo, EVP                     | Madonna R. Shannon, SVP & Ass. Sec. |
| Robert F. Beffa, SVP                  | David M. Short, SVP                 |
| Jamie (nmi) Bourbeau, SVP             | Michael (nmi) Slavin, SVP           |
| Chet A. Cramin, SVP                   | Stephen L. Spector, SVP             |
| Christopher J. Facas, SVP             | Tim J. Steffan, SVP (Former)        |
| Don M. Foster, SVP                    | Thomas C. Unis, SVP                 |
| Doug J. Healey, SVP                   | Kenneth (nmi) Volk, SVP             |
|                                       | Christopher J. Zecchini, SVP        |

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
 (enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

The Macerich Company, c/o The Macerich Company  
 401 Wilshire Boulevard, Suite 700  
 Santa Monica, CA 90401

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Publicly traded as MAC on the NYSE, and no shareholder owns more than 10% of Tysons Corner Property Holdings LLC or Tysons Corner Holdings LLC

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

- |  |                                     |                                  |
|--|-------------------------------------|----------------------------------|
| Arthur M. Coppola, Chair, CEO, & Dir.        | Robert F. Beffa, SVP                | Douglas D. Abbey, Dir. (Former)  |
| Edward C. Coppola, President & Dir.          | Jamie (nmi) Bourbeau, SVP           | Fred S. Hubbell, Dir.            |
| Dana K. Anderson, Vice Chair & Dir. (Former) | Chet A. Cramin, SVP                 | Diana M. Laing, Dir.             |
| Thomas J. Leanse, SEVP, CLO & Sec.           | Christopher J. Facas, SVP           | Stanley A. Moore, Dir. (Former)  |
| Thomas E. O'Hern, SEVP, CFO & Treas.         | Don M. Foster, SVP                  | Mason G. Ross, Dir.              |
| Randy L. Brant, EVP                          | Doug J. Healey, SVP                 | William P. Sexton, Dir. (Former) |
| Robert D. Perlmutter, EVP                    | Mark A. Jacoby, SVP                 | Steven L. Soboroff, Dir.         |
| Eric V. Salo, EVP                            | John P. Jones, SVP                  | Andrea M. Stephen, Dir.          |
|  | Scott W. Kingsmore, SVP             | John M. Sullivan, Dir.           |
|  | Gene M. Kruger, SVP                 |                                  |
|  | Olivia B. Leigh, SVP                | Additional:                      |
|  | Tom J. Pendergrast, SVP             | John H. Alschuler, Dir.          |
|  | John (nmi) Perry, SVP               | Steven R. Hash, Dir.             |
|  | Madonna R. Shannon, SVP & Ass. Sec. |                                  |
|  | David M. Short, SVP                 |                                  |
|  | Michael (nmi) Slavin, SVP           |                                  |
|  | Stephen L. Spector, SVP             |                                  |
|  | Tim J. Steffan, SVP (Former)        |                                  |
|  | Thomas C. Unis, SVP                 |                                  |
|  | Kenneth (nmi) Volk, SVP             |                                  |
|  | Christopher J. Zecchini, SVP        |                                  |

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Sasaki Associates, Inc.  
64 Pleasant Street  
Watertown, MA 02472

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

---

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

---

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

M.J. Wells & Associates, Inc.  
1420 Spring Hill Road, Suite 610  
Tysons, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns 10% or more of any class of stock.

---

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Walker Parking Consultants  
565 East Swedesford Road, Suite 300  
Wayne, PA 19087

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

---

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

---

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Stantec Consulting Services Inc.  
4500 Daly Drive, Suite 100  
Chantilly, VA 20151

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

---

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

RTKL Associates Inc.  
901 South Bond Street  
Baltimore MD 21231

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

ARCADIS North America

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

## REZONING AFFIDAVIT

DATE: August 14, 2015  
 (enter date affidavit is notarized)

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (enter County-assigned application number(s))

1(c). The following constitutes a listing\*\*\* of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in this affidavit:

## PARTNERSHIP INFORMATION

**PARTNERSHIP NAME & ADDRESS:** (enter complete name, number, street, city, state and zip code)

Cooley LLP  
 11951 Freedom Drive  
 Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLE OF THE PARTNERS** (enter first name, middle initial, last name, and title, e.g. **General Partner, Limited Partner, or General and Limited Partner**)

Gian-Michele a Marca  
 Jane K. Adams  
 Maureen P. Alger  
 DeAnna D. Allen  
 Mazda K. Antia  
 Orion (nmi) Armon  
 Gordon C. Atkinson  
 Michael A. Attanasio  
 Jonathan P. Bach  
 Charles J. Bair  
 Celia Goldwag Barenholtz  
 Frederick D. Baron  
 Matthew S. Bartus  
 Michael D. Basile  
 Keith J. Berets  
 Laura Grossfield Birger

(check if applicable)  There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(c)**

DATE: August 14, 2015

128139d

(enter date affidavit is notarized)

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Cooley LLP (continued)  
11951 Freedom Drive  
Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

- |                             |                                  |                            |
|-----------------------------|----------------------------------|----------------------------|
| Thomas A. Blinka            | Eric W. Doherty                  | Patrick P. Gunn            |
| Barbara L. Borden           | William P. Donovan, Jr.          | Divakar (nmi) Gupta        |
| Jodie M. Bourdet            | Michelle C. Doolin               | Sarah J. Guske             |
| Wendy J. Brenner            | Joseph M. Drayton                | Jeffrey M. Gutkin          |
| Matthew J. Brigham          | Christopher (nmi) Durbin         | John B. Hale               |
| James P. Brogan             | John C. Dwyer                    | Danish (nmi) Hamid         |
| Nicole C. Brookshire        | Shannon (nmi) Eagan              | Ray (nmi) Hartman          |
| Matthew D. Brown            | Erik (nmi) Edwards               | Bernard L. Hatcher         |
| Alfred L. Browne III        | Ivor R. Elrifi                   | Matthew B. Hemington       |
| Matthew T. Browne           | Gordon H. Empey                  | Cathy Rae Hershcopf        |
| Peter F. Burns              | Sonya F. Erickson                | Gordon K. Ho               |
| Blain B. Butner             | Heidi A. Erlacher                | Lila W. Hope               |
| John T. Byrnes              | Michael R. Faber                 | C. Thomas Hopkins          |
| Robert T. Cahill            | Lester J. Fagen                  | Mark M. Hrenya             |
| Antonio J. Calabrese        | Jesse D. Farmer                  | Brendan J. Hughes          |
| Christopher C. Campbell     | Brent D. Fassett                 | Christopher R. Hutter      |
| William Lesse Castleberry   | John R. Feore, Jr.               | Jay R. Indyke              |
| Lynda K. Chandler           | M. Wainwright Fishburn, Jr.      | Craig D. Jacoby            |
| Reuben H. Chen              | Jennifer Fonner Fitchen (Former) | Eric C. Jensen             |
| Dennis (nmi) Childs         | Thomas J. Friel, Jr.             | Robert L. Jones            |
| William T. Christiansen, II | Francis (nmi) Fryscak            | Barclay J. Kamb            |
| Sean M. Clayton             | Koji F. Fukumura                 | Richard S. Kanowitz        |
| Samuel S. Coates (Former)   | James F. Fulton, Jr.             | Kimberly J. Kaplan-Gross   |
| Jeffrey L. Cohen            | William S. Galliani              | Matthew A. Karlyn (Former) |
| Thomas A. Coll              | W. Andrew H. Gantt III           | Jeffrey S. Karr            |
| Joseph W. Conroy            | Stephen D. Gardner (Former)      | Sally A. Kay               |
| Carolyn L. Craig            | Jon E. Gavenman                  | Heidi M. Keefe             |
| John W. Crittenden          | Colleen P. Gillis                | Jason L. Kent              |
| Janet L. Cullum             | Jonathan C. Glass                | Mehdi (nmi) Khodadad       |
| Nathan K. Cummings          | Michael B. Goldstein             | Charles S. Kim             |
| John A. Dado                | Wendy C. Goldstein               | Kevin M. King              |
| Scott D. Dailard            | Kathleen A. Goodhart             | Michael J. Klisch          |
| Benjamin G. Damstedt        | Lawrence C. Gottlieb             | Jason M. Koral             |
| Craig E. Dauchy             | Shane L. Goudey                  | Barbara A. Kosacz          |
| Renee R. Deming             | William E. Grauer (Former)       | Kenneth J. Krisko          |
| Darren K. DeStefano         | Jonathan G. Graves               | Carol Denise Laherty       |
|                             | Jacqueline I. Grise              |                            |
|                             | Kenneth L. Guernsey              |                            |

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**DATE: August 14, 2015

(enter date affidavit is notarized)

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

128139d

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley LLP (continued)  
11951 Freedom Drive  
Reston, VA 20190(check if applicable)  The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Mark F. Lambert	Patrick J. Mitchell	Kevin K. Rooney
Matthew E. Langer	Ali M.M. Mojdehi	Adam J. Ruttenberg
Samantha M. LaPine	Ann M. Mooney	Thomas R. Salley III
John G. Lavoie	Timothy J. Moore	Jessica Valenzuela Santamaria
Pang (nmi) Lee	William B. Morrow, III (Former)	Glen Y. Sato
Robin J. Lee	Howard (nmi) Morse	Martin S. Schenker
Louis (nmi) Lehot (Former)	Frederick T. Muto	Joseph A. Scherer (Former)
Jamie K. Leigh	Danielle E. Naftulin	Marc G. Schildkraut
Shira Nadich Levin	Ryan E. Naftulin	William J. Schwartz
Alan (nmi) Levine	Jeremy M. Naylor	Ellen A. Scordino
Michael S. Levinson	Stephen C. Neal	Audrey K. Scott
Stephanie (nmi) Levy	Edward J. O'Connell	John H. Sellers
Elizabeth L. Lewis	Ian (nmi) O'Donnell	Ian R. Shapiro
Michael R. Lincoln	Kathleen (nmi) Pakenham	Michael N. Sheetz
James C. T. Linfield	Timothy G. Patterson	C. Christopher Shoff
Samuel M. Livermore	Anne H. Peck	Jordan A. Silber
Douglas P. Lobel	D. Bradley Peck	Brent B. Siler
J. Patrick Loofbourrow	David G. Peinsipp	Ian D. Smith
Mark C. Looney	Nicole K. Peppe	Stephen R. Smith
Robert B. Lovett	Robert W. Phillips	Whitty (nmi) Somvichian
Andrew P. Lustig	Susan Cooper Philpot	Wayne O. Stacy
Thomas O. Mason	Frank V. Pictrantonio	Anthony M. Steigler
Jennifer (nmi) Massey	Mark B. Pitchford	Steven M. Strauss
Joshua O. Mates	Michael L. Platt	James N. Strawbridge (Former)
Michael J. McGrail	Christian E. Plaza	M. Anne Swanson
John T. McKenna	Aaron M. Pomeroy	C. Scott Talbot
Bonnie Weiss McLeod	Marya A. Postner	Mark P. Tanoury
Mark A. Medearis	Steve M. Przesmicki	Joseph (nmi) Teja, Jr.
Laura M. Medina	Seth A. Rafkin	Gregory C. Tenhoff
Beatriz (nmi) Mejia	Frank F. Rahmani	Michael E. Tenta
Craig A. Menden	Marc (nmi) Recht	Timothy S. Teter
Erik B. Milch	Michael G. Rhodes	Michael (nmi) Tollini
Chadwick L. Mills	Michelle S. Rhyu	Michael S. Tuscan
David E. Mills	Lyle D. Roberts	Joseph J. Vaughn
J. Kevin Mills	John W. Robertson	Miguel J. Vega
	Ricardo (nmi) Rodriguez	Erich E. Veitenheimer III
	Kenneth J. Rollins	

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**DATE: August 14, 2015

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (enter date affidavit is notarized)  
 (enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Cooley LLP (continued)  
 11951 Freedom Drive  
 Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Aaron J. Velli	Additional:
David A. Walsh	Ann (nmi) Bevit
Mark B. Weeks	Nicholas (nmi) Bolter
Mark R. Weinstein	David (nmi) Bresnick
Thomas S. Welk	John A. Clenendin
Peter H. Werner	Christopher (nmi) Coulter
Francis R. Wheeler	James R. Crabtree
Geoffrey T. Willard	Mark J. Deem
Andrew S. "Drew" Williamson	Matthew P. Dubofsky
Peter J. Willsey	Mark C. Everiss
Mark Windfeld-Hansen	Christopher M. Finney
David J. Wittenstein	Daniel I. Goldberg
Nancy H. Wojtas	William N. Haddad
Amy M. Wood	Laurence M. Harris
J. Peyton Worley	Nicholas A. Hobson
Nan (nmi) Wu	Richard M. Hopley
Babak (nmi) Yaghmaie	Jeffrey M. Kaban
David R. Young	Joshua A. Kaufman
Christina (nmi) Zhang	David R. Kendall
Kevin J. Zimmer	Benjamin H. Kleine
	Natasha V. Leskovsek
	Haibo J. Lu
	Edward J. Lukins
	Nicola K. Maguire
	James J. Maton
	Becket (nmi) McGrath
	Barbara R. Mirza
	Phillip E. Morton
	Garth A. Osterman
	Rama (nmi) Padmanabhan
	Sarah E. Pearce
	Kevin J. Perry
	Yvan-Claude J. Pierre
	Akash (nmi) Sachdeva
	Justin M. Stock
	Scott B. Weston
	John (nmi) Wilkinson
	Jonathan (nmi) Yorke

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**

DATE: August 14, 2015  
 (enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

MACWH, LP  
 c/o The Macerich Company  
 401 Wilshire Boulevard, Suite 700  
 Santa Monica, CA 90401

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Limited Partners:	Hudwil Properties, Inc.*	General Partner:
	Wildev Property, Inc.*	
Walleye Retail Investments LLC	Wilridge Property, Inc.*	Walleye Retail Investments LLC
DB Holdings LLC*	Wilsar Property, Inc.*	
Judy W. Linehan	John W. Anderson (Former)	
M. Colleen Wilmot	John W. and Colleen M. Anderson Family	
Daniel H. Wilmot	Foundation Inc.* (Former)	
Dennis A. Wilmot	James L. Backus	
James R. Wilmot	Kenneth A. Caschette (Former)	
Kevin R. Wilmot	Ronald A. Cocquyt	
Michael T. Wilmot	Alfred W. Friedrich	
Patrick W. Wilmot	John E. Kelly	
Sallie A. Wilmot	John R. Kraus	
Thomas C. Wilmot	Robert (nmi) Coleman	
William B. Wilmot (Former)		
Jamie L. Cesere	*Does not own more than 10% of Tysons	
Michael P. Linehan	Corner Property Holdings LLC or Tysons	
Thomas C. Wilmot Trust fbo James Albert	Corner Holdings LLC	
Wilmot*		
Loretta W. Conroy		
Paul J. Wilmot		
Thomas C. Wilmot, Jr.		
Great Northern Holdings, LP*		
LGW Holdings, LP*		
Maywil Associates, L.P.*		
Rotterdam Holdings, L.P.*		
Syracuse Venture Assoc.*		
Danmall Property, Inc.*		
GEM, Inc.*		
GMT, LLC*		
Wilmorite, Inc.*		
Freecorp Property, Inc.*		
Freehold Raceway Mall, Inc.*		

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**DATE: August 14, 2015

128139d

(enter date affidavit is notarized)  
 for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

The Macerich Partnership, L.P.  
 c/o The Macerich Company  
 401 Wilshire Boulevard, Suite 700  
 Santa Monica, CA 90401

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

## Limited Partners:

The Macerich Company (public REIT)	Stephen D. Rausch, Trustee of the Rausch Family Trust of 2003 Dated February 8, 2003 *	Lawrence R. Lancot and Jane J. Lancot as Co-Trustees of the Robert E. and Jane Lancot Survivors Trust u/t/a 10/18/2002 *
Dana K. Anderson and Nancy Sue Anderson, as Trustees of the Anderson Family Trust *	The Siegel Survivors Trust * (Former)	Lawrence R. Lancot and Jane J. Lancot as Co-Trustees of the Robert E. and Jane Lancot Marital Trust u/t/a 10/18/2002 *
Richard A. Bayer and Shelley A. Bayer, Trustees, the Bayer Trust dated March 25, 1999*	The Siegel Family Trust * (Former)	Lawrence R. Lancot and Jane J. Lancot as Co-Trustees of the Robert E. and Jane Lancot Exemption Trust u/t/a 10/18/2002*
William P. Beatson	Samantha Siegel Revocable Trust, effective December 5, 2013*	Stephen T. Lancot
Randy Brant	Article Fourth Trust u/a/d 2/27/07 f/b/o Evan Siegel *	Teresa M. When
Scott W. Burchard and Amy H. Burchard, as Co-Trustees of the S. W. Burchard Family Trust (as restated) dated March 25, 2015	Michael F. Siegel	Lawrence R. Lancot and Lelia A. Lancot, Co-Trustees of the Lawrence R. and Lelia A. Lancot 1996 Family Trust uta June 13, 1996, as amended *
Michael Busenhart	Mikki Siegel	Morshead Family Trust *
Claude Keyzers Trust UTA 9/30/83 *	Nathan Sims	S.R. & Patricia T. Stoffle
Coppola Investments LLC*	Dane Smith	Catherine Wyler Trust *
Arthur Coppola	Abraham H. Taff Revocable Trust of 2007*	Judy Wyler Trust *
Coppola Portfolio LLC*	TR U/W/O Samuel Nassi, Albert Nassi & David Licht, Trustees *	Melanie Wyler Trust *
Edward Coppola	Charles Waldron	David Wyler Trust *
Edward C. Coppola, Jr. and Nancy E. Coppola 2012 Grantor Trust*	Arthur W. Forte	Richard H. Gould Living Trust *
Eleanor P. Coppola	Salisbury-Springhill Limited Partnership *	John Gatto
Michael Coppola	Timothy G. Sheehan	
Elizabeth Ann DeMartin	Silvia Breiholz, Trustee, Sylvia Breiholz Declaration of Trust dated March 25, 1987*	
Anthony Grossi	Michael Franchetti	
Keith & Florence Smith TR 8/7/90 *	Sherry Franchetti	
Thomas Leanse	Irene S. Kivitz Living Trust *	
Albert Thomas Nassi	Seaport Ventures L.P.*	
Northwestern Mutual Life *		
Thomas O'Hern		
Tom Pendergrast		
Robert D. Perlmutter, as Trustee of the Robert D. Perlmutter Revocable Trust dated October 1, 1983, as amended		
Eric Salo		

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**DATE: August 14, 2015

128139 d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

The Macerich Partnership, L.P. (continued)  
 c/o The Macerich Company  
 401 Wilshire Boulevard, Suite 700  
 Santa Monica, CA 90401

(check if applicable)  The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Constance B. Sheehan, Trustee of the  
 Constance B. Sheehan Trust dated 9/22/03\*  
 John & Carmen Aitken Trust \*  
 Linda Lee Boyd, as Trustee of the Linda  
 Lee Boyd Survivor's Trust\*  
 Kevin B. Clahan  
 Eugenia K. Clahan  
 James & Wera Clough Trust \*  
 Jacobs Group Partnership \*  
 Henry Jacobson  
 Mary Lou Fisher Jacobsen as Trustee under  
 Trust Agreement dated 9/2/94 \*  
 Carol Ann Rosenberg Revocable Trust \*  
 Daniel Spiegelman  
 Robert G. and Betty A. Spiegelman  
 Consolidated Living Trust \*  
 Wilkinson Revocable Trust \*  
 Newman Marital QTIP Trust \*  
 Leroy H. Brettin, as Trustee of the Brettin  
 Family Trust \*  
 Macerich SCG GP Corp. \*  
 Macerich Great Falls GP Corp. \*  
 Southwest Associates Investments, LLC \*  
 El Camino Associates \*  
 Charles Carlise  
 MACDAN Corp. \*

General Partner:  
 The Macerich Company (public REIT)

\* Does not own 10% or more of Tysons  
 Corner Property Holdings LLC or Tysons  
 Corner Holdings LLC

## Additional:

Article Seventh Trust u/a/d 6/3/98 f/b/o  
 Evan Siegel  
 Evan Siegel Revocable Trust

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

ARCADIS North America  
630 Plaza Drive, Suite 100  
Highlands Ranch CO

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

General Partner: ARCADIS N.V., owns 99% of ARCADIS North America, is publicly traded, and no one shareholder owns 10% or more of RTKL Associates Inc.

General Partner: ARCADIS USA B.V., owns 1% of ARCADIS North America, and is wholly owned by ARCADIS N.V., however, no one shareholder owns 10% or more of RTKL Associates Inc.

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: August 14, 2015  
(enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on the line below.)

None

(check if applicable)  There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: August 14, 2015
(enter date affidavit is notarized)

128139d

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)
None

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [ ] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

[ ] Applicant

[x] Applicant's Authorized Agent

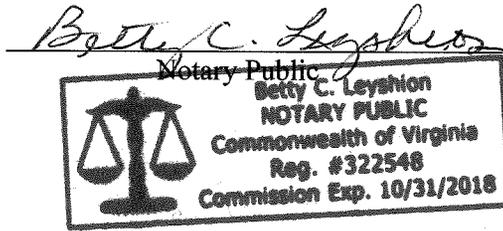
Jill S Parks

Jill S. Parks, Esq.

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 14th day of August 2015, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 10/31/2018



**Tysons Corner Holdings LLC & Tysons Corner Property Holdings LLC  
Tysons Corner Center  
Statement of Justification**

**CDPA/FDPA 2004-PR-044  
PCA 2004-PR-044-02**

**December 19, 2014  
April 24, 2015  
June 26, 2015  
July 22, 2015  
August 13, 2015**

**I. INTRODUCTION**

Tysons Corner Holdings LLC, Tysons Corner Property Holdings LLC, Tysons Corner Residential 1 LLC, Tysons Corner Office 1 LLC and Tysons Corner Hotel Plaza LLC (collectively, the "Applicant") are the owners of Tysons Corner Center, the premier shopping center in Tysons, Fairfax County's downtown (the "Center" or the "Mall"). In 2007, the Applicant secured approval of an approximately 3.5 million square-foot rezoning for the Center, which included Conceptual/Final Development Plan approval for the first two of four proposed phases of development. With the first phase under construction and close to completion and the second phase fully entitled, the Applicant is now preparing to advance the next two phases of development. To that end, the Applicant is requesting approval of a Conceptual/Final Development Plan Amendment and Proffered Condition Amendment in order to complete its plan for an urban, mixed-use, transit-oriented development in the epicenter of Tysons, at the Tysons Corner Metrorail Station.

**II. LOCATION AND EXISTING CONDITIONS**

The Center is located east of International Drive, north of Leesburg Pike (Route 7), north and west of the Towers Crescent development, west of the Capital Beltway (I-495) and south of Chain Bridge Road (Route 123). The Center is identified on the Fairfax County Tax Map as 29-4 ((1)) 35(A), (C), (D), (E) and (F) and 39-2 ((1)) 2, 4 and 5 (collectively, the "TCC Property"). The TCC Property is approximately 78 acres in size and is currently developed with the shopping Center and a new Class-A trophy office building tenanted by Intelsat and Deloitte, among others, that opened in July of 2014. A flagship Hyatt Hotel is now open, and VITA, a new, high-end apartment building also recently opened. On July 24, 2014, the Applicant hosted the grand opening of an approximately 50,000 square-foot elevated public plaza (the "Phase 1 Plaza"), which has been frequented by the public ever since (Tysons Tower, VITA, the Hyatt Hotel and the Phase 1 Plaza, collectively "Phase 1"), and on June 11, 2015, the Applicant celebrated the grand opening of all of Phase 1.

### III. BACKGROUND

On January 22, 2007, the Fairfax County Board of Supervisors (the “Board”) approved Rezoning RZ 2004-PR-044 (the “Rezoning”), subject to proffers (the “Proffers”), to create an urban, mixed-use development at the Tysons Corner Metrorail Station. The Board approved a total of 6,026,825 square feet, including the existing Mall. The new square footage was distributed among four different phases – Phases 1, 2, 3 and 4 (the “Project”). The Board granted Conceptual/Final Development Plan (“CDP/FDP”) approval to Phases 1 and 2, subject to certain Metrorail-related preconditions, all of which have since been satisfied.<sup>1</sup> Prior to proceeding with Phases 3 and 4, the Applicant proffered to secure approval of a Conceptual/Final Development Plan Amendment (“CDPA/FDPA”).

On July 26, 2014, Metrorail launched the most significant expansion of the Washington, D.C. Metropolitan Area’s rail system in decades when it opened five new stations and began to operate direct rail service between the region’s two largest employment centers – the downtown core, and Tysons. One of those stations – Tysons Corner – is directly proximate to the Center. To easily access the Center (and, Tysons at large) from the station, the Applicant constructed with Phase 1 a safe, lit and attractive elevated walkway. As a result, the Tysons Corner Metrorail Station already serves as a critical hub for District/Tysons-bound commuters, tourists of the cultural attractions in the downtown core, fans of the teams playing at FedEx Field, Nationals Stadium or the Verizon Center, visitors to the entertainment destinations in Arlington County, and patrons of the leading shopping Mall in the region. Anyone who wants to shop, visit, dine, play, live, work or stay anywhere along the new Silver Line can do so on a moment’s notice and with a five dollar SmarTrip card.

The transformative effect of the Metrorail is already apparent – one can only imagine the compounding impact of Phase 1. As employees of Tysons Tower, residents of VITA, guests of the Hyatt Hotel, users of the Phase 1 Plaza and visitors to the Mall ride the Metrorail to Tysons, the success of one of the largest capital construction projects in the United States will magnify. With Phases 3 and 4, the benefits of the rail project will be further realized with the transformation of Tysons from a previously automobile-centric, congestion-prone area to a walkable, livable, bikable, transit-oriented community anchored by the Center.

### IV. APPLICATION STRUCTURE

Although the Applicant is only requesting CDPA/FDPA approval from the Board of Supervisors for Phases 3 and 4, it’s submitting a Proffered Condition Amendment (“PCA”) on all four phases in order to produce a single set of proffers (the “Proffers”), which will result in a clean, coherent and easily navigable set of zoning approvals for the entire Project. As articulated in the Proffers, Phase 1 was, and Phase 2 will be, constructed in substantial conformance with the original

<sup>1</sup> It should be noted that the Board approved the Rezoning with two options: “Development with Rail,” which was conditioned on approval of a Full Funding Grant Agreement (“FFGA”) to fund the Metrorail extension through Tysons, and “Development Prior to Rail,” which was to be pursued in the event the FFGA was not executed at the time the Applicant commenced construction of the new development. As the Metrorail was indeed funded at the time the Applicant commenced construction of Phase 1, the Development Prior to Rail option was never exercised and is no longer applicable. As such, the CDPA/FDPA requested herein assumes only one option – Development with Rail – and all references to the approved CDP/FDP shall refer only to that option.

CDP/FDP; Phases 3 and 4 will be constructed in substantial conformance with the CDPA/FDPA. As noted, all four phases will be governed by the same set of Proffers that will reflect the work done to-date and the development still to come on-line.

## V. APPLICATION OVERVIEW

The Applicant is proposing to develop Phases 3 and 4 in much the same way it planned at the time of the Rezoning, with residential and retail uses and a 30,000 square-foot common green along Fashion Boulevard (“Phase 3”); and, residential uses, office and retail uses anchored by an approximately 2.8-acre amenity terrace along International Drive (“Phase 4”) (Phases 3 and 4, which are identified on the Fairfax County Tax Map as portions of 29-4 ((1)) 35A and 39-2 ((1)) 2, 4 and 5 are also collectively referred to herein as the “Subject Property”). No additional density in excess of the Rezoning approval is requested.

	Phase 3	Phase 4	Combined Phases 3 and 4
Residential	361,225 SF	358,260 SF	719,485 SF
Office	0	219,660 SF	219,660 SF
Retail/Commercial	76,625 SF	56,420 SF	133,045 SF*
Total	437,850 SF	634,340 SF	1,072,190 SF*

The Applicant may allocate the additional 27,110 square feet of Retail/Commercial uses which were entitled with the Rezoning to Phase 3, 4 or the existing Mall.

## VI. PROPOSAL

### A. Phase 3

The Applicant is proposing to develop the existing surface parking lot outside the L.L. Bean store with a high-rise residential tower with ground-floor retail (“Residential Building 3-A”), overlooking a large community green (“Community Green”). As discussed in more detail below, Residential Building 3-A will be approximately 250 feet tall - modestly taller than approved in the Rezoning, which allows the Applicant to contribute to the Comprehensive Plan goal of distinguishing proximate buildings from one another and creating an iconic and distinctive skyline. Residential Building 3-A will include up to 382 dwelling units, 35 of which will be affordable to residents with a median household income of 70% or less of the Area Median Income (“AMI”) for the Washington, D.C Metropolitan Area. A variety of unit types (including impressive, two-story units above the podium and also at the top floors of the building) will give residents a wide selection of housing choices. Residents will be members of the building’s swimming pool and fitness center, and will be granted access to a large, semi-private terrace. The terrace will include a small active/passive recreational area such as a bocce court, putting green or sculpture lawn.

The approximately 30,000 square-foot Community Green will include an open events lawn which will also be utilized as a play area for special events. Walking paths, seating opportunities and street trees will ring the green, which will also be enhanced with an artistic focal feature. In addition, the Applicant is proposing to improve and open to the public the existing service

entrance to the Mall, kitty-corner from the Community Green, south of L.L. Bean and north of Nordstrom, which entry will then provide the most direct link from Phase 3 to the Tysons Corner Metrorail Station.

The residents of Residential Building 3-A will enjoy a new retail environment along the Bloomingdale's/L.L. Bean/Nordstrom corridor – over the last several years, a new leasing trend has begun to emerge: more and more retailers are looking for an external presence at the Center; as a result, the Applicant has transformed the functionality of the retail environment in certain areas on the periphery of the Center, turning inward facing retailers, out. Accordingly, 3-A residents will not only benefit from having the region's premier shopping center outside their doorstep, but they will also have street access to many new fine shops and restaurants. Furthermore, with the inclusion of a small retailer to the east of Bloomingdale's and west of the Common Green, the Applicant will create a "one block streetscape," which customers of the Mall and residents of Building 3-A can traverse all the way from Nordstrom, to LL Bean, to Le Pain Quotidien and on to Bloomingdale's.

#### B. Phase 4

The proposed Phase 4 development includes two new residential towers - one, high-rise up to 250 feet tall (also somewhat taller than the building shown in the CDP/FDP, as discussed below), with up to 288 dwelling units, 26 of which will be affordable to residents earning 70% or less of the AMI for the Washington, D.C. Metropolitan Area ("Residential Building 4-A"); the other, mid-rise with five-stories and up to 75 feet tall ("Residential Building 4-B"), and a 150-foot, 12-story office building ("Office Building 4-C"), all framing existing Parking Terrace A which is proposed to include an amenity terrace with up to 8,100 square feet of optional Retail/Commercial uses ("Optional Retail/Commercial Uses"). It should be noted that proposed Residential Building 4-B was previously shown as a low-rise office building in the Rezoning; the Applicant has reassessed the current market and determined that residential uses are preferable and has converted the office square footage to residential. The Applicant expects these 67 apartments (including seven affordable units) to be tenanted by a diverse mix of residents that will further establish the desired jobs/housing balance in the Project.

The continuous façade of Buildings 4-A, 4-B and 4-C will transform International Drive by presenting a dramatic, new architectural face to the west, while simultaneously screening Parking Terrace A. And, with ground-floor retail in buildings, there will be vibrant pedestrian activity all along the International Drive streetscape, leading shoppers from Residential Building 4-A up to Office Building 4-C and back into the Mall.

Parking Terrace A will not only be screened, but converted – an approximately 122,000 square-foot (2.8-acre) amenitized public plaza will be constructed on top of the existing parking structure (the "Amenity Terrace"). The Amenity Terrace, which will be maintained by the Applicant, will be open and accessible to the general public and will include active and passive recreational amenities such as walking paths, seating opportunities, gardens, a children's active play area, a performance lawn with a seasonal stage, a shade structure/pavilion and a small recreational area with such facilities as a bocce court, a putting green and a sculpture lawn.

When the Applicant planned Phase 4 with the Rezoning, it expected to add five stories to the existing four-story Parking Terrace A, with the Amenity Terrace on top. In studying the parking more closely, the Applicant has determined that it can continue to utilize the existing deck (without building additional levels, adding only the rooftop Amenity Terrace) for the Mall, and self-park Buildings 4-A, 4-B and 4-C in four-, two- and four-level decks underneath each respective building. As a result, access to the Amenity Terrace is much improved from the original design; it's now fully porous from all sides:

- There is direct access from each new building – Residential Building 4-A, Residential Building 4-B and Office Building 4-C - to the Amenity Terrace. Residents of 4-A will access the Amenity Terrace via a pedestrian bridge from the third level of the building; residents of 4-B will have direct access from the second floor of the building; and, employees working in Office Building 4-C will access the Amenity Terrace directly from the third level. These access points not only provide direct access to the Amenity Terrace, but grand views overlooking it as well;
- There is also a pedestrian connection from International Drive to the Amenity Terrace, between Residential Building 4-B and Office Building 4-C; and,
- Finally, there are several connections into the Mall:
  - An at-grade connection from the east side of the Amenity Terrace to the second level of the Mall;
  - An at-grade access at the northeast corner of the Amenity Terrace as well as elevated pedestrian bridges to the second and third levels of the Mall; and,
  - An additional, optional, pedestrian bridge from the Amenity Terrace to Macy's.

Both in concept and in actualization, the Applicant will make the Amenity Terrace a priority – it will be planned, designed and programmed by the most creative and innovative team of professionals in the industry. The Applicant will build upon the design, construction, operation and programming experience of the Phase 1 Plaza to ensure the Amenity Terrace proves to be a successful amenity and an exciting gathering space.

### C. Intensity

The CDP/FDP approved with the Rezoning included a combined total of 1,099,300 square feet for Phases 3 and 4; the Applicant is proposing a combined total of 1,072,190 square feet allocated as indicated below plus an additional 27,110 square feet that can be utilized in Phase 3 or 4, the Center or some combination thereof.

#### 1. Phase 3.

The approved CDP/FDP included 298,000 square feet of new residential uses, 55,800 square feet of new commercial uses and 26,100 square feet of new office uses, for a total of 379,900 square

feet in Phase 3. The Applicant also reserved the right to allocate an additional 50,000 square feet of residential uses to either Phase 3 or Phase 4, or to some combination of the two. The Applicant has chosen to allocate the entire 50,000 square feet to Phase 3. It is also shifting 7,950 square feet from Phase 4, for a Phase 3 total of 437,850 square feet. In sum, the 50,000 square feet available to Phases 3 and 4 plus the 7,950 square feet from Phase 4 explain the 57,950 square foot delta between the approved CDP/FDP and this CDPA/FDPA.

#### Approved Intensity per CDP/FDP – Phase 3

Residential in Building 3-A (382 units)	298,000 SF
Retail in Building 3-A	25,800
Office Building 3-B	26,100 SF
Retail in Office Building 3-B	30,000
<b>Total Phase 3</b>	<b>379,900 SF</b>

#### Proposed Intensity – Phase 3

Residential in Building 3-A (282 units)	361,225 SF
Retail/Commercial in Building 3-A	69,070 SF
Retail/Commercial at Bloomingdale's Entry	7,555 SF
<b>Total Phase 3</b>	<b>437,850 SF*</b>

\*In addition to the square footage represented above, an additional 27,110 square feet of Retail/Commercial can be allocated to Phase 3, Phase 4 or the existing Mall.

#### 2. Phase 4

The approved CDP/FDP included 320,000 square feet of new residential uses, 281,300 square feet of new office uses and 68,100 square feet of new commercial uses, for a total of 669,400 square feet in Phase 4. The Applicant is proposing to develop Phase 4 with only 634,340 square feet, a 33,060 square foot *reduction* from the 669,400 square feet approved with the CDP/FDP. When the 7,950 square feet that the Applicant transferred from Phase 4 to Phase 3 is accounted for (and discussed in more detail above), there are still 27,110 square feet *less* in Phase 4 than were entitled with the Rezoning. The Applicant reserves the right to use that 27,110 square feet as additional Retail/Commercial uses in Phase 3, Phase 4 or within the existing Mall.

#### Approved Intensity per CDP/FDP – Phase 4

Residential in Building 4-A	320,000 SF
Retail in Building 4-A	17,500 SF
Office Building 4-B	45,900 SF
Retail in Building 4-B	8,400 SF
Office in Building 4-C	235,400 SF
Retail in Building 4-C	23,000 SF
Retail/Commercial in Building 4-D	19,200 SF

<b>Total Phase 4</b>	<b>669,400 SF</b>
----------------------	-------------------

**Proposed Intensity – Phase 4**

Residential in Building 4-A	288,410 SF
Retail in Building 4-A	20,700 SF
Residential in Building 4-B	69,850 SF
Retail in Building 4-B	14,200 SF
Office in Building 4-C	219,660 SF
Retail in Building 4-C	13,420 SF
Optional Retail/Commercial Uses	8,100 SF
<b>Total Phase 4</b>	<b>634,340 SF*</b>

\*In addition to the square footage represented above, an additional 27,110 square feet of Retail/Commercial can be allocated to Phase 3, Phase 4 or the existing Mall.

3. Totals**Approved Intensity per CDP/FDP – Phase 3 and 4 Total**

Residential in Buildings 3-A, 4-A and 4-B	668,000 SF*
Office in Building 4-C	307,400 SF
Retail/Commercial in Buildings 3-A, 4-A, 4-B, 4-C and 4-D	123,900 SF
<b>Total Phases 3 and 4</b>	<b>1,099,300 SF*</b>

\*668,000 of approved residential uses for Phases 3 and 4 includes 50,000 SF reserved with the Rezoning for future allocation as between Phase 3, Phase 4 or a combination of the two.

**Proposed Intensity – Phase 3 and 4 Total**

Residential in Buildings 3-A, 4-A and 4-B	719,485 SF
Office in Building 4-C	219,660 SF
Retail/Commercial in Buildings 3-A, 4-A, 4-B, 4-C and 4-D	133,045 SF
Retail/Commercial allocated to Phase 3, 4 and/or the existing Mall	27,110 SF
<b>Total Phases 3 and 4</b>	<b>1,099,300 SF</b>

## VII. JUSTIFICATION

### A. Substantial Benefits to Fairfax County

Since initially opening in 1968, the Center has enjoyed immense success in Fairfax County and Northern Virginia and continues to rank as one of the top malls in the country, with 22-25 million visitors every year. The Center is not only a shopping mall that is utilized by area residents and employees, but it has become a well-known tourist destination. In addition to providing necessary services and retail goods to customers, the Center provides an important economic benefit to Fairfax County and the Commonwealth of Virginia through its contribution to real estate and sales tax revenues and the creation of jobs.

As indicated in the below table, since 2005, the Applicant has made significant payments to Fairfax County in the form of property-based tax payments, real estate taxes, Commercial and Industrial (“C&I”) taxes, the Phase I Metrorail Tax District, which funds the Silver Line extension, and the Tysons Service Tax District.

#### **Property-Based Taxes Paid to Fairfax County Since 2005**

Property Taxes	\$95,500,00.00
Commercial and Industrial (“C&I”) taxes	\$7,200,000.00
Phase I Metrorail Tax District	\$20,300,000.00
Tysons Service Tax District	\$725,000.00
<b>Total</b>	<b>\$124,000,000.00</b>

Furthermore, in 2014 alone, customers of the Center will pay an additional Forty-Three Million (\$43,000,000.00) in sales taxes to the Commonwealth of Virginia and approximately Eight Million, Six Hundred Thousand Dollars (\$8,600,000.00) in sales taxes to Fairfax County.

Phases 3 and 4 will further increase the County’s tax base – all of the payments described above will multiply tenfold over the life of the Project.

In addition, the Center and its tenants currently employ approximately over 6,000 retail, restaurant, maintenance and security personnel. In constructing and delivering Phase 1, the Applicant employed between 15,000 and 20,000 construction personnel (including tenant build-outs and interior renovations), which workers the Applicant expects to re-commission (and even increase) during the phased construction of Phases 3 and 4.

There are non-monetary benefits as well - the provision of additional multi-family residential units in Phases 3 and 4 will provide more opportunities for residents to live near their places of employment and Metrorail – both of which are needed and much encouraged in Tysons. And, with those multi-family residential units will come 68 additional affordable housing units, as described below. With each phase of development, the Applicant has made and will continue to make significant road and pedestrian improvements that benefit Tysons, the County and the region – these improvements include the dedication of land for the Metrorail station, coordination with the Rail Project entities, construction of rail-related improvements (i.e. the

elevated pedestrian bridge from the station to Phase 1), significant contributions to the widening of the Westpark Bridge, and in-kind improvements to Chain Bridge Road, International Drive, Leesburg Pike and the Mall Ring Road.

The advancement of Phases 3 and 4 is a sign of the Applicant's continued belief in the magic of rail and its corresponding dedication to the long-term future development of the Center, thereby ensuring that it will be a significant source of both pride and revenue for the County for a long time to come.

#### B. Affordable Housing

With the Rezoning, the Applicant proffered to provide a significant number of affordable units with the proposed development. Nine Percent (9%) of the proposed residential units in each phase will be Affordably Priced Rental Units ("APRUs") - units affordable to households earning 70% or less of the Area Median Income for the Washington, D.C. Statistical area, based on the income qualification standards applicable to the County's Affordable Dwelling Unit ("ADU") Ordinance. VITA, the multi-family residential building in Phase 1 includes 429 residential units, 39 of which are APRUs. Phases 3 and 4 will collectively include 737 residential units, 68 of which will be APRUs. These 107 residential units will be home to the Mall employees and local teachers, firemen, policemen and civil servants. Critically, they will be able to live in close proximity to their essential jobs, and to transit (rail and bus), services and recreational amenities. As more of these units come on-line and the County's hard-working employees begin to occupy them, the County's goal of having an integrated, mixed socio-economic community living and working in the heart of Tysons will materialize.

#### C. Building Heights

As noted above, the building heights for Residential Building 3-A and Residential Building 4-A are modestly taller than approved in the Rezoning (each building is proposed to be 250 feet, excluding a 30-foot penthouse, as compared with the approved heights of 205 and 195 feet for Residential Buildings 3-A and 4-A, respectively).<sup>2</sup>

The Comprehensive Plan is silent on building heights for the Subject Property. The "Planned and Approved Development" section of the Tysons Central 123 District, South Subdistrict, Subarea 1 (Tysons Corner Center) regulations, which houses the guidelines that govern the Project, do not speak to building height (the Conceptual Building Height map in the Comprehensive Plan is only relevant to a "Redevelopment Option" of more than six million square feet, which the Applicant has not exercised). As a result, the modest additional height can only be compared to the Project at large, as conceived in the Rezoning. To that end, the additional height is responsive to context – the residential buildings in Phases 1 and 2 are each 350 feet, a full 100 feet taller than the proposal for Phases 3 and 4. The relatively modest

<sup>2</sup> Note that pursuant to Section 16-502 of the Zoning Ordinance, building heights in the PDC (Planned Development Commercial) District are required to include penthouses. As a result, the building heights for Residential Buildings 3-A and 4-A are shown in the CDPA/FDPA as 280 feet, which makes the contrast between the heights approved in the Rezoning (and in other cases that have been rezoned to the PTC (Planned Tysons Corner) district) more significant than it is (the Applicant did not include penthouses in the heights approved with the Rezoning).

increase allows Residential Buildings 3-A and 4-A to relate to the buildings that have already been approved and in Phase 1, constructed (at 351, 320 and 300 feet), while still respecting the guiding principle that heights should taper down from Metro.

As the Applicant has proven with Phase 1, the Phase 3 and 4 buildings will be iconic in design and architecture. Moreover, the additional height facilitates the creation of well-crafted and unique buildings that are representative of the Tysons Corner Center brand. And, while the Applicant has a well-established track record for excellence in design, to give the County even more comfort that the proposed buildings will further its objective of enhancing the Tysons skyline, the Applicant is carrying forward a proffer (which was originally tied only to Phases 1 and 2) to submit its building plans for Phases 3 and 4 to the Planning Commission for architectural review.

It's imperative that any new development constructed on the TCC Property leave the Mall, a critical economic driver for the County and the State, uninterrupted. The increased building height allows the Applicant to build up (instead of out) and thereby wrap and protect the existing, low-rise Shopping Center.

As there are no residential neighborhoods in proximity to the Project and only positive feedback from Tysons stakeholders as to Phase 1, the additional height poses no negative impact.

It should also be noted that the Applicant is not requesting any additional height for the other buildings in Phases 3 and 4.

#### D. Open Space and Amenities

With Phase 1, the Applicant constructed the Phase 1 Plaza which has already become a central gathering place for local employees and customers of the Mall. In nice weather, users already picnic on the grass or dine on the Shake Shack patio or in one of the many comfortable Plaza seating areas. On weekends, they will soon partake in the Center's Fresh Artist Concert Series and in the evenings, watch movies on the green. In cool weather, users will warm themselves by the multiple fire pits as they take turns skating on the ice skating rink in the center of the Plaza. In addition, the Plaza caters to children – the Discovery Play Area is already a big hit among the little ones – and thematic programming in concert with National Geographic Kids will keep them learning while they play (and their parents shop).

With Phases 3 and 4, the Applicant will add a Common Green adjacent to Bloomingdale's and an Amenity Terrace on top of existing Parking Terrace A. Together, the Common Green and Amenity Terrace will include such open spaces and public amenities as walking paths with seating opportunities, gardens, an open lawn and active area for child play, a performance lawn with a seasonal stage, smaller active/passive recreational areas for sport and play, and shaded structures for relaxation away from the sun.

In addition, plazas and other urban open spaces that provide a sense of place and contribute to creating a quality urban environment are distributed throughout the Project. Together, they

provide significant active and passive recreation opportunities for both the general public and residents of Residential Buildings 3-A, 4-A and 4-B.

#### E. Stormwater Management

The Applicant prepared and the County approved with the Rezoning an aggressive Stormwater Management Plan (the "SWM Plan") for the TCC Property, under which it committed to a 30% (and later, during the site plan process for Phase 1, an additional 13%, for a total 43%) reduction in peak rate discharge (water quantity) and a net 14% reduction in phosphorous loading (Best Management Practices, or "BMPs," for water quality) at build-out. The Applicant's proffered SWM commitments are more rigorous than the State regulations that were in effect at the time of the Rezoning and that are still applicable to the TCC Property today.

At the time of the site plan for Phase 1, the Applicant (as permitted pursuant to the Proffers), adjusted the SWM Plan then in place to utilize a neighboring stormwater pond in lieu of the vault contemplated at the time of the Rezoning, among other things. To obtain the County's approval of the change, the Applicant was asked not only to demonstrate that the proffered stormwater management goals for Phase 1 would be met with the updated SWM Plan, but that Phases 2, 3 and 4 would work as well. Finding the Applicant's updated SWM Plan for the entire TCC Property satisfactory, the County approved the Applicant's updated SWM Plan and the Applicant constructed the stormwater management measures for Phase 1.

In August of 2015, the County revised its Stormwater Management Ordinance ("SWMO") in accordance with the Virginia Stormwater Management Act, Stormwater Management Program, Permit Regulations and DEQ Guidance Memo - the SWMO included Time Limits on Applicability of Approved Design Criteria ("Time Limits"), under which certain projects are eligible to qualify for continued reliance on the technical criteria approved in the old SWMO. In October of 2014, the County issued a formal determination under which it confirmed that the Applicant qualified under the Time Limits provisions and as a result, the Project is vested for two additional permit cycles (or ten years).

Incorporating the measures that were recently approved and installed with Phase 1, the Applicant's SWM calculations for this CDPA/FDPA demonstrate continued compliance with the proffered goals and the SWMO, as applicable. For Phases 3 and 4, there are no storage or BMP changes from the approved CDP/FDP. In addition, the outfall analysis included with the CDPA/FDPA demonstrates adequate outfall for the entire TCC Property, in all four phases.

#### F. Parking

At the time of the Rezoning, the County was still using minimum parking ratios for projects in Tysons and throughout Fairfax County. Since that time, the County made a policy shift and now expects redevelopments in the Planned Tysons Corner ("PTC") urban district to respect maximum parking ratios. The TCC Property is zoned to the Planned Development Commercial ("PDC") District and the Rezoning reflected the minimum parking ratios then-permitted. As a result, the Project can technically be built-out with significantly more parking than would otherwise be allowed today.

The Applicant, like the County, is committed to reducing parking over time because it believes that a reduction in parking directly leads to a corresponding reduction in single occupant vehicle trips. As a result, the Applicant sought, and received approval from the Zoning Administrator via administrative interpretation, permission to utilize the lower PTC rates. To that end, the rates shown on the CDPA/FDPA reflect a range between the PTC rates (at the low end) and the approved CDP/FDP rates (at the high end), resulting in a much lower amount of parking for the Project than was entitled.

#### G. Transportation Improvements

In an effort to create a friendly multi-modal environment, the Applicant proposed with the Rezoning significant improvements to the vehicular, transit, bicycle and pedestrian circulation within and around the Property. As far as the roadway network, the Applicant has already made substantial improvements resulting in an almost immeasurable benefit to the region – it has dedicated right-of-way for frontage improvements, constructed new through and turn-lanes, widened existing roadways, installed traffic signals and crosswalks in a number of locations and contributed substantial sums of money for major regional improvements, including the widening of the Westpark Bridge to four lanes of travel, bicycle lanes and sidewalks, and the construction of the HOT/Express Lanes connection. The Applicant purposefully front-loaded the site-wide improvements with Phase 1 so that future phases of development can benefit from the established network. Phases 3 and 4 will improve the regional roadway network further with additional dedications of right-of-way, further widenings, new travel lanes and additional contributions for spot improvements. When Phases 3 and 4 are built-out, the network around and through the TCC Property will be a microcosmic example of what the County hopes to achieve for Tysons at-large and a perfect how-to for other developments in the region.

#### H. Pedestrian and Bicycle Access

With the Rezoning, the Applicant designed a cohesive pedestrian circulation system for the TCC Property that links the open spaces and facilitates walking and biking, which reduces reliance on automobiles. With Phase 1, the Applicant put in the bones of the future system: it constructed a ten-foot wide trail along the eastern side of ShopTysons Boulevard and installed crosswalks at the intersection of ShopTysons Boulevard and Fashion Boulevard, constructed a six-foot trail along International Drive (proposed to be widened to ten feet as part of future work on International Drive), and constructed a six-foot wide multi-purpose trail adjacent to the Ring Road between Parking Terrace A and International Drive that, critically, connects the TCC Property to the existing sidewalks across the street, at Fletcher Street and Crate & Barrel and provides access to the new International Drive bus shelter.

In Phases 3 and 4, the Applicant will fill in the missing links in the system – first, the Applicant designed a pedestrian concourse that will run behind Bloomingdales from Phase 3 to Phase 4. Also, in Phase 3, at the street level, the Applicant will add trails and shared bicycle lanes along Fashion Boulevard, pedestrian improvements along the Mall's interior Ring Road, as well as a shared pedestrian and bicycle sidewalk along Leesburg Pike. In Phase 4, the Applicant will widen International Drive. In addition, the Applicant will make urban streetscape improvements

to each of these roadways in order to further enhance the pedestrian experience. Also in Phase 4, the Applicant will add pedestrian connections at the elevated Amenity Terrace level.

In short, the Applicant will provide additional and enhanced pedestrian connections and conditions throughout the Subject Property to connect the four phases, the existing Mall and neighboring properties.

### I. Transportation Demand Management

With the Rezoning, the Applicant created a comprehensive, state-of-the-art Transportation Demand Management (“TDM”) program. The TDM program includes a variety of measures to encourage commuters to utilize alternatives to the single occupancy vehicle, thereby reducing the single occupancy vehicle trips to and from the site during the AM and PM peak hours. The TDM measures include provision of ride sharing (car and van pooling) parking spaces, encouragement of telecommuting, provision of secure bike parking in convenient locations, encouragement of flexible work schedules, compressed work week or staggered work hours, transit fare incentives and participation in Commuter Connections (the regional ridesharing program). In addition, the layout of the TCC Property was designed to encourage transit ridership, and the mix of uses encourages people to live and work, as well as shop and play without leaving the site. The TDM program also includes significant monetary resources and Staff to provide marketing, information, transportation benefits and subsidies, branding, coordination among stakeholders, telework opportunities and coordination with regional efforts.

More specifically, the Applicant has already:

- Established its network of on-site and intra-community TDM contacts, which it will expand as buildings and businesses come on-line;
- Launched the Access Tysons website ([www.accesstysons.com](http://www.accesstysons.com)), which includes targeted information on multi-modal transportation; and, in 2014, revamped the site to include a Bus Route Map, customized Silver Line train schedules, a carshare page, bike improvements and transportation-related blog entries;
- Shared materials and hosted forums on TDM for new tenants;
- Organized a tenant meeting with WMATA representatives and facilitated email blasts to Mall employers and employees regarding SmartBenefits;
- Bid among several car-sharing companies and then entered into an agreement with Enterprise carshare for carsharing at the Mall; hosted informational events and made announcements to inform employers and employees of the now-available carsharing opportunity;
- Implemented and promoted a carpool matching element as part of the Mall’s existing Carpool Program, which helps employees make intra-site carpool matches;

- Developed a commuter Access Card for employees, which entitles transit-users to rewards, discounts and promotions at Mall restaurants and retailers;
- Provided space and power in the Mall for five VDOT screens that display updated transportation information, including rail time-tables and bus route information;
- Funded and installed a Transit Screen, which displays live, real-time transit information for all transit options in the area;
- Hosted annual tenant meetings to educate Mall and office tenants about SmartBenefits and the newly opened Silver Line;
- Conducted numerous surveys and then provided SmarTrips cards and Starbucks gift cards to the new employees of the Phase 1 Office Building who are likely to utilize transit;
- Promoted programs that encourage alternative commuting options, such as Guaranteed Ride Home, Silver Line Metrorail, Bike to Work Day, the Tour de Tysons Bike Race, Car Free Day and the Center's promotional Silver Saturdays;
- Promoted carpool and vanpool through the TDM website;
- In 2014 alone, spent more than Two Hundred Thousand Dollars (\$200,000.00) in programmatic expenses and contributions; and,
- Since inception of the TDM Program in 2009, spent a total of Seven Hundred and Eighty-Five Thousand Dollars (\$785,000.00) in TDM expenditures, exclusive of staff time (when staff time is factored in, the Applicant has spent more than One Million Dollars (\$1,000,000.00)).
- In addition to the numerous TDM measures in place for the TCC Property, the Applicant has also implemented TDM measures specific to the office and residential towers in Phase 1.

The TDM Program also includes specific trip reduction goals for the reduction of single-occupancy vehicle trips, and hefty funds to remedy any shortfalls in the proffered goals, as well as penalties to be paid if the goals aren't met. While the Applicant will not do trip counts for Phase 1 until the fall of 2015 at the earliest, it can anecdotally (if not quantifiably) boast that the TDM Program for the TCC Property is a success. Once counts are initiated, the TDM Program requires active monitoring to determine whether goals are being met and periodic coordination, review and approval of revised plans by the County.

At the time of the Rezoning, the County and the Applicant agreed that specific trip reduction requirements were untenable for the existing Mall given the high turn-over and unpredictable, constantly-changing schedules of Mall employees; however, the Applicant promised to aim for a loose trip reduction goal of 25%, which it has met or almost met year after year.

In short, immediately following the Rezoning and for the next several years thereafter, the Applicant focused on developing the infrastructure and establishing the operations needed to launch the TDM Program. Then, it launched the Program and focused its efforts on managing operations. Over the last year, the Applicant has been ramping up for the opening of Tysons Tower, VITA and the Hyatt and has spent a significant amount of time proactively introducing the Phase 1 tenants to the TDM programmatic features. When Phases 3 and 4 come on-line, the Applicant will expand its established TDM offerings to the new phases and incorporate new opportunities and advances as they become available.

#### J. Transit

Since the Tysons Corner Metrorail Station opened in July of 2014 and the Applicant opened the elevated bridge from the station to Phase 1 and the existing Center, Metro riders are now able to make a direct connection to the Center from the station. Data shows that 11% of Mall employees are already taking Metrorail; and, as they adjust their behaviors and elect this new, much more convenient and cost-effective option, many more are expected to join the throes.

In addition and as proffered, the Applicant keeps the corridors and entrances/exits of the existing Center open during the same hours that the Metrorail trains are operating through the station in order to provide riders with safe, convenient access through the Center even when the stores may not be open for business. At-grade sidewalks and paths supplement the elevated connection to provide direct outdoor connections to buses and Metro.

With Phase 1, the Applicant dedicated right-of-way in a prominent location on the TCC Property (on the east side of Route 123, adjacent to the Center's main entry and the rail station) for construction of a bus transfer facility ("Bus Plaza"). The new Bus Plaza, which now includes three new bus bays, offers a new location for buses traveling through and around the Mall to drop off and pick up passengers. In addition, the Applicant accelerated a proffered Phase 2 improvement and constructed a bus layover bay on the north side of the Mall's ring road, approximately 250 feet southwest of the Bus Plaza, so as to provide an important function in an area that has no viable alternative layover location. Especially when used in concert with rail, the improved bus facilities help transform Tysons into a more transit-oriented, walkable environment.

#### K. Phasing

The Applicant anticipates that it will construct the Project in phases, with development of Phase 3 likely to occur prior to Phase 4. To that end, the Applicant expects to submit a site plan for Phase 3 prior to or upon approval of the CDPA/FDPA. Nevertheless, the Applicant would like to reserve the right to construct Phase 4 prior to Phase 3 as long as the required road improvements and amenities are constructed concurrent with the appropriate phase.

### **VIII. CONFORMANCE WITH THE COMPREHENSIVE PLAN**

On June 22, 2010, the Board adopted a Comprehensive Plan Amendment for Tysons (the "2010 Plan"), which was organized around eight districts, each with a different mix of land uses and

intensities. Within the eight districts there are subdistricts, and within those subdistricts, subareas. The Center is located in the Tysons Central 123 District, South Subdistrict, Subarea 1 (Tysons Corner Center). In most instances, the 2010 Plan provides detailed guidance for the future redevelopment of all properties within the subareas, as well as more macro direction for the larger subdistricts and districts in which they're housed. In this instance, though, the Applicant's Rezoning was processing at the same time as the Tysons planning effort was underway. As a result, the Applicant was able to anticipate and work with Staff, the community, the Planning Commission and the Board to actualize the major Comprehensive Plan goals then under consideration by the Tysons Land Use Task Force (and later, by the Planning Commission's Committee on Tysons Corner), including:

- The facilitation of transit-oriented development;
- Enhancement of pedestrian connectivity;
- Promotion of residential development;
- Provision of amenities such as public spaces, public art and public parks;
- Protection of the natural environment;
- Urbanization of Tysons; and, more.

Together, the Applicant, the community, County Staff, the Planning Commission and the Board worked to align the then-pending Rezoning with the concurrently-pending 2010 Plan. With guidance from each of the interested parties and players, they were able to plan an intensification of the TCC Property with a dynamic mix of uses, deliberately packaged in an urban design focused on appearance, location, orientation and massing of buildings in relation to the pedestrian realm, and make meaningful, pointed commitments to:

- Improve pedestrian and vehicular accessibility (through transit, roadway, bicycle and pedestrian improvements);
- Reduce single occupancy vehicle trips during peak periods and encourage the use of transit (through a comprehensive TDM Plan);
- Enhance the physical environment by providing an integrated network of public open spaces, art and amenities within the existing Center;
- Increase the residential component of the density mix in Tysons and make available a markedly high number of affordable multi-family housing units, then virtually non-existent in the Tysons area; and,
- Protect the natural environment with a lofty stormwater management plan,

Satisfied that the Rezoning would be a model for future Tysons applications, Staff recommended approval of the case. Quoting from the original Staff Report, it was found that

the CDP/FDP and . . . Proffers are the result of a cooperative relationship between Staff and the Applicant to effect a major change to one of the core areas of Tysons Corner and to provide an example of the transit-oriented future for Tysons Corner as envisioned in current recommendations of the Comprehensive Plan . . . [T]he . . . application will provide an example of how to implement that transit oriented vision.

(Staff Report dated September 14, 2006, Page 80). Agreeing with Staff, the Planning Commission recommended approval and, on January 22, 2007, the Board approved the case. Exactly three and one-half years later, on June 22, 2010, the Board adopted the 2010 Plan.

As the Rezoning had already been approved by the time the 2010 Plan was adopted, the guidance for the Center reflects the development shown on the CDP/FDP. As such, the CDPA/FDPA at bar, which closely resembles the Project, easily conforms to the 2010 Plan.

The 2010 Plan provides:

*Tysons Corner Center is comprised of about 77 acres, bounded by International Drive on the west, Chain Bridge Road on the north, I-495 on the east, Towers Crescent on the southeast and Leesburg Pike on the south. Existing development is the Tysons Corner Center regional mall which contains approximately 2.5 million square feet of development and has an intensity of 0.74 FAR.*

A. Base Plan

*Prior to Metrorail, this subarea was planned for retail, office, hotel uses up to 0.80 FAR, with regional retail being the predominant use.*

With Metrorail now open and Phase 1 constructed, the Base Plan is no longer relevant.

B. Planned and Approved Development

1. Intensity and Land Use

*With the funding of Metrorail, the area is planned and approved for transit-related mixed use development with approximately 6,000,000 square feet. Planned and approved land uses include office, hotel and residential development. The existing mall is to be retained and reconfigured. The approved office, hotel and residential buildings, ground level retail, and service uses are to be provided. With the addition of a conference or convention center, a density bonus may be considered.*

The Applicant rezoned the TCC Property in 2007 to allow for a more dynamic mix of uses immediately proximate to rail. It then believed – and continues to believe – that the extension of the Silver Line through Tysons would provide the perfect opportunity to transform the retail orientation of the TCC Property into a community-focused, pedestrian and transit-oriented development with multiple uses. To that end, it prepared and the County approved a plan in which the existing Center remained at the commercial core of a broader, mixed-use

development. Office, hotel, residential, ground-floor retail, and service uses totaling 6,026,825 square feet were approved across four phases of new development.

## 2. Urban Spaces and Amenities.

*The vision of this intensification is to create urban spaces that people can walk through easily, as well as to and from the adjacent Metrorail station and surrounding areas. The area is planned for many urban design amenities including extensive streetscape features, plazas, a mini dog park, "Sky Terrace" rooftop creation and leisure amenity, one-acre Common Green, and a multi-use pavilion. Many of the open spaces will be large enough for open-air activities, such as fashion shows, seasonal markets, and musical performances by small groups. Abundant seating and public art will make the space appealing and attractive.*

With Phase 1 of the Project, the Applicant designed and constructed an elevated walkway from the Tysons Corner Metrorail Station directly into the Center. Transit users traverse a safe, lit and inviting walkway from rail and then find themselves in a lovely public plaza decorated with public art, where they can stroll, sit, eat, play and relax.

Urban spaces are created in the balance of the Project at the street level and in the air through elegant public plazas. On the street, community appeal is created through amenitized streetscapes featuring uniform streetscaping, enhanced sidewalks, pavers and crosswalks. Above ground, the plaza connections between buildings are characterized by high-quality, tactile materials that create visual connections between the architecture of the various buildings, and include active and passive recreational amenities. Furthermore, each plaza environment will be host to seasonal events, informal performances and fashion shows, as planned.

The Common Green mentioned in the Comprehensive Plan will come on-line with Phase 3. The Sky Terrace (which, although still a rooftop creation and leisure amenity, is now referred to as the "Amenity Terrace" because the Applicant is retaining – rather than enlarging - existing Parking Terrace A, over which it will be constructed) will come on-line with Phase 4. Both spaces will be programmed much as planned in the Rezoning; and accordingly, will include such open spaces and public amenities as walking paths with seating opportunities, gardens, an open lawn and active area for child play, a performance lawn with a seasonal stage, smaller active/passive recreational areas for sport and play, and shaded structures for relaxation away from the sun.

## 3. Connected Network

*While the mall and other existing development do not readily accommodate a grid of streets, efforts should be made to provide a connected network of streets and to provide new pedestrian and bicycle connections where streets are not possible. In addition, redevelopment or reconfiguration of the mall should seek, where possible, to reduce views of parking garages, wrapping such structures with other uses and/or providing attractive façade treatments and screening.*

The Applicant designed, and with Phase 1 has begun to install, a comprehensive network of pedestrian and bicycle connections. Those connections will be filled out with Phases 3 and 4, resulting in a seamless network in, around and through the TCC Property. In addition, the Applicant will coordinate with Staff, the Providence District Planning Commissioner and Supervisor's office to develop a concept for screening and/or otherwise treating the Parking Terrace B façade in such a way as to present an attractive and enlivened face to Route 7. The other parking structure included in this CDPA/FDPA application, Terrace A, is beautifully wrapped with Residential Building 4-A to the south, Residential Building 4-B and Office Building 4-C to the west and the Mall to the north and east.

#### D. Redevelopment Option

In addition to the Planned and Approved Development regulations, the Comprehensive Plan guidance includes a Redevelopment Option for development above the approved level of 6,000,000 square feet. As the Applicant is not proposing one square inch of development over and above what the Board approved with the Rezoning, this 2010 Plan Option is not applicable to this case. Rather, the Applicant is executing the Planned and already Approved Development Option for Phases 3 and 4; and, as demonstrated above, is in strict conformance with the guidelines that were carefully prescribed for just that scenario.

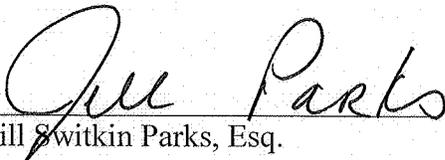
### IX. WAIVERS & MODIFICATIONS

The Applicant respectfully requests approval of waivers and modifications of certain Zoning Ordinance and Public Facilities Manual standards, which are listed in the attached Exhibit A along with justifications for each request.

### X. CONCLUSION

In 2007, the Board approved the landmark case for Tysons – a four-phased redevelopment of the premier shopping center in the region, Tysons Corner Center. With the first phase almost complete and the second phase fully entitled, the Applicant is now ready to advance Phases 3 and 4. As was readily seen during the grand opening of the Phase 1 Plaza, there are more active participants and heavily-invested stakeholder in this planning effort than in any other of recent memory - the County, the community and the industry have all had a hand. This is Tysons, and it's time for the next phase.

Respectfully submitted,

  
 Jill Switkin Parks, Esq.

August 13, 2015

**Exhibit A**

**Tysons Corner Center  
PCA 2004-PR-044-2 and CDPA/FDPA 2004-PR-044  
Requested Waivers and Modifications**

	<b>Section</b>	<b>Requested Waiver/Modification</b>	<b>Applicant's Justification</b>
Zoning Ordinance - Previously Approved and Re-Requested with the CDPA/FDPA and PCA			
1.	11-203	Waiver for the reduction of required loading spaces per Section 11-203 of the Zoning Ordinance to the number shown on these plans.	Given the mix and integration of uses existing on the TCC Property and proposed uses for Phases 3 and 4, separate loading spaces are not necessary for each of the uses on the site. In lieu of providing the loading spaces required per the Zoning Ordinance, the Applicant proposes to provide a total of eight (8) loading spaces distributed appropriately throughout Phases 3 and 4 to adequately serve the Subject Property.
2.	13-202	Waiver of the interior parking lot landscaping requirement on all existing parking structures.	The Applicant proposes to enhance Parking Terrace A and to add recreational facilities to its top level. Existing Parking Terraces B and C will remain unchanged.
3.	13-300	Waiver/modification for the eastern property boundary to allow the existing topography, vegetative buffer and proposed landscaping to meet the transitional screening yard and barrier requirements. This waiver/modification was previously approved (Waiver No. 025670) as part of approved Site Plan	The Applicant seeks reaffirmation of the waiver/modification of the eastern property boundary transitional screening and barrier requirement, since no new development is proposed along this property line, which abuts an interstate highway right-of-way (the Capital Beltway).

	<b>Section</b>	<b>Requested Waiver/Modification</b>	<b>Applicant's Justification</b>
		#6399-SP-14.	
4.	17-201-3A	Waiver of Section 17-201-3A of the Zoning Ordinance requiring a service drive adjacent to a primary highway.	No service drives are planned along the property boundaries.
<b>Zoning Ordinance—Requested with CDPA/FDPA and PCA</b>			
5.	2-505	Modification of Section 2-505-1 of the Zoning Ordinance (Use Limitation on Corner Lots) for the ability to develop “corner lots” as shown on this plan.	The Applicant requests a modification of Section 2-505-1 to allow construction of the buildings up to the building zone on corner lots on public streets and lots with private street easements. This proposed approach will achieve the urban design goals for Tysons Corner.
6.	11-202(4)	Modification of Section 11-202(4) of the Zoning Ordinance (requiring a minimum distance of forty feet (40’) of a loading space in proximity to an intersection) to that shown on the CDP/FDP and the CDPA/FDPA.	The Applicant is requesting this modification to be able to flexibly design its parking structures, consolidate garage entrances and loading areas and maximize the footprints, all as preferred by the County in furthering the urban character of Tysons.
7.	17-201	Waiver/modification of Section 17-201 as appropriate for all required trails and bicycle trails in favor of the streetscape and on-road bicycle lane system shown on the CDP/FDP and the CDPA/FDPA and as proffered.	The Applicant is requesting a waiver of the trail and bicycle requirement in Section 17-201 in favor of the streetscape and on-road bicycle lane system shown on the CDP/FDP and the CDPA/FDPA, as requested by the Fairfax County Department of Transportation.

	<b>Section</b>	<b>Requested Waiver/Modification</b>	<b>Applicant's Justification</b>
8.	17-201-4	Waiver of Section 17-201-4 of the Zoning Ordinance (requiring dedication and construction of widening and existing roadway improvements, in accordance with all comprehensive plan and policy requirements).	The Applicant is requesting a waiver of the requirement for additional dedication and construction of widening of existing roads beyond that shown on the CDP/FDP and CDPA/FDPA. The Tysons Corner Center property was rezoned to the PDC (Planned Development Commercial) District prior to approval of the Comprehensive Plan Amendment for Tysons. As a result, certain (although limited) portions of the streets may not meet all new guidelines. However, the Applicant has carefully vetted the CDP/FDP and the CDPA/FDPA with the County's reviewing agencies, including the Departments of Planning, Zoning and Transportation, and all agree that the overall design of the roadway improvements meets the vision for Tysons.
<b>Public Facilities Manual — Previously Approved and Re-Requested with the CDPA/FDPA and PCA</b>			
9.	8-0201.3	Waiver of PFM Section 8-0201.3 Trails shown on the Countywide Trails Plan to that shown on this plan.	A modified sidewalk/trail along International Drive is required due to site constraints in that area; as a result, the Applicant is requesting a waiver of PFM Section 8-0201.3 so as to waive the trails shown on the Countywide Trails Plan in favor of the streetscapes shown on the CDP/FDP and the CDPA/FDPA. However, the modification results only in the difference of one (1) foot in the most constrained locations (the Major Paved Trail shown in the County's Trail Plan is eight-feet; the International Drive sidewalk is seven feet at the pinch points).

	<b>Section</b>	<b>Requested Waiver/Modification</b>	<b>Applicant's Justification</b>
10.	12-0702.1B(2)	Modification of the minimum 8-foot planting width for trees per Section 12-0702.1B(2) of the PFM to allow the use of structural soil (or cells, or alternate systems) for a less than 8-foot planting width due to the urban nature of the site.	In order to provide plantings within the proposed courtyard and plaza areas, a modification of the Public Facilities Manual eight-foot planting width is required. This modification will permit the Applicant to provide attractive landscaping in the proposed urban public spaces to enhance the appearance of these spaces and make the plaza areas more inviting. For any trees planted in a less than eight (8)-foot width, a specified amount of structural soil, as determined by Urban Forest Management ("UFM"), will be provided to ensure the growth and long-term survivability of any such tree. The Applicant is confident that with the appropriate vegetation type, the provision of structural soil for root growth, installation and maintenance, four (4) to six (6) foot planting areas will allow the landscaping to flourish. This planting area requested is similar to that of streetscape sections and courtyards in nearby Arlington County and the City of Alexandria.
<b>Public Facilities Manual - Requested with CDPA/FDPA and PCA</b>			
11.	12-0508	Modification of PFM Section 12-0508 Tree Preservation Target such that the Applicant's tree preservation targets will be calculated on all four phases within the TCC Property, and not on any individual site or phase.	The Applicant is meeting its tree preservation targets site-wide in accordance with its original design for the Property. As a result, the Applicant is requesting this modification such that its tree preservation targets will be calculated on the entirety of the TCC Property (over all four phases) and are not required to be satisfied on any individual site or phase.
12.	12-0510	Modification of Section 12-0510 to permit:	Due to the urban nature of Tysons, there may be instanced where the Applicant must reduce the width of the planting area(s) to six (6) feet. Soil volumes will still be met per the

	<b>Section</b>	<b>Requested Waiver/Modification</b>	<b>Applicant's Justification</b>
		<ul style="list-style-type: none"> <li>• Reduction in the minimum planting area from eight (8) feet to six (6) feet in order for trees to satisfy the tree cover requirements.</li> <li>• Trees located in existing or proposed right-of-way dedication areas to count toward the 10-year tree canopy requirements.</li> </ul>	<p>Proffers.</p> <p>The Applicant is installing a double row of trees along Route 7 in order to further screen the parking terrace, and one of the two rows is in the public right-of-way. Given the utility of the trees, the Applicant believes the modification is justified.</p>
13.	12-0601(1)(B)	Modification to permit the reduction of the minimum planter opening area for trees used to satisfy the tree cover requirements, in favor of that shown on the CDP/FDP and the CDPA/FDPA and as proffered.	The Applicant is requesting this modification in order to preserve flexibility at the time of final engineering and site design; in the event, it needs to reduce the minimum planting opening areas, it will work with the Director on its design.



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** August 10, 2015

**TO:** Barbara C. Berlin, AICP, Director  
Zoning Evaluation Division, DPZ

**FROM:** Pamela G. Nee, Chief  
Environment and Development Review Branch, DPZ

**SUBJECT:** Land Use Analysis:  
PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044, Tysons Corner Property Holdings LLC and Tysons Corner Holdings LLC

This memorandum, prepared by Jennifer R. Bonnette, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject Proffer Condition Amendment (PCA), Conceptual Development Plan Amendment (CDPA), and Final Development Plan Amendment (FDPA) applications dated December 19, 2014, as revised through June 5, 2015, and the latest proffers dated July 22, 2015. The extent to which the application conforms to the applicable guidance contained in the Comprehensive Plan is noted. Possible solutions to remedy identified issues are suggested.

### DESCRIPTION OF THE APPLICATION

The subject application is located at Tysons Corner Center on Tax Map Parcels 29-4 ((1)) 35A, 35C, 35D, 35E, and 35F and 39-2 ((1)) 2, 4, and 5. The application site is 77.66 acres. The applicant seeks to amend the approved rezoning and proffers from 2007 to make changes to Phases 3 and 4. The application property will remain in the Planned Development Commercial (PDC) District. The property is located within the South Tysons Central 123 subdistrict of the Tysons Central 123 District. The majority of the property is located within ¼ mile of the Tysons Corner Metro station.

The 2007 rezoning divided the property into four phases and the existing shopping mall. A CDP/FDP was approved for Phases 1 and 2 and Phase 1 is developed. The applicant is seeking a CDPA/FDPA to develop Phases 3 and 4 and to amend the proffers, so that all four phases are governed by the same set of proffers that will reflect the recent and proposed development.

In 2007, Tysons Corner Center was approved for a total of 6,026,825 square feet of development, including the existing mall. The applicant is seeking approval for a total of 6,015,217 square feet of

development at a 1.76 floor area ratio (FAR), including the existing mall and completed Phase 1, approved Phase 2 and proposed Phases 3 and 4. The proposed changes will result in an overall reduction in intensity by 11,608 square feet.

Phase 3 includes residential and retail uses. The residential uses will be located in Building 3A, a high-rise proposed to include up to 361,225 square feet of residential use with up to 382 dwelling units and contain 69,070 square feet of ground level retail. 3A will be between 200 to 280 feet tall or up to 19 stories and constructed on the existing surface parking lot outside the L.L. Bean store. An approximately 30,000 square foot community green adjacent to the shopping center and Building 3A is proposed. An additional 7,555 square feet of retail located in a one story building is shown at the entry to Bloomingdale's across from the community green. Retailers located within the mall along the Inner Loop Road facing Building 3A will open outwards, creating a one block long retail street from Bloomingdale's to Nordstrom. Parking will be provided below grade under Building 3A and the community green. This application eliminates a two to three story office/retail building, Building 3B, adjacent to Leesburg Pike that was approved in 2007.

Phase 4 includes residential, office and retail uses. Two residential buildings are proposed. Building 4A is a high-rise proposed to include up to 288,410 square feet of residential use with up to 288 dwelling units and contain up to 20,700 square feet of ground level retail. 4A will be between 200 to 280 feet tall or approximately 20 stories. Building 4B, is a mid-rise proposed to include up to 84,050 square feet of residential use with around 67 dwelling units and contain up to 14,200 square feet of ground level retail. 4B will be between 50 and 140 feet tall or around 5 stories. Office uses include Building 4C, a 12 story, 233,080 square foot building proposed to be between 100 to 190 feet tall. 4C will include up to 13,420 square feet of ground level retail. Parking will be provided beneath each building.

All three buildings frame the existing Parking Terrace A, which is proposed to include an approximately 2.8 acre public amenity terrace with up to 8,100 square feet of optional retail uses located on the top level. This application converts Building 4B from the office use approved in 2007 to residential use and eliminates 9,600 square feet of retail use located at Parking Terrace A's ground level. In addition, the 2007 rezoning added five additional levels of parking above the existing four levels in Parking Terrace A which are eliminated with this proposal.

	<i>Phase 3</i>	<i>Phase 4</i>	<i>Combined Phase 3 and 4</i>
<i>Residential</i>	361,225 SF	358,260 SF	719,485 SF
<i>Office</i>	0	219,660 SF	219,660 SF
<i>Retail/Commercial</i>	76,625 SF	56,420 SF	133,045 SF
<i>Total</i>	437,850 SF	634,340 SF	1,072,190 SF

The 2007 rezoning approval included 1,099,300 square feet for Phases 3 and 4. The applicant is proposing a combined total development of 1,072,190 square feet plus an additional 27,110 square feet of retail/commercial uses that may be allocated to Phases 3 or 4, or the existing Mall.

In addition to the changes described above, the applicant has also proposed several different scenarios for the reallocation of unused density or the conversion of uses that would apply to all four phases and the existing mall.

## **LOCATION AND CHARACTER OF THE AREA**

The subject property is located east of International Drive, north of Leesburg Pike (Route 7), north and west of the Towers Crescent development, west of the Capital Beltway (I-495) and south of Chain Bridge Road (Route 123). The property is developed with a shopping center and new development including a high rise office building, hotel, and apartment building and an approximately 50,000 square foot elevated public plaza. The new development is immediately adjacent to the Tysons Corner Metro station. Proposed development will occur on existing surface parking lots, a parking garage and open space. There are commercial uses around the site and three approved but unbuilt multi-family residential buildings in the Towers Crescent development.

## **COMPREHENSIVE PLAN CITATIONS:**

### **Land Use**

The Comprehensive Plan Areawide Recommendations for Tysons may be accessed at:

<http://www.fairfaxcounty.gov/dpz/comprehensiveplan/area2/tysons1.pdf>

The Comprehensive Plan District Recommendations for Tysons may be accessed at:

<http://www.fairfaxcounty.gov/dpz/comprehensiveplan/area2/tysons2.pdf>

In the Fairfax County Comprehensive Plan, 2013 Edition, Area II, Tysons Corner Urban Center, District Recommendations, as amended through April 29, 2014, on Pages 143-146, the Plan, as applied to the application area, states the following:

### **“SOUTH TYSONS CENTRAL 123 SUBDISTRICT**

The South Tysons Central 123 Subdistrict is comprised of about 130 acres and is bounded by Chain Bridge Road on the north, the Capital Beltway/Interstate 495 (I-495) on the east and Leesburg Pike on the southwest. The subdistrict contains five subareas: Tysons Corner Center, Northeast International/Leesburg Pike, Towers Crescent North, Tower Crescent South and Watson Street subareas.

Existing development is predominantly retail and office use, including Tysons Corner Center, the region's first super-regional mall which draws millions of shoppers from the metropolitan area and beyond. The subdistrict also contains a hotel and Tycon Tower, currently the largest office building in Tysons Corner. The vision for this subdistrict is to transform it into a significantly more intense mixed use area on the south side of the Tysons Central 123 Metro station.

### **Subarea 1: Tysons Corner Center**

Tysons Corner Center is comprised of about 77 acres, bounded by International Drive on the west, Chain Bridge Road on the north, I-495 on the east, Tower Crescent on the southeast and Leesburg Pike on the south. Existing development is the Tysons Corner Center regional mall which contains approximately 2.5 million square feet of development and has an intensity of 0.74 FAR.

#### *Base Plan*

Prior to Metrorail, this subarea was planned for retail, office, hotel uses up to 0.80 FAR, with regional retail being the predominant use.

#### *Planned and Approved Development*

With the funding of Metrorail, the area is planned and approved for transit-related mixed use development with approximately 6,000,000 square feet. Planned and approved land uses include office, hotel, and residential development. The existing mall is to be retained and reconfigured. The approved office, hotel, residential buildings, ground level retail, and service uses are to be provided. With the addition of a conference or convention center, a density bonus may be considered.

The vision of this intensification is to create urban spaces that people can walk through easily, as well as to and from the adjacent Metrorail station and surrounding areas. The area is planned for many urban design amenities including extensive streetscape features, plazas, a mini dog park, “Sky Terrace” rooftop recreation and leisure amenity, one-acre Common Green, and a multi-use pavilion. Many of the open spaces will be large enough for open-air activities such as fashion shows, seasonal markets, and musical performances by small groups. Abundant seating and public art will make the space appealing and attractive.

While the mall and other existing development do not readily accommodate a grid of streets, efforts should be made to provide a connected network of streets and to provide new pedestrian and bicycle connections where streets are not possible. In addition, redevelopment or reconfiguration of the mall should seek, where possible, to reduce views of parking garages, wrapping such structures with other uses and/or providing attractive façade treatments and screening.

#### *Redevelopment Option*

Development above the approved level of 6,000,000 square feet may occur if it is consistent with the guidance on intensity and land use mix in the Areawide Land Use Recommendations, and if it meets the following conditions:

- Changes to the mix of uses will need to address traffic impacts during peak periods, such as converting approved office to residential or hotel use.
- If additional residential uses are provided, they should include recreational facilities and other amenities for the residents, as well as affordable/workforce housing as indicated in the Areawide Land Use Recommendations.

- Public facility, transportation and infrastructure analyses should be performed in conjunction with any development application. The results of these analyses should identify necessary improvements, the phasing of these improvements with new development, and appropriate measures to mitigate other impacts. Also, commitments should be provided for needed improvements and for the mitigation of impacts identified in the public facility, transportation and infrastructure analyses, as well as improvements and mitigation measures identified in the Areawide Recommendations.
- Publicly accessible open space and urban design amenities should be provided consistent with the Areawide Urban Design Recommendations and the urban park and open space standards in the Areawide Environmental Stewardship Recommendations.
- The approved development made significant commitments to improve pedestrian and vehicular accessibility within the subarea and between the subarea and adjacent areas. With consideration of additional intensification, however, a grid of streets may be necessary. Intensification will depend on the degree to which access and circulation improvements are provided consistent with guidance in the Areawide Urban Design and Transportation Recommendations.
- Existing and approved building heights range from 65 feet for Tysons Corner Center to high-rise buildings approved at about 350 feet near the Metro station. Changes in approved building heights should continue to focus the tallest buildings within one-eighth mile of the Metro station; height in this area could be up to 400 feet. Building heights generally beyond one-eighth mile from the Metro station should be between 175 and 225 feet.
- On the east side of the mall, buildings facing across I-495 to the Regency or Encore multifamily developments should be oriented so that the longest dimensions of the buildings are not parallel to I-495. A variety of building heights should be provided. Changes in approved building heights should be consistent with the above guidance as well as with the Areawide Urban Design Recommendations.
- Potential circulator routes, as described in the Areawide Transportation Recommendations, extend through or abut portions of this subarea. Redevelopment proposals along the circulator routes should provide rights-of-way or otherwise accommodate these circulators and should make appropriate contributions toward their construction cost. See the discussion of Intensity section in the Areawide Land Use Recommendations.”

**TYSONS COMPREHENSIVE PLAN LAND USE CATEGORIES** (Page 22):  
Retail Mixed Use and Park/Open Space

**TYSONS COMPREHENSIVE PLAN BUILDING HEIGHT TIERS** (Page 116):  
Tier 1 (225' – 400'), Tier 2 (175' – 225') and Tier 3 (130' – 175')

## LAND USE ANALYSIS

The land use analysis evaluates whether the application is in general conformance with Comprehensive Plan objectives such as land use and intensity.

The subject application is proposed to develop under the Planned and Approved Development section of Tysons Corner Center Subarea 1 in the Comprehensive Plan. The applicant is not seeking the Comprehensive Plan's redevelopment option nor rezoning to the Planned Tysons Corner (PTC) District. The Comprehensive Plan permits modifications to proffered rezonings under the existing zoning district that were approved prior to the creation of the PTC District if the proposed changes do not increase the intensity by 5 percent of the approved floor area. The subject application produces a modest reduction in the overall intensity. This application will be evaluated to ensure that any proposed changes meet the overall vision for Tysons' evolution from a suburban office park to a well-designed 24/7 urban center.

### Land Use and Intensity

The subject application is designated as the Retail Mixed Use land use category on the Comprehensive Plan's Conceptual Land Use Map for Tysons (see Page 22). The Plan defines this category as follows (see Pages 21-23):

**“Retail Mixed Use:** These areas are planned for regional and sub-regional retail centers that should be complemented by a mix of residential, office, hotel, and arts/civic uses. The residential component should be on the order of 20% or more.”

The majority of the property is located within ¼ mile of the Tysons Corner Metro station. The overall existing, approved and proposed development at Tysons Corner Center includes a mix of residential, office, hotel, and arts/civics uses. The residential component for the overall project is approximately 29.6 percent, a slight increase over the existing approval.

According to the tabulations provided on the CDPA/FDPA, the proposed changes to Phases 3 and 4 may result in a change in the mix of uses, reducing the office use from approximately 28 to 21 percent, and increasing the residential use from approximately 61 to 67 percent and retail use from 11 to 12 percent for these two phases. Phases 3 and 4 are located further away from the Tysons Corner Metro station and a reduction in office development and an increase in residential use would be keeping with Plan objectives.

The intensity of uses in Phases 3 and 4 may be reduced by a small amount, from 1,099,300 square feet to 1,072,190 square feet, a reduction of 27,110 square feet from what is approved. However, the applicant proposes to possibly allocate the 27,110 square feet for retail/commercial uses which were entitled with the rezoning to Phases 3 or 4, or the existing mall. Additionally, the proposed changes to Phases 3 and 4 may result in a modest redistribution of intensity by increasing the total

development in Phase 3 by 9,750 square feet and decreasing the total development in Phase 4 by 33,060 square feet.

In addition to the proposed changes to the land use and intensity described above, the applicant has proposed several scenarios for the reallocation of unused density or the conversion of uses. One possible outcome is the reallocation of unused residential density from Phase 1, unused residential and office density from Phases 3 and 4 already entitled, plus any unused density from Phases 3 and 4 after those phases are built to the existing mall, which could result in up to an additional 145,000 square feet or more of additional retail located in the mall, or about a six percent increase over the existing mall development. Another scenario would transfer unused residential density from Phase 1 to Phase 2. Others would convert up to 50,000 square feet of residential and/or retail uses from Phases 2, 3, or 4 for additional office square footage in Building 4C; or transfer up to 75,000 square feet of planned use from any phase to the same use in another phase (which would need approval from the Zoning Administrator). Ultimately, the possible development scenarios would involve a relatively small percentage of total development that could potentially be transferred or converted in relation to the overall project. Additionally, the applicant has proffered that the potential reallocation of density would not reduce the minimum building heights and would maintain the overall urban form and building types depicted on the development plans.

Under the proposed mix of uses identified in the proffers, the applicant has included drive-in financial institutions provided that there is no adverse impact to the pedestrian realm and no additional vehicular entrances to the parking structures or property entrances/exits will be required. Given the subject property's location mostly within ¼ mile of the Tysons Corner Metro station and the desire to limit vehicular trips and encourage other modes of transportation in transit oriented development areas, it is recommended that any proposed drive-in bank use must be included on an FDP, so that its location and impacts can be fully evaluated.

The applicant has continued the prior commitment to provide at least one child care center, however that commitment may not occur until the final phase of development. In the 2007 rezoning, it would have been developed in the second of the four phases. It is recommended that a commitment to a child care center be established before the last phase of development in order to serve the significant number of residents/occupants who will live and work in Tysons Corner Center prior to that time.

The applicant is proposing to replace an existing commitment to locate a grocery store in Phase 2 with a commitment to provide goods and services that will meet the daily needs of the residents and shoppers of the property, such as food staples, produce, household products and dry-cleaning in one or more outlets including permanent and seasonal locations. The weakening of this commitment recognizes the goods and services that are either available now or are anticipated in Tysons that were nonexistent at the time of the 2007 rezoning.

The applicant will continue to provide, at no cost to Fairfax County, a centrally-located space of not less than 1,700 square feet in the existing shopping center or elsewhere on the property for use by

Fairfax County to serve the police, fire department and/or other users. This commitment was made during the initial rezoning.

Except for a couple of outstanding issues described above, staff believes the proposed land use and intensity are in conformance with the Comprehensive Plan.

### **Transportation**

Since the applicant is not rezoning to the PTC District, the proposed transportation improvements are not subject to the much of the current Comprehensive Plan guidance regarding transportation funding. With the completion of Phase 1, the applicant has completed a number of transportation improvements associated with Phase 1 and the larger site area. The applicant has proffered to additional transportation improvements that are tied to the other three phases of development. These commitments are in conformance with the Comprehensive Plan, subject to Fairfax County Department of Transportation's review of the proposed improvements to be credited against monetary obligations.

### **Affordable and Workforce Housing**

The Plan recommends that projects with a residential component should provide 20 percent affordable and workforce dwelling units if the projects are seeking to utilize the redevelopment option in the District recommendations of the Comprehensive Plan. The applicant is proposing to develop under the Planned and Approved Development option. As such, the applicant has brought forward the affordable housing commitment made at the time of the 2007 rezoning. It commits the applicant to providing 9 percent affordable housing at 70 percent or less of the Area Median Income (AMI) for the Washington D.C. Metropolitan Area. The applicant is proposing to distribute the affordable units across the three proposed residential buildings, providing up to 35 units in Building 3A, 26 units in Building 4A and 7 units in Building 4B.

The applicant is encouraged to meet the Comprehensive Plan guidance for the provision of affordable and workforce housing (Pages 33-35) by proffering to adhere to the Board of Supervisors' Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010. These guidelines may be accessed at:

[http://www.fairfaxcounty.gov/dpz/tysonscorner/tysons\\_wdu\\_policy\\_guidelines\\_final\\_signed.pdf](http://www.fairfaxcounty.gov/dpz/tysonscorner/tysons_wdu_policy_guidelines_final_signed.pdf)

This commitment is in general conformance with the Comprehensive Plan guidance on affordable and workforce housing.

### **Parking**

The Comprehensive Plan provides recommendations on maximizing the efficiency of parking to encourage transit use, walking, and bicycling; to limit the urban design impacts of parking; and to ensure that parking is priced such that spaces are available for those who choose to drive.

Parking will be provided in existing above grade and proposed below grade parking structures. Since the application is not zoned to the Planned Tysons Corner (PTC) District, it is not governed by the maximum parking ratios, designed to reduce amount of required parking in Tysons. The applicant has received approval from the Zoning Administrator via administrative interpretation, permission to utilize the lower PTC parking rates. The parking rates shown on the CDPA/FPDA reflect a range between the PTC rates and the approved CDP/FDP rates, resulting in a much lower amount of parking than the project was entitled.

The parking commitment is in general conformance with the Comprehensive Plan.

## **URBAN DESIGN ANALYSIS**

### **Street Grid and Design**

The Comprehensive Plan provides recommendations for both street grids (Pages 46-47, and 96) and street cross sections (Pages 48-56).

The subject property, with its existing mall, does not readily accommodate a grid of streets. However, a number of street improvements were approved with each phase of development as part of the 2007 rezoning. The applicant has already completed a number of improvements with the construction of Phase 1. Future improvements entail widening some existing streets within and surrounding the property, and the provision of sidewalks/trails and bicycle lanes to ease the multi-modal access to/from and within the property.

The proposed street improvements are in general conformance with the Comprehensive Plan.

### **Streetscape Design**

The Urban Design section of the Comprehensive Plan provides detailed guidance on streetscapes (Pages 96-108). The Plan defines three streetscape zones including the landscape amenity panel, sidewalk, and building zone. Each zone serves a distinct purpose and has varying dimensions based on the adjacent street type and land use.

There are a couple of areas of concern with regard to the provision of streetscapes in Phases 3 and 4. In Phase 3, the applicant has proposed a 10 foot sidewalk with no landscape buffer along the east side of Building 3A adjacent to Fashion Blvd. It is recommended that the applicant provide a 2 foot wide landscaped area and an 8 foot wide sidewalk in order to be more in keeping with the Plan guidance. This streetscape is part of the proposed Loop Trail and will likely be well used by pedestrians.

In Phase 4, the applicant has proposed reducing landscape amenity panel from 8 feet to 4 feet along the International Drive frontage in order to allow for an on-street bike lane. This alteration would allow for a 12 foot building zone to accommodate outdoor seating. Two options are proposed for the reduced area, one with street trees and the other with shrubs and planters. To address staff concerns about the survivability of trees within the 4 foot wide landscape amenity panel, the applicant has proffered to plant larger caliper trees and to be responsible for maintenance and replacement.

In the context of the overall goals of the Comprehensive Plan, the streetscape designs proposed in the subject application are in general conformance with the Plan.

### **Building Height**

The Plan states that building heights in Tysons should reflect the proposed intensity pattern. Under the Plan guidance, the tallest buildings are to be located closest to the Metro stations, with heights stepping down gradually as the distance from the stations increases.

Phases 3 and 4 are located within the Tier 2 area on the Comprehensive Plan's Conceptual Building Heights Map. Tier 2 recommends maximum building heights ranging from 175 to 225 feet, not including mechanical penthouses. The applicant is requesting height flexibility for two residential buildings, Buildings 3A and 4A, which are proposed to exceed this height range. The CDPA/FDPA shows both buildings with maximum heights of 280 feet, including penthouses up to 30 feet. The Plan recommends flexibility when evaluating building heights in certain circumstances.

*Height flexibility will be provided to facilitate the provision of affordable/workforce housing, as well as public and quasi-public uses such as a conference center or arts center.*

An affordable housing commitment of 9 percent in keeping with the 2007 rezoning approval is proposed. For the residential buildings where height flexibility is requested, the applicant indicates in the revised Statement of Justification dated July 22, 2015 that each building is proposed to be 250 feet excluding a 30-foot penthouse. However, the CDPA/FDPA only commits to a maximum building height of 280 feet; the penthouse height and use (mechanical or activity space) is unspecified. In addition to the provision of affordable housing units, it is recommended that the applicant commit to a maximum building height of 250 feet not including the (mechanical) penthouses as is described in the statement of justification.

The two residential buildings at 250 feet will be 100 feet less than the residential buildings adjacent to the metro station in Phases 1 and 2, which are each at 350 feet. The proposed building heights demonstrate a gradual stepping down as the distance from the station increases. It should be noted that the subject application is not located in proximity to any height sensitive uses, such as stable residential neighborhoods outside of Tysons.

This issue is not in conformance with the Comprehensive Plan.

### **Building Design**

The proposed building locations in Phase 3 and 4 are generally consistent with the approved CDP. The applicant has carried forward previous commitments to providing animated façade areas throughout the subject property. The proffers state that the buildings will be designed with high quality architecture and building materials. The applicant will provide the Providence District Supervisor and Planning Commission the opportunity to review and comment on the building architecture and materials prior to the submission of building plans for Phases 2, 3 and 4.

A significant change from the approved CDP is the removal of Building 3B which was located along Leesburg Pike and blocked the view of Parking Terrace B from the street. A proposed double row of street trees combined with the large setback and the low garage height along Leesburg Pike should minimize the visual impact of the parking garage.

The building design is in general conformance with the Comprehensive Plan.

### **Parks and Open Space**

The applicant will continue the commitment to provide two significant parks in Phases 3 and 4 which will integrate well with the existing and proposed development and the existing and approved parks in Phases 1 and 2. In Phase 3, an approximately 30,000 square foot community green is proposed and will include an open events lawn, with walking paths, seating, and street trees ringing the green. In Phase 4, an amenity terrace atop Parking Terrace A will include walking paths with seating, gardens, a children's active play area, a performance lawn with seasonal stage, a shade structure/pavilion, a small active/passive recreational area, and a dog exercise area (if not already provided in Phase 2).

The parks and open space commitment is in general conformance with the Comprehensive Plan.

### **Pedestrian and Bicycle Circulation**

An Overall Pedestrian Plan is included on the CDPA/FDPA which includes a number of improvements or changes. The applicant will continue its commitment to opening the interior mall corridors at least one hour before and one hour after the hours of operation for the Tysons Corner Metro station in order to provide convenient pedestrian access through the Tysons Corner Center property. The existing service entrance to the mall located kitty-corner to the community green will be opened to the public and provide a more direct pedestrian link from Phase 3 to the Tysons Corner Metro station. The lowered height of Parking Terrace A in Phase 4 as compared to the existing approval will allow the applicant to provide direct pedestrian access to the proposed amenity terrace from International Drive via stairs, a ramp and elevator.

One outstanding concern is that while the applicant acknowledges that they or others may choose to construct an elevated pedestrian bridge across International Drive that would connect Phase 4 with Sub-Area 5 of the Tysons Central 123 District, the applicant has not committed to provide a potential location for the bridge landing on the subject property. Without such a commitment, it is may reduce the ability for a bridge to be constructed.

The pedestrian and bicycle circulation commitment is in general conformance with the Comprehensive Plan.

PGN: JRB



# County of Fairfax, Virginia

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

**DATE:** August 7, 2015

**TO:** Barbara Berlin, Director  
Zoning Evaluation Division  
Department of Planning and Zoning (DPZ)

**FROM:** *Barbara Byron*  
Barbara Byron, Director  
Office of Community Revitalization (OCR)

**SUBJECT:** Tysons Corner Center Phases 3 & 4 - REVISED  
CDPA/FDPA 2004-PR-044, PCA 2004-PR-044-2

The Office of Community Revitalization (OCR) has reviewed the above referenced applications, including the CDPA/FDPA dated June 5, 2015, and draft proffers dated June 15, 2015. The following analysis and recommendations are offered for consideration regarding this application.

## General Comments:

The overall design for Tysons Corner Center Phases 3 & 4 meets the urban design intent of the Comprehensive Plan for a pedestrian-oriented, mixed use development around the existing retail center. The application area is primarily within 10 acres of existing surface and structured parking lots on the 78 acre Tysons Corner Center development. The mix of uses, building forms, and public spaces will continue to support the repositioning of this site from a suburban retail mall into a vibrant, mixed-use center that has begun with the successful implementation of Phase 1.

The proposed development plan amendment does not add any additional gross floor area over the previous approval. The land use mix and building forms are largely consistent with the previous approval under RZ 2004-PR-044. This analysis incorporates a comparison of the existing approval and the proposed development amendment.

## CDPA/FDPA 2004-PR-044 Detailed Comments:

1. Street Grid and Block Length: All of the vehicular access to the proposed buildings is provided through private streets. Phase 3 includes frontage along Leesburg Pike (Rt. 7) and Phase 4 includes frontage along International Drive (Rt. 5064). No new vehicular access points are proposed on either of those public streets. The Phase 3 site design retains the previously approved grid consisting of two blocks. Phase 4 retains the previously approved block length of approximately 600ft, however the lengths of proposed Buildings 4-A, 4-B, and 4-C are proposed to be reduced along International Drive. The

Office of Community Revitalization  
12055 Government Center Parkway, Suite 1048  
Fairfax, VA 22035  
703-324-9300, TTY 711  
www.fcrcv.org



proposed reduction of building size will increase the porosity of the street wall along International Drive, creating enhanced visual and pedestrian access to the proposed Amenity Terrace.

2. Proposed Uses and Impacts on Urban Design: In Phase 3, the applicant proposes to remove a previously approved, but not constructed, office building (Building 3-B) and increase the size of the residential building (Building 3-A) while retaining ground floor retail in Building 3-A. In conjunction with the proposed Community Green, the arrangement of uses will complement each other and the existing mall and create a vibrant, active place.

The proposed Phase 4 land use is largely consistent with the previous approval under RZ 2004-PR-044. There is a reduction of 61,640 sq.ft. of office use and an increase of 38,360 sq.ft. of residential use. Building 4-B is proposed to have residential over retail uses along International Drive, and the previously approved retail building (4-D) on the Amenity Terrace has been removed to allow for more flexible pop-up or booth retail uses to be programmed in that space. The arrangement of uses within Phase 4 works well with the existing and proposed uses, and will create an active street presence along International Drive. The proposed Amenity Terrace, which has been reduced in height from the previous approval, will create an active interior public space to draw patrons into the site.

3. Pedestrian Hierarchy: The applicant has provided an Overall Pedestrian Plan. While the proposed pedestrian plan has not utilized the recommended language provided in the Tysons Urban Design Guidelines (TUDG) to describe the corridor types, the nomenclature is consistent with the previous approval. As noted, a lower height is proposed for the Phase 4 Amenity Terrace as compared to the existing approval, which has allowed the applicant to provide direct pedestrian access to the proposed Amenity Terrace from International Drive via stairs, ramp, and elevator.

The following issues remain outstanding:

- a. Additional streetscape enhancements should be provided along Fashion Boulevard to enhance the proposed 'Loop Trail'. Recommended enhancements are identified in the Streetscape Design section below.
  - b. The applicant has acknowledged in Proffer 31 that a potential elevated pedestrian bridge over International Drive may be proposed by others. The applicant has not committed to provide a potential landing for the site, either at a proposed building or within the proposed building zone. Without a commitment to provide a landing, it may be difficult to ensure that the potential elevated bridge could be constructed.
4. Streetscape Design: The applicant has not proffered to use the TUDG standards or proposed its own design standards for use throughout the 78 acre development. However, the application is generally responsive to the recommendations of the Comprehensive Plan and the TUDG regarding streetscape dimensions. Many of the streets within the proposed development are private and the proposed streetscape standards meet or exceed the private street standards in the TUDG. The applicant has also provided site furnishing materials and wall renderings as part of the FDP which are consistent with furnishings currently provided within the development, and has proffered to maintain all of the streetscape areas within the Pedestrian Realm.

The following issues remain outstanding:

- a. In Phase 3, the applicant has proposed a 10-foot sidewalk on Fashion Boulevard, along Building 3-A, with no landscape buffer adjacent to the curb. In order to better buffer pedestrians from traffic and provide visual relief, the applicant should provide a 2-foot wide landscape planting area adjacent to Fashion Boulevard and an 8-foot sidewalk. This section of streetscape is a key element of the proposed 'Loop Trail' and is expected to be well used by pedestrians.
  - b. In Building 3-A, the existing parking entrance from Fashion Boulevard and the proposed garage are directly adjacent to each other and create a wide zone of potential pedestrian and vehicular conflicts. The applicant should provide paving changes where the sidewalk crosses these two vehicular entrances to help pedestrians identify potential vehicular traffic conflicts, per the TUDG.
  - c. The applicant has proposed a reduced landscape amenity panel along International Drive. The TUDG recommends a minimum 8-foot landscape amenity panel; the applicant has proposed a 4-foot landscape amenity panel. The reduced landscape amenity panel is to allow the applicant to provide an on-street bike lane without reducing the area available for outdoor seating within the proposed 12-foot building zone. Despite the reduced open soil area, the applicant would like to preserve an option to plant street trees within this zone. There are two options provided, one with street trees and one with no trees, but low-growing shrubs and planters. While OCR has concerns with the quality and survivability of trees within the constrained landscape amenity panel, the applicant has proffered to provide 4" caliper trees and be responsible for maintenance and replacement.
  - d. The applicant should utilize supported pavement technologies, such as structural cells within all landscape amenity panels as necessary to enhance street tree health. This is of particular importance along International Drive where the Landscape Amenity Zone is below the size recommended in the TUDG.
5. Building Design and Activation: Generally, the building framework and massing are consistent with the recommendations of the TUDG and previously approved CDP. Active uses, including retail and lobby spaces for residential and office uses are located along pedestrian corridors and adjacent to the proposed park spaces. The applicant has included proffer language that provides flexibility in building design and to provide architectural variety. In addition, the proffers commit the applicant to the high-quality architecture and building materials as illustrated on the CPDA/FPDA. The CPDA/FPDA designates Animated Façade Areas at the street level within all four of the proposed buildings. An example retail/animated façade diagram identifying transparent storefront system and active uses within these areas provides a standard for the expected character and quality of the proposed development. Prior to submission of building plans the applicant will provide the Planning Commission information on the building architecture and materials and additional information on the Animated Façade Areas.

The following issues remain outstanding:

- a. The applicant should commit to a minimum of 16 feet for the first floor heights, exclusive of the parking structures. This minimum height allows for flexibility in the first floor uses, and encourages retail, which contributes to an active pedestrian environment.
- b. The applicant should provide roll-down doors, or similar treatments, for garage entrances for Buildings 3-A and 4-C. This would minimize views into the garages and loading areas from the

street level. The door materials and design should be included with the building design submission provided to the Planning Commission at the time of building plan submission.

6. Utilities: The CDPA/FDPA indicates potential locations for electrical and stormwater vaults throughout the development. The electrical vaults located along International Drive are shown outside of the proposed right-of-way.
7. Parking Structure Design: Parking is provided in existing parking structures or integrated below grade with the buildings. However, due to the elimination of Building 3-B, Parking Terrace B will remain visible from Leesburg Pike. In order to minimize the visibility of Parking Terrace B from Leesburg Pike, the applicant has provided a double row of trees along that street frontage. These additional plantings, along with the low garage height and large setback from Leesburg Pike, should minimizing the visual impact of the exposed parking garage.
8. Urban Parks: The applicant is proposing a two significant parks within the development. The scale and types of parks compliment the proposed development and adjacent uses and provide open space to meet the needs of this development, and coordinate well with the other public plaza space provided in Phase 1. The Community Green is a 30,000 sq.ft. park that relates well to the proposed retail and residential uses within Phase 3. The Amenity Terrace, proposed on top on existing parking Terrace A, provides opportunities for outdoor recreation and entertainment programming within Phase 4. With direct connections to both residential buildings 4-A and 4-B, the Mall, and International Drive, having a programmable space with amenities should help to draw activity to the park and create an opportunity to echo the types of programming currently provided at The Plaza in Phase 1.
9. Interim Conditions: The application does not provide information indicating how the development could be potentially built out. Phase 3 is likely to be redeveloped at one time. Phase 4 with its multiple buildings may have interim development phases.

The following issue remains outstanding:

- a. While retaining flexibility, the applicant should provide interim development treatments in Phase 4 to ensure that a safe and attractive pedestrian experience along International Drive continues to occur throughout Phase 4 construction.

CC: Suzanne Wright, Staff Coordinator, DPZ/ZED  
Scott Sizer, Revitalization Program Manager, OCR  
OCR File

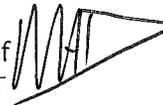


# County of Fairfax, Virginia

## MEMORANDUM

DATE: August 11, 2015

TO: Barbara Berlin, Director  
Zoning Evaluation Division, DPZ

FROM: Michael Davis, Acting Chief   
Site Analysis Section, DOT

SUBJECT: PCA 2004-PR-044-02; CDPA/FDPA 2004-PR-044 Tysons Corner Property Holdings, LLC  
Land Identification Maps: 39-2 ((01)) 0002 & 29-4 ((01)) 0035A

This department has reviewed the subject rezoning submittal including proffers and development plans dated April 24, 2015, and a TDM Implementation Plan dated April, 2015. The applicant has returned to amend their original submission by continuing with Phases 3 & 4 of the previously approved rezoning. With this continued development, the applicant is proposing to construct 719,485 SF of Residential, 219,660 SF of office, and 133,045 SF of Retail/Commercial development, totaling 1,072,190 SF.

The applicant has addressed a majority of the critical transportation issues identified in the Comprehensive Plan in this application. These are outlined below along with outstanding issues yet to be resolved.

- o Proffer comments outstanding
  - o Estimates recently provided by the applicant's contractor (Stantec) for two different Rt. 7 improvements were extremely deficient. The proffers call for complete construction of these improvements and based on the estimated costs, it is not feasible for the projects to be completed based on the estimate provided. The Transportation Design Division (TDD) of FCDOT was asked to review the estimates. They provided an itemized list of costs to be incorporated. This was provided to the applicant who stated they would meet with their contractor to address the deficiencies. It is expected that this applicant will meet the financial obligations associated with completing the previously proffered improvements to Route 7.
  - o The applicant has revised the transportation proffers, specifically the supplemental transportation contributions. The previous 6 proffers (now combined into 1 proffer) state that contributions will be made on a building by building basis, at the first RUP/non-RUP with varied triggers (based on development type and occupancy). FCDOT feels strongly that the contributions should be made at the issuance of the first RUP/non-RUP regardless of

Ms. Barbara Berlin, Director  
August 10, 2015  
Page 2 of 4

additional triggers. This will ensure that any necessary transportation improvements can be made as a result of the development and its construction.

- Leesburg Pike (Route 7)
  - Issues addressed
    - Elimination of select head in parking spaces to accommodate streetscape along the applicant's frontage
    - Providing enhanced curb ramps to accommodate both pedestrians and cyclists using the specified loop trail on the applicant's property
    - Expanding the sidewalk width around the radius of curb at Fashion Boulevard to accommodate both cyclists and pedestrians
  - Issues outstanding
    - The Fairfax County Comprehensive Plan calls for a widening of Route 7 to eight lanes. The applicant has proffered to provide the required additional lane along their frontage, but have not dedicated all of the necessary right of way required by the County in order to accommodate the proposed cross section of 82.5' to include the full width of the sidewalk (currently providing 81'). The sidewalk needs to be fully in the right-of-way to be maintained by VDOT. After meetings, the applicant is aware that while the proposed widening (and supporting cross section detailing the necessary dimensions) is currently being studied.
- International Drive
  - Issues addressed
    - The applicant has provided an on-road bike lane along the International Drive frontage consistent with the Fairfax County Bicycle Master Plan, however its width is less than the optimal width of 5 feet (plus two foot gutter pan).
    - The streetscape along International Drive includes all required elements, per the Design Standards, however (overall dimensions) were compromised due to the applicants desire for an expanded building zone and additional topographical constraints. While certain elements of the streetscape are "substandard," it was decided that the overall cross-section would provide an attractive and functional streetscape based on the provided designs and concepts from the applicant, and still meet the needs of those utilizing this area regardless of their modal choice.
  - Issues outstanding
    - We are still awaiting a revision of the International Drive design waivers to encompass the entirety of the applicant's frontage, not just building 4B

Ms. Barbara Berlin, Director  
August 10, 2015  
Page 3 of 4

- Fashion Boulevard
  - Issues addressed
    - The applicant is providing a widened outer travel lane to accommodate shared usage between cyclists and automobiles as it is part of their designated loop trail. The applicant is providing on-road pavement markings (sharrows) and necessary signage to advise users that the lane is for shared use.
  - Issues outstanding
    - While this is a private street, and therefore not required to be provided, FCDOT requested sight distance calculations for entry/exit of the building 3A garage. This request was denied by the applicant.
  
- Internal streets (Ring Roads)
  - Issues addressed
    - The applicant removed a drop off/loading area to building 4C upon FCDOT's analysis of the increase conflicts it created at the intersection of the garage/loading access points.
  
- Additional comments for Phases 3 & 4
  - Issues addressed
    - The applicant was initially providing severely inadequate bicycle parking accommodations. After meeting with staff on the issue, the applicant revised their proffers and is now providing sufficient bicycle accommodations throughout Phases 3 & 4.
  - Issues outstanding
    - FCDOT still has some concern with the day to day functionality of Private Alley H. The proposed loading entrance for both buildings 4A and 4B and residential vehicular entry/exit take place in extremely close proximity. This is seen as a concern from a conflict and safety standpoint. With the narrow alley and various services sharing the small area, FCDOT felt a dock master or coordinated loading timing should be in place. The applicant deferred to their reputation and experience of handling similar situations successfully and assured they would coordinate timing in an appropriate manner. No permanent monitoring or coordination by a dock master is being provided.

Ms. Barbara Berlin, Director  
August 10, 2015  
Page 4 of 4

- Waiver comments
  - Waiver FC\_S01 - Streetscape zone width on International Drive
    - As mentioned above, the overall streetscape of International varies throughout the applicant's frontage. While this waiver is supported, it should be revised and resubmitted to apply to the entire frontage (buildings 4A, 4B, and 4C).
  - Waiver FC\_S02 - Streetscape zone width on Fashion Boulevard
    - This waiver is not supported as written and was asked to be revised to match previous agreements between the County and the applicant. Options were provided to the applicant toward satisfying this request.
  - Waiver FC\_S03 - Streetscape zone along Fletcher Street
    - Waiver should be revised to include a 2' building zone so as to not allow certain elements to interfere with the pedestrian realm.
  - Waiver FC\_S05, FC\_S06, FC\_S07 - Streetscape zone width on Inner Ring Road G, Tysons One Place, Inner Ring Road G
    - Applicant should correct dimension error and resubmit waivers.
  - Waiver FC\_P01 - Curb Parking on International Drive from Fletcher Street to Tysons One Place
    - No objection to this waiver, however it should be stated that the reason for the applicant's inability to provide curb parking is not due solely to the County's desire to uphold the Bicycle Master Plans on-road bike lane recommendation. It is also in part due to the applicant's expressed need for a larger building zone to attract tenants.
  - Waiver FC\_B02 - Bike lane on Fletcher Street
    - While this waiver is supported, it should be noted that the applicant has not agreed to provide necessary pavement markings and signage throughout this section as it is part of their designated loop trail. They are providing such signage/markings along Fashion Boulevard per the County's request.

- All other waivers submitted by the applicant were supported by FCDOT.

- TDM comments
  - The TDM proffers were updated to reflect consistency with FCDOT's current TDM guidelines, updated in 2013. This included restructuring the Incentive, Penalty, and Remedy Funds to be consistent with other Tysons developments.



# County of Fairfax, Virginia

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

August 6, 2015

William F. Johnson., Senior Associate  
Wells & Associates  
11441 Robertson Drive, Suite 201  
Manassas, VA 20109

REFERENCE: CPDA/FDPA 2007-PR-044 - Tysons Corner Center Phases 3 and 4

Dear Will:

This department has completed its review of proposed waivers to urban street design standards utilized in the Tysons Corner Urban Center. These standards were adopted by the Board of Supervisors on September 13, 2011. Waivers to VDOT urban design street standards were filed and reviewed separately. The following waivers applicable to the County were proposed. Comments are discussed with each proposal.

- FC\_S01: Streetscape Zone Width on International Drive from Fletcher Street to Tysons One Place

Waiver is generally supported; however the applicant should provide an option in the event that an active streetscape presence is not provided within the building zone. Additionally, the waiver should be revised to apply to the entire stretch of International Drive (fronting buildings 4A, 4b, and 4C) since waivers are requested for the entire frontage.

- FC\_S02: Streetscape Zone Width on Fashion Boulevard

Waiver not supported as written. Waiver should be revised to reflect 8' sidewalk with 2' landscaping panel. Applicant has verbally stated they would provide. As an alternative (and not discussed to date with the applicant) is that a 2' hardscape, in lieu of a landscaped area, could be acceptable if a different material than the sidewalk. (Visual and material impediment to Fashion Blvd for peds).

- FC\_S03: Streetscape Zone Width on Fletcher Street

In light of the potential entrance shown on the plans for building 4A (on Fletcher Street), it is difficult to see how a 10' sidewalk will not be impeded without a building zone in this area. The applicant should revise to include a 2' building zone and an 8' sidewalk.

Fairfax County Department of Transportation

4050 Legato Road, Suite 400

Fairfax, VA 22033

Phone: (703) 877-5600 TTY: 711

Fax: (703) 877-5723

[www.fairfaxcounty.gov/fcdot](http://www.fairfaxcounty.gov/fcdot)



- FC\_S04: Streetscape Zone Width on Tysons One Place

There is no objection to this waiver.

- FC\_S05: Streetscape Zone Width on Inner Ring Road G

No general concerns with this waiver, however the applicant should clarify the error in landscape amenity panel width (waiver shows 6' and 8' while the FDP shows 0'). Please revise to show intended Streetscape Zone Width along this area.

- FC\_S06: Streetscape Zone Width on Tysons One Place

Staff supports this waiver as long as it only applies to the mall (or west) side of Inner Loop Road E, not to both sides. Additionally no elements should impact the pedestrian's ability to have full use of the 8'+/- sidewalk.

- FC\_S07: Streetscape Zone Width on Inner Ring Road G

No general concerns with this waiver, however the applicant should clarify the error in landscape amenity panel width (waiver shows 6' and 8' while the FDP shows 0'). Please revise to show intended Streetscape Zone Width.

- FC\_P01: Curb Parking on International Drive from Fletcher Street to Tysons One Place

There is no objection to this waiver; however the reasoning for the inability to provide parking is not solely due to the County's desire for an on-road bike lane (per bike master plan). It is in part also due to the applicants need for a larger building zone.

- FC\_P02: Streetscape Zone Width on Inner Ring Road G

There is no objection to this waiver.

- FC\_P03: Curb Parking on International Drive from Fletcher Street to Tysons One Place

There is no objection to this waiver.

- FC\_P04: Streetscape Zone Width on Inner Ring Road G

There is no objection to this waiver.

- FC\_P05: Curb Parking on International Drive from Fletcher Street to Tysons One Place

There is no objection to this waiver.

- FC\_P06: Streetscape Zone Width on Inner Ring Road G

There is no objection to this waiver.

- FC\_P07: Streetscape Zone Width on Inner Ring Road G

There is no objection to this waiver.

- FC\_B01: Bike Lane on Fashion Boulevard

Staff supports this waiver. However, in the absence of a bike lane, sharrows and signage should be provided at a minimum along road segments outlined by the applicant as the "loop trail."

- FC\_B02: Bike Lane on Fletcher Street

Staff supports this waiver. However, in the absence of a bike lane, sharrows and signage should be provided at a minimum along road segments outlined by the applicant as the "loop trail."

- FC\_B03: Bike Lane on Tysons One Place

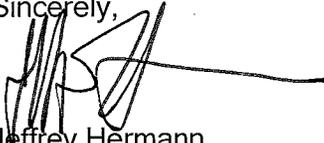
There is no objection to this waiver.

- FC\_B04: Bike Lane on Inner Ring Road G

There is no objection to this waiver.

Please contact me at 703 877-5600 if there are any questions about this response.

Sincerely,



Jeffrey Hermann  
Transportation Planner IV

JCH



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** August 10, 2015

**TO:** Barbara Berlin, Director  
Zoning Evaluation Division, DPZ

**FROM:** Denise M. James, Chief  
Environment and Development Review Branch, DPZ

**SUBJECT:** Environmental Assessment: PCA 2004-PR-044-02  
Tysons Corner Center, Phases 3 and 4

This memorandum, prepared by Mary Ann Welton, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject application, Proffered Condition Amendment (PCA) 2004-PR-044-02, revised through July 22, 2015 and proffers revised through June 15, 2015. The extent to which the application conforms to the applicable guidance contained in the Comprehensive Plan is noted. Possible solutions to remedy identified issues are suggested.

### COMPREHENSIVE PLAN CITATIONS:

The Comprehensive Plan is the basis for the evaluation of this application. The assessment of the proposal for conformity with the environmental recommendations of the Comprehensive Plan is guided by the following citations from the Plan:

The Fairfax County Comprehensive Plan, 2013 Edition, Area II Tysons Corner Urban Center, as amended through April 29, 2014 under Areawide Recommendations, Environmental Stewardship section, pages 72-84, addresses Stormwater Management, Natural Resource Management, Tree Canopy Goals, Information and Communication Technology, Green Buildings and Environmental Stewardship Guidelines and may be accessed at:

<http://www.fairfaxcounty.gov/dpz/comprehensiveplan/area2/tysons1.pdf>

The Fairfax County Comprehensive Plan, 2013 Edition, Policy Plan, Environment, as amended through July 1, 2014, pages 7-9 states:



- “Objective 2: Prevent and reduce pollution of surface and groundwater resources. Protect and restore the ecological integrity of streams in Fairfax County.**
- Policy a. Maintain a best management practices (BMP) program for Fairfax County and ensure that new development and redevelopment complies with the County’s best management practice (BMP) requirements. . . .
- Policy j. Regulate land use activities to protect surface and groundwater resources. . . .
- Policy k. For new development and redevelopment, apply better site design and low impact design (LID) techniques such as those described below, and pursue commitments to reduce stormwater runoff volumes and peak flows, to increase groundwater recharge, and to increase preservation of undisturbed areas. In order to minimize the impacts that new development and redevelopment projects may have on the County’s streams, some or all of the following practices should be considered where not in conflict with land use compatibility objectives:
- Minimize the amount of impervious surface created.
  - Site buildings to minimize impervious cover associated with driveways and parking areas and to encourage tree preservation.
  - Where feasible, convey drainage from impervious areas into pervious areas. . . .
  - Encourage fulfillment of tree cover requirements through tree preservation instead of replanting where existing tree cover permits. Commit to tree preservation thresholds that exceed the minimum Zoning Ordinance requirements. . . .
  - Encourage the use of innovative BMPs and infiltration techniques of stormwater management where site conditions are appropriate, if consistent with County requirements.
  - Apply nonstructural best management practices and bioengineering practices where site conditions are appropriate, if consistent with County requirements. . . .
  - Maximize the use of infiltration landscaping within streetscapes consistent with County and State requirements.”

The Fairfax County Comprehensive Plan, 2013 Edition, Tysons Corner Urban Center, Area-wide Recommendations: Environmental Stewardship, as amended through April 29, 2014, page 74 states:

“Receiving waters downstream of Tysons should be protected by reducing runoff from impervious surfaces within Tysons. By using a progressive approach to stormwater management, downstream stormwater problems can be mitigated and downstream restoration efforts can be facilitated. Achieving a goal of retaining on-site and/or reusing the first inch of rainfall will ensure that runoff characteristics associated with the site will mimic those of a good forest condition for a significant majority of rainfall events.

Measures to reach this goal may include application of Low Impact Development (LID) Techniques (including but not limited to rain gardens, vegetated swales, porous pavement, vegetated roofs, tree box filters, and water reuse). The incorporation of LID practices in the rights-of-way of streets will also support this goal; such efforts should be pursued where allowed. There is also a potential for the establishment of coordinated stormwater management approaches to address multiple development sites.”

The Fairfax County Comprehensive Plan, 2013 Edition, Policy Plan, Environment, as amended through July 1, 2014, page 10 states:

**“Objective 3: Protect the Potomac Estuary and the Chesapeake Bay from the avoidable impacts of land use activities in Fairfax County.**

Policy a. Ensure that new development and redevelopment complies with the County's Chesapeake Bay Preservation Ordinance....”

The Fairfax County Comprehensive Plan, , 2013 Edition, Policy Plan, Environment section as amended through July 1, 2014, page 11-12 states:

**“Objective 4: Minimize human exposure to unhealthful levels of transportation generated noise.**

Policy a: Regulate new development to ensure that people are protected from unhealthful levels of transportation noise....

New development should not expose people in their homes, or other noise sensitive environments, to noise in excess of DNL 45 dBA, or to noise in excess of DNL 65 dBA in the outdoor recreation areas of homes. To achieve these standards new residential development in areas impacted by highway noise between DNL 65 and 75 dBA will require mitigation. New residential development should not occur in areas with projected highway noise exposures exceeding DNL 75 dBA.”

The Fairfax County Comprehensive Plan, 2013 Edition, Policy Plan, Environment, as amended through July 1, 2014, page 19 -20 states:

**“Objective 13: Design and construct buildings and associated landscapes to use energy water resources efficiently and to minimize short- and long-term negative impacts on the environment and building occupants.**

Policy a. In consideration of other Policy Plan objectives, encourage the application of energy conservation, water conservation and other green building practices in the design and construction of new development and redevelopment projects. These practices may include, but are not limited to:

- Environmentally-sensitive siting and construction of development;
- Application of low impact development practices, including minimization of impervious cover (See Policy k under Objective 2 of this section of the *Policy Plan*);
- Optimization of energy performance of structures/energy-efficient design;
- Use of renewable energy resources;
- Use of energy efficient appliances, heating/cooling systems, lighting and/or other products;
- Application of best practices for water conservation, such as water efficient landscaping and innovative wastewater technologies, that can serve to reduce the use of potable water and/or reduce stormwater runoff volumes;
- Reuse of existing building materials for redevelopment projects;
- Recycling/salvage of non-hazardous construction, demolition, and land clearing debris;
- Use of recycled and rapidly renewable building materials;
- Use of building materials and products that originate from nearby sources;
- Reduction of potential indoor air quality problems through measures such as increased ventilation, indoor air testing

and use of low-emitting adhesives, sealants, paints/coatings, carpeting and other building materials;

- Reuse, preservation and conservation of existing buildings, including historic structures;
- Retrofitting of other green building practices within existing structures to be preserved, conserved and reused;
- Energy and water usage data collection and performance monitoring;
- Solid waste and recycling management practices; and
- Natural lighting for occupants. . . .”

Encourage commitments to implementation of green building practices through certification under established green building rating systems for individual buildings (e.g., the U.S. Green Building Council’s Leadership in Energy and Environmental Design for New Construction [LEED-NC®] or the U.S. Green Building Council’s Leadership in Energy and Environmental Design for Core and Shell [LEED-CS®] program or other equivalent programs with third party certification). An equivalent program is one that is independent, third-party verified, and has regional or national recognition or one that otherwise includes multiple green building concepts and overall levels of green building performance that are at least similar in scope to the applicable LEED rating system . . . .”

The Fairfax County Comprehensive Plan, 2013 Edition, Tysons Corner Urban Center, Areawide Recommendations, as amended through April 29, 2014, page 76 states:

“Currently Fairfax County encourages new buildings in mixed use centers to have Leadership in Energy and Environmental Design (LEED) certification, or the equivalent. The concept of green buildings recognizes that certain design and construction practices can increase the efficiency of resource use, protect occupants’ health and productivity, and reduce waste and pollution. LEED, developed by the U.S. Green Building Council, is just one rating system used to measure a building’s effectiveness on these measures. Non-residential development in Tysons should achieve LEED Silver certification or the equivalent, at a minimum. Residential development should be guided by the Policy Plan objectives on Resource Conservation and Green Building Practices. . . .”

## ENVIRONMENTAL ANALYSIS

The rezoning application for the Tysons Corner Property was approved under the Planned Development Commercial District (PDC) in January 2007. This conceptual /final development plan amendment and proffer condition amendment request approval to modify the land use intensity and mix of uses for Phase 3 and Phase 4. The 2007 approval was for a total of 1,099,300 square feet; this current proposal seeks a reduction to 1,072,190 square feet with a larger component of residential use and smaller amounts of non-residential development.

This section identifies the environmental concerns raised by an evaluation of this site and the proposed land use. Solutions are suggested to remedy the concerns that have been identified by staff. There may be other acceptable solutions.

**Stormwater Management:** Phases 3 and 4 represent a 10.10 acre portion of the larger Tysons Corner Center property which falls within the Scotts Run watershed. The site is located within the area bounded by International Drive and Fletcher Street on the west, Leesburg Pike on the south and Fashion Boulevard and the Capital Beltway on the east. The stormwater management proffer indicates that a master stormwater management plan was approved for the entire property subsequent to the 2007 rezoning.

Because the existing development has no stormwater detention, the applicant has reaffirmed a commitment for a 43% reduction in the peak rate of runoff from the property for the 10-year storm. For this application, the proffer commits to providing a current stormwater plan for each site plan with updated water quality and water quantity control computations as may be required by the Department of Public Works and Environmental Services (DPWES).

Regarding water quality control measures for the site, the proffer indicates that because this application is redevelopment, a 14% reduction in phosphorous load discharged for the entire site will be achieved through the use of a variety of water quality control measures which include the following:

- underground vaults;
- cisterns;
- sand filters;
- filterra;
- intensive green roofs;
- pervious pavers; and
- stormwater planters.

Even though this application is generally being reviewed under stormwater requirements which prevailed at the time of the 2007 rezoning, staff encourages the applicant to look for opportunities to provide a stormwater detention onsite as well as measures/facilities to reuse that water consistent with current Comprehensive Plan guidance for stormwater management in Tysons.

Staff notes that between the June 15, 2015 proffer submission and the July 22, 2015 proffer revision that the stormwater proffer supported and identified many of the various low impact development (LID) measures proposed to treat and retain runoff onsite; however, certain

measures were eliminated from the July 22<sup>nd</sup> proffer, namely, cisterns, intensive green roofs and plaza landscaping. Staff commends the applicant's efforts to treat and retain runoff onsite, and encourages the applicant to revise the proffer to include all LID measures as shown on the development and previously identified in the June 15, 2015 proffer statement.

The applicant currently commits to maintain all the stormwater management facilities, as proposed and any additional stormwater management facilities which may be required, as site plans are submitted for each aspect of the development. The adequacy of stormwater management/best management practice facilities and outfall will be subject to review and approval by DPWES.

**Noise:** The noise attenuation proffer for the 2007 rezoning has been reaffirmed for this application. The proffer provides a commitment to provide a refined acoustical analysis at the time of the respective building plan submission for each residential building in order to confirm that each residential building conforms to the Policy Plan guidance regarding noise mitigation for new residential use. It is noted that none of the proposed residential buildings within Phases 3 and 4 appear to be exposed to significant sources of highway noise.

**Green Building:** The Policy Plan incorporates guidance in support of the application of energy conservation, water conservation and other green building practices in the design and construction of new development and redevelopment projects. For the Tysons area, the Comprehensive Plan further recommends LEED Silver certification or an equivalent for non-residential development and LEED certification for residential development.

At the time of the approval of rezoning application, RZ 2004-PR-044 for the subject property, the Comprehensive Plan did not contain any green building recommendations in Tysons and the approved rezoning for the subject property did not include any commitments for LEED certification or the equivalent. Given the current Comprehensive Plan guidance, staff encouraged the applicant to commit to the attainment of LEED Silver for non-residential buildings and LEED certification or the equivalent for residential development. The applicant has provided a proffer which commits to achieve the goal of LEED NC certification for residential or LEED for Homes at the time of the project's registration. The proffer also provides flexibility for the applicant to attain alternative certifications, such as Earth Craft or the 2012 National Green Building Standard using the Energy Star Qualified Homes path for energy performance subject to the Environment and Development Review Branch approval.

Regarding non-residential buildings, the proffer commits to provide a specific list of credits within the most current version of the United States Green Building Council's Core and Shell (LEED-CS) rating system at the time of the project's registration. Given the aforementioned planning and zoning history of the site and the limited scope of the proposed amendment under the current application, staff is satisfied with the green building commitments for non-residential and residential development.



# FAIRFAX COUNTY PARK AUTHORITY



## M E M O R A N D U M

**TO:** Barbara Berlin, AICP, Director  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Sandy Stallman, AICP, Manager *AD for SS*  
Park Planning Branch, PDD

**DATE:** June 17, 2015

**SUBJECT:** PCA 2004-PR-044-2 and CDPA/FDPA 2004-PR-044, Tysons Corner Center  
Tax Map #: 29-4 ((1)) 35A, 35C, 35D, 35E, 35F; 39-2 ((1)) 2, 5, 4

The Park Authority staff has reviewed the proposed Proffer Condition Amendment (PCA) and Conceptual Development Plan Amendment/Final Development Plan Amendment (CDP/FDP), dated December 19, 2014 with revisions through June 5, 2015 for the subject property. This memorandum provides comments regarding impacts to park and recreation resources and levels of service of the proposed development.

### BACKGROUND

The applicant obtained zoning approval in 2007 to allow transit-oriented intensification of the Tysons Corner Center Mall property in the PDC zoning district. This was done prior to the major amendment to the Comprehensive Plan for Tysons in 2010. The current requested zoning changes focus on Phases 3 and 4 of the proposed development and are being made in conformance with the base development level in the adopted Comprehensive Plan. No increase in the total approved GFA is being requested, although the development plan shows a shift in uses and an increase of 228 residential units, resulting in an increased population over the previously approved plan.

### COMPREHENSIVE PLAN GUIDANCE

The Park Authority analysis is based on general and specific guidance regarding parks and resources in the Comprehensive Plan. The Policy Plan describes the need to mitigate adverse impacts to park and recreation facilities caused by growth and development; it also offers a variety of ways to offset those impacts, including contributions, land dedication, development of facilities, and others (Parks and Recreation, Objective 6, p.8). The Parks and Recreation element of the Policy Plan includes an Urban Parks Framework that provides an urban parkland standard and detailed guidance on urban park development. The evaluation is also based on guidance provided in the Tysons Corner Areawide Environmental Stewardship section of the Comprehensive Plan.

## **ANALYSIS AND RECOMMENDATIONS**

### ***Urban Parkland Needs***

Since this application is not requesting a zone change to the Planned Tysons Corner (PTC) district, Comprehensive Plan guidance at the redevelopment level does not apply. However, the Urban Parks Framework is a county policy that does apply and the Park Authority's review of the application uses the Framework as guidance. Since this policy was adopted subsequent to approval of the original rezoning, staff believes it is beneficial to re-evaluate the overall onsite park network with the urban parks typology in mind.

### **Onsite Parks**

Phase 1 - The newly opened events plaza adjacent to the Metro station best fits the Urban Parks Framework definition of Civic Plaza.

Phase 2 - The two small planned park spaces in Phase 2 best fit the Urban Parks Framework definition of Pocket Park.

Phase 3 - The one acre park space in Phase 3 that consists mainly of an open lawn area with walking paths and seating best fits the Urban Parks Framework definition of Common Green.

Phase 4 – The garage rooftop park space, labeled “Amenity Terrace” in Phase 4 includes a performance lawn with seasonal stage, gardens, children’s active play area, sport courts, and small recreation uses such as game tables. This space provides an opportunity to meet active recreation and leisure needs as a Recreation-focused park. Given the proposed increase in residential uses over the approved plan, the addition of more active recreation uses in this onsite park space is recommended. Active uses such as outdoor fitness stations, sport courts (of various sizes and types), game tables, and the like would fill a gap in the complement of park types in the overall onsite park network by making this park space more of a destination for outdoor recreation activity.

*Evaluation – The mix of different types of urban park spaces spread throughout the development creates a good onsite park network that will be well connected through internal (to the mall) and external pedestrian pathways. To round out the complement of park types, the Amenity Terrace in Phase 4 should be designed with more of a recreation focus for active use.*

### ***Athletic Field Needs***

In addition to the need for new urban parks, the Comprehensive Plan also recognizes the need for a variety of small and large recreational facilities to meet the need of new residents, workers, and visitors to Tysons Corner. At the time of the original rezoning, the applicant made a contribution of \$800,000 to Fairfax County that was used towards upgrading an existing public athletic field to synthetic turf to extend the playability of the field and serve more users. No further request with regard to athletic fields is warranted since the current application does not request a change to the PTC district at the redevelopment level.

*Evaluation – The applicant has met its obligations with regard to athletic fields.*

### ***Other Recreational Facility Needs***

Using adopted recreational facility service level standards found in the Parks and Recreation element (Appendix 2, Part B) of the Policy Plan, the publicly accessible recreational facilities needed to address the planned growth for this project area include one playground and two sport courts. The Phase 1 plaza includes a children's play area and the plan indicates another will be provided on the Amenity Terrace in Phase 4. In addition, there is an existing children's play area inside the mall. The plan indicates that additional active recreation uses will be provided on the Amenity Terrace in Phase 4, but the plan lacks specific details in this regard. The equivalent of two full sport courts should be provided.

*Evaluation – The applicant has indicated their intent to provide onsite facilities to meet active recreation needs. The need for a children's play area is adequately met by existing onsite facilities. The plan for the Amenity Terrace in Phase 4, however, lacks the detail needed to evaluate how well the sport court and other active recreation needs will be met.*

### ***Private Recreation and Amenity Areas***

The development plan shows private rooftop amenity areas with each residential building. These private spaces and facilities, as well as indoor fitness rooms, will allow the applicant to meet the Zoning Ordinance requirement to spend \$1,800 per non-ADU residential unit on onsite facilities and amenities for private use.

*Evaluation – The private rooftop amenity areas and indoor facilities provided with each residential building will allow the applicant to meet the Zoning Ordinance requirement to spend \$1,800 per non-ADU residential unit on onsite recreational facilities and amenities.*

## **SUMMARY**

This section summarizes the recommendations included in the preceding analysis section. The analysis identified the following major issues:

- Staff recommends the addition of active recreation uses, such as outdoor fitness stations, sport courts (of various sizes and types), game tables, and the like on the Amenity Terrace in Phase 4 to fill a gap in the complement of park types and facilities in the overall onsite park network.

Please note the Park Authority would like to review and comment on draft proffers and development conditions related to park and recreation issues. We request that draft proffers and development conditions be submitted to the assigned reviewer noted below for review and comment prior to completion of the staff report and prior to final Board of Supervisors approval.

FCPA Reviewer: Andrea L. Dorlester  
DPZ Coordinator: Suzanne Wright

Copy: Kirk W. Kincannon, Director  
Sara K. Baldwin, Deputy Director/COO  
Aimee Long Vosper, Deputy Director/CBD  
Cindy Walsh, Director, Resource Management Division  
David Bowden, Director, Planning & Development Division  
Andrea L. Dorlester, Planner IV, Park Planning Branch, PDD  
Cathy Lewis, Branch Manager, ZED, DPZ  
Suzanne Wright, Planner III, Zoning Evaluation Division, DPZ  
Chron File  
File Copy

P:\Park Planning\Development Plan Review\DPZ Applications\PCA\2004\PCA 2004-PR-044\PCA 2004-PR-044 FCPA.docx



**FAIRFAX COUNTY  
PUBLIC SCHOOLS**

Department of Facilities and Transportation Services

Office of Facilities Planning Services  
8115 Gatehouse Road, Suite 3300  
Falls Church, Virginia 22042

June 4, 2015

**RECEIVED**  
Department of Planning & Zoning

**JUN 11 2015**

**TO:** Barbara Berlin, Director  
Zoning Evaluation Division  
Fairfax County Department of Planning & Zoning

**Zoning Evaluation Division**

**FROM:** Aimee Holleb, Assistant Director *AH*  
Office of Facilities Planning Services

**SUBJECT:** PCA 2004-PR-044-02 concurrent with CDPA/FDPA 2004-PR-044, Tysons  
Corner Property Holdings LLC and Tysons Corner Holdings LLC

**ACREAGE:** 77.66

**TAX MAP:** 29-4 ((1)) 35A, 35C, 35D, 35E, 35F & 39-2 ((1)) 2, 5, 4

**PROPOSAL:**

The application requests to amend the proffers of RZ 2004-PR-044. The subject site was previously rezoned under RZ 2004-PR-044 to PDC district to permit the expansion of Tysons Corner Center. This rezoning permitted a maximum of 1,385 mid-rise/high-rise multi-family units to be built in 4 Phases. The proposed amendment would add an addition 188 units to Phases 3 and 4, bringing the maximum permitted density to 1,573 units. Construction of a portion of the previously approved rezoning is currently under way along the Chain Bridge Road frontage of the site.

**ANALYSIS:**

School Capacities

The schools serving this area are Westbriar Elementary, Kilmer Middle, and Marshall High schools. The chart below shows the existing school capacity, enrollment, and projected enrollment.

School	Capacity 2014 / 2019	Enrollment (9/30/14)	Projected Enrollment 2015-2016	Capacity Balance 2015-2016	Projected Enrollment 2019-20	Capacity Balance 2019-20
Westbriar ES	447 / 900	690	794	-347	885	15
Kilmer MS	1,152 / 1,152	1,312	1,410	-258	1,733	-581
Marshall HS	1,990 / 1,990	1,910	2,015	-25	2,308	-318

*Capacities based on 2016-20 Capital Improvement Program (December 2014)*

*Project Enrollments based on 2014-15 to 2019-20 6-Year Projections (April 2014)*

The school capacity chart above shows a snapshot in time for student enrollments and school capacity balances. Student enrollment projections are done on a six year timeframe, currently through school year 2019-20 and are updated annually. At this time, if development occurs within the next five years, Kilmer and Marshall are projected to have capacity deficits; Westbriar is projected to have surplus capacity. Beyond the six year projection horizon, enrollment projections are not available.

Capital Improvement Program Projects

The FY 2016-20 Capital Improvement Program (CIP) includes continued funding for the renovation of Westbriar, which includes capacity enhancements. Projected capacity deficits at Marshall could potentially be addressed with a modular addition. Capacity deficits at Kilmer MS could be addressed through programmatic changes.

Barbara Berlin  
 June 4, 2015  
 Page 2  
 PCA 2004-PR-044-02, Tysons Corner Property Holdings LLC and Tysons Corner Holdings LLC

Development Impact

Based on the number of residential units proposed, the chart below shows the number of anticipated students by school level based on the current countywide student yield ratio.

Existing

Per existing approval of RZ 2004-PR-044 (Phases 1 - 4).

School level	Mid/High-rise Multi-family ratio	Proposed # of units	Proposed Student yield
Elementary	.056	1,385	78
Middle	.016	1,385	22
High	.028	1,385	39

139 total

2013 Countywide student yield ratios (November 2014)

Proposed

Adds 188 additional units to Phases 3 & 4 as requested by this application.

School level	Mid/High-rise Multi-family ratio	Proposed # of units	Proposed Student yield
Elementary	.056	1,573	88
Middle	.016	1,573	25
High	.028	1,573	44

157 total

2013 Countywide student yield ratios (November 2014)

**RECOMMENDATIONS:**

Proffer Contribution

The 188 additional units proposed would result in a net of 18 new students (10 Elementary, 3 Middle and 5 High School). Based on the approved Residential Development Criteria, an additional proffer contribution of \$211,482 (18 x \$11,749), above the previously proffered contribution, is recommended to offset the impact this new student growth will have on surrounding schools. It is recommended that the proffer contribution funds be directed as follows:

*...to be utilized for capital improvements to Fairfax County public schools to address impacts on the school division resulting from [the applicant's development].*

It is also recommended proffer payment occur at the time of site plan or first building permit approval. A proffer contribution at the time of occupancy is not recommended since this does not allow the school system adequate time to use the proffer contribution to offset the impact of new students.

In addition, an "escalation" proffer is recommended. The suggested per student proffer contribution is updated on an annual basis to reflect current market conditions. The amount has decreased over the last several years because of the down turn in the economy and lower construction costs for FCPS. As a result, an escalation proffer would allow for payment of the school proffer based on either the current suggested per student proffer contribution at the time of zoning approval or the per student proffer contribution in effect at the time of development, whichever is greater. This would better offset the impact that new student yields will have on surrounding schools at the time of development. For your reference, below is an example of an escalation proffer that was included as part of an approved proffer contribution to FCPS.

Barbara Berlin  
 June 4, 2015  
 Page 3  
 PCA 2004-PR-044-02, Tysons Corner Property Holdings LLC and Tysons Corner Holdings LLC

*Adjustment to Contribution Amounts.* Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this Proffer, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant shall pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution.

Proffer Notification

It is also recommended that the developer proffer notification be provided to FCPS when development is likely to occur or when a site plan has been filed with the County. This will allow the school system adequate time to plan for anticipated student growth to ensure classroom availability.

**ADDITIONAL INFORMATION:**

Future Development Impacts

In addition, Kilmer and Marshall also are receiving schools for several other significant developments that are approved or pending approval. Student yields from these developments are likely to impact receiving schools.

These developments include:

Application #	Application Name	Status	Proposed Units	Estimated Students
RZ 2006-PR-028	Towers Crescent	Approved	756 MRHR	58
RZ 2010-PR-021	Capital One	Approved	1,297 MRHR	113
RZ 2010-PR-022	Campus Point Realty	Pending	1,615 MRHR	178
RZ 2011-PR-005	NVC & Clyde's	Approved	428 to 1,546 MRHR	47 to 169
RZ 2011-PR-010 & 011	Cityline Partners	Approved	2,308 MRHR	254*
RZ 2011-HM-013 & 013	Dominion Square	Pending	1,260 to 2,000 MRHR	133 to 212
RZ 2011-PR-023	Arbor Row	Approved	685 to 1,174 MRHR	63 to 102
RZ 2011-HM-026	Q-R Spring Hill	Pending	341 MRHR	29
RZ 2011-HM-027	1587 Springhill Holdings	Pending	501 MRHR	45
RZ 2011-HM-032	Tysons West	Approved	425 to 669 MRHR	47 to 73
RZ 2012-PR-002	Greensboro Park	Approved	520 MRHR	58
RZ 2013-PR-009	Tysons Westpark	Approved	1,280 MRHR	136
RZ 2014-PR-017	Meridian Science 7980	Pending	330 to 465 MRHR	35 to 49
RZ 2014-PR-021	BIT Investments Fifty-Two	Pending	1,950 MRHR	207

\*Only a portion of project in the Kilmer and Marshall Attendance Areas

AJH/ar

Attachment: Locator Map

cc: Patty Reed, School Board Member, Providence District  
 Jane Strauss, School Board Member, Dranesville District  
 Pat Hynes, School Board Member, Hunter Mill District  
 Ted Velkoff, Vice-Chairman, School Board Member, At-Large  
 Ilryong Moon, School Board Member, At-Large  
 Ryan McElveen, School Board Member, At-Large  
 Jeffrey Platenberg, Assistant Superintendent, Facilities and Transportation Services  
 Fabio Zuluaga, Assistant Superintendent, Region 2  
 Kevin Sneed, Special Projects Administrator, Capital Projects and Planning  
 Jeffrey Litz, Principal, Marshall High School  
 Ronald James, Principal, Kilmer Middle School  
 Lisa Pilson, Principal, Westbriar Elementary School

# Proffered Condition Amendment

PCA 2004-PR-044-02



Applicant:

TYSONS CORNER PROPERTY HOLDINGS LLC AND TYSONS CORNER HOLDINGS LLC

Accepted:  
Proposed:

01/08/2015- AMENDED 05/06/2015  
AMEND PROFFERS AND CONDITIONS ASSOCIATED WITH RZ 2004-PR-044

Area:

77.66 AC OF LAND; DISTRICT - PROVIDENCE

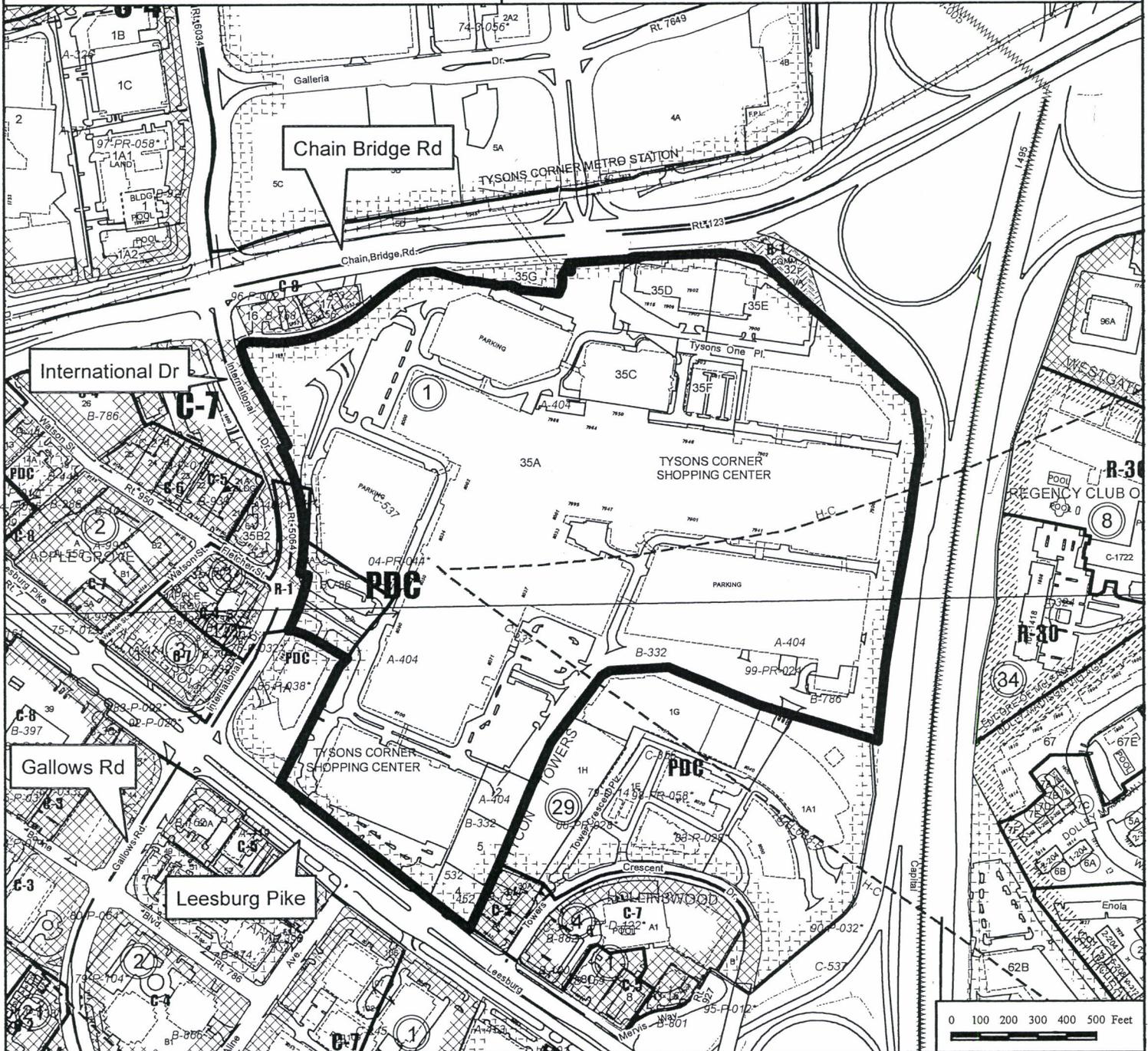
Zoning Dist Sect:  
Located:

EAST OF INTERNATIONAL DRIVE, SOUTH OF CHAIN BRIDGE ROAD, WEST OF INTERSTATE 495, NORTH OF TOWERS CRESCENT DRIVE AND LEEBSBURG PIKE

Zoning:  
Overlay Dist:  
Map Ref Num:

PDC  
SC HC  
029-4 /01/ /0035A /01/ /0035C /01/ /0035D /01/ /0035E /01/ /0035F

## APPENDIX 9





# County of Fairfax, Virginia

## MEMORANDUM

DATE: March 17, 2015

**TO:** Suzanne Wright  
Staff Coordinator, Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Laurie Stone  
Strategic Planner  
Fire and Rescue Department

**SUBJECT:** Zoning Application Analysis

**REFERENCE:** Application Number: PCA 2004-PR-044-02  
(Tysons Corner Property Holdings LLC)

The Fire and Rescue Department (FRD) is providing the following comments on the referenced application.

### **Current Fire and Rescue Service Delivery**

The Tysons Corner Center development is split between the emergency response areas of the Dunn Loring Volunteer Fire and Rescue Station 13 located on Gallows Road and the Tysons Corner Fire and Rescue Station 29 located on Spring Hill Road.

### **Emergency Response Impact of Proposed Development**

The proposed Tysons Corner Center development for Phase 3 and Phase 4 which consists of three high-rise (up to 26 story) residential buildings with approximately 737 multi-family dwelling units, 219,800 square feet of office space, and 133,045 square feet of retail space will result in an additional residential population of 1,842 (using a 2.5 population factor per residential unit.)

FRD analyzes the historical rate of incidents per population in each fire station's response area across the county to determine each fire station's workload capacity. In CY2014, the Dunn Loring Fire and Rescue Station 13 responded to 2,953 incidents and the Tysons Corner Fire and Rescue Station 29 responded to 2,764 incidents, an average of eight calls per day for each station. The potential impact on emergency services of an additional 1,842 residential population is approximately 216 incidents per year which currently can be handled by the Dunn Loring and Tysons Corner Fire and Rescue Stations. Although the projected increase in incidents from one rezoning case may not exceed a fire station's workload capacity, multiple rezoning cases in a station's response area could significantly impact that station's unit availability and overall response times to emergency incidents. The Department of Planning and Zoning should consider the cumulative impact of multiple rezoning applications in an area to determine the entire impact on Fire and Rescue emergency service delivery.

Residential occupancies are much higher risk than commercial occupancies resulting in a greater number of emergency incidents. Residential units are occupied 24/7 and include high risk populations such as children and older adults which directly correlate with increases in all types of emergency calls.

**Traffic Signal Preemption Equipment for Emergency Responders:**

As Fairfax County increases in population density and roadways become more congested, it is a challenge for FRD to meet emergency response time goals. A strategy the FRD is aggressively pursuing to improve emergency response times is to install preemption equipment on traffic signals throughout the county. Traffic preemption also improves civilian and firefighter safety by reducing the potential for accidents at intersections. Therefore, the FRD requests the developer proffer the cost of preemption devices for traffic signals (about \$10K each) located along the travel routes from the two closest fire stations to the proposed development. The attached map identifies the traffic signals needing preemption equipment.

In summary, the proposed Tysons Corner development of 737 new residential units could have an impact on Fire and Rescue services of an additional 216 incidents per year. Although the Dunn Loring and Tysons Corner Fire and Rescue Stations can absorb this higher call volume, multiple new developments in the station's coverage area could significantly impact response times to all emergency incidents. Therefore, the FRD is requesting the developer proffer preemption equipment on traffic signals located along the primary travel routes to the proposed development.

Please contact me at 703-246-3889 if you have any questions regarding the comments.



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** June 15, 2015

**TO:** Ms. Suzanne Wright, Staff Coordinator  
Zoning Evaluation Division, DPZ

**FROM:** Craig Herwig, Urban Forester III  
Forest Conservation Branch, DPWES

**SUBJECT:** Tysons Corner Center Phase 3 & 4; PCA 2004-PR-044-02

This review is based upon the revised materials for CDPA/FDPA/PCA and the Applicants comment response matrix.

1. **Comment:** The tree preservation target identified in PFM Table 12.10 on sheet 5 appears to be incorrect.

**Recommendation:** The method to calculate the tree preservation target can be found in PFM 12-0508. The Applicant should provide correct tree preservation target calculations.

2. **Comment:** The Applicant is requesting a “modification” to the required tree preservation target based on PFM 12-0508.3A(1): Meeting the Tree Preservation Target would preclude the development of uses or densities otherwise allowed by the Zoning Ordinance.

**Recommendation:** The Applicant should submit a written request to deviate from the Tree Preservation Target at time of the first submission of the site plan.

3. **Comment:** While the Applicant has amended the language in the request for the modification of the minimum 8-foot planting width for trees to include structural cells or alternate systems, the Urban Forest Management Division would prefer the use of structural cells or alternative methods to provide non-compacted soils in the volumes described in the following proffer language recommendation.

**Recommendation:** Proposed planting space details should provide adequate soil volume for healthy tree growth. Proffer language for tree planting spaces is recommended as follows:

Streetscape Planting Spaces: Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development as generally shown on the CDPA/FDPA, subject to review and approval by the Urban Forest Management Division (UFMD). Tree planting spaces proposed in the streetscape and other areas restricted by barriers to root growth shall provide a planter open surface area at

least 4 x 4 feet. Where planting spaces at least 8 feet wide cannot be provided, rooting zone width a minimum of 8 feet shall be provided beneath paver surfaces using structural cell technology or other solutions acceptable to UFMD that provide non-compacted soil within the planting space, with planting sites meeting the following specifications:

- A minimum of 4 feet open surface width and 16 square feet open surface area.
- Rooting area beneath paver surfaces a minimum of 8 feet wide at the narrowest point, taking into consideration sloped sides as may be needed to support adjacent compacted soils to support roadways and pedestrian walkways. Planting space depth shall be 3-4 feet. Paved surfaces over the specified rooting area shall not be dependent upon compacted soil for structural support.
- Soil volume for Category III or IV trees (as indicated in Table 12.17 of the Public Facilities Manual) shall be a minimum of 700 cubic feet per tree for single trees. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet shall be provided. For three trees or more planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be defined as any area with a soil depth of 3-4 feet, within which lateral root growth is unrestricted.
- Soil in planting sites shall be as specified in planting notes to be included in site plans reviewed and approved by Urban Forest Management.
- Applicant shall contact UFM (703-324-1770) at least 3 business days prior to installation of trees, and provide an opportunity for UFM staff to verify conformance with these requirements.

Please feel free to contact me with any questions or concerns.

CSH/

UFMDID #: 199124

cc: DPZ File



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** July 31, 2015

**TO:** Suzanne Wright, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Bin Zhang, Tysons Corner Site Reviewer  
William Marsh, Tysons Coordinator  
Site Development and Inspections Division  
Department of Public Works and Environmental Services

**SUBJECT:** Application #PCA/CDPA/FDPA 2004-PR-044-02;  
LDS Project #6399-ZONA-005  
Tysons Corner Center Phases 3&4; CDPA/FDPA dated June 5, 2015;  
Tax Map #39-2-01-2, 4, and 5 (Part), 29-4-01-35A (part)  
Providence District; Scotts Run Watershed;

We have reviewed the subject application and offer the following stormwater management comments.

### **Chesapeake Bay Preservation Ordinance (CBPO)**

There is no Resource Protection Area (RPA) designated on the site.

### **Floodplain**

There is no regulated floodplain on the site.

### **Downstream Drainage Complaints**

There are no applicable downstream drainage complaints on file.

### **Stormwater Management Ordinance Determination**

A Stormwater Management Ordinance Determination (6399-SWOD-001-1) has been submitted and it has been determined that the subject land disturbing activities qualify under the Time Limits on Applicability of Approved Design Criteria ("Time Limits") provisions in SWMO 124-1-11.A, and may be conducted in accordance with the technical criteria in Article 5 of the SWMO for two additional permit cycles.

### **Water Quality Control**

Water quality control must be provided for this development. The applicant indicates that the proposed development meets the "Redevelopment" criteria of PFM 6-0401.2D. Since the site

is not currently served by any BMPs, the required phosphorus loads reduction is calculated per PFM 6-0401.2B to be 11.85% (10.18%). The applicant also proffered a 14% phosphorus reduction (Proffer 42B) which is more stringent than the current PFM requirements. The water quality requirements would be satisfied through the implementation of multiple sand filters and Filterras throughout the site. A phosphorus reduction rate of 14.08% is proposed for the entire site.

### **Water Quantity Control**

Water quantity control goal as described in Proffer 42A is a 43% reduction in the existing (at the time of rezoning) peak rate of stormwater discharge from the TCC property for the 10-year design storm. The applicant indicates that the peak rate reduction will be achieved through underground detention vaults and VDOT HOT LANE Pond SR-4. This goal is above and beyond the PFM requirements for 2-yr and 10-yr detention.

### **Tysons Corner Urban Center, Areawide Recommendations**

The Environmental Stewardship Guidelines state that the reduction of stormwater runoff volume is the single most important stormwater design objective for Tysons. Applications with a significant increase in density/intensity should provide stormwater control measures that are substantially more extensive than minimum requirements. Among other recommendations, the first inch of runoff should be retained on-site through infiltration, evapotranspiration and/or reuse. In addition, the stormwater measures should be sufficient to attain the stormwater quality and quantity control credits of LEED (or equivalent). If, on a given site, it is demonstrated not to be fully achievable, all available measures should be implemented to the extent possible in order to support these goals.

Since the site is not zoned PTC, no preliminary computation is provided to demonstrate retention achieved. The applicant has made commitment in Proffer 42C to incorporate LID strategies as generally shown on the CDPA/FDPA Sheets 48 and 49 to mitigate the environmental impacts.

### **Downstream Drainage System**

According to the applicant, there are two concentrated outfalls from the property. The applicant has shown the point of confluence and extent of review for the concentrated outfalls using 90% rule. The details of the hydrologic and hydraulic computations will be reviewed during site plan review.

An outfall narrative was provided, however, the description of the adequacy and stability of the outfall is not a part of the statement. The minimum Stormwater information for rezoning, special exception, special permit, and development plan applications require a description of the existing conditions of each site outfall extended downstream from the site to a point which is at least 100 times the site area or which has a drainage area of at least one square mile (640 acres), whichever comes first. (ZO 9-011.J (2) (C)).

Notwithstanding any notes, analysis, computations, narrative, facilities, details and/or design presented on the CDPA/FDPA, or statements in the Proffers, the final design, construction, operation and maintenance of the site, including, but not limited to, the stormwater facilities, shall be subject to review and approval by DPWES, in accordance with all applicable Codes, requirements, standards, specifications, policies and procedures in effect at the time of Site Plan approval.

Please contact me at 703-324-1720 if you require additional information.

cc: Don Demetrius, Chief, Watershed Projects Evaluation Branch, SPD, DPWES  
Fred Rose, Chief, Watershed Planning & Assessment Branch, SPD, DPWES  
Durga Kharel, Chief, Central Branch, SDID, DPWES  
Zoning Application File



FAIRFAX COUNTY WATER AUTHORITY  
8560 Arlington Boulevard, Fairfax, Virginia 22031  
www.fairfaxwater.org

APPENDIX 14  
RECEIVED  
Department of Planning & Zoning

FEB 02 2015

Zoning Evaluation Division

**PLANNING & ENGINEERING  
DIVISION**

Jamie Bain Hedges, P.E.  
Director  
(703) 289-6325  
Fax (703) 289-6382

January 29, 2015

Ms. Barbara Berlin, Director  
Fairfax County Department of Planning and Zoning  
12055 Government Center Parkway, Suite 801  
Fairfax, Virginia 22035-5505

Re: PCA 2004-PR-044-02  
CDPA 2004-PR-044  
FDPA 2004-PR-044  
Tax Map: 29-4

Dear Ms. Berlin:

The following information is submitted in response to your request for a water service analysis for the above application:

1. The property is served by Fairfax Water.
2. Adequate domestic water service is available at the site from an existing 12-inch, 8-inch and 6-inch water mains onsite. See the enclosed water system map.
3. Depending upon the configuration of any proposed on-site water mains, additional water main extensions may be necessary to satisfy fire flow requirements and accommodate water quality concerns.

If you have any questions regarding this information please contact Ross Stilling, Chief, Site Plan Review at (703) 289-6385.

Sincerely,



Gregory J. Prelewicz, P.E.  
Manager, Planning Department

Enclosure

**PART 2 6-200 PDC PLANNED DEVELOPMENT COMMERCIAL DISTRICT****6-201 Purpose and Intent**

The PDC District is established to encourage the innovative and creative design of commercial development. The district regulations are designed to accommodate preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to location and design; to insure high standards in the lay-out, design and construction of commercial developments; and otherwise to implement the stated purpose and intent of this Ordinance.

To these ends, rezoning to and development under this district will be permitted only in accordance with a development plan prepared and approved in accordance with the provisions of Article 16.

**6-202 Principal Uses Permitted**

The following principal uses shall be permitted subject to the approval of a final development plan prepared in accordance with the provisions of Article 16, and subject to the use limitations set forth in Sect. 206 below.

1. Business service and supply service establishments.
2. Eating establishments.
3. Establishments for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building is incidental to the principal use of scientific research, development and training.
4. Exposition halls and facilities to house cultural or civic events or conventions of political, industrial, fraternal or similar associations, with a minimum gross floor area of 100,000 square feet.
5. Financial institutions.
6. Garment cleaning establishments.
7. Hotels, motels.
8. Offices.
9. Personal service establishments.
10. Public uses.
11. Repair service establishments.
12. Retail sales establishments.
13. Theatres.

**6-203 Secondary Uses Permitted**

The following secondary uses shall be permitted only in a PDC District which contains one or more principal uses; only when such uses are presented on an approved final development plan

prepared in accordance with the provisions of Article 16; and subject to the use limitations set forth in Sect. 206 below.

## APPENDIX 14

1. Accessory uses, accessory service uses and home occupations as permitted by Article 10.
2. Affordable dwelling unit developments.
3. Automated teller machines, located within a multiple family dwelling.
4. Commercial and industrial uses of special impact (Category 5), limited to:
  - A. Amusement arcades
  - B. Automobile-oriented uses
  - C. Car washes
  - D. Drive-in financial institutions
  - E. Drive-through pharmacies
  - F. Fast food restaurants
  - G. Golf courses, country clubs
  - H. Golf driving ranges
  - I. Marinas, docks and boating facilities, commercial
  - J. Mini-warehousing establishments
  - K. Quick-service food stores
  - L. Retail sales establishments-large, limited by the provisions of Sect. 9-533
  - M. Service stations
  - N. Service station/mini-marts
  - O. Vehicle light service establishments
  - P. Vehicle sale, rental and ancillary service establishments, limited by the provisions of Sect. 9-518.
5. Commercial recreation uses (Group 5), limited to:
  - A. Billiard and pool halls
  - B. Bowling alleys
  - C. Commercial swimming pools, tennis courts and similar courts
  - D. Health clubs
  - E. Indoor firing ranges, archery ranges, fencing and other similar indoor recreational uses
  - F. Miniature golf courses
  - G. Skating facilities

H. Any other similar commercial recreation use

6. Community uses (Group 4).
7. Dwellings.
8. Institutional uses (Group 3).
9. Kennels, limited by the provisions of Sect. 206 below.
10. Light public utility uses (Category 1).
11. New vehicle storage, limited by the provisions of Sect. 206 below.
12. Parking, commercial off-street, as a principal use.
13. Quasi-public uses (Category 3), limited to:
  - A. Alternate uses of public facilities
  - B. Child care centers and nursery schools
  - C. Churches, chapels, temples, synagogues and other such places of worship with a child care center, nursery school or private school of general or special education
  - D. Colleges, universities
  - E. Conference centers and retreat houses, operated by a religious or nonprofit organization
  - F. Congregate living facilities
  - G. Cultural centers, museums and similar facilities
  - H. Dormitories, fraternity/sorority houses, rooming/boarding houses, or other residence halls
  - I. Independent living facilities
  - J. Medical care facilities
  - K. Private clubs and public benefit associations
  - L. Private schools of general education
  - M. Private schools of special education
  - N. Quasi-public parks, playgrounds, athletic fields and related facilities
14. Transportation facilities (Category 4), limited to:
  - A. Bus or railroad stations
  - B. Electrically-powered regional rail transit facilities
  - C. Heliports
  - D. Helistops

15. Vehicle transportation service establishments.
16. Veterinary hospitals.

**6-204 Special Permit Uses**

For specific Group uses, regulations and standards, refer to Article 8.

1. Group 8 - Temporary Uses.
2. Group 9 - Uses Requiring Special Regulation, limited to:
  - A. Accessory dwelling units

**6-205 Special Exception Uses**

1. Subject to the use limitations presented in Sect. 206 below, any use presented in Sect. 203 above as a Group or Category use may be permitted with the approval of a special exception when such use is not specifically designated on an approved final development plan.
2. Category 5 - Commercial and Industrial Uses of Special Impact, limited to:
  - A. Commercial off-street parking in Metro Station areas as a temporary use
  - B. Fast food restaurants

**PART 1 16-100 STANDARDS FOR ALL PLANNED DEVELOPMENTS**

**6-203 General Standards**

A rezoning application or development plan amendment application may only be approved for a planned development under the provisions of Article 6 if the planned development satisfies the following general standards:

1. The planned development shall substantially conform to the adopted comprehensive plan with respect to type, character, intensity of use and public facilities. Planned developments shall not exceed the density or intensity permitted by the adopted comprehensive plan, except as expressly permitted under the applicable density or intensity bonus provisions.
2. The planned development shall be of such design that it will result in a development achieving the stated purpose and intent of the planned development district more than would development under a conventional zoning district.
3. The planned development shall efficiently utilize the available land, and shall protect and preserve to the extent possible all scenic assets and natural features such as trees, streams and topographic features.
4. The planned development shall be designed to prevent substantial injury to the use and value of existing surrounding development, and shall not hinder, deter or impede development of surrounding undeveloped properties in accordance with the adopted comprehensive plan.
5. The planned development shall be located in an area in which transportation, police and fire protection, other public facilities and public utilities, including sewerage, are or will be available and adequate for the uses proposed;

provided, however, that the applicant may make provision for such facilities or utilities which are not presently available.

6. The planned development shall provide coordinated linkages among internal facilities and services as well as connections to major external facilities and services at a scale appropriate to the development.

**6-204 Design Standards**

Whereas it is the intent to allow flexibility in the design of all planned developments, it is deemed necessary to establish design standards by which to review rezoning application development plans, conceptual development plans, final development plans, PRC plans, sit plans and subdivision plats. Therefore, the following design standards shall apply:

1. In order to complement development on adjacent properties, at all peripheral boundarie of the PDH, PRM, PDC, PRC Districts the bulk regulations and landscaping an screening provisions shall generally conform to the provisions of that conventionazoning district which most closely characterizes the particular type of development under consideration. In the PTC District, such provisions shall only have general applicability and only at the periphery of the Tysons Corner Urban Center, as designated in the adopted comprehensive plan.
2. Other than those regulations specifically set forth in Article 6 for a particular P district, the open space, off-street parking, loading, sign and all other similar regulations set forth in this Ordinance shall have general application in all planned developments.
3. Streets and driveways shall be designed to generally conform to the provisions set forth in this Ordinance and all other County ordinances and regulations controlling same, and where applicable, street systems shall be designed to afford convenient access to mass transportation facilities. In addition, a network of trails and sidewalks shall be coordinated to provide access to recreational amenities, open space, public facilities, vehicular access routes, and mass transportation facilities.

## GLOSSARY

This Glossary is provided to assist the public in understanding the staff evaluation and analysis of development proposals. It should not be construed as representing legal definitions. Refer to the Fairfax County Zoning Ordinance, Comprehensive Plan or Public Facilities Manual for additional information.

**ABANDONMENT:** Refers to road or street abandonment, an action taken by the Board of Supervisors, usually through the public hearing process, to abolish the public's right-of-passage over a road or road right-of way. Upon abandonment, the right-of-way automatically reverts to the underlying fee owners. If the fee to the owner is unknown, Virginia law presumes that fee to the roadbed rests with the adjacent property owners if there is no evidence to the contrary.

**ACCESSORY DWELLING UNIT (OR APARTMENT):** A secondary dwelling unit established in conjunction with and clearly subordinate to a single family detached dwelling unit. An accessory dwelling unit may be allowed if a special permit is granted by the Board of Zoning Appeals (BZA). Refer to Sect. 8-918 of the Zoning Ordinance.

**AFFORDABLE DWELLING UNIT (ADU) DEVELOPMENT:** Residential development to assist in the provision of affordable housing for persons of low and moderate income in accordance with the affordable dwelling unit program and in accordance with Zoning Ordinance regulations. Residential development which provides affordable dwelling units may result in a density bonus (see below) permitting the construction of additional housing units. See Part 8 of Article 2 of the Zoning Ordinance.

**AGRICULTURAL AND FORESTAL DISTRICTS:** A land use classification created under Chapter 114 or 115 of the Fairfax County Code for the purpose of qualifying landowners who wish to retain their property for agricultural or forestal use for use/value taxation pursuant to Chapter 58 of the Fairfax County Code.

**BARRIER:** A wall, fence, earthen berm, or plant materials which may be used to provide a physical separation between land uses. Refer to Article 13 of the Zoning Ordinance for specific barrier requirements.

**BEST MANAGEMENT PRACTICES (BMPs):** Stormwater management techniques or land use practices that are determined to be the most effective, practicable means of preventing and/or reducing the amount of pollution generated by nonpoint sources in order to improve water quality.

**BUFFER:** Graduated mix of land uses, building heights or intensities designed to mitigate potential conflicts between different types or intensities of land uses; may also provide for a transition between uses. A landscaped buffer may be an area of open, undeveloped land and may include a combination of fences, walls, berms, open space and/or landscape plantings. A buffer is not necessarily coincident with transitional screening.

**CHESAPEAKE BAY PRESERVATION ORDINANCE:** Regulations which the State has mandated must be adopted to protect the Chesapeake Bay and its tributaries. These regulations must be incorporated into the comprehensive plans, zoning ordinances and subdivision ordinances of the affected localities. Refer to Chesapeake Bay Preservation Act, Va. Code Section 10.1-2100 et seq and VR 173-02-01, Chesapeake Bay Preservation Area Designation and Management Regulations.

**CLUSTER DEVELOPMENT:** Residential development in which the lots are clustered on a portion of a site so that significant environmental/historical/cultural resources may be preserved or recreational amenities provided. While smaller lot sizes are permitted in a cluster subdivision to preserve open space, the overall density cannot exceed that permitted by the applicable zoning district. See Sect. 2-421 and Sect. 9-615 of the Zoning Ordinance.

**COUNTY 2232 REVIEW PROCESS:** A public hearing process pursuant to Sect. 15.2-2232 (Formerly Sect. 15.1-456) of the Virginia Code which is used to determine if a proposed public facility not shown on the adopted Comprehensive Plan is in substantial accord with the plan. Specifically, this process is used to determine if the general or approximate location, character and extent of a proposed facility is in substantial accord with the Plan.

**dBA:** The momentary magnitude of sound weighted to approximate the sensitivity of the human ear to certain frequencies; the dBA value describes a sound at a given instant, a maximum sound level or a steady state value. See also Ldn.

**DENSITY:** Number of dwelling units (du) divided by the gross acreage (ac) of a site being developed in residential use; or, the number of dwelling units per acre (du/ac) except in the PRC District when density refers to the number of persons per acre.

**DENSITY BONUS:** An increase in the density otherwise allowed in a given zoning district which may be granted under specific provisions of the Zoning Ordinance when a developer provides excess open space, recreation facilities, or affordable dwelling units (ADUs), etc.

**DEVELOPMENT CONDITIONS:** Terms or conditions imposed on a development by the Board of Supervisors (BOS) or the Board of Zoning Appeals (BZA) in connection with approval of a special exception, special permit or variance application or rezoning application in a "P" district. Conditions may be imposed to mitigate adverse impacts associated with a development as well as secure compliance with the Zoning Ordinance and/or conformance with the Comprehensive Plan. For example, development conditions may regulate hours of operation, number of employees, height of buildings, and intensity of development.

**DEVELOPMENT PLAN:** A graphic representation which depicts the nature and character of the development proposed for a specific land area: information such as topography, location and size of proposed structures, location of streets trails, utilities, and storm drainage are generally included on a development plan. A development plan is a submission requirement for rezoning to the PRC District. A **GENERALIZED DEVELOPMENT PLAN (GDP)** is a submission requirement for a rezoning application for all conventional zoning districts other than a P District. A development plan submitted in connection with a special exception (SE) or special permit (SP) is generally referred to as an SE or SP plat. A **CONCEPTUAL DEVELOPMENT PLAN (CDP)** is a submission requirement when filing a rezoning application for a P District other than the PRC District; a CDP characterizes in a general way the planned development of the site. A **FINAL DEVELOPMENT PLAN (FDP)** is a submission requirement following the approval of a conceptual development plan and rezoning application for a P District other than the PRC District; an FDP further details the planned development of the site. See Article 16 of the Zoning Ordinance.

**EASEMENT:** A right to or interest in property owned by another for a specific and limited purpose. Examples: access easement, utility easement, construction easement, etc. Easements may be for public or private purposes.

**ENVIRONMENTAL QUALITY CORRIDORS (EQCs):** An open space system designed to link and preserve natural resource areas, provide passive recreation and protect wildlife habitat. The system includes stream valleys, steep slopes and wetlands. For a complete definition of EQCs, refer to the Environmental section of the Policy Plan for Fairfax County contained in Vol. 1 of the Comprehensive Plan.

**ERODIBLE SOILS:** Soils that wash away easily, especially under conditions where stormwater runoff is inadequately controlled. Silt and sediment are washed into nearby streams, thereby degrading water quality.

**FLOODPLAIN:** Those land areas in and adjacent to streams and watercourses subject to periodic flooding; usually associated with environmental quality corridors. The 100 year floodplain drains 70 acres or more of land and has a one percent chance of flood occurrence in any given year.

**FLOOR AREA RATIO (FAR):** An expression of the amount of development intensity (typically, non-residential uses) on a specific parcel of land. FAR is determined by dividing the total square footage of gross floor area of buildings on a site by the total square footage of the site itself.

**FUNCTIONAL CLASSIFICATION:** A system for classifying roads in terms of the character of service that individual facilities are providing or are intended to provide, ranging from travel mobility to land access. Roadway system functional classification elements include Freeways or Expressways which are limited access highways, Other Principal (or Major) Arterials, Minor Arterials, Collector Streets, and Local Streets. Principal arterials are designed to accommodate travel; access to adjacent properties is discouraged. Minor arterials are designed to serve both through traffic and local trips. Collector roads and streets link local streets and properties with the arterial network. Local streets provide access to adjacent properties.

**GEOTECHNICAL REVIEW:** An engineering study of the geology and soils of a site which is submitted to determine the suitability of a site for development and recommends construction techniques designed to overcome development on problem soils, e.g., marine clay soils.

**HYDROCARBON RUNOFF:** Petroleum products, such as motor oil, gasoline or transmission fluid deposited by motor vehicles which are carried into the local storm sewer system with the stormwater runoff, and ultimately, into receiving streams; a major source of non-point source pollution. An oil-grit separator is a common hydrocarbon runoff reduction method.

**IMPERVIOUS SURFACE:** Any land area covered by buildings or paved with a hard surface such that water cannot seep through the surface into the ground.

**INFILL:** Development on vacant or underutilized sites within an area which is already mostly developed in an established development pattern or neighborhood.

**INTENSITY:** The magnitude of development usually measured in such terms as density, floor area ratio, building height, percentage of impervious surface, traffic generation, etc. Intensity is also based on a comparison of the development proposal against environmental constraints or other conditions which determine the carrying capacity of a specific land area to accommodate development without adverse impacts.

**Ldn:** Day night average sound level. It is the twenty-four hour average sound level expressed in A-weighted decibels; the measurement assigns a "penalty" to night time noise to account for night time sensitivity. Ldn represents the total noise environment which varies over time and correlates with the effects of noise on the public health, safety and welfare.

**LEVEL OF SERVICE (LOS):** An estimate of the effectiveness of a roadway to carry traffic, usually under anticipated peak traffic conditions. Level of Service efficiency is generally characterized by the letters A through F, with LOS-A describing free flow traffic conditions and LOS-F describing jammed or grid-lock conditions.

**MARINE CLAY SOILS:** Soils that occur in widespread areas of the County generally east of Interstate 95. Because of the abundance of shrink-swell clays in these soils, they tend to be highly unstable. Many areas of slope failure are evident on natural slopes. Construction on these soils may initiate or accelerate slope movement or slope failure. The shrink-swell soils can cause movement in structures, even in areas of flat topography, from dry to wet seasons resulting in cracked foundations, etc. Also known as slippage soils.

**OPEN SPACE:** That portion of a site which generally is not covered by buildings, streets, or parking areas. Open space is intended to provide light and air; open space may function as a buffer between land uses or for scenic, environmental, or recreational purposes.

**OPEN SPACE EASEMENT:** An easement usually granted to the Board of Supervisors which preserves a tract of land in open space for some public benefit in perpetuity or for a specified period of time. Open space easements may be accepted by the Board of Supervisors, upon request of the land owner, after evaluation under criteria established by the Board. See Open Space Land Act, Code of Virginia, Sections 10.1-1700, et seq.

**P DISTRICT:** A "P" district refers to land that is planned and/or developed as a Planned Development Housing (PDH) District, a Planned Development Commercial (PDC) District or a Planned Residential Community (PRC) District. The PDH, PDC and PRC Zoning Districts are established to encourage innovative and creative design for land development; to provide ample and efficient use of open space; to promote a balance in the mix of land uses, housing types, and intensity of development; and to allow maximum flexibility in order to achieve excellence in physical, social and economic planning and development of a site. Refer to Articles 6 and 16 of the Zoning Ordinance.

**PROFFER:** A written condition, which, when offered voluntarily by a property owner and accepted by the Board of Supervisors in a rezoning action, becomes a legally binding condition which is in addition to the zoning district regulations applicable to a specific property. Proffers are submitted and signed by an owner prior to the Board of Supervisors public hearing on a rezoning application and run with the land. Once accepted by the Board, proffers may be modified only by a proffered condition amendment (PCA) application or other zoning action of the Board and the hearing process required for a rezoning application applies. See Sect. 15.2-2303 (formerly 15.1-491) of the Code of Virginia.

**PUBLIC FACILITIES MANUAL (PFM):** A technical text approved by the Board of Supervisors containing guidelines and standards which govern the design and construction of site improvements incorporating applicable Federal, State and County Codes, specific standards of the Virginia Department of Transportation and the County's Department of Public Works and Environmental Services.

**RESOURCE MANAGEMENT AREA (RMA):** That component of the Chesapeake Bay Preservation Area comprised of lands that, if improperly used or developed, have a potential for causing significant water quality degradation or for diminishing the functional value of the Resource Protection Area. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

**RESOURCE PROTECTION AREA (RPA):** That component of the Chesapeake Bay Preservation Area comprised of lands at or near the shoreline or water's edge that have an intrinsic water quality value due to the ecological and biological processes they perform or are sensitive to impacts which may result in significant degradation of the quality of state waters. In their natural condition, these lands provide for the removal, reduction or assimilation of sediments from runoff entering the Bay and its tributaries, and minimize the adverse effects of human activities on state waters and aquatic resources. New development is generally discouraged in an RPA. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

**SITE PLAN:** A detailed engineering plan, to scale, depicting the development of a parcel of land and containing all information required by Article 17 of the Zoning Ordinance. Generally, submission of a site plan to DPWES for review and approval is required for all residential, commercial and industrial development except for development of single family detached dwellings. The site plan is required to assure that development complies with the Zoning Ordinance.

**SPECIAL EXCEPTION (SE) / SPECIAL PERMIT (SP):** Uses, which by their nature, can have an undue impact upon or can be incompatible with other land uses and therefore need a site specific review. After review, such uses may be allowed to locate within given designated zoning districts if appropriate and only under special controls, limitations, and regulations. A special exception is subject to public hearings by the Planning Commission and Board of Supervisors with approval by the Board of Supervisors; a special permit requires a public hearing and approval by the Board of Zoning Appeals. Unlike proffers which are voluntary, the Board of Supervisors or BZA may impose reasonable conditions to assure, for example, compatibility and safety. See Article 8, Special Permits and Article 9, Special Exceptions, of the Zoning Ordinance.

**STORMWATER MANAGEMENT:** Engineering practices that are incorporated into the design of a development in order to mitigate or abate adverse water quantity and water quality impacts resulting from development. Stormwater management systems are designed to slow down or retain runoff to re-create, as nearly as possible, the pre-development flow conditions.

**SUBDIVISION PLAT:** The engineering plan for a subdivision of land submitted to DPWES for review and approved pursuant to Chapter 101 of the County Code.

**TRANSPORTATION DEMAND MANAGEMENT (TDM):** Actions taken to reduce single occupant vehicle automobile trips or actions taken to manage or reduce overall transportation demand in a particular area.

**TRANSPORTATION SYSTEM MANAGEMENT (TSM) PROGRAMS:** This term is used to describe a full spectrum of actions that may be applied to improve the overall efficiency of the transportation network. TSM programs usually consist of low-cost alternatives to major capital expenditures, and may include parking management measures, ridesharing programs, flexible or staggered work hours, transit promotion or operational improvements to the existing roadway system. TSM includes Transportation Demand Management (TDM) measures as well as H.O.V. use and other strategies associated with the operation of the street and transit systems.

**URBAN DESIGN:** An aspect of urban or suburban planning that focuses on creating a desirable environment in which to live, work and play. A well-designed urban or suburban environment demonstrates the four generally accepted principles of design: clearly identifiable function for the area; easily understood order; distinctive identity; and visual appeal.

**VACATION:** Refers to vacation of street or road as an action taken by the Board of Supervisors in order to abolish the public's right-of-passage over a road or road right-of-way dedicated by a plat of subdivision. Upon vacation, title to the road right-of-way transfers by operation of law to the owner(s) of the adjacent properties within the subdivision from whence the road/road right-of-way originated.

**VARIANCE:** An application to the Board of Zoning Appeals which seeks relief from a specific zoning regulation such as lot width, building height, or minimum yard requirements, among others. A variance may only be granted by the Board of Zoning Appeals through the public hearing process and upon a finding by the BZA that the variance application meets the required Standards for a Variance set forth in Sect. 18-404 of the Zoning Ordinance.

**WETLANDS:** Land characterized by wetness for a portion of the growing season. Wetlands are generally delineated on the basis of physical characteristics such as soil properties indicative of wetness, the presence of vegetation with an affinity for water, and the presence or evidence of surface wetness or soil saturation. Wetland environments provide water quality improvement benefits and are ecologically valuable. Development activity in wetlands is subject to permitting processes administered by the U.S. Army Corps of Engineers

**TIDAL WETLANDS:** Vegetated and nonvegetated wetlands as defined in Chapter 116 Wetlands Ordinance of the Fairfax County Code: includes tidal shores and tidally influenced embayments, creeks, and tributaries to the Occoquan and Potomac Rivers. Development activity in tidal wetlands may require approval from the Fairfax County Wetlands Board.

#### Abbreviations Commonly Used in Staff Reports

A&F	Agricultural & Forestal District	PDH	Planned Development Housing
ADU	Affordable Dwelling Unit	PFM	Public Facilities Manual
ARB	Architectural Review Board	PRC	Planned Residential Community
BMP	Best Management Practices	RC	Residential-Conservation
BOS	Board of Supervisors	RE	Residential Estate
BZA	Board of Zoning Appeals	RMA	Resource Management Area
COG	Council of Governments	RPA	Resource Protection Area
CBC	Community Business Center	RUP	Residential Use Permit
CDP	Conceptual Development Plan	RZ	Rezoning
CRD	Commercial Revitalization District	SE	Special Exception
DOT	Department of Transportation	SEA	Special Exception Amendment
DP	Development Plan	SP	Special Permit
DPWES	Department of Public Works and Environmental Services	TDM	Transportation Demand Management
DPZ	Department of Planning and Zoning	TMA	Transportation Management Association
DU/AC	Dwelling Units Per Acre	TSA	Transit Station Area
EQC	Environmental Quality Corridor	TSM	Transportation System Management
FAR	Floor Area Ratio	UP & DD	Utilities Planning and Design Division, DPWES
FDP	Final Development Plan	VC	Variance
GDP	Generalized Development Plan	VDOT	Virginia Dept. of Transportation
GFA	Gross Floor Area	VPD	Vehicles Per Day
HC	Highway Corridor Overlay District	VPH	Vehicles per Hour
HCD	Housing and Community Development	WMATA	Washington Metropolitan Area Transit Authority
LOS	Level of Service	WS	Water Supply Protection Overlay District
Non-RUP	Non-Residential Use Permit	ZAD	Zoning Administration Division, DPZ
OSDS	Office of Site Development Services, DPWES	ZED	Zoning Evaluation Division, DPZ
PCA	Proffered Condition Amendment	ZPRB	Zoning Permit Review Branch
PD	Planning Division		
PDC	Planned Development Commercial		