

**Tysons Corner Holdings LLC, Tysons Corner Property Holdings LLC
Statement of Justification**

**PCA 2004-PR-044-04
CDPA 2004-PR-044-02/FDPA 2004-PR-044-03**

December 22, 2021

I. INTRODUCTION

Tysons Corner Holdings LLC and Tysons Corner Property Holdings LLC, Tysons Corner Residential 1 LLC, Tysons Corner Office 1 LLC and Tysons Corner Hotel Plaza LLC (collectively, the “Owners”) are the owners of Tysons Corner Center (the “Center” or the “Mall”). The Center is the premier shopping center in Tysons, Fairfax County’s urban center. Tysons Corner Holdings LLC and Tysons Corner Property Holdings LLC (collectively, the “Applicant”) have been duly authorized by the Owners to process this application.

In 2007, the Applicant secured rezoning approval of an additional approximately 3.5 million square-feet at the Center, which included Conceptual/Final Development Plan approval for the first two of four proposed phases of development. In 2015, the Fairfax County Board of Supervisors (the “Board”) approved amendments to the original rezoning, as further described below.

With the success and lessons learned from the first phase and the opportunity presented by the recent closure of the Lord & Taylor anchor, the Applicant is interested in redesigning and redistributing the approved square footage across the remaining phases. To that end, the Applicant is requesting approval of a Conceptual/Final Development Plan Amendment and Proffered Condition Amendment to allow for the reconfiguration of the previously approved phases, along with the reintroduction of a retail building along Route 7, incorporated into this application as Phase 5.

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 Mall and a new Class-A trophy office building that opened in July 2014 and is tenanted by Intelsat and Deloitte, among others. A flagship Hyatt Hotel and VITA, a rental apartment building, opened in 2015. 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”). On June 11, 2015, the Applicant celebrated the grand opening of all of Phase 1. The TCC Property is zoned Planned Development Commercial (“PDC”) and is in both the Sign Control and Highway Corridor Overlay Districts.

III. BACKGROUND

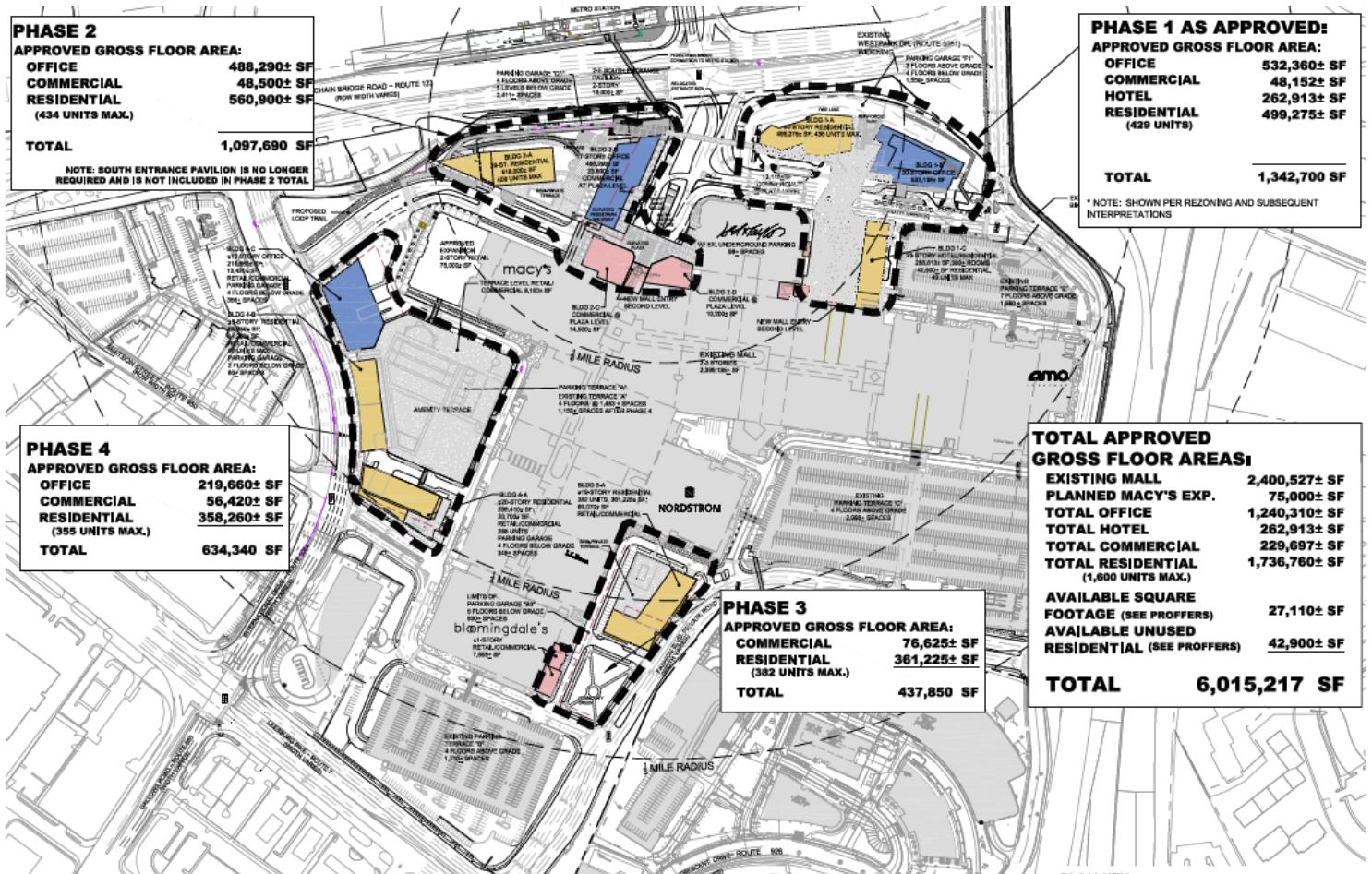
On January 22, 2007, the Fairfax County Board of Supervisors approved Rezoning RZ 2004-PR-044 (the “Rezoning”), subject to a proffer statement dated June 7, 2005, revised through January 22, 2007, to create an urban, mixed-use development at the Tysons Corner Metrorail Station. The Board approved a total of 6,026,825 square feet, including the existing Mall. The new square footage was distributed among four 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.¹ 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 in decades of the Washington, D.C. Metropolitan Area’s rail system when it opened five new stations and began to operate direct rail service between the region’s two largest employment centers – the core of the District of Columbia and Tysons. One of those stations – Tysons Corner – is at the Property’s front door. With Phase 1, the Applicant constructed a safe and attractive lighted elevated walkway from the Metro South Pavilion to the Center. As a result, the Tysons Corner Metrorail Station serves as a critical hub for District/Tysons-bound commuters, tourists of the cultural attractions in the downtown D.C. core, fans of the region’s sports teams playing at FedEx Field, Nationals Stadium or the CapitalOne 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 with a SmarTrip card on a moment’s notice.

On October 16, 2012, the Board approved PCA 2004-PR-044 to adjust the approved residential units in Phases 1 and 2.

On October 6, 2015, the Board of Supervisors approved PCA 2004-PR-044-2 and CDPA 2004-PR-044, and the Planning Commission approved FDPA 2004-PR-044 on September 24, 2015 (the “2015 PCA/CDPA/FDPA”). The 2015 PCA/CDPA/FDPA modified the Rezoning to refine Phases 3 and 4, including removing a small office building originally programmed along Leesburg Pike.

¹ 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 CDPA/FDPA shall refer only to that option.



With approval of the 2015 PCA/CDPA/FDPA, all four approved phases at the Center are entitled with both Conceptual and Final Development Plan approval².

On December 7, 2021, the Board of Supervisors approved PCA 2004-PR-044-03, and on November 17, 2021, the Planning Commission approved FDPA 2004-PR-044-02 (the “2021 PCA/FDPA). The 2021 PCA/FDPA added vehicle sales (with no service component) to the list of permitted uses in the proffers and updated that list so the terminology matches the updated Zoning Ordinance (“zMOD”) that went into effect on July 1, 2021. Per the 2021 PCA/FDPA approvals, the number of vehicle sales tenants is limited to eight, with up to 30 parking spaces located in the parking terraces on the TCC Property designated to each tenant.

IV. APPLICATION STRUCTURE

At present, the TCC Property is governed by a patchwork of separate documents. The CDP/FDP governs Phases 1 and 2, while Phases 3 and 4 are governed by the 2015 PCA/CDPA/FDPA. The entire TCC Property is governed by the proffers approved with the 2015 PCA/CDPA/FDPA, as amended by the 2021 PCA/FDPA, along with an extensive series of proffer interpretations that have been approved over the years.

² For clarity and ease of comparison, this graphic updates the square footage calculation methodology from the 2015 PCA/CDPA/FDPA to match that used with this application.

For the sake of clarity and ease of administration moving forward, with this application the Applicant proposes to amend and combine these previous approvals, such that the TCC Property will be subject to one set of proffers and one CDPA/FDPA.

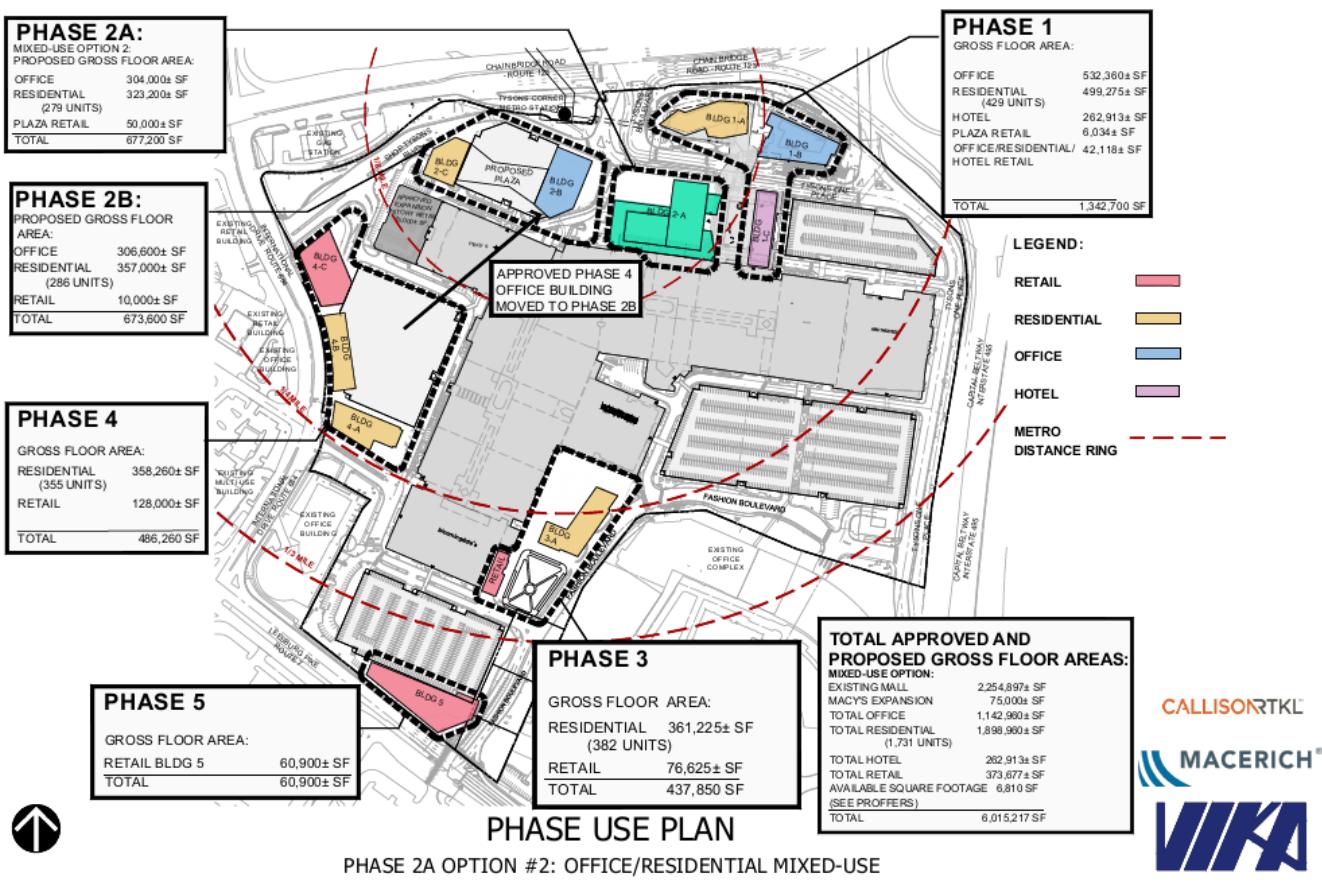
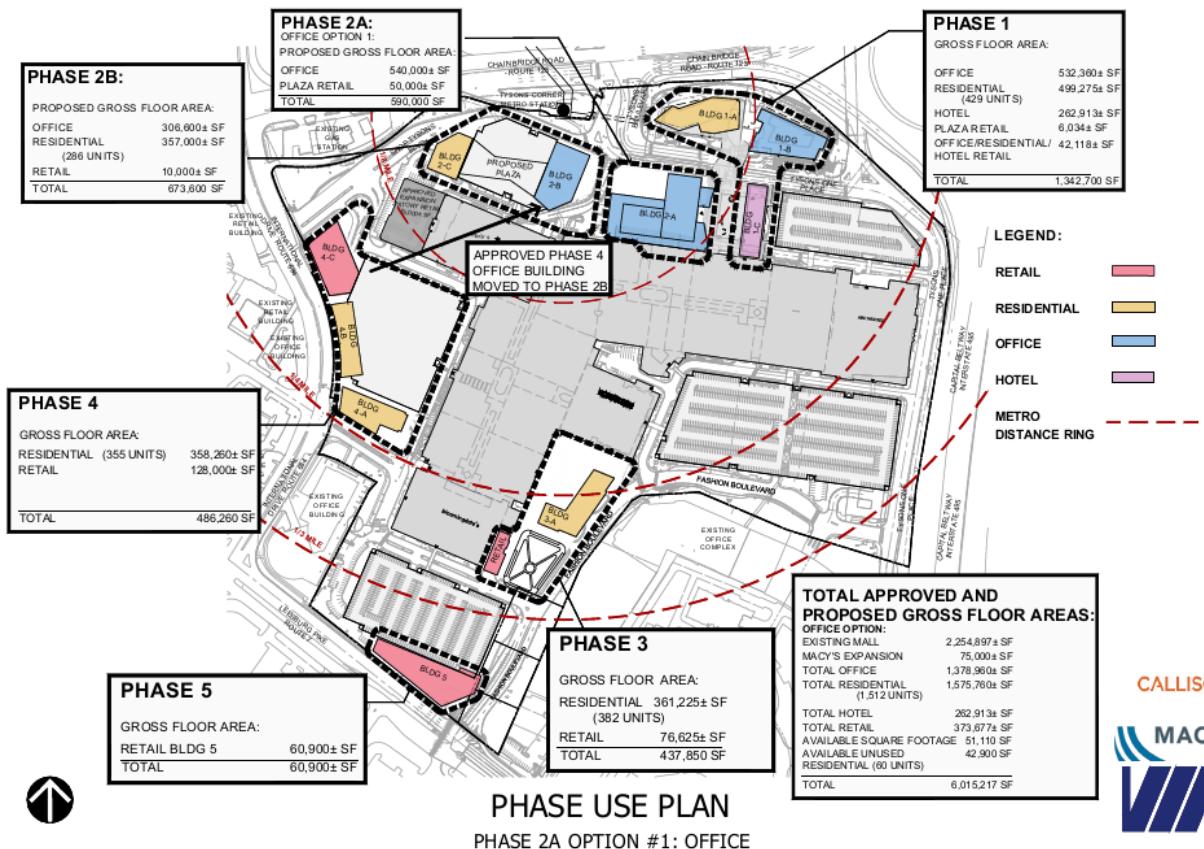
V. APPLICATION OVERVIEW

By all accounts, Phase 1 has been incredibly successful, and has demonstrated that the initial vision outlined in the Rezoning of integrating a mix of uses with the Center and creating a vibrant, mixed-use, transit-oriented community on the TCC Property can be successful. In January 2019 the Lord & Taylor anchor at the Center closed its doors, and the Owners acquired the building from Lord & Taylor. Since acquiring the anchor building, the Owners have worked in conjunction with various State and County agencies to stage COVID-19 vaccination clinics in that space. The above phase use plan outlines the mix of uses previously approved with the CDP/FDP and 2015 PCA/CDPA/FDPA.

In terms of changes to this approved development program, the Applicant is proposing to:

- Maintain the approved maximum square footage at 6,015,217 SF and maximum FAR at 1.76
- Split Phase 2 into two new phases; Phase 2A and Phase 2B, with two options for Phase 2A provided in the CDPA:
 - Option 1
 - Office: 540,000 SF
 - Plaza Retail: 50,000 SF
 - Option 2
 - Office: 304,000 SF
 - Residential: 323,200 SF (279 units)
 - Plaza Retail: 50,000 SF
- Reallocate a portion of the 219,660 SF office from approved Phase 4 to the office square footage in Phase 2B, and replace the Phase 4 office with an 85,000 SF retail building
- Carry forward Phase 3 unaltered from the 2015 PCA/CDPA/FDPA
- Add a 60,900 SF Phase 5 along a portion of the Route 7 frontage

These changes and accompanying square footages are depicted in the following proposed phase use plans:



The table in Exhibit A summarizes the proposed square footages by use in each phase, including both options for Phase 2A. For ease of comparison, the table also provides the previously approved square footages by use in each phase.

Traffic

As outlined in the transportation study submitted with this application, the proposed development program represents a very minimal traffic impact when compared with the current approvals for the TCC Property. The development program that includes Phase 2A-Option 1 listed above generates more trips than Phase 2A-Option 2. Based on this worst-case scenario from a trip generation standpoint, the proposal will generate an additional 145 AM peak hour, 342 PM peak hour, and 2,947 daily vehicle trips compared with the development program currently approved for the site. These numbers do not include consideration of applicable transit/Transportation Demand Management (“TDM”) trip reductions. The projected increase represents a two (2) percent increase over the trips generated by the currently approved development. Given that the TCC Property is currently approved for over 6 million square feet of development, the Applicant does not foresee the need for any major additional improvements due to these *de minimis* changes in the number of trips generated by the updated mix of uses.

VI. CONFORMANCE WITH THE COMPREHENSIVE PLAN

A. Implementation of the Comprehensive Plan with Prior Approvals and Proposed Application

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. Each district comprises subdistricts, some of which have smaller 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 the properties sit.

During the time of the Applicant’s original Rezoning, the County was pursuing the Tysons Comprehensive planning effort. As a result, the Applicant collaborated with County staff, the community, the Planning Commission, and the Board to incorporate 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, among other objectives:

- The facilitation of transit-oriented development;
- Enhancement of pedestrian connectivity;
- Provision of amenities such as public spaces, public art and public parks;
- Protection of the natural environment; and

- Urbanization of Tysons.

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, the Board supported an intensification of the TCC Property with a dynamic mix of uses. These were deliberately packaged in an urban design focused on appearance, location, orientation, and massing of buildings in relation to the pedestrian realm, offered with 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 and art and amenities within the existing Center; and
- Protect the natural environment with a stormwater management plan.

Satisfied that the Rezoning would be a model for future Tysons applications, County staff recommended approval of the application. In its original staff report, staff wrote 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.

The Plan's recommendations for the TCC Property reflect the collaborative and simultaneous planning of Tysons and the Mall. They tie generally to the development proposed with the Rezoning and permit flexibility so that modest adjustments to the Rezoning do not trigger the "Redevelopment Option." Such refinements fall under the "Planned and Approved Development" recommendations, pursuant to which County staff reviewed the 2015 PCA/CDPA/FDPA.

The Plan draws a clear line between modifications to approved rezonings and redevelopment:

[m]odifications to proffered rezonings that were approved prior to the creation of the PTC District may be permitted under the existing zoning district if the proposed change does not increase intensity by 5% of the approved floor area, not to exceed 100,000 square feet." Modifications in excess of 5% or 100,000 square feet would trigger the 'redevelopment option requiring rezoning to the Planned Development – Tysons District. (Implementation, Implementation Framework, Page 18). Chapter 2, page 9 anticipates

that “Redevelopment proposals will be evaluated for conformance with all of the guidance provided in the Comprehensive Plan.

The Plan’s Areawide Recommendations provide that “[d]evelopment proposals that involve redevelopment *and* that increase intensity, increase height, or substantially change the design of a previously approved development should be in general conformance with the Areawide Recommendations as well as the District Recommendations.” (Areawide Recommendations, p.20) (emphasis added)

This proposal is not categorized as redevelopment, so the proposal is not required to be in general conformance with the Areawide Recommendations, only the District Recommendations.

B. Plan Recommendations-Tysons Center 123 District, South Subdistrict, Subarea 1, Planned and Approved Development

The TCC Property is within the South Subdistrict of the Tysons Central 123 District. The Plan notes that the TCC Property is “planned and approved for transit-related mixed-use development with approximately 6,000,000 square feet.” (District Recommendations, Page 155). The 2007 rezoning approval included 6,026,825 SF (later reduced to 6,015,217 SF in 2015). In other words, the Comprehensive Plan anticipates some variation above or below the stated square footage. As noted above, this application does not propose any change in the total maximum permitted square footage. As such, the recommendations in the Planned and Approved Development section of the Comprehensive Plan would apply. The Planned and Approved Development section provides the following specific guidance, with additional refinements included in the previous approvals on the site.

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 permit a more dynamic mix of uses immediately proximate to Metrorail. 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, inward-facing orientation of the TCC Property into a community-focused, pedestrian and transit-oriented development with multiple uses.

The Applicant prepared, and the County subsequently approved, a plan in which the existing Center remained at the commercial core of a broader, mixed-use development. With this application, the Applicant proposes tweaks to the mix of uses provided on-site with no change to the maximum permitted square footage.

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.

Vibrant urban spaces, amenities and pedestrian activation and connectivity are critical to the success of the Mall and the entire Project. With Phase 1, the Applicant designed and constructed an elevated connection from the Tysons Corner Metrorail Station directly into the Center. Transit users traverse a safe and inviting lighted walkway from rail and then find themselves in a welcoming plaza decorated with public art, where they can stroll, sit, eat, play, and relax.

Community-serving urban spaces characterize the Project at the street level and above through elegant plazas. On the street, the Applicant enhances the Project’s community appeal through amenitized streetscapes featuring 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. In each plaza environment, the Applicant will host seasonal events, informal performances and fashion shows while also providing an important and necessary amenity in Tysons-outdoor spaces to meet, gather, read, eat, and play.

As outlined in Section VII below, the application includes several enhancements to the previously approved urban spaces. The children’s play area in the Phase I plaza will be updated to provide more flexibility in this popular gathering spot. Phase 2A revises the previous spaces provided in Phase 2 to include both public and private amenitized open space areas. The mini dog park called for in the Plan and included in previous proffered commitments will be provided with Phase 2B, and all previous open space commitments, including a 30,000 SF community green, provided with Phases 3 and 4 remain unchanged.

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 started to implement, a comprehensive network of pedestrian and bicycle connections, including a Loop Trail around the entire TCC Property. As highlighted in the CDPA/FDPA, these connections will be expanded with the remaining phases, resulting in a seamless network in, around and through the TCC Property, both on the street and

plaza levels. The planned I-495 pedestrian bridge will feed into this network and connect the TCC Property to the Tysons East neighborhoods.

VII. JUSTIFICATION

A. Substantial Benefits to Fairfax County

Since opening in 1968, Tysons Corner Center has enjoyed immense success in Fairfax County and Northern Virginia and ranks as one of the top malls in the country, with historically 20 million visitors every year. The Center has long served as a thriving retail hub, drawing visitors from throughout the Washington region, nation, and worldwide.

The Center offers necessary services and retail goods to customers, and through its contributions to tax revenues and job creation, provides an important economic benefit to Fairfax County and the Commonwealth of Virginia. As such, the Applicant has made significant payments to Fairfax County through real estate tax payments, the Phase I Metrorail Tax District and the Tysons Service Tax District.

Property-Based Taxes Paid to Fairfax County 2019-2020

	2019	2020
Real Estate Tax	\$25,256,988	\$26,421,281
Phase 1 Dulles Rail Tax District	\$2,415,886	\$2,067,752
Infestation Prevention Tax	\$21,963	\$22,975
Stormwater Tax	\$713,784	\$746,688
Tysons Service Tax District	\$1,098,130	\$1,148,751
Commercial Trans Tax	\$2,557,035	\$2,679,175
Total	\$32,063,786	\$33,086,622

The Center has also traditionally been one of the highest sales tax generators in the Commonwealth of Virginia, with over \$80 million in sales tax receipts over the past two years. In addition, the Center and its tenants historically employ over 6,000 retail, restaurant, maintenance, and security personnel at peak times. In constructing and delivering Phase 1, the Applicant employed a significant number of construction personnel (including tenant buildouts and interior renovations). The Applicant anticipates a commensurate level of job creation as each phase is constructed.

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 (including the elevated pedestrian bridge from the South Entrance Pavilion 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 revisions to the programming and mix of uses, especially as demonstrated in Phases 2A and 2B, exhibit the Applicant's unwavering confidence in the benefits of rail and the long-term

potential of the Center. The Applicant's dedication ensures that the Center will be a significant source of both pride and revenue for the County for a long time to come.

B. Building Heights and Architecture

The Planned and Approved Development guidelines do not include recommended building heights. As noted above, the proposed PCA/CDPA/FDPA should be reviewed with reference to the original and modified approvals, as conceived in the Rezoning and the subsequent 2015 PCA/CDPA/FDPA. The buildings in Phases 1 are each over 300 feet in height. The buildings in Phase 2 were previously approved with heights maxing out in the 320'-351' range. Phase 2A Option 1 proposes a building no taller than 330', while Phase 2A Option 2 would not exceed 400'. The Phase 2B buildings would not exceed 320' (residential) and 275' (office). Previously approved for up to 280', Phases 3 (up to 280') and 4 (between 115' and 280') will allow building heights to taper down from the Tysons Corner Metro Station to the Phase 5 building, proposed to be no taller than 70'.

More generally, the proposed heights further the goals of the Plan, which anticipates greater densities near Metro while preserving the important and fiscally positive role of the Mall. The proposed Phase 3 building height (consistent with the 2015 PCA/CDPA/FDPA) is in keeping with the existing and planned buildings in the vicinity.

C. Open Space, Amenities and the Pedestrian Experience

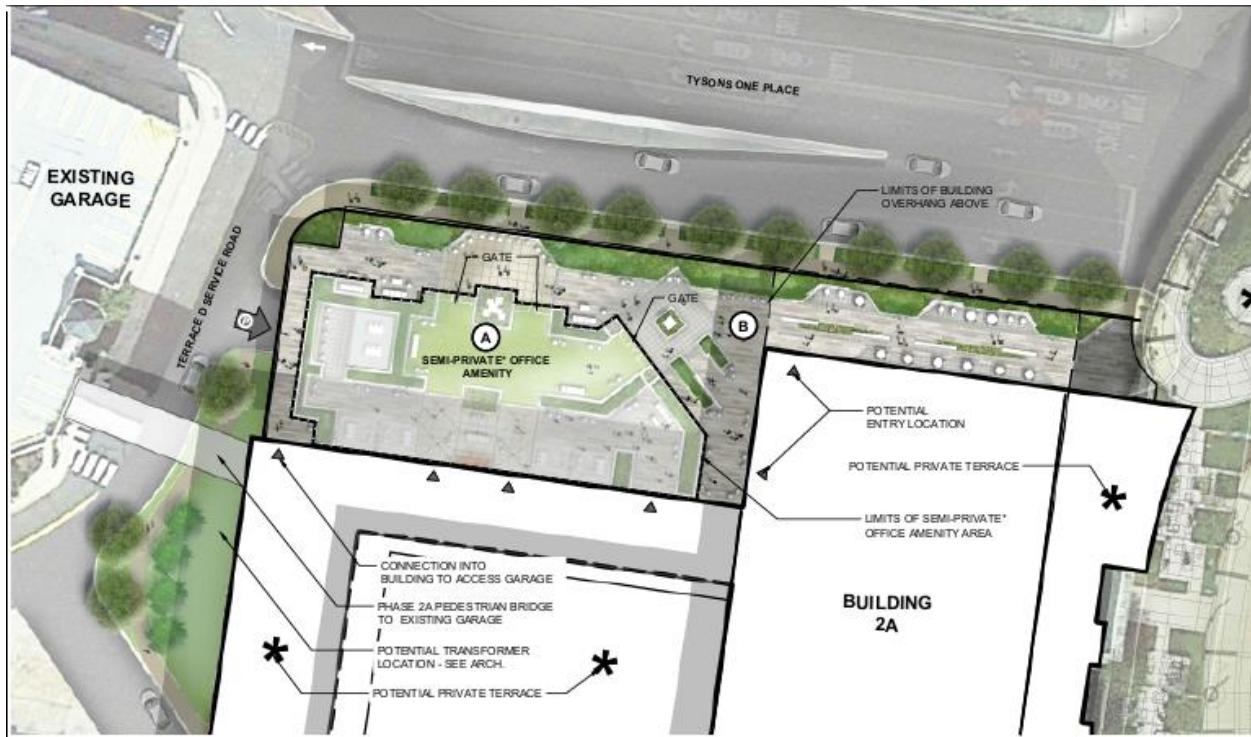
Phase 1

With Phase 1, the Applicant constructed the Phase 1 Plaza, which has already become a central gathering place for local employees, customers, and visitors of the Mall. Throughout the year guests are able to utilize the comfortable Plaza seating areas, picnic on the grass, or dine in the patio spaces at Shake Shack and Barrel & Bushel. On weekends, there are concerts, theater performances and other interactive programming, and in the evenings, patrons can participate in events, play cornhole and enjoy gathering in the welcoming outdoor space. In cool weather, users warm themselves by the multiple fire pits, enjoying conversation and people watching. The annual Christmas tree lighting event is a popular way for families to kick off the holiday season. The Phase 1 Plaza was always intended to serve as the main publicly accessible open space for the site, and the Applicant intentionally front-loaded the provision of this key amenity early in the phased redevelopment for precisely this reason. This application will enhance the versatility of this space by updating the children's play area, and expanding its connectivity to the rest of the TCC Property with Phase 2A

Phase 2A

The closing of the Lord & Taylor anchor provided the opportunity to incorporate that land area into the redevelopment scheme, including the rethinking of the open space design and pedestrian connectivity. As reflected below, the Applicant is proposing highly amenitized contiguous public and semi-private open spaces. The public area will connect directly with the Plaza and will be activated by Plaza level retail/restaurant space and innovative landscaping and hardscaping. The semi-private area will serve the tenants of the office building proposed in Phase 2A and will be open to the public during off hours. Not only will these spaces provide opportunities for

congregation, leisure and respite, they will also serve as connective tissue between the existing Phase I plaza and Phase 2B, bringing pedestrians above the street level and providing them with a landscaped, activated pathway to the rest of the Center. Phase 2A also includes the provision of a 10' trail from generally the Metro property to the area designated in Phase 2B as a dog park, at the northeast corner of International Drive and Tysons One Place.



Phase 2B

Phase 2B comes with additional meaningful open space and pedestrian connections. As noted above, the previously proffered publicly accessible dog park (with trash/waste stations and seating), will be provided with Phase 2B. The proposed office and residential towers will be served by a private plaza space constructed atop Parking Terrace D, with amenities outlined in the proffers and depicted in the CDPA/FDPA. Phase 2B will connect to public portion of the Phase 2A plaza via a pedestrian bridge and will add second pedestrian bridge connection to the Tysons Corner Metrorail station South Entrance Pavilion.



Phases 3 and 4

As approved in 2015, Phase 3 includes a 30,000+SF community green, and this application carries forward that commitment. Similarly, the previously approved Phase 4 amenity terrace, as indicated in the 2015 PCA/CDPA/FDPA, is also maintained with this application.

D. Stormwater Management

With the Rezoning, the County approved an aggressive Stormwater Management Plan (the “SWM Plan”) for the TCC Property. This commitment included:

- 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).
- A net 14% reduction in phosphorous loading (Best Management Practices, or “BMPs,” for water quality) at build-out.

The Applicant’s proffered stormwater management commitments are more rigorous than the State regulations that were in effect at the time of the original Rezoning.

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 planned, neighboring stormwater pond in lieu of the vault contemplated at the time of the Rezoning. The Applicant demonstrated, to the County’s satisfaction, that the proffered stormwater management goals for Phase 1 would be met with the updated SWM Plan, and that Phases 2, 3 and 4 (now phases 2A, 2B, 3, 4, and 5) would also meet their respective commitments. The County approved the Applicant’s updated SWM Plan, and the Applicant constructed the stormwater management measures for Phase 1.

In August 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. As a result, the Project is vested for two additional permit cycles (or ten years). In accordance with these regulations, the Applicant completed an additional submission in 2019 for the second of the two permit cycles.

The Applicant's SWM calculations for this CDPA/FDPA demonstrate continued compliance with the proffered goals and the SWMO, as applicable. For Phases 3, 4, and 5 there are no BMP changes from the approved 2015 CDPA/FDPA. In addition, the outfall analysis included with the proposed CDPA/FDPA demonstrates adequate outfall for the entire TCC Property, in all five phases.

E. 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 updated its policy and now expects redevelopments in the Planned Tysons Corner ("PTC") urban district to respect maximum parking ratios. While the TCC Property is zoned to the Planned Development Commercial ("PDC") District, the Applicant received Zoning Administrator approval in 2010 to utilize Zoning Ordinance provision 6100.1.A(4), which permits properties that are located in Tysons but are not in the PTC District to voluntarily elect to reduce their required parking spaces. The parking 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 less parking for the Project than was entitled.

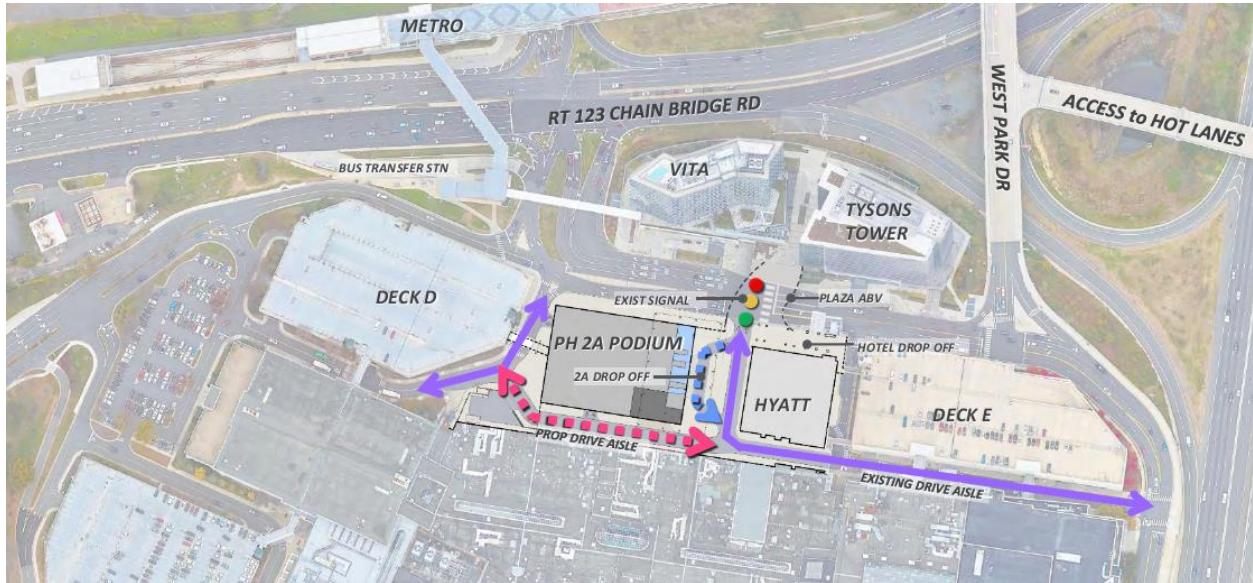
F. Transportation Improvements

With the Rezoning, the Applicant proposed significant improvements to the vehicular, transit, bicycle and pedestrian circulation within and around the Property in order to create a friendly multi-modal environment. The Applicant has already substantially improved the roadway network, benefiting the region immeasurably. It has dedicated right-of-way for frontage improvements, constructed new through and turn-lanes, widened existing roadways, installed traffic signals, countdown heads and crosswalks in many locations and contributed substantial sums of money for major regional improvements, including the widening of the Westpark Bridge to four lanes of travel and to include bicycle lanes and sidewalks.

The Applicant purposefully front-loaded the site-wide improvements with Phase 1 so that future phases of development could benefit from the established network. Proposed Phase 3 will continue to provide the road improvements that were proffered with the 2015 zoning approvals, which include intersection improvements, road widening, additional turn lanes, new bike lanes and enhanced striping and markings along Fashion Boulevard.

In addition to the multi-modal enhancements outlined below, the Applicant is proposing a new at-grade road connection between the proposed Phase 2A building and the mall. This will provide a connection between the Terrace D inner ring road to the Phase 1 hotel and further east. This roadway extension allows for the placement of garage entrances and the drop off area around the building to allow for efficient ingress/egress of visitors and tenants. Importantly, this

roadway extension will also present building tenants with the ability to enter and exit the building and the Property via a variety of routes, which will help to better distribute traffic.



G. Pedestrian and Bicycle Access

The Rezoning included a cohesive pedestrian circulation system for the TCC Property that links open spaces and facilitates walking and biking, which reduces reliance on automobiles. The Applicant proposed streetscape improvements throughout the Property to further enhance the pedestrian experience.

With Phase 1, the Applicant installed the initial framework of the future system: it constructed a ten-foot wide trail along the eastern side of ShopTysons Boulevard and installed crosswalks; constructed a ten-foot trail along International Drive; and constructed a six-foot wide multi-purpose trail along 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.

This extensive trail network will be fully realized with the phases proposed in this application. This will ultimately include the Loop Trail that circulates around the Property linking the various phases of development. As noted above, the non-motorized network will be bolstered in Phases 2A and 2B with the provision of a 10' trail connection along Tysons One Place from International Drive to both the Metrorail station South Entrance Pavilion and the area that includes Phases 2A and 2B.

In Phase 3, the Applicant will add trail segments to the system. At the street level, the Applicant will add trails and shared bicycle lanes along Fashion Boulevard and a shared pedestrian/bicycle path along Leesburg Pike. In Phase 4, the Applicant will widen International Drive to allow for an on-road bike lane and enhance the pedestrian walkway.

As the TCC Property is built out, the Applicant will provide additional and enhanced pedestrian and bicycle connections to connect the four phases, the existing Mall, and neighboring properties.

H. Transportation Demand Management

With the Rezoning, the Applicant implemented 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 single occupancy vehicles, thereby reducing the single occupancy vehicle trips to and from the site during the AM and PM peak hours. The TDM measures include encouraging employees and residents to access the Property via transit, walking, biking or shared vehicles and staggering work hours or spreading the peak.

The layout of the TCC Property was designed with transit ridership at its core, and the mix of uses encourages people to live, work, shop and play without leaving the site. The TDM program also includes significant monetary resources for staff to provide marketing, outreach, incentives, branding, etc.

The TDM Program also includes specific trip reduction goals for the reduction of single-occupancy vehicle trips and meaningful funds and penalties to remedy any shortfalls in the proffered goals. As previously discussed, trip counts have consistently indicated that the successful Access Tysons on-site TDM Program is satisfying the proffered trip reduction commitments for Phase 1. When Phases 3 and 4 are developed, the Applicant will expand the established TDM offerings to the new phases and incorporate additional opportunities and incentives.

I. Transit

Transit has always been at the heart of the Property, with significant bus accessibility and more recently, Metrorail. Since the Tysons Corner Metrorail Station opened in July 2014, and the Applicant opened the elevated bridge between the South Entrance Pavilion, Phase 1 and the existing Center, Metro riders can easily walk directly to the Center from the station.

In addition, 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 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) for construction of a bus transfer facility (the “Bus Plaza”). The new Bus Plaza, which includes three new bus bays, offers a convenient location for buses traveling through and around the Mall to drop off and pick up passengers. In addition, the Applicant coordinated with the Fairfax County Department of Transportation to provide a bus layover bay on the north side of the Mall’s Ring Road, approximately 250 feet southwest of the Bus Plaza. This serves an important function in an area that has no viable alternative layover location. The improved bus facilities, in conjunction with

Metro, help facilitate transformation of Tysons into a more transit-oriented, walkable environment.

With Phase 1, the Applicant also installed a bus shelter on the Property's International Drive frontage and contributed \$43,644 to the Fairfax County Department of Transportation for two additional shelters in the vicinity of the TCC Property. In the 2015 PCA/CDPA/FDPA, the Applicant committed to contributing \$20,000 toward bus shelters with the approved Phase 3 residential building and another \$20,000 for the same purpose with Phase 4. The Applicant is carrying forward this proffer.

J. Phasing

The Applicant will construct the Project in phases, with development of Phase 2A likely to occur prior to the remaining phases. Nevertheless, to retain the flexibility to remain responsive to the market, and as with the previous approvals on the site, the Applicant would like to reserve the right to construct each of the phases in any order, as long as the required road improvements and amenities are constructed concurrent with the appropriate phase. The Applicant also seeks approval to provide the site improvements prior to the construction of the respective phase.

VIII. WAIVERS & MODIFICATIONS

To the best of our knowledge and belief, the proposed development will be in conformance with all applicable ordinances, regulations and adopted standards with the exceptions of those requested and approved in the Rezoning, 2015 PCA/CDPA/FDPA, and 2021 PCA/CDPA. The Applicant respectfully requests the reaffirmation of all previously approved waivers and modifications, as well as the approval of the waivers and modifications of certain Zoning Ordinance and Public Facilities Manual standards listed in the CDPA/FDPA.

IX. CONCLUSION

In 2007, the Board approved the landmark rezoning application for Tysons – a four-phased redevelopment of the region's premier shopping center, Tysons Corner Center. With the first phase complete and the former Lord & Taylor anchor space available for redevelopment, the Applicant is excited to refine the remaining phases. As the grand opening of the Phase 1 Plaza bore out, there are more active participants and heavily invested stakeholders in this planning effort than in any other in recent memory - the County, the community and the industry have all played a role. This is a Tysons-defining project, and the proposed PCA/CDPA/FDPA is the next step to realizing the final product.

Respectfully submitted,



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DLA Piper LLP (US)