



Docket Item #7 A-C
Development Special Use Permit with Site Plan #2007-0022
Coordinated Sign Program SUP #2008-0090
Encroachment #2008-0003
Potomac Yard – Landbay G

Application	General Data	
Project Name: Potomac Yard – Landbay G	PC Hearing:	January 6, 2009
	CC Hearing:	January 24, 2009
	If approved, DSUP Expiration:	January 24, 2012 (3 years)
	Plan Acreage:	13.28 acres
Location: 2801 & 2900 Main Street	Zone:	CDD#10
	Proposed Use:	Office, Retail, Hotel, Residential
	Office:	765,033 sq. ft.
	Retail:	192,196 sq. ft.
	Hotel # rooms/G.F.A.:	623 rooms/684,941 sq. ft.
	Residential Units/G.F.A.:	414 units/454,560 sq. ft.
Applicant: RP MRP Potomac Yard, LLC represented by M. Catharine Puskar, attorney	Small Area Plan:	Potomac Yard/ Potomac Greens
	Historic District:	N/A
	Green Building:	LEED, Virginia Green (hotel), and Earth Craft certification

Purpose of Application
Development of office, retail, hotel, and residential uses and a central open space within Landbay G in the Potomac Yard

Special Use Permits and Modifications Requested:
<ol style="list-style-type: none"> 1. Special Use Permit to permit administrative approvals for restaurant uses; 2. Special Use Permit for a grocery store (>20,000 s.f.) and a fitness center (>20,000 s.f.); 3. Temporary trailers for model sales offices in conjunction with a construction project, 4. Coordinated signage plan; 5. Increase in height of a mechanical penthouse when necessary (from 110 ft. to 117.4 ft.); 6. Encroachment for building overhangs and architectural features; 7. Reduction of off-street parking required to provide shared parking; 8. Modification to the §6-403(A) setback requirements; and 9. Special Use Permit for the conversion of 108,871 sq.ft. from office use to retail use.

Staff Recommendation: APPROVAL WITH CONDITIONS

Staff Reviewers: Patricia Escher, Terry Russell, Claire Gron, and Matthew North

PLANNING COMMISSION ACTION:



DSUP #2007-0022
ENC #2008-0003
COORDINATED SIGN PROGRAM
SUP #2008-00090

01/06/09



TABLE OF CONTENTS

I. EXECUTIVE SUMMARY.....4
 A. Recommendation.....4
 B. Project Highlights.....4

II. BACKGROUND.....5
 A. Metro Reservation.....5
 B. Status of Infrastructure Improvements.....5
 C. FAA Height Restrictions.....6

III. PROJECT DESCRIPTION.....6

IV. ZONING/CDD TABLE.....10

V. STAFF ANALYSIS.....10
 A. CDD Coordination.....10
 Landbay F.....10
 Main Street.....11
 ROW on Rt. 1.....11
 New East-West Street.....11
 B. Phasing.....11
 C. Conversion of Office Use to Retail.....13
 Retail Definition.....15
 Retail Management.....16
 Coordinated Sign Program.....16
 D. Traffic Analysis.....18
 E. Shared Parking.....19
 F. Building Design/Heights.....21
 G. Sustainability.....24
 LEED.....24
 Earthcraft.....24
 Virginia Green.....25
 H. Open Space.....25
 Design.....25
 Programming.....25
 Public Access Easement.....26
 City Access.....26
 I. Special Use Permits and Modifications.....26

VI. FISCAL IMPACT.....27

VII. COMMUNITY.....29

VIII. CONCLUSION.....29

I. EXECUTIVE SUMMARY

A. Recommendation

Staff recommends **approval** of the project, with conditions.

The applicant's proposal is in substantial conformance with the CDD zoning, with the Strategic Plan, the Potomac Yard/Potomac Greens Small Area Plan, and the Yard Urban Design Guidelines. The proposed redevelopment plan offers several public benefits:

- Creating a unique destination which incorporates the property's history;
- Incorporating environmentally sensitive elements consistent with Eco-City Alexandria's goal of sustainability;
- Providing a mixed variety of uses; and
- Incorporating more contemporary architecture while still relating to basic building design principles of Alexandria.

There are also a number of challenges associated with the redevelopment plan, including:

- Incorporating the highest quality architecture;
- Phasing of the streets and open space; and
- Considering the future management of retail.

B. Project Highlights

The applicant has submitted a redevelopment plan for a mixed-use town center on a 13.28 acre site in Landbay G of the Potomac Yard Coordinated Development District (CDD#10) (Attachment 1). The applicant proposes to construct nine buildings at the following densities:

- 697,085 net sq. ft. office uses;
- 182,915 net sq. ft. retail uses;
- 623 hotel rooms (622,831 net sq. ft.);
- 14,009 net sq. ft. hotel amenity uses; and
- 414 multi-family dwelling units (446,124 net sq. ft.).

In addition, the applicant proposes to construct a 0.94 acre open space Town Center Green and other open space amenities including the galleria between Buildings E1 and E2 and the mews between Buildings C and F.

Landbay G is currently vacant except for the Potomac Yard Fire Station (DSUP #2006-0026), which was approved by the City Council in February 2007, and is under construction in the southwestern portion of Landbay G. Landbay H located to the south of Landbay G was the subject of a density transfer approved by the City Council in June 2008. Office density was transferred from Landbays J and L to Landbay H. Landbay F

is located to the north of Landbay G and is developed with the Potomac Yard Shopping Center. It is the subject of the Potomac Yard Small Area Plan process currently underway in the City. It is projected that the small area plan will be completed by the end of 2009.

The proposal requires approval of the following:

- Approval of a Development Special Use Permit for the Preliminary Site Plan;
- Special Use Permit to permit administrative approval of restaurants;
- Special Use Permit for a grocery store (>20,000 sq. ft.) and a fitness center (>20,000 sq. ft.) pursuant to City Ordinance No. 4280;
- Temporary trailers used for model sales;
- Coordinated signage plan;
- Increase in height of a mechanical penthouse when necessary in order to meet the minimum needs of a building from 110 ft. to 117.4 ft.
- Encroachment for building overhangs and architectural features (Buildings A, B, C, D, G and H);
- Reduction of off-street parking required to provide shared parking;
- Modification to the §6-403(A) setback requirements, pursuant to §11-416(A) of the Zoning Ordinance;
- Special Use Permit for the conversion of 102,915 sq. ft. from office use to increase the amount of retail from 80,000 to 182,915 net sq. ft.

II. BACKGROUND

A. Metro Reservation

The City by easement has an area reserved for a potential new Potomac Yard Metro Station. The reservation is located to the west of Potomac Greens Park and the Potomac Greens townhouse development. It is located east of Landbays G and H. On October 14, 2008, City Council established (Resolution No. 2298) the Potomac Yard Metrorail Station Feasibility Work Group (“the Work Group”) in order to examine the feasibility of a potential new Metrorail station at Potomac Yard. The Work Group is made up of five individuals, including two City Council members, one representative from the Planning Commission, one representative from the Transportation Commission, and one representative from the Potomac Yard Planning Advisory Group (PYPAG). It is anticipated that the Work Group will be constituted in January and will complete its recommendations with the on-going Potomac yard Master Plan planning process.

B. Status of Infrastructure Improvements

- The Rt. 1 bridge over Monroe Avenue is complete and will open in the near future.
- Construction of Main Street and Monroe Avenue under the bridge is well underway.

- Main Street is under construction through Landbays J, I, H and G. Potomac Avenue is also under construction from its intersection with Rt. 1 just north of the Monroe Avenue Bridge around the east side of Potomac Yard to Landbay F where current construction ends near the movie theaters.
- Glebe Road is constructed between Rt. 1 and Main Street.
- Glebe Road will be completed with the construction of the Town Center (see Phasing discussed later in this report).
- The sanitary sewer pump station is under construction with completion expected in early 2009.

C. FAA Height Restrictions

Due to the proximity of Reagan National Airport, the FAA has placed restrictions on the height of structures in the flight path. The Alternative Concept Plan has also placed height limits on structures in Landbay G and throughout Potomac Yard. In Landbay G, the Alternative Concept Plan sets the height limit of structures between Rt. 1 and Main Street at 82 feet and between Main Street and Potomac Avenue. at 110 feet. The proposed buildings in the Town Center are slightly shorter than the height limits imposed by the Concept Plan and the FAA restrictions.

III. PROJECT DESCRIPTION

The Town Center Plan on Landbay G includes 697,085 sq. ft. of commercial office space, 623 hotel rooms, 414 residential units and 182,915 sq. ft. of retail space. There are 9 buildings on 8 blocks. (Attachment #3)

Table 1

Building	Office	Retail	Hotel	Residential
A	220,123 sf	11,413 sf		
B	191,455 sf	17,991 sf		
C				208 du
D		17,877 sf	399 r	
E1	152,033 sf	15,717 sf		
E2	133,474 sf	14,278 sf		
F		54,652 sf		
G			224 r	
H		50,987 sf		206 du
Total	697,085 sf	182,915 sf	623 r	414 du

The Town Center is comprised of 8 blocks formed by several major and secondary streets. Main Street is the north-south spine. It is currently under construction and when completed will pass through the length of Potomac Yard. It is planned to continue north from the Town Center through Landbay F, the Potomac Yard Shopping Center, which is currently the subject of a small area planning process. East Glebe Road is the major east-west spine of the Town Center. It will provide the major traffic connection from Route 1 to Potomac Avenue. Public Street 1 (see section of staff report re: street names) and Maskell Street are the other two east-west routes across the Town Center.

Building A (Attachment 4)

Proceeding farther east on Glebe Rd., the office building on the left is Building A. It will contain 220,123 sq.ft. of office space and 11,413 sq.ft. of ground floor retail space. It fronts on the south and is bordered by Potomac Avenue on the east. Office Building B will sit across Glebe Rd. to the south. Landbay K, the linear park, will be located across Potomac Avenue from Building A.

The building will be 8 stories or 109 feet in height. There will be five levels of parking below grade. Retail space will front Glebe Rd. and Potomac Avenue on the southeast corner. The balance of the first floor will be office lobby and office space. There will be seven floors of office use.

Loading and parking entrance and exit will be from the private street on the west side of the building opposite the loading and parking entrance and exit of the hotel Building D.

Building B(Attachment 5)

The office building east of the Town Center Green is Building B. It will contain 191,455 sq.ft. of office space and 17,991 sq.ft. of ground floor retail space. It is bordered by Glebe Rd. on the north and a public street on the west, public street #1 on the south and Potomac Avenue on the east. Residential Building C will be directly south of Building B. Landbay K, the linear park, will be located opposite Building B on the east side of Potomac Avenue.

The building will be 8 stories or 110 feet in height. There will be 3 levels of parking below grade. Retail space will front Glebe Rd. and Potomac Avenue on the north side of the building and public street #1 and Potomac Avenue on the south side of the building. The office lobby, parking entrance and loading dock will be located on the west side of Building B.

Loading and parking entrance and exit will be from the private street on the west side of the building opposite the loading for Building E2.

Building C (Attachment 6)

Building C sits on the southeast corner of Landbay G bordered on the south by Maskell Street, the east by Potomac Avenue, the north by Public Street #1 and on the east by the pedestrian mews and Building F. There will be 208 dwelling units in Building C. It will be five stories or 70 feet tall. No retail or other uses are proposed. The below grade garage will provide 270 parking spaces on two levels. Garage access and the loading dock will be located on Maskell Street.

Building D – Hotel, Retail, Collector Garage (Attachment #7)

Proceeding east on Glebe Road and crossing Main Street, the Town Center Green will be on the right side. On the left or north side of Glebe will be the larger 399-room hotel (building D). The hotel building is designed to accommodate two different hotel operators so there will be two hotels in one building. The structure will appear as one hotel designed to be the “grand hotel” on the Town Center Green. There will be a total of 399 guest rooms. The hotel will be 105 feet in height with 8 floors. The first floor will be retail and hotel amenity retail. Retail uses will line the Glebe Rd./Town Center Green frontage with a porte cochere at the lobby in the center of the block. The two hotel operators will share the central lobby space. The second floor of the hotel will include conference facilities. An outdoor amenity space with active and passive open spaces and an indoor swimming pool will be located above the garage with access from the third level of the hotel. Loading and garage entrance and exit will be located on the private street on the east side of the building. This will provide access to the five garage levels, four above grade (screened architecturally) one below grade with a total of 575 parking spaces. This garage will provide more parking spaces than would be required for the number of hotel rooms because it will function as a collector garage for visitors to the Town Center Green as well as parking for hotel guests.

The Town Center Green

The central element for the Town Center is the Town Center Green. It is the focal point of the retail frontages; the hotel, retail and office uses; and the architecture of the buildings. It is the focal point of activity in the Town Center as well and will include water features, lawns, outdoor eating and entertainment and year round programmed activities.

The Office Buildings E1 and E2

The area located south of Glebe Rd at the intersection of Glebe and Main Street is flanked on the south by two of the four office buildings of the Town Center – buildings E1 and E2. These buildings contain 285,507 sq.ft. of office space with approximately 29,995 sq.ft. of retail uses focused mostly on the Town Center Green. The shape of the Town Center Green and the office buildings that directly border the Green are integrated and interrelated architecturally.

The buildings are separated by a pedestrian way or “galleria” with their main lobby entrances facing each other in this passageway. The galleria funnels pedestrians from the south into the Town Center Green providing the terminus of the pedestrian way that traverses Landbays J, I, H and G from south to north across Potomac Yard.

Building E1 is 106 feet in height and Building E2 is 109 feet. Both buildings have retail uses and lobbies at the street level and 7 levels of office space above. Loading and garage access for Building E1 is provided on the south side at Public Street #1. Loading and garage access for Building E2 is provided on the private street on the east. One garage serves both office buildings and sits under the buildings and the Town Center Green. There are three below grade parking levels with 656 parking spaces.

Building E1 (Attachment 8)

Building E1 sits on the southwest corner of the Town Center Green. Retail uses occupy most all of the first floor with frontage on all four sides of the building including a strong and continuous retail frontage along the Town Center Green and Main Street. The lobby for this building fronts on the internal galleria pedestrian way. This building is architecturally integrated with the Town Center Green and office building E2.

Building E2 (Attachment 9)

Building E2 will sit on the southeast corner of the Town Center Green. Retail uses will focus on the Town Center Green and public street #1 to the south. The lobby of this building will be directly opposite the lobby of Building E1 on the galleria pedestrian way. Along with E2 this building will be served by the underground garage on this block. There are seven floors of office use above the retail base.

Building F(Attachment 10)

Building F is a small retail building to be located across Main Street from the Fire Station. It is planned for retail use on the first floor and fitness facility use on the second floor. The height of this building will be 45 feet. Loading and garage access is from Maskell Street. There will be two below grade parking levels with 170 parking spaces.

Building G – Hotel (Attachment #11)

East Glebe Road will be one of the primary vehicular entrances to the Town Center from Route 1. Entering the Town Center there is a small hotel proposed for the left or north side of the street. A mixed use residential and retail building is proposed for the right or south side and it is described below.

Building G, a relatively small hotel, will be 81 ft. wide by 278 ft. long. The ground floor is proposed as hotel amenity retail space on the Glebe Rd./Rt.1 corner, hotel lobby in the middle of the block facing Glebe and hotel amenity retail on the corner of Glebe and Main Street. Fifty-eight parking spaces are provided in one below grade garage level with its entrance and exit on Main Street. There are an additional 7 floors above the first where there will be 224 guest rooms, 32 on each floor. The height of the building is 82 ft. There is a penthouse level pool and pool deck.

Building H – Retail, Grocery, Residential (Attachment #12)

The residential and retail building on the right or south side of Glebe Rd. (building H) contains 206 residential units and 50,987 square feet of retail space. Approximately 19,000 sq.ft. of the retail space is proposed for grocery store use. Retail uses will front the Rt. 1, Glebe Road and Main Street. Loading docks for the retail and residential uses are located on Public Street #1 on the south side of the building. The garage entrance is on Main Street. There are two levels of parking proposed below grade. The residential units occupy floors 2 through 5. Some units on the 5th floor include lofts. The entire block is occupied by the first floor of the building including retail space, lobbies, garage entrance and loading. Floors 2-5 are comprised of residential units arranged around a center courtyard that sits on the roof of the first floor retail space.

IV. ZONING

The Potomac Yard development has a CDD #10 zoning designation.

Table 2

Property Address:	2801 & 2900 Main Street	
Total Site Area:	13.28 Acres.	
Zone:	CDD #10	
Proposed Use:	Mixed Used – Office, Hotel, Retail and Residential	
	<u>Permitted/Required</u>	<u>Proposed</u>
Building Height	Max. 82' – 110'	45' – 117.4*
Open Space	1.5 Acres	2.85 Acres
FAR		
Office	800,000 sq ft	697,085 sq ft
Retail**	80,000 sq ft	
SUP for Conversion****	Up to 195,000 sq ft	
Subtotal	195,000 sq ft	182,915 sq ft
Health Club		33,200 sq ft
Grocery		23,000 sq ft
Restaurant		48,688
Hotel	625 Rooms	623 Rooms
Residential	414 DU	414 DU
Parking		
Office	1,533	1,417
Retail	440	237
Hotel	312	186
Residential	600****	538*****
Grocery	110	90
Restaurant	570	267
Total Parking	3,648	2,852

*Modifications to allow for approximately 3± additional feet for the penthouse
 ** Hotel amenities are included with the retail and restaurant uses
 ****Office use can be converted to retail use with an SUP for up to 195,000 sq ft of retail
 *****Doesn't include requested visitor spaces
 *****Residential visitor parking supply to be provided on-street and/or in available garages

V. STAFF ANALYSIS:

A. CDD Coordination

This proposal for development of Landbay G is part of a larger plan for the overall development of the entire Potomac Yard area.

It is important to consider the proposal for Landbay G in the context of other development envisioned for the immediately adjoining landbays. It is critical that the Town Center is coordinated with the rest of Potomac Yard, so that it will be recognized as a special destination place for residents and visitors.

Landbay F

To the north of the Town Center is Landbay F, which, at 69 acres, is the largest landbay in Potomac Yard. Landbay F is currently developed as the Potomac Yard Shopping

Center with approximately 600,000 sq. ft. of retail uses. Per the direction of City Council, Planning & Zoning staff is in the process of preparing Small Area Plan amendments for Potomac Yard. It is anticipated that this process will be completed by the end of 2009. The small area plan is being undertaken to provide information on:

- a comprehensive analysis of the area;
- the feasibility of a possible Metro station;
- the potential mixture of land uses; and
- the transportation issues associated with the redevelopment of Landbay F.

Main Street

Main Street is the north-south spine street through the center of Potomac Yard, and is intended to traverse the full length of the development from Landbay L through Landbays J, I, H, and G to connect all neighborhoods from north to south. Throughout Potomac Yard, Main Street is scaled for neighborhood functions and encourages pedestrian activities and retail uses in key locations, as outlined in the Design Guidelines. It is designed with elements that will provide a pleasant pedestrian experience including, brick paving, street trees and decorative streetlights. Main Street is planned to be extended through Landbay F with the redevelopment of the Potomac Yard Shopping Center, and Landbay G has been designed accordingly. However, at this time, the continuation of Main Street north into Landbay F remains an outstanding issue.

ROW on Rt. 1

Rt.1 will be widened as part of the redevelopment plan for Potomac Yard. The future plan for Rt. 1 includes two vehicular travel lanes in each direction and a dedicated transitway in the median. This widening is reflected in the plans for Landbay G, and will also be reflected in plans for the redevelopment of Landbay F. In the interim, a small area of the Landbay F frontage will need to be widened to accommodate the transition of Rt. 1 back to its present alignment.

New East-West Street

During the planning for Landbay G it has become apparent that a new east-west street should be planned to connect Rt. 1 and Potomac Avenue immediately to the north of Landbay G in Landbay F. The design of buildings in Landbay G could consider this street, if it were provided now. For example, additional windows could potentially be provided, and garage/loading entrances could be relocated. However, at this time, the provision of a new east-west street along the northern boundary of Landbay G remains an outstanding issue.

B. Phasing

Phasing the development will help to facilitate the orderly, timely construction of each building along with their associated infrastructure. With a proposal of this size, it is important to allow for some flexibility within the phasing plan to accommodate market demands that will largely determine the nature and rate of development. In a perfect world, the development would proceed with a logical sequence of events and construction such as starting along the western most portion of the site, with development

along Rt. 1 commencing first. But development is market driven and may occur in a less orderly fashion. Staff and the applicant have agreed upon a recommended plan for the phased installation of all of the necessary infrastructure for each building/block. The associated infrastructure will be required to be completed prior to the issuance of each building's occupancy permit.

The street grid is of critical importance to complete the east-west connections from Rte 1, to Potomac Avenue and to the rest of the landbays to the north and south. In an effort to accomplish this complex task, staff has specific recommendations for completion of the street grid, pedestrian and infrastructure improvements associated with each block and/or building. Some of the more important connections such as connecting Glebe Road to Potomac Avenue and the completion of Main Street are coupled directly with the construction of the first building to ensure that these improvements are completed with the first phase of development. The intersection of Potomac Avenue and Glebe Road will require signalization upon the issuance of a certificate of occupancy of the first building requiring Potomac Avenue for their access or circulation. Typical improvements for each block development would be the streets, curb and gutter, sidewalks, underground utilities, parking meters, signage and street lighting. If the building being constructed does not span the entire city block, temporary asphalt sidewalks will be constructed to ensure pedestrian movement. The other street connections and infrastructure improvements are linked with the specific buildings and blocks.

While the proposed phasing plan doesn't specifically designate which buildings will be constructed first, there are generally held development principles, which may determine the mixture of uses and their timing. Some of those principles include:

- The need for a certain amount of square footage of office, hotel and residential uses in place to support retail;
- A solid street grid with walkable block distances;
- Pedestrian amenities;
- Alternate modes of transportation; and
- Adequate parking to support the uses.

The phasing of the development and the concept of shared parking is an integral portion of the proposal. It is critical that the development be self supportive of its parking demands. Under the current proposal, each block will provide for its own parking needs via underground parking structures and on street parking. The grocery and residential units will have reserved parking within the parking structure and the residential visitor parking will be provided on the adjacent streets. A crucial portion of the shared parking comes into play with the concept of the collector parking garage. (Attachment 13) The garage will serve as the primary shared parking depository during peak daytime demands, serving the town center visitors, hotel users and some of the non-anchor retail uses. To ensure that there is sufficient parking prior to the completion of the collector parking garage; staff has made a provision for interim surface parking uses for Blocks A and B. Staff further recommends that the applicant submits a parking plan with each phase to ensure the adequacy of parking and that the applicant create a parking management

district to make certain the parking is maintained, secure, requirements enforced and adequate signage is provided.

Another key element to the phasing plan is the central green; the heart of the Town Center. While staff would encourage this portion of the development be completed in an early phase, it is acknowledged that the final design may be constructed later on, probably in conjunction with Buildings E1 and E2, as the underground parking for these two buildings will be located under the Town Center Green. As a safeguard to ensure timely construction of an open space amenity for the residents and visitors, staff is recommending that the area reserved for the open space be sodded prior to the issuance of the first building permit and, if the construction of either of the E buildings does not commence within 3 years, the applicant will construct an interim park to the City's satisfaction.

C. Conversion of Office Use to Retail

The Concept Plan provides for 80,000 sq.ft. of net retail square footage in the Town Center. The applicant is requesting that a total of 182,915 sq.ft. of net retail space be approved by special exception. As part of the CDD amendment to permit office space to be converted to retail the Planning Commission and City Council required the following condition 3B(d):

“Unless otherwise determined by the City retail study, office floor area within Landbay G and/or Landbay H may be converted to ground floor retail use through a special use permit provided that the conversion occurs as part of the development plan for each Landbay(s) and shall also be subject to the following:

- (i) Any conversion of office floor area to retail floor area shall occur on a one for one gross floor area for the office and retail uses.
- (ii) For Landbay G, the conversion shall not decrease the amount of ground floor retail floor area below 80,000 sq.ft. and the conversion shall not allow an overall retail floor area above 195,000 sq.ft.
- (iii) For Landbay H, the conversion shall not decrease the amount of ground floor retail floor area below 5,000 sq.ft. and the conversion shall not allow an overall retail floor area above 20,000 sq.ft.”

To fulfill the requirement staff worked with the applicant and property owner to prepare a Retail Market Feasibility Study for Planned Retail Developments at Potomac Yard (“Retail Study”) to examine if the retail assumed for the redeveloped Potomac Yard Retail Center in Landbay F and the planned Town Center in Landbay G and adjacent Landbay H/partial Landbay I can be supported by future market demand.

The Retail Study found that the Town Center will likely serve the needs of households and workers in the immediate neighborhood and surrounding areas through the provision of neighborhood and “lifestyle” retail, including basic goods and services, boutique and comparison retailers, and restaurants and entertainment.

Although the full range of retail uses that will be located in the Town Center remains unspecified, known uses appear to be neighborhood and “lifestyle” retail uses. The current proposal anticipates the following:

- One 33,200 sq. ft. health club;
- One 23,000 sq. ft. grocery store;
- 29,900 sq. ft. of quick-serve restaurants (limited-service);
- 16,421 sq. ft. fine/casual restaurants (full-service); and
- 80,394 sq. ft. unspecified retail uses.

The retail study contained the following summary of findings:

Based upon an analysis of the economic and demographic underpinnings of demand for retail space, and an understanding of the current and likely future supply and character of space in the competitive market area of the Potomac yard CDD, there is sufficient market support for both the Town Center (Landbays G, H, and the northern portion of Landbay I) and the Retail Center (Landbay F) as contemplated at build out in 2015. Specifically:

- The Potomac yard site is a large-scale, infill redevelopment opportunity that is unique within the regional context and can truly deliver a vibrant, mixed-use environment
- The site is particularly well suited for the development of a mix of retail development concepts, given its superior access and visibility, and its proximity to significant concentrations of current and future affluent households and quality office space.
- The site is already established as a thriving retail destination that effectively competes in a relatively large trade area, and future retail deliveries will be able to leverage this existing market momentum with both consumers and retailers.
- Future high-density development at the site will demand, and drive, significant retail offerings.
- The arrival of a Metrorail station adjacent to Landbays G&H will provide an additional catalyst for high-density, mixed-use development at the site.
- The retail projects at the site will fill a significant hole in the retail market, specifically the lack of new, larger-scale, urban retail offerings in Alexandria and the surrounding areas.
- Future competitive market pressures, especially the continuing advancement of retail offerings in Arlington, the District of Columbia, and Prince George’s County, as well as emerging urban cores in Alexandria, will present a limiting factor on the supportable size of the retail presence at Potomac Yard.

With the exception of Block C, which contains only residential uses, the predominant use at the street level in all proposed buildings is retail. Furthermore, staff is recommending conditions which will allow restaurants and outdoor dining to be reviewed and approved administratively, in order to facilitate their integration into the Town Center development.

Also consistent with the Retail Study, retail is provided along both sides of E. Glebe Road and Main Street, the major streets within the Town Center, and retail uses surround the Town Center Green on all sides. By design, the blocks are short to favor the pedestrian, and retail is concentrated to establish the required “critical mass of activity”. As is discussed in more detail elsewhere in this report, the applicant is proposing a centralized parking garage in Block D and shared parking throughout the Town Center, which will strengthen the vitality of retail by easing parking for its patrons.

The Retail Study stressed the importance of Connections and coordination between the redeveloped Potomac Yard Retail Center and the Town Center, preferably along a single “main street”. The Town Center reflects the intention for Main Street, between Blocks G and D, to continue north and connect with the adjacent property. Both Buildings G and D have been designed to allow for retail along these frontages.

Retail Definition

Retail and restaurant uses provide life and interest to the streetscape. In addition to providing important service and shopping opportunities to residents, workers and visitors, retail shops and restaurants provide visual interest to the streetscape and greatly enhance the pedestrian experience along streets and at the Town Center Green. Retail uses and especially restaurants can bring people to the Town Center in the evenings and on weekends. Some enclaves of office use suffer from a lack of activity when the offices are closed because there is little reason to be in the area after hours. The Potomac Yard Town Center contains an appropriate mix of 35% office, 33% hotel, 22% residential, and 9% retail that will provide activity on the streets and in the Town Center Green at all times. Retail spaces will be designed within spaces 20 feet tall to allow for the special needs of retail uses.

Ground floor use of areas designated as “retail” in the Town Center will be limited to retail, personal service uses and restaurants. Retail floor area will be solely utilized by retail uses such as a store engaged in the sale of goods for personal use including barber shop/beauty salon, banks, bookstores, clothing, drugstores, dry cleaners, health clubs, groceries, and restaurants or other similar pedestrian-oriented uses. Retail uses may be approved by the Director of P&Z when they meet the intent of providing active pedestrian-oriented neighborhood-serving retail uses.

Full-service restaurants may be approved administratively by the Director of P&Z, provided that the restaurant complies with conditions that govern restaurant operations. Restaurants that do not meet these criteria may be approved subject to a special use permit.

Outdoor dining is an important element of a lively streetscape, will be a major feature of the Town Center and is strongly recommended by staff. In the Town Center outdoor dining will enhance the activities in the Town Center Green. Outdoor dining is encouraged and may be permitted administratively by the Director of P&Z subject to minimum criteria and conditions.

Retail Management

Retail uses within Landbay G will be owned and operated by a single management entity to ensure a compatible mix of uses, to coordinate marketing and to prevent a disparate set of operational and maintenance standards. This management entity will be separate from the management of the offices, hotel and residential uses within each of the buildings. The applicant will be required to submit a retail marketing, maintenance and management plan.

Although in the long run the buildings of the Town Center may be owned by different entities, it is important that retail leasing and operations be under the one management to ensure the appropriate mix of retail uses and consistent care and operation of Town Center's retail function.

Coordinated Sign Program

A Coordinated Sign Program has been prepared by the applicant dated December 17, 2008. In general it proposes area and building identification, retail, and wayfinding signage. It includes building mounted, freestanding, blade, projecting, awning and banner signs. The Coordinated Sign Program will ensure that signs in the Town Center are appropriate for the streetscape and architectural setting while providing the right amount of information for the pedestrian and the driver. It will also contribute to visual interest and variety in the storefronts, buildings and streetscapes. Staff is recommending approval of the Coordinated Sign Program because it will be well integrated into the architecture of the buildings and the streetscape while providing the appropriate amount of information.

The design intent of the Coordinated Sign Program for the Town Center is the following:

“Creativity, uniqueness and high quality graphics are the intent of the coordinated sign program. Tenant signs shall be designed and reviewed on the basis of how well they integrate into the architectural storefront elements to form an attractive composition. Tenants are encouraged to take maximum advantage of store logos, specialty letter types and graphic flourishes. Variety and creativity of design are encouraged by the City of Alexandria. Tenants are encouraged to explore a variety of diverse signage styles with the objective of integrating the design into the whole storefront design, not as an applied afterthought. National and regional stores are encouraged to consider the special nature of Landbay G, and look for ways to create signage that is unique and distinctive.”

The coordinated sign program will provide clear guidelines for retail identification signage that can be read by vehicular traffic as well as smaller scale signage arranged to inform and guide the pedestrian. In keeping with the recommended design intent, the signs will be a coordinated package designed to integrate signage into the building facades and the streetscape in a way that enhances the visual experience as well as providing clear, concise information. The proposed sign plan provides guidelines for the approval of retail and office signage that meets these criteria.

Retail and office signage will be located on the façades of structures up to a height of no more than 20 feet. This reserves the first 20 feet of buildings for storefronts and signage with the purpose of creating an interesting area for the interaction of the pedestrian with the retail businesses and building entrances. Hotel signage, in some cases, may be approved above the 20-foot height limit due to the need to guide hotel guests who are likely to be new to the area and will be looking for the hotels from some distance and from vehicles.

It is important that signs in the program create no adverse impacts on residential uses nearby in other neighborhoods and within the landbay. Particular attention will be given to prevent adverse impacts of signage on the historic George Washington Memorial Parkway (GWMP). Due to its historic designation and pastoral atmosphere nearby high density development should be designed to minimize the obvious impact of such development as possible. To that end it is proposed that no signs, retail or building identification signs, be allowed above 20 feet on Potomac Avenue frontages, and therefore, on the Parkway. Building signage should be limited to retail use and building identification for the office buildings. Signs may be illuminated provided that the illumination does not have an adverse impact on adjoining residential uses, parks or the Parkway.

In general, lighting of all signs in the Town Center will be designed and located to accommodate public safety without creating glare or excessively high light levels. It is recommended that all illuminated signs and exterior lighting be controlled by a time clock which will coincide with the business hours for the use. This will contribute to a visual quieting of the streetscape, reduce impacts on nearby residences, and reduce energy use when stores are closed.

Banners can be a useful, decorative and festive feature of retail streetscapes. Banners are proposed to be mounted on the streetlights in the Town Center. It is important that the banners are made of high quality materials and maintained in good condition. Banners for specific community-oriented events such as festivals or holidays will be regulated to insure that the time, manner and placement of the banners is appropriate and that they are maintained in good condition. These dynamic, special event banners will be approved by the Director of P&Z to insure compliance with the coordinated sign program and good maintenance practice. All banners relating to commercial promotions, leasing, hiring or advertising will be prohibited.

Awnings can be both functional and decorative in the storefront streetscape. Awnings can provide shade and shelter at storefronts as well as a place for signage. The applicant is proposing that signs be permitted on awnings in the Town Center. Staff recommends that awnings and banners be permitted and be provided with a clearance of 9 ft. from the grade of the adjoining sidewalk. Awnings may be fixed lightweight metal or glass structures. Awning or canopy material will be a woven fabric or other material that projects the natural material of canvas. Vinyl or plastic, translucent acrylic or comparable awnings will be prohibited.

In order to facilitate the appropriate retail signage, the coordinated sign program will provide that each retail tenant be required to install a minimum of one sign for each storefront facade appropriate to the scale of each facade. In addition, each retail tenant will provide a second pedestrian-oriented sign such as a projecting sign, or window sign blade or window sign. This combination of sign types provides visibility for the retail use from vehicles and pedestrians at a distance, as well as providing signs most useful to the passing pedestrian while enhancing the appearance of the streetscape with interesting pedestrian scale sign elements. Projecting signs will be appropriately sized and proportional to the building and the storefront. Projecting signs may be internally illuminated if approved by the Director of P&Z. When externally illuminated, projecting signs will have lighting fixtures that are complementary and integrated into the storefront design.

The applicant proposes that the hotels have signs above the 35 ft. height limit. These signs can be appropriate given the visibility required to guide hotel guests who may not be familiar with the area. These signs will be placed where they best serve the approaching motorist without creating negative impacts on other properties, and where they best integrate into the architecture of the building.

The applicant also proposes a project identification sign on the tower of the building in block H at the intersection of Glebe Road and Rt. 1. This sign would be at a height of 84 feet. Staff recommends approval of this sign at the gateway to the Town Center in order to identify the entrance to the Town Center to vehicles traveling on Rt. 1.

D. Traffic Analysis

Following its acquisition of the Potomac Yard properties, Potomac Yard Development, LLC (PYD) submitted a Potomac Yard Infrastructure Traffic Analysis to the City for review. The purpose of this analysis was to update the traffic assessment prepared for the Potomac Yard properties at the time of CDD approval in 1999. The scope of this update was the proposed development of the main body of Potomac Yard, generally bounded by Jefferson Davis Highway (U.S. Route 1) on the west, the CSX railroad on the east, Potomac Yard Centre on the north and Monroe Avenue on the south. A subsequent Density Transfer Traffic Analysis was submitted by PYD to further refine the traffic assessment based on the latest changes to the CDD and is used for the analysis below.

Based on the assumed Landbay G development of 800,000 square feet (s.f.) of office space, 625 hotel rooms, 80,000 s.f. of retail space and 414 residential dwelling units, the study estimated that at build-out and full occupancy, Landbay G would generate approximately 728 AM peak hour vehicle trips and 889 PM peak hour vehicle trips. With substantially the same level of development as the approved CDD plan, the study found that the overall increase in area travel demand was consistent with the approved CDD. Within the study area, the street network (both internal and improved external streets) would operate at level of service (LOS) D or better, except for the intersection of Route 1 with Glebe Road, which would begin to operate at LOS E during the PM peak hour. The study did not indicate the need for transportation improvements beyond those included in the approved CDD plan.

The development of Landbay G will require a new traffic signal at the intersection of Potomac Avenue and Glebe Road. In addition, the applicant has agreed to provide a monetary contribution for future signalization at the intersection of Glebe Road and Main Street.

Landbay G is located on the approved Bus Rapid Transit (BRT) route. The BRT route will have its southern terminus at the Braddock Road Metro Station and its northern terminus at the Pentagon and Pentagon City. Within Landbay G, the BRT will utilize Route 1 south of Glebe Road, will traverse Glebe Road between Route 1 and Potomac Avenue, and will utilize Potomac Avenue north of Glebe Road.

E. Shared Parking

The concept of shared parking has gained support in recent years with mixed use, urban development. Shared parking is the ability of one parking space to be used for multiple uses without conflict or overlap. In order for shared parking to function well there has to be a number of factors in place for the concept to be successful. There needs to be:

- A true mixture of uses that would lend themselves to multiple stops within the same vehicular trip;
- Variations in the peak parking demand of the uses;
- Alternate modes of transportation available; and
- Good pedestrian connections, amenities and appropriate scale to encourage walking.

The table below compares the required parking by the City's Code and the proposed parking. The proposal categorizes the parking spaces by peak demands periods and by the day of the week, while the City's requirements are stagnant. The proposed rates are based on the Urban Land Institute (ULI) findings as they appear in "Shared Parking", Second Edition, report, with the exception of residential, where the City's ratio of 1.3 was used. (1.3 is based on a 2 bedroom multi-family unit) The applicant converted the City's restaurant parking requirement from the one parking space per every four seats, to a 1,000 sq ft measure. This measure was further broken down into types of dining, with fine, casual and quick service restaurants. The assumption is that quick service restaurants provide more seats in the same amount of space as a fine dining restaurant and will therefore require more parking during peak demand periods.

Table 3

Parking Required by Zoning				Parking Needed Peak Month of December			
Use	Sq. Ft.	Weekend	Rate	Weekday (2 pm/rate)		Weekend (12 noon/shared rate)	
Office	697,085	1,533	2.20	1,417	2.03	193	0.28
Retail	92,036	440	4.78	237	2.58	233	2.53
Health Club	33,200	83	2.50	117	3.52	69	2.53
Grocery Store (Reserved)	23,000	110	4.78	90	—	90	—
Hotel	311,500 (623 Rm)	312	.5	186	.30	233	.36
Restaurant – Full Service	18,788	137	7.29	132	7.03	153	8.14
Restaurant – Quick Service	29,900	433	14.48	135	4.52	281	9.40
Residential (Reserved)	446,124 (414 DU)	600	1.45 (Not inc 15% visitor)	538		538	
TOTAL	1,619,509	3,648		2,852		1,790	

- 3648 - 2852 = 796 (22% fewer spaces)

The applicant prepared a fairly detailed parking analysis to justify a reduction in the required parking for the entire development. The study uses specific standards and methodology to determine the parking demands for this development. Some of these methods include gathering data survey data of the end users, adjusting ratios for modal splits and passengers per vehicle, selecting ratios, adjusting for non-captured trips, analyzing activity patterns and making adjustments to the plan as new information is available. The analysis also provides documentation of three different developments that have successfully used shared parking, two of which are in northern Virginia, the Village at Shirlington and the Reston Town Center. The report indicates that Shirlington’s vehicular usage is substantially reduced with an overall 28% reduction of vehicles during the week with a 41% parking reduction during the weekend, saving 940 parking spaces. Similar reductions can be found in Reston with a savings of 824 parking spaces with a 15% reduction of required spaces.

Another way to review the notion of shared parking would be to review the parking ratio, (how many parking spaces per the amount of building square footage) as it relates to development. Staff requested additional information from the applicant to further enhance our ability to make an accurate analysis of the proposed shared parking and provide specific ratios. The additional data categorized the shared parking into specific uses of retail, restaurants, cinema, office, and hotel. The new study added the two more mixed use developments; the Arlington Potomac Yard developments of National Gateway A, B & C, and National Gateway E-West.

The additional information revealed that:

- Retail rates ranged from 2.41 to 3.18 spaces per 1,000 sq ft.
- Restaurant uses ranged from 4.90 to 10.01 spaces per 1,000 sq ft.
- Hotel rates ranged from 0.42 to 0.71. It should be noted that these hotel rates do not include the ancillary uses of restaurants and retail which would push the ratio higher.
- Office rates range from 1.40 to 2.65 spaces per 1,000 sq ft.

Comparing this documentation with the proposed parking rates for Landbay G, it appears that the requested reduction is well within the parameters of other successful mixed use developments. While the applicant has provided ample documentation to support the shared parking spaces for most of the proposed uses, staff had some reservations about sharing parking for the grocery and the residential units, therefore, a certain number of spaces have been reserved for these uses and may not be shared. The residential visitor parking would be accommodated on the streets or within the garages.

While the parking analysis does provide one case scenario for a phased development, it is staff's experience that phasing of developments may vary from what was originally proposed due to market demand. It is therefore important that as each development proposal comes forward that adequate parking be provided for each phase. This is especially true with the uses that will be dependant on the spaces within the collector parking garage during the peak day time demand. To ensure adequate parking the developer may create two temporary parking lots on blocks A and B for interim use. The parking study provides a block by block parking demand table that calculates the uses and the parking required. This information will need to be verified as each phase/block comes through the site plan review process to ensure adequate parking. Staff has some recommendations about the phasing of the project that will further ensure parking demands are met during peak demand periods.

F. Building Design/Heights

The buildings of Potomac Yard Town Center have been designed to create a sense of activity and variety, while maintaining a coherent approach to the major crescent space that is the focus of the neighborhood. The consistency is achieved through a similar treatment of the curved facades of office buildings B, E2, and E1, to express the sense of a single curved surface that could have been carved out of larger buildings, leaving a transparent, glassy surface. A fourth building, residential Block H, features a curved masonry section, that can be seen as the object that did the carving. Apart from this design theme that related to the form of the open space, the buildings express a variety of styles, designs and materials appropriate to their scale and functions.

The two office buildings facing Potomac Avenue, Blocks A and B, are contemporary precast concrete and glass-clad structures with highly-articulated facades, contrasting vertical and horizontal expression to break the larger building masses down into well-proportioned sections, and curved or angled wall sections to address the geometry of

Potomac Avenue. Both feature through lobbies that connect the open space of Potomac Avenue with the retail activity internal to Landbay G, underground parking, and retail space that is visually connected to the public open space fronting East Glebe Road and the park.

The two smaller office buildings that define the curved south face of the central open space, Blocks E1 and E2, also offer underground parking, and are more highly articulated relatives of the previous two office towers. They are treated as two halves of a whole, with the jagged space between them where they might have been ripped apart defining a pedestrian retail mews, and forming an active connection to both the PY north-south pedestrian connection, and the potential PY Metro station. Portions of this building and the residential building to its south have been sliced off at angles to open up view corridors between the retail and Landbay K, reinforcing the connections between public open spaces. The precast skins of both buildings are more highly detailed and subdivided than those of Block A and B, reflecting their more intimate scale and proximity to active pedestrian uses.

Blocks C and F, to the south, complete the east side of Landbay G. Block C is a five-story, all-residential courtyard building with underground parking, designed to appear as a collection of buildings to reduce its visual scale. It is clad primarily in brick, with accent elements of metal, cast stone, and cement panels, and expresses a more traditional, punched masonry character typical of Alexandria, with contemporary, industrial and art deco elements. The primary entry is located at the northwest corner, giving a view north through the retail mews to the crescent park. This entry is expressed as a concave tower form, its height accentuated by pulling forward of the residential lofts in this section. There are individual unit entries provided at many locations around this building to provide additional activity on the street and pedestrian mews. Block F is proposed as a two-story retail building with underground parking, and fronts the new Potomac Yard Fire Station, across Main Street and the new park to the west. As currently designed, Block F is a primarily masonry and glass structure, that employs a large-scale screen wall façade element on main street to give it a stronger visual presence. The design concept for the east wall, fronting the pedestrian mews, is to use a variety of highly-detailed masonry elements to echo the transit-themed expression seen in the crescent park and the curved facades that face it. Staff feels that this building is the least well-developed of the project, perhaps because its program is not as yet clearly defined, and that Applicant should continue to work with Staff to refine and develop its design, as its use becomes better known.

Block D, which sits across East Glebe Road from the open space, is conceived as a grand hotel on the park, and as such, has been designed using a more traditional vocabulary and palette of materials. Although it in fact contains two separate hotel brands along with a four-story above-grade collector parking garage that also serves retail, it reads as a single, large building, and helps to anchor the public space. The design features a two-story base of cast stone, a middle of red brick with punched windows, and a one-to-two story frieze band to define the top of the building. The center wing facing the park has been given a raised glass monitor with a strong projecting roof that can be uplighted at night to create a

focal point. There is a deep porte-cochere facing the park, the roof of which serves as an outdoor terrace for second-level function spaces, and will help tie the activity in the park with the hotel. Hotel-related and other retail has been provided along Glebe Road and Main Street, and will provide a pedestrian/retail connection to future development in Landbay F.

Block G, which sits at the corner of Glebe and Route 1, is an additional hotel with underground parking, and forms (with Block H to the south) the gateway to the Town Center. It has been designed as a contemporary building, with materials and elements that recall and connect to Alexandria's past, such as brick with punched openings, masonry bays, and strong cornice lines. The base is clad in a large-scale green ceramic or stone tile, and there are hotel-related retail uses at both street corners. The building top is defined by a one-story frieze band of stucco, and features a central glass form embedded in the south façade serving as focal point and hotel identity element.

The final element in the Town Center development of Landbay G is a mixed-use building, Block H, consisting of a mid-size grocery store with additional retail, underground parking, and a five-story courtyard residential building on top. Similar to Block C, the building is designed to appear as a collection of several smaller, traditional buildings of different styles, varying from Art Deco to contemporary, but all using a combination of brick, metal and cement panels to achieve a variety of scales and interest level appropriate to the façade. The building break facing the park is the most complete, and here the floor plate is reduced to just a corridor bridge between wings, with a mostly glass façade, so there is actual transparency into the courtyard. The northwest corner features an abstracted water-tower element that serves as a marker from Route 1 for the Town Center.

The Town Center is in substantial conformance with the Potomac Yard Urban Design Guidelines providing as follows:

- A mix of uses and buildings in each block;
- Retail use at the ground floor
- Parking primarily underground, or embedded within the block
- Street and block pattern primarily orthogonal
- Provide an access to the retail center to the north
- Centrally located Town Green
- Building facades that form street walls.
- Parking and service entrances off alleys or side streets

The applicant's proposal is in substantial conformance with the Potomac Yard Master Plan and the CDD zoning. The amounts of office, retail, housing and hotel space predominantly conform with the levels prescribed by the CDD. The office space at 697,085 square feet (excluding elevators shafts/stair wells) is consistent with the 800,000 square feet in the plan. The retail space at 182,915 square feet is consistent with the 80,000 square feet in the plans (assuming the 102,915 in office square footage that is being converted to retail). The 414 housing units are consistent with the 414 in the plan. The 623 hotel units are consistent with the 625 in the plan.

Staff finds that the proposal, with the recommended conditions, is generally consistent with the Strategic Plan, the Potomac Yard/Potomac Greens Small Area Plan, and the Alternative Concept Plan and associated Potomac Yard Urban Design Guidelines. The proposed redevelopment plan offers several public benefits:

- Creating a unique destination which celebrates the property's history and engages its visitors;
- Incorporating environmentally sensitive elements consistent with Eco-City Alexandria's goal of sustainability; and
- Increasing and diversifying the tax base through the redevelopment of a long-vacant property as a mixed-use Town Center.

G. Sustainability

LEED

New developments in the City are now requested to incorporate sustainable building technologies when seeking approval of Development Special Use Permits (DSUP). Development applicants are encouraged to pursue a minimum of 26 LEED (Leadership in Energy and Environmental Design) points or a similar green building rating system. The applicant for the Town Center proposes LEED certification for the four proposed office buildings. Other sustainable design programs are proposed for the residential and hotel buildings.

EarthCraft

Earthcraft is a green building program that serves as a blueprint for healthy comfortable homes that reduce utility bills and protect the environment. The aim of the program is to help home builders be leaders in smart growth management and environmental stewardship. The guidelines are flexible to allow for a variety of approaches to environmental construction. They address energy efficiency, durability, indoor air quality, resource efficiency, waste management, and water conservation.

To achieve Earthcraft certification, homes must meet Energy Star certification criteria, including achieving passing scores from diagnostic tests for air infiltration and duct leakage. Earthcraft guidelines include the following categories:

- Site Planning
- Energy efficient building envelope and systems
- Resource efficient building materials
- Waste management
- Indoor air quality
- Water conservation (indoor and outdoor)
- Homeowner education
- Builder operations
- Bonus/innovation points

Virginia Green

Virginia Green is the statewide program that works to reduce the environmental impacts of Virginia's tourism industry. It is a partnership between the Virginia Tourism Corporation and the Virginia Department of Environmental Quality. The program awards Virginia Green certification to tourism related business such as hotels, restaurants and attractions taking voluntary actions to reduce harmful impacts on the environment. Among the actions taken by Virginia Green hotels to reduce impacts are:

- Optional linen service
- Recycling
- Eliminate/minimize Styrofoam disposables
- Water and energy conservation
- Green event

H. Open Space

Design

The form of the Town Center Green open space, an elongated crescent opening to the south from East Glebe Road, is designed to permit glimpses of the active open space from Route 1, while focusing activity across from the major hotel, and allowing the space to "leak" out to Potomac Avenue and the open space beyond. There is also a strong pedestrian connection made with the mid-block pedestrian network that runs from the south to Landbays H, I, J and beyond.

As the design has evolved, the geometry of the space and surrounding buildings has been refined to incorporate references to the rail lines and transportation/connectivity, which have been abstracted into skewed lines that could represent tracks, overhead lines, or other active forms from 19th and 20th-century rail yards. These traces are expressed both in the landscape design, as well as the curved facades that form the southern face of the crescent, and will be activated by changes in material, detailing and lighting.

The public space itself is divided into two sections – the eastern half developed as a sculpted lawn panel to allow passive and active uses, including assembly for larger programmed events, and the western half as a multifunctional water/hardscape that can function as a fountain, skating rink, water play space, or many other ways in combination with programmed events. The south edge of the crescent open space includes generous space for outdoor dining, combined with a low-speed auto access and parking zone to activate the businesses located there. The main crescent park is connected south through a retail mews to additional retail and residential buildings, connecting through a circular landscape feature designed to recall the original railroad turntable that was located here.

Programming

Open space has been an integral design element in the planning process for Landbay G in order to provide enhanced pedestrian connectivity and adequate recreation opportunities for a diverse group of users. The proposed open spaces and pedestrian connections provide key linkages between this landbay and the remainder of Potomac Yard, as well as the surrounding neighborhoods. Open space and thoughtful streetscape design have

created connections to the approved Landbay K, and the existing street network in Del Ray. Glebe Road is an example of this where the proposed Town Center Green provides a green connection from Landbay K to Route 1. The streetscape design for all roads within the development are designed to be safe and functional for both pedestrians and vehicles and provide green connections to the various open spaces within Landbay G and in the adjacent parcels. The Fire Station open space provides a small area for passive recreation that fronts on Main Street and contributes to the pedestrian connectivity. Open spaces such as the Mews and the Galleria establish a clear pedestrian scaled connection that continues the mid-block pedestrian link proposed in the Yard's southern landbays. This connection terminates in the Town Center Green, a gathering space for office workers, retail patrons, residents, and visitors to the site. The Town Center Green is flexibly designed to accommodate a wide range of uses and activities year round, from passive recreation to large outdoor concerts, and from summer outdoor dining to ice skating. Event programming for the Town Center Green will be the responsibility of the applicant or their successors and is intended to include a wide range of year round events that may include festivals, farmers markets, and concerts.

Public Access Easement

Landbay G is designed for open pedestrian connectivity throughout the site. As such, all significant ground level open space in Landbay G, including the Town Center Green, the Galleria, the Mews and the Fire Station open space, are subject to a perpetual public access easement. All proposed open space for the project will be retained and maintained by the applicant or their successors. Additional valuable open space is provided above structure on buildings C, D, and H, which will be private for the use of the respective residents or hotel guests.

City Access

In addition to the perpetual public access easement, the City retains the right to program the Town Center Green for ten events throughout the year in similar fashion to the agreement for John Carlyle Square. The Town Center Green provides a great outdoor venue for a variety of functions and City sponsored special events.

I. Special Use Permits and Modifications Requested:

The applicant has requested a special use permit approval to permit administrative approval of restaurants. The purpose is to address restaurant issues normally addressed through the special use permit process at through the approval process for the Town Center as a whole. Subsequently individual restaurants will be administratively approved when they meet the conditions established now. Staff recommends approval of this approach because the Town Center is being approved as a whole comprised of several buildings and will likely have several restaurants.

Special use permits are requested for a grocery store and a fitness center. Staff recommends approval of these uses because they are uses that provide appropriate amenities to life in the Town Center.

Special use permit approval is requested for conversion of 108,871 sq.ft. of office use to retail use. CDD #10 was amended in June 2008 to permit the conversion of office space to retail space in Potomac Yard through the approval of a special use permit. Staff supports this conversion because it will provide retail uses on the major street frontages and the Town Center Green. It will also help to accommodate a grocery store that will enhance the amenities of the Town Center.

A coordinated sign plan is proposed. This plan should be approved because it has been designed to integrate signage into the architecture and streetscape of the Town Center. It protects residences and the George Washington Memorial Parkway from adverse impacts from signage.

Modification is requested to increase the height of mechanical penthouses when necessary. Staff supports this request because it accommodates features that contribute to the quality of the architecture of the Town Center buildings.

Modification of parking requirements is requested because the applicant is providing a shared parking system. Staff supports this request. Shared parking is discussed in greater detail elsewhere in this report.

Modification is requested for setbacks throughout the Town Center. Staff supports this modification. Staff has worked with the applicant through Concept Plans to achieve a Town Center that balances the qualities of good design in architecture and streetscape. Such good design can conflict with strict compliance with zoning setback regulations. In this instance the proposed design meets the intent of the design guidelines for the Town Center.

The applicant is seeking approval of encroachments into public right of way for building overhangs and architectural features. The encroachments are typical of such developments and similar encroachments have been approved elsewhere in the City. Staff recommends approval of the requested encroachments for building overhangs and architectural features.

Temporary trailers for model sales offices are requested as is typical of developments of this type. Staff recommends that these offices be approved as part of the DSUP.

VI. FISCAL IMPACT

The City's Office of Management and Budget has analyzed the fiscal estimates for Landbay G. The fiscal estimate is a range between \$7,787,061 and \$9,031,189 based on different estimates of the assessed value of the properties.

After using the assumptions provided by the applicant and using the potential development data provided by the Department of Planning & Zoning, the following conclusions can be reached:

- Based upon the following assumptions, when fully developed Landbay G of Potomac Yard will produce between \$4.7 million and \$6.0 million in new real estate tax revenues, and approximately \$3.0 million in other local tax revenues for a total tax generation of between \$7.7 million to \$9.0 million annually.
- In the calculations, the cost of delivery of public services, added public school costs, and capital investments is not deducted from the gross tax generation to produce net tax generation data. Using a prior City fiscal impact study, it is likely that about 16%¹ of net new revenues from this largely commercial development will need to be used to provide expanded services to the Potomac Yards area.
- The net new revenues after deducting City services and School costs would be between \$6.4 to \$7.6 million annually.
- All calculations are in 2008 dollars, and as such are neither inflated in future years, nor discounted to present value.
- All calculations should be viewed as conservative “order of magnitude” calculations, which provide a ballpark estimate of the long-term net new tax generation impact to the City.
- Tax rates used in these calculations are 2008 tax rates, and with the assumption of no changes in tax policy, or tax rates.
- For the high estimate, the average assessed value of office and retail space is assumed to be approximately \$413 per square foot. For the low estimate, the average value of office and retail space is assumed to be approximately \$300 per square foot, based on conservative estimates from the Department of Real Estate Assessments.
- For the high estimate, the average assessed hotel value is assumed to be approximately \$330,000 per hotel room, based on the Westin Alexandria real estate assessment. For the low estimate, the average hotel value is assumed to be approximately \$250,000 per hotel room, based on conservative estimates from the Department of Real Estate Assessments.
- The assessed value of all residential units is projected to be approximately \$355,000 per unit.
- Based on City hotel rates, occupancy data, and local taxes paid, each hotel room is estimated to generate approximately \$3,300 per year in local taxes, not including real estate taxes.

¹ Public cost 16% share derives from applying commercial and residential cost ratios contained in *Economic and Fiscal Impact Studies of PTO Development at Carlyle* (1999) Delta Associates and Dr. Stephen Fuller.

- The average retail property is expected to produce approximately \$5.00 per square foot in local sales and other taxes above and beyond property taxes.

VII. COMMUNITY

November 9, 2006	Planning Commission Work Session
June 13, 2007	PYDAC
July 11, 2007	PYDAC
October 10, 2007	PYDAC
November 8, 2007	Planning Commission Work Session
November 14, 2007	PYDAC
December 12, 2007	PYDAC
January 9, 2008	PYDAC
February 26, 2008	PYDAC
March 12, 2008	PYDAC
April 9, 2008	PYDAC
May 6, 2008	Planning Commission Work Session
May 14, 2008	PYDAC
May 29, 2008	PYDAC
July 9, 2008	PYDAC
August 13, 2008	PYDAC
September 10, 2008	PYDAC
October 8, 2008	PYDAC
November 6, 2008	Planning Commission Work Session
November 12, 2008	PYDAC
November 20, 2008	Recreation, Parks & Cultural Activities Commission
December 9, 2008	City Council Work Session
December 17, 2008	Civic Federation

VIII. CONCLUSION

Staff recommends **approval** subject to compliance with all applicable codes and ordinances and the following conditions:

STAFF: Faroll Hamer, Director, Planning & Zoning;
Jeffrey Farner, Deputy Director, P&Z;
Gwen Wright, Chief, Development, P&Z;
Tom Canfield, City Architect;
Patricia Escher, Principal Planner, P&Z;
Terry Russell, Principal Planner, P&Z;
Claire Gron, Urban Planner, P&Z;
Matthew North, Urban Planner, P&Z;
Bethany Carton, Park Planner, RP&CA;
Matt Melkerson, T&ES; and
Eric Eisinger, Office of Management & Budget.

IX. STAFF RECOMMENDATIONS

Staff recommends **approval** subject to all applicable codes and ordinances and the following staff conditions:

The applicant (as used in these conditions, the term Applicant shall mean the owner, developer and all successors and assigns) shall provide all improvements depicted on the Preliminary Plan and subject to the following conditions of approval. For the purpose of these conditions, the term “Landbay G” excludes the fire station parcel, which is subject to DSUP # 2006-0026:

A. RETAIL SIGN – COORDINATED SIGNAGE

1. All signage within Landbay-G shall be consistent with the Coordinated Sign Program prepared by Gensler dated October 3, 2008 and shall also be subject to the following recommendations. The design intent shall be revised to state “Creativity, uniqueness and high quality graphics are the intent of the coordinated sign program. Tenants are encouraged to take maximum advantage of store logos, specialty letter types and graphic flourishes. Variety and creativity of design are encouraged by the City of Alexandria.” (P&Z)

B. RETAIL & RESTAURANT USES

2. ***Ground Floor Retail:*** Ground floor uses of areas designated as “retail” shall be limited to retail, personal service uses and restaurants as defined below.
 - a. The ground floor retail floor area as depicted on the preliminary site plan shall be solely utilized by retail uses including: a store engaged in the sale of goods for personal use that shall include bakeries, barber shop/beauty salon, banks, bookstores, clothing, clothing accessories, copier/reproductions, drugstores, dry cleaners (not dry cleaning plant), florists, health and sport clubs, groceries, jewelry and restaurants or other similar pedestrian-oriented uses as approved by the Director of P&Z to meet the intent of providing active pedestrian-oriented neighborhood-serving retail uses. Dry-cleaning (limited to pick-up only), optical centers, and banks are permitted if it does not adjoin another bank and/or dry-cleaning and/or optical center.
 - b. The retail height shall be a minimum of 12 ft. clear floor to finished ceiling for each tenant. Exceptions to this requirement may be approved by the Director of P&Z on a case by case basis for exceptional interior design. This requirement shall not apply to retail service/back of house/kitchen and bathroom space. Within each building containing ground floor retail, a minimum of one shaft shall be located within the retail space to accommodate ground floor restaurant uses and shall be depicted on the final site plan and all applicable building permits. (P&Z)

- c. Storage cabinets, carts, shelving, boxes, coat racks, storage bins, closets, and similar items which shall not block the visibility of the interior of the store from the street. This condition, however, is not intended to prevent retailers from displaying their goods in display cases that are oriented towards the street frontage.
3. **Restaurants:** All full-service restaurants and up to 30,000 square feet of quick service restaurants, may be approved administratively by the Director of P&Z, provided that any restaurant approved under this provision complies with the conditions listed below. Restaurants that do not meet these criteria may be approved subject to a special use permit.
- a. Restaurants shall close no later than 2:00 a.m.
 - b. A full service restaurant is defined as one where all patrons are seated by a host or hostess, printed menus shall be provided at the tables, service is provided at the tables by a waiter or waitress, and tables are preset with non-disposable tableware and glassware. All other restaurants are considered quick service for the purpose of this condition.
 - c. Deliveries to the business shall not take place between the hours of 7:00 a.m. and 9:30 a.m., or between 4:00 p.m. and 6:00 p.m., Monday through Friday. Deliveries to restaurants within residential buildings or whose service drive adjoins a residential building shall not take place before 7:00 a.m. or after 10:00 p.m.
 - d. If any food delivery services are provided, they shall clearly be accessory to dine-in food sales, and all deliveries shall be nonvehicular (made on foot, via bicycle, etc.). Alcoholic beverages shall not be delivered off-site, and delivery of nonalcoholic beverages shall only be in association with food deliveries.
 - e. Alcoholic beverages may be sold for on-premises consumption only, and shall clearly be accessory to food sales.
 - f. Grease traps shall be located within the building. Kitchen equipment shall not be cleaned outside, nor shall any cooking residue be washed into the streets, alleys, or storm sewers.
 - g. No food, beverages, or other material shall be stored outside.
 - h. Trash and garbage shall be placed in sealed containers, which do not allow odors to escape and shall be stored inside or in a closed container, which does not allow invasions by animals. No trash or debris shall be allowed to accumulate on-site outside of those containers.
 - i. Litter on the site and on public rights-of-way and spaces adjacent to or within 75 feet of the premises shall be picked up at least twice a day and at the close of business, and more often if necessary, to prevent an unsightly or unsanitary accumulation, on each day that the business is open to the public.
 - j. Cooking odors, smoke and any other air pollution from operations at the site shall be properly ventilated and shall not be permitted to become a nuisance to neighboring properties, as determined by the Department of T&ES.

k. The applicant shall contact the Crime Prevention Unit of the Alexandria Police Department for a security survey and a robbery awareness program for all employees. (P&Z)

4. ***Restaurants - Outdoor Dining:*** Outdoor dining is encouraged and may be permitted administratively by the Director of P&Z subject to the following minimum criteria and conditions:

- a. The design of the outdoor dining area shall be consistent with the criteria set forth in the document entitled "Potomac Yard Town Center Landbay G Coordinated Sign Program" dated December 17, 2008.
- b. All outdoor dining areas shall be accessory to an approved indoor restaurant.
- c. An unobstructed pathway with a minimum width of 8 feet shall be provided at all times, except block E where an unobstructed pathway with a minimum width of 6 feet shall be provided.
- d. Any permanent structures which are required for the outdoor seating area shall be subject to review and approval by the Director of P&Z.
- e. Any outdoor seating areas shall not include advertising signage.
- f. On site alcohol service shall be permitted; no off-premise alcohol sales are permitted, unless as otherwise approved per the SUP for the restaurant with which the outdoor seating is associated.
- g. No food, beverages, or other material shall be stored outside.
- h. Trash and garbage shall be placed in sealed containers, which do not allow odors to escape and shall be stored inside or in a closed container, which does not allow invasions by animals. No trash and debris shall be allowed to accumulate on-site outside of those containers.
- i. Litter on the site and on public rights-of-way and spaces adjacent to or within 75 feet of the premises shall be picked up at least twice a day and at the close of business, and more often if necessary, to prevent an unsightly or unsanitary accumulation, on each day that the business is open to the public.
- j. The outside dining area shall be cleaned at the close of each day of operation.
- k. The applicant shall control odors, smoke and any other air pollution from operations at the site and prevent them from leaving the property or becoming a nuisance to neighboring properties, as determined by the Department of T&ES.
- l. The applicant shall contact the Crime Prevention Unit of the Alexandria Police Department for a security survey and a robbery awareness program for all employees. (P&Z)

C. **RETAIL MANAGEMENT**

5. To ensure the coordination of retail leasing activities in the Town Center, the retail uses within Landbay-G shall be owned and operated by a single retail management entity which shall be separate from the ownership and management

of the offices, hotel and residential uses within each of the mixed-use buildings and blocks. The applicant and successors may select and change the leasing company as necessary. (P&Z)

6. Prior to the issuance of the first Certificate of Occupancy for the first building, the Applicant shall establish a master association to be responsible for the following items to the satisfaction of the Directors of P&Z, T&ES and RP&CA.:
 - a. Open Space – Repair, maintenance and operations of the Town Center Green, Galleria, and Mews. The Master Association or its agent(s) shall coordinate with the City with respect to the open space programming requirements of this DSUP approval.
 - b. Parking – Coordination of the parking management plan between the owner(s) in Landbay G.
 - c. Signage – maintenance, repair, and coordination of locations and messaging for all Town Center identification signs, wayfinding signs, directional signs, and seasonal/event banners.
 - d. TMP – Fulfillment of Landbay G’s obligations with respect to the TMP obligations.
 - e. BMP – Fulfillment of Landbay G’s maintenance with respect to the BMP maintenance.
 - f. Retail – Establishment of a sub-committee of all of the owners of the retail space to coordinate marketing activities for the retail space.
 - g. Private Street – Maintenance and repair of Private Street A and associated streetscape improvements.
 - h. Valet parking: coordination of any valet management plan between the owners in Landbay G. (T&ES) (P&Z) (RC&PA)

D. DEVELOPMENT PHASING

7. The applicant shall prepare and submit a detailed phasing plan for the entire project for review and approval by the Directors of P&Z, T&ES and RP& CA prior to the release the first final site plan, which at a minimum shall comply with the following:
 - a. Permanent streetscape improvements shall be installed on all frontages of a given block prior to the certificate of occupancy permit for each block/building.

Any temporary asphalt sidewalks required in this condition shall be 8 feet wide 4 feet from the edge of curb and, have a minimum asphalt thickness of 3 inches on a compacted sub-base. All curb and gutter and ramps must be concrete and curb ramps must meet City and ADA standards. All temporary sidewalks must be constructed and maintained to the satisfaction of the Director of T&ES.
 - b. Prior to the first certification of occupancy for the first building the applicant shall be responsible for the following:

- i. Glebe Road from Route 1 to Potomac Avenue shall be constructed curb to curb and operational including all associated street lights, street signs, underground utilities, parking meters and temporary asphalt sidewalks.
 - ii. Main Street from Maskell to Glebe Road shall be constructed curb-to-curb and operational including all associated street lights, street signs, traffic conduit, parking meters, underground utilities and temporary asphalt sidewalks.
- c. Potomac Avenue for the limits of Landbay K as well as a connection to allow truck access between Route 1 and all associated loading zone shall be constructed and operational including all associated street lights, street signs, traffic signals, underground utilities and temporary sidewalks prior to the issuance of a certificate of occupancy permit for any building that requires Potomac Avenue for circulation.
- d. Public Street #1 from Potomac Avenue to Route 1 shall be constructed curb to curb and operational including all associated street lights, street signs, underground utilities, parking meter conduit and temporary asphalt sidewalks prior to the issuance of a certificate of occupancy permit for Block H, E, F, C, or B.
- e. Private Street A from Glebe Road to Public Street #1 shall be constructed curb to curb and operational including all associated street lights, street signs, underground utilities, parking meters and temporary asphalt sidewalks prior to the issuance of a certificate of occupancy permit for Block E or B. In the event that Block E is constructed prior to Block B, then Private Street A may be demolished and reconstructed with Block B.
- f. Public Street A from Glebe Road to Potomac Avenue and Private Street A on outlot A from Glebe Road to Potomac Avenue shall be constructed curb to curb and operational including all associated street lights, street signs, underground utilities, parking meters and temporary asphalt sidewalks prior to the issuance of a certificate of occupancy permit for Block A or Block D.
- g. Maskell Street from Route 1 to Potomac Avenue shall be constructed curb to curb and operational including all associated street lights, street signs, underground utilities, parking meters and temporary asphalt sidewalks prior to issuance of a certificate of occupancy permit for Block F or Block C.
- h. Main Street from Glebe Road to the point where Main Street intersects the northern property line of Landbay G shall be constructed curb to curb and operational including all associated street lights, street signs, underground utilities, parking meters, and temporary asphalt sidewalks prior to the issuance of a certificate of occupancy permit for Block D or Block G.
- i. Town Center Green – The Town Center Green shall be sodded prior to the first Certificate of Occupancy for Landbay G. In the event that construction has not commenced on Block E within three (3) years of the first certificate of occupancy permit, the applicant shall design, construct, and maintain an interim Town Center Green to the satisfaction of the

Directors of P&Z and RP&CA. The interim plan shall be generally consistent with the ratio of hardscape and softscape within the final Town Center Green Plan and shall be able to be programmed for events. Construction of the final Town Center Green and the Galleria on Block E shall be complete prior to the issuance of the first Certificate of Occupancy for the second office building on Block E. The interim open space shall be fully accessible to the public from dawn to dusk.

- j. Mews—Construction of the mews between Buildings C and F shall be substantially complete prior to the issuance of the Certificate of Occupancy for the second of the two buildings to be constructed. Notwithstanding the foregoing, during any period that one building is constructed and construction has not commenced on the other building, a temporary pedestrian 6ft. wide asphalt or concrete pedestrian path shall be constructed.
 - k. The applicant shall submit a plan for temporary pedestrian and vehicular circulation during construction. The plan shall identify temporary sidewalks, fencing around the site and any other features necessary to ensure safe pedestrian and vehicular travel around the site during construction and during the phasing of the development, including methods for constructing the underground parking garages of the project without disturbing pedestrian access from completed portions of the project.
 - l. The applicant shall maintain the undeveloped portions of the site during all phases of construction, including maintaining landscaping and removing litter and debris from the site.
8. Any changes in the project phasing shall require a revised phasing plan to the satisfaction of the Directors of P&Z, T&ES, RP&CA and F&CA.

E. PARKING

9. The applicant shall provide a parking management plan with the submission of the first final site plan which outlines mechanisms to ensure that the parking within the underground parking and the parking structure shall be efficiently used and shared between each of the uses, consistent with the shared parking analysis prepared by Wells & Associates, Inc. dated October 3, 2008 and shall be subject to the following to the satisfaction of the Directors of T&ES and P&Z.

Shared Parking

- a. A total of 1,218 parking spaces may be reserved for the exclusive use of office tenants provided that (i) reserved office spaces shall be signed accordingly, (ii) a maximum of 382 office spaces may be reserved in Block E and (iii) reserved office spaces may not be located on the upper parking garage level within Block E.

b. Based on the phased development of the landbay, the applicant may be permitted to modify the location of the proposed parking spaces from one block to another to the satisfaction of the Directors of T&ES and P&Z subject to the following:

i. The total number of parking spaces for each phase shall be subject to the following:

Use	Spaces/1,000 gsf
Office	2.03
Retail	2.58
Health Club	3.52
Grocery	4.00
Hotel	0.36 (per room)
Restaurant – Full Service	7.03
Restaurant – Quick Service	4.52
Residential	1.3 space / unit

Note: The parking ratios shall not include the on-street parking spaces.

- ii. The total number of parking spaces in the entire landbay after the completion of all phases shall be at least 2,852 spaces.
 - iii. Parking ratios shall be maintained unless otherwise amended through the Potomac Yard Small Area Plan or the Potomac Yard Coordinated Development District (CDD).
 - iv. With the transfers permitted herein, Block D shall continue to function as a collector parking facility/block.
 - v. Temporary interim surface parking shall be limited to Block A and Block B which shall be subject to the conditions contained herein.
 - vi. The exterior elevations of the buildings shall not be changed by the revisions to the permitted parking by this condition; and
 - vii. No additional above grade parking levels shall be added to any building or block.
- c. If a grocery store is operational within Block H a maximum of 4.00 sp/1,000 shall be permitted to be reserved, not to exceed 110 parking spaces.
- d. The applicant shall install all public parking signage which shall be illuminated and consistent with the coordinated sign program as required herein and all applicable parking signage prior to the first certificate of occupancy permit for each building.
- e. The applicant shall install City standard parking meters along all public streets in Landbay G at the discretion of the Director of T&ES. The location and detail of the meters shall be approved prior to release of the final site plan for the particular block.

- f. To the extent possible while meeting the requirements of the shared parking plan, the Applicant shall revise the interior parking layout for Block D to maximize the number of standard retail parking spaces and drive aisle widths.
- g. In no case shall an office, hotel, retail or other use be permitted through lease or any other applicable agreement and/or approval to preclude and/or be contrary to any provisions of the shared parking requirements as defined herein.

Comment [MEM1]: Need to also add language about 24' drive aisle; code only requires a 22' drive aisle for standard parking spaces

General

- h. Parking rates for all underground and structured parking shall be consistent with comparable office buildings located in the vicinity as required by TMP SUP99-0020 Condition 9(d) and in order to achieve mode splits assumed in the Potomac Yard traffic study dated April 22, 2008. Retail hotel and office/residential visitor parking may be validated at the applicant's discretion.
- i. A minimum of 5% of parking spaces shall be reserved for carpool, vanpool and/or flexcar vehicles and shall be conveniently located adjacent to garage entrances and exits, and/or elevator within each block/building.
- j. The underground parking garages and parking structures shall be designed to accommodate conduit to accommodate up to a total of 85 parking spaces for electric vehicles in the future.
- k. The applicant shall provide controlled access into the parking structure and each underground parking garage. The location and design of the controlled access for each building shall be designed in a manner that will minimize impacts on the adjoining sidewalk and pedestrian circulation.
- l. A hotel parking and vehicle management section which shall include:
 - i. how hotel guests, employees, visitors and the public will be directed to the parking spaces;
 - ii. information on taxi passenger loading and unloading; accessible paratransit pick-up, drop-off, handicapped access, and passenger waiting areas;
 - iii. loading zones for short-term deliveries;
 - iv. strategies for advertising, electronically and in
 - v. printed materials the hotel's accessibility via public transit, for drop-off and pick-up of hotel guests, employees and visitors; and
 - vi. tour buses and other hotel functions (meetings and special events), which shall include vehicle and bus ingress and egress, location of tour bus parking for short-term (tour bus loading and unloading) and long-term/extended bus parking, and a parking management plan for peak periods of hotel operations.
- m. The applicant shall provide off-street parking for all construction workers without charge. The location of the parking shall be designated on the final site plan. For the construction workers who use Metro, DASH, or another form of mass transit to the site, the applicant shall subsidize a minimum of 50% of the fees for mass transit. Compliance with this condition shall be based on a plan, which shall be submitted to the

Department of P&Z and T&ES prior to the release of the final site plan. This plan shall set forth the location of the parking to be provided at various stages of construction, how many spaces will be provided, how many construction workers will be assigned to the work site, and mechanisms which will be used to encourage the use of mass transit. The plan shall also provide for the location on the construction site at which information will be posted regarding Metro schedules and routes, bus schedules and routes. If the plan is violated during the course of construction, a correction notice will be issued to the applicant. If the violation is not corrected within ten (10) days, a “stop work order” will be issued, with construction halted until the violation has been corrected.

- n. The retail businesses and restaurants shall require that those employees who drive to work use off-street parking.
 - o. Handicap parking spaces for apartment and/or condominium, hotel and office uses shall remain in the same general location(s) as on the approved final site plan for the block or phase. Handicap parking spaces shall be properly signed and identified as to their purpose in accordance with the USBC and the Code of Virginia. Ownership and / or control of any handicap parking spaces required under the USBC or the Code of Virginia shall remain under common ownership of the apartment, condominium, office or hotel management and shall not be sold or leased to any single individual and/or corporation/tenant. Parking within any space identified as a handicap parking space shall be limited to only those vehicles which are properly registered to a handicap individual and the vehicle displays the appropriate license plates or window tag as defined by the Code of Virginia for handicap vehicles. The relocation, reduction or increase of any handicap parking space shall only be approved through a major amendment to the approved site plan.
 - p. The applicant shall install signage for each parking area as residential reserved, visitor, retail or hotel. For shared parking, the applicant shall be required to install signage stating the availability of the space for the primary use such as office and also retail. For example, Office Parking 6:00 AM to 6:00 PM Retail Parking 6:00 PM to 6:00 AM. A detail of the signage shall be provided on the final site plan and the design and color shall be consistent for each building/block.
 - q. A provision shall be developed regarding the distribution of parking spaces for residential units.(P&Z)(T&ES)
10. ***Valet Parking*** - The applicant shall provide a parking/valet management plan for any proposed valet parking within Landbay-G, which ensures efficient use of the valet zones by the employees, and patrons to the satisfaction of the Directors of P&Z and T&ES, which shall at a minimum include the following:
- a. The valet parking zones shall be solely for the use of loading and unloading vehicular passengers and the temporary staging of passenger vehicles prior to locating them within the underground parking garage. A vehicle(s) is not permitted to be within the valet zone for more than 10

- minutes. Besides this temporary staging of passenger vehicles there is no other parking and/or loading/unloading permitted within the valet zone. The valet operator shall store all valet parked vehicles in the collector parking structure or other approved off-street location for uses contained on-site.
- b. The valet operator shall provide sufficient staff and resources to operate the valet service safely and effectively within the boundaries of the designated valet parking areas. Double parking, staging outside the valet parking areas as defined herein, vehicles stored in the valet loading zone over 10 minutes and vehicles stored in locations other than designated off-street facilities shall be considered indicators of inadequate staffing to meet vehicle volumes. If vehicles are found to be within the valet parking zone for more than 10 minutes the Directors of P&Z and T&ES shall require additional staffing and/or resources necessary to comply with this condition.
 - c. The applicant shall be responsible for all appropriate signage including “Valet Loading Zone” signage and other applicable signage as required by the Director of T&ES. Permanent freestanding and other signage other than traffic signs shall be prohibited.
 - d. Two spaces for hotel drop off and/or valet parking on the north side of Glebe Road as close as practical to Main Street shall be permitted between Route 1 and Main Street. In the event these two parking spaces create operational problems due to their proximity to Route 1, the two spaces are subject to removal by the City of Alexandria’s Traffic and Parking Board.
 - e. Any valet parking shall be reviewed within six months of operation by the Directors of T&ES and P&Z to determine its compliance with the conditions herein and all applicable codes and ordinances. As part of the initial or annual reviews under this paragraph, the directors may require the operator to adjust the features of the program. Alternatively, if the Directors of T&ES and P&Z have concerns regarding the operation, the case will be docketed for review by the Planning Commission and City Council. (T&ES) (P&Z)
11. The applicant shall provide a total of 103 bicycle racks which shall consist of the following and be phased in as development progresses to the satisfaction of the Director of T&ES.
- a. The applicant shall provide a total of 14 short-term (visitor/surface) bicycle parking racks adjacent to the retail area for proposed retail use.
 - b. The applicant shall provide a total of 47 long-term (underground) bicycle racks and 17 short-term (visitor/surface) bicycle racks adjacent to the office space being proposed.
 - c. The applicant shall provide 21 long-term (residential) bicycle racks within the underground garage and 4 (four) short-term (visitor/surface) bicycle parking racks adjacent to the residential space proposed.
 - d. The applicant shall provide 3 showers per gender and 23 lockers per gender in the office space being proposed. The lockers shall be installed

adjacent to the showers in a safe and secured area and both showers and lockers shall be accessible to all tenants of the building. The showers and lockers shall be open during normal working hours. There are no locker or shower facility requirements for retail or residential developments.

- e. The Applicant shall comply with the bicycle parking standards and details for acceptable locations as set forth in the City of Alexandria's "Rules and Regulations Establishing the Dimensional and Equipment Standards for Bicycle Parking Areas. (T&ES)

- 12. The applicant shall depict the turning movements of standard vehicles in all parking structures. Turning movements shall meet AASHTO vehicular guidelines and shall be to the satisfaction of the Director of T&ES. (T&ES)

F. OPEN SPACE

- 13. The applicant shall provide a perpetual public access easement(s) for the Town Center Green, the Galleria, the Mews, the expanded Fire Station open space and all other open space areas, excluding the courtyards and rooftop decks for each block. The perpetual open space easement(s) shall enable the open space areas to be to fully accessible to the public for hours and guidelines approved by the Directors of RP&CA and P&Z in consultation with the Applicant. The easements shall include provisions to close portions of the open space for repair and maintenance, and for periodic closure of the one-way street adjacent to the Town Center Green from vehicular traffic. The easements shall be recorded as follows:

- a. The easement for the Town Center Green, and the Galleria shall be recorded prior to the release of the first certificate of occupancy permit for Block E.
- b. The easement for the expanded fire station open space area shall be recorded prior to the release of the first certificate of occupancy permit for Block H.
- c. The easement for the Mews shall be recorded prior to the release of the first certificate of occupancy permit for the latter of Block F or C, depending upon the approved phasing plan.
- d. The easements for other open space areas shall be recorded prior to the release of the Final Site Plan for the block on which the space is located. (P&Z) (RP&CA)

- 14. The Town Center Green shall be developed with the level of plantings and amenities as depicted on the preliminary site plan and landscape plans and shall at a minimum be revised to provide the following as part of the final site plan to the satisfaction of the Directors of P&Z and RP&CA.

- a. The Town Center Green shall continue to be developed to include landscape and hardscape to accommodate year-round informal and formal outdoor events, performances and other activities for workers, residents, retail patrons and visitors to Potomac Yard. At a minimum, the Town

- Center Green shall accommodate a fountain/water feature, open lawn, removable stage, and an ice skating rink. Vendors shall be permitted to operate on the Town Center Green if approved by the Directors of RP&CA and P&Z.
- b. The applicant shall refine the final fountain design. At minimum, the number and action of jets shall be consistent with the preliminary plan. Provide detail, plan, and section drawings of the interactive fountain including above and below grade conditions. Provide the location and dimensions of mechanical system vault(s) related to the fountain. Provide tactile paver differentiation, or other means of separation, between the fountain jet area and the fountain.
 - c. The Town Center Green lawn area shall be Patriot Bermuda species natural turfgrass on an engineered turf section of specialty growing media (3 inches minimum depth), washed/clean sand drainage cap (6 inches minimum depth), and an underdrainage subbase course (8 inches minimum depth) with filter fabric between the sand and subbase.
15. Prior to the release of the final site plan that includes the Town Center Green, the applicant and City shall enter into a Memorandum of Understanding (MOU) regarding the conditions of use of the Green. The MOU shall include the following and be to the satisfaction of the Directors of P&Z, T&ES and RP&CA:
- a. The applicant shall submit to the Director of RP&CA on annual basis the anticipated programming and events for the Town Center Green for the upcoming year.
 - b. If requested by the Director of RP&CA, the Applicant shall make the Town Center Green available to the City, with the number and type of events determined in the MOU.
 - c. Details regarding requirements associated with the City's use of space.
 - d. Details regarding the costs associated with the City's use of the space, it being the intent that the applicant shall not charge a rental fee to the City for the use of the space but the City shall be responsible for the operational costs associated with their use of the space.
16. A landscape plan shall be provided with the final site plan submission to the satisfaction of the Directors of P&Z and RP&CA. The plan shall use industry standard nomenclature and shall comply with the City of Alexandria Landscape Guidelines and shall include the level of landscaping depicted on the preliminary landscape plan, and shall also at a minimum include the following:
- a. The street trees shall be revised to provide the following:
 - i. Glebe Road - Platanus acerifolia 'Bloodgood'(London Plane).
 - ii. Potomac Avenue - Quercus phellos (Willow Oak)
 - iii. Route 1 – Ulmus Parvifolia (Lacebark Elm)
 - iv. Private Street # 1 – Acer rubrum (October Glory Maple)
 - v. Maskell Street – Zelkova Serrata (Japanese Zelkova)

Block A

- vi. Provide an additional street tree to the north of the proposed vehicle drop-off on Potomac Avenue.

Block B

- vii. Provide an additional street tree to the north of the proposed loading dock on Private Street # 1.

Block G

- viii. If granted approval by the adjoining property owner the applicant shall install a continual row of deciduous and evergreen trees and shrubs on the northern portion of Building G.

Block H

- ix. Provide an additional street tree between the two proposed loading docks on Public Street #1.
 - x. Provide benches and/or seating areas on the northeast corner of the block.
-
- b. Revise spacing of Willow Oak Street trees on Potomac Avenue to be 30 ft on center.
 - c. Coordinate proposed modifications to Potomac Avenue and associated median with DSUP 2005-0038, including grading, planting and hardscape paving.
 - d. With the exception of the courtyards and rooftop decks, all trees located above structure shall be installed without the use of raised planters.
 - e. Due to the removal of trees along Potomac Avenue, the applicant shall contribute \$4,500 towards the future development of Landbay K prior to the certificate of occupancy for the first building in Landbay G.
 - f. If the surface parking lots on Block A and B are utilized for more than twelve (12) months, the applicant shall install street trees at the perimeter of each parking lot/block and internal landscape islands that comply with the City of Alexandria Landscape Guidelines.
 - g. Provide detailed grading and materials plans for all open space amenities.
 - h. Provide an exhibit demonstrating 300 cubic feet of soil per proposed tree. Provide Silva Cell subsurface system or City approved equal for street trees.
 - i. Coordinate landscape plan along Route 1 with the approved plan for The Station at Potomac Yard (DSUP# 2006-0026).
 - j. Continue to work with staff to revise the landscape plan for the Fire Station open space extension west of Main Street to coordinate with the approved design for DSUP #2006-0026.
 - k. Provide a mix of evergreen and deciduous plants for screening along the service road south of Block H.
 - l. All proposed development that impacts vegetation on adjacent properties, such as the proposed modifications to Route 1, will require documentation

per the City of Alexandria Landscape Guidelines, and restoration of existing vegetation, irrigation and hardscape materials.

General

- m. Provide an enhanced level of detail plantings throughout the site (in addition to street trees). Plantings shall include a simple mixture of seasonally variable, evergreen and deciduous shrubs, ornamental and shade trees, groundcovers and perennials that are horticulturally acclimatized to the Mid-Atlantic and Washington DC National Capital Region.
 - n. Ensure positive drainage in all planted areas.
 - o. Provide detail, section and plan drawings of tree wells showing proposed plantings and associated materials, irrigation, adjacent curb/pavement construction, including edge restraint system, dimensions, drainage, and coordination with site utilities.
 - p. Provide detail sections showing above and below grade conditions for plantings above the underground parking and parking structure.
 - q. Provide planting details for all proposed conditions including street trees, multi-trunk trees, shrubs, perennials, and groundcovers.
 - r. Provide hardscape details for all proposed conditions.
 - s. Provide paving pattern details, including joints, for each paving type. Provide samples for each paving type consistent with preliminary plan.
 - t. Above grade utilities, including transformers, switch units, telephone, HVAC units, and cable boxes, shall not be permitted in the open space.
 - u. Provide detail plans for all proposed rooftop open space/courtyards.
 - v. Provide detailed plans for all fountains, pools, and water features, including information for all seasons.
 - w. Ensure free standing planters do not drain onto adjacent hardscape.
 - x. Continue to work with staff to develop a palette of site furnishings that is generally consistent with the Preliminary Plan submission which shall consist of the following
 - i. Provide location and specification for site furnishings that depicts the scale, massing and character of site furnishings.
 - ii. Site furnishings shall include benches, bollards, bicycle racks, trash receptacles, drinking fountains and other associated features and be developed to the satisfaction of the Directors of RP&CA, P&Z, and T&ES. (RP&CA)(P&Z)
17. The applicant shall provide a site irrigation/water management plan developed installed and maintained to the satisfaction of the Directors of RP&CA and Code Administration.
- a. Plan shall demonstrate that all parts of the site can be accessed by a combination of building mounted hose bibs and ground set hose connections.
 - b. Provide external water hose bibs continuous at perimeter of all buildings. Provide at least one accessible external water hose bib on all building sides at a maximum spacing of 90 feet apart. Provide an exhibit

- demonstrating accessible water coverage including hose bib locations and 90' hose access radii.
- c. Hose bibs and ground set water connections must be fully accessible and not blocked by plantings, site utilities or other obstructions.
 - d. All lines beneath paved surfaces shall be installed as sleeved connections.
 - e. Locate water sources and hose bibs in coordination with City Staff.
 - f. The Town Center Green shall be fully irrigated.
 - g. Provide 2 paired six inch inside diameter schedule 80 sleeves to the Potomac Avenue landscape median north of the intersection of Private Street A and Potomac Avenue. The sleeves shall have closed end caps and extend 24 inches beyond the nearest paved surface or back of curb. (RP&CA)
18. Provide an exhibit that graphically depicts the open space provided as part of the final site plan for each phase. (RP&CA)
19. Provide material, finishes, and architectural details for all retaining walls, seat walls, decorative walls, screen walls, and steps. Indicate methods for grade transitions, handrails- if required by code, directional changes, above and below grade conditions. Coordinate with adjacent conditions. The material of retaining walls shall be limited to brick, stone or architectural precast to the satisfaction of the Directors of RP&CA and P&Z. (RP&CA)(P&Z)
20. The applicant shall provide, implement and follow a conservation and protection program to the satisfaction of the Directors of P&Z and RP&CA for the adjacent open space under DSUP 2006-0026. The limits of disturbance and clearing shall be limited to protect all open space improvements including vegetation, irrigation, and pavement. (RP&CA)
21. The courtyards and rooftop decks shall include the following, to the satisfaction of the Directors of P&Z and RP&CA:
- a. Features and elements such as seating, trash receptacles, pedestrian scale lighting, alcoves and trellis.
 - b. Pools and/or water features configured to maximize the solar exposure.
 - c. Varied and high quality paving materials.
 - d. Landscaping plan including deciduous, evergreen and flowering plant materials, with irrigation systems.
 - e. Special measures to insure adequate drainage and structural support as necessary to accomplish the proposed plan. (P&Z) (RP&CA)
22. All proposed development that impacts vegetation on adjacent properties, such as the proposed modifications to Route 1, will require documentation per the City of Alexandria Landscape Guidelines, and restoration of existing vegetation, irrigation and hardscape materials. (RP&CA)

23. No stormwater management measure for this project shall adversely impact adjacent landbays or projects, including Landbays F, H, and K, the proposed pedestrian bridge, Fire Station, Route 1 Improvements, or Potomac Avenue. (RP&CA)
24. The applicant shall incorporate historical interpretation of Landbay G's history to include the following:
- a. Paving patterns evoking the rails and overhead lines,
 - b. the circular patterning of the pavement representing the turntable within what is currently shown as "Public Street #1."
 - c. text and design elements incorporated into the east wall of building F, and,
 - d. if appropriate, given the selected tenant storefront design, historical photographs and/or information along the Main Street frontage of Building F.
- These elements shall be subject to the approval of the Directors of Planning and Zoning, Recreation, Parks and Cultural Activities, and the Office of Historic Alexandria/Alexandria Archaeology. The applicant shall provide for preservation and maintenance of these designs. (Arch)

G. TRANSIT

25. Landbay G is subject to the conditions of Transportation Management Plan Special Use Permit No. 99-0020 approved by City Council on September 8, 1999 for Potomac Yard/Potomac Greens Coordinated Development District, with the following TMP contribution rates as calculated in accordance with Condition #5 of TMP SUP 99-0020 \$0.12 per net square foot of occupied retail/commercial space and \$77.01 per occupied residential unit. First payment to fund shall be made with the issuance of the initial Certificate of Occupancy (or when first tenant/owner moves in). Consistent with Condition #5 of TMP SUP 99-0020, the rate shall increase annually by an amount equal to the rate of inflation for the previous year unless a waiver is obtained from the Division of T&ES.
26. If the City decides to establish a special service tax district pursuant to Conditions 30 (b) and 30A of CDD 99-001, as amended thru CDD 2008-0001, the applicant shall participate with the other PY owners/applicants as required in those CDD conditions.

H. STREETS/TRAFFIC

27. To the extent that Glebe Road, Main Street, and/or Potomac Avenue designs differ from previously approved DSUP plans, the applicant shall coordinate with Potomac Yard Development LLC and/or successors and assigns to amend previously approved plans to reflect the changes made as part of this application.

28. The following table sets forth the dimensions and elements for all streets-right-of-ways and public access easements. The applicant shall dedicate the streets as public streets or perpetual public access easements as required below, pursuant to the required timing herein. The applicant shall prepare all applicable deeds, and easements, and associated plats for the review and approval of the City. The deeds, easements and associated plats shall be recorded in the land records prior to release of the final site plan for the subject block and as required by the phasing plan herein. The public use and access easement shall not obligate or require the City to construct or maintain the private streets or sidewalks (which maintenance shall be at the developer’s sole cost and responsibility). No street shall be accepted for dedication until the completion of the subject street and determination by the City that the street complies with all applicable conditions, codes and standards. (P&Z) (T&ES)

Street Right of Way – Public Access Easement(s)		
	ROW Width/ Public Access Easement Width	Dedicated ROW, Private Road or Public Access Easement
East Glebe Road	72 ft. wide right-of-way between Block H and Block G, 64 ft. between Block D and the central open space 74 ft. between Block A and Block B.	Dedicated Public right-of-way.
Main Street	66 ft. wide right-of-way.	Dedicated Public right-of-way.
Maskell Street	64 ft. wide right-of-way.	Dedicated Public right-of-way.
Public Street # 1	64 ft. wide right-of-way between Main Street and Potomac Avenue and variable right-of-way between Route 1 and Main Street	Dedicated Public right-of-way.
Private Street “A”	64 ft. wide public access easement	Public Access Easement.
Public Street “A”	64 ft. wide right-of-way	Dedicated Public right-of-way

29. The median on Potomac Avenue that cannot be planted (at the turn lanes) shall be brick. (P&Z)
30. The applicant shall dedicate Outlot A to the City concurrent with the issuance of the final certificate of occupancy permit for Blocks A and D whichever comes last. If the east-west road north of Blocks A and D is constructed by others and accepted prior to the final certificate of occupancy for Blocks A and D, dedication of Outlot A to the City shall be made concurrent with acceptance of the east-west road. (T&ES)

31. If as part of a future development application by the adjacent property owner to the north, an east west road north of Block A and D is approved for construction, the Applicant agrees to grant reasonable easements necessary for the construction of the new east/west street, provided however, that the granting of any such easements shall not adversely impact the Applicant. Any construction associated with this street, including the connections to Potomac Avenue and Public Street A shall be performed by and paid for by others. (T&ES) (P&Z)
32. The applicant shall attempt to coordinate with the adjoining property owner of Landbay F to obtain the necessary right-of-way and/or easements for the construction of an east-west street connecting Main Street and Potomac Avenue and connecting Main Street between Landbay G and Landbay F. In the event the adjoining property owner of Landbay F provides the necessary easements and/or right-of-way, the applicant shall be responsible for construction the east-west street, Main street connection prior to the release of the first final site plan for the first building. (T&ES) (P&Z)
33. If Main Street north of Landbay G is approved for construction by others, then the applicant shall grant the easements necessary for construction. (T&ES) (P&Z)
34. The applicant shall be responsible for installation of all applicable streets signs prior to the issuance of the first certificate of occupancy permit for the blocks associated with the street improvements as required herein. A detail of the proposed street signage shall be depicted on the final site plan and approved prior to the release of the final site plan. (P&Z)
35. All Traffic Control Device design plans, Work Zone Traffic Control plans, and Traffic Studies shall be signed and sealed by a professional engineer, registered in the Commonwealth of Virginia. (T&ES)
36. Prior to the release of the final site plan, a Traffic Control Plan for construction detailing proposed controls to traffic movement, lane closures, construction entrances, haul routes, and storage and staging shall be provided for information purpose; however, an amended Traffic Control Plan, if required by the Director of Transportation and Environmental Services shall be submitted to the Director of T&ES along with the Building Permit Application. (T&ES)
37. With the exception of Blocks F and G, which shall be permitted to have a 14% slope and building E2 which shall be permitted to have a 12.5% slope as depicted on the preliminary site plan, the slope on parking ramps to garage entrances shall not exceed 12 %. If the slope is greater than 10% the applicant shall provide a trench drain connected to a storm sewer to eliminate or diminish the possibility of ice forming. (T&ES)

38. Conduits and handboxes shall be provided for a future signal at the intersection of Glebe Road and Main Street. Two 4" conduits with handboxes spaced every 300' shall be provided along Glebe Road from Route 1 to Potomac Avenue. (T&ES)
39. The applicant shall contribute \$50,000.00 toward the cost of signal installation at the intersection of Glebe Road and Main Street prior to the release of the first final site plan for Blocks D, E, H or G. If the traffic signal is not installed prior to the issuance of the final certificate of occupancy for Blocks D, E, H, and G, whichever is last, the \$50,000.00 shall be credited toward the TMP contribution for Landbay G. (T&ES)
40. The total number of combined entry and exit lanes for the hotel garage located on Block D shall be a maximum of four. The width of the curb cut at the hotel garage parking entrance on Block D shall be minimized to 62 feet. (T&ES)
41. All private street signs that intersect a public street shall be marked with a fluorescent green strip notifying the plowing crews, both City and contractor that they are not to plow those streets. (T&ES)

I. GREEN BUILDING – SUSTAINABILITY

42. The applicant shall hire a LEED certified consultant as a member of the design and construction team. The consultant shall work with the team to achieve LEED-CS Core and Shell certification under the U.S. Green Building Council's system for all office buildings. Each of the hotels shall achieve Virginia Green Certification. The mixed-use residential buildings shall achieve Earthcraft certification. Energy Star labeled appliances shall be installed in all multi-family residential units. The applicant shall provide verification of the certifications required herein within two years of the certificate of occupancy permit for each building. The applicant shall comply with the condition herein on the City's Green Building Policy that is in effect at the time of a building permit and/or final site plan is submitted for each building whichever is more restrictive. (P&Z) (T&ES)

J. BUILDING

43. The massing, articulation and general design of the building(s) shall be generally consistent with the preliminary site plan. The final design of the buildings shall be revised to incorporate the following to the satisfaction of the Director of P&Z.
 - a. **Building A**
 - i. Revise the punched windows to provide sills and lintels for each window.
 - ii. Eliminate the proposed roof canopy and lower the parapet to the extent feasible.

- iii. Provide high-quality (stone, granite) materials (approx. 2-4 feet in height) where all wall types meet the base.
- b. **Building B**
 - i. Provide sills and lintels.
 - ii. Explore the use of color for the mullions. Revise the gray metal cladding to a complimentary color.
 - iii. Provide high-quality (stone, granite) materials (approx. 2-4 feet in height) where all wall types meet the base.
- c. **Building C**
 - i. The elevations shall be revised as generally depicted in the exhibits entitled Building C Architecture dated December 17, 2008. (Attachment 15)
 - 1. Applicant shall remove the “lid,” carry the piers above the roofline, and add vertical accent elements (metal fins, finials, or masts).
 - 2. At the canopy level, extend the entry canopy past the masonry corner and wrap it around the pier.
 - 3. Revise exhibit to provide a highly finished base (i.e., black granite) (approx. 2-4 feet in height) at the base of the piers at the curve.
 - 4. Link bays with the Brick Veneer #3 base (on north, west, and south elevations) to tie these elements together.
 - 5. The applicant shall extend the caps of the pavilions at the west end of the northern, western, and southern elevations up approximately 1-1/2 to 2 feet to create a more varied and active roof line.
 - 6. At the northwest corner, a contemporary cornice element shall be provided at the fifth floor running four bays along the north elevation to Potomac Avenue and three bays on the east elevation.
- d. **Building D**
 - i. The applicant shall resolve the following, to the satisfaction of the Director of P&Z:
 - 1. Provide a consistent design approach to the frieze band expression.
 - 2. The treatment of typical windows varies between 1-story punched brick and multi-story groupings flanked with precast bands. The applicant shall resolve this inconsistency.
 - 3. Continue to work with P&Z staff to refine the base.
 - 4. Continue to refine the main building crown to connect it to the courtyard trellis at the north elevation.
 - 5. Restudy the angle braces at the south elevation, in particular, how they attach to the facade.

6. Explain/resolve the condition with respect to the varying heights of the glass hyphens in the interior courtyard.
 7. Relate the design of the pool enclosure in the courtyard to the overall building design and add details to achieve consistency.
- ii. The applicant shall incorporate techniques to create attractive, well-lit façades, including shadow boxes, as necessary, in the treatment of the above-grade garage facades, to the satisfaction of the Director of P&Z.
 - iii. The applicant shall revise the window treatment for the stairs on the north elevation for consistency with the rest of the building.
 - iv. The applicant shall resolve the inconsistency between the architectural plans and the east and west elevations with respect to the glass hyphen.
 - v. The applicant shall provide P&Z staff with samples of all building materials. Final building materials shall be provided to the satisfaction of the Director of P&Z.
 - vi. The applicant shall work with staff to refine the treatment of the columns at the porte-cochere, to the satisfaction of the Director of P&Z.
 - vii. The applicant shall study the size and depth of the canopy/balcony above the port cochere. The applicant shall investigate making the architectural expression of the canopy/balcony part of the building base.
- e. **Building F**
- i. The applicant shall revise the east elevation per the exhibit entitled F Architecture dated December 17, 2008. (Attachment 16)
- f. **Building G**
- i. The applicant shall provide samples of the material provided at the base, to the satisfaction of the Director of P&Z.
 - ii. The applicant shall refine the recesses at the base along the north elevation, to the satisfaction of the Director of P&Z.
 - iii. The applicant shall study ways to increase the amount of glass provided at the southeast corner of the building facing the Town Center Green.
- g. **Building H**
- i. The applicant shall provide stone material on the piers (approx. 2-4 feet in height) at the base of the building, except for the simple building fragment at the southwest portion of the block.
 - ii. The applicant shall provide a 1-story stone or metal base for the retail wall at the northwest corner of the building, currently shown as masonry.

- iii. The applicant shall continue to work with staff to refine the accent tower at the northwest corner of the building, to the satisfaction of the Director of P&Z.
- iv. The applicant shall work with T&ES to relocate the space provided for the transit store pursuant to TMP SUP 99-0020 to a more prominent location, or shall provide an equivalent alternative facility as approved by the Director of T&ES.

General

- h. An approximately 10 ft wide x 12 ft high mock-up of the glass wall and building features for Block E shall be constructed on the southern portion of the site, of sufficient size to show the character of the glass wall, and shall be approved by the City Architect prior to ordering the glass.
- i. An approximately 10 ft wide x 12 ft high mock-up of shall be constructed on the southern portion of each block, of sufficient size to show the character of the for each remaining building shall be approved by the Director of P&Z prior to ordering the materials for each building.
- j. The applicant shall provide larger scale drawings to evaluate the retail base, entrance canopies and sign bands and the final detailing, finish and color of these elements. These detail elements shall be submitted prior to review and approved prior to the release of the final site plan.
- k. Color architectural elevations (front, side and rear) shall be submitted with the final site plan for each building.
- l. All loading and garage doors shall be painted to match the color of the adjoining building material. Plan and section details of the conditions adjoining the garage and loading dock doors shall be provided as part of the final site plan. All loading and garage doors shall be an opaque screen or screen to minimize the projection of light from the garage onto the adjoining street.
- m. The applicant shall provide details including colors and materials for all balconies, decks, and rooftop spaces with the final site plans.
- n. The use of 8”X16” concrete masonry units blocks or comparable shall not be permitted in areas visible from the public right-of-way/street.
- o. High pressure sodium vapor (yellow orange) lighting is prohibited for exterior use including buildings, parking facilities, service areas, signage, etc. Such lighting is also prohibited in parking garage entrances or building entries where it would be visible from the outside.
- p. With the exception of the courtyard elevations, the windows shall be metal. To ensure the quality of the metal windows, the Applicant shall submit specifications and a window sample to the Director of P&Z prior to the issuance of a building permit. (PZ&)
- q. Provision of building-mounted lighting appropriate to the size and character of the building with smaller scale fixtures shall be provided at the pedestrian level.
- r. The applicant shall provide detailed design drawings showing all architectural metalwork along with color and materials samples for each.

- s. Except as shown on the preliminary site plan no wall penetrations or louvers for HVAC equipment shall be located on the external elevations. All such equipment shall be rooftop-mounted or on the interior courtyard elevations. No wall penetrations shall be allowed for residential kitchen vents. The kitchen vents shall be located where they are not visible from the public right-of-way. Dryer and bathroom vents on the exterior of the building shall be painted to match the building.
- t. The design of tenant storefronts shall be consistent with the criteria set forth in the document entitled "Potomac Yard Town Center Landbay G Coordinated Sign Program" dated December 17, 2008 (P&Z)

Roof-top Mechanical Equipment

- u. Rooftop mechanical penthouses shall be permitted subject to the following to the satisfaction of the Director of P&Z:
 - i. Penthouses shall not exceed 20 feet in height without an amendment to this special use permit.
 - ii. The penthouse must be limited in size to the minimum space required to house necessary mechanical equipment and to provide access for maintenance of such equipment; and
 - iii. No equipment may be placed above the roof of the penthouse to increase its height if such equipment could be located elsewhere on the building.
 - iv. The penthouse shall be designed to be complimentary to the design of the building and not an additive piece to the building and the screening material shall be the same or compatible with the material of the building.

K. PEDESTRIAN / STREETScape

- 44. The applicant shall provide pedestrian improvements that at a minimum shall provide the level of improvements depicted on the Preliminary Plan and shall also provide the following to the satisfaction of the Director of P&Z and T&ES:
 - a. Brick sidewalks in the public right-of-way shall be constructed as follows:
 - i. constructed in a running bond pattern
 - ii. Pavers at all driveway approaches shall be mortar set with a 3/8 inch joint on a concrete base so that vehicle traffic will not displace the pavers. These bricks shall be set perpendicular to the street
 - iii. Driveways and accessible curb ramps shall be laid in concrete per City and VDOT standards.
 - iv. Brick pattern may continue around the radius return where brick sidewalks meet concrete sidewalks approximately 35 ft. as depicted in the *Potomac Yard Design Guidelines*.
 - b. All concrete sidewalks shall conform to City Standards and shall include "lamp black" color additive.
 - c. The sidewalk materials in the public right-of-way shall consist of the following:

- i. Jefferson Davis Highway /Route 1 shall be concrete and consist of a continual approximately 11 ft. wide landscape strip and a minimum approximately 14 ft. wide concrete sidewalk adjacent to the building. The landscape strip shall be extended approximately 30 ft. farther to the south. The proposed underground vault to the west of Block G shall be relocated to the recessed area for the hotel.
- ii. Glebe Road shall be brick
- iii. Main Street shall be brick
- iv. Potomac Avenue shall be constructed of concrete
- v. Public Street #1 shall be concrete from Route 1 to Main Street and shall be brick from Main Street to Potomac Avenue
- vi. Maskell Street shall be concrete
- vii. Public Street A shall be concrete
- d. A decorative thermoplastic crosswalk shall be allowed at the turntable area. All other crosswalks approved as part of Landbay G shall be standard thermoplastic.
- e. Sidewalks shall be approximately 6 ft. wider where bulb-outs are provided.
- f. Sidewalks shall be continuous (flush) across all driveway entrances.
- g. A perpetual public access easement shall be provided for all sidewalks not located within the public right-of-way, the sidewalks parallel to the internal street, the internal street, the courtyard, the pedestrian connection from the courtyard to Madison Street and the northern service road and adjoining sidewalk to the satisfaction of the Directors of P&Z, Code Enforcement and RP&CA. All easements and reservations shall be depicted on the easement plat and shall be approved prior to the release of the final site plan.
- h. The applicant shall provide \$1,150 per receptacle to the Director of T&ES for purchase and installation of two (2) per block face Iron Site Bethesda Series, Model SD-42 decorative black metal trash cans by Victor Stanley. Receptacles shall be generally located along the property frontage and at strategic locations in the vicinity of the site as approved by the Director of T&ES.
- i. The street light detail for each of the streets shall be black pedestrian scale acorn lights. The streetlights on Route 1 shall be "Carlyle" double acorn black pedestrian scale lights.
- j. Intake or exhaust vents for the underground parking shall not be located within the sidewalks and shall be of a size and type to minimize the impact on open space.
- k. Brick banding around tree pits on Potomac Avenue and Route 1 shall be eliminated.
- l. Sidewalks shall be continuous (flush) across driveway entrances and match the material of the adjoining sidewalk. (P&Z) (T&ES)

45. The unobstructed sidewalk pedestrian zones shown on the civil portion of the preliminary plans shall be maintained at final site plan, except:
 - a. Block C, where an additional landscape strip adjacent to the building shall be allowed and;
 - b. as otherwise permitted in these conditions for outdoor dining.
46. If the curb, gutter, and side walk adjacent to the proposed development are damaged during construction then the applicant shall repair the same to the satisfaction of the Director, Transportation and Environmental Services (T&ES). A pre-construction walk/survey of the site shall occur with Construction and Inspection Staff to document existing conditions prior to any land disturbing activity. (T&ES)
47. All improvements to the City's infrastructure, shall be designed and constructed as per the City of Alexandria standards and specifications.(T&ES)

L. SITE PLAN

48. During the tenant fit out process for each tenant the applicant shall be responsible for contacting and coordinating with the GIS (Geographical Information Systems) Division of P&Z for address assignments for all first floors bays with a street-facing door providing their primary access. The primary building address shall not be used as the address for these individual tenants. As each new tenant is determined, the GIS Division will assign an appropriate address based on the location of the primary entrance door of the new space. (P&Z)
49. All new electrical transformers shall be placed underground in vaults which meet Virginia Power standards. These vaults may be placed in the street right-of-way or in driveways. Ventilation grates within public sidewalks or streets, or within areas used as a walkway between the street curb and any building shall meet ADA requirements. The covers for the vaults shall match the material of the adjoining sidewalk (brick or concrete) and the grates shall be located to minimize impacts on the pedestrian walkways to the greatest extent feasible to the satisfaction of the Directors of T&ES and P&Z. (T&ES) (P&Z)
50. The applicant shall submit a wall check to the Department of P&Z prior to the commencement of framing for each of the building(s). The building footprint depicted on the wall check shall comply with the approved final site plan. The wall check shall also provide the top-of-slab and first floor elevation as part of the wall check. The wall check shall be prepared and sealed by a registered engineer or surveyor, and shall be approved by the City prior to commencement of framing. (P&Z)
51. As part of the request for a certificate of occupancy permit, the applicant shall submit a building and site location survey to the Department of P&Z for all site improvements, including the below grade garage and parking structure. The

applicant shall also submit a certification of height for the building as part of the certificate of occupancy for each building(s). The certification shall be prepared and sealed by a registered architect or surveyor and shall state that the height of the building complies with the height permitted pursuant to the approved development special use permit and that the height was calculated based on all applicable provisions of the Zoning Ordinance. (P&Z)

52. Provide coordinated site utilities including location and direction of service openings and required clearances for any above grade utilities such as telephone, HVAC units and cable boxes. Minimize conflicts with plantings, pedestrian areas and major view sheds. Do not locate above grade utilities in open space area. (RP&CA)(P&Z)
53. Provide a lighting plan with the final site plan to verify that lighting meets City standards. The plan shall be to the satisfaction of the Directors of T&ES, P&Z, and RP&CA in consultation with the Chief of Police and shall include the following:
 - a. Clearly show location of all existing and proposed street lights and site lights, shading back less relevant information;
 - b. A lighting schedule that identifies each type and number of all fixtures, mounting height, and strength of fixture in Lumens or Watts;
 - c. Manufacturer's specifications and details for all proposed fixtures
 - d. A photometric plan with lighting calculations that include all existing and proposed light fixtures, including any existing street lights located on the opposite side(s) of all adjacent streets. Photometric calculations must extend from proposed building face(s) to the opposite side(s) of all adjacent streets and/or 20 feet beyond the property line on all adjacent properties.
 - e. The lighting for the underground parking garage and parking structure shall be a minimum of 5.0 foot candle maintained. The fixtures should not be flush against the ceiling, unless there are no cross beams, but should hang down at least to the crossbeam to provide as much light spread as possible.
 - f. The walls in the garage shall be painted white to increase reflectivity and improve light levels at night.
 - g. The site lighting plan shall be coordinated with architectural/building mounted lights, site lighting, street trees and street lights and minimize light spill into adjacent residential areas and buildings.
 - h. Provide location of conduit routing between site lighting fixtures. Locate to avoid conflicts with street trees.
 - i. All light pole footings shall be installed on pavement and fully concealed from view.
 - j. Locate site lights a minimum of 10 feet from the base of all proposed trees. (P&Z)(T&ES)(Police)

54. A temporary informational sign shall be installed on the site prior to the approval of the final site plan for the project and shall be displayed until construction is complete or replaced with a marketing sign incorporating the required information; the sign shall notify the public of the nature of the upcoming project and shall provide a phone number for public questions regarding the project. (P&Z)(T&ES)
55. All association covenants for the residential, office, retail and hotel uses shall be reviewed by the Director of P&Z and the City Attorney to ensure inclusion of all the conditions of this DSUP prior to applying for the first certificate of occupancy permit for the project. The association covenants shall include the conditions listed below, which shall be clearly expressed in a separate section of the covenants. The language shall establish and clearly explain that these conditions cannot be changed except by an amendment to this development special use permit approved by City Council.
- a. The principal use of the underground garage and parking structure and parking spaces shall be for passenger vehicle parking only; storage which interferes with the use of a parking space for a motor vehicle is not permitted.
 - b. A public access easement is provided within the Town Center Green and the remainder of the ground level open space is for the use of the general public. The responsibility for the maintenance of the courtyard is the responsibility of the condominium association. The hours for use by the public will be consistent with the Department of RP&CA hours for public parks during hours normally associated with residential use.
 - c. All landscaping and open space areas within the development shall be maintained by the property owner and/or the condominium homeowners association.
 - d. Exterior building improvements or changes shall require the approval of the City Council, as determined by the Director of P&Z.
 - e. The developer shall notify prospective buyers, in its marketing materials, that the mid-block street is private and that all on-site storm sewers are private and will be maintained by the condominium owner's association.
 - f. The site is located within an urban area and proximate to the Metrorail track and other railway operations, Route 1 and the airport flight path. These uses will continue indefinitely and will generate noise, and heavy truck and vehicular traffic surrounding the project.
 - g. Vehicles shall not be permitted to park on sidewalks or on any emergency vehicle easement. The association shall maintain a contract with a private towing company to immediately remove any vehicles violating this condition.
 - h. All landscaping, irrigation and screening shown on the final landscape plan shall be maintained in good condition and the amount and location, type of plantings and topography on the landscape plan shall not be altered, reduced or revised without approval of City Council or the Director of P&Z, as determined by the Director.

56. In the event that Section 5-1-2 (12b) of the City Charter and Code is amended to designate multi-family dwellings in general, or multi-family dwellings when so provided by SUP, as Required User Property [as defined in 5-1-2(12b) of the City Charter and Code], then refuse collection shall be provided by the City for the condominium portion of this plan (T&ES).
57. Notwithstanding any contrary provisions in the Zoning Ordinance, construction of a building or associated infrastructure contained in the preliminary site plan for Landbay G shall commence within 3 years from the date of approval of the preliminary site plan by City Council.. (P&Z).

M. STORMWATER

58. All storm water designs that require analysis of pressure hydraulic systems, including but not limited to the design of flow control structures and storm water flow conveyance systems shall be signed and sealed by a professional engineer, registered in the Commonwealth of Virginia. The design of storm sewer shall include the adequate outfall, inlet, and hydraulic grade line (HGL) analyses that shall be completed to the satisfaction of the Director of T&ES. Provide appropriate reference and/or source used to complete these analyses. If applicable, the Director of T&ES may require resubmission of all plans that do not meet this standard. (T&ES)
59. The storm water collection system is located within the Potomac River watershed. All on-site storm water curb inlets and public curb inlets within 50 feet of the property line shall be duly marked using standard City markers, or to the satisfaction of the Director of T&ES. (T&ES)
60. The City of Alexandria's storm water management regulations regarding water quality are two-fold: first, phosphorus removal requirement and second, water quality volume default. Compliance with the phosphorus requirement does not relieve the applicant from the water quality default requirement. The water quality volume determined by the site's proposed impervious area shall be treated in a Best Management Practice (BMP) facility. (T&ES)
61. Provide BMP narrative and complete pre and post development drainage maps that include areas outside that contribute surface runoff from beyond project boundaries to include adequate topographic information, locations of existing and proposed storm drainage systems affected by the development, all proposed BMP's and a completed Worksheet A or B and Worksheet C, as applicable. (T&ES)
62. The storm water Best Management Practices (BMPs) required for this project shall be constructed and installed under the direct supervision of the design professional or his designated representative. Prior to release of the performance

bond, or at the request for the first certificate of occupancy, whichever comes first, the design professional shall submit a written certification to the Director of T&ES that the BMPs are:

- a. Constructed and installed as designed and in accordance with the approved Final Site Plan.
 - b. Clean and free of debris, soil, and litter by either having been installed or brought into service after the site was stabilized. (T&ES)
63. Surface-installed storm water Best Management Practice (BMP) measures, i.e. Bio-Retention Filters, Vegetated Swales, etc. that are employed for this site, require installation of descriptive signage to the satisfaction of the Director of T&ES. (T&ES)
 64. The Applicant shall submit a Potomac Yard-wide storm water quality BMP Maintenance Agreement with the City to be reviewed as part of the Final #2 Plan. It must be executed and recorded with the Land Records Division of Alexandria Circuit Court prior to approval of the final site plan.(T&ES)
 65. The Applicant shall be responsible for maintaining storm water Best Management Practices (BMPs) until activation of the homeowner's association (HOA), if applicable, or until sale to a private owner. Prior to transferring maintenance responsibility for the BMPs to the HOA or owner, the Applicant shall execute a maintenance service contract with a qualified private contractor for a minimum of three years, and transfer the contract to the HOA or owner. A copy of the contract shall also be placed in the BMP Operation and Maintenance Manual. Prior to release of the performance bond, a copy of the maintenance contract shall be submitted to the City. (T&ES)
 66. Prior to release of the performance bond, a copy of the Operation and Maintenance Manual shall be submitted to the Division of Environmental Quality on digital media. (T&ES)
 67. Prior to release of the performance bond, the Applicant is required to submit a certification by a qualified professional to the satisfaction of the Director of T&ES that any existing storm water management facilities adjacent to the project and associated conveyance systems were not adversely affected by construction operations and that they are functioning as designed and are unaffected by construction activities. If maintenance of the facility or systems were required in order to make this certification, provide a description of the maintenance measures performed. (T&ES)
 68. The BMPs that serve Landbay G shall be constructed and operational prior to the issuance of a Certificate of Occupancy for the first building within Landbay G. (T&ES)

N. CONSTRUCTION

69. No major construction staging shall be allowed along Jefferson Davis Highway (Route 1). The Applicant shall meet with T&ES to discuss construction staging activities prior to release of any permits for ground disturbing activities. (T&ES)
70. Prior to commencing clearing and grading of the site, the applicant shall hold a meeting with notice to all adjoining property owners and civic associations to review the location of construction worker parking, plan for temporary pedestrian and vehicular circulation, and hours and overall schedule for construction. The Departments of P&Z and T&ES shall be notified of the date of the meeting before the permit is issued. (P&Z)(T&ES)
71. The applicant shall identify a person who will serve as liaison to the community throughout the duration of construction. The name and telephone number, including an emergency contact number, of this individual shall be provided in writing to residents, property managers and business owners whose property abuts the site and shall be placed on the project sign, to the satisfaction of the Directors of P&Z and T&ES. (T&ES)
72. Submit an approvable construction phasing plan to the satisfaction of the Director of T&ES, which will allow review, approval and partial release of final the site plan. In addition, building and construction permits required for site preconstruction shall be permitted prior to release of the final site plan to the satisfaction of the Director of T&ES. (T&ES)
73. The applicant shall submit a construction management plan for review and approval by the Directors of P&Z, T&ES and Code prior to final site plan release. The plan shall:
 - a. Designate a location for off-street parking for all construction employees during all stages of construction, provided at no cost for the employee and may include applicable provisions such as shuttles or other methods deemed necessary by the City;
 - b. Include a plan for temporary pedestrian and vehicular circulation;
 - c. Include the overall schedule for construction and the hauling route;
 - d. Copies of the plan shall be posted in the construction trailer and given to each subcontractor before they commence work;
 - e. If the plan is found to be violated during the course of construction, citations will be issued for each infraction and a correction notice will be forwarded to the applicant. If the violation is not corrected within ten (10) calendar days, a “stop work order” will be issued, with construction halted until the violation has been corrected. (P&Z)(T&ES)(Code)
74. “Certified Land Disturber” (CLD) shall be named in a letter to the Division Chief of C&I prior to any land disturbing activities. If the CLD changes during the project, that change must be noted in a letter to the Division Chief. A note to this

effect shall be placed on the Phase I Erosion and Sediment Control sheets on the site plan. (T&ES)

75. During the construction phase of this development, the site developer, their contractor, certified land disturber, or owner's other agent shall implement a waste and refuse control program. This program shall control wastes such as discarded building materials, concrete truck washout, chemicals, litter or trash, trash generated by construction workers or mobile food vendor businesses serving them, and all sanitary waste at the construction site and prevent offsite migration that may cause adverse impacts to neighboring properties or to the environment to the satisfaction of Directors of Transportation and Environmental Services and Code Enforcement. All wastes shall be properly disposed offsite in accordance with all applicable federal, state and local laws. (T&ES)

O. POSSIBLE SOIL CONTAMINATION

76. The plan shall indicate whether or not there is any known soil and groundwater contamination present as required with all preliminary submissions. Should any unanticipated contamination, underground storage tanks, drums or containers be encountered at the site, the Applicant must immediately notify the City of Alexandria Department of Transportation and Environmental Services, Division of Environmental Quality. (T&ES)
77. Due to historic uses at the site and potential for contamination, the following condition shall be included:
- a. The Applicant shall design and install a vapor barrier and ventilation system for buildings and parking areas in order to prevent the migration or accumulation of methane or other gases, or conduct a study and provide a report signed by a professional engineer showing that such measures are not required to the satisfaction of Directors of T&ES and Code Enforcement. (T&ES)
 - i. The final site plan shall not be released, and no construction activity shall take place until the following has been submitted and approved by the Director of T&ES:
 - b. Submit a Site Characterization Report/Extent of Contamination Study detailing the location, applicable contaminants, and the estimated quantity of any contaminated soils and/or groundwater at or in the immediate vicinity of the site.
 - c. Submit a Risk Assessment indicating any risks associated with the contamination.
 - d. Submit a Remediation Plan detailing how any contaminated soils and/or groundwater will be dealt with, including plans to remediate utility corridors. Utility corridors in contaminated soil shall be over excavated by 2 feet and backfilled with "clean" soil.
 - e. Confirmatory sampling between the depths of 0 and 2 feet shall be completed after final grading for all areas with exposed surficial soils from

- on-site sources. Areas covered by an imported 2 foot certified clean fill cap or impervious barrier do not require confirmatory sampling
- f. Submit a Health and Safety Plan indicating measures to be taken during remediation and/or construction activities to minimize the potential risks to workers, the neighborhood, and the environment.
 - g. Applicant shall submit 5 copies of the above. The remediation plan must be included in the Final Site Plan. (T&ES)
78. All necessary hauling permits shall be obtained prior to early release of construction. (T&ES)
79. The applicant or its agent shall furnish each prospective buyer with a statement disclosing the prior history of the Potomac Yard site, including previous environmental conditions and on-going remediation measures if applicable. Disclosures shall be made to the satisfaction of the Director of Transportation and Environmental Services. (T&ES)

P. UTILITIES

80. All the existing and proposed public and private utilities and easements shall be shown on the plan and a descriptive narration of various utilities shall be provided. Applicant shall underground all utilities serving the site. (T&ES)

Q. NOISE

81. Any outdoor music event with or without amplified sound is expected to exceed noise limits specified in the City's Noise code and shall require applicant to obtain a noise variance permit from the City. (T&ES)
82. All loudspeakers shall be prohibited from the exterior of the building; and no amplified sound, including musical performances, shall be audible at the property line; and all musicians shall observe the quiet hours between 11 pm and 9 am. (T&ES)
83. Due to the close proximity of the site to the Metro Rail and Route 1, the following conditions shall be included in the development requirements:
- a. Applicant shall prepare a noise study identifying the levels of noise residents of the project will be exposed to at the present time, and 10 years into the future in a manner consistent with the Noise Guidance Book used by the Department of Housing and Urban Development (HUD).
 - b. Identify available options to minimize noise exposure to future residents at the site, particularly in those units closest to the Metro Rail, including triple-glazing for windows, additional wall/roofing insulation, installation of resilient channels between interior gypsum board and wall studs, and any other special construction methods to reduce sound transmission. If

- needed, the applicant shall install some combination of the above to the satisfaction of the Directors of P&Z and T&ES. (T&ES)
- c. The noise study shall be submitted and approved prior to final site plan approval. (T&ES)
 - d. The structure shall comply with the sound transmission requirements of Section 1207 of the USBC. (T&ES) (Code)
84. Supply deliveries, loading, and unloading activities shall not occur between the hours of 11:00pm and 7:00am.(T&ES)
- a. The structure shall have an STC rating to the approval of the Director of T&ES and Code Administration. (T&ES) (Code)

R. AIR POLLUTION

85. If fireplaces are utilized in the development, the Applicant is required to install gas fireplaces to reduce air pollution and odors. Animal screens must be installed on chimneys. (T&ES)
86. Kitchen equipment shall not be cleaned outside, nor shall any cooking residue be washed into any street, alley, or storm sewer. (T&ES)
87. No material may be disposed of by venting into the atmosphere. (T&ES)
88. The Applicant shall control odors and any other air pollution sources resulting from operations at the site and prevent them from leaving the property or becoming a nuisance to neighboring properties, as determined by the Director of Transportation and Environmental Services. (T&ES)
89. The Applicant shall include a note on the final site plan that contractors shall not cause or permit vehicles to idle for more than 10 minutes when parked. (T&ES)

S. MISCELLANEOUS

90. During the tenant fit out process for each tenant, the applicant shall be responsible for contacting and coordinating with the GIS (Geographic Information Systems) Division of P&Z for address assignments for all first floor bays with a street-facing door providing their primary access. The primary building address shall not be used as the address for these individual tenants. As each new tenant is determined, the GIS Division will assign an appropriate address based on the location of the primary entrance door of the new space. (P&Z)

T. ARCHAEOLOGY

91. The applicant shall hire an archaeological consultant to implement the Scope of Work (dated August 14, 2008) for an initial Archaeological Evaluation of the portions of Landbay G where construction disturbance will penetrate the historical land surfaces, as delineated in the draft Resource Management Plan for the entire project area that was prepared by Thunderbird Archaeology in November 2007. (Arch)
92. The full Archaeological Evaluation specific to Landbay G shall be completed prior to submission of any final site plan associated with impacted portions of Landbay G referenced in the previous condition. If significant resources are discovered, the consultant shall complete a Resource Management Plan specific to Landbay G, as outlined in the City of Alexandria Archaeological Standards. Preservation measures presented in the Landbay G Resource Management Plan, as approved by the City Archaeologist, shall be implemented. (Arch)
93. All required archaeological preservation measures shall be completed prior to ground-disturbing activities for the impacted portions of Landbay G (such as coring, grading, filling, vegetation removal, undergrounding utilities, pile driving, landscaping and other excavations as defined in Section 2-151 of the Zoning Ordinance) or a Resource Management Plan must be in place to recover significant resources in concert with construction activities. To confirm, call Alexandria Archaeology at (703) 838-4399. (Arch)
94. The applicant/developer shall call Alexandria Archaeology immediately (703-838-4399) if any buried structural remains (wall foundations, wells, privies, cisterns, etc.) or concentrations of artifacts are discovered during development. Work must cease in the area of the discovery until a City archaeologist comes to the site and records the finds. (Arch)
95. The applicant/developer shall not allow any metal detection to be conducted on the property, unless authorized by Alexandria Archaeology. (Arch)
96. Any final site plan associated with the impacted portions of Landbay G shall not be released until the City archaeologist confirms that all archaeological field work has been completed or that an approved Resource Management Plan is in place. (Arch)
97. Certificates of Occupancy will not be issued for the buildings associated with the impacted portions of Landbay G until the final archaeological report has been received and approved by the City Archaeologist. (Arch)

U. **ENCROACHMENTS**

98. All canopies shall have a minimum clear head room of 80 inches (6'-8"). (T&ES)
99. All canopies shall be placed so as to not interfere with the proposed street trees. (T&ES)
100. The applicant (and his/her successors, if any) must obtain and maintain a policy of general liability insurance in the amount of \$1,000,000, which will indemnify the applicant (and his /her successors, if any) and the City of Alexandria, as an additional named insured, against all claims, demands, suits, etc., and all costs related thereto, including attorney fees, relating to any bodily injury or property damage which may occur as a result of the granting of this encroachment. The insurance for each building shall be posted prior to the release of the first Certificate of Occupancy for that building. (T&ES)
101. Neither the City nor any Private utility company will be held responsible for damage to the private improvements in the public right-of-way during repair, maintenance or replacement of any utilities that may be located within the area of the proposed encroachment. (T&ES)
102. In the event the City shall, in the future, have need for the area of the proposed encroachment, the applicant shall remove any structure that encroached into the public right-of-way, within 60 days, upon notification by the City. (T&ES).

CITY DEPARTMENT CODE COMMENTS

Legend: C – Code Requirements R-Recommendations S-Suggestions F-Findings

Code Enforcement

Updated Comments are in **BOLD**.

- C-1 The developer shall provide a separate Fire Service Plan which illustrates: a) emergency ingress/egress routes to the site; b) two fire department connections (FDC) to the building, one on each side/end of the building; c) fire hydrants located ~~within~~ **on no closer than forty (40) feet and no further than** one-hundred (100) feet of each FDC; d) on site fire hydrants spaced with a maximum distance of three hundred (300) feet between hydrants and the most remote point of vehicular access on site; e) emergency vehicle easements (EVE) around the building with a twenty-two (22) foot minimum width; f) all Fire Service Plan elements are subject to the approval of the Director of Code Administration. The Fire Safety Plan is provided on Sheets 27 and 28 of 38. **See comment F-8.**
- C-2 The swimming pool shall comply with USBC 3109. **Acknowledged by applicant.**
- C-3 Building Code Analysis: The following minimum building code data is required on the drawings: a) use group, b) number of stories, c) construction type and d) tenant area. **Acknowledged by applicant. The applicant shall provide the gross square footage for each floor of each building. This information will be needed as it will relate to the fire flow analysis conducted later in the plan review process.**
- C-4 The final site plans shall show placement of fire easement signs. See attached guidelines for sign details and placement requirements. **Acknowledged by applicant.**
- C-5 Canopies must comply with USBC 3202.3.1 for support and clearance from the sidewalk, and the applicable sections of USBC's Chapter 11. Structural designs of fabric covered canopies must comply with USBC 3105.3. The horizontal portions of the framework must not be less than 8 feet nor more than 12 feet above the sidewalk and the clearance between the covering or valance and the sidewalk must not be less than 7 feet. **Acknowledged by applicant. Tenant storefronts and canopies shown are hypothetical representations of actual conditions. Refer to coordinated sign program for actual conditions and guidelines.**
- C-6 Canopies must comply with USBC 3105.1 and the applicable sections of USBC: Chapter 16. Structural designs of fabric covered canapés must comply with USBC 3105.3. **Acknowledged by applicant. See C-5.**

- C-7 Required exits, parking, and accessibility within the building for persons with disabilities must comply with USBC Chapter 11. Handicapped accessible bathrooms shall also be provided. **Acknowledged by applicant.**
- C-8 Handicap parking spaces for apartment and condominium developments shall remain in the same location(s) as on the approved site plan. Handicap parking spaces shall be properly signed and identified as to their purpose in accordance with the USBC and the Code of Virginia. Ownership and / or control of any handicap parking spaces shall remain under common ownership of the apartment management or condominium association and shall not be sold or leased to any single individual. Parking within any space identified as a handicap parking space shall be limited to only those vehicles which are properly registered to a handicap individual and the vehicle displays the appropriate license plates or window tag as defined by the Code of Virginia for handicap vehicles. The relocation, reduction or increase of any handicap parking space shall only be approved through an amendment to the approved site plan. **Acknowledged by applicant.**
- C-9 Toilet Rooms for Persons with Disabilities:
(a) Water closet heights must comply with USBC 1109.2.2
(b) Door hardware must comply with USBC 1109.13 **Acknowledged by applicant.**
- C-10 Toilet Facilities for Persons with Disabilities: Larger, detailed, dimensioned drawings are required to clarify space layout and mounting heights of affected accessories. Information on door hardware for the toilet stall is required (USBC 1109.2.2). **Acknowledged by applicant and will be provided in building permit set.**
- C-11 The public parking garage (Use Group S-2) is required to be equipped with a sprinkler system (USBC 903.2.9). **Acknowledged by applicant.**
- C-12 The public parking garage floor must comply with USBC 406.2.6 and drain through oil separators or traps to avoid accumulation of explosive vapors in building drains or sewers as provided for in the plumbing code (USBC 2901). This parking garage is classified as an S-2, Group 2, public garage. **Acknowledged by applicant.**
- C-13 Enclosed parking garages must provide ventilation in accordance with USBC 406.4.2. **Acknowledged by applicant.**
- C-14 The proposed building must comply with the requirements of HIGH-RISE building (USBC 403.1). **Acknowledged by applicant.**

- C-15 The applicant shall comply with the applicable accessible signage requirements of USBC 1110. **Acknowledged by applicant.**
- C-16 The required mechanical ventilation rate for air is 1.5 cfm per square foot of the floor area (USBC 2801.1). In areas where motor vehicles operate for a period of time exceeding 10 seconds, the ventilation return air must be exhausted. An exhaust system must be provided to connect directly to the motor vehicle exhaust (USBC 2801.1). **Acknowledged by applicant.**
- C-17 The developer shall declare on the plans if which parking structures are considered an enclosed parking structure complying with Chapter 4 of the USBC or an open parking structure. If the structure is declared as an open parking structure, the developer shall submit information detailing how the structure meets the openness criteria. If the structure is declared a public parking structure, the plans shall reflect required water and sewer lines, FDC's and oil / water separator locations. **Acknowledged by applicant.**
- C-18 Prior to submission of the Final Site Plan #1, the developer shall provide three wet stamped copies of the fire flow analysis performed by a certified licensed fire protection engineer to assure adequate water supply for the structure being considered. The three copies shall be submitted to the Site Plan Division of Code Administration, 301 King Street, Suite 4200, Alexandria, VA 22314. **Acknowledged by applicant.**
- C-19 A fire prevention code permit is required for the proposed pool operation(s).**
- F-1 The plan depicts several phases of development. Ladder truck access shall be demonstrated for each phase of development for both this project and anticipated surrounding infrastructure development. Provide plan sheets that depict ladder truck access during initial, intermediate and final development of this project and surrounding infrastructure. Ladder truck accessibility shall be maintained throughout all phases of development. The applicant indicates that ladder truck access will remain the same throughout the development phases. The applicant indicates that all roads are proposed to be built in the initial phase of development. Buildings A and B are proposed to be built later outside the road bed. Ladder truck accessibility shall be maintained during and after development of the site(s). **Acknowledged by applicant.**
- F-2 Building – D (North side of Building) sits on adjoining property line eliminating ladder truck access and approved egress from building. The applicant may obtain a perpetual easement for this side of the building. Acknowledged.
- F-3 The applicant indicates that all roadways are to be completed with the initial phase of development and ladder truck access shall be the same through all phases. Acknowledged.

- F-4 The applicant has indicated possible road closures during events such as a possible farmer's market. Under no circumstances shall any roads designated for emergency vehicle access to structures be closed. The applicant has acknowledged this finding. Acknowledged.
- F-5 Buildings over 50 feet in height are required to have ladder truck access to the front and the rear of the buildings by public roads or recorded emergency vehicle easements (eve). For a building face to be considered accessible by a ladder truck the curb line shall be at least 15 feet and no more than 30 feet from the face of the building. The face of the building may not articulate back into the mass of the building more than 7 feet horizontally in the first 75 feet of vertical dimension of the building. All elevated structures used for this purpose shall be designed to AASHTO HS-20 loadings. Alternatives that demonstrate equivalency to this requirement will be considered on a case by case basis. The submitted plans meet this requirement shown on Sheet 12 of 14. Provided on Sheets 27 and 28 of 38.
- F-6 Fire hydrants shall be included on the fire safety plan (Sheet 12 of 14). Provided on Sheets 27 and 28 of 38.
- F-7 All fire hydrants and FDC's shall not be impeded so Fire Department Personnel can readily access the needed hydrants and FDC's in the event of an emergency. Acknowledged.
- F-8 There are hydrants and FDC's located less than 40 feet from each other. The locations should be revised; staff and applicant are working to revise locations. **The applicant indicates that in order to meet the requirements of the code, fire hydrants have been located across streets. Staff will work with the applicant to find a way to strategically locate hydrants, meeting the requirements of the city code.**
- F-9 The applicant shall clearly depict the FDC's and fire hydrants on the landscaping plan(s). **Finding resolved.**
- F-10 The plans are deemed complete.
- F-11 Be advised that FDC's and fire hydrants can not have any obstruction within 3 feet. This includes landscaping or plantings.**

Transportation and Environmental Services

- C-1 Per the requirements of the City of Alexandria Zoning Ordinance Article XI, the applicant shall complete a drainage study and adequate outfall analysis for the total drainage area to the receiving sewer that serves the site. If the existing storm system is determined to be inadequate then the applicant shall design and build on-site or off-site improvements to discharge to an adequate outfall; even if the post development storm water flow from the site is reduced from the pre-

development flow. The Plan shall demonstrate to the satisfaction of the Director of T&ES that a non-erosive stormwater outfall is present. (T&ES)

- C-2 Per the requirements of the City of Alexandria Zoning Ordinance (AZO) Article XIII, the applicant shall comply with the peak flow requirements and prepare a Stormwater Management Plan so that from the site, the post-development peak runoff rate from a two-year storm and a ten-year storm, considered individually, shall not exceed their respective predevelopment rates. If combined uncontrolled and controlled stormwater outfall is proposed, the peak flow requirements of the Zoning Ordinance shall be met. (T&ES)
- C-3 Flow from downspouts, foundation drains, and sump pumps shall be discharged to the storm sewer outfall as per the requirements of Memorandum to the industry on Downspouts, Foundation Drains, and Sump Pumps, Dated June 18, 2004 that is available on the City of Alexandria's web site. The downspouts and sump pump discharges shall be piped to the storm sewer outfall, where applicable after treating for water quality as per the requirements of Article XIII of Alexandria Zoning Ordinance (AZO). (T&ES)
- C-4 In compliance with the City of Alexandria Zoning Ordinance Article XI, the applicant shall complete a sanitary sewer adequate outfall analysis as per the requirements of Memorandum to Industry No. 02-07 New Sanitary Sewer Connection and Adequate Outfall Analysis dated June 1, 2007. (T&ES)
- C-5 Americans with Disability Act (ADA) ramps shall comply with the requirements of Memorandum to Industry No. 03-07 on Accessible Curb Ramps dated August 2, 2007 with truncated domes on the end of the ramp with contrasting color from the rest of the ramp. A copy of this Memorandum is available on the City of Alexandria website. (T&ES)
- C-6 Solid Waste and Recycling Condition: The applicant shall provide storage space for solid waste and recyclable materials as outlined in the City's "*Solid Waste and Recyclable Materials Storage Space Guidelines*", or to the satisfaction of the Director of Transportation & Environmental Services. The plan shall show the turning movements of a trash truck and the trash truck shall not back up to collect trash. The City's storage space guidelines and required Recycling Implementation Plan forms are available at: www.alexandriava.gov or contact the City's Solid Waste Division at 703-519-3486 ext.132. (T&ES)
- C-7 The applicant shall be responsible to deliver the solid waste, as defined by the City Charter and Code of the City of Alexandria, to the Covanta Energy Waste Facility located at 5301 Eisenhower Avenue. A note to that effect shall be included on the plan. The developer further agrees to stipulate in any future lease or property sales agreement that all tenants and/or property owners shall also comply with this requirement. (T&ES)

- C-8 The applicants will be required to submit a Recycling Implementation Plan form to the Solid Waste Division, as outlined in Article H to Title 5 (Ordinance Number 4438), which requires all commercial properties to recycle.
- C-9 All private streets and alleys shall comply with the City's Minimum Standards for Private Streets and Alleys. (T&ES)
- C-10 Bond for the public improvements must be posted prior to release of the plan. (T&ES)
- C-11 The sewer tap fee must be paid prior to release of the plan. (T&ES)
- C-12 All easements and/or dedications must be recorded prior to release of the plan. (T&ES)
- C-13 Plans and profiles of utilities and roads in public easements and/or public Right of Way must be approved prior to release of the plan. (T&ES)
- C-14 All drainage facilities must be designed to the satisfaction of the Director of T&ES. Drainage divide maps and computations must be provided for approval. (T&ES)
- C-15 Provide a phased erosion and sediment control plan consistent with grading and construction plan. (T&ES)
- C-16 Per the Memorandum To Industry, dated July 20, 2005, the applicant is advised regarding a requirement that applicants provide as-built sewer data as part of the final as-built process. Upon consultation with engineering firms, it has been determined that initial site survey work and plans will need to be prepared using Virginia State Plane (North Zone) coordinates based on NAD 83 and NAVD 88. Control points/Benchmarks which were used to establish these coordinates should be referenced on the plans. To insure that this requirement is achieved, the applicant is requested to prepare plans in this format including initial site survey work if necessary. (T&ES)
- C-17 The thickness of sub-base, base, and wearing course shall be designed using "California Method" as set forth on page 3-76 of the second edition of a book entitled, "Data Book for Civil Engineers, Volume One, Design" written by Elwyn E. Seelye. Values of California Bearing Ratios used in the design shall be determined by field and/or laboratory tests. An alternate pavement section for Emergency Vehicle Easements (EVE) to support H-20 loading designed using California Bearing Ratio (CBR) determined through geotechnical investigation and using Virginia Department of Transportation (VDOT) method (Vaswani Method) and standard material specifications designed to the satisfaction of the Director of Transportation and Environmental Services (T&ES) will be acceptable. (T&ES)

- C-18 No overhangs (decks, bays, columns, post or other obstructions) shall protrude into public Right of Ways, public easements, and pedestrian or vehicular travelways unless otherwise permitted by the City Code. (T&ES)
- C-19 All driveway entrances, sidewalks, curbing, etc. in the public ROW or abutting public ROW shall meet City design standards. (T&ES)
- C-20 All sanitary laterals and/or sewers not shown in the easements shall be owned and maintained privately. (T&ES)
- C-21 The applicant shall comply with the City of Alexandria's Noise Control Code, Title 11, Chapter 5, which sets the maximum permissible noise level as measured at the property line. (T&ES)
- C-22 The applicant must comply with the Article XIII of the City of Alexandria Zoning Ordinance, which includes requirements for storm water pollutant load reduction, treatment of the water quality volume default, and storm water quantity management. (T&ES)
- C-23 The applicant must comply with the City of Alexandria, Erosion and Sediment Control Code, Section 5, Chapter 4. This includes naming a Responsible Land Disturber on the Erosion and Sediment Control sheets prior to engaging in land disturbing activities in accordance with Virginia Erosion and Sediment Control Law. (T&ES)
- C-24 All required permits from Virginia Department of Environmental Quality, Environmental Protection Agency, Army Corps of Engineers, Virginia Marine Resources must be in place for all project construction and mitigation work prior to release of the final site plan. This includes the state requirement for a VSMP permit for land disturbing activities greater than 2500 SF. (T&ES)
- C-25 The applicant shall comply with the City of Alexandria's Noise Control Code, Title 11, Chapter 5, which sets the maximum permissible noise level as measured at the property line. (T&ES)
- F-1 The plan shall show sanitary and storm sewer, and water line in plan and profile in the first final submission and cross reference the sheets on which the plan and profile is shown, if plan and profile is not shown on the same sheet. Clearly label the sanitary and storm sewer, or water line plans and profiles. Provide existing and proposed grade elevations along with the rim and invert elevations of all the existing and proposed sanitary and storm sewer at manholes, and water line piping at gate wells on the respective profiles. Use distinctive stationing for various sanitary and storm sewers (if applicable or required by the plan), and water line in plan and use the corresponding stationing in respective profiles. (T&ES)

- F-2 The Plan shall include a dimension plan with all proposed features fully dimensioned and the property line clearly shown. (T&ES)
- F-3 Include all symbols, abbreviations, and line types in the legend. (T&ES)
- F-4 All storm sewers shall be constructed to the City of Alexandria standards and specifications. The minimum diameter for storm sewers shall be 18-inches in the public Right of Way (ROW) and the minimum size storm sewer catch basin lead shall be 15". The acceptable pipe material will be Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 or Reinforced Concrete Pipe (RCP) ASTM C-76 Class IV. For roof drainage system, Polyvinyl Chloride (PVC) ASTM 3034-77 SDR 35 and ASTM 1785-76 Schedule 40 pipes will be acceptable. The acceptable minimum and maximum velocities will be 2.5 fps and 15 fps, respectively. The storm sewers immediately upstream of the first manhole in the public Right of Way shall be owned and maintained privately (i.e., all storm drains not shown within an easement or in a public Right of Way shall be owned and maintained privately). (T&ES)
- F-5 All sanitary sewers shall be constructed to the City of Alexandria standards and specifications. The minimum diameter of sanitary sewers shall be 10" in the public Right of Way and sanitary lateral 6". The acceptable pipe materials will be Polyvinyl Chloride (PVC) ASTM 3034-77 SDR 35, ASTM 1785-76 Schedule 40, Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52, or reinforced concrete pipe ASTM C-76 Class IV (For 12" or larger diameters); however, RCP C-76 Class III pipe may be acceptable on private properties. The acceptable minimum and maximum velocities will be 2.5 fps and 10 fps, respectively. Lateral shall be connected to the sanitary sewer through a manufactured "Y" or "T" or approved sewer saddle. Where the laterals are being connected to existing Terracotta pipes, replace the section of main and provide manufactured "Y" or "T", or else install a manhole. (T&ES)
- F-6 Lateral Separation of Sewers and Water Mains: A horizontal separation of 10' (edge to edge) shall be provided between a storm or sanitary sewer and a water line; however, if this horizontal separation cannot be achieved then the sewer and water main shall be installed in separate trenches and the bottom of the water main shall be at least 18" above of the top of the sewer. If both the horizontal and vertical separations cannot be achieved then the sewer pipe material shall be Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 and pressure tested in place without leakage prior to installation. (T&ES)
- F-7 Maintenance of Vertical Separation for Crossing Water Main Over and Under a Sewer: When a water main over crosses or under crosses a sewer then the vertical separation between the bottom of one (i.e., sewer or water main) to the top of the other (water main or sewer) shall be at least 18"; however, if this cannot be achieved then both the water main and the sewer shall be constructed of Ductile

Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 with joints that are equivalent to water main standards for a distance of 10 feet on each side of the point of crossing. A section of water main pipe shall be centered at the point of crossing and the pipes shall be pressure tested in place without leakage prior to installation. Sewers crossing over the water main shall have adequate structural support (concrete pier support and/or concrete encasement) to prevent damage to the water main. Sanitary sewers under creeks and storm sewer pipe crossings with less than 6" clearance shall be encased in concrete. (T&ES)

- F-8 No pipe shall pass through or come in contact with any part of sewer manhole. Manholes shall be placed at least 10 feet horizontally from the water main whenever possible. When local conditions prohibit this horizontal separation, the manhole shall be of watertight construction and tested in place. (T&ES)
- F-9 Crossing Existing or Proposed Utilities: Underground telephone, cable T.V., gas, and electrical duct banks shall be crossed maintaining a minimum of 12" of separation or clearance with water main, sanitary, or storm sewers. If this separation cannot be achieved then the sewer pipe material shall be Ductile Iron Pipe (DIP) AWWA C-151 (ANSI A21.51) Class 52 and pressure tested in place without leakage prior to installation. Sewers and water main crossing over the utilities shall have adequate structural support (pier support and/or concrete encasement) to prevent damage to the utilities. (T&ES)
- F-10 Dimensions of parking spaces, aisle widths, etc. within the parking lot and garage shall be provided on the plan. Note that dimensions in the garage shall not include column widths. (T&ES)
- F-11 Show the drainage divide areas on the grading plan or on a sheet showing reasonable information on topography along with the structures where each sub-area drains. (T&ES)
- F-12 Provide proposed elevations (contours and spot shots) in sufficient details on grading plan to clearly show the drainage patterns. (T&ES)
- F-13 All pedestrian, traffic, and way finding signage shall be provided in accordance with the *Manual of Uniform Traffic Control Devices* (MUTCD), latest edition to the satisfaction of the Director of T&ES. (T&ES)

ARCHAEOLOGY

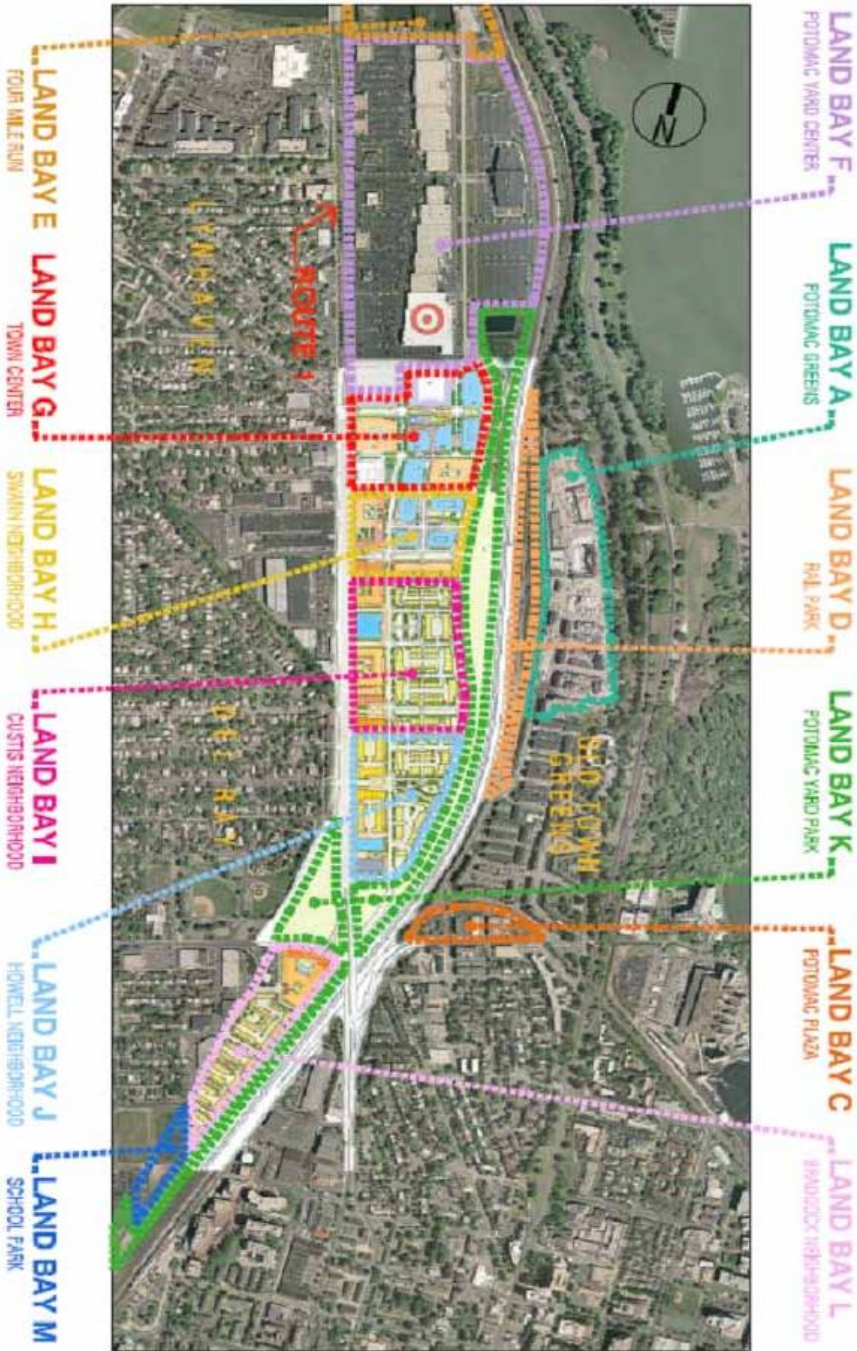
- C -1 All required archaeological preservation measures shall be completed in compliance with Section 11-411 of the Zoning Ordinance.
- F-1 Research has documented that historical associations with this Landbay provide an opportunity to interpret an Indian path; 18th and 19th-century plantations and farms, including those of the Alexanders and Daingerfields; the Alexandria Canal; the toll road to Georgetown along the Rte. 1 corridor; early railroads; the

Washington & Ohio Junction Station, a passenger depot; the development of St. Elmo and Del Ray neighborhoods; and structures relating to Potomac Yard, including the bunk house, engine house, and turntable. (Arch)

The development property is located on terraces of the Potomac River in an environment that would have been conducive to occupation by Native Americans during prehistoric times. Previous archival work has suggested that some of these areas may have been filled, and it is possible that the old buried terraces could contain archaeological resources that could provide insight into Native American activities prior to the arrival of Europeans. Historical resources that were present within this Landbay include a section of the Alexandria Canal and the Washington and Ohio Junction Station, but these were situated in a part of the project area where significant grading is thought to have occurred.

- F-2 Thunderbird Archaeology was hired by the previous owner of this Landbay and has prepared a draft Documentary Study and a draft Resource Management Plan that includes information on this Landbay. Revisions to the draft Documentary Study for Potomac Yard shall be completed October 15, 2008, and the final draft report and public summary shall be submitted by December 31, 2008. The work done to date has indicated that a section in the northeastern part of the project area has the potential to contain buried surfaces that could provide evidence of Native American activities. Completion of the Documentary Study may indicate locations of other potential historical resources.

Attachment #1



Attachment #2

History of Potomac Yard

The area that became Potomac Yard has a long history of serving as a trade and transportation corridor. From prehistoric times through the present, these level terraces paralleling the Potomac River provided a north/south pathway for moving people and goods. While the modes of transportation changed--from foot to horse and stagecoach, then to canal boats, and later to trains and automobiles, the landform remained an important link in the route connecting people and places throughout the course of history.

Native American Occupation (13000 to 400 years ago)- Bands of Native American hunters and gatherers may have traversed the area that became Potomac Yard as early as 13,000 years ago. More intensive occupation undoubtedly began about 5000 years ago as Native Americans would have established seasonal camp sites to fish for shad and to exploit the resources of nearby marshes.

Tobacco Plantations, Farms, Towns, and Turnpikes, 1669-1830- The area that became Potomac Yard was part of a 6,000-acre grant awarded to ship captain Robert Howsing (Howson) for the transport of 120 settlers to the Virginia colony in 1669. Howsing immediately sold the property to planter John Alexander for 6 hogsheads (6000 pounds) of tobacco. Beginning in the 1730s, members of the Alexander family subdivided the property and began to establish plantations on it. Charles Alexander probably built Preston Plantation in the 1750s or 1760's at the northern end of what would become Potomac Yard, shortly after the establishment of the Town of Alexandria in 1749. River and overland travel linked the plantations and early town, but roads were haphazardly constructed and poorly maintained. In 1809, the Washington and Alexandria Turnpike opened, following the path of present-day Route 1 to a new bridge constructed over Four Mile Run, with tolls collected just south of the bridge.

Canal and Railroads, The Civil War, and the Seeds of Suburbanization, 1830-1905- The Alexandria Canal Company was chartered in 1830, and the canal opened in 1843. Rail transportation came to Alexandria in 1851 with the opening of the Orange and Alexandria. The first line to traverse the Potomac Yard property, the Alexandria and Washington Railroad, linked the two cities in 1857. The Alexandria, Loudoun and Hampshire railroad opened in 1860 between Alexandria and Leesburg. During the Civil War, the Union Army connected the three rail lines, which were considered crucial for the war effort.

The Railroad Era Begins

While the canal was successful for a while, it was no match for the railroads, and ceased operation in 1886. Towns like Baltimore, which had invested in the railroad industry in the early nineteenth century, became the industrial centers of the northeast. Rail

transportation finally came to Alexandria in 1851 with the opening of the Orange and Alexandria rail line, which headed west along tracks that ran parallel to Duke Street.

The first line to traverse the Potomac Yard property was built to link Alexandria and Washington. Completed in 1857, the Alexandria and Washington Railroad had six trains daily, leaving from a station on St. Asaph Street. Passengers found it a fast and convenient way to travel between the two cities and to connect with trains headed north. In addition, food and other products could be transported by rail for sale in Washington or transferred to northbound trains in the capital (Mullen 2007:34).

Plans for another railroad had begun to take shape in 1853, when a group of local residents, hoping to help Alexandria compete with Baltimore for trade with the west, secured a charter for the Alexandria, Loudoun and Hampshire railroad. Construction began in 1855, and trains began running between Alexandria and Leesburg in 1860, crossing from the southeast toward the northwest through what would become Potomac Yard (Mullen 2007:34, 39).

The Civil War: Rail Connections Improved

The connection of the north and south railroad lines through Alexandria occurred as a result of the Civil War. On March 24, 1861, the day after Virginia seceded from the Union, Federal troops entered by city, and it remained an occupied town throughout the course of the war. Tens of thousands of soldiers passed through the area, and during the early years of the war, the 5th Massachusetts may have camped on what would become Potomac Yard property (Mullen 2007:40-41). Control of the railroads leading out of Alexandria to the west and south probably served as the major impetus for this occupation. Alexandria became a major depot for shipment of supplies and troops to the front as well as a hospital and convalescent center for those injured. The U.S. Military Railroad complex, a secure and stockaded 12-block area enclosing the facilities of the Orange and Alexandria, was constructed. The three rail lines to enter the city were connected and expanded during the occupation, and the rail connection with the North was made complete when tracks were laid across Long Bridge to the Baltimore & Ohio Railroad (Mullen 2007:39-40).

Post-War Seeds of Suburbanization

Throughout the nineteenth century, land use in the area that would become Potomac Yard remained largely agricultural. The Swanns, descendants of the Alexanders, lived near the former location of Preston Plantation, which was burned down during the Civil War. The Daingerfields owned much of the land, and Susan Barbour, daughter of Henry Daingerfield and wife of U.S. Congressman and then Senator John Barbour, erected a house on the property in the 1870s. A small community, which included a school house by 1878, grew up near the intersection of what is now Monroe Avenue (Poorhouse Lane) and the turnpike. In 1894, two planned residential developments, Del Ray and St. Elmo, were established on the west side of the turnpike and laid the groundwork for the suburbanization that was to occur around Potomac Yard in the succeeding century. The

proximity to the railroads made it possible for residents to commute to jobs in Alexandria and Washington. On the A&W rail line, St. Asaph Junction station served the community of Del Ray, and the Washington and Ohio station served St. Elmo (Mullen 2007:40-47).

Potomac Yard, 1906-1987

In the late nineteenth and early twentieth centuries, the Washington, D.C. area became a major point for the transfer of freight between northern and southern rail networks. The railroads carried perishable goods, such as fruits, vegetables, and livestock, from the southern states to urban markets in the North, and transported manufactured goods from northern factories to the South. With multiple rail companies serving each region at the turn of the twentieth century, there was no central location for the transfer of freight between the northern and southern lines (Mullen 2007:47). The situation was particularly difficult in Alexandria, where a significant bottleneck occurred with all these rail lines trying to pass through town. East/west City streets were blocked, as 20 to 30 trains per day came through on Fayette and Henry streets. With the rising volume of rail traffic, the system became increasingly unwieldy, and a movement to beautify Washington took up the cause to get the railroads out of the cities (Griffin 2005).

The solution took shape as an unusual business undertaking, when six competing railroads agreed to band together to construct the rail yard and facilitate the movement of freight between the northern and southern rail lines. Potomac Yard, known as the “Gateway Between the North and the South,” became the largest railroad yard for freight car interchange on the east coast. When Potomac Yard opened on August 1, 1906, it had 52 miles of track that could handle 3, 127 cars. The yard grew to a maximum of 136 miles of track crammed into a 2 ½ to 3 mile stretch of land. At its peak, it serviced 103 trains daily (Griffin 2005; Carper 1992; Mullen 2007:47, 49).

The yard was divided into two main areas—a northbound classification yard and a southbound classification yard. In the northbound yard, freight destined for the north came into the yard, was classified and made up into trains for the northern markets. The routine was the same in the southbound yard. Trains would come in, climb what was called the hump, and be directed toward the appropriate track to form outbound trains by the throwing of switches. Initially, gravity took the cars down the hump with brakemen riding on the sides of the cars and manually putting on the brakes (Griffin 2005; Mullen 2007).

While the main function was freight classification, the yard had numerous support buildings and facilities. These included an 800-foot long transfer shed to consolidate freight from cars that were not full, facilities for pit inspection of the cars, a 12-stall round house and engine house for repairs and maintenance, and a 135-foot high coal tipple that could load over 1500 tons of coal per day to satisfy the needs of the steam locomotives. There were also facilities for feeding and resting livestock in transit. In addition, a huge icing facility could service 500 cars of perishable goods per day with ice manufactured by the Mutual Ice Company of Alexandria. As the twentieth century

progressed, the yard changed with increased mechanization and the advent of electric and diesel electric trains (Griffin 2005; Carper 1992; Miller 1992; Mullen 2007; Walker and Harper 1989).

To operate the classification yard and associated facilities, Potomac Yard employed approximately 1200 people in 1906 and about 1500 at its peak. Employees included mechanics and carpenters who worked on the rail cars, car inspectors, brakemen, switch operators, and locomotive engineers, as well as clerks who managed the huge amount of paperwork associated with the freight transfer. The work force consisted of both whites and African Americans, but the yard enforced racial segregation in employee facilities. In the early twentieth century, the workers were primarily male, but by mid-century African American women, and perhaps white women, had become part of the labor force (Mullen 2007:49).

The expansion of Del Ray and St. Elmo, which incorporated as the Town of Potomac in 1908, also accelerated as a result of the establishment of Potomac Yard. Many of the white workers at the yard resided in these neighborhoods, but racism limited the options for the black employees, who were excluded from these communities and may have settled in the Parker-Gray district or other African American neighborhoods in town (Mullen 2007:51, 56).

By the 1970s, the heyday of the railroad era began to wane and the need for a classification yard between the North and South lessened. Technological improvements in the rail cars allowed for longer periods of use without maintenance. There was a decrease in the flow of agricultural goods from south to north, and competition from the trucking industry took its toll. By 1987, a decision was made to route freight trains around Washington, and Potomac Yard officially ceased operations (Miller 1992:115). Metro and Amtrak trains still carry passengers through this corridor, and with the development of the linear park, walkers, joggers and bikers will continue to travel the north-south transportation corridor that was first traversed by Native Americans thousands of years ago.

Attachment #3

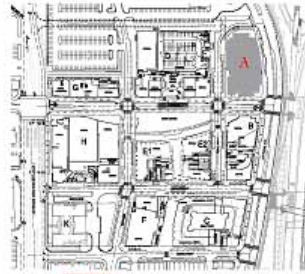


Attachment #4

BLOCK A



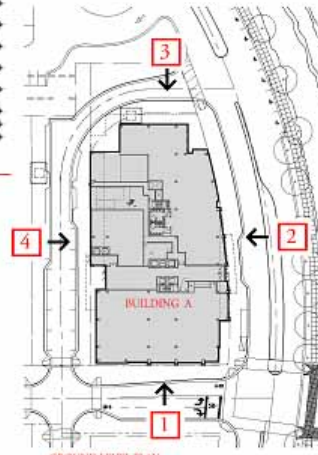
1 SOUTH ELEVATION
 SCALE: 1/8" = 1'-0"



KEY PLAN



2 EAST ELEVATION
 SCALE: 1/8" = 1'-0"



GROUND LEVEL PLAN
 SCALE: 1" = 30'-0"



3 NORTH ELEVATION
 SCALE: 1/8" = 1'-0"



4 WEST ELEVATION
 SCALE: 1/8" = 1'-0"



MODEL PHOTO

Attachment #5

BLOCK B



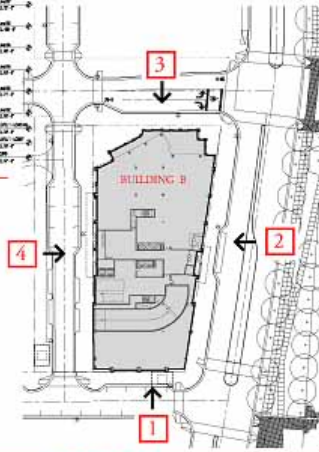
1 SOUTH ELEVATION
 SCALE 1/8" = 1'-0"



KEY PLAN



2 EAST ELEVATION
 SCALE 1/8" = 1'-0"



GROUND LEVEL PLAN
 SCALE: 1" = 30'-0"



3 NORTH ELEVATION
 SCALE 1/8" = 1'-0"



4 WEST ELEVATION
 SCALE 1/8" = 1'-0"



MODEL PHOTO

Attachment #6



1 BLOCK 'C' PUBLIC STREET #1 ELEVATION - NORTH
1/2" = 1' - 0"



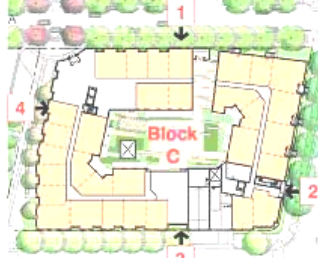
KEY PLAN



2 BLOCK 'C' POTOMAC ELEVATION - EAST
1/2" = 1' - 0"



3 BLOCK 'C' MASKELL ST ELEVATION - SOUTH
1/2" = 1' - 0"



GROUND LEVEL PLAN
1/2" = 1' - 0"



4 BLOCK 'C' NEWS ELEVATION - WEST
1/2" = 1' - 0"



MODEL PHOTO

Attachment #7

BLOCK D



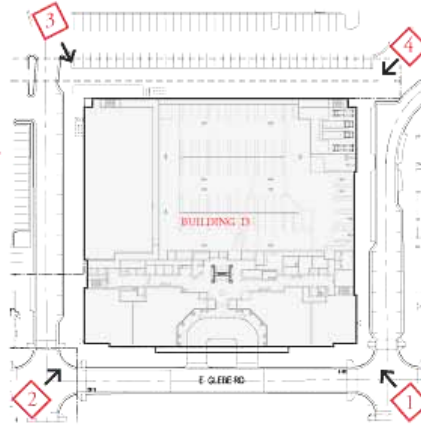
1 VIEW LOOKING NORTHWEST
SCALE 1/8" = 1'-0"



KEY PLAN



2 VIEW LOOKING NORTHEAST
SCALE 1/8" = 1'-0"



GROUND LEVEL PLAN
SCALE 1" = 30'-0"



3 VIEW LOOKING SOUTHEAST
SCALE 1/8" = 1'-0"



4 VIEW LOOKING SOUTHWEST
SCALE 1/8" = 1'-0"

BLOCK D
POTOMAC YARD TOWN CENTER

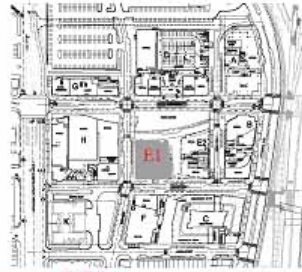
11.09.08

Attachment #8

BLOCK E1



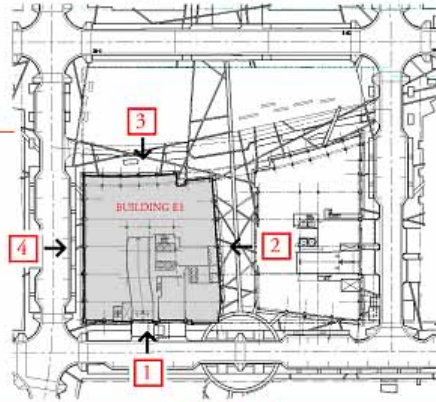
1 SOUTH ELEVATION
SCALE 1/8" = 1'-0"



KEY PLAN



2 EAST ELEVATION
SCALE 1/8" = 1'-0"



GROUND LEVEL PLAN
SCALE: 1" = 30'-0"



3 NORTH ELEVATION
SCALE 1/8" = 1'-0"



4 WEST ELEVATION
SCALE 1/8" = 1'-0"



MODEL PHOTO

BLOCK E1
POTOMAC YARD TOWN CENTER

11.03.08

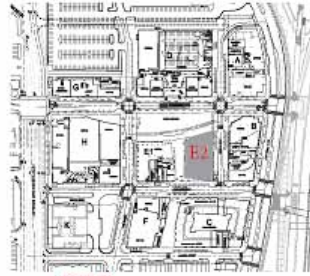
MRP REALTY
Genstar

Attachment #9

BLOCK E2



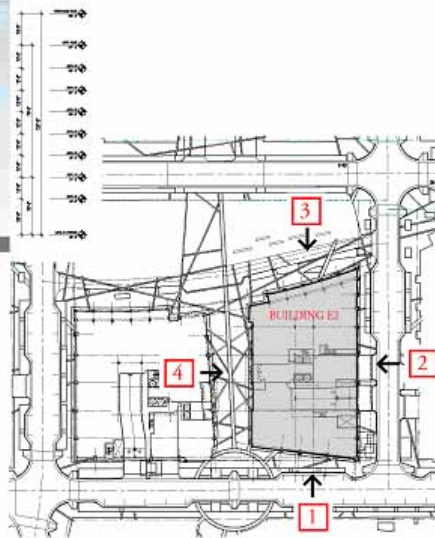
1 SOUTH ELEVATION
SCALE 1/16" = 1'-0"



KEY PLAN



2 EAST ELEVATION
SCALE 1/16" = 1'-0"



GROUND LEVEL PLAN
SCALE 1" = 30'-0"



3 NORTH ELEVATION
SCALE 1/16" = 1'-0"



4 WEST ELEVATION
SCALE 1/16" = 1'-0"



MODEL PHOTO

Attachment #10



1 BLOCK F¹ PUBLIC STREET #1 ELEVATION - NORTH



KEY PLAN



2 BLOCK F¹ NEWS ELEVATION - EAST



GROUND LEVEL PLAN



3 BLOCK F¹ MASPELL ST ELEVATION - SOUTH



4 BLOCK F¹ MAIN ST ELEVATION - WEST



ARCH. PHOTO

BLOCK F POTOMAC YARD TOWN CENTER

SKIDMORE OWINGS & MERRILL LLP

Attachment #11

BLOCK G



1 WEST ELEVATION
SCALE: 1/8" = 1'-0"



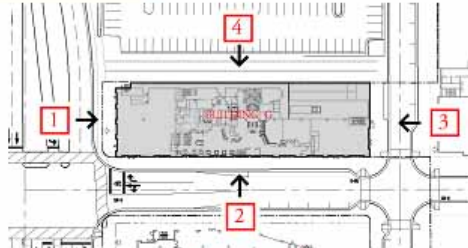
KEY PLAN



2 SOUTH ELEVATION
SCALE: 1/8" = 1'-0"



3 EAST ELEVATION
SCALE: 1/8" = 1'-0"



GROUND LEVEL PLAN
SCALE: 1/8" = 1'-0"



4 NORTH ELEVATION
SCALE: 1/8" = 1'-0"

BLOCK G
POTOMAC YARD TOWN CENTER

11.06.08

Attachment #12



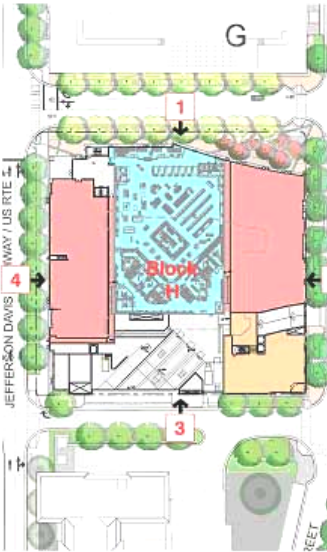
1 BLOCK 111 EAST GLEBE RD ELEVATION - NORTH



KEY PLAN



2 BLOCK 111 MAIN ST ELEVATION - EAST



GROUND LEVEL PLAN



3 BLOCK 111 PUBLIC STREET #1 ELEVATION - SOUTH



4 BLOCK 111 ROUTE ONE ELEVATION - WEST



AERIAL PHOTO

BLOCK POTOMAC YARD TOWN CENTER
 H

SKIDMORE OWINGS & MERRILL LLP

Attachment #13



Attachment #14



(1) MASKELL ST. ELEVATION



(2) MEWS ELEVATION



3 POTOMAC AVE. ELEVATION



SK&I

PROJECT: POTOMAC YARD
 ARCHITECT: SK&I
 DATE: 10/2018

POTOMAC YARD
 2801 & 2900 MAIN STREET



4 RESIDENTIAL ST. ELEVATION



SK&I

PROJECT: POTOMAC YARD
 ARCHITECT: SK&I
 DATE: 10/2018

POTOMAC YARD
 2801 & 2900 MAIN STREET

**APPLICATION for
DEVELOPMENT SPECIAL USE PERMIT with SITE PLAN
DSUP # 2007-0022**

PROJECT NAME: Potomac Yard - Landbay G

PROPERTY LOCATION: 2801 & 2900 Main Street

TAX MAP REFERENCE: 25.01-05-01 & 25.01-05-03 **ZONE:** CDD #10

APPLICANT Name: RP MRP Potomac Yard, LLC

Address: 1133 21st Street, NW, Suite 720, Washington, DC 20036

PROPERTY OWNER Name: RP MRP Potomac Yard, LLC

Address: 1133 21st Street, NW, Suite 720, Washington, DC 20036

SUMMARY OF PROPOSAL: Development Special Use Permit with site plan for development of Potomac Yard Town Center to include 414 residential units, 623 hotel rooms with ground floor amenity space, approximately 698,000 sq.ft of office and approximately 183,000 sq.ft. of retail.

MODIFICATIONS REQUESTED: See Attachment A

SUP's REQUESTED: See Attachment A

THE UNDERSIGNED hereby applies for Development Site Plan, with Special Use Permit, approval in accordance with the provisions of the Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED, having obtained permission from the property owner, hereby grants permission to the City of Alexandria to post placard notice on the property for which this application is requested, pursuant to Article XI, Section 11-301 (B) of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED also attests that all of the information herein provided and specifically including all surveys, drawings, etc., required of the applicant are true, correct and accurate to the best of his knowledge and belief.

RP MRP Potomac Yard, LLC
by: M. Catharine Puskar, Atty./Agent

M. Catharine Puskar
Signature

Walsh, Colucci, Lubeley, Emrich, & Walsh, PC
2200 Clarendon Blvd., Ste. 1300 703-528-4700 703-525-3197
Mailing/Street Address Telephone # Fax #

Arlington, VA 22201 October 3, 2008
City and State Zip Code Date

===== DO NOT WRITE BELOW THIS LINE - OFFICE USE ONLY =====

Application Received: _____
Fee Paid & Date: \$ _____

Received Plans for Completeness: _____
Received Plans for Preliminary: _____

294

Development Special Use Permit with Site Plan (DSUP) # 2007-0022

All applicants must complete this form.

Supplemental forms are required for child care facilities, restaurants, automobile oriented uses and freestanding signs requiring special use permit approval.

1. The applicant is the (check one):

Owner Contract Purchaser

Lessee Other: _____

State the name, address and percent of ownership of any person or entity owning an interest in the applicant, unless the entity is a corporation or partnership in which case identify each owner of more than ten percent.

See Attachment B

If property owner or applicant is being represented by an authorized agent such as an attorney, realtor, or other person for which there is some form of compensation, does this agent or the business in which the agent is employed have a business license to operate in the City of Alexandria, Virginia? n/a

Yes. Provide proof of current City business license

No. The agent shall obtain a business license prior to filing application, if required by the City Code.

295

NARRATIVE DESCRIPTION

2. The applicant shall describe below the nature of the request in detail so that the Planning Commission and City Council can understand the nature of the operation and the use, including such items as the nature of the activity, the number and type of patrons, the number of employees, the hours, how parking is to be provided for employees and patrons, and whether the use will generate any noise. If not appropriate to the request, delete pages 4-7.
(Attach additional sheets if necessary)

RP MRP Potomac Yard LLC (the "Applicant") requests approval of a DSUP with site plan to develop Landbay G, the Town Center portion of Potomac Yard in accordance with CDD #99-0001 as amended through CDD #2008-0001. The Town Center includes 414 residential multifamily units located in two buildings, 623 hotel rooms with ground floor amenity space located in two separate buildings, approximately 698,000 square feet of office space located in four office buildings, and approximately 183,000 square feet of retail space located throughout. In order to achieve the amount of retail necessary for the Town Center to thrive, and in conformance with the approved CDD conditions, the Applicant is requesting an SUP for the conversion of approximately 103,000 square feet of office space to retail space to add to the existing 80,000 square feet already approved through the CDD. Currently, the proposed retail includes general retail and personal service uses, restaurants, a grocery store and a fitness center/spa. The Town Center will also include a central Town Green with landscaping and hardscape to permit both passive and active uses for residents, office workers and visitors, a passive park adjacent to the fire station and other open space areas throughout the site.

As part of its request and in an effort to support the City's EcoCity initiative, the Applicant is proposing LEED certification for all office buildings and will incorporate green building technologies into the residential and hotel buildings as well. In addition, the City is furthering the EcoCity goals by proposing a shared parking proposal which reduces the parking onsite and encourages the shared use of parking by office workers, hotel visitors, and retail patrons.

The Applicant also requests an encroachment to permit building overhangs and architectural features and a setback modification necessary to achieve the urban design goals of the Potomac Yard plan as well as a comprehensive sign plan to ensure a coordinated approach to tenant signage and storefront design, outdoor seating, building identification signage, and wayfinding signage.

Development Special Use Permit with Site Plan (DSUP) # 2007-0022

3. How many patrons, clients, pupils and other such users do you expect?
Specify time period (i.e., day, hour, or shift).

Will vary by tenant.

4. How many employees, staff and other personnel do you expect?
Specify time period (i.e. day, hour, or shift).

Will vary by tenant.

5. Describe the proposed hours and days of operation of the proposed use:

Day	Hours	Day	Hours
-----	-------	-----	-------

Will vary by tenant.

<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>

6. Describe any potential noise emanating from the proposed use:

A. Describe the noise levels anticipated from all mechanical equipment and patrons.

Noise levels will be in compliance with the City of Alexandria Code.

B. How will the noise from patrons be controlled?

n/a

7. Describe any potential odors emanating from the proposed use and plans to control them:

Will vary by tenant.

Development Special Use Permit with Site Plan (DSUP) # 2007-0022

8. Provide information regarding trash and litter generated by the use:

A. What type of trash and garbage will be generated by the use?

Will vary by tenant.

B. How much trash and garbage will be generated by the use?

Will vary by tenant.

C. How often will trash be collected?

Will vary by tenant.

D. How will you prevent littering on the property, streets and nearby properties?

Will vary by tenant.

9. Will any hazardous materials, as defined by the state or federal government, be handled, stored, or generated on the property?

Yes. No.

If yes, provide the name, monthly quantity, and specific disposal method below:

10. Will any organic compounds, for example paint, ink, lacquer thinner, or cleaning or degreasing solvent, be handled, stored, or generated on the property?

Yes. No.

If yes, provide the name, monthly quantity, and specific disposal method below:

11. What methods are proposed to ensure the safety of residents, employees and patrons?

Will vary by tenant.

ALCOHOL SALES

12. Will the proposed use include the sale of beer, wine, or mixed drinks?

Yes. No.

If yes, describe alcohol sales below, including if the ABC license will include on-premises and/or off-premises sales. Existing uses must describe their existing alcohol sales and/or service and identify any proposed changes in that aspect of the operation.

Will vary by tenant.

PARKING AND ACCESS REQUIREMENTS

13. Provide information regarding the availability of off-street parking:

A. How many parking spaces are required for the proposed use pursuant to section 8-200 (A) of the zoning ordinance?

See shared parking plan and preliminary site plan.

B. How many parking spaces of each type are provided for the proposed use:

*See shared parking plan and preliminary site plan.
Standard spaces

_____ Compact spaces

699

Development Special Use Permit with Site Plan (DSUP) # 2007-0022

_____ Handicapped accessible spaces.

_____ Other.

- C. Where is required parking located? (*check one*) on-site off-site.

If the required parking will be located off-site, where will it be located:

_____ n/a _____

Pursuant to section 8-200 (C) of the zoning ordinance, commercial and industrial uses may provide off-site parking within 500 feet of the proposed use, provided that the off-site parking is located on land zoned for commercial or industrial uses. All other uses must provide parking on-site, except that off-street parking may be provided within 300 feet of the use with a special use permit.

- D. If a reduction in the required parking is requested, pursuant to section 8-100 (A) (4) or (5) of the zoning ordinance, complete the PARKING REDUCTION SUPPLEMENTAL APPLICATION.

14. Provide information regarding loading and unloading facilities for the use:

- A. How many loading spaces are required for the use, per section 8-200 (B) of the zoning ordinance? See preliminary site plan.

- B. How many loading spaces are available for the use? See preliminary site plan.

- C. Where are off-street loading facilities located? See preliminary site plan.

- D. During what hours of the day do you expect loading/unloading operations to occur?

Will vary by tenant.

- E. How frequently are loading/unloading operations expected to occur, per day or per week, as appropriate?

Will vary by tenant.

7
100

Development Special Use Permit with Site Plan (DSUP) # 2007-0022

15. Is street access to the subject property adequate or are any street improvements, such as a new turning lane, necessary to minimize impacts on traffic flow?

New street improvements proposed with application as reflected on preliminary site plan.

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Attachment A

Requested SUP Approvals and Zoning Modifications

Applicant requests DSUP for hotel, residential, office and retail development.

Applicant requests umbrella SUP for restaurants.

Applicant requests SUP for grocery store and fitness center/spa over 20,000 sq. ft. each.

Applicant requests SUP for a sales trailer/trailers.

Applicant requests SUP for comprehensive signage plan.

Applicant requests SUP for additional penthouse height.

Applicant requests encroachment for building overhangs and architectural features.

Applicant requests SUP for a parking reduction for shared/tandem/compact space parking.

Applicant requests a modification for section 6-403(A) of the zoning ordinance (setback requirements).

Applicant requests SUP for conversion of 108,871 sq. ft. of office into retail for a total of 182,915 sq. ft. retail.

DSUP2007-0022

ATTACHMENT B

Applicant: RP MRP Potomac Yard, LLC

RP MRP Potomac Yard, LLC

98% Rockpoint Real Estate Fund II, L.P.
500 Boylston Street, Suite 1880, Boston, MA 02116

Sole General Partner:

Rockpoint Real Estate Fund II GP, LLC .1%

Sole Member: Rockpoint Group, LLC (100%)

Managers: Patrick K. Fox

Keith B. Gelb

Jonathan H. Paul

Gregory J. Hartman

William H. Walton

Limited Partners:

Including primarily Pension Funds, Universities

99.9%

and Schools, Foundations and Trusts 2%

MRP Potomac Yard, LLC (**MANAGER**)

1133 21st Street, NW, Suite 720, Washington, DC 20036

103



APPLICATION

ENCROACHMENT

ENC# 2008-0003

PROPERTY LOCATION: 2801 and 2900 Main Street
TAX MAP REFERENCE: 025.01-05-01 and 025.01-05-03 **ZONE:** CDD #10

APPLICANT

Name: RP MRP Potomac Yard LLC
Address: 1133 21st St., N.W., Suite 720, Washington, D.C. 20036

PROPERTY OWNER

Name: RP MRP Potomac Yard LLC
Address: 1133 21st St., N.W., Suite 720, Washington, D.C. 20036

PROPOSED USE: Mixed use Town Center development,
Potomac Yard Land Bay G

To be provided prior to issuance
of Certificate of Occupancy
INSURANCE CARRIER (copy attached) for buildings applicable. **POLICY #** _____
A certificate of general liability insurance in the amount of \$1,000,000 which will indemnify the owner and names the city as an additional insured must be attached to this application.

THE UNDERSIGNED hereby applies for an Encroachment Ordinance in accordance with the provisions of Section 8-1-16 and Sections 3-2-82 and 85 of the Code of the City of Alexandria, Virginia.

THE UNDERSIGNED hereby applies for an Administrative Use Permit in accordance with the provisions of Article VI, Section 6-600 of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED, having obtained permission from the property owner, hereby grants permission to the City of Alexandria to post placard notice on the property for which this application is requested, pursuant to Article XI, Section 11-301 (B) of the 1992 Zoning Ordinance of the City of Alexandria, Virginia.

THE UNDERSIGNED also attests that all of the information herein provided and specifically including all surveys, drawings, etc., required of the applicant are true, correct and accurate to the best of their knowledge and belief.

RP MRP Potomac Yard, LLC
by: M. Catharine Puskar

M Catharine Puskar

Print Name of Applicant or Agent
Walsh, Colucci, Lubeley, Emrich & Walsh, PC
2200 Clarendon Boulevard, 13th Floor
Mailing/Street Address

Signature
(703) 528-4700 (703) 525-3197
Telephone # Fax #

Arlington, Virginia 22201
City and State Zip Code

cpuskar@arl.thelandlawyers.com
Email address

October 3, 2008
Date

Application Received: _____ Date and Fee Paid: \$ _____
ACTION - PLANNING COMMISSION: _____ ACTION - CITY COUNCIL: _____

104

Retail Market Feasibility Study for Planned Retail Developments at Potomac Yard; Alexandria, Virginia

RREEF, McCAFFERY INTERESTS, INC., AND MRP REALTY

October 28, 2008



BACKGROUND AND OBJECTIVES

The owners of existing and planned retail developments in the Potomac Yard Coordinated Development District (CDD) have retained RCLCO (Robert Charles Lesser & Co.) to conduct an independent third-party analysis of the market support for retail space contemplated for the Potomac Yard master-planned community. The purpose of this study is to assist the property owners and the City of Alexandria in confirming that the retail assumed for both the redeveloped Potomac Yard Retail Center and the planned Town Center can be supported by the future market demand, and that both centers are effectively differentiated so that they are complementary clusters of sustainable retail activity.

Background

Potomac Yard is an urban, mixed-use, coordinated development with multiple owners. The Potomac Yard Retail Center was the first phase of Potomac Yard to be developed and has already become a thriving retail destination. The owners of the Potomac Yard Retail Center (RREEF) plan to redevelop their property (referred to as Land Bay F and the “Retail Center”) as an urban, transit-oriented development including retail, residential, office, and hotel uses. The intention is to create a mixed-use environment with a regional urban retail destination based on the Market Common brand developed by McCaffery Interests, with a focus on combining lifestyle retail with the existing base of big-and medium-box retail.

Two adjacent land bays (referred to as Land Bays G and H/I and collectively as the “Town Center”) have Coordinated Development District Concept Plan approval (CDD 2008-0001) for mixed-use densities and the owner (MRP Realty) is working with the City on approval of Development Special Use Permits for the design of the Town Center. Approval of the first phase of the Town Center is expected in early 2009 with approval of the next phase following in 2009. The Town Center and the subsequent redevelopment of the Retail Center are intended to function as two distinct, but complementary districts. The City of Alexandria and the owners of the Retail Center and Town Center want both districts to thrive with successful retail contributing to the vitality of both locations.

With this as background, the objectives of RCLCO’s involvement has been to conduct a retail market analysis in order to determine the depth of demand for retail space by merchandize category at the site under a build-out scenario. Key assumptions for this engagement have included the following:

- Retail demand must be supported by full build out of the planned projects.

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- Buildout at the site is achieved in 2020.
 - A new Potomac Yard Metrorail station will be operational at the Town Center under the buildout scenario.

Scope of Work

The analytical tasks RCLCO undertook leading to the fulfillment of the above objectives included the following:

A. Project Initiation

1. RCLCO participated in a kick-off meeting with City staff, property owners of Potomac Yard, and relevant project team members to obtain a debriefing about the project and any relevant information from prior work completed relative to the assignment, and to refine the goals and objectives of this analysis and scope of work to ensure that this engagement addressed the needs/desires of all interested parties.

B. Retail Market Analysis

1. RCLCO conducted a retail market analysis to determine the trade area and depth of demand for retail space, taking into account the planned residential, hotel and office development within the whole Potomac Yard CDD, and assuming that there will be a Metrorail station in this location.
 - a) RCLCO visited each of the subject properties and evaluated the development potential in light of each site's location, access, and visibility, current and/or proposed neighboring uses, topography, views, vegetation, other natural and/or man-made features, and other pertinent factors.
 - b) RCLCO obtained and analyzed secondary data relative to the historical and current performance of the relevant retail market; and examined tenant types and mix, absorption, occupancy, rental rates and terms, and construction trends, as available, to gauge the health of the market.

-
2. RCLCO studied and compared competitive retail centers with Potomac Yard evaluating such metrics as vehicular accessibility, retail mix by merchandise category, trade area, and degree of success.
 - a) RCLCO compiled information on relevant existing retail developments in the competitive market area, relative to size, quality, location, tenant types, lease rates, and trade area and market audiences served.
 - b) RCLCO conducted targeted interviews with brokers and managers representing comparable retail space in order to determine likely tenants and supportable rents for retail space, specific building requirements, and most likely range of store sizes that will be desirable.
 - c) RCLCO compiled and analyzed information on relevant planned and proposed retail properties in the competitive market area, including location, size, configuration, construction timetable, anticipated tenant profiles, etc.; and assessed their potential influence on the subject property.
 3. RCLCO used the market analysis to determine the total demand for retail space in Landbay G, Landbay H, and Landbay F of Potomac Yard at buildout.
 - a) RCLCO compiled assumptions regarding the timing and amount of residential and commercial development planned for Potomac Yard from the owners and other knowledgeable sources as input into the demand analysis.
 - b) RCLCO compiled and analyzed relevant demographic and retail spending data for the trade area, forecast demand for various retail categories in the trade area at buildout, and estimated the share of this demand that the project will be able to capture taking account of existing and planned competition.

The key findings and conclusions emanating from the scope of work outlined above are summarized in the Summary of Market Findings section of this report below.

SUMMARY OF MARKET FINDINGS

Based upon an analysis of the economic and demographic underpinnings of demand for retail space, and an understanding of the current and likely future supply and character of space in the competitive market area of the Potomac Yard site, by 2020 there is sufficient market support for a significant retail concentration above and beyond what is currently being offered at the existing Potomac Yard Retail Center. The existing retail center on the site consists of approximately 590,000 square feet of retail space, with a concentration of big and medium box retail tenants, including a Target, Best Buy, Barnes & Noble, PetSmart, Staples Regal Cinemas, and Shoppers Food Warehouse grocery store. Our demand analysis has found support for significantly more retail space in a variety of retail categories by 2020:

- Approximately 495,000 square feet of Major Comparison Retailers in retail categories such as department and general merchandise stores, electronics stores, home furnishing Stores, and book stores. These types of big and medium box stores are that are currently in the existing retail center, although the physical form of these types of retailers need not be the same. These types of tenants are key anchors of a retail center serving a broader community, as they draw in demand from a wide geographic market area and in turn create consumer traffic that helps support other retailers.
- Approximately 230,000 square feet of In-line Comparison Retailers. These are the types of smaller tenants who typically fill in the spaces between the larger anchor tenants. These tenants sell hard and soft comparison goods such as apparel and apparel accessories, jewelry, home goods and furniture, books and music, electronics, and other specialty goods.
- Approximately 325,000 square feet of Neighborhood Retailers. These include the wide variety of retailers serving consumers everyday needs, most notably grocery stores, pharmacies, and other convenience and sundry retailers. Specifically, we have found support for approximately 175,000 square feet of grocery stores, which equates to three to four grocery stores of varying sizes and formats.
- Approximately 220,000 square feet of Food and Beverage, which includes full-service, sit-down restaurants (115,000 square feet); limited-service, take-out, fast-food, and fast-casual restaurants (90,000 square feet); and bars and clubs (15,000 square feet).

These demand projections support the conceptual programs for both the planned Town Center (Landbay G, Landbay H, and the northern portion of Landbay I) and the redeveloped Retail Center (Landbay F, where the existing Potomac Yard Retail Center now sits) as contemplated at build out in 2020. This includes support from current and future projected households and workers in defined market areas, as well as future residents and workers on the fully developed sites. Together, the two centers will

create a powerful and compelling retail and entertainment destination for both local and regional retail patrons. The two retail clusters will be competitive in many ways, but will compliment each other, and help drive more total traffic than each could do independently. They will also be significantly differentiated in the marketplace: the Retail Center combining big tenant, lifestyle and entertainment, and neighborhood-serving retail concepts into a regional-serving retail destination, with the Town Center focused more on the lifestyle and neighborhood retail concepts and serving more local residents and workers. Given the relative scarcity of retail offerings in this market area, and the future projected growth in the defined trade areas and on the site, multiple retail clusters serving similar but still distinct retail segments, are clearly supportable.

Specifically, the market support for this significant retail concentration in two distinct but complimentary retail districts is justified by a number of locational, supply, and demand market findings:

- The Potomac Yard site is a large-scale, infill redevelopment opportunity that is unique within the regional context and can truly deliver a vibrant, mixed-use environment.
- The site is particularly well suited for the development of a mix of retail development concepts, given its superior access and visibility, and its proximity to significant concentrations of current and future high median household incomes and quality office space.
- The site is already established as a thriving big box and entertainment retail destination that effectively competes in a relatively large trade area, and future retail uses and types – specifically the incorporation of a lifestyle and restaurant component --- will be able to leverage this existing market momentum with both consumers and retailers.
- The addition of a broader mix of retail uses on the site – specifically a lifestyle component that offers a broader range of in-line comparison retail tenants and restaurants – is the natural evolution of the existing retail destination and the currently planned town center for Landbay G.
- Upgraded neighborhood-serving retail space is needed in the market, both to capture current pent-up demand and future demand growth, but also to replace existing but aging neighborhood retail options – specifically new and varied grocery store and specialty foods options.
- Future urban development at the site will demand, and drive, significant retail offerings, but is not a necessary component to support a successful increase in retail at the site.

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- The arrival of a Metrorail station adjacent to Landbay G will provide an additional catalyst for an urban, mixed-use development at the site.
 - The retail projects at the site will fill a significant hole in the retail market, specifically the lack of new, larger-scale, urban retail offerings in Alexandria and the surrounding areas. It could be unique for an urban site to offer popular retail anchors such as Target and Best Buy mixed in with a lifestyle retail concept. This unique concept will help the site draw from a broader area than just a smaller lifestyle retail cluster, and will also help the draw of the larger anchor tenants, as some share of consumers from the broader market area will drive by a closer store in order to shop at the same store in a more vibrant, pedestrian-oriented, active, mixed-use core with a wider variety of retail options.
 - Future competitive market pressures, especially the continuing advancement of retail offerings in Arlington, the District of Columbia, and Prince George's County, as well as emerging urban cores in Alexandria, will present a limiting factor on the supportable size of the retail presence at Potomac Yard.
 - However, the Potomac Yard site will continue to have strong access to a large concentration of under-served households and employees in eastern Alexandria, and the ability to offer retail at the assumed scale will continue to be a unique competitive attribute in the surrounding urban markets, which will fully support the depth of retail currently assumed.
 - Future on-site residents and workers will drive further demand, but by 2020 only accounts for approximately 15% of projected demand.
 - The planned retail development at Potomac Yard will allow the City of Alexandria to compete more effectively with neighboring jurisdictions for retail sales at a range of retailers. Specifically, it will help recapture sales currently leaking out of the City in retail store categories such as in-line comparison retail, restaurants, and neighborhood retail.

Discussion of Retail Concepts

While there is some inherent overlap in the planned retail components of the two developments, as currently envisioned the Town Center and Retail Center will serve different roles and fulfill distinct retail needs in the evolving marketplace.

Landbay F – the redeveloped Retail Center -- will serve as a retail destination for a broad market area. The collection of larger, anchor retailers -- such as Target, Best Buy, a movie theater, etc. -- will draw demand from a significant portion of a five-mile radius and beyond, especially since the retailers at the project are relatively unique in an urban setting. This key demand driver,

in addition to strong local demand and demand from future residents and workers on site, will support the lifestyle retail component, allowing this cluster of retail to support a broader variety of retail and restaurant types than would be possible in a retail cluster serving only local demand. The Retail Center cluster will also have a compelling market story as a neighborhood-serving cluster, including basic goods and services such as a grocery, pharmacy, convenience, banks, etc. The demand for this local-serving retail can be supported by households and workers in the immediate market area in the mid term, but over time the assumed numbers of households and workers on site will provide near complete support for a neighborhood-serving retail cluster.

The assumed amount of retail at the planned Retail Center is appropriate given its market supply and demand context, and is comparable to other destination retail cores that have combined regional or community-serving, lifestyle, and neighborhood retail. Ballston (700,000 square feet anchored by the 580,000 square foot Ballston Common Mall), Pentagon (approximately 1.5 million square feet in Fashion Centre, Pentagon Centre, and Pentagon Row), and the emerging urban retail destination along 14th Street, NW in the District (approximately 750,000 square feet of retail anchored by the 540,000 square foot DC USA project) are but a few examples of multi-purpose retail cores of a comparable size and scale. The larger anchor tenants will be combined with a strong lifestyle retail concept – such is found in Market Common at Clarendon and Reston Town Center, among other notable lifestyle retail cores – that will provide smaller retailers, and restaurant and entertainment options. Finally, the neighborhood retail cluster will compete primarily with other local grocery, pharmacy, and convenience options, but will have the unique advantage of locating within a large retail cluster that serves a broader market. The multi-purpose concept is key – nearly 400,000 square feet of the assumed space at the Retail Center will be large and medium retail stores, which have proven market support in the current retail power center, and the approximately 155,000 square feet of in-line specialty/comparison retail space and 80,000 square feet of restaurant space is supportable given the presence of these large anchors.

Due in part because of its smaller size and scale, the Town Center will likely fill primarily a neighborhood and lifestyle retail need -- basic goods and services, boutique and comparison retailers, and restaurant and entertainment – serving the needs of households and employment in the surrounding market areas, as well as residents and workers on site. The assumed scale of this development is in line with other neighborhood-serving and lifestyle urban retail cores in the region -- retail clusters in the 200,000 to 500,000 square foot range, with notable examples such as the Village at Shirlington, Market Common at Clarendon, and Pentagon Row (Arlington), Bethesda Row (Bethesda, MD), and Downtown Silver Spring (Silver Spring, MD). For these analogous retail clusters the concept of “neighborhood” is often broadly defined (as many of these clusters are destinations for many surrounding residential neighborhoods, often serving areas many miles from the center), and this will also be the case for the Town Center, which will be able to expand its market presence by leveraging traffic to the Retail Center, the mixed-use nature of the development, and the presence of Metrorail.

The Retail Center will be more directly linked to the larger retail concentration anchored by big- and medium-box tenants, while the Town Center's lifestyle retail component will be primarily unanchored, and therefore these two retail clusters will look and feel different in many ways. Particularly, the Retail Center should have the opportunity to attract a broader range of retail tenants, particularly prominent national tenants who require, or at least strongly prefer, direct proximity to major retail anchors. However, the two lifestyle components of the Retail Center and Town Center will be similar in many ways, with both serving a broad range of consumers as well as local consumer needs, and both attracting national in-line tenants in a variety of retail categories (apparel and accessories, home goods, other comparison and specialty goods, and restaurants and entertainment). Therefore, these two retail clusters will be competitive, but we have found that significant support exists to support both and that there will be significant market differentiation between the two, as well as a complimentary relationship where consumer traffic to one helps support the other.

The neighborhood-serving retail and services market likely offers another potential source for cannibalization between the two planned projects at Potomac Yard. However, even this potential source of direct competition will likely be muted given the nature of the planned projects, with the Retail Center project envisioning a larger neighborhood-serving concentration (with a larger grocery anchor of roughly 50,000 square feet) that can leverage the overall power of the retail destination, and the Town Center likely targeting a smaller grocer (30,000 to 35,000 square feet) that is more typical in an emerging location. Over time, the projected household and employment growth on and around the sites, in addition to current pent-up demand in the local market area, will support both neighborhood-serving cores as planned.

The significant amount of planned residential, office, and hotel development planned for the sites will be a significant driver of retail demand, but the planned retail development will not depend on these uses to be viable in the mid term. Future demand from households and office workers in surrounding market areas will provide sufficient support for the planned retail scale and mix. Future development on the site will only further strengthen the retail opportunity at this location.

We have assumed for the purposes of this analysis that Metrorail will be provided at its planned location, just east of Landbay G. Transit has historically been perceived to have less of an impact on larger retailers, due mostly to the belief that shoppers with bags would not find a train ride an acceptable mode of transportation, but there is emerging anecdotal evidence that in urban locations this is not as much of an absolute, especially as many urban consumers choose not to own a car. Even so, the greatest impact of a Metrorail station at the site will be that it connects the lifestyle and entertainment/restaurant components of the two projects with an expanded market area along the Metrorail system.

In both the Retail Center and Town Center it is critical that the built environment follows well-tested urban retail best practices: These include:

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- Active streetfronts with a variety of retail experiences -- this should include, large active windows, avoidance of large blocks of dead space, and where possible, restaurants with café seating in order to bring the retail experience onto the sidewalk;
 - Two-sided retail streets are critical to creating a critical mass of retail activity;
 - Small retail blocks that further establish the sense of a critical mass of activity – a small retail cluster typically should not extend its retail core over more than a few blocks, although larger retail clusters can spread farther if key retail anchors are placed appropriately at the ends of the retail corridor;
 - District or central parking is appropriate, as is shared parking, but the reality of parking needs cannot be ignored, even with transit – on-street parking should also be provided as an option;
 - Local, independent retailers can add a refreshing and authentic flavor, but policies should not over-prescribe local retailer presence, as developers depend on credit-worthy tenants to make often slim retail deals financially viable.
 - The two retail concepts are not wholly dependent upon each other, and they can be successful without the benefit of the other. However, both projects will benefit greatly by connections to and coordination with each other, preferably along a single “main street” anchored at each end by these retail clusters.

This engagement was conducted by Marc McCauley, Senior Principal and Charles Hewlett, Managing Director, of the Washington, D.C., office of RCLCO. If you have any questions regarding the conclusions and recommendations included herein, or wish to learn about other RCLCO advisory services, please call (310) 914-1800.

SUBJECT SITE ASSESSMENT

A description of the development program assumptions is provided in Exhibit 1. The existing Potomac Yard Retail Center (Land Bay F) comprises 590,000 square feet of retail space, primarily in big and medium box stores (including a multiplex theater). The planned redevelopment of the existing retail center will add approximately 260,000 square feet of retail space, primarily in specialty/comparison retail, a fitness center/spa, 60,000 square feet of restaurant space, and potentially another entertainment-oriented use. Much of the existing tenant base – most critically the Target store and the multiplex theater – will remain as future tenants, although very likely not in the same buildings.

For the purposes of this study we have assumed that Town Center on Land Bays G, H and Part of I, will comprise 220,000 square feet of retail space in two phases, with the first phase delivering the vast majority (200,000 square feet) of retail space. The Town Center will potentially offer a mix of neighborhood-oriented goods and services (58,500 square feet), specialty/comparison retail (68,500 square feet), restaurants (59,500 square feet), and a fitness center (33,500 square feet).

The Potomac Yard Retail Center is a proven retail destination, and there are a number of attractive characteristics that lead to the conclusion that the proposed retail developments will also be successful, including:

Subject Property Competitive Advantages:

- Strategic regional location within close proximity to significant concentrations – and cores of growth -- of high-income households and office employment.
- Excellent multimodal transportation access and visibility with high traffic counts.
- Established retail destination with strong track record of high sales volumes.
- Plan for an urban, mixed-use environment that will support vibrant, multi-purpose retail environment.
- Lack of similar retail environment, either existing or planned, with superior or equal access to the key pools of retail demand – including a majority of Alexandria households and employees -- that will drive retail sales at the Potomac Yard.

While the positive attributes of the sites for retail development as assumed far outweigh any potential negative characteristics, the sites do have some market challenges, including:

Subject Property Market Challenges:

- As retail is established in emerging cores that have historically driven a significant share of demand at Potomac Yard, retail on the site may not benefit as much from retail expenditures leaking out of nearby jurisdictions.
- Adjacent land uses on the west of Route 1 are not consistent with the planned pedestrian-oriented, urban retail development at Potomac Yard. The existing retail has not been negatively impacted by these adjacent uses.

COMPETITIVE MARKET ASSESSMENT

The current and future competitive market area presents a strong opportunity to develop one or more new retail cores at Potomac Yard. In particular:

- The Crystal City submarket has enjoyed low retail vacancies, primarily due to the stability of the existing Potomac Yard Retail Center (Exhibits 5 and 6).
- The current power center is achieving very strong sales and is clearly benefiting from a wide market draw to the larger, power center anchor tenants that drive traffic at the center. Specifically, the center is pulling demand from under-served market areas in the District of Columbia and Prince George's County, as well as areas of closer-in Northern Virginia where access to large anchor tenants is also relatively limited.
- The current retail center is in a conventional, suburban format, and does not compete today as an urban lifestyle retail/entertainment core (with the exception of movie theater demand).
- The closest current and emerging competitive cores are in Crystal City, Pentagon City, Rosslyn-Ballston Corridor, Shirlington, Old Town Alexandria, but only Crystal City is within two miles of the subject site. We expect that retail at the subject site will compete with retail in these locations, but will be able to capture some share of demand within the two-mile ring and beyond, due to a strong mix of tenants at the proposed development.
 - Pentagon City offers an attractive mix of regional-serving retail with a small lifestyle component that is supported primarily by traffic to the larger retail cluster and much localized demand.
 - Crystal City is undergoing a process of reinvention, with the addition of some streetfront retail/restaurants, but the vast majority of space in Crystal City today is older and obsolete (and underground).
 - The Rosslyn-Ballston corridor is also a competitive cluster with a mix of regional and smaller-scale urban lifestyle retail; it is particularly a strong destination for nightlife and restaurants. Yet, this cluster is nearly five miles from the site, and does not offer the many of the big and medium box tenants that are significant consumer magnets and currently are on the Potomac Yard site.

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- Shirlington is a smaller retail cluster serving primarily local households and workers. It will represent a competitive threat for households in this more local area, but is not a very strong threat regionally given its size and focus.
 - The Landmark/Van Dorn area is a little less than 5 miles away, and while future growth/rejuvenation of that market will be competitive in some regard, it is far enough away to draw from significantly different sources of demand.
 - Old Town has its own unique competitive niche, as a boutique retail and restaurant entertainment destination for City residents and beyond. This retail cluster will continue to evolve as competition from larger lifestyle retail clusters are delivered in the competitive market area. It will represent a strong competitor for the Potomac Yard site for certain aspects of retail, but in many more ways the Old Town environment and the proposed environment at Potomac Yard are highly differentiated and will often cater to different consumer needs.
- There is relatively limited retail being offered in the areas of Prince George's County and the District of Columbia that are closest in proximity and access to the site. These are strong sources of demand for the existing retail center.
 - Suburban retail cores with bigger box components will represent competitive threats to that component of the retail program at Potomac Yard, but the overall experience -- mixed use, more urban, lifestyle retail -- at Potomac Yard will be an attractive draw, and some share of consumers will in fact choose to drive by an existing store in a less vibrant suburban center to get to the same store in Potomac Yard.
 - There are currently relatively few grocery options in the local market area of the subject site. A new Harris Teeter store just to the north in Arlington represents competition, but the next closest grocery store is an older Giant that has very likely outlived its usefulness.
 - The three mile radius from the subject site is relatively under-served with regard to health clubs/fitness centers -- especially relative to more urban -- today -- locations in Arlington and the District.
 - The existing 16-screen multiplex theater at Potomac Yard Retail Center competes with a smaller, older theater in Shirlington and a 22-screen multiplex in the Hoffman area south of Old Town Alexandria. The current movie theater is reportedly performing quite well, and there are no known competitive threats that would change this success in the foreseeable future.
 - The strength of the large-anchor draw at Potomac Yard will likely diminish somewhat in the foreseeable future, as some new projects are delivered in under-served areas; DC USA on 14th Street, NW, in the District, for example, has already

provided a larger-scale retail alternative (including a Target store) to District residents, and the planned large-scale retail offerings at the redeveloped Skyland Mall in Southeast, Washington, D.C. will also recapture demand back into the District that is currently leaking into other areas, including Potomac Yard.

- However, the universe of potential projects/sites that could add new, large-scale retail options is limited, and the Potomac Yard site will continue to be able to draw from a broad market area for these store types; the current superb performance of the current roster of anchor tenants at the Potomac Yard Retail Center is indicative of future demand.

DEMOGRAPHICS AND DEMAND

The demographic and retail demand analyses show strong support for additional retail development at Potomac Yard. The following describes the methodology and findings associated with demand analysis:

- Exhibit 19 provides a map of the trade area for retail at the subject site. We drew multiple radii (1-mile, 2-mile, 3.5-mile, and 5-mile) and identified Zip Code Market Areas within those radii that would likely contribute to retail demand potential at the site. A detailed retail demand analysis should extend beyond mere radii, in that consumer behavior within a broad area can differ dramatically depending on access to competitive retail clusters/stores, transportation options, perceptions, etc. A more defined geographic area allows for more distinct assumptions with regard to potential capture of current and future retail demand.
- The demand analysis incorporated four primary sources of demand: 1) market area households; 2) market area employees, distinguishing between office and non-office workers; 3) demand from these two previous sources of demand that originate from outside of the defined market areas; and, 4) future on-site residents and office workers on the two Potomac Yard development sites under study here. While there is a hotel component as part of the two redevelopment programs, demand from this source was not included, as it typically results in little demand relative to the other sources of demand.
- For the purposes of this analysis, we have assumed market area demand at 2020, which is the assumed build out date for the two projects. We have also analyzed current market demand conditions in 2008, in order to get a base assessment of demand and supply conditions.
- All retail expenditure data and analysis is in 2008 dollars; no escalations of expenditures have been assumed.
- The closest, core market areas for retail at Potomac Yard are projected to experience significant household growth and have strong average incomes (Exhibit 20). The identified market areas are build around zip codes, with zip codes being combined only when appropriate – areas with relatively similar, consistent access to the site and competitive cores. Within a 3.5-mile radius there are approximately 110,000 households.
- The demand analysis utilized MWCOC TAZ-level data as the primary source of household growth projections in the market areas. MWCOC data is often criticized as conservative; however, we have found that current estimates of market

area households from MWCOG consistently are larger than household estimates from Claritas, Inc., which is a widely-use source of demographic data. Household growth projections from MWCOG still may not fully reflect growth potential in certain areas, and therefore may still be considered conservative when looking at 2020 demand.

- Exhibit 21 (pages 24 to 57 in the Exhibit packet at the back of this report), provides the data on household retail expenditures. The 2008 retail expenditures were collected from Claritas, Inc., which translates data from the Consumer Expenditures Survey (CES), which is fielded by the Bureau of Labor Statistics in the Department of Labor, into store types. The translation of CES data into store types is an imperfect science, as many store types capture demand for a wide variety of consumer goods (and often the capture of these goods depends on the character and depth of the competitive market), but provides a good gauge of demand by store type across market areas.
- Since the total expenditures are likely low given a low household count (as described above), we calculated the prevailing retail expenditure per household by store type for each market area. We then applied this per household figure to MWCOG numbers for 2008 to 2020 in order to calculate total retail expenditures by store type.
- Exhibit 21 also provides retail sales data by store type, as collected by Claritas, Inc (this data is summarized in Exhibit 28). The retail sales data is generally reliable for broad analyses, although it is based on survey information, and therefore can sometimes miss pockets of retail activity. It is a useful data set to compare expenditures to existing sales in a given market area across a broad spectrum of store types.
- We have not projected retail sales for this analysis, essentially assuming that no net new retail is built from 2008 to 2020 in any of the given market areas. While this is not likely to occur, we will reflect future competitive supply in our capture rates of available demand (see below).
- The retail expenditures by store type for each market area are summarized in Exhibits 22A and 22B. In 2008 Alexandria households generates 1.68 billion dollars worth of retail expenditures, as compared to \$2.57 billion in neighboring Arlington. Approximately \$1.4 billion of retail expenditures fall in the 22305, 22301, 22302, 22202, and 22314 zip codes (which all fall primarily within the 2-mile radius).
- Retail expenditures in Alexandria are projected to grow 14% by 2020, in constant dollars, due to net new household growth in the City. The Crystal City/Pentagon City and Old Town/Carlyle submarkets are expected to grow in excess of city-wide growth, given future development potential in those areas (including at Potomac Yard).

-
- Exhibits 23A and 23B provide the results of the household demand-supply gap analysis for the selected market areas, as well as the City of Alexandria and Arlington County. This analysis shows the degree to which areas have become retail clusters, and should not be associated with oversupply, as: 1) demand from other sources of demand – such as area employees and consumers from outside of the defined market area -- have not yet been factored in, and 2) retail markets are often built upon clustering, where small areas often capture retail sales far in excess of local household support.
 - Exhibit 24 provides data on office and total employment in the select market areas and the City of Alexandria and Arlington County. Workers are an important source of retail demand across a wide variety of store types, and are especially critical components of creating an 18-hour retail environment. The subject site offers tremendous access to large office employment concentrations in Old Town/Carlyle and Crystal City, as well as future office space on the Potomac yard site.
 - Exhibits 25 and 26A & B provide the data and analysis of retail demand originating from market area employees. Based upon data on expenditures from office workers from ICSC, we have calculated the per office worker expenditures by retail type, and distributed this demand potential into our retail store typologies based upon our experience with retail spending patterns of workers. We assumed that non-office workers would spend roughly half the amount on retail as do office workers. We have also assumed that only 60% of the retail spending could be theoretically captured, in order to avoid double counting among households that both live and work with the defined market areas. The 60% assumption was based on Census data that shows that roughly 60% of workers in the region work 25 minutes or more away from where they live.
 - Exhibits 27A & B summarized the demand potential from households and employment for the market areas and the City of Alexandria and Arlington County. We have also assumed a factor for demand that originates from outside of the defined market areas – 5% for neighborhood retail, 10% for comparison retailers, and 20% for food and beverage.
 - Exhibits 29A & B provide the demand-supply gap analysis for total demand potential in 2008 and 2020. The City of Alexandria in 2008 is a destination for some types of retail – particular general merchandize/department stores and home furnishing/home goods stores – but overall is leaking approximately \$290 million in sales, including \$178 million in food and beverage establishments and \$156 million in neighborhood retail. The leakage volumes in Alexandria increase to \$590 million by 2020 (once again, we have not assumed any increase in retail sales, so this assumes that no net new retail is built from 2008 to 2020).
 - The Mount Vernon/Braddock and Crystal City/Pentagon City market areas capture more than \$525 million in retail sales over demand originated within the market area, and this number only decreases to just under \$240 million in 2020. The

existing retail center at Potomac Yard is a key component of the retail destination that has been created in the Mount Vernon/Braddock market area. The big box tenants that are located in this center are able to draw demand from a larger market area.

- The demand-supply gap analysis is only one piece of the analysis that determines potential capture at the subject site. Capture rates of demand potential in 2020, as shown in Exhibit 30A, also reflect an assessment of the character and quality of competitive retail clusters relative to the planned retail cluster at Potomac Yard (as discussed in the Competitive Market Analysis above). Our assumed capture rates are meant to reflect conservative estimates of demand – the theory being that support for a retail program using more conservative capture rates provides a greater margin of error for future success.
- Exhibit 30B summarizes the results of the capture rate analysis, while Exhibit 30C shows the distribution of 2020 demand by market area. Exhibit 31A and B provides a map showing the geographical boundaries of the Primary, Secondary, and Tertiary Market Areas. Exhibit 32 calculates the retail support generated by future households and workers on the site. The summary of all capture retail demand expenditures and the translation of that demand into square feet is provided in Exhibit 33. We have found:
 - The demand analysis indicates strong support for the variety of big- and medium-box retail anchors, which matches the current reports on actual performance of stores at the Potomac Yard Retail Center.
 - In addition, there is strong market support for in-line comparison retail space, driven in part by capture rates that assume traffic will be driven by highly successful anchor stores. There is also strong support for a significant restaurant cluster, which is a highly compatible with the traffic driven by the entertainment and comparison retail cluster.
 - There is strong support for grocery anchor and related neighborhood retail uses; these uses are dependent in part on future housing and office development on the site, with roughly 30% of the demand for a grocery store from this future source off demand. It is important to note that the full retail program is supportable even if this future housing and office development is slow to materialize as the demand analysis assumes fairly high threshold levels for sales per square foot (\$850/sf). At a lower, but still acceptable threshold of \$600/sf, there is ample demand to support the planned grocery and neighborhood retail space.
 - The Primary Market Area for all retail, taking into account only market area residents and households, without accounting for on-site residents, accounts for nearly 60% of all demand. The Primary Market Area consists

primarily of areas within a two-mile radius, as well as some areas to the north (Crystal City and Pentagon City) and south (Old Town and Carlyle) that are relatively underserved with regard to many of the retail options assumed at the two subject sites. For just Neighborhood Retail, the same Primary Market Area accounts for nearly 74% of all demand; neighborhood-serving retail generally draws from a smaller market area, although the broad draw of the large retail concentration as assumed will help draw in demand from a larger market area than just a typical, grocery-anchored center.

- Approximately 15% of future demand will derive from future housing and office development on the site, but the success of the program is not dependent on this demand; although neighborhood retail will benefit greatly from some critical mass of housing on the site.
- We did not provide a statistical demand analysis for fitness center/spa or movie theater. Our analysis of competitive market conditions strongly suggests that there is a significant hole in the market for a fitness center component of the retail market, and future household growth on and around the site will only increase this pent-up demand. There is an existing, successful movie theater on site, and this market support will not be threatened by any competitive supply.

CRITICAL ASSUMPTIONS

The conclusions and recommendations presented in this report are based on our analysis of the information available to us from our own sources and from the client as of the date of this report. We assume that the information is correct, complete, and reliable.

Our conclusions and recommendations are based on certain assumptions about the future performance of the global, national, and/or local economy and real estate market, and on other factors similarly outside either our control or that of the client. We analyzed trends and the information available to us in drawing conclusions and making the appropriate recommendations. However, given the fluid and dynamic nature of the economy and real estate markets, it is critical to monitor the economy and markets continuously and to revisit the aforementioned conclusions and recommendations periodically to ensure that they stand the test of time.

We assume that, in the future, the economy and real estate markets will grow at a stable and moderate rate. However, history tells us that stable and moderate growth patterns are not sustainable over extended periods of time. Indeed, we find that the economy is cyclical and that the real estate markets are typically highly sensitive to business cycles. Our analysis does not necessarily take into account the potential impact of major economic "shocks" on the national and/or local economy and does not necessarily account for the potential benefits from a major "boom." Similarly, the analysis does not necessarily reflect the residual impact on the real estate market and the competitive environment of such a shock or boom. The future is always difficult to predict, particularly given changing consumer and market psychology. Therefore, we recommend the close monitoring of the economy and the marketplace. The project and investment economics should be "stress tested" to ensure that potential fluctuations in the economy and real estate market conditions will not cause failure.

In addition, we assume that economic, employment, and household growth will occur more or less in accordance with current expectations, along with other forecasts of trends and demographic and economic patterns. Along these lines, we are not taking into account any major shifts in the level of consumer confidence; in the cost of development and construction; in tax laws (i.e., property and income tax rates, deductibility of mortgage interest, and so forth); or in the availability and/or cost of capital and mortgage financing for real estate developers, owners, and buyers. Should any of the above change, this analysis should probably be updated, with the conclusions and recommendations summarized herein reviewed accordingly (and possibly revised).

We also assume that competitive projects will be developed as planned (active and future) and that a reasonable stream of supply offerings will satisfy real estate demand. Finally, we assume that major public works projects occur and are completed as planned.

GENERAL LIMITING CONDITIONS

Reasonable efforts have been made to ensure that the data contained in this study reflect accurate and timely information and are believed to be reliable. This study is based on estimates, assumptions, and other information developed by RCLCO from its independent research effort, general knowledge of the industry, and consultations with the client and its representatives. No responsibility is assumed for inaccuracies in reporting by the client, its agent, and representatives or in any other data source used in preparing or presenting this study. This report is based on information that to our knowledge was current as of the date of this report, and RCLCO has not undertaken any update of its research effort since such date.

Our report may contain prospective financial information, estimates, or opinions that represent our view of reasonable expectations at a particular time, but such information, estimates, or opinions are not offered as predictions or assurances that a particular level of income or profit will be achieved, that particular events will occur, or that a particular price will be offered or accepted. Actual results achieved during the period covered by our prospective financial analysis may vary from those described in our report, and the variations may be material. Therefore, no warranty or representation is made by RCLCO that any of the projected values or results contained in this study will be achieved.

Possession of this study does not carry with it the right of publication thereof or to use the name of "Robert Charles Lesser & Co." or "RCLCO" in any manner without first obtaining the prior written consent of RCLCO. No abstracting, excerpting, or summarization of this study may be made without first obtaining the prior written consent of RCLCO. This report is not to be used in conjunction with any public or private offering of securities or other similar purpose where it may be relied upon to any degree by any person other than the client without first obtaining the prior written consent of RCLCO. This study may not be used for any purpose other than that for which it is prepared or for which prior written consent has first been obtained from RCLCO.

Exhibit 1

**DEVELOPMENT PROGRAM ASSUMPTIONS
POTOMAC YARD: LAND BAYS F, G, H, AND PARTIAL I
OCTOBER 2008**

Land Bay F		
	Existing	Proposed
Office (GSF)	0	900,000 - 1,100,000
Retail (GSF)	590,000	800,000 - 900,000
Residential (Units)	0	4,500 - 5,000
Hotel (Rooms)	0	250 - 300

Retail Mix Assumptions (GSF) - Land Bay F			
Merchandise Category	Existing	Proposed	
Big Box, Department Store	257,000	250,000	
Specialty/Comparison	150,000	300,000	
Neighborhood Goods/Services	88,000	90,000	
Restaurants	20,000	80,000	
Fitness/Spa	0	40,000	
Entertainment	75,000	90,000	
TOTALS	590,000	850,000	

Land Bay G - Town Center		
	Approved	Proposed
Office (GSF)	800,000	691,000
Retail (GSF)	80,000	189,000
Residential (Units)	414	414
Hotel (Rooms)	625	625

Retail Mix Assumptions (GSF) - Land Bays G, H, Partial I			
Merchandise Category	Town Ctr	Town Ctr Ph II	Total
Big Box, Department Store	0	0	0
Specialty/Comparison	63,500	5,000	68,500
Neighborhood Goods/Services	48,500	10,000	58,500
Restaurants	54,500	5,000	59,500
Fitness/Spa	33,500	0	33,500
Entertainment	0	0	0
TOTALS	200,000	20,000	220,000

Land Bays H, Partial I - Town Center Phase II		
	Approved	Proposed
Office (GSF)	825,000	805,000
Retail (GSF)	5,000	20,000
Residential (Units)	400	400

Exhibit 2

SUBJECT SITE REGIONAL LOCATION
POTOMAC YARD SITE
OCTOBER 2008

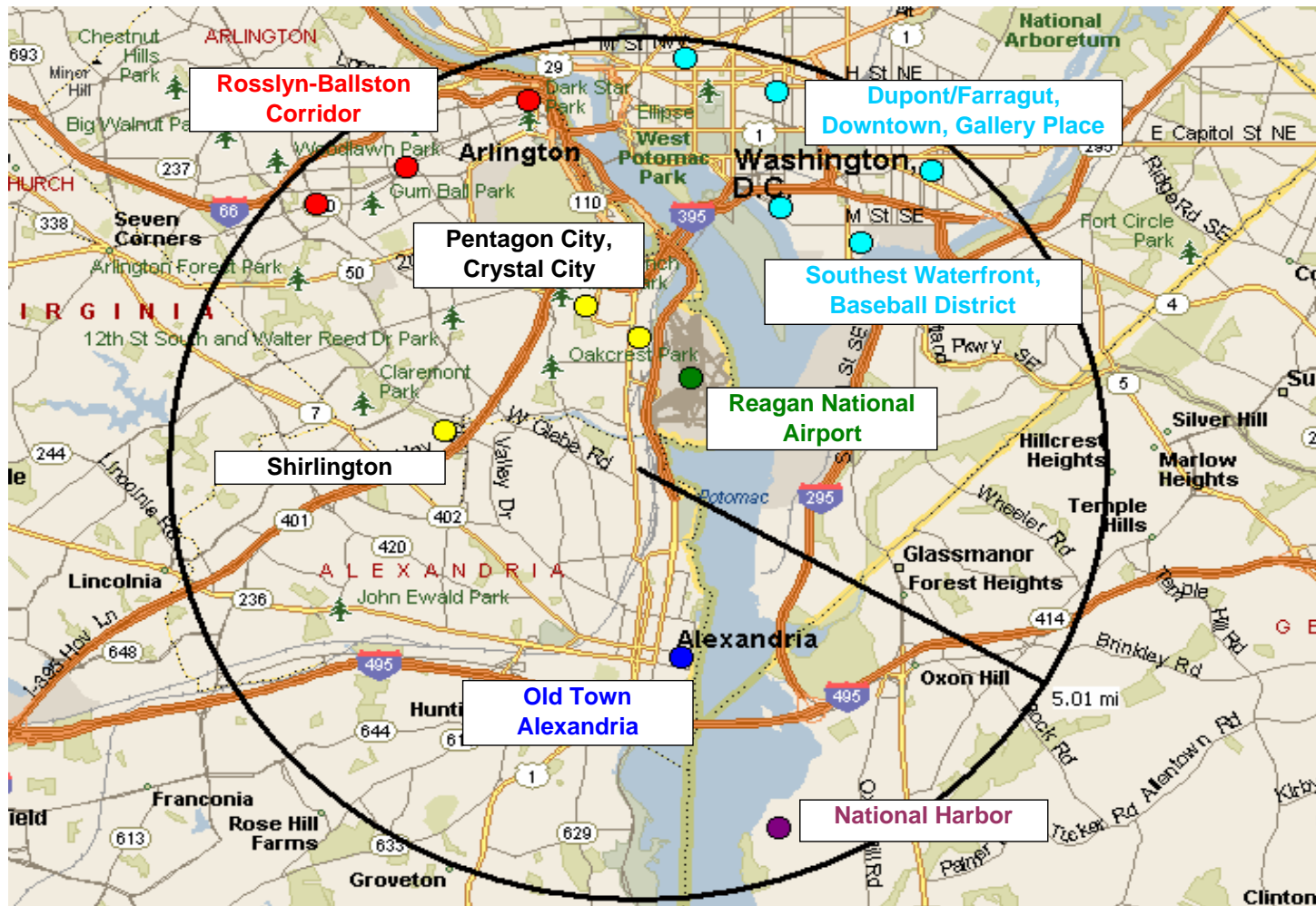


Exhibit 3

SUBJECT SITE BOUNDARIES AND SURROUNDING AREA
POTOMAC YARD: LAND BAYS F, G, H, AND PARTIAL I
OCTOBER 2008

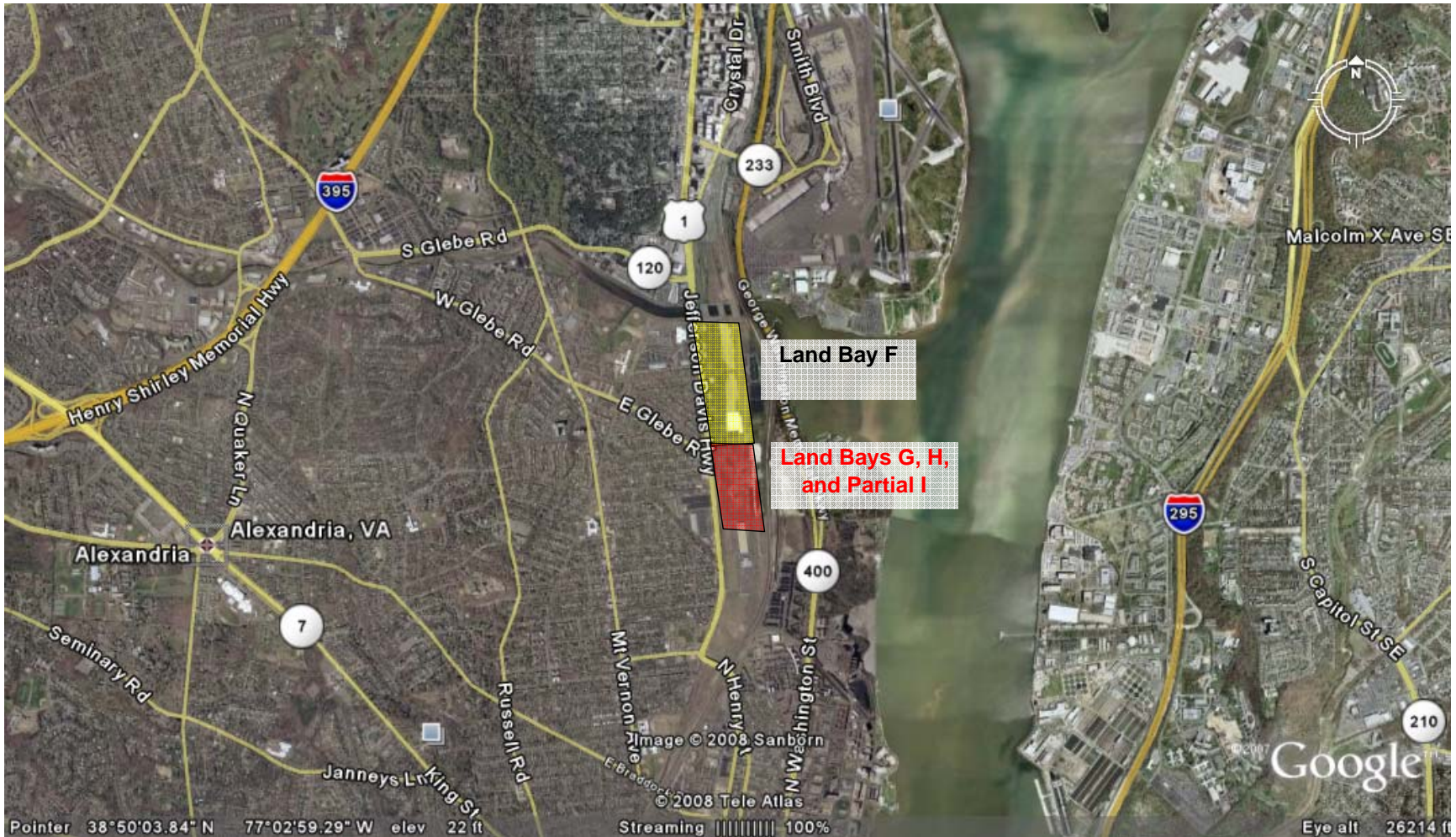
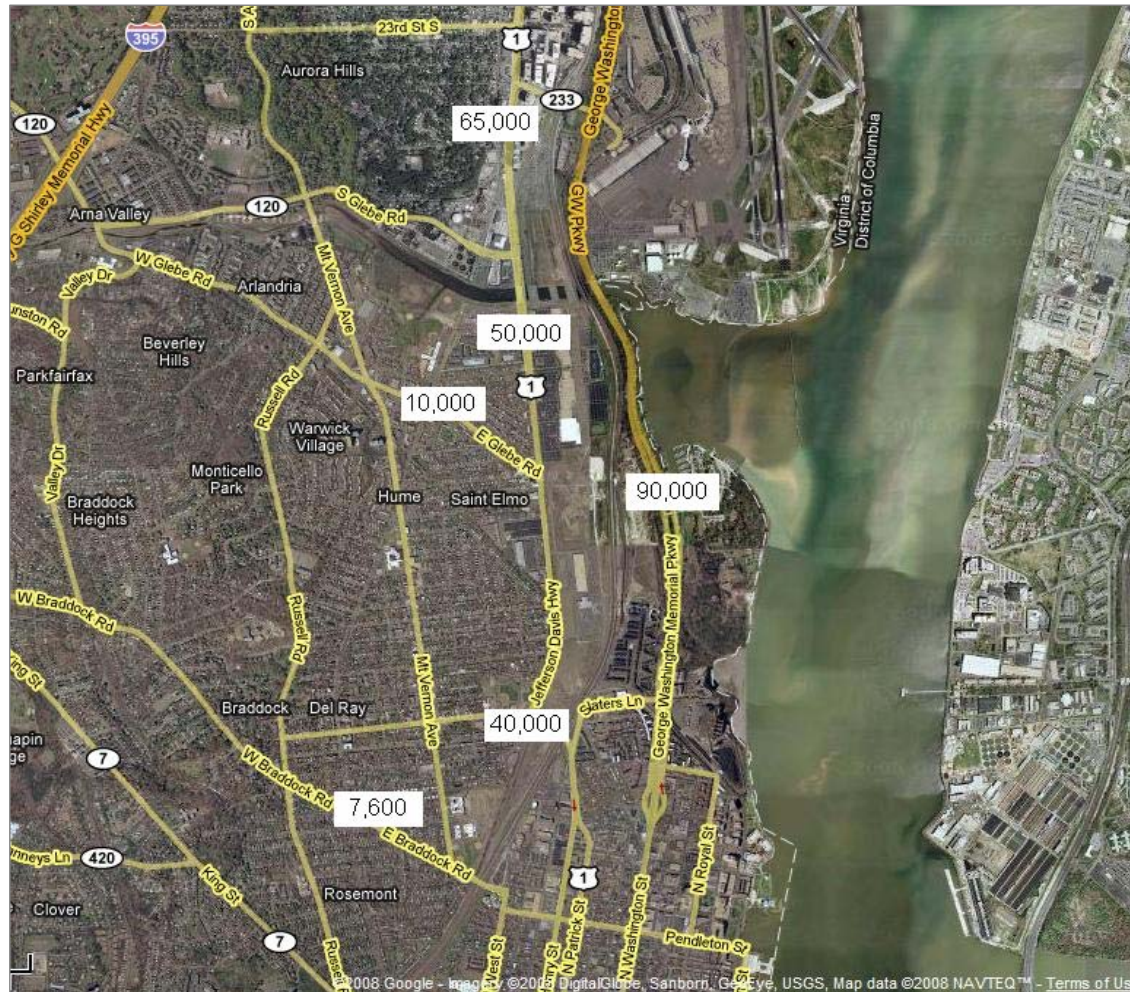


Exhibit 4

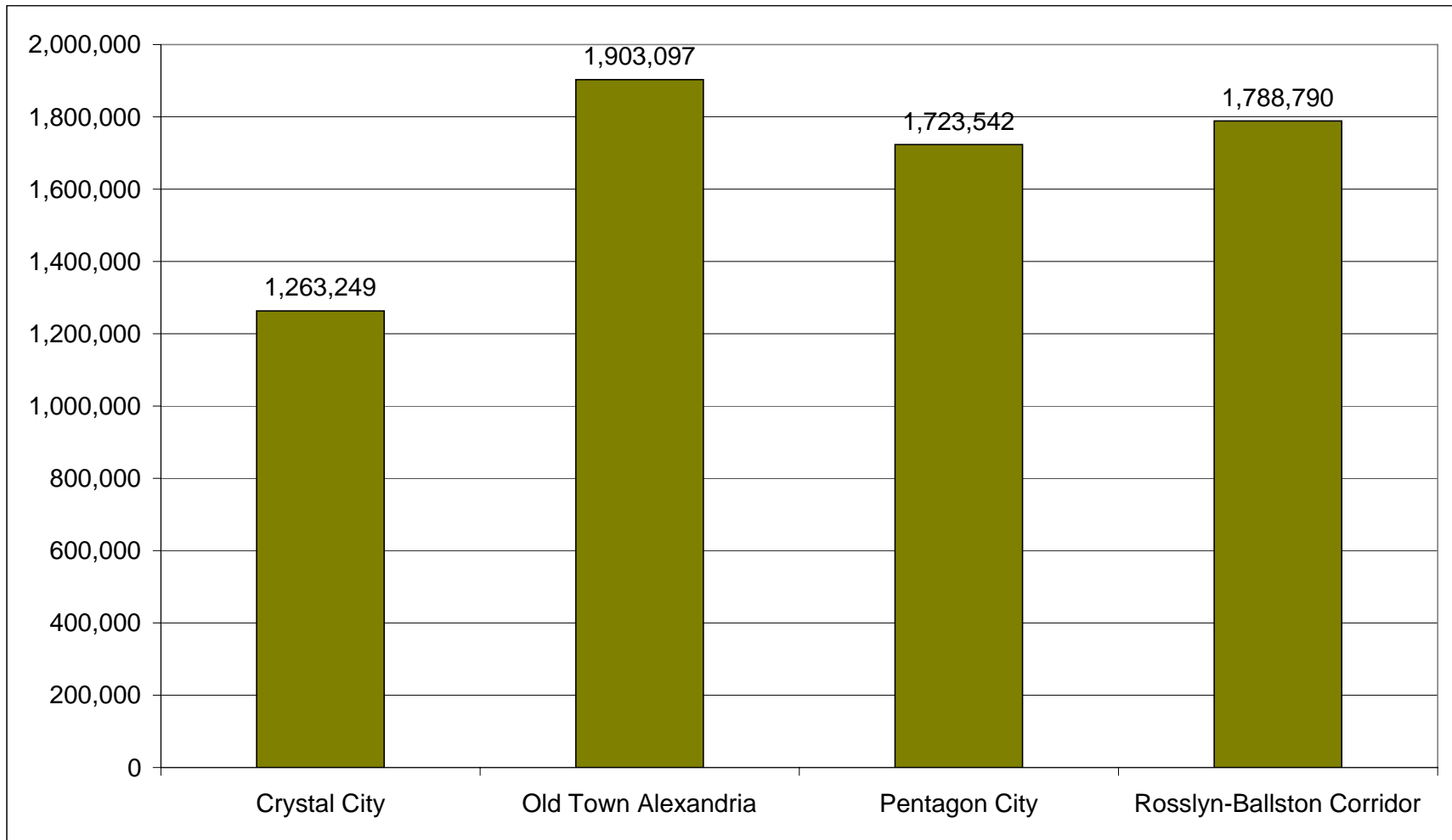
TRAFFIC COUNTS
POTOMAC YARD SITE AND VICINITY
2007



SOURCE: Virginia Department of Transportation

Exhibit 5

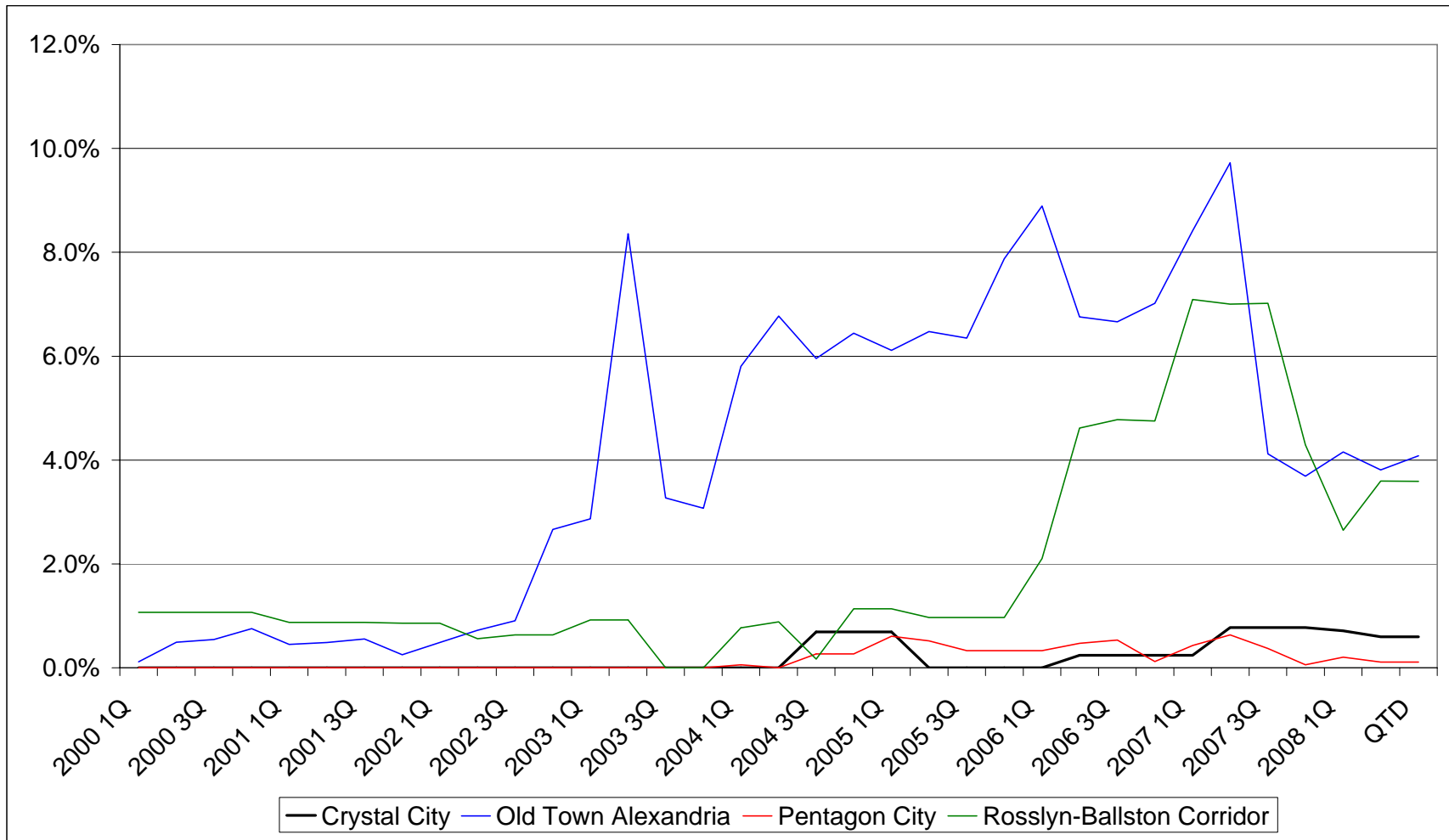
**CLASS A RETAIL INVENTORY
SELECTED SUBMARKETS
AUGUST 2008**



SOURCE: Costar

Exhibit 6

CLASS A RETAIL VACANCY RATES, 2000 TO PRESENT
SELECTED SUBMARKETS
AUGUST 2008



SOURCE: Costar

Exhibit 7

MAP OF COMPETITIVE RETAIL PROJECTS
POTOMAC YARD STUDY AREA
OCTOBER 2008



MAP
KEY SHOPPING CENTER NAME

- | | |
|----|------------------------------|
| 1 | Ballston Common Mall |
| 2 | 2900 Clarendon |
| 3 | Clarendon Market Commons |
| 4 | Clarendon Center |
| 5 | Pentagon Row |
| 6 | The Fashion Centre |
| 7 | Pentagon Centre |
| 8 | Crystal City Shops |
| 9 | Potomac Yard Center |
| 10 | Summit Center |
| 11 | Alexandria Commons |
| 12 | King Street Station |
| 13 | Shirley Park Shopping Center |
| 14 | The Village at Shirlington |
| 15 | Bradlee Shopping Center |
| 16 | Foxchase Shopping Center |
| 17 | Plaza at Landmark |
| 18 | Landmark Mall |
| 19 | Van Dorn Plaza |
| 20 | Van Dorn Center |
| 21 | Baileys Crossroads Center |
| 22 | Leesburg Pike Plaza |
| 23 | Eastover Shopping Center |
| 24 | Oxon Hill Plaza |
| 25 | Rivertowne Commons |
| 26 | National Harbor |
| 27 | Waterfront |
| 28 | The Old Post Office Pavilion |

SOURCE: CoStar; NRB 2006 Shopping Center Directory; RCLCO

Exhibit 8

**DETAIL OF COMPETITIVE RETAIL CENTERS IN SUBMARKETS
POTOMAC YARD STUDY AREA
OCTOBER 2008**

ROSSLYN-BALLSTON CORRIDOR					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE	YEAR FIRST OPENED	TYPE
1	Ballston Common Mall	Hecht's Department Store, Regal Cinemas	580,000	1986	Regional
2	2900 Clarendon	Gold's Gym	86,000	N/A	Neighborhood
3	Clarendon Market Commons	Barnes & Noble, Container Store, Crate & Barrel, Eastern Mountain Sports, Whole Foods Market	400,000	2002	Regional
4	Clarendon Center	Undetermined	42,000+	Proposed	Neighborhood

PENTAGON CITY AND CRYSTAL CITY					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE	YEAR FIRST OPENED	TYPE
5	Pentagon Row	Bally's Total Fitness, Bed, Bath, and Beyond, Cost Plus World Market, DSW Shoe Warehouse, Eckerd Drug, Harris Teeter	295,689	2000	Community
6	The Fashion Centre at Pentagon City	Macy's, Nordstrom Department Store	821,686	1989	Super Regional
7	Pentagon Centre	Best Buy, Borders Books & Music, Costco Wholesale, Linens 'N Things, Marshalls	337,429	1994	Regional
8	Crystal City Shops	No big box anchor tenant	289,235	1975	Community

POTOMAC YARD, EISENHOWER, AND OLD TOWN ALEXANDRIA					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE	YEAR FIRST OPENED	TYPE
9	Potomac Yard Center	Best Buy, Hoyts Cinema, Shopper's Food Warehouse, Sports Authority, Target, T.J. Maxx	589,856	1997	Regional
10	Summit Center	T.G.I. Friday's, US Army Cop. of Engineers	114,000	1985	Community
11	Alexandria Commons Shopping Center	Giant Food, Mastercraft	146,473	1990	Community
12	King Street Station	Prims Gourmet	150,000	1995	Community

Exhibit 8

**DETAIL OF COMPETITIVE RETAIL CENTERS IN SUBMARKETS
POTOMAC YARD STUDY AREA
OCTOBER 2008**

SHIRLINGTON AND FAIRLINGTON					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE	YEAR FIRST OPENED	TYPE
13	Shirley Park Shopping Center	Giant Food, Rinaldi Bowling Alley, Rite Aid	156,619	N/A	Community
14	The Village at Shirlington	Cineplex Odeon	203,561	1944	Community
15	Bradlee Shopping Center	Giant Food, Health Club	179,307	N/A	Community

VAN DORN					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE	YEAR FIRST OPENED	TYPE
16	Foxchase Shopping Center	Harris Teeter, Rite Aid Pharmacy	140,240	1960	Community
17	Plaza at Landmark	Bally's Total Fitness, Marshalls, Ross Dress for Less, Shopper's Food Warehouse	443,058	1965	Regional
18	Landmark Mall	Hecht's Department Store, Lord & Taylor, Sears	969,989	1965	Regional
19	Van Dorn Plaza	CVS, Safeway	119,229	1979	Community
20	Van Dorn Center	Giant Food	75,000	N/A	Neighborhood

BAILEYS CROSSROADS					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE	YEAR FIRST OPENED	TYPE
21	Baileys Crossroads Shopping Center	Best Buy, K&G Menswear, Office Depot, Petco, Pier 1 Imports, Trader Joe's	395,199	1994	Regional
22	Leesburg Pike Plaza	No big box anchor tenant	97,888	1965	Neighborhood

Exhibit 8

**DETAIL OF COMPETITIVE RETAIL CENTERS IN SUBMARKETS
POTOMAC YARD STUDY AREA
OCTOBER 2008**

NATIONAL HARBOR AND OXON HILL, MD					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE¹	YEAR FIRST OPENED	TYPE
23	Eastover Shopping Center	Giant Food	348,899	1955	Regional
24	Oxon Hill Plaza	A.J. Wright, Shopper's Food Warehouse	143,468	1966	Community
25	Rivertowne Commons	AMC Theatres, Big Kmart, CVS, Old Navy Clothing Co., Safeway, Staples Office Supply	380,000	1986	Regional
26	National Harbor	No big box anchor tenant	1,000,000	2008	Super Regional

DISTRICT OF COLUMBIA					
MAP KEY	SHOPPING CENTERS	ANCHOR TENANTS	SQUARE FOOTAGE	YEAR FIRST OPENED	TYPE
27	Waterfront	CVS, Safeway	100,000	1973	Community
28	The Old Post Office Pavilion	No big box anchor tenant	101,140	1983	Community

¹ Square footage at National Harbor reflects total planned retail space.
SOURCE: CoStar/NRB 2006 Shopping Center Directory; RCLCO

Exhibit 9

LOCATION OF KEY RETAIL ANCHORS
POTOMAC YARD SITE AND VICINITY
OCTOBER 2008

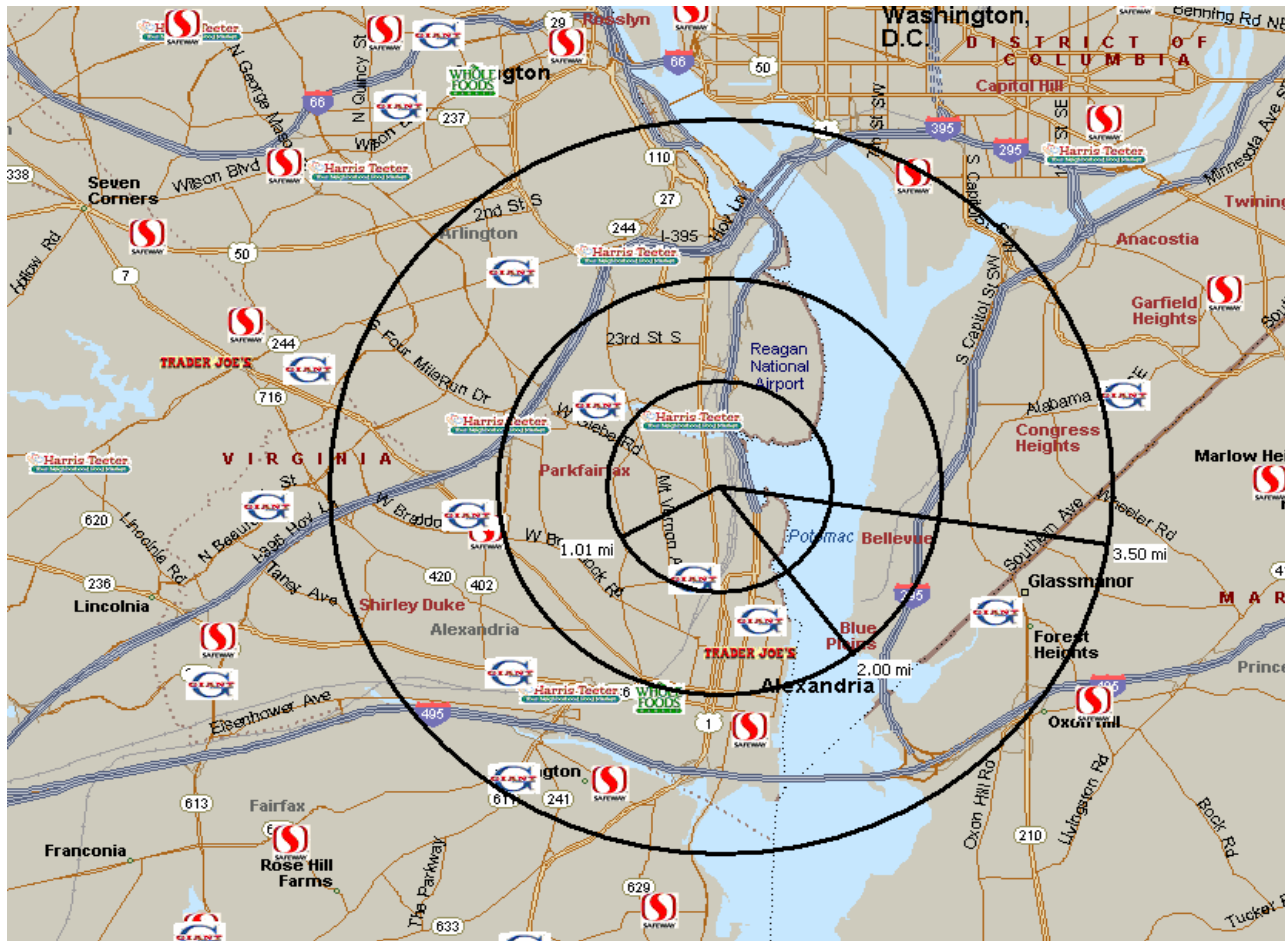


-  Walmart
-  Kohl's
-  Bed Bath & Beyond
-  Lowe's
-  Staples
-  Office Depot
-  Home Depot
-  Target
-  Best Buy
-  Circuit City
-  Barnes & Noble
-  Kmart
-  Borders/Waldenbooks
-  Linens 'n Things

SOURCE: RCLCO

Exhibit 10

LOCATION OF GROCERY STORE ANCHORS
POTOMAC YARD SITE AND VICINITY
OCTOBER 2008

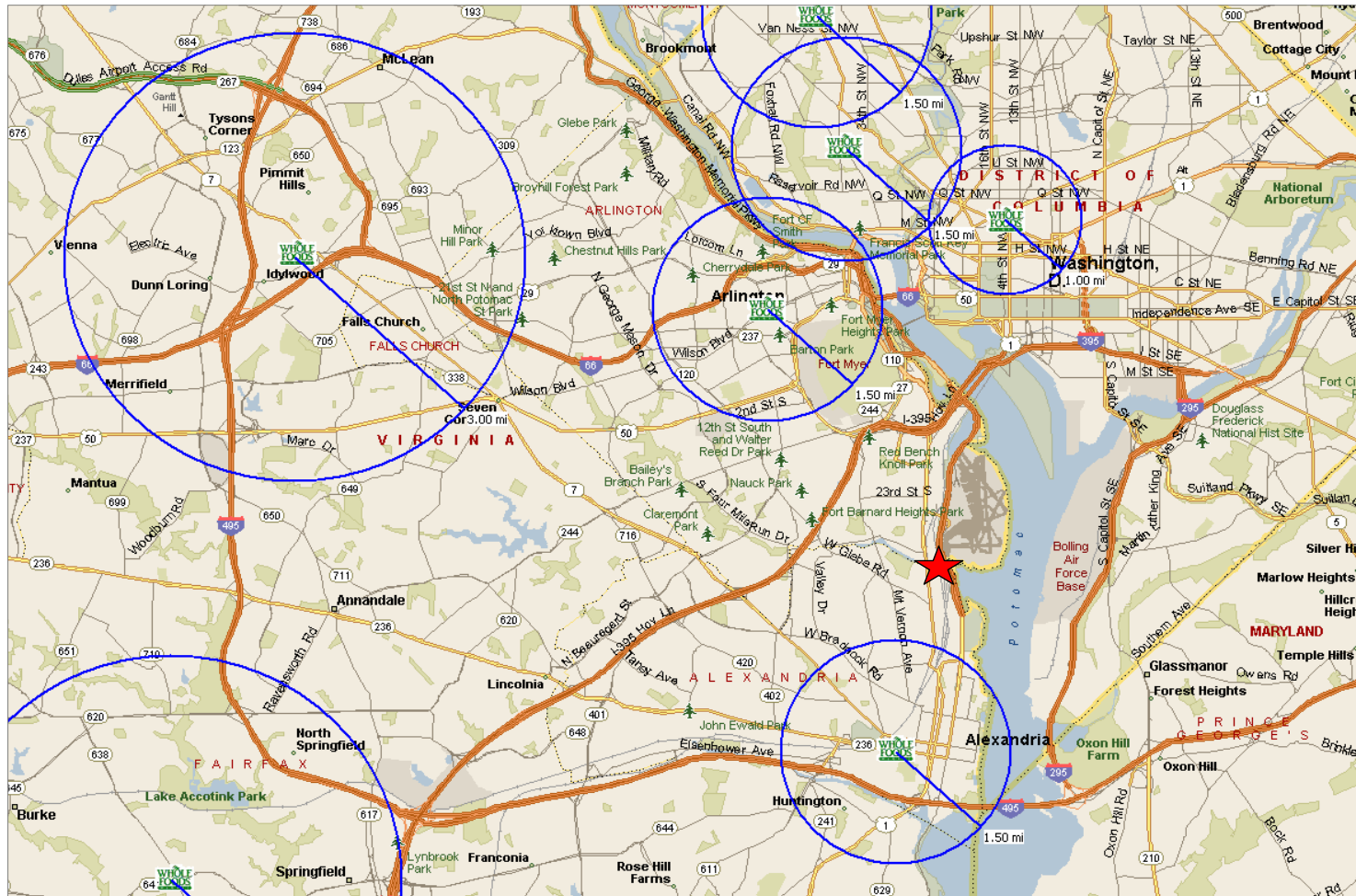


-  Whole Foods Market
-  Trader Joe's
-  Harris Teeter
-  Safeway
-  Giant

SOURCE: RCLCO

Exhibit 11

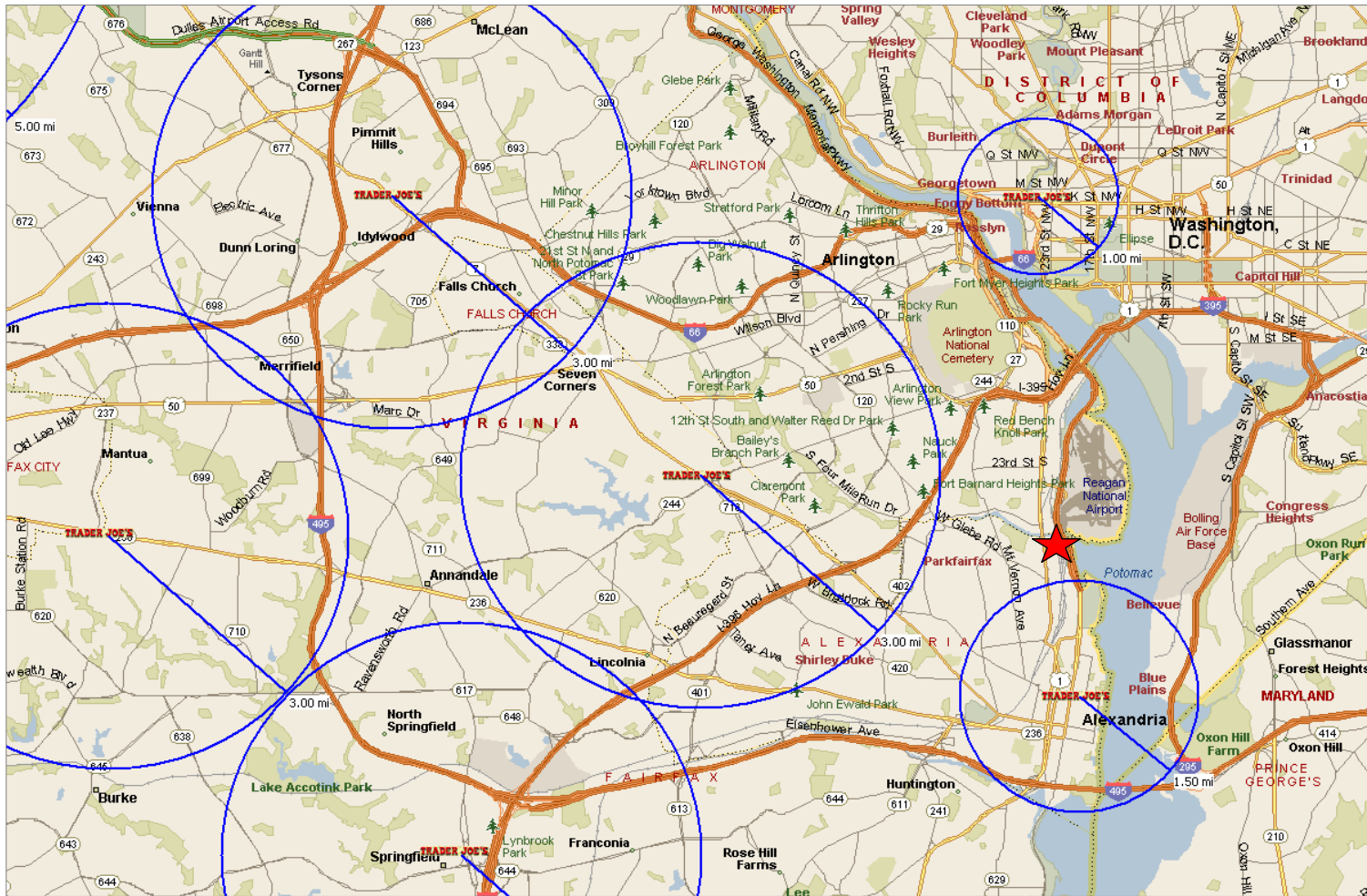
MAP OF WHOLE FOODS GROCERY STORES
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 12

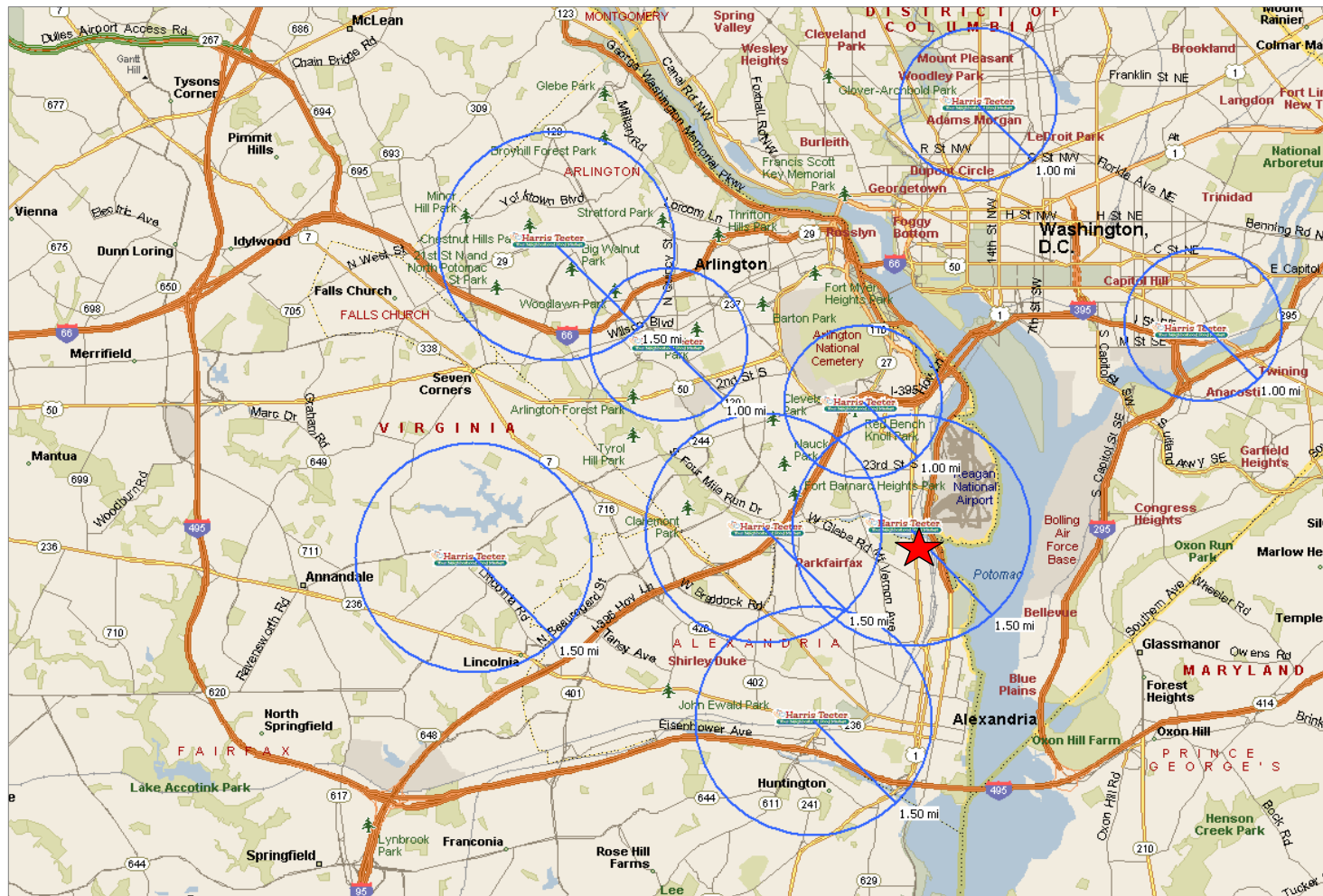
MAP OF TRADER JOES GROCERY STORES
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 13

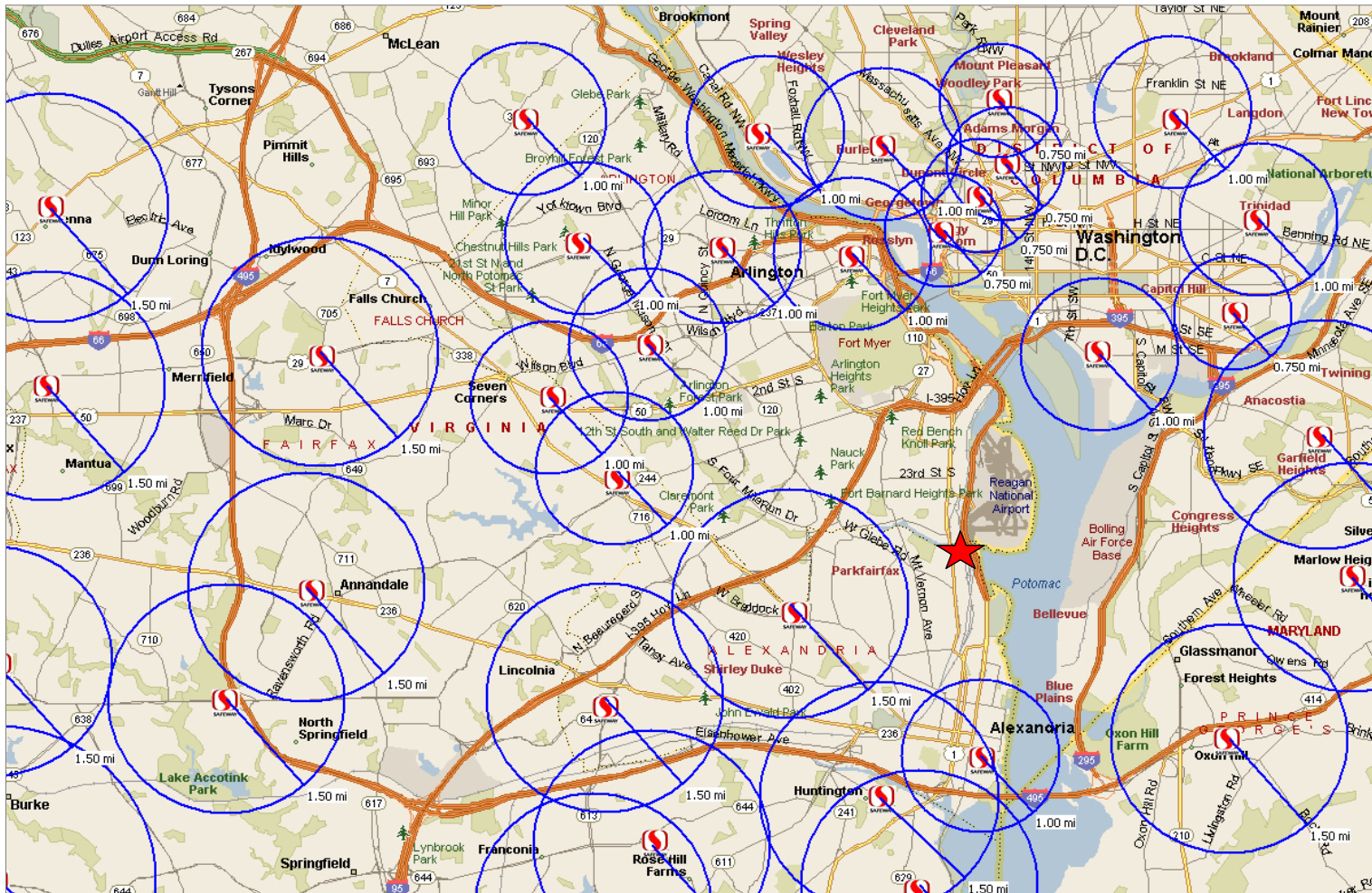
MAP OF HARRIS TEETER GROCERY STORES
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 14

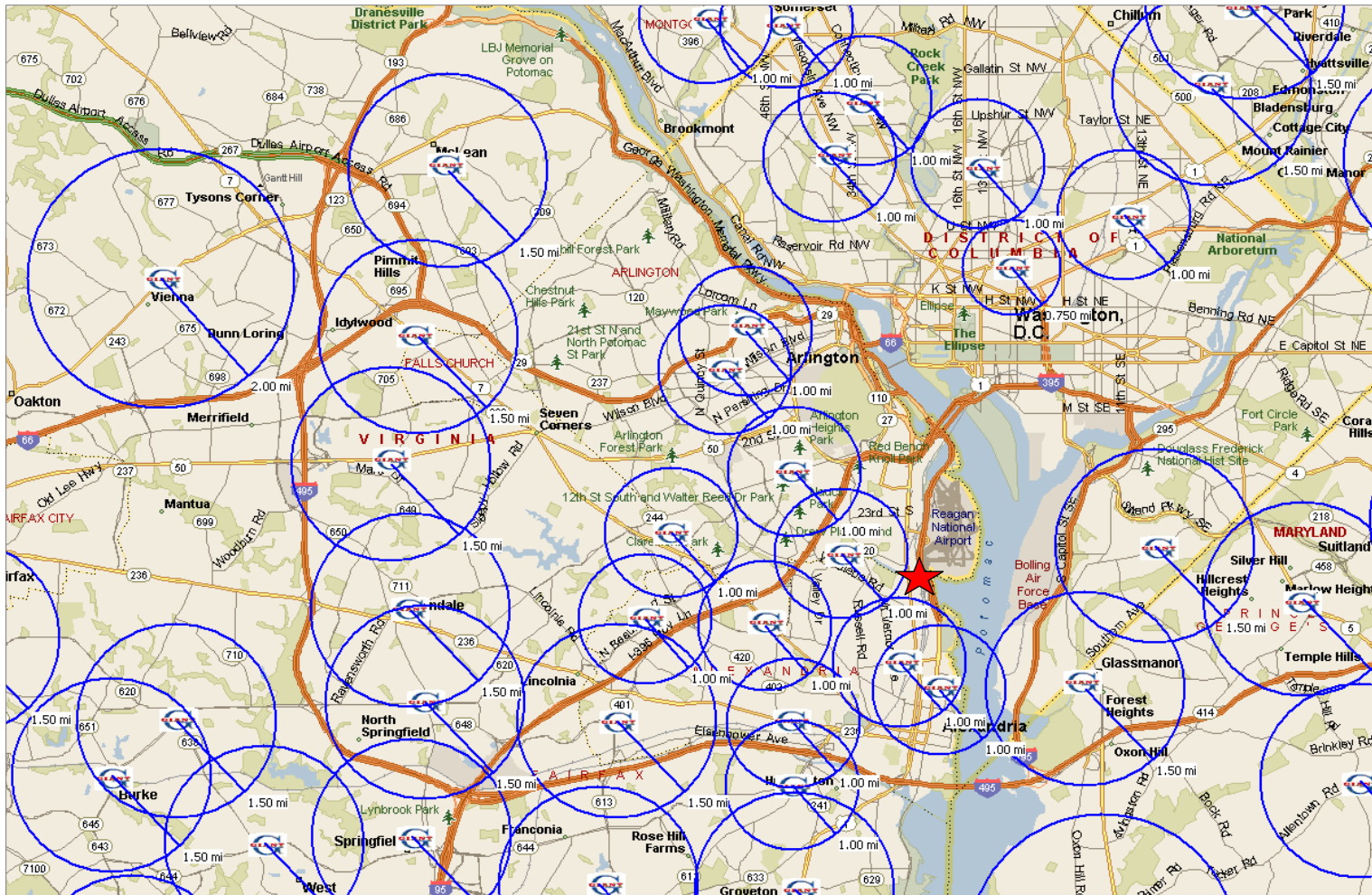
MAP OF SAFEWAY GROCERY STORES
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 15

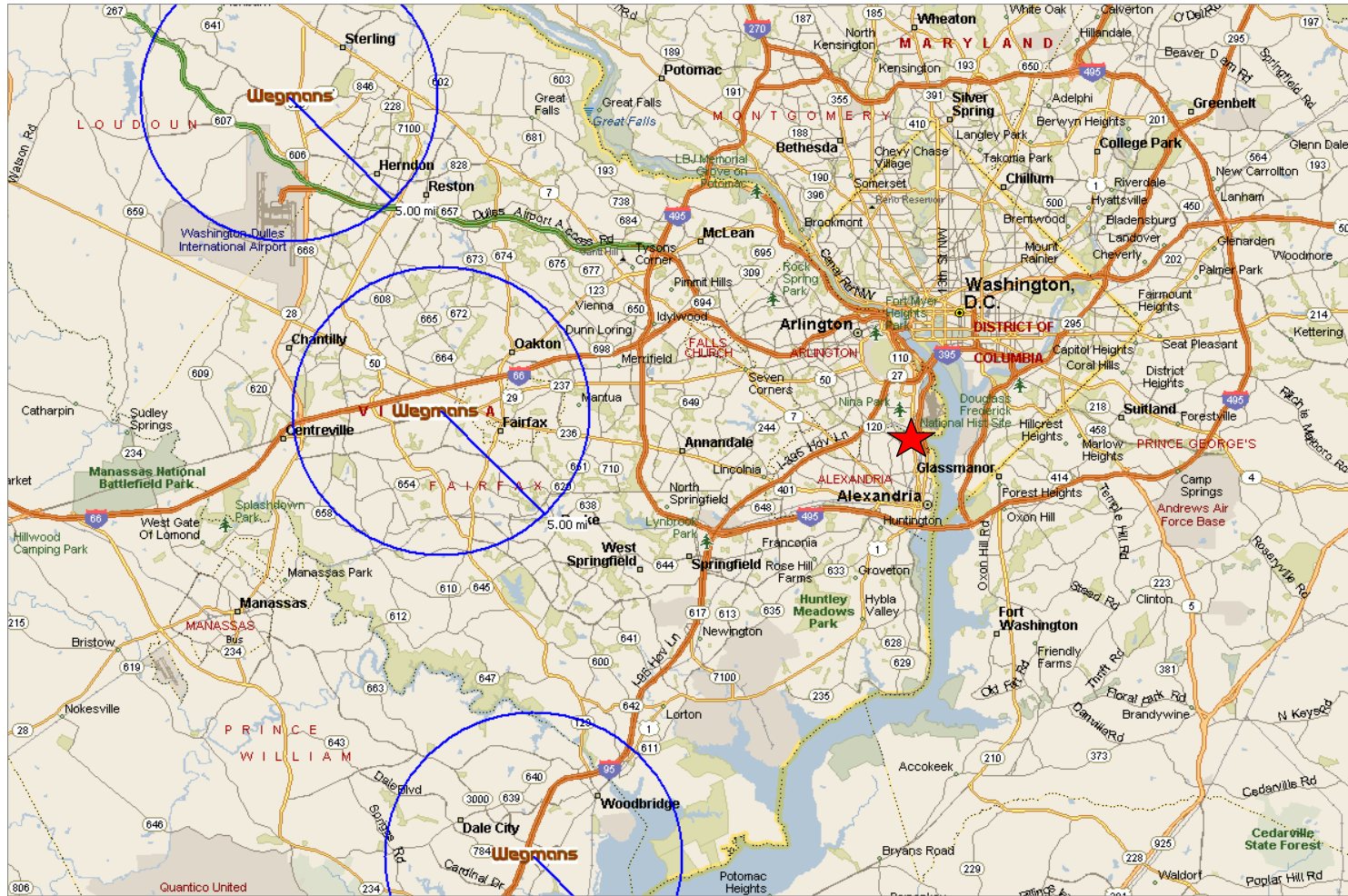
MAP OF GIANT GROCERY STORES
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 16

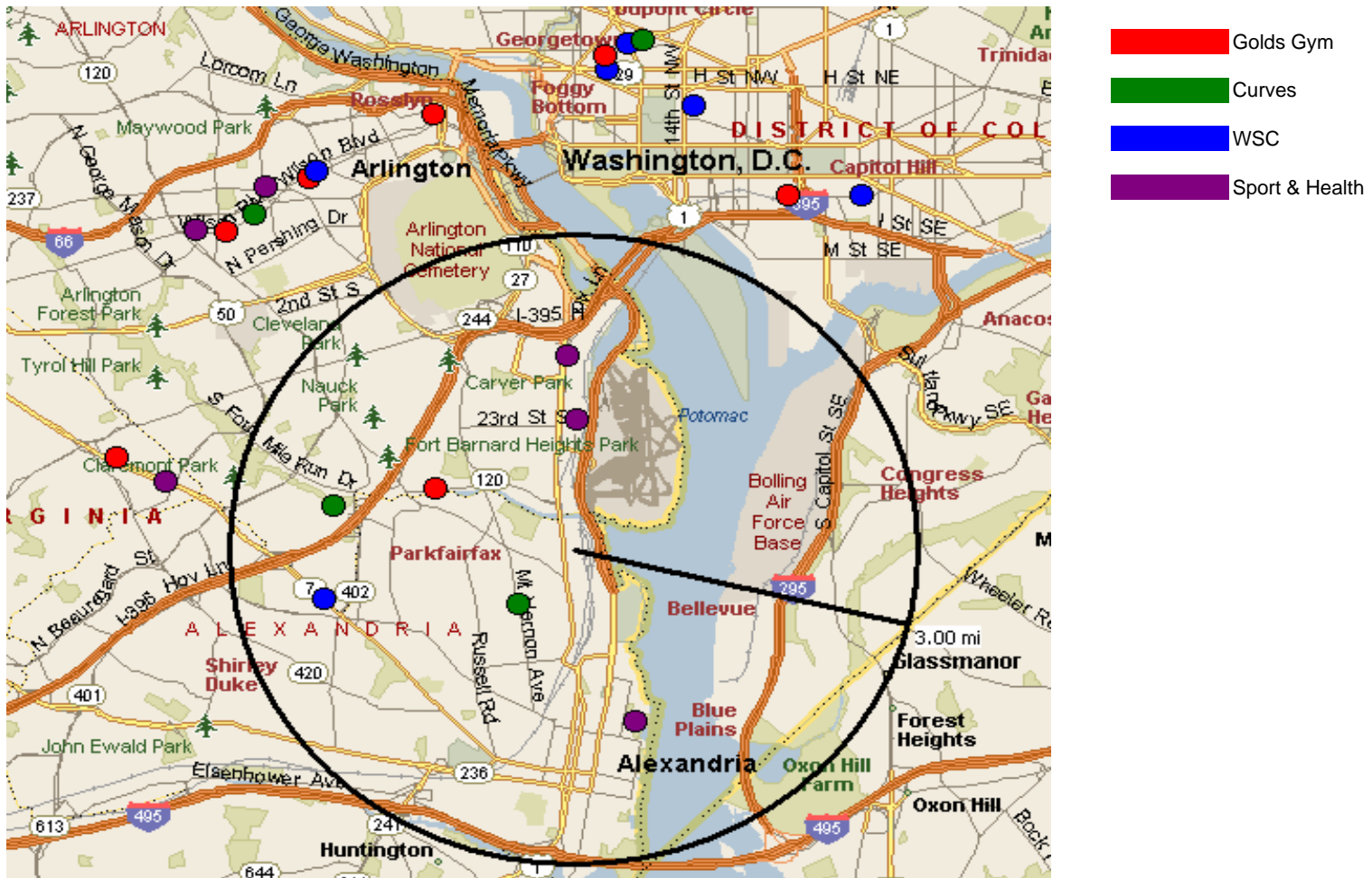
MAP OF WEGMANS GROCERY STORES
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 17

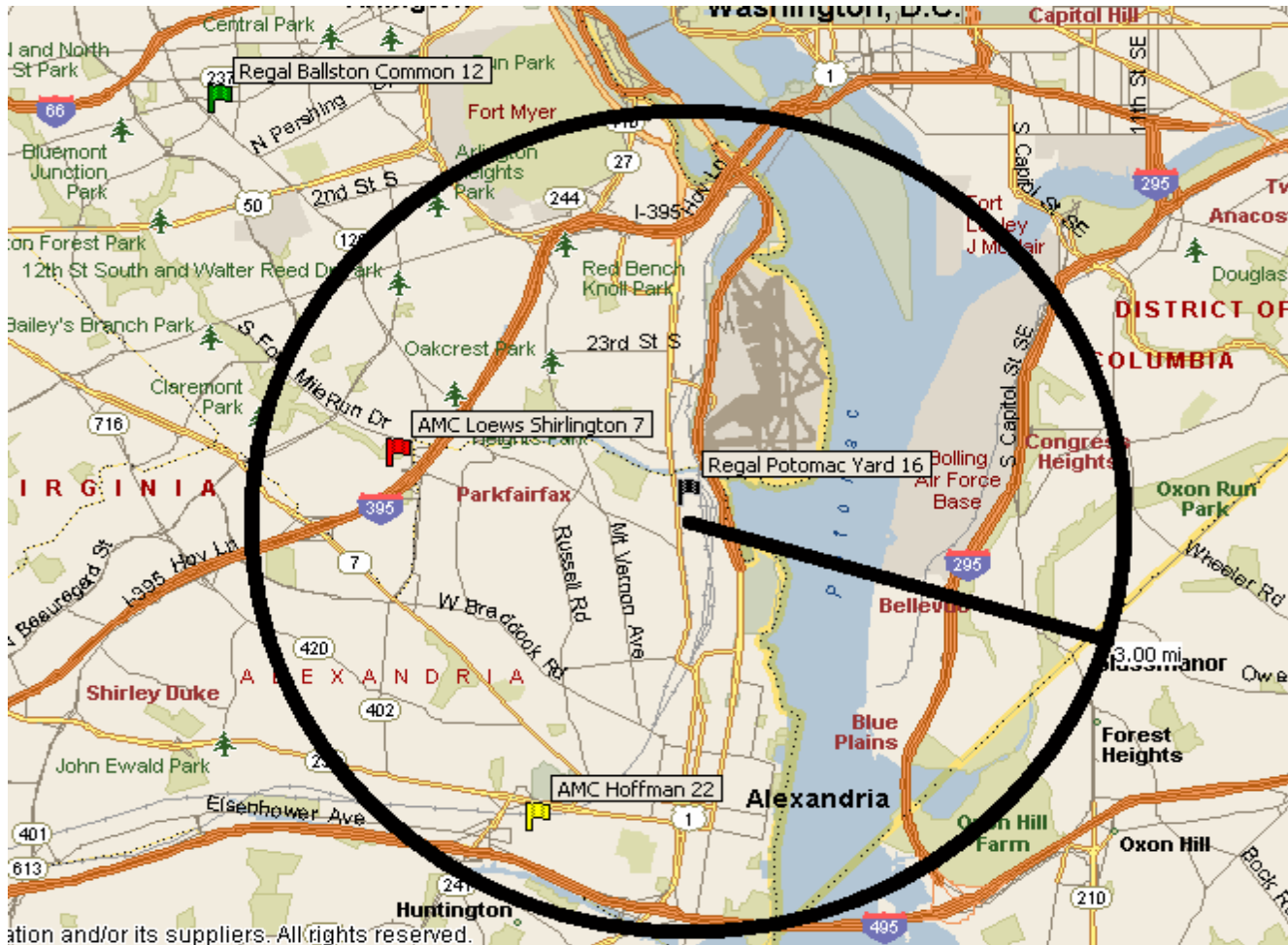
MAP OF FITNESS CENTERS
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 18

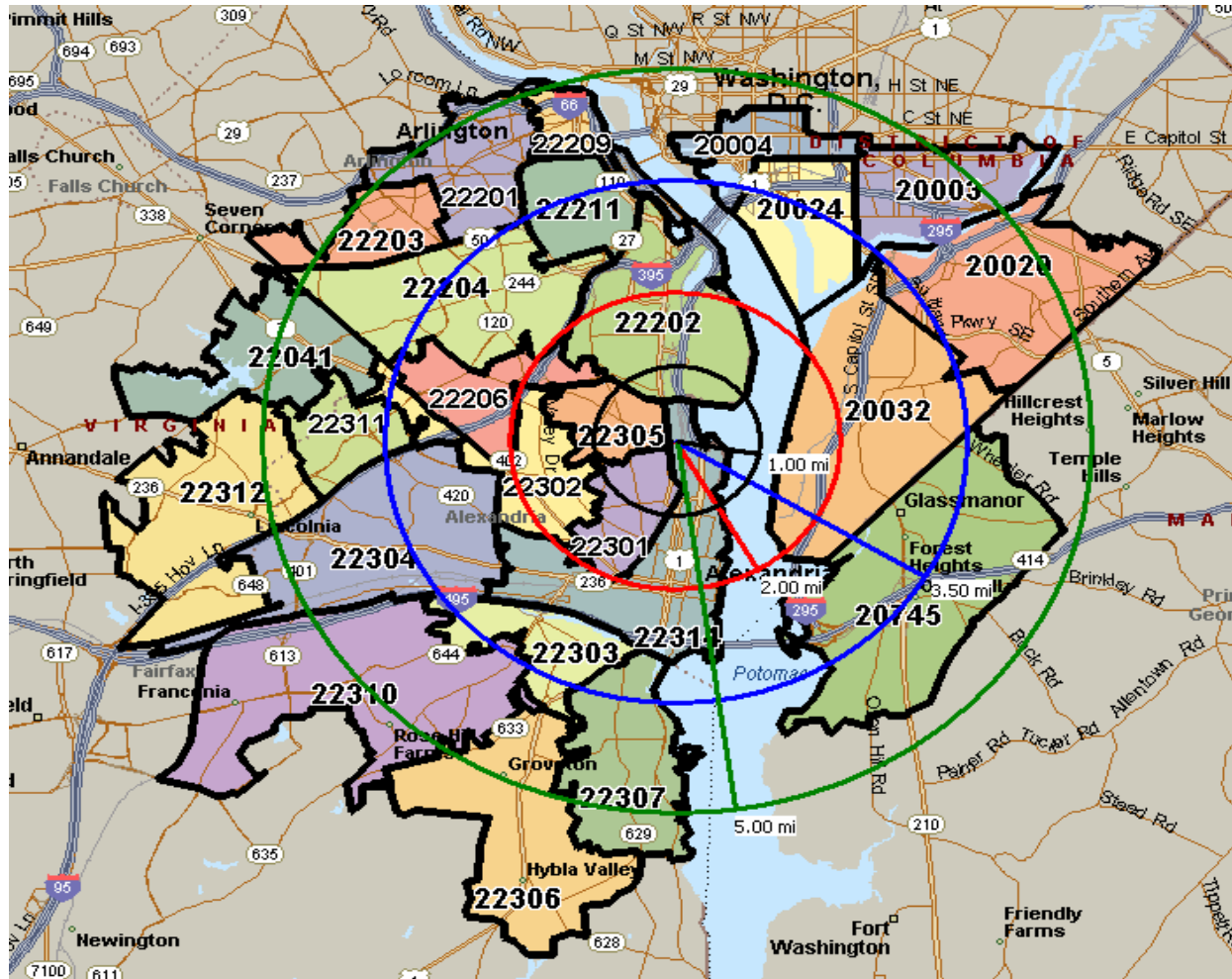
MAP OF COMPETITIVE MOVIE THEATERS
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 19A

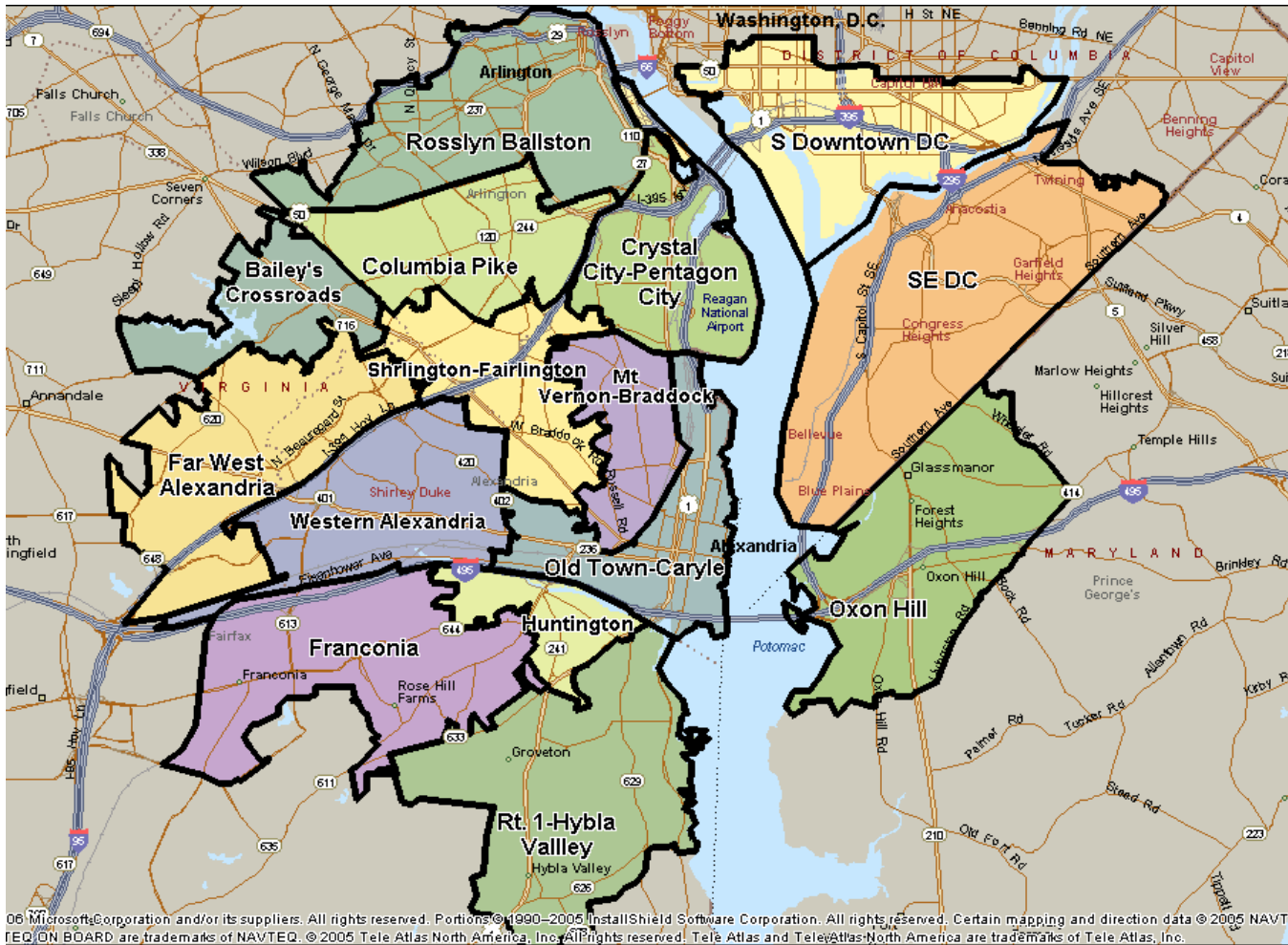
MAP OF ZIP CODES WITHIN A FIVE-MILE RADIUS
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 19B

MAP OF TRADE AREA SUBMARKETS
POTOMAC YARD STUDY AREA
OCTOBER 2008



SOURCE: RCLCO

Exhibit 20

**DEMOGRAPHIC DATA FOR SELECT ZIP CODE MARKET AREAS
POTOMAC YARD STUDY AREA
OCTOBER 2008**

Place/ Zip Code	Claritas Estimates			Equivalent TAZ Districts 1/				
	2008 HHs	2013 HHs	Avg. HH Inc., 2008	2005 HHs	2010 HHs	2020 HHs	% Change, 2008	% Change, 2013
Alexandria	63,965	65,055	\$104,888	66,337	70,319	78,306	7%	12%
Arlington	88,506	89,575	\$112,146	92,226	103,038	114,261	12%	19%
Mount Vernon/Braddock	11,055	10,997	\$113,538	11,131	11,363	12,096	2%	5%
22301	4,643	4,422	\$138,873	4,696	4,728	5,016	2%	9%
22305	6,412	6,575	\$95,193	6,435	6,635	7,080	2%	3%
Crystal City/Pentagon City								
22202	11,281	11,826	\$106,964	13,152	16,161	19,212	33%	44%
Old Town/Carlyle								
22314	14,397	14,909	\$138,259	14,827	17,497	21,612	14%	26%
Western Alexandria								
22304	21,220	21,897	\$86,003	21,523	21,986	25,008	3%	5%
Shirlington/Fairlington	16,349	16,370	\$106,811	19,080	20,445	20,776	22%	25%
22302	7,696	7,551	\$116,210	8,783	9,203	9,278	17%	22%
22206	8,653	8,819	\$98,452	10,297	11,242	11,498	26%	28%
Columbia Pike								
22204	19,228	18,934	\$80,689	16,971	18,622	20,872	-7%	2%
Rosslyn-Ballston	32,165	33,510	\$107,397	32,595	37,158	42,667	10%	16%
22211	421	576	\$91,918	1,580	1,470	1,592	260%	162%
22209	6,909	7,009	\$95,256	5,174	6,284	7,500	-15%	-5%
22201	15,537	16,395	\$116,074	14,781	17,262	19,570	5%	10%
22203	9,298	9,530	\$102,621	11,060	12,142	14,005	26%	33%
Far Western Alexandria	18,240	18,392	\$86,439	16,090	16,359	16,769	-11%	-10%
22312	10,020	10,010	\$93,034	8,874	9,116	9,484	-10%	-8%
22311	8,220	8,382	\$78,400	7,216	7,243	7,285	-12%	-13%
Bailey's Crossroads								
22041	9,965	10,204	\$87,756	11,212	11,368	12,490	13%	15%
Franconia								
22310	10,414	10,826	\$113,207	11,198	11,624	12,290	10%	9%
Huntington								
22303	6,549	6,790	\$82,205	8,014	8,955	9,369	31%	34%

Exhibit 20

**DEMOGRAPHIC DATA FOR SELECT ZIP CODE MARKET AREAS
POTOMAC YARD STUDY AREA
OCTOBER 2008**

Place/ Zip Code	Claritas Estimates			Equivalent TAZ Districts 1/				
	2008 HHs	2013 HHs	Avg. HH Inc., 2008	2005 HHs	2010 HHs	2020 HHs	% Change, 2008	% Change, 2013
Route 1/ Hybla Valley	15,358	15,410	\$92,341	14,280	15,229	18,040	-3%	4%
22307	4,279	4,153	\$121,656	3,713	3,807	4,937	-12%	0%
22306	11,079	11,257	\$81,019	10,567	11,422	13,103	0%	6%
Oxon Hill								
20745	10,646	10,543	\$64,338	11,668	12,099	14,312	12%	21%
SE Washington, DC	32,793	33,184	\$47,768	33,565	34,587	37,983	4%	7%
20032	12,810	12,738	\$48,337	13,259	13,573	14,585	5%	9%
20020	19,983	20,446	\$47,403	20,306	21,014	23,398	4%	6%
Southern Downtown DC	19,406	20,118	\$83,454	21,154	24,432	31,333	19%	32%
20024	7,360	7,616	\$59,299	7,027	8,145	9,951	5%	14%
20003	10,702	10,792	\$96,673	12,501	14,459	19,386	28%	48%
20004	1,344	1,710	\$110,469	1,626	1,828	1,996	30%	10%

1/ RCLCO used best fit TAZ districts to match zip code market areas; in areas where an especially substantial part of a TAZ district extended outside of a market area, and assumed adjustment to households was made based upon the likely share of the TAZ district area that was outside the zip code area.

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOCG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008

City of Alexandria, VA Retail Categories	Claritas Estimates				MWCOG HH Estimates			
	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$495,632,880	\$7,749	\$768,282,494	(\$272,649,614)	\$532,525,044	(\$235,757,450)	\$606,754,136	(\$161,528,358)
Department Stores Excluding Leased Departments-4521	\$185,954,458	\$2,907	\$296,198,000	(\$110,243,542)	\$199,795,877	(\$96,402,123)	\$227,645,584	(\$68,552,416)
Radio, Television, Electronics Stores-443112	\$46,349,702	\$725	\$59,482,995	(\$13,133,293)	\$49,799,717	(\$9,683,278)	\$56,741,339	(\$2,741,656)
Household Appliances Stores-443111	\$11,038,468	\$173	\$13,197,515	(\$2,159,047)	\$11,860,110	(\$1,337,405)	\$13,513,301	\$315,786
Computer and Software Stores-44312	\$17,360,922	\$271	\$33,792,005	(\$16,431,083)	\$18,653,173	(\$15,138,832)	\$21,253,253	(\$12,538,752)
Office Supplies, Stationery Stores-45321	\$19,227,608	\$301	\$4,296,997	\$14,930,611	\$20,658,805	\$16,361,808	\$23,538,452	\$19,241,455
Home Furnishing Stores-4422	\$35,792,708	\$560	\$115,130,973	(\$79,338,265)	\$38,456,919	(\$76,674,054)	\$43,817,459	(\$71,313,514)
Furniture Stores-4421	\$48,099,162	\$752	\$124,025,002	(\$75,925,840)	\$51,679,397	(\$72,345,605)	\$58,883,029	(\$65,141,973)
Home Centers-44411	\$95,522,108	\$1,493	\$83,854,001	\$11,668,107	\$102,632,244	\$18,778,243	\$116,938,235	\$33,084,234
Sporting Goods Stores-45111	\$22,975,389	\$359	\$23,393,008	(\$417,619)	\$24,685,550	\$1,292,542	\$28,126,488	\$4,733,480
Book Stores-451211	\$13,312,355	\$208	\$14,911,998	(\$1,599,643)	\$14,303,253	(\$608,745)	\$16,296,995	\$1,384,997
In-Line Comparison Retailers	\$202,855,151	\$3,171	\$194,706,985	\$8,148,166	\$217,954,564	\$23,247,579	\$248,335,425	\$53,628,440
Clothing Stores-4481	\$116,794,194	\$1,826	\$124,903,989	(\$8,109,795)	\$125,487,706	\$683,717	\$142,979,538	\$18,075,549
Shoe Stores-4482	\$19,473,258	\$304	\$23,940,998	(\$4,467,740)	\$20,922,739	(\$3,018,259)	\$23,839,177	(\$101,821)
Jewelry Stores-44831	\$30,601,207	\$478	\$26,615,997	\$3,985,210	\$32,878,991	\$6,262,994	\$3,826,020	\$10,846,023
Luggage and Leather Goods Stores-44832	\$2,168,467	\$34	\$920,000	\$1,248,467	\$2,329,876	\$1,409,876	\$2,654,639	\$1,734,639
Camera and Photographic Equipment Stores-44313	\$3,127,300	\$49	\$5,442,998	(\$2,315,698)	\$3,360,079	(\$2,082,919)	\$3,828,443	(\$1,614,555)
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$5,210,817	\$81	\$1,886,000	\$3,324,817	\$5,598,681	\$3,712,681	\$6,379,086	\$4,493,086
Hobby, Toys & Games Stores-45112	\$13,021,319	\$204	\$3,774,002	\$9,247,317	\$13,990,554	\$10,216,552	\$15,940,708	\$12,166,706
Sew/Needlework/Piece Goods Stores-45113	\$2,861,587	\$45	\$730,000	\$2,131,587	\$3,074,588	\$2,344,588	\$3,503,157	\$2,773,157
Musical Instrument and Supplies Stores-45114	\$4,036,727	\$63	\$739,000	\$3,297,727	\$4,337,199	\$3,598,199	\$4,941,764	\$4,202,764
Prerecorded Tapes, CDs, Record Stores-45122	\$5,560,275	\$87	\$5,754,001	(\$193,726)	\$5,974,151	\$220,150	\$6,806,893	\$1,052,892
Food & Beverage	\$308,321,230	\$4,820	\$340,585,002	(\$32,263,772)	\$331,270,953	(\$9,314,049)	\$377,447,076	\$36,862,074
Full-Service Restaurants-7221	\$155,722,447	\$2,434	\$236,535,992	(\$80,813,545)	\$167,313,563	(\$69,222,429)	\$190,635,534	(\$45,900,458)
Limited Service Eating Places-7222	\$134,409,047	\$2,101	\$104,409,010	\$30,360,037	\$144,413,711	\$40,364,701	\$164,543,654	\$60,494,644
Drinking Places Alcoholic Beverages-7224	\$18,189,736	\$284	\$0	\$18,189,736	\$19,543,679	\$19,543,679	\$22,267,888	\$22,267,888
Neighborhood Retailers	\$552,199,755	\$8,633	\$580,463,981	(\$28,264,226)	\$593,302,444	\$12,838,463	\$676,003,346	\$95,539,365
Supermarket, Grocery -44511	\$277,264,788	\$4,335	\$322,963,988	(\$45,699,200)	\$297,902,842	(\$25,061,146)	\$339,427,757	\$16,463,769
Pharmacies and Drug Stores-44611	\$130,802,100	\$2,045	\$116,872,013	\$13,930,087	\$140,538,283	\$23,666,270	\$160,128,027	\$43,256,014
Convenience Stores-44512	\$14,616,563	\$229	\$28,658,005	(\$14,041,442)	\$15,704,539	(\$12,953,466)	\$17,893,607	(\$10,764,398)
Specialty Food Stores-4452	\$9,121,507	\$143	\$14,790,001	(\$5,668,494)	\$9,800,461	(\$4,989,540)	\$11,166,556	(\$3,623,445)
Beer, Wine and Liquor Stores-4453	\$24,645,130	\$385	\$15,003,000	\$9,642,130	\$26,479,577	\$11,476,577	\$30,170,586	\$15,167,586
Optical Goods Stores-44613	\$5,665,042	\$89	\$34,253,000	(\$28,587,958)	\$6,086,716	(\$28,166,284)	\$6,935,149	(\$27,317,851)
Other Health and Personal Care Stores-44619	\$9,093,737	\$142	\$9,869,997	(\$776,260)	\$9,770,624	(\$99,373)	\$11,132,560	\$1,262,563
Paint and Wallpaper Stores-44412	\$5,984,755	\$94	\$3,924,003	\$2,060,752	\$6,430,227	\$2,506,224	\$7,326,541	\$3,402,538
Hardware Stores-44413	\$20,811,570	\$325	\$0	\$20,811,570	\$22,360,668	\$22,360,668	\$25,477,539	\$25,477,539
Florists-4531	\$5,583,510	\$87	\$8,202,000	(\$2,618,490)	\$5,999,116	(\$2,202,884)	\$6,835,337	(\$1,366,663)
Other Miscellaneous Store Retailers-4539	\$33,995,034	\$531	\$14,539,974	\$19,455,060	\$36,525,436	\$21,985,462	\$41,616,746	\$27,076,772
Gift, Novelty and Souvenir Stores-45322	\$14,616,019	\$229	\$11,388,000	\$3,228,019	\$15,703,954	\$4,315,954	\$17,892,941	\$6,504,941
TOTALS	\$1,559,009,016	\$24,373	\$1,884,038,462	(\$325,029,446)	\$1,675,053,005	(\$208,985,457)	\$1,908,539,983	\$24,501,521

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Arlington County, VA Retail Categories	Claritas Estimates				MWCOG HH Estimates			
	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$739,449,857	\$8,355	\$591,173,007	\$148,276,850	\$824,728,963	\$233,555,956	\$954,627,710	\$363,454,703
Department Stores Excluding Leased Departments-4521	\$276,524,440	\$3,124	\$330,659,996	(\$54,135,556)	\$308,415,388	(\$22,244,608)	\$356,992,283	\$26,332,287
Radio, Television, Electronics Stores-443112	\$68,646,472	\$776	\$69,122,985	(\$476,513)	\$76,563,317	\$7,440,332	\$88,622,405	\$19,499,420
Household Appliances Stores-443111	\$16,160,502	\$183	\$5,656,002	\$10,504,500	\$18,024,257	\$12,368,255	\$20,863,163	\$15,207,161
Computer and Software Stores-44312	\$25,800,881	\$292	\$17,008,002	\$8,792,879	\$28,776,439	\$11,768,437	\$33,308,866	\$16,300,864
Office Supplies, Stationery Stores-45321	\$28,867,495	\$326	\$19,710,001	\$9,157,494	\$32,196,719	\$12,486,718	\$37,267,856	\$17,557,855
Home Furnishing Stores-4422	\$53,892,177	\$609	\$86,648,002	(\$32,755,825)	\$60,107,442	(\$26,540,560)	\$69,574,651	(\$17,073,351)
Furniture Stores-4421	\$72,252,876	\$816	\$27,269,009	\$44,983,867	\$80,585,639	\$53,316,630	\$93,278,262	\$66,009,253
Home Centers-44411	\$141,606,169	\$1,600	\$0	\$141,606,169	\$157,937,293	\$157,937,293	\$182,813,171	\$182,813,171
Sporting Goods Stores-45111	\$34,861,189	\$394	\$16,601,004	\$18,260,185	\$38,881,652	\$22,280,648	\$45,005,698	\$28,404,694
Book Stores-451211	\$20,837,656	\$235	\$18,498,006	\$2,339,650	\$23,240,816	\$4,742,810	\$26,901,356	\$8,403,350
In-Line Comparison Retailers	\$304,367,355	\$3,439	\$526,302,000	(\$221,934,645)	\$339,469,365	(\$186,832,635)	\$392,937,409	(\$133,364,591)
Clothing Stores-4481	\$175,597,298	\$1,984	\$395,686,982	(\$220,089,684)	\$195,848,544	(\$199,838,438)	\$226,695,624	(\$168,991,358)
Shoe Stores-4482	\$29,109,109	\$329	\$55,328,005	(\$26,218,896)	\$32,466,198	(\$22,861,807)	\$37,579,779	(\$17,748,226)
Jewelry Stores-44831	\$46,668,876	\$527	\$46,927,012	(\$258,136)	\$52,051,094	\$5,124,082	\$60,249,389	\$13,322,377
Luggage and Leather Goods Stores-44832	\$3,275,937	\$37	\$807,998	\$2,467,939	\$3,653,744	\$2,845,746	\$4,229,226	\$3,421,228
Camera and Photographic Equipment Stores-44313	\$4,621,824	\$52	\$1,549,006	\$3,072,818	\$5,154,849	\$3,605,843	\$5,966,762	\$4,417,756
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$7,496,566	\$85	\$12,794,994	(\$5,298,428)	\$8,361,128	(\$4,433,866)	\$9,678,046	(\$3,116,948)
Hobby, Toys & Games Stores-45112	\$19,237,534	\$217	\$6,783,002	\$12,454,532	\$21,456,156	\$14,673,154	\$24,835,603	\$18,052,601
Sew/Needlework/Piece Goods Stores-45113	\$4,229,689	\$48	\$829,998	\$3,399,691	\$4,717,490	\$3,887,492	\$5,460,517	\$4,630,519
Musical Instrument and Supplies Stores-45114	\$6,015,025	\$68	\$2,534,003	\$3,481,022	\$6,708,724	\$4,174,721	\$7,765,381	\$5,231,378
Prerecorded Tapes, CDs, Record Stores-45122	\$8,115,497	\$92	\$3,061,000	\$5,054,497	\$9,051,439	\$5,990,439	\$10,477,084	\$7,416,084
Food & Beverage	\$454,312,385	\$5,133	\$534,931,992	(\$80,619,607)	\$506,707,221	(\$28,224,771)	\$586,516,026	\$51,584,034
Full-Service Restaurants-7221	\$229,512,286	\$2,593	\$305,253,002	(\$75,740,716)	\$255,981,427	(\$49,271,575)	\$296,299,723	(\$8,953,279)
Limited Service Eating Places-7222	\$197,873,246	\$2,236	\$216,713,990	(\$18,840,744)	\$220,693,527	\$3,979,537	\$255,453,811	\$38,739,821
Drinking Places Alcoholic Beverages-7224	\$26,926,853	\$304	\$12,965,000	\$13,961,853	\$30,032,267	\$17,067,267	\$34,762,492	\$21,797,492
Neighborhood Retailers	\$804,229,336	\$9,087	\$940,118,962	(\$135,889,626)	\$896,979,315	(\$43,139,647)	\$1,038,257,837	\$98,138,875
Supermarket, Grocery -44511	\$403,362,509	\$4,557	\$523,196,963	(\$119,834,454)	\$449,881,409	(\$73,315,554)	\$520,739,878	(\$2,457,085)
Pharmacies and Drug Stores-44611	\$188,563,041	\$2,131	\$158,786,007	\$29,777,034	\$210,309,597	\$51,523,590	\$243,434,362	\$84,648,355
Convenience Stores-44512	\$21,137,116	\$239	\$61,015,984	(\$39,878,868)	\$23,574,813	(\$37,441,171)	\$27,287,958	(\$33,728,026)
Specialty Food Stores-4452	\$13,291,982	\$150	\$17,948,008	(\$4,656,026)	\$14,824,917	(\$3,123,091)	\$17,159,912	(\$788,096)
Beer, Wine and Liquor Stores-4453	\$36,231,914	\$409	\$25,053,996	\$11,177,918	\$40,410,460	\$15,356,464	\$46,775,300	\$21,721,304
Optical Goods Stores-44613	\$8,327,159	\$94	\$9,442,000	(\$1,114,841)	\$9,287,512	(\$154,488)	\$10,750,339	\$1,308,339
Other Health and Personal Care Stores-44619	\$13,073,800	\$148	\$3,117,004	\$9,956,796	\$14,581,572	\$11,464,568	\$16,878,239	\$13,761,235
Paint and Wallpaper Stores-44412	\$9,072,879	\$103	\$7,650,006	\$1,422,873	\$10,119,234	\$2,469,228	\$11,713,062	\$4,063,056
Hardware Stores-44413	\$30,739,624	\$347	\$25,431,997	\$5,307,627	\$34,284,756	\$8,852,759	\$39,684,769	\$14,252,772
Florists-4531	\$8,286,209	\$94	\$8,477,989	(\$191,780)	\$9,241,839	\$763,850	\$10,697,473	\$2,219,484
Other Miscellaneous Store Retailers-4539	\$50,134,096	\$566	\$30,158,007	\$19,976,089	\$55,915,950	\$25,757,943	\$64,722,979	\$34,564,972
Gift, Novelty and Souvenir Stores-45322	\$22,009,007	\$249	\$69,841,001	(\$47,831,994)	\$24,547,257	(\$45,293,744)	\$28,413,567	(\$41,427,434)
TOTALS	\$2,302,358,933	\$26,014	\$2,592,525,961	(\$290,167,028)	\$2,567,884,865	(\$24,641,096)	\$2,972,338,983	\$379,813,022

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Retail Categories	2008 Expenditures	Claritas Estimates			MWCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Mount Vernon/Braddock								
Major Comparison Retailers	\$95,043,809	\$8,597	\$166,896,040	(\$71,852,231)	\$96,893,961	(\$70,002,079)	\$103,993,660	(\$62,902,380)
Department Stores Excluding Leased Departments-4521	\$35,475,739	\$3,209	\$111,966,945	(\$76,491,206)	\$36,166,321	(\$75,800,624)	\$38,816,331	(\$73,150,614)
Radio, Television, Electronics Stores-443112	\$8,691,915	\$786	\$10,099,641	(\$1,407,726)	\$8,861,114	(\$1,238,527)	\$9,510,394	(\$589,247)
Household Appliances Stores-443111	\$2,093,874	\$189	\$2,376,950	(\$283,076)	\$2,134,634	(\$242,316)	\$2,291,045	(\$85,905)
Computer and Software Stores-44312	\$3,227,053	\$292	\$245,315	\$2,981,738	\$3,289,872	\$3,044,557	\$3,530,930	\$3,285,615
Office Supplies, Stationery Stores-45321	\$3,518,752	\$318	\$1,994,157	\$1,524,595	\$3,587,249	\$1,593,092	\$3,850,097	\$1,855,940
Home Furnishing Stores-4422	\$6,980,295	\$631	\$6,772,404	\$207,891	\$7,116,176	\$343,772	\$7,637,598	\$865,194
Furniture Stores-4421	\$9,130,500	\$826	\$21,383,691	(\$12,253,191)	\$9,308,237	(\$12,075,454)	\$9,990,278	(\$11,393,413)
Home Centers-44411	\$19,172,720	\$1,734	\$0	\$19,172,720	\$19,545,942	\$19,545,942	\$20,978,129	\$20,978,129
Sporting Goods Stores-45111	\$4,392,743	\$397	\$5,850,213	(\$1,457,470)	\$4,478,253	(\$1,371,960)	\$4,806,388	(\$1,043,825)
Book Stores-451211	\$2,360,218	\$213	\$6,206,724	(\$3,846,506)	\$2,406,163	(\$3,800,561)	\$2,582,469	(\$3,624,255)
In-Line Comparison Retailers	\$39,014,189	\$3,529	\$47,374,418	(\$8,360,229)	\$39,773,651	(\$7,600,767)	\$42,687,981	(\$4,686,437)
Clothing Stores-4481	\$22,697,048	\$2,053	\$40,570,604	(\$17,873,556)	\$23,138,876	(\$17,431,728)	\$24,834,328	(\$15,736,276)
Shoe Stores-4482	\$3,856,651	\$349	\$4,858,362	(\$1,001,711)	\$3,931,726	(\$926,636)	\$4,219,815	(\$638,547)
Jewelry Stores-44831	\$5,747,213	\$520	\$1,036,986	\$4,710,227	\$5,859,090	\$4,822,104	\$6,288,402	\$5,251,416
Luggage and Leather Goods Stores-44832	\$408,474	\$37	\$0	\$408,474	\$416,425	\$416,425	\$446,938	\$446,938
Camera and Photographic Equipment Stores-44313	\$585,958	\$53	\$0	\$585,958	\$597,364	\$597,364	\$641,135	\$641,135
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$930,642	\$84	\$75,441	\$855,201	\$948,758	\$873,317	\$1,018,276	\$942,835
Hobby, Toys & Games Stores-45112	\$2,463,722	\$223	\$254,956	\$2,208,766	\$2,511,682	\$2,256,726	\$2,695,720	\$2,440,764
Sew/Needlework/Piece Goods Stores-45113	\$532,789	\$48	\$208,571	\$324,218	\$543,160	\$334,589	\$582,959	\$374,388
Musical Instrument and Supplies Stores-45114	\$766,951	\$69	\$369,498	\$397,453	\$781,881	\$412,383	\$839,171	\$469,673
Prerecorded Tapes, CDs, Record Stores-45122	\$1,024,741	\$93	\$0	\$1,024,741	\$1,044,689	\$1,044,689	\$1,121,236	\$1,121,236
Food & Beverage	\$55,897,207	\$5,056	\$65,427,628	(\$9,530,421)	\$56,985,319	(\$8,442,309)	\$61,160,797	(\$4,266,831)
Full-Service Restaurants-7221	\$28,208,416	\$2,552	\$46,718,828	(\$18,510,412)	\$28,757,530	(\$17,961,298)	\$30,864,677	(\$15,854,151)
Limited Service Eating Places-7222	\$24,443,924	\$2,211	\$18,708,800	\$5,735,124	\$24,919,757	\$6,210,957	\$26,745,699	\$8,036,899
Drinking Places Alcoholic Beverages-7224	\$3,244,867	\$294	\$0	\$3,244,867	\$3,308,033	\$3,308,033	\$3,550,422	\$3,550,422
Neighborhood Retailers	\$103,051,854	\$9,322	\$117,451,673	(\$14,399,819)	\$105,057,893	(\$12,393,780)	\$112,755,787	(\$4,695,886)
Supermarket, Grocery -44511	\$52,588,230	\$4,757	\$90,334,020	(\$37,745,790)	\$53,611,929	(\$36,722,091)	\$57,540,229	(\$32,793,791)
Pharmacies and Drug Stores-44611	\$23,520,715	\$2,128	\$7,496,413	\$16,024,302	\$23,978,576	\$16,482,163	\$25,735,556	\$18,239,143
Convenience Stores-44512	\$2,744,680	\$248	\$7,920,552	(\$5,175,872)	\$2,798,109	(\$5,122,443)	\$3,003,134	(\$4,917,418)
Specialty Food Stores-4452	\$1,745,369	\$158	\$1,643,334	\$102,035	\$1,779,345	\$136,011	\$1,909,723	\$266,389
Beer, Wine and Liquor Stores-4453	\$4,485,206	\$406	\$1,056,549	\$3,428,657	\$4,572,516	\$3,515,967	\$4,907,558	\$3,851,009
Optical Goods Stores-44613	\$1,062,799	\$96	\$0	\$1,062,799	\$1,083,488	\$1,083,488	\$1,162,878	\$1,162,878
Other Health and Personal Care Stores-44619	\$1,630,708	\$148	\$1,348,244	\$282,464	\$1,662,452	\$314,208	\$1,784,264	\$436,020
Paint and Wallpaper Stores-44412	\$1,199,150	\$108	\$1,207,384	(\$8,234)	\$1,222,493	\$15,109	\$1,312,069	\$104,685
Hardware Stores-44413	\$4,048,030	\$366	\$0	\$4,048,030	\$4,126,830	\$4,126,830	\$4,429,215	\$4,429,215
Florists-4531	\$1,045,949	\$95	\$2,812,119	(\$1,766,170)	\$1,066,310	(\$1,745,809)	\$1,144,441	(\$1,667,678)
Other Miscellaneous Store Retailers-4539	\$6,289,884	\$569	\$3,033,690	\$3,256,194	\$6,412,325	\$3,378,635	\$6,882,174	\$3,848,484
Gift, Novelty and Souvenir Stores-45322	\$2,691,134	\$243	\$599,368	\$2,091,766	\$2,743,520	\$2,144,152	\$2,944,546	\$2,345,178
TOTALS	\$293,007,059	\$26,504	\$397,149,759	(\$104,142,700)	\$298,710,824	(\$98,438,935)	\$320,598,226	(\$76,551,533)

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Retail Categories	2008 Expenditures	Claritas Estimates			MWCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Crystal City/Pentagon City								
Major Comparison Retailers	\$83,848,816	\$7,433	\$340,315,451	(\$256,466,635)	\$111,174,566	(\$229,140,885)	\$142,797,930	(\$197,517,521)
Department Stores Excluding Leased Departments-4521	\$32,392,160	\$2,871	\$247,527,212	(\$215,135,052)	\$42,948,541	(\$204,578,671)	\$55,165,161	(\$192,362,051)
Radio, Television, Electronics Stores-443112	\$8,300,047	\$736	\$51,191,734	(\$42,891,687)	\$11,004,975	(\$40,186,759)	\$14,135,316	(\$37,056,418)
Household Appliances Stores-443111	\$1,828,558	\$162	\$0	\$1,828,558	\$2,424,472	\$2,424,472	\$3,114,108	\$3,114,108
Computer and Software Stores-44312	\$3,188,332	\$283	\$2,325,147	\$863,185	\$4,227,387	\$1,902,240	\$5,429,859	\$3,104,712
Office Supplies, Stationery Stores-45321	\$3,568,468	\$316	\$4,067,143	(\$498,675)	\$4,731,407	\$664,264	\$6,077,246	\$2,010,103
Home Furnishing Stores-4422	\$5,884,787	\$522	\$20,224,476	(\$14,339,689)	\$7,802,598	(\$12,421,878)	\$10,022,031	(\$10,202,445)
Furniture Stores-4421	\$8,580,714	\$761	\$7,835,920	\$744,794	\$11,377,109	\$3,541,189	\$14,613,304	\$6,777,384
Home Centers-44411	\$13,372,709	\$1,185	\$0	\$13,372,709	\$17,730,783	\$17,730,783	\$22,774,265	\$22,774,265
Sporting Goods Stores-45111	\$4,158,625	\$369	\$3,074,260	\$1,084,365	\$5,513,892	\$2,439,632	\$7,082,307	\$4,008,047
Book Stores-451211	\$2,574,416	\$228	\$4,069,559	(\$1,495,143)	\$3,413,400	(\$656,159)	\$4,384,335	\$314,776
In-Line Comparison Retailers	\$35,767,636	\$3,171	\$396,482,672	(\$360,715,036)	\$47,424,062	(\$349,058,610)	\$60,913,733	(\$335,568,939)
Clothing Stores-4481	\$20,336,836	\$1,803	\$308,833,222	(\$288,496,386)	\$26,964,470	(\$281,868,752)	\$34,634,456	(\$274,198,766)
Shoe Stores-4482	\$3,270,471	\$290	\$43,449,673	(\$40,179,202)	\$4,336,295	(\$39,113,378)	\$5,569,745	(\$37,879,928)
Jewelry Stores-44831	\$5,781,977	\$513	\$28,948,476	(\$23,166,499)	\$7,666,283	(\$21,282,193)	\$9,846,941	(\$19,101,535)
Luggage and Leather Goods Stores-44832	\$404,343	\$36	\$680,420	(\$276,077)	\$536,116	(\$144,304)	\$688,613	\$8,193
Camera and Photographic Equipment Stores-44313	\$559,600	\$50	\$803,187	(\$243,587)	\$741,970	(\$61,217)	\$953,021	\$149,834
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$949,137	\$84	\$10,929,060	(\$9,979,923)	\$1,258,454	(\$9,670,606)	\$1,616,419	(\$9,312,641)
Hobby, Toys & Games Stores-45112	\$2,241,189	\$199	\$1,719,632	\$521,557	\$2,971,577	\$1,251,945	\$3,816,836	\$2,097,204
Sew/Needlework/Piece Goods Stores-45113	\$507,937	\$45	\$0	\$507,937	\$673,470	\$673,470	\$865,037	\$865,037
Musical Instrument and Supplies Stores-45114	\$722,132	\$64	\$506,801	\$215,331	\$957,470	\$450,669	\$1,229,820	\$723,019
Prerecorded Tapes, CDs, Record Stores-45122	\$994,014	\$88	\$612,201	\$381,813	\$1,317,956	\$705,755	\$1,692,846	\$1,080,645
Food & Beverage	\$56,710,881	\$5,027	\$185,158,473	(\$128,447,592)	\$75,192,566	(\$109,965,907)	\$96,580,928	(\$88,577,545)
Full-Service Restaurants-7221	\$28,676,006	\$2,542	\$129,427,270	(\$100,751,264)	\$38,021,318	(\$91,405,952)	\$48,836,400	(\$80,590,870)
Limited Service Eating Places-7222	\$24,620,067	\$2,182	\$52,694,356	(\$28,074,289)	\$32,643,577	(\$20,050,779)	\$41,928,971	(\$10,765,385)
Drinking Places Alcoholic Beverages-7224	\$3,414,808	\$303	\$3,036,847	\$377,961	\$4,527,670	\$1,490,823	\$5,815,556	\$2,778,709
Neighborhood Retailers	\$96,000,183	\$8,510	\$147,658,870	(\$51,658,687)	\$127,285,980	(\$20,372,890)	\$163,492,201	\$15,833,331
Supermarket, Grocery -44511	\$47,368,698	\$4,199	\$65,497,858	(\$18,129,160)	\$62,805,830	(\$2,692,028)	\$80,670,812	\$15,172,954
Pharmacies and Drug Stores-44611	\$23,663,504	\$2,098	\$27,812,843	(\$4,149,339)	\$31,375,277	\$3,562,434	\$40,299,906	\$12,487,063
Convenience Stores-44512	\$2,503,206	\$222	\$6,029,246	(\$3,526,040)	\$3,318,984	(\$2,710,262)	\$4,263,061	(\$1,766,185)
Specialty Food Stores-4452	\$1,549,695	\$137	\$5,102,865	(\$3,553,170)	\$2,054,730	(\$3,048,135)	\$2,639,193	(\$2,463,672)
Beer, Wine and Liquor Stores-4453	\$4,538,651	\$402	\$0	\$4,538,651	\$6,017,766	\$6,017,766	\$7,729,507	\$7,729,507
Optical Goods Stores-44613	\$1,018,414	\$90	\$4,857,362	(\$3,838,948)	\$1,350,308	(\$3,507,054)	\$1,734,400	(\$3,122,962)
Other Health and Personal Care Stores-44619	\$1,645,205	\$146	\$1,208,686	\$436,519	\$2,181,366	\$972,680	\$2,801,851	\$1,593,165
Paint and Wallpaper Stores-44412	\$840,619	\$75	\$0	\$840,619	\$1,114,571	\$1,114,571	\$1,431,608	\$1,431,608
Hardware Stores-44413	\$3,176,503	\$282	\$4,671,185	(\$1,494,682)	\$4,211,703	(\$459,482)	\$5,409,713	\$738,528
Florists-4531	\$965,650	\$86	\$893,527	\$72,123	\$1,280,349	\$386,822	\$1,644,541	\$751,014
Other Miscellaneous Store Retailers-4539	\$6,031,923	\$535	\$3,883,001	\$2,148,922	\$7,997,685	\$4,114,684	\$10,272,609	\$6,389,608
Gift, Novelty and Souvenir Stores-45322	\$2,698,115	\$239	\$27,702,297	(\$25,004,182)	\$3,577,412	(\$24,124,885)	\$4,594,999	(\$23,107,298)
TOTALS	\$272,327,516	\$24,140	\$1,069,615,466	(\$797,287,950)	\$361,077,173	(\$708,538,293)	\$463,784,792	(\$605,830,674)

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Old Town/Carlyle Retail Categories	Claritas Estimates				MWCOG HH Estimates			
	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$131,836,923	\$9,157	\$251,699,945	(\$119,863,022)	\$150,444,454	(\$101,255,491)	\$197,906,479	(\$53,793,466)
Department Stores Excluding Leased Departments-4521	\$47,613,595	\$3,307	\$33,882,111	\$13,731,484	\$54,333,802	\$20,451,691	\$71,474,961	\$37,592,850
Radio, Television, Electronics Stores-443112	\$11,917,735	\$828	\$23,521,184	(\$11,603,449)	\$13,599,810	(\$9,921,374)	\$17,890,261	(\$5,630,923)
Household Appliances Stores-443111	\$2,853,208	\$198	\$1,851,641	\$1,001,567	\$3,255,911	\$1,404,270	\$4,283,082	\$2,431,441
Computer and Software Stores-44312	\$4,523,893	\$314	\$24,899,370	(\$20,375,477)	\$5,162,398	(\$19,736,972)	\$6,791,024	(\$18,108,346)
Office Supplies, Stationery Stores-45321	\$5,108,578	\$355	\$2,261,915	\$2,846,663	\$5,829,605	\$3,567,690	\$7,668,722	\$5,406,807
Home Furnishing Stores-4422	\$10,226,705	\$710	\$72,649,500	(\$62,422,795)	\$11,670,107	(\$60,979,393)	\$15,351,778	(\$57,297,722)
Furniture Stores-4421	\$13,304,437	\$924	\$68,869,239	(\$55,564,802)	\$15,182,232	(\$53,687,007)	\$19,971,903	(\$48,897,336)
Home Centers-44411	\$26,544,360	\$1,844	\$12,650,390	\$13,893,970	\$30,290,845	\$17,640,455	\$39,846,962	\$27,196,572
Sporting Goods Stores-45111	\$6,153,349	\$427	\$5,486,398	\$666,951	\$7,021,836	\$1,535,438	\$9,237,076	\$3,750,678
Book Stores-451211	\$3,591,063	\$249	\$5,628,197	(\$2,037,134)	\$4,097,907	(\$1,530,290)	\$5,390,710	(\$237,487)
In-Line Comparison Retailers	\$52,619,396	\$3,655	\$94,940,462	(\$42,321,066)	\$60,046,125	(\$34,894,337)	\$78,989,400	(\$15,951,062)
Clothing Stores-4481	\$29,852,684	\$2,074	\$61,206,341	(\$31,353,657)	\$34,066,107	(\$27,140,234)	\$44,813,239	(\$16,393,102)
Shoe Stores-4482	\$4,642,298	\$322	\$6,857,446	(\$2,215,148)	\$5,297,514	(\$1,559,932)	\$6,968,767	\$111,321
Jewelry Stores-44831	\$8,951,523	\$622	\$17,628,778	(\$8,677,255)	\$10,214,946	(\$7,413,832)	\$13,437,544	(\$4,191,234)
Luggage and Leather Goods Stores-44832	\$601,378	\$42	\$0	\$601,378	\$686,257	\$686,257	\$902,756	\$902,756
Camera and Photographic Equipment Stores-44313	\$810,946	\$56	\$4,082,248	(\$3,271,302)	\$925,403	(\$3,156,845)	\$1,217,348	(\$2,864,900)
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$1,266,805	\$88	\$980,719	\$286,086	\$1,445,603	\$464,884	\$1,901,659	\$920,940
Hobby, Toys & Games Stores-45112	\$3,385,922	\$235	\$3,450,428	(\$64,506)	\$3,863,813	\$413,385	\$5,082,764	\$1,632,336
Sew/Needlework/Piece Goods Stores-45113	\$732,292	\$51	\$365,000	\$367,292	\$835,648	\$470,648	\$1,099,277	\$734,277
Musical Instrument and Supplies Stores-45114	\$1,024,116	\$71	\$369,502	\$654,614	\$1,168,660	\$799,158	\$1,537,348	\$1,167,846
Prerecorded Tapes, CDs, Record Stores-45122	\$1,351,432	\$94	\$0	\$1,351,432	\$1,542,174	\$1,542,174	\$2,028,697	\$2,028,697
Food & Beverage	\$77,503,265	\$5,383	\$158,386,836	(\$80,883,571)	\$88,442,116	(\$69,944,720)	\$116,343,722	(\$42,043,114)
Full-Service Restaurants-7221	\$39,256,886	\$2,727	\$103,958,334	(\$64,701,448)	\$44,797,623	(\$59,160,711)	\$58,930,320	(\$45,028,014)
Limited Service Eating Places-7222	\$33,379,823	\$2,319	\$54,428,502	(\$21,048,679)	\$38,091,068	(\$16,337,434)	\$50,107,990	(\$4,320,512)
Drinking Places Alcoholic Beverages-7224	\$4,866,556	\$338	\$0	\$4,866,556	\$5,553,424	\$5,553,424	\$7,305,411	\$7,305,411
Neighborhood Retailers	\$132,121,280	\$9,177	\$192,766,361	(\$60,645,081)	\$150,768,946	(\$41,997,415)	\$198,333,341	\$5,566,980
Supermarket, Grocery -44511	\$63,727,040	\$4,426	\$79,471,792	(\$15,744,752)	\$72,721,507	(\$6,750,285)	\$95,663,596	\$16,191,804
Pharmacies and Drug Stores-44611	\$31,698,455	\$2,202	\$42,194,072	(\$10,495,617)	\$36,172,391	(\$6,021,681)	\$47,584,011	\$5,389,939
Convenience Stores-44512	\$3,397,718	\$236	\$7,200,505	(\$3,802,787)	\$3,877,274	(\$3,323,231)	\$5,100,471	(\$2,100,034)
Specialty Food Stores-4452	\$2,051,664	\$143	\$13,146,667	(\$11,095,003)	\$2,341,237	(\$10,805,430)	\$3,079,847	(\$10,066,820)
Beer, Wine and Liquor Stores-4453	\$6,172,216	\$429	\$9,931,563	(\$3,759,347)	\$7,043,366	(\$2,888,197)	\$9,265,398	(\$666,165)
Optical Goods Stores-44613	\$1,474,014	\$102	\$16,708,779	(\$15,234,765)	\$1,682,057	(\$15,026,722)	\$2,212,710	(\$14,496,069)
Other Health and Personal Care Stores-44619	\$2,179,026	\$151	\$2,135,283	\$43,743	\$2,486,575	\$351,292	\$3,271,036	\$1,135,753
Paint and Wallpaper Stores-44412	\$1,746,822	\$121	\$0	\$1,746,822	\$1,993,369	\$1,993,369	\$2,622,235	\$2,622,235
Hardware Stores-44413	\$5,614,665	\$390	\$0	\$5,614,665	\$6,407,122	\$6,407,122	\$8,428,432	\$8,428,432
Florists-4531	\$1,488,828	\$103	\$4,151,216	(\$2,662,388)	\$1,698,962	(\$2,452,254)	\$2,234,948	(\$1,916,268)
Other Miscellaneous Store Retailers-4539	\$8,653,428	\$601	\$9,768,311	(\$1,114,883)	\$9,874,777	\$106,466	\$12,990,059	\$3,221,748
Gift, Novelty and Souvenir Stores-45322	\$3,917,404	\$272	\$8,058,173	(\$4,140,769)	\$4,470,308	(\$3,587,865)	\$5,880,596	(\$2,177,577)
TOTALS	\$394,080,864	\$27,372	\$697,793,604	(\$303,712,740)	\$449,701,640	(\$248,091,964)	\$591,572,941	(\$106,220,663)

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Retail Categories	2008 Expenditures	Claritas Estimates			MwCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Western Alexandria								
Major Comparison Retailers	\$146,740,309	\$6,915	\$307,656,747	(\$160,916,438)	\$150,756,651	(\$156,900,096)	\$172,935,045	(\$134,721,702)
Department Stores Excluding Leased Departments-4521	\$55,749,669	\$2,627	\$124,937,854	(\$69,188,185)	\$57,275,560	(\$67,662,294)	\$65,701,589	(\$59,236,265)
Radio, Television, Electronics Stores-443112	\$13,906,483	\$655	\$25,835,425	(\$11,928,942)	\$14,287,109	(\$11,548,316)	\$16,388,941	(\$9,446,484)
Household Appliances Stores-443111	\$3,354,627	\$158	\$3,570,029	(\$215,402)	\$3,446,445	(\$123,584)	\$3,953,464	\$383,435
Computer and Software Stores-44312	\$5,168,183	\$244	\$2,759,783	\$2,408,400	\$5,309,638	\$2,549,855	\$6,090,760	\$3,330,977
Office Supplies, Stationery Stores-45321	\$5,727,060	\$270	\$40,925	\$5,686,135	\$5,883,812	\$5,842,887	\$6,749,402	\$6,708,477
Home Furnishing Stores-4422	\$10,201,655	\$481	\$34,592,632	(\$24,390,977)	\$10,480,878	(\$24,111,754)	\$12,022,761	(\$22,569,871)
Furniture Stores-4421	\$13,863,259	\$653	\$34,829,597	(\$20,966,338)	\$14,242,702	(\$20,586,895)	\$16,338,001	(\$18,491,596)
Home Centers-44411	\$28,197,161	\$1,329	\$71,203,611	(\$43,006,450)	\$28,968,929	(\$42,234,682)	\$33,230,660	(\$37,972,951)
Sporting Goods Stores-45111	\$6,666,514	\$314	\$8,457,473	(\$1,790,959)	\$6,848,979	(\$1,608,494)	\$7,856,559	(\$600,914)
Book Stores-451211	\$3,905,698	\$184	\$1,429,418	\$2,476,280	\$4,012,599	\$2,583,181	\$4,602,907	\$3,173,489
In-Line Comparison Retailers	\$59,938,513	\$2,825	\$47,020,891	\$12,917,622	\$61,579,054	\$14,558,163	\$70,638,187	\$23,617,296
Clothing Stores-4481	\$34,661,763	\$1,633	\$19,064,835	\$15,596,928	\$35,610,470	\$16,545,635	\$40,849,263	\$21,784,428
Shoe Stores-4482	\$5,940,093	\$280	\$10,976,558	(\$5,036,465)	\$6,102,676	(\$4,873,882)	\$7,000,464	(\$3,976,094)
Jewelry Stores-44831	\$8,470,792	\$399	\$7,950,233	\$520,559	\$8,702,641	\$752,408	\$9,982,920	\$2,032,687
Luggage and Leather Goods Stores-44832	\$621,030	\$29	\$920,000	(\$298,970)	\$638,028	(\$281,972)	\$731,891	(\$188,109)
Camera and Photographic Equipment Stores-44313	\$930,146	\$44	\$26,525	\$903,621	\$955,604	\$929,079	\$1,096,187	\$1,069,662
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$1,653,724	\$78	\$678,961	\$974,763	\$1,698,987	\$1,020,026	\$1,948,932	\$1,269,971
Hobby, Toys & Games Stores-45112	\$3,866,906	\$182	\$1,649,778	\$2,217,128	\$3,972,745	\$2,322,967	\$4,557,191	\$2,907,413
Sew/Needlework/Piece Goods Stores-45113	\$871,148	\$41	\$0	\$871,148	\$894,992	\$894,992	\$1,026,657	\$1,026,657
Musical Instrument and Supplies Stores-45114	\$1,207,252	\$57	\$0	\$1,207,252	\$1,240,295	\$1,240,295	\$1,422,760	\$1,422,760
Prerecorded Tapes, CDs, Record Stores-45122	\$1,715,659	\$81	\$5,754,001	(\$4,038,342)	\$1,762,617	(\$3,991,384)	\$2,021,923	(\$3,732,078)
Food & Beverage	\$94,862,719	\$4,470	\$49,458,445	\$45,404,274	\$97,459,150	\$48,000,705	\$111,796,743	\$62,338,298
Full-Service Restaurants-7221	\$47,847,559	\$2,255	\$29,224,906	\$18,622,653	\$49,157,166	\$19,932,260	\$56,388,867	\$27,163,961
Limited Service Eating Places-7222	\$41,591,336	\$1,960	\$20,233,539	\$21,357,797	\$42,729,708	\$22,496,169	\$49,015,840	\$28,782,301
Drinking Places Alcoholic Beverages-7224	\$5,423,824	\$256	\$0	\$5,423,824	\$5,572,276	\$5,572,276	\$6,392,035	\$6,392,035
Neighborhood Retailers	\$173,553,661	\$8,179	\$148,501,364	\$25,052,297	\$178,303,895	\$29,802,531	\$204,534,871	\$56,033,507
Supermarket, Grocery -44511	\$88,080,788	\$4,151	\$66,384,819	\$21,695,969	\$90,491,595	\$24,106,776	\$103,804,163	\$37,419,344
Pharmacies and Drug Stores-44611	\$41,440,421	\$1,953	\$49,385,944	(\$7,945,523)	\$42,574,662	(\$6,811,282)	\$48,837,985	(\$547,959)
Convenience Stores-44512	\$4,630,141	\$218	\$8,064,564	(\$3,434,423)	\$4,756,870	(\$3,307,694)	\$5,456,671	(\$2,607,893)
Specialty Food Stores-4452	\$2,919,922	\$138	\$0	\$2,919,922	\$2,999,841	\$2,999,841	\$3,441,160	\$3,441,160
Beer, Wine and Liquor Stores-4453	\$7,593,529	\$358	\$1,495,645	\$6,097,884	\$7,801,367	\$6,305,722	\$8,949,056	\$7,453,411
Optical Goods Stores-44613	\$1,679,843	\$79	\$14,202,464	(\$12,522,621)	\$1,725,821	(\$12,476,643)	\$1,979,713	(\$12,222,751)
Other Health and Personal Care Stores-44619	\$2,901,813	\$137	\$4,377,044	(\$1,475,231)	\$2,981,237	(\$1,395,807)	\$3,419,818	(\$957,226)
Paint and Wallpaper Stores-44412	\$1,732,912	\$82	\$1,828,735	(\$95,823)	\$1,780,343	(\$48,392)	\$2,042,256	\$213,521
Hardware Stores-44413	\$6,221,958	\$293	\$0	\$6,221,958	\$6,392,256	\$6,392,256	\$7,332,645	\$7,332,645
Florists-4531	\$1,670,951	\$79	\$574,989	\$1,095,962	\$1,716,686	\$1,141,697	\$1,969,234	\$1,394,245
Other Miscellaneous Store Retailers-4539	\$10,357,479	\$488	\$949,318	\$9,408,161	\$10,640,967	\$9,691,649	\$12,206,401	\$11,257,083
Gift, Novelty and Souvenir Stores-45322	\$4,323,904	\$204	\$1,237,842	\$3,086,062	\$4,442,251	\$3,204,409	\$5,095,768	\$3,857,926
TOTALS	\$475,095,202	\$22,389	\$552,637,447	(\$77,542,245)	\$488,098,750	(\$64,538,697)	\$559,904,845	\$7,267,398

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MwCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Shirlington/Fairlington Retail Categories	Claritas Estimates				MWCOG HH Estimates			
	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$137,166,991	\$8,390	\$31,046,606	\$106,120,385	\$166,951,248	\$135,904,642	\$174,309,218	\$143,262,612
Department Stores Excluding Leased Departments-4521	\$50,202,714	\$3,071	\$8,655,051	\$41,547,663	\$61,103,664	\$52,448,613	\$63,796,659	\$55,141,608
Radio, Television, Electronics Stores-443112	\$12,474,159	\$763	\$6,093,560	\$6,380,599	\$15,182,781	\$9,089,221	\$15,851,925	\$9,758,365
Household Appliances Stores-443111	\$3,058,245	\$187	\$1,078,280	\$1,979,965	\$3,722,308	\$2,644,028	\$3,886,360	\$2,808,080
Computer and Software Stores-44312	\$4,696,745	\$287	\$1,404,862	\$3,291,883	\$5,716,590	\$4,311,728	\$5,968,535	\$4,563,673
Office Supplies, Stationery Stores-45321	\$5,294,705	\$324	\$0	\$5,294,705	\$6,444,390	\$6,444,390	\$6,728,411	\$6,728,411
Home Furnishing Stores-4422	\$10,073,020	\$616	\$1,205,651	\$8,867,369	\$12,260,262	\$11,054,611	\$12,800,603	\$11,594,952
Furniture Stores-4421	\$13,033,085	\$797	\$6,436,380	\$6,596,705	\$15,863,072	\$9,426,692	\$16,562,198	\$10,125,818
Home Centers-44411	\$28,317,356	\$1,732	\$0	\$28,317,356	\$34,466,149	\$34,466,149	\$35,985,160	\$35,985,160
Sporting Goods Stores-45111	\$6,275,973	\$384	\$3,891,953	\$2,384,020	\$7,638,729	\$3,746,776	\$7,975,388	\$4,083,435
Book Stores-451211	\$3,740,989	\$229	\$2,280,869	\$1,460,120	\$4,553,302	\$2,272,433	\$4,753,978	\$2,473,109
In-Line Comparison Retailers	\$54,725,192	\$3,347	\$10,718,980	\$44,006,212	\$66,608,147	\$55,889,167	\$69,543,739	\$58,824,759
Clothing Stores-4481	\$31,491,977	\$1,926	\$7,298,167	\$24,193,810	\$38,330,103	\$31,031,936	\$40,019,409	\$32,721,242
Shoe Stores-4482	\$5,179,963	\$317	\$1,416,338	\$3,763,625	\$6,304,733	\$4,888,395	\$6,582,599	\$5,166,261
Jewelry Stores-44831	\$8,308,895	\$508	\$0	\$8,308,895	\$10,113,077	\$10,113,077	\$10,558,787	\$10,558,787
Luggage and Leather Goods Stores-44832	\$589,396	\$36	\$0	\$589,396	\$717,377	\$717,377	\$748,993	\$748,993
Camera and Photographic Equipment Stores-44313	\$849,857	\$52	\$1,334,225	(\$484,368)	\$1,034,394	(\$299,831)	\$1,079,982	(\$254,243)
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$1,367,319	\$84	\$150,879	\$1,216,440	\$1,664,217	\$1,513,338	\$1,737,563	\$1,586,684
Hobby, Toys & Games Stores-45112	\$3,574,940	\$219	\$519,371	\$3,055,569	\$4,351,198	\$3,831,827	\$4,542,966	\$4,023,595
Sew/Needlework/Piece Goods Stores-45113	\$789,597	\$48	\$0	\$789,597	\$961,049	\$961,049	\$1,003,405	\$1,003,405
Musical Instrument and Supplies Stores-45114	\$1,083,304	\$66	\$0	\$1,083,304	\$1,318,531	\$1,376,642	\$1,376,642	\$1,376,642
Prerecorded Tapes, CDs, Record Stores-45122	\$1,489,944	\$91	\$0	\$1,489,944	\$1,813,468	\$1,813,468	\$1,893,393	\$1,893,393
Food & Beverage	\$82,619,688	\$5,054	\$107,183,437	(\$24,563,749)	\$100,559,617	(\$6,623,820)	\$104,991,537	(\$2,191,900)
Full-Service Restaurants-7221	\$41,755,219	\$2,554	\$81,628,979	(\$39,873,760)	\$50,821,891	(\$30,807,088)	\$53,061,743	(\$28,567,236)
Limited Service Eating Places-7222	\$35,917,307	\$2,197	\$25,554,458	\$10,362,849	\$43,716,343	\$18,161,885	\$45,643,034	\$20,088,576
Drinking Places Alcoholic Beverages-7224	\$4,947,162	\$303	\$0	\$4,947,162	\$6,021,382	\$6,021,382	\$6,286,760	\$6,286,760
Neighborhood Retailers	\$146,827,617	\$8,981	\$160,793,256	(\$13,965,639)	\$178,709,569	\$17,916,313	\$186,585,759	\$25,792,503
Supermarket, Grocery -44511	\$72,989,518	\$4,464	\$116,423,049	(\$43,433,531)	\$88,838,364	(\$27,584,685)	\$92,753,699	(\$23,669,350)
Pharmacies and Drug Stores-44611	\$34,423,724	\$2,106	\$12,682,797	\$21,740,927	\$41,898,445	\$29,215,648	\$43,745,017	\$31,062,220
Convenience Stores-44512	\$3,856,836	\$236	\$9,696,090	(\$5,839,254)	\$4,694,304	(\$5,001,786)	\$4,901,194	(\$4,794,896)
Specialty Food Stores-4452	\$2,387,627	\$146	\$64,318	\$2,323,309	\$2,906,073	\$2,841,755	\$3,034,151	\$2,969,833
Beer, Wine and Liquor Stores-4453	\$6,608,988	\$404	\$9,823,434	(\$3,214,446)	\$8,044,055	(\$1,779,379)	\$8,398,577	(\$1,424,857)
Optical Goods Stores-44613	\$1,554,921	\$95	\$3,177,555	(\$1,622,634)	\$1,892,554	(\$1,285,001)	\$1,975,964	(\$1,201,591)
Other Health and Personal Care Stores-44619	\$2,381,706	\$146	\$1,837,065	\$544,641	\$2,898,866	\$1,061,801	\$3,026,627	\$1,189,562
Paint and Wallpaper Stores-44412	\$1,758,160	\$108	\$2,162,885	(\$404,725)	\$2,139,925	(\$22,960)	\$2,234,236	\$71,351
Hardware Stores-44413	\$6,019,555	\$368	\$0	\$6,019,555	\$7,326,633	\$7,649,537	\$7,649,537	\$7,649,537
Florists-4531	\$1,564,464	\$96	\$1,143,562	\$420,902	\$1,904,170	\$760,608	\$1,988,091	\$844,529
Other Miscellaneous Store Retailers-4539	\$9,254,643	\$566	\$1,589,005	\$7,665,638	\$11,264,184	\$9,675,179	\$11,760,625	\$10,171,620
Gift, Novelty and Souvenir Stores-45322	\$4,027,475	\$246	\$2,193,496	\$1,833,979	\$4,901,996	\$2,708,500	\$5,118,039	\$2,924,543
TOTALS	\$421,339,488	\$25,772	\$309,742,279	\$111,597,209	\$512,828,581	\$203,086,302	\$535,430,253	\$225,687,974

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Columbia Pike Retail Categories	Claritas Estimates				MWCOG HH Estimates			
	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$131,714,447	\$6,850	\$28,279,945	\$103,434,502	\$123,039,433	\$94,759,488	\$142,976,073	\$114,696,128
Department Stores Excluding Leased Departments-4521	\$51,814,465	\$2,695	\$17,909,638	\$33,904,827	\$48,401,846	\$30,492,208	\$56,244,618	\$38,334,980
Radio, Television, Electronics Stores-443112	\$12,563,273	\$653	\$3,638,206	\$8,925,067	\$11,735,827	\$8,097,621	\$13,637,437	\$9,999,231
Household Appliances Stores-443111	\$2,976,497	\$155	\$1,028,366	\$1,948,131	\$2,780,458	\$1,752,092	\$3,230,988	\$2,202,622
Computer and Software Stores-44312	\$4,580,943	\$238	\$625,367	\$3,955,576	\$4,279,232	\$3,653,865	\$4,972,615	\$4,347,248
Office Supplies, Stationery Stores-45321	\$4,985,176	\$259	\$0	\$4,985,176	\$4,656,841	\$4,656,841	\$5,411,410	\$5,411,410
Home Furnishing Stores-4422	\$8,752,235	\$455	\$396,560	\$8,355,675	\$8,175,793	\$7,779,233	\$9,500,554	\$9,103,994
Furniture Stores-4421	\$12,177,612	\$633	\$4,476,858	\$7,700,754	\$11,375,567	\$6,898,709	\$13,218,802	\$8,741,944
Home Centers-44411	\$24,543,287	\$1,276	\$0	\$24,543,287	\$22,926,810	\$22,926,810	\$26,641,746	\$26,641,746
Sporting Goods Stores-45111	\$6,019,194	\$313	\$204,950	\$5,814,244	\$5,622,756	\$5,417,806	\$6,533,837	\$6,328,887
Book Stores-451211	\$3,301,765	\$172	\$0	\$3,301,765	\$3,084,303	\$3,084,303	\$3,584,067	\$3,584,067
In-Line Comparison Retailers	\$55,863,732	\$2,905	\$14,643,653	\$41,220,079	\$52,184,419	\$37,540,766	\$60,640,099	\$45,996,446
Clothing Stores-4481	\$33,006,654	\$1,717	\$11,123,970	\$21,882,684	\$30,832,760	\$19,708,790	\$35,828,733	\$24,704,763
Shoe Stores-4482	\$5,953,633	\$310	\$0	\$5,953,633	\$5,561,513	\$5,561,513	\$6,462,670	\$6,462,670
Jewelry Stores-44831	\$7,133,947	\$371	\$2,437,768	\$4,696,179	\$6,664,089	\$4,226,321	\$7,743,902	\$5,306,134
Luggage and Leather Goods Stores-44832	\$538,187	\$28	\$85,052	\$453,135	\$502,741	\$417,689	\$584,202	\$499,150
Camera and Photographic Equipment Stores-44313	\$823,212	\$43	\$0	\$823,212	\$768,993	\$768,993	\$893,597	\$893,597
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$1,529,960	\$80	\$177,708	\$1,352,252	\$1,429,193	\$1,251,485	\$1,660,772	\$1,483,064
Hobby, Toys & Games Stores-45112	\$3,461,062	\$180	\$191,070	\$3,269,992	\$3,233,109	\$3,042,039	\$3,756,984	\$3,565,914
Sew/Needlework/Piece Goods Stores-45113	\$774,152	\$40	\$0	\$774,152	\$723,165	\$723,165	\$840,342	\$840,342
Musical Instrument and Supplies Stores-45114	\$1,112,550	\$58	\$168,935	\$943,615	\$1,039,275	\$870,340	\$1,207,673	\$1,038,738
Prerecorded Tapes, CDs, Record Stores-45122	\$1,530,375	\$80	\$459,150	\$1,071,225	\$1,429,581	\$970,431	\$1,661,223	\$1,202,073
Food & Beverage	\$84,987,541	\$4,420	\$33,834,574	\$51,152,967	\$79,390,067	\$45,555,493	\$92,254,002	\$58,419,428
Full-Service Restaurants-7221	\$42,774,623	\$2,225	\$17,908,174	\$24,866,449	\$39,957,389	\$22,049,215	\$46,431,867	\$28,523,693
Limited Service Eating Places-7222	\$37,575,887	\$1,954	\$15,926,400	\$21,649,487	\$35,101,053	\$19,174,653	\$40,788,637	\$24,862,237
Drinking Places Alcoholic Beverages-7224	\$4,637,031	\$241	\$0	\$4,637,031	\$4,331,626	\$4,331,626	\$5,033,499	\$5,033,499
Neighborhood Retailers	\$165,371,039	\$8,601	\$103,228,969	\$62,142,070	\$154,479,325	\$51,250,356	\$179,510,314	\$76,281,345
Supermarket, Grocery -44511	\$86,905,852	\$4,520	\$48,461,847	\$38,444,005	\$81,182,034	\$32,720,187	\$94,336,329	\$45,874,482
Pharmacies and Drug Stores-44611	\$38,474,672	\$2,001	\$28,318,519	\$10,156,153	\$35,940,642	\$7,622,123	\$41,764,268	\$13,445,749
Convenience Stores-44512	\$4,466,567	\$232	\$17,364,238	(\$12,897,671)	\$4,172,389	(\$13,191,849)	\$4,848,460	(\$12,515,778)
Specialty Food Stores-4452	\$2,938,484	\$153	\$175,961	\$2,762,523	\$2,744,949	\$2,568,988	\$3,189,725	\$3,013,764
Beer, Wine and Liquor Stores-4453	\$6,862,416	\$357	\$0	\$6,862,416	\$6,410,442	\$6,410,442	\$7,449,155	\$7,449,155
Optical Goods Stores-44613	\$1,535,287	\$80	\$711,997	\$823,290	\$1,434,169	\$722,172	\$1,666,555	\$954,558
Other Health and Personal Care Stores-44619	\$2,714,279	\$141	\$293,668	\$2,420,611	\$2,535,510	\$2,241,842	\$2,946,351	\$2,652,683
Paint and Wallpaper Stores-44412	\$1,459,172	\$76	\$0	\$1,459,172	\$1,363,068	\$1,363,068	\$1,583,932	\$1,583,932
Hardware Stores-44413	\$5,453,879	\$284	\$0	\$5,453,879	\$5,094,674	\$5,094,674	\$5,920,187	\$5,920,187
Florists-4531	\$1,455,111	\$76	\$315,955	\$1,139,156	\$1,359,274	\$1,043,319	\$1,579,523	\$1,263,568
Other Miscellaneous Store Retailers-4539	\$9,332,321	\$485	\$5,245,745	\$4,086,576	\$8,717,673	\$3,471,928	\$10,130,237	\$4,884,492
Gift, Novelty and Souvenir Stores-45322	\$3,772,999	\$196	\$2,341,039	\$1,431,960	\$3,524,501	\$1,183,462	\$4,095,592	\$1,754,553
TOTALS	\$437,936,759	\$22,776	\$179,987,141	\$257,949,618	\$409,093,244	\$229,106,103	\$475,380,489	\$295,393,348

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Retail Categories	2008 Expenditures	Claritas Estimates			MWCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Roslyn/Ballston								
Major Comparison Retailers	\$244,582,388	\$7,604	\$194,132,112	\$50,450,276	\$268,670,312	\$74,538,200	\$324,439,507	\$130,307,395
Department Stores Excluding Leased Departments-4521	\$92,789,871	\$2,885	\$65,223,146	\$27,566,725	\$101,928,368	\$36,705,222	\$123,086,132	\$57,862,986
Radio, Television, Electronics Stores-443112	\$23,907,693	\$743	\$8,169,032	\$15,738,661	\$26,262,264	\$18,093,232	\$31,713,650	\$23,544,618
Household Appliances Stores-443111	\$5,403,809	\$168	\$342,790	\$5,061,019	\$5,936,008	\$5,593,218	\$7,168,174	\$6,825,384
Computer and Software Stores-44312	\$9,000,106	\$280	\$12,637,592	(\$3,637,486)	\$9,886,490	(\$2,751,102)	\$11,938,676	(\$698,916)
Office Supplies, Stationery Stores-45321	\$10,190,521	\$317	\$15,642,858	(\$5,452,337)	\$11,194,144	(\$4,448,714)	\$13,517,767	(\$2,125,091)
Home Furnishing Stores-4422	\$17,286,144	\$537	\$58,492,357	(\$41,206,213)	\$18,988,586	(\$39,503,771)	\$22,930,139	(\$35,562,218)
Furniture Stores-4421	\$24,522,642	\$762	\$11,597,170	\$12,925,472	\$26,937,777	\$15,340,607	\$32,529,382	\$20,932,212
Home Centers-44411	\$42,031,447	\$1,307	\$0	\$42,031,447	\$46,170,953	\$46,170,953	\$55,754,881	\$55,754,881
Sporting Goods Stores-45111	\$12,007,001	\$373	\$10,657,432	\$1,349,569	\$13,189,522	\$2,532,090	\$15,927,334	\$5,269,902
Book Stores-451211	\$7,443,154	\$231	\$11,369,735	(\$3,926,581)	\$8,176,200	(\$3,193,535)	\$9,873,373	(\$1,496,362)
In-Line Comparison Retailers	\$103,262,085	\$3,210	\$95,427,748	\$7,834,337	\$113,431,948	\$18,004,200	\$136,977,565	\$41,549,817
Clothing Stores-4481	\$59,002,118	\$1,834	\$65,668,850	(\$6,666,732)	\$64,812,997	(\$855,853)	\$78,266,543	\$12,597,693
Shoe Stores-4482	\$9,664,671	\$300	\$10,002,805	(\$338,134)	\$10,616,505	\$613,700	\$12,820,224	\$2,817,419
Jewelry Stores-44831	\$16,359,013	\$509	\$11,579,396	\$4,779,617	\$17,970,146	\$6,390,750	\$12,700,296	\$10,120,900
Luggage and Leather Goods Stores-44832	\$1,134,458	\$35	\$42,526	\$1,091,932	\$1,246,186	\$1,203,660	\$1,504,863	\$1,462,337
Camera and Photographic Equipment Stores-44313	\$1,585,543	\$49	\$458,965	\$1,126,578	\$1,741,697	\$1,282,732	\$2,103,229	\$1,644,264
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$2,499,724	\$78	\$1,688,226	\$811,498	\$2,745,912	\$1,057,686	\$3,315,894	\$1,627,668
Hobby, Toys & Games Stores-45112	\$6,536,646	\$203	\$3,152,663	\$3,383,983	\$7,180,414	\$4,027,751	\$8,670,887	\$5,518,224
Sew/Needlework/Piece Goods Stores-45113	\$1,436,145	\$45	\$0	\$1,436,145	\$1,577,585	\$1,577,585	\$1,905,052	\$1,905,052
Musical Instrument and Supplies Stores-45114	\$2,107,171	\$66	\$844,668	\$1,262,503	\$2,314,698	\$1,470,030	\$2,795,171	\$1,950,503
Prerecorded Tapes, CDs, Record Stores-45122	\$2,936,596	\$91	\$1,989,649	\$946,947	\$3,225,809	\$1,236,160	\$3,895,406	\$1,905,757
Food & Beverage	\$163,256,335	\$5,076	\$220,458,914	(\$57,202,579)	\$179,334,787	(\$41,124,127)	\$216,560,176	(\$3,898,738)
Full-Service Restaurants-7221	\$82,550,962	\$2,566	\$102,565,013	(\$20,014,051)	\$90,681,070	(\$11,883,943)	\$109,504,178	\$6,939,165
Limited Service Eating Places-7222	\$70,876,248	\$2,204	\$107,965,748	(\$37,089,500)	\$77,856,561	(\$30,109,187)	\$94,017,624	(\$13,948,124)
Drinking Places Alcoholic Beverages-7224	\$9,829,125	\$306	\$9,928,153	(\$99,028)	\$10,797,156	\$869,003	\$13,038,373	\$3,110,220
Neighborhood Retailers	\$268,420,886	\$8,345	\$371,778,496	(\$103,357,610)	\$294,856,567	(\$76,921,929)	\$356,061,369	(\$15,717,127)
Supermarket, Grocery -44511	\$133,745,581	\$4,158	\$212,008,357	(\$78,262,776)	\$146,917,639	(\$65,090,718)	\$177,414,043	(\$34,594,314)
Pharmacies and Drug Stores-44611	\$63,134,078	\$1,963	\$61,693,920	\$1,440,158	\$69,351,897	\$7,657,977	\$83,747,605	\$22,053,685
Convenience Stores-44512	\$7,227,269	\$225	\$19,721,118	(\$12,493,849)	\$7,939,053	(\$11,782,065)	\$9,587,001	(\$10,134,117)
Specialty Food Stores-4452	\$4,374,143	\$136	\$11,613,416	(\$7,239,273)	\$4,804,935	(\$6,808,481)	\$5,802,318	(\$5,811,098)
Beer, Wine and Liquor Stores-4453	\$12,911,212	\$401	\$9,440,635	\$3,470,577	\$14,182,785	\$4,742,150	\$17,126,774	\$7,686,139
Optical Goods Stores-44613	\$2,731,389	\$85	\$3,192,138	(\$460,749)	\$3,000,392	(\$191,746)	\$3,623,198	\$431,060
Other Health and Personal Care Stores-44619	\$4,349,906	\$135	\$1,286,543	\$3,063,363	\$4,778,311	\$3,491,768	\$5,770,168	\$4,483,625
Paint and Wallpaper Stores-44412	\$2,518,176	\$78	\$1,275,001	\$1,243,175	\$2,766,181	\$1,491,180	\$3,340,370	\$2,065,369
Hardware Stores-44413	\$9,650,622	\$300	\$0	\$9,650,622	\$10,601,073	\$10,601,073	\$12,801,588	\$12,801,588
Florists-4531	\$2,694,412	\$84	\$3,109,490	(\$415,078)	\$2,959,774	(\$149,716)	\$3,574,148	\$464,658
Other Miscellaneous Store Retailers-4539	\$17,361,275	\$540	\$15,273,156	\$2,088,119	\$19,071,116	\$3,797,960	\$23,029,800	\$7,756,644
Gift, Novelty and Souvenir Stores-45322	\$7,722,823	\$240	\$33,164,722	(\$25,441,899)	\$8,483,412	(\$24,681,310)	\$10,244,355	(\$22,920,367)
TOTALS	\$779,521,694	\$24,235	\$881,797,270	(\$102,275,576)	\$856,293,614	(\$25,503,656)	\$1,034,038,617	\$152,241,347

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Far Western Alexandria	Claritas Estimates				MWCOG HH Estimates			
	Retail Categories	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures
Major Comparison Retailers	\$127,960,412	\$7,015	\$106,087,257	\$21,873,155	\$114,009,640	\$7,922,383	\$117,640,798	\$11,553,541
Department Stores Excluding Leased Departments-4521	\$50,150,949	\$2,750	\$33,039,901	\$17,111,048	\$44,683,286	\$11,643,385	\$46,106,429	\$13,066,528
Radio, Television, Electronics Stores-443112	\$12,166,392	\$667	\$18,120,506	(\$5,954,114)	\$10,839,962	(\$7,280,544)	\$11,185,210	(\$6,935,296)
Household Appliances Stores-443111	\$2,871,654	\$157	\$2,784,201	\$87,453	\$2,558,574	(\$225,627)	\$2,640,064	(\$144,137)
Computer and Software Stores-44312	\$4,500,885	\$247	\$8,205,434	(\$3,704,549)	\$4,010,180	(\$4,195,254)	\$4,137,902	(\$4,067,532)
Office Supplies, Stationery Stores-45321	\$4,846,694	\$266	\$4,482,094	\$364,600	\$4,318,287	(\$163,807)	\$4,455,823	(\$26,271)
Home Furnishing Stores-4422	\$8,665,278	\$475	\$11,029,281	(\$2,364,003)	\$7,720,554	(\$3,308,727)	\$7,966,450	(\$3,062,831)
Furniture Stores-4421	\$12,010,487	\$658	\$24,856,128	(\$12,845,641)	\$10,701,054	(\$14,155,074)	\$11,041,878	(\$13,814,250)
Home Centers-44411	\$23,521,733	\$1,290	\$0	\$23,521,733	\$20,957,297	\$20,957,297	\$21,624,777	\$21,624,777
Sporting Goods Stores-45111	\$5,911,725	\$324	\$1,626,542	\$4,285,183	\$5,267,204	\$3,640,662	\$5,434,963	\$3,808,421
Book Stores-451211	\$3,314,615	\$182	\$1,943,170	\$1,371,445	\$2,953,242	\$1,010,072	\$3,047,301	\$1,104,131
In-Line Comparison Retailers	\$54,092,928	\$2,966	\$15,725,196	\$38,367,732	\$48,195,494	\$32,470,298	\$49,730,499	\$34,005,303
Clothing Stores-4481	\$31,773,040	\$1,742	\$8,284,968	\$23,488,072	\$28,309,012	\$20,024,044	\$29,210,642	\$20,925,674
Shoe Stores-4482	\$5,646,811	\$310	\$627,877	\$5,018,934	\$5,031,172	\$4,403,295	\$5,191,413	\$4,563,536
Jewelry Stores-44831	\$7,117,022	\$390	\$925,584	\$6,191,438	\$6,341,095	\$5,415,511	\$6,543,056	\$5,617,472
Luggage and Leather Goods Stores-44832	\$536,302	\$29	\$0	\$536,302	\$477,832	\$477,832	\$493,051	\$493,051
Camera and Photographic Equipment Stores-44313	\$818,728	\$45	\$1,901,817	(\$1,083,089)	\$729,467	(\$1,172,350)	\$752,700	(\$1,149,117)
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$1,473,048	\$81	\$0	\$1,473,048	\$1,312,450	\$1,312,450	\$1,354,251	\$1,354,251
Hobby, Toys & Games Stores-45112	\$3,412,235	\$187	\$1,608,657	\$1,803,578	\$3,040,219	\$1,431,562	\$3,137,049	\$1,528,392
Sew/Needlework/Piece Goods Stores-45113	\$756,730	\$41	\$302,207	\$454,523	\$674,228	\$372,021	\$695,702	\$393,495
Musical Instrument and Supplies Stores-45114	\$1,072,518	\$59	\$1,633,902	(\$561,384)	\$955,588	(\$678,314)	\$986,023	(\$647,879)
Prerecorded Tapes, CDs, Record Stores-45122	\$1,486,494	\$81	\$440,184	\$1,046,310	\$1,324,430	\$884,246	\$1,366,613	\$926,429
Food & Beverage	\$81,168,384	\$4,450	\$24,765,636	\$56,402,748	\$72,319,072	\$47,553,436	\$74,622,403	\$49,856,767
Full-Service Restaurants-7221	\$40,854,871	\$2,240	\$8,562,166	\$32,292,705	\$36,400,705	\$27,838,539	\$37,560,051	\$28,997,885
Limited Service Eating Places-7222	\$35,884,521	\$1,967	\$16,203,470	\$19,681,051	\$31,972,243	\$15,768,773	\$32,990,545	\$16,787,075
Drinking Places Alcoholic Beverages-7224	\$4,428,992	\$243	\$0	\$4,428,992	\$3,946,125	\$3,946,125	\$4,071,807	\$4,071,807
Neighborhood Retailers	\$157,058,139	\$8,611	\$116,385,509	\$40,672,630	\$139,935,013	\$23,549,504	\$144,391,882	\$28,006,373
Supermarket, Grocery -44511	\$81,740,482	\$4,481	\$51,805,519	\$29,934,963	\$72,828,798	\$21,023,279	\$75,148,363	\$23,342,844
Pharmacies and Drug Stores-44611	\$36,938,347	\$2,025	\$15,537,446	\$21,400,901	\$32,911,176	\$17,373,730	\$33,959,383	\$18,421,937
Convenience Stores-44512	\$4,170,753	\$229	\$28,972,727	(\$24,801,974)	\$3,716,040	(\$25,256,687)	\$3,834,395	(\$25,138,332)
Specialty Food Stores-4452	\$2,756,048	\$151	\$14,453	\$2,741,595	\$2,455,572	\$2,441,119	\$2,533,781	\$2,519,328
Beer, Wine and Liquor Stores-4453	\$6,519,216	\$357	\$11,441,731	(\$4,922,515)	\$5,808,464	(\$5,633,267)	\$5,993,461	(\$5,448,270)
Optical Goods Stores-44613	\$1,519,725	\$83	\$930,449	\$589,276	\$1,354,038	\$423,589	\$1,397,164	\$466,715
Other Health and Personal Care Stores-44619	\$2,602,839	\$143	\$1,055,283	\$1,547,556	\$2,319,067	\$1,263,784	\$2,392,928	\$1,337,645
Paint and Wallpaper Stores-44412	\$1,441,805	\$79	\$2,345,046	(\$903,241)	\$1,284,613	(\$1,060,433)	\$1,325,528	(\$1,019,518)
Hardware Stores-44413	\$5,270,650	\$289	\$0	\$5,270,650	\$4,696,022	\$4,696,022	\$4,845,588	\$4,845,588
Florists-4531	\$1,446,861	\$79	\$313,200	\$1,133,661	\$1,289,118	\$975,918	\$1,330,176	\$1,016,976
Other Miscellaneous Store Retailers-4539	\$8,979,993	\$492	\$3,583,579	\$5,396,414	\$8,000,957	\$4,417,378	\$8,255,784	\$4,672,205
Gift, Novelty and Souvenir Stores-45322	\$3,671,420	\$201	\$386,076	\$3,285,344	\$3,271,147	\$2,885,071	\$3,375,331	\$2,989,255
TOTALS	\$420,279,863	\$23,042	\$262,963,598	\$157,316,265	\$374,459,220	\$111,495,622	\$386,385,582	\$123,421,984

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Retail Categories	2008 Expenditures	Claritas Estimates			MWCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$73,271,579	\$7,353	\$178,017,209	(\$104,745,630)	\$83,128,867	(\$94,888,342)	\$91,837,634	(\$86,179,575)
Department Stores Excluding Leased Departments-4521	\$28,248,926	\$2,835	\$23,568,127	\$4,680,799	\$32,049,278	\$8,481,151	\$35,406,832	\$11,838,705
Radio, Television, Electronics Stores-443112	\$6,726,972	\$675	\$38,725,139	(\$31,998,167)	\$7,631,957	(\$31,093,182)	\$8,431,498	(\$30,293,641)
Household Appliances Stores-443111	\$1,632,085	\$164	\$9,093,378	(\$7,461,293)	\$1,851,651	(\$7,241,727)	\$2,045,634	(\$7,047,744)
Computer and Software Stores-44312	\$2,462,682	\$247	\$7,064,910	(\$4,602,228)	\$2,793,989	(\$4,270,921)	\$3,086,693	(\$3,978,217)
Office Supplies, Stationery Stores-45321	\$2,678,889	\$269	\$6,487,241	(\$3,808,352)	\$3,039,282	(\$3,447,959)	\$3,357,684	(\$3,129,557)
Home Furnishing Stores-4422	\$5,074,125	\$509	\$14,774,726	(\$9,700,601)	\$5,756,751	(\$9,017,975)	\$6,359,842	(\$8,414,884)
Furniture Stores-4421	\$6,785,986	\$681	\$40,579,595	(\$33,793,609)	\$7,698,911	(\$32,880,684)	\$8,505,466	(\$32,074,129)
Home Centers-44411	\$14,607,405	\$1,466	\$0	\$14,607,405	\$16,572,552	\$16,572,552	\$18,308,729	\$18,308,729
Sporting Goods Stores-45111	\$3,260,164	\$325	\$22,870,428	(\$19,610,264)	\$3,698,757	(\$19,171,671)	\$4,086,247	(\$18,784,181)
Book Stores-451211	\$1,794,345	\$180	\$14,853,665	(\$13,059,320)	\$2,035,740	(\$12,817,925)	\$2,249,008	(\$12,604,657)
In-Line Comparison Retailers	\$29,948,811	\$3,005	\$106,460,604	(\$76,511,793)	\$33,977,850	(\$72,482,754)	\$37,537,446	(\$68,923,158)
Clothing Stores-4481	\$17,569,611	\$1,763	\$74,228,614	(\$56,659,003)	\$19,933,266	(\$54,295,348)	\$22,021,519	(\$52,207,095)
Shoe Stores-4482	\$3,158,581	\$317	\$10,924,797	(\$7,766,216)	\$3,583,508	(\$7,341,289)	\$3,958,924	(\$6,965,873)
Jewelry Stores-44831	\$3,931,191	\$394	\$4,627,927	(\$696,736)	\$4,460,057	(\$167,870)	\$4,927,303	\$299,376
Luggage and Leather Goods Stores-44832	\$293,933	\$29	\$0	\$293,933	\$333,476	\$333,476	\$368,412	\$368,412
Camera and Photographic Equipment Stores-44313	\$439,488	\$44	\$0	\$439,488	\$498,613	\$498,613	\$550,848	\$550,848
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$863,336	\$87	\$0	\$863,336	\$979,481	\$979,481	\$1,082,094	\$1,082,094
Hobby, Toys & Games Stores-45112	\$1,900,744	\$191	\$12,138,151	(\$10,237,407)	\$2,156,453	(\$9,981,698)	\$2,382,368	(\$9,755,783)
Sew/Needlework/Piece Goods Stores-45113	\$424,068	\$43	\$993,106	(\$569,038)	\$481,118	(\$511,988)	\$531,521	(\$461,585)
Musical Instrument and Supplies Stores-45114	\$591,200	\$59	\$3,548,009	(\$2,956,809)	\$670,735	(\$2,877,274)	\$741,002	(\$2,807,007)
Prerecorded Tapes, CDs, Record Stores-45122	\$776,659	\$78	\$0	\$776,659	\$881,144	\$881,144	\$973,454	\$973,454
Food & Beverage	\$44,757,903	\$4,492	\$81,027,028	(\$36,269,125)	\$50,779,222	(\$30,247,806)	\$56,098,967	(\$24,928,061)
Full-Service Restaurants-7221	\$22,516,280	\$2,260	\$56,408,605	(\$33,892,325)	\$25,545,414	(\$30,863,191)	\$28,221,609	(\$28,186,996)
Limited Service Eating Places-7222	\$19,826,481	\$1,990	\$24,618,423	(\$4,791,942)	\$22,493,755	(\$2,124,668)	\$24,850,251	\$231,828
Drinking Places Alcoholic Beverages-7224	\$2,415,142	\$242	\$0	\$2,415,142	\$2,740,053	\$2,740,053	\$3,027,107	\$3,027,107
Neighborhood Retailers	\$90,426,622	\$9,074	\$223,247,619	(\$132,820,997)	\$102,591,793	(\$120,655,826)	\$113,339,539	(\$109,908,080)
Supermarket, Grocery -44511	\$47,022,509	\$4,719	\$179,493,791	(\$132,471,282)	\$53,348,487	(\$126,145,304)	\$58,937,395	(\$120,556,396)
Pharmacies and Drug Stores-44611	\$21,512,455	\$2,159	\$17,772,527	\$3,739,928	\$24,406,544	\$6,634,017	\$26,963,428	\$9,190,901
Convenience Stores-44512	\$2,333,453	\$234	\$8,403,128	(\$6,069,675)	\$2,647,374	(\$5,755,754)	\$2,924,719	(\$5,478,409)
Specialty Food Stores-4452	\$1,597,374	\$160	\$950,289	\$647,085	\$1,812,270	\$861,981	\$2,002,128	\$1,051,839
Beer, Wine and Liquor Stores-4453	\$3,643,731	\$366	\$4,692,497	(\$1,048,766)	\$4,133,925	(\$558,572)	\$4,567,005	(\$125,492)
Optical Goods Stores-44613	\$860,472	\$86	\$569,635	\$290,837	\$976,232	\$406,597	\$1,078,504	\$508,869
Other Health and Personal Care Stores-44619	\$1,526,498	\$153	\$1,917,766	(\$391,268)	\$1,731,859	(\$185,907)	\$1,913,293	(\$4,473)
Paint and Wallpaper Stores-44412	\$930,145	\$93	\$1,602,840	(\$672,695)	\$1,055,278	(\$547,562)	\$1,165,832	(\$437,008)
Hardware Stores-44413	\$3,136,223	\$315	\$0	\$3,136,223	\$3,558,142	\$3,558,142	\$3,930,901	\$3,930,901
Florists-4531	\$836,892	\$84	\$62,639	\$774,253	\$949,480	\$886,841	\$1,048,949	\$986,310
Other Miscellaneous Store Retailers-4539	\$4,987,074	\$500	\$2,837,060	\$2,150,014	\$5,657,989	\$2,820,929	\$6,250,733	\$3,413,673
Gift, Novelty and Souvenir Stores-45322	\$2,039,796	\$205	\$4,945,447	(\$2,905,651)	\$2,314,212	(\$2,631,235)	\$2,556,653	(\$2,388,794)
TOTALS	\$238,404,915	\$23,924	\$588,752,460	(\$350,347,545)	\$270,477,733	(\$318,274,727)	\$298,813,586	(\$289,938,874)

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Retail Categories	2008 Expenditures	Claritas Estimates			MWCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$105,436,999	\$10,125	\$24,751,709	\$80,685,290	\$115,962,475	\$91,210,766	\$124,430,643	\$99,678,934
Department Stores Excluding Leased Departments-4521	\$36,911,911	\$3,544	\$6,952,566	\$29,959,345	\$40,596,722	\$33,644,156	\$43,561,301	\$36,608,735
Radio, Television, Electronics Stores-443112	\$8,807,554	\$846	\$0	\$8,807,554	\$9,686,787	\$9,686,787	\$10,394,165	\$10,394,165
Household Appliances Stores-443111	\$2,358,719	\$226	\$3,479,288	(\$1,120,569)	\$2,594,183	(\$885,105)	\$2,783,624	(\$695,664)
Computer and Software Stores-44312	\$3,304,177	\$317	\$4,771,459	(\$1,467,282)	\$3,634,024	(\$1,137,435)	\$3,899,398	(\$872,061)
Office Supplies, Stationery Stores-45321	\$3,724,169	\$358	\$2,241,048	\$1,483,121	\$4,095,942	\$1,854,894	\$4,395,049	\$2,154,001
Home Furnishing Stores-4422	\$8,247,302	\$792	\$5,158,109	\$3,089,193	\$9,070,607	\$9,732,988	\$9,732,988	\$4,574,879
Furniture Stores-4421	\$9,721,399	\$933	\$2,039,920	\$7,681,479	\$10,691,859	\$8,651,939	\$11,472,632	\$9,432,712
Home Centers-44411	\$25,351,426	\$2,434	\$0	\$25,351,426	\$27,882,187	\$27,882,187	\$29,918,286	\$29,918,286
Sporting Goods Stores-45111	\$4,551,035	\$437	\$0	\$4,551,035	\$5,005,352	\$5,005,352	\$5,370,868	\$5,370,868
Book Stores-451211	\$2,459,307	\$236	\$109,319	\$2,349,988	\$2,704,813	\$2,595,494	\$2,902,332	\$2,793,013
In-Line Comparison Retailers	\$39,564,485	\$3,799	\$25,816,253	\$13,748,232	\$43,514,095	\$17,697,842	\$46,691,715	\$20,875,462
Clothing Stores-4481	\$22,929,500	\$2,202	\$21,966,031	\$963,469	\$25,218,487	\$3,252,456	\$27,060,069	\$5,094,038
Shoe Stores-4482	\$3,817,325	\$367	\$195,614	\$3,621,711	\$4,198,398	\$4,002,784	\$4,504,986	\$4,309,372
Jewelry Stores-44831	\$5,821,790	\$559	\$925,584	\$4,896,206	\$6,402,963	\$5,477,379	\$6,870,540	\$5,944,956
Luggage and Leather Goods Stores-44832	\$426,393	\$41	\$0	\$426,393	\$468,959	\$468,959	\$503,204	\$503,204
Camera and Photographic Equipment Stores-44313	\$613,958	\$59	\$0	\$613,958	\$675,248	\$675,248	\$724,558	\$724,558
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$977,238	\$94	\$530,214	\$447,024	\$1,074,793	\$544,579	\$1,153,280	\$623,066
Hobby, Toys & Games Stores-45112	\$2,631,768	\$253	\$459,617	\$2,172,151	\$2,894,490	\$2,434,873	\$3,105,860	\$2,646,243
Sew/Needlework/Piece Goods Stores-45113	\$595,386	\$57	\$638,666	(\$43,280)	\$654,822	\$16,156	\$702,640	\$63,974
Musical Instrument and Supplies Stores-45114	\$756,018	\$73	\$1,100,527	(\$344,509)	\$831,489	(\$269,038)	\$892,209	(\$208,318)
Prerecorded Tapes, CDs, Record Stores-45122	\$995,109	\$96	\$0	\$995,109	\$1,094,448	\$1,094,448	\$1,174,370	\$1,174,370
Food & Beverage	\$55,233,842	\$5,304	\$40,318,085	\$14,915,757	\$60,747,679	\$20,429,594	\$65,183,783	\$24,865,698
Full-Service Restaurants-7221	\$27,850,781	\$2,674	\$29,661,110	(\$1,810,329)	\$30,631,045	\$969,935	\$32,867,880	\$3,206,770
Limited Service Eating Places-7222	\$24,233,125	\$2,327	\$10,656,975	\$13,576,150	\$26,652,249	\$15,995,274	\$28,598,531	\$17,941,556
Drinking Places Alcoholic Beverages-7224	\$3,149,936	\$302	\$0	\$3,149,936	\$3,464,385	\$3,464,385	\$3,717,372	\$3,717,372
Neighborhood Retailers	\$106,832,417	\$10,259	\$74,284,166	\$32,548,251	\$117,497,193	\$43,213,027	\$126,077,435	\$51,793,269
Supermarket, Grocery -44511	\$53,133,284	\$5,102	\$55,356,979	(\$2,223,695)	\$58,437,429	\$3,080,450	\$62,704,826	\$7,347,847
Pharmacies and Drug Stores-44611	\$24,579,051	\$2,360	\$7,965,258	\$16,613,793	\$27,032,708	\$19,067,450	\$29,006,773	\$21,041,515
Convenience Stores-44512	\$2,722,140	\$261	\$6,302,077	(\$3,579,937)	\$2,993,883	(\$3,308,194)	\$3,212,512	(\$3,089,565)
Specialty Food Stores-4452	\$1,756,268	\$169	\$836,112	\$920,156	\$1,931,591	\$1,095,479	\$2,072,646	\$1,236,534
Beer, Wine and Liquor Stores-4453	\$4,413,843	\$424	\$0	\$4,413,843	\$4,854,464	\$4,854,464	\$5,208,962	\$5,208,962
Optical Goods Stores-44613	\$1,148,633	\$110	\$923,014	\$225,619	\$1,263,298	\$1,355,550	\$432,536	\$432,536
Other Health and Personal Care Stores-44619	\$1,703,131	\$164	\$0	\$1,703,131	\$1,873,150	\$1,873,150	\$2,009,937	\$2,009,937
Paint and Wallpaper Stores-44412	\$1,614,075	\$155	\$922,466	\$691,609	\$1,775,204	\$852,738	\$1,904,838	\$982,372
Hardware Stores-44413	\$5,044,693	\$484	\$0	\$5,044,693	\$5,548,290	\$5,548,290	\$5,953,455	\$5,953,455
Florists-4531	\$1,221,189	\$117	\$250,560	\$970,629	\$1,343,097	\$1,092,537	\$1,441,177	\$1,190,617
Other Miscellaneous Store Retailers-4539	\$6,642,234	\$638	\$1,057,485	\$5,584,749	\$7,305,309	\$6,247,824	\$7,838,780	\$6,781,295
Gift, Novelty and Souvenir Stores-45322	\$2,853,876	\$274	\$670,215	\$2,183,661	\$3,138,770	\$2,468,555	\$3,367,979	\$2,697,764
TOTALS	\$307,067,743	\$29,486	\$165,170,213	\$141,897,530	\$337,721,442	\$172,551,229	\$362,383,576	\$197,213,363

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Huntington Retail Categories	Claritas Estimates				MWCOG HH Estimates			
	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$70,766,442	\$10,806	\$69,311,005	\$1,455,437	\$92,697,664	\$23,386,659	\$101,238,478	\$31,927,473
Department Stores Excluding Leased Departments-4521	\$26,968,105	\$4,118	\$47,706,987	(\$20,738,882)	\$35,325,788	(\$12,381,199)	\$38,580,573	(\$9,126,414)
Radio, Television, Electronics Stores-443112	\$6,806,835	\$1,039	\$3,552,766	\$3,254,069	\$8,916,341	\$5,363,575	\$9,737,859	\$6,185,093
Household Appliances Stores-443111	\$1,565,263	\$239	\$0	\$1,565,263	\$2,050,354	\$2,050,354	\$2,239,265	\$2,239,265
Computer and Software Stores-44312	\$2,563,095	\$391	\$1,473,227	\$1,089,868	\$3,357,424	\$1,884,197	\$3,666,764	\$2,193,537
Office Supplies, Stationery Stores-45321	\$2,895,887	\$442	\$10,373,943	(\$7,478,056)	\$3,793,351	(\$6,580,592)	\$4,142,856	(\$6,231,087)
Home Furnishing Stores-4422	\$5,037,435	\$769	\$1,387,955	\$3,649,480	\$6,598,586	\$5,210,631	\$7,206,555	\$5,818,600
Furniture Stores-4421	\$7,037,136	\$1,075	\$917,045	\$6,120,091	\$9,218,014	\$8,300,969	\$10,067,327	\$9,150,282
Home Centers-44411	\$12,492,562	\$1,908	\$0	\$12,492,562	\$16,364,131	\$16,364,131	\$17,871,860	\$17,871,860
Sporting Goods Stores-45111	\$3,391,080	\$518	\$2,311,297	\$1,079,783	\$4,442,009	\$4,851,279	\$4,851,279	\$2,539,982
Book Stores-451211	\$2,009,044	\$307	\$1,587,785	\$421,259	\$2,631,667	\$1,043,882	\$2,874,139	\$1,286,354
In-Line Comparison Retailers	\$29,512,853	\$4,506	\$43,093,840	(\$13,580,987)	\$38,659,179	(\$4,434,661)	\$42,221,090	(\$872,750)
Clothing Stores-4481	\$16,869,897	\$2,576	\$24,809,169	(\$7,939,272)	\$22,098,045	(\$2,711,124)	\$24,134,076	(\$675,093)
Shoe Stores-4482	\$2,809,207	\$429	\$7,316,476	(\$4,507,269)	\$3,679,808	(\$3,636,668)	\$4,018,852	(\$3,297,624)
Jewelry Stores-44831	\$4,593,356	\$701	\$5,943,619	(\$1,350,263)	\$6,016,883	\$73,264	\$6,571,256	\$627,637
Luggage and Leather Goods Stores-44832	\$322,037	\$49	\$41,474	\$280,563	\$421,839	\$380,365	\$460,706	\$419,232
Camera and Photographic Equipment Stores-44313	\$452,016	\$69	\$279,755	\$172,261	\$592,100	\$312,345	\$646,654	\$366,899
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$779,967	\$119	\$1,213,176	(\$433,209)	\$1,021,687	(\$191,489)	\$1,115,821	(\$97,355)
Hobby, Toys & Games Stores-45112	\$1,873,754	\$286	\$1,490,742	\$383,012	\$2,454,449	\$963,707	\$2,680,593	\$1,189,851
Sew/Needlework/Piece Goods Stores-45113	\$415,141	\$63	\$0	\$415,141	\$543,797	\$543,797	\$593,901	\$593,901
Musical Instrument and Supplies Stores-45114	\$594,206	\$91	\$506,801	\$87,405	\$778,356	\$271,555	\$850,071	\$343,270
Prerecorded Tapes, CDs, Record Stores-45122	\$803,272	\$123	\$1,492,628	(\$689,356)	\$1,052,214	(\$440,414)	\$1,149,161	(\$343,467)
Food & Beverage	\$46,279,581	\$7,067	\$62,534,848	(\$16,255,267)	\$60,622,082	(\$1,912,766)	\$66,207,573	\$3,672,725
Full-Service Restaurants-7221	\$23,385,995	\$3,571	\$20,052,008	\$3,333,987	\$30,633,547	\$10,581,539	\$33,456,007	\$13,403,999
Limited Service Eating Places-7222	\$20,138,765	\$3,075	\$42,027,192	(\$21,888,427)	\$26,379,968	(\$15,647,224)	\$28,810,519	(\$13,216,673)
Drinking Places Alcoholic Beverages-7224	\$2,754,821	\$421	\$455,648	\$2,299,173	\$3,608,567	\$3,152,919	\$3,941,047	\$3,485,399
Neighborhood Retailers	\$80,916,101	\$12,355	\$69,006,826	\$11,909,275	\$105,992,803	\$36,985,977	\$115,758,582	\$46,751,756
Supermarket, Grocery -44511	\$40,507,302	\$6,185	\$18,573,132	\$21,934,170	\$53,060,916	\$34,487,784	\$57,949,750	\$39,376,618
Pharmacies and Drug Stores-44611	\$19,519,243	\$2,980	\$24,242,728	(\$4,723,485)	\$25,568,450	\$1,325,722	\$27,924,231	\$3,681,503
Convenience Stores-44512	\$2,131,600	\$325	\$1,368,337	\$763,263	\$2,792,204	\$1,423,867	\$3,049,467	\$1,681,130
Specialty Food Stores-4452	\$1,331,659	\$203	\$2,406,849	(\$1,075,190)	\$1,744,353	(\$662,496)	\$1,905,071	(\$501,778)
Beer, Wine and Liquor Stores-4453	\$3,682,745	\$562	\$3,187,055	\$495,690	\$4,824,064	\$1,637,009	\$5,268,535	\$2,081,480
Optical Goods Stores-44613	\$811,232	\$124	\$3,069,458	(\$2,258,226)	\$1,062,641	(\$2,006,817)	\$1,160,549	(\$1,908,909)
Other Health and Personal Care Stores-44619	\$1,359,685	\$208	\$906,630	\$453,055	\$1,781,065	\$874,435	\$1,945,165	\$1,038,535
Paint and Wallpaper Stores-44412	\$771,401	\$118	\$0	\$771,401	\$1,010,466	\$1,010,466	\$1,103,566	\$1,103,566
Hardware Stores-44413	\$2,826,017	\$432	\$0	\$2,826,017	\$3,701,828	\$3,701,828	\$4,042,900	\$4,042,900
Florists-4531	\$792,507	\$121	\$793,871	(\$1,364)	\$1,038,113	\$244,242	\$1,133,761	\$339,890
Other Miscellaneous Store Retailers-4539	\$4,987,190	\$762	\$3,043,195	\$1,943,995	\$6,532,770	\$3,489,575	\$7,134,674	\$4,091,479
Gift, Novelty and Souvenir Stores-45322	\$2,195,520	\$335	\$11,415,571	(\$9,220,051)	\$2,875,933	(\$8,539,638)	\$3,140,911	(\$8,274,660)
TOTALS	\$227,474,977	\$34,734	\$243,946,519	(\$16,471,542)	\$297,971,727	\$54,025,208	\$325,425,723	\$81,479,204

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008

Route 1/Hybla Valley Retail Categories	Claritas Estimates				MWCOG HH Estimates			
	2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers	\$122,495,044	\$7,976	\$258,530,606	(\$136,035,562)	\$118,438,462	(\$140,092,144)	\$143,886,612	(\$114,643,994)
Department Stores Excluding Leased Departments-4521	\$44,969,907	\$2,928	\$62,738,412	(\$17,768,505)	\$43,480,670	(\$19,257,742)	\$52,823,097	(\$9,915,315)
Radio, Television, Electronics Stores-443112	\$10,662,847	\$694	\$11,544,605	(\$881,758)	\$10,309,733	(\$1,234,872)	\$12,524,923	\$980,318
Household Appliances Stores-443111	\$2,764,228	\$180	\$3,549,588	(\$785,360)	\$2,672,687	(\$876,901)	\$3,246,951	(\$302,637)
Computer and Software Stores-44312	\$3,912,828	\$255	\$553,827	\$3,359,001	\$3,783,250	\$3,229,423	\$4,596,133	\$4,042,306
Office Supplies, Stationery Stores-45321	\$4,333,264	\$282	\$4,953,892	(\$620,628)	\$4,189,762	(\$764,130)	\$5,089,991	\$136,099
Home Furnishing Stores-4422	\$9,014,711	\$587	\$9,462,069	(\$447,358)	\$8,716,177	(\$745,892)	\$10,588,969	\$1,126,900
Furniture Stores-4421	\$11,273,036	\$734	\$874,252	\$10,398,784	\$10,899,715	\$10,025,463	\$13,241,670	\$12,367,418
Home Centers-44411	\$27,499,969	\$1,791	\$160,910,559	(\$133,410,590)	\$26,589,272	(\$134,321,287)	\$32,302,347	(\$128,608,212)
Sporting Goods Stores-45111	\$5,220,112	\$340	\$1,890,897	\$3,329,215	\$5,047,241	\$3,156,344	\$6,131,711	\$4,240,814
Book Stores-451211	\$2,844,142	\$185	\$2,052,505	\$791,637	\$2,749,955	\$697,450	\$3,340,821	\$1,288,316
In-Line Comparison Retailers	\$47,281,600	\$3,079	\$30,075,808	\$17,205,792	\$45,715,809	\$15,640,001	\$55,538,486	\$25,462,678
Clothing Stores-4481	\$27,568,819	\$1,795	\$12,999,132	\$14,569,687	\$26,655,842	\$13,656,710	\$32,383,220	\$19,384,088
Shoe Stores-4482	\$4,797,590	\$312	\$2,302,215	\$2,495,375	\$4,638,712	\$2,336,497	\$5,635,403	\$3,333,188
Jewelry Stores-44831	\$6,455,768	\$420	\$925,584	\$5,530,184	\$6,241,977	\$5,316,393	\$7,583,152	\$6,657,568
Luggage and Leather Goods Stores-44832	\$480,624	\$31	\$147,866	\$332,758	\$464,708	\$316,842	\$564,556	\$416,690
Camera and Photographic Equipment Stores-44313	\$722,668	\$47	\$0	\$722,668	\$698,736	\$698,736	\$848,869	\$848,869
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$1,333,409	\$87	\$133,657	\$1,199,752	\$1,289,251	\$1,155,594	\$1,566,265	\$1,432,608
Hobby, Toys & Games Stores-45112	\$3,089,709	\$201	\$11,720,229	(\$8,630,520)	\$2,987,389	(\$8,732,840)	\$3,629,271	(\$8,090,958)
Sew/Needlework/Piece Goods Stores-45113	\$698,573	\$45	\$227,778	\$470,795	\$675,439	\$447,661	\$820,566	\$592,788
Musical Instrument and Supplies Stores-45114	\$916,009	\$60	\$1,619,347	(\$703,338)	\$885,674	(\$733,673)	\$1,075,974	(\$543,373)
Prerecorded Tapes, CDs, Record Stores-45122	\$1,218,431	\$79	\$0	\$1,218,431	\$1,178,081	\$1,178,081	\$1,431,208	\$1,431,208
Food & Beverage	\$69,286,015	\$4,511	\$83,462,536	(\$14,176,521)	\$66,991,519	(\$16,471,017)	\$81,385,578	(\$2,076,958)
Full-Service Restaurants-7221	\$34,878,688	\$2,271	\$55,123,437	(\$20,244,749)	\$33,723,635	(\$21,399,802)	\$40,969,627	(\$14,153,810)
Limited Service Eating Places-7222	\$30,598,001	\$1,992	\$28,339,099	\$2,258,902	\$29,584,709	\$1,245,610	\$35,941,395	\$7,602,296
Drinking Places Alcoholic Beverages-7224	\$3,809,326	\$248	\$0	\$3,809,326	\$3,683,175	\$3,683,175	\$4,474,557	\$4,474,557
Neighborhood Retailers	\$140,847,899	\$9,171	\$216,760,416	(\$75,912,517)	\$136,183,539	(\$80,576,877)	\$165,444,465	(\$51,315,951)
Supermarket, Grocery -44511	\$71,871,849	\$4,680	\$157,963,075	(\$86,091,226)	\$69,491,720	(\$88,471,355)	\$84,422,982	(\$73,540,093)
Pharmacies and Drug Stores-44611	\$33,296,475	\$2,168	\$30,038,351	\$3,258,124	\$32,193,819	\$2,155,468	\$39,111,109	\$9,072,758
Convenience Stores-44512	\$3,648,885	\$238	\$14,957,254	(\$11,308,369)	\$3,528,047	(\$11,429,207)	\$4,286,097	(\$10,671,157)
Specialty Food Stores-4452	\$2,399,667	\$156	\$439,874	\$1,959,793	\$2,320,199	\$1,880,325	\$2,818,726	\$2,378,852
Beer, Wine and Liquor Stores-4453	\$5,681,071	\$370	\$0	\$5,681,071	\$5,492,935	\$5,492,935	\$6,673,168	\$6,673,168
Optical Goods Stores-44613	\$1,382,774	\$90	\$1,606,804	(\$224,030)	\$1,336,982	(\$269,822)	\$1,624,251	\$17,447
Other Health and Personal Care Stores-44619	\$2,344,483	\$153	\$1,077,191	\$1,267,292	\$2,266,842	\$1,189,651	\$2,753,905	\$1,676,714
Paint and Wallpaper Stores-44412	\$1,770,986	\$115	\$2,595,928	(\$824,942)	\$1,712,338	(\$883,590)	\$2,080,257	(\$515,671)
Hardware Stores-44413	\$5,640,151	\$367	\$372,192	\$5,267,959	\$5,453,370	\$5,081,178	\$6,625,102	\$6,252,910
Florists-4531	\$1,420,643	\$93	\$1,628,644	(\$208,001)	\$1,373,597	(\$255,047)	\$1,668,733	\$40,089
Other Miscellaneous Store Retailers-4539	\$8,083,554	\$526	\$4,133,665	\$3,949,889	\$7,815,857	\$3,682,192	\$9,495,202	\$5,361,537
Gift, Novelty and Souvenir Stores-45322	\$3,307,361	\$215	\$1,947,438	\$1,359,923	\$3,197,833	\$1,250,395	\$3,884,932	\$1,937,494
TOTALS	\$379,910,558	\$24,737	\$588,829,366	(\$208,918,808)	\$367,329,329	(\$221,500,037)	\$446,255,142	(\$142,574,224)

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Retail Categories	2008 Expenditures	Claritas Estimates			MWCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Oxon Hill								
Major Comparison Retailers	\$65,219,666	\$6,126	\$128,685,538	(\$63,465,872)	\$73,065,385	(\$55,620,153)	\$87,679,589	(\$41,005,949)
Department Stores Excluding Leased Departments-4521	\$25,322,856	\$2,379	\$37,128,734	(\$11,805,878)	\$28,369,115	(\$8,759,619)	\$34,043,376	(\$3,085,358)
Radio, Television, Electronics Stores-443112	\$5,866,635	\$551	\$11,476,749	(\$5,610,114)	\$6,572,373	(\$4,904,376)	\$7,886,948	(\$3,589,801)
Household Appliances Stores-443111	\$1,550,984	\$146	\$0	\$1,550,984	\$1,737,562	\$1,737,562	\$2,085,102	\$2,085,102
Computer and Software Stores-44312	\$2,137,955	\$201	\$729,556	\$1,408,399	\$2,395,144	\$1,665,588	\$2,874,210	\$2,144,654
Office Supplies, Stationery Stores-45321	\$2,021,265	\$190	\$3,281,651	(\$1,260,386)	\$2,264,417	(\$1,017,234)	\$2,717,335	(\$564,316)
Home Furnishing Stores-4422	\$4,369,715	\$410	\$2,197,216	\$2,172,499	\$4,895,378	\$2,698,162	\$5,874,529	\$3,677,313
Furniture Stores-4421	\$5,713,956	\$537	\$1,905,949	\$3,808,007	\$6,401,327	\$4,495,378	\$7,681,691	\$5,775,742
Home Centers-44411	\$14,416,309	\$1,354	\$69,900,001	(\$55,483,692)	\$16,150,545	(\$53,749,456)	\$19,380,903	(\$50,519,098)
Sporting Goods Stores-45111	\$2,668,181	\$251	\$566,719	\$2,101,462	\$2,989,155	\$2,422,436	\$3,587,032	\$3,020,313
Book Stores-451211	\$1,151,810	\$108	\$1,498,963	(\$347,153)	\$1,290,369	(\$208,594)	\$1,548,463	\$49,500
In-Line Comparison Retailers	\$26,512,384	\$2,490	\$46,474,368	(\$19,961,984)	\$29,701,740	(\$16,772,628)	\$35,642,546	(\$10,831,822)
Clothing Stores-4481	\$15,851,803	\$1,489	\$26,732,668	(\$10,880,865)	\$17,758,725	(\$8,973,943)	\$21,310,743	(\$5,421,925)
Shoe Stores-4482	\$2,941,228	\$276	\$12,445,520	(\$9,504,292)	\$3,295,048	(\$9,150,472)	\$3,954,109	(\$8,491,411)
Jewelry Stores-44831	\$2,967,937	\$279	\$1,222,054	\$1,745,883	\$3,324,970	\$2,102,916	\$3,990,016	\$2,767,962
Luggage and Leather Goods Stores-44832	\$237,771	\$22	\$0	\$237,771	\$266,374	\$266,374	\$319,653	\$319,653
Camera and Photographic Equipment Stores-44313	\$403,704	\$38	\$0	\$403,704	\$452,268	\$452,268	\$542,729	\$542,729
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$803,762	\$75	\$1,300,791	(\$497,029)	\$900,452	(\$400,339)	\$1,080,556	(\$220,235)
Hobby, Toys & Games Stores-45112	\$1,684,821	\$158	\$4,773,335	(\$3,088,514)	\$1,887,500	(\$2,885,835)	\$2,265,029	(\$2,508,306)
Sew/Needlework/Piece Goods Stores-45113	\$376,156	\$35	\$0	\$376,156	\$421,406	\$421,406	\$505,694	\$505,694
Musical Instrument and Supplies Stores-45114	\$501,690	\$47	\$0	\$501,690	\$562,042	\$562,042	\$674,459	\$674,459
Prerecorded Tapes, CDs, Record Stores-45122	\$743,512	\$70	\$0	\$743,512	\$832,954	\$832,954	\$999,558	\$999,558
Food & Beverage	\$36,480,840	\$3,427	\$30,397,427	\$6,083,413	\$40,869,369	\$10,471,942	\$49,043,874	\$18,646,447
Full-Service Restaurants-7221	\$18,266,748	\$1,716	\$8,154,586	\$10,112,162	\$20,464,180	\$12,309,594	\$24,557,331	\$16,402,745
Limited Service Eating Places-7222	\$16,460,209	\$1,546	\$22,242,841	(\$5,782,632)	\$18,440,320	(\$3,802,521)	\$22,128,668	(\$114,173)
Drinking Places Alcoholic Beverages-7224	\$1,753,883	\$165	\$0	\$1,753,883	\$1,964,870	\$1,964,870	\$2,357,874	\$2,357,874
Neighborhood Retailers	\$82,496,182	\$7,749	\$110,830,241	(\$28,334,059)	\$92,420,211	(\$18,410,030)	\$110,905,679	\$75,438
Supermarket, Grocery -44511	\$43,354,742	\$4,072	\$71,880,328	(\$28,525,586)	\$48,570,180	(\$23,310,148)	\$58,284,965	(\$13,595,363)
Pharmacies and Drug Stores-44611	\$19,905,021	\$1,870	\$14,222,445	\$5,682,576	\$22,299,532	\$8,077,087	\$26,759,782	\$12,537,337
Convenience Stores-44512	\$2,125,856	\$200	\$5,766,938	(\$3,641,082)	\$2,381,590	(\$3,385,348)	\$2,857,944	(\$2,908,994)
Specialty Food Stores-4452	\$1,489,526	\$140	\$1,122,314	\$367,212	\$1,668,711	\$546,397	\$2,002,479	\$880,165
Beer, Wine and Liquor Stores-4453	\$3,013,028	\$283	\$13,012,415	(\$9,999,387)	\$3,375,486	(\$9,636,929)	\$4,050,635	(\$8,961,780)
Optical Goods Stores-44613	\$773,927	\$73	\$410,195	\$363,732	\$867,028	\$456,833	\$1,040,447	\$630,252
Other Health and Personal Care Stores-44619	\$1,426,543	\$134	\$877,077	\$549,466	\$1,598,152	\$721,075	\$1,917,807	\$1,040,730
Paint and Wallpaper Stores-44412	\$844,339	\$79	\$1,580,248	(\$735,909)	\$945,910	(\$634,338)	\$1,135,107	(\$445,141)
Hardware Stores-44413	\$3,035,699	\$285	\$0	\$3,035,699	\$3,400,884	\$3,400,884	\$4,081,113	\$4,081,113
Florists-4531	\$749,857	\$70	\$0	\$749,857	\$840,062	\$840,062	\$1,008,088	\$1,008,088
Other Miscellaneous Store Retailers-4539	\$4,252,922	\$399	\$1,891,074	\$2,361,848	\$4,764,535	\$2,873,461	\$5,717,516	\$3,826,442
Gift, Novelty and Souvenir Stores-45322	\$1,524,722	\$143	\$67,207	\$1,457,515	\$1,708,141	\$1,640,934	\$2,049,796	\$1,982,589
TOTALS	\$210,709,072	\$19,792	\$316,387,574	(\$105,678,502)	\$236,056,704	(\$80,330,870)	\$283,271,687	(\$33,115,887)

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Retail Categories	2008 Expenditures	Claritas Estimates			MWCOG HH Estimates			
		2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
SE Washington DC								
Major Comparison Retailers	\$146,914,457	\$4,480	\$12,054,145	\$134,860,312	\$153,120,230	\$141,066,085	\$170,165,945	\$158,111,800
Department Stores Excluding Leased Departments-4521	\$62,322,986	\$1,900	\$239,113	\$62,083,873	\$64,955,554	\$64,716,441	\$72,186,564	\$71,947,451
Radio, Television, Electronics Stores-443112	\$13,860,011	\$423	\$1,183,834	\$12,676,177	\$14,445,468	\$13,261,634	\$16,053,572	\$14,869,738
Household Appliances Stores-443111	\$3,541,326	\$108	\$0	\$3,541,326	\$3,690,914	\$3,690,914	\$4,101,796	\$4,101,796
Computer and Software Stores-44312	\$4,806,780	\$147	\$320,214	\$4,486,566	\$5,009,822	\$4,689,608	\$5,567,527	\$5,247,313
Office Supplies, Stationery Stores-45321	\$4,220,620	\$129	\$817,030	\$3,403,590	\$4,398,902	\$3,581,872	\$4,888,598	\$4,071,568
Home Furnishing Stores-4422	\$8,715,025	\$266	\$6,011,613	\$2,703,412	\$9,083,154	\$3,071,541	\$10,094,313	\$4,082,700
Furniture Stores-4421	\$13,026,235	\$397	\$3,377,575	\$9,648,660	\$13,576,473	\$10,198,898	\$15,087,838	\$11,710,263
Home Centers-44411	\$27,763,520	\$847	\$0	\$27,763,520	\$28,936,271	\$28,936,271	\$32,157,527	\$32,157,527
Sporting Goods Stores-45111	\$5,957,415	\$182	\$104,766	\$5,852,649	\$6,209,061	\$6,104,295	\$6,900,268	\$6,795,502
Book Stores-451211	\$2,700,539	\$82	\$0	\$2,700,539	\$2,814,612	\$2,814,612	\$3,127,941	\$3,127,941
In-Line Comparison Retailers	\$64,382,832	\$1,963	\$14,055,293	\$50,327,539	\$67,102,409	\$53,047,116	\$74,572,412	\$60,517,119
Clothing Stores-4481	\$39,259,607	\$1,197	\$7,048,581	\$32,211,026	\$40,917,961	\$33,869,380	\$45,473,048	\$38,424,467
Shoe Stores-4482	\$7,726,926	\$236	\$5,878,232	\$1,848,694	\$8,053,317	\$2,175,085	\$8,949,832	\$3,071,600
Jewelry Stores-44831	\$6,177,341	\$188	\$0	\$6,177,341	\$6,438,276	\$6,438,276	\$7,155,001	\$7,155,001
Luggage and Leather Goods Stores-44832	\$494,651	\$15	\$0	\$494,651	\$515,545	\$515,545	\$572,937	\$572,937
Camera and Photographic Equipment Stores-44313	\$921,041	\$28	\$0	\$921,041	\$959,946	\$959,946	\$1,066,810	\$1,066,810
Cosmetics, Beauty Supplies, Perfume Stores-44612	\$2,188,649	\$67	\$427,613	\$1,761,036	\$2,281,099	\$1,853,486	\$2,535,037	\$2,107,424
Hobby, Toys & Games Stores-45112	\$3,905,070	\$119	\$0	\$3,905,070	\$4,070,023	\$4,070,023	\$4,523,108	\$4,523,108
Sew/Needlework/Piece Goods Stores-45113	\$794,081	\$24	\$0	\$794,081	\$827,624	\$827,624	\$919,757	\$919,757
Musical Instrument and Supplies Stores-45114	\$1,155,034	\$35	\$418,501	\$736,533	\$1,203,823	\$785,322	\$1,337,836	\$919,335
Prerecorded Tapes, CDs, Record Stores-45122	\$1,760,432	\$54	\$282,366	\$1,478,066	\$1,834,794	\$1,552,428	\$2,039,048	\$1,756,682
Food & Beverage	\$90,940,770	\$2,773	\$26,277,632	\$64,663,138	\$94,782,174	\$68,504,542	\$105,333,555	\$79,055,923
Full-Service Restaurants-7221	\$45,409,213	\$1,385	\$11,856,281	\$33,552,932	\$47,327,331	\$35,471,050	\$52,595,924	\$40,739,643
Limited Service Eating Places-7222	\$41,469,345	\$1,265	\$14,421,351	\$27,047,994	\$43,221,040	\$28,799,689	\$48,032,511	\$33,611,160
Drinking Places Alcoholic Beverages-7224	\$4,062,212	\$124	\$0	\$4,062,212	\$4,233,803	\$4,233,803	\$4,705,120	\$4,705,120
Neighborhood Retailers	\$220,508,884	\$6,724	\$125,748,602	\$94,760,282	\$229,823,338	\$104,074,736	\$255,407,829	\$129,659,227
Supermarket, Grocery -44511	\$120,534,565	\$3,676	\$65,060,163	\$55,474,402	\$125,626,032	\$60,565,869	\$139,611,026	\$74,550,863
Pharmacies and Drug Stores-44611	\$53,897,501	\$1,644	\$36,191,156	\$17,706,345	\$56,174,170	\$19,983,014	\$62,427,615	\$26,236,459
Convenience Stores-44512	\$5,831,557	\$178	\$958,430	\$4,873,127	\$6,077,886	\$5,119,456	\$6,754,491	\$5,796,061
Specialty Food Stores-4452	\$4,191,752	\$128	\$2,672,442	\$1,519,310	\$4,368,815	\$1,696,373	\$4,855,162	\$2,182,720
Beer, Wine and Liquor Stores-4453	\$7,757,799	\$237	\$16,154,480	(\$8,396,681)	\$8,085,494	(\$8,068,986)	\$8,985,591	(\$7,168,889)
Optical Goods Stores-44613	\$1,760,361	\$54	\$788,872	\$971,489	\$1,834,720	\$1,045,848	\$1,250,993	\$1,250,993
Other Health and Personal Care Stores-44619	\$3,929,034	\$120	\$1,926,595	\$2,002,439	\$4,094,999	\$2,168,404	\$4,550,864	\$2,624,269
Paint and Wallpaper Stores-44412	\$1,623,806	\$50	\$0	\$1,623,806	\$1,692,397	\$1,692,397	\$1,880,798	\$1,880,798
Hardware Stores-44413	\$6,211,353	\$189	\$1,462,915	\$4,748,438	\$6,473,725	\$5,010,810	\$7,194,396	\$5,731,481
Florists-4531	\$1,624,035	\$50	\$180,051	\$1,443,984	\$1,692,635	\$1,512,584	\$1,881,064	\$1,701,013
Other Miscellaneous Store Retailers-4539	\$9,946,706	\$303	\$336,697	\$9,610,009	\$10,366,862	\$10,030,165	\$11,520,926	\$11,184,229
Gift, Novelty and Souvenir Stores-45322	\$3,200,415	\$98	\$16,801	\$3,183,614	\$3,335,603	\$3,318,802	\$3,706,930	\$3,690,129
TOTALS	\$522,746,943	\$15,941	\$178,135,672	\$344,611,271	\$544,828,151	\$366,692,479	\$605,479,741	\$427,344,069

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 21

**HOUSEHOLD RETAIL EXPENDITURES AND DEMAND-SUPPLY GAP ANALYSIS
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
SEPTEMBER 2008**

Southern Downtown DC	Retail Categories	Claritas Estimates			MWCOG HH Estimates				
		2008 Expenditures	2008 Avg. HH Expenditures	2008 Retail Sales Estimates	2008 Demand-Supply Gap	2008 Expenditures	2008 Demand-Supply Gap	2020 Expenditures	2020 Demand-Supply Gap
Major Comparison Retailers		\$123,802,571	\$6,380	\$126,576,127	(\$2,773,556)	\$147,501,519	\$20,925,392	\$199,892,093	\$73,315,966
Department Stores Excluding Leased Departments-4521		\$45,828,553	\$2,362	\$26,388,776	\$19,439,777	\$54,601,299	\$28,212,523	\$73,994,953	\$47,606,177
Radio, Television, Electronics Stores-443112		\$11,513,317	\$593	\$5,509,442	\$6,003,875	\$13,717,258	\$8,207,816	\$18,589,445	\$13,080,003
Household Appliances Stores-443111		\$2,875,793	\$148	\$589,112	\$2,286,681	\$3,426,293	\$2,837,181	\$4,643,266	\$4,054,154
Computer and Software Stores-44312		\$4,249,630	\$219	\$9,527,603	(\$5,277,973)	\$5,063,117	(\$4,464,486)	\$6,861,468	(\$2,666,135)
Office Supplies, Stationery Stores-45321		\$4,569,531	\$235	\$2,446,919	\$2,122,612	\$5,444,255	\$2,997,336	\$7,377,982	\$4,931,063
Home Furnishing Stores-4422		\$8,878,566	\$458	\$10,085,459	(\$1,206,893)	\$10,578,148	\$492,689	\$14,335,366	\$4,249,907
Furniture Stores-4421		\$11,889,484	\$613	\$7,211,311	\$4,678,173	\$14,165,432	\$6,954,121	\$19,196,805	\$11,985,494
Home Centers-44411		\$25,381,667	\$1,308	\$51,275,370	(\$25,893,703)	\$30,240,361	(\$21,035,009)	\$40,981,334	(\$10,294,036)
Sporting Goods Stores-45111		\$5,415,450	\$279	\$1,754,183	\$3,661,267	\$6,452,104	\$4,697,921	\$6,989,623	\$6,989,623
Book Stores-451211		\$3,200,580	\$165	\$11,787,952	(\$8,587,372)	\$3,813,252	(\$7,974,700)	\$5,167,668	(\$6,620,284)
In-Line Comparison Retailers		\$48,436,567	\$2,496	\$39,039,567	\$9,397,000	\$57,708,553	\$18,668,986	\$78,205,862	\$39,166,295
Clothing Stores-4481		\$27,634,049	\$1,424	\$28,400,576	(\$766,527)	\$32,923,906	\$4,523,330	\$44,618,039	\$16,217,463
Shoe Stores-4482		\$4,611,751	\$238	\$1,938,650	\$2,673,101	\$5,494,557	\$3,555,907	\$7,446,150	\$5,507,500
Jewelry Stores-44831		\$7,369,960	\$380	\$2,737,436	\$4,632,524	\$8,780,757	\$6,043,321	\$11,899,565	\$9,162,129
Luggage and Leather Goods Stores-44832		\$514,523	\$27	\$862,193	(\$347,670)	\$613,016	(\$249,177)	\$830,751	(\$31,442)
Camera and Photographic Equipment Stores-44313		\$750,499	\$39	\$1,709,158	(\$958,659)	\$894,164	(\$814,994)	\$1,211,758	(\$497,400)
Cosmetics, Beauty Supplies, Perfume Stores-44612		\$1,489,694	\$77	\$855,231	\$634,463	\$1,774,859	\$919,628	\$2,405,265	\$1,550,034
Hobby, Toys & Games Stores-45112		\$3,039,199	\$157	\$220,642	\$2,818,557	\$3,620,979	\$3,400,337	\$4,907,102	\$4,686,460
Sew/Needlework/Piece Goods Stores-45113		\$704,428	\$36	\$1,264,668	(\$560,240)	\$839,273	(\$425,395)	\$1,137,372	(\$127,296)
Musical Instrument and Supplies Stores-45114		\$966,672	\$50	\$1,051,013	(\$84,341)	\$1,151,718	\$100,705	\$1,560,792	\$509,779
Prerecorded Tapes, CDs, Record Stores-45122		\$1,355,792	\$70	\$0	\$1,355,792	\$1,615,325	\$1,615,325	\$2,189,067	\$2,189,067
Food & Beverage		\$76,876,783	\$3,961	\$253,711,858	(\$176,835,075)	\$91,592,947	(\$162,118,911)	\$124,125,541	(\$129,586,317)
Full-Service Restaurants-7221		\$38,815,930	\$2,000	\$82,160,880	(\$43,344,950)	\$46,246,282	(\$35,914,598)	\$62,672,345	(\$19,488,535)
Limited Service Eating Places-7222		\$33,551,142	\$1,729	\$155,964,928	(\$122,413,786)	\$39,973,681	(\$115,991,247)	\$54,171,799	(\$101,793,129)
Drinking Places Alcoholic Beverages-7224		\$4,509,711	\$232	\$15,586,050	(\$11,076,339)	\$5,372,984	(\$10,213,066)	\$7,281,396	(\$8,304,654)
Neighborhood Retailers		\$145,404,869	\$7,493	\$207,146,812	(\$61,741,943)	\$173,239,044	(\$33,907,768)	\$234,771,244	\$27,624,432
Supermarket, Grocery -44511		\$71,952,087	\$3,708	\$82,181,254	(\$10,229,167)	\$85,725,539	\$3,544,285	\$116,174,108	\$33,992,854
Pharmacies and Drug Stores-44611		\$36,725,405	\$1,892	\$81,922,998	(\$45,197,593)	\$43,755,578	(\$38,167,420)	\$59,296,976	(\$22,626,022)
Convenience Stores-44512		\$3,702,684	\$191	\$1,042,001	\$2,660,683	\$4,411,472	\$3,369,471	\$5,978,367	\$4,936,366
Specialty Food Stores-4452		\$2,377,912	\$123	\$3,716,223	(\$1,338,311)	\$2,833,105	(\$883,118)	\$3,839,386	\$123,163
Beer, Wine and Liquor Stores-4453		\$6,358,507	\$328	\$13,815,664	(\$7,457,157)	\$7,575,686	(\$6,239,978)	\$10,266,469	(\$3,549,195)
Optical Goods Stores-44613		\$1,422,934	\$73	\$3,347,678	(\$1,924,744)	\$1,695,320	(\$1,652,358)	\$2,297,475	(\$1,050,203)
Other Health and Personal Care Stores-44619		\$2,595,927	\$134	\$2,236,174	\$359,753	\$3,092,853	\$856,679	\$4,191,393	\$1,955,219
Paint and Wallpaper Stores-44412		\$1,576,614	\$81	\$702,874	\$873,740	\$1,878,418	\$1,175,544	\$2,545,607	\$1,842,733
Hardware Stores-44413		\$5,445,147	\$281	\$9,143,219	(\$3,698,072)	\$6,487,486	(\$2,655,733)	\$8,791,755	(\$351,464)
Florists-4531		\$1,438,757	\$74	\$871,079	\$567,678	\$1,714,172	\$843,093	\$2,323,022	\$1,451,943
Other Miscellaneous Store Retailers-4539		\$8,360,471	\$431	\$5,761,864	\$2,598,607	\$9,960,877	\$4,199,013	\$13,498,848	\$7,736,984
Gift, Novelty and Souvenir Stores-45322		\$3,448,424	\$178	\$2,405,784	\$1,042,640	\$4,108,540	\$1,702,756	\$5,567,838	\$3,162,054
TOTALS		\$394,520,790	\$20,330	\$626,474,364	(\$231,953,574)	\$470,042,063	(\$156,432,301)	\$636,994,739	\$10,520,375

SOURCE: RCLCO; Ixpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 22A

**RETAIL EXPENDITURES SUMMARY, 2008 (MWCOG HOUSEHOLD DATA)
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	\$532,525,044	\$824,728,963	\$96,893,961	\$111,174,566	\$150,444,454	\$150,756,651	\$166,951,248	\$123,039,433	\$268,670,312
Department Stores Excluding Leased Departments-4521	\$199,795,877	\$308,415,388	\$36,166,321	\$42,948,541	\$54,333,802	\$57,275,560	\$61,103,664	\$48,401,846	\$101,928,368
Radio, Television, Electronics Stores-443112	\$49,799,717	\$76,563,317	\$8,861,114	\$11,004,975	\$13,599,810	\$14,287,109	\$15,182,781	\$11,735,827	\$26,262,264
Home Furnishing Stores-4422	\$38,456,919	\$60,107,442	\$7,116,176	\$7,802,598	\$11,670,107	\$10,480,878	\$12,260,262	\$8,175,793	\$18,988,586
Home Centers-44411	\$102,632,244	\$157,937,293	\$19,545,942	\$17,730,783	\$30,290,845	\$28,968,929	\$34,466,149	\$22,926,810	\$46,170,953
Book Stores-451211	\$14,303,253	\$23,240,816	\$2,406,163	\$3,413,400	\$4,097,907	\$4,012,599	\$4,553,302	\$3,084,303	\$8,176,200
In-Line Comparison Retailers	\$217,954,564	\$339,469,365	\$39,773,651	\$47,424,062	\$60,046,125	\$61,579,054	\$66,608,147	\$52,184,419	\$113,431,948
Clothing Stores-4481	\$125,487,706	\$195,848,544	\$23,138,876	\$26,964,470	\$34,066,107	\$35,610,470	\$38,330,103	\$30,832,760	\$64,812,997
Food & Beverage	\$331,270,953	\$506,707,221	\$56,985,319	\$75,192,566	\$88,442,116	\$97,459,150	\$100,559,617	\$79,390,067	\$179,334,787
Full-Service Restaurants-7221	\$167,313,563	\$255,981,427	\$28,757,530	\$38,021,318	\$44,797,623	\$49,157,166	\$50,821,891	\$39,957,389	\$90,681,070
Limited Service Eating Places-7222	\$144,413,711	\$220,693,527	\$24,919,757	\$32,643,577	\$38,091,068	\$42,729,708	\$43,716,343	\$35,101,053	\$77,856,561
Drinking Places Alcoholic Beverages-7224	\$19,543,679	\$30,032,267	\$3,308,033	\$4,527,670	\$5,553,424	\$5,572,276	\$6,021,382	\$4,331,626	\$10,797,156
Neighborhood Retailers	\$593,302,444	\$896,979,315	\$105,057,893	\$127,285,980	\$150,768,946	\$178,303,895	\$178,709,569	\$154,479,325	\$294,856,567
Supermarket, Grocery -44511	\$297,902,842	\$449,881,409	\$53,611,929	\$62,805,830	\$72,721,507	\$90,491,595	\$88,838,364	\$81,182,034	\$146,917,639
Pharmacies and Drug Stores-44611	\$140,538,283	\$210,309,597	\$23,978,576	\$31,375,277	\$36,172,391	\$42,574,662	\$41,898,445	\$35,940,642	\$69,351,897
TOTALS	\$1,675,053,005	\$2,567,884,865	\$298,710,824	\$361,077,173	\$449,701,640	\$488,098,750	\$512,828,581	\$409,093,244	\$856,293,614

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern Downtown DC	MARKET AREAS
Major Comparison Retailers	\$114,009,640	\$83,128,867	\$115,962,475	\$92,697,664	\$118,438,462	\$73,065,385	\$153,120,230	\$147,501,519	\$1,965,854,867
Department Stores Excluding Leased Departments-4521	\$44,683,286	\$32,049,278	\$40,596,722	\$35,325,788	\$43,480,670	\$28,369,115	\$64,955,554	\$54,601,299	\$746,219,815
Radio, Television, Electronics Stores-443112	\$10,839,962	\$7,631,957	\$9,686,787	\$8,916,341	\$10,309,733	\$6,572,373	\$14,445,468	\$13,717,258	\$183,053,759
Home Furnishing Stores-4422	\$7,720,554	\$5,756,751	\$9,070,607	\$6,598,586	\$8,716,177	\$4,895,378	\$9,083,154	\$10,578,148	\$138,913,756
Home Centers-44411	\$20,957,297	\$16,572,552	\$27,882,187	\$16,364,131	\$26,589,272	\$16,150,545	\$28,936,271	\$30,240,361	\$383,793,025
Book Stores-451211	\$2,953,242	\$2,035,740	\$2,704,813	\$2,631,667	\$2,749,955	\$1,290,369	\$2,814,612	\$3,813,252	\$50,737,523
In-Line Comparison Retailers	\$48,195,494	\$33,977,850	\$43,514,095	\$38,659,179	\$45,715,809	\$29,701,740	\$67,102,409	\$57,708,553	\$805,622,534
Clothing Stores-4481	\$28,309,012	\$19,933,266	\$25,218,487	\$22,098,045	\$26,655,842	\$17,758,725	\$40,917,961	\$32,923,906	\$467,571,026
Food & Beverage	\$72,319,072	\$50,779,222	\$60,747,679	\$60,622,082	\$66,991,519	\$40,869,369	\$94,782,174	\$91,592,947	\$1,216,067,686
Full-Service Restaurants-7221	\$36,400,705	\$25,545,414	\$30,631,045	\$30,633,547	\$33,723,635	\$20,634,180	\$47,327,331	\$46,246,282	\$613,166,127
Limited Service Eating Places-7222	\$31,972,243	\$22,493,755	\$26,652,249	\$26,379,968	\$29,584,709	\$18,440,320	\$43,221,040	\$39,973,681	\$533,776,030
Drinking Places Alcoholic Beverages-7224	\$3,946,125	\$2,740,053	\$3,464,385	\$3,608,567	\$3,683,175	\$1,964,870	\$4,233,803	\$5,372,984	\$69,125,529
Neighborhood Retailers	\$139,935,013	\$102,591,793	\$117,497,193	\$105,992,803	\$136,183,539	\$92,420,211	\$229,823,338	\$173,239,044	\$2,287,145,109
Supermarket, Grocery -44511	\$72,828,798	\$53,348,487	\$58,437,429	\$53,060,916	\$69,491,720	\$48,570,180	\$125,626,032	\$85,725,539	\$1,163,657,999
Pharmacies and Drug Stores-44611	\$32,911,176	\$24,406,544	\$27,032,708	\$25,568,450	\$32,193,819	\$22,299,532	\$56,174,170	\$43,755,578	\$545,633,868
TOTALS	\$374,459,220	\$270,477,733	\$337,721,442	\$297,971,727	\$367,329,329	\$236,056,704	\$544,828,151	\$470,042,063	\$6,274,690,196

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 22B

**RETAIL EXPENDITURES SUMMARY, 2020 (MWCOG HOUSEHOLD DATA)
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	\$606,754,136	\$954,627,710	\$103,993,660	\$197,906,479	\$197,906,479	\$172,935,045	\$174,309,218	\$142,976,073	\$324,439,507
Department Stores Excluding Leased Departments-4521	\$227,645,584	\$356,992,283	\$38,816,331	\$71,474,961	\$71,474,961	\$65,701,589	\$63,796,659	\$56,244,618	\$123,086,132
Radio, Television, Electronics Stores-443112	\$56,741,339	\$88,622,405	\$9,510,394	\$17,890,261	\$17,890,261	\$16,388,941	\$15,851,925	\$13,637,437	\$31,713,650
Home Furnishing Stores-4422	\$43,817,459	\$69,574,651	\$7,637,598	\$15,351,778	\$15,351,778	\$12,022,761	\$12,800,603	\$9,500,554	\$22,930,139
Home Centers-44411	\$116,938,235	\$182,813,171	\$20,978,129	\$39,846,962	\$39,846,962	\$33,230,660	\$35,985,160	\$26,641,746	\$55,754,881
Book Stores-451211	\$16,296,995	\$26,901,356	\$2,582,469	\$5,390,710	\$5,390,710	\$4,602,907	\$4,753,978	\$3,584,067	\$9,873,373
In-Line Comparison Retailers	\$248,335,425	\$392,937,409	\$42,687,981	\$78,989,400	\$78,989,400	\$70,638,187	\$69,543,739	\$60,640,099	\$136,977,565
Clothing Stores-4481	\$142,979,538	\$226,695,624	\$24,834,328	\$44,813,239	\$44,813,239	\$40,849,263	\$40,019,409	\$35,828,733	\$78,266,543
Food & Beverage	\$377,447,076	\$586,516,026	\$61,160,797	\$116,343,722	\$116,343,722	\$111,796,743	\$104,991,537	\$92,254,002	\$216,560,176
Full-Service Restaurants-7221	\$190,635,534	\$296,299,723	\$30,864,677	\$58,930,320	\$58,930,320	\$56,388,867	\$53,061,743	\$46,431,867	\$109,504,178
Limited Service Eating Places-7222	\$164,543,654	\$255,453,811	\$26,745,699	\$50,107,990	\$50,107,990	\$49,015,840	\$45,643,034	\$40,788,637	\$94,017,624
Drinking Places Alcoholic Beverages-7224	\$22,267,888	\$34,762,492	\$3,550,422	\$7,305,411	\$7,305,411	\$6,392,035	\$6,286,760	\$5,033,499	\$13,038,373
Neighborhood Retailers	\$676,003,346	\$1,038,257,837	\$112,755,787	\$198,333,341	\$198,333,341	\$204,534,871	\$186,585,759	\$179,510,314	\$356,061,369
Supermarket, Grocery -44511	\$339,427,757	\$520,739,878	\$57,540,229	\$95,663,596	\$95,663,596	\$103,804,163	\$92,753,699	\$94,336,329	\$177,414,043
Pharmacies and Drug Stores-44611	\$160,128,027	\$243,434,362	\$25,735,556	\$47,584,011	\$47,584,011	\$48,837,985	\$43,745,017	\$41,764,268	\$83,747,605
TOTALS	\$1,908,539,983	\$2,972,338,983	\$320,598,226	\$591,572,941	\$591,572,941	\$559,904,845	\$535,430,253	\$475,380,489	\$1,034,038,617

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern Downtown DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$117,640,798	\$91,837,634	\$124,430,643	\$101,238,478	\$143,886,612	\$87,679,589	\$170,165,945	\$199,892,093	\$2,351,238,254
Department Stores Excluding Leased Departments-4521	\$46,106,429	\$35,406,832	\$43,561,301	\$38,580,573	\$52,823,097	\$34,043,376	\$72,186,564	\$73,994,953	\$887,298,376
Radio, Television, Electronics Stores-443112	\$11,185,210	\$8,431,498	\$10,394,165	\$9,737,859	\$12,524,923	\$7,886,948	\$16,053,572	\$18,589,445	\$217,686,489
Home Furnishing Stores-4422	\$7,966,450	\$6,359,842	\$9,732,988	\$7,206,555	\$10,588,969	\$5,874,529	\$10,094,313	\$14,335,366	\$167,754,222
Home Centers-44411	\$21,624,777	\$18,308,729	\$29,918,286	\$17,871,860	\$32,302,347	\$19,380,903	\$32,157,527	\$40,981,334	\$464,830,264
Book Stores-451211	\$3,047,301	\$2,249,008	\$2,902,332	\$2,874,139	\$3,340,821	\$1,548,463	\$3,127,941	\$5,167,668	\$60,435,888
In-Line Comparison Retailers	\$49,730,499	\$37,537,446	\$46,691,715	\$42,221,090	\$55,538,486	\$35,642,546	\$74,572,412	\$78,205,862	\$958,606,426
Clothing Stores-4481	\$29,210,642	\$22,021,519	\$27,060,069	\$24,134,076	\$32,383,220	\$21,310,743	\$45,473,048	\$44,618,039	\$555,636,111
Food & Beverage	\$74,622,403	\$56,098,967	\$65,183,783	\$66,207,573	\$81,385,578	\$49,043,874	\$105,333,555	\$124,125,541	\$1,441,451,972
Full-Service Restaurants-7221	\$37,560,051	\$28,221,609	\$32,867,880	\$33,456,007	\$40,969,627	\$24,557,331	\$52,595,924	\$62,672,345	\$727,012,746
Limited Service Eating Places-7222	\$32,990,545	\$24,850,251	\$28,598,531	\$28,810,519	\$35,941,395	\$22,128,668	\$48,032,511	\$54,171,799	\$631,951,034
Drinking Places Alcoholic Beverages-7224	\$4,071,807	\$3,027,107	\$3,717,372	\$3,941,047	\$4,474,557	\$2,357,874	\$4,705,120	\$7,281,396	\$82,488,192
Neighborhood Retailers	\$144,391,882	\$113,339,539	\$126,077,435	\$115,758,582	\$165,444,465	\$110,905,679	\$255,407,829	\$234,771,244	\$2,702,211,436
Supermarket, Grocery -44511	\$75,148,363	\$58,937,395	\$62,704,826	\$57,949,750	\$84,422,982	\$58,284,965	\$139,611,026	\$116,174,108	\$1,370,409,071
Pharmacies and Drug Stores-44611	\$33,959,383	\$26,963,428	\$29,006,773	\$27,924,231	\$39,111,109	\$26,759,782	\$62,427,615	\$59,296,976	\$644,447,751
TOTALS	\$386,385,582	\$298,813,586	\$362,383,576	\$325,425,723	\$446,255,142	\$283,271,687	\$605,479,741	\$636,994,739	\$7,453,508,088

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 23A

**HOUSEHOLD RETAIL DEMAND-SUPPLY GAP ANALYSIS SUMMARY, 2008 (MFCOG HOUSEHOLD DATA)
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	(\$235,757,450)	\$233,555,956	(\$70,002,079)	(\$229,140,885)	(\$101,255,491)	(\$156,900,096)	\$135,904,642	\$94,759,488	\$74,538,200
Department Stores Excluding Leased Departments-4521	(\$96,402,123)	(\$22,244,608)	(\$75,800,624)	(\$204,578,671)	\$20,451,691	(\$67,662,294)	\$52,448,613	\$30,492,208	\$36,705,222
Radio, Television, Electronics Stores-443112	(\$9,683,278)	\$7,440,332	(\$1,238,527)	(\$40,186,759)	(\$9,921,374)	(\$11,548,316)	\$9,089,221	\$8,097,621	\$18,093,232
Home Furnishing Stores-4422	(\$76,674,054)	(\$26,540,560)	\$343,772	(\$12,421,878)	(\$60,979,393)	(\$24,111,754)	\$11,054,611	\$7,779,233	(\$39,503,771)
Home Centers-44411	\$18,778,243	\$157,937,293	\$19,545,942	\$17,730,783	\$17,640,455	(\$42,234,682)	\$34,466,149	\$22,926,810	\$46,170,953
Book Stores-451211	(\$608,745)	\$4,742,810	(\$3,800,561)	(\$656,159)	(\$1,530,290)	\$2,583,181	\$2,272,433	\$3,084,303	(\$3,193,535)
In-Line Comparison Retailers	\$23,247,579	(\$186,832,635)	(\$7,600,767)	(\$349,058,610)	(\$34,894,337)	\$14,558,163	\$55,889,167	\$37,540,766	\$18,004,200
Clothing Stores-4481	\$583,717	(\$199,838,438)	(\$17,431,728)	(\$281,868,752)	(\$27,140,234)	\$16,545,635	\$31,031,936	\$19,708,790	(\$855,853)
Food & Beverage	(\$9,314,049)	(\$28,224,771)	(\$8,442,309)	(\$109,965,907)	(\$69,944,720)	\$48,000,705	(\$6,623,820)	\$45,555,493	(\$41,124,127)
Full-Service Restaurants-7221	(\$69,222,429)	(\$49,271,575)	(\$17,961,298)	(\$91,405,952)	(\$59,160,711)	\$19,932,260	(\$30,807,088)	\$22,049,215	(\$11,883,943)
Limited Service Eating Places-7222	\$40,364,701	\$3,979,537	\$6,210,957	(\$20,050,779)	(\$16,337,434)	\$22,496,169	\$18,161,885	\$19,174,653	(\$30,109,187)
Drinking Places Alcoholic Beverages-7224	\$19,543,679	\$17,067,267	\$3,308,033	\$1,490,823	\$5,553,424	\$5,572,276	\$6,021,382	\$4,331,626	\$869,003
Neighborhood Retailers	\$12,838,463	(\$43,139,647)	(\$12,393,780)	(\$20,372,890)	(\$41,997,415)	\$29,802,531	\$17,916,313	\$51,250,356	(\$76,921,929)
Supermarket, Grocery -44511	(\$25,061,146)	(\$73,315,554)	(\$36,722,091)	(\$2,692,028)	(\$6,750,285)	\$24,106,776	(\$27,584,685)	\$32,720,187	(\$65,090,718)
Pharmacies and Drug Stores-44611	\$23,666,270	\$51,523,590	\$16,482,163	\$3,562,434	(\$6,021,681)	(\$6,811,282)	\$29,215,648	\$7,622,123	\$7,657,977
TOTALS	(\$208,985,457)	(\$24,641,096)	(\$98,438,935)	(\$708,538,293)	(\$248,091,964)	(\$64,538,697)	\$203,086,302	\$229,106,103	(\$25,503,656)

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$7,922,383	(\$94,888,342)	\$91,210,766	\$23,386,659	(\$140,092,144)	(\$55,620,153)	\$141,066,085	\$20,925,392	(\$258,185,575)
Department Stores Excluding Leased Departments-4521	\$11,643,385	\$8,481,151	\$33,644,156	(\$12,381,199)	(\$19,257,742)	(\$8,759,619)	\$64,716,441	\$28,212,523	(\$101,644,758)
Radio, Television, Electronics Stores-443112	(\$7,280,544)	(\$31,093,182)	\$9,686,787	\$5,363,575	(\$1,234,872)	(\$4,904,376)	\$13,261,634	\$8,207,816	(\$35,608,064)
Home Furnishing Stores-4422	(\$3,308,727)	(\$9,017,975)	\$3,912,498	\$5,210,631	(\$745,892)	\$2,698,162	\$3,071,541	\$492,689	(\$115,526,252)
Home Centers-44411	\$20,957,297	\$16,572,552	\$27,882,187	\$16,364,131	(\$134,321,287)	(\$53,749,456)	\$28,936,271	(\$21,035,009)	\$17,853,094
Book Stores-451211	\$1,010,072	(\$12,817,925)	\$2,595,494	\$1,043,882	\$697,450	(\$208,594)	\$2,814,612	(\$7,974,700)	(\$14,080,338)
In-Line Comparison Retailers	\$32,470,298	(\$72,482,754)	\$17,697,842	(\$4,434,661)	\$15,640,001	(\$16,772,628)	\$53,047,116	\$18,668,986	(\$221,727,219)
Clothing Stores-4481	\$20,024,044	(\$54,295,348)	\$3,252,456	(\$2,711,124)	\$13,656,710	(\$8,973,943)	\$33,869,380	\$4,523,330	(\$250,664,702)
Food & Beverage	\$47,553,436	(\$30,247,806)	\$20,429,594	(\$1,912,766)	(\$16,471,017)	\$10,471,942	\$68,504,542	(\$162,118,911)	(\$206,335,671)
Full-Service Restaurants-7221	\$27,838,539	(\$30,863,191)	\$969,935	\$10,581,539	(\$21,399,802)	\$12,309,594	\$35,471,050	(\$35,914,598)	(\$170,244,450)
Limited Service Eating Places-7222	\$15,768,773	(\$2,124,668)	\$15,995,274	(\$15,647,224)	\$1,245,610	(\$3,802,521)	\$28,799,689	(\$115,991,247)	(\$76,210,052)
Drinking Places Alcoholic Beverages-7224	\$3,946,125	\$2,740,053	\$3,464,385	\$3,152,919	\$3,683,175	\$1,964,870	\$4,233,803	(\$10,213,066)	\$40,118,831
Neighborhood Retailers	\$23,549,504	(\$120,655,826)	\$43,213,027	\$36,985,977	(\$80,576,877)	(\$18,410,030)	\$104,074,736	(\$33,907,768)	(\$98,444,071)
Supermarket, Grocery -44511	\$21,023,279	(\$126,145,304)	\$3,080,450	\$34,487,784	(\$88,471,355)	(\$23,310,148)	\$60,565,869	\$3,544,285	(\$197,237,984)
Pharmacies and Drug Stores-44611	\$17,373,730	\$6,634,017	\$19,067,450	\$1,325,722	\$2,155,468	\$8,077,087	\$19,983,014	(\$38,167,420)	\$88,156,451
TOTALS	\$111,495,622	(\$318,274,727)	\$172,551,229	\$54,025,208	(\$221,500,037)	(\$80,330,870)	\$366,692,479	(\$156,432,301)	(\$784,692,536)

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MFCOG, Round 7.1 Cooperative Forecasts

Exhibit 23B

**HOUSEHOLD RETAIL DEMAND-SUPPLY GAP ANALYSIS SUMMARY, 2020 (MWCOG HOUSEHOLD DATA)
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	(\$161,528,358)	\$363,454,703	(\$62,902,380)	(\$53,793,466)	(\$53,793,466)	(\$134,721,702)	\$143,262,612	\$114,696,128	\$130,307,395
Department Stores Excluding Leased Departments-4521	(\$68,552,416)	\$26,332,287	(\$73,150,614)	\$37,592,850	\$37,592,850	(\$59,236,265)	\$55,141,608	\$38,334,980	\$57,862,986
Radio, Television, Electronics Stores-443112	(\$2,741,656)	\$19,499,420	(\$589,247)	(\$5,630,923)	(\$5,630,923)	(\$9,446,484)	\$9,758,365	\$9,999,231	\$23,544,618
Home Furnishing Stores-4422	(\$71,313,514)	(\$17,073,351)	\$865,194	(\$57,297,722)	(\$57,297,722)	(\$22,569,871)	\$11,594,952	\$9,103,994	(\$35,562,218)
Home Centers-44411	\$33,084,234	\$182,813,171	\$20,978,129	\$27,196,572	\$27,196,572	(\$37,972,951)	\$35,985,160	\$26,641,746	\$55,754,881
Book Stores-451211	\$1,384,997	\$8,403,350	(\$3,624,255)	(\$237,487)	(\$237,487)	\$3,173,489	\$2,473,109	\$3,584,067	(\$1,496,362)
In-Line Comparison Retailers	\$53,628,440	(\$133,364,591)	(\$4,686,437)	(\$15,951,062)	(\$15,951,062)	\$23,617,296	\$58,824,759	\$45,996,446	\$41,549,817
Clothing Stores-4481	\$18,075,549	(\$168,991,358)	(\$15,736,276)	(\$16,393,102)	(\$16,393,102)	\$21,784,428	\$32,721,242	\$24,704,763	\$12,597,693
Food & Beverage	\$36,862,074	\$51,584,034	(\$4,266,831)	(\$42,043,114)	(\$42,043,114)	\$62,338,298	(\$2,191,900)	\$58,419,428	(\$3,898,738)
Full-Service Restaurants-7221	(\$45,900,458)	(\$8,953,279)	(\$15,854,151)	(\$45,028,014)	(\$45,028,014)	\$27,163,961	(\$28,567,236)	\$28,523,693	\$6,939,165
Limited Service Eating Places-7222	\$60,494,644	\$38,739,821	\$8,036,899	(\$4,320,512)	(\$4,320,512)	\$28,782,301	\$20,088,576	\$24,862,237	\$13,948,124
Drinking Places Alcoholic Beverages-7224	\$22,267,888	\$21,797,492	\$3,550,422	\$7,305,411	\$7,305,411	\$6,392,035	\$6,286,760	\$5,033,499	\$3,110,220
Neighborhood Retailers	\$95,539,365	\$98,138,875	(\$4,695,886)	\$5,566,980	\$5,566,980	\$56,033,507	\$25,792,503	\$76,281,345	(\$15,717,127)
Supermarket, Grocery -44511	\$16,463,769	(\$2,457,085)	(\$32,793,791)	\$16,191,804	\$16,191,804	\$37,419,344	(\$23,669,350)	\$45,874,482	(\$34,594,314)
Pharmacies and Drug Stores-44611	\$43,256,014	\$84,648,355	\$18,239,143	\$5,389,939	\$5,389,939	(\$547,959)	\$31,062,220	\$13,445,749	\$22,053,685
TOTALS	\$24,501,521	\$379,813,022	(\$76,551,533)	(\$106,220,663)	(\$106,220,663)	\$7,267,398	\$225,687,974	\$295,393,348	\$152,241,347

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$11,553,541	(\$86,179,575)	\$99,678,934	\$31,927,473	(\$114,643,994)	(\$41,005,949)	\$158,111,800	\$73,315,966	\$215,813,318
Department Stores Excluding Leased Departments-4521	\$13,066,528	\$11,838,705	\$36,608,735	(\$9,126,414)	(\$9,915,315)	(\$3,085,358)	\$71,947,451	\$47,606,177	\$253,078,904
Radio, Television, Electronics Stores-443112	(\$6,935,296)	(\$30,293,641)	\$10,394,165	\$6,185,093	\$980,318	(\$3,589,801)	\$14,869,738	\$13,080,003	\$26,695,216
Home Furnishing Stores-4422	(\$3,062,831)	(\$8,414,884)	\$4,574,879	\$5,818,600	\$1,126,900	\$3,677,313	\$4,082,700	\$4,249,907	(\$139,110,810)
Home Centers-44411	\$21,624,777	\$18,308,729	\$29,918,286	\$17,871,860	(\$128,608,212)	(\$50,519,098)	\$32,157,527	(\$10,294,036)	\$86,239,943
Book Stores-451211	\$1,104,131	(\$12,604,657)	\$2,793,013	\$1,286,354	\$1,288,316	\$49,500	\$3,127,941	(\$6,620,284)	(\$5,940,611)
In-Line Comparison Retailers	\$34,005,303	(\$68,923,158)	\$20,875,462	(\$872,750)	\$25,462,678	(\$10,831,822)	\$60,517,119	\$39,166,295	\$232,798,883
Clothing Stores-4481	\$20,925,674	(\$52,207,095)	\$5,094,038	(\$675,093)	\$19,384,088	(\$5,421,925)	\$38,424,467	\$16,217,463	\$85,027,264
Food & Beverage	\$49,856,767	(\$24,928,061)	\$24,865,698	\$3,672,725	(\$2,076,958)	\$18,646,447	\$79,055,923	(\$129,586,317)	\$45,820,252
Full-Service Restaurants-7221	\$28,997,885	(\$28,186,996)	\$3,206,770	\$13,403,999	(\$14,153,810)	\$16,402,745	\$40,739,643	(\$19,488,535)	(\$30,928,895)
Limited Service Eating Places-7222	\$16,787,075	\$231,828	\$17,941,556	(\$13,216,673)	\$7,602,296	(\$114,173)	\$33,611,160	(\$101,793,129)	\$20,230,806
Drinking Places Alcoholic Beverages-7224	\$4,071,807	\$3,027,107	\$3,717,372	\$3,485,399	\$4,474,557	\$2,357,874	\$4,705,120	(\$8,304,654)	\$56,518,341
Neighborhood Retailers	\$28,006,373	(\$109,908,080)	\$51,793,269	\$46,751,756	(\$51,315,951)	\$75,438	\$129,659,227	\$27,624,432	\$271,514,765
Supermarket, Grocery -44511	\$23,342,844	(\$120,556,396)	\$7,347,847	\$39,376,618	(\$73,540,093)	(\$13,595,363)	\$74,550,863	\$33,992,854	(\$4,460,846)
Pharmacies and Drug Stores-44611	\$18,421,937	\$9,190,901	\$21,041,515	\$3,681,503	\$9,072,758	\$12,537,337	\$26,236,459	(\$22,626,022)	\$172,589,105
TOTALS	\$123,421,984	(\$289,938,874)	\$197,213,363	\$81,479,204	(\$142,574,224)	(\$33,115,887)	\$427,344,069	\$10,520,375	\$765,947,218

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 24

**EMPLOYMENT DATA FOR SELECT ZIP CODE MARKET AREAS
POTOMAC YARD STUDY AREA
OCTOBER 2008**

Place/ Zip Code	Office Employment 2/			Total 1/				
	Occupied Office	Office Employees, 2008	Office Employees, 2020	2005 Employees	2008 Employees	2010 Employees	2020 Employees	2008 - % Office Employment
Alexandria	18,183,715	72,735	84,667	105,741	106,976	107,800	124,526	68%
Arlington	33,892,666	135,571	158,234	194,875	207,216	215,443	241,856	65%
Mount Vernon/Braddock	413,955	1,656	1,538	5,960	5,832	5,746	5,418	28%
Crystal City/Pentagon City	11,110,898	44,444	48,426	61,350	64,292	66,254	70,053	69%
Old Town/Carlyle	14,165,113	56,660	64,377	59,562	60,809	61,641	69,091	93%
Western Alexandria	731,078	2,924	3,622	20,194	20,310	20,388	25,153	14%
Shirlington/Fairlington	1,617,693	6,471	6,733	14,485	15,042	15,413	15,651	43%
Columbia Pike	1,008,970	4,036	5,788	13,374	13,489	13,566	19,347	30%
Rosslyn-Ballston	20,802,002	83,208	99,416	97,827	106,501	112,284	127,247	78%
Far Western Alexandria	2,690,806	10,763	13,840	18,465	18,701	18,858	24,046	58%
Bailey's Crossroads	3,285,843	13,143	13,900	20,859	21,718	22,291	22,968	61%
Franconia	948,489	3,794	4,713	6,835	7,428	7,823	9,227	51%
Huntington	329,024	1,316	1,674	3,116	3,438	3,653	4,374	38%
Route 1/ Hybla Valley	404,192	1,617	1,888	8,743	9,169	9,453	10,709	18%
Oxon Hill	624,522	2,498	3,413	7,136	8,027	8,621	10,966	31%
SE Washington, DC	472,694	1,891	2,203	26,755	27,613	28,185	32,175	7%
Southern Downtown DC	24,428,867	97,715	109,122	197,666	204,647	209,301	228,536	48%

1/ RCLCO used best fit TAZ districts to match zip code market areas; in areas where an especially substantial part of a TAZ district extended outside of a market area, and assumed adjustment to households was made based upon the likely share of the TAZ district area that was outside the zip code area.

2/ Assuming 250 SF per employee for 2008 office occupied space; 2020 office employment assumes similar % of office to non-office employment.

SOURCE: RCLCO; Costar.; MWCOC, Round 7.1 Cooperative Forecasts

Exhibit 25

**DISTRIBUTION OF RETAIL EXPENDITURES PER EMPLOYEE
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	RESTAURANTS AND BARS	OTHER CONVENIENCE GOODS	APPAREL & ACCESSORIES	OTHER COMPARISON GOODS	TOTALS		
Expenditures per Office Employee 1/	\$1,886	\$1,426	\$1,058	\$1,058	\$5,428		
% of Employment Spending From Outside of Market Areas 2/					60.0%		
Net Expenditures per Office Employee	\$1,132	\$856	\$635	\$635	\$3,257		
% of Expenditures Spent by Non-Office Workers 3/					50.0%		
Net Expenditures per Non-Office Employee	\$566	\$428	\$317	\$317	\$1,628		
						Total Office	Total Non Office
Major Comparison Retailers	0.0%	0.0%	40.0%	70.0%	\$698		\$349
Department Stores Excluding Leased Departments-4521	0.0%	0.0%	40.0%	20.0%	\$381		\$190
Radio, Television, Electronics Stores-443112	0.0%	0.0%	0.0%	10.0%	\$63		\$32
Home Furnishing Stores-4422	0.0%	0.0%	0.0%	5.0%	\$32		\$16
Home Centers-44411	0.0%	0.0%	0.0%	5.0%	\$32		\$16
Book Stores-451211	0.0%	0.0%	0.0%	10.0%	\$63		\$32
In-Line Comparison Retailers	0.0%	0.0%	60.0%	30.0%	\$571		\$286
Clothing Stores-4481	0.0%		40.0%	0.0%	\$254		\$127
Food & Beverage	100.0%	0.0%	0.0%	0.0%	\$1,132		\$566
Full-Service Restaurants-7221	45.0%	0.0%	0.0%	0.0%	\$509		\$255
Limited Service Eating Places-7222	45.0%	0.0%	0.0%	0.0%	\$509		\$255
Drinking Places Alcoholic Beverages-7224	10.0%	0.0%	0.0%	0.0%	\$113		\$57
Neighborhood Retailers	0.0%	100.0%	0.0%	0.0%	\$856		\$428
Supermarket, Grocery -44511	0.0%	40.0%	0.0%	0.0%	\$342		\$171
Pharmacies and Drug Stores-44611	0.0%	15.0%	0.0%	0.0%	\$128		\$64
TOTALS	100.0%	100.0%	100.0%	100.0%	\$3,257		\$1,628

1/ Office worker weekly expenditures from ICSC 2003 "Office Worker Retail Spending Patterns"

2/ To avoid double counting of household expenditures in identified market areas; Based upon US Census data, which shows roughly 60% of persons work 25 minutes or more away

3/ RCLCO judgment, based upon expectation that non-office workers will generally have lower incomes.

SOURCE: RCLCO; Iexpress/Claritas, Inc.; MWCOG, Round 7.1 Cooperative Forecasts

Exhibit 26A

**RETAIL DEMAND FROM EMPLOYEES, 2008
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	\$62,744,389	\$119,680,466	\$2,614,158	\$37,964,084	\$41,013,424	\$8,112,167	\$7,510,899	\$6,118,706	\$66,235,073
Department Stores Excluding Leased Departments-4521	\$34,224,212	\$65,280,254	\$1,425,904	\$20,707,682	\$22,370,959	\$4,424,819	\$4,096,854	\$3,337,476	\$36,128,222
Radio, Television, Electronics Stores-443112	\$5,704,035	\$10,880,042	\$237,651	\$3,451,280	\$3,728,493	\$737,470	\$682,809	\$556,246	\$6,021,370
Home Furnishing Stores-4422	\$2,852,018	\$5,440,021	\$118,825	\$1,725,640	\$1,864,247	\$368,735	\$341,405	\$278,123	\$3,010,685
Home Centers-44411	\$2,852,018	\$5,440,021	\$118,825	\$1,725,640	\$1,864,247	\$368,735	\$341,405	\$278,123	\$3,010,685
Book Stores-451211	\$5,704,035	\$10,880,042	\$237,651	\$3,451,280	\$3,728,493	\$737,470	\$682,809	\$556,246	\$6,021,370
In-Line Comparison Retailers	\$51,336,319	\$97,920,381	\$2,138,856	\$31,061,523	\$33,556,438	\$6,637,228	\$6,145,281	\$5,006,214	\$54,192,332
Clothing Stores-4481	\$22,816,142	\$43,520,169	\$950,603	\$13,805,122	\$14,913,972	\$2,949,879	\$2,731,236	\$2,224,984	\$24,085,481
Food & Beverage	\$101,680,631	\$193,948,581	\$4,236,382	\$61,522,824	\$66,464,442	\$13,146,200	\$12,171,813	\$9,915,690	\$107,337,470
Full-Service Restaurants-7221	\$45,756,284	\$87,276,862	\$1,906,372	\$27,685,271	\$29,908,999	\$5,915,790	\$5,477,316	\$4,462,061	\$48,301,861
Limited Service Eating Places-7222	\$45,756,284	\$87,276,862	\$1,906,372	\$27,685,271	\$29,908,999	\$5,915,790	\$5,477,316	\$4,462,061	\$48,301,861
Drinking Places Alcoholic Beverages-7224	\$10,168,063	\$19,394,858	\$423,638	\$6,152,282	\$6,464,444	\$1,314,620	\$1,217,181	\$991,569	\$10,733,747
Neighborhood Retailers	\$76,880,477	\$146,644,049	\$3,203,118	\$46,517,257	\$50,253,603	\$9,939,810	\$9,203,078	\$7,497,229	\$81,157,599
Supermarket, Grocery -44511	\$30,752,191	\$58,657,620	\$1,281,247	\$18,606,903	\$20,101,441	\$3,975,924	\$3,681,231	\$2,998,892	\$32,463,040
Pharmacies and Drug Stores-44611	\$11,532,072	\$21,996,607	\$480,468	\$6,977,589	\$7,538,040	\$1,490,971	\$1,380,462	\$1,124,584	\$12,173,640
TOTALS	\$292,641,816	\$558,193,478	\$12,192,515	\$177,065,689	\$191,287,907	\$37,835,405	\$35,031,072	\$28,537,840	\$308,922,474

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$10,287,069	\$12,171,499	\$3,917,964	\$1,659,915	\$3,765,743	\$3,674,715	\$10,300,948	\$105,566,832	\$320,913,199
Department Stores Excluding Leased Departments-4521	\$5,611,129	\$6,639,000	\$2,137,071	\$905,408	\$2,054,042	\$2,004,390	\$5,618,699	\$57,581,908	\$175,043,563
Radio, Television, Electronics Stores-443112	\$935,188	\$1,106,500	\$356,179	\$150,901	\$342,340	\$334,065	\$936,450	\$9,596,985	\$29,173,927
Home Furnishing Stores-4422	\$467,594	\$553,250	\$178,089	\$75,451	\$171,170	\$167,033	\$468,225	\$4,798,492	\$14,586,964
Home Centers-44411	\$467,594	\$553,250	\$178,089	\$75,451	\$171,170	\$167,033	\$468,225	\$4,798,492	\$14,586,964
Book Stores-451211	\$935,188	\$1,106,500	\$356,179	\$150,901	\$342,340	\$334,065	\$936,450	\$9,596,985	\$29,173,927
In-Line Comparison Retailers	\$8,416,693	\$9,958,500	\$3,205,607	\$1,358,112	\$3,081,062	\$3,006,585	\$8,428,049	\$86,372,863	\$262,565,344
Clothing Stores-4481	\$3,740,752	\$4,426,000	\$1,424,714	\$603,605	\$1,369,361	\$1,336,260	\$3,745,799	\$38,387,939	\$116,695,709
Food & Beverage	\$16,670,745	\$19,724,564	\$6,349,270	\$2,689,981	\$6,102,588	\$5,955,072	\$16,693,236	\$171,076,684	\$520,056,962
Full-Service Restaurants-7221	\$7,501,835	\$8,876,054	\$2,857,171	\$1,210,491	\$2,746,164	\$2,679,782	\$7,511,956	\$76,984,508	\$234,025,633
Limited Service Eating Places-7222	\$7,501,835	\$8,876,054	\$2,857,171	\$1,210,491	\$2,746,164	\$2,679,782	\$7,511,956	\$76,984,508	\$234,025,633
Drinking Places Alcoholic Beverages-7224	\$1,667,074	\$1,972,456	\$634,927	\$268,998	\$610,259	\$595,507	\$1,669,324	\$17,107,668	\$52,005,696
Neighborhood Retailers	\$12,604,709	\$14,913,695	\$4,800,667	\$2,033,888	\$4,614,152	\$4,502,616	\$12,621,715	\$129,350,664	\$393,213,801
Supermarket, Grocery -44511	\$5,041,884	\$5,965,478	\$1,920,267	\$813,555	\$1,845,661	\$1,801,046	\$5,048,686	\$51,740,266	\$157,285,520
Pharmacies and Drug Stores-44611	\$1,890,706	\$2,237,054	\$720,100	\$305,083	\$692,123	\$675,392	\$1,893,257	\$19,402,600	\$58,982,070
TOTALS	\$47,979,217	\$56,768,258	\$18,273,507	\$7,741,896	\$17,563,545	\$17,138,988	\$48,043,949	\$492,367,043	\$1,496,749,305

SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 26B

**RETAIL DEMAND FROM EMPLOYEES, 2020
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	\$73,037,678	\$139,687,412	\$2,428,751	\$41,365,667	\$46,599,021	\$10,046,348	\$7,815,094	\$8,775,807	\$79,137,271
Department Stores Excluding Leased Departments-4521	\$39,838,733	\$76,193,134	\$1,324,774	\$22,563,091	\$25,417,648	\$5,479,826	\$4,262,779	\$4,786,804	\$43,165,784
Radio, Television, Electronics Stores-443112	\$6,639,789	\$12,698,856	\$220,796	\$3,760,515	\$4,236,275	\$913,304	\$710,463	\$797,801	\$7,194,297
Home Furnishing Stores-4422	\$3,319,894	\$6,349,428	\$110,398	\$1,880,258	\$2,118,137	\$456,652	\$355,232	\$398,900	\$3,597,149
Home Centers-44411	\$3,319,894	\$6,349,428	\$110,398	\$1,880,258	\$2,118,137	\$456,652	\$355,232	\$398,900	\$3,597,149
Book Stores-451211	\$6,639,789	\$12,698,856	\$220,796	\$3,760,515	\$4,236,275	\$913,304	\$710,463	\$797,801	\$7,194,297
In-Line Comparison Retailers	\$59,758,100	\$114,289,701	\$1,987,160	\$33,844,636	\$38,126,471	\$8,219,739	\$6,394,168	\$7,180,206	\$64,748,676
Clothing Stores-4481	\$26,559,156	\$50,795,422	\$883,182	\$15,042,061	\$16,945,098	\$3,653,217	\$2,841,852	\$3,191,202	\$28,777,189
Food & Beverage	\$118,361,454	\$226,370,905	\$3,935,921	\$67,035,270	\$75,516,199	\$16,280,643	\$12,664,777	\$14,221,663	\$128,246,170
Full-Service Restaurants-7221	\$53,262,654	\$101,866,907	\$1,771,165	\$30,165,872	\$33,982,290	\$7,326,289	\$5,699,150	\$6,399,748	\$57,710,777
Limited Service Eating Places-7222	\$53,262,654	\$101,866,907	\$1,771,165	\$30,165,872	\$33,982,290	\$7,326,289	\$5,699,150	\$6,399,748	\$57,710,777
Drinking Places Alcoholic Beverages-7224	\$11,836,145	\$22,637,090	\$393,592	\$7,551,620	\$7,551,620	\$1,628,064	\$1,266,478	\$1,422,166	\$12,824,617
Neighborhood Retailers	\$89,492,807	\$171,158,489	\$2,975,941	\$50,685,204	\$57,097,614	\$12,309,754	\$9,575,807	\$10,752,965	\$96,966,617
Supermarket, Grocery -44511	\$35,797,123	\$68,463,396	\$1,190,376	\$20,274,082	\$22,839,046	\$4,923,902	\$3,830,323	\$4,301,186	\$38,786,647
Pharmacies and Drug Stores-44611	\$13,423,921	\$25,673,773	\$446,391	\$7,602,781	\$8,564,642	\$1,846,463	\$1,436,371	\$1,612,945	\$14,544,992
TOTALS	\$340,650,038	\$651,506,506	\$11,327,774	\$192,930,778	\$217,339,306	\$46,856,484	\$36,449,847	\$40,930,640	\$369,098,734

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$13,227,395	\$12,871,761	\$4,866,993	\$2,111,706	\$4,398,227	\$5,020,106	\$12,002,789	\$117,889,935	\$368,556,872
Department Stores Excluding Leased Departments-4521	\$7,214,943	\$7,020,961	\$2,654,724	\$1,151,840	\$2,399,033	\$2,738,240	\$6,546,976	\$64,303,601	\$201,031,021
Radio, Television, Electronics Stores-443112	\$1,202,490	\$1,170,160	\$442,454	\$191,973	\$399,839	\$456,373	\$1,091,163	\$10,717,267	\$33,505,170
Home Furnishing Stores-4422	\$601,245	\$585,080	\$221,227	\$95,987	\$199,919	\$228,187	\$545,581	\$5,358,633	\$16,752,585
Home Centers-44411	\$601,245	\$585,080	\$221,227	\$95,987	\$199,919	\$228,187	\$545,581	\$5,358,633	\$16,752,585
Book Stores-451211	\$1,202,490	\$1,170,160	\$442,454	\$191,973	\$399,839	\$456,373	\$1,091,163	\$10,717,267	\$33,505,170
In-Line Comparison Retailers	\$10,822,414	\$10,531,441	\$3,982,085	\$1,727,760	\$3,598,549	\$4,107,360	\$9,820,464	\$96,455,401	\$301,546,532
Clothing Stores-4481	\$4,809,962	\$4,680,640	\$1,769,816	\$767,893	\$1,599,355	\$1,825,493	\$4,364,651	\$42,869,067	\$134,020,681
Food & Beverage	\$21,435,699	\$20,859,376	\$7,887,222	\$3,422,132	\$7,127,561	\$8,135,350	\$19,451,160	\$191,046,930	\$597,266,077
Full-Service Restaurants-7221	\$9,646,065	\$9,386,719	\$3,549,250	\$1,539,960	\$3,207,403	\$3,660,908	\$8,753,022	\$85,971,119	\$268,769,735
Limited Service Eating Places-7222	\$9,646,065	\$9,386,719	\$3,549,250	\$1,539,960	\$3,207,403	\$3,660,908	\$8,753,022	\$85,971,119	\$268,769,735
Drinking Places Alcoholic Beverages-7224	\$2,143,570	\$2,085,938	\$788,722	\$342,213	\$712,756	\$813,535	\$1,945,116	\$19,104,693	\$59,726,608
Neighborhood Retailers	\$16,207,480	\$15,771,723	\$5,963,510	\$2,587,466	\$5,389,132	\$6,151,118	\$14,706,975	\$144,450,118	\$451,591,424
Supermarket, Grocery -44511	\$6,482,992	\$6,308,689	\$2,385,404	\$1,034,986	\$2,155,653	\$2,460,447	\$5,882,790	\$57,780,047	\$180,636,570
Pharmacies and Drug Stores-44611	\$2,431,122	\$2,365,759	\$894,526	\$388,120	\$808,370	\$922,668	\$2,206,046	\$21,667,518	\$67,738,714
TOTALS	\$61,692,989	\$60,034,302	\$22,699,811	\$9,849,064	\$20,513,469	\$23,413,935	\$55,981,388	\$549,842,385	\$1,718,960,905

SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 27A

**TOTAL RETAIL DEMAND, 2008 1/
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	\$654,796,377	\$1,038,850,372	\$109,458,930	\$164,052,515	\$210,603,666	\$174,755,700	\$191,908,362	\$142,073,953	\$368,395,924
Department Stores Excluding Leased Departments-4521	\$257,422,098	\$411,065,207	\$41,351,447	\$70,021,846	\$84,375,237	\$67,870,416	\$71,720,570	\$56,913,254	\$151,862,248
Radio, Television, Electronics Stores-443112	\$61,054,127	\$96,187,695	\$10,008,642	\$15,901,881	\$19,061,134	\$16,527,037	\$17,452,149	\$13,521,281	\$35,511,998
Home Furnishing Stores-4422	\$45,439,830	\$72,102,209	\$7,958,501	\$10,481,063	\$14,887,789	\$11,934,575	\$13,861,833	\$9,299,307	\$24,199,198
Home Centers-44411	\$116,032,688	\$179,715,046	\$21,631,244	\$21,402,065	\$35,370,600	\$32,271,430	\$38,288,309	\$25,525,426	\$54,099,802
Book Stores-451211	\$22,008,017	\$37,532,945	\$2,908,195	\$7,551,149	\$8,609,041	\$5,225,075	\$5,759,723	\$4,004,604	\$15,617,327
In-Line Comparison Retailers	\$296,219,971	\$481,128,721	\$46,103,758	\$86,334,144	\$102,962,819	\$75,037,910	\$80,028,771	\$62,909,697	\$184,386,708
Clothing Stores-4481	\$163,134,233	\$263,305,584	\$26,498,426	\$44,846,551	\$53,878,088	\$42,416,383	\$45,167,473	\$36,363,519	\$97,788,325
Food & Beverage	\$519,541,901	\$840,786,963	\$73,466,042	\$164,058,468	\$185,887,870	\$132,726,420	\$135,277,716	\$107,166,909	\$344,006,709
Full-Service Restaurants-7221	\$255,683,816	\$411,909,946	\$36,796,682	\$78,847,907	\$89,647,947	\$68,087,547	\$67,559,049	\$53,303,339	\$166,779,518
Limited Service Eating Places-7222	\$228,203,994	\$369,564,466	\$32,191,355	\$72,394,617	\$81,600,081	\$58,374,597	\$59,032,391	\$47,475,737	\$151,390,107
Drinking Places Alcoholic Beverages-7224	\$35,654,091	\$59,312,550	\$4,478,005	\$12,815,943	\$14,639,842	\$8,264,276	\$8,686,276	\$6,387,833	\$25,837,083
Neighborhood Retailers	\$703,692,067	\$1,095,804,533	\$113,674,062	\$182,493,399	\$211,073,676	\$197,655,890	\$197,308,280	\$170,075,382	\$394,814,875
Supermarket, Grocery -44511	\$345,087,784	\$533,965,981	\$57,637,835	\$85,483,369	\$97,464,096	\$99,190,895	\$97,145,575	\$88,389,972	\$188,349,713
Pharmacies and Drug Stores-44611	\$159,673,872	\$243,921,514	\$25,681,996	\$40,270,508	\$45,895,953	\$46,268,915	\$45,442,853	\$38,918,488	\$85,601,813
TOTALS	\$2,174,250,315	\$3,456,570,589	\$342,702,792	\$596,938,526	\$710,528,030	\$580,175,921	\$604,523,129	\$482,225,940	\$1,291,604,215

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$136,726,381	\$104,830,403	\$131,868,482	\$103,793,336	\$134,424,626	\$84,414,110	\$179,763,296	\$278,375,187	\$2,515,444,872
Department Stores Excluding Leased Departments-4521	\$55,323,856	\$42,557,106	\$47,007,173	\$39,854,316	\$50,088,183	\$33,410,856	\$77,631,678	\$123,401,528	\$1,013,389,716
Radio, Television, Electronics Stores-443112	\$12,952,665	\$9,612,303	\$11,047,262	\$9,973,966	\$11,717,281	\$7,597,081	\$16,920,109	\$25,645,666	\$233,450,455
Home Furnishing Stores-4422	\$9,006,963	\$6,941,001	\$10,173,566	\$7,341,440	\$9,776,082	\$5,568,651	\$10,506,517	\$16,914,305	\$168,850,792
Home Centers-44411	\$23,567,380	\$18,838,382	\$30,866,304	\$18,083,540	\$29,436,486	\$17,949,335	\$32,344,946	\$38,542,739	\$438,217,988
Book Stores-451211	\$4,277,273	\$3,456,464	\$3,367,090	\$3,060,825	\$3,401,524	\$1,786,878	\$4,126,168	\$14,751,261	\$87,902,595
In-Line Comparison Retailers	\$62,273,406	\$48,329,985	\$51,391,672	\$44,019,020	\$53,676,558	\$35,979,157	\$83,083,504	\$158,489,557	\$1,175,006,666
Clothing Stores-4481	\$35,254,741	\$26,795,192	\$29,307,521	\$24,971,816	\$30,827,723	\$21,004,483	\$49,130,137	\$78,443,029	\$642,693,408
Food & Beverage	\$106,787,780	\$84,604,544	\$80,516,339	\$75,974,475	\$87,712,928	\$56,189,330	\$133,770,492	\$315,203,557	\$2,083,349,578
Full-Service Restaurants-7221	\$52,683,048	\$41,305,762	\$40,185,860	\$38,212,845	\$43,763,760	\$27,772,755	\$65,807,145	\$147,876,948	\$1,016,630,112
Limited Service Eating Places-7222	\$47,368,893	\$37,643,770	\$35,411,304	\$33,108,551	\$38,797,048	\$25,344,123	\$60,879,596	\$140,349,826	\$921,361,996
Drinking Places Alcoholic Beverages-7224	\$6,735,839	\$5,655,011	\$4,919,175	\$4,653,078	\$5,152,121	\$3,072,452	\$7,083,752	\$26,976,783	\$145,357,470
Neighborhood Retailers	\$160,166,709	\$123,380,762	\$128,412,754	\$113,428,025	\$147,837,575	\$101,768,968	\$254,567,307	\$317,719,194	\$2,814,376,855
Supermarket, Grocery -44511	\$81,764,216	\$62,279,664	\$63,375,580	\$56,568,195	\$74,904,250	\$52,889,787	\$137,208,454	\$144,339,095	\$1,386,990,695
Pharmacies and Drug Stores-44611	\$36,541,977	\$27,975,778	\$29,140,448	\$27,167,210	\$34,530,239	\$24,123,670	\$60,970,799	\$66,316,086	\$634,846,734
TOTALS	\$465,954,275	\$361,145,694	\$392,189,247	\$337,214,856	\$423,651,687	\$278,351,565	\$651,184,599	\$1,069,787,495	\$8,588,177,971

1/ Assumes a range of % additional demand on top of household and office demand: Major Comparison Retailers, 10%; In-Line Comparison Retailers, 10%; Food and Beverage, 20%; Neighborhood Retailers, 5%.
SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 27B

**TOTAL RETAIL DEMAND, 2020 1/
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	\$747,770,995	\$1,203,746,634	\$117,064,653	\$263,199,360	\$268,956,050	\$201,279,532	\$200,336,744	\$166,927,068	\$443,934,456
Department Stores Excluding Leased Departments-4521	\$294,232,749	\$476,503,959	\$44,155,215	\$103,441,857	\$106,581,870	\$78,299,557	\$74,865,382	\$67,134,564	\$182,877,107
Radio, Television, Electronics Stores-443112	\$69,719,241	\$111,453,386	\$10,704,308	\$23,815,854	\$24,339,189	\$19,032,470	\$18,218,627	\$15,878,761	\$42,798,742
Home Furnishing Stores-4422	\$51,851,089	\$83,516,486	\$8,522,796	\$18,955,239	\$19,216,907	\$13,727,354	\$14,471,418	\$10,889,400	\$29,180,016
Home Centers-44411	\$132,283,942	\$208,078,858	\$23,197,380	\$45,899,941	\$46,161,609	\$37,056,043	\$39,974,431	\$29,744,711	\$65,287,233
Book Stores-451211	\$25,230,462	\$43,560,233	\$3,083,591	\$10,066,348	\$10,589,683	\$6,067,833	\$6,010,885	\$4,820,054	\$18,774,438
In-Line Comparison Retailers	\$338,902,877	\$557,949,821	\$49,142,655	\$124,117,440	\$128,827,458	\$86,743,719	\$83,531,698	\$74,602,335	\$221,898,865
Clothing Stores-4481	\$186,492,563	\$305,240,151	\$28,289,261	\$65,840,830	\$67,934,172	\$48,952,729	\$47,147,387	\$42,921,929	\$117,748,106
Food & Beverage	\$545,389,383	\$894,175,624	\$71,606,391	\$201,716,891	\$211,045,913	\$140,885,124	\$129,421,946	\$117,123,232	\$379,286,980
Full-Service Restaurants-7221	\$268,288,007	\$437,983,293	\$35,899,425	\$98,005,811	\$102,203,871	\$70,086,672	\$64,636,982	\$58,114,777	\$183,936,450
Limited Service Eating Places-7222	\$239,586,939	\$393,052,789	\$31,368,550	\$88,301,248	\$92,499,308	\$61,976,343	\$56,476,403	\$51,907,224	\$166,901,241
Drinking Places Alcoholic Beverages-7224	\$37,514,437	\$63,139,541	\$4,338,415	\$15,409,832	\$16,342,735	\$8,822,110	\$8,308,561	\$7,101,231	\$28,449,289
Neighborhood Retailers	\$842,045,768	\$1,330,357,959	\$127,304,900	\$273,920,399	\$280,974,050	\$238,529,088	\$215,777,723	\$209,289,607	\$498,330,784
Supermarket, Grocery -44511	\$412,747,368	\$648,123,601	\$64,603,666	\$127,531,445	\$130,352,906	\$119,600,872	\$106,242,424	\$108,501,267	\$237,820,759
Pharmacies and Drug Stores-44611	\$190,907,143	\$296,018,949	\$28,800,141	\$60,705,471	\$61,763,519	\$55,752,893	\$49,699,527	\$47,714,935	\$108,121,857
TOTALS	\$2,474,109,023	\$3,986,230,038	\$365,118,599	\$862,954,091	\$889,803,472	\$667,437,462	\$629,068,110	\$567,942,242	\$1,543,451,086

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$143,955,012	\$115,180,335	\$142,227,400	\$113,685,203	\$163,113,323	\$101,969,665	\$200,385,607	\$349,560,231	\$2,991,774,638
Department Stores Excluding Leased Departments-4521	\$58,653,509	\$46,670,573	\$50,837,627	\$43,705,654	\$60,744,343	\$40,459,777	\$86,606,893	\$152,128,409	\$1,197,162,337
Radio, Television, Electronics Stores-443112	\$13,626,470	\$10,561,824	\$11,920,281	\$10,922,815	\$14,217,237	\$9,177,654	\$18,859,208	\$32,237,383	\$276,310,825
Home Furnishing Stores-4422	\$9,424,465	\$7,639,414	\$10,949,637	\$8,032,796	\$11,867,777	\$6,712,987	\$11,703,883	\$21,663,399	\$202,957,488
Home Centers-44411	\$24,448,625	\$20,783,190	\$33,153,464	\$19,764,632	\$35,752,493	\$21,569,999	\$35,973,419	\$50,973,964	\$529,741,134
Book Stores-451211	\$4,674,771	\$3,761,085	\$3,679,264	\$3,372,723	\$4,114,725	\$2,205,320	\$4,641,014	\$17,473,429	\$103,335,164
In-Line Comparison Retailers	\$66,608,205	\$52,875,776	\$55,741,181	\$48,343,735	\$65,050,739	\$43,724,896	\$92,832,163	\$192,127,389	\$1,386,168,253
Clothing Stores-4481	\$37,422,664	\$29,372,376	\$31,712,873	\$27,392,166	\$37,380,833	\$25,449,860	\$54,821,468	\$96,235,816	\$758,622,471
Food & Beverage	\$105,663,913	\$84,654,178	\$80,378,106	\$76,592,676	\$97,364,454	\$62,897,146	\$137,263,187	\$346,689,718	\$2,242,589,854
Full-Service Restaurants-7221	\$51,926,727	\$41,369,161	\$40,058,843	\$38,495,563	\$48,594,733	\$31,040,063	\$67,483,841	\$163,507,810	\$1,095,360,729
Limited Service Eating Places-7222	\$46,900,270	\$37,660,667	\$35,362,560	\$33,385,526	\$43,063,677	\$28,368,534	\$62,464,086	\$154,157,209	\$990,792,845
Drinking Places Alcoholic Beverages-7224	\$6,836,915	\$5,624,349	\$4,956,704	\$4,711,586	\$5,706,044	\$3,488,550	\$7,315,260	\$29,024,698	\$156,436,280
Neighborhood Retailers	\$176,659,299	\$142,022,389	\$145,245,039	\$130,180,652	\$187,916,957	\$128,762,477	\$297,126,284	\$417,143,498	\$3,469,183,146
Supermarket, Grocery -44511	\$89,794,491	\$71,770,692	\$71,599,253	\$64,883,210	\$95,236,498	\$66,819,954	\$160,043,198	\$191,349,571	\$1,706,150,205
Pharmacies and Drug Stores-44611	\$40,029,555	\$32,262,105	\$32,891,430	\$31,143,586	\$43,911,426	\$30,450,695	\$71,097,027	\$89,060,943	\$783,405,111
TOTALS	\$492,886,428	\$394,732,677	\$423,591,725	\$368,802,265	\$513,445,472	\$337,354,184	\$727,607,241	\$1,305,520,837	\$10,089,715,892

1/ Assumes a range of % additional demand on top of household and office demand: Major Comparison Retailers, 10%; In-Line Comparison Retailers, 10%; Food and Beverage, 20%; Neighborhood Retailers, 5%.
SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 28

**RETAIL SALES SUMMARY, 2008
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	\$768,282,494	\$591,173,007	\$166,896,040	\$340,315,451	\$251,699,945	\$307,656,747	\$31,046,606	\$28,279,945	\$194,132,112
Department Stores Excluding Leased Departments-4521	\$296,198,000	\$330,659,996	\$111,966,945	\$247,527,212	\$33,882,111	\$124,937,854	\$8,655,051	\$17,909,638	\$65,223,146
Radio, Television, Electronics Stores-443112	\$59,482,995	\$69,122,985	\$10,099,641	\$51,191,734	\$23,521,184	\$25,835,425	\$6,093,560	\$3,638,206	\$8,169,032
Home Furnishing Stores-4422	\$115,130,973	\$86,648,002	\$6,772,404	\$20,224,476	\$72,649,500	\$34,592,632	\$1,205,651	\$396,560	\$58,492,357
Home Centers-44411	\$83,854,001	\$0	\$0	\$0	\$12,650,390	\$71,203,611	\$0	\$0	\$0
Book Stores-451211	\$14,911,998	\$18,498,006	\$6,206,724	\$4,069,559	\$5,628,197	\$1,429,418	\$2,280,869	\$0	\$11,369,735
In-Line Comparison Retailers	\$194,706,985	\$526,302,000	\$47,374,418	\$396,482,672	\$94,940,462	\$47,020,891	\$10,718,980	\$14,643,653	\$95,427,748
Clothing Stores-4481	\$124,903,989	\$395,686,982	\$40,570,604	\$308,833,222	\$61,206,341	\$19,064,835	\$7,298,167	\$11,123,970	\$65,668,850
Food & Beverage	\$340,585,002	\$534,931,992	\$65,427,628	\$185,158,473	\$158,386,836	\$49,458,445	\$107,183,437	\$33,834,574	\$220,458,914
Full-Service Restaurants-7221	\$236,535,992	\$305,253,002	\$46,718,828	\$129,427,270	\$103,958,334	\$29,224,906	\$81,628,979	\$17,908,174	\$102,565,013
Limited Service Eating Places-7222	\$104,049,010	\$216,713,990	\$18,708,800	\$52,694,356	\$54,428,502	\$20,233,539	\$25,554,458	\$15,926,400	\$107,965,748
Drinking Places Alcoholic Beverages-7224	\$0	\$12,965,000	\$0	\$3,036,847	\$0	\$0	\$0	\$0	\$9,928,153
Neighborhood Retailers	\$580,463,981	\$940,118,962	\$117,451,673	\$147,658,870	\$192,766,361	\$148,501,364	\$160,793,256	\$103,228,969	\$371,778,496
Supermarket, Grocery -44511	\$322,963,988	\$523,196,963	\$90,334,020	\$65,497,858	\$79,471,792	\$66,384,819	\$116,423,049	\$48,461,847	\$212,008,357
Pharmacies and Drug Stores-44611	\$116,872,013	\$158,786,007	\$7,496,413	\$27,812,843	\$42,194,072	\$49,385,944	\$12,682,797	\$28,318,519	\$61,693,920
TOTALS	\$1,884,038,462	\$2,592,525,961	\$397,149,759	\$1,069,615,466	\$697,793,604	\$552,637,447	\$309,742,279	\$179,987,141	\$881,797,270

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$106,087,257	\$178,017,209	\$24,751,709	\$69,311,005	\$258,530,606	\$128,685,538	\$12,054,145	\$126,576,127	\$2,224,040,442
Department Stores Excluding Leased Departments-4521	\$33,039,901	\$23,568,127	\$6,952,566	\$47,706,987	\$62,738,412	\$37,128,734	\$239,113	\$26,388,776	\$847,864,573
Radio, Television, Electronics Stores-443112	\$18,120,506	\$38,725,139	\$0	\$3,552,766	\$11,544,605	\$11,476,749	\$1,183,834	\$5,509,442	\$218,661,823
Home Furnishing Stores-4422	\$11,029,281	\$14,774,726	\$5,158,109	\$1,387,955	\$9,462,069	\$2,197,216	\$6,011,613	\$10,085,459	\$254,440,008
Home Centers-44411	\$0	\$0	\$0	\$0	\$160,910,559	\$69,900,001	\$0	\$51,275,370	\$365,939,931
Book Stores-451211	\$1,943,170	\$14,853,665	\$109,319	\$1,587,785	\$2,052,505	\$1,498,963	\$0	\$11,787,952	\$64,817,861
In-Line Comparison Retailers	\$15,725,196	\$106,460,604	\$25,816,253	\$43,093,840	\$30,075,808	\$46,474,368	\$14,055,293	\$39,039,567	\$1,027,349,753
Clothing Stores-4481	\$8,284,968	\$74,228,614	\$21,966,031	\$24,809,169	\$12,999,132	\$26,732,668	\$7,048,581	\$28,400,576	\$718,235,728
Food & Beverage	\$24,765,636	\$81,027,028	\$40,318,085	\$62,534,848	\$83,462,536	\$30,397,427	\$26,277,632	\$253,711,858	\$1,422,403,357
Full-Service Restaurants-7221	\$8,562,166	\$56,408,605	\$29,661,110	\$20,052,008	\$55,123,437	\$8,154,586	\$11,856,281	\$82,160,880	\$783,410,577
Limited Service Eating Places-7222	\$16,203,470	\$24,618,423	\$10,656,975	\$42,027,192	\$28,339,099	\$22,242,841	\$14,421,351	\$155,964,928	\$609,986,082
Drinking Places Alcoholic Beverages-7224	\$0	\$0	\$0	\$455,648	\$0	\$0	\$0	\$15,586,050	\$29,006,698
Neighborhood Retailers	\$116,385,509	\$223,247,619	\$74,284,166	\$69,006,826	\$216,760,416	\$110,830,241	\$125,748,602	\$207,146,812	\$2,385,589,180
Supermarket, Grocery -44511	\$51,805,519	\$179,493,791	\$55,356,979	\$18,573,132	\$157,963,075	\$71,880,328	\$65,060,163	\$82,181,254	\$1,360,895,983
Pharmacies and Drug Stores-44611	\$15,537,446	\$17,772,527	\$7,965,258	\$24,242,728	\$30,038,351	\$14,222,445	\$36,191,156	\$81,922,998	\$457,477,417
TOTALS	\$262,963,598	\$588,752,460	\$165,170,213	\$243,946,519	\$588,829,366	\$316,387,574	\$178,135,672	\$626,474,364	\$7,059,382,732

SOURCE: RCLCO; Iexpress/Claritas, Inc.

Exhibit 29A

**TOTAL RETAIL DEMAND-SUPPLY GAP ANALYSIS, 2008 1/
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	(\$113,486,117)	\$447,677,365	(\$57,437,110)	(\$176,262,936)	(\$41,096,279)	(\$132,901,047)	\$160,861,756	\$113,794,008	\$174,263,812
Department Stores Excluding Leased Departments-4521	(\$38,775,902)	\$80,405,211	(\$70,615,498)	(\$177,505,366)	\$50,493,126	(\$57,067,438)	\$63,065,519	\$39,003,616	\$86,639,102
Radio, Television, Electronics Stores-443112	\$1,571,132	\$27,064,710	(\$90,999)	(\$35,289,853)	(\$4,460,050)	(\$9,308,388)	\$11,358,589	\$9,883,075	\$27,342,966
Home Furnishing Stores-4422	(\$69,691,143)	(\$14,545,793)	\$1,186,097	(\$9,743,413)	(\$57,761,711)	(\$22,658,057)	\$12,656,182	\$8,902,747	(\$34,293,159)
Home Centers-44411	\$32,178,687	\$179,715,046	\$21,631,244	\$21,402,065	\$22,720,210	(\$38,932,181)	\$38,288,309	\$25,525,426	\$54,099,802
Book Stores-451211	\$7,096,019	\$19,034,939	(\$3,298,529)	\$3,481,590	\$2,980,844	\$3,795,657	\$3,478,854	\$4,004,604	\$4,247,592
In-Line Comparison Retailers	\$101,512,986	(\$45,173,279)	(\$1,270,660)	(\$310,148,528)	\$8,022,357	\$28,017,019	\$69,309,791	\$48,266,044	\$88,958,960
Clothing Stores-4481	\$38,230,244	(\$132,381,398)	(\$14,072,178)	(\$263,986,671)	(\$7,328,253)	\$23,351,548	\$37,869,306	\$25,239,549	\$32,119,475
Food & Beverage	\$178,956,899	\$305,854,971	\$8,038,414	(\$21,100,005)	\$27,501,034	\$83,267,975	\$28,094,279	\$73,332,335	\$123,547,795
Full-Service Restaurants-7221	\$19,147,824	\$106,656,944	(\$9,922,146)	(\$50,579,363)	(\$14,310,387)	\$36,862,641	(\$14,069,930)	\$35,395,165	\$64,214,505
Limited Service Eating Places-7222	\$124,154,984	\$152,850,476	\$13,482,555	\$19,700,261	\$27,171,579	\$38,141,058	\$33,477,933	\$31,549,337	\$43,424,359
Drinking Places Alcoholic Beverages-7224	\$35,654,091	\$46,347,550	\$4,478,005	\$9,779,096	\$14,639,842	\$8,264,276	\$8,686,276	\$6,387,833	\$15,908,930
Neighborhood Retailers	\$123,228,086	\$155,685,571	(\$3,777,611)	\$34,834,529	\$18,307,315	\$49,154,526	\$36,515,024	\$66,846,413	\$23,036,379
Supermarket, Grocery -44511	\$22,123,796	\$10,769,018	(\$32,696,185)	\$19,985,511	\$17,992,304	\$32,806,076	(\$19,277,474)	\$39,928,125	(\$23,658,644)
Pharmacies and Drug Stores-44611	\$42,801,859	\$85,135,507	\$18,185,583	\$12,457,665	\$3,701,881	(\$3,117,029)	\$32,760,056	\$10,599,969	\$23,907,893
TOTALS	\$290,211,853	\$864,044,628	(\$54,446,967)	(\$472,676,940)	\$12,734,426	\$27,538,474	\$294,780,850	\$302,238,799	\$409,806,945

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$30,639,124	(\$73,186,806)	\$107,116,773	\$34,482,331	(\$124,105,980)	(\$44,271,428)	\$167,709,151	\$151,799,060	\$291,404,430
Department Stores Excluding Leased Departments-4521	\$22,283,955	\$18,988,979	\$40,054,607	(\$7,852,671)	(\$12,650,229)	(\$3,717,878)	\$77,392,565	\$97,012,752	\$165,525,143
Radio, Television, Electronics Stores-443112	(\$5,167,841)	(\$29,112,836)	\$11,047,262	\$6,421,200	\$172,676	(\$3,879,668)	\$15,736,275	\$20,136,224	\$14,788,632
Home Furnishing Stores-4422	(\$2,022,318)	(\$7,833,725)	\$5,015,457	\$5,953,485	\$314,013	\$3,371,435	\$4,494,904	\$6,828,846	(\$85,589,216)
Home Centers-44411	\$23,567,380	\$18,838,382	\$30,866,304	\$18,083,540	(\$131,474,073)	(\$51,950,666)	\$32,344,946	(\$12,732,631)	\$72,278,057
Book Stores-451211	\$2,334,103	(\$11,397,201)	\$3,257,771	\$1,473,040	\$1,349,019	\$287,915	\$4,126,168	\$2,963,309	\$23,084,734
In-Line Comparison Retailers	\$46,548,210	(\$58,130,619)	\$25,575,419	\$925,180	\$23,600,750	(\$10,495,211)	\$69,028,211	\$119,449,990	\$147,656,913
Clothing Stores-4481	\$26,969,773	(\$47,433,422)	\$7,341,490	\$162,647	\$17,828,591	(\$5,728,185)	\$42,081,556	\$50,042,453	(\$75,542,320)
Food & Beverage	\$82,022,144	\$3,577,516	\$40,198,254	\$13,439,627	\$4,250,392	\$25,791,903	\$107,492,860	\$61,491,699	\$660,946,221
Full-Service Restaurants-7221	\$44,120,882	(\$15,102,843)	\$10,524,750	\$18,160,837	(\$11,359,677)	\$19,618,169	\$53,950,864	\$65,716,068	\$233,219,535
Limited Service Eating Places-7222	\$31,165,423	\$13,025,347	\$24,754,329	(\$8,918,641)	\$10,457,949	\$3,101,282	\$46,458,245	(\$15,615,102)	\$311,375,914
Drinking Places Alcoholic Beverages-7224	\$6,735,839	\$5,655,011	\$4,919,175	\$4,197,430	\$5,152,121	\$3,072,452	\$7,083,752	\$11,390,733	\$116,350,772
Neighborhood Retailers	\$43,781,200	(\$99,866,857)	\$54,128,588	\$44,421,199	(\$68,922,841)	(\$9,061,273)	\$128,818,705	\$110,572,382	\$428,787,675
Supermarket, Grocery -44511	\$29,958,697	(\$117,214,127)	\$8,018,601	\$37,995,063	(\$83,058,825)	(\$18,990,541)	\$72,148,291	\$62,157,841	\$26,094,712
Pharmacies and Drug Stores-44611	\$21,004,531	\$10,203,251	\$21,175,190	\$2,924,482	\$4,491,888	\$9,901,225	\$24,779,643	(\$15,606,912)	\$177,369,317
TOTALS	\$202,990,677	(\$227,606,766)	\$227,019,034	\$93,268,337	(\$165,177,679)	(\$38,036,009)	\$473,048,927	\$443,313,131	\$1,528,795,239

1/ Assumes a range of % additional demand on top of household and office demand: Major Comparison Retailers, 10%; In-Line Comparison Retailers, 10%; Food and Beverage, 20%; Neighborhood Retailers, 5%.
SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 29B

**TOTAL RETAIL DEMAND-SUPPLY GAP ANALYSIS, 2020 1/
CITY OF ALEXANDRIA, ARLINGTON COUNTY, AND MARKET AREAS
OCTOBER 2008**

Retail Categories	City of Alexandria	Arlington County	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	(\$20,511,499)	\$612,573,627	(\$49,831,387)	(\$77,116,091)	\$17,256,105	(\$106,377,215)	\$169,290,138	\$138,647,123	\$249,802,344
Department Stores Excluding Leased Departments-4521	(\$1,965,251)	\$145,843,963	(\$67,811,730)	(\$144,085,355)	\$72,699,759	(\$46,638,297)	\$66,210,331	\$49,224,926	\$117,653,961
Radio, Television, Electronics Stores-443112	\$10,236,246	\$42,330,401	\$604,667	(\$27,375,880)	\$818,005	(\$6,802,955)	\$12,125,067	\$12,240,555	\$34,629,710
Home Furnishing Stores-4422	(\$63,279,884)	(\$3,131,516)	\$1,750,392	(\$1,269,237)	(\$53,432,593)	(\$20,865,278)	\$13,265,767	\$10,492,840	(\$29,312,341)
Home Centers-44411	\$48,429,941	\$208,078,858	\$23,197,380	\$45,899,941	\$33,511,219	(\$34,147,568)	\$39,974,431	\$29,744,711	\$65,287,233
Book Stores-451211	\$10,318,464	\$25,062,227	(\$3,123,133)	\$5,996,789	\$4,961,486	\$4,638,415	\$3,730,016	\$4,820,054	\$7,404,703
In-Line Comparison Retailers	\$144,195,892	\$31,647,821	\$1,768,237	(\$272,365,232)	\$33,886,996	\$39,722,828	\$72,812,718	\$59,958,682	\$126,471,117
Clothing Stores-4481	\$61,588,574	(\$90,446,831)	(\$12,281,343)	(\$242,992,392)	\$6,727,831	\$29,887,894	\$39,849,220	\$31,797,959	\$52,079,256
Food & Beverage	\$204,804,381	\$359,243,632	\$6,178,763	\$16,558,418	\$52,659,077	\$91,426,679	\$22,238,509	\$83,288,658	\$158,828,066
Full-Service Restaurants-7221	\$31,752,015	\$132,730,291	(\$10,819,403)	(\$31,421,459)	(\$1,754,463)	\$40,861,766	(\$16,991,997)	\$40,206,603	\$81,371,437
Limited Service Eating Places-7222	\$135,537,929	\$176,338,799	\$12,659,750	\$35,606,892	\$38,070,806	\$41,742,804	\$30,921,945	\$35,980,824	\$58,935,493
Drinking Places Alcoholic Beverages-7224	\$37,514,437	\$50,174,541	\$4,338,415	\$12,372,985	\$16,342,735	\$8,822,110	\$8,308,561	\$7,101,231	\$18,521,136
Neighborhood Retailers	\$261,581,787	\$390,238,997	\$9,853,227	\$126,261,529	\$88,207,689	\$90,027,724	\$54,984,467	\$106,060,638	\$126,552,288
Supermarket, Grocery -44511	\$89,783,380	\$124,926,638	(\$25,730,354)	\$62,033,587	\$50,881,114	\$53,216,053	(\$10,180,625)	\$60,039,420	\$25,812,402
Pharmacies and Drug Stores-44611	\$74,035,130	\$137,232,942	\$21,303,728	\$32,892,628	\$19,569,447	\$6,366,949	\$37,016,730	\$19,396,416	\$46,427,937
TOTALS	\$590,070,561	\$1,393,704,077	(\$32,031,160)	(\$206,661,375)	\$192,009,868	\$114,800,015	\$319,325,831	\$387,955,101	\$661,653,816

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern DOWNTOWN DC	TOTAL OF MARKET AREAS
Major Comparison Retailers	\$37,867,755	(\$62,836,874)	\$117,475,691	\$44,374,198	(\$95,417,283)	(\$26,715,873)	\$188,331,462	\$222,984,104	\$767,734,196
Department Stores Excluding Leased Departments-4521	\$25,613,608	\$23,102,446	\$43,885,061	(\$4,001,333)	(\$1,994,069)	\$3,331,043	\$86,367,780	\$125,739,633	\$349,297,764
Radio, Television, Electronics Stores-443112	(\$4,494,036)	(\$28,163,315)	\$11,920,281	\$7,370,049	\$2,672,632	(\$2,299,095)	\$17,675,374	\$26,727,941	\$57,649,002
Home Furnishing Stores-4422	(\$1,604,816)	(\$7,135,312)	\$5,791,528	\$6,644,841	\$2,405,708	\$4,515,771	\$5,692,270	\$11,577,940	(\$51,482,520)
Home Centers-44411	\$24,448,625	\$20,783,190	\$33,153,464	\$19,764,632	(\$125,158,066)	(\$48,330,002)	\$35,973,419	(\$301,406)	\$163,801,203
Book Stores-451211	\$2,731,601	(\$11,092,580)	\$3,569,945	\$1,784,938	\$2,062,220	\$706,357	\$4,641,014	\$5,685,477	\$38,517,303
In-Line Comparison Retailers	\$50,883,009	(\$53,584,828)	\$29,924,928	\$5,249,895	\$34,974,931	(\$2,749,472)	\$78,776,870	\$153,087,822	\$358,818,500
Clothing Stores-4481	\$29,137,696	(\$44,856,238)	\$9,746,842	\$2,582,997	\$24,381,701	(\$1,282,808)	\$47,772,887	\$67,835,240	\$40,386,743
Food & Beverage	\$80,898,277	\$3,627,150	\$40,060,021	\$14,057,828	\$13,901,918	\$32,499,719	\$110,985,555	\$92,977,860	\$820,186,497
Full-Service Restaurants-7221	\$43,364,561	(\$15,039,444)	\$10,397,733	\$18,443,555	(\$6,528,704)	\$22,885,477	\$55,627,560	\$81,346,930	\$311,950,152
Limited Service Eating Places-7222	\$30,696,800	\$13,042,244	\$24,705,585	(\$8,641,666)	\$14,724,578	\$6,125,693	\$48,042,735	(\$1,807,719)	\$380,806,763
Drinking Places Alcoholic Beverages-7224	\$6,836,915	\$5,624,349	\$4,956,704	\$4,255,938	\$5,706,044	\$3,488,550	\$7,315,260	\$13,438,648	\$127,429,582
Neighborhood Retailers	\$60,273,790	(\$81,225,230)	\$70,960,873	\$61,173,826	(\$28,843,459)	\$17,932,236	\$171,377,682	\$209,996,686	\$1,083,593,966
Supermarket, Grocery -44511	\$37,988,972	(\$107,723,099)	\$16,242,274	\$46,310,078	(\$62,726,577)	(\$5,060,374)	\$94,983,035	\$109,168,317	\$345,254,222
Pharmacies and Drug Stores-44611	\$24,492,109	\$14,489,578	\$24,926,172	\$6,900,858	\$13,873,075	\$16,228,250	\$34,905,871	\$7,137,945	\$325,927,694
TOTALS	\$229,922,830	(\$194,019,783)	\$258,421,512	\$124,855,746	(\$75,383,894)	\$20,966,610	\$549,471,569	\$679,046,473	\$3,030,333,160

1/ Assumes a range of % additional demand on top of household and office demand: Major Comparison Retailers, 10%; In-Line Comparison Retailers, 10%; Food and Beverage, 20%; Neighborhood Retailers, 5%.
SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 30A

**SUBJECT SITE CAPTURE RATE ANALYSIS, 2020 1/
TARGET MARKET AREAS
OCTOBER 2008**

Retail Categories	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers							
Department Stores Excluding Leased Departments-4521	50.0%	40.0%	30.0%	15.0%	10.0%	7.5%	10.0%
Radio, Television, Electronics Stores-443112	40.0%	25.0%	20.0%	20.0%	10.0%	5.0%	7.5%
Home Furnishing Stores-4422	75.0%	50.0%	66.0%	35.0%	20.0%	10.0%	10.0%
Home Centers-44411	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Book Stores-451211	75.0%	60.0%	66.0%	35.0%	25.0%	15.0%	15.0%
In-Line Comparison Retailers							
Clothing Stores-4481	20.0%	15.0%	10.0%	10.0%	5.0%	2.5%	3.0%
Remainder of In-Line Comparison	30.0%	25.0%	20.0%	15.0%	10.0%	5.0%	3.0%
Food & Beverage							
Full-Service Restaurants-7221	20.0%	10.0%	15.0%	7.5%	5.0%	2.5%	2.0%
Limited Service Eating Places-7222	25.0%	10.0%	15.0%	5.0%	3.0%	2.0%	1.0%
Drinking Places Alcoholic Beverages-7224	20.0%	10.0%	15.0%	7.5%	3.0%	2.0%	1.0%
Neighborhood Retailers							
Supermarket, Grocery -44511	25.0%	15.0%	5.0%	2.0%	3.0%	2.0%	1.0%
Pharmacies and Drug Stores-44611	20.0%	5.0%	3.0%	1.0%	1.0%	1.0%	0.0%
Remainder of Neighborhood Retail	25.0%	15.0%	5.0%	2.0%	3.0%	1.0%	1.0%

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern Downtown DC
Major Comparison Retailers								
Department Stores Excluding Leased Departments-4521	2.5%	1.0%	2.5%	5.0%	2.5%	12.5%	7.5%	5.0%
Radio, Television, Electronics Stores-443112	2.5%	1.0%	2.5%	7.5%	7.5%	10.0%	10.0%	2.5%
Home Furnishing Stores-4422	5.0%	2.0%	5.0%	15.0%	15.0%	20.0%	20.0%	10.0%
Home Centers-44411	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Book Stores-451211	5.0%	2.0%	5.0%	15.0%	15.0%	25.0%	10.0%	5.0%
In-Line Comparison Retailers								
Clothing Stores-4481	2.0%	1.0%	2.0%	3.0%	2.0%	10.0%	10.0%	2.0%
Remainder of In-Line Comparison	2.0%	1.0%	2.0%	3.0%	2.0%	10.0%	10.0%	2.0%
Food & Beverage								
Full-Service Restaurants-7221	2.0%	1.0%	5.0%	10.0%	7.5%	7.5%	3.0%	2.0%
Limited Service Eating Places-7222	1.0%	0.0%	3.0%	5.0%	5.0%	5.0%	3.0%	1.0%
Drinking Places Alcoholic Beverages-7224	1.0%	0.0%	3.0%	5.0%	5.0%	7.5%	3.0%	1.0%
Neighborhood Retailers								
Supermarket, Grocery -44511	0.0%	0.0%	0.0%	2.0%	1.0%	2.0%	2.5%	0.0%
Pharmacies and Drug Stores-44611	0.0%	0.0%	0.0%	1.0%	0.0%	0.0%	1.0%	0.0%
Remainder of Neighborhood Retail	0.0%	0.0%	0.0%	1.0%	1.0%	1.0%	2.0%	0.0%

1/ Based upon RCLCOs analysis of current and future competitive market.
SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 30B

**CAPTURED SUBJECT SITE EXPENDITURES, 2020
TARGET MARKET AREAS
OCTOBER 2008**

Retail Categories	Supportable SF 1/	TOTALS	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers									
Department Stores Excluding Leased Departments-4521	273,417	\$164,050,471	\$22,077,607	\$41,376,743	\$31,974,561	\$11,744,934	\$7,486,538	\$5,035,092	\$18,287,711
Radio, Television, Electronics Stores-443112	51,625	\$30,975,137	\$4,281,723	\$5,953,963	\$4,867,838	\$3,806,494	\$1,821,863	\$793,938	\$3,209,906
Home Furnishing Stores-4422	83,775	\$50,264,967	\$6,392,097	\$9,477,620	\$12,683,159	\$4,804,574	\$2,894,284	\$1,088,940	\$2,918,002
Home Centers-44411	0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Book Stores-451211	43,354	\$26,012,473	\$2,312,693	\$6,039,809	\$6,989,191	\$2,123,742	\$1,502,721	\$723,008	\$2,816,166
In-Line Comparison Retailers									
Clothing Stores-4481	94,766	\$47,383,193	\$5,657,852	\$9,876,124	\$6,793,417	\$4,895,273	\$2,357,369	\$1,073,048	\$3,532,443
Remainder of In-Line Comparison	114,094	\$57,047,111	\$6,256,018	\$14,569,152	\$12,178,657	\$5,668,649	\$3,638,431	\$1,584,020	\$3,124,523
Food & Beverage									
Full-Service Restaurants-7221	107,505	\$64,503,000	\$7,179,885	\$9,800,581	\$15,330,581	\$5,256,500	\$3,231,849	\$1,452,869	\$3,678,729
Limited Service Eating Places-7222	80,389	\$48,233,686	\$7,842,138	\$8,830,125	\$13,874,896	\$3,098,817	\$1,694,292	\$1,038,144	\$1,669,012
Drinking Places Alcoholic Beverages-7224	12,845	\$7,706,807	\$867,683	\$1,540,983	\$2,451,410	\$661,658	\$249,257	\$142,025	\$284,493
Neighborhood Retailers									
Supermarket, Grocery -44511	119,027	\$59,513,310	\$16,150,916	\$19,129,717	\$6,517,645	\$2,392,017	\$3,187,273	\$2,170,025	\$2,378,208
Pharmacies and Drug Stores-44611	26,405	\$13,202,287	\$5,760,028	\$3,035,274	\$1,852,906	\$557,529	\$496,995	\$477,149	\$0
Remainder of Neighborhood Retail	66,695	\$33,347,741	\$8,475,273	\$12,852,522	\$4,442,881	\$1,263,506	\$1,795,073	\$530,734	\$1,523,882

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern Downtown DC
Major Comparison Retailers								
Department Stores Excluding Leased Departments-4521	\$1,466,338	\$466,706	\$1,270,941	\$2,185,283	\$1,518,609	\$5,057,472	\$6,495,517	\$7,606,420
Radio, Television, Electronics Stores-443112	\$340,662	\$105,618	\$298,007	\$819,211	\$1,066,293	\$917,765	\$1,885,921	\$805,935
Home Furnishing Stores-4422	\$471,223	\$152,788	\$547,482	\$1,204,919	\$1,780,167	\$1,342,597	\$2,340,777	\$2,166,340
Home Centers-44411	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Book Stores-451211	\$233,739	\$75,222	\$183,963	\$505,908	\$617,209	\$551,330	\$464,101	\$873,671
In-Line Comparison Retailers								
Clothing Stores-4481	\$748,453	\$293,724	\$634,257	\$821,765	\$747,617	\$2,544,986	\$5,482,147	\$1,924,716
Remainder of In-Line Comparison	\$583,711	\$235,034	\$480,566	\$628,547	\$553,398	\$1,827,504	\$3,801,070	\$1,917,831
Food & Beverage								
Full-Service Restaurants-7221	\$1,038,535	\$413,692	\$2,002,942	\$3,849,556	\$3,644,605	\$2,328,005	\$2,024,515	\$3,270,156
Limited Service Eating Places-7222	\$469,003	\$0	\$1,060,877	\$1,669,276	\$2,153,184	\$1,418,427	\$1,873,923	\$1,541,572
Drinking Places Alcoholic Beverages-7224	\$68,369	\$0	\$148,701	\$235,579	\$285,302	\$261,641	\$219,458	\$290,247
Neighborhood Retailers								
Supermarket, Grocery -44511	\$0	\$0	\$0	\$1,297,664	\$952,365	\$1,336,399	\$4,001,080	\$0
Pharmacies and Drug Stores-44611	\$0	\$0	\$0	\$311,436	\$0	\$0	\$710,970	\$0
Remainder of Neighborhood Retail	\$0	\$0	\$0	\$341,539	\$487,690	\$314,918	\$1,319,721	\$0

1/ Based upon sales per square foot thresholds: \$6000 per SF for Major Comparison and Food and Beverage; \$500 per SF for In-Line Comparison and Neighborhood Retail.
SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 30C

**PERCENT OF CAPTURED SUBJECT SITE EXPENDITURES BY MARKET AREA, 2020
TARGET MARKET AREAS
OCTOBER 2008**

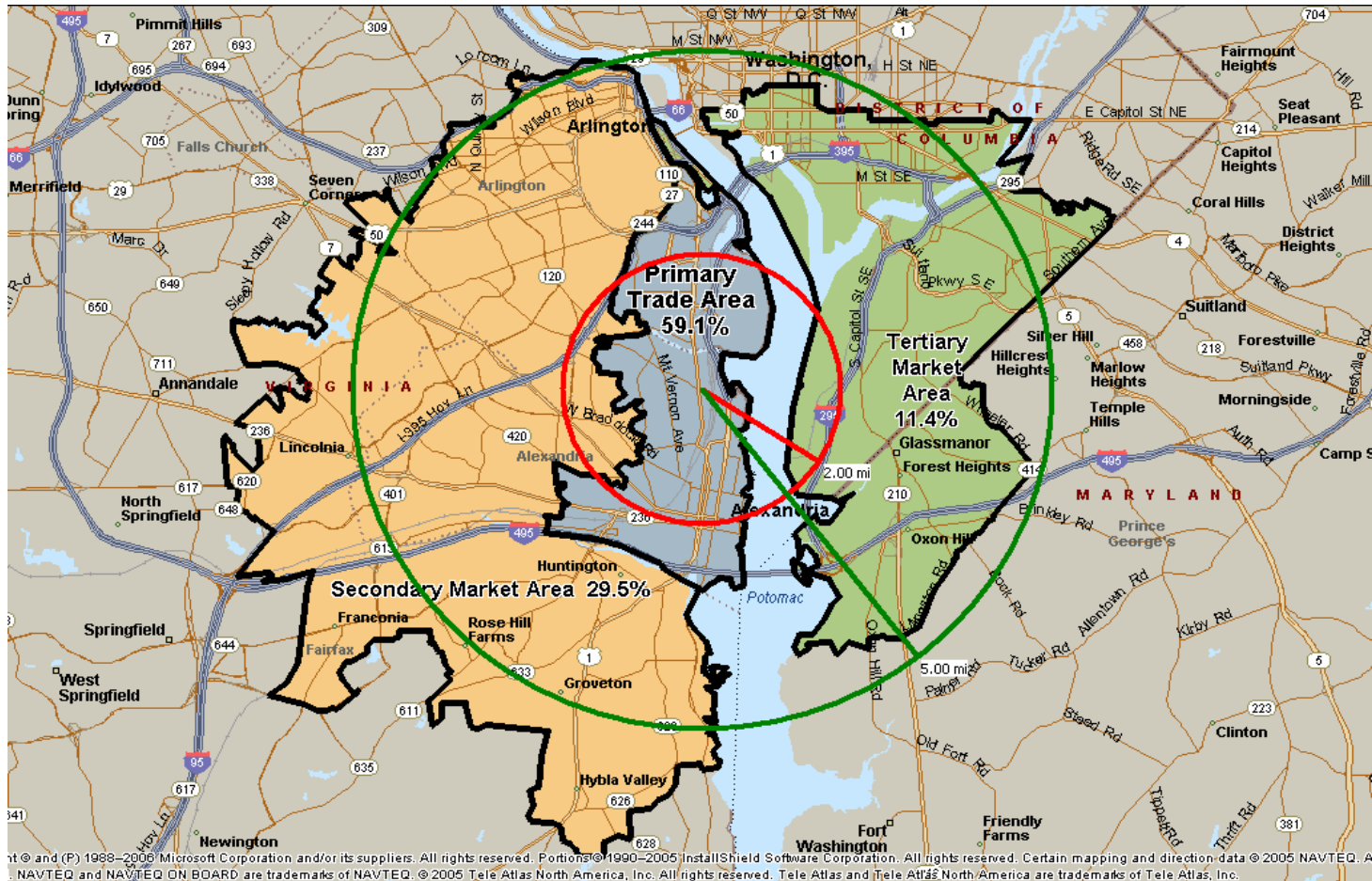
Retail Categories	Mt. Vernon/Braddock	Crystal City/ Pentagon City	Old Town/ Carlyle	Western Alexandria	Shirlington/ Fairlington	Columbia Pike	Rosslyn/Ballston
Major Comparison Retailers	12.9%	23.2%	20.8%	8.3%	5.1%	2.8%	10.0%
In-Line Comparison Retailers	11.4%	23.4%	18.2%	10.1%	5.7%	2.5%	6.4%
Food & Beverage	13.2%	16.7%	26.3%	7.5%	4.3%	2.2%	4.7%
Neighborhood Retailers	28.6%	33.0%	12.1%	4.0%	5.2%	3.0%	3.7%
TOTAL RETAIL EXPENDITURES	15.5%	23.7%	19.9%	7.7%	5.0%	2.7%	7.2%

Retail Categories	Far Western Alexandria	Bailey's Crossroads	Franconia	Huntington	Route 1/ Hybla Valley	Oxon Hill	SE Washington DC	Southern Downtown DC
Major Comparison Retailers	0.9%	0.3%	0.8%	1.7%	1.8%	2.9%	4.1%	4.2%
In-Line Comparison Retailers	1.3%	0.5%	1.1%	1.4%	1.2%	4.2%	8.9%	3.7%
Food & Beverage	1.3%	0.3%	2.7%	4.8%	5.1%	3.3%	3.4%	4.2%
Neighborhood Retailers	0.0%	0.0%	0.0%	1.8%	1.4%	1.6%	5.7%	0.0%
TOTAL RETAIL EXPENDITURES	0.9%	0.3%	1.1%	2.3%	2.3%	3.0%	5.1%	3.4%

SOURCE: RCLCO; utilizing data in previous exhibits.

Exhibit 31A

MAP OF TRADE AREA SUBMARKETS BY PERCENTAGE OF DEMAND, 2020 -- ALL RETAIL 1/
POTOMAC YARD STUDY AREA
OCTOBER 2008

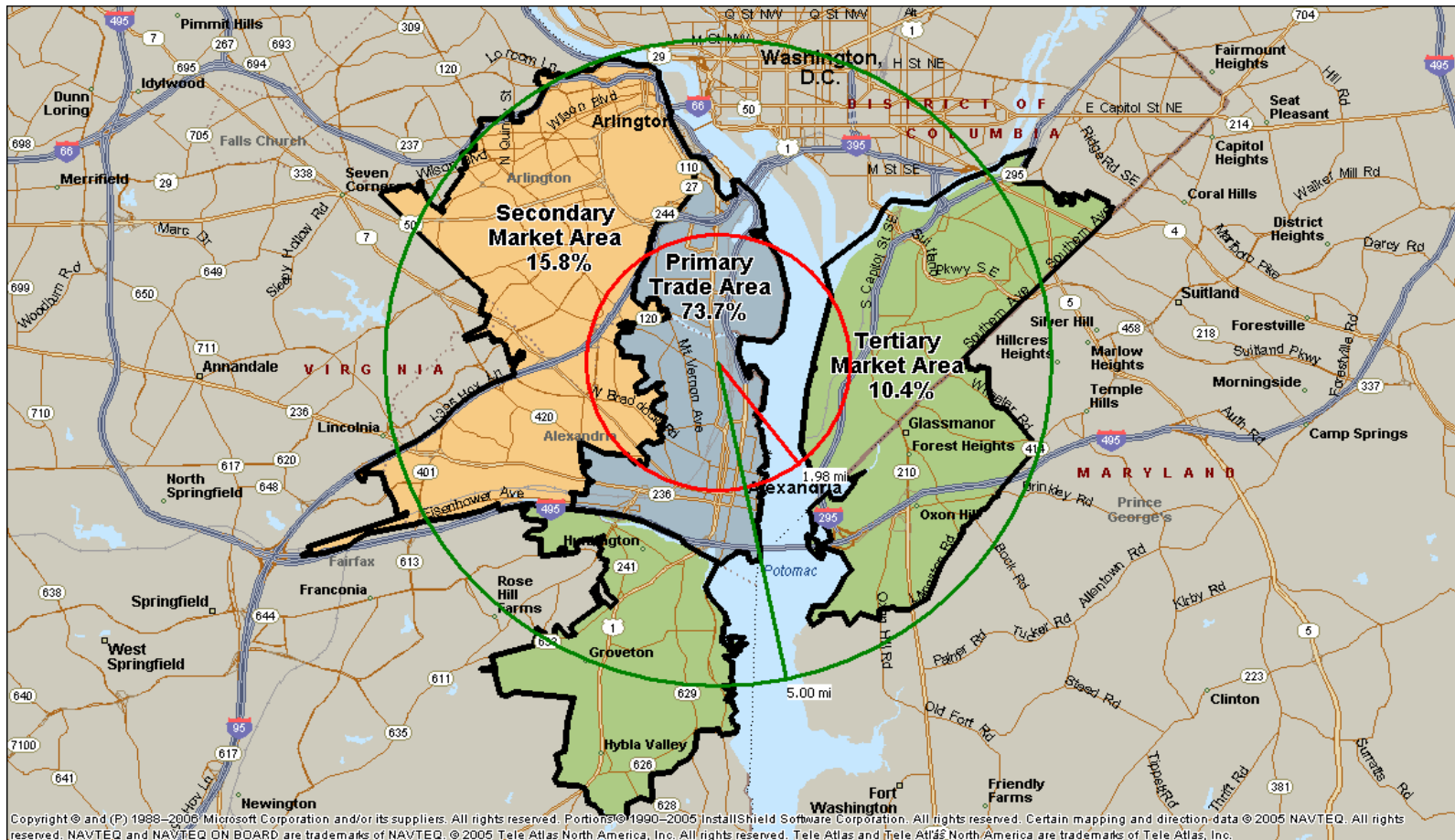


1/ Does not include demand from households and workers on the site; this demand is incorporated in Exhibits 32 and 33.

SOURCE: RCLCO

Exhibit 31B

MAP OF TRADE AREA SUBMARKETS BY PERCENTAGE OF DEMAND, 2020 -- NEIGHBORHOOD RETAIL 1/
 POTOMAC YARD STUDY AREA
 OCTOBER 2008



1/ Does not include demand from households and workers on the site; this demand is incorporated in Exhibits 32 and 33.

SOURCE: RCLCO

Exhibit 32

**SUMMARY OF DEMAND FROM HOUSEHOLDS AND OFFICE ON SITE
POTOMAC YARD SITES
OCTOBER 2008**

Retail Categories	Households on the Site				Office Workers on the Site			
	Expenditures per HH	Retail Demand	Capture	Captured Expenditures	Expenditures per Worker	Retail Demand	Capture	Captured Expenditures
Households on Site	5,814							
Office Space on Site	2,596,000							
Office Workers on Site	9,553							
Major Comparison Retailers								
Department Stores Excluding Leased Departments-4521	\$3,209	\$18,657,254	75.0%	\$13,992,941	\$381	\$3,638,653	75.0%	\$2,728,990
Radio, Television, Electronics Stores-443112	\$786	\$4,571,216	75.0%	\$3,428,412	\$63	\$606,442	75.0%	\$454,832
Home Furnishing Stores-4422	\$631	\$3,671,048	75.0%	\$2,753,286	\$32	\$303,221	75.0%	\$227,416
Home Centers-44411	\$1,734	\$10,083,238	0.0%	\$0	\$32	\$303,221	0.0%	\$0
Book Stores-451211	\$213	\$1,241,276	75.0%	\$930,957	\$63	\$606,442	75.0%	\$454,832
In-Line Comparison Retailers								
Clothing Stores-4481	\$2,053	\$11,936,738	30.0%	\$3,581,021	\$254	\$2,425,769	30.0%	\$727,731
Remainder of In-Line Comparison	\$1,476	\$8,581,443	50.0%	\$4,290,722	\$317	\$3,032,211	50.0%	\$1,516,106
Food & Beverage								
Full-Service Restaurants-7221	\$2,552	\$14,835,254	25.0%	\$3,708,813	\$509	\$4,864,721	25.0%	\$1,216,180
Limited Service Eating Places-7222	\$2,211	\$12,855,448	25.0%	\$3,213,862	\$509	\$4,864,721	25.0%	\$1,216,180
Drinking Places Alcoholic Beverages-7224	\$294	\$1,706,527	25.0%	\$426,632	\$113	\$1,081,049	25.0%	\$270,262
Neighborhood Retailers								
Supermarket, Grocery -44511	\$4,757	\$27,656,985	90.0%	\$24,891,287	\$342	\$3,269,515	90.0%	\$2,942,563
Pharmacies and Drug Stores-44611	\$2,128	\$12,369,917	90.0%	\$11,132,926	\$128	\$1,226,068	90.0%	\$1,103,461
Remainder of Neighborhood Retail	\$2,437	\$14,169,704	90.0%	\$12,752,733	\$385	\$3,678,204	90.0%	\$3,310,383
TOTALS				\$85,103,591				\$16,168,936

Exhibit 33

**SUMMARY OF DEMAND PROJECTIONS
POTOMAC YARD SITES
OCTOBER 2008**

Retail Categories	Demand from Market Areas	Demand from HHs and Office Workers on Site	% from On-Site HHs/Workers	Sales per SF Thresholds	Supportable SF - Market Areas	Supportable SF - On-Site HHs/Workers	Supportable SF - Total
Major Comparison Retailers					452,172	41,619	493,791
Department Stores Excluding Leased Departments-4521	\$164,050,471	\$16,721,931	9.3%	\$600	273,417	27,870	301,287
Radio, Television, Electronics Stores-443112	\$30,975,137	\$3,883,244	11.1%	\$600	51,625	6,472	58,097
Home Furnishing Stores-4422	\$50,264,967	\$2,980,702	5.6%	\$600	83,775	4,968	88,743
Home Centers-44411	\$0	\$0	N/A	\$600	0	0	0
Book Stores-451211	\$26,012,473	\$1,385,789	5.1%	\$600	43,354	2,310	45,664
In-Line Comparison Retailers					208,861	20,231	229,092
Clothing Stores-4481	\$47,383,193	\$4,308,752	8.3%	\$500	94,766	8,618	103,384
Remainder of In-Line Comparison	\$57,047,111	\$5,806,827	9.2%	\$500	114,094	11,614	125,708
Food & Beverage					200,739	16,753	217,492
Full-Service Restaurants-7221	\$64,503,000	\$4,924,994	7.1%	\$600	107,505	8,208	115,713
Limited Service Eating Places-7222	\$48,233,686	\$4,430,042	8.4%	\$600	80,389	7,383	87,773
Drinking Places Alcoholic Beverages-7224	\$7,706,807	\$696,894	8.3%	\$600	12,845	1,161	14,006
Neighborhood Retailers					212,127	112,267	324,393
Supermarket, Grocery -44511	\$59,513,310	\$27,833,850	31.9%	\$500	119,027	55,668	174,694
Pharmacies and Drug Stores-44611	\$13,202,287	\$12,236,387	48.1%	\$500	26,405	24,473	50,877
Remainder of Neighborhood Retail	\$33,347,741	\$16,063,117	32.5%	\$500	66,695	32,126	98,822
TOTALS	\$602,240,183	\$101,272,527	14.4%		1,073,898	190,871	1,264,769