

## THE JBG COMPANIES

Honorable William D. Euille, Mayor  
and Members of City Council  
City of Alexandria  
City Hall Room 2300  
301 King St.  
Alexandria, VA 22314

Re: Potomac Yard Center (Landbay F)  
CDD # 19 – North Potomac Yard

Dear Mayor Euille and Members of Council,

As we have discussed with the City Manager, JBG, together with Lionstone and the owner of Landbay F, are committed to cooperatively working with the City of Alexandria (the "City") to enable the construction of a Metrorail station within Potomac Yard, and ultimately enable the development of the approximate uses and total densities described in the North Potomac Yard Small Area Plan. We believe these densities are achievable under either a Location A or a Location B scenario.

Since JBG's engagement in 2013, the new development team consistently has stated that the constraints of the in-place leases require us to re-develop in a phased approach. This is different but more realistic than the approach envisioned by the prior development team. As you may know, the owner of Landbay F replaced the team that lead the entitlement effort and created the initial development plan with a new investment advisor – Lionstone Investments. In 2012, Lionstone, raised the issue of whether the upfront burden of the \$32MM shortfall guaranty attached to Location B in CDD # 19 could be economically supported by the value of the development of the first phase of Landbay F (Phase I). Lionstone then engaged JBG as the new Master Developer, and charged them with, among other things, developing an economically viable plan to develop Phase I, regardless of the Metro location.

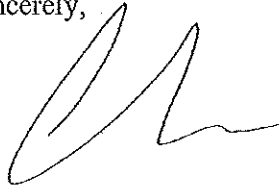
In order to start Phase I and ensure an economically viable redevelopment plan for Potomac Yard Center under a Location B scenario, the City Manager requested and JBG proposed a conceptual framework to amend the prior approvals. This framework included a reduction of the shortfall guaranty and the restructuring of Phase I proffers as outlined in Exhibit A. Although we have discussed these changes with City staff over several months, we want to provide this information in writing to the City Council as you consider the selection of the locally preferred alternative for the Metrorail station, as no one wishes these matters to appear unexpected after making the important LPA decision and the associated expectations with that location. We support the Location B alternative with the conceptual framework proffer package as defined in Exhibit A.

Under this framework, we still have significant contingent Metro Contributions if Location B is selected, provided that the contributions are phased with new development. Fortunately, the City's new financial model indicates that this approach will provide adequate funding to pay for the new Metro station without resulting in a projected shortfall requiring general fund resources. In addition, the new framework would restructure some of the non-Metro proffer obligations during Phase I as we have presented to City staff and detailed on Exhibit A.

Of course, this framework would only apply if Location B is selected. In the event Location A is selected, we would pursue a dual path of developing the lower maximum density approved under the current CDD # 19 while working with the City to revise the CDD Approvals to add additional density on Landbay F to support the tax assessment base for the Metrorail station.

We understand that approval and implementation of the Exhibit A framework would require a planning and legislative process. While we support the Location B with this revised framework, we simply want to be clear that without it, we do not see a viable path to redevelop and add density to Landbay F under a Location B scenario. We look forward to continuing to work with the City to enable a Metrorail station to be constructed within Potomac Yard.

Sincerely,



Andrew Vanhorn  
The JBG Companies  
Master Developer for Landbay F

Cc: Mark Jinks, City Manager

Exhibit A – Framework Agreement

Exhibit A

1. Revised proffer sizing and timing as outlined below.

Category	Current		Revised	
	\$ Cost	Condition	\$ Cost	Condition
Shortfall Guarantee # 22.c.x	\$32,000,000	Max \$10M drawn/year.	\$15,000,000	Max \$5MM drawn every two years, fully credited against Metro Contributions
Metro Contribution, A1 #22b	\$49,000,000	\$10/sf for first 4.9 million sf	\$10/sf fixed	No escalations for CPI while shortfall is posted
Traffic calming	\$1,000,000	First C of O		Reset CPI to \$2015
National Park Service				
Landscaping	\$200,000	First Building		Reset CPI to \$2015
BRT construction	*3	At 1.5M square feet		At 2MM square feet of new development
E. Glebe	*3	Route 1 Improvements (At 2M square feet)		At 2MM square feet of new development
BRT stations	*3	At 2M square feet		At 2MM square feet of new development
Sanitary Sewer	*3	At 2M square feet		At 2MM square feet of new development
Synthetic Turf Field	*3	At 2M square feet		At 2MM square feet of new development
School Land Reservation	*3	2,000 units (phase 5) - Prevents building on "Block 4" in first phase		Move to Block 1, 2, or 3 and no earlier than 2,000 units

2. Revised CDD language to enable DSUP approvals (McGuire Woods to draft language):

- a. Ability to break infrastructure plan into 4 phases: 1 phase east of Potomac Avenue and 3 phases west of Potomac Avenue (TBD)
  - b. Staff to agree to work to reduce other enhanced DSUP requirements that were unique to this project (Environmental Sustainability Master Plan, etc.)
3. Improvements to be completed per requirements of CDD. Actual cost TBD.