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FILE NO: 47697.9

December 8, 2008

**VIA EMAIL**

Alexandra Simpson, Co-Chair  
Franklin Blackstone, Co-Chair  
Providence District APR Task Force

**Merrifield Garden Center**  
**APR No. 08-I-2MS**

Dear Ms. Simpson and Mr. Blackstone:

On November 17, 2008, I presented the Merrifield Garden Center Area Plans Review ("APR") Nomination (APR # 08-I-2MS; the "Nomination") to the Providence District APR Task Force. Action on this Nomination was deferred to December 15, 2008 to allow us to provide additional materials requested by Task Force members. This letter provides those materials and further justification regarding the merits of this Nomination and its positive attributes that were overlooked by staff.

**Program.** The development program that was presented to the Task Force on November 17, 2008 proposed the redevelopment of the 8.87 acre Merrifield Garden Center site that includes the 15,000 square foot residue of the Gas King service station (the "Property") with a mix of uses at an overall floor area ratio ("FAR") up to 1.5. The conceptual plan presented to the Task Force depicted a 575,000 square foot redevelopment scenario composed of multi-family residential dwelling units (200,000 square feet), office (175,000 square feet), hotel (150,000 square feet) and retail (50,000 square feet).<sup>1</sup>

Following the Task Force discussion, my clients' continuing analysis has resulted in another potential scenario within this proposed 1.5 FAR which could allow a greater presence for an urban garden center (approximately 50,000 square feet) and a stronger treed/landscaped display area along Gallows Road. A revised conceptual plan depicting this 25,000 square foot reduction in office and commensurate increase in "retail" is attached as Exhibit 1.

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<sup>1</sup> The initial Nomination proposed redevelopment of 625,168 square feet of residential, office, hotel and retail uses based upon the 9.57-acre size of the Property prior to condemnation by the Virginia Department of Transportation ("VDOT") for the Lee Highway/Gallows Road intersection improvement project.

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The Comprehensive Plan currently provides two options for redevelopment of the Property. Option 1 recommends up to a .65 FAR as either a) a retail center or b) a mix of retail and office uses, as long as the office component does not exceed fifty percent of the gross floor area ("GFA") and the retail component consumes at least thirty percent of the GFA. Accordingly, the Property could be developed as a 251,268 square foot retail shopping center, or as a commercial mixed-use development consisting of 125,634 square feet of office space and 125,634 square feet of retail space. Neither of these scenarios is desirable because of the heavy amount of retail space, given the amount and location of retail provided for elsewhere within the Merrifield Suburban Center.

Option 2 recommends up to a 1.05 FAR mix of uses, including office and/or hotel, as well as alternative uses such as residential, institutional, hotel and/or retail and service. Any combination of such uses would be permitted under this Option. The major deficiency with this recommendation is that it does not allow enough GSF to permit the critical mass of multiple uses necessary to achieve the type of thriving mixed-use development intended for this location.<sup>2</sup> If the Property were redeveloped according to the Option 2 limitations, it would not be possible to provide a full service hotel, office, multi-family residential, service retail, and the Merrifield Garden Center. At least one of the uses could not be included at its critical mass, which would decrease the synergy necessary for the intended mixed-use to succeed. This Nomination would increase the Comprehensive Plan's recommendation from 1.05 FAR (405,894 square feet) to 1.5 FAR (575,000 square feet). **The redevelopment scenario outlined here would allow a cohesive mix of uses that would generate a lesser impact upon the road network than would be generated under the current Comprehensive Plan recommendations for the Property.**

**Trip Generation.** Attached as Exhibit 2 is a memo from Gorove/Slade Associates, Inc., a transportation engineering firm that has been engaged by my client to analyze the traffic impact of the proposed APR Nomination. The memo concludes that a greater transportation impact

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<sup>2</sup> "Development potential under the second option provides a greater opportunity to create a more pedestrian-oriented environment, as well as an improved sense of place . . . a synergy in the area and high-quality development." Area I, Fairfax County Comprehensive Plan, 2007 Edition, The Merrifield Suburban Center Area-Wide Recommendations at page 14, as amended through 8/6/07.

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would result from redevelopment of the Property according to either Option 1 or Option 2 of the current Comprehensive Plan compared to the development program proposed with this Nomination. The trip generation associated with this Nomination would be 10,051 total trips per day, whereas Option 1 (mixed use retail/office up to 0.65 FAR) would generate 12,166 total daily trips and Option 2 (mixed use up to 1.05 FAR) would generate in excess of 13,000 total daily trips<sup>3</sup>. The primary reason that a greater trip generation would result under (i) Option 1 is the preponderance of office and retail required by the current Plan, and (ii) Option 2 is that not enough density is permitted to allow for a successful mix of uses. Under the existing Option 1 and Option 2, the Property must have a predominate use (typically office and/or retail) and some secondary use. In contrast, this Nomination proposes a balanced redevelopment scenario that would allow for the synergy from each of these uses and the generation of fewer trips.

**Urban Garden Center.** Merrifield Garden Center has existed on the Property since 1971. The thrust of this Nomination is to permit a critical mass of mixed uses that would allow for revitalization of this significant sub-unit of the Merrifield Suburban Center and retention of an adapted urban garden center. My clients have visited numerous "urban garden centers" throughout the county and have researched this concept here and in Europe. Under the attached scenario, Merrifield Garden Center will be operated on the first two floors of the residential building parallel to Gallows Road. Outdoor display of nursery stock will occur adjacent to Gallows Road, and storage of stock may occur on top of the garage. In contrast to current operation, no open bins of landscaping matter or trees of a significant caliper will be stored on the Property. As reflected in the text attached as Exhibit 3, this "urban garden center" will provide nursery materials, as well as retail and design services for the increasing urban population of the Merrifield area. Merrifield Garden Center's other locations will be able to accommodate the relocation of its more commercialized nursery services that are presently offered at this location. Attached are photographs and/or website materials from three "urban garden centers" (Clifton Nurseries in London, England – Exhibit 4; Johnson's Flower and Garden Center in Washington, D.C. – Exhibit 5; and Chelsea Garden Center in Manhattan – Exhibit 6) that are surrounded by urban development including residential, office and retail uses.

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<sup>3</sup> No trip reductions were assumed or assigned to any of the scenarios, which surely would occur as a result of the synergy between the uses, transportation oriented design ("TOD") and transportation demand management ("TDM") initiatives that would be employed.



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Also attached as Exhibit 7 is a sampling of such facilities and their respective contact information, each containing elements of the concept but none precisely reflecting this proposal.

This Nomination would not only provide enough density to allow successful multi-family residential, office, hotel and retail to be developed on the Property, it would also permit the redevelopment of these uses with less of a traffic impact upon the existing road network than could result from the current Comprehensive Plan recommendations for the Property.

For all the reasons stated, I request your support for APR Nomination 08-I-2MS.

Very truly yours,

A handwritten signature in cursive script that reads "Francis A. McDermott". There is a small mark or flourish at the end of the signature.

Francis A. McDermott

Enclosures

cc: Mr. Michael Wing



RESIDENTIAL  
ABOVE  
GARDEN  
CENTER

RESIDENTIAL

HOTEL

OFFICE

MERRIFIELD  
GARDEN  
CENTER  
OUTDOOR  
DISPLAY/  
STORAGE

RESIDENTIAL	= 200,000 SF
HOTEL	= 150,000 SF
OFFICE	= 150,000 SF
RETAIL	= 75,000 SF
<b>TOTAL</b>	<b>= 575,000 SF</b>

## MERRIFIELD GARDEN CENTER



**MEMORANDUM**

**TO:** Frank McDermott                      Hunton & Williams  
          Aaron Shriber                         Hunton & Williams

**FROM:** Christopher Tacinelli, P.E.  
          Cheryl Sharp, P.E.  
          Anushree Goradia

**DATE:** December 8, 2008

**SUBJECT:** Trip Generation Comparison for Merrifield Garden Center.

**INTRODUCTION**

The purpose of this memorandum is to summarize a trip generation comparison between the current comprehensive plan governing the site of The Merrifield Garden Center, located in Merrifield, Virginia (designated as "Sub-Unit B5" in the Merrifield Suburban Center of the Fairfax County Comprehensive Plan), and APR Nomination 08-I-2MS for the same sub-unit.

**SITE DESCRIPTION**

Sub-Unit B5 is located in the northeast quadrant of Route 29 and Gallows Road, is planned for retail and/or mixed use up to 1.05 FAR, and is developed with a garden center and a portion of a now-vacant service station on approximately 8.8 acres.

The current comprehensive plan provides the following two options for Sub-Unit B5:

1. Option 1: Redevelopment to a retail center or mixed-use with office and retail uses up to 0.65 FAR.
2. Option 2: Redevelopment of a mix of office, retail, residential, institutional and/or hotel uses up to 1.05 FAR.

APR Nomination 08-I-2MS proposes mixed use development at a 1.5 FAR for Sub-Unit B5, with one scenario being 200 multifamily units, a 300-room hotel, approximately 150,000 Square Feet (SF) of office, approximately 25,000 SF of retail, and approximately 50,000 SF of garden center.

**TRIP GENERATION COMPARISON**

In order to compare the trip generation for the proposed APR Nomination and the current comprehensive plan recommendations for the Sub-Unit, the Institute of Transportation Engineers (ITE) Trip Generation, 7<sup>th</sup> Edition publication was used to determine the trips into and out of the site for the weekday morning

and afternoon peak hours as well as for an entire weekday.

It should be noted that for comparative purposes between scenarios, no trip reductions were taken to reflect retail pass-by traffic, internal site synergy or Transportation Demand Management (TDM) elements. The proposed plan has the greatest opportunity for internal synergy as well as a coordinated TDM plan due to its increased density and mix of uses; however, to be conservative in the comparison, those trip reduction factors have not been included.

*Option 1: Redevelopment to a retail center or mixed-use with office and retail uses up to 0.65 FAR*

This scenario consists of a mix of office and retail uses. In order to attract a grocery store to this location, as recommended by the current Comprehensive Plan, it is likely that it will need to be co-located with other retail uses in addition to the office use and therefore a mix of retail shops, and not a garden center, was included with the Grocery Store.

**Table 1: Trip Generation Comparison (Option 1: 0.65 FAR)**

Site Area: 8.8 Acres (approximately 386,570 SF)

0.65 FAR = 251,000 SF of development; 1.5 FAR = 575,000 SF of development

Land Use	ITE Code	Size	Weekday							
			AM Peak Hour			PM Peak Hour			Daily Total	
			In	Out	Total	In	Out	Total		
<b>Per Fairfax County Comprehensive Plan</b>										
General Office Building	710	126 kSF	199	27	226	38	182	220	1,591	
Shopping Center	820	66 kSF	75	47	122	228	247	475	5,166	
Grocery Store	850	60 kSF	156	99	255	318	305	623	5,409	
<b>OVERALL TOTAL</b>		<b>252 kSF</b>	<b>430</b>	<b>173</b>	<b>603</b>	<b>584</b>	<b>734</b>	<b>1,318</b>	<b>12,166</b>	
<b>APR 08-I-2MS</b>										
Apartment <sup>(1)</sup>	220	200 DU	21	81	102	84	44	128	1,353	
Hotel <sup>(2)</sup>	310	300 Rooms	98	62	160	94	83	177	2,312	
General Office Building	710	150 kSF	229	31	260	42	205	247	1,823	
Shopping Center	820	25 kSF	43	26	69	121	130	251	2,759	
Garden Center/Nursery	817	50 kSF	33	33	66	95	95	190	1,804	
<b>PROPOSED TOTAL</b>		<b>575 kSF</b>	<b>424</b>	<b>233</b>	<b>657</b>	<b>436</b>	<b>557</b>	<b>993</b>	<b>10,051</b>	
<b>Difference in Trips (Proposed Plan Minus Comprehensive Plan)</b>			<b>-6</b>	<b>60</b>	<b>54</b>	<b>-148</b>	<b>-177</b>	<b>-325</b>	<b>-2,115</b>	
<b>Percent Difference</b>			<b>-1%</b>	<b>26%</b>	<b>8%</b>	<b>-34%</b>	<b>-32%</b>	<b>-33%</b>	<b>-21%</b>	

NOTE (1): Number of apartments calculated based on 1000 SF per apartment.

NOTE (2): Number of rooms calculated based on 550 SF per room.

From the above table it can be seen that APR Nomination 08-I-2MS would generate 54 more trips in the morning peak hour, 325 fewer in the afternoon peak hour and 2,115 fewer daily trips than the current

comprehensive plan Option 1 at a 0.65 FAR.

*Option 2: Redevelopment of mixed-use up to 1.05 FAR*

This scenario compares APR Nomination 08-I-2MS to the higher 1.05 FAR density and wider mix of uses permitted by the comprehensive plan Option 2. As with Option 1, it is assumed that the Grocery Store will necessitate the need for support retail rather than a garden center.

**Table 2: Trip Generation Comparison (Option 2: 1.05 FAR)**

Site Area: 8.8 Acres (approximately 386,570 SF)

1.05 FAR = 406,000 SF of development; 1.5 FAR = 575,000 SF of development

Land Use	ITE Code	Size	Weekday							
			AM Peak Hour			PM Peak Hour			Daily Total	
			In	Out	Total	In	Out	Total		
<b>Per Fairfax County Comprehensive Plan</b>										
Hotel <sup>1</sup>	310	150 Rooms	42	26	68	48	41	89	970	
Grocery Store	850	50 kSF	115	72	187	276	264	540	4,740	
Shopping Center	820	68 kSF	76	48	124	233	251	484	5,268	
Office	820	206 kSF	205	130	335	53	257	310	2,327	
<b>OVERALL TOTAL</b>		406 kSF	<b>438</b>	<b>276</b>	<b>714</b>	<b>610</b>	<b>813</b>	<b>1,423</b>	<b>13,305</b>	
<b>APR 08-I-2MS</b>										
Apartment <sup>(2)</sup>	220	200 DU	21	81	102	84	44	128	1,353	
Hotel <sup>(1)</sup>	310	300 Rooms	98	62	160	94	83	177	2,312	
General Office Building	710	150 kSF	229	31	260	42	205	247	1,823	
Shopping Center	820	25 kSF	43	26	69	121	130	251	2,759	
Garden Center/Nursery	817	50 kSF	33	33	66	95	95	190	1,804	
<b>PROPOSED TOTAL</b>		575 kSF	<b>424</b>	<b>233</b>	<b>657</b>	<b>436</b>	<b>557</b>	<b>993</b>	<b>10,051</b>	
<b>Difference in Trips (Proposed Plan Minus Comprehensive Plan)</b>			<b>-14</b>	<b>-43</b>	<b>-57</b>	<b>-174</b>	<b>-256</b>	<b>-430</b>	<b>-3,254</b>	
<b>Percent Difference</b>			<b>-3%</b>	<b>-18%</b>	<b>-9%</b>	<b>-40%</b>	<b>-46%</b>	<b>-43%</b>	<b>-32%</b>	

NOTE (1): Number of rooms calculated based on 550 SF per room; Option 2 is not of sufficient size to achieve a hotel with "community serving amenities" as required by the comprehensive plan

NOTE (2): Number of apartments calculated based on 1000 SF per apartment.

From the above table it can be seen that APR Nomination 08-I-2MS would generate 57 fewer trips in the morning peak hour, 430 fewer in the afternoon peak hour, and 3,254 fewer daily trips than the current comprehensive plan Option 2.

A second scenario with Option 2 was analyzed incorporating multifamily residential use instead of the hotel use shown in Table 2A.

**Table 2B: Trip Generation Comparison (Option 2: 1.05 FAR) - Residential**

Site Area: 8.8 Acres (approximately 386,570 SF)

1.05 FAR = 406,000 SF of development; 1.5 FAR = 575,000 SF of development

Land Use	ITE Code	Size	----- Week day -----							
			AM Peak Hour			PM Peak Hour			Daily Total	
			In	Out	Total	In	Out	Total		
<b>Per Fairfax County Comprehensive Plan</b>										
Apartment	220	90 DUs	10	38	48	45	23	8	692	
Grocery Store	850	50 kSF	115	72	187	276	264	540	4,740	
Shopping Center	820	68 kSF	76	48	124	233	251	484	5,268	
Office	820	206 kSF	205	130	335	53	257	310	2,327	
<b>OVERALL TOTAL</b>		406 kSF	<b>406</b>	<b>288</b>	<b>694</b>	<b>607</b>	<b>795</b>	<b>1,402</b>	<b>13,027</b>	
<b>APR 08-I-2MS</b>										
Apartment <sup>(2)</sup>	220	200 DU	21	81	102	84	44	128	1,353	
Hotel <sup>(1)</sup>	310	300 Rooms	98	62	160	94	83	177	2,312	
General Office Building	710	150 kSF	229	31	260	42	205	247	1,823	
Shopping Center	820	25 kSF	43	26	69	121	130	251	2,759	
Garden Center/Nursery	817	50 kSF	33	33	66	95	95	190	1,804	
<b>PROPOSED TOTAL</b>		575 kSF	<b>424</b>	<b>233</b>	<b>657</b>	<b>436</b>	<b>557</b>	<b>993</b>	<b>10,051</b>	
<b>Difference in Trips (Proposed Plan Minus Comprehensive Plan)</b>			<b>18</b>	<b>-55</b>	<b>-37</b>	<b>-171</b>	<b>-238</b>	<b>-409</b>	<b>-2,976</b>	
<b>Percent Difference</b>			<b>4%</b>	<b>-24%</b>	<b>-5%</b>	<b>-39%</b>	<b>-43%</b>	<b>-29%</b>	<b>-23%</b>	

NOTE (1): Number of rooms calculated based on 550 SF per room.

NOTE (2): Number of apartments calculated based on 1,000 SF per apartment.

Similar to the comparison to Option 2 with hotel, the above table shows that APR Nomination 08-I-2MS would generate 37 fewer trips in the morning peak hour, 409 fewer in the afternoon peak hour, and 2,976 fewer daily trips than the current comprehensive plan Option 2 with residential.

## CONCLUSION

As shown in the table below, which sets out the comparison to Option 2 less favorable to APR Nomination APR 08-I-2MS, it can be concluded from the analysis presented that APR Nomination 08-I-2MS will generate less traffic than development allowed under the current comprehensive plan Option 1 and Option 2 for Sub-Unit B5 during both the morning and evening peak periods as well as over an entire day.

**Table 3: Conclusion**

	AM	PM	Daily
Current Plan (Option 2, Residential)	694	1,402	13,027
Proposed APR Nomination	657	993	10,051
<b>Difference (Proposed APR Minus Current Plan)</b>	<b>-37</b>	<b>-409</b>	<b>-2,976</b>
<b>Percent Difference</b>	<b>-5%</b>	<b>-29%</b>	<b>-23%</b>

There is no basis for the Staff's statement that APR 08-I-2MS "would generate 170% more vehicle trips than the current plan recommendations." Indeed, in each comparison scenario, APR 08-I-2MS will generate fewer trips and be more balanced from a traffic standpoint. The APR Nomination proposal would be better than "traffic neutral." Even though somewhat more intense development, the mix of uses it will allow would result in fewer trips than could be generated under both Option 1 and Option 2 in the existing comprehensive plan.

## Merrifield Garden Center - Possibilities for an Urban Garden Center

If Merrifield Garden Center were to transform into an urban garden center as part of a mixed-use development in Merrifield, we would carry many of the same products that we currently carry at our Merrifield location. But due to the obvious size constraints of an urban site and the desire to create a visually appealing garden center for our neighbors, we would avoid carrying large trees and bulk materials.

To give a better idea of the types of products that we would and would not tend to carry in an urban garden center, we have provided a listing for each category. These lists take into account that we would not need to service our contractor customers from an urban location, and thus would not need to carry the same inventory of products, and we would have substantially less truck traffic.

### Products we would carry in an urban garden center:

#### **Outdoor Plants**

- Annuals, Perennials and Hanging Baskets
- Vegetables and Herbs
- Bulbs & Seasonal Plants
- Shrubs
- Small Trees
- Roses & Ground Covers
- Aquatic Plants

#### **Tropical Greenhouse**

- Tropical and Foliage Plants
- Specialty Plants (Orchids, Cactus, Bonsai, etc.)
- Small Tabletop Plants
- Floor Plants
- Climbing & Hanging Plants
- Cut Flowers
- Grow Lights, Plant Stands, Saucers and Other Houseplant Supplies

#### **Garden Accents**

- Fountains & Garden Statues
- Decorative Urns & Pots
- Arbors, Trellises & Obelisks
- Garden Furniture
- Fire Pits and Chimneias

## **Gardening Supplies**

- Containers & Window Boxes
- Bagged Potting Media
- Watering Cans, Hoses, Nozzles & Sprinklers
- Flower & Vegetable Seeds
- Seed Starting Supplies (Trays, Lights, Heating Mats, etc.)
- Gardening Tools, Gloves, Aprons, etc.
- Water Gardening Supplies
- Fertilizers and Organic Pest Controls
- Lawn Care Supplies
- Bagged Soils & Gardening Products
- Outdoor Clocks and Thermometers
- Bird Seed, Houses & Feeders
- Snow Shovels, Sand & Ice-Melting Products

## **Home Décor**

- Silk & Dried Flowers
- Baskets
- Floral Arrangements
- Mirrors, Pictures, Lamps & Other Furnishings
- Pillows & Throws
- Potpourri, Candles & Diffusers
- Seasonal Decorations

## **Holiday Decorations**

- Live, Fresh Cut & Artificial Christmas Trees
- Fresh Greens, Roping & Wreaths
- Poinsettias and Holiday Plants
- Collectible Ornaments & Decorations
- Holiday Ribbon & Handmade Bows
- Artificial Wreaths & Centerpieces
- Gifts

## **Services**

- Urban Design Service
- Potting Station
- Delivery Service
- Free Delivery to Residential Units in the Development
- Wire Service for floral arrangements (FTD)

Products we would tend not to carry in an urban garden center \*:

- Bulk Topsoil, Mulch, Gravel & Sand
- Large Pallets of Stone & Landscape Boulders
- Large Pallets of Flagstone, Brick Pavers & Other Paving Stones
- Railroad Ties & Landscape Timbers
- Drain Pipe
- Rebar, Metal Edging
- Large Trees (above 2" caliper)

\* Although these products would not be carried in an urban garden center, customers could still order these products and have them delivered from one of our other locations.

Exhibit 4-A

*Clifford Nurseries,  
London, England*



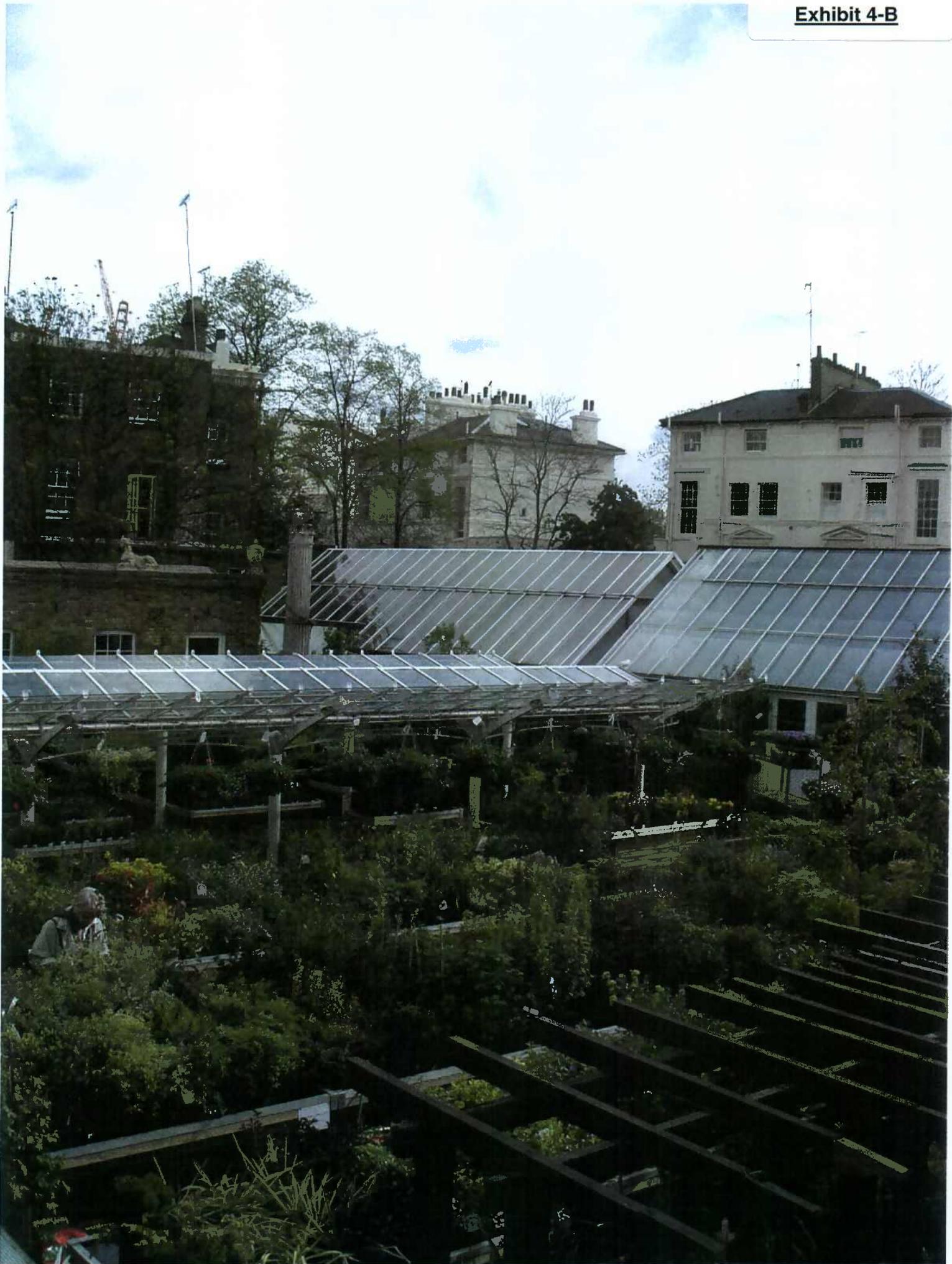
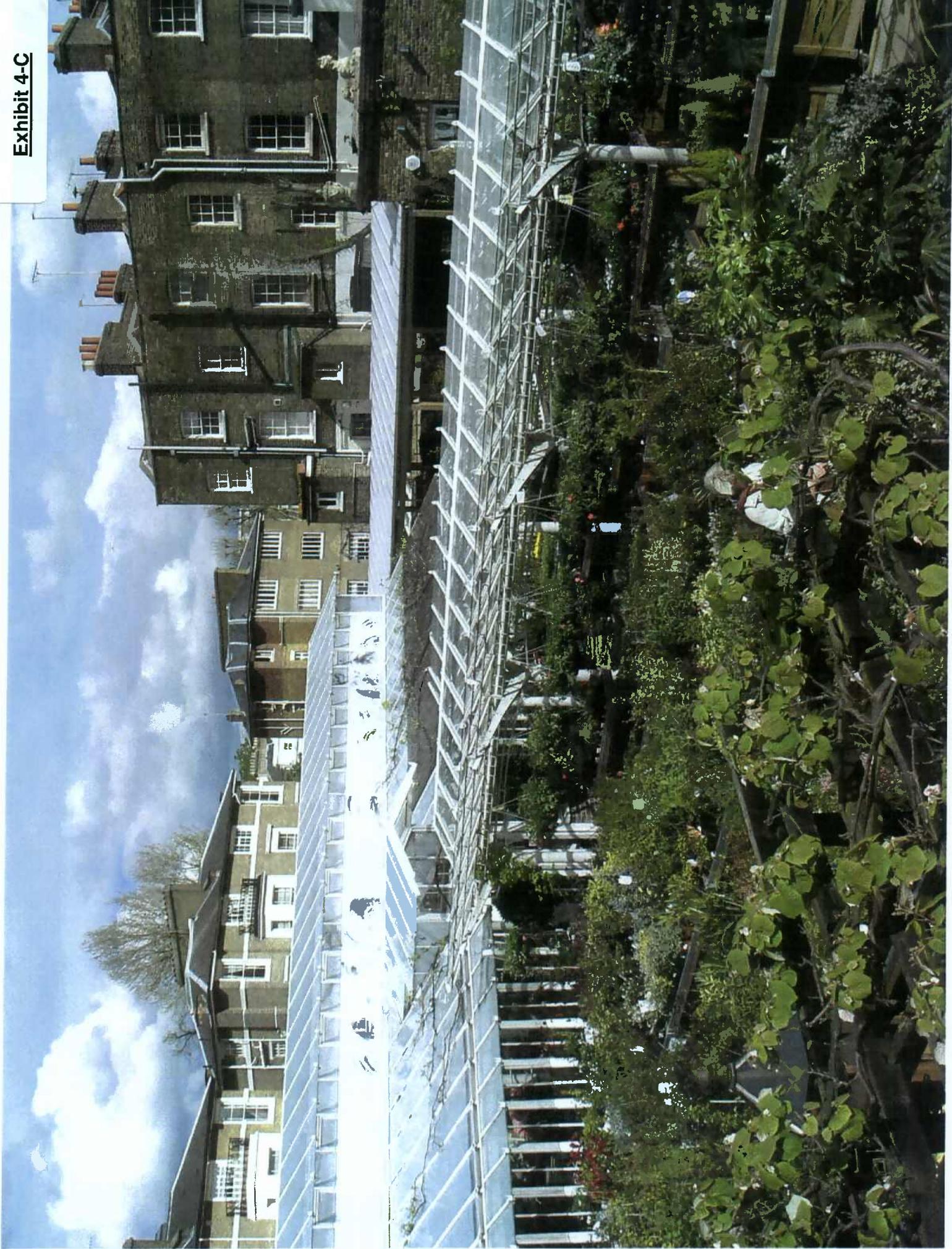


Exhibit 4-C



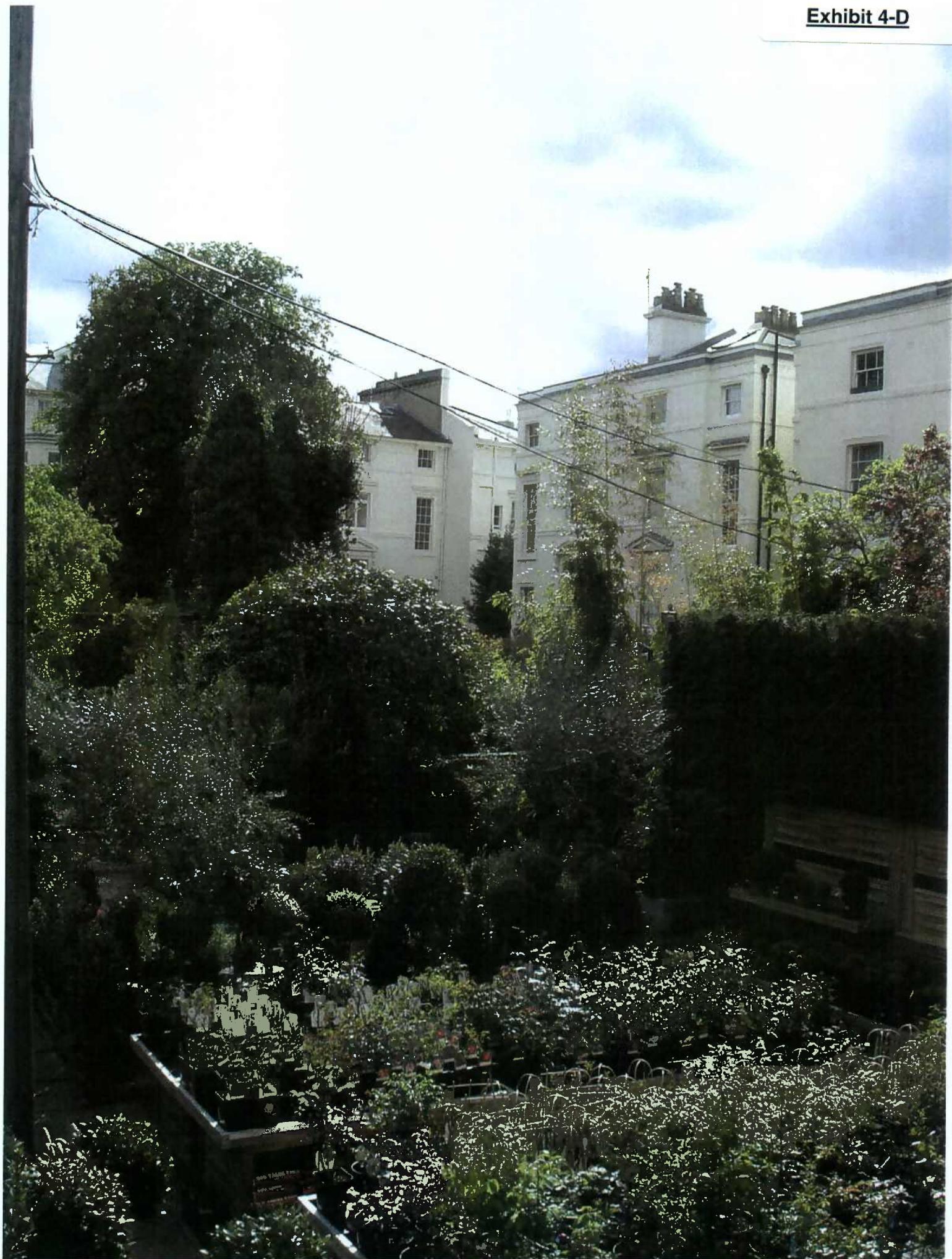
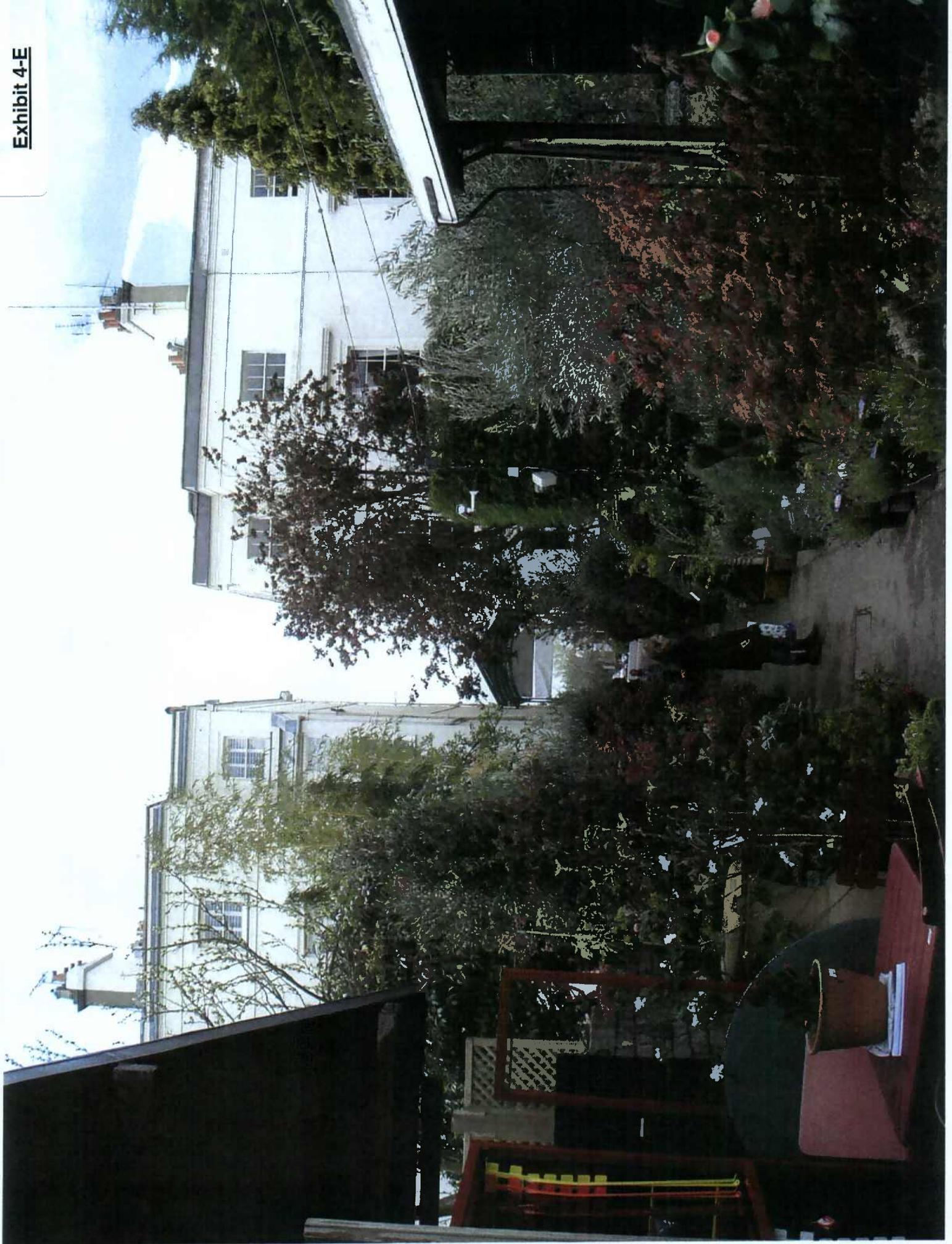


Exhibit 4-E



**F**or over 100 years, our canal-side walled garden in Little Venice has offered a green haven of peace and inspiration for the town gardener. Here you'll find everything you need – and plenty of new ideas, too. Browse at your leisure or ask our friendly, well-informed staff to help you choose. Even if we don't have precisely what you are looking for in stock, we will soon be able to source it for you through our extensive network of contacts in this country and overseas.

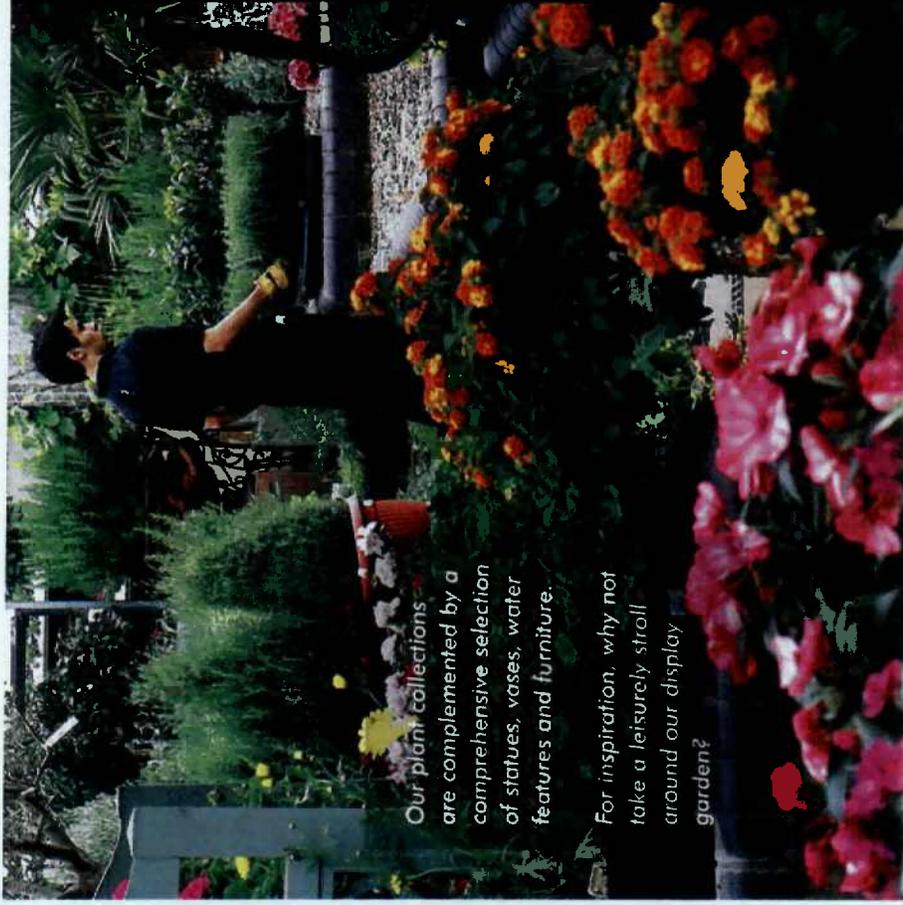
#### Garden plants

Our speciality at Clifton is plants for the town garden. These range from old favourites to exotic and unusual

specimen plants, shrubs, topiary and trees. We pride ourselves on selecting only plants of the highest possible quality for inclusion in the range. A constant supply of seasonal items such as bulbs,



For over 100 years, our canal-side walled garden in Little Venice has offered a green haven of peace and inspiration for the town gardener.



*Our plant collections are complemented by a comprehensive selection of statues, vases, water features and furniture.*

*For inspiration, why not take a leisurely stroll around our display garden?*

herbaceous and bedding plants completes the picture, ensuring that there are ample opportunities to refresh the visual appeal of your garden at any time of year.

Over the years, our experienced staff have learned to regard the familiar 'problems' of town gardens as opportunities to come up with imaginative solutions. We have plants and landscaping ideas for every situation, so whether the spot you have in mind is sunny, shady, dry, boggy or just plain awkward, please don't hesitate to ask for suggestions.

*Indoor plants and cut flowers*

Clifton has the most extensive collection of indoor, tropical and conservatory plants in London. Here you will be greeted by clouds of orchids, the architectural grandeur of cacti and palms as well as the heady perfume of gardenias and exotica. Our experts can also create sumptuous arrangements for your



containers or our wide selection of ceramic, metal or basket containers.

**For inspiration, why not take a leisurely stroll around our display garden?**

Our florists will be happy to cater for all your cut flower requirements, large and small. Beautiful arrangements to suit every taste can be provided for your special occasion or on a regular basis for both private and business clients. Please see our separate pocket guide on house plants and cut flowers for full details.

**Everything for the gardener**

Clifton can help you with everything from the practical necessities to the decorative touches that make a garden come alive. We stock a wide range of books, tools, fertilizers, composts and seeds, assorted chemicals (including organic) as well as attractive gifts for the home and garden. Our plant collections are complemented by a comprehensive selection of statues, vases, water features and furniture. For inspiration, why not take a leisurely stroll around our display garden?

Whatever you need - just ask.





Exhibit 5-A

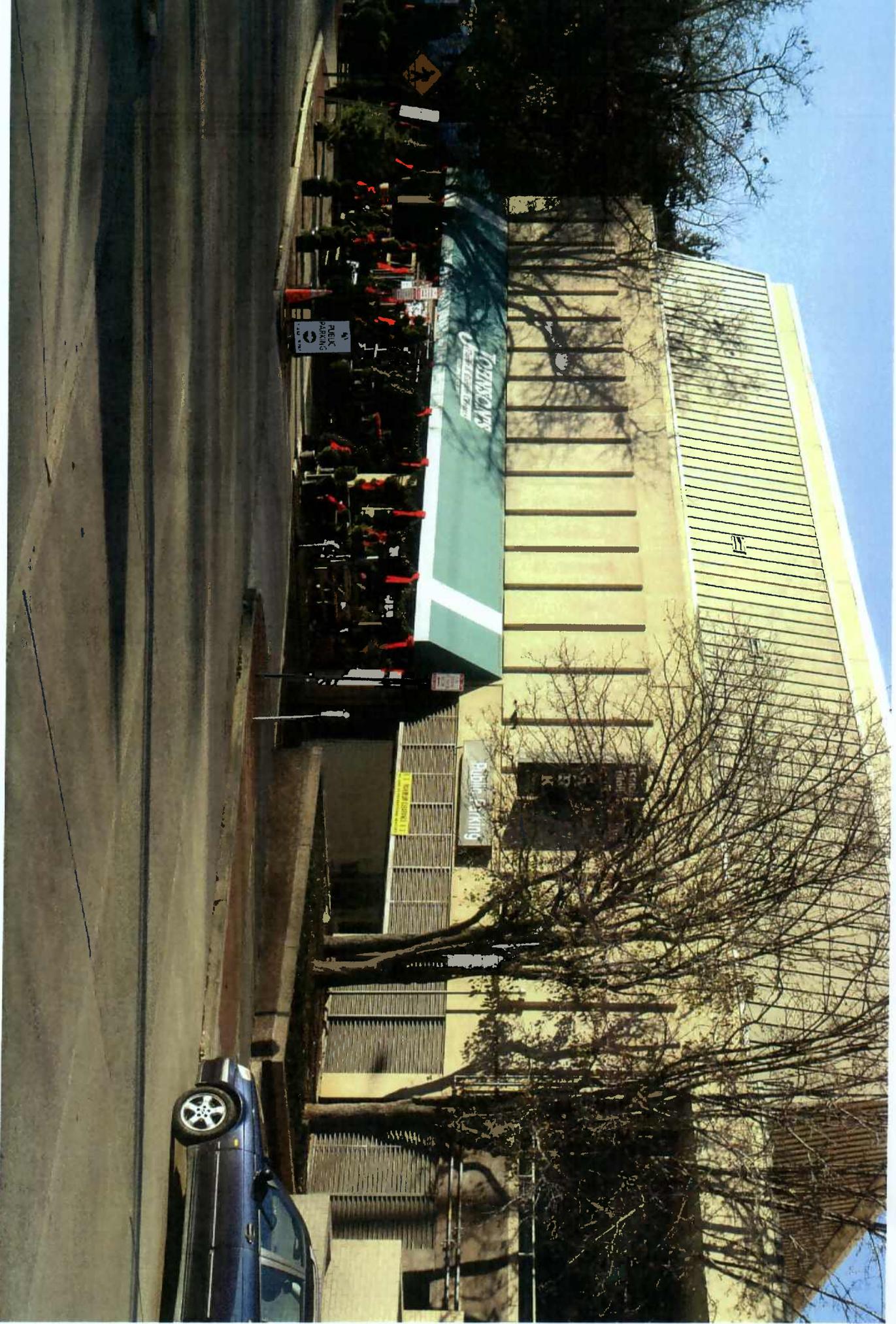


Exhibit 5-B



Exhibit 5-C

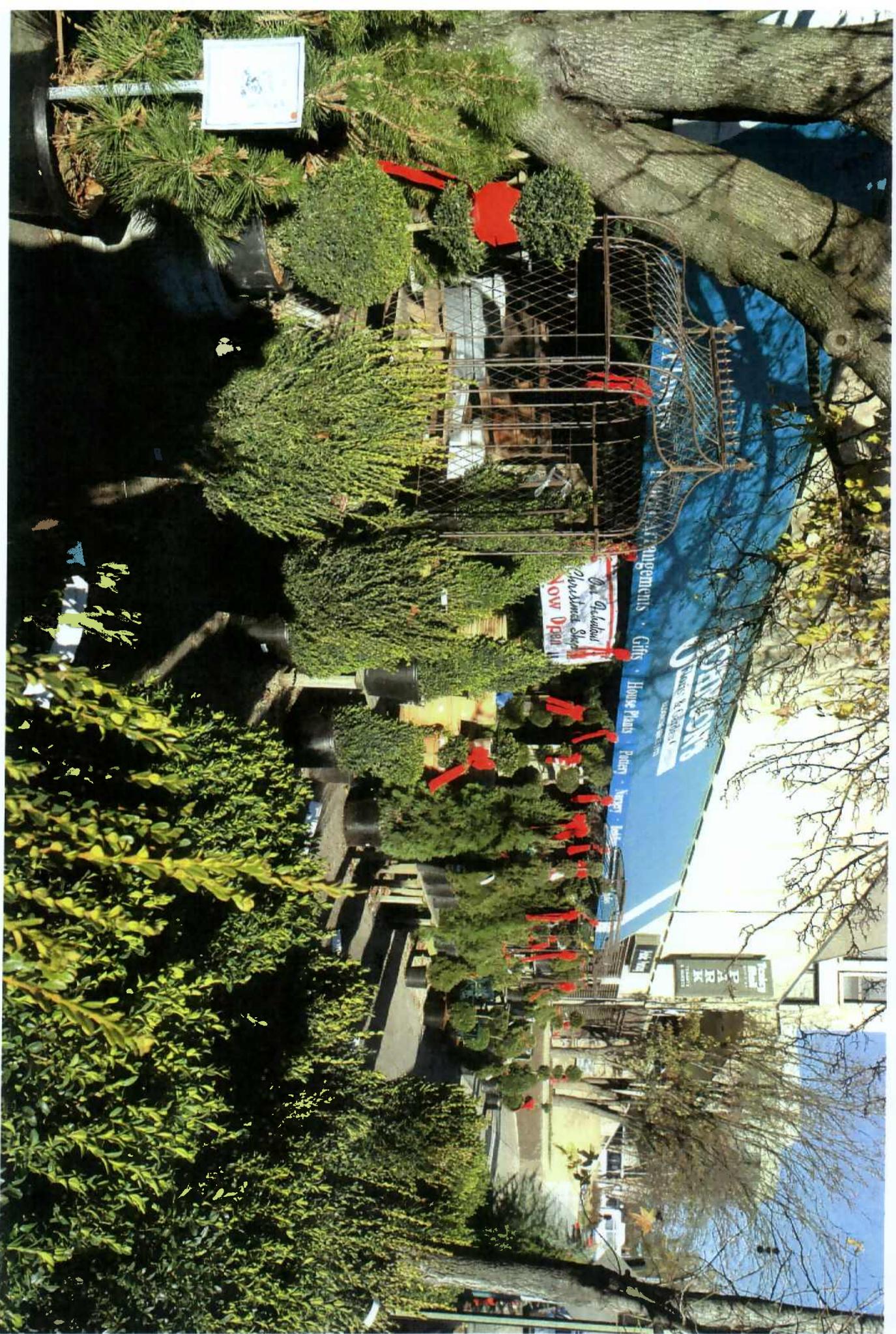


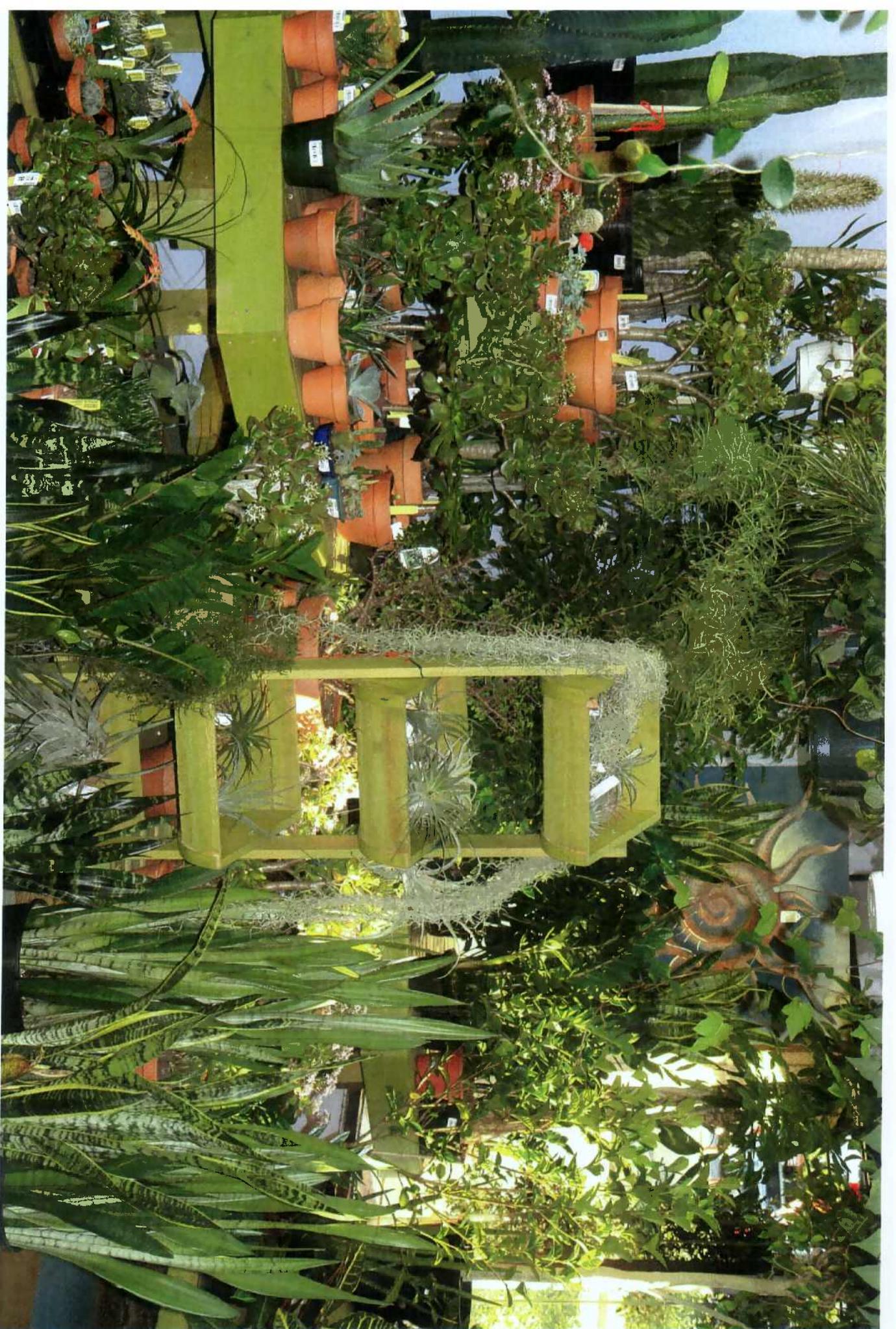
Exhibit 5-D



Exhibit 5-E



**Exhibit 5-F**



**Exhibit 5-G**



Exhibit 5-H



Exhibit 5-1



# CHELSEA GARDEN CENTER

Beautifying New York since 1984

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**Chelsea Garden Center NYC**  
580 11th Avenue  
at 44th Street  
NY, NY 10036 - [Map](#)  
212-727-7100

**Chelsea Garden Center Red Hook**

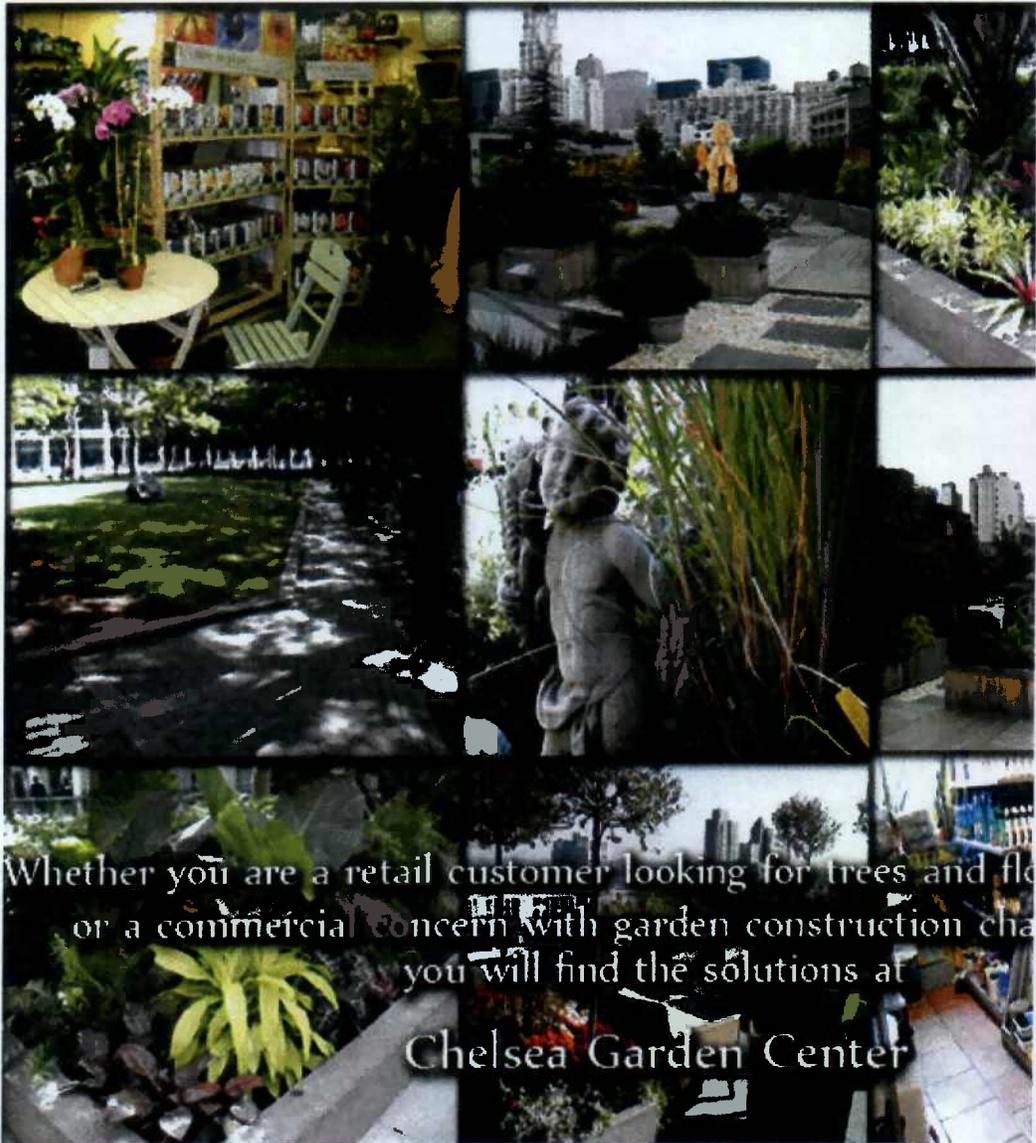
**444 Van Brunt Street**  
adjacent to Fairway  
Redhook Brooklyn,  
NY 11231 - [Map](#)  
718-875-2100

**BOTH GARDEN CENTERS ARE OPEN**  
7 DAYS A WEEK

**STORE HOURS**  
Monday - Sunday  
10am - 6pm

**Please Sign Up  
for Sales and  
Discounts**

**Furniture Sale  
25%  
Off**



Whether you are a retail customer looking for trees and flowers or a commercial concern with garden construction challenges, you will find the solutions at  
**Chelsea Garden Center**



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## LOCATION

**CHELSEA GARDEN CENTER NYC**  
580 11th Avenue (@ 44th Street)  
NY, NY 10036

**Main** 212 727 7100 / 212 929 2477  
**Toll Free** 877 846 0565  
**Office** 212 727 3434



**CHELSEA GARDEN CENTER RED HOOK**  
444 Van Brunt Street (adjacent to Fairway Market)  
Redhook Brooklyn, NY 11231  
**Main** 718 875 2100



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## HISTORY

Chelsea Garden Center opened for business in 1984 on a rubble-strewn 2,700 square-foot corner of industrial Chelsea with just a garden umbrella, a cash box, a tiny cedar potting shed and a spare lot brimming with plants specially selected for urban and city gardens.

Ten years later and in need of more space we moved to a vacant lot on the corner of Ninth Avenue and 22nd Street. It was at this location, in 1994, that we created a new, larger garden center with brick paths and hundreds of plants -- all surrounding a massive purple leaf plum tree that soon became our company logo. During our time on Ninth Avenue we also opened the Chelsea Garden Store, which allowed us to offer customers a much larger line of furniture, indoor-plants and a comprehensive selection of garden books, fountains and elegant gifts.

In the summer of 1999, the burgeoning real estate boom forced us to relocate the nursery to a parking lot on Second Street and the Bowery in Lower Manhattan. We brought along our special plum tree to sit in the center of a great new landscape filled with outdoor plants. Into this, our largest space to date at the time, we again expanded the variety of plants and furniture we carried and brought a much-needed green space to a part of New York City that had long been associated with cracked sidewalks and deteriorating buildings. (It is now the site of NYU dormitories).

Responding to our customers' needs for more indoor plants, furniture and gifts, we opened the 6,000 square-foot Chelsea Garden Center Home Store on Hudson Street, just above Tribeca. This spacious, loft-like space allowed us to provide an enormous selection of the finest tropical plants in Manhattan combined with an extraordinary garden-inspired collection of furniture, home accents, pottery and gifts for the metropolitan home.

In 2001, the quest for larger and more suitable spaces began again and we relocated our primary garden center, returning to the Chelsea neighborhood where we'd gotten our start almost twenty years earlier. We settled downtown West 16th Street in a large lot just above the Meatpacking District. We filled the lot and store space with an even wider variety of outdoor and tropical indoor plants and maintained our large stock of other gardening materials and tools.

In the spring of 2004 we opened a second garden center location near the Javits Center at 38th Street and Tenth Avenue. We felt we had finally found a location that allowed us the best of both worlds: plenty of space for outdoor plants and amendments, as well as an indoor space in which to house our vast houseplant, gift, and furniture selection.

Eventually Manhattan's full-blown real estate boom forced our hand again and we consolidated all facets of our business at 38th Street and Tenth Avenue. The old 16th Street location is now well on its way to becoming a part of the Highline development.

Our newest locations are springing up in two boroughs, 580 11th Ave at 44th street in Manhattan and our first Brooklyn location at 444 Vanbrunt Street adjacent to the new Fairway market on the waterfront in Redhook.

Now, conveniently located close to Upper Chelsea and Manhattan's East and West Sides, we have used the opportunity to recreate our past enterprises - bringing the most successful elements of each of our previous locations together into one space. We can now fulfill the needs of every customer, from the most casual of shoppers to experienced garden enthusiasts.

We have big plans for the future and are enormously appreciative of our long-time customers who have stayed with us through every re-invention and relocation.

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**URBAN GARDEN CENTERS**

**Chelsea Garden Center**  
580 11<sup>th</sup> Avenue at 44<sup>th</sup> Street  
New York, New York  
([www.chelseagardener.com](http://www.chelseagardener.com))

**Johnson's Flower and Garden Center**  
4200 Wisconsin Avenue, N.W.  
Washington, D.C.  
([www.johnsonsflorest.com](http://www.johnsonsflorest.com))

**Smith and Hawken**

Various garden centers in urban areas, including:

- a. Chicago – 1780 North Marcey Street
- b. The Woodlands – 9595 Six Pines Drive, Space 470, Texas
- c. Other urban locations in San Francisco, Los Angeles and other cities throughout California (as well as other states)  
([www.smithandhawken.com](http://www.smithandhawken.com))

**Clifton Nurseries**  
5A, Clifton, Villas, London, England  
([www.clifton.co.uk](http://www.clifton.co.uk))

**Gethsemane Garden Center**  
5739 N. Clark Street  
Chicago, Illinois  
([www.gethsemanegardens.com](http://www.gethsemanegardens.com))