

\$23,585,000

REDEVELOPMENT AUTHORITY OF THE COUNTY OF WASHINGTON
REDEVELOPMENT BONDS
(VICTORY CENTRE PROJECT – TANGER OUTLET DEVELOPMENT)
SERIES A OF 2006

DEVELOPER'S CONTINUING DISCLOSURE STATEMENT

Attn: Keenan Rice
MuniCap, Inc.
8340 Governor Ridgley Lane
Ellicott City, MD 21043

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement") by and between the undersigned, Tanger Properties Limited Partnership (the "Developer") and MuniCap, Inc. (the "Administrator"), dated as of December 1, 2006, the Developer hereby provides the following information as of December 31, 2008. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum dated December 15, 2006. To the best of the knowledge of the undersigned:

The information provided herein is not intended to supplement or otherwise relate to the information provided in the Limited Offering Memorandum and any such intent is expressly disavowed. Rather, this report responds to the specific requirements of the continuing disclosure agreement.

No representation is made as to the materiality or completeness of the information provided herein or as to whether other relevant information exists with respect to the period covered by this report. Other matters or events may have occurred or become known during or since that period that may be material. All information is provided as of December 31, 2008, unless otherwise stated, and no representation is made that the information contained in this report is indicative of information that may pertain since the end of the period covered by this report or in the future.

1) Status of funding of the public improvements financed with the bonds:

Public Improvement	Revised Budget per Closing Certificate	Budget Revisions since Closing (1) (2)	Revised Budget	Spent to Date as of 12/31/2008	Percent of Budget
Offsite Road Improvements	\$8,500,000.00	(\$680,708.83)	\$7,819,291.17	\$6,254,235.57	80%
Power Line Relocation	\$4,050,000.00	(\$112,954.50)	\$3,937,045.50	\$3,937,045.50	100%
Engineering	\$803,000.00	(\$414,230.69)	\$388,769.31	\$388,769.31	100%
Public Road Improvements	\$1,186,401.00	\$1,753,936.44	\$2,940,337.00	\$2,940,337.00	100%
Sewer	\$2,000,000.00	\$347,487.41	\$2,347,487.41	\$2,347,487.41	100%
Legal	\$0.00	\$180,704.57	\$180,704.57	\$180,704.57	100%
Other	\$278,173.79	(\$241,234.40)	\$36,939.39	\$3,939.39	100%
TOTAL BOND ELIGIBLE IMPROVEMENTS	\$16,817,574.79	\$833,000.00	\$17,617,574.79	\$16,052,518.75	91%

- (1) Incremental funds totaling \$833,000 were added to the Total Bond Eligible Improvements through 12/31/08. The source of these funds is interest income through December 31, 2008 of \$833,797.03 paid on invested Project Fund bond proceeds.
- (2) Budget revisions in the third quarter 2008 include shifting funds from Engineering and Offsite Roads into Public Road Improvements and Sewer because of timing of the expenses. Future costs which exceed the Revised Budget are to be funded by the Developer.

2) Leasing information (Outlet Centre):

Leasing Status as of 09/30/2008	Number of Tenants	Square Footage	Percent of Total
Leased Area Outlet Centre – Phase I			
Leases – Signed:	70	308,707	73.68%
Leases Negotiating Letter of Intent:	N/A		%
Lease Negotiations in Progress (Lease Out for Negotiation):	1	3,640	0.87%
Remaining Leaseable Space:	10	58,179	13.88%
Subtotal Phase I		370,526	
Remaining Leaseable Space:	TBD	48,474	11.57%
Subtotal Phase II			
Total Outlet Centre Leaseable Space		419,000	100.00%

See Appendix A attached hereto, which provides a list of current tenants at the Outlet Centre.

3) Ground leasing and Pad Sites Sales:

As of December 31, 2008 the Developer was continuing the evaluation process to determine Pad size and number of Pad Sites to be offered out of the total of approximately nine acres of land to be sold or leased. The Developer continues to show the Pad Sites to interested parties and has begun negotiating and entering into contracts with respect thereto.

Leasing Status	Tenant/Closing Date	Square Footage	Percent of Total
Ground Leases Pad Sites			
Leases – Signed:	None executed to date		%
<i>Subtotal:</i>		0	0.0%
Pad Site Sales			
Parcel – Sold:	None executed to date		%
<i>Subtotal:</i>		0	0.0%
Remaining Pad Sites Available			
<i>Subtotal:</i>	Approximately nine acres	TBD	100.0%
	Approximately nine acres	TBD	100.0%
Total Ground Leases	Approximately nine acres	TBD	100.0%

4) Zoning classification: There has been no change in the zoning classification of any parcel(s) in the district since bond issuance.

No changes as of December 31, 2008

5) Change in ownership: There has been no change in the ownership of any parcel(s) comprising Improvement Area A.

No changes as of December 31, 2008

6) Notice of termination or default under any lines of credit: There has been no formal written notice of termination or default under any of the developments lines of available credit.

None as of December 31, 2008

- 7) Legislative, administrative or judicial challenges: There have been no legislative, administrative, or judicial challenges to the construction of the public improvements or the development of the district.

Except as previously disclosed in, among other documents: (i) the Continuing Disclosure Agreement dated as of December 1, 2006; (ii) the Certificate of Tanger Properties Limited Partnership dated as of December 20, 2006; and (iii) the Limited Offering Memorandum dated December 15, 2006, as supplemented by Supplement dated December 26, 2006, there have been no legislative, administrative or judicial challenges to the construction of the public improvements or the development of the district.

However, the litigation described in the Limited Offering Memorandum filed by the Objectors challenging the approval of the TIF was decided by the Pennsylvania Commonwealth Court in favor of the County, the Township, and the School District (the "Taxing Districts") on June 25, 2007. On July 5, 2007, the Objectors filed a Petition for Allowance of Appeal with the Pennsylvania Supreme Court. The Pennsylvania Supreme Court granted the appeal on January 2, 2008, and limited the issues on appeal to: 1) whether the Court has jurisdiction to review municipal decisions approving a TIF District supported by public funds and 2) whether Plaintiffs' (Objectors') allegations that the Defendants made finding of blight in bad faith are sufficient to withstand a demurrer. Although Tanger was not a party to the litigation which Objectors filed only against the Taxing Districts, Tanger participated as an amicus party and filed a brief in support of the Taxing Districts. After briefing and oral argument, the Pennsylvania Supreme Court issued its decision on December 17, 2008 in favor of the Taxing Districts and against the Objectors. The Pennsylvania Supreme Court held that a court has jurisdiction to review municipal decisions approving a TIF District supported by public funds, but only if a local authority acted in bad faith. The Pennsylvania Supreme Court further held that there were no allegations of bad faith in this case and, specifically, that the Objectors' factual allegations "do not even come close to establishing bad faith" on the part of the Taxing Districts. On December 31, 2008, Objectors filed a timely Application for Reconsideration/Reargument asking the Pennsylvania Supreme Court to revisit its decision. On January 14, 2008, the Taxing Districts filed briefs in opposition to the Application for Reconsideration/Reargument. On that same date, Tanger, as an amicus party, filed a letter noting its opposition and joining in brief filed by the Township. This litigation is currently being reviewed by the Pennsylvania Supreme Court to determine whether to accept the Appeal. There is no mandatory timeframe for the Pennsylvania Supreme Court to issue a decision on the Application for Reconsideration/Reargument.

In addition, Objectors filed litigation on December 20, 2006, which challenged the TIF Plan and the issuance of Tanger's bonds for development of the Victory Centre Project. Objectors alleged that there was a substantial deviation from the TIF Plan as adopted, which required the TIF Plan to be amended and to be sent through the approval process a second time. On September 26, 2007, the Washington County Common Pleas Court dismissed Objectors' case. Objectors appealed to the Pennsylvania Commonwealth Court on October 5, 2007. Although Tanger was not a party to the litigation which Objectors filed only against the Redevelopment Authority and the Township, Tanger participated as an amicus party and Objectors, the Redevelopment Authority, the Township, and Tanger filed briefs on the merits. On July 11, 2008, the Pennsylvania Commonwealth Court, issued

an opinion in favor of the Redevelopment Authority and the Township and against Objectors, holding that there was no ripe controversy and no allegations of the type of substantial changes to the TIF Plan that justified an amendment to the TIF Plan. Objectors

filed an application for reargument with the Pennsylvania Commonwealth Court on July 25, 2008, which was subsequently denied by Order dated September 4, 2008. On October 3, 2008, Objectors timely filed a Petition for Allowance of Appeal with the Pennsylvania Supreme Court. The Redevelopment Authority and the Township filed briefs in opposition to the Petition for Allowance of Appeal on October 21, 2008. On that same date, Tanger, as an amicus party in the action before the Commonwealth Court, filed a letter in opposition with the Pennsylvania Supreme Court and joined in briefs filed by the Redevelopment Authority and the Township. There are no rules setting a timeframe for the Supreme Court to issue its decision granting or denying the Petition for Allowance of Appeal.

- 8) Material changes to the form, organization or ownership of the developer: There have been no material changes in the form, organization or ownership of the developer.

None as of December 31, 2008

- 9) Material amendments to the Funding Agreement: There have been no material amendments or supplements to the Funding Agreement, dated December 1, 2006 between the city and the developer.

None as of December 31, 2008

- 10) Status of financing. The audited annual financial statement for the developer is attached.

The 2008 audited financial statement for the Developer was filed with the SEC on February 27, 2009 and is submitted as an attachment to this disclosure statement.

- 11) The developer has not obtained actual knowledge of the occurrence of any significant events, as listed below.

None as of December 31, 2008

DEVELOPER SIGNIFICANT EVENTS

Significant events include the following:

- (i) material damage to or destruction of any development or improvements within the district;
- (ii) material default by the developer or any affiliate thereof on any loan with respect to the construction or permanent financing of the development or the public improvements;
- (iii) material default by the developer or any affiliate thereof on any loan secured by property within the district owned by the developer or any affiliate of the developer;
- (iv) payment default by the developer or any affiliate thereof on any loan to such party with respect to the construction or permanent financing of the development (whether or not such loan is secured by property within Improvement Area A);
- (v) the filing by or against the developer or any affiliate thereof, the sole member of the developer or any owners of more than 25% interest in the developer of any petition or other proceeding under any bankruptcy, insolvency or similar law or any determination that the developer or a subsidiary of the developer or any affiliate thereof is unable to pay its debts as they become due;
- (vii) the filing of any lawsuit with a claim for damages in excess of \$1,000,000 against the developer or which may adversely affect the completion of the development, the public improvements or litigation in excess of \$1,000,000 or which would materially adversely affect the financial condition of the developer; and
- (viii) the failure by the developer or any affiliate thereof to pay any ad valorem taxes or special assessments with respect to the property in the district owned by the developer or any affiliate thereof;
- (ix) the filing by the developer or any affiliate thereof of any appeal of assessed value determinations with respect to property in the district that is owned by the developer or any affiliate thereof which appeal, if successful, would cause the tax liability owed on such property to decrease by more than five percent (5%); and
- (x) the sale or other transfer of the Outlet Center (other than retail leases executed in the ordinary course of business) by the developer or any affiliate thereof.

TANGER PROPERTIES LIMITED PARTNERSHIP

By: ~~Tanger GP Trust, its Sole General Partner~~

By: 

Frank C. Marchisello, Jr.

Title: Vice President

Date: 2.27.2009

Appendix A - 12/31/2008

Suite #	Tenant Name	Square Feet
-100	Columbia Sportswear	8,796
-102	Guess	4,500
-130	Washington Wild Things	1,436
-140	Kitchen Collection	3,200
-150	Clarks/Bostonian	3,200
-205	Dress Barn	8,000
-210	The Children's Place	7,500
-222	KB Toys	4,008
-225	Wilson's Leather	3,800
-233	Totes	3,000
-235	Lane Bryant	5,000
-245	Brooks Brothers	8,500
-301	Calvin Klein	9,018
-302	Ultra	1,500
-310	The Fragrance Outlet	1,045
-320	Wok & Roll	625
-325	Villa Pizza	625
-335	Subway	625
-340	Lids	800
-345	Perfumania	2,029
-360	adidas/Reebok	18,056
-501	Old Navy	15,000
-513	Corning	4,000
-517	American Country Collections	2,400
-520	Harry & David	2,500
-525	Strasburg	1,436
-530	Ann Taylor	6,194
-630	Banana Republic	9,000
-640	The Gap	13,367
-701	Skechers	3,500
-715	rue21	5,500
-725	Casual Male	3,000
-728	Le Gourmet	4,389
-730	Crocs	2,300
-735	Nike/Converse	18,000
-803	SAS Shoes	2,000
-805	Eddie Bauer	6,285
-810	Leggs Hanes Bali Playtex	5,105
-812	Kasper	2,500
-815	Calendar Club	3,000
-820	Jones New York	2,776
-825	Factory Brand Shoes	5,913
-828	Designer Fragrances & Cosmetic	1,500
-830	Tommy Hilfiger	7,000
-833	Sunglass Hut	843
-835	Timberland	5,168

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-840 Nine West	2,500
-845 Bath & Body	3,200
-855 Samsonite	2,400
-875 Bose	2,435
-877 Van Heusen	4,000
-880 Bass	6,000
-905 Coach	5,894
-910 The Cosmetics Company Store	2,000
-913 American Eagle	5,600
-915 Journeys	2,100
-932 Claire's Boutiques	1,000
-935 Pacific Sunwear	3,500
-950 Izod	3,250
-955 Aeropostale	5,293
-960 Carter's	4,500
-962 Gymboree	2,500
-965 Stride Rite	2,500
-970 Justice	4,000
-980 Hartstrings	2,500
-985 Easy Spirit	2,589
-990 Burlington Brands	5,000
-992 Makana Coffee & Tea	1,000
-995 Kay Outlet	2,007
-997 PUMA	5,000

Occupied Sqft: 308,707