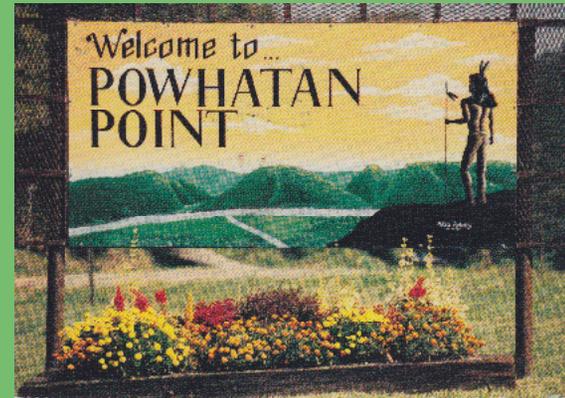
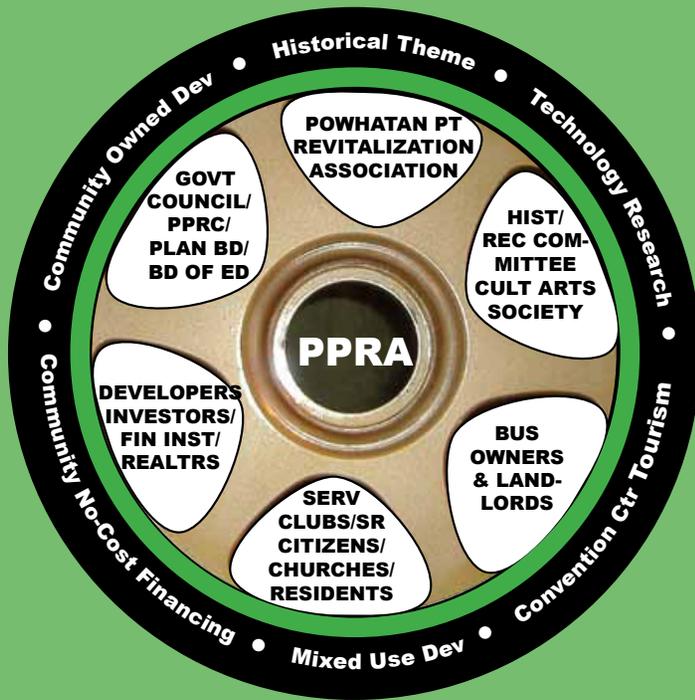


Powhatan Point Murray Renaissance Center Project Plan Prospectus



COMMUNITY DESIGNED AND CONTROLLED REVITALIZATION



Powhatan Point Revitalization Association
December 2017

HISTORIC TRANSITION FROM THE PAST TO THE FUTURE



Powhatan Point Murray Renaissance Center Mixed Use Project Prospectus Offer

The *Powhatan Point Murray Renaissance Center (MRC)* represents a \$85M development for the MRC properties as reflected in the subsequent revitalization planning. This prospectus development includes the redevelopment of the Murray coal tailings refuse area into a shopping, office, apartments and recreation use center. It includes the following elements, as further illustrated in *Figure 2-1*.

- (a) MRC-1 Retail/Office Buildings A-G, Roads and Parking;
- (b) MRC-2 Time Share Apartment Complex, Roads and Parking;
- (c) MRC-3 Recreation Fields and Overlook Park;
- (d) Powhatan Point New Waste Water Treatment Plant; and
- (e) New Four-Lane Realignment Route 7, for the MRC On-Off Ramps.

The Powhatan Point Riverfront Resort LLC is seeking a company to participate as both an investor and desired development partner. To meet this challenge we are offering for a \$15M investment (+, and/or Land Bank Assembly property contributions) a 35% (+) stake in the MRC Project LLC, as a Preferred Stock holder with an annual dividend guarantee of 1.25%. It further includes a position on the MRC Project LLC Board of Directors; and paid positions on the development management team, utilizing their respective experience and expertise in the decision-making and management process.

1.0 PROJECT INTRODUCTION

The Prospectus is associated with the proposed development of a **Powhatan Point Murray Renaissance Center LLC (Project)** to be located on the current Murray Energy Refuse Sites in Powhatan Point, Ohio. The Project represents an independent development as part of the overall **Powhatan Point Community Urban Redevelopment Plan** (see **Figure 2-1 and 2-2**), to an expanded long-term destination strategy as a regional retail center and retirement/resort community. This Prospectus is based upon an extensive analysis of the location, related strengths and weaknesses, the development facility design review/assessment, the Project's local and regional competitive retail market, related recreational and time share housing markets and the immediate demand of the current/future gas industry forecast. It also evaluated the present economy of the region, taking into account the sharp rise of economic and housing demand conditions created by the Marcellus/Utica shale play gas industry (see **Figure 2-3 and 2-4**). This demand coupled with under served retail/office capacity for the local 20 mile area has shown to impact related development risk/profit margins. Development costs, wages and other operating expenses against investments, pricing strategy, market demand, and competitive assessments are further weighed in short/long term periods of the Project to determine its economic value. Murray Energy is expected to contribute current properties as a Land Bank Assembly investment. In summary, these factors are expected to provide a reasonable assessment of potential return on investment for the interested investor and financial partnerships.

2.0 POWHATAN POINT MURRAY RENAISSANCE VILLAGE PROJECT DESCRIPTION

2.1 GENERAL SITE FEATURES

The proposed development of the Powhatan Point Murray Renaissance Center (Project) in downtown Powhatan Point. Powhatan Point is rural Appalachian community that directly fronts the Ohio River along the scenic Route 7 of the Ohio Valley (http://en.wikipedia.org/wiki/Powhatan_Point%2C_Ohio).

The current area is undeveloped land representing the Murray Energy Refuse Sites which can with some structural work support a major retail/office center occupying 7 buildings, time-share riverfront complex, sports field/overlook park, waste water treatment facility, and Route 7 realignment.

2.2 POWHATAN POINT REVITALIZATION LONG TERM PLAN

The **Powhatan Point Murray Renaissance Center (MRC)** is an element of a larger overall **Community Urban Redevelopment Plan (CURP)** (see subsequent Figures) being initiated by the PPRA. It represents five basic elements including (a) **MRC Retail/Office Complex**; (b) **MRC Time Share Housing Complex [TSHC] Village**; (c) **MRC Park/Recreational Area**; (d) **Waste Water Treatment Facility**; and (e) **Route 7 Highway Reconstruction**. It focuses on making the community a shopping center site (shown **Figure 2-1**) for the Monroe/Southern Belmont Counties that are vacant from any others within 20 minute driving distance.



Figure 2-1. Proposed Powhatan Point Murray Renaissance Center Configuration

POWHATAN POINT COMMUNITY URBAN REDEVELOPMENT PLAN

The Powhatan Point Community Urban Development Plan (CURP) describes the visionary approach for creating a sustainable destination community based upon "Smart Growth" strategies. It blends commercial exploitation of its strengths and builds on the short-term opportunities created by the current gas/plastics/energy sector. Long-term the Plan transitions to revenue producing enterprises, that offers its residents a richly endowed community with ideal services, isolated from the commercial segments. The redevelopment areas shown cover all areas of the community.



The Powhatan Point Resort Recreational Area offers recreational facilities for a 18 hole golf course, miniature golf/ driving/ putting green range, tennis courts, ski/log run slope, ball/bow/ paint ball ranges, horse back riding stable and trails, captina creek/ Rte 148 biking /walking trails, charter fishing boat, water park, and go-cart track, that will create an attractive destination driven recreation patronage. The clubhouse/ski lodge/overlook restaurant would also provide food/banquet/conference/retail sales and special event offerings. The riverfront resort hotel/extended stay rooms and downtown cultural arts district/museum sites complement the recreational facilities.

Medical Center, Clinic and Assisted Living Complex provides an integrated generic medical facility that serves: emergency-out patient surgical care; family-specialist medical treatment doctor offices; pharmacy; short term medical-delivery-rehabilitation rooms and support facilities; and longer term assisted living rooms and facilities.

The Murray Renaissance Center utilizes the unproductive slate dump as ready community real estate, that offers an extension of the downtown center with mixed land use benefits for Retail, Office and Condo complex. Construction would be done in a multi-story structure in a village like setting with historic architecture facades. Each of these village block segments would provide retail on ground level, office and condos floors above building facilities. The shopping retail can be both specialties stores or typical franchise product stores found in the Ohio Valley or Highlands malls that would serve the local and regional needs of the area. The ability to configure the structure for office or condominium needs provides flexibility to marketing the space for the most viable user.

Built upon existing dump sites provides the community with low cost incentive for the developers and significant property tax revenue. The river road/walkways/bikeways would extend from downtown to enhance the river streetscape park, that could also include a boardwalk overlook river view at the building levels.

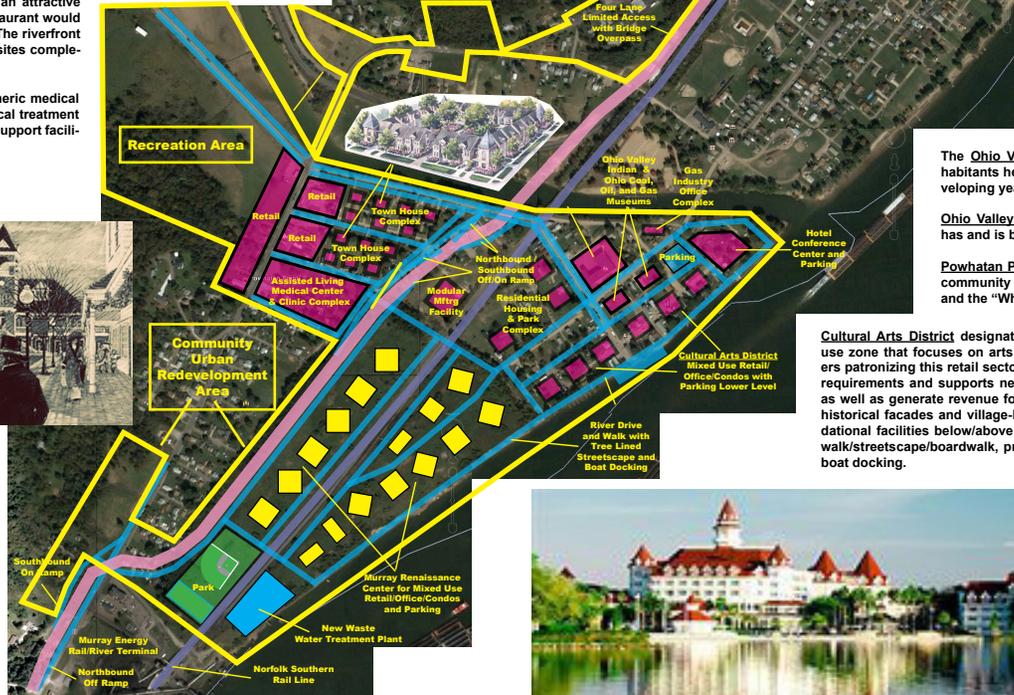
Infrastructure Improvements support the redevelopment with new utilities (power/communication/sewer/water) hidden below ground, new street widening/surfaces, new water treatment center, water filtration plant, new parks, community recreation center/indoor pool/basketball/volley ball courts, and residential streets/sidewalks/utilities/bus service.

Critical to the federal government's "smart growth" policy and funding opportunities is development of quality of life environments where individuals (primarily young and senior adult couples) can live, work, shop and play without commuting). As our seniors retire, many are downsizing to condominiums offering the esthetics of a coastline, mountains, river front or resort community, that also has access to local shopping to meet their needs (ie. the getaway to Florida, Maine, Vermont, etc.). This approach exploits that trend and Powhatan's location, river and resort attributes as a destination community.



Powhatan Community Center renovates/modifies the old school facility to accommodate: (1) hotel conference center; (2) fitness/rehab center w/multi-use gym/indoor swimming pool, sauna/tanning spa; (3) fine and performing arts center/auditorium/ stage/theater; (4) PPRA offices; and (5) Powhatan Point Historical Society Museum.

Town House Complex Multi-Unit Blocks(13) of One (8) Two (20) Bedrooms per Block, totaling 104 one bedroom and 269 two bedroom luxury units with two car garages. Each block offers secure central courtyard with outdoor cooking, pool, and playground facilities.



Route 7 Highway reconstruction is a minimum intrusive approach that would expand current roadway to four lanes with limited access and realign its route along rail line which offers maximum access to N. Main Street/Resort/Murray Renaissance. The road would be raised above flood stage via earth works, bridges and use of the old slate dump site. The roadway entering Powhatan from north will be segregated from adjacent service roads and lowered below grade to facilitate overpass at upper Main Street. Multiple exits and on ramps support safe egress to and from the highway along the corridor.

A Riverfront Resort and Cultural Arts District would represent the downtown area involving 13 structures supporting hotels, condos, retail, and office. The combination of 400 hotel rooms and with conference room/exhibit space and 720 rental condos will attract broad constituency for conferences, recreation and business. Historical facade design promotes historical theme and reinforces the cultural arts identity. The building would be constructed over a parking garage to facilitate parking and meet flood plane concerns.



The Ohio Valley Indian Museum serves to identify Powhatan's native inhabitants heritage and reflect their migration and treatment in those developing years.

Ohio Valley Coal, Oil & Gas Museum recognizes the contribution that has and is being made by the Ohio Valley mineral resources industry.

Powhatan Point Historic Society Museum showcases the history of the community and historic legacy of the community, its educated classes, and the "Who's Who" that evolved from the generations of families.

Cultural Arts District designation would establish a Smart Growth-Quality of Life mixed use zone that focuses on arts and cultural retail as destination theme to attract consumers patronizing this retail sector. Office and Condominiums augment construction funding requirements and supports needed office space and condominium housing for this area, as well as generate revenue for the community. The building design would be done with historical facades and village-like multiple structures, employing parking garage as foundational facilities below/above grade to counter threat to flooding. Attractive pedestrian walk/streetscape/boardwalk, provide overlooks of the river road, walkways, bikeways and boat docking.



Figure 2-2. Powhatan Point Community Urban Redevelopment Plan Overview

2.3 MARKET INFORMATION

2.3.1 Description of Market

The following itemizes current market conditions and needs that support development of an Ohio River Resort:

- o The Ohio Valley is undergoing the United States largest gas fracking boom - a 20 year expansion that will be centered around the Powhatan Point area: 100 gas fracking drill sites being initiated in the next 8 years - 3 started this year within 15 miles, 25 permits authorized. Each drill site creates 150 on-site/support jobs, or need for 15,000 new employees over the next 8 years.
- o Powhatan Point centrally located in northeast accessible to all major cities within 4-7 hour drive for weekend trip.
- o Additional 1,500 housing units are needed to meet short term gas fracking housing demand for out-of-state employees/families under a rental program (2 bedroom, fully furnished, triple net/maintenance/service included).
- o Retail representing 15% of project sqft complements housing demand to service drilling employees and long term transition to resort speciality/cultural arts stores.
- o Office space representing 15% of project sqft complements housing demand and supports gas fracking service companies, incubator/research companies offering a low-cost/attractive environment location for high-end employees.
- o Transition Plan to resort strategy is fundamental objective when gas boom drilling ceases in 15-20 years, to absorb expanded housing/retail/office facilities and assure investment has long-term financial outcome. Project development exploits short-term oil boom and long-term demand as immediate revenue generator, that finances build costs, while implementing a long-term resort strategy that sustains and magnifies ROI.

2.3.2 Customer Trends/Market Size/Growth/Competition

Current gas industry demand market needs are immediate and warrant high end extended stay rental/leasing housing which can evolve into resort/boutique/tourism market. Project market strategy and development plan meets short/long term facility and revenue needs for housing/retail/office space for fracking companies such as XTO, Gulfport Energy, Appalachian Resins, Markwest, Antero Partners and dozens of other related support industries. The preferred rental/lease approach increases revenue generation agrees with the transiting gas fracking employee needs and as long-term get-away time share vacation use, or sale as an exit transition for the investor.



Figure 2-3. Central Destination of Powhatan Point to Major NE Metropolitan Centers

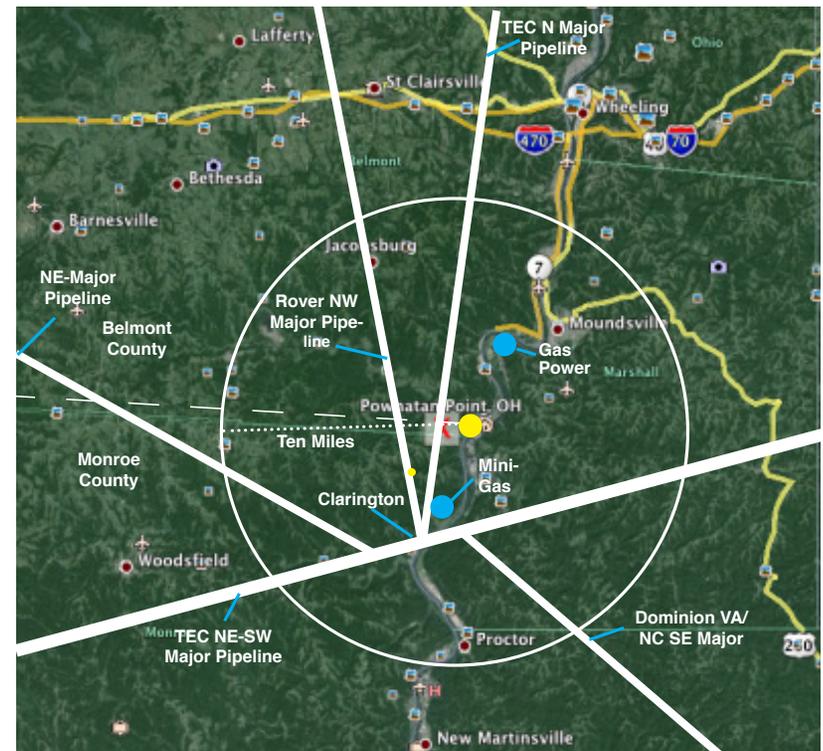


Figure 2-4. Powhatan Point Location and Area Major Gas Intersection Pipeline, Power Plant and Mini-racker Projects

Establishing the long term resort destination strategy includes exploiting the historical legacy/identity/theme, location on the Ohio River as a port of call, for steamboats and large cabin cruisers, which are becoming popular on the Ohio River, with possibility to home port a sternwheeler at Powhatan Point running circuit between Pittsburgh, Cincinnati, Louisville to St. Louis. Destination site (see **Figure 2-3 and 2-4**) is easily accessible by car from the surrounding public of 15 million, that only need a tiny fraction to absorb hotel/apartment facilities. Historic theme, museums, cultural arts retail, entertainment and recreation amenities augment the scenic site of the mountain-riverfront environment that attract the city dweller looking for an unique experience for get-away weekend/week vacation. The project further reaches out to business technical conferences/seminar planners seeking sites offering quality accommodations, scenic settings, Branson, MO - style entertainment, and cultural arts/unique shopping benefits. Long term effort to attract theater entertainment enterprises to augment the cultural theme and destination attraction.

In summary, the marketing strategy broadens its client base, with differing interests, by offering a diverse amenity selection. This is enhanced by constructing facilities that serve multiple clientele needs involving added 1,500 new jobs, which may change over time without effecting the facilities.

- o **Gas Booms occurring in North Dakota, Pennsylvania, and North East Ohio validate demand with 400-1000% increase for housing and services in those areas (see Figure 2-5 and 2-6).**
- o **Current Hotel/Housing demand of 90-100% occupancy in surrounding areas of St. Clairsville, Wheeling, and New Martinsville at rates as high as \$110-140/day for franchise hotel rooms, resulting in five new hotels being built in last two years with more planned and renovation of a number of old office buildings into apartment rentals.**
- o **Home rentals at all-time record of \$2,500/mo; 20 new RV parks being developed throughout area at rental rates of \$300/mo.**
- o **With exception of three low quality hotels within 7 mile area, none exist closer than 15 miles. Housing availability non-existent within 15 miles.**
- o **Development of a resort site, based upon the Branson, MO model, is ideally located between metropolitan centers and the scenic area of the Ohio Valley mountains and Ohio River. Combining location with resort housing, recreation, cultural arts, and conference center creates an attractive destination.**

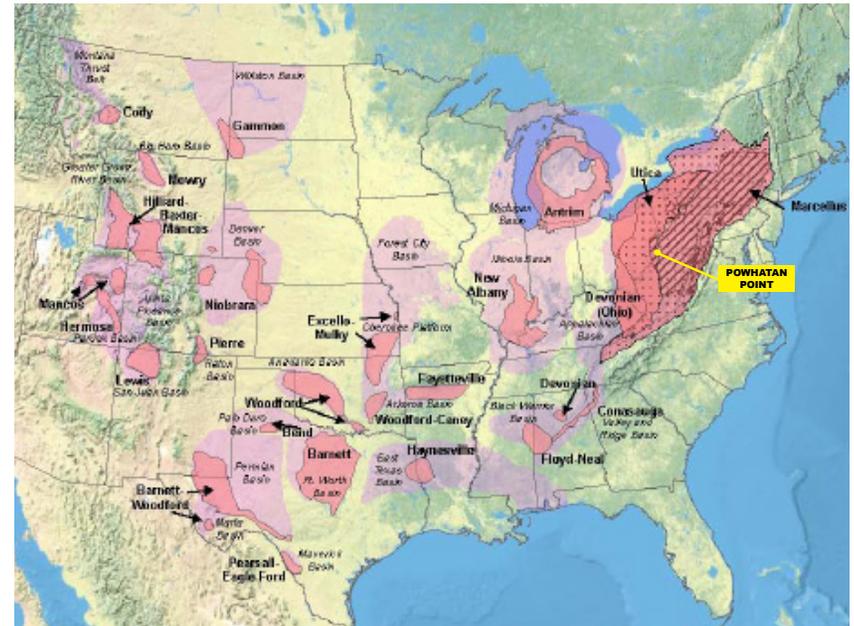


Figure 2-5. US Shale Gas Deposits - Largest Surrounding Powhatan Point

Hydraulic Fracturing: Critical for Energy Production, Jobs, and Economic Growth, Heritage Foundation; By Nicolas Loris Fracking: Aug 24, 2012.

Critical for Economic Growth
 Natural gas is already a critical part of America's energy portfolio and consequently a critical part of the country's economic growth. Not only does natural gas provide over 25 percent of electricity generation, natural gas, and other gases extracted from natural gas provide a feedstock for fertilizers, chemicals and pharmaceuticals, waste treatment, food processing, fueling industrial boilers, and much more. Although natural gas prices in the United States have historically been volatile, the abundance of shale gas brings the possibility of low, stable prices. North America has approximately 4.2 quadrillion (4,244 trillion) cubic feet of recoverable natural gas that would supply 175 years worth of natural gas at current consumption rates. Further, the National Petroleum Council estimates that fracking will allow 60-80 percent of all domestically drilled wells during the next 10 years to remain viable.

The abundance of natural gas makes the United States an attractive place to do business, especially for energy-intensive industries. In what could be a growing trend, Royal Dutch Shell recently announced plans to build a petrochemical plant in western Pennsylvania and cited the proximity to natural gas production as the reason for the location. The \$2 billion plant will create 10,000 construction jobs and thousands of permanent jobs for Beaver County, Pennsylvania. A new KPMG analysis of the U.S. chemical industry emphasizes that "with a new and abundant source of low-cost feedstock, the US market has transformed to become one of the most advantageous markets for chemical production in the world." Shuttered steel towns like Youngstown, Ohio, are seeing a re-emergence of manufacturing employment opportunities. In Youngstown, V&M Star, the pipe and tube producer, is building a factory to manufacture seamless pipes for hydraulic fracturing that will employ 350 people.

Figure 2-6. US Shale Regional Exploration Market

2.3.1 Gas Projects

Powhatan Point straddles the border of Belmont County (http://en.wikipedia.org/wiki/Belmont_County,_Ohio) and Monroe County (http://en.wikipedia.org/wiki/Monroe_County,_Ohio), where the economies are growing dramatically from the gas industry after a decade of downturn from the loss of steel/chemical/steel/aluminum/coal-power industry. This is further reflected in Figure 2-5, 2-6 and 2-7, showing the huge Marcellus/Utica shale deposits of the northeast in which Powhatan Point is at the center. It has a future of diversification and should continue on this path for the next +25 years. The vast majority of the growth has occurred to the north and east of Belmont County and north of the I70 corridor in both Ohio, Pennsylvania, and West Virginia. Over the past 3 years the gas industry has begun moving south with expected 150 well permits in next 2 years, due to initial gas well success. A dramatic increase of \$30B for construction of several major pipelines, several mini-cracker facilities, and a new gas fired power plant, within 3 miles of Powhatan Point (see Figure 2-4 and 2-7).

These gas projects, which are centered within the Marcellus/Utica Slae Plays (see Figure 2-5), are occurring over the next four years, in spite of current reduced oil and gas prices. This is primarily due to the high production results per well, which are the highest in the country. The Utica Shale thickness

Figure 2-7. US Shale Regional Exploration Trends and Project Impact

Counties Enjoying Shale Boom, *The Wheeling Register - Intelliger*; L. Ringler, January 29, 2012

Rents in Monroe County have rocketed to \$1,500 to \$2,000 a month. Visitors to Carroll County can probably get a motel room three years from now. New car and truck sales in those two counties, plus Belmont, Jefferson and Harrison counties, rose 19.8 percent in 2011 from 2010, outpacing the 12.6 percent gain statewide. Jobless rates are improving faster than many other counties around the state. The thread tying the local counties together is the natural gas drilling industry. Despite some skepticism and worries, the economic impact from leases worth millions of dollars to landowners and spending by experienced drilling workers coming from outside the area already is beefing up business and county coffers, along with providing jobs in areas that have been experiencing high unemployment. "This is just in its infancy," said Glenn Enslin, director of economic development for Carroll County. "I'm visited weekly by folks who talk about results similar to the boom in North Dakota. They have a half-percent unemployment rate there, and the population of (that) county has doubled in three years." Carroll County's unemployment rate fell to 8.5 percent in November from 11.2 percent in November 2010 - and is on track to fall more. Enslin said Texas-based Select Energy Services is gearing up to hire 200 workers to repair drilling equipment, haul water and provide other services to drillers.

Counties Enjoying Shale Boom

The result is a boom for motels, restaurants and other businesses. "Our motels are full. You can probably get a reservation in three years," Enslin said, adding the jobs are expected to be long-term. Other counties have done even better. Jefferson County's jobless rate fell from 12.7 percent percent to 9.3 percent in the same period. The local counties outperformed other Ohio counties with traditionally strong economies. Cuyahoga County posted a 19.8 percent drop in the number of unemployed, with a rate of 7.3 percent, while Franklin County's number of unemployed improved 15.2 percent to a rate of 6.7 percent. Experienced workers from Texas, Oklahoma and other energy-rich states make up a significant number of the new residents. The rush is creating a shortage of motel rooms, apartments, even campsites, as well as driving up rents. Sam Moore, owner of Swiss Lands Realty LLC in Woodsfield, said places that have rented for \$300 to \$350 a month are going for \$1,500 to \$2,000. Land and home sales haven't dramatically increased, however, because owners can make more money through gas leases on land or by renting their house, Moore said. The exception has been cases where people buy a house with the intention of renting it to gas workers.

Richard Kiko Jr., chief executive officer of Kiko Auctioneers & Realtors in Carroll County, expects home buyers to emerge as the shale rush matures. "The first wave is a lot of out-of-state workers who live out of hotels and rentals. The second phase will be people hired for long-term jobs, a lot of engineering and monitoring," he said. With predictions of 100 wells being drilled a year, Kiko sees mid-priced houses in the \$50,000 to \$150,000 range as being in the most demand as workers advance from motels to rentals, then to permanent housing. He said he's not concerned about overly rosy drilling projections, largely due to a housing shortage. "We're lucky in northeast Ohio because we have a reduction in supply because of no construction in recent years, then you add this demand, and we'll have a double effect," he said. "Even if they drill 50 wells a year, that's more jobs." More jobs means more spending on vehicles and other items that generate sales tax revenue for counties.

Harrison County and Carroll County saw their sales tax receipts increase at 8.7 percent and 8.6 percent, respectively, which surpassed the statewide increase of 8.4 percent when comparing October 2011 to October 2010. Monroe County did even better, posting a 12.2 percent boost in sales tax receipts. "We've seen years where we had a carryover from year to year of less than \$20,000. We'd have to go to the bank and borrow to make payroll at the end of the year. This year, we have over a \$300,000 carryover," Monroe County Auditor Pandora Neuhart said. New and used vehicle sales fueled much of the sale tax gains. New vehicle registrations in title offices of the five counties hit 3,808 in 2011 from 3,179 in 2010, a 19.8 percent increase. New vehicle sales in Monroe County surged 37 percent for the period to 259, while Carroll County saw a 30.3 percent gain to 580. Stronger sales will prompt Mike Knowlton to add a mechanic at his Knowlton Ford Mercury in Woodsfield. "People in the county are starting to get money from land leases. People are buying trucks and things they normally wouldn't have bought," he said. "There's more optimism. We feel we're on the front end of this. We think it'll get better."

of 400 feet allow for multi-layered drilling (100' layers), that once water/gas pipelines are established to the drill site will offer drilling/production activities over a 20-30 year period. It will require over 20,000 workers/engineers/management personnel, with the majority being brought in from around the country, without readily available housing. The site area, which surrounds Powhatan Point, places the hotel complex in an ideal location to meet these housing needs.

2.4 PROJECT OVERVIEW

The Powhatan Point Murray Renaissance Center Project Plan illustrated below, describes the \$64M key development project of the *Community Urban Redevelopment Plan (CURP)*. This prospectus describes the construction of the: (a) **MRC-1 Murray Retail Office Office Complex**; (b) **MRC-2 Murray TimeShare Housing Complex**; (c) **MRC-3 Recreation and Park Sites**; (d) **Powhatan Point New Waste Water Treatment Facility**; and (e) **Route 7 Realignment Configuration and Access**. It offers the community a game-changing development, while providing its property owners and investors a significant financial, esthetic, and functional benefit to the current Coal Tailings Refuse Dumpsite. More specifically, it exploits the current gas boom retail/office/housing demand to meet initial

occupancy requirements and maximize short-term ROI, which further establishes a complementary foundation for a long-term resort revenue generator. The *Powhatan Point Revitalization Association (PPRA)* has initiated the feasibility research, concept development, and financial analysis to assess implementation and planning for the short and long term project goals. The Project is a phased redevelopment plan of the *Community Urban Redevelopment Plan* guided by applying mixed land use retail, office and luxury apartments under a central historic and cultural arts theme. Combined with scenic and recreational attributes the development would create an attractive regional destination site.

The 12 acre site(s), illustrated in Figure 2-1, is located in the downtown district of the Powhatan Point, that directly fronts the Ohio River. It is located approximately 15 miles south of the Wheeling, WV, and the Interstate 70 corridor. The nearest local airport is Wheeling and closest International Airports are Pittsburgh, PA located 60 miles northeast or 125 miles to Columbus, OH of the site. To access the site location traveling east/west or north/south are the major arteries of the interstate 70 and scenic State Route 7, illustrated in Figure 2-4. Powhatan Point also uniquely lies directly on the Ohio River offering a third accessible waterway route, which serves a growing river cruise industry. Parallel WV State Route 2 highway, which connects to Route 7 through bridges north 5 miles and 16 miles south, provide easy access to new WV mini-cracker plants and gas power plants and related pipeline construction/production projects increasing housing demands Access to the site in general seems very accommodating, although the new Route 7 Realignment will significantly enhance traffic flow thru the community and to/from the site.

The Murray Renaissance Center Project Plan integrates a complementary set of elements including:

- (a) retail/office plan structured in seven buildings reflecting an inviting historic village facades and streetscape;
- (b) offering focus on key anchor product/speciality stores and eateries offering



(See Figure 2-1)

- (c) unique village identity that creates a broader attraction of the regional public;
- (c) river front design and recreation sites provides river drive/biking/walking river front landscape streetscape with soccer/baseball/park sites;
- (d) professional office that focuses on fracking support industry, incubator research, software development and consulting companies seeking attractive working environment/living conditions for its employees;
- (e) luxury time-share apartments integrated into a overlook complex with river views, balconies, high quality design/amenities with potential of adjacent

- work, shop and play environment;
- (f) its retail/office focus complements/integrates with the CURP approach offering retail shopping and office employment for the region;
- (g) development financing commits to only Phase 1 construction process, with with follow-on phased in options, applying an initial 20/80 equity/loan plan that is complemented by land bank investments, federal/state/local government subsidies to magnify amortization ROI; and
- (h) modular/iterative unit construction plan with production facility on-site, that reduces build plan costs and schedule to six months per building.

The Powhatan Point Murray Renaissance Center Project represents much more to the investor, government organization, and community:

- (a) investors are expected to benefit from 5% initial annual profit margins with a 20 year loan payoff;
- (b) low-risk, phased build plan that iterates facility design utilizing modular building block construction; and proceeds as sales occur;
- (c) satisfies immediate housing needs while creating a unique northeast time-share destination site that offers short and long term benefits;
- (d) adds 750-1,500 jobs with combination of service, construction, retail, housing and office professional/business organizations;
- (d) provides potential purchasing power of regional 4-5,000 purchasers, that represents \$20M a year to retail businesses; and
- (e) increases tax revenue by \$3M/year for the state/county/local government based upon \$98M development.

2.4.1 Project Phased Development

The Murray Renaissance Center mixed use shopping/office/housing village concept (see Figure 2-1) redevelops unused coal tailings land creating revenue generating businesses for the community with a live/work/shop quality-of-life environment. It also provides shopping access/appeal for the Belmont/Monroe County region, drawing-in retail purchasing power, while enhancing opportunities to participate in the adjacent cultural/entertainment/recreational/restaurant venues. Additional plans for a hotel/conference center, office complex, medical arts/clinic/assisted living complex, dedicated museums/historic indian village site reconstruction, recreational and entertainment facilities will further interest early investors.

2.4.2 Site Zoning

Zoning for the current properties being developed is an Industry District. needed to change the properties highlighted in yellow as shown in Zoning is further described in the following requirements. Variance would also be requirements.

R4 District Zoning Requirements

The following uses are permitted in the No. 4 District:

- a) Banks, post office, schools, libraries and churches.
- b) Municipal buildings, professional offices and retail stores.
- c) Home occupants, barber and beauty shops.
- d) Homes for the aged, indigent or orphans.
- e) Hospitals, convalescent and nursing homes, but not establishments for the care of contagious diseases, epileptic, drug or liquor patients criminals.

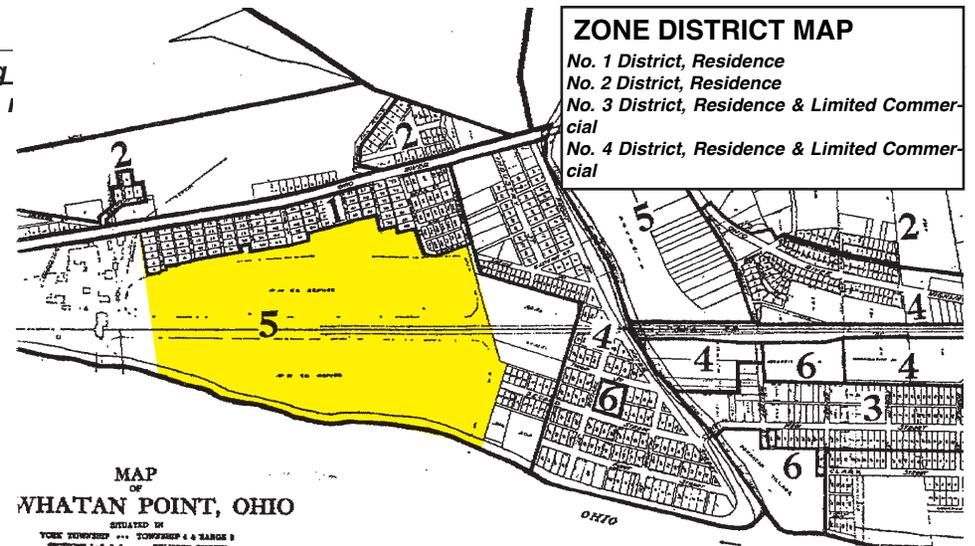


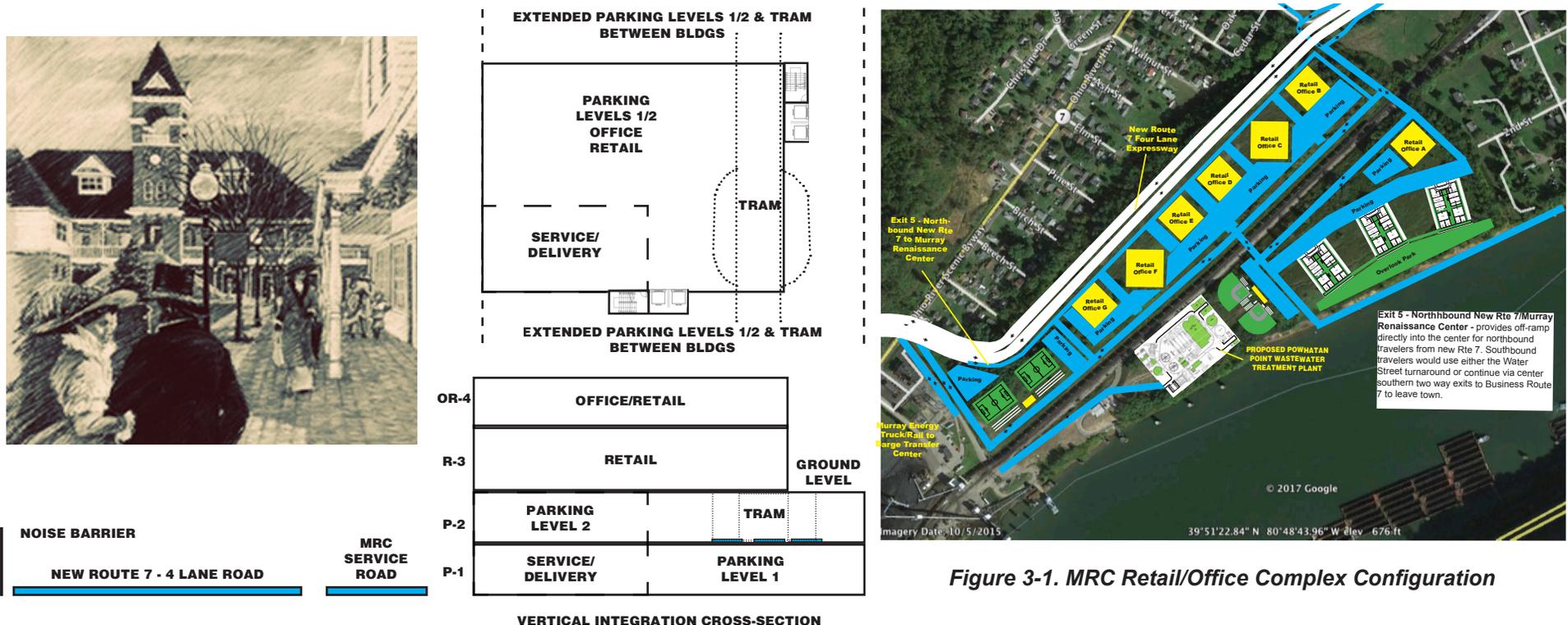
Figure 2-8. Powhatan Point Zoning Map

- f) Hotels, restaurants, theaters, dairy bars, cafes and taverns.
- g) Bowling alleys, pool rooms and skating rinks.
- h) Auto sales, repair garages, used car lots and gasoline service stations.
- i) Clubs, lodges and tourist homes.
- j) Cleaning and pressing, furniture, repair, cabinet making, pattern shops, plumbing and heating shops and printing shops.

3.0 MRC-1 RETAIL/OFFICE COMPLEX PROJECT DESCRIPTION

The **MRC Retail/Office Complex Layout (Figure 3-1)**, represents seven identical retail/office two story structures, built upon two stories of garage parking/delivery/maintenance access. The seventh structure near the MRC Housing Complex is standalone two story structure with parking adjacent to the building. The other six units are four story structures with two levels below street level and two levels above. Those above levels are dedicated to retail and/or office, that can be configured as all of one or combination of both. Building facades and architecture, streetscape and place making elements will represent historic village theme, that identify with the Powhatan Point resort theme. The development serves primarily as a retail center for the lower Belmont and Monroe County regions, serving the growing economics of the region.

The parking and above ground retail/office structures will apply off-site manufacturing pre-cast concrete and module building blocks which are delivered to the site requiring minimum integration through mating assembly, stacking and utility interconnects. Utilizing the Powhatan Point Riverfront Resort RP-11 Modular Manufacturing Facility common MRC design modules will be produced that is expected to reduce costs below \$60/sqft, at a three day/unit production rate at a unit/day delivery, with a two day on-site integration effort. The retail/office area (201,800 sqft), serves as the functional elements of the MRC Retail/Office Complex, which will signifi-



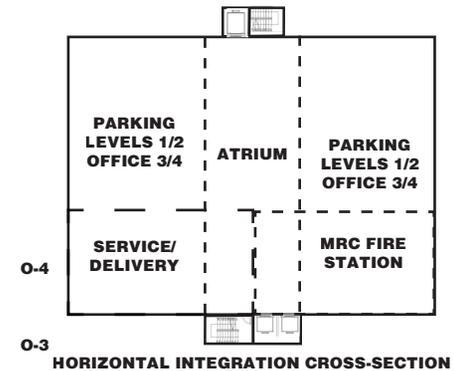
cantly benefit from this approach.

Each of the seven building structures (A-G) occupies a footprint area of 120' x 120' - 14,400 sqft, with below street foundation elements of Buildings B-G for parking, delivery, maintenance and tram designed as horseless carriage, reinforcing the historic theme, to move people across the line of six buildings in northwest end of the MRC Project. The below street levels P-1/P-2 serve as parking/service-delivery/tram area (**shown in Figure 3-1, Complex Configuration**), that is extended throughout the length of the retail/office six structures. The above ground levels R-3/OR-4 of the Retail/Office Complex serves as the functional elements of Retail on the first level (R-3)and Office on the second level (OR-4), which can be optionally expanded of Retail on second level. Each structure will be standardized internally and configured to meet retail/office needs from 450sqft (15' x 30') to the full level area of 14,400sqft (120' x 120'). The building facades uniquely present a historical theme as reflected in **Figure 3-1**, which adds to the marketability of the MRC Retail/Office Complex.

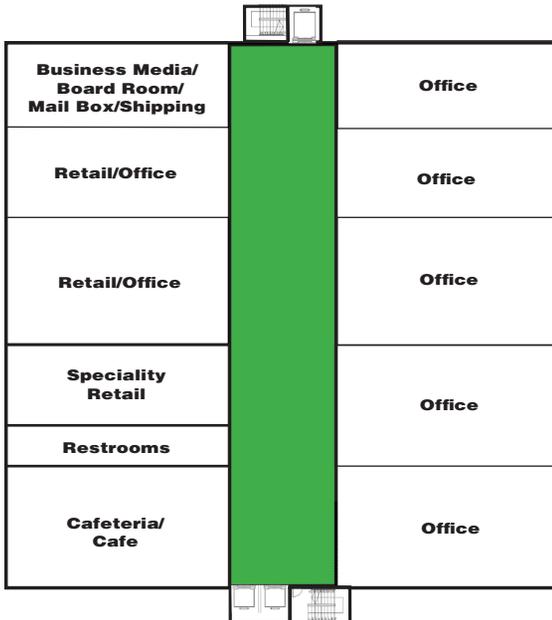
3.1 OFFICE BUILDING A

The seventh **Office Building A** is a two level structure resides on the southern section of the MRC, with same footprint as Buildings B-G including two levels of parking/delivery-service less the Tram (see **Figure 3-2**). Augmenting a partial transparent roof design constructed on-site over the installed modules and a center atrium offering natural

MRC OFFICE BUILDING A CONFIGURATION



Level 03 (120' x 120' - 14,400 sqft)



Level 04 (120' x 120' - 14,400 sqft)

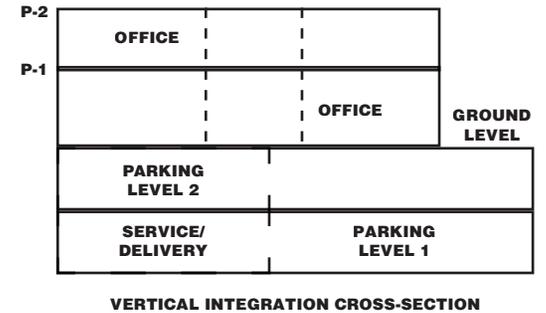
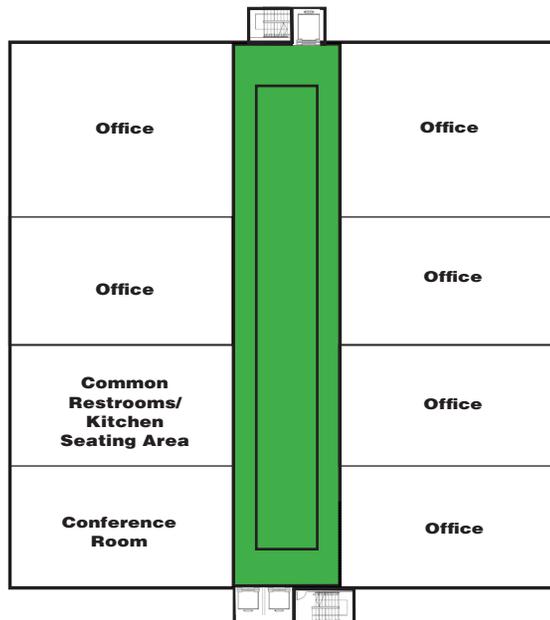


Figure 3-2. MRC Office Building A Configuration

Typical Configuration That Varies with Tenant Requirements

Route 7 Realignment Suggested Plan

The attached graphics and following description supports a study conducted by the PPRA to meet the communities need to solve a serious thru-traffic problem in part due to the gas industry, but also to support the general growth in Route 7 corridor. This is strained by increased retail along the Powhatan route, while no improvements have been made to widen, provide storm drainage, or breakup the traffic flow to facilitate left turns or egress onto the road. Powhatan Point is also the only remaining town in Belmont County that has not had Route 7 upgraded to support four lane limited access thru traffic.

More important, there needs to be a proactive plan supported by the community and council to promote the realignment of Route 7 and direct a DOT initiative. To that end the study set objectives to work from. They are:

1. **Minimize impact on the community residents, property owners and adjacent owners relative to noise/access/traffic patterns.**
2. **Support a four lane limited access and parallel service road (where necessary).**
3. **Provide on-off ramps at six exit points: (1) entering from north at top of hill for Business Route 7; (2/3) before/after upper Main Street intersection with overpass; (4) Route 148/Water Street at VFW location; (5) entering from south at Murray Energy; and (6) at southern entrance of the community for Business Route 7. These exits would serve existing local traffic with convenient exits points at Upper Main Street and Downtown and future developments on slate dumps, without any of the restrictions or impact on current thru traffic.**
4. **Make existing Route 7 a Business Route with upgrades to widen, provide drainage, stop lights, and reduced speed requirements.**
5. **Eliminate restrictions created by rail overpass or current flood plan issues.**

A PPRA effort has begun to define a "Community Urban Redevelopment Plan". An initial concept shown in Figure 1, addresses the commercial areas considered to offer opportunity to enhance the town's business environment, supporting our resident needs and increase financial revenue. This will evolve as more dialog occurs and more details are presented.

However, a critical aspect of the plan is the Business Route 7 corridor to facilitate commercial business development and access, that with the realignment of Route 7 will reduce current thru traffic safely/high volume impact on the community.

The layout graphics focused in more detail on the recommended new pathway through the community and related factors at those junctures.

Exit 1 - Northern entrance to the town breaks out Route 7 from two lane to limited access four lane parallel with on-off ramp to current Business Route 7 to serve local traffic. New 4 lane will be depressed below current Route 7 to facilitate north bound overpass for on-ramp north.

Little Captina Creek Bridge - the new four lane bridge over the creek can be done without interrupting current Route 7 traffic pattern. Depression at top of hill and elevation at bottom should reduce slope of the new Route 7. Improvements to the Business Route 7 should be done to widen with added berms and storm drainage requirements.

Exit 2 - Cemetery Corridor Breakout - the new four lane Route 7 continues at an elevated level past the creek to permit underpass access for the breakout of Business Route 7 to support separate one-way service roads straddling the new four lane Route 7 pathway for access to adjacent properties along cemetery corridor, as shown graphically. Turn-arounds are provided the breakout and Main Street interchange. A two-way traffic pattern is facilitated on southbound service road from Wheeling Ave thru Main Street Interchange and continues on as Business Route 7.

Exit 3 - Upper Main Street/Route 7 Interchange - the new four lane Route 7 continues at a depressed level to permit a Main Street intersection with the Business Route 7 via an overpass as an extension to existing rail line overpass, separated by the one way routes to northbound service road and northbound Main Street Exit 3 of new Rte 7. The new Rte 7 pathway will remain depressed along rail line to reduce noise/visibility on the adjacent property owners. The new Rte 7 pathway will elevate before Mellot Street to support the overpass/bridge over Mellot Street, the rail spur line, Captina Creek, Water Street, slate dump and flood plane issues. Material from the excavation along the rail line could be utilized as earthworks to support the elevated new four lane Rte 7 over Mellot St, the rail spur, to Captina Creek.

Exit 4 - Downtown Water Street and Refuse Dump Development Interchange - the new four lane Route 7 elevated provides thru traffic flow with easy access to the downtown and Murray Renaissance Center developments. Water Street/Route 148 needs to be upgraded to support a four lane boulevard from Business Route 7 to rail line as part of future developments. Exit 4 on-off ramps connect new Route 7 elevated four lane southbound/northbound access from Water St and slate dump development. Removal of slate material for use as material to support the new Rte 7 elevation from Water St as well as planned elevation at southern overpass of Business Rte 7.

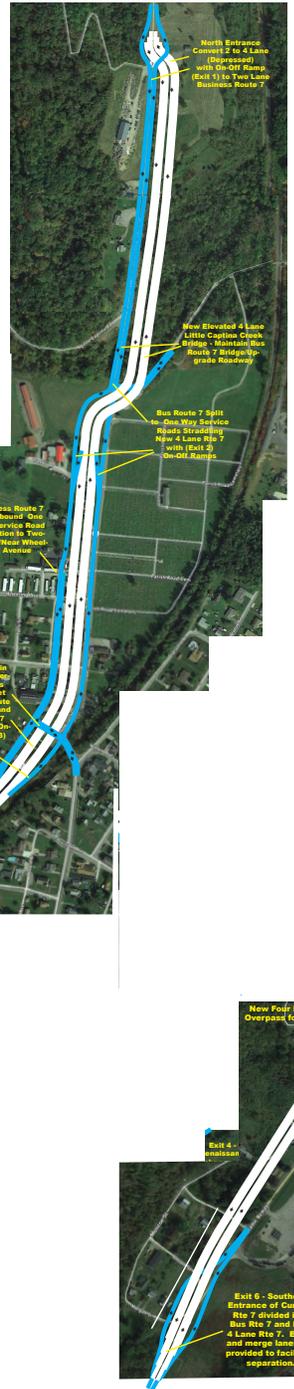
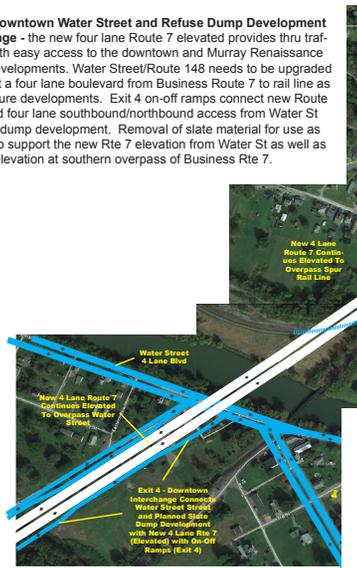
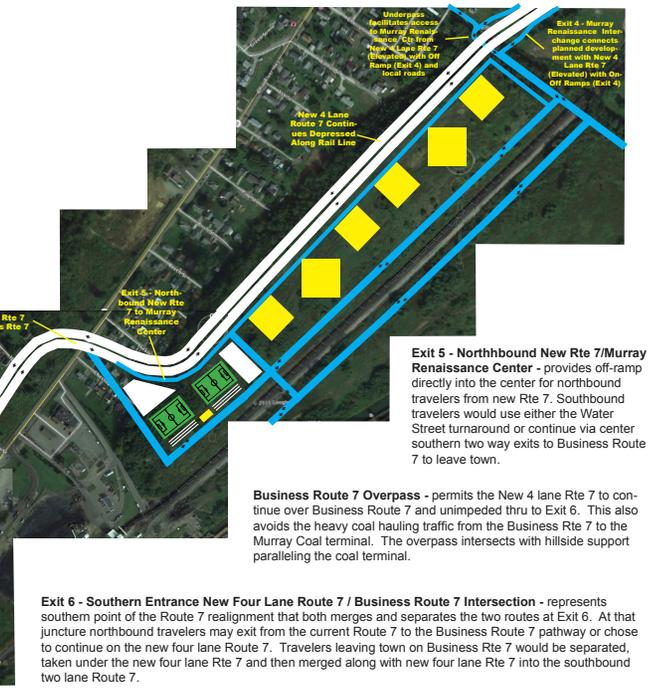


Figure 3-3. Current Downtown Properties Status



4.0 MURRAY TIME SHARE HOUSING COMPLEX PROJECT MRC-2 DESCRIPTION

As described in the *Powhatan Point Murray Renaissance Center*, the *Murray Riverfront Housing Complex Project MRC-2* (see *Figure 4-1*), is the construction of three eight story structure supporting retail/time-share suites that overlook the Ohio River. Each structure, consists of: (a) two levels of parking/utilities/delivery; (b) main level for retail/office; (c) four levels of fully furnished one/two bedroom time-share luxury suites; and (d) a roof level fitness/pool/conference room/restaurant/bar.

Levels 3-7 will apply off-site manufacturing module building blocks (230+ units), which are delivered to the site as a fully assembled unit requiring minimum integration through stacking and utility interconnects. Under factory assembly-dual line common design module production process, the project is expected to reduce costs below \$80/sqft, at a three day/unit production rate, with a two day on-site integration effort. Levels 1/2 function as a below ground parking garage, shared by utilities/delivery/services section. The main lobby/retail/office area (120 x 240 - 28,800 sqft less atrium areas 4,800 sqft), supports various services focused on residents of the building offering personal services retail and professional offices. Levels 1-3 are constructed utilizing pre-cast concrete, which in turn function as foundation elements for each building's 4-7 time-share suite levels of 1 bedroom/utility (24) and 2 bedroom (48) suites. The roof (level 8) will be a partial transparent design constructed on-site over the installed modules and a center atrium offering natural light to the building interior. The combined structures offer 72,000 sqft of retail/office space and 72 one bedroom and 143 two bedroom luxury suites to service a small fraction of the time-share market demand.

The Murray Riverfront Housing Complex Project Configuration (Figure 4-2) integrates a complementary set of elements including:

- (a) combined time-share suites (32 two bedrooms & 176 one bedrooms), conference rooms, business media room, exercise, swimming pool, washing/drying facilities, cafe eatery, and bar, with river/mountain views, balconies, and quality amenities;
- (c) 212,000 sqft retail/office focus on general product stores and eateries serves as built-in tenant resource;
- (d) parking space for 675 vehicles, with utilities facilities, waste collection/delivery access and an MRC Fire Station Branch;
- (e) central utilities with platinum green energy and conservation rating, with built-in waste water treatment;
- (f) development financing applying a recommended 20/80 equity/loan plan that is complemented by land bank investments, federal/state/local government subsidies; and
- (g) green design/modular/iterative unit construction plan, that reduces build plan erection/integration costs and schedule to less than a year for multiple buildings.

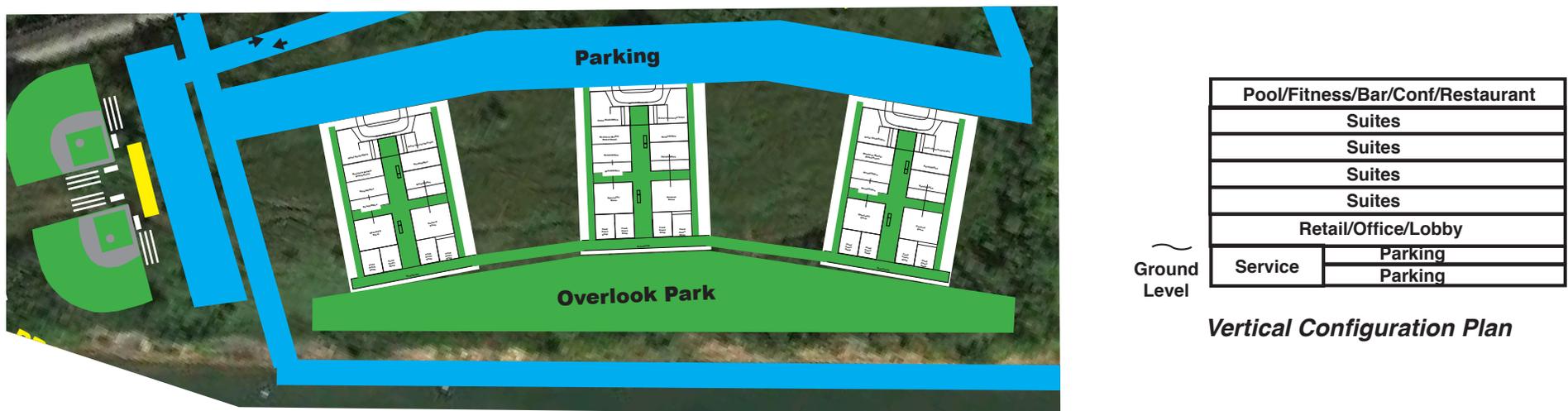


Figure 4-1. MRC Retail/Office Complex Configuration

4.1 MRC TIME-SHARE HOUSING COMPLEX (TSHC) BUILDING CONFIGURATION

As illustrated in **Figure 4-1**, the MRC-TSHC has two levels of secured parking below ground to meet employee/resident requirements, that includes set-aside areas for utilities and delivery access, while functioning as foundation elements for each structure. Each facility supports a 28,800 footprint, that can accommodate up to 225 vehicles on two levels for a total space for 675 vehicles. Additional space is provided for delivery, waste pickup and utilities. Common utilities covering 2,000 sqft covering two levels (20 ft height requirements), services the entire building with central heating and cooling, electrical/communication distribution, and trash recycling. Limited purchased storage is offered to long-term tenants for bicycles, car racks, small work items, etc.

River water is utilized as heat exchanger for heating and cooling energy efficiency, that is further improved upon through central distributed hot/cold water air handlers, solar/lighting/heated air redistribution/removal and local space environmental control systems. Given the gas boom surrounding us, gas energy is fully utilized where heating needs are required. With additional conservation materials involving gas, solar, recycled insulation materials, natural lighting, and environmental controls, the project is seeking to achieve a platinum conservation rating that will generate financial subsidy benefits. Consideration is being made to install small wind turbines/solar panels on the roof as a renewable electrical energy source for the facilities.

MRC Time-Share Suites/Retail/Office Structure Layout

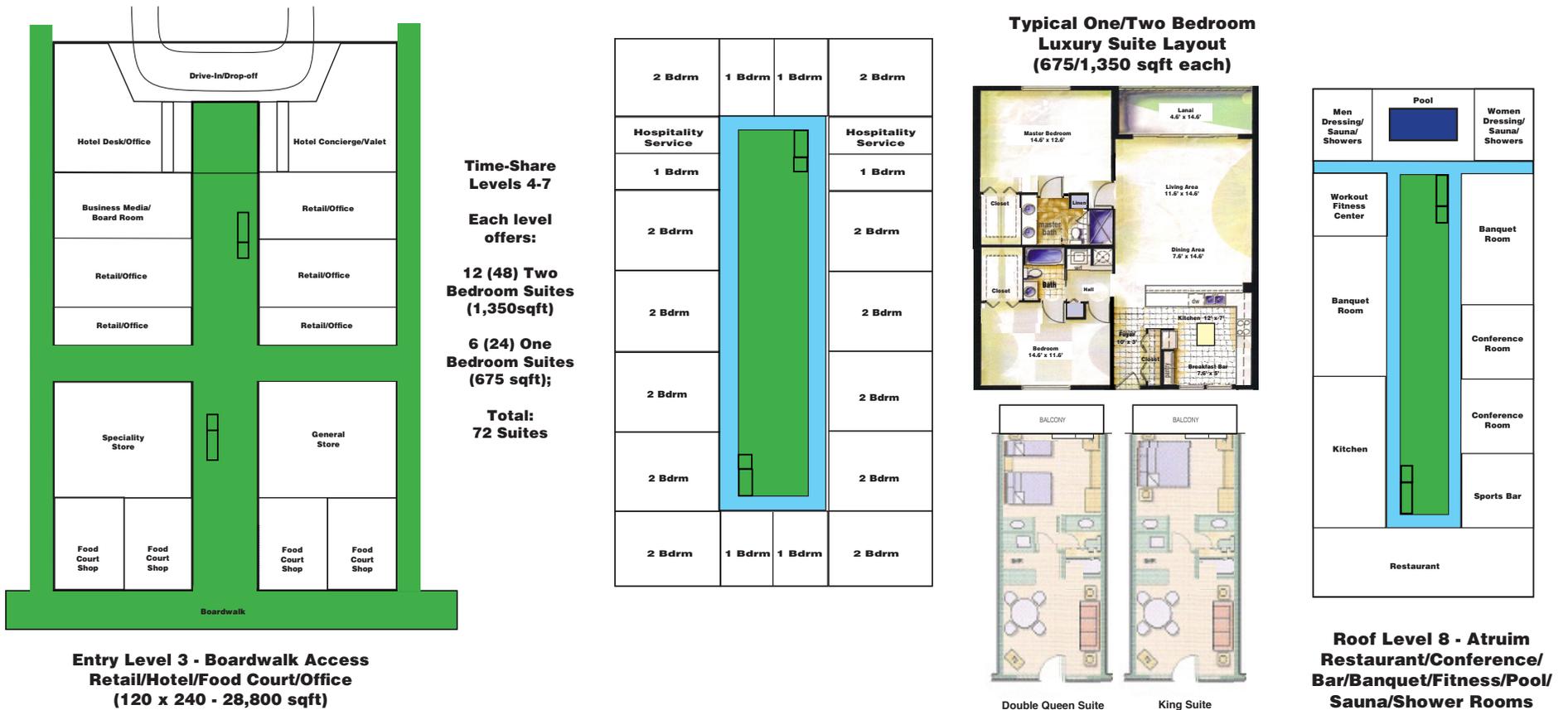


Figure 4-2. MRC-TSHC Project Configuration

4.2 MRC-TSHC MAIN LOBBY/RETAIL LEVEL 3

The main lobby/retail level 3 represents entry-level to the facility, as illustrated in *Figure 4-2*, host a variety of retail and office space, covering 28,800 sqft with 4,000 sqft of common/atrium space. Entry points from all four slides of the structure with specific access to the boardwalk fronting the river, offers easy pedestrian means to the building. Preference is made for retail food establishments in spaces facing the river to create café-like venues for the Boardwalk. Hotel lobby and professional office space is provided for at the lobby-level to service housing and professional needs. The high ceiling (20ft) and atrium walk-through creates a functional and aesthetic scenario at the building entry level.. A vehicle drive-up ramp from First Street provides passenger drop-off for direct access at lobby level. An additional drop-off area at elevator lift is provided to quests entering on Parking Level 2.

4.3 MRC-TSHC SUITES LEVEL 4 THRU 7

Time-Share Suite levels 4 through 7 represents a combination of 1/2 bedroom fully furnished luxury suites (as illustrated in *Figure 4-2*) with mix of one king or two queen beds). Each level supports 18 rooms, including: (a) 12 two bedroom suites (30 x 45 feet/1,350 sqft) and 6 one bedroom suites (15 x 45 feet/675 sqft) with 4 configured for handicap. Each floor provisions a large housekeeping area (each 15 x 45ft/ 675 sqft) including the collocation of elevator for room services. Combined housekeeping units will house linen/cleaning capabilities, storage of supplies and other guest accommodation support. A second area serves as combined vending/customer service (washer dryer/ice maker/extra towels) and maintenance room (15 x 45 feet/ 675 sqft) at each level, including a separate maintenance storage for tooling/spare/replacement furnishings, bedding and appliances.

Each suite provisions a kitchenette with a refrigerator, microwave, range, sink and fully furnished dining/living/bedroom room area and a flat screen TV in each room, wireless phone/internet, and limited stock of cooking/eating utensils.. All units are delivered fully assembled to the build site and integrated on-site in a stackable/adjacent interconnection. Washer/dryer included with two bedroom units and two W/D units installed on each floor for 1 bedroom residents. Linens, towels, toiletries, and cleaning materials are provisioned to support your use on a needed base, or every third day cleaning service. Management for time-share operations is done by central Powhatan Point Riverfront Resort hotel management and hospitality staff. The combined three structures are expected to be rated as a four-star facility, offering 226 luxury suites that offer river views, while also managing/provisioning security and maintenance of all building parking/retail/office/roof lease spaces.

4.4 MRC-TSHC ROOF

The roof provides a restaurant, sports bar, fitness center, pool and conference rooms. This serves both the tenants and public to meet entertainment and well being needs. A transparent roof provides an open view, natural light environment that is transferred through the building via the center atrium access. Towers penetrate roof line for architecture enhancement and elevator/stairway functionality. The 32 x 20 foot pool functions as both a added time-share/public function while supplementing as a fire hose/sprinkler water source backup.

4.5 ACCESS

Building access is provided for the pedestrian, auto, and delivery/operation maintenance, as illustrated in *Figure 4-1/4-2*. Pedestrians can gain access thru multiple walkway entry points. Autos are provided a drive-up/drop-off main entry to the lobby, or may enter via street entry to garage levels. Pedestrian/delivery elevators, emergency stairs and retail escalators are throughout and at all levels of the facility to assure easy pedestrian access (supports handicap concerns). The center atrium facilitates an open space environment and direct sunlight to the building center and interior walkways to the suites.

4.5 ARCHITECTURE

The proposed building architecture facades (see **Figure 4-3**) and interiors reflect **Indian Artwork/French and Queen Anne Colonial designs**, to reinforce Powhatan Point's settlement periods of the Ohio Valley. The architecture also relates directly with the duplicated riverfront resort structures that establishes a distinct architecture look to the Ohio River and West Virginia travelers.

Foundation of the structure is pre-cast concrete representing two levels of parking, central utilities flood proof room and delivery/waste removal truck access/docking, as well as the main lobby/retail/office level three to support the four levels of suites and roof facilities. Levels 4-7 is **constructed with stackable ready to occupy 1-2 bedroom suite modules** (see subsequent **Section 4.6 and Figure 4-4**), as an integrated floor/ceiling design with electrical/lighting/cooling/heating/plumbing embedded, window/door installed, wall/carpet decor completed, furniture/bedding, appliances, and bathroom fixtures to reduce on-site work efforts. Interior and exterior facades are provided also with the module and seamed together with utility hookups as units are integrated. **Light Gauge Steel (LGS) and Radiant Heating/Cooling (RH/C)** minimize weight and provide additional vertical strength to permit stackable module integration to heights of six stories. RH/C supports high efficiency central A/C, while eliminating air handlers for each module, further reducing costs and related structure noise.



Figure 4-3. MRC-TSHC Project Structure Architecture.

4.6 MODULE MANUFACTURING FACILITY

The **Module Manufacturing Facility (illustrated in Figure 4-4)** is an independent operation financed under the resort project, representing 300' x 260' (78,000 sqft) building with 4,800 sqft of office, located adjacent to the downtown area (see **Figure 2-2**). The MMF will produce the stackable modular suite units. These self-contained units are designed and assembled with complete decor and amenities installed in the same fashion that modular homes are being constructed. This limits on-site installation to interconnecting the module unit to facility central infrastructure connections for electrical, gas, plumbing, and communication. The production facility will run one 15' x 45' module line and one 30' x 45' in-line module assembly line, in which the latter can also be realigned to run a 15' x 45' module assembly support, to produce a typical module at a rate of 3-4 units a week for an estimated cost of <\$65/sqft (one bdrm 675sqft x \$50 = \$33,750/unit and \$67,500 for 1.350 sqft two bedroom suite).

Assembly Process (see **Figure 4-4**) is implemented using a moving production line where modules are constructed on fixture/rail transporters that move through assembly stages. Once the modules are completed the transporters are rolled on to transport trailers that are delivered to the construction site and returned thereafter to use on next build. A 15 ton crane is provided within the facility with extension booms to lift transporters and module segments into place on the transport jigs for assembly.

Engineering support between the PPRA Project Architectural Team and the MMF engineering group will assure integration of the MRC-TSHC modules are seamless. At 3-4 units per week hotel room facilities involving 208 time-share suites and MRC-1 eight structures, could be completed in 18 months. The MMF is also expected to generate additional revenue for the follow-on resort project development and other area housing needs, which will further reduce overhead costs associated with the resort project.

Modular Manufacturing Facility (MMF) RP-11 Project

Assembly Line Process with subcontractor supplied subelements (i.e. pre-fab framework, ceiling/floor panels, bathrooms, kitchens), and flexible module unit sizes of 15 or 30 foot width up to 30 foot length, transportable to build sites.

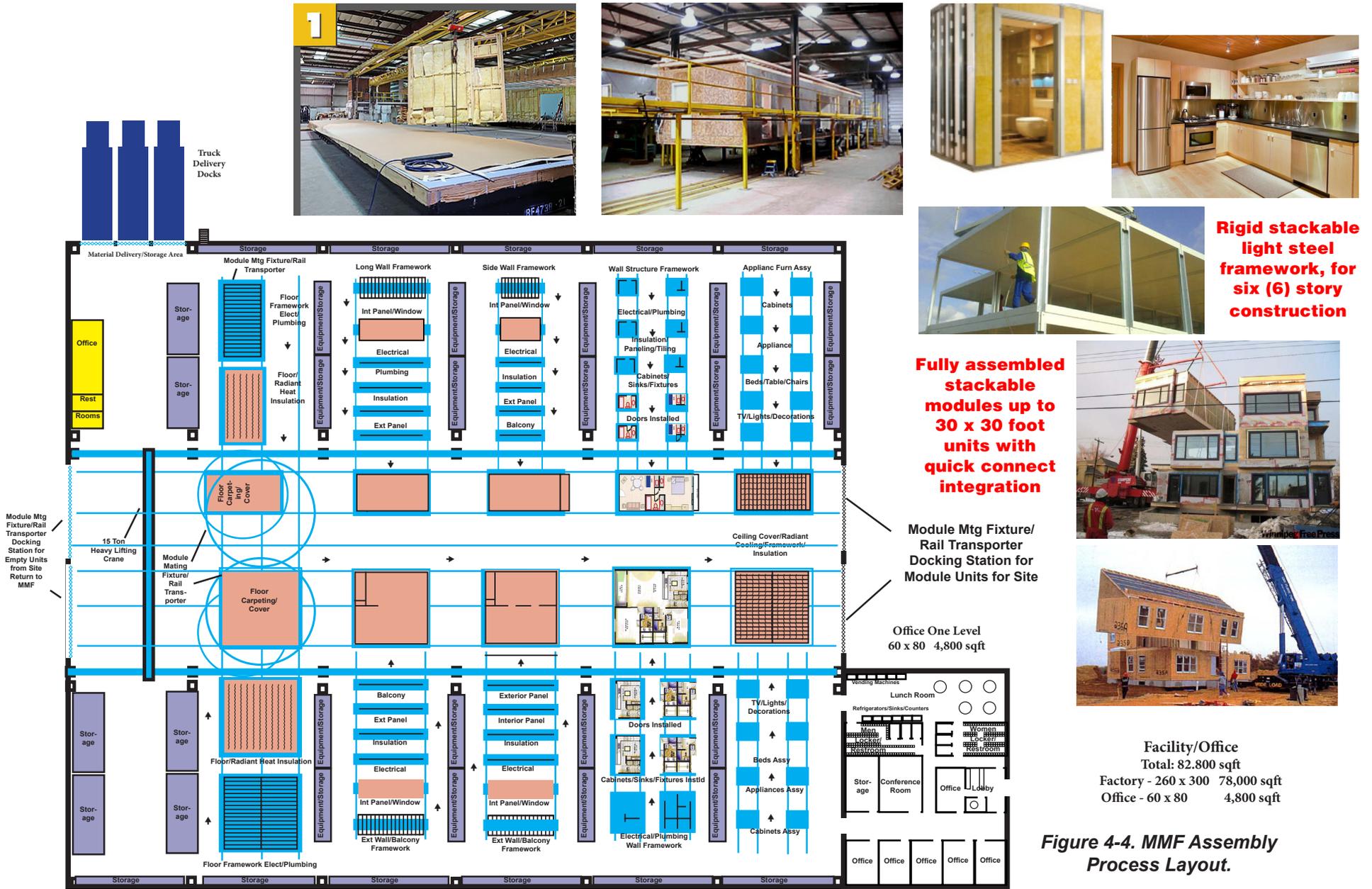


Figure 4-4. MMF Assembly Process Layout.

5.0 PROPOSED POWHATAN POINT WASTEWATER TREATMENT PLANT

5.1 OVERVIEW

The **Proposed Powhatan Point Wastewater Treatment Plant Project** is to be constructed on the Murray Energy refuse site (shown in **Figure 2-2**) facing the river next to the Barge Transfer Station. It is expected to occupy 2 acres (87,500 sqft), as illustrated in **Figure 5-1**.

It is expected to be designed based on the plans and specifications used for the **Dallas, Georgia Pumpkinvine Creek Water Pollution Control Plant by the Edison Engineering Group, Inc.** (plant construction completed in 2015). The site serves the initial requirement of 1.5 million gallons per day (MGD), but will be constructed to support expansion to meet up to a 3 MGD future demand.

5.2 PROJECT SCOPE

Development shall make the **Proposed Powhatan Point Wastewater Treatment Plant (WTP) Project** capable of meeting 1.5 MPD receiving capacity and efficiently processing that wastewater to satisfy effluent discharge limits, Total Nitrogen, and Total Phosphorous goals. A plan view layout of the WTP is provided in **Figure 5-1**, illustrating the initial design and proposed upgrades and other areas requiring evaluation or improvement. The numbering used below corresponds to also the later expansion elements.

The following summarizes the general scope of the project:

1. Oxidation Ditch Aeration Basins (parallel WesTech OxyStream™ Oxidation Ditch).
2. Secondary Clarifier
3. Tertiary Filter Unit
4. Digester
5. Dewatering building to include a belt press and the covered roll-off area to allow for sludge box unit and a directional flow chute for depositing solids into the sludge boxes.
6. Installation of a blower unit.
7. Installation of pumps at influent pump station and the lift station, including the installation of individual flow meters equipped with SCADA telemetry.
8. UV disinfection unit.
9. RAS/WAS pumps
10. Instrumentation within the MCC.
11. Reuse water pump station.
12. Odor Control for the headworks.
13. Headworks to accommodate max day flows and address the need for equalization to balance flows from the two influent lift stations.
14. Generator capability (under load)
15. Reuse water system for dependency and maintenance isolation, as well as, a dedicated line to the dewatering facility (belt presses).
16. Drying beds and construction of a utility/workshop building (40' x 80') equipped with three roll-up doors and sufficient area for parking a full-sized pickup truck and two facility ATV's.
17. Dump station equipped with two (10'x10') sand beds which drain to the septage batch tank. A sloped receiving floor (with high splash walls) capable of accommodating 20,000 gallons of truck delivered pumped wastewater shall be collocated.

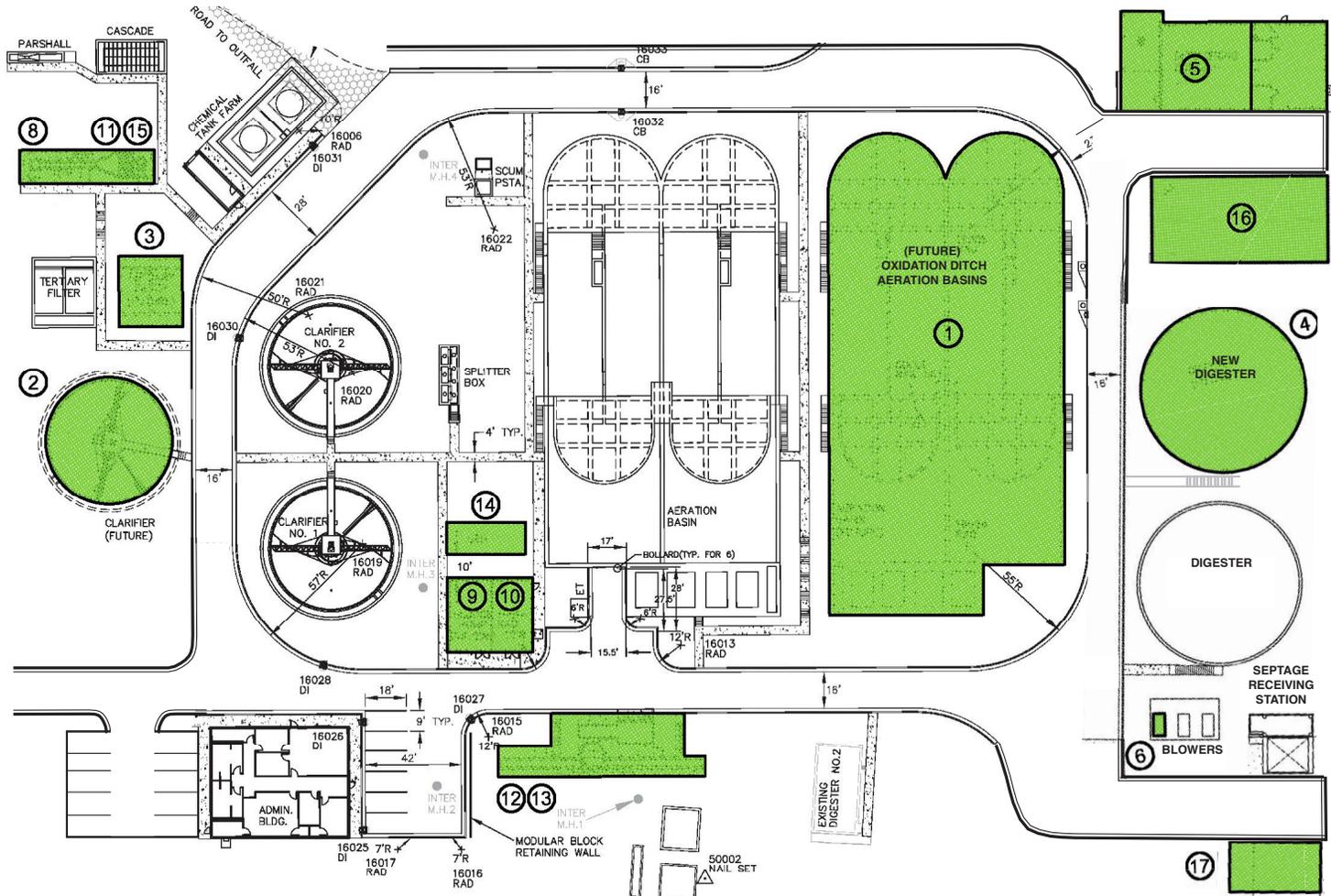
Additional items provide: (a) road construction to the plant from the Murray Energy transfer station access to Route 7; (b) WTP site prep and elevation above flood plan; and (c) new sewer line connection to the WTP and modification/improvement of existing lines to realign to the WTP.

PROPOSED POWHATAN POINT WASTEWATER TREATMENT PLANT

- o Replaces Current Waste Treatmt Plant
- o Unused Southern Site Near Murray Energy Barge Loading
- o 1.5MG Treatment Plant Capacity (\$40M)

- o Expandable 3.0MG Capacity (\$25M)
- o Proven Design with Multi-Suppliers Applied by Dallas, GA
- o Elevated Above Flood Plane

- o Supports Existing/Expected CURP Sewerage Line Connections
- o Interfaces at Existing Plant and New Trunk Lines



FUTURE EXPANSION PLANS

- 1 NEW OXIDATION DITCH AERATION BASINS (PARALLEL OXYSTREAM™ OXIDATION DITCH).
- 2 NEW SECONDARY CLARIFIER
- 3 NEW TERTIARY FILTER UNIT
- 4 NEW DIGESTER
- 5 MODIFICATIONS TO EXISTING DEWATERING BUILDING TO INCLUDE A SECOND BELT PRESS AND EXPANSION OF THE COVERED ROLL-OFF AREA TO ALLOW FOR SECOND SLUDGE BOX UNIT AND A DIRECTIONAL FLOW CHUTE FOR DEPOSITING SOLIDS INTO THE SLUDGE BOXES.
- 6 INSTALLATION OF A NEW (THIRD) BLOWER UNIT.
- 7 INSTALLATION OF ADDITIONAL PUMPS AT INFLUENT PUMP STATION AND THE WESTSIDE LIFT STATION LOCATED AT THE FORMER WEST PLANT (527 W. MEMORIAL DR. DALLAS, GA 30132; LOCATION NOT SHOWN ON FIGURE NO. 1), INCLUDING THE INSTALLATION OF INDIVIDUAL FLOW METERS EQUIPPED WITH SCADA TELEMETRY.
- 8 EVALUATION/ADDITION TO THE EXISTING UV DISINFECTION UNIT TO ACCOMMODATE THE ADDITIONAL CAPACITY.
- 9 ADDITIONAL RAS/WAS PUMPS
- 10 EXPANSION OF THE INSTRUMENTATION WITHIN THE MCC TO ACCOMMODATE THE NEW PLANT EXPANSION.
- 11 NEW HOUSING BUILDING AT THE REUSE WATER PUMP STATION.
- 12 ODOR CONTROL FOR THE EXISTING HEADWORKS.
- 13 EVALUATION OF EXISTING HEADWORKS AND MODIFICATION AS NEEDED TO ACCOMMODATE MAX DAY FLOWS AND ADDRESS THE NEED FOR EQUALIZATION TO BALANCE FLOWS FROM THE TWO INFLUENT LIFT STATIONS
- 14 EVALUATION OF EXISTING GENERATOR CAPABILITY (UNDER LOAD) - FOR ADDITIONAL CAPACITY TO ACCOMMODATE THE PLANT EXPANSION.
- 15 EVALUATE THE EXISTING REUSE WATER SYSTEM FOR DEPENDENCY AND MAINTENANCE ISOLATION, AS WELL AS, INSTALL A DEDICATED LINE TO THE DEWATERING FACILITY (BELT PRESSES).
- 16 DEMO THE EXISTING DRYING BEDS AND CONSTRUCT A NEW UTILITY/WORKSHOP BUILDING (40' X 80') EQUIPPED WITH THREE ROLL-UP DOORS AND SUFFICIENT AREA FOR PARKING A FULL-SIZED PICKUP TRUCK AND TWO FACILITY ATVs.
- 17 AS A FIRST AND SEPARATE DELIVERABLE, DESIGN AND BID PLANS FOR NEW DUMP STATION EQUIPPED WITH TWO (10'X10') SAND BEDS WHICH DRAIN TO THE SEPTAGE BATCH TANK. A SLOPED RECEIVING FLOOR (WITH HIGH SPLASH WALLS) CAPABLE OF ACCOMMODATING 20,000 GALLONS OF TRUCK DELIVERED PUMPED WASTEWATER SHALL BE COLLOCATED.

Figure 5-1. Proposed Powhatan Point Wastewater Treatment Plant Design Configuration

6.0 MRC PARKS AND RECREATION ELEMENTS

The Murray Renaissance Center also includes; (a) Ohio River Overlook Park; (b) two multi-use adaptable Little League and High School Baseball Fields; and (c) two multi-use adaptable Soccer/Football/Field Hockey/LaCross Fields. These areas are administered and maintained by the Powhatan Point Parks and Recreation Committee, that is subsidized by the MRC LLC. All recreation areas are open to the public.

The Ohio River Overlook Park fronting the Time-Share Housing Complex (TSHC) and overlooking the Ohio River, that offers lighted picnic pavilions, playground, barbecue areas, shuttle board/bocce ball/racket ball courts, and walking trails/bench resting. It offers a quiet/scenic views to appreciate the Powhatan Point riverfront site. Access is offered through the TSHC and related parking. It also includes reclamation of the refuse slope and extension of Water Street along the riverfront from the downtown area that terminates with the MRC, as shown in *Figure 6-1*.

The Little League and High School Baseball Fields Little League and High School Baseball fields, located adjacent to MRC-TSHC, supports two multi-use fields that can adapted for T-Ball, Little League and High School baseball. The fields are the latest in high synthetic turf surfaces fully lighted for day/night use. Grandstands are provisioned on both diamond sides. Parking supports 150 vehicles with additional parking along the street and adjacent area supporting the MRC-1/2 facilities. A concession stand, dugouts, restrooms, combined maintenance/score keeper box, and warm-up box/batting cage are provided for attendees/teams.

The Soccer/Football/Field Hockey/LaCross Fields at the southern end of the MRC (see *Figure 6-1*), supports two multi-use fields that can adapted for a variety of uses, such as soccer, football, field hockey, and lacross. The fields are the latest in high synthetic turf surfaces fully lighted for day/night use. Grandstands are provisioned on southern side. Parking supports a150 vehicles with additional parking along the street.. A concession stand, restrooms, team benches, and combined maintenance/score keeper box are provided for attendees/teams.

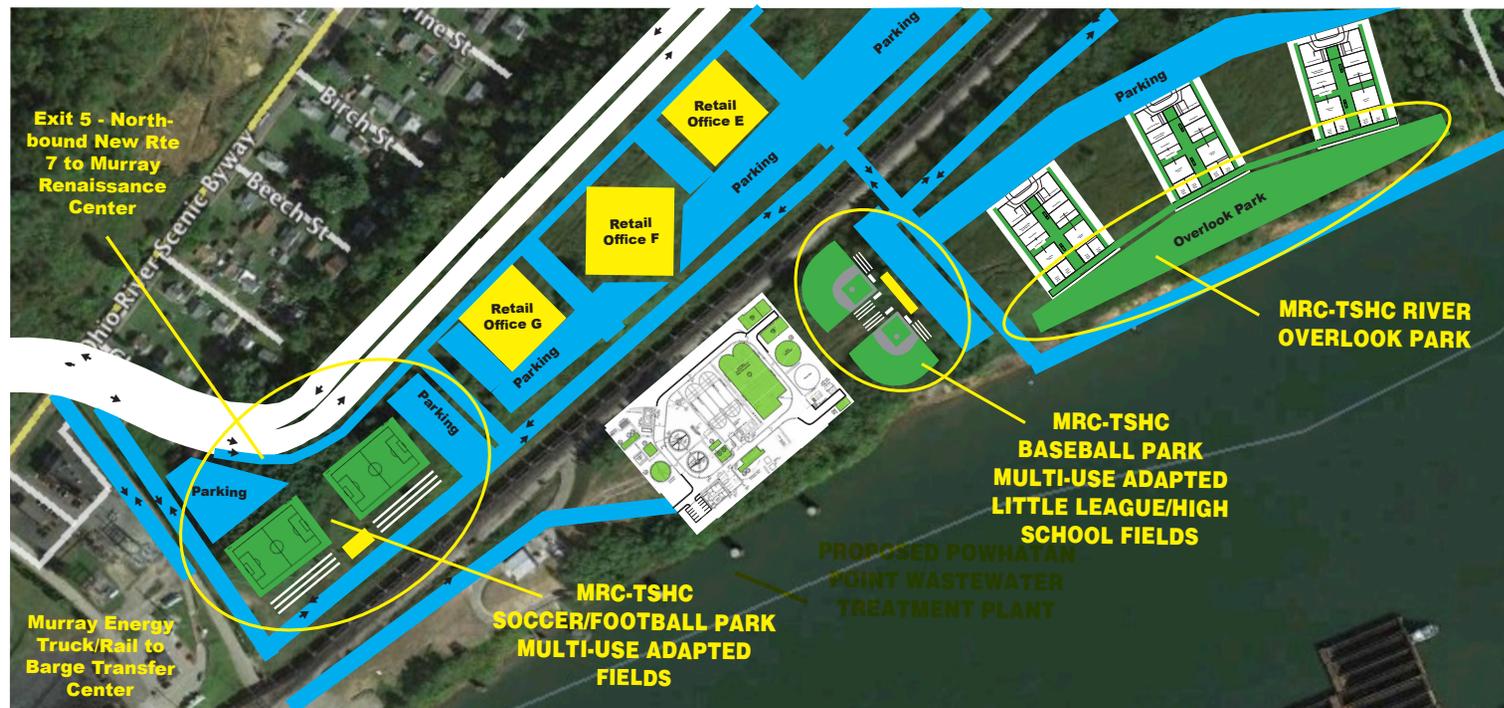


Figure 6-1. MRC Park and Recreation Configuration

7.0 PROJECT DEVELOPMENT SEQUENTIAL BUILD SCHEDULE

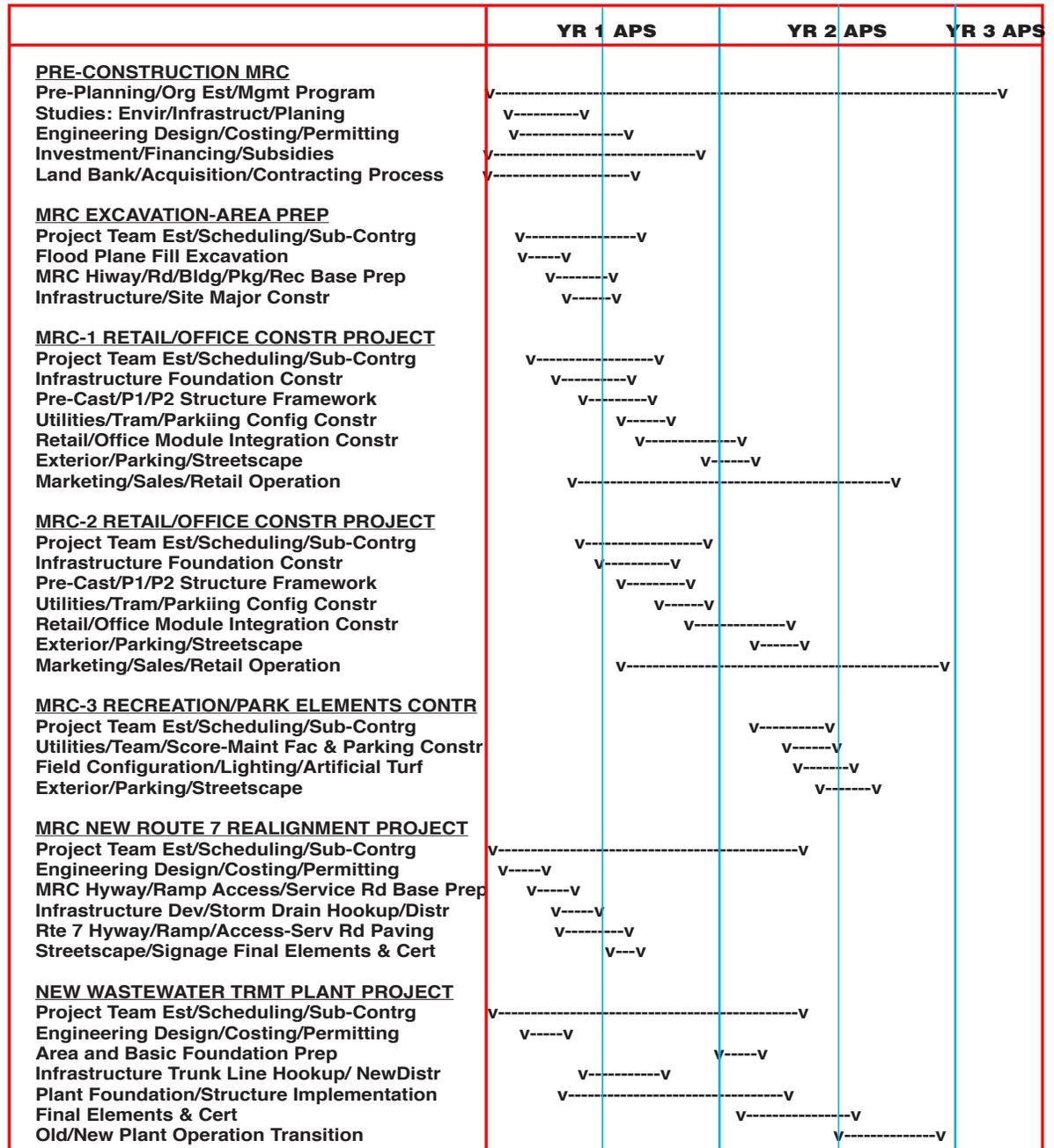
7.1 PROJECT MILESTONE SCHEDULE

The Murray Renaissance Center (MRC) is a development program involving the redevelopment of the current unused coal tailings dump sites into a highly productive. As described in the Project Schedule, Figure 7-1, the development is divided into five basic stand-alone elements: (a) MRC-1 Murray Retail/Office Complex (b) MRC-2 Time Share Housing Complex; (c) MRC-3 Parks and Recreation Project; (d) Waste Water Treatment Facility; and (e) Route 7 Highway Reconstruction. Each will be developed with separate engineering/construction teams to limit risks and/or schedule impact, under fixed bid applications. To oversee each project will be the Powhatan Point Riverfront Resort, LLC Management Team that manages all related CURP efforts to include the pre-construction financing, acquisitions, contracting, engineering, permitting/inspections, and grant/subsidy applications.

Each project will be implemented in parallel or incremental depending on funding, market demand, and construction team availability. Each project is expected to use separate project/engineering/construction teams with site prep, infrastructure and foundational/ place, the Waste Water Treatment Facility; and Route 7 Highway Reconstruction between Water Street/souther end of Route 7 will be immediately initiated. All projects are expected to be 2 years and incrementally constructed. The Modular Manufacturing Facility Project (RP-11) would be initiated earlier as part of the Riverfront Resort development to support the MRC development. Milestone planning serves as start/end dates to assure development goals are met. Marketing/sales goals also included to validate occupancy objectives.

7.2 PRE-CONSTRUCTION

As described in the Powhatan Point Murray Renaissance Center Milestone Schedule (Fig. 7-1), the initial stage is a Pre-construction Phase, involving pre-planning, engineering, permitting, costing, studies, investment-financing, and acquisition-contracting. This start-up operation establishes the organizational structure and management team and pre-planning processes to implement the project. The Engineering Design/Costing will develop detail design plans with bill of materials that will be costed out to support



(APS - After Project Start)

Figure 7-1. Powhatan Point Murray Renaissance Center Project Schedule

financing requirements and sub-contracting planning. The Studies involves several concurrent impact assessments and recommendations focused on: demand/marketing, environmental, watershed, riverfront, hazardous waste, demolition/removal, site prep, Army Engineering Corps riverfront/Ohio River, FEMA Flood Plan, infrastructure, storm water drainage, road realignment and permit approval.

7.3 EXCAVATION FOR MRC AND ROUTE 7 USED AS FILL FOR TOWNHOUSE/MMF RP-11/ROUTE 7 PROJECTS

The *Murray Renaissance Center (MRC) Area* representing old coal tailings dumps, will utilize excavation material removed for building parking garages, roads (including the new realignment Route 7), parking and recreation areas, as fill to solve flood plane issues. Those issues relate to the Townhouse Village and Water Street roadway, the MMF RP-11 and fill supports for the embankment structures carrying the new Route 7 realignment roadway from Captina Creek overpass to the higher elevated MRC level. Other adjacent downtown areas will be further considered for fill to elevate same above the flood plane. Other materials will be diluted with tailings material to assure stability of the fill foundation.

This excavation process must occur as first step to the development to prepare area for foundation/road/parking implementation. It does require that projects involving the MMF RP-11 and Townhouse Village be coordinated to assure the areas noted are under title, demolition of existing structures has occurred and utilities in place.

7.4 CONSTRUCTION OF THE MURRAY MRC-1 PROJECT

The Retail/Office Complex MR-1 is the primary development of the Powhatan Point Murray Renaissance Center efforts, in which below ground parking extends below ground through all 6 two story structures offering 900+ parking slots. An additional 500+ parking slots are provided above ground that combined serves employees and customers. A **Tram** pedestrian mover provides a below ground transportation system to enhance customer access to full retail stores. A stand-alone 7th building dedicated to office will also support below ground parking for a 100+ vehicles plus access to 2x above ground parking. Each structure (see **Fig. 7-2**), consists of: (a) two levels of parking/utilities/delivery; (b) main level for retail; and (c) office or retail for the second level. Dual emergency stairways and elevators provide access between parking and roof levels.

Parking levels 1/2 (see **Fig. 7-2 and 7-3**) is a pre-cast concrete structure that extends under the entire MRC-1 six (B-G) retail/office structures, while also serving as a foundation base for the upper levels of the structure, and two levels of parking for 675+ vehicles. The parking level below each structure also sets-aside 20' height area for central A/C, electrical, waste water treatment, communications, delivery and waste pickup. Parking levels 1/2 further integrates the **Tram** pedestrian mover that extends through the parking levels for all structures. Potential to offer small retail shops/food court spaces along the underground **Tram**.

Levels 3/4 will apply stackable manufacturing module building blocks, which are delivered to the site and integrated to each other via structure and utility interfaces. Light Gauge Steel (LGS) minimizes weight and provide additional vertical strength to permit stackable module integration to heights up to 8 stories. Radiant Heat/Cooling (RH/C) supports high efficiency central A/C, while eliminating air handlers for each module. Interior and exterior facades are applied to modules and seamed upon integration to complete the building structure.

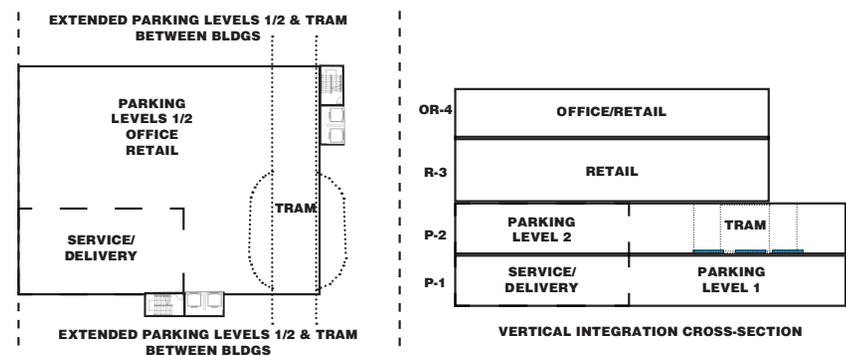


Figure 7-2. MRC Retail/Office Complex Configuration

7.5 CONSTRUCTION OF THE MRC-2 TIME-SHARE HOUSING COMPLEX PROJECT

The *Time-Share Housing Complex* is. (Illustrated in *Fig. 4-1 and 6-1*) described in *Section 4*, represents an extension of the Riverfront Resort to facilitate additional housing in three structures to meet 72 one bedroom and 143 two bedroom luxury suites for visitor accommodations. Construction would be separately initiated under the same architecture design and configurations applied in the downtown riverfront structures, minimizing engineering/material/integration costs.

Parking P1/P2 below the *MRC Time-Share Housing Complex* serves as a compliant pre-cast concrete structure, housing parking space for 675 vehicles, with utility facilities, waste collection, and delivery access; in two levels (P1 for 400 vehicles and P2 for 175 vehicles). Staircase and an elevator lifts are facilitated to meet pedestrian access from the parking levels.

The initial MRC efforts will excavate areas to support flood plane fill needs while preping the areas for highway/road, retail and office and time-share housing complexes foundations/parking facilities, as well as recreation/park facilities.

Time-Share Housing Complex Levels 4 through 7 represents a combination of 1/2 bedroom fully furnished luxury suites (as illustrated in *Figure 4-2*) with mix of one king or two queen beds). Levels 4-7 is **constructed with stackable ready to occupy 1-2 bedroom suite modules** (see subsequent *Section 4.6 and Figure 4-4*), as an integrated floor/ceiling design with electrical/lighting/cooling/heating/plumbing embedded, window/door installed, wall/carpet decor completed, furniture/bedding, appliances, and bathroom fixtures to reduce on-site work efforts. Interior and exterior facades are provided also with the module and seamed together with utility hookups as units are integrated. **Light Gauge Steel (LGS) and Radiant Heating/Cooling (RH/C)** minimize weight and provide additional vertical strength to permit stackable module integration to heights of six stories. RH/C supports high efficiency central A/C, while eliminating air handlers for each module, further reducing costs and related structure noise.

Time-Share Housing Complex Roof Level 8 is constructed with combination of steel I-beam, LGS, transparent ceiling panels and plywood paneling/shingling for a roof/elevator tower/dormer/atrium structures. Structure is built over the stackable modules of Level 4-7, in which the strengthened corner and mid level LGS to carry the additional roof weight. An roof observation deck surrounding the atrium window will offer visitor mountain/river views of the area.

8.0 PROJECT MANAGEMENT

8.1 MRC OVERVIEW/EXPERIENCE/BACKGROUND OF MANAGEMENT ORGANIZATION.

The Powhatan Point Murray Renaissance Center LLC Management Team (illustrated in *Figure 8-1*) represents a joint venture with three sectors of expertise and responsibility. The groups administering the sectors are: (1) Government/Local Organizations/OVRDC/PPRA Elements ; (2) Investor Equity Partners; and (3) Powhatan Point Riverfront Resort, LLC. Each performs a critical aspect of the overall development and shares in the decision-making with the others to enhance responsible actions and shared risks. The Powhatan Point Riverfront Resort, LLC will retain majority ownership and jointly share in its operation.

8.1.1 GOVERNMENT/LOCAL ORGANIZATION, POWHATAN POINT REVITALIZATION ASSOCIATION (PPRA), LAND BANK, AND GRANT-TAX-CREDITS-LOAN SUBSIDIES

The Support Group includes several entities including: (1) the Powhatan Point Revitalization Association; (2) State/County/Municipal Government; (3) Property Owner Land Bank Assembly; and (4) Grant/Tax Credits/Loan Subsidy efforts.

8.1.1.1 Powhatan Point Revitalization Association (PPRA) and Ohio Valley Riverfront Development Committee (OVRDC) have teamed up as non-profit organizations to coordinate county/state/federal tax incentives, grants and loan subsidies.

The PPRA/OVRDC has served as a catalyst and face of the project, establishing overall plan, design and management team to initiate and maintain the project development. This includes developing relationships with the government agencies and property owners to maximize equity investment for the community and the investor partners. The PPRA/OVRDC will assist as subcontractor to the Resort LLC, in administering property operations and security of the facilities, including marketing and sales agent to attain full occupancy and meet revenue projections. Key individual representatives are: Michael Stora - PPRA President; Danny Popp - Architect Team Manager/OVRDC President; Murray Energy - Equity Partner Liaison; and related group representatives; developers, architecture, legal, construction contractors, retail management, marketing and sales skills.

8.1.1.2 State/County/Municipal Government Support is established through various government/private organizations offering both financial and political support to the project in the form of tax credits, loans subsidies, and political influence to solve specific government issues. A Tax Increment Financing (TIF) exemption is also an equity investment by the town government, in which tax revenue is reimbursed to the project for infrastructure expenses. These include roads, utilities, recreation fields, parks and streetscape. The TIF exemptions valued at \$6.75M, complemented by potential grants, tax credits and subsidies are expected to exceed \$3.5M, and represent 10% shareholder stake in the project. Job development and tax revenues (employee payroll/sales/property/hotel taxes) will also be a needed benefit from the project. The government representatives include: Small Business Development Centers (SBDC); Ohio Mid-Eastern Government Association(OMEGA); Jobs Ohio, Heritage Ohio, Belmont County Port Authority; Town Council; Ohio Development Services Agency; Ohio Historic Preservation Office; and many others.

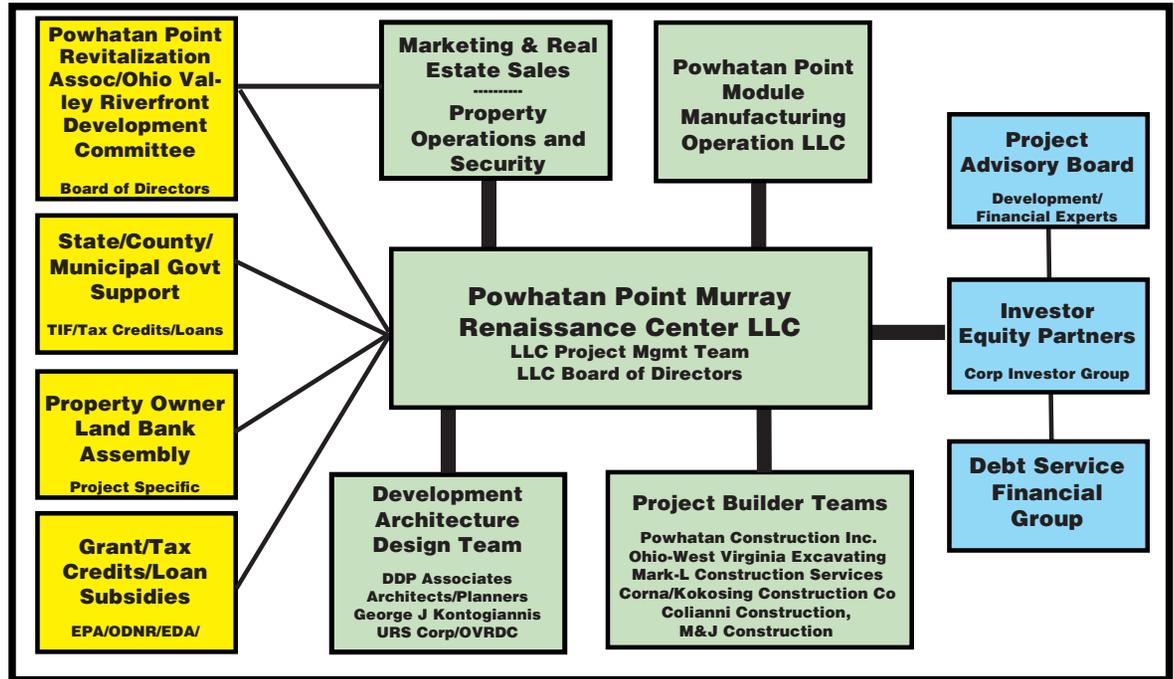


Figure 8-1. Powhatan Point Riverfront Resort Project Management.

8.1.1.3 Property Owner Land Bank Assembly is a critical element to the project, in which property owners are solicited by the Powhatan Point Murray Renaissance Center LLC and Powhatan Point New Waste Water Treatment Plant to acquire their respective land on which the project will be built. The incentive-based land bank assembly approach, where the only property owner, Murray Energy Corp, is offered an equity value in the project for their land to share in the rewards (combined equity value of \$4M), while reducing up front project land costs. These equities were accounted for in the financial analysis provided in Table 8-1.

8.1.1.4 Grant/Tax Credits/Loan Subsidies. The PPRA/OVRDC/SBDC/Government Agencies will utilize every avenue available to them to acquire grant funding, tax credits, and loan subsidies based upon the resort redevelopment efforts, use of green technology, infrastructure improvements, historical relevance, tourism and job expansion. Agencies offering these financial rewards are numerous and administered by federal, state, local and private institutions. The basic goal for these activities could amount to \$1-5 million to the project. Dedicated staff will be hired to support the efforts under PPRA administration. Financial awards will be treated as equity investment for the respective organization under the project, as well as retaining an equity position in the amortized property value.

8.2 MRC INVESTOR EQUITY/LOAN PARTNERS

The Investor Equity/Loan Partners provide the foundation for implementing the Powhatan Point Murray Renaissance Center Project representing three basic elements: (1) Equity Investors; (2) Debt Service Financing; and (3) Potential Government Loan Assistance. Summary funding is paramount to any efforts being considered, as is the security of that investment. The contributions of these elements is further described in **Table 2. Project Equity/Loan Funding Partners and Distribution**, which relies on both equity and loan funding to complete the \$98.7M MRC Project. Investor Partners may choose to finance debt service or rely on separate financial institutes (state assisted funding arrangements). The Investor Equity Partners group would establish an Advisory Board to actively participate in the oversight/critical decision-making of the LLC actions. The Project MRC LLC is expected to negotiate final terms for which the financing will be implemented and related allocation, including legal and contractual activities. The current pro forma financial analysis is based upon a 20/80 equity/debt financing of \$19.74M/\$78.96M. Due to options of the investors financing the debt service or having financial institution doing it, no costs have been included for closing, bridge financing or broker fees.

8.2.1 MRC Equity Investors

Equity Investors are the responsible body that provides both at-risk and preferred low risk financing, and also serve as the shareholder ownership of the \$98.7M project. The current financial analysis is based upon **20% equity (\$19.74M) and 80% (\$78.96M) loan obligations** with assumptions that the equity investment would be done under **a preferred stock plan with a fixed annual dividend of 1.25%**. With potential to finance the majority of the \$98.7M as loan obligations, there has been an aggressive effort to solicit a retail/office developer equity investor with related development and operational management experience to meet the development management assistance. There has been four financing entities identified, including: **(a) consolidated group of the PPRA/OVRDC/Government/Land Bank owner; (b) Developer Investment Partner; (c) Loan Partner; and (d) Government Assistance** (state/federal government agencies: Omega/ Jobs-Ohio/ODSA/EDA).

8.2.2 MRC Debt Service Financial Group

Debt Service Financial Group represents the financial group providing the loan which is planned to be \$78.96M. The group may be either represented as an investor partner assuming debt service, or by financial institutions, or others as determined by the Investor Partners under Equity Investor management. The loan provisions are currently estimated on a 10 year payment plan with 4.5% interest charge, although current financial rates are near 3.5%, which the potential state/federal resources may reduce further. This reduces our risk to cover more service debt. Additional fees have not been taken into account, which the 4.5% service fees may cover. The goal being sought is pay down of the debt in the shortest period from the planned 10 year payment process, especially during the initial years. Projected profits could be used instead of distribution to the equity investors.

8.2.3 MRC Project Advisory Board

The investor partners will be further counseled by its Project Advisory Board to assure responsible actions are taken. The Equity Investor will select these individuals based upon expertise and resort development, construction, financial, government affairs, and contracts. Their role is to oversee the project on behalf of the Investor Partners and provide expert advice to the Powhatan Point Murray Renaissance Center LLC.

8.3 POWHATAN POINT MURRAY RENAISSANCE CENTER LLC

The Powhatan Point Murray Renaissance Center LLC represents four functional elements: (1) Board of Directors; (2) Management Team; (3) Development Architectural Design Team; (4) Development Architectural Design Team Module Manufacturing Facility; (4) Subcontractor Build Team; (5) Marketing and Real Estate Sales; and (6) Property Operations, Marketing and Security. These elements are responsible for implementing the project.

8.3.1 Board of Directors

Board of Directors are the responsible body that oversees, decides and authorizes all actions taken to implement the project. Seven Directors are selected as representatives of all involved elements with the project to assure a voice and communication is established between them. It includes: (a) PPRA - two members; (b) Investor Partners representatives (Murray Energy/2nd Investor) - two members;; (c) engineering/construction representative; (d) debt service financial representative; and (e) experienced resort developer representative. Three non-voting liaison members would participate in the dialogue of the board, representing specific interest of the Investor Partners Advisory Board, state and local government.

8.3.2 Project Management Team

is a hired development management team staffed initially with 20+ individuals responsible for overall development management, legal and financial processes, land acquisition, environmental assessment, architecture design, construction, marketing/sales, and government/community liaison. Some of these individuals will be extensions of the PPRA involved in the design and government/community liaison, marketing and sales, project operations and security, while the others will be senior personnel supported by skilled staff to meet project implementation and construction efforts.

8.3.3 Development Architectural Design Team

The design team is established under DDP Associates and its President/Senior Architect, Danny Popp. DDP Associates. He is supported by George J Kontogiannis Planner/Architects and the URS Corporation, all of whom are well qualified with many years experience in mixed-use development, such as the resort facilities being planned. Although headquartered in Columbus Ohio with state relationships, Danny Popp grew up in the Ohio Valley, is Powhatan Point's flood plane administrator, and the Chairman of the Ohio Valley River Redevelopment Committee (OVRDC). In those roles, he brings familiarity with the community/region and direct guidance/influence with those respective local government agencies. His relationships with George J Kontogiannis Planner/Architects and the URS Corporation is through several joint development efforts, which assures up front good working relationships as partners. The advanced modular approach is formulated through the architectural design of DDP Associates, that focuses on efficient construction and integration to minimize costs. Applying common modules and all buildings, along with iteration of those buildings furthers that objective. The Design Team will also support the Powhatan Point Modular Manufacturing Facility Engineering Team to develop the module sets and further assure integration is achieved with minimum problems. Each project will establish an independent engineering and construction staff headed by a Project Manager/General Contractor to coordinate their activities, The LLC Development Architecture Design Team will establish design requirements, review planning, milestone schedules and critical decision-making activities. This oversight includes advising and directing certain actions to assure milestones, budgets, schedule, and the project goals.

8.3.4 Construction Teams

Construction Teams are independent construction firms or construction groups under a general contractor. Each is coordinated by a Project Manager who reports and serves on the Development Architectural Design Team and selected based upon experience, past performance, capabilities and price. Although MRC-1, MRC-2, MRC-3 and Waste Water Treatment Plant will be managed by a single project construction manager with sub group support, each will be subdivided into three operational construction efforts: (a) site prep/concrete foundation/pre cast concrete structure/road/sidewalk/curbs/parking construction; (b) infrastructure sewer/water/storm drainage/flood control/electrical/communications/gas distribution; and (c) building structure, retail/office facilities, stackable models, roof facilities, and (d) exterior facades/recreational fields/parks/parking. All activities require daily coordination with design team to assure integration occurs seamless. By duplicating and sequentially building MRC-1 and MRC-2 structures, every effort is made to learn from our first implementation and minimize repeating problems.

8.3.5 Marketing and Real Estate Sales

Marketing and Real Estate Sales responsibilities are assigned to the PPRA/OVRDC. Upon initiating the development, the PPRA/OVRDC under subcontract with Powhatan Point Riverfront Resort, will hire marketing and real estate staff to initiate sales activities for leasing the facilities upon construction completion. The goal being to occupy completely the facility, immediately upon construction and ongoing thereafter. This includes outreach to local and regional real estate agencies. The marketing approach will focus on transitional gas workers while also attracting time-share and long-term residents under rental only agreements. Retail and office tenants will be sought to occupy non-apartment space with focus on cultural art specialty shops, restaurants, and incubator technology firms supporting the gas fracking industry or general technology markets. Time-Share Suites will be advertised as part of the overall resort theme with emphasis on business conferences and getaway vacation destination.

8.3.6 Property Operations, Marketing and Security

Property Operations, Marketing and Security will be provided by the PPRA/OVRDC under subcontract from the Powhatan Point Murray Renaissance Center LLC. In that capacity, the PPRA/OVRDC will administer facility operations utilizing hired and contracted staff to manage tenant contracting, collections/accounting, taxes, utilities, building maintenance, parking management, cleaning services, road and waterfront streetscape maintenance, riverfront docking, and potential sternwheeler support. In addition, internal security will be provided to supplement in a simple police force, with roving patrols, camera and sensor monitoring 24/7. Maintenance would entail building structures, utilities operation, road, streetscape and docking facilities, involving maintenance/security staff, equipment and supplies. This is part of the amount of the 20% of annual revenue (\$750k - staff of 25 personnel plus expenses), which will be offset from parking/utility/maintenance fees.

9.0 ORGANIZATIONAL CHALLENGES, PLAN ISSUES, AND KEY VACANCIES

9.1 ORGANIZATIONAL CHALLENGES

The organizational structure proposed in **Section 7**, describes the administrative functions of the project, including relationships with selected financing, design and build team companies that have been put in place for immediate development response. Preliminary organizational tasks to be completed are the:

- (a) *develop draft Powhatan Point Murray Renaissance Center LLC, Letter of Intent for Stakeholders, Articles of Incorporation define and project staff responsibilities;*
- (b) *identify LLC staff, Investor Partners and Project Advisory Team structure for immediate implementation;*
- (c) *define construction team requirements by project, capabilities and responsibilities; and*
- (d) *name the MRC LLC Board of Directors that supports stakeholders interests.*

9.2 PLAN IMPLEMENTATION ISSUES

The Resort Project has been sufficiently planned to warrant an initial decision by interested parties to proceed ahead with more detail analysis and formal dialogue with affected parties. The Parties are expected to self-finance any short-term start-term expenses involving subsequent meetings and dialogue resulting in a formal Terms Agreement and Funding Process with Equity Investor, to:

- (a) *registering and establishing organizational responsibilities for the Powhatan Point Murray Renaissance Center LLC;*
- (b) *establish LOI/Terms Agreement with investor/financial partners for initiating the pre-construction financing processes;*
- (c) *finalize financial institutional support, funding levels, processes and initiate MRC-1/2/3 and WWTP construction disbursement;*
- (d) *conducting contractual undertakings for land acquisition and lease arrangements with potential business/corporate tenants;*
- (e) *identify infrastructure assessments and environmental impact studies;*
- (f) *performing engineering design and build team organization/development implementation.*

9.3 KEY POSITIONS AND VACANCIES

The need for qualified MRC LLC Board Members and Management staff are critical vacancy issues. Initial expectations are establishing an interim governing group that can bring in more knowledgeable/dedicated staff. The preliminary board member structure is: (1) Plan Manager, Michael Stora serving as PPRA representative and interim CEO of the LLC to assure plan transition; (2) OVRDC representative, Danny Popp and LLC General Contractor/Project Architect; (3) Murray Energy and second Investor Partner -two board representatives; (4) legal representative; (5) Design Team liaison representative; (6) financial analyst; and (7) government liaison representative. The Resort will seek subcontractor developer/technical/financial/legal/marketing support in lieu of hired staff. Selection of these subcontractors are being refined over the next 3 months. The independent engineering and construction subcontractors bring experience and technical know-how, while LCC staff being identified will oversee their work and assure objectives are met and controls/decision-making processes are followed. Equity Investor has similar task in defining representatives to sit on the LLC Board and their Project Advisory Board.

9.4 TIMING TO SOLVE CONCERNS

Solving problems begins with reducing costs, schedule and risks. Current proposed development strategy emphasizes:

- (a) *reducing costs through modular construction using immediate available off-site manufacturing assembly line process; duplicating building design/construction; mixed use to assure revenue generation from multiply uses; and common operation management/security staff;*
- (b) *conservative estimating and scheduling offers significant margins to complete ahead of schedule under cost;*
- (c) *phased development that progresses with lessons learned and fulfillment of occupancy goals;*
- (d) *coordinated and layered oversight to assure quality firms that meet obligations; and*
- (e) *Project approach that meets cultural/historic theme that reinforces destination strategy and supports follow-on development efforts.*

Development timing must reflect results immediately, getting jobs, and benefits directly to community. The Project, when fully operational, is expected to begin immediately employing 350+ construction individuals and later 1,500 permanent positions to meet time-share suites/retail/office/module factory/support requirements, and tax revenue greatly beneficial to residents. Front-end marketing and sales efforts are designed to meet 50% commitments before project begins with goal of full occupancy at completion.

10.0 OPERATIONS

10.1 KEY MILESTONES ACHIEVED TO DATE

Key milestones achieved include strengths and weaknesses study of the community; development of a revitalization approach; development of design and construction plan; basic pro Forma analysis; feasibility analysis, government tax incentives defined; preliminary organization structure; formulated an engineering and construction team partnership; and land bank assembly planning. PPRA/OVRDC completed this formal business plan and facility plan. Summary financial analysis was included, as shown in supplementary reference material. Investors and developers were consulted to implement the planning set forth.

10.2 KEY MILESTONES TO BE ACHIEVED

Gain acceptance from investors - three separate dialogs occurred to develop financial institutional arrangements with: (a) financial institutions to determine financing requirements and funding availability; (b) developers/engineering firms to determine equity investment to develop resort; and (c) establish relationships/assistance with state/federal government agencies - ODSA/Jobs-Ohio/Omega/APEG, to assist in financing the proposed plan. Draft a Terms Agreement and project finance process and move to complete those arrangements. Define environmental impact study requirements; initiate government interfacing to acquire tax incentives; grants; and subsidies have been reviewed. Initiate preliminary engineering efforts for Murray Renaissance Center and review with developers to determine feasibility/costs/schedule/construction requirements and remove risk. Review with the Federal Economic Development Agency to reinforce investor interests and potential assistance. Completing Equity and Loan Terms Plan is critical aspects for the project.

10.3 PROVIDE TEN YEAR PRO FORMA FINANCIAL ANALYSIS

The Pro Forma Financial Analysis, Table 10-1 provides cost and revenue projections for each of the MRC/WWTP Project efforts. These detailed projections provide representative build costs and related projected revenue by space allocation, respective revenue with equity/loan financing, overhead costs, government tax projections, annual profits and overall amortization values for 10/20/30 years. As projected loan financing and TIF allocations are completed in a ten year period with expected annual profit generations of \$3-4M, and amortized property values of \$146M at the end of the 10 year period. The annual profit revenue doubles the after financing obligations for the investors, as well as 2x its original property investment. The government agencies will also receive \$21M revenue over 10 years.

10.4 KEY ASSUMPTIONS WHICH DRIVE THE PROFIT (INCLUDE PROJECTED COST, LEASE REVENUE, DISTRIBUTION PLAN AND SALES CYCLE / SHOW SALES PROSPECTS

The Pro Forma Financial Analysis, Table 10-1 also projects annual profits based upon conservative revenue assumptions and a lease strategy for retail, office, time-share suite units to maximize return on the investment. We have further exploited the current gas fracking exploration boom that is just beginning to impact the area by addressing both retail and office requirements. Offering 200,000+ sqft retail/office space further augments jobs and need for relocated staff. The time-share 215 residential units over the next five years adds housing to those being promoted under the resort planning, which are currently nonexistent in the area. The MRC offers immediate solution to the retail/office need, which piggybacks on the long-term resort destination theme - get away vacation timeshare housing strategies, and further assures full occupancy at high margin rates.

Cost control and reduction techniques further enhance profit-making, with particular emphasis on modular construction and facility design replication. These are expected to reduce current projected costs by as much as 30%, which will significantly enhance annual profits and potential pay down of the loan which in turn realizes higher amortization values. Green technology, central RH/C, energy conservation/efficiency, and water conservation implementation does add costs on the front end, however offers considerable utility savings in later years and significant tax/grant subsidies short term to offset those costs..

Table 10-1. Summary Project Cost/Revenue Distribution

Basic Pro Forma Financial 10-20 Year Plan for Powhatan Point Murray Renaissance Center Mixed Use Time-Share Suites/Retail/Office/Recreation/Waste Water Treatment Project													
MRC Cost Element	Build Sqft	Cost Variable	Projected Costs	Projected Revenue/Yr	Year 1 APS Cost/Revenue	Year 2 APS Cost/Revenue	Year 3 APS Cost/Revenue	Year 4 APS Cost/Revenue	Year 5 APS Cost/Revenue	Year 6-10 APS Cost/Revenue	Summary 1-10 APS Cost/Rev	Next 10 Year Cost/Revenue	
Mgmt/Legal/Contractual/Marketing			\$ 2,250,000	\$ -	\$ (1,650,000)	\$ (300,000)	\$ (200,000)	\$ (100,000)	\$ -	\$ -	\$ (2,250,000)	\$ -	
Studies/Engr/Contr			\$ 2,000,000	\$ -	\$ (1,500,000)	\$ (500,000)	\$ -	\$ -	\$ -	\$ -	\$ (2,000,000)	\$ -	
Flood Plane Fill Excavation			\$ 1,200,000	\$ -	\$ (1,200,000)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,200,000)	\$ -	
MRC Excavation/Site Prep			\$ 1,500,000	\$ -	\$ (1,500,000)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,500,000)	\$ -	
MRC Base Infrastructure			\$ 1,750,000	\$ -	\$ (1,250,000)	\$ (500,000)	\$ -	\$ -	\$ -	\$ -	\$ (1,750,000)	\$ -	
MRC Rt 7 Hwy/Structure Access Constr			\$ 3,000,000	\$ -	\$ (1,700,000)	\$ (1,300,000)	\$ -	\$ -	\$ -	\$ -	\$ (3,000,000)	\$ -	
Admin/Prep/Infra/Theater Acq Subtotal:			\$ 11,700,000	\$ -	\$ (8,800,000)	\$ (2,600,000)	\$ (200,000)	\$ (100,000)	\$ -	\$ -	\$ (11,700,000)	\$ -	
MRC-1 Retail/Office (7 Bldgs) Complex	Build Sqft	Parking Slots	Projected Cost \$/Var/sqft	Projected Revenue/Yr	Year 1 APS Cost/Revenue	Year 2 APS Cost/Revenue	Year 3 APS Cost/Revenue	Year 4 APS Cost/Revenue	Year 5 APS Cost/Revenue	Year 6-10 APS Cost/Revenue	Summary 1-10 APS Cost/Rev	Next 10 Year Cost/Revenue	
Excavation/Foundation/Utility Constr	100,000		\$ 2,000,000	\$ -	\$ (1,300,000)	\$ (700,000)	\$ -	\$ -	\$ -	\$ -	\$ (2,000,000)	\$ -	
Pre-Cast Parking Garage P1/P2 Constr	140,000	900	\$ 7,000,000	\$ 854,100	\$ (6,300,000)	\$ (400,000)	\$ 854,100	\$ 939,510	\$ 1,033,461	\$ 5,167,305	\$ 1,294,376	\$ 12,401,532	
Utilities/TRAM/Parking Config Constr	40,000		\$ 2,400,000	\$ 273,750	\$ (1,200,000)	\$ (1,200,000)	\$ 273,750	\$ 365,000	\$ 401,500	\$ 2,208,250	\$ 848,500	\$ 5,000,000	
Retail/Office Module Integ/Common	210,000		\$ 13,650,000	\$ 2,100,000	\$ (3,000,000)	\$ (6,650,000)	\$ (4,000,000)	\$ 1,500,000	\$ 2,100,000	\$ 11,550,000	\$ 1,500,000	\$ 25,000,000	
Ext Parking/Lighting/Streetscape	900,000	350	\$ 9,000,000	\$ -	\$ -	\$ (8,000,000)	\$ (1,000,000)	\$ -	\$ -	\$ -	\$ (9,000,000)	\$ -	
Parking Garage Subtotal	1,390,000	Var	\$ 34,050,000	\$ 3,227,850	\$ (11,800,000)	\$ (16,950,000)	\$ (3,872,150)	\$ 2,804,510	\$ 3,534,961	\$ 18,925,555	\$ (7,357,124)	\$ 42,401,532	
MRC-2 Time-Share Complex (3 Buildings) Cost Element	Build-out Sqft	Cost Variable	Projected Costs	Projected Revenue/Yr	Year 1 APS Cost/Revenue	Year 2 APS Cost/Revenue	Year 3 APS Cost/Revenue	Year 4 APS Cost/Revenue	Year 5 APS Cost/Revenue	Year 6-10 APS Cost/Revenue	Summary 1-10 APS Cost/Rev	Next 10 Year Cost/Revenue	
Excavation/Foundation/Utility Constr	100,000		\$ 2,000,000	\$ -	\$ (1,300,000)	\$ (700,000)	\$ -	\$ -	\$ -	\$ -	\$ (2,000,000)	\$ -	
Pre-Cast Parking Garage P1/P2 Constr	140,000	675	\$ 7,000,000	\$ 960,863	\$ (6,300,000)	\$ (700,000)	\$ 960,863	\$ 960,863	\$ 240,000	\$ 1,320,000	\$ (3,518,275)	\$ 2,880,000	
L3 Hotel Lobby/Retail/Office (3-28,350sqft)	85,000	\$ 80	\$ 6,800,000	\$ 4,082,400	\$ (6,300,000)	\$ (500,000)	\$ 4,082,400	\$ 4,490,640	\$ 4,939,704	\$ 27,168,372	\$ 33,881,116	\$ 59,276,448	
L4-L7 One Bdrm/Util/Hkpg (72-675sqft)	50,000	\$ 100	\$ 5,000,000	\$ 1,123,200	\$ (4,930,000)	\$ (70,000)	\$ 1,123,200	\$ 1,235,520	\$ 1,359,072	\$ 7,474,896	\$ 6,192,688	\$ 16,308,864	
L4-L7 Two Bdrm (143-1,350sqft)	200,000	\$ 100	\$ 20,000,000	\$ 3,088,800	\$ (19,860,000)	\$ (140,000)	\$ 3,088,800	\$ 3,397,680	\$ 3,737,448	\$ 20,555,964	\$ 10,779,892	\$ 44,849,376	
L8 Roof Rec/Facades	85,000	\$ 70	\$ 5,950,000	\$ 400,000	\$ -	\$ (5,950,000)	\$ 400,000	\$ 440,000	\$ 484,000	\$ 2,662,000	\$ (1,964,000)	\$ 5,808,000	
Ext Parking/Lighting/Streetscape	100,000	350	\$ 1,000,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Parking Garage Subtotal	520,000	Var	\$ 47,750,000	\$ 9,655,263	\$ 38,690,000	\$ 8,060,000	\$ 9,655,263	\$ 10,524,703	\$ 10,760,224	\$ 59,181,232	\$ 43,371,421	\$ 129,122,688	
MRC-3 Recreation/Park Project (4 Fields/River View Park) Cost Element	Build-out Sqft	Cost Variable	Projected Costs	Projected Revenue/Yr	Year 1 APS Cost/Revenue	Year 2 APS Cost/Revenue	Year 3 APS Cost/Revenue	Year 4 APS Cost/Revenue	Year 5 APS Cost/Revenue	Year 6-10 APS Cost/Revenue	Summary 1-10 APS Cost/Rev	Next 10 Year Cost/Revenue	
Excavation/Road/Utility Constr	100,000		\$ 2,000,000	\$ -	\$ (1,300,000)	\$ (700,000)	\$ -	\$ -	\$ -	\$ -	\$ (2,000,000)	\$ -	
Lighting/Art Turf/Score-Maint Bldg Constr	240,000	5	\$ 1,200,000	\$ 10,000	\$ (500,000)	\$ (700,000)	\$ 10,000	\$ 10,000	\$ 10,000	\$ 50,000	\$ (1,120,000)	\$ 110,000	
Parking/Lighting/Stands/Streetscape	100,000	350	\$ 2,000,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Cost/Revenue Subtotal:	3,300,000	Var	\$ 5,200,000	\$ 10,000	\$ (1,800,000)	\$ (1,400,000)	\$ 10,000	\$ 10,000	\$ 10,000	\$ 50,000	\$ (3,120,000)	\$ 110,000	
MRC Cost/Revenue Summary:		Var	\$ -	\$ 12,893,113	\$ (61,090,000)	\$ (29,010,000)	\$ 5,593,113	\$ 13,239,213	\$ 14,305,185	\$ 78,156,787	\$ 21,194,297	\$ 171,634,220	
Annual Oper Costs: Utilities/Mgmt/Maint/Insur/Taxes (20% of Revenue):					\$ -	\$ -	\$ 800,000	\$ 2,647,843	\$ 2,861,037	\$ 15,631,357	\$ 4,238,859	\$ 34,326,844	
MRC Summary Admin/Prep/Build/Oper Costs - Lease/Parking Projected Revenue:		Var	\$ 98,700,000	\$ 12,893,113	\$ (61,090,000)	\$ (29,010,000)	\$ 5,593,113	\$ 13,239,213	\$ 14,305,185	\$ 78,156,787	\$ 21,194,297	\$ 171,634,220	
Equity/Loan Financing and Operating Loan Costs:													
Equity Investment (20% of Project Build Costs - \$98.7M=\$19.74M):					\$ 9,700,000	\$ 10,000,000	\$ -	\$ -	\$ -	\$ -	\$ 19,700,000	\$ -	
PPRA Equity Investment (Land Bank-\$3M; TIF-\$675K/yr; Grants/Subsidies \$1.5M):					\$ 3,500,000	\$ 1,000,000	\$ 675,000	\$ 675,000	\$ 675,000	\$ 3,375,000	\$ 6,525,000	\$ 1,350,000	
Loan Funds (80% of Project Build Costs - \$98.7M=\$78.96M):					\$ 30,000,000	\$ 40,000,000	\$ 8,960,000	\$ -	\$ -	\$ -	\$ 78,960,000	\$ -	
Loan Interest Payments (Balance-\$78.96M/10 year plan/4.5% interest rate=\$9.820M):					\$ -	\$ (5,000,000)	\$ (9,820,000)	\$ (9,820,000)	\$ (9,820,000)	\$ (49,100,000)	\$ (78,560,000)	\$ (19,640,000)	
Annual Net Profit w/Interest less Depreciation/Taxes:					\$ -	\$ -	\$ (3,551,888)	\$ 4,094,213	\$ 5,160,185	\$ 32,431,787	\$ 38,134,297	\$ 153,344,220	
Property Amortization(w/5% Incrs)+Net Profit/Depreciation(3.3%/yr)-Loan Payoff:					\$ 43,200,000	\$ 94,200,000	\$ 93,697,943	\$ 100,841,985	\$ 109,052,000	\$ 144,533,617	\$ 144,533,617	\$ 226,386,702	
MRC Government Tax Revenue for State/County/Municipality/School District:													
Annual Sales Tax (15M x 7.25%):					\$ -	\$ -	\$ 125,000	\$ 957,000	\$ 1,196,250	\$ 5,800,000	\$ 8,078,250	\$ 14,000,000	
Annual Payroll Income Tax (600 F/T-P/t Personnel with Budget of \$18M x 0.075%):					\$ -	\$ -	\$ 400,000	\$ 1,350,000	\$ 1,485,000	\$ 8,167,500	\$ 11,402,500	\$ 15,000,000	
Annual Property Tax (\$90M x 1% = \$900K):					\$ -	\$ -	\$ -	\$ 900,000	\$ 900,000	\$ 4,500,000	\$ 6,300,000	\$ 9,000,000	
10 Year Annual Tax Increment Financing (TIF) Exemption (\$90M Property x 1% x 75% = \$675K):					\$ -	\$ -	\$ -	\$ (675,000)	\$ (675,000)	\$ (3,375,000)	\$ (4,725,000)	\$ (2,025,000)	
Annual Summary Tax Revenue Total:					\$ -	\$ -	\$ 525,000	\$ 2,532,000	\$ 2,906,250	\$ 15,092,500	\$ 21,055,750	\$ 35,975,000	
Powhatan Point New Waste Water Treatment (WWTP) Plant	Build Sqft	Parking Slots	Projected Cost \$/Var/sqft	Projected Revenue/Yr	Year 1 APS Cost/Revenue	Year 2 APS Cost/Revenue	Year 3 APS Cost/Revenue	Year 4 APS Cost/Revenue	Year 5 APS Cost/Revenue	Year 6-10 APS Cost/Revenue	Summary 1-10 APS Cost/Rev	Next 20 Year Cost/Revenue	
Mgmt/Legal/Contractual/Studies/Engr			\$ 2,250,000	\$ -	\$ (1,650,000)	\$ (300,000)	\$ (200,000)	\$ (100,000)	\$ -	\$ -	\$ (2,250,000)	\$ -	
Excavation/Foundation/Utility Constr	1,600,000		\$ 6,400,000	\$ -	\$ (5,700,000)	\$ (700,000)	\$ -	\$ -	\$ -	\$ -	\$ (6,400,000)	\$ -	
WWTP Structures Construction	540,000		\$ 27,000,000	\$ -	\$ (12,000,000)	\$ (15,000,000)	\$ -	\$ -	\$ -	\$ -	\$ (27,000,000)	\$ -	
Office/Maint/Common Module Bldgs	25,000		\$ 1,500,000	\$ -	\$ (300,000)	\$ (1,200,000)	\$ -	\$ -	\$ -	\$ -	\$ (1,500,000)	\$ -	
New Sewer Distrib Lines/Interconnect	Var		\$ 12,220,000	\$ -	\$ -	\$ (8,000,000)	\$ (4,220,000)	\$ -	\$ -	\$ -	\$ (12,220,000)	\$ -	
Roads/Ext Parking/Lighting/Streetscape	180,000		\$ 1,800,000	\$ -	\$ (1,600,000)	\$ (200,000)	\$ -	\$ -	\$ -	\$ -	\$ (1,800,000)	\$ -	
Annual Operational/Maintenance Costs			\$ 1,000,000	\$ -	\$ -	\$ (580,000)	\$ (1,000,000)	\$ (1,000,000)	\$ (1,100,000)	\$ (6,050,000)	\$ (9,730,000)	\$ (27,500,000)	
Sewer Fees (800 - 2,000*\$95/mo *12 = \$912K-\$2.28M)	1,600,000		\$ 1,080,000	\$ -	\$ -	\$ -	\$ 672,000	\$ 2,280,000	\$ 2,280,000	\$ 12,540,000	\$ 17,772,000	\$ 57,000,000	
WWTP Subtotal	3,945,000	0	\$ 53,250,000	\$ -	\$ (19,650,000)	\$ (27,380,000)	\$ (4,948,000)	\$ 1,180,000	\$ 1,180,000	\$ 6,490,000	\$ (43,128,000)	\$ 29,500,000	
WWTP Equity Investment (Land Bank-\$1M; Grants/Subsidies \$22.25M):					\$ 10,000,000	\$ 10,000,000	\$ 3,225,000	\$ -	\$ -	\$ -	\$ 23,225,000	\$ -	
WWTP Bond Funds (\$30M-30yr APS per 20-30yr APS):					\$ 15,000,000	\$ 15,000,000	\$ -	\$ -	\$ -	\$ -	\$ 30,000,000	\$ -	
WWTP Bond Interest Paymts (\$30M:2-30yr APS/@3%=\$900K):					\$ -	\$ (500,000)	\$ (900,000)	\$ (900,000)	\$ (900,000)	\$ (3,600,000)	\$ (6,300,000)	\$ (18,000,000)	
WWTP Summary					\$ 5,350,000	\$ (2,880,000)	\$ (2,623,000)	\$ 280,000	\$ 280,000	\$ 2,890,000	\$ 3,797,000	\$ 11,500,000	

(APS - After Project Start)

Combination of parallel and sequential build processes are being implemented to learn from iterative processes, reduce costs and risks respectively. Phased development is conditioned upon construction team availability, modular build process, and follow-on builds based upon occupancy fulfillment of earlier phases, which reduces risk and capital expenditure unless revenue generation goals are met.

10.5 USE OF STRATEGIC PARTNERS AND PROCESS

To mitigate risks for investors, three basic elements are being applied: (a) conservative estimates of costs/cost reduction modular build strategy/fixed price contracting; (b) aggressive marketing/sales program; and (3) shared responsibilities, independent build teams, layered oversight and decision-making as part of the project Powhatan Point Murray Renaissance Center LLC.

The PPRA/OVRDC has formulated subcontract teams that have proven track records/staffs including: (a) strategic management team (Seachrist, Kennon & Marling, A.C; Project Advisory Board; OVRDC; (b) Design Team (DDP Associates Architects/Planners; George J Kontogiannis URS Corp; (c) Project Builder Teams (Shelly & Sands, Inc, Powhatan Construction Inc. Ohio-West Virginia Excavating, Olympia Steel Buildings, Mark-L Construction Services, Corna/Kokosing Construction Co, Colianni Construction, M&J Construction); (d) marketing and sales management (Harvey Goodman, Weichart Real Estate). The team will focus on maximizing delivery/cost objectives, quality assurance, under an iterative production process that maximizes efficiencies.

The Modular Manufacturing Facility expands that role into a local off-site assembly line approach which produces standardized modules that are trucked to build site and integrated into framework build process to limit learning curves, stick-build inefficiencies and improve integration efficiencies. Advanced use of Light Grade Steel (LGS) to reduce overall weight and support stackable ability with high efficient Radiant Heating/Cooling (RH/C), fully integrated exterior/interior facades and quick connect centralized/inter module utility interfacing.

10.6 COMPUTER TECHNOLOGY IMPLEMENTATION

Computer technology will be fully employed to develop/manage pre-construction engineering design, financial and schedule analysis and staff coordination to assure consistent quality results. It further permits full disclosure and transparency to all stakeholders in real time of the milestone progress, decision-making results, cost incurments, and sales activities. MIS also collects, manages and archives data for technical/management review that assists in process awareness/decision-making/lessons learned. All an important function to achieving goals set, reducing costs/risks and profitability.

11.0 FINANCING

11.1 TOTAL DOLLARS REQUIRED /DOLLARS REQUESTED BY ROUND / USE OF PROCEEDS

The Powhatan Point Murray Renaissance Center (MRC) (is projected to incur \$98.7M to achieve the goals previously set forth. These costs are distributed over Projects: (a) MRC-1 Retail/Office Complex; (b) MRC-2 TimeShare Suites; (c) MRC-3 Recreational Field/Parks; and (d) Waste Water Treatment Plant. These projected costs, profits and project ROI amortizations are further distributed per the *Summary Financial Statement, Table 10-1*.

Incremental semi-annual rounds of financing have been identified including:

- (1) *Equity/loan/subsidies/grant for \$23M to implement MRC Project ground breaking development, foundation construction, and building development*
- (2) *Powhatan Point Waste Water Treatment Project final equity/grant and loan/bond financing for \$22.25M/30M to implement project development/construction.*

The current requirement is focused on Project equity/loan allocation of \$98.7M for MRC, and \$53.25M for the WWTP. Distribution of the financing is conditional to the respective Project LLC Board of Directors authorization and major milestone completions of the pre-construction phase study/engineering/subcontracting cost analysis, construction progress and projected cost/revenue objectives. Continuous monitoring of the development progress by the investor/financial partners will be achieved through MRC/WWTP LLC Board Member representation and Project Advisory Team coordination.

11.2 FUNDRAISING PLAN AND ACTIVITIES TO DATE, INCLUDING AVAILABLE CAPITAL ALREADY RAISED-CASH OR CASH EQUIVALENTS AVAILABLE)

Primary activities to acquire government equity/loan/tax credits/subsidies investment is being made by the PPRA, that could provide incentives amounting to \$3.5M. In addition, efforts have been initiated to convince land owners to transfer properties to the LLC as a Land Bank Assembly investment of \$3M-MRC/\$1M-WWTP. These projections are based upon overall development and respective abilities to influence landowners and government representatives to provide respective investment allocations. Once the terms agreement is finalized and initial development processes are started, more formal dialogue can occur to determine real investment expectations. It should be noted that these investments contribute only to amortization values for the development, that will enhance ROI and do not modify or affect proposed equity-loan requirements. To date all capital investment has been expended to purchase develop preliminary planning, tax-land bank incentive plan, strategic team coordination, cost and revenue analysis, conceptual construction design, staff research, and investor search.

11.3 ADDITIONAL DOLLARS REQUIRED TO BREAKEVEN AND TIMING OF NEED

No additional funding needs is expected beyond the proposed development Equity-Loan Financing described herein. However, should earlier analysis determine problems exist requiring greater unplanned work/costs. Should those costs exceed current financial planning, we expect to counter with additional cost controls, additional loan obligations, and if necessary changing the construction plan. Detail designs, conservative estimating and layered oversight provides some assurance that we can get ahead of problems, react responsively to resolve the matter. Projected revenue can also be increased through price escalations.

11.4 BOND INVESTOR EXIT STRATEGY

Three suggested exit strategies are feasible for equity investors and loan obligations, assuming profit expectations are met, which limits our choices if they do not occur. They include: (a) *current loan obligations being transferred to another financial institute, or paid down sooner than the current year plan from profit making; (b) current equity positions sold to other investors, or LLC purchasing equity shares from profit making; and (c) sale of Bonds, in the case of the Waste Water Treatment Plant by the LLC to finance equity/loan obligations.*

These options are broad and variable in potential ROI that can effect decision to exit any relationship. However the choice, current project expectations indicate the efforts being planned have significant profitability for any investor, with potential to double every second year, which may convince our investors to stay the course.