EXHIBIT A

CITY OF DETROIT
BROWNFIELD REDEVELOPMENT AUTHORITY

BROWNFIELD PLAN FOR THE @WATER LOFTS NORTHEAST REDEVELOPMENT PROJECT

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Last Revision Date: 8/28/06

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BROWNFIELD PLAN

TABLE OF CONTENTS

I.	INTRODUCTION	I-1
II.	GENERAL PROVISIONS	
	A. Description of Eligible Property	II-1
	B. Basis of Eligibility	II-2
	C. Summary of Eligible Activities	II-3
	D. Estimate of Captured Taxable Value and Tax Increment Revenues; Impact of Tax Increment Financing on Taxing Jurisdictions	II-4
	E. Plan of Financing; Maximum Amount Of Indebtedness	II-5
	F. Single Business Tax Credit	II-6
	G. Duration of Plan	II-7
	H. Effective Date of Inclusion	II-8
	I. Displacement/Relocation of Individuals On Eligible Property	II-9
	J. Local Site Remediation Revolving Fund (LSRRF)	II-10
III.	ATTACHMENTS	
	A. Site Map	A-11
	B. Legal Description(s)	B-12
	C. Project Description	C-13
	D. Supportive Letters	D-14
	E. TIF Tables	E-15

I. INTRODUCTION

In order to promote the revitalization of environmentally distressed and blighted areas within the boundaries of the City of Detroit, Michigan (the "City"), the City has established the City of Detroit Brownfield Redevelopment Authority (the "Authority") pursuant to Michigan Public Act 381 of 1996, as amended ("Act 381").

The primary purpose of this Brownfield Plan ("Plan") is to promote the redevelopment of and private investment in certain "brownfield" properties within the City. Inclusion of property within this Plan will facilitate financing of environmental response and other eligible activities at eligible properties, and will also provide tax incentives to eligible taxpayers willing to invest in revitalization of eligible sites, commonly referred to as "brownfields." By facilitating redevelopment of brownfield properties, this Plan is intended to promote economic growth for the benefit of the residents of the City and all taxing units located within and benefited by the Authority.

The identification or designation of a developer or proposed use for the eligible property that is the subject of this Plan shall not be integral to the effectiveness or validity of this Plan. This Plan is intended to apply to the eligible property identified in this Plan and, if tax increment revenues are proposed to be captured from that eligible property, to identify and authorize the eligible activities to be funded by such tax increment revenues. Any change in the proposed developer or proposed use of the eligible property shall not necessitate an amendment to this Plan, affect the application of this Plan to the eligible property, or impair the rights available to the Authority under this Plan.

This Plan is intended to be a living document, which may be modified or amended in accordance with the requirements of Act 381, as necessary to achieve the purposes of Act 381. The applicable sections of Act 381 are noted throughout the Plan for reference purposes.

This Brownfield Plan contains information required by Section 13(1) of Act 381.

II. GENERAL PROVISIONS

A. Description of the Eligible Property (Section 13 (1)(h)) and the Project

The property comprising the eligible property consists of two parcels. 1461 E. Atwater Street and 1471 E. Atwater Street are a facility. Currently no structures exist on the eligible property. It is likely that foundations and subsurface construction debris from former buildings historically located on the eligible property may still be present.

@water Lofts, LLC is the project developer ("Developer"). @water Lofts Northeast ("the project") will be the second of a three-phased development and will be recognized as one of Detroit's premier neighborhoods, providing street-level retail space, and mid-rise residential units. The site offers easy access to the state's first urban park and dedicated park space located to the east.

Attachment A includes a site map of the parcel. The property is located in Detroit's East Riverfront District, bounded by vacated Guoin north, Riopelle Street to the east, 1470 E. Atwater Street (proposed @water Lofts South Development) to the south and 1399 E. Atwater Street to the west.

The eligible property will include all tangible personal property to be located on the real property. Parcel information is outlined below. Attachment B provides the individual legal description for the eligible property.

Address	Tax ID	Owner
1461 E. Atwater	7/000007	City of Detroit P&DD
1471 E. Atwater	7/000008	City of Detroit P&DD

The parcels and all tangible personal property located thereon will comprise the eligible property and is referred to herein as the "Property."

Attachment C provides a description of the project to be completed at the Property (the "Project") and Attachment D includes letters of support of the Project.

B. Basis of Eligibility (Section 13 (1)(h) and Section 2 (m))

The Property is considered "eligible property" as defined by Act 381, Section 2 because (a) the Property was previously utilized for a industrial purpose; (b) it is located within the City of Detroit, a qualified local governmental unit under Act 381; and (c) is determined to be a facility as defined by Act 381.

Roy F. Weston Inc. (Weston) completed a Phase II Environmental Site Assessment in May 1999 for the City of Detroit at the eligible property. Weston's investigation identified the eligible property as a "facility" as defined by Part 201 of NREPA, Michigan PA 451 of 1994, as amended, based on the following information.

Five subsurface soil samples, two surface soil samples, and three groundwater samples were collected at 1461 E. Atwater. The following constituents exceeded the MDEQ generic residential cleanup criteria for soil and groundwater:

- Benzo(a)pyrene at a maximum concentration of 10,900 µg/Kg was detected in soil samples collected at GP-51 and GP-52 at concentrations exceeding the GRCC direct contact criteria (DCC) of 2,000 µg/Kg;
- fluoranthene at a maximum concentration of 19,100 µg/Kg was detected in soil samples collected at GP-51 at concentrations exceeding the GRCC groundwater to surface water interface protection (GSI) Criteria of 5,550 µg/Kg;
- naphthalene at a maximum concentration of 1,440 µg/Kg was detected in soil samples collected at GP-51 at concentrations exceeding the GRCC GSI Criteria of 870 µg/Kg;
- phenanthrene at a maximum concentration of 10,900 µg/Kg was detected in soil

samples collected at GP-51 at concentrations exceeding the GRCC GSI Criteria of 5,300 µg/Kg; and

- arsenic at a maximum concentration of 38,600 µg/Kg was detected in soil samples collected at GP-51 and GP-52 at concentrations exceeding the GRCC DCC of 7,600 µg/Kg.
- Benzo(a) anthracene at a maximum concentration of 17.6 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC drinking water protection (DWP) Criteria of 2.1-8.5 µg/L;
- benzo(a)pyrene at a maximum concentration of 25.2 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC DWP Criteria of 5.0 µg/L and the GRCC groundwater contact criteria (GCC) of 1.0 µg/L;
- benzo(a)fluoranthene at a maximum concentration of 15.4 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC DWP Criteria of 2.1-8.5 µg/L and the GRCC GCC of 1.0-1.5 µg/L;
- benzo(g,h,i)perylene at a maximum concentration of 16.8 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC DWP Criteria of 0.26 µg/L and the GRCC GCC of 1.0 µg/L;
- chrysene at a maximum concentration of 19.4 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC DWP Criteria of 1.6 µg/L and the GRCC GCC of 1.6µg/L;
- dibenzo(a,h)anthracene at a maximum concentration of 4.35 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC DWP Criteria of 2.0 µg/L and the GRCC GCC of 0.31-2.0µg/L;
- dibenzofuran at a maximum concentration of 4.31 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC GSI Criteria of 4.0 µg/L;
- fluoranthene at a maximum concentration of 29.4 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC GSI Criteria of 1.6 µg/L;
- indeno (1,2,3-cd-)pyrene at a maximum concentration of 10.7 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC DWP Criteria, the GSI, and the GCC of 0.20 µg/L;
- naphthalene at a maximum concentration of 15.8 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC GSI of 13 µg/L;
- phenanthrene at a maximum concentration of 25.8 µg/L was detected in groundwater samples collected at GP-51 at concentrations exceeding the GRCC GSI of 2.4 µg/L; and
- selenium at a maximum concentration of 7.0 µg/L was also detected in groundwater samples collected at GP-48 at concentrations exceeding the DSI Criteria of 5.0 µg/L.

In addition, two subsurface soil samples and a surface soil sample were collected at 1471 E. Atwater. Tetrachlorethene at a maximum concentration of 140 µg/Kg was detected in soil samples collected at GP-82 at concentrations exceeding the GRCC DWP criteria of 100 µg/Kg. In addition, arsenic at a maximum concentration of 13,600 µg/Kg was detected in soil samples collected at SS-07 at concentrations exceeding the GRCC DCC of 7,600 µg/Kg.

C. Summary of Eligible Activities and Description of Costs (Section 13 (1)(a),(b))

The "eligible activities" that are intended to be carried out at the Property are considered "eligible activities" as defined by Sec 2 of Act 381, because they include Baseline Environmental Assessment (BEA), due care, additional response activities, infrastructure improvements, site preparation, legal/entitlement/appraisal, and engineering, design and testing. A summary of the eligible activities and the estimated cost of each eligible activity intended to be paid for with Tax Increment Revenues from the Property are shown in the table below:

ESTIMATED COST OF ELIGIBLE ACTIVITIES

Description of Eligible Activities	Estimated Cost
1. Baseline Environmental Site Assessment Activities	$ 90,900
2. Due Care and Additional Response Activities	$ 1,501,000
3. Site Preparation/removal of fill material	$ 326,271
4. Legal/Entitlement/Appraisal	$ 29,214
5. Engineering, Design, and Testing	$ 105,164
6. Interest	$ 559,000
7. Contingency	$ 309,007
Subtotal Site Eligible Activities	**$ 2,928,056**
10. Authority Administrative Costs	$ 248,943
11. Local Site Remediation Revolving Fund	$ 1,801,853
Total Estimated Cost to be Funded Through TIF	**$ 4,978,852**

It is currently anticipated that construction will begin in the fall of 2010 and eligible activities will be completed within 2 years. Unless otherwise agreed to in writing by the Authority, all eligible activities will be completed within three (3) years after execution of the Reimbursement Agreement (as that term is defined below), however, any long-term monitoring or operation or maintenance activities or obligations that may be required will be performed in compliance with the terms of this Plan and any documents prepared pursuant to this Plan.

The Developer desires to be reimbursed for the costs of eligible activities. Tax increment revenue generated by the Property will be captured by the Authority and used to reimburse the cost of the eligible activities completed on the Property after approval of this Plan pursuant to the terms of a Reimbursement Agreement with the Authority (the "Reimbursement Agreement"). A Neighborhood Enterprise Zone is also being sought.

The costs listed in the table above are estimated costs and may increase or decrease depending on the nature and extent of environmental contamination and other unknown conditions encountered on the Property. The actual cost of those eligible activities encompassed by this Plan that will qualify for reimbursement from tax increment revenues of the Authority from the Property shall be governed by the terms of the Reimbursement Agreement. No costs of eligible activities will be qualified for reimbursement except to the extent permitted in accordance with the terms and conditions of the Reimbursement Agreement. The Reimbursement Agreement and this Plan will dictate the total cost of eligible activities subject to payment, provided that the total cost of eligible activities subject to payment or reimbursement under the Reimbursement Agreement shall not exceed the estimated costs set forth above by more than 15% without requiring an amendment to this Plan. As long as the total costs, adjusted by the 15% factor, are not exceeded, line item costs of eligible activities may be adjusted after the date this Plan is approved by City Council, to the extent the adjustments do not violate the terms of the approved MDEQ or MEGA work plan.

D. Estimate of Captured Taxable Value and Tax Increment Revenues (Section 13(1)(c)); Impact of Tax Increment Financing on Taxing Jurisdictions (Section 13(1)(g))

This Plan anticipates the capture of tax increment revenues to reimburse the Developer for the costs of eligible activities under this Plan in accordance with the Reimbursement Agreement. A table of estimated tax increment revenues to be captured is attached to this Plan as Attachment E.

Tax increments are projected to be captured and applied to (i) reimbursement of eligible activity costs and payment of Authority administrative costs, and (ii) make deposits into the Authority's Local Site Remediation Revolving Fund, as follows:

	Reimbursements and Admin. Costs	**Revolving Fund**
School Operating Tax	$ 105,906	$74,942
State Education Tax	$ 368,966	$222,667
County (combined)	$ 983,4783	$ 568,1940
HCMA	$ 15,122	$ 3,390
City of Detroit	$ 1,287,117	$ 823,167
RESA	$ 242,428	$ 38,323
WCCC	$ 173,982	$ 71,170

In addition, the following taxes are projected to be generated but not to be captured during the life of the Plan:

City Debt	$ 869,063
School Debt	$ 1,425,682
School Judgment	$ 87,734
Total	$ 2,382,479

E. Plan of Financing (Section 13(1)(d)); ,Maximum Amount of Indebtedness (Section 13(1)(e))

The eligible activities are to be financed solely by the Developer. The Authority will reimburse the Developer for the cost of approved eligible activities, but only from tax increment revenues generated from the Property. No advances have been or shall be made by the City or the Authority for the costs of eligible activities under this Plan.

All reimbursements authorized under this Plan shall be governed by the Reimbursement Agreement. The inclusion of eligible activities and estimates of costs to be reimbursed in this Plan are intended to authorize the Authority to fund such reimbursements and does not obligate the Authority or the City to fund any reimbursement or to enter into the Reimbursement Agreement providing for the reimbursement of any costs for which tax increment revenues may be captured under this Plan, or which are permitted to be reimbursed under this Plan. The amount and source of any tax increment revenues that will be used for purposes authorized by this Plan, and the terms and conditions for such use and upon any reimbursement of the expenses permitted by the Plan, will be provided solely under the Reimbursement Agreement contemplated by this Plan.

The Authority shall not incur any note or bonded indebtedness to finance the purposes of this Plan. Reimbursements under the Reimbursement Agreement shall not exceed the cost of Eligible Activities permitted under this Plan and the Reimbursement Agreement.

F. Single Business Tax Credit

The Property is included in this Plan to enable "qualified taxpayers" as defined by Michigan Public Act 382 of 1996, as amended, Michigan Public Act 143 of 2000, as amended, or Michigan Public Act 726 of 2002, as amended (the "SBT Credit Acts") to avail themselves of eligibility for a credit against their Michigan single business tax liability for "eligible investments", as defined by Section 38g of Michigan Public Act 228 of 1975, as amended ("Act 228"), incurred on the Property after the adoption of this Plan. Total project investment is anticipated at approximately $67 million, with estimated eligible investment exceeding $50 million.

By approval of this Plan, the Authority and the City neither intend to make nor have made representations to a developer or any other person of the availability, amount or value of any credit under the SBT Credit Acts or that adoption of this Plan will qualify or entitle a developer or any other person to apply for or receive pre-approval or approval of any credit under the SBT Credit Acts for the Property. The Authority and the City also assume no obligation to take any action or to modify or amend this Plan to facilitate or to allow any person to receive pre-approval or approval of any credit under the SBT Credit Acts for the Property.

G. Duration of Plan (Section 13(1)(e))

Unless otherwise agreed to in writing by the Authority, in no event shall the duration of this Plan extend beyond:

a. One hundred and eighty (180) days after the date this Plan is approved by City Council unless the Developer receives a related work plan and small business tax pre-approval letter from the Michigan Economic Growth Authority on or before such date;

b. One hundred and eighty (180) days after the date this Plan is approved by City Council unless the Developer and the Authority have finalized and executed the Reimbursement Agreement on or before such date; or

c. Three years after the date the Developer and the Authority have finalized and executed the Reimbursement Agreement.

In no event, however, shall this Plan extend beyond the maximum term allowed by Section 13(1)(f) of Act 381 for the duration of this Plan.

H. Effective Date of Inclusion in Brownfield Plan

The Property will become a part of this Plan on the date this Plan is approved by the City Council.

I. Displacement/Relocation of Individuals on Eligible Property (Section 13(1)(i-l))

There are no persons or businesses residing on the eligible property and no occupied residences will be acquired or cleared, therefore there will be no displacement or relocation of persons or businesses under this Plan.

J. Local Site Remediation Revolving Fund ("LSRRF") (Section 8; Section 13(1)(m))

The Authority has established a Local Site Remediation Revolving Fund (LSRRF). The LSRRF will consist of all tax increment revenues authorized to be captured and deposited in the LSRRF, as specified in Section 13(5) of Act 381, under this Plan and any other plan of the Authority. It may also include funds appropriated or otherwise made available from public or private sources.

The amount of tax increment revenue authorized for capture and deposit in the LSRRF is estimated at $1,801,853.00.

K. Owners Obligations, Representations and Warrants

The Owner and its affiliates shall comply with all applicable laws, ordinances, executive orders, or other regulations imposed by the City or any other properly constituted governmental authority with respect to the Property and shall use the Property in accordance with this Plan.

The Developer represents and warrants that a Phase I Environmental Site Assessment ("ESA"), and if appropriate, a Phase II ESA, baseline environmental assessment, and due care plan, pursuant to Part 201 of Michigan's Natural Resources and Environmental

Protection Act (MCL 324.20101 *et seq.*), has (have) been performed on the Property. A copy of the results of the Phase I ESA, and if appropriate, the Phase II ESA, baseline environmental assessment, and due care plan will be placed on file with the Detroit Brownfield Redevelopment Authority.

III. ATTACHMENTS

ATTACHMENT A

Site Map

ATTACHMENT B

Legal Descriptions of Eligible Property to which the Plan Applies

ATTACHMENT C

Project Description

ATTACHMENT D

Supportive Letters

ATTACHMENT E

TIF Tables

ATTACHMENT F

Baseline Environmental Assessment Results