AKTPEERLESS
environmental services

@water Lofts South

Brownfield Redevelopment

SBT Credit Application Part I

November 2, 2006

MICHIGAN ECONOMIC DEVELOPMENT CORPORATION

300 N. WASHINGTON SQ.
LANSING, MI 48913

CUSTOMER
CONTACT CENTER
517 373 9808

WWW.MICHIGAN.ORG

September 12, 2006

Dwight E. Belyue, Member
@ Water Lofts LLC
78 Watson, Suite 100
Detroit, Michigan 48201

Dear Mr. Belyue:

RE: @ Water Lofts LLC, **Brownfield SBT Application and Work Plan**

On September 8, 2006, the Michigan Economic Development Corporation received Part I of the Brownfield Redevelopment Single Business Tax (SBT) Credit Application (Application) for the above-referenced project. Part I requests a $9,708,960 Brownfield SBT Credit based on eligible investment in the amount of $97,089,603 and Local and School Tax capture in the amount of $1,554,729 for eligible activities at a brownfield site.

Based on the information contained in Part I, the proposed project appears to warrant further review and evaluation. You are invited to submit a complete application, including an updated Part I, Part II, and all required documents, not to exceed a $9,708,960 credit and a Work Plan not to exceed $1,554,729. This application must be received by **October 20, 2006** to assure that funding will be available, should it be approved.

Part II of the application is attached. An original and two (2) copies of the completed application should be forwarded directly to the:

Michigan Economic Development Corporation
Michigan Economic Growth Authority, Brownfield Program
300 North Washington Square, 3rd Floor
Lansing Michigan 48913

An application fee of $5,000 shall be submitted with the application prior to consideration of an award by the MEGA. A check payable to the **Michigan Strategic Fund** must accompany Part II of the application if the application is to be considered administratively complete. An Administrative Fee of ½ of 1 percent of the amount of the pre-approval credit amount, up to $100,000, also applies. One half of the administrative fee must be paid when the pre-approval letter is issued. The balance is due one year after the date of the pre-approval letter.

This letter is not to be construed as a commitment on the part of the State to approve an application. It is intended only to invite submittal of a formal application. You are cautioned not to make any commitments based on this letter.

If you have questions or would like assistance in preparing the attachment(s), please contact Jim Paquet at (517) 335-3441.

Sincerely,

Peter C. Anastor, Manager
Brownfield Redevelopment

cc: Jim Paquet, MSHDA
Mariangela Piedl, DEGC
Corey Leon, AKT Peerless

Michigan Economic Growth Authority (MEGA)
Michigan Economic Development Corporation
Brownfield Redevelopment SBT Credit Application – PART I

Project Name/Working Title	Eligible Property Address, City, Village, or Township and County
@water Lofts South	1470 E. Atwater
(this name should be used consistently in all project correspondence, including TIF related requests)	Detroit, Wayne County

QUALIFIED TAXPAYER INFORMATION

Qualified Taxpayer #1

1. Qualified Taxpayer Legal Name (business entity to receive tax credit)	2. Employer Tax Identification Number (EIN)
@ Water Lofts, LLC	061767263
DBA/Trade Name (where applicable)	3. Organization Type (check one)
	☐ Individual
Address (Street/P.O. Box/City, State and Zip Code)	☒ Limited Liability Company or Corporation
78 Watson Suite 100 Detroit, MI 48201	☐ Professional Corporation ☐ S Corporation ☐ Other Corporation ☐ Partnership/LLC Partnership ☐ Fiduciary

4. Do you own or lease the eligible property? If "Yes", check the selection that applies. If you do not own or lease the property, you are not a qualified taxpayer and are not eligible for this credit. Documentation verifying ownership or lessee status must be attached when filing Part II.

☐ Own ☒ Lease

5. Has the Michigan Department of Environmental Quality ever sued or issued a unilateral order to you pursuant to Article 201 of the Natural Resources and Environmental Protection Act, 1994 PA 451, MCL 324.201.01 to 324.201.42 to compel response activity on or to the eligible property, or expended any state funds for response activity on or to the eligible property and demanded reimbursement for those expenditures from you?

☒ No ☐ Yes If "Yes", you are not a qualified taxpayer and are not eligible for this credit.

Qualified Taxpayer #2

1. Qualified Taxpayer Legal Name (business entity to receive tax credit)	2. Employer Tax Identification Number (EIN)
DBA/Trade Name (where applicable)	3. Organization Type (check one)
	☐ Individual
Address (Street/P.O. Box/City, State and Zip Code)	☐ Limited Liability Company or Corporation
	☐ Professional Corporation ☐ S Corporation ☐ Other Corporation ☐ Partnership/LLC Partnership ☐ Fiduciary

4. Do you own or lease the eligible property? If "Yes", check the selection that applies. If you do not own or lease the property, you are not a qualified taxpayer and are not eligible for this credit. Documentation verifying ownership or lessee status must be attached when filing Part II.

☐ Own ☐ Lease

5. Has the Michigan Department of Environmental Quality ever sued or issued a unilateral order to you pursuant to Article 201 of the Natural Resources and Environmental Protection Act, 1994 PA 451, MCL 324.201.01 to 324.201.42 to compel response activity on or to the eligible property, or expended any state funds for response activity on or to the eligible property and demanded reimbursement for those expenditures from you?

☐ No ☐ Yes If "Yes", you are not a qualified taxpayer and are not eligible for this credit.

Qualified Taxpayer #3

1. Qualified Taxpayer Legal Name (business entity to receive tax credit)	2. Employer Tax Identification Number (EIN)
Trade Name (where applicable)	3. Organization Type (check one)
	☐ Individual
Address (Street/P.O. Box/City, State and Zip Code)	☐ Limited Liability Company or Corporation
	☐ Professional Corporation ☐ S Corporation ☐ Other Corporation ☐ Partnership/LLC Partnership ☐ Fiduciary

4. Do you own or lease the eligible property? If "Yes", check the selection that applies. If you do not own or lease the property, you are not a qualified taxpayer and are not eligible for this credit. Documentation verifying ownership or lessee status must be attached when filing Part II.

☒ Own ☐ Lease

5. Has the Michigan Department of Environmental Quality ever sued or issued a unilateral order to you pursuant to Article 201 of the Natural Resources and Environmental Protection Act, 1994 PA 451, MCL 324.201.01 to 324.201.42 to compel response activity on or to the eligible property, or expended any state funds for response activity on or to the eligible property and demanded reimbursement for those expenditures from you?

☐ No ☐ Yes If "Yes", you are not a qualified taxpayer and are not eligible for this credit.

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GENERAL PROJECT INFORMATION & DESCRIPTION

Project Contacts - The Qualified Taxpayer authorizes MEGA staff to discuss the specifics of this project with these contacts.
Contacts must include one company contact and one local brownfield redevelopment authority contact.

Name & Title	Address	Telephone & Fax	E Mail Address
Dwight E. Belyue, Member, Belmar Development Group, LLC	78 Watson, Suite 100 Detroit, MI 48201	P (313) 833-3600 F (313) 832-7920	dbelyue@belmardevelopment.com
Mariangela Pledl, Associate Director, Brownfield Redevelopment Associate Director	500 Griswold, Suite 2200 Detroit, MI 48226	P (313) 963-2940 F (313) 963-8839	mpledl@degc.org
Corey Leon, Director, Development and Rehabilitation Incentives Unit, AKT Peerless	607 Shelby, Suite 900, Detroit MI 48226	P (313)962-9353 F (313) 962-0966	leonc@aktpeerless.com

Applicant Information - Describe the type of business, principal product or service, and give a brief history of the applicant(s) and parent corporate holding company, if any.

The applicant is a single-purpose entity created to complete the development. It is led by Dwight Belyue who has completed several residential and mixed-use development projects throughout Detroit.

Provide a descriptive summary of the project, including the following information:
- For a manufacturing project, a description of the product or service to be provided
- For retail, commercial, residential or mixed use projects, a description of the purpose or use and size of the development. If mixed use, include the percentage of the mixed uses.
- The location of the proposed project (city, village, or township AND county)
- Whether the operation or development will be new, renovated, or an expansion of an existing operation or development
- The total number of permanent full-time jobs to be added as a result of the project (excluding construction and other indirect jobs)
- The average hourly wage of the new permanent full-time jobs at the project
- The total capital investment anticipated
- The total eligible investment anticipated

@water Lofts South ("the project") will be the first 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. Residents will enjoy an ample garden court with unrestricted views of the Detroit River. The project will provide ~ 400,000 square feet of mid-rise residential towers and 22,743 square feet of gross leasable retail area. A public/private parking structure (~ 349,857 square feet) is also a part of the proposed development.

The subject property is located at 1470 E. Atwater Street in Detroit, Wayne County. The property is adjacent to the proposed Tricentennial State Park on Detroit's East Riverfront District. The subject property is approximately 3 acres in size and was previously occupied by industrial facilities.

The available retail space for new business is projected to provide between 60 and 90 fulltime service jobs and between 15 and 25 fulltime management and administrative positions. The fulltime jobs that are expected to result from this development are subject to the City of Detroit's Living Wage Ordinance which requires the minimum hourly wage of an employee with fully paid comprehensive family medical coverage to be paid $10.00/hr and $12.50 without coverage.

The total capital investment for this project is estimated at ~ $119.5 million. The estimated eligible investment is $97,089,603.

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PROPERTY ELIGIBILITY

Contamination – To the extent known, estimate the level and extent of contamination that will be alleviated by the Qualified Taxpayer's eligible activities. How much will due care and/or remediation costs associated with the project cost? Will a responsible party directly or indirectly benefit from this project? Will there be financial assistance for these activities? Are you also applying for a Brownfield TIF or other assistance? Include any information that is pertinent to environmental activities.

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) the Property is determined to be a facility as defined by Act 381.

Enviro Matrix, Inc. (EM) completed a Baseline Environmental Assessment (BEA) on June 30, 2005 for the City of Detroit at the eligible property. EM's investigation identified the eligible property as a "facility" as defined by Part 201 of NREPA, Michigan PA 451 of 1994, as amended. The results of the BEA indicate that contaminated soil and groundwater have been identified at the eligible property. Specifically, trimethylbenzene at a maximum concentration of 1,900 µg/Kg was detected in soil samples collected at SB-6 at concentrations exceeding the generic residential cleanup criteria (GRCC) groundwater to surface water interface protection (GSI) Criterion of 570 µg/Kg. In addition, mercury at a maximum concentration of 6.2 µg/L was detected in groundwater samples collected at SB-6 at concentrations exceeding the GRCC GSI Criterion of 0.0013 µg/L and the GRCC drinking water protection (DWP) Criterion of 2.0 µg/L. Lead at a maximum concentration of 1,100 µg/L was also detected in groundwater samples collected at SB-6 at concentrations exceeding the DWP Criterion of 0.2 µg/L.

The Developer is completing a Phase I Environmental Site Assessment (ESA), a Phase II ESA, a Baseline Environmental Site Assessment (BEA), and a due care plan to address the current environmental conditions on site in order to satisfy all compliance requirements. TIF will be utilized to the extent available to offset these costs.

Reuse or Redevelopment of Functionally Obsolete or Blighted Property

Will the project result in the reuse of vacant buildings or redevelopment of functionally obsolete or blighted property?	☒ No	☐ Yes, explain: 1. What makes the property blighted or functionally obsolete 2. How and to what extent the project will alleviate these conditions.

PROJECT DETAILS

Date the Eligible Activity on the Eligible Property Began or the Estimated Date it Will Begin Pursuant to the Brownfield Plan	Estimated Date Planned Eligible Investment Will Begin on Project	Estimated Date of Completion of the Project (as described in the Project Description)
Fall 2006	Spring 2007	Spring 2009

Manufacturing	Jobs Created		Jobs Retained		Average Hourly Wage	
Commercial/Retail	Jobs Created	90-100	Square Footage	22,743	Average Hourly Wage	$10-12.50
Housing	Type of Units	mid-rise towers	Number of Units	~300	Rental or Purchase Price	$300 per sq ft
Other (explain)						

Document the basis of your employment estimates, and explain the temporary or permanent nature of jobs created.

The formula used in calculating the aforementioned estimates is based on the business types proposed for the development and assumptions made for the number of employees per square foot. It is assumed that an average of 5 employees will be hired for every 1,000 square feet of restaurant space and 3.3 employees for 1000 feet of retail/commercial space. Our average employee assumption for this development is, 4.15 employees per 1000 feet of restaurant / commercial space.

According to the City of Detroit's Living Wage Ordinence, any employee of a city contractor or grantee shall receive an hourly wage rate which on an annual basis (based on forty hours per week, fifty weeks per year) is equivalent to either one hundred and twenty five percent of the federal poverty level; or one hundred percent of the federal poverty level; if health benefits are provided to the employee.

Will any of these jobs be relocated from another location?	☒ No	☐ Yes – Enter the address of the other location(s) affected
Will an unknown lessee create any of these jobs?	☐ No	☒ Yes
Is the eligible property located in an area of high unemployment?	☐ No	☒ Yes - Describe the extent of unemployment

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According to the Michigan Department of Labor and Economic Growth, Office of Labor and Market Information, the annual average unemployment rate in January of 2006 for the County of Wayne was 8.9%, and 14.5% in the City of Detroit. At the same time, the State of Michigan experienced a rate of unemployment of 7.1%. According to the Bureau of Labor Statistics report for January 2006, surrounding counties recently experienced a rate of unemployment much less severe than the City of Detroit, including Oakland County at 6.1%, Monroe County at 6.5%, and Macomb County at 7.2%.

Other Development Plans - If the project is part of a larger development (e.g., the investment has already begun or will be completed in stages), provide a description of the larger development. Include the following information in your description of the larger development:
- The stage in which the eligible investment identified in this application will occur
- Whether future development will depend on or benefit from the eligible investment identified in this application. If future development is dependent, describe how and to what extent.

@water Northeast and Northwest is the continuation of the development described in this application and is comprised of two additional phases on the north side of Atwater between Riopelle and Rivard. The phases will be broken up into @water Northeast, a 274,000 square foot structure, and @water Northwest, a 330,000 square foot structure, both of which will contain mixed uses and market rate residential.

Eligible investments for each component of the total development are phase specific. Timing and funding of the additional phases is based on the success of the first phase, described in this application.

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Approved Brownfield Plan – Is the project area part of an approved brownfield plan?	☒ Yes	☐ No – Local Brownfield Redevelopment Authority must approve the Brownfield Plan before submission of Part II
Designated Zone – Is the property located in an enterprise zone, renaissance zone, federally designated empowerment zone, rural enterprise or enterprise community?	☒ No	☐ Yes - Which type of zone?
Other Michigan Property - Are you moving or will you be moving from another location in this state within the next 5 years as a result of the eligible investment?	☒ No	☐ Yes – Enter the address of the property from which you are moving
If moving from another Michigan property, has a new owner or occupant of that property been identified?	☐ No – Why will your former location not become blighted or functionally obsolete? Do you have clean-up responsibility?	☐ Yes – Identify the new owner or occupant

Not Applicable

Was another site also considered for the project?	☒ No – Why was this site selected?	☐ Yes – Describe the alternate site(s) and the incentives for those alternatives.

This proposed development is an intricate component of Detroit's comprehensive plan for the redevelopment of Detroit's East Riverfront, which extends from Joe Louis Arena to the Belle Isle Bridge. In late 2005, the City of Detroit issued a request for proposals to develop this site for residential and commercial use. The developer satisfied the requirements of this request on the basis of a superior proposal and a proven commitment to address the effects of disinvestment in the City of Detroit.

Public Benefit - Describe the overall benefit to the public that will result from completion of this project.

During the past eight years, the City of Detroit and General Motors (GM) have been the visionary champions of Detroit's East Riverfront. Commissioned in 2002 by the City of Detroit, Cooper Robertson Associates created a master plan for the East Riverfront District, providing the guiding principals for infill development. More recently, the City of Detroit and GM have assembled a group of private corporations, foundations and governmental stakeholders to form the Detroit Riverfront Conservancy. The goal of the conservancy is a creation of the Detroit Riverwalk, a pedestrian and bicycle pathway that will provide unrestricted public access to the Detroit River from Hart Plaza to Belle Isle. The transformation of Detroit's East Riverfront District has been envisioned, and is being executed, on a scale rarely seen before. @water Lofts will be the nexus of the East Riverfront District. Strategically, the site will serve as a vital activity center along Atwater Street, linking the outdoor GM Plaza and Promenade with the Tri-Centennial State Park and Harbor. The link between this development and the master plan will create an anchor development of a 24-hour urban neighborhood where residents can live, work, and play. This reclaimed waterfront industrial redevelopment is seen as the new core of this area and it will set a standard to promote further growth within the district.

The proposed development is important to the State of Michigan and the City of Detroit. By introducing attractive space for retail and commercial uses, the project will provide living wage employment opportunities fot Detroit residents which will help redress the City's high unemployment rate.

The residential component of the @water project will provide attractive market rate housing alternatives for residents that would otherwise move to competing markets both in and out of state.

Other Factors – The applicant may provide any other information that should be considered in evaluating this project.

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ELIGIBLE INVESTMENT		
Will the project include an unknown lessee who will be making eligible investments?	☐ Yes	☒ No
Projects with eligible investments $10 million or less:		
Is this a multi-phase project as defined in MCL 208.38g(33)(h)?	☐ Yes	☒ No
If so, check the project type that applies	☐ Industrial	☐ Manufacturing

Investment Details and SBT Credit Request - Note that only investment made by qualified taxpayers or lessees is eligible for a credit. To the extent any investment is reimbursed by another party, it will not qualify for a credit. If investment by a lessee is included in the project, the project will not be complete until that investment is complete. If the lessee's investment is not included in the project, the lessee will not be eligible for credit for any investment that they make.

To enter information in Excel, double click the table below:

INVESTMENT CATEGORY	NAME OF QUALIFIED TAXPAYER MAKING ELIGIBLE INVESTMENT	ESTIMATED COST OF ELIGIBLE INVESTMENT
Phase I Eligible Investments		
A. Demolition of Buildings		
B. Site Improvements		
C. New Construction		$97,089,603
D. Restoration, Alteration, Renovation & Improvement of Buildings		
E. Addition of Machinery, Equipment & Fixtures (include only the cost of new M&E and/or M&E purchased from a used equipment broker)		
Purchased Machinery & Equipment & Fixtures		
Leased Machinery & Equipment & Fixtures		
Phase I Eligible Investment Subtotal		**$97,089,603**
Phase II (for multi-phase projects only)		
A. Demolition of Buildings		
B. Site Improvements		
C. New Construction		
D. Restoration, Alteration, Renovation & Improvement of Buildings		
E. Addition of Machinery, Equipment & Fixtures (include only the cost of new M&E and/or M&E purchased from a used equipment broker)		
Purchased Machinery & Equipment & Fixtures		
Leased Machinery & Equipment & Fixtures		
Phase II Eligible Investment Subtotal		**$0**
Phase III (for multi-phase projects only)		
A. Demolition of Buildings		
B. Site Improvements		
C. New Construction		
D. Restoration, Alteration, Renovation & Improvement of Buildings		
E. Addition of Machinery, Equipment & Fixtures (include only the cost of new M&E and/or M&E purchased from a used equipment broker)		
Purchased Machinery & Equipment & Fixtures		
Leased Machinery & Equipment & Fixtures		
Phase III Eligible Investment Subtotal		**$0**
TOTAL ELIGIBLE INVESTMENTS		**$97,089,603**
SBT CREDIT REQUEST (cannot exceed 10 percent of Total Eligible Investments)		$9,708,960

Other Private Sector Contributions - Other than the investment identified in the Eligible Investment section, will there be any other private sector contribution to the project?	☐ No	☒ Yes – Please describe below

The property is a contribution to the project estimated at $1,982,000. There are also an additional $16 million plus in other expenses such as property taxes during construction, permanent mortgage fees, mortgage insurance fees, financing fees, legal and other overhead.

Government Assistance or Special Designation - List the type and dollar amount of any local, state or federal incentives associated with this project, including grants, loans, tax abatements and tax increment financing.

The Detroit Wayne County Port Authority provided funding in the form of a grant for predevelopment activities which include a Phase I ESA, a Brownfield Plan, the SBT Application Part I and II, and the NEZ District application. The total amount of assistance to date is approximately $36,000.

The Developer is submitting a MEGA and MDEQ 381 Work Plan to provide TIF for eligible activities at the Property. The amount of TIF eligible activities (including administrative fee's and local revolving loan) being requested at this time is $6,570,959.

Also, the developer expects to have full support of the City and State in his effort to obtain a Neighborhood Enterprise Zone designation.

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Project Financing – Explain the sources and uses of the financing that will be used to support the project. Attach additional pages, if needed.

See attached Sources and Uses

If the credits requested are greater than the applicant's Single Business Tax liability, explain how the credits will be used.

The credits would be transferred to an entity through a syndicate at a discount in exchange for cash equity.

Does the project site have brownfield related activities or costs that you would not encounter on a greenfield site?	☐ No – Why are incentives needed?	☒ Yes – Describe the brownfield related activities and provide itemized estimates of the cost to address each of those items. These costs and any other issues you choose to discuss below will be considered when reviewing your incentives request.

The developer will experience costs above and beyond vertical development as a result of remediation relative to contamination and fill material and foundations left over from former industrial structures that have been demolished. The estimated cost for MEGA eligible activities related to the site as a brownfield is approximately $1,025,834. The MDEQ related estimated cost of environmental cleanup and remediation at this time pending further investigation is $1,983,187. TIF will be utilized to the extent available to offset these costs including interest.

FOR OFFICE USE ONLY	Date Received	MEGA Project Specialist

Michigan Economic Growth Authority (MEGA)
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Application Number	Response Letter Date	Project Number	Parcel Number(s)

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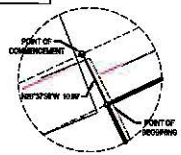
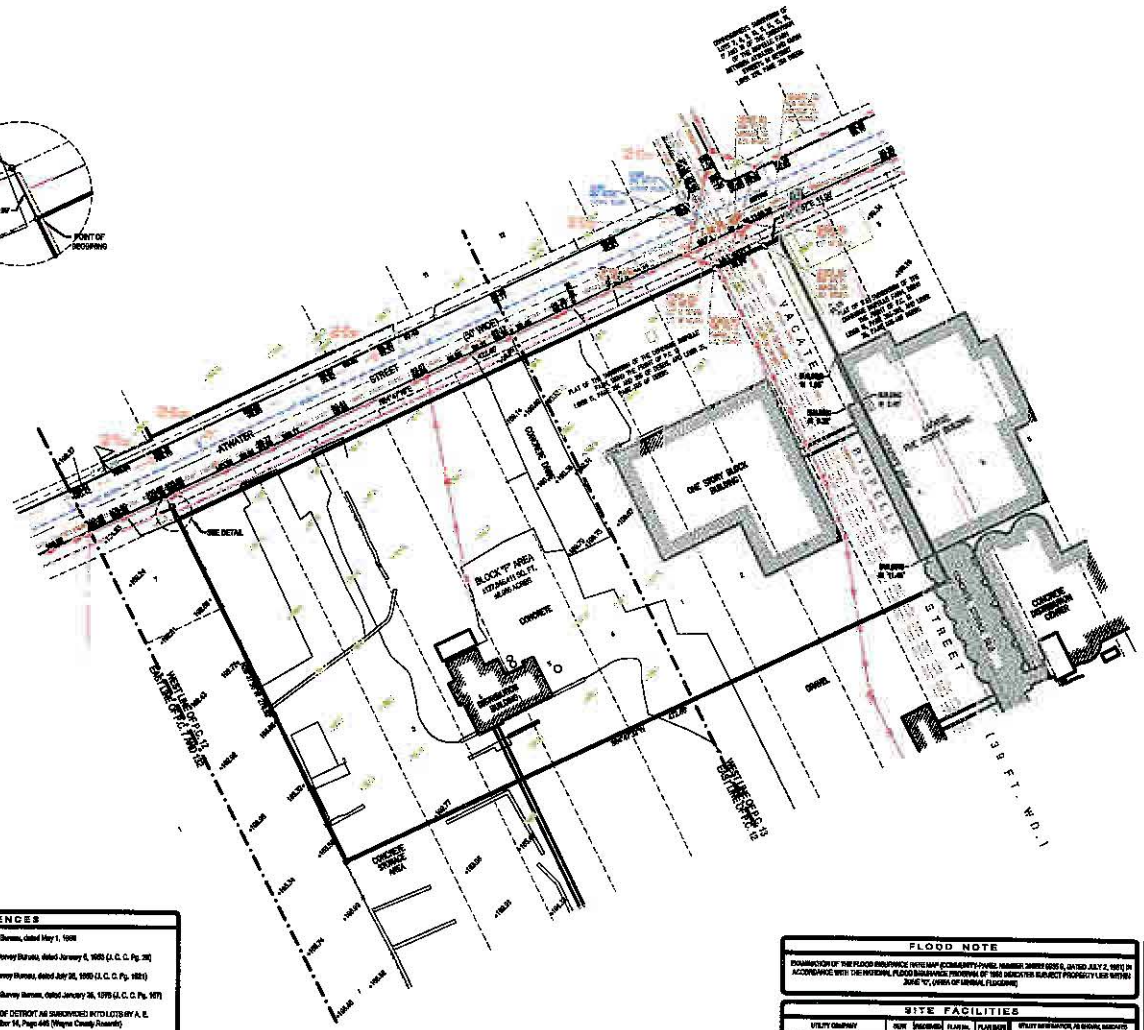
APPENDIX A

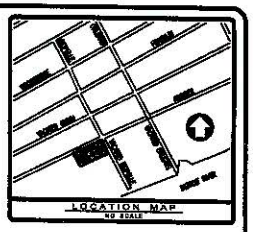
SITE MAP

GRAPHIC SCALE

(IN FEET)
1 inch = 40 ft.







LEGEND

- BENCHMARK
- TRANSVERSE POINT
- SANITARY MANHOLE
- STORM MANHOLE
- SQUARE CATCH BASIN
- ROUND CATCH BASIN
- DEEPWE CATCH BASIN
- CLEAN OUT
- UNKNOWN MANHOLE
- HYDRANT
- GATE VALVE AND WELL
- VALVE BOX
- WATER METER
- DETROIT SEWER MANHOLE
- ELETRIC PEDESTAL
- ELECTRIC HANDHOLE
- PUBLIC LIGHTING DEPARTMENT
- TELEPHONE MANHOLE
- TELEPHONE PEDESTAL
- GAS VALVE
- UTILITY POLE
- GUY ANCHOR
- LIGHT POLE
- BOLLARD
- PARKING METER
- SIGN
- DECIDUOUS TREE
- CONIFEROUS TREE
- CHAIN LINK FENCE
- SPLIT RAIL FENCE
- WALL (STONE OR BLOCK)
- OVERHEAD UTILITIES
- EXISTING SEWER LINES
- EXISTING WATERMAIN
- EXISTING GAS LINES
- EXISTING ELECTRIC LINES
- EXISTING PUBLIC LIGHTING DEPARTMENT
- EXISTING TELEPHONE

REFERENCES

1. Cartographic Map #26, prepared by City of Detroit Survey Bureau, dated May 1, 1998
2. Street and Alley Map #8-15h, prepared by City of Detroit Survey Bureau, dated January 6, 1955 (J. C. C. Pg. 39)
3. Street and Alley Map #8-23, prepared by City of Detroit Survey Bureau, dated July 28, 1955 (J. C. C. Pg. 1621)
4. Street and Alley Map #10-26B, prepared by City of Detroit Survey Bureau, dated January 26, 1978 (J. C. C. Pg. 167)
5. Plat of "MAP OF THE EASTER ADDITION TO THE CITY OF DETROIT AS SUBDIVIDED INTO LOTS BY A. E. HATHON CITY ENGINEER-1836" recorded June 11, 1838, Liber 14, Page 446 (Wayne County Records)
6. Plat of "A TOWN PLAT OF THE FARM OF ANTOINE DROUIN(RE) ABBRIGED BY DIRID OF TRUET TO PETER DUBOYER DRAWN UP BY AUGN E. HATHON AT THE REQUEST OF THE PARTIES INTERESTED FOR THE PURPOSE OF BEING RECORDED FEBRUARY 4, 1848 A. E. HATHON." Liber 10, Page 716-717 (Wayne County Records)
7. Plat of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROPELLE FARM BEING THE FRONT OF FRW. CLAIM 17" recorded October 14, 1846, Liber 28, Page 486 (Wayne County Records)
8. Plat of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROPELLE FARM BEING THE FRONT OF PRIVATE CLAIM NO. 13-APR. 28, 1844 BY A. E. HATHON-CITY SURVEYOR" Liber 28, Page 486-487 (Wayne County Records)

~PRELIMINARY~

FLOOD NOTE

EXAMINATION OF THE FLOOD INSURANCE RATE MAP (COMMUNITY-PANEL NUMBER 260105 0035 G, DATED JULY 2, 1987) IN ACCORDANCE WITH THE NATIONAL FLOOD INSURANCE PROGRAM OF 1968 INDICATES SUBJECT PROPERTY LIES WITHIN ZONE "C", (AREA OF MINIMAL FLOODING)

SITE FACILITIES

UTILITY COMPANY		NOTE	REQUESTED	PLACED	PLAN SEN
ONE STORY (BUILDING-DAN)		02/12	02/20	—	—
DEPARTMENT OF PUBLIC WORKS	WATER	02/12	02/21	—	—
	SEWER	02/12	02/21	—	—
DETROIT EDISON		02/12	02/20	—	—
SBC		02/12	N/A	—	—
PUBLIC LIGHTING DEPARTMENT		02/12	02/21	—	—
COMCAST CABLE COMMUNICATIONS		02/12	N/A	—	—

NOTE: UTILITY INFORMATION AS SHOWN REPRESENTS APPROXIMATE LOCATIONS AND "PER OF RECORD ONLY" AS DISCLOSED TO THE FIRM BY THE VARIOUS UTILITY COMPANIES PERTAINING TO OWNERSHIP OF OPEN OR BURIED METER THE COMPLETENESS OF ACCURACY THEREOF. PRIOR TO CONSTRUCTION, ALL LOCATION AND OWNERSHIP OF EXISTING STRUCTURE AND UNDERGROUND UTILITIES MUST BE CONFIRMED WITH THE CONSTRUCTION OF PROPOSED IMPROVEMENTS SHALL BE VERIFIED IN THE FIELD. OWNER CONTRACTORS, CONTRACTOR SHALL USE DIGGER CHECK WHEN DIGGING THE NEAR OVERHEAD POWER, BURIED UTILITIES.

NA = NAME NOT PROVIDED BY UTILITIES TO DATE

CALL MISS DIG 1-800-482-7171

VERTICAL DATUM

TOPOGRAPHIC INFORMATION PROVIDED ON THIS DRAWING IS BASED ON CITY OF DETROIT DATUM.

BENCHMARK LIST

- ARROW ON HYDRANT AT NORTHWEST CORNER OF ORLEANS STREET AND JEFFERSON AVE. ELEVATION = 176.37 (OPSITE)
- ARROW ON HYDRANT AT NORTHEAST CORNER OF WOODBRIDGE STREET AND ORLEANS STREET. ELEVATION = 172.12
- ARROW ON HYDRANT AT SOUTHEAST CORNER OF FRANKLIN STREET AND ORLEANS STREET. ELEVATION = 166.47
- ARROW ON HYDRANT AT NORTHEAST CORNER OF ROBELLE STREET AND ATWATER STREET. ELEVATION = 168.06

LEGAL DESCRIPTIONS

BLOCK F

Land in the City of Detroit, County of Wayne, State of Michigan, being:

Part of Lots 2-4 inclusive, of "PLAT OF THE DROUIN FARM", as subdivided, A.E. Hathon 1834, Recorded in Liber 11 of Deeds, Page 556, And part of Lots 1-3 inclusive, of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROPELLE FARM", being the front of Private Claim No. 13, Apr. 28, 1844 by A.E. Hathon, City Surveyor, Recorded in Liber 28 of Deeds, Page 384 and 385, and Replatted in Liber 28 of deeds, Pages 486 & 487, (Wayne County records). Described as:

Commencing at the northwesterly corner Lot 2, of said "PLAT OF THE DROUIN FARM", also being the southwesterly right-of-way of Atwater Street (60 feet wide), thence S89°37'30"E 19.00 feet to the POINT OF BEGINNING,

Thence N84°47'47"E along a line being 19.00 feet parallel and measured perpendicular to the southwesterly right-of-way of said Atwater Street 422.45 feet;

Thence N84°49'9"E 36.08 feet;

Thence N84°47'57"E 11.38 feet;

Thence S38°42'50"E along a line being 1.00 feet parallel and measured perpendicular to the northwesterly line of Lot 4, of said "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROPELLE FARM", 276.55 feet;

Thence S84°47'33"W 672.80 feet to the southwesterly line of Lot 2, of said "PLAT OF THE DROUIN FARM";

Thence N89°37'30"W along the southwesterly line of Lot 2, of said "PLAT OF THE DROUIN FARM", 270.32 feet to the POINT OF BEGINNING.

Containing 2.586 Acres, (127,845.411 sq. ft.) more or less.

Subject to any and all rights-of-way of record or otherwise.

SURVEYOR'S CERTIFICATION

I, STEPHEN R. JACOB, HEREBY CERTIFY TO:

[illegible]

THAT THIS MAP AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN IN ACCORDANCE WITH "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS", JOINTLY ESTABLISHED AND ADOPTED BY ALTA, ACSM AND NSPS IN 1998, AND INCLUDES ITEMS 1, 2, 3, 4, 7a, 10 AND 11B OF TABLE A THEREOF. PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA, NSPS, AND ACSM AND IN EFFECT ON THE DATE OF THIS CERTIFICATION THAT PROPER FIELD PROCEDURES, INSTRUMENTATION, AND ADEQUATE SURVEY PERSONNEL WERE EMPLOYED IN ORDER TO ACHIEVE RESULTS COMPARABLE TO THOSE OUTLINED IN THE "MINIMUM ANGLE, DISTANCE, AND CLOSURE REQUIREMENTS FOR SURVEY MEASUREMENTS WHICH CONTROL LAND BOUNDARIES FOR ALTA/ACSM LAND TITLE SURVEYS."

METCO

DATE: _____ BY: _____

STEPHEN R. JACOB, PROFESSIONAL SURVEYOR
PROFESSIONAL SURVEYOR #42997

DATE	REVISED	DATE	BY
10/04/05			

SCALE: 1" = 40'

DRAWN BY: CSD
CHECK BY: JRB
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EAST RIVERFRONT
DEVELOPMENT BLOCK F

A.L.T.A./A.C.S.M. SURVEY

CLIENT: ECONOMIC DEVELOPMENT
CORPORATION OF THE CITY OF DETROIT

JOB NUMBER: 05-104

SHEET NUMBER: 1 OF 2

APPENDIX B

SITE PHOTOGRAPHS

PHOTOGRAPH NO. 1:SUBJECT PROPERTY
AS VIEWED FACING NORTHEAST

PHOTOGRAPH NO. 2: ***SUBJECT PROPERTY***
AS VIEWED FACING EAST

AKTPEERLESS
environmental services

RECONNAISSANCE PHOTOGRAPHS

ATWATER LOFTS
ATWATER STREET, RIOPELLE STREET,
RIVARD STREET, AND GUOIN STREET
DETROIT, MICHIGAN

TAKEN BY: M. BAHORSKI
DATE: 8/3/06

PROJECT NUMBER: 5133D-1-17

PHOTOGRAPH NO. 3: ***SUBJECT PROPERTY***
AS VIEWED FACING EAST

PHOTOGRAPH NO. 4: ***SUBJECT PROPERTY***
AS VIEWED FACING SOUTH

AKTPEERLESS environmental services

RECONNAISSANCE PHOTOGRAPHS

ATWATER LOFTS
ATWATER STREET, RIOPELLE STREET,
RIVARD STREET, AND GUOIN STREET
DETROIT, MICHIGAN

TAKEN BY: M. BABORSKI
DATE: 8/3/06

PROJECT NUMBER: 5133D-1-17

PHOTOGRAPH NO. 5: ***SUBJECT PROPERTY***
AS VIEWED FACING WEST

PHOTOGRAPH NO. 6: ***SUBJECT PROPERTY***
AS VIEWED FACING NORTHWEST

AKTPEERLESS environmental services

RECONNAISSANCE PHOTOGRAPHS

ATWATER LOFTS
ATWATER STREET, RIOPELLE STREET,
RIVARD STREET, AND GUOIN STREET
DETROIT, MICHIGAN

TAKEN BY: M. BAHORSKI
DATE: 8/3/06

PROJECT NUMBER: 5133D-1-17

*PHOTOGRAPH NO. 7: **SUBJECT PROPERTY***
STAINING ON EXISTING FOUNDATION

*PHOTOGRAPH NO. 8: **SUBJECT PROPERTY***
POSSIBLE PIT WITHIN EXISTING FOUNDATION

AKTPEERLESS environmental services

RECONNAISSANCE PHOTOGRAPHS

ATWATER LOFTS
ATWATER STREET, RIOPELLE STREET,
RIVARD STREET, AND GUOIN STREET
DETROIT, MICHIGAN

TAKEN BY: M. BAHORSKI
DATE: 8/3/06

PROJECT NUMBER: 5133D-1-17

PHOTOGRAPH NO. 9: ***SUBJECT PROPERTY***
POSSIBLE BUILDING FOUNDATION

PHOTOGRAPH NO. 10: ***NORTHERN ADJOINING PROPERTY***
1490 FRANKLINS STREET

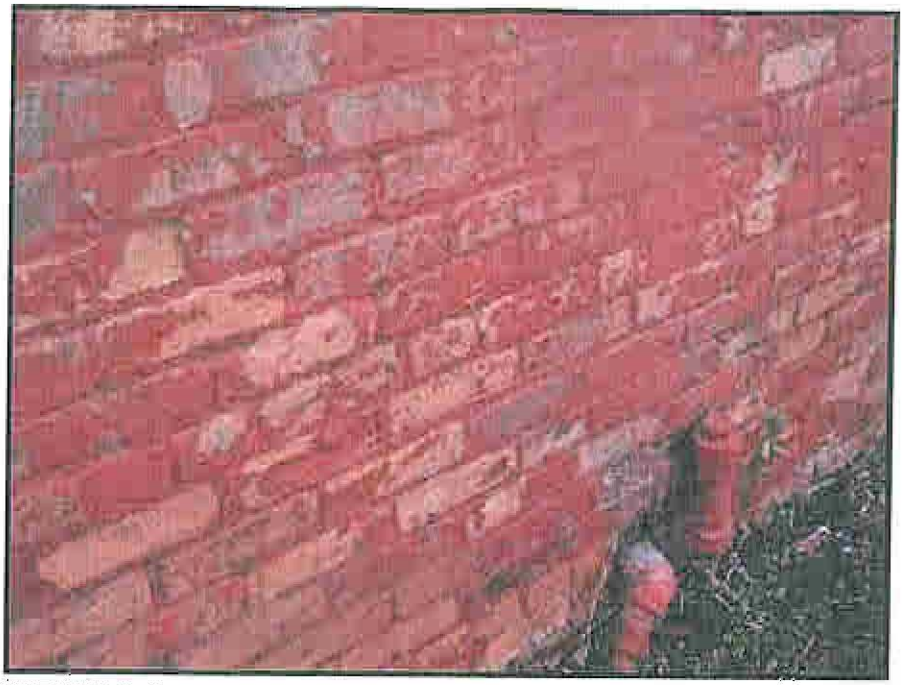
AKTPEERLESS
environmental services

RECONNAISSANCE PHOTOGRAPHS

ATWATER LOFTS
ATWATER STREET, RIOPELLE STREET,
RIVARD STREET, AND GUOIN STREET
DETROIT, MICHIGAN

TAKEN BY: M. BAHORSKI
DATE: 8/3/06

PROJECT NUMBER: 5133D-1-17



PHOTOGRAPH NO. 11: ***FILL PORTS LOCATED ON EAST SIDE OF NORTHERN ADJOINING PROPERTY 1490 FRANKLIN STREET***

PHOTOGRAPH NO. 12: ***EASTERN ADJOINING PROPERTY VACANT LAND***

AKTPEERLESS
environmental services

RECONNAISSANCE PHOTOGRAPHS

ATWATER LOFTS
ATWATER STREET, RIOPELLE STREET,
RIVARD STREET, AND GUOIN STREET
DETROIT, MICHIGAN

TAKEN BY: M. BAHORSKI
DATE: 8/3/06

PROJECT NUMBER: 5133D-1-17

PHOTOGRAPH NO. 13: ***WESTERN ADJOINING PROPERTY***
1303 ATWATER STREET

PHOTOGRAPH NO. 14: ***SUBJECT PROPERTY***
AS VIEWED FACING EAST

AKTPEERLESS environmental services

RECONNAISSANCE PHOTOGRAPHS

ATWATER LOFTS
ATWATER STREET, RIOPELLE STREET,
RIVARD STREET, AND GUOIN STREET
DETROIT, MICHIGAN

TAKEN BY: M. BAHORSKI
DATE: 8/3/06

PROJECT NUMBER: 5133D-1-17

APPENDIX C

BEA

FOR DEQ USE ONLY
BEA Disclosure #_____

MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY
REMEDIATION AND REDEVELOPMENT DIVISION

DISCLOSURE OF A BASELINE ENVIRONMENTAL ASSESSMENT
(FORM EQP4446 (REV. 4/03))

(Under the authority of Part 201, 1994 Act 451, as amended, and the Rules promulgated thereunder)

DO NOT use this form for requesting a Baseline Environmental Assessment ("BEA") adequacy determination, OR if the property is not a facility, OR if the BEA was complete before the effective date of the BEA rules. *Please answer the following questions as completely as possible.*

Name and address of submitter (individual or legal entity):*
City of Detroit
660 Woodward Ave., Suite 1800
Detroit, MI 48226

Status relative to the property:

	Former	Current	Prospective
Owner*	☐	☒	☐
Operator*	☐	☐	☐

Address/location of property where BEA was conducted:
1470 East Atwater St., Detroit, MI
1500 East Atwater St., Detroit, MI
1650 East Atwater St., Detroit, MI

County: Wayne

Provide the property tax identification number(s) or, if applicable, the ward and item number(s) for the property identified in the BEA. Required pursuant to Rule 907.
Ward 7, Items 000001-3, 000004, and 000005

Contact person: Mr. Raymond Scott Telephone #: 313-471-5108

If the address of the person seeking liability protection above is different from the address that should be used to correspond with the contact person, please provide the contact person's address:

Same as Above

Check the appropriate response to each of the following questions.

1. **Is it known that the source of contamination at the property is primarily from any of the following?**

	YES	NO
• **A leaking underground storage tank (UST) regulated under Part 213, 1994 PA 451, as amended.**	☐	☒
• **A licensed landfill or solid waste management facility.**	☐	☒
• **A licensed hazardous waste treatment, storage, or disposal facility.**	☐	☒
• **Oil and gas development related activities.**	☐	☒

The source of the release that resulted in this property becoming a "facility" will determine which DEQ division will maintain a file regarding this BEA.

2. **Based on the Part 201 Rules, this BEA is a:**

Category N ☒
Category D ☐
Category S ☐

3. **Is the property at which the BEA was conducted a "facility"* as defined by Section 20101?** If the answer to this question is NO, do not submit the BEA to the DEQ.

YES	NO
☒	☐

	YES	NO
4. Was the BEA conducted* prior to or within 45 days after the date of purchase*, occupancy, or foreclosure of the property, whichever is earliest, and completed* not more than 15 days after the date required by Section 20126(1)(c) or Rule 299.5903(8)? If the answer to either portion of this question is no, you are ineligible for an exemption from liability based on the BEA.	☒	☐
5. Is the BEA being disclosed to the DEQ no later than 8 months after the earliest of the date of purchase, occupancy, or foreclosure? All disclosures pursuant to Rule 919(3) must be submitted to the DEQ no later than 8 months after the earliest of the date of purchase, occupancy, or foreclosure.	☒	☐
6. Are any USTs or abandoned or discarded containers identified in the BEA? If yes, this information must be provided on Form EQP4476.	☐	☒
7. Does this BEA rely on an isolation zone or an engineering control that requires an affidavit pursuant to Rule 299.5909(3) or 299.5909(4)? If yes, a completed affidavit, Form EQP4479, must be attached or the BEA will not be considered complete.	☐	☒

With my signature below, I certify that the enclosed BEA and all related materials are complete and accurate to the best of my knowledge and belief. I understand that intentionally submitting false information to the DEQ is a felony and may result in fines up to $25,000 for each violation.

Signature of Submitter: Sarah D. Lile 6/30/05
(Person legally authorized to bind the person seeking liability protection) Date

Name (Typed or Printed) Sarah D. Lile

Title Director

Table of Contents

SUBMITTAL OVERVIEW

On behalf of the City of Detroit, Enviro Matrix, Inc. (EM) respectfully submits this Baseline Environmental Assessment (BEA). This submittal was prepared as a "Category N" BEA in accordance with the Michigan Department of Environmental Quality (MDEQ) guidance document entitled:

> "Instructions for Preparing and Disclosing Baseline Environmental Assessments and Section 7a Compliance Analyses to the Michigan Department of Environmental Quality and for Requesting Optional Determinations, March 11, 1999"

A "Category N" BEA pursuant to the document listed above is defined as follows:

"...a category N BEA is appropriate when there will be no future significant hazardous substance use on the property."

This category was chosen as applicable to the property because the planned use will be recreational with no significant use of materials that may contain hazardous substances. This BEA was prepared for the sole and exclusive use of the City of Detroit and may not be used by another private party for purchase of this parcel of land without the written consent of the City of Detroit. Any private party that relies on this report does so at it's own risk.

1.0 IDENTIFICATION OF AUTHOR AND DATE OF COMPLETION

This report and Baseline Environmental Assessment (BEA) was prepared by:

Enviro Matrix, Inc.
Bryan Alexander, P.E., CHMM

The BEA was conducted by: June 17, 2005
The BEA was completed on: June 30, 2005

2.0 INTRODUCTION

Enviro Matrix, Inc. (EM) was retained by the Economic Development Corporation (EDC), an agent for the City of Detroit (client), to perform a Baseline Environmental Assessment (BEA) for the industrial site (LaFarge Property) located generally between Orleans and Rivard Streets on East Atwater Street, Detroit, MI (see Figure 1 in Attachment A). The subject property for this BEA consists of approximately 9 acres planned for use as a riverfront park. It is comprised of three contiguous parcels, all of which are considered "facilities," per Part 201 of P.A. 451 of 1994, as amended. The

subject property does not currently have a single street address; however, each parcel has its own street address and ward/item number by the City of Detroit, as follows: 1470 (Parcel 105), 1500 (Parcel 109), and 1650 (Parcel 113) E. Atwater Street, Detroit, MI (subject property). The legal description is included in Attachment B.

Parcel IDs are as follows:

1470 E. Atwater St.: Ward ID: 7 Item 000005
1500 E. Atwater St.: Ward ID: 7 Item 000004
1650 E. Atwater St.: Ward ID: 7 Item 000001-3

About one half of the subject property (1470 E. Atwater – Parcel 105) for this BEA is currently being utilized by Koenig Fuel & Supply Company, LLC. (Koenig) for concrete blending and loadout operations. Koenig is confined to that one parcel, and their actual operations are limited in scope. They receive and maintain several large stockpiles of aggregate for their concrete mixing operations. They don't use or store chemicals other than dry cement and aggregate. They blend those, add water, and load trucks. The main risk associated with their operations is in regard to the trucks, which could leak crankcase oil or diesel fuel.

The parking areas include concrete, asphalt, crushed limestone, and dirt. Other open areas include large aggregate stockpiles and some grassy lots. Photographs of the Koenig operations as well as the closed LaFarge portions of the property can be found in Attachment C.

There were individual Phase I ESAs completed for the three addresses making up the subject property in 1999 (see Attachment D). The objective of the previous Phase I ESAs conducted by ECT, Inc. was to determine from available information if the entire subject property had been or could have been environmentally impaired and to identify potential Recognized Environmental Concerns (RECs).

To address the RECs identified in the Phase I ESAs, a Phase II ESA was completed in 1999 for each of the three addresses making up the subject property in 1999. The data gathered in the Phase II ESAs indicated that all three addresses were considered "facilities" as defined in Part 201 of the Michigan Natural Resources and Environmental Protection Act (NREPA), PA Act 451 of 1994 as amended.

The City of Detroit took occupancy of the subject property on May 4, 2005. Due to the age of the data in the previous Phase II ESAs, EM was retained by EDC to conduct further investigation, in the form of an updated Phase II ESA to verify that the results of the previous investigations and determine the need to prepare a BEA for the City of Detroit. The work completed to update the Phase II ESA followed guidelines set forth in ASTM Method E 1903-97 and MDEQ guidance as applicable. The scope of the work completed for the updated Phase II investigation did not include buildings and structures

assessment for asbestos, demolition, and associated decontamination of hazardous materials. The data collected from the most recent subsurface investigation (June 2005) confirmed that the three addresses that make up the subject property are still considered "facilities."

The City of Detroit is planning on using the subject property for recreational purposes as a riverfront park. Therefore, this BEA was prepared per the Michigan Department of Environmental Quality's guidance for a "Type N" BEA, as *no* continued or new significant hazardous substance usage is planned for use or storage, within the entire subject property.

3.0 PROPERTY DESCRIPTION & INTENDED HAZARDOUS SUBSTANCE USE

A full property description of each address making up the subject property of this BEA is included in section 2.0 of the individual Phase I ESAs, C. 1999 (see Attachment D) which describes property location, site characteristics and improvements, and site and surrounding land use(s). Additionally, the environmental setting such as climate, topography, geology, hydrogeology, hydrology, surface water, site drainage, wells, underground utilities, wetlands, and historical record review is described in section 3.0 and 4.0 of the Phase I ESAs and section 2.0 of the Phase II ESAs (see Attachment E). The parcel addresses and Ward and Item numbers follow:

PARCEL ID	Address	Ward and Item Number
105	1470 East Atwater Street.	Parcel 7, Item 000005
109	1500 East Atwater Street	Parcel 7, Item 000004
113	1650 East Atwater Street	Parcel 7, Item 000001-3

A general property description follows.

The subject property of the BEA is comprised of three contiguous parcels with addresses 1470, 1500, and 1650 E. Atwater St. in Detroit, Michigan. The subject property is located on the Detroit River located along East Atwater Street in Detroit, MI between Rivard and Orleans Streets. The site location and topographic features are illustrated on Figures 1 and 2 found in Attachment A.

All three of the addresses making up the subject property have each been identified separately as a "facility."

3.1 Legal Description of Subject Area

The legal description for the subject property is as follows:

1470 East Atwater Street, Ward 7, Item 000005:
3 THRU 1, SUB OF RIOPELLE FARM L15 P 394-5 CITY RECORDS, WCR 7/2; 6 THRU 2, PLAT OF GUOIN FARM L11 P596 DEEDS, WCR 7/3. 213,963 SQ FT

1500 East Atwater Street, Ward 7, Item 000004:
6 THRU AND VAC RIOPELLE ST ADJ, SUB OF RIOPELLE FARM, L15 P394-5 CITY RECORDS, WCR 7/2. 84,539 SQ FT

1650 East Atwater Street, Ward 7, Items 000001-3:
5-4-3-2, BLK 2, PLAT OF ANTOINE DEQUINDRE FARM, L10 P716-7-8 CITY RECORDS, WCR 7/1. 81,428 SQ FT

3.2 Physical Description of Subject Area

The portion of the subject property identified as 1470 E. Atwater – Parcel 105, is currently utilized by Koenig as a cement blending and loadout operation. Table 1 describes details of each address within the subject property:

Table 1: Current Description of Subject Area for this BEA

Parcel (Address)	Location	Subject Area Description
1470 East Atwater Street	West end of the subject property nearest to Rivard St. bounded by vacant lots on the west.	This area is currently under operation by Koenig Fuel & Supply, LLC as a concrete blending and loadout station. It contains large raw material (aggregate) stockpiles, a small office building and silos and hoppers for blending concrete and loading cement trucks. There are two open gates to this area. This area is paved in some areas with asphalt and concrete, but also includes large areas of unpaved ground.
1500 East Atwater Street	Middle section of the subject property.	This address contains several buildings and large silos that are now closed but were used as the main operating area for the LaFarge Cement Company. This area is mostly paved with concrete and asphalt but contains some unpaved and grassy areas. There is a fence and locked gate on this area, but it is not secure as it has open connection to the other two addresses on the site.
1650 East Atwater Street	East end of the subject property nearest to Orleans Street, bounded by St. Aubin Park on the east side.	This area contains no buildings and is a mixture of vegetated area and open area with aggregate surface. Some truck trailers are stored in this area.

Photographs taken during the recently completed fieldwork to update the Phase II ESA may be found in Attachment C.

3.3 Past Use of Subject Area

The majority of the subject property for this BEA had previously been used for industrial purposes for over 100 years. All three addresses were most recently owned and operated by LaFarge Cement Company and the firm operating on 1470 E. Atwater – Parcel 105 at the time this report was prepared is Koenig Fuel & Supply Company a concrete blender and transporter. Historic use of the subject property included a cement warehouse;

concrete mixing plant; Public Lighting Commission Substation; several railroad spurs; the Detroit United Railway Power House; coal piles, transfer equipment and operations; two areas designated as "dump;" the Detroit Street Railway Company's Power House; a lime and stone yard; a lumber yard; a lime kiln; several boat slips; a sand and gravel dock; a dry dock; part of the Old Water Works Yard; and the Detroit, Grand Haven, and Milwaukee Railroad Car Repair Shops. In general, the historic use of the subject property has and is industrial. Descriptions of historic use of each address making up the subject property follows:

- **1470 East Atwater Street:** This property is slightly less than five acres in area and historically has been used as a cement warehouse; concrete mixing plant; a Public Lighting Commission Substation; several railroad spurs; the Detroit United Railway Power House; coal piles, transfer equipment and operations; two areas designated as "dump;" the Detroit Street Railway Company's Power House; a lime and stone yard; a lumber yard; a lime kiln; and several boat slips over the last hundred years or more. The most recent use was by LaFarge Cement Company as part of its cement mixing operations with various raw materials stockpiled on this site such as stone, sand, and other road base materials.

  No permanent structures currently exist on this property. A significant portion of the riverfront on this property has been filled in from its natural contour. The area filled can be determined in part from Sanborn Fire Insurance Maps, but appears to be at least an additional 150-foot strip of fill in place along the riverfront.

- **1500 East Atwater Street:** This property is slightly less than two acres in area and historically has been used as a cement warehouse; cement storage silos, concrete mixing plants; railroad spurs; the Detroit, Grand Haven, and Milwaukee Railroad Car Shops; a coal yard; and boat slips over the last hundred years or more. The most recent use was by LaFarge Cement Company as part of its cement mixing and storage operations.

  Numerous permanent structures currently exist on this property including a large cement plant, cement material storage silos, maintenance garages, and operations offices, all closed and out of operation. A significant portion of the riverfront on this property has been filled in from its natural contour. The area filled can be determined in part from Sanborn Fire Insurance Maps, but appears to be at least an additional 150-foot strip of fill in place along the riverfront.

- **1650 East Atwater Street:** This property is slightly less than two acres in area and historically has been used as part of cement and concrete mixing operations; a sand and gravel dock; a dry dock; part of the Old Water Works Yard; a boat slip; and the Detroit, Grand Haven, and Milwaukee Railroad Car Repair Shops over the last hundred years or more. The most recent use was by LaFarge Cement Company as

part of its cement mixing operations with various raw materials stockpiled on this site such as stone, sand, and other road base materials.

No permanent structures currently exist on this property. A significant portion of the riverfront on this property has been filled in from its natural contour. The area filled can be determined in part from Sanborn Fire Insurance Maps, but appears to be at least an additional 150-foot strip of fill in place along the riverfront.

3.4 Uses of Adjacent Properties

EM evaluated adjacent properties to determine the likelihood of migrating contamination that may affect the subject property. Of the addresses making up the subject property, 1470 E. Atwater is the western-most parcel, 1500 is the middle parcel, and 1650 is the eastern-most parcel. In general, the subject property is surrounded by the Detroit River to the South, the City of Detroit-owned St. Aubin Park to the East, and vacant lots to the north (across Atwater Street) and west.

3.5 Intended Future Use

The subject property's intended use is as a City of Detroit Riverfront Park. The intended use of the facility will not involve significant hazardous substance use, (management, storage, use and treatment of chemicals) beyond typical residential purposes.

Anticipated construction activities include clearing of vegetation, grading, installation of underground utilities and concrete foundations, placement of asphalt and concrete surfaces, landscaping and planting of vegetation, and possibly erection of building structures. The resulting park will be available for recreational use by persons of all ages.

4.0 KNOWN CONTAMINATION

4.1 Findings of the Phase I ESA

In 1999 ECT completed Phase I and II ESAs for the three addresses making up the subject property. The Phase I ESAs were reviewed and based on information supplied by EDC and Koenig (the current site operator for 1470 E. Atwater – Parcel 105); new Phase I ESAs were not conducted. According to EDC and Mike Schwartz (from Koenig); the owner of the property (LaFarge Company), and the operations conducted on the subject property, have not changed since 1999, the date of the Phase I ESAs.

The Phase I ESA reports revealed that historically, much of the entire subject property had been used for industrial purposes. EM finds that the subject property (all three addresses) has been utilized for industrial use for at least 100 years or longer. The industrial use during the late 19th, 20th and early 21st centuries is consistent with the development pattern of the area. The historic uses of the subject property (all three

parcels) included a cement warehouse; concrete mixing plant; Public Lighting Commission Substation; several railroad spurs; the Detroit United Railway Power House; coal piles, transfer equipment and operations; two areas designated as "dump;" the Detroit Street Railway Company's Power House; a lime and stone yard; a lumber yard; a lime kiln; several boat slips a sand and gravel dock; a dry dock; part of the Old Water Works Yard; and the Detroit, Grand Haven, and Milwaukee Railroad Car Repair Shops. These usages caused several recognized environmental concerns (REC's) to be identified on the entire subject property.

Based on the results from the Phase I ESAs conducted for these addresses, potential environmental concerns at the subject property were identified to be as follows:

- Wash pits for cleaning cement hauling trucks;
- Semi-truck usage, parking, and fueling;
- Property is an open LUST site;
- Transformer powerhouse formerly onsite;
- Former railroad tracks;
- Fill material along the waterfront; and
- The long history of industrial use.

The Phase I ESAs were followed up with Phase II ESAs at each site by ECT in 1999. The following section will discuss the results of the previous subsurface investigations within the subject property.

4.2 Summary of the Phase II ESA and subsequent Subsurface Investigations

A total of 3 soil borings and seven monitoring wells were completed on this combined property as part of the Phase II ESAs completed in 1999. A combination of soil and groundwater samples were collected from these locations as well as from three previously existing wells. All samples were tested for BTEX, PNAs, PCB, and the ten Michigan metals (arsenic, barium, cadmium, chromium, copper, lead, mercury, selenium, silver, and zinc). All soil and groundwater samples collected during the Phase II ESA contained at least one constituent at concentrations above Part 201 residential criteria. The most prevalent constituents of concern were metals found at levels exceeding GSI criteria. Fewer samples contained PNAs above residential criteria and one soil sample each contained BTEX and PCBs (beneath a transformer pole at 1650 Atwater St.) above residential criteria.

Due to the age of the Phase II data collected (approximately 6 years old) EDC retained EM to further investigate in the form of an Updated Phase II ESA to verify the results of the original Phase II investigation. The updated Phase II ESA was conducted for the benefit of The City of Detroit, a purchaser of the subject property.

Activities conducted during the updated (2005) Phase II ESA included a subsurface investigation via 5 soil borings, using Geoprobe®, to obtain soil and groundwater samples

from the site; and laboratory analyses of those samples for constituents identified in the previous investigations and based on past use of the subject property. Also, a groundwater sample was taken from MW-1, a monitoring well installed during ECT's 1999 subsurface investigation. The results revealed that applicable residential land use cleanup criteria were exceeded at several locations for some of the metals and semi-volatile compounds analyzed.

Specifically, metals, VOCs and SVOCs in the soil were found to exceed the "Protection of Groundwater/GSI" cleanup criteria for this property and at least one constituent at each sample location was found at concentrations exceeding residential GSI protection of surface water criteria. Also all of the groundwater samples collected during this phase of investigation contained metals or SVOCs exceeding GSI criteria. The detection of these compounds exceeding the GSI cleanup criteria qualifies the subject property for this BEA as a "facility" under Part 201 of P.A. 451, of 1994, as amended. Based upon knowledge obtained on the use of the site for industrial purposes in the past, EM concludes that the impact at the subject property results from the previous use of the site.

4.2.1 Field Observations

The original Phase II information is included in Attachment E. The following information summarizes the activities and results obtained during the most recent fieldwork performed on June 6, 2005 to update the Phase II report completed in 1999. Attachment F contains the Updated Phase II ESA Report.

In June 2005, EM installed five (5) soil borings and collected five soil samples and five groundwater samples from the subject property.

Most of the surface of subject property is covered with asphalt/concrete followed by fill material, extending down from surface to 1 to 10 ft below ground surface (BGS). In each soil boring water was encountered between five and 10 feet BGS. Soil type varied from topsoil, sand, and clay, to wood chips, gravel and mixed brick and other fill materials. Fill soil explored during the subsurface investigation at the subject property appeared mixed with other fill materials and debris in various locations. Occasional footings or buried debris was discovered throughout the subject property during this investigation.

Groundwater was observed in all five of the soil borings, and EM collected five groundwater samples from the site; four samples collected from temporary well points placed in the soil borings (at SB-2, 4, 5 and 6) and one from MW-1, a monitoring well installed in a previous investigation and which was located within four feet of the SB-1 soil boring.

4.2.2 Soil Sampling Results

The following table (Table 2) summarizes the analytical data gathered from soil sampling and analysis.

Table 2: Soil Analytical Results

Contaminant	CAS Number	Maximum Concentration (ppb) at the Site / Sample ID	Residential and Commercial I Generic Cleanup Criteria Exceeded	Criteria Value Exceeded
Arsenic	7440-38-2	20,000 / SB-5	Direct Contact	7,600
Mercury	7439-97-6	400 / SB-5	Protection of GSI	50
Fluoranthene	206-44-0	23,000 / SB-5	Protection of GSI	5,500
Naphthalene	91-20-3	1,500 / SB-5	Protection of GSI	870
Phenanthrene	85-01-8	18,000 / SB-5	Protection of GSI	5,300
1,2,4-Trimethylbenzene	95-63-6	1,900 / SB-6	Protection of GSI	570

4.2.3 Groundwater Sampling Results

The following table (Table 3) summarizes the analytical data gathered from groundwater sampling and analysis.

Table 3: Groundwater Analytical Results

Contaminant	CAS Number	Maximum Concentration (ppb) at the Site / Sample ID	Residential and Commercial I Generic Cleanup Criteria Exceeded	Criteria Value Exceeded
Mercury	7439-97-6	6.2 / SB-6	GSI	0.0013
Lead	7439-92-1	1100 / SB-6	GSI	14
Silver	7440-22-4	0.97 / SB-2	GSI	0.2
Fluoranthene	206-44-0	2.2 / SB-5	GSI	1.6

4.3 Criteria for Classifying Property as a Facility

A property may be considered a facility if known contaminates are found at concentrations exceeding generic residential cleanup criteria per Part 201 of Act 451, as amended. Soil and groundwater analytical data collected from the site was assembled in a table and compared with the residential and commercial I cleanup standards provided under Part 201, P.A. 451 of 1994, as amended. Analytical data is found on Tables 1 and 2 in the updated Phase II ESA Report prepared by Enviro Matrix, Inc. in 2005 (see Attachment F for the summary of the laboratory analytical data). For each constituent detected in soil and groundwater during this investigation, the most restrictive of Soil Volatilization to Indoor Air Inhalation Criteria (SVIIC), Soil Direct Contact Criteria, and Groundwater-Surface water Interface (GSI) Criteria for Residential and Commercial I land use were selected as applicable cleanup criteria for the subject site. The soil and groundwater cleanup criteria established under the Part 201 of the Natural Resources and Environmental Protection Action, 1994 P.A. 451, as amended, were utilized for determining the status of this property as a facility or not.

A review of the subsurface conditions observed during the investigation at the site suggests that the soil encountered at the site is generally mixed fill overlying moist clay, which starts typically no deeper than 10 ft. BGS. Municipal water supply is the source of potable water in the City of Detroit. These subsurface conditions suggest that the health-based or aesthetic drinking water cleanup criteria are not applicable to the subject site. Since the groundwater encountered at this property is not considered an aquifer, the groundwater related exposure pathways such as drinking water are not applicable as outlined in MDEQ Operational Memorandum No. 11, revised on August 25, 1997.

The volatilization of contaminants from soil to indoor air and to ambient air is a relevant pathway if the presence of volatile contaminants exists at shallow depth. Construction/utility workers and others could be exposed to the impacted soil during any future excavation/construction and use of subsurface structure in the impacted area; however, volatilization to indoor air inhalation (VIAH) cleanup criteria are not applicable to the subject property since none of the volatile compounds exceeds the VAIH criteria for the soil samples collected on June 6, 2005.

In regard to the direct contact criteria, only Arsenic (in soil at location SB-5) was found at levels exceeding those criteria. The possibility of direct contact with arsenic in impacted soil is an exposure pathway relevant to the subject site.

The most frequent criteria exceeded by constituents at the subject property are the GSI criteria for both soil and groundwater. As this property is located along the Detroit River and there is groundwater evident in the site soil borings and monitoring wells, the "groundwater-surface water Interface" (GSI) criteria are considered to be applicable to this property.

Given that direct contact, and GSI are identified as the potential exposure and migration pathways for potential receptors in reference to impacted soil and groundwater at the site the criteria for those pathways must be evaluated when determining if the property is a "facility."

Based on the subsurface and analytical results of this investigation and provision in Part 201 of P.A. 451 of 1994, as amended, this provides the basis for the conclusion that the subject property is a facility.

Additional characterization and delineation of known contaminants is not required for a Type N BEA.

5.0 LIKELIHOOD OF OTHER CONTAMINATION

5.1 Contamination from the Subject Property

The constituents of concern found in soil and groundwater samples on the subject property (metals and PNAs) are widespread and consistent with the long historic use of the property and the types of fill material typically used along urban industrial waterfront properties in Midwest industrial cities (foundry sand, construction and demolition debris, etc.). Considering the historical industrial use of the subject property, the likelihood for other contaminants not identified exists.

The only point sources identified by the subsurface investigations were in the location of a removed UST (SB-6) and under a transformer power pole. Both of those potential point sources have been removed. Therefore contamination in soil and groundwater at the subject site are considered to be relatively stable and not susceptible to future exacerbation.

5.2 Contamination from Adjacent and Nearby Properties

The adjacent and nearby properties are either vacant or recreational in nature. Based upon known research and information, and the length of use of the subject property and surrounding properties, EM does not expect adjacent and nearby properties to exacerbate the levels of the constituents of concern in soil and groundwater in a manner so as to significantly change the property characterization as defined in this report and previous subsurface investigations.

5.3 Nearby Sites of Contamination

A review of the Phase I ESA reports indicated that the property located to the east of the subject property (now St. Aubin Park) has soil impacted with metals and that some of that soil may have been used to construct the berm separating the two sites. In addition, records indicate that the same property to the east may have had from two to five USTs located on the site at one time. The adjacent property to the west is also suspected of formerly having USTs on the site (based on conversations with the current operators and also included in the Phase I ESA for the subject property).

6.0 ALTERNATIVE APPROACHES

NA

7.0 BEA CONCLUSIONS

Based upon EM's evaluation and data gathered, the subject property, comprised of the three contiguous parcels: 1470, 1500, and 1650 East Atwater Street is a "facility" per Part 201 of Act 451, of 1994 as amended. The purchaser is eligible for exemption from liability pursuant to Part 201 of Act 451, as Amended.

The subject property is a "facility" due to various metals, VOC, and SVOC compounds having been found in concentrations exceeding the generic residential cleanup criteria set forth in Part 201 of Act 451.

Based on the visual observations and analytical results of soil and groundwater samples collected during this phase of work, EM concludes:

- Soil explored during the subsurface investigation at the subject property appeared to contain materials and staining that was not naturally occurring. The nature of much of the material in the soil was indicative of fill materials often used in filling riverfront properties in Detroit including such things as foundry sand, crushed brick and concrete, wood chips and sawdust, and other types of debris. Occasional buried demolition debris was discovered throughout the subject property during this investigation.
- Metals and SVOC constituents were found in groundwater above GSI criteria. VOCs were not detected in any samples above GSI criteria.
- Metals, SVOC, and VOC constituents were found in soil above both direct contact and protection of GSI criteria.
- Inhalation criteria do not apply as all VOCs were detected below those criteria. Drinking water criteria do not apply as there was no aquifer found on the subject property.
- All soil and groundwater samples contained at least one constituent at concentrations above one of the relevant Part 201 criteria used for determination if a property is a "facility."

Drinking water criteria was not found to apply to this property due to the fact that no usable aquifer exists on the property. Indoor and ambient air inhalation criteria were also found not to apply to this property as all volatile constituents were detected at concentrations below those criteria.

The City of Detroit intends to utilize the property for recreational purposes as a city riverfront park. Future use of the property as a recreational development will not involve significant hazardous substance use (i.e. use, storage, management, treatment) beyond that expected with normal residential usage.

EM prepared this Type "N" BEA in accordance with Part 201 of Act 451. Future releases of contamination will be distinguishable from existing contamination because hazardous substances at the subject property will not be utilized in the future.

7.1 Limitations

This report has been prepared in accordance with standard industry practice for a Baseline Environmental Assessment. The information presented is based in part on the laboratory analytical results of the soil samples collected by EM during the Updated Phase II ESA at the subject site, which was intended only to verify if contamination exists in the prescribed locations, and to determine whether this site is a "facility" or not. Soil conditions between and beyond the sampling locations and the areas not investigated may be different than the conditions indicated by the analytical results at the sampling locations. The information and conclusions presented in this report reflect EM's best judgment and should be implemented only in light of the information available to EM at the time of preparation, and are for use exclusively by the City of Detroit. Any use which a third party (other than the City of Detroit) makes of this report, or any reliance on or decisions to be made based on it, are the responsibility of such third parties. EM accepts no responsibility for damages, if any, suffered by any third party, because of decisions made or actions based on this report. EM will not distribute or publish this report lacking consent from the City of Detroit, unless required by law or court order. This document provides a reasonable environmental assessment of the conditions at the site as of June 10, 2005 and makes conclusions and recommendations based on these findings.

8.0 REFERENCES

The following reports were used as a source of information during the preparation of this BEA:

1. ECT, "1470 East Atwater Street, Phase I Environmental Site Assessment Summary Report and Certification," May 28, 1999

2. ECT, "1500 East Atwater Street, Phase I Environmental Site Assessment Summary Report and Certification," May 28, 1999

3. ECT, "1650 East Atwater Street, Phase I Environmental Site Assessment Summary Report and Certification," May 28, 1999

4. ECT, "Phase II Environmental Site Assessment, Waterfront Reclamation and Casino Project, Detroit, Michigan, 1470 East Atwater Street," August, 1998

5. ECT, "Phase II Environmental Site Assessment, Waterfront Reclamation and Casino Project, Detroit, Michigan, 1500 East Atwater Street," August, 1998

6. ECT, "Phase II Environmental Site Assessment, Waterfront Reclamation and Casino Project, Detroit, Michigan, 1650 East Atwater Street," August, 1998

7. EM, "Updated Phase II Environmental Site Assessment, LaFarge Property; 1470, 1500, and 1650 East Atwater Street," June 2005

9.0 ATTACHMENTS

Attachment A – Maps and Figures
Attachment B – Legal Description
Attachment C – Photographs
Attachment D – Phase I ESA Reports
Attachment E - Phase II ESA Report
Attachment F – Updated Phase II ESA Report

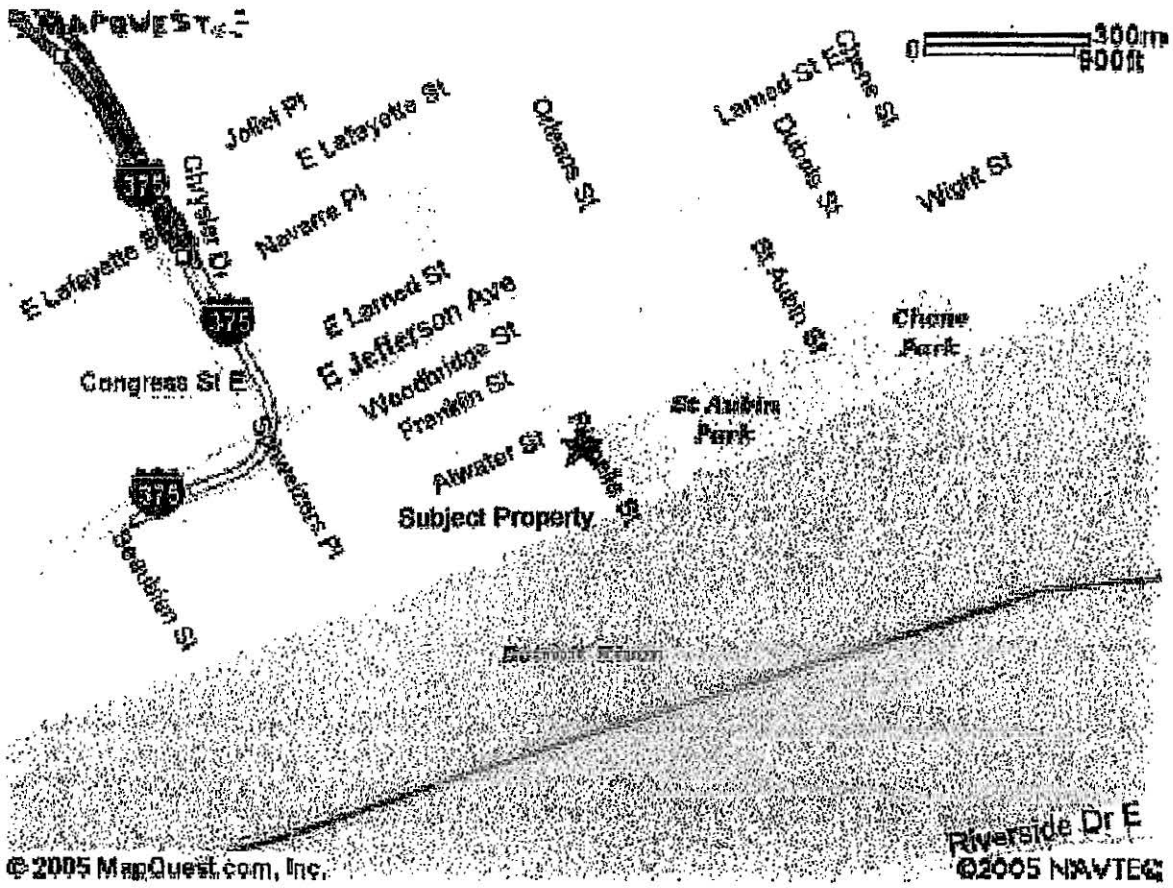


FIGURE 1: SITE LOCATION MAP LAFARGE PROPERTY DETROIT, MI	MAPQUEST.COM EM JOB NO:05-027	ENVIRO MATRIX, INC. *ENGINEERING EXCELLENCE* 163 MADISON, SUITE 104 DETROIT, MI 48226 JUNE 13, 2005

ENVIRO MATRIX
Engineering Excellence

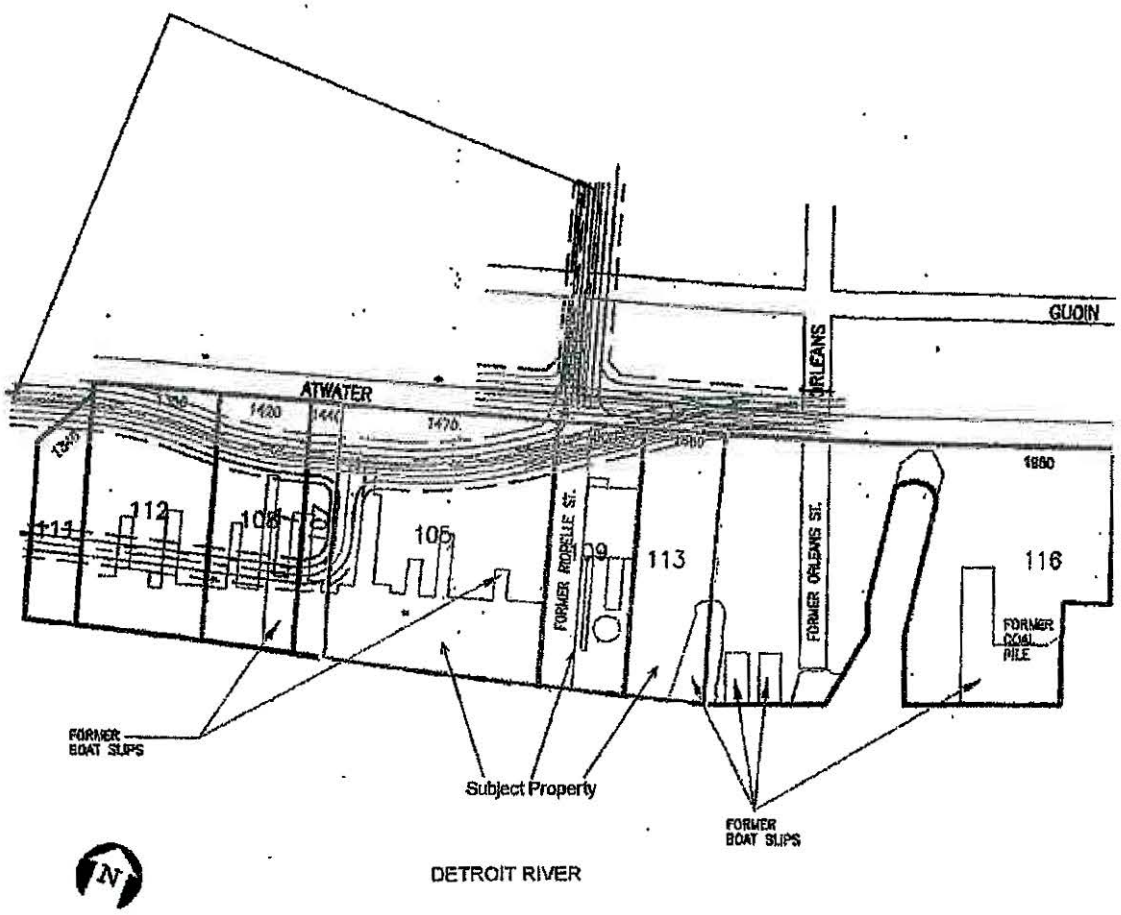


FIGURE 2: **SITE FEATURES MAP** **LAFARGE PROPERTY** **DETROIT, MI**	**MAPQUEST.COM** **EM JOB NO:05-027**	**ENVIRO MATRIX, INC.** ***ENGINEERING EXCELLENCE*** **163 MADISON, SUITE 104** **DETROIT, MI 48226** **JUNE 13, 2005**

ENVIRO MATRIX
Engineering Excellence

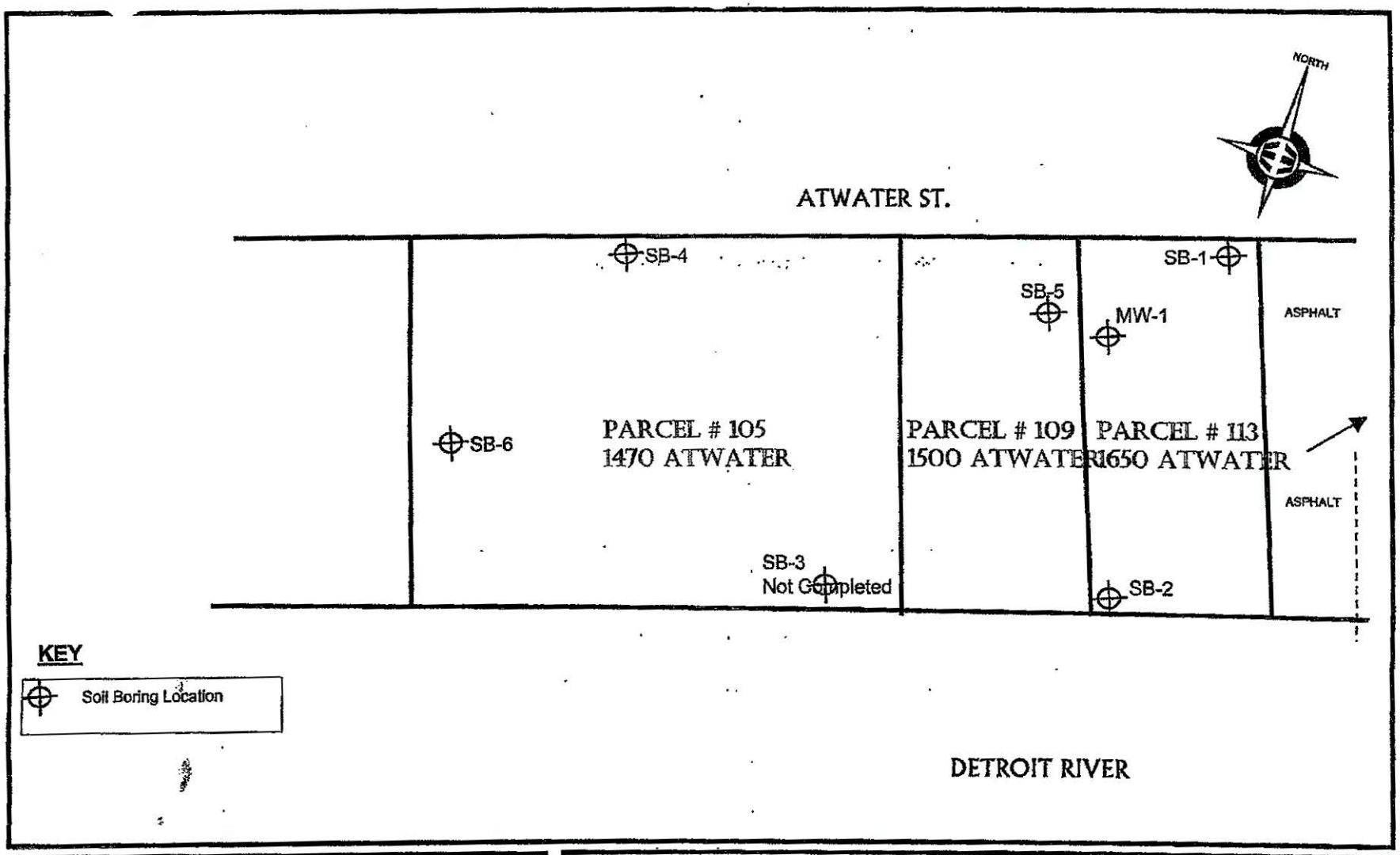


FIGURE 3 :SOIL BORING LOCATIONS

PHASE II ESA
LaFARGE Parcels
Atwater, Michigan

ENVIRO MATRIX, INC.
ENGINEERING EXCELLENCE
163 MADISON, SUITE 104, DETROIT, MI 48226

0 30 60
FEET

EM JOB NO: 05-027

JUNE 2005

APPENDIX B: TABLES R 299.5750 FOOTNOTES FOR GENERIC CLEANUP CRITERIA TABLES

TABLE 1 : SOIL ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilization To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8260		EPA 8260		EPA 8261		EPA 8262		EPA 8263	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Acetone	1.90E+08	1.1E+8 (C)	2.30E+07	34,000	ND	560	ND	451	ND	504	ND	460	ND	892
Acrylonitrile	2.10E+06	4.80E+06	4.30E+06	NA	ND	560	ND	451	ND	504	ND	160	ND	892
Benzene	79,000	1,600	1.80E+05	4,000(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Bromobenzene	4.50E+05	3.10E+05	5.40E+05	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Bromodichloromethane	19,000	1,200	1.10E+05	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Bromoform	9.00E+05	1.50E+05	8.20E+05	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Bromomethane	1.40E+05	860	3.20E+05	700	ND	56	ND	45	ND	50	ND	46	ND	89
n-Butylbenzene	ID	ID	2.50E+06	ID	ND	56	ND	45	ND	50	ND	46	120	89
sec-Butylbenzene	ID	ID	2.50E+06	ID	ND	56	ND	45	ND	50	ND	46	190	89
tert-Butylbenzene	ID	ID	2.50E+06	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Carbon Disulfide	1.9E+7	76,000	2.8E+5 (C,DD)	ID	ND	560	ND	451	ND	504	ND	460	ND	892
Carbon tetrachloride	28,000	190	96,000	900(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Chlorobenzene	2.10E+06	1.20E+05	2.6E+5 (C)	940	ND	56	ND	45	ND	50	ND	46	ND	89
Chloroethane	2.80E+08	9.5E+5 (C)	9.5E+5 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Chloroform	270,000	7,200	1.20E+06	3,400(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Chloromethane	1,000,000	2,300	1.1E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Dibromochloromethane	33,000	3,900	1.10E+05	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Dibromomethane	ID	ID	2.0E+6 (C)	NA	ND	56	ND	45	ND	50	ND	46	ND	89
1,2-Dichlorobenzene	5.20E+07	2.1E+5 (C)	2.1E+5 (C)	360	ND	56	ND	45	ND	50	ND	46	ND	89
1,3-Dichlorobenzene	ID	ID	1.7E+5 (C)	1,100	ND	56	ND	45	ND	50	ND	46	ND	89
1,4-Dichlorobenzene	110,000	19,000	4.00E+05	290	ND	56	ND	45	ND	50	ND	46	ND	89
Dichlorodifluoromethane	1.40E+09	9.00E+05	1.0E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
1,1- Dichloroethane	1.40E+07	2.30E+05	8.9E+5 (C)	15,000	ND	56	ND	45	ND	50	ND	46	ND	89
1,2- Dichloroethane	26,000	2,100	91,000	7200(X)	ND	56	ND	45	ND	50	ND	46	ND	89
1,1- Dichloroethene	13,000	62	2.00E+05	1300(X)	ND	56	ND	45	ND	50	ND	46	ND	89
cis-1,2-Dichloroethylene	990,000	22,000	6.4E+5 (C)	12,000	ND	56	ND	45	ND	50	ND	46	ND	89
tr-1,2-Dichloroethylene	2,000,000	23,000	1.4E+6 (C)	30,000	ND	56	ND	45	ND	50	ND	46	ND	89

TABLE 1 : SOIL ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilization To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8260		EPA 8260		EPA 8261		EPA 8262		EPA 8263	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
1,2-Dichloropropane	110,000	4,000	1.40E+05	5,800(X)	ND	56	ND	45	ND	50	ND	46	ND	89
1,3-Dichloropropene	160,000	1,000	10,000	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Diethylether	3.40E+08	7.4E+6 (C)	7.4E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Ethylbenzene	2,200,000	87,000	1.4E+5 (C)	360	ND	56	ND	45	ND	50	ND	46	110	89
Hexachloroethane	930,000	40,000	2.30E+05	1800(X)	ND	56	ND	45	ND	50	ND	46	ND	89
2-Hexanone	1.40E+06	9.90E+05	2.5E+6 (C)	NA	ND	560	ND	451	ND	504	ND	460	ND	892
Isopropylbenzene	2.80E+06	3.9E+5 (C)	3.9E+5 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
4-Methyl-2-pentanone	6.70E+07	2.7E+6 (C)	2.7E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
MTBE	8.70E+07	5.9E+6 (C)	1.50E+06	15,000(X)	ND	560	ND	451	ND	504	ND	460	ND	892
n-Propylbenzene	ID	ID	2.50E+06	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Styrene	1.40E+06	2.50E+05	4.00E+05	2.20E+03	ND	56	ND	45	ND	50	ND	46	ND	89
1,1,2,2-Tetrachloroethane	14,000	4,300	53,000	1,600(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Tetrachloroethene	1,100,000	11,000	88,000 (C)	900(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Tetrahydrofuran	1.60E+08	1.30E+06	2.90E+06	2.2E+5(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Toluene	1.20E+07	2.5E+5 (C)	2.5E+5 (C)	2,800	ND	56	ND	45	110	50	ND	46	220	89
1,2,4-Trichlorobenzene	2.80E+07	1.1E+6 (C)	9.9E+5 (DD)	1,800	ND	56	ND	45	ND	50	ND	46	ND	89
1,1,1-Trichloroethane	2.80E+07	2.50E+05	4.6E+5 (C)	4,000	ND	56	ND	45	ND	50	ND	46	ND	89
1,1,2-Trichloroethane	44,000	4,600	1.80E+05	6,600(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Trichloroethene	390,000	7,100	5.0E+5 (C,DD)	4,000(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Trichlorofluoromethane	1.50E+09	5.6E+5 (C)	5.6E+5 (C)	NA	ND	56	ND	45	ND	50	ND	46	ND	89
1,2,3-Trichloropropane	ID	ID	8.3E+5 (C)	NA	ND	56	ND	45	ND	50	ND	46	ND	89
1,2,4-Trimethylbenzene	5.00E+08	1.1E+5 (C)	1.1E+5 (C)	570	ND	56	ND	45	100	50	ND	46	1,900	89
1,3,5-Trimethylbenzene	3.80E+08	94,000 (C)	94,000 (C)	1,100	ND	56	ND	45	ND	50	ND	46	ND	89
Vinyl chloride	73,000	270	3,800	300	ND	56	ND	45	ND	50	ND	46	ND	89
Total Xylenes	1.30E+08	1.5E+5 (C)	1.5E+5 (C)	700	ND	168	ND	135	230	151	ND	46	680	268

ND: not detected (below the laboratory method detection limit (MDL))

TABLE 2: SOIL ANALYTICAL DATA - PNAs AND METALS

SEMI-VOLATILES	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilization To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8270		EPA 8270		EPA 8270		EPA 8270		EPA 8271	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Acenaphthene	8.10E+07	1.90E+08	4.10E+07	4400	ND	244	ND	244	280	253	2,500	247	ND	476
Acenaphthylene	2.20E+06	1.60E+06	1.60E+06	ID	ND	244	ND	244	300	253	280	247	ND	476
Anthracene	1.40E+09	1.0E+9 (D)	2.30E+08	ID	ND	244	280	244	ND	253	ND	247	ND	476
Benzo(a)anthracene (Q)	NLV	NLV	20,000	NLL	ND	244	680	244	2,000	253	11,000	247	ND	476
Benzo(a)pyrene (Q)	NLV	NLV	2,000	NLL	300	244	640	244	1,700	253	7,400	247	ND	476
Benzo(b)fluoranthene	ID	ID	20,000	NLL	270	244	580	244	1,600	253	7,500	247	ND	476
Benzo(g,h,i)pyrelene	NLV	NLV	2.50E+06	NLL	ND	244	290	244	840	253	3,700	247	ND	476
Benzo(k)fluoranthene	NLV	NLV	2.00E+05	NLL	280	244	660	244	1,600	253	6,100	247	ND	476
Chrysene (Q)	ID	ID	2.00E+06	NLL	330	244	710	244	1,900	253	8,700	247	ND	476
Dibenzo(a,h)anthracene (Q)	NLV	NLV	2,000	NLL	ND	244	ND	244	ND	253	790	247	ND	476
Fluoranthene	7.40E+08	1.0E+9 (D)	4.60E+07	5,500	520	244	1,700	244	4,700	253	23,000	247	ND	476
Fluorene	1.30E+08	5.80E+08	2.70E+07	5,300	ND	244	ND	244	460	253	3,700	247	ND	476
Indeno(1,2,3-cd)pyrene (Q)	NLV	NLV	20,000	NLL	240	244	440	244	4,100	253	ND	247	ND	476
2-Methylnaphthalene	ID	ID	8.10E+06	ID	ND	244	ND	244	270	253	1,200	247	ND	476
Naphthalene	3.00E+05	2.50E+05	1.60E+07	870	ND	244	ND	244	250	253	1,500	247	ND	476
Phenanthrene	1.60E+05	2.80E+06	1.60E+06	5,300	440	244	1,100	244	3,600	253	18,000	247	ND	476
Pyrene	6.50E+08	1.0E+9 (D)	2.90E+07	ID	510	244	1,500	244	4,000	253	23,000	247	ND	476

ND: not detected {below the laboratory method det

TABLE 2: SOIL ANALYTICAL DATA - PNAs AND METALS

METALS	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilization To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 6020		EPA 6020		EPA 6021		EPA 6022		EPA 6023	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Arsenic	NLV	NLV	7,600	70,000(X)	13,000	117	7,000	117	8,000	122	20,000	119	4,600	229
Barium	NLV	NLV	37,000,000	(G,X)	56,000	91	50,000	91	55,000	95	100,000	93	210,000	179
Cadmium	NLV	NLV	550,000	(G,X)	ND	55	ND	55	ND	57	240	56	ND	107
Chromium	NLV	NLV	NA	3,300	7,400	91	21,000	91	6,200	95	12,000	93	9,800	179
Copper	NLV	NLV	20,000,000	(G)	390,000	91	28,000	91	54,000	95	130,000	93	220,000	179
Lead	NLV	NLV	400,000	(G,M,X)	270,000	97	34,000	97	180,000	101	250,000	98	120,000	189
Mercury	52,000	48,000	160,000	100	190	2.4	ND	2.4	110	2.5	400	2.5	57	4.8
Selenium	NLV	NLV	2,600,000	400	ND	165	ND	165	ND	171	ND	167	ND	321
Silver	NLV	NLV	2,500,000	500(M)	ND	91	ND	91	ND	95	ND	93	200	179
Zinc	NLV	NLV	170,000,000	(G)	100,000	91	63,000	91	190,000	95	140,000	93	200,000	179

TABLE 1 : GROUNDWATER ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria														
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6		
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05		
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Analytical Method No.					EPA 8260		EPA 8260		EPA 8260		EPA 8260		EPA 8260		
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB		
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	
Acetone	730	1,700	1.0E+9 (D,S)	3.10E+07	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Acrylonitrile	140	NA	2.40E+07	5.60E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Benzene	5.0 (A)	200 (X)	5.60E+03	1.10E+04	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromobenzene	18	NA	180,000	12,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromodichloromethane	100 (A,W)	ID	4.80E+03	1.40E+04	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromoform	100 (A,W)	ID	470,000	140,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromomethane	10	35	4,000	7.00E+04	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
n-Butylbenzene	80	ID	ID	5,900	1.3	1.0	ND	1.0	ND	1.0	ND	1.0	120	1.0	
sec-Butylbenzene	80	ID	ID	4,400	ND	1.0	ND	1.0	ND	1.0	ND	1.0	190	1.0	
tert-Butylbenzene	80	ID	ID	8,900	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Carbon Disulfide	800	ID	2.50E+05	1.2E+6 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Carbon tetrachloride	5.0 (A)	45 (X)	370	4,600	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chlorobenzene	100 (A)	47	2.10E+05	86,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chloroethane	430	ID	5.7E+6 (S)	4.40E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chloroform	100 (A,W)	170 (X)	28,000	1.50E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chloromethane	260	ID	8,600	4.90E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Dibromochloromethane	100 (A,W)	ID	14,000	18,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Dibromomethane	80	NA	ID	5.30E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2-Dichlorobenzene	600 (A)	16	1.6E+5 (S)	1.6E+5 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,3-Dichlorobenzene	6.6	38	ID	2,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,4-Dichlorobenzene	75 (A)	13	16,000	6,400	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Dichlorodifluoromethane	1,700	ID	2.20E+05	3.0E+5 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1- Dichloroethane	880	740	1.00E+06	2.40E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2- Dichloroethane	5.0 (A)	360 (X)	9,600	19,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1- Dichloroethene	7.0 (A)	65 (X)	200	11,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
cis-1,2-Dichloroethylene	70 (A)	620	93,000	2.00E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
tr-1,2-Dichloroethylene	100 (A)	1,500	85,000	2.20E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	

TABLE 1 : GROUNDWATER ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria														
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6		
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05		
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Analytical Method No.					EPA 8260		EPA 8260		EPA 8260		EPA 8260		EPA 8260		
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB		
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	
1,2-Dichloropropane	5.0 (A)	290 (X)	16,000	16,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,3-Dichloropropene	8.5	NA	3,900	5,500	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Diethylether	10 (E,M)	ID	6.1E+7 (S)	3.50E+07	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Ethylbenzene	74 (E)	18	1.10E+05	1.7E+5 (S)	1.5	1.0	ND	1.0	ND	1.0	ND	1.0	110	1.0	
Hexachloroethane	7.3	6.7 (X)	27,000	1,900	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
2-Hexanone	1,000	NA	4.20E+06	5.20E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Isopropylbenzene	800	ID	56,000 (S)	56,000 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
4-Methyl-2-pentanone	1,800	ID	2.0E+7 (S)	1.30E+07	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
MTBE	40 (E)	730 (X)	4.7E+7 (S)	6.10E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
n-Propylbenzene	80	ID	ID	15,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Styrene	100 (A)	80	1.70E+05	9,700	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1,2,2-Tetrachloroethane	8.5	78 (X)	12,000	4,700	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Tetrachloroethene	5.0 (A)	45 (X)	25,000	12,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Tetrahydrofuran	95	11,000 (X)	6.90E+06	1.60E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Toluene	790 (E)	140	5.3E+5 (S)	5.3E+5 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	220	1.0	
1,2,4-Trichlorobenzene	70 (A)	30	3.0E+5 (S)	19,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1,1-Trichloroethane	200 (A)	200	6.60E+05	1.3E+6 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1,2-Trichloroethane	5.0 (A)	330 (X)	17,000	21,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Trichloroethene	5.0 (A)	200 (X)	15,000	22,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Trichlorofluoromethane	2,600	NA	1.1E+6 (S)	1.1E+6 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2,3-Trichloropropane	42	NA	ID	84,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2,4-Trimethylbenzene	63 (E)	17	56,000 (S)	56,000 (S)	1.6	1.0	ND	1.0	ND	1.0	ND	1.0	1.9	1.0	
1,3,5-Trimethylbenzene	72 (E)	45	61,000 (S)	61,000 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	1.0	1.0	
Vinyl chloride	2.0 (A)	15	1,100	1,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Total Xylenes	280 (E)	35	1.9E+5 (S)	1.9E+5 (S)	3.3	3.0	ND	3.0	ND	3.0	ND	3.0	ND	3.0	

ND: not detected {below the laboratory method detection limit (MDL)}

TABLE 2: GROUNDWATER ANALYTICAL DATA - PNAs AND METALS

SEMI-VOLATILES	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6	
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8270		EPA 8270		EPA 8270		EPA 8270		EPA 8271	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Acenaphthene	1,300	19	4,200 (S)	4,200 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Acenaphthylene	52	ID	3,900 (S)	3,900 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Anthracene	43 (S)	ID	43 (S)	43 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(a)anthracene (Q)	2.1	ID	NLV	9.4 (S,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(a)pyrene (Q)	2.0 (M)	ID	ID	2.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(b)fluoranthene	5.0 (M)	NA	NLV	5.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(g,h,i)pyrelene	5.0 (M)	NA	NLV	5.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(k)fluoranthene	5.0 (A)	ID	NLV	2.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Chrysene (Q)	5.0 (M)	ID	ID	5.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Dibenzo(a,h)anthracene (Q)	2.0 (M)	ID	NLV	2.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Fluoranthene	210 (S)	5.0 (M)	210 (S)	210 (S)	ND	1.0	ND	1.1	ND	1.0	2.2	1.0	ND	1.2
Fluorene	880	12	2,000 (S)	2,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Indeno(1,2,3-cd)pyrene (Q)	2.0 (M)	ID	NLV	2.0 (AA,M)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
2-Methylnaphthalene	260	ID	ID	25,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Naphthalene	520	13	31,000 (S)	31,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Phenanthrene	52	5.0 (M)	1,000 (S)	1,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Pyrene	140 (S)	ID	140 (S)	140 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2

ND: not detected (below the laboratory method de

TABLE 2: GROUNDWATER ANALYTICAL DATA - PNAs AND METALS

METALS	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6	
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 6020		EPA 6020		EPA 6021		EPA 6022		EPA 6023	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Arsenic	50 (A)	150 (X)	NLV	4,300	17	2.1	5.7	2.1	ND	2.1	9.4	2.1	62	2.1
Barium	2,000 (A)	(G,X)	NLV	1.40E+07	180	1.5	160	1.5	150	1.5	290	1.5	950	1.5
Cadmium	5.0 (A)	(G,X)	NLV	1.90E+05	1.8	0.9	ND	0.9	ND	0.9	ND	0.9	ND	0.9
Chromium	100 (A)	11	NLV	4.60E+05	11	1.5	4.1	1.5	7.0	1.5	27	1.5	35	1.5
Copper	1,000 (E)	(G)	NLV	7.40E+06	8.3	1.5	170	1.5	9.5	1.5	170	1.5	510	1.5
Lead	4.0 (L)	(G,X)	NLV	ID	1	0.16	0.8	0.16	0.84	0.16	4.2	0.16	6.2	0.16
Mercury	2.0 (A)	0.0013	56 (S)	56 (S)	16	1.6	160	1.6	37	1.6	310	1.6	1,100	1.6
Selenium	50 (A)	5	NLV	9.70E+05	ND	2.7	ND	2.7	ND	2.7	ND	2.7	ND	2.7
Silver	34	0.2 (M)	NLV	1.50E+06	ND	0.15	0.97	0.14	0.58	0.14	ND	0.14	ND	0.14
Zinc	2,400	(G)	NLV	1.10E+08	88	1.5	200	1.5	75	95	280	95	670	95

@water Loft South

Brownfield Redevelopment

SBT Credit Application Part II

November 2, 2006

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List of Appendices

MICHIGAN ECONOMIC DEVELOPMENT CORPORATION

300 N. WASHINGTON SQ.
LANSING, MI 48913

CUSTOMER
CONTACT CENTER
517 373 9808

WWW.MICHIGAN.ORG

November 20, 2006

Mr. Dwight E. Belyue, Member
@ Water Lofts, LLC
78 Watson, Suite 100
Detroit, Michigan 48201

Dear Mr. Belyue:

Enclosed is a certified copy of the Michigan Economic Growth Authority (MEGA) Resolution 2006-97, adopted at the November 14, 2006, MEGA Board meeting, authorizing a brownfield redevelopment tax credit for @ Water Lofts, LLC.

Any questions regarding this matter should be directed to Peter Anastor at 517.373.9014.

Thank you for choosing Michigan!

Sincerely,

Karen Ammarman

Karen Ammarman
Secretary to the MEGA Board

Enclosure

RESOLUTION 2006-97
MICHIGAN ECONOMIC GROWTH AUTHORITY (MEGA)
@ Water Lofts, LLC

Brownfield Redevelopment SBT Credit

At the meeting of the Michigan Economic Growth Authority (MEGA) held on November 14, 2006, in Lansing, Michigan.

WHEREAS, the MEGA Board is authorized by Public Act 726 of 2002 (the "Act") to approve projects for brownfield redevelopment tax credits created by Section 38g of the Act;

WHEREAS, @ Water Lofts, LLC, ("the Applicant"), is a qualified taxpayer pursuant to the requirements of the Act;

WHEREAS, in compliance with the Act, the Applicant propose to make eligible investment up to $97,089,603 at an eligible property site which has been determined to be a facility by the Department of Environmental Quality and is located in the City of Detroit, and is the subject of a brownfield plan, duly approved by the City of Detroit Brownfield Redevelopment Authority and the City of Detroit, (the "Project"); and

WHEREAS, the project will involve investment for new building construction;

NOW THEREFORE, BE IT RESOLVED that the MEGA Board approves the Project and authorizes a SBT Brownfield Redevelopment Credit of 10 percent of the eligible investment in the Project up to a maximum credit of $9,708,960 consistent with the Brownfield Redevelopment SBT Application Part I and Part II signed by the applicant on October 16, 2006.

Provided that:

Any environmental contamination encountered at the site will be dealt with as required to protect the public health, safety and welfare and environment

BE IT FURTHER RESOLVED that the brownfield redevelopment credit is contingent on the issuance by the MEGA of certificates of completion for the Project, which Project shall be completed not more than five years after the date of a pre-approval letter issued by the MEGA for this Project, pursuant to the Act.

ADOPTED

AYES: Cullen DuBose, James Epolito, Bo Garcia, Michael Kapp (acting on behalf of Kirk Steudle, authorization attached), Scott Schrager (acting on behalf of Robert Kleine, authorization attached), Robert Swanson.

NAYS: None.

November 14, 2006
Lansing, Michigan

MICHIGAN ECONOMIC DEVELOPMENT CORPORATION

300 N. WASHINGTON SQ.
LANSING, MI 48913

CUSTOMER
CONTACT CENTER
517 373 9808

WWW.MICHIGAN.ORG

Michigan Economic Growth Authority (MEGA)

Certificate

Resolution 2006-97

@ Water Lofts, LLC

I, Karen Ammarman, Secretary to the MEGA Board, do hereby certify that the attached is a true and complete copy of a resolution adopted by the MEGA board at a meeting on November 14, 2006, and that public notice of said meeting was given pursuant to Act No. 24, Public Acts of Michigan, 1995, including the case of a special or rescheduled regular meeting, or a meeting recessed for more than 36 hours, notice by posting at least 18 hours prior to the time set for the meeting.

IN WITNESS WHEREOF, I have hereto affixed my signature this 20th day of November, A.D. 2006.

Karen Ammarman
Secretary to the MEGA Board

Carol Knobloch Johns
Carol Knobloch Johns, Recording Secretary
MEGA Board

Michigan Economic Growth Authority (MEGA)
Michigan Economic Development Corporation
Brownfield Redevelopment SBT Credit Application – PART II

Lansing, MI 48913

Project Name/Working Title	Eligible Property Address, City, Village, or Township and County
@water Lofts South	**1470 E. Atwater**
(this name should be used consistently in all project correspondence, including TIF related requests)	**Detroit, Wayne County**

MUNICIPALITY CERTIFICATION OF APPROVED BROWNFIELD PLAN

To be completed by the municipality or county authorizing the Brownfield Redevelopment Authority and in which Eligible Property is located

Parcel Number(s) where the eligible property is located	**Brownfield Plan Approval Date** - date the governing body of the municipality or county approved brownfield designation of the property
Ward 07 Item 000005	October 2006
Street Address of the eligible property	**Name of the Brownfield Redevelopment Authority**
1470 E. Atwater	City of Detroit Brownfield Redevelopment Authority
	Type of Eligible Property (check only one)
	☒ Facility ☐ Blighted ☐ Functionally Obsolete

Affix Seal Here	**CERTIFICATION** I certify that the property identified above is designated as an eligible property in an approved brownfield plan.	
	Name of the Municipality or County	**Telephone Number**
	City of Detroit, Wayne County	313-224-3270
	Signature of Authorized Clerk	
	Vivian A Hudson 10/20/06	

DESIGNATED REPRESENTATIVE

The following qualified taxpayer will designate when the approved project is completed and determine how credits shall be distributed among the qualified taxpayers if there are cost overruns at the completion of the project.

Name	Title	Telephone Number
Dwight E. Belyue	Member	313-833-3600

QUALIFIED TAXPAYER CERTIFICATION

I certify that I am a qualified taxpayer and that the information contained in this application and all attachments is true and correct to the best of my knowledge. I further agree to the qualified taxpayer identified in Part 5 as the designated representative for this project. I further authorize the MEGA to discuss the specifics of this project with the contact persons identified in Part 2.

	Signature of Qualified Taxpayer	Name and Title (typed)	Date
#1		Dwight E. Belyue, Member	10/16/06
#2			
#3			

Michigan Economic Growth Authority (MEGA)
Michigan Economic Development Corporation
Brownfield Redevelopment SBT Credit Application – PART II

Lansing, MI 48913

Project Name/Working Title	Eligible Property Address, City, Village, or Township and County
@water Lofts South	**1470 E. Atwater**
(this name should be used consistently in all project correspondence, including TIF related requests)	**Detroit, Wayne County**

MUNICIPALITY CERTIFICATION OF APPROVED BROWNFIELD PLAN

To be completed by the municipality or county authorizing the Brownfield Redevelopment Authority and in which Eligible Property is located

Parcel Number(s) where the eligible property is located	**Brownfield Plan Approval Date** - date the governing body of the municipality or county approved brownfield designation of the property
Ward 07 Item 000005	October 2006
Street Address of the eligible property	**Name of the Brownfield Redevelopment Authority**
1470 E. Atwater	City of Detroit Brownfield Redevelopment Authority
	Type of Eligible Property (check only one)
	☒ Facility ☐ Blighted ☐ Functionally Obsolete

Affix Seal Here	**CERTIFICATION** I certify that the property identified above is designated as an eligible property in an approved brownfield plan.	
	Name of the Municipality or County	**Telephone Number**
	City of Detroit, Wayne County	313-224-3270
	Signature of Authorized Clerk	
	Vivian A Hudson 10/30/06	

DESIGNATED REPRESENTATIVE

The following qualified taxpayer will designate when the approved project is completed and determine how credits shall be distributed among the qualified taxpayers if there are cost overruns at the completion of the project.

Name	Title	Telephone Number
Dwight E. Belyue	Member	313-833-3600

QUALIFIED TAXPAYER CERTIFICATION

I certify that I am a qualified taxpayer and that the information contained in this application and all attachments is true and correct to the best of my knowledge. I further agree to the qualified taxpayer identified in Part 5 as the designated representative for this project. I further authorize the MEGA to discuss the specifics of this project with the contact persons identified in Part 2.

	Signature of Qualified Taxpayer	Name and Title (typed)	Date
#1		Dwight E. Belyue, Member	10/16/06
#2			
#3			

APPENDIX A
APPROVED BROWNFIELD PLAN AND GOVERNING BODY RESOLUTION

TRUE COPY CERTIFICATE

Form C of D—16-CE

STATE OF MICHIGAN,
City of Detroit } ss.

CITY CLERK'S OFFICE, DETROIT

I, Vivian A. Hudson Deputy City Clerk of the City of Detroit, in said State, do hereby certify that the annexed paper is a TRUE COPY OF RESOLUTION

adopted (passed) by the City Council at session of October 18, 2006

and approved by Mayor October 25, 2006

as appears from the Journal of said City Council in the office of the City Clerk of Detroit, aforesaid; that I have compared the same with the original, and the same is a correct transcript therefrom, and of the whole of such original.

In Witness Whereof, I have hereunto set my hand and affixed the corporate seal of said City, at Detroit, this 30th day of October A. D. 2006

Vivian A. Hudson
CITY CLERK

EXHIBIT E

RESOLUTION APPROVING BROWNFIELD PLAN OF THE CITY OF DETROIT BROWNFIELD REDEVELOPMENT AUTHORITY FOR THE ATWATER LOFTS SOUTH PROJECT

City of Detroit
County of Wayne, Michigan

By Council Member Tinsley-Talabi:

WHEREAS, Pursuant to 381 PA 1996, as amended ("Act 381"), the City of Detroit Brownfield Redevelopment Authority ("Authority") has been established by resolution of the City Council of the City of Detroit (the "City") for the purpose of promoting the revitalization of eligible properties in the City; and

WHEREAS, Under Act 381 the Authority is authorized to develop and propose for adoption by City Council a brownfield plan for one (1) or more parcels of eligible property; and

WHEREAS, An eligible taxpayer may qualify for the Michigan Single Business Tax credit pursuant to Act 228, Public Acts of Michigan, 1975, as amended, for any eligible investments on eligible property identified under a brownfield plan; and

WHEREAS, Pursuant to the resolution establishing the Authority and the bylaws of the Authority, the Authority has submitted a proposed brownfield plan for the Atwater Lofts South Redevelopment Project (the "Plan") that would enable the owner to apply for a Michigan Single Business Tax credit for eligible investments on eligible property as defined by Act 381, as amended, after the adoption of this Plan; and

WHEREAS, The Authority submitted the Plan to the Community Advisory Committee for consideration on August 16, 2006, and a public hearing was conducted by the Authority on September 21, 2006 to solicit comments on the proposed Plan; and

WHEREAS, The Community Advisory Committee recommended approval of the Plan on September 13, 2006; and

WHEREAS, The Authority approved the Plan on September 22, 2006 and forwarded it to the City Council with a request for its approval of the Plan; and

WHEREAS, City Council has published the required notice of the public hearing on the Plan; and

WHEREAS, The City Council held a public hearing on the proposed Plan on October 18, 2006.

NOW, THEREFORE, BE IT RESOLVED, THAT:

1. Definitions. Where used in this Resolution the terms set forth below shall have the following meaning unless the context clearly requires otherwise:

"Eligible Activities" or "eligible activity" shall have the meaning described in Act 381.

"Eligible Property" means the property designated in the Plan as the Eligible Property, as described in Act 381.

"Plan" means the Plan prepared by the Authority, as transmitted to the City Council by the Authority for approval, copies of which Plan are on file in the office of the City Clerk.

"Taxing Jurisdiction" shall mean each unit of government levying an ad valorem property tax on the Eligible Property.

2. Public Purpose. The City Council hereby determines that the Plan constitutes a public purpose.

3. Best Interest of the Public. The City Council hereby determines that it is in the best interests of the public to promote the revitalization of environmentally distressed areas in the City to proceed with the Plan.

4. Review Considerations. As required by Act 381, the City Council has in reviewing the Plan taken into account the following considerations:

(a) The Plan meets the requirements set forth in section 13 of Act 381.

(b) The proposed method of financing the costs of eligible activities is feasible and the Authority has the ability to arrange the financing.

(c) The costs of eligible activities proposed are reasonable and necessary to carry out the purposes of Act 381.

(d) The amount of captured taxable value estimated to result from adoption of the Plan is reasonable.

5. Approval and Adoption of Plan. The Plan as submitted by the Authority is hereby approved and adopted. A copy of the Plan and all amendments thereto shall be maintained on file in the City Clerk's office.

6. Preparation of Base Year Assessment Roll for the Eligible Property.

(a) Within 60 days of the adoption of this Resolution, the City Assessor shall prepare the initial Base Year Assessment Roll for the Eligible Property in the Plan. The initial Base Year Assessment Roll shall list each Taxing Jurisdiction levying taxes on the Eligible Property on the effective date of this Resolution and the amount of tax revenue derived by each Taxing Jurisdiction from ad valorem taxes on the Eligible Property, excluding millage specifically levied for the payment of principal and interest of obligations approved by the electors or obligations pledging the unlimited taxing power of the local governmental unit.

(b) The City Assessor shall transmit copies of the initial Base Year Assessment Roll to the City Treasurer, County Treasurer, Authority and each Taxing Jurisdiction which will have Tax Increment Revenues captured by the Authority, together with a notice that the Base Year Assessment Roll has been prepared in accordance with this Resolution and the Plan approved by this Resolution.

7. Preparation of Annual Base Year Assessment Roll. Each year within 15 days following the final equalization of the Eligible Property, the City Assessor shall prepare an updated Base Year Assessment Roll. The updated Base Year Assessment Roll shall show the information required in the initial Base Year Assessment Roll and, in addition, the Tax Increment Revenues for each Eligible Property for that year. Copies of the annual Base Year Assessment Roll shall be transmitted by the Assessor to the same persons as the initial Base Year Assessment Roll, together with a notice that it has been prepared in accordance with the Plan.

8. Establishment of Project Fund; Approval of Depositary. The Authority shall establish a separate fund for the Eligible Property subject to this Plan, which shall be kept in a depositary bank account or accounts in a bank or banks approved by the Treasurer of the City. All moneys received by the Authority pursuant to the Plan shall be deposited in the Project Fund for the Eligible Property. All moneys in the Project Fund and earnings thereon shall be used only in accordance with the Plan and Act 381.

9. Use of Moneys in the Project Fund. The moneys credited to the Project Fund and on hand therein from time to time shall be used annually to first make those payments authorized by and in accordance with the Plan and any development agreement governing such payments and then to the Local Site Remediation Revolving Fund, as authorized by Act 381:

10. Return of Surplus Funds to Taxing Jurisdictions. The Authority shall return all surplus funds not deposited in the Local Site Remediation Revolving Fund proportionately to the Taxing Jurisdictions.

11. Payment of Tax Increment Revenues to Authority. The municipal and the county treasurers shall, as ad valorem and specific local taxes are collected on the Eligible Property, pay the Tax Increment Revenues to the Authority for deposit in the Project Fund. The payments shall be made not more than 30 days after the Tax Increment Revenues are collected.

12. Disclaimer. By adoption of this resolution and approval of the Plan, the City assumes no obligation or liability to the owner, developer, lessee or lessor of the Eligible Property for any loss or damage that may result to such persons from the adoption of this Resolution and Plan. The City makes no guarantees or representations as to the determinations of the appropriate state officials regarding the ability of the owner, developer or lessor to qualify for a single business tax credit pursuant to Act 228, Public Acts of Michigan, 1975, as amended, or as to the ability of the Authority to capture tax increment revenues from the State and local school district taxes for the Plan.

13. Repealer. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

14. The City Clerk is requested to submit four (4) certified copies of this Resolution to the DBRA, 500 Griswold Street, Suite 2200, Detroit, MI 48226.

Adopted as follows:

Yeas — Council Members S. Cockrel, Collins, Conyers, Jones, Kenyatta, Reeves, Tinsley-Talabi, Watson, and President K. Cockrel, Jr. — 9.

Nays — None.

*WAIVER OF RECONSIDERATION (No. 2) per motions before adjournment.

TRUE COPY CERTIFICATE

Form C of D—16-CE

STATE OF MICHIGAN,
City of Detroit } ss.

CITY CLERK'S OFFICE, DETROIT

I, Vivian A. Hudson Deputy City Clerk of the City of Detroit, in said State, do hereby certify that the annexed paper is a TRUE COPY OF RESOLUTION

adopted (passed) by the City Council at session of October 18, 2006

and approved by Mayor October 25, 2006

as appears from the Journal of said City Council in the office of the City Clerk of Detroit, aforesaid; that I have compared the same with the original, and the same is a correct transcript therefrom, and of the whole of such original.

In Witness Whereof, I have hereunto set my hand and affixed the corporate seal of said City, at Detroit, this 30th day of October A. D. 2006

Vivian A. Hudson
CITY CLERK

EXHIBIT E
RESOLUTION APPROVING BROWNFIELD PLAN OF THE CITY OF DETROIT BROWNFIELD REDEVELOPMENT AUTHORITY FOR THE ATWATER LOFTS SOUTH PROJECT

City of Detroit
County of Wayne, Michigan

By Council Member Tinsley-Talabi:

WHEREAS, Pursuant to 381 PA 1996, as amended ("Act 381"), the City of Detroit Brownfield Redevelopment Authority ("Authority") has been established by resolution of the City Council of the City of Detroit (the "City") for the purpose of promoting the revitalization of eligible properties in the City; and

WHEREAS, Under Act 381 the Authority is authorized to develop and propose for adoption by City Council a brownfield plan for one (1) or more parcels of eligible property; and

WHEREAS, An eligible taxpayer may qualify for the Michigan Single Business Tax credit pursuant to Act 228, Public Acts of Michigan, 1975, as amended, for any eligible investments on eligible property identified under a brownfield plan; and

WHEREAS, Pursuant to the resolution establishing the Authority and the bylaws of the Authority, the Authority has submitted a proposed brownfield plan for the Atwater Lofts South Redevelopment Project (the "Plan") that would enable the owner to apply for a Michigan Single Business Tax credit for eligible investments on eligible property as defined by Act 381, as amended, after the adoption of this Plan; and

WHEREAS, The Authority submitted the Plan to the Community Advisory Committee for consideration on August 16, 2006, and a public hearing was conducted by the Authority on September 21, 2006 to solicit comments on the proposed Plan; and

WHEREAS, The Community Advisory Committee recommended approval of the Plan on September 13, 2006; and

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"Taxing Jurisdiction" shall mean each unit of government levying an ad valorem property tax on the Eligible Property.

2. Public Purpose. The City Council hereby determines that the Plan constitutes a public purpose.

3. Best Interest of the Public. The City Council hereby determines that it is in the best interests of the public to promote the revitalization of environmentally distressed areas in the City to proceed with the Plan.

4. Review Considerations. As required by Act 381, the City Council has in reviewing the Plan taken into account the following considerations:

(a) The Plan meets the requirements set forth in section 13 of Act 381.

(b) The proposed method of financing the costs of eligible activities is feasible and the Authority has the ability to arrange the financing.

(c) The costs of eligible activities proposed are reasonable and necessary to carry out the purposes of Act 381.

(d) The amount of captured taxable value estimated to result from adoption of the Plan is reasonable.

5. Approval and Adoption of Plan. The Plan as submitted by the Authority is hereby approved and adopted. A copy of the Plan and all amendments thereto shall be maintained on file in the City Clerk's office.

6. Preparation of Base Year Assessment Roll for the Eligible Property.

(a) Within 60 days of the adoption of this Resolution, the City Assessor shall prepare the initial Base Year Assessment Roll for the Eligible Property in the Plan. The initial Base Year Assessment Roll shall list each Taxing Jurisdiction levying taxes on the Eligible Property on the effective date of this Resolution and the amount of tax revenue derived by each Taxing Jurisdiction from ad valorem taxes on the Eligible Property, excluding millage specifically levied for the payment of principal and interest of obligations approved by the electors or obligations pledging the unlimited taxing power of the local governmental unit.

(b) The City Assessor shall transmit copies of the initial Base Year Assessment Roll to the City Treasurer, County Treasurer, Authority and each Taxing Jurisdiction which will have Tax Increment Revenues captured by the Authority, together with a notice that the Base Year Assessment Roll has been prepared in accordance with this Resolution and the Plan approved by this Resolution.

7. Preparation of Annual Base Year Assessment Roll. Each year within 15 days following the final equalization of the Eligible Property, the City Assessor shall prepare an updated Base Year Assessment Roll. The updated Base Year Assessment Roll shall show the information required in the initial Base Year Assessment Roll and, in addition, the Tax Increment Revenues for each Eligible Property for that year. Copies of the annual Base Year Assessment Roll shall be transmitted by the Assessor to the same persons as the initial Base Year Assessment Roll, together with a notice that it has been prepared in accordance with the Plan.

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9. Use of Moneys in the Project Fund. The moneys credited to the Project Fund and on hand therein from time to time shall be used annually to first make those payments authorized by and in accordance with the Plan and any development agreement governing such payments and then to the Local Site Remediation Revolving Fund, as authorized by Act 381:

10. Return of Surplus Funds to Taxing Jurisdictions. The Authority shall return all surplus funds not deposited in the Local Site Remediation Revolving Fund proportionately to the Taxing Jurisdictions.

11. Payment of Tax Increment Revenues to Authority. The municipal and the county treasurers shall, as ad valorem and specific local taxes are collected on the Eligible Property, pay the Tax Increment Revenues to the Authority for deposit in the Project Fund. The payments shall be made not more than 30 days after the Tax Increment Revenues are collected.

12. Disclaimer. By adoption of this resolution and approval of the Plan, the City assumes no obligation or liability to the owner, developer, lessee or lessor of the Eligible Property for any loss or damage that may result to such persons from the adoption of this Resolution and Plan. The City makes no guarantees or representations as to the determinations of the appropriate state officials regarding the ability of the owner, developer or lessor to qualify for a single business tax credit pursuant to Act 228, Public Acts of Michigan, 1975, as amended, or as to the ability of the Authority to capture tax increment revenues from the State and local school district taxes for the Plan.

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14. The City Clerk is requested to submit four (4) certified copies of this Resolution to the DBRA, 500 Griswold Street, Suite 2200, Detroit, MI 48226.

Adopted as follows:

Yeas — Council Members S. Cockrel, Collins, Conyers, Jones, Kenyatta, Reeves, Tinsley-Talabi, Watson, and President K. Cockrel, Jr. — 9.

Nays — None.

*WAIVER OF RECONSIDERATION (No. 2) per motions before adjournment.

EXHIBIT A

CITY OF DETROIT
BROWNFIELD REDEVELOPMENT AUTHORITY

BROWNFIELD PLAN FOR THE @WATER LOFTS SOUTH REDEVELOPMENT PROJECT

Prepared by:

@water Lofts, LLC
78 Watson, Suite 100
Detroit, Michigan 48201
Contact Person: Dwight E. Belyue
Phone: 313-833-3600

AKT Peerless Environmental Consultants
607 Shelby Street, Suite 550
Detroit, Michigan 48226-3283
Contact Person: Patrick Greve
Phone: 248-615-1333

Last Revision Date: 9/12/06

CITY OF DETROIT
BROWNFIELD REDEVELOPMENT AUTHORITY
BROWNFIELD PLAN

TABLE OF CONTENTS

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 one parcel. 1470 E. Atwater Street is a facility. Currently no structures exist on the eligible property. Most recently, two buildings that were demolished in place were located on the eligible property. It is likely that foundations and subsurface construction debris from these buildings and other buildings historically located on the eligible property may still be present.

@water Lofts, LLC is the project developer ("Developer"). @water Lofts South ("the project") will be the first 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. Residents will enjoy an ample garden court with unrestricted views of the Detroit River.

Attachment A includes a site map of the parcel. The property is located in Detroit's East Riverfront District, bounded by Atwater Street to the north, vacated Riopelle Street followed by 1500 E. Atwater Street to the east, the Detroit River to the south and 1420 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
1470 E. Atwater Street	Part of Ward 07 / Item 000005	City of Detroit Economic Development Corporation

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) the Property is determined to be a facility as defined by Act 381.

Enviro Matrix, Inc. (EM) completed a Baseline Environmental Assessment (BEA) on June 30, 2005 for the City of Detroit at the eligible property. EM's investigation identified the eligible property as a "facility" as defined by Part 201 of NREPA, Michigan PA 451 of 1994, as amended.

The results of the BEA indicate that contaminated soil and groundwater have been identified at the eligible property. Specifically, trimethylbenzene at a maximum concentration of 1,900 μg/Kg was detected in soil samples collected at SB-6 at concentrations exceeding the generic residential cleanup criteria (GRCC) groundwater to surface water interface protection (GSI) Criterion of 570 μg/Kg. In addition, mercury at a maximum concentration of 6.2 μg/L was detected in groundwater samples collected at SB-6 at concentrations exceeding the GRCC GSI Criterion of 0.0013 μg/L and the GRCC drinking water protection (DWP) Criterion of 2.0 μg/L. Lead at a maximum concentration of 1,100 μg/L was also detected in groundwater samples collected at SB-6 at concentrations exceeding the DWP Criterion of 0.2 μg/L.

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. MEGA Work Plan Preparation	$ 5,000
2. State Work Plan Review Fee	$ 2,500
3. Baseline Environmental Site Assessment Activities	$ 87,600
4. Due Care and Additional Response Activities	$ 1,361,449
5. Site Preparation/removal of fill material	$ 535,392
6. Legal/Entitlement/Appraisal	$ 56,989
7. Engineering, Design, and Testing	$ 170,967
8. Interest	$ 602,176
9. Contingency	$ 333,066
Subtotal Site Eligible Activities	**$ 3,155,679**
10. Authority Administrative Costs	$ 328,548
11. Local Site Remediation Revolving Fund	$ 3,079,862
Total Estimated Cost to be Funded Through TIF	**$ 6,564,088**

It is currently anticipated that construction will begin in the spring of 2007 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	$ 68,416	$57,297
State Education Tax	$ 215,149	$242,816
County (combined)	$ 1,170,056	$ 1,032,240
HCMA	$ 16,945	$ 16,064
City of Detroit	$ 1,395,568	$ 1,355,386
RESA	$ 322,146	$ 257,520
WCCC	$ 295,947	$ 71,718

Garbage (no reliable millage was available so it was not included as a part of the TIFF capture)

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

City Debt	$ 1,640,772
School Debt	$ 1,019,381
School Judgment	$ 62,731
Total	$ 2,722,884

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 plus interest, 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 plus interest 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 $119.5 million, with estimated eligible investment exceeding $97 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 $1,100,129.00.

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.

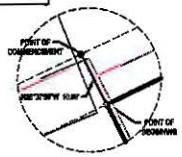
III. ATTACHMENTS

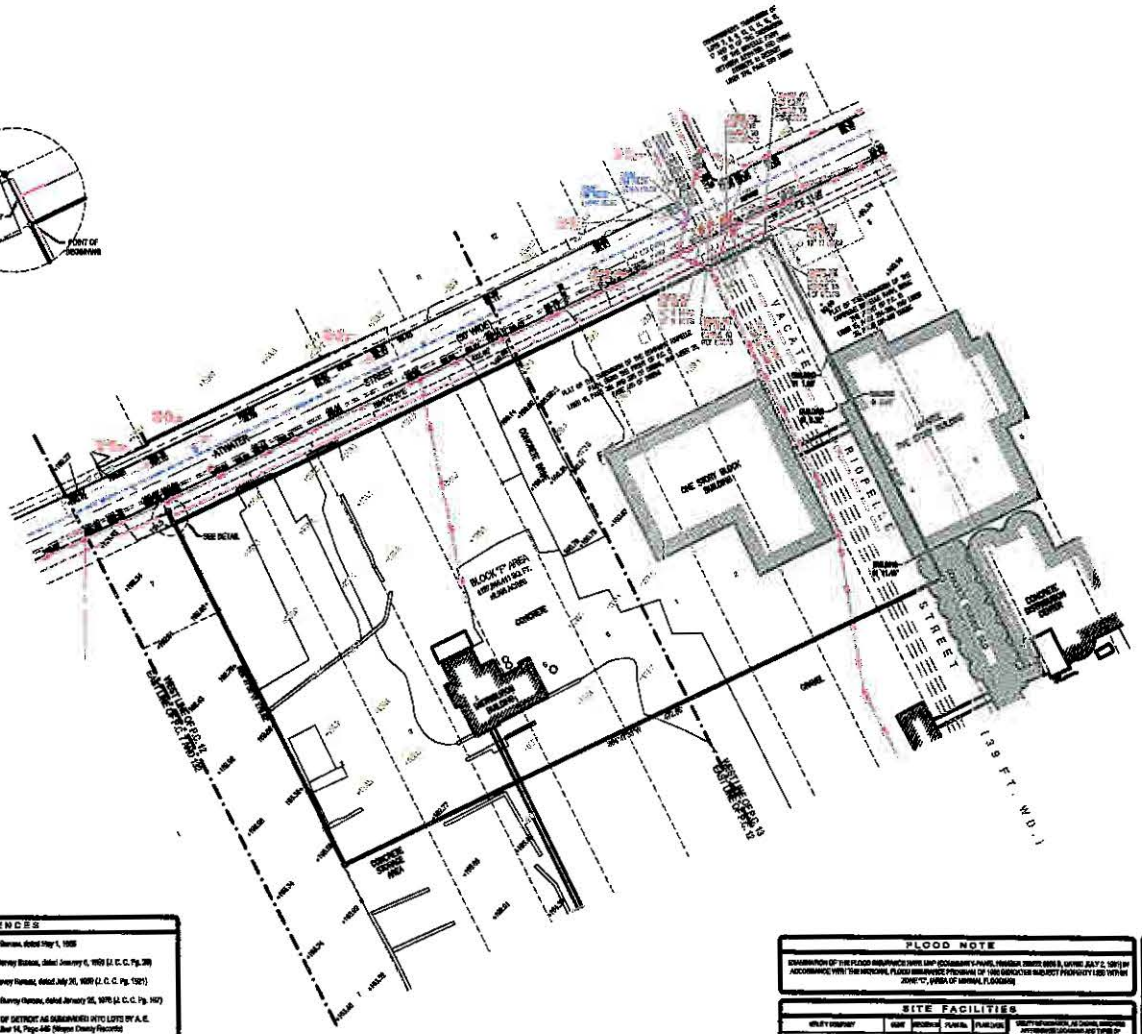
ATTACHMENT A

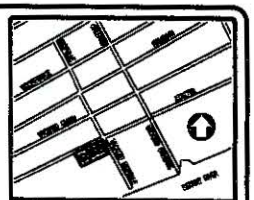
Site Map

GRAPHIC SCALE

(IN FEET)
1 inch = 40 ft.







LOCATION MAP
NO SCALE

LEGEND

	BENCHMARK
	TRANSMIT POINT
	SANITARY MANHOLE
	STORM MANHOLE
	SQUARE CATCH BASIN
	ROUND CATCH BASIN
	DOBINE CATCH BASIN
	CLEAN OUT
	UNKNOWN MANHOLE
	HYDRANT
	GATE VALVE AND WELL
	VALVE BOX
	WATER METER
	DETROIT EDISON MANHOLE
	ELEVATED MANHOLE
	ELECTRIC MANHOLE
	PUBLIC LIGHTING DEPARTMENT
	TELEPHONE MANHOLE
	TELEPHONE PEDESTAL
	GAS VALVE
	UTILITY POLE
	GUY ANCHOR
	LIGHT POLE
	BOLLARD
	PARKING METER
	SIGN
	DECIDUOUS TREE
	CONIFEROUS TREE
	CHAIN LINK FENCE
	SPLIT RAIL FENCE
	TRAIL BYPASS OR GUIDING
	OVERHEAD UTILITIES
	EXISTING SEWER LINES
	EXISTING WATERMAIN
	EXISTING GAS LINES
	EXISTING ELECTRIC LINES
	EXISTING PUBLIC LIGHTING DEPARTMENT
	EXISTING TELEPHONE

REFERENCES

1. Cartographic Map 806, prepared by City of Detroit Survey Bureau, dated May 1, 1958
2. Street and Alley Map 86-188, prepared by City of Detroit Survey Bureau, dated January 6, 1920 (J. C. C. Pg. 39)
3. Street and Alley Map 89-23, prepared by City of Detroit Survey Bureau, dated July 30, 1920 (J. C. C. Pg. 1521)
4. Street and Alley Map 210-205, prepared by City of Detroit Survey Bureau, dated January 26, 1926 (J. C. C. Pg. 167)
5. Plat of "MAP OF THE SNYDER ADDITION TO THE CITY OF DETROIT AS SUBDIVIDED INTO LOTS BY A. E. HATHON CITY ENGINEER-1926" recorded June 11, 1926, Liber 14, Page 445 (Wayne County Records)
6. Plat of "A TOWN PLAT OF THE FARM OF ANTOINE DEQUINDRE ARRIVED BY DEED OF TRUST TO PETER DERNOYER DRAWN UP BY ARON E. HICHON AT THE REQUEST OF THE PARTIES INTERESTED FOR THE PURPOSE OF BEING RECORDED FEBRUARY 4, 1848 A. E. HATHON." Liber 16, Page 716-717 (Wayne County Records)
7. Plat of "PLAT OF THE SUBDIVISION OF "DE DOMINIQUE ROPELLE FARM BEING THE FRONT OF FRM, CLAIM 12" recorded October 14, 1846, Liber 35, Page 486 (Wayne County Records)
8. Plat of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROPELLE FARM BEING THE FRONT OF FRM/E CLAIM NO. 12-FPL 36, 1894 BY A. E. HATHON-CITY SURVEYOR" Liber 35, Page 486-487 (Wayne County Records)

FLOOD NOTE

EXAMINATION OF THE FLOOD INSURANCE RATE MAP (COMMUNITY-PANEL NUMBER 260105 0 0, DATED JULY 2, 1981) BY ACCORDANCE WITH THIS MEANS, FLOOD INSURANCE PROGRAM OF 1968 DEPICTS SUBJECT PROPERTY LIES WITHIN ZONE "C", (AREA OF MINIMAL FLOODING)

SITE FACILITIES

UTILITY COMPANY		NAME	RECEIVED	PLAN NO.	PLAN DATE
DTE ENERGY (RESIDENTIAL)			05/11	05/23	----	----
DETROIT EDISON (CHURCH PARKING)		SHARON	05/11	05/23	----	----
		GREEN	05/11	05/23	----	----
ACTIVE SERVICE			05/11	05/20	----	----
SBC			05/11	N/A	----	----
PUBLIC LIGHTING DEPARTMENT			05/11	05/04	----	----
COMCAST CABLE COMMUNICATIONS			05/11	N/A	----	----

NR = HAVE NOT RECEIVED UTILITIES TO DATE

GROUP TOPOGRAPHY, AS CHANGE, BEGINNING ATTENDANCE LOCATIONS AND TYPES OF SHOWN ON LAND, HOWEVER, DUE TO THE SIZE OF THE VARIOUS UTILITY COMPANIES NOTIFIED, CONSIDERED IN CHECK UP REPORT AS TO THE DEPARTMENTS TRANSMITTED BEFORE, PRIOR TO CONSTRUCTION, AN ADDITIONAL REPORTED OF EXISTING OVER GROUND UNDERGROUND FACILITIES IS CONSIDERED WITH THE CONSTRUCTION OF PROPOSED IMPROVEMENTS SHALL BE NOTIFIED IN THE FINAL BRIDGE CONSIDERATION, ENGINEERING AND MAKING CHECK PRIOR TO PRELIMINARY PLAN ENGINEERING AND FINAL PLANS.

VERTICAL DATUM

TOPOGRAPHIC INFORMATION PROVIDED ON THIS DRAWING IS BASED ON CITY OF DETROIT DATUM.

BENCHMARK LIST

- ARROW ON HYDRANT AT NORTH-WEST CORNER OF ORLEANS STREET AND JEFFERSON AVE. ELEVATION = 116.37 (OFFSITE)
- ARROW ON HYDRANT AT NORTH-EAST CORNER OF WOODBRIDGE STREET AND ORLEANS STREET. ELEVATION = 112.12
- ARROW ON HYDRANT AT SOUTHEAST CORNER OF FRANKLIN STREET AND ORLEANS STREET. ELEVATION = 106.47
- ARROW ON HYDRANT AT NORTHEAST CORNER OF ROPELLE STREET AND ATWATER STREET. ELEVATION = 108.89

LEGAL DESCRIPTIONS

BLOCK F:

Land in the City of Detroit, County of Wayne, State of Michigan, being:

Part of Lots 2-6 inclusive, of "PLAT OF THE MAXIM FARM", as subdivided, A.E. Hatton 1894. Recorded in Liber 35 of Deeds, Pages 486, and part of Lots 1-3 inclusive, of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROPELLE FARM", being the front of Patent Claim No. 12, Apr. 26, 1846 by A.E. Hatton, City Surveyor. Recorded in Liber 16 of Deeds, Page 394 and 395, and Replotted in Liber 35 of Deeds, Pages 486 & 487, (Wayne County records). Described as:

Commencing at the southwesterly corner Lot 2, of said "PLAT OF THE MAXIM FARM", also being the northwesterly right-of-way of Atwater Street (80 foot wide), thence S00°20'00"E 10.00 feet to the POINT OF BEGINNING.

Thence N84°47'36"E, along a line being 10.00 feet parallel and measured perpendicular to the southwesterly right-of-way of said Atwater Street 492.48 feet;

Thence N04°00'00"E 20.00 feet;

Thence N84°47'37"E 11.00 feet;

Thence S00°12'00"E, along a line being 11.00 feet parallel and measured perpendicular to the southwesterly line of Lot 4, of said "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROPELLE FARM", 276.65 feet;

Thence S84°47'37"W 472.00 feet to the southwesterly line of Lot 2, of said "PLAT OF THE MAXIM FARM";

Thence N00°20'00"W along the southwesterly line of Lot 2, of said "PLAT OF THE MAXIM FARM", 276.65 feet to the POINT OF BEGINNING.

Containing 2.000 Acres, (87,015.411 sq. ft.) more or less.

Subject to any and all rights-of-way of record or otherwise.

SURVEYOR'S CERTIFICATION

I, STEPHEN R. JACUBI, HEREBY CERTIFY TO:

[redacted]

THAT THIS MAP AND THE SURVEY ON WHICH IT IS BASED WERE MADE (1) IN ACCORDANCE WITH "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS", JOINTLY ESTABLISHED AND ADOPTED BY ALTA, ACSM AND NSPS IN 1999, AND INCLUDES ITEMS 1, 2, 3, 4, 7A, 10 AND 11(b) OF TABLE A THEREOF. PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA, NSPS, AND ACSM AND IN EFFECT ON THE DATE OF THIS CERTIFICATION THAT PROPER FIELD PROCEDURES, INSTRUMENTATION, AND ADEQUATE SURVEY PERSONNEL WERE EMPLOYED IN ORDER TO ACHIEVE RESULTS COMPARABLE TO THOSE OUTLINED IN THE "MINIMUM ANGLE, DISTANCE, AND CLOSURE REQUIREMENTS FOR SURVEY MEASUREMENTS WHICH CONTROL LAND BOUNDARIES FOR ALTA/ACSM LAND TITLE SURVEYS."

METCO

DATE: _____ BY: _____

STEPHEN R. JACUBI, PROFESSIONAL SURVEYOR
PROFESSIONAL SURVEYOR, P-[illegible]

DATE	REVISED	DATE	BY		
10/04/05				DRAWN BY:	CSD
SCALE				CHECK BY:	JRB
1" = 40'				BOOK NO.:	NA
				PAGE NO.:	NA

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EAST RIVERFRONT
DEVELOPMENT BLOCK F

A.L.T.A./A.C.S.M. SURVEY

CLIENT: ECONOMIC DEVELOPMENT
CORPORATION OF THE CITY OF DETROIT

JOB NUMBER
05-104

SHEET NUMBER
1 OF 2

ATTACHMENT B

Legal Descriptions of Eligible Property to which the Plan Applies

Legal Description
For the Eligible Property

Land in the City of Detroit, County of Wayne, State of Michigan, being:

Part of Lots 2-6 inclusive, **of "PLAT OF THE GUOIN FARM"**, as subdivided, A.E. Hathon 1834. Recorded in Liber 11 of Deeds, Page 596. And part of Lots 1-3 inclusive, of **"PLAT OF THE SUBDIVISION OF THE DOMINIQUE RIOPELLE FARM"**, being the front of Private Claim No. 13 Apr. 26, 1844 by A.E. Hathon, City Surveyor. Recorded in Liber 15 of Deeds, Page 394 and 395, and Replated in Liber 25 of deeds, Pages 405 & 406, 407. (Wayne County records). Described as:

Commencing at the northwesterly corner Lot 2 of said **"PLAT OF THE GUOIN FARM"**, also being the southeastly right-of-way of Atwater Street (50 feet wide), thence S26°37'56" E 10.00 feet to the POINT OF BEGINNING.

Thence N64°47'10"E along a line being 10.00 feet parallel and measured perpendicular to the southeasterly right-of-way of said Atwater Street 422.45 feet;

Thence N64°49'00"E 39.08 feet;

Thence N64°47'57"E 11.00 feet;

Thence S26°42'05"E along a line being 11.00 feet parallel and measured perpendicular to the southwesterly line of Lot 4, of said **"PLAT OF THE SUBDIVISION OF THE DOMINIQUE RIOPELLE FARM"**, 270.55 feet;

Thence N64°47'33"W 472.86 feet to the southwesterly line of Lot 2, of said **"PLAT OF GUION FARM"**;

Thence N26°37'56"W along the southwesterly line of Lot 2, of said **"PLAT OF GUOIN FARM"**, 270.52 feet to the POINT OF BEGINNING;

Containing 2.935 Acres, (127,845.411 sq. ft.) more or less.

Subject to any and all rights-of-way of record or otherwise.

ATTACHMENT C

Project Description

ATTACHMENT C – Project Description

Project Developer: @Water Lofts, LLC
Project Location: 1470 E. Atwater Street, Detroit, Wayne County, Michigan
Type of Eligible Property: Facility

ESTIMATED COST OF ELIGIBLE ACTIVITIES

Description of Eligible Activities	Estimated Cost
1. MEGA Work Plan Preparation	$ 5,000
2. State Work Plan Review Fee	$ 2,500
3. Baseline Environmental Site Assessment Activities	$ 87,600
4. Due Care and Additional Response Activities	$ 1,361,449
5. Site Preparation/removal of fill material	$ 535,392
6. Legal/Entitlement/Appraisal	$ 56,989
7. Engineering, Design, and Testing	$ 170,967
8. Interest	$ 602,176
9. Contingency	$ 333,066
Subtotal Site Eligible Activities	**$ 3,155,679**
10. Authority Administrative Costs	$ 328,548
11. Local Site Remediation Revolving Fund	$ 3,079,862
Total Estimated Cost to be Funded Through TIF	**$ 6,564,088**

Years to Complete Payback: 5 years with interest (plus a 5 year local site remediation revolving fund capture).

Estimated Eligible Investment: ~ $97 million

Project Overview: @water Lofts, LLC is the project developer ("Developer"). @water Lofts South ("the project") will be the first of a three-phased development and will be recognized as one of Detroit's premier neighborhoods, providing street-level retail space, decked parking and mid-rise residential units. The site offers easy access to the state's first urban park. Residents will enjoy an ample garden court with unrestricted views of the Detroit River. @water Lofts will be the nexus of the East Riverfront District. Strategically, the site will serve as a vital activity center along Atwater Street, linking the outdoor GM Plaza and Promenade with the Tri-Centennial State Park and Harbor. This development will be executed with a dedication to quality that will help fulfill the vision shared by the City of Detroit, General Motors, the Detroit Riverfront Conservancy, and the State of Michigan, which together have stepped forward together to support these extraordinary projects. This Brownfield Plan has been created to facilitate the rehabilitation and redevelopment of the property, to allow for the repayment of eligible activities plus interest through utilization of Tax Increment Financing, and to allow the Developer to apply for a State of Michigan Brownfield Redevelopment Single Business Tax Credit.

ATTACHMENT D

Supportive Letters

DETROIT RIVERFRONT CONSERVANCY

August 8, 2006

Mr. Athanasios Papapanos
Detroit Brownfield Redevelopment Authority
500 Griswold Street
Guardian Building, Suite 2200
Detroit, MI 48226

Dear Mr. Papapanos:

The @Water Lofts LLC has asked the Detroit RiverFront Conservancy (Conservancy) to provide comment on the proposed @Water Loft development project located along Atwater between Rivard and Riopelle.

The Conservancy is responsible for the development, maintenance, operations and programming of the RiverWalk which is currently under construction along the east riverfront. Additionally, the Conservancy is in collaboration with the Michigan Department of Natural Resources in the development of the Tri-Centennial State Park and Harbor which is immediately adjacent to one of the phases of the proposed @Water development.

The purpose for the development of the RiverWalk is to provide opportunities for accessibility and connectivity for all people to the riverfront. Linked to these principles are the rejuvenation and development of the Detroit International Riverfront, creating expanded socio-economic opportunities and benefits for the City of Detroit, the southeast Michigan region and the state of Michigan.

The proposed development by @Water Lofts LLC is supported by the Detroit RiverFront Conservancy as consistent with the vision, mission and planning for the east riverfront area.

We are pleased to respond to any inquiries you may have.

Sincerely,

Faye Alexander Nelson
President and CEO

cc: L. McLaughlin
L. Marszalek
G. Jackson

200 Renaissance Center | Mail Code: 482-B13-004 | Detroit, Michigan 48265-2000
tel 313.567.4333 | fax 313.568.5706 | www.detroitriverfront.org

STATE OF MICHIGAN

JENNIFER M. GRANHOLM
GOVERNOR

DEPARTMENT OF NATURAL RESOURCES
LANSING

REBECCA A. HUMPHRIES
DIRECTOR

August 4, 2006

Mr. Athanasios Papapanos, Authorized Agent
Detroit Brownfield Redevelopment Authority
Guardian Building, 22nd Floor
Detroit, Michigan 48226

SUBJECT: Department of Natural Resources support for the @water Lofts South Development

Dear Mr. Papapanos:

The Parks and Recreation Division of the Department of Natural Resources (DNR) supports the @Water Lofts project being developed by @Water Lofts, LLC in cooperation with the Detroit Wayne County Port Authority. This project will be built with an investment of over $42 million in tax incremented revenues, and millions of dollars in development. This project is part of the revitalization of a region of Detroit that was formerly dominated by industrial use. The @Water Lofts project will encourage new residents to move into downtown Detroit, and new businesses to thrive along the Detroit riverfront.

The @Water Lofts' five-story townhome and retail development will overlook a portion of the Tri-Centennial State Park and Harbor (state park). The mixed use development will be enhanced by the state park with direct access to park amenities, riverfront green space, views of the Detroit River, and a state harbor. Residents, retail users, and other visitors to the state park and harbor will be able to use, enjoy and learn about features now being designed, including a stormwater treatment demonstration wetland, fishing piers, visitor's center, and other major features.

The @Water Lofts will be located adjacent to the Detroit RiverWalk, a five-mile linear walkway and non-motorized transportation route. The RiverWalk, and another trail, the Dequindre Cut, will be constructed over the next several years. These trails will connect neighborhoods with parks and other destinations within the heart of the city of Detroit.

Sincerely,

Vicki Anthes
Planning Section Chief
Parks and Recreation Division
517-335-7890

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WWW.MICHIGAN.ORG

September 12, 2006

Dwight E. Belyue, Member
@ Water Lofts LLC
78 Watson, Suite 100
Detroit, Michigan 48201

Dear Mr. Belyue:

RE: @ Water Lofts LLC, **Brownfield SBT Application and Work Plan**

On September 8, 2006, the Michigan Economic Development Corporation received Part I of the Brownfield Redevelopment Single Business Tax (SBT) Credit Application (Application) for the above-referenced project. Part I requests a $9,708,960 Brownfield SBT Credit based on eligible investment in the amount of $97,089,603 and Local and School Tax capture in the amount of $1,554,729 for eligible activities at a brownfield site.

Based on the information contained in Part I, the proposed project appears to warrant further review and evaluation. You are invited to submit a complete application, including an updated Part I, Part II, and all required documents, not to exceed a $9,708,960 credit and a Work Plan not to exceed $1,554,729. This application must be received by **October 20, 2006** to assure that funding will be available, should it be approved.

Part II of the application is attached. An original and two (2) copies of the completed application should be forwarded directly to the:

Michigan Economic Development Corporation
Michigan Economic Growth Authority, Brownfield Program
300 North Washington Square, 3rd Floor
Lansing Michigan 48913

An application fee of $5,000 shall be submitted with the application prior to consideration of an award by the MEGA. A check payable to the **Michigan Strategic Fund** must accompany Part II of the application if the application is to be considered administratively complete. An Administrative Fee of ½ of 1 percent of the amount of the pre-approval credit amount, up to $100,000, also applies. One half of the administrative fee must be paid when the pre-approval letter is issued. The balance is due one year after the date of the pre-approval letter.

This letter is not to be construed as a commitment on the part of the State to approve an application. It is intended only to invite submittal of a formal application. You are cautioned not to make any commitments based on this letter.

If you have questions or would like assistance in preparing the attachment(s), please contact Jim Paquet at (517) 335-3441.

Sincerely,

Peter C. Anastor, Manager
Brownfield Redevelopment

cc: Jim Paquet, MSHDA
Mariangela Pledl, DEGC
Corey Leon, AKT Peerless

ATTACHMENT E

TIF Tables

@WATER LOFTS SOUTH
RESIDENTIAL AND 50% OF COMMERCIAL

			2000	2002	2010	2011	2012	2013	2014	2015	2016	2017	2018	Totals
Current Taxable Value			$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	
Weighted Current Taxable Value (Residential)			$ 0.9857											
Weighted Current Taxable Value (Commercial)			$ 0.0143											
Residential True Market Value (increases by 1% per year)					$ 125,341,711	$ 126,595,128	$ 127,861,079	$ 129,139,690	$ 130,431,087	$ 131,735,398	$ 133,052,752	$ 134,383,279	$ 135,727,112	
Residential Taxable Value (Discounted 5%)					$ 59,537,313	$ 60,132,686	$ 60,734,013	$ 61,341,353	$ 61,954,766	$ 62,574,314	$ 63,200,057	$ 63,832,058	$ 64,470,378	
Residential Tax Increment Value					$ 58,275,981	$ 58,871,354	$ 59,472,681	$ 60,080,021	$ 60,693,434	$ 61,312,982	$ 61,938,725	$ 62,570,726	$ 63,209,046	
Commercial True Market Value (increases by 1% per year)					$ 1,765,500	$ 1,813,455	$ 1,831,590	$ 1,849,905	$ 1,868,404	$ 1,887,089	$ 1,905,959	$ 1,925,019	$ 1,944,269	
Commercial Taxable Value (Discounted 15%)					$ 763,088	$ 770,718	$ 778,425	$ 786,210	$ 794,072	$ 802,013	$ 810,033	$ 818,133	$ 826,314	
Commercial Tax Increment Value					$ 744,757	$ 752,387	$ 760,095	$ 767,879	$ 775,741	$ 783,682	$ 791,702	$ 799,802	$ 807,983	
Residential														
School Taxes - Millage		NEZ												
State Educ Tax	6.0000	1.5471	$ -	$ -	$ 90,160	$ 91,081	$ 92,012	$ 92,951	$ 93,900	$ 94,859	$ 95,827	$ 96,805	$ 97,792	$ 845,386
														$ -
														$ -
Local Taxes - Millage														
Community College	2.4862	0.6411	$ -	$ -	$ 37,359	$ 37,741	$ 38,127	$ 38,516	$ 38,909	$ 39,306	$ 39,706	$ 40,113	$ 40,522	$ 350,301
City General	19.9620	5.1473	$ -	$ -	$ 299,963	$ 303,028	$ 306,123	$ 309,249	$ 312,407	$ 315,596	$ 318,816	$ 322,070	$ 325,355	$ 2,812,606
Wayne County	6.6380	1.7116	$ -	$ -	$ 99,747	$ 100,766	$ 101,796	$ 102,835	$ 103,885	$ 104,946	$ 106,017	$ 107,098	$ 108,191	$ 935,281
Library	3.6331	0.9366	$ -	$ -	$ 54,594	$ 55,151	$ 55,715	$ 56,284	$ 56,858	$ 57,439	$ 58,025	$ 58,617	$ 59,215	$ 511,897
Jail	0.9381	0.2419	$ -	$ -	$ 14,097	$ 14,241	$ 14,386	$ 14,533	$ 14,681	$ 14,831	$ 14,983	$ 15,135	$ 15,290	$ 132,176
Wayne County Parks	0.2459	0.0634	$ -	$ -	$ 3,695	$ 3,733	$ 3,771	$ 3,809	$ 3,848	$ 3,886	$ 3,927	$ 3,967	$ 4,006	$ 34,647
HCMA	0.2161	0.0557	$ -	$ -	$ 3,247	$ 3,280	$ 3,314	$ 3,348	$ 3,382	$ 3,417	$ 3,451	$ 3,487	$ 3,522	$ 30,448
RESA	3.4643	0.8933	$ -	$ -	$ 52,057	$ 52,589	$ 53,126	$ 53,668	$ 54,217	$ 54,770	$ 55,329	$ 55,893	$ 56,464	$ 488,113
														$ -
														$ -
Taxes Generated but Not Captured by DBRA														
School Debt	13.0000	3.3521	$ -	$ -	$ 195,347	$ 197,343	$ 199,358	$ 201,395	$ 203,451	$ 205,526	$ 207,625	$ 209,744	$ 211,883	$ 1,831,674
Bond Debt	7.9245	2.0434	$ -	$ -	$ 119,079	$ 120,296	$ 121,524	$ 122,765	$ 124,019	$ 125,285	$ 126,564	$ 127,855	$ 129,159	$ 1,116,548
School Judgment	0.8000	0.2063	$ -	$ -	$ 12,021	$ 12,144	$ 12,268	$ 12,394	$ 12,520	$ 12,648	$ 12,777	$ 12,907	$ 13,039	$ 112,718
	65.3082	16.84											$ -	
Commercial													$ -	
School Taxes - Millage													$ -	
School Operating	18.0000		$ -	$ -	$ 13,406	$ 13,543	$ 13,682	$ 13,822	$ 13,963	$ 14,105	$ 14,251	$ 14,396	$ 14,544	$ 125,712
State Educ Tax	6.0000		$ -	$ -	$ 4,469	$ 4,514	$ 4,561	$ 4,607	$ 4,654	$ 4,702	$ 4,750	$ 4,799	$ 4,848	$ 41,904
													$ -	
Local Taxes - Millage													$ -	
Community College	2.4862		$ -	$ -	$ 1,852	$ 1,871	$ 1,890	$ 1,909	$ 1,929	$ 1,948	$ 1,968	$ 1,988	$ 2,009	$ 17,364
City General	19.9620		$ -	$ -	$ 14,867	$ 15,019	$ 15,173	$ 15,328	$ 15,485	$ 15,644	$ 15,804	$ 15,966	$ 16,129	$ 139,415
Wayne County	6.6380		$ -	$ -	$ 4,944	$ 4,994	$ 5,045	$ 5,097	$ 5,149	$ 5,202	$ 5,255	$ 5,309	$ 5,363	$ 46,380
Library	3.6331		$ -	$ -	$ 2,705	$ 2,733	$ 2,761	$ 2,790	$ 2,818	$ 2,847	$ 2,876	$ 2,906	$ 2,935	$ 25,374
Jail	0.9381		$ -	$ -	$ 699	$ 705	$ 713	$ 720	$ 728	$ 735	$ 743	$ 750	$ 758	$ 6,552
Wayne County Parks	0.2459		$ -	$ -	$ 183	$ 185	$ 187	$ 189	$ 191	$ 193	$ 195	$ 197	$ 199	$ 1,717
HCMA	0.2161		$ -	$ -	$ 161	$ 163	$ 164	$ 166	$ 168	$ 169	$ 171	$ 173	$ 175	$ 1,509
RESA	3.4643		$ -	$ -	$ 2,580	$ 2,606	$ 2,633	$ 2,660	$ 2,687	$ 2,715	$ 2,743	$ 2,771	$ 2,799	$ 24,196
													$ -	
													$ -	
Taxes Generated but Not Captured by DBRA														
School Debt	13.0000		$ -	$ -	$ 9,682	$ 9,781	$ 9,881	$ 9,982	$ 10,085	$ 10,188	$ 10,292	$ 10,397	$ 10,504	$ 90,792
Bond Debt	7.9245		$ -	$ -	$ 5,902	$ 5,962	$ 6,023	$ 6,085	$ 6,147	$ 6,210	$ 6,274	$ 6,338	$ 6,403	$ 55,345
School Judgment	0.8000		$ -	$ -	$ 596	$ 602	$ 608	$ 614	$ 621	$ 627	$ 633	$ 640	$ 646	$ 5,587
Total Yearly Incremental Taxes Captured			$ -	$ -	$ 700,785	$ 707,945	$ 715,178	$ 722,483	$ 729,861	$ 737,312	$ 744,838	$ 752,440	$ 760,117	$ 6,570,959
													$ -	
DBRA Annual Fee (5% up to $75,000)			$ -	$ -	$ 35,039	$ 35,397	$ 35,759	$ 36,124	$ 36,493	$ 36,866	$ 37,242	$ 37,622	$ 38,006	$ 328,548
Yearly Taxes Captured for Reimbursement			$ -	$ -	$ 665,745	$ 672,548	$ 679,419	$ 686,359	$ 693,368	$ 700,447	$ 707,597	$ 714,818	$ 722,111	$ 6,242,411
Cumulative Taxes Captured for Reimbursement			$ -	$ -	$ 665,745	$ 1,338,294	$ 2,017,713	$ 2,704,071	$ 3,155,679				$ 3,155,679	
Captured Taxes for Revolving Fund			$ -	$ -	$ -	$ -	$ -	$ -	$ 234,860	$ 700,447	$ 707,597	$ 714,818	$ 722,110	$ 3,079,882
													$ -	6,235,541
Cumulative Taxes Captured for Revolving Fund			$ -	$ -	$ -	$ -	$ -	$ -	$ 234,860	$ 935,337	$ 1,642,934	$ 2,357,752	$ 3,079,862	

Reimbursed MEGA Expenses			$ 665,745	$ 672,548	$ 150,979		
School Taxes			$ 108,034	$ 109,138	$ 34,500		
Local Taxes			$ 557,711	$ 563,409	$ 126,478		
Unreimbursed MEGA Expenses		$ 1,489,272	$ 823,527	$ 150,979	$ -		
Reimbursed MDEQ Expenses					$ 521,576	$ 686,359	$ 458,478
School Taxes					$ 84,638	$ 111,380	$ 74,401
Local Taxes					$ 436,931	$ 574,978	$ 384,077
Unreimbursed MDEQ Expenses		$ 1,666,406			$ 1,144,836	$ 458,478	$ -

Description of Eligible Activities		Estimated Cost
1. MDEQ and MEGA Work Plan Preparation	$	5,000
2. State Work Plan Review Fee	$	2,500
3. Baseline Environmental Site Assessment Activities	$	87,600
4. Due Care and Additional Response Activities	$	1,361,449
5. Site Preparation/removal of fill material and basements	$	535,932
5. Legal/Entitlement/Appraisal	$	56,989
6. Engineering, Design, and Testing	$	170,967
7. Interest	$	602,176
8. Contingency	$	333,066
Eligible Activities to be funded by TIF	$	3,155,679
9. Authority Administrative Costs	$	328,548
Total Estimated Cost to be Funded Through TIF	$	3,484,227
Local Site Remediation Revolving Fund	$	3,079,862

Tax Increment Financing (Estimated Reimbursements)	
Developer Reimbursement	$ 3,155,679
Authority Administrative Costs	$328,548
Local Site Remediation Revolving Fund	$3,079,862
TOTAL	$6,564,088

	Reimbursements and Admin. Costs	Revolving Fund
School Operating Tax	$68,416	$57,297
State Education Tax	$215,149	$242,816
County (combined)	$1,185,708	$946,403
HCMA	$16,945	$15,012
City of Detroit	$1,395,568	$1,556,454
RESA	$322,146	$190,162
WCCC	$295,947	$71,718
Garbage (no reliable millage was available so it was not included)		
City Debt	$1,640,772	
School Debt	$1,019,381	
School Judgment	$62,731	
Total	$2,722,884	

Principal:	$ 2,553,502.50			
Term:	$ 5			
Interest Rate:	7.50%			
Payment:	$ (631,136)			
Year	Principal Portion	Interest Portion	Principal Balance	
1	$ (439,623)	$ (191,513)	2,113,879	
2	$ (472,585)	$ (158,541)	1,641,295	
3	$ (508,039)	$ (123,096)	1,133,245	
4	$ (546,142)	$ (84,993)	587,103	
5	$ (587,103)	$ (44,033)	0	
Total Interest		$ (602,176)	0	

MEGA	47.19%
MDEQ	52.81%

Assumptions:
Increase in taxable value of 1%
Interest rate at 7.5%
NEZ for residential development for 12 years

AKTPEERLESS environmental services
607 Shelby, Suite 900
Detroit, MI 48226
Phone - 313-962-9353
Fax - 313-962-0966

ATTACHMENT F

Baseline Environmental Assessment Results

FOR DEQ USE ONLY
BEA Disclosure #_____

MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY
REMEDIATION AND REDEVELOPMENT DIVISION

DISCLOSURE OF A BASELINE ENVIRONMENTAL ASSESSMENT
(FORM EQP4446 (REV. 4/03))

(Under the authority of Part 201, 1994 Act 451, as amended, and the Rules promulgated thereunder)

DO NOT use this form for requesting a Baseline Environmental Assessment ("BEA") adequacy determination, OR if the property is not a facility, OR if the BEA was complete before the effective date of the BEA rules. *Please answer the following questions as completely as possible.*

Name and address of submitter (individual or legal entity):*
City of Detroit
660 Woodward Ave., Suite 1800
Detroit, MI 48226

Status relative to the property:

	Former	Current	Prospective
Owner*	☐	☒	☐
Operator*	☐	☐	☐

Address/location of property where BEA was conducted:
1470 East Atwater St., Detroit, MI
1500 East Atwater St., Detroit, MI
1650 East Atwater St., Detroit, MI

County: Wayne

Provide the property tax identification number(s) or, if applicable, the ward and item number(s) for the property identified in the BEA. Required pursuant to Rule 907.
Ward 7, Items 000001-3, 000004, and 000005

Contact person: Mr. Raymond Scott Telephone #: 313-471-5108

If the address of the person seeking liability protection above is different from the address that should be used to correspond with the contact person, please provide the contact person's address:

Same as Above

Check the appropriate response to each of the following questions.

1. **Is it known that the source of contamination at the property is primarily from any of the following?**

	YES	NO
• **A leaking underground storage tank (UST) regulated under Part 213, 1994 PA 451, as amended.**	☐	☒
• **A licensed landfill or solid waste management facility.**	☐	☒
• **A licensed hazardous waste treatment, storage, or disposal facility.**	☐	☒
• **Oil and gas development related activities.**	☐	☒

The source of the release that resulted in this property becoming a "facility" will determine which DEQ division will maintain a file regarding this BEA.

2. **Based on the Part 201 Rules, this BEA is a:**

Category N ☒
Category D ☐
Category S ☐

3. **Is the property at which the BEA was conducted a "facility"* as defined by Section 20101?** If the answer to this question is NO, do not submit the BEA to the DEQ.

YES	NO
☒	☐

4. **Was the BEA conducted* prior to or within 45 days after the date of purchase*, occupancy, or foreclosure of the property, whichever is earliest, and completed* not more than 15 days after the date required by Section 20126(1)(c) or Rule 299.5903(8)?** If the answer to either portion of this question is no, you are ineligible for an exemption from liability based on the BEA. — YES ☒ NO ☐

5. **Is the BEA being disclosed to the DEQ no later than 8 months after the earliest of the date of purchase, occupancy, or foreclosure?** All disclosures pursuant to Rule 919(3) must be submitted to the DEQ no later than 8 months after the earliest of the date of purchase, occupancy, or foreclosure. — YES ☒ NO ☐

6. **Are any USTs or abandoned or discarded containers identified in the BEA?** If yes, this information must be provided on Form EQP4476. — YES ☐ NO ☒

7. **Does this BEA rely on an isolation zone or an engineering control that requires an affidavit pursuant to Rule 299.5909(3) or 299.5909(4)?** If yes, a completed affidavit, Form EQP4479, must be attached or the BEA will not be considered complete. — YES ☐ NO ☒

With my signature below, I certify that the enclosed BEA and all related materials are complete and accurate to the best of my knowledge and belief. I understand that intentionally submitting false information to the DEQ is a felony and may result in fines up to $25,000 for each violation.

Signature of Submitter: Sarah D. Lile — Date: 6/30/05
(Person legally authorized to bind the person seeking liability protection)

Name (Typed or Printed) Sarah D. Lile

Title Director

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SUBMITTAL OVERVIEW

On behalf of the City of Detroit, Enviro Matrix, Inc. (EM) respectfully submits this Baseline Environmental Assessment (BEA). This submittal was prepared as a "Category N" BEA in accordance with the Michigan Department of Environmental Quality (MDEQ) guidance document entitled:

> "Instructions for Preparing and Disclosing Baseline Environmental Assessments and Section 7a Compliance Analyses to the Michigan Department of Environmental Quality and for Requesting Optional Determinations, March 11, 1999"

A "Category N" BEA pursuant to the document listed above is defined as follows:

"...a category N BEA is appropriate when there will be no future significant hazardous substance use on the property."

This category was chosen as applicable to the property because the planned use will be recreational with no significant use of materials that may contain hazardous substances. This BEA was prepared for the sole and exclusive use of the City of Detroit and may not be used by another private party for purchase of this parcel of land without the written consent of the City of Detroit. Any private party that relies on this report does so at it's own risk.

1.0 IDENTIFICATION OF AUTHOR AND DATE OF COMPLETION

This report and Baseline Environmental Assessment (BEA) was prepared by:

Enviro Matrix, Inc.
Bryan Alexander, P.E., CHMM _____

The BEA was conducted by: June 17, 2005
The BEA was completed on: June 30, 2005

2.0 INTRODUCTION

Enviro Matrix, Inc. (EM) was retained by the Economic Development Corporation (EDC), an agent for the City of Detroit (client), to perform a Baseline Environmental Assessment (BEA) for the industrial site (LaFarge Property) located generally between Orleans and Rivard Streets on East Atwater Street, Detroit, MI (see Figure 1 in Attachment A). The subject property for this BEA consists of approximately 9 acres planned for use as a riverfront park. It is comprised of three contiguous parcels, all of which are considered "facilities," per Part 201 of P.A. 451 of 1994, as amended. The

subject property does not currently have a single street address; however, each parcel has its own street address and ward/item number by the City of Detroit, as follows: 1470 (Parcel 105), 1500 (Parcel 109), and 1650 (Parcel 113) E. Atwater Street, Detroit, MI (subject property). The legal description is included in Attachment B.

Parcel IDs are as follows:

1470 E. Atwater St.: Ward ID: 7 Item 000005
1500 E. Atwater St.: Ward ID: 7 Item 000004
1650 E. Atwater St.: Ward ID: 7 Item 000001-3

About one half of the subject property (1470 E. Atwater – Parcel 105) for this BEA is currently being utilized by Koenig Fuel & Supply Company, LLC. (Koenig) for concrete blending and loadout operations. Koenig is confined to that one parcel, and their actual operations are limited in scope. They receive and maintain several large stockpiles of aggregate for their concrete mixing operations. They don't use or store chemicals other than dry cement and aggregate. They blend those, add water, and load trucks. The main risk associated with their operations is in regard to the trucks, which could leak crankcase oil or diesel fuel.

The parking areas include concrete, asphalt, crushed limestone, and dirt. Other open areas include large aggregate stockpiles and some grassy lots. Photographs of the Koenig operations as well as the closed LaFarge portions of the property can be found in Attachment C.

There were individual Phase I ESAs completed for the three addresses making up the subject property in 1999 (see Attachment D). The objective of the previous Phase I ESAs conducted by ECT, Inc. was to determine from available information if the entire subject property had been or could have been environmentally impaired and to identify potential Recognized Environmental Concerns (RECs).

To address the RECs identified in the Phase I ESAs, a Phase II ESA was completed in 1999 for each of the three addresses making up the subject property in 1999. The data gathered in the Phase II ESAs indicated that all three addresses were considered "facilities" as defined in Part 201 of the Michigan Natural Resources and Environmental Protection Act (NREPA), PA Act 451 of 1994 as amended.

The City of Detroit took occupancy of the subject property on May 4, 2005. Due to the age of the data in the previous Phase II ESAs, EM was retained by EDC to conduct further investigation, in the form of an updated Phase II ESA to verify that the results of the previous investigations and determine the need to prepare a BEA for the City of Detroit. The work completed to update the Phase II ESA followed guidelines set forth in ASTM Method E 1903-97 and MDEQ guidance as applicable. The scope of the work completed for the updated Phase II investigation did not include buildings and structures

assessment for asbestos, demolition, and associated decontamination of hazardous materials. The data collected from the most recent subsurface investigation (June 2005) confirmed that the three addresses that make up the subject property are still considered "facilities."

The City of Detroit is planning on using the subject property for recreational purposes as a riverfront park. Therefore, this BEA was prepared per the Michigan Department of Environmental Quality's guidance for a "Type N" BEA, as *no* continued or new significant hazardous substance usage is planned for use or storage, within the entire subject property.

3.0 PROPERTY DESCRIPTION & INTENDED HAZARDOUS SUBSTANCE USE

A full property description of each address making up the subject property of this BEA is included in section 2.0 of the individual Phase I ESAs, C. 1999 (see Attachment D) which describes property location, site characteristics and improvements, and site and surrounding land use(s). Additionally, the environmental setting such as climate, topography, geology, hydrogeology, hydrology, surface water, site drainage, wells, underground utilities, wetlands, and historical record review is described in section 3.0 and 4.0 of the Phase I ESAs and section 2.0 of the Phase II ESAs (see Attachment E). The parcel addresses and Ward and Item numbers follow:

PARCEL ID	Address	Ward and Item Number
105	1470 East Atwater Street.	Parcel 7, Item 000005
109	1500 East Atwater Street	Parcel 7, Item 000004
113	1650 East Atwater Street	Parcel 7, Item 000001-3

A general property description follows.

The subject property of the BEA is comprised of three contiguous parcels with addresses 1470, 1500, and 1650 E. Atwater St. in Detroit, Michigan. The subject property is located on the Detroit River located along East Atwater Street in Detroit, MI between Rivard and Orleans Streets. The site location and topographic features are illustrated on Figures 1 and 2 found in Attachment A.

All three of the addresses making up the subject property have each been identified separately as a "facility."

3.1 Legal Description of Subject Area

The legal description for the subject property is as follows:

1470 East Atwater Street, Ward 7, Item 000005:
3 THRU 1, SUB OF RIOPELLE FARM L15 P 394-5 CITY RECORDS, WCR 7/2; 6 THRU 2, PLAT OF GUOIN FARM L11 P596 DEEDS, WCR 7/3. 213,963 SQ FT

1500 East Atwater Street, Ward 7, Item 000004:
6 THRU AND VAC RIOPELLE ST ADJ, SUB OF RIOPELLE FARM, L15 P394-5 CITY RECORDS, WCR 7/2. 84,539 SQ FT

1650 East Atwater Street, Ward 7, Items 000001-3:
5-4-3-2, BLK 2, PLAT OF ANTOINE DEQUINDRE FARM, L10 P716-7-8 CITY RECORDS, WCR 7/1. 81,428 SQ FT

3.2 Physical Description of Subject Area

The portion of the subject property identified as 1470 E. Atwater – Parcel 105, is currently utilized by Koenig as a cement blending and loadout operation. Table 1 describes details of each address within the subject property:

Table 1: Current Description of Subject Area for this BEA

Parcel (Address)	Location	Subject Area Description
1470 East Atwater Street	West end of the subject property nearest to Rivard St. bounded by vacant lots on the west.	This area is currently under operation by Koenig Fuel & Supply, LLC as a concrete blending and loadout station. It contains large raw material (aggregate) stockpiles, a small office building and silos and hoppers for blending concrete and loading cement trucks. There are two open gates to this area. This area is paved in some areas with asphalt and concrete, but also includes large areas of unpaved ground.
1500 East Atwater Street	Middle section of the subject property.	This address contains several buildings and large silos that are now closed but were used as the main operating area for the LaFarge Cement Company. This area is mostly paved with concrete and asphalt but contains some unpaved and grassy areas. There is a fence and locked gate on this area, but it is not secure as it has open connection to the other two addresses on the site.
1650 East Atwater Street	East end of the subject property nearest to Orleans Street, bounded by St. Aubin Park on the east side.	This area contains no buildings and is a mixture of vegetated area and open area with aggregate surface. Some truck trailers are stored in this area.

Photographs taken during the recently completed fieldwork to update the Phase II ESA may be found in Attachment C.

3.3 Past Use of Subject Area

The majority of the subject property for this BEA had previously been used for industrial purposes for over 100 years. All three addresses were most recently owned and operated by LaFarge Cement Company and the firm operating on 1470 E. Atwater – Parcel 105 at the time this report was prepared is Koenig Fuel & Supply Company a concrete blender and transporter. Historic use of the subject property included a cement warehouse;

concrete mixing plant; Public Lighting Commission Substation; several railroad spurs; the Detroit United Railway Power House; coal piles, transfer equipment and operations; two areas designated as "dump;" the Detroit Street Railway Company's Power House; a lime and stone yard; a lumber yard; a lime kiln; several boat slips; a sand and gravel dock; a dry dock; part of the Old Water Works Yard; and the Detroit, Grand Haven, and Milwaukee Railroad Car Repair Shops. In general, the historic use of the subject property has and is industrial. Descriptions of historic use of each address making up the subject property follows:

- **1470 East Atwater Street:** This property is slightly less than five acres in area and historically has been used as a cement warehouse; concrete mixing plant; a Public Lighting Commission Substation; several railroad spurs; the Detroit United Railway Power House; coal piles, transfer equipment and operations; two areas designated as "dump;" the Detroit Street Railway Company's Power House; a lime and stone yard; a lumber yard; a lime kiln; and several boat slips over the last hundred years or more. The most recent use was by LaFarge Cement Company as part of its cement mixing operations with various raw materials stockpiled on this site such as stone, sand, and other road base materials.

  No permanent structures currently exist on this property. A significant portion of the riverfront on this property has been filled in from its natural contour. The area filled can be determined in part from Sanborn Fire Insurance Maps, but appears to be at least an additional 150-foot strip of fill in place along the riverfront.

- **1500 East Atwater Street:** This property is slightly less than two acres in area and historically has been used as a cement warehouse; cement storage silos, concrete mixing plants; railroad spurs; the Detroit, Grand Haven, and Milwaukee Railroad Car Shops; a coal yard; and boat slips over the last hundred years or more. The most recent use was by LaFarge Cement Company as part of its cement mixing and storage operations.

  Numerous permanent structures currently exist on this property including a large cement plant, cement material storage silos, maintenance garages, and operations offices, all closed and out of operation. A significant portion of the riverfront on this property has been filled in from its natural contour. The area filled can be determined in part from Sanborn Fire Insurance Maps, but appears to be at least an additional 150-foot strip of fill in place along the riverfront.

- **1650 East Atwater Street:** This property is slightly less than two acres in area and historically has been used as part of cement and concrete mixing operations; a sand and gravel dock; a dry dock; part of the Old Water Works Yard; a boat slip; and the Detroit, Grand Haven, and Milwaukee Railroad Car Repair Shops over the last hundred years or more. The most recent use was by LaFarge Cement Company as

part of its cement mixing operations with various raw materials stockpiled on this site such as stone, sand, and other road base materials.

No permanent structures currently exist on this property. A significant portion of the riverfront on this property has been filled in from its natural contour. The area filled can be determined in part from Sanborn Fire Insurance Maps, but appears to be at least an additional 150-foot strip of fill in place along the riverfront.

3.4 Uses of Adjacent Properties

EM evaluated adjacent properties to determine the likelihood of migrating contamination that may affect the subject property. Of the addresses making up the subject property, 1470 E. Atwater is the western-most parcel, 1500 is the middle parcel, and 1650 is the eastern-most parcel. In general, the subject property is surrounded by the Detroit River to the South, the City of Detroit-owned St. Aubin Park to the East, and vacant lots to the north (across Atwater Street) and west.

3.5 Intended Future Use

The subject property's intended use is as a City of Detroit Riverfront Park. The intended use of the facility will not involve significant hazardous substance use, (management, storage, use and treatment of chemicals) beyond typical residential purposes.

Anticipated construction activities include clearing of vegetation, grading, installation of underground utilities and concrete foundations, placement of asphalt and concrete surfaces, landscaping and planting of vegetation, and possibly erection of building structures. The resulting park will be available for recreational use by persons of all ages.

4.0 KNOWN CONTAMINATION

4.1 Findings of the Phase I ESA

In 1999 ECT completed Phase I and II ESAs for the three addresses making up the subject property. The Phase I ESAs were reviewed and based on information supplied by EDC and Koenig (the current site operator for 1470 E. Atwater – Parcel 105); new Phase I ESAs were not conducted. According to EDC and Mike Schwartz (from Koenig); the owner of the property (LaFarge Company), and the operations conducted on the subject property, have not changed since 1999, the date of the Phase I ESAs.

The Phase I ESA reports revealed that historically, much of the entire subject property had been used for industrial purposes. EM finds that the subject property (all three addresses) has been utilized for industrial use for at least 100 years or longer. The industrial use during the late 19th, 20th and early 21st centuries is consistent with the development pattern of the area. The historic uses of the subject property (all three

parcels) included a cement warehouse; concrete mixing plant; Public Lighting Commission Substation; several railroad spurs; the Detroit United Railway Power House; coal piles, transfer equipment and operations; two areas designated as "dump;" the Detroit Street Railway Company's Power House; a lime and stone yard; a lumber yard; a lime kiln; several boat slips a sand and gravel dock; a dry dock; part of the Old Water Works Yard; and the Detroit, Grand Haven, and Milwaukee Railroad Car Repair Shops. These usages caused several recognized environmental concerns (REC's) to be identified on the entire subject property.

Based on the results from the Phase I ESAs conducted for these addresses, potential environmental concerns at the subject property were identified to be as follows:

- Wash pits for cleaning cement hauling trucks;
- Semi-truck usage, parking, and fueling;
- Property is an open LUST site;
- Transformer powerhouse formerly onsite;
- Former railroad tracks;
- Fill material along the waterfront; and
- The long history of industrial use.

The Phase I ESAs were followed up with Phase II ESAs at each site by ECT in 1999. The following section will discuss the results of the previous subsurface investigations within the subject property.

4.2 Summary of the Phase II ESA and subsequent Subsurface Investigations

A total of 3 soil borings and seven monitoring wells were completed on this combined property as part of the Phase II ESAs completed in 1999. A combination of soil and groundwater samples were collected from these locations as well as from three previously existing wells. All samples were tested for BTEX, PNAs, PCB, and the ten Michigan metals (arsenic, barium, cadmium, chromium, copper, lead, mercury, selenium, silver, and zinc). All soil and groundwater samples collected during the Phase II ESA contained at least one constituent at concentrations above Part 201 residential criteria. The most prevalent constituents of concern were metals found at levels exceeding GSI criteria. Fewer samples contained PNAs above residential criteria and one soil sample each contained BTEX and PCBs (beneath a transformer pole at 1650 Atwater St.) above residential criteria.

Due to the age of the Phase II data collected (approximately 6 years old) EDC retained EM to further investigate in the form of an Updated Phase II ESA to verify the results of the original Phase II investigation. The updated Phase II ESA was conducted for the benefit of The City of Detroit, a purchaser of the subject property.

Activities conducted during the updated (2005) Phase II ESA included a subsurface investigation via 5 soil borings, using Geoprobe®, to obtain soil and groundwater samples

from the site; and laboratory analyses of those samples for constituents identified in the previous investigations and based on past use of the subject property. Also, a groundwater sample was taken from MW-1, a monitoring well installed during ECT's 1999 subsurface investigation. The results revealed that applicable residential land use cleanup criteria were exceeded at several locations for some of the metals and semi-volatile compounds analyzed.

Specifically, metals, VOCs and SVOCs in the soil were found to exceed the "Protection of Groundwater/GSI" cleanup criteria for this property and at least one constituent at each sample location was found at concentrations exceeding residential GSI protection of surface water criteria. Also all of the groundwater samples collected during this phase of investigation contained metals or SVOCs exceeding GSI criteria. The detection of these compounds exceeding the GSI cleanup criteria qualifies the subject property for this BEA as a "facility" under Part 201 of P.A. 451, of 1994, as amended. Based upon knowledge obtained on the use of the site for industrial purposes in the past, EM concludes that the impact at the subject property results from the previous use of the site.

4.2.1 Field Observations

The original Phase II information is included in Attachment E. The following information summarizes the activities and results obtained during the most recent fieldwork performed on June 6, 2005 to update the Phase II report completed in 1999. Attachment F contains the Updated Phase II ESA Report.

In June 2005, EM installed five (5) soil borings and collected five soil samples and five groundwater samples from the subject property.

Most of the surface of subject property is covered with asphalt/concrete followed by fill material, extending down from surface to 1 to 10 ft below ground surface (BGS). In each soil boring water was encountered between five and 10 feet BGS. Soil type varied from topsoil, sand, and clay, to wood chips, gravel and mixed brick and other fill materials. Fill soil explored during the subsurface investigation at the subject property appeared mixed with other fill materials and debris in various locations. Occasional footings or buried debris was discovered throughout the subject property during this investigation.

Groundwater was observed in all five of the soil borings, and EM collected five groundwater samples from the site; four samples collected from temporary well points placed in the soil borings (at SB-2, 4, 5 and 6) and one from MW-1, a monitoring well installed in a previous investigation and which was located within four feet of the SB-1 soil boring.

4.2.2 Soil Sampling Results

The following table (Table 2) summarizes the analytical data gathered from soil sampling and analysis.

Table 2: Soil Analytical Results

Contaminant	CAS Number	Maximum Concentration (ppb) at the Site / Sample ID	Residential and Commercial I Generic Cleanup Criteria Exceeded	Criteria Value Exceeded
Arsenic	7440-38-2	20,000 / SB-5	Direct Contact	7,600
Mercury	7439-97-6	400 / SB-5	Protection of GSI	50
Fluoranthene	206-44-0	23,000 / SB-5	Protection of GSI	5,500
Naphthalene	91-20-3	1,500 / SB-5	Protection of GSI	870
Phenanthrene	85-01-8	18,000 / SB-5	Protection of GSI	5,300
1,2,4-Trimethylbenzene	95-63-6	1,900 / SB-6	Protection of GSI	570

4.2.3 Groundwater Sampling Results

The following table (Table 3) summarizes the analytical data gathered from groundwater sampling and analysis.

Table 3: Groundwater Analytical Results

Contaminant	CAS Number	Maximum Concentration (ppb) at the Site / Sample ID	Residential and Commercial I Generic Cleanup Criteria Exceeded	Criteria Value Exceeded
Mercury	7439-97-6	6.2 / SB-6	GSI	0.0013
Lead	7439-92-1	1100 / SB-6	GSI	14
Silver	7440-22-4	0.97 / SB-2	GSI	0.2
Fluoranthene	206-44-0	2.2 / SB-5	GSI	1.6

4.3 Criteria for Classifying Property as a Facility

A property may be considered a facility if known contaminates are found at concentrations exceeding generic residential cleanup criteria per Part 201 of Act 451, as amended. Soil and groundwater analytical data collected from the site was assembled in a table and compared with the residential and commercial I cleanup standards provided under Part 201, P.A. 451 of 1994, as amended. Analytical data is found on Tables 1 and 2 in the updated Phase II ESA Report prepared by Enviro Matrix, Inc. in 2005 (see Attachment F for the summary of the laboratory analytical data). For each constituent detected in soil and groundwater during this investigation, the most restrictive of Soil Volatilization to Indoor Air Inhalation Criteria (SVIIC), Soil Direct Contact Criteria, and Groundwater-Surface water Interface (GSI) Criteria for Residential and Commercial I land use were selected as applicable cleanup criteria for the subject site. The soil and groundwater cleanup criteria established under the Part 201 of the Natural Resources and Environmental Protection Action, 1994 P.A. 451, as amended, were utilized for determining the status of this property as a facility or not.

A review of the subsurface conditions observed during the investigation at the site suggests that the soil encountered at the site is generally mixed fill overlying moist clay, which starts typically no deeper than 10 ft. BGS. Municipal water supply is the source of potable water in the City of Detroit. These subsurface conditions suggest that the health-based or aesthetic drinking water cleanup criteria are not applicable to the subject site. Since the groundwater encountered at this property is not considered an aquifer, the groundwater related exposure pathways such as drinking water are not applicable as outlined in MDEQ Operational Memorandum No. 11, revised on August 25, 1997.

The volatilization of contaminants from soil to indoor air and to ambient air is a relevant pathway if the presence of volatile contaminants exists at shallow depth. Construction/utility workers and others could be exposed to the impacted soil during any future excavation/construction and use of subsurface structure in the impacted area; however, volatilization to indoor air inhalation (VIAH) cleanup criteria are not applicable to the subject property since none of the volatile compounds exceeds the VAIH criteria for the soil samples collected on June 6, 2005.

In regard to the direct contact criteria, only Arsenic (in soil at location SB-5) was found at levels exceeding those criteria. The possibility of direct contact with arsenic in impacted soil is an exposure pathway relevant to the subject site.

The most frequent criteria exceeded by constituents at the subject property are the GSI criteria for both soil and groundwater. As this property is located along the Detroit River and there is groundwater evident in the site soil borings and monitoring wells, the "groundwater-surface water Interface" (GSI) criteria are considered to be applicable to this property.

Given that direct contact, and GSI are identified as the potential exposure and migration pathways for potential receptors in reference to impacted soil and groundwater at the site the criteria for those pathways must be evaluated when determining if the property is a "facility."

Based on the subsurface and analytical results of this investigation and provision in Part 201 of P.A. 451 of 1994, as amended, this provides the basis for the conclusion that the subject property is a facility.

Additional characterization and delineation of known contaminants is not required for a Type N BEA.

5.0 LIKELIHOOD OF OTHER CONTAMINATION

5.1 Contamination from the Subject Property

The constituents of concern found in soil and groundwater samples on the subject property (metals and PNAs) are widespread and consistent with the long historic use of the property and the types of fill material typically used along urban industrial waterfront properties in Midwest industrial cities (foundry sand, construction and demolition debris, etc.). Considering the historical industrial use of the subject property, the likelihood for other contaminants not identified exists.

The only point sources identified by the subsurface investigations were in the location of a removed UST (SB-6) and under a transformer power pole. Both of those potential point sources have been removed. Therefore contamination in soil and groundwater at the subject site are considered to be relatively stable and not susceptible to future exacerbation.

5.2 Contamination from Adjacent and Nearby Properties

The adjacent and nearby properties are either vacant or recreational in nature. Based upon known research and information, and the length of use of the subject property and surrounding properties, EM does not expect adjacent and nearby properties to exacerbate the levels of the constituents of concern in soil and groundwater in a manner so as to significantly change the property characterization as defined in this report and previous subsurface investigations.

5.3 Nearby Sites of Contamination

A review of the Phase I ESA reports indicated that the property located to the east of the subject property (now St. Aubin Park) has soil impacted with metals and that some of that soil may have been used to construct the berm separating the two sites. In addition, records indicate that the same property to the east may have had from two to five USTs located on the site at one time. The adjacent property to the west is also suspected of formerly having USTs on the site (based on conversations with the current operators and also included in the Phase I ESA for the subject property).

6.0 ALTERNATIVE APPROACHES

NA

7.0 BEA CONCLUSIONS

Based upon EM's evaluation and data gathered, the subject property, comprised of the three contiguous parcels: 1470, 1500, and 1650 East Atwater Street is a "facility" per Part 201 of Act 451, of 1994 as amended. The purchaser is eligible for exemption from liability pursuant to Part 201 of Act 451, as Amended.

The subject property is a "facility" due to various metals, VOC, and SVOC compounds having been found in concentrations exceeding the generic residential cleanup criteria set forth in Part 201 of Act 451.

Based on the visual observations and analytical results of soil and groundwater samples collected during this phase of work, EM concludes:

- Soil explored during the subsurface investigation at the subject property appeared to contain materials and staining that was not naturally occurring. The nature of much of the material in the soil was indicative of fill materials often used in filling riverfront properties in Detroit including such things as foundry sand, crushed brick and concrete, wood chips and sawdust, and other types of debris. Occasional buried demolition debris was discovered throughout the subject property during this investigation.
- Metals and SVOC constituents were found in groundwater above GSI criteria. VOCs were not detected in any samples above GSI criteria.
- Metals, SVOC, and VOC constituents were found in soil above both direct contact and protection of GSI criteria.
- Inhalation criteria do not apply as all VOCs were detected below those criteria. Drinking water criteria do not apply as there was no aquifer found on the subject property.
- All soil and groundwater samples contained at least one constituent at concentrations above one of the relevant Part 201 criteria used for determination if a property is a "facility."

Drinking water criteria was not found to apply to this property due to the fact that no usable aquifer exists on the property. Indoor and ambient air inhalation criteria were also found not to apply to this property as all volatile constituents were detected at concentrations below those criteria.

The City of Detroit intends to utilize the property for recreational purposes as a city riverfront park. Future use of the property as a recreational development will not involve significant hazardous substance use (i.e. use, storage, management, treatment) beyond that expected with normal residential usage.

EM prepared this Type "N" BEA in accordance with Part 201 of Act 451. Future releases of contamination will be distinguishable from existing contamination because hazardous substances at the subject property will not be utilized in the future.

7.1 Limitations

This report has been prepared in accordance with standard industry practice for a Baseline Environmental Assessment. The information presented is based in part on the laboratory analytical results of the soil samples collected by EM during the Updated Phase II ESA at the subject site, which was intended only to verify if contamination exists in the prescribed locations, and to determine whether this site is a "facility" or not. Soil conditions between and beyond the sampling locations and the areas not investigated may be different than the conditions indicated by the analytical results at the sampling locations. The information and conclusions presented in this report reflect EM's best judgment and should be implemented only in light of the information available to EM at the time of preparation, and are for use exclusively by the City of Detroit. Any use which a third party (other than the City of Detroit) makes of this report, or any reliance on or decisions to be made based on it, are the responsibility of such third parties. EM accepts no responsibility for damages, if any, suffered by any third party, because of decisions made or actions based on this report. EM will not distribute or publish this report lacking consent from the City of Detroit, unless required by law or court order. This document provides a reasonable environmental assessment of the conditions at the site as of June 10, 2005 and makes conclusions and recommendations based on these findings.

8.0 REFERENCES

The following reports were used as a source of information during the preparation of this BEA:

1. ECT, "1470 East Atwater Street, Phase I Environmental Site Assessment Summary Report and Certification," May 28, 1999

2. ECT, "1500 East Atwater Street, Phase I Environmental Site Assessment Summary Report and Certification," May 28, 1999

3. ECT, "1650 East Atwater Street, Phase I Environmental Site Assessment Summary Report and Certification," May 28, 1999

4. ECT, "Phase II Environmental Site Assessment, Waterfront Reclamation and Casino Project, Detroit, Michigan, 1470 East Atwater Street," August, 1998

5. ECT, "Phase II Environmental Site Assessment, Waterfront Reclamation and Casino Project, Detroit, Michigan, 1500 East Atwater Street," August, 1998

6. ECT, "Phase II Environmental Site Assessment, Waterfront Reclamation and Casino Project, Detroit, Michigan, 1650 East Atwater Street," August, 1998

7. EM, "Updated Phase II Environmental Site Assessment, LaFarge Property; 1470, 1500, and 1650 East Atwater Street," June 2005

9.0 ATTACHMENTS

Attachment A – Maps and Figures
Attachment B – Legal Description
Attachment C – Photographs
Attachment D – Phase I ESA Reports
Attachment E - Phase II ESA Report
Attachment F – Updated Phase II ESA Report

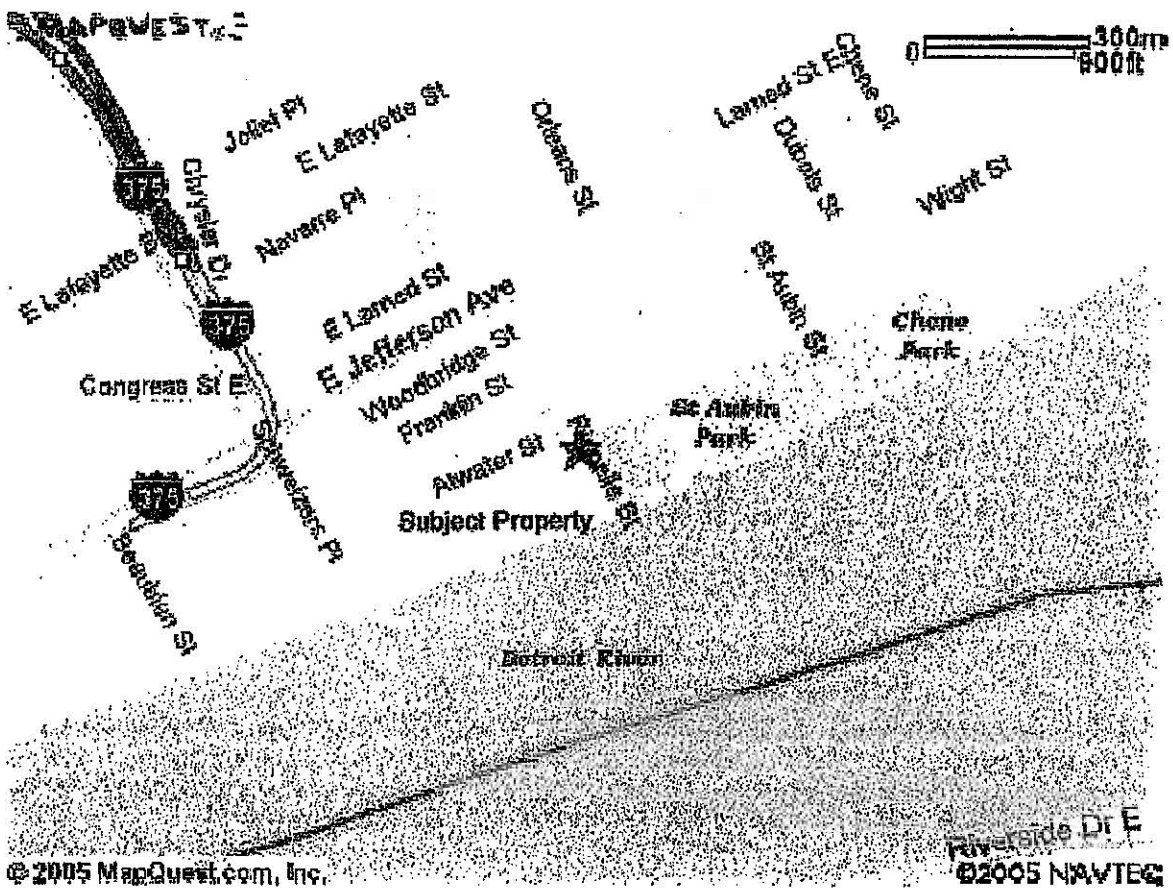

FIGURE 1: SITE LOCATION MAP LAFARGE PROPERTY DETROIT, MI	MAPQUEST.COM EM JOB NO:05-027	ENVIRO MATRIX, INC. *ENGINEERING EXCELLENCE* 163 MADISON, SUITE 104 DETROIT, MI 48226 JUNE 13, 2005

ENVIRO MATRIX
Engineering Excellence

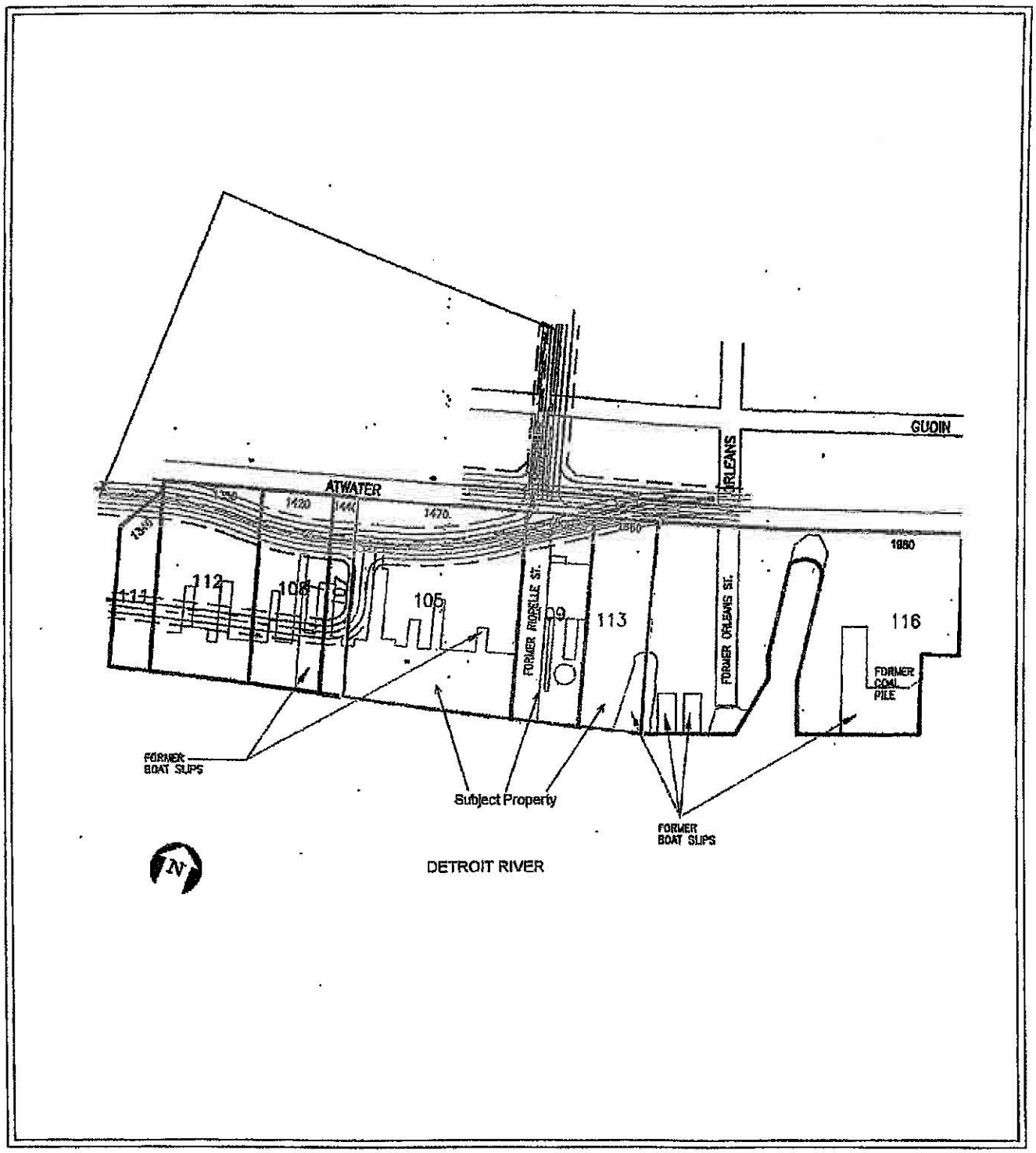

FIGURE 2: SITE FEATURES MAP LAFARGE PROPERTY DETROIT, MI	MAPQUEST.COM EM JOB NO:05-027	ENVIRO MATRIX, INC. *ENGINEERING EXCELLENCE* 163 MADISON, SUITE 104 DETROIT, MI 48226 JUNE 13, 2005

ENVIRO MATRIX
Engineering Excellence

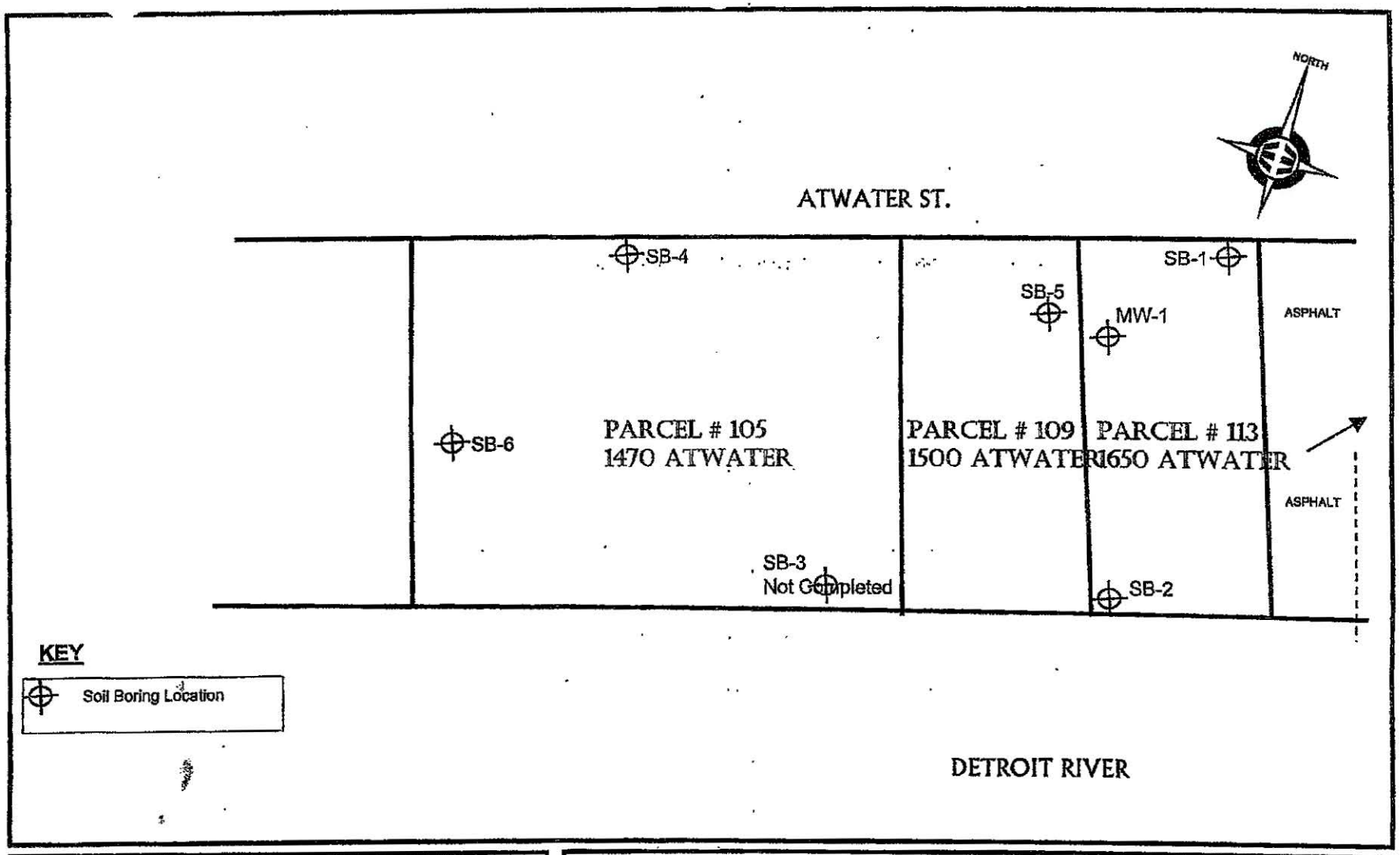

FIGURE 3 :SOIL BORING LOCATIONS

PHASE II ESA
LaFARGE Parcels
Atwater, Michigan

ENVIRO MATRIX, INC.
ENGINEERING EXCELLENCE
163 MADISON, SUITE 104, DETROIT, MI 48226

0 30 60
FEET

EM JOB NO: 05-027

JUNE 2005

APPENDIX B: TABLES R 299.5750 FOOTNOTES FOR GENERIC CLEANUP CRITERIA TABLES

TABLE 1 : SOIL ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria														
Sample ID	Residential & Commercial I				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilization To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8260		EPA 8260		EPA 8261		EPA 8262		EPA 8263	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Acetone	1.90E+08	1.1E+8 (C)	2.30E+07	34,000	ND	560	ND	451	ND	504	ND	460	ND	892
Acrylonitrile	2.10E+06	4.80E+06	4.30E+06	NA	ND	560	ND	451	ND	504	ND	160	ND	892
Benzene	79,000	1,600	1.80E+05	4,000(X)	ND	56	ND	45	ND	50.	ND	46	ND	89
Bromobenzene	4.50E+05	3.10E+05	5.40E+05	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Bromodichloromethane	19,000	1,200	1.10E+05	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Bromoform	9.00E+05	1.50E+05	8.20E+05	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Bromomethane	1.40E+05	860	3.20E+05	700	ND	56	ND	45	ND	50	ND	46	ND	89
n-Butylbenzene	ID	ID	2.50E+06	ID	ND	56	ND	45	ND	50	ND	46	120	89
sec-Butylbenzene	ID	ID	2.50E+06	ID	ND	56	ND	45	ND	50	ND	46	190	89
tert-Butylbenzene	ID	ID	2.50E+06	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Carbon Disulfide	1.9E+7	76,000	2.8E+5 (C,DD)	ID	ND	560	ND	451	ND	504	ND	460	ND	892
Carbon tetrachloride	28,000	190	96,000	900(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Chlorobenzene	2.10E+06	1.20E+05	2.6E+5 (C)	940	ND	56	ND	45	ND	50	ND	46	ND	89
Chloroethane	2.80E+08	9.5E+5 (C)	9.5E+5 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Chloroform	270,000	7,200	1.20E+06	3,400(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Chloromethane	1,000,000	2,300	1.1E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Dibromochloromethane	33,000	3,900	1.10E+05	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Dibromomethane	ID	ID	2.0E+6 (C)	NA	ND	56	ND	45	ND	50	ND	46	ND	89
1,2-Dichlorobenzene	5.20E+07	2.1E+5 (C)	2.1E+5 (C)	360	ND	56	ND	45	ND	50	ND	46	ND	89
1,3-Dichlorobenzene	ID	ID	1.7E+5 (C)	1,100	ND	56	ND	45	ND	50	ND	46	ND	89
1,4-Dichlorobenzene	110,000	19,000	4.00E+05	290	ND	56	ND	45	ND	50	ND	46	ND	89
Dichlorodifluoromethane	1.40E+09	9.00E+05	1.0E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
1,1- Dichloroethane	1.40E+07	2.30E+05.	8.9E+5 (C)	15,000	ND	56	ND	45	ND	50	ND	46	ND	89
1,2- Dichloroethane	26,000	2,100	91,000	7200(X)	ND	56	ND	45	ND	50	ND	46	ND	89
1,1- Dichloroethene	13,000	62	2.00E+05	1300(X)	ND	56	ND	45	ND	50	ND	46	ND	89
cis-1,2-Dichloroethylene	990,000	22,000	6.4E+5 (C)	12,000	ND	56	ND	45	ND	50	ND	46	ND	89
tr-1,2-Dichloroethylene	2,000,000	23,000	1.4E+6 (C)	30,000	ND	56	ND	45	ND	50	ND	46	ND	89

TABLE 1 : SOIL ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria														
Sample ID	Residential & Commercial I				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilization To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8260		EPA 8260		EPA 8261		EPA 8262		EPA 8263	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
1,2-Dichloropropane	110,000	4,000	1.40E+05	5,800(X)	ND	56	ND	45	ND	50	ND	46	ND	89
1,3-Dichloropropene	160,000	1,000	10,000	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Diethylether	3.40E+08	7.4E+6 (C)	7.4E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
Ethylbenzene	2,200,000	87,000	1.4E+5 (C)	360	ND	56	ND	45	ND	50	ND	46	110	89
Hexachloroethane	930,000	40,000	2.30E+05	1800(X)	ND	56	ND	45	ND	50	ND	46	ND	89
2-Hexanone	1.40E+06	9.90E+05	2.5E+6 (C)	NA	ND	560	ND	451	ND	504	ND	460	ND	892
Isopropylbenzene	2.80E+06	3.9E+5 (C)	3.9E+5 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
4-Methyl-2-pentanone	6.70E+07	2.7E+6 (C)	2.7E+6 (C)	ID	ND	56	ND	45	ND	50	ND	46	ND	89
MTBE	8.70E+07	5.9E+6 (C)	1.50E+06	15,000(X)	ND	560	ND	451	ND	504	ND	460	ND	892
n-Propylbenzene	ID	ID	2.50E+06	NA	ND	56	ND	45	ND	50	ND	46	ND	89
Styrene	1.40E+06	2.50E+05	4.00E+05	2.20E+03	ND	56	ND	45	ND	50	ND	46	ND	89
1,1,2,2-Tetrachloroethane	14,000	4,300	53,000	1,600(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Tetrachloroethene	1,100,000	11,000	88,000 (C)	900(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Tetrahydrofuran	1.60E+08	1.30E+06	2.90E+06	2.2E+5(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Toluene	1.20E+07	2.5E+5 (C)	2.5E+5 (C)	2,800	ND	56	ND	45	110	50	ND	46	220	89
1,2,4-Trichlorobenzene	2.80E+07	1.1E+6 (C)	9.9E+5 (DD)	1,800	ND	56	ND	45	ND	50	ND	46	ND	89
1,1,1-Trichloroethane	2.80E+07	2.50E+05	4.6E+5 (C)	4,000	ND	56	ND	45	ND	50	ND	46	ND	89
1,1,2-Trichloroethane	44,000	4,600	1.80E+05	6,600(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Trichloroethene	390,000	7,100	5.0E+5 (C,DD)	4,000(X)	ND	56	ND	45	ND	50	ND	46	ND	89
Trichlorofluoromethane	1.50E+09	5.6E+5 (C)	5.6E+5 (C)	NA	ND	56	ND	45	ND	50	ND	46	ND	89
1,2,3-Trichloropropane	ID	ID	8.3E+5 (C)	NA	ND	56	ND	45	ND	50	ND	46	ND	89
1,2,4-Trimethylbenzene	5.00E+08	1.1E+5 (C)	1.1E+5 (C)	570	ND	56	ND	45	100	50	ND	46	1,900	89
1,3,5-Trimethylbenzene	3.80E+08	94,000 (C)	94,000 (C)	1,100	ND	56	ND	45	ND	50	ND	46	ND	89
Vinyl chloride	73,000	270	3,800	300	ND	56	ND	45	ND	50	ND	46	ND	89
Total Xylenes	1.30E+08	1.5E+5 (C)	1.5E+5 (C)	700	ND	168	ND	135	230	151	ND	46	680	268

ND: not detected {below the laboratory method detection limit (MDL)}

TABLE 2: SOIL ANALYTICAL DATA - PNAs AND METALS

SEMI-VOLATILES	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilization To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8270		EPA 8270		EPA 8270		EPA 8270		EPA 8271	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Acenaphthene	8.10E+07	1.90E+08	4.10E+07	4400	ND	244	ND	244	280	253	2,500	247	ND	476
Acenaphthylene	2.20E+06	1.60E+06	1.60E+06	ID	ND	244	ND	244	300	253	280	247	ND	476
Anthracene	1.40E+09	1.0E+9 (D)	2.30E+08	ID	ND	244	280	244	ND	253	ND	247	ND	476
Benzo(a)anthracene (Q)	NLV	NLV	20,000	NLL	ND	244	680	244	2,000	253	11,000	247	ND	476
Benzo(a)pyrene (Q)	NLV	NLV	2,000	NLL	300	244	640	244	1,700	253	7,400	247	ND	476
Benzo(b)fluoranthene	ID	ID	20,000	NLL	270	244	580	244	1,600	253	7,500	247	ND	476
Benzo(g,h,i)pyrelene	NLV	NLV	2.50E+06	NLL	ND	244	290	244	840	253	3,700	247	ND	476
Benzo(k)fluoranthene	NLV	NLV	2.00E+05	NLL	280	244	660	244	1,600	253	6,100	247	ND	476
Chrysene (Q)	ID	ID	2.00E+06	NLL	330	244	710	244	1,900	253	8,700	247	ND	476
Dibenzo(a,h)anthracene (Q)	NLV	NLV	2,000	NLL	ND	244	ND	244	ND	253	790	247	ND	476
Fluoranthene	7.40E+08	1.0E+9 (D)	4.60E+07	5,500	520	244	1,700	244	4,700	253	23,000	247	ND	476
Fluorene	1.30E+08	5.80E+08	2.70E+07	5,300	ND	244	ND	244	460	253	3,700	247	ND	476
Indeno(1,2,3-cd)pyrene (Q)	NLV	NLV	20,000	NLL	240	244	440	244	4,100	253	ND	247	ND	476
2-Methylnaphthalene	ID	ID	8.10E+06	ID	ND	244	ND	244	270	253	1,200	247	ND	476
Naphthalene	3.00E+05	2.50E+05	1.60E+07	870	ND	244	ND	244	250	253	1,500	247	ND	476
Phenanthrene	1.60E+05	2.80E+06	1.60E+06	5,300	440	244	1,100	244	3,600	253	18,000	247	ND	476
Pyrene	6.50E+08	1.0E+9 (D)	2.90E+07	ID	510	244	1,500	244	4,000	253	23,000	247	ND	476

ND: not detected {below the laboratory method det

TABLE 2: SOIL ANALYTICAL DATA - PNAs AND METALS

METALS	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial 1				SB-1		SB-2		SB-4		SB-5		SB-6	
Sample Depth (feet BGS)	Ambient Air Finite Volatile Soil Inhalation for 2 Meters	Soil Volatilizati on To Indoor Air Inhalation	Soil Direct Contact	Groundwater Surface Water Interface (GSI)	3.0 - 4.0		2.0 - 3.0		10.0 - 11.0		3.0 - 4.0		6.0 - 7.0	
Date Collected					6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 6020		EPA 6020		EPA 6021		EPA 6022		EPA 6023	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Arsenic	NLV	NLV	7,600	70,000(X)	13,000	117	7,000	117	8,000	122	20,000	119	4,600	229
Barium	NLV	NLV	37,000,000	(G,X)	56,000	91	50,000	91	55,000	95	100,000	93	210,000	179
Cadmium	NLV	NLV	550,000	(G,X)	ND	55	ND	55	ND	57	240	56	ND	107
Chromium	NLV	NLV	NA	3,300	7,400	91	21,000	91	6,200	95	12,000	93	9,800	179
Copper	NLV	NLV	20,000,000	(G)	390,000	91	28,000	91	54,000	95	130,000	93	220,000	179
Lead	NLV	NLV	400,000	(G,M,X)	270,000	97	34,000	97	180,000	101	250,000	98	120,000	189
Mercury	52,000	48,000	160,000	100	190	2.4	ND	2.4	110	2.5	400	2.5	57	4.8
Selenium	NLV	NLV	2,600,000	400	ND	165	ND	165	ND	171	ND	167	ND	321
Silver	NLV	NLV	2,500,000	500(M)	ND	91	ND	91	ND	95	ND	93	200	179
Zinc	NLV	NLV	170,000,000	(G)	100,000	91	63,000	91	190,000	95	140,000	93	200,000	179

TABLE 1 : GROUNDWATER ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria														
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6		
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05		
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Analytical Method No.					EPA 8260		EPA 8260		EPA 8260		EPA 8260		EPA 8260		
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB		
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	
Acetone	730	1,700	1.0E+9 (D,S)	3.10E+07	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Acrylonitrile	140	NA	2.40E+07	5.60E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Benzene	5.0 (A)	200 (X)	5.60E+03	1.10E+04	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromobenzene	18	NA	180,000	12,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromodichloromethane	100 (A,W)	ID	4.80E+03	1.40E+04	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromoform	100 (A,W)	ID	470,000	140,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Bromomethane	10	35	4,000	7.00E+04	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
n-Butylbenzene	80	ID	ID	5,900	1.3	1.0	ND	1.0	ND	1.0	ND	1.0	120	1.0	
sec-Butylbenzene	80	ID	ID	4,400	ND	1.0	ND	1.0	ND	1.0	ND	1.0	190	1.0	
tert-Butylbenzene	80	ID	ID	8,900	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Carbon Disulfide	800	ID	2.50E+05	1.2E+6 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Carbon tetrachloride	5.0 (A)	45 (X)	370	4,600	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chlorobenzene	100 (A)	47	2.10E+05	86,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chloroethane	430	ID	5.7E+6 (S)	4.40E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chloroform	100 (A,W)	170 (X)	28,000	1.50E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Chloromethane	260	ID	8,600	4.90E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Dibromochloromethane	100 (A,W)	ID	14,000	18,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Dibromomethane	80	NA	ID	5.30E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2-Dichlorobenzene	600 (A)	16	1.6E+5 (S)	1.6E+5 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,3-Dichlorobenzene	6.6	38	ID	2,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,4-Dichlorobenzene	75 (A)	13	16,000	6,400	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Dichlorodifluoromethane	1,700	ID	2.20E+05	3.0E+5 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1- Dichloroethane	880	740	1.00E+06	2.40E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2- Dichloroethane	5.0 (A)	360 (X)	9,600	19,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1- Dichloroethene	7.0 (A)	65 (X)	200	11,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
cis-1,2-Dichloroethylene	70 (A)	620	93,000	2.00E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
tr-1,2-Dichloroethylene	100 (A)	1,500	85,000	2.20E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	

TABLE 1 : GROUNDWATER ANALYTICAL DATA - VOCs

VOLATILES	Part 201 Generic Cleanup Criteria														
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6		
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05		
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05		
Analytical Method No.					EPA 8260		EPA 8260		EPA 8260		EPA 8260		EPA 8260		
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB		
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	
1,2-Dichloropropane	5.0 (A)	290 (X)	16,000	16,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,3-Dichloropropene	8.5	NA	3,900	5,500	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Diethylether	10 (E,M)	ID	6.1E+7 (S)	3.50E+07	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Ethylbenzene	74 (E)	18	1.10E+05	1.7E+5 (S)	1.5	1.0	ND	1.0	ND	1.0	ND	1.0	110	1.0	
Hexachloroethane	7.3	6.7 (X)	27,000	1,900	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
2-Hexanone	1,000	NA	4.20E+06	5.20E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Isopropylbenzene	800	ID	56,000 (S)	56,000 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
4-Methyl-2-pentanone	1,800	ID	2.0E+7 (S)	1.30E+07	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
MTBE	40 (E)	730 (X)	4.7E+7 (S)	6.10E+05	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
n-Propylbenzene	80	ID	ID	15,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Styrene	100 (A)	80	1.70E+05	9,700	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1,2,2-Tetrachloroethane	8.5	78 (X)	12,000	4,700	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Tetrachloroethene	5.0 (A)	45 (X)	25,000	12,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Tetrahydrofuran	95	11,000 (X)	6.90E+06	1.60E+06	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Toluene	790 (E)	140	5.3E+5 (S)	5.3E+5 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	220	1.0	
1,2,4-Trichlorobenzene	70 (A)	30	3.0E+5 (S)	19,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1,1-Trichloroethane	200 (A)	200	6.60E+05	1.3E+6 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,1,2-Trichloroethane	5.0 (A)	330 (X)	17,000	21,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Trichloroethene	5.0 (A)	200 (X)	15,000	22,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Trichlorofluoromethane	2,600	NA	1.1E+6 (S)	1.1E+6 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2,3-Trichloropropane	42	NA	ID	84,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
1,2,4-Trimethylbenzene	63 (E)	17	56,000 (S)	56,000 (S)	1.6	1.0	ND	1.0	ND	1.0	ND	1.0	1.9	1.0	
1,3,5-Trimethylbenzene	72 (E)	45	61,000 (S)	61,000 (S)	ND	1.0	ND	1.0	ND	1.0	ND	1.0	1.0	1.0	
Vinyl chloride	2.0 (A)	15	1,100	1,000	ND	1.0	ND	1.0	ND	1.0	ND	1.0	ND	1.0	
Total Xylenes	280 (E)	35	1.9E+5 (S)	1.9E+5 (S)	3.3	3.0	ND	3.0	ND	3.0	ND	3.0	ND	3.0	

ND: not detected {below the laboratory method detection limit (MDL)}

TABLE 2: GROUNDWATER ANALYTICAL DATA - PNAs AND METALS

SEMI-VOLATILES	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6	
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 8270		EPA 8270		EPA 8270		EPA 8270		EPA 8271	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Acenaphthene	1,300	19	4,200 (S)	4,200 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Acenaphthylene	52	ID	3,900 (S)	3,900 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Anthracene	43 (S)	ID	43 (S)	43 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(a)anthracene (Q)	2.1	ID	NLV	9.4 (S,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(a)pyrene (Q)	2.0 (M)	ID	ID	2.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(b)fluoranthene	5.0 (M)	NA	NLV	5.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(g,h,i)pyrelene	5.0 (M)	NA	NLV	5.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Benzo(k)fluoranthene	5.0 (A)	ID	NLV	2.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Chrysene (Q)	5.0 (M)	ID	ID	5.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Dibenzo(a,h)anthracene (Q)	2.0 (M)	ID	NLV	2.0 (M,AA)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Fluoranthene	210 (S)	5.0 (M)	210 (S)	210 (S)	ND	1.0	ND	1.1	ND	1.0	2.2	1.0	ND	1.2
Fluorene	880	12	2,000 (S)	2,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Indeno(1,2,3-cd)pyrene (Q)	2.0 (M)	ID	NLV	2.0 (AA,M)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
2-Methylnaphthalene	260	ID	ID	25,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Naphthalene	520	13	31,000 (S)	31,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Phenanthrene	52	5.0 (M)	1,000 (S)	1,000 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2
Pyrene	140 (S)	ID	140 (S)	140 (S)	ND	1.0	ND	1.1	ND	1.0	ND	1.0	ND	1.2

ND: not detected {below the laboratory method de

TABLE 2: GROUNDWATER ANALYTICAL DATA - PNAs AND METALS

METALS	Part 201 Generic Cleanup Criteria													
Sample ID	Residential & Commercial I				MW-1		SB-2		SB-4		SB-5		SB-6	
Date Collected	Drinking Water Criteria	Groundwater Surface Water Interface Criteria	Groundwater Volatilization to Inhalation Criteria	Groundwater Contact Criteria	6/6/05		6/6/05		6/6/05		6/6/05		6/6/05	
Date Extracted					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Date Analyzed					6/13/05		6/13/05		6/13/05		6/13/05		6/13/05	
Analytical Method No.					EPA 6020		EPA 6020		EPA 6021		EPA 6022		EPA 6023	
Collection Method					GRAB		GRAB		GRAB		GRAB		GRAB	
CONSTITUENT (µg/kg)					Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL	Conc	MDL
Arsenic	50 (A)	150 (X)	NLV	4,300	17	2.1	5.7	2.1	ND	2.1	9.4	2.1	62	2.1
Barium	2,000 (A)	(G,X)	NLV	1.40E+07	180	1.5	160	1.5	150	1.5	290	1.5	950	1.5
Cadmium	5.0 (A)	(G,X)	NLV	1.90E+05	1.8	0.9	ND	0.9	ND	0.9	ND	0.9	ND	0.9
Chromium	100 (A)	11	NLV	4.60E+05	11	1.5	4.1	1.5	7.0	1.5	27	1.5	35	1.5
Copper	1,000 (E)	(G)	NLV	7.40E+06	8.3	1.5	170	1.5	9.5	1.5	170	1.5	510	1.5
Lead	4.0 (L)	(G,X)	NLV	ID	1	0.16	0.8	0.16	0.84	0.16	4.2	0.16	6.2	0.16
Mercury	2.0 (A)	0.0013	56 (S)	56 (S)	16	1.6	160	1.6	37	1.6	310	1.6	1,100	1.6
Selenium	50 (A)	5	NLV	9.70E+05	ND	2.7	ND	2.7	ND	2.7	ND	2.7	ND	2.7
Silver	34	0.2 (M)	NLV	1.50E+06	ND	0.15	0.97	0.14	0.58	0.14	ND	0.14	ND	0.14
Zinc	2,400	(G)	NLV	1.10E+08	88	1.5	200	1.5	75	95	280	95	670	95

6/30/05
ENVIRO MATRIX
Engineering Excellence

APPENDIX B
PROJECT FINANCIAL INFORMATION

LaSalle Bank
ABN AMRO

LaSalle Bank Midwest N.A.
Guardian Building
500 Griswold Avenue, 26th Floor
Detroit, Michigan 48226

Commercial Real Estate, UCRE

October 10, 2006

Jim Paquet
Michigan Economic Development Corporation
Cit of Detroit
500 Griswold Street, Suite 2200
Detroit, MI 48226

LaSalle Bank Midwest's Urban & Community Development Real Estate Lending Division seeks to participate in development projects that stabilize and revitalize neighborhoods where LaSalle Bank has a presence. The Urban & Community Development group is a stakeholder in the City of Detroit and has a commitment to its prosperity. We, as a group, are desirous of working with developers who are also committed to Detroit's renaissance.

The Central Brush Park development team has demonstrated real estate expertise in various markets, including Detroit, with which we currently have an ongoing commercial banking relationship. LaSalle Bank has had the opportunity to review several projects that the team is working on in the Detroit market and is currently providing commercial banking services for the developments. This particular development team has demonstrated their ability to expeditiously execute the predevelopment and construction process and have demonstrated their willingness to readily invest upfront capital efforts to expedite the development process.

Through the Bank's due diligence process, we have reviewed current financial statements, tax returns, and account statements of each individual. At the time that these statements were reviewed, it was evident that the subject development team members were able to support the bank required equity call necessary to construct the first phase of the Central Brush Park project immediately.

Please feel free to contact me if I may be of further assistance.

Sincerely,

Stephanie Lemmen
Assistant Vice-President

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That LAFARGE MIDWEST, INC., a Delaware corporation, having an address of 4000 Town Center, Suite 2000, Southfield, Michigan 48075 ("Grantor"), Conveys and Warrants to CITY OF DETROIT, a Michigan municipal corporation, having an address of Two Woodward Avenue, Detroit, Michigan 48226 (the "Grantee") the premises situated in the City of Detroit, County of Wayne, and State of Michigan, described on Exhibit A attached hereto (the "Property") for the full consideration of One and 00/100 dollar ($1.00) and other good and valuable non-monetary consideration, the receipt and sufficiency of which are hereby acknowledged, subject to all building and zoning laws and ordinances, state and federal laws and regulations, and easements, encumbrances and restrictions of record.

The Property may not be used for casino gaming purposes. So long as Grantor or any affiliate of Grantor is using the land described on Exhibit B attached hereto (the "Lafarge Property") for cement or concrete manufacturing or distribution operations, the Property may not be used for cement or concrete manufacturing or distribution operations which compete with the cement or concrete manufacturing or distribution operations conducted by Lafarge or any affiliate of Grantor on the Lafarge Property.

Grantor grants to Grantee the right to make all divisions available under Section 108 of the Land Division Act No. 288 of Public Acts of 1967.

The Property may be located within the vicinity of farmland or a farm operation. Generally accepted agricultural and management practices which may generate noise, dust, odors and other associated conditions may be used and are protected by the Michigan Right to Farm Act.

Dated this July 3, 2003

LAFARGE MIDWEST, INC.

By: Michael J. Balchunas
Print Name: Michael J. Balchunas
Its: President

STATE OF MICHIGAN)
) ss.
COUNTY OF Oakland)

The foregoing instrument was acknowledged before me ~~this~~ July 3, 2003, by Michael A. Burke, as the President of Lafarge Midwest, Inc., a Delaware corporation, on behalf of the corporation.

Deborah D. Dombrowski
Print Name: Deborah D. Dombrowski
Notary Public, Oakland County, Michigan
My commission expires: 8-17-04

DEBORAH D. DOMBROWSKI
Notary Public, Oakland County, Michigan
My Commission Expires August 17, 2004

Drafted by:

Maureen H. Burke
Dickinson Wright PLLC
38525 Woodward, Suite 2000
Bloomfield Hills, MI 48304

When recorded return to:

Robert E. Koenig
City of Detroit Law Department
660 Woodward, Suite 1650
Detroit, MI 48226

BLOOMFIELD 26774-1 549295v02

EXHIBIT "A"

DESCRIPTION OF PROPERTY

PARCEL A:

Lot 1 through 3, inclusive, RIOPELLE FARM SUBDIVISION, as recorded in Liber 15, of Plats Page 394, Wayne County Records and Lots 2 through 6 inclusive, PLAT OF GUOIN FARM, according to the recorded Plat thereof, as recorded in Liber 11, of Deeds, Page 596, Wayne County Records.

Commonly known as: 1470 East Atwater
Ward 7, Item 5

PARCEL B:

All of Lots 4 through 6, including all including all of vacated Riopelle Street south of Atwater Street between Lots 3 and 4, of PLAT OF SUBDIVISION OF THE DOMINIQUE RIOPELLE FARM, being front of Private Claim 113, according to the recorded Plat thereof, as recorded in Liber 25, of Deeds, Page 405, Wayne County Records.

Commonly known as: 1500-1600 Atwater
Ward 7, Item 4

PARCEL C:

Lots 2, 3, 4 and 5, Block 2, PLAT OF ANTOINE DEQUINDRE FARM recorded in Liber 10, Page 715-718, City Records, Wayne County Records.

Commonly known as: 1650 South Atwater
Ward 7, Item 1-3

EXHIBIT "B"
DESCRIPTION OF LAFARGE PROPERTY

Land in the City of Detroit, County of Wayne, State of Michigan being part of lots 13 through 19, inclusive of **"WILLIAM DWIGHT'S PLAT SHOWING SUBD'N OF FRONT OF PRIVATE CLAIMS 267, 270 AND 268"**, as recorded in Liber 37, Pages 618 and 619, of Deeds Wayne County Records; Also being part of lots 95 thru 101 inclusive of **"PLAT OF THE SUBDIVISION OF CRAWFORD'S FORT TRACT BEING PRIVATE CLAIM No. 270, THE EAST PART OF PRIVATE CLAIM No. 267 AND THE WEST PART OF PRIVATE CLAIM No. 268"**, as recorded in Liber 2, Page 6 of Plats, Wayne County Records, and being more particularly described as;

Commencing at the intersection of the line common to Private Claims 67 and 267 with the southerly line of West Jefferson Ave. (66 feet wide); Thence N59°22'59"E along the southerly line of said West Jefferson Ave. 789.67 feet; Thence S30°36'21"E 295.24 feet to a point of curvature; Thence along said curve, to the right, having a radius of 500.00 feet, an arc length of 70.77 feet, a chord bearing of S26°33'03"E and a chord distance of 70.71 feet to a point of reverse curvature; Thence along said curve, to the left, having a radius of 500.00 feet, an arc length of 67.42 feet, a chord bearing of S26°21'32"E and a chord distance of 67.37 feet; Thence S30°36'17"E 708.82 to a point of curvature; Thence along said curve, to the right, having a radius of 335.00 feet, an arc length of 136.02 feet, a chord bearing of N19°00'40"W and a chord distance of 135.08 feet to the **POINT OF BEGINNING.**

Thence N59°31'50"E 306.81 feet;

Thence S28°07'50"E 164.03 feet;

Thence S52°45'44"E 551.12 to a point on an Intermediate Traverse Line witnessing the waters edge of the Detroit River;

Thence S34°49'17"W along said Intermediate Traverse Line 906.71 feet;

Thence N60°56'57"W 77.86 feet;

Thence S29°03'03"W 17.00 feet;

Thence N60°56'57"W 378.69 feet;

Thence N75°21'55"W 278.87 feet;

Thence N48°33'17"E 23.29 feet to a point of curvature to the left;

Thence along said curve to the left, having a radius of 550.00 feet, an arc length of 181.57 feet, a chord bearing of N39°05'50"E, and a chord distance of 180.75 feet;

Thence N29°38'24"E 489.24 feet to a non-tangent point of curvature to the left;

Thence along said curve to the left, having a radius of 335.00 feet, an arc length of 216.45 feet, a chord bearing of N11°07'50"E, and a chord distance of 212.70 feet to the **POINT OF BEGINNING.**

Containing 17.564 acres more or less, to waters edge.

To be known as Lot 2, Amended Plat of the Vacated Portions of Lots 13 to 19 inclusive of William Dwight's Subdivision of the Fronts of Private Claims 267, 270 and 268 and the Vacated Portions of Lots 95 to 101, inclusive, of Crawford's Fort Tract, being Private Claim 270 in the East Part of Private Claim 267 and the West Part of Private Claim No. 268, and Previously Unplatted Parts of Private Claims 67 and 267, upon recording of said Amended Plat.

Standard Federal Bank
ABN AMRO

Standard Federal Bank N.A.
Guardian Building
500 Griswold Ave, 26th Floor
Detroit, MI 48226

Commercial Real Estate

November 2, 2006

Jim Paquet
Michigan Economic Development Corporation
300 Washington Square
Lansing, MI 48913

LaSalle Bank Midwest's Urban & Community Development Real Estate Lending Division seeks to participate in development projects that stabilize and revitalize neighborhoods where LaSalle Bank has a presence. The Urban & Community Development group is a stakeholder in the City of Detroit and has a commitment to its prosperity. We, as a group, are desirous of working with developers who are also committed to Detroit's renaissance.

The Atwater development team has demonstrated real estate expertise in various markets, including Detroit, with which we currently have an ongoing commercial banking relationship. LaSalle Bank has had the opportunity to review several projects that the team is working on in the Detroit market and is currently providing commercial banking services for the developments. This particular development team has demonstrated their ability to expeditiously execute the predevelopment and construction process and have demonstrated their willingness to readily invest upfront capital efforts to expedite the development process.

Through the Bank's due diligence process, we have reviewed current financial statements, tax returns, and account statements of each individual. At the time that these statements were reviewed, it was evident that the subject development team members were able to support the bank required equity call necessary to construct the first phase of the Atwater Development project immediately.

Please feel free to contact me if I may be of further assistance.

Sincerely,

Stephanie Lemmen
Assistant Vice-President

South @Water

PROJECT:	South @Water	260
Developer:	Belmar Development Group	
Contact:	Dwight E. Belyue 313.833-3600 ext 22	
Contractor:	TBD	
Architect:	Rossetti Architects	
Contact:	Kevin Asheby 248-262-8300	
Financing:	Standard Federal Bank	
Contact:	Sonya Delley	

SOURCES OF FUNDS	**% Cost**	**% of Value**	
Senior Debt	75.21%	70.79%	$90,000,000.00
Canyon Johnson/Pension Fund	12.54%	11.80%	$15,000,000.00
DIF	2.09%	1.97%	$2,500,000.00
SBT Equity	4.90%	4.62%	$5,868,576.00
Owner Equity	5.26%	4.95%	$6,291,778.76
TOTAL SOURCES	100.00%	94.12%	**$119,660,354.76**

USES OF FUNDS	
ACQUISITION	
Site	$1,982,022.49
TOTAL ACQUISITION	**$1,982,022.49**
CONSTRUCTION COSTS	
Total Construction	$79,711,337.00
Total Construction	**$79,711,337.00**
FINANCING/SOFT COSTS	
ARCHITECTURAL & ENGINEERING	4,050,815
TAXES/INSURANCE/PERMITS	1,476,702
FINANCING COSTS	10,517,288
SELLING COSTS	6,608,231
PUBLIC RELATIONS & MARKETING	3,289,831
GENERAL & ADMINISTRATIVE	6,826,840
CONTINGENCY	5,197,289
TOTAL FINANCING/SOFT COSTS	**$37,966,995.27**
TOTAL DEVELOPMENT COSTS	**$119,660,354.76**

Sources & Uses Worksheet

7-Aug-06		REVENUE
	Unit Count	
Atw. Sth	260	$122,079,210.53
Parking	130	$3,262,500.00
Total Res		**$125,341,710.53**
Retail		$1,795,500.00
Retail Park		$0.00
Total Retail		**$1,795,500.00**
Total		**$127,137,210.53**
GP	**6.25%**	**$7,476,855.76**
DEGC		($744,480.00)
SBT		**$7,335,720.00**
Profit	**11.76%**	**$14,068,095.76**
TIF		$3,100,000.00
Profit After TIF	**14.35%**	**$17,168,095.76**

APPENDIX C
PROPERTY OWNERSHIP INFORMATION

BUSINESS PROPERTY LEASE

THIS LEASE (this "Lease") is made as of the 1st day of November, 2006, by and between **THE ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF DETROIT**, a Michigan public body corporate (hereinafter, "Landlord"), whose address is 500 Griswold, Suite 2200, Detroit, Michigan 48226 and **@WATER LOFTS, LLC**, a Michigan limited liability company (hereinafter referred to as "Tenant"), whose address is 78 Watson, Suite 100, Detroit, Michigan 48201.

Description (1) WITNESSETH: Landlord, in consideration of the rents to be paid and the covenants and agreements to be performed by Tenant, does hereby lease unto Tenant the following described premises situated in the City of Detroit, Michigan (the "leased premises" or the "premises"):

See attached Exhibit A

Term (2) The term of this Lease shall commence effective November 1, 2006, and shall continue on a month-to-month basis thereafter until either Tenant or Landlord gives thirty (30) days advance written notice to the other party of the termination of this Lease.

Rent (3) Tenant hereby hires the leased premises for the Term and covenants to pay, or cause to be paid unto the Landlord upon the first (1st) day of each month during the Term, the sum of **ONE DOLLAR ($1.00)**. All payments of rent to be made to Landlord shall be made at such place as Landlord designates in writing.

Insurance (4) Landlord agrees, as it deems appropriate, to insure the premises in amounts and of a type appropriate in the industry for the type of premise, land and activities that occur on the land, and in the premises.

Assignment (5) Tenant may not assign, sublet or transfer this Lease with the written consent of the Landlord. Tenant may not hypothecate or mortgage the premises or any part thereof without the written consent of the Landlord.

Right to Mortgage (6) Landlord reserves the right to subject and subordinate this lease at all times to the lien of any mortgage or mortgages now or hereafter placed upon Landlord's interest in said premises and on the land and premises or upon any buildings hereafter placed upon the land of which the leased premises form a part.

Use and Occupancy (7) It is understood and agreed between the parties hereto that said premises during the continuance of this Lease may be used and occupied for any lawful purpose, subject to the terms and conditions of that certain "Right of Entry Letter Agreement for Development Site" dated September 7, 2006.

Fire (8) [INTENTIONALLY OMITTED]

Repairs (9) [INTENTIONALLY OMITTED]

Gross Lease (10) It is understood and agreed that this Lease is a gross lease, except that Tenant shall be responsible for the payment of any property or other taxes assessed against the premises, if any, coming due and payable after the date of this Lease.

Repairs and Alterations (11) Tenant agrees that it will, at its own expense, keep the leased premises and every part thereof in as good repair as exists as of the date hereof, and at the expiration of the term yield and deliver up the same in like condition as when taken, reasonable use and wear thereof and damage by the elements excepted and excepting repairs rendered necessary by the fault, act or negligence of Landlord or any of its servants, agents, employees, or business invitees.

Care of Premises (12) Tenant shall keep the leased premises under his control clean and free from rubbish at all times, and it is further agreed that in the event the Tenant shall not comply with these provisions, Landlord may enter upon said premises and have rubbish removed, in which event Tenant agrees to pay all charges that Landlord shall pay for hauling rubbish.

Condition of Premises at Time of Lease (13) Tenant further acknowledges that no representation as to the condition or state of repairs thereof have been made by Landlord, or his agent, which are not herein expressed, and Tenant hereby accepts the leased premises in their present condition at the date of execution of this Lease.

Holding Over (14) It is hereby agreed that in the event of Tenant holding over after the termination of this Lease, thereafter the tenancy shall be from month-to-month in the absence of a written agreement to the contrary.

Gas, Water, Heat, Electricity (15) [INTENTIONALLY OMITTED]

Re-Entry (16) In case any rent shall be due and unpaid or if default be made in any of the covenants herein contained, and the foregoing is not cured within a reasonable time after written notice thereof, then the Landlord's sole remedy shall be for the Landlord, its attorney, heirs, representatives and assigns, to re-enter into, re-possess the said premises and Tenant and each and every occupant to remove the put out, after obtaining judgment for possession pursuant to the Michigan Summary Proceedings Act. Landlord specifically and intentionally waives the right to recover monetary damages for any breach by the Tenant of the terms and conditions of this Lease.

Expenses, Damages, Re-Entry (17) [INTENTIONALLY OMITTED]

Remedies not Exclusive

(18) [INTENTIONALLY OMITTED]

Notices

(19) Whenever under this Lease a provision is made for any notice of any kind it shall be deemed sufficient notice and service thereof if such notice to Tenant or Landlord is in writing addressed to Tenant or Landlord, as applicable, at the address set first set forth above and mailed by certified or registered mail with postage prepaid.

It is hereby acknowledged and agreed that the validity of this Lease, and the rights and obligations of the parties hereunder, are subject to such further modification, rescission, ratification, acknowledgment, confirmation or agreement as the parties hereto may deem reasonably necessary.

This Lease may be executed in counterparts, each of which shall be deemed an original, and all of which together shall constitute one instrument.

Other Conditions

(20) The parties acknowledge that the terms and conditions of that certain right of entry relating to the premises dated September 7, 2006 are incorporated herein by reference, specifically and without limitation those conditions relating to the provision of insurance by Tenant and Tenant's obligations with respect to indemnification of the Landlord, and obligations with respect to the maintenance of the condition of the property.

(signatures commence on next page)

IN WITNESS WHEREOF, The parties have hereunto set their hands and seals the day and year first above written.

WITNESSES:

Print Name: PETER ZEICER

Print Name:: MARK GOODWIN

TENANT

@Water Lofts, LLC,
a Michigan limited liability company

By:
Print Name: DWIGHT E BELYUE

Its: Manager

WITNESSES:

Print Name: PETER ZEICER

Print Name: WILLIAM

Print Name: PETER ZEICER

Print Name: WILLIAM

LANDLORD

The Economic Development Corporation of the City of Detroit,
a Michigan public body corporate

By:
Print Name: RON FLIES

Its: Authorized Agent

and

By:
Print Name: WAYNE GUILBEAULT

Its: Authorized Agent

Approved as to form only:
Lewis & Munday, a Professional Corporation
General Counsel to EDC

By:
Brian J. Kott, Esq.

EXHIBIT A

DESCRIPTION OF PROPERTY AND SUBPARCELS OF THE PROPERTY AND EASEMENT AFFECTING THE PROPERTY

LEGAL DESCRIPTION

Land in the City of Detroit, County of Wayne, State of Michigan, being part of Private Claims 7, 12, 13, 132, and 181; being Lots 51 and part of Lot 43 of "Plat of Part of Rivard Farm lying south of Jefferson Avenue", as recorded in Liber 6, Page 52 of Deeds (W.C.R.); also being part of Lots 1 and 2, part of Lot A, Lots B-H, and vacated Bolivar Alley (private) of the "Private Plat of Mullett Farm Plat (Front Concession), City of Detroit", as recorded in Liber 226, pages 439, 440 and 442 of Deeds (W.C.R.); also Lots 8-12 and part of Lots 13-18 of "Plat of the Guoin Farm as subdivided by A.E. Hathon, May 1836", as recorded in Liber 11, Page 596 of Deeds (W.C.R.); also Lots 5-7 of "Commissioners Subdivision of Lots 7, 8, 9, 10, 11, 14, 15, 16, 17 and 18 of the Riopelle Farm between Atwater and Guoin Streets in Detroit" as recorded in Liber 276, Page 289 of Deeds (W.C.R.); also Lots 12, 13, and part of Lots 22-24 of "Plat of the Subdivision of the Dominique Riopelle Farm, being the front of P.C. 13" as recorded in Liber 15, Page 394 and 395 of Deeds, and Liber 25, Page 405 of Deeds (W.C.R.); also all of the "Plat of the Proposed Extension of Pine Street to Guoin Street, City of Detroit", as recorded in Liber 10, Page 17 and 18 of City Records (W.C.R.), being described as:

Beginning at the southeast corner of said Lot 5 of "Commissioners Subdivision of Riopelle Farm"; Thence along the northwesterly right-of-way of Atwater Street (50' wide) the following two (2) courses; Thence S64°47'18"W 482.55 feet and S65°32'24"W 336.19 feet;

Thence N17°46'12"E 28.34 feet;

Thence N25°16'52"W 154.19 feet;

Thence S65°08'23" W to the northeasterly right-of-way of Rivard Street (50' wide) 227.01 feet;

Thence N25°17'10"W along the northeasterly right-of-way of said Rivard Street, 66.62 feet;

Thence N59°51'41"E 57.94 feet;

Thence S26°17'10"E 19.58 feet;

Thence N59°51'41"E 61.99 feet;

Thence S26°17'10'E 5.01 feet;

Thence N59°51'41'E 299.48 feet;

Thence N26°59'14"W 10.01 feet

Thence N59°51'41"E 121.02 feet;

Thence N26°59'14"W 1.42 feet;

Thence N64°51'31"E 484.69 feet to the southwesterly right-of-way of Riopelle Street (39' wide);

Thence S26°42'05"E along the southwesterly right-of-way of said Riopelle Street 280.07 feet to the point of beginning.

Containing 6.192 acres (269,725.307 sq. ft.), more or less.

Subject to any and all easements and rights-of-way of record.

BLOCK F:

Land in the City of Detroit, County of Wayne, State of Michigan, being:

Part of Lots 2-6 inclusive, of **"PLAT OF THE GUOIN FARM"**, as subdivided, A.E. Hathon 1834, recorded in Liber 11 of Deeds, Page 596. And part of Lots 1-3 inclusive, of **"PLAT OF THE SUBDIVISION OF THE DOMINIQUE RIOPELLE FARM"**, being the front of Private Claim No. 13. Apr. 26, 1884 by A.E. Hathon, City Surveyor. Recorded in Liber 15 of Deeds, Page 394 and 395, and Replatted in Liber 25 of deeds, Pages 405 & 406, 407 (Wayne County Records). Described as:

Commencing at the northwesterly corner Lot 2, of said **"PLAT OF THE GUOIN FARM"**, also being the southeasterly right-of-way of Atwater Street (50 feet wide), thence S26°37'56"E 10.00 feet to the POINT OF BEGINNING.

Thence N64°47'10"E along a line being 10.00 feet parallel and measured perpendicular to the southeasterly right-of-way of said Atwater Street 422.45 feet;

Thence N64°49'00"E 39.08 feet;

Thence N64°47'57"E 11.00 feet;

Thence S26°42'05"E along a line being 11.00 feet parallel and measured perpendicular to the southwesterly line of Lot 4, of said **"PLAT OF THE SUBDIVISION OF THE DOMINIQUE RIOPELLE FARM"**, 270.55 feet;

Thence S64°47'33"W 472.86 feet to the southwesterly line of Lot 2, of said **"PLAT OF THE GUOIN FARM"**;

Thence N26°37'56"W along the southwesterly line of Lot 2, of said **"PLAT OF THE GUOIN FARM"**, 270.52 feet to the POINT OF BEGINNING.

Containing 2.935 Acres (127,845.411 sq. ft.), more or less.

Subject to any and all rights-of-way of record or otherwise.

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: That LAFARGE MIDWEST, INC., a Delaware corporation, having an address of 4000 Town Center, Suite 2000, Southfield, Michigan 48075 ("Grantor"), Conveys and Warrants to CITY OF DETROIT, a Michigan municipal corporation, having an address of Two Woodward Avenue, Detroit, Michigan 48226 (the "Grantee") the premises situated in the City of Detroit, County of Wayne, and State of Michigan, described on Exhibit A attached hereto (the "Property") for the full consideration of One and 00/100 dollar ($1.00) and other good and valuable non-monetary consideration, the receipt and sufficiency of which are hereby acknowledged, subject to all building and zoning laws and ordinances, state and federal laws and regulations, and easements, encumbrances and restrictions of record.

The Property may not be used for casino gaming purposes. So long as Grantor or any affiliate of Grantor is using the land described on Exhibit B attached hereto (the "Lafarge Property") for cement or concrete manufacturing or distribution operations, the Property may not be used for cement or concrete manufacturing or distribution operations which compete with the cement or concrete manufacturing or distribution operations conducted by Lafarge or any affiliate of Grantor on the Lafarge Property.

Grantor grants to Grantee the right to make all divisions available under Section 108 of the Land Division Act No. 288 of Public Acts of 1967.

The Property may be located within the vicinity of farmland or a farm operation. Generally accepted agricultural and management practices which may generate noise, dust, odors and other associated conditions may be used and are protected by the Michigan Right to Farm Act.

Dated this July 3, 2003

LAFARGE MIDWEST, INC.

By: Michael J. Balchunas
Print Name: Michael J. Balchunas
Its: President

STATE OF MICHIGAN)
) ss.
COUNTY OF Oakland)

The foregoing instrument was acknowledged before me this July 17, 2003, by Michael Pushaw the President of Lafarge Midwest, Inc., a Delaware corporation, on behalf of the corporation.

Print Name: Deborah D. Dombrowski
Notary Public, Oakland County, Michigan
My commission expires: 8-17-04

DEBORAH D. DOMBROWSKI
Notary Public, Oakland County, Michigan
My Commission Expires August 17, 2004

Drafted by:

Maureen H. Burke
Dickinson Wright PLLC
38525 Woodward, Suite 2000
Bloomfield Hills, MI 48304

When recorded return to:

Robert E. Koenig
City of Detroit Law Department
660 Woodward, Suite 1650
Detroit, MI 48226

BLOOMFIELD 267741 549295v02

EXHIBIT "A"

DESCRIPTION OF PROPERTY

PARCEL A:

Lot 1 through 3, inclusive, RIOPELLE FARM SUBDIVISION, as recorded in Liber 15, of Plats Page 394, Wayne County Records and Lots 2 through 6 inclusive, PLAT OF GUOIN FARM, according to the recorded Plat thereof, as recorded in Liber 11, of Deeds, Page 596, Wayne County Records.

Commonly known as: 1470 East Atwater
Ward 7, Item 5

PARCEL B:

All of Lots 4 through 6, including all including all of vacated Riopelle Street south of Atwater Street between Lots 3 and 4, of PLAT OF SUBDIVISION OF THE DOMINIQUE RIOPELLE FARM, being front of Private Claim 113, according to the recorded Plat thereof, as recorded in Liber 25, of Deeds, Page 405, Wayne County Records.

Commonly known as: 1500-1600 Atwater
Ward 7, Item 4

PARCEL C:

Lots 2, 3, 4 and 5, Block 2, PLAT OF ANTOINE DEQUINDRE FARM recorded in Liber 10, Page 715-718, City Records, Wayne County Records.

Commonly known as: 1650 South Atwater
Ward 7, Item 1-3

EXHIBIT "B"
DESCRIPTION OF LAFARGE PROPERTY

Land in the City of Detroit, County of Wayne, State of Michigan being part of lots 13 through 19, inclusive of **"WILLIAM DWIGHT'S PLAT SHOWING SUBD'N OF FRONT OF PRIVATE CLAIMS 267, 270 AND 268"**, as recorded in Liber 37, Pages 618 and 619, of Deeds Wayne County Records; Also being part of lots 95 thru 101 inclusive of **"PLAT OF THE SUBDIVISION OF CRAWFORD'S FORT TRACT BEING PRIVATE CLAIM No. 270, THE EAST PART OF PRIVATE CLAIM No. 267 AND THE WEST PART OF PRIVATE CLAIM No. 268"**, as recorded in Liber 2, Page 6 of Plats, Wayne County Records, and being more particularly described as;

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Thence N59°31'50"E 306.81 feet;

Thence S28°07'50"E 164.03 feet;

Thence S52°45'44"E 551.12 to a point on an Intermediate Traverse Line witnessing the waters edge of the Detroit River;

Thence S34°49'17"W along said Intermediate Traverse Line 906.71 feet;

Thence N60°56'57"W 77.86 feet;

Thence S29°03'03"W 17.00 feet;

Thence N60°56'57"W 378.69 feet;

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Thence along said curve to the left, having a radius of 550.00 feet, an arc length of 181.57 feet, a chord bearing of N39°05'50"E, and a chord distance of 180.75 feet;

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Thence along said curve to the left, having a radius of 335.00 feet, an arc length of 216.45 feet, a chord bearing of N11°07'50"E, and a chord distance of 212.70 feet to the **POINT OF BEGINNING**.

Containing 17.564 acres more or less, to waters edge.

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Michigan Economic Growth Authority (MEGA)
Michigan Economic Development Corporation
Brownfield Redevelopment SBT Credit Application – PART II

Lansing, MI 48913

Project Name/Working Title	Eligible Property Address, City, Village, or Township and County
@water Lofts South	**1470 E. Atwater**
(this name should be used consistently in all project correspondence, including TIF related requests)	**Detroit, Wayne County**

MUNICIPALITY CERTIFICATION OF APPROVED BROWNFIELD PLAN

To be completed by the municipality or county authorizing the Brownfield Redevelopment Authority and in which Eligible Property is located

Parcel Number(s) where the eligible property is located	**Brownfield Plan Approval Date** - date the governing body of the municipality or county approved brownfield designation of the property
Ward 07 Item 000005	October 2006
Street Address of the eligible property	**Name of the Brownfield Redevelopment Authority**
1470 E. Atwater	City of Detroit Brownfield Redevelopment Authority
	Type of Eligible Property (check only one)
	☒ Facility ☐ Blighted ☐ Functionally Obsolete

Affix Seal Here	**CERTIFICATION** I certify that the property identified above is designated as an eligible property in an approved brownfield plan.	
	Name of the Municipality or County	**Telephone Number**
	City of Detroit, Wayne County	313-224-3270
	Signature of Authorized Clerk	
	Vincan A Hudson 10/30/06	

DESIGNATED REPRESENTATIVE

The following qualified taxpayer will designate when the approved project is completed and determine how credits shall be distributed among the qualified taxpayers if there are cost overruns at the completion of the project.

Name	Title	Telephone Number
Dwight E. Belyue	Member	313-833-3600

QUALIFIED TAXPAYER CERTIFICATION

I certify that I am a qualified taxpayer and that the information contained in this application and all attachments is true and correct to the best of my knowledge. I further agree to the qualified taxpayer identified in Part 5 as the designated representative for this project. I further authorize the MEGA to discuss the specifics of this project with the contact persons identified in Part 2.

	Signature of Qualified Taxpayer	Name and Title (typed)	Date
#1		Dwight E. Belyue, Member	10/16/06
#2			
#3			

@WATER LOFTS SOUTH
RESIDENTIAL AND 50% OF COMMERCIAL

			2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Totals
Current Taxable Value			$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	
Weighted Current Taxable Value (Residential)			$ 0.9857											
Weighted Current Taxable Value (Commercial)			$ 0.0143											
Residential True Market Value (Increases by 1% per year)					$ 125,341,711	$ 126,595,128	$ 127,861,079	$ 129,139,690	$ 130,431,087	$ 131,735,398	$ 133,052,752	$ 134,383,279	$ 135,727,112	
Residential Taxable Value (Discounted 5%)					$ 59,537,313	$ 60,132,686	$ 60,734,013	$ 61,341,353	$ 61,954,766	$ 62,574,314	$ 63,200,057	$ 63,832,058	$ 64,470,378	
Residential Tax Increment Value					$ 58,275,981	$ 58,871,354	$ 59,472,681	$ 60,080,021	$ 60,693,434	$ 61,312,982	$ 61,938,725	$ 62,570,726	$ 63,209,046	
Commercial True Market Value (Increases by 1% per year)					$ 1,795,500	$ 1,813,455	$ 1,831,590	$ 1,849,905	$ 1,868,404	$ 1,887,089	$ 1,905,959	$ 1,925,019	$ 1,944,269	
Commercial Taxable Value (Discounted 15%)					$ 763,088	$ 770,718	$ 778,426	$ 786,210	$ 794,072	$ 802,013	$ 810,033	$ 818,133	$ 826,314	
Commercial Tax Increment Value					$ 744,757	$ 752,387	$ 760,095	$ 767,879	$ 775,741	$ 783,682	$ 791,702	$ 799,802	$ 807,983	
Residential														
School Taxes - Millage		NEZ												
State Educ Tax	6.0000	1.5471			$ 90,160	$ 91,061	$ 92,012	$ 92,951	$ 93,900	$ 94,859	$ 95,827	$ 96,805	$ 97,792	$ 845,388
Local Taxes - Millage														
Community College	2.4862	0.6411			$ 37,359	$ 37,741	$ 38,127	$ 38,516	$ 38,909	$ 39,306	$ 39,706	$ 40,113	$ 40,522	$ 350,301
City General	19.9620	5.1473			$ 299,963	$ 303,028	$ 306,123	$ 309,249	$ 312,407	$ 315,596	$ 318,816	$ 322,070	$ 325,355	$ 2,812,606
Wayne County	6.6380	1.7116			$ 99,747	$ 100,766	$ 101,796	$ 102,835	$ 103,885	$ 104,946	$ 106,017	$ 107,098	$ 108,191	$ 935,251
Library	3.6331	0.9368			$ 54,594	$ 55,151	$ 55,715	$ 56,284	$ 56,858	$ 57,439	$ 58,025	$ 58,617	$ 59,215	$ 511,897
Jail	0.9361	0.2419			$ 14,097	$ 14,241	$ 14,386	$ 14,533	$ 14,681	$ 14,831	$ 14,983	$ 15,135	$ 15,290	$ 132,176
Wayne County Parks	0.2459	0.0634			$ 3,695	$ 3,733	$ 3,771	$ 3,809	$ 3,848	$ 3,888	$ 3,927	$ 3,967	$ 4,008	$ 34,647
HCMA	0.2161	0.0557			$ 3,247	$ 3,280	$ 3,314	$ 3,348	$ 3,382	$ 3,417	$ 3,451	$ 3,487	$ 3,522	$ 30,448
RESA	3.4643	0.8933			$ 52,057	$ 52,589	$ 53,125	$ 53,669	$ 54,217	$ 54,770	$ 55,329	$ 55,893	$ 56,464	$ 488,113
Taxes Generated but Not Captured by DBRA														
School Debt	13.0000	3.3521											$	1,831,674
Bond Debt	7.9245	2.0434											$	1,116,546
School Judgment	0.8000	0.2063											$	112,718
	65.3082	16.84												
Commercial														
School Taxes - Millage														
School Operating	18.0000				$ 13,406	$ 13,543	$ 13,682	$ 13,822	$ 13,963	$ 14,106	$ 14,251	$ 14,396	$ 14,544	$ 125,712
State Educ Tax	6.0000				$ 4,469	$ 4,514	$ 4,561	$ 4,607	$ 4,654	$ 4,702	$ 4,750	$ 4,799	$ 4,848	$ 41,904
Local Taxes - Millage														
Community College	2.4862				$ 1,852	$ 1,871	$ 1,890	$ 1,909	$ 1,929	$ 1,948	$ 1,968	$ 1,988	$ 2,009	$ 17,384
City General	19.9620				$ 14,867	$ 15,019	$ 15,173	$ 15,326	$ 15,485	$ 15,644	$ 15,804	$ 15,966	$ 16,129	$ 139,415
Wayne County	6.6380				$ 4,944	$ 4,994	$ 5,046	$ 5,097	$ 5,149	$ 5,202	$ 5,255	$ 5,309	$ 5,363	$ 46,360
Library	3.6331				$ 2,706	$ 2,733	$ 2,761	$ 2,790	$ 2,818	$ 2,847	$ 2,876	$ 2,906	$ 2,935	$ 25,374
Jail	0.9361				$ 699	$ 706	$ 713	$ 720	$ 728	$ 735	$ 743	$ 750	$ 758	$ 6,552
Wayne County Parks	0.2459				$ 183	$ 185	$ 187	$ 189	$ 191	$ 193	$ 195	$ 197	$ 199	$ 1,717
HCMA	0.2161				$ 161	$ 163	$ 164	$ 166	$ 168	$ 169	$ 171	$ 173	$ 175	$ 1,505
RESA	3.4643				$ 2,580	$ 2,606	$ 2,633	$ 2,660	$ 2,687	$ 2,715	$ 2,743	$ 2,771	$ 2,799	$ 24,195
Taxes Generated but Not Captured by DBRA														
School Debt	13.0000												$	90,792
Bond Debt	7.9245												$	55,345
School Judgment	0.8000												$	5,587
Total Yearly Incremental Taxes Captured					$ 700,765	$ 707,945	$ 715,178	$ 722,483	$ 729,861	$ 737,312	$ 744,838	$ 752,440	$ 760,117	$ 6,570,959
DBRA Annual Fee (5% up to $75,000)									$	36,866	$ 37,242	$ 37,622	$ 38,006	$ 149,735
Yearly Taxes Captured for Reimbursement					$ 700,765	$ 707,945	$ 715,178	$ 722,483	$ 729,861	$ 700,447	$ 707,597	$ 714,818	$ 722,111	$ 3,009,021
Cumulative Taxes Captured for Reimbursement					$ 700,765	$ 1,408,730	$ 2,123,908	$ 2,846,391	$ 3,009,021					$ 3,009,021
Captured Taxes for Revolving Fund								$	567,230	$ 700,447	$ 707,597	$ 714,818	$ 722,110	$ 3,412,202
Cumulative Taxes Captured for Revolving Fund								$	567,230	$ 1,267,677	$ 1,975,274	$ 2,690,092	$ 3,412,202	
Reimbursed MEGA Expenses					$ 700,765	$ 325,049								
School Taxes					$ 108,034	$ 50,110								
Local Taxes					$ 592,750	$ 274,939								
Unreimbursed MEGA Expenses			$ 1,025,834		$ 325,049	$ -								
Reimbursed MDEQ Expenses						$ 382,895	$ 715,178	$ 722,483	$ 162,630					
School Taxes						$ 59,028	$ 110,264	$ 111,380	$ 25,072					
Local Taxes						$ 323,868	$ 604,924	$ 611,102	$ 137,559					
Unreimbursed MDEQ Expenses			$ 1,983,187			$ 1,600,291	$ 885,113	$ 162,630	$ -					
					0	0	0	0	0	0	0	0	0	

Description of Eligible Activities	Estimated Cost
1. MDEQ and MEGA Work Plan Preparation	$ 5,000
2. State Work Plan Review Fee (MEGA review fee $1,000, MDEQ review fee $1,500)	$ 2,500
3. Baseline Environmental Site Assessment Activities	$ 87,600
4. Due Care and Additional Response Activities	$ 1,361,449
5. Site Preparation/removal of fill material and basements (engineering, design, and testing)	$ 763,888
6. MEGA related interest	$ 143,488
7. MDEQ related interest	$ 312,406
8. MEGA related contigency	$ 114,958
9. MDEQ related contingency	$ 217,732
Eligible Activities to be funded by TIF	$ 3,009,021
10. Authority Administrative Costs	$ 149,735
Total Estimated Cost to be Funded Through TIF	$ 3,158,756
Local Site Remediation Revolving Fund	$ 3,412,202

Tax Increment Financing (Estimated Reimbursements)	
Developer Reimbursement	$ 3,009,021
Authority Administrative Costs	$149,735
Local Site Remediation Revolving Fund	$3,412,202
TOTAL	$6,570,959

MEGA Principal:	$ 767,388.00			
Term:	5			
Interest Rate:	6.00%			
Payment:	$ (182,175)			
Year	Principal Portion	Interest Portion	Principal Balance	
1	$ (136,132)	$ (46,043)	$ 631,256.00	
2	$ (144,300)	$ (37,875)	$ 486,956.00	
3	$ (152,958)	$ (29,217)	$ 333,998.00	
4	$ (162,135)	$ (20,040)	$ 171,863.00	
5	$ (171,863)	$ (10,312)	$ -	
Total Interest		$ (143,488)		

MDEQ Principal	$ 1,670,781.00			
Term:	$ 5			
Interest Rate:	6.00%			
Payment:	$ (396,537)			
Year	Principal Portion	Interest Portion	Principal Balance	
1	$ (296,391)	$ (100,247)	1,374,390	
2	$ (314,174)	$ (82,463)	1,060,216	
3	$ (333,024)	$ (63,513)	727,192	
4	$ (353,006)	$ (43,532)	374,186	
5	$ (374,186)	$ (22,451)	0	
Total Interest		$ (312,406)		

MEGA	34.09%
MDEQ	65.91%

Assumptions:
Increase in taxable value of 1%
Interest rate at 7.5%
NEZ for residential development for 12 years

AKTPEERLESS environmental services
607 Shelby, Suite 900
Detroit, MI 48226
Phone - 313-962-9353
Fax - 313-962-0966

REIMBURSEMENT AGREEMENT

This Reimbursement Agreement ("Agreement") is made and entered into as of November 1, 2006 by and between Atwater Lofts, LLC., a Michigan corporation (hereinafter referred to as the "Owner"), and the **City of Detroit Brownfield Redevelopment Authority**, a Michigan municipal corporation (hereinafter referred to as the "DBRA").

RECITALS:

Owner intends to develop in accordance with the Brownfield Plan (as that term is defined below) 1470 E. Atwater Street parcel of land situated in the City of Detroit, Wayne County, Michigan, 48207 (the "City"), as more particularly described on the attached Appendix A and, together with personal property located thereon, is hereinafter referred to as the "Subject Property." The implementation and effectiveness of this Agreement depends on the Owner taking title to the Subject Property.]

The DBRA has been created under Act 381, Public Acts of Michigan, 1996, as amended, ("Act 381") to promote the revitalization of environmentally distressed areas through the implementation of brownfield plans for certain eligible property under Act 381.

To induce and facilitate the proposed redevelopment of the Subject Property (the "Project"), on September 22, 2006, the DBRA adopted and on October 18, 2006 the Detroit City Council approved a brownfield plan (the "Plan" or "Brownfield Plan") for the Property, under which the Owner may receive, subject to this Agreement, the benefit of reimbursement from Tax Increment Revenues for the cost of Eligible Activities undertaken by the Owner on the Subject Property.

The DBRA and the Owner desire to establish the terms and conditions upon which the DBRA shall utilize Tax Increment Revenues captured pursuant to the Plan to reimburse the Owner for the costs of Eligible Activities undertaken by the Owner.

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

1. Definitions. Capitalized terms shall have those definitions provided under Act 381 unless otherwise provided by this Agreement or unless inconsistent with the context in which the term is used. However, notwithstanding the definitions provided under Act 381, for purposes of this Agreement; (i) Eligible Activities shall also be considered to include the work plan or remedial action plan prepared for the Subject Property; (ii) the cost of Eligible Activities shall include the cost of preparing the work plan or remedial action plan and the costs charged by the Michigan Department of Environmental Quality ("MDEQ") and/or the Michigan Economic Growth Authority ("MEGA") for review of such plan or plans; and Tax Increment Revenues shall only mean and include such Tax Increment Revenues generated from the sources specified in Section 2 hereof and within the limitations of Section 2(c).

2. Sources and Uses of Tax Increment Revenues.

(a) The following Tax Increment Revenues attributable to the levies of ad valorem taxes and Specific Taxes upon the Subject Property that are eligible for capture by the DBRA under Act 381, will comprise the sources of Tax Increment Revenues available to DBRA for purposes of the Plan and to make the reimbursement payments required under this Agreement:

(i) Subject to the approval of the MDEQ or the MEGA of a work plan or remedial action plan for the Eligible Activities to be conducted on the Subject Property (the "MDEQ Work Plan" or the "MEGA Work Plan"), levies by the State of Michigan of the State Education Tax.

(ii) Subject to the approval of a MDEQ Work Plan or the MEGA Work Plan, levies of the School District of the City of Detroit (the "Detroit School District").

(iii) Levies of the City of Detroit, Wayne County and other taxing jurisdictions that levy ad valorem or Specific Taxes that are considered Local Taxes under Act 381.

(b) The DBRA shall not be required by this Agreement to use Tax Increment Revenues attributable to the levies by the State of Michigan of the State Education Tax or by the Detroit School District for other than reimbursement payments to the Owner for Eligible Activities that are part of an approved MDEQ Work Plan or MEGA Work Plan. However, this Agreement shall not prohibit DBRA, in it sole discretion, from capturing or using Tax Increment Revenues attributable to the Subject Property for any purpose authorized by Act 381, including, but not limited to, the cost of preparing the MDEQ Work Plan and MEGA Work Plan, the cost of the review of the MDEQ Work Plan by MDEQ, the cost of the review of the MEGA Work Plan by MEGA, and funding of a local site remediation revolving fund.

(c) Anything in this Agreement to the contrary notwithstanding, if the proposed use of Tax Increment Revenues derived from Taxes Levied for School Operating Purposes (as defined in Act 381) on the Subject Property (the "School Taxes"), is not permitted by law or is denied in whole or in part by MDEQ or MEGA, the DBRA may approve the use of a combination of Tax Increment Revenues derived from Local Taxes on the Subject Property and the approved portion of School Taxes, if any, to make reimbursement payments under this Agreement, so long as the total amount of such Local Taxes is not greater than the amount of Local Taxes which would have been used for such reimbursement, if the total amount of School Taxes had been approved by MDEQ or MEGA, as the case may be. The DBRA shall not be obligated to increase the portion of Local Taxes to be used for reimbursement of Eligible Activities to offset any reduction of available School Taxes made by the MDEQ or MEGA.

3. Determination of Eligible Activities Qualified for Reimbursement.

(a) All costs of Eligible Activities attributable to the Subject Property for which the Owner seeks reimbursement from Tax Increment Revenues shall satisfy each of the following applicable qualifications:

(i) The Eligible Activity is included in the Plan.

(ii) Subject to clause (iii) below, the cost of the Eligible Activity is included in the Plan, or any amendment or supplement thereto, and the Eligible Activity is conducted in accordance with the terms of the approved MDEQ Work Plan or the approved MEGA Work Plan (if applicable), the Plan, this Agreement, the Development Agreement (the "Development Agreement) between the Owner or developer of the Subject Property and the City, if any, and all applicable local, state and federal laws, regulations, rules, ordinances, and executive orders.

(iii) The actual costs incurred by the Owner to complete Eligible Activities (the "Total Costs"), shall not exceed the total costs of Eligible Activities set forth in the Plan by more than 15% without requiring an amendment to the Plan in accordance with Act 381. As long as the Total Costs are not exceeded by more than 15%, line item costs of Eligible Activities may be adjusted after the Effective Date to the extent the adjustments do not violate the terms of the approved MDEQ Work Plan or the approved MEGA Work Plan.

(iv) The Eligible Activity does not consist of Phase I environmental site assessment activities.

(v) The Eligible Activity has not occurred on or before the effective date of approval of the Plan by the Detroit City Council, October 18, 2006 (the "Effective Date"), unless expressly approved as an element of the Plan.

(vi) For any Eligible Activity that occurs after the Effective Date and is qualified as an Eligible Activity under Act 381:

(1) The Eligible Activity and the cost of such Eligible Activity are included in an approved MDEQ Work Plan or an approved MEGA Work Plan, or

(2) If the cost of such Eligible Activity is pending approval or ineligible to be approved by MDEQ or MEGA or if MDEQ or MEGA determines that it will not approve the cost of such Eligible Activity, the Eligible Activity and the cost of such Eligible Activity may be approved for reimbursement from Local Taxes by the DBRA in accordance with Section 2.A of the "City of Detroit Brownfield Redevelopment Authority Guidelines for Brownfield Plan Proposals" (the "DBRA Guidelines") and Section 2(c) hereof.

(vii) The cost of the Eligible Activity is payable from Tax Increment Revenues under Act 381; provided, however, that no costs shall be payable from "taxes levied for school operating purposes," as defined in Act 381 unless such cost is included in an approved MDEQ Work Plan or an approved MEGA Work Plan.

(b) Owner understands and agrees that any reimbursement by or on behalf of the DBRA of any expenses for approved activities shall be only for "Eligible Activities" as defined in Act 381, and the Plan or for which reimbursement is authorized under this Agreement. It is further understood and agreed that any reimbursement to or on behalf of Owner shall only occur to the extent that Tax Increment Revenues are generated from the Subject Property and those Tax Increment Revenues or other revenue is available under Act 381 and this Agreement for the making of reimbursements to the Owner.

(c) The Owner agrees to pay, subject to reimbursement if included in the Plan, or reimbursable from Tax Increment Revenues as provided in Section 2.A of the DBRA Guidelines, all costs of preparing the MDEQ Work Plan and MEGA Work Plan, the review of the MDEQ Work Plan by MDEQ, and the review of the MEGA Work Plan by MEGA.

(d) Owner shall copy or provide DBRA with all correspondence and materials or documents provided to MDEQ that are related to the Subject Property or Eligible Activities on the Subject Property.

(e) With respect to any Eligible Activity for which reimbursement is available under this Agreement that occurs prior to the Effective Date, the Eligible Activity shall be considered, for purposes of the Act and this Agreement only and without assumption of any liability assumed by the Owner pursuant to Section 7 below, to have been conducted by the DBRA, and the Owner agrees and shall be considered to have performed that Eligible Activity on behalf of the DBRA.

4. DBRA Reimbursement Payments to Owner.

(a) From time to time, but not more frequently than quarterly without approval of the DBRA, Owner may submit to the DBRA, prior to completion of all Eligible Activities part of the Plan, a Certification for Reimbursement seeking reimbursement of costs paid or incurred by Owner to complete certain Eligible Activities that are eligible for reimbursement pursuant to this Agreement and the Plan. Such certification shall include a narrative of the approved activities performed certifying that such activities have been completed in the manner and in compliance with the terms of the Plan and the Plan's supporting documents, that such activities qualify for reimbursement under this Agreement, a representation and warranty of the Owner that all activities for which reimbursement is sought qualify as Eligible Activities under Act 381 and this Agreement, copies of all documents or reports for whose preparation payment is requested, a copy of invoices for the work described in such certification, and any substantiating documentation for such invoices that is reasonably requested by the DBRA (the "Submission").

(b) Within thirty (30) days of its receipt of such certification and supporting documentation, the DBRA shall complete its review of the Submission to confirm that such activities qualify for reimbursement under this Agreement and the Plan and advise Owner in writing ("Written Determination") of its confirmation, or if any activities do not so qualify, the specific reasons why the DBRA believes that such activities do not so qualify.

(c) Except for costs of Eligible Activities payable under Section 5(e) below, to the extent that such Submission is approved, the DBRA shall cause Owner to be paid the amounts approved within forty-five (45) days after the date of Submission, but only to the extent that Tax

Increment Revenues attributable to the Subject Property are available. If sufficient Tax Increment Revenues attributable to the Subject Property are not available at the time a Submission is approved and payment is due, the approved amount shall be paid from Tax Increment Revenues attributable to the Subject Property that are next received by the DBRA and that are not otherwise allowed to be used for purposes permitted by Section 5 below.

(d) To the extent that any portion of such Submission is not approved within the thirty (30) day review period, any authorized representative of the DBRA and Owner shall, upon the written request of either party within fourteen (14) days after receipt of the Written Determination, meet promptly to discuss the reasons the submission (or any portion thereof) was not approved and the conditions pursuant to which Owner can obtain approval of such disallowed request and Owner and DBRA agree to work cooperatively and diligently to resolve and or comply with any such conditions.

(e) The Owner shall notify the DBRA of the completion of Eligible Activities for which reimbursement may be sought under this Agreement and will execute and deliver to DBRA and the City a Certificate of Completion. The Owner shall provide the Certificate of Completion within ninety (90) days after the date of completion of the Eligible Activities for which reimbursement is sought under this Agreement. The Owner may receive progress payments under paragraph 4(c) for costs incurred for Eligible Activities prior to submitting the Certificate of Completion.

(f) The Interest amount as approved in the Plan for the Atwater Lofts South Brownfield Redevelopment Plan is eligible for reimbursement by DBRA under this Agreement.

(g) Anything in this Agreement to the contrary notwithstanding, 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 Subject Property and shall use the Subject Property in accordance with the Plan and the Development Agreement for the term of this Agreement; and if the Owner shall fail to do so, the DBRA may, in its sole discretion, withhold reimbursement payments under this Agreement for as long as such violation persists.

5. <u>DBRA Administrative and Operating Costs and Pre-Plan Cost Reimbursement</u>.

(a) The DBRA shall retain and use annual Tax Increment Revenues attributable to the Subject Property for purposes of Section 5(e) below and, thereafter, may retain funds to pay administrative and operating costs of the DBRA from the annual Tax Increment Revenues attributable to the Subject Property. The amount the DBRA may retain shall not exceed the lesser of the following:

(i) The maximum amount authorized to be captured under Act 381 for DBRA administrative and operating expenses multiplied by the ratio that the levies of Local Taxes upon the Captured Assessed Value of the Subject Property bears to the levies of Local Taxes upon the Captured Assessed Value of all Eligible Property from which the DBRA captures Tax Increment Revenues with respect to the tax year in question.

(ii) Fifteen percent (15%) of the levies of School Tax and Local Tax upon the Captured Assessed Value of the Subject Property.

(b) The amount retained pursuant to this Section 5 may be generated only from Tax Increment Revenues attributable to the levies of Local Taxes upon the Subject Property.

(c) If all amounts retained by the DBRA for administrative and operating expenses from the Tax Increment Revenues attributable to the levy of Local Taxes for any year exceed the actual administrative and operating costs of the DBRA for its fiscal year for the Project, the excess shall be redistributed to Owner for reimbursement of expenses incurred from the performance of Eligible Activities in accordance with this Agreement.

(d) The DBRA may retain the amount permitted by this Section 5 prior to making any reimbursement under Section 4 to the Owner. To the extent Tax Increment Revenues are not available from levies of Local Taxes for any year in an amount sufficient to make the reimbursement under this Section 5 for that year, the shortfall may be reimbursed from any subsequent years' Tax Increment Revenues attributable to the Subject Property after reimbursements required under this Section 5 and Section 4 are made for the year in question.

(e) The funds the DBRA is permitted to retain under this Section 5 shall be used first by the DBRA to pay costs of Eligible Activities for which reimbursement is available under this Agreement that occurred prior to the Effective Date and were completed in a manner and in compliance with the terms of the Plan and this Agreement. When such costs of Eligible Activities have been fully reimbursed, the DBRA may use the funds to pay administrative and operating costs of the DBRA.

6. Application and Processing Fees.

All processing and application fees related to the Plan and this Agreement shall be payable by the Owner to the DBRA.

7. Indemnification.

(a) Owner indemnifies and holds harmless DBRA, and any and all of its past, present and future members, officials, employees, representatives, agents and consultants (collectively, the "Indemnified Persons"), from any and all losses, demands, claims, actions, causes of action, assessments, suits, judgments, damages, liabilities, penalties, costs and expenses (including without limitation the reasonable fees and expenses of attorneys and other consultants) which are asserted against, or are imposed upon or incurred by DBRA or an Indemnified Person and which are resulting from, relating to, or arising out of any of the following:

(i) Any order of the State, any agency thereof, or a court of competent jurisdiction, under the process described in Paragraph 7(a)(vi) below, requiring that the State of Michigan or any other taxing jurisdiction be repaid or refunded any levy captured as Tax Increment Revenues and paid to Owner as a reimbursement payment under this Agreement made in excess of the amount of Tax Increment Revenues the DBRA is

determined by the State, any agency thereof, or a court to be allowed by law to use for such reimbursement, with the exception of:

(1) any payments received by the DBRA under Paragraph 5,

(2) any payments received by the Owner for Eligible Activity performed before the Effective Date of the Plan and which is approved within the DBRA Plan, and

(3) any Tax Increment Revenues required to be repaid under Paragraph 8.

(ii) Any act or omission of the Owner, after taking title to the Subject Property, with respect to the conduct of a baseline environmental assessment, due care activity or additional response or remedial activity for the Subject Property, including any failure by the Owner to take any affirmative action required by law to prevent the release of a hazardous substance or any other contaminant or the exacerbation of an existing environmental condition.

(iii) Any release of a hazardous substance or any other contaminant on the Subject Property or an exacerbation of an existing environmental condition, any adverse effects on the environment, or any violation of any State or federal environmental law, rule or regulation arising out of, caused by or due to an act, error or omission by the Owner.

(iv) The acquisition, construction, equipping and undertaking of Eligible Activities for the Subject Property.

(v) The acquisition, construction, equipping and operation of the business of the Owner on the Subject Property.

(vi) In the event any person challenges or otherwise asserts that the State of Michigan or any other taxing jurisdiction must be repaid or refunded any levy captured as Tax Increment Revenues and paid to Owner as a reimbursement payment under this Agreement, the DBRA shall provide written notice of such challenge or assertion and provide the Owner with the opportunity to defend such challenge or assertion and Owner shall not be required to repay or reimburse any such funds until a court order addressing such issue has been issued and no right of appeal remains.

(b) The DBRA may, at its discretion and without consent of the Owner, set-off any amount owing to the Owner under this Agreement to satisfy any indemnification obligation of the Owner under this Section 7.

(c) The Owner shall obtain and maintain throughout the term of this Agreement, at its cost, and require its contractors engaged in Eligible Activities to obtain and maintain commercial general liability insurance against claims of any and all persons, firms and corporations for personal injury, death or property damage occurring upon, in or about the Subject Property and, at the time the Owner executes this Agreement, shall provide the DBRA with a certificate

evidencing such insurance and that the Owner has the statutorily required workers' compensation insurance. The liability policies shall name the City and the DBRA and their officers, employees and agents as additional insureds. All policies shall be provided by insurers qualified to write the respective insurance in the State of Michigan, be in such form and include such provisions as are generally considered standard provisions for the type of insurance involved, prohibit cancellation or substantial modification without at least thirty (30) days written notice to the DBRA or its authorized agent. Any loss or damage against which the DBRA is indemnified under Section 7(a) above that is recovered by such insurance shall offset the liability of the Owner to DBRA under this Agreement.

(d) If any suit, action or proceeding is brought against the DBRA or any Indemnified Person related to the subject matter hereof, that action or proceeding shall be defended by counsel to the DBRA or the Owner, as the DBRA shall determine. If the defense is by counsel to the DBRA, the Owner shall indemnify the DBRA and Indemnified Persons for the reasonable cost of that defense including reasonable counsel fees. If the DBRA determines that the Owner shall defend the DBRA or Indemnified Person, the Owner shall immediately assume the defense at its own cost. The Owner shall not be liable for any settlement of any proceedings made without its consent (which consent shall not be unreasonably withheld, delayed or conditioned).

(e) The Owner shall also indemnify the DBRA for all reasonable costs and expenses, including reasonable counsel fees, incurred in:

(i) enforcing any obligation of the Owner under this Agreement or any related agreement to which the Owner is a party,

(ii) taking any action requested by the Owner, or

(iii) **[to the extent that such cost or expense exceeds or is not subject to Section 5 herein,]** taking any action on behalf of the Owner that is required of the Owner, or which is otherwise considered necessary by the DBRA, under this Agreement or any related agreement to which the Owner is a party.

(f) The obligations of the Owner under this section shall survive any assignment or termination of this Agreement.

(g) The Owner shall not be obligated to indemnify the DBRA or any Indemnified Person under subsection (a), to the extent a court with competent jurisdiction finds that the liability in question was caused by the willful misconduct or sole gross negligence of the DBRA or the involved Indemnified Person(s), unless the court determines that, despite the adjudication of liability but in view of all circumstances of the case, the DBRA or the Indemnified person(s) is (are) fairly and reasonably entitled to indemnity for the expenses which the court considers proper.

8. Loss of Revenue from a Taxing Jurisdiction

It is understood that the Brownfield Plan as approved is intended to capture Tax Increment Revenues from several taxing jurisdictions. In the event that a taxing jurisdiction, or any other party, challenges the capture of any tax revenues and the State, an agency thereof, or a court of competent jurisdiction issues an order preventing the capture and use of those revenues and requiring the refund or repayment of any captured Tax Increment Revenue previously paid to Owner pursuant to this Agreement, the Owner agrees to repay to the DBRA the captured Tax Increment Revenues previously paid to Owner pursuant to this Agreement and the DBRA agrees to reimburse the Owner, from future capturable revenues, any such repayment by the Owner .

9. Effective Date.

This Agreement shall take effect upon its execution by DBRA.

10. Owner Obligations, Representations and Warranties; Termination and Enforcement.

(a) Owner represents and warrants the following:

(i) With respect to the Subject Property, Owner is not a party liable under section 20126 of the Natural Resources and Environmental Protection Act, 1994 PA 451, MCL 324.20126.

(ii) The Subject Property qualifies as Eligible Property under Act 381.

(iii) Unless otherwise agreed to in writing by the DBRA, all Eligible Activities will be completed in the manner and in compliance with the terms of the Plan within three (3) years after execution of this Agreement; 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 the Plan and any documents prepared pursuant to the Plan.

(b) The DBRA may terminate this Agreement should Owner (1) fail to fulfill in a timely and proper manner any of its obligations under paragraphs 3, 4, or 7; or (2) violate a representation or warranty in paragraph 10(a); provided that before such termination the DBRA shall deliver to the Owner a written notice of termination specifically describing the breach causing issuance of the notice of termination, and the Owner shall have thirty (30) days after delivery of the notice to cure such breach; provided however, if the nature of the breach is such that 30 days is not a reasonable time to complete the cure, then provided Owner has commenced activities to cure the breach and is diligently pursuing the cure of the breach, Owner shall have a reasonable time to cure the breach, provided, however, in no event shall such cure period exceed 90 days without the prior written consent of DBRA. If the Owner cures within the time allowed (as may be extended), then this Agreement shall not be terminated for the breach. If the Owner does not cure, then the termination shall be effective on the 31st day after the notice of termination is delivered unless the cure period is extended pursuant to this Section.

(c) Upon the effective date of the termination of this Agreement, the DBRA shall have no further obligation under this Agreement to make any payments to Owner in reimbursement of any costs of Eligible Activities incurred or to be incurred by the Owner.

(d) In lieu of termination, the DBRA may seek to enforce and compel performance with the terms of this Agreement in a court of competent jurisdiction by specific performance or mandatory injunction and may pursue any other remedy that may be available to it at law or equity.

11. Miscellaneous.

(a) Owner and the DBRA, with the assistance of their respective legal counsel, have negotiated together to reach the terms of this Agreement, participated in the drafting of this Agreement and acknowledge that this Agreement is the product of the joint effort of both parties. In no event shall the terms of this Agreement be construed more strictly against one party than the other party.

(b) This Agreement shall be binding upon and inure to the benefit of Owner and the DBRA, and their respective heirs, successors, assigns and transferees. The Owner may freely assign its rights hereunder but its obligations may only be assigned to an entity not affiliated with the Owner if such transfer or assignment is approved in advance by the DBRA, which approval shall not be unreasonably withheld, delayed or conditioned. In the event of any assignment or transfer of any right or obligation hereunder such transfer or assignment shall not be effective unless a written notice by certified mail is provided to the other party. This Agreement shall not be affected or altered in any way by any sale, lease or other disposition or sale of all or a portion of the Subject Property.

(c) This Agreement shall be interpreted and construed in accordance with Michigan law and shall be subject to interpretation and enforcement only in Michigan courts whether federal or state.

(d) This Agreement may be signed in counterparts.

(e) In no event shall the provisions of this Agreement be deemed to inure to the benefit of or be enforceable by any third party.

(f) Except as otherwise expressly stated in this Agreement, the rights and remedies of the parties are cumulative, and the exercise by any party of one or more of such rights or remedies shall not preclude the exercise by it, at the same time or different times, of any other rights or remedies for the same default or any other default by any other party.

(g) This Agreement constitutes the entire agreement of the parties and integrates all of the terms and conditions mentioned herein or incidental hereto and supersedes all negotiations or previous agreements between the parties with respect to all or any part of the subject matter hereof.

(h) A party may waive any default, condition, promise, obligation or requirement applicable to any other party hereunder, provided that any such waiver shall apply only to the extent expressly given and shall not be deemed or construed to waive any such or other default, condition, promise, obligation or requirement in any past or future instance. All waivers of the provisions of this Agreement must be in writing and signed by the appropriate officers of the waiving party, and all amendments hereto must be in writing and signed by the appropriate officers of all of the parties.

(i) In the event of any conflict or inconsistency between the terms of this Agreement and the terms of any other agreement, document or understanding of the parties, this Agreement shall control.

(j) All notices, certificates or communications required by this Agreement to be given shall be sufficiently given and shall be deemed delivered when personally served or sent by facsimile (promptly confirmed in writing) or when mailed by express courier or registered or certified mail, postage prepaid, return receipt requested, addressed to the respective parties at the addresses listed below:

If to the DBRA:	City of Detroit Brownfield Redevelopment Authority 500 Griswold Street, Suite 2200 Detroit, MI 48226 Phone: (313) 963-2940 Fax: (313) 963-8839
With a copy to:	William Phillips, Esq. Pepper Hamilton LLP 36th Floor, 100 Renaissance Center Detroit, MI 48243 Phone: (313) 393-7438 Fax: (313) 259-7926
If to the Owner:	Dwight Belyue Atwater Lofts, LLC 78 Watson, Suite 100 Detroit, MI 48201 Phone: 313-833-3600
With a copy to:	Richard Barr, Esq. Honigman Miller Schwartz 2290 First National Building 600 Woodward Detroit, MI 48226 Phone: 313-465-7308

@WATER LOFTS, LLC
A Michigan Limited Liability Company

By: Dwight E. Belyue
Its: Manager

STATE OF MICHIGAN)
) ss.
COUNTY OF OAKLAND)

The foregoing Agreement was acknowledged before me this 1 day of November, 2006 by Dwight E. Belyue Manager of Owner, @ Water Lofts, LLC, a Michigan [~~corporation~~/limited liability company].

Matty Jeng

Notary Public
Oakland County, Michigan
My Commission Expires: 11-04-11

MATTY JENG
Notary Public, Oakland County, Michigan
Acting in Wayne County
My Commission Expires November 04, 2011

CITY OF DETROIT BROWNFIELD REDEVELOPMENT AUTHORITY,
a Michigan municipal corporation

By: _____ and By _____

Its: Authorized Agent Its: Authorized Agent

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

The foregoing Agreement was acknowledged before me this 1st day of Nov, 2006 by Brian Hollwick, the Authorized Agent and Wayman Guillebeaux the Authorized Agent respectively, of the City of Detroit Brownfield Redevelopment Authority.

Gay E. Hilger

Notary Public
Wayne County, Michigan
My Commission Expires: 6/22/08

GAY E. HILGER
Notary Public, Wayne County, MI
My Commission Expires Jun. 22, 2008

APPROVED AS TO FORM ONLY:

Pepper Hamilton, L.L.P.
General Counsel to the City of Detroit
Brownfield Redevelopment Authority

By: _____
~~William Phillips~~, Esq.
Todd C. Fracassi

TRUE COPY CERTIFICATE

Form C of D—16-CE

STATE OF MICHIGAN,
City of Detroit } ss.

CITY CLERK'S OFFICE, DETROIT

I, Vivian A. Hudson Deputy City Clerk of the City of Detroit, in said State, do hereby certify that the annexed paper is a TRUE COPY OF RESOLUTION

adopted (passed) by the City Council at session of October 18, 2006

and approved by Mayor October 25, 2006

as appears from the Journal of said City Council in the office of the City Clerk of Detroit, aforesaid; that I have compared the same with the original, and the same is a correct transcript therefrom, and of the whole of such original.

In Witness Whereof, I have hereunto set my hand and affixed the corporate seal of said City, at Detroit, this 30th day of October A. D. 2006

Vivian A. Hudson
CITY CLERK

EXHIBIT E
RESOLUTION APPROVING BROWNFIELD PLAN OF THE CITY OF DETROIT BROWNFIELD REDEVELOPMENT AUTHORITY FOR THE ATWATER LOFTS SOUTH PROJECT

City of Detroit
County of Wayne, Michigan

By Council Member Tinsley-Talabi:

WHEREAS, Pursuant to 381 PA 1996, as amended ("Act 381"), the City of Detroit Brownfield Redevelopment Authority ("Authority") has been established by resolution of the City Council of the City of Detroit (the "City") for the purpose of promoting the revitalization of eligible properties in the City; and

WHEREAS, Under Act 381 the Authority is authorized to develop and propose for adoption by City Council a brownfield plan for one (1) or more parcels of eligible property; and

WHEREAS, An eligible taxpayer may qualify for the Michigan Single Business Tax credit pursuant to Act 228, Public Acts of Michigan, 1975, as amended, for any eligible investments on eligible property identified under a brownfield plan; and

WHEREAS, Pursuant to the resolution establishing the Authority and the bylaws of the Authority, the Authority has submitted a proposed brownfield plan for the Atwater Lofts South Redevelopment Project (the "Plan") that would enable the owner to apply for a Michigan Single Business Tax credit for eligible investments on eligible property as defined by Act 381, as amended, after the adoption of this Plan; and

WHEREAS, The Authority submitted the Plan to the Community Advisory Committee for consideration on August 16, 2006, and a public hearing was conducted by the Authority on September 21, 2006 to solicit comments on the proposed Plan; and

WHEREAS, The Community Advisory Committee recommended approval of the Plan on September 13, 2006; and

WHEREAS, The Authority approved the Plan on September 22, 2006 and forwarded it to the City Council with a request for its approval of the Plan; and

WHEREAS, City Council has published the required notice of the public hearing on the Plan; and

WHEREAS, The City Council held a public hearing on the proposed Plan on October 18, 2006.

NOW, THEREFORE, BE IT RESOLVED, THAT:

1. Definitions. Where used in this Resolution the terms set forth below shall have the following meaning unless the context clearly requires otherwise:

"Eligible Activities" or "eligible activity" shall have the meaning described in Act 381.

"Eligible Property" means the property designated in the Plan as the Eligible Property, as described in Act 381.

"Plan" means the Plan prepared by the Authority, as transmitted to the City Council by the Authority for approval, copies of which Plan are on file in the office of the City Clerk.

"Taxing Jurisdiction" shall mean each unit of government levying an ad valorem property tax on the Eligible Property.

2. Public Purpose. The City Council hereby determines that the Plan constitutes a public purpose.

3. Best Interest of the Public. The City Council hereby determines that it is in the best interests of the public to promote the revitalization of environmentally distressed areas in the City to proceed with the Plan.

4. Review Considerations. As required by Act 381, the City Council has in reviewing the Plan taken into account the following considerations:

(a) The Plan meets the requirements set forth in section 13 of Act 381.

(b) The proposed method of financing the costs of eligible activities is feasible and the Authority has the ability to arrange the financing.

(c) The costs of eligible activities proposed are reasonable and necessary to carry out the purposes of Act 381.

(d) The amount of captured taxable value estimated to result from adoption of the Plan is reasonable.

5. Approval and Adoption of Plan. The Plan as submitted by the Authority is hereby approved and adopted. A copy of the Plan and all amendments thereto shall be maintained on file in the City Clerk's office.

6. Preparation of Base Year Assessment Roll for the Eligible Property.

(a) Within 60 days of the adoption of this Resolution, the City Assessor shall prepare the initial Base Year Assessment Roll for the Eligible Property in the Plan. The initial Base Year Assessment Roll shall list each Taxing Jurisdiction levying taxes on the Eligible Property on the effective date of this Resolution and the amount of tax revenue derived by each Taxing Jurisdiction from ad valorem taxes on the Eligible Property, excluding millage specifically levied for the payment of principal and interest of obligations approved by the electors or obligations pledging the unlimited taxing power of the local governmental unit.

(b) The City Assessor shall transmit copies of the initial Base Year Assessment Roll to the City Treasurer, County Treasurer, Authority and each Taxing Jurisdiction which will have Tax Increment Revenues captured by the Authority, together with a notice that the Base Year Assessment Roll has been prepared in accordance with this Resolution and the Plan approved by this Resolution.

7. Preparation of Annual Base Year Assessment Roll. Each year within 15 days following the final equalization of the Eligible Property, the City Assessor shall prepare an updated Base Year Assessment Roll. The updated Base Year Assessment Roll shall show the information required in the initial Base Year Assessment Roll and, in addition, the Tax Increment Revenues for each Eligible Property for that year. Copies of the annual Base Year Assessment Roll shall be transmitted by the Assessor to the same persons as the initial Base Year Assessment Roll, together with a notice that it has been prepared in accordance with the Plan.

8. Establishment of Project Fund; Approval of Depositary. The Authority shall establish a separate fund for the Eligible Property subject to this Plan, which shall be kept in a depositary bank account or accounts in a bank or banks approved by the Treasurer of the City. All moneys received by the Authority pursuant to the Plan shall be deposited in the Project Fund for the Eligible Property. All moneys in the Project Fund and earnings thereon shall be used only in accordance with the Plan and Act 381.

9. Use of Moneys in the Project Fund. The moneys credited to the Project Fund and on hand therein from time to time shall be used annually to first make those payments authorized by and in accordance with the Plan and any development agreement governing such payments and then to the Local Site Remediation Revolving Fund, as authorized by Act 381:

10. Return of Surplus Funds to Taxing Jurisdictions. The Authority shall return all surplus funds not deposited in the Local Site Remediation Revolving Fund proportionately to the Taxing Jurisdictions.

11. Payment of Tax Increment Revenues to Authority. The municipal and the county treasurers shall, as ad valorem and specific local taxes are collected on the Eligible Property, pay the Tax Increment Revenues to the Authority for deposit in the Project Fund. The payments shall be made not more than 30 days after the Tax Increment Revenues are collected.

12. Disclaimer. By adoption of this resolution and approval of the Plan, the City assumes no obligation or liability to the owner, developer, lessee or lessor of the Eligible Property for any loss or damage that may result to such persons from the adoption of this Resolution and Plan. The City makes no guarantees or representations as to the determinations of the appropriate state officials regarding the ability of the owner, developer or lessor to qualify for a single business tax credit pursuant to Act 228, Public Acts of Michigan, 1975, as amended, or as to the ability of the Authority to capture tax increment revenues from the State and local school district taxes for the Plan.

13. Repealer. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

14. The City Clerk is requested to submit four (4) certified copies of this Resolution to the DBRA, 500 Griswold Street, Suite 2200, Detroit, MI 48226.

Adopted as follows:

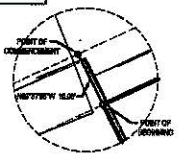
Yeas — Council Members S. Cockrel, Collins, Conyers, Jones, Kenyatta, Reeves, Tinsley-Talabi, Watson, and President K. Cockrel, Jr. — 9.

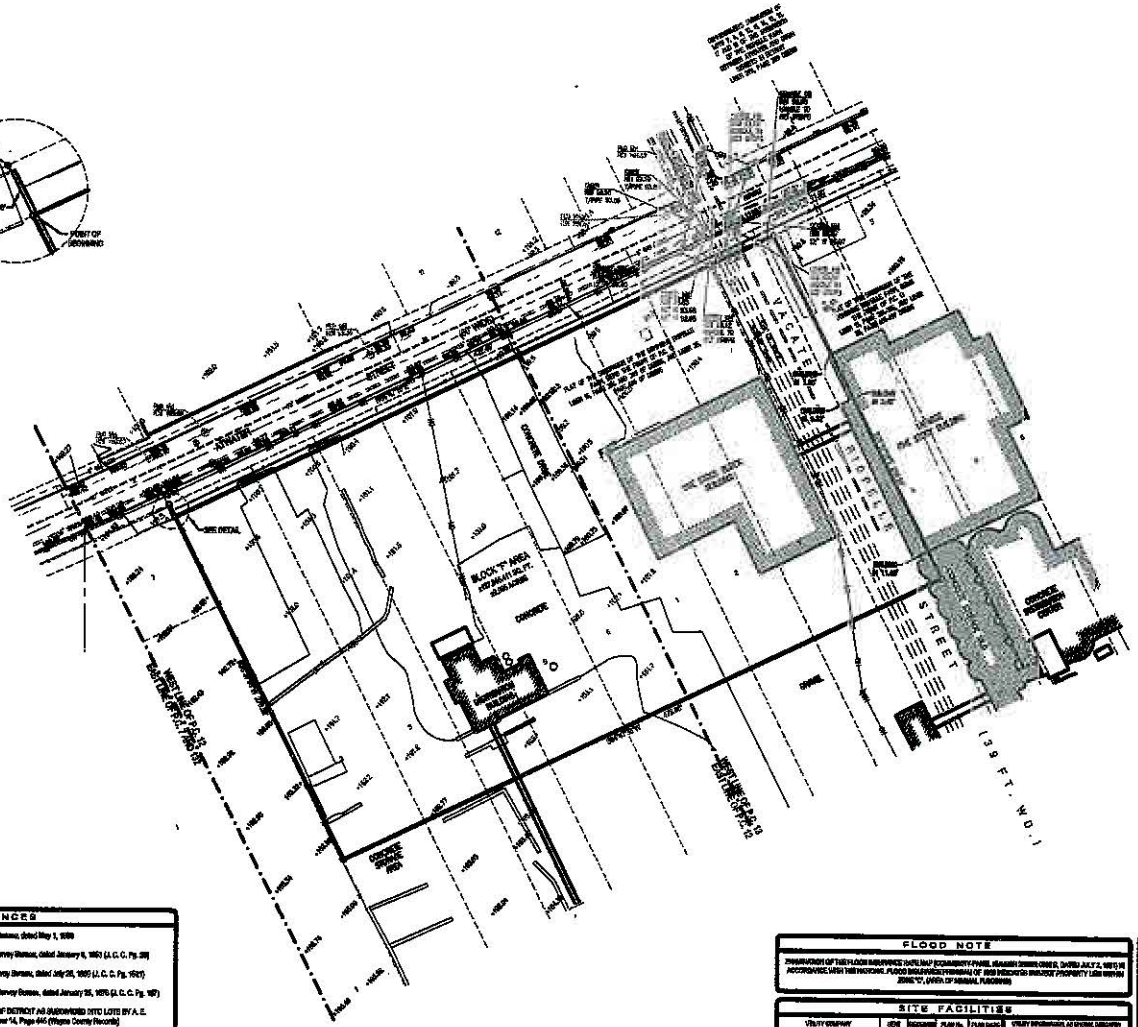
Nays — None.

*WAIVER OF RECONSIDERATION (No. 2) per motions before adjournment.

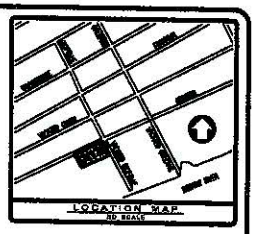
GRAPHIC SCALE

(IN FEET)
1 inch = 40 ft.





~PRELIMINARY~



LEGEND

	BENCHMARK
	TOWNSHIP POINT
	SANITARY MANHOLE
	STORM MANHOLE
	MASONRY CATCH BASIN
	ROUND CATCH BASIN
	SQUARE CATCH BASIN
	GUIDE GUY
	UNKNOWN MANHOLE
	HYDRANT
	GATE VALVE AND WELL
	VALVE BOX
	METER MARKER
	DETROIT EDISON MANHOLE
	ELECTRIC PEDESTAL
	ELECTRIC HANDHOLE
	PUBLIC LIGHTING DEPARTMENT
	TELEPHONE MANHOLE
	TELEPHONE PEDESTAL
	GAS VALVE
	UTILITY POLE
	GUY ANCHOR
	LIGHT POLE
	BOLLARD
	PARKING METER
	SIGN
	DECIDUOUS TREE
	CONIFEROUS TREE
	CHAINLINK FENCE
	SPLIT RAIL FENCE
	WALL (STONE OR BLOCK)
	OVERHEAD UTILITIES
	EXISTING SEWER LINES
	EXISTING WATERMAIN
	EXISTING GAS LINES
	EXISTING ELECTRIC LINES
	EXISTING PUBLIC LIGHTING DEPARTMENT
	EXISTING TELEPHONE

REFERENCES

1. Cartographic Map 038, prepared by City of Detroit Survey Bureau, dated May 1, 1939
2. Street and Alley Map 85-148, prepared by City of Detroit Survey Bureau, dated January 6, 1953 (J. C. C. Pg. 38)
3. Street and Alley Map 89-33, prepared by City of Detroit Survey Bureau, dated July 28, 1965 (J. C. C. Pg. 1921)
4. Street and Alley Map 215-384, prepared by City of Detroit Survey Bureau, dated January 25, 1978 (J. C. C. Pg. 187)
5. Plat of "MAP OF THE EASTER ADDITION TO THE CITY OF DETROIT AS SUBDIVIDED INTO LOTS BY A. E. HATHON CITY ENGINEER, 1888" recorded June 11, 1898, Liber 14, Page 645 (Wayne County Records)
6. Plat of "A TOWN PLOT OF THE FARM OF ANTOINE DESJARDINS ABBRIBED BY DEED OF TRUST TO PETER DOBKOWSKI DRAWN UP BY ARON E. HATHON AT THE REQUEST OF THE PARTIES INTERESTED FOR THE PURPOSE OF BEING RECORDED FEBRUARY 4, 1940 A. E. HATHON." Liber 16, Page 715-717 (Wayne County Records)
7. Plat of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROBELLE FARM BEING THE FRONT OF PRIV. CLAIM 13" recorded October 14, 1946, Liber 36, Page 495 (Wayne County Records)
8. Plat of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROBELLE FARM BEING THE FRONT OF PRIVATE CLAIM NO. 13-APR. 26, 1944 BY A. E. HATHON CITY SURVEYOR" Liber 34, Page 496-497 (Wayne County Records)

FLOOD NOTE

PORTIONS OF THE FLOOD INSURANCE RATE MAP (COMMUNITY-PANEL NUMBER 260105 0060 D), DATED JULY 2, 1980 (IN ACCORDANCE WITH THE NATIONAL FLOOD INSURANCE PROGRAM) OF DETROIT (WAYNE COUNTY) MICHIGAN, ZONE "C", (AREA OF MINIMAL FLOODING)

SITE FACILITIES

UTILITY COMPANY		ATOR	RESPONDED	PLAN No.	PLAN DATE
DTE ENERGY (GAS/ELECTRIC)		05/12	05/20	—	—
DETROIT DEPT OF PUBLIC WORKS	SEWER	05/12	05/21	—	—
	WATER	05/12	05/21	—	—
DETROIT EDISON		05/12	05/20	—	—
SBC		05/12	X/X	—	—
PUBLIC LIGHTING DEPARTMENT		05/12	05/21	—	—
COMCAST CABLE (TRANSMISSION)		05/12	N/A	—	—

NA = HAVE NOT RECEIVED UTILITIES TO DATE

UTILITY INFORMATION, AS SHOWN, DERIVED AT UNDERGROUND UTILITIES MAPS AND/OR AS PROVIDED ONLY, AS SPECIFIED TO THE FIRM BY THE COMPANY. COMPANY CERTIFIES ACCURACY OF INFORMATION PROVIDED AND AS TO THE COMPLETENESS OF INFORMATION TO BE SHOWN. FIELD VERIFICATION OF ALL UTILITIES AND METHOD OF CONFIRMED OVERHEAD UTILITIES WERE NOT PERFORMED BY METCO. THE DIMENSIONS OF THE FOUND INFORMATION AS SHOWN ON THIS SURVEY, INCLUDING BUT NOT LIMITED TO, DEPTH, SIZE, MATERIAL, OWNERSHIP, OPERATING STATUS AND OVERHEAD CABLE HEIGHT, ARE NOT GUARANTEED.

CALL MISS DIG, 1-800-482-7171

VERTICAL DATUM

TOPOGRAPHIC INFORMATION PROVIDED ON THIS DRAWING IS BASED ON CITY OF DETROIT DATUM.

BENCHMARK LIST

- ARROW ON HYDRANT AT SOUTH-WEST CORNER OF ORLEANS STREET AND JEFFERSON AVE. ELEVATION = 116.07 (OPTIMETS)
- ARROW ON HYDRANT AT NORTHEAST CORNER OF WOODWARDE STREET AND ORLEANS STREET. ELEVATION = 112.16
- ARROW ON HYDRANT AT SOUTHEAST CORNER OF FRANKLIN STREET AND ORLEANS STREET. ELEVATION = 106.47
- ARROW ON HYDRANT AT NORTHEAST CORNER OF ROBELLE STREET AND ATWATER STREET. ELEVATION = 102.39

LEGAL DESCRIPTIONS

BLOCK F

Land in the City of Detroit, County of Wayne, State of Michigan, being:

Part of Lots 2-4 inclusive, of "PLAT OF THE DUBOIS FARM", as subdivided, A.D. Hathon 1884. Recorded in Liber 11 of Deeds, Page 606. And part of Lots 1-3 inclusive, of "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROBELLE FARM", being the front of Private Claim No. 13, Apr. 26, 1944 by A.E. Hathon, City Surveyor. Recorded in Liber 42 of Deeds, Page 364 and 365, and Registered in Liber 32 of deeds, Pages 495 & 496, (Wayne County records). Described as:

Commencing at the northwesterly corner Lot 2, of said "PLAT OF THE DUBOIS FARM", also being the southwesterly right-of-way of Atwater Street (99 feet wide), thence S89°31'00"E 10.00 feet to the POINT OF BEGINNING;

Thence N01°17'00"E along a line being 10.00 feet parallel and measured perpendicular to the southwesterly right-of-way of said Atwater Street 492.45 feet;

Thence N01°00'00"E 35.46 feet;

Thence N01°47'00"E 11.00 feet;

Thence S89°42'00"E along a line being 11.00 feet parallel and measured perpendicular to the southwesterly line of Lot 4, of said "PLAT OF THE SUBDIVISION OF THE DOMINIQUE ROBELLE FARM", 370.00 feet;

Thence N01°47'00"W 472.50 feet to the southwesterly line of Lot 2, of said "PLAT OF THE DUBOIS FARM";

Thence N89°31'00"W along the southwesterly line of Lot 2, of said "PLAT OF THE DUBOIS FARM", 370.00 feet to the POINT OF BEGINNING.

Containing 2.805 Acres, (122,246.411 sq. ft.) more or less.

Subject to any and all rights-of-way of record or otherwise.

SURVEYOR'S CERTIFICATION

I, STEPHEN R. JACOBS, HEREBY CERTIFY TO:

TO BE PURCHASED BY MADISON, MADISON INTERNATIONAL

THAT THIS MAP AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN IN ACCORDANCE WITH "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS", JOINTLY ESTABLISHED AND ADOPTED BY ALTA, ACSM AND NSPS IN 1999, AND INCLUDES ITEMS 1, 2, 3, 4, 7A, 8 AND 11B OF TABLE A THEREOF. PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA, NSPS, AND ACSM AND IN EFFECT ON THE DATE OF THIS CERTIFICATION THEREUNDER FIELD PROCEDURES, INSTRUMENTATION, AND ACCURACY SURVEY PERFORMED, WERE EMPLOYED IN ORDER TO ACHIEVE RESULTS COMPARABLE TO THOSE OUTLINED IN THE "MINIMUM ANGLE, DISTANCE, AND CLOSURE REQUIREMENTS FOR SURVEY MEASUREMENTS WHICH CONTROL LAND BOUNDARIES FOR ALTA/ACSM LAND TITLE SURVEYS."

METCO

DATE: _____ BY: _____

STEPHEN R. JACOBS, PROFESSIONAL SURVEYOR
PROFESSIONAL SURVEYOR PSM#

DATE	REVISED	DATE	BY
10/04/05			

SCALE 1" = 40'

DRAWN BY: CSD
CHECK BY: JRB
BOOK NO.: NA
PAGE NO.: NA

METCO
1204 LIBERTY, DETROIT, MI 48226
TEL • (313) 961-3080 • FAX (313) 961-7366
1200 ECONOMIC, WAYNE, IN 46285
TEL • (317) 761-2134 • FAX (317) 761-2174
www.metcoengineering.com

EAST RIVERFRONT
DEVELOPMENT BLOCK F

A.L.T.A./A.C.S.M. SURVEY

CLIENT: ECONOMIC DEVELOPMENT
CORPORATION OF THE CITY OF DETROIT

JOB NUMBER 05-104

SHEET NUMBER 1 OF 2

⊕WATER LOFTS SOUTH
RESIDENTIAL AND 50% OF COMMERCIAL

			2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	Totals
Current Taxable Value			$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	$ 1,279,663	
Weighted Current Taxable Value (Residential)			$ 0.9857											
Weighted Current Taxable Value (Commercial)			$ 0.0143											
Residential True Market Value (Increases by 1% per year)					$ 125,341,711	$ 126,595,128	$ 127,861,079	$ 129,139,690	$ 130,431,087	$ 131,735,398	$ 133,052,752	$ 134,383,279	$ 135,727,112	
Residential Taxable Value (Discounted 5%)					$ 59,537,313	$ 60,132,686	$ 60,734,013	$ 61,341,353	$ 61,954,766	$ 62,574,314	$ 63,200,057	$ 63,832,058	$ 64,470,378	
Residential Tax Increment Value					$ 58,275,981	$ 58,871,354	$ 59,472,681	$ 60,080,021	$ 60,693,434	$ 61,312,982	$ 61,938,725	$ 62,570,726	$ 63,209,046	
Commercial True Market Value (Increases by 1% per year)					$ 1,795,500	$ 1,813,455	$ 1,831,590	$ 1,849,905	$ 1,868,404	$ 1,887,089	$ 1,905,959	$ 1,925,019	$ 1,944,269	
Commercial Taxable Value (Discounted 15%)					$ 763,088	$ 770,718	$ 778,426	$ 786,210	$ 794,072	$ 802,013	$ 810,033	$ 818,133	$ 826,314	
Commercial Tax Increment Value					$ 744,757	$ 752,387	$ 760,095	$ 767,879	$ 775,741	$ 783,682	$ 791,702	$ 799,802	$ 807,983	
Residential														
School Taxes - Millage		NEZ												
State Educ Tax	6.0000	1.5471			$ 90,160	$ 91,081	$ 92,012	$ 92,951	$ 93,900	$ 94,859	$ 95,827	$ 96,805	$ 97,792	$ 845,388
Local Taxes - Millage														
Community College	2.4862	0.6411			$ 37,359	$ 37,741	$ 38,127	$ 38,516	$ 38,909	$ 39,305	$ 39,708	$ 40,113	$ 40,522	$ 350,301
City General	19.9620	5.1473			$ 299,963	$ 303,028	$ 306,123	$ 309,249	$ 312,407	$ 315,595	$ 318,816	$ 322,070	$ 325,355	$ 2,812,606
Wayne County	6.6380	1.7116			$ 99,747	$ 100,766	$ 101,796	$ 102,835	$ 103,885	$ 104,946	$ 106,017	$ 107,098	$ 108,191	$ 935,281
Library	3.6331	0.9368			$ 54,594	$ 55,151	$ 55,715	$ 56,284	$ 56,858	$ 57,439	$ 58,025	$ 58,617	$ 59,215	$ 511,837
Jail	0.9381	0.2419			$ 14,097	$ 14,241	$ 14,386	$ 14,533	$ 14,681	$ 14,831	$ 14,983	$ 15,135	$ 15,290	$ 132,176
Wayne County Parks	0.2459	0.0634			$ 3,695	$ 3,733	$ 3,771	$ 3,809	$ 3,848	$ 3,888	$ 3,927	$ 3,967	$ 4,008	$ 34,647
HCMA	0.2161	0.0557			$ 3,247	$ 3,280	$ 3,314	$ 3,348	$ 3,382	$ 3,417	$ 3,451	$ 3,487	$ 3,522	$ 30,446
RESA	3.4643	0.8933			$ 52,057	$ 52,589	$ 53,126	$ 53,669	$ 54,217	$ 54,770	$ 55,329	$ 55,893	$ 56,464	$ 488,113
Taxes Generated but Not Captured by DBRA														
School Debt	13.0000	3.3521											$ 1,831,574	
Bond Debt	7.9245	2.0434											$ 1,116,546	
School Judgment	0.8000	0.2063											$ 112,718	
	65.3082	16.84												
Commercial														
School Taxes - Millage														
School Operating	18.0000				$ 13,406	$ 13,548	$ 13,682	$ 13,822	$ 13,963	$ 14,106	$ 14,251	$ 14,396	$ 14,544	$ 125,712
State Educ Tax	6.0000				$ 4,469	$ 4,514	$ 4,561	$ 4,607	$ 4,654	$ 4,702	$ 4,750	$ 4,799	$ 4,848	$ 41,904
Local Taxes - Millage														
Community College	2.4862				$ 1,852	$ 1,871	$ 1,890	$ 1,909	$ 1,929	$ 1,948	$ 1,968	$ 1,988	$ 2,008	$ 17,364
City General	19.9620				$ 14,867	$ 15,019	$ 15,173	$ 15,328	$ 15,485	$ 15,644	$ 15,804	$ 15,966	$ 16,129	$ 139,415
Wayne County	6.6380				$ 4,944	$ 4,994	$ 5,046	$ 5,097	$ 5,149	$ 5,202	$ 5,255	$ 5,309	$ 5,363	$ 46,360
Library	3.6331				$ 2,706	$ 2,733	$ 2,761	$ 2,790	$ 2,818	$ 2,847	$ 2,876	$ 2,906	$ 2,935	$ 25,374
Jail	0.9381				$ 699	$ 706	$ 713	$ 720	$ 728	$ 735	$ 743	$ 750	$ 758	$ 6,552
Wayne County Parks	0.2459				$ 183	$ 185	$ 187	$ 189	$ 191	$ 193	$ 195	$ 197	$ 199	$ 1,717
HCMA	0.2161				$ 161	$ 163	$ 164	$ 166	$ 168	$ 169	$ 171	$ 173	$ 175	$ 1,509
RESA	3.4643				$ 2,580	$ 2,606	$ 2,633	$ 2,660	$ 2,687	$ 2,715	$ 2,743	$ 2,771	$ 2,799	$ 24,195
Taxes Generated but Not Captured by DBRA														
School Debt	13.0000												$ 90,792	
Bond Debt	7.9245												$ 55,345	
School Judgment	0.8000												$ 5,587	
Total Yearly Incremental Taxes Captured					$ 700,785	$ 707,945	$ 715,178	$ 722,483	$ 729,861	$ 737,312	$ 744,838	$ 752,440	$ 760,117	$ 6,570,959
DBRA Annual Fee (5% up to $75,000)									$ 36,865	$ 37,242	$ 37,622	$ 38,006	$ 149,735	
Yearly Taxes Captured for Reimbursement					$ 700,785	$ 707,945	$ 715,178	$ 722,483	$ 729,861	$ 700,447	$ 707,597	$ 714,818	$ 722,111	$ 3,009,021
Cumulative Taxes Captured for Reimbursement					$ 700,785	$ 1,408,730	$ 2,123,908	$ 2,846,391	$ 3,009,021					$ 3,009,021
Captured Taxes for Revolving Fund								$ 567,230	$ 700,447	$ 707,597	$ 714,818	$ 722,111	$ 3,412,202	
Cumulative Taxes Captured for Revolving Fund								$ 567,230	$ 1,267,677	$ 1,975,274	$ 2,690,092	$ 3,412,202		
Reimbursed MEGA Expenses					$ 700,785	$ 325,049								
School Taxes					$ 108,034	$ 50,110								
Local Taxes					$ 592,750	$ 274,939								
Unreimbursed MEGA Expenses				$ 1,025,834	$ 325,049	$ -								
Reimbursed MDEQ Expenses						$ 382,895	$ 715,178	$ 722,483	$ 182,630					
School Taxes						$ 59,028	$ 110,254	$ 111,360	$ 25,072					
Local Taxes						$ 323,868	$ 604,924	$ 611,102	$ 137,559					
Unreimbursed MDEQ Expenses				$ 1,983,187		$ 1,600,291	$ 885,113	$ 182,630	$ -					
						0	0	0	0	0	0	0	0	0

Description of Eligible Activities	Estimated Cost
1. MDEQ and MEGA Work Plan Preparation	$ 5,000
2. State Work Plan Review Fee (MEGA review fee $1,000, MDEQ review fee $1,500)	$ 2,500
3. Baseline Environmental Site Assessment Activities	$ 87,600
4. Due Care and Additional Response Activities	$ 1,361,449
5. Site Preparation/removal of fill material and basements (engineering, design, and testing)	$ 763,888
6. MEGA related interest	$ 143,488
7. MDEQ related interest	$ 312,406
8. MEGA related contigency	$ 114,958
9. MDEQ related contingency	$ 217,732
Eligible Activities to be funded by TIF	$ 3,009,021
10. Authority Administrative Costs	$ 149,735
Total Estimated Cost to be Funded Through TIF	$ 3,158,756
Local Site Remediation Revolving Fund	$ 3,412,202

Tax Increment Financing (Estimated Reimbursements)	
Developer Reimbursement	$ 3,009,021
Authority Administrative Costs	$149,735
Local Site Remediation Revolving Fund	$3,412,202
TOTAL	$6,570,959

MEGA Principal:	$ 767,388.00			
Term:	5			
Interest Rate:	6.00%			
Payment	$ (182,175)			
Year	Principal Portion	Interest Portion	Principal Balance	
1	$ (136,132)	$ (46,043)	$ 631,256.00	
2	$ (144,300)	$ (37,876)	$ 486,956.00	
3	$ (152,958)	$ (29,217)	$ 333,998.00	
4	$ (162,135)	$ (20,040)	$ 171,863.00	
5	$ (171,863)	$ (10,312)	$ -	
Total Interest		$ (143,488)		

MDEQ Principal	$ 1,870,781.00			
Term:	$ 5			
Interest Rate:	6.00%			
Payment:	$ (396,637)			
Year	Principal Portion	Interest Portion	Principal Balance	
1	$ (296,391)	$ (100,247)	1,374,390	
2	$ (314,174)	$ (82,463)	1,060,216	
3	$ (333,024)	$ (63,613)	727,192	
4	$ (353,005)	$ (43,632)	374,186	
5	$ (374,186)	$ (22,451)	0	
Total Interest		$ (312,406)		

MEGA	34.09%
MDEQ	65.91%

Assumptions:
Increase in taxable value of 1%
Interest rate at 7.5%
NEZ for residential development for 12 years

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