

**\$25,000,000**  
**CELEBRATE VIRGINIA SOUTH COMMUNITY DEVELOPMENT**  
**AUTHORITY**  
**(CITY OF FREDERICKSBURG, VIRGINIA)**  
**SPECIAL ASSESSMENT REVENUE BONDS**  
**(CELEBRATE VIRGINIA SOUTH PROJECT)**  
**SERIES 2006**

**DEVELOPER'S CONTINUING DISCLOSURE STATEMENT**

Mr. Keenan Rice  
MuniCap, Inc.  
6760 Alexander Bell Drive, Ste 220  
Columbia, MD 21046

Third Quarter 2008

In accordance with the Continuing Disclosure Agreement by and between Celebrate Virginia South Community Development Authority (the "Authority"), Celebrate Virginia South L.L.C. (the "Landowner"), Celebrate Virginia Development Company L.L.C. (the "Developer") and MuniCap, Inc. (the "Administrator") dated June 1, 2006, the Developer hereby provides the following information as of September 30, 2008. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Trust Indenture dated June 1, 2006. To the best of the knowledge of the undersigned:

The information provided herein is not intended to supplement the information provided in the Private Placement Memorandum. This report responds to the specific requirements of the continuing disclosure agreement. No representation is made as to the materiality or completeness of the information provided herein or as to whether other relevant information exists with respect to the period covered by this report. Other matters or events may have occurred or become known during or since that period that may be material. All information is provided as of September 30, 2008, unless otherwise stated, and no representation is made that the information contained herein is indicative of information that may pertain since the end of the period covered by this report or in the future.

1. Status of the Public Improvements Financed with the Bonds:

Public Improvement	Original Budget	Budget Change	Revised Budget	Spent to Date	Percent Complete
<b>Soft Costs</b>					
Legal	\$75,000	(\$37,193)	\$37,807	\$17,889	47.30%
Design & Engineering	\$700,000	\$321,241	\$1,021,241	807,838	79.10%
Construction Stakeout	\$320,000	(\$125,240)	\$194,760	\$144,760	74.30%
Geotechnical	\$330,000	(\$175,387)	\$154,613	\$117,890	76.20%
Permits & Bonds	\$190,000	(\$122,724)	\$67,276	\$47,276	70.30%
Environmental	\$95,000	(\$46,503)	\$48,497	\$18,497	38.10%
Historic Properties	\$40,000	\$60,839	\$100,839	\$70,839	70.20%
Utility Relocations	\$62,000	\$28,898	\$90,898	\$90,898	100.00%
<b>Hard Construction Cost</b>					
Hospitality Drive	\$850,000	\$220,859	\$1,070,859	\$825,011	77.00%
CDS Parkway – Phase IA	\$2,400,000	(\$94,513)	\$2,305,487	\$2,275,487	98.70%
CD Parkway – Phase IIA	1,000,000	\$24,488	\$1,024,488	\$989,710	96.60%
CDS Parkway - Phase IIB	\$3,900,000	\$1,226,931	\$5,126,931	\$4,422,296	86.30%
Sanitary Sewer	\$1,900,000	(\$150,000)	\$1,750,000	\$1,738,363	99.30%
CDS Parkway – Phase III	\$1,000,000	(\$225,859)	\$774,141	\$204,426	26.40%
<b>Misc. Site Construction</b>					
Signage	\$300,000	(\$74,780)	\$225,220	\$194,476	86.30%
Landscaping/Irrigation	\$850,000	(\$81,294)	\$768,706	\$612,142	79.60%
Stormwater/Biofilters	\$850,000	\$1,146,318	\$1,996,318	\$1,688,118	84.60%
Sewer Pump Stations	\$1,300,000	(\$102,851)	\$1,197,149	\$404,573	33.80%
Electric Service	\$700,000	(\$94,294)	\$605,706	\$505,801	83.50%
Street Lights	\$400,000	(\$73,279)	\$326,721	\$326,721	100.00%
Contingency	\$1,726,200	(\$1,327,420)	\$398,780	\$0.00	0.00%
Management Fee (3%)	\$569,646	\$0	\$569,646	\$465,090	81.60%
Other Costs	\$424,716	(\$298,240)	\$126,476	\$126,476	100.00%
<b>Total</b>	<b>\$19,982,562</b>	<b>\$0</b>	<b>\$19,982,562</b>	<b>\$16,094,580</b>	<b>80.50%</b>

2. **Status of Residential Units:** Residential development requires Conditional Use Permit approval by the City of Fredericksburg. The Developer is continually assessing the market demand for commercial and active adult residential units before proceeding with CUP application.

3. Status of Commercial and Retail Development:

Development Type				
	Construction Started	Construction Complete	Settlement	Occupancy
<b>Commercial</b>				
Ho, Jin & Claudette Kim	n/a	n/a	10/03/2003	n/a
Suk, Kew & Hyun Kyung Kim	n/a	n/a	10/07/2003	n/a
Buttram Portrait Studio (Willis Buttram, Jr.)	Jan-04	Jun-04	11/21/2003	Jun-04
Signature Investments (Friendly's Restaurant)	n/a	n/a	10/07/2005	n/a
Fredericksburg Area Board of Realtors	Sep-06	July -07	12/30/2005	August '07

<b>Hotels</b>				
Apple Six Hospitality (Hilton Garden Inn)	Mar-05	Oct-05	12/20/2005	Oct - 05
Cleveland Retirement Properties LLC (Homewood Suites)	Jul-06	Aug-07	10/2007	Oct - 07
Cleveland Retirement Properties LLC (Hampton Inn)	Apr-06	Nov-07 (est)	10/2007	Dec - 07
Fredericksburg Expo and Convention Center	Sep-05	Apr-06	8/18/2005	Apr-06

**4. Status of Sales of Undeveloped Property:**

<b>Property Type</b>	<b>Size -sf/a</b>	<b>Proposed Development</b>	<b>Construction Commenced</b>	<b>Construction Completed</b>
<b>Kalahari Resorts</b>	68.5 Acres	Indoor Water Park Hotel and Resort	November 2008	May 2010
<b>Life Style Center</b>	53 Acres	Retail Life Style Center	December 2008	February 2010
<b>Retail Center</b>	4.5 Acres	Retail Multi Use	June 2009	Dec 2009

**5. Status of Leasing for Commercial and Retail:**

**a) Status of commercial and square footage leased (gla)**

<b>Property Type</b>	<b>Spaces leased (sf)</b>	<b>GLA</b>
PNC	1.297 ac	59,091 SF
<b>Total:</b>	<b>1.297 ac</b>	<b>59,091 SF</b>

**b) Status of tenants leasing more than 50,000 gla**

<b>Tenant Name</b>	<b>GLA</b>
Wegmans*	150,000
<b>Total:</b>	<b>150,000</b>

*Ground Lease has been sold to Silver Entity – Building is under construction*

**6. Special Assessments for Property owned by Landowners:** Annual assessments in the amount of \$104,198.61 were levied for fiscal year 2007. As of June 11, 2008, the City of Fredericksburg Treasurer's office reports that annual assessments in the amount of \$104,198.61 were collected. As a result, there are no delinquent annual assessments for fiscal year 2007.

Annual assessments in the amount of \$1,592,967.81 were levied for fiscal year 2008. The annual assessments are due in two installments of \$796,483.84 on May 15, 2008 and November 15, 2008. As of July 1, 2007, the City of Fredericksburg Treasurer's Office reports that annual assessments equal to \$796,483.84 have been collected for the first half fiscal year 2008 installment.

7. **Trustee Funds and Account Balances and the Amount of Outstanding Bonds:**

- a. The balances as of December 31, 2007, interest paid, additional proceeds, disbursements, and the account balances for each account funded as of September 30, 2008 are shown in the table below:

**Trustee Accounts and Balances**

Fund	Balance 12/31/07	Interest Paid	Additional Proceeds	Disbursements	Balance 09/30/08
Reserve Fund	\$1,961,175	\$48,048	\$46,903	\$142,620	\$1,913,505
Construction Account	\$7,168,770	\$136,747	\$142,620	\$1,981,068	\$5,467,068
Capitalized Interest Account	\$701,576	\$15,309	\$0	\$716,885	\$0
Administrative Expense Fund	\$3,436	\$242	\$52,000	\$25,211	\$30,467
Bond Payments Account	\$0	\$39	\$1,669,816	\$1,669,855	\$1
Prepayments Account	\$0	\$0	\$0	\$0	\$0
Special Assessment Revenue Fund	\$0	\$972	\$904,649	\$897,576	\$8,044
Special Assessment Prepayment Account	\$0	\$0	\$0	\$0	\$0
<b>Total</b>	<b>\$9,834,957</b>	<b>\$201,356</b>	<b>\$2,815,988</b>	<b>\$5,433,216</b>	<b>\$7,419,085</b>

b. **Bonds Outstanding Series 2006:**

CUSIP Number	Term	Coupon Rate	Issue Amount	Outstanding Amount
15101WAA3	March 1, 2037	6.25%	\$25,000,000	\$25,000,000

8. The developer has not obtained actual knowledge of the occurrence of any Significant Events, as listed below.

**CELEBRATE VIRGINIA DEVELOPMENT  
COMPANY, LLC**

By: Celebrate Virginia Development Company, LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

*[Handwritten Signature]*  
*Vice President, Silver Companies*  
*10/28/2008*

## DEVELOPER SIGNIFICANT EVENTS

Significant events generally include the following:

- (i) failure to pay any real property taxes (including the special assessments) levied within the authority on a parcel owned by the land owners, the developer or any affiliate thereof;
- (ii) material damage to or destruction of any development or improvements within the authority;
- (iii) material default by the land owners, the developer or any affiliate thereof on any loan with respect to the construction or permanent financing of the development;
- (iv) material default by the land owners, the developer or any affiliate thereof on any loan secured by property within the district owned by the land owners, the developer or any affiliate thereof;
- (v) payment default by the land owners, the developer or any affiliate thereof on any loan to such party (whether or not such loan is secured by property with the district);
- (vi) the filing of the land owners, the developer or any affiliate thereof, any general partner of the land owners or the developer or any owners of more than 25% interest in the land owners or developer in bankruptcy or any determination that any of these entities or any related or affiliated entity is unable to pay its debts as they become due; and
- (vii) the filing of any lawsuit against the developer with claim for damage in excess of \$1,000,000 or which may adversely affect the completion of authority development or litigation in excess of \$1,000,000 which would materially adversely affect the financial conditions of the developer.