

**LEWISTOWN COMMERCE CENTER  
COMMUNITY DEVELOPMENT AUTHORITY (VIRGINIA)  
\$37,675,000 Revenue Bonds, Series 2007**

**DEVELOPER'S CONTINUING DISCLOSURE STATEMENT**

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

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement"), dated as of September 1, 2007, by and between (i) the LEWISTOWN COMMERCE CENTER COMMUNITY DEVELOPMENT AUTHORITY (the "Authority"), (ii) LEWISTOWN COMMERCE CENTER LLC ("Lewistown"), and (iii) MUNICAP, INC. (the "Administrator"), the developer hereby provides the following information as of December 31, 2008. All terms having initial capitalization and not defined herein shall have the same meanings set forth in a Limited Offering Memorandum dated October 11, 2007. To the best of the knowledge of the undersigned:

The information provided herein is not intended to supplement the information provided in the Limited Offering 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 December 31, 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) Completion of the Public Improvements**

**A) Public Improvements Budget:**

<b>Public Improvement</b>	<b>Original Budget</b>	<b>Budget Changes</b>	<b>Revised Budget</b>	<b>Spent to Date</b>	<b>Percent Complete</b>
<b>County Facilities</b>					
Construction of Lakeridge Parkway and related Infrastructure Improvements	\$4,600,000	\$0	\$4,600,000	\$3,508,021	76.26%
Extension of Water Line and Construction of Sewer Improvements	\$435,000	\$0	\$435,000	\$171,207	39.36%
Payment into Storm Water Management Fund – Including only portion allocated to Public Improvements -Parking and Road extension (South End)	\$227,000	\$0	\$227,000	\$0	0%
<b>Lewistown Commerce Facilities:</b>					
Construction of Public Parking Lot and Interior Roads, including Public Water and Sewer Improvements (Other than Lakeridge Parkway)	\$4,500,000	\$0	\$4,500,000	\$4,067,816	90.40%
Pedestrian Trails & Landscaping	\$250,000	\$0	\$250,000	\$111,580	44.63%
Contingency	\$3,200,500	\$0	\$3,200,500	\$2,640,000	82.49%
<b>Lewistown Commerce Conveyance to Authority:</b>					
Acquisition of Land, Easements or Right of Way for Parking Lots and Roads- other than Lakeridge Parkway (13.75 acres)	\$9,013,895	\$0	\$9,013,895	\$9,013,895	100%
Acquisition of Land, Easements or Right-of-Way for Lakeridge Parkway (9.79 acres)	\$3,200,000	\$0	\$3,200,000	\$3,200,000	100%
Acquisition of Land for County Parks Department (36 acres/3.01 acres)	\$1,373,605	\$0	\$1,373,605	\$1,373,605	100%
Acquisition of Land for Retention Basin (3.2 acres)	\$1,700,000	\$0	\$1,700,000	\$1,700,000	100%
<b>Total Bond Funded Costs</b>	<b>\$28,500,000</b>	<b>\$0</b>	<b>\$28,500,000</b>	<b>\$25,786,124</b>	<b>82.94%</b>

**B) Status of Construction**

**(i) Status of road construction:**

Lakeridge Parkway is complete and open to the public.

**(ii) Status of water infrastructure:**

The water main is complete, tested and operational.

**(iii) Status of sanitary sewer infrastructure:**

All sanitary sewer mains for the Lakeridge Parkway project has been installed tested and are operational.

**(iv) Status of storm sewer infrastructure:**

The storm sewer systems are complete and in service.

**(v) Status of site work:**

All site work for the Bass Pro Shop including: site, utilities, concrete, asphalt, irrigation, landscaping, parking lot lighting and striping are complete. The final inspection from Hanover County is complete and the site is in service.

**(vi) Status of construction of buildings/stores:**

The Bass Pro Shop building is complete, merchandise has been stocked. The Grand Opening occurred on October 2, 2008.

**2) Status of Financing**

**A. Loans Secured by Property within the District:**

Well Fargo Loan – Land & Infrastructure Loan

- Loan Amount: \$13,265,000
- Amount drawn through 12/31/08: \$3,430,487
- Amount repaid through 12/31/08: \$0
- Balance at 12/31/08: \$3,430,487
- Interest rate: LIBOR + 1.5% = 4.5% Current Rate 3.44%

Well Fargo Loan – Construction Loan

- Loan Amount: \$12,000,000
- Amount drawn through 12/31/08: \$9,590,950
- Amount repaid through 12/31/08: \$0
- Balance at 12/31/08: \$9,590,950
- Interest rate: LIBOR + 1.6% = 4.1% - Current Rate 2.04%

**B. Material Amendments on the Loan:** There have been no material amendments on the loan as described in the Limited Offering Memorandum.

**C. Event of Default on any Loan:** The developer has not received formal written notice and is not aware of any default or passage of time on any loan.

**D. Liens:** There exist no other liens for borrowed money secured by the property owned by the developer in the district.

**E. Availability of Funds to Complete the Facilities:** There are sufficient funds available to complete the facilities as contemplated.

**F. Availability of Funds to the Developer to complete its Development:** There are sufficient funds available to complete the development of the district.

3) **Government Permits and Approvals:**

Permit/Approval	Approval Status	Date of Approval	Permitting Agency
Land Disturbance Permits	Yes	June 15, 2007	Hanover County
Site Development Plans	Yes	June 15, 2007	Hanover County
Wetlands Delineation	Yes	January 29, 2007	Hanover County
Roads – Lakeridge Parkway	Yes	In 2007	VWP &USCOE
Wetland Permits	Yes	In 2007	VWP & USCOE

4) **Status of Property Sales and Ground Leasing:**

**A. Property Sales and Closings:**

Buyer	Area in Square Feet	Building Permits Issued	Proposed Use	Closing Date	Sales Price
Horizon Winding Brook Outlet, LLC	1,729,332 sf		Outlet Mall	TBA	\$10,919,150
Buz and Neds at WB Land, LLC	90,736 sf		Restaurant	01/09	\$624,900
Water Street Development	1,568,160		Retail Development	TBA	\$13,950,000
<b>Total</b>	<b>3,388,227</b>				\$25,494,050

**B. Ground Leases:**

Tenant	Leasing Dates	Square Feet Leased	Proposed Use
None	None	None	None
<b>Total</b>			

5) **Legislative, Administrative or Judicial Challenges:** There have been no legislative, administrative, or judicial challenges to the construction or development of the facilities and the property owned by the developer (or any affiliate) within the district, as known to the developer.

6) **Amendments or Supplements to Existing Contracts:** There have been no amendments or supplements to the existing contracts.

7) **Other Comments:**

None

8) **Reporting of Significant Events:** The developer has not obtained actual knowledge of the occurrence of any significant events attached hereto.

No significant events.

**LEWISTOWN COMMERCE CENTER, LLC**

By: Lewistown Commerce Center, LLC

By: 

Title: PARTNER / CFO

Date: 8-5-09

### Significant Events

- (i) failure to pay any real property taxes or special assessments levied within the district on a parcel owned by the developer (or any affiliate);
- (ii) material damage to or destruction of any development or improvements owned by the developer (or any affiliate) within the district;
- (iii) material default by the developer (or any affiliate) on any loan with respect to the development or permanent financing of district development undertaken by the developer;
- (iv) material default by the developer (or any affiliate) on any loan secured by property owned by the developer (or any affiliate) within the district;
- (v) payment default by the developer (or any affiliate) on any loan in excess of \$250,000 (whether or not such loan is secured by the property within the district);
- (vi) the filing of the developer ( or any owner of more than 25% interest in the developer) in bankruptcy or any determination that the developer (or any owner of more than 25% in the developer) is unable to pay its debts as they become due;
- (vii) the filing of any lawsuit with the claim for damage in excess of \$1,000,000 against the developer (or any affiliate) which may adversely affect the completion of the district development or litigation which would materially adversely affect the financial conditions of the developer (or any affiliate); and
- (viii) any change in the ownership or legal structure of the developer.