

\$8,295,000
Town of Tiverton, Rhode Island
(Villages on Mount Hope Bay)
SPECIAL OBLIGATION TAX INCREMENT BONDS
SERIES 2002 A

DEVELOPER'S CONTINUING DISCLOSURE STATEMENT

Attention: Keenan Rice
MuniCap, Inc.
8340 Governor Ridgley Lane
Ellicott City, MD 21043

In accordance with the "Developer's Continuing Disclosure Agreement" (the "Agreement") by and between the undersigned, Starwood Tiverton, Limited Liability Company (the Developer") and MuniCap, Inc. (the Dissemination Agent") dated as of October 1, 2002, the Developer hereby provides the following information as of December 31, 2004. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum dated as of October 17, 2002. To the best of the knowledge of the undersigned:

- 1) Status of Construction of the Sewer Project to be financed with bond proceeds:

The table below provides the budget funded with bond proceeds by public improvement.

Public Improvement	Original Budget	Budget Revisions	Spent to Date	Percent Complete
Mt. Hope Bay Interceptor	\$5,808,193	\$0.00	\$5,476,583.01	94.29%
Total	\$5,808,193	\$0.00	\$5,476,583.01	94.29%

- 2) Property Ownership: Other than identified in items 4 and 5 below, there has been no change in ownership of the property located within the Tax Increment Area.
- 3) Material Change to the Plan of Development: There has been no change to the plan of development as described in the section entitled "DEVELOPMENT AND PROPERTY OWNERSHIP" in the Limited Offering Memorandum.

4) Cumulative Development Information Update:

- a. The table below provides the total number of units expected at build-out, the number of building permits issued, the number of residential units under contract for sale, the number of units closed with a third party and the average sales price per unit for each residential product type on a cumulative basis.

Activity	Residential (1)
Total Expected Units at Build Out	290
Building Permits Issued	22 (representing 108 units)
Number of Residential Units Under Contract	69
Closed with Third Party	45
Average Sales Price	\$588,996.76

- b. The table below provides the total expected square footage at build out, the square footage covered by building permits issued, the construction status, the square footage leased, and the lease rate per square foot for each commercial property type on a cumulative basis.

Activity	Commercial (2) Waterfront	Commercial (3) East Parcel
Total Expected SF at Build Out	15,000	90,000
Square footage covered by building permits issued	0	0
Construction Status	Preliminary Design	Deferred
Square Footage Leased	0	0
Lease Rate Per Square Foot	N/A	N/A

- c. The table below provides the name of the lessee and the lease term for the property described in b above on a cumulative basis.

Activity	Commercial (2) Waterfront	Commercial (3) East Parcel
Name of Lessee	N/A	N/A
Lease Term	N/A	N/A

5) Quarterly Development Information Update:

- a. The table below provides the number of building permits issued, the number of residential units under contract for sale, the number of units closed with a third party and the average sales price per unit for each residential project type for the last quarter.

Activity	Residential (1)
Building Permits Issued	0
Number of Residential Units Under Contract	24
Closed with Third Party	15
Average Sales Price	\$605,666.00

- b. The table below provides the square footage covered by building permits issued, the construction status, the square footage leased, and the lease rate per square foot for each commercial property type for the last quarter.

Activity	Commercial (2) Waterfront	Commercial (3) East Parcel
Square footage covered by building permits issued	0	0
Construction Status	Preliminary Design	Deferred
Square Footage Leased	0	0
Lease Rate Per Square Foot	N/A	N/A

- c. The table below provides the name of the lessee and the lease term for the property described in b above for the last quarter.

Activity	Commercial (2) Waterfront	Commercial (3) East Parcel
Name of Lessee	N/A	N/A
Lease Term	N/A	N/A

- 6) Zoning Classification: There have been no changes in the zoning classification of any parcel in the District since the last Developer's Disclosure Statement.

- 7) Legislative, Administrative or Judicial Challenges: There have been no legislative, administrative, or judicial challenges to the construction of the Sewer Project or the completion and sale of development.
- 8) Notice of Default: The developer has not received any written notice of default under any loan or construction loan, which finances any portion of the Sewer Project or the Development.
- 9) Net Tax Increment Payment Schedule: According to the Treasurer for the Town of Tiverton, total ad valorem taxes collected for the Tax Increment Area for fiscal year 2005 are \$347,494.95. The town retains the first \$200,000.00 in taxes. As a result, tax increment revenues for 2005 are equal to \$147,494.95. Debt service on the Series 2002A Bonds for fiscal year 2005 is equal to \$562,844.00. The November 1, 2004 debt service payment of \$281,422.00 was paid from proceeds in the Capitalized Interest Account. According to the trustee, a balance of \$58,907.37 remains in the Capitalized Interest Account, which with the TIF revenues will be used to pay a portion of the debt service of \$281,422.00 on May 1, 2005. The balance of \$75,019.68 (i.e., \$147,494.95 + \$58,907.37 - \$281,422.00) of the debt service payment due on May 1, 2005 will be paid from betterment fees. As a result, there are sufficient funds available to pay debt service for fiscal year 2005.
- 10) Material Changes to the Form of Ownership of the Developer: There have been no material changes to the form of ownership of the developer as described in the Limited Offering Memorandum under the heading "DEVELOPMENT AND PROPERTY OWNERSHIP."
- 11) Material Amendments to the Development Acquisition and Funding Agreement: There have been no material amendments to the Development Acquisition and Funding Agreement by and between the Town and the Developer, and other relevant construction agreements or any uncured material default by the Developer with respect to the Acquisition and Funding Agreement or any relevant construction agreements.

The general partner of the Developer has not obtained actual knowledge of the occurrence of any Significant Events, as described in Section 3 (page I 13-14) in the Agreement.

STARWOOD TIVERTON, LIMITED LIABILITY
COMPANY

By: Starwood Tiverton, L.L.C.
General Partner

By: Signature on file

Title: Director of Development

Date: February 11, 2005