

# DEVELOPMENT ACTIVITY AND DISCLOSURE REPORT

For the Year Ending December 31, 2007

*\$24,115,000 Edenmoor Improvement District  
Assessment Revenue Bonds Series 2006A*

*And*

*\$11,500,000 Edenmoor Improvement District  
Assessment Revenue Bonds Series 2006B  
(Lancaster County, South Carolina)*

Prepared by:

**MUNICAP, INC.**

May 6, 2008

# DEVELOPMENT ACTIVITY AND DISCLOSURE REPORT

I.	UPDATED INFORMATION	1
II.	INTRODUCTION	3
III.	DEVELOPMENT ACTIVITY	5
	A. Proposed Development	5
	B. Developer and Land Owners	5
	C. Status of Development	5
	D. Proposed Public Improvements	8
IV.	TRUSTEE ACCOUNTS	14
V.	DISTRICT OPERATIONS	16
	A. Special Assessments Levied and Collected	16
	B. Delinquent Special Assessments	19
	C. Collection Efforts	19
VI.	DISTRICT FINANCIAL INFORMATION	20
	A. Fund Balances	20
	B. Assessed Value of Lands	20
	C. Changes to the Rate and Method of Apportionment of Assessments	20
	D. Assessments Levied and Collected	21
	E. Assessment Payment Delinquencies	21
	F. Foreclosure Proceedings	21
	G. Assessments by Property Owner	21
	H. Prepayment of Assessments and Redemption of Prepayments	21
	I. Significant Amendments to Land Use	21
	J. Changes to the Construction of the Project	21
	K. Debt Service Schedule	21
	L. Updated Project Information	22
VII.	NOTICE EVENTS	23
	A. Developer Significant Events	23
	B. Notice Events	23

## ***I. UPDATED INFORMATION***

---

Information updated from the annual continuing disclosure report for the period ending December 31, 2006 is as follows:

- The developer reports that the Phase II erosion permit was approved by the SCDHEC and the subdivision permit was approved by the county in June 2007. The developer also reports that the Phase II driveway encroachment permits were approved by South Carolina Department of Transportation (SCDOT) in June 2007.
- As of December 31, 2007, the developer reports that the aggregate number of units to be developed would be reduced from approximately 1,950 units, as shown in the Limited Offering Memorandum, to approximately 1,940 units. According to the developer, minor lotting changes have been made to the phases, due to builder feedback and market changes. The smallest lots (forty feet) have been increased to forty-five feet, which resulted in an overall loss of ten lots.
- As of December 31, 2007, the developer reports that Gandy Homes, Standard Pacific Homes (formerly Westfield), Ryland Homes, Bonterra Homes and Centex Homes are under contract for a total of 333 Phase I and II residential lots.
- As of December 31, 2007 the developer reports that 12 forty feet lots, 20 fifty feet lots, 24 sixty feet lots, 25 seventy feet lots, and 32 eighty feet lots have closed with Gandy Homes, Standard Pacific Homes, Ryland Homes, Bonterra Homes and Centex Homes, respectively.
- As of December 31, 2007, the developer reports that 32 homes were under construction, 11 homes were under contract of sale and four homes closed with homebuyers under Phase I of the development. The developer also reported that there have been no homes sold or closed with homebuyers under Phases II, III and IV of the development.
- The developer reports that all Phase I roadway improvements and Phase II entrance roadway improvements (Highway 521) are complete. The developer also reports that improvements to Hancock Road, Hector Road, Twelve Mile Creek Road and Claude Philips Road are to be completed as part of the Phase II, which are scheduled for construction in the second quarter of 2009.
- As of December 31, 2007, the developer reports that offsite water distribution main extension along Jim Wilson Road was complete, tested and activated. The developer also reports that Phase I water distribution infrastructure is complete and activated.
- As of December 31, 2007, the developer also reports that offsite sanitary sewer trunk mains, the force main and pump station have been completed.

The developer also reports that Phase I sanitary sewer improvements have been completed and activated.

- As of December 31, 2007, the developer reports that the Phase I erosion control items and sediment basins were in place and the Phase I mass grading and the storm drainage construction were complete.
- As of December 31, 2007, the developer also reports that Phase II clearing and sediment basins are complete and the improvement work on Phase II erosion control and mass grading were underway. The developer also reports that the infrastructure improvements are anticipated to be completed by June 2013.
- As of December 31, 2007, the developer reports that the total amount spent for public improvements was \$23,589.336.
- Special assessments in the total amount of \$2,220,000 were levied in fiscal year 2008. According to Lancaster County, fiscal year 2008 special assessments in the total amount of \$2,220,00 were collected, representing 100 percent of special assessments for fiscal year 2008. As a result, there are no delinquent annual assessments for fiscal year 2008.

## ***II. INTRODUCTION***

---

Edenmoor Improvement District (the “District”) was created by an ordinance approved by the Lancaster County Council (the “Council”) on January 30, 2006. The \$24,115,000 Series 2006 A and \$11,500,000 Series 2006B Assessment Revenue Bonds, the “2006 Bonds”, were issued pursuant to the ordinance enacted on April 24, 2006 (the “Bond Ordinance”) by the Council, pursuant to the authorization of the County Public Works Improvement Act codified at Chapter 35 of Title 4., of the Code of Laws of South Carolina, 1976, as amended (the “Act”), and a Master Trust Indenture dated as of June 1, 2006, as supplemented by a First Supplemental Indenture of Trust, dated as of June 1, 2006, each by and between the County and Wells Fargo Bank, National Association, (the “Trustee”).

The 2006 Bonds were issued to finance the design, construction and/or acquisition of the proposed infrastructure improvements, park facilities and a combined sheriff and EMS substation (the “Project”).

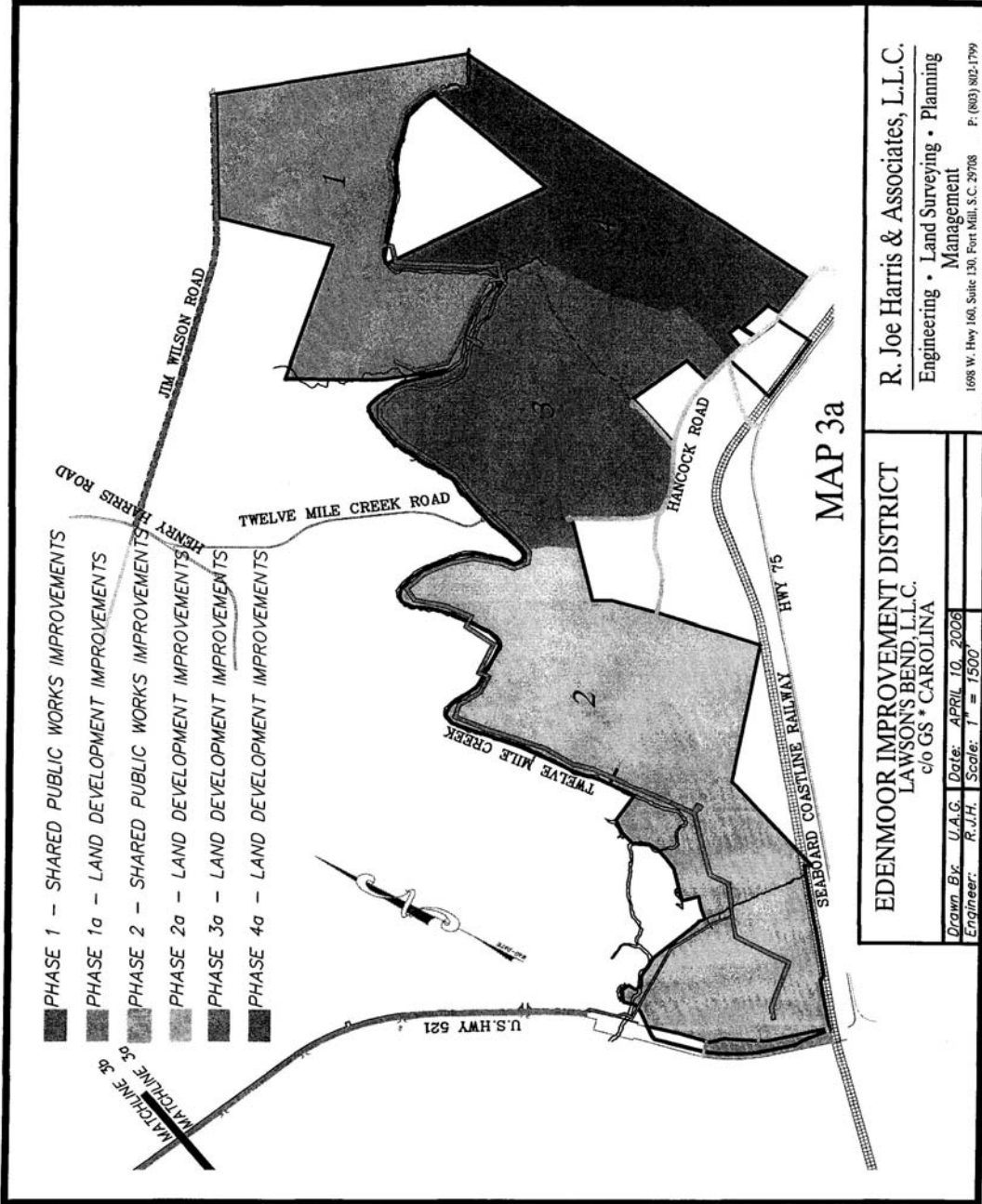
The district, which consist of approximately 868 acres in the northwestern portion of the county, is located approximately 15 miles south of uptown Charlotte, North Carolina, approximately 12 miles from Charlotte-Douglas International Airport and approximately 5 miles from Interstate 485. The land within the district was planned to be developed in multiple phases over an approximately seven to ten-year period. At build-out, the development is expected to contain, approximately 1,950 residential units on approximately 553 acres and approximately 299 acres of common open space and recreational areas, some of which may be deeded to the county. The development is also expected to include approximately five acres of community amenity space and approximately 137,500 square feet of commercial development, including retail and a combined Sheriff and EMS substation on approximately eleven acres.

The land in the district is owned by Lawson’s Bend, L.L.C., a Virginia Limited Liability Company (the “Developer”). The developer is an affiliate of L.M. Sandler & Sons, Inc.

The information in this report regarding development activity was provided by the developer and is believed to be accurate; however, no effort has been made to independently verify the information.

The information provided herein is not intended to supplement or otherwise relate to the information provided in the Limited Offering Memorandum and any such intent is expressly disavowed. Rather, 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, 2007, unless otherwise stated, and no representation is made that the information contained in this report is indicative of information that may pertain since the end of the period covered by this report or in the future.**



### ***III. DEVELOPMENT ACTIVITY***

---

#### **A. OVERVIEW**

The development is a master-planned, mixed-use development on approximately 868 acres in the northwestern portion of Lancaster County. The development is located in Indian Land, South Carolina, on the northwest corner of the intersection of U.S. Highway 521 and South Carolina Highway 75 (Waxhaw Highway). The development is approximately 15 miles south of Charlotte, North Carolina, approximately 12 miles from Charlotte-Douglas International Airport and approximately five miles from Interstate 485.

At build-out, the development is planned to contain approximately 1,950 single family detached homes. The development will also include approximately 137,500 square feet of commercial development, consisting of a town center with a grocery store anchor, and additional retail, restaurant, and/or support services for residents in the community. The development will offer an array of amenities including a clubhouse, a cabana, three swimming pools, a playground and walking trails. The development is planned to be developed in multiple phases over an approximately seven to ten-year period.

The 2006 Bonds are issued to finance the design, construction and/or acquisition of the proposed infrastructure improvements, park facilities and a combined sheriff and EMS substation in the district.

As outlined in the Limited Offering Memorandum (LOM), the developer intends to install the infrastructure with respect to the residential portion of the development and market and sell lots to home builders, who will in turn, construct units and market and sell them to homebuyers.

#### **B. DEVELOPER AND LAND OWNERS**

The property in the district is currently owned by the developer by Lawson's Bend, L.L.C., a Virginia Limited Liability Company. The developer is an affiliate of L.M. Sandler & Sons, Inc.

According to the developer, there have been no material changes in the form, organization or ownership of the developer or any affiliate of the developer who owns property in the district as described in the Limited Offering Memorandum.

#### **C. STATUS OF DEVELOPMENT**

##### **(i) Status of Government Permits**

According to the Limited Offering Memorandum, a number of permits would be required for development of both infrastructure and subdivision construction. The major discretionary permits and approvals required for the development include the United States Army core of Engineers (USACOE) 404 Certification, the State 401 Certification and Zoning (Lancaster County), which encompasses the entire development. The developer reports that the general

zoning and the master plan were approved in January 2006 by the Lancaster County Council and Planning Commission, respectively. The developer also reports that the 401 water quality certification was approved by the US Army Corps of Engineers (USACOE) and South Carolina Department of Health and Environmental Control (SCDHEC) in December 2006.

The remaining permits and approvals required for the development were to be applied for and issued administratively by the applicable local and state government authorities as part of the planned four phases of the development. These permits include water, sewer, subdivision approval (preliminary/final plat), land disturbance, stormwater management and driveway permits. The developer reports that the Phase I water and sewer permits were approved by the SCDHEC and the subdivision permit was approved by the county in September 2006. The developer also reports that the Phase I driveway encroachment permits were approved by the South Carolina Department of Transportation (SCDOT) in July 2006.

As of December 31, 2007, the developer reports that the Phase II erosion permit was approved by the SCDHEC and the subdivision permit was approved by the county in June 2007. The developer also reports that the Phase II driveway encroachment permits were approved by South Carolina Department of Transportation (SCDOT) in June 2007.

Table III-1 below shows the list of permits required by phase, the permit approval status, actual and/or projected dates of submission reported by the developer as of December 31, 2007.

**Table III-1**  
**Status of Permits and Approvals**

<b>Project Phase</b>	<b>Permit/ Approval</b>	<b>Approved</b>	<b>Projected Date of Permit</b>	<b>Permit Status</b>
I	General Zoning	Yes	January 2006	Approved by County council
	Master Plan	Yes	January 2006	Approved by Planning Commission
	401 Water Quality Certification	Yes	December 2006	Approved by USACE, SCDHEC
	Water/Sewer Subdivision	Yes	September 2006	Approved by SCDHEC
II	Driveway	Yes	September 2006	Approved by Lancaster County
	Driveway	Yes	July 2006	Approved by SCDOT
	Erosion	Yes	February 2007	Approved by SCDHEC
	Water/Sewer Subdivision	No	April 2008	Documents in review
III	Driveway	No	September 2007	Approved by Lancaster County
	Driveway	No	June 2007	Approved by SCDOT
	Water/Sewer Subdivision	No	December 2008	CD's to submit in June 08
IV	Driveway	No	December 2008	CD's to submit in June 08
	Water/Sewer Subdivision	No	December 2008	CD's to submit in June 08
	Driveway	No	December 2008	CD's to submit in June 08
IV	Water/Sewer Subdivision	No	December 2009	CD's to submit in June 09
	Driveway	No	December 2009	CD's to submit in June 09
	Driveway	No	December 2009	CD's to submit in June 09



**(ii) Status of Vertical Development**

As of December 31, 2007, the developer reports that the aggregate number of units to be developed would be reduced from approximately 1,950 units, as shown in the Limited Offering Memorandum, to approximately 1,940 units. According to the developer, minor lotting changes have been made to the phases, due to builder feedback and market changes. The smallest lots (forty feet) have been increased to forty-five feet, which resulted in an overall loss of ten lots.

Table III-2 below shows the revised planned units to be developed reported by the developer as of December 31, 2007.

**Table III-2**  
**Planned Units to be Developed**

<b>Phase</b>	<b>Single Family Homes</b>	<b>Commercial Square Footage</b>	<b>Planned Date of Commencement</b>	<b>Planned Date of Completion</b>
I	399	0	February 2006	Complete
II	445	137,500	February 2007	June 2009
III	629	0	February 2008	June 2011
IV	467	0	February 2010	June 2013
<b>Total</b>	<b>1,940</b>	<b>137,500</b>		

**a) Status of Sales and Closing of Residential Lots with Builders**

According to the Limited Offering Memorandum, the development is planned to be fully built-out and stabilized by the end of 2014. As outlined in the Limited Offering Memorandum, the developer planned to sell lots to homebuilders and had signed letters of intent for the sale of all Phase I lots to four major homebuilders, which included MI Homes, Ryland Homes, Pulte Homes and Westfield Homes (a division of Standard Pacific). The developer reports that Pulte Homes subsequently walked away and M/I Homes was unsuccessful in obtaining a position within the community.

As of December 31, 2007, the developer reports that Gandy Homes, Standard Pacific Homes (formerly Westfield), Ryland Homes, Bonterra Homes and Centex Homes are under contract for a total of 333, Phase I and II residential lots.

As of December 31, 2007 the developer reports that 12 forty feet lots, 20 fifty feet lots, 24 sixty feet lots, 25 seventy feet lots, and 32 eighty feet lots have closed with Gandy Homes, Standard Pacific Homes, Ryland Homes, Bonterra Homes and Centex Homes, respectively.

Table III-3 in the following page shows the builders by product type, lots sold and lots closed for each phase as reported by the developer as of December 31, 2007.

**Table III-3  
Status of Lots Sold and Closed**

Builders	Phase 1		Phase 2		Phase 3		Phase 4	
	Sold	Closed	Sold	Closed	Sold	Closed	Sold	Closed
Gandy Homes (50' Lots)	64	12	0	0	0	0	0	0
Standard Pacific Homes (50' Lots)	86	20	34	0	0	0	0	0
Ryland Homes (60' Lots)	85	24	0	0	0	0	0	0
Bonterra Homes (70' Lots)	97	25	0	0	0	0	0	0
Centex Homes (80' Lots)	67	32	60	0	0	0	0	0
<b>Total:</b>	<b>399</b>	<b>113</b>	<b>34</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**b) Status of Home Sales and Closings**

As of December 31, 2007, the developer reports that 32 homes were under construction, 11 homes were under contract of sale and four homes closed with homebuyers under Phase I of the development. The developer also reported that there have been no homes sold or closed with homebuyers under Phases II, III and IV of the development.

Table III-4 below shows homes under construction, homes under contract of sale, homes closed with homebuyers and the average sales price for Phase I of the development as reported by the developer as of December 31, 2007.

**Table III-4  
Status of Lots Sold and Closed With Homebuyers  
Phase I**

Lot Type	No. of Units	Homes under Construction	Contract for Sale	Homes Closed	Average Sales Price
45 Ft	64	6	1	0	N/A
50 Ft.	86	7	3	1	\$264,000
60 Ft.	85	6	5	2	\$254,000
70 Ft.	97	4	2	1	\$301,000
80 Ft.	67	9	0	0	N/A
<b>Total:</b>	<b>399</b>	<b>32</b>	<b>11</b>	<b>4</b>	<b>\$268,250</b>

**D. PROPOSED PUBLIC IMPROVEMENTS**

According to the Limited Offering Memorandum, the infrastructure improvements to be designed, constructed and/or acquired by the developer primarily consist of road improvements, water and sewer lines, and stormwater management facilities.

As outlined in the Limited Offering Memorandum, the developer planned to build the development in a series of phases over an approximately seven to ten year period and that the infrastructure improvements would be installed in distinct phases corresponding with the phases of the development. According to the Limited Offering Memorandum, Phase I of the development to be financed by the proceeds from Series 2006A Bonds was expected to include drive way improvements for Jim Wilson Road including paving, striping, grading, erosion and control, and storm drainage. Phase I of the development to be financed by the proceeds from Series 2006A Bonds was also expected to include sanitary sewer improvements such as gravity sewer, sanitary manholes, watertight frame and controls, standard frame and controls, anti-seep collars, concrete encasement clearing, grubbing and seeding. Phase I of the development was also expected to include pump station and forcemain, water distribution, wetland mitigation, stream restoration, and greenway systems.

According to the Limited Offering Memorandum, the Phase II improvements to be financed by the proceeds of the Series 2006A Bonds were expected to include improvements to Hancock Road, Hector Road, Twelve Mile Creek Road, Claude Philips Road and Highway 521, additional greenway systems, the proposed park and EMS Substation.

According to the Limited Offering Memorandum, the public improvements for Phases I, II, III and IV funded by the proceeds from Series 2006B Bonds were expected to include parcel mobilization, grading and erosion control, parcel sanitary sewer, parcel water distribution, parcel storm drainage and parcel paving related improvements corresponding to each phase.

### **Status of Construction of the Public Improvements**

As of December 31, 2007, the developer reports that Jim Wilson Rd. improvements have been completed and turn lanes into Phase I are paved. According to the developer, all Phase I roadway improvements and Phase II entrance roadway improvements (Highway 521) are complete. The developer also reports that improvements to Hancock Road, Hector Road, Twelve Mile Creek Road and Claude Philips Road are to be completed as part of the Phase II improvements, which are scheduled for construction in the second quarter of 2009.

As of December 31, 2007, the developer reports that offsite water distribution main extension along Jim Wilson Road was complete, tested and activated. The developer also reports that Phase I water distribution infrastructure is complete and activated. As of December 31, 2007, the developer also reports that offsite sanitary sewer trunk mains, the force main and pump station have been completed. The developer also reports that Phase I sanitary sewer improvements have been completed and activated.

As of December 31, 2007, the developer reports that the Phase I erosion control items and sediment basins were in place and the Phase I mass grading and the storm drainage construction were complete. According to the developer, Phase I does not include any detention ponds and includes only short-term sediment basins. The developer also reports that Phase II clearing and sediment basins are complete and the improvement work on Phase II erosion control and mass grading was underway. The developer also reports that the infrastructure improvements are anticipated to be completed by June 2013.

As of December 31, 2007, the developer reports that the total amount spent on public improvements was \$23,589,336.

Tables III-5-A through III-5-F below show the budget for the public improvements as reported by the developer as of December 31, 2007.

**Table III-5-A**  
**Phase I**  
**Status of Completion of Public Improvements**  
**(Funded by the Proceeds of the Series 2006A Bonds)**

<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>
Offsite Sanitary Sewer	\$3,982,349	\$0	\$3,982,349	\$3,982,349	100%
Pump Station & Force Main	\$4,036,578	\$0	\$4,036,578	\$4,036,578	100%
Offsite Water Distribution (Jim Wilson Rd.)	\$256,877	\$0	\$256,877	\$256,877	100%
Jim Wilson Road Improvements	\$652,068	\$0	\$652,068	\$652,068	100%
Greenway System	\$357,969	\$0	\$357,969	\$297,385	83%
Wetlands Mitigation	\$176,800	\$0	\$176,800	\$80,796	46%
Stream Restoration	\$384,800	\$0	\$384,800	\$154,024	40%
10% Contingency	\$984,744	\$0	\$984,744	\$984,744	100%
Engineering Design/Administration	\$397,770	\$0	\$397,770	\$397,770	100%
Survey Services	\$196,805	\$0	\$196,805	\$196,055	100%
Geotechnical Exploration	\$55,000	\$0	\$55,000	\$55,000	100%
Geotechnical Services/Construction	\$10,000	\$0	\$10,000	\$8,900	89%
Archaeological Investigation	\$250,000	\$0	\$250,000	\$220,228	88%
Wetlands Permitting	\$75,000	\$0	\$75,000	\$75,000	100%
Environmental Monitoring	\$40,000	\$0	\$40,000	\$40,000	100%
Environmental Maintenance	\$5,000	\$0	\$5,000	\$0	0%
Traffic Consultant	\$30,000	\$0	\$30,000	\$29,339	98%
Reimbursement for Prior Design	\$270,000	\$0	\$270,000	\$262,342	97%
<b>Total Public Improvements</b>	<b>\$12,161,761</b>	<b>\$0</b>	<b>\$12,161,761</b>	<b>\$11,729,455</b>	<b>96%</b>

Table III-5-A above shows the public improvements, original budget, budget changes, revised budget and amount spent for Phase I of the development to be funded by proceeds of the Series 2006A Bonds as reported by the developer as of December 31, 2007.

Table III-5-B in the following page shows the public improvements, original budget, budget changes, revised budget and amount spent for Phase II of the development to be funded by proceeds of the Series 2006A Bonds as reported by the developer as of December 31, 2007.

**Table III-5-B**  
**Phase II**  
**Status of Completion of Public Improvements**  
**(Funded by the Proceeds of the Series 2006A Bonds)**

<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>
Greenway System	\$379,925	\$0	\$379,925	\$0	0%
Lancaster County Park	\$4,248,149	\$0	\$4,248,149	\$957,183	23%
EMS Substation	\$458,801	\$0	\$458,801	\$88,895	19%
Hancock Road Improvements	\$723,031	\$0	\$723,031	\$12,074	2%
Hector Road Improvements	\$144,555	\$0	\$144,555	\$0	0%
Twelve Mile Creek Road Improvements	\$248,538	\$0	\$248,538	\$0	0%
Claude Philips Road Improvements	\$109,232	\$0	\$109,232	\$0	0%
Highway 521 Road Improvements	\$364,740	\$0	\$364,740	\$328,457	90%
10% Contingency	\$667,697	\$0	\$667,697	\$535,243	80%
Engineering Design/Administration	\$150,000	\$0	\$150,000	\$150,000	100%
Survey Services	\$27,500	\$0	\$27,500	\$0	0%
Geotechnical Services - Construction	\$30,000	\$0	\$30,000	\$0	0%
Signalization of 521/Traffic Engineering	\$250,000	\$0	\$250,000	\$0	0%
<b>Total Public Improvements</b>	<b>\$7,802,168</b>	<b>\$0</b>	<b>\$7,802,168</b>	<b>\$2,071,852</b>	<b>27%</b>

Table III-5-C below shows the public improvements, original budget, budget changes, revised budget and amount spent for Phase I of the development to be funded by proceeds from the Series 2006B Bonds as reported by the developer as of December 31, 2007.

**Table III-5-C**  
**Phase I**  
**Status of Completion of Public Improvements**  
**(Funded by the Proceeds of the Series 2006B Bonds)**

<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>
Parcel Mobilization/Grading/Erosion Control	\$1,167,213	\$0	\$1,167,213	\$1,167,213	100%
Parcel Sanitary Sewer	\$436,212	\$0	\$436,212	\$436,212	100%
Parcel Water Distribution	\$236,542	\$0	\$236,542	\$236,542	100%
Parcel Storm Drainage	\$437,074	\$0	\$437,074	\$437,074	100%
Parcel Paving	\$593,564	\$0	\$593,564	\$593,564	100%
10% Contingency	\$287,061	\$0	\$287,061	\$287,061	100%
Engineering Design - Parcel Development	\$138,750	\$0	\$138,750	\$138,750	100%
Engineering - Construction Administration	\$18,500	\$0	\$18,500	\$18,500	100%
Survey - Parcel Construction Services	\$262,700	\$0	\$262,700	\$258,499	98%
Geotechnical Services - Construction	\$176,500	\$0	\$176,500	\$94,970	54%
<b>Total Public Improvements</b>	<b>\$3,754,116</b>	<b>\$0</b>	<b>\$3,754,116</b>	<b>\$3,668,385</b>	<b>98%</b>

Table III-5-D below shows the public improvements, original budget, budget changes, revised budget and amount spent for Phase II of the development to be funded by proceeds from the Series 2006B Bonds as reported by the developer as of December 31, 2007.

**Table III-5-D**  
**Phase II**  
**Status of Completion of Public Improvements**  
**(Funded by the Proceeds of the Series 2006B Bonds)**

<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>
Parcel Mobilization/Grading/Erosion Control	\$1,590,580	\$0	\$1,590,580	\$1,590,580	100%
Parcel Sanitary Sewer	\$530,459	\$0	\$530,459	\$530,459	100%
Parcel Water Distribution	\$349,041	\$0	\$349,041	\$349,041	100%
Parcel Storm Drainage	\$711,746	\$0	\$711,746	\$700,306	98%
Parcel Paving	\$1,086,115	\$0	\$1,086,115	\$915,167	84%
10% Contingency	\$426,794	\$0	\$426,794	\$0	0%
Engineering Design - Parcel Development	\$190,500	\$0	\$190,500	\$190,500	100%
Engineering - Construction Administration	\$25,400	\$0	\$25,400	\$25,400	100%
Survey - Parcel Construction Services	\$360,680	\$0	\$360,680	\$0	0%
Geotechnical Services - Construction	\$258,600	\$0	\$258,600	\$0	0%
<b>Total Public Improvements</b>	<b>\$5,529,916</b>	<b>\$0</b>	<b>\$5,529,916</b>	<b>\$4,301,453</b>	<b>78%</b>

Table III-5-E below shows the public improvements, original budget, budget changes, revised budget and amount spent for Phase III of the development to be funded by proceeds from the Series 2006B Bonds as reported by the developer as of December 31, 2007.

**Table III-5-E**  
**Phase III**  
**Status of Completion of Public Improvements**  
**(Funded by the Proceeds of the Series 2006B Bonds)**

<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>
Parcel Mobilization/Grading/Erosion Control	\$1,969,092	\$0	\$1,969,092	\$1,551,933	79%
Parcel Sanitary Sewer	\$712,538	\$0	\$712,538	\$0	0%
Parcel Water Distribution	\$467,482	\$0	\$467,482	\$109,250	23%
Parcel Storm Drainage	\$857,572	\$0	\$857,572	\$0	0%
Parcel Paving	\$1,166,299	\$0	\$1,166,299	\$0	0%
10% Contingency	\$517,298	\$0	\$517,298	\$0	0%
Engineering Design - Parcel Development	\$245,625	\$0	\$245,625	\$157,008	64%
Engineering - Construction Administration	\$32,750	\$0	\$32,750	\$0	0%
Survey - Parcel Construction Services	\$465,050	\$0	\$465,050	\$0	0%
Geotechnical Services - Construction	\$309,750	\$0	\$309,750	\$0	0%
<b>Total Public Improvements</b>	<b>\$6,743,456</b>	<b>\$0</b>	<b>\$6,743,456</b>	<b>\$1,818,191</b>	<b>27%</b>

**Table III-5-F**  
**Phase IV**  
**Status of Completion of Public Improvements**  
**(Funded by the Proceeds of the Series 2006B Bonds)**

<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>
Parcel Mobilization/Grading/Erosion Control	\$1,526,853	\$0	\$1,526,853	\$0	0%
Parcel Sanitary Sewer	\$513,674	\$0	\$513,674	\$0	0%
Parcel Water Distribution	\$365,790	\$0	\$365,790	\$0	0%
Parcel Storm Drainage	\$530,693	\$0	\$530,693	\$0	0%
Parcel Paving	\$818,149	\$0	\$818,149	\$0	0%
10% Contingency	\$375,516	\$0	\$375,516	\$0	0%
Engineering Design - Parcel Development	\$160,500	\$0	\$160,500	\$0	0%
Engineering - Construction Administration	\$21,400	\$0	\$21,400	\$0	0%
Survey - Parcel Construction Services	\$303,880	\$0	\$303,880	\$0	0%
Geotechnical Services - Construction	\$200,600	\$0	\$200,600	\$0	0%
<b>Total Public Improvements</b>	<b>\$4,817,056</b>	<b>\$0</b>	<b>\$4,817,056</b>	<b>\$0</b>	<b>0%</b>

Table III-5-F above shows the public improvements, original budget, budget changes, revised budget and amount spent for Phase IV of the development to be funded by proceeds from the Series 2006A Bonds as reported by the developer as of December 31, 2007.

#### ***IV. TRUSTEE ACCOUNTS***

The trustee for the Series 2006 Bonds is Wells Fargo Bank. The following table shows the account balances as of December 31, 2006, interest paid, additional proceeds, disbursements and account balances as of December 31, 2007:

**Table IV - 1**  
**Fund Balances**

	<b>Initial Deposit</b>	<b>Interest Paid</b>	<b>Additional Proceeds</b>	<b>Disbursements</b>	<b>Balance 03/31/07</b>
2006A Acquisition & Construction Fund	\$5,754,483	\$163,303	\$6,576,179	\$8,130,572	\$4,363,393
2006A Admin Expenses Fund	\$45,279	\$1,713	\$0	\$30,062	\$16,930
2006A Interest Account	\$0	\$564	\$1,386,049	\$1,386,613	\$0
2006A Debt Service Reserve Fund	\$1,747,344	\$88,235	\$0	\$107,648	\$1,727,931
2006A Cost of Issuance Account	\$19,871	\$945	\$0	\$610	\$20,206
2006A Recreational/EMS Account	\$4,758,987	\$228,203	\$0	\$937,891	\$4,049,300
2006A Escrow	\$5,092,461	\$224,725	\$0	\$5,302,872	\$14,314
2006A Capitalized Interest Account	\$1,233,242	\$45,180	\$674	\$1,279,074	\$21
2006B Acquisition & Construction Fund	\$7,710,120	\$211,614	\$0	\$7,921,175	\$559
2006B Interest Account	\$0	\$535	\$622,517	\$618,125	\$4,928
2006B Debt Service Reserve Fund	\$1,175,330	\$56,825	\$0	\$220,108	\$1,012,047
2006B Cost of Issuance Account	\$3,531	\$171	\$0	\$0	\$3,702
2006B Prepayment Account	\$0	\$19,750	\$1,490,210	\$1,381,000	\$128,960
2006B Capitalized Interest Account	\$523,500	\$17,918	\$0	\$540,510	\$908
2006B Admin Expenses Fund	\$40,893	\$1,978	\$0	\$0	\$42,871
<b>Total</b>	<b>\$28,105,043</b>	<b>\$1,061,658</b>	<b>\$10,075,629</b>	<b>\$27,856,260</b>	<b>\$11,386,070</b>

The additional proceeds to the Series 2006A Acquisition & Construction Fund represent transfer of funds from the Series 2006A Escrow Account, the Series 2006 B Acquisition & Construction Fund and the Series 2006A Recreational/EMS Account. The additional proceeds to the Series 2006A Interest Account represent transfers of funds from the Series 2006A Capitalized Interest Account and the Series 2006A Debt Service Reserve Fund for the payment of debt service. The additional proceeds to the Series 2006B Interest Account represent transfers of funds from the Series 2006B Capitalized Interest Account and the Series 2006B Debt Service Reserve Fund for the payment of debt service. The additional proceeds to the Series 2006B Prepayment Account represent special assessment prepayments, which were used for the redemption of the Series 2006B Bonds. Disbursements from the Series 2006A and 2006B Acquisition & Construction Funds were for the costs of constructing the public improvements. Disbursements from the Series 2006A Administrative Expense Fund represent payments for administrative expenses. Disbursements from the Series 2006A Recreational/EMS Account represent transfers to the Series 2006A Acquisition & Construction Fund and payments for the costs of constructing public improvements. Disbursements from the Series 2006B Debt Service Reserve Fund represent transfer of Debt Service Reserve Fund credit to the Series 2006B



Prepayment Account for the redemption of the Series 2006B Bonds.

The interest paid through December 31, 2007 does not include interest accrued but not yet paid. Bond proceeds in the Series 2006A Debt Service Reserve Fund are invested in a DEPFA Bank Repurchase Agreement earning 5.02 percent per year and maturing on December 1, 2011. Bond proceeds in the Series 2006B Debt Service Reserve Fund are invested in an AIG MFC Repurchase Agreement earning 4.80 percent per year and maturing on December 1, 2011. The remaining bond proceeds are invested in money market funds currently earning approximately 4.18 percent per year. Table IV-2 shows the approximate rates of return on the investments.

According to Section 6.05 of the Trust Indenture dated June 1, 2006, as long as there exists no default under the Indenture and the amount in the Series Account of the Debt Service Reserve Fund is not reduced below the then applicable Debt Service Reserve Requirement with respect to such series of Bonds, earnings on investments in the series account of the Debt Service Reserve Fund shall, prior to the completion date of a project, be transferred to the series Interest Account of the Debt Service Fund relating thereto, and after the completion date, to the related series account of the Revenue Fund.

**Table IV - 2**

<b>Account</b>	<b>Rate of Return</b>
Series 2006A Acquisition and Construction Fund	4.16%
Series 2006A Admin Expense Fund	4.18%
Series 2006A Debt Service Reserve Fund	5.02%
Series 2006A Cost of Issuance Account	4.18%
Series 2006A Recreation/EMS Account	4.18%
Series 2006A Escrow Account	4.18%
Series 2006B Acquisition & Construction Fund	4.00%
Series 2006B Debt Service Reserve Fund	4.80%
Series 2006B Cost of Issuance Account	4.18%
Series 2006B Admin Expense Fund	4.18%

## V. *DISTRICT OPERATIONS*

---

### A. SPECIAL ASSESSMENTS LEVIED AND COLLECTED

The Assessments have been imposed on the assessed property within the Edenmoor Improvement District pursuant to the Assessment Ordinance. The Assessments are equal to the interest and principal on the bonds and estimated administrative expenses related to the bonds. The Assessments are due and payable each year as the Annual Assessment. An Annual Credit may be applied to the Annual Assessment each year. The resulting amount is equal to the Annual Payment, which is to be collected from each of the assessed parcels in the District.

#### Annual Revenue Requirement

The Annual Revenue Requirement is defined as follows:

For any given year, the sum of the following, (1) regularly scheduled debt service on the bonds to be paid from the Annual Payments; (2) periodic costs associated with such bonds, including but not limited to rebate payments and credit enhancements on the bonds; and (3) administrative expenses; less (a) any credits applied under the bond indenture, such as interest earnings on any account balances, and (b) any other funds available to the district that may be applied to the Annual Revenue Requirement.

Table V-1 below provides a summary of the Annual Revenue Requirement for fiscal year 2008. Each of these numbers is explained in the following sections.

**Table V-1**  
**FY2007 Annual Revenue Requirement**

	Assessment A	Assessment B	Total
Interest payment on June 1, 2008	\$693,306	\$299,414	\$992,721
Interest payment on December 1, 2008	\$693,306	\$299,414	\$992,721
Principal payment on December 1, 2008	\$320,000	\$0	\$320,000
Subtotal Annual Payments	\$1,706,613	\$598,829	\$2,305,441
Administrative Expenses	\$22,572	\$10,428	\$33,000
Contingency	\$53,320	\$20,277	\$73,596
Subtotal Expenses	\$1,782,504	\$629,534	\$2,412,037
Reserve Fund Interest Income	(\$99,932)	(\$59,105)	(\$159,037)
Available Capitalized Interest Account	\$0	\$0	\$0
Available Administrative Expenses Fund	(\$22,572)	(\$10,428)	(\$33,000)
Subtotal Funds Available	(\$122,504)	(\$69,533)	(\$192,037)
<b>Annual Revenue Requirement</b>	<b>\$1,660,000</b>	<b>\$560,000</b>	<b>\$2,220,000</b>

### *Debt Service*

Debt service includes the semi-annual interest payments due on the Series A and B Bonds on June 1, 2008 and December 1, 2008. The semi-annual interest payment on the Series 2006A Bonds is \$693,306.25 and represents an annual coupon of 5.750% on the outstanding bonds of \$24,115,000.00. Prepayment in the total amount of \$323,070.51 for 27 lots has been received for the Series 2006B Bonds through June 30, 2007. These prepayments, together with Reserve Fund Credit in the amount of \$35,929.49, will be used to redeem Series 2006B Bonds in the aggregate amount of \$359,000. As a result, the semi-annual interest payment on the Series 2006B Bonds is \$299,414.38 and represents an annual coupon of 5.375% on the outstanding bonds of \$11,141,000.00 (i.e.  $\$11,500,000.00 - \$359,000.00 = \$11,141,000.00$ ).

A principal payment in the amount of \$320,000 is due on December 1, 2008 for the Series 2006A Bonds. There is no principal payment due for the Series 2006B Bonds on December 1, 2008. As a result, total debt service on the Series 2006A and 2006B Bonds is \$1,706,612.50 and \$598,828.76 respectively.

### *Administrative Expenses*

Administrative expenses include the trustee, the administrator, the county and the fees for the district counsel for services related to the district. The annual charges of the trustee are estimated to be \$6,500.00. The annual fee and expenses of the administrator, the county and the counsel including miscellaneous expenses are estimated at \$17,500.00, 5,000.00 and \$4,750.00, respectively. Accordingly, the total administrative expenses for 2008 are estimated to be \$33,000.00.

### *Contingency*

A contingency equal to approximately three percent of annual debt service for the Series 2006A and 2006B Bonds has been added in the event of special assessment delinquencies, unanticipated expenses or if investment income is less than estimated.

### *Reserve Fund Interest Income*

As of June 30, 2007, the balance on the Series 2006A Reserve Fund was \$1,791,118.26, which is equal to the reserve requirement for the Series A Bonds in the amount of \$1,708,212.50 and investment income of \$82,945.76. Investment income in the aggregate amount of \$110,394.78 (includes estimated income accrued through November 1, 2007) will be transferred to the Capitalized Interest Account to pay debt service due on Series 2006A Bonds on December 1, 2007. The reserve fund is invested in a DEPFA Bank Repurchase Agreement (REPO) earning 5.02 percent per annum. The yield on the bond proceeds invested in the reserve fund will result in estimated investment income of \$127,381.20 through November 30, 2008. As a result, debt service reserve investment income in the amount of \$99,932.18 is estimated to be available to pay debt service on the Series 2006A Bonds in 2008.

As of June 30, 2007, the balance on the Series 2006B Reserve Fund was \$1,203,546.06, which is equal to the reserve requirement for the Series 2006B Bonds in the amount of

\$1,150,000.00 and investment income of \$53,546.06. Investment income in the aggregate amount of \$76,285.23 (includes estimated income accrued through November 1, 2007) will be transferred to the Capitalized Interest Account to pay debt service due on Series 2006B Bonds on December 1, 2007. The reserve requirement for Series B Bonds is equal to ten percent of the outstanding principal balance of the Series 2006B Bonds at the date of valuation. The reserve fund is invested in AIG Repurchase Agreement (REPO) earning 4.8 percent per annum. The yield on the bond proceeds invested in the reserve fund will result in estimated investment income of \$81,844.37 through November 30, 2008. As a result, debt service reserve investment income in the amount of \$59,105.20 is estimated to be available to pay debt service on the Series 2006B Bonds in 2008.

**Table V-2**  
**Debt Service Reserve Fund Account**

	<b>Series 2006A</b>	<b>Series 2006B</b>
Reserve Fund balance @ June 30, 2007	\$1,791,158.26	\$1,203,546.06
Less: Reserve Fund Requirement	(\$1,708,212.50)	(\$1,150,000.00)
Interest income through June 30, 2007	\$82,945.76	\$53,546.06
Estimated interest through November 30, 2007	\$37,465.06	\$24,071.87
Estimated interest from December 1, 2007 to November 30, 2008	\$89,916.14	\$57,772.49
<b>Subtotal – estimated income through November 30, 2008</b>	<b>\$210,326.96</b>	<b>\$135,390.43</b>
Less: estimated transfer to capitalized interest account for the payment of debt service on December 1, 2008	(\$110,394.78)	(\$76,285.23)
<b>Available Reserve Fund interest income</b>	<b>\$99,932.18</b>	<b>\$59,105.20</b>

*Available Capitalized Interest*

The balances in the Series 2006A and 2006B Capitalized Interest Accounts as of June 30, 2007 were \$570,788.35 and \$227,727.72, respectively. Bond proceeds in the Series 2006A and Series 2006B Capitalized Interest Accounts are invested in AIG Repurchase Agreement (REPO) earning 4.8 percent per annum. At the current interest rate, of \$11,938.99 and 4,763.30 in interest income is estimated to be earned on the Series 2006A and Series 2006B Capitalized Interest Accounts, respectively, through the December 1, 2007 debt service payment. The balances in the Interest Sub-Account of the Series 2006 A and B Bonds were \$184.13 and \$286.25 as of June 30, 2007. Reserve investment income of \$110,394.78 and \$76,285.23 is expected to be transferred from the Debt Service Reserve Fund of the Series 2006 A & B Bonds to the Capitalized Interest Accounts of the Series 2006 A & B Bonds. The entire balances in the Capitalized Interest Accounts of the Series 2006 A & B Bonds will be used to pay debt service on the Series 2006A and 2006B Bonds on December 1, 2007. As a result, no funds from the Capitalized Interest Account will be made available to pay debt service in 2008.

**Table V-3**  
**Available Capitalized Interest Account**

	<b>Series 2006A</b>	<b>Series 2006B</b>
Cap I Balance @ June 30, 2007	\$570,788.35	\$227,727.72
Interest income through November 30, 2007	\$11,938.99	\$4,763.30
Interest Subaccount balance @ June 30, 2007	\$184.13	\$286.25
Reserve investment income to be transferred	\$110,394.78	\$76,285.23
Subtotal available capitalized interest Account	<b>\$693,306.25</b>	<b>\$309,062.50</b>
Debt service @ December 1, 2007	(\$693,306.25)	(\$309,062.50)
<b>Available capitalized interest account</b>	<b>\$0</b>	<b>\$0</b>

**Summary Annual Credit**

The Annual Credit for each year is equal to the Annual Assessment less the Annual Revenue Requirement, calculated separately for the Assessment Part A and the Assessment Part B. A summary of the Annual Credit is shown below:

**Summary Annual Credit**

	<b>Assessment A</b>	<b>Assessment B</b>
Annual Assessment	\$1,737,513	\$1,770,625
Annual Revenue Requirement	\$1,660,000	\$560,000
<b>Annual Credit</b>	<b>\$77,513</b>	<b>\$1,210,625</b>

**Summary Annual Payment**

The Annual Payment each year is equal to the Annual Assessment less the Annual Credit. A summary of the Annual Payment is shown below:

**Summary Annual Payment**

	<b>Assessment A</b>	<b>Assessment B</b>
Annual Assessment	\$1,737,513	\$1,770,625
Annual Credit	\$77,513	\$1,210,625
<b>Annual Payment</b>	<b>\$0</b>	<b>\$0</b>

*Summary*

The estimated expenses of the District for 2008 are \$2,412,037. The estimated funds available to pay these expenses are \$192,037, resulting in an annual revenue requirement of \$2,220,000.

**B. DELINQUENT ASSESSMENTS**

There were no assessments for collection in fiscal year 2007. As a result, there are no delinquent annual assessments for fiscal year 2007.

Special assessments in the total amount of \$2,220,000 were levied in fiscal year 2008. According to Lancaster County, fiscal year 2008 special assessments in the total amount of \$2,220,00 were collected, representing 100 percent of special assessments for fiscal year 2008. As a result, there are no delinquent annual assessments for fiscal year 2008.

**C. COLLECTION EFFORTS**

There are no collection efforts underway.

## ***VI. DISTRICT FINANCIAL INFORMATION***

---

The information provided in this section is intended to meet the requirements for the annual report as provided for in Section (3) of the Continuing Disclosure Agreement. The items listed below are in the same order as the items required for the annual report as listed in the Continuing Disclosure Agreement.

All information in this section is provided as of December 31, 2007, unless otherwise stated.

### **A. FUND BALANCES**

The fund balances as of December 31, 2007 for all of the funds and accounts provided for in the Indenture are included in Table IV-1 of Section IV, "Trustee Accounts," of this report.

### **B. ASSESSED VALUE OF LANDS**

Table VI-1 below shows the property classification, appraised and assessed values in the District as of January 1, 2007.

**Table VI-1**  
**Appraised and Assessed Values**

<b>Tax Parcel Number</b>	<b>Appraised Value</b>	<b>Assessed Value</b>	<b>Percent</b>
0015-00-011.00	\$5,649,700	\$338,982	29.2%
0015-00-012.00	\$462,000	\$27,720	2.4%
0015-00-017.00	\$391,000	\$23,460	2.0%
0015-00-021.00	\$143,700	\$6,552	0.6%
0015-00-024.00	\$9,280,400	\$556,824	48.0%
0015-00-024.01	\$357,000	\$21,420	1.8%
0015-00-028.00	\$1,243,800	\$74,628	6.4%
0015-00-055.01	\$237,200	\$14,232	1.2%
0020-00-002.00	\$1,163,200	\$69,792	6.0%
0020-00-005.00	\$131,200	\$7,872	0.7%
0020-00-006.00	\$72,000	\$4,320	0.4%
0020-00-007.00	\$60,800	\$3,648	0.3%
0020-00-008.00	\$135,000	\$8,100	0.7%
0020-00-009.00	\$39,400	\$2,364	0.2%
<b>Total</b>	<b>\$19,366,400</b>	<b>\$1,159,914</b>	<b>100%</b>

**C. CHANGES TO THE RATE AND METHOD OF APPORTIONMENT OF ASSESSMENTS**

There have been no changes to the Rate and Method of Apportionment of Assessments.

**D. ASSESSMENTS LEVIED AND COLLECTED**

There were no assessments for collection in fiscal year 2007. As a result, there are no delinquent annual assessments for fiscal year 2007.

Special assessments in the total amount of \$2,220,000 were levied in fiscal year 2008. According to Lancaster County, fiscal year 2008 special assessments in the total amount of \$2,220,00 were collected, representing 100 percent of special assessments for fiscal year 2008. As a result, there are no delinquent annual assessments for fiscal year 2008. Additional information regarding assessments for the district is provided in detail in Section V of this report, "District Operations".

**E. ASSESSMENT PAYMENT DELINQUENCIES**

There were no assessments levied in fiscal year 2007. As a result, there are no delinquent annual assessments for fiscal year 2007.

Special assessments in the total amount of \$2,220,000 were levied in fiscal year 2008. According to Lancaster County, fiscal year 2008 special assessments in the total amount of \$2,220,00 were collected, representing 100 percent of special assessments for fiscal year 2008. As a result, there are no delinquent annual assessments for fiscal year 2008.

**F. FORECLOSURE PROCEEDINGS**

There are no assessment amounts currently subject to foreclosure proceedings that (1) have not been instituted; (2) have not been concluded; (3) have not been reduced to judgment but not collected; and (4) have been reduced to judgment and collected.

**G. ASSESSMENTS BY PROPERTY OWNER**

The following table shows the list of property owners responsible for payment of more than five percent of the assessments as of December 31, 2007. The development owner, Lawson's Bend, LLC., was responsible for all annual assessments in 2008.

**Table VI-2**  
**Assessments Levied with Landowner**

<b>Owner</b>	<b>Annual Assessment A</b>	<b>Annual Assessment B</b>	<b>Total Assessment Billed</b>	<b>Percentage</b>
Lawson's Bend, LLC.	\$1,660,000	\$560,000	\$2,220,000	100%
<b>Total</b>	\$1,660,000	\$560,000	\$2,220,000	100%



**H. PREPAYMENT OF ASSESSMENTS AND REDEMPTION BY PREPAYMENTS**

The amount of special assessment prepayments received during 2007 and the amount of bonds of each series called for redemption as a result of such prepayments is shown by the table below:

**Table VI-3  
Special Assessment Prepayments**

	<b>Series 2006A Bonds</b>	<b>Series 2006B Bonds</b>	<b>Total</b>
Special assessment prepayments	\$0	\$1,352,110	\$1,352,110
Bonds called for redemption	\$0	\$1,381,000	\$1,381,000

The amount of bonds called for redemption includes Series 2006B Debt Service Reserve Fund credit in the total amount of \$138,100.

**I. SIGNIFICANT AMENDMENTS TO LAND USE OR LEGAL CHALLENGES TO CONSTRUCTION OF THE DEVELOPMENT OR THE DISTRICT**

As of December 31, 2007 the developer reports that there have been no significant amendments to land use entitlement or legal challenges to the construction.

**J. CHANGES TO THE CONSTRUCTION OF THE PROJECT**

As of December 31, 2007, the developer reports that there have been no changes approved by the county to the project to be constructed from those stated in the Limited Offering Memorandum.

**K. DEBT SERVICE SCHEDULE**

Table IV-4 in the following page shows the projected future debt service schedule for the Series 2006 Bonds.

**Table VI-4  
Debt Service Schedule**

Year Ending December 31	2006A Bonds Principal	2006A Bonds Interest	2006B Bonds Principal	2006B Bonds Interest	Total Debt Service
2008	\$320,000	1,386,613		543,896	\$2,250,509
2009	340,000	1,368,213		543,896	\$2,252,109
2010	355,000	1,348,663		543,896	\$2,247,559
2011	375,000	1,328,250		543,896	\$2,247,146
2012	400,000	1,306,688		543,896	\$2,250,584
2013	420,000	1,283,688		543,896	\$2,247,584
2014	445,000	1,259,538		543,896	\$2,248,434
2015	470,000	1,233,950		543,896	\$2,247,846
2016	500,000	1,206,925	*\$10,119,000	543,896	\$12,369,821
2017	525,000	1,178,175			\$1,703,175
2018	560,000	1,147,988			\$1,707,988
2019	590,000	1,115,788			\$1,705,788
2020	625,000	1,081,863			\$1,706,863
2021	660,000	1,045,925			\$1,705,925
2022	695,000	1,007,975			\$1,702,975
2023	735,000	968,013			\$1,703,013
2024	780,000	925,750			\$1,705,750
2025	825,000	880,900			\$1,705,900
2026	870,000	833,463			\$1,703,463
2027	920,000	783,438			\$1,703,438
2028	975,000	730,538			\$1,705,538
2029	1,030,000	674,475			\$1,704,475
2030	1,090,000	615,250			\$1,705,250
2031	1,155,000	552,575			\$1,707,575
2032	1,220,000	486,163			\$1,706,163
2033	1,290,000	416,013			\$1,706,013
2034	1,365,000	341,838			\$1,706,838
2035	1,440,000	263,350			\$1,703,350
2036	1,525,000	180,550			\$1,705,550
2037	1,615,000	92,863			\$1,707,863
<b>Total</b>	<b>\$24,115,000</b>	<b>\$27,045,421</b>	<b>*\$10,119,000</b>	<b>\$4,895,066</b>	<b>\$66,174,487</b>

\* The total outstanding amount of Series 2006B Bonds is calculated as \$10,119,000 (i.e. \$10,119,000 = \$11,500,000 - \$1,381,000) after the redemption of Series 2006B Bonds with special assessment prepayments described in (H) above.

**L. UPDATED PROJECT INFORMATION**

Updated project information reported by the developer as of December 31, 2007 is included in Section III, "Development Activity" of this report.

## ***VII. NOTICE EVENTS***

---

### **A. DEVELOPER SIGNIFICANT EVENTS**

Developer's significant events generally include the following:

- (i.) failure to pay any real property taxes (including the special assessments) levied within the development on a parcel owned by the developer or any affiliate thereof
- (ii.) material damage to or destruction of any development or improvements within the project;
- (iii.) material default by the development owner, the developer, or any affiliate thereof on any loan secured by property within the development owned or leased by the development owner and the developer or any affiliate thereof;
- (iv.) the filing in bankruptcy by the development owner, the developer or any affiliate thereof, or by any owner of more than 25% in interest in the development owner or the developer, or any determination that the development owner, the developer or any affiliate thereof, or an owner of more than 25% in interest in the development owner or the developer is unable to pay its debts as they become due;
- (v.) material default by the development owner, the developer or any affiliate thereof on any loan with respect to the construction or permanent financing of the development;
- (vi.) the filing of any lawsuit with claim for damages in excess of \$1,000,000 against the development owner, the developer or the landowner which may adversely affect the completion of the development or litigation in excess of \$1,000,000 which would materially adversely affect the financial condition of the development owner, the developer or the landowner;
- (vii.) to the extent that the developer is obligated to pay assessments, failure by the developer to pay such assessments in full when due; or
- (viii.) a default or event of default occurs under any agreement or instrument evidencing indebtedness of the developer or GS Carolina, LLC.

Inquiries have been made with the developer regarding the occurrence of any significant event and they have reported that no significant events have occurred as of December 31, 2007.

### **B. NOTICE EVENTS**

The administrator is required to file a notice to the State Depository (if any), each National Repository, or the Municipal Securities Rulemaking Board to report the occurrence of a Notice Event if it is instructed by the County to do so, as prescribed in Section 4 of the Proposed Form of Continuing Disclosure Reports in the Limited Offering Memorandum.

Notice events generally include the following:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements relating to the bonds reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions or events affecting the tax-exempt status of the bonds;
- (vii) modifications to rights of bondholders;
- (viii) unscheduled Bond Calls (other than pursuant to an extraordinary redemption under the terms of the Indenture);
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of bonds;
- (xi) rating changes on the bonds;
- (xii) failure to provide annual financial information as required;
- (xiii) to the extent that the developer is obligated to pay assessments, failure by the developer to pay such assessments in full when due; or
- (xiv) a default or event of default occurs under any agreement or instrument evidencing indebtedness of the developer or GS Carolina, LLC.

The administrator does not have knowledge of any listed events as of the date of this report.

Additionally, the administrator does not have knowledge of any of the following: (i) changes to the “Rate and Method of Apportionment of Special Taxes,” (ii) significant amendments to land use entitlements or legal challenges to the construction of the development, or (iii) changes approved by the authority in the type of public facilities to be constructed from those described the Limited Offering Memorandum.