



**THE VILLAGE AT GULFSTREAM COMMUNITY DEVELOPMENT DISTRICT**  
**(City of Hallandale Beach, Florida)**  
**\$60,285,000**  
**Special Assessment Revenue Bonds, Series 2008**

**DEVELOPER'S CONTINUING DISCLOSURE STATEMENT**

Attn: Keenan Rice  
MuniCap, Inc.  
6760 Alexander Bell Drive, Suite 220  
Columbia, MD 2104

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement"), dated as of January 31, 2008, by and between THE VILLAGE AT GULFSTREAM PARK COMMUNITY DEVELOPMENT DISTRICT (the "District"), THE VILLAGE AT GULFSTREAM PARK, LLC, its successors and assigns, acting through itself or through one or more related affiliates, subsidiaries and partnerships, in its capacity as developer (the "Developer"), and MUNICAP, INC. (the "Dissemination Agent") and joined by GULFSTREAM PARK RACING ASSOCIATION, INC. ("GPRA"), the Developer hereby provides the following information as of September 30, 2008. All terms having initial capitalization and not defined herein shall have the same meanings set forth in a Limited Offering Memorandum dated January 30, 2008.

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 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.

To the best of the knowledge of the undersigned:

**1) Completion of the Public Improvements**

**A) Public Improvements Budget**

<b>Phase I Public Improvements</b>	<b>Original Budget</b>	<b>Budget Changes</b>	<b>Revised Budget</b>	<b>Spent to Date</b>	<b>Percent Complete</b>
<b>Road and Transportation Improvements:</b>					
Pedestrian Bridge over US 1	\$300,000	\$0	\$300,000	\$0	0%
I-95 / Hallandale Beach Blvd Rt Turn Ramp Improvements.	\$100,000	\$0	\$100,000	\$0	0%
Ives Dairy Rd / I-95 Ramp Improvement	\$300,000	\$0	\$300,000	\$0	0%
9th Street Improvements	\$200,000	\$0	\$200,000	\$0	0%
On-grade Parking, Roads, Lights, Makings, C&G	\$7,528,839	\$0	\$7,528,839	\$2,475,141	33%
Parking Structures	\$15,000,000	\$0	\$15,000,000	\$139,474	1%
Infill for Roadways	\$735,000	\$0	\$735,000	\$735,000	100%
Infill for Parking / Impervious	\$1,435,000	\$0	\$1,435,000	\$1,435,000	100%
Offsite Signalization / US 1 Improvements	\$1,711,886	\$0	\$1,711,886	\$1,173,150	69%
Transit Concurrency SFRTA Sta or Bus Headw.	\$3,000,000	\$0	\$3,000,000	\$3,000,000	100%
Cost of Surety Bond for Concurrency Fees	\$100,000	\$0	\$100,000	\$77,238	77%
Transit Superstop	\$300,000	\$0	\$300,000	\$0	0%
Shuttle to / from Tri-Rail	\$300,000	\$0	\$300,000	\$0	0%
Enhanced Pedestrian / Bicycle Facilities	\$50,000	\$0	\$50,000	\$0	0%
10 Bus Shelters	\$200,000	\$0	\$200,000	\$0	0%
Internal Shuttle Stops	\$60,000	\$0	\$60,000	\$131	0%
Landscaping in US 1 Medians	\$220,000	\$0	\$220,000	\$220,000	100%
Energy Conservation Measures	\$500,000	\$0	\$500,000	\$0	0%
Striping for Low Emission Vehicles	\$10,000	\$0	\$10,000	\$0	0%
<b><i>Subtotal - Road and Transportation Improvements</i></b>	<b>\$32,050,725</b>	<b>\$0</b>	<b>\$32,050,725</b>	<b>\$9,255,135</b>	<b>29%</b>
<b>Stormwater Management System:</b>					
Onsite Stormwater Management System	\$3,728,160	\$0	\$3,728,160	\$2,568,385	69%
Offsite Stormwater Management System. For US-1	\$592,877	\$0	\$592,877	\$116,167	20%
<b><i>Subtotal – Stormwater Management System</i></b>	<b>\$4,321,037</b>	<b>\$0</b>	<b>\$4,321,037</b>	<b>\$2,684,552</b>	<b>62%</b>
<b>Water Distribution System:</b>					
Water Connection Fees	\$80,000	\$0	\$80,000	\$0	0%
Offsite Water Main Improvements Under US 1	\$50,000	\$0	\$50,000	\$0	0%
Water Impact Fees	\$85,000	\$0	\$85,000	\$0	0%
Water / Sewer Model Study	\$60,000	\$34,000	\$94,000	\$94,000	100%
Onsite Water System Improvements	\$742,075	\$61,793	\$803,868	\$803,868	100%
<b><i>Subtotal – Water Distribution System</i></b>	<b>\$1,017,075</b>	<b>\$95,793</b>	<b>\$1,112,868</b>	<b>\$897,868</b>	<b>81%</b>

<b>Phase I Public Improvements Continue</b>	<b>Original Budget</b>	<b>Budget Change</b>	<b>Revised Budget</b>	<b>Spent to Date</b>	<b>Percent Complete</b>
<b>Sanitary Sewer System:</b>					
Offsite Lift Station Improvements	\$200,000	\$0	\$200,000	\$78,010	39%
Onsite Lift Station and Force Main	\$835,086	\$0	\$835,086	\$835,086	100%
Obtain Wastewater Service from Hollywood	\$25,000	\$0	\$25,000	\$0	0%
Onsite Sanitary Sewer Facilities	\$2,045,788	\$0	\$2,045,788	\$885,042	43%
<b><i>Subtotal- Sanitary Sewer System</i></b>	<b>\$3,105,874</b>	<b>\$0</b>	<b>\$3,105,874</b>	<b>\$1,798,138</b>	<b>58%</b>
<b>Parks, Outdoor &amp; Cultural Facilities:</b>					
Landscaped Plazas / Public Spaces	\$7,032,188	\$0	\$7,032,188	\$300,967	4%
City Park Improvements	\$200,000	\$0	\$200,000	\$0	0%
Infill for Open Spaces	\$910,000	\$0	\$910,000	\$483,762	53%
Irrigation System	\$500,000	\$0	\$500,000	\$0	0%
<b><i>Subtotal – Parks, Outdoor &amp; Cultural Facilities</i></b>	<b>\$8,642,188</b>	<b>\$0</b>	<b>\$8,642,188</b>	<b>\$784,729</b>	<b>9%</b>
Public Security Facilities	\$500,000	\$0	\$500,000	\$0	0%
<b>Total Phase I Public Improvements Cost</b>	<b>\$49,636,899</b>	<b>\$95,793*</b>	<b>\$49,732,692</b>	<b>\$15,420,422</b>	<b>31%</b>

\* The total amount included in the budget changes column is to be funded with investment income from the Series 2008 General Subaccount.

The funds expended to date as shown in the table above are based on the requisitions processed to date (October 17, 2008); that is, Requisitions number 1 through 6 and 8 through 29. Requisition number 7 is not included above because it was used to pay for bond closing costs.

**B) Status of Construction**

**(i) Status of road and transportation improvements:**

Infill for roadway and parking areas is 100 percent complete. Overall road and transportation improvements are 29 percent complete.

**(ii) Status of stormwater management system:**

Onsite stormwater management system is 69 percent complete Offsite stormwater management system is 20 percent complete; overall stormwater management system is 62 percent complete.

**(iii) Status of water distribution system:**

Onsite water system improvements are 100 percent complete; water/sewer model study is 100 percent complete. Overall water distribution system is 81 percent complete.

**(iv) Status of sanitary sewer system:**

Onsite lift station and force main are 100 percent complete. Overall sanitary sewer system is 58 percent complete.

**(v) Status of parks, outdoor and cultural facilities:**

Overall parks, outdoor and cultural facilities are 9 percent complete.

**(vi) Status of other site work:**

Construction of the public security facilities has not yet begun.

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

Buildings number 1000, 1100, 1200, 1300, 1400, 1500, 1600 and 1700 are under construction. Steel has been completed; Sheathing is occurring as well as stucco. Building shells anticipated to be completed by February 2009.

**2) Status of Financing**

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

**Construction Loan**

- Loan Amount: \$127,400,000
- Amount drawn through 9/30/08: \$36,702,569
- Amount repaid through 09/30/08: \$0
- Balance Available at 09/30/08: \$90,697,431
- Interest rate: LIBOR + 155 basis points
- Maturity: August 28, 2009

**B) Event of Default on any Loan:** The Developer has not received formal written notice and is not aware of any default on any loan.

**C) Liens:** There exist no other liens for borrowed money secured by the property owned by the Developer in the district.

**D) Availability of Funds to Complete the Public Improvements:** There are sufficient funds available to complete the Public Improvements as contemplated.

**E) Availability of Funds to the Developer to Complete its Development:** There are sufficient funds available to complete the development of the district as contemplated.

**3) Anticipated Project Build-out and Completion:** The Developer anticipates that the estimated date for completion for the final phase of development is 2020.

**4) Government Permits and Approvals**

**A) Status of Government Permits and Approvals:**

Permit/Approval	Permitting Agency	Date Approved
Environmental Resource Permit	South Florida Water Management District (SFWMD)	As of 3/31/08
Environmental Resource Permit	Broward County Environmental Protection Department (EPD)	As of 3/31/08
Roadway Improvements Permit	Florida Department of Transportation	As of 3/31/08
Drainage Connection Permit	Florida Department of Transportation	As of 3/31/08
Utility Connection Permit	Florida Department of Transportation	3/07
Special Use Permit	Florida Department of Transportation	As of 3/31/08
Health Permits- Portable Water Supply Facilities	State of Florida Department of Environmental Protection (DEP)/ Broward County Department of Health	As of 3/31/08
Site Civil Permit	City of Hallandale Beach	As of 3/31/08
On-Site Tree Removal	City of Hallandale Beach	2/08
Paving, Grading and Drainage Permit	City of Hallandale Beach	As of 3/31/08
Off-Site Tree Removal	City of Hallandale Beach	2/08
Landscape Permit	City of Hallandale Beach	Pending
Site Parking Lighting	City of Hallandale Beach	Pending
Tree Removal Permit	City of Aventura	12/07
National Pollutant Discharge Elimination System (NPDES)	Department of Environmental Protection	As of 3/31/08
Wastewater Construction Permit	Broward County Environmental Protection Department (EPD)	4/07
Parking Facility License	Broward County Environmental Protection Dept- Air Quality Division	2/08
Plat Plan Review Approval	Broward County Construction and Engineering Division	8/07
Notice of Intent for Stormwater Discharge	Florida Department of Environmental Protection	8/06
Dewatering Permit	South Florida Water Management District	3/07

**B) Material Adverse Changes to Permits/Approvals:** There have been no material adverse changes to permits/approvals that necessitate changes to the Developer's land use plan as detailed in the Limited Offering Memorandum.

**5) Size of Buildings Constructed:**

Building	Area in Square Feet	Proposed Use
None*	None	None
<b>Total</b>		

\*Buildings are under construction as per Section 1B(vii)

The total leasable building area planned within the district is 460,334 square feet (Phase I) and 250 Hotel Rooms.

**6) Leasing Information:** The total leasable space in the development is currently equal to 460,334 square feet and the total number of tenants in the development is currently 14.

**A) Ground Leases:**

Tenant	Area in Acreage	Developed Square Feet	Proposed Use	Lease Term
None	None	None	None	N/A
<b>Total</b>				

**B) Office and Retail:**

Leasing Status	Office	Retail
Total leasable space ( <i>square feet</i> )	81,524	378,810
Currently under lease ( <i>square feet</i> )		66,654
Currently vacant		
Percentage of total space leased		18%

C) List of Retail, Office and Other Tenants:

Development Type	Building Number	Area in Square Feet
<b>Office tenants:</b>		
None		
<b>Sub-total (office tenants)</b>		
<b>Retail tenants:</b>		
Lamborghini Cafe	1200	5,000
Romeo and Juliet Couture	1300	2,024
Soho	1300	3,000
Fender Rock 'N Roll True Religion	1300	2,500
Vogue Couture	1300	1,984
Scene	1400	2,191
Stereo Gulfstream	1500	9,335
Next	1500	2,550
Ola Seafood	1700	8,000
Z Gallerie	1050	9,500
Martier	1300	2,100
Vahalla Menswear	1300	880
Texas de Brazil	1300	12,007
Santanera	1400	5,583
<b>Sub-total (retail tenants)</b>		
<b>Other tenants:</b>		
None		
<b>Sub-total (others tenants)</b>		
<b>Total</b>		<b>66,654</b>

7) **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.

8) **Material Adverse Changes to Information:** There have been no material adverse changes to information set forth in the Limited Offering Memorandum.

9) **Other Comments:**

None

10) **Reporting of Notice Events:** The Developer has not obtained actual knowledge of the occurrence of any listed events as shown in Exhibit A, attached hereto.

**THE VILLAGE AT GULFSTREAM PARK, LLC**

By: The Village at Gulfstream Park, LLC

By: *John McCar*

Title: *Vice President and Assistant Secretary*

Date: *10/27/2008*



## **Exhibit A**

### **Listed Events**

- (i) failure to pay any real property taxes or series 2008 Assessments levied within the district on a parcel leased by the Developer (or any affiliate);
- (ii) material damage to or destruction of any development or improvements 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 within the district leased by the Developer (or any affiliate);
- (v) payment default on any loan to the Developer (or any affiliate) (whether or not such loan is secured by the property ground leased within the district);
- (vi) the filing of the Developer (or any affiliate) or any owner of more than 25% interest in the Developer (or any affiliate) in bankruptcy or any determination that the Developer (or any Affiliate) or any owner of more than 25% of the Developer (or any affiliate) 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 affiliate; and
- (viii) any change in the legal structure, chief executive officer or ownership of the Developer.