

ANNUAL DEVELOPMENT ACTIVITY AND DISCLOSURE REPORT

For the Period Ending August 31, 2018

\$76,360,000

**THE COUNTY COMMISSION OF MONONGALIA COUNTY
SPECIAL DISTRICT EXCISE TAX REVENUE, REFUNDING AND IMPROVEMENT BONDS,
SERIES 2017 A
(UNIVERSITY TOWN CENTER ECONOMIC OPPORTUNITY DEVELOPMENT DISTRICT)**

CUSIP Numbers

61022CAA7

61022CAB5

61022CAC3

Prepared by:

MUNICAP, INC
August 31, 2018

**ANNUAL DEVELOPMENT ACTIVITY AND
DISLCOSURE REPORT**

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I. UPDATED INFORMATION

Information provided herein is as of August 31, 2018 unless otherwise stated:

- As of June 30, 2018, the Master Developer reports that 100 percent of the 2017 Project that was to be financed by the 2017 A Bonds is complete.
- As of June 30, 2018, the Master Developer reports that there are 21 businesses currently open and 14 additional businesses open within two strip retail centers.
- As of June 30, 2018, the Master Developer reports that four businesses within the Horizon Strip Retail Center, including Blaze Pizza, Verizon Wireless, Cricket Wireless and Great Clips have opened.
- As of June 30, 2018, the Master Developer reports that it was determined that Sleep Outfitters, which was initially expected to be located within the Excise Tax District, is located outside of the boundaries of the Excise Tax District.
- As of June 30, 2018, the Master Developer reports that there are four businesses currently under construction and two additional strip retail centers under construction, including Los Mariachis, PARCS Superstore and McFly Outdoors that are expected to open in October 2018, I-79 Honda that is anticipated to open in November 2018 and 12,619 square feet of the Horizon Retail as well as Future Strip Retail #2.
- As of June 30, 2018, the Master Developer reports that the core and shell building is complete for the Future Strip Retail #2 and that the building is ready for tenant buildout upon lease up.
- As of June 30, 2018, the Master Developer reports that the building exterior is complete, and the interior construction is near completion for Los Mariachis, the building structure is in place and weather proofing is complete for PARCS Superstore, and the grading earthwork, utility connections in in place for I-79 Honda.
- As of August 30, 2018, the Master Developer reports that Iron Horse Tavern, a 3,452 square foot restaurant within the Horizon Strip Retail, is anticipated to open in October 2018.
- As of August 30, 2018, the Master Developer reports that the Gateway developer is planning a 7,500 square foot retail strip center and McFly Outdoors, a 5,690 square foot retailer expected to open in October 2018.
- As of June 30, 2018, the Master Developer reports Exxon/Dunkin Donuts/Baskin Robins and Drury Inn & Suites have been acquired by the businesses completing construction.

- As of June 30, 2018, the Master Developer reports that the grading and earthwork is complete, and the road and utility connections are underway for the Exxon, which construction is expected to commence by July 1, 2018.
- As of June 30, 2018, the Master Developer reports that the construction of Drury Inn & Suites is anticipated to commence by July 1, 2018 with an expected opening in 2020.
- As of June 30, 2018, the Master Developer reports that the Master Developer has entered into a Purchase Agreement with Mernards that is expected to open in June 2021 and another developer within the Excise Tax District has entered into a Purchase Agreement with Chick-fil-A that is expected to open in August 2019.
- As of June 30, 2018, the Master Developer reports that the Master Developer has entered into a 25-year ground lease with J.Z. Defazio for property to be used as the site for the Exxon/Dunkin Donuts/Baskin Robbins.
- As of June 30, 2018, the Master Developer reports that West Virginia Hospitals terminated its Purchase and Sale Agreement on June 5, 2018.
- According to the Trustee, Excise Tax Revenues in the amount of \$3,157,638.97 have been collected for calendar year ending December 31, 2017.
- According to the monthly reports received from the State, actual Excise Tax Revenues collected from businesses within the Excise Tax District for the filing periods ending January through June of 2018 totals \$2,002,613.15, which, extrapolated for twelve months, implies an estimated annual total of \$4,005,226.29. However, it is possible that the amount of Excise Tax Revenues will be greater than \$4,005,226.29 due to ongoing development that is expected to open within the next few months.

II. INTRODUCTION

The County Commission of Monongalia County, West Virginia (the “County Commission” or the “Issuer”) issued the \$76,360,000.00 Special District Excise Tax Revenue, Refunding and Improvement Bonds, Series 2017 A (the “2017 A Bonds”) on October 12, 2017. The 2017 A Bonds were issued pursuant to an Indenture of Trust dated October 12, 2017 (the “Indenture”) between the Issuer and WesBanco Bank, Inc., as Trustee (the “Trustee”), an order adopted by the County Commission on August 30, 2017 (together with any resolution which may be adopted by the County Commission which is supplemental thereto, the “Bond Order”), and Chapter 7, Article 22 of the Code of West Virginia, 1931, as amended (the “Act” or the “EODD Act”). (Capitalized terms not defined herein have the same meaning as provided in the Limited Offering Memorandum and the Indenture).

According to the Limited Offering Memorandum, pursuant to an Order entered on July 13, 2017 (the “Excise Tax District Order”) and following the public hearings held on June 27, 2011, the approval of the West Virginia Development Office and the enactment of Senate Bill No. 1001 by the West Virginia Legislature as required by the provisions of the EODD Act, the County Commission created an approximately 1,450-acre economic opportunity development district referred to as the “University Town Centre Economic Opportunity Development District.” According to the Limited Offering Memorandum, the Excise Tax District is located in Monongalia County, West Virginia (the “County”) and is approximately four miles from Morgantown, West Virginia. Pursuant to the an application submitted by WestRidge (the “Boundary Modification Application”), the County Commission received the approval of the West Virginia Development Office on August 25, 2017 to remove certain parcels from the boundaries of the Excise Tax District and entered an Order on August 30, 2017, which is effective on the date of legal defeasance and discharge of the Series 2014 Bonds, which will complete the proceedings to remove such parcels from the boundaries of the Excise Tax District (the “Excise Tax District”).

According to the Limited Offering Memorandum, West Ridge, Inc., a West Virginia corporation (the “Master Developer”), is in the process of developing certain areas of the Excise Tax District, which currently includes and is expected to include retail, restaurant, lodging and other facilities. The existing development located with the Excise Tax District currently includes two-mixed use developments, known as University Town Centre and the Gateway (collectively, the “Development”). In addition, it is expected that two additional mixed-used developments known as WestRidge Crossing and WestRidge Commons will be developed by the Master Developer and other developers within the Excise Tax District.

According to the Limited Offering Memorandum, the 2017A Bonds were issued to refund the Issuer’s Special District Excise Tax Revenue Bonds, Series 2014 A Taxable (University Town Centre Economic Opportunity Development District-Ballpark Project) issued in the original aggregate principal amount of \$22,165,000.00 (the “Series 2014 A Bonds”), Amended and Restated Special District Excise Tax Revenue Bonds, Series 2014 B Taxable (University Town Centre Economic Opportunity Development District-Interchange and Roads Project) issued in the original aggregate principal amount of \$31,385,000 (the “Series 2014 B Bonds”) and Special District Excise Tax Revenue Bonds, Series 2014 C Taxable (University Town Centre Economic Opportunity Development District-Interchange Project) issued in the original aggregate principal amount of \$670,000.00 (the “Series 2014 C Bonds” and collectively with the Series 2014 A Bonds and the Series 2014 B Bonds, the “Bonds to be Refunded”); (ii) paying, financing and reimbursing the costs of the acquisition, construction, improvement, installation and equipping of a portion of the Amended Phase II Project including, but not limited to, infrastructure within the Excise Tax District west of Interstate 79 to facilitate development of future retail and other businesses (the “2017 Project”);

(iii) funding the Series 2017 A Bonds Excise Tax Bonds Debt Service Reserve Fund for the Series 2017 A Bonds (the “Reserve Fund”) to the Reserve Requirement; (iv) paying capitalized interest on the Series 2017 A Bonds through October 11, 2020; and (v) paying cost of issuance related to the Series 2017A Bonds.

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 August 31, 2018, 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

According to the Limited Offering Memorandum, the Excise Tax District will be developed into a mixed-used development in multiple phases. The development comprising the Excise Tax District will comprise both existing development and additional development completed by the Master Developer and other developers within the Excise Tax District.

According to the Limited Offering Memorandum, the existing development consists of portion of the University Town Center and the Gateway. The University Town Center consists of a mixed-use development located on over 300 acres adjacent to Interstate 79, between Exits 153 and 155 in the County (“UTC”). UTC was developed by Mon-View LLC (“Mon-View”), a joint venture between BOJAN, LLC, an entity controlled by members of the Lynch family of Morgantown, West Virginia, and Consol Energy (“Consol”), a publicly traded energy company. The Gateway development consists of more than 250,000 square feet of retail, restaurant and hotel development located north of Interstate 79 Exit 155 (the “Gateway”). The Gateway is being developed by MAGCS, LLC (the “Gateway Developer”), which is not an affiliate of the Master Developer.

According to the Limited Offering Memorandum, the Master Developer is in the process of developing WestRidge Crossing, located immediately adjacent to Interstate 79 Exit 153, and WestRidge Commons, which will also be located off of Exit 153. According to the Limited Offering Memorandum, the WestRidge Crossing is anticipated to consist of 185,000 square feet of transit-oriented retail, restaurant, hotel and other businesses and WestRidge Commons is anticipated to consist of approximately 350,000 square feet of retail and restaurants.

B. THE 2017 PROJECT

According to the Limited Offering Memorandum, the County and the Master Developer entered into a Development Agreement in relation to the acquisition, construction, equipping and financing of development expenditures for the Excise Tax District that promote economic vitality of the Excise Tax District and the general welfare of the County consistent with Section 5 of the Act (collectively, the “Amended Phase II Project”). The portion of the Phase II Project that will be financed by the Series 2017 A Bonds in the amount of \$20,743,105 relates to the infrastructure within the Excise Tax District west of Interstate 79 to facilitate the development of future retail and other businesses (the “2017 Project”).

Table III-1 on the following page provides a summary of the allowable expenditures, original budget, changes to the budget and the amount spent by line item for the 2017 Project as of June 30, 2018. As of June 30, 2018, the Master Developer reports that 100 percent of the 2017 Project that was to be financed by the 2017 A Bonds is complete.

Table III – 1
2017 A Project Budget

Development Expenditure	Original Budget	Changes to Budget	Revised Budget	Spent to Date	Percent Complete
Demolition as needed, Clearing and grubbing, mobilizing /demobilization of contractor(s)	\$1,079,077	(\$34,193)	\$1,044,884	\$1,044,884	100%
Excavation, fine grading, erosion & sediment control, stone/aggregate base. Asphalt fabric for separation. Asphalt base and wearing courses, curbs, curb ramps, guardrail; traffic signals and ancillary materials and works; pavement markings signage, sidewalks, crosswalks, and/or bike paths; landscaping, seeding & mulching, lighting, ROW Acquisition, retaining walls	\$12,538,386	\$183,957	\$12,722,343	\$12,722,343	100%
Box culvert fabrication, installation, and related construction, WVDEP Payment-in-leu-of-mitigation fees	\$3,384,136	(\$3,853)	\$3,380,283	\$3,380,283	100%
Electrical, telephone, lighting, and communication conduits, duck banks, electrical switch gear and vaults, utility casings, concrete encasement for conduit banks, transformer pads	\$442,872	(\$6,261)	\$436,611	\$436,611	100%
Storm water and underdrain pipe, inlets, manholes, risers	\$1,076,504	(\$69,528)	\$1,006,976	\$1,006,976	100%
Sanitary sewer pipe, sanitary sewer pump, lift stations; Acid Mine Water relocations, piping and drilling: domestic water piping and system; temporary water and electric needed for construction: gas piping and distribution system; gas transmission and distribution line relation; general utility relocations.	\$2,222,130	(\$70,134)	\$2,151,996	\$2,151,996	100%
Total Qualified Improvements	\$20,743,105		\$20,743,093	\$20,743,093	100%

C. STATUS OF DEVELOPMENT

i. Completed Development

As of June 30, 2018, the Developer reports that there are 21 businesses currently open and 14 additional businesses open within two strip retail centers. Since the Series 2017 A Bonds were issued, four businesses within the Horizon Strip Retail Center, including Blaze Pizza, Verizon Wireless, Cricket Wireless and Great Clips have opened, as of June 30, 2018. As of the same date, the Developer reports that it was determined that Sleep Outfitters, which was initially expected to be located within the Excise Tax District, is located outside of the boundaries of the Excise Tax District. Table III-2 on the following page provides a summary of the opened businesses within the Excise Tax District as of June 30, 2018.

**Table III-2
Completed Development**

Owner or Tenant ⁽¹⁾	Type of Property	Sq. Ft.	Location	Opening/Projected Opening Date	Owner	Owned or Leased	Lease Term
Hobby Lobby	Home Goods	50,000	The Gateway	December 16	Hobby Lobby Westover, LLC	Leased	10 Years
Star Furniture	Home Goods	50,000	UTC	May 17	Star Furniture	Owned	n/a
Sportsman's Warehouse	Men's Retail	50,000	The Gateway	July 17	Unknown	Owned	n/a
BFS Convenience Store	General Merchandise	5,000	The Gateway	June 14	BFS	Owned	n/a
Existing Strip Retail							
AC Moore	Home Goods	23,040	UTC	March 16	Interstate	Leased	10 Years
Ultra Salon	Women's Retail	10,122	UTC	February 16	Interstate	Leased	10 Years
Five Below	General Merchandise	8,000	UTC	April -16	Interstate	Leased	10 Years
Firehouse Subs	Restaurant	2,100	UTC	May 16	Interstate	Leased	10 Years
Sports Clips	Services	1,400	UTC	May 16	Interstate	Leased	5 Years
One Main Financial	Services	1,400	UTC	March 16	Interstate	Leased	5 Years
Kirkland's	Home Goods	6,650	UTC	March 16	Interstate	Leased	10 Years
Pizza Al's	Restaurant	1,750	UTC	May 16	Interstate	Leased	10 Years
GNC	General Merchandise	1,400	UTC	March 16	Interstate	Leased	5 Years
Sleep Number	Home Goods	2,800	UTC	February 16	Interstate	Leased	5 Years
Future tenant ⁽²⁾	General Merchandise	2,870	UTC	TBD	Interstate	Leased	TBD
La Quinta	Hotel	67,115	The Gateway	January -16	Even Hospitality, LLC	Owned	n/a
Courtyard by Marriott	Hotel	72,767	UTC	May 16	West Place, LLC	Owned	n/a
Candlewood Suites	Hotel	57,931	The Gateway	June 16	Double J Development	Owned	n/a
Hampton Inn	Hotel	81,245	UTC	September 17	Horizon Hospitality	Owned	n/a
Premier Chevrolet Buick GMC ⁽³⁾	Car Retailer	30,000	UTC	June 13	John Cognac (Dealer)	Owned	n/a
Triple S Harley Davidson ⁽³⁾	Car Retailer	40,000	The Gateway	June 13	The Gateway Developer	Owned	n/a
Freedom Ford/Kia/VW ⁽³⁾	Car Retailer	30,000	UTC	May 17	Mike Wood (Dealer)	Owned	n/a
The Greene Turtle	Restaurant	5,000	The Gateway	August 15	The Gateway Developer	Owned	n/a
Burger King	Restaurant	3,500	The Gateway	October 15	KB Foods	Owned	n/a
Starbucks	Coffee Shop	2,000	UTC	November 15	Jason Donahue	Leased	10 Years
Chipotle	Restaurant	2,200	UTC	December 15	Jason Donahue	Leased	10 Years
Buffalo Wild Wings	Restaurant	5,500	UTC	March 17	Unknown	Leased	20 Years
Wendy's	Restaurant	4,000	UTC	August 17	Wendy's	Owned	n/a
Fusion Steakhouse	Restaurant	5,000	UTC	September 17	Fusion	Owned	n/a

Panda Express	Restaurant	3,500	UTC	October 17	CFT Developments, LLC	Owned	n/a
H&R Block	Services	2,000	The Gateway	2017	The Gateway Developer	Leased	n/a
Once Upon a Child	Children's Retail	2,000	The Gateway	April 17	The Gateway Developer	Leased	n/a
Horizon Strip Retail ⁽⁴⁾							
Blaze Pizza	Restaurant	2,500	UTC	January 18	Horizon Hospitality	Leased	5 Years
Verizon Wireless	General Merchandise	1,220	UTC	March 18	Horizon Hospitality	Leased	5 Years
Cricket Wireless	General Merchandise	1,220	UTC	March 18	Horizon Hospitality	Leased	5 Years
Great Clips	Services	1,220	UTC	June 18	Horizon Hospitality	Leased	5 Years

⁽¹⁾ Sleep Outfitters was initially expected to be located within the Excise Tax District; however, it was determined that the business is located outside the boundaries of the Excise Tax District. Because the majority of Sleep Outfitters' sales are delivered to customers outside of the Excise Tax District, such sales would be subject to State sales tax, rather than excise tax.

⁽²⁾ There is one available space within the strip retail center. Interstate is currently negotiating a letter of intent with a potential tenant for this space.

⁽³⁾ Pursuant to §W.Va. Code 11-15-3c, the Excise Tax does not apply to sales of motor vehicles, which are defined to include "every propellable device in or upon which any person or property is or may be transported or drawn upon a highway including, but not limited to: automobiles; buses; motor homes; motorcycles; motorboats; all-terrain vehicles; snowmobiles; low-speed vehicles; trucks; truck tractors and road tractors having a weight of less than fifty-five thousand pounds; trailers, semitrailers, full trailers, pole trailers and converter gear having a gross weight of less than two thousand pounds; and motorboat trailers, fold-down camping trailers, traveling trailers, house trailers and motor homes." However, sales of goods that are not motor vehicles and services provided at these retailers are subject to the Excise Tax.

⁽⁴⁾ Horizon Strip Retail consists of 18,435 square feet in a strip retail center. The core and shell building is complete and four businesses, Blaze Pizza (2,606 square feet), Verizon Wireless (1,220 square feet), and Cricket Wireless (1,220 square feet) and Great Clips (1,220) have opened. The remaining 12,169 square feet is shown as Development Currently Under Construction within the Excise Tax District.

ii. Development Currently Under Construction

As of June 30, 2018, the Developer reports that there are four businesses currently under construction and two additional strip retail centers under construction. According to the Master Developer, the businesses currently under construction as of June 30, 2018 include Los Mariachis, PARCS Superstore, and McFly Outdoors that are anticipated to be open in October 2018, I-79 Honda that is anticipated to open in November 2018 and 12,169 square feet of the Horizon Strip Retail as well as the Future Strip Retail #2. Table III-3 on the following page provides a summary of the businesses currently under construction within the Excise Tax District as of June 30, 2018.

**Table III-3
Under Construction**

Owner or Tenant	Type of Property	Sq. Ft.	Location	Opening/Projected Opening Date	Owner	Owned or Leased	Lease Term
Horizon Strip Retail ¹	General Merchandise	13,389	UTC	March 18	Horizon Hospitality	Leased	Multiple
Future Strip Retail #2	General Merchandise	3,300	The Gateway	TBD	The Gateway Developer	Leased	Multiple
Los Mariachis	Restaurant	5,500	UTC	August 18	Los Mariachis	Owned	n/a
PARCS Superstore ^{2,3}	General Merchandise	25,000	The Gateway	July 18	PARCS	Owned	n/a
I-79 Honda ³	Car Dealership	20,000	The Gateway	November 18	Joe Romeo (Dealer)	Owned	n/a
McFly Outdoors	Men's Retail	5,690	Westridge	October 18	Westridge Commerce Centre Development LLC	Leased	7 Years

⁽¹⁾ Horizon Strip Retail consists of 18,435 square feet in a strip retail center. The core and shell building is complete and four businesses, Blaze Pizza (2,606 square feet), Verizon Wireless (1,220 square feet), Cricket Wireless (1,220 square feet) and Great Clips (1,220) have opened. The remaining 13,389 square feet is shown as Development Currently Under Construction within the Excise Tax District.

⁽²⁾ PARCS Superstore is a West Virginia based equipment and ATV retailer, which sells brands including Kubota, New Holland, Can-Am, Polaris, Husqvarna, Land Pride, Generac, Bush Hog, Woods and Ferris. The PARCS Superstore location in the Gateway will be its fifth location in West Virginia.

⁽³⁾ Pursuant to §W.Va. Code 11-15-3c, the Excise Tax does not apply to sales of motor vehicles. However, sales of goods that are not motor vehicles and services provided at these retailers are subject to the Excise Tax.

As of June 30, 2018, the Developer reports that the Horizon Strip Retail core and shell building is complete and four businesses (Blaze Pizza, Verizon, Cricket Wireless and Great Clips) are open. The Master Developer also reports, as of June 30, 2018, that the core and shell building is complete for the Future Strip Retail #2 and that the building is ready for tenant buildout upon lease up. As of the same date, the Master Developer reports that the building exterior is complete, and the interior construction is near completion for Los Mariachis, the building structure is in place and weather proofing is complete for PARCS Superstore, and the grading earthwork, utility connections in in place for I-79 Honda.

As of August 30, 2018, the Master Developer also reports that Iron Horse Tavern, a 3,452 square foot restaurant within the Horizon Strip Retail, is anticipated to open in October 2018. As of the same date, the Master Developer has reported that the Gateway developer is planning a 7,500 square foot retail strip center and McFly Outdoors, a 5,690 square foot retailer expected to open in October 2018.

iii. *Acquired Property*

As of June 30, 2018, the Developer reports that there are two properties that have been acquired by the businesses completing construction. These businesses include Exxon/Dunkin Donuts/Baskin Robins and Drury Inn & Suites. The Master Developer reports, as of June 30, 2018, the grading an earthwork is complete, and the road and utility connections are underway for the Exxon. According to the Master Developer, construction is expected to commence by July 1, 2018. According to the Master Developer, the construction is anticipated to commence by July 1, 2018 with and anticipated opening in 2020. Table III-4 below provides a summary of Drury Suites and Inn within the Excise Tax District as of June 30, 2018.

Table III-4
Acquired Property

Owner or Tenant	Type of Property	Sq. Ft.	Location	Opening/Projected Opening Date	Owner	Owned or Leased	Lease Term
Exxon/Dunkin Donuts/Baskin Robbins	Convenience Store & Restaurant	5,300	WestRidge	2019	Joe DeFazio Oil Company	Leased	25 Year Ground Lease
Drury Inn & Suites	Hotel	127,166	WestRidge	2020	Drury Southwest	Owned	n/a

iv. *Properties Under Purchase Agreement or Ground Lease*

As of June 30, 2018, the Master Developer reports that the Master Developer has entered into a Purchase Agreement with Mernards that is expected to open in June 2021 and another developer within the Excise Tax District has entered into a Purchase Agreement with Chick-fil-A that is expected to open in August 2019. According to the Master Developer, the Master Developer has also entered into a 25-year ground lease with J.Z. Defazio for property to be used as the site for the Exxon/Dunkin Donuts/Baskin Robbins. As of June 30, 2018, the Master Developer reports that West Virginia Hospitals terminated its Purchase and Sale Agreement on June 5, 2018. Table III-5 on the following page provides a summary of the tenants currently entered into a Purchase and Sale Agreement or ground lease as of June 30, 2018.

Table III-5
Property Under Purchase Agreement or Ground Lease

Owner or Tenant	Type of Property	Sq. Ft.	Location	Opening/Projected Opening Date	Owner	Owned or Leased	Lease Term
Menards	Home Goods	175,000	WestRidge	June 21	Menards	Owned	n/a
Chick-fil-A	Restaurant	3,500	UTC	August 19	Chick-fil-A	Owned	n/a
Exxon/Dunkin Donuts/Baskin Robbins	Convenience Store & Restaurant	5,300	WestRidge	October 2019	Joe DeFazio Oil Company	Owned	25 Year Ground Lease

v. *Speculative Properties with No Written Commitments*

Table III-6 below provides a summary of the speculative properties that are planned with no written contracts reported by the Master Developer as of June 30, 2018.

Table III-6
Speculative Property

Owner or Tenant	Type of Property	Sq. Ft.	Location	Opening/Projected Opening Date	Owner	Owned or Leased	Lease Term
Car Wash	Car Wash	1,500	UTC	June 20	Jason Day	Owned	n/a
Car Dealrship	Car Dealrship	20,000	Westridge	June 20	Dealer	Owned	n/a
Clothing Store	Women's Fashion	40,000	Westridge	June 20	Joint Venture between Interstate and Master Developer	Leased	TBD
Home Décor Store	Home Goods	20,000	Westridge	June 20	Joint Venture between Interstate and Master Developer	Leased	TBD
Pet Store	Retail	18,406	Westridge	June 20	Joint Venture between Interstate and Master Developer	Leased	TBD

Future Strip Retail #3	General Merchandise	28,000	Westridge	June 20	Joint Venture between Interstate and Master Developer	Leased	TBD
Future Strip Retail #4	General Merchandise	12,000	Westridge	June 20	Joint Venture between Interstate and Master Developer	Leased	TBD
Future Casual Dining	Restaurant	5,000	Westridge	June 20	Joint Venture between Interstate and Master Developer	Leased	TBD
Future Fast-food	Restaurant	3,198	Westridge	June 20	Joint Venture between Interstate and Master Developer	Leased	TBD
Future Strip Retail #5	General Merchandise	7,500	Westridge	June 20	The Gateway Developer	Leased	TBD

IV. TRUSTEE ACCOUNTS

The Trustee for the Series 2017 A Bonds is the WesBanco Trust and Investment Services (the “Trustee”). Table IV-1 below shows the initial deposits of the 2017 A Bonds, investment income, additional proceeds, disbursements, transfers and account balances as of July 31, 2018.

Table IV-1
Account Balances

Fund/Account	Initial Deposits¹	Investment Income	Additional Proceeds	Disbursements	Transfers	Balance as of 07/31/18
Cost of Issuance Fund	\$0	\$75	\$0	\$777,669	\$777,594	\$0
Project Fund ²	\$73,451,249	\$5,445	\$0	\$20,743,093	(\$52,708,156)	\$5,445
Revenue Fund	\$0	\$12,064	\$3,476,958	\$78,738	(\$656,885)	\$2,753,398
Administrative Expense Fund	\$0	\$85	\$426	\$45,522	\$52,500	\$7,490
Debt Service Fund	\$0	\$10,174	\$895,365	\$2,660,400	\$1,787,978	\$33,117
Rebate Fund	\$0	\$0	\$0	\$0	\$0	\$0
Reserve Fund ³	\$0	\$25,283	\$0	\$0	\$6,001,274	\$6,026,557
Supplemental Reserve Fund	\$0	\$0	\$0	\$0	\$0	\$0
County Project Fund	\$0	\$0	\$0	\$0	\$0	\$0
Redemption Fund	\$0	\$0	\$0	\$44,745,696	\$44,745,696	\$0
Total	\$73,451,249	\$53,126	\$4,372,750	\$69,051,118	\$0	\$8,826,007

¹The fund and accounts held by the Trustee were opened on October 12, 2017.

²Bond proceeds in the amount of \$73,451,249.10 were deposited to the Project Fund on October 12, 2017. The funds were then disbursed to the funds and accounts created under the Indenture as outlined in the Closing Memorandum.

³Pursuant to Section 4.05 (C) of the Indenture, the Trustee is to determine the value of the assets of the Reserve Fund on each Interest Payment date and if the amount in the Reserve Fund exceeds the Reserve Requirement, the Trustee shall transfer the excess to the Debt Service Fund. As of the June 1, 2018 valuation date, the market value of the assets of the Reserve Fund exceeded the Reserve Requirement. As a result, the Trustee transferred an excess of \$13,226.65 to the Debt Service Fund. As of July 31, 2018, the current market value of the Reserve Fund was \$6,060,986.00, while the Reserve Requirement is equal to \$6,043,687.50. Accordingly, the balance of the Reserve Fund is greater than the Reserve Requirement, and there is no shortfall in the Reserve Requirement. The balances in the table above represent federal cost as opposed to market value, which makes it appear that the Reserve Fund is below the Reserve Requirement.

- Disbursements from the Cost of Issuance Fund represent bond proceeds for the payment of costs related to the issuance of the 2017 A Bonds pursuant to the Closing Memorandum.
- Disbursements from the Project Fund represent the payment of requisition number one, two and three for costs associated with the 2017 Project.
- Additional proceeds to the Revenue Fund represent Net Excise Tax Revenues remitted by the West Virginia Treasurer’s Department (the “Treasurer’s Department”) for the payment of debt service and administrative expenses.
- Disbursements from the Administrative Expense Fund represent Net Excise Tax Revenues transferred from the Revenue Fund for the payment of administrative expenses.
- Additional Proceeds to the Debt Service Fund represent Net Excise Tax Revenues from the Series 2014 Revenue Fund, transfers of Net Excise Tax Revenues from the Revenue Fund and investment income from the Debt Service Reserve Fund for the payment of debt service and the Trustee’s fees.
- Additional proceeds to the Redemption Fund represent bond proceeds to refund the Series 2014 Bonds pursuant to the Closing Memorandum.

Table IV-2 below shows the rates of return on the investments as of July 31, 2018. A portion of the funds in the Reserve Fund are invested in a six-month U.S. Treasury currently earning approximately 1.25 percent and a portion of the funds in the Reserve Fund are invested in a six-month U.S. Treasury Bill currently earning approximately 2.07 percent, as of June 30, 2018. The remaining fund and accounts are invested in a Federated Government Obligations Fund currently earning approximately 1.55 percent per annum as of June 30, 2018.

Table IV-2
Rate of Return

Fund/Account	Rate of Return
Revenue Fund	1.55%
Administrative Expense Fund	1.55%
Debt Service Fund	1.55%
Reserve Fund	2.07%

V. ***DISTRICT FINANCIAL INFORMATION***

D. **UPDATES TO INFORMATION SET FORTH UNDER THE CAPTION “MUNICIPAL REPORT, ESTIMATES OF EXCISE TAX COLLECTIONS AND DEBT SERVICE COVERAGE – FINANCIAL SUMMARY – BASE, STRESS AND FUTURE DEVELOPMENT SCENARIOS” OF THE LOM**

The following tables and information are included in this report to provide an update to the Limited Offering Memorandum as set forth under the caption “MUNICIPAL REPORT, ESTIMATES OF EXCISE TAX COLLECTIONS AND DEBT SERVICE COVERAGE – Financial Summary – Base, Stress and Future Development Scenarios,” including the tables pursuant to Section 2(a)(i) of the Issuer’s Continuing Disclosure Agreement.

i. Historical Revenues

Table V-1 below provides a summary of the historical Excise Tax Revenues that were collected and remitted to the Trustee. As shown in the table below, Excise Tax Revenues in the amount of \$3,157,638.97 have been collected for calendar year ending December 31, 2017.

Table V-1
Historical Excise Tax Revenues

Calendar Year Ending	Remitted to the Trustee	Bond Year	Excise Tax Revenues¹
31-Dec-17	20-Feb-18	30-Jun-18	\$3,157,639

¹ Represents actual Excise Tax Revenues remitted to the Trustee through February 2018. Please note, several retailers located outside the Excise Tax District continued to remit Excise Tax Revenues to the State instead of tax returns and several retailers located within the Excise Tax District erroneously were submitting tax returns rather than a special excise district tax return. As a result, the amounts actually received by the Trustee do not accurately reflect the actual Excise Tax Revenues for the District that should have been remitted for calendar year 2017. Please see Section V(D) for further information.

ii. Debt Service Coverage

Table V-2 on the following page shows the debt service coverage on the Series 2017 A Bonds from Excise Tax Revenues for the calendar year ending December 31, 2017 (and Bond Year ending June 30, 2018).

According to the monthly reports received from the State, actual Excise Tax Revenues collected from businesses within the Excise Tax District for the filing periods ending January through June of 2018 totals \$2,002,613.15, which, extrapolated for twelve months, implies an estimated annual total of \$4,005,226.29. However, it is possible that the amount of Excise Tax Revenues will be greater than \$4,005,226.29 due to ongoing development that is expected to open within the next few months, as further described in Section III(C), “Status of Development,” of this report.

Table V-2
Debt Service Coverage

<i>Calendar Year Ending</i>	<i>Sales Tax to be Remitted</i>	<i>Bond Year Ending</i>	<i>Projected Excise Tax Revenues</i>	<i>Series 2017A Debt Service</i>	<i>Surplus/(Deficit)</i>	<i>Projected Debt Service Coverage</i>
31-Dec-17	20-Feb-18	30-Jun-18	\$3,157,639	\$1,513,961	\$1,643,678	208.6%

iii. *Actual Excise Tax Revenues vs. Projected Excise Tax Revenues*

Table III-3 below provides a comparison of the actual Excise Tax Revenues vs. projected Excise Tax Revenues for the Base Scenario, Stress Scenario and the Additional Development Scenario.

Table V-3
Debt Service Coverage

<i>Sales Period Ending</i>	<i>Sales Tax Remitted to Trustee</i>	<i>Actual Excise Tax Revenues Remitted to the Trustee</i>	<i>Projected Excise Tax Revenues</i>		
			<i>Base Scenario</i>	<i>Stress Scenario</i>	<i>Additional Development Scenario</i>
31-Dec-17	20-Feb-18	\$3,157,639	\$3,737,681	\$3,737,681	\$3,737,681

The difference between the actual Excise Tax Revenues received and the projected Excise Tax Revenues is in part a result of the certain businesses within the Excise Tax District that were inadvertently remitting sales tax instead of special district excise tax revenues dating back to the filing period ending July 31, 2017. In addition, upon closing of the Series 2017 A Bonds, the remaining balances in the Series 2014 A Revenue Fund and Series 2014 B/C Revenue Fund were transferred to the Series 2017 A Bonds Debt Service Fund, which is reflected in the total Excise Tax Revenues for calendar year 2017 of \$3,157,638.97. However, the amount that was transferred does not represent the total amount of Excise Tax Revenues received by the trustee from January 2017 through October 12, 2017, as a portion of this amount was used to pay debt service and administrative expenses on the Series 2014 A, B and C Bonds.

E. LITIGATION THAT WOULD HAVE A MATERIAL ADVERSE IMPACT ON THE SERIES 2017 A BONDS

As of the date of this report, to the Issuer's knowledge there are no changes to the Limited Offering Memorandum in the first paragraph under the caption "Litigation" that outcome would have a material adverse impact on the Series 2017 A Bonds.

F. DEPOSITS TO AND WITHDRAWALS FROM THE SUPPLEMENTAL RESERVE FUND

Pursuant to the Indenture, the Supplemental Reserve Fund will be established commencing with the fiscal year ending June 30, 2020, if the amount of Net Excise Tax Revenues on deposit with the Trustee under the Indenture are less than 125 percent of the debt service payable on the Series 2017 A Bonds during such fiscal year. Accordingly, there are no deposits or withdrawals to report on for the period ending August 31, 2018, as the Supplemental Reserve Fund will not be established until the fiscal year ending June 30, 2018.

G. REPORT OF NET EXCISE TAX REVENUES TRANSFERRED TO THE TRUSTEE AND DEPOSITED IN THE EXCISE TAX REVENUE FUND

As more fully described in the Quarterly Continuing Disclosure of Net Excise Tax Revenues Collections for the period ending March 30, 2018, certain businesses that ceased to be located within the Excise Tax District as of October 2017 continued to pay special district excise tax to the West Virginia State Tax Department (the "Tax Department"), which were inadvertently remitted to the Trustee and several other businesses located within the Excise Tax District inadvertently paid sales tax rather than special district excise tax, which were inadvertently deposited into the General Fund of the State of West Virginia (the "State"). However, as of June 30, 2018, the Tax Department has confirmed that the amount of Net Excise tax Revenues transferred to the Trustee in June 2018 represents the amount of Net Excise Tax Revenues due to the Excise Tax District after the withholdings to correct the over transfer of Net Excise Tax Revenues in previous reporting periods and the transfer of Net Excise Tax Revenues for previous filing periods collected from tenants within the District that were erroneously paying sales tax rather than Excise Tax Revenues. According to the Tax Department, all Net Excise Tax Revenues have been received from tenants that were erroneously remitting sales tax returns rather than excise tax returns, with the exception of two tenants.

Table V-4 on the following page provides a summary of the Net Excise Tax Revenues deposited to the Trustee from October 2017 through June 2018. As discussed above, the businesses located outside the Excise Tax District as of October 2017 continued to pay special district excise tax through the February 2018 filing period (deposited to the Trustee in April 2018) and the businesses located within the Excise Tax District that were erroneously paying sales tax rather than special district tax until the February 2018 filing period (deposited to the Trustee in April 2018).

Table V-4
Net Excise Tax Revenues Collections

Month	Net Excise Tax Revenues Received
October 2017	\$407,044
November 2017	\$169,934
December 2017	\$88,400
January 2018	\$749,067
February 2018	\$847,829
March 2018 ¹	\$0
April 2018 ¹	\$0
May 2018	\$0
June 2018 ²	\$895,029
Total	\$3,157,302

¹As discussed more thoroughly above, the Tax Department withheld the Excise Tax Revenues for these periods to correct an over transfer.

²Includes the Excise Tax Revenues received for May and June 2018.

VI. SIGNIFICANT EVENTS

A. DEVELOPER SIGNIFICANT EVENTS

According to the Developer Continuing Disclosure Agreement, developer significant events include the following:

- (i.) any material default by the Developer or any other party under the Development Agreement;
- (ii.) material default by the Developer or any affiliate thereof on any loan with respect to any construction or permanent financing of the Development;
- (iii.) the filing by or against either Developer or any owners of more than a 25% interest in the Developer, of any petition or other proceeding under any bankruptcy, insolvency or similar law or any determination that the Developer or an owner of a 25% or more interest in the Developer is unable to pay its debts as they become due;
- (iv.) the filing of any lawsuit with a claim for damages (i) in excess of \$2,500,000 against the Developer or (ii) which may adversely affect the completion of the Development or the continued operation of the Development by the Developer or litigation in excess of \$2,500,000 or which could materially adversely affect the financial condition of the Developer or the operations of the Development; and
- (v.) the failure by any business in the Excise Tax District to pay sales taxes legally required for any sales transactions conducted by such business in the Excise Tax District.

B. LISTED EVENTS

Pursuant to the Issuer's Continuing Disclosure Agreement, listed events include the following:

- (i.) principal and interest payment delinquencies;
- (ii.) non-payment related defaults, if material;
- (iii.) unscheduled draws on debt services reserves reflecting financial difficulties;
- (iv.) unscheduled draws on credit enhancements reflecting financial duties;
- (v.) substitution of credit or liquidity providers, or their failure to perform;
- (vi.) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2017 Bonds, or other material events affecting the tax status of the Series 2017 Bonds;
- (vii.) modifications to rights of Bondholders, if material;
- (viii.) Bond calls, if material, and tender offers;
- (ix.) defeasances;

- (x.) release, substitution or sale of property securing repayment of the Series 2017 Bonds, if material;
- (xi.) rating changes;
- (xii.) bankruptcy, insolvency, receivership or similar event of the Issuer;
- (xiii.) consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (xiv.) appointment of a successor or additional trustee or the change of name of the trustee, if material.

The Administrator is not aware of the occurrence of any listed event as of the date of this report.