

THERE CAME on for consideration by the Board of Supervisors of Tunica County, Mississippi, the matter of the Tax Increment Financing Plan, The Myriad Botanical Resort, Tunica County, Mississippi, May 2006, and a resolution regarding such Tax Increment Financing Plan. After a full consideration of the matter, Supervisor Pegram offered and moved the adoption of the following Resolution:

RESOLUTION OF THE BOARD OF SUPERVISORS OF TUNICA COUNTY, MISSISSIPPI, DETERMINING THE NECESSITY FOR AND INVOKING THE AUTHORITY GRANTED TO COUNTIES BY THE LEGISLATURE WITH RESPECT TO TAX INCREMENT FINANCING AS SET FORTH IN CHAPTER 45 OF TITLE 21, MISSISSIPPI CODE OF 1972, AS AMENDED, DETERMINING THAT THE MYRIAD BOTANICAL RESORT IS A PROJECT ELIGIBLE FOR TAX INCREMENT FINANCING UNDER THE LAWS OF THE STATE, THAT A PUBLIC HEARING BE CONDUCTED IN CONNECTION WITH THE TAX INCREMENT FINANCING PLAN, AND FOR RELATED PURPOSES.

WHEREAS, the Mississippi "Tax Increment Financing Act", Title 21, Chapter 45, Mississippi Code of 1972, as amended (the "Act"), authorizes municipalities and counties in the State of Mississippi to undertake and carry out redevelopment projects as defined therein with the use of Tax Increment Financing as set forth in detail in the Act;

WHEREAS, the Board of Supervisors of Tunica County, Mississippi (the "Governing Body" of the "County") has heretofore approved the Tax Increment Financing Redevelopment Plan, Tunica County, Mississippi 2006 and has conducted a public hearing on such Redevelopment Plan as required by law, which Plan constitutes a qualified Plan under the Act;

WHEREAS, this Governing Body will be presented with a Tax Increment Financing Plan entitled *Tax Increment Financing Plan, The Myriad Botanical Resort, Tunica County, Mississippi, May 2006*, hereinafter referred to as the TIF Plan, the purpose of which is to provide a financing mechanism to construct various infrastructure improvements described in the TIF Plan;

WHEREAS, this Governing Body has heretofore identified various parts of the County in need of development and redevelopment and does hereby find that The Myriad Botanical Resort (the "Project") is of major economic significance to and within the County and qualifies as a project eligible for Tax Increment Financing as set forth in the Redevelopment Plan, and participation on the part of the County is necessary and would be in the public interest and in the best interests of the public health, safety, morals, and welfare of the County; and

WHEREAS, the County proposes to issue Tax Increment Financing Revenue Bonds or Notes in an amount not to exceed Seventy Million Dollars (\$70,000,000), which will be secured solely by a pledge of the increased ad valorem taxes on real and personal property generated by construction and development in the TIF District, which funds will be used to pay the cost of constructing various public infrastructure improvements in connection with the Project that may include, but not be limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; relocation of utilities; installation and relocation of electrical services; public transportation system and related costs; installation of storm drainage; construction of roadways with curb and gutter, sidewalks; multi-use paths; parking (including garages); installation of traffic signalization and signage; site improvements; grading; landscaping of rights-of-way; purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; capitalized interest; engineering; TIF Plan preparation fees; other incidental costs; and related professional fees; and

WHEREAS, the County may exercise its authority as authorized by section 21-45-3 of the Act.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the County, as follows:

SECTION ONE: That the Governing Body of the County does hereby declare its intention to issue Tax Increment Financing Revenue Bonds or Notes in an amount not to exceed Seventy Million Dollars (\$70,000,000) (the "Bonds") for the purpose of providing funds necessary to pay for the construction of various public infrastructure improvements in connection with the construction of the Project that may include, but not be limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; relocation of utilities; installation and relocation of electrical services; public transportation system and related costs; installation of storm drainage; construction of roadways with curb and gutter, sidewalks; multi-use paths; parking (including garages); installation of traffic signalization and signage; site improvements; grading; landscaping of rights-of-way; purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; capitalized interest; engineering; TIF Plan preparation fees; other incidental costs; and related professional fees (the "Project").

SECTION TWO: When and if issued, the Bonds shall be secured solely by a pledge of the incremental increase in ad valorem tax revenues on real and personal property generated by construction and development in the TIF District, and shall not be secured by the full faith, credit, and taxing power of the County or create any other pecuniary liability on the part of the County other than the pledge of the incremental increase in ad valorem taxes heretofore set forth.

SECTION THREE: That a public hearing shall be held with respect to the TIF Plan in the Board Room at the Tunica County Courthouse, 1300 School Street, Tunica, Mississippi, at 9:00 A.M., on the 5th day of June 2006.

SECTION FOUR: That the Clerk is hereby directed to publish the following notice in the *Tunica Times* one (1) time not less than ten (10) days nor more than twenty (20) days prior to the date set forth in section three hereof.

Supervisor Dunn seconded the motion to adopt the foregoing, and the roll call vote was as follows:

Supervisor	<u>James E. Dunn</u>	voted	<u>yes</u>
Supervisor	<u>Cedric Burnett</u>	voted	<u>yes</u>
Supervisor	<u>Paul Battle, III</u>	voted	<u>yes</u>
Supervisor	<u>Curtis Jackson</u>	voted	<u>Absent</u>
Supervisor	<u>William E. Pegram</u>	voted	<u>yes</u>

ATTEST:

APPROVED:

Lurcia White
Chancery Clerk

(SEAL)

C. Battle
President
May 1, 2006 - Adopted

**NOTICE OF PUBLIC HEARING
TAX INCREMENT FINANCING PLAN
THE MYRIAD BOTANICAL RESORT
TUNICA COUNTY, MISSISSIPPI**

Notice is hereby given that a public hearing will be held by the Board of Supervisors of Tunica County on Monday, June 5, 2006, at 9:00 A.M. in the Board Room, Tunica County Courthouse, 1300 School Street, Tunica, Mississippi, on the *Tax Increment Financing Plan, The Myriad Botanical Resort, Tunica County, Mississippi, May 2006* (the "TIF" Plan), for consideration by the Board of Supervisors of Tunica County (the "County"). The County proposes to use the TIF Plan in compliance with the Tax Increment Financing Redevelopment Plan, Tunica County, Mississippi, 2006, and further, to designate the project described in the TIF Plan as appropriate for development and tax increment financing.

The general scope of the TIF Plan is for the County to issue Tax Increment Financing Revenue Bonds or Notes in an amount not to exceed Seventy Million Dollars (\$70,000,000) in order to provide funds necessary to construct various public infrastructure improvements in connection with the Project that may include but not be limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; relocation of utilities; installation and relocation of electrical services; public transportation system and related costs; installation of storm drainage; construction of roadways with curb and gutter, sidewalks; multi-use paths; parking (including garages); installation of traffic signalization and signage; site improvements; grading; landscaping of rights-of-way; purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; capitalized interest; engineering; TIF Plan preparation fees; other incidental costs; and related professional fees (the "Project"). The Bonds or Notes shall be secured solely by a pledge of the incremental increase in ad valorem tax revenues on real and personal property generated by construction and development in the TIF District, as described in the TIF Plan and will not be a general obligation of the County secured by the full faith, credit, and taxing power of the County or create any other pecuniary liability on the part of the County other than the pledge of the incremental increase in the ad valorem taxes set forth above.

Construction of the Project and payment of the Bonds issued to construct the Project will be paid as hereinabove set forth and will not require an increase in any kind or type of taxes within the County.

Copies of the TIF Plan and the Tax Increment Financing Redevelopment Plan, are available for examination in the office of the Chancery Clerk of Tunica County, Tunica County Courthouse, 1300 School Street, Tunica, Mississippi.

This hearing is being called and conducted, and the TIF Plan has been prepared as authorized and required by Sections 21-45-1 *et seq.*, Mississippi Code of 1972, as amended.

Witness my signature and seal, this the 1st day of May 2006.

~~President~~ Clerk, Board of Supervisors

S E A L

Publish One (1) Time in the *Tunica Times* – May 18, 2006.

Send Proof of Publication and Invoice To:

**Chancery Clerk
Tunica County
1300 School Street
Tunica, MS 38676**

Send Copy of Proof of Publication To:

**Jimmy G. Gouras
Urban Planning Consultants, Inc.
P. O. Box 1547
Vicksburg, MS 39181**

**PROJECT SUMMARY
THE MYRIAD BOTANICAL RESORT
MYRIAD WORLD RESORT OF TUNICA, LLC
TUNICA COUNTY, MISSISSIPPI**

I. Project Description and Location

The Myriad Botanical Resort is a multi-attraction, themed resort planned to be located along the Mississippi River on approximately 555 acres in Tunica County, Mississippi. The project will be a unique destination resort dominated by large, cable supported enclosures reaching heights of over 200 feet. The enclosures will be translucent on lateral sides and transparent above to allow light to support growth of world-class botanical gardens.

II. Planned Attractions

The following is a listing of the major attractions comprising the Myriad Botanical Resort:

- Botanical Gardens
- 18-Hole Golf course (7,205 yards)
- Water Park
- Snow Park
- 2,500 Seat Resort Arena
- 750,000 Square Feet of Retail Space
- 378,500 Square Feet of Food and Beverage Areas
- 1,200-Room 4-Star Hotel (Myriad Palace Hotel)
- 400,000 Square Feet Convention Center
- 80,000 Square Foot Casino
- Five Other Casinos

Components of the development will be interconnected by an indoor transportation system and an elevated train system.

III. Private Investment

The Myriad Botanical Resort will represent a private investment of approximately \$3,000,000,000 for land, site improvements, buildings, furniture, fixtures, transportation systems, engineering, architecture, legal fees, testing, pre-opening costs, and other related soft costs.

The economic impact of Myriad will be significant and far-reaching.

IV. Job Creation

Construction Jobs - The economic impact of construction will be positive. It is expected that construction of Myriad will cover a 36-month timeframe. Over the three-year construction period, it is estimated that about 4,600 construction jobs will be created by the project with a construction payroll of over \$417,000,000. Income tax to the State of Mississippi from construction payrolls could reach \$10,250,000.

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Permanent Full-Time and Part-Time Jobs – It is estimated that 3,585 full-time and part-time jobs will be created at opening in 2008 and by the year 2017, employment is expected to reach 7,500. The 2008 payroll is projected to be in excess of \$75,000,000, and the 2017 payroll is estimated at over \$250,000,000. In 2008, Mississippi income tax is expected to reach \$1,875,000. In 2017, income to the State could reach \$6,250,000.

V. Retail Sales Taxes

Retail sales tax collections from all Myriad project components are expected to reach \$10,469,200 in year one of operations and to increase up to \$14,683,200 in year ten. The following tables illustrate new sales and sales tax collections for the State of Mississippi:

<u>Year</u>	<u>Total Sales</u>	<u>Mississippi Sales Tax Collections</u>
1	\$ 149,560,000	\$ 10,469,200
2	148,980,000	10,428,600
3	154,080,000	10,785,600
4	156,620,000	10,963,400
5	193,320,000	13,532,400
6	196,440,000	13,750,800
7	199,650,000	13,975,500
8	202,930,000	14,205,100
9	206,310,000	14,441,700
10	<u>209,760,000</u>	<u>14,683,200</u>
Grand Total	\$1,817,650,000	\$127,235,500

VI. Tourism Taxes

The three percent (3%) tourism promotion tax of the Tunica County Convention and Visitors Bureau is generated from hotel rooms, restaurant and beverage sales. It is estimated that tourism promotion tax revenues generated by Myriad for the benefit of Tunica County will exceed \$1,780,200 in year one of operations and will increase annually thereafter.

VII. Retail Sales Tax/Building Materials

The State of Mississippi will receive a one-time sales tax on the purchase of building materials, furniture, and fixtures. The 7% sales tax would apply to the cost of \$161,568,402 for furniture and fixtures. A tax of 3.5% would apply to the cost of building materials, which is estimated to be \$1,114,400,000. The cost of building material was estimated using the industry rule of thumb, which is that the cost of building materials normally represents about 40% of the total development cost ($2,786,000,000 \times 40\% = \$1,114,400,000$). The following table illustrates the one time sales tax to the State of Mississippi:

<u>Item</u>	<u>Cost</u>	<u>Tax to State</u>
Furniture and Fixtures	\$ 161,568,402	\$11,309,788
Building Materials	<u>\$1,114,400,000</u>	<u>\$39,004,000</u>
Total	\$1,275,968,402	\$50,313,788

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VIII. Property Taxes

Currently, property taxes generated by the approximately 555-acre Myriad site total \$1,507. As a result of the **project**, new real and personal ad valorem taxes will be approximately \$19,107,991. Property taxes will be about 12,679 times greater than current property tax revenues from the 540-acre site.

The following is a tabular representation of the anticipated ad valorem taxes to be generated for Tunica County and the Tunica County School District. Estimates of real and personal property taxes are based on assumed true value of \$2,836,000,000 for the land and improvements and \$161,568,402 for furniture, fixtures, and inventory.

Real and Personal Property Taxes

<u>Entity</u>	<u>Millage Rates</u>	<u>Current Taxes</u>	<u>After Project Taxes</u>	<u>Net Tax Increase</u>
Tunica County				
Real	13.85	\$ 491	\$5,891,790	\$ 5,891,299
Personal	13.85	0	\$ 335,658	\$ 335,658
School District				
Real	28.65	\$1,016	\$12,187,710	\$12,186,694
Personal	28.65	0	\$ 694,340	\$ 694,340
Total		\$1,507	\$19,109,498	\$19,107,991

IX. Gaming Revenues

It is estimated that gross gaming revenues from the six casinos will exceed \$754,000,000 a year. The 3.2% gaming tax on the \$754,000,000 will generate \$24,128,000, which is broken down as follows:

<u>Entity</u>	<u>Percent</u>	<u>Amount of Tax</u>
Tunica County	76%	\$18,337,280
Tunica County Schools	14%	\$ 3,377,920
Town of Tunica	10%	\$ 2,412,800

X. Other Project Benefits

1. The project will enhance Tunica County's stature as a destination resort by dramatically increasing the number of visitors to the county and by lengthening the time of stay.
2. Myriad will bring the Tunica County gaming market to new levels therefore increasing gaming revenues to the County, Schools and the State of Mississippi.
3. The Project will result in the development of approximately 555 acres of vacant land into a world-class resort.
4. The resort will act as a catalyst for additional development in the immediate vicinity.
5. The Project will result in an investment of approximately \$3 billion and will create approximately 7,500 permanent full-time jobs and part-time jobs with a payroll in excess of \$250,000,000 when totally completed.

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6. The Project will increase property taxes by over \$19,107,991 when completed.
7. Estimated annual sales will be approximately \$209,760,000, which will generate approximately \$14,683,000 in sales taxes to the State of Mississippi.

XI. Project Feasibility/Assistance Requested

Necessary infrastructure improvements for the development of the project are unusually high. Abnormal development costs for this project include excessive road cost, which include widening of Indian Mound Road from U.S. Highway 61 to Perry Road into four lanes, widening of Perry Road from Old Highway 61 to Indian Mound Road into four lanes and construction of Myriad Drive, a new four-lane road. If the project is to be built, the developers request that the County help defray abnormally high infrastructure cost through tax increment financing and other funds as may be available.

The following is a list of necessary infrastructure and costs that will be financed with TIF and other available funds:

1. **Water System Improvements** **\$3,800,000** **TIF**
Water system improvements include but are not limited to the following:
 - 1.5 MG Elevated Storage Tank
 - 2 – 1,000 GPM Potable Water Wells
 - 15,000 LF of 24" Ductile Iron Pipe and Valves
2. **Sanitary Sewer Improvements** **\$5,200,000** **TIF**
Sanitary sewer improvements include but are not limited to the following:
 - 1.5 MGD Wastewater Treatment Plant
 - 2,000 GPM Central Pumping Station
 - 30,000 LF of 18" Ductile Iron Pipe Force Main
3. **Road Improvements** **\$16,500,000** **TIF**
Road improvements include but are not limited to the following:
 - Improve Indian Mound Road from U.S. Highway 61 to Perry Road into a four-lane road with a grass median.
 - Construct Myriad Drive, which will be a new four-lane road with a grass median.
 - Improve Perry Road from Old Highway 61 to Indian Mound Road into a four-lane road with a grass median.
4. **Other Infrastructure Improvements** **\$3,400,000** **TIF**
Other infrastructure improvements include but are not limited to the following:
 - Traffic signalization at U.S. Highway 61 and Indian Mound Road.
 - Intersection improvements at U.S. Highway 61 and Indian Mound Road.
 - Traffic signalization at Perry Road and Indian Mound Road.
 - Landscaping and street lighting on Indian Mound Road and Myriad Drive.
 - Lighting on Perry Road.

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- | | | | |
|----|---|---------------------|------------|
| 5. | <u>Public Transportation (Aeromobile)</u> | \$40,000,000 | TIF |
| 6. | <u>Other Costs</u>
Other costs include but are not limited to the following: | \$4,500,000 | TIF |
| | <ul style="list-style-type: none"> • Engineering – survey, planning, and design. • Engineering – construction and inspection. • As-built records | | |

Total Assistance Requested	\$73,400,000
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XI. TIF Scenarios

Because of the project, the County will received a total of \$6,226,957 in new real and personal property taxes. The following table illustrates proposed Tax Increment Financing scenarios using 100% of the County's new real and personal property tax increase generated by the project:

<u>Term</u>	<u>Amount of Bonds</u>
10 Years @ 4.50%	\$44,792,868
15 Years @ 4.75%	\$59,763,536
20 Years @ 5.00%	\$70,546,952

NOTE: The estimates assume a 1.1 to 1 debt ratio and net increase in taxes based on the estimated cost of development provided by Myriad.

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***TAX INCREMENT FINANCING
PLAN***

THE MYRIAD BOTANICAL RESORT

***TUNICA COUNTY,
MISSISSIPPI***

MAY 2006

JIMMY G. GOURAS

URBAN PLANNING CONSULTANTS, INC.

1100 CHERRY ST. • P.O. BOX 1547 • VICKSBURG, MS 39181-1547 • 601-638-7121 • FAX 601-638-5292 • Email:jggouras@bellsouth.net

**TAX INCREMENT FINANCING PLAN
THE MYRIAD BOTANICAL RESORT
TUNICA COUNTY, MISSISSIPPI
MAY 2006**

ARTICLE I

A. Preamble

The administration and implementation of this *Tax Increment Financing Plan, The Myriad Botanical Resort, Tunica County, Mississippi, May 2006* (the "TIF Plan"), will be administered by Tunica County, Mississippi (the "County").

The issuance of Bonds, Notes, or other debt obligations to provide funds to finance the costs of infrastructure and related site improvements identified in the TIF Plan shall be an undertaking of the County whereby the County may issue Tax Increment Financing Bonds or other debt as authorized herein to finance the project as more fully described herein.

The proceeds of the tax increment financing bonds and other funds as identified herein will be used to defray the cost of infrastructure and related site improvements and other activities to serve the Myriad Botanical Resort (the "Project") and the community as a whole.

The total cost of the infrastructure and site improvement project, defined below, is estimated to be \$73,400,000, which will be funded through (i) federal or state grants; (ii) local funds of the County; (iii) tax increment financing bonds issued in an amount not to exceed \$70,000,000 by the County pursuant to the TIF Plan and Section 21-45-1, *et seq.* Mississippi Code of 1972, as amended (the "TIF Act"); (iv) Regional Economic Development Act funding as authorized by Section 57-64-1, *et seq.* Mississippi Code of 1972, as amended (the "REDA Act"); (v) Urban Renewal Bonds of the City pursuant to an Urban Renewal Plan and Section 43-35-1, *et seq.* Mississippi Code of 1972, as amended (the "Urban Renewal Act"); (vi) Public Improvement District financing as provided for in Section 19-31-1, *et seq.* Mississippi Code of 1972, as amended (the "PID Act"); (vii) Special Assessment as authorized by Section 21-41-1, *et seq.* Mississippi Code of 1972, as amended (the "Special Assessment Act"); and (viii) any other bonds permissible to be issued by the County without limitation.

The Project will consist of the development of approximately 555 acres located along the Mississippi River in Tunica County, Mississippi. The following description of the Project was provided by the developer, Myriad World Resorts of Tunica, LLC:

The Myriad Botanical Resort Project is a multi-attraction themed resort designed to be an international destination, including a cable supported structure covering its 18-hole golf course permitting play on a 7/24 basis. The Project will emphasize the spirit and history of Mississippi and the Mississippi River – the Heartland of America – a story that will intrigue the mind of the global guest seeking travel and leisure. The Project will be situated on approximately 555 acres along the Mississippi River in Tunica County, Mississippi for year-round enjoyment of the following resort attractions:

- 80,000 square foot casino
- 1,200-room 4-star hotel
- 375,000 square foot convention center
- 250,000 square feet of retail (Phase I); 750,000 square feet for total build out
- 18-hole golf course (7,205 yards)

- 2,500-seat venue
- Luxury Spa
- Water Park
- Snow Park (called the Snow Globe)
- Five other casinos

In addition to the features listed above, the Project may include an ice feature with various trails and skating rinks, a water feature with aquariums and lagoons, and a 450-foot high observation wheel called The Mississippi Eye. Additional entertainment venues such as Lucid, a three-level multi-media night club, music amphitheaters, a 2,500-seat arena with regular and premium seating options will be included as well as various thematic designs throughout the property.

The differing elements of the Project will be linked by an indoor waterway transportation system and an elevated people-mover ground transportation system. Other infrastructure requirements will be supported by applying state-of-the-art technology such as solar power, climate control and air-filtration technologies, security, and maintenance technologies.

The Project also has expansion space available for the development of vacation villas along the golf course. This Project, the most ambitious resort development planned for Tunica County, would target a broad spectrum of visitors including:

- Casino players
- Families
- Conventions, exhibitions and trade shows (particularly botanical shows)
- Golf enthusiasts

B. Statement of Intent

The County may issue Tax Increment Financing Bonds or Notes, pursuant to the authority outlined hereinabove, in one or more series, in an amount not to exceed SEVENTY MILLION DOLLARS (\$70,000,000), which will be secured solely by a pledge of the increased ad valorem taxes generated by the construction and development of the Project, which funds will be used to pay the cost of constructing various infrastructure improvements that may include but not limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; relocation of utilities; installation and relocation of electrical services; public transportation system and related costs; installation of storm drainage; construction of roadways with curb and gutter, sidewalks, multi-use paths, parking (including garages); installation of traffic signalization and signage; site improvements; grading; landscaping of rights-of-way; purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; capitalized interest; engineering; TIF Plan preparation fees; other incidental costs; and related professional fees. The construction of the aforementioned improvements will be undertaken to provide for the public convenience, health, and welfare.

C. Public Convenience and Necessity

The public convenience and necessity requires participation by the County in the project. The public interest will be served by the County's participation in the infrastructure costs of the Project. The Project will accomplish the following, which will provide for the public convenience and necessity and serve the best interests of the citizens of the County:

1. Construction of the Project will represent a private investment of approximately \$3,000,000,000.
2. Increased real and personal property taxes generated from the development are projected to be as follows:

Real and Personal Property Taxes

	<u>Millage Rates</u>	<u>Current Taxes</u>	<u>After Project Taxes</u>	<u>Increase</u>
County				
Real	13.85	\$ 491	\$ 5,891,790	\$ 5,891,299
Personal	13.85		335,658	335,658
School District				
Real	28.65	\$1,016	\$12,187,710	\$12,186,694
Personal	28.65		<u>694,340</u>	<u>694,340</u>
Total		<u>\$1,507</u>	\$19,109,498	\$19,107,991

3. The development of approximately 555 acres will include new businesses, retailers, and amenities and will help diversity and expand the County's growing tax base.
4. Tax Increment Financing will enable the County to attain a quality level that would not otherwise be attainable.
5. The Project will create the highest quality resort development in the State of Mississippi.
6. The Project will create hundreds of construction jobs with an estimated payroll in the tens of million dollars.
7. At buildout, the Project will create approximately 7,500 permanent full-time and part-time jobs with a combined annual payroll of approximately \$250,000,000.

ARTICLE II

A. Redevelopment Project Description

The Project will consist of the development of approximately 555 acres located along the Mississippi River in Tunica County. The following is a description of the Project provided by the developer:

The Myriad Botanical Resort is a multi-attraction themed resort designed to be an international destination, including a cable supported structure covering its 18-hole golf course permitting play on a 7/24 basis. The Project will emphasize the spirit and history of Mississippi and the Mississippi River – the Heartland of America – a story that will intrigue the mind of the global guest seeking travel and leisure. The Project will be situated on approximately 555 acres along the Mississippi River in Tunica County, Mississippi for year-round enjoyment of the following resort attractions:

- 80,000 square foot casino
- 1,200-room 4-star hotel
- 375,000 square foot convention center
- 250,000 square feet of retail (Phase I); 750,000 square feet for total build out
- 18-hole golf course (7,205 yards)
- 2,500-seat venue
- Luxury Spa
- Water Park
- Snow Park (called the Snow Globe)
- Five other casinos

In addition to the features listed above, the Project may include an ice feature with various trails and skating rinks, a water feature with aquariums and lagoons, and a 450-foot high observation wheel called The Mississippi Eye. Additional entertainment venues such as Lucid, a three-level multi-media night club, music amphitheaters, a 2,500-seat arena with regular and premium seating options will be included as well as various thematic designs throughout the property.

The differing elements of the Project will be linked by an indoor waterway transportation system and an elevated people-mover ground transportation system. Other infrastructure requirements will be supported by applying state-of-the-art technology such as solar power, climate control and air-filtration technologies, security, and maintenance technologies.

The Project also has expansion space available for the development of vacation villas along the golf course. This Project, the most ambitious resort development planned for Tunica County, would target a broad spectrum of visitors including:

- Casino players
- Families
- Conventions, exhibitions and trade shows (particularly botanical shows)
- Golf enthusiasts

B. Project Location

1. Legal Description and Map

Attached hereto as Exhibit I is a map of the land upon which the Project will be located. This map identifies the TIF District from which the tax revenues will be generated to finance the TIF Bond debt. Attached as Exhibit II is a description of the TIF District.

2. *Environmental Characteristics and Zoning*

The Project site is comprised of approximately 555 acres. Development of the site will require road construction, road widening, traffic signalization, utilities such as water, sanitary sewer, drainage, and landscaping. The Project will consist of permitted uses as allowed by the County's Zoning Ordinance.

C. **Company Information**

1. *Name of Company*

Myriad World Resort of Tunica, LLC

2. *Address of Company*

#1000 10050 112 Street
Edmondton, Alberta
Canada, T5K2J1

3. *Tax I.D. Number*

33-1091547

4. *Local Contractors or Agents*

None

ARTICLE III

ECONOMIC DEVELOPMENT IMPACT DESCRIPTION

A. Job Creation

Construction Jobs

The construction of the Project is expected to create hundreds of construction jobs with a construction payroll estimated to be in the tens of million dollars.

Permanent Jobs

The number of permanent jobs to be created from this development is 7,500. The estimated payroll for permanent jobs should exceed \$250,000,000.

B. Financial Benefit To the Community

Ad Valorem Tax Increases

The construction and development of The Myriad Botanical Resort will generate significant ad valorem tax revenues for the County and the School District. The following are estimates of new ad valorem tax revenues expected to be generated by the development:

Real and Personal Property Taxes

	<u>Millage Rates</u>	<u>Current Taxes</u>	<u>After Project Taxes</u>	<u>Increase</u>
County				
Real	13.85	\$ 491	\$ 5,891,790	\$ 5,891,299
Personal	13.85		335,658	335,658
School District				
Real	28.65	\$1,016	\$12,187,710	\$12,186,694
Personal	28.65		694,340	694,340
Total		\$1,507	\$19,109,498	\$19,107,991

Retail Sales

Below is a tabular presentation of the estimated annual sales expected to be generated from the Project in year one:

<u>Retail Sales</u>	<u>Sales Tax To State</u>
\$149,560,000	\$10,469,200

C. Satellite Development

Satellite development will create community benefits not included in the data provided hereinabove.

The Myriad Botanical Resort will spur development around the Project resulting in construction of new buildings and opening of new businesses, which will result in new investments, new construction, and new jobs.

Satellite development will result in increased ad valorem taxes, increased retail sales tax rebates, additional new jobs, and new and increased payrolls for the community.

ARTICLE IV

THE OBJECTIVE OF THE TAX INCREMENT FINANCING PLAN

The primary objective of the TIF Plan is to serve the public convenience and necessity by participating in The Myriad Botanical Resort. The TIF Plan will provide financing to construct infrastructure and other improvements to serve the approximately 555-acre development as described in detail in the preamble to this TIF Plan.

The infrastructure improvements will be constructed in accordance with standards, codes, and ordinances of the County.

The improvements will provide for the health and welfare of the public by providing for safe and adequate roadway improvements, adequate utilities, which may include water, gas, sanitary sewer systems, and drainage systems. The area will be landscaped.

ARTICLE V

***A STATEMENT INDICATING THE NEED AND PROPOSED USE OF THE
TAX INCREMENT FINANCING PLAN IN RELATIONSHIP TO THE
REDEVELOPMENT PLAN***

The use of Tax Increment Financing is needed as an inducement that will result in the development of vacant and underdeveloped property in Tunica County, Mississippi.

The proposed use of the Tax Increment Financing Plan is to provide a financing mechanism for the construction of infrastructure improvements necessary to serve the public that will utilize the induced development.

ARTICLE VI

A STATEMENT CONTAINING THE COST ESTIMATE OF THE REDEVELOPMENT PROJECT, PROJECTED SOURCES OF REVENUE TO MEET THE COSTS, AND TOTAL AMOUNT OF INDEBTEDNESS TO BE INCURRED

A. Cost Estimate of Redevelopment Project

The development of the Project will represent a private investment of approximately \$3,000,000,000. The County may issue bonds as authorized in the preamble of this TIF Plan, in one or more series, in an amount not to exceed \$70,000,000. The funds will be used for construction of infrastructure improvements that may include, but not limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; relocation of utilities; installation and relocation of electrical services; public transportation system and related costs; installation of storm drainage; construction of roadways with curb and gutter, sidewalks; multi-use paths; parking (including garages); installation of traffic signalization and signage; site improvements; grading; landscaping of rights-of-way; purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; capitalized interest; engineering; TIF Plan preparation fees; other incidental costs; and related professional fees. The construction of the aforementioned improvements will be undertaken to provide for the public convenience, health, and welfare.

Proceeds of the Bonds or Notes may also be used to fund capitalized interest and/or a debt service reserve fund as may be permitted under Section 21-45-1, *et seq.*, Mississippi Code of 1972, as amended.

B. Projected Sources of Revenue To Meet Costs

Myriad World Resorts of Tunica, LLC will secure financing for the private investment. The County will pledge the ad valorem tax increases from the real and personal property generated from the development of the TIF District to finance the Tax Increment Financing Bonds.

C. Total Amount of Indebtedness To Be Incurred

The County will issue up to \$70,000,000 in TIF Bonds, Notes, or other debt obligations, in one or more series, which will be secured by the County with the pledge of incremental increases in ad valorem real and personal property taxes generated by the development of the TIF District. The *Tax Increment Financing Redevelopment Plan, Tunica County, Mississippi, 2006* and the *Tax Increment Financing Plan, The Myriad Botanical Resort, Tunica County, Mississippi, May 2006* shall be undertaken by the County including, but not necessarily limited to, the issuance of Bonds or Notes or other debt obligations to provide funds to defray the cost of infrastructure improvements.

It is expected that Bonds or Notes or other debt obligations can be obtained at an annual interest rate of not more than 5.0% for up to 20-year tax increment debt obligations. Annual principal and interest payments are estimated to be up to approximately \$5,616,981 assuming the 5.0% rate and tax increment obligations over a period of up to twenty (20) years.

The new ad valorem real and personal property taxes for the County resulting from construction and development of the Myriad Botanical Resort are estimated to be \$6,226,957 after the build out of the Project. It is requested that as much as is necessary of this ad valorem real and personal property tax payment be pledged to the payment of the tax increment debt obligations. The only obligation of the County with respect to the payment of the debt obligations will be the

pledge of the new ad valorem real and personal property tax revenues generated from the development of the property identified in Exhibits I and II attached hereto.

Of the total estimated principal and interest payments of \$5,616,981, the County will pledge a sufficient amount up to the entirety of the added increments of ad valorem taxation on the real and personal property generated by the construction and development in the TIF District to service the debt. This added increment of ad valorem taxation is estimated to be about \$6,226,957, and the surplus, estimated to be \$609,956, is to be deposited as are other tax proceeds of the County tax levy.

The amount of bonds, the timing of the issuances, and the percentage of debt service to be repaid by the County shall be determined pursuant to further proceedings of the County.

ARTICLE VII

REAL PROPERTY TO BE INCLUDED IN TAX INCREMENT FINANCING PLAN

The real property to be included in this TIF Plan from which the ad valorem real and personal property tax revenues will be generated to finance the bonds will be the approximately 555-acre tract consisting of the Myriad Botanical Resort, as more particularly described in Exhibit II.

ARTICLE VIII

DURATION OF THE TAX INCREMENT FINANCING PLAN'S EXISTENCE

The duration of the *Tax Increment Financing Plan, The Myriad Botanical Resort, Tunica County, Mississippi, May 2006*, will not exceed twenty (20) years from the date of the Bonds.

ARTICLE IX

ESTIMATED IMPACT OF TAX INCREMENT FINANCING PLAN UPON THE REVENUES OF ALL TAXING JURISDICTIONS IN WHICH A REDEVELOPMENT PROJECT IS LOCATED

A. Ad Valorem Tax Increases

The construction and development of the Myriad Botanical Resort will generate significant ad valorem tax revenues for the County and the School District. The following are estimates of new ad valorem tax revenues expected to be generated by the development:

Real and Personal Property Taxes

	<u>Millage Rates</u>	<u>Current Taxes</u>	<u>After Project Taxes</u>	<u>Increase</u>
County				
Real	13.85	\$ 491	\$ 5,891,790	\$ 5,891,299
Personal	13.85		335,658	335,658
School District				
Real	28.65	\$1,016	\$12,187,710	\$12,186,694
Personal	28.65		<u>694,340</u>	<u>694,340</u>
Total		<u>\$1,507</u>	\$19,109,498	\$19,107,991

B. Retail Sales

Below is a tabular presentation of the estimated annual sales expected to be generated from the Project in year one:

<u>Retail Sales</u>	<u>Sales Tax To State</u>
\$149,560,000	\$10,469,200

ARTICLE X

***A STATEMENT REQUIRING THAT A SEPARATE FUND BE ESTABLISHED TO RECEIVE
AD VALOREM TAXES AND THE PROCEEDS OF ANY OTHER FINANCIAL ASSISTANCE***

A separate fund entitled the Tax Increment Financing Fund, The Myriad Botanical Resort, shall be established by the County to receive ad valorem taxes and the proceeds of any other financial assistance received in connection with this Tax Increment Financing Plan.

ARTICLE XI

THE GOVERNING BODY SHALL BY RESOLUTION, FROM TIME TO TIME, DETERMINE (i) THE DIVISION OF AD VALOREM TAX RECEIPTS, IF ANY, THAT MAY BE USED TO PAY FOR THE COST OF ALL OR ANY PART OF A REDEVELOPMENT PROJECT; (ii) THE DURATION OF TIME IN WHICH SUCH TAXES MAY BE USED FOR SUCH PURPOSES; (iii) IF THE GOVERNING BODY SHALL ISSUE BONDS FOR SUCH REDEVELOPMENT PROJECT; AND (iv) SUCH OTHER RESTRICTIONS, RULES AND REGULATIONS AS IN THE SOLE DISCRETION OF THE GOVERNING BODY OF THE COUNTY SHALL BE NECESSARY IN ORDER TO PROMOTE AND PROTECT THE PUBLIC INTEREST.

Through the adoption of the *Tax Increment Financing Plan, The Myriad Botanical Resort, Tunica County, Mississippi, May 2006*, the Governing Body of the County acknowledges the above and shall adopt the necessary resolutions when deemed necessary and appropriate.

ARTICLE XII

PLAN OF FINANCING

The TIF Plan provides for the County to issue the TIF Bonds, Notes, or other debt obligations, which will be secured by the County with the pledge of incremental increases in ad valorem real and personal property taxes generated by the Project described in this Plan.

Such decision on the most advantageous method for the County to incur the debt will be made pursuant to further proceedings of the County.

The project may be funded in whole or in part through the following sources: (i) federal or state grants; (ii) local funds of the County; (iii) tax increment financing bonds issued in an amount not to exceed \$70,000,000 by the County pursuant to the TIF Plan and Section 21-45-1, *et seq.* Mississippi Code of 1972, as amended (the "TIF Act"); (iv) Regional Economic Development Act funding as authorized by Section 57-64-1, *et seq.* Mississippi Code of 1972, as amended (the "REDA Act"); (v) Urban Renewal Bonds of the City pursuant to an Urban Renewal Plan and Section 43-35-1, *et seq.* Mississippi Code of 1972, as amended (the "Urban Renewal Act"); (vi) Public Improvement District financing as provided for in Section 19-31-1, *et seq.* Mississippi Code of 1972, as amended (the "PID Act"); (vii) Special Assessment as authorized by Section 21-41-1, *et seq.* Mississippi Code of 1972, as amended (the "Special Assessment Act"); and (viii) any other bonds permissible to be issued by the County without limitation.

EXHIBIT I

MAP OF THE

TIF DISTRICT

JIMMY G. GOURAS

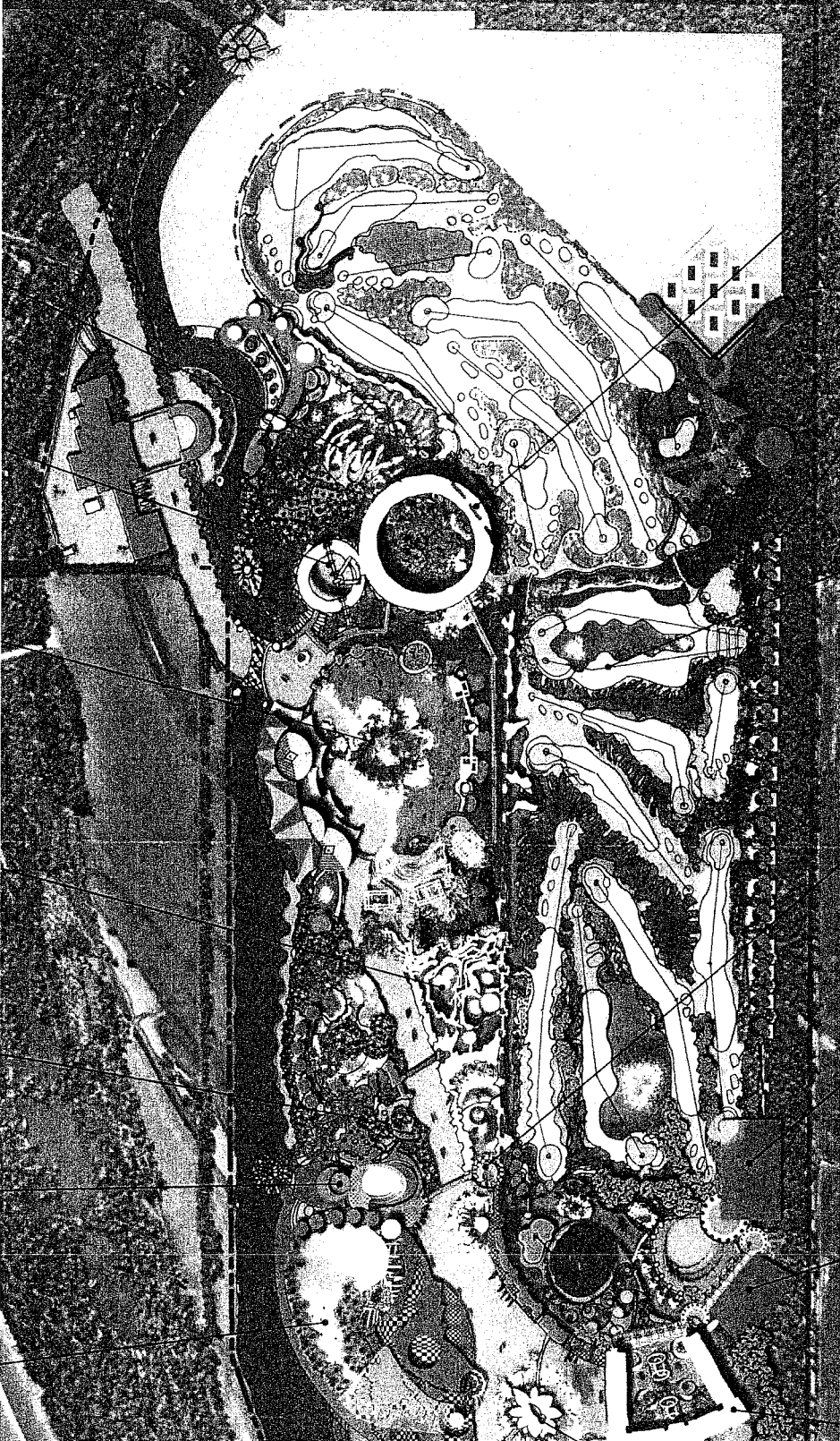
URBAN PLANNING CONSULTANTS, INC.

1100 CHERRY ST. • P.O. BOX 1547 • VICKSBURG, MS 39181-1547 • 601-638-7121 • FAX 601-638-5292 • Email: jggouras@bellsouth.net

Myriad World Resort of Tunica, Mississippi - TIF District

1 inch = 600 Feet

Bayou Cove Expansion Hotel	Villas on the Falls Vacation Villas	Myriad Greens Indoor Championship Golf Course	Otium Spa	Resort Arena	375,000 Sq Ft Convention Center	1,200 R Myriad I Hotel
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- | | | | | | | |
|--------------------|--------------------------------------|----------------------------------|----------------|---|-------------|------------------------|
| Xqua
Water Park | Mississippi Eye
Observation Wheel | Fire on Water
Feature Display | Caves of Music | Aquaria
Interactive
Water Feature | Ice Caverns | Snow Glob
Snow Park |
|--------------------|--------------------------------------|----------------------------------|----------------|---|-------------|------------------------|

LEGEND

TIF DISTRICT

EXHIBIT II

**DESCRIPTION OF THE
TIF DISTRICT**

JIMMY G. GOURAS

URBAN PLANNING CONSULTANTS, INC.

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**DESCRIPTION OF THE
TIF DISTRICT**

**Written Description of
Portions of Sections 6 and 7, Township 4 South, Range 11 West,
Tunica County, State of Mississippi**

Being all of the Northwest Quarter (NW $\frac{1}{4}$) and Southwest Quarter (SW $\frac{1}{4}$) of Section Six (6) and all of the Northwest Quarter (NW $\frac{1}{4}$) of Section Seven (7), Township Four (4) South, Range Eleven (11) West, Tunica County, State of Mississippi (excepting the right-of-way for the Yazoo-Mississippi Delta Levee Board) collectively being described as follows:

BEGINNING at a found 1" Iron Pipe accepted as representing the Northwest Corner of Section Six (6), Township Four (4) South, Range Eleven (11) West, Tunica County, State of Mississippi; thence along the north line of said Section Six (6), North 89 degrees 55 minutes 19 seconds East a distance of 2299.12' to the intersection with the west line of the Yazoo-Mississippi Delta Levee Board property, said intersection being South 89 degrees 55 minutes 19 seconds West a distance of 2972.12' along said north line from a found Cotton Picker Spindle accepted as representing the Northeast Corner said Section Six (6); thence departing from said north line along said west line of the Yazoo-Mississippi Delta Levee Board property the following fifteen (15) calls:

- (1) South 02 degrees 12 minutes 00 seconds West a distance of 552.76',
- (2) South 20 degrees 13 minutes 00 seconds East a distance of 1022.00',
- (3) South 23 degrees 18 minutes 00 seconds East a distance of 40.70' to a point intersecting the east line of the Northwest Quarter (NW $\frac{1}{4}$) of said Section Six (6); thence continuing along said west line of the Yazoo-Mississippi Delta Levee Board property
- (4) South 23 degrees 18 minutes 00 seconds East a distance of 757.30',
- (5) South 11 degrees 38 minutes 00 seconds East a distance of 401.27' to a point intersecting the north line of the Southeast Quarter (SE $\frac{1}{4}$) of said Section Six (6);
- (6) South 11 degrees 38 minutes 00 seconds East a distance of 508.73',
- (7) South 11 degrees 04 minutes 20 seconds East a distance of 1066.46',
- (8) South 08 degrees 47 minutes 00 seconds East a distance of 1105.00' to a point intersecting the south line of said Southeast Quarter (SE $\frac{1}{4}$) of Section Six (6);
- (9) South 07 degrees 45 minutes 00 seconds East a distance of 354.00',
- (10) South 11 degrees 59 minutes 00 seconds West a distance of 1195.00',
- (11) South 16 degrees 38 minutes 00 seconds West a distance of 787.00',
- (12) North 58 degrees 01 minutes 28 seconds West a distance of 231.87',
- (13) South 39 degrees 15 minutes 00 seconds West a distance of 290.90' to a point intersecting west line of said Northeast Quarter (NE $\frac{1}{4}$) of Section Seven (7),
- (14) South 39 degrees 15 minutes 00 seconds West a distance of 329.10' to a point;

- (15) South 39 degrees 32 minutes 00 seconds West a distance of 7.11' to a point on the south line of the Northwest Quarter (NW $\frac{1}{4}$) of said Section Seven (7),

said point being North 89 degrees 57 minutes 33 seconds West a distance of 2942.18' from a found Iron Pin accepted as representing the Southeast Corner of the Northeast Quarter (NE $\frac{1}{4}$) of said Section Seven (7); thence departing from said west line of the Yazoo-Mississippi Delta Levee Board property along said south line of the Northwest Quarter (NW $\frac{1}{4}$) of Section Seven (7), North 89 degrees 57 minutes 33 seconds West a distance of 2511.77' to a found 2" Iron Pipe accepted as representing the Southwest Corner of said Northwest Quarter (NW $\frac{1}{4}$) of Section Seven (7); thence along the west line of said Northwest Quarter (NW $\frac{1}{4}$), North 00 degrees 02 minutes 58 seconds East a distance of 2625.46' to a found Rail Road Iron accepted as representing the Southwest Corner of Section Six (6); thence along the west line of said Section Six (6), North 00 degrees 16 minutes 12 seconds East a distance of 5280.57' to said **TRUE POINT OF BEGINNING**.

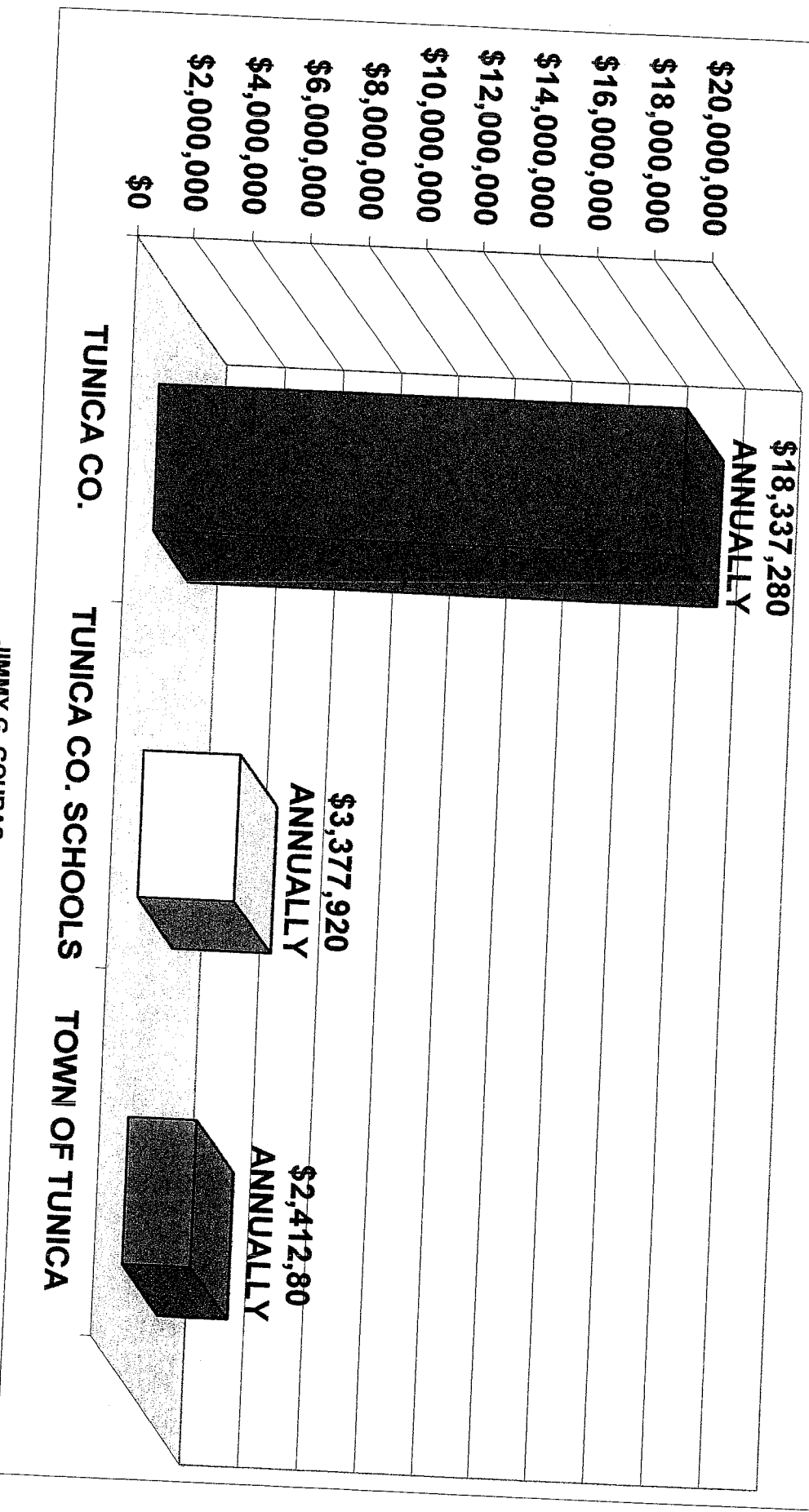
Said described land containing 24,202,885 square feet or 555.62 acres, more or less.

PARTIAL LISTING OF BENEFITS THE MYRIAD BOTANICAL RESORT TUNICA COUNTY, MISSISSIPPI

- THE PROJECT WILL ENHANCE TUNICA COUNTY'S STATURE AS A DESTINATION RESORT BY DRAMATICALLY INCREASING THE NUMBER OF VISITORS TO THE COUNTY AND BY LENGTHENING THE TIME OF STAY
- ESTIMATED GAMING TAXES GENERATED BY THE PROJECT WILL BE APPROXIMATELY \$24,128.00 ANNUALLY AND WILL BENEFIT THE FOLLOWING
 - TUNICA COUNTY \$18,337,280, ANNUALLY
 - TUNICA COUNTY SCHOOLS \$3,377,920 ANNUALLY
 - TOWN OF TUNICA \$2,412,800 ANNUALLY
- MYRIAD WILL BRING THE TUNICA COUNTY GAMING MARKET TO NEW LEVELS THEREFORE INCREASING GAMING REVENUES TO THE COUNTY, SCHOOLS AND THE STATE OF MISSISSIPPI
- THE PROJECT WILL RESULT IN THE DEVELOPMENT OF 640 ACRES OF VACANT LAND INTO A WORLD-CLASS RESORT THE RESORT WILL ACT AS A CATALYST FOR ADDITIONAL DEVELOPMENT IN THE IMMEDIATE VICINITY
- THE PROJECT WILL RESULT IN AN INVESTMENT OF APPROXIMATELY \$3 BILLION AND WILL CREATE APPROXIMATELY 7,500 PERMANENT FULL-TIME JOBS AND PART-TIME JOBS WITH A PAYROLL IN EXCESS OF \$250,000,000 WHEN TOTALLY COMPLETED
 - ESTIMATED ANNUAL SALES WILL BE APPROXIMATELY \$209,760,000 WHICH WILL GENERATE APPROXIMATELY \$14,683,000 IN SALES TAXES TO THE STATE OF MISSISSIPPI
 - INCREASED REAL AND PERSONAL PROPERTY TAXES ON 640 ACRES CURRENTLY GENERATING \$1,507 ANNUALLY
 - TOTAL TAX INCREASE \$19,107,991 ANNUALLY
 - TAX INCREASE TO COUNTY \$6,226,957 ANNUALLY
 - TAX INCREASE TO SCHOOLS \$12,881,034 ANNUALLY
- NEW ANNUAL PAYROLL WILL HAVE A MULTIPLIER EFFECT WHEREBY DOLLARS WILL TURN OVER 6 TO 7 TIMES AN IMPACT RANGING FROM \$1,250,000,000 TO \$1,750,000,000

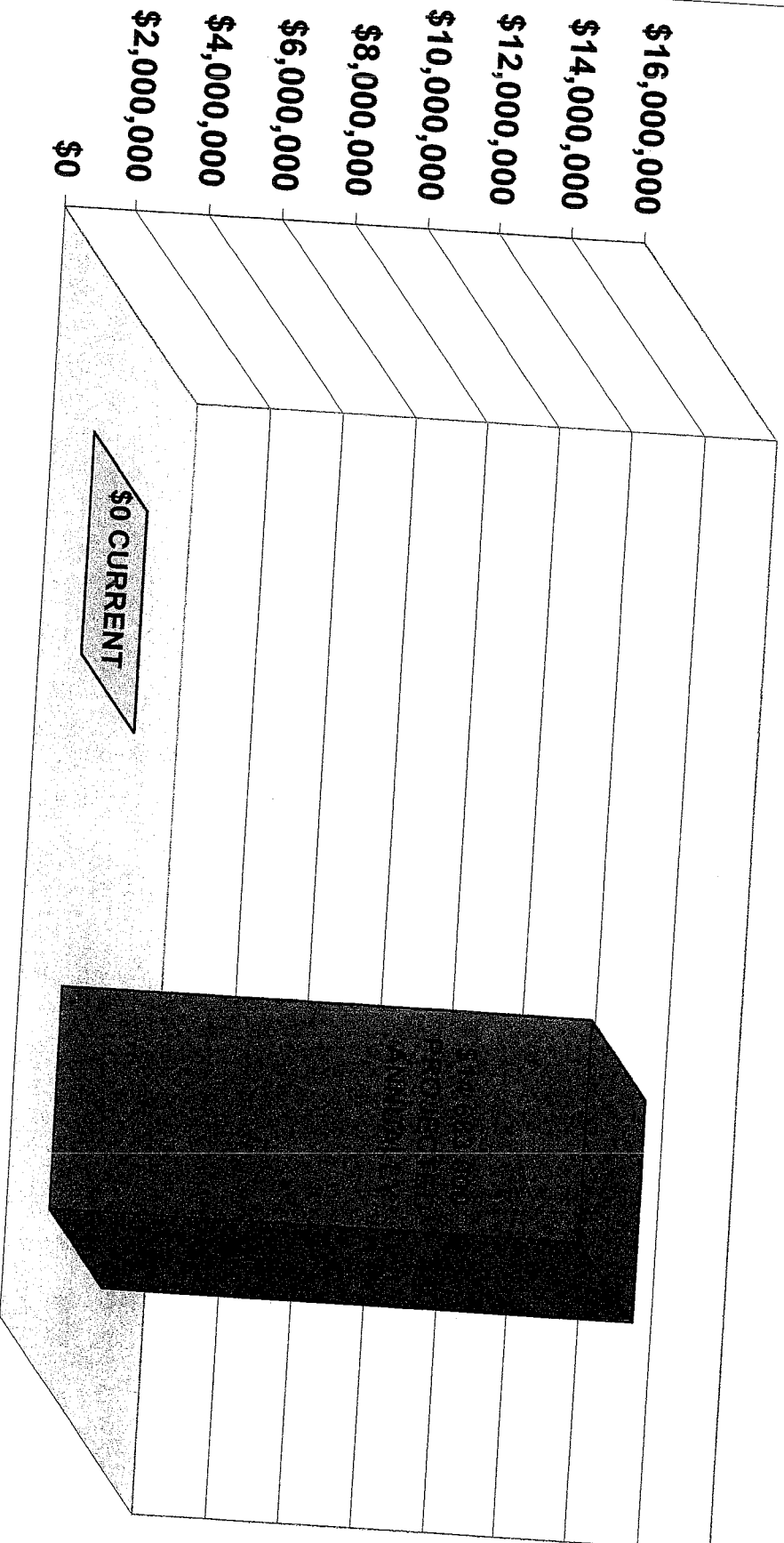
JIMMY G. GOURAS
URBAN PLANNING CONSULTANTS, INC
VICKSBURG, MISSISSIPPI

THE MYRIAD BOTANICAL RESORT PROJECTED ECONOMIC IMPACTS ANNUAL GAMING REVENUES



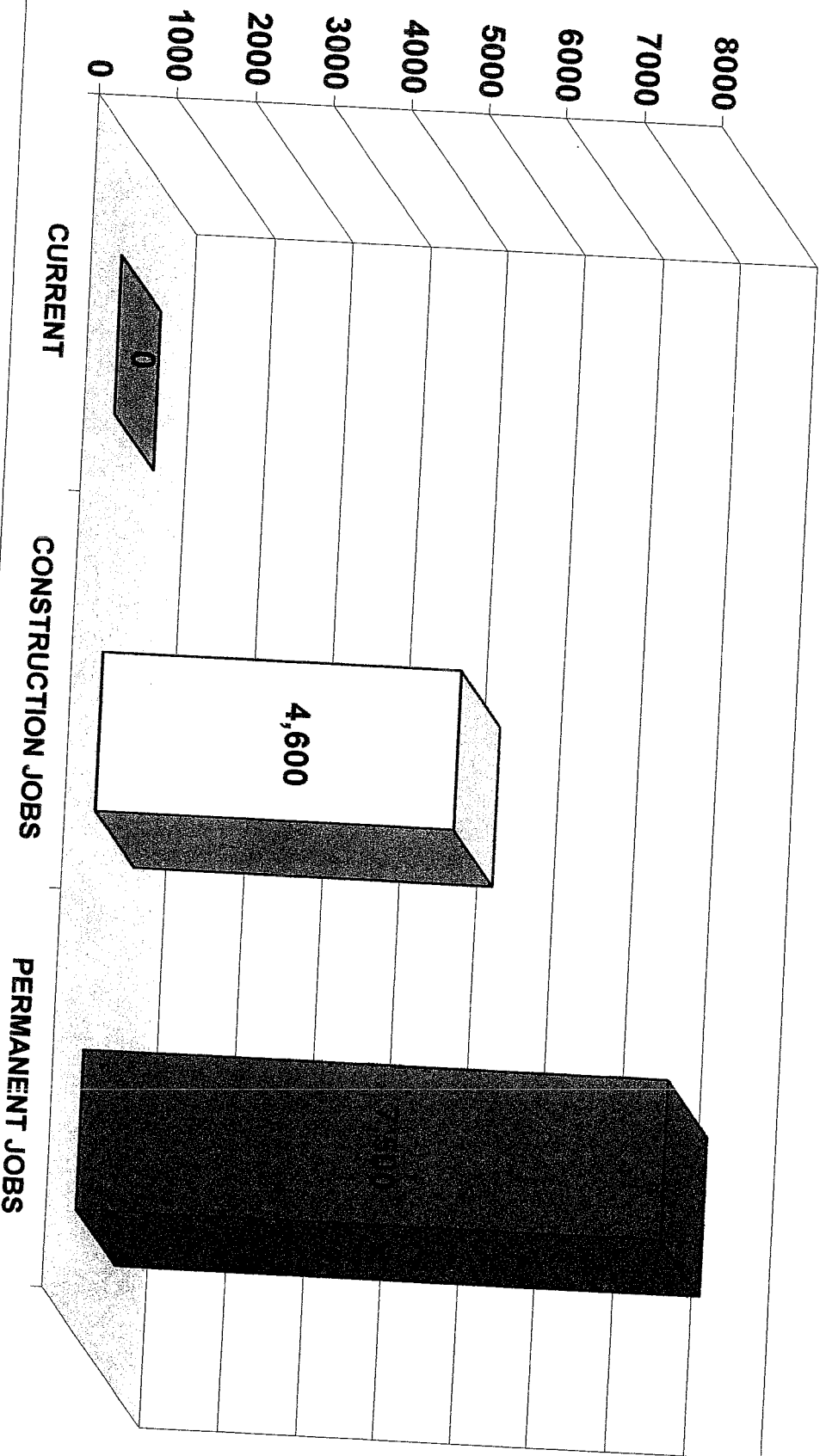
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THE MYRIAD BOTANICAL RESORT PROJECTED ECONOMIC IMPACT INCREASED SALES TAX TO STATE OF MISSISSIPPI



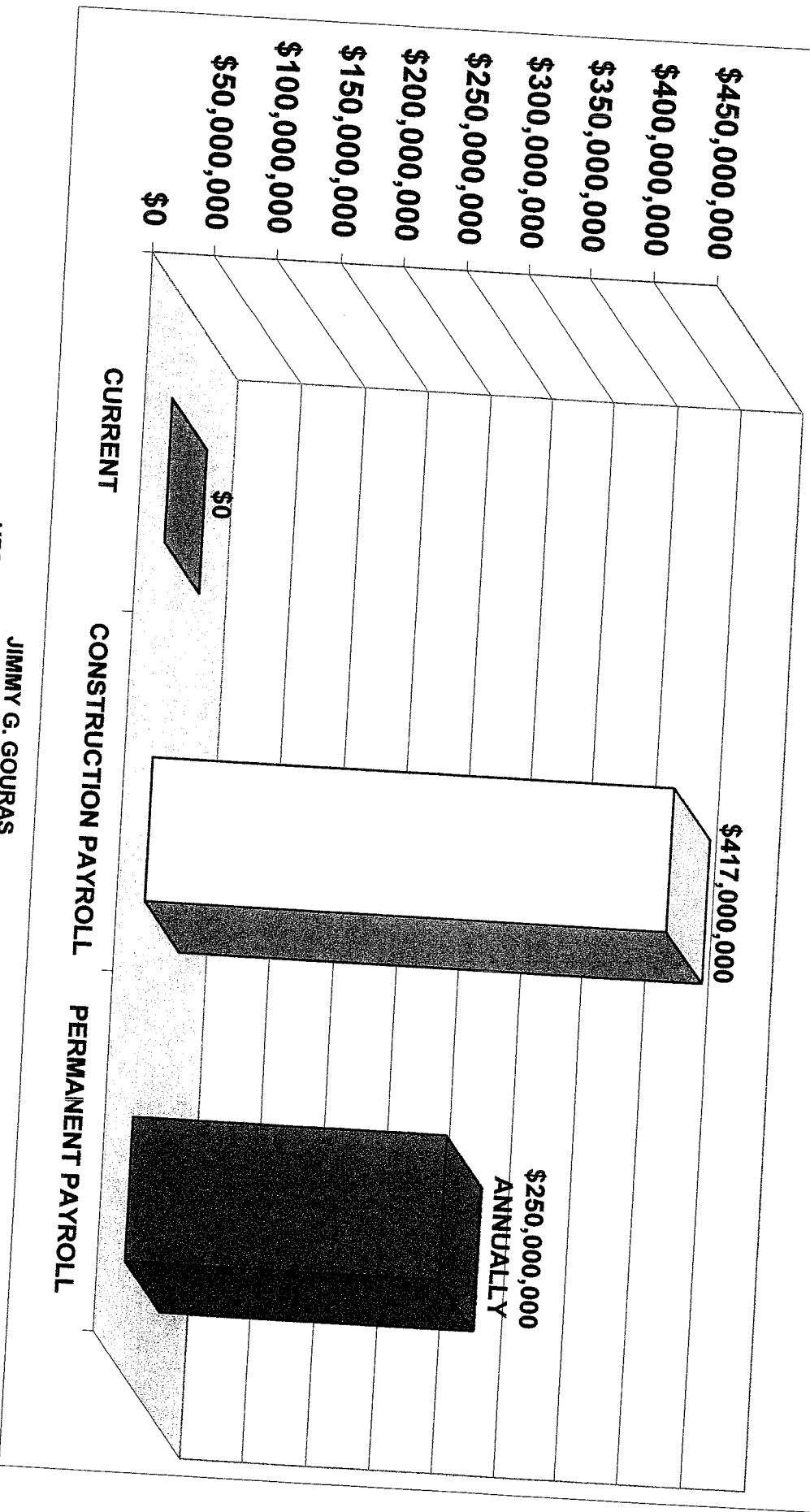
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VICKSBURG, MISSISSIPPI

THE MYRIAD BOTANICAL RESORT PROJECTED ECONOMIC IMPACT INCREASED EMPLOYMENT OPPORTUNITIES



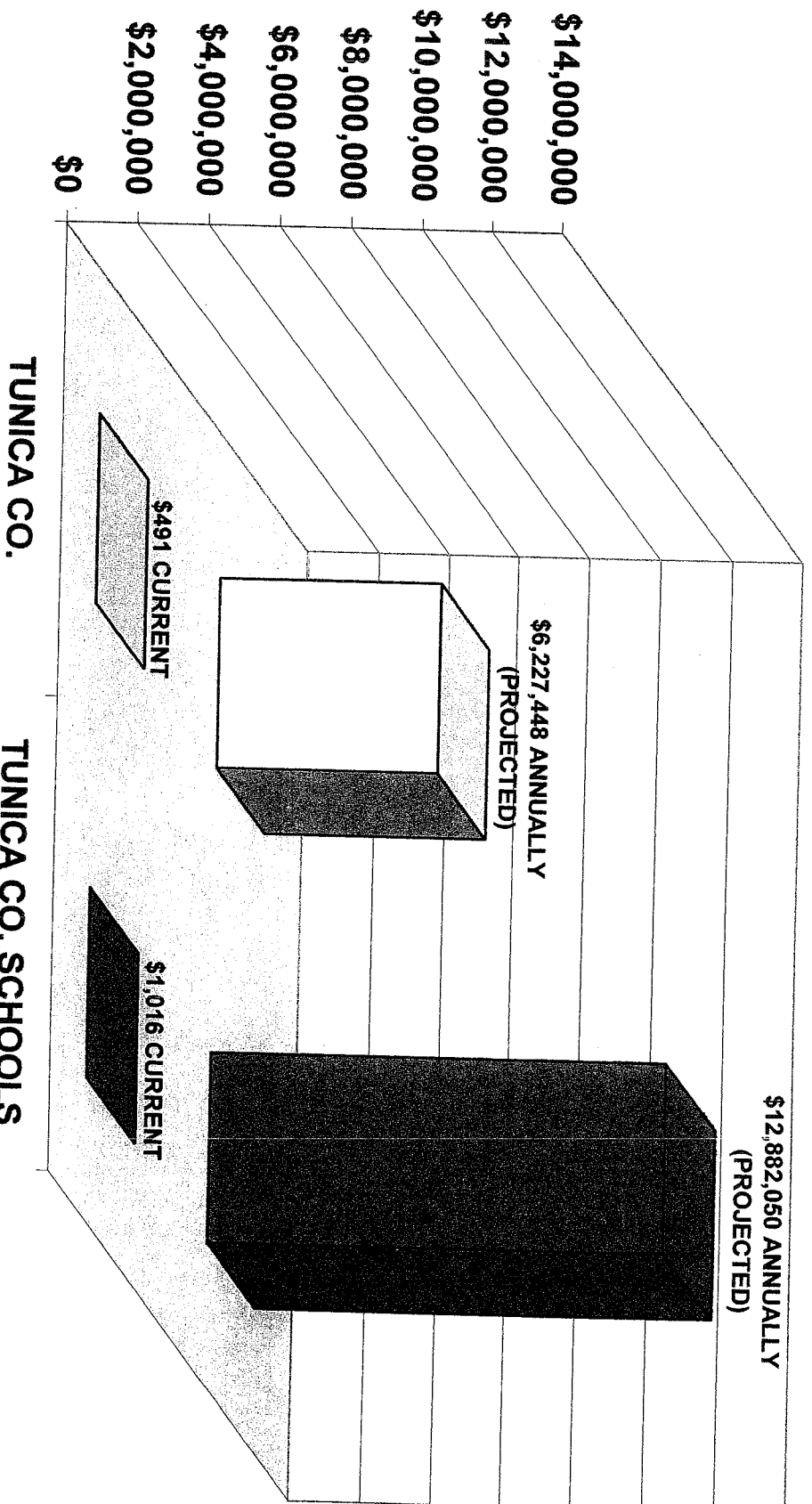
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THE MYRIAD BOTANICAL RESORT PROJECTED ECONOMIC IMPACT CONSTRUCTION AND PERMANENT PAYROLL



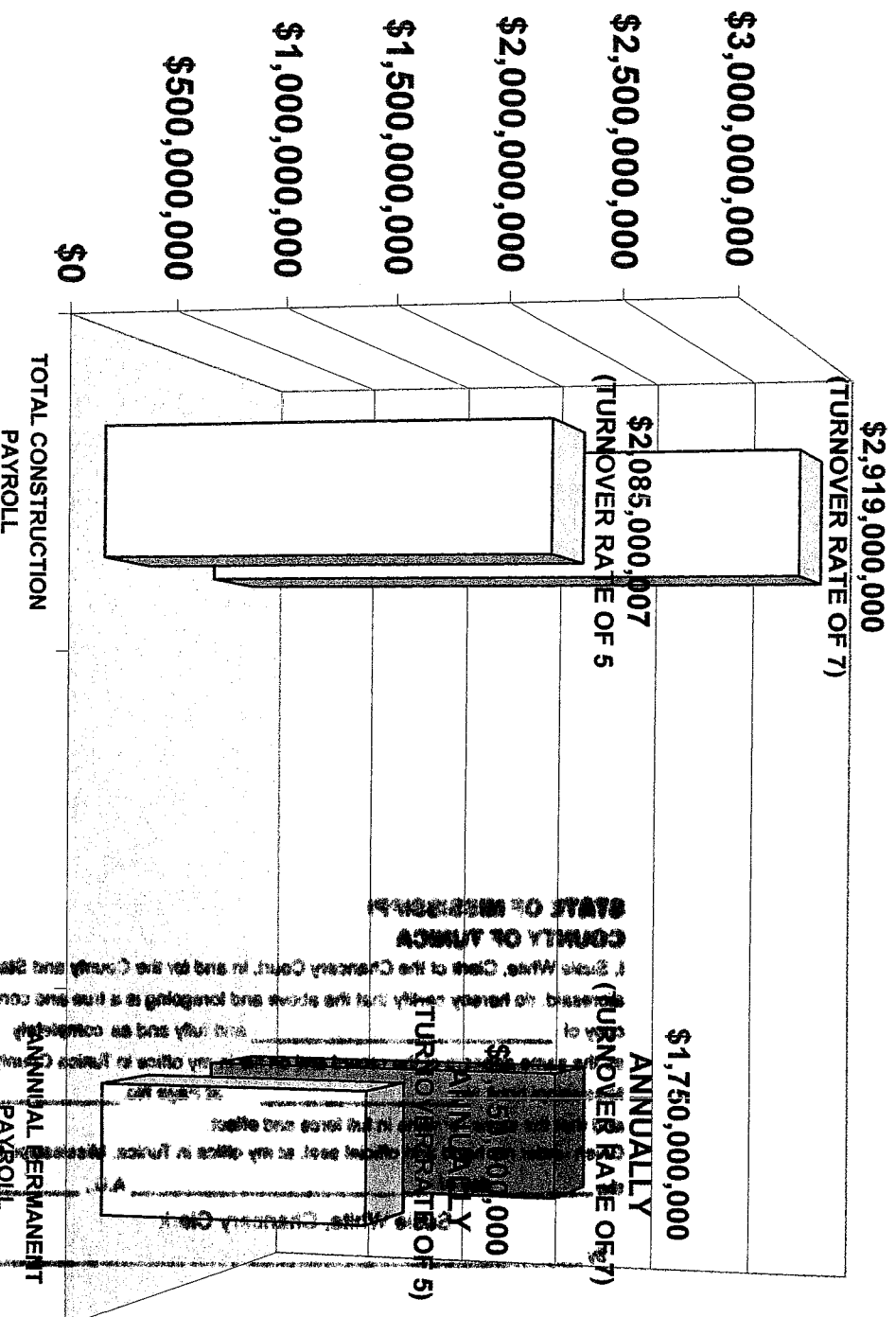
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VICKSBURG, MISSISSIPPI

THE MYRIAD BOTANICAL RESORT PROJECTED ECONOMIC IMPACT INCREASED REAL AND PERSONAL PROPERTY TAXES



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THE MYRIAD BOTANICAL RESORT PROJECTED ECONOMIC IMPACT MULTIPLIER EFFECT OF PAYROLLS



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VICKSBURG, MISSISSIPPI