

R. Administrative Plan

The Mansfield Downtown Partnership, Inc. (the "Partnership"), is a Connecticut nonprofit, nonstock corporation incorporated September 5, 2002. The Partnership consists of representatives from the Town of Mansfield's Government, the Mansfield business community, the University of Connecticut and residents of Mansfield and neighboring communities.

Prior to incorporation, an unincorporated association of similar name had been formed to promote the design and development of Storrs Center, being considered the Downtown area of Mansfield, Connecticut located on the easterly side of Route 195/Storrs Road, across from the University of Connecticut main campus. The association commissioned the preparation of a concept master plan for the area of downtown Mansfield to be known as Storrs Center which culminated in the completion of the "Downtown Mansfield Master Plan, May, 2002" (the "Master Plan"). The Master Plan recommended that the Mansfield Town Council designate a municipal development agent pursuant to Chapter 132 of the Connecticut General Statutes for the purpose of both preparing and implementing a Municipal Development Plan (the "MDP") for Storrs Center satisfying the requirements of Connecticut General Statutes section 8-189. On May 28, 2002, the Mansfield Town Council designated the Partnership as the municipal development agency for the Town of Mansfield pursuant to Chapter 132 of the Connecticut General Statutes.

In furtherance of its interest in facilitating the development of its property located in the Storrs Center project area, the University commissioned Baystate Environmental Consultants, Inc., to prepare an Environmental Impact Evaluation ("EIE") pursuant to Connecticut General Statutes section 22a-1 *et seq.* for the development of graduate student apartments as well as the related projects identified in the Master Plan. On April 28, 2003, the Secretary of the Connecticut Office of Policy and Management approved the EIE, subject to two conditions, including the condition that a municipal development plan be prepared.

The Partnership engaged the firm of Looney Ricks Kiss Architects, Inc. ("LRK"), and LRK's subconsultants including EDAAW Inc., Urban Partners and URS Corporation (collectively with LRK the "LRK Team") to assist the Partnership in the preparation of the MDP. The LRK Team is responsible for completing certain tasks for the Partnership, as set forth in a certain scope of services.

On May 12, 2003, the Partnership released to the public a "Request for Developer Qualifications and Concepts (RFQ), Downtown Mansfield Municipal Development Plan, Mansfield, Connecticut" ("RFQ"). The purpose of the RFQ was to solicit written qualifications and concepts from development organizations interested in being designated the master developer for Storrs Center. The RFQ provided that, once selected, the master developer would participate with the Partnership and the Partnership's consultants in the conceptual design of Storrs Center and the preparation of an MDP and ultimately in implementing the MDP by developing a project in a manner consistent with the MDP.

In furtherance of its interest in being designated the master developer for Storrs Center, Storrs Center Alliance, LLC, worked with various real estate, planning, architectural, engineering and

legal professionals to prepare materials responsive to the RFQ and to participate in interviews with the Partnership. Storrs Center Alliance, LLC, is a Connecticut limited liability company. LeylandAlliance LLC, a Delaware limited liability company, is the sole member of Storrs Center Alliance, LLC.

At the conclusion of the Partnership's review of qualifications from the various entities that responded to the RFQ, the Partnership selected Storrs Center Alliance, LLC, to be the master developer for Storrs Center (the "Master Developer"). The Partnership and the Master Developer entered into a development agreement on August 3, 2004 (the "Development Agreement"). The Development Agreement set forth various obligations of the Partnership and the Master Developer relative to the development of Storrs Center. Among other things, the Development Agreement established a schedule for the completion of the MDP, and addressed certain agreements with the University that are necessary to the development of Storrs Center.

The University owns certain parcels of land located within the Project Area. The University has executed a letter of intent (the "Letter of Intent") stating its intentions to enter into an agreement with the Master Developer for the acquisition of fee simple or other property interests in certain parcels of land owned by the University. The University and the Master Developer are in negotiations regarding the terms of a definitive purchase and sale agreement.

The University owns and operates a water supply system and a water pollution control facility that provide water supply and sanitary sewer services, respectively, to the Storrs Center area of Mansfield. In the Letter of Intent the University has stated its commitment to fully serving all water supply and sanitary sewer needs arising from the development of Storrs Center. The Master Developer and the University have entered into negotiations regarding a definitive water supply agreement and sanitary sewer service agreement.

The Development Agreement also addressed other permits and approvals that are anticipated to be needed to complete the Project; outlined a new zoning district that will be created for the Project Area; addressed the timing and costs of construction of the Project; and the transfer of real property involved in the Project. The Development Agreement also identified numerous ways in which the Master Developer and the Partnership will cooperate to achieve completion of the Project.

The Partnership responsibilities will include coordination of Storrs Center MDP project management and approvals from the Connecticut Department of Economic and Community Development and all other State, Federal, and local agencies as required. More specifically, the Partnership will oversee the process of obtaining the favorable review of the MDP by the University of Connecticut Board of Trustees, the Windham Region Council of Governments, the Mansfield Planning and Zoning Commission, the Partnership Board (including a required public hearing), and the Mansfield Town Council.

After the MDP is approved, the Partnership will be the agency that implements the relocation plan in the MDP – the plan required by law for assisting and compensating businesses displaced by Storrs Center. See Tab S, "Relocation Plan." The Partnership will hire a relocation consultant to assist with those tasks.

The Partnership will cooperate with the Master Developer in securing local, State and Federal permits for Storrs Center, including zoning regulation changes and approvals from the Mansfield Planning and Zoning Commission and demolition and building permits. As noted in Tab K, "Storrs Center Municipal Development Plan and Permitting Process", the Partnership would also be involved in the special zoning permit process for Storrs Center, including holding a public hearing on applications for zoning permits and making recommendations to the Town Planner for design consistency with the MDP.

After construction of Storrs Center has begun, the Partnership, as the municipal development agency for the project, and pursuant to the contemplated Special Design District permitting process, will continue as the public comment forum and review agency for site plan approvals and will oversee the Master Developer's fulfillment of the Development Agreement.

The above will be carried out by the Partnership under policies adopted by its Board of Directors and executed by the Partnership's staff, assisted by planning, relocation, and legal consultants.

The Partnership's public and inter-agency reporting requirements will be determined by Chapter 132 of the Connecticut General Statutes, by state and federal grant assistance agreements (such as the two Small Town Economic Assistance Program grants), and by the Special Design District zoning regulations, by the requirements of the Mansfield Town Council and by policies set by the Board of Directors of the Partnership, as municipal development agency.

The Partnership employs a full-time executive director. The Partnership has over 280 individual, business and organization members, an 18 member board of directors and six standing committees. The committees include Advertising and Promotion, Business Development and Retention, Finance and Administration, Membership Development, Planning and Design, and Nominating.

The Partnership maintains all records, papers and other documents relating to the Plan and the Project in accordance with the requirements of the regulations and requirements of the Connecticut Department of Economic and Community Development for administration of a Municipal Development Plan. The Partnership holds regular meetings that are open to the public. The 2003-2004 Annual Report of the Partnership provides more detail as to the administrative structure of the Partnership, its functions and responsibilities and its programmatic goals. The Annual Report is attached to this section of the MDP.