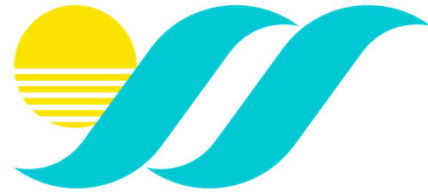


ELBOW CAY • ABACOS

SEA SPRAY

RESORT & MARINA



SEA SPRAY is delighted to
RESORT & MARINA announce the
launch of our home lot program. The Sea
Spray residences will be a full service,
concierge ownership experience with
preferred marina slip access and all home
ownership management responsibilities
handled by on-site staff.

The overall concept is to provide a turn-
key, fully furnished product that is
supported by a complement of best-in-
class property and rental management
services, enhanced utility services, and
amenities all designed to simplify home
ownership on Elbow Cay. Homeowners
will enjoy preferred access and
discounted slip rental rates at the Marina.

We have engaged Beau Clowney
Architects in Charleston, South Carolina
to design our residential and commercial
buildings as well as the amenities. Beau is
one of the premier architects in the
Carolinas and has extensive experience in
the Abacos. Beau and his family have
owned a home on Man-O-War for many
years and lived there for a time when their
children were young. Beau has a keen
understanding of Bahamian architecture
that flows through his projects in the
Abacos and his designs at Sea Spray. He
also has strong working relationships with
the Bahamian design and engineering
partners involved in the project.

Building luxury homes on Elbow Cay
requires a unique skill set that can only be
gained through experience. Accordingly,
we have partnered with Abaco
Construction to build the houses. Abaco
Construction is locally owned and
operated by Todd Cash. Todd has been
building houses on Elbow Cay for over 25
years. Recent projects include the
residences at Sunset Point just around
the corner from Sea Spray at the Abaco
Inn.

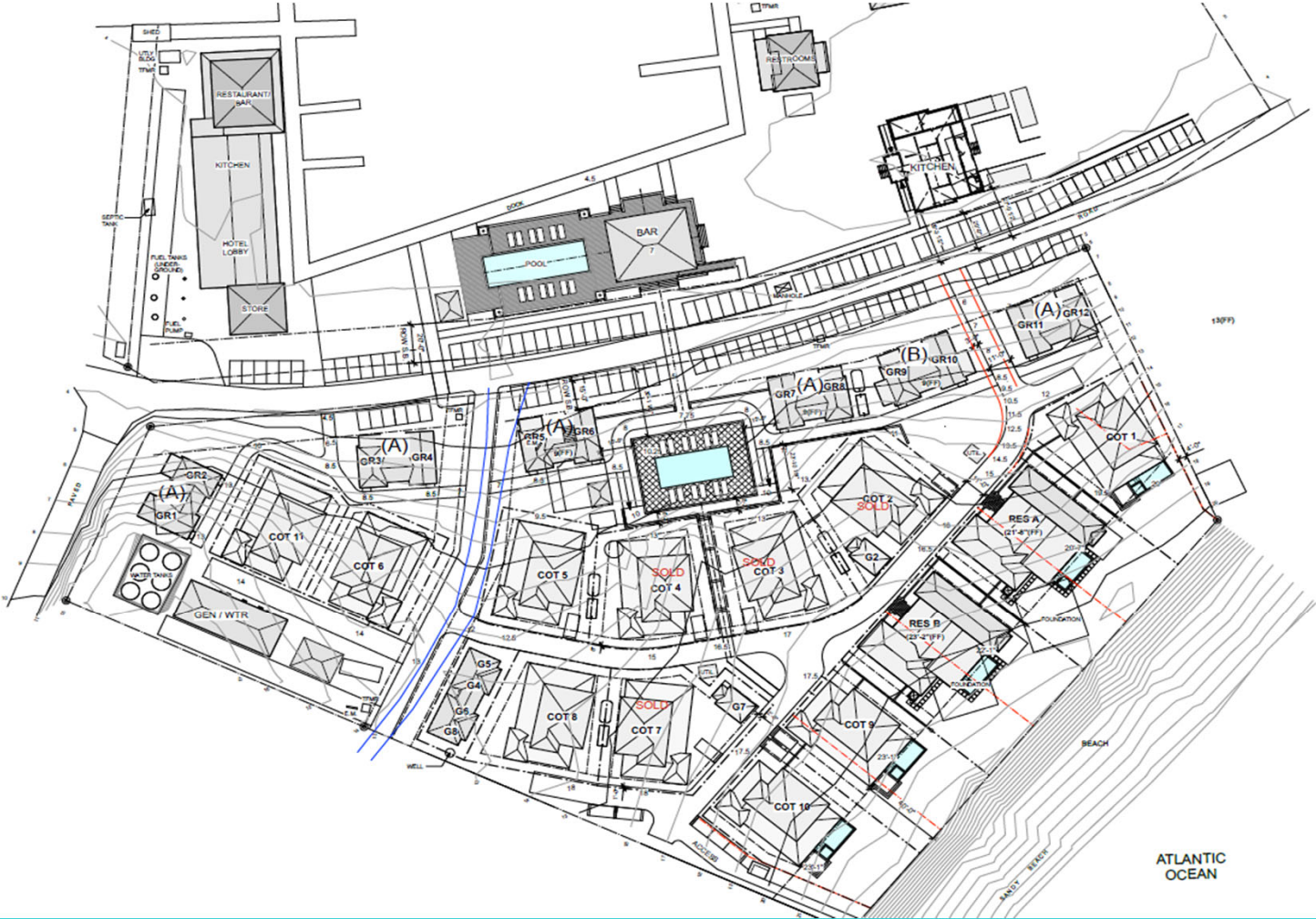
We are sure there will be many questions,
but please let this packet serve as the
starting point. Happy viewing!

Gratefully,

SEA SPRAY

The Sea Spray Family

THE SITE PLAN



THE OCEANFRONT RESIDENCES



OCEAN ELEVATION

OFFERING OVERVIEW

There are 2 Oceanfront Residences in the development (Labeled as RES A & B). Each residence offers expansive ocean views, 6 bedrooms, 6.5 baths, and a private oceanfront pool. Each home will be fully furnished and outfitted with a full complement of linens and house wares.

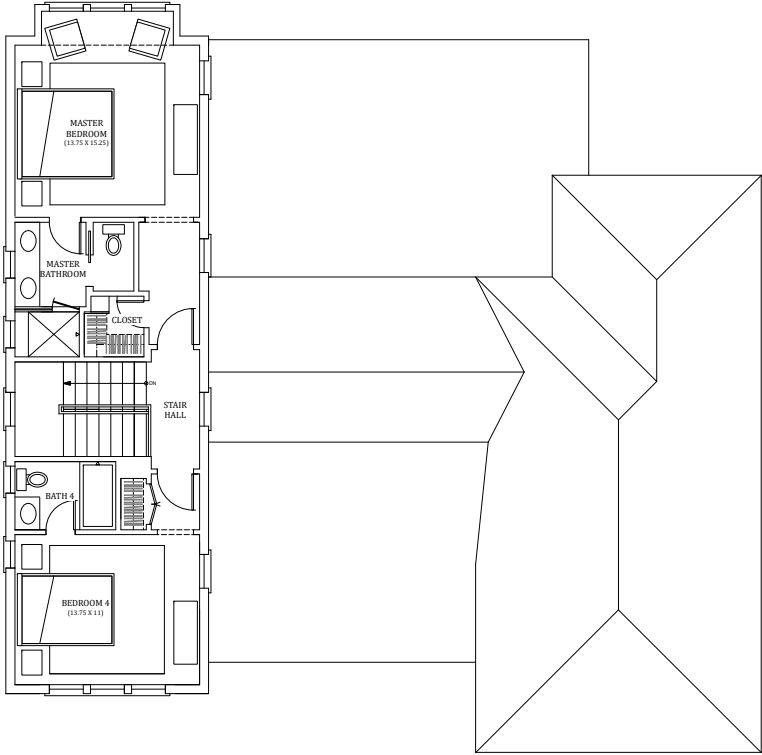
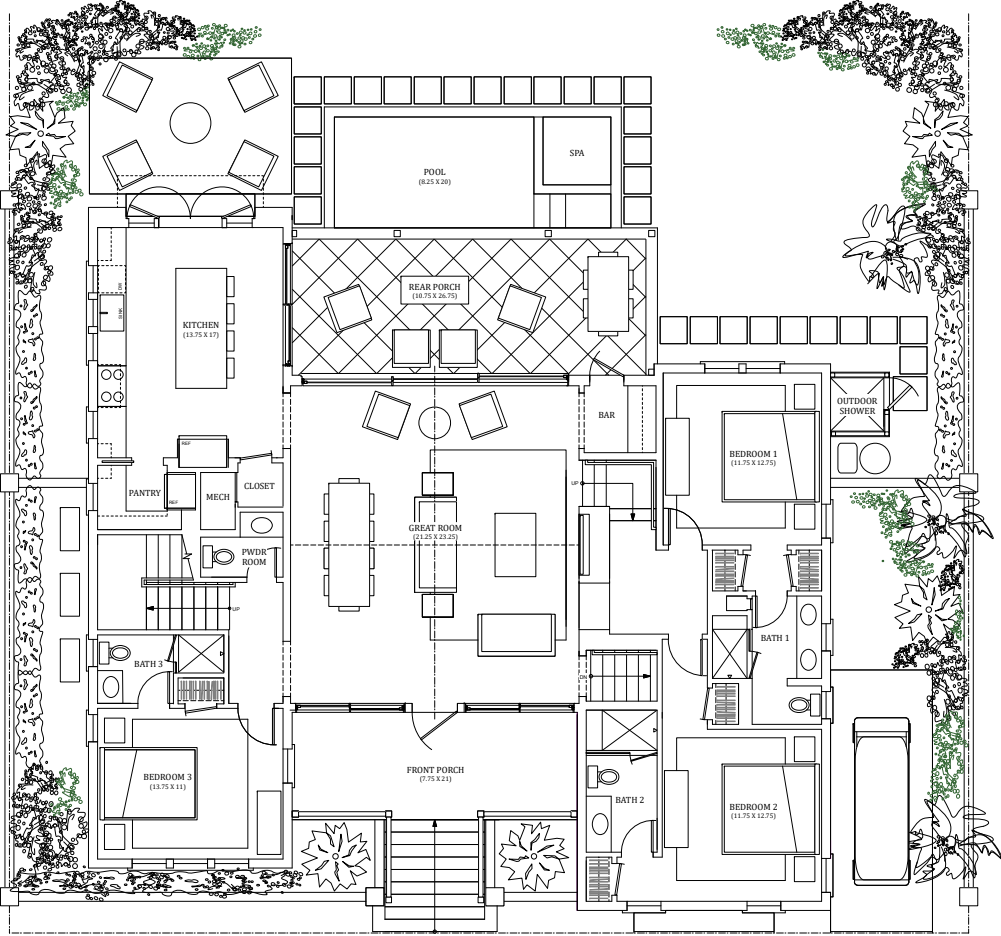
The Oceanfront Residences are being offered at \$5,999,500

OCEAN RESIDENCE

6 BEDROOMS , 6 1/2 BATH ROOMS	
FIRST FLOOR SF:	1,950
SECOND FLOOR SF:	733
PORCH SF:	459
BASEMENT/GARAGE SF:	697
TOTAL:	3,879 SF



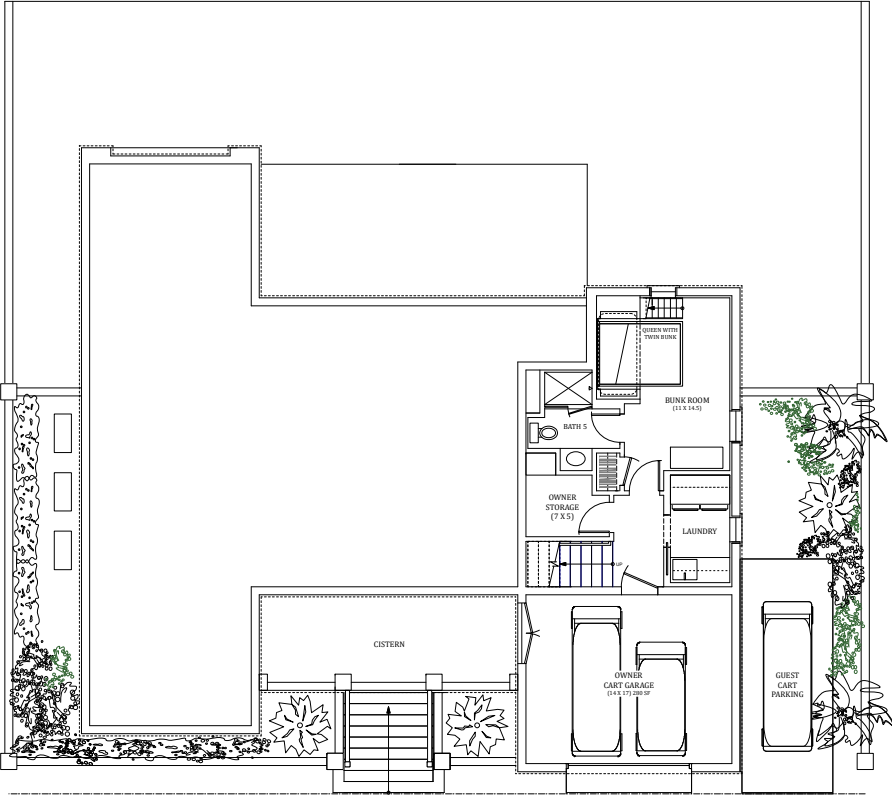
THE OCEANFRONT RESIDENCES



THE OCEANFRONT RESIDENCES



FRONT ELEVATION



MARINA VIEW COTTAGE – A



SIDE ELEVATION

OFFERING OVERVIEW

This cottage can be substituted for any lot locations on the site. The Cottage – A plan is 3 bedrooms, 3.5 baths and has a detached garage for golf cart and owner storage. Each home will be fully furnished and outfitted with a full complement of linens and house wares. On the oceanfront there is option to add a private pool.

Cottage A Oceanfront - starting at \$4,050,000
Cottage A Marina View - starting at \$3,050,000

HARBOUR COTTAGE I

3 BEDROOMS, 3 1/2 BATH ROOMS	
FIRST FLOOR SF:	1,033
SECOND FLOOR SF:	626
PORCH SF:	380
DETACHED GARAGE SF:	225
TOTAL:	2,264 SF



MARINA VIEW COTTAGE – A

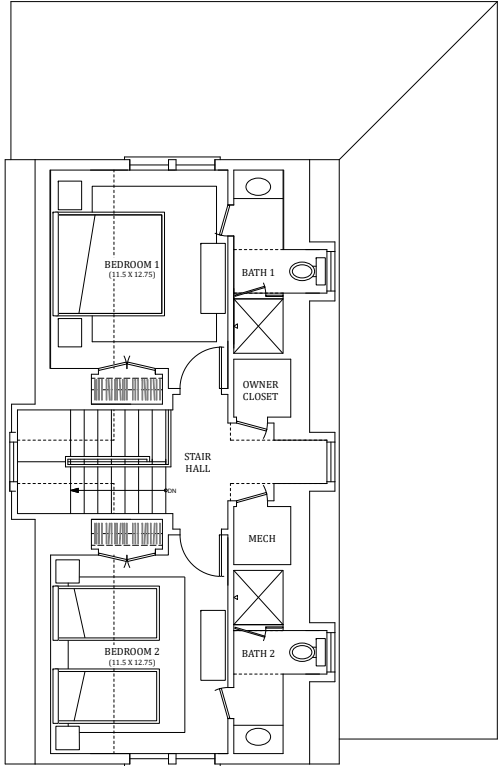


HARBOUR ELEVATION

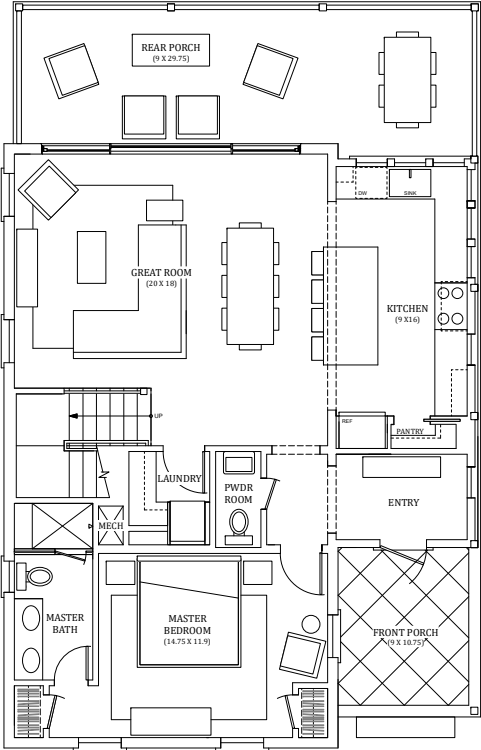
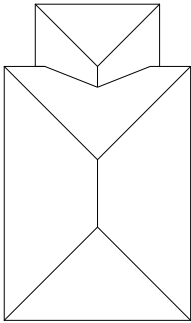


FRONT ELEVATION

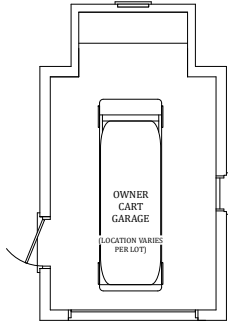
MARINA VIEW COTTAGE – A



SECOND FLOOR PLAN



FIRST FLOOR PLAN



OWNER CART GARAGE
(LOCATION VARIES PER LOT)

MARINA VIEW COTTAGE – B



SIDE ELEVATION

OFFERING OVERVIEW

The Cottage-B plan is 3 bedrooms, 3.5 baths and has an attached garage for golf cart and owner storage. This floor plan can become a 4 bedroom unit by converting the attached garage to a bedroom. Each home will be fully furnished and outfitted with a full complement of linens and house wares. Pricing reflects 4 bedroom option.

Marina View Cottage B - starting at \$3,250,000
Oceanfront Cottage B - starting at \$4,250,000

HARBOUR COTTAGE II

3 BEDROOMS, 3 1/2 BATH ROOMS	
FIRST FLOOR SF:	1,000
SECOND FLOOR SF:	794
PORCH SF:	490
GARAGE SF:	208
TOTAL:	2,492 SF



MARINA VIEW COTTAGE – B

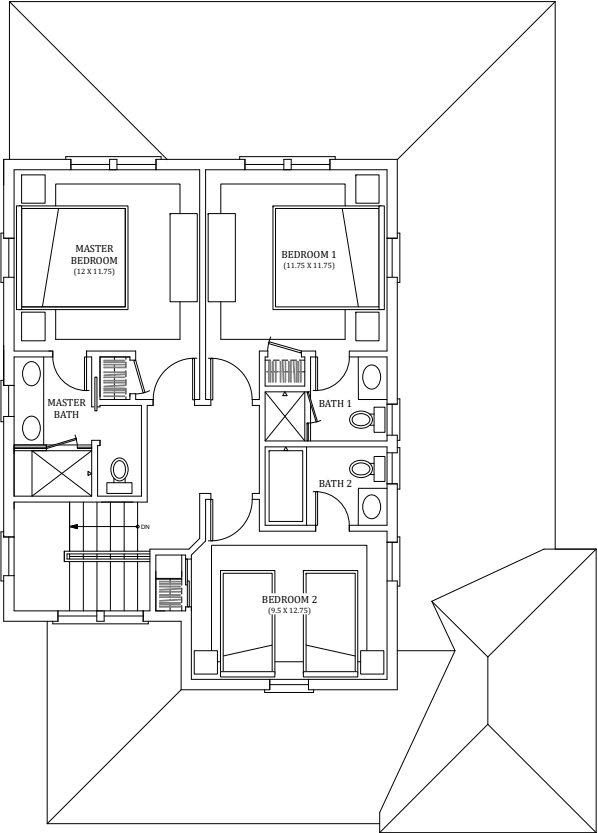


HARBOUR ELEVATION



FRONT ELEVATION

MARINA VIEW COTTAGE - B



SECOND FLOOR PLAN



FIRST FLOOR PLAN



Interior Design and Furnishing (FFE)

All homes will come fully furnished and outfitted with house wares and a full complement of linens. There will be some basic options and décor themes to choose from, but owners will be encouraged to stay within the guidelines of what is being offer through the program. Ruth Campbell of Ruth Campbell Designs will provide Interior Decorating services for the project. Ruth will provide pattern books and furniture selections for the homes. She will also consult with buyers to help them understand and visualize the options and make selections. The décor and furnishing themes will create a relaxed but elegant Bahamian feel and living experience. It is contemplated that all homes will participate in the Sea Spray Rental Program so in addition to being stylish, all furnishing will be selected with the wear and tear of vacation rentals in mind. There is an allowance built into the home price for the FFE. There will be an escalation clause associated with the allowance as the procurement of the FFE will not happen at contract signing but strategically over the construction period.

As you can image (and probably don't want to), the process of buying, storing, consolidating, shipping and installing an entire FFE package to Elbow Cay is daunting. Sea Spray will have a dedicated point of contact to communicate with owners during the build process and to facilitate the consolidation, shipping and installation of the FFE packages. Logistic services will be provided by a company called Source Consulting. Source Consulting specializes in consolidating and shipping FFE packages of this nature to luxury developments throughout the Caribbean. Additionally, Sea Spray has negotiated a development agreement with the Bahamian Government that allows us to import all materials associated with building and furnishing these houses on a duty-free basis. This represents a significant savings that is reflected in the purchase prices.



AMMENITIES AND ENHANCED UTILITY SERVICES; PREFERRED MARINA ACCESS & RATES



HOMEOWNER'S POOL

As shown on the site plan, there will be a common area pool and associated amenities located within the residential portion of Sea Spray. This pool will be for the exclusive use of homeowners, their guests and patrons and renters staying in the one-bedroom villas owned by Sea Spray.



CENTRALIZED UTILITY SERVICES

Most homes have whole house generators that get used quite a bit. These generators require upkeep, maintenance and fueling.

Sea Spray will provide back-up power to all houses in the development from our centralized generator facility. This eliminates the need for owners to have their own generators. Homeowners will contribute pro-rata to the maintenance cost and fuel usage of the generators through the Homeowners Association dues.



PREFERRED MARINA RIGHTS

- All property owners will be guaranteed a slip for personal use subject to established notice parameters (TBD)
- Owners will pay an "Owners Rate" that is 20% less than the current market rate in place at the time of occupancy
- Third party renters will pay market rates and every effort will be made to provide renters slip access based on availability at time of reservation



ON-SITE WATER DISTRIBUTION

The houses at Sea Spray, like other houses on-island will be designed to collect and store rainwater. However, there are high use-age periods and periods of little to no rain that will require sourcing water from a 3rd party. As part of the overall infrastructure at Sea Spray, we have installed large commercial water makers and a high-capacity storage and distribution system with enough capacity to service the commercial and residential water needs at Sea Spray. Individual house cisterns will be equipped with a float switch. When supplemental water is required, we will have the ability to distribute fresh water to homeowners' cisterns on a metered basis. There will be a per gallon fee at competitive rates.

PROGRAM PARAMETERS AND BENEFITS – HOTEL ENCOURAGEMENT ACT (HEA)

Sea Spray has entered into a Development Agreement with the Bahamian Government under a program called the Hotel Encouragement Act (HEA). As tourism is the primary driver of the Bahamian Economy, the HEA was established to encourage developers to create resort environments that provide rental opportunities and foster other economic activities in the Bahamas. The government assesses at VAT tax on sales and rental income generated by the development. The HEA incentivizes developers, resort owners and homeowners by providing the following benefits:

- All building materials, appliances, furnishing, FFE and landscaping materials can be imported into the county on a duty-free basis. This takes considerable management and coordination with customs brokers and logistics providers, and we have assembled a team that has considerable experience running the program. We still pay a 10% VAT tax on all items we import, but the savings on duty is significant as duty on finished goods and other items can exceed 50%. These savings are reflected in the house prices.
- The government also provides real estate tax incentives to homeowners participating in the program. This will essentially eliminate property taxes on homes in Sea Spray for a period of 20 years. The basic mechanics of this are as follows; there is a set minimum VAT tax target for what a house in the program should generate. The VAT target is 75% of what the annual property taxes on your home would be, under normal market conditions. If the target is not reached, homeowners will pay the difference between the actual VAT realized and the VAT target as real estate taxes to the government. As a quick refresher, VAT tax is a 10% consumer tax charged to renters on top of the weekly rental rate. VAT will be collected by the Sea Spray management and paid directly to the Inland Revenue Department on the homeowners' behalf. Accounting documentation will be provided by the management company to ensure VAT compliance.

To qualify for these financial benefits homeowners are required to comply with rental availability parameters set forth in the HEA. Those parameters are as follows:

- All homes are required to be made available for rent 9 months out of the year in the aggregate, leaving 13 weeks of personal use that can be reserved before rental schedule is published. The 91 days can be reserved in as many daily/weekly segments as the homeowner desires
- Homeowners cannot occupy the homes for more than 90 consecutive days

To clarify a few quick points:

- Homeowner usage is not confined to a contiguous 90-day period
- Owners can block any dates they choose
- There is also flexibility during the periods that the house is made available for rent
 - As an example, if an owner calls during a period the house is available for rent and wishes to use it, and it is not booked, then the owner can use it. In this circumstance, if the house is booked, the management company will use best efforts to transfer the booking to comparable unit prior to check in, if the renter is agreeable.
 - This won't answer all the questions on this topic, but it's a start.

SEA SPRAY RENTAL MANAGEMENT SERVICES

A draft copy of Rental Management Services Agreement will be made available upon executing a Reservation Agreement.

RENTAL MAGEMENT SERVICES:

- Market and rent the units
- Establish rental rates
- Provide and manage a reservation and property management software system
- Provide check-in and check-out services
- Provide accounting services and collect and administer rental income
 - Collect from all patrons, all appropriate taxes and service charges applicable to the rental of the unit and remit to the appropriate party
 - Pay monthly expenses on behalf of the unit owner to include
 - POA dues
 - Utility costs
 - Taxes
 - Insurance premiums
 - Other expenses as incurred from time to time
 - Provide the owner with monthly and annual accounting statements
- Provide housekeeping and linen services
 - Weekly cleaning service/rental turnover cleaning and service (included in rental management fee)
 - Additional housecleaning services at the request of the owner (paid by owner)
 - Subject to an annually published fee schedule
 - Unit inspection at the beginning and end of each rental
 - Bi-annual deep cleans at the expense of the owner
 - Subject to an annually published fee schedule
- Manage and maintain unit FFE on behalf of the unit owner
 - Collect and administer and FFE accrual for each unit
 - Manage the inventory of the unit FFE
 - Replace FFE per management agreement parameters or at the direction of the owner
 - Ensure quality and continuity of FFE amongst the units

RENTAL MAGEMENT AGREEMENT TERMS:

- Exclusive authority to rent the residences
 - Owners are prohibited from renting units outside of the Sea Spray Rental Program
- The manager shall receive 50% of the adjusted gross unit rental (AGR). AGR shall mean gross unit rental revenue less credit card fees and travel agent commissions. This fee shall cover all property management, rental management, and general administrative responsibilities of owning a home



SEA SPRAY PROPERTY MANAGEMENT SERVICES

A draft copy of the Management Services Agreement will be made available upon request.

Management shall include the following:

- Interior inspections of the units and grounds
- Coordinating pest control services
 - Monthly and additional services as needed
- Exterior window cleaning
- Coordinate bi-annual pressure washing of the units
- Coordinate and oversee pool cleaning and maintenance for units with pools
- Mechanical equipment checks including air conditioning, hot water equipment and other mechanical equipment
- Inspection of appliances
- Inspection of fans, gaskets, doors, louvers, windows and screens
- Coordinate unit maintenance and repairs as required
- Sea Spray Management will also administer all functions and services associated with the Sea Spray Homeowners Association



SEA SPRAY RESIDENTIAL PROPERTY OWNERS ASSOCIATION (HOA)

Homes at Sea Spray will be part of a Homeowners Association (HOA). A draft of the Master Declaration of Covenants, Conditions, Easements and Restrictions (Master Declaration) will be provided upon executing a Reservation Agreement.

The HOA shall govern only the portion/portions of the property identified as the Residential Property. This will include the following:

- All residential lots
- All internal roads, pathways and easements servicing the lots
- The public beach access
- The common area pool and amenities
- All utilities servicing the lots including septic tanks

The HOA will have rules that govern the following aspects of the residential property:

- Aesthetics
- Maintenance
 - Residences
 - Common area
 - Roads
 - Utilities
 - Amenities
 - Landscaping
 - Irrigation
- Transfers and Sales
- Insurance requirements
 - Coverage limits
 - Repair and rebuild criteria after a casualty loss or damage
- Personal use
 - No continuous owner occupation for greater than 90 days
 - Made available for rent 9 months out of the year, leaving 13 weeks for reserved owner use
 - Mandatory participation in the Sea Spray rental and property management program parameters
- Use
 - Parking
 - Outdoor Storage
 - Boats, golf carts, etc

- HOA budget
 - Creating the Annual budget
 - Proration formulas for dues and assessments
 - Assessments
 - General Administration and Accounting
 - Establishing and administering replacement reserves
- The HOA will be financially responsible for the following
 - Procuring All Risk and Liability Insurance for the HOA covering the common areas, common amenities and utilities
 - All common area and individual lot landscaping
 - All common area and individual lot irrigation
 - Maintenance and upkeep of the internal roads, pathways, easements, the public beach access, utility lines, septic systems, irrigation, common area amenities
 - Common area utilities
 - Pro-rata portion of the maintenance and fuel for the central generators. (note this cost will be shared by the entire marina development)
- Projected Monthly HOA fees by unit type
 - Oceanfront Residences \$2000/month
 - Marina View Cottage-A \$1100/month
 - Marina View Cottage-B \$1200/month



SALES PROCESS AND ECONOMIC DETAILS

The Sale Process

Installment Sale Parameters

- Upon signing the contract, the initial installment payment will be due
- Installment payments will be non-refundable except in the case of a Seller Default
- Contract installment Schedule
 - 30% due at contract execution (the Reservation deposit will be applied to this installment)
 - 20% due at construction start
 - 20% due when the structure is dried in (roof complete, windows installed)
 - 20% due when ready for tile installation
 - 10% due at completion and conveyance

Bahamian Lender Options

- *NOTE:* US banks will not provide mortgages for Bahamian real estate
- We have reviewed our program extensively with RBC and they are willing to do a 70% loan-to-cost Construction-Perm loan that conforms with our installment sale milestones. We can provide a contact at RBC for those interested in pursuing this as an option.
- If buyers have other Bahamian lenders they want to consider we can work with them as well. Installment sales for new construction are not uncommon in the Bahamas.

Legal Representation

- Buyers can choose their own attorney or they can use the firm that represents Sea Spray, Higgs & Johnson
- Buyers will be responsible for their own Legal and Closing Fees.

Other Closing Cost

- The Bahamian Government Assesses a 10% Vat tax on all Real Estate transactions
- It is customary that Buyers and Sellers split this cost (5% Buyer;5% Seller), and that is what this pricing structure contemplates
- VAT will be due and payable when the installment payments are made





THANK YOU

CONTACT

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