GOVERNMENT OF THE TERRITORY OF THE VIRGIN ISLANDS
OF THE UNITED STATES
ECONOMIC DEVELOPMENT CERTIFICATE

<u>MOF VI LIMITED PARTNERSHIP</u>
(Beneficiary)

Pursuant to the authority vested in me as the Chairman of the Virgin Islands Economic Development Commission (hereinafter the "Commission") by Title 29 Virgin Islands Code, Chapter 12 and in the name of the Government of the Virgin Islands of the United States, I do hereby issue this certificate to MOF VI Limited Partnership(hereinafter the "Beneficiary") whose application for Economic Development Benefits was accepted by the Assistant Chief Executive Officer of the Economic Development Authority on June 27, 2000. The Commission finds that the Beneficiary is an eligible new applicant pursuant to Section 715-3 (b) of the Commission's Rules and Regulations. The grant of benefits hereinafter described is for the Beneficiary or any successors approved by the Commission to conduct the operation of ownership and management of a marina facility that includes the leasing of boat slips and tenant occupied marine related facilities.

This certificate is subject to the acceptance of and full compliance by the Beneficiary with all the following general, standard, and special conditions, and the timely performance and observance of the same by the Beneficiary:

I. The Beneficiary shall invest in this business in the Virgin Islands of the United States not less than the amount of U.S. $6,105,000 excluding inventory within the first year of operation.

II. The Beneficiary shall employ at least nineteen (19) full-time employees within the first year of operation. During the entire period of this grant of benefits at least eighty percent (80%) of all employees shall be "Residents of the Virgin Islands" as defined in Title 29, V.I. Code Section 703(e) and provided that not less than twenty percent (20%) in the area of management, supervisory and/or technical positions shall be filled by residents of the Virgin Islands, pursuant to Title 29, Chapter 12, Section 710(a).

III. The following standard conditions shall apply:

1. Beneficiary shall comply with any and all reasonable requests of the Commission, the Virgin Islands Departments of Finance, the Virgin Islands Bureau of Audit and Control, Virgin Islands Department of Labor, Virgin Islands Department of Licensing and Consumer Affairs, and the Virgin Islands Bureau of Internal Revenue during reasonable business hours.

2. This certificate is conditioned upon the final determination of the Secretary of the Treasury of the United States, or his designee, of compliance of the Beneficiary with the requirements of Section 934 of the United States Internal Revenue Code of 1986, as amended, if applicable.

3. Beneficiary shall fully and actually comply and continue to comply with all the applicable provisions of Title 29, Chapter 12 of the Virgin Islands Code, the regulations issued pursuant thereto, and all other applicable local and federal laws and regulations, including but not limited to those dealing with non-discrimination and veterans' employment rights.

4. Beneficiary shall particularly comply, and continue to comply with federal and local laws, which establish standards of ecological and environmental compatibility, with rules and regulations of the Director of the Virgin Islands Bureau of Internal Revenue, and with the rules and regulations of the Economic Development Program (prior receipt of which is hereby acknowledged by the Beneficiary's acceptance of this Certificate).

5. This certificate shall be effective only for so long as the Beneficiary continues to observe and perform each and every condition in this certificate.

6. Upon a written finding by the Commission, after a hearing if required, that the Beneficiary has failed to observe the conditions in this certificate, or to comply with any of the time limits provided in this certificate or otherwise provided by law, and upon such further finding that such failure is not due to an act of God, a "force majeure," or to the reliance in good faith by the Beneficiary on a false statement by a third party unrelated to the Beneficiary, then the Certificate will be of no force and effect, and the Beneficiary shall pay or refund as the case may be to the Government of the Virgin Islands of the United States, the amount of every and all benefits received under the Certificate after the commencement dates specified herein; provided however that the Commission may for good cause shown, grant extensions of any such time periods as may be permitted, such extensions to be evidenced by an amendment to this certificate. The hearings and findings are referred to in Code Section 722 and Subchapter 722 of the Rules and Regulations. Nothing in this section shall be construed to limit the Commission's rights, duties and responsibilities under Title 29 V.I. Code Section 722 or Subchapter 722 of the regulations.

7. Beneficiary shall commence the active conduct of the business for which this certificate was granted within five years from the date the Chairman of the Economic Development Commission signs this certificate, unless otherwise provided or unless the business has already commenced.

IV. **The following special conditions shall apply**:

Item C: Special Conditions:

1. The Beneficiary will provide its employees with fully paid health, dental, and air ambulance insurance coverage.
2. The Beneficiary will provide a 401(k) plan or a SIMPLE IRA retirement plan with employer contribution of at least three percent (3%) of the employees' compensation.
3. The Beneficiary will provide a long and short-term disability and a term life insurance of $10,000.
4. The Beneficiary will make a minimum contribution of $15,000 (in cash and/or in kind) to charities in the territory for the first three years of benefits and a minimum of $25,000 annually thereafter.
5. The Beneficiary will host one intern annually, high school or university student, in the marina management field, additionally, the Beneficiary will offer two seasonal jobs preferably to students pursuing a career, or interested, in the marine industry.
6. All contractors and subcontractors conducting business for the Beneficiary must have a USVI business license and must adhere to the terms and conditions of the Economic Development Commission certificate.
7. The Beneficiary's Full-time employees must satisfy the minimum EDC required hours at the Beneficiary's facilities and shall be in compliance with the Department of Labor regulations.

V. Specifically Excluded Trade or Business:

Retail sale of gasoline and other retail activities

THEREFORE, pursuant to the public hearing on this Beneficiary's application on, August 4, 2000 and the Commission meeting held May 29, 2001 and October 29, 2001 and based upon the representations of the Beneficiary made orally and in writing and as agreed to herein, the Commission, with the prior approval of the Governor of the Virgin Islands of the United States herein enters into this Benefits Certificate with the Beneficiary that if the Beneficiary complies with the conditions herein, the provisions of Title 29 V.I. Code, Chapter 12 as existing on the date of the Governor's approval, the Rules and Regulations of the Commission promulgated in accordance with Title 29 V.I. Code Section 705(f) and all applicable laws and regulations of the Territory of the Virgin Islands of the United States and of the United States of America, then the Commission hereby grants the benefits stated in Appendices and Sub-Appendices A to C inclusive to commence and terminate as stated in each signed Appendix.

IN WITNESS HEREWITH, the parties hereunto set their hands and seals on the dates noted below:

Witness

Witness

Date: 1/30/03
Chairman Dean C. Plaskett, Esq.
Economic Development Commission

MOF VI LIMITED PARTNERSHIP

Witness

Witness

Accepted by:
RON RHOADES GENERAL PARTNER AMERICAN YACHT
Name and Title: Date: PRESIDENT HARBOR CORPORATION
1-8-03

GOVERNMENT OF THE TERRITORY OF THE VIRGIN ISLANDS
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APPENDIX A:
USVI INCOME, GROSS RECEIPT AND EXCISE TAXES

NAME, ADDRESS AND TELEPHONE NUMBER OF BENEFICIARY:
NAME: MOF VI LIMITED PARTNERSHIP
PHYSICAL LOCATION: American Yacht Harbor, 6100 Red Hook Qtrs. #2 St. Thomas VI 00802
MAIL ADDRESS: 6100 Red Hook Qtrs. #2 St. Thomas USVI 00802
TELEPHONE: 340-775-6454 Fax: 340-776-5960

NATURE AND EXTENT OF BENEFITS:
USVI Income Taxes: 90% percent exemption
USVI Gross Receipt Taxes: 100% percent exemption
USVI Excise Taxes (Raw Materials): 100% exemption from excise taxes (except gasoline taxes) on raw materials and component parts used by the applicant in its production process.
USVI Excise Taxes (Equipment, Machinery): 100% exemption from excise taxes on building materials, tools, pipes, conveyor belt, or other appliances, material, and supplies necessary for use in the construction, alteration, reconstruction or extension of the physical plant or facilities of the Beneficiary.

COMMENCEMENT DATES OF BENEFITS:
USVI Income Taxes: March 8, 2000
USVI Gross Receipt Taxes: March 8, 2000
USVI Excise Taxes (Raw Materials): November 1, 2002
USVI Excise Taxes (Equipment, Machinery): November 1, 2002

TERMINATION DATES OF BENEFITS:
USVI Income Taxes: March 7, 2010
USVI Gross Receipt Taxes: March 7, 2010
USVI Excise Taxes (Raw Materials): October 31, 2012
USVI Excise Taxes (Equipment, Machinery): October 31, 2012

AUTHORITY FOR BENEFITS:
Title 29 V.I. Code Sections 713b, 713a (a) (2), 713a (a) (3);
Title 33 V.I. Code Section 43d

Chief Executive Officer, EDA: Marc Schuster [signature] **Date:** 1/31/03

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APPENDIX A1:
USVI WITHHOLDING TAX ON DIVIDENDS AND INTEREST

NAME, ADDRESS AND TELEPHONE NUMBER OF BENEFICIARY:
NAME: MOF VI LIMITED PARTNERSHIP
PHYSICAL LOCATION: American Yacht Harbor, 6100 Red Hook Qtrs. #2 St. Thomas VI 00802
MAIL ADDRESS: 6100 Red Hook Qtrs. #2 St. Thomas USVI 00802
TELEPHONE: 340-775-6454 Fax: 340-776-5960

NATURE AND EXTENT OF BENEFITS:

Dividend Withholding Tax Exemption in accordance with Title 29 V.I. Code Section 713d
Interest Withholding Tax Exemption in accordance with Title 29 V.I. Code Section 713d

COMMENCEMENT DATE OF BENEFITS:

Dividend Withholding Tax Exemption: March 8, 2000
Interest Withholding Tax Exemption: March 8, 2000

TERMINATION DATE OF BENEFITS:

Dividend Withholding Tax Exemption: March 7, 2010
Interest Withholding Tax Exemption: March 7, 2010

AUTHORITY FOR BENEFITS: Title 29 V.I. Code Section 713d

Chief Executive Officer, EDA: Frank Schulterbrandt **Date:** 1/31/03

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APPENDIX B:
USVI REAL PROPERTY TAXES

NAME, ADDRESS AND TELEPHONE NUMBER OF BENEFICIARY:
NAME: MOF VI LIMITED PARTNERSHIP
PHYSICAL LOCATION: American Yacht Harbor, 6100 Red Hook Qtrs. #2 St. Thomas VI 00802
MAIL ADDRESS: 6100 Red Hook Qtrs. #2 St. Thomas USVI 00802
TELEPHONE: 340-775-6454 Fax: 340-776-5960

NATURE AND EXTENT OF BENEFITS:

Real Property Taxes: 100% exemption of taxes on real property used for the business of ownership and management of a marina facility that includes the leasing of boat slips and tenant occupied marine related facilities.

Parcels exempted: Red Hook St. Thomas - 1-07702-0133-00, 1-07702-0134-00, 1-07702-0135-00

COMMENCEMENT DATE OF BENEFITS:

Real Property Tax Exemption Starts: January 1, 2001

TERMINATION DATE OF BENEFITS:

Real Property Tax Exemption Terminates: December 31, 2011

AUTHORITY FOR BENEFITS: Title 29 V.I. Code Section 713a (a) (1)

Chief Executive Officer, EDA: Frank Schulterbrandt **Date:** 1/31/03

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APPENDIX C:
CUSTOMS DUTIES

NAME, ADDRESS AND TELEPHONE NUMBER OF BENEFICIARY:
NAME: MOF VI LIMITED PARTNERSHIP
PHYSICAL LOCATION: American Yacht Harbor, 6100 Red Hook Qtrs. #2 St. Thomas VI 00802
MAIL ADDRESS: 6100 Red Hook Qtrs. #2 St. Thomas USVI 00802
TELEPHONE: 340-775-6454 Fax: 340-776-5960

NATURE AND EXTENT OF BENEFITS:

V.I. Customs Duties to be assessed on raw materials and component parts brought into the USVI by the Beneficiary for the purpose of producing, creating, or assembling directly concerned with the business granted benefits may be imported into the USVI at a Customs Duty rate of no more than one percent ad valorem assessment.

COMMENCEMENT DATE OF BENEFITS:

Customs Duties Reduction Begins: November 1, 2002

TERMINATION DATE OF BENEFITS:

Customs Duties Reduction Terminates Close of Business: October 31, 2012

AUTHORITY FOR BENEFITS: Title 29 V.I. Code Section 713c

Chief Executive Officer, EDA: [signature] **Date:** 1/31/03