



Utah Lake Development Fund, L.P.

June 28, 2021

Utah Lake – Overview



- Utah is the third fastest growing state in the United States, fueled by the nation's number one job-growth economy. May's jobs report revealed that Utah has just a 2.8% unemployment rate vs. 5.8% for the country.
- Utah Lake is situated in the center of Utah County, the fastest growing county in the state, with a population expected to increase 27% over the next 10 years and 59% over the next 20 years.
- Utah is prone to drought as the second most arid state in America. The state's current draught conditions are the worst since 1956, which is spotlighting the importance of conservation initiatives.
- This makes Utah Lake a highly valuable water resource. It has 283BN gallons of water and 76 miles of shoreline. Utah Lake is the largest freshwater lake in Utah and the third largest in the western U.S.
- However, Utah Lake is broken. Lake Restoration Solutions (LRS) is a comprehensive plan to turn the clock back on 150 years of ecosystem degradation. It is a private/public partnership between the LRS team, government agencies, the state of Utah, and local municipalities (See: www.lakerestorationsolutions.com).
- LRS is a unique opportunity to restore, improve, and conserve an impaired waterway while creating valuable lakefront land in the center of one of the hottest real estate markets in the country. LRS aims to restore Utah Lake to a clean, clear-state, conserve tens of billions of gallons of water annually, protect and restore abundant native wildlife, and create world-class sustainable lakefront living. This will be accomplished through the combination of dredging, ancillary environmental works, and beneficial use of the dredged materials.

Utah Lake – The Problem



Utah Lake was one of the natural resources that attracted Mormon pioneers to the area. It used to be a pristine blue-green lake full of Bonneville cutthroat trout. Several things are responsible for severely altering the lake's ecosystem:

- **Water Evaporation:** Utah Lake has an average depth of just 9 feet. Given how shallow it is, half of the lake's water evaporates annually. Given the extent of the state's extreme draught conditions, water conservation, which includes restoring Utah Lake, is increasingly important and is at the forefront of Utah initiatives.
- **Extreme Pollution:** raw sewage was dumped into the lake up until 50 years ago. Geneva Steel operated near the lake's shore from 1944 to 2001, discharging metals into the lake. Fertilizer contamination from nearby farms also polluted the water. Water quality is further challenged by poor water flow and oxygenation and e-coli. High phosphorus and nitrogen nutrient levels result in frequent toxic algae blooms.
- **Non-native, invasive species:** carp were introduced to the lake in 1882 after pioneers had overfished trout. Carp now represent 90% of the biomass of Utah Lake, with an adult population of ~7.5MM. Carp have rooted out native plants that grew on the bottom of the lake, reducing the cover where young game fish can hide. Fewer plants also make it easier for waves to stir up sediments, making the water murky. Similarly, phragmites now dominate the lake. Phragmites outcompete native plants, displace native animals and increase lake evaporation.
- **High turbidity:** the shallow lake results in high water turbidity. Wind and wave action disrupt and re-suspend the lake bottom.



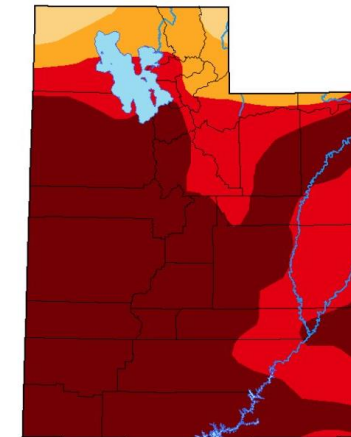
Spencer Cox @SpencerJCox · Jun 5

Replying to @SpencerJCox

My administration has already begun to formulate a bold, long-term water vision and plan for our state that will include major conservation initiatives, improving **Utah lake** and preserving the Great Salt Lake. Stay tuned for much more in the months to come. 5/



U.S. Drought Monitor Utah



June 15, 2021
(Released Thursday, Jun. 17, 2021)
Valid 8 a.m. EDT

	Drought Conditions (Percent Area)					
	None	D0-D4	D1-D4	D2-D4	D3-D4	D4
Current	0.00	100.00	100.00	97.90	90.15	63.97
Last Week 06-08-2021	0.00	100.00	100.00	97.90	90.15	63.97
3 Months Ago 03-16-2021	0.00	100.00	99.82	97.16	90.20	57.20
Start of Calendar Year 12-29-2020	0.00	100.00	100.00	97.38	90.11	68.56
Start of Water Year 09-29-2020	0.00	100.00	99.62	93.20	87.26	12.80
One Year Ago 06-16-2020	3.36	96.64	83.06	27.21	1.21	0.00

Intensity

None	D2 Severe Drought
D0 Abnormally Dry	D3 Extreme Drought
D1 Moderate Drought	D4 Exceptional Drought

Utah Lake – The Solution

- LRS will deepen the lake, which will reduce turbidity and improve water circulation. The average lake depth will increase to ~20 feet. Nutrient-loaded sediment will be sequestered and turned into islands.
- Dredging will improve circulation and water clarity and reduce the lake's surface area. The lake's storage capacity will increase by 40%.
- By deepening the lake, 34BN gallons of water are expected to be conserved annually. This is enough water to support 350-600k Utah residents annually.
- Strategic island placement will reduce wave height during wind events to enable reestablishment of submerged plant zones.
- The project will recover native June sucker and Bonneville cutthroat trout by removing the carp, establishing a native fish hatchery, reestablishing native habitat and re-establishing zooplankton, insects, and invertebrates in the lake ecosystem. Also, 6BN gallons of water will be saved annually by replacing 8,000 acres of phragmites and other invasive plants with native species.
- Six wastewater treatment facilities will be upgraded to prevent nutrient loading and 40 biofilters will be installed to clean the lake water.



DREDGING

A foundation of Utah Lake restoration



ISLAND CREATION

Central to create conditions for water quality improvements



WIND & WAVES

Allows restoring of plants to anchor lake sediments



WATER QUALITY

Cleaner and clearer water is possible



INVASIVE PLANT SPECIES ERADICATION

Invasive plants removed to restore clarity and native plant restoration



NATIVE PLANT RESTORATION

Native vegetation secures the lake bottom and restore water clarity



NATIVE FISHERY RESTORATION

June sucker, Bonneville cutthroat trout, and a healthy food source



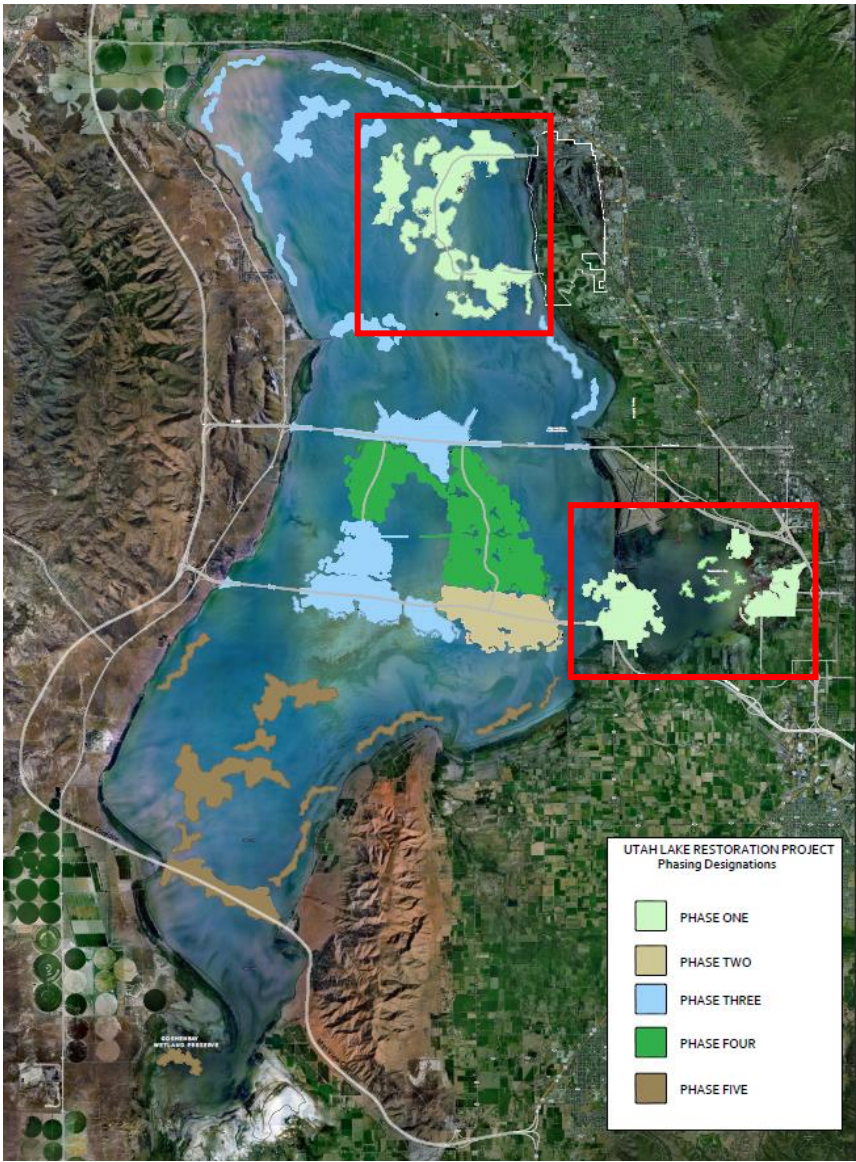
WILDLIFE HABITAT

Restored wildlife habitat is a benchmark of a restored lake

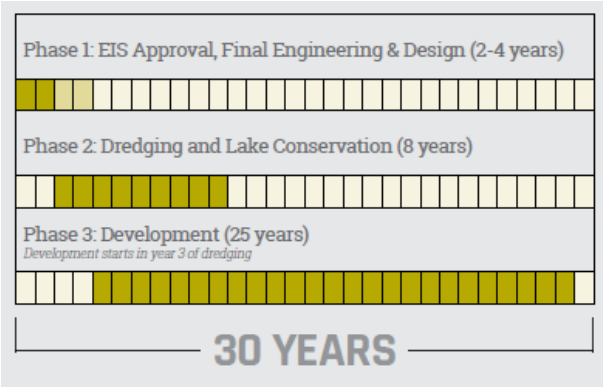
Lake Restoration Solutions – Overview

- The entire lake restoration project will be executed in 5 phases, encompassing 20k acres of land and spanning ~30 years.
- LRS will be one of the largest master-planned communities ever undertaken in the U.S. LRS is the largest real estate driven watershed improvement and environmental mitigation project ever conceived.
- Of the ~20,000 acres created, 16,508 acres are intended as development land. The remaining 3,500 acres will be recreation and estuary islands for environmental and public-use purposes.
- The development islands are master planned with various uses including single-family, multi-family, commercial, and retail.
- Of the 16,508 acres intended for development, nearly 50% of the gross acreage is reserved for parks, roads, open space, and other public use.
- Approximately 8,800 net acres of the total project will be sold to builders for construction of residential and commercial properties.

Complete Lake Restoration Project (30 years):



Phase and Function Timelines:



	Project year																
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037
Planning and development																	
Ancillary environmental works																	
Wastewater treatment facility upgrades																	
Phase 1																	
Dredging																	
Raw land sales																	
Dewatering & compaction																	
Phase 2																	
Dredging																	
Raw land sales																	
Dewatering & compaction																	
Phase 3																	
Dredging																	
Raw land sales																	
Dewatering & compaction																	
Phase 4																	
Dredging																	
Raw land sales																	
Dewatering & compaction																	
Phase 5																	
Dredging																	
Raw land sales																	
Dewatering & compaction																	

Lake Restoration Solutions – Phase 1

Phase 1 Map (5 years):



Phase 1 Map (5 years):

Year	1	2	3	4	5
Dredging					
Parcel 1					
Parcel 2					
Parcel 3					
Vineyard					
Provo Bay Causeway					
Passive Dewatering					
Parcel 1					
Parcel 2					
Parcel 3					
Vineyard					
Provo Bay Causeway					
Dewatering & Compaction					
Parcel 1					
Parcel 2					
Parcel 3					
Vineyard					
Provo Bay Causeway					

- Phase 1 is a much smaller scale than the entirety of the LRS project.
- Phase 1 is the creation and horizontal development of approximately 3,500 gross acres near Vineyard City and in and around Provo Bay.
- Most of Phase 1 is situated near Vineyard City, the fastest growing city in America, with additional parcels adjacent to Provo.
- LRS already has land purchase commitments on 2,466 acres, with expected purchase commitments for 80% of the available land in Phase 1 prior to the beginning of dredging.
- The other 20% will be reserved for sale to qualified buyers who are not part of the initial builder consortium.
- Importantly, Phase 1's outcome is not dependent on LRS's future phases.

Lake Restoration Solutions – Dredging

- Dredging is an indispensable part of LRS. Dredging will deepen the lake, remove and encapsulate the sediment, and reduce lake-bottom turbidity. This will conserve an estimated 34BN gallons of water per year and help restore the lake's water quality.
- The beneficial use of dredged material is central to restoring Utah Lake. Islands control wind and reduce wave height by up to 60%, improve water clarity, expand fish and wildlife habitat, and create new recreation opportunities.
- Designed by the Army Corps of Engineers, geotubes encapsulate, consolidate, and compress fine sediment. They also provide the outline shape of the islands.
- Utah County is currently facing a significant shortage of land availability for home building and other development, creating significant upward pressure on land values. The raw land created on Utah Lake is achievable at a cost of 60-70% less than the average market price-per-acre for raw land in Utah County.
- The business model of Phase 1 is primarily driven by horizontal development. Land will be created through dredging, final grading will be completed, and roads and infrastructure will be installed. Then, land will be sold to builders for vertical development.



Lake Restoration Solutions – Land Creation

LRS has engaged Geosyntec, the preeminent national engineering firm that works on many high-profile public infrastructure and waterway projects.

Examples of Successful Land Creation Projects:

- Much of the City of Galveston, TX, where dredge material has been used for fill, erosion control, hurricane protection, foundation material, and other beneficial uses for the past 85 years.
- Thousands of residences and businesses built on sandy dredge material in Tampa, St. Petersburg, Clearwater, Sarasota, Miami, Jacksonville, and numerous other locations in Florida.
- Residential areas in the Borough of Bronx and shorelines of East and Hudson Rivers in New York City, NY.
- Residential and business areas throughout the city of New Orleans, LA, both on the riverfront and on Lake Pontchartrain.
- A large industrial/residential/commercial complex, including a marine park, built on sandy dredge material in San Diego, CA.
- A large shopping center complex built on dredge material at Swan Island on the Columbia River in Portland, OR. This includes retail and low-rise office buildings.

Case Study Site Physical and Dredged Material Characteristics
(from Conrad and Pack 1978)

Site	Location	Approximate Size		Soil Characteristics				Depth to Foundation Strata	
		ha	acres	Type	Grain Size	Bearing Capacity	Vegetative Support	m	ft
Artificial Island	Salem County, NJ	81	200	Silty clay loam	Fine	Fair	Good	21	70
Bay Port	Green Bay, WI	233	575	Sand/clay	Fine	Poor	Good	5	15
E. Potomac Park	Washington, DC	133	329	Silt/clay	Fine	Poor	Good	31	100
Florida State Fairgrounds	Hillsborough Co., FL	112	276	Silt/clay	Fine	Poor	Good	N/A	N/A
Hookers Point	Tampa, FL	162	400	Silt/clay	Fine/medium	Fair	Good	N/A	N/A
Hoquiam	Hoquiam, WA	18	45	Sand/silt	Fine	Fair	Good	10	34
Patriots Point	Charleston, SC	182	450	Silty loam	Fine	Poor	Good	18	60
Vicksburg	Vicksburg, MS	142	350	Sand/silt	Fine	Good	Good	12	40
Pelican Island	Galveston, TX	1,306	3,225	Silt/clay	Fine	Fair	Good	N/A	N/A
Port Jersey	Jersey City, NJ	172	430	Sand/clay	Fine to medium	Fair	Poor	23	75
Blount Island	Jacksonville, FL	680	1700	Silt/clay	Fine	Good	Good	25	80
Rivergate	Memphis, TN	172	425	Sand/clay	Medium	Good	Good	N/A	N/A

East Potomac Park, Washington D.C.:



Lake Restoration Solutions – Team

- The LRS team is a world-class group of experts and infrastructure professionals. The team has delivered more than \$150BN in completed projects, including similar multi-billion-dollar island creation and large earthmoving infrastructure projects in countries around the world (United Arab Emirates, Panama, Saudi Arabia, U.S. and Canada).
- An advisory board of strategic partners, prominent Utah families, and several premier of the state's largest real estate developers is in place.
- Separately, a builder consortium of 8-10 commercial and residential builders will complete the final vertical build of the master plan. These local, regional, and national builders are selected according to their financial strength, reputation for delivering quality products, and marketing and sales expertise.



Ryan Benson – Founder, CEO

Mr. Benson is a founder of the Utah Lake Restoration Project and CEO of LRS. A Harvard educated attorney, he directed the efforts to secure the support of the State of Utah for the project, including its selection through the RFP process and shepherding the passage of the authorizing legislation. Ryan has practiced law for 19 years and has practiced in some of the nation's most prestigious law firms.



Scott Peters, PLA, ASLA – Senior Landscape Architect

Mr. Peters brings over 25-years of federal environmental planning and permitting experience to the team. He has served as principal, project manager, senior-landscape architect, or lead designer for over 150 large-scale, multi-disciplinary public and private projects globally. Scott's environmental planning experience is extensive and spans multiple sectors and uses.



Klair White – CFO

Ms. White oversees LRS's financial and commercial structuring and implementation. She previously served as Senior Vice President of Environmental Infrastructure with Ernst & Young. Originally from the UK and a graduate of Oxford, Klair has 14 years of experience supporting the financing and delivery of large-scale infrastructure projects, with a primary focus on water, waste, energy, and renewables.



Jon Benson – COO

Mr. Benson is Chief Operating Officer of LRS. After graduating from Brigham Young University in Business Management and Strategy, Jon joined a publicly-traded (NASDAQ) technology and product company, where he quickly ascended to Director of Operations.



Robert Scott – Director of Planning & Design

Mr. Scott has 50-years of experience as an urban designer, urban planner and project manager for large-scale public and private projects globally. Robert was general manager of design and planning on several of the world's largest island-creation projects including Palm Deira, Mina Rashid, and The World. He has completed over \$100BN in projects over the course of his career.



Rudy Bonaparte, PH.D. – Senior Principal Engineer

Mr. Bonaparte is a Senior Principal Engineer at Geosyntec and has nearly 40 years of experience in geotechnical and geo-environmental engineering. Rudy served as the President and CEO of Geosyntec for 20 years and now serves as its Chairman.

LRS – Cap Table and Funds Committed



- LRS is a private/public partnership between the LRS team, government agencies, the state of Utah, local municipalities, and renowned real estate developers.
- Full implementation of LRS is anticipated to take up to 30 years and require approximately \$6BN of investment. Project commitments include:
 - \$5BN commitment from Citigroup for land improvements and infrastructure bonds.
 - \$250-500MM is targeted with the EPA WIFIA program for dredging and environmental restoration.
 - Over \$1.0BN in land sale commitments.
 - \$100MM in nonprofit legacy contributions and partnership in-kind contributions.
 - \$15MM commitment from Prospera
 - \$10MM in funding from the State of Utah.
 - \$5MM in funding from Vineyard, Utah.
- A high-level summary of total LRS cost estimates is shown below.

\$2.2 billion	Dredging 900,000,000 cubic yards of sediment
\$357 million	Rock/stone for islands and lake restoration
\$162 million	Water treatment upgrades
\$550 million	Studies, science modeling, research, and engineering
\$1.2 billion	Provo Bay, tributaries upgrades, and trails
\$400 million	Wetlands, littoral zone restoration, and water circulation
\$565 million	Fish hatchery and fish restoration
\$500 million	Recreation development projects



October 2, 2020

Mr. Lee Forsgren
Deputy Assistant Administrator
Office of Water
Environmental Protection Agency
1200 Pennsylvania Avenue NW
Washington, DC 20004

Dear Mr. Forsgren,

The Governor's Office of Economic Development (GOED) is pleased to support the application for supplemental loan funding from the Environmental Protection Agency's Water Infrastructure Finance Innovation Act (WIFIA) program as submitted by Lake Restoration Solutions, the State's competitively selected partner in the Utah Lake Restoration Project. GOED will support a legislative appropriation of \$10 million as a loan guarantee through funds that would remain in a protected account until such time that WIFIA program managers, the State of Utah and Lake Restoration Solutions mutually agree that the funds no longer need to be held in reserve.

Utah Lake is the third largest freshwater lake in the western United States. It is a critical part of our state's water storage plan and the habitat of two endangered fish species. The State of Utah has long recognized the need for a comprehensive solution to the many environmental challenges that plague Utah Lake, and every year the State appropriates millions of dollars for conservation efforts. Unfortunately, the cost of a holistic, comprehensive solution is beyond the financial abilities of the State's normal budgeting parameters.

Through this unique public-private partnership, the Utah Lake Restoration Project will provide dredging, lakebed restoration, shoreline restoration, wetlands rehabilitation, removal of invasive plant and fish species, upgrades to five waste water treatment facilities, islands to suppress wind and wave damage, and an increase in storage capacity of more than 30 billion gallons of water through decreased evaporation. The end result will be a clean, clear lake with native fish species, migratory bird habitat, healthy ecosystems, outstanding recreational opportunities, and other benefits of regional and national significance.

GOED recognizes that EPA's WIFIA program would significantly accelerate the Utah Lake Restoration Project and requests your serious consideration of this critical water conservation project.

Sincerely,

Q. Val Hale
Executive Director



Corinne Parker
Managing Director
Public Finance Department

390 South Grand Avenue
Suite 3110
Los Angeles, CA 90051

T 213-406-7130
corinne.parker@citi.com



March 16, 2021

Ryan Benson, Chief Executive Officer
Lake Restorations Solutions, LLC
Ryanbenson@lakerestorationsolutions.com

Mr. Benson:

Overview

Citigroup Global Markets Inc. ("Citi") is pleased to confirm our appointment by Lake Restoration Solutions, Inc. (the "Project Manager") as structuring agent, placement agent, and/or underwriter in connection with one or more proposed underwritings or placements (collectively, the "Offering") of certain debt securities (as further described below, the "Securities"). The entity that will serve as borrower (the "Project Company") will be the Project Manager or a special purpose vehicle to be formed by the Project Manager, in each case, with the Securities to be issued by an acceptable municipal conduit issuer (the "Issuer").

Proceeds from the Securities are expected to be used to pay for the acquisition, creation, dredging, remediation, improvement and development of property, water rights, infrastructure and facilities as part of the Utah Lake Restoration Project (the "Project"). The total par amount of the Securities is expected to be up to \$5 billion and may be issued across various phases and tranches/series over time. The security and collateral package for the Securities is to be determined, but may include a lien on the Project, a security interest on assets of the Project Company, special taxes or assessments levied against property, tax increment dollars, ad valorem property taxes, revenues generated by the Project and third party guarantees or enhancements.

The Securities may be offered in any combination of tax-exempt revenue bonds, taxable revenue bonds, project revenue bonds, or privately placed bonds and/or notes offered pursuant to an exemption from registration under the Securities Act of 1933, as amended (the "Securities Act"), under one or a combination of Section 3(a)(2) or 4(a)(2) thereof, Rule 144A, and/or Regulation S thereunder.

Citi will be acting solely as a principal and not as the Project Manager's, Issuer's or the Project Company's agent (except when specifically designated as a placement agent with respect to a particular Offering), advisor or fiduciary. Further, Citi has not assumed a fiduciary responsibility with respect to the Project or any offering of the Securities, and neither this engagement nor any prior relationship between the Project Manager, Issuer or the Project Company and Citi will be deemed to create an advisory, fiduciary or agency (except when specifically designated as a placement agent with respect to a particular Offering) relationship between us in respect of this Project or any offering of the Securities.



United States Environmental Protection Agency
Washington, DC

Re: Utah Lake Restoration Project—Letter in Support of WIFIA Application

To Whom It May Concern:

I serve as the current Mayor of Vineyard, Utah. I understand that Lake Restoration has submitted a Letter of Interest seeking credit assistance under the Water Infrastructure Finance and Innovation Act of 2014 in the range of \$30-385 million.

We are very familiar with Lake Restoration Solution's plan to dredge Utah Lake and create real property (island formation) with the dredge material, with the intent of selling the real property for private development. The project will significantly improve the water quality of Utah Lake and, among other benefits, remove invasive species and enhance recreational activities on and around the lake. Lake Restoration has made significant progress toward making this project a reality, including progress on various permits and environmental approvals and raising equity financing.

A key component of applying for WIFIA assistance is to demonstrate credit worthiness of the borrower's financial obligations. Vineyard strongly supports the efforts of Lake Restoration Solutions to implement the project and obtain the WIFIA loan and in that regard hereby appropriates \$5,000,000 cash or cash reserves to be used for eligible approved project related costs. Our commitment is subject to review of the final project finance plan and approval of the final proposed WIFIA/RDA funded projects as well as review and approval of documentation in evidence of our commitment.

Thank you for your consideration of this application for the betterment of the region and state.

Sincerely,

Julie Fulmer
Mayor of Vineyard, Utah



September 29, 2020

To Whom It May Concern:

Prospera has made an equity investment of \$15,000,000 into Lake Restorations Solutions Inc. (LRS) to support delivery of the Utah Lake Restoration project and supplement the funding of eligible project costs being sought from the EPA under its Water Infrastructure Finance and Innovation Act of 2014 (WIFIA) program. As a high-performing commercial fund management company providing real estate offerings for accredited investors, Prospera has also provided LRS with a letter of intent to purchase 500 to 650 acres for a total of \$422.5 million.

Prospera's equity and land purchase commitments illustrate confidence in the project and the positive economic and, more importantly, environmental impacts on the lake, surrounding communities and beyond. We are familiar with the process and plan to both dredge the lake and create real property through island formation. The clean-up scope of the project is overdue. If the lake isn't restored, the invasive and toxic conditions will continue to evolve as a major environmental and health liability. Beyond those important mitigation and restorative efforts, the land creation and recreational enhancements to the lake will be valuable fringe benefits. The real estate and clean development nature of the project are the very aspects that make it financially feasible.

Given these significant project benefits, Prospera further agrees to provide a \$100 million loan guarantee to backstop a significant component of the WIFIA loan requested by LRS. In doing so, Prospera commits to help LRS meet its WIFIA debt service obligations if applicable, and thereby enhance the project's creditworthiness and eligibility.

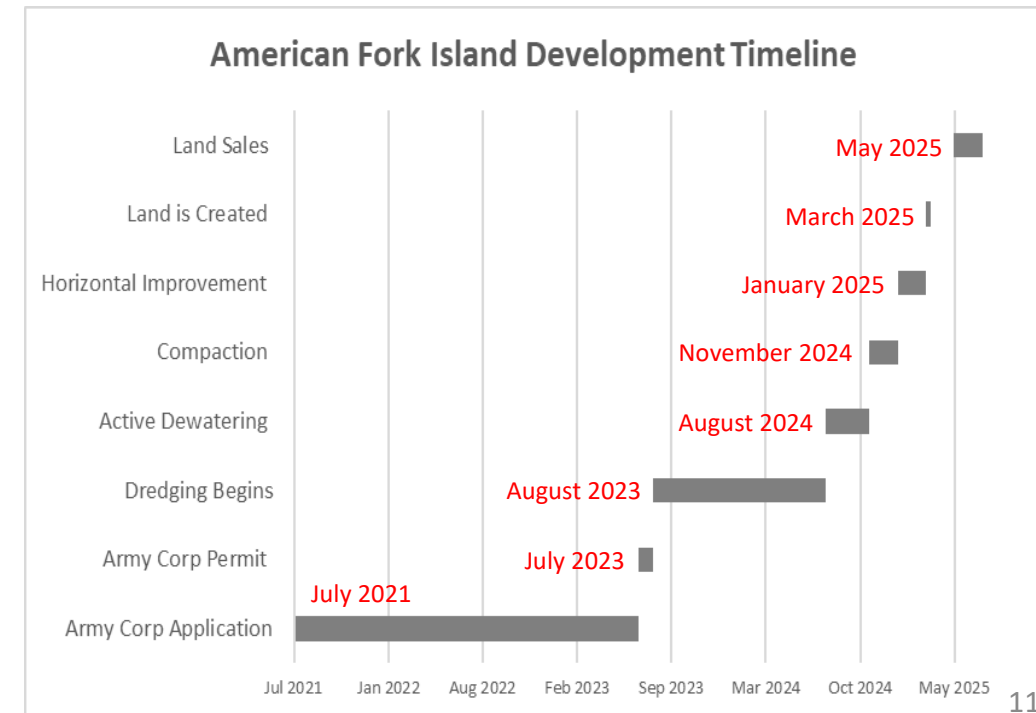
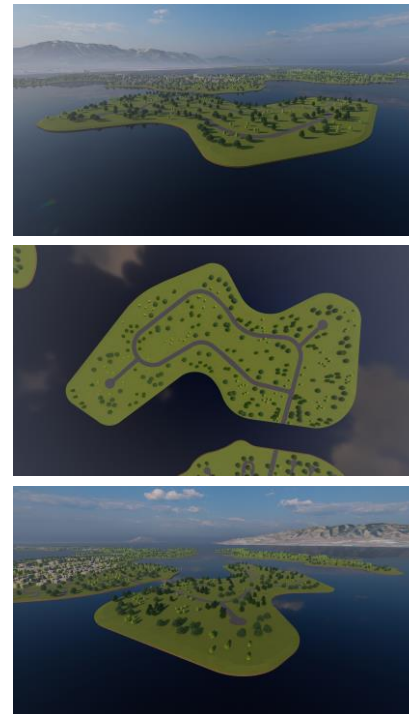
Prospera has originated more than \$1 billion of private investments since inception 12 years ago and currently manages private real estate and equity funds with over \$500,000,000 in capacity and commitments. The funds control extensive equity, mostly in its real estate portfolios. Our extensive transactional experience as a sponsor and investor hasn't yet required a corporate rating, but we have, and will continue to have, sufficient financial capacity to support the project's debt obligations as needed, as well as transact the intended land purchases referenced above. We will be happy to provide additional information on our current and projected financial capacity in due course, and work with LRS to put the guarantee in an acceptable format for the EPA. Such commitment is also subject to relevant federal, state and local approvals.

Thanks,

Sean Clark
CEO, Prospera

LRS – Example of Land Creation Timeline

- In order to illustrate how the revenues and returns of Utah Lake Development Fund, L.P. will be generated, we have modeled the timeline and economics of one island that will be part of LRS's Phase 1. LRS is calling it the American Fork Island given its proximity to that city in Utah County. It will be the northernmost island on the lake and is anticipated to be 119 gross acres.
- American Fork Island is expected to have a minimum of 60 lots and will be a combination of lakefront and interior lots. The lots will range from half-acres to 7-acre estates.
- The development timeline is shown on the right. Following the application and permitting process, dredging is expected to commence by summer 2023.
- The land-sale process is expected to begin in May 2025, at which point revenue will begin to flow to investors. Land sales are expected to conclude by summer 2026 at the latest, which would result in a hold period of 5 years.



LRS – Example of Revenue Generation

- Continuing with the American Fork Island example, in nearly all sensitized scenarios of land sale prices, LPs will receive a 3.0x net return.
- For LPs to realize a 1.95x net return, the sales price/acre would have to be \$350k, which is an unheard-of land value in Utah County.
- Any land sale price above \$480k/acre would result in a 3.0x net return. Given Utah County's land scarcity, an analysis of current lot listings reveals no comparable full-acre lots selling for less than \$650k/acre. There are less desirable quarter-acre lots selling for \$300k.
- We anticipate the use of up to 70% of leverage on the created land in order to maximize total value to the partnership.

LP Downside Case						
Dates	6/30/2021	6/30/2022	6/30/2023	6/30/2024	6/30/2025	6/30/2026
Capital Outlay	\$ (10,000,000)					
Return of Equity						\$ 10,000,000
Pref Paid						6,003,288
Split (80/20)						3,457,970
3x MOIC Max Clawback						-
Total	\$ (10,000,000)	\$ -	\$ -	\$ -	\$ -	\$ 19,461,258
MOIC	1.95					
Accrued Pref			(1,200,000)	(2,400,000)	(3,603,288)	(3,603,288)
Pref (12%)		(1,200,000)	(1,200,000)	(1,203,288)	(1,200,000)	(2,400,000)
Outstanding Pref Owed		(1,200,000)	(2,400,000)	(3,603,288)	(4,803,288)	(6,003,288)

LP Base Case						
Dates	6/30/2021	6/30/2022	6/30/2023	6/30/2024	6/30/2025	6/30/2026
Capital Outlay	\$ (10,000,000)					
Return of Equity						\$ 10,000,000
Pref Paid						6,003,288
Split (80/20)						13,609,970
3x MOIC Max Clawback						-
Total	\$ (10,000,000)	\$ -	\$ -	\$ -	\$ -	\$ 29,613,258
MOIC	2.96					
Accrued Pref			(1,200,000)	(2,400,000)	(3,603,288)	(3,603,288)
Pref (12%)		(1,200,000)	(1,200,000)	(1,203,288)	(1,200,000)	(2,400,000)
Outstanding Pref Owed		(1,200,000)	(2,400,000)	(3,603,288)	(4,803,288)	(6,003,288)

LP Upside Case						
Dates	6/30/2021	6/30/2022	6/30/2023	6/30/2024	6/30/2025	6/30/2026
Capital Outlay	\$ (10,000,000)					
Return of Equity						\$ 10,000,000
Pref Paid						6,003,288
Split (80/20)						23,761,970
3x MOIC Max Clawback						(9,765,258)
Total	\$ (10,000,000)	\$ -	\$ -	\$ -	\$ -	\$ 30,000,000
MOIC	3.00					
Accrued Pref			(1,200,000)	(2,400,000)	(3,603,288)	(3,603,288)
Pref (12%)		(1,200,000)	(1,200,000)	(1,203,288)	(1,200,000)	(2,400,000)
Outstanding Pref Owed		(1,200,000)	(2,400,000)	(3,603,288)	(4,803,288)	(6,003,288)

LP Returns

American Fork Island		
Equity Investment	\$	10,000,000
Scenario	Net Return	MOIC
Downside Case	\$ 19,461,258	1.95x
Base Case	\$ 29,613,258	2.96x
Upside Case	\$ 30,000,000	3.00x

Sales Price/Acre	Multiple
350,000	1.95x
375,000	2.15x
400,000	2.35x
425,000	2.56x
450,000	2.76x
475,000	2.96x
500,000	3.00x
525,000	3.00x
550,000	3.00x

Total Project Cost (TPC)		% TPC
Land Creation Costs		
Dredging	\$50,000/acre	\$5,950,000 39.1%
Dewatering	\$15,034/acre	\$1,789,000 11.8%
Compaction	\$19,000/acre	\$2,261,000 14.9%
Land Creation Costs	\$84,034/acre	\$10,000,000 65.8%
Infrastructure Improvements		
Soft Costs % Hard Cost (Permitting, Design, Etc)	25.00%	\$1,041,250 6.8%
Improving Land Costs	\$43,750/acre	\$5,206,250 34.2%
Total Project Cost (TPC)		\$15,206,250 100.0%

Utah Lake Development Fund – Deal Terms

- **Investment Objective:** Through Utah Lake Development Fund, L.P., Foresight and Prospera have formed an exclusive partnership with LRS. This syndicate offering is tied to Phase 1 of the multi-decade, private/public partnership that has a total cap table in excess of \$6BN in commitments and funding. LP capital will initially go toward project costs for planning, environmental and preliminary design prior to NEPA (National Environment Policy Act) clearance. Surplus funds may be expended on further design, pre-construction or construction work.
- **Asset Raise:** \$10-15MM of equity from LPs.
- **Investor Eligibility:** Qualified Client (\$2.1MM net worth excluding primary residence OR \$1.1MM in AUM with Foresight).
- **Minimum Investment:** \$500,000.
- **Return Target:** 3.0x net return to LPs (see the “LRS – Example of Revenue Generation” slide). This equates to a 24.6% net annualized return on a 5-year hold period and a 31.6% net annualized return on a 4-year hold period.
- **Preferred Return:** 12% preferred return for LPs.
- **Holding Period:** 4-5 years (see the “LRS – Phase 1” slide).
- **Management Fees:** 2% management fee; 20% incentive fee (80% to LPs, 20% to GP).*

Investment Structure		LP	GP
		Partner Splits:	
Preferred Return	12.0%	100%	0%
GP Promote	20.0%	80%	20%

* Please see official offering documents for complete deal terms and disclosures.

Foresight's Commitment Letter



June 16, 2021

Utah Lake Restoration Project – Commitment letter

To Whom It May Concern:

We understand that Lake Restoration Solutions (LRS) is submitting a Letter of Interest seeking credit assistance under the Water Infrastructure Finance and Innovation Act of 2014 (WIFIA) in an amount ranging \$180-\$770 million.

Foresight Wealth Management LLC (FWM) is a privately-owned investment management and financial planning firm, with Assets Under Management of approximately \$1.1 billion. We are an independent SEC-Registered Investment Advisor, providing hands-on, customized investment management services to individuals, families, businesses, and nonprofit organizations. FWM has made Inc. 5000's Fastest-Growing Private Companies list since 2016. Additionally, FWM has made MountainWest Capital Network's list of Utah's fastest growing 100 companies annually since 2014.

Headquartered in Draper, Utah, FWM is very familiar with LRS's plan to dredge Utah Lake and create real property (island formation) from the dredged and dewatered material, with the intent of selling the real property for private development and municipal management. The project will significantly improve the water quality of Utah Lake and, among other benefits, remove invasive species and enhance recreational activities on and around the lake. LRS has made significant progress toward making this project a reality, including initiating various permits and environmental approvals, fieldwork and technical studies, and attracting public and private investment to support the project finance plan.

In support of the project, we are making a binding commitment to provide LRS with a \$10 million capital investment. Such investment will initially be contributed toward project costs for planning, environmental and preliminary design prior to NEPA / environmental clearance. Any surplus funds may be expended on further design, pre-construction or construction works, subject to NEPA / environmental clearance being obtained.

Notwithstanding anything herein to the contrary, our commitment is subject to compliance with relevant federal, state and local laws and regulations and does not limit the independent evaluation and sole discretion of LRS to consider various project alternatives and conduct the required environmental review process for the Project.

Yours sincerely,



Adam Nugent
Founder and CEO

Disclaimers

Advisory services are offered through Foresight Wealth Management, a registered investment adviser. Registration is not an endorsement of the firm by securities regulators and does not mean the adviser has achieved a specific level of skill or ability. All investment strategies have the potential for profit or loss. Asset allocation and diversification will not necessarily improve an investor's returns and cannot eliminate the risk of investment losses. There can be no guarantee that an investment or strategy will be suitable or profitable for an investor's portfolio.

Alternatives Risk: Non-traded REITs, business development companies, limited partnerships, and direct alternatives are subject to various risks such as liquidity and property devaluation based on adverse economic and real estate market conditions and may are not suitable for all investors. A prospectus or a private placement memorandum that discloses all risks, fees, and expenses may be obtained from your advisor. Read this document carefully before investing. This disclosure is not a solicitation or offering which can only be made in conjunction with a copy of the prospectus. Investors considering an investment strategy utilizing alternative investments should understand that alternative investments are generally considered speculative in nature and may involve a high degree of risk, particularly if concentrating investments in one or only a few alternative investments.

Risks Associated with Investing in Private Funds: Private investment funds are not registered with the Securities and Exchange Commission and may not be registered with any other regulatory authority. Accordingly, they are not subject to certain regulatory restrictions and oversight to which other issuers are subject. There may be little public information available about their investments and performance. Moreover, as sales of shares of private investment companies are generally restricted to certain qualified purchasers, it could be difficult for a Client to sell its shares of a private investment company at an advantageous price and time. Since shares of private investment companies are not publicly traded, from time to time it may be difficult to establish a fair value for the Client's investment in these companies.

Illiquid securities: Illiquid securities involve the risk that investments may not be readily sold at the desired time or price. Securities that are illiquid, that are not publicly traded, and/or for which no market is currently available, may be difficult to purchase or sell, which may impact the price or timing of a transaction. An inability to sell securities can adversely affect an account's value or prevent an account from taking advantage of other investment opportunities. Lack of liquidity may cause the value of investments to decline, and illiquid investments may be difficult to value. A Client may not be able to liquidate investment in the event of an emergency or any other reason.

Certain investment strategies used by our firm may invest in illiquid asset vehicles, such as private equity and real estate. Investment in an illiquid asset vehicle poses similar risks as direct investments in illiquid securities. In addition, investment in an illiquid asset vehicle will be subject to the terms and conditions of the illiquid asset vehicle's investment policy and governing documents, which often include provisions that may involve investor lock-in periods, mandatory capital calls, redemption restrictions, infrequent valuation of assets, etc. In addition, investments in illiquid securities or vehicles will normally involve investment in non-marketable securities where there is limited transparency. Investments in illiquid securities or vehicles may include restrictions on withdrawal rights and shares may not be freely transferable.