



## Exhibit A – Conditional Scope of Work

### Overview of the Vision & Contemplated Re-Branding

The ensuing scope of work (the “Scope of Work”) is predicated on a strategic vision (the “Vision”) to re-brand “Triangle Village Auto Mall”, which has often been confused as an automobile dealership. This Vision contemplates re-positioning this property as a unique, well-defined and identifiable specialty retail mall that people will think of first to come in for a “*pit stop*” for all of their vehicles’ needs, or for themselves — typically, in the form of a bite to eat or other refreshment.

Making this Vision a reality requires a re-branding, which includes (among other things) a name change that is thematically consistent with this Vision – hence the name *The Pit Stop of Durham* (“*TPSoD*”).

This Scope of Work contemplates the follow-through on a range of planned improvements and other initiatives, some of which have been started, but not yet completed, and others which must be “finessed” through creative means in order to obviate noted hurdles.

### Background

TPSoD was acquired by *Spencer C. Young Investments, Inc.* (a New York Corporation licensed to do business in North Carolina) in December 2004, because this ideally located property can be re-branded to revitalize local commerce for its tenants, and in turn enhance its value to the surrounding community (the “Re-Branding”)

Contemplated in this Re-Branding are a series of improvements and activities, some of which have been completed to date, including:

1. Repainted the exterior building;
2. Re-blacktopped and re-stripped parking lot;
3. Removed overgrown trees and shrubs that blocked visibility
4. Re-landscaped property with attractive trees and shrubs



5. Installed large aesthetically attractive planters with colorful flowers throughout property, which are maintained in a manicured state to promote an “inviting” feel for patrons;
6. Installed new navy blue and red awnings;
7. Painted the mansard roofs a matching navy blue;
8. Installed an entirely new sewerage pumping station, with dual motors to provide emergency back-up redundancy;
9. Implemented parking lot policies and monitoring of compliance to improve available parking for patrons; and
10. Began re-tenanting certain spaces, to create a tenant mix more consistent with the Vision contemplated.

Other projects are contemplated in this Re-Branding, some of which were started, but not completed and with the redevelopment contract to which this Exhibit relates, Benjamin Construction has been asked to head up these other projects in the context of the ensuing scope of work contained herein (the “Scope of Work”), and coordinate their efforts to the extent practicable with *Hunter & Associates*, as property manager to the subject property.

Notwithstanding, this Scope of Work is deemed “conditional” as certain features of the contemplated Redevelopment will be impacted by factors outside the auspices of its owner (parent company of ownership entity is *Spencer C. Young Investments, Inc.*), such as cooperation by certain existing tenants, certain municipalities (e.g., the *North Carolina Dept. of Transportation*, the *City of Durham* and *Durham County*), as well as the needs of targeted prospective tenancies.

Importantly, the Scope of Work also contemplates close collaboration with Spencer C. Young, President of *Spencer C. Young Investments, Inc.*, who is the person responsible for cultivating the Vision contemplated in this Re-Branding.

### Brand Logo

The brand logo created for *TPSoD* is shown to the right, and prominently features the new property name, its location and colorful racing flags – consistent with the contemplated Vision.

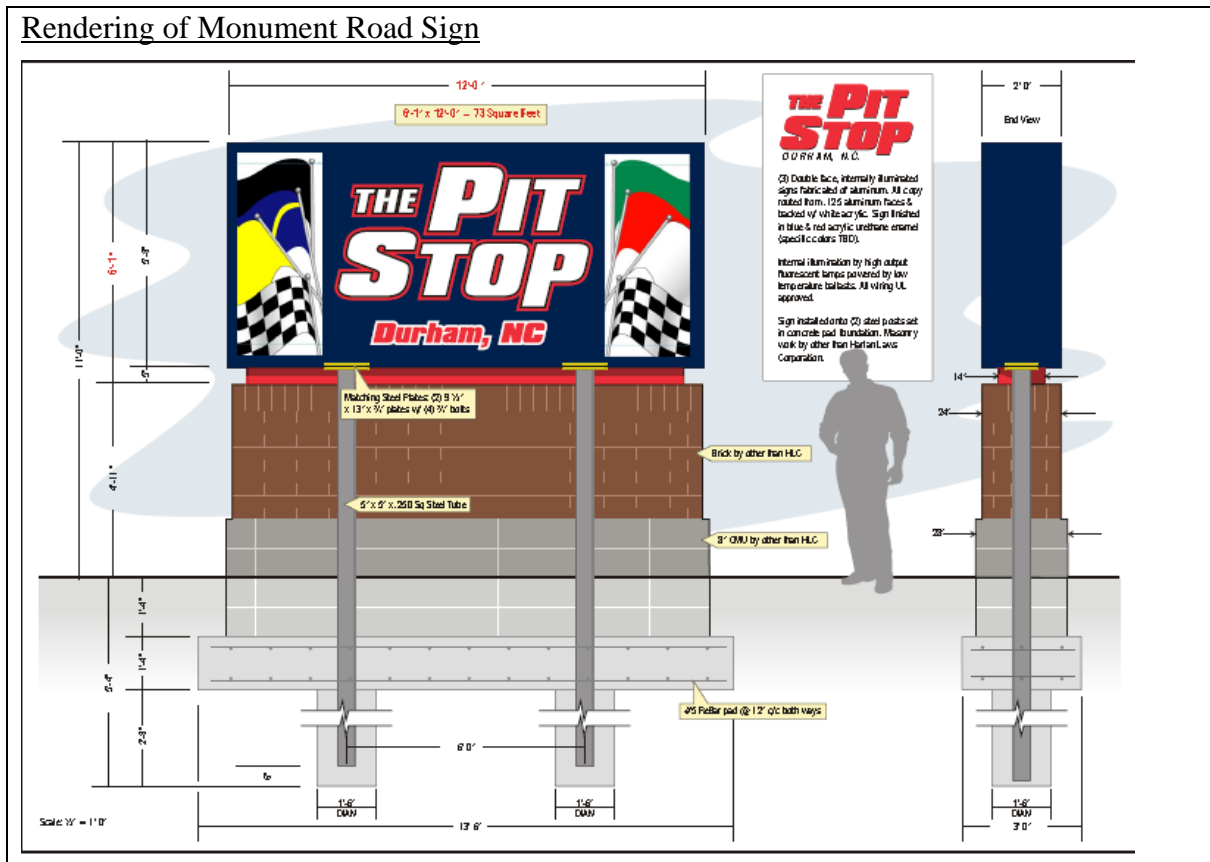




## Monument Road Signs

An important aspect in the contemplated Re-Branding will be the installation of, large, eye-catching colorful monument road signs, containing the brand logo for the property. The colors of the lettering coincide with the newly installed Navy Blue and Red awnings, along with painting the navy blue mansard roofs.

In order to obtain unfettered approval for the monument sign contemplated, the small stand-alone signs of *Taco Bell*, *Arby's*, *Pizza Hut* and *All-Tune & Lube* may have to be relinquished. To this end consideration may be given to include their respective logos within the sign (e.g., along the bottom), with the selling points being: (1) they are part of the re-branding, and will benefit from the resultant increased commerce; (2) they will be part of much larger eye-catching signage; and (3) they will each have signage at three separate locations capturing traffic from both NC Highway 54 and 55, instead of just one location; and (4) their existing signs are redundant because they are located in front of their respective store fronts, and set so low that have limited effect.





Examples of small and ineffective stand-alone signage for Pizza Hut and Taco Bell

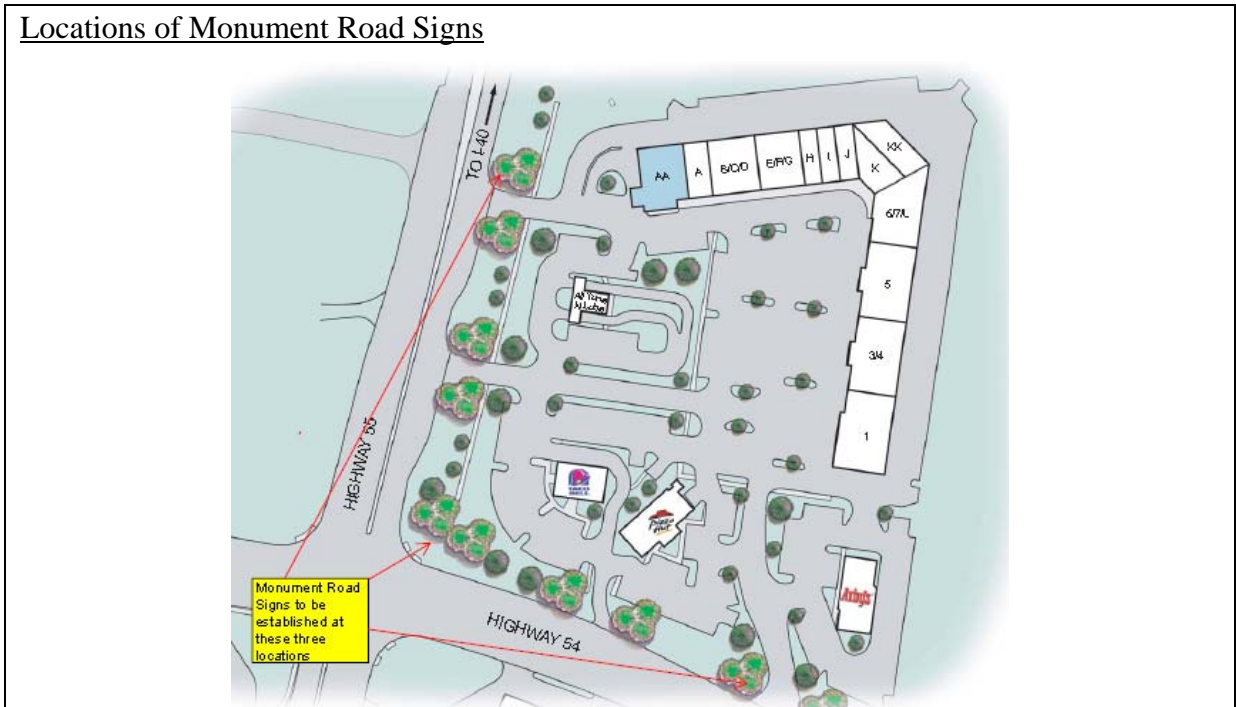


These Monument Road Signs are to be placed at three locations:

- The Northern-most entrance on NC Highway 55
- The Eastern-most entrance on NC Highway 54 and
- At the intersection of NC Highways 54 & 55 . . .

. . . As illustrated below.

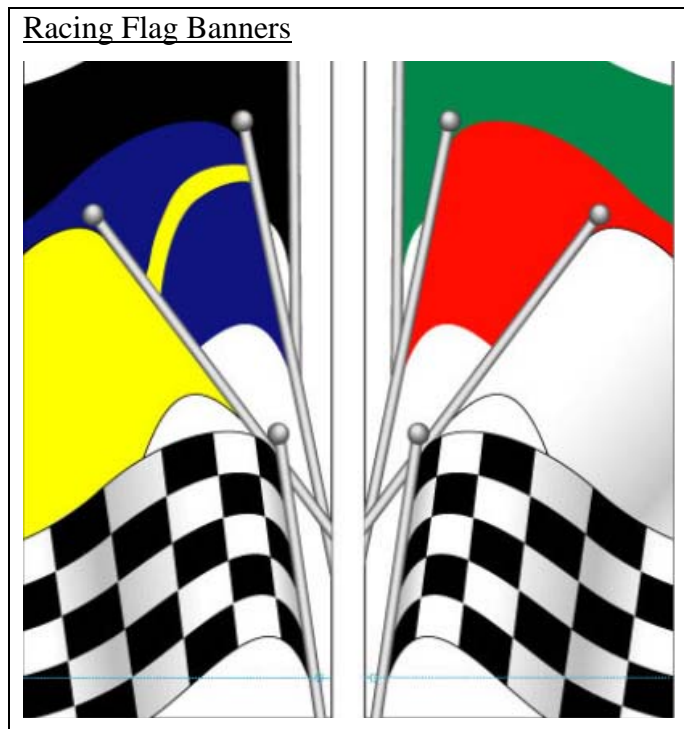
Locations of Monument Road Signs





## Thematic Banners

Consistent with the logo and contemplated re-branding will be the installation of racing flag banners that will be attached on opposite sides at the top of each lamp post throughout the subject property, including out-parcel tenants, to develop a sense of consistency throughout this specialty mall. A rendering of these thematic banners is reflected below.



## Security

The security at TPSoD will be improved by installing lighting throughout the back lot and installing security cameras that will cover both the back lot and main parking lot. These cameras will feed their images to a password protected website that will also be recorded digitally, and which can be downloaded to a streaming video format for the prosecution of security breaches. Consideration as to the viability and practicality of a perimeter fence will also be evaluated.



## NC Highway 55 - Median Removal

Discussions and meetings have been held with the *North Carolina Dept. of Transportation* (“*NCDOT*”) in the context of permanently removing the concrete median that has run along NC Highway 55, as doing so will improve ingress & egress to *TPSoD*, improve traffic flow and enhance highway safety. Further meetings will be held with appropriate government officials, and engagement of support from nearby commercial property owners also impacted will be sought, and political support will be engaged through the *Greater Durham Chamber of Commerce*.

Slides from a presentation made to the *NCDOT* are shown below, reflecting our objectives and rationale for our cause:

<p><b>Triangle Village Auto Mall (“TVAM”)</b></p> <p><b>Presentation To The North Carolina Dept. of Transportation</b></p> <p>Request For <u>Permanent Removal</u> Of Problematic Median on NC Highway 55 In Durham, North Carolina</p> <p><b>September 6, 2006</b></p>	<p><b>Our Request . . .</b></p> <p>We Request the North Carolina Department of Transportation (“NCDOT”) Approve And Provide For:</p> <p><b>Median Cuts On NC Highway 55 (Just North of the Intersection with NC Highway 54)</b></p>
<p><b>. . . Is Simple . . .</b></p> <p>We Seek Permanent Removal of this Median</p>	<p><b>. . . And Compelling.</b></p> <ul style="list-style-type: none"> <li>● Correct Unsafe Traffic Back-Up Conditions on NC Hwy 55 and NC Hwy 54</li> <li>● Eliminate Driver Incentives to Jump the Median on NC Hwy 55 and Risk Serious Accidents</li> <li>● Improve Regional Traffic Flow</li> <li>● Promote Commerce for the Local Economy</li> </ul>



## Homogeneity

In order to cultivate an effective Re-Branding, homogeneity in the exterior aesthetics (to the extent practicable) should be achieved throughout TPSoD, including Out-Parcel tenants, who are responsible for their own outside maintenance, and related aesthetics. While Arby's and All Tune & Lube have substantially complied in this regard, Pizza Hit and Taco Bell have more work to do. Creative means of bringing this about are sought as part of this Scope of Work. The pictures below reflect some examples.

Example of Overgrown Trees on Arby's Out-Parcel



Pizza Hut's Unkempt Area Contrasted Against Well-maintained Area



Unightly Area of Taco Bell





### **Dumpster Area**

This back area of TPSoD has been subject to neglect, and the concrete has deteriorated. This should be replaced to withstand the weight of the garbage trucks that regularly travel there for their pick-ups.

In addition, this area is subject to flooding and collection of debris, because of a pipe feed that is under the adjacent train tracks which facilitates run-off and debris from the property on the other side of the tracks. This Scope of Work contemplates a recommendation to rectify this problem, including closing off the pipe.

### **Promotional Events**

Once the aforesaid improvements are in place, promotional events are planned for selected Sundays to assist in the “Re-Branding”. To this end, a portable stage and arrangements for appropriate electrical feeds is contemplated and this Scope of Work includes a recommendation and related implementation.

### **Other Matters**

Depending on the results of negotiations with certain prospective TPSoD tenants, other projects may be incorporated within this Scope of Work, such as re-configuring the parking lot or adding parking spaces.