



DREAM GATE

AT
SCHASTLIVOE VILLAGE
UKRAINE



OLP

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DreamGate at Schastlivoe Village

Schastlivoe Village is located along the freeway between Borispol International Airport, accommodating 6 million passengers per year (and employing 3000 workers) and Kiev, the city center and the capital of Ukraine, where almost 3 million people reside today.

Schastlivoe Village is also along the same freeway that connects Kiev with the eastern portion of the country, where roughly 50 % of Ukraine's 47 million residents live and where almost 80% of Ukraine's gross national product is created. The freeway is well traveled with an intensity of about 20,000 vehicles a day.

Schastlivoe Village is situated near the fast growing suburb of Borisyrl, where 50,000 people reside today and young families and businesses continue to settle. The property is located only a 10-minute drive away from the closest subway station in Kiev and a 25- minute drive to the city center.

DreamGate Target Audience

Foreign Companies

City State plans to develop the necessary infrastructure in Schastlivoe Village for foreign companies ready to start or expand their businesses in Ukraine. Companies will be able to offer their employees comfortable and affordable business class accommodations in hotels or apartments where they can often walk to their offices. They will be able to work, consult and when necessary, travel to Kiev's city center on short notice for meetings. In the evenings, they can relax and enjoy a nice dinner in a variety of restaurants. On weekends, stay in DreamGate to shop, visit cultural attractions and nearby recreation opportunities or travel back to their own country until the following work week begins.

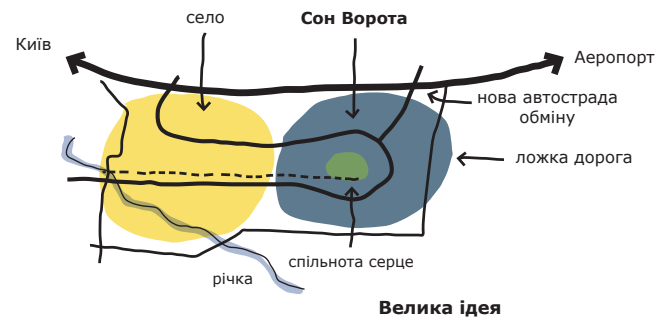
Eastern Ukraine Business People & Tourists

City State plans to develop the infrastructure for business people and residents of the eastern part of Ukraine, arriving to Kiev by car or airplane. They often come during the late week to conduct business for a few days and sometimes bring their families for an extended weekend. When combined with visits to nearby family and friends they need a comfortable and affordable place to stay, park their cars, and transfer to the subway station or taxi to go to the city center. DreamGate becomes their "home away from home" - a respite to live, work and play all in one location.

Local & Regional Visitors

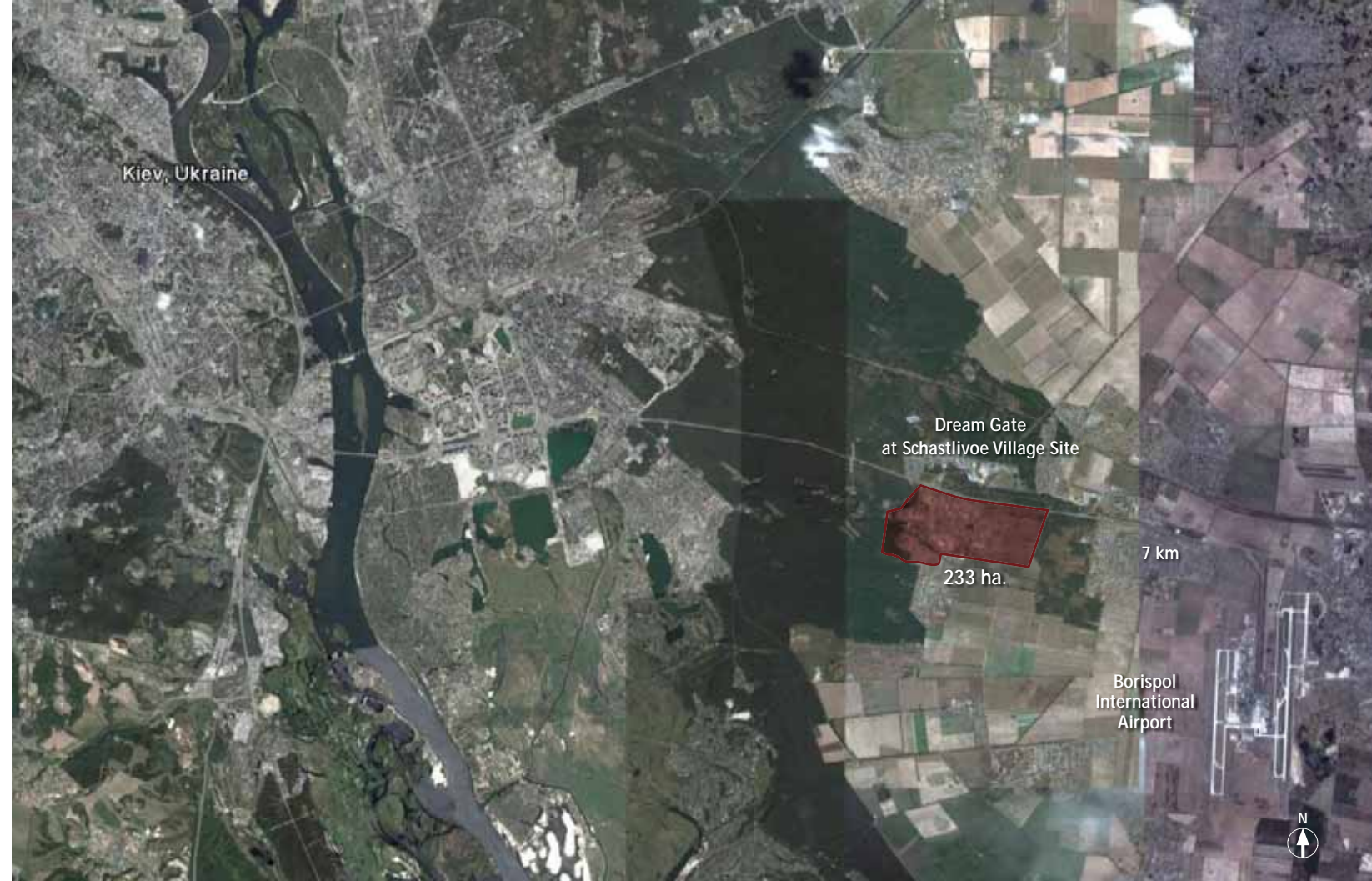
City State has enough available land to provide some of Kiev's largest regional and international venues. DreamGate is positioned as a unique mixed-use destination that combines a world class shopping mall, duty free outlet center, exhibition and trade hall, indoor and outdoor themed attractions, cultural activities, business hotels, residential and recreation opportunities for almost 4 million people that live within 90 minutes of the property.

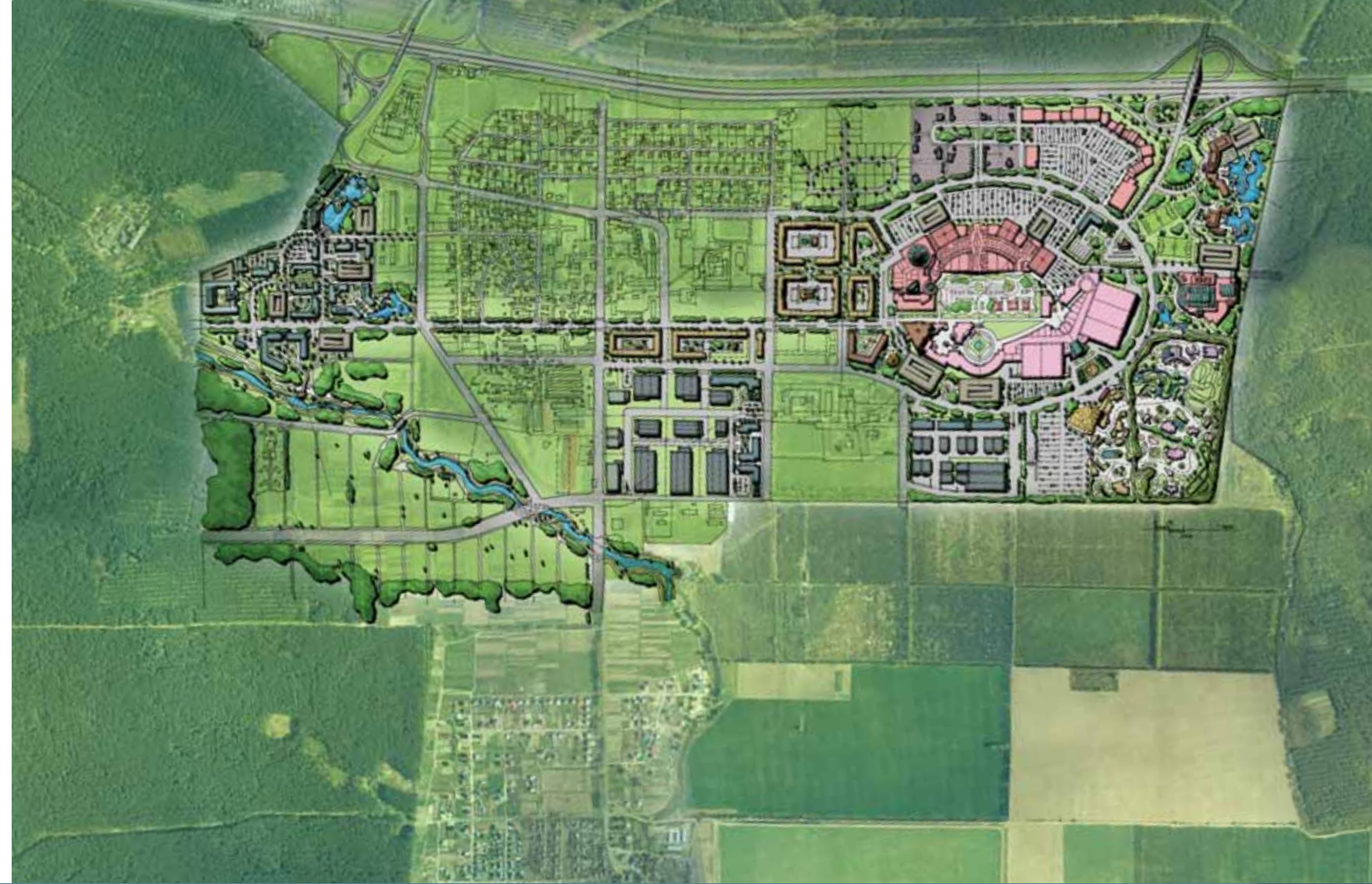
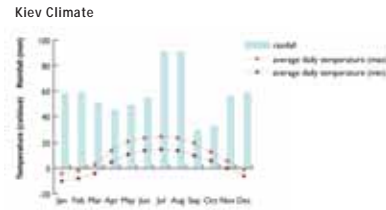
Dream Gate - Embodying of the Dream



About City State, LLC

City State, LLC is a young and fast developing commercial and social real estate development company. The Company's basic activities include creating the vision, design, entitlement, construction, sales, operations and management for all its projects. The Company motto, "Embodying of the Dream" is not only the essence of the business enterprise, but also the external message to the world - making comfortable and affordable new environments and dwellings for all levels of society.





DREAM GATE

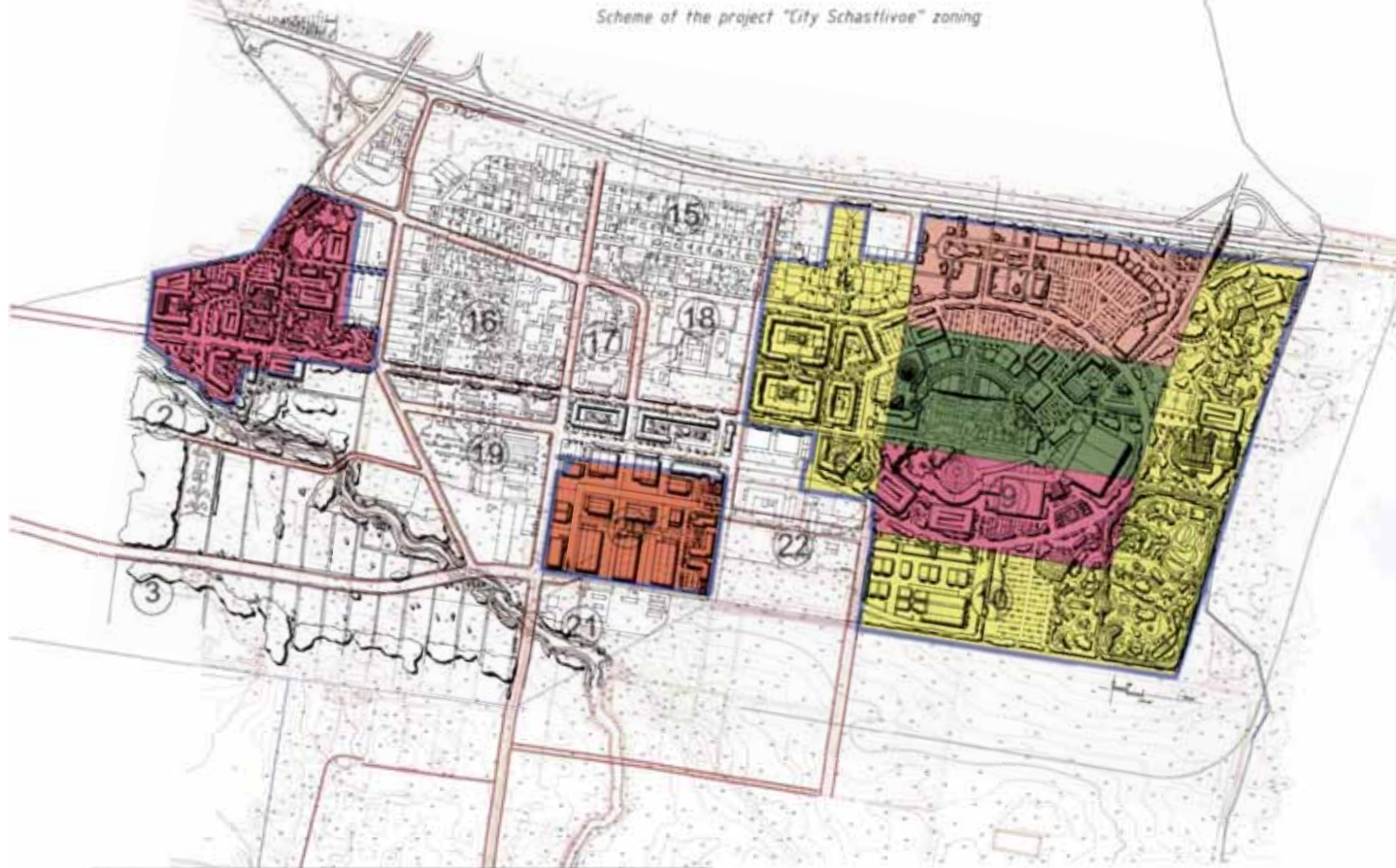
AT
SCHASTLIVOE VILLAGE
UKRAINE

Dare to Dream

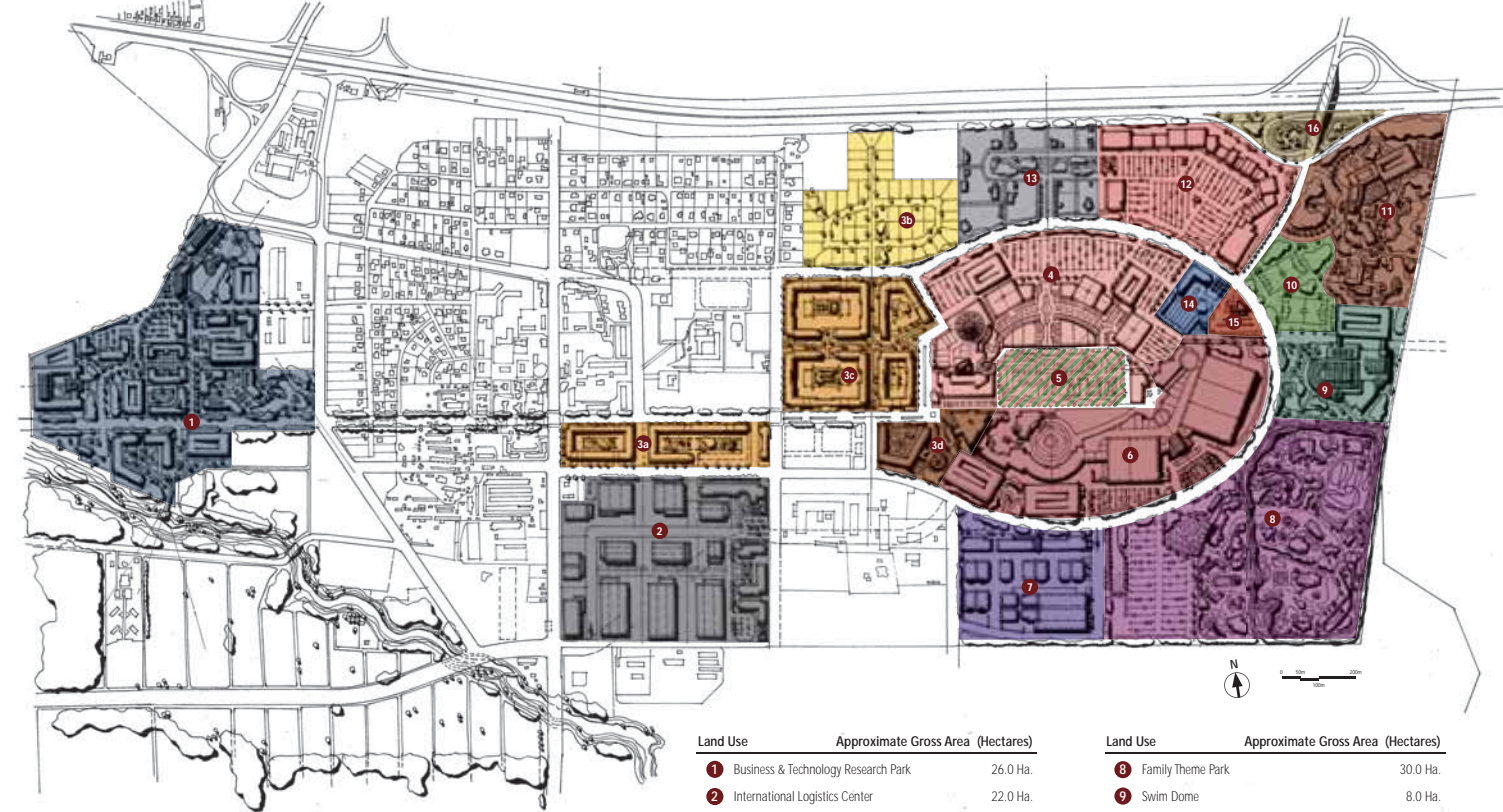
Over the next ten years, DreamGate will become the top grossing business and retail destination in the Ukraine by consistently providing convenient and affordable lifestyle opportunities for international companies, regional visitors and residents.



Scheme of the project "City Schastlivoe" zoning

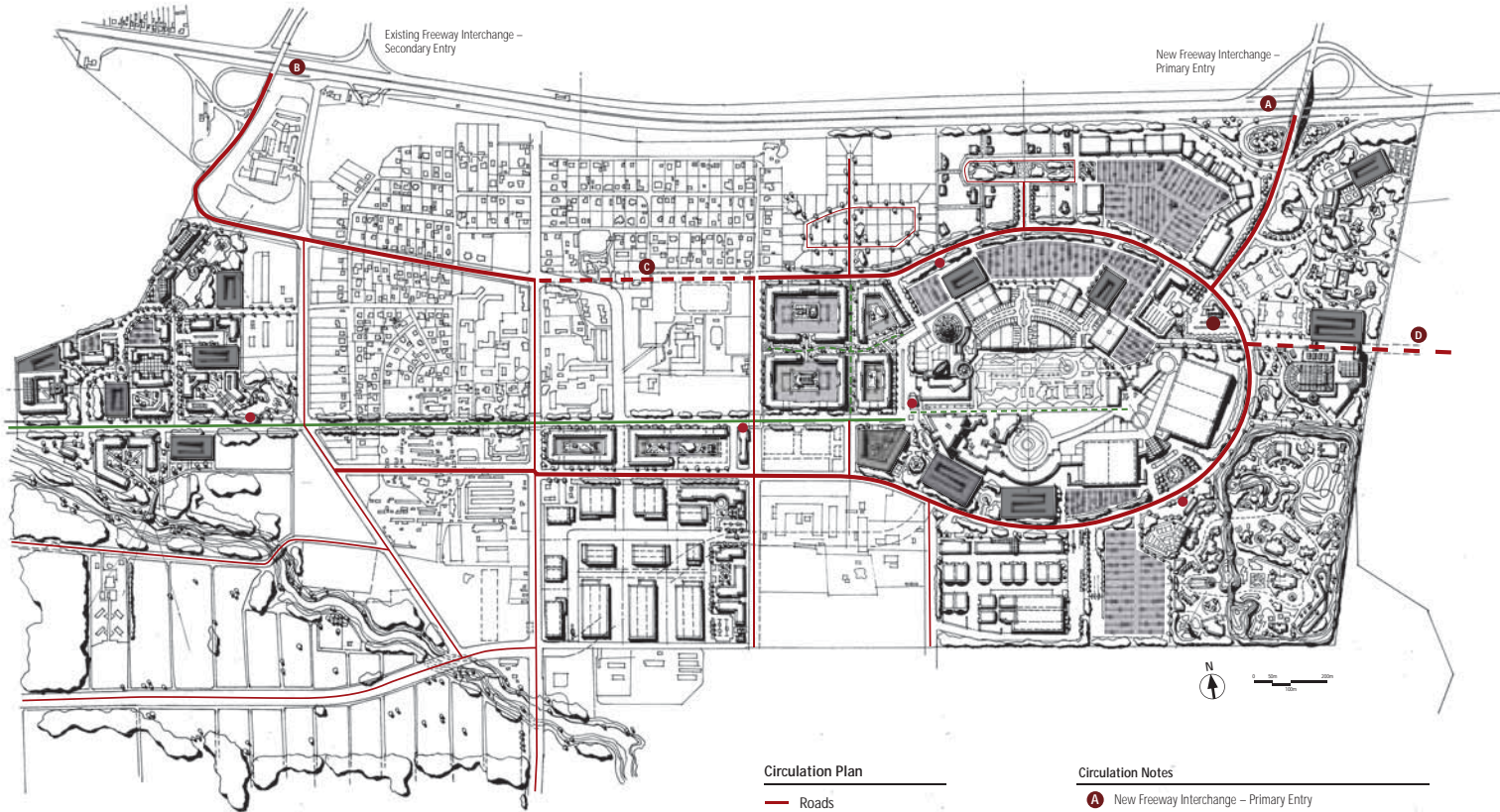


Symbols		
	Logistic center plot 20 - 16,600 ha	
	Office buildings plot 1 - 29,347 ha plot 9 - 23,969 ha	
	Mixed zones plot 4 - 3,000 ha plot 5 - 11,900 ha plot 8 - 4,477 ha plot 10 - 32,290 ha plot 11 - 32,582 ha	
	Exhibition Center plot 8 - 31,931 ha	
	Shopping - Entertainment Center plot 1 - 32,468 ha	
	The border design master plan	
Total - 230,292 ha		



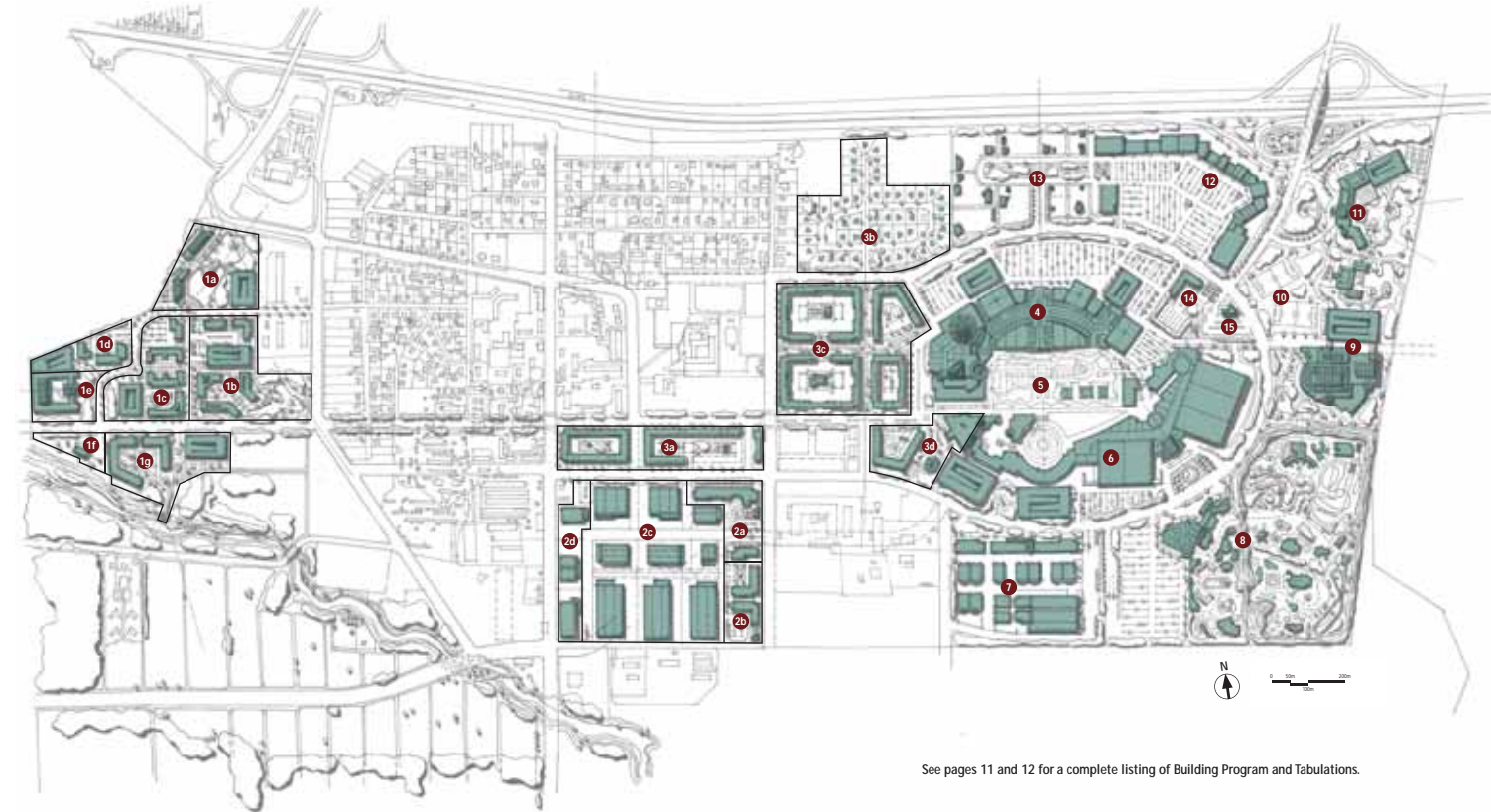
Land Use	Approximate Gross Area (Hectares)
1 Business & Technology Research Park	26.0 Ha.
2 International Logistics Center	22.0 Ha.
3 Residential Parcel A: City State 12 & 14 & Medical Offices Parcel B: Single Family Parcel C: Mixed-Use Multi Family Parcel D: Business Hotel & Service Apartments	30.0 Ha. 6.0 Ha. 9.0 Ha. 11.0 Ha. 4.0 Ha.
4 Lifestyle Shopping Mall (2 levels)	23.0 Ha.
5 Winter Garden (Central Flexible Area)	5.5 Ha.
6 Trade Exposition & Convention Center	23.0 Ha.
7 Multimedia Studios (Movie, TV, Music) & Training Facility	13.0 Ha.

Land Use	Approximate Gross Area (Hectares)
8 Family Theme Park	30.0 Ha.
9 Swim Dome	8.0 Ha.
10 Sports Park	4.0 Ha.
11 Family Hotel & Wedding Gardens	17.0 Ha.
12 International 'Duty Free' Outlet Mall	15.0 Ha.
13 Auto Mall (10 Dealerships)	10.0 Ha.
14 Kiev Polytechnic Institute (KPI) University Extension	1.5 Ha.
15 Schastlivoe Transportation Hub	1.5 Ha.
16 Highway Interchange ROW (Southside)	3.5 Ha.
TOTAL AREA	233.0 Hectares



- Circulation Plan**
- Roads
 - Main Road
 - Transit Hubs
 - Parking Structures
 - Podium Parking
 - Surface Parking Lots
 - - - Pedestrian Connections

- Circulation Notes**
- A** New Freeway Interchange – Primary Entry
 - B** Existing Freeway Interchange – Secondary Entry
 - C** Option 1 – This roadway connection will be necessary, if the new freeway interchange (A) is not built.
 - D** Option 2 – This roadway connection should be considered to the Airport freeway interchange, if new freeway interchange is not built.



See pages 11 and 12 for a complete listing of Building Program and Tabulations.

Dream Gate Program & Tabulations

1 Business & Technology Research Park	153,970 sm
Office Building Footprints are 70 x 24 =1680 sm Office Parking is 2 spaces /100 sm & 30 sm / space	
A. <u>Parcel 1</u> (High Visibility Tenant)	
2- Green Certified Office Buildings (4 Levels)	14,360 sm
Seminar Conference Center	550 sm
Parking Structure (4 Levels)	750 spaces
Amenity Lake & Sculpture Garden Island	1.8 Ha.
B. <u>Parcel 2</u>	
5- Office Buildings (4 Levels)	46,080 sm
Parking Structure (5 Levels)	940 spaces
Surface Parking Lot	420 spaces
Amenity Lake and Jogging Park	0.9 Ha.
C. <u>Parcel 3</u>	
4- Atrium Office Buildings (4 Levels)	46,080 sm
Parking Structure (5 Levels)	940 cars
Surface Parking Lot	330 cars
D. <u>Parcel 4</u>	
2- Office Buildings (4 Levels)	15,360 sm
Parking Structure (5 Levels)	940 spaces
Surface Parking Lot	290 spaces
E. <u>Parcel 5</u> (Cultural & Educational)	
Technology Institute & Museum (2 Levels)	15,430 sm
Parking Structure	Shared with Parcel 4
F. <u>Parcel 6</u> (Support)	
Transit Station & Retail / Restaurant	960 sm
Surface Parking Lot	50 spaces
G. <u>Parcel 7</u> (Support)	
International Apartments (4 Levels - 95 sm/ apt.)	110 Apartments (10,500 sm)
Research Scientist Dormitory (1 Level - 80 sm/unit)	55 Rooms (4,250 sm)
Creekside Executive Health Club	400 sm
Parking Structure (2 Levels)	300 spaces

2 International Logistics Center

89,735 sm

A. <u>Parcel 1A</u>	
Logistic Support – Administration	
Check In, FedEx, DHL, Customs (2 Levels)	15,440 sm
Security Checkpoint & Offices	100 sm
Surface Parking Lot	150 spaces
B. <u>Parcel 1B</u>	
Logistic Support – Housing	
Temporary Workforce Dormitory (2 Levels)	6,320 sm
Cafeteria, Gym, Day Care, Health Clinic	1,500 sm
Surface Parking Lot (1 space /100 sm)	60 spaces

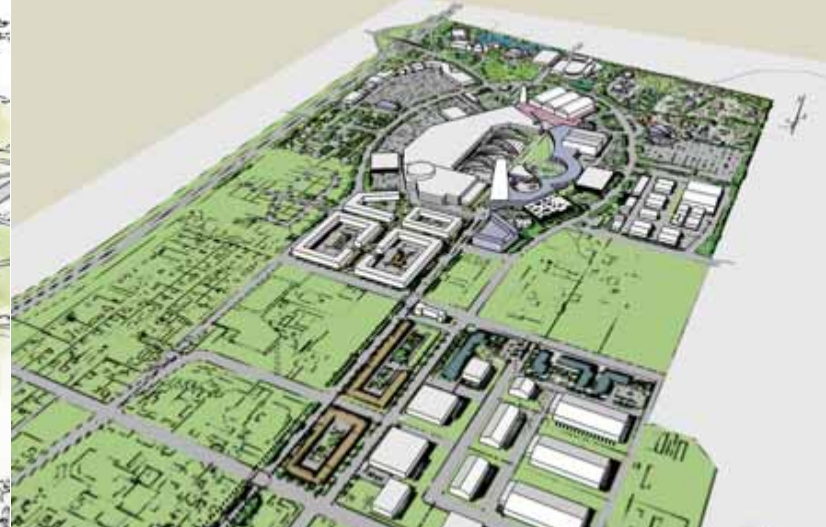
C. <u>Parcel 2</u>	
Warehouse Storage with Attached Offices:	
General Storage (7 Buildings)	46,500 sm
Specialty & Refrigerated Storage (1 building)	6,450 sm
High Security & Government Storage (1 building)	3,275 sm
Truck Park at Service Docks Only	
D. <u>Parcel 3</u>	
Logistic Support - Truck Services & Repair:	
Mechanics Shop, Body Work, Tires	2,500 sm
Shipping Containers	3,750 sm
Parts, Equipment & Accessories	2,750 sm
Mill & Metal Shop	350 sm
Truck Wash	800 sm
Truck Parking at Service Dock Only	--
3 Mixed Use Residential	1,700 Apartment Units & 300 Room Business Hotel
A. <u>Parcel 1</u>	
Country Complex / Mixed Use Housing:	
Lesi Ukrainky Str., 12 (5 Levels)	340 Apartments
Lesi Ukrainky Str., 14 (5 Levels)	156 Apartments
Ground Level Commercial (See City State, LLC Website)	
Transit Station (Added Intersection at NE corner)	90 sm
B. <u>Parcel 2</u>	
Mini-Estate Gated Housing Community:	
Single Family Residential Lots (40m x 50m)	52 Lots
Community Recreation Center & Park	300 sm / 1.0 Ha
C. <u>Parcel 3</u>	
Mixed-Use Multi Family Housing:	
Ground Level Commercial (930 sm x 18m deep avg.)	16,740 sm GLA (100 - 140 Storefronts)
Residential Apartments (4 Buildings - 4.5 Levels)	145,260 sm (1,210 Apartments)
1 to 6 room flats - 120 sm avg.	
Community Buildings & Parks (1 Building)	720 sm
Surface Parking Lot (Interior Courtyards)	605 Resident spaces (0.5 spaces/Apartment)
	50 Guest spaces
D. <u>Parcel 4</u>	
Business Hotel & Service Apartments:	
Business Hotel (15 Levels x 20 rooms/floor)	300 Rooms
Reception Lobby, Dining / Bar, Business Center, Conference Rooms (Ground Level & Mezzanine)	Note: Hotel may exceed the 45m height limit
Tropical Health Club (Men's & Women's Spas)	600 sm
Tennis & Pool Area	Shared with Service Apartments Residents
Service Apartments (4 Levels over Podium Garage)	150 Service Apartments
Podium Garage Parking	165 Resident & Guest spaces
Parking Structure (5 Levels)	312 Guest spaces(1 Space/Room)
Hotel (1- Level Secured)	1,250 Guest spaces

4 Indoor Lifestyle Shopping Mall	98,700 sm GLA
Tenant List to be determined and reviewed with Developer's Leasing Team	
A. <u>Majors Anchor Stores</u>	
Department Store 1 (2 Levels)	7,700 sm
Department Store 2 (2 Levels)	9,200 sm
Hypermarket (2 Levels)	10,800 sm
B. <u>Mini Anchors</u> (6 stores – 1 & 2 Levels)	11,800 sm
C. <u>Specialty Shops</u> (2 Levels)	32,000 sm
D. <u>Entertainment Precinct</u> (3 Levels)	23,500 sm
(Cinemas, IMAX, Skating Rink, Bowling, FEC, Video Arcade, Virtual Reality)	
E. Grand Food Court & Restaurants (1 Level)	3,700 sm
F. <u>Parking</u> (4 spaces /100 sm required)	3,948 Spaces Required
Parking Structure 1 (4 Levels)	900 Spaces
Parking Structure 2 (4 Levels)	900 Spaces
Surface Parking Lots	2,190 Spaces
	3,990 Spaces Available
5 Winter Garden (Central Flexible Area)	48,000 sm GLA
Temporary Exhibits or Shows Held Under Flexible Tent Structure or Air Conditioned Glass Enclosure	
6 Trade Exposition & Convention Center	90,900 sm GLA
All Exhibit Halls are 1 Level with 8m ceilings	
A. Exhibit Halls	
Hall 1 (66 m x 140 m)	9,240 sm
Hall 2 (66 m x 140 m)	9,240 sm
Hall 3 (66 m x 140 m)	9,240 sm
Combined 1, 2 & 3 (198 m x 140 m)	28,000 sm
Hall 4 (75 m x 120 m)	9,000 sm
Hall 5 (75 m x 120 m)	9,000 sm
Combined 4 & 5 (150 m x 120 m)	18,000 sm
B. Meeting Break Out Rooms	7,200 sm
C. Banquet Rooms	8,500 sm
D. Pre-Function & Hallways & Lobbies	14,000 sm
E. Theatre & Gallery	1,200 sm
F. Back House & Support	2,500 sm
G. Restaurant Row & Shared Kitchens	6,400 sm
H. Couture Shopping Precinct	5,100 sm

I. <u>Parking</u> (3.25 spaces /100 sm required)	2,954 Spaces Required
Parking Structure 1 (4 Levels dedicated)	1,250 Spaces for Convention Center
Parking Structure 2 (5 Levels)	1,560 Spaces
Surface Parking Lot	150 Spaces
	2,960 Spaces Available
7 DreamGate Studios & School of the Arts	45,130 sm
This land use can become a 2nd Logistic Center Sound Stages are 1 Level with 8m – 12m ceilings	
A. <u>Sound Stages</u> (10 Buildings)	27,530 sm
Large Production Stage (1)	12,500 sm
Movie Stages (4)	6,680 sm
TV Sound Stages (3)	5,010 sm
Game Show Stage (1)	1,670 sm
Special Effects (1)	1,670 sm
Recording Studios / Music Video (1)	1,670 sm
B. <u>Studio Support</u> (4 Buildings)	5,200 sm
Film Storage, Post Production, Animation, Craft Services, Equipment, Property Rentals, Wardrobe, Make Up, Scenic Art, Woodshop	
C. <u>Production Offices</u> (2 Buildings)	8,680 sm
Legal, Guilds, Talent, Advertising, Writers Loft, Purchasing, Commissary, Security, Executive Suites, Press Room, Security	
D. <u>School of the Arts</u> (1 Building)	3,720 sm
E. <u>Parking</u> (0.5 spaces /100 sm required)	225 Spaces
8 DreamGate Family Theme Park	30.0 Ha.
Theme Park can expand to the east, as necessary	
A. <u>Attractions</u> Include:	22.6 Ha. In Park
Train Ride, Wooden Coaster, Log Flume, High Speed Roller Coasters, Vertical Drop, Observation Tower, Small World Boat Ride, Autopia Track, Family Theater Show, Flat Rides, Ferris Wheel, Western Theme Town, Outdoor Action Show, Video Arcade, 3D Theatre Show, 3000 Seat Outdoor Amphitheater, Concessions, Buffet Restaurants & Fast Food, Park Mascots, Petting Zoo, Private Party & Corporate Events, Security, Back of House	
B. <u>Surface Parking Lot</u> (100 spaces / In Park Hectare)	2,150 Spaces

9 Indoor Swim Dome	26,560 sm
This land use can be substituted or merged with the Shopping Mall Entertainment Precinct	
A. <u>Attractions</u> Include:	
Swim School, Activity Pool, Toddler Pool, Jacuzzi Island, Lazy River, Flumes & Shoots, Wave Pool, Play Fountain, beach, Changing & Lockers, Sales, Food & beverage, Band Stage, Private Party Area, Security, Back of House	
B. <u>Outdoor Botanical Garden & Lake</u>	3.8 Ha.
Lake is overflow to drain & maintain the Swim Dome pools & Theme Park rides	
C. <u>Parking Structure</u> (5 Levels)	1,560 Cars
(4 spaces /100 sm)	
10 Community Sports Park	4.0 Ha.
If new roads are constructed through the Schastilivoe Village Stadium Area, then new soccer fields can be relocated to this location.	
A. <u>Attractions</u> Include:	4.0 Ha.
Soccer Fields, Talent, Advertising, Writers Loft, Purchasing, Commissary, Security, Executive Suites, Press Room, Security, Jogging Track, Outdoor Grills, Community Events	
B. <u>Surface Lot Parking</u>	125 Spaces
Overflow can use Swim Dome Parking Structure	
11 Family Hotel & Wedding Gardens	
A. <u>Family Hotel</u> (4 Levels x 50 Rooms /Floor)	200 Rooms (21,000 sm)
Lobby, Reception, Bar, Cafe, Pool, Tennis, Spa, Lakes, 2 Honeymoon Suites	
B. <u>Banquet & Wedding Facility</u> (2 Levels)	4,500 sm
3- Banquet Rooms, Wedding Garden, Photo Studio, Bride and Groom Dressing Rooms, Piano Lounge, Kitchen, Back of House	
C. <u>Parking Structure</u> (4 Levels)	750 Spaces

12 International 'Duty Free' Outlet Mall	44,975 sm
A. <u>Anchor Stores</u> (3)	14,500 sm
Costco, IKEA, METRO Cash & Carry	
B. <u>Mini Anchors</u> (5)	9,775 sm
Antoshka, Marks & Spencer Last Call, etc.	
C. <u>Specialty</u> (33)	20,700 sm
Coach, Samsonite, Adidas, Tommy Hilffiger, Gap, BCBG Max Azria, Calvin Klein, Hurley, Nautica, Aeropostale, Brooks Brothers, etc.	
D. <u>Surface Parking Lot</u> (6 spaces / 100 sm Required)	2,710 Spaces (2698 Spaces Required)
13 International Auto Mall	10.0 Hectares
A. <u>Dealerships</u> (10 -12 Lots)	9,200 sm (Total Building Area)
Sales, Parts & Service for: AutoVAZ, Winner Auto, Viking- Motors, AutoSammit, Audi Center Vipos, Italauto Chinese Chery, AVT Bavaria, AMK, SVT Fortuna, Mercedes Benz Ukraine,	7.5 Ha. (Sales Area)
B. <u>Street Parking</u> (along the Ring Road)	330 Spaces
14 Kiev Polytechnic Institute (KPI) Extension	15,840 sm
A. <u>University Extension Building</u> (6 Levels)	15,840 sm (2640 sm/ Level)
Classrooms (18), Auditorium, Faculty Offices, Administration, Student Lounge, Gallery, Staff, Equipment Storage, Lobby, Security	
B. <u>Surface Lot Parking</u>	150 Spaces
(1.0 Space /Faculty)	
15 DreamGate Transportation Hub	1.5 Hectares
A. <u>24-Hour Indoor Transit Building</u>	450 sm
Valet, Ticket Sales, Tours, On Call Services, Waiting Area, Food & Beverage, Large Video, Queue Lines, Kiss & Ride Drop Off Zone	
B. <u>Specialized Drop Off Zones</u>	0.9 Ha. (Vehicle Area)
Bus Zone (18 Stalls)	
Taxi Zone (75 – 100 Taxi in Lines)	
Shuttle Van Zone (30 Vans – Scheduled)	



THE NEXT STEPS

1. REFINED MASTER PLAN LAYOUT

An exciting and vibrant master plan that addresses each design principle must be distilled from the original concept that ensure a convenient, safe and profitable environment which can be developed in phases.

2. LAND UTILIZATION STUDIES

The refined master plan layout will need to be tested to evaluate whether full utilization of the land resources in relation to its yield rate potential can be achieved and will coincide with the level of investment, financial goals and management strategy for Dream Gate's future revitalization.

3. ENVIRONMENTAL & SUSTAINABILITY PLAN

The Dream Gate plan must convey a unified character brand both inside and outside of the property. At Dream Gate, distinctive architecture, energy efficient practices, signage graphics, lighting, parking and landscape will need to be organized carefully. Once inside Dream Gate, guests must be taken into a cozy, casual and convenient setting with great food and retail offers - highlighted by color, sun and shade opportunities, seating areas near water and plaza gathering spaces which provide an enjoyable and safe lifestyle environment both day and night.

4. SELECTION OF IMPROVEMENTS PHASING

Based on the refined master plan, a list of priority improvements will be identified. These priorities will need to be studied in greater detail to determine their feasibility including constructability, initial investment cost, capacity, rate of return on investment as well as social, civic and environmental benefits.





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