Port of Longview Discussion Points

- Status of permitting and issues/concerns related to other Port activities.

- Payments pre-operating:
  -$25,000 per quarter during permitting phase
  -$50,000 per quarter during construction phase

- Payments post-operating:
  -10% of net profits subject to monthly minimum of $75,000

- Common Area Maintenance Charges (CAM):
  -CAM for use of Port rail set at market on a per car basis
  -CAM for use of berth(s) set at market on a per barrel basis

- Lease/Partnership agreement structured to give Port the economics of a normal operating lease plus a profit participation, but also to allow Riverside to count Port's infrastructure value as an equity contribution for project financing purposes.

- Port to retain ownership of all land and infrastructure existing or added at Port expense. Riverside to own all improvements they make to site including all ISBL, OSBL and terminal assets added to Port property.

- Refinery to be structured as a separate legal entity from Logistics company. Logistics company to source all crude, operate all receiving and load-out activities and operate tank farm. Refinery to purchase crude at gate from logistics company.

- Should Riverside sell the project the Port receives 10% of the net proceeds (after all debt and equity repaid). Upon a sale or change in ownership the Port and Refinery enter into a new 50 year lease at then current market rates. This assumes Port and Riverside can structure an agreement that achieves above goals and economics.