



GEORGIA CENTER

FOR FOREIGN INVESTMENT & DEVELOPMENT

EB-5 INVESTMENT PROJECT SUMMARY



Fresh & Safe, L.P.
Maximum of 40 L.P. Units
US \$500,000 per L.P. Unit

November 1st, 2011



This Executive Summary is meant as a brief explanation of the Hydroponics Greenhouse Project being implemented in partnership with GrowPonics Americas LLC, GPA (www.growponicsamericas.com) and the Walker County Development Authority, Georgia.

The Project

One of the largest global issues in the next fifty years is expected to be the availability of food and water. These necessities depend on inherently scarce resources: arable land and large sources of fresh water. Along with energy, these goods are crucial to every person and every country in the world; and this in turn suggest the possibility of serious conflict over these resources in the future. The rapid growth in farm output that defined the late 20th century has slowed to the point that it is failing to keep up with the demand for food, driven by population increases and rising affluence in once-poor countries. In addition, with mass production farming coupled with the time taken from “farm to table”, the nutritional quality of food and corresponding shelf life has been gradually diminishing. This is also whilst costs have been increasing, partly due to energy costs (and the subsequent impact on transportation and storage), weather conditions, and periodic pathogen infection of crops.

We need a smarter approach to farming – one that is safe, nutritious, where less land is used, and where water is conserved, reused and recirculated at every point of use.

Hydroponics is the science of growing plants (in a computer controlled greenhouse) without soil by using an inert medium such as water to deliver a nutrient solution containing all the essential elements a plant needs for normal growth and development. Such controlled environment agriculture offers several major advantages for the production of premium-grade specialty crops such as lettuce, tomatoes, cucumbers, bell peppers, herbs, mushrooms, and other crops:

1. Crops can be produced year round.
2. High density production creates higher yields.
3. More efficient use of energy and lower water consumption.
4. No herbicide or pesticide concerns.
5. More environmentally acceptable and sustainable.
6. Complete control over plant nutritional requirements.
7. Better plant nutrition produces greater and more consistent quality.
8. Virtually no food safety issues compared to conventional farming.

Hydroponics is therefore the cleanest, most cost effective, environmentally-friendly, fastest and safest way to grow fruits and vegetables. The project will use Hydroponic Greenhouse technology to cost effectively and locally grow a variety of premium quality produce to meet the significant and increasing demand for safe pesticide free, sustainably grown produce of superior taste, nutrition and appearance. The project will be undertaken in a number of phases. The first phase will comprise two parallel greenhouses houses on a 4.5 acre pad resulting in 174,720 square feet of growing space. Initially we plan to produce 100% Leafy Greens such that the first 4.5 acre pad is expected to produce

4.5M heads of greens each year! Subsequent phases (in 5 acre increments) will be in line with market demand but is expected to cover herbs, tomatoes, cucumbers, peppers, etc.

Each greenhouse will be highly automated with monitoring accomplished through the use of state-of-the art electronic systems that are computer controlled. Construction will include office areas, two large walk in-coolers and warehouse space for dry storage. A sloped and reinforced poured concrete shipping dock allowing simultaneous access for two trucks will be attached to each warehouse. The cost of each phase is expected to be an additional \$4.5M, and contribute at least 20 full time jobs (very conservatively calculated to include direct and indirect job impact).

Part of the supporting infrastructure will be utilized to support grass roots marketing. A Farmer's market will be set up to sell local produce and a farm to table diner will also be constructed to serve employees as well as passing customers. This element is expected to add at least a further 50 full time jobs. As demand is proven, we will also assess the opportunity to implement ancillary operations such as salad packaging, tomato canning, etc. within the overall site. This will offer additional local employment and advancement opportunities. A very high demand already exists in the market for this type of produce and the market currently pays a premium price margin for such products. GPA has a number of buying relationships with national distributors and stores to buy the produce such that the operation is very likely to quickly become a major producer in the region.

A more detailed explanation is set forth in the Confidential Offering Memorandum. The project is one of many Regional Center projects being developed by Georgia Center for Foreign Investment and Development.

Operating Partner

Growponics Americas, LLC (GPA) is an Oklahoma Limited Liability Corporation and the exclusive distributor of Israeli Hydroponic Technology throughout North and South America. The parent company, Growponics Ltd. (GPL), designs and builds fully-automated greenhouses, which use modern agronomics and high technology to maximize food/plant production and profitability on crop yields. The automated, computerized, and controlled hydroponic systems installed by GPA grow commercial quantities of hydroponic, pesticide/herbicide/residue-free, pathogen-free, leafy green vegetables and herbs of all varieties, while making optimal use of resources, such as water, energy, labor and land. GPL systems use a unique, proprietary, shallow-water, rotating, floating-bed technology (Rotating Field System – RFS) to supply the local/regional market *in any location*, 365 days a year. It is a sustainable and green technology that eliminates the costly and contaminating aspects of field-grown crops (herbicides, pesticides, chemicals, pathogens, dirt and grit, bugs, pollution) and long-haul shipping that increases carbon-miles, product cost, and reduces shelf-life. GPA provides healthy, tasty, fresh and premium hydroponic leafy greens and herbs to every local marketplace at a price slightly above field-grown, non-organic prices to make our produce available to a wider market for maximum sales. GPA can control the cost per unit through technology.

EB-5 Investment

The Immigration and Nationality Act (the "Act") provides for an employment-based preference immigrant visa category for immigrants seeking to enter the United States to engage or invest in a commercial enterprise that will benefit the U.S. economy and create at least ten full-time jobs. Pursuant to the Act, a qualified immigrant investor must invest at least \$1 million, but for this project, the threshold is reduced to \$500,000 as the investment is made within a high unemployment urban area. The project is one of many Regional Center projects under implementation by GCFID. The advantage of inclusion in the approved GCFID Regional Center is that the required job criteria may be direct and/or indirect.

The intention is that each limited partner shall file a petition for permanent residency via the EB-5, U.S. Immigration Investor program (the "Program"). Upon the prospective investor's 1-526 Petition being approved, and subject to the investor's satisfaction of the conditions of this Offering, the investor will be issued a unit of interest in the LP (a "Unit") and the investor's investment will be final and irrevocable. The rights and obligations of each Unit holder are governed by the LP's Limited Partnership Agreement dated October 1st, 2011 (the "Partnership Agreement").

There are very important protections in place for investors that will be explained to you. We hope you will consider this exciting opportunity to invest in the USA and secure permanent residency for you and your family.