



**OKLAHOMA RIVERFRONT REDEVELOPMENT PROJECT PLAN,
AS AMENDED**

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Exhibit C	Map of Boundaries – Increment District No. 5, Oklahoma City
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Exhibit E1	Land Use Map – Permitted and Proposed Uses
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OKLAHOMA RIVERFRONT REDEVELOPMENT PROJECT PLAN,
INCLUDING
INCREMENT DISTRICTS NUMBER FOUR (4) and FIVE (5),
CITY OF OKLAHOMA CITY

I. DESCRIPTION OF REDEVELOPMENT PLAN

This Oklahoma Riverfront Redevelopment Project Plan is a project plan as defined under the Oklahoma Local Development Act, 62 O.S. § 850, *et seq.* and an urban renewal plan as defined under the Oklahoma Urban Renewal Law, 11 O.S. § 38-101, *et seq.*, and is referred to here as the “Plan”.

The primary purpose of the Plan is to support the public and private redevelopment of a portion of the Oklahoma Riverfront. Specifically, this Plan contemplates the creation of a 68-acre campus for Dell, Inc. (“Dell”), including an office complex of one or more multi-story buildings for Dell’s business service center in Oklahoma City. In addition to this anchor development, the Plan contemplates supportive and compatible commercial, office, retail, recreational, and residential development along and adjacent to the Oklahoma River (which, together with the Dell campus, constitutes the “Project”). The development and redevelopment of the Project Area is vital in order to support the achievement of the economic development objectives of the City of Oklahoma City (“City”) and the objectives of the Scenic River Overlay District of the Oklahoma City Riverfront Redevelopment Authority (“Riverfront Authority”).

II. DESCRIPTION OF PROJECT AREA AND INCREMENT DISTRICT

- A. Redevelopment Plan Project Area Boundaries.** The Project Area is the area in which Project activities will take place. The Project Area for the most part includes undeveloped, underdeveloped, and economically stagnant properties lying south of Interstate 40 between South Agnew and South Meridian Avenues and is generally bound by the Oklahoma River, St. Clair Avenue, and SW 22nd Street. The Project Area is more specifically shown on Exhibit A and the description of Project Area boundaries is contained in Exhibit B.
- B. Ad Valorem Increment District and Boundaries.** The Ad Valorem Increment District boundaries are identical to the Project Area boundaries. The Ad Valorem Increment District shall be designated Increment District No. 4, City of Oklahoma City and is shown on Exhibit A. A description of the Ad Valorem Increment District boundaries is contained in Exhibit B.
- C. Sales Tax Increment District and Boundaries.** The Sales Tax Increment District is the area in which the new employment and annual payrolls are located, which generate a sales tax increment in Oklahoma City. The Sales Tax Increment District is limited to a specific development site (the Dell business service center site), as shown on Exhibit C. The Sales Tax Increment District shall be designated Increment District No. 5, City of

Oklahoma City. The Sales Tax Increment District boundaries description is contained in Exhibit D.

III. DEVELOPMENT AND REDEVELOPMENT PLAN OBJECTIVES

The objectives of the Project and Increment Districts No. 4 and No. 5, City of Oklahoma City are to:

- A. Redevelop and revitalize areas of the Oklahoma Riverfront which are or have become unproductive, undeveloped, underdeveloped or blighted;
- B. Promote economic development to increase sales tax revenues, raise property values, and improve economic stability;
- C. Promote economic development to retain jobs and create new jobs;
- D. Stimulate new investment in Oklahoma City;
- E. Prohibit or restrict undesirable and incompatible land uses;
- F. Preserve and enhance the tax base; and
- G. Make possible investment, development and economic growth which would otherwise be difficult without the Project and the apportionment of incremental tax revenue.

IV. PROJECT IMPLEMENTATION ACTIONS

Implementation actions for the Project will consist of the following, together with all necessary, appropriate, and supportive steps.

A. Acquisition and Redevelopment.

1. Acquisition.

Real property required to implement the Project shall be acquired pursuant to Section XIV of this Plan and in accordance with federal, state and local laws. Certain tracts of land within the Project Area may be developed in accordance with this Plan without acquisition by the City or the Oklahoma City Urban Renewal Authority ("Renewal Authority") through individual redevelopment agreements entered into between the private sector and the City and/or the Oklahoma City Economic Development Trust ("OCEDT"), and/or the Oklahoma City Public Property Authority ("OCPPA"), and/or the Oklahoma City Redevelopment Authority ("Redevelopment Authority") and/or the Renewal Authority. The OCEDT, the OCPPA, and the Redevelopment Authority may be referred to in this Plan singly or collectively as "City Trust." The City, in its discretion, may authorize, direct, or designate one or more of these City Trusts, or another City-

beneficiary trust, to carry out responsibilities under this Plan, as it deems appropriate.

2. Development and Redevelopment.

Negotiation, preparation, execution, and implementation of development and redevelopment agreements, including agreements for financing and construction by private developers, will be entered into as authorized by the Local Development Act, Title 62, Oklahoma Statutes, Section 850, *et seq.*, or, with respect to property acquired by the Renewal Authority, as authorized by the Urban Renewal Law, Title 11, Oklahoma Statutes, Section 38-101, *et seq.*

3. Private Redevelopment.

Redevelopment sites within a one-mile radius and those closest to the Dell campus will be developed in order to support Dell's operations. The developments in the Project Area as a whole include:

- a. Commercial redevelopment emphasizing employment-generating businesses and service-oriented retail pursuant to development agreements with ~~the Redevelopment Authority a City Trust~~ and/or the Renewal Authority; and
- b. Private residential redevelopment supporting all levels of compensation of Dell employees pursuant to development agreement(s) with ~~the Redevelopment Authority a City Trust~~ and/or the Renewal Authority.

4. Public Development.

Riverfront development will be provided with riverfront wharfs, parks, landscaping, open spaces, and recreational facilities, to be financed in whole or in part by apportioned tax increments and proceeds from the disposition of public land in the Project Area.

B. Public Support of Project Area Improvements.

In accordance with plans approved by the City and/or as specified by redevelopment agreement(s) between the Renewal Authority or ~~the Redevelopment Authority a City Trust~~ and a designated redeveloper, the City, the Renewal Authority, or ~~the Redevelopment Authority a City Trust~~ may construct, provide, assist, sponsor or implement the Project Area improvements listed below. Such improvements may be paid for or financed with apportioned tax increment revenues, other public resources, private funds, or a combination thereof.

Public Roads. Roads and drainage improvements may be constructed by public and/or private entities to ensure adequate and continual ease of ingress and egress from potential redevelopment site(s) and the Project Area as a whole. Due to the unique topography of the Project Area and the prior land use of potential redevelopment site(s), new road construction in the Project Area shall include all necessary compaction, cut and fill, grading, base, curb and gutter, paving striping and signage.

Public Lighting. Suitable public lighting will be installed along the Oklahoma Riverfront “hike and bike” trail and the boundary shared with the Dell campus.

Landscaping. Landscaping around the Dell campus shall create a protective buffer and boundary. Additional landscaping schemes may be implemented within the Project Area and along the Oklahoma Riverfront pursuant to redevelopment agreements and landscaping plans approved by the Riverfront Authority.

Public Utilities Improvements. Public or private entities shall provide adequate public utilities improvements including water, sewer, electric, natural gas, cable and telecommunications to support the Dell campus and future developments in the Project Area.

Drainage. Storm water detention and water quality facilities, including any detention pond(s) required by City ordinance, may be provided and shall be in accordance with federal and state law.

Easements. Appropriate utility easements shall provide for easements in, over, across, and above, as necessary for utility improvements, making all utility connections accessible and available to the Dell campus and, as required by redevelopment agreements, to support additional redevelopment in the Project Area.

V. ELIGIBILITY OF THE REDEVELOPMENT PLAN PROJECT AREA AND INCREMENT DISTRICTS

A. Oklahoma Urban Renewal Law, 11 O.S. § 38-101, *et seq.*

The Project Area and Increment Districts are blighted as defined in the Urban Renewal Law, 11 O.S. § 38-101(8).

The Project Area and the Increment Districts as a whole are blighted due to a long-standing condition of arrested economic development which has impaired the financial vitality and growth of Oklahoma City and constitutes an economic liability. The Project Area is predominantly unproductive, undeveloped, and underdeveloped. The dominant land use in the Project Area has been for trash and waste landfill; the area is bisected by flood plain and drainage issues, and suffers from conditions inhibiting development.

B. Oklahoma Local Development Act, 62 O.S. § 850, et seq.

The Project Area and the Increment Districts are blighted within the meaning of the Urban Renewal Law and, therefore, are areas which meet and comply with the statutory definition of "reinvestment area." The Project Area and the Increment District are within a State designated "Enterprise Area." The Project Area and the Increment Districts meet and comply with these statutory definitions under the Local Development Act.

VI. FINANCIAL IMPACTS

Redevelopment in the area is estimated to stimulate new investment of more than \$150 Million and to create new direct annual payrolls approaching \$150 Million. The economic impact multiplier will exceed 2.0. Thus, the indirect economic impact will equal or exceed the economic activity projected within the Project Area. New personal income payrolls outside of the Project Area are estimated to range from \$21 Million annually to more than \$200 Million annually. New ad valorem taxes generated outside of the Project Area and Increment District No. 4 will be greater than the new ad valorem taxes generated within the Project Area and Increment District.

These positive impacts are directly stimulated by the Dell development and would not occur except for the Project. On balance, the predominant effects on all involved taxing jurisdictions are beneficial. Any negative impacts are those associated with healthy and moderate economic and job growth. The beneficial impacts are significant and vital to the long-term objectives of the affected taxing jurisdictions.

VII. ESTABLISHMENT OF INCREMENT DISTRICTS NO. 4 AND NO. 5, CITY OF OKLAHOMA CITY

- A. The increment of ad valorem taxes from Increment District No. 4, City of Oklahoma City, in excess of the base assessed value of the Ad Valorem Increment District, may be apportioned from time to time to pay Project Costs (as defined by this Section) authorized pursuant to Section X.B. of this Plan for a period not to exceed twenty-five (25) years, or the period required for the payment of such authorized Project Costs, whichever is less.
- B. The increment of ~~the~~ The City of Oklahoma City sales taxes generated by Oklahoma City Increment District No. 5, as determined by a formula to be approved by resolution of the City Council in accordance with the Local Development Act, may be used to pay Project Costs authorized pursuant to Section X of this Plan, for a period not to exceed twenty-five (25) years from the effective date of Increment District No. 5, as provided by law, or the period required for payment of the Project Costs authorized pursuant to Section X of this Plan, whichever is less.
- C. During the period of apportionment, the apportionment fund shall constitute funds of the ~~Redevelopment Authority~~ OCEDT, which is approved and authorized by the City to

issue tax apportionment bonds or notes, and shall not constitute a part of the general fund to be apportioned annually by the governing body of the City.

~~D. The Redevelopment Authority is authorized to: (1) issue tax apportionment bonds and notes, or both; (2) incur Project Costs, pursuant to Section X of this Plan; (3) provide funds to or reimburse the Renewal Authority for acquisition of redevelopment Project property; (4) provide funds to or reimburse the City for payment of Project Costs and other costs incurred in support of the implementation of the Project; and (5) incur cost of issuance of bonds and accumulate appropriate reserves, if any, in connection with them.~~

E.D. Project Costs shall mean (a) the costs authorized to be paid by apportioned tax increments pursuant to Section X.B. of this Plan and (b) additional costs necessary or appropriate to implementing this Plan authorized by Section X.C. which may be approved and incurred without amendment to this Plan.

VIII. AUTHORIZATIONS

A. Administration of Redevelopment Plan. The City is authorized to carry out and administer the provisions of this Plan and to exercise all powers necessary or appropriate thereto pursuant to Section 854, Title 62 of the Oklahoma Statutes. The OCPPA, the OCEDT, the Redevelopment Authority, and the Renewal Authority are the public entities of the City designated to assist in carrying out this Plan and to exercise all powers necessary or appropriate thereto pursuant to Section 854, Title 62 of the Oklahoma Statutes, except for approval of this Plan and those powers enumerated in paragraphs 1, 3, 4, 7, 13 and 16 of Section 854, Title 62.

B. Financing and Payment of Project Costs. ~~As the public entities designated by the City, The OCEDT, the OCPPA, the Redevelopment Authority, and the Renewal Authority~~ are authorized to: (1) issue tax apportionment bonds or notes, issue other bonds or notes, or both; (2) incur Project Costs, pursuant to Section X of this Plan; (3) provide funds to or reimburse the City or the Renewal Authority for the acquisition of redevelopment Project property, payment of Project Costs, and other payment of costs incurred in support of the implementation of the Project; and (4) incur the costs of issuance of bonds and accumulate appropriate reserves, if any, in connection with them.

C.C. Person in Charge. The City Manager of Oklahoma City, James D. Couch, or his successor in office, shall be the person in charge of implementation of the Plan in accordance with the provisions, authorizations, and respective delegations of responsibilities contained herein. The City Manager, or his successor in office, is authorized to empower one or more designees to exercise responsibilities in connection with Project implementation.

IX. THE ESTIMATED RETURN ON PUBLIC INVESTMENT AND THE ESTIMATED PUBLIC AND PRIVATE INVESTMENT STIMULATED BY THE PROJECT

A. Public Revenue Estimated to Accrue from the Project and Increment Districts.

Incremental ad valorem tax revenues are estimated to range between \$550,000 annually in the near term and \$1,650,000 annually over the longer term. It is also estimated that incremental sales tax revenues will be between \$150,000 annually in the near term and \$1,050,000 annually over the longer term. Because the economic multiplier for the Project is in excess of 2.0, the generative economic impact of the Project on public revenue outside of the Project Area will equal or exceed the new public tax revenues generated from within the Project Area. Thus, the increases in ad valorem tax revenues generated outside of the Project Area and Ad Valorem Increment District will equal or exceed those which are generated within the Project Area. The same generative effect is true for sales taxes.

Because the proposed Project creates new investment and new jobs which did not previously exist either within Oklahoma City or within the State of Oklahoma, these new public revenues simply would not be created except for the Project and the public and related financial undertakings necessary for its implementation.

B. Private and Public Investments Expected from the Project and Increment Districts.

Within the Project Area, new private investment of more than \$150 Million is expected, supported by \$30 Million to \$45 Million in public investment.

The indirect generative effect of new investment and new jobs created within the Project Area will stimulate new investment outside of the Project Area, approaching \$200 Million. The impact on personal income with an economic multiplier of 3.19 creates a local economy output in excess of \$446 Million when new payroll within the Project Area equals or exceeds \$140 Million.

X. BUDGET OF ESTIMATED PROJECT COSTS TO BE FINANCED BY APPORTIONED TAX INCREMENTS

As authorized in this Section X, Project Costs may be financed by the apportionment of tax increments.

A. Types of Project Costs. The eligible Project Costs are the costs of property acquisition, disposition, relocation, site preparation, supporting public facilities, assistance in development financing, and costs related thereto incurred by a public entity in accordance with this Plan. The costs incurred or to be incurred by the City, the OCPPA, the OCEDT, the Renewal Authority, or the Redevelopment Authority in implementing this Plan include, but are not limited to, payment and/or reimbursement of costs advanced in connection with the preparation and approval of the Project and this Plan, administrative costs, organizational costs, professional service costs, acquisition costs, and financing costs and fees.

B. Estimated Project Costs.

The Project Costs authorized to be financed by the apportionment of tax increments are estimated as follows:

Site Acquisition & Remediation	\$ 14,878,000
Infrastructure Improvements	10,000,000
Disposition	925,000
Administration	750,000
Contingency	1,650,000
TOTAL COSTS	\$ <u>28,203,000</u>

Plus financing costs and interest on repayment of Project Costs.

C. Additional Project Costs. Additional costs necessary or appropriate to implementing this Plan which are to be financed by other than apportioned tax increments may be approved by the City at any time. The provisions of this Section X are not a limitation on Project Costs to be financed by other than apportioned tax increments.

XI. PROJECT FINANCING PLAN

A. Financing Authorizations.

The implementation of this Plan shall be financed in accordance with financial authorizations, including both fund and asset transfers, authorized from time to time by the City Council of the City of Oklahoma City.

B. Financing Revenue Sources.

The revenue sources expected to finance Project Costs authorized by Section X are the portion of the increments generated by values in excess of the base assessed value within the Ad Valorem Increment District as defined by this Plan and by the sales tax increments generated by the Sales Tax Increment District calculated pursuant to the increment formula to be adopted by the City. It is estimated that incremental ad valorem tax revenues will be between \$550,000 annually in the near term and \$1,650,000 annually over the longer term. It is also estimated that incremental sales tax revenues will be between \$150,000 annually in the near term and \$1,050,000 annually over the longer term.

Project Costs will be paid by the City, the OCPPA, the OCEDT, the Redevelopment Authority, and the Renewal Authority. Additional supporting public improvements will be provided by the City. The financing of the projected private development in the

Project Area will be provided by private equity and private mortgage financing, secured by private redevelopments, or pursuant to and in accordance with redevelopment agreements entered into between the private sector and the City, a City Trust, the Redevelopment Authority or the Renewal Authority.

C. Financial Reports and Audits.

The redevelopment activities undertaken by the Renewal Authority and the Redevelopment Authority, pursuant to this Plan, shall be reported by monthly financial statements and annual fiscal year audits provided to the City.

D. Community Development Block Grant Funds.

To the extent that community development funds or other funds from the City are required to finance the Project, they may be provided on an incremental basis.

E. Other Necessary and Supporting Costs.

The Renewal Authority, the OCPPA, the OCEDT, and the Redevelopment Authority are authorized to issue bonds and notes and to apply for and obtain grants from other sources for costs incurred or to be incurred in connection with the Project and the construction of facilities therein in addition to Project Costs to be financed pursuant to Section X.B.

XII. LAND USE PLAN

The "Land Use Plan" consists of the "Land Use Map" contained in Exhibit E1 and the land use provisions contained in Section XIII.

XIII. LAND USE

A. Permitted Land Use Categories.

The permitted uses, as shown on the Land Use Map Exhibit E1, are:

1. Permitted Uses:

a. Commercial Office and Retail. Uses may include a wide range of commercial, office and service-oriented retail supported by parking facilities, including, but not limited to, high profile office complexes which create a positive, progressive image for the City while complementing and supporting the use, image and natural aesthetic qualities of the Oklahoma River; and, retail complexes which provide riverfront shopping and eating establishments that are accessible by street, as well as from riverfront wharfs, sidewalks and recreational trails.

b. Commercial and Mixed-Use Residential. Commercial uses include general business services, retail, and possibly hotel to complement the proposed

development in the Project Area, the Will Rogers World Airport, the Oklahoma City downtown commerce and entertainment districts, the State Fairgrounds Park, and businesses and industry located in the southwest quadrant of the greater Oklahoma City area. Mixed-use residential developments include single-family and multi-family developments with integrated space for retail support services, including but not limited to, dry cleaners, pharmacies, banks, grocery and convenience stores and automobile service stations.

c. Public. Recreational development along the Oklahoma Riverfront include, but are not limited to, riverfront wharfs, multi-purpose recreational trails, pedestrian sidewalks, parks and public open spaces, with the necessary and appropriate streets, parking, and other supportive public amenities.

d. Vicinity Protection Program. The City shall implement a site protection program limiting and restricting land use to the extent allowed by law and subject to vested property rights in order to protect and enhance redevelopment in the Project Area. At a minimum the City will adopt and implement zoning or use restrictions to prohibit or limit the following uses within one mile of the Dell campus:

- i. Adult entertainment uses;
- ii. Communication services (including cell towers, antennas, etc.);
- iii. Underground injection wells;
- iv. Aboveground flammable liquid storage;
- v. Manufacturing and food processing centers;
- vi. Automobile, machinery, or farm implement sales;
- vii. Mining and/or processing oil or gas;
- viii. Mining and/or processing minerals and raw materials;
- ix. Sanitary landfills;
- x. Outdoor storage of vehicles, travel trailers or equipment;
- xi. Recycling processing centers;
- xii. Warehousing and commercial mini-warehouse storage;
- xiii. Automobile wash establishments;
- xiv. Automobile service station and auto repair, auto body and auto parts installation establishments;
- xv. Pawn shops;
- xvi. Bail bonds offices; and
- xvii. Single-wide manufactured homes.

B. Specific Regulations, Controls, and Restrictions to be Imposed by the Plan on the Sale, Lease, or Other Disposition of All Real Property Acquired.

In order to achieve the objectives of this Plan and in order to assist redevelopers in redeveloping the property, the Renewal Authority, acting on behalf of the City, will subject land to be redeveloped to specific regulations and controls at the time of land disposition. Such specific regulations and controls shall include, but are not limited to,

floor area ratio, building coverage, height, setback, building envelope, arcade, open areas, sign control, exterior lighting, off-street parking and off-street loading.

The Renewal Authority shall review the proposal and plans for redevelopment, and it shall prescribe such controls, regulations, restrictions and obligations in redevelopment contracts, deeds of disposition, and other related documents as it determines to be appropriate to carry out the objectives of the Plan.

C. Duration of Controls, Effective Date and Renewal Provisions.

Building requirements which are implemented by covenants in disposition or other documents shall be effective until January 1st of the year 2025, or extensions thereof as provided in disposition agreements or by extension action of the City Council of the City of Oklahoma City. The effective date of the provisions of this Plan shall be the date of approval of this Plan by the City Council of the City of Oklahoma City.

XIV. REDEVELOPMENT PLAN PROPOSALS

A. Land Acquisition.

1. Identification of Real Property to be Acquired.

- a. The Renewal Authority may acquire real property in the Project by direct negotiation and/or upon approval by authorizing resolution of the City Council of the City of Oklahoma City by exercise of the power of eminent domain granted by law to the Renewal Authority. In addition:
 - i. Title to and interest in highway (including interstate), railroad, and street rights-of-way and other public use land, will be acquired by the Renewal Authority as necessary to carry out the Plan objectives, subject to the provisions of Subsection 3 of this Section (declaring conditions when acquisition may be excluded). The City consents to the acquisition through eminent domain of any such property in which it may have a legal or beneficial interest.
 - ii. Real property in the Project Area identified for acquisition from the City, which was acquired with restricted funds, shall be purchased at market value, and the City shall, where possible, invest such proceeds in projects and improvements along the Oklahoma River in the Project Area.
- b. Under the provisions of this Section, the Renewal Authority may, as it determines appropriate, acquire a lesser interest in property than fee simple, which lesser interest may include acquisition of one or more structures, but excluding the land or some interest therein where the acquisition of such lesser interest will serve the objectives of this Plan and where its requirements for redevelopment are otherwise met.

2. Special Conditions Under Which Properties Not Designated for Acquisition May be Acquired.

Properties not designated for acquisition may be acquired by the Renewal Authority if the respective owners thereof do not voluntarily comply with the requirements and controls contained in this Plan; provided, however, that the codes and ordinances of the City and the laws of the State of Oklahoma may be employed to achieve compliance with the requirements of this Plan and achievement of its redevelopment objectives.

3. Special Conditions Under Which Properties Designated for Acquisition May be Excluded.

Properties may be specifically excluded from acquisition for the purpose of this Plan where it is determined by the Renewal Authority, and/or by the independent action of the City, that the purposes of the Plan may be achieved without such acquisition of one or more parcels comprising all or a portion of a designated redevelopment parcel upon approval of a redevelopment agreement with the owner thereof.

B. Reports to the City.

The Renewal Authority, the OCEDT, the OCPPA, and the Redevelopment Authority shall provide to the City, upon request, periodic reports detailing activities undertaken in the Project Area.

C. Redevelopers' Obligations

Redevelopment of land in the Project Area shall be made subject to the redevelopment requirements specified by redevelopment agreements. The purpose of such redevelopment requirements is to assure that the renewal of the Project Area will conform to the planning and design objectives of the Plan. It is, therefore, the obligation of all redevelopers not only to comply with these requirements, but also to familiarize themselves with the overall Plan and to prepare development or redevelopment proposals which are in harmony with the Plan. All such proposals will be subject to design review, comment and approval by the appropriate authority prior to approval and prior to commencement of construction.

The redeveloper will be obligated, under the terms of the redevelopment agreement, to carry out certain specified improvements, in accordance with the Plan, within a reasonable period of time as set forth in the instrument.

The redeveloper will not be permitted to dispose of property until the improvements are completed, without prior written consent, which consent will not be granted except under conditions that will prevent speculation and protect the interests of the City.

D. Underground Utility Lines.

When required by the City, utility distribution lines, whether public or private, shall be placed underground.

E. Other Provisions Necessary to Meet State and Other Local Requirements.

The land in the Project Area is to be made available to public or private enterprises for redevelopment as provided in this Plan.

F. Modification of the Plan.

This Plan may be modified as provided by state law as now in effect or as it may hereafter be amended. Amendments to provisions regarding the Increment Districts, financing authorizations, or Project Costs shall be deemed to be amendments to the Plan only insofar as it is a project plan as defined under the Oklahoma Local Development Act, 62 O.S. § 850, et seq. and not insofar as it is an urban renewal plan as defined under the Oklahoma Urban Renewal Law, 11 O.S. § 38-101, et seq.

G. Planning and Zoning.

The land use provisions contained in this Plan shall be implemented and supplemented by the zoning ordinances and other codes of the City.

XV. LAND DISPOSITION

A. Methods.

Land disposition, pursuant to this Plan, may be accomplished by methods which comply with the laws of the State of Oklahoma.

B. Procedures for Contracts with Respect to Land Disposition, and Uses or Redevelopment of Land.

1. Applicability.

The Renewal Authority shall comply with the following procedures when it proposes to enter into contracts or agreements with respect to land or the redevelopment thereof for private uses, other than for retention or disposition of property for public use, in accordance with the Plan.

2. Obligations to be Imposed.

The Renewal Authority shall require the purchaser or redeveloper to devote the property to the uses provided in this Plan and to agree to development in accordance with the Plan.

3. Notice.

Prior to entering into any agreement for land disposition to a private purchaser or any agreement for private redevelopment, the Renewal Authority shall give at least ten (10) days' notice by publication in a newspaper of general circulation in the City of Oklahoma City, which notice shall state the address and office hours of the Renewal Authority, recite that the Renewal Authority is considering a proposal to enter into an agreement for disposal of land for private redevelopment, containing the name of each proposed redeveloper, and set forth a description of the land involved. The terms of the proposal shall be available for public inspection at the office of the Renewal Authority.

4. Approval.

Approval of any contracts or agreement or disposition of land, land use, or redevelopment of land pursuant to negotiation shall be pursuant to a public meeting of the Renewal Authority. Ten (10) days' notice of the first such meeting at which approval may be considered shall be given by a publication in a newspaper of general circulation in the City of Oklahoma City, which notice shall specify the time and place of the meeting, the nature of the agreement to be approved, and the proposed purchaser or redeveloper.

XVI. RELOCATION

- A. Because only undeveloped and underdeveloped properties are contemplated for potential acquisition, no residential or business relocation appears to be applicable at this time.
- B. Relocation services and benefits, if any, will be provided in accordance with applicable provisions of the state and federal law and policies adopted by the Renewal Authority.

XVII. REFERENCES

- 1. Oklahoma City Comprehensive Plan 2000
- 2. Scenic River Overlay District, adopted February 3, 1987 (Zoning Overlay)
- 3. String of Pearls as amended through August 26, 1993

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**OKLAHOMA RIVERFRONT REDEVELOPMENT PROJECT PLAN,
AS AMENDED**

PREPARED BY:

THE CITY OF OKLAHOMA CITY, OKLAHOMA

MICK CORNETT, MAYOR

**COUNCIL MEMBERS: GARY MARRS - WARD 1, SAM BOWMAN - WARD 2,
LARRY MCATEE - WARD 3, PETE WHITE - WARD 4, J. BRIAN WALTERS- WARD 5,
ANN SIMANK - WARD 6, RONALD "SKIP" KELLY- WARD 7, PATRICK J. RYAN- WARD 8**

JAMES D. COUCH, CITY MANAGER

FRANCES KERSEY, CITY CLERK

KENNETH D. JORDAN, MUNICIPAL COUNSELOR

WITH THE ASSISTANCE AND SUPPORT OF:

THE OKLAHOMA CITY URBAN RENEWAL AUTHORITY

STANTON L. YOUNG, CHAIRMAN

THE OKLAHOMA CITY ECONOMIC DEVELOPMENT TRUST

PATRICK J. RYAN, CHAIRMAN

THE OKLAHOMA CITY PUBLIC PROPERTY AUTHORITY,

MICK CORNETT, CHAIRMAN

THE OKLAHOMA CITY REDEVELOPMENT AUTHORITY

FRED J. HALL, CHAIRMAN

MARCH 2008

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EXHIBITS

Exhibit A	Map of Boundaries – Oklahoma Riverfront Redevelopment Project Area and Increment District No. 4, Oklahoma City
Exhibit B	Boundary Descriptions - Oklahoma Riverfront Redevelopment Project Area and Increment District No. 4, Oklahoma City
Exhibit C	Map of Boundaries – Increment District No. 5, Oklahoma City
Exhibit D	Boundary Descriptions – Increment District No. 5, Oklahoma City
Exhibit E1	Land Use Map – Permitted and Proposed Uses
Exhibit E2	Proposed Improvements – Dell Illustrative Site Plan
Exhibit F1	Map of Existing Use of Real Property in Project Area
Exhibit F2	Map of Structural Conditions Located in Project Area
Exhibit G	Map of Enterprise Zones
Exhibit H	Map of Empowerment Zone

OKLAHOMA RIVERFRONT REDEVELOPMENT PROJECT PLAN,
INCLUDING
INCREMENT DISTRICTS NUMBER FOUR (4) and FIVE (5),
CITY OF OKLAHOMA CITY

I. DESCRIPTION OF REDEVELOPMENT PLAN

This Oklahoma Riverfront Redevelopment Project Plan is a project plan as defined under the Oklahoma Local Development Act, 62 O.S. § 850, *et seq.* and an urban renewal plan as defined under the Oklahoma Urban Renewal Law, 11 O.S. § 38-101, *et seq.*, and is referred to here as the "Plan".

The primary purpose of the Plan is to support the public and private redevelopment of a portion of the Oklahoma Riverfront. Specifically, this Plan contemplates the creation of a 68-acre campus for Dell, Inc. ("Dell"), including an office complex of one or more multi-story buildings for Dell's business service center in Oklahoma City. In addition to this anchor development, the Plan contemplates supportive and compatible commercial, office, retail, recreational, and residential development along and adjacent to the Oklahoma River (which, together with the Dell campus, constitutes the "Project"). The development and redevelopment of the Project Area is vital in order to support the achievement of the economic development objectives of the City of Oklahoma City ("City") and the objectives of the Scenic River Overlay District of the Oklahoma City Riverfront Redevelopment Authority ("Riverfront Authority").

II. DESCRIPTION OF PROJECT AREA AND INCREMENT DISTRICT

- A. Redevelopment Plan Project Area Boundaries.** The Project Area is the area in which Project activities will take place. The Project Area for the most part includes undeveloped, underdeveloped, and economically stagnant properties lying south of Interstate 40 between South Agnew and South Meridian Avenues and is generally bound by the Oklahoma River, St. Clair Avenue, and SW 22nd Street. The Project Area is more specifically shown on Exhibit A and the description of Project Area boundaries is contained in Exhibit B.
- B. Ad Valorem Increment District and Boundaries.** The Ad Valorem Increment District boundaries are identical to the Project Area boundaries. The Ad Valorem Increment District shall be designated Increment District No. 4, City of Oklahoma City and is shown on Exhibit A. A description of the Ad Valorem Increment District boundaries is contained in Exhibit B.
- C. Sales Tax Increment District and Boundaries.** The Sales Tax Increment District is the area in which the new employment and annual payrolls are located, which generate a sales tax increment in Oklahoma City. The Sales Tax Increment District is limited to a specific development site (the Dell business service center site), as shown on Exhibit C. The Sales Tax Increment District shall be designated Increment District No. 5, City of

Oklahoma City. The Sales Tax Increment District boundaries description is contained in Exhibit D.

III. DEVELOPMENT AND REDEVELOPMENT PLAN OBJECTIVES

The objectives of the Project and Increment Districts No. 4 and No. 5, City of Oklahoma City are to:

- A. Redevelop and revitalize areas of the Oklahoma Riverfront which are or have become unproductive, undeveloped, underdeveloped or blighted;
- B. Promote economic development to increase sales tax revenues, raise property values, and improve economic stability;
- C. Promote economic development to retain jobs and create new jobs;
- D. Stimulate new investment in Oklahoma City;
- E. Prohibit or restrict undesirable and incompatible land uses;
- F. Preserve and enhance the tax base; and
- G. Make possible investment, development and economic growth which would otherwise be difficult without the Project and the apportionment of incremental tax revenue.

IV. PROJECT IMPLEMENTATION ACTIONS

Implementation actions for the Project will consist of the following, together with all necessary, appropriate, and supportive steps.

A. Acquisition and Redevelopment.

1. Acquisition.

Real property required to implement the Project shall be acquired pursuant to Section XIV of this Plan and in accordance with federal, state and local laws. Certain tracts of land within the Project Area may be developed in accordance with this Plan without acquisition by the City or the Oklahoma City Urban Renewal Authority ("Renewal Authority") through individual redevelopment agreements entered into between the private sector and the City and/or the Oklahoma City Economic Development Trust ("OCEDT"), and/or the Oklahoma City Public Property Authority ("OCPPA"), and/or the Oklahoma City Redevelopment Authority ("Redevelopment Authority") and/or the Renewal Authority. The OCEDT, the OCPPA, and the Redevelopment Authority may be referred to in this Plan singly or collectively as "City Trust." The City, in its discretion, may authorize, direct, or designate one or more of these City Trusts, or another City-

beneficiary trust, to carry out responsibilities under this Plan, as it deems appropriate.

2. Development and Redevelopment.

Negotiation, preparation, execution, and implementation of development and redevelopment agreements, including agreements for financing and construction by private developers, will be entered into as authorized by the Local Development Act, Title 62, Oklahoma Statutes, Section 850, *et seq.*, or, with respect to property acquired by the Renewal Authority, as authorized by the Urban Renewal Law, Title 11, Oklahoma Statutes, Section 38-101, *et seq.*

3. Private Redevelopment.

Redevelopment sites within a one-mile radius and those closest to the Dell campus will be developed in order to support Dell's operations. The developments in the Project Area as a whole include:

- a. Commercial redevelopment emphasizing employment-generating businesses and service-oriented retail pursuant to development agreements with a City Trust and/or the Renewal Authority; and
- b. Private residential redevelopment supporting all levels of compensation of Dell employees pursuant to development agreement(s) with a City Trust and/or the Renewal Authority.

4. Public Development.

Riverfront development will be provided with riverfront wharfs, parks, landscaping, open spaces, and recreational facilities, to be financed in whole or in part by apportioned tax increments and proceeds from the disposition of public land in the Project Area.

B. Public Support of Project Area Improvements.

In accordance with plans approved by the City and/or as specified by redevelopment agreement(s) between the Renewal Authority or a City Trust and a designated redeveloper, the City, the Renewal Authority, or a City Trust may construct, provide, assist, sponsor or implement the Project Area improvements listed below. Such improvements may be paid for or financed with apportioned tax increment revenues, other public resources, private funds, or a combination thereof.

Public Roads. Roads and drainage improvements may be constructed by public and/or private entities to ensure adequate and continual ease of ingress and egress from potential redevelopment site(s) and the Project Area as a whole. Due to the unique topography of the Project Area and the prior land use of potential

redevelopment site(s), new road construction in the Project Area shall include all necessary compaction, cut and fill, grading, base, curb and gutter, paving striping and signage.

Public Lighting. Suitable public lighting will be installed along the Oklahoma Riverfront "hike and bike" trail and the boundary shared with the Dell campus.

Landscaping. Landscaping around the Dell campus shall create a protective buffer and boundary. Additional landscaping schemes may be implemented within the Project Area and along the Oklahoma Riverfront pursuant to redevelopment agreements and landscaping plans approved by the Riverfront Authority.

Public Utilities Improvements. Public or private entities shall provide adequate public utilities improvements including water, sewer, electric, natural gas, cable and telecommunications to support the Dell campus and future developments in the Project Area.

Drainage. Storm water detention and water quality facilities, including any detention pond(s) required by City ordinance, may be provided and shall be in accordance with federal and state law.

Easements. Appropriate utility easements shall provide for easements in, over, across, and above, as necessary for utility improvements, making all utility connections accessible and available to the Dell campus and, as required by redevelopment agreements, to support additional redevelopment in the Project Area.

V. ELIGIBILITY OF THE REDEVELOPMENT PLAN PROJECT AREA AND INCREMENT DISTRICTS

A. Oklahoma Urban Renewal Law, 11 O.S. § 38-101, *et seq.*

The Project Area and Increment Districts are blighted as defined in the Urban Renewal Law, 11 O.S. § 38-101(8).

The Project Area and the Increment Districts as a whole are blighted due to a long-standing condition of arrested economic development which has impaired the financial vitality and growth of Oklahoma City and constitutes an economic liability. The Project Area is predominantly unproductive, undeveloped, and underdeveloped. The dominant land use in the Project Area has been for trash and waste landfill; the area is bisected by flood plain and drainage issues, and suffers from conditions inhibiting development.

B. Oklahoma Local Development Act, 62 O.S. § 850, *et seq.*

The Project Area and the Increment Districts are blighted within the meaning of the Urban Renewal Law and, therefore, are areas which meet and comply with the

statutory definition of "reinvestment area." The Project Area and the Increment District are within a State designated "Enterprise Area." The Project Area and the Increment Districts meet and comply with these statutory definitions under the Local Development Act.

VI. FINANCIAL IMPACTS

Redevelopment in the area is estimated to stimulate new investment of more than \$150 Million and to create new direct annual payrolls approaching \$150 Million. The economic impact multiplier will exceed 2.0. Thus, the indirect economic impact will equal or exceed the economic activity projected within the Project Area. New personal income payrolls outside of the Project Area are estimated to range from \$21 Million annually to more than \$200 Million annually. New ad valorem taxes generated outside of the Project Area and Increment District No. 4 will be greater than the new ad valorem taxes generated within the Project Area and Increment District.

These positive impacts are directly stimulated by the Dell development and would not occur except for the Project. On balance, the predominant effects on all involved taxing jurisdictions are beneficial. Any negative impacts are those associated with healthy and moderate economic and job growth. The beneficial impacts are significant and vital to the long-term objectives of the affected taxing jurisdictions.

VII. ESTABLISHMENT OF INCREMENT DISTRICTS NO. 4 AND NO. 5, CITY OF OKLAHOMA CITY

- A.** The increment of ad valorem taxes from Increment District No. 4, City of Oklahoma City, in excess of the base assessed value of the Ad Valorem Increment District, may be apportioned from time to time to pay Project Costs (as defined by this Section) authorized pursuant to Section X.B. of this Plan for a period not to exceed twenty-five (25) years, or the period required for the payment of such authorized Project Costs, whichever is less.
- B.** The increment of The City of Oklahoma City sales taxes generated by Oklahoma City Increment District No. 5, as determined by a formula to be approved by resolution of the City Council in accordance with the Local Development Act, may be used to pay Project Costs authorized pursuant to Section X of this Plan, for a period not to exceed twenty-five (25) years from the effective date of Increment District No. 5, as provided by law, or the period required for payment of the Project Costs authorized pursuant to Section X of this Plan, whichever is less.
- C.** During the period of apportionment, the apportionment fund shall constitute funds of the OCEDT, which is approved and authorized by the City to issue tax apportionment bonds or notes, and shall not constitute a part of the general fund to be apportioned annually by the governing body of the City.

- D. Project Costs** shall mean (a) the costs authorized to be paid by apportioned tax increments pursuant to Section X.B. of this Plan and (b) additional costs necessary or appropriate to implementing this Plan authorized by Section X.C. which may be approved and incurred without amendment to this Plan.

VIII. AUTHORIZATIONS

- A. Administration of Plan.** The City is authorized to carry out and administer the provisions of this Plan and to exercise all powers necessary or appropriate thereto pursuant to Section 854, Title 62 of the Oklahoma Statutes. The OCPPA, the OCEDT, the Redevelopment Authority, and the Renewal Authority are the public entities of the City designated to assist in carrying out this Plan and to exercise all powers necessary or appropriate thereto pursuant to Section 854, Title 62 of the Oklahoma Statutes, except for approval of this Plan and those powers enumerated in paragraphs 1, 3, 4, 7, 13 and 16 of Section 854, Title 62.
- B. Financing and Payment of Project Costs.** The OCEDT, the OCPPA, the Redevelopment Authority, and the Renewal Authority are authorized to: (1) issue tax apportionment bonds or notes, issue other bonds or notes, or both; (2) incur Project Costs, pursuant to Section X of this Plan; (3) provide funds to or reimburse the City or the Renewal Authority for the acquisition of redevelopment Project property, payment of Project Costs, and other payment of costs incurred in support of the implementation of the Project; and (4) incur the costs of issuance of bonds and accumulate appropriate reserves, if any, in connection with them.
- C. Person in Charge.** The City Manager of Oklahoma City, James D. Couch, or his successor in office, shall be the person in charge of implementation of the Plan in accordance with the provisions, authorizations, and respective delegations of responsibilities contained herein. The City Manager, or his successor in office, is authorized to empower one or more designees to exercise responsibilities in connection with Project implementation.

IX. THE ESTIMATED RETURN ON PUBLIC INVESTMENT AND THE ESTIMATED PUBLIC AND PRIVATE INVESTMENT STIMULATED BY THE PROJECT

A. Public Revenue Estimated to Accrue from the Project and Increment Districts.

Incremental ad valorem tax revenues are estimated to range between \$550,000 annually in the near term and \$1,650,000 annually over the longer term. It is also estimated that incremental sales tax revenues will be between \$150,000 annually in the near term and \$1,050,000 annually over the longer term. Because the economic multiplier for the Project is in excess of 2.0, the generative economic impact of the Project on public revenue outside of the Project Area will equal or exceed the new public tax revenues generated from within the Project Area. Thus, the increases in ad valorem tax revenues generated outside of the Project Area and Ad Valorem Increment District will equal or

exceed those which are generated within the Project Area. The same generative effect is true for sales taxes.

Because the proposed Project creates new investment and new jobs which did not previously exist either within Oklahoma City or within the State of Oklahoma, these new public revenues simply would not be created except for the Project and the public and related financial undertakings necessary for its implementation.

B. Private and Public Investments Expected from the Project and Increment Districts.

Within the Project Area, new private investment of more than \$150 Million is expected, supported by \$30 Million to \$45 Million in public investment.

The indirect generative effect of new investment and new jobs created within the Project Area will stimulate new investment outside of the Project Area, approaching \$200 Million. The impact on personal income with an economic multiplier of 3.19 creates a local economy output in excess of \$446 Million when new payroll within the Project Area equals or exceeds \$140 Million.

X. BUDGET OF ESTIMATED PROJECT COSTS TO BE FINANCED BY APPORTIONED TAX INCREMENTS

As authorized in this Section X, Project Costs may be financed by the apportionment of tax increments.

A. Types of Project Costs. The eligible Project Costs are the costs of property acquisition, disposition, relocation, site preparation, supporting public facilities, assistance in development financing, and costs related thereto incurred by a public entity in accordance with this Plan. The costs incurred or to be incurred by the City, the OCPPA, the OCEDT, the Renewal Authority, or the Redevelopment Authority in implementing this Plan include, but are not limited to, payment and/or reimbursement of costs advanced in connection with the preparation and approval of the Project and this Plan, administrative costs, organizational costs, professional service costs, acquisition costs, and financing costs and fees.

B. Estimated Project Costs.

The Project Costs authorized to be financed by the apportionment of tax increments are estimated as follows:

Site Acquisition & Remediation	\$ 14,878,000
Infrastructure Improvements	10,000,000
Disposition	925,000

Administration	750,000
Contingency	1,650,000
TOTAL COSTS	\$ <u>28,203,000</u>

Plus financing costs and interest on repayment of Project Costs.

C. Additional Project Costs. Additional costs necessary or appropriate to implementing this Plan which are to be financed by other than apportioned tax increments may be approved by the City at any time. The provisions of this Section X are not a limitation on Project Costs to be financed by other than apportioned tax increments.

XI. PROJECT FINANCING PLAN

A. Financing Authorizations.

The implementation of this Plan shall be financed in accordance with financial authorizations, including both fund and asset transfers, authorized from time to time by the City Council of the City of Oklahoma City.

B. Financing Revenue Sources.

The revenue sources expected to finance Project Costs authorized by Section X are the portion of the increments generated by values in excess of the base assessed value within the Ad Valorem Increment District as defined by this Plan and by the sales tax increments generated by the Sales Tax Increment District calculated pursuant to the increment formula to be adopted by the City. It is estimated that incremental ad valorem tax revenues will be between \$550,000 annually in the near term and \$1,650,000 annually over the longer term. It is also estimated that incremental sales tax revenues will be between \$150,000 annually in the near term and \$1,050,000 annually over the longer term.

Project Costs will be paid by the City, the OCPPA, the OCEDT, the Redevelopment Authority, and the Renewal Authority. Additional supporting public improvements will be provided by the City. The financing of the projected private development in the Project Area will be provided by private equity and private mortgage financing, secured by private redevelopments, or pursuant to and in accordance with redevelopment agreements entered into between the private sector and the City, a City Trust, or the Renewal Authority.

C. Financial Reports and Audits.

The redevelopment activities undertaken by the Renewal Authority and the Redevelopment Authority, pursuant to this Plan, shall be reported by monthly financial statements and annual fiscal year audits provided to the City.

D. Community Development Block Grant Funds.

To the extent that community development funds or other funds from the City are required to finance the Project, they may be provided on an incremental basis.

E. Other Necessary and Supporting Costs.

The Renewal Authority, the OCPPA, the OCEDT, and the Redevelopment Authority are authorized to issue bonds and notes and to apply for and obtain grants from other sources for costs incurred or to be incurred in connection with the Project and the construction of facilities therein in addition to Project Costs to be financed pursuant to Section X.B.

XII. LAND USE PLAN

The "Land Use Plan" consists of the "Land Use Map" contained in Exhibit E1 and the land use provisions contained in Section XIII.

XIII. LAND USE

A. Permitted Land Use Categories.

The permitted uses, as shown on the Land Use Map Exhibit E1, are:

1. Permitted Uses:

- a. Commercial Office and Retail.** Uses may include a wide range of commercial, office and service-oriented retail supported by parking facilities, including, but not limited to, high profile office complexes which create a positive, progressive image for the City while complementing and supporting the use, image and natural aesthetic qualities of the Oklahoma River; and, retail complexes which provide riverfront shopping and eating establishments that are accessible by street, as well as from riverfront wharfs, sidewalks and recreational trails.
- b. Commercial and Mixed-Use Residential.** Commercial uses include general business services, retail, and possibly hotel to complement the proposed development in the Project Area, the Will Rogers World Airport, the Oklahoma City downtown commerce and entertainment districts, the State Fairgrounds Park, and businesses and industry located in the southwest quadrant of the greater Oklahoma City area. Mixed-use residential developments include single-family and multi-family developments with integrated space for retail support services, including but not limited to, dry cleaners, pharmacies, banks, grocery and convenience stores and automobile service stations.
- c. Public.** Recreational development along the Oklahoma Riverfront include, but are not limited to, riverfront wharfs, multi-purpose recreational trails, pedestrian

sidewalks, parks and public open spaces, with the necessary and appropriate streets, parking, and other supportive public amenities.

d. Vicinity Protection Program. The City shall implement a site protection program limiting and restricting land use to the extent allowed by law and subject to vested property rights in order to protect and enhance redevelopment in the Project Area. At a minimum the City will adopt and implement zoning or use restrictions to prohibit or limit the following uses within one mile of the Dell campus:

- i. Adult entertainment uses;
- ii. Communication services (including cell towers, antennas, etc.);
- iii. Underground injection wells;
- iv. Aboveground flammable liquid storage;
- v. Manufacturing and food processing centers;
- vi. Automobile, machinery, or farm implement sales;
- vii. Mining and/or processing oil or gas;
- viii. Mining and/or processing minerals and raw materials;
- ix. Sanitary landfills;
- x. Outdoor storage of vehicles, travel trailers or equipment;
- xi. Recycling processing centers;
- xii. Warehousing and commercial mini-warehouse storage;
- xiii. Automobile wash establishments;
- xiv. Automobile service station and auto repair, auto body and auto parts installation establishments;
- xv. Pawn shops;
- xvi. Bail bonds offices; and
- xvii. Single-wide manufactured homes.

B. Specific Regulations, Controls, and Restrictions to be Imposed by the Plan on the Sale, Lease, or Other Disposition of All Real Property Acquired.

In order to achieve the objectives of this Plan and in order to assist redevelopers in redeveloping the property, the Renewal Authority, acting on behalf of the City, will subject land to be redeveloped to specific regulations and controls at the time of land disposition. Such specific regulations and controls shall include, but are not limited to, floor area ratio, building coverage, height, setback, building envelope, arcade, open areas, sign control, exterior lighting, off-street parking and off-street loading.

The Renewal Authority shall review the proposal and plans for redevelopment, and it shall prescribe such controls, regulations, restrictions and obligations in redevelopment contracts, deeds of disposition, and other related documents as it determines to be appropriate to carry out the objectives of the Plan.

C. Duration of Controls, Effective Date and Renewal Provisions.

Building requirements which are implemented by covenants in disposition or other documents shall be effective until January 1st of the year 2025, or extensions thereof as provided in disposition agreements or by extension action of the City Council of the City of Oklahoma City. The effective date of the provisions of this Plan shall be the date of approval of this Plan by the City Council of the City of Oklahoma City.

XIV. REDEVELOPMENT PLAN PROPOSALS

A. Land Acquisition.

1. Identification of Real Property to be Acquired.

a. The Renewal Authority may acquire real property in the Project by direct negotiation and/or upon approval by authorizing resolution of the City Council of the City of Oklahoma City by exercise of the power of eminent domain granted by law to the Renewal Authority. In addition:

i. Title to and interest in highway (including interstate), railroad, and street rights-of-way and other public use land, will be acquired by the Renewal Authority as necessary to carry out the Plan objectives, subject to the provisions of Subsection 3 of this Section (declaring conditions when acquisition may be excluded). The City consents to the acquisition through eminent domain of any such property in which it may have a legal or beneficial interest.

ii. Real property in the Project Area identified for acquisition from the City, which was acquired with restricted funds, shall be purchased at market value, and the City shall, where possible, invest such proceeds in projects and improvements along the Oklahoma River in the Project Area.

b. Under the provisions of this Section, the Renewal Authority may, as it determines appropriate, acquire a lesser interest in property than fee simple, which lesser interest may include acquisition of one or more structures, but excluding the land or some interest therein where the acquisition of such lesser interest will serve the objectives of this Plan and where its requirements for redevelopment are otherwise met.

2. Special Conditions Under Which Properties Not Designated for Acquisition May be Acquired.

Properties not designated for acquisition may be acquired by the Renewal Authority if the respective owners thereof do not voluntarily comply with the requirements and controls contained in this Plan; provided, however, that the codes and ordinances of the City and the laws of the State of Oklahoma may be employed to achieve compliance with the requirements of this Plan and achievement of its redevelopment objectives.

3. Special Conditions Under Which Properties Designated for Acquisition May be Excluded.

Properties may be specifically excluded from acquisition for the purpose of this Plan where it is determined by the Renewal Authority, and/or by the independent action of the City, that the purposes of the Plan may be achieved without such acquisition of one or more parcels comprising all or a portion of a designated redevelopment parcel upon approval of a redevelopment agreement with the owner thereof.

B. Reports to the City.

The Renewal Authority, the OCEDT, the OCPPA, and the Redevelopment Authority shall provide to the City, upon request, periodic reports detailing activities undertaken in the Project Area.

C. Redevelopers' Obligations

Redevelopment of land in the Project Area shall be made subject to the redevelopment requirements specified by redevelopment agreements. The purpose of such redevelopment requirements is to assure that the renewal of the Project Area will conform to the planning and design objectives of the Plan. It is, therefore, the obligation of all redevelopers not only to comply with these requirements, but also to familiarize themselves with the overall Plan and to prepare development or redevelopment proposals which are in harmony with the Plan. All such proposals will be subject to design review, comment and approval by the appropriate authority prior to approval and prior to commencement of construction.

The redeveloper will be obligated, under the terms of the redevelopment agreement, to carry out certain specified improvements, in accordance with the Plan, within a reasonable period of time as set forth in the instrument.

The redeveloper will not be permitted to dispose of property until the improvements are completed, without prior written consent, which consent will not be granted except under conditions that will prevent speculation and protect the interests of the City.

D. Underground Utility Lines.

When required by the City, utility distribution lines, whether public or private, shall be placed underground.

E. Other Provisions Necessary to Meet State and Other Local Requirements.

The land in the Project Area is to be made available to public or private enterprises for redevelopment as provided in this Plan.

F. Modification of the Plan.

This Plan may be modified as provided by state law as now in effect or as it may hereafter be amended. Amendments to provisions regarding the Increment Districts, financing authorizations, or Project Costs shall be deemed to be amendments to the Plan only insofar as it is a project plan as defined under the Oklahoma Local Development Act, 62 O.S. § 850, *et seq.* and *not* insofar as it is an urban renewal plan as defined under the Oklahoma Urban Renewal Law, 11 O.S. § 38-101, *et seq.*

G. Planning and Zoning.

The land use provisions contained in this Plan shall be implemented and supplemented by the zoning ordinances and other codes of the City.

XV. LAND DISPOSITION

A. Methods.

Land disposition, pursuant to this Plan, may be accomplished by methods which comply with the laws of the State of Oklahoma.

B. Procedures for Contracts with Respect to Land Disposition, and Uses or Redevelopment of Land.

1. Applicability.

The Renewal Authority shall comply with the following procedures when it proposes to enter into contracts or agreements with respect to land or the redevelopment thereof for private uses, other than for retention or disposition of property for public use, in accordance with the Plan.

2. Obligations to be Imposed.

The Renewal Authority shall require the purchaser or redeveloper to devote the property to the uses provided in this Plan and to agree to development in accordance with the Plan.

3. Notice.

Prior to entering into any agreement for land disposition to a private purchaser or any agreement for private redevelopment, the Renewal Authority shall give at least ten (10) days' notice by publication in a newspaper of general circulation in the City of Oklahoma City, which notice shall state the address and office hours of the Renewal Authority, recite that the Renewal Authority is considering a proposal to enter into an agreement for disposal of land for private redevelopment, containing the name of each proposed redeveloper, and set forth a description of the land

involved. The terms of the proposal shall be available for public inspection at the office of the Renewal Authority.

4. Approval.

Approval of any contracts or agreement or disposition of land, land use, or redevelopment of land pursuant to negotiation shall be pursuant to a public meeting of the Renewal Authority. Ten (10) days' notice of the first such meeting at which approval may be considered shall be given by a publication in a newspaper of general circulation in the City of Oklahoma City, which notice shall specify the time and place of the meeting, the nature of the agreement to be approved, and the proposed purchaser or redeveloper.

XVI. RELOCATION

- A. Because only undeveloped and underdeveloped properties are contemplated for potential acquisition, no residential or business relocation appears to be applicable at this time.
- B. Relocation services and benefits, if any, will be provided in accordance with applicable provisions of the state and federal law and policies adopted by the Renewal Authority.

XVII. REFERENCES

- 1. Oklahoma City Comprehensive Plan 2000
- 2. Scenic River Overlay District, adopted February 3, 1987 (Zoning Overlay)
- 3. String of Pearls as amended through August 26, 1993

\\Apple\fi-admin\TIF\TIF #4 #5\Project Plan Attachments\Riverfront Redevelopment Project Plan 031908 v1.doc

EXHIBIT "A"

**Map of Boundaries - Oklahoma Riverfront Redevelopment Project Area
and
Increment District No. 4, Oklahoma City**

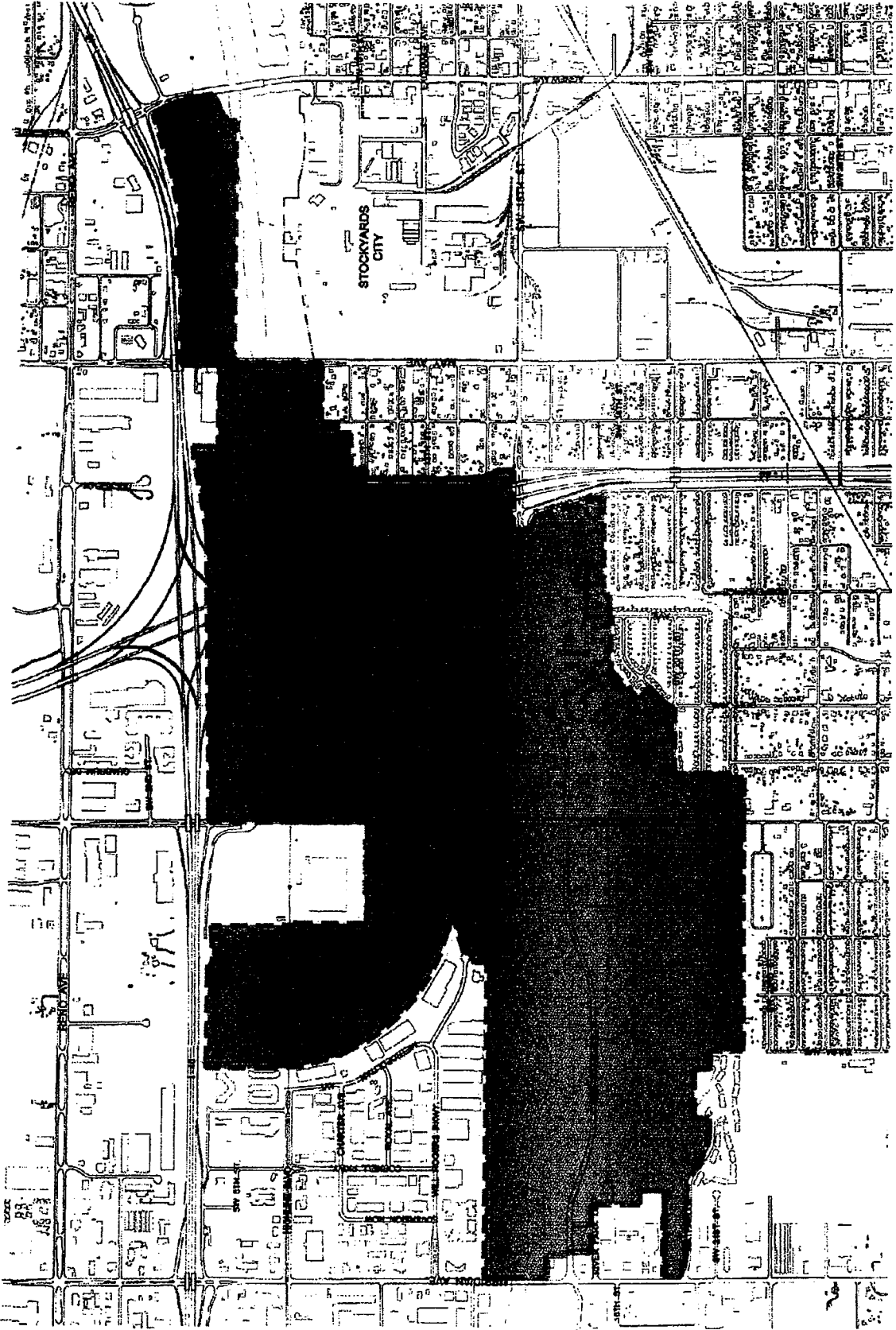


EXHIBIT B

Boundary Descriptions – Oklahoma Riverfront Redevelopment Project Area and Increment District No. 4, Oklahoma City

The boundaries of the proposed project area and ad valorem increment district are generally described as follows:

An area lying generally along and on either side of the Oklahoma River from South Agnew Avenue on the east to South Meridian Avenue on the west, located west of the Indian Meridian, in Oklahoma City, Oklahoma County, State of Oklahoma, consisting of:

A tract, piece or parcel of land BEGINNING at the intersection of the South Meridian Avenue right-of-way and the South boundary of the Metropolitan Industrial Park, as depicted in Plat Book 46, Page 92 of the Oklahoma County Deed Registry;

THENCE Easterly along said South boundary of the Metropolitan Industrial Park to the Southwest corner of Lot 6, Block 15, of the Metropolitan Industrial Park, Installment 7;

THENCE Northerly along the West boundary of said Lot 6 to the Northwest corner thereof;

THENCE along a curve to the left around the cul-de-sac fronting on Lots 6 and 7, Block 15, of the Metropolitan Business Park, to a point on the Northeast corner thereof;

THENCE Northeasterly along the North line of said Lot 6, and along an extension of said line Northeasterly to the West margin of the drainage right-of-way along the east boundary of the Metropolitan Industrial Park;

THENCE northwesterly along a curve to the right following the East margin of said drainage right-of-way to the point of intersection with the South margin of the South Service Road to Interstate 40;

THENCE Easterly along the South Service Road to the Northwest corner of a tract of land owed by the Patricia Owens Adams Trust as described in Book 6925, page 1632 of Oklahoma County Deed Registry;

THENCE Southerly along the Eastern boundaries of a tract of land owed by the Patricia Owens Adams Trust as described in Book 6925, page 1632 of Oklahoma County Deed Registry and a tract of land owned by Alko Corp., as described in Book 5398, Page 1689 of Oklahoma County Deed Registry, to the South margin of S. W. 10th Street;

THENCE Easterly along the South margin of said S. W. 10th Street and an Easterly extension thereof to the East margin of S. Portland Avenue;

THENCE Northerly along said West margin to a point on the South margin of the Interstate 40 right-of-way;

THENCE Easterly along an Easterly extension of that bearing across the I-40/I-44 interchange to the point of intersection of the South margin of the 1-40 right-of-way and the East margin of the 1-44 right-of-way;

THENCE Easterly along the South margin of the 1-40 right-of-way to the N/W corner of a tract of land owned by Steven W. Speegle, et al., as described in Book 6954, Page 1114, of the Oklahoma County Deed Registry;

THENCE Southerly along the East boundary of said Tract to a point on the North boundary of a track of land owned by the City of Oklahoma City as described as follows, a part of the NE/4 of Section 1, Township 11, Range 4 W, more particularly described as a tract of land extending 203 feet N and South whose South boundary line begins 1953.5 feet S of NE corner of the NE/4 of said S1, and extending West to the West line of Lot 3; and whose North boundary line is parallel to the South boundary line and the extensions thereof west to the East line of the North Canadian River.

THENCE Easterly along the Northern boundary of said tract and an Easterly extension of that bearing to the East margin of the May Avenue right-of-way;

THENCE Northerly along the East margin of the May Avenue right-of-way to the South margin of the 1-40 right-of-way;

THENCE Westerly along said right-of-way to a point on the West margin of the South Agnew Avenue right-of-way;

THENCE Southerly along said right-of-way line to a point on the North margin of the South Canadian River also known as the Oklahoma River;

THENCE Southeasterly along the South margin of said River to the East margin of South May Avenue;

THENCE Southwesterly to a parcel of land owned by the City of Oklahoma City including Lots 1 through 49 inclusive of Block 1 of MORRIS VIEW Subdivision to Oklahoma City, Oklahoma County, Oklahoma;

THENCE Westerly along the North margin of N. W. 8th Street and a Westerly extension of that bearing to a point on the West boundary of the West margin of Brookline Avenue;

THENCE Southerly along the West margin of Brookline Avenue to the Southeast ~~corner~~ of Lot 1, Block 3 of the PACKINGTON ADDITION to Oklahoma City, Oklahoma County, Oklahoma; THENCE Westerly along the extended South margin of S. W. 9th Street to the Northwest corner of Lot 14, Block 3, DAVIDOR'S MORRIS VIEW ADDITION, to Oklahoma City, Oklahoma County, Oklahoma;

THENCE South along the West line of said Lot 14 to a point on the North line of Block 2 of said DAVIDOR'S MORRIS VIEW ADDITION;

THENCE West along said North line of Block 2, to the Northeast corner of Lot 28 of said Block 2;

THENCE South along the East line of said Lot 28 to the North margin of S. W. 10th Street;

THENCE West along said North margin of said S.W. 10th Street right-of-way and a Westerly extension thereof to a point on the West margin of S. Drexel Avenue;

THENCE south along the West margin of S. Drexel Avenue and Southerly extension thereof to a point on the East margin of Interstate 44 East Service Road;

THENCE southeasterly to a point on the North margin of S. W. 15th Street;

THENCE Westerly along said north margin of S. W. 15th Street and a Westerly extension thereof to a point on the West margin of South Grand Boulevard;

THENCE Southeasterly along the West margin of the said Grand Boulevard right-of-way to the northeast corner of Block 4 of the replat of the Industrial Boulevard Addition, except the South 300' of Block 12, Industrial Boulevard Addition to Oklahoma City, Oklahoma County, Oklahoma, as recorded on Page 23 of Plat Book 92, of the Oklahoma County Deed Registry;

THENCE Westerly along the north lines of Blocks 3 and 4 of said replat of Industrial Boulevard Addition to a point on the East margin of S. Independence Avenue;

THENCE Southerly along the East margin of said Independence Avenue extended South to a point on the South margin of S. W. 18th Street;

THENCE Westerly along said South margin of S. W. 18th Street and a Westerly extension of that bearing to a point on the West margin of Independence Avenue where the West margin of said Independence Avenue intersects with the North line of Lot 14, Block 7 of the replat of part of Block 21 through 24 and 26 through 28 (both inclusive) of the replat of part of Blocks 21 through 24 and Blocks 26 through 28 (both inclusive) of the ROCKWOOD Addition to Oklahoma City, Oklahoma County, Oklahoma, as recorded on Page 67 of Plat Book 41 in the Oklahoma County Deed Registry;

THENCE Westerly along the north line of said Lot 24 extended Westerly to the West margin of South Independence Avenue;

THENCE Southerly along the West margin of said Independence Avenue to the northeast corner of Lot 1, Block 9 of the said replat of part of Blocks 21 through 24 and 26 through 28 (both inclusive) of ROCKWOOD ADDITION to Oklahoma City, Oklahoma County, Oklahoma, as recorded on Page 67 of Plat Book 41 in the Oklahoma County Deed Registry;

THENCE Westerly and Southwesterly along the North lines of Blocks 9 and 10 of said replat to the northeast corner of Lot 3, Block 10 of said replat;

THENCE Southeasterly along the East line of said Lot 3 to a point on the North margin of S. W. 18th Street;

THENCE Southwesterly along the North margin of S. W. 18th Street to a point on the North margin of S. W. 20th street;

THENCE Westerly along the North margin of said southwest S. W. 20th Street, extended Westerly to a point on the West margin of S. St. Clair Avenue;

THENCE Southerly along the West margin of the said S. St. Clair Avenue right-of-way extended Southerly to the South line of the N/2 of S 12, T11N, R4W, I.M.;

THENCE Westerly along said South line to a point on the West margin of Portland Avenue;

THENCE continuing Westerly along the South line of S11, T11N, R4W, LM., to the Southwest corner of the NE/4 of SEC. 11, T11N, R4W, LM.;

THENCE North along the West line of the NW/4 of the Southeast corner of a parcel of land owned by Vintage on Meridian, Limited Partnership, as described on the Page 0582, Book 7413, of the Oklahoma County Deed Registry;

THENCE Westerly, Northerly, Westerly, Southerly and Northwesterly (respectively) along the south boundary of said; to a point on the East margin of the S. Meridian Avenue right-of-way;

THENCE Northerly along said East margin to the North margin of S. W. 19th Street;

THENCE Easterly along said North margin of S. W. 19th Street right-of-way extended Easterly to a point on the west line of said tract;

THENCE Northerly along the West line thereof, to a point on the North line of said tract;

THENCE Westerly along the South line of said tract of land owned by Stanley Family Trust Limited Partnership, as recorded on Page 0958, Book 7487, of the Oklahoma County Deed Registry;

THENCE Northerly along the West line of said tract extended to the North margin of Riverpark Drive;

THENCE Westerly along said North margin of Riverpark Drive to the Southwest corner of a tract of land owned by Highland Dairy as recorded on page 0175, Book 6617, of the Oklahoma County Deed Registry;

THENCE Northerly along the West line of said tract to the Northeast ~~corner~~ thereof;

THENCE Easterly along the North line of said tract to the northeast corner thereof;

THENCE ~~Northerly~~ along the East boundary of said tract extended Northerly to the North margin of S. W. 15th Street,

THENCE Westerly along the said North margin of S. W. 15th to a point on the East of S. Meridian Avenue;

THENCE Northerly along the East margin of the said S. Meridian Avenue right-of-way to the POINT OR PLACE OF BEGINNING,

as shown on the attached sketch.

The boundaries of the sales tax increment district are:

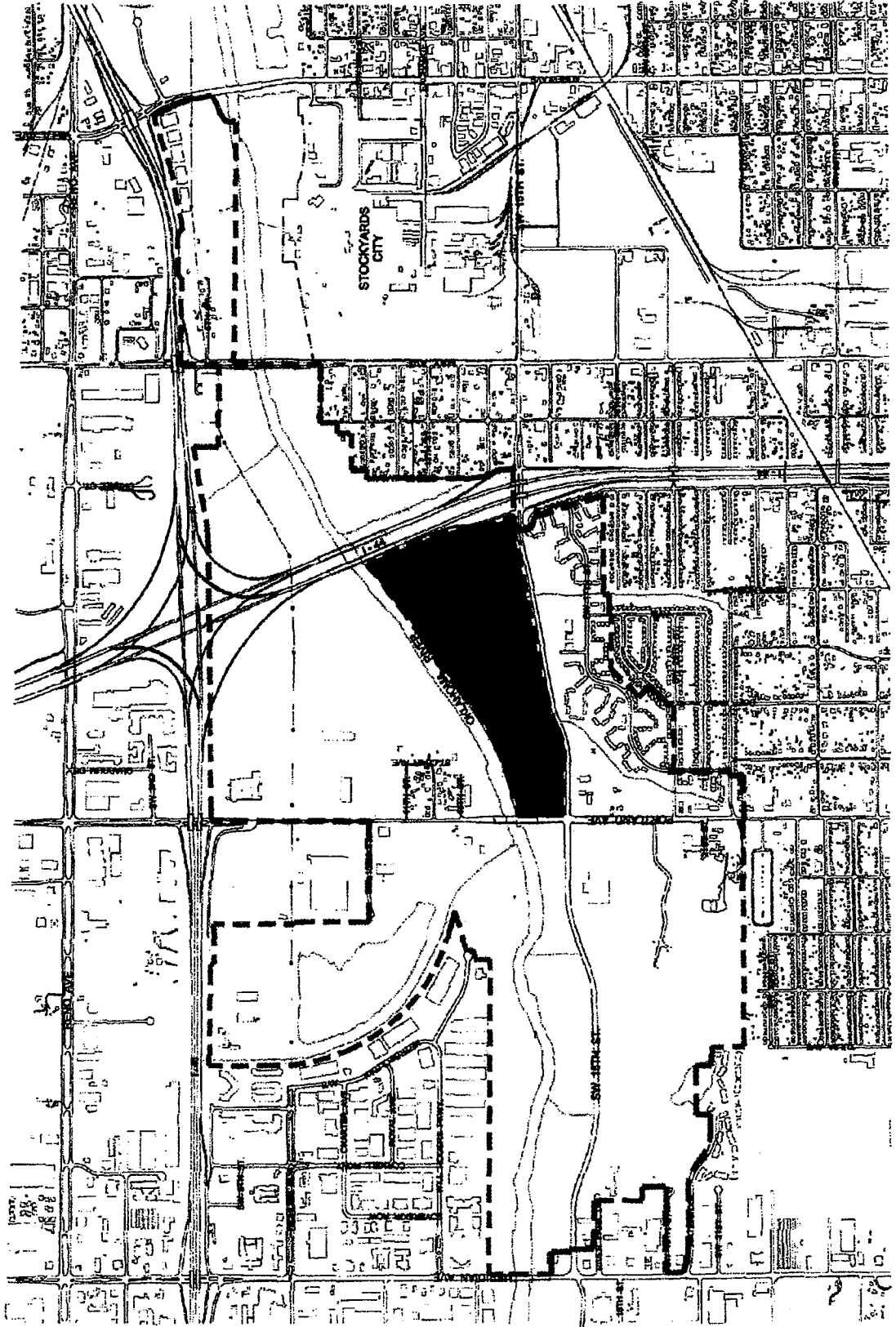
A tract of land lying in the South Half (S/2) of Section 1 and the North Half (N/2) of Section 12, Township 11 North, Range 3 West of the Indian Meridian, Oklahoma County, Oklahoma, being more particularly described as follows:

COMMENCING at the Northwest corner of said Section 12; THENCE South 00°10'22" East, along the west line of said Section 12, a distance of 214.97 feet; THENCE North 89°49'38" East, perpendicular to said west line, a distance of 100.00 feet to a point on the east right of way line of Portland Avenue and the POINT OF BEGINNING, THENCE North 64°19'35" East a distance of 342.57 feet; THENCE North 60°27'43" East a distance of 285.59 feet; THENCE North 71°01'07" East a distance of 599.03 feet; THENCE North 62°42'49" East a distance of 219.35 feet; THENCE North 55°13'33" East a distance of 255.84 feet; THENCE North 49°33'59" East a distance of 175.44 feet; THENCE North 44°18'04" East a distance of 313.40 feet; THENCE North 47°16'44" East a distance of 167.64 feet; THENCE North 52°19'06" East a distance of 236.75 feet; THENCE North 55°14'03" East a distance of 280.66 feet; THENCE North 59°08'44" East a distance of 193.20 feet; THENCE North 64°30'57" East a distance of 234.62 feet; THENCE South 50°27'11" East a distance of 33.76 feet; THENCE South 18°54'05" East a distance of 844.03 feet; THENCE South 18°41'36" East a distance of 225.73 feet; THENCE South 20°26'10" East a distance of 219.32 feet; THENCE South 00°07'58" East a distance of 179.29 feet to a point on a non-tangent curve; THENCE Southwesterly along a curve to the left having a radius of 1195.93 feet (said curve being subtended by a chord which bears South 80°13'45" West a distance of 207.90 feet) an arc

distance of 208.16 feet; THENCE South 75°14'34" West a distance of 89.35 feet to a point of curvature; THENCE Southwesterly along a curve to the right having a radius of 6950.00 feet (said curve being subtended by a chord which bears South 77°19'26" West a distance of 504.81 feet) an arc distance of 504.92 feet; THENCE South 79°24'19" West a distance of 1172.61 feet to a point of curvature; THENCE Southwesterly along a curve to the left having a radius of 1195.93 feet (said curve being subtended by a chord which bears South 71°51'22" West a distance of 314.27 feet) an arc distance of 315.18 feet to a point of reverse curvature; THENCE Southwesterly along a curve to the right having a radius of 1095.93 feet (said curve being subtended by a chord which bears South 77°03'20" West a distance of 483.74 feet) an arc distance of 487.76 feet; THENCE South 89°48'20" West a distance of 334.54 feet; THENCE North 83°17'26" West a distance of 208.21 feet to a point on the east right of way line of Portland Avenue; THENCE North 00°10'22" West a distance of 298.99 feet to the POINT OF BEGINNING. Said tract contains an area of 2,857,895 square feet or 65.6082 acres more or less.

EXHIBIT "C"

Map of Boundaries - Tax Increment No. 5, Oklahoma City



Prepared 3/9/2008 by the City of Oklahoma City Planning Dept., Long Range Planning Division

EXHIBIT "C"

EXHIBIT D

Boundary Description - ~~Tax~~ Increment No. 5, Oklahoma City

LEGAL DESCRIPTION

A tract of land lying in the South Half (S/2) of Section 1 and the North Half (N/2) of Section 12, Township 11 North, Range 3 West of the Indian Meridian, Oklahoma County, Oklahoma, being more particularly described as follows:

COMMENCING at the Northwest corner of said Section 12;

THENCE South 00°10'22" East, along the west line of said Section 12, a distance of 214.97 feet;

THENCE North 89°49'38" East, perpendicular to said west line, a distance of 100.00 feet to a point on the east right of way line of Portland Avenue and the POINT OF BEGINNING;

THENCE North 64°19'35" East a distance of 342.57 feet;

THENCE North 60°27'43" East a distance of 285.59 feet;

THENCE North 71°01'07" East a distance of 599.03 feet;

THENCE North 62°42'49" East a distance of 219.35 feet;

THENCE North 55°13'33" East a distance of 255.84 feet;

THENCE North 49°33'59" East a distance of 175.44 feet;

THENCE North 44°18'04" East a distance of 313.40 feet;

THENCE North 47°16'44" East a distance of 167.64 feet;

THENCE North 52°19'06" East a distance of 236.75 feet;

THENCE North 55°14'03" East a distance of 280.66 feet;

THENCE North 59°08'44" East a distance of 193.20 feet;

THENCE North 64°30'57" East a distance of 234.62 feet;

THENCE South 50°27'11" East a distance of 33.76 feet;

THENCE South 18°54'05" East a distance of 844.03 feet;

THENCE South 18°41'36" East a distance of 225.73 feet;

THENCE South $20^{\circ}26'10''$ East a distance of 219.32 feet;

THENCE South $00^{\circ}07'58''$ East a distance of 179.29 feet to a point on a non-tangent curve;

THENCE Southwesterly along a curve to the left having a radius of 1195.93 feet (said curve being subtended by a chord which bears South $80^{\circ}13'45''$ West a distance of 207.90 feet) an arc distance of 208.16 feet;

THENCE South $75^{\circ}14'34''$ West a distance of 89.35 feet to a point of curvature;

THENCE Southwesterly along a curve to the right having a radius of 6950.00 feet (said curve being subtended by a chord which bears South $77^{\circ}19'26''$ West a distance of 504.81 feet) an arc distance of 504.92 feet;

THENCE South $79^{\circ}24'19''$ West a distance of 1172.61 feet to a point of curvature;

THENCE Southwesterly along a curve to the left having a radius of 1195.93 feet (said curve being subtended by a chord which bears South $71^{\circ}51'22''$ West a distance of 314.27 feet) an arc distance of 315.18 feet to a point of reverse curvature;

THENCE Southwesterly along a curve to the right having a radius of 1095.93 feet (said curve being subtended by a chord which bears South $77^{\circ}03'20''$ West a distance of 483.74 feet) an arc distance of 487.76 feet;

THENCE South $89^{\circ}04'20''$ West a distance of 334.54 feet;

THENCE North $83^{\circ}17'26''$ West a distance of 208.21 feet to a point on the east right of way line of Portland Avenue;

THENCE North $00^{\circ}10'22''$ West a distance of 298.99 feet to the POINT OF BEGINNING.

Said tract contains an area of 2,857,595 square feet or 65.6082 acres more or less.

EXHIBIT "E1"

Land Use Map - Permitted and Proposed Uses

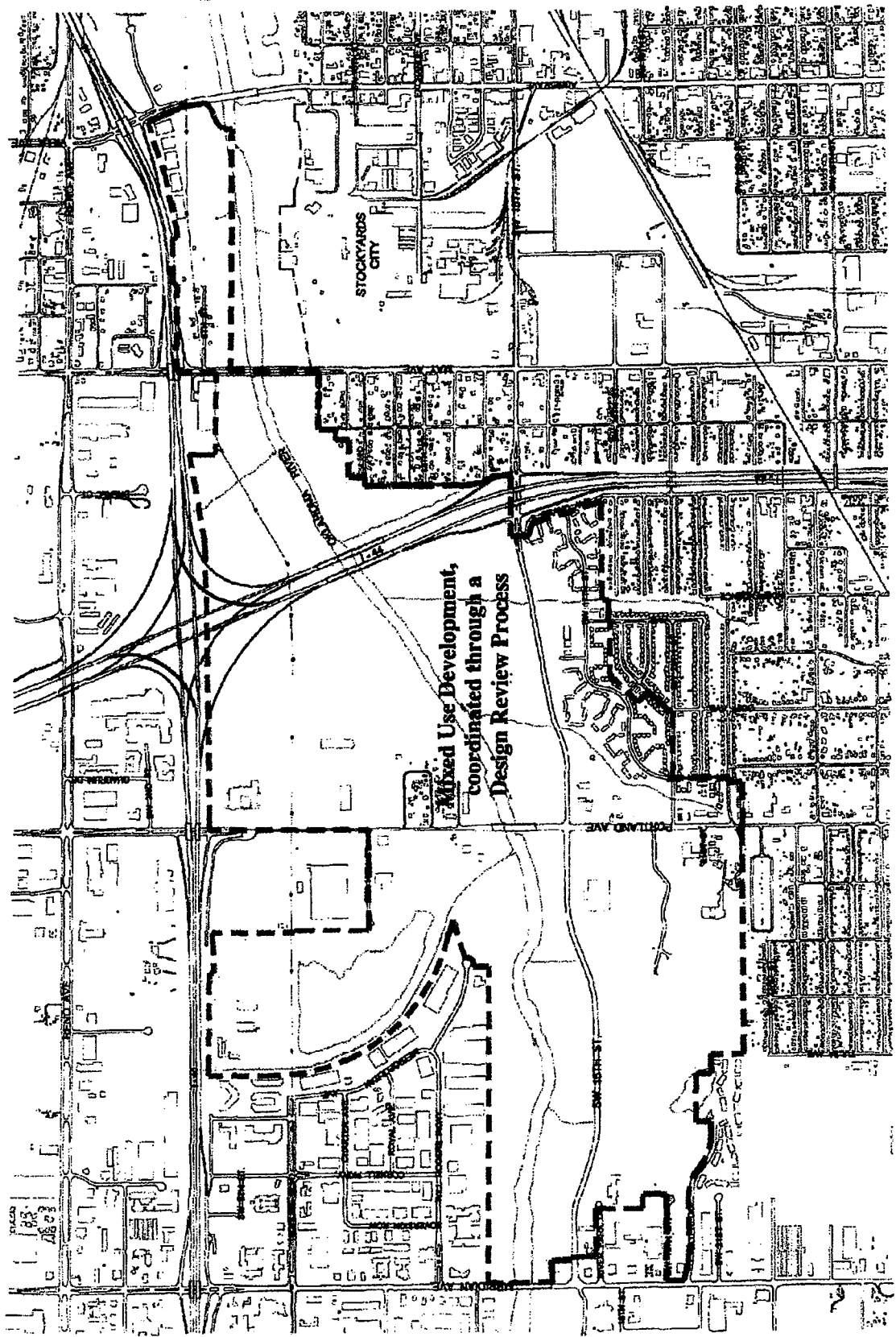


EXHIBIT E2

Proposed Improvements - Dell Illustrative Plan

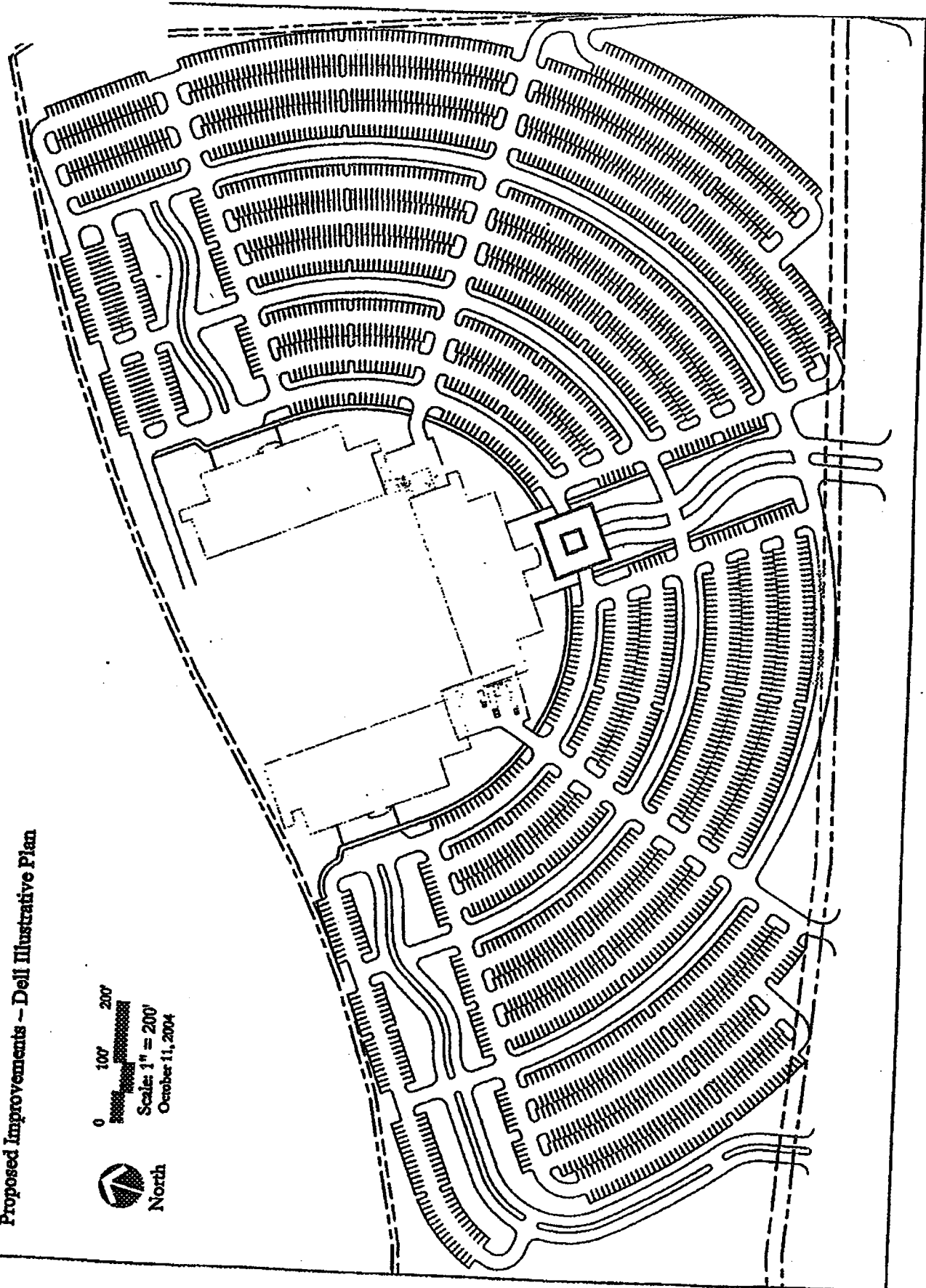
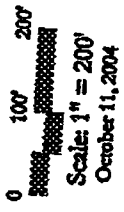
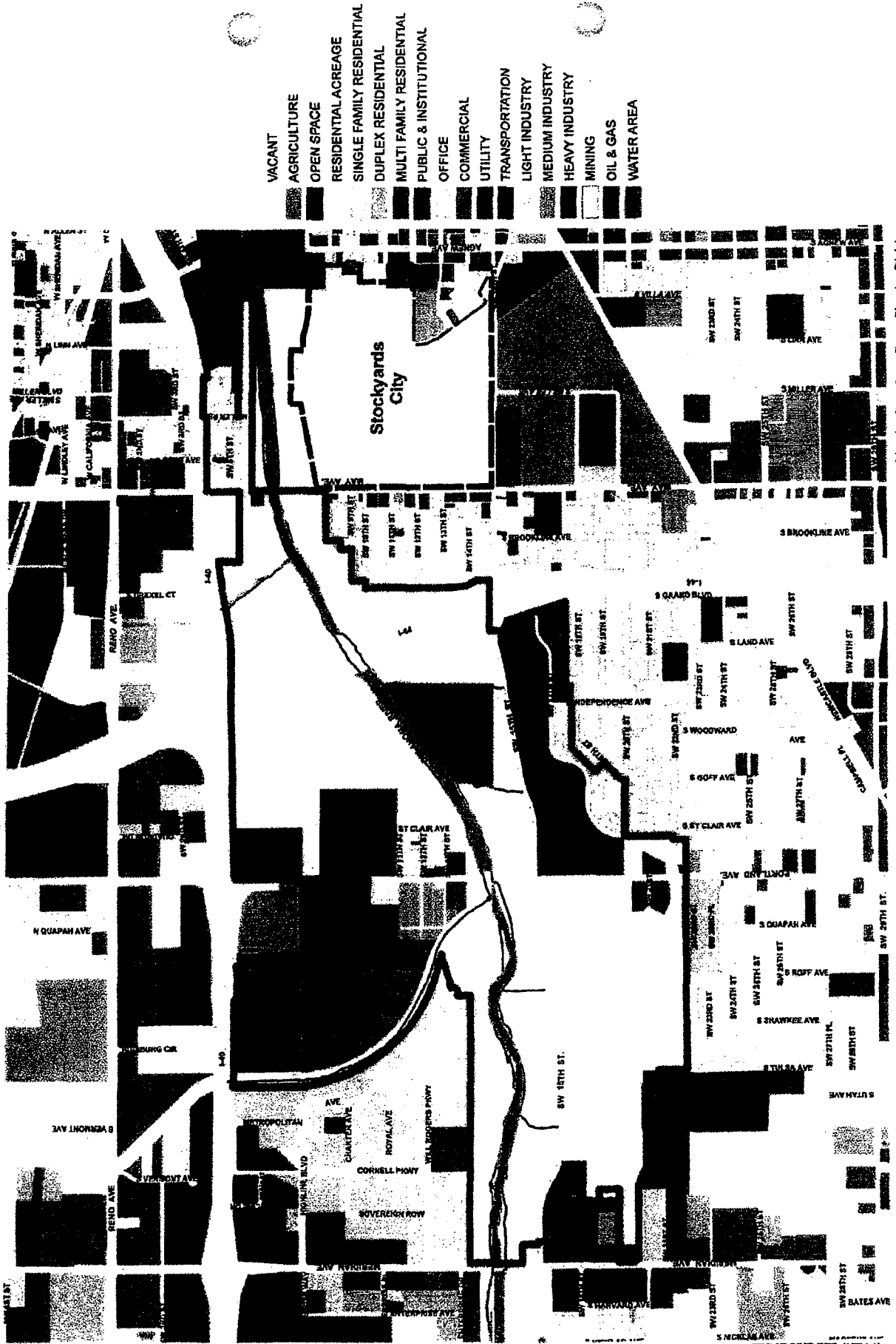


EXHIBIT "F1"

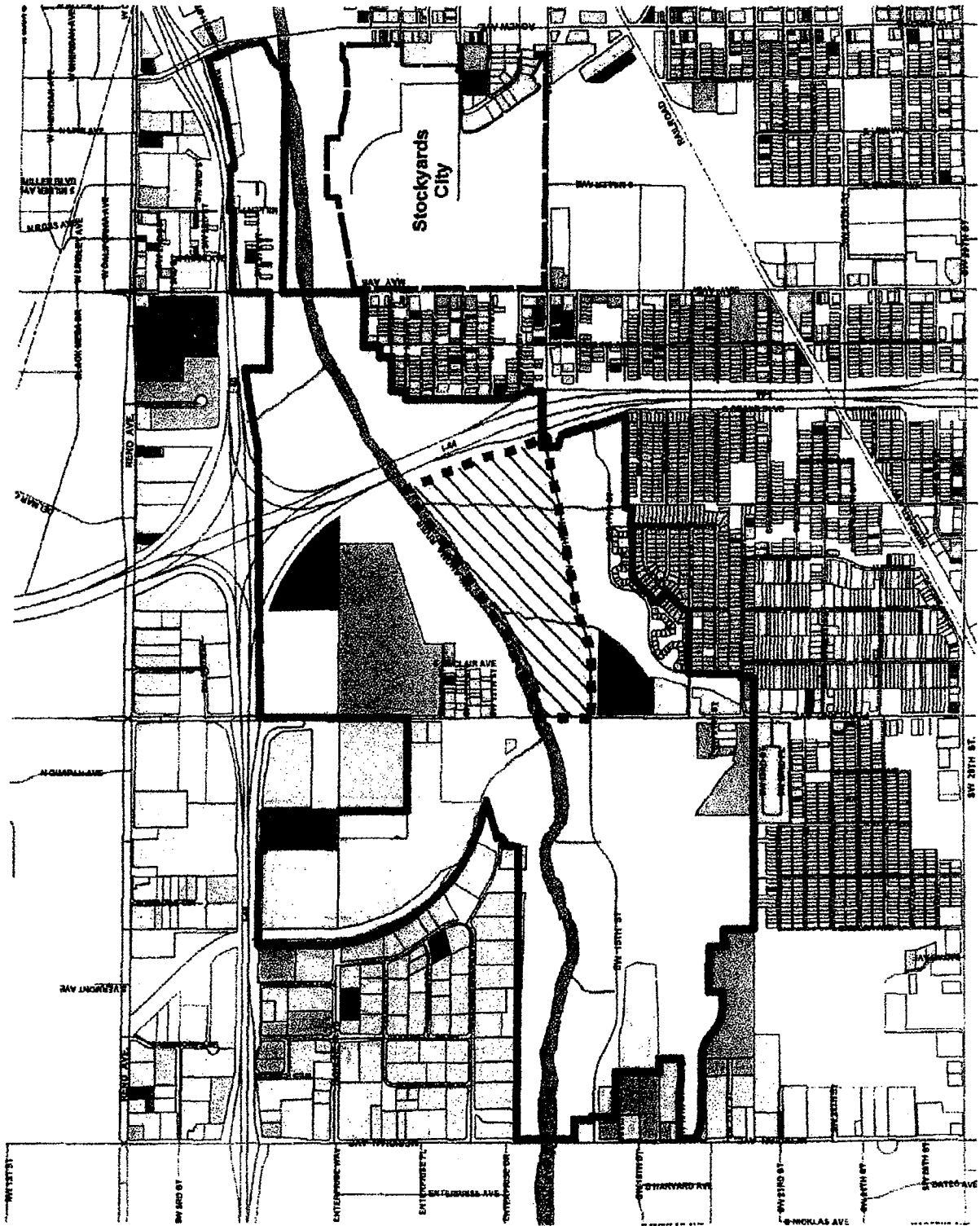
Map of Existing Use of Real Property in Project Area



Prepared 3/9/2005 by the City of Oklahoma City Planning Dept., Long Range Planning Division

EXHIBIT "F2"

Map of Structural Conditions Located in Project Area



Structure Condition

- Very Good
- Good
- Average
- Below Average
- Minimum
- Dett Site

Prepared 3/9/2005 by the City of Oklahoma City Planning Dept., Long Range Planning Division

EXHIBIT "G"

Map of Enterprise Zones

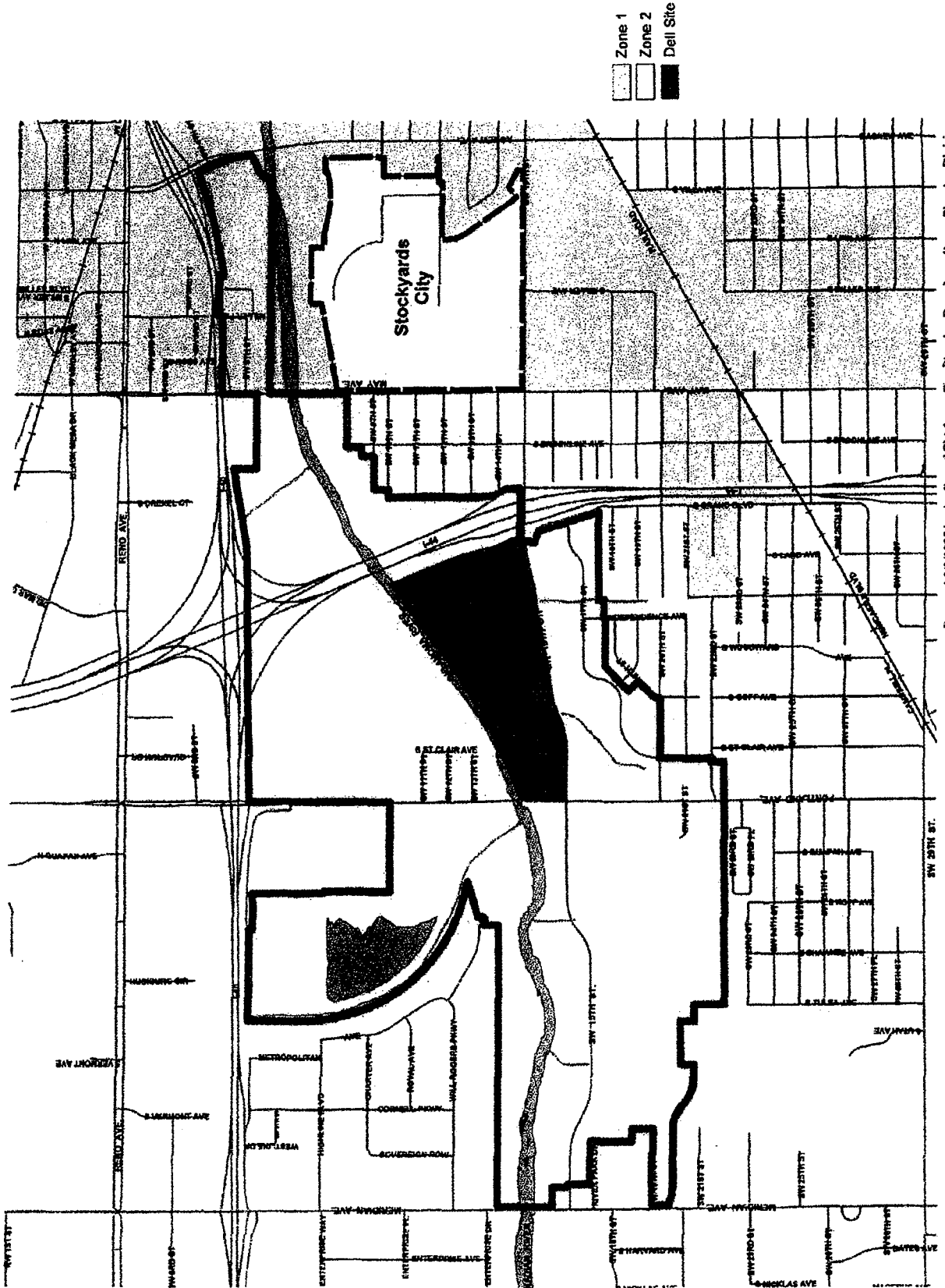
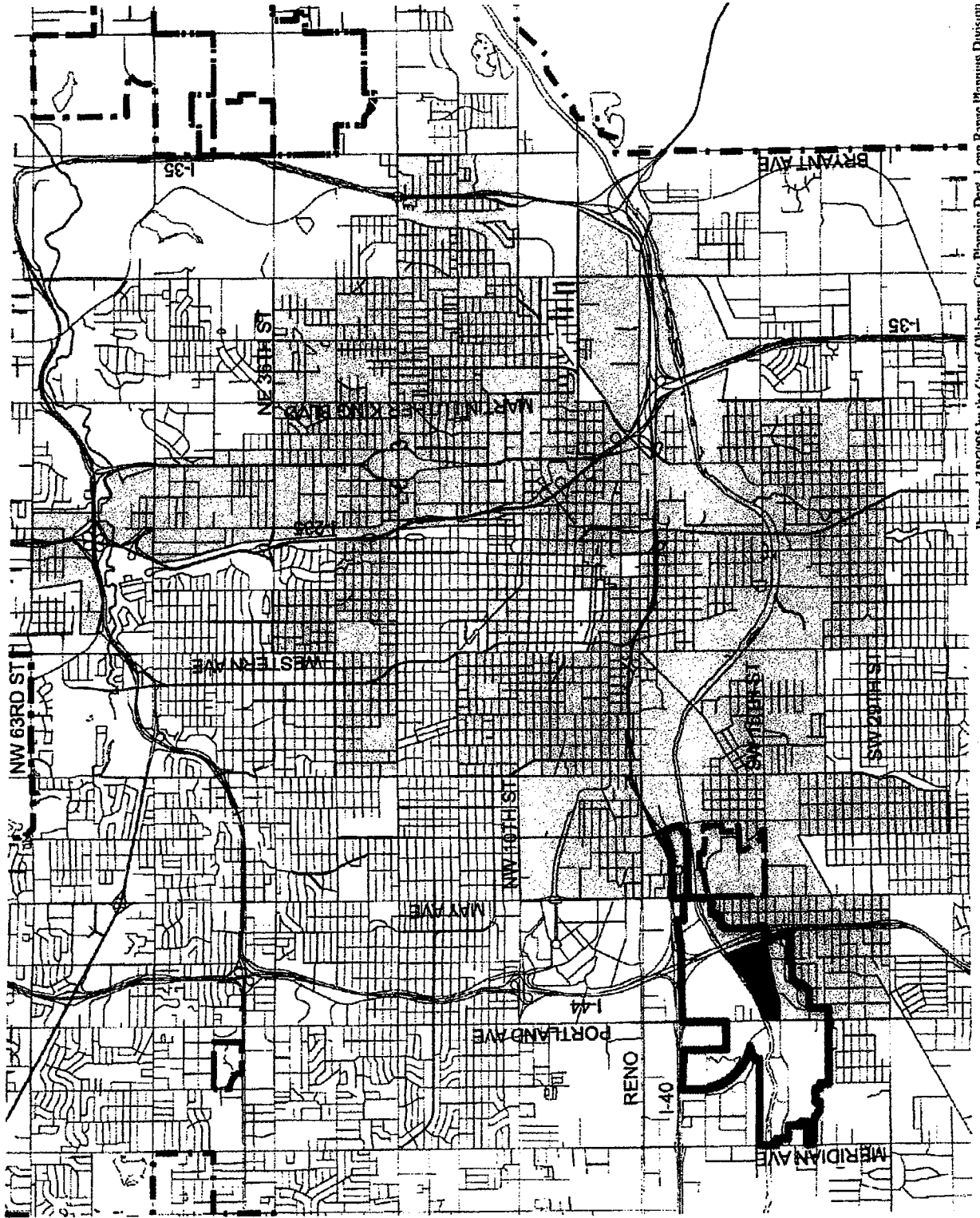


EXHIBIT "H"

Map of Empowerment Zone



Empowerment Zone
Deli Site
Okla. City Limits

EXHIBIT "H"

Prepared 3/12/2005 by the City of Oklahoma City Planning Dept. Long Range Planning Division