CORE TO SHORE REINVESTMENT AREA
PROJECT PLAN

AND SUPPORTING INCREMENT DISTRICTS,
CITY OF OKLAHOMA CITY

February 23, 2016

CORE TO SHORE REINVESTMENT AREA
PROJECT PLAN
(DATE: February 23, 2016)

I. DESCRIPTION OF PROJECT

The goal of the Core to Shore Reinvestment Area Project Plan ("Project Plan") is to generate private investment within an area of approximately 1.3 square miles (823 acres) between Downtown Oklahoma City and the Oklahoma River (overall, the "Project"). The Project Plan will enable The City of Oklahoma City ("The City") to implement a number of plans and studies prepared for the area over the past decade, including the initial Core to Shore Plan: A Redevelopment Framework (2008), the Core to Shore Urban Renewal Plan (2011), and the Downtown Development Framework (2015). By providing public improvements, infrastructure, and other support, Oklahoma City can create the conditions necessary for quality private development and for the success of the park and convention center that will be built using sales taxes collected through the Metropolitan Area Projects ("MAPS") program.

The Project Plan is created pursuant to the Local Development Act, 62 O.S. §§ 850-869 ("Act"). The public objectives for the Project include:

- Redevelopment of blighted and vacant property;
- Extension of the Central Business District ("CBD") to the south to envelop Myriad Gardens with high density, mixed-use development;
- Connecting the CBD and Myriad Gardens to the new MAPS 3 Park and the Oklahoma River through an attractive and engaging urban environment of buildings and streets;
- Creation of opportunities for significant amounts of housing, office, hotel and retail space;
- Leveraging the catalytic investment opportunities generated by the new convention center and hotel;
- Development of impactful and well-designed private development along major public investments, including the MAPS 3 Park, the new Oklahoma City Boulevard, and the Oklahoma River;
- Stimulating private and public development by upgrading and enhancing utility infrastructure;
- Creating a range of new housing opportunities, from high-rise flats to single family neighborhoods;
- Enhancement of Wheeler Park as a major open space and recreational asset;
- Preservation of historic resources and adaptive reuse of historic buildings.

The Project will be financed from a combination of public and private sources, including apportionment of tax increments from six new tax increment districts to be created in support of this Project Plan. Through the use of tax increment financing, which is the use of incremental

increases in local tax revenue for specific public investments, assistance in development financing, or as a specific revenue source for other public entities in the area in which the improvements are made, the goals of the Project Plan are more likely to be obtained.

II. BOUNDARIES OF THE PROJECT AREA AND THE INCREMENT DISTRICTS

A. **Project Area and Boundaries**. The Project Area, which is the area in which project expenditures may be made, is coextensive with the project area for the Amended and Restated Downtown/MAPS Economic Development Project Plan. The Project Area is depicted on "Exhibit A, Core to Shore Project Area and Increment District Map." The Project Area boundaries description is contained in "Exhibit B."

B. **Increment Districts and Boundaries**. The Project Plan establishes boundaries for six separate ad valorem increment districts, one of which is also a hotel, sales, and use tax increment district. The Increment Districts will be limited to the redevelopment areas as shown on "Exhibit A, Core to Shore Project Area and Increment District Boundaries" and "Exhibit A-1, Increment District Map." The Increment Districts' boundary descriptions are contained in "Exhibit C." The six separate increment districts are labeled "A" through "F" in these Exhibits, and will be assigned a number (*i.e.*, "Increment District No. 11," etc.) in the order by which they become effective by action of the Oklahoma City Council as described in Section VI.B., below, and as required by § 856(B)(3) of the Act.

III. ELIGIBILITY OF PROJECT AREA AND INCREMENT DISTRICT AREA

Both the Project Area and the Increment Districts are reinvestment areas, within which are located areas that have previously been determined to be blighted areas as defined in 11 O.S. § 38-101, *et seq.*, and which have been authorized for redevelopment by the Oklahoma City Urban Renewal Authority ("Authority"). In addition, both the Project Area and the Increment Districts qualify as enterprise areas because they are located within state-designated enterprise zones.

IV. OBJECTIVES

The purpose of the Core to Shore Reinvestment Area Project Plan and the supporting Increment Districts is to create a series of active, high-density and high-quality mixed-use urban districts as envisioned by the Core to Shore Redevelopment Framework, adopted by the City Council in 2008. Incremental tax revenues apportioned from the Increment Districts will be used to pay the public costs of projects that support the following objectives:

A. Create opportunities for significant amounts of office, hotel and retail space;

B. Create a cohesive urban district that merges daytime, evening, and weekend users;

C. Leverage the opportunities created by the new convention center and hotel;

D. Redevelop the Cox Convention and Business Center site into different functional uses after the completion of the new convention center;

E. Develop attractive and impactful private development along the new Oklahoma City Boulevard; and

F. Upgrade aging and under-capacity water, sanitary sewer, and stormwater infrastructure.

Wherever possible and appropriate, tax increment financing will be used in conjunction with existing programs and other locally implemented economic development efforts.

V. STATEMENT OF PRINCIPAL ACTIONS

Implementation actions for the Project, including all necessary, appropriate, and supportive steps, will consist of the following:

A. Leveraging private development, including residential, commercial, retail, and mixed-use, pursuant to development or redevelopment agreements with the Authority and/or assistance in development financing agreements with the Oklahoma City Economic Development Trust ("OCEDT") or another public trust designated by City; and

B. Assisting with the implementation and supporting the success of MAPS 3 projects in the Project Area, including the park and the convention center, as well as the streetcar maintenance facility and related spur; and

C. Assisting the financing of other public development costs and facilities, including without limitation planning, financing, acquisition, construction and long-term leasing or disposition of property and public facilities pursuant to development or redevelopment agreements with private developers or designated public entities, and providing for development of public or private facilities to be financed in whole or in part by apportioned increments from the increment districts created pursuant to this Project Plan; and

D. Assisting other public entities in the area to enhance their programs, missions, and services, especially those related to education, health, and local quality of life, by devoting a specific revenue stream of the apportioned tax increment to the affected taxing entities, including but not limited to the Oklahoma City Public Schools ("I-89") and to Metro Technology Center School District No. 22 ("Metro Tech").

E. Assisting I-89 with the planning, site selection, acquisition, and development of one or more schools in the Project Area.

F. Financing authorized project costs in support of economic development activities and investment to retain, attract and expand quality employment within the Project Area.

G. Distribution of a portion of the ad valorem increment to affected taxing entities.

VI. ESTABLISHMENT OF ADDITIONAL OKLAHOMA CITY INCREMENT DISTRICTS

A. This Project Plan creates six increment districts, all of which are ad valorem tax increment districts and one of which is also a hotel, sales, and use tax increment district.

1. The increment of ad valorem taxes from Increment District A in excess of the base assessed value of Increment District A may be apportioned to pay Project Costs authorized by Section X of this Plan ("Project Costs") for a period not to exceed 25 fiscal years or the period required for the payment of such authorized Project Costs, whichever is less.

2. The increment of Oklahoma City hotel, sales, and use taxes, as well as sales and use taxes generated by investment and construction, in Increment District A on projects that are potentially eligible for support by the State of Oklahoma pursuant to the Local Development and Enterprise Zone Incentive Leverage Act, 62 O.S. § 840, *et seq.*, and as determined by a formula to be approved by resolution of the City Council in accordance with the Act, may be used to pay Project Costs for a period not to exceed 25 fiscal years from the effective date of Increment District A, as provided by law, or the period required for payment of the Project Costs, whichever is less.

3. The increment of ad valorem taxes from Increment District B in excess of the base assessed value of Increment District B may be apportioned to pay Project Costs for a period not to exceed 25 fiscal years or the period required for the payment of such authorized Project Costs, whichever is less.

4. The increment of ad valorem taxes from Increment District C in excess of the base assessed value of Increment District C may be apportioned to pay Project Costs for a period not to exceed 25 fiscal years or the period required for the payment of such authorized Project Costs, whichever is less.

5. The increment of ad valorem taxes from Increment District D in excess of the base assessed value of Increment District D may be apportioned to pay Project Costs for a period not to exceed 25 years or the period required for the payment of such authorized Project Costs, whichever is less.

6. The increment of ad valorem taxes from Increment District E in excess of the base assessed value of Increment District E may be apportioned to pay Project Costs for a period not to exceed 25 fiscal years or the period required for the payment of such authorized Project Costs, whichever is less.

B. Each increment district shall commence as of the date determined by the City Council for that district in accordance with § 856(B)(2) of the Act. Each Increment District shall be comprised of the area shown and described in Exhibits A and C.

C. During the period of apportionment, the apportionment fund shall constitute funds of OCEDT or any alternative entity authorized by The City to issue bonds in accordance with subsection D, below, and shall not constitute a part of the general fund to be appropriated annually by the City Council.

D. A portion of the indirectly generated ad valorem increment from each Increment District shall be apportioned to a revenue stream to the affected taxing entities (public entities) in the area, in accordance with Section VII, below, to be utilized as directed by such public entities to enhance their programs, missions, and services in support of the Project Plan objectives. The percentage of indirectly generated ad valorem increment apportioned to the revenue stream to the affected taxing entities shall be seventy-five percent (75%).

VII. ALLOCATION OF THE APPORTIONED AD VALOREM INCREMENT

As permitted by the Act, the apportioned ad valorem tax increment shall be allocated as follows:

A. **Directly Generated Increment.** Directly Generated Increment is the increment of increasing value and ad valorem tax revenue stream that is generated by a private taxable development undertaken pursuant to a development or redevelopment agreement, which obligates the private developer to implement certain development in return for public assistance and/or land provided by The City, by a public trust whose sole beneficiary is The City, or by the Authority. For purposes of this allocation, the property subject to this provision shall be determined by reference to the property described by the development or redevelopment agreement.

B. **Indirectly Generated (Spinoff) Increment.** Indirectly Generated (Spinoff) Increment is the increase in value and ad valorem tax revenue resulting from private taxable development which occurs without direct public assistance and therefore also occurs without a redevelopment agreement or transfer of property from The City, from a public trust whose sole beneficiary is The City, or from the Authority. Twenty-five percent (25%) of the Indirectly Generated (Spinoff)

Increment shall be allocated to the Project Cost Fund to leverage private investments and assist in public developments. The other seventy-five percent (75%) of the Indirectly Generated (Spinoff) Increment shall be allocated to the affected taxing entities in proportion to the net benefit that the taxing entities would ordinarily receive from the increased assessed values in the absence of an increment district, *i.e.*, excluding only sinking fund levies. The term "affected taxing entities" means I-89, Metro Tech, the Metropolitan Library Commission, the Oklahoma City-County Health Department, Oklahoma County, and Oklahoma City. The calculation of net benefit shall not be affected by impacts on revenues from any other funding source, and the calculation shall treat the portion of the levy generated by the levy pursuant to Article 10, § 9(b) as a revenue entirely of I-89. Okla. Const. Art. 10, §6C; 62 O.S. § 853(9),(14)(i), and § 854(4).

VIII. REVIEW AND APPROVAL OF INCREMENT REVENUES FOR PROJECT COSTS

A. **Review Procedures**. Prior to expenditure of funds from any Increment District established under this Project Plan, the proposed development and budgetary allocation of an ad valorem increment shall be reviewed and approved in accordance with the procedures contained in this Section VIII.

B. **Initiation of the Review and Approval Process**. Initiation of the review and approval process for consideration of development proposals seeking assistance in development financing within the project area shall be undertaken by City staff or, within City-approved urban renewal or redevelopment project areas, by staff of the Authority, acting under such procedures as each may prescribe from time to time.

C. **Staff Advisory Evaluation**. After initiation of the review and approval process as provided in B, above, the proposed development and budgetary allocation for providing assistance in development financing for a development proposal shall be submitted to a staff advisory committee, chaired by the City Manager of The City (or designee), with representatives of The City's Finance, Planning, and Legal departments, and representation from the Authority. The composition of the staff advisory committee shall be reflected in a memorandum from the City Manager. The staff advisory committee shall determine which proposals should be submitted to the Core to Shore Reinvestment Area Review Committee in light of project objectives, feasibility, priorities, and funding availability.

D. **Recommendation by the Core to Shore Reinvestment Area Review Committee.** The Core to Shore Reinvestment Area Review Committee shall review the proposed development and budgetary allocation in light of the project objectives, feasibility, priorities, and funding availability and submit its recommendation to the City Council within 60 days after the Review Committee's receipt of the development proposal.

E. **City Council Action and Approval**. Upon receipt of the recommendation of the Review Committee, or if no recommendation is received within the 60 day period, the City Council may consider the development proposal and budgetary allocation and may approve, deny or modify such proposal.

IX. PROJECT AND INCREMENT DISTRICT AUTHORIZATIONS

A. The City is principally responsible for the administration of the provisions of this Project Plan, in accordance with the provisions, authorizations, and respective delegations of responsibilities contained herein or hereafter authorized pursuant to this Project Plan.

B. The City Manager of Oklahoma City, James D. Couch, or his successor in office, shall be the person in charge of implementation of the Project 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 of his designees to exercise responsibilities in connection with project implementation.

C. OCEDT is the principal entity authorized to issue tax apportionment bonds or notes, or both, and to incur Project Costs, and in addition thereto, to incur the cost of issuance of such bonds or notes and to accumulate appropriate reserves, if any, in connection therewith. However, The City reserves the right to designate an alternative entity to issue tax apportionment bonds or notes, or both, and to incur project costs, and to incur the cost of issuance of such bonds or notes and to accumulate appropriate reserves, if any, in connection therewith, as deemed appropriate to individual project developments.

D. Within the boundaries of urban renewal areas approved by The City, the Authority is designated and authorized as a public entity to carry out and administer the provisions of this Project Plan with respect to private development and redevelopment in accordance with budgetary allocations for development activities approved in accordance with this Project Plan and redevelopment project plans approved by The City, as authorized by the Oklahoma Urban Redevelopment Law, 11. O.S. § 38-101, *et seq.*

E. Each public entity or public body authorized by the City Council to undertake development activities pursuant to this Project Plan is authorized to carry out and administer the provisions of this Project Plan, in accordance with such approvals, and to exercise all powers necessary or appropriate thereto as provided in Section 854, Title 62, of the Oklahoma Statutes, except for approval of the Project Plan and those powers enumerated in Paragraphs 1, 2, 3, 4, 7, 13 and 16 of said Statute.

X. BUDGET OF ESTIMATED PROJECT COSTS TO BE FINANCED BY TAXES APPORTIONED FROM INCREMENT DISTRICTS IN THE CORE TO SHORE REINVESTMENT AREA

A. **Project Costs**. The Project Costs will be financed by the apportionment of tax increments from Increment Districts. Project Costs are expected to be incurred throughout the Project Area in these categories:

Assistance in Development Financing	$	300,000,000.00
Public Improvements	$	65,000,000.00
Public Schools (I-89)	$	16,600,000.00
Metro Tech	$	6,200,000.00
Oklahoma County	$	4,200,000.00
Metropolitan Library	$	2,000,000.00
City/County Health	$	1,000,000.00
TOTAL	**$**	**395,000,000.00**

plus financing costs, costs of issuance, necessary or appropriate reserves, and interest on repayment of Project Costs, and, in addition, general administrative and implementation costs of The City and other public entities charged with implementation of the Project Plan, in an amount up to 5% of the annual tax increment revenues.

B. **Generation of Revenue.** The tax increment revenues expected to be generated from the Increment Districts and authorized for payment of Project Costs within the Project Area are as follows:

Increment District A	$	167,000,000.00
Increment District B	$	102,000,000.00
Increment District C	$	34,000,000.00
Increment District D	$	41,000,000.00
Increment District E	$	45,000,000.00
Increment District F	$	6,000,000.00
TOTAL	**$**	**395,000,000.00**

plus financing costs, costs of issuance, necessary or appropriate reserves, and interest, allocated appropriately to the Increment Districts and, in addition, general administrative and implementation costs of The City and other public entities charged with implementation of the Project Plan, in an amount up to five percent (5%) of the annual tax increment revenues.

C. **Additional Costs.** Additional costs necessary or appropriate to implement this

Project Plan that are to be financed by other than apportioned tax increments may be approved by The City at any time. The provisions of this Section VIII are not a limitation on Project Costs to be financed by other than apportioned sales tax increments.

XI. FINANCING REVENUE SOURCES

The revenue source expected to finance Project Costs is the incremental increase in tax revenue generated by development within each increment district established under this Project Plan. It is estimated that between several million dollars annually in the near term, and in excess of ten million dollars annually over the longer term, will be generated by the incremental increase in ad valorem tax revenue. Additional sources of revenue may include Community Development Block Grant Funds and Section 108 loans or other Federal funds, which may be repaid in whole or in part with apportioned tax increments or which may not be repaid, as provided by Federal law. Other possible sources of revenue to pay Project Costs may be income or other revenues directly generated by projects within the Increment Districts established under this Project Plan which are paid to The City, the Authority and/or a public trust designated by the Oklahoma City Council as the recipient of such income or revenues.

XII. PUBLIC REVENUE ESTIMATED TO ACCRUE FROM THE PROJECT

The estimated incremental increase in tax revenue, which will serve as the revenue source for financing the Project Costs is the public revenue directly attributable to the project defined by establishment of the Increment Districts. Separately, it is anticipated that development of the Project as a whole, and the attendant increases in employment, will result in increased ad valorem taxes outside of the Increment Districts and increased income tax revenues to the State of Oklahoma.

XIII. ANNUAL REPORTS AND TEN-YEAR REVIEW

In accordance with § 867 of the Act, following the end of each fiscal year, The City shall prepare and submit a report to the chief executive officer of each taxing entity that levies ad valorem taxes on property in the Increment Districts. At the time of submitting the report, The City shall also publish the report in a newspaper of general circulation.

In addition, City staff shall periodically review and evaluate the Project, the Increment Districts, and the policies to implement the Project Plan in order to consider what adjustments, if any, are appropriate and desirable. In particular, ten years after approval of the Project Plan, and at any time the Project Costs expected to be incurred or the tax increment revenues expected to be generated by each individual increment district identified as Increment District A through F exceed 150% of the budgeted Project Cost or the initial tax increment revenues expected to be generated by the individually identified increment districts as shown in Section X of the Project Plan as adopted February 23, 2016, City staff shall undertake a thorough review and evaluation of the Project, in light of market conditions and public priorities at that time, and present to the

City Council a report with recommendations regarding any amendments to the Project Plan or policies that may be appropriate and desirable in the interest of achieving the objectives of the Project Plan in accordance with the Legislative guidelines provided in § 852 of the Act. The City Council shall express its intent whether to consider any amendments in the manner prescribed by Section 858(C) of the Act, including review by the Review Committee and Planning Commission.

XIV. MISCELLANEOUS PROVISIONS

A. Existing uses of real property are shown on the attached "Exhibit D." Structural conditions of real property are shown on the attached "Exhibit E." Vacant properties are shown on the attached "Exhibit F."

B. This Project Plan has been adopted as part of the implementation of the Core to Shore Urban Renewal Plan adopted by The City and the Authority, as amended. Section VI of the Urban Renewal Plan anticipates the use of tax increments to pay authorized Project Costs. No changes in the Comprehensive Plan of The City are necessary to accommodate this Project Plan.

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EXHIBIT A
PROJECT AREA AND INCREMENT DISTRICT MAP

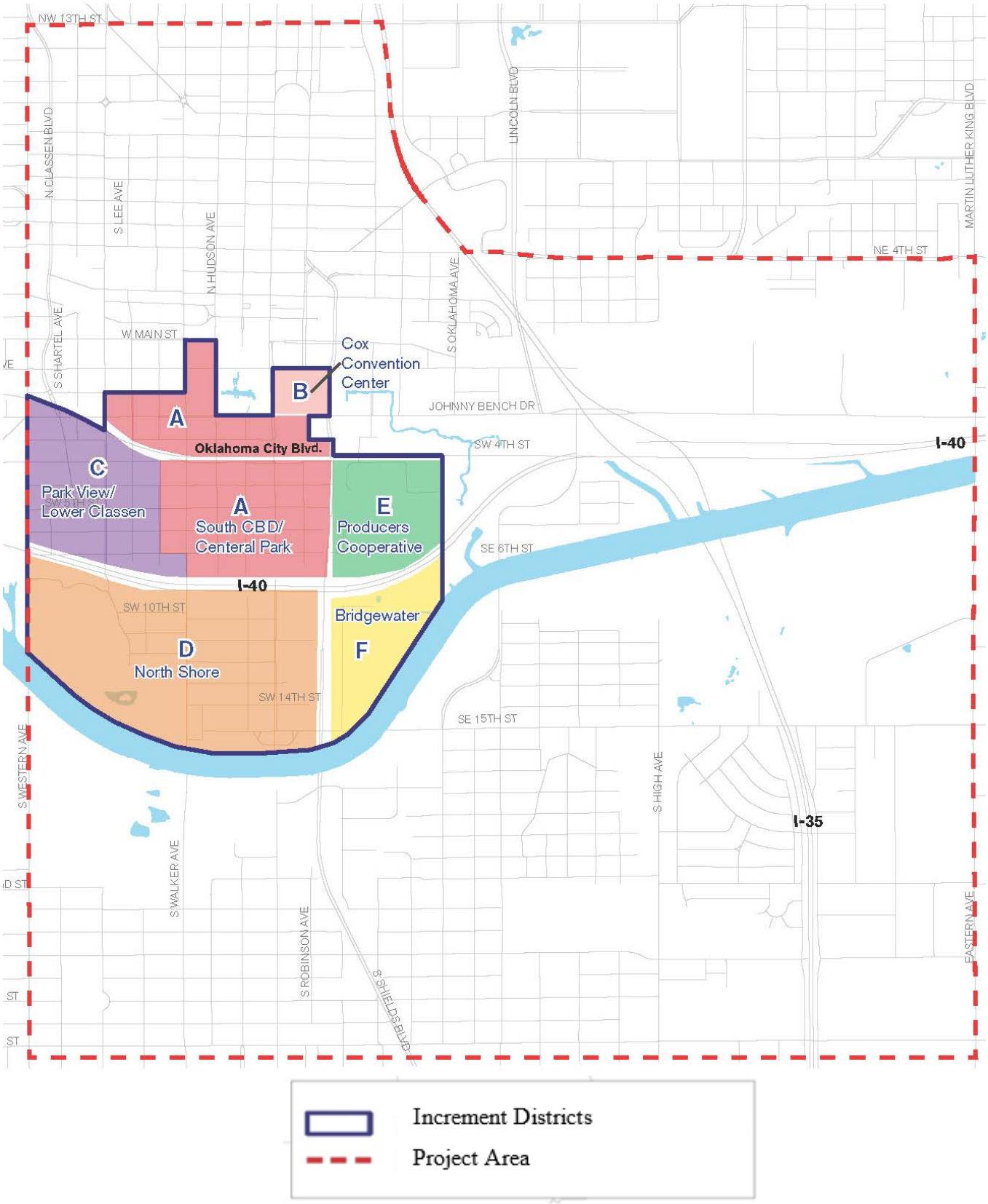

EXHIBIT A-1
INCREMENT DISTRICT MAP

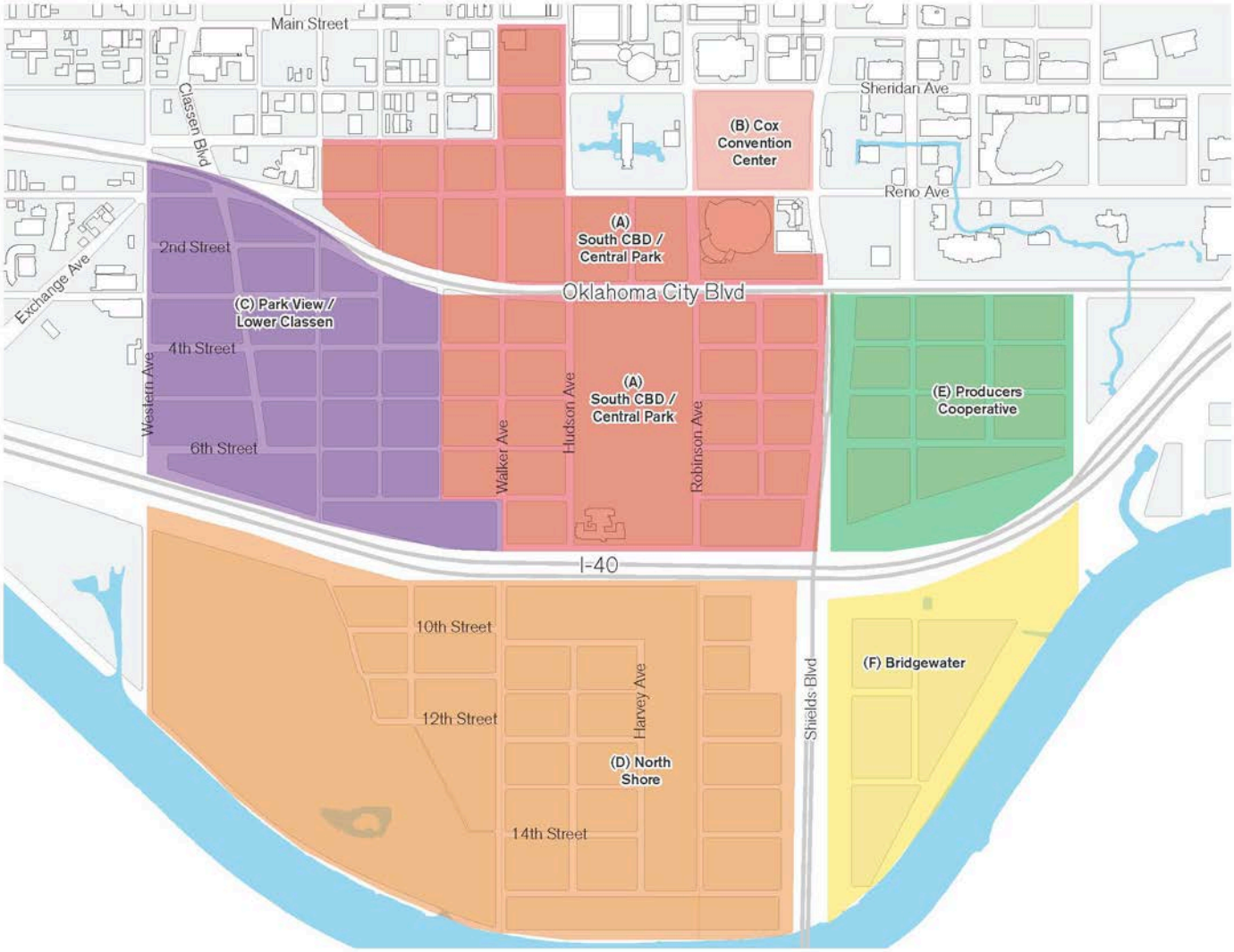

EXHIBIT B
PROJECT PLAN AREA BOUNDARY DESCRIPTION

A tract of land being a part of Sections 27, 28, 33, 34 and 35, Township 12 North, Range 3 West and Sections 2,3,4,9,10 ,11,14,15 and 16 Township 11 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma being more particularly described as follows:

Beginning at a point at the intersection of the centerlines of Interstate 235 and Northeast 13th Street, said point being the POINT OF BEGINNING;
THENCE Southeasterly along the centerline of Interstate 235 to the centerline of N.E. 4th Street;
THENCE East along the centerline of N.E. 4th Street to the centerline of Eastern/Martin L. King Avenue;
THENCE South along the centerline of Eastern/Martin L. King Avenue to the centerline of S.E. 30th Street as extended;
THENCE West along the extended and actual centerline of S.E./S.W. 30th Street to the centerline of Western Avenue;
THENCE North along the centerline of Western Avenue to the centerline of N.W. 13th Street;
THENCE East along the centerline of N.W./N.E. 13th Street to the POINT OF BEGINNING.

EXHIBIT C
INCREMENT DISTRICTS BOUNDARY DESCRIPTIONS

Increment District A

[*South CBD/Central Park*]

A tract of land being a part of Section 33, Township 12 North, Range 3 West and Section 4, Township 11 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma being more particularly described as follows:

Beginning at a point at the intersection of the centerlines Main Street and Walker Avenue said point being the POINT OF BEGINNING;
THENCE East along and with the centerline of Main Street to the centerline of Hudson Avenue;
THENCE South along and with the centerline of Hudson Avenue to the centerline of Reno Avenue;
THENCE East along and with the centerline of Reno Avenue to the extended West line of a tract of land described in Correction Deed recorded in Book 10072, Page 1911 (Hotel Tract);
THENCE South along and with the West line of said Hotel Tract to the Southwest (SW) Corner of said Hotel Tract, said point being the Northwest (NW) Corner of a tract of land described in Correction Deed recorded in Book 10072, Page 1922 (Parking Garage Tract);
THENCE South along and with the West line of said Parking Garage Tract to the Southwest (SW) Corner of said Parking Garage Tract;
THENCE East along and with the South line of said Parking Garage Tract extended to the centerline of E.K. Gaylord Boulevard;
THENCE South along and with the centerline of E.K. Gaylord Boulevard to the centerline of Interstate 40;
THENCE West along and with the centerline of Interstate 40 to the centerline of Walker Avenue;
THENCE North along and with the centerline of Walker Avenue to the centerline of S.W. 7th Street;
THENCE West along and with the centerline of S.W. 7th Street to the centerline of Dewey Avenue;
THEENCE North along and with the centerline of Dewey Avenue to the centerline of old Interstate 40 (now known as Oklahoma City Boulevard);
THENCE Northwesterly along and with the centerline of old Interstate 40 (now known as Oklahoma City Boulevard) to the centerline of Reno Avenue;
THENCE East along and with the centerline of Reno Avenue to the Centerline of Shartel Avenue;
THENCE North along and with the centerline of Shartel Avenue to the centerline of California Avenue;
THENCE East along and with the centerline of California Avenue to the centerline of Walker Avenue;
THENCE North along and with the centerline of Walker Avenue to the POINT OF BEGINNING.

Increment District B

[*Cox Convention Center*]

A tract of land being a part of Section 33, Township 12 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma being more particularly described as follows:

Beginning at a point at the intersection of the centerlines Reno Avenue and Norick Boulevard/Robinson Street, said point being the POINT OF BEGINNING;
THENCE North along and with the centerline of Norick Boulevard/Robinson Street to the centerline of Sheridan Avenue;
THENCE East along and with the centerline of Sheridan Avenue to the centerline of E.K. Gaylord Boulevard;
THENCE South along and with the centerline of E.K. Gaylord Boulevard to the centerline of Reno Avenue;
THENCE West along and with the centerline of Reno Avenue to the POINT OF BEGINNING.

Increment District C

[*Parkview/Lower Classen*]

A tract of land being a part of Section 33, Township 12 North, Range 3 West and Section 4, Township 11 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma being more particularly described as follows:

Beginning at a point at the intersection of the centerlines Western Avenue and Interstate 40, said point being the POINT OF BEGINNING;
THENCE North along and with the centerline of Wester Avenue to the centerline of old Interstate 40 (now known as Oklahoma City Boulevard);
THENCE Southeasterly along and with the centerline of old Interstate 40 (now known as Oklahoma City Boulevard) to the centerline of Dewey Avenue;
THENCE South along and with the centerline of Dewey Avenue to the centerline of S.W. 7th Street;
THENCE East along and with the centerline of S.W. 7th Street to the centerline of Walker Avenue;
THENCE South along and with the centerline of Walker Avenue to the centerline of Interstate 40;
THENCE Northwesterly along and with the centerline of Interstate 40 to the POINT OF BEGINNING.

Increment District D

[*North Shore*]

A tract of land being a part of and Sections 4 and 9, Township 11 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma being more particularly described as follows:

Beginning at a point at the intersection of the centerlines Western Avenue and Interstate 40, said point being the POINT OF BEGINNING;
THENCE Southeasterly along and with the centerline of Interstate 40 to the centerline of Shields/E.K. Gaylord Boulevard;
THENCE South along and with the centerline of Shields Boulevard to the North Bank of the North Canadian River/Oklahoma River;
THENCE West and Northwesterly along and with the North Bank of the North Canadian/Oklahoma River to the centerline of Western Avenue;
THENCE North along and with the centerline of Western Avenue to the POINT OF BEGINNING.

Increment District E

[*Producers Cooperative*]

A tract of land being a part of and Sections 3 and 4, Township 11 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma being more particularly described as follows:

Beginning at a point at the intersection of the centerlines of Interstate 40 and Shields/E.K. Gaylord Boulevard, said point being the POINT OF BEGINNING;
THENCE North along and with the centerline of E.K. Gaylord to the centerline of old Interstate 40 (now known as Oklahoma City Boulevard);
THENCE East along and with the centerline of old Interstate 40 (now known as Oklahoma City Boulevard) to the extended East line of Lots Four (4) through Twenty-three (23) Block Three (3) as shown on the recorded Amended Plat McCornack's Factory Addition;
THENCE South along and with the East line of Lots Four (4) through Twenty-three (23) Block Three (3) as shown on the recorded Amended Plat McCornack's Factory Addition extended to the centerline of Interstate 40;
THENCE Southwesterly along and with the centerline of Interstate 40 to the POINT OF BEGINNING.

Increment District F:
[*Bridgewater*]

A tract of land being a part of and Sections 3, 4, 9 and 10, Township 11 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma being more particularly described as follows:

Beginning at a point at the intersection of the centerlines of Interstate 40 and Shields/E.K. Gaylord Boulevard, said point being the POINT OF BEGINNING;
THENCE Northeasterly along and with the centerline of Interstate 40 to the extended East line of Lots Four (4) through Twenty-three (23) Block Three (3) as shown on the recorded Amended Plat McCornack's Factory Addition;
THENCE South along and with the extended East line of Lots Four (4) through Twenty-three (23) Block Three (3) as shown on the recorded Amended Plat McCornack's Factory Addition to the North Bank of the North Canadian/Oklahoma River;
THENCE Southwesterly along and with the North Bank of the North Canadian/Oklahoma River to the centerline of Shields Boulevard;
THENCE North along and with the centerline of Shields Boulevard to the POINT OF BEGINNING.

EXHIBIT D
EXISTING USES OF REAL PROPERTY

EXHIBIT E
STRUCTURAL CONDITIONS OF REAL PROPERTY

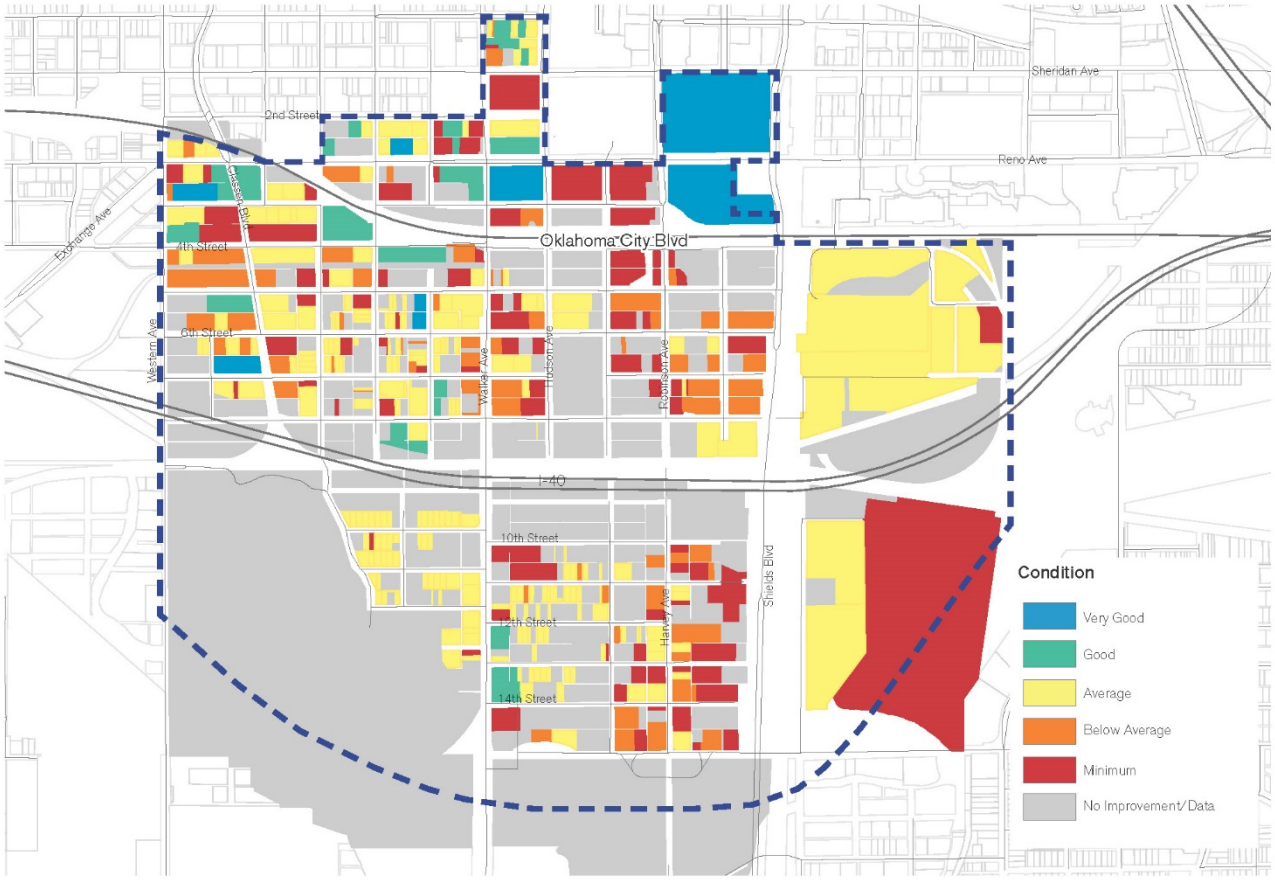
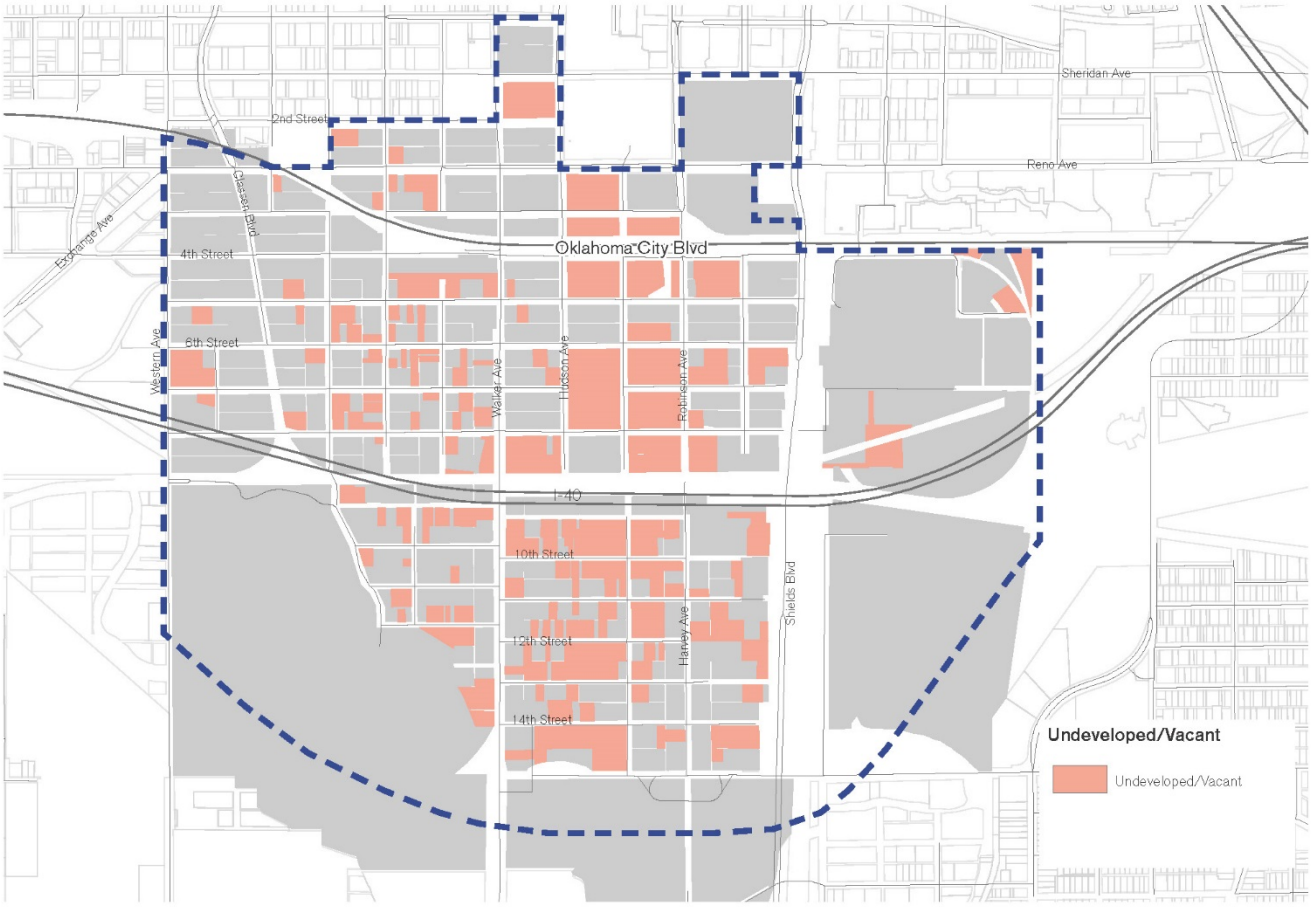
EXHIBIT F
VACANT PROPERTIES