PROJECT PLAN FOR TAX INCREMENTAL FINANCING DISTRICT NO. 91 (Park Place)

CITY OF MILWAUKEE

Public Hearing Held: July 20, 2017

Redevelopment Authority Adopted:

Common Council Adopted:

Joint Review Board Adopted:

TABLE OF CONTENTS

I. DESCRIPTIO	ON OF PROJECT	2
A. Introducti	tion	2
B. District B	Boundaries and Compliance with Statutory Eligibility Criteria	2
C. Project Pl	Plan Goals and Objectives	2
D: Existing l	Land Uses and Conditions in the District	3
II. PLAN PROP	POSALS	3
	ent of the Kind, Number, and Location of All Proposed Public Works nts."	
B. "Detailed	d List of Estimated Project Costs."	4
C. "Descript	tion of Timing and Methods of Financing."	5
D. "Econom	nic Feasibility Study."	6
E. "Map Sho	owing Existing Uses and Conditions."	6
F. "Map Sho	owing Proposed Improvements and Uses."	6
G. "Proposed	ed Change of Zoning Ordinances, Master Plan Building Codes and Cit	ty Ordinances."6
H. "List of E	Estimated Non-Project Costs."	6
I. "Proposed	d Method for Relocation."	6
	nt Indicating How District Creation Promotes Orderly City nt."	6
K. "Opinion	n of the City Attorney."	6
 Property Parcel O Feasibili 	lity Study from the City Attorney	
2. Structure	ary and Existing Land Use re Condition ed Uses and Improvements g Zoning	

I. DESCRIPTION OF THE PROJECT

A. Introduction

Section 66.1105(4)(d), Wisconsin Statutes, requires the "preparation and adoption...of a proposed project plan for each tax incremental district." This Project Plan is submitted in fulfillment of this requirement and the related provisions of section 66.1105, Wisconsin Statutes.

Section 66.1105 (2)(f) 1.n., permits that Project Plan to fund projects located outside, but within one half-mile of the district's boundary.

B. District Boundaries and Compliance with Statutory Eligibility Criteria

The Park Place District ("District" or "TID") is comprised of sixteen properties at the Park Place office complex totaling 2,967,404 SF (collectively, the "Property"). The District is shown in **Map No. 1**, "**Boundary and Existing Land Use,"** and described more precisely in **Exhibit 1**, "**Boundary Description.**" 74.88% of the real property located within the District was found to be suitable for mixed-use development within the meaning of Section 66.1105(2)(cm) of the Wisconsin Statutes. 36.23% of the real property located within the District is considered vacant property within the meaning of Section 66.1105(4)(gm) of the Wisconsin Statutes. **Exhibit 2**, "**Property Characteristics,"** illustrates how the properties in the District meet the statutory criteria for Tax Incremental Districts. Per Wisconsin Statute 66.1105 (5)(b) the percentage of territory within the District that will be devoted to retail business at the end of the maximum expenditure period is estimated by the City to be 20%.

C. Project Plan Goals and Objectives

Park Place is an office park complex bounded by I-41 on the west, West Bradley Road on the north, North 107th Street on the east and West Good Hope Road on the south in the City of Milwaukee. Park Place is known for its two 12-story office towers, the first of which (the west tower) was built in 1983. The second tower (the east tower) was built in 1986. Throughout the mid 1980's and into the 1990's almost two dozen office buildings were constructed at Park Place, totaling over 1.5 million SF. Park Place also features a large pond between the two towers and two hotels, however, it has limited restaurant and retail opportunities given the thousands of employees who work in the area.

Currently, the Park Place area and specifically the area within the District's boundary has significant vacancy issues. Overall, the office and retail occupancy rate is only 59.9%. The strip mall at 10855 West Park Place has only 8.33% of the retail space leased, One Park Plaza (the west tower) is only 44.3% leased, Two Park Plaza (the east tower) is only 64.6% leased, The Waters at Park Place is 0% leased and Liberty 1 at Park Place is only 70% leased.

The Northwest Side Area Plan, adopted in 2008 as part of the City's comprehensive plan, encouraged a "diverse business mix within the Park Place development" including "sit-down dining and evening entertainment" to attract new office users to the area. In addition, the Northwest Side Area Plan suggested "enhancing the safety and attractiveness of commercial corridors" and "improving the quality of the medians and wayfinding along Good Hope Road new Park Place". This Plan aims to attract and retain businesses in the Park Place area by providing small grants or loans, as well as making public infrastructure improvements in the area.

In 2017, A.O. Smith Corporation announced its plans to build a new 42,700 SF Corporate Technology Center in the District at 11000 West Park Place (the "Project"). The world class research and development facility will focus on advanced research and development in the areas of water heating,

water treatment and air purification. Adjacent to A.O. Smith's corporate headquarters at One Park Plaza, the addition of the Project will integrate A.O. Smith's corporate and technology uses and create a campus like setting for A.O. Smith employees and customers visiting from around the world. A.O. Smith will have 50 employees at the Project. The Project will be built by WAPP II Development Company, LLC, an affiliate of Irgens Development and is a total investment of \$8,500,000. This Plan proposes a \$125,000 grant for site improvements associated with the Project.

More detailed objectives of this Project Plan are to:

- Provide funding for public improvements and infrastructure.
- Increase the tax base of the City by developing vacant property and bringing new tenants to existing properties.
- Create and retain jobs in the City.

D. Existing Land Uses and Conditions in the District

The District is currently comprised of sixteen properties (assessed at \$59,923,200), which are a mix of office buildings, retail buildings, a hotel and development sites. The District is zoned PD (Planned Development).

II. PLAN PROPOSALS

The following statements, maps and exhibits are provided in compliance with Section 66.1105(4)(f) of the Wisconsin Statutes.

Funds generated from the District will be used for the following purposes:

<u>Site Grant (\$125,000)</u>. Fund a cash grant for site improvements related to the A.O. Smith Corporate Technology Center, per the attached Term Sheet, **Exhibit 6**, "**Term Sheet.**"

<u>Business Attraction/Retention Fund (\$300,000)</u>. In an effort to attract or retain office and retail tenants in the District, fund cash grants or loans to be used for tenant improvements, façade improvements, new signage or other expenses. Grants from this fund are subject to Redevelopment Authority and Common Council approval of future term sheets.

<u>Public Infrastructure Improvements (\$450,000)</u>: Funding for public improvements, infrastructure, engineering and planning, within the District and within a one half-mile radius of the District boundary, per Section 66.1105(2)(f) Stats.

The City of Milwaukee may, on its own initiative or through a cooperation agreement with the Redevelopment Authority and/or other entities, undertake any and all project and site improvements and activities considered necessary to achieve project objectives and the commitment of private investment. This Plan is not intended to limit and shall not be interpreted as limiting the Redevelopment Authority in the exercise of its powers under Wis. Stat. 66.1333 (5) within the District. It is possible that future amendments to this Project Plan for other investments in this area will be proposed.

A. "Statement of the Kind, Number, and Location of All Proposed Public Works or Improvements."

The specific kind, number, location, and estimated costs of public works and other improvements as identified below are based on preliminary plans and concepts developed in consultation with the Department of Public Works and as part of the preparation of the economic feasibility study for the District. These may be modified as to kind, number, location, and the costs allocated at any time during TID Project execution based on more definitive engineering studies and construction plans without amendment of this TID Project Plan. Actual construction of public works, improvements and infrastructure will be based on detailed final plans, specification, and estimates as approved by the City's Department of City Development for the TID Project. Actions such as vacation of existing public rights-of- way, land acquisition, site clearance, environmental remediation, and reimbursement to owners of abutting property for costs directly related to the TID Project also may be undertaken, if necessary, for the implementation of this TID Project Plan for the District.

Any expenditures or monetary obligations directly or indirectly related to the construction of public works, improvements and infrastructure are considered "project costs" and shall be eligible to be paid with tax increment revenues of the District. TID Project Costs will be paid in part by any income, special assessments, or other revenues, including user fees or charges. Additional costs identified in this TID Project Plan are preliminary estimates made prior to design finalization and are subject to change after the design process is completed. Allocation of costs between individual line items in this TID Project Plan is also based on estimates and is subject to change based upon implementation and future assessment policies.

The following public improvements and infrastructure expenditures are expected to occur within and around the TID:

- Street Repaying: West Good Hope Road from North 107th Street to I-41 (\$300,000).
- <u>Landscaping</u>: Install two new signature beds on West Good Hope Road and plant trees in the medians of West Good Hope Road and West Park Place (\$150,000).

The number and location of proposed public improvements are shown in **Map No. 3**, "**Proposed Uses and Improvements.**"

B. "Detailed List of Estimated Project Costs."

The costs included in this subsection and detailed in Table B which follows are, without limitation because of enumeration, eligible project costs as defined under Section 66.1105(2)(f) and, if appropriate, in any cooperation agreement(s) entered into by and between the City of Milwaukee and eligible designated developer(s), provided further that such expenditures are necessitated by this Project Plan.

This TID Project Plan is meant neither to be a budget nor an appropriation of funds for specific activities, but a framework with which to manage various components of the TID Project. All costs included in this TID Project Plan are estimates based on the best information available. The City retains the right to remove elements or change the scope and/or timing of elements implemented as they are individually authorized by the City Common Council, without amending this TID Project Plan.

Costs are based on 2017 prices and are preliminary estimates. The City reserves the right to increase these costs to reflect inflationary increases and other unforeseen circumstances between 2017 and the time of construction. The City also reserves the right to increase certain TID Project Costs to the extent others are reduced or not implemented, without amending this TID Project Plan. The tax

increment allocation is preliminary and is subject to adjustment based upon the implementation of the TID Project Plan.

These costs and costs estimates are more fully described as follows:

Capital Costs

The City shall fund an estimated \$875,000 in the form of TID Capital Project Costs enumerated in further detail in **Table A** of this Plan.

TABLE A: TID Capital Project Costs				
Site Grant	\$125,000			
Business Attraction/Retention Fund	\$300,000			
Public Infrastructure Improvements	\$450,000			
TOTAL Capital Project Costs	\$875,000			

Other Costs

This category of Project Costs includes estimates for administrative, professional, organizational and legal costs.

Financing Costs

Financing costs include estimated gross interest expenses on bonds that will be issued to pay for Project Costs. Estimates of interest are based on interest rates as set forth in the Economic Feasibility Analysis, attached as **Exhibit 4**, "**Feasibility Study.**"

TABLE B: Lists of Estimated Project Costs

Capital:	
Site Grant	\$125,000
Business Attraction/Retention Fund	\$300,000
Public Infrastructure and Improvements	\$450,000
Other:	
Administration	\$75,000
Total Estimated Project Costs, excluding financing	\$950,000
Financing:	
Interest	\$395,000

C. "Description of Timing and Methods of Financing."

All expenditures are expected to be incurred during the period from 2017-2027.

The City may proceed to fund any or all Project Costs using general obligation bonds or notes, or RACM revenue bonds to be issued in amounts which can be supported using tax increments in the District.

D. "Economic Feasibility Study."

The Economic Feasibility Study for this District is attached to this Project Plan as **Exhibit 4**, **"Feasibility Study."** The study establishes the dollar value of the Project costs which, based on certain general assumptions and a reasonable margin of safety, can be financed with the revenues projected to be generated by the District.

Based upon the anticipated tax incremental revenue to be generated by the District, the District is financially feasible and is likely to be retired on or before year 2028, the 12th year of the District. Accordingly, the District is determined to be feasible.

E. "Map Showing Existing Uses and Conditions."

Please refer to Map No. 1, "Boundary and Existing Land Use," and Map No. 2, "Structure Condition" and Exhibit 3, "Parcel Owners" in the Exhibits Section which follows.

F. "Map Showing Proposed Uses and Improvements."

Please refer to **Map No. 3, "Proposed Uses and Improvements"** in the Exhibits Section which follows.

G. "Proposed Change of Zoning Ordinances, Master Plan, Building Codes and City Ordinances."

Please refer to **Map No. 4, "Existing Zoning,"** in the Exhibits Section which follows. The proposed Project is consistent with the existing zoning, which is PD (Planned Development). The proposed Project is in accordance with the existing master plan, map, building codes, and other city ordinances. The proposed Project should not require amendments to their provisions, but such amendments could be made if necessary without further amendment to this Project Plan.

H. "List of Estimated Non-Project Costs."

There are no Non-Project Costs.

I. "Proposed Method for Relocation."

This Project Plan does not anticipate the acquisition of property by the City of Milwaukee. Accordingly, no relocation activities or expenditures for relocation payments or services are provided herein. Should the acquisition of property by condemnation and requiring relocation be necessary, the cost and method of relocation will be included in a redevelopment plan and associated relocation plan prepared in cooperation with the Redevelopment Authority, pursuant to Section 66.1333 and Section 32.05, Wis. Stats. The costs of such activities will be eligible for reimbursement through tax increment revenues should such revenues be generated during the statutory life of the District.

J. "Statement Indicating How District Creation Promotes Orderly City Development."

The creation of the District will provide a means to strengthen the Park Place area, consistent with the objectives of the Northwest Side Area Plan, adopted in 2008. It will facilitate the development of vacant or underutilized property, improved public infrastructure and job creation/retention.

K. "Opinion of the City Attorney."

Please refer to Exhibit 5, "Letter from the City Attorney."

EXHIBIT 1 Boundary Description

Beginning at a point at the intersection of the south line of West Good Hope Road and the west line of North 100th Street;

Thence, north along the west line of North 110th Street to the intersection with the south line of West Park Place;

Thence, west and northwest along the south line of West Park Place to the intersection with the west line of West Park Place;

Thence, north along the west line of West Park Place to the intersection with north line of West Liberty Drive;

Thence, east along the north line of West Liberty Drive to the intersection with east line of West Liberty Drive;

Thence, south along the east line of West Liberty Drive to the intersection with north line of West Park Place:

Thence, northeast and east along the north line of West Park Place to the intersection with east line of North 107th Street;

Thence, south along the east line of North 107th Street to the intersection with the south line of West Good Hope Road;

Thence, west along the south line of West Good Hope Road to the point of beginning and more particularly depicted in Map 1 of this Project Plan.

EXHIBIT 2 Property Characteristics

Findings substantiating that not less than 50%, by area, of the real property within the proposed district is suitable for mixed-use within the meaning of Section 66.1105(2)(cm) Wisconsin Statutes.

Parcel No.	Taxkey	Owner Name	Land Assessment	Improvement Assessment	Total Assessment	Lot SF	Mixed-Use SF	Vacant
1	111-0132-000	PARK PLACE LAND DEV CO LLC	\$347,600	\$0	\$347,600	182,081	182,081	182,081
2	111-0131-000	THE WATERS AT PARK PLACE 1	\$332,600	\$2,100,400	\$2,433,000	172,454	172,454	0
3	111-0021-000	GLL US OFFICE LP	\$2,058,200	\$21,017,800	\$23,076,000	343,039	343,039	0
4	111-0111-000	LSOP WI LLC	\$1,622,300	\$8,712,700	\$10,335,000	270,377	270,377	0
5	111-0171-000	LSOP WI LAND LLC	\$401,700	\$0	\$401,700	159,081	159,081	159,081
6	111-0161-000	JUNIOR ACHIEVEMENT OF	\$0	\$0	\$0	217,386	0	0
7	111-0172-000	LSOP WI LAND LLC	\$513,600	\$0	\$513,600	203,382	203,382	203,382
8	111-0173-000	LSOP WI LAND LLC	\$12,000	\$2,000	\$14,000	528,165	0	528,165
9	111-0031-000	TWO PARK PLACE LLC	\$2,099,900	\$9,226,100	\$11,326,000	370,359	370,359	0
10	111-0123-000	SHONGOLOLO LLC	\$642,000	\$62,000	\$704,000	75,568	75,568	0
11	111-0122-000	10855 W PARK PLACE LLC	\$906,700	\$461,300	\$1,368,000	151,110	151,110	0
12	111-0141-000	RUBY TUESDAY INC	\$590,200	\$380,800	\$971,000	65,579	65,579	0
13	111-0142-000	CREFFII WARAMAUG MILW LLC	\$875,000	\$5,677,000	\$6,552,000	108,023	108,023	0
14	111-0071-000	EDUCATORS CREDIT UNION	\$501,900	\$476,100	\$978,000	83,649	83,649	0
15	111-0051-000	KCP RE LLC	\$259,700	\$640,300	\$900,000	34,622	34,622	0
16	111-0053-000	LSOP WI LAND LLC	\$3,300	\$0	\$3,300	2,529	2,529	2,529
Total			\$11,166,700	\$48,756,500	\$59,923,200	2,967,404	2,221,853	1,075,238
D							74.990/	26.220/

Percentage 74.88% 36.23%

EXHIBIT 3
Parcel Owners

Parcel No.	Address	Taxkey	Owner Name
1	11000 W PARK PL	111-0132-000	PARK PLACE LAND DEV CO LLC
2	11002 W PARK PL	111-0131-000	THE WATERS AT PARK PLACE 1
3	11200 W PARK PL	111-0021-000	GLL US OFFICE LP
4	11414 W PARK PL	111-0111-000	LSOP WI LLC
5	11225 W LIBERTY DR	111-0171-000	LSOP WI LAND LLC
6	11111 W LIBERTY DR	111-0161-000	JUNIOR ACHIEVEMENT OF
7	10915 W LIBERTY DR	111-0172-000	LSOP WI LAND LLC
8	10811 W LIBERTY DR	111-0173-000	LSOP WI LAND LLC
9	10820 W PARK PL	111-0031-000	TWO PARK PLACE LLC
10	10950 W GOOD HOPE RD	111-0123-000	SHONGOLOLO LLC
11	10855 W PARK PL	111-0122-000	10855 W PARK PLACE LLC
12	10843 W PARK PL	111-0141-000	RUBY TUESDAY INC
13	10831 W PARK PL	111-0142-000	CREFFII WARAMAUG MILW LLC
14	10811 W PARK PL	111-0071-000	EDUCATORS CREDIT UNION
15	10715 W PARK PL	111-0051-000	KCP RE LLC
16	10701 W PARK PL	111-0053-000	LSOP WI LAND LLC

EXHIBIT 4

ECONOMIC FEASIBILITY STUDY FOR THE PARK PLACE TID

Background:

The City of Milwaukee is proposing to create the Park Place Tax Incremental District No. 91 (the "District") to pay for a site grant, business attraction/retention funds, public infrastructure improvements and administrative expenses totaling \$950,000 (the "Project Costs").

The District is comprised of sixteen properties totaling 2,967,404 SF of land (the "Property").

Current Property Valuation:

The assessment of the Property as of 1/1/2017 was \$59,923,200 and thus, that is the estimated base value of the proposed District.

Anticipated Future Value of the District and District Cash Flow:

A.O. Smith Corp. is proposing to construct a 42,000 SF Corporate Technology Center at 11000 West Park Place in the District, currently vacant land assessed at \$347,600. A.O. Smith Corp.'s current technology center outside of the District at 12100 West Park Place, built in 1984, is assessed at \$65/SF. Office space in the District at Park Place is generally assessed at \$90-100/SF. For the purposes of this feasibility study, it is conservatively estimated that the new Corporate Technology Center will also be valued at \$65/SF, or \$2,730,000 (\$65/SF x 42,000 SF), for an incremental value of \$2,382,400. That incremental value is assumed to be realized in 2020.

For the purposes of this feasibility study, it is assumed that no further development occurs in the District. However, there are two additional large vacant lots available for new office or industrial development. This feasibility assumes a 1% annual appreciation on all existing Property.

Attached as Table 1 is a cash flow forecast for the proposed District. Basic parameters of this forecast are:

• Base Value: \$59,923,200

Tax Rate: 2.90%Interest Rate: 3.5%

Annual Appreciation: 1.00%Project Costs: \$950,000Issuance Costs: 1.00%

As shown in the forecast, the District is able to amortize the Project Costs in an estimated 12 years. Given this estimate, the proposed District is determined to be feasible and capable of amortizing the Project Costs within the statutory life of the proposed District.

Table 1: Park Place TID Feasibility

Year	Assessment	Budget	Base	Projected	TID			To	tal		After reserving for remaining debt	TID
No.	Year	Year	Value	Value	Incremental Value	Increment	Debt Service	Cash flow	Cum. Cash Flow	Carrying Costs	Surplus/(deficit)	Payo
1	2017	2018	59,923,200				(33,583)	(33,583)	(33,583)	(34)	(1,345,028)	-
2	2018	2019	59,923,200	60,522,432	599,232	17,378	(33,583)	(16,205)	(49,821)	(50)	(1,327,683)	No
3	2019	2020	59,923,200	60,522,432	599,232	17,378	(33,583)	(16,205)	(66,075)	(66)	(1,310,355)	No
4	2020	2021	59,923,200	62,904,832	2,981,632	86,467	(33,583)	52,885	(13,257)	(13)	(1,223,954)	No
5	2021	2022	59,923,200	63,533,880	3,610,680	104,710	(93,131)	11,579	(1,691)	(2)	(1,119,258)	No
6	2022	2023	59,923,200	64,169,219	4,246,019	123,135	(93,131)	30,004	28,311	28	(996,125)	No
7	2023	2024	59,923,200	64,810,911	4,887,711	141,744	(93,131)	48,613	76,953	77	(854,353)	No
8	2024	2025	59,923,200	65,459,020	5,535,820	160,539	(93,131)	67,408	144,438	144	(693,737)	No
9	2025	2026	59,923,200	66,113,611	6,190,411	179,522	(93,131)	86,391	230,974	231	(514,071)	No
10	2026	2027	59,923,200	66,774,747	6,851,547	198,695	(93,131)	105,564	336,769	337	(315,145)	No
11	2027	2028	59,923,200	67,442,494	7,519,294	218,060	(93,131)	124,929	462,035	462	(96,749)	No
12	2028	2029	59,923,200	68,116,919	8,193,719	237,618	(93,131)	144,487	606,984	607	141,331	YES
13	2029	2030	59,923,200	68,798,088	8,874,888	257,372	(93,131)	164,241	771,832	772	399,310	YES
14	2030	2031	59,923,200	69,486,069	9,562,869	277,323	(93,131)	184,193	956,797	957	677,405	YES
15	2031	2032	59,923,200	70,180,930	10,257,730	297,474	(93,131)	204,344	1,162,097	1,162	975,836	YES
16	2032	2033	59,923,200	70,882,739	10,959,539	317,827	(93,131)	224,696	1,387,955	1,388	1,294,825	YES
17	2033	2034	59,923,200	71,591,567	11,668,367	338,383	(93,131)	245,252	1,634,595	1,635	1,634,595	YES
18	2034	2035	59,923,200	72,307,482	12,384,282	359,144		359,144	1,995,374	1,995	1,995,374	YES
19	2035	2036	59,923,200	73,030,557	13,107,357	380,113		380,113	2,377,483	2,377	2,377,483	YES
20	2036	2037	59,923,200	73,760,863	13,837,663	401,292		401,292	2,781,152	2,781	2,781,152	YES
					-	4,114,172	(1,345,028)	2,769,144		14,789		

Annual appreciation	1.010
Interest Rate	3.50%
Base Value	59,923,200
New Value in 2020	2,382,400
Property Tax rate	2.900%
Issuance Costs	9,500
Project Costs	950,000
Carrying Costs %	0.100%

EXHIBIT 5 Letter from the City Attorney

EXHIBIT 6 Term Sheet

TERM SHEET

Park Place Site Improvements June 20, 2017

PROJECT:

WAPP II Development Company, LLC is planning to develop a 42,700 SF Corporate Technology Center for A.O. Smith Corporation at 11000 West Park Place. In exchange for site improvements necessary for the project, the Redevelopment Authority of the City of Milwaukee will reimburse WAPP II Development Company, LLC for site improvement costs as outlined below.

PARTIES:

WAPP II Development Company, LLC or assigns ("Developer"), City of Milwaukee ("City"), and the Redevelopment Authority of the City of Milwaukee ("RACM").

DEVELOPER OBLIGATIONS:

Developer shall complete the Project by July 1, 2019 and shall comply with the following requirements:

- A. Install as part of the project certain site improvements (to potentially include: median, pavement, sidewalk, lighting, landscaping, stormwater, bike and pedestrian improvements) in the public right of way or areas adjacent to the public right of way, subject to required permits and approval by the Department of City Development and Department of Public Works.
- B. Use best efforts to comply with the City's Small Business Enterprises ordinance for 25% of the construction and supply costs and to use unemployed and underemployed residents for no less than 40% of total "worker hours," pursuant to the City's Resident Preference Program.

RACM OBLIGATIONS:

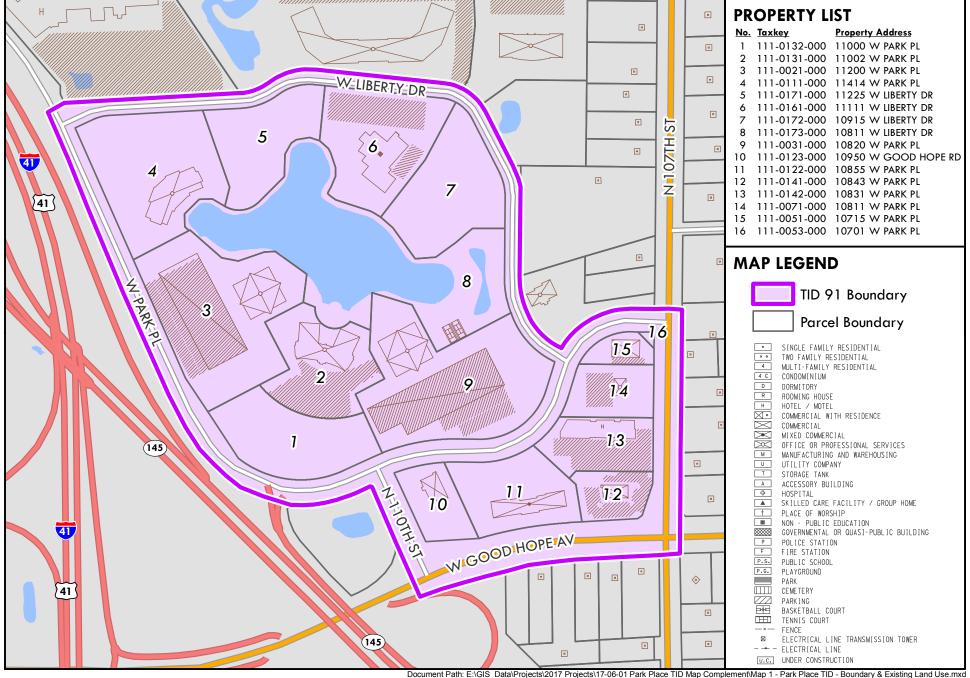
RACM shall reimburse Developer for out of pocket costs up to \$125,000 (the "Grant") for site improvements. Invoices for actual costs shall be submitted to RACM's Executive Director for review and approval. The Grant shall be paid as a reimbursement for Developer's actual costs.

GENERAL:

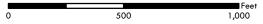
This Term Sheet does not constitute a binding agreement. The terms set forth herein and other provisions customary for a transaction of this sort shall be incorporated in one or more agreements among RACM and Developer. Resolutions approving this Term Sheet shall provide for the execution of all additional project documents and instruments necessary to implement the project.

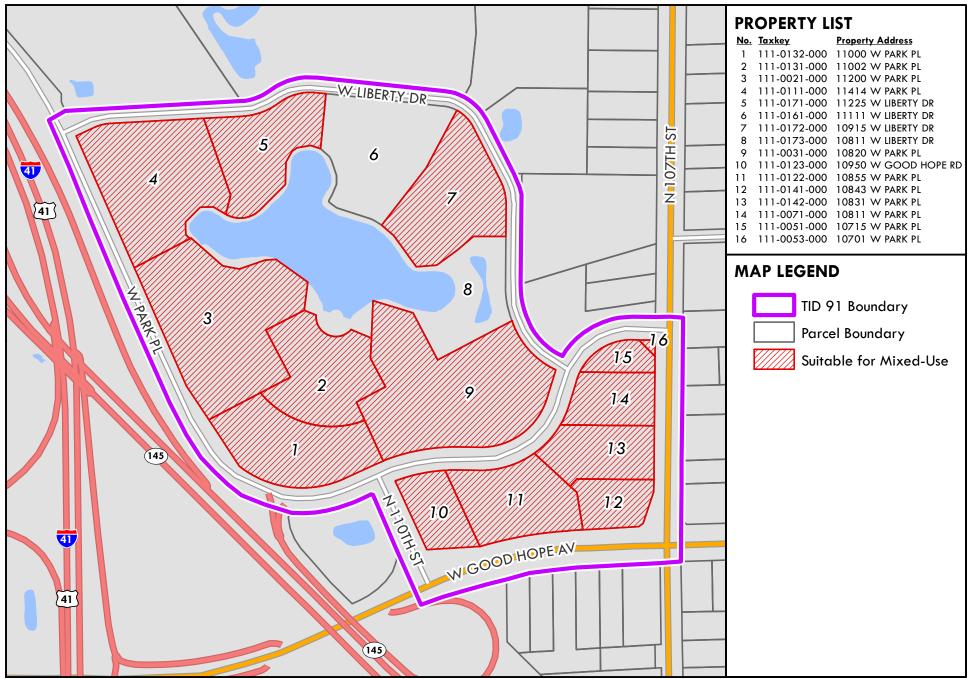


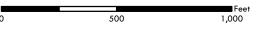


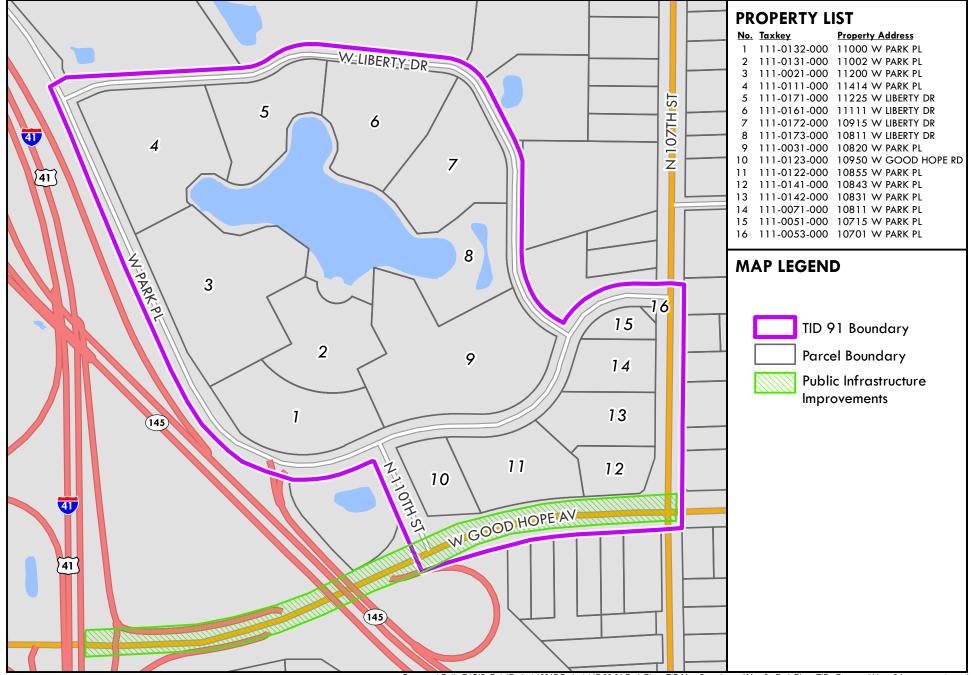


À









À

EXISTING ZONING

