



STILLWATER (RE) INVESTMENT PLAN
(A STILLWATER DOWNTOWN/CAMPUS
LINK PROJECT PLAN)

PREPARED BY:

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I. INTRODUCTION

The purpose of this (Re) Investment Plan (A Stillwater Downtown/Campus Link Project Plan) is to frame and authorize legal, financial, and community strategies to energize and accelerate the redevelopment of the core areas of Stillwater.

In December 2005, the City of Stillwater adopted its Core Commercial Districts Master Plan, and in 2012, adopted the Corridor Redevelopment Plan, as continuing efforts to revitalize and enhance downtown Stillwater and the City's core commercial districts. Meaningful progress under these plans has been difficult to achieve. Thus, it is vital to the future of the community that additional strategies be formulated and undertaken to accelerate the rate of investment and reinvestment in core areas in order to capitalize on the significant assets already present in Stillwater, including the growing activity in the downtown commercial district and in the areas connecting downtown to the campus of Oklahoma State University and the new McKnight Center for the Performing Arts.

The Stillwater community is positioned on the brink of new opportunities. The City possesses an array of assets ranging from education to commercial, from research to the arts, and from private enterprise to public service. The timing is appropriate to both broaden and focus the community's efforts to enhance its quality of life and to accelerate future investment and development. This can be accomplished by increasing intensity and multiplying concurrent efforts.

These opportunities can be claimed by increasing community participation, by building on existing assets – physical, commercial, and institutional - and by developing concurrent strategies for activities and events, education and skill training, job creation, and concentration of developments. This Project Plan is a strategic document containing authorizations to support achievement of these objectives.

This (Re) Investment Plan (A Stillwater Downtown/Campus Link Project Plan) is a project plan as defined under the Oklahoma Local Development Act, 62 O.S. §850, *et seq.*, and is referred to herein as the "Project Plan." This project is being undertaken by the City of Stillwater, Oklahoma ("City") to achieve the City's development objectives, improve the quality of life for its citizens, stimulate private investment, and enhance the tax base. At the heart of this Project Plan is the nourishment of downtown as a special and unique place to live, work, shop, and play within Stillwater. By its approval of the Core Commercial Districts Master Plan in 2005 and the Corridor Redevelopment Plan in 2012, the City prioritized the revival of its downtown and campus link areas. Through a series of planning efforts, including approval of a form based code covering significant portions of the downtown/campus link area, the community core is ripe for further

transformation. The City, through this Project Plan, is accelerating its effort to vitalize its downtown and campus link areas, enhancing them as a destination area for residents and visitors, alike. The plans to be undertaken and the objectives to be achieved under this Project Plan are collectively referred to herein as the “Project.”

The effort to create such accelerated reinvestment requires public assistance to stimulate private development. This Project Plan is a critical element in fostering public-private partnerships to create the type of development that the City seeks but can achieve only by means of the financing tools available under the Oklahoma Local Development Act, including tax increment financing. Increment district revenues can provide funding for public sector costs to stimulate private development and provide improvements to and beautification of the area to create the dense, high-quality development that the City contemplates. New developments in the Project Area can be financed from a combination of public and private sources, including apportionment of ad valorem and sales tax increments from the increment district established pursuant to this Project Plan.

II. BOUNDARIES OF PROJECT AREA AND INCREMENT DISTRICT

The Project Area is the area in which project activities will take place and is generally located in the downtown area and in areas linking downtown to the Oklahoma State University campus and located within a portion of the properties bounded by the following: West Hall of Fame Avenue on the north, South Lowry Street on the east, 15th Street on the south, and South Washington Street on the west.

The Increment District is the area from which the increment is generated and is identical to the Project Area.

The Project Area and Increment District boundaries are depicted on Exhibit A. The Project Area and Increment District boundaries are described on Exhibit B.

III. ELIGIBILITY OF PROJECT AREA

The entirety of the Project Area is within an enterprise area, as defined by the Oklahoma Local Development Act, and lies within an enterprise zone, designated by the Oklahoma Department of Commerce. The entirety of the Project Area is also a reinvestment area, as defined by the Oklahoma Local Development Act. Public improvements are required to reverse economic stagnation or decline, to serve as a catalyst for expanding employment, to attract investment, and to preserve and enhance the tax base.

Investment, development, and economic growth in the area are difficult, but possible, if the provisions of the Oklahoma Local Development Act are used. The Project Area is unproductive, undeveloped, underdeveloped, or blighted within the meaning of Article 10, §6C of the Oklahoma Constitution, and suffers from conditions inhibiting development.

IV. OBJECTIVES

The principal objectives of the Project Plan and Increment District are:

- A. To achieve development goals and objectives for the commercial districts, including Downtown Stillwater, as described in the Core Commercial Districts Master Plan and the Corridor Redevelopment Plan.
- B. To preserve and enhance the tax base and make possible investment, development, and economic growth that would otherwise be difficult without this Project Plan and the apportionment of incremental ad valorem and sales tax revenues.
- C. To support the creation of attractive, high-quality, and viable mixed-use developments to draw residents and visitors.
- D. Where appropriate, to support the development, improvement, and/or expansion of non-retail business enterprise with high quality employment opportunities.
- E. To encourage existing property and business owners in the area to invest and reinvest to attract new investment, commercial business, and residential occupancy to the Project Area.
- F. To stimulate and promote the downtown and campus link areas as walkable, vibrant destinations.
- G. To provide public benefits and attract private investment through the construction of public infrastructure and improvements to allow for the development of the Project Area.
- H. To create new and enhanced partnerships with public and private entities and institutions in the community.
- I. To undertake concentrated efforts to locate new and expanded non-retail businesses in the community and especially downtown.

V. STATEMENT OF PRINCIPAL ACTIONS

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

- A. Project planning, design and approval.
- B. Public infrastructure improvements.

- C. Development of mixed-use projects, as well as retail, restaurant, residential, and commercial office projects.
- D. Establishment of education and skills training partnerships.
- E. Augmentation of existing businesses and encouragement of new businesses.
- F. Attraction and support for start-up, new, and expanding non-retail businesses.
- G. Consideration and possible approval of supporting financial tools, including Business Improvement Districts (“BID Districts”), economic development general obligation bonds, and public improvement bonds.
- H. Establishment of a central gathering place for the downtown area and other civic meeting places in the Project Area with recreational and educational opportunities and other amenities, of which places may include parks, green space, open space, meeting and gathering space, work space, entertainment space, and arts and cultural space, parking facilities, complementary commercial and retail facilities, and supporting public improvements.

VI. ESTABLISHMENT OF INCREMENT DISTRICT NO. 3, CITY OF STILLWATER

A. This Project Plan creates Increment District No. 3, City of Stillwater, an ad valorem and sales tax increment district.

B. The ad valorem increment is the ad valorem revenue in excess of the revenue generated by the base assessed value of the Increment District (as determined by the Payne County Assessor in accordance with the Oklahoma Local Development Act), i.e., the new revenue attributable to increases in the values of property within the Increment District. The increment of ad valorem taxes from Increment District No. 3, City of Stillwater, in excess of the base assessed value of the Increment District shall be used to pay Project Costs authorized by Section VIII of this Project Plan for a period not to exceed twenty-five (25) fiscal years from the effective date of Increment District No. 3, City of Stillwater, as provided by law, or the period required for the payment of the Project Costs authorized by Section VIII, whichever is less. During the period of apportionment, the ad valorem apportionment fund (1) shall be available to pay Project Costs under Section VIII, (2) shall constitute special funds of the Stillwater Economic Development Authority, a public trust, or another public trust, if designated by the City, and (3) shall not be subject to annual appropriation as a part of the general fund of the City of Stillwater. Eighty-eight percent (88%) of the generated increment shall be allocated to pay the Project Costs detailed in Section VIII. The other twelve percent (12%) of the increment generated shall be allocated to the affected taxing jurisdictions in proportion to their respective annual operating levies (excluding sinking funds) as a specific revenue source to these public entities. 62 O.S. §§ 853(9), (14)(i), and 854(4). Also, for the benefit of the Stillwater Public School District, the Stillwater Economic Development Authority shall seek to capitalize and fund \$2,850,000 in public school equipment, facilities, and

land. The proposed terms of such capitalization and funding shall be provided to the Stillwater Public School District for approval before finalizing such capitalization and funding. An additional \$2,850,000 in school facilities funding is authorized as of January 1, 2028, subject to reduction in an amount equal to the result of a calculation, but only if said result is above zero, as follows: (1) the taxable assessed value of the Stillwater Public School District (excluding the Increment District) as of January 1, 2028, minus (2) a projected taxable assessed value of the Stillwater Public School District (excluding the Increment District) based on 5.17% percent average annual growth from the date of implementation to January 1, 2028, multiplied by (3) 27 mills, or 0.027.

In the event changes in state law or regulations affect the net benefit of distributions to any affected taxing jurisdiction, the City Council shall re-evaluate the distribution authorization under this Project Plan.

C. The sales tax increment is a portion of the City's non-dedicated sales tax, attributable to investment and development within the Increment District. Sales tax increments are categorized as either Retail Sales Tax Increment or Economic Development Sales Tax Increment. The increment of the sales taxes generated by Increment District No. 3, City of Stillwater, as determined in accordance with the provisions of Section VI.D, shall be implemented and supplemented as appropriate by a formula and accounting procedures to be approved by resolution of the City Council in accordance with the Local Development Act. Sales tax increment shall be used to pay Project Costs authorized by Section VIII of this Project Plan for a period not to exceed twenty-five (25) years from the effective date of Increment District No. 3, City of Stillwater, as provided by law, or the period required for payment of the Project Costs authorized by Section VIII, whichever is less. During the period of apportionment, the sales tax apportionment fund (1) shall be available to pay Project Costs under Section VIII, (2) shall constitute special funds of the Stillwater Economic Development Authority, a public trust, or another public trust, if designated by the City, and (3) shall not be subject to annual appropriation as a part of the general fund of the City of Stillwater.

D. Determination and Apportionment of Sales Tax Increments.

1. Definitions and Calculations.

a. Sales Tax Increments. The term "Sales Tax Increments," as used in this Project Plan, shall mean the non-dedicated sales taxes to the City generated during the fiscal year from investment and development within the Increment District. Sales Tax Increments are categorized as either Retail Sales Tax Increment or Economic Development Sales Tax Increment, as defined below. The non-dedicated sales taxes include levies (if any) which provide for a general allocation between capital improvements and other government purposes without a more specific designation of use.

b. Retail Sales Tax Increment. The term “Retail Sales Tax Increment,” as used in this Project Plan, shall mean the product of (i) transactions within the Increment District generated by the Project during the fiscal year subject to City sales tax multiplied by (ii) the non-dedicated sales tax rate.

c. Economic Development Sales Tax Increment. The term “Economic Development Sales Tax Increment,” as used in this Project Plan, shall mean the sum of (i) New Quality Jobs Payrolls, as described in Section VI.D.1.d. below, in the Increment District during the fiscal year plus (ii) the Economic Development Sales Tax Factor, as described in Section VI.D.1.e. below, multiplied by (iii) the non-dedicated sales tax rate.

d. New Quality Jobs Payroll. The term “New Quality Jobs Payroll,” as used in this Project Plan, shall mean the aggregate payroll, for each fiscal year, for qualifying employment in the Increment District as determined by the City. The New Quality Jobs Payrolls shall include all employment created within the Increment District meeting the requirements of 68 O.S. § 3601, *et seq.* (whether or not incentives are received from the State of Oklahoma), and such additional employment as determined by the City to qualify for purposes of this Project Plan.

e. Economic Development Sales Tax Factor. (i) The estimated portion of payrolls spent on transactions subject to sales tax multiplied by (ii) the economic impact factor, and the product of (i) and (ii) multiplied by (iii) the projected effective benefit rate. The economic impact factor and the effective benefit rate shall be established by resolution of City Council.

2. Direction of Apportionment for Sales Tax Increments.

a. The Retail Sales Tax Increment shall be apportioned for payment of Project Costs.

b. The Economic Development Sales Tax Increment shall be apportioned only to the Economic Development Costs described in Section VIII or as authorized by the City pursuant to Section VIII.C.

VII. PROJECT AND INCREMENT DISTRICT AUTHORIZATIONS

A. Principal Entity. The City is designated and authorized as the principal public entity to carry out and administer the provisions of this Project Plan and to exercise all powers necessary or appropriate thereto as provided in the Oklahoma Local Development Act, 62 O.S. §854.

B. Minor Amendments. The City reserves the right to approve minor amendments as provided in the Oklahoma Local Development Act, and intends to consider such amendments where desirable and appropriate to implement and achieve the objectives of this Project Plan.

C. Economic Development Amendment. The City specifically contemplates the addition of an area (not to exceed a five percent (5%) addition) for non-retail commercial development to enhance quality job growth.

D. Delegation of Powers. The Stillwater Economic Development Authority, a public trust (SEDA), or another public entity designated by the City pursuant to Section VI, is authorized and designated to carry out implementation actions for this Project Plan, including all necessary, appropriate, and supportive steps pursuant to development agreements with private developers. Such public entity is also authorized and designated to carry out the provisions of this Project Plan related to issuance of bonds or notes as provided in Sections 854(B) and 863 of the Oklahoma Local Development Act, subject to approval of the governing body of the City of any specific notes or bonds. SEDA is authorized to assist in carrying out this Project Plan and to exercise all powers necessary or appropriate thereto pursuant to Section 854 of the Oklahoma Local Development Act, except for approval of this Project Plan and those powers enumerated in paragraphs 1, 2, 3, 4, 7, 13 and 16 of Section 854.

E. Specific Financing Authorizations. As a public entity designated by the City, SEDA or another public entity designated by the City is authorized to: (1) issue tax apportionment bonds or notes, or both; (2) pledge revenues from current and future fiscal years to repayment; (3) incur Project Costs pursuant to Section VIII of this Project Plan; (4) provide funds to or reimburse the City for the payment of Project Costs and other costs incurred in support of the implementation of this Project Plan; (5) provide assistance in development financing to pay any authorized Project Costs assumed by a developer or redeveloper; and (6) incur the cost of issuance of bonds for payment of such costs and to accumulate appropriate reserves, if any, in connection with them. Project Costs shall mean (a) the public costs authorized to be paid pursuant to Section VIII of this Project Plan, and (b) costs necessary or appropriate to implement this Project Plan other than costs authorized by Section VIII, which may be authorized without amendment to this Project Plan.

F. Implementation Authorizations. The City and SEDA are authorized to: (1) enter into development and redevelopment agreements to support retail, general commercial, residential, mixed-use, and non-retail developments, (2) enter into partnerships and cooperative arrangements to support the attraction and development of new, growing, and expanding non-retail economic development enterprises with an emphasis on job creation, (3) support, and where appropriate, provide for present and future obligations to redevelop, or commit property for redevelopment, support, implement, or enhance business improvement districts, provide for participation in the activities or developments stimulated by this Project Plan, (4) approve additional financial and investment initiatives to support Project Plan implementation, including public infrastructure improvements, economic development bonds, guaranteed obligation limited tax bonds, and agreements for minimum tax (or minimum payments in lieu of tax) agreements, and (5) create implementation partnerships with public and private institutions present in the community,

including Oklahoma State University, Meridian Technology Center, Stillwater Public Schools, Stillwater Chamber of Commerce, and other public and private not-for-profit entities.

G. Person In Charge. The City Manager, Norman McNickle, or his successor in office, shall be the person in charge of implementation of this Project Plan in accordance with the provisions, authorizations, and respective delegations of responsibilities contained in this Project Plan.

H. Policy. The City Council shall adopt an Implementation Policy which shall guide the content, structure, and obligations of development and redevelopment agreements involving authorized project costs. In addition, an Implementation Policy Committee (which shall include representatives of implementation partnerships, established pursuant to subsection F, above, which may include but is not limited to the Stillwater Public Schools and Meridian Technology Center) shall be established to review and recommend implementation strategies.

VIII. BUDGET OF ESTIMATED PROJECT COSTS TO BE FINANCED OR PAID BY TAXES APPORTIONED FROM INCREMENT DISTRICT NO. 3, CITY OF STILLWATER

A. The Project Costs will be financed or paid by the apportionment of ad valorem and sales tax increments from Increment District No. 3. The Project Cost categories are:

Assistance in Development Financing	\$ 5,000,000
Public Infrastructure, Facilities, and Improvements	\$ 11,617,500
Public School Facilities	\$ 2,882,500
New Business Development	\$ 12,500,000
Implementation and Administration	\$ 500,000
TOTAL Project Costs	\$ 32,500,000

*Plus a conditional authorization for \$2,850,000 in public school equipment, facilities, and land as provided in Section VI.B.

In addition to any financing costs, costs of issuance, necessary or appropriate reserves, and interest on repayment of Project Costs.

B. 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 tax increments.

C. Assistance in Development Financing will be provided only for projects that are determined, in the City's and/or SEDA's discretion: (1) to meet the City's approved development goals and objectives for the Project Area, as expressed from time to time in the City's plans and policies, and (2) to provide adequate consideration and public benefit in return for the public investment.

IX. FINANCING PLAN AND REVENUE SOURCES

A. Financing Plan.

Some public improvements, in anticipation of private investment, will be funded by the City from sources other than apportioned tax increments, which may be reimbursed once increment is generated by the development within the Increment District.

Private developers within the Project Area may be required to construct the necessary improvements for specific projects at their initial expense. The financing of private developments will be provided by private equity and private financing. Most Project Costs incurred in connection with the implementation of this Project Plan will be financed on a pay-as-you-go basis.

B. Financing Authorizations.

Without the financial assistance authorized by this Project Plan, developments of the anticipated type and scale within the Project Area would not occur. The implementation of this Project Plan shall be financed in accordance with financial authorizations, authorized by the City from time to time.

C. Financing Revenue Sources.

The revenue sources expected to finance Project Costs authorized by Section VIII are the incremental ad valorem and sales tax revenues attributable to investment and development within the Increment District.

D. Financial Reports and Audits.

The development activities undertaken by the City, pursuant to this Project Plan, shall be accounted for and reported by the appropriate and necessary annual fiscal year audits and reports.

E. Other Necessary and Supporting Costs.

SEDA or another public entity designated by the City pursuant to Section VI, is 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 Plan and the construction of improvements therein in addition to Project Costs to be financed pursuant to Section VIII.

X. PRIVATE AND PUBLIC INVESTMENTS EXPECTED FOR THE PROJECT AREA

A. Private and Public Investments Expected from this Project Plan and Increment District.

The total private investment in the Project Area, if fully realized, is estimated to exceed \$100,000,000.00. Private investment in Increment District No. 3 is expected to consist of new mixed-use developments, expansion of existing businesses, creation of new businesses, development of new retail, restaurant, residential, and office projects, and non-retail business development (where appropriate). Public investment will include public infrastructure improvements and assistance in development financing to support private investment and enhance new and existing businesses.

B. Public Revenue Estimated to Accrue from this Project Plan and Increment District.

The estimated incremental increases in tax revenue, which will serve as the revenue source for financing the Project Costs authorized by Section VIII, is the public revenue directly attributable to the developments anticipated under this Project Plan. Both the City and the State will experience increases in tax revenues that are not a part of Increment District No. 3. Ad valorem taxing entities will experience additional revenues from increasing values not only within the Project Area but also outside of the Increment District.

Incremental sales tax revenues are estimated to range between \$35,000 and \$75,000 annually. Incremental ad valorem revenues are estimated to range between \$600,000 and \$3,200,000 annually. Total incremental revenues estimated to be generated over the 25-year lifespan of the Increment District range between \$30,000,000 and \$50,000,000.

The developments anticipated by this Project Plan will not result in a measurable increase in demand for services by or in costs to the affected taxing entities. The economic benefits of this Project Plan for the affected taxing jurisdictions indicate positive financial impacts for the entire community. The aggregate impacts from implementation of this Project Plan are positive and include the achievement of the objectives set forth in Section IV.

XI. LAND USE

Existing uses and conditions of real property in the Increment District are shown on the attached Exhibit C. A map showing the proposed uses and area of proposed improvements in the Project Area is attached Exhibit D. Implementation of this Project Plan requires no change to the Stillwater Master Plan or zoning. The Project Plan complies with the objectives and priorities of the Stillwater Master Plan.

The City of
Stillwater
OKLAHOMA
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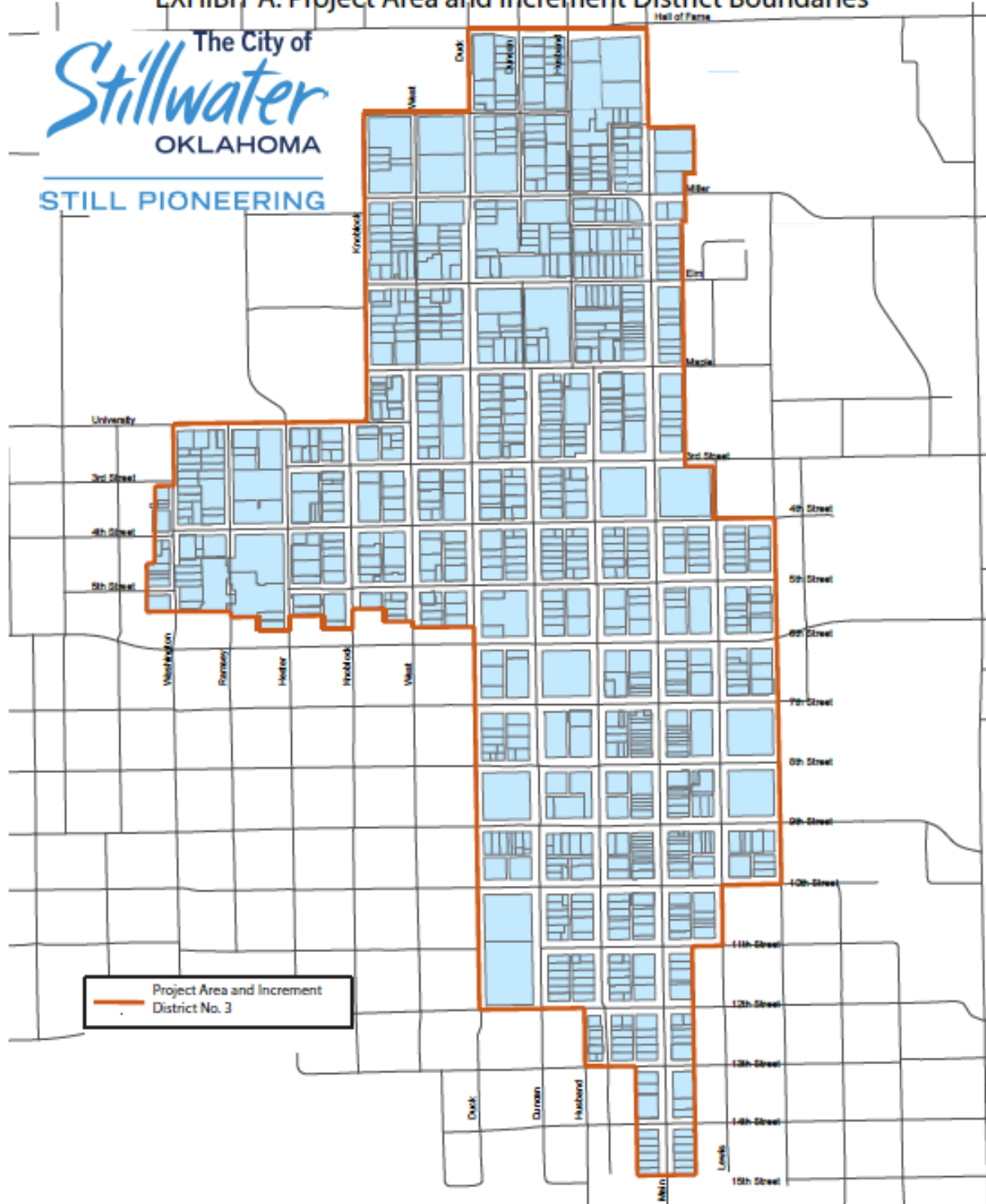


EXHIBIT B

PROJECT AREA AND INCREMENT DISTRICT NO. 3 LEGAL DESCRIPTION

BEGINNING at the intersection of the centerlines of West University Avenue and South Washington Street; THENCE east along the centerline of West University Avenue to the centerline of South Knoblock Street; THENCE north along the centerline of South Knoblock Street to the centerline of West Mathews Avenue; THENCE east along the centerline of West Mathews Avenue to the centerline of North Duck Street; THENCE north along the centerline of North Duck Street to the centerline of West Hall of Fame Avenue; THENCE east along the centerline of West Hall of Fame Avenue to the centerline of North Main Street; THENCE south along the centerline of North Main Street approximately 670 feet; THENCE east approximately 300 feet to a point being the north property line of property addressed as 217 North Main Street; THENCE south approximately 281 feet to a point being the southeast corner of property addressed as 215 North Main Street; THENCE west approximately 75 feet to a point being the northeast corner of property addressed as 207 North Main Street; THENCE south approximately 320 feet to a point being the southeast corner of Lot 2, Block 2, Weaver Addition; THENCE west 23 feet to a point being the southwest corner of Lot 23, Block 2, Weaver Addition; THENCE south approximately 426 feet to the centerline of East Elm Avenue; THENCE continuing south along the centerline of an alley approximately 565 feet to a point in the centerline of East Maple Avenue; THENCE south along the centerline of an alley approximately 615 feet to a point in the centerline of East 3rd Avenue; THENCE east to the intersection of the centerlines of East 3rd Avenue and South Lewis Street; THENCE south along the centerline of South Lewis Street to the intersection of the centerlines of South Lewis Street and East 4th Avenue; THENCE east along the centerline of East 4th Avenue to the intersection of the centerlines of East 4th Avenue and South Lowry Street; THENCE south along the centerline of South Lowry Street to the intersection of the centerlines of South Lowry Street and East 10th Avenue; THENCE west along the centerline of East 10th Avenue to the intersection of the centerlines of East 10th Avenue and South Lewis Street; THENCE south along the centerline of South Lewis Street to the intersection of centerlines of South Lewis Street and East 11th Avenue; THENCE west approximately 200 feet to the centerline of East 11th Avenue; THENCE south along the centerline of the alley approximately 1,500 feet to a point adjacent to Lot 7, Block 8, Barnes Addition; THENCE west approximately 410 feet to the centerline of the alley adjacent to Lot 6, Block 9, Barnes Addition; THENCE north approximately 720 feet to a point in the centerline of West 13th Avenue; THENCE west along the centerline of West 13th Avenue to the intersection of the centerlines of West 13th Avenue and South Husband Street; THENCE north along the centerline of South Husband Street approximately 320 feet to the centerline of West 12th Avenue; THENCE west along the centerline of West 12th Avenue to the intersection of the centerlines of West 12th Avenue and South Duck Street; THENCE north along the centerline of South Duck Street to a point in the centerline of South Duck Street approximately 118 feet north of the intersection of the centerlines of South Duck Street and West 6th Avenue; THENCE west approximately 402 feet to the centerline of South West Street; THENCE north

along the centerline of South West Street approximately 45 feet; THENCE west approximately 187 feet to the centerline of the alley adjacent to Lots 7 & 8, Block 25, College Addition; THENCE north along the centerline of said alley approximately 82 feet to a point adjacent to Lots 21-24, Block 25 College Addition; THENCE west approximately 212 feet to the centerline of South Knoblock Street; THENCE south along the centerline of South Knoblock Street approximately 135 feet; THENCE west approximately 188 feet to the centerline of an alley adjacent to Lot 10, Block 24, College Addition; THENCE north along the centerline of the alley approximately 105 feet to a point in the alley adjacent to Lots 20 & 21, Block 24, College Addition; THENCE west to the centerline of South Hester Street; THENCE south along the centerline of South Hester Street approximately 109 feet; THENCE west approximately 202 feet to a point in the south property line of property addressed as 520 South Hester Street and part of Lot 1, Berry's Block; THENCE north approximately 88 feet to a point; THENCE west approximately 180 feet to a point in the centerline of South Ramsey Street; THENCE north along the centerline of South Ramsey Street approximately 45 feet; THENCE west approximately 368 feet to the centerline of South Washington Street; THENCE west approximately 187 feet to a point on the west property line of property addressed as 514 South Washington Street and Lot 1, Block 16 West College Addition; THENCE north approximately 313 feet to a point at the northwest corner of property addressed as 412 South Washington Street and part of Lots 19-24, Block 9 Tinkers Subdivision West College; THENCE east approximately 50 feet; THENCE north approximately 542 feet to the centerline of West 3rd Avenue; THENCE east along the centerline of West 3rd Avenue to the intersection of West 3rd Avenue and South Washington Street; THENCE north along the centerline of South Washington Street to the POINT OF BEGINNING.

EXHIBIT C

EXISTING USES AND CONDITIONS MAP

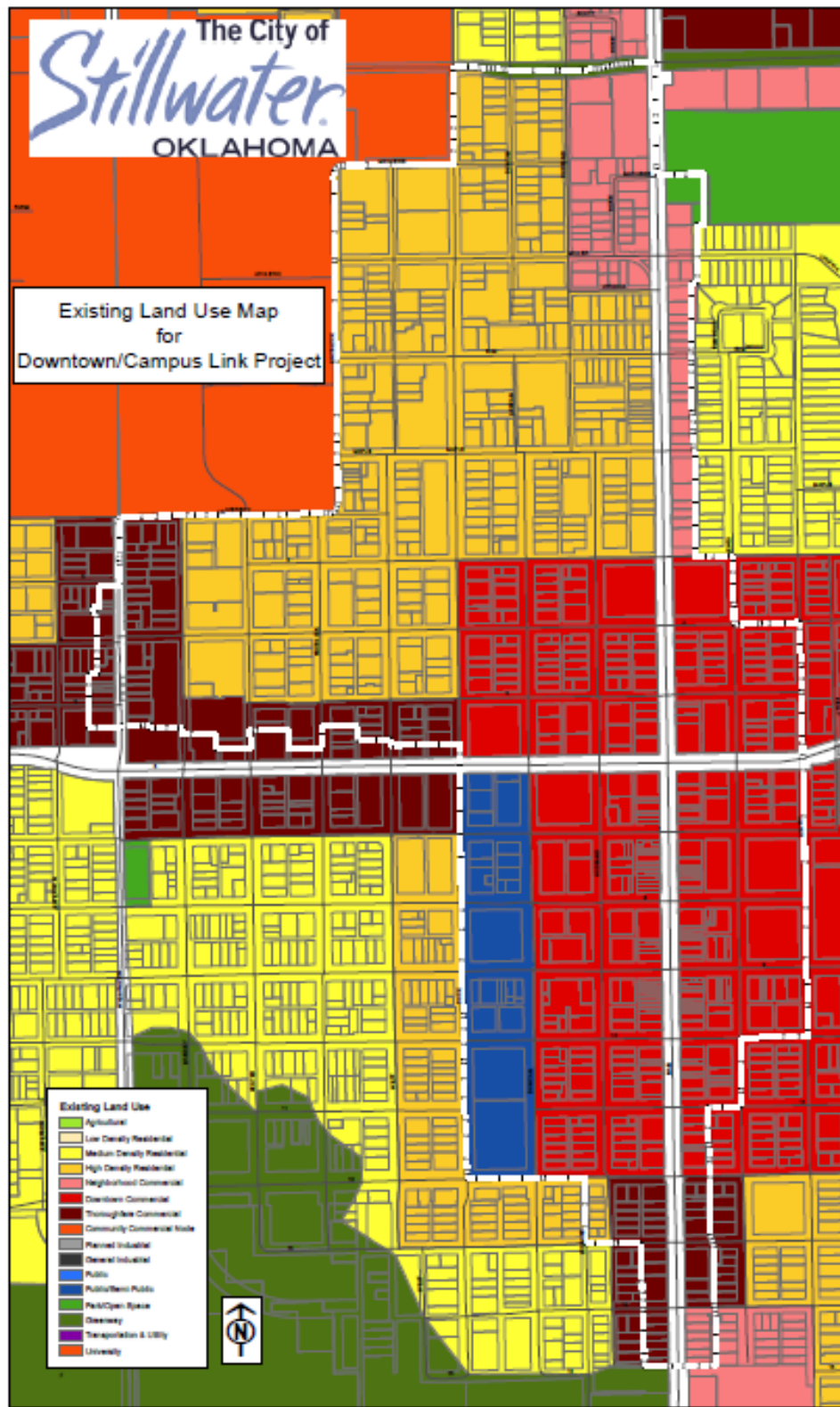


EXHIBIT D

PROPOSED USES MAP

