

BROWNFIELD PLAN FOR:

The Downs Redevelopment, Northville, Michigan

The City of Northville Brownfield Redevelopment Authority

c/o City of Northville
215 W. Main St.
Northville, Michigan 48167

Prepared with the assistance of:
SME

Approved by the City of Northville Brownfield Redevelopment Authority on December 21, 2022
Approved by the City of Northville City Council on September ____, 2023

TABLE OF CONTENTS

PROJECT SUMMARY	I
I. INTRODUCTION	1
A. PLAN PURPOSE	1
B. PROPERTY DESCRIPTION.....	1
C. BASIS OF ELIGIBILITY.....	2
D. PROJECT DESCRIPTION	3
THE PROPERTY	3
THE REDEVELOPMENT.....	3
BROWNFIELD CONDITIONS.....	3
II. GENERAL DEFINITIONS AS USED IN THIS PLAN	4
III. BROWNFIELD PLAN	4
A. DESCRIPTION OF COSTS TO BE PAID WITH TAX INCREMENT REVENUES AND INTER-LOCAL REVENUES AND SUMMARY OF ELIGIBLE ACTIVITIES	4
B. ESTIMATE OF CAPTURED TAXABLE VALUE AND TAX INCREMENT REVENUES.....	5
C. METHOD OF FINANCING PLAN COSTS AND DESCRIPTION OF ADVANCES BY THE MUNICIPALITY	6
D. MAXIMUM AMOUNT OF NOTE OR BONDED INDEBTEDNESS.	6
E. DURATION OF BROWNFIELD PLAN	6
F. ESTIMATED IMPACT OF TAX INCREMENT FINANCING ON REVENUES OF TAXING JURISDICTIONS	6
G. LEGAL DESCRIPTION, PROPERTY MAP, PROPERTY CHARACTERISTICS AND PERSONAL PROPERTY.....	6
H. ESTIMATES OF RESIDENTS AND DISPLACEMENT OF FAMILIES	7
I. PLAN FOR RELOCATION OF DISPLACED PERSONS	7
J. PROVISIONS FOR RELOCATION COSTS.....	7
K. STRATEGY FOR COMPLIANCE WITH MICHIGAN’S RELOCATION ASSISTANCE LAW	7
L. DESCRIPTION OF THE PROPOSED USE OF LOCAL BROWNFIELD REVOLVING FUND (LBRF).....	7
M. OTHER MATERIAL THAT THE AUTHORITY OR GOVERNING BODY CONSIDERS PERTINENT.....	7

APPENDIX A	1
SUMMARY OF ELIGIBLE ACTIVITIES AND COSTS	1
APPENDIX B	2
SUMMARY OF TAX INCREMENT REVENUE (TIR) CAPTURE AND TIR REIMBURSEMENT ALLOCATION	2
APPENDIX C	3
SITE MAPS AND LEGAL DESCRIPTIONS DESCRIBED IN SECTION III(G) OF THIS PLAN	3
APPENDIX D	4
PROJECT CONCEPTUAL DRAWINGS	4
APPENDIX E	5
SUPPLEMENTAL MATERIAL	5

APPENDIX A

TABLE 1 – SUMMARY OF ELIGIBLE ACTIVITIES AND COSTS

APPENDIX B

TABLES 2A-2E – SUMMARY OF TAX INCREMENT REVENUE (TIR) CAPTURE AND INTER-LOCAL PAYMENTS

TABLE 3 – TIR REIMBURSEMENT AND INTER-LOCAL ALLOCATION

APPENDIX C

SITE MAPS AND LEGAL DESCRIPTIONS DESCRIBED IN SECTION III(G) OF THIS PLAN

APPENDIX D

PROJECT CONCEPTUAL DRAWINGS

APPENDIX E

SUPPLEMENTAL MATERIAL

PROJECT SUMMARY

Project Name:	The Downs
Estimated Investment:	~\$250 Million
Project Location:	Parcels of property located south of E. Cady St., west of River St., east and west of S. Center St., and north of Seven Mile Rd., containing approximately 48 acres of land.
Property Eligibility:	Facility and adjacent or contiguous
Eligible Activities:	<p>Beyond capturing tax increment revenues for the State Revolving Fund and Brownfield Redevelopment Authority Administrative and Operating fees, this plan contains the following eligible activities:</p> <p>Department Specific Activities – Baseline environmental assessment (BEA) activities, Environmental Response Activities;</p> <p>Non-Environmental Activities – Demolition/Hazardous Materials Activities and Infrastructure Improvements,</p> <p>15% Contingency, Brownfield and Act 381 Work Plan Preparation and Implementation, and Interest</p>
Est. Eligible Costs:	<p>Department Specific – \$4,759,684</p> <p>Non-Environmental – \$8,047,442 (\$10,547,442 - \$2,500,000 grant = \$8,047,442)</p> <p>Contingency - \$2,282,494</p> <p>Brownfield and Work Plan Preparation and Implementation - \$60,000</p> <p>Interest - \$2,638,241</p> <p>Total – \$17,787,861</p>

Capture Period:	Total projected capture period – Developer reimbursement, six years (after initial LBRF deposits); total including LBRF, nine years (estimated)
Project Summary:	<p>The Downs development is a mixed-use development proposed for the 48-acre property (Property) which is currently the site of the Northville Downs racetrack or adjacent property in Downtown Northville.</p> <p>Northville Downs is an economically obsolete harness racing complex. In addition to the raceway, it is largely covered by impervious pavements, gravel parking areas, barns, and other support buildings.</p> <p>There are several historical environmental issues with the Property. From the 1940s through the early 1970s, the eastern side of the site was gradually filled. The source of the fill material was not documented. In the late 1960s, a portion of the Rouge River which runs from north to south along the eastern side of the site was routed through a concrete box culvert and buried. Northville Downs is also the location of a past leaking underground storage tank release.</p> <p>The eligible activities included in this plan include environmental assessment, environmental remediation, asbestos/hazardous materials assessment and abatement, demolition of the raceway complex, daylighting of the buried portion of the Rouge River, and restoration of the river and adjacent land through construction of a new public park.</p> <p>Tax increment revenue to reimburse the cost of eligible activities will be created by The Downs development. The project has been designed to provide a full range of residential housing options, mixed-use residential/commercial spaces, flex space and approximately 13 acres of natural and green spaces which will include two first-class parks to be donated to the City for public use. The northerly portion of the current plan includes 178 for-rent apartments, 42 for-sale condominiums – which will include ~18,580 square feet of commercial retail space between the apartment and condominium both buildings – and including 2,084 square feet of flex-space in the 31 row houses. The southerly portion of the current plan includes 129 townhomes, 38 single-family detached homes, and 28 carriage homes.</p> <p>The development team will construct the project in phases, with construction on residential and mixed-use space commencing in 2024, with anticipated completion of the site in 2027. Commencement of the River Park development is planned for 2024.</p>

I. INTRODUCTION

A. PLAN PURPOSE

The City of Northville Brownfield Redevelopment Authority (Authority; NBRA) has been duly established pursuant to the Brownfield Redevelopment Financing Act, Michigan Public Act 381 of 1996, MCL 125.2651 et. seq., as amended (Act 381). The purpose of this Brownfield Plan (the Plan), to be implemented by the NBRA, is to satisfy the requirements of Act 381 for including the eligible property described below, designated as The Downs development (the “Development”) in Northville, Michigan (the “Property”), in a Brownfield Plan.

The Authority proposes to implement this Plan to promote economic development and brownfield redevelopment within the City. The capture and use of tax increment revenues (TIR) generated by redevelopment are necessary to support needed eligible activities and to create enhanced public benefit from the project. This Plan allows the Authority to capture TIR generated by redevelopment of the Property and funds received pursuant to a proposed inter-local agreement with the City of Northville Downtown Development Authority (“DDA”) for the following purposes: reimbursement of the development entity, as defined by the reimbursement agreement, for the costs of eligible activities identified in the Plan (see Section III); funding of the State Revolving Fund (SRF); funding of the local site revolving fund (LSRF) and funding of Authority annual administrative expenses.

B. PROPERTY DESCRIPTION

Historically, the Property has consisted of 24 parcels totaling approximately 48.12 acres located south of E. Cady St., west of River St., and north of Seven Mile Rd. Parcel identification numbers, addresses, and each parcel’s method(s) of qualification are shown in the table below. Ten of these parcels, generally located north of Beal Street, were recently combined; in the table below, this unified parcel is referred to as “Parcel A”. Two other clusters of parcels (one cluster consisting of two parcels and one cluster consisting of three parcels) located west of South Center Street will also be combined before Plan adoption. These are referred to below as “Parcel B” and “Parcel C”.

Parcel ID	Historical Parcel ID	Address	Eligibility
48004010183000		301 S Center St	Facility
48004010197003		301 S Center St	Facility
48004010187000		318 River St	Facility
48004010194002		301 S Center St	Adjacent or Contiguous to Facility
48004010184000		301 S Center St	Facility
48004010186000		301 S Center St	Adjacent or Contiguous to Facility
48004010185000		301 S Center St	Facility
48004010182002		301 S Center St	Adjacent or Contiguous to Facility
Parcel A 48004010198000	48004010182001	301 S Center St	Facility
	48004020072002	301 S Center	
	48004010181000	301 S Center	
	48004010178000	301 S Center	
	48004010177001	301 S Center	
	48004010176000	E Cady St Vacant	
	48004010175002	E Cady St Vacant	
	48004010174002	301 S Center	
	48004020073000	341 Beal	
	48004010177002	301 S Center	
48004010172302	48004010172302	118 E Cady St	Adjacent or Contiguous to Facility
Parcel B (Parcel ID TBD)	48003030219000	S Center St Vacant	Adjacent or Contiguous to Facility
	48003030220000	301 S Center	
Parcel C (Parcel ID TBD)	48003030226001	301 S Center	Adjacent or Contiguous to Facility
	48003030223000	105 Fairbrook St	
	48003030224000	109 Fairbrook St	

C. BASIS OF ELIGIBILITY

The Property is considered "eligible property" as defined by Act 381, Section 2 because (a) the Property was previously utilized for commercial and residential purposes; (b) it is located within the City of Northville, which is not a Qualified Local Governmental Unit (Core Community) under Act 381; and (c) the Property parcels have been determined to be facilities or are adjacent or contiguous to a facility parcel (see Section I.B).

Six Property parcels are facilities: four parcels located at 301 S. Center St. (Parcel IDs 48004010183000, 48004010197003, 48004010184000, and 48004010185000), one parcel located at 318 River St. (48004010187000), and Parcel A.

McDowell & Associates (McDowell) completed a Phase II Environmental Site Assessment (ESA) on Parcel A on June 5, 2018. McDowell detected zinc in soil in one location at a concentration exceeding Michigan Department of Environment, Great Lakes, and Energy (EGLE) Generic Residential Cleanup Criteria (GRCC), demonstrating that the site is a facility.

McDowell completed a Phase II ESA on the two 301 S. Center St. parcels (Parcel IDs 48004010184000 and 48004010183000) on August 20, 2018. McDowell drilled 19 environmental soil borings and collected 12 soil samples and 15 groundwater samples. McDowell detected volatile organic compounds (VOCs)

and polynuclear aromatics (PNAs) in soil and groundwater in several locations at concentrations exceeding EGLE GRCC, demonstrating that the parcels are facilities.

SME completed a limited subsurface investigation on three 301 S. Center St. parcels (Parcel IDs 48004010197003, 48004010184000, and 48004010185000) and 318 River Street (48004010187000) in July 2022. SME drilled eight soil borings and collected 16 soil samples and two groundwater samples. SME detected metals in soil and groundwater exceeding EGLE GRCC, determining that the parcels are facilities.

All other included parcels are adjacent or contiguous to one of the parcels which is a facility. Refer to Figure 2, which depicts the other Property parcels as adjacent or contiguous to at least one of the above-referenced facility parcels. Refer to Appendix E for exceedance maps depicting a summary of soil and groundwater assessment results.

D. PROJECT DESCRIPTION

THE PROPERTY

The approximately 48-acre Property is located south of E. Cady St., west of River St., and north of Seven Mile Rd. in downtown Northville, Michigan. The Northville Downs harness racing track occupies the southern portion of the Property. Its main building adjoins the northern side of the track. Barns and other miscellaneous support buildings for the track complex are located east and south of the track. The remainder of the Property contains asphalt and gravel parking lots and landscaped areas. The Property is bounded by mixed-use development to the north; single-family residential and mixed-use development to the east; undeveloped land to the south; and single-family residential and mixed-use development to the west.

THE REDEVELOPMENT

The Downs is a ~\$250 million mixed-use project, which includes significant investments in public infrastructure. Retail/office and apartments will be concentrated on the northern side of the site; the southern portion of the Property will be developed with a variety of owner-occupied homes. The project has been designed to provide a full range of residential housing options, mixed-use residential/commercial spaces, flex space and approximately 16 acres of natural and green spaces which will include multiple first-class parks to be donated to the City for public use. The northerly portion of the current plan includes 178 for-rent apartments, 42 for-sale condominiums – which will include ~18,500 square feet of commercial retail space between the apartment and condominium both buildings – as well as 31 row houses. The southerly portion of the current plan includes 129 townhomes, 38 single-family homes, and 28 carriage homes. The Downs project will also build three public parks: the ~1.5-acre Central Park south of Cady between Hutton and Church Streets; the ~10.44-acre River Park on the development's east side, and the ~1.25 acre Gateway Park at Seven Mile Road and Cady Street. Variations of the housing types and numbers may be made without amendment of this plan but subject to any other applicable agreement(s).

The development team will construct the project in phases, with construction on residential and mixed-use space commencing in 2024, with anticipated completion of the project estimated for 2027. Commencement of the River Park development is planned for 2024.

BROWNFIELD CONDITIONS

The current Northville Downs is an economically obsolete horse racing complex although the property is not considered “eligible property” on the basis of functional obsolescence. In addition to the raceway, it is largely covered by impervious pavements, gravel parking areas, barns, and other support buildings. Redevelopment is hindered by asbestos abatement and demolition costs.

Northville Downs is also the location of a past leaking underground storage tank (UST) release. Redevelopment includes UST removal and remediation.

Large volumes of undocumented fill material were imported to the Property from the 1940s through the 1970s. Soil contamination has been encountered in the fill material, and the fill is not suitable for construction. Also, a portion of the Rouge River which runs from north to south along the eastern side of the site was routed through a concrete box culvert and buried in the late 1960s. The river will be daylighted and restored, along with its surrounding ecosystem, as part of the development.

II. GENERAL DEFINITIONS AS USED IN THIS PLAN

All words or phrases not defined herein shall have the same meaning as such words and phrases included in Act 381.

III. BROWNFIELD PLAN

A. DESCRIPTION OF COSTS TO BE PAID WITH TAX INCREMENT REVENUES AND INTER-LOCAL REVENUES AND SUMMARY OF ELIGIBLE ACTIVITIES

The Developer will be reimbursed for the costs of eligible activities necessary to address brownfield conditions and prepare the Property for redevelopment. The costs of eligible activities included in and authorized by this Plan will be reimbursed with incremental local tax revenues and incremental state school operating tax revenues generated from the Property after redevelopment and captured by the NBRA, subject to any limitations and conditions described in this Plan, approvals of EGLE and the Michigan Strategic Fund (MSF), as appropriate, for school operating tax capture, and the terms of both a Reimbursement Agreement between Developer and the Authority (the "Reimbursement Agreement") and an anticipated inter-local agreement among the Authority, the DDA and the Developer (the "ILA" or "Inter-Local Agreement"). A portion of the Property is located within the DDA.

If available, this Plan will capture all new personal property taxes generated by this project.

The estimated total cost of eligible Department Specific Activities eligible for reimbursement from tax increment revenues under this Plan is \$4,759,684, exclusive of contingency, interest, and brownfield plan/Act 381 Work Plan preparation and implementation costs. The estimated total cost of eligible Non-Environmental Activities eligible for reimbursement from tax increment revenues under this Plan is \$10,547,442, exclusive of contingency, interest, and brownfield plan/Act 381 Work Plan preparation and implementation costs. It is anticipated that approximately \$2,500,000 of these costs will be paid or reimbursed by grant funds and as a result not under the Reimbursement Agreement. Excluding the grant funded costs, the maximum amount of eligible activity costs, including contingency, interest, and brownfield plan/Act 381 Work Plan preparation and implementation costs, are \$17,787,861. The eligible activities are summarized in Table 1 (Appendix A). The costs of individually identified activities eligible for reimbursement are estimated and may increase or decrease, depending on the nature and extent of unknown conditions encountered during redevelopment, but not greater than \$17,787,861.

The eligible activities include infrastructure improvements. The City of Northville is not a Core Community. Pursuant to Act 381, infrastructure improvements are eligible activities for eligible properties that are not located in Core Communities but that are owned by or under the control of a land bank fast track authority. The portion of the Property including the River Park will be owned by or under the control of the Wayne County Land Bank Authority within the meaning of Act 381 before and while infrastructure improvements occur.

No costs of eligible activities will be qualified for reimbursement except to the extent permitted in accordance with the terms and conditions of the Reimbursement Agreement and Section 2 of Act 381 (MCL 125.2652). As long as the total estimated eligible costs described in this Plan (including interest) are not exceeded, line-item eligible activities, tasks, and costs within each respective eligible activity

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category, including interest, may be adjusted without Plan amendment after the date of this Plan, to the extent the adjustments do not violate the terms of Act 381. Eligible activities conducted prior to Brownfield Plan approval will be reimbursed to the extent allowed by Act 381.

Pursuant to Act 381, the Authority may capture incremental local taxes to fund its administrative operations as defined in the Act and may contribute to its LBRF with tax increment revenues in excess of the amount needed to reimburse Developer for the costs of eligible activities. As available, the Authority will capture an amount equal to not greater than 5% of the total tax increment revenues for administrative and operating purposes, to be defined further in the Reimbursement Agreement. The Authority will receive these funds from local revenue, to be used for the purposes set forth in Section 12b(7) of the Act, but not more than the amount permitted by Section 13b(7). In addition, as further described in Subsection L, the Authority may capture available tax increment revenue for deposit into the LBRF.

Fifty percent (50%) of the available incremental state education tax will be captured for deposit into the State Revolving Fund pursuant to Act 381.

B. ESTIMATE OF CAPTURED TAXABLE VALUE AND TAX INCREMENT REVENUES

The 2023 taxable value of the Property, which is estimated to be \$7,897,034, is the initial taxable value for this Plan. This value was obtained from the City of Northville's Online Property and Land Search. The anticipated taxable value at completion of construction of all phases of the project is \$120,279,588, which is expected to be attained in calendar year 2027 (for tax year 2028); however, the actual taxable value in each year of this Plan will be determined by the City Assessor in accordance with Act 381.

Estimated taxable values, tax increment revenues to be captured, receipts under the proposed ILA to be applied under this Plan, impacts on taxing jurisdictions, and eligible activities reimbursement cash flows are presented in Table 2 and Table 3 (Appendix B). The annual increase in taxable value of the Property is assumed to be 2% for purposes of this Plan. The annual incremental taxable value and captured tax increment revenue will be determined by the actual assessed taxable value of the Property and millage rates established by the relevant taxing jurisdictions.

The NBRA will capture 100% of the available incremental local and school operating tax revenues generated from the Property (including from taxable personal property) to reimburse Developer for the costs of eligible activities and other permitted uses of funds under this Plan through the 2029 tax year, 90% of the available incremental local and school operating tax revenues generated from the Property from 2030 and 2031 tax year revenues, and 75% of the available incremental local and school operating tax revenues generated from the Property from 2032 and 2033 tax year revenues. Reimbursement using incremental school operating tax revenues is further limited to those eligible activities and costs approved by EGLE and MSF or that are otherwise eligible under Act 381. In addition, all revenues received by the NBRA under the ILA will be applied as described in Section III(A) above.

It is the intent of this Plan to provide for the proportional capture of all eligible incremental taxes in whatever amounts and in whatever years they become available until the eligible activity reimbursement and other payments are made to the Developer and other payments and deposits described in this Plan are complete or through and including revenues received with respect to the 2033 tax year are received, whichever is sooner. It is estimated that all the developer's eligible costs will be reimbursed within nine years (and within four tax years after completion of the project). The first cumulative \$300,000 of tax increment revenue captured under the Plan will be deposited in the LBRF. After all permitted payments to the Developer, NBRA and SRF, are complete, an additional \$700,000 of tax increment revenue will be deposited into the LBRF. Capture of incremental taxes in the amount of \$564,444 for administrative and operating costs and \$1,699,576 to fund the State Revolving Fund are projected, as shown in Table 3. If EGLE and/or MSF elects not to approve the use of school taxes for all eligible activities in the Plan, those eligible activity costs will be fully reimbursed with local-only tax increment revenue and receipts under the ILA.

C. METHOD OF FINANCING PLAN COSTS AND DESCRIPTION OF ADVANCES BY THE MUNICIPALITY

Developer is responsible for financing the costs of eligible activities included in this Plan. Neither the NBRA nor the City of Northville will advance any funds to finance the eligible activities. All Plan financing commitments and activities and the cost reimbursements authorized under this Plan shall be governed by the Reimbursement Agreement and the ILA. The inclusion of eligible activities and estimates of costs to be reimbursed in this Plan is intended to authorize the NBRA to fund such reimbursements. The amount and source of any tax increment revenues that will be used for purposes authorized by this Plan, and the terms and conditions for such use and upon any reimbursement of the expenses permitted by the Plan, will be provided under the Reimbursement Agreement and the ILA.

Reimbursements under the Reimbursement Agreement and the ILA shall not exceed the cumulative eligible costs limit described in this Plan, unless the Plan is amended.

D. MAXIMUM AMOUNT OF NOTE OR BONDED INDEBTEDNESS

Not applicable.

E. DURATION OF BROWNFIELD PLAN

The duration of this Brownfield Plan for the Property shall not exceed the earlier of the following: 1) the date of reimbursement and payment of all eligible costs, cumulatively not to exceed \$17,787,861 and payment of a total of \$1,000,000 into the LBRF, 2) the maximum duration provided for in Act 381 (MCLA 125.2663(22)), or 3) as described in Section III(B) above. The proposed date for beginning tax capture is calendar year 2024.

F. ESTIMATED IMPACT OF TAX INCREMENT FINANCING ON REVENUES OF TAXING JURISDICTIONS

Except as may be limited pursuant to Section III(E) above, available incremental local and school operating tax revenues generated by the project will be captured by the NBRA and payments received under the ILA until all incurred eligible activity costs and NBRA administrative expenses are reimbursed, to the extent described in this Plan. Assuming approval by EGLE and MSF of the use of school taxes to the fullest extent permitted by Act 381, tax increment revenues available for capture by the NBRA for these activities will be split between local and state sources, with approximately 84.9% being reimbursed with local tax revenues (including those paid pursuant to the ILA) and approximately 15.1% being reimbursed with school operating tax revenues (including those paid pursuant to the ILA), based on the millage rates set forth in Table 3.

The projected impact of the NBRA incremental tax capture on local taxing jurisdictions is presented in Table 2 and Table 3 (Appendix B).

G. LEGAL DESCRIPTION, PROPERTY MAP, PROPERTY CHARACTERISTICS AND PERSONAL PROPERTY

The Property consists of approximately 48.12 acres of land. A topographic Property Location Map and scaled Eligible Property Map and legal descriptions for the Property are included in Appendix C. Incremental revenue generated by personal property is not anticipated to be a significant source of tax increment revenue; but to the extent available, will be captured and also transferred pursuant to the ILA for reimbursement and payment of eligible activities.

H. ESTIMATES OF RESIDENTS AND DISPLACEMENT OF FAMILIES

Other than one lessee occupying the log cabin on the Property, no occupied residences are involved in the redevelopment and no other persons are believed to reside on the Property.

I. PLAN FOR RELOCATION OF DISPLACED PERSONS

The Developer will advise all current residents of the eligible property that relocation assistance is available in connection with the proposed redevelopment of the Property and expected relocation or demolition of the structure they currently occupy.

J. PROVISIONS FOR RELOCATION COSTS

Provision will be made for the costs of relocating persons displaced by implementation of this plan in accordance with Secs. 13(1)(k) and 13(1)(l) of Act 381.

K. STRATEGY FOR COMPLIANCE WITH MICHIGAN'S RELOCATION ASSISTANCE LAW

Compliance with Michigan's Relocation Assistance Law will be addressed through the provisions referenced in Subsection J above.

L. DESCRIPTION OF THE PROPOSED USE OF LOCAL BROWNFIELD REVOLVING FUND (LBRF)

The Authority will establish a Local Brownfield Remediation Revolving Fund (LBRF) in accordance with Act 381. Funds deposited into the LBRF may be used, at the sole discretion of the Authority, to finance or reimburse eligible activities described in this Brownfield Plan or eligible activities subsequently approved, solely for funding from the LBRF, by administrative action of the Authority to be conducted on the eligible property described in this Brownfield Plan.

The Authority plans to capture the first \$300,000 of tax increment revenue under this Plan to deposit into its LBRF. This is projected to occur over the first four years of the Plan. In addition, the Authority plans to capture \$700,000 but no additional funds after Developer reimbursement is complete to deposit into its LBRF.

M. OTHER MATERIAL THAT THE AUTHORITY OR GOVERNING BODY CONSIDERS PERTINENT

None

APPENDIX A

SUMMARY OF ELIGIBLE ACTIVITIES AND COSTS

APPENDIX B

SUMMARY OF TAX INCREMENT REVENUE (TIR) CAPTURE AND TIR REIMBURSEMENT ALLOCATION

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