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November 6, 1996

RECEIVED
NOV - 6 1996
PORTLAND DEVELOPMENT
COMMISSION

File ✓
cc: LAP

JEANNETTE M. LAUNER
Direct Dial
(503) 294-9136
email jmlauner@stoel.com

Ms. Suzanne K. Welch
Senior Assistant General Counsel
The Rouse Company
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Re: Urban Renewal Plan Amendment for Pioneer Place

Dear Suzanne:

Enclosed are the revised documents which we will use to make the necessary changes in the Downtown Waterfront Urban Renewal Plan in order to develop Block 50 according to the Block 50 DDA. We appreciate your comments and have incorporated several of them into this final version.

For your information we have modified slightly your changes to the Portland Development Commission report on page two. In the second paragraph of that page, we have added a reference to the deletion of hotel uses from a Block 50 development program. We recognize that this is not a specific change in the Morrison Street Development Guidelines, but Les wanted to be clear with the Commission about this issue.

While we have added your references to hotel and residential under the Minimum Development Program represented in Exhibit "A" to the Resolution Amending Development Guidelines, we have not deleted reference to entertainment uses or to the number of mini-anchors required. We believe that it is important that the Development Guidelines not allow additional flexibility beyond that which has been negotiated in the Block 50 DDA. On page three of Exhibit "A" you asked whether the guidelines listed under Section 1.7B. apply to Block 50. There are no retail establishments on Block 50 and, therefore, this section is irrelevant to the development of Block 50.

You also suggested at the bottom of page two of Exhibit "A" that we amend Section 9 of the Development Guidelines, since there are references in Section 9 to "office." Les and I have determined that since the FAR on Block 50 is currently 12:1, all of Section 9 is

STOEL RIVES LLP

Ms. Suzanne K. Welch
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moot as to Block 50. If anything, we would choose to delete all of Section 9, instead of making amendments. After some discussion we have determined that Section 9 is no different from other sections of the Development Guidelines which have become outdated as the project has been developed and regulations have been amended. Rather than do a wholesale "cleanup" of the Development Guidelines, we have chosen to leave those sections intact.

Les began his City Council briefings on the amendment Tuesday afternoon. We should know whether or not there are any issues with the Council in the next couple of days. If there are no serious issues from the Council, we intend to place the matter on the consent agenda as soon as possible, and the Development Commission should be able to act at its November Commission meeting.

Thank you for your review and comments. I look forward to calling you with the good news that this matter is out of the way.

Very truly yours,



Jeannette M. Launer

JML:cat
Enclosures
cc (w/encs.): Les A. Prentice

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November 20, 1996

JEANNETTE M. LAUNER
Direct Dial
(503) 294-9136
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Mr. Les Prentice
Development Manager
Portland Development Commission
1120 SW 5th Avenue, Suite 1100
Portland, OR 97204

**Re: Expenditure of Tax Increment Funds Authorized
by Downtown Waterfront Urban Renewal Plan**

Dear Les:

You asked me to review the Downtown Waterfront Urban Renewal Plan, as amended through the Seventeenth Amendment (the "Plan"), to identify the scope of the projects for which the Commission may spend tax increment funds generated by the Plan. Specifically, you inquired about the Commission's tax increment spending authority for projects located outside the district.

The Commission may spend tax increment funds generated by the district only for repayment of indebtedness incurred to undertake and complete the project activities listed in the Plan. Those project activities are contained in Section D, beginning at page 7 of the Plan. According to the Plan, the Commission may expend funds for:

1. Rehabilitation and conservation of existing buildings;
2. Acquisition and redevelopment of properties which are listed in the Plan. The only properties which may be acquired are either real property to be acquired by private parties for redevelopment as housing (Section D.2.c.) and properties listed in Section D.2.d.;
3. Public improvements may be financed with tax increment funds. The Plan here specifically allows public improvements for utilities and transportation systems that extend beyond the boundaries of the district where such improvements are required to achieve the goals and objectives of the Plan and

Mr. Les Prentice
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where the improvements provide direct and substantial benefits to the district. This specific reference to utility and transportation systems outside the district was added to authorize a Commission contribution to the East/West light rail line. Only those improvements which are actually listed in the Plan at Section D.3.b. may be undertaken;

4. Relocation as required under the Plan in the case of acquisition of property by the Commission; and
5. Redevelopment through new construction, either by property owners, with or without the financial assistance of the Commission, or by acquisition of property by the Commission for resale to others for redevelopment. Under this section, the Commission is authorized to promulgate rules and guidelines, establish loan programs and provide below market interest rate and market rate loans and other forms of financial assistance to property owners in order to achieve the objectives of the Plan.

Only these listed projects qualify for the expenditure of tax increment funds under the Plan. Obviously, the Commission could undertake other programs benefitting the district if tax increment funds are not used to fund the programs. However, even in that situation, we should be careful that the Commission only operates within its general powers as listed in ORS 457.180, a copy of which I have attached for your reference.

The obvious next question is whether or not the Commission can amend the Downtown Waterfront Urban Renewal Plan to add new projects which would allow spending of tax increment funds for other than the projects already listed in the Plan. Of course, the answer is yes, so long as the types of projects to be funded with tax increment revenues are projects within the powers granted to the Commission by ORS 457.170. ORS 457.170 limits the powers of an urban renewal agency acting under an urban renewal plan to the following:

1. The powers of a Housing Authority;
2. Rehabilitation or conservation work;
3. Acquisition of property;
4. Clearance or rehabilitation of property;
5. Construction or improvement of streets, utilities and site improvements;

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6. Implementation of plans for voluntary repair and rehabilitation of buildings or other improvements in accordance with the Plan;
7. Relocation of persons and property displaced by urban renewal projects;
8. Disposition of property; and
9. The planning and carrying out of neighborhood development programs consisting of urban renewal project undertakings.

The Commission may only add these categories of projects to the Plan.

As I noted above, the Downtown Waterfront Urban Renewal Plan already includes one project for improvements outside the urban renewal district boundaries. Generally, projects that are located outside the urban renewal district boundaries should not be undertaken. But, if the Commission wishes to undertake a project that is located outside of the district boundary, it should demonstrate that the project would provide substantial and direct benefit to the urban renewal district and that the project relates directly to the objectives of the Plan. If the project outside the urban renewal district also benefits other real property other than the urban renewal district, the Commission should use tax increment funds proportionate to the district's benefit. When describing such a project in the Plan, the Commission should clearly state that the project is located outside the urban renewal district boundaries and explain the benefit to the urban renewal district. The Commission has produced Reports on plan amendments on at least two occasions which provide excellent guidance proving district benefits. These projects were the acquisition of the Union Station Site (a portion of which lies outside of the urban renewal district) and the adoption of the Seventeenth Amendment which added the Commission's authority to assist in the funding of the East/West light rail line.

Obviously, I could answer any specific questions more directly if there are potential projects which the Commission seeks to include in the Plan in order to make them eligible for the use of tax increment funds. I would be happy to take a look at those specific projects on a case-by-case basis.

On a related matter, you asked whether, in the case where an urban renewal plan area has already been increased to the maximum allowed by the statute (20 percent of the total land area of the original Plan), the Commission could delete a portion of the current plan area and amend the Plan adding new land which is no greater in area than the area of the land deleted. Commission legal counsel has in the past interpreted ORS 457.220(3) to prohibit such deletions and additions. ORS 457.220(3) provides,

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Mr. Les Prentice
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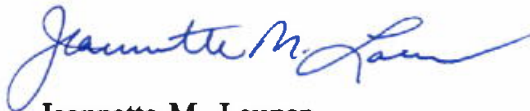
"No land equal to more than 20 percent of the total land area of the original Plan shall be added to the urban renewal areas of a Plan by amendment."

It has been the Commission policy that once amendments to an urban renewal plan area have reached the maximum of 20 percent, no additional land may be added, even if "old" land is deleted. This is consistent with the plain language of the statutory provision which limits additions, not total land area at any particular time. Furthermore, the Commission has previously found that to interpret this provision otherwise would circumvent the limiting intent of the provision.

You also mentioned moving a portion of the current South Waterfront Activity Area into a not-yet-created North Macadam Urban Renewal Plan Area. I want to make you aware of an issue I recently encountered in another jurisdiction, related to moving land area from one urban renewal district into another. When land is moved from an existing urban renewal area (the "old" area) into another (either new or existing) urban renewal area (the "new" area), the frozen base value for the land that is transferred from the old into the new area will be updated to the date of the amendment or the adoption of the new Plan that incorporates the area from the old district into the new district. In that case, obviously, the increment collected from the land area which is transferred could be significantly reduced if improvements already exist on that land.

Please feel free to call me with any questions, or to propose specific programs or projects to be considered for inclusion in the Downtown Waterfront Urban Renewal Plan. I look forward to hearing from you. My direct number is 294-9136.

Very truly yours,



Jeannette M. Launer

JML:cat
Enclosure
cc: Karen M. Williams, Legal Counsel

urban renewal plan. [1957 c.456 §7; 1969 c.225 §2; 1969 c.539 §1; 1979 c.621 §19; 1995 c.79 §268]

457.180 Powers of urban renewal agencies in general. An urban renewal agency, in addition to its other powers, may:

(1) Make plans for carrying out a program of voluntary repair and rehabilitation of buildings and improvements.

(2) Make plans for the enforcement of laws, codes and regulations relating to:

(a) The use of land.

(b) The use and occupancy of buildings and improvements.

(c) The repair, rehabilitation, demolition or removal of buildings and improvements.

(3) Make plans for the relocation of persons and property displaced by an urban renewal project.

(4) Make preliminary plans outlining urban renewal activities for neighborhoods to embrace two or more urban renewal areas.

(5) Conduct preliminary surveys to determine if the undertaking and carrying out of an urban renewal project is feasible.

(6) Develop, test and report methods and techniques and carry out demonstrations and other activities for the prevention and the elimination of urban blight.

(7) Engage in any other housing or community development activities specifically delegated to it by the governing body of the municipality including but not limited to land acquisition and disposition, conservation and rehabilitation, residential or business relocation, construction, leasing or management of housing, and the making of grants and loans from any available source. [1957 c.456 §10; 1975 c.382 §1]

457.190 Acquisition of funds by urban renewal agency; limitations. (1) An urban renewal agency may borrow money and accept advances, loans, grants and any other form of financial assistance from the Federal Government, the state, county or other public body, or from any sources, public or private, for the purposes of undertaking and carrying out urban renewal projects.

(2) An urban renewal agency may do all things necessary or desirable to secure such financial aid, including obligating itself in any contract with the Federal Government for federal financial aid to convey to the Federal Government the project to which the contract relates upon the occurrence of a substantial default thereunder, in the same manner as a housing authority may do to secure such aid in connection with slum clearance and housing projects under the Housing Authorities Law.

(3) Notwithstanding subsection (1) of this section, on or after September 29, 1991, no urban renewal agency may issue bonded indebtedness for which taxes divided under ORS 457.440 are to be pledged, unless the urban renewal plan for which the bonded indebtedness is to be issued either established:

(a) A date after which no bonded indebtedness shall be issued under the plan and under any and all projects undertaken with respect to the plan; or

(b) A maximum amount of bonded indebtedness excluding bonded indebtedness issued to refinance or refund existing bonded indebtedness that may be issued under the plan. [1957 c.456 §14; 1991 c.459 §333]

Note: Section 335e, chapter 459, Oregon Laws 1991, provides:

Sec. 335e. Bonded indebtedness if project agreed to prior to September 29, 1991. Notwithstanding ORS 457.190 (3), an urban renewal agency may issue bonded indebtedness to undertake an urban renewal project to carry out an urban renewal plan if, prior to the effective date of this 1991 Act [September 29, 1991], a written contract or other written agreement for the project was made, the instrument setting forth the contract or agreement was executed and the parties were bound. The urban renewal agency of the municipality may use any of the money available to it from the issuance of the bonds for carrying out the project in accordance with the contract or agreement. [1991 c.459 §335e]

457.210 Applicability of housing cooperation law to urban renewal projects; delegation of powers and functions. (1) Any state public body, as defined in ORS 456.305, shall have the same rights and powers to cooperate with and assist urban renewal agencies with respect to urban renewal projects that such state public body has pursuant to ORS 456.305 to 456.325 to cooperate and assist housing authorities with respect to housing projects in the same manner as though those sections were applicable to urban renewal agencies and projects under this chapter.

(2) Any state public body, as defined in ORS 456.305, hereby is authorized to enter into agreements with any other public body, including an urban renewal agency, respecting action to be taken pursuant to any of the powers granted by this chapter, including, but not limited to, the furnishing of funds or other assistance in connection with an urban renewal plan or urban renewal project.

(3) An urban renewal agency hereby is authorized to delegate any of its powers or functions to the municipality or other state public body, as defined in ORS 456.305, with respect to the planning or undertaking of an urban renewal project in the area in which such municipality or other state public body is authorized to act. The municipality, or other state public body to which the powers or functions are delegated hereby is author-

PORTLAND DEVELOPMENT COMMISSION
Portland, Oregon

RESOLUTION NO. 4931

**RESOLUTION ADOPTING A MINOR AMENDMENT TO
THE DOWNTOWN WATERFRONT URBAN RENEWAL
PLAN -- EIGHTEENTH AMENDMENT**

WHEREAS, the Downtown Waterfront Urban Renewal Plan was approved and adopted by City Council Ordinance No. 31395 on April 25, 1974 and has been subsequently amended through the Seventeenth Amendment (the "Plan"); and

WHEREAS, the Plan includes a program for development within the Morrison Street Project Activity Area ("Project Area"), including acquisition and disposition of certain real property in the Project Area in compliance with the policies set forth in City Council Resolution No. 32958 (the "Morrison Street Development Guidelines"); and

WHEREAS, the Project Area has been acquired and a portion of the Project Area has been conveyed to Pioneer Place Limited Partnership, a Maryland limited partnership ("PPLP") pursuant to the terms of an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project, between the Commission and PPLP, dated May 13, 1987, as amended from time to time (the "1987 Agreement"); and

WHEREAS, pursuant to the 1987 Agreement, PPLP and the Commission and the City of Portland have built Phases I and II of the redevelopment project known as Pioneer Place on Blocks 51, 60 and 61 in the Project Area; and

WHEREAS, the 1987 Agreement granted PPLP an exclusive future right to submit a proposal for redevelopment of Block 50 in the Project Area; and

WHEREAS, PPLP submitted such a proposal on December 1, 1995, which has been accepted by the Commission and PPLP and the Commission have entered into a Disposition and Development Agreement, dated May 30, 1996 providing for the sale of Block 50 to PPLP and PPLP's redevelopment of Block 50 according to its provisions (the "Block 50 DDA"); and

WHEREAS, the Block 50 DDA calls for redevelopment of Block 50 for uses that are not consistent with the Morrison Street Development Guidelines, and therefore conveyance of Block 50 to PPLP is contingent upon City Council approval of revised Morrison Street Development Guidelines and an amendment to the Plan, if required; and

December 18, 1996

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WHEREAS, the City Council adopted Resolution No. 35573 on December 11, 1996 revising the Development Guidelines as shown in Exhibit "A" to Resolution No. 35573, said Council Resolution and Exhibit being attached hereto as Exhibit "1" and incorporated herein by this reference; and

WHEREAS, the Commission finds that, in order to convey Block 50 and allow PPLP to redevelop Block 50 according to the Block 50 DDA, the Plan must now be amended to incorporate the revised Development Guidelines adopted by Council Resolution No. 35573; and

WHEREAS, the Plan provides that minor amendments to the Plan shall be approved by Resolution of the Commission at duly noticed public meetings; and

WHEREAS, the Commission finds that the adoption of Council approved revised Development Guidelines is a minor change to the Plan which does not alter the basic character or scope of the Morrison Street Project; now, therefore, be it

RESOLVED that the Commission hereby adopts the changes shown in the attached Exhibit "2" as the Eighteenth Amendment to the Downtown Waterfront Urban Renewal Plan; and be it

FURTHER RESOLVED that this Resolution shall become effective immediately upon its adoption.

ADOPTED by the Commission December 18, 1996.



Carl B. Talton, Chairman



John D. Eskildsen, Secretary

LLD/LAP

RESOLUTION NO. 35573

Amend the Revised Development Guidelines for the Morrison Street Project. (Resolution)

WHEREAS, the Council approved the goals and guidelines for the Downtown Plan in December 1972, and adopted updated goals and guidelines in October 1980; and

WHEREAS, the Council adopted the Downtown Waterfront Urban Renewal Plan in April 1974; and subsequent amendments thereto, to serve as a guide to the redevelopment of a significant portion of downtown Portland, including the defined retail core; and

WHEREAS, the Downtown Waterfront Urban Renewal Plan provides for the enhancement of the retail core within the downtown; and

WHEREAS, in July 1980, the Council, by Resolution 32712, reaffirmed its support for and approved further consideration of a Morrison Street retail development project (the "Morrison Street Project") by the Portland Development Commission (the "Commission"); and

WHEREAS, on July 16, 1981, the Council, by Resolution 32958 adopted "Amended Development Guidelines for the Morrison Street Project" (the "Revised Development Guidelines"); and

WHEREAS, pursuant to the Downtown Waterfront Urban Renewal Plan, the Commission acquired property known as Blocks 50, 60, 61 and Lots 1, 2, 3, 6, 7 and 8, Block 51 in downtown Portland for the purpose of developing the Morrison Street Project; and

WHEREAS, the Commission and Pioneer Place Limited Partnership ("Rouse"), entered into an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project on May 13, 1987, which granted Rouse the right to develop Blocks 60 and 61 and certain portions of Block 51 in downtown Portland under certain conditions, and the future right to develop Block 50 if Rouse adhered to certain time lines and conditions (the "1987 Agreement"). Rouse, the Commission and the City have built the improvements on, under, and over Blocks 51, 60 and 61 as required by the 1987 Agreement. The Commission has developed Block 50 as a surface parking lot; and

WHEREAS, the terms of conveyance for Block 50 in the 1987 Agreement were tied directly to the type and amount of uses to be developed in the Morrison Street Project, including Block 50; and

WHEREAS, over time, market economics have changed nationally and locally, necessitating changes in the make up of the preferred project uses for Block 50 and such preferred project uses do not conform to the uses described in the Revised Development Guidelines; and

WHEREAS, based on a program for development Rouse submitted to the Commission on December 1, 1995, on May 30, 1996, Rouse and the Commission entered into a Disposition and Development Agreement ("DDA") for the sale of Block 50 to Rouse, the performance of which is conditioned upon the Council and Commission actions necessary to allow development of the preferred uses on Block 50; and

WHEREAS, the Council finds that it is necessary and appropriate to amend the Revised Development Guidelines to allow the preferred project uses which reflect current market economies;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Portland that a development project featuring a specialty department store, mini-anchors, small specialty shops, office uses and parking; all as specifically described in the 1987 Agreement and the Block 50 DDA is economically realistic and will enhance the public and private investments made in the downtown and in the Morrison Street Project; and

BE IT FURTHER RESOLVED that the Council hereby amends the Revised Development Guidelines for the Morrison Street Project by deleting Section 1. of the Revised Guidelines, "Minimum and Desired Development Program" and substituting therefore a revised Section 1. "Minimum Development Program", which is attached hereto as Exhibit "A"; and -

BE IT FURTHER RESOLVED that the Commission shall immediately proceed to take such actions as are necessary to undertake the development of Block 50, in a manner consistent with the "Revised Guidelines" as amended.

Adopted by the Council:

DEC 11 1996

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BARBARA CLARK
Auditor of the City of Portland
By *Brita Olson*
Deputy

EXHIBIT "A"
TO
RESOLUTION AMENDING DEVELOPMENT GUIDELINES
FOR THE MORRISON STREET PROJECT

The following Section 1 is substituted for the existing Section 1 of the Amended Development Guidelines for the Morrison Street Project, adopted by City Council Resolution No. 32958, July 16, 1981.

1. MINIMUM DEVELOPMENT PROGRAM

1.1 Table 1. Minimum Development Program*

	<u>Minimum Development Program</u>
Mini-Anchor Stores	60,000 sq. ft.
Specialty Department Store	50,000 sq. ft.
Small Specialty Shops	<u>210,000</u> sq. ft.
TOTAL RETAIL SPACE	320,000 sq. ft.
Office	No minimum
Hotel	No minimum
Residential	No minimum
Entertainment Uses	30,000 sq. ft.

*All square footage expressed as gross leasable area unless otherwise indicated.

1.2 Minimum Retail Requirement

- A. Two (2) anchor merchants ("Mini-anchors"), occupying a total of approximately 60,000 square feet.
- B. One (1) specialty department store with a minimum floor area of 50,000 square feet; and

- C. A minimum of 210,000 square feet of small specialty shop space shall be developed elsewhere on the site complementary to the Mini-anchors and the specialty department store.

1.3 Minimum Entertainment Requirement

To act as an additional anchor to the project and to further enhance the retail components of the project, the project shall include an entertainment component of approximately 30,000 square feet. This use/uses should be a high-quality, destination component which complements the merchandising mix of the project.

1.4 Quality of Retail Uses

In order to meet the project objectives, developers are encouraged to provide retail uses which:

- A. Strengthen and improve downtown's existing inventory of high-quality and fashion retail facilities; and/or
- B. Bring to the downtown major new high-quality retail facilities not currently represented in the Portland region.

1.5 Office Uses

- A. Developers are encouraged to maximize development of high density, transit-supportive uses, such as office, at this location.
- B. Development of office uses above retail is encouraged for each block. However, office uses shall not be developed in lieu of meeting the minimum retail space requirement.

1.6 Other Uses

- A. A hotel and/or residential uses may be developed as part of the project, but not in lieu of meeting the minimum retail space requirement.
- B. Entertainment uses may be developed as a means of partially fulfilling the minimum retail space requirements, if such uses meet and enhance the retail objectives of the project.
- C. Other complementary uses may be developed, if such uses can be demonstrated by the developer to meet and enhance the project objectives and are not provided in lieu of retail space.

1.7 Other Guidelines

- A. The developer shall provide first rights-of-refusal to any existing retail tenants displaced by the project, provided such tenancies are consistent with the developer's tenant mix and rent structure. The Portland Development Commission will make information on displacees available to the developer.
- B. Developers shall be asked to strongly consider proposals for condominium participation by local retail establishments. Priority should be given to retail establishments displaced by the project. The Portland Development Commission will provide information on interested retailers to the developer.

1.8 Phasing and Minimum Development Component

- A. It is understood that developers may choose to phase the development of the project. The minimum first development phase shall be one full block with all retail and complementary uses.
- B. The Portland Development Commission shall require a specific schedule for development of the remaining phases of the project.

EXHIBIT "2"

EIGHTEENTH AMENDMENT TO THE DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

The Downtown Waterfront Urban Renewal Plan was approved and adopted by City Council Ordinance No. 31395 on April 25, 1974 and has been subsequently amended. The Eighteenth Amendment incorporates into the Plan the revised Development Guidelines for the Morrison Street Project, as adopted by City Council by Resolution No. 35573 on December 11, 1996.

Section C., subparagraph 1.a.(4) is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section C., subparagraph 2.e. is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section D., subparagraph 2.d. is amended, in part, as follows:

"Parcels 12, 13, 14 and 17 (acquired) Retail/Commercial, and public and private off-street parking and loading, and possible hotel and residential uses consistent with the policies set forth in City Council Resolution No. 32958, attached herewith as Exhibit Nine of Part Two, as amended by City Council Resolution attached herewith as Exhibit Ten of Part Two and as delineated on Exhibits Four and Five of Part Two of this Plan."


Cover sheet for "Part Two - Exhibits" is amended by adding thereto:

**"EXHIBIT TEN - CITY COUNCIL RESOLUTION NO. 35573
REVISING DEVELOPMENT GUIDELINES FOR MORRISON
STREET PROJECT AREA"**

PORTLAND DEVELOPMENT COMMISSION
Portland, Oregon

DATE: December 18, 1996

TO: The Commissioners

FROM: Janet S. Bureson 

REPORT NO.: 96-80

SUBJECT: **Eighteenth Amendment to the Downtown Waterfront Urban Renewal Plan - Minor Amendment.**

This report presents a Resolution which amends the Downtown Waterfront Urban Renewal Plan to incorporate into the Plan the recent changes in the Development Guidelines for the Morrison Street Project adopted by the City Council on December 11, 1996.

Background

The Downtown Waterfront Urban Renewal Plan was originally approved and adopted by City Council Ordinance No. 31395 on April 25, 1974. Since that time the Plan has been amended through the Seventeenth Amendment. In 1981, the City Council adopted Resolution No. 32958 which set out Development Guidelines for the Morrison Street Project Activity Area. Those Development Guidelines included a program for particular uses within the project area, and specified minimum and desired square footages for each of the uses within the project area. In September 1981, the City Council adopted the Seventh Amendment to the Plan which incorporated the Morrison Street Project Development Guidelines into the Plan.

In 1987, the Commission and Pioneer Place Limited Partnership ("PPLP"), a Maryland limited partnership, entered into an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project. The 1987 Agreement obligated PPLP, the Commission and the City of Portland to develop the first two phases of the Morrison Street Project in conformance with the Council adopted Development Guidelines. Pursuant to the 1987 Agreement, PPLP, the Commission and the City have built those two phases on Blocks 60, 61 and 51 in the City of Portland. The 1987 Agreement also granted to PPLP an exclusive future right to submit a proposal for the redevelopment of Block 50. PPLP submitted such a proposal on December 1, 1995 and the proposal was accepted by the Commission. Thereafter, on May 30, 1996, the Commission and PPLP entered into Disposition and Development Agreement ("DDA") for the redevelopment of Block 50.

According to the Block 50 DDA, the proposed uses to be developed on Block 50 include two "mini-anchors" with a total of approximately 60,000 square feet, 65,000 square feet of specialty retail shops, and 30,000 square feet of entertainment uses. These proposed uses are not in conformance with the Development Guidelines adopted by Council in 1981, and incorporated into the Plan. The

Block 50 DDA recognized that certain actions would be necessarily taken by the City Council and by the Commission before Block 50 could be transferred to PPLP for development according to the Block 50 DDA.

On December 11, 1996, the City Council approved Resolution No. 35573 which amended the minimum required uses within the Morrison Street Project Area. Although the proposed uses comply with the intent and spirit of the Development Guidelines, the Development Guidelines originally contemplated two specialty department stores with a minimum floor area of 60,000 square feet each, as well as potential hotel uses on Block 50. Since the Block 50 DDA envisions two mini-anchors, rather than one specialty department store, and has increased the retail uses in lieu of hotel uses, technical amendments to the Development Guidelines were adopted by Council.

The Eighteenth Amendment to the Plan is a minor amendment which simply incorporates into the Plan the amendments to the Development Guidelines which have been approved by the City Council. The Eighteenth Amendment recognizes that the City Council has made the decision that the uses proposed in the Block 50 DDA are appropriate for the project, given current, social and economic conditions in the Downtown.

The Eighteenth Amendment is a minor Plan amendment because the Eighteenth Amendment does not alter the basic character or scope of the projects stated in the Plan. According to the Plan, minor amendments shall be approved by Resolution of the Commission at a duly noticed public meeting, and need not be approved by the City Council.

Conclusion

Adoption of the Resolution which approves the Eighteenth Amendment to the Downtown Waterfront Urban Renewal Plan will bring the Plan into compliance with City Council Resolution No. 35573, and will allow the Commission to convey Block 50 to PPLP for its subsequent development according to the Block 50 DDA.

RECOMMENDATION:

Adopt the Resolution approving the Eighteenth Amendment to the Downtown Waterfront Urban Renewal Plan.


Janet S. Burreson, Executive Director

ACTION:

LLD/LAP

PORTLAND DEVELOPMENT COMMISSION

Portland, Oregon

RESOLUTION NO. 4931

**RESOLUTION ADOPTING A MINOR AMENDMENT TO
THE DOWNTOWN WATERFRONT URBAN RENEWAL
PLAN -- EIGHTEENTH AMENDMENT**

WHEREAS, the Downtown Waterfront Urban Renewal Plan was approved and adopted by City Council Ordinance No. 31395 on April 25, 1974 and has been subsequently amended through the Seventeenth Amendment (the "Plan"); and

WHEREAS, the Plan includes a program for development within the Morrison Street Project Activity Area ("Project Area"), including acquisition and disposition of certain real property in the Project Area in compliance with the policies set forth in City Council Resolution No. 32958 (the "Morrison Street Development Guidelines"); and

WHEREAS, the Project Area has been acquired and a portion of the Project Area has been conveyed to Pioneer Place Limited Partnership, a Maryland limited partnership ("PPLP") pursuant to the terms of an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project, between the Commission and PPLP, dated May 13, 1987, as amended from time to time (the "1987 Agreement"); and

WHEREAS, pursuant to the 1987 Agreement, PPLP and the Commission and the City of Portland have built Phases I and II of the redevelopment project known as Pioneer Place on Blocks 51, 60 and 61 in the Project Area; and

WHEREAS, the 1987 Agreement granted PPLP an exclusive future right to submit a proposal for redevelopment of Block 50 in the Project Area; and

WHEREAS, PPLP submitted such a proposal on December 1, 1995, which has been accepted by the Commission and PPLP and the Commission have entered into a Disposition and Development Agreement, dated May 30, 1996 providing for the sale of Block 50 to PPLP and PPLP's redevelopment of Block 50 according to its provisions (the "Block 50 DDA"); and

WHEREAS, the Block 50 DDA calls for redevelopment of Block 50 for uses that are not consistent with the Morrison Street Development Guidelines, and therefore conveyance of Block 50 to PPLP is contingent upon City Council approval of revised Morrison Street Development Guidelines and an amendment to the Plan, if required; and

December 18, 1996

Page 2

WHEREAS, the City Council adopted Resolution No. 35573 on December 11, 1996 revising the Development Guidelines as shown in Exhibit "A" to Resolution No. 35573, said Council Resolution and Exhibit being attached hereto as Exhibit "1" and incorporated herein by this reference; and

WHEREAS, the Commission finds that, in order to convey Block 50 and allow PPLP to redevelop Block 50 according to the Block 50 DDA, the Plan must now be amended to incorporate the revised Development Guidelines adopted by Council Resolution No. 35573; and


WHEREAS, the Plan provides that minor amendments to the Plan shall be approved by Resolution of the Commission at duly noticed public meetings; and

WHEREAS, the Commission finds that the adoption of Council approved revised Development Guidelines is a minor change to the Plan which does not alter the basic character or scope of the Morrison Street Project; now, therefore, be it

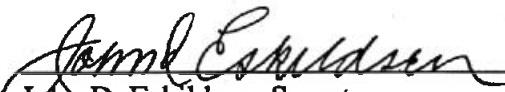
RESOLVED that the Commission hereby adopts the changes shown in the attached Exhibit "2" as the Eighteenth Amendment to the Downtown Waterfront Urban Renewal Plan; and be it

FURTHER RESOLVED that this Resolution shall become effective immediately upon its adoption.

ADOPTED by the Commission December 18, 1996.



Carl B. Talton, Chairman



John D. Eskildsen, Secretary

LLD/LAP

RESOLUTION NO. 35573**Amend the Revised Development Guidelines for the Morrison Street Project. (Resolution)**

WHEREAS, the Council approved the goals and guidelines for the Downtown Plan in December 1972, and adopted updated goals and guidelines in October 1980; and

WHEREAS, the Council adopted the Downtown Waterfront Urban Renewal Plan in April 1974, and subsequent amendments thereto, to serve as a guide to the redevelopment of a significant portion of downtown Portland, including the defined retail core; and

WHEREAS, the Downtown Waterfront Urban Renewal Plan provides for the enhancement of the retail core within the downtown; and

WHEREAS, in July 1980, the Council, by Resolution 32712, reaffirmed its support for and approved further consideration of a Morrison Street retail development project (the "Morrison Street Project") by the Portland Development Commission (the "Commission"); and

WHEREAS, on July 16, 1981, the Council, by Resolution 32758 adopted "Amended Development Guidelines for the Morrison Street Project" (the "Revised Development Guidelines"); and

WHEREAS, pursuant to the Downtown Waterfront Urban Renewal Plan, the Commission acquired property known as Blocks 50, 60, 61 and Lots 1, 2, 3, 6, 7 and 8, Block 51 in downtown Portland for the purpose of developing the Morrison Street Project; and

WHEREAS, the Commission and Pioneer Place Limited Partnership ("Rouse"), entered into an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project on May 13, 1987, which granted Rouse the right to develop Blocks 60 and 61 and certain portions of Block 51 in downtown Portland under certain conditions, and the future right to develop Block 50 if Rouse adhered to certain time lines and conditions (the "1987 Agreement"). Rouse, the Commission and the City have built the improvements on, under, and over Blocks 51, 60 and 61 as required by the 1987 Agreement. The Commission has developed Block 50 as a surface parking lot; and

WHEREAS, the terms of conveyance for Block 50 in the 1987 Agreement were tied directly to the type and amount of uses to be developed in the Morrison Street Project, including Block 50; and

WHEREAS, over time, market economics have changed nationally and locally, necessitating changes in the make up of the preferred project uses for Block 50 and such preferred project uses do not conform to the uses described in the Revised Development Guidelines; and

WHEREAS, based on a program for development Rouse submitted to the Commission on December 1, 1995, on May 30, 1996, Rouse and the Commission entered into a Disposition and Development Agreement ("DDA") for the sale of Block 50 to Rouse, the performance of which is conditioned upon the Council and Commission actions necessary to allow development of the preferred uses on Block 50; and

WHEREAS, the Council finds that it is necessary and appropriate to amend the Revised Development Guidelines to allow the preferred project uses which reflect current market economies;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Portland that a development project featuring a specialty department store, mini-anchors, small specialty shops, office uses and parking; all as specifically described in the 1987 Agreement and the Block 50 DDA is economically realistic and will enhance the public and private investments made in the downtown and in the Morrison Street Project; and

BE IT FURTHER RESOLVED that the Council hereby amends the Revised Development Guidelines for the Morrison Street Project by deleting Section 1. of the Revised Guidelines, "Minimum and Desired Development Program" and substituting therefore a revised Section 1. "Minimum Development Program", which is attached hereto as Exhibit "A"; and

BE IT FURTHER RESOLVED that the Commission shall immediately proceed to take such actions as are necessary to undertake the development of Block 50, in a manner consistent with the "Revised Guidelines" as amended.

Adopted by the Council:

DEC 11 1996

2

BARBARA CLARK
Auditor of the City of Portland
By *Brita Olson*
Deputy

EXHIBIT "A"
TO
RESOLUTION AMENDING DEVELOPMENT GUIDELINES
FOR THE MORRISON STREET PROJECT

The following Section 1 is substituted for the existing Section 1 of the Amended Development Guidelines for the Morrison Street Project, adopted by City Council Resolution No. 32958, July 16, 1981.

1. MINIMUM DEVELOPMENT PROGRAM

1.1 Table 1. Minimum Development Program*

	<u>Minimum Development Program</u>
Mini-Anchor Stores	60,000 sq. ft.
Specialty Department Store	50,000 sq. ft.
Small Specialty Shops	<u>210,000</u> sq. ft.
TOTAL RETAIL SPACE	320,000 sq. ft.
Office	No minimum
Hotel	No minimum
Residential	No minimum
Entertainment Uses	30,000 sq. ft.

*All square footage expressed as gross leasable area unless otherwise indicated.

1.2 Minimum Retail Requirement

- A. Two (2) anchor merchants ("Mini-anchors"), occupying a total of approximately 60,000 square feet.
- B. One (1) specialty department store with a minimum floor area of 50,000 square feet; and

- C. A minimum of 210,000 square feet of small specialty shop space shall be developed elsewhere on the site complementary to the Mini-anchors and the specialty department store.

1.3 Minimum Entertainment Requirement

To act as an additional anchor to the project and to further enhance the retail components of the project, the project shall include an entertainment component of approximately 30,000 square feet. This use/uses should be a high-quality, destination component which complements the merchandising mix of the project.

1.4 Quality of Retail Uses

In order to meet the project objectives, developers are encouraged to provide retail uses which:

- A. Strengthen and improve downtown's existing inventory of high-quality and fashion retail facilities; and/or
- B. Bring to the downtown major new high-quality retail facilities not currently represented in the Portland region.

1.5 Office Uses

- A. Developers are encouraged to maximize development of high density, transit-supportive uses, such as office, at this location.
- B. Development of office uses above retail is encouraged for each block. However, office uses shall not be developed in lieu of meeting the minimum retail space requirement.

1.6 Other Uses

- A. A hotel and/or residential uses may be developed as part of the project, but not in lieu of meeting the minimum retail space requirement.
- B. Entertainment uses may be developed as a means of partially fulfilling the minimum retail space requirements, if such uses meet and enhance the retail objectives of the project.
- C. Other complementary uses may be developed, if such uses can be demonstrated by the developer to meet and enhance the project objectives and are not provided in lieu of retail space.

1.7 Other Guidelines

- A. The developer shall provide first rights-of-refusal to any existing retail tenants displaced by the project, provided such tenancies are consistent with the developer's tenant mix and rent structure. The Portland Development Commission will make information on displacees available to the developer.
- B. Developers shall be asked to strongly consider proposals for condominium participation by local retail establishments. Priority should be given to retail establishments displaced by the project. The Portland Development Commission will provide information on interested retailers to the developer.

1.8 Phasing and Minimum Development Component

- A. It is understood that developers may choose to phase the development of the project. The minimum first development phase shall be one full block with all retail and complementary uses.
- B. The Portland Development Commission shall require a specific schedule for development of the remaining phases of the project.

EXHIBIT "2"

EIGHTEENTH AMENDMENT TO THE DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

The Downtown Waterfront Urban Renewal Plan was approved and adopted by City Council Ordinance No. 31395 on April 25, 1974 and has been subsequently amended. The Eighteenth Amendment incorporates into the Plan the revised Development Guidelines for the Morrison Street Project, as adopted by City Council by Resolution No. 35573 on December 11, 1996.

Section C., subparagraph 1.a.(4) is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section C., subparagraph 2.e. is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section D., subparagraph 2.d. is amended, in part, as follows:

"Parcels 12, 13, 14 and 17 (acquired)	Retail/Commercial, <u>and</u> public and private off-street parking and loading, and possible hotel and residential uses consistent with the policies set forth in City Council Resolution No. 32958, attached herewith as Exhibit Nine of Part Two, <u>as amended by City Council Resolution attached herewith as Exhibit Ten of Part Two</u> and as delineated on Exhibits Four and Five of Part Two of this Plan."
--	---

Cover sheet for "Part Two - Exhibits" is amended by adding thereto:

**"EXHIBIT TEN - CITY COUNCIL RESOLUTION NO. 35573
REVISING DEVELOPMENT GUIDELINES FOR MORRISON
STREET PROJECT AREA"**

**OFFICE OF
AUDITOR OF THE CITY OF PORTLAND**

*Room 140 City Hall
1221 SW 4th Avenue
Portland, Oregon 97204*

COPY CERTIFICATE

STATE OF OREGON	}	
COUNTY OF MULTNOMAH	}	ss
CITY OF PORTLAND	}	

I, GARY BLACKMER, Auditor of the City of Portland, do hereby certify that I have compared the following copy of Resolution No. 35573 passed by the Portland City Council on December 11, 1996, to amend the Revised Development Guidelines for the Morrison Street project, with the original thereof and that the same is a full, true and correct copy of such original Resolution and of the whole thereof as the same appears on file and of record in my office and in my care and custody.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the City of Portland affixed this 13th day of October, 1999.

GARY BLACKMER
Auditor of the City of Portland

By *Britta Olson*
Deputy



RESOLUTION NO. 35573

Amend the Revised Development Guidelines for the Morrison Street Project. (Resolution)

WHEREAS, the Council approved the goals and guidelines for the Downtown Plan in December 1972, and adopted updated goals and guidelines in October 1980; and

WHEREAS, the Council adopted the Downtown Waterfront Urban Renewal Plan in April 1974, and subsequent amendments thereto, to serve as a guide to the redevelopment of a significant portion of downtown Portland, including the defined retail core; and

WHEREAS, the Downtown Waterfront Urban Renewal Plan provides for the enhancement of the retail core within the downtown; and

WHEREAS, in July 1980, the Council, by Resolution 32712, reaffirmed its support for and approved further consideration of a Morrison Street retail development project (the "Morrison Street Project") by the Portland Development Commission (the "Commission"); and

WHEREAS, on July 16, 1981, the Council, by Resolution 32958 adopted "Amended Development Guidelines for the Morrison Street Project" (the "Revised Development Guidelines"); and

WHEREAS, pursuant to the Downtown Waterfront Urban Renewal Plan, the Commission acquired property known as Blocks 50, 60, 61 and Lots 1, 2, 3, 6, 7 and 8, Block 51 in downtown Portland for the purpose of developing the Morrison Street Project; and

WHEREAS, the Commission and Pioneer Place Limited Partnership ("Rouse"), entered into an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project on May 13, 1987, which granted Rouse the right to develop Blocks 60 and 61 and certain portions of Block 51 in downtown Portland under certain conditions, and the future right to develop Block 50 if Rouse adhered to certain time lines and conditions (the "1987 Agreement"). Rouse, the Commission and the City have built the improvements on, under, and over Blocks 51, 60 and 61 as required by the 1987 Agreement. The Commission has developed Block 50 as a surface parking lot; and

WHEREAS, the terms of conveyance for Block 50 in the 1987 Agreement were tied directly to the type and amount of uses to be developed in the Morrison Street Project, including Block 50; and

WHEREAS, over time, market economics have changed nationally and locally, necessitating changes in the make up of the preferred project uses for Block 50 and such preferred project uses do not conform to the uses described in the Revised Development Guidelines; and

WHEREAS, based on a program for development Rouse submitted to the Commission on December 1, 1995, on May 30, 1996, Rouse and the Commission entered into a Disposition and Development Agreement ("DDA") for the sale of Block 50 to Rouse, the performance of which is conditioned upon the Council and Commission actions necessary to allow development of the preferred uses on Block 50; and

WHEREAS, the Council finds that it is necessary and appropriate to amend the Revised Development Guidelines to allow the preferred project uses which reflect current market economies;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Portland that a development project featuring a specialty department store, mini-anchors, small specialty shops, office uses and parking, all as specifically described in the 1987 Agreement and the Block 50 DDA is economically realistic and will enhance the public and private investments made in the downtown and in the Morrison Street Project; and

BE IT FURTHER RESOLVED that the Council hereby amends the Revised Development Guidelines for the Morrison Street Project by deleting Section 1. of the Revised Guidelines, "Minimum and Desired Development Program" and substituting therefore a revised Section 1. "Minimum Development Program", which is attached hereto as Exhibit "A"; and

BE IT FURTHER RESOLVED that the Commission shall immediately proceed to take such actions as are necessary to undertake the development of Block 50, in a manner consistent with the "Revised Guidelines" as amended.

Adopted by the Council:

DEC 11 1996

2

BARBARA CLARK

Auditor of the City of Portland

By *Brita Olson*
Deputy

EXHIBIT "A"
TO
RESOLUTION AMENDING DEVELOPMENT GUIDELINES
FOR THE MORRISON STREET PROJECT

The following Section 1 is substituted for the existing Section 1 of the Amended Development Guidelines for the Morrison Street Project, adopted by City Council Resolution No. 32958, July 16, 1981.

1. **MINIMUM DEVELOPMENT PROGRAM**

1.1 Table 1. Minimum Development Program*

	<u>Minimum Development Program</u>
Mini-Anchor Stores	60,000 sq. ft.
Specialty Department Store	50,000 sq. ft.
Small Specialty Shops	<u>210,000</u> sq. ft.
TOTAL RETAIL SPACE	320,000 sq. ft.
Office	No minimum
Hotel	No minimum
Residential	No minimum
Entertainment Uses	30,000 sq. ft.

*All square footage expressed as gross leasable area unless otherwise indicated.

1.2 Minimum Retail Requirement

- A. Two (2) anchor merchants ("Mini-anchors"), occupying a total of approximately 60,000 square feet.
- B. One (1) specialty department store with a minimum floor area of 50,000 square feet; and

- C. A minimum of 210,000 square feet of small specialty shop space shall be developed elsewhere on the site complementary to the Mini-anchors and the specialty department store.

1.3 Minimum Entertainment Requirement

To act as an additional anchor to the project and to further enhance the retail components of the project, the project shall include an entertainment component of approximately 30,000 square feet. This use/uses should be a high-quality, destination component which complements the merchandising mix of the project.

1.4 Quality of Retail Uses

In order to meet the project objectives, developers are encouraged to provide retail uses which:

- A. Strengthen and improve downtown's existing inventory of high-quality and fashion retail facilities; and/or
- B. Bring to the downtown major new high-quality retail facilities not currently represented in the Portland region.

1.5 Office Uses

- A. Developers are encouraged to maximize development of high density, transit-supportive uses, such as office, at this location.
- B. Development of office uses above retail is encouraged for each block. However, office uses shall not be developed in lieu of meeting the minimum retail space requirement.

1.6 Other Uses

- A. A hotel and/or residential uses may be developed as part of the project, but not in lieu of meeting the minimum retail space requirement.
- B. Entertainment uses may be developed as a means of partially fulfilling the minimum retail space requirements, if such uses meet and enhance the retail objectives of the project.
- C. Other complementary uses may be developed, if such uses can be demonstrated by the developer to meet and enhance the project objectives and are not provided in lieu of retail space.

1.7 Other Guidelines

- A. The developer shall provide first rights-of-refusal to any existing retail tenants displaced by the project, provided such tenancies are consistent with the developer's tenant mix and rent structure. The Portland Development Commission will make information on displacees available to the developer.
- B. Developers shall be asked to strongly consider proposals for condominium participation by local retail establishments. Priority should be given to retail establishments displaced by the project. The Portland Development Commission will provide information on interested retailers to the developer.

1.8 Phasing and Minimum Development Component

- A. It is understood that developers may choose to phase the development of the project. The minimum first development phase shall be one full block with all retail and complementary uses.
- B. The Portland Development Commission shall require a specific schedule for development of the remaining phases of the project.



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CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies, as follows:

1. That s/he is the duly qualified staff Secretary of the Portland Development Commission, herein called the "Commission," and in such capacity keeps its records, including the minutes of proceedings of the Commission;

2. That the attached resolution is a true and correct copy of the resolution as finally adopted at a meeting of the Commission held on December 18, 1996, and duly recorded in the Commission office;

3. That the undersigned is authorized to execute this certificate.

IN WITNESS WHEREOF the undersigned has executed this certificate

December 18, 1996

Date

Christina Cain, Comm. Assistant

Please return after recording to:
Portland Development Commission
Attn: Dawn Duray
1900 SW 4th, #100
Portland OR 97201

PORTLAND DEVELOPMENT COMMISSION
Portland, Oregon

RESOLUTION NO. 4931

**RESOLUTION ADOPTING A MINOR AMENDMENT TO
THE DOWNTOWN WATERFRONT URBAN RENEWAL
PLAN -- EIGHTEENTH AMENDMENT**

WHEREAS, the Downtown Waterfront Urban Renewal Plan was approved and adopted by City Council Ordinance No. 31395 on April 25, 1974 and has been subsequently amended through the Seventeenth Amendment (the "Plan"); and

WHEREAS, the Plan includes a program for development within the Morrison Street Project Activity Area ("Project Area"), including acquisition and disposition of certain real property in the Project Area in compliance with the policies set forth in City Council Resolution No. 32958 (the "Morrison Street Development Guidelines"); and

WHEREAS, the Project Area has been acquired and a portion of the Project Area has been conveyed to Pioneer Place Limited Partnership, a Maryland limited partnership ("PPLP") pursuant to the terms of an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project, between the Commission and PPLP, dated May 13, 1987, as amended from time to time (the "1987 Agreement"); and

WHEREAS, pursuant to the 1987 Agreement, PPLP and the Commission and the City of Portland have built Phases I and II of the redevelopment project known as Pioneer Place on Blocks 51, 60 and 61 in the Project Area; and

WHEREAS, the 1987 Agreement granted PPLP an exclusive future right to submit a proposal for redevelopment of Block 50 in the Project Area; and

WHEREAS, PPLP submitted such a proposal on December 1, 1995, which has been accepted by the Commission and PPLP and the Commission have entered into a Disposition and Development Agreement, dated May 30, 1996 providing for the sale of Block 50 to PPLP and PPLP's redevelopment of Block 50 according to its provisions (the "Block 50 DDA"); and

WHEREAS, the Block 50 DDA calls for redevelopment of Block 50 for uses that are not consistent with the Morrison Street Development Guidelines, and therefore conveyance of Block 50 to PPLP is contingent upon City Council approval of revised Morrison Street Development Guidelines and an amendment to the Plan, if required; and

December 18, 1996
Page 2

WHEREAS, the City Council adopted Resolution No. 35573 on December 11, 1996 revising the Development Guidelines as shown in Exhibit "A" to Resolution No. 35573, said Council Resolution and Exhibit being attached hereto as Exhibit "1" and incorporated herein by this reference; and

WHEREAS, the Commission finds that, in order to convey Block 50 and allow PPLP to redevelop Block 50 according to the Block 50 DDA, the Plan must now be amended to incorporate the revised Development Guidelines adopted by Council Resolution No. 35573; and

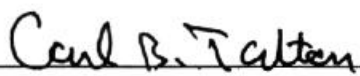
WHEREAS, the Plan provides that minor amendments to the Plan shall be approved by Resolution of the Commission at duly noticed public meetings; and

WHEREAS, the Commission finds that the adoption of Council approved revised Development Guidelines is a minor change to the Plan which does not alter the basic character or scope of the Morrison Street Project; now, therefore, be it

RESOLVED that the Commission hereby adopts the changes shown in the attached Exhibit "2" as the Eighteenth Amendment to the Downtown Waterfront Urban Renewal Plan; and be it

FURTHER RESOLVED that this Resolution shall become effective immediately upon its adoption.

ADOPTED by the Commission December 18, 1996.



Carl B. Talton, Chairman



John D. Eskildsen, Secretary

LLD/LAP

RESOLUTION NO. 35573**Amend the Revised Development Guidelines for the Morrison Street Project. (Resolution)**

WHEREAS, the Council approved the goals and guidelines for the Downtown Plan in December 1972, and adopted updated goals and guidelines in October 1980; and

WHEREAS, the Council adopted the Downtown Waterfront Urban Renewal Plan in April 1974, and subsequent amendments thereto, to serve as a guide to the redevelopment of a significant portion of downtown Portland, including the defined retail core; and

WHEREAS, the Downtown Waterfront Urban Renewal Plan provides for the enhancement of the retail core within the downtown; and

WHEREAS, in July 1980, the Council, by Resolution 32712, reaffirmed its support for and approved further consideration of a Morrison Street retail development project (the "Morrison Street Project") by the Portland Development Commission (the "Commission"); and

WHEREAS, on July 16, 1981, the Council, by Resolution 32958 adopted "Amended Development Guidelines for the Morrison Street Project" (the "Revised Development Guidelines"); and

WHEREAS, pursuant to the Downtown Waterfront Urban Renewal Plan, the Commission acquired property known as Blocks 50, 60, 61 and Lots 1, 2, 3, 6, 7 and 8, Block 51 in downtown Portland for the purpose of developing the Morrison Street Project; and

WHEREAS, the Commission and Pioneer Place Limited Partnership ("Rouse"), entered into an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project on May 13, 1987, which granted Rouse the right to develop Blocks 60 and 61 and certain portions of Block 51 in downtown Portland under certain conditions, and the future right to develop Block 50 if Rouse adhered to certain time lines and conditions (the "1987 Agreement"). Rouse, the Commission and the City have built the improvements on, under, and over Blocks 51, 60 and 61 as required by the 1987 Agreement. The Commission has developed Block 50 as a surface parking lot; and

WHEREAS, the terms of conveyance for Block 50 in the 1987 Agreement were tied directly to the type and amount of uses to be developed in the Morrison Street Project, including Block 50; and

WHEREAS, over time, market economics have changed nationally and locally, necessitating changes in the make up of the preferred project uses for Block 50 and such preferred project uses do not conform to the uses described in the Revised Development Guidelines; and

WHEREAS, based on a program for development Rouse submitted to the Commission on December 1, 1995, on May 30, 1996, Rouse and the Commission entered into a Disposition and Development Agreement ("DDA") for the sale of Block 50 to Rouse, the performance of which is conditioned upon the Council and Commission actions necessary to allow development of the preferred uses on Block 50; and

WHEREAS, the Council finds that it is necessary and appropriate to amend the Revised Development Guidelines to allow the preferred project uses which reflect current market economies;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Portland that a development project featuring a specialty department store, mini-anchors, small specialty shops, office uses and parking, all as specifically described in the 1987 Agreement and the Block 50 DDA is economically realistic and will enhance the public and private investments made in the downtown and in the Morrison Street Project; and

BE IT FURTHER RESOLVED that the Council hereby amends the Revised Development Guidelines for the Morrison Street Project by deleting Section 1. of the Revised Guidelines, "Minimum and Desired Development Program" and substituting therefore a revised Section 1. "Minimum Development Program", which is attached hereto as Exhibit "A"; and

BE IT FURTHER RESOLVED that the Commission shall immediately proceed to take such actions as are necessary to undertake the development of Block 50, in a manner consistent with the "Revised Guidelines" as amended.

DEC 11 1996

BARBARA CLARK

Auditor of the City of Pc

By

Britta Olsar

Deputy

EXHIBIT "A"
TO
RESOLUTION AMENDING DEVELOPMENT GUIDELINES
FOR THE MORRISON STREET PROJECT

The following Section 1 is substituted for the existing Section 1 of the Amended Development Guidelines for the Morrison Street Project, adopted by City Council Resolution No. 32958, July 16, 1981.

1. MINIMUM DEVELOPMENT PROGRAM

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1.2 Minimum Retail Requirement

- A. Two (2) anchor merchants ("Mini-anchors"), occupying a total of approximately 60,000 square feet.
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- C. A minimum of 210,000 square feet of small specialty shop space shall be developed elsewhere on the site complementary to the Mini-anchors and the specialty department store.

1.3 Minimum Entertainment Requirement

To act as an additional anchor to the project and to further enhance the retail components of the project, the project shall include an entertainment component of approximately 30,000 square feet. This use/uses should be a high-quality, destination component which complements the merchandising mix of the project.

1.4 Quality of Retail Uses

In order to meet the project objectives, developers are encouraged to provide retail uses which:

- A. Strengthen and improve downtown's existing inventory of high-quality and fashion retail facilities; and/or
- B. Bring to the downtown major new high-quality retail facilities not currently represented in the Portland region.

1.5 Office Uses

- A. Developers are encouraged to maximize development of high density, transit-supportive uses, such as office, at this location.
- B. Development of office uses above retail is encouraged for each block. However, office uses shall not be developed in lieu of meeting the minimum retail space requirement.

1.6 Other Uses

- A. A hotel and/or residential uses may be developed as part of the project, but not in lieu of meeting the minimum retail space requirement.
- B. Entertainment uses may be developed as a means of partially fulfilling the minimum retail space requirements, if such uses meet and enhance the retail objectives of the project.
- C. Other complementary uses may be developed, if such uses can be demonstrated by the developer to meet and enhance the project objectives and are not provided in lieu of retail space.

1.7 Other Guidelines

- A. The developer shall provide first rights-of-refusal to any existing retail tenants displaced by the project, provided such tenancies are consistent with the developer's tenant mix and rent structure. The Portland Development Commission will make information on displacees available to the developer.
- B. Developers shall be asked to strongly consider proposals for condominium participation by local retail establishments. Priority should be given to retail establishments displaced by the project. The Portland Development Commission will provide information on interested retailers to the developer.

1.8 Phasing and Minimum Development Component

- A. It is understood that developers may choose to phase the development of the project. The minimum first development phase shall be one full block with all retail and complementary uses.
- B. The Portland Development Commission shall require a specific schedule for development of the remaining phases of the project.

EXHIBIT "2"

EIGHTEENTH AMENDMENT TO THE DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

The Downtown Waterfront Urban Renewal Plan was approved and adopted by City Council Ordinance No. 31395 on April 25, 1974 and has been subsequently amended. The Eighteenth Amendment incorporates into the Plan the revised Development Guidelines for the Morrison Street Project, as adopted by City Council by Resolution No. 35573 on December 11, 1996.

Section C., subparagraph 1.a.(4) is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section C., subparagraph 2.e. is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section D., subparagraph 2.d. is amended, in part, as follows:

"Parcels 12, 13, 14 and 17 (acquired)	Retail/Commercial, <u>and</u> public and private off-street parking and loading, and possible hotel and residential uses consistent with the policies set forth in City Council Resolution No. 32958, attached herewith as Exhibit Nine of Part Two, <u>as amended by City Council Resolution attached herewith as Exhibit Ten of Part Two</u> and as delineated on Exhibits Four and Five of Part Two of this Plan."
--	---

Cover sheet for "Part Two - Exhibits" is amended by adding thereto:

**"EXHIBIT TEN - CITY COUNCIL RESOLUTION NO. 35573
REVISING DEVELOPMENT GUIDELINES FOR MORRISON
STREET PROJECT AREA"**

RESOLUTION NO: 32958

WHEREAS, the Council approved the goals and guidelines for the Downtown Plan in December 1972, and adopted updated goals and guidelines in October 1980; and

WHEREAS, the Council adopted the Downtown Waterfront Urban Renewal Plan in April 1974, and subsequent amendments thereto, to serve as a guide to the redevelopment of a significant portion of downtown Portland, including the defined retail core; and

WHEREAS, the Downtown Waterfront Urban Renewal Plan provides for the enhancement of the retail core within the downtown; and

WHEREAS, in July 1980, the Council, by Resolution 32712, reaffirmed its support for and approved further consideration of a Morrison Street retail development project, hereinafter referred to as the "Morrison Street Project", by the Portland Development Commission; and

WHEREAS, in August 1980, the Council, by Resolution 32723, established a "Public Participation Process" for urban renewal projects within the Downtown Waterfront Urban Renewal Area that require the public acquisition of land for private use; and

WHEREAS, the Development Commission has completed a 12-month study of the issues, public objectives, and development options related to the Morrison Street Project and has undertaken extensive public review consistent with Council policy; and

WHEREAS, the Development Commission has prepared a report entitled "Final Recommendations for the Morrison Street Project", dated June 1981, by reference made a part hereof and hereinafter referred to as "the Report", which outlines objectives, a conceptual development plan, procedures and guidelines for the project; and

WHEREAS, the Report has undergone extensive public discussion, including a public hearing by the Portland City Planning Commission, which, as required by Council policy, has reviewed and approved the Report, subject to the findings of an independent report forwarded to the Council; and

WHEREAS, the Report has been reviewed by the City of Portland Design Review Committee and Historical Landmarks Commission, which bodies have submitted independent reports to the Council, as well as other organizations and citizens; and

WHEREAS, the Council has reviewed and considered the recommendations of the Development Commission, and the findings and comments of other public bodies, organizations and citizens, and does now desire to formally approve the objectives, development plan, procedures and guidelines for the Morrison Street Project as outlined in the Report;

NOW, THEREFO BE IT RESOLVED by the Council the City of Portland that:

- A. In order to achieve a solid and sustainable retail component of the downtown, to achieve the major retail goals of the Downtown Plan, and to overcome limitations caused by diverse ownership and the likelihood that block-by-block development will not result in fulfillment of the Downtown Plan, a multi-block, publicly-assisted development project involving public acquisition of private property is necessary;
- B. The three-block area, more particularly described as Blocks 60, 61 and 50, City of Portland, is an appropriate location for such a publicly-assisted project;
- C. A clear public purpose and benefit have been demonstrated for the Morrison Street Project and a development plan prepared according to a procedure consistent with Council policy;
- D. The objectives, development plan, procedures and guidelines for the Morrison Street Project conform to the goals and guidelines of the Downtown Plan, the Downtown Waterfront Urban Renewal Plan, and other relevant City plans, policies and guidelines; and
- E. A development project featuring high-line and specialty department stores, small specialty shops, office space, possible residential and hotel uses, and parking, as more particularly described in the Report, will enhance existing and planned public and private investments made in the downtown and provide impetus for additional development; and

BE IT FURTHER RESOLVED that the Council hereby authorizes the Portland Development Commission to immediately proceed with actions necessary to undertake the Morrison Street Project as outlined in the Report, which shall serve as a guide to the development of the project, with the exception of the "Development Guidelines" on pages 15-19, which shall be amended by this Resolution; and

BE IT FURTHER RESOLVED that the Council hereby adopts the revised "Development Guidelines" for the Morrison Street Project, attached hereto as Exhibit "A", as a general set of ground rules for the project, subject to technical and administrative clarifications made thereto by the Development Commission as necessary to reflect changes in City codes and policy over time; and

BE IT FURTHER RESOLVED that the Council hereby authorizes the Development Commission to determine whether the Corbett or Goodnough Buildings should be retained or removed on the basis of how the selected development proposal meets the overall public objectives for the project; and

BE IT FURTHER RESOLVED that In evaluating development proposals, the Development Commission shall emphasize the following priorities: (a) development team qualifications and financial capability to carry out the project; (b) economic feasibility of the proposed uses/tenants; (c) fulfillment of the project objectives, particularly development of the type and amount of retail uses that best meet the Downtown Plan goals, and development of a project which serves as a unique attractor to, and asset within, the downtown and which creates a positive pedestrian environment at street level; and (d) the business deal and expeditious schedule offered by the developer; and

BE IT FURTHER RESOLVED that, because the Morrison Street Project is intended to fulfill a major public objective, the Council hereby commits to the reservation of parking spaces within the downtown parking inventory as necessary to support the project. The Council shall take appropriate actions to provide this assurance, including, but not limited to: (a) prioritize on-street spaces removed due to light-rail construction and other downtown transportation project for placement in parking facilities within the project site; (b) promote other downtown development activities, including housing projects, which will cause a net increase in the downtown parking reserve; and (c) if necessary, direct the preparation of and adopt revisions to the Downtown Parking and Circulation Policy and parking inventory as necessary to accommodate the parking required for the project; and

BE IT FURTHER RESOLVED that a total of 1,260 spaces shall be reserved within the downtown parking inventory for the Morrison Street Project. The Council recognizes that these spaces will likely be needed on a phased basis according to a project schedule approved by the Portland Development Commission. The reservation shall be calculated based on the gross floor area of the "desired development program" and parking ratios of 1.5 per 1,000 square feet for retail, and 0.7 spaces per 1,000 square feet for office; and

BE IT FURTHER RESOLVED that the Development Commission should immediately prepare an amendment to the Downtown Waterfront Urban Renewal Plan as necessary to authorize public acquisition of private property within the project site and submit such for Planning Commission review and City Council approval.

Adopted by the Council JUL 16 1981



Auditor of the City of Portland

Mayor Ivancie
July 16, 1981
FJl:bls

EXHIBIT "A"

AMENDED DEVELOPMENT GUIDELINES FOR THE MORRISON STREET PROJECT

Charge to Developers

The City of Portland desires the development of a dynamic, inviting and high-quality multiple-use project which will serve as a unique attractor to its downtown. It is the developer's obligation to design a complex of buildings which meet the highest standards of urban design and architecture and which respond to the established public objectives and guidelines for the downtown. The developer must also meet the specific objectives and criteria of the Morrison Street Project. The primary public objective of the Morrison Street Project is the development of major new retail facilities. Other facilities and uses proposed by the developer must support and enhance this objective. The developer is expected to undertake the project as an integral part of the downtown and respond to the unique design challenges posed by adjacent development. Retail facilities should be strongly integrated with existing retail patterns and investment and provide new magnet strength at the east end of the retail core. Retail uses should be oriented to the street, to the greatest extent possible, to take advantage of the downtown's unique pedestrian environment. Finally, other uses developed as part of the project should recognize the City's objectives for a balance of land uses in the downtown and a strong transit emphasis.

Design Issues and Review

The critical design issues related to the Morrison Street Project speak to the very form of downtown Portland itself. Portland's core area is characterized by a regular pattern of small (200 feet square) blocks. This small block size produces proportionately more area in streets and tends to make pedestrian distances seem shorter. The small block size also poses a considerable design challenge for retail development. The City's Downtown Design Guidelines are concerned with the preservation of this street pattern and other characteristics of Portland's downtown, and should provide specific guidance for the actual design of the Morrison Street Project.

All projects proposed for the downtown are subject to design and parking review. Before a project is issued a building permit, it must be approved by the City of Portland Design Review Committee and must obtain a conditional use permit for parking from the City Land-Use Hearings Officer. All design proposals for the Morrison Street Project will be expected to demonstrate consistency with the Downtown Plan, Development Regulations, Parking and Circulation Policy, and Design Guidelines, as well as design objectives and development guidelines established specifically for the Morrison Street Project.

The following requirements and guidelines are intended to assure that the design of the Morrison Street Projects meets the project objectives, conforms to City goals and policies, addresses key public concerns, and meets the test of good urban design. These guidelines are meant to encourage the development team to produce an imaginative design concept of the project consistent with public objectives for downtown Portland and the Morrison Street Project.

DESIGN OBJECTIVES

1. Respond to the existing street pattern, scale, and land uses of downtown, and to the goals and guidelines of the Downtown Plan and Downtown Design Standards.
2. Promote a high level of pedestrian activity at street-level and create a pleasant pedestrian environment in and around the project area.
3. Assure the presence of street-front retail uses.
4. Reinforce the existing building enclosure around Pioneer Courthouse and Pioneer Courthouse Square through construction of appropriately scaled buildings and architectural treatment along Fifth Avenue.
5. Respond to the functional requirements of the Portland Transit Mall, light rail transit system, and vehicular circulation patterns.
6. If skybridges are developed as part of the design for the project, they shall be consistent with the City-Wide Policy on Encroachments in the Public Right-of-Way.
7. If the Corbett or Goodnough Buildings are retained in the design, they shall be completely integrated into the project at the retail levels.
8. In response to the scale and diversity found in the downtown, buildings in the development should provide variations in form, materials, scale, and proportion while retaining compatibility with surrounding development.

GUIDELINES

1. MINIMUM AND DESIRED DEVELOPMENT PROGRAM

1.1 Table 1. Minimum and Desired Development Programs*

	<u>Minimum Development Program</u>	<u>Desired Development Program</u>
High-Line Department Store	100,000 sq.ft.	160,000 sq.ft.
Specialty Department Store	50,000 sq.ft.	60,000 sq.ft.
Small Specialty Shops	<u>90,000 sq.ft.</u>	<u>130,000 sq.ft.</u>
TOTAL RETAIL SPACE	240,000 sq.ft.	350,000 sq.ft.
Office	No minimum.	Up to maximum allowable floor area limit.
Hotel	No minimum. space.	May be built in lieu of office
Residential	No minimum. space.	May be built in lieu of office

*All square footage expressed as gross leasable area unless otherwise indicated.

1.2 Minimum Retail Requirement

- A. One (1) high-line department store with a minimum floor area of 100,000 sq.ft.;
- B. One (1) specialty department store with a minimum floor area of 50,000 sq.ft.; and
- C. A minimum of 90,000 sq.ft. or two-levels of small specialty shop space shall be developed elsewhere on the site complementary to the high-line and specialty department stores. Development of 130,000 sq.ft. of specialty shop space on three-levels is encouraged.

1.3 Alternative Minimum Retail Requirement

In lieu of the requirements contained in 1.2, the minimum retail requirement may be fulfilled as follows:

- A. Two (2) specialty department stores with a minimum floor area of 60,000 sq.ft. each; and
- B. A minimum of 120,000 sq.ft. of complementary small specialty shops.

1.4 Quality of Retail Uses

In order to meet the project objectives, developers are encouraged to provide retail uses which:

- A. Strengthen and improve downtown's existing inventory of high-quality and fashion retail facilities; and/or
- B. Bring to the downtown major new high-quality retail facilities not currently represented in the Portland region.

1.5 Office Uses

- A. Developers are encouraged to maximize development of high density, transit-supportive uses, such as office, at this location.
- B. Development of office uses above retail is encouraged for each block. However, office uses shall not be developed in lieu of meeting the minimum retail space requirement.

1.6 Other Uses

- A. A hotel and/or residential uses may be developed as part of the project, but not in lieu of meeting the minimum retail space requirement.
- B. Entertainment uses may be developed as a means of partially fulfilling the minimum retail space requirements, if such uses meet and enhance the retail objectives of the project.
- C. Other complementary uses may be developed, if such uses can be demonstrated by the developer to meet and enhance the project objectives and are not provided in lieu of retail space.

1.7 Other Guidelines

- A. The developer shall provide first rights-of-refusal to any existing retail tenants displaced by the project, provided such tenancies are consistent with the developer's tenant mix and rent structure. PDC will make information on displacees available to the developer.
- B. Developers shall be asked to strongly consider proposals for condominium participation by local retail establishments. Priority should be given to retail establishments displaced by the project. PDC will provide information on interested retailers to the developer.

1.8 Phasing and Minimum Development Component

- A. It is understood that developers may choose to phase the development of the project. The minimum first development phase shall be one full block with all retail and complementary uses.
- B. The Development Commission shall require a specific schedule for development of the remaining phases of the project.

2. PARKING, LOADING AND ACCESS

All parking in downtown Portland requires a conditional use permit. Guidelines are established in the Downtown Parking and Circulation Policy (October, 1980) which sets maximum parking ratios, controls parking within a fixed inventory, and designates streets for traffic access, and for pedestrian and transit orientation. (Note: Allowable parking is calculated on the basis of gross floor area.)

Guidelines:

- 2.1 Studies undertaken by PDC indicate that the peak retail parking demand for the Morrison Street Project is 2.2 spaces per 1,000 gross sq. ft. of retail uses. However, given the proximity and current usage characteristics of the adjacent Morrison Park East garage, a ratio of 1.5 spaces per 1,000 gross sq. ft. within the project site shall be established. To the extent that excess parking spaces are not available in Morrison Park East, additional on-site parking may be allowed to reach 2.2 spaces per 1,000 gross sq. ft. of retail space. Retail parking shall be operated, in terms of rate structure and hours of operation, consistent with Morrison Park East and Morrison Park West. PDC will support the developer's conditional use request for retail parking consistent with this guideline.

2.2 The maximum parking ratio for office uses shall be 0.7 spaces per 1,000 gross sq.ft., as currently allowed in the downtown parking policy.

2.3 Parking for uses other than retail and office shall be consistent with the guidelines of the Downtown Parking and Circulation Policy:

<u>Use</u>	<u>Minimum Parking Spaces</u>	<u>Maximum Parking Spaces</u>
Residential:		
Rental	0.75 spaces/unit	1.20 spaces/unit
Condominium	1.00 spaces/unit	1.20 spaces/unit
Hotel	none	1.00 spaces/room
Entertainment	none	0.25 spaces/1,000 sq.ft.

2.4 Developers are encouraged to construct an underground parking facility below Blocks 60, 61 and 50 to serve the project which utilizes the Yamhill Street right-of-way between Blocks 60 and 61, and the Fourth Avenue right-of-way between Blocks 61 and 50.

2.5 If feasible, developers are encouraged to construct centralized underground, off-street truck loading and unloading facilities to serve the project.

2.6 Access to Parking and Loading Facilities

- A. Shopper parking facilities shall be designed to allow pedestrian access to and from surrounding retail areas and not exclusively to uses within the project area.
- B. Automobile access and egress shall be exclusively from Taylor Street, Third Avenue, and Fourth Avenue. Parking access and egress on the west side of Fourth Avenue is discouraged, pending determination of the alignment of the proposed westside light rail line.
- C. Truck access and egress shall be exclusively from Taylor Street, Third and Fourth Avenues. Truck access and egress on the west side of Fourth Avenue is discouraged, pending determination of the alignment for the proposed westside light rail line.

3. ENCROACHMENTS IN THE PUBLIC RIGHT-OF-WAY

Proposals for skybridges, building extensions and other uses in public rights-of-way are subject to the City-Wide Policy on Encroachments in the Public Right-of-Way and other City codes. PDC will support the developer in permit requests for encroachments in the public right-of-way consistent with the following:

Guidelines:

- 3.1 Any uses proposed for public rights-of-way must meet the guidelines established in the City-Wide Policy on Encroachments in the Public Right-of-Way.
- 3.2 Encroachments proposed must be the minimum necessary to assure the feasibility and success of the project.
- 3.3 Any skybridges proposed shall be for pedestrian use only. A minimum number of pedestrian skybridges up to 14 feet wide may be proposed as necessary to assure the feasibility of upper-level retail space only.
- 3.4 One skybridge connection to either the southwest or southeast corner of the Morrison Park East garage shall be allowed, with the southeast corner presenting fewer engineering obstacles.
- 3.5 Developers may propose an underground retail concourse below street-grade as a means to achieve continuous retailing between blocks and an increased amount of retail space through utilization of the public right-of-way.
- 3.6 Upon demonstration by the developer of an overriding need and public benefit, an above-grade building extension may be proposed, only in the case of a high-line department store with an office tower above, in order to provide a larger retail floor area above the ground floor. Such an extension shall be limited to retail uses only. If such an extension is proposed, an arcade treatment with building supports in the right-of-way may be considered in lieu of a cantilever. PDC will support the developer in a variance request, if necessary, to allow columns in the public right-of-way.
- 3.7 Minimum clearance for skybridges and other building extensions above grade of 17 feet 6 inches is required by City policy. However, additional clearance may be required for light rail vehicles on Morrison and Yamhill Streets.

3.8 The need to relocate utilities shall be minimized to the extent possible.

3.9 The developer will pay the entire cost of skybridges, permit and processing fees, costs to relocate sewer and waterlines, and leases for use of the public right-of-way.

4. EXISTING BUILDINGS

Public concern has been expressed for the Corbett and Goodnough Buildings located on Block 61. Developers may submit proposals that retain and integrate either or both buildings¹ consistent with the following:

Guidelines:

4.1 If the building(s) are retained, they shall be fully integrated into the development proposed for the remaining portion of Block 61 and two levels of retail space must be provided.

4.2 If the building(s) are retained and integrated, design of new construction elsewhere on Block 61 should respect the character and architectural integrity of the retained building(s).

4.3 The developer may transfer any residual floor area ratio within Block 61 from the existing building(s), provided the building(s) are functionally integrated into the development on the remaining portion of the Block 61.

4.4 Developers choosing not to retain either or both buildings shall submit design and economic evidence demonstrating that the buildings were considered during the design of the project and indicating why the buildings could not be feasibly incorporated.

4.5 Developers proposing to retain either or both buildings shall submit design and economic evidence demonstrating the feasibility of the proposed approach.

5. PIONEER COURTHOUSE AND PIONEER COURTHOUSE SQUARE

Pioneer Courthouse, circa 1868, is the pre-eminent historic building in the City and is a local and national landmark. Pioneer Courthouse Square, located immediately west of the Courthouse, will become the central public feature of the downtown upon completion in 1983. Taken together, Pioneer Courthouse and Pioneer Courthouse Square define the foremost public urban space in Portland. The Morrison Street Project must respond to the urban design challenges posed by this space.

¹ Retention may consist of entire building or integration of the building facade.

Guidelines:

- 5.1 If either the Corbett or Goodnough Buildings are removed, the design of new construction on Block 61 shall recognize the form and importance of Pioneer Courthouse.
- 5.2 If either the Corbett or Goodnough Buildings are removed, the height and bulk of new construction on Block 61 shall enclose the space at the east end of the area defined by Pioneer Courthouse and Pioneer Courthouse Square. The height and bulk of Jackson Tower, the American Bank Building, Meier & Frank, and the Pacific Building should provide general design guidance in this regard. Building heights significantly in excess of these buildings should be stepped back from the west frontage of Block 61.

6. STREET-LEVEL PEDESTRIAN ORIENTATION

The Downtown Plan and Downtown Design Guidelines emphasize street-level pedestrian activities and retail uses oriented to the street. Developers are strongly encouraged to meet the objectives and guidelines contained in these documents in the design of the Morrison Street Project, as well as the following:

Guidelines:

- 6.1 Developers are encouraged to provide an interesting and inviting environment within the project site which will contribute to the project's role as a unique attractor to, and asset within, the downtown.
- 6.2 Developers are required to develop outward-oriented ground-floor retail uses. Although street-front retail uses and pedestrian activity are desired throughout the project, it is recognized that this activity cannot be uniformly equal at every point in the project. However, developers are encouraged to maximize outward-oriented retail and pedestrian activity primarily on Fifth Avenue, Morrison Street, and Yamhill Street.
- 6.3 Developers are encouraged to develop small outward-oriented retail uses in a portion of the ground floor of the high-line department store in order to maximize street-level pedestrian orientation.
- 6.4 Developers are encouraged to maximize the percentage of ground-floor perimeter walls devoted to display windows and pedestrian entrances. As required by City code, not less than 50 percent of the width of a wall facing a street shall be so designed.

6.5 Developers are encouraged to locate elevator lobbies and lobby entrances for office or other uses to allow for the development of retail activities at the corners of the block.

6.6 Developers are encouraged to consider provision of rain protection on sidewalks throughout the project site.

7. TRANSIT FACILITIES

Guidelines:

7.1 Design of the frontage for Blocks 60 and 61 shall respect the design and function of the Portland Mall.

7.2 The street-level design of the Morrison Street and Yamhill Street frontages of Block 61 shall recognize the location and nature of the light rail station areas, particularly with regard to pedestrian entrances and street-front retail uses. For the Yamhill and Morrison Street stations, an unobstructed sidewalk width of at least 10 feet, in addition to sidewalk area devoted to the light rail waiting area, is desirable. Developers are encouraged to consider design responses which address this concern.

7.3 Developers are encouraged to consider building arcades, awnings, canopies or other means of providing rain protection adjacent to the Yamhill and Morrison Street light rail stations.

7.4 Pending completion of on-going studies and future City Council action, the Development Commission reserves the right to specify additional guidelines to encourage at least a 10 foot unobstructed sidewalk adjacent to the proposed light rail station area on Fifth Avenue.

7.5 To the maximum extent possible, the construction schedule of the Morrison Street Project should be coordinated with the construction schedule of the Banfield light rail project.

8. YAMHILL HISTORIC DISTRICT

Guidelines:

- 8.1 The Third Avenue frontage of the project should respect the historic nature and scale of the nearby Yamhill Historic District. New construction on the easterly portion of Block 50 should carefully consider the relationship between the 130-foot height limit in effect immediately east of Third Avenue and building heights elsewhere in the project area.

9. FLOOR AREA RATIO (F.A.R.) BONUS FOR RETAIL

The Downtown Development Regulations do not currently provide for floor area ratio (F.A.R.) bonuses for uses other than housing. However, precedent exists for granting of additional floor area in compensation for providing public amenities in the form of additional retail space. The Planning Commission and City Council have approved this provision in concept. PDC will support the developer in a variance request, if necessary, to allow additional floor area consistent with this guideline.

Guidelines:

- 9.1 Subject to design review by the City, the developer may be granted, within individual blocks, additional floor area on a 1:1 basis¹ for retail space provided over and above the minimum retail development program specified in 1.2 and 1.3 (See Table 2.).
- 9.2 The maximum allowable F.A.R. increase, including retail and/or housing F.A.R. bonuses, shall be from 12:1 to 14:1 on Blocks 60 and 61, and from 9:1 to 12:1 on Block 50.
- 9.3 No additional parking will be allowed for office space developed under this bonus provision.
- 9.4 Transfer of floor area between blocks shall not be allowed.

¹For every gross sq.ft. of retail space provided over and above the minimum retail requirement specified in 1.2 and 1.3, the developer may be granted one gross sq.ft. of additional floor area. For example: If 20,000 gross sq.ft. of additional retail floor area is provided, the developer may construct the retail floor area plus an additional 20,000 gross sq.ft. of floor area for office and other uses, provided that the maximum floor area ratio for the block is not exceeded.

Table . Example of Floor Areas With and Without F.A.R. Bonuses for Retail*

		<u>Existing F.A.R.</u>	<u>Floor Area with Existing F.A.R. and "Minimum" Retail Program</u>	<u>Floor Area with Retail F.A.R. Bonus and "Desired" Retail Program</u>	<u>F.A.R. with Bonus</u>
<u>Block 60</u>					
Retail	12:1		100,000 sq.ft.	120,000 sq.ft.	13:1
Office			380,000	400,000	
SUBTOTAL			480,000 sq.ft.	520,000 sq.ft.	
<u>Block 61</u>					
Retail	12:1		80,000	120,000	14:1
Office			400,000	440,000	
SUBTOTAL			480,000 sq.ft.	560,000 sq.ft.	
<u>Block 50</u>					
Retail	9:1		120,000	180,000	12:1
Office			240,000	300,000	
SUBTOTAL			360,000 sq.ft.	480,000 sq.ft.	
<u>Summary</u>					
Retail	11:1		300,000	420,000	13:1
Office	(Avg.)		1,020,000	1,140,000	(Avg.)
TOTAL			1,320,000 sq.ft.	1,560,000 sq.ft.	

*All square footage expressed as gross floor area.

10. FLOOR AREA RATIO BONUS FOR HOUSING

The Downtown Development Regulations currently allow up to a 2:1 floor area bonus for residential uses in areas with an established F.A.R. of 6:1 and 9:1. No bonus is currently allowed in areas subject to a floor area ratio of 10:1 or greater. The Planning Commission and City Council have approved this provision in concept. PDC will support the developer in a variance request, if necessary, to allow additional floor area consistent with this guideline.

Guidelines:

10.1 Subject to design review by the City, the developer may be granted, within individual blocks, additional floor area on 1:1 basis² for residential uses, provided that the housing is not

²For every gross sq.ft. of residential floor area developed, the developer may be granted one gross sq.ft. of additional floor area. For example: If 20,000 gross sq.ft. of residential floor area is provided, the developer may construct the housing plus an additional 20,000 gross sq.ft. of floor area for office or other uses, provided the maximum floor area ratio for the block is not exceeded.

developed in lieu of meeting the minimum retail space requirements established for the project. Developers are encouraged to maximize retail space prior to providing residential uses.

- 10.2 The maximum allowable F.A.R. increase, including retail and/or housing F.A.R. bonuses, shall be from 12:1 to 14:1 on Blocks 60 and 61, and from 9:1 to 12:1 on Block 50.
- 10.3 No additional parking will be allowed for office space developed under this bonus provision.
- 10.4 Transfer of floor area ratios between blocks shall not be allowed.

CITY OF PORTLAND, OREGON
DOWNTOWN WATERFRONT URBAN RENEWAL PLAN
AS AMENDED THROUGH December 18, 1996
(EIGHTEENTH AMENDMENT)

CITY OF PORTLAND DEVELOPMENT COMMISSION
1900 SW FOURTH AVENUE, SUITE 100
PORTLAND, OREGON 97201

**URBAN RENEWAL PLAN
FOR THE
DOWNTOWN WATERFRONT URBAN RENEWAL PROJECT**

ORIGINALLY ADOPTED APRIL 25, 1974
BY CITY COUNCIL RESOLUTION 31395
(SUBSEQUENTLY AMENDED)

PART ONE-TEXT
PART TWO-EXHIBITS

INTRODUCTION

The Downtown Waterfront Urban Renewal Plan consists of Part One - Text and Part Two - Exhibits. This Urban Renewal Plan, as amended, has been prepared by the Urban Renewal Agency of the City of Portland, Oregon pursuant to Oregon Revised Statute (ORS) Chapter 457, the Oregon Constitution, and all applicable laws and ordinances. All such applicable laws are made a part of this Plan, whether expressly referred to in the text or not.

The Urban Renewal Plan for the Downtown Waterfront Urban Renewal Project was originally approved by the City Council of the City of Portland on April 25, 1974 by Resolution No. 31395. Subsequent to such original adoption, the Urban Renewal Plan has been amended as follows:

FIRST AMENDMENT
ADOPTED JUNE 11, 1975
(LAND USE, BOUNDARY, ACQUISITION)
BY CITY COUNCIL RESOLUTION 31580

SECOND AMENDMENT
ADOPTED MAY 27, 1976
(OBJECTIVES, LAND USE, LAND USE CONTROLS,
ACQUISITION, PUBLIC IMPROVEMENTS, TEXT REVISIONS)
BY CITY COUNCIL RESOLUTION 31694

THIRD AMENDMENT
ADOPTED SEPTEMBER 21, 1977
(LAND USE, ESTABLISHES TRANSPORTATION CENTER,
ACQUISITION, TEXT REVISIONS)
BY CITY COUNCIL RESOLUTION 31950

FOURTH AMENDMENT
ADOPTED MARCH 22, 1978
(LAND USE, BOUNDARY, TEXT REVISIONS)
BY CITY COUNCIL RESOLUTION 32063

FIFTH AMENDMENT
ADOPTED MAY 3, 1978
(LAND USE, ACQUISITION, TEXT REVISIONS)
BY CITY COUNCIL RESOLUTION 32097

SIXTH AMENDMENT
ADOPTED SEPTEMBER 13, 1979
(BOUNDARY, LAND USE, ACQUISITION, OWNER-PARTICIPATION,
GOALS AND OBJECTIVES, SOUTH WATERFRONT AND
PIONEER SQUARE REDEVELOPMENT ACTIVITIES)
BY CITY COUNCIL RESOLUTION 32504

SEVENTH AMENDMENT
ADOPTED SEPTEMBER 2, 1981
(LAND USE, ACQUISITION, REVISIONS TO TEXT
AND TO EXHIBITS ONE, FOUR AND FIVE,
MORRISON STREET PROJECT REDEVELOPMENT ACTIVITIES)
BY CITY COUNCIL ORDINANCE 152218

EIGHTH AMENDMENT
ADOPTED APRIL 21, 1983
(ACQUISITION, REVISIONS TO TEXT AND
EXHIBIT 5 FOR INTER-CITY BUS TERMINAL TO
ACHIEVE TRANSPORTATION CENTER)
BY CITY COUNCIL ORDINANCE 154458

NINTH AMENDMENT
ADOPTED JANUARY 30, 1986
(ACQUISITION, REVISIONS TO TEXT AND EXHIBIT 5
FOR LOW INCOME HOTEL AND SOCIAL SERVICE CENTER)
BY CITY COUNCIL ORDINANCE 158193

- RESCINDED -

TENTH AMENDMENT
ADOPTED DECEMBER 11, 1986
(ACQUISITION, REVISIONS TO TEXT AND EXHIBITS 4 AND 5,
MORRISON STREET PROJECT REDEVELOPMENT ACTIVITIES)
BY CITY COUNCIL ORDINANCE 159232

ELEVENTH AMENDMENT
ADOPTED MAY 13, 1987
(REMOVAL OF APPROXIMATELY 30 ACRES OF PROPERTY
FROM THE URBAN RENEWAL AREA)
BY CITY COUNCIL ORDINANCE 159660

TWELFTH AMENDMENT
ADOPTED MAY 13, 1987
(ACQUISITION OF UNION STATION PROPERTY)
BY CITY COUNCIL ORDINANCE 159661

THIRTEENTH AMENDMENT
ADOPTED MARCH 23, 1988
(PROVIDES STREET RIGHTS-OF-WAY & ESTABLISHES A
REDEVELOPMENT FINANCING PROGRAM FOR SOUTH WATERFRONT PROJECT
& UPDATES EXHIBITS 8A AND 8B)
BY CITY COUNCIL ORDINANCE 160601

FOURTEENTH AMENDMENT
ADOPTED MAY 18, 1988
(PROVIDES FINANCIAL ASSISTANCE TO PRIVATE PARTIES
TO ACQUIRE PROPERTY FOR
HOUSING REHABILITATION AND NEW CONSTRUCTION)
BY CITY COUNCIL ORDINANCE 160778

FIFTEENTH AMENDMENT
ADOPTED NOVEMBER 29, 1989
(ACQUISITION OF POST OFFICE PARKING BLOCK)
BY CITY COUNCIL ORDINANCE 162546

SIXTEENTH AMENDMENT
ADOPTED NOVEMBER 6, 1991
(PARTICIPATION IN COSTS OF DESIGN AND CONSTRUCTION
OF WESTSIDE LIGHT RAIL PROJECT)
BY CITY COUNCIL ORDINANCE 164795

SEVENTEENTH AMENDMENT
ADOPTED SEPTEMBER 18, 1991
(MINOR AMENDMENT - SETTING APRIL 24, 2004 AS DATE
BEYOND WHICH BONDED INDEBTEDNESS WILL NOT BE ISSUED)

EIGHTEENTH AMENDMENT
ADOPTED DECEMBER 11, 1996
(MINOR AMENDMENT - REVISES DEVELOPMENT GUIDELINES FOR
THE MORRISON STREET PROJECT)
BY CITY COUNCIL ORDINANCE 35573

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DEFINITIONS

The following definitions will govern the construction of this Plan unless the context otherwise requires:

"Plan" means the Urban Renewal Plan for the Downtown Waterfront Urban Renewal Area, Parts One and Two.

"Text" means the Urban Renewal Plan for the Downtown Waterfront Urban Renewal Area, Part One - Text.

"Exhibit" means an attachment, either narrative or map, to the Urban Renewal Plan for the Downtown Waterfront Urban Renewal Area, Part Two - Exhibits.

"Project" means Downtown Waterfront Urban Renewal Project.

"Project Area" means the area included within the boundaries of the Downtown Waterfront Urban Renewal Area, as amended.

"Agency" means the Portland Development Commission which is the Urban Renewal Agency of the City of Portland, Oregon.

"Planning Commission" means the Planning Commission of the City of Portland, Oregon.

"Landmarks Commission" means the Historical Landmarks Commission of the City of Portland, Oregon.

"City" means the City of Portland, Oregon.

"County" means the County of Multnomah, State of Oregon.

"State" means the State of Oregon.

"ORS" means Oregon Revised Statute (State Law) and specifically Chapter 457 thereof.

"Waterfront Park" means that area within the boundaries of the Project Area east of Front Avenue from Hawthorne Bridge to the Steel Bridge.

"Redeveloper" means any individual or group acquiring property from the Agency or receiving financial assistance for the physical improvement of privately or publicly held structures and land.

"South Waterfront" or "South Downtown Waterfront" means that area within the boundaries of the Project Area lying east of Front Avenue from the Hawthorne Bridge to the Marquam Bridge. See District 4 delineated on attached Exhibit Four - Part Two.

"Activity Area" means any designated portion of the Project Area in which authorized urban renewal actions are being undertaken by the Agency.

"Morrison Street Project" means that area within the boundaries of the Project Area more particularly described as Blocks 50, 60 and 61, and Lots 1, 2, 3, 6, 7 and 8 of Block 51, City of Portland. See District 5 delineated on attached Exhibit Four - Part Two.

"General Plan" means the City's Comprehensive Plan.

"Downtown Plan" means the Goals and Guidelines/Portland Downtown Plan, adopted by the Portland City Council in October, 1980, and all related and subsequent plans, policies, regulations and guidelines which, in total, make up the City of Portland's plan for the downtown.

SECTION A - BOUNDARY OF URBAN RENEWAL AREA:

The amended boundary of the Downtown Waterfront Urban Renewal Area is shown on the Project Boundary and Land Use Plan Map (Exhibit One - Part Two of this Plan). The legal boundary description, as amended, is attached as Exhibit Two - Part Two of this Plan.

SECTION B - GOALS AND OBJECTIVES OF THE URBAN RENEWAL PLAN:

Goals and Guidelines/Portland Downtown Plan, attached as Exhibit Seven - Part Two of this Plan, originally adopted by the Portland City Council in December, 1972, and updated in October, 1980, is the original statement of goals for the area and forms a basis for this Urban Renewal Plan. The Downtown Plan has been incorporated into the Central City Plan, adopted by the Portland City Council in March, 1988, and this Urban Renewal Plan now is additionally guided by the Central City Goal:

Encourage continued investment within Portland's Central City while enhancing its attractiveness for work, recreation and living. Through the implementation of the Central City Plan, coordinate development, provide aid and protection to Portland's citizens, and enhance the Central City's special natural, cultural and aesthetic features.

Emphasis shall be on conservation and rehabilitation of existing structures and on the provision of public improvements and assistance which will stimulate investment by the private sector. The Land Use Plan and Transportation Concept Maps, attached as Exhibits One and Three - Part Two of this Plan, illustrate the intent of the objectives stated below.

The primary objectives of the Plan are to improve the function, conditions and appearance of the area adjacent to the Willamette River and to eliminate blighting influences in order to strengthen the downtown and reestablish its relationship to the river. More specifically stated, the public objectives of this Plan are:

1. To develop the Waterfront Park between the Marquam and Steel bridges as a major public open space and environmentally enhanced approach to the City and to provide pedestrian-way connections to downtown.
2. To support the development of the high density retail/office core by providing transit and pedestrian facilities, convenient short-term parking, and open spaces, including a public square, thereby reducing traffic congestion.
3. To maintain existing low-income housing and promote additional new housing serving mixed income groups.
4. To support and promote the preservation and enhancement of historic buildings and districts.
5. To assist in the provision of transportation facilities, including transit and street improvements, necessary to maintain the Area's accessibility to the region and its ability to accommodate growth.
6. To stimulate private conservation, rehabilitation and development both within and adjacent to the Project Area through public improvements in the Project Area.
7. To eliminate blighted and deteriorated structures which are not suitable for conservation or rehabilitation.
8. To establish a redevelopment program for the South Waterfront Activity Area.
9. To establish a redevelopment program for the Pioneer Square Activity Area.
10. To establish a redevelopment program for the Morrison Street Project Activity Area.
11. To establish a redevelopment program for the Union Station Project

Activity Area, including the redevelopment of adjacent and other nearby properties.

The goal and objectives of the Plan have been derived from and are in agreement with definite local objectives regarding appropriate land uses and traffic, public transportation, public utilities, telecommunications utilities, recreational and community facilities and other public improvements. Project activities undertaken under the Plan have and will continue to result in development of appropriate land uses designated by the Comprehensive Plan and Central City Plan; improvement of public transportation is in accordance with adopted transit and transportation plans; relocation and improvement of public and private utilities, including telecommunications utilities, and development of parks and community recreational facilities are in accordance with applicable local plans.

SECTION C - LAND USE PLAN:

The Land Use Plan consists of the Land Use Plan (Exhibit One - Part Two), the Transportation Concept Map (Exhibit Three - Part Two), and the descriptive material and regulatory provisions contained in this Section (both those directly stated and those herein included by reference).

This Plan shall be in accordance with the Goals and Guidelines/Portland Downtown Plan, ,City of Portland Comprehensive Plan and the Central City Plan.

1. Land Use Map and Regulations

The use and development of land in the Project Area, including land uses, maximum densities and building requirements shall be in accordance with regulations prescribed in this Subsection C.1., which regulations are in addition to any conditions, limitations or restrictions contained in Title 33, Planning and Zoning Code of the City of Portland, Portland Comprehensive Plan, Central City Plan, Downtown Parking and Circulation Policy, or any other applicable Local, State or Federal Laws regulating the use of property in the Project Area. The Land Use Plan (Exhibit One - Part Two) and Transportation Concept Map (Exhibit Three - Part Two) show the type and approximate location of principal land uses and circulation elements intended in the Project Area.

a. Land Uses Permitted

(1) Public Open Space

- (a) Waterfront Park, in accordance with Policies and Procedures for the Waterfront Park (Resolution No. 31595, adopted by City Council on August 28, 1975), attached as Exhibit Six - Part Two, and Title 33, Planning and Zoning Code of the City of Portland.
- (b) Other Public Open Space and Parks complying with Title 33, Planning and Zoning Code of the City of Portland.
- (c) Pioneer Square complying with the guidelines of the Downtown Plan.

(2) Mixed Use, complying with Title 33, Planning and Zoning Code of the City of Portland and complying with Downtown Portland Parking and Circulation Policy.

(3) Mixed Uses South Waterfront Activity Area shall comply with Title 33, Planning and Zoning Code of the City of Portland; with the Downtown Portland Parking and Circulation Policy, and in addition thereto, shall comply with the Policies and Procedures set forth in City Council Resolution No. 32406, attached herewith as Exhibit Eight Part Two.

(4) Mixed Uses in Morrison Street Project Activity Area shall comply with Title 33, Planning and Zoning Code of the City of Portland and other applicable downtown plans, policies and guidelines, and in addition thereto, shall comply with the policies set forth in City Council Resolution No. 32958, attached herewith as Exhibit Nine - Part Two. As amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two.

b. Transportation and Circulation Element

The Transportation Concept Map (Exhibit Three - Part Two) illustrates the transportation policies of the Central City Plan as they related to the Project Area. The Circulation Element shown on the Land Use Plan (Exhibit One - Part Two) illustrates the Downtown Portland Parking and Circulation Policy, which Policy is a part of this Plan. Any improvements or major modifications of streets within existing rights of way shall be in accordance with those designations established in the Downtown Parking and Circulation Policy. Existing street rights of way within which improvements or modifications may be made and other transportation system improvements are listed in Subsection D.3.b.

Street alignment and circulation within the South Waterfront Activity Area, shall, in addition to the above, conform with the Policies and Procedures set forth in City Council Resolution No. 32406, attached herewith as Exhibit Eight of Part Two and with the general concepts delineated on Exhibit One of Part Two of this Plan.

2. Additional Land Use Provisions

The following provisions are in addition to conditions, limitations or restrictions previously identified in this Section C.

a. Historic Districts

Special consideration shall be given to the Historic Districts identified on the Districts Map (Exhibit Four - Part Two). Development within the Historic Districts shall comply with Title 33, Planning and Zoning Code of the City of Portland, all guidelines established for the Historic District and shall be supportive of objectives of this Plan.

b. Transportation Center

The Transportation Center, as identified on the Districts Map, (Exhibit Four - Part Two), shall be developed to provide for efficient concentration of the interstate bus companies and related uses in proximity of other transportation facilities.

Development of the Transportation Center shall comply with Title 33, Planning and Zoning Code of the City of Portland, and shall be supportive of the objectives of this Plan.

c. Plan and Design Review

The Agency shall insure coordination of review of all private and public development activities.

The Agency shall be notified of building and demolition permits requested in the Project Area.

Plan and Design Review of private and public development shall be as follows:

- (1) Within the Historic Districts identified on the Districts Map (Exhibit Four - Part Two) Plan and Design Review shall be performed by the Landmarks Commission based on recommendations of the designated Historic District Advisory Council and on guidelines established by the Landmarks Commission, all as required under Title 33, Planning and Zoning Code of the City of Portland.

- (2) Within the remainder of the Project Area, excluding the Historic Districts identified in Subsection C.2.a.(1) above, Plan and Design Review shall follow procedures established in Title 33, Planning and Zoning Code of the City of Portland.
- (3) Redevelopers, as defined in this Plan, shall comply with the Redevelopers Obligations, Section E, Part One - Text of this Plan.
- (4) The Agency shall provide for the Design Review of public improvements which it undertakes in the Project Area.
- d. Development within the **South Waterfront Activity Area** shall comply with the concepts set forth in City Council Resolution No. 32406, which is attached herewith as Exhibit Eight - Part Two.
- e. Development within the **Morrison Street Project Activity Area** shall comply with the policies set forth in the City Council Resolution No. 32958, attached herewith as Exhibit Nine - Part Two. As amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two.

SECTION D - PROJECT ACTIVITIES:

In order to achieve the goals and objectives of this Urban Renewal Plan the following activities will be undertaken in behalf of the City of Portland by the Agency, in accordance with applicable Federal, State and Local laws:

1. Rehabilitation and Conservation

a. Intent

It is the intent of the Plan to encourage conservation and rehabilitation of existing buildings. All buildings not otherwise designated in this Plan or its amendments are subject to the requirements of City codes and ordinances governing the use and maintenance of buildings, as well as any additional provisions which may be established by amendment to this Plan. The City codes and ordinances which constitute, in part, the minimum standards for building conditions are listed below.

Name	Portland City Code Chapter No.
Building Regulations	24
Plumbing Regulations	25
Electrical Regulations	26
Heating & Ventilating Regulations	27
Elevator Regulations	28
Housing Regulations	29
Fire Regulations	31
Sign Regulations	32
Planning & Zoning Regulations	33

b. Method

Rehabilitation and conservation may be achieved four ways:

- (1) By owner and/or tenant activity;
- (2) The enforcement of existing City codes and ordinances;
- (3) Acquisition by the Agency for rehabilitation or resale for rehabilitation; and
- (4) Acquisition by private parties for rehabilitation for housing, with or without the financial assistance of the Agency;
- (5) In addition to the above, rehabilitation within the South Waterfront Activity Area shall comply with the provisions of City Council Resolution No. 32406, attached herewith as Exhibit Eight - Part Two.

2. Acquisition and Redevelopment

a. Intent

Property acquisition is hereby made a part of this Urban Renewal Plan. Unless further property acquisition is identified by City Council amendment to this Plan, those properties which may be acquired shall be limited to those in Section D.2.c. and in D.2.d. below.

b. Method

Proposals for property acquisition, including limited interest acquisition, may be recommended for inclusion in this Plan to achieve objectives of the Plan based on one or more of the following criteria:

- (1) Where existing conditions do not permit practical or feasible rehabilitation of the structure and it is determined that acquisition of such properties and demolition of the improvements thereon are necessary to remove substandard conditions;
- (2) Where detrimental land uses or conditions such as incompatible uses, or adverse influences from noise, smoke or fumes exist, or where there exists overcrowding, excessive dwelling unit density, or conversions to incompatible types of uses, and it is determined that acquisition of such properties and demolition of the improvements necessary to remove blighting influences and to achieve the objectives of the Urban Renewal Plan;
- (3) Where it is determined that the property is needed to provide public improvements and facilities; or
- (4) Where the existing property owner is either unwilling or unable to achieve the objectives of the Urban Renewal Plan.

c. Property Acquisition for Redevelopment as Housing

Real properties may be acquired by private parties for redevelopment as housing, with or without the financial assistance of the Agency.

d. Land Acquisition

Real properties already acquired or which may be acquired by the Agency for clearance and redevelopment are shown on the Property Acquisition Map (Exhibit Five and Five-A - Part Two). Parcels shown on the Property Acquisition Map are for use as follows:

Parcel	Intended Use
Parcel 1 (acquired)	Waterfront Park-Public Open Space
Parcel 2 (acquired)	Parking Facility
Parcel 3 (acquired)	Transportation Center
Parcels 4, 5, 6, 7, 8, (acquired) & 10	Mixed uses consistent with the policies and procedures set forth in City Council Resolution No. 32406, attached herewith as Exhibit Eight of Part Two and as delineated on Exhibit Five of Part Two of this Plan.
Parcel 9 (acquired)	Public Service Building or other use consistent with the objectives of the Urban Renewal Plan.

Parcel 11 (acquired)	Pioneer Square, a landscaped open space with related shelters, benches and other architectural features and uses which are appropriate to a downtown, urban square intended for maximum pedestrian use.
Parcels 12, 13, 14 and 17 (acquired)	Retail/Commercial offices, public and private off-street parking and loading, and possible hotel and residential uses consistent with the policies set forth in City Council Resolution No. 32958, attached herewith as Exhibit Nine of Part Two, as amended by City Council Resolution attached herewith as Exhibit Ten - Part Two and as delineated on Exhibits Four and Five of Part Two of this Plan.
Parcels 15 and 16 (acquired)	Inter-city bus terminal for passenger and package express service off-street parking for buses and automobiles covering two blocks including the intervening section of street.
Parcels 18 and 19 (acquired)	Mixed public and private uses including public facilities, open space, commercial office, flex, housing, parking, retail and transportation-related facilities.
Parcel 20	Public or private office or retail with conjunctive parking in connection with on- or off-site development or open space and related facilities in conjunction with adjacent properties. Possible housing development.

3. Public Improvements

a. Intent

Public facilities and utilities may be improved or constructed within public rights-of-way, easements, or on public property. These may include storm and sanitary sewer improvements, street lighting installation, landscaping, street improvements, transit system improvements, pedestrian malls, parking facilities, cultural and civic facilities, parks, open space development and public restrooms. Utility and transportation system improvements undertaken under this Plan may extend beyond the boundaries of the Project Area where such improvements are required to achieve the goals and objectives of this Plan and where such improvements provide direct and substantial benefits to the Project Area. The private utilities concerned will make such modifications and adjustments as may be required of them by the City of Portland to adequately serve development and meet the objectives of this Plan. Public improvements which may be undertaken, under this Plan, are listed in Subsection D.3.b., below.

b. Anticipated Improvements

Public rights-of-way, easements and public property on which public improvements may occur under this Plan include, but are not limited to, the following:

Public Property:

Waterfront Park

Parking Garage, Block 49, City of Portland

Parking Garage, Lots 1, 2, 3, 6, 7, and 8, Block 51, CITY OF PORTLAND

Public Service Building, Block 25, CITY OF PORTLAND

Pioneer Square, Block 179, CITY OF PORTLAND

South Waterfront Activity Area, delineated as District 4 on Exhibit Four of Part Two of this Plan

Portions of Union Station property to be acquired

Transportation Center District, delineated as District 3 on Exhibit Four of Part Two of this Plan.

Street rights-of-way:

Front Avenue from S.W. Jefferson to the Steel Bridge ramps as a boulevard

S.W. Main Street from Front Avenue to Fifth Avenue for improved pedestrian use

S.W. Morrison Street from Front Avenue to Fifth Avenue for improved pedestrian use

S.W. Ankeny Street from Front Avenue to Fifth Avenue for improved pedestrian use

S.W. Broadway, Fifth and Sixth Avenues and Morrison and Yamhill Streets in conjunction with the development of Pioneer Square

South Waterfront Activity Area, delineated as District 4 on Exhibit Four of Part Two of this Plan

Other streets in the Project Area may be improved to establish better pedestrian, transit and automobile usage, consistent with the Transportation and Land Use Concept Maps (Exhibit Three - Part Two)

N.W. Fifth and Sixth Avenues from Burnside to Union Station for improved pedestrian and vehicular access

N.W. Ninth Avenue from Burnside to Front Avenue for improved pedestrian and vehicular access

N.W. Front Avenue adjacent to the Union Station property and other nearby or adjacent streets to improve access

S.W. River Drive, S.W. Lincoln/ Harrison Streets connector, a second North Macadam Area connector.

Within the Transportation Center, delineated as District 3 on Exhibit Four of Park Two of this Plan.

Transportation system improvements which extend beyond the boundaries of the Project Area and which may be undertaken under this Plan consist of the Westside Light Rail Project.

4. Relocation

The Urban Renewal Agency will provide assistance to persons or businesses displaced in finding replacement facilities. All persons or businesses to be displaced will be contacted to determine such relocation needs. They will be provided information on available space and will be given assistance in moving. All relocation activities will be undertaken and payments made, in accordance with the requirements of ORS 281.045-281.105 and any other applicable laws or regulations. Relocation payments will be made as provided in ORS 281.060. Payments made to persons displaced from dwellings will assure that they will have available to them decent, safe and sanitary dwellings at costs or rents within their financial reach. Payment for moving expense will be made to businesses displaced. The Urban Renewal Agency will prepare and maintain information in its office relating to the relocation program and procedures, including eligibility for and amounts of relocation payments, services available and other relevant matters.

5. Redevelopment Through New Construction

a. Intent

It is the intent of the Plan to stimulate new private investment on vacant or underutilized property to achieve the objectives of this Plan.

b. Method

Redevelopment through new construction may be achieved in two ways:

- (1) By property owners, with or without financial assistance by the Development Commission; and
- (2) By acquisition of property by the Development Commission for resale to others for redevelopment (refer to Section D.2.).

c. Redevelopment Financing

The Development Commission, with funds available to it, is authorized to promulgate rules and guidelines, establish loan programs and provide below-market interest rate and market rate loans and provide such other forms of financial assistance to property owners as it may deem appropriate in order to achieve the objectives of the Plan."

SECTION E - LAND DISPOSITION:

1. Property Disposition

The Agency is authorized to sell, lease, exchange, subdivide, transfer, assign, pledge, encumber by mortgage or deed of trust, or otherwise dispose of any interest in real property which has been acquired, in accordance with the provisions of this Urban Renewal Plan.

All real property acquired by the Agency in the Project Area shall be disposed of for development for the uses permitted in the Plan at its fair re-use value for the specific uses to be permitted on the real property. Real property acquired by the Agency may be disposed of to any other public entity by the Agency, in accordance with the Plan. All persons and entities obtaining property from the Agency shall use the property for the purposes designated in this Plan, and shall commence and complete development of the property within a period of time which the Agency fixes as reasonable, and to comply with other conditions which the Agency deems necessary to carry out the purposes of this Plan.

To provide adequate safeguards to insure that the provisions of this Plan will be carried out to prevent the recurrence of blight, all real property disposed of by the Agency, as well as all real property owned or leased by participants, shall be made subject to this Plan. Leases, deeds, contracts, agreements, and declarations of restrictions by the Agency may contain restrictions, covenants, covenants running with the land, rights of reverter, conditions subsequent, equitable servitudes, or any other provisions necessary to carry out this Plan.

2. Redeveloper's Obligations

Any Redeveloper, (see Definitions, page iii of this Plan) within the Project Area, in addition to the other controls and obligations stipulated and required of him by the provisions of this Urban Renewal Plan, shall also be obligated by the following requirements.

- a. The Redeveloper shall obtain necessary approvals of proposed developments from all Federal, State and/or Local agencies that may have jurisdiction on properties and facilities to be developed within the Project Area.
- b. The Redeveloper and his successors or assigns shall develop such property, in accordance with the land use provisions and building requirements specified in this Plan.
- c. The Redeveloper shall submit all plans and specifications for construction of improvements on the land to the Agency for review and distribution to appropriate reviewing bodies as stipulated in this Plan and existing City codes and ordinances. Such plans and specifications shall comply with this Plan and the requirements of existing City codes and ordinances.
- d. The Redeveloper shall commence and complete the development of such property for the uses provided in this Plan within a reasonable period of time as determined by the Agency.
- e. The Redeveloper shall not effect or execute any agreement, lease, conveyance, or other instrument whereby the real property or part thereof is restricted upon the basis of age, race, color, religion, sex, or national origin in the sale, lease or occupancy thereof.
- f. The Redeveloper shall maintain developed and/or undeveloped property

under his ownership within the area in a clean, neat, and safe condition, in accordance with the approved plans for development.

3. Owner-Participation

Private property in the South Waterfront Activity Area, located east of Harbor Drive, which is not acquired by the Agency shall be subject to Redevelopers Obligations, as set forth above in Subsection 2 of this Section E. Agency approval shall be in the form of an agreement which sets forth terms and conditions for development or redevelopment.

SECTION F - METHODS FOR FINANCING THE PROJECT:

1. General Description of the Proposed Financing Methods

The Agency may borrow money and accept advances, loans, grants and any other form of financial assistance from the Federal Government, the State, City, County, or other public body, or from any sources, public or private, for the purposes of undertaking and carrying out the Project, or may otherwise obtain financing as authorized by ORS Chapter 457 and Chapter XV of the Charter of the City of Portland. Upon request of the Agency, the Council of the City of Portland may from time to time issue revenue bonds, certificates, or debentures to assist in financing the Project as provided by Section 15-106 of the Charter of the City of Portland.

The funds obtained by the Agency shall be used to pay or repay any costs, expenses, advancements and indebtedness incurred in planning or undertaking the Project or in otherwise exercising any of the powers granted by ORS Chapter 457 and Chapter XV of the Charter of the City of Portland in connection with carrying out the Project.

2. Self-Liquidation of Costs of Project

The Project may be financed, in whole or in part, by self-liquidation of the costs of the Project as provided in ORS 457.410 through ORS 457.450. The ad valorem taxes, if any, levied by a taxing body upon the taxable real and personal property situated in the Project Area, shall be divided as provided in ORS 457.440. That portion of the taxes representing the levy against the increase, if any, in true cash value of property located in the Project Area, or part thereof, over the true cash value specified in the certificate of amendment to the certificate filed under ORS 457.430, shall, after collection by the tax collector, be paid into a special fund of the Agency and shall be used to pay the principal and interest on any indebtedness incurred by the Agency to finance or refinance the Project.

No bonded indebtedness, as defined by applicable state law, for which taxes divided under ORS 457.440 are to be pledged, shall be issued under the Plan (and under any and all projects undertaken with respect to the Plan) after April 24, 2004.

3. Prior Indebtedness

Any indebtedness permitted by law and incurred by the Agency or the City in connection with preplanning for this Urban Renewal Plan as provided in City Council Resolution No. 31156 shall be repaid from tax increments from the Project Area when and if such funds are available.

SECTION G - OTHER PROVISIONS:

1. Citizen Participation

The Agency shall involve citizens in all stages of the development and subsequent amendment of this Plan. At a minimum, the Agency shall conform with statutory requirements for notice of hearing, public hearings and other matters relating to soliciting and considering public testimony. Section H - Procedure for Changes in the Approved Urban Renewal Plan describes the types of changes that are to be considered substantial changes and for which a public hearing before the City Council is required.

2. Conformance with City Comprehensive Plan

This Urban Renewal Plan is in conformity with the City of Portland Comprehensive Plan and the Central City Plan. The Plan is based on the document "Goals and Guidelines/Portland Downtown Plan," which has been further refined and expanded within the Central City Plan.

SECTION H - PROCEDURE FOR CHANGES IN THE APPROVED URBAN RENEWAL PLAN:

This Plan may be changed or modified only in accordance with the procedures set forth in this section.

The Plan will be reviewed and analyzed periodically and will continue to evolve during the course of project execution and ongoing planning. It is anticipated that the Plan will be changed or modified from time to time or amended as development potential and conditions warrant, as planning studies are completed, as financing becomes available, or as local needs dictate.

The following procedures for amendment of this Plan shall be followed:

1. Minor Amendments

Minor amendments consist of changes such as clarification of language, procedural changes, and changes to project activities which do not alter the basic character or scope of the project activity. Minor amendments shall be approved by Resolution of the Commission at duly noticed public meetings.

2. Substantial Amendments

Substantial changes consist of revisions in project boundaries which result in an increase in more than 1% in the size of the Project Area, increases to the amount of bonds which may be issued pursuant to this Plan, extension of the date beyond which bonds may not be issued pursuant to this Plan, additional property acquisitions, major changes to the alignment and use of streets, changes in the location and frequency of parks, major changes in project activities and other elements which will change the basic planning principles of this Plan. Substantial changes shall be approved and adopted by the City Council in the same manner as the original Plan and in accordance with all applicable requirements of State and Local Law.

3. Comprehensive Plan and Zoning Code Changes

Changes to the City of Portland Comprehensive Plan and Zoning Code duly approved by the City of Portland City Council which affect land use in the Area shall be deemed to constitute amendments of this Plan with no further action by the Commission or the City Council.

PART TWO - EXHIBITS

EXHIBIT ONE - MAP
PROJECT BOUNDARY AND LAND USE PLAN MAP

EXHIBIT TWO - NARRATIVE
PROJECT BOUNDARY DESCRIPTION, AS AMENDED

EXHIBIT THREE - MAP
LAND USE AND TRANSPORTATION CONCEPT MAPS

EXHIBIT FOUR - MAP
DISTRICTS MAP

EXHIBIT FIVE - MAP
PROPERTY ACQUISITION MAP

EXHIBIT SIX - NARRATIVE
POLICIES AND PROCEDURES FOR THE DOWNTOWN WATERFRONT PARK

EXHIBIT SEVEN - NARRATIVE
GOALS AND GUIDELINES/PORTLAND DOWNTOWN PLAN,
AS UPDATED OCTOBER 1, 1980

EXHIBIT EIGHT - NARRATIVE & MAPS
CITY COUNCIL POLICIES AND PROCEDURES/
SOUTH WATERFRONT ACTIVITY AREA

EXHIBIT NINE - CITY COUNCIL POLICIES AND PROCEDURES/
MORRISON STREET PROJECT ACTIVITY AREA

EXHIBIT TEN - CITY COUNCIL RESOLUTION NO. 35573
REVISING DEVELOPMENT GUIDELINES
FOR MORRISON STREET PROJECT AREA

DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

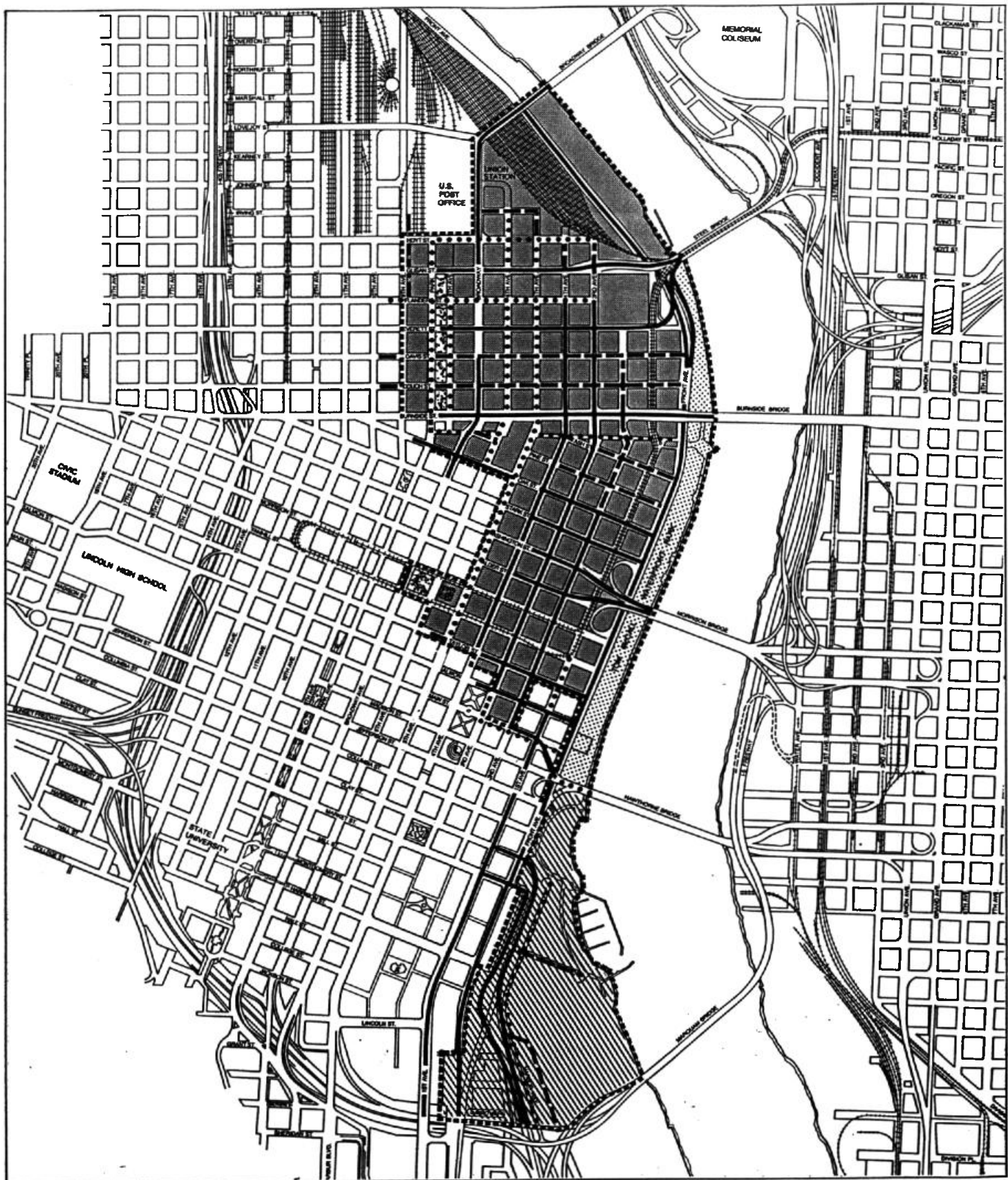


EXHIBIT 1 Land Use Plan



LEGEND

Waterfront Park

Public Open Space and Park

Mixed Use

Mixed Use: South Waterfront Activity Area

Traffic Access Street

Local Service Street

Non-Automobile Oriented Street

Project Boundary

EXHIBIT TWO

BOUNDARY DESCRIPTION OF DOWNTOWN WATERFRONT URBAN RENEWAL AREA

The Project Area is described as that land containing all lots or parcels of property situated in the City of Portland, County of Multnomah and State of Oregon, bounded generally as follows:

BEGINNING at the intersection of the southerly line of S.W. Montgomery Street with the Harbor line on the west side of the Willamette River (U.S. Corps of Engineers, 1968); thence along said Harbor line, south $20^{\circ}17'37''$ east 794.27 feet to its intersection with the northerly line of Interstate 5 (west Marquam Bridge Interchange); thence along said northerly line, south $55^{\circ}04'53''$ west 194.66 feet; thence north $87^{\circ}47'20''$ west 12.16 feet; thence along a curvilinear portion of said northerly line 410 feet more or less; thence west 125.71 feet; thence south $0^{\circ}52'$ west 108.04 feet; thence continuing along the curvilinear portion of said northerly line, along a spiral curve which chord bears south $42^{\circ}11'50''$ west 146.52 feet; thence along a chord bearing south $84^{\circ}42'10''$ west 39.86 feet; thence along a chord bearing south $89^{\circ}54'03''$ west 98.20 feet to the intersection of said northerly line with the easterly right-of-way line of the Southern Pacific Co.; thence crossing said right-of-way of the Portland-Salem Freeway and the right-of-way of S.W. Water Avenue, in a westerly direction, a distance of 410 feet more or less to the point of intersection of the west right-of-way line of S.W. Water Avenue with the south right-of-way line of S.W. Caruthers Street; thence along said south line and its westerly extension thereof, 570 feet more or less to a point in the easterly boundary of Lot 5, Block "H" of "South Auditorium Addition", said point lying in the easterly boundary of the "South Auditorium Project Area I"; thence along said boundary north $0^{\circ}41'57''$ east 515.92 feet; thence north $0^{\circ}41'57''$ east 4.00 feet; thence north $0^{\circ}43'51''$ east 30.00 feet; thence south $89^{\circ}16'09''$ east 170.52 feet to a point in the easterly right-of-way line of S.W. Front Avenue; thence along said easterly line north $0^{\circ}41'57''$ east 489.95 feet; thence north $20^{\circ}49'25''$ east 332.81 feet to the intersection of said easterly line with the southerly right-of-way line of S.W. Harrison Street; thence along said southerly line and its easterly extension thereof, south $69^{\circ}08'00''$ east 101.07 feet to the southeast corner of Block "J" of said "South Auditorium Addition"; thence along the easterly line of said Block "J", north $20^{\circ}50'08''$ east 209.94 feet; thence south $69^{\circ}12'13''$ east 0.80 feet; thence north $20^{\circ}50'10''$ east 50.00 feet; thence north $69^{\circ}09'45''$ west 1.80 feet; thence north $20^{\circ}53'00''$ east 579.90 feet to a point in the north right-of-way line of S.W. Market Street; thence along the easterly extension of said north line to the west construction line of S.W. Harbor Drive, said west line being the easterly boundary of the "South Auditorium Project Area II"; thence along said easterly boundary to the north boundary of the South Auditorium Project Area II; thence westerly along the north line of S.W. Jefferson Street to the east line of S.W. Front Avenue; thence northerly along the west line of S.W. Front Avenue to the south line of S.W. Taylor Street; thence westerly along the south line of S.W. Taylor Street to center line of S.W. Second Avenue; thence southerly along the centerline of S.W.

Second Avenue to the centerline of S.W. Main Street; thence westerly along the centerline of S.W. Main Street to the centerline of S.W. Third Avenue; thence northerly along the centerline of S.W. Third Avenue to the north line of S.W. Salmon Street; thence westerly along the north line of S.W. Salmon Street to the midpoint of Block 52, Portland Addition, City of Portland (hereinafter Block 52); thence northerly along the midpoint of Block 52 to the south line of S.W. Taylor Street; thence westerly along the south line of S.W. Taylor Street to the west line of S.W. Sixth Avenue; thence northerly along the west line of S.W. Sixth Avenue to the south line of S.W. Yamhill Street; thence westerly along the south line of S.W. Yamhill Street to the west line of S.W. Broadway; thence northerly along the west line of S.W. Broadway to the north line S.W. Morrison Street; thence easterly along the north line of S.W. Morrison Street to the west line of S.W. Fifth Avenue; thence northerly along the west line of S.W. Fifth Avenue to the south line of S.W. Oak Street; thence westerly along the south line of S.W. Oak Street to the west line of S.W. Park Avenue; thence northerly along the west line of S.W. Park Avenue to the south line of west Burnside Street; thence westerly along the south line of west Burnside Street to the southerly extension of the west line of N.W. Ninth Avenue; thence northerly along the west line of N.W. Ninth Avenue to the north line of N.W. Hoyt Street; thence easterly along the north line of N.W. Hoyt Street to the west line of the N.W. Broadway Avenue Bridge Ramp; thence northerly along the west line of the N.W. Broadway Avenue Bridge Ramp 845 feet, more or less, to a point; thence northeasterly along the north line of the Broadway Bridge 790 feet, more or less, to the West Harbor line of the Willamette River; thence southerly along the west Harbor line of the Willamette River 8,943 feet, more or less to the Point of Beginning.

Containing 324 Acres more or less.

DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

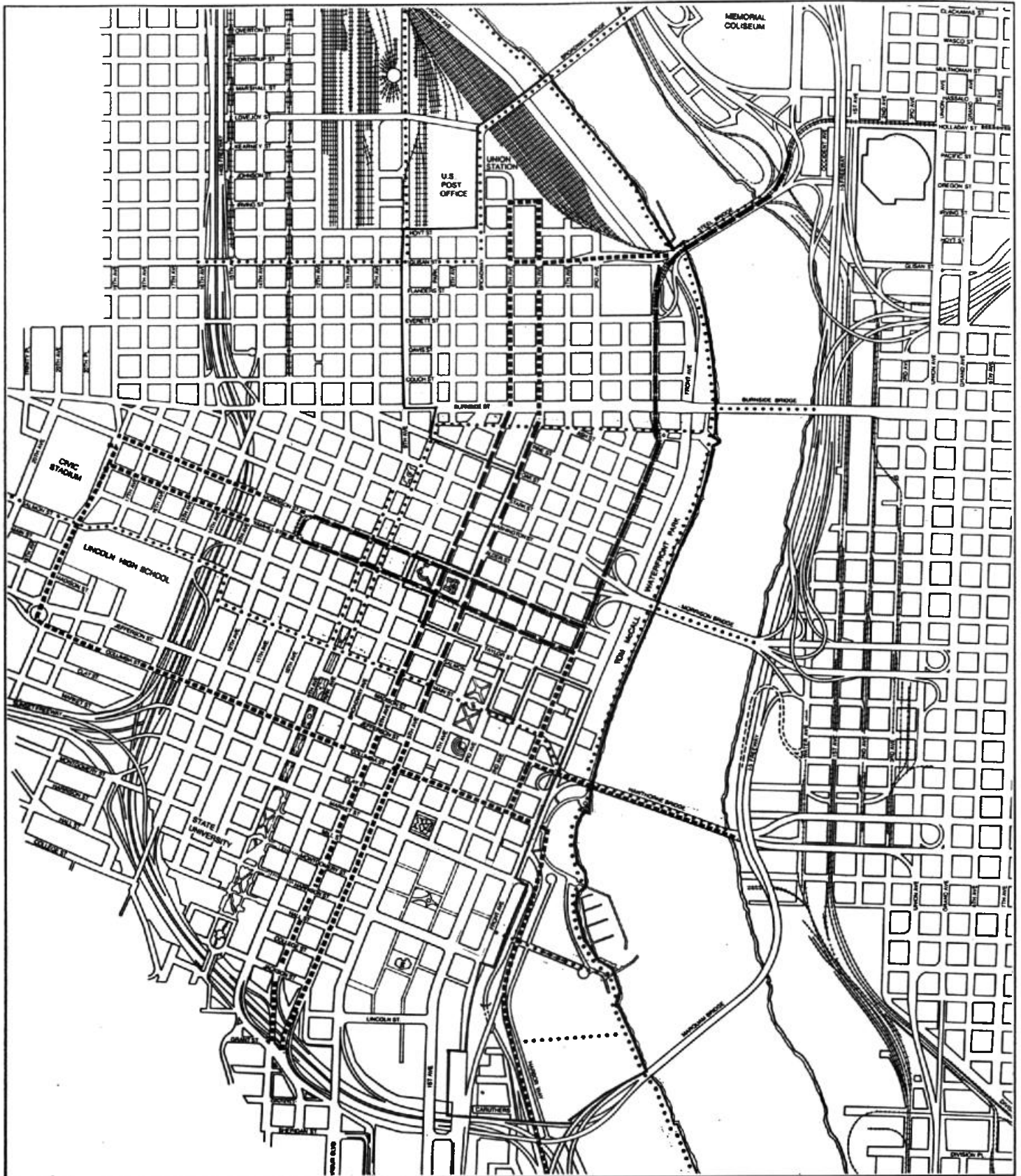


EXHIBIT 3 Transportation Concept Map

N

LEGEND

- | | | | |
|--|---------------------|--|----------------------------|
| | Project Boundary | | Proposed Transit Corridors |
| | Pedestrian Walkways | | Existing Transit Corridors |

Portland Development Commission

DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

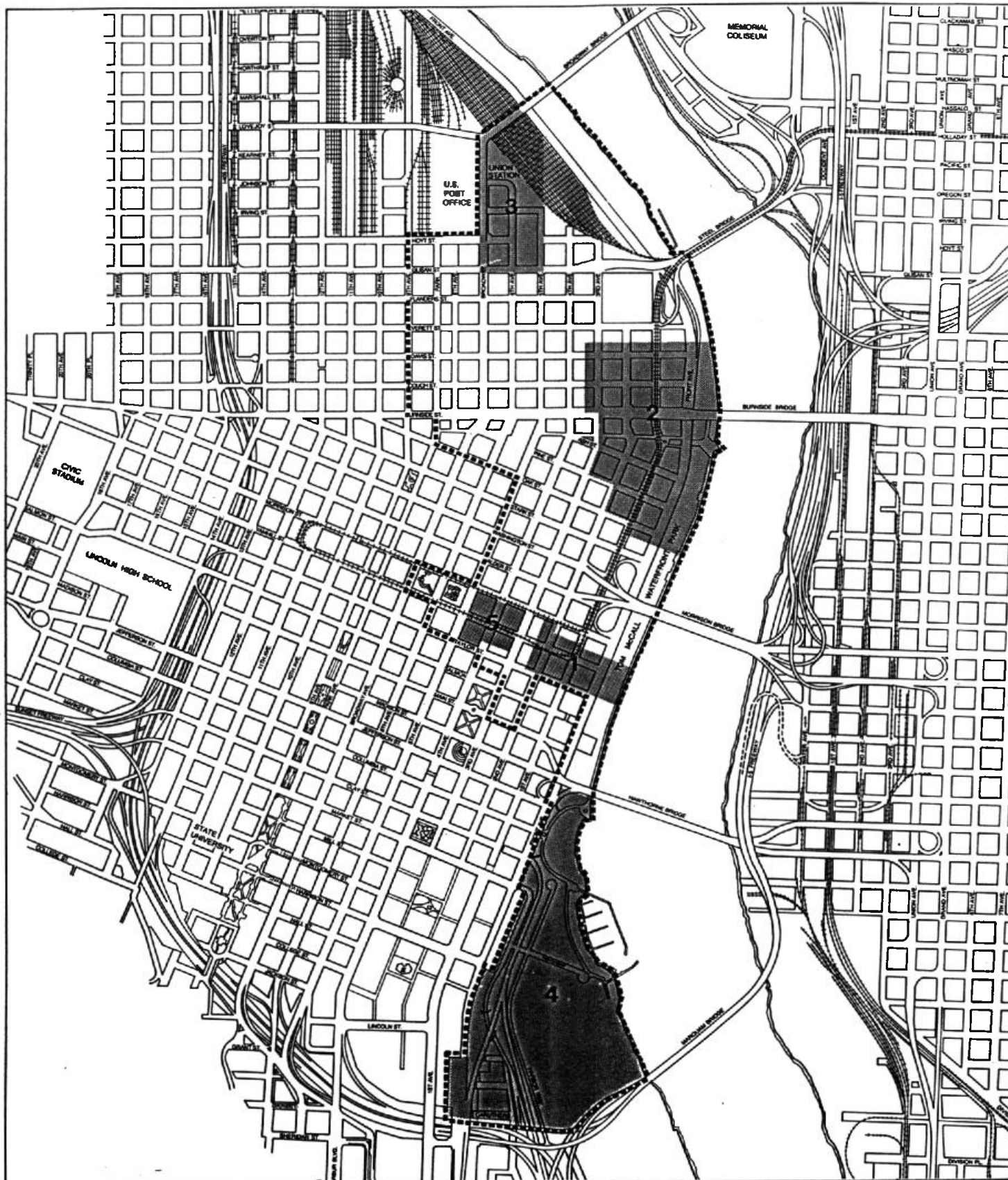


EXHIBIT 4 Districts Map

LEGEND

- 1 Yamhill (by Ord. No. 140282)
- 2 Skidmore/Old Town (by Ord. No. 140593)
- 3 Transportation Center (by Res. No. 31950)

- 4 South Waterfront (by Res. No. 32460)
- 5 Morrison Street Project (by Ord. No. 152218)

Portland Development Commission

DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

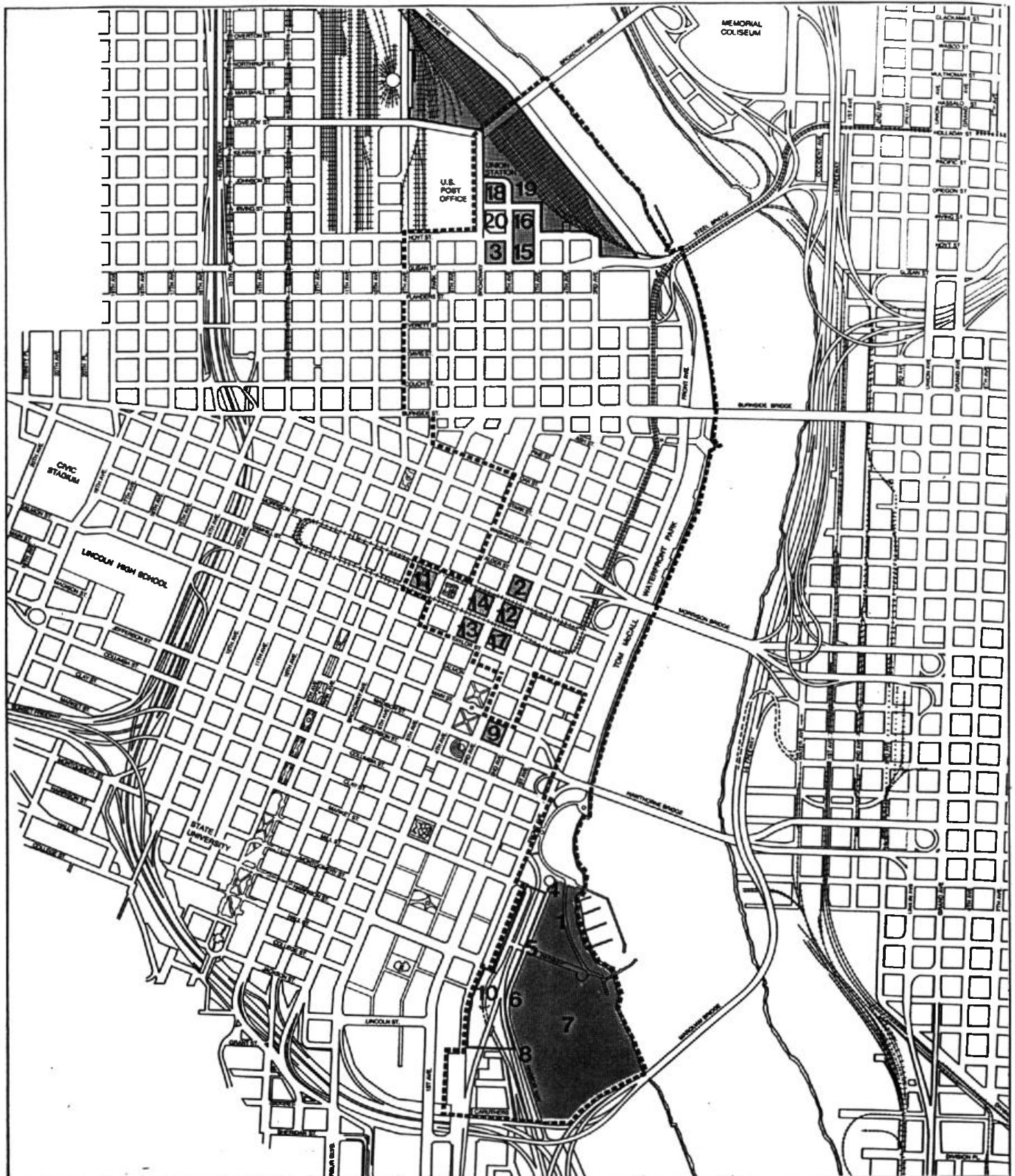


EXHIBIT 5 Property Acquisition Map

LEGEND

-----Project Boundary

■ Property Acquired

□ Property To Be Acquired

N▲

RESOLUTION No. 33358

WHEREAS, in August 1975, the City Council adopted Resolution No. 31595 which provided policies and procedures for developing Waterfront Park, and

WHEREAS, park improvements have been undertaken including "boulevard" treatment for Front Avenue, development of Ankeny Plaza, a floating pier, a waterfront esplanade and the Battleship Oregon Memorial, and

WHEREAS, improvements are continuing with the present development of the South Downtown Waterfront project which includes such recreation features as a continuation of the esplanade, a marina and an amphitheatre, and

WHEREAS, several development proposals and the need to complete Waterfront Park have necessitated a reassessment of the policies and procedures guiding the park's development to see if they are adequate or need to be improved, and

WHEREAS, Citizens and Technical Advisory Committees were appointed by the Commissioner of Public Affairs and given the mission of reviewing the plan, the park's development and current development proposals to determine if the plan remains an adequate guide and if not to recommend policy and procedure modifications, and

WHEREAS, the Citizens and Technical Advisory Committees have undertaken a reassessment and have recommended policy and procedure modifications and also priorities for Waterfront Park development;

NOW, THEREFORE, BE IT RESOLVED, that the following policies, procedures and priorities for planning and development are adopted for Waterfront Park and supersede Resolution No. 31595.

POLICIES*

1. The waterfront shall be a park with a combination of activity centers and generous, unstructured open spaces, specifically:

The landscape shall be comprised of both deciduous and evergreen varieties, preserving and integrating with the pattern of existing trees.

Large areas shall be left as open grass "meadows" which can serve many uses and act to preserve areas for future use.

Landscaping shall be designed to minimize the obstruction of the river view.

2. The Park shall be considered an extension of, and integrated with the downtown. Specifically:

The Park landscape shall reflect the order and form of downtown and shall relate to and complement development plans west of Front Avenue.

Front Avenue shall become a tree-lined boulevard, thus in effect, becoming a part of the Park.

The Park and Front Avenue tree patterns shall be extended west toward the Downtown and major pedestrian streets.

Specially designed paved crosswalks with appropriate signalization, benefitting the pedestrian, shall be provided on Front Avenue to minimize it as a pedestrian barrier.

Efforts shall continue to reduce through traffic on Front Avenue. Modify to state: Pedestrian access across Front Avenue is critically important for linking downtown to the waterfront park. Any expansion of Front Avenue is prohibited in order to preserve the broad sidewalk to the west and the park areas to the east.

Lighting, furnishings, fixtures and materials, etc., for the Park and Front Avenue shall be harmonious with those in public spaces in the rest of downtown.

**The items in italics are recommended for deletion from existing policies for Waterfront Park and those underlined are additional wording to existing policies.*

Adopted by the Council. MAR 23 1983

Commissioner Jordan
JS:d1
March 18, 1983

JEWEL LANSING
Auditor of the City of Portland

By

Elena Cereno

Deputy

3. Water contact, physical and visual, shall be provided. However, it shall be accomplished consistent with public health and safety and the safety of downtown. Specifically:

Remove the solid balustrade and replace it with an open rail to improve visibility of the river. Provide flood control panels for protection when needed.

Provide water elements such as fountains and pools within the Park.

Elevate forms selectively for improved view of the river, consistent with other requirements for these policies.

Develop and improve opportunities for water contact to the north and south of the Park beyond the ends of the seawall, such as the existing boat moorage.

4. Uses in the Park which require constructed facilities may include those specified below. However, large open spaces shall be provided, to accommodate a wide variety of unspecified uses. Specifically:

Rose Festival shall be accommodated with provision for growth and flexibility to respond to different needs, interests, and age groups.

The existing public dock shall be redeveloped to provide a safe, comfortable and attractive transient moorage for the boating public, as well as improved opportunities for general public contact with the river.

The Skidmore Fountain Plaza shall be extended to the river's edge and provide a generous paved plaza for a variety of public functions.

Several large areas shall be left primarily as open grass "meadows" to provide space for unspecified Park uses and future flexibility. These shall include: the areas south of the Hawthorne Bridge, between the Morrison and the Burnside Bridges, and between the Burnside and Steel Bridges.

Additional uses which may be included only with specific Council approval, could include:

Establish open sided covered areas or walks to encourage park use during wet periods.

Establish structures for a public market, shops, restaurant or commercial or non-commercial activities, consistent with other park policies. Add to this policy: At bridge ramps encourage development that will improve visual access to the river, physical access across Front Avenue, and the visual quality of the underbridge and adjacent park areas.

Locate a restaurant/shop complex at the Morrison Bridge designed to attract and serve people.

The old Visitors' Information Center shall be restored and converted to an appropriate Park use such as a restaurant or community center.

5. Circulation for pedestrians and vehicles shall be provided consistent with other circulation planning for downtown. Specifically:

There shall be a continuous pedestrian esplanade at the river's edge which connects with future east-west pedestrian streets in downtown.

Provision shall be made to extend the esplanade north and south as soon as this becomes possible.

A continuous bicycle path shall be provided separate from pedestrian paths where space permits, which connects with existing and proposed bicycle paths.

The esplanade shall be designed to carry maintenance and emergency vehicles.

Automobile circulation shall not be altered by this Three-Year Plan except that opportunities to reduce through traffic on Front Avenue shall be pursued.

There shall be no parking in the Park except as required for service, maintenance and emergency vehicles.

Provisions shall be made for public transportation service to the Park.

6. Low or easy maintenance and operation of any improvements shall be a primary consideration. No improvement/facility will be approved without assurance, at the time of approval, that funds for maintaining and operating such improvements/facilities will be available, either through income derived from park uses or by specific allocation of general fund revenues by the Council.

NEW POLICIES

7. The development of a mixed public-commercial use at the Morrison Bridgehead shall be undertaken to improve the linkage of Downtown with the Park to increase use at all seasons and to provide revenue for the Park's maintenance and development. Uses at this location will need to:
 - a) serve a large variety of people,
 - b) generate revenue, if possible,
 - c) be oriented to leisure and recreation pursuits,
 - d) be oriented to water/river features, and
 - e) provide a link to downtown.
8. The Visitors' Information Center shall be renovated to enhance its current status as a historic structure of architectural significance, and provide for public uses which complement Waterfront Park activity.

Policy 9 - The City will schedule several improvements to enhance the use and appearance of Waterfront Park. These include:

1. An automatic irrigation system between the Steel and Burnside Bridges and between the Morrison and Hawthorne Bridges. These shall be installed to improve the area's utility and appearance.
2. The depression between the Hawthorne and Morrison Bridges shall be filled in, or alternatively, its drainage improved so it can function effectively and be programmed as another park meadow.
3. The esplanade between the Steel and Burnside Bridges and the Hawthorne and Morrison Bridges shall be rebuilt to improve its appearance, surface and width to accommodate large numbers of pedestrians and bicyclists.
4. Additional public restrooms shall be provided in the park in conjunction with the redevelopment and reuse of the Visitors' Information Center.

Policy 10 - The East Bank of the Willamette River shall be visually and physically linked with the West Bank and Waterfront Park.

1. This shall be accomplished by development of a masterplan for the east side's use as a recreational resource, and by undertaking improvements along the East Bank which will allow for major river-oriented uses to occur.

PROCEDURES

1. Any proposed changes or additions to the Park shall be clearly within these adopted policies. If not, the policies must first be amended by the City Council. This is to assure that the Downtown Waterfront Park remains consistent with community goals.
2. Requirements for maintenance, operation, utility services, and public safety shall be as established by the various agencies responsible. Costs for maintenance and operation shall be derived as much as possible, consistent with City policy, from income from the park, such as the proposed commercial uses. Otherwise, such costs shall be provided for by the City Council.
3. The City should immediately take the necessary steps to eliminate the present financial involvement of the Federal Government, specifically the Bureau of Outdoor Recreation, in the site of the old Journal Building, in order to provide the flexibility necessary for the successful implementation of the Park.
4. The City should immediately take the necessary steps to gain clear ownership of the Harbor Drive right-of-way, or should enter into agreements with the State, and the County if necessary, to permit the City to implement the Park.
5. The Portland Development Commission should be directed to implement the Park, as soon as possible, as part of its planning and implementation of the Waterfront Renewal Project.

NEW PROCEDURES

Procedure 6 - The Bureau of Parks shall review any proposed use for a City Park that requires a conditional use/revocable permit or will significantly alter the use or visual character of the park. This review will be required before the Bureau of Parks grants a revocable permit or gives approval as property owner to proceed with filing a conditional use permit. Proposals shall be presented as prescribed by the Bureau of Parks and shall be evaluated according to the following criteria:

1. Conformity with goals and policies for the open space resources.
2. Compatibility with the design and recreational use of the open space resource.
3. Degree of increased maintenance requirements.
4. Capacity for revenue generation.
5. Impact on adjacent properties.
6. Degree to which the project meets documented recreation needs.

Procedure 7 - There may be appointed ad hoc advisory committees, responsible to the Commissioner-in-Charge, to review and report on development proposals that have significant impact on park use or appearance.

PRIORITIES FOR PLANNING AND DEVELOPMENT

PRIORITY 1 Morrison Bridge to Hawthorne Bridge

Completion of this area of the park, as an improved open meadow at grade level, would complement existing river/park uses to the north and south as well as increase the park's capacity for supporting large outdoor events. An improved esplanade in this segment would enhance the uninterrupted pedestrian and bicycle access from the Broadway Bridge to the South Waterfront development area. Improvement of this site should not include the development of a new water feature, as suggested in the original masterplan because of the adjacent marina and riverboat marina under construction to the south.

PRIORITY 2 Visitors' Information Center

This location was identified in the original Waterfront Park Masterplan as a restoration item to be acted upon after prior Council approval. Adjacent to the site is the current development of the Historic Yamhill Marketplace as a food-oriented center; the impending development of the Waterfront Center in the South Waterfront, with marina, two restaurants, retail and office space and approximately 500 housing units; and the already constructed Willamette Center with ground-floor retail space. Redevelopment for community uses and an auxiliary food service at the site meets a recognized need for stimulating park use during all seasons. It offers a revenue generating potential for the park's maintenance and future development, as well as an opportunity for increased public use of an historically significant structure.

The site is currently used by the City's Bureau of Facilities Management, and the Bureau has not scheduled its move into the new Public Service Building. Facilities Management was asked about their use of the site for next year or so. They want to continue to use it as office space. Staff recognizes it will be used ultimately for community purposes, but in the meantime it will be used by City staff in need of office space. This gives the City time to determine the exact use for the site, and pursuit of an ultimate use should start right away.

PRIORITY 3 Morrison Bridge Ramps

Similar to the Visitors' Information Center, development of the Morrison Bridge ramps would provide a year-round magnet to the riverfront. It would complement an improved meadow between the Morrison and Hawthorne Bridges, and the original meadow between the Burnside and Morrison Bridges by reinforcing pedestrian uses of the esplanade and open meadow features. Unlike the above elements, however, development of the Bridge ramps would require new construction and possible acquisition of county property.

Because of the abundance of commercial development in the surrounding area, specific uses of this site should be re-examined so as not to saturate the market with restaurant/shop opportunities. Uses at the Bridge ramps, as with the Visitors' Information Center, should serve a large variety of people, generate revenue, be oriented to leisure and recreation pursuits, be oriented to water/river features, and provide a link to downtown.

PRIORITY 4 Steel Bridge to Burnside Bridge

This area was never clearly defined in the Waterfront Plan. The policies state that it should be regarded primarily as a reserve for the future. The consultants noted in the final plan that "specific new uses will be influenced by several proposed new developments nearby". Yet it too occupies an important place along the waterfront. It is adjacent to McCormick Pier, One Pacific Square, and Light Rail. While the site is cramped by on-ramps to the Steel Bridge, it provides the finishing link to downtown Portland's Riverfront Park. It should be examined for future development once Light Rail has been established in the downtown area.

PLANNING PRIORITIES

Master Plan For The East Bank of the Willamette

The East Bank holds enormous potential for providing a visual and physical link with the West Bank and Waterfront Park. Originally not included in the Waterfront Park Master Plan, the East Bank currently lacks a design concept as a recreational open space resource. This key component to the aesthetics of the riverfront would benefit by landscaping treatment of certain key areas. To achieve this, a plan for the use and development at the East Bank is required. A development plan would also help facilitate acquisition of several privately owned parcels, in addition to securing those parcels held by the State for recreational purposes.

Auditor, City of Portland

Commissioner Jordan
JS/jke
December 1, 1982

EXHIBIT SEVEN
GOALS AND GUIDELINES/PORTLAND DOWNTOWN PLAN,
AS UPDATED OCTOBER 1, 1980

Attached to the original and recorded plan and available at the
offices of the City of Portland Development Commission

RESOLUTION NO. 32406

WHEREAS, the Council amended the Downtown Waterfront Urban Renewal Plan to include the entire area bounded by the Hawthorne and Marquam Bridges, Front Avenue and the Willamette River; and

WHEREAS, the Council directed the Portland Development Commission to prepare a development program for Council action prior to commencing development; and

WHEREAS, the South Downtown Waterfront Citizens' Task Force was appointed by the Mayor to work with Portland Development Commission and consultants on program alternatives and recommendations; and

WHEREAS, the Citizens' Task Force established community objectives to guide the redevelopment program which are consistent with the objectives of the Planning Guidelines, Portland Downtown Plan and the Downtown Waterfront Park policies and procedures; and

WHEREAS, a report containing three project alternatives was prepared and reviewed by government bodies and interested citizens; and

WHEREAS, the recommended South Downtown Waterfront Redevelopment program report incorporates comments and suggestions received during the alternatives review process and has been formally approved by the South Downtown Waterfront Citizens' Task Force, the City Planning Commission and the Portland Development Commission; and

WHEREAS, the Council has reviewed and considered the South Downtown Waterfront Redevelopment Program report and does now desire to formally approve it as a guide to development;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Portland, State of Oregon, that the development of the South Downtown Waterfront should be guided by the following policies and procedures:

Land Use

1. The types and general location of land uses are depicted on the land use map which is attached as Exhibit "A".
2. Open space and recreation elements of the program include: a 150-200 slip marina with transient facilities, a terraced waterfront area, a multi-use breakwater/fishing pier, a continuous public pedestrian and bicycle esplanade between the Hawthorne and Marquam bridges, and a site for a light watercraft center near the Marquam bridge.
3. Mixed use waterfront commercial uses include restaurants, facilities for boaters, shops and office space.
4. The housing goal shall be to develop a minimum of 200 units.

5. Rehabilitation of the Granary building may occur if financially feasible; if not the building may be removed.

6. Private property located east of Harbor Drive which is not acquired shall be subject to the Downtown Waterfront Urban Renewal Plan provision regarding Redeveloper's Obligations.

Circulation

1. The circulation concept is depicted on the circulation map which is attached as Exhibit "B".

2. Right-of-way shall be reserved for a light rail corridor and station.

Implementation

1. The Portland Development Commission may acquire property generally depicted on the acquisition map attached as Exhibit "C".

2. The Portland Development Commission may coordinate preparation of subdivision, development and construction plans and implement construction of utility, street, park, riverbank and marina basin public improvements.

3. The Portland Development Commission may initiate a developer selection process and negotiate development agreements for development parcels east of Harbor Drive.

4. The Portland Development Commission is directed to prepare an amendment to the Downtown Waterfront Urban Renewal Plan for Council approval to incorporate the provisions of this Resolution into the Plan.

5. The Portland Development Commission may be directed to negotiate a two year option with Pacific Power and Light Company at current market value for the undeveloped PP&L property which is not designated for acquisition or dedication on Exhibit "C". It is intended that this option may be exercised only for that portion of the property which is not needed for future PP&L facilities. This decision will be made within 180 days by the City Council on recommendation of the South Waterfront Committee and the Portland Development Commission.

Adopted by the Council APR 18 1979

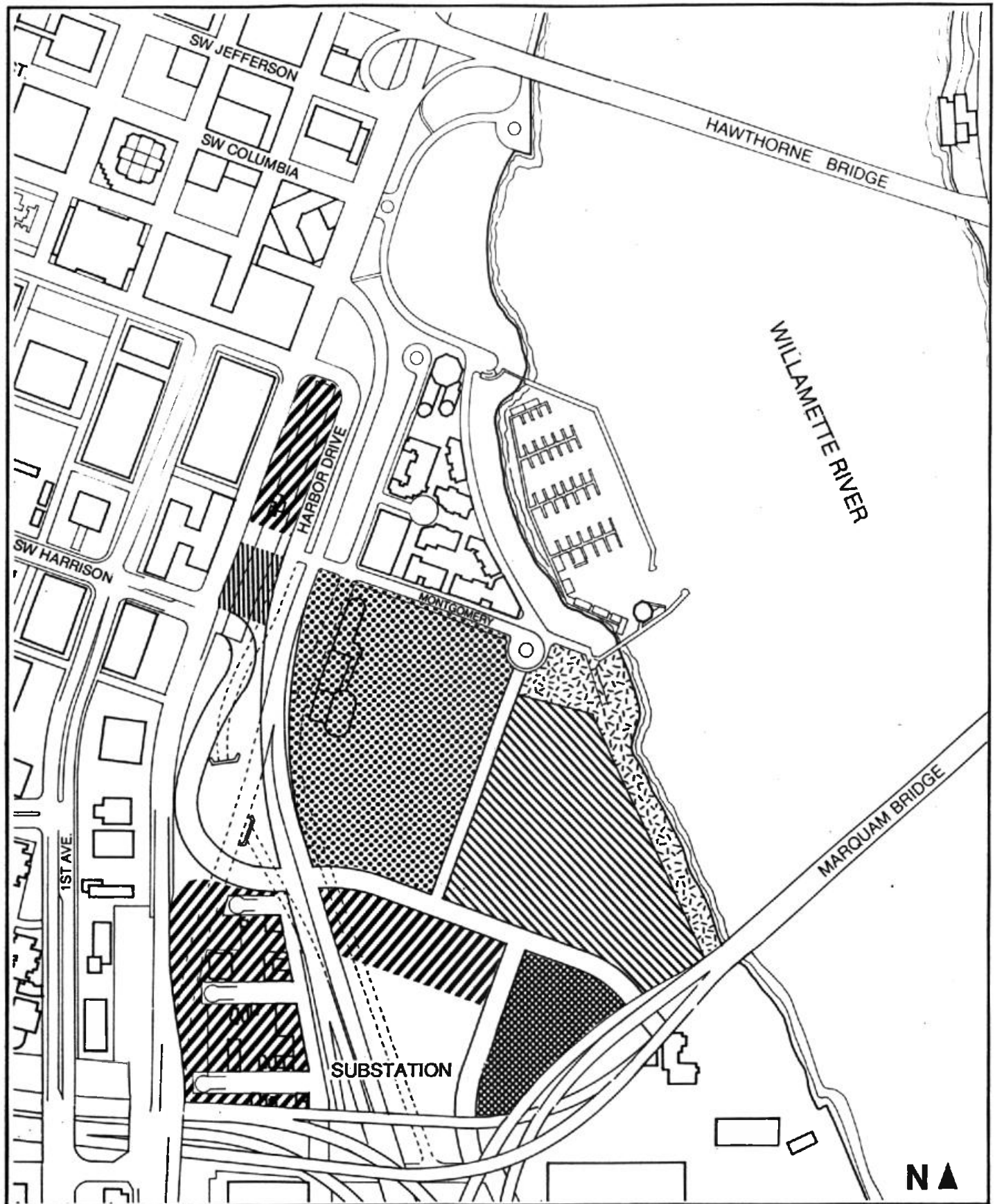
Mayor Goldschmidt
April 12, 1979
LLD:bw


Auditor of the City of Portland

Page 2

Land Use Concept Map—Exhibit A

Exhibit 8 Downtown Waterfront Urban Renewal Plan



Legend

-  Mixed Use Commercial/Office
-  Office
-  Housing

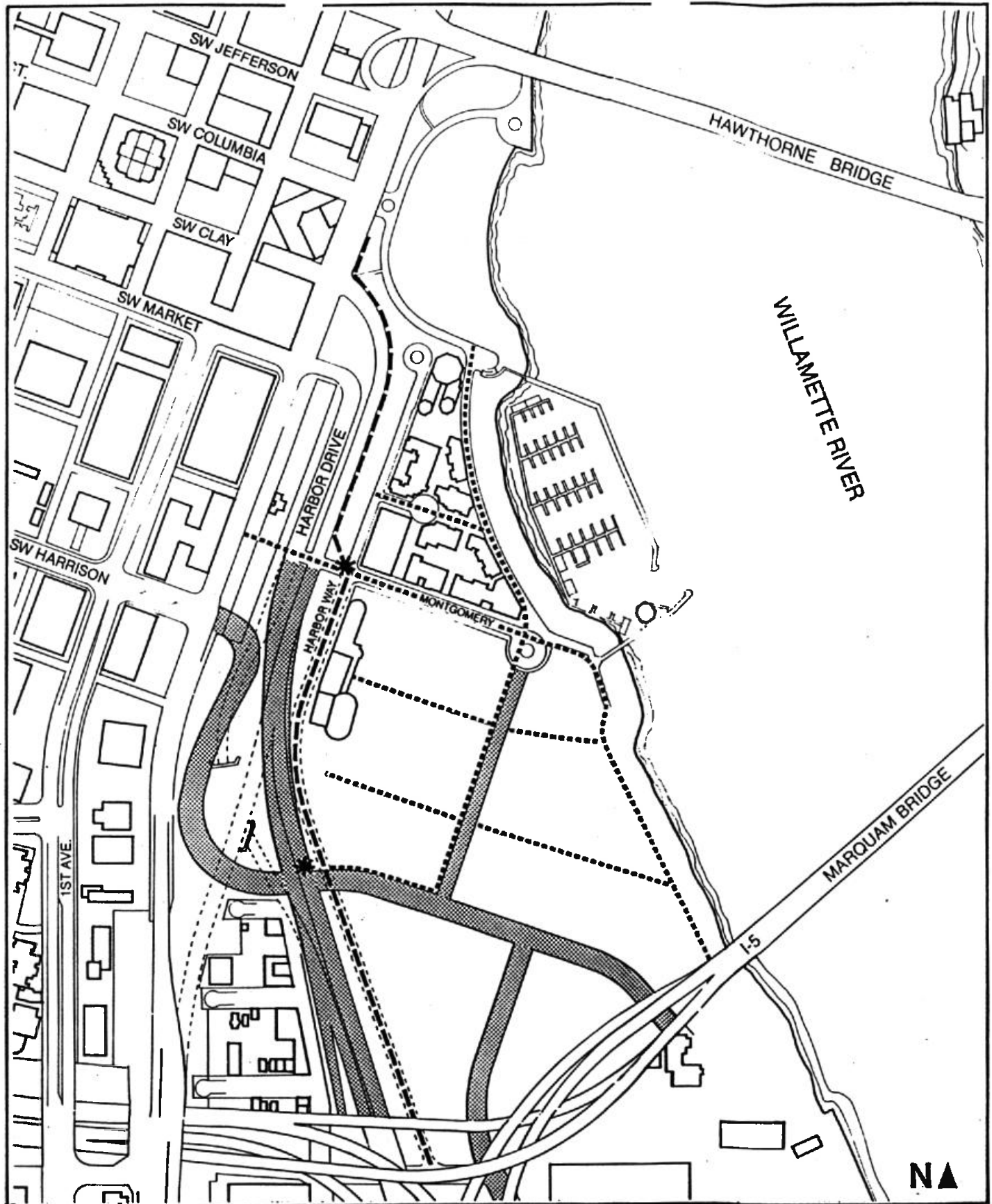
-  Open Space
-  Public Attraction/Commercial
-  Housing/Retail



2/88

Circulation Concept Map — Exhibit B

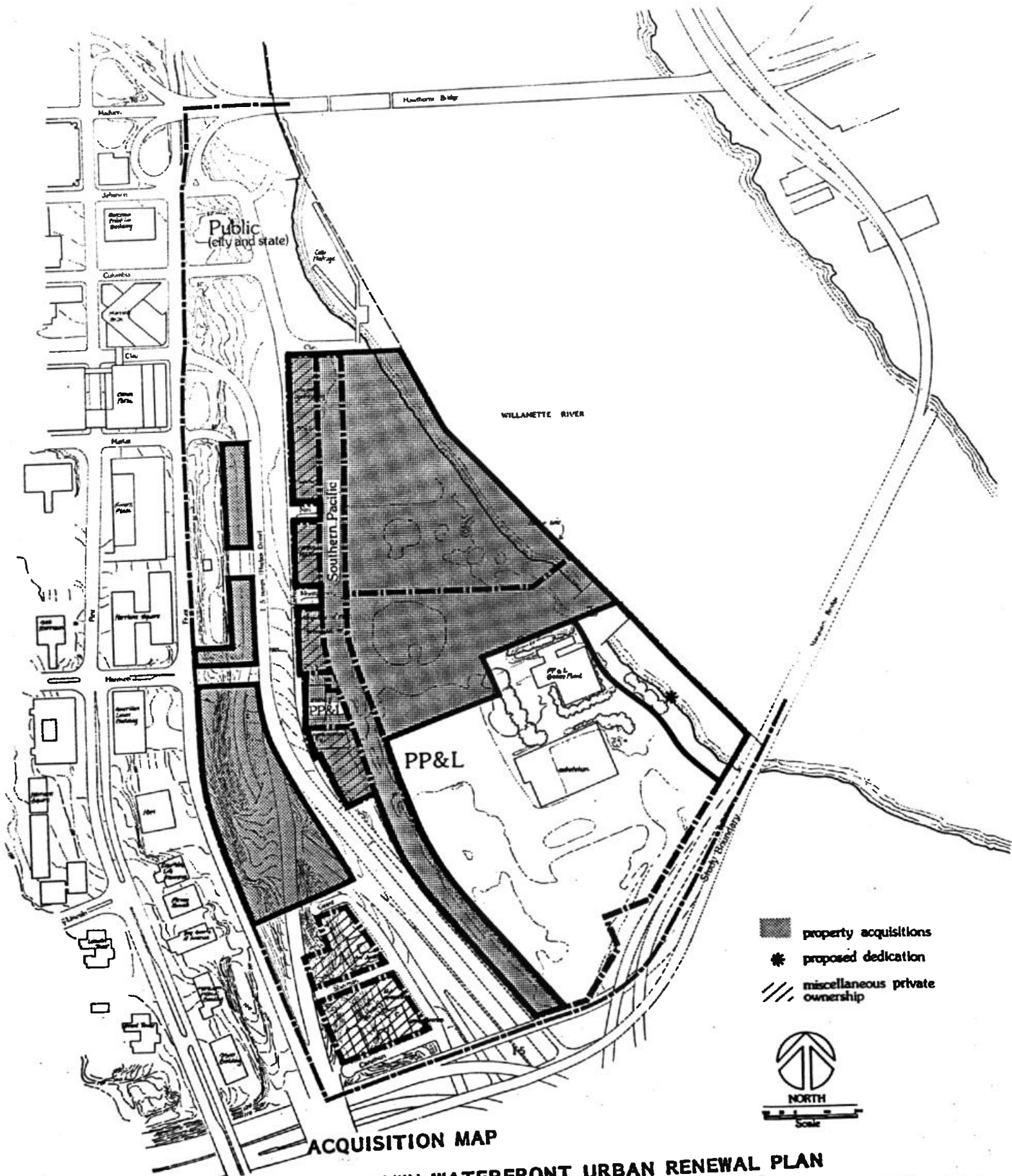
Exhibit B Downtown Waterfront Urban Renewal Plan



Legend

-  New Street
-  Existing Street to be Removed
-  Light Rail Right-of-Way
-  Light Rail Transit Station
-  Pedestrian Walkway

Acquisition EXHIBIT C



ACQUISITION MAP

**EXHIBIT EIGHT - DOWNTOWN WATERFRONT URBAN RENEWAL PLAN
CITY COUNCIL POLICIES AND PROCEDURES—
SOUTH WATERFRONT ACTIVITY AREA**

RESOLUTION NO: 32958

WHEREAS, the Council approved the goals and guidelines for the Downtown Plan in December 1972, and adopted updated goals and guidelines in October 1980; and

WHEREAS, the Council adopted the Downtown Waterfront Urban Renewal Plan in April 1974, and subsequent amendments thereto, to serve as a guide to the redevelopment of a significant portion of downtown Portland, including the defined retail core; and

WHEREAS, the Downtown Waterfront Urban Renewal Plan provides for the enhancement of the retail core within the downtown; and

WHEREAS, in July 1980, the Council, by Resolution 32712, reaffirmed its support for and approved further consideration of a Morrison Street retail development project, hereinafter referred to as the "Morrison Street Project", by the Portland Development Commission; and

WHEREAS, in August 1980, the Council, by Resolution 32723, established a "Public Participation Process" for urban renewal projects within the Downtown Waterfront Urban Renewal Area that require the public acquisition of land for private use; and

WHEREAS, the Development Commission has completed a 12-month study of the issues, public objectives, and development options related to the Morrison Street Project and has undertaken extensive public review consistent with Council policy; and

WHEREAS, the Development Commission has prepared a report entitled "Final Recommendations for the Morrison Street Project", dated June 1981, by reference made a part hereof and hereinafter referred to as "the Report", which outlines objectives, a conceptual development plan, procedures and guidelines for the project; and

WHEREAS, the Report has undergone extensive public discussion, including a public hearing by the Portland City Planning Commission, which, as required by Council policy, has reviewed and approved the Report, subject to the findings of an independent report forwarded to the Council; and

WHEREAS, the Report has been reviewed by the City of Portland Design Review Committee and Historical Landmarks Commission, which bodies have submitted independent reports to the Council, as well as other organizations and citizens; and

WHEREAS, the Council has reviewed and considered the recommendations of the Development Commission, and the findings and comments of other public bodies, organizations and citizens, and does now desire to formally approve the objectives, development plan, procedures and guidelines for the Morrison Street Project as outlined in the Report;

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Portland that:

- A. In order to achieve a solid and sustainable retail component of the downtown, to achieve the major retail goals of the Downtown Plan, and to overcome limitations caused by diverse ownership and the likelihood that block-by-block development will not result in fulfillment of the Downtown Plan, a multi-block, publicly-assisted development project involving public acquisition of private property is necessary;
- B. The three-block area, more particularly described as Blocks 60, 61 and 50, City of Portland, is an appropriate location for such a publicly-assisted project;
- C. A clear public purpose and benefit have been demonstrated for the Morrison Street Project and a development plan prepared according to a procedure consistent with Council policy;
- D. The objectives, development plan, procedures and guidelines for the Morrison Street Project conform to the goals and guidelines of the Downtown Plan, the Downtown Waterfront Urban Renewal Plan, and other relevant City plans, policies and guidelines; and
- E. A development project featuring high-line and specialty department stores, small specialty shops, office space, possible residential and hotel uses, and parking, as more particularly described in the Report, will enhance existing and planned public and private investments made in the downtown and provide impetus for additional development; and

BE IT FURTHER RESOLVED that the Council hereby authorizes the Portland Development Commission to immediately proceed with actions necessary to undertake the Morrison Street Project as outlined in the Report, which shall serve as a guide to the development of the project, with the exception of the "Development Guidelines" on pages 15-19, which shall be amended by this Resolution; and

BE IT FURTHER RESOLVED that the Council hereby adopts the revised "Development Guidelines" for the Morrison Street Project, attached hereto as Exhibit "A", as a general set of ground rules for the project, subject to technical and administrative clarifications made thereto by the Development Commission as necessary to reflect changes in City codes and policy over time; and

BE IT FURTHER RESOLVED that the Council hereby authorizes the Development Commission to determine whether the Corbett or Goodnough Buildings should be retained or removed on the basis of how the selected development proposal meets the overall public objectives for the project; and

BE IT FURTHER RESOLVED that In evaluating development proposals, the Development Commission shall emphasize the following priorities: (a) development team qualifications and financial capability to carry out the project; (b) economic feasibility of the proposed uses/tenants; (c) fulfillment of the project objectives, particularly development of the type and amount of retail uses that best meet the Downtown Plan goals, and development of a project which serves as a unique attractor to, and asset within, the downtown and which creates a positive pedestrian environment at street level; and (d) the business deal and expeditious schedule offered by the developer; and

BE IT FURTHER RESOLVED that, because the Morrison Street Project is intended to fulfill a major public objective, the Council hereby commits to the reservation of parking spaces within the downtown parking inventory as necessary to support the project. The Council shall take appropriate actions to provide this assurance, including, but not limited to: (a) prioritize on-street spaces removed due to light-rail construction and other downtown transportation project for placement in parking facilities within the project site; (b) promote other downtown development activities, including housing projects, which will cause a net increase in the downtown parking reserve; and (c) if necessary, direct the preparation of and adopt revisions to the Downtown Parking and Circulation Policy and parking inventory as necessary to accommodate the parking required for the project; and

BE IT FURTHER RESOLVED that a total of 1,260 spaces shall be reserved within the downtown parking inventory for the Morrison Street Project. The Council recognizes that these spaces will likely be needed on a phased basis according to a project schedule approved by the Portland Development Commission. The reservation shall be calculated based on the gross floor area of the "desired development program" and parking ratios of 1.5 per 1,000 square feet for retail, and 0.7 spaces per 1,000 square feet for office; and

BE IT FURTHER RESOLVED that the Development Commission should immediately prepare an amendment to the Downtown Waterfront Urban Renewal Plan as necessary to authorize public acquisition of private property within the project site and submit such for Planning Commission review and City Council approval.

Adopted by the Council JUL 16 1981



Auditor of the City of Portland

Mayor Ivancie
July 16, 1981
FJI:bls

EXHIBIT "A"

AMENDED DEVELOPMENT GUIDELINES FOR THE MORRISON STREET PROJECT

Charge to Developers

The City of Portland desires the development of a dynamic, inviting and high-quality multiple-use project which will serve as a unique attractor to its downtown. It is the developer's obligation to design a complex of buildings which meet the highest standards of urban design and architecture and which respond to the established public objectives and guidelines for the downtown. The developer must also meet the specific objectives and criteria of the Morrison Street Project. The primary public objective of the Morrison Street Project is the development of major new retail facilities. Other facilities and uses proposed by the developer must support and enhance this objective. The developer is expected to undertake the project as an integral part of the downtown and respond to the unique design challenges posed by adjacent development. Retail facilities should be strongly integrated with existing retail patterns and investment and provide new magnet strength at the east end of the retail core. Retail uses should be oriented to the street, to the greatest extent possible, to take advantage of the downtown's unique pedestrian environment. Finally, other uses developed as part of the project should recognize the City's objectives for a balance of land uses in the downtown and a strong transit emphasis.

Design Issues and Review

The critical design issues related to the Morrison Street Project speak to the very form of downtown Portland itself. Portland's core area is characterized by a regular pattern of small (200 feet square) blocks. This small block size produces proportionately more area in streets and tends to make pedestrian distances seem shorter. The small block size also poses a considerable design challenge for retail development. The City's Downtown Design Guidelines are concerned with the preservation of this street pattern and other characteristics of Portland's downtown, and should provide specific guidance for the actual design of the Morrison Street Project.

All projects proposed for the downtown are subject to design and parking review. Before a project is issued a building permit, it must be approved by the City of Portland Design Review Committee and must obtain a conditional use permit for parking from the City Land-Use Hearings Officer. All design proposals for the Morrison Street Project will be expected to demonstrate consistency with the Downtown Plan, Development Regulations, Parking and Circulation Policy, and Design Guidelines, as well as design objectives and development guidelines established specifically for the Morrison Street Project.

The following requirements and guidelines are intended to assure that the design of the Morrison Street Projects meets the project objectives, conforms to City goals and policies, addresses key public concerns, and meets the test of good urban design. These guidelines are meant to encourage the development team to produce an imaginative design concept of the project consistent with public objectives for downtown Portland and the Morrison Street Project.

DESIGN OBJECTIVES

1. Respond to the existing street pattern, scale, and land uses of downtown, and to the goals and guidelines of the Downtown Plan and Downtown Design Standards.
2. Promote a high level of pedestrian activity at street-level and create a pleasant pedestrian environment in and around the project area.
3. Assure the presence of street-front retail uses.
4. Reinforce the existing building enclosure around Pioneer Courthouse and Pioneer Courthouse Square through construction of appropriately scaled buildings and architectural treatment along Fifth Avenue.
5. Respond to the functional requirements of the Portland Transit Mall, light rail transit system, and vehicular circulation patterns.
6. If skybridges are developed as part of the design for the project, they shall be consistent with the City-Wide Policy on Encroachments in the Public Right-of-Way.
7. If the Corbett or Goodnough Buildings are retained in the design, they shall be completely integrated into the project at the retail levels.
8. In response to the scale and diversity found in the downtown, buildings in the development should provide variations in form, materials, scale, and proportion while retaining compatibility with surrounding development.

GUIDELINES

1. MINIMUM AND DESIRED DEVELOPMENT PROGRAM

1.1 Table 1. Minimum and Desired Development Programs*

	<u>Minimum Development Program</u>	<u>Desired Development Program</u>
High-Line Department Store	100,000 sq.ft.	160,000 sq.ft.
Specialty Department Store	50,000 sq.ft.	60,000 sq.ft.
Small Specialty Shops	<u>90,000 sq.ft.</u>	<u>130,000 sq.ft.</u>
TOTAL RETAIL SPACE	240,000 sq.ft.	350,000 sq.ft.
Office	No minimum.	Up to maximum allowable floor area limit.
Hotel	No minimum. space.	May be built in lieu of office
Residential	No minimum. space.	May be built in lieu of office

*All square footage expressed as gross leasable area unless otherwise indicated.

1.2 Minimum Retail Requirement

- A. One (1) high-line department store with a minimum floor area of 100,000 sq.ft.;
- B. One (1) specialty department store with a minimum floor area of 50,000 sq.ft.; and
- C. A minimum of 90,000 sq.ft. or two-levels of small specialty shop space shall be developed elsewhere on the site complementary to the high-line and specialty department stores. Development of 130,000 sq.ft. of specialty shop space on three-levels is encouraged.

1.3 Alternative Minimum Retail Requirement

In lieu of the requirements contained in 1.2, the minimum retail requirement may be fulfilled as follows:

- A. Two (2) specialty department stores with a minimum floor area of 60,000 sq.ft. each; and
- B. A minimum of 120,000 sq.ft. of complementary small specialty shops.

1.4 Quality of Retail Uses

In order to meet the project objectives, developers are encouraged to provide retail uses which:

- A. Strengthen and improve downtown's existing inventory of high-quality and fashion retail facilities; and/or
- B. Bring to the downtown major new high-quality retail facilities not currently represented in the Portland region.

1.5 Office Uses

- A. Developers are encouraged to maximize development of high density, transit-supportive uses, such as office, at this location.
- B. Development of office uses above retail is encouraged for each block. However, office uses shall not be developed in lieu of meeting the minimum retail space requirement.

1.6 Other Uses

- A. A hotel and/or residential uses may be developed as part of the project, but not in lieu of meeting the minimum retail space requirement.
- B. Entertainment uses may be developed as a means of partially fulfilling the minimum retail space requirements, if such uses meet and enhance the retail objectives of the project.
- C. Other complementary uses may be developed, if such uses can be demonstrated by the developer to meet and enhance the project objectives and are not provided in lieu of retail space.

1.7 Other Guidelines

- A. The developer shall provide first rights-of-refusal to any existing retail tenants displaced by the project, provided such tenancies are consistent with the developer's tenant mix and rent structure. PDC will make information on displacees available to the developer.
- B. Developers shall be asked to strongly consider proposals for condominium participation by local retail establishments. Priority should be given to retail establishments displaced by the project. PDC will provide information on interested retailers to the developer.

1.8 Phasing and Minimum Development Component

- A. It is understood that developers may choose to phase the development of the project. The minimum first development phase shall be one full block with all retail and complementary uses.
- B. The Development Commission shall require a specific schedule for development of the remaining phases of the project.

2. PARKING, LOADING AND ACCESS

All parking in downtown Portland requires a conditional use permit. Guidelines are established in the Downtown Parking and Circulation Policy (October, 1980) which sets maximum parking ratios, controls parking within a fixed inventory, and designates streets for traffic access, and for pedestrian and transit orientation. (Note: Allowable parking is calculated on the basis of gross floor area.)

Guidelines:

- 2.1 Studies undertaken by PDC indicate that the peak retail parking demand for the Morrison Street Project is 2.2 spaces per 1,000 gross sq. ft. of retail uses. However, given the proximity and current usage characteristics of the adjacent Morrison Park East garage, a ratio of 1.5 spaces per 1,000 gross sq. ft. within the project site shall be established. To the extent that excess parking spaces are not available in Morrison Park East, additional on-site parking may be allowed to reach 2.2 spaces per 1,000 gross sq. ft. of retail space. Retail parking shall be operated, in terms of rate structure and hours of operation, consistent with Morrison Park East and Morrison Park West. PDC will support the developer's conditional use request for retail parking consistent with this guideline.

2.2 The maximum parking ratio for office uses shall be 0.7 spaces per 1,000 gross sq.ft., as currently allowed in the downtown parking policy.

2.3 Parking for uses other than retail and office shall be consistent with the guidelines of the Downtown Parking and Circulation Policy:

<u>Use</u>	<u>Minimum Parking Spaces</u>	<u>Maximum Parking Spaces</u>
Residential:		
Rental	0.75 spaces/unit	1.20 spaces/unit
Condominium	1.00 spaces/unit	1.20 spaces/unit
Hotel	none	1.00 spaces/room
Entertainment	none	0.25 spaces/1,000 sq.ft.

2.4 Developers are encouraged to construct an underground parking facility below Blocks 60, 61 and 50 to serve the project which utilizes the Yamhill Street right-of-way between Blocks 60 and 61, and the Fourth Avenue right-of-way between Blocks 61 and 50.

2.5 If feasible, developers are encouraged to construct centralized underground, off-street truck loading and unloading facilities to serve the project.

2.6 Access to Parking and Loading Facilities

- A. Shopper parking facilities shall be designed to allow pedestrian access to and from surrounding retail areas and not exclusively to uses within the project area.
- B. Automobile access and egress shall be exclusively from Taylor Street, Third Avenue, and Fourth Avenue. Parking access and egress on the west side of Fourth Avenue is discouraged, pending determination of the alignment of the proposed westside light rail line.
- C. Truck access and egress shall be exclusively from Taylor Street, Third and Fourth Avenues. Truck access and egress on the west side of Fourth Avenue is discouraged, pending determination of the alignment for the proposed westside light rail line.

3. ENCROACHMENTS IN THE PUBLIC RIGHT-OF-WAY

Proposals for skybridges, building extensions and other uses in public rights-of-way are subject to the City-Wide Policy on Encroachments in the Public Right-of-Way and other City codes. PDC will support the developer in permit requests for encroachments in the public right-of-way consistent with the following:

Guidelines:

- 3.1 Any uses proposed for public rights-of-way must meet the guidelines established in the City-Wide Policy on Encroachments in the Public Right-of-Way.
- 3.2 Encroachments proposed must be the minimum necessary to assure the feasibility and success of the project.
- 3.3 Any skybridges proposed shall be for pedestrian use only. A minimum number of pedestrian skybridges up to 14 feet wide may be proposed as necessary to assure the feasibility of upper-level retail space only.
- 3.4 One skybridge connection to either the southwest or southeast corner of the Morrison Park East garage shall be allowed, with the southeast corner presenting fewer engineering obstacles.
- 3.5 Developers may propose an underground retail concourse below street-grade as a means to achieve continuous retailing between blocks and an increased amount of retail space through utilization of the public right-of-way.
- 3.6 Upon demonstration by the developer of an overriding need and public benefit, an above-grade building extension may be proposed, only in the case of a high-line department store with an office tower above, in order to provide a larger retail floor area above the ground floor. Such an extension shall be limited to retail uses only. If such an extension is proposed, an arcade treatment with building supports in the right-of-way may be considered in lieu of a cantilever. PDC will support the developer in a variance request, if necessary, to allow columns in the public right-of-way.
- 3.7 Minimum clearance for skybridges and other building extensions above grade of 17 feet 6 inches is required by City policy. However, additional clearance may be required for light rail vehicles on Morrison and Yamhill Streets.

- 3.8 The need to relocate utilities shall be minimized to the extent possible.
- 3.9 The developer will pay the entire cost of skybridges, permit and processing fees, costs to relocate sewer and waterlines, and leases for use of the public right-of-way.

4. EXISTING BUILDINGS

Public concern has been expressed for the Corbett and Goodnough Buildings located on Block 61. Developers may submit proposals that retain and integrate either or both buildings¹ consistent with the following:

Guidelines:

- 4.1 If the building(s) are retained, they shall be fully integrated into the development proposed for the remaining portion of Block 61 and two levels of retail space must be provided.
- 4.2 If the building(s) are retained and integrated, design of new construction elsewhere on Block 61 should respect the character and architectural integrity of the retained building(s).
- 4.3 The developer may transfer any residual floor area ratio within Block 61 from the existing building(s), provided the building(s) are functionally integrated into the development on the remaining portion of the Block 61.
- 4.4 Developers choosing not to retain either or both buildings shall submit design and economic evidence demonstrating that the buildings were considered during the design of the project and indicating why the buildings could not be feasibly incorporated.
- 4.5 Developers proposing to retain either or both buildings shall submit design and economic evidence demonstrating the feasibility of the proposed approach.

5. PIONEER COURTHOUSE AND PIONEER COURTHOUSE SQUARE

Pioneer Courthouse, circa 1868, is the pre-eminent historic building in the City and is a local and national landmark. Pioneer Courthouse Square, located immediately west of the Courthouse, will become the central public feature of the downtown upon completion in 1983. Taken together, Pioneer Courthouse and Pioneer Courthouse Square define the foremost public urban space in Portland. The Morrison Street Project must respond to the urban design challenges posed by this space.

¹Retention may consist of entire building or integration of the building facade.

Guidelines:

- 5.1 If either the Corbett or Goodnough Buildings are removed, the design of new construction on Block 61 shall recognize the form and importance of Pioneer Courthouse.
- 5.2 If either the Corbett or Goodnough Buildings are removed, the height and bulk of new construction on Block 61 shall enclose the space at the east end of the area defined by Pioneer Courthouse and Pioneer Courthouse Square. The height and bulk of Jackson Tower, the American Bank Building, Meier & Frank, and the Pacific Building should provide general design guidance in this regard. Building heights significantly in excess of these buildings should be stepped back from the west frontage of Block 61.

6. STREET-LEVEL PEDESTRIAN ORIENTATION

The Downtown Plan and Downtown Design Guidelines emphasize street-level pedestrian activities and retail uses oriented to the street. Developers are strongly encouraged to meet the objectives and guidelines contained in these documents in the design of the Morrison Street Project, as well as the following:

Guidelines:

- 6.1 Developers are encouraged to provide an interesting and inviting environment within the project site which will contribute to the project's role as a unique attractor to, and asset within, the downtown.
- 6.2 Developers are required to develop outward-oriented ground-floor retail uses. Although street-front retail uses and pedestrian activity are desired throughout the project, it is recognized that this activity cannot be uniformly equal at every point in the project. However, developers are encouraged to maximize outward-oriented retail and pedestrian activity primarily on Fifth Avenue, Morrison Street, and Yamhill Street.
- 6.3 Developers are encouraged to develop small outward-oriented retail uses in a portion of the ground floor of the high-line department store in order to maximize street-level pedestrian orientation.
- 6.4 Developers are encouraged to maximize the percentage of ground-floor perimeter walls devoted to display windows and pedestrian entrances. As required by City code, not less than 50 percent of the width of a wall facing a street shall be so designed.

- 6.5 Developers are encouraged to locate elevator lobbies and lobby entrances for office or other uses to allow for the development of retail activities at the corners of the block.
- 6.6 Developers are encouraged to consider provision of rain protection on sidewalks throughout the project site.

7. TRANSIT FACILITIES

Guidelines:

- 7.1 Design of the frontage for Blocks 60 and 61 shall respect the design and function of the Portland Mall.
- 7.2 The street-level design of the Morrison Street and Yamhill Street frontages of Block 61 shall recognize the location and nature of the light rail station areas, particularly with regard to pedestrian entrances and street-front retail uses. For the Yamhill and Morrison Street stations, an unobstructed sidewalk width of at least 10 feet, in addition to sidewalk area devoted to the light rail waiting area, is desirable. Developers are encouraged to consider design responses which address this concern.
- 7.3 Developers are encouraged to consider building arcades, awnings, canopies or other means of providing rain protection adjacent to the Yamhill and Morrison Street light rail stations.
- 7.4 Pending completion of on-going studies and future City Council action, the Development Commission reserves the right to specify additional guidelines to encourage at least a 10 foot unobstructed sidewalk adjacent to the proposed light rail station area on Fifth Avenue.
- 7.5 To the maximum extent possible, the construction schedule of the Morrison Street Project should be coordinated with the construction schedule of the Banfield light rail project.

8. YAMHILL HISTORIC DISTRICT

Guidelines:

- 8.1 The Third Avenue frontage of the project should respect the historic nature and scale of the nearby Yamhill Historic District. New construction on the easterly portion of Block 50 should carefully consider the relationship between the 130-foot height limit in effect immediately east of Third Avenue and building heights elsewhere in the project area.

9. FLOOR AREA RATIO (F.A.R.) BONUS FOR RETAIL

The Downtown Development Regulations do not currently provide for floor area ratio (F.A.R.) bonuses for uses other than housing. However, precedent exists for granting of additional floor area in compensation for providing public amenities in the form of additional retail space. The Planning Commission and City Council have approved this provision in concept. PDC will support the developer in a variance request, if necessary, to allow additional floor area consistent with this guideline.

Guidelines:

- 9.1 Subject to design review by the City, the developer may be granted, within individual blocks, additional floor area on a 1:1 basis¹ for retail space provided over and above the minimum retail development program specified in 1.2 and 1.3 (See Table 2.).
- 9.2 The maximum allowable F.A.R. increase, including retail and/or housing F.A.R. bonuses, shall be from 12:1 to 14:1 on Blocks 60 and 61, and from 9:1 to 12:1 on Block 50.
- 9.3 No additional parking will be allowed for office space developed under this bonus provision.
- 9.4 Transfer of floor area between blocks shall not be allowed.

¹For every gross sq.ft. of retail space provided over and above the minimum retail requirement specified in 1.2 and 1.3, the developer may be granted one gross sq.ft. of additional floor area. For example: If 20,000 gross sq.ft. of additional retail floor area is provided, the developer may construct the retail floor area plus an additional 20,000 gross sq.ft. of floor area for office and other uses, provided that the maximum floor area ratio for the block is not exceeded.

Table Example of Floor Areas With Without F.A.R. Bonuses
for Retail*

	Existing F.A.R.	Floor Area with Existing F.A.R. and "Minimum" Retail Program	Floor Area with Retail F.A.R. Bonus and "Desired" Retail Program	F.A.R. with Bonus
<u>Block 60</u>				
Retail	12:1	100,000 sq.ft.	120,000 sq.ft.	13:1
Office		<u>380,000</u>	<u>400,000</u>	
SUBTOTAL		480,000 sq.ft.	520,000 sq.ft.	
<u>Block 61</u>				
Retail	12:1	80,000	120,000	14:1
Office		<u>400,000</u>	<u>440,000</u>	
SUBTOTAL		480,000 sq.ft.	560,000 sq.ft.	
<u>Block 50</u>				
Retail	9:1	120,000	180,000	12:1
Office		<u>240,000</u>	<u>300,000</u>	
SUBTOTAL		360,000 sq.ft.	480,000 sq.ft.	
<u>Summary</u>				
Retail	11:1	300,000	420,000	13:1
Office	(Avg.)	<u>1,020,000</u>	<u>1,140,000</u>	(Avg.)
TOTAL		1,320,000 sq.ft.	1,560,000 sq.ft.	

*All square footage expressed as gross floor area.

10. FLOOR AREA RATIO BONUS FOR HOUSING

The Downtown Development Regulations currently allow up to a 2:1 floor area bonus for residential uses in areas with an established F.A.R. of 6:1 and 9:1. No bonus is currently allowed in areas subject to a floor area ratio of 10:1 or greater. The Planning Commission and City Council have approved this provision in concept. PDC will support the developer in a variance request, if necessary, to allow additional floor area consistent with this guideline.

Guidelines:

- 10.1 Subject to design review by the City, the developer may be granted, within individual blocks, additional floor area on 1:1 basis² for residential uses, provided that the housing is not

²For every gross sq.ft. of residential floor area developed, the developer may be granted one gross sq.ft. of additional floor area. For example: If 20,000 gross sq.ft. of residential floor area is provided, the developer may construct the housing plus an additional 20,000 gross sq.ft. of floor area for office or other uses, provided the maximum floor area ratio for the block is not exceeded.

developed in lieu of meeting the minimum retail space requirements established for the project. Developers are encouraged to maximize retail space prior to providing residential uses.

- 10.2 The maximum allowable F.A.R. increase, including retail and/or housing F.A.R. bonuses, shall be from 12:1 to 14:1 on Blocks 60 and 61, and from 9:1 to 12:1 on Block 50.
- 10.3 No additional parking will be allowed for office space developed under this bonus provision.
- 10.4 Transfer of floor area ratios between blocks shall not be allowed.

RESOLUTION NO. 35573

Amend the Revised Development Guidelines for the Morrison Street Project (Resolution)

WHEREAS, the Council approved the goals and guidelines for the Downtown Plan in December 1972, and adopted updated goals and guidelines in October 1980; and

WHEREAS, the Council adopted the Downtown Waterfront Urban Renewal Plan in April 1974, and subsequent amendments thereto, to serve as a guide to the redevelopment of a significant portion of downtown Portland, including the defined retail core; and

WHEREAS, the Downtown Waterfront Urban Renewal Plan provides for the enhancement of the retail core within the downtown; and

WHEREAS, in July 1980, the Council, by Resolution 32712, reaffirmed its support for and approved further consideration of a Morrison Street retail development project (the "Morrison Street Project") by the Portland Development Commission (the "Commission"); and

WHEREAS, on July 16, 1981, the Council, by Resolution 32958 adopted "Amended Development Guidelines for the Morrison Street Project" (the "Revised Development Guidelines"); and

WHEREAS, pursuant to the Downtown Waterfront Urban Renewal Plan, the Commission acquired property known as Blocks 50, 60, 61 and Lots 1, 2, 3, 6, 7 and 8, Block 51 in downtown Portland for the purpose of developing the Morrison Street Project; and

WHEREAS, the Commission and Pioneer Place Limited Partnership ("Rouse"), entered into an Amended and Restated Agreement for the Sale and Redevelopment of Land in the Downtown Waterfront Urban Renewal Project on May 13, 1987, which granted Rouse the right to develop Blocks 60 and 61 and certain portions of Block 51 in downtown Portland under certain conditions, and the future right to develop Block 50 if Rouse adhered to certain time lines and conditions (the "1987 Agreement"). Rouse, the Commission and the City have built the improvements on, under, and over Blocks 51, 60 and 61 as required by the 1987 Agreement. The Commission has developed Block 50 as a surface parking lot; and

WHEREAS, the terms of conveyance for Block 50 in the 1987 Agreement were tied directly to the type and amount of uses to be developed in the Morrison Street Project, including Block 50; and

WHEREAS, over time, market economics have changed nationally and locally, necessitating changes in the make up of the preferred project uses for Block 50 and such preferred project uses do not conform to the uses described in the Revised Development Guidelines; and

WHEREAS, based on a program for development Rouse submitted to the Commission on December 1, 1995, on May 30, 1996, Rouse and the Commission entered into a Disposition and Development Agreement ("DDA") for the sale of Block 50 to Rouse, the performance of which is conditioned upon the Council and Commission actions necessary to allow development of the preferred uses on Block 50; and

WHEREAS, the Council finds that it is necessary and appropriate to amend the Revised Development Guidelines to allow the preferred project uses which reflect current market economics;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Portland that a development project featuring a specialty department store, mini-anchors, small specialty shops, office uses and parking; all as specifically described in the 1987 Agreement and the Block 50 DDA is economically realistic and will enhance the public and private investments made in the downtown and in the Morrison Street Project; and

BE IT FURTHER RESOLVED that the Council hereby amends the Revised Development Guidelines for the Morrison Street Project by deleting Section 1. of the Revised Guidelines, "Minimum and Desired Development Program" and substituting therefore a revised Section 1. "Minimum Development Program", which is attached hereto as Exhibit "A"; and -

BE IT FURTHER RESOLVED that the Commission shall immediately proceed to take such actions as are necessary to undertake the development of Block 50, in a manner consistent with the "Revised Guidelines" as amended.

Adopted by the Council:

2

DEC 11 1996

BARBARA CLARK
Auditor of the City of Portland

By

Brita Olson

Deputy

EXHIBIT "A"
TO
RESOLUTION AMENDING DEVELOPMENT GUIDELINES
FOR THE MORRISON STREET PROJECT

The following Section 1 is substituted for the existing Section 1 of the Amended Development Guidelines for the Morrison Street Project, adopted by City Council Resolution No. 32958, July 16, 1981.

1. MINIMUM DEVELOPMENT PROGRAM

1.1 Table 1. Minimum Development Program*

	Minimum Development Program
Mini-Anchor Stores	60,000 sq. ft.
Specialty Department Store	50,000 sq. ft.
Small Specialty Shops	<u>210,000</u> sq. ft.
TOTAL RETAIL SPACE	320,000 sq. ft.
Office	No minimum
Hotel	No minimum
Residential	No minimum
Entertainment Uses	30,000 sq. ft.

*All square footage expressed as gross leasable area unless otherwise indicated.

1.2 Minimum Retail Requirement

- A. Two (2) anchor merchants ("Mini-anchors"), occupying a total of approximately 60,000 square feet.
- B. One (1) specialty department store with a minimum floor area of 50,000 square feet; and

- C. A minimum of 210,000 square feet of small specialty shop space shall be developed elsewhere on the site complementary to the Mini-anchors and the specialty department store.

1.3 Minimum Entertainment Requirement

To act as an additional anchor to the project and to further enhance the retail components of the project, the project shall include an entertainment component of approximately 30,000 square feet. This use/uses should be a high-quality, destination component which complements the merchandising mix of the project.

1.4 Quality of Retail Uses

In order to meet the project objectives, developers are encouraged to provide retail uses which:

- A. Strengthen and improve downtown's existing inventory of high-quality and fashion retail facilities; and/or
- B. Bring to the downtown major new high-quality retail facilities not currently represented in the Portland region.

1.5 Office Uses

- A. Developers are encouraged to maximize development of high density, transit-supportive uses, such as office, at this location.
- B. Development of office uses above retail is encouraged for each block. However, office uses shall not be developed in lieu of meeting the minimum retail space requirement.

1.6 Other Uses

- A. A hotel and/or residential uses may be developed as part of the project, but not in lieu of meeting the minimum retail space requirement.
- B. Entertainment uses may be developed as a means of partially fulfilling the minimum retail space requirements, if such uses meet and enhance the retail objectives of the project.
- C. Other complementary uses may be developed, if such uses can be demonstrated by the developer to meet and enhance the project objectives and are not provided in lieu of retail space.

1.7 Other Guidelines

- A. The developer shall provide first rights-of-refusal to any existing retail tenants displaced by the project, provided such tenancies are consistent with the developer's tenant mix and rent structure. The Portland Development Commission will make information on displacees available to the developer.
- B. Developers shall be asked to strongly consider proposals for condominium participation by local retail establishments. Priority should be given to retail establishments displaced by the project. The Portland Development Commission will provide information on interested retailers to the developer.

1.8 Phasing and Minimum Development Component

- A. It is understood that developers may choose to phase the development of the project. The minimum first development phase shall be one full block with all retail and complementary uses.
- B. The Portland Development Commission shall require a specific schedule for development of the remaining phases of the project.

EXHIBIT "2"

EIGHTEENTH AMENDMENT TO THE DOWNTOWN WATERFRONT URBAN RENEWAL PLAN

The Downtown Waterfront Urban Renewal Plan was approved and adopted by City Council Ordinance No. 31395 on April 25, 1974 and has been subsequently amended. The Eighteenth Amendment incorporates into the Plan the revised Development Guidelines for the Morrison Street Project, as adopted by City Council by Resolution No. 35573 on December 11, 1996.

Section C., subparagraph 1.a.(4) is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section C., subparagraph 2.e. is amended by adding thereto:

"[.], as amended by City Council Resolution No. 35573, attached herewith as Exhibit Ten - Part Two."

Section D., subparagraph 2.d. is amended, in part, as follows:

"Parcels 12, 13, 14 and 17 (acquired)"	Retail/Commercial, and public and private off-street parking and loading, and possible hotel and residential uses consistent with the policies set forth in City Council Resolution No. 32958, attached herewith as Exhibit Nine of Part Two, <u>as amended by City Council Resolution attached herewith as Exhibit Ten of Part Two</u> and as delineated on Exhibits Four and Five of Part Two of this Plan."
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Cover sheet for "Part Two - Exhibits" is amended by adding thereto:

**"EXHIBIT TEN - CITY COUNCIL RESOLUTION NO. 35573
REVISING DEVELOPMENT GUIDELINES FOR MORRISON
STREET PROJECT AREA"**