

**Table I-2  
Public Projects Cash Flow Schedule  
Third Amendment**

Summary of Projects	FY03/04 & Prior	FY04/05 Fcst	FY05/06 Fcst	FY06/07 Fcst	FY07/08 Fcst	FY08/09 Fcst	Total
							Project by Source
<b>Streetcar (PSU to RiverPlace), includes Harrison Street</b>							
Total Project Costs	14,891,000	3,309,000					18,200,000
Tax Increment Financing	1,733,000						1,733,000
City SDCs							
Land Sales/Loans	5,771,000	3,309,000					9,080,000
Other City Non-TIF	3,600,000						3,600,000
Federal	787,000						787,000
State							
LID	3,000,000						3,000,000
NMI							
OHSU							
Other Private							
Total Sources	14,891,000	3,309,000					18,200,000
Balance							
<b>Streetcar (RiverPlace to Gibbs)</b>							
Total Project Costs	432,582	747,478	13,621,949	997,991			15,800,000
Tax Increment Financing	432,582		3,347,418				3,780,000
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal		747,478	9,252,522				10,000,000
State							
LID			1,022,009	997,991			2,020,000
NMI							
OHSU							
Other Private							
Total Sources	432,582	747,478	13,621,949	997,991			15,800,000
Balance							
<b>Moody Ave (for Streetcar Sheridan to Gibbs)</b>							
Total Project Costs		350,000	1,750,000	1,192,000			3,292,000
Tax Increment Financing							
City SDCs		350,000	1,750,000	1,192,000			3,292,000
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI							
OHSU							
Other Private							
Total Sources		350,000	1,750,000	1,192,000			3,292,000
Balance							
<b>Tram</b>							
Total Project Costs (includes 02/03 reimbursements)	2,051,827	14,653,210	11,794,963				28,500,000
Tax Increment Financing	492,649	2,732,183	39,168				3,264,000
City SDCs (credit TBD by PDC&PDOT)	350,000						350,000
Land Sales/Loans							
Other City Non-TIF			236,000				236,000
Federal							
State			2,000,000				2,000,000
LID		9,921,027	9,078,973				19,000,000
NMI (02/03 to be reimbursed by PATI)							
OHSU	1,559,178	2,000,000	440,822				4,000,000
Other Private							
Total Sources	2,051,827	14,653,210	11,794,963				28,500,000
Balance							
<b>Neighborhood Improvements</b>							
Total Project Costs					2,000,000		2,000,000
Tax Increment Financing					2,000,000		2,000,000
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI							
OHSU							
Other Private							
Total Sources					2,000,000		2,000,000
Balance							

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Summary of Projects	FY03/04 & Prior	FY04/05 Fcst	FY05/06 Fcst	FY06/07 Fcst	FY07/08 Fcst	FY08/09 Fcst	Total
<b>PP&amp;L Tower Relocation</b>							
Total Project Costs	300,000	1,000,000	1,700,000				3,000,000
Tax Increment Financing - NMI Reimbursement			200,000				200,000
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI	150,000	100,000	300,000				550,000
OHSU		100,000	650,000				750,000
Other Private	150,000	800,000	550,000				1,500,000
Total Sources	300,000	1,000,000	1,700,000				3,000,000
Balance							
<b>Macadam - Intersections</b>							
Total Project Costs		500,000	1,500,000				2,000,000
Tax Increment Financing							
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State		500,000	1,500,000				2,000,000
LID							
NMI							
OHSU							
Other Private							
Total Sources		500,000	1,500,000				2,000,000
Balance							
<b>Bond - Lane to Bancroft</b>							
Total Project Costs		850,000	1,279,000				2,129,000
Tax Increment Financing			550,000				550,000
City SDCs (PDOT)		850,000	729,000				1,579,000
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI							
OHSU							
Other Private							
Total Sources		850,000	1,279,000				2,129,000
Balance							
<b>Street Imp Project-Public Street Obligations</b>							
Total Project Costs	1,163,228	2,408,600	1,634,887	249,000	498,000	913,000	6,866,715
Note: Sidewalk costs for 09/10 and on included in 08/09							
Tax Increment Financing	491,378	685,300	389,437	249,000	498,000	913,000	3,226,115
City SDCs (PDOT)	671,850	1,723,300	445,450				2,840,600
Land Sales/Loans							
Other City Non-TIF							
Federal			800,000				800,000
State							
LID							
NMI (03/04 and prior reimbursed)							
OHSU							
Other Private							
Total Sources	1,163,228	2,408,600	1,634,887	249,000	498,000	913,000	6,866,715
Balance							
<b>Street Imp Project-Private Street Obligations</b>							
Total Project Costs	2,568,701	4,638,143	546,171	364,532	582,453		8,700,000
Tax Increment Financing							
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI	1,639,834	2,937,134	413,868	298,381	365,783		5,655,000
OHSU	928,867	1,701,009	132,303	66,151	216,670		3,045,000
Other Private							
Total Sources	2,568,701	4,638,143	546,171	364,532	582,453		8,700,000
Balance							

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Summary of Projects	FY03/04 & Prior	FY04/05 Fcst	FY05/06 Fcst	FY06/07 Fcst	FY07/08 Fcst	FY08/09 Fcst	Total
<b>Bioswale/Stormwater Overflow</b>							
Total Project Costs	365,200						365,200
Tax Increment Financing	40,600						40,600
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI	324,600						324,600
OHSU							
Other Private							
Total Sources	365,200						365,200
<b>Storm/Sanitary</b>							
Total Project Costs			350,000				350,000
Tax Increment Financing			350,000				350,000
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI							
OHSU							
Other Private							
Total Sources			350,000				350,000
Balance							
<b>OHSU Commercializable Research Space</b>							
Total Project Costs	170,000	1,725,000	3,105,000				Project by Source 5,000,000
Tax Increment Financing	170,000	1,725,000	3,105,000				5,000,000
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI							
OHSU							
Other Private							
Total Sources	170,000	1,725,000	3,105,000				5,000,000
Balance							
<b>Greenway - Initial Improvements</b>							
Total Project Costs		1,031,000					1,031,000
Tax Increment Financing							
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI		519,000					519,000
OHSU		512,000					512,000
Other Private							
Total Sources		1,031,000					1,031,000
Balance							
<b>Neighborhood Park - Acquisition/Initial Imps</b>							
Total Project Costs	72,300	5,927,700					6,000,000
Tax Increment Financing		5,000,000					5,000,000
City SDCs (Parks)	72,300	927,700					1,000,000
Land Sales/Loans							
Other City Non-TIF							
Federal							
State							
LID							
NMI							
OHSU							
Other Private							
Total Sources	72,300	5,927,700					6,000,000
Balance							

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Summary of Projects	FY03/04 & Prior	FY04/05 Fcst	FY05/06 Fcst	FY06/07 Fcst	FY07/08 Fcst	FY08/09 Fcst	Total
<b>Affordable Housing</b>							
Total Project Costs				3,400,000	6,600,000		10,000,000
Tax Increment Financing				3,000,000	1,000,000		4,000,000
City SDCs							
Land Sales/Loans							
Other City Non-TIF							
Federal				400,000	5,600,000		6,000,000
State							
LID							
NMI							
OHSU							
Other Private							
Total Sources				3,400,000	6,600,000		10,000,000
Balance							
<b>Total All Projects</b>							
Total Project Costs	22,014,838	37,140,131	37,281,970	6,203,523	9,680,453	913,000	113,233,915
Tax Increment Financing	3,360,209	10,142,483	7,981,023	3,249,000	3,498,000	913,000	29,143,715
City SDCs	744,150	3,851,000	2,924,450	1,192,000			8,711,600
Land Sales/Loans	5,771,000	3,309,000					9,080,000
Other City Non-TIF	3,600,000						3,600,000
Federal	787,000	747,478	10,052,522	400,000	5,600,000		17,587,000
State	500,000		3,500,000				4,000,000
LID	3,000,000	9,921,027	10,100,982	997,991			24,020,000
NMI	2,114,434	3,556,134	713,868	298,381	365,783		7,048,600
OHSU	2,488,045	4,313,009	1,223,125	66,151	216,670		8,307,000
Other Private	150,000	800,000	550,000				1,500,000
Total Sources	22,014,838	37,140,131	37,281,970	6,203,523	9,680,453	913,000	112,997,915
Balance							
<b>Total by Project</b>							
Streetcar (PSU to RiverPlace), includes Harrison Street	14,891,000	3,309,000					18,200,000
Streetcar (RiverPlace to Gibbs)	432,582	747,478	13,621,949	997,991			15,800,000
Moody Ave (for Streetcar Sheridan to Gibbs)		350,000	1,750,000	1,192,000			3,292,000
Tram	2,061,827	14,653,210	11,794,963				28,500,000
Neighborhood Improvements					2,000,000		2,000,000
Macadam - Intersections		500,000	1,500,000				2,000,000
PP&L Tower Relocation	300,000	1,000,000	1,700,000				3,000,000
Bond - Lane to Bancroft		850,000	1,279,000				2,129,000
Street Imp Project-Public Street Obligations	1,163,228	2,408,600	1,634,887	249,000	498,000	913,000	6,866,715
Street Imp Project-Private Street Obligations	2,588,701	4,638,143	546,171	364,532	582,453		8,700,000
Bioswale/Stormwater Overflow	365,200						365,200
Storm/Sanitary			350,000				350,000
OHSU Commercializable Research Space	170,000	1,725,000	3,105,000				5,000,000
Greenway - Initial Improvements		1,031,000					1,031,000
Neighborhood Park - Acquisition/Initial Imps	72,300	5,927,700					6,000,000
Affordable Housing				3,400,000	6,600,000		10,000,000
	22,014,838	37,140,131	37,281,970	6,203,523	9,680,453	913,000	113,233,915
<b>Resources by Project</b>							
<b>Tax Increment Financing</b>							
Streetcar (PSU to RiverPlace), includes Harrison Street	1,733,000						1,733,000
Streetcar (RiverPlace to Gibbs)	432,582		3,347,418				3,780,000
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram	492,649	2,732,183	39,168				3,264,000
Neighborhood Improvements					2,000,000		2,000,000
Macadam - Intersections							
PP&L Tower Relocation			200,000				200,000
Bond - Lane to Bancroft			550,000				550,000
Street Imp Project-Public Street Obligations	491,378	685,300	389,437	249,000	498,000	913,000	3,226,115
Street Imp Project-Private Street Obligations							
Moody Ave - Gibbs to Lane							
Bioswale/Stormwater Overflow	40,600						40,600
Storm/Sanitary			350,000				350,000
OHSU Commercializable Research Space	170,000	1,725,000	3,105,000				5,000,000
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps		5,000,000					5,000,000
Affordable Housing				3,000,000	1,000,000		4,000,000
TIF Needed	3,360,209	10,142,483	7,981,023	3,249,000	3,498,000	913,000	29,143,715
Cumulative TIF Needed		13,502,692	21,483,715	24,732,715	28,230,715	29,143,715	
Tax Increment Available	9,913,168	412,806	854,847	(2,070,625)	7,856,764	21,561,029	
Cumulative TIF Available		10,325,974	11,180,821	9,110,196	16,966,960	38,527,989	
Excess or (Deficit)	6,552,959	(9,729,677)	(7,126,176)	(5,319,625)	4,358,764	20,648,029	
Cumulative		(3,176,718)	(10,302,894)	(15,622,519)	(11,263,755)	9,384,274	

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Summary of Projects	FY03/04 & Prior	FY04/05 Fcst	FY05/06 Fcst	FY06/07 Fcst	FY07/08 Fcst	FY08/09 Fcst	Total
							<b>Resources by Project</b>
<b>Total by Project</b>							<b>City SDCs</b>
Streetcar (PSU to RiverPlace), includes Harrison Street							
Streetcar (RiverPlace to Gibbs)							
Moody Ave (for Streetcar Sheridan to Gibbs)		350,000	1,750,000	1,192,000			3,292,000
Tram							
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation							
Bond - Lane to Bancroft		850,000	729,000				1,579,000
Street Imp Project-Public Street Obligations	671,850	1,723,300	445,450				2,840,600
Street Imp Project-Private Street Obligations							
Bioswale/Stormwater Overflow							
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps	72,300	927,700					1,000,000
Affordable Housing							
	744,150	3,851,000	2,924,450	1,192,000			8,711,600
<b>Total by Project</b>							<b>Land Sales/Loans</b>
Streetcar (PSU to RiverPlace), includes Harrison Street	5,771,000	3,309,000					9,080,000
Streetcar (RiverPlace to Gibbs)							
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram							
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation							
Bond - Lane to Bancroft							
Street Imp Project-Public Street Obligations							
Street Imp Project-Private Street Obligations							
Bioswale/Stormwater Overflow							
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps							
Affordable Housing	5,771,000	3,309,000					9,080,000
<b>Total by Project</b>							<b>Other City Non-TIF</b>
Streetcar (PSU to RiverPlace), includes Harrison Street	3,600,000						3,600,000
Streetcar (RiverPlace to Gibbs)							
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram		#REF!					#REF!
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation							
Bond - Lane to Bancroft							
Street Imp Project-Public Street Obligations							
Street Imp Project-Private Street Obligations							
Bioswale/Stormwater Overflow							
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps							
Affordable Housing	3,600,000	#REF!					#REF!
<b>Total by Project</b>							<b>Federal</b>
Streetcar (PSU to RiverPlace), includes Harrison Street	787,000						787,000
Streetcar (RiverPlace to Gibbs)		747,478	9,252,522				10,000,000
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram							
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation							
Bond - Lane to Bancroft							
Street Imp Project-Public Street Obligations			800,000				800,000
Street Imp Project-Private Street Obligations							
Bioswale/Stormwater Overflow							
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps				400,000	5,600,000		6,000,000
Affordable Housing	787,000	747,478	10,052,522	400,000	5,600,000		17,587,000

**Table I-2  
Public Projects Cash Flow Schedule  
Third Amendment**

Summary of Projects	FY03/04 & Prior	FY04/05 Fcst	FY05/06 Fcst	FY06/07 Fcst	FY07/08 Fcst	FY08/09 Fcst	Total Resources by Project State
<b>Total by Project</b>							<b>LID</b>
Streetcar (PSU to RiverPlace), includes Harrison Street							3,000,000
Streetcar (RiverPlace to Gibbs)			1,022,009	997,991			2,020,000
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram		9,921,027	9,078,973				19,000,000
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation							
Bond - Lane to Bancroft							
Street Imp Project-Public Street Obligations							
Street Imp Project-Private Street Obligations							
Bioswale/Stormwater Overflow							
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps							
Affordable Housing		500,000	3,500,000				4,000,000
<b>Total by Project</b>							<b>NMI</b>
Streetcar (PSU to RiverPlace), includes Harrison Street	3,000,000						3,000,000
Streetcar (RiverPlace to Gibbs)			1,022,009	997,991			2,020,000
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram		9,921,027	9,078,973				19,000,000
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation							
Bond - Lane to Bancroft							
Street Imp Project-Public Street Obligations							
Street Imp Project-Private Street Obligations							
Moody Ave - Gibbs to Lane							
Bioswale/Stormwater Overflow							
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps							
Affordable Housing							
	3,000,000	9,921,027	10,100,982	997,991			24,020,000
<b>Total by Project</b>							<b>OHSU</b>
Streetcar (PSU to RiverPlace), includes Harrison Street							
Streetcar (RiverPlace to Gibbs)							
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram							
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation	150,000	100,000	300,000				550,000
Bond - Lane to Bancroft							
Street Imp Project-Public Obligations							
Street Imp Project-Private Obligations	1,639,834	2,937,134	413,868	298,381	365,783		5,655,000
Bioswale/Stormwater Overflow	324,600						324,600
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements		510,000					510,000
Neighborhood Park - Acquisition/Initial Imps							
Affordable Housing							
	2,114,434	3,556,134	713,868	298,381	365,783		7,048,600
<b>Total by Project</b>							<b>Other Private</b>
Streetcar (PSU to RiverPlace), includes Harrison Street							
Streetcar (RiverPlace to Gibbs)							
Moody Ave (for Streetcar Sheridan to Gibbs)							
Tram							
Neighborhood Improvements							
Macadam - Intersections							
PP&L Tower Relocation	150,000	800,000	550,000				1,500,000
Bond - Lane to Bancroft							
Street Imp Project-Private Obligations							
Street Imp Project-Public Obligations							
Bioswale/Stormwater Overflow							
Storm/Sanitary							
OHSU Commercializable Research Space							
Greenway - Initial Improvements							
Neighborhood Park - Acquisition/Initial Imps							
Affordable Housing							
	150,000	800,000	550,000				1,500,000

Exhibit J- Third Amendment

PROJECT SCHEDULE

DA Reference	Task	Late Start	Late Completion
	<b>Basic Contingencies</b>	08/22/03	09/30/04
5.2.1.1	Tram Approvals (City Council/City Bureaus)	08/22/03	09/30/04
5.2.1.2	PDOT Agreement for Tram Construction Mgt/Gen'l Contractor	08/22/03	09/30/04
5.2.2.1	Streetcar Extension Approvals	08/22/03	09/30/04
5.2.2.2	Streetcar Extension Alignment Established - SATISFIED		
5.2.3	Streetcar Extension Funding - DELETED; included in 5.2.2.1		
5.2.4	Streetcar Extension Operating Agreements - DELETED; included in 5.2.2.1		
5.2.5.1	LID Formation: Streetcar-PSU to RiverPlace - SATISFIED		
5.2.5.2	LID Formation: Tram (South Waterfront Plan Area and Marquam Hill)	08/22/03	09/30/04
5.2.5.3	LID Formation: Tram (Marquam Hill) - DELETED		
5.2.5.4	LID Formation: Macadam Avenue Improvements - DELETED		
5.2.5.5	LID Formation: Streetcar RiverPlace to Gibbs	08/22/03	09/30/04
5.2.6	Funding and Financing Plan	08/22/03	09/30/04
5.2.7	South Waterfront Street Plan and Standards - SATISFIED		
5.2.8	No New Adverse Regulations	08/22/03	09/30/04
5.2.9	Amendment of NMI Tentative Plan - DELETED		
5.2.10	Public Bidding Exemption - SATISFIED		
5.2.11.1	Agreement with PP&L	08/22/03	09/30/04
5.2.12.1	I-5 Overflight Approvals (ODOT/FHWA)	08/22/03	09/30/04
5.2.13	Oregon Opportunity Program and State Support received by OHSU - COMPLETED		
5.2.14	PGE Assessment received - SATISFIED		
5.2.15	IGAs fully executed - SATISFIED		
5.2.16	Performance by Parties of all material obligations under the Dev.Agreement	08/22/03	09/30/04
5.2.17	Each Party Demonstrates Sufficient Financial Capability	08/22/03	09/30/04
5.2.18	BES completes Moody Avenue CSO/Sewer Improvements - SATISFIED		
5.2.19	Dedication of Greenway Parcels - DELETED		
5.2.20	Street Improvement Project Funding Agreement - SATISFIED		
	<b>Phase 1 Project Contingencies</b>	08/22/03	06/30/06
	<b>Project Contingencies to Phase 1 Street Improvement Project (6.1.9)</b>		
6.1.6	Dedication of Streets by NMI, RCI, Block 39 and OHSU - COMPLETED		
6.1.9.1	RCI Final Subdivision Plat Recordation - COMPLETED		
6.1.9.2	PDC/RCI/NMI agree/execute Street Improvement Funding Agreement - COMPLETED		
6.1.9.3	Phase 1 Street Improvement Permits Issued - COMPLETED		
6.1.9.4	City shall not have adopted any adverse regulations to affect Phase 1 Street Project - COMPLETED		
	<b>Project Contingencies to Commencing Tram Construction (6.2.4) :</b>	08/22/03	01/24/05
6.2.4.1	Portion of Street Improvements in Phase 1 required to permit Tram construction	01/01/04	01/21/05
6.2.4.2	Property Conveyance Documents Complete	01/01/04	01/21/05
6.2.4.3	Commencement of Construction of Phase 1 OHSU and Phase 1 Condominium DONE		
6.2.4.4	Tram Construction Funding Agreement	04/05/04	09/30/04
6.2.4.5	Tram Operations Funding Agreement	04/05/04	09/30/04
6.2.4.6	Commitments for construction of all utility improvements or relocations in the Block 25 easement in place	03/01/04	01/21/05
6.2.4.7	Block 25 Design Coordination completed by OHSU, PATI & PDC - COMPLETED		

## Exhibit J- Third Amendment

DA Reference	Task	Late Start	Late Completion
6.2.4.8	Relocation of PPL Transmission Lines is completed	07/12/04	02/28/05
6.2.4.9	Final Approval of land use approvals required to authorize the construction and operation of the tram	08/22/03	01/21/05
6.2.4.10	City shall not have adopted any adverse regulations to affect Tram	08/22/03	01/21/05
	<b>Project Contingencies to Commencing Streetcar Extension Construction (6.3.3) :</b>	08/22/03	11/30/04
6.3.3.1	Construction of PSU to RiverPlace Extension Commences - COMPLETED		
6.3.3.2	Completion or Certificate of Timely Completion of Grading Work on Block 25 by RCI or OHSU - COMPLETED		
6.3.3.3	Commencement of Construction of Phase 1 OHSU Building and Phase 1 Condominium - COMPLETED		
6.3.3.4	Completion of Block 25 Design Coordination - COMPLETED		
6.3.3.5	City shall not have adopted any ordinance, regulation, rule or requirement that adversely affect the Streetcar Extension		11/30/04
	<b>Project Contingencies to Commencing Construction of Phase 1 OHSU Buildings</b>	N/A	10/01/05
6.7.2.1	NMI and PDC have completed portion of phase 1 street improvements necessary to permit construction of OHSU bldg - COMPLETED		
6.7.2.2	OHSU has obtained final land use approvals and building foundation permits - COMPLETED		
6.7.2.3	OHSU has acquired ownership of a Parking Site	N/A	10/01/05
6.7.2.4	All Project Contingencies to construction of the Phase 1 Parking Garage have been satisfied	N/A	10/01/05
6.7.2.5	No Adverse Regulations will be passed that affect the phase 1 OHSU building	N/A	10/01/05
	<b>Project Contingencies to Commencing Construction of Phase 1 Parking Garage</b>	N/A	10/01/05
6.8.2.1	OHSU has obtained final design review approvals and permits (CCPR Approvals are not a contingency)	N/A	10/01/05
6.8.2.2	OHSU has obtained financing sufficient to enable construction / operation of garage	N/A	10/01/05
6.8.2.3	No Adverse Regulations will be passed that affect the phase 1 Parking Garage	N/A	10/01/05
	<b>Project Contingencies to Commencing Construction of Phase 1 Condominiums</b>		07/31/04
6.9.2.1	NMI and PDC have completed that portion of the Phase 1 Street Improvement Project necessary to permit construction of Phase 1 condominiums - COMPLETED		
6.9.2.2	NMI, or transferee, has obtained final land use approvals and building foundation permits - COMPLETED		
6.9.2.3	NMI, or transferee, has obtained sufficient funding commitments	N/A	07/31/04
6.9.2.4	No Adverse Regulations will be passed that affect the phase 1 condominiums	N/A	07/31/04
	<b>Project Contingencies to Commencing Construction of Phase 1 Apartments</b>	09/01/05	06/30/06
6.10.2.1	NMI & PDC have completed that portion of the Phase 1 Street Improvement Project Necessary to permit construction of Phase 1 apartments	01/05/06	06/30/06
6.10.2.2	NMI, or transferee, has obtained final land use approvals and building foundation permits	09/01/05	06/30/06
6.10.2.3	NMI, or transferee, has obtained sufficient construction & permanent financing commitments	09/01/05	06/30/06



**Exhibit J- Third Amendment**

DA Reference	Task	Late Start	Late Completion
6.10.2.4	No Adverse Regulations will be passed that affect the phase 1 apartments	09/01/05	03/31/06
	<b>Project Contingencies to Commencing Construction of Phase 1 Affordable Apartments</b>	07/01/04	12/31/06
6.11.2.1	Air and development rights are available to NMI above a parking garage	07/01/04	12/31/04
6.11.2.2	OHSU, PDC and NMI have agreed on the Structural Enhancements	07/01/04	12/31/04
6.11.2.3	Parking Garage is substantially complete and PDC agrees to finance the structural enhancement costs	N/A	12/31/06
6.11.2.4	NMI, or transferee, has obtained final land use approvals and building foundation permits	07/01/04	12/31/06
6.11.2.5	NMI and PDC have determined that the project is financially feasible	07/01/04	12/31/06
6.11.2.6	No Adverse Regulations will be passed that affect the phase 1 affordable apartments	07/01/04	12/31/06
	<b>Project Contingencies to Commencing Construction of Phase 1 Hotel</b>	08/22/03	12/30/05
6.12.2.1	Completion of market feasibility study to determine if hotel is feasible	08/22/03	06/30/05
6.12.2.2	OHSU has entered into hotel management agreement	01/01/04	12/30/05
6.12.2.3	OHSU has obtained sufficient financing commitments for construction and ownership of the hotel	01/01/04	12/30/05
6.12.2.4	OHSU has obtained final land use approvals and foundation building permit for hotel	01/01/04	12/30/05
6.12.2.5	No Adverse Regulations will be passed that affect the hotel	08/22/03	12/30/05
	<b>Project Contingencies to Construction of the Bioswale Stormwater Overflow</b>		
6.13.2	Final approval obtained for all required permits, including but not limited to: COE, DSL and BES permits - COMPLETED		
	<b>Project Contingencies to Construction of the Macadam Ave Street Project</b>	08/22/03	05/31/05
6.14.2.1	External funds identified in the Funding & Financing Plan have been committed	08/22/03	12/31/04
6.14.2.2	Project Contingencies to Phase 1 Street Improvement Project have been satisfied or waived - COMPLETED		
6.14.2.3	All required permits, including PDOT and ODOT permits, have received final approval	08/22/03	05/31/05
6.14.2.4	No Adverse Regulations will be passed that affect the Macadam Ave Project	08/22/03	05/31/05
	<b>Project Contingencies to Construction of the Storm and Sanitary Project</b>		
6.15.2	All Project Contingencies to the Phase 1 Street Improvement Project shall have been satisfied - COMPLETED		
	<b>Project Contingencies to SW Bond Avenue from SW Lane to SW Bancroft Project</b>		
6.16	Project Contingencies to the Phase 1 Street Improvement Project shall have been satisfied or waived - COMPLETED		
	<b>Project Contingencies to SW Moody Avenue from SW Gibbs to SW RiverPlace Project</b>		
6.17	Project Contingencies to the Phase 1 Street Improvement Project shall have been satisfied or waived - COMPLETED		
	<b>Phase 2 Project Contingencies</b>	04/03/06	09/29/06

## Exhibit J- Third Amendment

DA Reference	Task	Late Start	Late Completion
7.2.2	Review status of Phase 2 contingent projects within 30 days after 50% occupancy of OHSU Phase 1 building and 50% occupancy of Phase 1 condo/apt units	04/03/06 (est.)	09/29/06 (est.)
	<b>Phase 3 Project Contingencies</b>		
8.2.2	Review status within 30 days after 50% occupancy of Phase 2 OHSU building and 50% occupancy of Phase 2 condo/apt units -- provide tentative commitment to PDC	TBD	TBD
	<b>Other Projects Pursuant to Development Agreement</b>	08/22/03	12/31/12
	<b>Neighborhood Park Construction (6.4) :</b>		
6.4.1	PDC acquisition of Blocks 32 & 36	08/22/03	12/31/04
6.4.5	Parks Bureau Commencement of demolition and improvement activities	See 6.4.5	See 6.4.5
	<b>Greenway Parcel Improvements (6.5) :</b>	08/22/03	12/31/12
6.5.1	NMI & RCI prepare Initial Greenway Improvement Plans for their respective greenway parcels - COMPLETED		
6.5.1	NMI & RCI complete Initial Greenway Improvements - COMPLETED		
6.5.3.1	Completion of Greenway Development Plan	08/22/03	06/30/05
6.5.3.2	NMI & RCI pay \$25,000 as its share of the cost of GDP and GDPIS - COMPLETED		
6.5.4.1	RCI dedicates Greenway Parcel w/in 6 months after the commencement of above grade construction on BL 23, 27 & 30	01/02/06	01/02/09
6.5.4.2	NMI dedicates Greenway parcel w/in 6 months after the commencement of above grade construction on BL 34	01/02/06	10/26/07
6.5.6	City Completes Construction of Final Greenway Improvements	See 6.5.6.1	12/31/12
	<b>Moody Avenue Sewer</b>		
6.6.1	PDC will cause BES to make improvements such that the hydraulic grade line will not exceed 32.5 feet above mean sea level - COMPLETED		
	<b>Phase 1 Projects</b>	08/22/03	12/31/08
2.2.1	Phase 1A Street Improvement Project	01/01/04	12/30/05
2.2.1	Phase 1B Street Improvement Project	01/01/04	12/29/06
2.2.2	Tram Design/Permitting	08/26/03	03/01/05
2.2.2	Tram Construction	See 6.2.1	03/31/06
2.2.3	Greenway Construction - Central District	See 6.5.6.1	12/31/08
2.2.4	Streetcar Extension Design/Permitting	05/06/04	09/01/05
2.2.4	Streetcar Extension Construction	09/01/05	12/31/06
2.2.5	Tower 1 Condo Construction	05/17/04	03/31/06
2.2.5	Tower 2 Condo Construction	02/15/05	05/16/06
2.2.7	Affordable Apartments - Block 33 Construction	10/01/06	12/31/07
2.2.5	Tower 3 Condo Construction	08/17/05	12/31/07
2.2.6	Tower 4 Apartments Construction	05/17/06	12/31/07
2.2.8	OHSU selects site for Building #1 and files Design Review app - COMPLETED		
2.2.8	OHSU Building #1 Construction	05/17/04	03/31/06
2.2.9	OHSU Garage Construction	10/01/05	12/31/06
2.2.10	Hotel Construction	07/03/06	12/31/07
2.2.11	Phase 1 Neighborhood Park Project Initial Improvements	See 6.4.5	See 6.4.5
2.2.12	Bioswale Storm Overflow Construction - COMPLETED		
2.2.13	Macadam Avenue Street Project Construction	06/01/05	12/30/05

## Exhibit J- Third Amendment

DA Reference	Task	Late Start	Late Completion
2.2.14	Storm and Sanitary Project Construction (Utility Portion)	01/01/04	12/30/05
2.2.15	SW Moody Avenue from SW Gibbs Street to Marquam Bridge	09/01/05	12/31/06
2.2.15	SW Bond Avenue from SW Lane to SW Bancroft Street	06/01/05	12/30/05
2.2.16	Neighborhood Improvements	TBD	06/30/08

## **Exhibit K – General**

Exhibits K-1 through K-6 set forth the maximum, not-to-exceed LID amounts for OHSU, RCI, NMI and Block 39, based on property control shown on Exhibit A to the Development Agreement and after the distributions of Blocks by RCI to OHSU and NMI as set forth in the Recitals. Should additional properties be acquired, the maximum, not-to exceed LID amount will be adjusted by the amount of the assessment allocation to the additional property under the LID petitions. Exhibits K-1 through K-6 do not represent specific proposals for LID allocation methodologies. Further analysis will be required to form the LIDs described herein, and City Council has final authority over the definition of benefited property, assessment methodology, boundaries, amount to be spread, and the type and manner of improvements.

The amount for each LID as reflected on Exhibits K-1 through K-6 is the maximum amount which may in the aggregate be assessed to the Parties for each of the described LIDs. Except with respect to additional land which may be acquired and benefited by the LID, the maximum amounts of the LIDs may not be exceeded without the approval of the parties who will pay such amounts.

Because the assessment methodologies for the LIDs have not been established, the allocations of the maximum amounts as among the benefited parties are not yet established by PDOT. NMI and OHSU have agreed as between themselves as to the allocation of each maximum LID amount between their respective land ownerships. If the assessment methodologies for the LIDs alter the allocations actually imposed upon land owned by NMI and OHSU by PDOT, NMI and OHSU will instruct PDOT as to their agreed allocation, and PDOT shall cause the final assessments for the LIDs to conform to the agreement between NMI and OHSU.

### **Exhibit K-1**

**Streetcar - PSU to RiverPlace**

**Maximum LID Amount: \$3,000,000**

Project Description: Extend the Central City Streetcar to RiverPlace via Harrison Street, including the new Harrison Street Connector. The terminus for this project will be in River Parkway just to the west of the River Parkway/Moody Avenue intersection. This LID was approved by City Council.

Maximum, not-to-exceed amount for OHSU, RCI, NMI, Block 39: \$0.00

**Exhibit K-2**

**Tram – South Waterfront Area and Marquam Hill**

**Maximum LID Amount:**

~~\$4,500,000~~ **\$19,000,000**

Project Description: Design and construct a bicable aerial tram connecting the South Waterfront District to Marquam Hill. The lower terminus for the Tram will be located within the Gibbs Street right-of-way, between Bond and Moody Avenues. This is the point at which public access will be provided to the Tram within the South Waterfront District. The upper terminus for the Tram is on the Marquam Hill OHSU campus.

~~Maximum, not-to-exceed amount for OHSU, RCI, NMI, Block 39: \$1,733,156~~

Maximum, not-to-exceed amount for OHSU, RCI, NMI, Block 39 (not including finance and administrative costs): \$14,620,062. NMI and OHSU agree that such amount shall be allocated

between their respective ownerships as follows:

OHSU: ~~\$632,424~~ \$13,224,791

NMI Land: ~~\$1,100,732~~ \$1,395,271

**Exhibits K-3 and K-4 are deleted in their entirety.**

**Exhibit K-5**

**Streetcar - RiverPlace to Gibbs**

**Maximum LID Amount \$2,020,000**

Project Description: Extend the Central City Streetcar along either the Moody Avenue or River Parkway alignment to a new terminus at or near the intersection of Gibbs Street and Moody Avenue.

Maximum, not-to-exceed amount for OHSU, RCI, NMI, Block 39 (not including finance and administrative costs) \$556,957. NMI and OHSU agree that such amount shall be allocated between

their respective ownerships as follows:

OHSU: \$216,309.

NMI Land: \$340,648.

**Exhibit K-6**

**Streetcar - Gibbs to Bancroft**

**Maximum LID Amount: \$1,367,400**

Project Description: Extend the Central City Streetcar along Moody and Bond Avenues or an alternative alignment to Bancroft or Lowell at the southern end of the district. The project may also be part of a larger extension project to Lake Oswego along the Willamette Shore Trolley alignment.

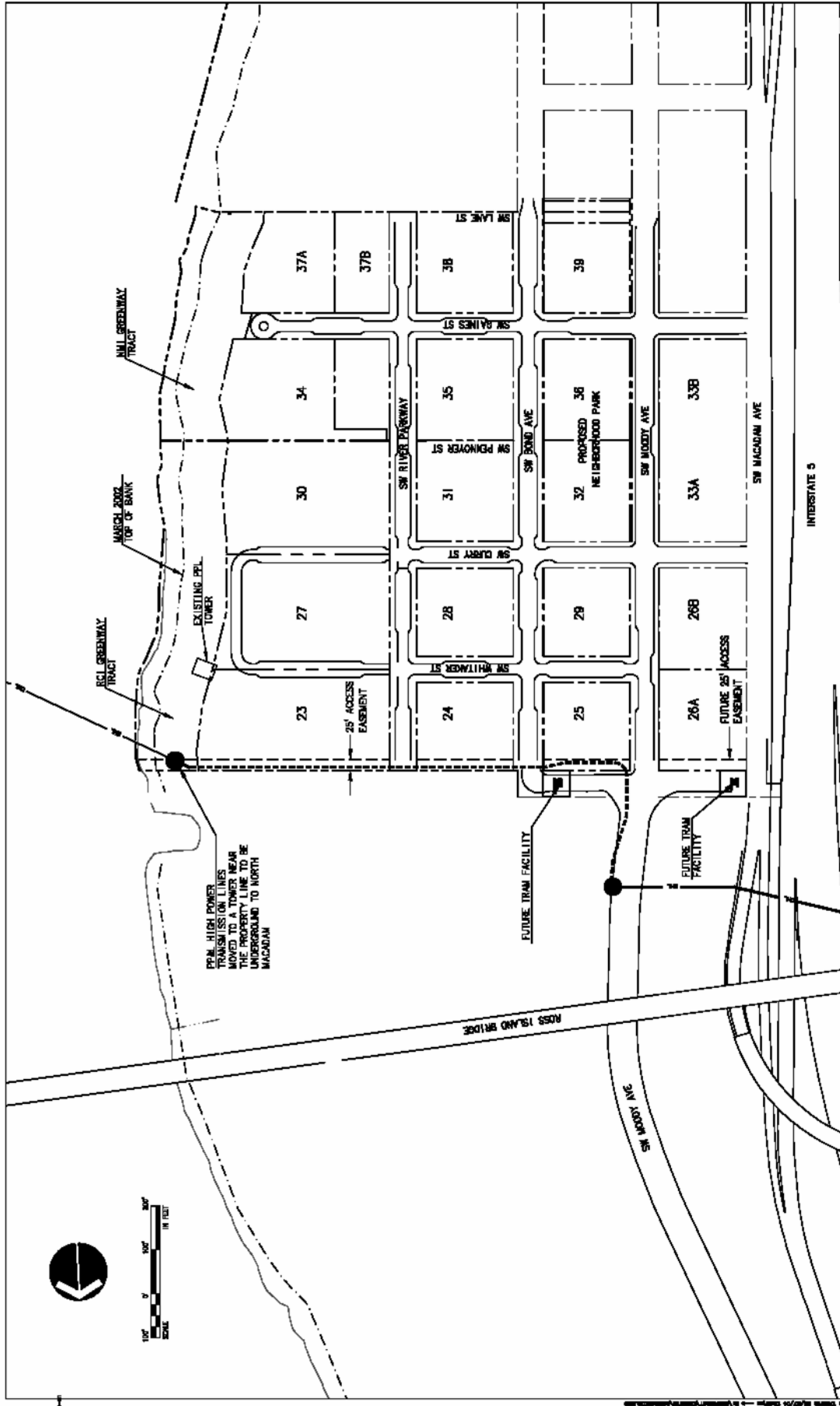
Maximum, not-to-exceed amount for OHSU, RCI, NMI, Block 39 (not including finance and administrative costs) \$350,846 as follows:  
NMI Land: \$350,846.

**SOUTH  
 WATERFRONT**

**South Waterfront  
 Central District Project**  
 Portland, OR



DATE: June 17, 2011  
 DRAWN: BM Checked: DS, BM  
 PROJECT: Portland, 10000  
 THE NORTH OREGON DISTRICT  
 Copyright 2009 ©



SCALE: 1" = 10'  
 0 5 10 15 20  
 FEET

**Exhibit U Public Investment**

**Potential Tax Increment Financing of Public Infrastructure and Public Project Activities**

\$	4,000,000	Affordable Housing
	3,780,000	Streetcar (RiverPlace to Gibbs)
	1,733,000	Harrison Street
	3,250,000	Tram
	2,000,000	Neighborhood Improvements
	550,000	Bond Avenue -- Lane to Bancroft
	5,083,000	Street Improvement Project -- Public Obligations
	63,000	Bioswale/Stormwater Overflow
	350,000	Storm/Sanitary Improvements
	5,000,000	OHSU Commercializable Research Space
	5,000,000	Neighborhood Park
	<hr/>	
	30,809,000	<b>Tier 1 Subtotal</b>
	2,000,000	Strategic Property Acquisition
	2,200,000	Neighborhood Park -- Initial Improvements
	1,000,000	Greenway -- Public Improvements
	7,000,000	Additional Funds for Phase 1 Affordable Housing
	<hr/>	
	12,200,000	<b>Tier 2 Subtotal</b>
\$	<b>43,009,000</b>	<b>TOTAL Potential TIF Investment</b>

Notwithstanding Section 18.2.2.1, Exhibit U represents the Public Investment as of the Effective Date of the Third Amendment to this Agreement. Pursuant to revised Section 3.2.3, federal funding may offset the planned investment of TIF in Tier 1 Public Projects without reducing the total Public Investment in Phase 1 Projects.



**Exhibit V-1 - Additional Project Obligation Target RMV and Debt Service Payments**

OPTION 1	FY08-09	FY09-10	FY10-11	FY11-12	FY12-13	FY13-14	FY14-15	FY15-16	FY16-17	FY17-18	FY18-19	FY19-20
Target Real Market Value if Commercial Valuation	\$37,000,000	37,000,000	37,000,000	37,000,000	37,000,000	37,000,000	37,000,000	37,000,000	37,000,000	37,000,000	37,000,000	37,000,000
Debt Service Payment	\$ 447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660

OPTION 2	FY08-09	FY09-10	FY10-11	FY11-12	FY12-13	FY13-14	FY14-15	FY15-16	FY16-17	FY17-18	FY18-19	FY19-20
Target Real Market Value if Residential Valuation	\$30,300,000	30,300,000	30,300,000	30,300,000	30,300,000	30,300,000	30,300,000	30,300,000	30,300,000	30,300,000	30,300,000	30,300,000
Debt Service Payment	\$ 447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660	447,660

This Exhibit is intended to quantify Target Real Market Value and debt service payment amount as described in Section 18.7.1

**EXHIBIT X-1**  
**WORKFORCE PARTICIPATION GOALS<sup>1</sup>**

Implementation Period 2004-2013

Year	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Women	4%	5%	6%	8%	10%	11%	12%	13%	14%	15%
Minority	12%	13%	14%	15%	16%	17%	18%	19%	20%	20%
Total	16%	18%	20%	23%	26%	28%	30%	32%	34%	35%

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<sup>1</sup> PDC provided this chart based on current participation of minority and women apprentices and future projections of apprentice enrollment. The Parties agree that these estimates are not intended to establish any form of “quota system.” Rather, they are good faith goals.

**EXHIBIT X-2**  
**Apprenticeship Training Targets<sup>1</sup>**

<u>Training Program</u>	<u>15% Females (no. needed/yr)</u>	<u>20% Minorities (no. needed/yr)</u>	<u>Ten (10) year Target (F)</u>	<u>Ten (10) year Target (M)</u>
Cement masons	2	2	10	10
Elevator Installers	2	2	10	10
Floor Coverers	2	2	10	10
Glaziers	2	2	10	10
IBEW Electrical	6	7	30	35
Iron workers	4	2	20	10
Op. Engineers	2	2	10	10
OR-WA Laborers	2	2	10	10
OR-WA Carpenters	7	2	35	10
Painters	2	2	10	10
Plumbers	4	4	20	20
Steamfitters	4	4	20	20
Sheet metal	2	4	10	20
Sprinkler Fitters	2	2	10	10
Drywall Installers	2	2	10	10
<b>Totals</b>	45	41	225	205

<sup>1</sup> PDC provided this chart based on current participation of minority and women apprentices and future projections of apprentice enrollment. The Parties agree that these estimates are not intended to establish any form of “quota system.” Rather, they are good faith targets.

**Exhibit X-3**  
**Current Overall Apprenticeship Graduation Rates by Trade**  
**(Columbia-Pacific Building Trades Region)**

Trade	Target Apprenticeship Graduation Rates by Trade/Year									
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Cement Mason	--	--	48.70%	57.10%	57.10%	57.10%	57.10%	57.10%	57.10%	57.10%
Elev. Install	--	--	--	91%	92%	96%	96%	96%	96%	96%
Floor Coverers	--	--	36.40%	55.50%	58.50%	61.50%	65%	66%	67%	67%
Glaziers	--	--	--	45%	46%	55.50%	62%	64%	64%	64%
Inside Electricians	--	--	--	78.5%	81%	83%	84%	84%	84%	84%
Iron Workers	--	--	29%	49%	49%	49%	49%	49%	49%	49%
Operating Engineer	--	--	19.50%	23.50%	27.30%	28.60%	30.40%	30.40%	30.40%	30.40%
Laborers	--	--	22.50%	32%	35%	35%	35%	35%	35%	35%
Carpenters	--	--	--	52.50%	54.70%	54.70%	54.70%	54.70%	54.70%	54.70%
Painters	--	--	23.80%	25%	36%	36%	36%	36%	36%	36%
Plumbers	--	--	--	59.90%	68%	70%	72%	72%	72%	72%
Steamfitters	--	--	--	53.80%	78%	82%	84%	84%	84%	84%
Sheet Metal	--	--	--	--	31%	54%	56.70%	57.70%	61.80%	61.80%
Sprinkler Fitters	--	--	--	53.80%	78%	82%	84%	84%	84%	84%
Drywall Installers	--	--	16.70%	18.20%	20%	22%	22%	22%	22%	22%

Source: BOLI