

**FIRST AMENDMENT TO THE
OKLAHOMA REGIONAL INNOVATION
DISTRICT PROJECT PLAN**



March 24, 2023

FIRST AMENDMENT TO OKLAHOMA REGIONAL INNOVATION DISTRICT PROJECT PLAN

I. PURPOSE OF THE AMENDMENT

The purpose of this amendment to the Oklahoma Regional Innovation District Project Plan (“Project Plan”) is to supplement and strengthen the Project Plan by creating two new increment districts: (1) a sales tax increment district covering only the large mixed-use project (known as Convergence) located at Harrison Avenue and North Stiles Avenue that includes the MAPS 4 Innovation Hall and (2) an ad valorem increment district on property that remains undeveloped or significantly underdeveloped, primarily along the western and northern edges of the Innovation District.

The objectives, principal actions, and authorizations of the Project Plan remain unchanged, except as provided here. This First Amendment provides additional critical support to implement the City of Oklahoma City’s economic development objectives for the Innovation District generally and in the project area in particular, with special focus on the development of an innovation hub – the City’s MAPS 4 Innovation Hall and related private development – and the enhancement of both the physical and economic connections between the anchor institutions in the Innovation District and the neighborhoods, amenities, and complementary developments that are essential to achieving its potential. This First Amendment also strengthens the City’s commitment to expanding opportunities for historically underserved communities and disinvested portions of Northeast Oklahoma City.

II. BOUNDARIES OF PROJECT AREA AND THE INCREMENT DISTRICTS.

- A. Project Area and Boundaries. The Project Area is the principal area in which project activities will take place and project expenditures may be made. The amended boundaries of the Project Area are generally the area bounded on the west by North Broadway Avenue (embracing Automobile Alley), on the north mostly by N.E. 14th Street or the east-west alley between 13th and 14th Streets (and N.E. 16th Street at certain points), on the east primarily by N. Kate Avenue, and bounded on the south by the Union Pacific Railroad rights-of-way. Most of the Project Area is within the Harrison-Walnut Urban Renewal Plan Area. The boundaries of the Project Area are shown on Exhibit “A” and described on Exhibit “B.”
- B. Increment Districts and Boundaries. The boundaries of the new sales tax increment district designated as Increment District No. 17, and the new ad valorem tax increment district designated as Increment District No. “P”, The City of Oklahoma City, are shown on Exhibit “A” and described on Exhibit “B.” Increment District No. “P” may be activated at a later date upon resolution of the City Council of The City of Oklahoma City.

III. ELIGIBILITY OF PROJECT AND INCREMENT DISTRICT AREAS.

Both the Project Area and Increment District areas are within a State designated “Enterprise Zone.” A map showing the Enterprise Zone boundaries is attached as Exhibit “C.”

IV. OBJECTIVES.

The purposes of the Project and the authorized Increment Districts continue to be to assist in implementing an Innovation District strategy, to achieve the economic development objectives of the City contained in this Project Plan, and to continue implementing the objectives of the Harrison-Walnut Urban Renewal Plan, which will collectively:

- A. Create new synergies supporting economic opportunity and economic development;
- B. Promote enhanced education, skills training programs, internships, workforce development, and entrepreneurial support;
- C. Create relationships with adjacent neighborhoods;
- D. Redevelop adjacent neighborhoods in accordance with previously approved urban renewal plans;
- E. Serve as a catalyst for retaining and expanding employment;
- F. Recruit and retain new business in the Project Area with a focus on biotechnology, technology, life sciences, pharmaceuticals, energy, aerospace, and engineering;
- G. Attract major investment in the area;
- H. Preserve and enhance the tax base; and
- I. Make possible interactions, investment, development and economic growth, which would otherwise be difficult without the Project and the apportionment of ad valorem and sales taxes from the Increment Districts.

V. STATEMENT OF PRINCIPAL ACTIONS.

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

- A. **INNOVATION**. Planning, financing, acquisition, construction, long-term leasing or disposition, and assistance in development financing of Innovation District facilities, complementary commercial facilities, and supporting public improvements by or pursuant to agreement with the Oklahoma City Redevelopment

Authority, a public trust, (“OCRA”) and/or the Oklahoma City Urban Renewal Authority, a public body corporate (“OCURA”).

- B. **PLACE-MAKING.** Planning, financing, acquisition, construction, development, disposition, and assistance in development financing of public places (including green space, open space, meeting and gathering space, workspace, conference facilities, entertainment space, and arts and cultural space), parking facilities, complementary commercial and retail facilities, and supporting public improvements by or pursuant to agreements with OCRA and/or OCURA.
- C. **NEIGHBORHOOD MAKING.** Neighborhood making through neighborhood engagement and through the implementation of economic development and redevelopment activities by OCURA, in accordance with the Harrison-Walnut Urban Renewal Plan and this Project Plan, including the negotiation, preparation, execution, and implementation of development and redevelopment agreements, including agreements for financing, property acquisition, construction, and land disposition, as authorized by the Oklahoma Urban Renewal Law, 11 O.S. § 38-101, *et seq.*
- D. **ENHANCED EDUCATION.** Implementation of agreements for enhanced education, skills training programs, workforce development, internships, and entrepreneurial support through OCRA.

VII. ESTABLISHMENT OF OKLAHOMA CITY INCREMENT DISTRICT NO. 17 AND INCREMENT DISTRICT NO. "P"

- A. The increment of Oklahoma City sales and use taxes generated by Increment District No. 17, as determined by a formula to be approved by resolution of the Oklahoma City Council in accordance with the Local Development Act, 62 O.S. § 850 *et seq.* shall be apportioned to pay Project Costs authorized pursuant to Section IX of this Amendment for a period not to exceed 25 fiscal years or the period required for payment of the Project Costs authorized pursuant to Section IX of this Amendment, whichever is less. The local sales tax increments which are apportioned to pay project costs may be supplemented by state local government matching payments pursuant to the Oklahoma Local Development and Enterprise Zone Incentive Leverage Act, 62 O.S. § 840, *et seq.* (“Leverage Act”).
- B. The increment of ad valorem taxes from Increment District No. “P” in excess of the base assessed values of Increment District No. “P” shall be apportioned to pay project costs authorized pursuant to Section IX of this Project Plan (“Project Costs”) for a period not to exceed 25 fiscal years from the effective date, calculated as provided by law, or the period required for the payment of the Project Costs authorized pursuant to Section IX of this Amendment, whichever is less.

- C. During the period of apportionment, the apportionment funds shall constitute funds of OCRA, and shall not constitute a part of the general fund to be appropriated annually by the governing body of The City of Oklahoma City.

VIII. PROJECT AND INCREMENT DISTRICT AUTHORIZATIONS.

- A. OCRA and OCURA are designated and authorized as public entities to carry out and administer the provisions of this Project Plan, in accordance with their respective responsibilities, and to exercise all powers necessary or appropriate thereto as provided in 62 O.S. § 854, except for approval of this Project Plan and those powers enumerated in paragraphs 1, 3, 4, 7, 13 and 16 of said statute. As a public entity designated by The City of Oklahoma City, OCRA is authorized to: (1) enter into implementation agreements; (2) determine if acquisitions by tax-exempt entities are acquisitions in support of this Project Plan (pursuant to 62 O.S. §861 (G)); (3) issue tax apportionment bonds or notes, or both; (4) incur Project Costs pursuant to this Project Plan; (5) provide funds to or reimburse OCURA for the acquisition of property for redevelopment in the Project Area, payment of Project Costs and other costs incurred in support of the implementation of this Project Plan; (6) advance, guaranty, loan and repay funding for Project Costs by and between any of the Increment Districts under the Amended Project Plan; (7) pledge increments, other revenues, and assets to repay bonds or notes; and (8) incur the cost of issuance of bonds or notes for payment of such costs and to accumulate appropriate reserves, if any, in connection with them.
- B. OCRA is authorized to enter agreements with I-89, Vo-Tech 22, OSSM, and other public institutions to allocate revenue streams as provided in Section IX. E. and to retain a revenue stream to implement Plan objectives, including specifically to fund agreements for entrepreneurial support to be provided by i2E.
- C. Project Costs shall mean (a) the public costs authorized to be paid by apportioned tax increments pursuant to Section IX of this Project Plan, and (b) costs necessary or appropriate to implement this Project Plan other than costs authorized by Section IX, which may be authorized without amendment to this Project Plan.
- E. J. Larry Nichols, Chairman of OCURA, or his successor in office, or, if authorized by the Chairman, then the Vice-Chairman, or his successor in office, shall be the person in charge of implementation of this Project Plan in accordance with the provisions, authorizations, and respective delegations of responsibilities contained herein. The Chairman (or Vice-Chairman, as the case may be, or their respective successors in office) is authorized to empower one or more designees to exercise responsibilities in connection with Project implementation.

IX. BUDGET OF ESTIMATED PROJECT COSTS AND SPECIFIC REVENUE SOURCE FOR OTHER PUBLIC ENTITIES TO BE FINANCED BY TAXES APPORTIONED FROM INCREMENT DISTRICTS.

Five basic categories of Project Costs will be financed by the apportionment of tax increments from the Increment Districts. These are:

- A. **COMMERCIALIZATION OF RESEARCH AND TECHNOLOGY.** The cost of planning, financing, assistance in development financing, acquiring, and constructing research, development and technological application facilities, business incubators, business accelerators, complementary commercial facilities, and other public research park improvements.
- B. **PLACE-MAKING.** The cost of planning, financing, assistance in development financing, acquiring, constructing, and developing public spaces (including meeting space, gathering space, workspace, community centers, conference facilities, arts and cultural space, entertainment space, open space, and green space), public ways, parks, parking facilities, complementary commercial and retail facilities, and supporting public improvements.
- C. **IMPLEMENTATION.** The cost of implementing and administering the Project Plan incurred or to be incurred by OCRA and OCURA, as well as Oklahoma County, including, but not limited to payment and/or reimbursement of costs advanced in connection with the preparation and approval of the Project and Project Plan, administrative costs, organizational costs, professional service costs and financing costs and fees.
- D. **SUPPORTING DEVELOPMENT.** The costs of implementing the economic development and redevelopment activities of OCURA, in accordance with the Harrison-Walnut Urban Renewal Plan and this Project Plan, including assistance in development financing, contracts for implementation activities, including relocation and site preparation, and the negotiation, preparation, execution, and implementation of development and redevelopment agreements, including agreements for financing, property acquisition, construction of public improvements, and land disposition, as authorized by the Oklahoma Urban Renewal Law, 11 O.S. § 38-101, *et seq.*
- E. **SPECIFIC REVENUE SOURCE FOR PUBLIC ENTITIES FOR ENHANCED EDUCATION, SKILLS TRAINING PROGRAMS, INTERNSHIPS, AND ENTREPRENEURIAL SUPPORT.** The provision of a specific revenue source from apportioned tax increments for other public entities in the area in order to provide enhanced education (including emphasis on science, technology, engineering, arts, and mathematics – sometimes referred to as “STEAM”), skills training programs, intern programs, workforce development, and entrepreneurial support for the new employment to be generated by the Project. Okla. Const. Art. 10, §6C; 62 O.S. §853(9), 14(e), 14(i), and §854(4).

Estimated Project Costs

<u>Increment District:</u>	<u>No. 17</u>	<u>No. "P"</u>
Category A Costs (Commercialization)		
Category B Costs (Place-Making)		\$5,000,000
Category C Costs (Implementation)		\$4,000,000
Category D Costs (Supporting Development)	\$2,500,000	\$71,000,000
Category E Costs (Revenue for Public Entities)		\$10,000,000
TOTAL	<hr/> \$2,500,000	<hr/> \$90,000,000

Plus interest and costs of financing in connection with the Project.

Advances, guaranties, loans, and repayments between and among all the Increment Districts established by the Project Plan may also be financed by the apportionment of tax increments from the Increment Districts, provided that the aggregate budgets for the respective Increment Districts are not exceeded. Project Costs remaining unpaid upon the expiration of an Increment District may be paid from increments of the remaining Increment District(s).

It is estimated that the major developments in the Project Area will continue to occur primarily during the first ten years following the date of approval of this Project Plan, and that such costs may be incrementally incurred during such period by both periodic financing notes and bonds and by the payment of some Project Costs directly from apportioned increments.

X. FINANCING REVENUE SOURCES.

The revenue source expected to finance Project Costs authorized by Section IX above is the incremental increase in ad valorem tax and sales revenue generated by the Project within the Increment Districts. It is estimated that between \$1 million annually in the near term, and more than \$4 million annually over the longer term, will be generated by the incremental increases in ad valorem tax revenue from the two new Increment Districts.

XI. PUBLIC REVENUE ESTIMATED TO ACCRUE FROM THE PROJECT.

The estimated incremental increases in ad valorem tax revenue, which will serve as the revenue source for financing the Project Costs and providing a revenue source for other public entities in the area as authorized by Section IX, are the public revenues directly attributable to the Project defined by establishment of the Increment Districts.

Separately, it is anticipated that development of the Project as a whole, and the attendant increases in employment, will result in increased sales taxes for The City, increased sales taxes for Oklahoma County, increased sales taxes for the State of Oklahoma, increased ad valorem taxes outside of the Increment Districts, and increased income tax revenues to the State of Oklahoma.

XII. PRIVATE AND PUBLIC INVESTMENTS EXPECTED FOR THE PROJECT.

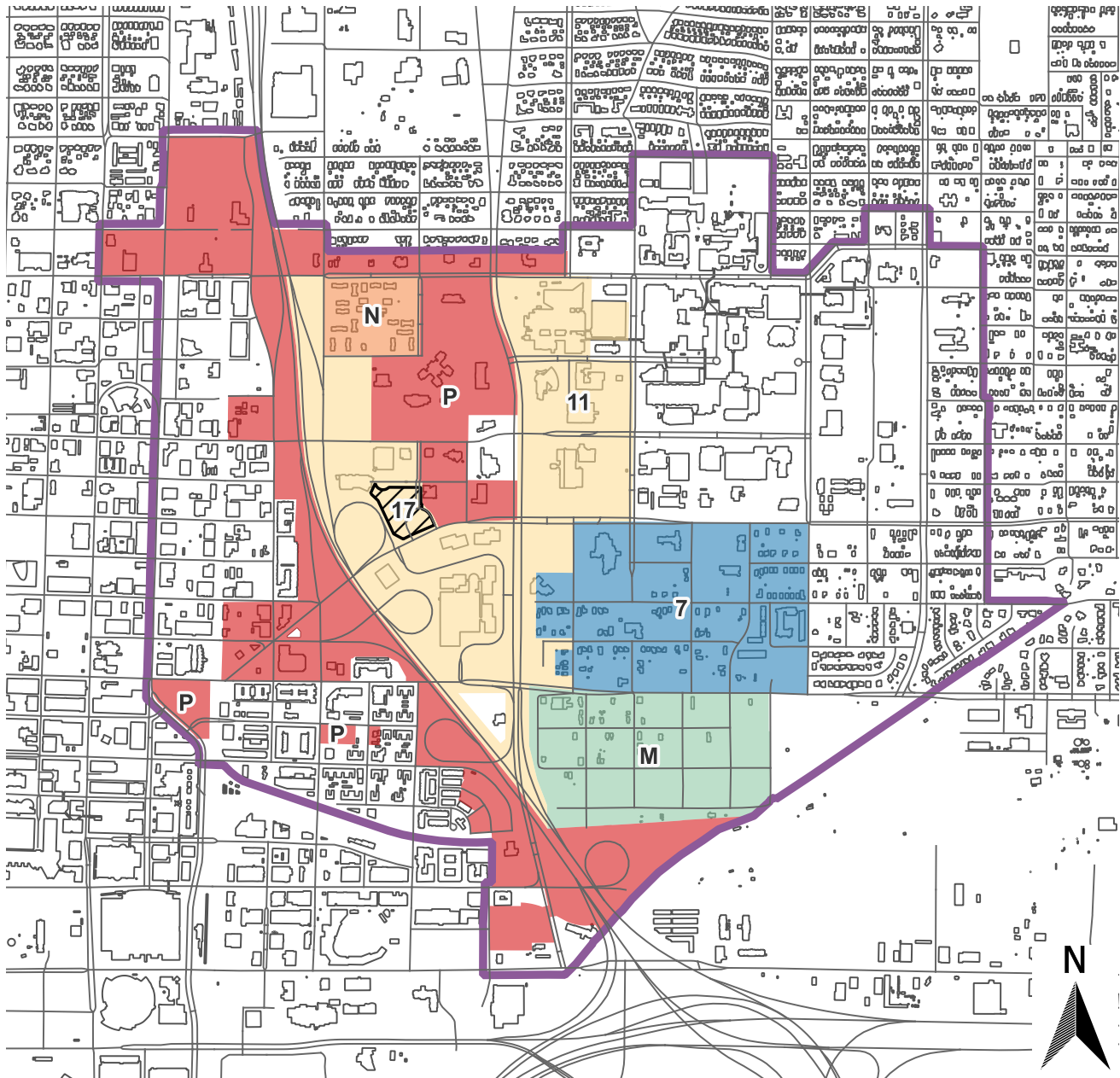
The total estimated public and private investment for the Project ranges from more than \$1 billion over the last decade to more than \$2 billion over the life of the Project. Proposed improvements to and uses of property in the Increment Districts are shown generally on the attached Exhibit “D.”

XIII. MISCELLANEOUS PROVISIONS.

Existing uses of real property in the proposed Increment Districts are shown on the attached Exhibit “E.” Changes in zoning of the Capitol-Medical Center Improvement and Zoning Commission and of The City of Oklahoma City are to be determined in connection with specific developments, although revisions which accommodate multi-use developments will be necessary. This Project Plan complies with the objectives and priorities of the Comprehensive (Master) Plan of The City of Oklahoma City and the Capitol-Medical Center Improvement and Zoning District.

EXHIBIT A

PROJECT AREA AND INCREMENT DISTRICT BOUNDARIES



Legend

— Project Area

Increment Areas


-  17
-  11
-  7
-  N
-  M
-  P

EXHIBIT B

LEGAL DESCRIPTIONS

Project Area:

A tract of land being a part of Sections 26, 27, 28, 33, 34 and 35, Township 12 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, being more particularly described as follows:

Beginning at the Northwest (NW) Corner of N.W. 16th Street and N. Broadway Avenue, said point being the POINT OF BEGINNING;

THENCE East along and with the North right-of-way line of N.W. 16th Street to the centerline of Interstate 235;

THENCE Southeasterly along and with the centerline of Interstate 235 to the extended North right-of-way line of N.E. 14th Street;

THENCE East along and with the North right-of-way line of N.E. 14th Street extended to the East right-of-way line of North Walnut Avenue;

THENCE South along and with the East right-of-way line of North Walnut Avenue to the North line of the East/West Alley in Block 2 as shown on the plat CLASSEN'S NORTH HIGHLAND PARKED ADDITION;

THENCE East along and with the North line of the East/West Alley in Block 2 as shown on the plat CLASSEN'S NORTH HIGHLAND PARKED ADDITION and the North line of the East/West Alley in Block 3 as shown on the AMENDED PLAT BLOCKS 3&4 CLASSEN'S NORTH HIGHLAND PARKED ADDITION and the North line of the East/West Alley in Block 7 as shown on the plat HOWE'S CAPITOL ADDITION to the West right-of-way line of N. Lindsey Avenue;

THENCE North along and with the West right-of-way line of N. Lindsey Avenue to the North right-of-way line of N.E. 14th Street;

THENCE East along and with the North right-of-way line of N.E. 14th Street to the West right-of-way line of N. Phillips Avenue;

THENCE North along and with the West right-of-way line of N. Phillips Avenue to the North right-of-way line of N.E. 16th Street;

THENCE East along and with the North right-of-way line of N.E. 16th Street to the East right-of-way line of N. Kelley Avenue;

THENCE South along and with the East right-of-way line of N. Kelley Avenue to the North right-of-way line of N.E. 13th Street;

THENCE Easterly along and with the North right-of-way line of N.E. 13th Street to the West right-of-way line of N. Everest Avenue;

THENCE North along and with the West right-of-way line of N. Everest Avenue to the North right-of-way line of N.E. 14th Street;

THENCE East along and with the North right-of-way line of N.E. 14th Street to the East right-of-way line of N. Lottie Avenue;

THENCE South along and with the East right-of-way line of N. Lottie Avenue to the North right-of-way line of N.E. 13th Street;

THENCE East along and with the North right-of-way line of N.E. 13th Street to the East right-of-way line of N. Kate Avenue;

THENCE South along and with the East right-of-way line of N. Kate Avenue to the North right-of-way line of N.E. 6th Street;

THENCE East along and with the North right-of-way line of N.E. 6th Street to the Northwesterly right-of-way line of the Union Pacific Railroad;

THENCE Southwesterly along and with the Northwesterly right-of-way line of the Union Pacific Railroad to the South right-of-way line of E. Reno Avenue;

THENCE West along and with the South right-of-way line of E. Reno Avenue to the West right-of-way line of Charlie Christian Avenue (also known as Byers Avenue);

THENCE North along and with the West right-of-way line of Charlie Christian Avenue (also known as Byers Avenue) to the North right-of-way line of E. Sheridan Avenue;

THENCE East along and with the North right-of-way line of E. Sheridan Avenue to the Southeast (SE) Corner of a tract of land recorded in Book 12097, Page 1406;

THENCE North along and with the East line of said tract of land recorded in Book 12097, Page 1406 to the Northeast (NE) Corner of said tract of land recorded in Book 12097, Page 1406;

THENCE Northwesterly along and with the current South right-of-way line of the railroad branch line and the North line of said tract of land recorded in Book 12097, Page 1406, the North line of a tract of land recorded in Book 7866, Page 761 and the North line of a tract of land recorded in Book 14224, Page 603 to the South right-of-way line of N.E. 2nd Street;

THENCE West along and with the South right-of-way line of N.E. 2nd Street to the West right-of-way line of N. E.K. Gaylord Boulevard;

THENCE Northwesterly along and with the West right-of-way line of N. E.K. Gaylord Boulevard to the West right-of-way line of N. Broadway Avenue;

THENCE North along and with the West right-of-way line of N. Broadway Avenue to the South right-of-way of N.W. 13th Street;

THENCE West along and with the South right-of-way line of N.W. 13th Street to the West right-of-way line of N. Robinson Avenue;

THENCE North along and with the West right-of-way line of N. Robinson Avenue to the North right-of-way line of N.W. 14th Street;

THENCE East, along and with the North right-of-way line of N.W. 14th Street to the West right-of-way line of N. Broadway Avenue;

THENCE North along and with the West right-of-way line of N. Broadway Avenue to the POINT OF BEGINNING.

TIF No. 17:

A tract of land being a part of the Northwest Quarter (NW/4) of Section Thirty-four (34), Township Twelve (12) North, Range Three (3) West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, being a portion of Lots One (1) and Two (2) Block Twenty-two (22) a portion of vacated Harrison Avenue, a portion of vacated N.E. 8th Street, a portion of vacated Central Avenue, portion of vacated N.E. 9th Street, a portion of vacated Stiles Avenue and a portion of vacated Stiles Circle (platted The Circle) as shown on the plat MAYWOOD ADDITION recorded in Book 1 of plats, Page 20 and a portion of Lots One (1) and Five (5) through Thirteen (13) and Lots Sixteen (16) through Eighteen (18) and all of Lots Two (2) through Four (4) and Nineteen (19) through Twenty-seven (27) and a portion of the North/South and East/West Alleys all in Block Fifteen (15) as shown on the AMENDED PLAT OF BLOCK NUMBER FIFTEEN MAYWOOD ADDITION recorded in Book 1 of plats, Page 44, being more particularly described as follows:

Commencing at the Northeast (NE) Corner of Lot One (1) of said Block Fifteen (15);

THENCE South 00°03'06" East, along and with the East line of said Block Fifteen (15), a distance of 13.97 feet to a point on the East line of said Lot One (1) Block Fifteen (15), said point lying on the West right-of-way line of said vacated Stiles Avenue, said point being the POINT OF BEGINNING;

THENCE North 89°58'03" East, departing the West right-of-way line of said vacated Stiles Avenue, a distance of 48.33 feet;

THENCE South 00°34'48" East, a distance of 157.58 feet;

THENCE North 89°25'06" East, a distance of 10.22 feet to a point on the East right-of-way line of said vacated Stiles Avenue;

THENCE South 00°03'06" East, along and with the East right-of-way line of said vacated Stiles Avenue, a distance of 47.16 feet to a point on the centerline of said vacated Stiles Circle;

THENCE along and with the centerline of said vacated Stiles Circle on a non-tangent curve to the right having a radius of 125.00 feet, a chord bearing of South 50°07'10" East, a chord length of 109.77 feet and an arc length of 113.64 feet;

THENCE South 24°04'25" East, departing said centerline, a distance of 89.14 feet;

THENCE South 66°29'09" West, a distance of 246.51 feet;

THENCE South 62°45'50" West, a distance of 58.71 feet to the Southeast (SE) Corner of that portion of platted Harrison Avenue vacated by Book 12523, Page 682 (vacated Harrison Avenue);

THENCE South 63°40'54" West, along and with the current North right-of-way line of Harrison Avenue, a distance of 21.57 feet to the East right-of-way line of Interstate 235;

THENCE along and with the East right-of-way line of Interstate 235 the following four (4) calls:

1. North 61°43'03" West, a distance of 103.29 feet;
2. North 25°34'54" West, a distance of 349.90 feet;
3. North 46°34'56" West, a distance of 96.68 feet;
4. South 89°54'20" West, a distance of 1.87 feet;

THENCE North 25°09'06" East, departing said East right-of-way line, a distance of 107.09 feet;

THENCE on a non-tangent curve to the left having a radius of 76.00 feet, a chord bearing of South 70°52'15" East, a chord length of 130.48 feet and an arc length of 156.88 feet;

THENCE on a reverse curve to the right having a radius of 25.00 feet, a chord bearing of North 69°58'48" East, a chord length of 17.09 feet and an arc length of 17.44 feet;

THENCE North 89°58'03" East, a distance of 246.10 feet to the POINT OF BEGINNING.

TIF No. P:

A tract of land being a part of Sections 27 and 34, Township 12 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, being more particularly described as follows:

Beginning at the Intersection of the centerline of N.E. 13th Street and the centerline of N. Stiles Avenue;

THENCE East along and with the centerline of N.E. 13th Street to the centerline of N. Lincoln Boulevard;

THENCE Southerly along and with the centerline of N. Lincoln Boulevard to the North line of the Northeast Quarter (NE/4) of said Section 34;

THENCE West along and with the North line of the Northeast Quarter (NE/4) of said Section 34 and the North line of the Northwest Quarter (NW/4) of said Section 34 to the centerline of N. Geary Avenue;

THENCE South along and with the centerline of N. Geary Avenue to the centerline of platted N.E. 9th Street;

THENCE East along and with the centerline of platted N.E. 9th Street to the centerline of N. Lincoln Boulevard;

THENCE South along and with the centerline of N. Lincoln Boulevard to the centerline of N.E. 8th Street;

THENCE Southwesterly along and with the centerline of N.E. 8th Street to the Easterly right-of-way line of the Easterly portion of platted Stiles Circle;

THENCE Northwesterly along and with the Easterly right-of-way line of the Easterly portion of platted Stiles Circle to the East right-of-way line of Stiles Avenue;

THENCE North along the East right-of-way line of N. Stiles Avenue to the centerline of N.E. 9th Street;

THENCE West along and with the centerline of N.E. 9th Street to the centerline of N. Stiles Avenue;

THENCE North along the centerline of N. Stiles Avenue to the centerline of N.E. 10th Street;

THENCE West along the centerline of N.E. 10th Street to the centerline of platted Central Avenue;

THENCE North along and with the centerline of platted Central Avenue to the centerline of N.E. 11th Street;

THENCE East along and with the centerline of N.E. 11th Street to the centerline of N. Stiles Avenue;

THENCE North along and with the centerline of N. Stiles Avenue to the POINT OF BEGINNING.

AND

A tract of land being a part of Sections 27, 28, and 34, Township 12 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, being more particularly described as follows:

Beginning at the intersection of the centerline of N.W. 16th Street and the centerline of N. Broadway Avenue, said point being the POINT OF BEGINNING;

THENCE East along and with the centerline of N.W. 16th Street to the centerline of Interstate 235;

THENCE Southeasterly along and with the centerline of Interstate 235 to the extended centerline of N.E. 14th Street;

THENCE East along and with the centerline of N.E. 14th Street extended to the centerline of N. Walnut Avenue;

THENCE South along and with the centerline of N. Walnut Avenue to the extended centerline of the East/West Alley in Block 2 as shown on the plat CLASSEN'S NORTH HIGHLAND PARKED ADDITION;

THENCE East along and with the centerline of the East/West Alley in Block 2 as shown on the plat CLASSEN'S NORTH HIGHLAND PARKED ADDITION and the centerline of the East/West Alley in Block 3 as shown on the AMENDED PLAT BLOCKS 3&4 CLASSEN'S NORTH HIGHLAND PARKED ADDITION and the centerline of the East/West Alley in Block 7 as shown on the plat HOWE'S CAPITOL ADDITION to the centerline of N. Lindsey Avenue;

THENCE South along and with the centerline of N. Lindsey Avenue to the centerline of N.E. 13th Street;

THENCE West along and with the centerline of N.E. 13th Street to the centerline of Interstate 235;

THENCE Southeasterly along and with the centerline of Interstate 235 to the North right-of-way line of the railroad branch line running East/West along the South line of the plat PHILLIPS & MEAD EAST SIDE ADDITION;

THENCE Easterly along and with the North right-of-way of the railroad branch line running East/West along the South line of the plat PHILLIPS & MEAD EAST SIDE ADDITION to the Northwesterly right-of-way line of the Union Pacific railroad running Northeast/Southwest;

THENCE Southwesterly along and with the Northwesterly right-of-way line of the Union Pacific railroad running Northeast/Southwest to a corner on the East line of a tract of land described in Book 15218, Page 1445 (Hotel Tract A);

THENCE Northwesterly along and with the East and North line of said Hotel Tract A to East right-of-way line of N. Lincoln Boulevard;

THENCE Southwesterly, perpendicular to the right-of-way of N. Lincoln Boulevard to the centerline of N. Lincoln Boulevard;

THENCE Southeasterly along and with the centerline of N. Lincoln Boulevard to the extended North line of a tract of land described as Tract 3 in Book 10921, Page 743 (Gas Station Tract);

THENCE West along and with the North line of said Gas Station Tract to the Northwest (NW) Corner of said Gas Station Tract;

THENCE South along and with the West line of said Gas Station Tract to the Northeast

(NE) Corner of a tract of land described as Tract 2 in Book 10921, Page 743
(Restaurant Tract);

THENCE West along and with the North line of said Restaurant Tract extended to the centerline of Charlie Christian Avenue (also known as Byers Avenue);

THENCE North along and with the centerline of Charlie Christian Avenue (also known as Byers Avenue) to the extended South line of a tract of land recorded in Book 12474, Page 680 (Hotel Tract B);

THENCE East along and with the South line of said Hotel Tract B and the South line of a tract of land recorded in Book 12324, page 1864 (Parking Lot Tract) to the West right-of-way line of N. Lincoln Boulevard;

THENCE Northeasterly perpendicular to the right-of-way of N. Lincoln Boulevard to the centerline of N. Lincoln Boulevard;

THENCE Northwesterly along and with the centerline of N. Lincoln Boulevard to the centerline of E. Sheridan Avenue;

THENCE West along and with the centerline of E. Sheridan Avenue to the extended East line of a tract of land recorded in Book 12097, Page 1406 (Steelyard Tract);

THENCE North along and with the East line of said Steelyard Tract extended to the centerline of Main Street as shown on the plat THE HILL AT BRICKTOWN;

THENCE West along and with the centerline of Main Street to the centerline of N.E. 1st Street;

THENCE Northwesterly along and with the centerline of N.E. 1st Street to the centerline of N. Ellison Avenue;

THENCE Northeasterly along and with the centerline of N. Ellison Avenue to the extended South line of Common Area "G" as shown on the plat THE HILL AT BRICKTOWN;

THENCE Northwesterly along and with the South line of said Common Area "G" to a corner on the north line of Lot 6 Block 5 located 14.37 feet East of the Northwest (NW) Corner of said Lot 6 as shown on the plat THE HILL AT BRICKTOWN SECTION 3;

THENCE Northeast to the Southwest (SW) Corner of Lot 8 Block 6 as shown on the plat THE HILL AT BRICKTOWN SECTION 3;

THENCE Northeast along and with the West line of said Lot 8 Block 6 to the Northwest (NW) Corner of said Lot 8 Block 6;

THENCE North to the Southwest (SW) Corner of Lot 8 Block 9 as shown on the plat THE HILL AT BRICKTOWN SECTION 3;

THENCE Northeast along and with the West line of said Lot 8 Block 9 to the Northwest (NW) Corner of said Lot 8 Block 9;

THENCE West along and with the North line of Lot 7 Block 9 as shown on the plat THE HILL AT BRICKTOWN SECTION 3 to the extended West line of Lot 1 Block 10 as shown on the plat THE HILL AT BRICKTOWN SECTION 3;

THENCE North along and with the West line of said Lot 1 Block 10 extended to the centerline of N.E. 2nd Street;

THENCE West along and with the centerline of N.E. 2nd Street to the centerline of Russel M. Perry Avenue;

THENCE North along and with the centerline of Russell M. Perry Avenue to the centerline of N.W. 4th Street;

THENCE West along and with the centerline of N.W. 4th Street to the extended East line of a tract of Land recorded in Book 10690, Page 1165 (Block 42 Condos);

THENCE North, West and South along the boundary of said Block 42 Condos to the centerline of N.W. 4th Street;

THENCE West along and with the centerline of N.W. 4th Street to the East right-of-way line of the Railroad;

THENCE North along and with the East right-of-way line of the Railroad to the centerline of N.E. 6th Street;

THENCE East along and with the centerline of N.E. 6th Street to the extended East line of a tract of land recorded in Book 13587, Page 753 (Metropolitan Apartments);

THENCE North along and with the East line of said Metropolitan Apartments to the Northeast (NE) Corner of said Metropolitan Apartments;

THENCE West along and with the North line of said Metropolitan Apartments extended to the centerline of N. Oklahoma Avenue;

THENCE North along and with the centerline of N. Oklahoma Avenue to the centerline of N.E. 10th Street;

THENCE West along and with the centerline of N.E. 10th Street to the East right-of-way line of the railroad;

THENCE North along and with the East right-of-way line of the railroad to the centerline of Park Place;

THENCE East along and with the centerline of Park Place to the centerline of N. Oklahoma Avenue;

THENCE North along and with the centerline of N. Oklahoma Avenue to the centerline of N.E. 13th Street;

THENCE West along and with the centerline of the N.E. 13th Street and N.W. 13th

Street to the centerline of N. Robinson Avenue;

THENCE North along and with the centerline of N. Robinson Avenue to the centerline of N.W. 14th Street;

THENCE East along and with the centerline of N.W. 14th Street to the centerline of N. Broadway Avenue;

THENCE North along and with the centerline of N. Broadway Avenue to the POINT OF BEGINNING.

LESS & EXCEPT

Flatiron Tract (Book 12641, Page 828)

A tract of land being a part of the Northwest Quarter (NW/4) of Section Thirty-four (34), Township Twelve (12) North, Range Three (3) West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, and being a portion of Lot Five (5) as shown on the plat RYAN'S SUBDIVISION recorded in Book 10 of plats, Page 94 and a portion of Harrison Avenue (vacated by Ordinance No. 23,276, as modified by Ordinance No. 23,377 recorded in Book 10595, Page 809) as shown on the amended plat of MAYWOOD ADDITION TO OKLAHOMA CITY, Oklahoma County, Oklahoma recorded in Book 1 of plats, Page 20, being more particularly described as follows:

Beginning at the West corner of said Lot Five (5), said point being the POINT OF BEGINNING;

THENCE North 50°28'03" East, along and with the Northerly line of said Lot Five (5), a distance of 9.16 feet;

THENCE North 39°31'57" West, departing said Northerly line, a distance of 1.50 feet;

THENCE North 50°28'03" East, parallel with the Northerly line of said Lot Five (5), a distance of 121.24 feet;

THENCE South 39°31'57" East, a distance of 1.50 feet to a point on the Northerly line of said Lot Five (5);

THENCE North 50°28'03" East, along and with the Northerly line of said Lot Five (5), a distance of 1.11 feet;

THENCE South 41°24'46" East, departing said Northerly line, a distance of 46.54 feet;

THENCE South 02°28'48" West, a distance of 48.46 feet to a point on the South line of said Lot Five (5);

THENCE South 89°49'40" West, along and with the South line of said Lot Five (5), a distance of 130.12 feet to the POINT OF BEGINNING.

AND

A tract of land being a part of the Southwest Quarter (SW/4) of Section 34, Township 12 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, being more particularly described as follows:

Beginning at the intersection of the centerline of N.E. 3rd Street and the centerline of N. Central Avenue, said point being the POINT OF BEGINNING;

THENCE East along and with the centerline of N.E. 3rd Street to the extended East line of Lot 13 Block 10 as shown on the plat MILITARY ADDITION;

THENCE South along and with the East line of said Lot 13 extended to the centerline of the East/West Alley in said Block 10;

THENCE West, along and with the centerline of said East/West Alley to the centerline of N. Central Avenue;

THENCE North along and with the centerline of N. Central Avenue to the POINT OF BEGINNING.

AND

A tract of land being a part of the Southwest Quarter (SW/4) of Section 34, Township 12 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, being more particularly described as follows:

Beginning at the intersection of the centerline of N.E. 3rd Street and the centerline of N. Walnut Avenue, said point being the POINT OF BEGINNING;

THENCE East along and with the centerline of N.E. 3rd Street to the extended East line of Lot 4 Block 9 as shown on the plat MILITARY ADDITION;

THENCE South along and with the East line of said Lot 4 extended to the centerline of the East/West Alley in said Block 9;

THENCE West along and with the centerline of said East/West Alley to the centerline of N. Walnut Avenue;

THENCE North along and with the centerline of N. Walnut Avenue to the POINT OF BEGINNING.

AND

A tract of land being a part of the Southeast Quarter (SE/4) of Section 33, Township 12 North, Range 3 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma, being more particularly described as follows:

Beginning at the Intersection of the centerline of N.W. 4th Street and the centerline of E.K. Gaylord Boulevard;

THENCE East along and with the centerline of N.W. 4th Street to the West right-of-way

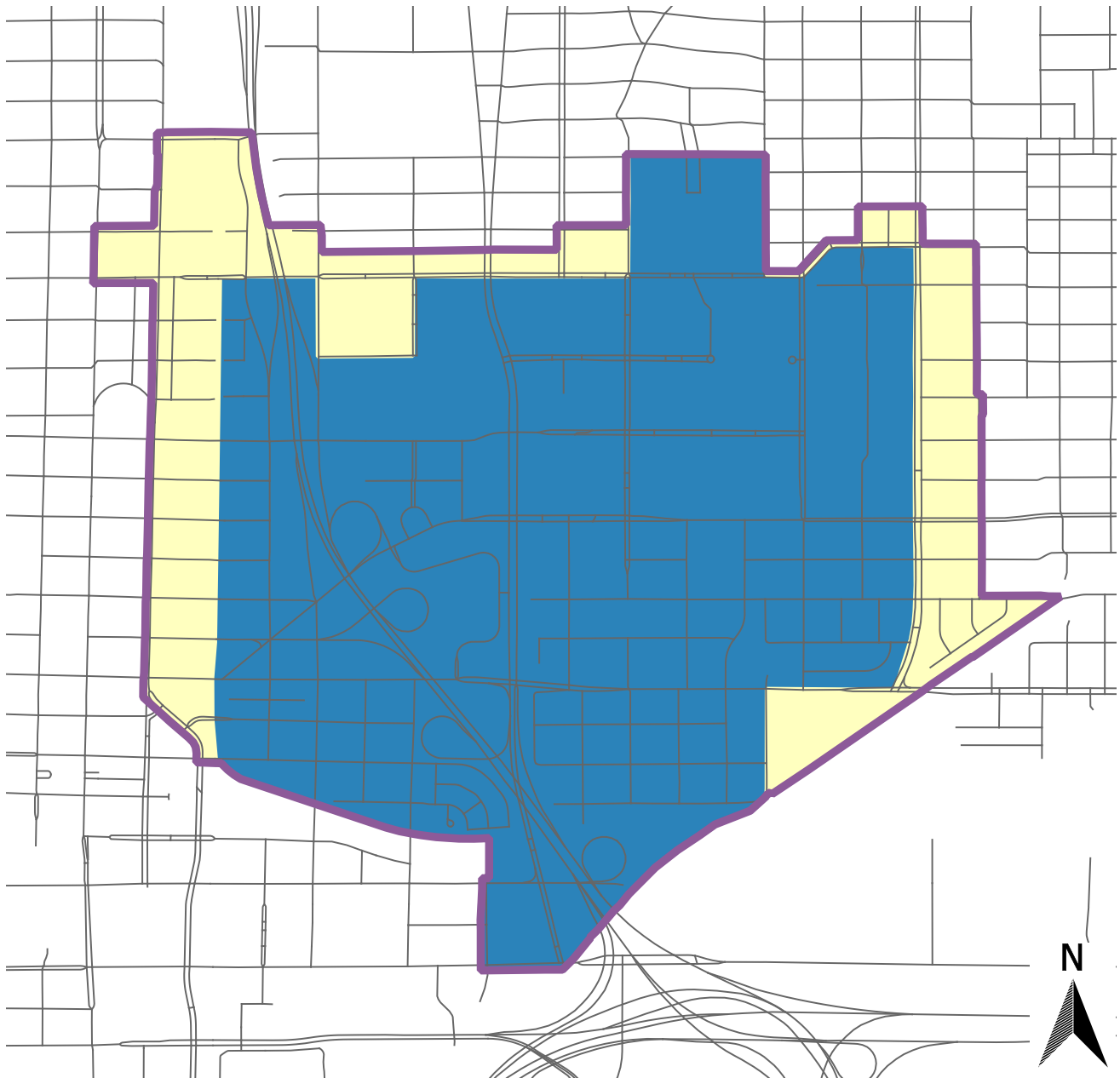
line of the Railroad;

THENCE South along and with the West right-of-way line of the Railroad to the centerline of the East/West Alley in Block 9 as shown on the recorded plat
OKLAHOMA CITY ORIGINAL;

THENCE West along and with the centerline of said East/West Alley to the centerline of E.K. Gaylord Boulevard;

THENCE Northwesterly along and with the centerline of E.K. Gaylord Boulevard to the POINT OF BEGINNING.

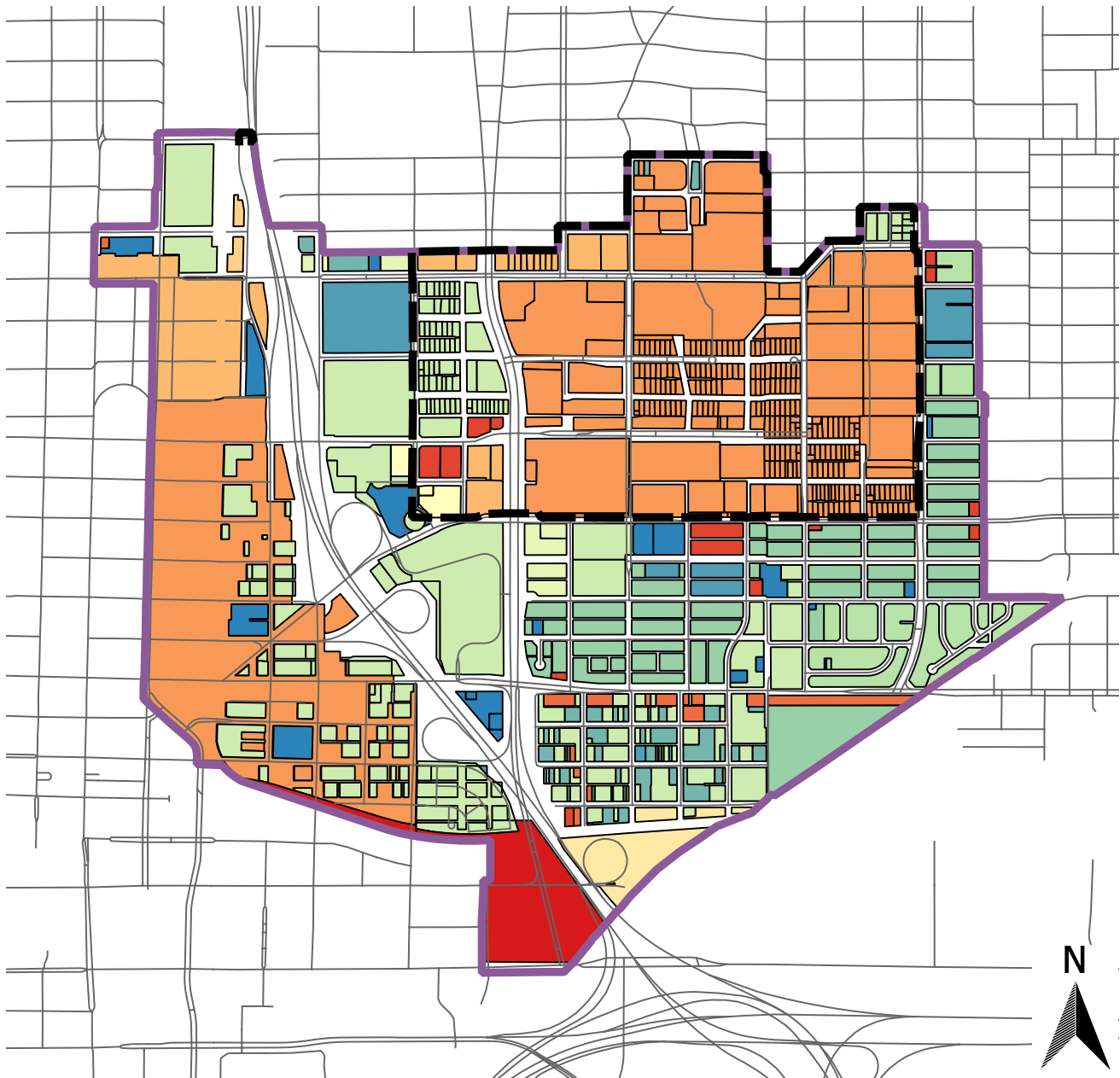
EXHIBIT C
ENTERPRISE ZONE BOUNDARY



Legend

- Enterprise Zone
- Enterprise Zone (Grandfathered Areas)

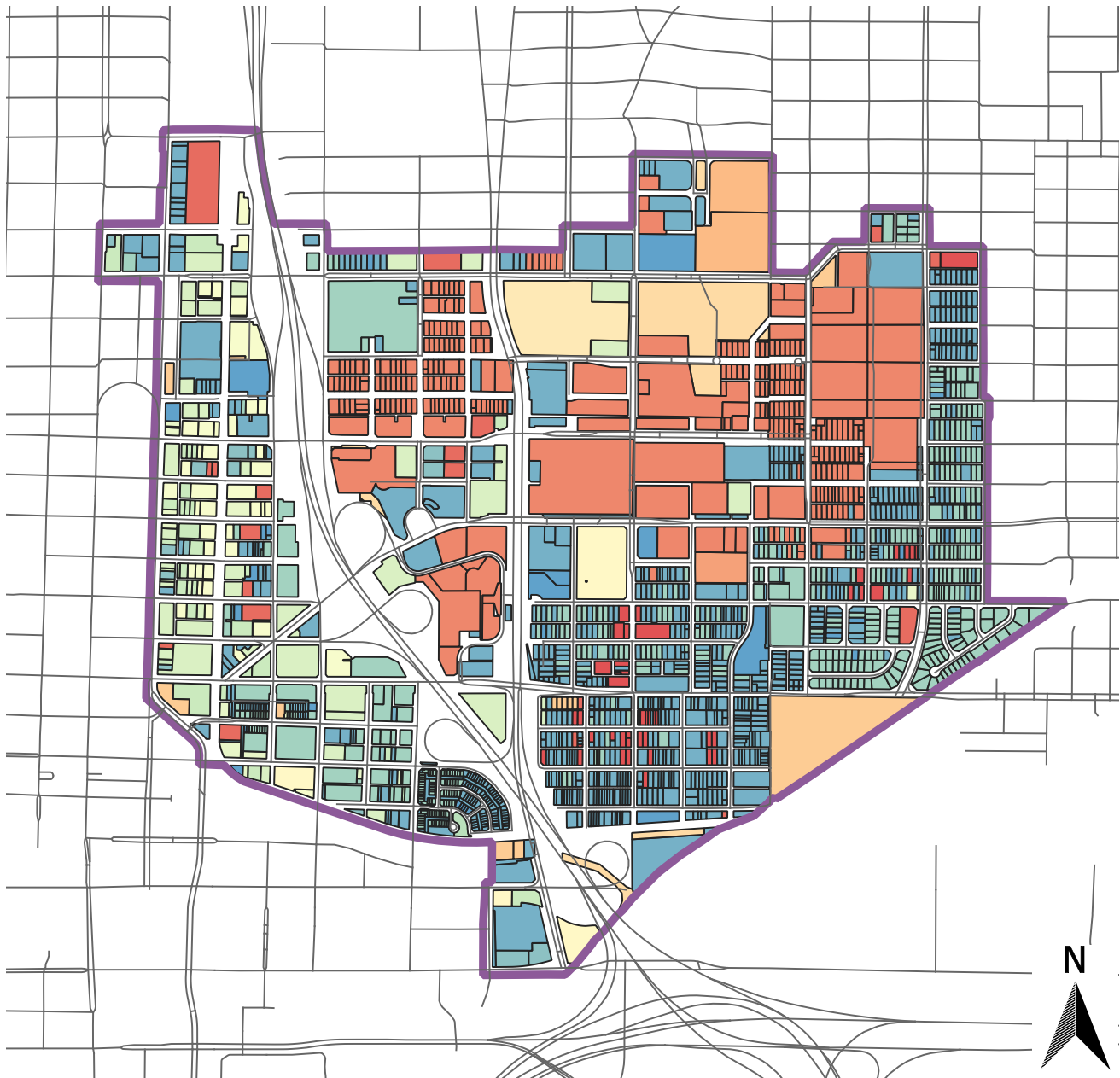
EXHIBIT D PROPOSED IMPROVEMENTS TO AND USES MAP



Legend

BC	O-2	Capitol-Medical Center Zoning District	Low Rise General Residence
C-3	PUD	Office Commercial	Low Density General Residence
C-4	R-1	Planned Unit Development	High Rise General Residence
DBD	R-2	Single Family Residence	Health Center Commercial
DTD-1	R-3		Health Center
I-2	R-4		Neighborhood Commercial
I-3	SPUD		
O-1			

**EXHIBIT E
EXISTING LAND USES**



Legend

Church	Government: Oklahoma City	Mixed Use
Commercial	Government: State	Office
Education	Hospital	Parking
Government	Hospitality	Recreation
Government: Federal	Industrial	Residential