

CITY OF URBANDALE

AMENDMENT No. 1

to the

AMENDED AND RESTATED

NORTHWEST MARKET CENTER

URBAN RENEWAL PLAN



ADOPTION OF ORIGINAL PLAN: November 14, 2000
FIRST AMENDMENT: October 19, 2010
AMENDMENT No. 2: November 27, 2012
AMENDMENT No. 3: August 5, 2014
AMENDED and RESTATED PLAN: January 6, 2015
AMENDMENT No. 1 to the AMENDED and RESTATED PLAN: January 30, 2018

I. INTRODUCTION

The Northwest Market Center Urban Renewal Plan for the Northwest Market Center Urban Renewal Area (herein "Urban Renewal Area" or "Area"), adopted in 2000, amended several times, and then amended and restated in 2015 (the "Amended and Restated Plan" or "Plan"), is being further amended to confirm, modify, and add urban renewal projects that are proposed to be undertaken within the Urban Renewal Area by this Amendment No. 1 to the Amended and Restated Plan ("Amendment").

This Amendment does not add any territory to the Urban Renewal Area. For convenience, the Urban Renewal Area is depicted in Exhibit "A."

The material changes made by this Amendment include:

1. Updating the Continuing Urban Renewal Projects
2. Addition of Proposed Urban Renewal Projects
3. Updating the Summary of Debt and Other Obligations

Except as modified by this Amendment, the provisions of the Amended and Restated Plan are hereby ratified, confirmed, and approved and shall remain in full force and effect as provided herein. In case of any conflict or uncertainty, the terms of this Amendment shall control. Any subsections of the Amended and Restated Plan not mentioned in this Amendment shall continue to apply to the Urban Renewal Area.

II. AMENDMENT'S CONFORMITY WITH DEVELOPMENT PLAN

Urbandale has a general plan for the physical development of the City as a whole, which is designated as the Urbandale Comprehensive Plan, adopted June 24, 2003 and last updated November 7, 2006. The Plan and this Amendment, and the projects described herein, are in conformity with the Urbandale Comprehensive Plan.

This Amendment does not in any way replace or modify the City's current land use planning or zoning regulation process.

The need for improved traffic, public transportation, public utilities, recreational and community facilities, or other public improvements within the Urban Renewal Area is set forth in this Urban Renewal Plan, as amended. As the Area develops, the need for public infrastructure extensions and upgrades will be evaluated and planned for by the City.

III. CONTINUING URBAN RENEWAL PROJECTS

Numerous urban renewal projects were authorized prior to the date of this Amendment and are continuing. This section provides updated descriptions for those continuing projects for which there is new information since the date of the Amended and Restated Plan.

A. The City's Acquisition and Redevelopment of 9565 Hickman Road

The large-scale and long-term urban renewal project involving the acquisition and redevelopment of 9565 Hickman Road was described in detail in the Amended and Restated Plan. The City acquired this property in 2010 for public works functions and related City services. The TIF funding for the property purchase is now expected to be ongoing through Fiscal Year 2021, with the obligation totaling \$1,105,000, which was issued in 2011. The City also incurred bonded indebtedness in connection with this property in the amount of \$400,000 in 2012, which is also ongoing until Fiscal Year 2021. Bonded indebtedness of \$2,175,000 was incurred in 2014 (ongoing through Fiscal Year 2021) for the initial phase of the fueling station and salt storage installation, and in 2015 \$612,000 was incurred for the second phase (ongoing through Fiscal Year 2030). In 2017, \$10,000 in bonded indebtedness was incurred to develop design specifications for the replacement of the existing building (ongoing through Fiscal Year 2027).

Additional details related to the indebtedness already incurred for this project are included in Section III.D., below, and details about future aspects of this project are included in Section III.E., below.

The public building analysis required by the Code of Iowa before the use of TIF on projects including a public building was completed in the Amended and Restated Plan (pages 10-13 of the Amended and Restated Plan). The City affirms that analysis for the continued redevelopment of 9565 Hickman Road, finding that alternative funding options remain less feasible than the use of TIF for the redevelopment of this property.

B. Previously Authorized Development Agreements

The City has previously authorized numerous tax rebate development agreements for multiple properties located in Crossroads Business Park, Northpark, Paragon Office Park, Interstate Acres, Ashland Park, and other individual locations. The collective amount of rebates authorized and outstanding under all these development agreements is approximately \$1,290,000. Over the next five Fiscal Years, the approximate amount of rebates remaining is as follows:

Fiscal Year	Approximate Amount of Rebates Remaining
2018	\$380,000
2019	\$300,000
2020	\$250,000
2021	\$200,000
2022	\$160,000

In addition to the specific in-progress rebates identified above, the City has two executed Development Agreements, one with Paragon South, LLC and one with Deere & Company for projects that have not yet been constructed, thus an official rebate calculation has not yet been completed on a final construction valuation, nor have these debts yet been certified for TIF collection. Estimates for the value of TIF rebates payable under these agreements are \$5,400,000.

C. Affirmation of Incentive Programs

In the Amended and Restated Plan, the City set forth a description of its incentive programs. No material changes are being made to the programs by this Amendment, but for ease of reference that description (with minor updates) is restated below:

The City may provide rebates and other incentives to developers or individual businesses under any one of the Incentive Programs set forth below or pursuant to an individualized development agreement.

Any rebates or other incentives provided under any one of the Incentive Programs outlined below will require the developer or business to enter into a development agreement with the City, and that development agreement will detail the conditions, preconditions, restrictions and requirements that will apply to the receipt of any rebates or incentives under the Programs. Any development agreement with the City, whether implementing one of the set schedules or an individually negotiated schedule, will, among other things, require the developer to dedicate all easements, temporary and permanent, and right-of-way that the City finds to be reasonable and necessary to construct public infrastructure and improvements, now or in the future, at the time of development.

Generally, the amount of tax revenue to be rebated shall be based upon a percentage of incremental tax revenue from actual taxable value added by eligible New

Construction, Rehabilitation, and Redevelopment. Scheduled Tax Rebates and other incentives shall be limited to a percentage of incremental taxes from the development/redevelopment project that are actually received into the special fund of the municipality in accordance with Chapter 403.19 of the Code of Iowa as it currently exists or may hereafter be amended. The specific percentage of incremental property taxes rebated to the developer will be set out in one of the schedules generally defined by this Plan and/or in a development agreement that has been approved by the City after due legislative process, and as determined solely by the City.

If the Amended and Restated Plan or any portion thereof is revoked, amended, invalidated, or unless not allowed by law, all existing properties that are eligible for partial tax rebates shall continue to receive rebates according to the provisions of this Plan and the development agreement until the schedule for such rebates has expired, provided that all Scheduled Tax Rebates and other incentives and development agreements are subject to the City's ability to collect incremental taxes. For example, if the City has no ability to collect incremental taxes for any year because of the expiration of the City's ability to collect incremental taxes, or for any other reason, rebates and other incentives will not be paid, credited, set aside for potential future collection, or otherwise provided for such year or any future year in which the City is unable to collect incremental taxes under this Plan.

1. Scheduled Tax Rebates.

The City expects to consider requests for partial property tax rebates (herein "Scheduled Tax Rebates") pursuant to the terms of this Plan and in accordance with its provisions and requirements.

The City shall have complete and sole discretion in determining any questions of qualifications and eligibility for Scheduled Tax Rebates and in computing the amount of each and any rebate. Developers or businesses shall be entitled to apply to the City for approval of Scheduled Tax Rebates under any of the four (4) Incentive Programs listed below (Class A Office Incentive, Redevelopment or Rehabilitation Incentive, Renaissance Place Incentive, or Standard Incentive), which application shall be done by completing and filing a standard application upon forms that are provided and in accordance with the procedures set forth by the City, at the time of applying for site plan approval or any other time prior to obtaining a building permit and commencing construction (herein "Prior Approval"), provided that sufficient architectural plans and specifications shall be submitted with the site plan and application for Prior Approval to show that the proposed development in fact qualifies for the Incentive Program. Subsequent applications for building permits and the actual construction shall thereafter be in

substantial conformance with the plans and specifications that were submitted to the City Council as part of the application for Prior Approval.

The developer/business shall only apply for Scheduled Tax Rebates under one of the Incentive Programs for any particular project, and under no circumstances shall any project receive Scheduled Tax Rebates under more than one of the Incentive Programs. It is the responsibility of the owner of the property to timely seek participation in the Incentive Programs. The City shall not be deemed to be required or have a duty to inform any party in interest as to the requirements for becoming eligible for tax rebates or other incentives, current or future eligibility for, need to apply, deadline for applications, or to be in any other way responsible for the loss or forfeiture of any tax rebate or other incentive.

For purposes of the Incentive programs, **Office Development** (herein "Office Development") is defined as:

A building and related site improvements that are primarily intended to house employees who are engaged in providing professional or support services including but not limited to administration, accounting, marketing, information processing and dissemination, consulting, design, human resources management, financial and insurance services, educational and medical services, and similar services according to classification the North American Industry Classification System (NAICS). Office buildings are usually configured for significant employee occupancies, at a ratio of one employee for each 150 to 300 square feet of gross leasable floor area and have not more than 25% of the demised floor space allocated to storage, warehousing, showroom, industrial, or other accessory uses. Office buildings are characterized by work-efficient floor plans, work areas, comfortable heating and cooling, cabling for computers and other electronics, and other conveniences that support the comfort and activities of the employees. The physical characteristics of the building may assist in classifying a property as "office" if the property's use is not otherwise apparent, including but not limited to building finishes, the size and number of loading and unloading facilities, floor plans, and ceiling heights.

An office use continues to be defined as a permitted use in the "C-O Office/Service District; and a retail use is defined as any non-office use that is a permitted use in the "C-N" Neighborhood Convenience District, "C-G" General Commercial District, or "C-H" Highway Commercial District in the Urbandale Zoning Code. If the classification of a use is in question, the Department of Community Development shall determine the classification in accordance with normal and customary zoning administration procedures, and any person, including the City Council, may appeal the Department's administrative

determination to the Urbandale Board of Adjustment in accordance with the provisions of the Urbandale Zoning Code.

“New Construction” shall be as currently defined by Chapter 427B.1 of the Code of Iowa) for offices, research-service facilities, warehouses, distribution centers, research and business parks, and industrial development (hereafter “Actual Value”). “Industrial Development” shall be as currently defined by Chapter 260E.2 of the Code of Iowa. For the purposes of the Amended and Restated Plan, in the case of questions or discrepancies pertaining to terms whose definitions appear in italicized print, the usage and intent of said terms as most commonly utilized by Building Owners and Management Association International (BOMA) shall be strongly considered as the arbiter of their definition, but the City shall have the final and unilateral discretion in deciding and applying their meaning.

The total amount of Incremental Taxes to be expended for Scheduled Tax Rebates is unknown at this time, but based on past history and dependent on the rate, amount, and type of future development and economic conditions, the City expects the costs of such Scheduled Tax Rebates to be paid will not exceed \$20,000,000 excluding Previous Scheduled Tax Rebate Projects that have been authorized to date and that are listed in this Amendment. As stated above, all Tax Rebates authorized under the provisions of this amended Plan are subject to the City’s ability to collect incremental taxes.

The current Incentive Programs are set forth below. However, the City, in its discretion, may deviate from, alter, or terminate these Programs at any time without amending this Plan:

a. Class A Office Incentive

The highest incentives will be offered for Class A Office Development that is permitted on or before December 31, 2019, and for which a Certificate of Occupancy has been granted upon substantial completion of a building and related site improvements by December 31, 2020, and that accordingly will be enrolled at full valuation upon the subsequent tax roll. Said incentive consists of Scheduled Tax Rebates in the amount of not more than 90% of a portion of the incremental taxes levied on the actual value added by New Construction of Class A Office Development and that are actually received into the special fund of the municipality in accordance with Chapter 403.19 of the Code of Iowa as it currently exists or may hereafter be amended, for a period of not more than ten years (herein “Class A Office Incentive”).

For purposes of this Incentive Program, Class A Office Development is:

Class A Office Development (herein "Class A Office"). *The most prized and sought-after offices, which have been developed to a very high standard and have high rental values. These properties are monumental in architectural design, often designed by architects whose names are immediately recognizable, and buildings of this stature are usually notable one-of-a-kind architectural designs with unique shape and floor plans, and have a definite market presence. A building meeting these criteria is often considered to be a landmark. Class A Office Space need not be considered to be a "trophy property," but trophy properties are usually Class A Office Space. They are typically large.*

The classification also pertains to the quality of construction materials used, having the highest quality construction and workmanship; the highest quality hardware and expensive interior materials, finishes, and trim; state-of-the-art mechanical, electrical, life safety, elevator and communications systems; top-notch furnishings; abundant amenities, being heavily landscaped and including perennial and/or annual flower beds in addition to fully irrigated turf; and are provided with outstanding building operations and management that keep the building and property looking impeccable. Height is another common characteristic of Class A buildings, usually but not required to be multiple stories in height. The offices inside Class A buildings tend to have higher ceilings, and a large central lobby is also typical in such superior spaces.

A mix of building amenities - in variety and quality - are usually provided to the occupants in the form of exceptional services whose presence is a helpful convenience to office tenants or workers within a building or complex, such as food facilities, copying services, express mail collection, physical fitness center, or child care. Class A Office buildings may house a lead tenant for whom the property is named, and are usually occupied by prestigious tenants for above average rental rates. They usually have a very stable tenant base.

Also for purposes of this Incentive Program, the following expressly are not Class A Office Development and are not eligible for the Class A Office Incentive:

Class B Office Development (herein "Class B Office"): *Office development that is more utilitarian in nature, with architectural design and floor plans that*

emphasize functionality, in contrast with aesthetics or image, with average interior finishes, adequate mechanical, electrical, life safety, elevator and communications systems, and overall condition. Architectural design usually will conform to popular design conventions at the time that the building is constructed, but without the use of exceptional materials or construction. Amenities, maintenance, management and tenants are average to good, and therefore attract a wide range of users with average rents.

Flex Building (herein "Flex Space"): *A type of building that is designed to be versatile, which may be used for a combination of office, research and design development, quasi-retail sales, industrial, warehouse, and distribution uses to the extent allowed by zoning or private covenants. Flex Space may be also be known or labeled as Business Park, Research Park, Incubator, High Tech, or Showroom Space.*

Flex buildings typically have ceiling heights under 18', and characteristically combine office and warehouse space within each occupancy in fairly even proportions, in light or planned industrial zoning.

Shell Building: *A building that is delivered to the market without tenant improvements and accordingly is not ready for occupancy, regardless of whether the shell is or is not heated or conditioned.*

Showroom: *A building that is designed for display or demonstration of merchandise or product, usually as an accessory use to wholesale, warehousing, or distribution of such merchandise or products within the same building, including but not limited to floor coverings, building products, vehicles and equipment, play structures, and furnishings.*

The City shall have the sole and complete discretion in deciding whether to grant a Class A Office Incentive, and in no case shall any Office Development be deemed to be entitled to such Incentive.

b. Redevelopment or Rehabilitation Incentive

For the purposes of this Incentive Program, space that the market and real estate industry may consider to be Class C or lower quality space, whether occupied as office space or by some other nonresidential use, and which accordingly is or may become blighted in the future as may be evidenced by functional obsolescence or economic disuse, if not redeveloped or rehabilitated, may be granted a Redevelopment or Rehabilitation Incentive, in accordance with the objectives of the Amended and Restated Plan to prevent and remediate blight.

The Redevelopment or Rehabilitation Incentive consists of Scheduled Tax Rebates in the amount of not more than 90% of a portion of the incremental taxes levied on the actual taxable value of a Redevelopment or Rehabilitation project and that are actually received into the special fund of the municipality in accordance with Chapter 403.19 of the Code of Iowa as it currently exists or may hereafter be amended, for a period of not more than three years (herein "Redevelopment or Rehabilitation Incentive"). The three-year schedule shall be followed unless an alternative schedule is adopted by the City as part of a development agreement after appropriate legislative process.

For purposes of this Incentive Program, Redevelopment is:

The process of converting a property to a higher and better use, usually by the demolition of the existing building and site improvements and construction of a new building and site improvements on the property. The new use usually will be different from the original use, but is not necessarily or by definition required to be changed.

For purposes of this Incentive Program, Rehabilitation is:

The restoration of an existing property or building that is so complete as to make the existing space become "new" space again in the view of the market place, including but not limited to repositioning "Class C Space" to become "Class B Space" or similar market-based property upgrades.

Minor renovations such as the improvement of a building's common areas or exterior; resurfacing and repairs of paved areas and similar site improvements; minor up-keep, tenant improvements, and similar remodeling; necessary repairs, updating interior design or materials, or similar renovations; or repairs and improvements that are primarily necessary to correct Deferred Maintenance shall not be considered property or building Rehabilitation or Redevelopment, and shall not be eligible for a Redevelopment or Redevelopment Incentive.

For purposes of this Incentive Program, Deferred Maintenance is:

The failure to adequately provide routine property maintenance and major Capital expenditures that may be necessary to attain and remain in full compliance with all Codes, and to keep the building and site improvements in sound condition and good repair, including but not limited to structural deficiencies or deterioration, major repairs to or

replacement of building systems or elements such as the roof membrane, HVAC, or other systems or fixtures, site improvements, et.al, and to correct all deficiencies, in a cumulative amount that is equal to or greater than five percent or more of the building's assessed taxable value.

Deferred Maintenance generally does not include minor upkeep and remodeling items such as painting and carpet replacement, etc. that are typically considered to be tenant improvements, and that are commonly deferred until the space is re-leased or a property is sold, unless such minor items have been deferred to such an extent as to meet the 5% cost threshold.

The City shall have the sole and complete discretion in deciding whether to grant a Redevelopment or Rehabilitation Incentive, and may set specific conditions for eligibility on a case by case basis that are in keeping with the objectives of the Amended and Restated Plan, those being to prevent and remediate blight and to thereby improve the quality and increase values of properties in the Area. In no case shall any Redevelopment or Rehabilitation project be deemed to be entitled to any such Incentive.

c. Renaissance Place Incentive.

Properties in the Area that are located all or in part within 500 feet of the centerline of the Douglas Avenue right-of-way as it is currently established, excluding public street rights-of-way from such measurement, herein to be known and referred to as the "Renaissance Place", may apply for a Redevelopment or Rehabilitation Incentive in lieu of any other Incentive, in accordance with the objectives of the Amended and Restated Plan to prevent and remediate blight, expressly including Redevelopment for certain retail uses as listed in this section on any property that has frontage on or direct access to Douglas Avenue (herein "Renaissance Place Incentive"). The following conditions and requirements must be met to be eligible to apply to the City for the Renaissance Place Incentive, which otherwise is identical to the Redevelopment or Rehabilitation Incentive:

- 1) All existing buildings, structures, and site improvements on the property shall be completely and fully demolished, including all free-standing signs, except New Construction, expansion, or Rehabilitation of Class A Office.
- 2) All New Construction and Redevelopment shall fully comply with all current Codes and requirements, without any variances or exceptions and by relinquishing any and all claims to retain or exercise any rights

to existing conditional use permits, variances, or legal nonconformities.

- 3) All overhead utility services shall be buried. Existing sewer and water services shall be replaced unless they can be shown to be in good working order and compliant with current specifications.
- 4) The property shall be rezoned to "PUD" Planned Unit Development District or to an appropriate commercial district prior to obtaining a building permit and commencing construction if it is not so zoned, and no industrial uses shall be permitted, as either principal or accessory uses.
- 5) Residential uses shall be prohibited, except in mixed use developments and for which the developer satisfies any and all requirements of the Code of Iowa for the provision or funding of low and moderate income housing.
- 6) Permitted retail uses shall be restricted to the following;
 - a) Multi-story hotels that include 4,000 or more square feet of conference space within a single room and other amenities, especially those that are oriented and attractive to business-travel clients;
 - b) Retail uses that are permitted in the "C-G" General Commercial District, EXCEPT convenience stores; fast-food restaurants; vehicle sales, rental, repair, service, quick lube, tires, or parts sales; liquor stores or sales of other intoxicants; pawn, payday loan, and similar operations; lawn or garden equipment or supplies, including landscaping materials; repair businesses; rental businesses; any outdoor display or storage; consignment stores or other sales of used equipment or clothing; funeral homes or crematoriums; outlet centers; or other retail uses of a similar nature as may be defined or limited in a "PUD" Master Plan or Conditions of Rezoning.

The City shall have the sole and complete discretion in deciding whether to grant a Renaissance Place Incentive, and may set specific conditions for eligibility on a case by case basis that are in keeping with the objectives of the Amended and Restated Plan, those being to prevent and remediate blight and to thereby improve the quality and increase values of properties in the Area. In no case shall any project be deemed to be entitled to any such Incentive.

d. Standard Incentive

The following schedule (herein "Standard Incentive") may be used for eligible

New Construction or other development in the Area that does not qualify for or receive any other Scheduled Tax Rebate or incentive, but expressly excluding from eligibility for the Standard Incentive any and all projects or portions thereof that are used for or occupied by retail or residential uses except as expressly allowed within the Renaissance Place area:

- 1) For the first year, seventy-five percent.
- 2) For the second year, sixty percent.
- 3) For the third year, forty-five percent.
- 4) For the fourth year, thirty percent.
- 5) For the fifth year, fifteen percent.

An alternative schedule or incentive may be adopted by the City Council on a case by case basis in lieu of the Standard Incentive or any other alternative Incentive that is authorized by this Plan, by approval of a development agreement in accordance with the Plan and subject to the provisions of the Code of Iowa and after due legislative process.

The City shall have the sole and complete discretion in deciding whether to grant a Standard Incentive, and in no case shall any project be deemed to be entitled to such Incentive.

2. Development Agreements:

The City may consider requests for Development Agreements for projects that are consistent with the Plan, in the City's sole discretion. No such Agreements are being considered by the City Council at this time, but based on past history, and dependent on development opportunities and climate, the City expects that it may be asked to consider a broad range of incentives as authorized by the amended Plan, including but not limited to land, loans, grants, tax rebates and other incentives, at some future date. The costs of any such Development Agreements cannot be determined at this time, in the absence of any Projects or correlating request, but based on past history, and dependent on development opportunities and climate, the City expects that the costs of any new Development Agreements that might be approved by the City Council for payment will not exceed \$20,000,000 excluding Development Agreements that have been authorized to date and that are listed in this Amendment. As stated elsewhere, any and all incentives authorized or approved by Development Agreements are subject to the City's ability to collect incremental taxes.

D. Public Infrastructure Improvement Projects in Progress

The City continues to retire debt from public infrastructure improvement projects undertaken as urban renewal projects. The following table lists authorized public infrastructure improvement projects with outstanding debt that continue to be retired on an ongoing basis:

Year Issued	Plan Project	Amount of Original Bond Proceeds
2010	Plum Drive paving, 109 th & Douglas	\$3,424,100
2011	111 th & Douglas intersection; 121 st Street paving; Parks & Public Works Maintenance Facility Redevelopment—grounds and facility development, and other work*	\$1,240,000
2012	Various street improvements: Douglas Avenue, Interchange & Collector Distributor, 100 th Street, 111 th Street, 121 st Street, Parks & Public Works Maintenance Facility Redevelopment—grounds and facility development, and other work*	\$4,329,000
2013	Various street and traffic signal improvements: Northpark Drive, NW Urbandale, 100 th & 54 th intersection, 100 th Street, 111 th Street, signals at 100 th & Northpark and on Douglas Parkway @ Pilot truck stop	\$3,540,000
2014	Douglas Avenue Urbanization (curb, gutter, medians to convert rural section to urban); Parks & Public Works Maintenance Facility Redevelopment—grounds and facility development, and other work*; Douglas Parkway traffic signal @ Pilot Travel Center; and Northpark Drive widening, 86 th to 100 th Street	\$4,281,900
2015	Parks & Public Works Maintenance Facility Redevelopment – grounds and fueling station work *	\$612,000

2016	100 th Street Bridge at I-35/80; 100 th street extension; 100 th & NW 54 th Street intersection; 100 th & Northpark Drive traffic signal; Douglas Avenue Beautification	\$12,670,000
2017	100 th Street Interchange ramps; Aurora Avenue from 109 th to railroad crossing; NW 54 th Avenue east and west of 100 th ; Parks and Public Works Maintenance Facility design work*	\$7,985,000
	*= This project is part of the redevelopment of 9565 Hickman Road, and was contemplated within the public building analysis completed in the Amended and Restated Plan.	
Total Amount of Original Bonded Indebtedness		\$38,082,000
Outstanding Principal Obligation as of 12/1/2017		\$28,519,208

E. Update to Previously Approved Public Infrastructure Improvement Projects that have not yet been initiated.

The City approved various public infrastructure improvement projects in the Amended and Restated Plan that have not yet been undertaken. The descriptions for those projects are updated in the chart below:

Project and Rationale	Approximate Year of Construction	Estimated Project Costs
NW 54 th Avenue paving, four traffic lanes plus turn lanes and other work on the east and west of 100 th Street, to promote and support economic development	2020 or later	Not to exceed \$750,000
Aurora Avenue reconstruction and other work, 112 th Street to RR, & replace RR crossing and other work, to promote and support economic development	2020-2021	Not to exceed \$200,000

Interchange construction along Interstate 35/80 and other work at 100 th & add Interstate 35/80 on-off ramps at 100 th and other work, to promote and support economic development	2017-2019	Not to exceed \$4,000,000
Parks and Public Works Maintenance Building, to replace undersized and outmoded existing building, as part of the redevelopment of the 9565 Hickman Road property* <i>*=This project is part of the redevelopment of 9565 Hickman Road, and was contemplated within the public building analysis completed in the Amended and Restated Plan.</i>	2018-2021	Not to exceed \$12,000,000
111 th Street paving and other work, south of Justin Drive, to promote and support economic development	2023 or later	Not to exceed \$1,000,000
104 th Street Total Reconstruction, Hickman to Douglas, as 3-lane urban cross-section with curb & gutter and storm sewer, and filling in ditches, and other work, to promote and support economic development	2018-2020	Not to exceed \$6,000,000
Total Calendar Years 2017-2020		Not to exceed \$23,950,000

If indebtedness is incurred for these projects, these amounts relate to the expected project costs, and do not include the debt service or financing costs on the debt. TIF certification will necessarily include finance costs.

**IV. PROPOSED URBAN RENEWAL PROJECTS
(Amendment No. 1 to Amended and Restated Plan)**

Although certain project activities may occur over a period of years, in addition to the projects previously proposed in the Amended and Restated Plan, the Eligible Urban Renewal Projects under this Amendment include:

A. Public Infrastructure Improvements:

Project and Rationale	Approximate Year of Construction	Estimated Project Costs
Northpark Drive sidewalk construction and LED street lighting additions, to promote and support economic development	2018-2019	Not to exceed \$1,000,000
86th Street preservation project to repair, replace and overlay sections of the existing roadway, to promote and support economic development	2018-2019	Not to exceed \$1,100,000
112 th Street and Meredith traffic signal installation, to promote and support economic development	2019-2020	Not to exceed \$250,000
Widening of Aurora Avenue/104 th Street/Sutton Drive, 100 th Street from NW Urbandale Drive to Plum drive to a 3 lane roadway with center turn lane, to promote and support economic development	2020 or later	Not to exceed \$7,000,000
Total Calendar Years 2018-2020		Not to exceed \$9,350,000

If indebtedness is incurred for these projects, these amounts relate to the expected project costs, and do not include the debt service or financing costs on the debt. TIF certification will necessarily include finance costs.

B. Property Acquisition.

The City anticipates that TIF may be used to acquire property that is necessary for rights-of-way and easements for the Public Infrastructure Improvements listed in the Plan, as amended. Such acquisitions usually occur one to three years in advance of Projects, but are very difficult to project relative to a specific year for the same reasons that fees are difficult to project. The total costs for such acquisitions for Projects being implemented or under design during calendar 2017 through 2023 are not expected to exceed a total of \$5,000,000.

The City does not expect to condemn any agricultural land, but if it is necessary to further the objectives of the Plan, the City will comply with applicable rules if the land is in an economic development area, such as to obtain the owner’s consent to condemnation, unless it is necessary or useful for the operation of a city utility as

defined in Section 362.2 of the Code of Iowa, for the operation of a city franchise conferred the authority to condemn private property under section 364.2, or a combined utility system as defined in section 384.80.

C. Fees and Costs for Planning, Engineering, and Legal Services for Urban Renewal preparations that are not specific to an individual Project:

Fees and Costs	Estimated Costs
General or Not Project-Specific Fees and Costs	\$350,000

V. SUMMARY OF DEBT AND OTHER OBLIGATIONS

A specific amount of debt or other obligations to be incurred for planned Urban Renewal Projects has not yet been determined. This document is for planning purposes only. The estimated project costs in this Plan are estimates only and will be incurred and spent over a number of years. In no event will the City’s constitutional debt limit be exceeded. The City will consider each proposed Project on a case-by-case basis to determine if participation in the Project is in the public’s best interest before approving an urban renewal project or expense. Projects may commence and be ongoing over a number of years before being concluded. It is further expected that any debt issued for such Projects, including interest on the same, or other obligations that may be incurred, may be financed in whole or in part with tax increment revenues from the Urban Renewal Area.

Subject to the foregoing, the total Project costs eligible for TIF certification are not anticipated to exceed \$84,050,000 for all planned Projects listed in this Amendment and for which costs have not yet been incurred and certified, subject to Project approval by the City in the manner noted herein and in accordance with the Code of Iowa. Existing cumulative certified TIF indebtedness through December 2017 totals \$71,789,007 for the Plan, with \$18,439,426 outstanding and yet to be collected in future periods.

At no time will the City exceed its constitutional debt limit:

July 1, 2017 constitutional debt limit:	\$223,826,374
Outstanding general obligation debt:	\$67,425,000

VI. EFFECTIVE PERIOD

This Amendment No. 1 to the Amended and Restated Plan will become effective upon

its adoption by the City Council. Notwithstanding anything to the contrary in the Plan, any prior amendment, resolution, or document, the Plan, as amended, shall remain in effect until terminated by the City Council.

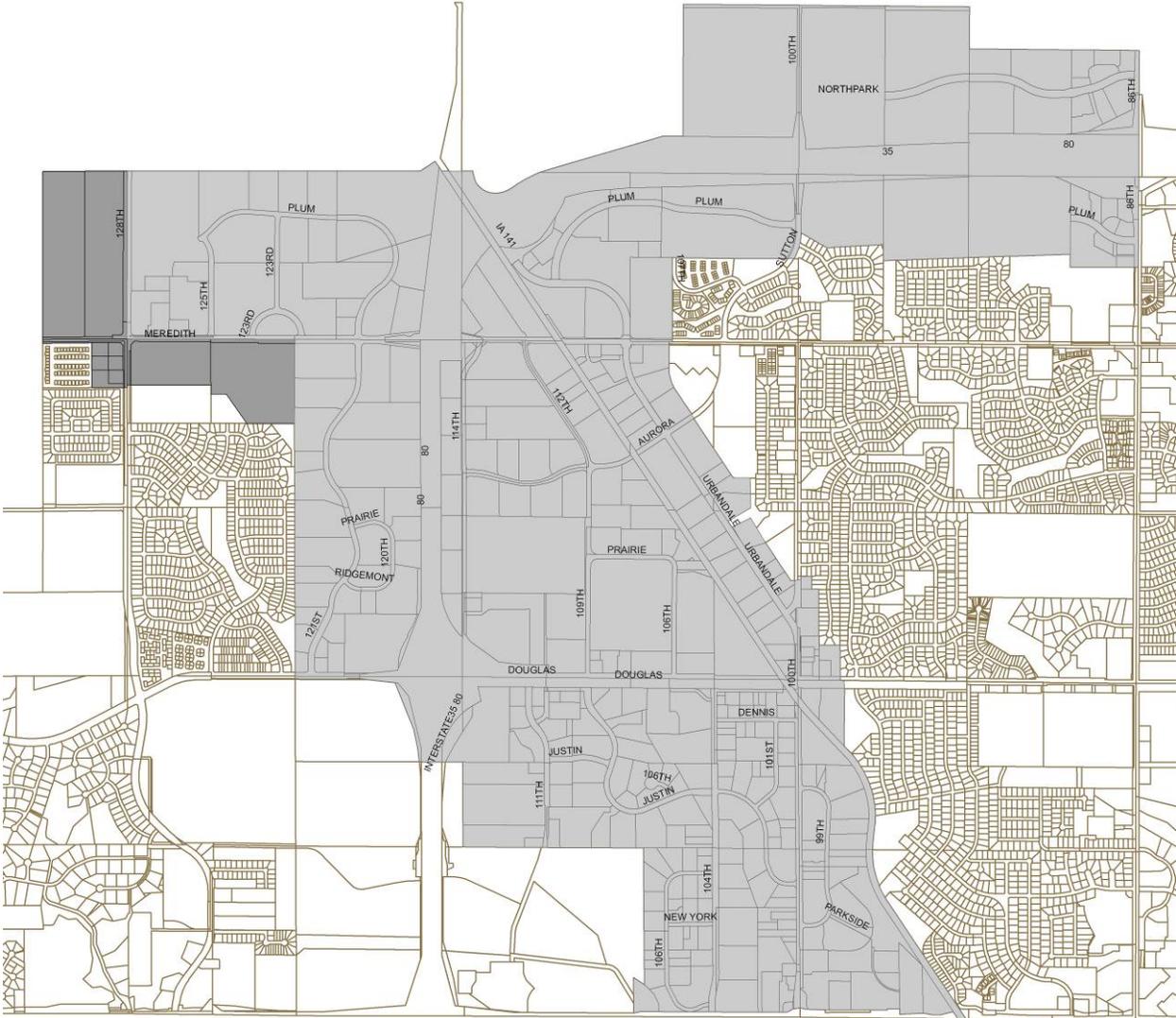
As stated in the Amended and Restated Plan, the use of incremental property tax revenues, or the "division of revenue," as those words are used in Chapter 403 of the Code of Iowa, will continue for the maximum period of time that is consistent with Chapter 403 of the Iowa Code. The Original Plan included an Economic Development designation, and the First Amendment adopted in 2010 added a finding of Blight for the Area. Accordingly, the Area does not have a sunset because the Area is designated as appropriate for blight remediation (specifically mixed blight and economic development). Any voluntary sunset previously adopted related to the Area has been repealed and is no longer effective.

VII. SEVERABILITY CLAUSE

If any part of this Amendment is determined to be invalid or unconstitutional, such invalidity or unconstitutionality shall not affect the validity of the portions of the Plan or this Amendment not determined to be invalid or unconstitutional.

EXHIBIT "A"

Northwest Market Center Urban Renewal Plan Area



Map Key	
Light Gray	Original Area
Dark Gray	First Amendment Area