COMMITTEE SUBSTITUTE FOR INTRODUCED BY JOSEPH RODDY

BOARD BILL #280

AN ORDINANCE DESIGNATING A PORTION OF THE CITY OF ST. LOUIS, MISSOURI AS A REDEVELOPMENT AREA KNOWN AS THE ST. LOUIS INNOVATION DISTRICT REDEVELOPMENT AREA PURSUANT TO THE REAL PROPERTY TAX INCREMENT ALLOCATION REDEVELOPMENT ACT; ADOPTING AND APPROVING A REDEVELOPMENT PLAN; ADOPTING AND APPROVING REDEVELOPMENT PROJECTS FOR REDEVELOPMENT PROJECT AREA 1A(I) AND REDEVELOPMENT PROJECT AREA 1B, AS DESCRIBED IN THE REDEVELOPMENT PLAN; ADOPTING TAX INCREMENT FINANCING WITHIN REDEVELOPMENT PROJECT AREA 1A(I) AND REDEVELOPMENT PROJECT AREA 1B; MAKING FINDINGS WITH RESPECT THERETO; ESTABLISHING THE ST. LOUIS INNOVATION DISTRICT SPECIAL ALLOCATION FUND; AUTHORIZING CERTAIN ACTIONS BY CITY OFFICIALS; AND CONTAINING A SEVERABILITY CLAUSE.

WHEREAS, The City of St. Louis, Missouri (the "City"), is a body corporate and a political subdivision of the State of Missouri, duly created, organized and existing under and by virtue of its charter, the Constitution and the laws of the State of Missouri; and

WHEREAS, on December 20, 1991, pursuant to Ordinance No. 62477, the Board of Aldermen of the City created the Tax Increment Financing Commission of the City of St. Louis, Missouri (the "TIF Commission"); and

WHEREAS, the TIF Commission is duly constituted according to the Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 to 99.865 of the Revised Statutes of Missouri (2000), as amended (the "TIF Act"), and is authorized to hold public hearings with respect to proposed redevelopment areas and redevelopment plans and to make recommendations thereon to the City; and

WHEREAS, staff and consultants of the City and St. Louis Innovation District, LLC (the "Developer"), prepared a plan for redevelopment titled the "St. Louis Innovation District Tax Increment Financing (TIF) Redevelopment Plan" dated October 15, 2012, and revised as of December 4, 2012, and January 11, 2013 (the "Redevelopment Plan") for an area consisting of City Blocks 3971.13, 3970, 3968.13, 4589, 3904, 3917, 3966.13, 3967.13, 3962, 3961, 4586, 3918.04, 3919.04, 3953, 3960 and 3959, which area is more fully described in the Redevelopment Plan, attached hereto and incorporated herein as **Exhibit A** (the "Redevelopment Area" or "Area"); and

WHEREAS, the Redevelopment Plan proposes to redevelop the Redevelopment Area through the rehabilitation and redevelopment of all or a portion of the Redevelopment Area into commercial, residential, retail, and related space, together with related improvements, as set forth in the Redevelopment Plan; and

WHEREAS, on October 30, 2012, and December 12, 2012, after all proper notice was given, the TIF Commission held a public hearing in conformance with the TIF Act and received comments from all interested persons and taxing districts relative to the Redevelopment Area, the Redevelopment Plan (as it existed on December 12, 2012, referred to herein as the "2012 Redevelopment Plan"), a redevelopment project for the portion of the Redevelopment Area described in the 2012 Redevelopment Plan as "RPA

1A" (the "2012 RPA 1A Redevelopment Project"), and a redevelopment project for the portion of the Redevelopment Area described in the 2012 Redevelopment Plan as "RPA 1B" (the "RPA 1B Redevelopment Project"); and

WHEREAS, on December 12, 2012, the TIF Commission found that implementation of the 2012 Redevelopment Plan, including the 2012 RPA 1A Redevelopment Project and the RPA 1B Redevelopment Project, would provide a substantial and significant public benefit through the elimination of blighting conditions, the creation of new jobs in the City, the strengthening of the employment and economic base of the City, increased property values and tax revenues, stabilization of the Redevelopment Area, and facilitation of the economic stability of the City as a whole, and further found that without the assistance of tax increment financing in accordance with the TIF Act, the 2012 RPA 1A Redevelopment Project and the RPA 1B Redevelopment Project are not financially feasible and would not otherwise be completed; and

WHEREAS, on December 12, 2012, the TIF Commission voted to recommend that the Board of Aldermen adopt an ordinance in the form required by the TIF Act (i) approving and designating the Redevelopment Area as a "redevelopment area" as provided in the TIF Act, (ii) approving the 2012 Redevelopment Plan, (iii) approving the 2012 RPA 1A Redevelopment Project and the RPA 1B Redevelopment Project, and (iv) adopting tax increment financing within RPA 1A and RPA 1B; and

WHEREAS, the Redevelopment Plan's January 11, 2013, revision divided RPA 1A into two redevelopment project areas known as "RPA 1A(I)" and "RPA 1A(II)" and

correspondingly divided the 2012 RPA 1A Redevelopment Project into the "RPA 1A(I) Redevelopment Project" and the "RPA 1A(II) Redevelopment Project"; and

WHEREAS, notice of the January 11, 2013 revision to the Redevelopment Plan has been given in the manner required by the TIF Act; and

WHEREAS, on December 5, 2012, the City's Planning Commission amended the City's Comprehensive Plan and found that the Redevelopment Plan is consistent the Comprehensive Plan, as amended; and

WHEREAS, the Developer has demonstrated that the Redevelopment Area has not been subject to growth and development by private enterprise and would not reasonably be anticipated to be developed without the adoption of tax increment financing and, therefore, redevelopment of the Redevelopment Area in accordance with the Redevelopment Plan is not feasible and would not otherwise be completed; and

WHEREAS, the Board of Aldermen has received the recommendations of the TIF Commission regarding the Redevelopment Area, the Redevelopment Plan, the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project and finds that it is desirable and in the best interests of the City to designate the Redevelopment Area as a "redevelopment area" as provided in the TIF Act, adopt the Redevelopment Plan, and approve the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project in order to encourage and facilitate the redevelopment of the Redevelopment Area; and

WHEREAS, the Redevelopment Area qualifies for the use of tax increment financing to alleviate the conditions that qualify it as a "blighted area" as provided in the TIF Act and as set forth herein; and

WHEREAS, the property constituting the Redevelopment Area is underutilized, thus discouraging investment and encouraging crime and vagrancy, and the Redevelopment Area represents a social and economic liability to the City; and

WHEREAS, it is necessary and desirable and in the best interest of the City to approve the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project to allow for the redevelopment of RPA 1A(I) and RPA 1B as described in the Redevelopment Plan; and

WHEREAS, it is necessary and desirable and in the best interest of the City to adopt tax increment allocation financing within RPA 1A(I) and RPA 1B and to establish a special allocation fund for RPA 1A(I) and RPA 1B in order to provide for the promotion of the general welfare through redevelopment of such areas in accordance with the Redevelopment Plan, which redevelopment includes, but is not limited to, enhancement of the tax base, promotion of health, safety, order, convenience, prosperity and general welfare, stimulation of employment opportunities, providing for a stabilized population and plan for the optimal growth of the City, encouragement of a sense of community identity, safety and civic pride, and the elimination of impediments to land disposition and development in the City.

BE IT ORDAINED BY THE CITY OF ST. LOUIS AS FOLLOWS:

SECTION ONE. The Board of Aldermen hereby makes the following findings:

A. The Redevelopment Area on the whole is a "blighted area", as defined in Section 99.805 of the TIF Act, and has not been subject to growth and development through investment by private enterprise and would not reasonably be anticipated to be developed without the adoption of tax increment financing. This finding includes, the

Redevelopment Plan sets forth, and the Board of Aldermen hereby finds and adopts by reference: (i) a detailed description of the factors that qualify the Redevelopment Area as a "blighted area"; and (ii) an affidavit, signed by the Developer and submitted with the Redevelopment Plan, attesting that the provisions of Section 99.810.1(1) of the TIF Act have been met, which description and affidavit are incorporated herein as if set forth herein.

B. The Redevelopment Plan conforms to the comprehensive plan for the development of the City as a whole as amended on December 5, 2012.

C. In accordance with the TIF Act, the Redevelopment Plan states the estimated dates of completion of the redevelopment projects described therein, including, but not limited to the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project, and retirement of the financial obligations issued to pay for certain redevelopment project costs and these dates are twenty three (23) years or less from the date of approval by Ordinance of each redevelopment project.

D. A plan has been developed for relocation assistance for businesses and residences as set forth in the Redevelopment Plan.

E. A cost-benefit analysis showing the economic impact of the Redevelopment Plan on each taxing district which is at least partially within the boundaries of the Redevelopment Area is on file with the St. Louis Development Corporation, which cost-benefit analysis shows the impact on the economy if the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project are not built, and if the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project are built pursuant to the Redevelopment Plan as well as a fiscal impact study on every

affected political subdivision. The cost-benefit analysis also includes sufficient information for the TIF Commission to evaluate whether the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project are financially feasible and the TIF Commission has found that the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project are financially feasible.

F. Redevelopment of the Redevelopment Area in accordance with the Redevelopment Plan is not financially feasible without the assistance of tax increment financing and would not otherwise be completed.

G. The Redevelopment Plan does not include the initial development or redevelopment of any "gambling establishment" as that term is defined in Section 99.805(6) of the TIF Act.

H. The Redevelopment Area includes only those parcels of real property and improvements thereon directly and substantially benefited by the proposed redevelopment projects as set forth in the Redevelopment Plan within the redevelopment project areas delineated therein.

SECTION TWO. The Redevelopment Area described in the Redevelopment Plan is hereby designated as a "redevelopment area" as defined in Section 99.805(12) of the TIF Act.

SECTION THREE. The Redevelopment Plan as reviewed and recommended by the TIF Commission on December 12, 2012, including amendments thereto, if any, and the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project, are hereby adopted and approved. A copy of the Redevelopment Plan is attached hereto as **Exhibit A** and incorporated herein by reference.

SECTION FOUR. There is hereby created and ordered to be established within the treasury of the City a separate fund to be known as the "St. Louis Innovation District Special Allocation Fund." To the extent permitted by law and except as otherwise provided in the Redevelopment Plan, the City hereby pledges funds in the St. Louis Innovation District Special Allocation Fund for the payment of redevelopment project costs and obligations incurred in the payment thereof.

SECTION FIVE. Tax increment allocation financing is hereby adopted within RPA 1A(I) and RPA 1B. After the total equalized assessed valuation of the taxable real property in either RPA 1A(I) or RPA 1B exceeds the certified total initial equalized assessed valuation of the taxable real property in the applicable redevelopment project area , the ad valorem taxes, and payments in lieu of taxes, if any, arising from the levies upon taxable real property in the applicable redevelopment project area by taxing districts and tax rates determined in the manner provided in Section 99.855.2 of the TIF Act each year after the effective date of this Ordinance until redevelopment costs have been paid shall be divided as follows:

A. That portion of taxes, penalties and interest levied upon each taxable lot, block, tract, or parcel of real property which is attributable to the initial equalized assessed value of each such taxable lot, block, tract, or parcel of real property in each of RPA 1A(I) and RPA 1B shall be allocated to and, when collected, shall be paid by the City Collector to the respective affected taxing districts in the manner required by law in the absence of the adoption of tax increment allocation financing;

B. Payments in lieu of taxes attributable to the increase in the current equalized assessed valuation of each taxable lot, block, tract, or parcel of real property in

RPA 1A(I) and RPA 1B, as applicable, and any applicable penalty and interest over and above the initial equalized assessed value of each such unit of property in the applicable redevelopment project area shall be allocated to and, when collected, shall be paid to the City Treasurer, who shall deposit such payments in lieu of taxes into the St. Louis Innovation District Special Allocation Fund or any subaccount thereof, for the purpose of paying redevelopment costs and obligations incurred in the payment thereof and for the purpose of making other payments as may be further specified in agreements to be executed by the City in furtherance of the Redevelopment Plan. Payments in lieu of taxes which are due and owing shall constitute a lien against the real estate of the applicable redevelopment project area from which they are derived and shall be collected in the same manner as the real property tax, including the assessment of penalties and interest where applicable.

SECTION SIX. In addition to the payments in lieu of taxes described in Section Five of this Ordinance, fifty percent (50%) of the total additional revenue from taxes, penalties and interest which are imposed by the City or other taxing districts, and which are generated by economic activities within RPA 1A(I) and RPA 1B, as applicable, over the amount of such taxes generated by economic activities within RPA 1A(I) or RPA 1B, as applicable, in the calendar year prior to the adoption of the RPA 1A(I) Redevelopment Project and the RPA 1B Redevelopment Project by ordinance, while tax increment financing remains in effect, but excluding personal property taxes, taxes imposed on sales or charges for sleeping rooms paid by transient guests of hotels and motels, taxes levied pursuant to Section 70.500 of the Revised Statutes of Missouri (2000) as amended, taxes levied for the purpose of public transportation pursuant to Section 94.660 of the Revised

Statutes of Missouri (2000) as amended, licenses, fees or special assessments other than payments in lieu of taxes and penalties and interest thereon and any other taxes excluded from tax increment financing by Missouri law, shall be allocated to, and paid by the collecting officer to the City Treasurer or other designated financial officer of the City, who shall deposit such funds in a separate segregated account within the St. Louis Innovation District Special Allocation Fund and any subaccount thereof.

SECTION SEVEN. The Comptroller of the City is hereby authorized to enter into agreements or contracts with other taxing districts as are necessary to ensure the allocation and collection of the taxes and payments in lieu of taxes described in Sections Five and Six of this Ordinance and the deposit of the said taxes or payments in lieu of taxes into the St. Louis Innovation District Special Allocation Fund and any subaccounts thereof for the payment of redevelopment project costs and obligations incurred in the payment thereof, all in accordance with the TIF Act.

SECTION EIGHT. The City Register is hereby directed to submit a certified copy of this Ordinance to the City Assessor, who is directed to determine the total equalized assessed value of all taxable real property within RPA 1A(I) and RPA 1B as of the date of this Ordinance, by adding together the most recently ascertained equalized assessed value of each taxable lot, block, tract or parcel of real property within RPA 1A(I) and RPA 1B, as applicable, and shall certify such amount as the total initial equalized assessed value of the taxable real property within the RPA 1A(I) and RPA 1B, as measured separately.

SECTION NINE. The Mayor and Comptroller of the City or their designated representatives are hereby authorized and directed to take any and all actions as may be

necessary and appropriate in order to carry out the matters herein authorized, with no such further action of the Board of Aldermen necessary to authorize such action by the Mayor and the Comptroller or their designated representatives.

SECTION TEN. The Mayor and the Comptroller or their designated representatives, with the advice and concurrence of the City Counselor and after approval by the Board of Estimate and Apportionment, are hereby further authorized and directed to make any changes to the documents, agreements and instruments approved and authorized by this Ordinance as may be consistent with the intent of this Ordinance and necessary and appropriate in order to carry out the matters herein authorized, with no such further action of the Board of Aldermen necessary to authorize such changes by the Mayor and the Comptroller or their designated representatives.

SECTION ELEVEN. It is hereby declared to be the intention of the Board of Aldermen that each and every part, section and subsection of this Ordinance shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Aldermen intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Ordinance shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accord with the legislative intent.

SECTION TWELVE. After adoption of this Ordinance by the Board of Aldermen, this Ordinance shall become effective on the 30th day after its approval by the

Mayor or adoption over his veto; *provided that* if, within ninety (90) days after the effective date of this Ordinance, the Developer has not executed the Redevelopment Agreement and paid all fees due to the City in accordance with the terms of said Redevelopment Agreement, the provisions of this Ordinance shall be deemed null and void and of no effect and all rights conferred by this Ordinance on Developer shall terminate; *provided further*, however, that prior to any such termination the Developer may seek an extension of time in which to execute said Redevelopment Agreement, which extension may be granted in the sole discretion of the Board of Estimate and Apportionment of the City of St. Louis.

EXHIBIT A

ST. LOUIS INNOVATION DISTRICT TIF REDEVELOPMENT PLAN

[Attached hereto]

ST LOUIS INNOVATION DISTRICT
TAX INCREMENT FINANCING (TIF)
REDEVELOPMENT PLAN

October 15, 2012
(Revised December 4, 2012)
(Revised January 11, 2013)

Prepared By

St. Louis Innovation District, LLC

TABLE OF CONTENTS

1 INTRODUCTION 1

Overview of Redevelopment Area 1
Purpose of Redevelopment Plan 3
Summary of Redevelopment Plan 5
Use of Tax Increment Financing 7
Why Tax Increment Financing is Needed in the Redevelopment Area 7
Use and Benefits of Tax Increment Allocation Financing 7
Organization of the Redevelopment Plan 8

2 SUMMARY OF KEY FINDINGS 10

Introduction 10
Blighted Area Not Subject to Growth and Development By Private Enterprise and Not Reasonably Anticipated to be Developed Without TIF 11
Conformance to the City's Comprehensive Plan 11
Estimated Date of Completion of the Redevelopment Projects and Retirement of Obligations to Finance Redevelopment Projects Costs 11
Relocation Assistance Plan 11
Cost-Benefit Analysis Showing Economic Impact on Each Taxing District 12
No Gambling Establishment 12

3 REDEVELOPMENT PLAN OBJECTIVES 13

4 GENERAL DESCRIPTION OF THE PROGRAM AND ACTIVITIES TO ACCOMPLISH OBJECTIVES 15

General Activities 15
Equal Opportunity, Non-Discrimination, M/WBE and Workforce Goals 16
Accessibility Standards 17
Use of Eminent Domain within Redevelopment Area 17

5 EXISTING LAND USE 18

6 PROPOSED REDEVELOPMENT PLAN 20

7 ESTIMATED REDEVELOPMENT PROJECT COSTS 24

8 ANTICIPATED FUNDS TO PAY COSTS AND OBLIGATIONS TO BE ISSUED 28

Anticipated Sources of Funds to Pay the Costs 28
Evidence of Commitments to Finance the Project Costs 28
Anticipated Type and Term of Sources of Funds to Pay Costs 28
Anticipated Type and Term of the Obligations to be Issued 29

9 EQUALIZED ASSESSED VALUATIONS.....30

Most Recent Equalized Assessed Valuation of Property Within the Redevelopment Area …….....30
Estimated Equalized Assessed Valuation after Redevelopment …… 30

10 REPORTING REQUIREMENTS.....31

MAPS

Location of Redevelopment Area…… ..1
Aerial Photograph of Redevelopment Area.....2
353 vs TIF Redevelopment Areas……..4
Proposed Land Use …… 6
Existing Land Use 19
Redevelopment Project Areas 21

APPENDICES

A Legal Description of the St Louis Innovation Tax Increment Financing Redevelopment Area and RPAs

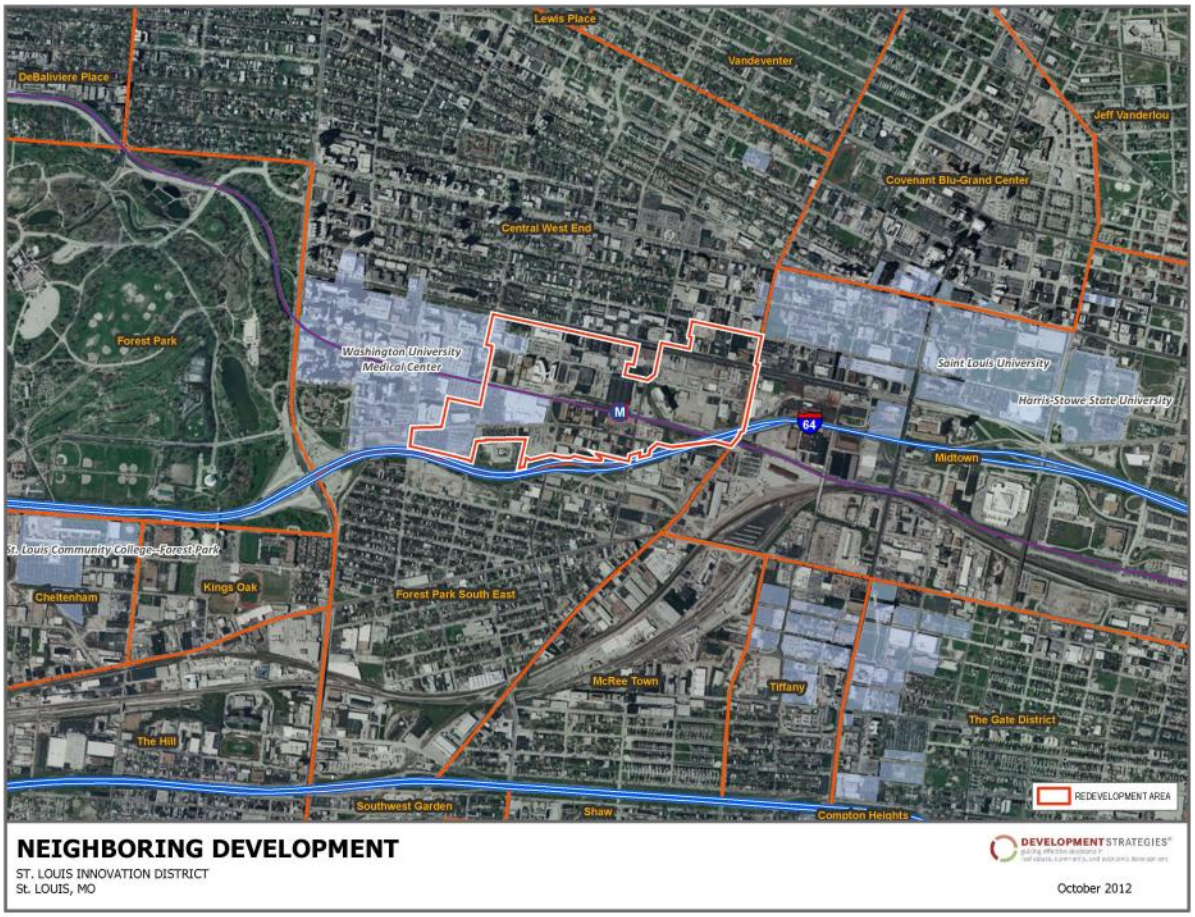
B Evidence of Commitment to Finance Project Costs

C Developer's Affidavit

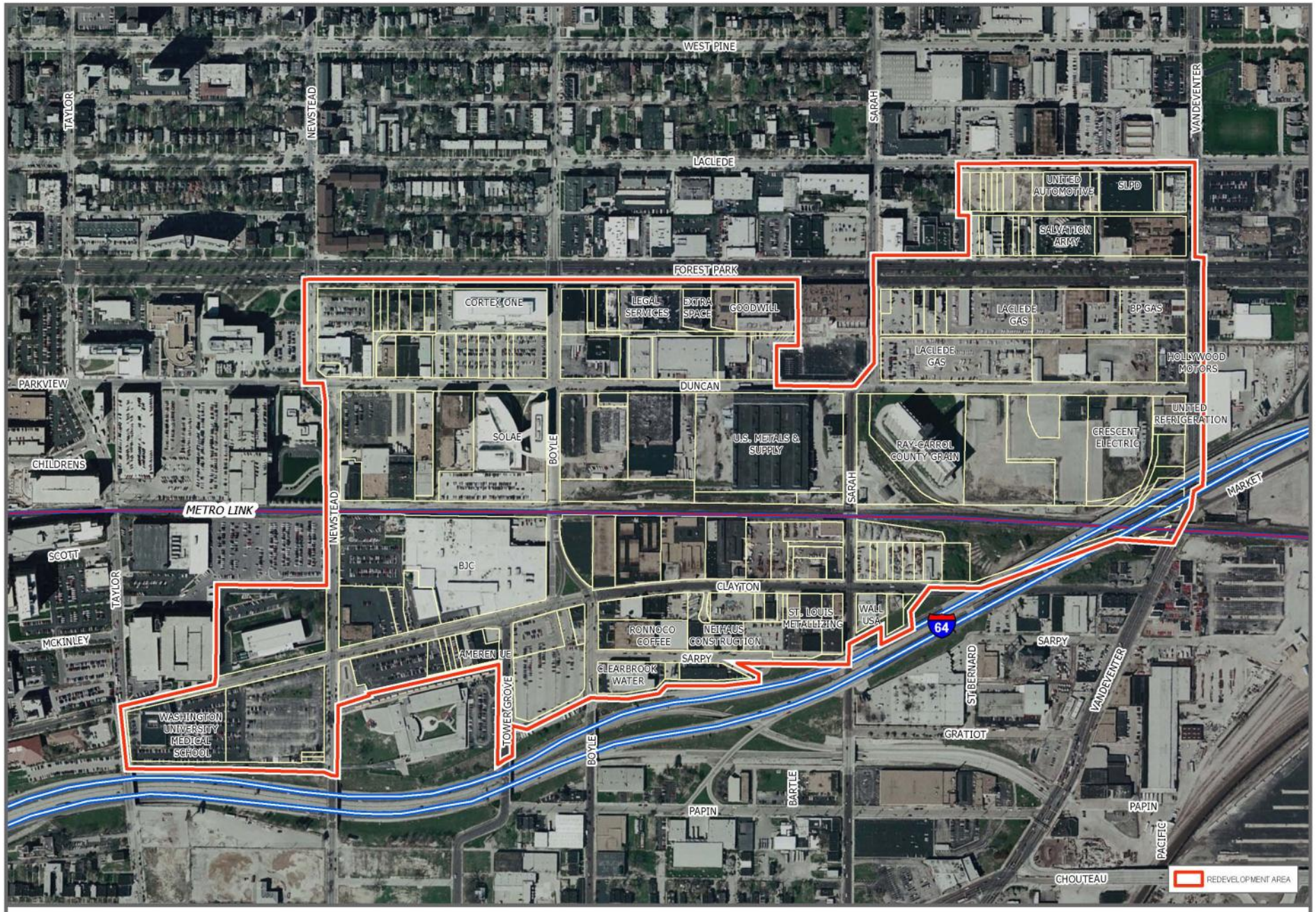
1. INTRODUCTION

Overview of Redevelopment Area

The St. Louis Innovation District Redevelopment Area (the "Redevelopment Area" or "Area") is located in the southern portion of the Central West End neighborhood in the City of St. Louis, between the Washington University Medical Center to the west and St. Louis University to the east. The Forest Park South East neighborhood is located immediately south of I-64, which forms the southern boundary of the Redevelopment Area.



The Area is generally bounded by Taylor Avenue and Newstead Avenue to the west, Forest Park Avenue and Laclede Avenue to the north, Vandeventer Avenue to the east, and Interstate 64/Highway 40 to the south (see *Aerial Photograph* and Appendix A for legal description of the Redevelopment Area). In total, the Redevelopment Area contains 160 parcels comprising approximately 128 acres of land (excluding rights-of-way). If rights-of way are included, the Area contains approximately 168 acres. As discussed in Section 6, the Redevelopment Area is divided into eleven (11) "Redevelopment Project Areas."



AERIAL PHOTOGRAPH

ST. LOUIS INNOVATION DISTRICT
St. LOUIS, MO

DEVELOPMENT STRATEGIES®
guiding effective decisions in real estate, community, and economic development

October 2012

The existing development in the Area was constructed over many decades, with some structures dating back to the 1890s. On the whole, the stock of buildings in the Redevelopment Area is quite old. Thirty-seven percent of the buildings in the Area were constructed prior to 1930 and almost half (47%) of the buildings were constructed prior to World War II. In addition, 78% of the buildings and 79% of the square footage are at least 35 years old, which is recognized as the age when significant rehabilitation of structures is required to bring them up to modern standards.

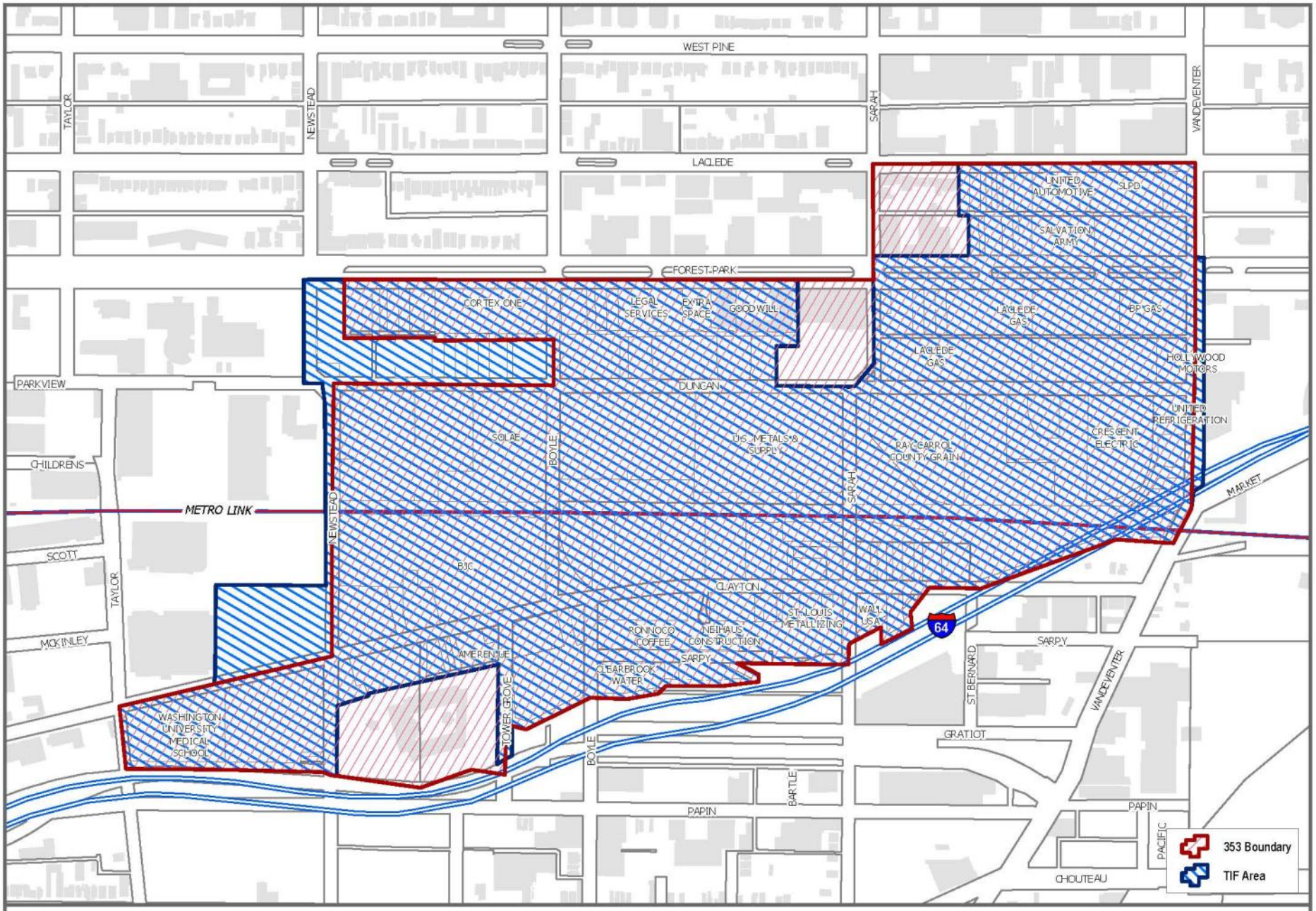
Not only are structures in the Redevelopment Area old, but many are functionally obsolete. These structures were built when the Area was largely a warehousing and manufacturing area supported by rail service, which no longer exists. Today, the vast majority of the Redevelopment Area is clearly in decline. Although there are businesses that should be preserved, significant portions of the Area are vacant or contain vacant structures, a reflection of the age of a deteriorating building stock and obsolescence.

Purpose of Redevelopment Plan

Given the close proximity of the Redevelopment Area to the Washington University Medical Center (the largest employer in the City of St. Louis and St. Louis region), St. Louis University, and the ongoing revitalization efforts in adjacent neighborhoods, the Redevelopment Area represents one of the most important redevelopment opportunities for the City of St. Louis. Given the significant vacancy of the existing buildings and land, the Redevelopment Area is clearly underutilized and significantly short of the economic benefit it could provide for the City of St. Louis and other taxing jurisdictions.

In addition, transforming the Redevelopment Area into a quality mixed-use development will provide needed services and additional impetus for the continued revitalization of the residential neighborhoods that surround the Area, as well as an employment center that will provide economic benefits for the entire St. Louis Metropolitan Region.

Another very important purpose of the Redevelopment Plan is to provide a funding vehicle to construct the infrastructure and public amenities needed to make the Redevelopment Area attractive to regional and national research and technology tenants. In 2006, a Chapter 353 Redevelopment Plan was adopted for the vast majority of the Redevelopment Area (see *TIF vs. 353 Area* map). While the availability of Chapter 353 incentives was useful in attracting Solae to the Redevelopment Area in 2008, marketing the Redevelopment Area to potential tenants has been a significant problem because of the physical environment that currently exists in the Area. The 353 Redevelopment Plan recognized this potential problem stating that, “Consideration will be given by the Developer to seeking public approvals necessary for use of the city’s tax increment financing mechanism as enabled under Chapter 99.800 RSMo 2000, as amended. This mechanism could be designed to assist in financing major infrastructure investments critical to the revitalization of the overall Redevelopment Area or to make financially feasible one or more redevelopment projects.”



TIF Vs 353 AREA

ST. LOUIS INNOVATION DISTRICT
St. LOUIS, MO

DEVELOPMENT STRATEGIES®
guiding effective decisions in real estate, community, and economic development

October 2012

Summary of Redevelopment Plan

The Redevelopment Plan for the revitalization of the Redevelopment Area has a number of important components (see *Proposed Land Use* map):

Office/Research/Institutional Development – Mixed-use office/research focused development is proposed for the portion of the Redevelopment Area primarily located to the south of Duncan Avenue and to the west of Sarah Street. Ground floor retail is proposed for a number of office/research buildings.

Mixed-Use Retail Development – The Plan anticipates the creation of a mixed-use retail-focused development in an area generally bounded by Duncan Avenue to the north, Vandeventer Avenue to the east, the MetroLink right-of-way to the south, and Sarah Street to the west.

Mixed-Use Development - New development integrated with existing development that is to be retained or rehabilitated is proposed for the portion of the Redevelopment Area located to the north of Duncan Avenue. As indicated by the *Proposed Land Use* map, all of the mixed-use developments include residential uses with various combinations of office, research, retail, and hotel uses.

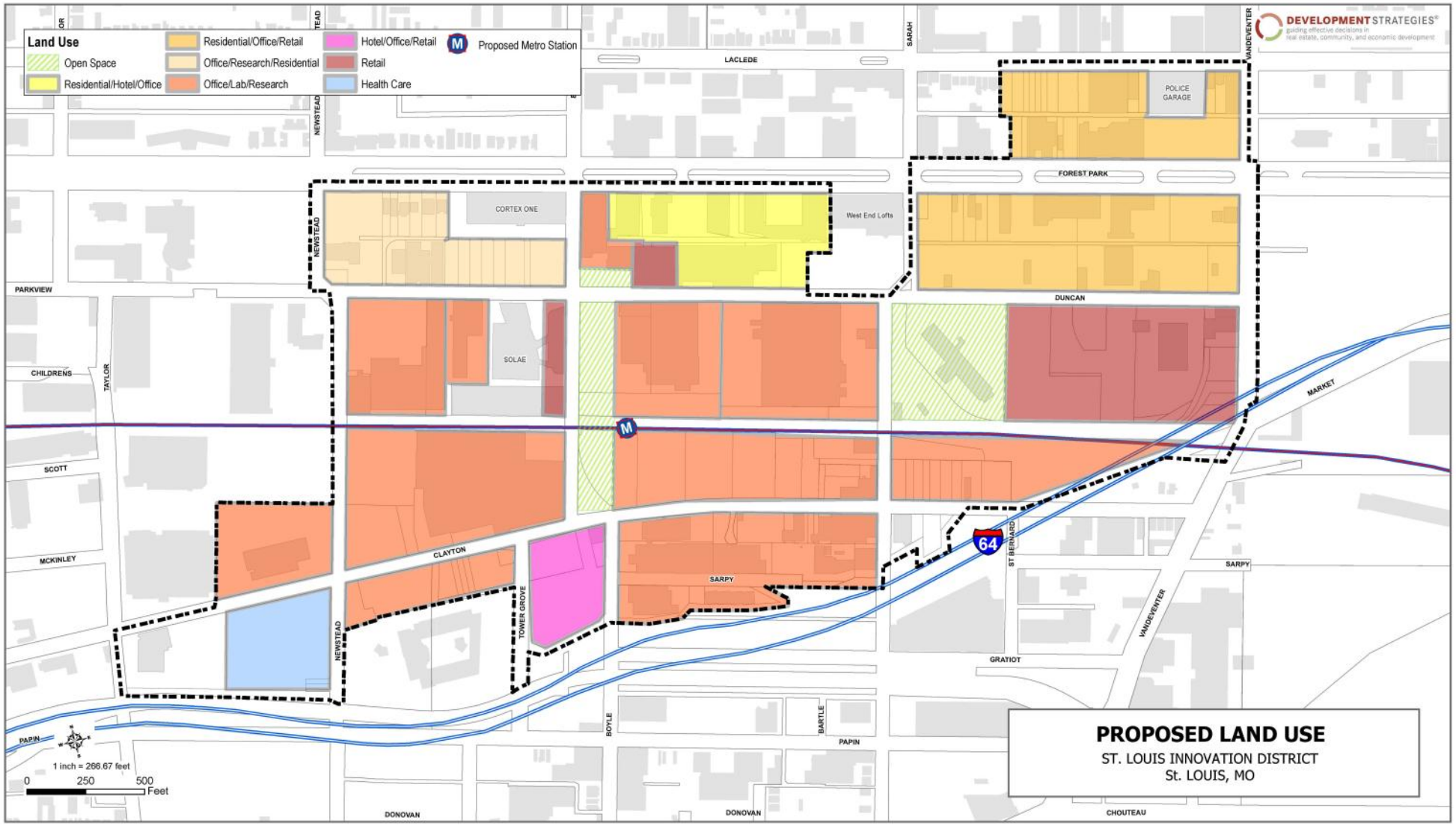
Signature I-64 Entry Development – Construction of a full access I-64 interchange at Boyle Avenue/ Tower Grove Avenue is scheduled to begin in the first quarter of 2013. A new signature mixed-use development that would incorporate hotel, office and retail uses is proposed for this important entry to the Redevelopment Area.

Healthcare Facility – A new healthcare facility is proposed to be built by the Shriners Hospital for Children on the southwest corner of Newstead Avenue and Clayton Avenue.

Open Space – The Plan proposes the construction of a “commons” that would run along the east side of Boyle Avenue between Clayton Avenue and Duncan Avenue. This open space is envisioned as a central meeting space and passive recreation space that could also contain dining and retail space.

Other open space areas are proposed throughout the Redevelopment Area.

MetroLink Station – A new station is proposed to be located between Boyle Avenue and Sarah Street to serve the extensive development proposed for the Redevelopment Area, and to serve as an amenity for the surrounding neighborhoods.


Land Use
Open Space
Residential/Hotel/Office
Residential/Office/Retail
Office/Research/Residential
Office/Lab/Research
Hotel/Office/Retail
Retail
Health Care
Proposed Metro Station
DEVELOPMENT STRATEGIES®
guiding effective decisions in real estate, community, and economic development
LACLEDE
SARAH
VANDEVENTER
POLICE GARAGE
FOREST PARK
CORTEX ONE
West End Lofts
NEWSTEAD
PARKVIEW
DUNCAN
SOLAE
CHILDRENS
TAYLOR
MARKET
SCOTT
MCKINLEY
CLAYTON
SARPY
64
ST BERNARD
TOWER GROVE
GRATIOT
BOYLE
BARTLE
PAPIN
DONOVAN
CHOUTEAU
1 inch = 266.67 feet
0 250 500 Feet
PROPOSED LAND USE
ST. LOUIS INNOVATION DISTRICT
St. LOUIS, MO

Use of Tax Increment Financing

To facilitate the revitalization of the Redevelopment Area, the use of tax increment allocation financing ("TIF") pursuant to the TIF Act is proposed. TIF has proven to be an effective tool for remedying conditions in “blighted areas” and for encouraging growth and development through investment by private enterprise in situations such as that faced in the Redevelopment Area.

Why Tax Increment Financing is Needed in the Redevelopment Area

While the revitalization and redevelopment of the Redevelopment Area has been desired for many years by the City of St. Louis and others, a number of serious impediments have kept significant private redevelopment from happening. First, the extraordinary costs associated with land acquisition, site preparation, public works and rehabilitation needed to redevelop the area have made the redevelopment economically infeasible without the use of Tax Increment Financing. For example, the extraordinary cost of essential infrastructure improvement, site preparation, and environmental remediation are significantly higher than private developers can typically pay to develop commercial and residential property in this market. While these extraordinary development costs increase the overall project cost and resulting annual expenses, residents and tenants Are typically unwilling to bear those additional costs. Consequently, an imbalance between expense and revenue is created that makes the project economically infeasible unless selected development costs are effectively reduced by means of TIF. These economic factors represent the second component of the “but for” justification upon which this project’s use of TIF is based. That is, without the use of tax increment financing, the Redevelopment Area would not reasonably be anticipated to be developed.

Appendix C contains an affidavit from St. Louis Innovation District, LLC, the master developer of the Redevelopment Area (the “Developer”) attesting that the Redevelopment Area qualifies as a “blighted area" as defined by the Act and that the Area has not been subject to growth and development through investment by private enterprise and, therefore, would not reasonably be anticipated to be developed without the adoption of Tax Increment Financing.

Use and Benefits of Tax Increment Allocation Financing

Upon the City's adoption of TIF and approval of the Redevelopment Projects described herein, incremental increases in real property taxes resulting from increased assessed valuations on new development occurring within the Redevelopment Area ("Payments in lieu of taxes" or "PILOTs") and fifty percent of incremental increases in certain taxes

generated by economic activities within the Redevelopment Area ("Economic activity taxes" or “EATs") are reallocated and deposited for a limited period of time into a special fund of the City. The revenues so deposited may be used to secure obligations, the proceeds of which, in turn, may be used to finance the various Redevelopment Project Costs enumerated in section 99.805(15) of the TIF Act. Because reallocation is limited to "incremental" increases in tax revenues, all ad valorem taxing districts will continue to receive the same amount of real property taxes they currently receive from properties within the Redevelopment Area. Further, for the duration of the Redevelopment Projects, all increases in personal property tax revenues and fifty percent of economic activity taxes such as sales and earnings taxes will be passed through to the applicable taxing districts.

Once the TIF obligations are retired, the TIF will be dissolved and all real property taxes and economic activity taxes generated in the Redevelopment Area will be based on the then current assessed valuation and tax rates.

TIF, as a redevelopment tool, provides several benefits. Typically, the stream of future revenues available through TIF is used to secure and finance TIF bonds or notes. The City and the redeveloper can sell these TIF bonds and notes and thus have funds available at the inception of the Redevelopment Projects, when most needed. Unlike other redevelopment mechanisms, TIF does not rely solely on real property tax relief. Instead, TIF requires the dedication of portions of all incremental increases in most tax revenues, thus avoiding disproportionate burdens on those taxing districts relying solely on ad valorem levies. Additionally, TIF provides for representation of affected taxing districts on the commission that reviews and recommends redevelopment plans and redevelopment projects to the City.

Organization of this Redevelopment Plan

Sections 99.805(13) and 99.810 of the TIF Act set forth the requirements for redevelopment plans. Accordingly, this Redevelopment Plan represents the comprehensive program of the City intended by the payment of costs for Redevelopment Projects to reduce or eliminate those conditions, the existence of which qualify the Redevelopment Area as a "blighted area", and to thereby enhance and insure the tax base of the taxing districts that extend into the Redevelopment Area.

Succeeding sections of this Redevelopment Plan set forth a summary of key findings, Redevelopment Plan objectives and a general description of the program and activities to accomplish the objectives; existing and proposed land uses for the Redevelopment Area; the estimated costs of Redevelopment Projects; the anticipated sources of funds to pay costs; evidence of the commitments to finance the costs of projects; the anticipated type and term of the sources of funds to pay costs; the anticipated type and terms of the obligations to be issued; the most recent equalized assessed valuation of the property within the Redevelopment Area which is to be subjected to payments in lieu of taxes and economic activity taxes pursuant to section 99.845 of the TIF Act; and an

estimate of the equalized assessed valuation after redevelopment. This Redevelopment Plan also provides the basis and documentation for findings required by sections 99.810(1) through 99.810(6) of the TIF Act and summarizes reporting requirements imposed by section 99.810(7) of the TIF Act.

2 SUMMARY OF KEY FINDINGS

Introduction

In order to establish a Redevelopment Area, adopt a Redevelopment Plan, and create a Tax Increment Financing District, the City must find pursuant to Section 99.810 of the TIF Act that:

a. The Redevelopment Area on the whole is a blighted area, a conservation area, or an economic development area, and has not been subject to growth and development through investment by private enterprise and would not reasonably be anticipated to be developed without the adoption of tax increment financing. This finding shall include, but not be limited to, a detailed description of the factors that qualify the Redevelopment Area or project pursuant to sections 99.805(1) and 99.810(1) of the TIF Act and an affidavit, signed by the Developer and submitted with the Redevelopment Plan, attesting that the provisions of section 99.810(1) of the TIF Act have been met;

b. The Redevelopment Plan conforms to the comprehensive plan for the development of the municipality as a whole;

c. The estimated dates, which shall not be more than twenty-three years from the adoption of the ordinance approving a Redevelopment Project within a Redevelopment Area, of completion of any Redevelopment Project and retirement of obligations incurred to finance Redevelopment Project costs have been stated;

d. A plan has been developed for relocation assistance for businesses and residences;

e. A cost-benefit analysis showing the economic impact of the Redevelopment Plan on each taxing district that is at least partially within the boundaries of the Redevelopment Area. The analysis shall show the impact on the economy if the project is not built, and is built pursuant to the Redevelopment Plan under consideration. The cost-benefit analysis shall include a fiscal impact study on every affected political subdivision, and sufficient information from the Developer for the TIF Commission to evaluate whether the project as proposed is financially feasible; and

f. The Plan does not include the initial development or redevelopment of any "gambling establishment" (as that term is defined in section 99.805(6) of the TIF Act).

Documentation of the determination that the Redevelopment Area meets the requirements of the TIF Act follows:

Blighted Area and Not Subject to Growth and Development by Private Enterprise and Not Reasonably Anticipated to be Developed Without TIF

The Redevelopment Area meets the requirements for designation as a “blighted area” as defined by Section 99.805(1) of the TIF Act. The “Data and Analysis of Conditions Representing a Blighted Area for the St. Louis Innovation District Redevelopment Area” report details and documents the conditions which qualify the Redevelopment Area as a “blighted area”.

The Redevelopment Area has not been subject to growth and development through investment by private enterprise and would not reasonably be anticipated to be developed without the adoption of tax increment financing. Appendix C to this Redevelopment Plan contains an Affidavit, signed by the Developer that is submitted with and incorporated in this Redevelopment Plan by this reference, attesting that the provisions of section 99.810(1) of the TIF Act have been met.

Conformance to the City’s Comprehensive Plan

The land uses proposed for the Redevelopment Area are in conformance with the “Strategic Land Use Plan”, as amended, of the City of St. Louis.

Estimated Date for Completion of the Redevelopment Projects and Retirement of Obligations to Finance Costs of Redevelopment Projects

This Redevelopment Plan states in Section 7 that all TIF Obligations issued to finance costs of Redevelopment Projects are estimated to be retired no later than 23 years from the anticipated date of adoption of any ordinance approving a Redevelopment Project Area described herein.

This Redevelopment Plan states that construction is expected to begin on the approval of this Redevelopment Plan. The Developer anticipates construction to be substantially started by 2019.

Relocation Assistance Plan

Section 99.810.1(4) of the TIF Act requires that a relocation plan be developed for the assistance of residents and/or businesses which are displaced in conjunction with implementation of the Redevelopment Plan and any Redevelopment Project. This Redevelopment Plan affirmatively adopts Ordinance 62481, of the City of St. Louis, as its Relocation Plan to implement the provisions of Section 523.205 RSMo.

Cost-Benefit Analysis Showing Economic Impact on Each Taxing District

A cost-benefit analysis showing the economic impact of this Redevelopment Plan on each taxing district that is at least partially within the boundaries of the Redevelopment Area has been completed. The analysis shows the impact on the economy if the Redevelopment Projects are not built, and are built pursuant to the Redevelopment Plan. The cost-benefit analysis additionally includes a fiscal impact study on every affected political subdivision, and sufficient information for the TIF Commission to evaluate whether the Redevelopment Projects, as proposed, are financially feasible.

No Gambling Establishment

This Redevelopment Plan does not include the initial development or redevelopment of any "gambling establishment" (as that term is defined in section 99.805(6) of the TIF Act).

3. REDEVELOPMENT PLAN OBJECTIVES

The following objectives have been established for this Redevelopment Plan. These objectives are consistent with those contained in the City's Strategic Land Use Plan, as well as those purposes outlined in the TIF Act:

- To reduce or eliminate those conditions, the existence of which qualify the Redevelopment Area as a "blighted area" and thereby to enhance the public health, safety, welfare, or morals;

- To eliminate facilities that create the image and reality of the Redevelopment Area as an obsolete, worn-out commercial/industrial area;

- To build on the resources and attributes associated with proximity to the Washington University Medical Center to the west, the Center for Emerging Technologies to the north, the Frost Campus and Health Sciences Center of Saint Louis University to the east, and the Missouri Botanical Garden on the south;

- To create a true live/work/shop area that incorporates office/research, retail, hotel and residential uses;

- To take maximum advantage of development opportunities afforded by land that is currently vacant or underutilized within the Redevelopment Area;

- To provide new job opportunities for the residents of adjoining or nearby neighborhoods, as well as the City as a whole;

- To provide new commercial services for the residents of adjoining or nearby neighborhoods;

- To serve as a catalyst for additional redevelopment of adjacent neighborhoods to the Redevelopment Area;

- To encourage construction by Metro of a new MetroLink light rail station between Sarah Street and Boyle Avenue in order to enhance connections between businesses and institutions in the Redevelopment Area and Washington University Medical Center, the Frost Campus and Health Sciences Center of Saint Louis University to the east and southeast, the Hilltop campus of Washington University and Clayton to the west, the University of Missouri St. Louis to the northwest, Downtown St. Louis to the east, and other regional attractions accessible by MetroLink;

- To provide enhanced connections between development and activities within the Redevelopment Area and the Central West End neighborhood to the north and the Forest Park South East neighborhood to the south.
- To capitalize on improved access to and from the west via I-64/US 40 -- planned to be created by the construction of new ramps as proposed by the Missouri Department of Transportation at Boyle Avenue and Tower Grove Avenue;

- To provide signature buildings and attractive streetscape features at key entry locations to the Redevelopment Area to create an image that reflects a successful and progressive business, research and development district;

- To improve the image and attractiveness of the Redevelopment Area through enhancement of lighting, street trees, signage and quality building and site design along major access routes serving the Area – Forest Park Avenue, Vandeventer Avenue, and I-64/US 40 in particular;

- To seek to complement and accommodate a possible greenway with pedestrian and bicycle paths connecting the proposed Chouteau's Greenway and Lake District on the east to Forest Park on the west;

- To facilitate better connections to nearby commercial districts and residential neighborhoods adjacent to the Redevelopment Area;

- To provide a funding mechanism to pay for the costs of improvements needed to stimulate growth and development through private reinvestment; and

- As a result of these activities, to enhance the tax bases and the resulting tax revenues for the City and all other taxing districts that extend into the Redevelopment Area.

4. GENERAL DESCRIPTION OF THE ACTIVITIES TO ACCOMPLISH OBJECTIVES

General Activities

To accomplish the objectives of this Redevelopment Plan, a program has been initiated to make TIF available within the Redevelopment Area and to attract and encourage private investment in the Redevelopment Area. Steps undertaken to date include:

- Preparation of this Redevelopment Plan providing for the redevelopment of the Redevelopment Area in accordance with the City's recently adopted "Strategic Land Use Plan," as amended;

- Study of the Redevelopment Area to document the existence of conditions that render the Redevelopment Area a "blighted area" under the TIF Act. The study methodology and documentation are set forth in a separate appendix document to this Redevelopment Plan. Study results provide the basis for the findings in Section 2 of this Redevelopment Plan; and

- Solicitation and consideration of proposals from qualified private entities for redevelopment projects within the Redevelopment Area and selection of qualified redeveloper(s) to implement Redevelopment Projects which meet the goals and objectives of the Strategic Land Use Plan and this Redevelopment Plan.

As a result of these efforts, this Redevelopment Plan envisions an inviting mixed-use, area of the City of St. Louis. To facilitate this vision the Redevelopment Plan proposes:

- The construction or rehabilitation of approximately 3.8 million square feet of office/research space;

- The construction or rehabilitation of approximately 700,000 square feet of retail space;

- The construction of approximately 1,000 residential units;

- The construction of approximately 350 hotel rooms; and

- The construction of a new Shriners Hospital for Children healthcare facility.

Subsequent activities necessary to implement the Redevelopment Projects and to accomplish the objectives of this Redevelopment Plan include, without limitation:

- The negotiation, approval, and execution of a Redevelopment Agreement providing the terms upon which the Developer will undertake the Redevelopment Projects in accordance with this Redevelopment Plan;

- The negotiation, approval and execution of parcel development agreements, providing the terms upon which individual property owners may undertake certain Redevelopment Projects at the direction of the Developer;

- Environmental remediation and site preparation;

- Streetscape and infrastructure improvements;

- Funding of selected costs of Redevelopment Projects and issuance of temporary and permanent TIF obligations;

- Rehabilitation of the existing commercial space to be retained within the Redevelopment Area by means of private investment; and

- The construction of new commercial space and residential units within the Redevelopment Area by means of private investment.

The implementation of the above cited proposals and activities will depend upon market conditions and demand, the availability of financing and unforeseen events and circumstances. Accordingly, the actual results achieved may vary from the contemplated and envisioned proposals and activities.

Equal Opportunity, Non-Discrimination, M/WBE and Workforce Goals

The Developer (including the Developer, any transferees, lessees, designees, successors and assigns thereof, including without limitation any entity related to the Developer by one of the relationships described in Section 267(b) of the United States Internal Revenue Code of 1986, as amended), its contractors and subcontractors shall comply with all federal, state and local laws, ordinances or regulations governing equal opportunity and nondiscrimination (the "Equal Opportunity Laws") in connection with any Redevelopment Project. Moreover, the Developer shall contractually require its contractors and subcontractors to comply with the Equal Opportunity Laws.

With respect to any redevelopment agreements entered into pursuant to this Redevelopment Plan, the Developer and its contractors or subcontractors shall not contract with any party known to have been found in violation of the Equal Opportunity Laws.

The Developer and its contractors and subcontractors shall require covenants in any contracts or agreements relating to the sale, lease, rental, use or occupancy of any of the parcels within the Redevelopment Area or the construction of improvements on such

parcels to ensure that there shall be no discrimination on the part of the Developer or its contractors and subcontractors upon the basis of race, color, creed, national origin, sex, marital status, age, sexual orientation or physical handicap in the sale, lease, rental, use or occupancy of any of such parcels or the construction of any improvements on such parcels or any part thereof. Such covenants shall run with the land and shall be enforceable by SLDC, the City and the United States of America, as their interest may appear in the Redevelopment Project.

The Developer shall make good faith efforts to observe Executive Order #28 dated July 24, 1997, as amended, relating to minority and women-owned business participation in City contracts.

The Developer acknowledges that workforce goals, to be mutually agreed on by the Developer and the City, will be incorporated into any redevelopment agreements entered into pursuant to the TIF Plan.

Accessibility Standards

The Developer will cause the Redevelopment Projects and their elements to be built in conformance with the American with Disabilities Act and the Fair Housing Act accessibility standards as they exist at the time of the commencement of construction of a particular Redevelopment Project.

Use of Eminent Domain Within Redevelopment Area

The Developer is not seeking to utilize eminent domain pursuant to the TIF Act. However, nothing in this Redevelopment Plan is to be construed to limit the use of eminent domain by the City for a public use, as such term is used in Article XXI of the City's Charter, or by any urban redevelopment corporation which has entered into a redevelopment agreement with the City prior to December 31, 2006.

5. EXISTING LAND USE

The Redevelopment Area contains a total of approximately 128 acres, excluding rights-of-way (approximately 168 acres including rights-of-way). Thirty-eight percent (38.3%) of the area contains vacant land or is land occupied by a vacant building (see *Existing Land Use* map). This is a significant increase over the City's 2005 blight findings under Chapter 353, RSMo, which indicated that vacant land and buildings comprised nearly 15% of the Redevelopment Area. In addition, 10.3% of the land area is utilized for surface parking. Thus, almost half (48.6%) of the Redevelopment Area is either vacant or occupied by low intensity surface parking.

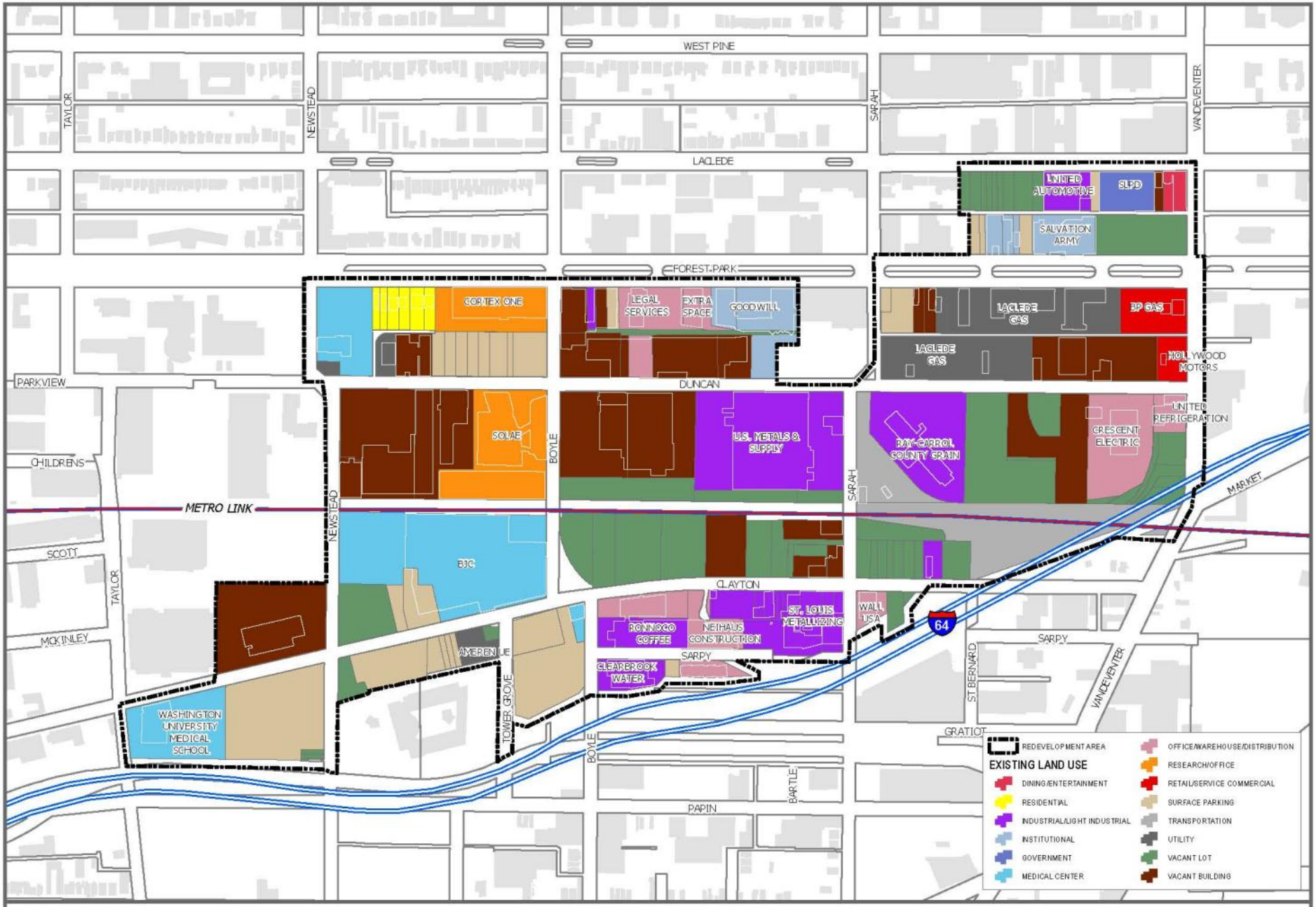
The primary active uses in the area include industrial activities, medical center, office/warehouse/distribution uses, and research/office which collectively occupy 33% of the Area. The balance of the area is comprised of a significant variety of uses as summarized in the following table and map.

EXISTING LAND USE
IN ST. LOUIS INNOVATION DISTRICT
REDEVELOPMENT AREA

Land Use	Acres	% of Total
Vacant (Building/Land)	49.2	38.3
Industrial/Light Industrial	17.3	13.5
Surface Parking	13.2	10.3
Medical Center	11.5	8.9
Utility	7.8	6.0
Office/Warehouse/Distribution	7.5	5.8
Transportation	6.6	5.1
Research/Office	6.5	5.1
Institution	4.3	3.4
Retail/Service/Commercial	2.0	1.6
Residential	1.3	1.0
Government	0.9	.7
Dining/Entertainment	.4	.3
TOTAL	128.5(1)	100%

1) Excludes rights-of way

Source: Development Strategies, field inspection, August 2012



EXISTING LAND USE

ST. LOUIS INNOVATION DISTRICT
St. LOUIS, MO

DEVELOPMENT STRATEGIES®
guiding effective decisions in real estate, community and economic development

October 2012

6. PROPOSED DEVELOPMENT PLAN

General Land Use and Redevelopment Project Areas

When completed, the Redevelopment Area will provide a mix of land uses that will include new and rehabbed office and research space, retail space, restaurants, hotels, a medical facility and residential units. Within the Redevelopment Area, eleven (11) distinct Redevelopment Project Areas (RPAs) are proposed. The following *Redevelopment Project Areas* map illustrates the anticipated distribution of uses within the Redevelopment Area and the proposed RPAs. Below is a general description of the projected development to occur in each of the RPAs.

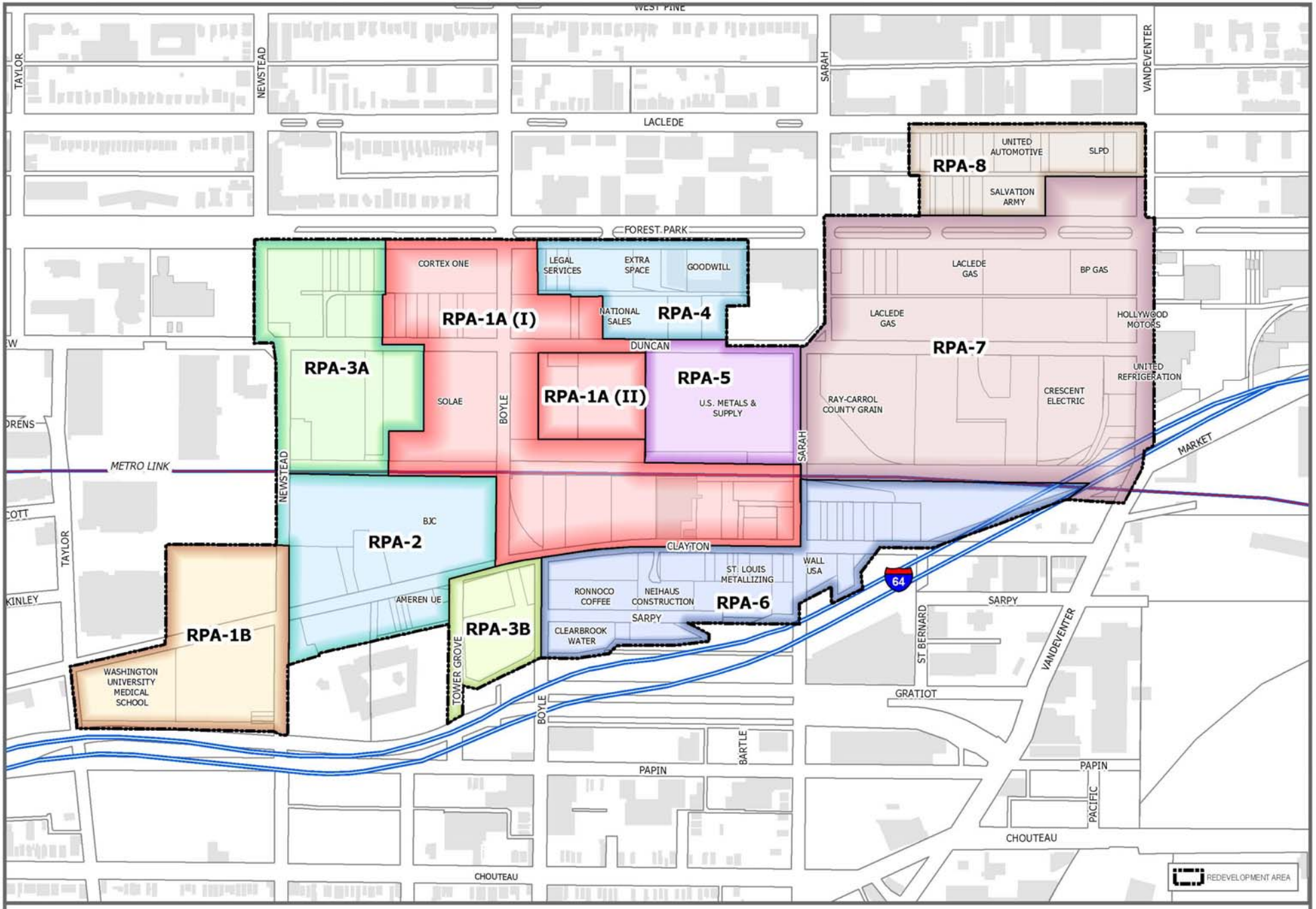
Redevelopment Project Area 1A (I) -- This RPA contains approximately 31 acres, which are centrally located in the heart of the Redevelopment Area. The RPA is generally focused along Boyle Avenue between Forest Park Avenue and Clayton Avenue. The intent in this RPA is to create a public open space that would be flanked and activated by office/research space with ground floor retail. The CORTEX One building along Forest Park and the Solae building along Boyle Avenue will serve as existing anchors for the RPA. Within the RPA the following new projects are proposed:

- The construction of a major public open space along the east side of Boyle Avenue between Duncan Avenue and Clayton Avenue.
- The rehabilitation and expansion of the former Brauer building, located on the southeast corner of Forest Park Avenue and Boyle Avenue, for office/research space.
- The construction of new office/research space along the north side of Clayton Avenue between Boyle Avenue and Sarah Street that would include a new office building for BJC at the northeast corner of Boyle Avenue and Clayton Avenue.
- The rehabilitation of existing buildings along the north side of Duncan Avenue to the east of Boyle Avenue for retail space.
- The construction of a garage with ground level retail and optional residential above along the north side of Duncan Avenue to the west of Boyle.
- The construction of a new MetroLink station along the existing MetroLink right-of-way between Boyle Avenue and Sarah Street.

Redevelopment Project Area 1A (II) -- This RPA contains approximately 4 acres, which are generally located in the southeast quadrant of the Boyle Avenue and Duncan Avenue intersection. Within the RPA the following new projects are proposed:

- The rehabilitation of the Heritage building, located on the southeast corner of Boyle Avenue and Duncan Avenue, for office/research space.

Redevelopment Project Area 1B – This RPA contains approximately 13 acres, which are generally located along the north and south sides of Clayton Avenue between



REDEVELOPMENT PLANNING AREAS

ST. LOUIS INNOVATION DISTRICT
St. LOUIS, MO

DEVELOPMENT STRATEGIES®
guiding effective decisions in real estate, community, and economic development

January 2013

Newstead Avenue and Taylor Avenue. The primary intent within this RPA will be to:

- Accommodate the construction of a new Shriners medical facility on the southwest corner of Newstead Avenue and Clayton Avenue.
- Rehabilitate the former Monsanto labs on the northwest corner of Newstead Avenue and Clayton Avenue.

Redevelopment Project Area 2A – This RPA contains approximately 5 acres located along the south side of Clayton Avenue between Tower Grove Avenue/Boyle Avenue. The intent is that this RPA would accommodate a new signature development at this important future entry to the Redevelopment Area that could accommodate a mix of uses, which would potentially include office space, retail space, a hotel and garage parking.

Redevelopment Project Area 2B – This RPA contains approximately 15 acres generally located along Clayton Avenue between Tower Grove Avenue and Newstead Avenue. New office/research development is proposed for the land in this RPA.

Redevelopment Project Area 3 – This RPA contains approximately 15 acres located along the east side of Newstead Avenue between the MetroLink right-of-way and Forest Park Avenue. The primary intent within this RPA will be to:

- Construct a new office/research building on the southeast corner of Forest Park and Newstead Avenue.
- Rehabilitate or construct office/research space along the south side of Duncan Avenue.
- Construct a new a garage with ground level retail and optional residential above along the north side of Duncan Avenue.

Redevelopment Project Area 4 – This RPA contains approximately 8 acres, located along the south side of Forest Park Avenue to the west of the existing West End Lofts. The intent would be to integrate new residential units and a hotel with some of the existing uses in the RPA.

Redevelopment Project Area 5 – This RPA contains approximately 8 acres located on the southwest corner of Duncan Avenue and Sarah Street. The intent is to redevelop this area for new office/research space.

Redevelopment Project Area 6 – This RPA contains approximately 20 acres located along the north side of I-64 between Boyle Avenue and Vandeventer Avenue. The intent in this RPA is to accommodate office/research space with support parking that could take advantage of the views from I-64.

Redevelopment Project Area 7 – This large RPA contains approximately 41 acres primarily located between Forest Park Avenue, Vandeventer Avenue, the MetroLink right-of-way, and Sarah Street. The intent in this RPA is to:

- Accommodate new retail development to the south of Duncan Avenue.
- Accommodate a mix of uses to the north of Duncan that could include retail and dining space, office space, residential units, and support parking.

Redevelopment Project Area 8 – This RPA contains approximately 8 acres located to the west of Vandeventer Avenue between Forest Park Avenue and Laclede Avenue. The intent in the RPA would be to integrate new residential and retail development with the existing development in the area.

In addition, tax increment financing within each RPA may be used to finance public infrastructure portions of the Redevelopment Projects for the other RPAs so long as the contributing RPA is substantially benefitted by the public infrastructure.

Phasing of Development

Construction in the Redevelopment Area is projected to occur over the next decade. The following table provides the estimated start date and completion date by RPA.

ST LOUIS INNOVATION DISTRICT REDEVELOPMENT AREA ESTIMATED PHASING OF DEVELOPMENT

RPA	Estimated Start	Estimated Completion
1A (I & II)	2013	2016
1B	2013	2014
2A	2014	2015
2B	2014	2020
3	2014	2019
4	2015	2019
5	2017	2022
6	2015	2024
7	2013	2019
8	2019	2022

Open Space and Streetscape Plan

It is proposed that open space and streetscape improvements be made with the intent of providing a distinctive image that would brand and unite the Redevelopment Area. Proposed improvements include:

- A major new open space area along the west side of Boyle Avenue between Duncan Avenue and Clayton Avenue that could include retail, dining and special landscape amenities.
- Open space enhancements to the area surrounding the existing grain elevator located at the southeast corner of Sarah Street and Duncan Avenue.

- New lighting, sidewalks, and landscaping along Duncan Avenue, Clayton Avenue, Newstead Avenue, Tower Grove Avenue, Boyle Avenue, Sarah Avenue, and Vandeventer Avenue.

7. ESTIMATED REDEVELOPMENT PROJECT COSTS

Section 99.805(15) of the TIF Act authorizes the City to include as "redevelopment project costs", "…the sum total of all reasonable or necessary costs incurred or estimated to be incurred, and any such costs incidental to a redevelopment plan or redevelopment project, as applicable."

The TIF Act states that eligible redevelopment project costs include but are not limited to:

a) Costs of studies, surveys, plans, and specifications;

b) Professional service costs including, but not limited to, architectural, engineering, legal, marketing, financial, planning, or special services, subject to the limitations of Section 99.805(15)(b) RSMo;

c) Property assembly costs including, but not limited to, acquisition of land and other property, real or personal, or rights or interests therein, demolition of buildings, and the clearing and grading of land;

d) Costs of rehabilitation, reconstruction, or repair or remodeling of existing buildings and fixtures;

e) Costs of construction of public works or improvements;

f) Financing costs including, but not limited to, all necessary and incidental expenses related to the issuance of obligations, and which may include payment of interest on any obligations issued pursuant to sections 99.800 to 99.865 of the TIF Act accruing during the estimated period of construction of any redevelopment project for which such obligations are issued and for not more than eighteen months thereafter, and including reasonable reserves thereto;

g) All or a portion of a taxing district's capital costs resulting from the redevelopment project necessarily incurred or to be incurred in furtherance of the objectives of the redevelopment plan and project, to the extent the municipality by written agreement accepts and approves such costs;

h) Relocation costs to the extent that a municipality determines that relocation costs shall be paid or are required to be paid by federal or state law; and

i) Payments in lieu of taxes.

Estimated costs for all Redevelopment Project Areas are anticipated to total approximately $2.13 billion. The following table illustrates a potential allocation of total costs by Redevelopment Project Area.

ST LOUIS INNOVATION DISTRICT REDEVELOPMENT AREA
ESTIMATED PROJECTS COSTS (In Millions) [1, 2]

RPA	Studies & Professional Services	Property Acquisition & Relocation	Demolition & Site Prep Costs	Building Rehabilitation Costs	Public Infrastructure Costs	New Building Costs	Financing Costs	Contingency	TOTAL
1A (I)	$24.9	$8.0	$4.0	$73.9	$23.5	$188.7	$16.2	$19.0	$358.2
1A (II)	$0.3	$2.0	$.5	$40.0	$0.3	$0.0	$2.0	$0.2	$45.3
1B	$4.0	$0.0	$2.0	$15.0	$4.5	$28.8	$2.5	$2.8	$59.6
2A	$10.1	$0.0	$.8	$0.0	$10.3	$112.1	$6.2	$7.0	$146.5
2B	$23.5	$0.0	$1.9	$0.0	$24.0	$261.4	$14.4	$16.3	$341.5
3	$18.0	$0.0	$4.3	$20.0	$5.6	$176.4	$10.3	$11.7	$246.3
4	$5.5	$10.5	$3.0	$0.0	$2.3	$60.5	$3.7	$4.1	$89.6
5	$11.0	$5.0	$2.1	$0.0	$2.5	$122.4	$6.6	$7.5	$157.1
6	$20.0	$10.0	$2.5	$0.0	$6.3	$226.8	$12.3	$13.9	$291.8
7	$20.5	$30.0	$3.1	$0.0	$30.8	$204.0	$13.4	$15.1	$316.9
8	$5.0	$5.0	$1.9	$0.5	$0.0	$55.8	$3.1	$3.5	$74.8
TOTAL	**$142.8**	**$70.5**	**$26.1**	**$149.4**	**$110.1**	**$1,436.9**	**$90.7**	**$101.1**	**$2,127.6**

1. The estimation of Redevelopment Projects Costs is based upon certain assumptions that may not materialize and, as an estimate or projection, is subject to uncertainty and risks that could cause actual results to differ, possibly materially, from those contemplated in this estimation.

2. Because of the uncertainty of the above estimation and because the amount of costs for certain categories may vary as a result of unforeseen events and circumstances, the above costs may be shifted between the categories of costs within a RPA.

The following table illustrates the anticipated costs that will be funded by TIF, assuming funding of $167.7 million (NPV of TIF revenue stream over the life of the RPA TIFs with 1.25 debt coverage ratio) in Redevelopment Projects Costs.

ST LOUIS INNOVATION DISTRICT REDEVELOPMENT AREA
ESTIMATED ELIGIBLE TIF FUNDED PROJECTS COSTS (In Millions) [1]

RPA	Studies & Professional Services	Property Acquisition & Relocation	Demolition & Site Prep Costs	Building Rehabilitation Costs	Public Infrastructure Costs	Financing Costs	RPA Total Eligible Costs	Maximum TIF Funding (2)
1A (I)	$8.0	$8.0	$4.0	$73.9	$8.0	$4.0	$105.9	$11.4
1A (II)	$0.3	$2.0	$.5	$40.0	$0.3	$2.0	$45.1	$22.0
1B	$1.3	$0.0	$2.0	$15.0	$4.5	$.8	$23.6	$2.7
2A	$3.3	$0.0	$.8	$0.0	$4.4	$2.9	$11.4	$10.3
2B	$7.8	$0.0	$1.9	$0.0	$1.9	$4.8	$16.4	$18.5
3	$6.0	$0.0	$4.3	$20.0	$5.6	$3.4	$39.3	$18.4
4	$1.8	$10.5	$3.0	$0.0	$2.3	$1.2	$18.8	$4.9
5	$3.6	$5.0	$2.1	$0.0	$2.5	$2.2	$15.4	$12.2
6	$6.6	$10.0	$2.5	$0.0	$6.3	$4.1	$29.5	$24.7
7	$6.8	$30.0	$3.1	$0.0	$7.3	$4.4	$51.6	$37.1
8	$1.7	$5.0	$1.9	$0.5	$0.0	$1.0	$10.1	$5.5
Redevelopment Area-wide Project Costs Common to All RPA's (3)					$67.0		$67.0	
TOTAL	**$47.2**	**$70.5**	**$26.1**	**$149.4**	**$110.1**	**$30.8**	**$434.1**	**$167.7**

1. The estimation of TIF funded Redevelopment Projects Costs is based upon certain assumptions that may not materialize and, as an estimate or projection, is subject to uncertainty and risks that could cause actual results to differ, possibly materially, from those contemplated in this estimation. Accordingly, the actual Redevelopment Project Costs may vary from the contemplated costs. These Redevelopment Project Costs may be updated and revised as Redevelopment Project Areas are activated following a TIF Commission public hearing.

2. The maximum TIF Funding, except as qualified herein, represents the total amount of principal in TIF Obligations to be issued in connection with each RPA. The maximum aggregate total authorized TIF obligations for the Redevelopment Area shall not exceed $167.7 million.

3. Redevelopment Area-wide costs are limited to funding of the Metro Station ($10 million), common-area open space ($11.4 million) and structured parking ($45.6 million). These elements benefit all RPAs and all or a portion of these costs may be distributed among the RPAs and recovered as TIF eligible costs up to the maximum TIF Funding provided for each RPA to a total maximum TIF Funding of $167.7 million.

The distribution of costs among categories of costs for Redevelopment Projects is approximate. As the Redevelopment Project Areas are implemented, specific categorical items and actual associated costs may vary from those provided above. The above estimated costs are exclusive of costs of issuance of TIF Obligations (as hereinafter defined), required reserve accounts, accrued interest on TIF Obligations and capitalized interest, if any.

8. ANTICIPATED FUNDS TO PAY COSTS AND OBLIGATIONS TO BE ISSUED

Anticipated Sources of Funds to Pay the Costs

It is anticipated that the sources of funds to pay the costs of the Redevelopment Projects could include:

- Funds available to the Developer through the Developer's own operating revenues and cash reserves or through private financing obtained by the Developer;
- Proceeds of TIF notes or TIF bonds (collectively, "TIF Obligations") issued by the City and secured by anticipated PILOTs and EATs collected pursuant to the TIF Act upon adoption of tax increment allocation financing for the Redevelopment Area by the City and deposited from time to time in the "special allocation fund" (as that term is defined in section 99.805(16) of the TIF Act) established for the Redevelopment Projects;
- Funds available from the establishment of a Transportation Development District (TDD) / Community Improvement District (CID) for the Redevelopment Area;
- Funds available from MDFB tax credits;
- Funds available from Historic Tax credits;
- Funds available from Brownfield Tax credits; and
- Funds from Federal, State and local grants.

Evidence of Commitments to Finance the Project Costs

Appendix B contains a commitment letter provided by Stifel Nicolaus to provide financing for RPA 1A and RPA 1B. Stifel Nicolaus' financing is directed at public infrastructure improvements necessary to support private investment in the Redevelopment Area. Additionally, in coordination with the Developer, BJC Healthcare has financing in place to proceed with the construction of ± 200,000 SF office building costing approximately $45 million within RPA 1A and Wexford Science and Technology, LLC, subject to the approval of the TIF and final terms of the sales contract with CORTEX, is committed to investing $73 million in the renovation of the Heritage property within RPA 1A into a ± 184,000 SF lab/office facility. It should be noted that Shriners Hospitals for Children has financing in place and is in construction plan review with the City for a ± 100,000 SF surgery center hospital/clinic/research facility located in RPA 1B expected to begin construction in Spring of 2013.

The remaining RPAs will be activated in the future as provided in the TIF ACT but only after projected redevelopment activities set forth in the Redevelopment Plan are formalized and approved as Redevelopment Projects by the City following recommendations and approvals by the TIF Commission.

Anticipated Type and Term of Sources of Funds to Pay Costs

As noted above, Project funds anticipate a combination of Developer equity, conventional financing, tax credits, grant funds, TIF Obligations, and TDD/CID revenues.

Conventional financing provided by the Developer will include both private construction financing and permanent financing. Terms of construction and permanent financing will be determined through negotiations between the Developer and the Developer's equity partners and private lending institutions.

As detailed below, TIF Obligations will consist of an initial issuance of temporary notes to be subsequently refunded by permanent bonds, each secured by revenues deposited in the special allocation fund (the “Special Allocation Fund”) for the Redevelopment Projects established pursuant to the TIF Act. As provided in the TIF Act, the maximum term of TIF financing will not exceed 23 years from the adoption by the City of the ordinance approving each Redevelopment Project Area.

Anticipated Type and Term of Obligations to be Issued

It is anticipated that costs of Redevelopment Projects will initially be financed through issuance by the City of Tax Increment Financing notes (“TIF Notes”) purchased by the Developer or related parties associated with the development. The TIF Notes would be secured by, and payable from, revenues available in the Special Allocation Fund. TIF Notes would be issued in a net aggregate principal amount reflecting the Redevelopment Project Costs incurred pursuant to this Plan and approved pursuant to a redevelopment agreement between the City and the Developer.

In no instance, however, shall the term of any TIF Obligation issued for a Redevelopment Project exceed 23 years from the adoption by the City of the ordinance approving the Redevelopment Project. The anticipated date of this approval for the RPA 1A and RPA 1B Redevelopment Projects are December 2012. Accordingly, the maximum estimated date for retirement of all TIF Obligations issued for the RPA 1A and RPA 1B Redevelopment Projects is December 2035.

9. EQUALIZED ASSESSED VALUATIONS

Most Recent Equalized Assessed Valuation of Property within the Redevelopment Area

The most recent equalized assessed valuation ("EAV") of property within the Redevelopment Area is provided by the records of the Office of the St. Louis City Assessor. Most recent EAVs reflect assessments for the tax year 2012. The total taxable 2012 EAV for the Redevelopment Area is $12,181,660.

Estimated Equalized Assessed Valuation after Redevelopment

The estimated EAV after redevelopment is predicated upon increases in property values resulting from the completion of the Redevelopment Projects. The table below provides an estimate of the resulting EAV after full redevelopment.

ST LOUIS INNOVATION DISTRICT REDEVELOPMENT PLAN
ESIMATED EAV AFTER REDEVELOPMENT (Current Dollars)

Redevelopment Project Area	2012 EAV	Estimated EAV After Redevelopment	Estimated Incremental EAV After Redevelopment
1A (I)	$1,207,200	$21,924,150	$20,716,950
1A (II)	$1,549,900	$10,506,250	$8,956,350
1B	$1,580,300	$3,500,000	$1,919,700
2A	$90,900	$10,400,000	$10,309,100
2B	$15,000	$14,888,000	$14,873,000
3	$204,630	$21,750,000	$21,545,370
4	$990,500	$10,845,000	$9,854,500
5	$862,600	$17,000,000	$16,137,400
6	$2,412,900	$31,500,000	$29,087,100
7	$2,893,300	$21,931,000	$19,037,700
8	$374,430	$7,565,000	$7,190,570
TOTAL	**$12,181,660**	**$171,809,400**	**$159,627,740**

10. REPORTING REQUIREMENTS

The TIF Commission by the last day of February each year shall report to the State Director of Economic Development the name, address, phone number, and primary line of business of any business which relocates to the Redevelopment Area pursuant to requirements of section 99.810.2 of the TIF Act, as may be from time to time required.

APPENDIX A

Legal Description of the St Louis Innovation District
Tax Increment Financing Redevelopment Area and RPAs

PROPERTY DESCRIPTION
REDEVELOPMENT AREA

A tract of land being part of City Blocks 3904, 3917, 3918W, 3919W, 3953, 3959, 3960, 3961, 3962, 3963, 3966, 3967N, 3968N, 3970, 3971, 4586 and 4589 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the intersection of the centerline of Laclede Avenue, 80 feet wide with the centerline of Vandeventer Avenue, 80 feet wide; thence southwesterly along said centerline to the direct northwesterly prolongation of the north right-of-way line of Forest Park Avenue, 150 feet wide; thence along said prolongation line southeasterly to the southwest corner of City Block 3191E; thence crossing said Forest Park Avenue to the northwest corner of City Block 3918E, said point also being located on the southern right-of-way line of said Forest Park Avenue; thence southeasterly along said southern right-of-way and its southeasterly prolongation to the eastern right-of-way line of Spring Avenue, 50 feet wide; thence southerly along said east right-of-way line to the northern right-of-way line of Market Street, 100 feet wide; thence southwesterly along said right-of-way line to the northern line of a tract of land as conveyed to the State of Missouri by instrument recorded in Book 451, Page 1573 of the St. Louis City records; thence northwesterly and southwesterly along the northern line of said State of Missouri tract to the eastern right-of-way line of the Norfolk and Southern Railway; thence southwesterly along said right-of-way line to the northern right-of-way line of above said Market Street; thence along said right-of-way line to the western right-of-way line of said Norfolk and Southern Railway; thence northerly along said right-of-way line to the northern line of a tract of land as conveyed to the State of Missouri by instrument recorded as Document No. 38, on 06/29/1956; thence southwesterly along said northern line to the eastern right-of-way line of above said Vandeventer Avenue; thence southerly, along the east right-of-way line of said Vandeventer Avenue to the northern right-of-way line of above said Market Street; thence along the direct southwesterly prolongation of said northern right-of-way line to the centerline of above said Vandeventer Avenue, thence south along said centerline to its intersection with the direct southeasterly prolongation of the northern line of a tract of land as conveyed to Central Real Estate Holdings, LLC by instrument recorded in Document No. 30, on 04/19/2004 of above said records; thence northwesterly along said prolongation line, last said north line and it direct northwesterly prolongation to the centerline of Interstate Highway 64; thence southwesterly to a point being on the centerline of above said Clayton Avenue, said point being located 30 feet perpendicular distance south of the southeastern corner of a tract of land as conveyed to Norfolk and Western Railway, said point also being located on the northwestern right-of-way line of above said Interstate Highway 64; thence southwesterly and southerly along said northwestern right-of-way line to its intersection with the centerline of Sarah Street, 60 feet wide; thence southwesterly along said centerline to direct southeasterly line of Sarpy Avenue, 55 feet wide; thence northwesterly along said prolongation line to the northeastern line of a tract of land as conveyed to MVG Properties by instrument recorded in Document No. 465 on 12/27/2007 of above said records; thence southeasterly along said northeastern line to the southern line of said MVG Properties tract; thence northwesterly along said southern line and the south line of a tract of land as conveyed to Drury Displays Incorporated by instrument recorded as Document No. 161, on 09/14/1993 of above said records to the southeastern line of a tract of land as conveyed to Rose Coffee Company by instrument recorded as Document No. 537 on 7/31/2012; thence southwesterly and northwesterly along the southeastern and southern lines of said Rose Coffee Company tract to the east right-of-way line of Boyle Avenue, 60 feet wide; thence northwesterly along the direct northwesterly prolongation of the southern line of said Rose

Coffee Company tract to its intersection of the centerline of said Boyle Avenue; thence southeasterly along said centerline to its intersection with the direct southeasterly prolongation of the southern line of Lot A of Washington University Medical Center Subdivision of City Block 3966-N, a subdivision according to the plat thereof as recorded in Plat Book 05252004, Page 475 of above said records; thence northwesterly along said prolongation line to the southeast corner of said Lot A; thence northwesterly and southwesterly along the southern lines of said Lot A to the east right-of-way line of Tower Grove, 60 feet wide; thence crossing said Tower Grove at right angles, to the west right-of-way line of said Tower Grove; thence northeasterly along said west right-of-way line to northeast corner of Lot C of School House Subdivision, a subdivision according to the plat thereof as recorded in Plat Book 66, Pages 16 and 17 of above said records; thence northwesterly and southwesterly along the northern lines of said Lot C to the eastern right–of-way line of Newstead Avenue, 60 feet wide; thence southwesterly along said eastern right-of-way line to the southwest corner of above said Lot C; thence departing last said right-of-way line northwesterly to the southeastern corner of a tract of land as conveyed to Drury Displays by instrument recorded in Book 730, page 80 of above said records; thence northwesterly along the south line of said Drury Displays tract to the eastern line of Shriners Hospital subdivision of City Block 3971-N a subdivision according to the plat thereof as recorded in Plat Book 5282008, Pages 158 and 159 of above said records; thence southwesterly and northwesterly along the eastern and southern line and the direct northwestern prolongation thereof to its intersection of with the centerline of Taylor Avenue 60 feet wide; thence northeasterly along said centerline to its intersection with the centerline of above said Clayton Avenue; thence northeasterly along said centerline to its intersection with the direct southwesterly prolongation of the eastern line of Lot 1 of Busch/Ondr Subdivision, a subdivision according to the plat thereof as recorded in Plat Book 12092004, Page 240 of above said records; thence northeasterly along said prolongation line and the eastern lines of said Lot 1 and lot 2 of said Busch/Ondr Subdivision, to the southern line of said Lot 2; thence northeasterly and southeasterly along said southern lines to the western right-of-way line of above said Newstead Avenue; thence northeasterly along said western right-of-way line to its intersection with the centerline of Duncan Avenue, 60 feet wide; thence northwesterly along said centerline to the direct southwesterly prolongation of the western line of above said Newstead Avenue; thence northeasterly along said western right-of-way line and its direct northeasterly prolongation to the centerline of above said Forest Park Avenue; thence southeasterly along said centerline to the direct northeasterly prolongation line of the western line of Lot 1 of West End Lofts, a subdivision according to the plat thereof as recorded in Plat Book 6082008, Page 248 of above said records; thence southwesterly, northwesterly and southwesterly along said prolongation line, the western lines and direct southwesterly prolongation of said West End Lofts Subdivision to the centerline of above said Duncan Avenue; thence southeasterly and northeasterly along said centerline to its intersection with the centerline of above said Sarah Street; thence northeasterly along said centerline to its intersection with the direct northwesterly prolongation of the northern right-of-way liner of above said Forest Park Avenue; thence southeasterly along said prolongation line and last said right-of-way line to the western line of a tract of land as conveyed to The Salvation Army by instrument recorded in Book 804, Page 808 of above said records; thence northeasterly along said western line to the southern right-of-way line of a 15’ wide alley; thence northwesterly along said southern right-of-way line to its intersection with the direct southwesterly prolongation of the western line of a tract of land as conveyed to the Center For Emerging Technologies by instrument recorded as Document No. 407 on May 8, 2007 of above said records; thence along said prolongation line and said western line and it direct northwesterly prolongation to the centerline of above said Laclede Avenue; thence southeasterly along said centerline to the POINT OF

BEGINNING and containing 168.471 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012, revised October 8, 2012.

PROPERTY DESCRIPTION
RPA-1A (I)

A tract of land being part of City Blocks 3904, 3917, 3961, 4586, and 4589 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the northwestern corner of a Boundary Adjustment Plat as recorded in Plat Book 3192004, Page 84 of the St. Louis City Records; said point also being located on the southern right-of-way line of Forest Park Avenue, 150 feet wide; thence on the direct northeasterly prolongation of the west line of said Boundary Adjustment Plat to the centerline of said Forest Park Avenue; thence southeasterly along said centerline to its intersection with the direct northeasterly prolongation of the eastern line of a tract of land as conveyed to Washington University by instrument recorded as Document No. 229 on 01/30/2009 of above said records; thence southwesterly along said prolongation and last said eastern line to the centerline of a 15' Wide Alley, now vacated; thence southeasterly along said centerline to the west line of a tract of land as conveyed to the Center of Research Technology and Entrepreneurial Exchange, by instrument recorded as Document No. 196 on 01/04/2011 of above said records; thence southwesterly along said west line to the northern right-of-way line of Duncan Avenue, 60 feet wide; thence southeasterly along said right-of-way line to its intersection with the direct northeasterly prolongation of the west line of a tract of land as conveyed to Custom Steel Processing, Inc. by instrument recorded as Document No. 38 on 08/03/2012 of above said records; thence southwesterly along said prolongation line and last said west line and its direct southeasterly prolongation to its intersection with a line being 25.74 feet south of and parallel to the southern line of said Custom Steel Processing, Inc. tract; thence along said parallel line and its direct southeastern prolongation to the centerline of Sarah Street, 60 feet wide; thence southwesterly along said centerline to its intersection with the centerline of Clayton Avenue, 60 feet wide; thence northwesterly along said centerline to its intersection with the direct southwesterly prolongation of the western right-of-way line of Boyle Avenue, 60 feet wide; thence northeasterly along said prolongation and last said right-of-way line to the northeast corner of a tract of land as conveyed to Barnes-Jewish Hospital, by instrument recorded as Document No. 205 on 7/08/1986 of above said records thence northwesterly along the northern line of said Barnes-Jewish Hospital tract to its intersection with the southwesterly prolongation of the western line of Adjusted Lot A of the Boundary Adjustment Plat as recorded in Plat Book 06142007, Page 115 of above said records; thence northeasterly along said prolongation line to the southwest corner of said Adjusted Lot A; thence northeasterly, southeasterly and northeasterly along the common lines between Adjusted Lots A and B of said Boundary Adjustment Plat to the southern right-of-way line of above said Duncan Avenue; thence northeasterly along the direct northeasterly prolongation of last said west line to the centerline of said Duncan Avenue; thence northwesterly along said centerline to its intersection direct prolongation of the eastern line of Lot 1 of the Boundary adjustment Plat of Part of Lot 41 of P. Lindell's Second Addition as recorded in Plat Book 2302009, Page 293 of above said records; thence along said prolongation line and last said eastern line to the southern right-of-way line of a 15 feet wide Alley; thence southeasterly along said southern line to the southwestern corner of that part of a 15 feet wide Alley as vacated by City Ordinance No. 67040; thence northeasterly along the western line of said vacated Alley to the southwest corner of a Boundary Adjustment Plat as recorded in Plat Book 3192004, Page 84 of above said records; thence northeasterly along the west line of above said Boundary Adjustment Plat to the southern right-of-way line of above said Forest Park Avenue; thence continuing along the direct northeasterly prolongation of said west line the POINT

OF BEGINNING and containing 35.162 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012.

Except for Lot 1 of the subdivision plat of “A tract of land being Lots A and B of S.B.C. Subdivision, per Plat Book 12162004, page 382 of the City of St. Louis records, Lots 7 through 12, Lots 31 through 36 and part of the 15 feet wide alley between said lots as vacated by City Ordinance No. 43836 located in Block 1 of Boyce’s South Lindell Addition in US Survey 1332 Cul De Sac Common Fields, the north 45 feet of Lots 7 through 12 in Block 2 of said Boyce’s South Lindell Addition and that part of Boyce Avenue, 60 feet wide, (private), between said lots, as closed and vacated by instrument recorded in Book 3609, page 510 of above said records located in City Block 4586 the City of St. Louis, Missouri” as recorded in Book 10232012, page 0176 of the Office of the Recorder of Deeds in the City of St. Louis, Missouri.

PROPERTY DESCRIPTION
RPA-1A (II)

A tract of land being part of City Block 4586 located in the City of St. Louis, Missouri being more particularly described as follows:

Lot 1 of the subdivision plat of "A tract of land being Lots A and B of S.B.C. Subdivision, per Plat Book 12162004, page 382 of the City of St. Louis records, Lots 7 through 12, Lots 31 through 36 and part of the 15 feet wide alley between said lots as vacated by City Ordinance No. 43836 located in Block 1 of Boyce's South Lindell Addition in US Survey 1332 Cul De Sac Common Fields, the north 45 feet of Lots 7 through 12 in Block 2 of said Boyce's South Lindell Addition and that part of Boyce Avenue, 60 feet wide, (private), between said lots, as closed and vacated by instrument recorded in Book 3609, page 510 of above said records located in City Block 4586 the City of St. Louis, Missouri" as recorded in Book 10232012, page 0176 of the Office of the Recorder of Deeds in the City of St. Louis, Missouri.

PROPERTY DESCRIPTION
RPA-1B

A tract of land being part of City Blocks 3970, and 3971 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the southwestern corner of Lot C of School House Subdivision, a subdivision according to the plat thereof as recorded in Plat Book 66, Pages 16 and 17 of the St. Louis City Records, said point also being located on the eastern right-of-way line of Newstead Avenue, 60 feet wide; thence departing last said right-of-way line northwesterly to the southeastern corner of a tract of land as conveyed to Drury Displays by instrument recorded in Book 730, page 80 of above said records; thence northwesterly along the south line of said Drury Displays tract to the eastern line of Shriners Hospital subdivision of City Block 3971-N, a subdivision according to the plat thereof as recorded in Plat Book 5282008, Pages 158 and 159 of above said records; thence southwesterly and northwesterly along the eastern and southern line and the direct northwestern prolongation thereof to its intersection of with the centerline of Taylor Avenue 60 feet wide; thence northeasterly along said centerline to its intersection with the centerline of above said Clayton Avenue; thence northeasterly along said centerline to its intersection with the direct southwesterly prolongation of the eastern line of Lot 1 of Busch/Ondr Subdivision, a subdivision according to the plat thereof as recorded in Plat Book 12092004, Page 240 of above said records; thence northeasterly along said prolongation line and the eastern lines of said Lot 1 and lot 2 of said Busch/Ondr Subdivision, to the southern line of said Lot 2; thence northeasterly and southeasterly along said southern lines to the western right-of-way line of above said Newstead Avenue; thence southeasterly along the direct southeasterly prolongation of last said southern line to the eastern right-of-way line of said Newstead Avenue; thence southwesterly along said eastern right-of-way line to the POINT OF BEGINNING and containing 12.835 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012.

PROPERTY DESCRIPTION
RPA-2A

A tract of land being part of City Blocks 3966 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the southeastern corner of Lot D of Scholl House Subdivision, a subdivision according to the plat thereof as recorded in Plat Book 66, pages 16 and 17 of the City of St. Louis Records, said point also being located on the western right-of-way line of Tower Grove Avenue, 60 feet wide, said point also being located on the northern right-of-way line of Highway 64, variable width; thence northerly along said right-of-way line ant its direct northeasterly prolongation to the centerline of Clayton Avenue, 60 feet wide; thence along said centerline to its intersection with the centerline of Boyle Avenue, 60 feet wide; thence along southerly along said centerline to a point being 30 feet perpendicular distance from the southeast corner of Lot A of Washington University Medical Center Subdivision in CB 3966N, a subdivision according to the plat thereof as recorded in Plat Book 5252004, page 475 of above said records thence southwesterly at right angles to last said centerline to said southeast corner; thence southwesterly along the southern lines of said Lot A to the eastern right-of-way line of above said Tower Grove Avenue, thence southwesterly along said eastern right-of-way line to the northern line of above said Highway 64; thence southwesterly along said northern right-of-way line to the POINT OF BEGINNING and containing 5.228 acres more or less according to calculation performed by Stock and Associates Consulting Engineers, Inc. on October 8, 2012

PROPERTY DESCRIPTION
RPA-2B

A tract of land being part of City Blocks 3967, 3968 and 3970 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the northeastern corner of a tract of land as conveyed to Barnes-Jewish Hospital by instrument recorded as Document No. 205, on 07/08/1986, of the City of St. Louis records, said point also being located on the western right-of-way of Boyle Avenue, 60 feet wide; thence southwesterly along said right-of-way line and its direct southwesterly prolongation to the centerline of Clayton Avenue, 60 feet wide; thence southeasterly along said centerline to its intersection with the centerline of said Boyle Avenue; thence southeasterly along said centerline to its intersection with the direct northeasterly prolongation of the western right-of-way line of Tower Grove Avenue, 60 feet wide, thence southwesterly along last said prolongation line and said western right-of-way to the to the southern right-of-way line of a 20 feet wide Alley; thence along said southern right-of-way line, the southern line of that part of Edmund Avenue vacated by Ordinance No. 57375, affidavit recorded in Docume4nt 103, on January 26, 1978 and the southern right-of-way line of a 20 feet wide Alley as vacated by Ordinance No. 63356, affidavit recorded in Document No. 166, on March 21, 1995 to the eastern line of Lot A of Washington University Medical Center Subdivision of City Block 3966-N, a subdivision according to the plat thereof as recorded in Plat Book 05252004, Page 475 of above said records; thence southeasterly and southwesterly along the eastern and southern lines of said Lot A to the eastern right-of-way of Newstead Avenue, 60 feet wide; thence along said eastern right-of-way line of Newstead Avenue, 60 feet wide; thence northeasterly along said eastern right-of-way line to its intersection with the direct southeasterly prolongation of the southern line of Lot 2 of Busch/Ondr Subdivision, a subdivision according to the plat thereof as recorded in Plat Book 12092004, Page 240 of above said records; thence northwesterly along said prolongation line to the northeast corner of above said Lot 2, said point also being located on the western right-of-way line of said Newstead Avenue; thence northeasterly along said right-of-way line to its intersection with the direct southwestern prolongation of the northern line above said Barnes-Jewish Hospital tract; thence northeasterly and southeasterly along said prolongation line and northern lines of said Barnes-Jewish Hospital tract to the POINT OF BEGINNING and containing 14.816 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012. Revised October 8, 2012.

PROPERTY DESCRIPTION
RPA-3

A tract of land being part of City Blocks 3904 and 4589 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the northeastern corner of above said City Block 3903, said point also being the northeastern corner of Lot B of the Resubdivision of Lot 1 of 4444 Forest Park Boulevard Subdivision, a subdivision according to the plat thereof as recorded in Plat Book 74, Page 43 of above said records thence northerly along the direct northerly prolongation of the east line of said City Block to the centerline of above Forest Park Avenue, 150 feet wide; thence southeasterly along said centerline to its intersection with the direct northeasterly prolongation line of the western line of a Boundary Adjustment Plat as recorded in Plat Book 3192004, Page 84 of the St. Louis City Records; thence southwesterly along said prolongation line and last said west line to the southwestern corner of that part of a 15 feet wide Alley as vacated by Ordinance No. 67040; thence northwesterly along a 15 feet wide Alley to the eastern line of Lot 1 of the Boundary adjustment Plat of Part of Lot 41 of P. Lindell's Second Addition as recorded in Plat Book 2302009, Page 293 of above said records; thence southwesterly along said eastern line and its direct southwesterly prolongation line to the centerline of Duncan Avenue, 60 feet wide; thence southeasterly along said centerline to its intersection with the northeasterly prolongation of the western line of Adjusted Lot A of the Boundary Adjustment Plat as recorded in Plat Book 06142007, Page 115 of above said records; thence southwesterly, northwesterly and southwesterly along the said prolongation line and along the common lines between Adjusted Lots A and B of said Boundary Adjustment Plat to the southern line of said Boundary Adjustment Plat; thence continuing southwesterly along the direct southwesterly prolongation of the western line of above said Lot A to the northern line of a tract of land as conveyed to Barnes-Jewish Hospital, by instrument recorded as Document No. 205 on 7/08/1986 of above said records; thence northwesterly along said northern line and its direct northwesterly prolongation to the western right-of-way line of Newstead Avenue, 60 feet wide; thence northeasterly along said right-of-way line to its intersection with the centerline of Duncan Avenue; thence northwesterly along said centerline to its intersection with the direct southwesterly prolongation of the western line of above said Newstead Avenue; thence northeasterly along said prolongation line and last said western line to the POINT OF BEGINNING and containing 14.767 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012., revised October 5, 2012.

PROPERTY DESCRIPTION
RPA-4

A tract of land being part of City Blocks 3917 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the northeast corner of a tract of land as conveyed to Washington University by instrument recorded as Document No. 229 on 1/30/2009 of the St. Louis City Records; thence along the direct northeasterly prolongation of the eastern line of said Washington University tract to the centerline of Forest Park Avenue, 150 feet wide; thence southeasterly along said centerline to its intersection with the direct northeasterly prolongation line of the western line of Lot 1 of West End Lofts, a subdivision according to the plat thereof as recorded in Plat Book 6082008, Page 248 of above said records; thence southwesterly, northwesterly and southwesterly along said prolongation line and the western lines of said West End Lofts Subdivision to the northern right-of-way line of Duncan Avenue, 60 feet wide; thence northwesterly along said northern right-of-way line to the west line of a tract of land as conveyed to the Center of Research Technology and Entrepreneurial Exchange, by instrument recorded as Document No. 196 on 01/04/2011 of above said records; thence northeasterly along said west line to the centerline of a 15' wide alley, now vacated, thence southwesterly along said centerline to the eastern line of above said Washington University tract; thence northeasterly along said eastern line to the POINT OF BEGINNING and containing 8.431 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012.

PROPERTY DESCRIPTION
RPA-5

A tract of land being part of City Blocks 4586 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the intersection of the centerline of Sarah Street; 60 feet wide, with the centerline of Duncan Avenue, 60 feet wide; thence southwesterly along the centerline of Sarah Street to its intersection with the direct prolongation of a line being 25.74 feet south of and parallel to the southern line of a tract of as conveyed to Custom Steel Processing, Inc. by instrument recorded as Document No. 38 on 08/03/2012 of the St. Louis City Records; thence northwesterly along said prolongation line and last said parallel line to its intersection with the direct southeasterly prolongation line of the west line of said Custom Steel Processing, Inc tract; thence northwesterly along said prolongation line, last said west line and its direct northeasterly prolongation to the northern right-of-way line of above said Duncan Avenue; thence southeasterly along said northern right-of-way line to the western line of Lot 2 of West End Lofts, a subdivision according to the plat thereof as recorded in Plat Book 6082008, Page 248 of above said records; thence southwesterly along the direct southwesterly prolongation of said west line to the centerline of above said Duncan Avenue; thence southeasterly along said centerline to the POINT OF BEGINNING and containing 8.158 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012.

PROPERTY DESCRIPTION
RPA-6

A tract of land being part of City Blocks 3953, 3959, 3960, 3962, and 3963 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the intersection of the centerline of Clayton Avenue, 60 feet wide, with the centerline of Boyle Avenue, 60 feet wide; thence easterly along the of said Clayton Avenue centerline to its intersection with the centerline of Sarah Street; 60 feet wide; thence northeasterly along last said centerline to a point being 30 feet perpendicular distance from the northwest corner of a tract of land as conveyed to Bi-State Development Agency by instrument recorded as Document No. 220 on 12/22/2000; thence easterly at right angles to last said centerline to last said northwest corner; thence southeasterly along the northern line of said Bi-State tract and its direct southwesterly prolongation to its intersection with the centerline of Highway 64, variable width; thence southwesterly along said centerline to its intersection with the direct northwesterly prolongation of the north line of a tract of line of land as conveyed to Central Real Estate Holding Company, by instrument recorded in Document 30 on 4/19/2004; thence southwesterly to a point being on the centerline of above said Clayton Avenue, said point being located 30 feet perpendicular distance south of the southeastern corner of a tract of land as conveyed to Norfolk and Western Railway, said point also being located on the northwestern right-of-way line of above said Interstate Highway 64; thence southwesterly and southerly along said northwestern right-of-way line to its intersection with the centerline of Sarah Street, 60 feet wide; thence southwesterly along said centerline to direct southeasterly line of Sarpy Avenue, 55 feet wide; thence northwesterly along said prolongation line to the northeastern line of a tract of land as conveyed to MVG Properties by instrument recorded in Document No. 465 on 12/27/2007 of above said records; thence southeasterly along said northeastern line to the southern line of said MVG Properties tract; thence northwesterly along said southern line and the south line of a tract of land as conveyed to Drury Displays Incorporated by instrument recorded as Document No. 161, on 09/14/1993 of above said records to the southeastern line of a tract of land as conveyed to Rose Coffee Company by instrument recorded as Document No. 537 on 7/31/2012; thence southwesterly and northwesterly along the southeastern and southern lines of said Rose Coffee Company tract to the east right-of-way line of above said Boyle Avenue; thence northwesterly along the direct northwesterly prolongation of the southern line of said Rose Coffee Company tract to its intersection of the centerline of said Boyle Avenue; thence northeasterly along said centerline to the POINT OF BEGINNING and containing 19.673 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012, revised on October 8, 2012.

PROPERTY DESCRIPTION
RPA-7

A tract of land being part of City Blocks 3918, 3919 and 3953 located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the intersection of the centerline of Sarah Street; 60 feet wide, with the centerline of Duncan Avenue, 60 feet wide; thence southeasterly and northeasterly along the centerline of said Sarah Street to its intersection with the direct northwesterly prolongation line of the northern right-of-way line of Forest Park Avenue, 150 feet wide; thence along said prolongation line and last said northern right-of-way line to the western line of a tract of land as conveyed to SLLC Real Estate, LLC, by instrument recorded as Document 175 on 7/01/2010 of the St. Louis County Records; thence northeasterly and southeasterly, along the western, northern and direct northeastern prolongation thereof to the centerline of Vandeventer Avenue, 80 feet wide; thence southwesterly along said centerline to its intersection with the direct northwesterly prolongation of the north right-of-way line of Forest Park Avenue, 150 feet wide; thence southeasterly along said prolongation line to the southwest corner of City Block 39191E; thence crossing said Forest Park Avenue to the northwest corner of City Block 3918E; said point being located on the eastern right-of-way line of above said Vandeventer Avenue; thence continuing southwesterly along said eastern right-of-way line to the northern right-of-way line of Market Street, 100 feet wide; thence along the direct southwesterly prolongation of said northern right-of-way line to the centerline of above said Vandeventer Avenue, thence south along said centerline to its intersection with the direct easterly prolongation of the northern line of a tract of land as conveyed to Central Real Estate Holdings, LLC by instrument recorded in Document No. 30 on 4/19/2004 thence westerly along said prolongation line and last said south line and its direct easterly prolongation to the centerline of Interstate Highway 64, variable width; thence northeasterly along said centerline to its direct northeasterly prolongation of the north line of a tract of land as conveyed to Bi-State Development Agency by instrument recorded as Document No. 220 on 12/22/2000; thence northwesterly along said prolongation line and last said north line to the eastern right-of-way line of above said Sarah Avenue; thence on a line at right angles to last said right-of-way line to the centerline of said Sarah Avenue; thence northerly along said centerline to the POINT OF BEGINNING and containing 41.371 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012, revised October 8, 2012.

PROPERTY DESCRIPTION
RPA-8

A tract of land being part of City Blocks 3919W located in the City of St. Louis, Missouri being more particularly described as follows:

Beginning at the centerline of Laclede Avenue, 80 feet wide with the centerline of Vandeventer Avenue, 80 feet wide; thence along said centerline to its intersection with the southeasterly prolongation of the northern line of a tract of land as conveyed to SLLC Real Estate, LLC, by instrument recorded as Document 175 on 7/01/2010 of the St. Louis County Records; thence along said prolongation and last said northern line to the western line of said SLLC Real Estate, LLC tract; thence southwesterly along said western line to the northern right-of-way line of Forest Park Avenue, 150 feet wide; thence northwesterly along said right-of-way line to the western line of a tract of land as conveyed to The Salvation Army by instrument recorded in Book 804, Page 808 of above said records, said point also being the southwest corner of Lot 20 of Forest Park Boulevard Addition; thence northeasterly along said western line to the southern right-of-way line of a 15' wide alley; thence northwesterly along said southern right-of-way line to its intersection with the direct southwesterly prolongation of the western line of a tract of land as conveyed to the Center For Emerging Technologies by instrument recorded as Document No. 407 on May 8, 2007 of above said records; thence along said prolongation line and said western line and it direct northwesterly prolongation to the centerline of above said Laclede Avenue; thence northeasterly along said centerline to the POINT OF BEGINNING and containing 8.052 acres more or less according to calculations performed by Stock and Associates Consulting Engineers, Inc. on August 23, 2012. Revised October 5, 2012.

APPENDIX B

Evidence of Commitment to Finance Project Costs

STIFEL
NICOLAUS

October 15, 2012

Mr. Pat Bannister
Manager of Business Development
The Industrial Development Authority of the City of St. Louis
1015 Locust St., #1200
St. Louis, Missouri 63101

Re: St. Louis Innovation District Tax Increment Financing Redevelopment Plan and Projects ("Redevelopment Plan")

Dear Pat:

We have reviewed preliminary plans for the processing of the referenced tax increment financing project in connection with the redevelopment of the proposed St. Louis Innovation District. We have had conversations with representatives of the Developer and have reviewed various documents in connection with their strategy for financing eligible redevelopment costs with the issuance of tax increment financing obligations. Initially, we expect that financing of public infrastructure costs and strategic land acquisition will be accomplished by the issuance of tax increment financing ("TIF") obligations backed by the tax increment revenue generated by anticipated private development in Redevelopment Project Areas 1A and 1B to be activated in connection with approval of the Redevelopment Plan. Additionally, special business district revenues (in the form of a Community Improvement District and/or Transportation Development District) will be pledged to the repayment of TIF obligations as outlined in the Redevelopment Plan. Projections of revenue are provided in certain reports by Development Strategies.

Based on the foregoing and terms outlined in the Redevelopment Plan and subject to a definitive Redevelopment Agreement in acceptable form, final documentation, funding/leasing and construction commitments to be provided by project participants and market conditions for the sale and placement of such debt instruments, Stifel Nicolaus is prepared to make a commitment to finance TIF obligations, in an amount to be determined, to fund a portion of eligible redevelopment project costs in Redevelopment Project Areas 1A and 1B. The TIF obligations will not be rated. The TIF obligations will be placed (or contain items to release conditional proceeds) on dates consistent with a draw schedule to be provided by closing during the construction period.

We look forward to working with you on this financing. Please contact me at 314-342-2165 if you have any questions or concerns.

Sincerely,

Peter J. Czajkowski
Senior Vice President

PJC/ksw

APPENDIX C

Developer's Affidavit

STATE OF MISSOURI)
City OF ST. LOUIS) SS
)

AFFIDAVID OF DEVELOPER

The undersigned swears, affirms and certifies the following to be true to induce the approval of tax increment financing for the St. Louis Innovation District Redevelopment Area in the City of St. Louis, Missouri.

1. I am authorized to attest to the following matters of behalf of St. Louis Innovation District, LLC.

2. The provisions of Section 99.810.1(1) of the Real Property Tax Increment Allocation Redevelopment Act (the "TIF Act"), RSMo §§99.800, et seq., have been satisfied under the terms and provisions of the St. Louis Innovation district Tax Increment Financing Redevelopment Plan.

3. The St. Louis Innovation District Redevelopment Area is a "blighted area" as defined in Section 99.805 of the TIF Act.

4. The St. Louis Innovation District Redevelopment Area has not been subject to growth and development through investment by private enterprise and would not reasonably be anticipated to be developed without the adoption of tax increment financing.

5. St. Louis Innovation District, LLC would not construct the redevelopment projects that it has proposed for the St. Louis Innovation District Redevelopment Area without tax increment financing as provided in the St. Louis Innovation District Regeneration Tax Increment Financing Redevelopment for the St. Louis Innovation District Redevelopment Area.

Dennis E. Lower, Manager of
St. Louis Innovation District, LLC

Subscribed and sworn to before me this 12 day of October, 2012.

Amy E. Kimball
Notary Public

My Commission Expires: 8/20/16

AMY E. KIMBALL
Notary Public, Notary Seal
State of Missouri
St. Louis City
Commission # 12385196
My Commission Expires August 20, 2016

13868173_1