

RESOLUTION NO. 1788

A RESOLUTION AUTHORIZING THE CITY MANAGER TO ENTER INTO A MEMORANDUM OF UNDERSTANDING WITH VILLEBOIS LLC THE MASTER DEVELOPER OF THE DAMMASCH URBAN VILLAGE.

WHEREAS, Costa Pacific (Villebois LLC) has been selected by the State of Oregon and the City of Wilsonville as the master planner for the 520 acre Dammasch Urban Village; and

WHEREAS, the State of Oregon through Villebois LLC has entered into a purchase and sale agreement, dated June 22, 2002, for the approximately 198-acres of property known as the Dammasch State Hospital; and

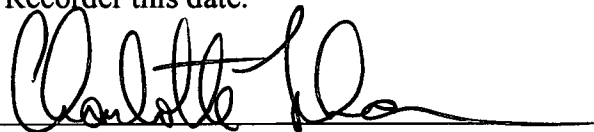
WHEREAS, the purpose of the Memorandum of Understanding is to develop a phasing and financing plan for the development of the entire Urban Village; and

WHEREAS, funding the off-site infrastructure necessary for development to move forward will require a public/private partnership.

NOW, THEREFORE, THE CITY OF WILSONVILLE RESOLVES AS FOLLOWS:

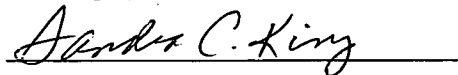
1. The City Manager is authorized to sign the Memorandum of Understanding on behalf of the City of Wilsonville.
2. This resolution is effective upon adoption.

ADOPTED by the Wilsonville City Council at a regular meeting thereof this 15th day of July, 2002, and filed with the Wilsonville City Recorder this date.



CHARLOTTE LEHAN, MAYOR

ATTEST:



Sandra C. King, CMC, City Recorder

SUMMARY OF VOTES:

Mayor Lehan	Yes
Councilor Helser	Yes
Councilor Kirk	Yes
Councilor Barton	No
Councilor Holt	Yes

VILLEBOIS DEVELOPMENT

Memorandum of Understanding

**Villebois LLC
City of Wilsonville**

This Memorandum of Understanding (MOU) is a non-binding agreement between Villebois LLC (LLC) and city of Wilsonville, Oregon (City). The state of Oregon Department of Administrative Services (DAS) and Department of Human Services (DHS) are parties to the purchase and sale agreement for the Dammasch Property and have partnered with the City and are included in the review of the MOU. The MOU future agreements for the development of the property will be based.

The City adopted the Dammasch Area Transportation Efficient Land Use Plan (DATELUP) in 1997 as a part of a cooperative agreement with the state of Oregon (State). Metro has incorporated the land into the Urban Growth Boundary designating the property for urban development. DATELUP includes provisions for the establishment of an urban village with residential densities of an average of 10 units per acre as required by Metro and ORS 426.508 (attached as Exhibit A).

The City and the State have conducted a thorough process of reviewing the potential for development of the Dammasch Property in Wilsonville. The State as owner initiated a public competitive process for selection of a master developer for the property. The City participated in this competitive process. The RFP called for Developer proposals to purchase the Dammasch Property from the State and to develop the entire DATELUP area.

Villebois LLC was selected by the State and the City to purchase the Dammasch Property and serve as the master developer for the DATELUP area.

Villebois LLC and the City in cooperation with the State are entering into agreements to assure the phased financing and development of the property. It is understood that the property will be developed as a mixed-use urban development in the City. Key project objectives are to promote:

- Diversity
- Connectivity
- Sustainability
- Market Sensitivity
- Transit Orientation

Agreement has been reached on the goals for the project:

Goals: To develop a mixed-use urban development that supports the regional and City land use plans. It is understood that the following should be included:

- A plan for a minimum residential development of 2,300 units.
- Assurance that housing would be provided for special needs and a variety of income levels.
- Transportation alternatives to the automobile using transit, bikeways and effective land use planning to reduce total vehicle trips.
- Build a pedestrian-friendly community.
- A village center that incorporates transit oriented development.
- A financially feasible project model.
- The private funding for infrastructure must allow for an appropriate return for the developer and landowners.
- Incorporation of the community mental health housing goals into the development.
- A community consistent with the Governor's Quality Development Objectives (Exhibit B) and the Governor's Livability Initiative (Exhibit C).
- Protection of natural resources and provision of green spaces and other public spaces including a public school.
- Method of directing and controlling architectural standards for the development.

The purpose of the MOU is to define behavior and responsibilities of the parties, which it is understood, will lead to the profitable and successful development of a mixed-use urban village in the City.

Definitions

- **Villebois Plan Area:** Approximately 520 acre area bounded on the north by Tooze Road, west by Grahams Ferry, south by the UGB at Brown and Evergreen, and east to the current City boundary as shown in Exhibit D.
- **Villebois Master Plan:** Plan for the Plan Area developed in cooperation with the LLC, City, State and property owners within the DATELUP area (Exhibit E) and will serve as an update of the DATELUP.
- **Off-Site Infrastructure Plan:** The description, phasing and cost for the infrastructure that are required to assure full development of the Villebois Master Plan.
- **Finance Plan:** Funding sources to be used to finance the off-site infrastructure based on the Off-Site Infrastructure Plan. The Finance Plan will include agreement on cost responsibility for off-site public improvements based upon anticipated benefit to be received from the Plan Area and for the citizens of Wilsonville.
- **Dammasch Property:** Approximate 198 acres being sold by the State to Villebois LLC that is a portion of the Villebois Master Plan.

- **Villebois LLC:** Lead developer for Villebois, a joint venture of Costa Pacific Homes (CPH) and Proterra or other financial partner to be determined by CPH.
- **Association:** Villebois Association comprised of property owners in the Plan Area interested in participating in the master planning, financing, and development strategy for Villebois.
- **Connectivity:** Physical and functional linkages among the people and activities within the Villebois community, the surrounding neighborhoods, and the eastern part of the City and the region.
- **Density:** Defined for residential development within the Plan Area based upon net residential acres with a minimum average of 10 units per acre.
- **Diversity:** Includes provision of a variety of development products, price points, uses and site improvements intended to attract a community with diverse backgrounds, ages and needs.
- **Market Sensitivity:** Includes consideration for the dynamics of the private marketplace in determining building types, uses and phasing while meeting the development goals for the Plan Area.
- **Sustainability:** Sustainability means using, developing and protecting resources at a rate and in a manner that enables people to meet their current needs and also provides that future generations can meet their own needs. Sustainability requires simultaneously meeting environmental, economic and community needs. (Definition of 'Sustainability', Executive Order No. EO-00-07)
- **Purchase and Sale Agreement:** Agreement between LLC and State for purchase of Dammasch Property.
- **DATELUP:** Dammasch Area Transportation Efficient Land Use Plan adopted in 1997 which is the City's adopted land use plan for the Plan Area.
- **Transit Oriented:** The concentration of jobs, commercial services and housing which generates high levels of pedestrian activity and transit service demand at densities consistent with the DATELUP. Right-of-way and building improvements that are sited and designed for multimodal access and circulation for pedestrians, bicycles, transit vehicles and cars.

Recitals

- **Urban Growth Boundary:** Metro has included Villebois in the Urban Growth Boundary designating the property for urban development per Metro approved DATELUP plan.
- **Dammasch Land Use Plan:** The City has adopted in 1997 the Dammasch Area Transportation-Efficient Land Use Plan (DATELUP) for the area, which calls for a mixed-use urban village on the property.

- **Dammasch Purchase:** The State has selected Villebois LLC as the lead developer in a cooperative process with the City.
- **Land Area:** The total land area included in the Villebois Plan Area is approximately 520 acres with an estimated 320 acres of net developable land.

Agreements and Understandings

1. **Name:** Villebois.
2. **Property Owners:**
 - Villebois LLC has secured control of the Dammasch Property through a purchase and sale agreement with the State.
 - The remainder of the property is owned by individual property owners listed in Exhibit E.
 - State continues to be an important participant through the purchase and sale agreement and the requirements for community mental health.
 - It is understood that the Villebois LLC may approach individual property owners at its discretion for purchase, options or other development agreements.
 - It is understood that the Villebois Association will be formed to provide an opportunity for all the interested property owners to participate in the master planning, financing and development strategy for Villebois. The LLC is encouraged to explore a shared investment plan among the property owners as part of the development plan.
 - Villebois LLC has entered into a cooperative development agreement with the Living Enrichment Center (LEC).
3. **Villebois Master Plan:** It is understood that the Villebois Master Plan will result in a revision or modification while in substantial conformance with the provisions of DATELUP.
 - Villebois LLC will assume the lead-planning role for the Villebois Master Plan.
 - The Master Plan will be developed independent of individual property ownership lines to allow for a cohesive and efficient layout of the Plan Area.
 - City will assign personnel to serve as liaison to the Villebois Master Plan process.
 - The City and Villebois LLC will be reimbursed for the master plan effort. As part of the master plan process, the appropriate reimbursement formula and mechanism will be identified and implemented.
 - The Master Planning work effort will include a traffic study; update of off-site infrastructure requirements and associated costs; update of on-site street system and utilities; economic assessment including evaluation of financing alternatives for off-site infrastructure; drainage study; resolving conflicts between the Master Plan, City Comprehensive Plan, Natural Resources Plan and Planning and Land Development Ordinance; and addressing Comprehensive Plan language regarding Area of Concern B (Exhibit F).

- Architectural guidelines will exceed city requirements.
 - A phasing plan will be prepared by the LLC in cooperation with the City and Association and incorporated in the Master Plan submitted for approval. The phasing of the project must be based on the market potential for the development as recommended by the LLC. The phasing is an element that will be included in the considerations for the finance plan in terms of level of participation by various property owners and timing for the participation.
4. **Development Assumptions:** City and LLC agree to prepare assumptions for the full build-out of Villebois. The purpose of the assumptions is to estimate the public revenues from SDC's, property tax increment and private investment requirements. The development assumptions will serve as the key data being used to prepare the Financial Plan. If necessary, the LLC and City are prepared to evaluate the Dammasch property development on a stand-alone basis.
5. **Infrastructure:** On-site and off-site infrastructure plans and costs are to be developed as a component of the Master Plan.
- The City has developed preliminary cost estimates for off-site infrastructure, which are included in Exhibit G. The current cost estimate is \$50-60 million for off-site infrastructure. The City and LLC will thoroughly evaluate these off-site infrastructure elements and cost estimates in coordination with the Master Plan in order to develop more detailed estimates and phasing.
 - City and LLC will review cost responsibility for Villebois that will outline the total costs, timing, and amount to be allocated to the Villebois development. The City has developed a procedure for determining benefits to specific properties, which may be adjusted as part of this agreement. The Finance Plan will be presented to the Association for review and comment.
 - A phasing plan for off-site infrastructure will be developed as part of the Villebois Master Plan process.
 - City and LLC understand that a feasible plan for financing the off-site infrastructure is necessary before the City can provide final approval for the project.
 - On-site infrastructure costs will be prepared by the LLC as part of the Master Plan process. These costs will be incorporated in the Finance Plan for the project.
6. **On-Site Infrastructure:** Basic development tenets of the community include:
- Connectivity both inter and intra.
 - Diversity
 - Market sensitivity
 - Sustainability
 - LLC will develop a land plan and commensurate infrastructure which is pedestrian-friendly, de-emphasizes automobile use, and encourages walking, biking, and the use of alternative modes of transportation.

- City shares LLC's vision for Villebois and recognizes that the developer's costs associated with the on-site infrastructure necessary to fulfill that vision will likely exceed that for a conventional development by as much as 20 percent.
7. **Transportation:** City and LLC understand that special efforts will be required to assure effective transportation and access for the property:
- **Boeckman Alignment:** A decision early in the process will be needed to align the access road from Boeckman Road to the project. The road will cross an environmentally sensitive area and provide a significant linkage to the project. Funding opportunities are being pursued that may require early commitment for the alignment.
- I-5 Interchange:** The City and LLC agree to participate fully with ODOT and Metro in evaluating the potential for development of an interchange with I-5 at Boeckman Road. and/or other road improvements necessary to support the development in the Villebois Master Plan area
- **Transit Connections:** The City and LLC agree to pursue development of feasible transit connections from Villebois to the proposed commuter rail, Town Center, and other attractors in Wilsonville.
 - **Barber Road/Evergreen:** The City and LLC agree to explore the feasibility of an additional connection to commuter rail and Town Center via Barber Road. Barber Road has opportunities associated with a shorter crossing of the sensitive areas, connection to the commuter rail and more direct access to the Town Center if a crossing of the freeway can be developed.
8. **Annexation and Zoning:** The City will commence the process of annexation, zone change, and Comprehensive Plan amendment in accordance with adopted rules and procedures concurrent with the Villebois Master Plan approval process. The process will include:
- City and LLC understood that annexation can only occur (a) concurrent with the Master Plan approval which includes off-site infrastructure requirements, (b) in accordance with the adopted phasing plan, and (c) if there is reasonable confidence by the City that the necessary infrastructure can be financed and built when needed to support the development.
 - Zoning would be developed in accordance with the Comprehensive Plan and adopted City procedures, and consistent with the implementation of the Villebois Master Plan.
9. **Regional, State and Federal Funds:** The City and LLC understand agree that funds other than City sources are needed to assure a feasible development. The good faith efforts of both parties will be needed to secure financial commitments from other parties who share the interest in effective and efficient use of land ultimately designated for urban growth within the Urban Growth Boundary.

EXHIBITS

Exhibit A	ORS 426.508
Exhibit B	Governor's Quality Development Objectives
Exhibit C	Governor's Livability Initiative
Exhibit D	Villebois Plan Area
Exhibit E	Property Owners in Plan Area
Exhibit F	Comprehensive Plan: Area of Concern B
Exhibit G	Off-Site Infrastructure Cost Estimate
Exhibit H	Schedule

EXHIBIT A

OREGON REVISED STATUTES – 2001 EDITION
CHAPTER 426

426.508. (1) Notwithstanding ORS 421.611 to 421.630 or any actions taken under ORS 421.611 to 421.630, the Department of Corrections shall transfer the real property known as the F. H. Dammasch State Hospital and all improvements to the Oregon Department of Administrative Services to be sold for the benefit of the Department of Human Services.

(2)(a) Notwithstanding ORS 270.100 to 270.190, and except as provided in subsection (4) of this section, the Oregon Department of Administrative Services shall sell or otherwise convey the real property known as the F. H. Dammasch State Hospital in a manner consistent with the provisions of this section. Conveyance shall not include transfer to a state agency. The sale price of the real property shall equal or exceed the fair market value of the real property. The Oregon Department of Administrative Services shall engage the services of a licensed real estate broker or real estate organization to facilitate the sale of the real property.

(b) The Oregon Department of Administrative Services shall retain from the sale or other conveyance of the real property those costs incurred by the state in selling or conveying the real property, including costs incurred by the Department of Corrections in transferring the real property to the Oregon Department of Administrative Services. The remaining proceeds from the sale or other conveyance shall be transferred to the Community Housing Trust Account created under ORS 426.506 (3).

(3) Redevelopment of the real property formerly occupied by the F. H. Dammasch State Hospital shall be consistent with the Dammasch Area Transportation Efficient Land Use Plan developed by Clackamas County, the City of Wilsonville, the Oregon Department of Administrative Services, the Department of Land Conservation and Development, the Department of Transportation, the State Housing Council, the Department of Human Services and the Division of State Lands.

(4) The Oregon Department of Administrative Services shall reserve from the sale of the real property under subsection (2) of this section not more than 10 acres. The real property reserved from sale shall be transferred to the Department of Human Services for use by the Department of Human Services to develop community housing for chronically mentally ill persons. The Oregon Department of Administrative Services and the Department of Human Services shall jointly coordinate with the City of Wilsonville to identify the real property reserved from sale under this subsection.

The Quality Development Objectives (QDO s)

Signed into executive order December 1997 and amended August 2000, *Use of State Resources to Encourage the Development of Quality Communities*, articulates seven "quality development objectives" (QDOs) that serve to guide and coordinate state agency actions and investments in community development for increased livability and for efficient use of public resources.

1. **"Promote compact development within urban growth boundaries to minimize the cost of providing public services and infrastructure and to protect resource land outside urban growth boundaries."**
2. **"Give priority to a quality mix of development that addresses the economic and community goals of a community and region."**
3. **"Encourage mixed use, energy-efficient development designed to encourage walking, biking and transit use (where transit is available)."**
4. **"Support development that is compatible with a community's ability to provide adequate public facilities and services."**
5. **"Facilitate development that is compatible with community and regional environmental concerns and available natural resources (e.g., available water, air quality, etc.)."**
6. **"Support development that provides for a balance of jobs and affordable housing within a community to reduce the need to commute long distances between home and work, thereby minimizing personal commuting cost as well as the public and societal cost of expanding the transportation infrastructure."**
7. **"Promote sustainable local and regional economies in order to provide jobs for residents and financial support for community services."**

**EXHIBIT C**

JOHN A. KITZHABER, M.D.
Governor

The Oregon Livability Initiative

Oregon's population has grown by 500,000 since 1990. In the next 20 years, our population is expected to grow by another 700,000. Our challenge is to channel this growth so it does not reduce the quality of life that has defined Oregon for generations. Governor Kitzhaber believes that together, we can manage how and where our communities grow to make sure that growth doesn't overwhelm us.

This means acting now to build communities in our metropolitan areas that prevent sprawl, make wise use of our existing land and provide transportation choices. It means acting now to encourage economic growth in Oregon's rural communities; communities which want and need a stronger, more diverse job base. And it means making state government work in a better, more coordinated fashion to help businesses and communities.

This white paper will discuss The Oregon Livability Initiative. Under this initiative, we will create a fund to encourage job creation in rural Oregon, investments in affordable housing, transportation, water, sewer and strong downtowns.

In short, this initiative seeks to revitalize downtowns and mainstreets, reduce sprawl and traffic congestion, reward development of affordable housing and rebuild rural and distressed economies. We will also restructure the state's community development approach so that we better coordinate these investments.

The Oregon Livability Initiative consists of two parts: The 21st Century Community Fund and the Community Solutions Team.

The 21st Century Community Fund will leverage existing revenues from both the Oregon Lottery and transportation funds to invest in affordable housing, transportation, water, sewer and main streets.

The Community Solutions Team is a new way to plan and deliver assistance from state government to local communities and businesses. It brings together the Oregon Department of Transportation, the Department of Land Conservation and Development, the Economic Development Department, the Oregon Housing and Community Services Department and the Department of Environmental Quality, to work with local communities and business. The Community Solutions Team will develop an integrated investment plan for the state. The plan will bring transportation, economic development, housing, planning and infrastructure investments together to solve unique regional and local problems around the state.

The 21st Century Community Fund

This new fund, made up of existing revenues, specifically will target the following areas:

Rebuild rural and distressed economies. The prosperity of the last decade has not been evenly distributed across Oregon. Too many parts of rural Oregon have not shared in the growing incomes and job base that has occurred in metropolitan parts of the state. The 21st Century Community Fund will seek to bring jobs and economic diversity to rural and distressed Oregon communities that want and need it by:

- o Providing more financial incentives for job creation;
- o Increasing infrastructure investments that support job creation while maintaining quality communities, and,
- o Ensuring industrial zoning is adequate and removing unnecessary barriers to its development and is supported by commercial services and housing.

Reward development of affordable housing. Over the last several years, housing in Oregon has become much less affordable. The 21st Century Community Fund will seek to reverse this trend and create housing stock that is affordable to lower and middle income Oregonians by:

- o Investing in Oregon's Housing Trust Fund which is used to help finance new housing;
- o Leveraging housing funds in the Department of Human Resources to construct permanent affordable housing units;
- o Providing financial incentives (other than financing) for developers to build affordable housing, and,
- o Developing a location-efficient mortgage program that rewards people who make a choice to live near transit and other services. Such programs allow people to borrow a greater proportion of the cost of a home.

Revitalize downtowns and mainstreets. Towns large and small need to retain a strong downtown commercial and residential section in order not to become merely a series of strip malls strung out along state highways. Such strong downtowns provide places for people to gather, live, shop and recreate. The 21st Century Community Fund will help revitalize downtowns by:

- o Discouraging strip commercial development along Oregon's high volume, high speed state highways such as Highway 97 through Bend and Redmond or Highway 99W through Newberg;
- o Providing financial incentives for development that brings together housing, commercial, and retail uses in one location;
- o Serving downtowns and mainstreets with transportation investments that support their function as community centers, and,
- o Providing financial and regulatory incentives for retail uses to locate in downtown and mainstreets.

Reduce sprawl and traffic congestion. We can no longer afford to encourage development that both creates the need to drive more miles, clogs our roads and state highways and undermines our mainstreets and

downtowns. The 21st Century Community Fund will address the joint problems of sprawl and congestion by:

- o Building street networks that carry local traffic to reduce congestion on state highways;
- o Purchasing access rights along high volume, high speed state highways;
- o Creating a statewide transit network connecting high speed rail in the valley with bus connections around the state and leveraging Department of Human Resources transportation funding to better serve the elderly and disabled, and,
- o Providing financial incentives for "infill" development.

Community Solutions Team

Historically, state government has exacerbated some community development problems by making investments and administering programs and regulations in a fragmented and uncoordinated manner. In order to change development patterns and target growth we must change the way government does business. We can no longer develop transportation systems, land use plans, housing and economic development solutions separately. This fragmented approach can lead to mutually undermining investments.

Business as usual will not be able to deliver the investments called for in the 21st Century Community Fund in a strategic, coordinated fashion. Governor Kitzhaber is proposing to deal with this challenge with the Community Solutions Team.

This approach recognizes that Oregon's communities are diverse and changing. High growth rates in Bend, Medford, and the Willamette Valley have challenged the ability of those communities to respond to traffic congestion, sprawl, strip commercial development, and the need for open space and affordable housing.

Conversely, towns such as Coos Bay, Enterprise, John Day and Lakeview have been especially hard hit by downturns in the timber and agricultural industries and need new jobs to maintain their communities.

Every community in the state has a different challenge. In some jurisdictions the priority may be affordable housing, in another the need is for a new water system, or the clean-up of an old mill site. In each case the solution must fit the problem.

Currently this new approach is being piloted in four regional partnerships around the state by bringing state, local, business and citizen leaders together to identify problems and develop solutions.

Such an approach was used to ease the growing pains created by the expansion of the Snake River Correctional Facility in Ontario. State agencies worked hand in hand with the leaders of Vale, Ontario, Nyssa and other affected communities to ensure the growth in population caused by the prison expansion didn't overwhelm the community.

The Community Solutions Team approach also helped bring new, mixed-use development to Martin Luther King Jr. Blvd. in Portland. Oregon Housing and Community Services Department, the Oregon Department of Transportation and other state agencies worked with the City of Portland and neighborhood leaders to bring about traffic pattern changes on the boulevard and encourage mixed use developments which combine residential and retail uses.

Using this approach for planning and delivering investments under the 21st Century Community Fund will ensure that these investments are locally desired, don't undermine or conflict with other government efforts and are part of an agreed-upon strategy.

Conclusion

Twenty five years ago, Oregon developed a much-heralded statewide land use program. People from all over the country have come to learn about this remarkable Oregon story.

What that program gave us was the ability to stop the rural subdivisions on some of the best farm and forest land in the world. It gave us urban growth boundaries to draw a line between the country and our cities and towns.

It is a plan that preserves our farm and forest lands by using regulations to protect them. It is a plan we need to defend and keep for our children and their children.

Now we face a new challenge: To ensure that the growth that is coming will come in a way that enhances and protects our quality of life within our communities instead of diminishing it.

For this challenge our statewide land use system is not enough. The Oregon Livability Initiative is the plan for the next 25 years; the second phase of Oregon's plan to grow on our own terms. It is a plan based on strategic investments and incentives. It is a plan designed to make each and every investment contribute to creating quality places to live in the next century.

[Home Page](#)

Planning Area Boundary

Tooze Rd

Boeckman Rd

Grahams Ferry Rd

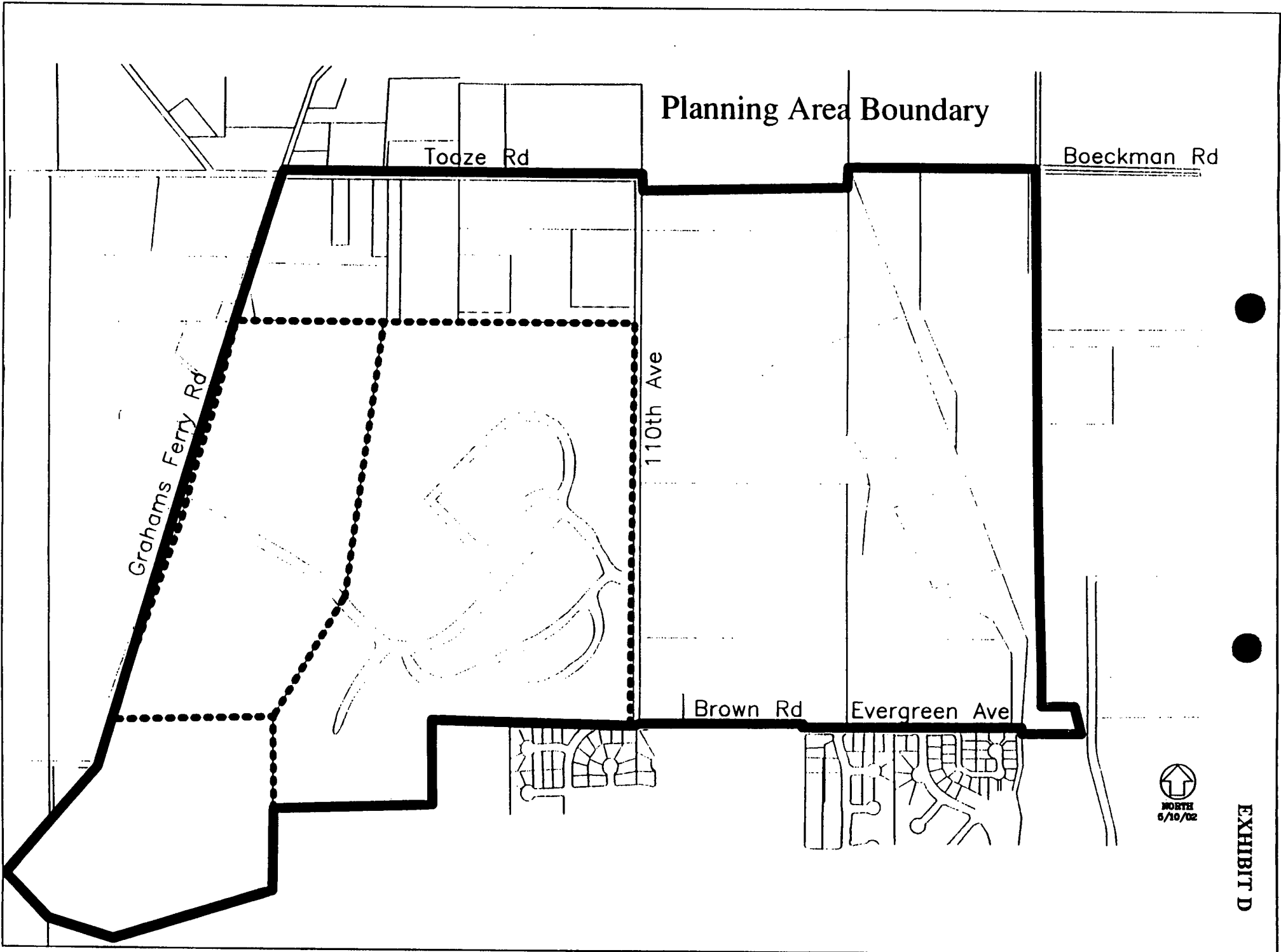
110th Ave

Brown Rd

Evergreen Ave

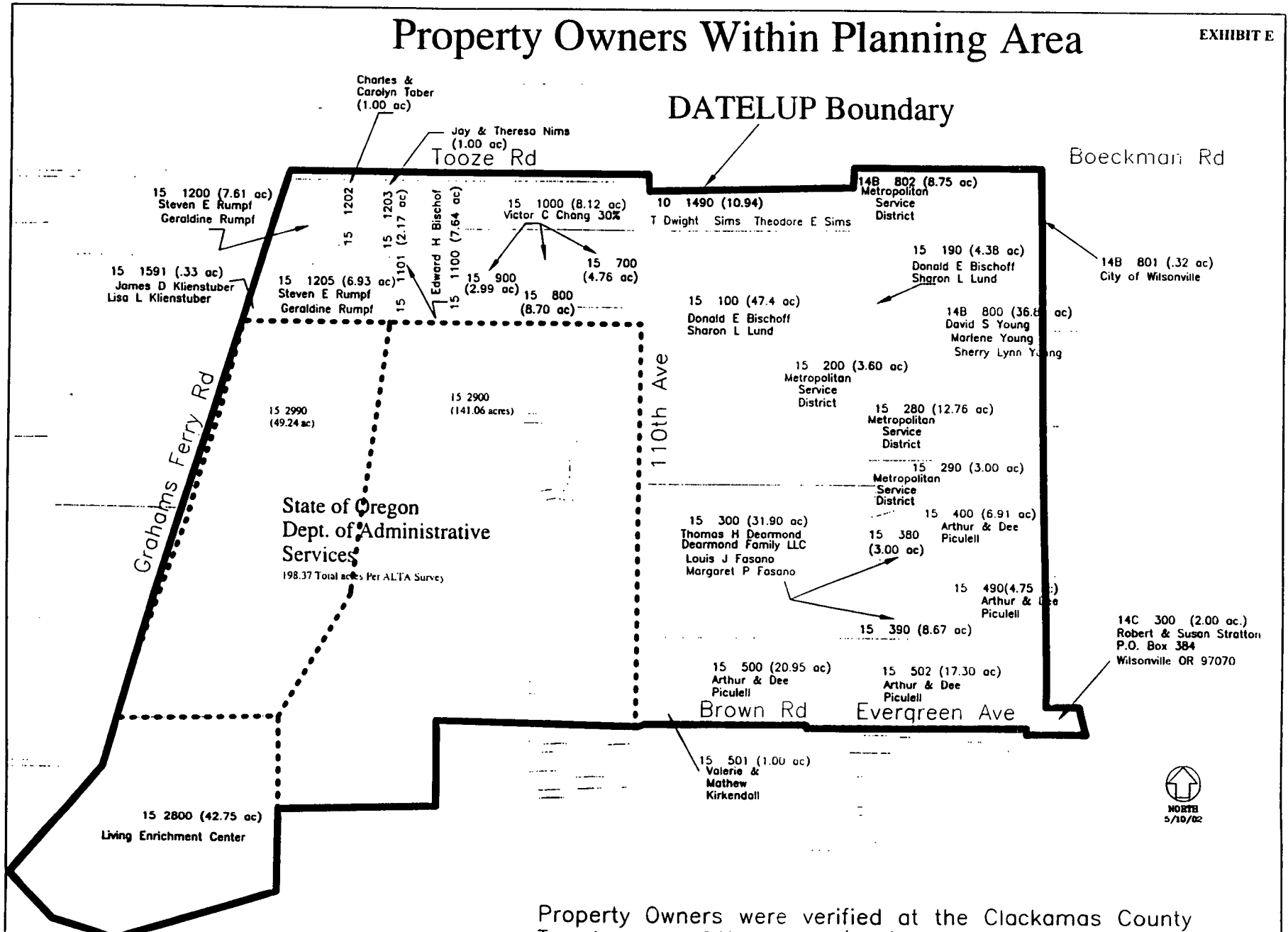


EXHIBIT D



Property Owners Within Planning Area

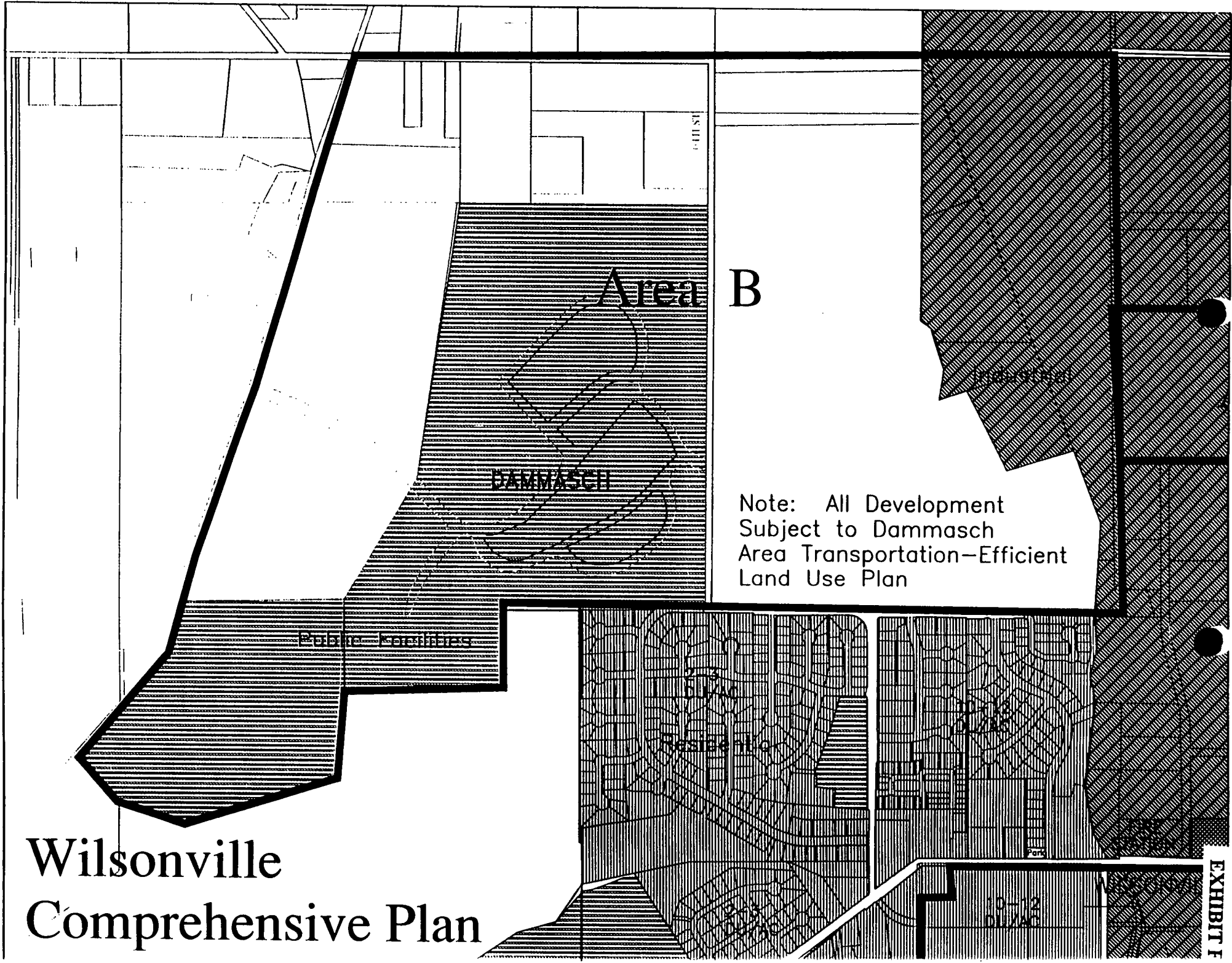
EXHIBIT E



Property Owners were verified at the Clackamas County



NORTH
5/10/02



Area B

DAMMASCH

Public Facilities

Residential

Note: All Development
Subject to Dammasch
Area Transportation-Efficient
Land Use Plan

Wilsonville Comprehensive Plan

EXHIBIT F

**City of Wilsonville Comprehensive Plan
Areas of Special Concern – Page 87**

AREA B

NOTE: the previous Areas 2 and 10 have been replaced with Area B, dealing with the Dammasch Area Transportation-Efficient Land Use Plan. The Dammasch planning area includes more than 500 acres around the old State hospital site. Prepared in 1996, the Master Plan for the Dammasch area envisions a new “urban village” with approximately 2,300 housing units, a commercial center, four parks, a public school site, an inter-connected trail system, and more than 100 acres designated open space (some of which is in the Coffee Lake Creek and Seely Ditch flood plains).

Access to and through the Dammasch area, and the viability of the planned commercial center of the development, will be important considerations in making the urban village a reality. The potential for a new freeway interchange at Boeckman Road (Area of Special Concern “J”) will have a significant effect on the urban village development plan.

Although some updates to the Master Plan will be needed, the City, Metro, and the State all remain committed to the basic concept of the urban village. The selection of a qualified developer and the preparation of a development agreement for all of the affected properties will be critical to the successful redevelopment of the Dammasch site and adjoining properties.

The importance of the Coffee Lake Creek area for wildlife habitat, storm drainage, and attractive open space must also be considered. It may be possible to add or enhance wetlands in this area to mitigate losses at other locations.

Due to the importance of the Dammasch area for the future growth and development of the community, any development within the Dammasch planning area will be required to conform to the Dammasch Area Transportation-Efficient Land Use Plan, as may be amended.

Dammasch Urban Village Off-Site Improvement Estimates
SCENARIO #3 ENTIRE PLANNING AREA DEVELOPS with BOECKMAN INTERCHANGE

(preliminary values prepared by MacKay & Spoelto, Inc. using October 1999 prices; adjusted by staff.)

revised: 4/20/2000

EXHIBIT G

Capital Improvement Project		(Staff Estimate)	(approximate)
		Total Project Estimate	Costs to serve entire area
A	New 24" Sanitary Sewer (parallel to UD11-UD16) Primary Features: 1500 LF 24" pipe, boring under railroad tracks.	\$ 874,720.00	\$ 248,241.93
B	Evergreen Avenue Sewer Line (SE corner of Dammasch property to Seely Ditch trunk sewer) Primary Features: 1640 LF 12" pipe, 860 LF 15" pipe, 440 LF 18" pipe, valve station.	\$ 1,426,160.06	\$ 1,426,160.06
		\$ 2,300,880.06	\$ 1,674,401.99
C	24" Water Line (Boeckman Rd/95th Ave to future extension of Brown Road) Primary Features: 4050 LF 24" pipe, borings under railroad tracks, drainage ditch and Coffee Lake. Cost is reduced to \$937,860 if constructed as a 14" line.	\$ 1,305,660.00	\$ 937,860.00
D	14" Water Line (Barber St/Kinsman Rd to future extension of Brown Road) Primary Features: 1950 LF 14" pipe, borings under drainage ditch and narrow portion of Coffee Lake/Seely Ditch.	\$ 540,725.00	\$ 540,725.00
E	24" Water Line (Brown Rd/Tooze Rd/Evergreen Ave to Graham's Ferry Road) Primary Features: 6150 LF 24" pipe. Cost is reduced to \$1,249,068 if constructed as a 14" line.	\$ 1,704,068.00	\$ 1,248,068.00
F	PROJECT DELETED - 14" Water Line (Evergreen Ave/Kinsman Rd to 110th Avenue) Primary Features: 3000 LF 14" pipe, boring under Seely Ditch.	\$ -	\$ -
G	14" Water Line (110th Ave/Evergreen Ave to Dammasch's north property line) Primary Features: 2750 LF 14" pipe.	\$ 949,636.00	\$ 949,636.00
H	PROJECT DELETED - PROJECT C IS PREFERRED Primary Features: 6100 LF 14" pipe, boring under drainage ditch and Coffee Lake.	\$ -	\$ -
X	Extension of "C" to Dammasch Property Line	\$ 153,488.00	\$ 153,488.00
Y	Extension of "D" to Dammasch Property Line	\$ 180,385.00	\$ 180,385.00
		\$ 4,839,962.00	\$ 4,016,162.00
I	Boeckman Road Reconstruction w/ Signal Replacement (Parkway Ave to 95th Avenue) - MAJOR ARTERIAL WITH BIKEWAYS Primary Features: 11800 SY 8.5" concrete pavement, underground utilities, demo 13 mobile homes. Replace Parkway signal.	\$ 4,284,588.80	\$ 2,142,294.30
J	Boeckman Road Extension w/ Signal (Brown Rd to Dammasch's property line) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 3850 SY 7" asphalt pavement, underground utilities, signal. Excludes permanent storm water facility.	\$ 1,126,473.00	\$ 1,126,473.00
K	Boeckman Road Extension w/ Signal (95th Ave to future extension of Brown Road) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 21500 SY 7" asphalt pavement, underground utilities. Crosses railroad, drainage ditch and Coffee Lake. Includes 300' bridge section. Excludes permanent storm water facility. Add signal at 95th Avenue.	\$ 9,675,087.44	\$ 9,675,087.44
L	Boeckman Road / I-5 Interchange w/ Signals Primary Features: Culdesac Boones Ferry Rd, replace existing bridge, construct new ramps, demo auto body shop, demolish six mobile homes and abandon/demolish Boeckman Well. Install two traffic signals. Excludes permanent storm water facility.	\$ 14,516,268.00	\$ 7,258,134.00
M	PROJECT DELETED - Barber Street Overpass w/ Signal (Beberg Rd to Parkway Avenue) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: Demo six mobile homes, replace bridge, add abutment walls & signal. Excludes permanent storm water facility. Cost is reduced to \$4,957,500 if constructed as a MINOR COLLECTOR WITH BIKEWAYS.	\$ -	\$ -
N	PROJECT DELETED - Barber Street Extension (Beberg Rd to Brown Rd Extension) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 20100 SY 7" asphalt pavement, underground utilities. Crosses railroad, drainage ditch and Coffee Lake. Includes three bus subways. Excludes permanent storm water facility. Add signal at Kinsman Road. Cost is reduced to \$4,834,850 if constructed as a MINOR COLLECTOR WITH BIKEWAYS.	\$ -	\$ -
O	Barber Street Extension w/ Signal (Brown Rd Extension to Dammasch's east property line) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 6400 SY 7" asphalt pavement, underground utilities, signal. Excludes permanent storm water facility. Cost is reduced to \$1,353,690 if constructed as a MINOR COLLECTOR WITH BIKEWAYS.	\$ 1,591,985.61	\$ 1,591,985.61
P	Brown Road Extension w/ Signal (Boeckman Rd to Graham's Ferry Road) Primary Features: 16000 SY 7" asphalt pavement, underground utilities, signal. Excludes permanent storm water facility.	\$ 4,071,540.94	\$ 2,035,770.47
Q	Graham's Ferry Road Reconstruction (adjacent to Dammasch Urban Village, WEST half-street improvement only) Primary Features: 9000 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ 2,445,591.43	\$ -
R	Graham's Ferry Road Reconstruction (adjacent to Dammasch Urban Village, EAST half-street improvement only) Primary Features: 4300 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ 1,709,650.32	\$ 1,709,650.32
S	Graham's Ferry Road Reconstruction (adjacent to LEC, WEST half-street improvement only) Primary Features: 4400 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ 1,279,401.38	\$ -
T	Graham's Ferry Road Reconstruction (adjacent to LEC, EAST half-street improvement only) Primary Features: 2100 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ 748,337.41	\$ 748,337.41
U	Brown Road Extension (Evergreen Rd to Barber Rd Extension) Primary Features: 4800 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ 1,302,115.61	\$ 1,302,115.61
V	Brown Road Extension (Barber Rd Extension to Boeckman Rd Extension) Primary Features: 9900 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility. Includes a rough estimate for removal of existing buildings and cost of acquiring adjacent property.	\$ 2,674,114.10	\$ 2,674,114.10
		\$ 45,428,163.81	\$ 30,283,962.28
W	Storm Sewer System for Dammasch Urban Village Primary Features: 6000 LF 24" pipe, diversion structure, rehab existing 36" system, mitigate existing erosion problems. Excludes water quality treatment.	\$ 3,070,880.00	\$ 3,070,880.00
		\$ 3,070,880.00	\$ 3,070,880.00
Total Cost of Projects		\$ 55,636,876.87	\$ 39,025,406.26

Total cost of off-site infrastructure	\$ 55,636,876.87
Portion of total that benefits others	\$ 16,611,488.62
Portion of total that applies to the entire Urban Village	\$ 39,025,406.25
Portion of total that applies to the state-owned property	\$ 28,270,254.64
Cost per net acre to state-owned property	\$ 191,000.00
Off-site cost per EDU on state-owned property	\$ 16,786.42
Cost per net acre to state-owned property if off-site total completely paid for by Urban Village project	\$ 272,000.00
Off-site cost per EDU on state-owned property if off-site total completely paid for by Urban Village project	\$ 23,903.64

Dammasch Urban Village Off-Site Improvement Estimates
SCENARIO #3 ENTIRE PLANNING AREA DEVELOPS with BOECKMAN INTERCHANGE

(preliminary values prepared by MacKay & Spósito, Inc. using October 1999 prices; adjusted by staff.)

Capital Improvement Project		(adproximate)	(using straight EDU ratios)
		Costs benefitting others	Costs benefitting State Only
A	New 24" Sanitary Sewer (parallel to UD11-UD18) Primary Features: 1500 LF 24" pipe, boring under railroad tracks.	\$ 628,478.07	\$ 177,408.79
B	Evergreen Avenue Sewer Line (SE corner of Dammasch property to Seely Ditch trunk sewer) Primary Features: 1640 LF 12" pipe, 860 LF 15" pipe, 440 LF 18" pipe, valve station.	\$ -	\$ 1,018,220.73
		\$ 628,478.07	\$ 1,195,629.52
C	24" Water Line (Boeckman Rd/95th Ave to future extension of Brown Road) Primary Features: 4050 LF 24" pipe, borings under railroad tracks, drainage ditch and Coffee Lake. Cost is reduced to \$937,860 if constructed as a 14" line.	\$ 367,800.00	\$ 639,137.82
D	14" Water Line (Barber S/Kineman Rd to future extension of Brown Road) Primary Features: 1950 LF 14" pipe, borings under drainage ditch and narrow portion of Coffee Lake/Seely Ditch.	\$ -	\$ 368,496.03
E	24" Water Line (Brown Rd/Tooze Rd/Evergreen Ave to Graham's Ferry Road) Primary Features: 6150 LF 24" pipe. Cost is reduced to \$1,248,068 if constructed as a 14" line.	\$ 456,000.00	\$ 850,539.75
F	PROJECT DELETED - 14" Water Line (Evergreen Ave/Kineman Rd to 110th Avenue) Primary Features: 2000 LF 14" pipe, boring under Seely Ditch.	\$ -	\$ -
G	14" Water Line (110th Ave/Evergreen Ave to Dammasch's north property line) Primary Features: 2750 LF 14" pipe.	\$ -	\$ 647,162.78
H	PROJECT DELETED - PROJECT C-2 PREFERRED. Primary Features: 6400 LF 14" pipe, boring under drainage ditch and Coffee Lake.	\$ -	\$ -
X	Extension of "C" to Dammasch Property Line	\$ -	\$ 104,589.79
Y	Extension of "D" to Dammasch Property Line	\$ -	\$ 127,018.80
		\$ 823,800.00	\$ 2,738,964.56
I	Boeckman Road Reconstruction w/ Signal Replacement (Parkway Ave to 95th Avenue) - MAJOR ARTERIAL WITH BIKEWAYS Primary Features: 11800 SY 8.5" concrete pavement, underground utilities, demo 13 mobile homes. Replace Parkway signal.	\$ 2,142,294.30	\$ 1,558,942.28
J	Boeckman Road Extension w/ Signal (Brown Rd to Dammasch's property line) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 3850 SY 7" asphalt pavement, underground utilities, signal. Excludes permanent storm water facility.	\$ -	\$ 819,731.63
K	Boeckman Road Extension w/ Signal (95th Ave to future extension of Brown Road) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 21500 SY 7" asphalt pavement, underground utilities. Crosses railroad, drainage ditch and Coffee Lake. Includes 306' bridge section. Excludes permanent storm water facility. Add signal at 95th Avenue.	\$ -	\$ 7,040,537.30
L	Boeckman Road / I-5 Interchange w/ Signals Primary Features: Intersect Boones Ferry Rd, replace existing bridge, construct new ramps, demo auto body shop, demolish six mobile homes and abandon/demolish Boeckman Well. Install two traffic signals. Excludes permanent storm water facility.	\$ 7,258,134.00	\$ 5,281,728.23
M	PROJECT DELETED - Barber Street Overpass w/ Signal (Boberg Rd to Parkway Avenue) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: Demo six mobile homes, replace bridge, add sound walls & signal. Excludes permanent storm water facility. Cost is reduced to \$6,967,600 if constructed as a MINOR COLLECTOR WITH BIKEWAYS.	\$ -	\$ -
N	PROJECT DELETED - Barber Street Extension (Boberg Rd to Brown Rd Extension) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 20400 SY 7" asphalt pavement, underground utilities. Crosses railroad, drainage ditch and Coffee Lake. Includes three box culverts. Excludes permanent storm water facility. Add signal at Kineman Road. Cost is reduced to \$4,934,860 if constructed as a MINOR COLLECTOR WITH BIKEWAYS.	\$ -	\$ -
O	Barber Street Extension w/ Signal (Brown Rd Extension to Dammasch's east property line) - MAJOR COLLECTOR WITH BIKEWAYS Primary Features: 6400 SY 7" asphalt pavement, underground utilities, signal. Excludes permanent storm water facility. Cost is reduced to \$1,353,890 if constructed as a MINOR COLLECTOR WITH BIKEWAYS.	\$ -	\$ 1,158,484.00
P	Brown Road Extension w/ Signal (Boeckman Rd to Graham's Ferry Road) Primary Features: 18000 SY 7" asphalt pavement, underground utilities, signal. Excludes permanent storm water facility.	\$ 2,035,770.47	\$ 1,481,425.16
Q	Graham's Ferry Road Reconstruction (adjacent to Dammasch Urban Village, WEST half-street improvement only) Primary Features: 9000 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ 2,445,591.43	\$ -
R	Graham's Ferry Road Reconstruction (adjacent to Dammasch Urban Village, EAST half-street improvement only) Primary Features: 4300 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ -	\$ 1,244,108.32
S	Graham's Ferry Road Reconstruction (adjacent to LEC, WEST half-street improvement only) Primary Features: 4400 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ 1,279,401.36	\$ -
T	Graham's Ferry Road Reconstruction (adjacent to LEC, EAST half-street improvement only) Primary Features: 2100 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ -	\$ 544,563.29
U	Brown Road Extension (Evergreen Rd to Barber Rd Extension) Primary Features: 4800 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility.	\$ -	\$ 947,548.32
V	Brown Road Extension (Barber Rd Extension to Boeckman Rd Extension) Primary Features: 9900 SY 7" asphalt pavement, underground utilities. Excludes permanent storm water facility. Includes a rough estimate for removal of existing buildings and cost of acquiring adjacent property.	\$ -	\$ 1,945,948.24
		\$ 15,161,191.64	\$ 22,823,010.77
W	Storm Sewer System for Dammasch Urban Village Primary Features: 6000 LF 24" pipe, diversion structure, rehab existing 36" system, mitigate existing erosion problems. Excludes water quality treatment.	\$ -	\$ 2,313,659.79
		\$ -	\$ 2,313,659.79
Total Cost of Projects		\$ 16,611,469.62	\$ 28,270,254.64

Total cost of off-site infrastructure	
Portion of total that benefits others	
Portion of total that applies to the entire Urban Village	
Portion of total that applies to the state-owned property	
Cost per net acre to state-owned property	
Off-site cost per EDU on state-owned property	
Cost per net acre to state-owned property if off-site total completely paid for by Urban Village project	
Off-site cost per EDU on state-owned property if off-site total completely paid for by Urban Village project	

Exhibit H Project Schedule

- June-Sept 2002 **Draft Plan.** Intense period of work focusing on gaining substantial agreement among property owners on the Draft Master Plan and Draft Off-Site Infrastructure Plan for submittal.
- Sept - Feb 2003 **Plan Refinement.** Refine Master Plan and Off-Site Infrastructure Plan and complete Draft Finance Plan.
- Feb - June 2003 **Planning Approval.** Target timeframe for securing grading permit to allow groundbreaking to occur; dependent upon approval of the Finance Plan by participating property owners.

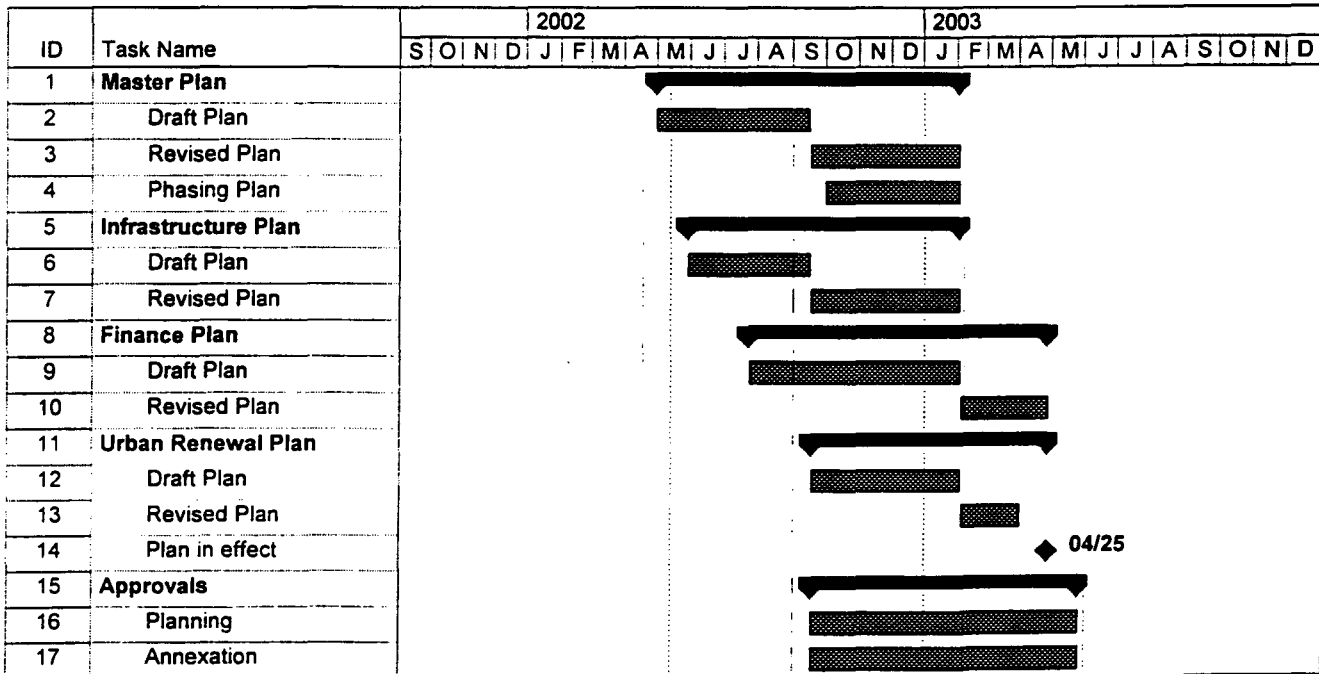
Villebois LLC will have the primary responsibility for master planning the 520-acre Plan Area. Villebois LLC will be responsible for submitting the Master Plan to the City for approval once substantial agreement for the plan has been achieved. The timing of Planning Commission and other City actions on the Master Plan will depend upon the extent to which collective agreements have been reached for the Plan and associated Comprehensive Plan amendments.

The following schedule describes the major planning elements to be completed by in the next 18 months. It is anticipated that there will be a focused effort through the summer of 2002 to prepare the Master Plan which has direct influence on the Off-Site Infrastructure Plan and Finance Plan.

Master Plan (Villebois LLC): This plan provides an overview of the entire development Plan Area including all land uses, streets, utilities, landscaping and phasing. The Plan Area will initially include all 520-acres of the DATELUP study area, which may be modified depending upon property owner concurrence through the course of the planning process. This Plan is implemented through Comprehensive Plan and zoning amendments and planned development approval.

Off-Site Infrastructure Plan (City of Wilsonville): This plan identifies the types and cost of major offsite roadway, sewer, water, storm water and infrastructure investments that are required to service development within the 520-acre Plan Area as described in the Master Plan. The Infrastructure Plan also identifies which infrastructure elements are attributable to specific stages of development.

Finance Plan (City of Wilsonville): This plan is based upon the Master Plan and Infrastructure Plan and identifies a public/private strategy for financing the off-site infrastructure costs. Property owners within the ultimate Plan Area must be in substantial agreement with the Finance Plan before any development permits can be approved or construction can proceed.



Draft Plan
Plan Refinement
Approval

◆ 04/25