

**Fields Trust Industrial Property
Memorandum of Understanding ("MOU")**

Parties to the MOU:

City of Tigard ("City")
TC Tigard LLC ("TCC")
Fields Trust

Date of MOU: Upon full execution

A purchase and sale agreement between the Fields Estate and TCC completed in November 2014 brings a developing interest to the Fields Industrial Property. The Fields Industrial Property is comprised of tax lots: 2S1010001100, 2S101CA00100, 2S101DB00300, 2S101DB00400 totaling 42.52 acres. The two larger I-P zoned lots comprise 37.4 acres fronting Wall Street and Hunziker Drive. Two smaller parcels are zoned C-G and R-3.5.

The initial phase to be developed by TCC for I-P eligible uses on the lowland portion of site includes approximately 17-18 acres which will be defined through a lot line adjustment and/or partition.

A second phase of development will involve the upland portion of the property for MUE appropriate uses eligible upon approval of an applicant's request for a comprehensive plan amendment and zoning change. Given current market conditions this development will likely include multi-family residential development by a development entity that has not yet been determined.

Combined, these projects create a mixed use development scenario on property centrally located in the City. This MOU focuses on the lowland industrial/employment lands (I-P zoned) portion of the site. The goal of this MOU is to support initiation of site preparation work for commercial/industrial development as early as June 2015, followed by construction of facilities.

THE AGREEMENT

- 1) The purpose of this MOU is to act as a pre-development "road map", setting forth roles, expectations and timing of each party. This MOU is not legally binding on either party but represents the good faith intentions of each party to perform the tasks listed below. If needed a development agreement can be negotiated building upon this MOU as a foundation.
- 2) Term of the Agreement: 12 months.
- 3) TCC Obligations during the term:
 - a. Develop a project schedule, for review and consent by the City,
 - b. Complete site due diligence,

- c. Refine development program and phasing for infrastructure needs and vertical development of industrial lowland area,
- d. Secure appropriate land use approvals including any lot line adjustments and/or partition,
- e. Pursue tenants/build to suit owners for the industrial site,
- f. Pursue financing for vertical development and infrastructure.

4) City Obligations during the term:

- g. On or before January 15, 2015, initiate an EOA PAPA to acknowledge property with a slope of greater than 6% is unsuitable for large format/footprint industrial uses and zoning,
- h. Provide technical assistance for any land use and building permit approvals, however, the City does not represent that these approvals will be granted,
- i. If it is determined to be warranted, identify and pursue public funding/financing sources (e.g., authorizing an Enterprise Zone, setting up a LID, seeking Economic Development assistance),
- j. Provide TCC with permit requirements, should TCC perform any or all of the public infrastructure work.

5) Fields Trust Obligations during the term:

- a. Fields Trust will be responsible for the 24-25 acre upland portion of the site until a developer for that portion of the property is selected by the Fields Trust,
- b. Request a comprehensive plan amendment for a portion of the site,
- c. Initiate a rezoning of the upland portion of the site to MUE zoning,

6) Joint Obligations during the term: the City and TCC acknowledge and agree that to achieve the development objectives for the site, the following tasks need to be completed jointly:

- a. Confirm the types, amounts, phasing, locations, and costs of providing infrastructure to the site,
- b. Confirm core infrastructure projects that TCC will be responsible for funding and/or constructing, and secondary infrastructure projects which may require funding from other parties,
- c. Determine whether infrastructure costs need to be shared between the parties, and if so, which public resources will be realistically available in a sufficient amount and terms and in a timely manner, and
- d. Determine regular joint meeting times to assure that progress is being made and issues addressed as expeditiously as possible.

7) Proposed Benchmark	Target Completion
Pre-App. Conference & Pre Dev Schedule	December 2014
Refine Site Concept	January 2015
Property Line Adjustments	April 2015
Site Due Diligence	July 2015
Site Work and Site Preparation	December 2015
Submission of EOA PAPA to DLCD	January 2015
EOA PAPA Hearing at Planning Commission	March 2015
EOA PAPA Hearing at City Council	April 2015
Comprehensive Plan Amendment	December 2015

8) Signature section -- each party lists appropriate signor.

Maitha Die 12.15.2014
City of Tigard Date

Scott Wells 12/11/14
TC Trammell Crow Tigard LLC Date

David M. Moore, Trustee 12/11/14
Fields Trust Date