

After Recording, Return To:
Doug Rux
Assistant Director
Urban Development Department
City of Salem
350 Commercial Street NE
Salem, OR 97301

**FIRST AMENDMENT
TO THE INFRASTRUCTURE AGREEMENT
RELATED TO THE DEVELOPMENT OF
THE MILL CREEK CORPORATE CENTER**

WHEREAS, the State of Oregon (State) and the City of Salem, an Oregon municipal corporation (City) (collectively, the Parties) entered into an Infrastructure Agreement (Agreement) related to the development of the Mill Creek Corporate Center (the Property), formerly known as the "Mill Creek Industrial Park," on July 14, 2006, recorded in Reel 2687, Page 393, Marion County Deed Records; and

WHEREAS, the Attachment B to the Agreement identifies public improvements to be constructed through development of the Property; and

WHEREAS, the "Mill Creek Industrial Park" was renamed the "Mill Creek Corporate Center"; and

WHEREAS, on March 14, 2005 the Parties and the Urban Renewal Agency of the City of Salem ("Agency") entered into an Intergovernmental Agreement setting forth the Parties' and the Agency's rights and obligations relating to the development of the Property; and

WHEREAS, the Parties and the Agency executed amendments to the Intergovernmental Agreement, most recently executing the Amended Intergovernmental Agreement (Amended IGA); and

WHEREAS, the Finance and Infrastructure Implementation Plan of the Amended IGA defines the Parties' rights and obligations for the financing and construction of the public improvements necessary for the development of the Property; and

WHEREAS, the Master Project List is an attachment to the Finance and Infrastructure Implementation Plan, and identifies the specific public improvement necessary for the development of the properties; and

WHEREAS, the Master Project List, as amended through the Amended IGA clarifies the scope of certain public improvement projects, and identifies their anticipated funding source; and

WHEREAS, the Parties desire to amend the Agreement to replace Attachment B with the Master Project List.

NOW, THEREFORE, the Parties agree as follows:

Section 1. Attachment B is hereby replaced with the Master Project List.

Section 2. Except as modified by this Amendment, the terms and conditions of the Amendment, shall remain in full force and effect.

Section 3. The persons signing this Amendment on behalf of each Party represent and warrant that such persons and their respective entity have the requisite power and authority to enter into, execute, and deliver this Amendment and that this Amendment is a valid and legally binding obligation of the Parties enforceable against the Parties in accordance with its terms.

Section 4. This Amendment may be executed in counterparts, each of which shall be an original, and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF the Parties have caused this Amendment to be signed in their respective names by their duly authorized representatives as of the dates set for the below:

STATE OF OREGON:

BY: Jeanette Fish
Jeanette Fish
Administrator
Oregon Department of Administrative Services
Facilities Division

Date: 10-18-12

STATE OF _____)
County of Marion)

This instrument was acknowledged before me on October 18 2012, by Jeanette Fish, as Administrator, Oregon Department of Administrative Services, Facilities Division.

OFFICIAL SEAL
MARILYN J BERGSMA
NOTARY PUBLIC-OREGON
COMMISSION NO. 438170
MY COMMISSION EXPIRES APR. 06, 2013
Notary Public - State of _____
Commission expires: _____

CITY OF SALEM
an Oregon municipal corporation

BY: [Signature]
Linda Norris
City Manager

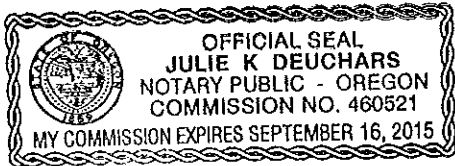
Date: 10/24/2012

STATE OF _____)
County of Moran)

This instrument was acknowledged before me on October 24 2012 by
~~Linda Norris~~, as ^{Acting} City Manager, City of Salem, Oregon.

Peter Fernandez

[Signature]
Notary Public - State of Oregon
My commission expires: 9-16-15



Mill Creek Corporate Center - Master Project List (2012)							
No.	Name	Description	Total Cost (Estimate, 2012\$)	Anticipated Funding Source	Construction Year	Phase	Comments
Water							
W1B	Aumsville Hwy Water Main	Construct approximately 2,000 LF of 18-inch S-1 water main from Depot Ct. to Kuebler Blvd.	\$336,000	URA, Business Oregon Loan	2012	1C	Companion to Aumsville Hwy Project T1; in FY 11-12 Mill Creek URA budget
W3	Mill Creek Reservoir	Build new 2.2 million gallon S-1 reservoir to replace existing reservoir and convert from isolated T pressure zone	\$5,005,000	URA, DDF, System Development Charges	2012-13	1A, 1C, 2	Also includes corresponding upgrades at Deer Park Pump Station
W7	Phase 1A N-S Water Main (Primary Loop)	Construct approximately 10,000 LF of 18-inch and 24-inch from Deer Park Pump Station to Aumsville Hwy	\$1,500,000	City, Federal grant, Developer	2010 & 2012	1A	Initial phase constructed by State; 2nd Phase to be constructed by City with HUD Grant funds (per IGA)
W8	Phase 1A N-S Water Main (Secondary Loop)	Construct approximately 3,500 LF of S-1 water main from Aumsville Hwy to Mill Creek Parkway (in the vicinity of Kuebler Blvd.)	\$775,000	Developer	Developer Dependent	1A	Completes secondary loop along Kuebler for sufficient demand/fire flow for large Phase 1A developments
W10	Phase 2A E-W Water Main	Construct approximately 2,000 LF of 18-inch S-1 water main in Mill Creek Parkway from W7 to Deer Park Rd.	\$382,000	Developer	Developer Dependent	2A	Likely companion to Project T21
Completed Projects							
W1A	Phase 1B/1C Water Main	1,100 LF of 24-inch S-1 Water Main in Aumsville Hwy from Depot Ct. to Marion Co. Jail			2008	1C	Constructed by Fed Ex developer
W2	Phase 1A Water Tap	24-inch hot tap on exist. 48-inch transmission main to provide G-0 service			2004	1A	Constructed along with Kuebler Intertie project
W4	Mill Creek 24-inch G-0 Water Main Phase I	1st Phase of 8,400 LF of 24-inch G-0 water main from Cordon Road east to Gaffin Road south across Hwy. 22 to Aumsville Hwy.			2006	1B	Related to W3
W5	Mill Creek 24-inch G-0 Water Main Phase II	2nd Phase of 8,400 LF of 24-inch G-0 water main from Cordon Road east to Gaffin Road south across Hwy. 22 to Aumsville Hwy.			2006	1B,1C	Related to W3
Projects No Longer Included							
W6	Phase 1A E-W Water Main						Incorporated into W7
W9	Phase 2A E-W Water Main						Incorporated into W7

Mill Creek Corporate Center - Master Project List (2012)							
No.	Name	Description	Total Cost (Estimate, 2012\$)	Anticipated Funding Source	Construction Year	Phase	Comments
Wastewater							
S2B	Aumsville Highway Sewer Ph. II	Construct approximately 1,500 LF of 10-inch sewer main from Depot Ct. to Kuebler Blvd.	\$265,000	URA	2012	1C	Companion to Aumsville Hwy Project T1; Funded in FY 11-12 budget for Mill Creek URA
S3	Private Sewer Conversion	Convert private sewer in MCCC area to public system with metering provided as needed; Evaluate and correct crossing at 48-inch water transmission main	\$564,000	URA	TBD	1A, 2	Many elements of prior project are already complete; DAS is pursuing replacement of sewer in some areas to relocate with street ROW
S7	Phase 1A N-S Sewer Main (Southern Phase)	Construct approximately 2,500 LF of 10-inch sewer main from exist. trunk sewer to Turner Rd.	\$425,000	Developer/DDF	Developer Dependent	1A	Design complete and main stubbed out with DAS construction in 2010; companion to Project T19
S8	Phase 1C N-S Sewer Main	Construct approximately 2,500 LF of 18-inch sewer main in "A" St. through Phase 1C to Aumsville Hwy.	\$533,000	Developer/DDF	Developer Dependent	1C	Preliminary design complete with design of W7; companion to Project T17
S9	Phase 2A N-S Sewer Main	Construct approximately 1,000 LF of 10-inch sewer main in "A" St. through Phase 2 from Mill Creek Parkway	\$170,000	Developer/DDF	Developer Dependent	2A	Preliminary design complete with design of W7; likely companion to Project T17
S10	Phase 2A E-W Sewer Main	Construct approximately 2,000 LF of 10-inch sewer main in Mill Creek Parkway through Phase 2 to Deer Park Rd.	\$340,000	Developer/DDF	Developer Dependent	2A	Project may be optional depending on development and desire to relocate exist. private sewer
S11	Deer Park Rd. Sewer Main	Construct approximately 1,250 LF of 10-inch sewer main in Deer Park Rd. from Mill Creek Parkway	\$482,000	Developer/DDF	Developer Dependent	2A	Companion to Project T22; Developer may have option for reimbursement district
S13	Cordon Road Sewer Pump Station Force Main	Construct approximately 2,450 LF of 24-inch sewer forced main in Madlay Rd. from Cordon Sewer Pump Station to Shenandoah Dr.	\$520,000	DDF/SDC	Flow increase dependent	TBD	Other improvements for growth in place. If larger generator comes in north portion, will require increased capacity; split cost 50/50 with DDF/SDC
S14	Cordon Road Sewer Pump Station Capacity Expansion	Install new pumps, variable frequency drives and other electrical upgrades to support increased capacity from 5.0 to 13.8 mgd.	\$750,000	DDF/SDC	Flow increase dependent	TBD	Linked to S13
Completed Projects							
S2A	Aumsville Highway Sewer Ph. I	Approximately 850 LF of 15-inch and 21-inch sewer main from Depot Ct. to future "A" St.			2008	1C	Constructed by Fed Ex developer
S4	Mill Creek North Gravity Sewer Ph. I	1st phase of 8,800 LF of 21-inch gravity sewer from Cordon Rd. Pump Station east to Gaffin Road south across Hwy. 22 to Aumsville Hwy.			2006	1B	Related to W3

Mill Creek Corporate Center - Master Project List (2012)						
No.	Name	Description	Total Cost (Estimate, 2012\$)	Anticipated Funding Source	Construction Year	Phase Comments
Wastewater (continued)						
S5	Mill Creek North Gravity Sewer Ph. II	1st phase of 8,800 LF of 24-inch gravity sewer from Cordon Rd. Pump Station east to Gaffin Road south across Hwy. 22 to Aumsville Hwy.			2006	1B, 1C Related to W3
S12	Phase 1A N-S Sewer Main (Northern Phase)	Construct approximately 1,500 LF of 18-inch sewer main from Phase 1A E-W Street to existing trunk sewer.			2010	1A
Projects No Longer Included						
S1	Phase 1A Sewer					Combined with S3
S6	Phase 1A E-W Sewer					Constructed with Central Open Space (Project D2) as part of required berm construction
Stormwater						
D2	Central Wetlands/Open Space	Develop Central wetland mitigation and stormwater detention site between Kuebler Blvd. and Mill Creek Parkway	\$2,785,000	URA, Federal Grant	2011-13	1A, 1C, 2 Earthwork construction phase complete; Planting phase in design; Funded in FY 11-12 budget for Mill Creek URA
D3	South Wetlands/Open Space	Develop south wetland mitigation and stormwater detention site between Mill Creek Parkway and Turner Rd	\$2,250,000	URA	Developer Dependent	2 Concept design and stormwater planning complete
Completed Projects						
D1	Phase 1B Storm	Connect stormwater discharge from Phase 1B to DPSST system			2006	1B Related to W3
Transportation						
T1	Aumsville Highway	Improve Aumsville Highway approximately 3,750 feet with 3 lanes and sidewalks from DPSST to Saddle Club and underground franchise utilities	\$5,750,000	State Grant, URA, Developer	2012-13	1B, 1C Companion with URA funded utility projects, W1B and S2B; ODOT JTA funds, URA and Home Depot fee-in-lieu
T3	Cordon Road at Pennsylvania Avenue	Signalize intersection and add left-turn lanes on Cordon Road.	\$288,000	DDF	10,000 ADT (25%)	Turn lanes completed, signalization remains
T5	Cordon Road at Gaffin Road	Signalize intersection and add southbound left-turn lane on Cordon Road and westbound right-turn lane on Gaffin Road.	\$531,200	DDF	10,000 ADT (25%)	Southbound left turn to Cordon completed; Gaffin Road lanes and signals remain
T6	Cordon Road at State Street	Add northbound right-turn lane on Cordon Road and eastbound left-turn lane on State Street.	\$307,200	DDF	10,000 ADT (25%)	Eastbound left-turn lane on State completed; north bound right turn lane on Cordon remain
T9	Kuebler Boulevard Signal Interconnect	Install signal interconnect on Kuebler Boulevard from Aumsville Highway to I-5 interchange.	\$620,00	URA	23,500 ADT (60%)	
T10	Kuebler Boulevard	Widen west side of Kuebler Boulevard from Highway 22 to Turner Road (9,000 LF) to add an additional southbound lane including adding southbound right turn lane at Aumsville Highway and Turner Road (assumes east side has been widened by Phase 1B and 1A).	\$3,775,000	URA	23,500 ADT (60%)	

Abbreviation Key: LF is lineal feet; ADT is average daily trips; DPSST is Department of Public Safety Standards and Training; DDF is Development District Fee; URA is Urban Renewal Area

Mill Creek Corporate Center - Master Project List (2012)							
No.	Name	Description	Total Cost (Estimate, 2012\$)	Anticipated Funding Source	Construction Year	Phase	Comments
Transportation (continued)							
T11	Kuebler Boulevard at 36th Street	Add eastbound and westbound right-turn lanes.	\$660,000	URA	23,500 ADT (60%)		
T12	Lancaster Drive	Improve Lancaster Drive to three-lanes from Kuebler Boulevard to Cranston Drive. (4,000 LF)	\$4,478,000	URA	30,500 ADT (80%)		
T13	Turner Road	Re-align Turner Road at Gath Road/Deer Park Road and add southbound and westbound left turn lanes.	\$890,000	URA	35,000 ADT (90%)		
T14	Turner Road	Construct full-street improvement on Turner Road from Kuebler Boulevard to the Mill Creek Bridge (1,500 LF) and the south side of Kuebler Boulevard from Turner Road to Mill Creek Bridge (1,000 LF). Includes signal modifications and Turner Road N. (500 LF).	\$2,490,000	URA	23,500 ADT (60%)		
T15	Kuebler Boulevard	Widen east side of Kuebler Boulevard from Highway 22 to the center of the central wetlands to add an additional northbound lane including a northbound right turn lane at Aumsville Highway (4,500 LF).	\$1,877,500	Developer	Developer Dependent	1B	
T16	Kuebler Boulevard	Widen East side of Kuebler Boulevard from the center of the central wetlands to the Mill Creek bridge including a right turn at the new Phase IA E-W Street (3,000 LF).	\$1,258,000	Developer	Developer Dependent	1A	
T17	Phase IC N-S Street	Construct N-S Street from Aumsville Highway to Phase IIA (2,000 LF).	\$1,250,000	DDF, URA, Developer	Developer Dependent	1C	
T19	Phase IA N-S Street	Construct N-S Street from Phase IA E-W Street to Turner Road (3,700 LF).	\$1,511,000	URA, Developer	Developer Dependent	1A	Partly constructed by State
T20	Phase IIA N-S Street	Construct N-S Street from Phase IC to the new E-W Street constructed in Phase IA (2,000 LF).	\$1,000,000	URA, Developer	Developer Dependent	2A	
T21	Phase IIA E-W Street	Construct new E-W Street ("Mill Creek Parkway") from Phase IA to Deer Park Road (2,000 LF).	\$1,250,000	Developer	Developer Dependent	2A	
T22	Deer Park Road	Construct full-street improvement from Aumsville Highway to Turner Road (6,500 LF). Developer may set up Reimbursement District per SRC 66.300.	\$5,064,000	Developer	Developer Dependent	2A	
T23	Turner Road	Construct full-street improvement from Mill Creek Bridge to Deer Park Road (2,500 LF). Developer may set up Reimbursement District per SRC 66.300.	\$2,332,000	Developer	Developer Dependent	2B	
T24	Phase IA N-S Cul-de-sac	Construct new Phase IA N-S street north of E-W street (1,800 LF) (cul-de-sac).	\$1,350,000	Developer	Developer Dependent	1A	Developer's option
T25	Traffic impact Analysis Update	Update 2004 Traffic impact Analysis to understand the scope, timing, and priority of future transportation improvements for the southeast Salem area -- including those projects required to support continued development at the Mill Creek Corporate Center	\$36,000	DDF	2012		

Mill Creek Corporate Center - Master Project List (2012)							
No.	Name	Description	Total Cost (Estimate, 2012\$)	Anticipated Funding Source	Construction Year	Phase	Comments
Transportation (continued)							
Completed Projects							
T2	Kuebler Boulevard at (new) Phase IA E W Street	Signalize intersection and add southbound left-turn lane on Kuebler Boulevard.		URA	Developer Dependent	1A	
T4	Cordon Road at Macleay Road	Add left-turn lanes on Macleay (signal and Cordon Road left-turn lanes to be installed by others).		DDF	10,000 ADT (25%)		SDC, County and other development
T18	Phase IA E-W Street	Construct E-W Street from Kuebler Boulevard to Phase IA (2,000 LF).		Developer			
Projects No Longer Included							
T7	Ramp	Kuebler Boulevard at I-5 Northbound					ODOT Performed
T8	Ramp	Kuebler Boulevard at I-5 Southbound					ODOT Performed

REEL: 3441

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November 02, 2012, 03:18 pm.

CONTROL #: 326952

State of Oregon
County of Marion

I hereby certify that the attached instrument was received and duly recorded by me in Marion County records:

FEE: \$ 76.00

BILL BURGESS
COUNTY CLERK

THIS IS NOT AN INVOICE.