

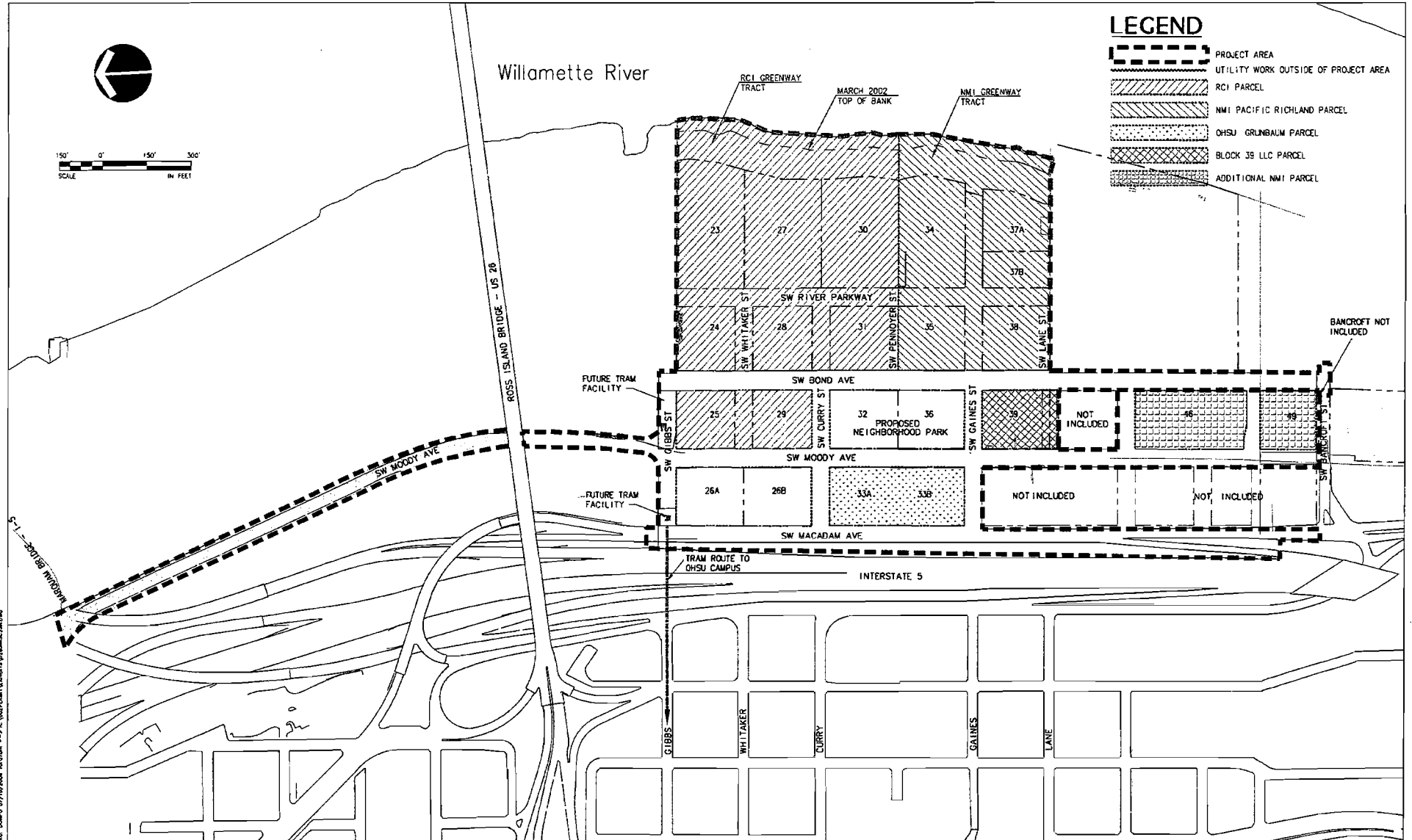
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LEGEND

- PROJECT AREA
- UTILITY WORK OUTSIDE OF PROJECT AREA
- RCI PARCEL
- NMI PACIFIC RICHLAND PARCEL
- OHSU GRUNBAUM PARCEL
- BLOCK 39 LLC PARCEL
- ADDITIONAL NMI PARCEL



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 Incorporated

**South Waterfront
 Central District Project**
 Portland, OR

Date: July 18, 2006
 Drawn: SLM Checked: By: SAS
 Project Number: 11283
 File Name: 0282M194.dwg
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SOUTH WATERFRONT
EXHIBIT A PROJECT AREA

EXHIBIT C

GLOSSARY OF DEFINED TERMS (Eighth Amendment Revisions)

“Additional Qualifying Projects” means taxable lands and taxable buildings or taxable portions thereof constructed in the Project Area, or constructed by NMI or its Affiliates or transferees on land located within the South Waterfront Plan Area but outside of the Project Area.

“Affordable Housing Parking Agreement” has the meaning set forth in Section 10.7.1.

“Agreement” means this **Amended and Restated** South Waterfront Central District Project Development Agreement and all attached Exhibits.

“Bioscience Funding Agreement” has the meaning set forth in Section 11.2.14.3.

“Block 25 Easement” means a perpetual easement over either the north 12 feet or the north 25 feet of Block 25 (the area determined pursuant to Section 6.2.3.2), in favor of PDOT, allowing the use of the easement area for landscaping and a pedestrian plaza and related improvements. **has the meaning set forth in Section 6.2.3.2.**

“Block 33 Parking Garage” has the meaning set forth in Section 6.11.1.

“Block 33 Purchase Agreement” has the meaning set forth in Section 6.11.2.1.

“Block 39 Property” means that certain parcel of land commonly known as Block 39, as shown on Exhibit A.

“Block 49 Purchase Agreement” has the meaning set forth in Section 6.11.3.1.

“City Action” has the meaning set forth in Section 6.2.2.5(b)(i).

“Claimant” means a party claiming the existence of adverse market conditions pursuant to **has the meaning set forth in** Section 14.5.

“Construction Financing” means any financing obtained to fund land acquisition, entitlement, infrastructure and all other hard and soft construction costs associated directly or indirectly with the development of a Contingent Project, together

with any permanent financing providing funds to pay off such financing and any subsequent refinancing.

“Contingent Project Target” has the meaning set forth in Section 18.2.4.

“Cost Savings” means any savings realized between the estimated amount for the items shown on Exhibit U and the actual amount expended by PDC on such items.

“Cost Savings” has the meaning set forth in Section 18.2.2.1.

“DDA” has the meaning set forth in Section 6.11.3.2.

“Design Advisor” has the meaning set forth in Section 9.1.3.

“External Funds” means funds made available to the Project from non-local sources such as the federal government, the State of Oregon and private foundations.

“ENR” has the meaning set forth in Section 6.8.3.3.

“Exhibit V Properties” has the meaning set forth in Section 18.2.1.

“External Funds” has the meaning set forth in Section 3.2.1.

“Final Neighborhood Park Improvements” has the meaning set forth in Section 6.4.4.

“Funding Proposal” has the meaning set forth in Recital D.

“Gap Obligation” has the meaning set forth in Section 18.2.2.1.

“Goals” has the meaning set forth in Section 9.17.1.

“Greenway Development Plan” means the master plan for the design and coordination of all Greenway improvements in the South Waterfront Plan Area to be developed by the City. has the meaning set forth in Section 6.5.3.1.

“Investment Amount” has the meaning set forth in Section 6.8.3.3.

“Lender” and “Lenders” have the meaning set forth in Section 20.29.

“Lowell Street Station” means the Portland Streetcar station located at SW Lowell Street.

“Lowell Streetcar Extension” has the meaning set forth in Section 2.2.17.

“Mortgages” means a mortgage, deed of trust, or other security instrument which is a lien on a parcel of land within the RCI Land or the NMI Land and which is prior to the lien in favor of PDC pursuant to Section 18.2.5.

“NMI Funding Obligation” has the meaning set forth in Section 6.2.2.2.

“NMI Land” means the real property in the Project Area owned by NMI, the land in the Project Area owned by Block 3939, and the portions of the RCI Land to be that have been distributed to NMI in the future, all as described on the attached Exhibit A-, and including, without limitation, Blocks 23, 46 and 49.

“NMI/OHSU Block 33 Agreement” has the meaning set forth in Section

6.11.1.

“Non-Residential Components” has the meaning set forth in Section 6.11.3.2.

“North Macadam District Framework Plan” means that plan adopted by the City Council by Resolution 35815 in August 1999 which is now ~~supereeded~~superseded by the South Waterfront Plan adopted by the City Council November 13, 2002, by Ordinance No. 177082 and Resolution 36111.

“OHSU Blocks” means Blocks 24, 25, ~~28~~28, 29 and ~~29~~31.

“OHSU SWF Federal Funding Initiative” has the meaning set forth in Section 3.2.3.1(a).

“OHSU Taxable Project” has the meaning set forth in Section 6.8.3.2.

“OHSU’s Garage Costs” has the meaning set forth in Section 6.8.3.3.

~~“Parking Site” means the underground area of Blocks 32 and 36, the below or above-grade area of Block 33, and the below or above-grade area of Block 26.~~

“Parking Agreement” has the meaning set forth in Section 6.8.3.6.

“Parking Site” has the meaning set forth in Section 9.2.1.

~~“Phase 2 Greenway Improvements” means the Final Greenway Improvements to be installed by PDC or the Parks Bureau pursuant to Section 6.5.6.~~

~~“Phase 2 Streetcar Extension” means the construction of an extension of the Portland Streetcar from the Gibbs Street Station to the Baneroff Street Station.~~

“Project Area” means the real property designated as the Project Area on Exhibit A. **has the meaning set forth in Recital C.**

“Public Project” means those infrastructure **Park Improvements” has the meaning set forth in Section 6.4.1.**

“Public Projects” means the Contingent Projects to be funded by PDC and identified as Public Projects in the Funding and Financing Plan.

“RCI Land” means the approximately 18 acres of real property land in the Project Area owned by RCI and described in attached Exhibit B.

“Real Market Value” or “RMV” shall have the meaning set forth in the Oregon Revised Statutes section 308.205.

“RFP” has the meaning set forth in Section 6.11.2.2.

“SDC Credits” has the meaning set forth in Section 6.2.2.5.

“SSP” means the Security Substitution Program adopted by the Debt Manager of the City of Portland pursuant to City Ordinance No. _____.

“Stalls” has the meaning set forth in Section 10.7.1.

“State or Federal Action” has the meaning set forth in Section 6.2.2.5(b)(ii).

“Storm and Sanitary Project” means those stormwater and sanitary sewer extensions outside of the Project Area which are necessary to provide sanitary sewer and stormwater sewer service to the Project Area. This project also includes the necessary upgrade to the Thomas Street Pump Station pump station that will be required to provide sanitary sewer service to the Project Area in the event that the Combined Sewer Overflow project is not completed and operational by the end of 2006, or in the event that development in the Project Area proceeds faster than outlined in the Schedule.

“Strategy” has the meaning set forth in Section 9.11.5.1.

“Streetcar Extension” means has the siting and construction of the Portland Streetcar from its current terminus at Portland State University to SW Gibbs Street at a location in SW Moody Avenue, south of SW Gibbs Street, as described in Exhibit H. meaning set forth in Section 2.2.4.

“TIF” has the meaning set forth in Section 18.2.2.1.

“TIF Funds” has the meaning set forth in Section 3.2.3.3(c).

“TIF Public Investment” has the meaning set forth in Section 18.2.2.

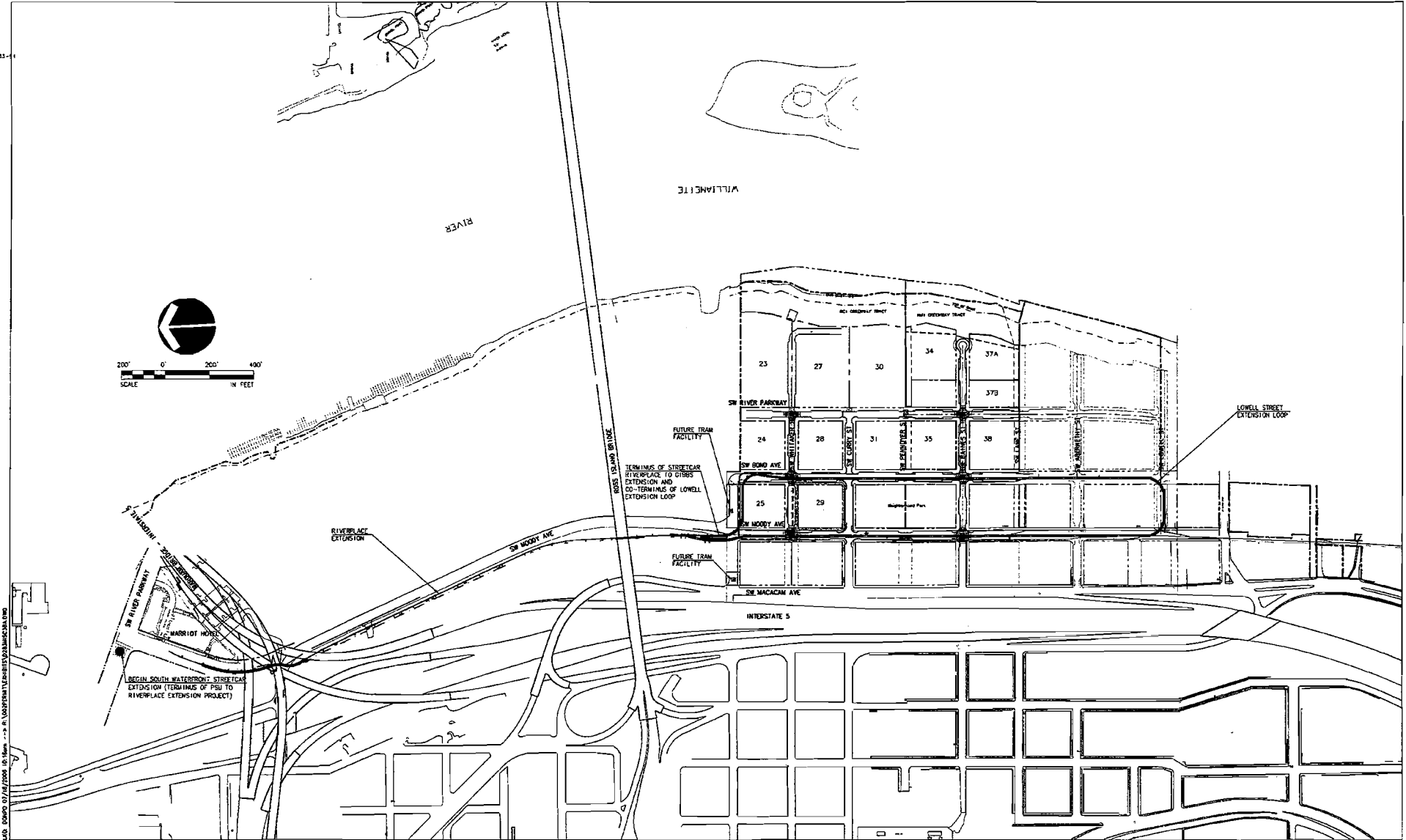
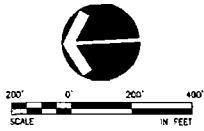
“Tram Early Opening” means the date set forth in the Schedule on which the Tram will be available to, and usable by, passengers. However, construction will continue on walkways, pathways, lighting, etc., and there will likely be dust and dirt at the upper and lower stations. In addition, Tram service may be temporarily interrupted to accommodate construction needs.

“Transferee Gap Amount” has the meaning set forth in Section 18.2.6.2.

“Transferee Gap Payment” has the meaning set forth in Section 18.2.6.2.

“Workforce Diversity Strategy” has the meaning set forth in Section 9.11.5.1.

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**SOUTH
 WATERFRONT**

**EXHIBIT H
 STREETCAR EXTENSION
 TERMINUS**