

**SUNSET AT BROKEN ARROW  
ECONOMIC DEVELOPMENT PROJECT PLAN**

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**SUNSET AT BROKEN ARROW**  
**ECONOMIC DEVELOPMENT PROJECT PLAN**

**I. DESCRIPTION OF PROJECT**

This Sunset at Broken Arrow Economic Development Project Plan (the “**Project Plan**”) describes an economic development project of the City of Broken Arrow, Oklahoma (the “**City**”) that brings a significant tourist destination with related commercial development to the City. The Project Plan contemplates the creation of a tax increment financing district pursuant to the Local Development Act, 62 O.S. §850, *et seq.* (the “**Local Development Act**”), as authorized pursuant to Article 10, §6C of the Oklahoma Constitution. The purpose of the Increment District (as described herein) is to encourage the prospective development of the Sunset at Broken Arrow Amphitheater (the “**Sunset Amphitheater**”) by Sunset at Broken Arrow, LLC, a subsidiary of Notes Live, Inc., a national developer specializing in outdoor performance and events venue projects (including its successors and assigns, referred to herein as the “**Developer**”), on a portion of property to be acquired by the Broken Arrow Economic Development Authority located immediately north of the Broken Arrow Events Park (the “**Events Park**”) located at 21101<sup>st</sup> Street South just east of the Creek Turnpike. The Developer proposes to invest or cause to be invested in excess of \$71 million to construct an estimated 12,500 seat outdoor entertainment venue with a dedicated stage for a diverse array of performances and outdoor live music concerts, with a projected opening date by December 2025 (the “**Amphitheater Project**”). As a result of the Amphitheater Project, it is further expected that the surrounding arterial roads will experience additional commercial retail and hotel development that will serve the increased traffic from the Sunset Amphitheater as well as other event offerings at the Events Park (the “**Additional Development Projects**”), and collectively with the Amphitheater Project, the “**Project**”).

The City recognizes the difficulty in development of the area due to significant costs necessary to upgrade the current infrastructure within and near the Events Park in order to support the operation of the Sunset Amphitheater and to accommodate increased use of the Events Park. The goal of the Increment District (as defined herein) is to promote economic development in the City by incentivizing capital investment in undeveloped property in order to enhance the tax base and create employment opportunities within the City. The City proposes to complete certain traffic, parking, and stormwater management improvements, along with water system interconnection improvements (collectively referred to herein as the “**TIF Projects**”), that will provide service to the development area and thereby allow the Amphitheater Project and resulting Additional Development Projects to move forward. The City has identified an aggregate total of not-to-exceed \$28,450,000 in costs associated with the TIF Projects in connection with establishing the Increment District (as defined herein). The associated costs of the TIF Projects, along with the Organizational Costs and the Debt Service Costs (each as further defined herein) are collectively referred to herein as the “**Project Costs**”. The City expects to phase the expenditure of Project Costs in coordination with specific development projects, and intends to apply other available funds as appropriate to offset the costs to the Increment District.

Pursuant to the terms of a development agreement(s) between the City and the Developer (as required by the Local Development Act defined herein), the TIF Revenues generated by virtue of the sales and use tax, ad valorem tax, and hotel tax levies by the City and the County shall be utilized as a revenue source to fund the costs of the TIF Projects. The TIF Revenues (as defined herein) will be used to pay the costs of the TIF Projects, reimburse the Organizational Costs, and/or pay the Debt Service Costs on obligations issued to pay the same.

Based solely on the proposed Amphitheater Project, the development within the Increment District could result in a potential total taxable capital investment of approximately \$71.5 million (\$57.2 million net taxable value subject to ad valorem taxes) and generate approximately \$2.35 billion in taxable sales over the term of the Increment District. Based on preliminary assumptions with respect to the Additional Development Projects, the additional development within the Increment District could result in a potential total taxable capital investment of an additional approximately \$30.5 million (\$24.4 million net taxable value subject to ad valorem taxes) and generate an additional approximately \$364 million in taxable sales over the term of the Increment District. Please see Exhibit “E” for a more detailed description of projected development within the Increment District. Please see Exhibit “F” for a Preliminary Site Development Plan for the Amphitheater Project.

## II. PROJECT AREA AND INCREMENT DISTRICT BOUNDARIES

The Increment District is the specific geographic area within which the identified tax increments, which may include City Sales Tax Increment Revenues, County Sales Tax Increment Revenues, Hotel Tax Increment Revenues, and Fee by Agreement Increment Revenues, and may also include certain Leverage Act Increment Revenues, each as are defined in Section VII herein, will be generated and utilized as set forth in this Project Plan (referred to herein as the “**Increment District**”). The Project Area is the area within which all project activities, including construction of the supporting public improvements, will take place (referred to herein as the “**Project Area**”). The Increment District is located entirely within the Project Area. Most of the contemplated project activities will occur within the boundaries of the Increment District, however certain project activities may occur outside the boundaries of the Increment District but within the Project Area. A map showing the Increment District is attached as Exhibit “A”. The legal description of the Increment District is set forth in Exhibit “B”. A map showing the Project Area is attached as Exhibit “C”. The legal description of the Project Area is set forth in Exhibit “D”.

## III. ELIGIBILITY OF PROJECT

The Increment District is undeveloped and/or underdeveloped within the meaning of the Local Development Act. The Project Area (including the Increment District) is located in a reinvestment area (as defined in Section 853(17) of the Local Development Act) and is therefore eligible for assistance under the Local Development Act. Additionally, the Amphitheater Project represents a major tourism destination project as defined under the Oklahoma Local Development and Enterprise Zone Incentive Leverage Act, 62 O.S. §840, *et seq.* (the “**Leverage Act**”), and

therefore may qualify for certain incentive matching payments made by the State of Oklahoma based on sales and use tax and hotel/motel tax increments dedicated to the Increment District.

The Increment District comprises an area where investment, development and economic growth have not occurred, and which requires significant public infrastructure improvements to serve as a catalyst to expand employment opportunities, to attract major investment in the area, and to enhance the tax base.

#### IV. OBJECTIVES

The purpose of the Project and the Increment District is to support the achievement of the economic development objectives of the City in order to:

- A. Create a significant tourism attraction within the City that will act as a catalyst for additional development within the community;
- B. Attract major investment in the area;
- C. Serve as a catalyst for retaining and expanding employment in the area;
- D. Promote economic development to increase tax revenues, raise property values, and improve economic stability;
- E. Preserve and enhance the tax base; and
- F. Make possible investment, development and economic growth which would otherwise be difficult or impossible without the TIF Projects and the apportionment of ad valorem taxes and sales and use taxes from within the Increment District.

#### V. FINANCIAL IMPACTS

The proposed private development will generate tax increments necessary to pay all or a portion of the authorized costs of the TIF Projects. Without the creation of the proposed Increment District, significant development within the Increment District would be unlikely and as a result, any significant increases in sales and use taxes, ad valorem taxes, and hotel/motel taxes would be extremely improbable.

The proposed development project does not create a significant increase in demand for services or costs to the affected taxing entities other than the City and Wagoner County, Oklahoma (the “**County**”), whose public sector costs will be offset by apportioned tax increments as provided in this Project Plan.

The creation of the Increment District will allow the City to apportion the incremental increase in sales and use tax revenues and hotel/motel tax revenues generated through construction

and operation of the commercial developments within the Increment District for the purpose of paying Project Costs, either through direct payment and/or reimbursement and/or paying debt service on tax apportionment bonds or notes (collectively, the “**TIF Bonds**”), which may be issued in one or more series by a public trust created under Title 60, Oklahoma Statutes 2021, Section 176 *et seq.*, for the benefit of the City and including any interest, capitalized interest and other related financing costs. The proceeds of any such TIF Bonds (if issued) shall be utilized for the Project Costs.

The formation of an Increment District should result in no net loss in existing sales and use tax revenue to the City or the County, as the affected sales tax jurisdictions. A baseline sales tax collection level within the Increment District will be identified and will continue to accrue to the City and the County, respectively. The unique nature of the Amphitheater Project is expected to draw significant spending from outside the City that will be new to Broken Arrow, and in recognition thereof, all (100%) of the resulting new sales and use tax revenue of the City will be captured by the Increment District. A potentially negative impact of utilizing incremental sales tax revenues to promote the creation of a significant retail development is the potential for transfer of sales tax dollars from existing retail establishments located outside the Increment District to new retail establishments located inside the Increment District. To offset this concern, the Increment District will only capture one-half (50%) of the incremental sales and use tax revenue accruing to the City from the Additional Development Projects. The Increment District will capture all (100%) of the new County sales tax revenue (but not use tax revenue) generated during calendar years 2024-2027, three-quarters (75%) of the new County sales tax revenue (but not use tax revenue) generated during calendar years 2028-2029, one-half (50%) of the new County sales tax revenue (but not use tax revenue) generated during calendar years 2030-2031, one-quarter (25%) of the new County sales tax revenue (but not use tax revenue) generated during calendar years 2032-2033, and shall not capture any of the County sales tax revenue generated after December 31, 2033. Further, the incremental sales and use tax revenues will exclude an amount representing the estimated historical sales tax collections for any business located within the City that relocates to a site within the Increment District. As of the date of this Project Plan, the City levies a 3.55% sales and use tax, and the County levies a 1.3% sales tax. A portion of the County’s sales tax levy is subject to periodic renewal; the Increment District will capture revenues to the respective extent of the City’s and the County’s then applicable sales tax levy rate. Assuming completion of the proposed Amphitheater Project, upon expiration of the Increment District the City could realize an estimated gross gain in annual sales and use tax revenues in the approximate amount of \$4.4 million. Assuming completion of the Additional Development Projects, during the term of the Increment District, the City could realize an estimated gross gain in annual sales and use tax revenues in the initial approximate amount of \$279,600 increasing to \$407,400, with an equal additional amount accruing to the City upon expiration of the Increment District. The County could realize an estimated gross gain in annual sales and use tax revenues of \$315,000 beginning in 2028 and increasing to \$1.42 million after expiration of the 10 year period of apportionment for the County sales tax increment.

The City will forgo any new incremental hotel/motel taxes collected during the term of the Increment District. However, the City could realize new hotel/motel tax levels of approximately \$210,200 per year after expiration of the Increment District (based on an assumed level of annual taxable hotel/motel transactions as part of the Additional Development Projects in the approximate amount of \$5.25 million).

These impacts may be mitigated by any decrease in sales and use tax collections and/or hotel/motel tax collections outside the Increment District (for example, potential decline in overall sales of competing businesses, or relocation of existing businesses from other areas of the City to the Increment District) or by increased costs of providing city services to the development (police, fire, etc.) but may be augmented by the increased retention of customer spending within the City (for example, by reducing the leakage of sales to other municipalities by offering a wider and more diversified retail and entertainment selection within the City).

The ad valorem taxing jurisdictions are the County, the Wagoner County Health Department, Independent School District No. 3 of Tulsa County (Broken Arrow Public Schools, and referred to herein as the “**School District**”), Tulsa Technology Center Vo-Tech District No. 18, and the City. The general and intangible impacts on the affected taxing jurisdictions from implementation of this Project Plan are positive and include the achievement of the objectives set forth in Section IV of this Project Plan. No portion of the ad valorem tax increments generated by the Project will be captured as part of the TIF Revenue. Upon completion of the Amphitheater Project, the ad valorem taxing jurisdictions could see an aggregate net gain in annual ad valorem tax revenues of approximately \$730,800 (based on a taxable capital investment of approximately \$57.2 million). Based on the assumptions for the Additional Development Projects, the ad valorem taxing jurisdictions could see an additional aggregate net gain in annual ad valorem tax revenues of approximately \$311,700 (based on an additional taxable capital investment of approximately \$24.4 million).

The proposed Project will create an increase in demand for utility services from the City, however the City has sufficient capacity to handle such demand, and the proposed development within the Increment District should generate increases in annual water and sewer utility revenues. Any increase in public sector costs should be more than offset by apportioned tax increments as provided in this Project Plan.

## **VI. STATEMENT OF PRINCIPAL ACTIONS**

Implementation actions for the project, including all necessary, appropriate and supportive steps, will consist of any of the following:

A. Site preparation, planning and construction of public improvements necessary to support the development project;

B. Acquisition by private developers of any additional property interests necessary for the development project including connecting public easements;

C. Negotiation, preparation, execution, and implementation of development agreements, including agreements for financing, demolition, and construction by private developers, as authorized by the Local Development Act. Such agreements may include the granting of incentives for private developers to complete certain improvements within the Project Area;

D. Issuance of tax apportionment bonds or other debt issuance necessary to provide funds for Project Costs;

E. All other actions necessary and appropriate to carry out the development project as authorized by the Local Development Act.

## VII. ESTABLISHMENT OF INCREMENT DISTRICT NO. 5, CITY OF BROKEN ARROW

Increment District No. 5, City of Broken Arrow shall be created upon adoption of an Ordinance of the City Council of the City approving this Project Plan. In accordance with the provisions of the Local Development Act, the following incremental revenues shall be apportioned and used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan. The apportionment of the City Sales Tax Increment Revenues, the County Sales Tax Increment Revenues, the Hotel Tax Increment Revenues, the Leverage Act Increment Revenues, and the Fee by Agreement Increment Revenues (each as defined herein, and collectively referred to as the “**TIF Revenues**”) shall continue for that period required for the payment of the Project Costs, or a period not to exceed twenty-five (25) full fiscal years (ending June 30, 2049, and referred to as the “**Expiration Date**”), whichever is less:

A. One hundred percent (100%) of the incremental City sales and use tax revenue derived from the Amphitheater Project, and fifty percent (50%) of the incremental City sales and use tax revenue derived from the Additional Development Projects (representing an amount equivalent to a one and seven hundred seventy-five thousandths percent (1.775%) sales and use tax based on a total of 3.55% sales and use tax levied by the City as of the date of this Project Plan pursuant to Chapter 22, Article II, Section 22-6 *et seq.*, of the Broken Arrow Code of Ordinances (the “**Code of Ordinances**”), as such Code of Ordinances may be amended, replaced, extended, superseded, terminated, or otherwise modified from time to time, including with regards to the total amount of applicable City sales and use tax rate (referred to as the “**City Sales Tax Increment Revenues**”); provided that all such City Sales Tax Increment Revenues shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan; provided, however, the City Sales Tax Increment Revenues shall be reduced by the amount of sales tax revenues generated by any existing businesses (currently located within the City, but outside the boundaries of the Increment District) that cease operations at their existing location and relocate to within the Increment District, but provided further, said reduction shall not be applied to any existing businesses that open an additional location within the Increment District for so long as all other existing location(s) remain open for business. Said amount of reduction (collectively, the “**City Transfer Adjustment**”) shall be calculated based on the sales tax collections during the twelve month period prior to closing the previous location. The remaining unapportioned fifty percent (50%) of the incremental City sales and use tax attributable to the Additional Development Projects (representing an amount equivalent to a one and seven hundred seventy-five thousandths percent (1.775%) sales and use tax based on a total of 3.55% sales and use tax levied by the City as of the date of this Project Plan) shall be retained by the City and utilized on a pro rata basis for any lawful purpose consistent with the aforementioned Code of Ordinances.

B. One hundred percent (100%) of the incremental County sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2024-2027, seventy five percent (75%) of the incremental County sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2028-2029, fifty percent (50%) of the incremental sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2030-2031, and twenty five percent (25%) of the incremental County sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2032-2033, based on a total of 1.3% sales tax levied by the County as of the date of this Project Plan pursuant to Resolution 2006-078 and Resolution 2017-005 (collectively, the “**County Sales Tax Resolution**”), as such County Sales Tax Resolution may be amended, replaced, extended, superseded, terminated, or otherwise modified from time to time, including with regards to the total amount of applicable County sales tax rate (referred to as the “**County Sales Tax Increment Revenues**”); provided that all such County Sales Tax Increment Revenues shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan; provided, however, the County Sales Tax Increment Revenues shall be reduced by the amount of sales tax revenues generated by any existing businesses (currently located within the County, but outside the boundaries of the Increment District) that cease operations at their existing location and relocate to within the Increment District, but provided further, said reduction shall not be applied to any existing businesses that open an additional location within the Increment District for so long as all other existing location(s) remain open for business. Said amount of reduction (collectively, the “**County Transfer Adjustment**”) shall be calculated based on the sales tax collections during the twelve month period prior to closing the previous location. Provided further, the County shall grant its specific consent as required by Section 861(A)(2)(c) of the Local Development Act prior to the capture of any County Sales Tax Increment Revenue derived from the levy of sales tax by the County. The remaining unapportioned percentage of the incremental County sales tax attributable to the Increment District shall be retained by the County and utilized on a pro rata basis for any lawful purpose consistent with the aforementioned County Sales Tax Resolution. The Increment District shall not capture any of the County sales tax revenue generated after December 31, 2033.

C. One hundred percent (100%) of the incremental City hotel/motel tax revenues derived from the Increment District, representing all of the total four percent (4.0%) hotel/motel tax levied by the City pursuant to Chapter 22, Article VI, Section 22-111 *et seq.*, of the Broken Arrow Code of Ordinances, as such Code of Ordinances may be amended, replaced, extended, superseded, terminated, or otherwise modified from time to time, including with regards to the total amount of City hotel/motel tax rate (collectively, the “**Hotel Tax Increment Revenues**”); provided that all of the generated increment shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan.

D. One hundred percent (100%) of the incentive matching payments made by the State of Oklahoma pursuant to the Leverage Act, based on sales and use tax and hotel/motel tax increments dedicated to the Increment District, as such amounts are hereinafter determined and defined (collectively, and as more specifically defined in Section X herein, the “**Leverage Act Increment Revenues**”); provided that all of the generated increment shall be pledged as security

for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan.

E. One hundred percent (100%) of any additional fees by agreement, as said fees may be applied from time to time to real or personal property, taxable sales or use transactions, or hotel/motel occupancy, and as such amounts are hereinafter determined and defined (collectively, and as more specifically defined in Section X herein, the “**Fee by Agreement Increment Revenues**”); provided that all of the generated increment shall be allocated to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan.

### VIII. PROJECT AND INCREMENT DISTRICT AUTHORIZATIONS

A. Upon adoption of an Ordinance of the City Council of the City approving this Project Plan, the City is hereby designated and authorized as the public entity to carry out and administer the provisions of this Project Plan and to exercise all powers necessary or appropriate thereto, including, without limitation, those powers described in Section 854 of the Local Development Act.

B. The City may create a new public trust with the City named as its beneficiary, and/or designate an existing public trust with the City named as its beneficiary (said public trust referred to herein as the “**Authority**”), and said Authority shall be the public entity designated by the City to assist in carrying out and administering the provisions of this Project Plan and authorized to exercise all powers necessary or appropriate thereto pursuant to Title 62, Section 854 of the Local Development Act, except for approval of this Project Plan and those powers enumerated in paragraphs 1, 2, 3, 4, 7, 13, and 16 of that section, which powers shall be reserved to the City.

C. The person in charge of implementation of this Project Plan in accordance with the provisions, authorizations and respective delegations of responsibilities contained herein is Mr. Michael Spurgeon, City Manager. Mr. Spurgeon, or his successor as City Manager, is authorized to empower one or more designees to exercise responsibilities in connection with project implementation.

### IX. BUDGET OF ESTIMATED PROJECT COSTS TO BE FINANCED FROM INCREMENT DISTRICT NO. 5

Project Costs to be financed by the apportionment of tax increments from the Increment District include the planning, design, acquisition, site preparation and/or construction of the TIF Projects in an aggregate total amount of \$28,450,000. Certain Project Costs may be funded through the payment of assistance in development financing (as authorized by Section 853(14)(o) of the Local Development Act) to a third party as reimbursement for the payment of such Project Costs. Additional amounts will be financed by the apportionment of tax increments from the Increment District including the following items related to Project Costs in excess of the amounts specifically

identified for TIF Project Costs: (a) the direct or incidental administrative costs incurred or to be incurred by or on behalf of the City, the Authority, or other public entities (all as contemplated in Title 62, Section 853(14)(e) of the Local Development Act) in organizing, supervising, implementing and administering this Project Plan, including, but not limited to, payment and/or reimbursement of costs advanced in connection with the preparation and approval of this Project Plan, administrative costs, organizational costs, professional service costs, including those incurred for architectural, planning, engineering, legal and financial advisors and services, and costs for determining or re-determining the base assessed value of the Increment District (the “**Organizational Costs**”), and (b) interest and other financing costs and fees, including principal, interest (including capitalized interest), associated costs of issuance, reasonably required reserves, and prepayment premium paid on debt service and/or any reimbursement obligation (the “**Debt Service Costs**”). The Organizational Costs associated with the initial creation and implementation of the Increment District are preliminarily estimated to be approximately \$100,000, and the ongoing Organizational Costs are estimated to be \$10,000 per year. The Debt Service Costs associated with the Project Costs are preliminarily estimated to be on the order of \$50,365,000.

The total estimate of Project Costs that may be made available for improvements from apportioned tax revenues shall be \$28,450,000 (including all engineering, construction, planning, and contingency costs). Apportioned tax revenues in excess of the amounts needed for Project Costs may be utilized as necessary to pay the Organizational Costs and the Debt Service Costs, and could total approximately \$50,715,000. The estimated combined total of all Project Costs is \$79,165,000.

**X. METHODS OF FINANCING PROJECT COSTS, EXPECTED SOURCES OF REVENUES, AND TIME WHEN COSTS OR MONETARY OBLIGATIONS ARE TO BE INCURRED**

It is hereby determined that the proposed Project Costs will generally benefit and support development throughout the Project Area, inclusive of the Increment District. It is further determined that (i) the TIF Revenues derived from the Increment District may properly be utilized to pay any and all Project Costs within the Project Area; and (ii) it is proper and may be appropriate (at the discretion of the City) to pledge TIF Revenues from the Increment District to the repayment of TIF Bonds. Therefore, with respect to the Increment District:

**A. Methods of Financing.** It is expected that the Project Costs will be paid from proceeds of the Authority’s TIF Bonds. Payment of principal and interest due on the TIF Bonds will be paid from available TIF Revenues. Certain Project Costs may be directly paid by a third party developer or the City and reimbursed from proceeds of the TIF Bonds. Alternately, certain Project Costs may also be directly paid by a third party developer or the City and reimbursed from TIF Revenues in excess of those needed for debt service on the TIF Bonds. Certain other costs of the Project may be paid from such other funds of the City or the Authority as may be lawfully used for the purposes hereinabove stated, including proceeds of certain debt obligations issued by the Authority and secured by a pledge of general sales tax, utility, or other available revenues.

**B. Expected Sources of Revenues.** The payment or reimbursement of Project Costs, including any interest component on reimbursed funds and any principal, interest, and premium on any TIF Bonds, will be made from one or more of the following sources of revenues:

- (i) *City Sales Tax Increment Revenues.* In accordance with the provisions of the Local Development Act, the City Sales Tax Increment Revenues are to be apportioned and set aside from all other sales and use taxes levied within the Increment District, to be used exclusively for:
  - (a) the payment of principal, interest and premium, if any, on any TIF Bonds issued pursuant to Section 863 of the Local Development Act (including pledging as security for such payments);
  - (b) the payment, if required, of amounts necessary to satisfy or replenish any reserve requirement established with respect to any TIF Bonds;
  - (c) the payment of Project Costs incurred in connection with the development, construction, or implementation of the TIF Projects; and
  - (d) the reimbursement of a third party developer, including any interest component (pursuant to a development agreement with the City and/or the Authority), the City, or any agency thereof (including the Authority), which has paid Project Costs from funds which were not increments derived from the Increment District, but only to the extent that such sums were actually paid or, in the case of reimbursement of a third party developer, constitute an interest component on sums that were actually paid.

Provided, however, the remaining unapportioned incremental City sales and use tax revenues derived from the Additional Development Projects within the Increment District, as of the date of this Project Plan representing the equivalent of 1.775% of the total 3.55% sales and use tax levied by the City, shall be retained by the City and utilized on a pro rata basis for any lawful purpose consistent with the aforementioned Code of Ordinances. For purposes of determining the incremental portion of the sales and use taxes generated within or sourced to the Increment District, the Mayor of the City shall certify as the “base sales tax amount” the annual sales taxes received by the City that were generated within the area comprising the Increment District between January 1, 2023, and December 31, 2023. If necessary for such certification, said base amount may be determined using reasonable estimates prepared by the City Clerk. The base sales tax amount for the City is preliminarily projected to be \$0.00. One hundred percent (100%) of the incremental City sales and use tax revenue derived from the Amphitheater Project, and fifty percent (50%) of the incremental City sales and use tax revenue derived from the Additional Development Projects and received by the City which are in excess of such base amount, net of any City Transfer Adjustment, shall be considered to be the “increment” subject to apportionment by this section. In addition to sales and use tax generated from retail sales, the City Sales Tax Increment Revenues shall include one hundred percent (100%) of the sales and use tax generated from actual construction occurring within the Increment District (whether attributable to the Amphitheater Project or the Additional Development Projects). The

City shall establish procedures related to the calculation and determination of construction related sales and use tax revenue qualifying as City Sales Tax Increment Revenues. Such procedures shall stipulate that construction related City Sales Tax Increment Revenues be derived only from new construction activities occurring within the Increment District. The City shall be entitled to rely on certifications of actual construction costs provided by a third party developer(s) or related parties in connection with determining any applicable City Sales Tax Increment Revenues.

Pursuant to the Local Development Act, the City Sales Tax Increment Revenues apportioned hereunder and so collected shall be placed into a special fund to be known as the “Increment District No. 5 - Apportionment Fund” (hereinafter, the “**Apportionment Fund**”), which fund will be held by and be the property of the City (except that such fund may also be held by the Authority or a trustee acting on behalf of the Authority). No portion of such increments and no portion of the Apportionment Fund shall constitute a part of the general fund of the City. All City Sales Tax Increment Revenues so collected shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan, including any interest component (pursuant to a development agreement with the City and/or the Authority).

The apportionment of sales and use taxes pursuant to this section shall terminate upon the final payment of, or reimbursement for, all Project Costs incurred in connection with the projects listed in this Project Plan, and the payment of all outstanding principal, accrued interest, and premium due on the TIF Bonds; provided, however, that in no case shall the apportionment of revenues pursuant hereto extend beyond the Expiration Date.

In the event that any Project Costs remain unpaid, or any portion of the principal or interest on the TIF Bonds, issued in connection herewith, or any amount due and owing for reimbursement to the City or the Authority or pursuant to a development agreement between the City and the Developer, remains unpaid as of the Expiration Date, then the Increment District shall not terminate until the increment apportioned during the term of the Increment District is actually received by the Apportionment Fund, even if the receipt of such revenues occurs subsequent to the Expiration Date.

(ii) *County Sales Tax Increment Revenues.* In accordance with the provisions of the Local Development Act, the County Sales Tax Increment Revenues are to be apportioned and set aside from all other sales taxes levied within the Increment District, to be used exclusively for:

- (a) the payment of principal, interest and premium, if any, on any TIF Bonds issued pursuant to Section 863 of the Local Development Act (including pledging as security for such payments);
- (b) the payment, if required, of amounts necessary to satisfy or replenish any reserve requirement established with respect to any TIF Bonds;

- (c) the payment of Project Costs incurred in connection with the development, construction, or implementation of the TIF Projects; and
- (d) the reimbursement of a third party developer, including any interest component (pursuant to a development agreement with the City and/or the Authority), the City, or any agency thereof (including the Authority), which has paid Project Costs from funds which were not increments derived from the Increment District, but only to the extent that such sums were actually paid or, in the case of reimbursement of a third party developer, constitute an interest component on sums that were actually paid.

Provided, however, the remaining unapportioned incremental County sales tax revenues derived within the Increment District, shall be retained by the County and utilized on a pro rata basis for any lawful purpose consistent with the aforementioned County Sales Tax Resolution. The Increment District shall not capture any of the County sales tax revenue generated after December 31, 2033. For purposes of determining the incremental portion of the sales taxes generated within or sourced to the Increment District, the County shall utilize the “base sales tax amount” as certified by the City, adjusted proportionately for the difference in the rate of tax levy. The base sales tax amount for the County is preliminarily projected to be \$0.00. One hundred percent (100%) of the incremental County sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2024-2027, seventy five percent (75%) of the incremental County sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2028-2029, fifty percent (50%) of the incremental sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2030-2031, and twenty five percent (25%) of the incremental County sales tax revenue (but not including use tax revenue) derived from the Increment District in the calendar years 2032-2033, and received by the County which are in excess of such base amount, net of any County Transfer Adjustment, shall be considered to be the “increment” subject to apportionment by this section. In addition to sales tax generated from retail sales, the County Sales Tax Increment Revenues shall include the same annual corresponding percentage of the sales tax generated from actual construction occurring within the Increment District. The County shall establish procedures related to the calculation and determination of construction related sales tax revenue qualifying as County Sales Tax Increment Revenues. Such procedures shall stipulate that construction related County Sales Tax Increment Revenues be derived only from new construction activities occurring within the Increment District. The County shall be entitled to rely on certifications of actual construction costs provided by a third party developer(s) or related parties in connection with determining any applicable County Sales Tax Increment Revenues.

Pursuant to the Local Development Act, the County Sales Tax Increment Revenues apportioned hereunder and so collected shall be transferred to the City for deposit to the Apportionment Fund. No portion of such increments and no portion of the Apportionment Fund shall constitute a part of the general fund of the City. All County Sales Tax Increment Revenues so collected shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to

Section IX of this Project Plan, including any interest component (pursuant to a development agreement with the City and/or the Authority).

The apportionment of sales taxes pursuant to this section shall terminate upon the final payment of, or reimbursement for, all Project Costs incurred in connection with the projects listed in this Project Plan, and the payment of all outstanding principal, accrued interest, and premium due on the TIF Bonds; provided, however, that in no case shall the apportionment of revenues pursuant hereto extend beyond the Expiration Date.

In the event that any Project Costs remain unpaid, or any portion of the principal of or interest on the TIF Bonds, issued in connection herewith, or any amount due and owing for reimbursement to the City or the Authority or pursuant to a development agreement between the City and the Developer, remains unpaid as of the Expiration Date, then the Increment District shall not terminate until the increment apportioned during the term of the Increment District is actually received by the Apportionment Fund, even if the receipt of such revenues occurs subsequent to the Expiration Date.

(iii) *Hotel Tax Increment Revenues.* In accordance with the provisions of the Local Development Act, the Hotel Tax Increment Revenues are to be apportioned and set aside from all other hotel/motel taxes levied within the Increment District, to be used exclusively for:

- (a) the payment of principal, interest and premium, if any, on any TIF Bonds issued pursuant to Section 863 of the Local Development Act (including pledging as security for such payments);
- (b) the payment, if required, of amounts necessary to satisfy or replenish any reserve requirement established with respect to any TIF Bonds;
- (c) the payment of Project Costs incurred in connection with the development, construction, or implementation of the TIF Projects; and
- (d) the reimbursement of a third party developer (pursuant to a development agreement with the City or the Authority), including any interest component (pursuant to a development agreement with the City and/or the Authority), the City, or any agency thereof (including the Authority), which has paid Project Costs from funds which were not increments derived from the Increment District, but only to the extent that such sums were actually paid or, in the case of reimbursement of a third party developer, constitute an interest component on sums that were actually paid.

For purposes of determining the incremental portion of the hotel/motel taxes generated within the Increment District, the Mayor of the City shall certify as the “base lodging tax amount” the annual hotel/motel taxes received by the City that were generated within the area comprising the Increment District between January 1, 2023, and December 31, 2023. If necessary for such certification, said base amount may be determined using reasonable estimates prepared by the City Clerk. The base lodging tax amount is preliminarily projected to be \$0.00. All hotel/motel tax revenue generated within the Increment District

and received by the City which are in excess of such base amount, shall be considered to be the “increment” subject to apportionment by this section.

Pursuant to the Local Development Act, the Hotel Tax Increment Revenues apportioned hereunder and so collected shall be placed into the Apportionment Fund. No portion of such increments and no portion of the Apportionment Fund shall constitute a part of the general fund of the City. All Hotel Tax Increment Revenues so collected shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan, including any interest component (pursuant to a development agreement with the City and/or the Authority).

The apportionment of hotel/motel taxes pursuant to this section shall terminate upon the final payment of, or reimbursement for, all Project Costs incurred in connection with the projects listed in this Project Plan, and the payment of all outstanding principal, accrued interest, and premium due on the TIF Bonds; provided, however, that in no case shall the apportionment of revenues pursuant hereto extend beyond the Expiration Date.

In the event that any Project Costs remain unpaid, or any portion of the principal or interest on the TIF Bonds, issued in connection herewith, or any amount due and owing for reimbursement to the City or the Authority or pursuant to a development agreement between the City and the Developer, remains unpaid as of the Expiration Date, then the Increment District shall not terminate until the increment apportioned during the term of the Increment District is actually received by the Apportionment Fund, even if the receipt of such revenues occurs subsequent to the Expiration Date.

(iv) *Leverage Act Increment Revenues.* In accordance with the provisions of the Local Development Act, the Leverage Act Increment Revenues are to be apportioned and set aside from all other revenues generated within the Increment District, to be used exclusively for:

- (a) the payment of principal, interest and premium, if any, on any TIF Bonds issued pursuant to Section 863 of the Local Development Act (including pledging as security for such payments);
- (b) the payment, if required, of amounts necessary to satisfy or replenish any reserve requirement established with respect to any TIF Bonds;
- (c) the payment of Project Costs incurred in connection with the development, construction, or implementation of the TIF Projects; and
- (d) the reimbursement of a third party developer (pursuant to a development agreement with the City or the Authority), including any interest component (pursuant to a development agreement with the City and/or the Authority), the City, or any agency thereof (including the Authority), which has paid Project Costs from funds which were not increments derived from the Increment District, but only to the

extent that such sums were actually paid or, in the case of reimbursement of a third party developer, constitute an interest component on sums that were actually paid.

The City shall establish procedures related to application under the Leverage Act for sales and use tax and hotel/motel tax matching funds. It is hereby recognized that any Leverage Act Increment Revenues represent a substantial economic benefit to the City and the development of the Project, and the City and the Authority shall take all reasonable actions necessary to maximize the Leverage Act Increment Revenues.

Pursuant to the Local Development Act, the Leverage Act Increment Revenues apportioned hereunder and so collected shall be placed into the Apportionment Fund. No portion of such increments and no portion of the Apportionment Fund shall constitute a part of the general fund of the City. All Leverage Act Increment Revenues so collected shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan, including any interest component (pursuant to a development agreement with the City and/or the Authority).

The apportionment of matching incentive funds pursuant to this section shall terminate upon the final payment of, or reimbursement for, all Project Costs incurred in connection with the projects listed in this Project Plan, and the payment of all outstanding principal, accrued interest, and premium due on the TIF Bonds; provided, however, that in no case shall the apportionment of revenues pursuant hereto extend beyond the Expiration Date.

In the event that any Project Costs remain unpaid, or any portion of the principal of or interest on the TIF Bonds, issued in connection herewith, or any amount due and owing for reimbursement to the City or the Authority or pursuant to a development agreement between the City and the Developer, remains unpaid as of the Expiration Date, then the Increment District shall not terminate until the increment apportioned during the term of the Increment District is actually received by the Apportionment Fund, even if the receipt of such revenues occurs subsequent to the Expiration Date.

(v) *Fees by Agreement.* In accordance with the provisions of the Local Development Act, the Fee by Agreement Increment Revenues are to be apportioned and set aside from all other taxes levied within the Increment District, to be used exclusively for:

- (a) the payment of principal, interest and premium, if any, on any TIF Bonds issued pursuant to Section 863 of the Local Development Act (including pledging as security for such payments);
- (b) the payment, if required, of amounts necessary to satisfy or replenish any reserve requirement established with respect to any TIF Bonds;
- (c) the payment of Project Costs incurred in connection with the development, construction, or implementation of the TIF Projects; and

(d) the reimbursement of a third party developer (pursuant to a development agreement with the City or the Authority), including any interest component (pursuant to a development agreement with the City and/or the Authority), the City, or any agency thereof (including the Authority), which has paid Project Costs from funds which were not increments derived from the Increment District, but only to the extent that such sums were actually paid or, in the case of reimbursement of a third party developer, constitute an interest component on sums that were actually paid.

Pursuant to Section 861 of the Local Development Act, the City may, from time to time, enter into agreements with individuals or entities located or doing business within the Increment District for the imposition of additional fees levied on real or personal property, taxable sales or use transactions, and/or hotel/motel occupancy. Any of said amounts shall be apportioned as set forth herein. It is hereby recognized that any Fee by Agreement Increment Revenues represent in essence a user fee imposed upon those individuals and business entities that choose to locate or do business within the Increment District, and that said revenues represent a component essential to the payment of Project Costs contemplated herein.

Pursuant to the Local Development Act, the Fee by Agreement Increment Revenues apportioned hereunder and so collected shall be placed into the Apportionment Fund. No portion of such increments and no portion of the Apportionment Fund shall constitute a part of the general fund of the City. All Fee by Agreement Increment Revenues so collected shall be pledged as security for the payment of the TIF Bonds or otherwise used to pay (or reimburse the payment of) Project Costs authorized pursuant to Section IX of this Project Plan, including any interest component (pursuant to a development agreement with the City and/or the Authority).

The apportionment of fee by agreement funds pursuant to this section shall terminate upon the final payment of, or reimbursement for, all Project Costs incurred in connection with the projects listed in this Project Plan, and the payment of all outstanding principal, accrued interest, and premium due on the TIF Bonds; provided, however, that in no case shall the apportionment of revenues pursuant hereto extend beyond the Expiration Date.

In the event that any Project Costs remain unpaid, or any portion of the principal or interest on the TIF Bonds, issued in connection herewith, or any amount due and owing for reimbursement to the City or the Authority or pursuant to a development agreement between the City and the Developer, remains unpaid as of the Expiration Date, then the Increment District shall not terminate until the increment apportioned during the term of the Increment District is actually received by the Apportionment Fund, even if the receipt of such revenues occurs subsequent to the Expiration Date.

**C. Time When Costs Or Monetary Obligations Are To Be Incurred.** It is estimated that the time frame for incurring most of the Project Costs will be within two years from the date of approval of this Project Plan; however, certain Project Costs will not be incurred until appropriate development projects within the Increment District are identified by the City. It is anticipated that most Project Costs will be paid from proceeds of TIF Bonds issued by the

Authority, provided however, certain Project Costs may be directly paid or reimbursed from apportioned TIF Revenues.

**D. Flow of Funds; Excess Revenues.**

During the term of the Increment District, TIF Revenues shall be utilized as follows:

- FIRST: The payment of principal, accrued interest, and premium, if any, due on the TIF Bonds;
- SECOND: If applicable, transfers to any debt service reserve established in connection with the TIF Bonds in such amounts as may be necessary to restore the reserve to its prescribed levels;
- THIRD: The payment and/or reimbursement of authorized Project Costs (including any interest component pursuant to a development agreement);
- FOURTH: If applicable, the prepayment of principal on any TIF Bonds until such time as all TIF Bonds are retired; and
- FIFTH: Upon retirement of all TIF Bonds (if any) and payment of all Project Costs (including any interest component pursuant to a development agreement), (a) any remaining City Sales Tax Increment Revenues and/or Hotel Tax Increment Revenues shall be transferred to the City for deposit into the General Fund or to the appropriate special fund, and (b) any remaining County Sales Tax Increment Revenues shall be transferred to the County for deposit into the General Fund or to the appropriate special fund, in each case consistent with the provisions of the Local Development Act. Any remaining Leverage Act Increment Revenues and Fee by Agreement Increment Revenues shall be treated appropriately as sales and use tax revenue or hotel/motel tax revenue, and shall be transferred as set forth in (a) and (b) herein, or, if required by the Leverage Act, shall be returned to the State of Oklahoma.

**XI. FINANCING REVENUE SOURCES**

The TIF Revenues are expected to finance all or a portion of the Project Costs authorized by Section IX. Based on the initial projections of City Sales Tax Increment Revenues for the Project, it is estimated that approximately \$98.01 million could be generated by the incremental increase in sales and use tax revenue during the term of the Increment District, with approximately \$90.96 million available for allocation to Project Costs and approximately \$7.05 million retained by the City. Based on the initial projections of County Sales Tax Increment Revenues for the Project, it is estimated that approximately \$35.89 million could be generated by the incremental increase in sales tax revenue during the term of the Increment District, with approximately \$6.24 million available for allocation to Project Costs and approximately \$29.65 million retained by the County. The initial projections of incremental sales and use tax revenue are based upon the

projected revenues generated within the Increment District from the levy of an aggregate total of three and fifty-five hundredths percent (3.55%) City and one and three tenths percent (1.3%) County sales tax on new construction within the Increment District and new retail and other space generating approximately \$2.76 billion in gross taxable sales during the term of the Increment District.

Based on the initial projections of Hotel Tax Increment Revenue, it is estimated that approximately \$4.31 million could be generated by the incremental increase in hotel/motel tax revenue during the term of the Increment District and allocated to Project Costs. The initial projections of incremental hotel/motel tax revenue are based upon the revenues generated within the Increment District from the levy of four percent (4.0%) room occupancy tax, and occupancy generating approximately \$107.75 million in gross occupancy sales during the term of the Increment District.

Additional TIF Revenues may be realized through state matching incentive payments made pursuant to the Leverage Act, as set forth in Section X(B)(iv) above (i.e. the Leverage Act Increment Revenues). Based on the initial projections of revenue and the level of apportionment of sales and use tax and hotel/motel tax to Project Costs, state matching payments could make available up to an additional \$124.33 million for Project Costs, although it is expected that only a portion of the taxable transactions may qualify for state matching incentive payments.

Additional TIF Revenues may also be realized through fee by agreement revenues, as set forth in Section X(B)(iv) above (i.e. the Fee by Agreement Increment Revenues). Based on the initial projections of taxable sales directly related to the Amphitheater Project, the Fee by Agreement Increment Revenues could make available up to an additional \$23.63 million for Project Costs.

The calculation of projected TIF Revenues will be refined based upon (i) the total net capital investment resulting from development within the Increment District, (ii) the timing of the development; (iii) the impact of the specific nature of the actual retail investment on projected sales per square foot, and (iv) the availability, occupancy, and rates and charges established for lodging establishments within the Increment District.

The realization of the TIF Revenues is directly dependent on the Developer's ability to construct, lease, sell, operate and/or maintain the Sunset Amphitheater development contemplated by this Project Plan within the Increment District during the term of the Increment District. The Additional Development Projects are not reasonably expected to occur unless the Amphitheater Project is completed. The Authority and/or the City may enter into economic development agreements with the Developer or any other parties as required by the Local Development Act.

Certain TIF Projects may be designed and/or constructed by the City. Authorized Project Costs, or the payment of debt service on TIF Bonds issued to pay Project Costs, will be paid from TIF Revenues by the City or the Authority, and may include (i) reimbursement of the City or the Authority for certain public improvements constructed from other available funds, and (ii) assistance in development financing (as authorized by the Local Development Act) to the Developer for certain public infrastructure and/or other site improvements constructed on behalf of the City in furtherance of the purposes of this Project Plan. The financing of the projected private development in the area

may be provided by private equity and private mortgage financing, secured by the private developments.

## **XII. PUBLIC REVENUE ESTIMATED TO ACCRUE FROM THE PROJECT AND OTHER ECONOMIC IMPACTS**

The City Sales Tax Increment Revenues, the County Sales Tax Increment Revenues, the Hotel Tax Increment Revenues, the Leverage Act Increment Revenues, and the Fee by Agreement Increment Revenues (estimated at a total of approximately \$125.15 million over the term of the Increment District based on the Amphitheater Project as proposed by the Developer and the assumptions as to the Additional Development Projects, but not including potential Leverage Act matching incentive funds from the State), of which portions will serve as all or a portion of the revenue source for financing the Project Costs authorized by Section IX of this Project Plan, are the public revenues directly attributable to the project defined by establishment of the Increment District. Additionally, the various taxing jurisdictions may realize additional ad valorem tax and/or sales and use tax revenue from additional development outside the boundaries of the Increment District.

Construction of the improvements and subsequent development should have a positive impact on total employment in the City's metropolitan area, including temporary construction jobs and permanent positions at the Sunset Amphitheater and at any facilities related to the Additional Development Projects. Indirect impacts (associated with the employment and income which result from the provision of inputs in support of the primary activity), and induced impacts (associated with the wages and jobs resulting from changes in household expenditures which come about through direct and indirect employment) will also result in additional growth in the City's metropolitan area.

This Project Plan includes certain projections and estimates, which are based on the current expectations or beliefs of third party developer(s) and are subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein due to changes in economic conditions, market demand and other factors affecting the development of the Project.

## **XIII. PRIVATE AND PUBLIC INVESTMENTS EXPECTED FOR THE PROJECT**

The publicly financed Project Costs in the amount of \$28,450,000, as authorized by this Project Plan, represent approximately 21.8% of the projected total public and private investment for the Project, which including anticipated expenditures by or on behalf of commercial or governmental entities within the Increment District, could exceed \$130.45 million.

#### XIV. MISCELLANEOUS PROVISIONS

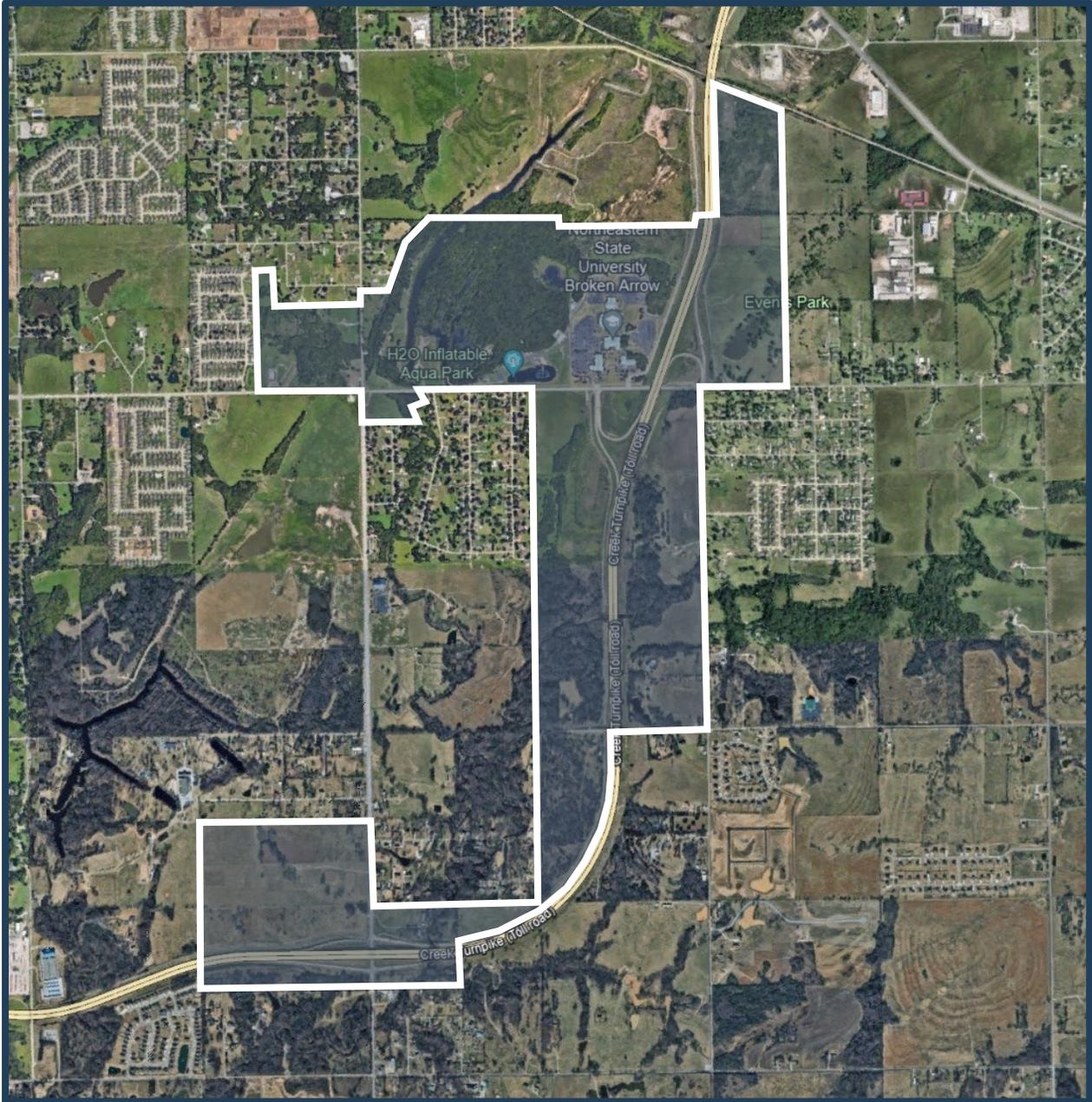
**A. Zoning Conditions.** The property within the boundaries of the Increment District is primarily zoned agricultural (A-1, A-CG, A-CN, A-RE), with a small amount of residential (R-1). No changes in the ordinances of the City (other than minor zoning adjustments to accommodate the proposed Project) are contemplated under this Project Plan. Development is anticipated to occur in accordance with current zoning requirements, with appropriate adjustments as approved by the City. The proposed project conforms to the comprehensive plan for the City, as amended. A map showing the existing uses and conditions of the real property is included as Exhibit “G”.

**B. Annual Reports.** In accordance with Sections 860 and 867 of the Local Development Act, within ninety (90) days following the end of each fiscal year, the City shall prepare and submit a report to the Oklahoma Department of Commerce and to chief executive officer of each taxing entity that levies ad valorem taxes on property within each Increment District. At the time of submitting the report, the City shall also publish a notice and summary of the report in a newspaper of general circulation.

**EXHIBIT "A"**

**MAP OF INCREMENT DISTRICT NO. 5**

The boundaries of Increment District No. 5, City of Broken Arrow contain an area generally described as the area north of New Orleans Street (E. 101<sup>st</sup> Street) between west of County Line Road and the Broken Arrow Events Park, and then including the undeveloped property along the Creek Turnpike south of New Orleans Street (E. 101<sup>st</sup> Street) to west of County Line Road.



\* Increment District boundaries contained within white border and shaded blue.

**EXHIBIT “B”**

**INCREMENT DISTRICT LEGAL DESCRIPTION**

**INCREMENT DISTRICT NO. 5**

The composite legal description for the Increment District is as follows:

[TO BE PROVIDED]

Tract Area I (NSU Campus and Scout Reservation):

A part of the South Half (S 1/2) of Section Nineteen (19), Township Eighteen (18) North, Range Fifteen (15) East of the Indian Meridian, Wagoner County, State of Oklahoma.

Tract Area II (Events Park Area):

A part of the West Half (W 1/2) of Section Twenty (20), Township Eighteen (18) North, Range Fifteen (15) East of the Indian Meridian, Wagoner County, State of Oklahoma.

Tract Area III (Creek Turnpike between 101<sup>st</sup> St./New Orleans St. and 111<sup>th</sup> St., and southeast corner of 101<sup>st</sup> St./New Orleans St. and County Line Rd.):

A part of Section Thirty (30), Township Eighteen (18) North, Range Fifteen (15) East of the Indian Meridian, Wagoner County, State of Oklahoma.

Tract Area IV (Creek Turnpike between 111<sup>th</sup> St. and County Line Rd.):

A part of Section Thirty One (31), Township Eighteen (18) North, Range Fifteen (15) East of the Indian Meridian, Wagoner County, State of Oklahoma.

Tract Area V (Northwest Corner of 101<sup>st</sup> St./New Orleans St. and County Line Rd.):

A part of the Southeast Quarter (S 1/4) of Section Twenty Four (24), Township Eighteen (18) North, Range Fourteen (14) East of the Indian Meridian, Tulsa County, State of Oklahoma.

Tract Area VI (Creek Turnpike beginning one half mile west of County Line Rd.):

A part of the East Half (E 1/2) of Section Thirty Six (36), Township Eighteen (18) North, Range Fourteen (14) East of the Indian Meridian, Tulsa County, State of Oklahoma.

The following Tracts 1-37 (representing Tract Areas I-IV in Wagoner County) and Tracts 38-51 (representing Tract Areas V-VI in Tulsa County) are approximately representative of the Increment District boundaries shown on the map in Exhibit “A”.

INCREMENT DISTRICT NO. 5

An area located entirely in Wagoner or Tulsa Counties, Oklahoma, more particularly described as follows:

Legal Cross Reference	Parcel ID	Account No.	Shorthand Legal Description	Record Owner	Acres	Address	2023 Market Value	2023 Tax Value	Assessed Value	Estimated 2022 Taxes	Status
1	II	251202-000004-000000	730005739	20-18-15 TH PT NW NW LYING S OF MKTRY CONST 17.30AC BK574 PG179, LESS 6.61 AC TO TURNPIKE BK1159131	KEEL INVESTMENT CO LTD	10.71	788	788	88	10	
2	II	251202-000005-000000	730006906	20-18-15 SW NW LESS 9.07 AC TO TURNPIKE BK1154/572	KEEL INVESTMENT CO LTD	30.89	3,310	3,310	371	43	
3	II	251203-000001-000000	730005735	20-18-15 W2 SW LESS 10 AC TO TPA	CITY OF BROKEN ARROW	70	1,712,889	-	-	-	Exempt
4	I, II	251191-000001-001000	730080759	19-18-15 TR IN SE SE NE DESC AS ALL NE OF SD SEC LESS TO CITY OF BROKEN ARROW AND LESS TO KIMBROUGH/ALL SE OF SD SEC LESS TO PLAT OF NSU AND LESS TO BOY SCOUTS OF AMERICA CONT APPROX 47.11 AC	TURNPIKE AUTHORITY	47.11	1,036,420	-	-	-	Exempt
5	I	008455-001001-000000	730080928	N S U BROKEN ARROW CAMPUS LOT 1 BLOCK 1	N S U BROKEN ARROW CAMPUS	100	64,694,836	-	-	-	Exempt
6	I	251193-000008-000000	730007020	19-18-15 E2 SW L-3/4 LESS 25AC REPSCHL EGER DES IN BK341 PG230 SE NE LESS 32.68 AC NEELEY KIMBROUGH (BA CITY ANNEX-RURAL); NIK/A BEG AT THE SW CORN OF SECT 19, THENCE S89D 50/47'E ALONG THE S LINE OF SD SECT 19 FOR 2638.87' TO, THE SW CORN OF THE SE, THENCE S89D 50/09'E ALONG THE S LINE OF SD SE FOR 583.71' TO THE SW CORN OF N.S.U. BA CAMPUS, THENCE N00D 04/57'W 2638.7', THENCE N89D 53/27'W 2115.67', THENCE S45D 06/32'W 614.99', THENCE S17D 57/39'W 1518.16', THENCE S14D 24/53'W 780.35' TO POB (BK 2480/165)	INDIAN NATIONS COUNCIL, INC, BOY SCOUTS	188.27	1,526,148	-	-	-	Exempt
7	I	251193-000007-000000	730007021	19-18-15 TR OF LAND IN THE SW DES BEG AT THE SW COR OF THE SW OF SW SD SEC 19, -N 1567.85'-E 458.70' -S18 DEG 00'00" W 854.00' -S14 DEG 27'20" W 780.36' TO, POB BK 948 PG 273	BRANDY LLC, THE	7.8	74,988	74,988	8,400	973	
8	III	251301-000003-000000	730006354	30-18-15 BEG AT THE NW COR OF THE W2 NE THENCE STHRLY ALONG THE W LINE TO THE SW CORN OF SD W2 NE, THENCE ESTRLY ALONG THE S LINE TO A PT 286.65' WSTRLY ALONG, SD LINE FROM THE SE CORN OF SD W2 NE, THENCE NESTRLY ON THE ARC OF A CURVE TO, THE RT. SD CURVE HAVING A RADIUS OF 5904.58'(SD CURVE SUBTENDED BY A CHORD, BEARING N06D 57'03"E AND A CHORD LENGTH OF 1071.55') AN ARC DIST OF 1073.02', THENCE N08D 08'39"W 336.46'; THENCE N34D 08'28"W 616'; THENCE N06D 26'04"W 565.86'; THENCE N01D 09'04"W 176.15'; THENCE N88D 50'56"E 198.96'; THENCE N01D, 09'04"W 75' TO A PT ON THE N LINE OF SD W2 NE SD PT BEING 701.83' WSTRLY ALONG, SD N LINE FROM THE NE CORN OF SD W2 NE, THENCE WSTRLY ALONG SD N LINE TO THE NW, CORN OF SD W2 NE AND POB	TINCUP-STOKELY, SARAH	61.42	13,578	13,578	1,521	176	
9	III	251301-000002-000000	730006358	30-18-15 BEG AT THE NE COR OF THE NE OF SAID SEC 30 THENCE: S01D 17'35"E ALONG THE ESTRLY LINE 50' TO POB -S01d17'35"E, ALNG ERLY LN 1241.40'-S88d50'56"W 932.90' TO ERLY ROW LN OF CREEK, TRNPK-N16d21'34"E FOR 0.00' TO A PT ON A CURVE-NERLY ALNG ERLY ROW, LN ON A CURVE TO ROW WITH A CENTRAL ANGLE OF 24d1'03" A CHORD BEAR-, ING OF N17d44'206"E AND A RADIUS OF 5479.58' FOR AN ARC LENGTH OF: 256.70 TO A PT ON A TANGENCY-N19d02'37"E ALNG SD TANGENCY-ALNG SD, ROW LN 1037.25'-N88d50'56"E ALNG NRLY ROW LN OF CREEK TRNPK 364.67', -N01d09'05"W ALNG SD NRLY ROW LN 25.13'-N88d54'26"E ALNG SD NRLY, ROW LN 124.14' TO THE POB, BK1618801	STOKELY, WILLIAM R TRUST AGREEMENT	23.18	4,121	4,121	462	54	

INCREMENT DISTRICT NO. 5

An area located entirely in Wagoner or Tulsa Counties, Oklahoma, more particularly described as follows:

Legal Cross Reference	Parcel ID	Account No.	Shorthand Legal Description	Record Owner	Acres	Address	2023 Market Value	2023 Tax Value	Assessed Value	Estimated 2022 Taxes	Status
10 III	251301-000002-002000	730081036	30-18-15 TR IN E2 NE COM AT NE COR OF SD SEC 30 - S01d17'35"E ALNG, ERLY LN OF SEC 30 1291.40' TO POB - CONT S 01d17'35"E ALNG SD ERLY LN 637.25' TO A PT THAT IS 713.15' NRLY OF SE COR OF NE OF SEC 30- S88d50'56"W PAR WITH SRLY LN OF SD NE 1170.52' TO ERLY ROW LN OF - CREEK TPK -N09d20'28" 0.00' TO A PT ON A CURVE-NRLY ALNG SD ROW LN, ON A CURVE TO RT WITH A CENTRAL ANGLE OF 04d48'59", A CHORD BEARING, N11d44'56"E AND A RADIUS OF 5554.58' FOR AN ARC LENGTH OF 466.93'-S, 75d50'21"E ALNG SD ROW LN FOR 75.00'-N14d09'25"E FOR 0.00' TO A PT, OF CURVE-NRLY ALNG SD ROW LN ON A CURVE TO THE RT WITH A CENTRAL ANGLE OF 2d12'09", A CHORD BEARING OF N15d15'30"E AND A RADIUS OF, 5479.58' FOR AN ARC LENGTH OF 210.64'-N88d50'56"E FOR 932.90' TO, THE POB. BK1774/644	STOKELY, WILLIAM R TRUST AGREEMENT	19		2,744	2,744	307	36	
11 III	251301-000001-000000	730006362	30-18-15 BEG AT THE SE COR OF THE SE NE SD SEC 30-S 88DEG 50'56"W, ALNG SRLY LN OF NE 1257.14' TO ERY ROW LN OF CREEK TRNPK-N01d55', 39" E 0.00' TO A PT OF CURVE-NRLY ALNG SD ROW LN ON A CURVE TO THE RIGHT WITH A CENTRAL ANGLE OF 7d24'47". A C.JPRD BEARING OF N05d38', 02"E AND A RADIUS OF 5554.38' FOR AN ARC LENGTH OF 718.67'-N88d50', 56"E AND PAR WITH SRLY LN 1170.52' TO A PT ON ERLY LN OF SEC 30-S 01d17'35"E ALNG SD ERLY LN 713.15' TO POB. BK1774/657	REPSCHLAGER, RAYMOND-KATHERINE	20	10650 S 209 E AVE	140,804	87,531	9,803	1,103	
12 III	251301-000003-001000	730075490	30-18-15 BEG AT NE COR OF W2 NE-S 01d17'54"E 2642.23' 2 A PT, ON S LN OF NE-S 88d50'56"W ALNG S LN OF NE 286.65'-NRLY ON, THE ARCH OF THE CURVE TO THE RIGHT, SD CURVE HAVING A RADIUS OF, 5904.58' WITH A CHORD BEARING N 06d57'03"E A CHORD LENGTH OF, 1071.55', ARC DIST OF 1073.02'-N 08d08'39"W, 336.46'-N 34d08'28"-W, 516.00'-N 06d28'04"W, 565.86'-N 01d09'04"W 176.15'-N 88d50'56", E 198.96' -N 01d09'04"W 75.00' TO A PT ON N LN -N88d50'56"E ALNG, N LN TO POB. CONT 18.82 ACRES M/L BK 1179 PG 793	OKLA TURNPIKE AUTH	18.82		414,040	-	-	-	Exempt
13 III	251301-000002-001000	730075646	30-18-15 23 AC IN W2 NE	TURNPIKE AUTHORITY	23		506,000	-	-	-	Exempt
14 III	088233-00001-000000	730003093	ELMWOOD ESTATES IV TRACT 1 C-4	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	0.5		10,000	10,000	1,120	129	
15 III	088233-000004-000000	730003104	ELMWOOD ESTATES IV TRACT 4 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	0.5		10,000	10,000	1,120	129	
16 III	088233-000005-000000	730003109	ELMWOOD ESTATES IV TRACT 5 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	0.5		10,000	10,000	1,120	129	
17 III	088233-000002-000000	730003099	ELMWOOD ESTATES IV TRACT 2 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	0.5		10,000	10,000	1,120	129	
18 III	088233-000003-000000	73003102	ELMWOOD ESTATES IV TRACT 3 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	0.5		10,000	10,000	1,120	129	
19 III	088233-000006-000000	730003110	ELMWOOD ESTATES IV TRACT 6 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	0.5		10,000	10,000	1,120	129	
20 III	088233-000007-000000	730003116	ELMWOOD ESTATES IV TRACT 7 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	0.5		10,000	10,000	1,120	129	
21 III	088233-000008-000000	730003117	ELMWOOD ESTATES IV TRACT 8 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	1		10,000	10,000	1,120	129	
22 III	088233-000009-000000	730003120	ELMWOOD ESTATES IV TRACT 9 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	1		10,000	10,000	1,120	129	
23 III	088233-000010-000000	730003122	ELMWOOD ESTATES IV TRACT 10 C-2	CRS SANDERS INVESTMENTS LLC(UND. 1/2 INT)	1		10,000	10,000	1,120	129	

INCREMENT DISTRICT NO. 5

An area located entirely in Wagoner or Tulsa Counties, Oklahoma, more particularly described as follows:

Legal Cross Reference	Parcel ID	Account No.	Shorthand Legal Description	Record Owner	Acres	Address	2023 Market Value	2023 Tax Value	Assessed Value	Estimated 2022 Taxes	Status	
24	III	251304-000002-000000	730006351	30-18-15 A PC OF LAND LYING IN PT OF NW SE DESC AS BEG AT NE COR OF NW SE, S01DEG17'54"E DIST 981.42' TO NE COR OF SE NW, S88DEG 49'26"W DIST 295.17', N01DEG16'56"W DIST 679.76'-NERLY ON CURVE TO RT, RADIUS 5904.58' CHORD, BEARING N00DEG13'52"E CHORD LENGTH 311.90' ARC DIST 311.94' -N88DEG50'56"E, ALONG N LN OF NW SE DIST 286.65' TO POB CONT 6.69AC M/L: A TR COMM AT NE COR, OF NW SE -S88DEG50'56"W ALOGN N LN OF NW SE DIST 286.65' TO POB -CONT, S88DEG50'56"W DIST 1034.80' TO NW COR OF NW SE -S01DEG18'52"E DIST 1322.66', -N88DEG48'56"E DIST 980.80', -N01DEG18'09"W DIST 330.52' -N88DEG49'26"E DIST 35.12' -N01DEG16'56"W DIST 679.73'-NERLY ON AR OF CURVE TO RT RADIUS 5904.58', CHORD BEAR N00DEG13'52"E CHORD LENGTH 311.90' ARC DIST 311.94' TO POB CONT, 30.91AC M/L BK 1045 PG 628 (BROKEN ARROW CITY ANNEX)	OKLA TURNPIKE AUTH	37.5		825,000				Exempt
25	III	251304-000003-000000	730006350	30-18-15 SE NW SE, E2 SW SE, E2 SW SW SE, NW SW WESTBY RANCH LLC, THE SE LESS 2.5AC, BK 670 PG 532 TO D FLETCHER BK 746 PG 121 LESS 11.93AC TO TPA BK 104, 8 PG 551		23.07	23,973	6,199	684	78		
26	III	251304-000004-000000	730006341	30-18-15 W2 SW SW SE	BENNETT LIV TRUST DTD 11/22/2021	5	581	581	65	8		
27	III	251304-000005-000000	730006353	30-18-15 BEG POINT 20'10" W OF SE COR OF SEC 30 TO POB-W 300'-N 363', E 300'-S 363' TO POB LESS .31 OF AN ACRE TO T.P.A BK 1041 PG 816	ZONGKER, PHILLIP C	2.19	20525 E 111 ST S	164,117	17,381	1,952		
28	III	251304-000005-001000	730066738	30-18-15 COMM SW COR OF SW SE -N 88 DEG 46' 57" E A DIST OF 330.17' TO POB -N, 1 DEG 18' 38" W A DIST 24.75' -N 88 DEG 46' 57" E A DIST OF 61.25' -N 76 DEG, 53' 34" E A DIST 243.9' -S 1 DEG 18' 38" E A DIST OF 75' -S 88 DEG 46' 57" A, DIST OF 300' TO POB (BROKEN ARROW CITY ANNEX)	TURNPIKE AUTHORITY	0.31	6,820				Exempt	
29	III	251304-000003-001000	730067276	30-18-15 A PC OF LAND IN SE DESC AS BEG AT NE COR OF SE NW SE -S01, DEG17'54"E DIST 162.36' -S88 DEG46'56"W DIST 690.52' -N01 DEG18'38"W DIST 75' -N82DEG02'09"E DIST 212.81' -N88DEG46'57"E DIST 158.56' -N01DEG16'56"W DIST, 476.20' -N88DEG43'04"E DIST 25' -N01DEG16'56"W DIST 1076.35' -N88DEG49'26"E, DIST 295.19' TO POB CONT 11.93AC M/L BK 1048 PG 551	OKLA TURNPIKE AUTH	11.93	262,460				Exempt	
30	III	251304-000001-000000	730006345	30-18-15 COMM AT THE SE OF SE SEC 30 - N0116'38"W ALING E LN 1320.99' TO, SE COR OF NE OF SE AND POB - N0116'38"W 1320.99' TO NE COR OF SE - S88, 46'38"W ALING N LN OF SE DIS 1255.53 TO ERLY ROW LN OF CREEK TRNPKE - 500', 35'48"W DIS 309.70' - N87'44'15"E 25' - S01'15'45"E ALING TRNPKE ROW LN 1011.73', TO S LN OF NE OF SE - N88'47'08"E ALING S LN 1240.92' TO POB 2306.619	STOKELY LANDCO LLC	37.76	10900 S 209 E AVE	7,286	7,286	816	95	
31	III	251304-000001-000001	730087206	30-18-15 PART OF SE4 SE4 BEG AT SE COR SD SEC - N0116'38"W 1320.99' ALONG E LN, OF SD SEC - S88'47'08W TRUST AOLNG N LN SE4 1240.92' TO POINT W ROW LN CREEK, TURNPK ROW - S01'15'45E 1220.79' ALONG W ROW LN OF CREEK TURNPK - N88'45'09E, 141.49' ALONG W ROW LN CREEK TURNPK - S70'33'44E 213.64' ALONG W ROW LN CREEK, TURNPK - S01'14'10E 24.79' TO S LN SEC 30 - N88'47'38E 899.93' ALONG S LN SEC, 30 TO POB 2306.619	STOKELY, SAMUEL RAY REV TRUST	37.02	422,077	359,513	39,265	4,413		
32	III	Unknown	Unknown	East frontage north of 111th	OKLA TURNPIKE AUTH						Exempt	
33	IV	251311-000003-000000	730006366	31-18-15 W2 NE LESS PART OF 43.77 AC TO TURNPIKE BK 1148 PG 784	BENNETT LIV TRUST DTD 11/22/2021	42.75	20350 E 111 ST S	157,757	16,669	1,931		
34	IV	251313-000002-001000	730071370	SEC 31-18-15 PART OF THE NW4 SW4	OKLA TURNPIKE AUTH	20.25	445,500				Exempt	

INCREMENT DISTRICT NO. 5

An area located entirely in Wagoner or Tulsa Counties, Oklahoma, more particularly described as follows:

Legal Cross Reference	Parcel ID	Account No.	Shorthand Legal Description	Record Owner	Acres	Address	2023 Market Value	2023 Tax Value	Assessed Value	Estimated 2022 Taxes	Status			
35	IV	251313-000002-000000	730006384	31-18-15 LOT 3 LESS S 320' OF W 600' LESS 20.25 AC TO TPA: LESS COMM AT THE NW CORN OF THE SW THENCE N89D 02'37"E ALONG THE N LINE OF THE SW 24.75' TO POB, THENCE S01D 06'55"E 45.86', THENCE S19D 38'11"E 18.89', THENCE N01D 06'55"W, 63.75' TO A PT ON THE N LINE, THENCE S89D 02'37"W 6' TO POB	TURNER, FRANCES REV LIV TRUST 4/2/13	14.74	11601 S 193 E AVE	408,454	338,404	36,901	4,148	- Exempt		
36	IV	251313-000005-001000	730079845	31-18-15 (2) PIECES OF LAND DESC AS BEG 26.65' S 01D 8'36"E OF THE NE CORN OF, THE SW THENCE S01D 8'37"E ALONG THE E LINE OF THE SW 430.51' -S WESTLY ON THE ARC OF A CURVE TO THE RIGHT, SD CURVE HAVING A RADIUS OF 3039.79'(SD) CURVE, BEING SUBTENDED BY A CHORD BEARING S67D 55'56"W AND A CHORD LENGTH OF 1290.06', AN ARC DIST OF 1299.94' -S75D 11'04"W 119.21' -N01D 8'30"W 411.33', -N89D 24'28"E 247.55' -NESTRLY ON THE ARC OF A CURVE TO THE LEFT, SD CURVE HAVING A RADIUS OF 2689.79'(SD) CURVE BEING SUBTENDED BY A CHORD BEARING N63D 25'11"E AND A CHORD LENGTH OF 1188.48'), AN ARC DIST OF 1198.36' TO POB (11.66' AC W/L); AND A TRACT OF LAND BEG AT THE NE CORN OF THE SW THENCE S88D 44'33"W, ALONG THE N LINE OF SD SW 1320.79' -S01D 08'30"E 532.11' -N89D 24'28"E 247.55', -NESTRLY ON THE ARC OF A CURVE TO THE LEFT, SD CURVE HAVING A RADIUS OF 2689.79' (SD) CURVE BEING SUBTENDED BY A CHORD BEARING N63D 25'11"E AND A CHORD LENGTH OF 1188.48') AN ARC DISTANCE OF 1198.36' TO A PT ON THE E LINE OF THE SW, -N01D 8'36"W ALONG THE E LINE 26.65' TO POB (CONT 11.16 AC W/L), BK 1886/295	OKLAHOMA TURNPIKE AUTHORITY	22.82	PARTIAL	502,040	-	-	-	-	-	- Exempt
37	IV	251313-000003-000000	730006374	31-18-15 S 320' OF W 600' OF GOV LOT 3 (BROKEN ARROW CITY ANNEX)	TURNPIKE AUTHORITY	4.23		97,020	-	-	-	- Exempt		
<b>Tulsa County</b>														
38	V	98424-84-24-67709	R98424842467709	BEG 1641.41W SECR SE TH N50 E267.11 N10 E224.50 N20 E225 S20 E524.83 S60 W1241.47 TO POB SEC 24 18 14 1.755ACS	CITY OF BROKEN ARROW	1.76		100	100	-	-	- Exempt		
39	V	98424-84-24-67710	R98424842467710	S60 E191.76 W1111.25 SE SEC 24 18 14 .263AC	CITY OF BROKEN ARROW	0.26		200	200	-	-	- Exempt		
40	V	55740-84-24-62020	R55740842462020	W75 E283.75 S523.86 SE SE LESS S60 THEREOF FOR RD & L.T. 1 BLK 1, 2, 3, 78ACS	O. SMITH TTEE PUBLIC SERVICE CO OF OKLA	49	460,100	460,100	50,611	6,560	-	- Exempt		
41	V	98424-84-24-62310	R98424842462310	E312.84 S12 NW SE & E312.84 SW SE & SE SE LESS S523.86 E208.75 SE SE & LESS W75 E238.75 S523.86 SE SE & LESS BEG 208.78W SECR SE TH W1432.63 N50 E267.11 N10 E224.50 N20 E225 S20 E715.99 S60 POB SEC 24 18 14 49ACS	SMITH TTEE PUBLIC SERVICE CO OF OKLA	49	100	-	-	-	-	- Exempt		
42	VI	98436-84-36-48610	R98436843648610	N12 SE LESS BEG NEC TH S1322.09 W2643.54 N644.11 CRV RT807.46 E630.62 NE625 E538.36 N229.07 NE78.71 N121 E50 TO POB SEC 36 18 14 32.753ACS	SOMMER, MICHAEL S TTEE W PAUL SOMMER REV TRUST	32.73	7,051	7,051	776	101	-	- Exempt		
43	VI	98436-84-36-12610	R98436843612610	S12 S12 NE LESS BEG 50W SECR NE TH W367 N360 E367 S360 POB & LESS E25.25 S12 S12 NE SEC 36 18 14 36.584ACS	CRS SANDERS INVESTMENTS LLC	36.58	7,983	7,983	878	114	-	- Exempt		
44	VI	98436-84-36-08610	R98436843608610	N 20AC SW NE & N 20AC SE NE LESS BEG 1324.66S NEC NE TH W50 S384.79 W20 S144.75 E20 S130.46 E50 TO POB SEC 36 18 14 39.179ACS	MEDLOCK RAY & NAOMI TRUSTEES RAY G MEDLOCK REV TRUST	39.18	8,528	8,528	838	122	-	- Exempt		
45	VI	79209-84-36-16600	R79209843616600	Subdivision: FIRE STATION NO 3 (79209) Legal: LOT 1 BLOCK 1	CITY OF BROKEN ARROW	2.45	2,157,512	-	-	-	-	- Exempt		
46	VI	98436-84-36-56007	R98436843656007	BEG 24.75E NEC N12 SE TH W25.25 S121 NELY79.48 N45.74 TO POB SEC 36 18 14 .048AC	CITY OF BROKEN ARROW	0.048	100	-	-	-	-	- Exempt		
47	VI	98436-84-36-16609	R98436843616609	E25.25 S12 S12 NE SEC 36 18 14 0.383AC	CITY OF BROKEN ARROW	0.38	200	200	-	-	-	- Exempt		
48	VI	98436-84-36-12603	R98436843612603	BEG 1324.66S NEC NE TH W50 S384.79 W20 S144.75 E20 S130.46 E50 TO POB SEC 36 18 14 .824AC	CITY OF BROKEN ARROW	0.82	100	100	-	-	-	- Exempt		
49	VI	98436-84-36-56008	R98436843656008	PRT N12 SE BEG 1105.90S & 711.54W NEC N12 SE TH NW619.89 W531.15 CRV LF 808.58 S286.11 E1635.54 N216 E296.47 POB SEC 36 18 14 13.517ACS	OKLAHOMA TURNPIKE AUTHORITY	13.52	2,311	2,311	254	-	-	- Exempt		

**INCREMENT DISTRICT NO. 5**

An area located entirely in Wagoner or Tulsa Counties, Oklahoma, more particularly described as follows:

Legal Cross Reference	Parcel ID	Account No.	Shorthand Legal Description	Record Owner	Acres	Address	2023 Market Value	2023 Tax Value	Assessed Value	Estimated 2022 Taxes	Status
50	VI	98436-84-36-56110	R98436843656110 S 216' E, T008 N72 SE SEC-36-18-14	OKLAHOMA TURNPIKE AUTHORITY	4.99		595	595	65	65	- Exempt
51	VI	98436-84-36-56009	R98436843656009 PRT N/2 SE BEG NECR N/2 SE TH S1106.90 W711.54 NW/619.89 W531.15 CRV LF 808.58 N358 CRV RT 807.46 E630.62 NE625 E538.36 N229.07 NE158.19 N45.74 E24.75 POB SEC.36.18.14.28.682ACS	OKLAHOMA TURNPIKE AUTHORITY	28.02		4,799	4,799	528	528	- Exempt

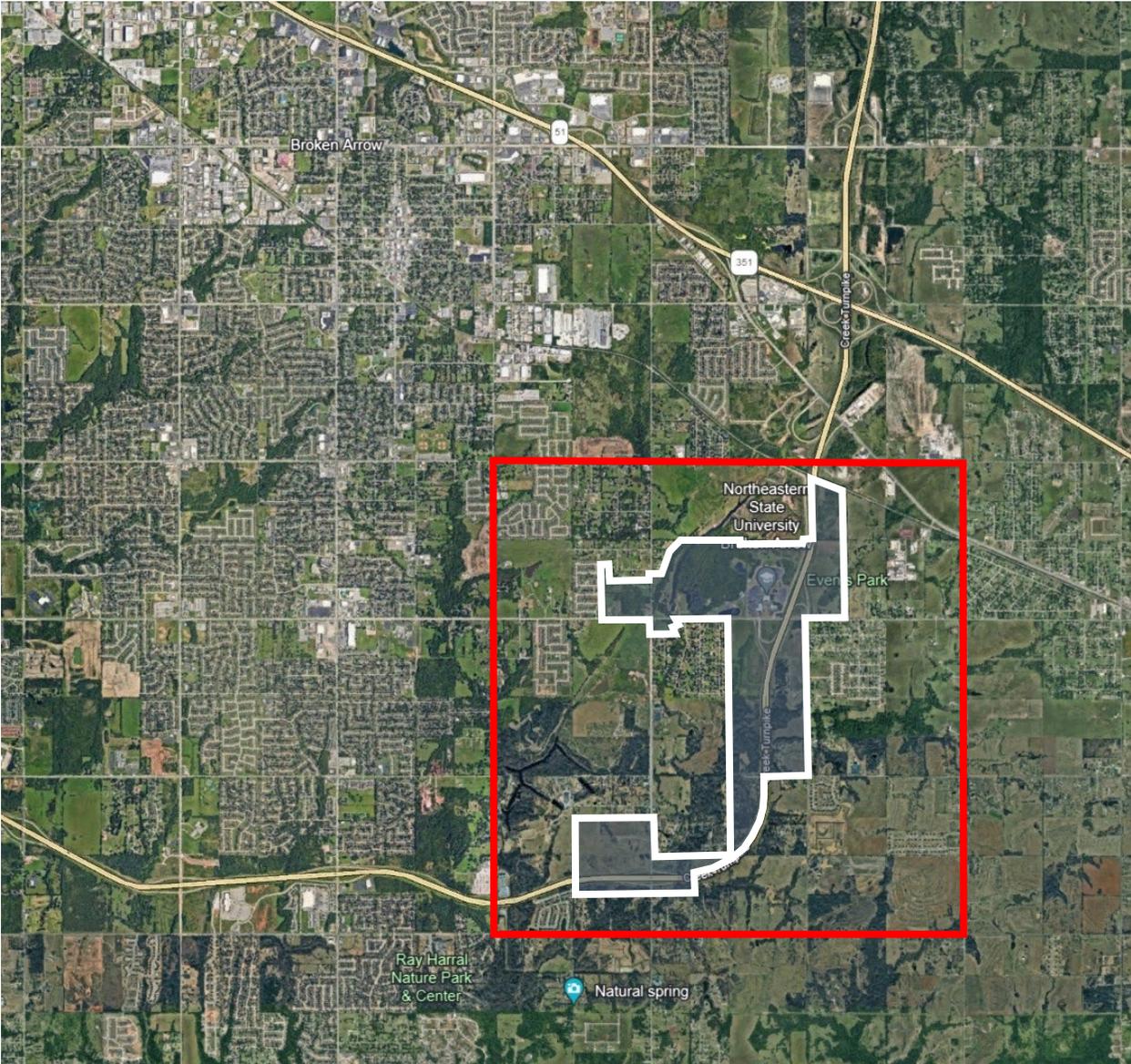
**TOTALS:** 1098.39 76,351,376 1,812,894 197,993 29,207

Wagoner County (115.86 mills) Excluding Exempt Properties: 143,943 16,310  
 Tulsa County (129.62 mills) Excluding Exempt Properties: 53,203 6,897

**EXHIBIT “C”**

**MAP OF ECONOMIC DEVELOPMENT PROJECT AREA**

The boundaries of the Project Area associated with Increment District No. 5, City of Broken Arrow contain an area comprising Sections Twenty Four (24), Twenty Five (25), and Thirty Six (36) , Township Eighteen (18) North, Range Fourteen (14) East of the Indian Meridian, Tulsa County, State of Oklahoma, and Sections Nineteen (19), Twenty (20), Twenty Nine (29), Thirty (30), Thirty One (31), and Thirty Two (32), Township Eighteen (18) North, Range Fifteen (15) East of the Indian Meridian, Wagoner County, State of Oklahoma. The Project Area is bordered on the south by East 121<sup>st</sup> Street S., on the east by S. 225<sup>th</sup> E Avenue (S. Evans Road), on the north by 91<sup>st</sup> South (E. Washington St.), and on the west by S. 177th E. Ave. (S. Lynn Lane Road).



\* Project Area is outlined by red border. Increment District boundaries contained within white border and shaded blue.

**EXHIBIT “D”**

**PROJECT AREA LEGAL DESCRIPTION**

**INCREMENT DISTRICT NO. 5 PROJECT AREA**

An area located entirely in Tulsa County, Oklahoma, more particularly described as follows:

Sections Twenty Four (24), Twenty Five (25), and Thirty Six (36) , Township Eighteen (18) North, Range Fourteen (14) East of the Indian Meridian, Tulsa County, State of Oklahoma.

An area located entirely in Wagoner County, Oklahoma, more particularly described as follows:

Sections Nineteen (19), Twenty (20), Twenty Nine (29), Thirty (30), Thirty One (31), and Thirty Two (32), Township Eighteen (18) North, Range Fifteen (15) East of the Indian Meridian, Wagoner County, State of Oklahoma.

**EXHIBIT “E”****PROPOSED DEVELOPMENT IN THE PROJECT AREA  
AND INCREMENT DISTRICT**

This Sunset at Broken Arrow Economic Development Project Plan describes an economic development project of the City of Broken Arrow, Oklahoma, that brings a significant tourist destination with related commercial development to the City. The Project Plan contemplates the creation of a tax increment financing district pursuant to the Local Development Act, 62 O.S. §850, et seq, as authorized pursuant to Article 10, §6C of the Oklahoma Constitution. The purpose of the Increment District (as described herein) is to encourage the prospective development of the Sunset at Broken Arrow Amphitheater by Sunset at Broken Arrow, LLC, a subsidiary of Notes Live, Inc., a national developer specializing in outdoor performance and events venue projects, on a portion of property to be acquired by the Broken Arrow Economic Development Authority located immediately north of the Broken Arrow Events Park located at 21101<sup>st</sup> Street South just east of the Creek Turnpike. The Developer proposes to invest or cause to be invested in excess of \$71 million to construct an estimated 12,500 seat outdoor entertainment venue with a dedicated stage for a diverse array of performances and outdoor live music concerts, with a projected opening date by December 2025. The Amphitheater Project is expected to generate 459 transient jobs during construction (\$39.9 million payroll) with a one-time economic impact of \$141 million, and thereafter 240 permanent direct jobs, and 393 permanent indirect jobs with a combined annual payroll of \$18.3 million, and an annual economic impact of \$211.2 million. As a result of the Amphitheater Project, it is further expected that the surrounding arterial roads will experience additional commercial retail and hotel development that will serve the increased traffic from the Sunset Amphitheater as well as other event offerings at the Events Park.

The City recognizes the difficulty in development of the area due to significant costs necessary to upgrade the current infrastructure within and near the Events Park in order to support the operation of the Sunset Amphitheater and to accommodate increased use of the Events Park. The goal of the Increment District (as defined herein) is to promote economic development in the City by incentivizing capital investment in undeveloped property in order to enhance the tax base and create employment opportunities within the City. The City proposes to complete certain traffic, parking, and stormwater management improvements, along with water system interconnection improvements that will provide service to the development area and thereby allow the Amphitheater Project and resulting Additional Development Projects to move forward. The City has identified an aggregate total of not-to-exceed \$28,450,000 in costs associated with the TIF Projects in connection with establishing the Increment District (as defined herein). The City expects to phase the expenditure of Project Costs in coordination with specific development projects, and intends to apply other available funds as appropriate to offset the costs to the Increment District.

Pursuant to the terms of a development agreement(s) between the City and the Developer (as required by the Local Development Act defined herein), the TIF Revenues generated by virtue of the sales and use tax, ad valorem tax, and hotel tax levies by the City and the County shall be utilized as a revenue source to fund the costs of the TIF Projects. The TIF Revenues (as defined herein) will be used to pay the costs of the TIF Projects, reimburse the Organizational Costs, and/or pay the Debt Service Costs on obligations issued to pay the same.

Based solely on the proposed Amphitheater Project, the development within the Increment District could result in a potential total taxable capital investment of approximately \$71.5 million (\$57.2 million net taxable value subject to ad valorem taxes) and generate approximately \$2.35 billion in taxable sales over the term of the Increment District. Based on preliminary assumptions with respect to the Additional Development Projects, the additional development within the Increment District could result in a potential total taxable capital investment of an additional approximately \$30.5 million (\$24.4 million net taxable value subject to ad valorem taxes) and generate an additional approximately \$364 million in taxable sales over the term of the Increment District. Please see Exhibit "F" for a Preliminary Site Development Plan for the Amphitheater Project.

The estimated \$102 million capital investment and \$2.76 billion in total taxable sales pursuant to the Amphitheater Project and Additional Development Projects are based on the following assumptions:

- Amphitheater Project
  - Approximately 12,500 seat outdoor performance venue, with estimated build cost of \$71.5 million (assumed taxable value of \$57.2 million or 80% of cost).
  - Annual Taxable Sales for ticketing totaling \$59,841,600 based on estimated 55-60 performance dates per year beginning in calendar year 2027 (60% of that total for calendar year 2026).
  - Annual Taxable Sales for concessions totaling \$25,646,400 based on estimated 55-60 performance dates per year beginning in calendar year 2027 (60% of that total for calendar year 2026).
  - Annual Taxable Sales for merchandise sold at Amphitheater events have not been estimated or included in the projected taxable sales.
- Additional Development Projects
  - Five restaurant parcels opening by the end of calendar years 2026-2028, comprising approximately 17,500 square foot restaurant space, with average build cost of \$400/sf and average retail sales of \$400/sf.
  - One convenience store/gas station opening by the end of calendar year 2027, comprising approximately 7,000 square foot space, with average build cost of \$500/sf and average retail sales of \$500/sf.
  - Two 150 room hotels opening by the end of calendar years 2027 and 2029, respectively, comprising 300 total units, \$20 million combined total build cost, average room rate of \$120, and average nightly occupancy of 40%.

The City has identified TIF Projects totaling \$28,450,000 that will ultimately be necessary in order to service the proposed development within the Increment District. The Project Costs identified in connection with the proposed development of the Increment District are as follows:

- Parking Infrastructure
  - \$5,829,966 Parking improvements north of the Events Park pond
  - \$1,354,868 Parking improvements south of the Events Park pond
- Stormwater Infrastructure
  - \$1,822,100 Water Detention improvements north of the Events Park pond
  - \$451,300 Water Detention improvements south of the Events Park pond
- Traffic Infrastructure
  - \$2,485,187 Events Park internal road improvements
  - \$218,856 Gary Street improvements
  - \$2,120,616 Events Park roadway extension to north parcel
  - \$3,500,000 Events Park roadway connection to Highway 51 at 91<sup>st</sup> Street, including railroad crossing
  - \$1,324,310 101<sup>st</sup> Street (New Orleans Street) improvements
  - \$600,000 Evans Road resurfacing
- Utilities Infrastructure
  - \$550,000 Waterline interconnect to Wagoner County RWSG&SWMD #4
- Land Acquisition
  - \$2,200,000 Acquisition of North Parcel (site of Amphitheater Project)
- Project Engineering
  - \$2,050,000 Full design services
  - \$185,000 Survey
  - \$38,000 Soil and concrete testing
- Contingency
  - \$3,719,797 Project contingency (~15%)

Other costs relating to the Increment District, in addition to the costs of the above described TIF Projects, include the following items:

- \$100,000 Organizational Costs of establishing the Increment District
- \$250,000 Estimated administration costs of the Increment District (\$10,000 per year)
- \$50,365,000 Debt Service Costs – Estimated interest and financing costs (assuming 25 year financing at 8% with first 2 years of capitalized interest)

**EXHIBIT “F”**

**PRELIMINARY SITE DEVELOPMENT PLAN\***

**SUNSET AT BROKEN ARROW AMPHITHEATER PROJECT**

\* See following page for Preliminary Layout, which is subject to change.



1000 STREET  
1000 STREET  
1000 STREET

- SUNSET at BROKEN ARROW, OK -  
ARCHITECTURE

Mores Live

**EXHIBIT “G”**

**EXISTING USES AND CONDITIONS OF REAL PROPERTY\***

\* Source: Broken Arrow NEXT Comprehensive Plan adopted August 6, 2019 pursuant to Resolution No. 1255 of the City of Broken Arrow, Oklahoma.

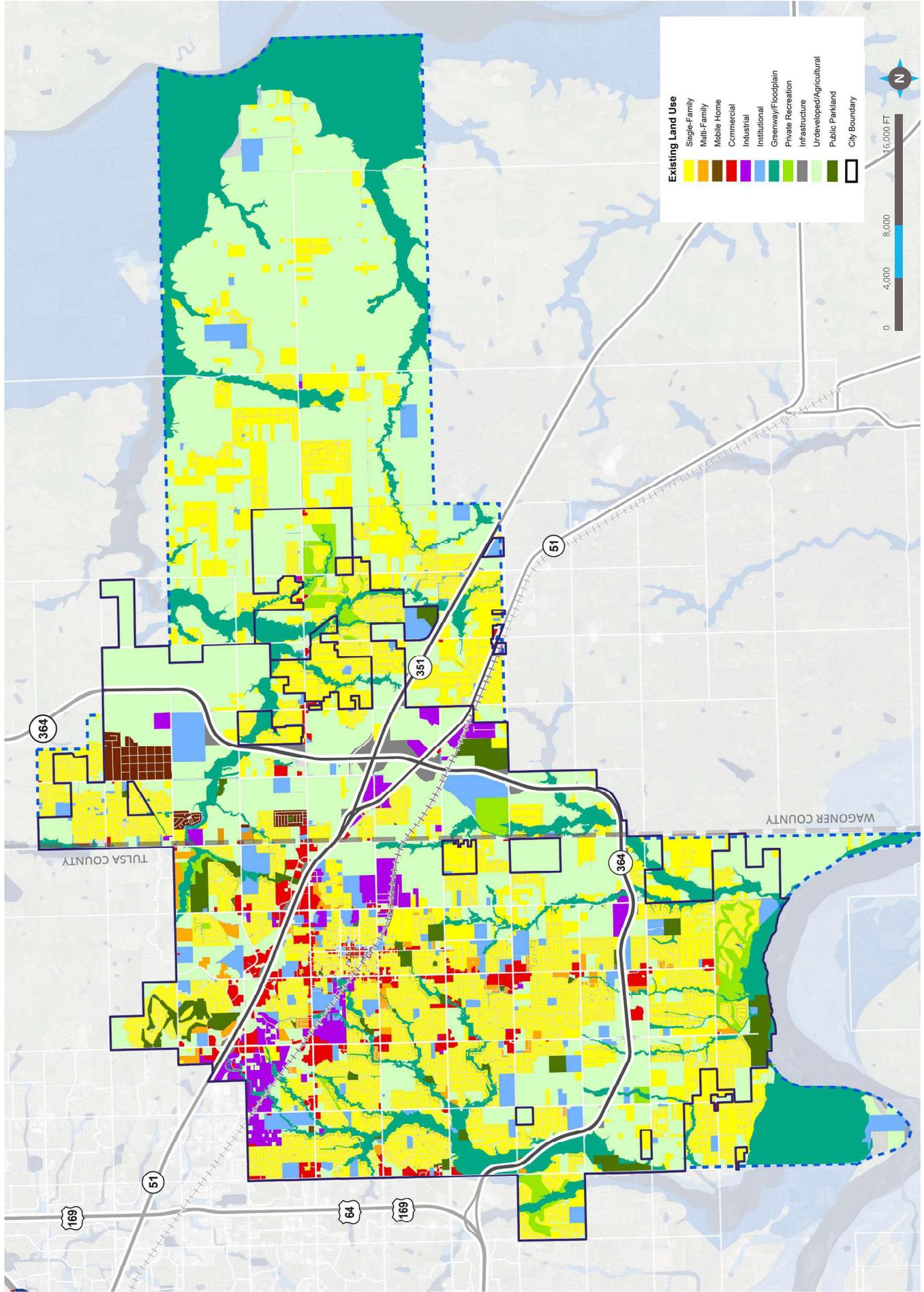


FIGURE 4-3: Existing Land Use

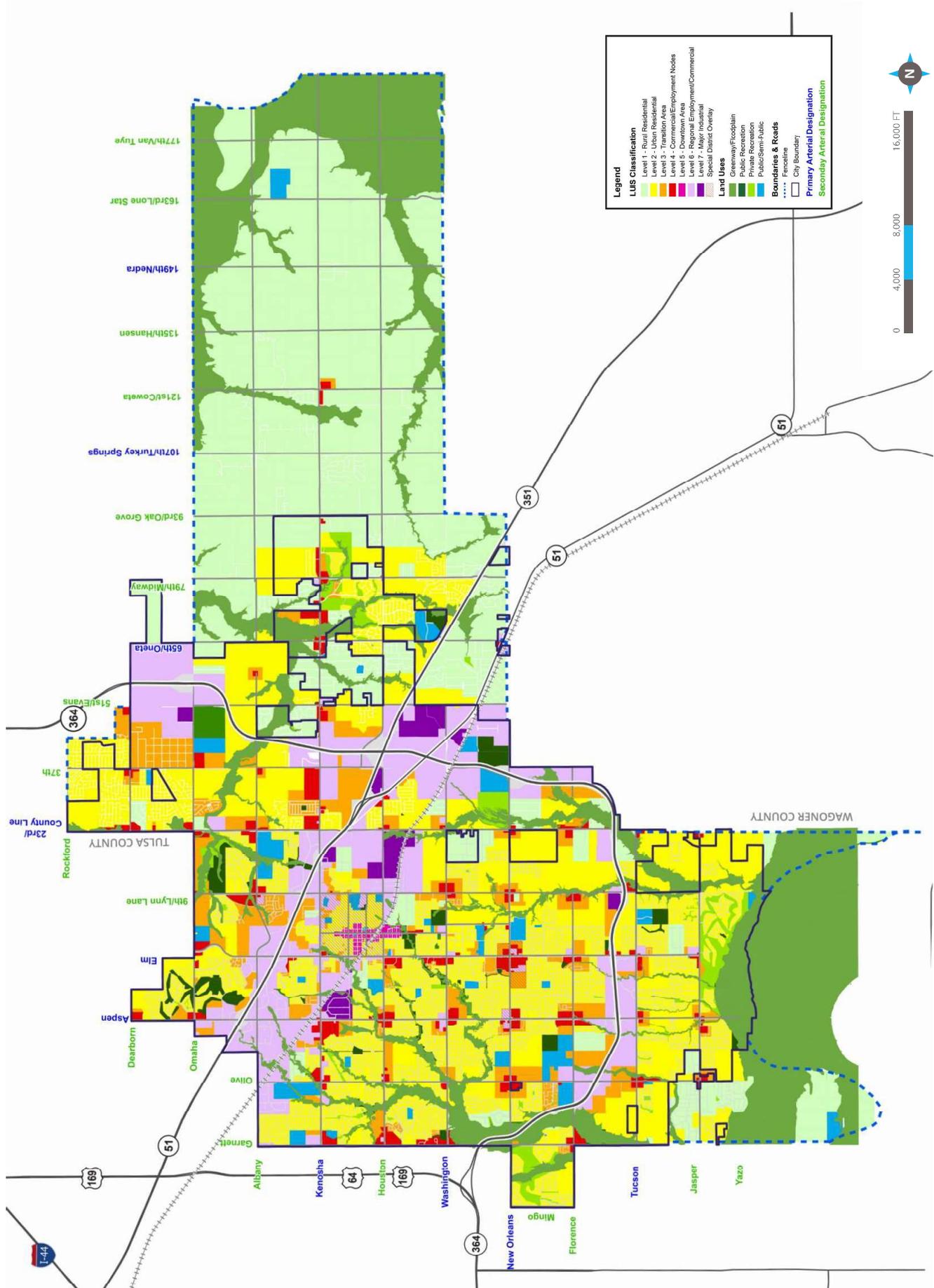


FIGURE 4-7: Future Development Guide