

SALINA DOWNTOWN REVITALIZATION

STAR BOND PROJECT PLAN

**SUBMITTED PURSUANT TO
THE STAR BONDS FINANCING ACT**

**SUBMITTED BY CITY OF SALINA
AND MASTER DEVELOPER OF RECORD —
SALINA2020, INC.**

JUNE 21, 2016

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PROJECT DEVELOPMENT TEAM

City of Salina, Kansas

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Polsinelli PC

GetOnTrack, LLC

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Canyon Research Southwest, Inc.

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I. INTRODUCTION

A. THE PROJECT

The Salina Downtown Revitalization Project (the “Project”) envisions the redevelopment of an approximately 157 acre district encompassing downtown Salina, Kansas (the “City”). This revitalization project is composed of a critical mass of mixed-use components including a 67,000 square foot multi-sport athletic facility (the “Fieldhouse”), an automotive museum (the “Car Museum”), renovation and expansion of the historic Stiefel Theater (the “Stiefel”), construction of new streetscape and infrastructure on downtown’s “main street”, Santa Fe Avenue, construction of a new 114-room Homewood Suites by Hilton all-suites hotel and conference space (the “Hotel”), construction of a 47,000 square foot family entertainment complex (the “Alley”), construction of a new location for the University of Kansas Medical School and development of new and refurbished retail and residential space throughout the downtown core.

The Project has been planned as a true community effort—the City has worked hand-in-hand with local business and development leaders, spearheaded by the special-purpose entity Salina 2020, Inc. (the “Master Developer”), to formulate a vision for a project that will make a significant and long-lasting impact upon the downtown Salina economy. The Project is a mixture of athletic, artistic, educational, and family entertainment attractions, combined with a new hotel, retail, residential and higher educational uses, and a downtown facelift to support those tourism drawing components. The Project attractions are anticipated to be constructed over a 3 to 4 year period with construction beginning in summer/fall 2016. Completion of the Project is planned to jump-start a perpetual progression of development and economic expansion downtown, capitalizing upon the national and regional trend of urban renewal. A preliminary site plan illustrating the location and scope of the Project components is attached as **Exhibit A**.

As detailed below, the Project’s confluence of attractions will draw significant tourism to downtown Salina. The unique location of the City at the nexus of I-70 and I-135 truly makes Salina a crossroads destination within the State of Kansas (“State”). As a result of the City’s location and the draw of the Project’s components, the Project is anticipated to pull travelers from, at minimum, a five-state region, as well as from throughout the State. As demonstrated in the Feasibility Study attached as **Exhibit H** and STAR Bond Financing Proforma attached as **Exhibit I**, this high volume of interstate and local visitors and corresponding revenue generated by the Project will more than support the issuance of STAR Bonds in a principal amount necessary to net \$19.1 million in STAR Bond proceeds for utilization in funding a portion of the Project.

B. THE DISTRICT

Pursuant to the STAR Bonds Financing Act, municipalities are authorized to utilize STAR Bond financing for specific development projects through (i) the creation of a STAR Bond Project District, subject to a finding by the Secretary that the STAR Bond Project District Plan is eligible for STAR Bond financing, and (ii) the adoption of a STAR Bond Project Plan that is subsequently approved by the Secretary.

On June 1, 2015, the City approved a STAR Bond Project District (the “District” or the “STAR Bond Project District”) by passage of Ordinance No. 15-10775 pursuant to the STAR

Bonds Financing Act, K.S.A. 12-17,160 *et seq.* (the “STAR Bonds Financing Act”). Prior to establishing the District, the City requested that the Kansas Secretary of Commerce (the “Secretary”) designate the proposed STAR Bond Project District as eligible for STAR Bond Financing. By letter dated May 8, 2015, the Secretary so designated the District. (See Ordinance No. 15-10775 attached hereto as **Exhibit B** and the May 8, 2015 letter from the Secretary designating the District as an eligible area attached hereto as **Exhibit C**).

This Salina Downtown STAR Bond Project Plan (the “Project Plan” or the “Plan”) encompasses the development of the entirety of the approximately 157 acres within the District; such 157 acres constitutes the Project Area for the Project Plan.

II. STAR BOND PROJECT PLAN

As previously described, the STAR Bond Project District for the Salina Downtown Project has been created by the City and found to be eligible for STAR Bond financing by the Secretary. The City and the Master Developer now seek approval of the Secretary for this Project Plan and the issuance of STAR Bonds in the net amount of \$19.1 million.

The following information constituting the Salina Downtown STAR Bond Project Plan is submitted for consideration by the Secretary in connection with this request:

- a description and map of the project area to be redeveloped
- a reference to the district plan that identifies the project area that is set forth in the project plan that is being considered
- a detailed description of the buildings and facilities proposed to be constructed or improved in such area
- a summary of the estimated Project costs and revenue sources
- a summary of the feasibility study
- the relocation assistance plan
- a summary of the revenues available to pay debt service on STAR Bonds

A. DESCRIPTION AND MAP OF STAR BOND PROJECT AREA

The proposed STAR Bond Project Area composes the entirety of the District, consisting of approximately 157 acres generally blanketing downtown Salina, Kansas (the “STAR Bond Project Area”). Legal descriptions of the District and the STAR Bond Project Area are attached hereto as **Exhibit D**. Maps of the District and the STAR Bond Project Area are attached as **Exhibit E** to this Plan.

B. ESTABLISHED STAR BOND PROJECT DISTRICT

The STAR Bond Project Area is within the established STAR Bond Project District approved by the City on June 1, 2015, by passage of Ordinance No. 15-10775. The District Plan for the STAR Bond Project District (the “STAR Bond Project District Plan”) is as follows:

A mixed-use development consisting of some or all of the following uses: major multi-sport athletic complex, museum facilities; an historic theater; retail uses; restaurant uses; other general commercial development; hotel uses; residential uses; office uses; associated public and private infrastructure; and other items allowable under K.S.A. 12-17, 160 *et seq.* The STAR bond project district may consist of multiple STAR bond project areas as delineated in one or more STAR bond project plans to be approved for property within the STAR bond project district.

The Secretary designated the STAR Bond Project District as an Eligible Area for STAR Bond Financing by letter on May 8, 2015. This Project Plan is consistent with such approval and with the STAR Bond Project District Plan. (See **Exhibit B** and **Exhibit C** attached hereto).

C. STAR BOND PROJECT DESCRIPTION AND OVERVIEW

The vision for the Downtown Salina Revitalization Project was conceived by a partnership between the City and the leading business figures within the community. The goal of this group of leaders is to redefine and rejuvenate the economy, culture, aesthetic and vibrancy of Downtown Salina. The diverse collection of attractions composing the Project will breathe life into heart of the flagship City in north-central Kansas.

The components of the Downtown Salina Revitalization Project are described more specifically as follows:

1. The Fieldhouse

The Salina Fieldhouse is planned for construction at the intersection of 5th Street and Ash Street within the District. The 67,000 square foot facility will include indoor venues for basketball, volleyball, and batting cages. The program plan includes four permanent hardwood basketball courts that can be cross-lined to accommodate six volleyball courts, a turf field with drop down batting cages/pitching tunnels, and the necessary supporting amenities for local programming and regional events. The turf area will also be used to accommodate two temporary hardwood basketball/volleyball courts. These temporary courts will be utilized for event weekends and create the opportunity for the Salina Fieldhouse to feature a total of six hardwood basketball courts and eight hardwood volleyball courts. Preliminary conceptual plans for the Fieldhouse are attached as Exhibit F-1.

The basketball and volleyball courts will be complimented by such amenities as a lobby and welcoming area, ticket office, office area, concessions, café seating, flex/team rooms, mezzanine and restrooms. The Salina Fieldhouse will complement the large number of outdoor sporting events and tournaments already hosted in Salina and serve a primary trade area that extends north into Nebraska, east to Manhattan, Kansas and west to Ellis County. Weekend sports tournaments will draw from within a 100-mile radius with regional tournaments drawing teams from a 6- to 8-state area.

2. The Car Museum

The America's Crossroads Car Collection is an automotive-themed visitor experience that will consist of approximately 31,000 square feet of exhibition space. The museum will display an impressive rotating collection of restored antique and vintage cars as well as exhibits and programs illustrating automotive history, technology, pop culture and design. This state of the art destination attraction is designed as an interactive and participatory visitor venue that delivers an entertaining and educational experience. This world-class automotive history museum will serve a regional market drawing automobile enthusiasts from the Midwest and throughout the United States. Preliminary conceptual plans for the America's Crossroads Car Collection are attached as Exhibit F-2.

The Board of Directors of the Car Museum is made up of local car enthusiasts who along with other community members are willing to share their extensive private collections of cars for exhibition. This impressive collection boasts a vast collection of rare vehicles, 25 to 60 of which will be on display at any given time, including all eras of European sport and luxury cars, American antique, vintage, and restored muscle cars, as well as numerous Grand Prix and Indy racing cars. A catalog of those vehicles is attached is Exhibit F-2. The museum will display a collection of restored antique and vintage cars that will rotate every 3 to 4 months, as well as exhibits and programs illustrating automotive history, technology, pop culture and design. Since the collection ranges from American to European automobiles to racing automobiles and motorcycles, the museum has the ability to design rotating exhibits around decades, manufacturers, and regions. This also allows the museum to host special events around the rotating exhibits.

America's Crossroads Car Collection's Board of Directors hired renowned national automotive museum consultant, Earl Trout III, to work with the Board on creating the museum's business plan and operating budget. Mr. Trout was the Executive Director of the Kansas City Automotive Museum in Olathe, Kansas from 2011 to 2014 where he led the creation of a new 501(c)(3) for the automotive museum from concept to reality. Under the leadership of Mr. Trout, the museum earned four prestigious national awards and continues to be recognized as one of the finest automotive museums in the country. Mr. Trout now brings his leadership and vision to the America's Crossroads Car Collection, ensuring the museum is designed for long term success and maximizing visitation potential.

Further, the museum is partnering with McPherson College and their Auto Restoration program to develop an educational program that will include seminars and special events to be held at the museum. The museum's partnership with McPherson creates a unique synergy in that McPherson offers the only Restoration Technology Bachelor's degree program in the country just over 30 miles from downtown Salina. McPherson has earned acclaim with automotive restoration enthusiasts from all parts of the country, including boasting luminaries such as Jay Leno on its board. At the seminars McPherson College faculty and students will demonstrate special automotive restoration techniques and present special sessions on automotive history. In addition, the museum and McPherson College anticipate partnering on fundraising events where national speakers would be brought to McPherson College for a speaking engagement as well as a presentation and dinner at the museum. Other aspects of the synergistic relationship include housing a library of technical manuals that can be used for educational research by the public,

display of automobiles restored by McPherson students, and potential automobile “artists in residence” at the museum.

In addition, America’s Crossroads Car Collection has partnered with Kustom Kemps of America (KKOA), America’s oldest running custom car and truck association, to house the KKOA National Hall of Fame. As part of this partnership, KKOA will place on exhibit customized automobiles of their Hall of Fame members as well as award winning automobiles from the Annual Leadsled Spectacular that is held in Salina each summer. KKOA has a membership in excess of 15,000 with Hall of Fame members including some of the most well-known customizers in the world. Each summer at the Annual Leadsled Spectacular, KKOA inducts two new members into the Hall of Fame. During the Leadsled Spectacular, KKOA will hold a Hall of Fame dinner at the museum and officially place on display a vehicle from each new Hall of Fame inductee.

Lastly, this museum is designed as an interactive and participatory visitor venue that delivers an entertaining and educational experience that will serve a regional market drawing automobile enthusiasts from the Midwest and throughout the United States. The museum envisions hosting fifty special/theme events throughout the year including: Monthly Cars & Coffee, Annual Dancing with the Cars, Monthly Scavenger Cruise, Quarterly Race Nights, Monthly Cruise-Ins, Monthly Club Nights, Monthly Take A Spin Nights, Monthly STEM Days, Quarterly Day Drives, Annual Wheels & Heels Gala, Annual Summer Camps and Annual Cars & Cigars Fundraiser. In addition to these events the museum will also be available to rent for private events.

3. Historic Stiefel Theater Expansion and Renovation

The Stiefel Theatre for the Performing Arts has been the anchor of Salina’s tourism industry for decades, but requires reinvestment if it is to remain competitive, accommodate a wider selection of performers, and increase attendance and revenues. An estimated \$2.2 million in planned improvements to the theatre include addition of an additional stage, LED exterior marquee signage and a video event billboard, a permanent sound system, acoustical improvements, improved lighting above the stage and modernized rigging equipment, enhancement to performers’ staging/dressing area, addition of a new bar, enhancement of exterior façade and other improvements to the interior and exterior spaces. The improvements are anticipated to be funded entirely from private donations. These improvements are anticipated to drive higher revenues from additional events, greater revenue per event from the increased number of food and beverage outlets, new revenue from the enhanced, expanded meeting area, and revenue from the implementation of an additional stage. Further, increased customer visitation is expected to drive overall revenue growth as a result of an improved patron experience and additional acts that will be drawn to play the Stiefel as a result of the modernized equipment and facility.

The 1,287-seat theater opened in February 1931 as the Fox-Watson Theater. Designed by the prominent architectural firm of Carl and Robert Boller of Kansas City, the theater features a lavish Art Deco style with chandeliers, mirrored ceilings, a glamorous staircase and gold leaf throughout. The programming goal of the theatre is to present broad base quality shows from a wide variety of genres including Classical, Blues, Rock, Comedy, Country, Dance, Jam, Alternative, etc. that appeal to a large demographic. The Stiefel Theatre supports a regional

draw with patrons traveling from Lawrence, Manhattan, Topeka, Wichita, Hays, Garden City and from out of state. Attendance during the 2015 season was reported at 43,688.

4. Redevelopment of Downtown Streetscape

Additional investment to the District will include hardscape and landscape improvements to Santa Fe Avenue and adjacent downtown streets. The improvements are designed to enhance the look and image of downtown, which in turn will generate increased investment, visitation, pedestrian traffic, retail sales and demand for commercial space.

In October 2015, Ochsner Hare & Hare created the Downtown Salina Streetscape Plan that provided a conceptual design plan for infrastructure improvements to Santa Fe Avenue and adjacent downtown streets (attached hereto as Exhibit F-3). Santa Fe Avenue is designed with one lane of traffic in each direction and median and angled parking on both sides of the street. Additional design elements include stamped concrete sidewalks, landscape beds, street trees, bench seating, stamped concrete crosswalks, lighting, concrete sidewalks, outdoor café seating, bike racks, public plazas, gateway monuments, and overhead structures at mid-block crossings.

Certain of the streetscape improvements are specifically tied to each attraction contained within the major entertainment and tourism area eligible for STAR Bond investment. Those particular improvements are shown in the conceptual plans and budget attached as Exhibit F-4. The streetscape improvements enhance each of the Fieldhouse, Stiefel Theater, car museum, family entertainment center and the hotel supporting these attractions. Further, improvements located on Mulberry Street extending three blocks east of the hotel connect the Salina Bicentennial Center and the Kenwood Cove Water Park to downtown. Those two existing attractions generated over 210,000 visitors combined in 2014, a number which is expected to increase as a result of this enhanced pedestrian walkability from the downtown tourism components to those already thriving attractions.

5. Family Entertainment Center

Also located at the intersection of 5th Street and Ash Street will be a 47,000 square foot family entertainment center that offers a diverse array of indoor entertainment including a bowling center with 24 standard bowling lanes and an 8-lane “boutique” specialty bowling facility, game room and video arcade, laser tag, concessions and a full service bar and restaurant and meeting space. The 24 lane bowling facility is qualified to host state and regional college and high school bowling tournaments and is anticipated to draw such tournaments to the District. Bowling tournaments, meetings, events, special occasions and local entertainment traffic will be principal drivers of business with a trade area that extends north into Nebraska and to the east and west up to a two hour drive. Preliminary conceptual plans for The Alley are attached hereto as Exhibit F-4.

6. Hilton Hotel, Restaurant and Meeting Space

To accommodate the anticipated increase in out-of-town visitation a \$17.9 million, 114-room Homewood Suites by Hilton hotel is planned at the intersection of Santa Fe Avenue and Mulberry Street. The all-suites hotel will also include meeting space and a full-service restaurant. Preliminary conceptual plans for the Hotel are attached hereto as Exhibit F-5.

The hotel will be developed by Lighthouse Properties, LLC, which owns, operates and has developed numerous successful and award-winning hotel properties in Kansas and Missouri. For example, Lighthouse Properties owns and operates The Raphael Hotel on the Country Club Plaza in Kansas City, Missouri and The Homewood Suites by Hilton at the The Waterfront in Wichita, Kansas.

7. Retail, Housing and Higher Educational Development

The District's Project Plan also envisions the renovation of vacant commercial space and construction of new commercial space designed to house specialty retailers, restaurants, office and residential uses. Transformation of the District into a vibrant mixed-use environment will generate increased visitation and retail sales.

As part of this downtown build out, the Project Plan features a residential component that includes conversion of the Lee buildings at the north end of the District into low-income housing apartments as well as a new 32-unit market-rate apartment community located near the planned hotel. Further, the Salina Regional Health Foundation has purchased the former Planter's State Bank / Bank of America building at 138 North Santa Fe Avenue for the purpose of relocating and expanding the University of Kansas School of Medicine – Salina Campus. The new facility is anticipated to open in June 2018 and will provide 40,251 square feet of space to accommodate new curriculum changes for the school.

The Downtown Salina Revitalization Project will offer a critical mass of mixed-use attractions capable of attracting visitors throughout the Midwest. The variety and complementary nature of the attractions will create a synergy within the District that will engage a broad base of tourists and local consumers. Salina's unique location as the premier city of north-central Kansas, positioned at the nexus of I-135 and I-70, provides a distinctive opportunity to draw tourism both regionally and from within the State of Kansas.

[SECTION II.D. BEGINS NEXT PAGE]

D. SUMMARY OF PROJECT COSTS AND ANTICIPATED REVENUE SOURCES

1. Total Project Costs

The total estimated cost to complete the Downtown Salina Revitalization Project, including site development and building construction, is approximately \$150,094,540, pursuant to estimates of the Master Developer and City as of the date of this Project Plan. Attached hereto as **Exhibit G** is a breakdown of the estimated costs by category. A summary of the estimated costs is set forth below at Table 1.

**Table 1
Estimated Total Cost of the Star Bond Project**

PROJECT COMPONENTS	TOTAL COST
Fieldhouse (w/ Parking)	\$ 12,450,090
Car Museum	\$ 4,695,000
Stiefel Theater Improvements	\$ 2,200,000
City Public Improvements	\$ 11,554,506
Hotel (w/ Parking)	\$ 19,005,820
Entertainment Complex	\$ 6,100,333
Medical Student Housing (Apartments)	\$ 3,756,407
Lee Buildings (Low-Income Housing)	\$ 17,830,841
University of Kansas Medical School	\$ 7,135,404
Vacant Space / New Tenant Development	\$ 31,801,674
Improvements to Existing Retail	\$ 2,135,404
Total FFE for Buildings/Renovations	\$ 9,755,667
Legal/Accounting	\$ 500,000
Downtown Maintenance and Security	\$ 2,300,000
Pre-Development Costs (in addition to Fieldhouse)	\$ 6,088,134
Financing & Contingency Costs	\$ 12,785,260
TOTAL PROJECT COSTS	\$ 150,094,540

2. Costs Eligible for Reimbursement, Requested Eligible Project Costs and Proposed STAR Bond Financing Amount

The STAR Bonds Financing Act describes the costs that are eligible for STAR Bond financing and reimbursement. Such costs are referred to as “Eligible Project Costs.” \$53,103,138 of the total costs shown in Table 1 and in **Exhibit G** would reasonably qualify as Eligible Project Costs pursuant to the STAR Bond Act. The Eligible Project Costs are set forth

on **Exhibit G** and below in Table 3. Only \$19,100,000 of the Eligible Project Costs have been requested for payment with STAR Bond financing and reimbursement, as set forth on **Exhibit G** (“STAR Bond Requested Eligible Project Costs”).

A summary of the Eligible Project Costs and STAR Bond Requested Eligible Project Costs is set forth below in Table 3:

Table 3
STAR Bond Requested Eligible Project Costs

PROJECT COMPONENTS	TOTAL COST	STAR BOND ELIGIBLE COSTS	STAR BOND REQUESTED ELIGIBLE COSTS
Fieldhouse (w/ Parking)	\$ 12,450,090	\$ 12,450,090	\$ 9,625,000
Car Museum	\$ 4,695,000	\$ 4,695,000	\$ 4,695,000
Stiefel Theater Improvements	\$ 2,200,000	\$ -	\$ -
City Public Improvements	\$ 11,554,506	\$ 11,554,506	\$ 2,000,000
Hotel (w/ Parking)	\$ 19,005,820	\$ 4,656,180	\$ 442,274
Entertainment Complex	\$ 6,100,333	\$ 1,542,726	\$ 1,642,726
Medical Student Housing (Apartments)	\$ 3,756,407	\$ 920,000	\$ -
Lee Buildings (Low-Income Housing)	\$ 17,830,841	\$ 340,000	\$ -
University of Kansas Medical School	\$ 7,135,404	\$ 875,000	\$ -
Vacant Space / New Tenant Development	\$ 31,801,674	\$ 10,334,610	\$ -
Improvements to Existing Retail	\$ 2,135,404	\$ -	\$ -
Total FFE for Buildings/Renovations	\$ 9,755,667	\$ -	\$ -
Legal/Accounting	\$ 500,000	\$ -	\$ -
Downtown Maintenance and Security	\$ 2,300,000	\$ -	\$ -
Pre-Development Costs (in addition to Fieldhouse)	\$ 6,088,134	\$ 1,858,864	\$ 200,000
Financing & Contingency Costs	\$ 12,785,260	\$ 3,876,162	\$ 495,000
TOTAL PROJECT COSTS	\$ 150,094,540	\$ 53,103,138	\$ 19,100,000
PERCENT OF TOTAL COST	100.00%		12.73%

3. Summary of Revenue Sources

The Project is anticipated to be funded by a combination of STAR Bond net proceeds, private debt and equity, proceeds from a tax increment financing district, and proceeds generated by three community improvement districts.

Pursuant to this Project Plan, one series of STAR Bonds is anticipated to be issued in connection with the Project in an amount sufficient to net \$19.1 million in bond proceeds to pay for or reimburse STAR Bond Requested Eligible Project Costs as set forth in Table 3 above.

A tax increment financing (“TIF”) district was established by the City on June 1, 2015 pursuant to the Tax Increment Financing Act, K.S.A. 12-1770 *et seq.* (the “TIF Act”) by passage of Ordinance No. 15-10776. It is anticipated that the City will adopt a TIF Project Plan

contemporaneously with adoption of this Project Plan. In such case approximately \$4,878,660 of net TIF revenue is anticipated to be available to pay or reimburse Project Costs eligible for funding pursuant to the TIF Act.

Further, the City anticipates considering petitions for establishment of three separate community improvement districts (each a “CID” and collectively the “CIDs”) contemporaneously with consideration of this Project Plan. Each CID is proposed to levy a 1% CID sales tax, the revenues of which will finance costs which are eligible for CID financing under K.S.A. 12-6a26 *et seq.*, as amended (the “CID Act”). One CID is planned to generally encompass the commercial sector of downtown Salina, and the other two CIDs will be limited to the parcels upon which the Hotel and the Alley will be constructed. It is anticipated that \$9,223,767 in net CID proceeds will be available to pay or reimburse Project Costs eligible for funding pursuant to the CID Act.

Table 4 sets forth the projected revenue sources for the payment of the \$150,094,540 estimated Project Costs, including the STAR Bond net bond proceeds, estimated TIF proceeds, estimated CID proceeds, and estimated private debt and equity.

**Table 4
Sources of Funds**

SOURCE	TOTAL	% OF TOTAL
STAR Bond Net Proceeds	\$ 19,100,000	13%
TIF Net Proceeds	\$ 4,878,660	3%
CID Net Proceeds	\$ 9,223,767	6%
Private Debt & Equity / Other Public Sources	\$ 116,892,113	78%
TOTAL	\$ 150,094,540	100%

***Estimated sources of funds set forth in Table 4 are estimates only, and are not proposed as limitations on the amount of such funds that may be used to pay for Project Costs; provided that total STAR Bonds net proceeds are not expected to exceed \$19,100,000 and in no event will the STAR Bonds net proceeds exceed 50% of the total Project Costs.**

E. SUMMARY OF THE FEASIBILITY STUDY

As stated in K.S.A. 12-17,166, a feasibility study is required to be prepared setting forth the following information:

- Whether a STAR bond project’s revenue and tax increment revenue and other available revenue are expected to exceed or be sufficient to pay for the project costs;

- The effect, if any, a STAR bond project will have on any outstanding special obligation bonds payable from the revenues described in the STAR Bonds Financing Act;
- A statement of how the jobs and taxes obtained from the STAR bond project will contribute significantly to the economic development of the state and region;
- Visitation expectations;
- The unique quality of the project;
- Economic impact study;
- Market study;
- Market impact study;
- Integration and collaboration with other resources or businesses;
- The quality of service, and experience provided, as measured against national consumer standards for the specific target market;
- Project accountability, measured according to best industry practices;
- The expected return on state and local investment that the project is anticipated to produce;
- A statement concerning whether a portion of the local sales and use taxes are pledged to other uses and are unavailable as revenue for the STAR bond project; and
- An anticipated principal and interest payment schedule on the bond issue.

Canyon Research Southwest, Inc. (“Canyon”) prepared the “STAR Bond Feasibility Study – Proposed Downtown Salina District, Salina, Kansas” dated May 2016 (the “Canyon Study”). A copy of the Canyon Study is attached as **Exhibit H**. The Canyon Study includes a Market Study and a Market Impact Study as summarized below.

A summary of the Canyon Study is as follows:

1. Sufficiency of the Project’s Revenues Compared to the Project’s Costs.

a. *Project Costs*

The STAR Bond Financing Act requires an analysis of whether a project’s revenues are expected to exceed or be sufficient to pay for the project costs. This requires determining the Project Costs and Requested Eligible Project Costs and comparing them to the STAR Bond revenues expected to be generated within the STAR Bond Project Area. As indicated in Table 1 above, the total estimated Project Costs as of the date of this Project Plan are \$150,094,540. As

indicated in Section II.D.2. above, the STAR Bond Requested Eligible Project Costs are \$19,100,000. As set forth in Table 4, the total anticipated amount of such STAR Bond Requested Eligible Project Costs to be financed with STAR Bonds net proceeds is \$19,100,000 (the maximum amount approved by the Secretary of Commerce). As indicated below under Section E.1.c., the anticipated revenues from the STAR Bond Project shown in the Canyon Study supports repayment of STAR Bonds netting approximately \$29 million in STAR Bond proceeds (assuming an interest rate of 5% over 20 years with a 1.25 debt service coverage ratio). Other revenue sources include estimated TIF revenue in the amount of \$4,878,660, CID revenue in the amount of \$9,223,767, and private debt/equity and other public sources in the amount of \$116,892,113. The analysis of the sufficiency of STAR Bond revenues to pay the debt service on the STAR Bonds and the sufficiency of the revenue sources to pay all Estimated Project Costs utilizes the estimated revenues set forth in the Canyon Study. See Sections E.1.b. and E.1.c. below, as well as **Exhibit I**.

b. Tax Revenues Subject to Capture

The effective STAR Bond eligible sales tax rate totals 8.353%, which includes the following:

(i) City Sales Tax Revenues – the retail sales dollar amount generated within the STAR Bond Project Area multiplied by the City sales tax rate that is subject to capture, which based on the location of the Downtown Salina Revitalization Project, is currently 0.5%. (An additional 0.4% of City special purpose sales tax has been dedicated to other uses prior to this STAR Bond Project Plan.) However, on May 10, 2016, residents of Salina approved Resolution Number 16-7317 which authorizes the repeal of the city’s current 0.40 percent special purpose sales tax, and replaces it with a 0.75 percent general purpose sales tax for a period of 20 years commencing October 1, 2016. Therefore, for the purpose of this analysis (and repayment of STAR Bonds in conjunction with this Project Plan) the city’s 1.25 percent sales tax is STAR Bond eligible.

(ii) State Sales Tax Revenues – the retail sales dollar amount generated within the STAR Bond Project Area multiplied by State sales tax rate that is subject to capture, which is 6.5%.

(iii) County Sales Tax Revenues – the retail sales dollar amount generated within the STAR Bond Project Area multiplied by the County sales tax rate that is distributed back to the City and not otherwise dedicated, which is 0.602781%.

Hotel revenue is also subject to the additional STAR Bond eligible sales tax rate of 6.58%, which is to be pledged to repayment of STAR Bonds issued in connection with this Project.

c. Estimated Tax Revenues

The Canyon Study includes a forecast of STAR Bond revenue from retail sales and lodging sales over the 20-year life of the STAR Bond District, which will commence upon the approval of this STAR Bond Project Plan by the Governing Body of the City of Salina, Kansas. The Canyon Study estimates that \$64,381,922 of gross sales tax revenues eligible to be captured by STAR Bonds will be produced within the District during the term of the Project Plan, as set forth in the table on **Exhibit I** attached hereto.

Exhibit I also sets forth the sufficiency of the anticipated revenues from the STAR Bond project over the 20-year period commencing with the date the STAR Bond Project Plan is approved by the City, to repay debt service on STAR Bonds netting \$28,954,216 in STAR Bond proceeds (assuming an interest rate of 5% with a 1.25 debt service coverage ratio and a 2% administrative cost).

2. Job Creation and Generation of New Tax Revenue

The Canyon Study indicates that total capital investment for the Downtown Salina Revitalization Project is estimated at approximately \$150 million. During the construction phase direct on-site employment is estimated at 651 full-time equivalent jobs. Indirect job creation is forecast at 232 jobs, bringing the total construction-phase work force to 883 jobs. Total payroll originating from these construction-phase jobs is estimated at \$41.3 million. State of Kansas personal income taxes resulting from construction-phase payroll are estimated at approximately \$1.6 million.

The Canyon Study further indicates that at full build-out, direct and indirect employment generated from operation of the all components developed within the Downtown Salina Revitalization Project is forecast to total 371 full-time equivalent jobs. Total annual payroll for these direct jobs is estimated at approximately \$12.5 million. The State of Kansas is estimated to collect approximately \$271,500 in annual state income tax revenues resulting from operational-phase payroll.

The Canyon Study further indicates that the Downtown Salina Revitalization Project is conservatively forecast to attract over 258,150 annual out-of-state visitors from over 100 miles away. The total demand for overnight accommodations generated by these out-of-state visitors is estimated at approximately 172,000 annual room nights. At an average annual occupancy rate of 75 percent, the estimated room night demand is sufficient to support approximately 629 hotel rooms. Existing and planned hotels within the District total just 114 rooms. These lodging demand forecasts illustrate the significant impact the District will have on the Salina hotel market and the potential to support additional hotel development.

3. Projected Visitation

The Project will significantly increase visitation to the primary city in the State's north-central region. Increased visitation from the surrounding five-state region of Nebraska, Iowa, Oklahoma, Colorado and Missouri, as well as throughout Kansas, will be driven by the confluence of unique attractions that will make up the Project. In particular, the Fieldhouse, enhanced Stiefel, Car Museum and revitalized downtown live, work and play district will combine to produce a true destination on the plains.

The Canyon Study establishes that at build-out and stabilized occupancy annual visitation to the District is estimated at 488,000 visitors. Local residents living within a 100-mile radius are estimated to account for about 47 percent of total visitation. Regional visitors traveling more than 100 miles are estimated to account for the remaining 53 percent of total visitation, nearly 39 percent of which will be out-of-state visitors. In total, out-of-state residents are estimated to account for 20 percent of total visitation to the District, or approximately 100,000 visitors per year. These out-of-town visitation trend estimates meets the State of Kansas

Secretary of Commerce guidelines that 30 percent of visitors to a proposed STAR Bond Redevelopment District travel beyond 100 miles and 20 percent reside out-of-state.

Additionally, the Canyon Study references many cultural-based attractions within Salina that will create synergy with the Project and serve to enhance regional tourism to the District. Existing cultural venues within the District include the Salina Community Theatre and Salina Art Center. Other principal museums and attractions operating in Salina include the Smoky Hill Museum, Art Center Cinema, Salina Bicentennial Center, Rolling Hills Wildlife Adventure and Kenwood Cove Water Park. Further, events such as the Smoky Hill River Festival and Kustom Kemps of America Lead Sled Spectacular Car Show attract large volumes of annual visitors to the City. These attractions and events are anticipated to work in concert with the Downtown Salina Revitalization Project to attract thousands of new and unique visitors to the City each year.

4. Impact on Outstanding Special Obligation Bonds

As required by the STAR Bonds Financing Act, the Canyon Study includes an evaluation as to the effect, if any, the Project would have on any outstanding STAR Bonds payable from revenues authorized pursuant to the STAR Bonds Financing Act. The Act contemplates an analysis focused on the ongoing viability of any such outstanding special obligation bonds based on the terms and conditions of their issuance, not whether this Project or any other STAR Bond project would simply impact the overall sales tax generation used to support the issuance. In other words, the question posed is whether a proposed project would reasonably be anticipated to jeopardize the bargained-for investment made by current bondholders of other STAR Bond projects.

As the Canyon Study notes, the Secretary has approved STAR bond financing for five major tourism-based developments in central and western Kansas: the Wichita River District and K-96 and Greenwich Project in Wichita, the Olympic Park Project District in Goddard, the Dodge City Project District in Dodge City and Downtown Manhattan Redevelopment District in Manhattan.

The Canyon Study states that both the Wichita River District and K-96 and Greenwich Project in Wichita are located over 80 miles driving distance south of the proposed Downtown Salina District. The Wichita River District is designed as an entertainment and employment destination featuring approximately 610,000 square feet of retail, office, hotel and residential space. While both the Wichita River District and Downtown Salina District projects are designed using a mixed-use concept, each will offer a distinctive mix of attractions, anchor tenants, businesses and hotel products.

The K-96 & Greenwich STAR Bond District Project Plan focuses on creating an athletic training center and recreation attraction complemented by a mix of retail, employment and lodging uses. The Downtown Salina District's major tourism attractions include the Stiefel Theatre, Salina Fieldhouse, family entertainment center and America's Crossroads Car Collection. Given the distinctive market positioning of each project, as well as the geographic distance between the Wichita projects and the Salina project, the Downtown Salina District is not anticipated to have a negative impact on tourism visitation and retail sales at either the Wichita River District or K-96 and Greenwich Project.

The Olympic Park Project District occupies a 280-acre site located at North Goddard Road and West Kellogg Drive in Goddard, Kansas within the Wichita metropolitan statistical area. The Olympic Park Project Plan designates the site for mixed-use development anchored by an aquatic center designed to host swimming and diving tournaments and training. No comparable athletic facility exists in the Midwest, allowing the aquatic center to support a primary trade area encompassing a 500+ mile radius. Also included are four field tournament quality baseball/softball complex, and a 141 room all-suite hotel, conference and entertainment center to support these attractions. Additional retail development is anticipated for future build out. The Downtown Salina Project is anticipated to have minimal to no impact on the Olympic Park Project District as a result of the uniqueness of the Olympic Park Project's primary attraction and geographic distance from Salina, Kansas.

The Downtown Manhattan Redevelopment District is located in downtown Manhattan, Kansas, over 65 miles northeast of Salina. The Downtown Manhattan Redevelopment District and Downtown Salina District both include museums as tourism destinations, a historic downtown location and the inclusion of entertainment and lodging venues. However, each projects' tourism attractions cater to distinctive market segments. Therefore, the Downtown Salina Project should have little or no impact on operations and financial sustainability of the Downtown Manhattan Redevelopment District.

The Dodge City STAR Bond Project in Dodge City, Kansas designates two non-contiguous Project Areas for redevelopment, including the Heritage Area and Entertainment Area. The Heritage Area encompasses the historic downtown area while the Entertainment Area is located on the western edge of the city. An expanded Boot Hill Museum will serve as the Project's principal destination attraction. The Heritage Area is comprised of approximately 166 acres within historic downtown Dodge City anchored by the Boot Hill Museum, Front Street and the Santa Fe Depot. Meanwhile, the tourism draw of the Entertainment District centers on a mid-sized event center, conference center, big-box retail and the neighboring Boot Hill Casino. While both the Downtown Salina District and Dodge City's Heritage District involve downtown revitalization each downtown possesses a distinctly unique market positioning and draw. Downtown Salina District's principal tourism attractions will center on athletics, family entertainment and live theater and concerts while Dodge City's Heritage District will be geared heavily on enhancing the Boot Hill Museum and the western heritage. The Entertainment District is aimed at mid-sized entertainment acts, conferences and big-box retail. Therefore, the Canyon Report concludes that the Downtown Salina District should have little or no impact on operations and financial sustainability of the Dodge City District.

Because each active STAR bond project in central and western Kansas supports distinctly different major tourism attractions and retail components, it has been concluded that development of the Downtown District in Salina, Kansas will not have a measurable adverse impact on visitor volumes, retail sales volumes and STAR Bond revenues generated by the Wichita River District and K-96 and Greenwich Project in Wichita, the Olympic Park Project District in Goddard, the Dodge City Project District in Dodge City and Downtown Manhattan Redevelopment District in Manhattan, Kansas. Therefore, the operation of the Downtown Salina District is not anticipated to cause default in the payment of outstanding STAR bonds issued by the three active STAR Bond approved redevelopment projects in central and western Kansas.

5. Market Study

The Canyon Study includes a Market Study which evaluates the market potential of supporting future development within the Downtown Salina Revitalization Project District. In particular, the Canyon Study focuses on the long-term viability of the museum, multi-sport athletic facility, and hotel uses planned for the District.

America's Crossroads Car Collection

The Canyon Study found that location assets favoring the planned museum include Salina's convenient vehicular and air access, large inventory of hotels, established tourism industry, close proximity to several major metropolitan areas, and presence of several existing tourism destinations. The museum's planned location within downtown Salina adds to its authentic visitor experience and that the planned cluster of attractions in downtown Salina will assist in drawing increased visitors to the area.

Sources of visitation for the planned museum include local residents and out-of-town visitors. Car club members are considered a principal source of visitation for the America's Crossroads Car Collection. The Midwest supports a large and vibrant car club community within driving distance of the planned museum. In total, 427 car clubs operate within the 7-state regional surrounding Salina, Kansas with a total membership of 139,260. Over half of these car club members are Kansas residents, which bodes well for the America's Crossroads Car Collection's ability to support high attendance levels. Further, the Canyon Study took into consideration that over 200,000 people reside within a 50-mile radius of Salina and that the Wichita metropolitan statistical area is home to 650,000 residents, creating a large local population base from which to draw visitors to the America's Crossroads Car Collection. Salina's principal attractions and events attract nearly 508,000 attendees annually which will also serve as a source of visitation for the museum. The annual 3-day Kustom Kemps of America Lead Sled Spectacular Car Show will create synergy with the museum and will be a particular important source of visitation for the America's Crossroads Car Collection. In short, the study findings suggest sufficient demand generators exist to support opening the America's Crossroads Car Collection in Salina.

Salina Fieldhouse

The Canyon Study determined that by offering a centralized location with facilities able to accommodate multiple types of athletic tournaments, the Salina Fieldhouse is anticipated to become a regional destination for youth athletics. Further, the downtown location of the Fieldhouse is unique in the region and will drive a regionally diverse and substantial volume of patrons to the facility as a result of the variety of additional shopping, eating, lodging, and entertainment options in the surrounding environs. This mix of participation will provide the most consistent visitation and tourism for the District.

The total inventory of comparable athletic facilities in the Salina area includes two running tracks, 11 basketball courts, 14 soccer fields, 5 volleyball courts and three gymnasiums. The City of Salina Parks and Recreation and the YMCA operate the majority of public athletic facilities in Salina, Kansas. The Canyon Study found that when compared to the Salina

Fieldhouse, none provide a similar level of service, especially in regard to the ability to host local and regional athletic tournaments.

During 2013 the City of Salina Parks & Recreation reported that a total of 484 teams (270 from out of town) participated in youth and adult tournaments held at City of Salina facilities. Further, a total of 58,386 youth and adults participated in 2,544 league games. Per the Canyon Study, bringing the Salina Fieldhouse to the market is expected to drastically increase these tourism and local participation numbers as a result of the new facility. Based upon industry standards the Canyon Study concludes that sufficient demand for additional sports facilities exists to support feasible market entry of the Salina Field House.

Hotel and Meeting Space

The Canyon Study determined that the Salina hotel market caters primarily to leisure and group travelers with the summer and early fall months serving as the peak season. The market supports 21 chain hotel properties totaling 1,393 guest rooms, the majority of which are located along Interstates 70 and 135. The Canyon Study further indicates that the Downtown Salina Revitalization Project is conservatively forecast to attract over 258,150 annual out of state visitors from over 100 miles away. The total demand for overnight accommodations generated by these out of state visitors is estimated at approximately 172,000 annual room nights. At an average annual occupancy rate of 75 percent, the estimated room night demand is sufficient to support approximately 629 hotel rooms. Existing and planned hotels within the District total just 114 rooms. These lodging demand forecasts illustrate the significant impact the District will have on the Salina hotel market and the potential to support additional hotel development.

Concurrent with national hospitality trends, in recent years the Salina hotel market has been adversely impacted by the recession and subsequent decline in business and leisure travel. Recent operating trends suggest that the Salina hotel market is on its way to recovery, posting strong gains in room demand, ADR and total lodging revenue during 2014 and into 2015.

The Canyon Study further focused on the fact that visitation to the planned Homewood Suites by Hilton hotel will be partially driven by the 3,250 square feet of meeting and conference space anticipated to be included within the hotel. In recent years Salina's convention and meeting business has dropped off considerably due primarily to the national recession, substandard conference facilities and a limited inventory of quality hotels with meeting space. The conference space in the Project's new hotel will create synergy with the newly renovated Heritage Hall located at the Salina Bicentennial Center and the recent opening of the Holiday Inn's meeting space. These providers of updated meeting space are anticipated to capitalize on meeting space demand generated by the nearby Heritage Hall, Salina Regional Health Center and Kansas Wesleyan University.

In conclusion, the Canyon Study found that the District's planned hotel development site possesses the necessary location and site characteristics to support the long-term success of additional lodging and meeting space. The site benefits from a location within an established tourism market, access to lodging demand generators, adequate exposure, necessary infrastructure, modest direct competition and presence within downtown Salina featuring a mix of retail, dining, entertainment, cultural facilities and the Salina Regional Health Center.

6. Market Impact Study

Local Tourism Industry

The Canyon Study examines the existing tourism visitation and spending in Salina and the opportunity for the destination attractions and supporting components within the Project to build upon the current tourism base within the market. In particular, the Canyon Study notes that the City boasts a number of major annual events and a wide selection of cultural, entertainment, sporting, and family attractions. Tourism's direct impact on Saline County economy was estimated at over \$165 million in 2013. The District is designed to both enhance Salina's status and sustainability as a regional tourism destination and attract a new segment of the leisure and group traveler market by providing complimentary cultural, entertainment and athletic attractions not currently available in the region.

The Canyon Study concludes that the synergistic effect of the District's destination attractions on Salina's tourism industry and the heightened out-of-town visitation is expected to translate to increased attendance at the region's existing cultural, entertainment, athletic and family attractions. The presence of a large cluster of diverse but complimentary attractions will strengthen the regional draw, visitation counts, expenditures, and associated state and local tax revenues. By increasing the critical mass of attractions and out-of-town visitation, the District will improve Salina's status as a regional tourism destination as well as complement the existing attractions by creating "one-of-a-kind" cultural, entertainment and sporting destinations not currently available in the region. The expanded selection of destination attractions will improve the sustainability of the local tourism industry.

Impact on Comparable Market Area Businesses

In addition, the Canyon Study analyzed the impact of the Project on comparable market area businesses. The study concluded that increased out-of-town visitation by the planned destination attractions is expected to generate increased visitor spending that can be captured by area businesses. The study found that the Project will increase total sales in the surrounding area, not diminish sales from existing businesses in the surrounding area.

- Existing athletic facilities in Salina include 16 baseball and softball fields, 12 soccer fields, an outdoor aquatics center, three football facilities, two track and field sites, and numerous sand volleyball and tennis courts. College venues include Kansas Wesleyan University's 1,500-seat Mabee Arena and Student Activity Center and the K-State Polytechnic Campus's 32,000 square foot Student Life Center complete with gymnasium and indoor track. Principal athletic venues in Salina include Salina Bicentennial Center, Hangar Sports Complex, Salina Parks and Recreation Department, Salina Family YMCA, Unified School District #305. While the Salina Bicentennial Center hosted 41 sports events during 2014 with a total attendance of 67,662, the 7,500-seat capacity places it in a category that won't compete with the Salina Fieldhouse. Given the composition and outdoor nature of most of the other athletic facilities in Salina, the Salina Fieldhouse is not expected to be directly competitive. Moreover, by providing an indoor, year round athletic venue will improve and expand on the ability of Salina to host additional sporting events.

- The planned family entertainment center is expected to include bowling, video arcade and dining. All Star Lanes offers 24 bowling lanes and Jumpin' Joe's Family Fun Center offers go-karts, laser tag, miniature golf and arcades.
- The America's Crossroads Car Collection is planned to open in the District. No such museum exists in Salina and central Kansas. Moreover, increased visitation generated by this museum could help boost attendance at existing museums and attractions in Salina.
- The 114-room hotel planned for the District is designed to capture new lodging demand generated by increased visitation to Salina. The hotel will be a key component in appealing to leisure and group travelers and increase the capacity to attract overnight out-of-town visitors. At a stabilized occupancy rate of 75 percent, 1.8 guests per room and an average stay of 2 nights the planned hotel can accommodate an estimated 30,000 guests annually. Lodging demand generated by out-of-town visitors to the District is expected to exceed the hotel's capacity. Therefore, existing lodging properties in Salina will benefit by capturing overflow lodging demand generated by visitors to the District.

Increased out-of-town visitation generated by the District's principal attractions is expected to result in increased spending and demand for goods and services in Salina. According to Esri, a leading demographic research firm, retail sales leakage within a 25-mile radius of downtown Salina is estimated at approximately \$309 million annually. The Canyon Study concludes that the width and depth of current retail leakage within a 25-mile radius of downtown Salina provides an excellent opportunity for existing and future businesses to capture increased sales. The District's planned destination attractions are designed to increase visitation and spending in Salina, providing an even greater opportunity for businesses to capture increased future sales volumes.

7. Meetings and Minutes

Attached as **Exhibit J** are minutes of the City meetings where the Downtown Salina Revitalization Project was discussed. Meetings to date include the meetings where such Project and the creation of the District were discussed, as indicated in said **Exhibit J**. Upon approval of this Project Plan by the City and prior to transmittal to the Secretary, the City Clerk will supplement in **Exhibit J** with the minutes of any additional City meetings where the Project was discussed.

F. Relocation Plan

The City is not acquiring any property in connection with carrying out the provisions of the STAR Bond Act, and thus relocation assistance pursuant to K.S.A. § 12-17,173 is not required. Regardless, any property to be acquired by the Master Developer or other parties in order to complete the Project is expected to be obtained through negotiated arms-length transactions. As such, any funds required for relocation are anticipated to be included in the purchase price, negotiated as terms to the purchase contract, or provided directly to tenants of properties purchased in arms-length transactions.

G. Sources and Uses, Sufficiency of Revenues to Pay STAR Bonds Debt Service

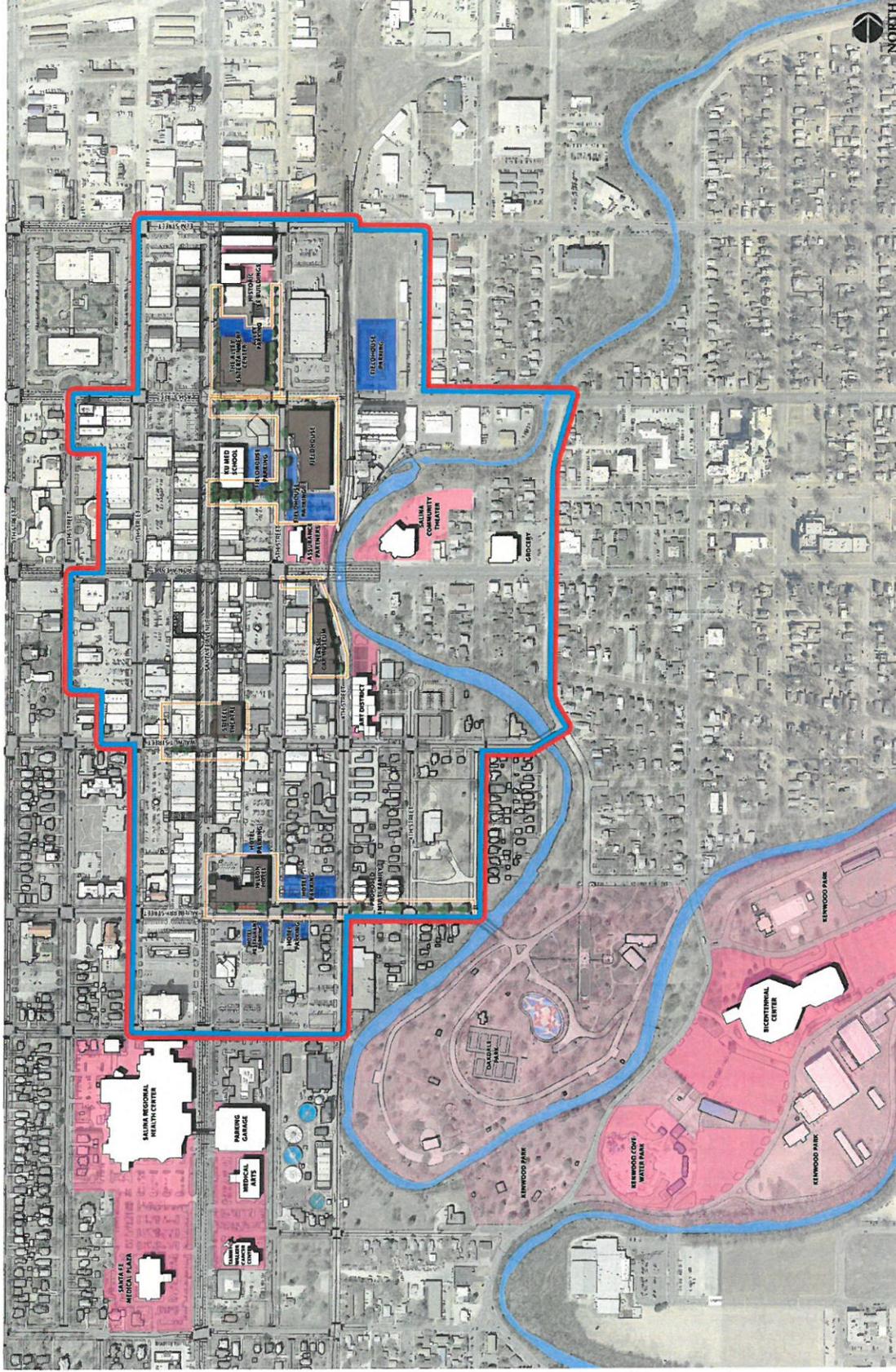
The sources and uses of funds are described above and in Tables 1, 3, and 4. The STAR Bond Project Plan contemplates that the STAR Bonds will finance \$19.1 of the total estimated Project Costs and that TIF revenue, CID revenue, private equity and debt, and other public sources will finance the remaining \$130,994,540 of such estimated Project Costs. The anticipated amount of STAR Bonds represents 13% of the total estimated Project Costs, as indicated in Table 3.

Reference is made to the proforma table attached hereto as **Exhibit I**, setting forth the sufficiency of the anticipated revenues from the STAR Bond project, as described in the Canyon Study, to repay debt service on the anticipated principal amount of STAR Bonds.

[EXHIBITS ENCLOSED BEGINNING NEXT PAGE.]

DEVELOPMENT AREAS

- TIF DISTRICT
- STAR BOND DISTRICT
- SPECIFIC STAR BOND PROJECTS
- PARKING ASSOCIATED WITH SPECIFIC STAR BOND PROJECTS
- STREETScape IMPROVEMENTS ASSOCIATED WITH SPECIFIC STAR BOND PROJECTS
- ADDITIONAL KEY DOWNTOWN FEATURES



DOWNTOWN SALINA DEVELOPMENT AREAS

SALINA, KANSAS


**HARSNER
HARE & HARE**
 a design studio of **OLSSON ASSOCIATES**
 DATE: 05.19.15
 PROJECT #: 013-22508


OLSSON ASSOCIATES

DEVELOPMENT AREAS

- TIF DISTRICT
- STAR BOND DISTRICT
- SPECIFIC STAR BOND PROJECTS
- PARKING ASSOCIATED WITH SPECIFIC STAR BOND PROJECTS
- STREETScape IMPROVEMENTS ASSOCIATED WITH SPECIFIC STAR BOND PROJECTS
- ADDITIONAL KEY DOWNTOWN FEATURES



DOWNTOWN SALINA DEVELOPMENT AREAS - ENLARGEMENT
SALINA, KANSAS

JOCHSNER HARE & HARE
a design studio of **OLSSON ASSOCIATES**
DATE: 08/17/16
PROJECT #: 015-2468

OLSSON ASSOCIATES

EXHIBIT B
ORDINANCE NO. 15-10775

(SEE ATTACHED)

EXHIBIT C
MAY 8, 2015 LETTER FROM KANSAS DEPARTMENT OF COMMERCE

(SEE ATTACHED)

Legal Section
1000 S.W. Jackson St., Suite 100
Topeka, KS 66612-1354



Phone: (785) 296-1913
Fax: (785) 296-6809 TTY: 711
legal@kansascommerce.com
KansasCommerce.com

Pat George, Secretary

Sam Brownback, Governor

May 8, 2015

Jason Gage
City Manager
300 West Ash
P.O. Box 736
Salina, KS 67402-0736

RE: Salina STAR Bond Project District

Dear Mr. Gage:

Thank you for your letter dated May 13, 2015, in which Salina requests the Secretary of Commerce, pursuant to K.S.A. 12-17,160 *et seq.* as amended (the "Act"), take action to find and determine that the Salina STAR Bond Project District is "a major commercial entertainment and tourism area" and thus an "eligible area" within the meaning of K.S.A. 12-17,165. In your request, the Project District is a single project area in the downtown area of Salina as more fully described in Exhibit B to Resolution No. 15-7193 included with your correspondence. The development currently being contemplated in the Project District consists of a mixed-use development consisting of: major multi-sport athletic complex, museum facilities; retail uses; restaurant uses; other general commercial development; hotel uses; residential uses; office uses; associated public and private infrastructure; and other items allowable under K.S.A. 12-17,160 *et seq.* The STAR bond Project District may ultimately consist of multiple STAR bond project areas as delineated in one or more STAR bond project plans to be approved for property within the STAR bond project district. These components will complement other recent development in the area.

Your request indicates the total cost of the Project will be approximately \$122 million and the primary attractions will be the Fieldhouse, designed for indoor basketball, volleyball, wrestling, gymnastics and cheerleading, the Stiefel Theater and a vintage car museum. The Project also includes up to several hundred thousand square feet of retail and entertainment venues. The Developer has estimated the construction phase of the District will result in 839 direct and indirect jobs with payroll of \$40 million and economic impact of \$134 million. The Fieldhouse is estimated to draw over 90,000 visitors on an annual basis, many of whom will come from outside the State of Kansas.

Jason Gage
May 8, 2015
Page 2

Based on all the above, it is my determination that the proposed Salina STAR Bond Project District is a major commercial entertainment and tourism area and an "eligible area," for the purpose of establishing a STAR Bond Project District as contemplated by K.S.A. 12-17,165.

This approval and designation of the proposed Project District as an "eligible area" should not be construed as approval of any particular STAR Bond Project or Project Plan and is limited to a finding that the proposed Project District constitutes an "eligible area" under the Act as a condition precedent to the city passing an ordinance creating a STAR Bond Project District. Commerce will require additional information prior to being in a position to evaluate the Project for STAR bond financing and determining the appropriate level of STAR bond funding. It is my expectation the City will submit a proposed STAR Bond Project Plan within 90 days from the date of this approval.

The Department of Commerce and I look forward to working with Salina as this project continues through the STAR bond process.

Sincerely,

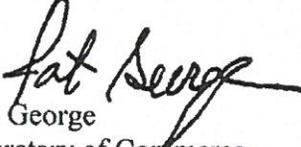

Pat George
Secretary of Commerce

EXHIBIT D

LEGAL DESCRIPTIONS OF STAR BOND PROJECT DISTRICT & PROJECT AREA

LIMITS OF THE STAR BOND DISTRICT – CITY OF SALINA:

A TRACT OF LAND LOCATED IN ORIGINAL TOWN, SURVEYOR'S PLAT J, HOLLAND'S ADDITION, AND SRHC SUBDIVISION, ALL IN THE CITY OF SALINA, SALINE COUNTY, KANSAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF LOT 10 ON ELM STREET, ORIGINAL TOWN, (NOW CITY) OF SALINA, SAID POINT BEING THE INTERSECTION OF THE EAST RIGHT-OF-WAY LINE OF 3RD STREET AND THE NORTH RIGHT-OF-WAY LINE OF ELM STREET.

THENCE SOUTH ON SAID EAST RIGHT-OF-WAY LINE OF 3RD STREET, A DISTANCE OF 830 FEET TO THE SOUTHWEST CORNER OF LOT 77 ON 3RD STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID EAST RIGHT-OF-WAY LINE AND THE NORTH RIGHT-OF-WAY LINE OF ASH STREET.

THENCE EAST ON SAID NORTH RIGHT-OF-WAY LINE OF ASH STREET, A DISTANCE OF 580 FEET TO THE SOUTHEAST CORNER OF LOT 39 ON FRONT STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID NORTH RIGHT-OF-WAY LINE AND THE WEST RIGHT-OF-WAY OF FRONT STREET, AS PLATTED IN SAID ORIGINAL TOWN;

THENCE SOUTH ON SAID WEST RIGHT-OF-WAY LINE OF FRONT STREET, A DISTANCE OF 1760 FEET TO THE NORTHEAST CORNER OF LOT 69 ON FRONT STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID WEST RIGHT-OF-WAY LINE AND THE SOUTH RIGHT-OF-WAY LINE OF WALNUT STREET;

THENCE WEST ON SAID SOUTH RIGHT-OF-WAY LINE OF WALNUT STREET, A DISTANCE OF 330 FEET TO THE NORTHEAST CORNER OF LOT 1, ON WALNUT STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID SOUTH RIGHT-OF-WAY LINE AND THE WEST RIGHT-OF-WAY LINE OF 2ND STREET.

THENCE SOUTH ON SAID WEST RIGHT-OF-WAY LINE OF 2ND STREET, A DISTANCE OF 830 FEET TO THE NORTHEAST CORNER OF LOT 8, SAID SURVEYOR'S PLAT J, SAID POINT BEING THE INTERSECTION OF SAID WEST RIGHT-OF-WAY LINE AND THE SOUTH RIGHT-OF-WAY LINE OF MULBERRY STREET;

THENCE WEST ON SAID SOUTH RIGHT-OF-WAY LINE OF MULBERRY STREET, A DISTANCE OF 660 FEET TO THE NORTHEAST CORNER OF LOT 170 ON 4TH STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID SOUTH RIGHT-OF-WAY LINE AND THE WEST RIGHT-OF-WAY LINE OF 4TH STREET;

THENCE SOUTH ON SAID WEST RIGHT-OF-WAY LINE OF 4TH STREET, A DISTANCE OF 580 FEET TO THE NORTHEAST CORNER OF LOT 1, ON 4TH STREET, SAID HOLLAND'S ADDITION, SAID POINT BEING THE INTERSECTION OF SAID WEST RIGHT-OF-WAY LINE AND THE SOUTH RIGHT-OF-WAY LINE OF SOUTH STREET;

THENCE WEST ON SAID SOUTH RIGHT-OF-WAY LINE OF SOUTH STREET, A DISTANCE OF 935.44 FEET TO THE INTERSECTION OF SAID SOUTH RIGHT-OF-WAY LINE AND THE EAST RIGHT-OF-WAY LINE OF 7TH STREET;

THENCE NORTH ON SAID EAST RIGHT-OF-WAY LINE OF 7TH STREET, A DISTANCE OF 1410 FEET TO THE NORTHWEST CORNER OF LOT 139 ON 7TH STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID EAST RIGHT-OF-WAY LINE AND THE SOUTH RIGHT-OF-WAY LINE OF WALNUT STREET;

THENCE WEST ON SAID SOUTH RIGHT OF WAY LINE OF WALNUT STREET, A DISTANCE OF 210 FEET TO THE INTERSECTION OF SAID SOUTH RIGHT-OF-WAY LINE, AND THE WEST LINE OF A 10 FOOT ALLEY BETWEEN 7TH STREET AND 8TH STREET, SAID ORIGINAL TOWN,

THENCE NORTH ON SAID WEST LINE OF A 10 FOOT ALLEY, A DISTANCE OF 280 FEET TO THE SOUTHEAST CORNER OF LOT 129 ON 8TH STREET, SAID ORIGINAL TOWN.

Z:\CIVIL 3D PROJECTS 2014\E15_1183\SURVEY\1183EX08.dwg, 5/14/2015 8:47:30 AM, rlr



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SALINA, KANSAS 67401
Ph: (785) 823-3400 | Fax: (785) 823-3411
so@kveeng.com | www.kveeng.com

KAW VALLEY ENGINEERING

REVISED PER CITY COMMENTS
5-13-15, LRR

REVISED PER CLIENT COMMENTS
3-12-15, LRR

E15S1183 FEB, 19, 2015
1183EX8A LRR

DRAFT

THENCE WEST ON THE SOUTH LINE OF SAID LOT 129, A DISTANCE OF 120 FEET TO THE SOUTHWEST CORNER OF SAID LOT 129 ON 8TH STREET, SAID POINT BEING ON THE EAST RIGHT-OF-WAY LINE OF 8TH STREET;

THENCE NORTH ON SAID EAST RIGHT-OF-WAY LINE OF 8TH STREET, A DISTANCE OF 650 FEET TO THE SOUTHWEST CORNER OF LOT 107 ON 8TH STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID EAST RIGHT-OF-WAY LINE AND THE NORTH RIGHT-OF-WAY LINE OF IRON STREET;

THENCE EAST ON THE SOUTH LINE OF SAID LOT 107, A DISTANCE OF 120 FEET TO THE SOUTHEAST CORNER OF SAID LOT 107, SAID POINT BEING ON THE WEST LINE OF A 10 FOOT ALLEY BETWEEN 7TH STREET AND 8TH STREET, SAID ORIGINAL TOWN;

THENCE NORTH ON SAID WEST LINE OF A 10 ALLEY, A DISTANCE OF 432.5 FEET TO THE SOUTHEAST CORNER OF A TRACT OF LAND DESCRIBED IN DEED BOOK 229, PAGE 381 IN THE OFFICE OF THE SALINE COUNTY REGISTER OF DEEDS;

THENCE WEST ON THE SOUTH LINE OF SAID DESCRIBED TRACT, A DISTANCE OF 120 FEET TO THE SOUTHWEST CORNER OF SAID DESCRIBED TRACT, SAID POINT BEING ON SAID EAST RIGHT-OF-WAY LINE OF 8TH STREET;

THENCE NORTH ON SAID EAST RIGHT-OF-WAY LINE OF 8TH STREET, A DISTANCE OF 397.5 FEET TO THE SOUTHWEST CORNER OF LOT 77 ON 8TH STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID EAST RIGHT-OF-WAY LINE AND THE NORTH RIGHT-OF-WAY LINE OF ASH STREET;

THENCE EAST ON SAID NORTH RIGHT-OF-WAY LINE OF ASH STREET, A DISTANCE OF 330 FEET TO THE SOUTHWEST CORNER OF LOT 77 ON 7TH STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID NORTH RIGHT-OF-WAY LINE AND SAID EAST RIGHT-OF-WAY LINE OF 7TH STREET;

THENCE NORTH ON SAID EAST RIGHT-OF-WAY LINE OF 7TH STREET, A DISTANCE OF 830 FEET TO THE SOUTHWEST CORNER OF LOT 47 ON 7TH STREET, SAID ORIGINAL TOWN, SAID POINT BEING THE INTERSECTION OF SAID EAST RIGHT-OF-WAY LINE AND THE NORTH RIGHT-OF-WAY LINE OF ELM STREET;

THENCE EAST ON SAID NORTH RIGHT-OF-WAY LINE OF ELM STREET, A DISTANCE OF 1340 FEET TO THE POINT OF BEGINNING.

12/15/2015 10:00 AM



742 DUVALL AVENUE
SALINA, KANSAS 67401
PH (785) 823-3400 | FAX (785) 823-3411
so@kveng.com | www.kveng.com
KAW VALLEY ENGINEERING

REVISED PER CITY COMMENTS
5-13-15, LRR
REVISED PER CLIENT COMMENTS.
3-12-15, LRR
E15S1183 FEB. 19, 2015
1183EXBA LRR

EXHIBIT E
MAP OF STAR BOND PROJECT DISTRICT & PROJECT AREA

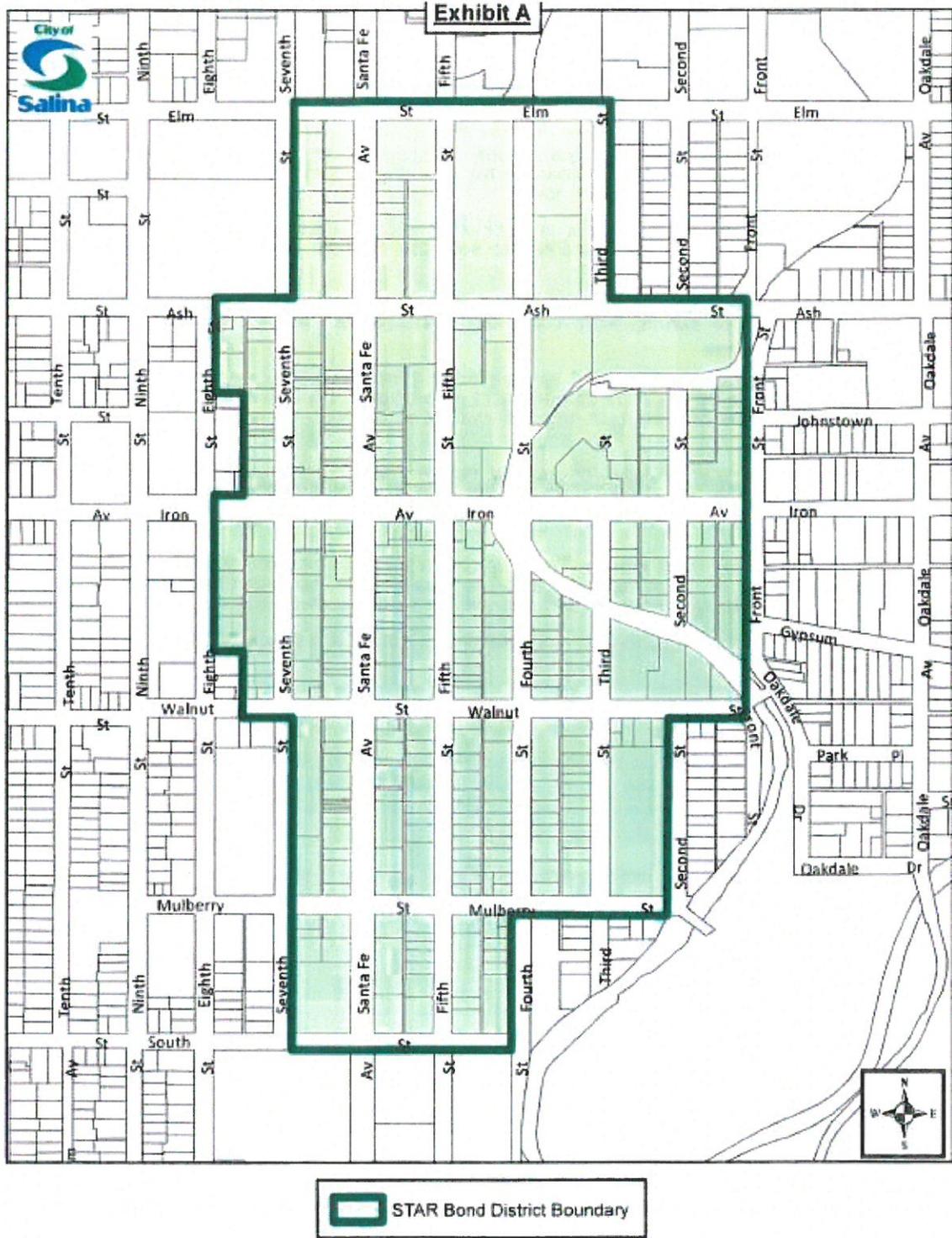
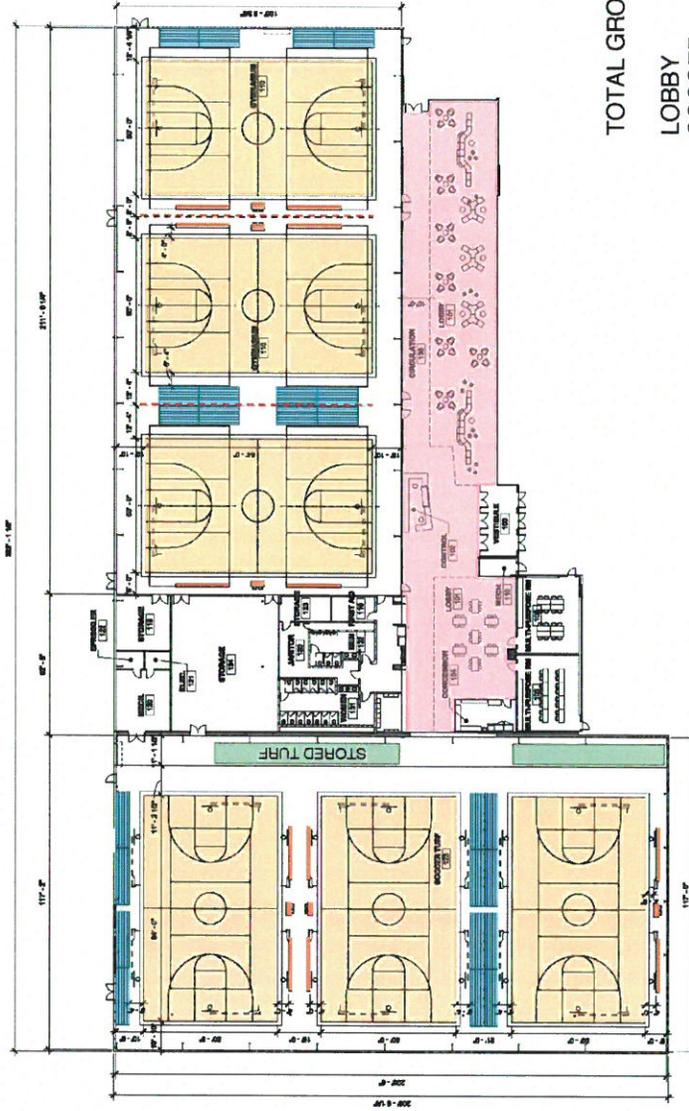


EXHIBIT F-1
FIELDHOUSE CONCEPTUAL PLANS
(SEE ATTACHED)

The 3x3 – B



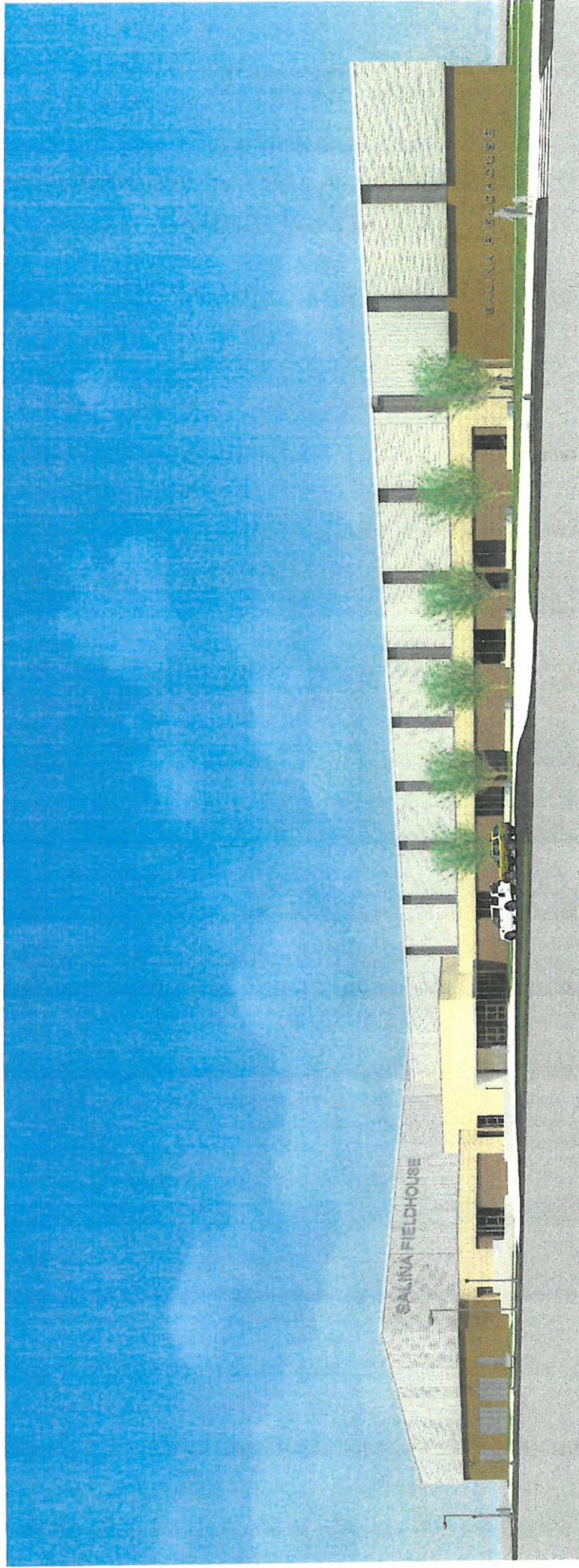
TOTAL GROSS S.F.	63,420
LOBBY	8,000
SOCCER	24,040
GYMNASIUM	23,322

PLAN 3x3 (DEVELOPED-REVISED) - (6) BASKETBALL

Salina Field House

Base Exterior

Refer to Material Sample Board for actual materials and colors

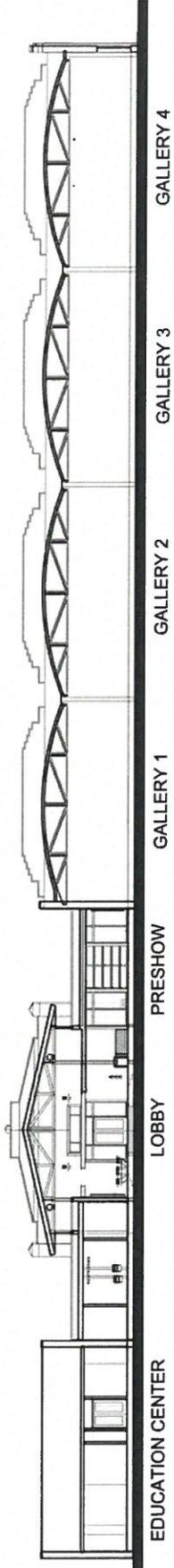


DRAFT

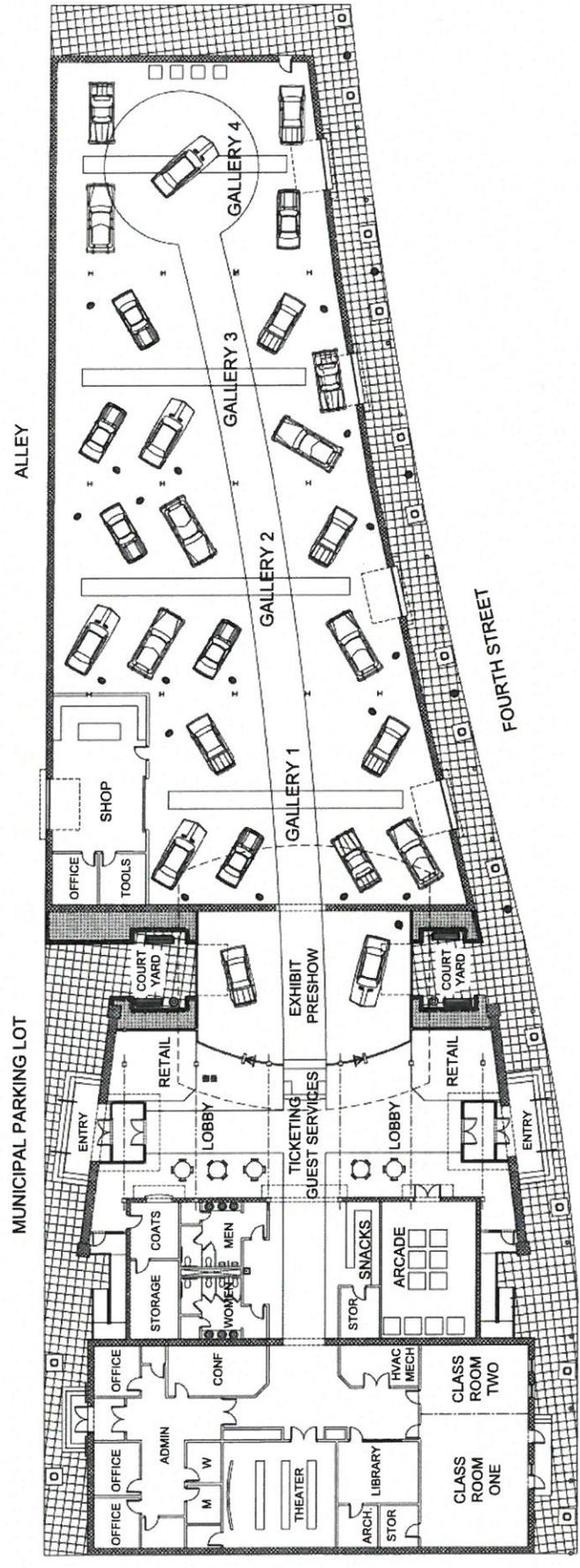
EXHIBIT F-2

CAR MUSEUM CONCEPTUAL PLANS AND AUTOMOBILE INVENTORY

(SEE ATTACHED)



PROJECT SECTION LOOKING WEST

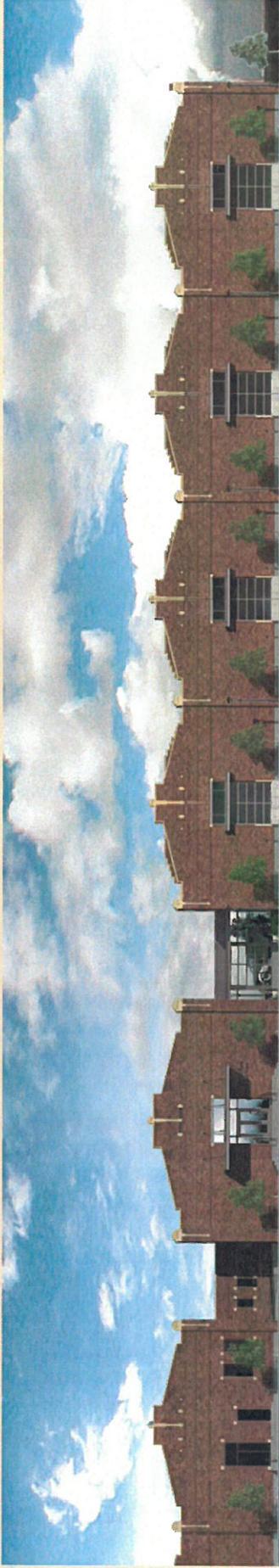


PROJECT FLOOR PLAN

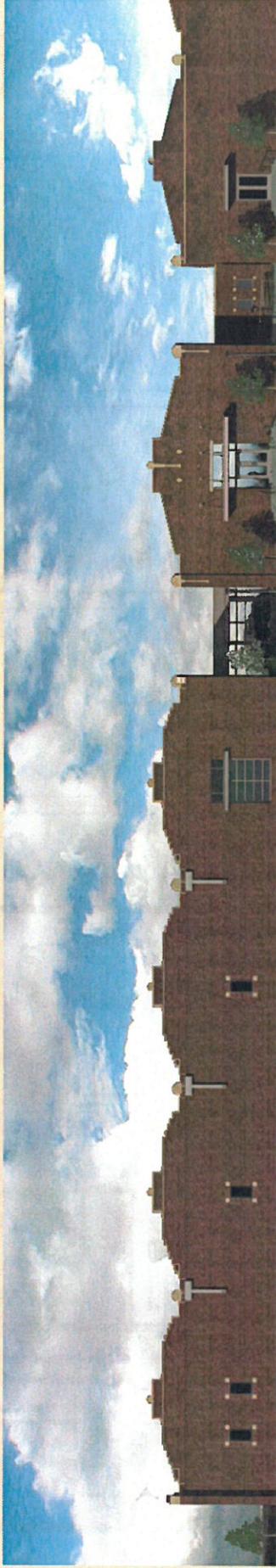
AMERICA'S CROSSROADS CAR COLLECTION

SALINA, KANSAS





WEST ELEVATION - VIEW FROM FOURTH STREET



EAST ELEVATION - VIEW FROM MUNICIPAL PARKING LOT / FIFTH STREET

exline

salina

AMERICA'S CROSSROADS CAR COLLECTION

SALINA, KANSAS





VIEW OF THE CROSSROADS PRE-SHOW AREA FROM FOURTH STREET

exline

AMERICA'S CROSSROADS CAR COLLECTION

SALINA, KANSAS





INTERIOR VIEW OF THE CROSSROADS CAR COLLECTION LOBBY

AMERICA'S CROSSROADS CAR COLLECTION

SALINA, KANSAS

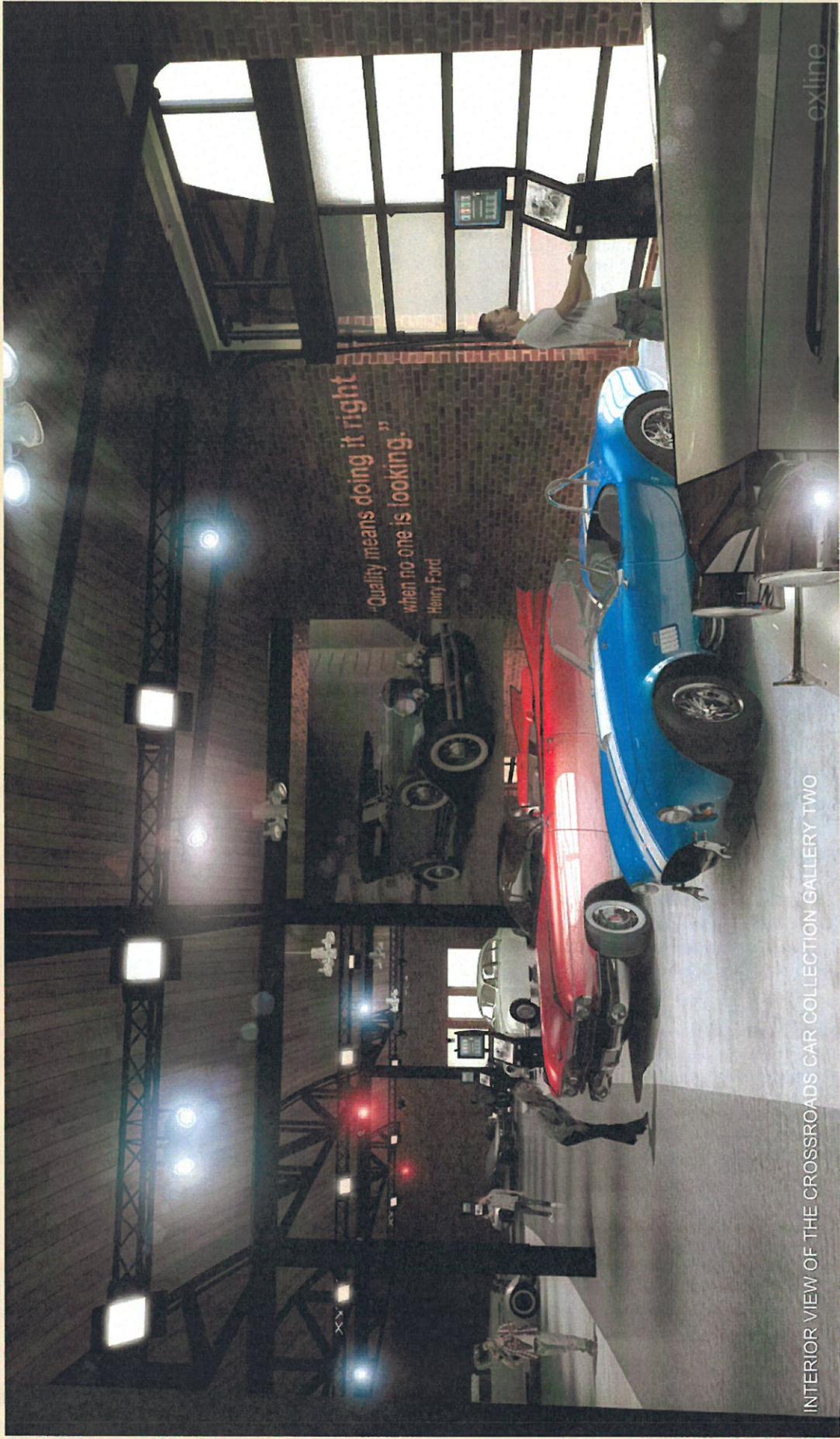


INTERIOR VIEW OF THE CROSSROADS CAR COLLECTION LOBBY

AMERICA'S CROSSROADS CAR COLLECTION

SALINA, KANSAS





INTERIOR VIEW OF THE CROSSROADS CAR COLLECTION GALLERY TWO

AMERICA'S CROSSROADS CAR COLLECTION

SALINA, KANSAS

exline

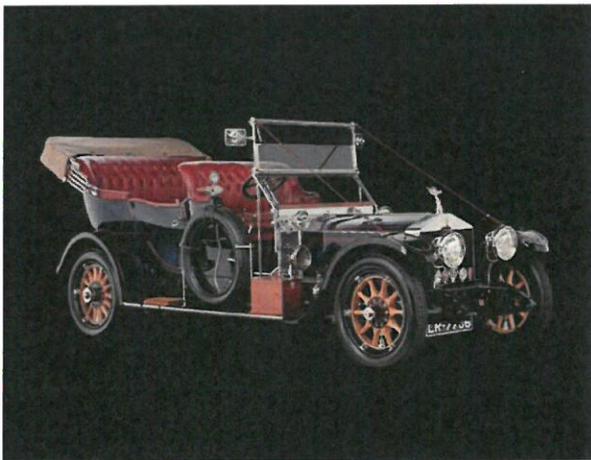




1902 Locomobile Steam Runabout



1923 Bentley Vanden Plas Tourer



1912 Rolls-Royce Silver Ghost



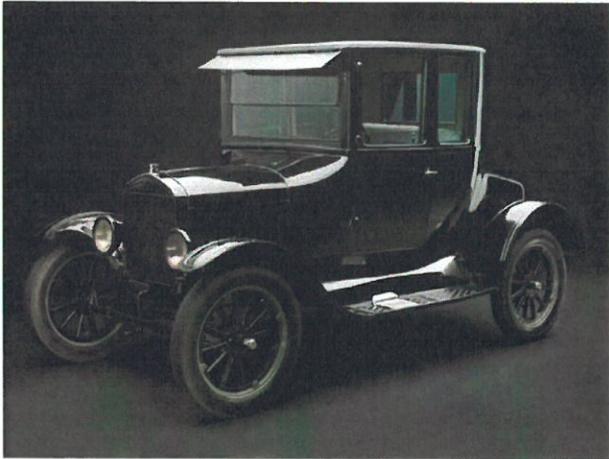
1924 Rolls-Royce Silver Ghost



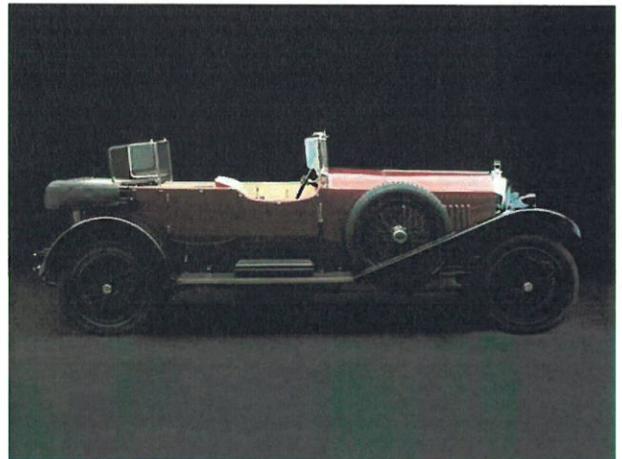
1918 Ford Model T Speedster



1924 Rolls-Royce Silver Ghost



1925 Ford Model T Coupe



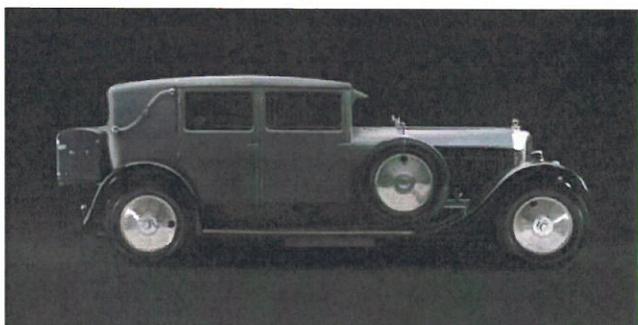
1929 Bentley



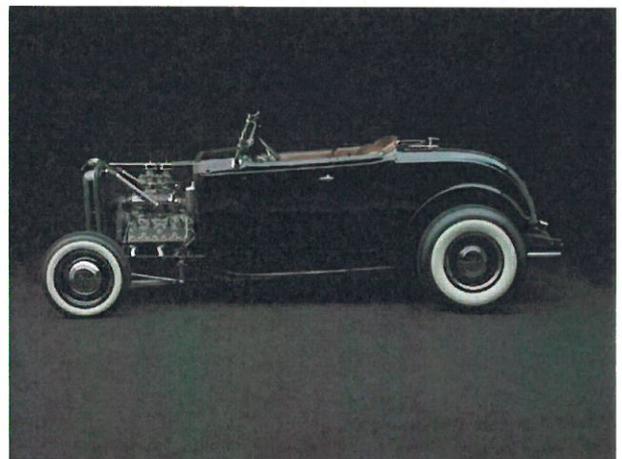
1925 Rolls-Royce Silver Ghost



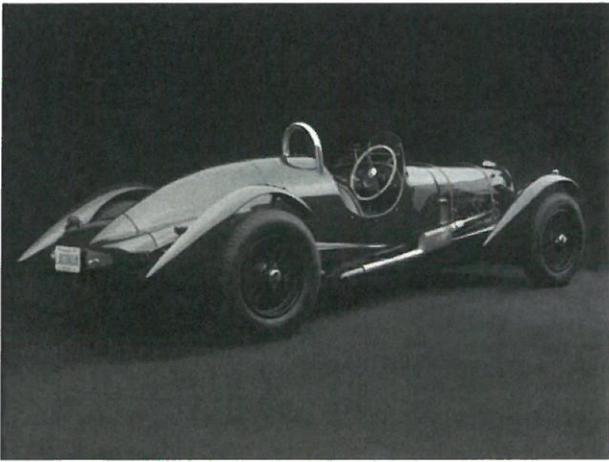
1932 Ford 5-window Coupe



1928 Bentley Gurney Nutting Limousine



1932 Ford Roadster



1939 Lagonda V12 Le Mans



1949 Ford Convertible



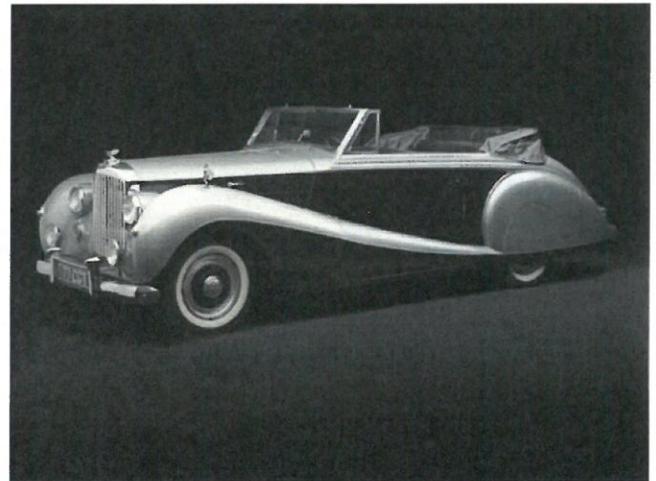
1941 Ford Opera Coupe



1950 Mercury Coupe



1947 Ford Woody Wagon



1951 Bentley Mark VI



1953 Buick Woody Wagon



1957 Porsche Speedster



1954 Kurtis 500 S



1958 Mercedes Benz 200 S Coupe



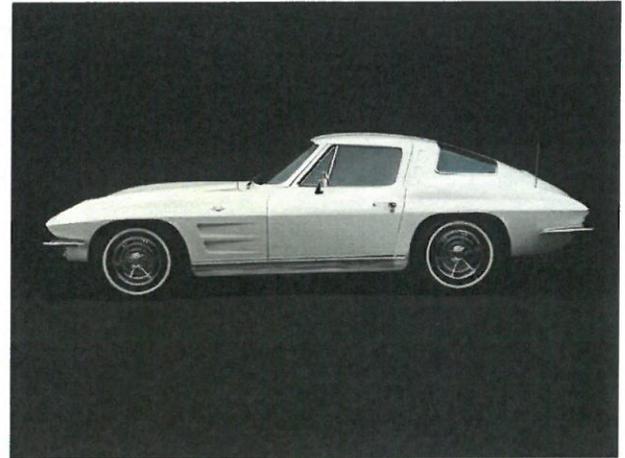
1956 Ford Ute



1958 Oldsmobile Convertible



1959 Cadillac Eldorado Convertible



1963 Chevrolet Corvette Split-Window



1959 Ford Galaxie Skyliner



1963 Ford Falcon



1960 Watson Roadster Indy Car



1964 Buick Skylark



1964 Ferrari 250 GT/L Lusso



1965 Ford Thunderbird



1964 Shelby Cobra



1965 Ford Mustang Shelby GT 350



1965 Ford Galaxie 500 XL



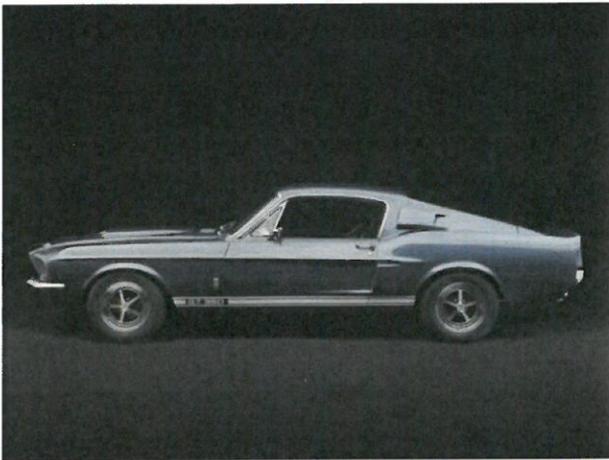
1966 Ford Mustang Shelby GT 350



1967 MG 1100 Sports Sedan



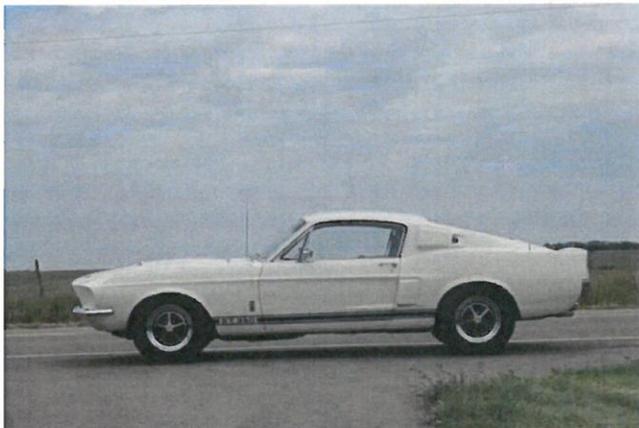
1968 Mini Cooper S



1967 Ford Mustang Shelby GT 350



1968 Morgan Plus 4 Roadster



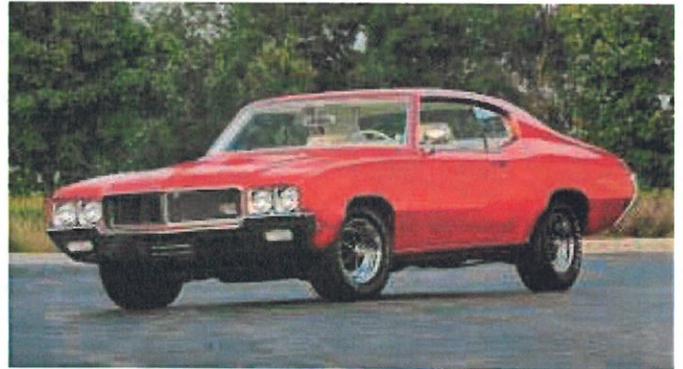
1967 Ford Mustang Shelby GT 350



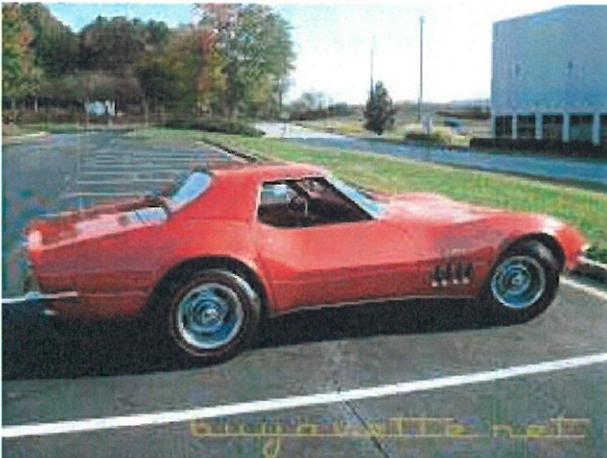
1969 Chevrolet Camaro RS Yenko



1969 Chevrolet Camaro Z28



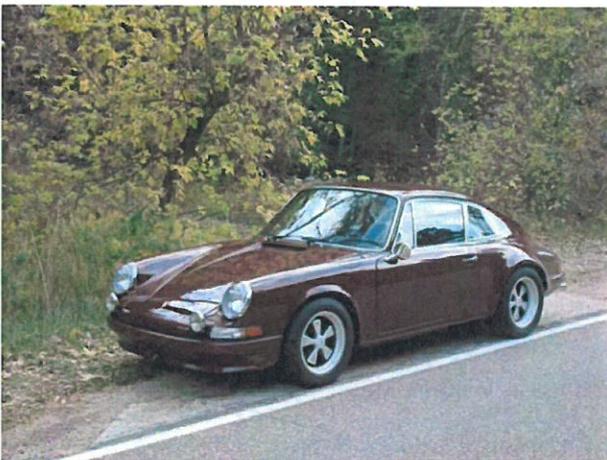
1970 Buick GS Stage 1 Fireglow



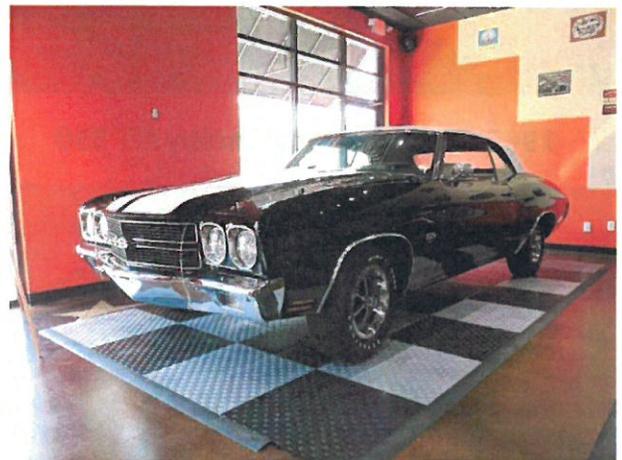
1969 Chevrolet Corvette Hardtop



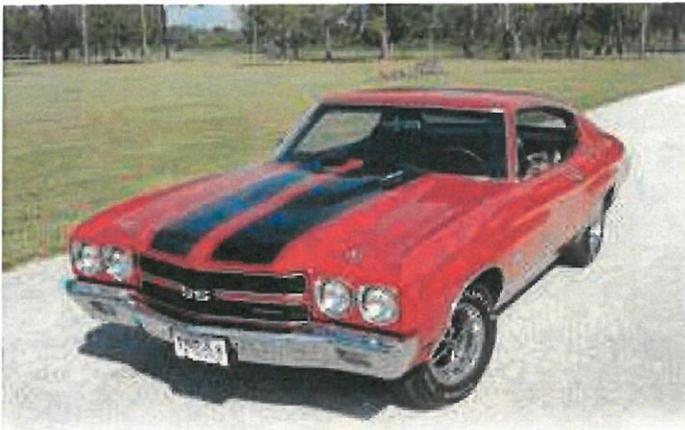
1970 Buick GSX Stage 1



1969 Porsche 911



1970 Chevrolet Chevelle LS5



1970 Chevrolet Chevelle LS6



1979 Ducati 750 F1 B



Photo: Tom Slyow / Muscle Car Review Magazine

1971 Chevrolet Nova SS Yenko



1979 Lincoln Mark V



1974 Pantera



1984 Zimmer Convertible



1986 Dodge Shelby GLHS



2005 Lotus Elise



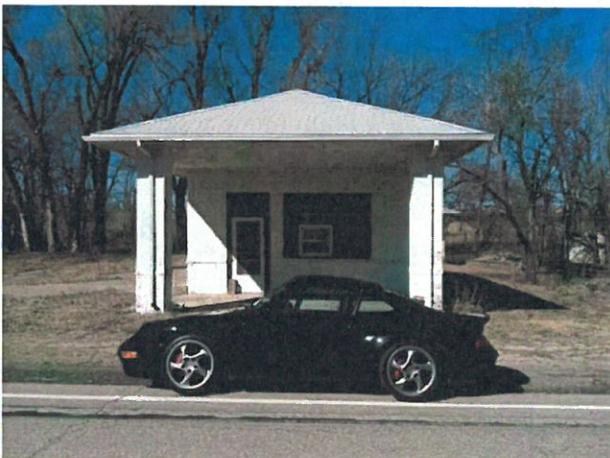
**1989 Reynard Toyota – Jeff Andretti
Formula Atlantic**



2006 Ford GT



2015 Chevrolet Camaro Yenko



1997 Porsche 911 Twin Turbo



Cushman Eagle Scooter

DRAFT

EXHIBIT F-3

DOWNTOWN STREETScape IMPROVEMENTS CONCEPTUAL PLANS

(SEE ATTACHED)



- LEGEND**
- H.1 Gateway Monument
 - H.2 Plaza Entry Sculpture
 - H.3 Sculpture Base
 - I.2 Elevated Light Post
 - I.3 Median Lighting

A.1 STREETSCAPE BLOCK 1
 ELM STREET TO ASH STREET



DOWNTOWN SALINA STREETSCAPE PLAN
 October 2015

Salina, Kansas



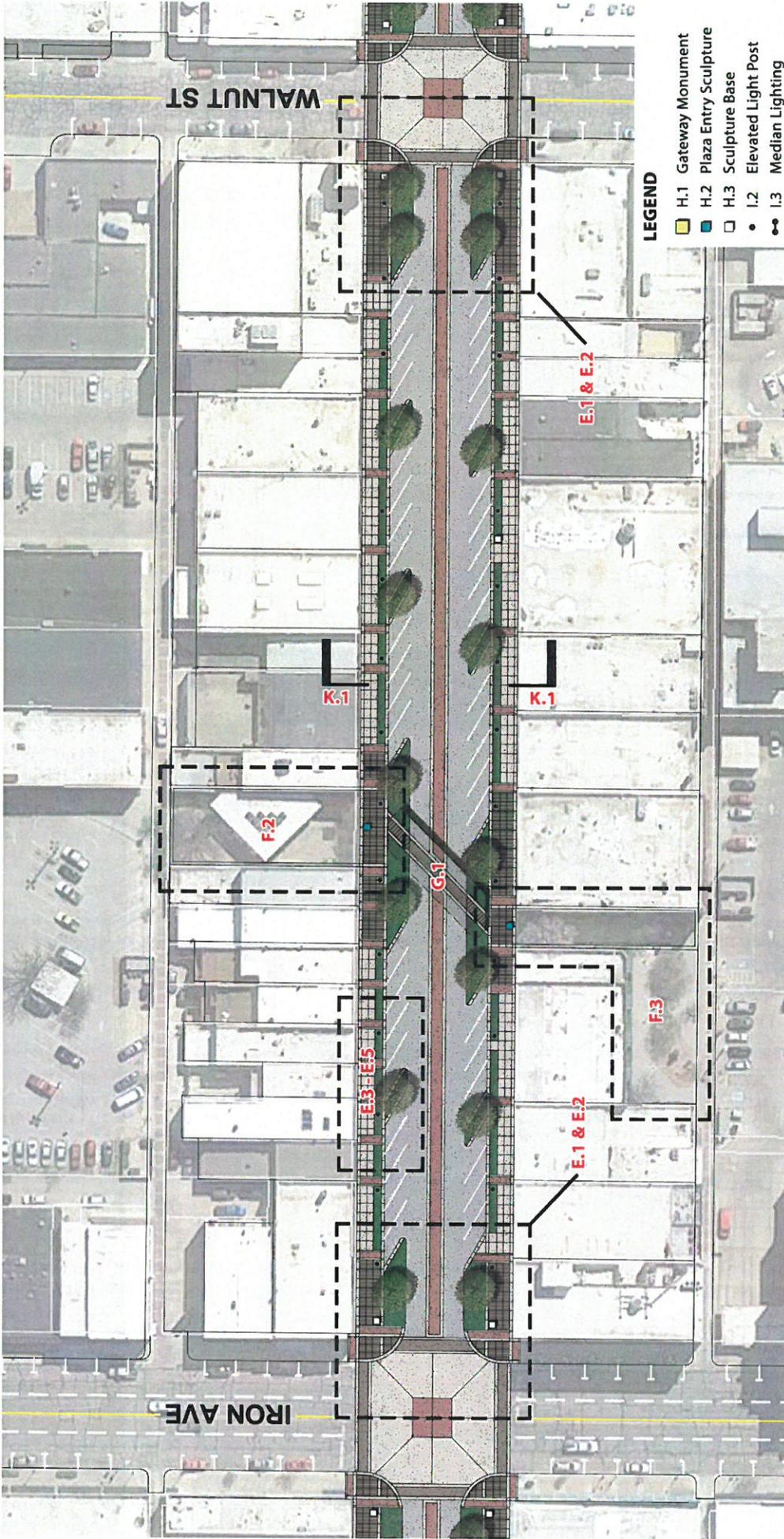
B.1 STREETScape BLOCK 2
 ASH STREET TO IRON AVENUE

DOWNTOWN SALINA STREETScape PLAN

Salina, Kansas

October 2015





C.1 STREETSCAPE BLOCK 3
 IRON AVENUE TO WALNUT STREET

DOWNTOWN SALINA STREETSCAPE PLAN

Salina, Kansas

October 2015

JOCHSNER
 HARE & HARE
 a design studio of

OLSSON
 ASSOCIATES





LEGEND

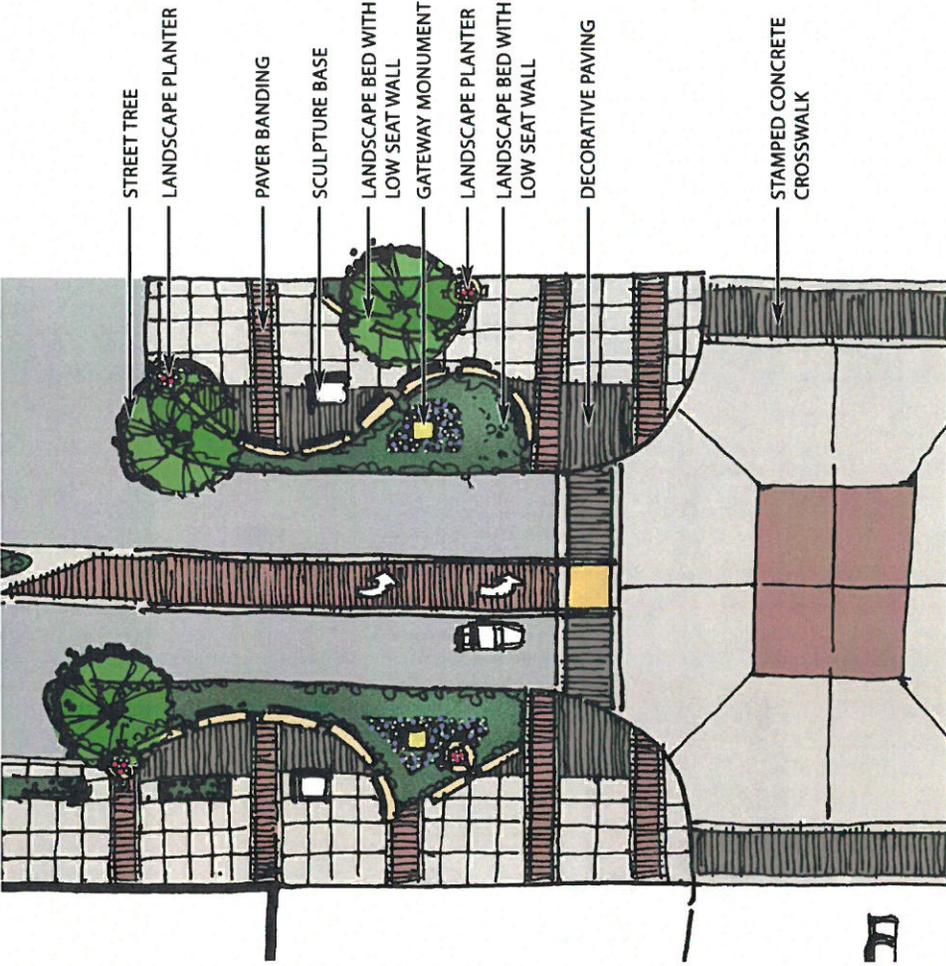
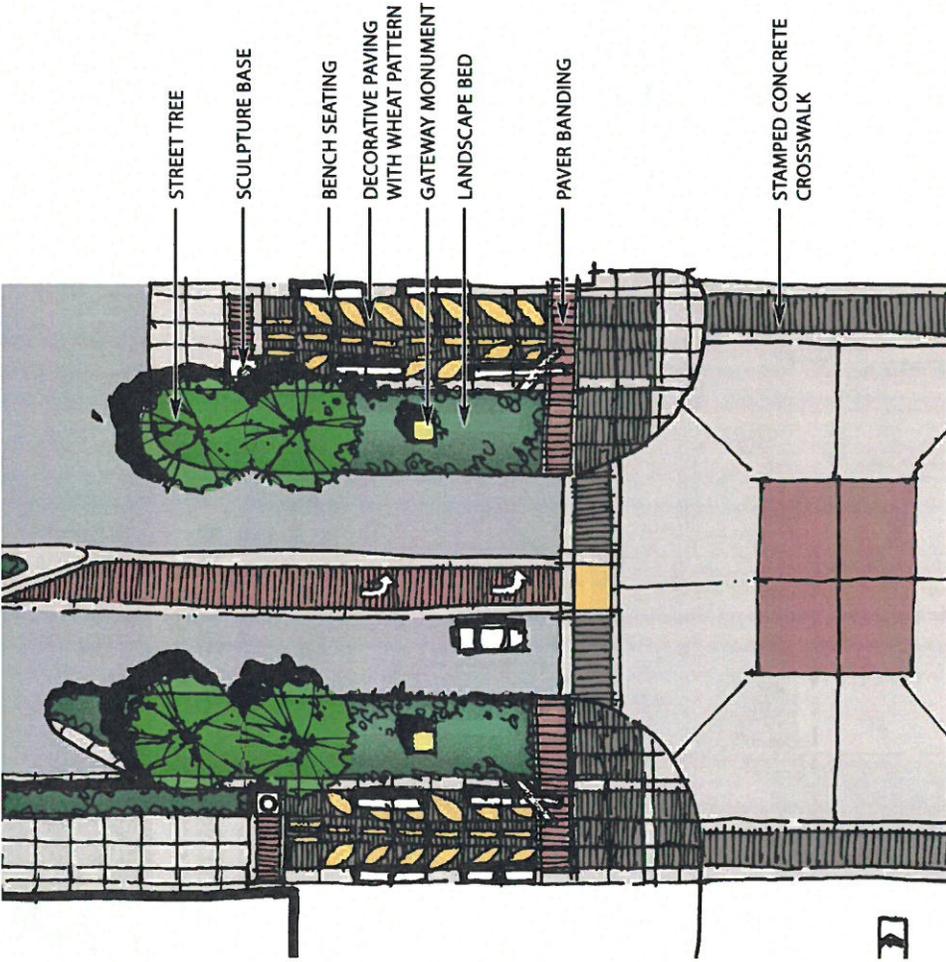
- H.1 Gateway Monument
- H.2 Plaza Entry Sculpture
- H.3 Sculpture Base
- I.2 Elevated Light Post
- I.3 Median Lighting

D.1 STREETSCAPE BLOCK 4
 WALNUT STREET TO MULBERRY STREET

DOWNTOWN SALINA STREETSCAPE PLAN
 Salina, Kansas

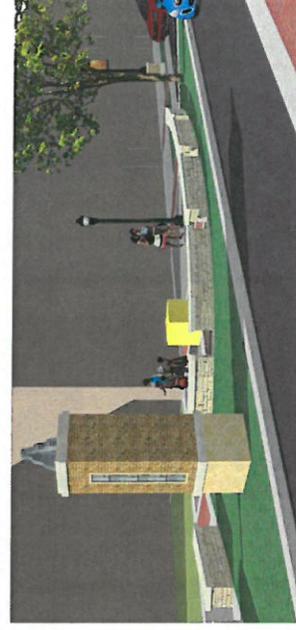
October 2015





E.1 & E.2 BLOCK ENDPOINT STREETSCAPE ALTERNATIVES

NOTE: The above alternatives are not location specific. Instead, they represent typical streetscape treatments to be applied to all block endpoints from Elm Street to Mulberry Street.



E.2 BLOCK ENDPOINT STREETSCAPE ILLUSTRATIONS

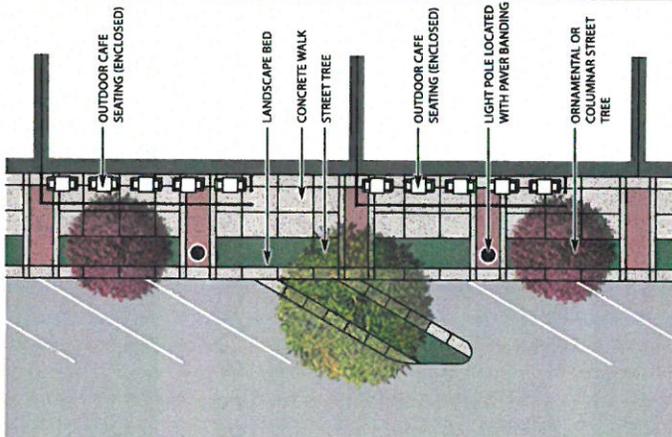
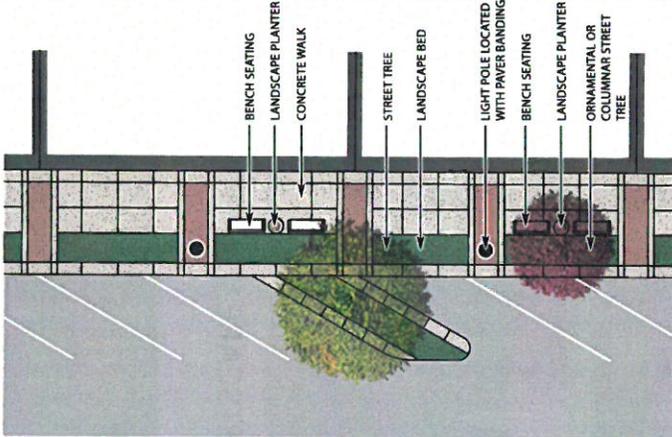
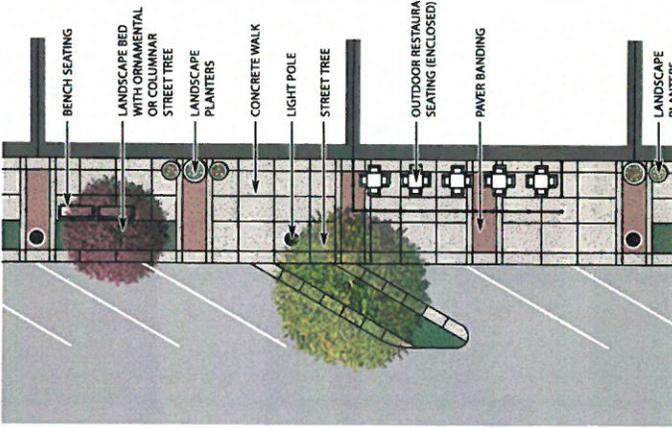
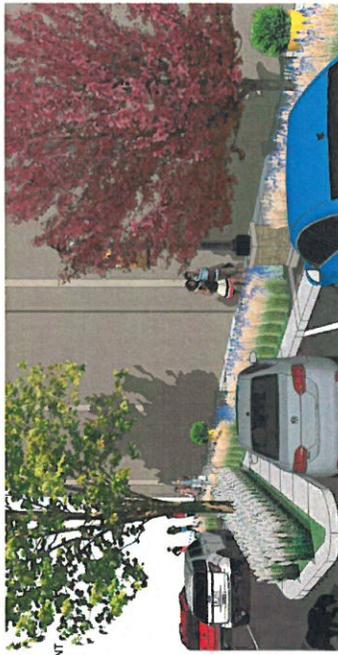
NOTE: The above illustrations are not location specific. Instead, they represent typical streetscape treatments to be applied to all block endpoints from Elm Street to Mulberry Street.

DOWNTOWN SALINA STREETSCAPE PLAN
Salina, Kansas

**VOCHSNER
HARE & HARE**
a design studio of

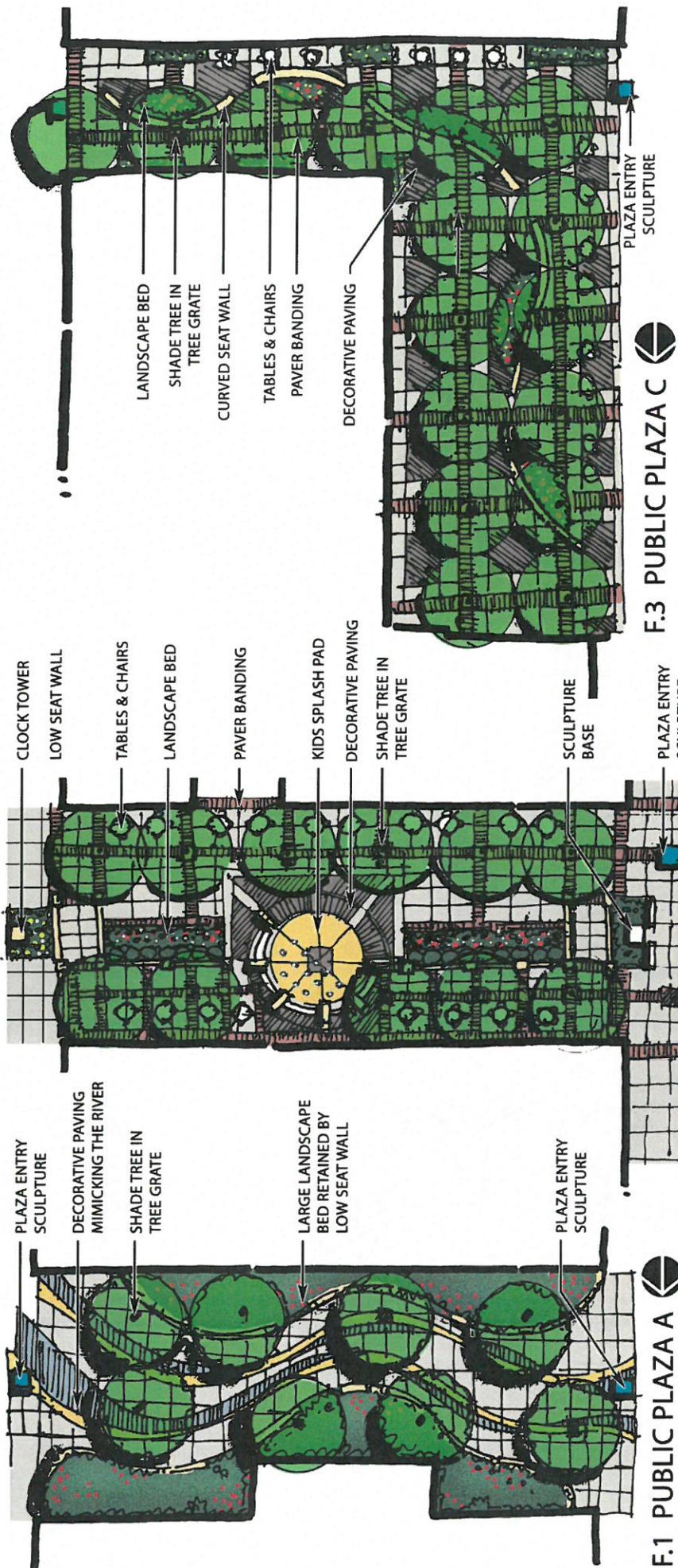
OLSSON
ASSOCIATES

October 2015

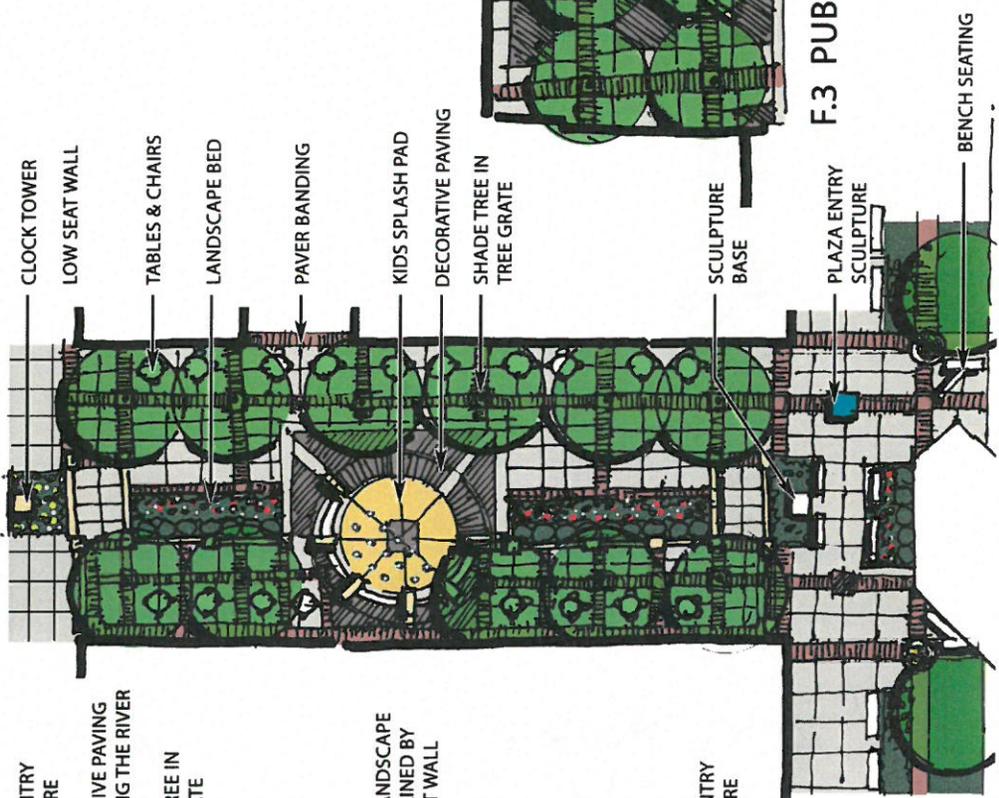


E.3, E.4 & E.5 INTERIOR BLOCK STREETScape ALTERNATIVES

NOTE: The above alternatives are not location specific. Instead, they represent typical streetscape treatments to be applied to the interior or middle portions of each block from Elm Street to Mulberry Street. Multiple treatments are required to accommodate the needs of the unique mix of uses in Downtown Salina.



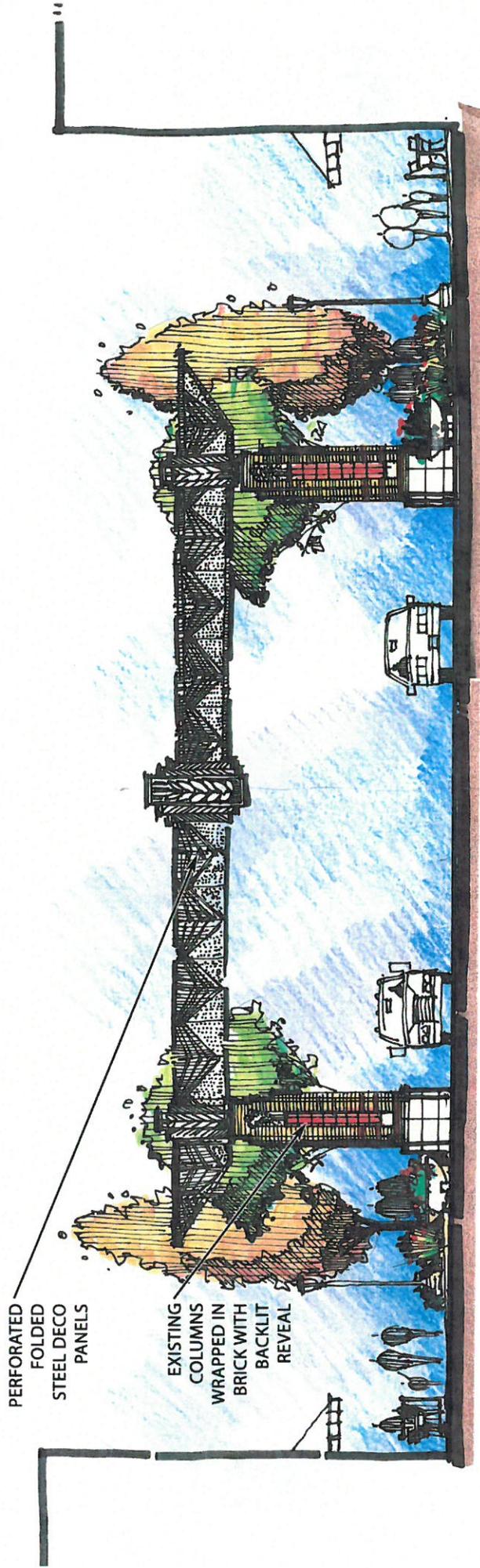
F.1 PUBLIC PLAZA A



F.2 PUBLIC PLAZA B



F.3 PUBLIC PLAZA C



G.1 OVERHEAD STRUCTURE ENHANCEMENT AT MID-BLOCK CROSSINGS

DOWNTOWN SALINA STREETSCAPE PLAN

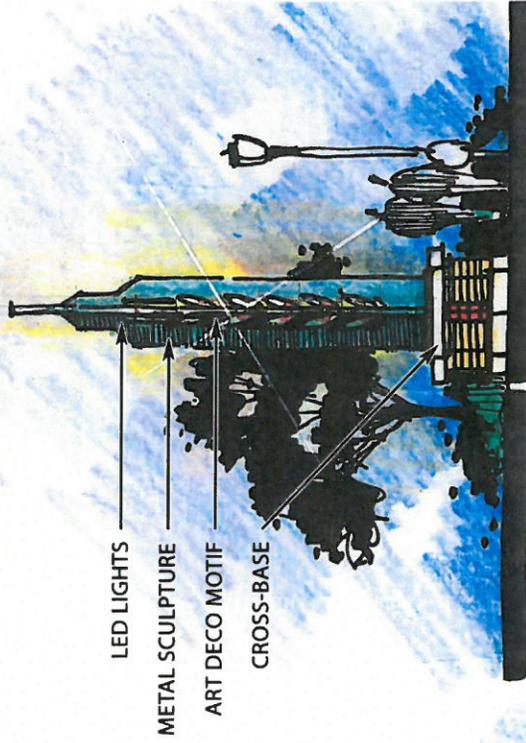
Salina, Kansas

October 2015

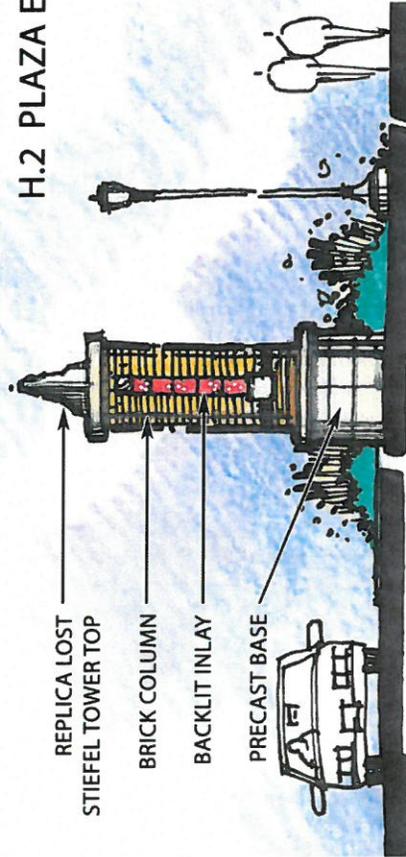
OCHSNER
HARE & HARE
a design studio of

OLSSON
ASSOCIATES





H.2 PLAZA ENTRY SCULPTURE



H.1 GATEWAY MONUMENT



H.3 SCULPTURE BASE

DOWNTOWN SALINA STREETSCAPE PLAN

Salina, Kansas

OCHSNER
 HARE & HARE
 a design studio of
 OLSSON ASSOCIATES

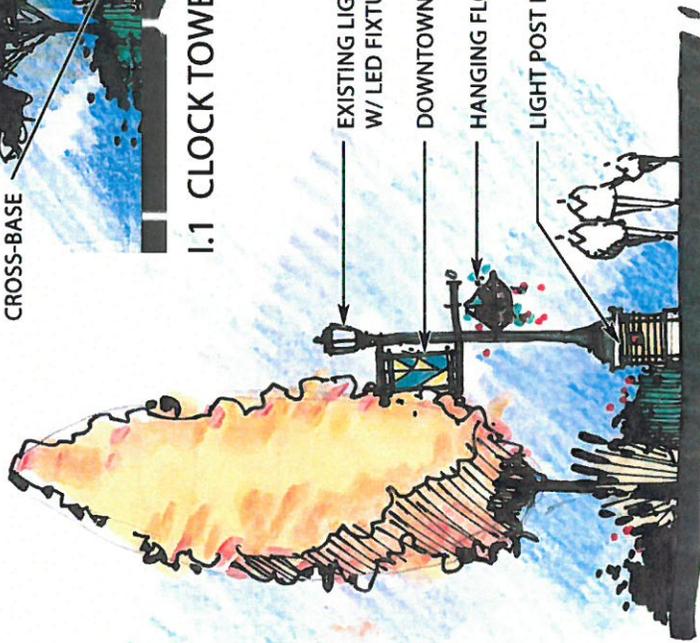
OLSSON
 ASSOCIATES



October 2015



I.1 CLOCK TOWER



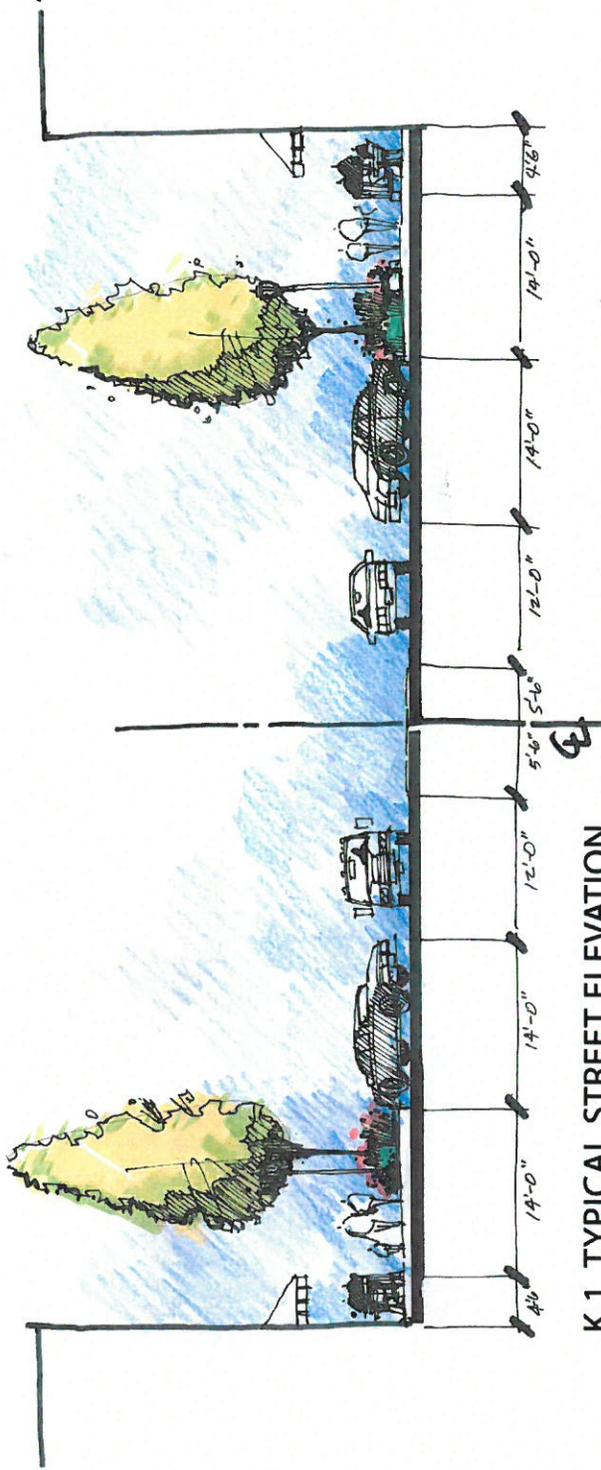
I.2 ELEVATED LIGHT POST



I.3 MEDIAN LIGHTING



J.1 TYPICAL STREET ELEVATION
 ELM STREET TO ASH STREET & WALNUT STREET TO MULBERRY STREET



K.1 TYPICAL STREET ELEVATION
 ASH STREET TO WALNUT STREET

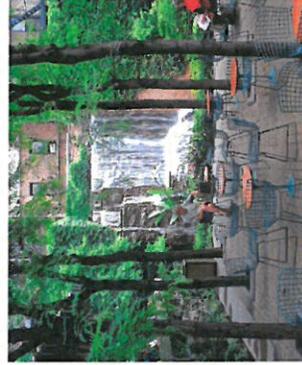
SITE FURNISHINGS & AMENITIES



Cafe or Restaurant Seating



Cafe or Restaurant Seating



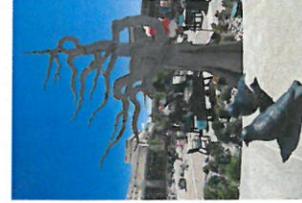
Pocket Park Seating



Iron Tree Grate



Permanent Art/Sculpture Installation



L. HARDSCAPE & SITE FURNISHING MATERIALS



Bench Seating



Bench Seating



Light Post w/ Banners



String Lighting



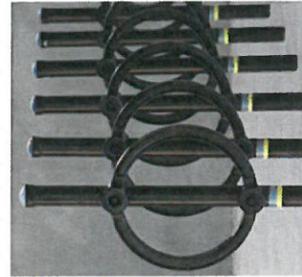
Splash Pad



Performance Stage



Bike Rack



Bike Rack



Large Storefront Planter



Large Storefront Planter



Gateway Structure w/ Masonry Columns



Fountain Feature

DOWNTOWN SALINA STREETSCAPE PLAN
Salina, Kansas

October 2015

COCHSNER HARE & HARE
a design studio of **OLSSON ASSOCIATES**

OLSSON ASSOCIATES

M. HARDSCAPE & SITE FURNISHING MATERIALS

PAVING MATERIALS



Grey Concrete, Broom Finish



Grey Concrete, Swirl Finish



Decorative Paver Fields



Decorative Paver Fields



Decorative Paver Fields w/ Landscape Beds & Seating



Exposed Aggregate Concrete



Integral Colored Concrete



Stamped Concrete Intersections



Stamped or Tiled Concrete



Decorative Paver Fields



Eco Dublin Permeable Pavers



Eco Dublin Permeable Pavers



Urban Stone Pavers



Urban Stone Pavers

DOWNTOWN SALINA STREETSCAPE PLAN
Salina, Kansas



October 2015

N. LANDSCAPE MATERIALS

OVERSTORY TREES



Armstrong Maple



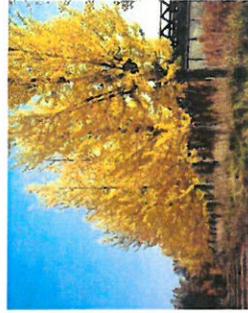
Columnar English Oak



Columnar Hornbeam



Frontier Elm



Princeton Sentry Ginkgo



Skyline & Shademaster Honeylocust

ORNAMENTAL TREES



Eastern Redbud



Cornelian Cherry Dogwood



Prairiefire Crabapple



Coralberry



Witch Hazel



Grey & Redosier Dogwood



Arrowwood Viburnum



Button Bush



Gro-Low Sumac

PERENNIALS & ORNAMENTAL GRASSES



White & Purple Coneflowers



Blanket Flower



Lead Plant



Common & Plains Sunflower



'May Night' Salvia



Black Eyed Susan



Prairie Dropseed



Side Oats Grama



Indian Grass



Lanceleaf Coreopsis



Grey-Headed Coneflower



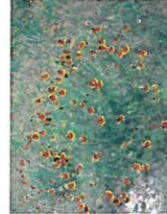
Bee Balm



Butterfly Milkweed



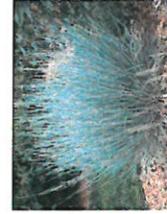
Smooth Penstemon



'Mexican Hat' Coneflower



Big Bluestem



Little Bluestem



Switchgrass

DOWNTOWN SALINA STREETSCAPE PLAN

Salina, Kansas

October 2015

COCHSNER
HARE & HARE
a design studio of

OLSSON
ASSOCIATES

DRAFT

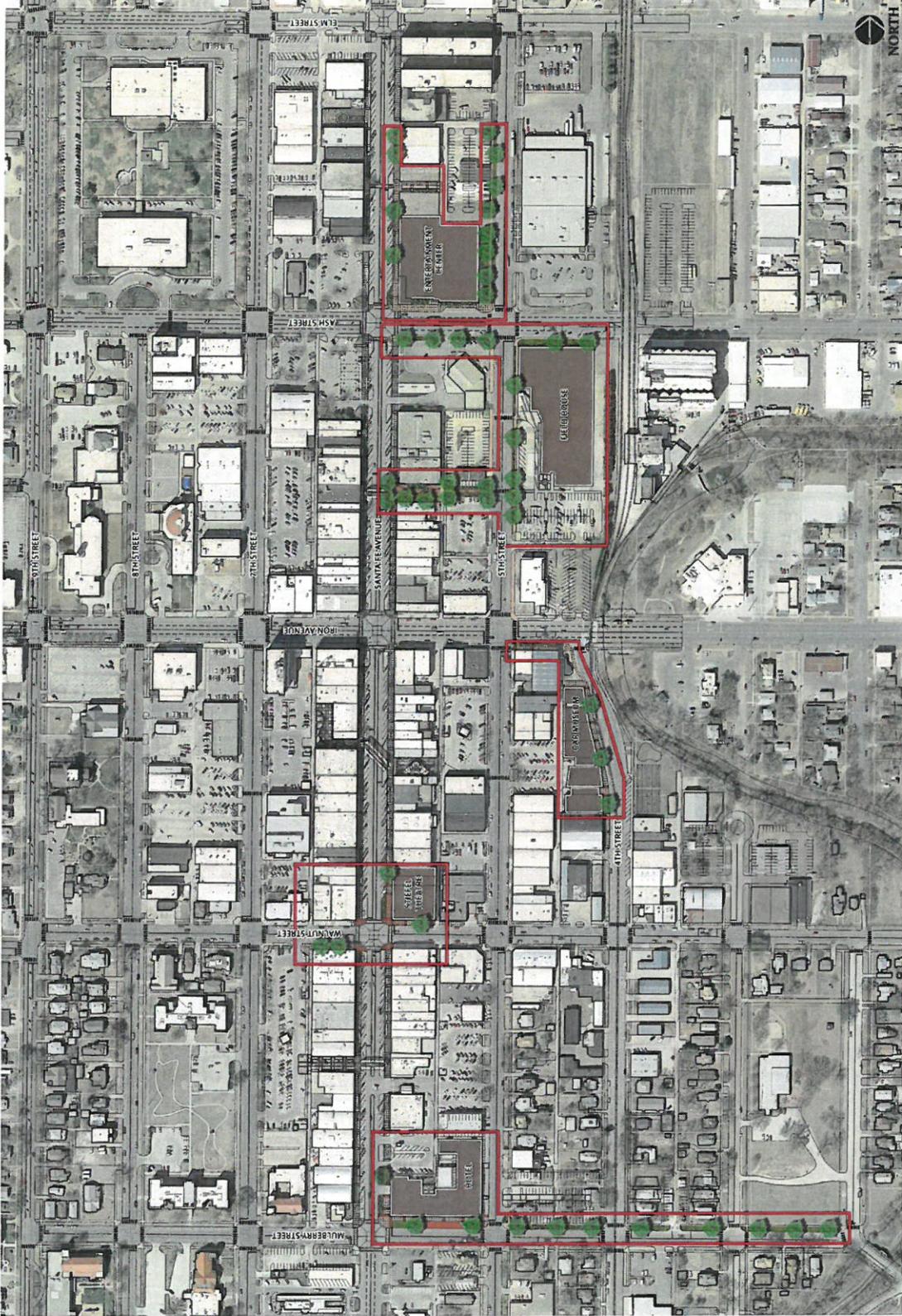
EXHIBIT F-4

**ATTRACTION-SPECIFIC STREETScape IMPROVEMENTS CONCEPTUAL PLANS
AND BUDGET**

(SEE ATTACHED)

OVERALL PLAN - PEDESTRIAN
CONNECTIVITY IMPROVEMENT
AREAS

- STAR BOND AREAS
- SPECIFIC STAR BOND PROJECTS



DOWNTOWN SALINA STREETSCAPE IMPROVEMENTS
SALINA, KANSAS


**OCHSNER
HARE & HARE**
 a design studio of **OLSSON ASSOCIATES**
DATE: 05/14/15
PROJECT # 01524


OLSSON
 ASSOCIATES

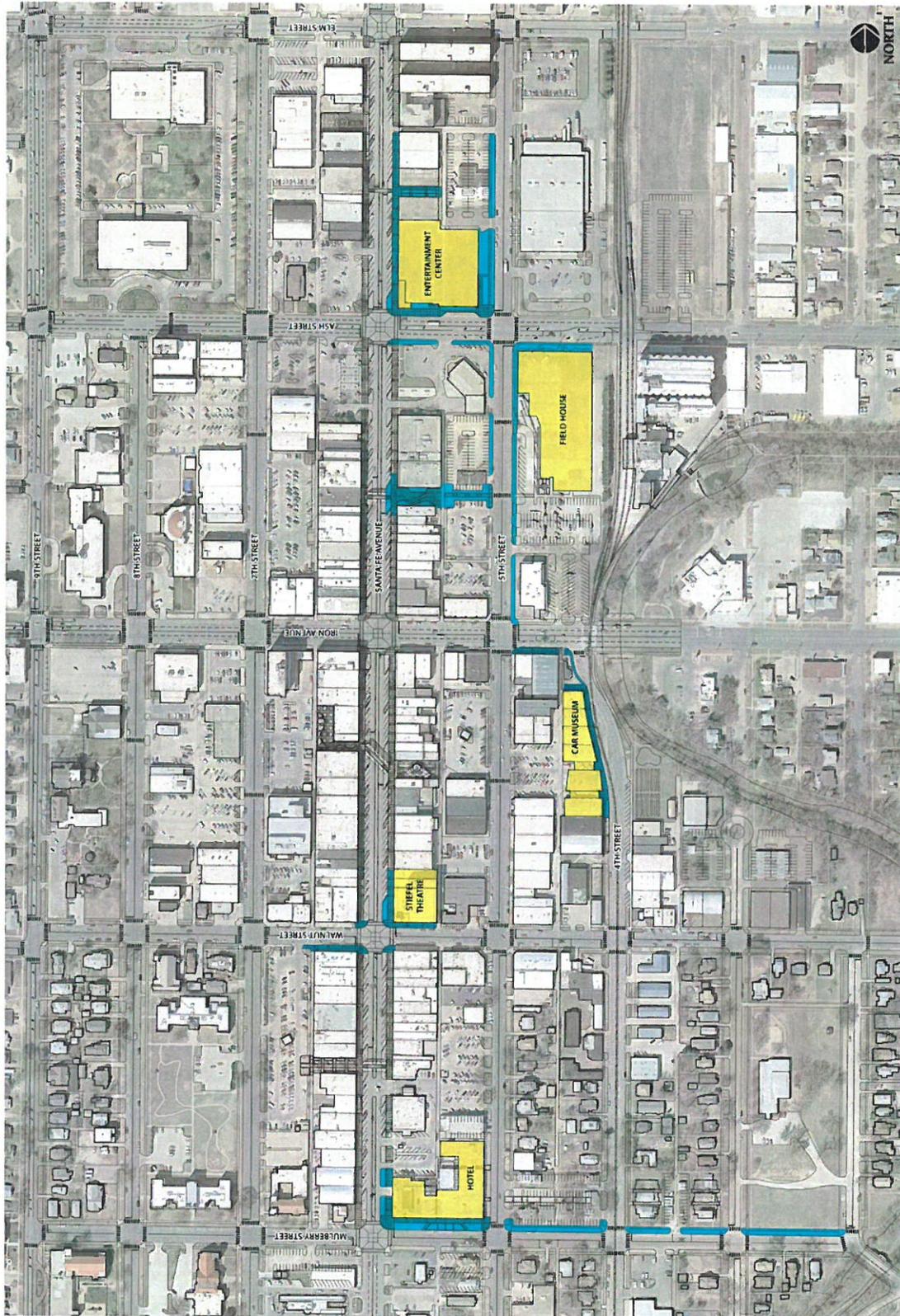
**OVERALL PLAN - PEDESTRIAN
CONNECTIVITY IMPROVEMENT
AREAS**



STAR BOND PROJECTS



STAR BOND ELIGIBLE
PEDESTRIAN CONNECTIVITY
IMPROVEMENTS



OPINION OF PROBABLE COSTS - STREETSCAPE

ENTERTAINMENT CENTER	\$702,288.40
FIELD HOUSE	\$722,083.60
CAR MUSEUM	\$202,044.00
STIEFEL THEATRE	\$213,692.80
HOTEL	\$508,747.60
TOTAL	\$2,348,856.40

DOWNTOWN SALINA STREETSCAPE IMPROVEMENTS

SALINA, KANSAS

**OCHSNER
HARE & HARE**
a design studio of
OLSSON
ASSOCIATES

**OLSSON
ASSOCIATES**

STAR Bond Eligible Pedestrian Connectivity Improvements

Opinion of Probable Costs

May 4, 2016

Description	Unit	Quantity	Unit Price	Cost
ENTERTAINMENT CENTER				
Enhanced Hardscape & Landscape Treatment	SF	20,024	\$ 23.60	\$ 472,566.40
Standard Hardscape & Landscape Treatment	SF	9,477	\$ 18.00	\$ 170,586.00
Basic Hardscape & Landscape Treatment	SF	4,928	\$ 12.00	\$ 59,136.00
			TOTAL =	\$ 702,288.40
FIELD HOUSE				
Enhanced Hardscape & Landscape Treatment	SF	28,976	\$ 23.60	\$ 683,833.60
Standard Hardscape & Landscape Treatment	SF	2,125	\$ 18.00	\$ 38,250.00
Basic Hardscape & Landscape Treatment	SF	0	\$ 12.00	\$ -
			TOTAL =	\$ 722,083.60
CAR MUSEUM				
Enhanced Hardscape & Landscape Treatment	SF	0	\$ 23.60	\$ -
Standard Hardscape & Landscape Treatment	SF	9,752	\$ 18.00	\$ 175,536.00
Basic Hardscape & Landscape Treatment	SF	2,209	\$ 12.00	\$ 26,508.00
			TOTAL =	\$ 202,044.00
STIEFEL THEATRE				
Enhanced Hardscape & Landscape Treatment	SF	5,843	\$ 23.60	\$ 137,894.80
Standard Hardscape & Landscape Treatment	SF	4,211	\$ 18.00	\$ 75,798.00
Basic Hardscape & Landscape Treatment	SF	0	\$ 12.00	\$ -
			TOTAL =	\$ 213,692.80
HOTEL				
Enhanced Hardscape & Landscape Treatment	SF	13,781	\$ 23.60	\$ 325,231.60
Standard Hardscape & Landscape Treatment	SF	0	\$ 18.00	\$ -
Basic Hardscape & Landscape Treatment	SF	15,293	\$ 12.00	\$ 183,516.00
			TOTAL =	\$ 508,747.60
			Project Total =	\$2,348,856.40

STAR Bond Eligible Pedestrian Connectivity Improvements

Opinion of Probable Costs

May 4, 2016

Description	Unit	Quantity	Unit Price	Cost
ENTERTAINMENT CENTER				
Enhanced Hardscape & Landscape Treatment	SF	20,024	\$ 23.60	\$ 472,566.40
Standard Hardscape & Landscape Treatment	SF	9,477	\$ 18.00	\$ 170,586.00
Basic Hardscape & Landscape Treatment	SF	4,928	\$ 12.00	\$ 59,136.00
			TOTAL =	\$ 702,288.40

STAR Bond Eligible Pedestrian Connectivity Improvements

Opinion of Probable Costs

May 4, 2016

Description	Unit	Quantity	Unit Price	Cost
FIELD HOUSE				
Enhanced Hardscape & Landscape Treatment	SF	28,976	\$ 23.60	\$ 683,833.60
Standard Hardscape & Landscape Treatment	SF	2,125	\$ 18.00	\$ 38,250.00
Basic Hardscape & Landscape Treatment	SF	0	\$ 12.00	\$ -
			TOTAL =	\$ 722,083.60

STAR Bond Eligible Pedestrian Connectivity Improvements

Opinion of Probable Costs

May 4, 2016

Description	Unit	Quantity	Unit Price	Cost
CAR MUSEUM				
Enhanced Hardscape & Landscape Treatment	SF	0	\$ 23.60	\$ -
Standard Hardscape & Landscape Treatment	SF	9,752	\$ 18.00	\$ 175,536.00
Basic Hardscape & Landscape Treatment	SF	2,209	\$ 12.00	\$ 26,508.00
			TOTAL =	\$ 202,044.00

STAR Bond Eligible Pedestrian Connectivity Improvements

Opinion of Probable Costs

May 4, 2016

Description	Unit	Quantity	Unit Price	Cost
STIEFEL THEATRE				
Enhanced Hardscape & Landscape Treatment	SF	5,843	\$ 23.60	\$ 137,894.80
Standard Hardscape & Landscape Treatment	SF	4,211	\$ 18.00	\$ 75,798.00
Basic Hardscape & Landscape Treatment	SF	0	\$ 12.00	\$ -
			TOTAL =	\$ 213,692.80

STAR Bond Eligible Pedestrian Connectivity Improvements

Opinion of Probable Costs
May 4, 2016

Description	Unit	Quantity	Unit Price	Cost
HOTEL				
Enhanced Hardscape & Landscape Treatment	SF	13,781	\$ 23.60	\$ 325,231.60
Standard Hardscape & Landscape Treatment	SF	0	\$ 18.00	\$ -
Basic Hardscape & Landscape Treatment	SF	15,293	\$ 12.00	\$ 183,516.00
			TOTAL =	\$ 508,747.60

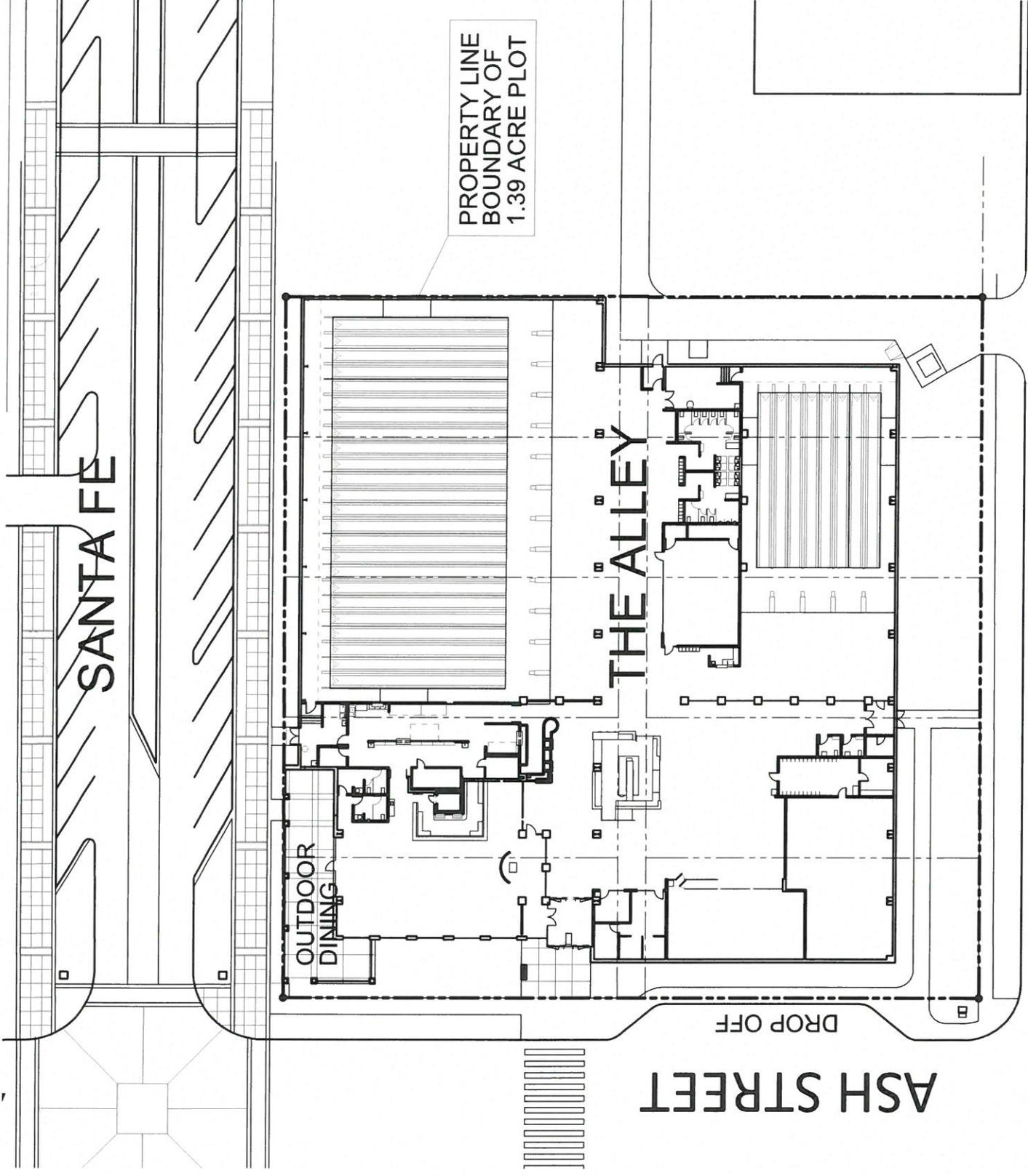
DRAFT

EXHIBIT F-5

FAMILY ENTERTAINMENT CENTER CONCEPTUAL PLANS

(SEE ATTACHED)





SANTA FE

ASH STREET

THE ALLEY

5TH STREET

OUTDOOR
DINING

DROP OFF

PROPERTY LINE
BOUNDARY OF
1.39 ACRE PLOT

DRAFT

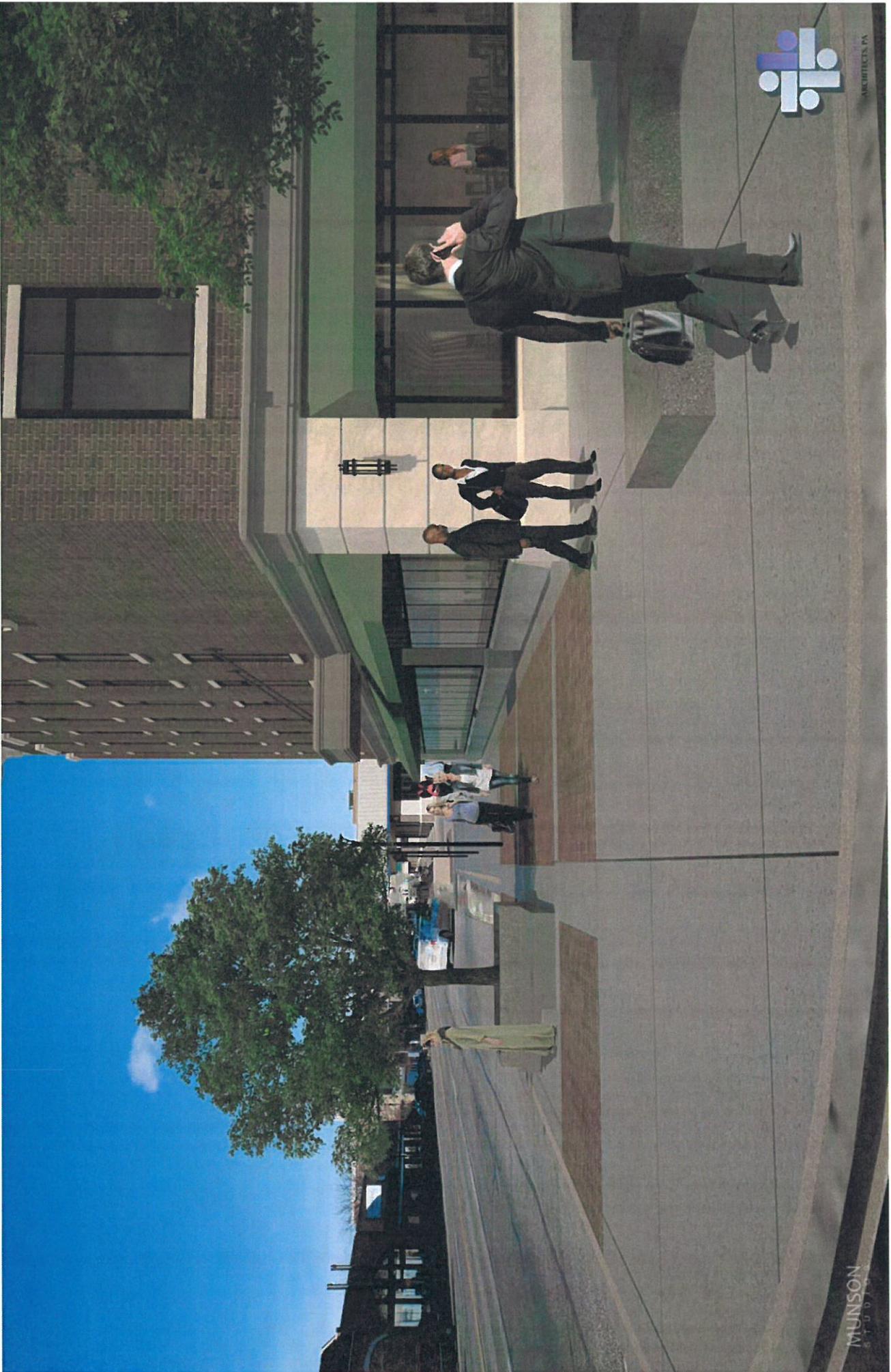
EXHIBIT F-6
HOTEL CONCEPTUAL PLANS
(SEE ATTACHED)



MUNSON
STUDIOS



DESIGNED BY
ARCHITECTS



ARCHITECTS PA

MUNSON
ARCHITECTS



ARCHITECTS PA

MUNSON
ARCHITECTURE

DRAFT

EXHIBIT G

ALLOCATION OF COSTS

DOWNTOWN SALINA, KANSAS REDEVELOPMENT PROJECT DRAFT SOURCES AND USES - \$19.1M NET STAR BONDS - FINAL JUNE 2016

CATEGORY	TOTAL COST	STAR BOND ELIGIBLE COSTS	STAR BOND REQUESTED ELIGIBLE COSTS	TIF USES	CID USES (DOWNTOWN CID)	CID USES (HOTEL ONLY CID)	CID USES (ALLEY ONLY CID)	COSTS FUNDED BY PRIVATE DEBT/EQUITY/ OTHER PUBLIC SOURCES
ACQUISITION:								
Hotel Land	\$ 945,000	\$ 945,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 945,000
Hotel Parking Land	\$ 1,437,930	\$ 1,437,930	\$ -	\$ 800,000	\$ -	\$ -	\$ -	\$ 637,930
Fieldhouse	\$ 683,609	\$ 683,609	\$ 683,609	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Complex	\$ 715,000	\$ 715,000	\$ 715,000	\$ -	\$ -	\$ -	\$ -	\$ -
Car Museum	\$ 392,000	\$ 392,000	\$ 392,000	\$ -	\$ -	\$ -	\$ -	\$ -
Medical Student Housing (Apartments)	\$ 550,000	\$ 550,000	\$ -	\$ 550,000	\$ -	\$ -	\$ -	\$ -
Lee Buildings (Low-Income Housing)	\$ 200,000	\$ 200,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 200,000
University of Kansas Medical School	\$ 875,000	\$ 875,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 875,000
Vacant Space / New Construction Acquisition	\$ 10,334,610	\$ 10,334,610	\$ -	\$ 2,658,660	\$ -	\$ -	\$ -	\$ 7,675,950
Fieldhouse Parking (BOA Lot & Bennett Lot)	\$ 950,000	\$ 950,000	\$ 950,000	\$ -	\$ -	\$ -	\$ -	\$ -
Land Acquisition Subtotal:	\$ 17,083,149	\$ 17,083,149	\$ 2,740,609	\$ 4,008,660	\$ -	\$ -	\$ -	\$ 10,333,880
SITWORK / INFRASTRUCTURE:								
City Public Improvements	\$ 8,560,916	\$ 8,560,916	\$ 2,000,000	\$ -	\$ -	\$ -	\$ -	\$ 6,560,916
Hotel Infrastructure	\$ 1,623,250	\$ 1,623,250	\$ 442,274	\$ -	\$ -	\$ 673,250	\$ -	\$ 507,726
Hotel Parking Hard Costs	\$ 650,000	\$ 650,000	\$ -	\$ -	\$ 500,000	\$ -	\$ -	\$ 150,000
Fieldhouse Utility Relocation	\$ 750,000	\$ 750,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 750,000
Car Museum Infrastructure	\$ 245,000	\$ 245,000	\$ 245,000	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Complex Infrastructure	\$ 827,726	\$ 827,726	\$ 827,726	\$ -	\$ -	\$ -	\$ -	\$ -
Medical Student Housing (Apartments) Infrastructure	\$ 370,000	\$ 370,000	\$ -	\$ 370,000	\$ -	\$ -	\$ -	\$ -
Lee Buildings (Low-Income Housing) Infrastructure	\$ 140,000	\$ 140,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 140,000
Fieldhouse Parking Hard Costs	\$ 675,000	\$ 675,000	\$ 675,000	\$ -	\$ -	\$ -	\$ -	\$ -
Sitework/Infrastructure Subtotal:	\$ 13,841,892	\$ 13,841,892	\$ 4,190,000	\$ 370,000	\$ 500,000	\$ 673,250	\$ -	\$ 8,108,642
BUILDINGS / TENANT IMPROVEMENTS:								
Hotel	\$ 13,953,140	\$ -	\$ -	\$ -	\$ -	\$ 332,779	\$ -	\$ 13,620,361
Fieldhouse Building & Sitework	\$ 6,894,000	\$ 6,894,000	\$ 6,894,000	\$ -	\$ -	\$ -	\$ -	\$ -
Entertainment Complex	\$ 4,287,607	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 628,676	\$ 3,658,931
Car Museum	\$ 3,605,000	\$ 3,605,000	\$ 3,605,000	\$ -	\$ -	\$ -	\$ -	\$ -
Stiefel Theater	\$ 2,000,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,000,000
New Tenant / Vacant Space Construction Costs	\$ 20,925,450	\$ -	\$ -	\$ -	\$ 2,789,062	\$ -	\$ -	\$ 18,136,388
Medical Student Housing (Apartments)	\$ 2,565,600	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,565,600
Lee Buildings (Low-Income Housing)	\$ 17,220,034	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,220,034
University of Kansas Medical School	\$ 6,125,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,125,000
Improvements to Existing Retail	\$ 2,000,000	\$ -	\$ -	\$ -	\$ 1,300,000	\$ -	\$ -	\$ 700,000
Fieldhouse FFE	\$ 965,000	\$ 965,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 965,000
Total FFE for Other Buildings/Renovations	\$ 9,755,667	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 9,755,667
Buildings/Tenant Improvements Subtotal:	\$ 90,296,498	\$ 11,464,000	\$ 10,499,000	\$ -	\$ 4,089,062	\$ 332,779	\$ 628,676	\$ 74,746,981
DESIGN COSTS:								
Architectural/Engineering/Surveying								
Fieldhouse	\$ 1,208,154	\$ 1,208,154	\$ 422,391	\$ -	\$ -	\$ -	\$ -	\$ 785,763
Car Museum	\$ 453,000	\$ 453,000	\$ 453,000	\$ -	\$ -	\$ -	\$ -	\$ -
Hotel	\$ 396,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 396,500
Entertainment Complex	\$ 270,000	\$ -	\$ 100,000	\$ -	\$ -	\$ -	\$ -	\$ 170,000
City Public Improvements	\$ 1,281,406	\$ 1,281,406	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,281,406
Stiefel Renovation/Expansion	\$ 200,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 200,000
Other Project Components	\$ 1,354,036	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,354,036
Geotechnical/Environmental/Special Inspections	\$ 146,500	\$ 146,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 146,500
Land Planning	\$ 200,000	\$ 200,000	\$ 200,000	\$ -	\$ -	\$ -	\$ -	\$ -
Design Costs Subtotal:	\$ 5,509,596	\$ 3,289,060	\$ 1,175,391	\$ -	\$ -	\$ -	\$ -	\$ 4,334,205
SOFT COSTS:								
Fieldhouse Fees/Insurance	\$ 45,000	\$ 45,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 45,000
Master Developer Legal/Accounting	\$ 350,000	\$ -	\$ -	\$ -	\$ 200,000	\$ -	\$ -	\$ 150,000
City Legal/Accounting	\$ 150,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 150,000
Leasing/Sales Commissions	\$ 800,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 800,000
Opening Costs (Signs, Inventories, Pre-Opening)*	\$ 1,030,000	\$ 309,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,030,000
Project Management*	\$ 569,558	\$ 170,867	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 569,558
Bonds/Permits/Fees*	\$ 924,990	\$ 277,497	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 924,990
Financing Fees*	\$ 500,000	\$ 150,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500,000
Construction Interest*	\$ 5,000,000	\$ 1,500,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,000,000
Insurance*	\$ 850,000	\$ 255,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 850,000
Downtown Maintenance and Security	\$ 2,300,000	\$ -	\$ -	\$ -	\$ 2,300,000	\$ -	\$ -	\$ -
Soft Costs Subtotal:	\$ 12,519,548	\$ 2,707,364	\$ -	\$ -	\$ 2,500,000	\$ -	\$ -	\$ 10,019,548
OTHER:								
Developer Fees	\$ 1,067,086	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,067,086
Relocation Assistance	\$ 500,000	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500,000
Contingency (All Components Except Acquisition, Fieldhouse and City Public Improvements) @ 7%	\$ 7,285,260	\$ 2,226,162	\$ 495,000	\$ 500,000	\$ 500,000	\$ -	\$ -	\$ 5,790,260
Fieldhouse Contingency	\$ 279,327	\$ 279,327	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 279,327
City Public Improvements Contingency @ 20%	\$ 1,712,183	\$ 1,712,183	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,712,183
Other Costs Subtotal:	\$ 10,843,856	\$ 4,717,672	\$ 495,000	\$ 500,000	\$ 500,000	\$ -	\$ -	\$ 9,348,856
TOTAL PROJECT COSTS	\$ 150,094,540	\$ 53,103,138	\$ 19,100,000	\$ 4,878,660	\$ 7,589,062	\$ 1,006,029	\$ 628,676	\$ 116,892,113
PERCENT OF TOTAL COST	100.00%	35.37%	12.73%	3.25%	5.06%	0.67%	0.42%	77.88%

\$1690770.3

*30% of Opening Costs, Project Management, Bonds/Permits/Fees, Financing Fees, Construction Interest and Insurance are included as eligible STAR Bond costs because of attribution of 30% of those categories to eligible STAR Bond projects.

