

FILE COPY

**STATE OF ILLINOIS)
COUNTY OF WINNEBAGO) SS
CITY OF ROCKFORD)**

I, RONALD N. SCHULTZ, Legal Director and ex officio Keeper of the Records and Seal of the City of Rockford, County of Winnebago, State of Illinois, do hereby certify that the foregoing is a true and correct copy of *Ordinance No. 2004-102-0* passed by the City Council of the City of Rockford at its meeting held on *June 7, 2004*.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Corporate Seal of the City of Rockford,
Illinois, this *9th* day of *June*, *2004*.

Reuben S.

**RONALD N. SCHULTZ, Legal Director and
ex-Officio Keeper of the Records and Seal**

(S E A L)

FILED CO. - CLERK
JUN 18 2004
DAVID F. JOHNSON

STATE OF ILLINOIS)
)
COUNTY OF WINNEBAGO) SS

CERTIFICATE OF PUBLICATION IN PAMPHLET FORM

I, the undersigned, do hereby certify that I am the duly qualified and acting Legal Director and ex officio Keeper of the Records and Seal of the City of Rockford, Winnebago County, Illinois (the "City"), and as such official I am the keeper of the official journal of proceedings, books, records, minutes and files of the City and of the City Council (the "City Council") thereof.

I do further certify that on the 14th day of June, 2004, there was published in pamphlet form, by authority of the City Council, a true, correct and complete copy of Ordinance No. **2004-102-0**, entitled:

**AN ORDINANCE APPROVING THE ROCKFORD
GLOBAL TRADEPARK INDUSTRIAL REDEVELOPMENT PROJECT
AREA #1 REDEVELOPMENT PLAN AND PROJECT
(TAX INCREMENT FINANCING DISTRICT)**

and said ordinance as so published was on said date readily available for public inspection and distribution, in sufficient number, at my office as Legal Director and ex officio Keeper of the Records and Seal located in the City.

IN WITNESS WHEREOF I have affixed hereto my official signature and the seal of the City, this 14th day of June, 2004.

[SEAL]

Red w/s

/Ip

C.R. sub: 5/20/04 C.R. passed: _____ C.R.

2004 - 102-0
ORDINANCE NO. _____

**AN ORDINANCE APPROVING THE ROCKFORD GLOBAL
TRADEPARK INDUSTRIAL REDEVELOPMENT PROJECT AREA #1
REDEVELOPMENT PLAN AND PROJECT
(TAX INCREMENTFINANCING DISTRICT #1)**

WHEREAS, the City Council has heretofore in Ordinance No. 2004-44-0 adopted and approved the Rockford Global TradePark Industrial Redevelopment Plan and Project with respect to which a public hearing was held on February 10, 2004;

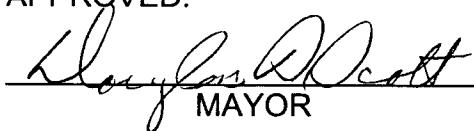
WHEREAS, it is now necessary and desirable to designate a portion of the area referred to in said plan as the Rockford Global TradePark Industrial Redevelopment Project Area #1 (Redevelopment Project Area #1); and a Redevelopment Plan and Project for Redevelopment Project Area #1

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ROCKFORD, ILLINOIS, that the Rockford Global TradePark Industrial Redevelopment Project Area #1 Redevelopment Plan and Project (Tax Increment Finance District #1), attached hereto as Exhibit A, is hereby adopted pursuant to Paragraph 5/11-74.6-22 of the Industrial Jobs Recovery Law.

All orders, resolutions, or ordinances in conflict herewith are hereby repealed insofar as such conflict exists, and this Ordinance shall take effect immediately upon its passage, approval, and publication, as required by law.

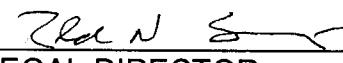
A full, true and complete copy of this Ordinance shall be published within ten (10) days after passage in pamphlet form by and under authority of the Corporate Authorities.

APPROVED:



MAYOR

ATTESTED:



LEGAL DIRECTOR

PASSED: JUN 07 2004 APPROVED: JUN 14 2004 PUBLISHED: JUN 14 2004

ATTESTED and FILED in my office this 14 day of JUN, and published
in pamphlet form this 14 day of JUN, 2004

Legal Director and ex officio
Keeper of the Records and Seal

Published in pamphlet form this 14 day of JUN, 2004 by order of the City
Council of the City of Rockford, Illinois.



CITY OF ROCKFORD

Rockford Global TradePark Industrial Redevelopment Project Area #1

REDEVELOPMENT PLAN AND PROJECT

TAX INCREMENT FINANCE DISTRICT #1

Prepared For:

City of Rockford, Illinois

Prepared By:

Kane, McKenna and Associates, Inc.

Approved June 7, 2004

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LIST OF EXHIBITS

Exhibits

Exhibit 1	Rockford Global TradePark Industrial Redevelopment Planning Area-Redevelopment Plan and Project (Approved March 15, 2004)
Exhibit 2	- Redevelopment Project Area #1 Boundary Map
Exhibit 3	- Redevelopment Project Area #1 Legal Description

I. INTRODUCTION

A. The Proposed Rockford Global TradePark Industrial Redevelopment Project Area #1

The proposed Rockford Global TradePark Industrial Redevelopment Project Area #1 ("RPA #1") is the first of an anticipated series of redevelopment project areas ("RPAs") to be located entirely within the City of Rockford's (the "City") recently instituted Rockford Global TradePark International Redevelopment Planning Area (the "RPLA"). The City adopted the Plan and Project for the RPLA (the "RPLA Plan and Project"), attached as Exhibit 1, on March 15, 2004. The RPLA consists of an approximately 10 square-mile area of land that is primarily made up of a mix of existing industrial-related and agricultural uses (See the RPLA boundary map included as part of Exhibit 1). RPA #1 is situated approximately at the center of the RPLA, and is estimated to comprise about 50% of the total land area covered by the RPLA. RPA #1 includes properties within a sub-area of the RPLA that is generally bounded: on the north by certain industrial properties that are located on Boeing Drive and/or Airport Drive; on the east the centerline of Illinois Route 251 (11th Street); on the south by the south boundaries of the Greater Rockford Airport (the proposed RPA #1 includes all of the properties owned and/or operated by the Greater Rockford Airport Authority); and on the west the Rock River. A boundary map for RPA #1 is attached as Exhibit 2.

This Redevelopment Plan and Project for RPA #1 (the "Plan and Project #1") is an intended extension to the RPLA Plan and Project. The RPLA Plan and Project was created by the City as a means to target an important industrial segment for large-scale redevelopment the potential creation of individual sub-areas within the RPLA as RPAs, or a series of separate TIF Districts. The utilization of the RPLA mechanism for this purpose is legal authority permitted to the City pursuant to the Industrial Jobs Recovery Law, Section 65, ILCS 5/11-74.6-10(p) (the "Law"). Pursuant to that Section, a "Redevelopment Planning Area" means:

"...an area so designated by a municipality after the municipality has complied with all the findings and procedures required to establish a redevelopment project area, including the existence of conditions that qualify the area as an industrial park conservation area, or an environmentally contaminated area, or a vacant industrial buildings conservation area, or a combination of these types of areas, and adopted a redevelopment plan and project for the planning area and its included redevelopment project areas. The area shall not be designated as a redevelopment planning area for more than 5 years. At any time in the 5 years following that designation of the redevelopment planning area, the municipality may designate the redevelopment planning area, or any portion of the redevelopment area, as a redevelopment project area without making additional findings or complying with additional procedures required for the creation of a redevelopment project area. An amendment of a redevelopment plan and project in accordance with the findings and procedures of this Act after the designation of a redevelopment planning area at any time within the 5 years

after the designation of the redevelopment planning area shall not require new qualification of the findings for the redevelopment project area to be designated within the redevelopment planning area."

RPA #1 is the first specific TIF District that the City has determined is desirable to create under the authority granted to it under the Law, and in connection to the determinations and findings the City made pursuant to the RPLA Plan and Project.

The City believes that the creation and adoption of the Plan and Project #1 is a crucial first step toward its overall efforts to attract private sector investment for the entire RPLA. The City further believes that such investment will only be made possible by an economic development program that includes the use of tax increment financing as a vital resource.

The use of this resource will help the community to balance the capability of generating substantial public financial resources, as a means to induce private sector investment, with the flexibility for the City to formulate strategic public-private sector partnerships quickly and efficiently so that opportunities that arise to increase employment and tax base for the community are not lost.

B. City of Rockford Strategy for the RPLA and RPA #1

The City is located approximately 65 miles northwest of Chicago's O'Hare International Airport. The City, which has an approximate population of 150,000, is the center of the Rockford Statistical Metropolitan Area (MSA), encompassing a population of over 371,000 people. The Rockford area is well known for its traditionally strong manufacturing base, and by the late 1990's had become the fourth largest location for high-tech jobs in the Great Lakes region.

The Rockford MSA's central location positions it well for the movement of goods and services throughout the United States and North America. The Rockford MSA has access to interstate travel via Interstate 90, Interstate 39 and Interstate 88, as well as connecting access through US Route 20 and US Route 51/251. Additionally, nine (9) State Highways including IL 2, IL 26, IL 38, IL 64, IL 70, IL 72, IL 75, IL 76, and IL 173 serve the Rockford MSA. Sixty (60) truck carriers, which operate out of thirty-seven (37) terminals, serve the region, and the Rockford MSA has access to national markets via extensive rail through five major rail carriers. Additional access to U.S. markets has been further enhanced by the rapid growth of the Greater Rockford Airport (the "Airport") as a major regional and national air cargo hub. This status was achieved with the 1994 installation of the second largest sorting hub for the UPS system at the Airport.

The Airport is also the Rockford MSA's key strategic asset in providing business access to the international marketplace. An important component to the City's, and the Rockford Council of 100's, economic development strategy for the region is to fully utilize this asset to further promote Rockford as an important midwestern international trade area. For this purpose, the City has entered into a strategic partnership with the Council of 100, the Greater Rockford Airport Authority ("GRAA") and others to establish the RPLA as an additional resource to help foster international trade for the northern Illinois region.

The RPLA incorporates a portion of the City that represents one of its oldest industrial areas. This means that the area also is served by an aged public infrastructure system that is not suited to serve significant new industrial developments, and is a meaningful threat to the City's ability to retain industrial businesses currently in the area. Additionally, while the RPLA includes a significant land area that could be utilized to attract new industrial development, any private sector initiatives to promote such development are frustrated by difficulty to assemble land related to complex existing ownership, adverse environmental factors, and a lack of infrastructure services. The heart of this affected area is the portion of the RPLA that is to be included within RPA #1.

The City has determined that it cannot proceed with its plans to promote the RPLA for private sector development and redevelopment without the public finance participation initiated through the designations of a series of TIF Districts starting with the designation of RPA #1. The City believes that barriers to successful development of the property within RPA #1, which include relatively high site development and public infrastructure costs, will be partially addressed through the designation of Plan and Project #1. Through implementation of RPA #1, the City will be able to help upgrade critical public utilities needed before the area can redevelop. Additionally, the City will be able to put into place a successful market-level, private sector investment program for the area by addressing factors, such as relatively high property tax and land cost structures, that complicate the community's ongoing redevelopment promotion efforts. These are among many factors that today place the Rockford MSA at a competitive disadvantage when compared to other potential industrial locations throughout the Midwest. Implementation of the RPLA Project and Plan will provide the City with an opportunity to help the private sector overcome both high development and ongoing operating costs associated with higher taxes, through potential tax increment financing offsets on site development and other initial capital related costs. The designation of RPA #1 is the first step in that implementation program.

The City encourages controlled growth of the community guided by the City's 2010 Plan (the City's strategic land use plan). The City wishes to actively promote itself as a location for industrial enterprises on an international scale and maintain a flexible partnership with entities such as the Council of 100 and the GGRA to help promote the entire Rockford MSA for that purpose. The City believes that the attraction of such enterprises and formalization of such partnerships will serve to enhance and diversify both the job and the tax base of the community. This is considered critical since an enhanced tax base enables the City to expand and improve services without straining the City's fiscal integrity.

In order to facilitate such development, the City intends to implement a comprehensive economic development strategy intended to both attract and retain industrial-related businesses for the RPLA in general, and RPA #1 in particular, through the designation of the Plan and Project #1. However, development of the RPA #1 is only viable given certain property assembly, provision of necessary upgrades of infrastructure and upgraded road access to existing improvements.

The City proposes to designate the RPA #1 under the powers granted to it by virtue

of its previous adoption of the RPLA pursuant to the Illinois Jobs Recovery Law, as defined herein. Through the ordinances adopted by the City, the RPLA has been found to suffer from lack of economic growth because it has not been subject to development through investment by private enterprises and is not reasonably anticipated to be redeveloped but for the City's the adoption of the RPLA Plan and Project, and its proposed use of public financing for such purposes as infrastructure improvements, job training, land acquisition and interest cost write down. Although the City has formally put in place the RPLA for this propose, such designation does not grant the City direct authority to utilize tax incrementing financing to promote such redevelopment activities. The use of tax increment financing is only permitted via the designation of the RPAs that the City is authorized to establish under the RPLA authority. Thus, the City has prepared the RPA #1 Plan and Project for designation as a means to put into place the ability to derive tax increment financing benefits for actual use in meeting the goals and objectives for increased industrial growth within the RPLA.

It is anticipated that the establishment of the RPA #1 will help to both create and fill a market need for industrial, office research and distribution space in the City. Anticipated users include, but are not limited to, firms engaged in distribution, packaging and repackaging, manufacturing, and warehousing of products for both the national and international marketplace. The RPA #1 will ultimately include modern structures that will serve the needs of industrial-related businesses in an efficient, cost-effective manner in conformance with the economic development goals and objectives of the City of Rockford.

Through this RPA #1, the City will serve as the central force for marshaling the assets and energies of the private sector for a unified, cooperative public-private redevelopment effort. Ultimately, the implementation of the Plan and Project #1 will benefit the City and all the taxing districts that encompass the RPA #1 by significantly expanding the tax base, retaining existing businesses, and creating new employment opportunities as a result of new private development in the RPA #1.

C. The Designation of the Rockford Global TradePark Industrial Redevelopment Planning Area and RPA #1

The City has qualified the entire RPLA, through its establishment under Law, as an Industrial Park Conservation Area. The City has therefore been granted the authority under the Law to proceed with the designation of the RPA #1, and is not required to seek any additional authority under the Law to do so. This is because each sub-area with the RPLA that the City selects to designate as a RPA has been pre-qualified under this standard in the Law and that allows the City to designate any or all such areas as TIF Districts at any time within a 5-year period that started on March 15, 2004. Section 65 ILCS 5/11-74.6-10)(e) defines an Industrial Park Conservation Area (an "IPCA") as follows:

"...an area within the boundaries of a redevelopment project area located within the corporate limits of municipality or within 1 ½ miles of the corporate limits of a municipality if the area is to be annexed to the municipality, if the area is zoned as industrial no later than the date on which the municipality by ordinance designates the redevelopment project area, and if the area includes

improved or vacant land suitable for use as an industrial park or a research park, or both. To be designated as an industrial park conservation area, the area shall also satisfy one of the following standards:

(1) Standard One: The municipality must be a labor surplus municipality and the area must be served by adequate public and or road transportation for access by the unemployed and for the movement of goods or materials and the redevelopment project area shall contain no more than 2% of the most recently ascertained equalized assessed value of all taxable real properties within the corporate limits of the municipality after adjustment for all annexations associated with the establishment of the redevelopment project area or be located in the vicinity of a waste disposal site or other waste facility.

The project plan shall include a plan for and shall establish a marketing program to attract appropriate businesses to be the proposed industrial park conservation area and shall include an adequate plan for financing and construction of the necessary infrastructure. No redevelopment projects may be authorized by the municipality under Standard One of subsection (e) of this Section unless the project plan also provides for an employment training project that would prepare unemployed workers for work in the industrial park conservation area, and the project has been approved by official action of or is to be operated by the local community college district, public school district or state or locally designated private industry council or successor agency, or

(2) Standard Two: The municipality must be a substantial labor surplus municipality and the area must be served by adequate public and or road transportation for access by the unemployed and for the movement of goods or materials and the redevelopment project area shall contain no more than 2% of the most recently ascertained equalized assessed value of all taxable real properties within the corporate limits of the municipality after adjustment for all annexations associated with the establishment of the redevelopment project area.

No redevelopment projects may be authorized by the municipality under Standard Two of subsection (e) of this Section unless the project plan also provides for an employment training project that would prepare unemployed workers for work in the industrial park conservation area, and the project has been approved by official action of or is to be operated by the local community college district, public school district or state or locally designated private industry council or successor agency...."

The RPLA, and each subsequent RPA to be designated, have been qualified by the City pursuant to the law for designation under Standard Two above because the City was found to be a substantial labor municipality at the time of the establishment of the RPLA, and therefore meets all of the conditions set by the Law for the designation of the RPA #1 and

each future RPAs that the City elects to put into place.

D. Summary

The City has made the following findings with respect to the establishment of the RPLA, as required by the Law (for purposes of these findings the RPLA Plan and Project shall also be expanded to mean the Plan and Project Area #1 and all future plans and projects that the City may choose to designate under the Law):

1. The RPLA (nor the RPA #1 or any of other future potential RPAs) has (have) not been subject to growth and development through investment by private enterprise and would not reasonably be anticipated to be developed in accordance with the City's goals and objectives without the adoption of the RPLA Plan and Project, and the adoption of the Plan and Project #1, or future plans and projects for subsequent RPAs that may from time to time be designated by the City.
2. The RPLA Plan and Project conforms to the City's 2010 Plan that serves as a guide for growth and development within the City (which has a population of more than 100,000).
3. The implementation of the RPLA Plan and Project is reasonably expected to create or retain a significant number of permanent full-time jobs.
4. The City is a Substantial Labor Surplus Municipality, as defined in the Law, and the implementation of the RPLA Plan and Project is reasonably expected to create a significant number of permanent full-time jobs. The facilities to be developed in the RPLA will significantly enhance the tax base of the taxing districts that extend into the RPLA. Additionally, no single RPA to be established in connection with the RPLA shall have an equalized assessed valuation in excess of 2% of the equalized assessed value of all taxable properties within the corporate limits of the City, net of adjustments for any annexed areas that may be associated with any particular RPA.

II. REDEVELOPMENT PROJECT AREA #1 LEGAL DESCRIPTION

The Redevelopment Project Area #1 legal description is attached in Exhibit 3.

III. EVIDENCE THAT THE RPLA AND RPA #1 HAVE NOT BEEN SUBJECT TO GROWTH THROUGH PRIVATE INVESTMENT

Both the RPLA and RPA #1 are composed primarily of older industrial properties, as well as parcels that have failed to attract new development. The RPLA and RPA #1 also contain certain parcels associated with the Airport. The RPLA as a whole (inclusive of RPA #1) has not been subject to growth and investment through private enterprise. In fact, the area has seen significant industrial employment declines over the past five years, and the RPLA (inclusive of RPA #1) has become an economic burden to the City and a major hindrance upon potential healthy growth of the community. The RPLA (inclusive of RPA #1) was once the source of substantial property tax revenues to the City and other overlapping tax district authorities, but has not produced real growth in revenue benefits to the tax districts over the last two to three decades. No viable redevelopment plans for the RPLA (inclusive of RPA #1) have to-date been submitted to the City for the RPLA's (inclusive of RPA #1) redevelopment. The result has been an overall decline in employment within the RPLA (inclusive of RPA #1), which has prompted the City to encourage it for redevelopment for industrial related uses, backed by a City effort to induce private investment through implementation of a comprehensive redevelopment program.

IV. ASSESSMENT OF ANY FINANCIAL IMPACT OR INCREASED DEMAND FOR SERVICES FROM ANY TAXING DISTRICT

There are fourteen (14) taxing districts that overlap the RPA #1. They include:

Winnebago County	Rock River Water Reclamation District
Winnebago County Forest Preserve District	Rockford City Library
Rockford Township	Rockford School District No. 205
City of Rockford	Community College District No. 511
Rockford Park District	Meridian Community School District No. 223
Greater Rockford Airport Authority	Blackhawk Fire Protection District
New Milford Fire Protection District	Rock River Fire Protection District

The industrial character of the development planned for the RPA #1 is expected to have no direct fiscal impact on most of the overlapping districts, with the exceptions of the City and the GRAA. No residential growth will be contained within the RPA #1. The development leveraged through the Plan and Project #1 will not result in increased enrollment in local school districts without the benefit of indirectly increased real estate taxes. This is largely because employment opportunities are expected to be absorbed by either existing area residents, or by new residents whom will demand new housing that will add to the community's existing tax base. In this way, the RPA will help address the problem of the area's surplus labor condition.

Any appropriate improvements to public infrastructure adjacent to or within the RPA #1 will be financed as part of the projects generated by economic development. This will relieve the financial burden that may have ordinarily fallen on any other tax district resulting from such improvements.

V. REDEVELOPMENT PLANNING & PROJECT AREA GOALS AND OBJECTIVES

The following goals and objectives, which were adopted as part of the presented for the RPLA Plan and Project on March 15, 2004, are in accordance with the City's 2010 Plan that serves as a guide for growth and development of the City. Such goals and objectives may be supplemented by future planning studies, economic development studies, traffic studies or site reports that are undertaken by the City or by development entities on behalf of the City. These goals and objectives are also adopted for the RPA #1.

A. General Goals

1. To provide for implementation of an economic development plan and strategies that benefits the City and its residents.
2. To provide public infrastructure improvements where necessary to support and spur industrial development.
3. To encourage positive and feasible redevelopment of any vacant sites and/or underutilized sites with a business base designed to provide a diverse range of goods and services to the national and international marketplaces.
4. To stabilize, diversify and strengthen the industrial property tax base of the City.
5. To reduce the high level of unemployment in the City.
6. To coordinate all development within the RPLA in a comprehensive manner, avoiding land use conflicts and negative community impacts with the surrounding area residents.
7. To provide training and development to employees and employers in the arena of international trade and development to enable them to better market their goods and services and compete in the global economy.
8. To create a cooperative environment between the City and existing and prospective businesses as a means to promote development and redevelopment of the Rockford community.

B. Specific Objectives

1. To encourage timely development and/or redevelopment of the land located within the RPLA (inclusive of RPA #1).
2. To address the sustained high level of unemployment characteristic of City residents through the creation of jobs and job training located within the RPLA (inclusive of RPA #1).

3. To upgrade a blighted (and environmentally tainted) property within the community and place that property back as a productive contributor to the tax base.
4. To provide infrastructure improvements (including water and sewer lines, road construction, and telecommunications) necessary for the coordinated and rational development of industrial and industrial-related properties located within the RPLA (inclusive of RPA #1).
5. To provide competitive and affordable industrial and industrial related facilities for users and tenants of industrial park areas.
6. To address the need for utility services and other requirements specific to the redevelopment of the RPLA (inclusive of RPA #1).
7. To counteract the industrial marketing disadvantages caused to the community due to a relatively high local tax structure and the ever-changing global marketplace.
8. To capitalize on the region's central location to national markets, and to utilize major transportational access such as the Airport and rail services as a means to open up global market opportunities for the Rockford business community.

C. **Redevelopment Objectives**

The purpose of the RPLA designation will allow the City to:

1. Assist in coordinating development and redevelopment activities within the RPLA in order to enhance the national and international market position of the Rockford region;
2. Reduce the high level of unemployment within the City;
3. Accomplish redevelopment over a reasonable time period;
4. Provide for high quality development within the RPLA (inclusive of RPA #1); and
5. Provide for an attractive overall appearance of the area.

Note: The objectives may be supplemented by findings of prospective reports or studies undertaken, from time to time, by the City or by development entities selected by the City.

The redevelopment of the RPLA and the RPA #1 will contribute to the overall economic development of the City. Job creation associated with the overall area will provide

new employment opportunities for the overall Rockford MSA and, specifically for City residents.

VI. INDUSTRIAL PARK CONSERVATION AREA CONDITIONS EXISTING IN THE REDEVELOPMENT PLANNING AREA

The RPLA has been qualified for the under the Industrial Park Conservation Area (IPCA) criteria based that outlined below. Under the Law, these findings automatically apply to any and all RPAs that the City may select to institute under its RPLA authority. Therefore, these findings by the City apply to RPA #1 and are also incorporated into this Plan and Project #1. Under the Law, the City is not required to, nor does it intend to, update these findings in connection to the establishment of this or future RPA designations.

A. The City is a Substantial Labor Surplus Municipality, as defined in the Law, since the 5-year average unemployment rate for the City exceeds the State of Illinois annual unemployment rate for the same 5-year period by at least 2%.

<u>Year</u>	<u>State of Illinois</u>	<u>City</u>
	<u>Rate</u>	<u>Unemployment Rate</u>
2002	6.5%	10.0%
2001	5.4	8.5
2000	4.4	6.1
1999	4.3	6.7
1998	4.5	6.7
5 Year Average	5.02%	7.60%

Source: Illinois Department of Employment Security.

B. The RPLA is either zoned for industrial use or will be so zoned at the time of designation of each individual RPA.

C. The RPLA is served by adequate road transportation to provide access by the unemployed, and for the movement of goods or materials.

D. No single RPA (inclusive of RPA #1) will contain more than 2% of the most recently ascertained equalized assessed value of all taxable real properties within the corporate limits of the City at the time such an RPA is formally designated by the City.

E. The Plan provides for an employment-training project that would prepare unemployed workers for work within the RPLA. This employment-training project is carried forward to Section IX of this Plan and Project #1.

VII. DESCRIPTION OF THE PROJECT BACKGROUND AND PLANS

A. Developers of the Project

The City contemplates entering into a redevelopment agreement, or redevelopment agreements with developers and/or sub-developers in order to meet the redevelopment objectives of the RPA #1. As of the date of adoption of this Plan and Project #1, the City did not have any agreements in place with any such developers or sub-developers. However, initially, the City, via its partnership with the Council 100 and GRAA, will effectively function in a developer function as a means to induce industrial entities to consider location and/or expansion within the Rockford Global Industrial TradePark.

B. Users and Tenants of the Project and Types of Structures and Facilities to be Developed

Rockford Global Industrial TradePark is designed to promote the retention and expansion of industrial-related land uses, with particular emphasis on marketing the area as the center for global trade in the Rockford metropolitan region. Types of structures and facilities to be developed include manufacturing, distribution, warehouse, airport-related facilities, including ancillary infrastructure support such as underground utilities (telecommunications, water, sanitary, storm, electric, gas), roadways, bridges, railroad sidings, and site preparation.

Users and tenants of the project(s) to be developed include, but are not limited to, international freight carriers and freight forwarders, distribution and third-party logistics providers, just-in-time fulfillment centers, service parts repair centers, packaging and repackaging centers, and advanced manufacturing and technology facilities.

C. Plan to Finance Infrastructure to Support the Project

Development of the RPA #1 will require extensive redevelopment expenditures for infrastructure and site preparation. A primary source of revenues to support the redevelopment expenditures is expected to be through the sale and issuance of general obligation bonds, alternate revenue source. The alternate revenue source for these general obligation bonds will be the incremental revenues generated from the tax increment finance district for the RPA #1.

D. Number and Type of Employees

It is anticipated that the RPA #1 will evolve to accommodate up to 12,500,000 square feet of industrial related building space (including retention of existing users). The structures located or to be located in the RPLA will accommodate manufacturing, distribution, warehouse and airport related facilities, which are projected to employ approximately 9,000 persons upon full development if total capacity is achieved for the

entire RPA #1.

The types of users that will locate within the RPA #1 will employ persons in a wide range of occupations such as managerial and professional, distribution and handling, and laborers, as well as administrative support, and accounting and finance. Employment opportunities in this broad range of occupations are well suited to the labor force of the City and the surrounding region.

VIII. REDEVELOPMENT PROJECT

A. Redevelopment Plan and Project Objectives

The City proposes to realize its goals and objectives of encouraging the development of the RPLA, which were identified in the RPLA Plan and Project, and encouraging private investment in industrial redevelopment projects through public finance techniques including, but not limited to, tax increment financing through a series of interconnected RPAs. The RPA #1 is the first of these RPAs to be designated by the City. Utilizing RPA #1, as well as RPAs to follow, the City proposes to undertake a phased overall redevelopment project consisting of industrial and industrial-related uses within several RPAs adopted over the next five-year period. The City's objectives would be served through the following:

1. By improving public facilities that may include:
 - i. Street improvements
 - ii. Utility improvements (including water, storm water management, sanitary sewer improvements, and storm water detention facilities, if necessary)
 - iii. Landscaping or streetscaping
 - iv. Signalization, traffic control and lighting
 - v. Pedestrian improvements
2. By entering into redevelopment agreements with various developers, or businesses within the Project area, including provisions for acquisition for end users of the properties.
3. By assisting with site improvements including necessary site preparation, clearance and grading of the entire Project area (or sub-areas).
4. By utilizing interest cost write down pursuant to provisions of the Law.
5. By exercising other powers set forth in the Law, as the City deems necessary.
6. By providing job training for community residents.
7. By providing job training assistance to employers located within the RPLA.
8. By providing international trade and marketing assistance to employers located within the over all area (or areas).

B. Redevelopment Activities

Pursuant to the foregoing objectives, the City, under a series of public-private partnership initiatives, will implement a coordinated program of actions, including, but not limited to, land acquisition, site preparation, infrastructure improvements and upgrading, and provision of public improvements, where required.

1. Public Improvements

In accordance with estimates of tax increment and other available resources, the City may provide public improvements within or without the RPA #1 to enhance the immediate area as a whole, to support the Project and the Plan #1, and to serve the needs of community residents. Appropriate public improvements may include, but are not limited to:

- Construction of new streets, sidewalks, turning lanes, traffic signals, curb and gutters, and pedestrian-ways;
- Improvements of public utilities including construction of sanitary sewer and storm sewer, detention ponds, wetlands mitigation, signalization improvements, and streetlighting; and
- Construction of public buildings required to provide municipal services in the RPA #1.

The City may determine at a later date that certain improvements are no longer needed or appropriate, or may add new improvements to the list. The type of public improvement and cost for each item is subject to City approval and to the execution of redevelopment agreements for any proposed project in a form acceptable to the City.

2. Site Preparation

The Plan contemplates site preparation (including demolition and removal of structures and environmental remediation) or other requirements necessary to prepare sites within the RPA #1 for either redevelopment of existing, or new uses. The above will serve to enhance site preparation for the implementation of the Plan and Project #1.

3. Interest Cost Write-Down

Pursuant to the Law, the City may allocate a portion of incremental tax revenues to reduce the interest cost incurred in connection with redevelopment activities, enhancing the redevelopment potential of the RPA #1.

4. Job Training

Pursuant to the Law, the City and/or other training providers, may develop and/or participate in job training programs in conjunction with the redevelopment efforts.

5. Taxing District Capital Costs

The City may enter into written agreements with overlapping taxing districts to pay capital costs resulting from the redevelopment of the RPA #1.

6. Land Acquisition

The City may seek to acquire property within the RPA #1 in furtherance of the Plan and Project#1.

C. General Land Use Plan

Existing land uses in the RPA #1 are of primarily existing industrial related uses, vacant parcels zoned for industrial use, and existing agricultural uses. These parcels constitute approximately 2,612 acres. Existing land uses are shown in Exhibit 5. Proposed land uses are predominantly industrial and are shown within maps included within Exhibit 1, with respect to the RPLA as a whole.

The Project and Project #1 shall be subject to the provisions of the City's building, zoning, public works, and other regulatory ordinances as may be amended from time to time. The proposed general land uses will reasonably conform to the City's 2010 Plan and general priorities for the continued growth and development of the City.

D. Estimated Redevelopment Project Costs

Redevelopment project costs mean and include the sum total of all reasonable or necessary costs incurred or estimatec to be incurred, as provided in the TIF statute, and any such costs incidental to this Redevelopment Plan and Project #1. Private investments, which supplement "Redevelopment Project Costs", are expected to substantially exceed such redevelopment project costs. Eligible costs permitted under the Law that may be pertinent to this Redevelopment Plan and Project # 1are:

1. Costs of studies and surveys, development of plans and specifications, implementation and administration of the redevelopment plan including, but not limited to, staff and professional service costs for architectural, engineering, legal, marketing, financial, planning, other special services, provided, however, that no charges for professional services may be based on a percentage of the tax increment collected.

2. Property assembly costs within a redevelopment project area, including but not limited to acquisition of land and other real or personal property or rights or interests therein.
3. Site preparation costs, including but not limited to clearance of any area within a redevelopment project area by demolition or removal of any existing buildings, structures, fixtures, utilities and improvements and clearing and grading; and including installation, repair, construction, reconstruction, or relocation of public streets, public utilities, and other public site improvements within or without a redevelopment project area for use in accordance with a redevelopment plan.
4. Costs of the construction of public works or improvements.
5. Costs of eliminating or removing contaminants and other impediments required by federal or State environmental laws, rules, regulations, and guidelines, orders or other requirements or those imposed by private lending institutions as a condition for approval of their financial support, debt or equity, for the redevelopment projects, provided, however, that in the event (i) other federal or State funds have been certified by an administrative agency as adequate to pay these costs during the 18 months after the adoption of the redevelopment plan, or (ii) the municipality has been reimbursed for such costs by persons legally responsible for them, such federal, State, or private funds shall, insofar as possible, be fully expended prior to the use of any revenues deposited in the special tax allocation fund of the municipality and any other such federal, State or private funds received shall be deposited in the fund. The municipality shall seek reimbursement of these costs from persons legally responsible for these costs and the costs of obtaining this reimbursement.
6. Costs of job training and retraining projects.
7. Financing costs, including but not limited to all necessary and incidental expenses related to the issuance of obligations and which may include payment of interest on any obligations issued pursuant to the Act accruing during the estimated period of construction of any redevelopment project for which such obligations are issued and for not exceeding 36 months thereafter and including reasonable reserves related thereto;
8. Costs of job training, advanced vocational education or career education, including but not limited to courses in occupational, semi-technical or technical fields leading directly to employment, incurred by one or more taxing districts, provided that such costs (i) are related to the establishment and maintenance of additional job training, advanced vocational education

or career education programs for persons employed or to be employed by employers located in the Redevelopment Project Area; and (ii) when incurred by a taxing district or taxing districts other than the City, are set forth in a written agreement by or among the City and the taxing district or taxing districts, which agreement describes the program to be undertaken, including but not limited to the number of employees to be trained, a description of the training and services to be provided, the number and type of positions available or to be available, itemized costs of the program and sources of funds to pay for the same, and the term of agreement. Such costs include, specifically, the payment by community college districts of costs pursuant to Section 3-37, 3-38, 3-40 and 3-40.1 of the Public Community College Act and by school districts of costs pursuant to Sections 10-22.20a and 10-23.3a of The School Code.

9. At the City's option, if deemed prudent by the City for the redevelopment project, interest costs incurred by a developer related to the construction, renovation or rehabilitation of the redevelopment project provided that:
 - a. such costs are to be paid directly from the special tax allocation fund establishment pursuant to the Act; and
 - b. such payments in any one year may not exceed 30% of the annual interest costs incurred by the developer with regard to the redevelopment project during that year; and
 - c. if there are not sufficient funds available in the special tax allocation fund to make the payment pursuant to this paragraph then the amounts so due shall accrue and be payable when sufficient funds are available in the special tax allocation fund; and
 - d. the total of such interest payments incurred pursuant to the Act may not exceed 30% of the total redevelopment project costs excluding any property assembly costs and any relocation costs incurred pursuant to the Act.

Estimated costs are shown in the next section. Adjustments to these cost items may be made without amendment to the Redevelopment Plan. **The costs represent estimated amounts and do not represent actual City commitments or expenditures. Rather, they are an overall ceiling on possible expenditures of TIF funds in the Redevelopment Project Area #1.**

ESTIMATED RPA #1 TIF ELIGIBLE EXPENSES

PROGRAM ACTIONS/IMPROVEMENTS	ESTIMATED COSTS
Administration (planning, marketing, site management, legal, architects, engineers, other, etc.)	\$3,500,000
Interest Costs (pursuant to the Law)	\$3,000,000
Job Training	\$2,500,000
Land Acquisition & Assembly	\$5,000,000
Public Facilities (i.e. fire station, airport hangar, airport terminal expansion, international trade conference center, etc.)	\$3,000,000
Public Infrastructure (Roadways, traffic signals, lighting, landscaping, pedestrian improvements, water, sanitary sewer, stormwater management, telecommunications, gas, electric, etc.)	\$20,000,000
Site Preparation (including demolition and environmental remediation)	\$3,000,000
TOTAL ESTIMATED RPA #1 TIF COSTS:	\$40,000,000

(A) All project cost estimates are in 2004 dollars. In addition to the above stated costs, any issuance of bonds used to finance any phase of the Project may include an amount of proceeds sufficient to pay customary and reasonable charges associated with the issuance of such obligations as well as to provide for capitalized interest and reasonably required reserves. Adjustments to the estimated line item costs above are expected. Each individual project cost will be reevaluated in light of the specific objectives of any specific future RPA adopted under the RPLA, or projected private development within any such RPA and resulting tax revenues as it is considered for public financing under the provisions of the Law. The totals of line items set forth above are not intended to place a total limit on the described expenditures. Adjustments may be made in line items within the total, either increasing or decreasing line item costs for redevelopment for the RPLA as a whole, or in association with this and or any future specific RPA to be designated. Further, the City intends to utilize tax increment within this and any future RPA established under its RPLA authority to promote redevelopment within the entire RPLA in the manner permitted pursuant to the Law.

E. Sources of Funds to Pay Redevelopment Project Costs Eligible Under the Industrial Jobs Recovery Law

Funds necessary to pay for public improvements or reimburse any developer or business entity for such improvements and other project costs eligible under the Law are to be derived principally from one or more of the following: property tax increment revenues, proceeds from municipal obligations to be retired with tax increment revenues and interest earned on resources available but not immediately needed for the Plan and, at the option of the City, other sources of revenue legally available to the City (including the transfer of TIF proceeds for use from one RPA to another RPA).

"Redevelopment Project Costs" specifically contemplate those eligible public costs set forth in the Law and do not include the private investment projected to take place within the RPA #1. The construction of private structures comprising the Project and Project #1 will be privately financed, and TIF or other public sources are to be used only to leverage and encourage private redevelopment activity, and/or reimburse developers or business entities for part of its costs for public improvements necessary for the Plan and Project #1.

The tax increment revenues which will be used to pay debt service on the tax increment obligations, and to directly pay redevelopment project costs shall be the incremental increase in property taxes attributable to the increase in the equalized assessed value of each taxable lot, block, tract or parcel of real property in the RPA #1 over and above the initial equalized assessed value of each such lot, block, tract or parcel for the RPA #1 in the tax year that the RPA #1 is established.

Among the other sources of funds which may be used to pay for redevelopment project costs and debt service on municipal obligations issued to finance project costs include certain state and federal grants or loans, certain investment income, and such other sources of funds and revenues as may be available to, and as, the City may from time to time deem appropriate.

The RPA #1 would not reasonably be expected to be developed without the use of the incremental revenues provided by the Law.

F. Nature and Term of Obligations to be Issued

The City at its discretion may issue obligations secured by the tax increment special tax allocation fund established for the RPA #1 pursuant to the Law or such other funds as are available to the City by virtue of its power pursuant to the Law or other State Law.

Any and/or all obligations issued by the City pursuant to this Plan and Project #1 and the Law shall be retired not more than twenty-three (23) years (or any such retirement term as may be permitted by amendments to the Law) from the date of adoption of the ordinance approving the RPA #1 under which such obligations are issued. However, the final maturity date of any obligations issued pursuant to the Law may not be later than twenty (20) years from their respective date of issuance. One or more series of obligations may be issued from time to time in order to implement this Plan and Project #1 or any plans associated with this or other RPAs created under this RPLA Plan and Project. The principal and interest on any obligations shall be payable from tax increment revenues and all other sources of funds as may be provided by ordinance at the discretion of the City.

Such securities may be issued on either a taxable or tax-exempt basis, with or without interest, with either fixed rate or floating interest rates; with or without capitalized interest; with or without deferred principal retirement; with or without interest rate limits except as limited by law; and with or without redemption provisions.

Those revenues not required for principal and interest payments, for required reserves, for bond sinking funds, for redevelopment project costs, for early retirement of outstanding securities, and to facilitate the economical issuance of additional bonds necessary to accomplish the Plan and Project #1, may be declared surplus and shall then become available for distribution annually to taxing districts overlapping that the RPA #1 in the manner provided by the Law.

G. Most Recent Equalized Assessed Valuation (EAV) of Properties in the Redevelopment Project Area #1

The most recent estimate of equalized assessed valuation (EAV) of the property within the RPLA is approximately \$32 million. The Boundary Map, Exhibit 2, shows the location of the RPLA.

H. Anticipated Equalized Assessed Valuation (EAV)

Upon completion of the anticipated private development of the Redevelopment Planning Area over an estimated ten-year period, it is estimated that the equalized assessed valuation (EAV) of the property within the RPA #1 will be approximately \$42.5 million. The estimate assumes 2004 dollars.

IX. JOB TRAINING PROJECT

The City has experienced sustained levels of high unemployment such that it qualifies as a Substantial Labor Surplus Municipality, as defined in the Law. It is expected that the implementation of this Plan and the Project will improve the employment opportunities of community residents.

As one component of this Plan, the City has structured a job-training project (the "Training Project") that will prepare unemployed workers for jobs in the RPA #1. This Training Project will be operated in conjunction with the City and Rock Valley Community College Business and Professional Institute.

Rock Valley College Business and Professional Institute

CONTINUING PROFESSIONAL EDUCATION

The Business and Professional Institute (BPI) at Rock Valley College provides expert training programs tailored to the specific needs of your company. Virtually any subject can be customized to meet the particular needs of your business or work group. Training is provided on-site at your business, at Rock Valley College, or at your location in our mobile computer training center. Complete programs are ready to be customized for your industry and your employees in the following areas:

- Six Sigma Green and Black Belt programs
- Lean Manufacturing
- Management and Supervisory Skills
- Quality Systems
- Computer software

COMPANY NEEDS ASSESSMENTS

- We can help you determine best opportunities for cost reductions by assessing your: Performance measures, Production area, and Organizational culture.
- Computer skills, using on-line assessment or Scantron sheets.
- Soft skills to determine what your employees think of their supervisors, performance review process, customer service skills or other areas.

BASIC AND ADVANCED SKILLS TRAINING

After the Needs Assessment is completed, curriculum can be developed to provide training to meet the job skills requirements of the employer. Training can be structured for specific employer needs in the areas of technology and modernization in the workplace, computer skills and supervisory/management skills for supervisors and line managers.

TRAINERS

Our trainers have a wide and diversified background of knowledge, business experience and education. Typically, our trainers have a bachelor's degree or higher with five to ten years of professional business experience. Most of our computer trainers are Certified Microsoft Master Instructor and Certified Microsoft Office Master – Expert level.

CONTINUING PROFESSIONAL EDUCATION

In addition to the customized training offered through the BPI, the Continuing Professional Education Department provides courses in vocational areas such as accounting, computer skills training, supervisory/management skills, APICS Inventory Management series, OSHA courses, EPA Certification, Refrigeration/Heating, Industrial Maintenance courses (drafting, hydraulic systems, machine maintenance and trouble shooting), Multi-skilled Technician (electricity, electronics, material fabrication, intro and core competencies for multi-skilled technicians, etc.), Electrical and Electronics Maintenance (AC circuits and measurements, AC/DC motors, electronic systems, programmable logic controllers, etc) and Automation Skills Training (Blueprints and measurement, CNC lathes, milling machines, cutting tools, etc.).

Courses offered through Continuing Professional Education can be offered to a business or company either on or off-site. Courses are taught by part-time instructors who have expertise in their particular vocation or field.

- **Class Description**

The Rock Valley College Adult Education Program will establish a customized basic skills curriculum for unemployed adults, as determined by the City of Rockford. Such classes may include instruction in the areas of G.E.D. preparation, English as a Second Language, and Literacy skills in the areas of basic reading, writing, and math. Classes will employ a number of instructional methods to ensure student learning gains and success. Included in those methods will be group, individualized and computer-aided instruction. Each class will accommodate 12-15 students on an ongoing basis, and new students will be able to enter the class on a monthly basis. Information will also be supplied to the City which describes existing grant-funded classes throughout the district.

Pre- and post-testing will be conducted for all students with the use of the Test of Adult Basic Education (TABE) to determine individual skill levels, to prepare an individualized educational plan for each student, and to measure educational gains. Teacher-made assessment tools will also be utilized to provide on-going evaluation of student gains along with anecdotal commentary that is kept in the student's file. Samples of student's work will be kept in their files to show learning gains. Students will be assisted in setting long and short-term goals and will periodically review their progress toward attainment of such goals. Computer-aided instruction will be implemented into the program to provide students with immediate feedback regarding progress, reinforcement and drill to lessons that have been presented, while, at the same time,

providing a format to evaluate student progress. Computer-aided instruction also aids in improving student self-esteem and attendance, both of which add greatly to educational gains. Assessment of educational gains may also be made in individual lessons and in teacher observations of mastery of individual concepts.

In order to assure professionalism and access to current and effective teaching methods, staff development opportunities will be made available to the instructor of this class, along with access to Adult Education Program resources.

TRAINING FOR DISLOCATED WORKERS

These programs and courses are also approved as Intensive Service courses through the Workforce Investment Act for the Dislocated Workers' program and are offered to provide workforce development for unemployed workers.

- RVC Dislocated Worker Program/Proposed Rockford Global Tradepark Industrial Redevelopment Planning Areas**

The mission of the RVC Dislocated Workers Program is to accept unemployed workers who have lost their jobs through no fault of their own, and assist them in finding new employment. This program year DWP anticipates serving 1000 people. DWP normally will average approximately an 80% entered employment rate and retained employment rate. Our credential attainment rate is typically around 50%. The program is a federal grant through the Workforce Investment Act. The program is eligibility-based, meaning not all people that are unemployed are eligible to participate. Once determined eligible and enrolled in DWP, participants become eligible for approved training based on their skills, desires and capabilities. The areas of training that we can fund are approved by the local Workforce Investment Board (WIB) and are considered by the WIB to be employable in this region. Examples of the training range from short term continuing education computer classes, to accounting, manufacturing technology, computer-related certificates and AAS degrees, mechanical design, and much more. The areas of approved training change from time to time. Sometimes a particular area of training is deleted because no hiring is occurring in that area, and other times training is added because of a demand for it and/ or a request by a provider is approved. There are also limited On-the-Job Training funds available to assist our participants in finding work.

Basically, a participant finds a potential job, applies for it, and, if the company is interested in hiring that person, our OJT funds can sometimes be used to tip the balance in favor of our participant. Our OJT funds can be used to reimburse the employer half the participant's starting salary for up to six months. The timeframe is negotiable based on the amount or level of training that is determined to be needed. If a new employer were to come to the area and need employees with specific types of training, current participants in DWP may be able to take the desired training if it is already on our approved list. If the training desired is currently not on our approved list, it could possibly be added if a provider applied to the local WIB. Or the training might simply be added, with WIB approval, if an already approved provider were willing to add

it to the approved list. The DWP does not provide training to those already employed full time.

SUMMARY

Whatever your training needs, we will make every effort to provide qualified trainers and curriculum to meet the needs of the employer's job requirements.

X. COMMITMENT TO FAIR EMPLOYMENT PRACTICES AND AFFIRMATIVE ACTION

As part of any Redevelopment Agreement entered into by the City and any private developers, both will agree to establish and implement an honorable and progressive affirmative action program that serves appropriate sectors of the City. The program will conform to the most recent City policies and plans.

With respect to the public/private development's internal operations, both entities will pursue employment practices that provide equal opportunity to all people regardless of sex, color, race or creed. Neither party will countenance discrimination against any employee or applicant because of sex, marital status, national origin, age, or the presence of physical handicaps. These nondiscriminatory practices will apply to all areas of employment, including: hiring, upgrading and promotions, terminations, compensation, benefit programs and education opportunities.

All those involved with employment activities will be responsible for conformance to this policy and the compliance requirements of applicable state and federal regulations.

The City and private developers will adopt a policy of equal employment opportunity and will include or require the inclusion of this statement in all contracts and subcontracts at any level. Additionally, any public/private entities will seek to ensure and maintain a working environment free of harassment, intimidation, and coercion at all sites, and in all facilities at which all employees are assigned to work. It shall be specifically ensured that all on-site supervisory personnel are aware of and carry out the obligation to maintain such a working environment, with specific attention to minority and/or female individuals.

Finally, the entities will utilize affirmative action to ensure that business opportunities are provided and that job applicants are employed and treated in a nondiscriminatory manner. Underlying this policy is the recognition by the entities that successful affirmative action programs are important to the continued growth and vitality of the community.

XI. COMPLETION OF REDEVELOPMENT PROJECT AND RETIREMENT OF OBLIGATIONS TO FINANCE REDEVELOPMENT COSTS

It is anticipated that the Project will be completed on or before a date no later than 23 years from the adoption of an ordinance designating the final Redevelopment Project Area #1. Actual construction activities are anticipated to be completed within approximately twenty years.

XII. PROVISIONS FOR AMENDING THE TAX INCREMENT REDEVELOPMENT PLAN AND PROJECT

This Redevelopment Plan and Project #1 shall expire no later than twenty-three (23) years from the date of adoption of the ordinance approving this Plan and Project #1 and may be amended pursuant to the provisions of the Law.

Exhibit 1

**CITY OF ROCKFORD
ROCKFORD GLOBAL TRADE AREA
INDUSTRIAL REDEVELOPMENT PLANNING AREA
REDEVELOPMENT PLAN AND PROJECT
(ADOPTED MARCH 15, 2004)**

Exhibit 2

Redevelopment Project Area #1 Boundary Map



ROCKFORD GLOBAL TRADE PARK
INDUSTRIAL TIF DISTRICT

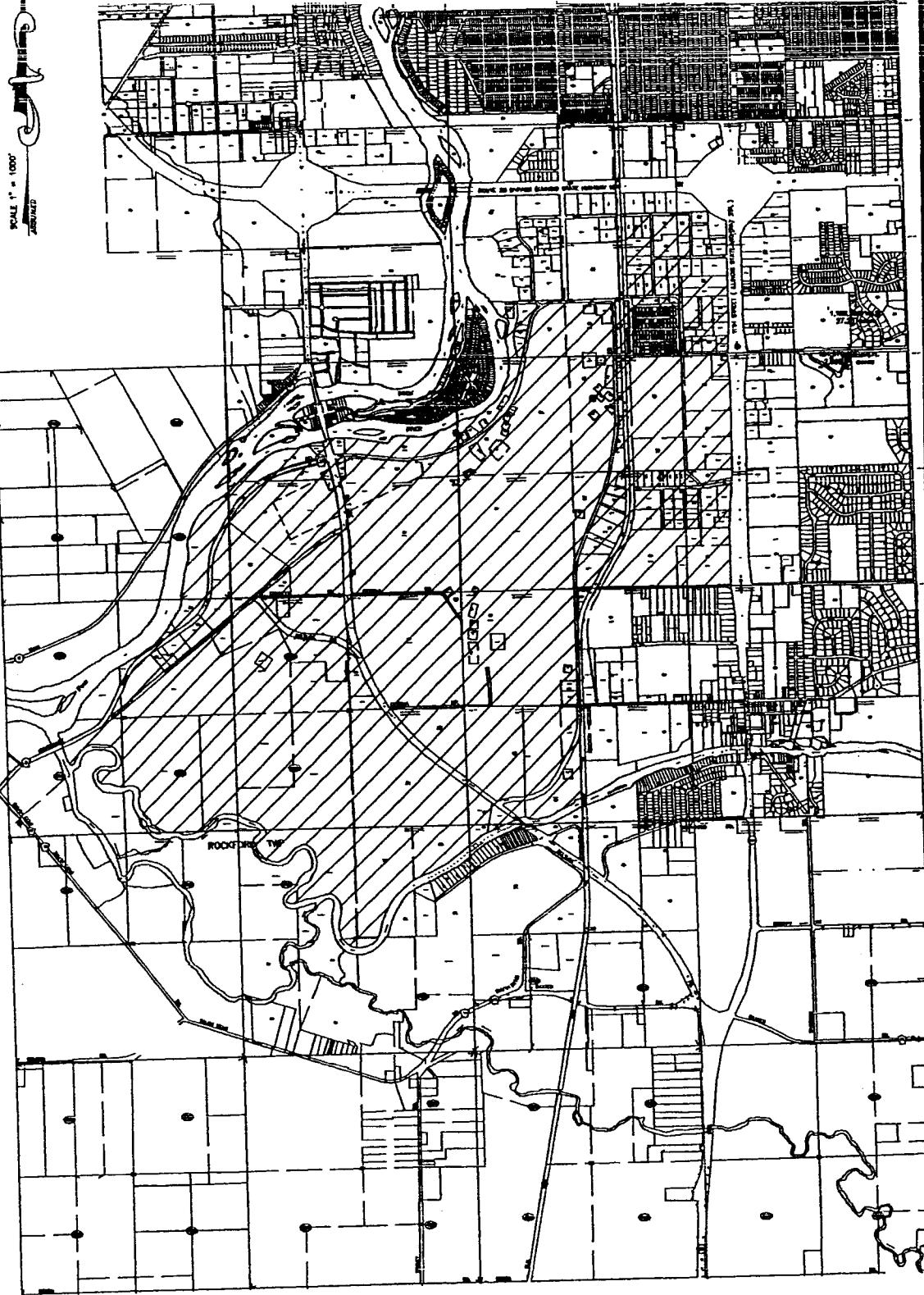


Exhibit 3

Redevelopment Project Area #1 Legal Description

**ROCKFORD GLOBAL TRADE PARK
INDUSTRIAL TIF DISTRICT**

LEGAL DESCRIPTION

All that Part of the following described parcel situated in the City of Rockford, County of Winnebago and State of Illinois described as follows to-wit: Beginning at intersection of the North right-of-way line of Research Parkway with the East right-of-way line of B&N Railroad thence East said North right-of way line of Research Parkway to its intersection with the East right-of-way line of Technology Drive projected North; thence South along said East right-of-way line of Technology Drive and along its projection south to its intersection with the South right-of-way line of Capital Drive; thence East along said South right-of-way line of Capital Drive to the Northwest corner of the premises conveyed by Keystone Consolidated Industries, Inc., to American National Bank and Trust Co., as Trustee of its Trust No. 85-8791 by warranty deed dated July 1, 1985, and recorded July 2, 1985, as Microfilm No. 85-15-1508 in the Recorder's Office for Winnebago County, Illinois; thence South along the West line of the premises so conveyed to its intersection with the South line of the premises so conveyed; thence East along said South line of the premises so conveyed and also along the South line of the premises conveyed by Rockford Hospitality, Inc., to S&M Group, Inc., by special warranty deed dated January 13, 2003, and recorded February 6, 2003, as Microfilm No. 03-01-1244 in the Recorder's Office for Winnebago County, Illinois, to its intersection with the West right-of-way line of Eleventh Street (Illinois State Highway No. 251); thence South along the West right-of-way line of said Eleventh Street (Illinois State Highway No. 251) to its intersection with the North line of the Northwest Quarter (1/4) of Section Twenty-four (24), Township Forty-three (43) North, Range One (1) East of the Third (3rd) Principal Meridian, (said line being the centerline of Blackhawk Road); thence West along the North line of said Northwest Quarter of said Section Twenty four (24) and also the North line of the Northeast Quarter (1/4) of Section Twenty-three (23), Township Forty-three (43) North, Range One (1) East of the Third Principal Meridian (3rd) (also being the centerline of said Blackhawk Road) to its intersection with the East right-of-way line of Falcon Road ; thence South along the East right-of-way line of said Falcon Road and its projection South to its intersection with the North bank of the Kishwaukee River; thence Meandering Westerly along the North Bank of said Kishwaukee River to its intersection with the Northerly right-of-way line of Kishwaukee Road; thence Northwesterly along said West right-of-way line of Kishwaukee Road to its intersection with the West line of the Northeast Quarter (1/4) of Section Twenty-one (21), Township Forty-three (43) North, Range One (1) East of the Third (3rd) Principal Meridian; thence North along the West line of the Northeast Quarter (1/4) of said Section Twenty-one (21), to its intersection with the South bank of the Rock River; thence Meandering Northeasterly along the North bank of said Rock River to its intersection with the North right-of-way line of Looked Drive projected West; thence Easterly along said North right-of-way line to its intersection with the Northerly right-of-way line of Airport Road, thence Easterly

along said right-of-way line to its intersection with the Easterly right-of-way line of B&N railroad; thence North along said Easterly right-of-way line to the point of beginning. Excepting therefrom Blocks Two (2), Three (3), Four (4), Five (5), Six (6), Seven (7), Eight (8), Nine (9), Ten (10), Eleven (11), Twelve (12), Thirteen (13), and Fourteen of Winnebago Court Subdivision, the Plat of which Subdivision is recorded in Book 22 of Plats on Page 139 in the Recorder's Office of Winnebago County. All situated in the City of Rockford, County of Winnebago and State of Illinois. Containing 2,612 acres plus or minus.