Willamette Falls Legacy Project
Roadmap to Redevelopment

Prepared for:
Project Partners of Willamette Falls Legacy Project
City of Oregon City, Clackamas County, Metro, State of Oregon

Prepared by:
Council of Development Finance Agencies

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About the Roadmap to Redevelopment

The *Roadmap to Redevelopment* is a product of the [CDFA Brownfields Technical Assistance Program](#), which is funded through a grant from the U.S. Environmental Protection Agency (EPA). The program provides technical assistance to brownfields communities on redevelopment finance. For communities that require detailed, hands-on assistance for their redevelopment efforts, CDFA Brownfields Project Response Teams comprised of CDFA staff and technical assistance partners are available to conduct site visits and offer financing strategies. The goal of these visits is to provide communities with specific, actionable steps that can transform brownfields into economically-productive sites in accordance with the goals and plans of the community. CDFA will coordinate 36 Brownfields Project Response Teams over the life of the program.

The *Roadmap to Redevelopment* was developed through a multi-day process that included interviews with numerous stakeholders from the government, business, and non-profit sectors. The strategies provided are based on the input of development finance experts, CDFA staff, and the interests of stakeholder groups gathered during the Project Response Team site visit. This report provides a framework for financing the redevelopment of a former paper mill site into public riverwalk with controlled access and restored natural area.
Background & History

Willamette Falls is the second largest waterfall by volume in North America. Since the 1830s, industrial development has blocked the Falls from public access. The Blue Heron Paper Company was the most recent in a succession of various industries that nested itself on the east bank of the Willamette River at Willamette Falls. The closure of the paper mill in February 2011 provided the opportunity to bring public access to the Falls for the first time in more than 150 years. The City of Oregon City, Clackamas County, Metro\(^2\) and the State of Oregon have partnered to carry out a vision for the 22-acre site and reduce and remove barriers to redevelopment. A key feature of the vision for the project site is the creation of a world-class riverwalk to allow for public access and viewing of Willamette Falls. In 2013, The public partners adopted four core values that help guide decisions for the site: economic redevelopment, public access, historical and cultural interpretation and healthy habitat.

The Willamette Falls Legacy Project is located in the heart of the Pacific Northwest, on the Willamette River in Oregon City, Clackamas County, Oregon. The 22-acre riverfront site is a visible and accessible destination within a 30-minute driving distance of several Northwest cities, including Portland, West Linn, Lake Oswego, Vancouver, Gresham and Wilsonville. Oregon City itself, with a growing population of 32,000, is a Regional Center under the Portland Metro region’s long-range plan. Destinations within the region, including Multnomah Falls and the Columbia Gorge, Washington Park, the Oregon Coast, Mt. Hood and others, draw millions of visitors each year.

In 2014, a private owner, Falls Legacy LLC, purchased the mill site and donated an easement along the shoreline to Metro for the purposes of building a public riverwalk. Metro has taken the lead in riverwalk design using funding from its 2006 Natural Areas Bond, along with contributions from the other three agency partners and the private property owner.

The Willamette Falls Legacy Project (WFLP) site in Oregon City contains more than 50 industrial buildings, various degraded natural habitat areas, and is partially within the Willamette River floodplain. At the southern end of the project site, and on Willamette Falls itself, is a dam owned and operated by Portland General Electric (PGE). The site presents many opportunities and challenges. Opportunities for

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\(^2\) Metro is a directly elected regional government serving Clackamas, Multnomah and Washington counties. More information can be found here: https://www.oregonmetro.gov/regional-leadership/what-metro
the riverwalk include: strong ties to Native American tribes and culture, a site rich with the history of the Oregon Territory, the industrial west and power generation, and a fully operational dam walkway that can draw visitors close to the falls to feel the mist and hear the roar of the water. Challenges for site development include: hazardous building materials, flooding risks, state and federal protection of fish and wildlife species and dam operations and a complex network of ill-maintained buildings and infrastructure.

FOUR CORE VALUES
Robust community engagement has shaped the riverwalk conceptual design; thousands of people have participated in events, surveys, tours and meetings related to the Willamette Falls riverwalk. Guided by the project’s four core values of economic redevelopment, public access, historic and cultural interpretation and healthy habitat, the riverwalk design began in 2015. The values have been used as a framework for all project decisions and will continue to guide future decisions as the project moves forward.

THE RIVERWALK DESIGN
Pathways and promenades connect islands of re-used industrial structures and large areas of restored habitat. Exploring the site, visitors will travel through a rich sequence that celebrates Willamette Falls in its fullest depth of nature, culture, industry and time. The physical design includes the following elements:

- A wide promenade for visitors to walk along the river
- Explorer Trails to navigate through and over wildlife habitat areas and historic structures
- Removal of several industrial buildings and structures along the river
- A new boat dock for light watercraft, both motorized and non-motorized
- A flexible public plaza for events and gatherings
- Reuse of a handful of historic mill building for gathering space, interpretive elements and a visitor center
- Multiple viewpoints of the Falls, both up close and from building rooftops
- Addition of large woody debris in shoreline areas to create natural habitats for river species
- A walkway on the PGE dam and a destination Falls overlook from an old powerhouse foundation
- Opportunities for integration with future private development
- Opportunities to learn about the history of the site and those that have inhabited it.
- Visitor parking areas and access improvements for all transportation

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Opportunities and Challenges

The overall riverwalk design is an aspirational plan that will be built in phases as funding becomes available. Goals for Phase 1 include providing a prominent view of the Falls, safe and secure interim access, habitat restoration and some limited building demolition and infrastructure improvements that will prepare the site for future phases. Temporary parking, programing and interpretation will also be available at the opening of Phase I. Some buildings will be demolished to reduce barriers for redevelopment, while some buildings on the southwest corner of the site will undergo restoration to provide viewing access to the falls.

Design engineering for Phase 1 is currently in process and construction is expected to start in the spring of 2020. The sequence in which riverwalk elements are constructed is dependent upon multiple factors, including private development coordination, fundraising, permitting requirements and community support. The WFLP remains flexible in the timing of each riverwalk element or phase in an effort to be fiscally responsible and to leverage the project to achieve economic development and fundraising dollars.
The riverwalk concept design assumes a total riverwalk cost of $60M, with approximately $12.5M in State lottery bonds available to fund the first phase of riverwalk construction. Funding for future phases is expected to come through public investment, private fundraising and investment from private development. The City of Oregon City has added the riverwalk to its Transportation System Plan and Trails Master Plan, making it eligible for System Development Charges\(^5\) funding sources. The riverwalk has also been added to the Metro’s Regional Transportation Plan and Regional Trails Plan, making it eligible for federal and state funding allocated to the Portland metropolitan region. As a project partner, Metro through their Metro Open Space Bond is willing to support maintenance and ownership of the natural areas of the Riverwalk through their bond measure program, which could open up other monies to economic development. Some of these resources are discussed in Part V of this report.

REDISCOVER THE FALLS
Rediscover the Falls is a non-profit organization dedicated to advancing the project through building friendships and fundraising.\(^6\) Their vision is world-class public access to Willamette Falls through an experience that honors the site’s historical and cultural significance, repairs and conserves the natural habitat, and strengthens the regional economy. They recently received a $5M challenge grant and are currently working on a plan to raise an additional $10M to support Riverwalk construction which has been identified as the initial economic catalyst for the site.

\(^5\) System Development Charge (SDCs) are one-time fees assessed on new development to cover a portion of the costs of providing certain types of public capital facilities to address impact created by new development. Oregon law provides for establishment of SDC fees for transportation, water, sewer, stormwater, and parks and recreational facilities.

PRIVATE INVESTMENT POTENTIAL
Aside from the public investment in the Riverwalk, multiple private development opportunities exist on the 22 acres, although very little is known about the type or impact of these potential investments. The owner, Falls Legacy LLC, has not revealed any plans for the site and it is unclear whether Falls Legacy will act as the master developer for the project or sell off parcels as opportunities arise.

Other redevelopment opportunity sites surrounding the riverwalk include city-owned properties downtown, undeveloped downtown sites between the mill site and 15th Street, areas on the bluff above the site zoned for mixed use, the Clackamas Cove area which is currently being developed with housing, the former landfill site just north of downtown and the portion of West Linn just across Abernathy bridge. The riverwalk is expected to boost opportunities for these sites, making them more attractive to the private development community.7

BUILDINGS AND STRUCTURES
Five of the existing 50 buildings are expected to be repurposed based on their historical significance and architectural integrity. Two of these buildings are part of the riverwalk plan (to provide viewing access to the falls as described above), and the other three are part of future private development areas on site. The adopted Framework Master Plan placed protections on these five buildings, requiring that they be integrated in some way in the redevelopment plans for the site. Other non-building elements such as the digesters, boilers and other tanks throughout the site were also identified and protected through the Framework Master Plan. All remaining structures are not Required to be reused, but may offer opportunities for reuse.8

BROWNFIELDS
Several of the existing structures contain hazardous building materials, such as lead based paint and asbestos. Other contaminants to be removed from the site include a few underground storage tanks (USTs) and areas of dirty fill (soil previously used as fill that was contaminated before it was brought to the site). Metro has been granted EPA grant dollars to cover some of the cleanup costs, and will likely apply for funds from the Oregon Brownfields Redevelopment Fund, the State’s brownfield revolving loan fund.

MAIN STREET EXTENSION
The Framework Master Plan adopted in 2014 plans for extension of the downtown street grid into the site, reconnecting the Falls to historic downtown via Main Street in Oregon City. Given the potential private redevelopment opportunities described above, the extension of the street along with provision of water/sewer/stormwater and electricity are critical elements of the overall site. In its current condition, infrastructure at the WFLP site is not adequate to support new development. Much of the infrastructure was either removed in 2013-2014 by a salvage firm associated with the federal bankruptcy, or is severely undersized. These costs are not included in the Phase 1 activities, nor is there any easement granted to the City to install such infrastructure as of yet.

OREGON CITY URBAN RENEWAL AGENCY (URA) MEASURE
The responsibility for funding the Main Street roadway and related infrastructure falls largely on the City’s shoulders. The current market conditions, condition of existing infrastructure, and the slowness of the property owner to advance private development onsite do not support the city waiting for a private approach to infrastructure construction. A very rough estimate provided by the City’s Public Works Department anticipates a cost of $8M. Official plan sets and a refined estimate have yet to be completed. Although a relatively modest project, the financing is complicated by a recent charter amendment passed by Oregon City voters that limits the City’s capacity to issue debt to fund projects. In 2015, voters passed a charter amendment prohibiting the City and any City agency, from authorizing any financing of any project using Urban Renewal Agency (URA) funding, or tax-increment financing. Additionally, the measure prevents the City from spending existing URA revenues for any purpose other than for “retiring existing Urban Renewal Agency debt.”9 Although Clackamas County Court ruling found that the State law which authorizes urban renewal pre-empts the recent directive in the City Charter, the plaintiffs have appealed the ruling. The City is prevented from touching the URA dollars until the legal matter is settled. The charter also directs that any taxation of debt that requires over one year to pay back calls for voter approval, further limiting the City’s capacity to invest in projects.

SCOPE OF RECOMMENDATIONS
Due to the successful funding of the Phase 1 design for the riverwalk, and the likely potential for future phases to be funded through Metro’s and the State’s new bond issuances, the focus of this report is not to address the funding for the riverwalk itself, but to accelerate development opportunities for the rest of the 22-acre site and to address the challenges the City faces in financing Main Street infrastructure and related improvements. The strategies that follow focus on attracting private investment to the WFLP site and leveraging resources to finance the extension of Main Street and installation of the related water/sewer and electrical infrastructure.

Strategies

Part I: Prioritize Main Street Infrastructure Along with Phase 1 Activities

Although the WFLP planning and financing efforts have been led primarily by the public sector to date, future private investment will be critical to ensure the long-term economic success of the project. For this reason, it makes sense to create the capacity needed for development by prioritizing the extension of Main Street and inclusion of the necessary infrastructure (roadway, water/sewer, and electrical) to coincide with Phase 1 of the Riverwalk Construction. Although the end users of the site are not yet identified and infrastructure capacity needs are not specified, the design can be maximized for site allowances in order to be ready for end users. The City should work with the owner to acquire dedication of the roadway and negotiate the related easements. The suggestions below will support the City in moving closer to this goal.

i. Use remaining Metro Planning Grant Funds for Engineering and Capacity Analysis for Needed Infrastructure

Metro previously awarded a $400,000 planning grant to the City for the purposes of conducting preliminary studies for the site. The City has already spent nearly $200,000 of these funds on a market study, transportation management plan, structural analyses, and preparation of tech memos related to zoning, ROW design, and phasing of infrastructure. The remaining $200,000 should be used to further the specifications and prepare the engineering drawings for the needed infrastructure.

ii. Nimbly Adjust City Staff Based on Project Need

If the City intends to make the WFLP site a redevelopment priority, the project will demand a significant amount of staff time and requires a variety of staff members from different departments and authority dedicated to the project. Being able to nimbly assign staff FTE based on current project need is very important at these early phases and could naturally transition to a full-time project manager as private development advances on the site.
Part II: Financing Main Street Infrastructure

The following financing options are provided in order of how the City should focus their limited resources in the next three to five years to reduce and remove barriers to redevelopment by providing infrastructure to WFLP site. These have been listed by order of effectiveness based on market and site conditions and should not be viewed as a strict order of operations.

i. Option A: Establish a New Urban Renewal District Designation for the Site

Although the City cannot act on the existing URA due to the legal case, a ballot issue could be put to voters to establish a new URA specific to the WFLP site. As a project that has been at the forefront of community engagement efforts for several years, support for the Riverwalk and related development is very strong. The WFLP site clearly meets the blight criteria required for use of URA as an underutilized property with inadequate infrastructure and poor building conditions. Redevelopment of the WFLP site is highly unlikely without the City’s investment in the Main Street extension and infrastructure, which further supports the case that this is an appropriate use of tax-increment financing (URA).

Voters may be willing to support the new URA because the site is not currently generating any significant revenue, and there are no tax dollars to be diverted from other special districts. The establishment of a URA would mean that revenues from future development (the increment) could be collected to fund future improvements on the site and/or pay back the City for its investment in the Main Street extension and related infrastructure through tax-increment financing. For this reason, it is ideal to establish the district while the base value of the property is low. Not only does this path conserve the City’s general funds, but the increment will increase significantly over time as market conditions improve, and the URA district can be closed out once the infrastructure is paid for. The establishment of the new URA should be timed to coincide with the first private development so that the base tax value can be set at pre-development value and the amount of increment can be maximized over time.

ii. Option B: Utilize URA Surplus to Support Infrastructure Improvements

Provided that the Appeals Court upholds the Circuit Court ruling, the City may again have access to the URA surplus dollars. In this scenario, the City could extend the existing URA to include the WFLP site and utilize surplus funds for the needed infrastructure, or as a match to leverage additional funding.

iii. Establish a Local Improvement District (LID)

A Local Improvement District can be formed by an owner or a group of property owners who agree to share in the cost of infrastructure improvements. Once a LID is established, a Special Assessment typically in the form of an additional real estate tax on the property, is collected by the local taxing authority and directed to a designated fund to finance projects, improvements, and maintenance in the assessed district. Financing is typically offered for up to 20 years, and payments are not collected until the work is complete. A LID can be used effectively in conjunction with tax-increment financing.
iv. **Contribute City Water/Sewer Surplus Funds**

The City may be able to contribute surplus water and sewer funds to the Main Street infrastructure project, or to use the funds as a match to leverage a loan through the State’s Public Works or Water/Wastewater Revolving Loan Funds or Grants.

v. **Consider Applying Premium User Fees to Future Developers**

The City could consider applying premium user fees to future developers to create a stream of revenue to pay back the infrastructure investment. Analysis should be conducted to determine what fee amount might support the desired revenue over time based on anticipated user rate.

vi. **Partner with Portland General Electric (PGE) to extend electrical infrastructure**

PGE has been a cooperative party to the redevelopment planning for the WFLP site and has a significant interest in seeing the project realized. PGE could carry the investment in extending electrical infrastructure along Main Street (and possibly a portion of the costs for the road extension) and recapture the investment after revenue is coming in.

**Part III: Increasing City Capacity to Finance Projects and Attract Development**

The following should be pursued as resources allow in cooperation with private development on-site.

i. **Launch Promotional Campaign for Development Opportunities at Willamette Falls Legacy Project (WFLP) Site and Nearby Properties**

Despite the property being in private ownership, the City should continue to market private development opportunities at the WFLP site and nearby properties. The City’s Economic Development Department can promote a package of potential incentives and state programs to qualified projects. Once Main Street has been extended and infrastructure installed, the site will be very attractive to private developers. To date it has not been clear if the existing site owner will develop any portion of the property, act as the master developer of the entire 22 acres, or sell all or a portion of the property. Nevertheless, the City does not have to wait on the owner to begin generating interest in the site. To the extent that the City can encourage development that aligns with the public vision for the site, they should exercise that ability.

ii. **Explore Special Legislation to Fix Referendum on Limiting Debt**

The City could make a special legislative request to overturn the referendum that limits their ability to issue debt. Because State laws authorize local government spending, the argument could be made that the referendum puts an unnecessary restraint on the City’s ability to participate in economic development activities. One approach to this would be to coordinate this effort with other municipalities and townships along the Willamette River, whose development efforts would also be enhanced if they did not have to take debt packages to the voters. The collective push may add the needed political weight to the push
to unfetter Cities who are willing to back their debt in the name of tax base expansion and job creation that comes from economic development initiatives.

Part IV: Consider a Public-Private Partnership Model

The site owner, Falls Legacy LLC, has not made any substantial movement on the site, though has completed some high-level internal development planning since taking ownership in 2014 despite the fact that they have entertained multiple unsolicited development offers (according to an interview with Legacy Falls, LLC on July 17, 2018). It is unclear whether the owner wishes to sell the property or become a master developer. This situation could indefinitely stall development at the site unless the City can gain control over what happens to the property. As of this report these is a current Letter of Interest on the property from a private entity that is in a due diligence period. Previously, the city offered to purchase the property on behalf of the public partners. This offer was rejected by Falls Legacy in January 2018.

While a Public-Private Partnership has not been feasible to date, in the future, such a model might allow the City to control the development of the 22 acres while the current owner is allowed to capitalize on the development of the site over time. The City could make a purchase offer for the entire site that involves paying a portion of the sale price up front and paying the remainder out of the revenues generated from the development of the property over time until the negotiated amount and/or time period has been reached.

Alternatively, the City and the owner could enter into an agreement that authorizes the City to market the property for sale, setting thresholds for investment that would be marketed for a period of time, and if there are no takers at that sale price, then the City can offer it at a lower price that is more aligned with the appraised value. The manner in which the property price would drop could be negotiated in advance; the City could even compensate the owner partially for the price cut from incremental revenues on the back end. For example, if the price were reduced by $3M and a buyer comes along, the owner sells at the lower price, and then gets a payback of half of that in year 10, or whenever the agreed-upon time period is reached.
Part V: Utilize County and State and Federal Programs

The WFLP may be eligible for funding from a variety of County and State programs including the following:

**Business Oregon – Infrastructure and Brownfields Redevelopment Grants and Loans**

Business Oregon provides cities opportunities for grants and low interests loans for brownfield and infrastructure projects which include low interest loans through the Infrastructure Finance Authority. A matrix of available programs can be found in the appendix.

**Immediate Opportunity Fund (IOF)**

The Immediate Opportunity Fund is administered by the Oregon Department of Transportation and the Oregon Transportation Commission. It supports primary economic development in Oregon through the construction and improvement of streets and roads. Access to this fund is discretionary and the fund may only be used when other sources of financial support are unavailable or insufficient. The IOF favors projects that create or retain jobs and/or are of regional significance.

**Metro Transportation Improvement Program (MTIP) Regional Flexible Funds**

Regional flexible funds come from three federal grant programs: The Surface Transportation Program, the Congestion Mitigation/Air Quality Program and the Transportation Alternatives Program. These programs allow greater discretion on how the monies are spent, which allows for greater focus on local priorities and innovative solutions to transportation challenges. As the administrator of these funds, every few years Metro has an opportunity to allocate money to various transportation priorities in the Portland region.

**Regional Solutions Funding**

As the regional center for state agency work and funding, Regional Solutions (Central Region) has the capacity to assist priority projects in Oregon City. Among the opportunities that Regional Solutions values most highly are education, economy, and environmental stewardship. Although amounts awarded are often small, the agency will likely be interested in supporting the WFLP in catalyzing economic activity on the site and restoring the natural habitat near the Falls.

**Clackamas County Funding**

As a Project Partner, the County is willing to support the project and may be able to contribute funds through its Community Development, Transportation, or Parks District programs. The appropriate funding stream may not be identified until future users on the site and the population served has been determined.

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Part VI: Explore Federal Programs and Incentives

The WFLP site is located in a distressed census tract and may be a good candidate for the following federal resources.

**Federal Opportunity Zone Program**

The Tax Cuts and Jobs Act (HR 1) that was signed into law late in 2017 creates a new tax incentive to attract capital to low-income census tract areas, allowing investors to defer tax on capital gains if the proceeds are invested in a qualified Opportunity Fund which is used to support new or existing business activities within the zone. The capital gains invested in a Qualified Opportunity Fund are eligible for partial tax forgiveness if the investment is held in a Qualified Opportunity Fund for at least 5 years, and if an investment is held for 10 years, any tax on the appreciation of that investment is forgiven. Many investors are willing to provide capital to projects but lack the wherewithal to locate and follow through on opportunities in needy communities. The new Opportunity Funds will democratize economic development by allowing a broad array of investors throughout the county to pool resources and mitigate risk, increasing the scale of investments going into underserved areas. The WFLP site was added to Oregon’s list of Opportunity Zones in 2018. The City should develop a strategy for the use of these funds which emphasizes redevelopment of the WFLP site, and market this incentive to potential investors.

**Economic Development Administration (EDA) Funding**

The EDA’s mission is to lead the Federal economic development agenda by providing economically distressed communities and regions with comprehensive and flexible resources to address a wide variety of economic needs. EDA grant funding is tied to job creation, so it would be necessary to demonstrate that end uses of the redevelopment would result in some permanent jobs. As the Willamette Falls Downtown District does allow for light manufacturing, makerspace, and could support traded sector jobs, EDA funding may be available when development interests are aligned with these types of jobs.
Additional Resources

CDFA Brownfields Financing Toolkit |

CDFA Online Resource Database |
http://www.cdfa.net/cdfa/cdfaweb.nsf/ordsearch.html

Business Oregon Infrastructure Finance Programs |
https://www.orinfrastructure.org/assets/docs/IFA/Pub-Fin-Table.pdf

Business Oregon- Opportunity Zones |
https://www.oregon4biz.com/Opportunity-Zones/

Regional Infrastructure Fund |
https://www.oregon.gov/gov/admin/regional-solutions/Pages/Regional-Infrastructure-Fund.aspx

Economic Development Administration Funding Opportunities |
https://www.eda.gov/funding-opportunities/index.htm
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<tr>
<th>Individuals</th>
<th>Organizations/Groups</th>
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<tbody>
<tr>
<td>Megan Gibb</td>
<td>Clackamas County</td>
</tr>
<tr>
<td>Brian Harper</td>
<td>City of Oregon City</td>
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<tr>
<td>Tony Konkol</td>
<td>Falls Legacy, LLC</td>
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<tr>
<td>John Lewis</td>
<td>Oregon Metro</td>
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<tr>
<td>Phil Lewis</td>
<td>Rediscover the Falls</td>
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<tr>
<td>Andrew Mason</td>
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<td>Brian Moore</td>
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<td>Wyatt Parno</td>
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<td>Jon Potter</td>
<td></td>
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<td>Christina Robinson-Gardiner</td>
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<td>John Southgate</td>
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<td>Laura Terway</td>
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<td>Eric Underwood</td>
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About the Authors

The *Roadmap to Redevelopment Plan* was authored by the Council of Development Finance Agencies (CDFA), a national association dedicated to the advancement of development finance concerns and interests. Learn more about CDFA at www.cdfa.net.

The CDFA project team consisted of the following individual:

Emily Moser, Program Manager

CDFA was advised during the Brownfields Project Response Team site visit by a team of technical assistance advisors:

Bill Calderon, President  
Calderon Economic Development Strategies

Dennis Enright, Principal  
NW Financial Group, LLC
The Council of Development Finance Agencies is a national association dedicated to the advancement of development finance concerns and interests. CDFA is comprised of the nation's leading and most knowledgeable members of the development finance community representing public, private and non-profit entities alike. For more information about CDFA, visit www.cdfa.net or e-mail info@cdfa.net.

Toby Rittner, President & CEO
Council of Development Finance Agencies
100 E Broad Street, Suite 1200
Columbus, OH 43215

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