

Exhibit P

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PLANNING DEPT.



COKER BUTTE COMMUNITY PROJECT

*CONCEPTUAL MASTER PLAN AND COMMITMENTS FOR THE CITY OF
MEDFORD URBAN RESERVE AREA MD-2, SOUTH OF VILAS ROAD*

This project is a functional and community oriented conceptual Master Plan to assist the City of Medford with the Urban Growth Boundary Amendment (UGB) process. This plan offers solutions for improved traffic and utilities, and contains formal agreements with Medford's Parks and Recreation Foundation, and School District 5-49C to gift land for an adopted future school site, for city parks and a parks connective trail system.

Richard Stevens & Associates, Inc.



COKER BUTTE COMMUNITY PROJECT

CONCEPTUAL MASTER PLAN AND COMMITMENTS



Additional Consultants:

Southern Oregon Transportation Engineering
RH-2 Engineers Planners Scientists



APPENDICES

Appendix A

- Conceptual Master Plan
- Aerial Photo Map
- Leisure Services Plan Maps

Appendix B

- Letter from Medford Parks
- Letter from Medford Park Foundation
- Park Agreement
- Letter from the School District
- School District Agreement

Appendix C

- Traffic Memo from Southern Oregon Transportation Engineering

Appendix D

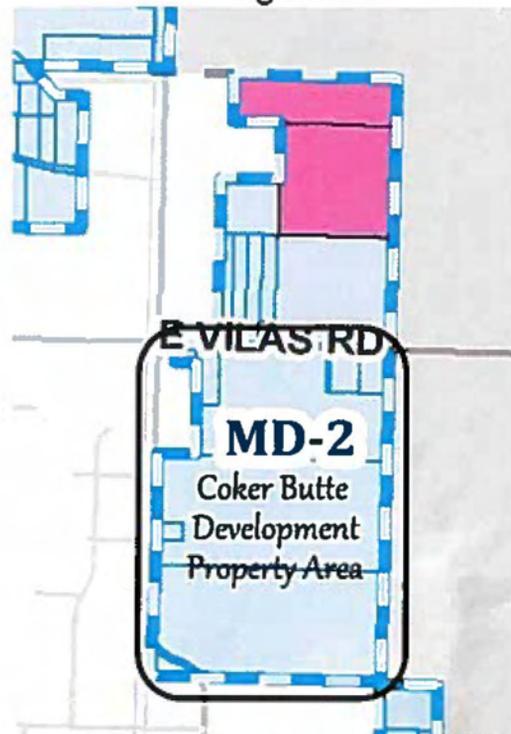
- ESA Scoring

Supporting Information

Introduction

The Coker Butte Community Project is a conceptual land use and transportation plan for a portion of an adopted Urban Reserve Area (URA) referenced as MD-2 located south of Vilas Road. The Coker Butte Community Project is situated on a tract of land comprised of five tax lots described as 37-1W-05 Tax Lots 300 (53.34 acres), 202 (0.30 acre), 600 (77.03 acres), 900 (76.45 acres) and 902 (2.27 acres). This tract is owned by Coker Butte Development, LLC. The zoning on the subject tract is currently Exclusive Farm Use (EFU) with a small area that is zoned General Commercial (see Zoning Map in Appendix B). This URA south of Vilas Road totals approximately 223 acres, of which the Coker Butte Community Project property is approximately 210 of those acres, or 94% of this area.

Figure 1



Map Source: City of Medford ESA Scoring Filter in Appendix D attached.

There are five (5) additional properties within this inclusion area south of Vilas Road that total approximately 14 acres, or 6% of this area (see Table 1 and Figure 2).



Table 1 - Other Property Owners

Tax Lot	Name	Activity	Acreage
401	Schoenleber	Commercial	1.10
313	Pacific- Corp	Power Substation	3.99
200	Garza	Residential/Hobby Farm	3.99
201	Bost	Residential/Hobby Farm	4.06
601	Liles	Residential	1.34

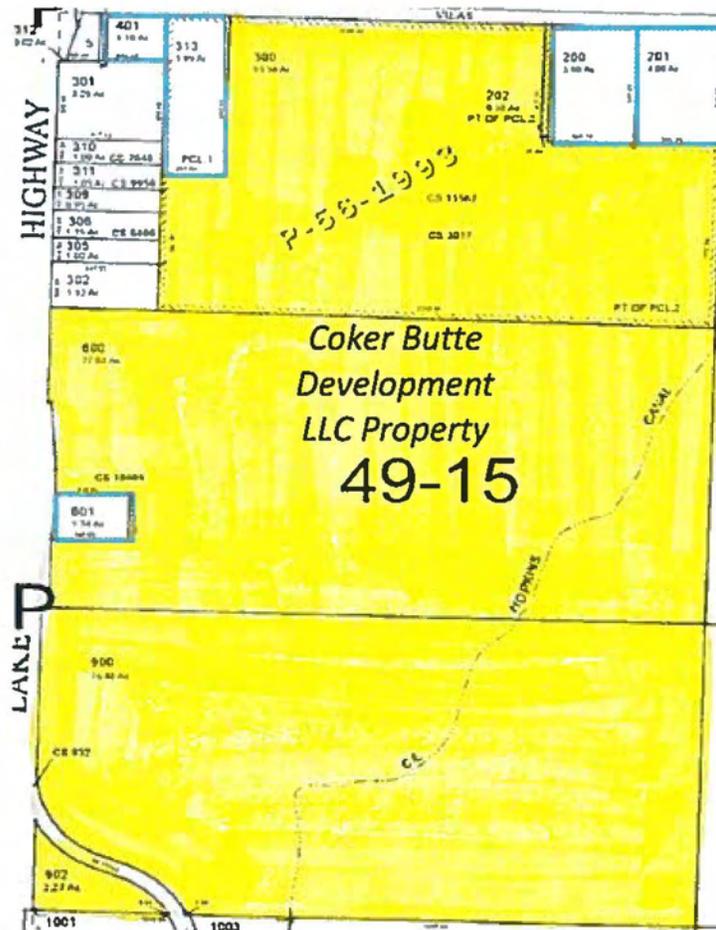


Figure 2 Map Source: Jackson County Assessors Map

All of the five additional parcels are developed in some capacity. Although the tract identified in Figure 2 is developed with one dwelling, the rest of the property is vacant land, which is beneficial for master planning.



Conceptual Master Plan:

Coker Butte Community Project

Coker Butte Development, LLC developed the Coker Butte Community Project by consulting with land use planning professionals, a traffic engineer, professional engineers, the City of Medford Parks Department and the Medford School District 549C to draft a Conceptual Master Plan (CMP) for the subject tract. The draft CMP addresses the City of Medford's Comprehensive Plan, Regional Plan Element (RPE), provides for an improved traffic and street circulation plan, and provides the means to improve the water availability in the area. For this project, it was important for the property owners to work with the different local and regional agencies to devise a plan that would accommodate the density requirements set forth in the RPE, while still providing a plan diverse enough to accommodate broad types of uses, managed open space (parks) and a school facility for a true community project.

Justification for Inclusion into the Medford UGB:

The specific portion of MD-2 south of Vilas Road is appropriately designed and dedicated for mixed-use development. With the exception of lands in the southeastern corner encompassing the Coker Butte, this area contains lands that are generally flat and can accommodate for the commercial development and the higher residential densities that Medford is required to meet to be consistent with the RPE.

As the Regional Plan Element states,

"This area has excellent visibility from the Highway 62 corridor making it ideal to support a mixture of employment and residential land uses. This mixture can support the existing employment lands in the corridor with additional labor markets. Some of the land can serve to satisfy some of Medford's identified employment land needs. Also, the area is far enough away from major agricultural uses, major industrial uses, and the airport flight path to work for residential development. New housing in this area will offer the possibility for shorter commutes



between home and work for some residents. Urban facilities are generally available and future urbanization will provide an opportunity for a local street network that can provide alternative north-south circulation to the Highway 62 corridor.”

As can be seen on the attached site plan (Appendix A), this design accomplishes all of the above to be consistent with the RPE. The design is consistent with the lands to the west by keeping the commercial uses close to the Highway 62 corridor and other commercial development (Lithia Auto Mall). The land further east will provide for some multi-family housing and higher density single family housing. Even further east along the eastern boundary the design changes to lower density single family residential to help mitigate any negative effects of development on the lands outside of the Urban Reserve, consistent with the buffer standards of the RPE.

This type of development is also advantageous for walk-to-work scenarios, increasing public health and safety, and will provide additional nearby housing for the other commercial businesses already existing along Highway 62.

DENSITIES

The Coker Butte Community Project area will help achieve the 2020 benchmark targets for the number of dwelling units and employment opportunities in a mixed use/pedestrian friendly area. The area south of Vilas road alone can meet the targeted percentages of residential, employment and open space for its Urban Reserve area. However, throughout all the currently proposed lands, this area helps the City reach those bench mark needs.

PARKS

On February 25, 2015 Coker Butte Development LLC entered into a formal agreement with the Medford Parks and Recreation Foundation to donate all of the allotted open space in the Coker Butte Community Project upon getting into the UGB (Appendix B). This land is projected, when included into the UGB, to become part of the City of Medford Parks Leisure Services Plan and become developed by the Medford Parks and Recreation Department. Currently the Parks Leisure Service Plan shows a need for community and



Since the trail system will connect to the school grounds, this donated area is large enough to possibly work with the school district to serve partially as a parking lot to serve as the trail head, and to possibly provide for a community park for added recreational opportunities, an idea the School District is also excited about.

Donated School Site

On September 15, 2014, Coker Butte Development LLC entered into an agreement with School District 549C for the donation of a 20-acre site upon the inclusion into the UGB (Appendix B). This agreement was passed unanimously by the School District 549C Board as it will help with funding for a new school, which in turn is a benefit for the school district, tax payers, and especially for the kids and overcrowded classrooms. This area, within the school district boundaries, is lacking a school facility based on a study that demonstrated the schools present are near to or at capacity. With the type of development proposed, a school location in this area would be very beneficial to the surrounding area. Also included in Appendix B is a letter from the School District explaining that the benefit of this donated land financially for them. With the integrated trail system proposed for the eastern boundary of the subject tract, walking and biking to school will be a safe accessible option for everyone within this area.

Buffering

When the subject tract's property owners entered into discussion with City of Medford Parks & Recreation Department, Mr. Sjothun expressed interest towards the entire area of open space, as it can support trail system discussed above. Since connectivity to the school site would also be beneficial, the 200-foot buffering area along the east boundary of the subject tract seems ideal for this type of use. Of course, upon inclusion and development other vegetative mitigation options will be added for greater protection of the agricultural lands to the east, which are not part of the Urban Reserve Areas. The lands to the east, with the exception of The Coker Butte area, are in farm use as irrigated grass hay. With the proposed buffer area providing vegetation and trail system, the development of this area will have minimal impact on the lands east of the Coke Butte Community Project, to be



consistent with the Comprehensive Plan Regional Plan Element, Section 4.1.10.

Environmental

There currently are areas of wetlands present on the subject tract, and mitigation measures will be taken to help protect these areas as appropriate.

The Coker Butte Community Project, in collaboration with Medford Parks, will work to utilize some of the natural features of the property for parks and preservation of some of these areas. These features and the area previously identified as Park Area 2 (Figure 3) will also create opportunities for capturing storm water runoff and utilize the existing drainages and irrigation ditches to assist infiltrating storm water runoff.

ESA Scoring

The City of Medford Planning Staff established tools to assist with the evaluation of the External Study Areas (ESA). The criteria used for evaluation was a scoring system ranking the different ESAs and how they measured up in terms of proximity, parcel size, sewer, water and transportation (Appendix D). The scoring ranged from 1 through 5, 5 being the highest most feasible ranking. The portion of MD-2 south of Vilas Road, passed coarse filter test with high scores for proximity (score of 5) and parcel size (score of 4/5). The remaining ESA scoring pertains to Sewer, Water and transportation facilities.

Sanitary Sewer

The Coker Butte Community Project area scored well (score of 4/5) for available sewer facilities. The Master Plan illustrates that sewer connectivity is very feasible and Rogue Valley Sewer System has plenty of capacity to support this area coming in. There are a 15" and 10" sewer mains within reasonable distance to the property along Highway 62 and south along Crater Lake Avenue for a feasible connection.

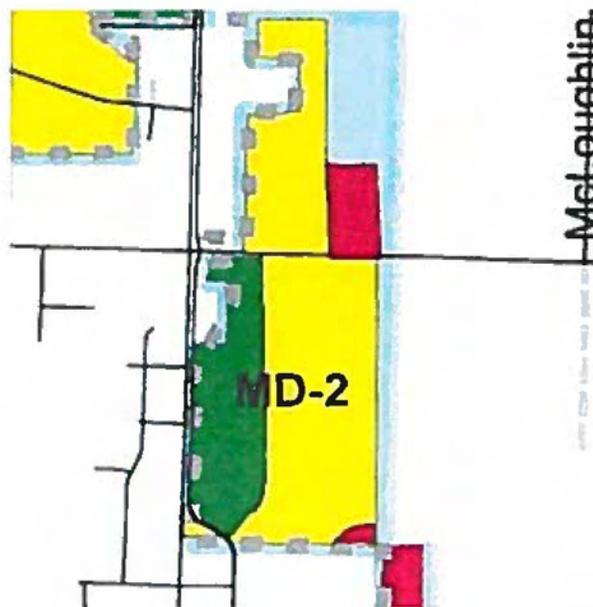
Water

The subject tract scored moderately for water (score of 1-3); however, a water lines is currently adjacent to the subject property, as seen on the



Master Plan (Appendix A). The property scored high for the portion of the property closest to the existing water lines along Highway 62, and scored lower for the area farthest from the existing lines (along the east boundary). Upon showing the Medford Water Commission the Master Plan for the Coker Butte Community Project area, based on the design of the roads within this plan water availability farther east would be more feasible than originally evaluated, and they agreed that the ESA scoring for water could be more appropriate at 3/5 (5 for the west half of the property and 3 for the east half, excluding Coker Butte above 1,500 feet (see Figure 4).

Figure 4 – Water Rating After Development



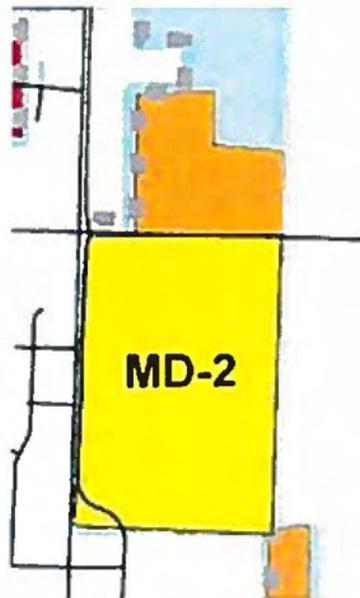
However, since the property isn't in the UGB and the Coker Butte Community Project Master Plan is not an approved land development applications with approved conditions that bind the Master Plan to the Urban Reserve area, the Medford Water Commission could not formally change their map; however Figure 4 above reflects the higher score proposed by the Medford Water Commission upon review of this project.

Transportation

The subject tract scored a 2 for transportation. However, Medford Public Works clarified that the evaluation they relied on was done for a larger area

(MD-1, MD-2 and MD-3), not specific areas, which would more accurately determine the true number per area. Therefore, Coker Butte Development LLC felt it was appropriate to hire a traffic engineer, Kim Parducci with Southern Oregon Transportation Engineering, LLC, for a more detailed study of the area (Memo in Appendix C). Ms. Parducci did an evaluation specifically for the area south of Vilas road and determined as a stand-alone area should be rated as a 3 or 4 (see Figure 5 below).

Figure 5 – Traffic Rating After Development



Ms. Parducci's analysis determined,

"Its [the area] only deduction is its close proximity to OR 62 and Vilas Road, but its reliance on those facilities is reduced because of the strong additional north south connectivity of the re-aligned Crater Lake Avenue and Springbrook Road through the site. This will help alleviate the need to use OR 62 and still allow connection to Coker Butte Road, Vilas Road, Owens Drive and Delta Waters."

Ms. Parducci ultimately found that development of this site would provide a solid network of planned north-south and east-west connections which disperses traffic and reduces reliance on OR 62; provide an important connection for transit services along OR 62; it would provide pedestrian and

bicycle facilities through the site and connects gaps that would otherwise not be connected without proposed development; it does not have connectivity constraints that were shown in Scenario 1 as a result of connectivity through the airport, over Bear Creek, or across the steep topography east of Foothill Road; the area is not shown to create safety concerns relating to congestion on OR 62; and it is not limited in creating the necessary infrastructure to support full development of MD2 south of Vilas Road.

Based on the more detailed analysis done by Ms. Parducci, one can see that this project area (south of Vilas Road) scores higher than the initial evaluation of a much larger area.

Considering the re-evaluations mentioned above for the Coker Butte Community Project area, the overall rating of this area, considering all five factors would be 20-23 out of 25. This rating is much higher than many of the other areas being evaluated for inclusion.

SUMMARY

We fully support the Planning Commission's recommendation for inclusion into the Medford UGB. The Master Plan for the Coker Butte Community Project is an ideal candidate for inclusion into the Medford UGB because of its mixed-use design, ability to meet residential densities, and the formal agreements for a school and city parks, which are much needed in this area.

This community oriented conceptual Master Plan can appropriately assist the City of Medford with the UGB process, as it accommodates diverse uses of employment, open space and residential lands while offering solutions and improvements for traffic and utilities in this area. The design of the Coker Butte Community Project addresses the State Land Use Goals, and the City of Medford's Comprehensive Plan Regional Plan Element. It also is beneficial to City of Medford due to the formal agreements with Medford's Parks and Recreation Foundation, and School District 549C to gift land for an adopted future school site, for neighborhood and community parks, and a Parks connective trail system.



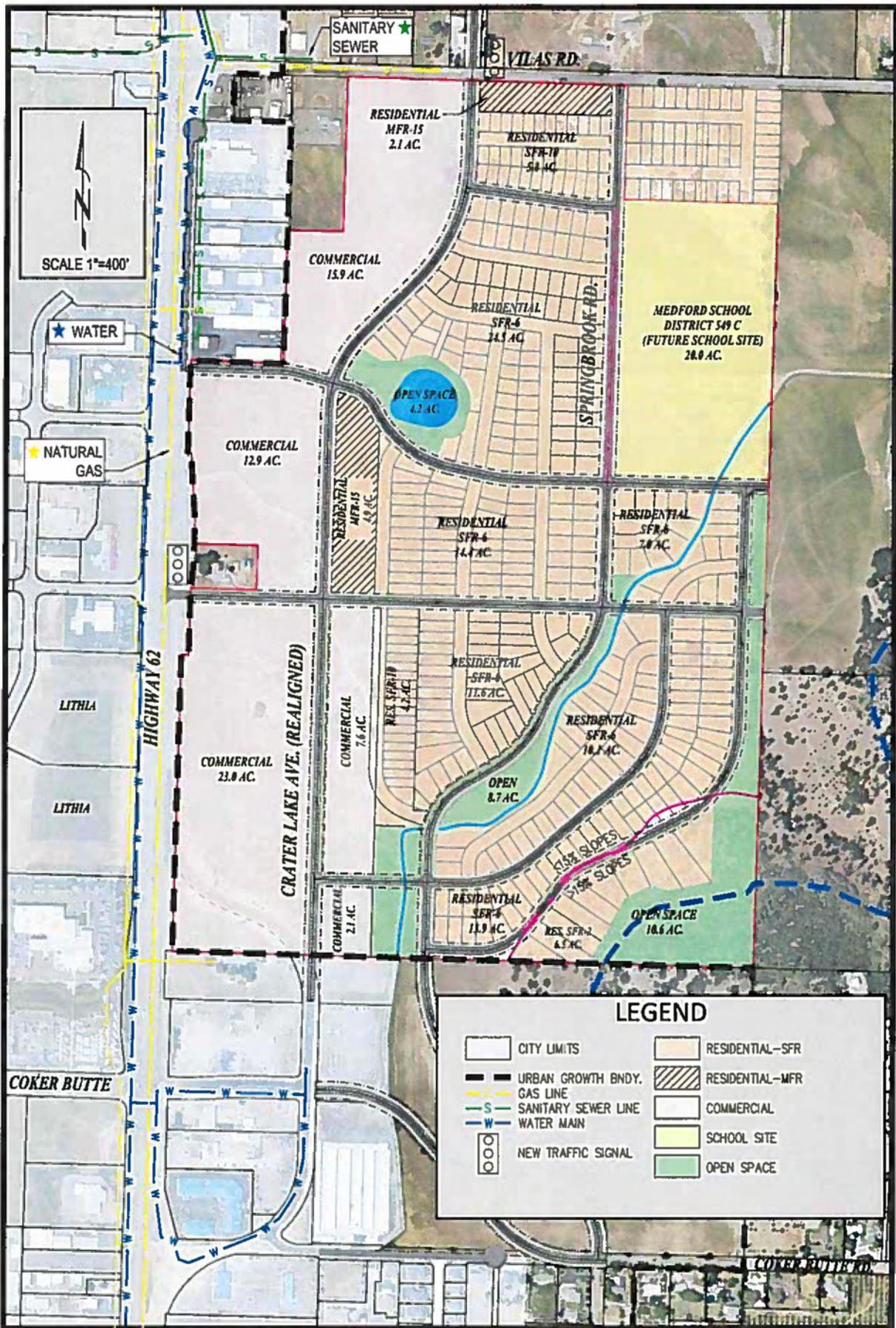
Appendix A

Conceptual Master Plan

Aerial Photo

Leisure Services Plan Maps

Connective trail System Maps



SCALE 1"=400'

★ WATER

★ NATURAL GAS

LITHIA

LITHIA

COKER BUTTE

SANITARY SEWER

VILAS RD.

RESIDENTIAL MFR-15 2.1 AC.

RESIDENTIAL SFR-7H 50 AC.

COMMERCIAL 15.9 AC.

RESIDENTIAL SFR-6 24.5 AC.

MEDFORD SCHOOL DISTRICT 549 C (FUTURE SCHOOL SITE) 28.9 AC.

OPEN SPACE 4.2 AC.

COMMERCIAL 12.9 AC.

RESIDENTIAL MFR-15 4.9 AC.

RESIDENTIAL SFR-4 14.7 AC.

RESIDENTIAL SFR-6 7.8 AC.

CRATER LAKE AVE. (REALIGNED)

COMMERCIAL 23.8 AC.

COMMERCIAL 7.6 AC.

RESIDENTIAL SFR-4 11.6 AC.

RESIDENTIAL SFR-4 10.7 AC.

OPEN 8.7 AC.

COMMERCIAL 2.1 AC.

RESIDENTIAL SFR-6 11.9 AC.

RES. SFR-2 6.5 AC.

OPEN SPACE 10.6 AC.

LEGEND

- CITY LIMITS
- URBAN GROWTH BNDY.
- GAS LINE
- SANITARY SEWER LINE
- WATER MAIN
- NEW TRAFFIC SIGNAL
- RESIDENTIAL-SFR
- RESIDENTIAL-MFR
- COMMERCIAL
- SCHOOL SITE
- OPEN SPACE



COKER BUTTE DEVELOPMENT CONCEPTUAL SITE PLAN



COKER BUTTE DEVELOPMENT AERIAL PHOTO EXHIBIT

LEGEND

- Urban Growth Boundary
- Public Schools
- Private Schools
- Neighborhood Parks
- Community Parks
- Linear Parks
- Greenways/Open Space
- Special Use Areas
- Undeveloped Areas
- Large Urban Parks
- Mid Parks
- Recreation Land (outside UGB)
- Existing pedestrian/bike path

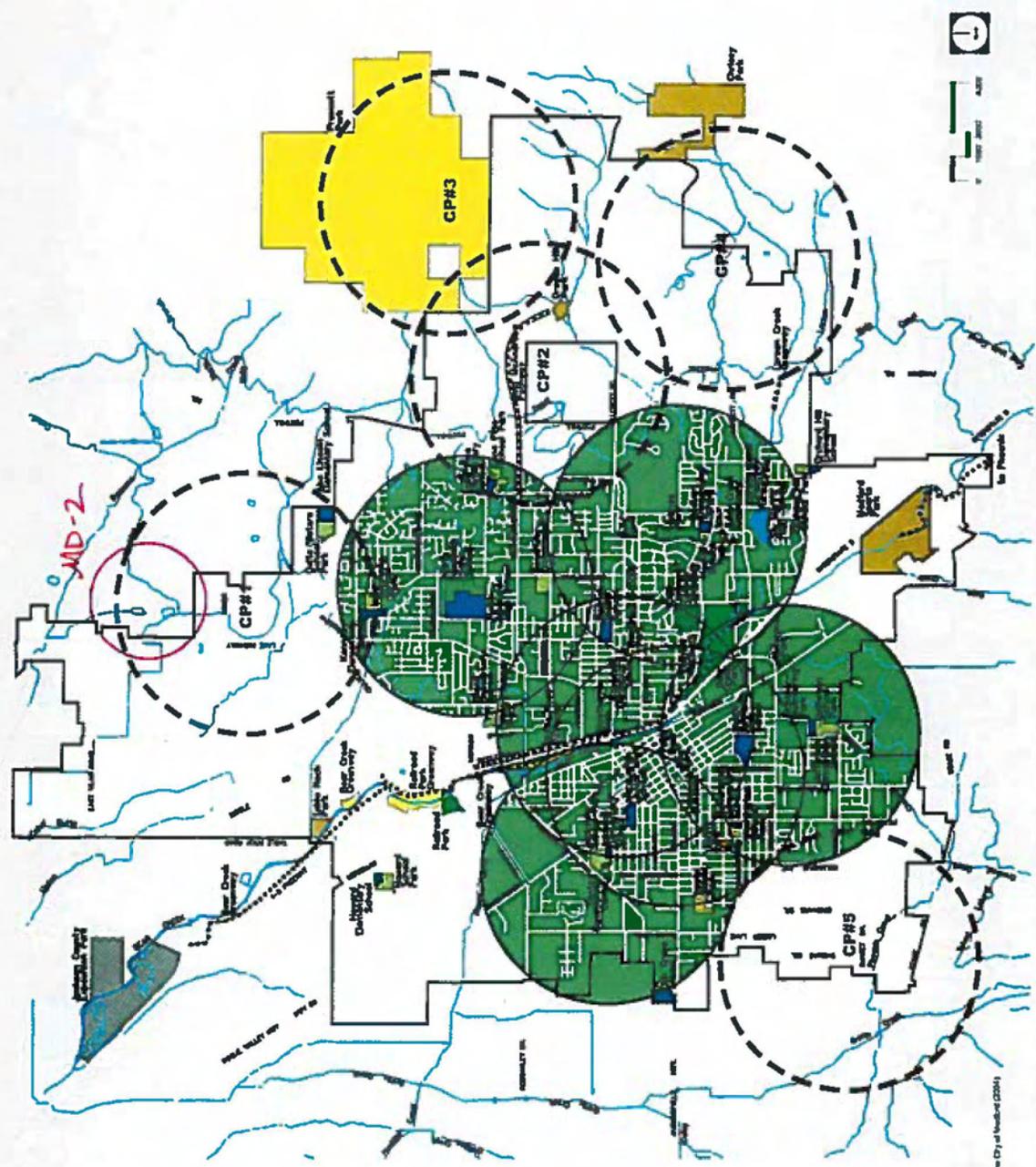
LEGEND

- Existing Community Park Service Area (1 Mile Radius)
- Potential Community Park Service Area (1 Mile Radius)
- CP# Underserved Area Reference Number

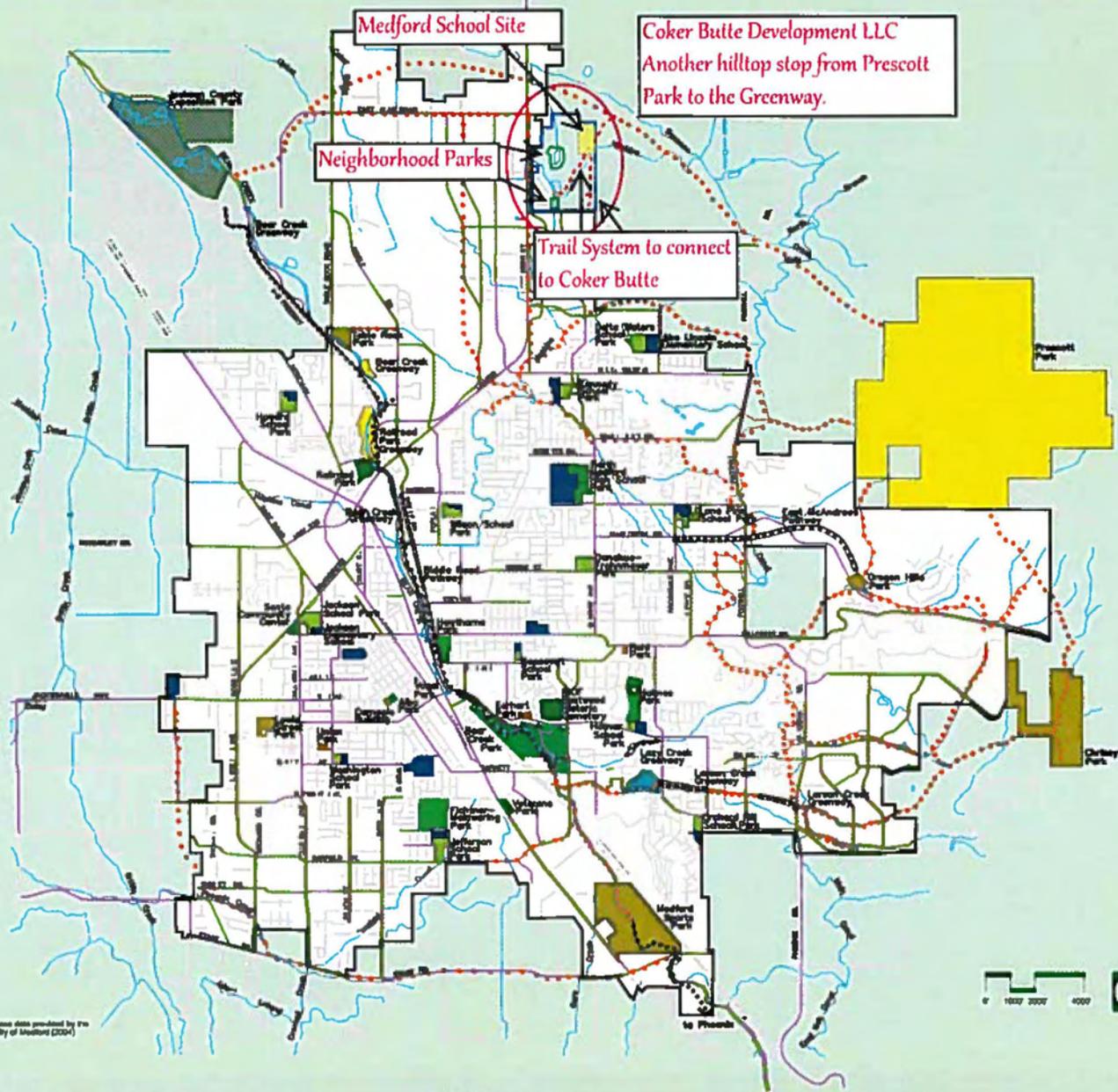
Leisure Services Plan
Figure 4.2
Community Park Services Areas
 Medford, Oregon



March 2005



Base data provided by the City of Medford (2004)



LEGEND

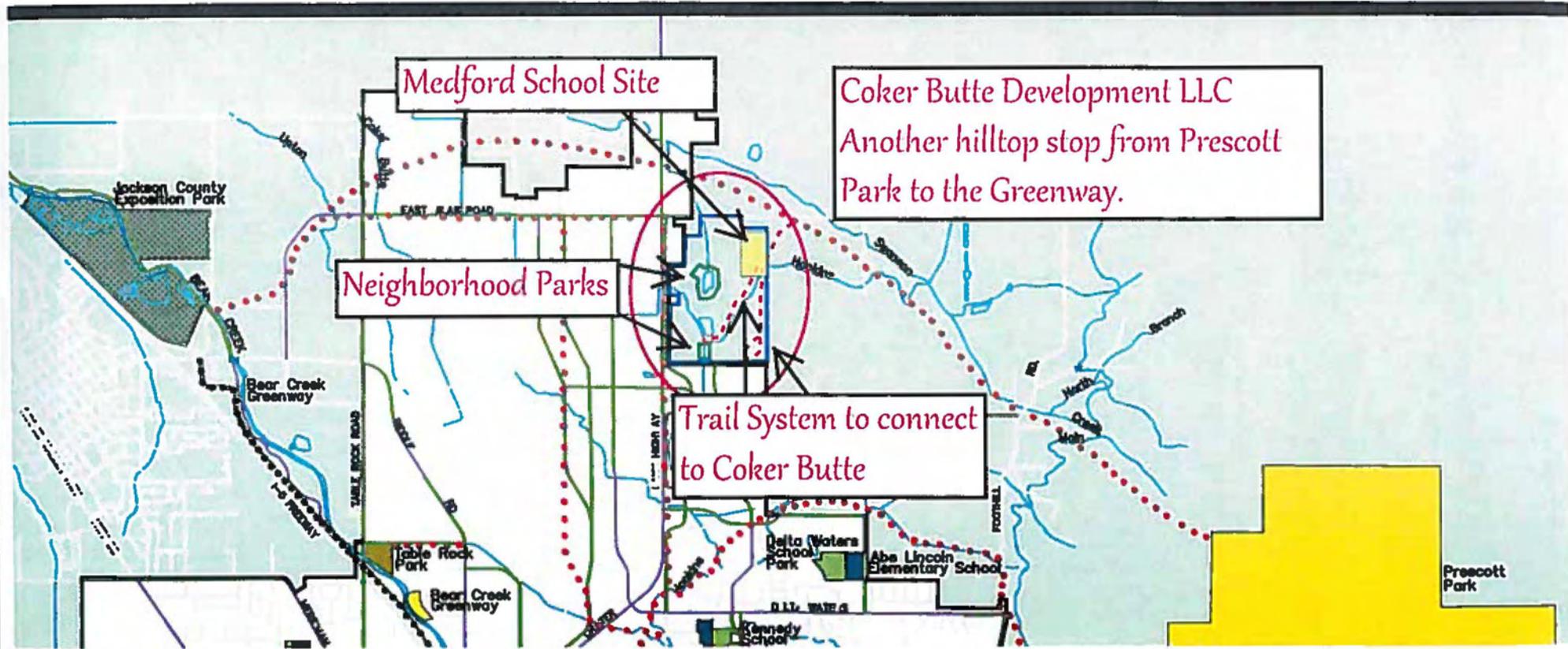
- Urban Growth Boundary
- Public Schools
- Private Schools
- Neighborhood Parks
- Community Parks
- Linear Parks
- Greenways/ Open Space
- Special Use Areas
- Undeveloped Areas
- Large Urban Parks
- Mini Parks
- Recreation Land (outside UGB)
- Existing pedestrian/bike path

KEY

- Planned sidewalk as part of road improvement projects
- Planned/proposed bike lanes
- Proposed pedestrian/bike path

Leisure Services Plan
Figure 6.2
Trails Plan
Medford, Oregon

Base data provided by the City of Medford (2004)



Medford School Site

Coker Butte Development LLC
Another hilltop stop from Prescott
Park to the Greenway.

Neighborhood Parks

Trail System to connect
to Coker Butte

Prescott
Park

Appendix B

Letter from Medford Parks Department

Letter from Medford Parks Foundation

Medford Parks Donation Agreement

Letter from the School District

School Donation Agreement

MEDFORD PARKS & RECREATION

HEALTHY LIVES. HAPPY PEOPLE. STRONG COMMUNITY.

January 16, 2015

Mike Malepsy
PO Box 1004
Shady Cove, OR. 97539

Dear Mr. Malepsy,

On behalf of the Medford Parks and Recreation Department, I would like to express my appreciation to you and the Coker Butte Development partners for the potential partnership surrounding the proposed project.

The department would be very interested in receiving the 23.5 acres of identified open space to serve as much needed park facilities. The Leisure Services Plan, the guiding document for this department, clearly outlines the need for either a Community or Neighborhood park in this area. In addition, the proposed site could also be linked with future trails that are also outlined within the Plan.

The current Municipal Code regarding Park System Development Charges also affords us an opportunity to exchange these fees from your development for the construction of the public improvements for the parks and trails. This mechanism could become part of a future agreement between your organization and the City of Medford for such improvements.

The inclusion of the Coker Butte Development within the City of Medford would help address the need for public open space as outlined above and I look forward to working with you on this exciting project.

Sincerely,



Brian Sjothun, CPRP



CONTINUOUS IMPROVEMENT | CUSTOMER SERVICE

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WWW.PLAYMEDFORD.COM | PARKS@CITYOFMEDFORD.COM



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MEDFORD PARKS & RECREATION

HEALTHY LIVES. HAPPY PEOPLE. STRONG COMMUNITY.

January 16, 2015

Mike Malepsy
PO Box 1004
Shady Cove, OR. 97539

Dear Mr. Malepsy,

The Medford Parks and Recreation Commission voted unanimously to support the inclusion of your proposed development within the City of Medford and requested that staff work with you in the potential donation of 23.5 acres of open space for future parks and trails.

This past summer, the Commission reviewed areas for acquisition of property to serve as future park sites. The area where Coker Butte Development is located was one of the top locations where public access to parks is needed.

Finally, the Commission supports the development of an agreement between our two organizations that would outline the construction of these future parks and trails. Such agreement would enhance the chances of these facilities being developed in a timely manner and benefit the future residents and business planned for that area.

Sincerely,



Dan Ratty, Chairman
Medford Parks and Recreation Commission



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January 20, 2015

Mike Malepsy
PO Box 1004
Shady Cove, OR. 97539

Dear Mr. Malepsy,

The Medford Parks and Recreation Foundation Board has voted to support the potential partnership between Coker Butte Development partners, Medford Parks and Recreation and the Foundation. The Board understands the tremendous advantages to this partnership that would provide parks, open space and new development within the City of Medford. The Board also understands that the overall projects inclusion into the City would be advantageous for this project and supports such consideration.

The Foundation is a non-profit 501 (c)(3) that's mission is to support the City of Medford's Leisure Services Plan. The proposed 23.5 acres of open space that can serve as future parks and trails are identified within this plan. The Foundation has also served as a conduit for property donations in the past. Summerfield Park and Larson Creek Greenway property are two examples of such donations facilitated by the Foundation and passed to the Parks and Recreation Department. This avenue for donation is available to your company as well.

The Board wants to extend our appreciation for your understanding of the importance of providing parks, trails and open spaces to future developments. We look forward to the potential of working with all the groups for the betterment of the community.

Sincerely,

A handwritten signature in blue ink that reads "Joe Brett".

Joe Brett, President
Medford Parks and Recreation Foundation

GIFT PLEDGE AGREEMENT

This Gift Pledge Agreement is entered into this 25 day of February, 2015, by and between Coker Butte Development, LLC, an Oregon limited liability company and O'Side Industry, LLC, a California Limited Liability Company (Coker Butte Development, LLC and O'Side Industry, LLC are hereinafter collectively referred to as "Coker Butte"), and Medford Parks and Recreation Foundation, Inc. (hereinafter referred to as the "Foundation").

WHEREAS, Coker Butte owns real property in Jackson County, Oregon that would be beneficial for future park land;

WHEREAS, Coker Butte desires to convey real property to the Foundation as a gift on certain conditions and following certain conditions precedent;

WHEREAS, the Foundation desires to receive a gift of real property from Coker Butte in accordance with the terms of this agreement;

WHEREAS, the parties acknowledge that there are various conditions precedent that must occur prior to any gift conveyance to the Foundation and that Foundation's cooperation and support for those conditions shall be necessary;

NOW, WHEREFORE, the parties agree as follows:

1. As provided herein, Coker Butte agrees to gift approximately 23.5 acres of real property (the "Gift Property") to the Foundation within one year of the completion of all Conditions Precedent. For purposes of this Agreement, "Conditions Precedent" shall mean all of the following: a) Foundation support as provided in Paragraph 3; b) inclusion of the entire 210-acre Coker Butte property, described on Exhibit B, into the Urban Growth Boundary of the City of Medford; c) annexation to the City of Medford and zone change of the Gift Property and any partition, subdivision, or property line adjustment necessary to convey the Gift Property in substantially the location and dimensions shown on Exhibit A. Coker Butte shall have the right, but not the obligation, to apply for a zone change on the Gift Property prior to conveyance to the Foundation. Coker Butte may seek any zoning designation, so long as parks are a permitted use in the new zone. The Coker Butte property on Exhibit B, less the Gift Property, shall be referred to herein as the "Coker Butte Property."
2. The Foundation shall cooperate with any efforts of Coker Butte to secure entitlements on its property described on Exhibit B, including the Gift Property, and/or to establish the value of the Gift Property by appraisal, but such efforts are not required of Coker Butte.
3. The Foundation shall publicly express support for the inclusion of Coker Butte's portion of urban reserve area MD-2 into the Urban Growth Boundary of the City of Medford. Expression of support shall, at a minimum, include written and verbal support at each City of Medford public hearing regarding Urban Growth Boundary expansion. Coker Butte shall provide reasonable advance notice to the Foundation for each such public

hearing. However, the Foundation shall not have any direct financial responsibilities and shall not be responsible for making any formal land use applications. All letters of support from the Foundation shall be on Foundation letterhead. Verbal expressions of support shall identify the speaker as a representative of the Foundation.

4. Coker Butte shall gift the Gift Property to the Foundation via bargain and sale deed. The Gift Property shall be free and clear of all encumbrances other than the normal standard exceptions.
5. The Gift Property shall consist of approximately 23.5 gross acres of raw land. Coker Butte makes no promises or warranties regarding any development rights on the Gift Property.
6. After the conveyance of the Gift Property, the Foundation shall cooperate with Coker Butte in granting reasonable requests for easements for access, drainage, and utilities on the Gift Property for the benefit of the Coker Butte Property. The foregoing cooperation shall mean that the Foundation shall work with Coker Butte to assist in any conditions of approval of development of the Coker Butte Property, including permitting storm water detention ponds or swales on the Gift Property as may be required as a condition of approval of development entitlements on the Coker Butte Property. Furthermore, the Gift Property shall count toward any open space requirements that may be a condition of approval for development entitlements on the Coker Butte Property.
7. The Foundation shall cooperate with and shall waive remonstrance against any reimbursement district that may affect the Gift Property.
8. Contemporaneous with the conveyance of the Gift Property or as soon as practicable thereafter, the Foundation shall execute Covenants, Conditions, & Restrictions ("CC&Rs"), requiring that the Gift property be used for Park Purposes. "Park Purposes" shall mean that the primary use of the Gift Property is for a city park, which may consist of open space, play areas, or ball fields. Following conveyance of the Gift Property to the Foundation, the Foundation shall have 10 years to put the Gift Property to use for Park Purposes. The Foundation may unilaterally extend its timeframe for use of the Gift Property for Park Purposes for an additional 10 years by notifying Coker Butte in writing within 90 days of the expiration of the original 10 year period following conveyance of the Park Property to the Foundation. In the event the Foundation fails to use the Gift Property for Park Purposes within the timeframes specified herein, the Foundation shall offer to sell the Gift Property to Coker Butte for market value at the time of the sale, based on an appraisal by a licensed appraiser acceptable to both parties. In the event Coker Butte does not purchase the Gift Property following the Foundation's nonuse for Park Purposes, the Foundation may convey the Gift Property to another public entity, so long as it is used for park purposes. All of the foregoing shall be memorialized in the CC&Rs. The CC&Rs shall further provide for the Foundations obligations in paragraphs 6 and 7 and shall require that the Gift Property be covered by liability insurance, mowed, watered, and otherwise be maintained in an attractive fashion. The CC&Rs shall benefit the Coker Butte Property and shall run with the land.
9. In the event the conditions precedent are not completed within 5 years, this Agreement shall terminate and the parties shall have no obligations to each other. Notwithstanding the foregoing, Coker Butte shall have the unilateral ability to extend the Agreement for

- additional terms, the sum of which shall not exceed 5 years beyond the initial term of this Agreement, provided that Coker Butte provide written notice of such extension to the Foundation prior to the expiration of the then-current term.
10. Nothing in this agreement shall be construed to limit the Foundation's ability to convey the Gift Property to the City of Medford at any time.

DATED the day and year first above written.

COKER BUTTE DEVELOPMENT, LLC

D Simpson

By: *Douglas G Simpson*
Its: *manager*

MEDFORD PARKS AND RECREATION
FOUNDATION, INC.

Joe Brett

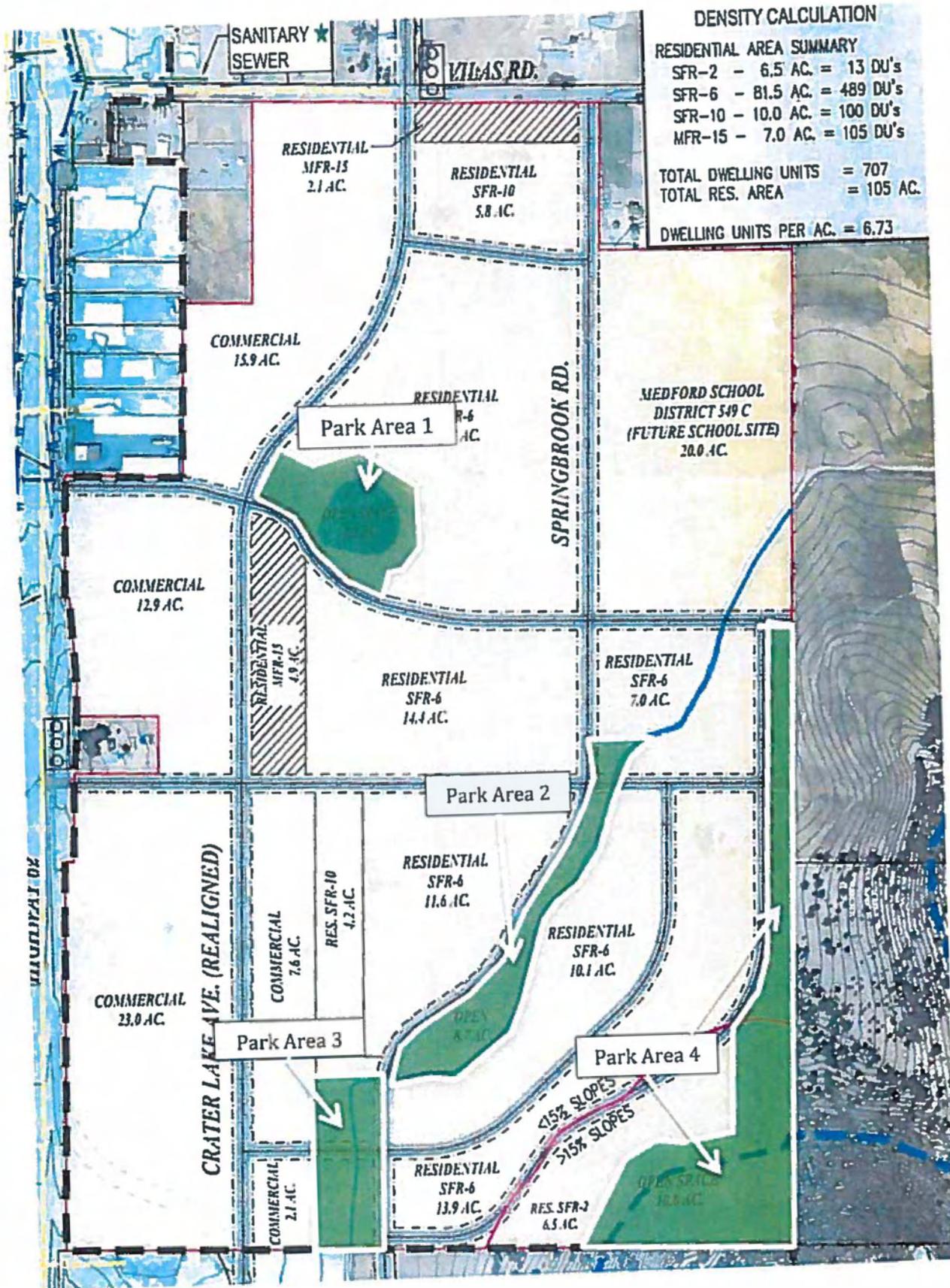
By: *Joe Brett*
Its: *President*

O'SIDE INDUSTRY, LLC

D Simpson

By: *Douglas G Simpson*
Its: *manager*

"Exhibit A"



4490440802

Exhibit B

Parcel No. Two (2) of Partition Plat No. P-56-1993 filed July 14, 1993, in Volume 4 Page 56, "Record of Partition Plats" in Jackson County, Oregon, as Survey No. 13567.

(Code 49-15, Account #1-046046-4, Map #371W05, Tax Lot #300)
(Code 49-15, Account #1-046045-6, Map #371W05, Tax Lot #202)

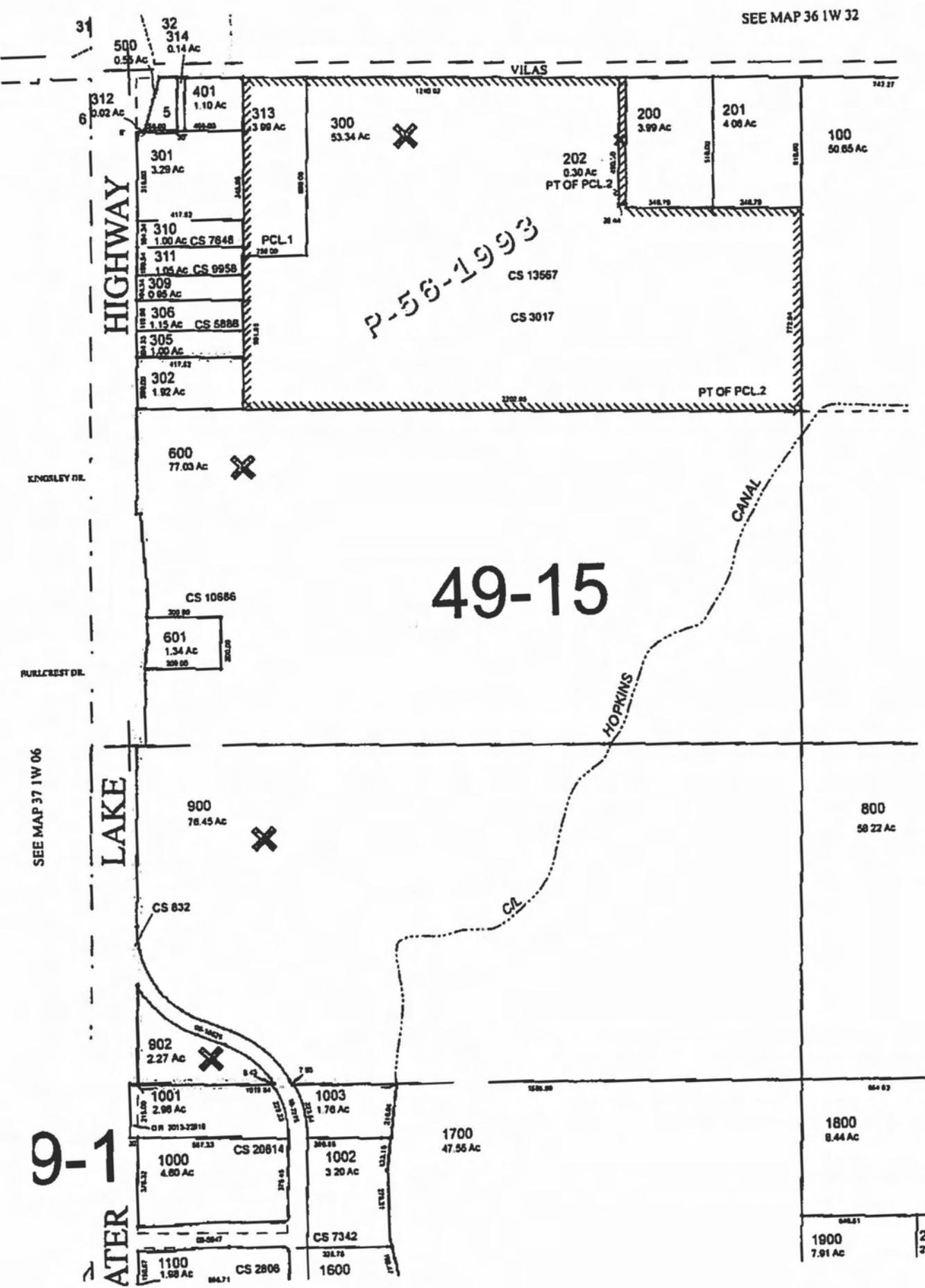
The North Half of the Southwest Quarter of Section 5 in Township 37 South, Range 1 West of the Willamette Meridian in Jackson County, Oregon.

(Code 49-15, Account #1-046057-0, Map #371W05, Tax Lot #900)

The South Half of the Northwest Quarter of Section 5 in Township 37 South, Range 1 West of the Willamette Meridian in Jackson County, Oregon. EXCEPTING THEREFROM that portion conveyed to the State of Oregon, by and through its State Highway Commission, by deed recorded May 10, 1966 as No. 66-05568 of the Official Records of Jackson County, Oregon. ALSO, EXCEPTING THEREFROM the following: Beginning at a point on the easterly right of way line of the relocated Crater Lake Highway in Jackson County, Oregon (being the easterly boundary of the property described in No. 66-05568 of the Official Records of Jackson County, Oregon), said point being 300.0 feet North of the west quarter corner of Section 5 in Township 37 South, Range 1 West of the Willamette Meridian in Jackson County, Oregon, thence East 300.0 feet; thence North 200.0 feet; thence West 300.0 feet, more or less, to the easterly right of way line of said Crater Lake Highway as relocated; thence South, along said right of way line, to the point of beginning.

(Code 49-15, Account #1-046054-7, Map #371W05, Tax Lot #600)

SEE MAP 36 1W 32





*Office of the
Chief Operations Officer*

March 19, 2015

Dear City Councilors, Planning Commissioners, and Staff:

On behalf of Medford School District 549C, I want to again express the District's support for the inclusion of MD-2 in the urban growth boundary.

I have heard testimony from other property owners stating that their properties are ideal for school sites. However, the only property currently located within the City's urban reserves with a binding and executed agreement for the donation of a school site to the Medford School District is the Coker Butte Development, LLC property in MD-2. Simply put, if the entirety of the property identified as Map 371W05 Tax Lots 202, 300, 600 and 900 is included in the UGB, then the District receives 20 acres for a school site. This is very important to the District because our projected growth patterns identify a need for a school in that area in the near future. If we are unable to procure this site as a donation, we will likely need to seek a bond to pay for a land acquisition. Land acquisitions generally become cost prohibitive to us once they are brought into the city boundary. The site is important enough to the District that the District adopted it into the District's facilities plan. The District is open to other suitable site locations in the future, if they become available.

It should be noted that other property owners with land currently included in the City's urban reserves have verbally offered to donate a school site to the District. We evaluated this potential site, but found it did not meet the District's needs, and politely declined to negotiate an agreement with them. We are not interested in entering into donation agreements for school property when the proposed property is not a good fit for the District. Inclusion of the Coker Butte Development, LLC property in the UGB provides a public benefit by meeting our needs in that area.

Sincerely

Brad L. Earl
Chief Operations Officer
Medford School District 549C
815 S Oakdale
Medford OR 97501

cc: Dr. Brian T. Shumate, Superintendent
Thaddeus G. Pauck, Attorney

GIFT PLEDGE AGREEMENT

This Gift Pledge Agreement is entered into this 15th day of September, 2014, by and between Coker Butte Development, LLC, an Oregon limited liability company and O'Side Industry, LLC, a California Limited Liability Company (Coker Butte Development, LLC and O'Side Industry, LLC are hereinafter collectively referred to as "Coker Butte"), and Medford School District 549C (hereinafter referred to as the "District").

WHEREAS, Coker Butte owns real property in Jackson County, Oregon that would be beneficial for future District expansion;

WHEREAS, Coker Butte desires to convey real property to the District as a gift on certain conditions and following certain conditions precedent;

WHEREAS, the District desires to receive a gift of real property from Coker Butte in accordance with the terms of this agreement;

WHEREAS, the parties acknowledge that there are various conditions precedent that must occur prior to any gift conveyance to the District and that District's cooperation and support for those conditions shall be necessary;

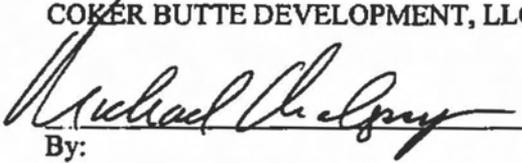
NOW, WHEREFORE, the parties agree as follows:

1. As provided herein, Coker Butte agrees to gift approximately 20 acres of real property (the "Gift Property") and 20 acres of Coker Butte's existing irrigation rights to the District within one year of the completion of all Conditions Precedent. For purposes of this Agreement, "Conditions Precedent shall mean all of the following: a) adoption of the Gift Property as part of the District's Facilities Plan as provided in Paragraph 2; b) District support as provided in Paragraph 4; c) inclusion of the entire 210-acre Coker Butte property, described on Exhibit B, into the Urban Growth Boundary of the City of Medford; d) annexation to the City of Medford and zone change of the Gift Property and any partition, subdivision, or property line adjustment necessary to create a discrete and transferable 20 acre unit of real property in substantially the location and dimensions shown on Exhibit A; e) District cooperation with Coker Butte as provided in Paragraph 3. Coker Butte shall have the right, but not the obligation, to apply for a zone change on the Gift Property prior to conveyance to the District. Coker Butte may seek any zoning designation, so long as schools are a permitted use in the new zone.
2. Within 45 days of execution of this Agreement, the District shall initiate efforts to identify the Gift Property as a suitable site for its Facilities Plan and begin the process of formally adopting it as part of the Facilities Plan.
3. The District shall reasonably cooperate, so long as there is no cost to the District other than any costs that may be incurred with the District's obligations as set forth in Section 4 of this agreement, with any efforts of Coker Butte to secure entitlements on its property

- described on Exhibit B, including the Gift Property, and/or to establish the value of the Gift Property by appraisal, but such efforts are not required of Coker Butte.
4. The District shall publicly express support for the inclusion of Coker Butte's portion of urban reserve area MD-2 into the Urban Growth Boundary of the City of Medford. Expression of support shall, at a minimum, include written and verbal support at each City of Medford public hearing regarding Urban Growth Boundary expansion. Coker Butte shall provide reasonable advance notice to the District for each such public hearing. However, the District shall not have any direct financial responsibilities and shall not be responsible for making any formal land use applications.
 5. Coker Butte shall gift the Gift Property to the District via bargain and sale deed. The Gift Property shall be free and clear of all encumbrances other than the normal standard exceptions.
 6. The Gift Property shall consist of 20 contiguous gross acres of raw land. Coker Butte makes no promises or warranties regarding any development rights on the Gift Property.
 7. After the conveyance of the Gift Property, the District shall cooperate with Coker Butte in granting reasonable requests for easements for access, drainage, and utilities.
 8. The District shall cooperate with and shall waive remonstrance against any reimbursement district that may affect the Gift Property.
 9. Contemporaneous with the conveyance of the Gift Property or as soon as practicable thereafter, the District shall execute Covenants, Conditions, & Restrictions ("CC&Rs"), requiring that the Gift property be used for School Purposes. "School Purposes" shall mean that the primary use of the Gift Property is for an elementary school, junior high school, high school, or District administrative offices. Following conveyance of the Gift Property to the District, the District shall have 10 years to put the Gift Property to use for School Purposes. The District may unilaterally extend its timeframe for use of the Gift Property for School Purposes for an additional 10 years by notifying Coker Butte in writing within 90 days of the expiration of the original 10 year period following conveyance of the Gift Property to the District. In the event the District fails to use the Gift Property for School Purposes within the timeframes specified herein, the District shall offer to sell the Gift Property to Coker Butte for market value at the time of the sale, based on an appraisal by a licensed appraiser acceptable to both parties. In the event Coker Butte does not purchase the Gift Property following the District's nonuse for School Purposes, the District may convey the Gift Property to another public entity, so long as it is used for park purposes. All of the foregoing shall be memorialized in the CC&Rs. The CC&Rs shall further provide for the waiver of remonstrance provided for in paragraph 8 and shall require that the Gift Property be mowed, watered, and otherwise be maintained in an attractive fashion. The CC&Rs shall benefit the property identified on Exhibit B, less the Gift Property, and shall run with the land.
 10. In the event the conditions precedent are not completed within 5 years, this Agreement shall terminate and the parties shall have no obligations to each other. Notwithstanding the foregoing, Coker Butte shall have the unilateral ability to extend the Agreement for additional terms, the sum of which shall not exceed 5 years beyond the initial term of this Agreement, provided that Coker Butte provide written notice of such extension to the District prior to the expiration of the then-current term.

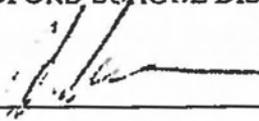
DATED the day and year first above written.

COKER BUTTE DEVELOPMENT, LLC



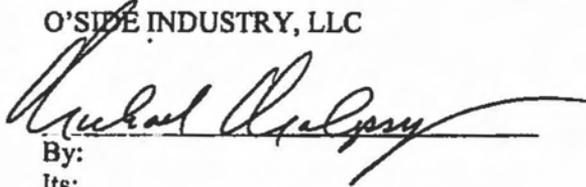
By:
Its:

MEDFORD SCHOOL DISTRICT 549C



By:
Its:

O'SIDE INDUSTRY, LLC



By:
Its:

Kaiser Surveying

19754 Highway 62
Eagle Point, OR 97524

Bary D. Kaiser
R.P.L.S. ORE. 62923

Phone: (541) 878-3995
Fax: (541) 878-3935
E-mail: bkaiser@embarqmail.com

EXHIBIT "A"

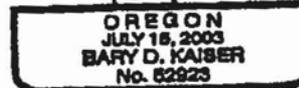
DESCRIPTION OF A 20 ACRE PARCEL LOCATED IN THE NORTHWEST QUARTER OF SECTION 5, T.37S.,R.1W., W.M., IN JACKSON COUNTY, OREGON

Commencing at the quarter corner common to Section 5, Township 37 South, Range 1 West and Section 32, Township 36 South, Range 1 West of the Willamette Meridian in Jackson County, Oregon; thence along the North-South centerline of said Section 5, South 0° 02' 25" West, 540.00 feet to the Easterly Northeast corner of Parcel No. 2 of Partition Plat recorded July 14, 1993 as Partition Plat No. P-56-1993 of "Records of Partition Plats" in Jackson County, Oregon and filed as Survey No. 13567 in the Office of the County Surveyor for THE TRUE POINT OF BEGINNING; thence along the Northerly boundary of said Parcel No. 2 and the Westerly extension thereof, North 89° 50' 00" West, 747.56 feet; thence South 0° 02' 25" West, 1165.40 feet; thence South 89° 50' 00" East, 747.56 feet to intersect the said North-South centerline of Section 5; thence along said boundary, North 0° 02' 25" East, 1165.40 feet to THE TRUE POINT OF BEGINNING.

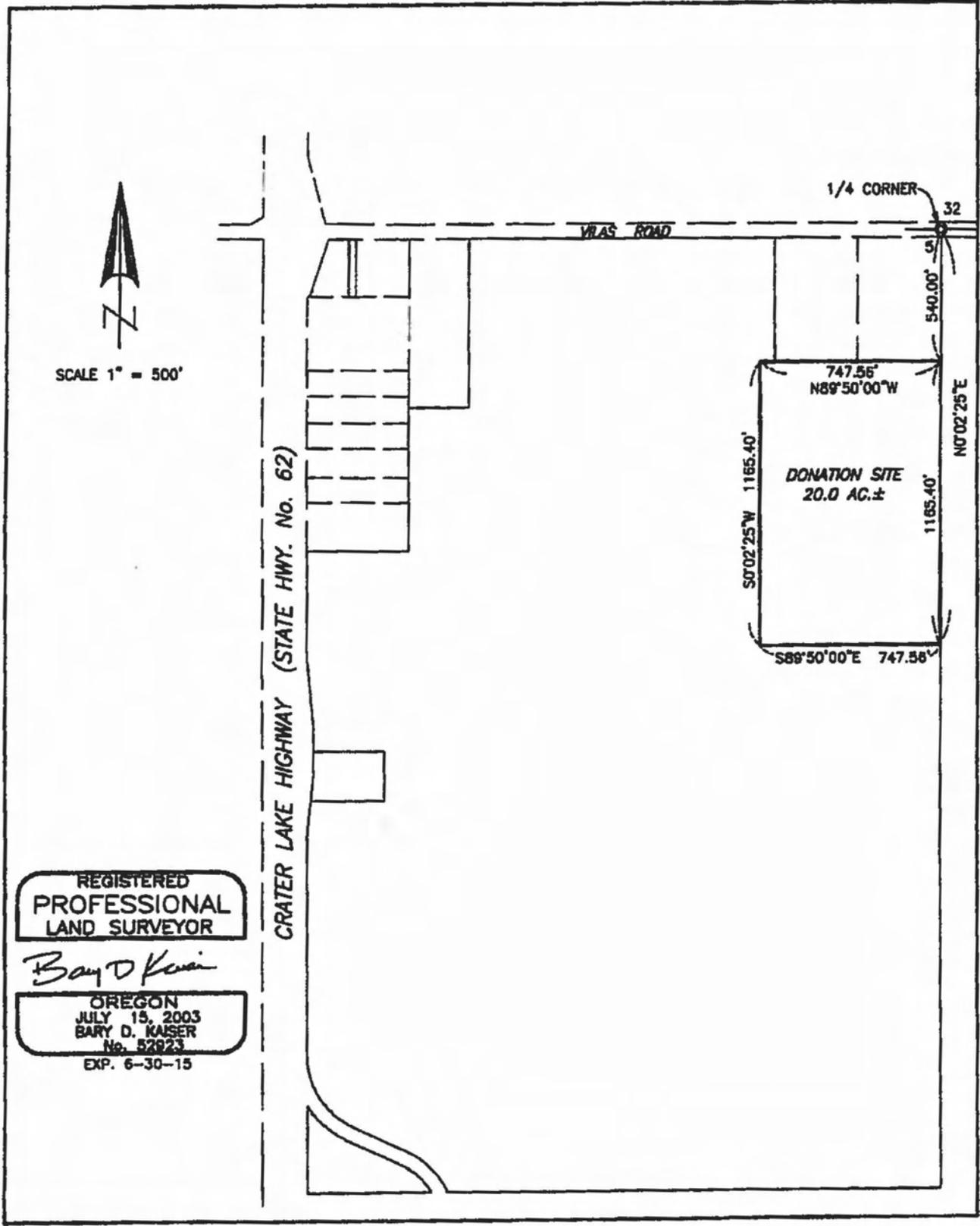
August 13, 2014



Bary D Kaiser



EXP. 6-30-15



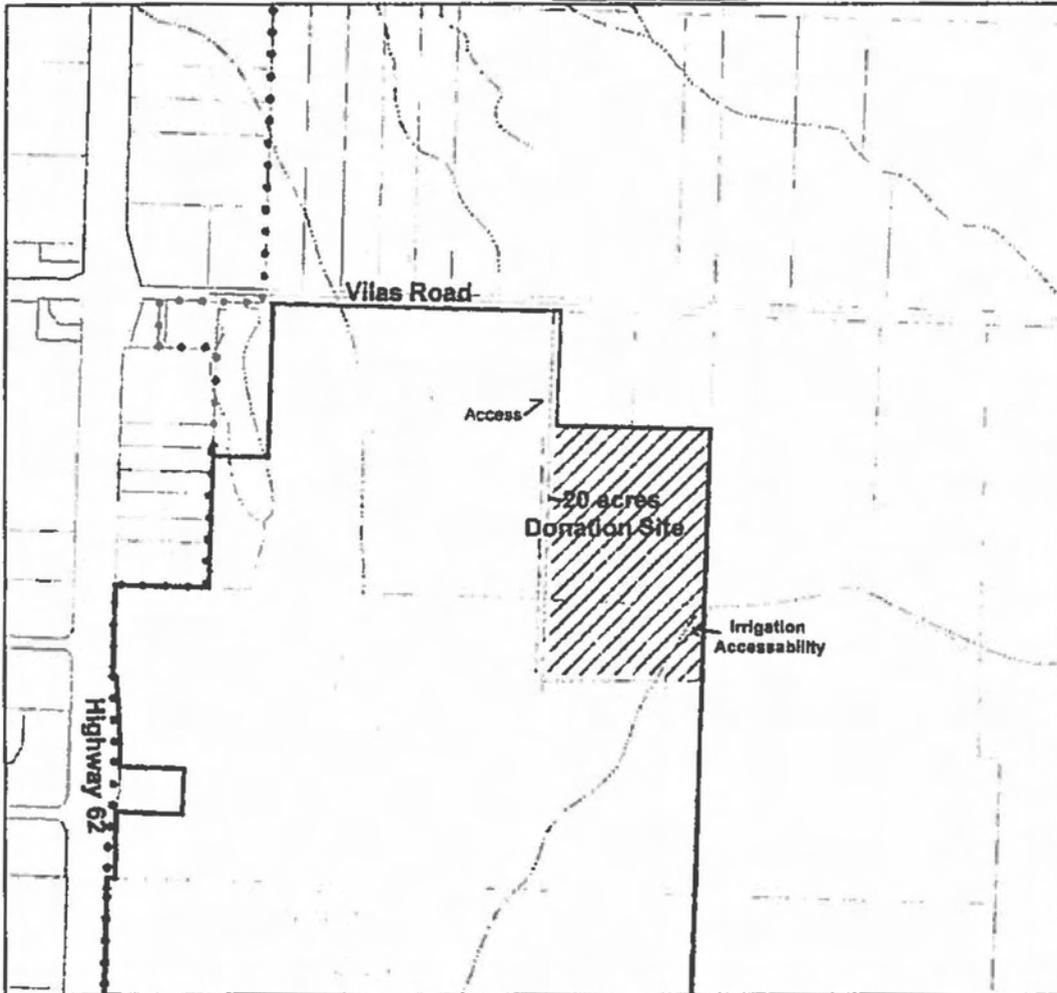

 SCALE 1" = 500'

REGISTERED
 PROFESSIONAL
 LAND SURVEYOR

Bary D Kaiser

OREGON
 JULY 15, 2003
 BARY D. KAISER
 No. 52823
 EXP. 6-30-15

Exhibit A



Coker Butte LLC
Donation Land
School District 549C
37-1W-05 TL 300, 202,
600 & 900



Legend

-  Donation Land
-  Potential Future Access
-  Taxlots
-  Subject Parcel
-  UGB
-  City Limits

0 300 600 Feet
1 inch = 600 feet

 This map is based on a digital database compiled by Jackson County GIS from a variety of sources, and may include RSA field data received by a Trimble GPS. We cannot accept responsibility for errors, omissions, or positional accuracy. There are no warranties, expressed or implied. 8-28-14

Exhibit "B"

Parcel No. Two (2) of Partition Plat No. P-56-1993 filed July 14, 1993, in Volume 4 Page 56, "Record of Partition Plate" in Jackson County, Oregon, as Survey No. 13567.

(Code 49-15, Account #1-046046-4, Map #371W05, Tax Lot #300)
(Code 49-15, Account #1-046045-6, Map #371W05, Tax Lot #202)

The North Half of the Southwest Quarter of Section 5 in Township 37 South, Range 1 West of the Willamette Meridian in Jackson County, Oregon.

(Code 49-15, Account #1-046057-0, Map #371W05, Tax Lot #900)

The South Half of the Northwest Quarter of Section 5 in Township 37 South, Range 1 West of the Willamette Meridian in Jackson County, Oregon. EXCEPTING THEREFROM that portion conveyed to the State of Oregon, by and through its State Highway Commission, by deed recorded May 10, 1966 as No. 66-85568 of the Official Records of Jackson County, Oregon. ALSO, EXCEPTING THEREFROM the following: Beginning at a point on the easterly right of way line of the relocated Crater Lake Highway in Jackson County, Oregon (being the easterly boundary of the property described in No. 66-05568 of the Official Records of Jackson County, Oregon), said point being 300.0 feet North of the west quarter corner of Section 5 in Township 37 South, Range 1 West of the Willamette Meridian in Jackson County, Oregon, thence East 300.0 feet; thence North 200.0 feet; thence West 300.0 feet, more or less, to the easterly right of way line of said Crater Lake Highway as relocated; thence South, along said right of way line, to the point of beginning.

(Code 49-15, Account #1-046054-7, Map #371W05, Tax Lot #600)

Appendix C

Traffic Memo

Memorandum

To: Megan LaNier-Wattier, Richard Stevens & Associates, Inc.
From: Kim Parducci, Southern Oregon Transportation Engineering, LLC
Date: 01/28/2015
Re: MD2 Coker Butte Development, LLC
Coker Butte Community Project

Southern Oregon Transportation Engineering reviewed impacts associated with Scenario 1 of the qualitative evaluation performed for the Urban Growth Boundary (UGB) Expansion Alternatives, and then compared those impacts to a smaller portion of MD2 located south of Vilas Road. This was performed in an effort to get a better perspective of the isolated impacts of the Coker Butte Community Project portion of MD2. Overall, it was concluded that the analysis performed for Scenario 1 included some challenging properties that don't accurately reflect impacts specifically from the portion of MD2 south of Vilas Road. The criterion used in the evaluation is summarized point by point below.

- Amount of Growth – Scenario 1 uses the lowest number of acres to meet the density requirements and has the highest commercial and industrial mixes of any of the scenarios. This is considered a positive aspect in meeting goals and policies for new land brought into the City.
- Infrastructure Needed to Support Development – Scenario 1 overall is shown to have a high reliance on OR 62 and Foothill Road, but this is largely due to the property west of OR 62 (and north of Vilas) and property adjacent to Foothill Road (on either side). The portion of MD2 south of Vilas Road will not have the same impact on OR 62 that the overall Scenario 1 will have primarily because of the excellent connectivity bounded by Coker Butte Road, Crater Lake Avenue, Vilas Road, and Springbrook Road. This area includes a solid network of planned north-south and east-west connections, which disperses traffic to Crater Lake Avenue and Springbrook Road so that they can then carry trips to Coker Butte Road, Vilas, Owens Drive, and Delta Waters Road to name a few. This well planned network will enhance the attraction of using the local street network rather than forcing all trips to OR 62.
- General Effect on Congestion – Scenario 1 adds congestion to OR 62, Vilas, and Foothill Road because of limited connections and will be challenging to address because of topography constraints. This is not the case with the portion of MD2 south of Vilas Road, which has adequate connectivity north-south and east-west. It's not limited in creating the needed infrastructure to support development because it does

Memorandum

not share the constraints that other properties within Scenario 1 have with connectivity through the airport, over Bear Creek, or across the steep mountains east of Foothill Road.

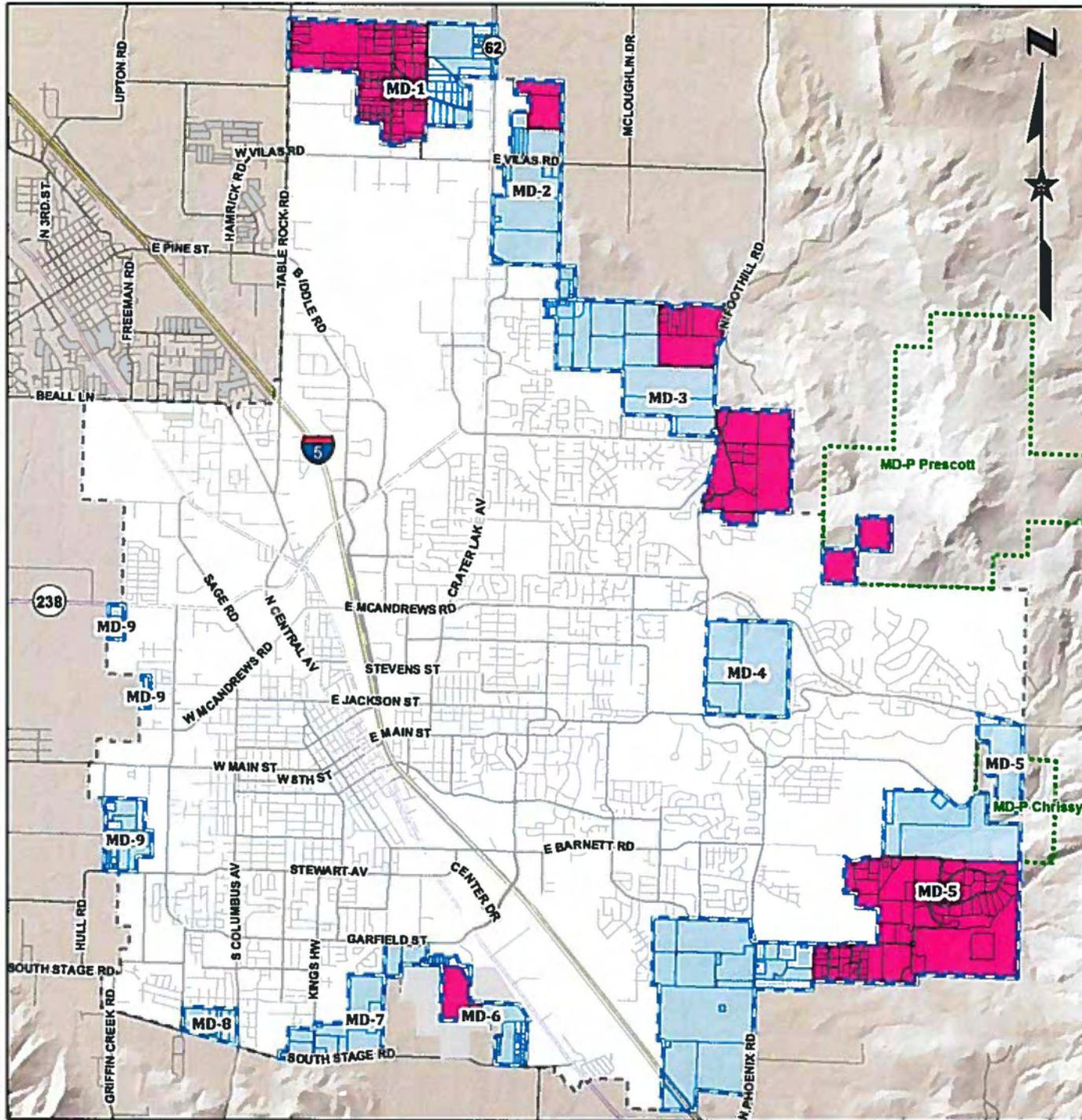
- **General Effect of Safety** – The safety concern related to congestion on OR 62 is closer to the North Medford Interchange and is being addressed with the OR 62 new bypass, which is widening OR 62 to support additional traffic loading and reduce congestion. Although the portion of MD2 south of Vilas Road will have traffic that uses OR 62, it has other north-south alternatives and will not be solely dependent on OR 62. Foothill Road is stated to have safety concerns near the City’s UGB and will require widening to address multi-mode travel needs. Impacts to Foothill Road may be significant from several properties within Scenario 1 (specifically the properties adjacent to and east of Foothill Road), but this is not likely to be the case for the portion of MD2 south of Vilas Road.
- **General Effect on Connectivity** – Probably the biggest factor that separates the portion of MD2 south of Vilas from Scenario 1 as a whole is that Scenario 1 has two areas with major connectivity concerns. The area north of Vilas and west of OR 62 has limited connectivity options due to the airport and Bear Creek. The area east of Foothill Road has similar connectivity constraints due to steep topography. None of these apply to the portion of MD2 south of Vilas Road, which has adequate connectivity and no limitations for making further necessary connections.
- **General High Cost of Infrastructure** – This criterion goes hand in hand with the previous criterion and for that reason does not apply to the portion of MD2 south of Vilas Road, which does not have limited connectivity options or any challenges in making necessary connections.

Scenario 1 is justified in receiving a lower traffic rating because of some of the areas within it, but the portion of MD2 south of Vilas Road as a stand-alone area should rate as a 3 or 4. Its only deduction is its close proximity to OR 62 and Vilas Road, but its reliance on those facilities is reduced because of the strong additional north south connectivity of the re-aligned Crater Lake Avenue and Springbrook Road through the site. This will help alleviate the need to use OR 62 and still allow connection to Coker Butte Road, Vilas, Owens Drive and Delta Waters.

Appendix D

ESA Scoring Maps

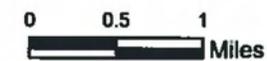
ESA Scoring Filters



LEGEND

Taxlots

-  Eliminated through coarse filter
-  Inside Study Area
-  Urban Reserves
-  Urban Reserve Parks
-  Urban Growth Boundary

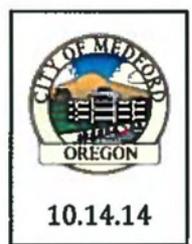
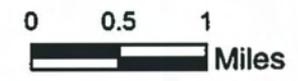
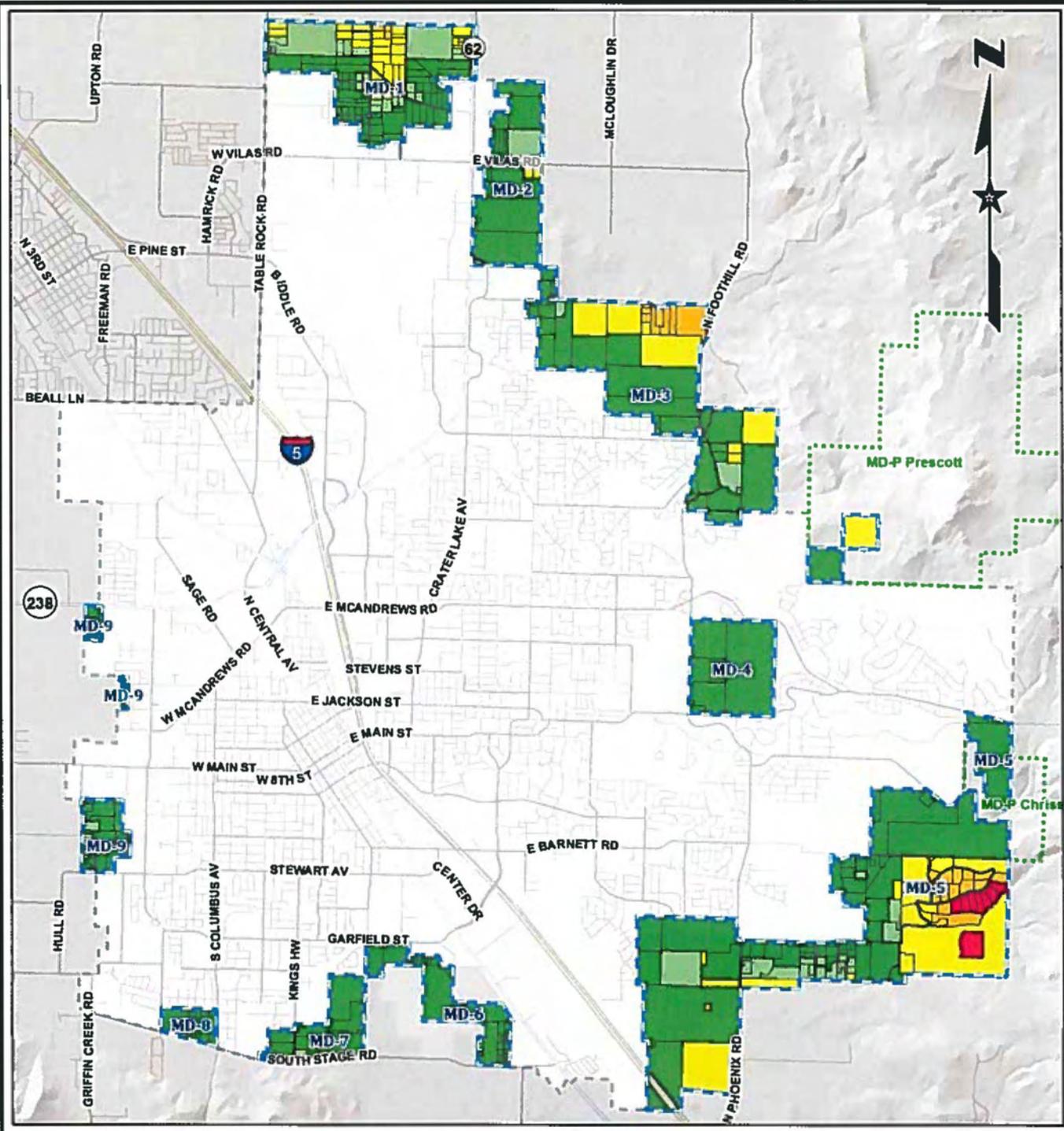
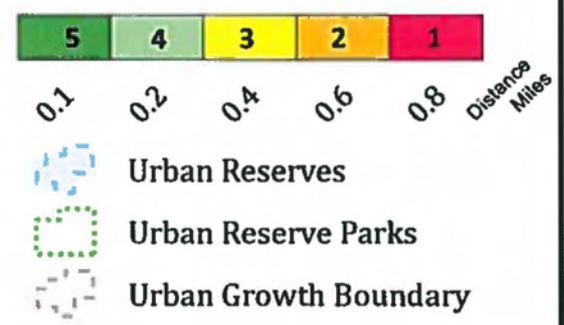


10.14.14

ESA Scoring Proximity

LEGEND

Proximity Taxlot Score
 (High to Low)



ESA Scoring Parcel Size

LEGEND

Parcel Size Score (High to Low)

5	4	3	2	1
75-180	35-75	10-35	5-10	0-5
acres				



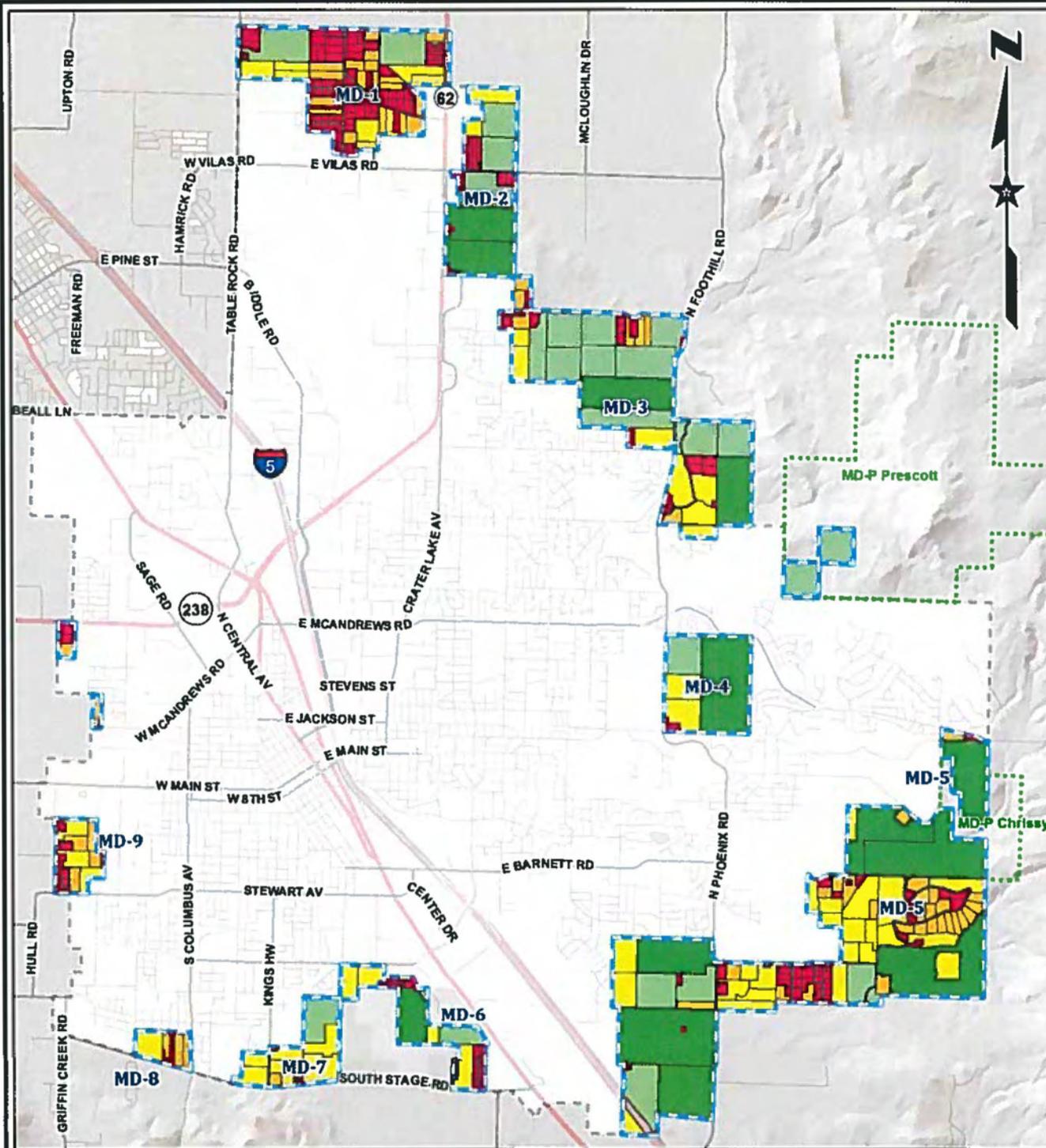
Urban Reserves



Urban Reserve Parks



Urban Growth Boundary



10.14.14

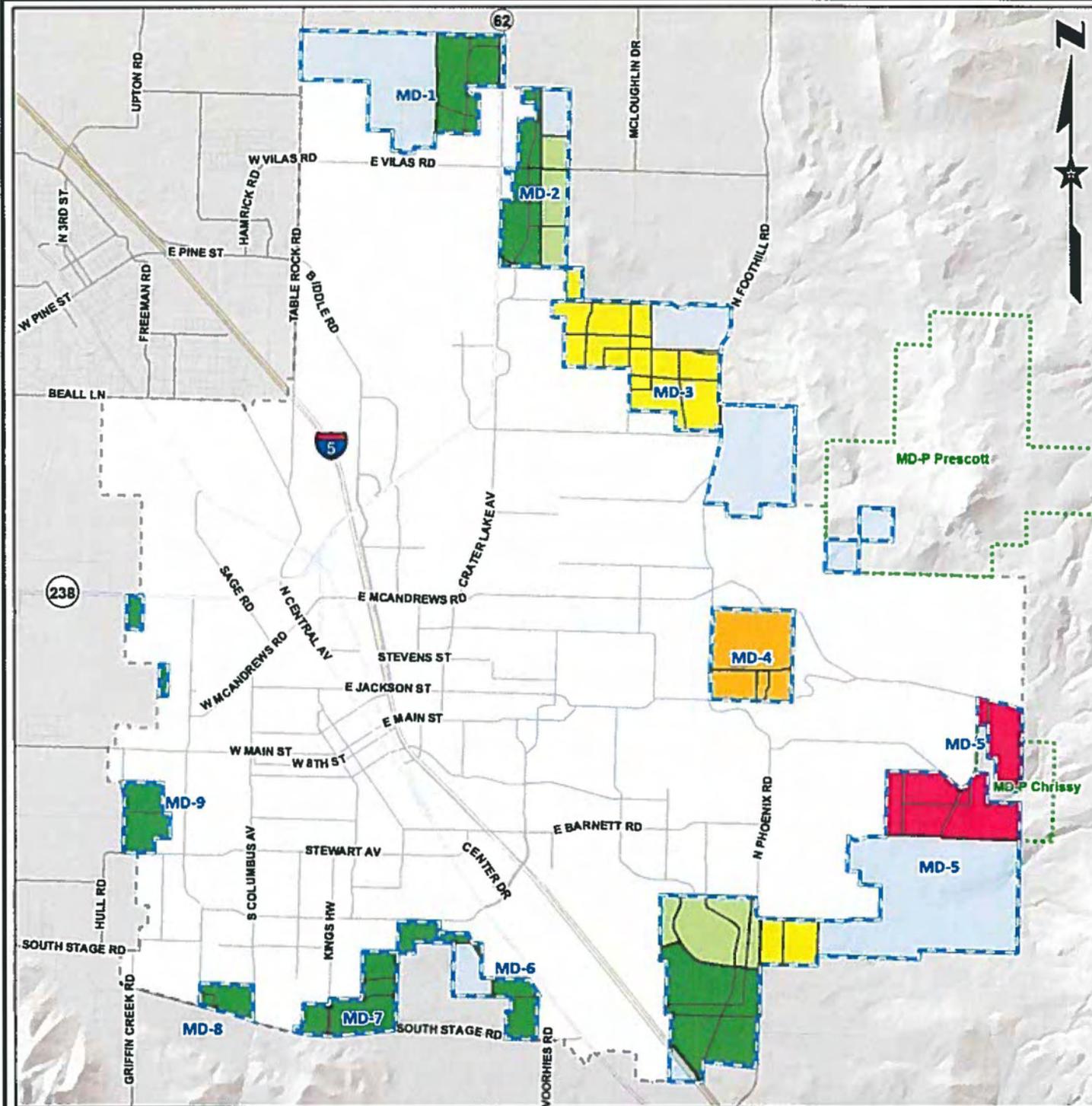
ESA Scoring Sewer Facilities

LEGEND

Sewer Score (High to Low)



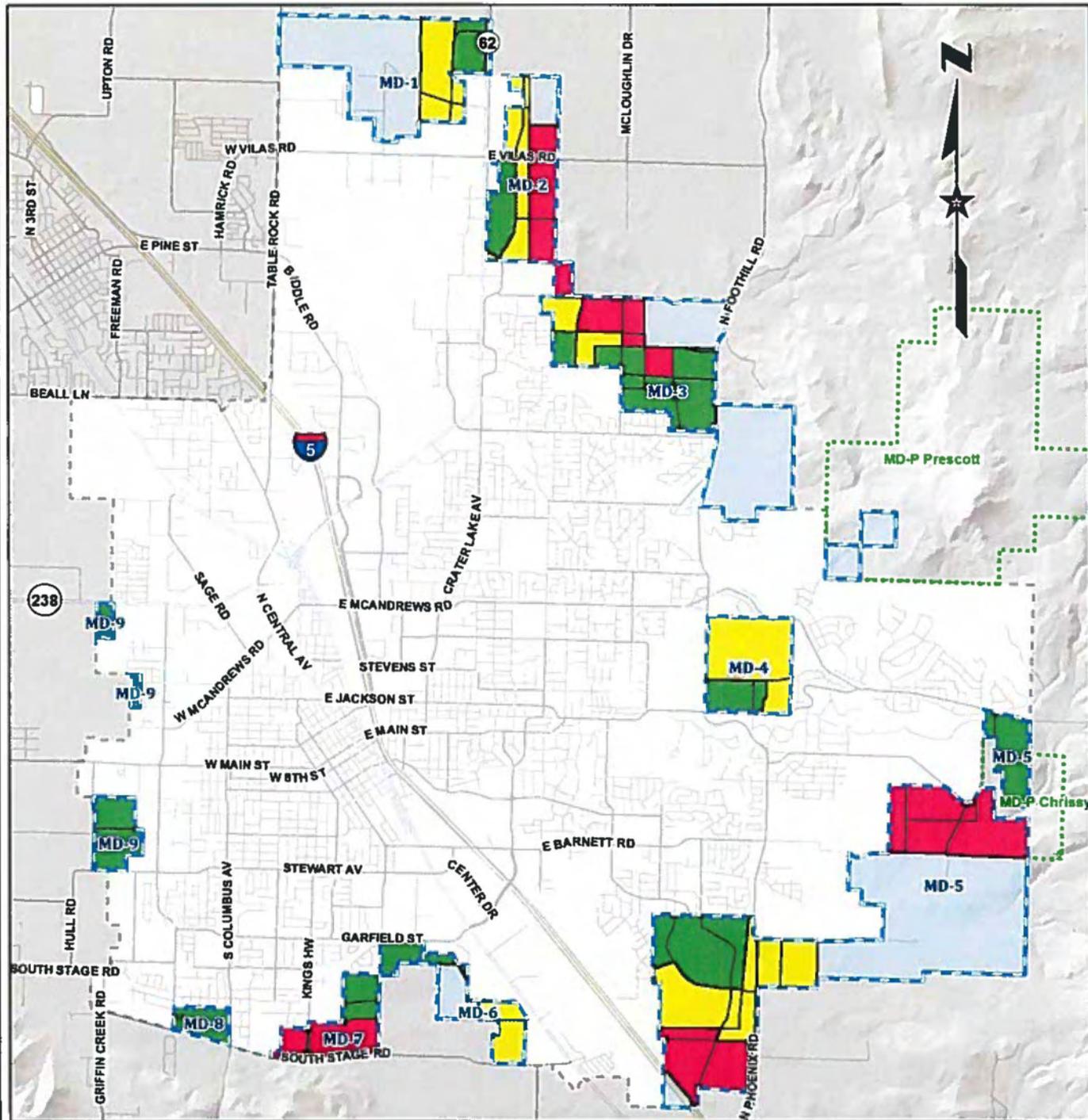
- Urban Reserves
- Urban Reserve Parks
- Urban Growth Boundary



0 0.5 1
 Miles

10.10.14

ESA Scoring
**Medford
 Water
 Commission**



LEGEND

Water Score (High to Low)



- Urban Reserves
- Urban Reserve Parks
- Urban Growth Boundary



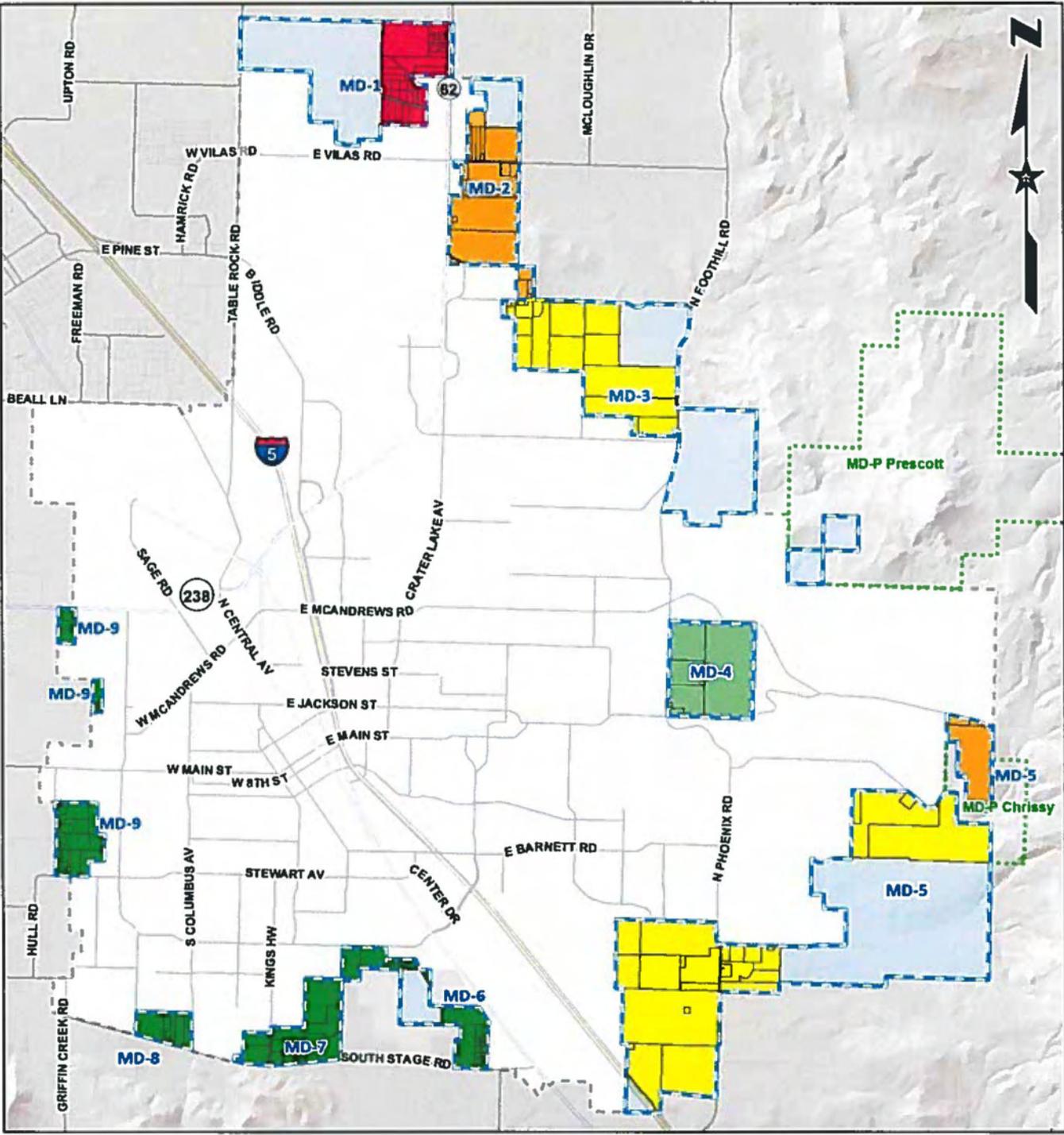
ESA Scoring Transportation

LEGEND

Transportation Score (High to Low)



- Urban Reserves
- Urban Reserve Parks
- Urban Growth Boundary



10.14.14