

Preliminary Findings and Recommendations of the Fairgrounds Revitalization Task Force 5-21-08

To the Washington County Commission, Hillsboro City Council, Washington County Fair Board, and Citizens of Washington County:

This report presents the findings and recommendations of the Fairgrounds Revitalization Task Force to the Washington County Commission, Hillsboro City Council, and Fair Board for final action..

Background

In March 2007, the Washington County Commission appointed the Fairgrounds Revitalization Task Force to develop recommendations on how to revitalize the fairgrounds property. The Task Force represented a broad range of interests from throughout Washington County:

- Washington County Commission: Chair Tom Brian, Task Force Co-Chair
- City of Hillsboro: Mayor Tom Hughes, Task Force Co-Chair
- Fair Board: W. Rafe Flagg [through 12-5-08 meeting]; Herb Hirst
- Fair Boosters: Dave Rohrer
- Washington County Commission: Andy Duyck
- User Groups: Alan Van Volkinburgh
- Chamber of Commerce: Deanna Palm
- County Business Community: Tino Ornelas
- Convention and Visitors Businesses: Terry Goldman
- County Agriculture-Related Businesses: Tad VanderZanden
- Hillsboro Citizen Representative: Jim Darr
- Western County At-Large Citizen: Bob Terry
- Eastern County At-Large Citizen: Jack Franklin
- Northern County At-Large Citizen: John Leeper
- Southern County At-Large Citizen: Delna Jones

The Task Force was charged with recommending a plan to:

- Revitalize the Washington County Fair Complex site to ensure its long term economic viability and service to the Washington County community
- Enhance the site to ensure its future viability to serve existing uses, including the annual county fair and related functions.
- Identify additional uses that foster the full utilization of the site for the benefit of all citizens in Washington County

• Identify principles for establishing an appropriate management structure for the Complex and stable funding for year-round activities.

The Task Force held nine public meetings, heard from financial consultants, architects/master planners, survey research firms, fair and exhibition facility specialists, undertook a county-wide public outreach program, and sought input from a series of users and potential users for the Fairgrounds complex. In shaping its recommendations, the Task Force sought public input from a broad range of interests from throughout Washington County by:

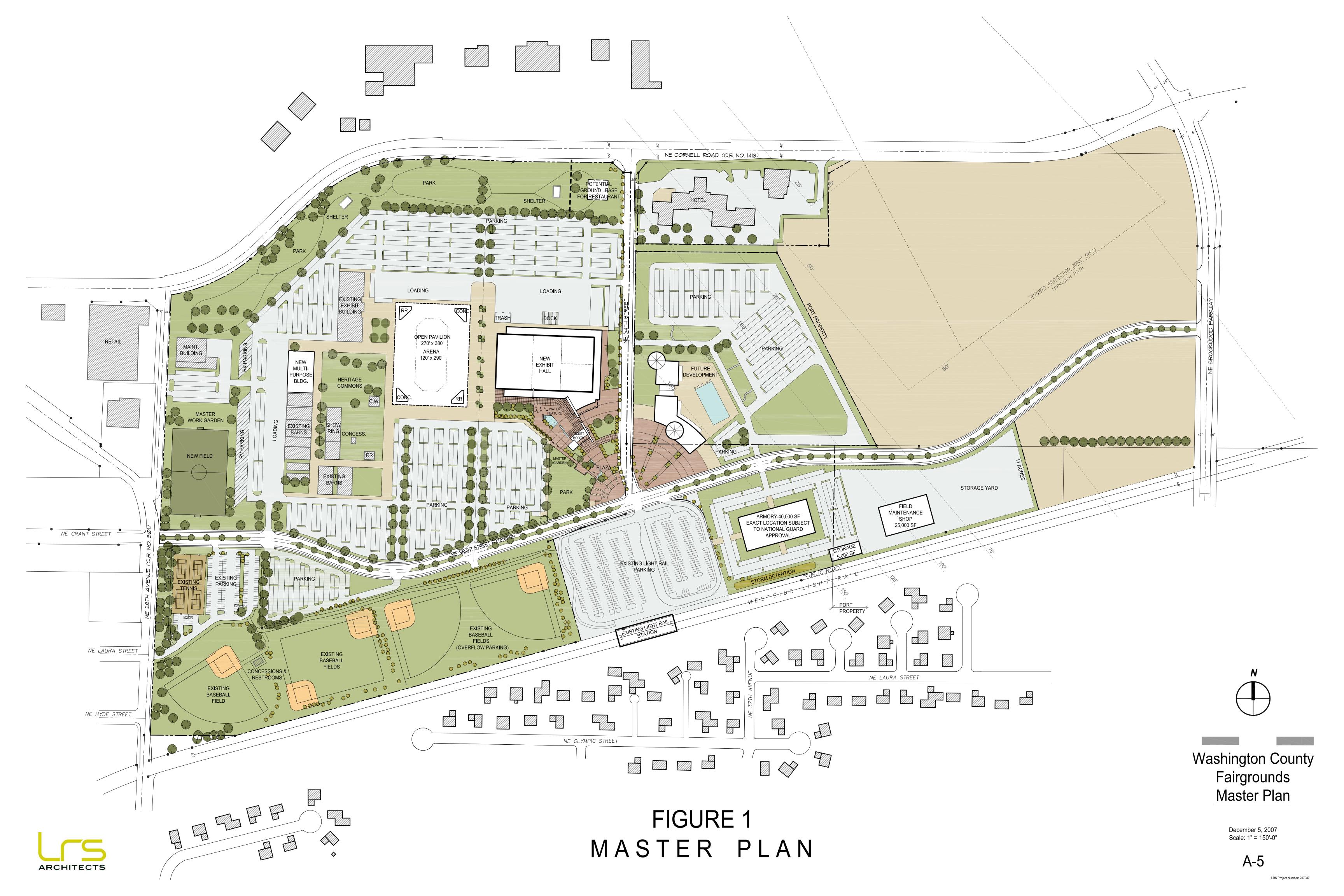
- Inviting the public to provide written materials prior to meetings that were distributed to Task Force members as part of the agenda packet.
- Providing public attendees with all written materials handed-out to the Task Force.
- Providing comment cards at all Task Force meetings and distributing all comments received to Task Force members.
- Providing time at all meetings for oral comments by public attendees.
- Maintaining a project web site that allowed public access to all documents and materials distributed to the Task Force, and an email address for comments that were distributed to the Task Force.
- Implementing a public speakers bureau, and a county-wide public outreach program.

The following sections outline the preliminary findings and recommendations of the Task Force that have resulted from these efforts, which are being submitted for public review.

FINDINGS AND RECOMMENDATIONS

1. Master Plan at Build-Out (Figure 1)

- 1.1 The Fairgrounds is a valuable asset of the residents of Washington County that is currently underutilized but offers a unique opportunity to serve the exhibition and civic event needs of County residents. To realize this opportunity, the Fairgrounds must be redeveloped as a first-class event, exhibition and community center.
- 1.2 The Fairgrounds has long-served as the center of the County's agricultural community by staging the County Fair, and serving 4-H, Future Farmers of America, Master Gardeners, and other educational, community, and



- organizational events. The redevelopment of the site must provide for these traditional uses.
- 1.3 The proposed Master Plan (Figure 1) creates a campus of venues and facilities that will serve the year-round needs of wide-range of County residents for exhibitions, consumer shows, fairs, festivals, trade shows, civic functions, and family entertainment. The primary elements called for by the Master Plan include:
 - 1.3.1 **Exhibit Halls**: A new, high-quality exhibition hall of about 120,000 square feet consisting of about 90,000 square feet of divisible, column-free flat-floor space, and related meeting, break-out, pre-function, and accessory spaces (Figure 2) This facility is designed to serve the needs of exhibitors, consumer and trade shows, the county fair, clubs, and civic groups, including middle/high school graduations and other attractive community events and or entertainment activities as they are identified in the future. In addition, the existing exhibit hall will be retained for small and secondary shows and events or office and meeting space for community organizations.
 - 1.3.2 **Pavilion**: A covered pavilion consisting of about 100,000 square foot (including support space), free of interior columns, that supplements the market served by the new exhibit hall by providing for open-air events such as rodeos, concerts, theatrical events, farmer markets, and out-door exhibits and trade shows and supplement facilities for the annual county fair.
 - 1.3.3 **National Guard Facility**: An 11-acre site will be conveyed to the Oregon National Guard, which will construct a new armory of about 40,000 square feet, a 24,000 square foot field maintenance facility, and accessory facilities. The National Guard will entertain partnership opportunities that create synergies with the event center, such as incorporating administrative or other space in the new Armory for the City, County, or civic organizations, shared-use parking, and shared-use kitchen facilities. In addition, the armory will include training facilities that could be used by local law enforcement.
 - 1.3.4 **Future Development Site:** The master plan reserves about 15 acres east of NE 34th for a long-term use to be identified in the future that supports the objectives of the event center. Until a long-term use is identified, the site should be used for a compatible interim use.
 - 1.3.5 **Parks and Recreational Areas**: Under the Master Plan, the existing ball fields and tennis courts will be retained, and an additional ball field constructed. A park will be constructed along Cornell Road to provide an active greenway for company picnics and park-goers. Over the long-term,



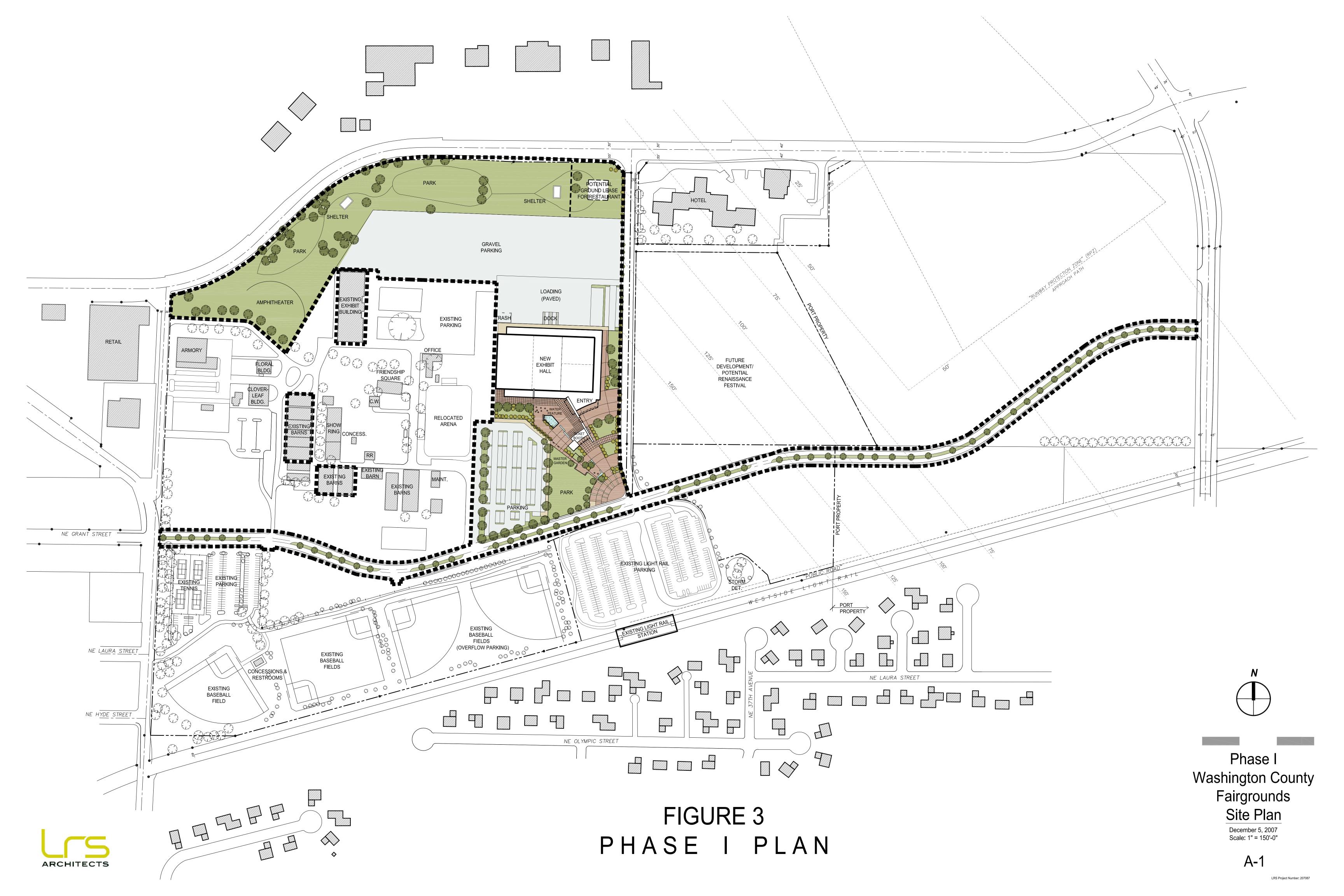
this area can be used for the future development of performing arts theaters and other cultural venues. In addition, the Heritage Commons, the heart of the historic fairgrounds will be retained and enhanced, to be used by fairgoers and users of the exhibit halls.

1.4 Implementation of the Master Plan will:

- 1.4.1 Promote public events and festivals that reinforce the County's role as a cultural and entertainment center capable of meeting the needs of County residents as well as drawing attendance and business from outside the County
- 1.4.2 Promote a sense of community among residents of Washington County and strengthen the County's role in the Metro region as a center for diverse educational, recreational, and civic programs
- 1.4.3 Foster the burgeoning arts, crafts, entertainment, and tourist industry in the County by providing venues for events and shows
- 1.4.4 Provide additional opportunities for civic groups and non-profits to hold events, raise funds and offer life-long learning experiences, with a particular emphasis on youth.
- 1.4.5 Preserve Washington County's agricultural heritage by providing a quality venue for the County Fair, 4-H and other events that support and promote the County's agricultural community.
- 1.4.6 Promote tourism in the County
- 1.4.7 Capture the opportunity for new jobs and small business growth
- 1.5 To ensure an efficient and fiscally prudent redevelopment of the site, the Master Plan will be implemented in phases. The size and mix of facilities of later phases will be based on the actual results of earlier phases to make certain they match community needs and market demand.
- 1.6 To promote an operationally efficient and financially viable business model by developing new venues that are designed and sized to meet emerging industry and market requirements, and by rehabilitating, where economically viable, existing facilities for community organizations that need less expensive space.
- 1.7 The name of the complex should reflect the diversity of activities that occur there. Further, there are likely opportunities to lease "naming rights" for some of the buildings which would generate additional revenues to complete the features of the master plan. It is recommended that the naming of the new complex be reviewed and discussed with stakeholders and the community and a policy determination made prior to November, 2008.

2. Phase I of the Master Plan (Figure 3)

2.1 In Phase I (Figure 3), the fairground is transformed into an events center campus by:



- 2.1.1 Constructing the new 120,000 square feet exhibit hall.
- 2.1.2 Developing the internal traffic and pedestrian circulation system for the site; this includes constructing:
 - Grant Street as a 2- and 3-lane, landscaped roadway (with median), bike, and pedestrian facility. Grant Street must be designed to ensure the safety of site-users, and should incorporate special precautions for pedestrian traffic from the light rail station, including the ability to close Grant Street as a through-facility during large events such as the County Fair [including electronic signage at street intersections], the use of design elements near the light rail access and the ball fields to provide a pedestrian friendly connection across Grant Street, a reduced-speed alignment [bicycle path designed at sidewalk level to maintain minimum street cross-section], and other possible features, such as pedestriansignals. It is recommended that the County work with the City to continue to explore the safety features to be incorporated in the design of Grant Street, including street closure policies.
 - A transit-oriented connection between light rail and the exhibit hall as a plaza with an adjoining green-space. The plaza should incorporate a water feature designed to mitigate impacts on airport operations.
 - Initial parking areas.
- 2.1.3 Upgrading the visual appearance of the site by installing landscaping, decorative fencing, covered walkways, lighting, electronic signage, and park facilities.
- 2.1.4 Undertaking specific critical rehabilitations of existing auxiliary facilities.
- 2.2 Phase 1 is planned to be designed in 2008 and built in 2010. To meet this schedule, the funding for Phase I must be in place and the architect or design-builder must be selected and under contract by December 2008.

2.3 Phase I is estimated cost:

Estimated Phase I Capital Costs (in millions of dollars)

	Current (2007) Dollars	Inflated (2010) Dollars
Grant Street	\$ 5.664	\$ 6.874
Plaza	\$ 2.653	\$ 3.220
Site Prep, Utilities, Landscaping	\$ 2.965	\$ 3.796
New Exhibit Hall Pavilion	\$24.237	\$29.413
Parks	\$ 1.831	\$ 2.222
Accessory Facilities	\$ 0.881	\$ 1.069
Parking and Loading	\$ 3.796	\$ 4.607
Sub-Total	\$42.026	\$51.003
Owner's Contingency		\$ 3.585
Phase I Total		\$54.588

2.4 The recommended funding plan for Phase I is:

PHASE I FUNDING PLAN SUMMARY: SOURCES AND USES (in millions of inflated dollars)

USES	Amount
Estimated Capital Cost	\$51.003
GO Bond Issuance Cost	\$0.806
Owners Contingency	\$ 3.585
	\$55.394
SOURCES	Amount
County GO Bond	\$40.300
City TIF: Grant St	\$ 6.874
City TIF: Transit Connection (Plaza)	\$ 3.220
City Limited Tax Obligation Bonds	\$ 5.000
	\$55.394

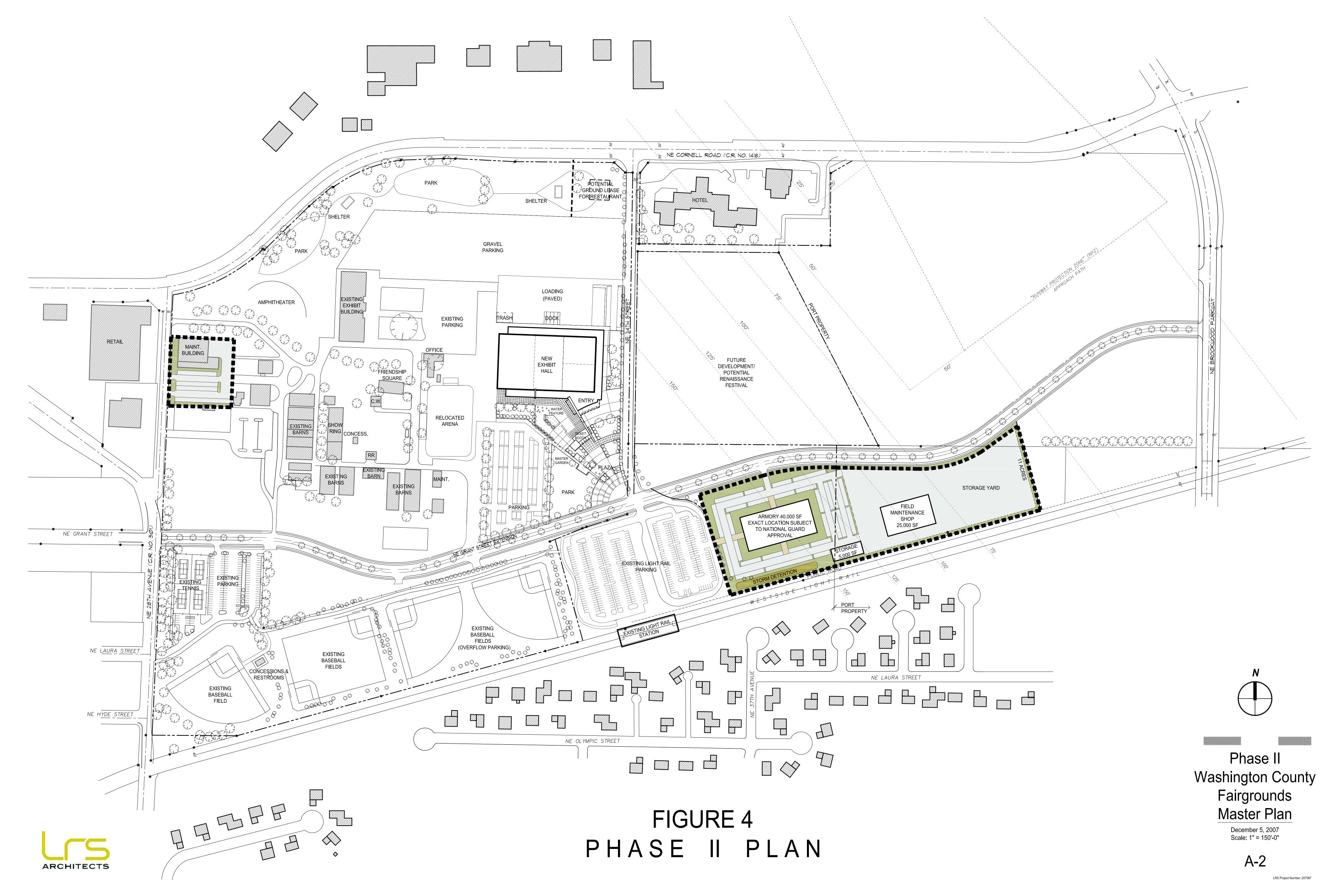
2.5 The following actions must be taken to implement the Phase I finance plan:

- 2.5.1 The City, County, and Fair Board must prepare and execute by June 2008 an intergovernmental agreement wherein each party commits to undertake its portion of the finance plan.
- 2.5.2 As part of the intergovernmental agreement described above, City Council must commit to issue prior to the start of Phase I construction a limited tax obligation bond in the amount of \$5 million for development of Phase I of the Master Plan in return for a commitment by the Fair Board to convey to the City \$300,000 per year of net revenues from the event center for a period of 30 years
- 2.5.3 In addition, the City must dedicate about \$10.3 million of its TIF funding to design and construct Grant Street and the transit-oriented plaza connection to LRT. The City's contribution serves as an up-front 30-year lease payment on the existing ball fields.
- 2.5.4 The County must place a general obligation bond of about \$40.3 million on the November 2008 ballot. This G.O bond is estimated to cost 6-cents per \$1000 of assessed value in the first year of debt service and average 3-cents per \$1000 of assessed value of its 30-year term.
- 2.6 Marketing of the event center should start soon after passage of the bond measure. The event center will be a significant attractor of tourism for the County, and an important component of the destination marketing strategy implemented by the Washington County Visitor Association (CVA). The Task Force recommends that beginning in 2009 the CVA include in its strategic plan a multi-year commitment of marketing funds for the event center.
- 2.7 Operational efficiencies can be achieved through a consolidated staffing plan for the event center and fair; an integrated staffing plan should be developed and implemented.
- The Task Force discussed the future management structure of the complex, including the possibility of having the Fair Board deal strictly with the planning and operation of the County Fair and have another entity (similar to an "Expo Commission") responsible for the management, maintenance, marketing, concessions, rental and personnel of the overall complex. The Task Force also discussed the need for an organizational structure that allows the funding partners to oversee the major financial issues related to the development and operations of the Master Plan. It is recommended the management structure options be reviewed and discussed with stakeholders and a determination made prior to November, 2008.
- 2.9 Phase I includes a minimally acceptable amount of parking. The capacity must be developed to accommodate overflow parking for large or simultaneous events on the site by developing agreements with:

- 2.9.1 The Port of Portland to use its property for non-RV overflow event parking for the fairgrounds.
- 2.9.2 The Oregon National Guard to use any unrestricted portions of its parking area for overflow event parking
- 2.9.3 The City of Hillsboro to use parking adjacent to ball fields for overflow event parking, and that continues the existing agreement allowing parking on the ball fields when needed.

3. Phase II of the Master Plan (Figure 4)

- 3.1 The National Guard's desire for a new armory presents a unique opportunity to provide for the safety and security needs of county residents in a manner that complements the overall use of the event center. Phase II of the Master Plan includes:
 - 3.1.1 The development of a new National Guard armory and a field maintenance facility on the site.
 - 3.1.2 Rehabilitation/conversion of the old National Guard armory into a facility serving the event center.
- 3.2 The National Guard facility requires a development parcel of at least 11 acres. The Master Plan designates a site in the southeast corner of NE 34th and Grant Street for the National Guard facility. In this designated area, only four acres are currently owned by the County. The County should work with Port of Portland and National Guard to secure the remainder of the needed development parcel.
- 3.3 Once the Port property is secured, the County should execute a property exchange agreement with the National Guard in which the County provides the 11-acre development parcel near Grant/NE 34th to the National Guard and in return receives the existing armory building and site. If the market values of the exchanged properties are unequal, the transaction will be equalized by a net payment by the owner of the lower-valued property to the higher-valued owner.
- 3.4 Federal funding for the new armory is planned for the year 2014, but could potentially be accelerated to as early as 2010 by making the development site available to the National Guard. The County should take the steps necessary to accelerate the National Guard development, including:
 - 3.4.1 Prepare a Memorandum of Understanding with the National Guard by September 2008 that establishes the terms and conditions of exchanging the County property with the National Guard's armory.



- 3.4.2 Seek Port/FAA approval by December 2008 of conveying the seven acres of Port property for National Guard use.
- 3.4.3 Undertake appraisals, inspections, environmental site assessment, and due diligence necessary to consummate property exchange by December 2008.
- 3.4.4 Subject to successful completion of environmental site assessment, prepare and execute property exchange contract by March 2009.
- 3.4.5 After the property exchange and during the development of the National Guard site, the County will lease-back the existing armory to the National Guard.
- 3.4.6 Net revenues, if any, paid to the County by the National Guard for the property exchange and the lease-back of the armory should be dedicated to the development of the Master Plan.
- 3.5 The National Guard will entertain incorporating administrative or other space in the new Armory for the City, County, or civic organizations if funding is available for constructing or leasing the space. This potentially could include shared-use parking or kitchen facilities. The County and National Guard should work together to identify partnering opportunities, and, when identified, enter into a Memorandum of Understanding to implement the partnership.
- 3.6 The Master Plan anticipates that the existing armory will be converted to a maintenance facility after the National Guard relocates to the new Armory. However if demand and available funding warrant, consideration should be given to converting the existing armory to an office/meeting facility for community organizations.
- 3.7 The cost of the new armory and field maintenance facility will be borne by the National Guard; no local funds will be used to subsidize the National Guard's costs. The proposed funding plan for Phase II is:

PHASE II FUNDING PLAN SUMMARY: SOURCES AND USES

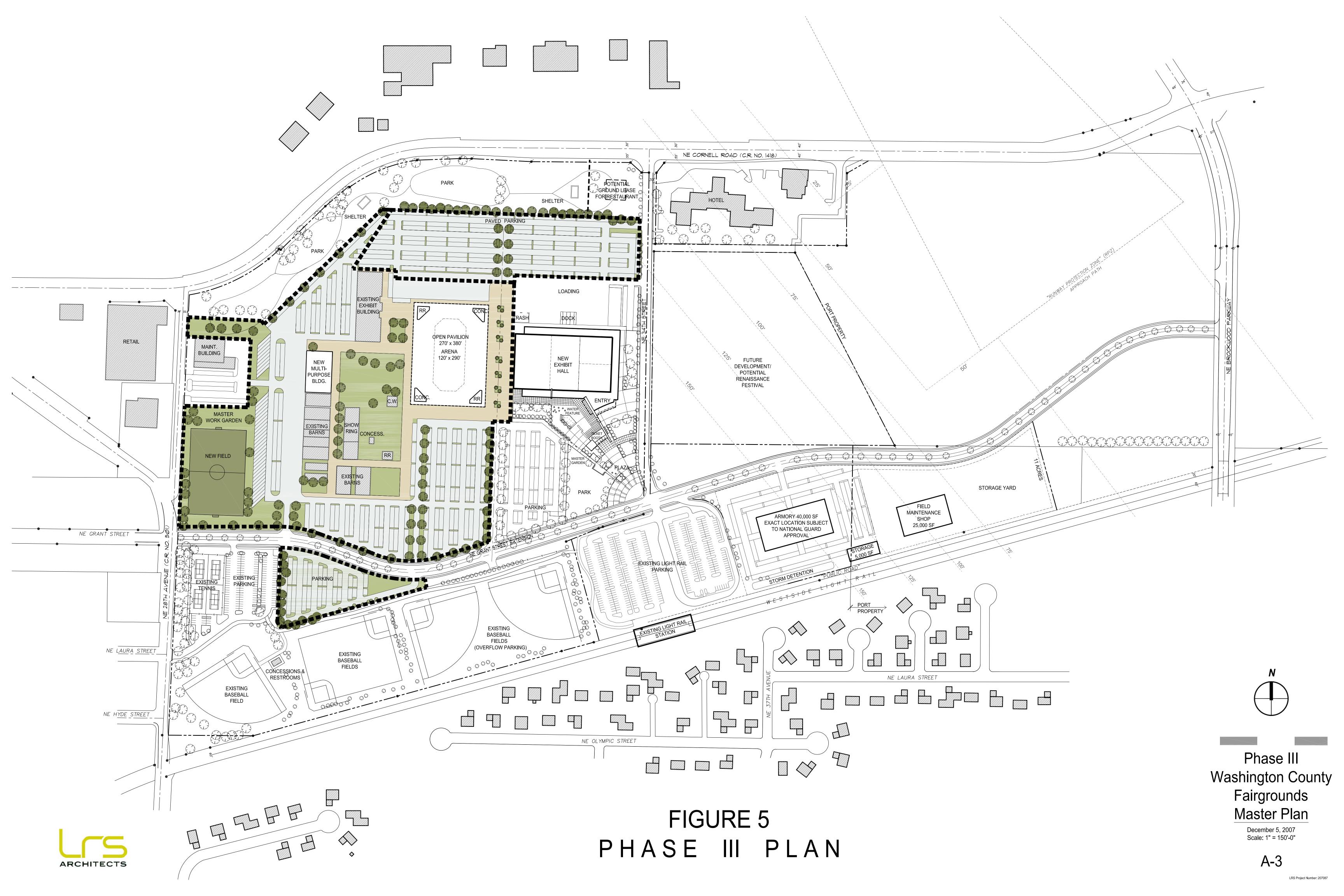
(in millions of inflated dollars)

USES	Amount
Cost of New Armory	TBD
Cost of Rehabbing Old Armory	\$0.327
Owners Contingency	\$0.023
	\$0.350

SOURCES	Amount
National Guard	Pay Cost of New
	Armory
Event Center Revenues	\$0.350
	\$0.350

4. Phase III of the Master Plan (Figure 5)

- 4.1 During Phase III additional facilities will be constructed in the year 2013 to support a larger and more diverse mix of events at the event center. Depending on the availability of funding, Phase III may be implemented in sub-phases over time.
- 4.2 As currently envisioned, Phase III (Figure 6) completes the build-out of the event center by constructing the following:
 - 4.2.1 A covered pavilion consisting of about 100,000 square foot (including support space), free of interior columns, that supplements the market served by the new exhibit hall by providing for open-air events such as rodeos, concerts, farmer markets, and out-door exhibits and trade shows.4
 - 4.2.2 A multi-purpose building to replace certain auxiliary buildings on the site and provide additional area for other needed uses.
 - 4.2.3 Additional parking
 - 4.2.4 Additional park space, landscaping, and other site amenities.
- 4.3 The long-term viability of the existing 24,000 square foot Exhibit Hall as a supplementary venue for small or secondary events should be assessed during the initial years of operating the new Exhibit Hall. If it is determined that the supplementary venue is not necessary, a re-use plan should be prepared to convert the small exhibit hall to another use needed by the event center.
- 4.4 The size and design of the pavilion should be re-assessed during the initial operating years of the new exhibit hall; and, if necessary, refined based on market requirements observed for the event center during its initial years of operation.
- 4.5 As currently envisioned in the Master Plan, Phase III is estimated to cost:



Estimated Phase III Capital Costs (in millions of dollars)

	Current (2007) Dollars	Inflated (2013) Dollars
Grant Street		
Plaza		
Site Prep, Utilities, Landscaping	\$ 1.208	\$ 1.713
New Exhibit Hall		
Pavilion	\$16.224	\$23.010
Parks	\$ 0.498	\$ 0.707
Accessory Facilities	\$ 2.469	\$ 3.502
Parking and Loading	\$ 8.870	\$12.581
Sub-Total	\$29.269	\$41.513
Owner's Contingency		\$ 2.076
Phase IIII Total		\$43.589

4.6 The recommended funding plan for Phase III is

PHASE III FUNDING PLAN SUMMARY: SOURCES AND USES (in millions of inflated dollars)

USES	Amount
Cost	\$41.513
Owners Contingency (5% of cost)	\$ 2.076
	\$43.589

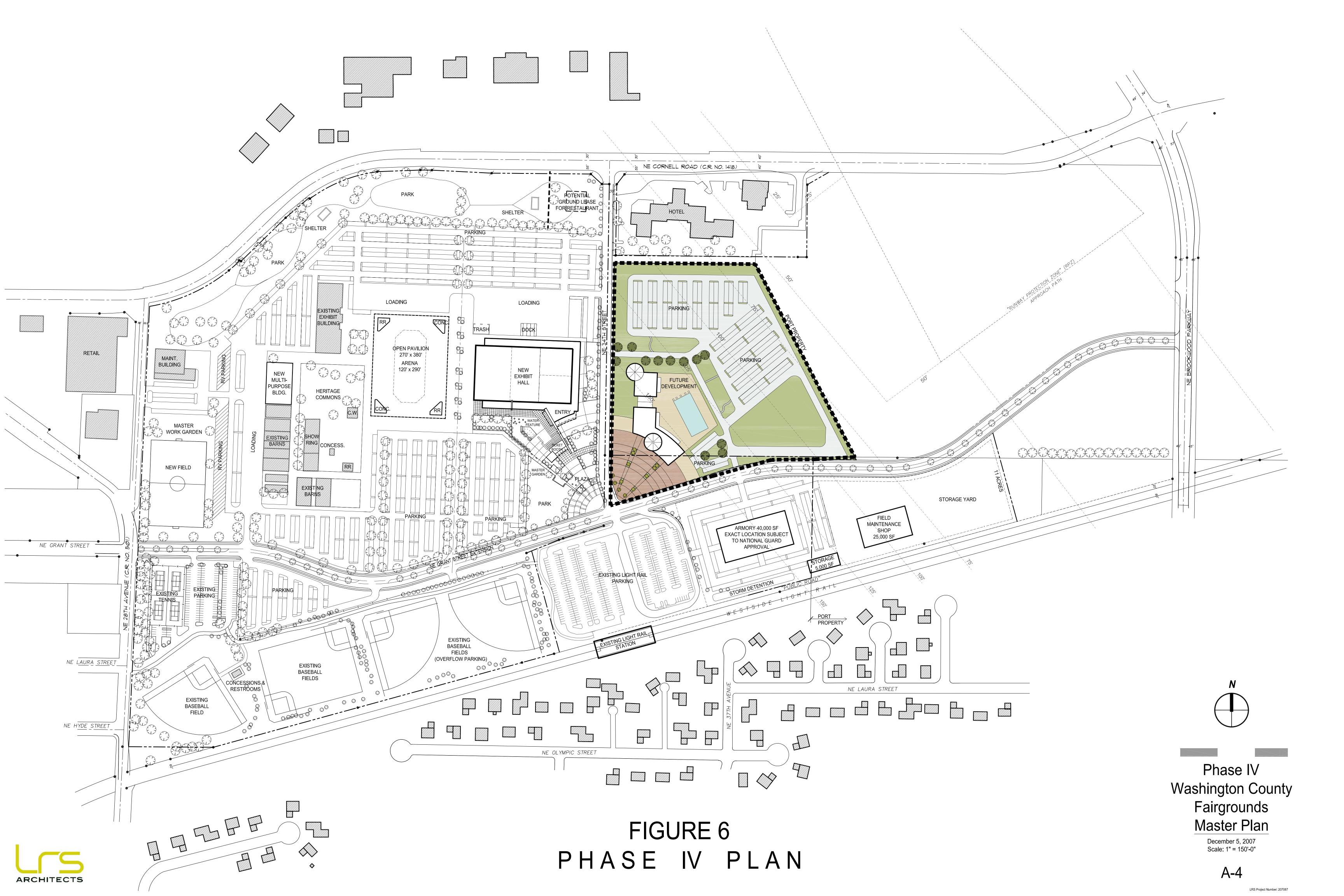
SOURCES	Amount
State Lottery Bonds (50% of uses)	\$21.795
Second Revenue Bond based on Net	\$ 5.000
Revenues in Current Pro Forma	
Additional Revenues	\$16.800
	\$43.595

- 4.7 The following actions must be taken to implement the Phase III finance plan:
 - 4.7.1 Issue a second event center revenue bond in the amount of \$5 million, provided that actual net revenues are in line with pro forma results.
 - 4.7.2 The oversight board must preserve for the development of future phases of the Master Plan any revenues associated with the event center that are not used in the Phase I finance plan. These may include such revenues as:

- Net revenues from property exchange with the National Guard and lease-back of the armory to the Guard prior to completion of the new armory.
- Net revenues from the lease of the future development site.
- Owner's contingency applied to future phases and interest earnings on bonds during the construction period.
- 4.7.3 The oversight board must undertake efforts to supplement revenue sources not currently addressed in the pro forma, such as:
 - Naming rights
 - Advertising revenues
 - Attracting additional revenue-generating events and exhibitions that are not incorporated in the current pro forma, such as concerts, and other entertainment events
 - Net revenues from the operation of the pavilion
 - Ground lease revenues from any restaurants attracted to the site
 - Form an "Event Center Foundation" to accept gifts from private individuals, businesses, organizations, and others.
- 4.7.4 Seek a state lottery bond authorization of about \$21.8 million, representing a 50:50 match ratio with local funds, during the 2013 legislative session.

5. Phase IV: Future and Interim Development East of NE 34th Avenue (Figure 6)

- 5.1 The master plan reserves about 15 acres east of NE 34th for a long-term use that is to be determined in the future (Figure 6). The County should explore the possibility of leasing this site for an interim use that supports the objectives of the event center.
- 5.2 The owners of the Renaissance Festival approached the Task Force with a proposal to utilize the property east of 34th Street. This was not anticipated within the original scope of the Task Force. There are a number of factors to consider in evaluating this proposal, including the affect on nearby residents and businesses, desires of the City of Hillsboro and community, financial benefit or loss of committing the acreage to this purpose, year round uses of the Renaissance Festival improvements and other issues. It is recommended that the matter of locating the Renaissance Festival be explored further with the involvement of Stakeholders and the community to determine if this use is recommended. This matter should be explored and returned to the Task Force for review no later than the Spring, 2008.
- 5.3 As part of exploring the possibility of the Renaissance Festival, the County should work with Royal Faires to identify if a mutually acceptable financial arrangement and project design can be achieved based on the following principles:



- 5.3.1 When not in use by the Renaissance Festival, the County should have the right to use or lease the Festival grounds for events, and retain any profits from its use.
- 5.3.2 Overnight tent camping on the Festival or event center site by Festival employees and tenants will not be permitted.
- 5.3.3 All structures must comply with Oregon building code.
- 5.3.4 A good neighbor agreement establishing code of conduct and safety and security standards.
- 5.3.5 First source hiring/contracting provisions that offer County civic organizations and community groups priority for certain jobs for fundraising purposes.
- 5.3.6 Require the Renaissance Festival grounds to be functionally and physically integrated with the remainder of the event center site. In particular, determine if the arena built for the Renaissance Festival can be designed to accommodate rodeos and other arena-events that would otherwise be accommodated at the event center.
- 5.3.7 The development and operations of the Renaissance Festival must be funded entirely with private revenues. No public subsidy will be provided to the Festival. However, if certain features of the Festival, such as the arena, are specifically expanded or designed to meet event center needs, public funds may be used to pay the marginal cost of accommodating event center needs.

RECOMMENDED ACTION PLAN

December 2007 – June 2008	Responsible Party(ies) ¹
Undertake public outreach on preliminary Task	City, County
Force recommendations	
Determine the feasibility of developing the	County, City, Royal
Renaissance Festival as an interim use on the	Faires
site	
Prepare Memorandum of Understanding	County, City, Port of
regarding use of Port property for the proposed	Portland
Master Plan	
Undertake continued due diligence on proposed	City, County, Fair Board
Master Plan	
Prepare final recommendations to City, County,	Task Force, City, County,
Fair Board; including ballot title	Fair Board
Reconvene Task Force, adjust Master Plan if	Task Force
necessary based on continued outreach and due	
diligence; final recommendation to County, City,	
and Fair Board	
Approval of Recommendations	City, County, Fair Board
July 2008 - December 2008	
Continue public information process	County, City
Prepare Memorandum of Understanding	County, National Guard
between National Guard and County regarding	
the relocation of the Armory on the site	
Seek FAA approval of property transactions	Port of Portland
between County and Port	
Continue due diligence and follow-up activities	County, City, National
National Guard	Guard
Continue to explore option of Renaissance	County, Royal Faires
Festival Undertake RFQ/RFP process for architect or	County, City, Fair Board
design/builder, and make selection	5, - 5, - 5 - 5 - 5 - 5
Hold vote on GO Bond	November 2008
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Seek supplemental marketing funds from recent County, City, Fair Board increase to lodging tax

¹ In the "Action Plan," depending on the context, County means,the staff or governing board of Washington County government, City means the staff or governing board of the City of Hillsboro government, Fair Board means the staff or governing board overseeing the Fair Complex, Port of Portland means the staff of the Port, FAA means the Federal Aviation Agency, National Guard means the staff and executive officers of the Oregon National Guard, and Royal Faires means the management of the Renaissance Festival.

Undertake detailed design and engineering studies for Phase I	County, City, Fair Board
Begin marketing of facility	Fair Board
Complete property transactions with Port of Portland	County, Port of Portland
Complete appraisals, due diligence, and property transactions with National Guard; Lease-back existing armory to Guard	County, National Guard
If desired, prepare and execute partnership agreement describing space requirements/ sharing to be incorporated in new armory for event center	County, City, Fair Board, National Guard
Pursue federal funds for new armory	National Guard
May 2009 - June 2010	
Secure federal appropriation for new armory	National Guard
July 2010 - December 2012	
July 2010 - December 2012 Complete construction of Phase I Master Plan	County, City, Fair Board
•	County, City, Fair Board National Guard
Complete construction of Phase I Master Plan Design and construct new armory (if federal	
Complete construction of Phase I Master Plan Design and construct new armory (if federal funds accelerated] Re-assess size and scope of Phase III of Master Plan based on operating results to date of the	National Guard
Complete construction of Phase I Master Plan Design and construct new armory (if federal funds accelerated] Re-assess size and scope of Phase III of Master Plan based on operating results to date of the event center Undertake activities necessary to secure local	National Guard County, City, Fair Board
Complete construction of Phase I Master Plan Design and construct new armory (if federal funds accelerated] Re-assess size and scope of Phase III of Master Plan based on operating results to date of the event center Undertake activities necessary to secure local funding for Phase III of Master Plan	National Guard County, City, Fair Board
Complete construction of Phase I Master Plan Design and construct new armory (if federal funds accelerated] Re-assess size and scope of Phase III of Master Plan based on operating results to date of the event center Undertake activities necessary to secure local funding for Phase III of Master Plan January 2013 - July 2014 Seek legislative approval of lottery bond	National Guard County, City, Fair Board County, City, Fair Board