

Town of Windsor Locks
Downtown Tax Increment Financing District
and District Master Plan



Adopted by the Town of Windsor Locks - effective as of 11/15/16

In accordance with P.A. 15-57 – An Act Establishing Tax Increment Financing Districts

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Introduction

The Town of Windsor Locks, a municipality organized under the laws of the State of Connecticut, plans to revitalize and restore its Downtown District. The residents of Windsor Locks and its Boards and Commissions have identified this goal as a top priority. The progress toward revitalization to date includes the Main Street Master Planning Study, Transit Oriented Development Planning Study and Main Street Overlay Zone adoption. These plans outline goals, objectives, and a roadmap to implement a comprehensive revitalization of Downtown Windsor Locks.

Broadly the goals of this District Master Plan are to: provide new employment opportunities; retain existing employment; provide housing opportunities; construct or improve physical facilities and structures through the development of commercial, residential, retail, mixed use, transit oriented development and downtown development; and capitalize on unique assets such as the Windsor Locks Canal and the Connecticut River.

The Town's plan to achieve this goal includes, but not limited to, the following: enhancing downtown parking and accessibility, implementing public infrastructure improvements, providing financial incentives for private investment, redeveloping property within the district, and organizing new promotional activities/events and marketing materials.

The citizens of Windsor Locks and its Boards and Commissions have supported downtown revitalization through annual budget allocations to implement the recommendations in the Main Street Master Plan. The Town is also pursuing state grants for Downtown Revitalization, to including but not be limited to: Responsible Growth/Transit Oriented Development Program, Small Town Economic Assistance Program (STEAP), Local Transportation Capital Improvement Program (LOTICIP), and Small Cities Community Development Block Grant (CDBG). The Town also has the option for future municipal bonding. This new TIF tool will be an important additional funding source to implement needed improvements.

One outcome of Main Street Master Planning is the general consensus that a focus and commitment to downtown revitalization is urgent and overdue. With the implementation of the Downtown TIF District and the restoration of the traditional central business district, the Town envisions significant private investment in new business ventures, major redevelopment and rehabilitation of critical and historic properties, and new public infrastructure that will benefit the local community and economy. The town foresees its fragmented, underutilized, and somewhat depressed downtown area, restored to its historic vibrancy so that it again successfully attracts new businesses, visitors and consumers, and maximizes its potential as one of Connecticut's great downtowns.

The Downtown TIF District combats sprawl and maximizes the utilization of infrastructure already in place. Full implementation of this proposal will result in private investment that will generate new tax revenue to be used for implementation and sustainment of the Development Program. This program exemplifies the community's desire to undertake planned growth and development, and authorizes project costs such as administration, public projects, development incentives, and reimbursement of any bonded indebtedness which may occur to meet the needs of the Development Program. Furthermore, the provision of jobs for area residents creates

opportunity and stimulates our local economy. Therefore, this Development Program and the goals set forth within contribute toward the advancement of the Town's goals to provide new employment opportunities, broaden the tax base, and improve our local economy.

Because the goals that the Development Program seeks to accomplish make a contribution to the economic growth and betterment of the general health, welfare and safety of the residents of Windsor Locks, the Town's designation of the District and creation of the Downtown Development Program Fund constitute a good and valid public purpose. Without the Development Program, the downtown area will continue to suffer from inadequate investment and a low level of business activity.

Creating a downtown TIF permits the community to freeze present property values, and use up to 100% of the new (captured) value for downtown area related projects. By freezing the values and using the revenue for downtown-related projects it creates a fund to offset those project costs in lieu of raising the funds through property taxes. This fund might be thought of as a forced savings account, which, due to its existence, may mitigate the tendency to delay necessary projects or improvements due to budgetary constraints.

This TIF shall provide capital reinvestment revenue for the downtown district. Each project represents an important piece in the core development of the downtown district and will play a significant part in maintaining the unique physical qualities of Windsor Locks with access to retail and service activities. The investments are also meant to spur and assist with other economic development activities. Projects like the Montgomery Mill Complex and Historic Train Station Restoration are important for the historic fiber of downtown. In other cases, such as Route 159 streetscape improvements, the projects are meant to address basic downtown infrastructure needs that will serve residents and visitors alike. Improving the streetscape will enhance the downtown experience, improve pedestrian safety, and positively impact property values.

The development fund from the TIF proceeds may be used to support economic development (project cost account), assist in the retirement of debt related to projects (sinking fund account), or be used annually toward individual projects identified below (project cost account).

Over time, the development fund use will become more refined, but will always be visited annually by the Board of Selectmen, Board of Finance and Town Meeting as part of the annual budget approval process. Said annual review will include formal and informal input from key committees; such as, the Economic and Industrial Development Commission, Capital Improvements Advisory Committee, Planning and Zoning Commission and citizens.

Tax increment financing is a proven method of strengthening ties between businesses, the community, and the broader regional economy. To facilitate the rebirth of the downtown, it is imperative that we acquire the ability to leverage initial investments occurring within the downtown area as a catalyst for further downtown investments. The Town of Windsor Locks, in adopting this Development Program, will create a contiguous municipal Tax Increment

Financing District within its Downtown. Tax increment revenues will be made available for several projects; some projects that are general in nature, and others that are site specific. The Town desires to capture 100% of the new incremental assessed valuations within the district, provided that 50% of any collected annual tax increment revenue in excess of \$1,000,000 (after netting out any tax increment revenues paid back to a developer pursuant to the terms of any Credit Enhancement Agreement) shall be credited to the general fund. The TIF District will remain in place for a period of 20 years from adoption and will include tax increment revenues solely on real property.

The TIF District becomes effective upon adoption by the Town.

I. The Downtown District

The Town supports the elements of the Development Program through the designation of the Town of Windsor Locks Downtown Tax Increment Financing District (The "District"). The District encompasses the geography identified in Exhibits A and is the same geographic area as the Main Street Overlay Zone. The properties within the district are those included on the tax map reference list with Original Assessed Values (OAV) included as Exhibit B.

The TIF District will establish a dedicated funding mechanism to assist in furthering the purpose for which the Main Street Overlay Zone was established. The primary purpose of the downtown overlay district is to create new opportunities for the development or expansion of properties in the area designated within the Main Street Overlay Zone. Specific objectives of the downtown overlay include:

1. To implement the goals and objectives contained within the adopted *Town of Windsor Locks Plan of Conservation and Development*, which supports the development and redevelopment of the historic Main Street district to promote a more functional and attractive downtown area.
2. To guide future development by the findings and recommendations of the *Windsor Locks Main Street Study* authored by Ferrero-Hixon and Associates.
3. To adopt the use of recognized principles of urban design, adherence to historic building placements, the preservation of historic structures and open space, and by allowing developers and land owners considerable flexibility in land use and site design.
4. To promote mixed uses within single or multiple buildings including a mix of retail, office, institutional and residential uses in predominately multi-story buildings appropriate to a downtown setting.
5. To include design elements supporting pedestrian and vehicular accessibility.
6. To provide landscaped public spaces directly accessible from the public right-of-way, appropriate night lighting, sidewalks and landscaped walkways through the parking areas.
7. To require a high level of attention to site and building design to promote attractive and functional development that is most compatible to a historic downtown setting.
8. Simplify parking regulations to ease the downtown development process.

9. To provide incentives and flexible Regulations to promote development of parcels with this Zone.
10. To promote the economic vitality of the Town of Windsor Locks.
11. To create a unique and identifiable place, landmark and destination for residents readily understood as “the heart of Windsor Locks.”
12. To connect the Main Street district to the surrounding neighborhoods to encourage convenient pedestrian and bicycle access.
13. To encourage mostly ground floor commercial space facing Main Street with suitable residential densities located above these facilities to provide a critical population mass to support the downtown district.
14. To take maximum advantage of the potential relocation of the Windsor Locks Train Station to its proper location back in the historic downtown setting and providing appropriate transit oriented development land use and densities.

II. List of the tax identification numbers for all lots or parcels within the TIF District

The Assessor, in the Assessor's Certificate (Exhibit B), has certified the Original Assessed Value (OAV) for each of the properties within the District, and these values will effectively be “frozen” throughout the term of the District. Captured assessed value (CAV) within the District shall be calculated based upon that property's assessed value as of October 1, 2015, included as Exhibit C.

III. Description of the Present Condition and Uses of Land and Buildings

Windsor Locks Main Street and the adjoining village has experienced a steady decline in economic activity for more than 40 years due to ill-conceived urban renewal activities and the decision to locate the train platform outside the downtown core. The buildings within the district serve many functions including: retail establishments, post office, public library, elderly care facility, offices, apartments, Memorial Hall, historic train station and a large mill building. Several properties are vacant or underutilized. Other properties are well maintained and vibrant and provide a stable base in which to enhance the downtown.

State Route 159 (Main Street) is the primary roadway serving the District. Route 159 currently lacks complete street amenities and is designed primarily for motorists to the detriment of pedestrians and bicyclists. Other Main Street area defining characteristics are an Amtrak rail line, the Windsor Locks Canal, Canal State Park and the Connecticut River. The Amtrak line is slated to become a commuter rail line from New Haven, CT to Springfield, MA with a stop in Windsor Locks and a bus connection to Bradley International Airport. Windsor Locks has fought hard to bring the train platform back to the heart of the downtown. The Windsor Locks Canal is currently owned by the Ahlstrom Corporation. The Canal was completed in 1829 and requires significant maintenance and upgrades. Though Windsor Locks is on the banks of the Connecticut River, currently there is no convenient public access to the river.

As a number of critical properties have recently transferred ownership or are in the process of transferring ownership, opportunity exists to encourage capital investment that leads to the revitalization of Windsor Locks downtown. The tax increment financing (TIF) policy that follows provides incentive for private sector capital investment by establishing a dedicated municipal fund to maintain critical infrastructure and enhance public facilities within the district. The downtown district is currently underutilized and the approved tax increment financing district with the herein proposed Development Program will support the public improvements necessary to optimize the district's business potential and attract private investment.

IV. Description of the Public Facilities, Improvements and Programs to be Added or Financed

Collaboration through a strong public/private partnership is essential to the revitalization of the Windsor Locks downtown district and to the success of this TIF policy. A key objective for the TIF policy is to encourage private capital investment through improvements in the Downtown District accomplished by dedicating "captured revenues" for municipal maintenance and improvements. The Town's expenditures act to support and enhance the investor's capital commitment by ensuring well-maintained infrastructure and esthetics for the public.

The Town approves the following list of activities as eligible and authorized project costs:

Capital Costs, including but not limited to:

- The acquisition or construction of land, improvements, infrastructure, public ways, parks, buildings, structures, railings, street furniture, signs, landscaping, plantings, benches, trash receptacles, curbs, sidewalks, turnouts, recreational facilities, structured parking, transportation improvements, pedestrian improvements and other related improvements, fixtures and equipment for public use;
- The acquisition or construction of land, improvements, infrastructure, buildings, structures, including facades and signage, fixtures and equipment for commercial, residential, mixed-use or retail use or transit-oriented development;
- The demolition, alteration, remodeling, repair or reconstruction of existing buildings, structures and fixtures;
- Environmental remediation;
- Site preparation and finishing work; and
- All fees and expenses associated with the capital cost of such improvements, including, but not limited to, licensing and permitting expenses and planning, engineering, architectural, testing, legal and accounting expenses.

Financing costs

- Debt service payments, including closing costs, issuance costs, and bond retirement premiums, for indebtedness incurred for authorized project costs. (Sinking Fund)

Professional service costs

- Procurement of engineers, architects, planners, consultants, or attorneys, as needed, to facilitate implementation of the Downtown Development Program

Administrative costs

- Reasonable charges for the time spent by municipal employees, other agencies or third-party entities in connection with the implementation of a district master plan.

Maintenance and Operation Costs

- Costs of increased public services within the District that result from successful implementation of the Downtown Development Program, including but not limited to, increased public safety/security (police, fire, emergency), increased public maintenance (plowing, mowing, trash/litter removal, installation/replacement of marketing/promotion hardware, beautification), and increased utility costs

Technical and Marketing and Promotions costs

- Marketing and promotion of events or programs organized by the municipality, or funding the marketing of the municipality as a business location
- Establishing a permanent economic development revolving loan fund or targeted investment funds, to support municipal economic development programs
- Providing skills development and workforce training for residents of the municipality (not to exceed 20% of the total project costs)

A. Municipal Costs, Public Facilities and Infrastructure Activities within the District

Activities eligible within the TIF policy related to municipal costs within the district that are directly associated with infrastructure improvement, public safety, marketing and eligible mitigation activities.

The following are specific activities eligible to receive TIF funds:

- Public infrastructure improvements
- Utility and streetlight improvements
- Sidewalk improvements
- Public facilities improvements
- Expansion of parking opportunities
- Canal improvements and dredging
- Mitigation associated with rivers, streams, and brooks in the district
- Renovations and maintenance to the Windsor Locks Historic Train Station

- Hydropower capital costs

TABLE I – Municipal TIF Investment Plan Within the District

Project	Estimated Cost
Route 159 Streetscape Project	\$ 5,000,000
Transit Oriented Development Area Predevelopment Costs	\$ 1,500,000
Historic Train Station Restoration	\$ 1,500,000
Façade and Signage Program	\$ 200,000
Second Point of Vehicle Ingress and Egress to Canal Bank	\$ 9,000,000
Canal Decorative Features	\$ 100,000
Total	\$17,300,000

**Estimated costs do not include reductions for grant funding received or financing by other public entities.*

B. Municipal Costs, Public Facilities and Infrastructure Activities outside of, but directly related to or made necessary by, the District

Costs made outside of the District but directly related to or made necessary by the establishment or operation of the District may be funded with TIF Revenues. The following are specific costs outside of the District that are eligible to receive TIF funds:

- Greenspace enhancements (especially in area behind Dexter Plaza, Library, Town Hall and Middle School)
- Canal Ownership disposition
- Canal upgrades and development as a cultural resource
- Costs reasonably related to the construction, alteration or expansion of any facilities not located within the District that are required due to improvements or activities within the District, including, but not limited to, roadways, traffic signalization, easements, sewage treatment plants, water treatment plants or other environmental protection devices, storm or sanitary sewer lines, water lines, electrical lines, improvements to fire stations, and street signs
- Costs of public safety and public school improvements made necessary by the establishment of the District
- Costs of funding to mitigate any adverse impact of the District upon the Town or its constituents

TABLE II – Municipal TIF Investment Plan Outside the District

Project	Estimated Cost
Enhancements to Town Greenspaces	\$ 300,000
Preservation and Development of Canal as a Cultural Resource.	\$ 2,500,000
Improvement to Vehicular, Bicycle and Pedestrian Access to District	\$ 500,000
Facility Costs related to Improvements within District	To Be Determined
Public Safety and Public Schools	To Be Determined
Mitigation Costs	To Be Determined
Total	\$ 3,300,000

**Estimated costs do not include reductions for grant funding received or financing by other public entities.*

V. Description of the Industrial, Commercial, Residential, Mixed-use or Retail Improvements, or TOD Anticipated to be Financed in Whole or in Part

A portion of the captured tax increment may be used for a variety of private projects within the District; to include, but not be limited to Credit Enhancement Agreements (CEAs) for the rehabilitation or redevelopment of property, compliance with building codes, façade improvements, acquisition and demolition of privately owned property, and the provision of Revolving Loan Funds for inventory or operating capital and investments in real property. Regardless of whether or not these projects are undertaken by existing property owners or future developers, all capital improvements made on private property for eligible qualified projects will be financed by each respective developer and become the sole liability of said developer. Additionally, all improvements must be done in compliance with local and state laws.

The Town of Windsor Locks further proposes to enter into Credit Enhancement Agreements (CEAs), on a limited basis, within the structure of this District Master Plan and the Tax Increment Financing Policy set forth by the Windsor Locks Board of Selectmen. The Town of Windsor Locks, through a decade of planning, realizes the importance of development within the downtown, but more so the importance of development that conforms to the historical, social, and cultural characteristics of the community. CEAs provide the community a tool that is flexible and locally controlled to incentivize private development that conforms to its vision and goals. The Town also asserts that it should assist developers that are willing to take a risk in redevelopment/rehabilitation efforts within the downtown. As such, it makes good financial sense for the Town to partner with these developers for projects that provide a direct public benefit. The Town has interest in partnering in those specific real estate development projects that offer the greatest redevelopment potential and meet the Town’s goals regarding land and building uses in the Downtown District. This is accomplished by identifying specific parcels of real estate and/or specific uses within the District that the Town wishes to aid, and allocating a portion of the TIF proceeds to the project through a Credit Enhancement Agreement with the property owner/developer.

Credit Enhancement Agreements may be negotiated individually with property owners or developers of any properties within the District. Financial incentives provided to individual owners/developers of these respective properties may be funded solely from the incremental tax revenues generated from their private investments. Furthermore, it must be demonstrated that investment would otherwise be inhibited but for the financial incentive. Each CEA must be in accordance with the Town's Municipal Tax Increment Financing Policy at the time it is executed, approved by the Board of Selectmen, and executed by the First Selectman.

The allocation of tax increment revenues through a CEA, to be paid to owners/developers of specified property, will commence by agreement between the Town and the owner/developer and the allocation of such tax increment revenues will continue for a period not to exceed 10 years or the remainder of the term of the District designation, whichever is less. CEAs must also be executed in accordance with the Town's Municipal Tax Increment Financing Policy, which dictates the maximum allowable reimbursement and term of all CEAs undertaken between the Town and a private entity.

Tax increment revenues allocated for reimbursement to the developer or business as articulated in Credit Enhancement Agreements may not exceed 75% of the incremental tax revenue from any individual parcel, and the term of the reimbursement period to the developer shall not exceed 10 years or the number of years remaining in the life of the district, whichever is less. The Tax Increment Financing Policy of the Town of Windsor Locks does not supersede these limits, but may provide additional restrictions or requirements deemed necessary by the Board of Selectmen.

The following is a list of specific properties that the Town is currently interested in reserving the right to consider allocating TIF revenues:

Montgomery Property
246 Main Street
252 Main Street
254 Main Street
Windsor Locks Commons

Targeted Use

In addition to providing financial incentives for investments in real property within the District, the Town reserves the right to provide financial incentives in the way of CEAs to property owners who locate particular businesses within their building. More specifically, the Town reserves the right to provide a portion of incremental tax revenues to building owners, from investments made in the updating or redeveloping of real property in order to lease that space to a particular usage that the Town believes furthers the redevelopment goals of the downtown.

The following is a list of specific uses in the downtown district that the Town currently is interested in reserving the right to consider allocating TIF revenues toward:

- Niche retail, grocery retail and full-service restaurants
- Professions that perform, enhance, and/or promote the development of the Creative Economy in downtown Windsor Locks
- Institutions of higher education or organizations affiliated therewith

In addition, the Town reserves the right to consider the allocation of TIF revenues for other specific uses, should it be determined that the assistance of these particular uses is in the best interest of the Town and this Development Program. The level of financial assistance to be provided, as well as the duration of assistance, will be in compliance with the Town’s Tax Increment Financing Policy that is in effect at the time that the CEA is executed. These CEAs will not exceed the life of the TIF District.

VI. Financial Plan

The financial plan is based on the terms of the Development Program outlined above and considers the 20-year life of the district. The Town of Windsor Locks will capture 100% of the increased taxable assessed value as of October, 2015 and apply it to eligible costs, provided that 50% of any collected annual tax increment revenue in excess of \$1,000,000 (after netting out any tax increment revenues paid back to a developer pursuant to the terms of any Credit Enhancement Agreement) shall be credited to the general fund.

1. Cost estimates for the public improvements and developments anticipated in the district master plan

An estimated 80% in municipal TIF revenues will be dedicated to the following municipal projects taking place within the district.

Project	Cost
Route 159 Streetscape Project	\$ 5,000,000
Transit Oriented Development Area Predevelopment Costs	\$ 1,500,000
Historic Train Station Restoration	\$ 1,500,000
Façade and Signage Program	\$ 200,000
Second Point of Vehicle Ingress and Egress to Canal Bank	\$ 9,000,000
Canal Decorative Features	\$ 100,000
Enhancements to Town Greenspaces	\$ 300,000
Preservation and Development of Canal as Cultural Resource	\$ 2,500,000
Improvements to Vehicular, Bicycle and Pedestrian Access to District	\$ 500,000
Total	\$20,600,000

**Estimated costs do not include reductions for grant funding received or financing by other public entities.*

Municipal approval of the TIF District Master Plan will not constitute a financial appropriation. Annual Town Meeting action through the budget process or a Special Town Meeting will be required for financial appropriation for each community investment option. Also, it is recognized that TIF revenue must be spent per the municipally approved Town of Windsor Locks Downtown Tax Increment Financing District Development Program.

2. The maximum amount of indebtedness to be incurred to implement the district master plan

No bonded indebtedness is anticipated to implement the district master plan. It is presumed in most cases that public improvements will not be undertaken unless TIF revenues are available at an adequate level. However, the Town reserves the right, in those circumstances where it is imperative that public infrastructure be developed prior to a private investment, to incur debt to facilitate, in part or in whole, any of the projects outlined within this Development Program. This does not, however, obviate the need for a regular municipal legislative process for acquiring any financing through bonding.

3. Sources of anticipated revenues

In order to determine potential TIF revenues, the Town has projected the amount of taxes that would otherwise be generated from a reasonable level of redevelopment in the downtown over the course of 20 years. Several parameters were established so as to develop a valid model for tax projections:

- (1) Only those properties that would reasonably be expected to undergo significant redevelopment, that are currently owned by a party that has the ability to develop the property or those that are currently for sale or would potentially become for sale at any given time;
- (2) An average assessment for the type of property as completed would be applied in a manner consistent with what is currently done by the Town;
- (3) Personal property estimates have not been included in the revenue projections nor will they be captured and applied within the district.

Regarding revenues potentially generated within the downtown district, the following projections for the increase in valuation have been made at the current 26.66 mil rate without projecting annual mil rate increases:

Montgomery Building: It is anticipated that this mill building will be revitalized during the term of the district as apartments. The anticipated rehabilitation and improvements for the property should result in a captured assessed value of \$7,648,095 by year three of the district, yielding an annual tax increment of roughly \$203,898 in year three. This captured assessed value and annual tax increment are then projected to increase at the rate of 1% per year during the remaining term of the district. This calculation does not consider any reduction that may result from the terms of any credit enhancement agreement that may be negotiated with regard to this property.

In addition to the above mentioned property, there is approximately 294,000 square feet of mixed use retail/office/residential space within the district in buildings that are vacant, that may be redeveloped, or that may be constructed on developable lots that are currently vacant. With the projected increase in property values envisioned as a result of these anticipated improvements, it is reasonable to estimate another \$12,000,000 of captured assessed value phased in over the first seven years of the district which amount would then increase at the projected rate of 1% per year during the remaining term of the district.

Over the life of the district, the aforementioned Montgomery project and other development will create approximately \$22,714,786 in new value. The total projected tax increment revenues over the term of the district are estimated to be roughly \$9,581.174, with peak annual tax increment revenues of roughly \$605,576 (See Exhibit C).

4. A description of the terms and conditions of any agreements, including any anticipated assessment agreements, contracts or other obligations related to the district master plan

Any Credit Enhancement Agreements shall be approved under the Downtown Tax Increment Financing District Policy.

5. Estimates of increased assessed values of the tax increment district

The estimates of increased assessed values of the TIF district are included in Exhibit C.

6. The portion of the increased assessed values to be applied to the district master plan as captured assessed values and resulting tax increments in each year of the plan.

The original assessed value of taxable real property (land and buildings) within the district boundaries is \$14,704,600 as of October 1, 2015. A certification by the municipal assessor of the Town of Windsor Locks that the original assessed value established represents the taxable real property within the District's physical description, as delineated on the attached map, is attached as Exhibit B.

The Town of Windsor Locks plans to capture 100% of the increased taxable assessed value. Taxes generated from the captured assessed value will be allocated to support approved municipal based costs within the district. Exhibit C is a 20 Year pro forma projecting a captured taxable assessed value of \$359,384,071 over the life of the TIF. This could generate \$9,581,174 in gross new taxes assuming no increases to the Town's tax rate.

7. Development Program Fund

The Development Program provides for one hundred percent (100%) of the increase in assessed value of the District to be captured and designated as captured assessed value. The tax increment (or TIF revenues) will be deposited by the Town into the Development Program Fund for a period of twenty (20) years. The Development Program Fund is pledged to and charged with the payment of the project costs. Credit Enhancement Agreements made with private property owners will be handled separately and independently from one another, and payments to a

property owner or developer for reimbursement of eligible development costs under the terms of an agreement shall be restricted to no more than 75% of the incremental tax revenue from any particular parcel.

The Downtown Tax Increment Financing Development Program Fund is established consisting of a project cost account (the "Project Cost Account") pledged to and charged with payment of project costs. A separate Project Cost Subaccount will be established for each development project in the District that is subject to this Development Program, (The "Development Program Subaccounts"). Development Program Subaccounts will also be created for each Credit Enhancement Agreement, which will be pledged to and charged with payment to the Developer under the terms of that agreement for reimbursement of eligible development costs.

In the instances of indebtedness issued by the municipality to finance or refinance project costs, a development sinking fund (the "Sinking Fund Account") that is charged with the repayment of principal, interests and costs shall be established. No bonding is anticipated at the inception of this District.

The Credit Enhancement Agreement executed between the Town and each separate Developer will make a provision for payments to the Developer from the applicable Development Program Subaccount. The TIF revenues disbursed pursuant to the Credit Enhancement Agreements are hereby understood and to be reflected in each CEA to be used by the developer for costs that are deemed eligible within the Development Program. The obligation of the Town under each Credit Enhancement Agreement will commence and constitute an unconditional and irrevocable commitment to the Developer. In each fiscal year, pursuant to the Credit Enhancement Agreements, the Town will make payment to the Developer(s) within thirty (30) days from which time the associated property taxes are paid in full for each tax payment installment.

VII. Operational and Maintenance Plan

During the life of the district, the First Selectman or its designee(s), after considering the advice of the Downtown District Advisory Board, will be responsible for all administrative matters concerning the implementation and operation of the district.

VIII. Duration of the Tax Increment Financing District

The TIF District will remain in place for a period of 20 years from adoption. The term of the downtown TIF district is twenty (20) years commencing on the date that this Plan is approved by the legislative body of the Town and ending 20 years from such approval date.

IX. Downtown District Advisory Board.

The Downtown District Advisory Board shall be a committee consisting of seven people appointed by the Board of Selectmen and shall include: 1) One member of the Board of Selectmen; 2) One member of the Board of Finance; 3) One member of the Planning & Zoning Commission; 4) One member of the Economic and Industrial Development Commission; 5) One

individual or a director or officer of a corporation, a member of a limited liability company, a partner of a partnership, or an equity owner of any other type of legal entity owning real property within the District; 6) the Town Assessor who shall be a non-voting member; and 7) the Town Planner who shall be a non-voting member.

The Downtown District Advisory Board shall advise the Board of Selectmen and the Board of Finance as to the implementation of the District Master Plan, make proposals and recommendations to the Board of Selectmen regarding revisions to the District Master Plan and prepare and recommend to the Board of Selectmen an annual budget for the operation and maintenance of the District for submission by the Board of Selectmen to the Board of Finance for approval.

EXHIBIT A – DISTRICT BOUNDARY MAP

TIF District to be Identical to Main Street Overlay Zone

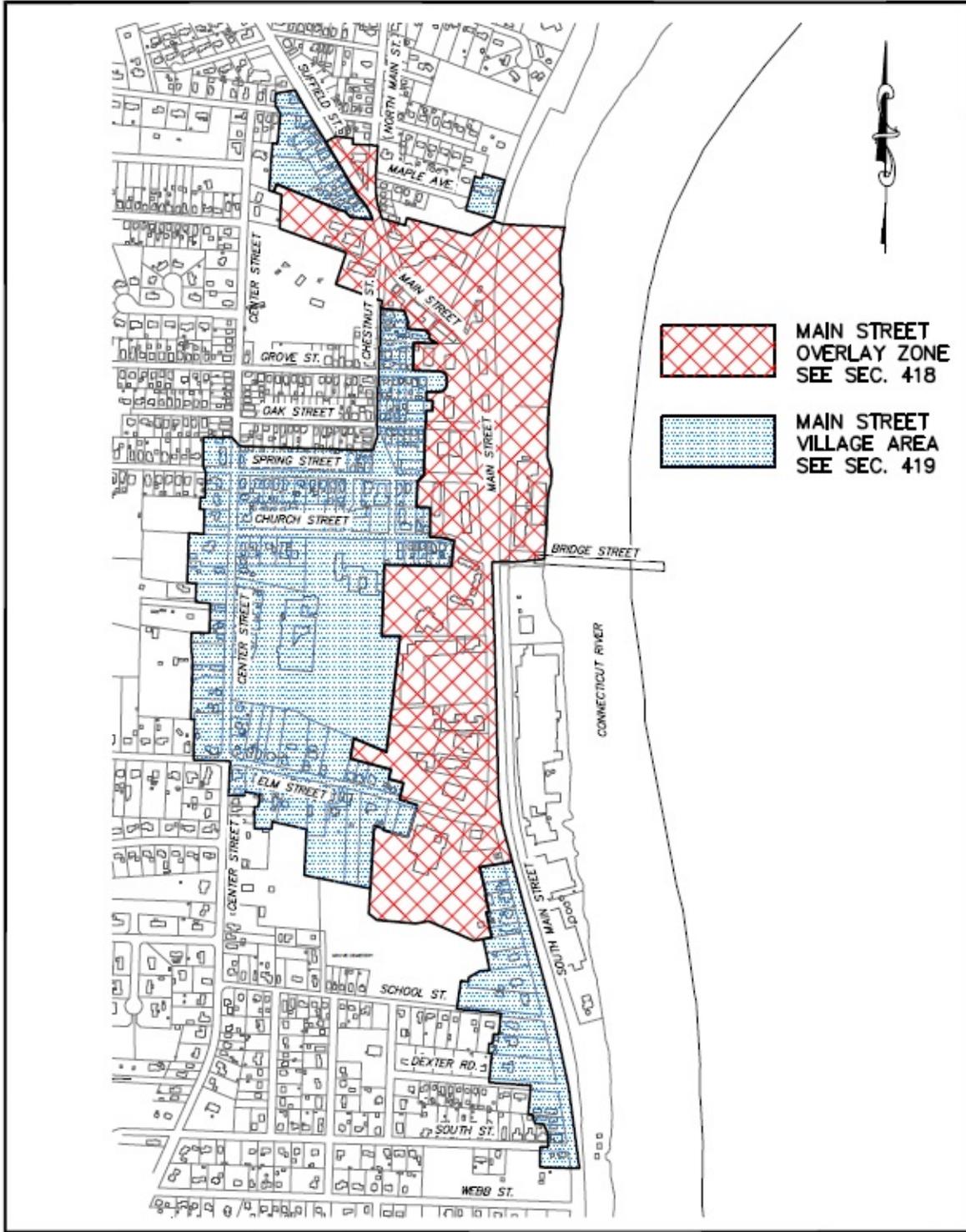


EXHIBIT B

List of Properties and Assessor's Certificate of Original Assessed Value

UNIQUE_ID	TAXPAYER	ST_NO	LOC_ST_NAME	UNIT	MBL	AC	GROSS	TAX 2015
00259600	231 FINANCIAL CO OF ENFIELD INC THE	00231	MAIN ST		29 138 2	0.30	139,000	\$ 3,706
00033000	60 MAIN ST WL LLC	00060	MAIN ST		29 56 4	0.00	400,800	\$ 10,685
00151800	AHLSTROM NONWOVENS LLC	00002	ELM ST		36 82 28	5.50	1,736,200	\$ 46,287
00261200	ARGENTA IRENE M	00074	MAIN ST	2C	29 56 4	0.00	43,900	\$ 1,090
00257100	BONNAFANT CATHERINE A TRS & CATHERINE	00062	MAIN ST	3B	29 56 4	0.00	43,900	\$ 1,170
00261600	BUJNOWSKI ANTONI & WIESLAWA	00080	MAIN ST	3B	29 56 4	0.00	43,900	\$ 1,170
00033600	COLVEST/WINDSOR LOCKS LLC	00090	MAIN ST		29 55 4	0.97	997,400	\$ 26,591
00320100	COLVEST/WINDSOR LOCKS LLC	00000	OAK ST		29 55 3	0.90	132,600	\$ 3,535
00260000	COUNTRY SIDE ASSOCIATES LLC	00266	MAIN ST		21 20 14	3.51	2,441,000	\$ 65,077
00026000	DEXTER PLAZA LLC	00020	MAIN ST	M-O	36 58 18	0.32	165,700	\$ 4,418
00257400	DEXTER PLAZA LLC	00018	MAIN ST	18-20	36 58 17	4.79	1,209,900	\$ 32,256
00257900	DEXTER PLAZA LLC	00020	MAIN ST	L	36 58 19	0.12	275,100	\$ 7,334
00260100	GETTY CT LEASING INC	00269	MAIN ST		21 17 122	0.56	539,800	\$ 14,391
00079400	HUSSEIN MAHMOUD	00047	CHESTNUT ST		29 54 10	0.27	81,600	\$ 2,175
00023400	LOCATION LOCATION LOCATION LLC	00002	NORTH MAIN ST		21 16 1	0.69	205,800	\$ 5,487
00259900	LOCKS LLC	00255	MAIN ST		21 17 1	4.01	1,142,700	\$ 30,464
00027000	MJP PROPERTIES LLC	00246	MAIN ST		29 54 7	0.47	293,000	\$ 7,811
00259700	MONTEFUSCO JOHN	00252	MAIN ST		29 54 8	0.53	204,100	\$ 5,441
00257700	NEWPORT BICKFORD INC	00014	MAIN ST		36 58 15	1.07	2,249,600	\$ 59,974
00257800	NEWPORT BICKFORD INC	00016	MAIN ST		36 58 16	0.85	101,200	\$ 2,698
00260500	NYMAN NELS P	00062	MAIN ST	2A	29 56 4	0.00	56,300	\$ 1,501
00260900	PHAN NGAN M	00068	MAIN ST	2B	29 56 4	0.00	43,900	\$ 1,170
00260600	PHELPS MURRAY A III & CAROLE M TRS	00068	MAIN ST	2A	29 56 4	0.00	43,900	\$ 1,170
00261100	REGIS APRIL M	00062	MAIN ST	2C	29 56 4	0.00	43,900	\$ 1,170
00066800	SACHDEV NISHA K	00000	CANAL BANK		21 19 2	1.15	36,300	\$ 968
00066900	SACHDEV NISHA K	00000	CANAL BANK		36 57 3	1.10	69,400	\$ 1,850
00067000	SACHDEV NISHA K	00000	CANAL BANK		29 19 1	1.13	924,700	\$ 24,653
00260700	SALLING JOHN J & DEBORA K	00080	MAIN ST	2A	29 56 4	0.00	43,900	\$ 1,170
00261400	SARTORI WILLIAM J & GARY J	00068	MAIN ST	3A	29 56 4	0.00	43,900	\$ 1,170
00410300	SOUTHERN NEW ENGLAND TELEPHONE CO	00020	SPRING ST		29 56 5	0.86	650,600	\$ 17,345
00260800	TEIXEIRA FERNANDO	00062	MAIN ST	2B	29 56 4	0.00	43,900	\$ 1,170
00261300	TRAZINSKI MICHAEL J & COLETTE E	00080	MAIN ST	2C	29 56 4	0.00	56,300	\$ 1,501
00261500	VARGAS ANGEL	00080	MAIN ST	3A	29 56 4	0.00	43,900	\$ 1,170
00261000	WAWRUCK STEVEN JR LISA DANIEL & WANDA	00074	MAIN ST	2B	29 56 4	0.00	43,900	\$ 1,170
00263100	WINDSOR LOCKS TOWN OF	00000	MAIN ST		29 137 1	0.16	27,000	\$ -
00257600	WINDSOR LOCKS REDEVELOPMENT AGENCY	00006	MAIN ST		29 138 1	0.02	1,100	\$ -
00259500	WINDSOR LOCKS TOWN OF	00225	MAIN ST		29 138 1 1	0.08	84,500	\$ -
						29.36	14,704,600	\$ 388,943

EXHIBIT C

Estimate of Captured Assessed Value (CAV) and Incremental Tax Revenue

(Assuming Constant Mill Rate of 26.66 and 1% Annual Assessment Increase)

YEAR	Montgomery Mill CAV	Remainder of District CAV	Total District CAV	Total Incremental Tax Revenue
2017	0	0	0	0
2018	0	2,000,000	2,000,000	53,320
2019	7,648,095	4,000,000	11,648,095	310,538
2020	7,724,576	6,000,000	13,724,576	365,897
2021	7,801,822	8,000,000	15,801,822	421,277
2022	7,879,840	10,000,000	17,879,840	476,677
2023	7,958,638	12,000,000	19,958,638	532,097
2024	8,038,224	12,120,000	20,158,224	537,418
2025	8,118,606	12,241,200	20,359,606	542,787
2026	8,199,792	12,363,212	20,563,004	548,210
2027	8,281,790	12,487,248	20,769,038	553,703
2028	8,364,608	12,612,120	20,976,728	559,240
2029	8,448,253	12,738,241	21,186,494	564,832
2030	8,532,736	12,865,623	21,398,359	570,480
2031	8,618,063	12,994,279	21,612,342	576,185
2032	8,704,244	13,124,221	21,828,465	581,947
2033	8,791,287	13,255,463	22,046,750	587,766
2034	8,879,199	13,388,017	22,267,216	593,644
2035	8,967,991	13,521,897	22,489,888	599,580
2036	9,057,671	13,657,115	22,714,786	605,576
	\$150,015,435	\$209,368,636	\$359,384,071	\$9,581,174