TAX INCREMENT FINANCING PLAN

for the establishment of the

GERDAU STEEL MILL ECONOMIC DEVELOPMENT TAX INCREMENT FINANCING DISTRICT

PORT AUTHORITY
of the
CITY OF SAINT PAUL
RAMSEY COUNTY
STATE OF MINNESOTA

Adopted by the Port Authority:
May 22, 2012

Approved by the City Council:
July 3, 2012

PORT AUTHORITY OF THE CITY OF SAINT PAUL

TAX INCREMENT FINANCING PLAN FOR THE GERDAU STEEL MILL ECONOMIC DEVELOPMENT TAX INCREMENT FINANCING DISTRICT

I. Introduction

A. Background

In 1960, the Port Authority of the City of Saint Paul (the "**Port Authority**") created an Industrial Development District covering substantially all of the land abutting the Mississippi River in Saint Paul. In 1967, the land in and around Red Rock was removed from the larger Industrial Development District and placed into the newly created Red Rock Industrial Development District.

Gerdau SA is a 100-year old steel company based in Brazil with facilities/subsidiaries throughout the world. Gerdau Ameristeel US Inc. (Gerdau) is a wholly owned subsidiary of Gerdau SA. Gerdau SA is the leading producer of long steel in the Americas and is one of the world's largest suppliers of specialty long steel. The Saint Paul Mill is one of Gerdau's electric steel mini-mills and employs an estimated 377 individuals. Gerdau serves customers throughout the U.S. and Canada, offering a diverse and balanced product mix of merchant steel, rebar, structural shapes, fabricated steel, flat rolled steel and wire rod.

Gerdau was contemplating a $50 million investment in a new caster and building to house it. Other existing facilities in the U.S. were competing for this investment, and if another one was chosen, the Saint Paul mill's future would be uncertain. In 2011, the State of Minnesota in conjunction with the City of Saint Paul and Port Authority made a proposal to Gerdau, including the possibility of Port Authority assistance, to bolster the likelihood of the investment being made in the Saint Paul facility. While the majority of the proposed investment relates to equipment, a new building and ancillary structures will need to be constructed to house and support the equipment.

B. Creation of Economic Development Tax Increment District; Statutory Authority.

There exist areas within the City of Saint Paul, Minnesota (the "**City**") where public involvement is necessary to cause development to occur. To this end, the Port Authority has certain statutory powers pursuant to Minnesota Statutes Section 469.174 through 469.1799 (the "Tax Increment Financing Act" or "**TIF Act**"), to assist in financing eligible costs related to a development project.

C. Need and Public Purpose

The Tax Increment Financing District (the "**District**") consists of three parcels of land and adjacent and internal rights-of-way. The District is being created to facilitate the expansion of an existing steel mill in the City by the acquisition of a caster and construction of related facilities to house and support it (the development

"**Project**"). The tax increment financing plan (the "**Plan**") is expected to achieve the objectives outlined in the Redevelopment Plan for the Redevelopment Project Area by the expansion of the facility.

It is necessary that the Port Authority exercise its port authority powers under state law to develop, implement, and finance a program designed to encourage, ensure and facilitate the redevelopment of the three parcels to be included in the District. This development will further accomplish the public purposes specified in the TIF Act as follows:

1. Create and Retain Jobs. The Project will create and retain jobs in the State, including construction jobs, and approximately 377 jobs that will be at risk if the Gerdau does not make the investment in question in Saint Paul. Construction would not occur without the proposed tax increment financing assistance.

2. Redevelop Underused Property. In order to encourage new development and the expansion of existing business in the area, and prevent the emergence of blight and blighting influences, tax increment financing must be used to encourage the expansion and development on the site.

3. Expand the Tax Base of the City of Saint Paul. It is expected that the taxable market value of parcels in the District will increase by approximately $3,000,000 as a result of the new development.

D. **Redevelopment Plan Overview**.

1. Property to be Acquired. The Port Authority does not intend to acquire any property in the District.

2. Relocation. The Port Authority does not anticipate any relocation will be necessary.

The activities contemplated in this Plan do not preclude the undertaking of other qualified development or redevelopment activities. These activities are anticipated to occur over the life of the District and within the Redevelopment Project Area.

II. Objectives of the Port Authority for Creation of the District.

A. Provide job opportunities for Saint Paul residents.

The Port Authority's goal is to retain jobs at this site. The $50 million investment by Gerdau ensures the ongoing viability of the Saint Paul Mill. The existing work force is 377 and the Port Authority will include a workforce requirement to retain these existing 377 jobs for two years following completion of the new development.

B. To discourage manufacturing from moving their operations to another state or municipality.

Gerdau was contemplating an investment of approximately $50 million in a state-of-the-art caster in one of its North American facilities. Gerdau has other facilities in North America which could support the proposed investment; at least one of these facilities has operating component costs which are significantly lower than at the Saint Paul facility. In the summer of 2011, a partnership was formed including the State of Minnesota, the City, the Port Authority, and various Chambers of Commerce and related entities, and a joint assistance package was created to support the investment in the Saint Paul Mill. The objective was to assist in making the Saint Paul Mill a viable economic facility for the foreseeable future.

C. **Expand the industrial tax base of the City of Saint Paul.**

It is expected that the taxable market value of parcels in the District will increase by approximately $3,000,000 once the proposed caster is placed in service. This value will come from approximately 24,000 square feet of buildings to house a state-of-the-art caster and related ancillary facilities.

III. Classification of the District.

The District is an economic development district established pursuant to Minnesota Statutes, Section 469.174, Subd. 12, for the reasons stated above. In addition, the resulting tax increment revenues may be used for the development project described herein, in accordance with the TIF Act, because no more than 15% of the buildings and facilities which will benefit from the tax increment will be used for purposes other than (A) the manufacturing or production of tangible personal property, including processing resulting in the change in condition of such property; or (B) space necessary for and related to such activities.

Based upon Gerdau's representations, the Port Authority and the City have determined that the proposed would not reasonably be expected to occur solely through private investment within the reasonably foreseeable future and that the increased market value of the site that could reasonably be expected to occur without the use of tax increment financing would be less than $2,578,460, which is the increase in the market value estimated to result from the proposed development ($3,000,000)less the present value of the projected tax increments for the maximum duration of the Tax Increment Financing District permitted by the Tax Increment Financing Plan ($421,540). Attached as Exhibit D-2 is a market value analysis report.

IV. Description of the Development Program for the Gerdau Site.

Gerdau SA is the leading producer of long steel in the Americas and is one of the world's largest suppliers of specialty long steel. The Saint Paul Mill is one of Gerdau's North American electric steel mini-mills and employs an estimated 377 individuals. Gerdau serves customers throughout the U.S. and Canada, offering a diverse and balanced product mix of merchant steel, rebar, structural shapes, fabricated steel, flat rolled steel and wire rod. Gerdau was contemplating a $50 million investment in a new caster and building to house it.

Other existing facilities in the U.S. were competing for this investment, and if another site was chosen, the Saint Paul mill's future would be uncertain. Investment in the Saint Paul site is described in more detail below:

A. **Site preparation.** Existing utilities and facilities will need to be removed and/or relocated to make room for the new caster and related facilities. Soil work will be undertaken to support the caster and related facilities.

B. **Site improvements**. Roads, walkways, grading and other site improvements will be undertaken to support the new facilities necessary to house and support the caster. Several new facilities will be constructed to house the caster, inventory and supporting operations.

C. **Undertake abandonment of existing utilities and install other public utilities.** Utilities will be relocated and upgraded to support the new facility.

D. **Contracts for professional services.** Professional services will be employed to design and oversee the planning, bidding, installation and operation of the caster and related facilities.

V. Description of Contracts Entered Into at the Time of Preparation of the Plan

The following, as required by Section 469.175, Subd. 1(3), is a list of development activities that are proposed to take place within the District for which contracts have been entered into at the time of the preparation of this plan, including the names of the parties to the contract, the activity governed by the contract, the cost stated in the contract, and the expected date of completion of that activity.

No contracts have been awarded.

VI. Description of Other Types of Development Activities Which Can Reasonably be Expected to Take Place Within the Gerdau Site.

The Port Authority does not anticipate that other future development in the District will occur.

VII. Cost of the Project and Description of the District.

The following, as required by Section 469.175, Subd. 1(5), are estimates of the (i) cost of the Project, including administration expenses; (ii) amount of indebtedness to be incurred; (iii) sources of revenue to finance or otherwise pay eligible costs; (iv) the most recent net tax capacity of taxable real property within the District; (v) the estimated captured net tax capacity of the District at completion; and (vi) the duration of the District's existence.

A. **Cost of the project, including administrative expenses.**

The Port Authority has determined that it will be necessary to provide assistance for certain costs of the Project. To facilitate the construction of the Project within the District, this Plan authorizes the use of tax increment financing to pay for a portion of the cost of certain eligible expenses of the Project. The estimate of the uses of funds associated with District is outlined on Exhibit C.

Estimated costs associated with District are subject to change and may be reallocated between line items by a resolution of the Port Authority. The cost of all activities to be financed by the tax increment will not exceed, without formal modification, the budget for the tax increments set forth on Exhibit C.

B. **Amount of indebtedness to be incurred.**

The expenditures authorized by this Plan will be paid on a pay-as-you-go basis. The principal amount of the pay-as-you-go indebtedness is estimated to be approximately $400,000, including simple interest at 5% per annum, as evidenced by a promissory note in customary form.

C. **Sources of revenue to finance or otherwise pay eligible costs.**

The costs outlined in Section A above will be financed on a pay-as-you-go basis through the annual collection of tax increments. Other sources of revenues to pay the costs of the Project include internal company financing and a forgivable loan in the amount of $500,000 to be made to Gerdau pursuant to Minnesota Statutes 469.176, Subd. 4m. The market value of the elements of the Project that are subject to real estate tax, upon completion of the Project in 2013, is estimated to be approximately $3,000,000.

The following are the likely sources for funding the total project, including the tax increments, which will be pledged initially to the bonded indebtedness:

i. Tax Increments
Tax increments, including up to 10% for administrative expenses, are anticipated to equal $63,036 annually. All tax increments will be first pledged to the payment of administrative costs, with all remaining funds pledged to the repayment of the pay-as-you-go note. It is further anticipated that tax increments in excess of those needed to pay this debt will be used to reimburse the eligible costs incurred in the District, to the extent not paid from any of the aforenoted sources.

ii. Investment income
It is expected that all funds will be expended shortly after being received, therefore interest earnings will be minimal. In aggregate over the life of the District, they are estimated at $675.

D. **The Most Recent Net Tax Capacity of Taxable Real Property Within the District.**

At January 1, 2012, Ramsey County's estimated market value of the parcels to be included in the District was $6,793,100. The market value attributable to the land is assumed to remain constant at $6,714,100. The original tax capacity and Tax Rate are calculated in accordance with Minnesota Statutes, Section 469.174, Subd. 7 and Section 469.177, Subd. 1.

E. **The Estimated Captured Net Tax Capacity of the District at Completion.**

The District is approximately 93.58 acres of land with an aggregate assumed market value of $6,793,100 for the land and existing facilities. The proposed construction is estimated to add an additional $3,000,000 in value to the property. The 2.00% tax capacity rate would result in estimated captured tax capacity of approximately $40,865 at January 2, 2015, the year following expected completion of construction of facility. This captured tax capacity is calculated in accordance with Minnesota Statutes, Section 469.174, Subd. 4, 469.177, Subd. 2, and 469.177, Subd 3 paragraph b.

F. **The duration of the tax increment financing district's existence.**

The duration of the District will be 8 years from the receipt of the first tax increment. It is anticipated that the Port Authority will receive the first increment in 2014. Attached as Exhibit D-2 is the projected receipt of tax increments from the District.

VIII. <u>Alternate Estimates of the Impact of the Tax Increment Financing on the Net Tax Capacities of All Taxing Jurisdictions.</u>

The taxing jurisdictions in which the District is located in whole or in part are as follows:

a. Independent School District #625, whose boundaries are coterminous with those of the City of Saint Paul.

b. The County of Ramsey, the total market value of which the City of Saint Paul.

c. The Housing and Redevelopment Authority of the City of Saint Paul, Minnesota whose boundaries are coterminous with those of the City of Saint Paul and whose powers to levy and use property taxes are limited.

d. The Port Authority, the requesting authority, whose boundaries are coterminous with those of the City of Saint Paul and whose powers to levy and use property taxes are limited.

e. Metropolitan authorities, such as the Metropolitan Council, Metropolitan Airports Commission, Metropolitan Waste Control Commission, and the Metropolitan Mosquito Control District. Of these, only the Metropolitan Council and the Metropolitan Mosquito Control District currently levy taxes on real estate.

The Port Authority is required by Minnesota Statutes Section 469.175, Subd. 1(a)(6) to make statements relative to the alternate estimates of the impact of the tax increment financing on the net tax capacities of all taxing jurisdictions in which the District is located in whole or in part. The impact of the District on the Taxing Jurisdiction is set forth on Exhibit C.

On the alternate assumption, that none of the estimated captured tax capacity would be available to these taxing jurisdictions without the District, there would be no effect on the other taxing jurisdictions, but upon the expiration or earlier termination of this portion of the Tax Increment District, each taxing jurisdiction's tax capacity would be increased buy the captured tax capacity, as it may be adjusted0ver that time period.

The estimated amount of tax increment that will be generated over the life of the District is approximately $569,375. The estimated amount of tax increment attributable to the School District and County levies is estimated to be approximately $147,427 and $208,824 respectively. It is not expected that the District will have any impact on the need for new or improved public infrastructure, other than the infrastructure paid for by tax increments or from other public and private funds currently appropriated. The impacts on City provided services such as police and fire protection are anticipated to increase only slightly as a result of the District since the Project is an expansion of an existing business.

IX. Studies and Analysis Used to Determine Need for Tax Increment Financing.

The Port Authority has determined that the proposed development of the District would not reasonably be expected to occur solely through private investment within the reasonably foreseeable future and that the increased market value of the District that could reasonably be expected to occur without the use of tax increment financing would be less than the increase in the market value estimated to result from the proposed development after subtracting the present value of the projected tax increments for the maximum duration of the District permitted by the Plan.

The Port Authority has studied the District and concluded that due to economic realities, the proposed investment in a state-of-the-art caster and related facilities in the District would not reasonably be expected to occur solely through private investment.

X. Identification of All Parcels to be Included in the District.

A list of the Property Identification Numbers for all properties to be included in the District, a map showing the Project area, the District and the existing properties, and a legal description identifying the boundaries of the District are attached as Exhibits A and B.

The District includes all interior and adjacent public streets and rights of way.

XI. District Administration, Annual Disclosure, and Financial Reporting Requirements.

Administration of the District will be the responsibility of the Port Authority and will be handled by the Chief Financial Officer. The resolutions of the City and the Port Authority approving and creating the District will direct the County to forward all tax increment from the District to the Port Authority. Tax increments will be deposited into interest bearing accounts separate and distinct from other funds of the Port Authority. Tax increments will be used only for activities described in this Plan.

The Port Authority will report annually to the State Auditor regarding activities in the District as required by Section 469.175, subdivision 5 and subdivision 6 and will include information with regard to the District in the data necessary to comply with subdivision 6a.

XII. Modifications to District

In accordance with Minnesota Statutes, Section 469.175, Subd. 4, any reduction or enlargement of the geographic area of the District; increase in amount of bonded indebtedness to be incurred, including a determination to capitalize interest on debt if that determination was not a part of the original plan, or to increase or decrease the amount of interest on the debt to be capitalized; increase in the portion of the captured tax capacity to be retained by the Port Authority; increase in total estimated tax increment expenditures; or designation of additional property to be acquired by the Port Authority shall be approved only upon the notice and after the discussion, public hearing and findings required for approval of the original plan. The geographic area of a tax increment financing district may be reduced, but shall not be enlarged after five years following the date of certification of the original tax capacity by the county auditor.

XIII. Administrative Expenses

In accordance with Minnesota Statutes, Section 469.174, Subd. 14; and Minnesota Statutes, Section 469.176, Subd. 3 administrative expenses means all expenditures of an authority other than amounts paid for the purchase of land or amounts paid to contractors or others providing materials and services, including architectural and engineering services, directly connected with the physical development of the real property in the project, relocation benefits paid to or services provided for persons residing or businesses located in the project or amounts used to pay interest on, fund a reserve for, or sell at a discount bonds issued pursuant to Section 469.178. Administrative expenses also include amounts paid for services provided by bond counsel, fiscal consultants, and planning or economic development consultants. Administrative expenses of the District will be paid from tax increments; provided that no tax increment shall be used to pay any administrative expenses for the project which exceeds ten percent of the total tax increment expenditures authorized by the tax increment financing plan or the total tax increment expenditures for the project, whichever is less.

Pursuant to Minnesota Statutes, Section 469.176, Subd. 4h, tax increments may be used to pay for the county's actual administrative expenses incurred in connection with the District. The county may require payment of those expenses by February 15 of the year following the year the expenses were incurred.

XIV. <u>Necessary Improvements in the District</u>

Pursuant to Minnesota Statutes, Section 469.176, Subd. 6,

if, after four years from the date of certification of the original tax capacity of the tax increment financing district pursuant to <u>Minnesota Statutes</u>, Section 469.177, no demolition, rehabilitation or renovation of property or other site preparation, including qualified improvement of a street adjacent to a parcel but not installation of utility service including sewer or water systems, has been commenced on a parcel located within a tax increment financing district by the authority or by the owner of the parcel in accordance with the tax increment financing plan, no additional tax increment may be taken from that parcel and the original tax capacity of that parcel shall be excluded from the original tax capacity of the tax increment financing district. If the authority or the owner of the parcel subsequently commences demolition, rehabilitation or renovation or other site preparation on that parcel including improvement of a street adjacent to that parcel, in accordance with the tax increment financing plan, the authority shall certify to the county auditor in the annual disclosure report that the activity has commenced. The county auditor shall certify the tax capacity thereof as most recently certified by the commissioner of revenue and add it to the original tax capacity of the tax increment financing district. The county auditor must enforce the provisions of this subdivision.. For purposes of this subdivision, qualified improvements are limited to (1) construction or opening of a new street, (2) relocation of a street, and (3) substantial reconstruction or rebuilding of an existing street.

XV. <u>Use of Tax Increment</u>

The Port Authority hereby determines that it will use 100 percent of the captured net tax capacity of taxable property located in the District for the following purposes:

1. to pay the principal of and interest on bonds used to finance a project;

2. to finance, or otherwise pay the capital and administration costs of the development project area pursuant to the Minnesota Statutes, Sections 469.001 to 469.047;

3. to pay for project costs as identified in the budget;

4. to finance, or otherwise pay for other purposes as provided in Minnesota Statutes, Section 469.176, Subd. 4;

5. to pay principal and interest on any loans, advances or other payments made to the Port Authority or for the benefit of development project area by the developer;

6. to finance or otherwise pay premiums and other costs for insurance, credit enhancement, or other security guaranteeing the payment when due of principal and interest on tax increment bonds or bonds issued pursuant to the Plan or pursuant to Minnesota Statute, Chapter 462C and Minnesota Statutes, Sections 469.152 to 469.1651, or both; and

7. to accumulate or maintain a reserve securing the payment when due of the principal and interest on the tax increment bonds or bonds issued pursuant to Minnesota Statutes, Chapter 462C and Minnesota Statutes, Sections 469.152 to 469.1651, or both

These revenues shall not be used to circumvent any levy limitations applicable to the Port Authority nor for other purposes prohibited by Minnesota Statutes, Section 46.6, Subd. 4.

XVI. Notification of Prior Planned Improvements

Pursuant to Minnesota Statutes, Section 469.177, Subd. 4, the Port Authority has reviewed the area to be included in the District and has not found properties for which building permits have been issued during the 18 months immediately preceding approval of the Plan by the Port Authority.

XVII. Excess Tax Increments

Pursuant to Minnesota Statutes, Section 469.176, Subd. 2, in any year in which the tax increment exceeds the amount necessary to pay the costs authorized by the tax increment plan, including the amount necessary to cancel any tax levy as provided in Minnesota Statutes, Section 475.61, Subd. 3, the Port Authority shall use the excess amount to do any of the following:

1. prepay the outstanding bonds;
2. discharge the pledge of tax increment therefor;
3. pay into an escrow account dedicated to the payment of such bonds; or
4. return the excess to the County Auditor for redistribution to the respective taxing jurisdictions in proportion of their tax capacity rate.

In addition, the Port Authority may, subject to the limitations set forth herein, choose to modify the Plan in order to finance additional public costs in the Tax Increment Financing District or Redevelopment Project Area.

XVIII. Fiscal Disparities

Because this is an Economic Development District, the Fiscal Disparities contribution for the District will be computed in accordance with Section 469.177, subdivision 3, paragraph b.

XIX. Other Limitations on the Use of Tax Increment.

1. General Limitations. All revenue derived from tax increment shall be used in accordance with the Tax Increment Financing Plan. The revenues shall be used to finance, or otherwise pay the capital and administration costs of the Industrial Development District pursuant to the Port Authority Law;

These revenues shall not be used to circumvent existing levy limit law. No revenues derived from tax increment shall be used for the acquisition, construction, renovation, operation or maintenance of a building to be used primarily and regularly for conducting the business of a municipality, county, school district, or any other local unit of government or the state or federal government, or for a commons area used as a public park, or a facility used for social, recreation or conference purposes. This provision shall not prohibit the use of revenues derived from tax increments for the construction or renovation of a parking structure.

2. Pooling Limitations. Except as otherwise provided, at least eight percent (80%) of tax increments from the District must be expended on activities in the District or to pay bonds, to the extent that the proceeds of the bonds were used to finance activities within said district or to pay, or secure payment of, debt service or credit enhanced bonds. Not more than 20 percent of said tax increments may be expended, through a development fund or otherwise, on activities outside of the District except to pay, or secure payment of, debt service on credit enhanced bonds. For purposes of applying this restriction, all administrative expenses must be treated as if they were solely for activities outside of the District.

3. Five-Year Limitation on Commitment of Tax Increments. Tax increments derived from the District shall be deemed to have satisfied the 20 percent test set forth in paragraph (2) above only if the five-year rule set forth in Minnesota Statutes, Section 469.1763, Subd. 3, has been satisfied; and beginning with the sixth year following certification of the District, 80 percent of said tax increments that remain after expenditures permitted under said five-year rule must be used only to pay previously committed expenditures or credit enhanced bonds as more fully set forth in Minnesota Statutes, Section 469.1763., Subd. 5.

XX. County Road Costs.

Pursuant to Minnesota Statutes, Section 469.175, Subd. 1a, the county board may require the Port Authority to pay for all or part of the cost of county road improvements if, the proposed development to be assisted by tax increment will, in the judgment of the county, substantially increase the use of county roads requiring construction of road improvements or other road costs and if the road improvements are not scheduled within the next five years under a capital improvement plan or other county plan.

In the opinion of the Port Authority and consultants, the proposed development outlined in this Plan will have little or no impact upon county roads. If the county elects to use increments to improve county roads, it must notify the Port Authority within thirty days of receipt of this Plan.

Appendix A

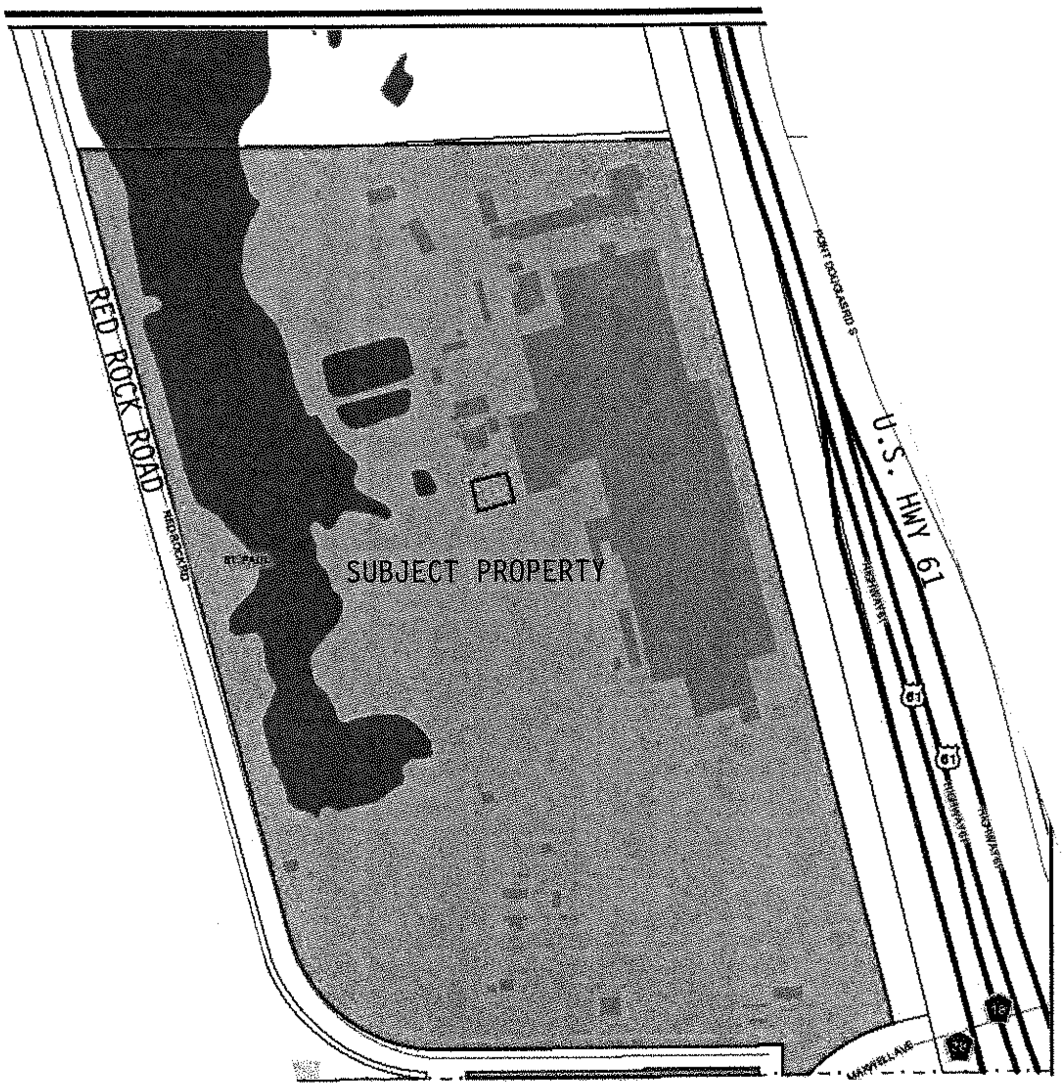
Gerdau Steel Mill Economic Development
Tax Increment Financing District
Property Identification Numbers within the District

County Parcel #	Legal Description
23.28.22.42.13	Part Of Tract B & C Desc As Com At A Pt On Wly L Of Rr R/w 1800 Ft Nly Thereon From S L Of Sec 23 Tn 28 Rn 22 Th S 76 Deg 55 Min W 668 Ft To Pt Of Beg Th Cont S 76 Deg 55 Min W 100 Ft Th N 13 Deg 05 Min W 80 Ft Th N 76 Deg 55 Min E 100 Ft Th S 13 Deg 05 Min E 80 Ft To Beg.
23.28.22.42.0015	Ex Part Taken For Hwy; Part Of The S 506.85 Ft Of The Se 1/4 Sw 1/4 And The Sw 1/4 Se 1/4 Sec 23 Tn 28 Rn 22 Desc As Beg At A Pt On The S Line 33 Ft E Of The Se Cor Of The Sw 1/4 Se 1/4 Of Sd Sec 23 Thence West On S Line 878.45 Ft Thence N At Ra 19 Ft Thence W Par With S Line 65.44 Ft Thence On A 468.34 Ft Radius Curve To The Rt For 613.06 Ft Thence N 14 Deg 42 Min W 147 Ft Mol To N Line Of Sd S 506.85 Ft Thence S 89 Deg 42 Min E 1651.86 Ft To Wly Line Of Rr R/w Thence S 13 Deg 5 Min E 521 Ft To S Line Of Sd Sec 23 Thence W 338.47 Ft To The Pob (subj To Rd) In Sec 23 Tn 28 Rn 22 & In Sd Reg Land Survey 416 Subj To Esmts & Ex A 80 Ft By 100 Ft Northern States Power Company Sub Station; The Fol Tracts A,b, And C
23.28.22.13.0002	That Pt Of The Ne 1/4 Lying Wly Of The Wly L Of Soo Line Rr R/w Desc As Fol; Beg At The Ne Cor Of Tract B Rls No.416 Then W Along The S L Of Sd Ne 1/4 878 Ft Then N 7 Ft Then N 87 Deg 46 Min 15 Sec E 873 Ft To A Pt On The Nly Ext Of The E L Of Sd Tract B Sd Pt Being 23 Ft N Of The Pt Of Beg Then S 23 Ft To The Pt Of Beg In Sec 23 Tn 28 Rn 22

Appendix B

Gerdau Steel Mill Economic Development
Tax Increment Financing District
Map of District

Proposed TIF District



Appendix C
Gerdau Steel Mill Economic Development
Tax Increment Financing District
Budget

		TIF Activity
SOURCES OF FUNDS		
Tax Increments – Economic development	(1)	567,625
Interest earnings		675
Pay-As-You-Go Note		398,000
Total Sources of Funds		966,000
USES OF FUNDS		
Site preparation and improvements		398,000
Pay-As-You-Go Note principal		398,000
Pay-As-You-Go Note interest		106,000
County fees		8,000
Administration		56,000
Total Uses of Funds		966,000
NET SOURCES OF FUNDS OVER USES		0

(1) Net of State Auditor fees.

Appendix D-1
Gerdau Steel Mill Economic Development
Tax Increment Financing District
Summary of Project Data

Name of Project	Gerdau Ameristeel
Name of Developer	Gerdau Ameristeel
Type of TIF District	Economic Development
Maximum Duration	8 years after 1st collection
Est. Date of Certification Request	9/1/2012
Elect First Year	No
Est. First Year of Increment	2014
Final Year of Increment (Max)	2022
Tax Rates	Final Pay 2012
City of St. Paul	44.839%
Ramsey County	56.779%
ISD #625	40.085%
Miscellaneous	13.109%
Total Local Rate	154.812%
Watershed Name/No.	Metro NB/156
Fiscal Disparity (In or Out)	Inside TIF (Clause B)
Sharing Factor	31.8918%
FD Tax Rate	141.9450%
State General Tax Rate	51.1000%
Market Value Based Tax Rate (ISD #625)	0.14951%
Assess year values for base	2012
Pay year values for base	2013

Appendix D-2
Gerdau Steel Mill Economic Development
Tax Increment Financing District
Projected Tax Increment

Assess Year (1)	Collect Year (2)	Total Est. Market Value (3)	Est. Comm. Taxes (Local, FD & State) (4)	Total Net Tax Capacity (5)	Less Original Net Tax Capacity (6)	Less FD Tax Capacity 31.8918% (7)	Captured Net Tax Capacity (8)	Est. Local Tax Rate* (8)	Projected Tax Increment (9)
2012	2013	$6,793,100	282,812	135,112	(135,112)	0	0	154.812%	$0
2013	2014	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2014	2015	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2015	2016	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2016	2017	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2017	2018	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2018	2019	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2019	2020	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2020	2021	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
2021	2022	$9,793,100	408,394	195,112	(135,112)	(19,135)	40,865	154.812%	$63,264
									$569,375

Assess Year (1)	Collect Year (2)	Projected Tax Increment (1)	Est. TI Attributable to City Levy* (10)	Est. TI Attributable to County Levy* (11)	Est. TI Attributabl e to School Dist Levy* (12)	Less State Auditor Deduction 0.360% (13)	Annual TI to Port (14)
2012	2013	$0	$0	$0	$0	$0	$0
2013	2014	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2014	2015	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2015	2016	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2016	2017	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2017	2018	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2018	2019	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2019	2020	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2020	2021	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
2021	2022	$63,264	$18,323	$23,203	$16,381	($228)	$63,036
		$569,375	$164,910	$208,824	$147,427	($2,050)	$567,325

Present Value Calculation @ 5.0% from 10/1/2012>>>>>> $421,540

Final Pay 2012 tax rate received from Ramsey County, Pay 2013 rate unknown

Appendix D-3
Gerdau Steel Mill Economic Development
Tax Increment Financing District
Market Value Analysis

	Assess 2012-Pay 2013		
Proposed TIF Parcels	Est. Market Value	Current Class	Current TC
23.28.22.42.0015	6,665,000	C/I Preferred	132,550
23.28.22.42.0013	102,000	C/I Non-Preferred	2,040
23.28.22.13.0002	26,100	C/I Non-Preferred	522
	6,793,100		135,112

Proposed Project

Increased Market Value* $3,000,000

	Est. Market Value	Tax Capacity
Commercial Units	$9,793,100	$195,112
Total Project	**$9,793,100**	**$195,112**

Project Timing	
Construction Start	1/1/2013
Construction Complete	12/31/2013
Percent Value By Year	
Assess 2013/Pay 2014	100%
Assess 2014/Pay 2015	100%
Assess 2015/Pay 2016	100%

*** Increased Market Value provided by Ramsey County Assessor's Office**

Appendix E
Gerdau Steel Mill Economic Development
Tax Increment Financing District
Impact on Taxing Jurisdictions

	No Captured Net Tax Capacity Without Creation of District	
Taxing Jurisdiction	Final Pay 2012 Taxable Net Tax Capacity (a)	Final Pay 2012 Local Tax Rate
City of St. Paul	178,097,225	44.839%
Ramsey County	387,812,729	56.779%
ISD #625	178,099,637	40.085%
Miscellaneous *	-	13.109%
		154.812%

	Captured Net Tax Capacity Available Without Creation of District					
Taxing Jurisdiction	Final Pay 2012 Taxable Net Tax Capacity (a)	Projected Captured Net Tax Capacity	New Taxable Net Tax Capacity (b)	Hypothetical Local Tax Rate	Hypothetical Decline in Local Tax Rate	Hypothetical Tax Generated by Captured Net Tax Capacity
City of St. Paul	178,097,225	40,865	178,138,090	44.829%	0.010%	$18,323
Ramsey County	387,812,729	40,865	387,853,594	56.773%	0.006%	$23,203
ISD #625	178,099,637	40,865	178,140,502	40.076%	0.009%	$16,381
Miscellaneous	-	-	-	13.109%	0.000%	$0
				154.787%	0.025%	$57,907

Statement #1: If assume the estimated captured net tax capacity would be available to the taxing jurisdictions without creation of the district, the taxing jurisdictions would have increased taxable net tax capacity to tax upon thereby resulting in a hypothetical decline in the local tax rate, while producing the same level of taxes. The above hypothetical analysis indicates a total tax rate decline of 0.025%; alternatively an increase in taxable net tax capacity without a reduction in the tax rate would produce an additional $57,907 of taxes.

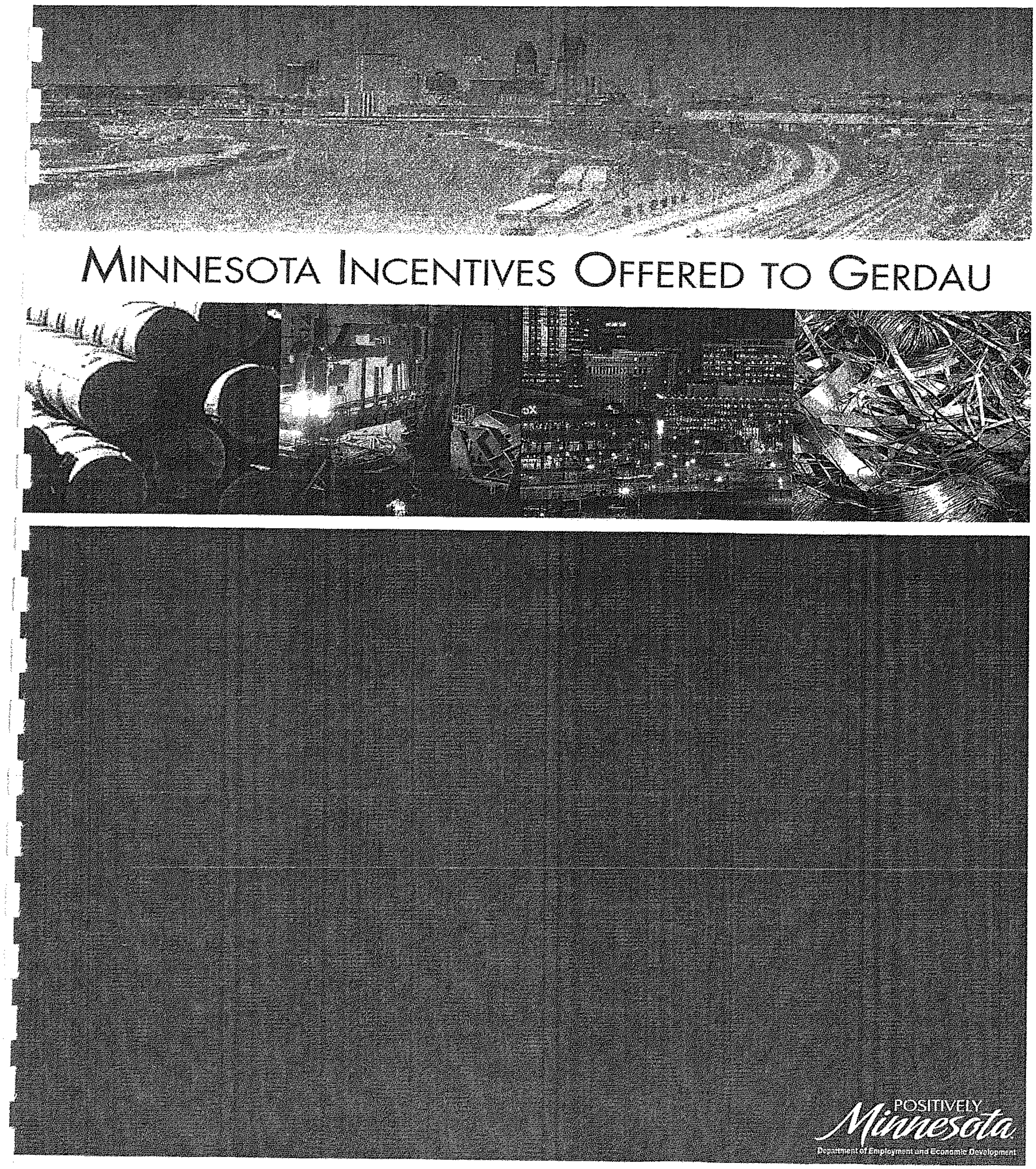
Statement #2: If assume the estimated captured net tax capacity would not be available to the taxing jurisdictions without creation of the district, the projected captured net tax capacity shown above would not be available and the taxing jurisdictions would have no change to their taxable net tax capacity or tax rates.

* *The miscellaneous taxing jurisdictions have been excluded as they represent just 8.47% of the total local tax rate.*

(a) Taxable Net Tax Capacity equals the total tax capacity minus tax increment tax capacity minus fiscal disparity contribution ("Value for Local Rate")
(b) New Taxable Net Tax Capacity adds Projected Captured Net Tax Capacity to Taxable Net Tax Capacity

Appendix F

Gerdau Steel Mill Economic Development
Tax Increment Financing Plan
Joint Incentive Proposal to retain Gerdau Steel Mill



Summary Table

Minnesota Incentives Offered to Gerdau

August 15, 2011

Sales Tax Exemptions on Equipment: 10 years	$4,200,000
Tax Exempt Project Financing: 20 years	$8 million – $10 million
Creation of an Economic Development District: 8 years	$2,080,000
Southport River Terminal TIF District: 8 years	$ 320,000
Tax Increment Forgivable Loan	$ 500,000
State Workforce Assistance	$ 400,000
State/City Minnesota Investment Fund Loan	$ 200,000
Potential Total Financial Package for Gerdau	**$15.7 million – $17.7 million**

State Sales Tax Exemptions on Capital Equipment and Waste Processing Equipment Expenditures

The State of Minnesota exempts expenditures for equipment used in the manufacturing process from state sales tax, as an incentive to invest in modernization and more productive and therefore competitive operations. When the equipment is purchased, the tax is paid, and the manufacturer applies for a refund which is processed by the Department of Revenue.

The State of Minnesota also offers an upfront sales tax exemption for waste processing equipment under Minnesota Statute Section 297A.68, sub. 24. Under that exemption, equipment used for processing solid waste at a resource recovery facility is exempt from sales tax on purchase. Resource recovery facilities include waste facilities established and used primarily for resource recovery, and resource recovery means the reclamation for sale use or reuse of materials, substances, energy or other products contained within or derived from waste. A metal recycling facility where used steel is melted and used to produce steel bars and grinding balls may qualify as a resource recovery facility. Gerdau would need to apply to the Minnesota Department of Revenue for this special exemption.

With the new caster project, it is estimated that $33.6 million of the cost will be direct equipment expenditures, which will result in nearly $2,600,000 in state sales tax savings; a higher number of eligible expenditures will increase the savings. Any sales tax paid for installation of capital equipment is also eligible for the refund. Further, Gerdau has ongoing equipment expenditures estimated at $2.1 annually on average, which are subject to sales tax. The annual sales tax savings is therefore in the range of $160,000, which can be realized each and every year, apart from the new caster project.

Some equipment expenditures may be eligible for either the capital equipment refund or the upfront exemption for waste processing equipment. The total amount of sales tax savings would likely be the same regardless of whether they are claimed under the rebate or the upfront exemption, but the upfront exemption offers cash flow improvements.

St. Paul Port Authority: Tax-Exempt Project Financing:

The Port Authority is willing to provide tax exempt financing to Gerdau, structured to best meet Gerdau's goals, to the full extent allowed by federal and state law. Assuming that the currently pending federal regulations are finalized, this project could be financed with the Solid Waste Facility exemption. This financing could be accomplished either with Gerdau continuing to own the building, and the Port Authority providing a loan of tax-exempt bond proceeds or, in the alternative, using a lease purchase mechanism, with the Port Authority owning the building and leasing it to Gerdau on a long term true lease basis, providing Gerdau with a purchase option. This financing could also be accomplished through the Port Authority's owning the equipment and leasing it to Gerdau.

The value of tax-exempt financing vs. taxable financing is a 1% - 1.25% interest rate savings. The approximate value to Gerdau over a 20-year bond issue would be approximately $400-500,000 per year, or $8-10 million total.

The Port Authority would be happy to work with Gerdau to structure the most attractive financing.

Minnesota Incentives Offered to Gerdau

Baa Nathan

August 15, 2011

St. Paul Port Authority: Tax Increment Financing/Creation of an Economic Development District

The Port Authority is willing to create an Economic Development TIF District. This type of TIF District would allow Gerdau to recover construction costs from real estate tax payments up to a maximum of eight years. Assuming an increase in the taxable value equal to the construction cost of $13 million, the approximate annual TIF generated would be $260,000/year for eight years or a value of $2,080,000.

Gerdau has also expressed an interest in leasing a new site from the Port Authority at our Southport river terminal. Gerdau would enter into a long-term lease and construct a building with an estimated $2 million construction cost. As an added incentive to encourage the caster investment at the Saint Paul Mill, the Port Authority is willing to create a TIF District on this site also. The recovery of construction costs over the eight-year TIF District would be approximately $320,000.

Under state law, city council consent is required for the Port Authority's creation of a TIF District. The City has expressed its willingness to provide that consent.

St. Paul Port Authority: Tax Increment Financing/Forgiveable Loan from Cash Balances:

The Port Authority is willing to contribute $500,000 of its accumulated TIF cash balances to defray a portion of the cost of construction of this project, as a forgivable loan. These funds are available under a legislative extension through 2012. The current projected time line for this project would meet the requirements of this legislation, which are that construction begin before July 1, 2012, and all contributions are spent by December 31, 2012.

State Workforce Development Assistance to Gerdau from DEED (Department of Employment and Economic Development)

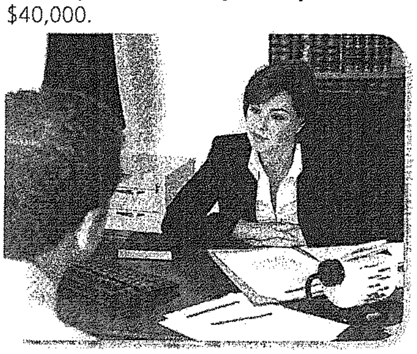
Minnesota Job Skills Partnership funds can assist in the technical training of existing and newly-hired Gerdau employees. This would occur through an agreement with an appropriate technical college. The maximum award by law is $400,000, but Gerdau's actual needs will dictate the nature and level of the training assistance. Funds are awarded to the technical training institution of Gerdau's choosing, and are used to underwrite the cost of developing curriculum and delivering the training, which may occur at Gerdau's plant if that is the desired approach. Access to grant funds will be based on the specific formulation of the training package and a match by Gerdau, which may be cash or in-kind contributions. DEED's Job Skills Partnership staff will assist in connecting Gerdau to the appropriate training institution. Final approval of the award is determined by the Job Skills Partnership Board, which is chaired by the DEED commissioner.

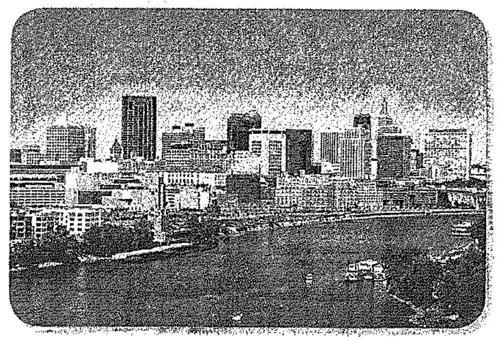
The content of the training can be very broad, depending on Gerdau's needs and the capacity of training institutions in the state. If needed, several institutions could partner to assist Gerdau. Also, the training grant would cover a two-year period, but Gerdau would be eligible to come back to the state for additional training assistance when that project period is completed.

DEED can also assist Gerdau in its hiring and retention process. WorkForce centers in the region can be engaged to help post openings and identify qualified candidates. Also, the National Career Readiness Certificate program is available to help connect a candidate's skill sets in reading, mathematics, and understanding. These services are all free and can help reduce or eliminate time wasted in the hiring process by improving the quality of candidates considered.

Minnesota Department of Employment and Economic Development and City of St. Paul: Minnesota Investment Fund

The Department of Employment and Economic Development (DEED) will consider a 0% loan of $200,000 for capital expenditures, in conjunction with the jobs that are being added to the plant in the next year as part of increased production and capacity. Based on an agreed upon number of jobs and capital expenditure, (all separate from the new caster), the City of St. Paul can process an application on Gerdau's behalf to DEED. If Gerdau chooses to take advantage of this opportunity, city staff will seek formal City Council approval to forgive the portion of the loan which would normally be retained by the city, in this case, up to $40,000.





City of St. Paul: Storage Needs

The current understanding is that no additional public infrastructure is needed at the Gerdau plant. If needed, DEED may be able to assist with financing of public infrastruture. However, Gerdau may need off-site storage for the caster component parts during assembly and installation. If this is the case, city staff will work to identify temporary storage space that meets Gerdau's needs.

In summary, city, state, and private partners are combining to offer Gerdau up to $17.7 million over the next ten years to help ensure that a decision is made to install the new caster in St. Paul and the plant remains viable for many decades.

August 15, 2011

Mr. Jerry Goodwald
Vice President Operations SBQ Wire Rod
Gerdau Long Steel North America – St. Paul Mill
1678 Red Rock Road
St. Paul, MN 55119

Dear Mr. Goodwald:

On behalf of the state of Minnesota, the Department of Employment and Economic Development and our partners in St. Paul, I am pleased to offer several options and incentives to keep the St. Paul mill operating here. Our team includes the city of St. Paul, St. Paul Port Authority, Capital City Partnership, St. Paul Area Chamber of Commerce and the Minnesota Chamber of Commerce.

In July, I understand you communicated to our team that Gerdau needs to replace the steel caster at its St. Paul mill. We are aware that this device is the heart of your steel-making operation in Minnesota and has served the mill well since 1972. But now it must be replaced in order for the St. Paul mill to continue meeting the steel market's quality and price requirements.

We know the mill's future depends on investment in a new caster. We want to help you preserve 350 good-paying manufacturing jobs, as well as millions of dollars in vendor contracts and community contributions. Our proposal below represents the work of six organizations from state and local government, as well as the private sector.

We understand that replacing the caster will cost about $50 million and that the St. Paul mill must compete for capital against Gerdau's other North American facilities. Accordingly, our proposal is aimed at minimizing the cost of making the St. Paul mill a state-of-the-art steel-making facility and operating it as such. Our goal is to allow Gerdau to take full advantage of the St. Paul mill's optimal location, relative to current customers and new ones that will fuel its growth.

The attached table details both state and local assistance for replacing the caster. As you will see, we are offering assistance during construction (e.g. indoor storage for components), financing for this and a related project (e.g. sale lease back on the caster at a favorable interest rate), and grant dollars to train workers who will operate the new machinery (e.g. Minnesota Job Skills Partnership).

While our proposal does not address the cost of electricity, we know that you have been meeting separately with Xcel Energy on this issue. We are optimistic that Xcel can make your St. Paul electrical expenses more competitive with electrical costs at a Texas site that is also under consideration for this investment.

Our proposal demonstrates strong community and statewide support for Gerdau's St. Paul mill. It provides immediate benefits and includes our commitment to work well beyond the "ribbon cutting" to help Gerdau control and even reduce its operating costs. The St. Paul plant's location relative to its customers is a definite advantage. By assisting with worker training and with a multi-part strategy to make electrical rates more competitive, we can help Gerdau gain maximum market advantage at the site.

We look forward to working with you to secure the new caster for the St. Paul mill. Please call me with any questions or suggestions about other ways that we can help you. My number is 651-259-7119.

Sincerely,

Mark R. Phillips
Commissioner

Attached: Assistance package details

Cc: Cecile Bedor, City of St. Paul
Louie Jambois, St. Paul Port Authority
Bill Blazar, Minnesota Chamber of Commerce
Matt Kramer, St. Paul Area Chamber of Commerce
Joel Akason, Capital City Partnership