INTERAGENCY AGREEMENT

This agreement is made for the purposes set forth below, on the terms and conditions specified, by and between the Washington State Department of Trade and Economic Development (DTED) and the Port of Longview (PORT).

I. BACKGROUND

DTED is receiving an appropriation of $3,900,000 in the 1993-1995 Biennium Capital Budget (SSB-5717, Section 472) entitled "timber ports capital asset improvement (94-2-004)." The appropriation is provided "to assist the ports of Grays Harbor, Port Angeles, and Longview with infrastructure development and facilities improvements to increase economic diversity and enhance employment opportunities."

The timber ports capital asset improvement appropriation in Section 472 is subject to two conditions: (1) "each port shall provide, at a minimum, six dollars of non-state match for each five dollars received from the appropriation," where "match may include cash and land value:" and (2) "state assistance to each port shall not exceed" $564,000 to Grays Harbor, $1,500,000 to Port Angeles, and $1,855,400 to Longview.

The maximum not-to-exceed amounts for the three ports in the 1993-1995 Biennium Capital Budget sum to $19,400 more than the authorized appropriation. Proportional shares of the statutory $3,900,000 appropriation are $561,208 for Grays Harbor, $1,492,576 for Port Angeles, and $1,846,216 for Longview.

For appropriations requiring a match of non-state money, Section 1011 of SSB-5717 requires that "expenditures of state money shall be timed so that the state share of project expenditures never exceeds the intended state share of total project costs."

The PORT has submitted a proposal to the 1993 Legislature and to DTED for the Phase I design and construction of infrastructure associated with developing the PORT/City of Longview Industrial Park in the Longview-Kelso Urban Industrial Area. The fully completed industrial park will be developed in several phases and encompass up to 140 acres adjacent to the PORT. The initial Phase I development program is expected to create over 230 direct and induced jobs during the first five years of operation beginning in 1995.

The estimated cost of the Phase I design and construction of infrastructure for the PORT/City Industrial Park is over $4.1 million. The PORT has agreed to match the expenditure of $1,846,216 in state timber ports capital asset improvement funds with at least $2,215,460 in non-state funds and land value. Non-
state funds and land value are expected to come from the PORT, City of Longview, federal grants and other non-state sources.

Therefore, the PORT and DTED mutually agree as follows:

II. SCOPE OF WORK

The PORT will perform the following services:

A. Enter into an interlocal agreement with the City of Longview for the Phase I acquisition and development of industrial property for the PORT/City Industrial Park. The agreement will include provisions for the certification of the City's contribution of non-state match to the Phase I design and construction of infrastructure for the PORT/City Industrial Park.

B. Work with the City of Longview to complete the acquisition of initial industrial property for the PORT/City Industrial Park.

C. Develop a more detailed budget for the Phase I design and construction of infrastructure for the PORT/City Industrial Park. The more detailed budget will be consistent with the PORT's February 12, 1993 proposal, which is appended as Attachment A and incorporated herein.

D. Following acquisition of industrial property and DTED's approval of the more detailed budget, design and construct Phase I infrastructure for the PORT/City Industrial Park consistent with the PORT's proposal in Attachment A.

   1. For one portion of the industrial property, initially estimated at 28 acres in the proposal, the land will be filled and graded, and street, rail and utility infrastructure will be designed and constructed.

   2. For a second portion of the industrial property, initially estimated at 43 acres in the proposal, street, rail and utility infrastructure will be planned, with perhaps some initial design. Final site filling, preparation and infrastructure will be designed and constructed on-demand for specific clients leasing or purchasing parcels.

E. In carrying out the Phase I design and construction of infrastructure for the PORT/City Industrial Park, the PORT will:

   1. Obtain all required permits for the project;

   2. Obtain competitive bids from qualified contractors and give special consideration to the use of minority-owned and
women-owned firms certified by the state Office of Minority and Women Business Enterprises as general contractors or subcontractors;

3. Issue contract(s) to the lowest responsible bidder(s);

4. Direct the project so that all work is completed as required to meet appropriate codes and conditions of any permits.

F. Submit invoices to DTED with attached certifications and progress reports at least quarterly until the Phase I design and construction of infrastructure for the PORT/City Industrial Park project is completed. Monthly submissions are also acceptable.

G. Inform DTED of any unforeseen circumstances or conditions which might prevent the completion of the Phase I design and construction of infrastructure for the PORT/City Industrial Park prior to June 30, 1995.

III. DELIVERABLES

A. The PORT will produce and deliver to DTED at least quarterly invoice vouchers with attached certifications and progress reports. Monthly submissions are also acceptable. If no reimbursement of state funds is sought, the required quarterly invoice will so indicate. If there is no project progress to report, the required quarterly progress report attached to the invoice will so indicate.

1. The certification(s) attached to an invoice will be signed by a PORT director authorized to commit the PORT or a City official authorized to commit the the City, as appropriate. The certifications will certify under penalty of perjury that the items and totals listed on the invoice: (i) are actual planning, study, design, permitting, contract administration, site preparation, construction, equipment and other work costs for the Phase I design and construction of infrastructure for the PORT/City Industrial Park; (ii) are proper charges for materials, merchandise and services furnished or rendered for the state reimbursed planning, study, design, permitting, contract administration, site preparation, construction, equipment and other work for the Phase I design and construction of infrastructure for the PORT/City Industrial Park; and (iii) have been furnished or rendered in compliance with all applicable federal and state laws and regulations, including those governing equal employment opportunity.

2. The progress report attached to an invoice will be a one- or two-page memorandum signed by a PORT commissioner or
the PORT director. The progress report will describe the work performed, summarize the progress made for the invoiced costs, identify any changes in the project schedule, and indicate any problems.

B. The final invoice will include a photograph and a drawing of the completed Phase I design and construction of infrastructure for the PORT/City Industrial Park.

C. The PORT will submit to DTED a copy of the interlocal agreement with the City of Longview setting out the City's participation in the initial acquisition and development of industrial property for the PORT/City Industrial Park.

D. The PORT will submit to DTED a copy of the purchase agreement(s) that establish the PORT or City of Longview as owner(s) of the industrial property upon which the design and construction of infrastructure will occur.

E. The PORT will submit to DTED a more detailed budget for the Phase I design and construction of infrastructure for the PORT/City Industrial Park.

IV. EFFECTIVE DATE AND DURATION OF CONTRACT

This agreement will become effective on July 1, 1993 and shall continue in effect through June 30, 1995 unless terminated earlier as specified in Section VI.

V. COMPENSATION AND PAYMENT

A. DTED will reimburse the PORT for actual costs for the services rendered in an amount not to exceed $1,846,216 and at a rate not to exceed five state dollars for every six dollars of land value or expenditures in non-state funds. By statute, the ratio of cumulative state expenditures to cumulative land value and non-state expenditures will not exceed the ratio of five to six.

B. Reflecting the Legislature's support for the Phase I design and construction of infrastructure for the PORT/City Industrial Park, DTED will reimburse the PORT with state funds for the costs of infrastructure design and construction on industrial property owned by the PORT or City of Longview. Infrastructure includes electrical, telecommunications, water, sewer, storm, street and rail systems.

1. Property acquisition, site filling and preparation will be paid for by PORT, City of Longview or other non-state funds.
2. Design and construction of infrastructure encompass: master, environmental, infrastructure and other types of planning; environmental studies, assessments, impact statements and engineering; permit requirements and applications, including studies and analyses supporting them; engineering feasibility studies and design work; construction and its management; as well as associated contract administration, procurement and professional services.

C. The approved budget for Phase I design and construction of infrastructure for the PORT/City Industrial Park is appended as Attachment B and incorporated herein. The first page of the approved budget summarizes design and construction budget categories. Changes of greater than 15 percent in specific budget categories for which state reimbursement is sought will require the prior written approval of DTED.

D. All vouchers will be submitted to DTED for payment of all allowable and appropriate expenses related to the scope of work described herein. The vouchers will separately identify the items of cost incurred. The vouchers will also separately identify state reimbursable expenditures and the non-state match expenditures and value of land acquired or contributed prior to or concurrently with state reimbursable expenditures. A final voucher for payment will be submitted to DTED no later than July 10, 1995.

VI. TERMINATION

A. This agreement may be terminated by either party upon 10 days written notice. The notice will specify the reason(s) for termination and the effective date. DTED will be liable for payment for services rendered prior to the effective date of the termination so long as the quality of the work completed does not constitute the "cause" for termination. This would apply to any contractor closing costs of termination as well.

B. In the event that state funds for this project are reduced or eliminated before or after the effective date of this contract, the amount funded under this contract may also be reduced or eliminated by DTED.

VII. HOLD HARMLESS

The PORT agrees to defend, hold harmless and indemnify the state of Washington and DTED, their offices, agents, employees and assigns, against any and all damages or claims for damages resulting or allegedly resulting from the PORT's performance or activities hereunder.
VIII. NONDISCRIMINATION

The PORT certifies that it is in compliance and will remain in compliance with the terms of federal and state laws and regulations governing equal employment opportunity.

IX. ACCESS TO BOOKS, RECORDS, DOCUMENTS

The PORT will maintain books, records, documents, and other evidence and accounting procedures which sufficiently and properly reflect all direct and indirect costs expended by the PORT in the performance of the services described herein. These records will be subject at all reasonable times for inspection, review, or audit by agency personnel and other personnel duly authorized by DTED, the Office of the State Auditor, and federal officials so authorized by law. The PORT will retain all books, records, documents, and other materials relevant to this agreement as required by applicable state and federal laws.

X. CHANGES, MODIFICATIONS, AND AMENDMENTS

This agreement may be waived, changed, modified or amended only by written agreement executed by both parties. If any provisions of this agreement conflict with any statute or rule of law, such provision will be deemed modified to conform to such statute or rule of law.

XI. DISPUTES

If a dispute should arise regarding the terms of this Interagency Agreement or the duties imposed herein, the dispute shall be resolved as follows: both parties shall appoint a representative to a dispute panel; those representatives shall mutually agree on a third person to chair the dispute panel. The dispute panel shall thereafter decide the issue with the majority prevailing.

XII. AGREEMENT ADMINISTRATORS

The agreement administrator for the PORT is:
Person: Emile Combe
Title: Director of Planning and Development
       Port of Longview
Address: P.O. Box 1258, Longview, WA 98632-7739
Phone: (206) 425-3305
The agreement administrator for DTED is:
Person: Donna Batch
Title: Commerce Assistant Managing Director
       Department of Trade and Economic Development
Address: 2001 Sixth Avenue, Suite 2700, Seattle, WA 98121
Phone: (206) 464-6282  SCAN 576-6282

All communications between the parties relating to this agreement
and any payments will be directed to these persons. Either party
may change administrators by notifying the other by letter.

XIII. ENTIRE AGREEMENT

This agreement contains the entire agreement of the parties in
relation to the subject matter hereof.

This agreement, consisting of seven (7) pages plus Attachment A
and Attachment B, is executed by the persons signing below who
warrant that they have the authority to execute this agreement.

DEPARTMENT OF TRADE AND
ECONOMIC DEVELOPMENT

BY: ____________________________
TITLE: __________________________
DATE: 6/30/93

PORT OF LONGVIEW

BY: ____________________________
TITLE: __________________________
DATE: 7/15/93

APPROVED AS TO FORM:

______________________________
Assistant Attorney General
Date: 6/30/93

Form Approved October 20, 1992
94D003A.WPS
ATTACHMENT A

PORT OF LONGVIEW PROPOSAL

February 12, 1993
PORT OF LONGVIEW
POST OFFICE BOX 1258
10 PORT WAY
LONGVIEW, WA 98632

TELEPHONE: 206-425-3305
FAX: 206-425-8650

PORT OF LONGVIEW
INDUSTRIAL PARK PROPOSAL
PROJECT DESCRIPTION
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   * Phase I Acquisition & Development
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* Aerial Photo of Site
* Preliminary Industrial Park Master Plan & Phasing Plan

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PORT OF LONGVIEW INDUSTRIAL PARK PROJECT
PROJECT DESCRIPTION

February 12, 1993

I. PROPOSAL SUMMARY

A budget appropriation in the amount of $1,855,400 is requested from Washington State for Phase I design and construction of infrastructure associated with developing the proposed acre Port and City of Longview Industrial Park in the Longview-Kelso Urban Industrial Area. This amount will be matched by a local commitment of $1,147,800 from the Port of Longview and a local commitment of $1,147,800 from the City of Longview. The total project cost is $4,151,000.

II. THE PORT’S VISION

High Unemployment in Cowlitz County: The Cowlitz County area is characterized by high unemployment, which has resulted in the designation of the County as a distressed and timber distressed area by the State of Washington. This high unemployment has been brought about by both the recession and by public policies affecting the private timber supply marketplace. For example, the Port of Longview’s log exports have declined by -25% from 1991 to 1992, and it is unclear how much more these log export volumes will decline in the future. Additionally, the Port of Kalama’s lumber mills have lost 158 direct jobs due to declines in timber availability and increases in log prices over the past two years.

More recently, other changes in the local economy will generate an additional loss of more than 1,450 jobs in the Cowlitz County, Washington and Columbia County, Oregon area by the end of 1993 as a result of other plant closures such as the Trojan nuclear plant, the Reynolds Cable Plant, and the Longview-Fibre Box Plant. Finally, paper mill modernizations which are occurring in two of the major paper mills in Cowlitz County will result in the automation of manufacturing processes and will not create new jobs, though many existing jobs will be preserved. Over time, there may be a slight decline in employment in these industries as retirements are not replaced.

Lack of "Ready-to-Build" Industrial Sites with Infrastructure: Studies sponsored by the Washington State Department of Community Development and the Cowlitz Wahkiakum Council of Governments have concluded that diversification of the local industrial economy is severely constrained by a lack of "ready-to-build" industrial sites with infrastructure--water, sewer, drainage, streets, rail and electrical services--in place. When companies considering locating their facilities in Cowlitz County find out that sites in the Longview-Kelso industrial area are not "ready-to-build," with infrastructure already in the ground, they seek to locate in other areas.

The Proposed Project: To address these problems, the Port of Longview proposes to develop a 140 acre industrial park, with infrastructure in place. This project, a joint effort by the Port and City of Longview, will diversify the Port’s traditional marine terminal operations
to include industrial development, and will create between 1,145 and 1,263 direct and induced jobs over the 15 year absorption period for the project. The initial Phase I development program will create between 229 and 247 direct and induced jobs during the first five years of operation beginning in 1995.

Endorsement by Legislative Sponsored Study: This project is endorsed and recommended as the Port's highest priority for diversification in the Washington State Legislative-financed economic assessment of log dependent ports in Western Washington, recently completed by Booz-Allen & Hamilton for the Legislature.¹

III. DESCRIPTION OF THE PROJECT

Project Overview: The proposed 140 acre industrial park will be developed in several phases and will accommodate a range of industrial site sizes ranging from smaller sites of 1 to 2 acres to as large as 100+ acres, depending on the needs of the client (see Attachment 1).

Market Feasibility & Land Absorption Projections: A detailed market and competitive analysis, pricing study and estimate of the time required for full utilization of the 140 acre industrial park was prepared by Kenneth Leventhal & Associates, a nationally recognized real estate accounting firm with broad experience in industrial and commercial park development.² The Port of Longview, the City of Longview, and the State of Washington participated jointly in financing this market feasibility study. This study concluded that there was sufficient demand for industrial sites in Longview and in the Pacific Northwest that the 140 acres of vacant industrial property could be fully absorbed within about 15 years. A detailed marketing strategy is also included in this study.

Phase I Acquisition & Development: Phase I includes an initial acquisition of 71 acres of industrial property by the Port and City of Longview. Of this, a total of 28 acres will initially be platted in 1 to 10 acre lots to meet the needs of light and service industries needing smaller-sized sites. For this initial 28 acres, final engineering analysis and design will be carried out, the 28 acres will be filled and graded appropriately, and street, rail and utility infrastructure will be designed and constructed. The Port and City will then proceed to market these smaller sites as "ready-to-go."

The remaining 43 acres will be marketed as larger sites ranging from 10 to a maximum of 43 acres in size. Site filling, preparation and infrastructure will be designed and constructed on-demand from specific clients who wish to lease or purchase a larger parcel, during the same time that the client designs and constructs their own plant facilities. Both infrastructure, and plant design and construction will be phased to meet the client's timing needs for plant start-up.

Project Cost: A preliminary site master plan, preliminary engineering design and cost estimates have been prepared by the Port's consulting engineers, Gibbs & Olson Engineering.³ The preliminary site master plan and phasing plan are included as Attachment 1. The table below summarizes the preliminary cost estimates for Phase I of the proposed project.
TABLE 1
PRELIMINARY COST ESTIMATE: PORT & CITY OF LONGVIEW INDUSTRIAL PARK

<table>
<thead>
<tr>
<th>LINE ITEM</th>
<th>COST ESTIMATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Property acquisition (71 acres @ $28,000/acre)</td>
<td>$1,988,000</td>
</tr>
<tr>
<td>Site fill &amp; preparation (design &amp; construction)</td>
<td>307,600</td>
</tr>
<tr>
<td>Infrastructure design &amp; construction</td>
<td>1,855,400</td>
</tr>
<tr>
<td>*water system</td>
<td>277,700</td>
</tr>
<tr>
<td>*sewer system</td>
<td>312,000</td>
</tr>
<tr>
<td>*storm drainage</td>
<td>467,200</td>
</tr>
<tr>
<td>*street system</td>
<td>590,500</td>
</tr>
<tr>
<td>*rail system</td>
<td>208,000</td>
</tr>
</tbody>
</table>

PHASE I PROJECT COST $4,151,000

IV. DIVERSIFICATION IMPACT

An economic impact analysis of the proposed industrial park was carried out as a part of the Port’s overall strategic planning effort by Martin O’Connell Associates, a leading national and international port consulting firm which specializes in port economic impact studies. Based on this analysis, the following economic benefits can be expected for the proposed industrial park:

TABLE 2
PROJECTED ECONOMIC BENEFITS OF PORT AND CITY OF LONGVIEW INDUSTRIAL PARK (AT DIFFERENT LEVELS OF "BUILDOUT")

<table>
<thead>
<tr>
<th>Kind of Impact</th>
<th>Phase I (28 Acres)</th>
<th>Phase I (71 Acres)</th>
<th>Total Project (140 Acres)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Low (28 Acres)</td>
<td>High (28 Acres)</td>
<td>Low (71 Acres)</td>
</tr>
<tr>
<td>Jobs</td>
<td>229</td>
<td>247</td>
<td>581</td>
</tr>
<tr>
<td>Business Revenue</td>
<td>$24.1</td>
<td>$27.1</td>
<td>$61.1</td>
</tr>
<tr>
<td>(millions/yr)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personal Income</td>
<td>$7.5</td>
<td>$8.3</td>
<td>$19.0</td>
</tr>
<tr>
<td>(millions/yr)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Local &amp; State Taxes</td>
<td>$0.76</td>
<td>$0.82</td>
<td>$1.9</td>
</tr>
<tr>
<td>(millions/yr)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
V. PORT AND LOCAL PARTICIPATION

Community Involvement: The Port of Longview’s strategic plan, prepared over a two year period with substantial technical and consultant guidance and study, was adopted by the Port Commission in June of 1992. It’s preparation included the following efforts to inform and involve the Port District community in the development of the plan:

1. Appointment of a 26 member Port Commission Advisory Committee representing all major Port District interests to advise on future Port business priorities

2. Progress reports on the Port’s planning efforts published quarterly and mailed to all Port District residents during the 2 year planning effort

3. Review and comment on the draft strategic plan by the Port Commission Advisory Committee

4. Draft plan presentation & requests for public comments from various community groups

5. Draft plan presentation & requests for public comments at 3 Port Commission public hearings held throughout the Port District

Local & State Funds Already Invested: The following local and state funds have already been invested in preliminary planning and engineering studies for this project:

TABLE 3

LOCAL & STATE FUNDS ALREADY INVESTED

<table>
<thead>
<tr>
<th>INVESTMENT</th>
<th>PORT OF LONGVIEW</th>
<th>CITY OF LONGVIEW</th>
<th>STATE OF WASHINGTON</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Port Strategic Planning</td>
<td>$25,000</td>
<td>$0</td>
<td>$0</td>
<td>25,000</td>
</tr>
<tr>
<td>Detailed Market &amp; Competitive Analysis, Pricing Study, &amp; Marketing Strategy</td>
<td>25,000</td>
<td>$25,000</td>
<td>$50,000</td>
<td>100,000</td>
</tr>
<tr>
<td>Prel. Engineering Analysis &amp; Site Master Planning</td>
<td>50,000</td>
<td>$10,000</td>
<td>$0</td>
<td>60,000</td>
</tr>
<tr>
<td>*Hazardous Waste Assessment</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Prel. Infrastructure Design</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*Prel. Cost Estimates</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL INVESTMENT</td>
<td>$100,000</td>
<td>$35,000</td>
<td>$50,000</td>
<td>$185,000</td>
</tr>
</tbody>
</table>

6
**Proposed Project Financing:** Phase I of this industrial park development is proposed to be financed jointly by the Port of Longview, the City of Longview, and the State of Washington appropriation requested in this financial request. Following is a breakdown of the proposed project financing structure:

<table>
<thead>
<tr>
<th>LINE ITEM TO FINANCE</th>
<th>PORT OF LONGVIEW</th>
<th>CITY OF LONGVIEW</th>
<th>STATE OF WASHINGTON</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Property acquisition</td>
<td>$994,000</td>
<td>$994,000</td>
<td>$0</td>
<td>$1,988,000</td>
</tr>
<tr>
<td>Site fill &amp; preparation</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(design &amp; construction)</td>
<td>153,800</td>
<td>153,800</td>
<td>0</td>
<td>307,600</td>
</tr>
<tr>
<td>Infrastructure design</td>
<td>0</td>
<td>0</td>
<td>1,855,400</td>
<td>1,855,400</td>
</tr>
<tr>
<td>&amp; construction</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$1,147,800</strong></td>
<td><strong>$1,147,800</strong></td>
<td><strong>$1,855,400</strong></td>
<td><strong>$4,151,000</strong></td>
</tr>
</tbody>
</table>

(27.5%) (27.5%) (45%) (100%)

LEGIS1.EC2
ATTACHMENT 1

AERIAL PHOTO OF SITE &
PRELIMINARY INDUSTRIAL PARK MASTER SITE AND PHASING PLAN
FIGURE 2 PHASING PLAN

PORT AND CITY OF LONGVIEW
PROPOSED IMPROVEMENTS TO
I.P. INDUSTRIAL SITE 142 ACRES
ENDNOTES


Attachment B

APPROVED BUDGET
for
PHASE I INFRASTRUCTURE DESIGN AND CONSTRUCTION
at
PORT OF LONGVIEW/CITY OF LONGVIEW INDUSTRIAL PARK
INFRASTRUCTURE DESIGN AND CONSTRUCTION
at
PORT OF LONGVIEW/CITY OF LONGVIEW INDUSTRIAL PARK
June 17, 1993

SUMMARY OF BUDGET CATEGORIES

There is no approved design and construction budget.