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CITY OF DALLAS
DALLAS, TEXAS



CITY OF DALLAS

Memorandum

DATE December 6, 2013

Honorable Members of the Quality of Life & Environment Committee:

TO Sandy Greyson (Vice Chair), Adam Medrano, Rick Callahan, Carolyn R. Davis,
Lee M. Kleinman

SUBJECT Quality of Life & Environment Committee Meeting Agenda

Monday, December 9, 2013, 9:00 a.m.*

Dallas City Hall - 6ES, 1500 Marilla St., Dallas, TX 75201

The agenda for the meeting is as follows:

- | | |
|--|---|
| 1. Call to Order | Dwaine R. Caraway
Chair |
| 2. Approval of November 18, 2013 Minutes | Dwaine R. Caraway
Chair |
| 3. Cotton Bowl 2013 Improvements | Willis Winters
Director, Parks & Recreation |
| 4. Next Step in Strategic Planning:
Best Practices in Quality of Life & Environment | LaToya Jackson
Asst Dir., Strategic Customer
Services |
| 5. Community Clean-Up – Operation: Beautification Update | LaToya Jackson
Asst Dir., Strategic Customer
Services |

Discussion of Upcoming Briefing Items

- | | |
|--|---------------------------------------|
| 6. Discussion on Next Steps for Proposed
Solicitation and Anti-Litter Ordinance | Joey Zapata
Assistant City Manager |
| 7. Discussion on Resolution to Change Quality of Life
& Environment Meeting Time to 9:00 AM | Joey Zapata
Assistant City Manager |

Upcoming Agenda Items

- Item #22: Authorize a "Rescission of Notices of Restriction" on Dallas/Fort Worth International Airport Wetlands for the U.S. Army Corps of Engineers
- Item #10: Authorize a six-year service contracts for accredited

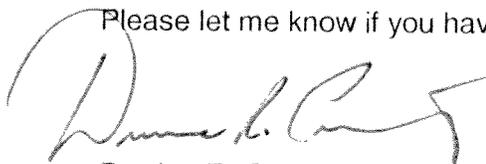
registrar services for International Organization for Standardization 9001:2008,
International Organization for Standardization 14001:2004 and
the Occupational Health and Safety Standard 18001:2007

10. Items #54-63: Farmers Market Redevelopment Phase II

11. Adjourn

Dwaine R. Caraway
Chair

Please let me know if you have any questions.



Dwaine R. Caraway
Chair

cc: Honorable Mayor and Members of the City Council
A.C. Gonzalez, Interim City Manager
Warren M.S. Ernst, City Attorney
Daniel F. Solis, Administrative Judge
Rosa A. Rios, City Secretary
Craig D. Kinton, City Auditor
Ryan S. Evans, Interim First Assistant City Manager
Jill A. Jordan, P.E., Assistant City Manager
Forest E. Turner, Assistant City Manager
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Charles M. Cato, Interim Assistant City Manager
Theresa O'Donnell, Interim Assistant City Manager
Jeanne Chipperfield, Chief Financial Officer
Frank Libro, Public Information Officer
Elsa Cantu, Asst. to the City Manager – Mayor and Council

NOTICE: A quorum of the Dallas City Council may attend this Council committee meeting.

***THE START TIME FOR THIS MEETING WAS CHANGED FROM 9:30 AM TO 9:00 AM**

A closed executive session may be held if the discussion of any of the above agenda items concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the City Attorney. Section 551.071 of the Texas Open Meetings Act.
2. The purchase, exchange, lease or value of real property, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Section 551.072 of the Texas Open Meetings Act.
3. A contract for a prospective gift or donation to the City, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Section 551.073 of the Texas Open Meetings Act.
4. Personnel matters involving the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee or to hear a complaint against an officer or employee. Section 551.074 of the Texas Open Meetings Act.
5. The deployment, or specific occasions for implementation of security personnel or devices. Section 551.076 of the Texas Open Meetings Act.

**Quality of Life & Environment Committee
Meeting Record**

DRAFT

Meeting Date: November 18, 2013 **Convened:** 9:18 a.m. **Adjourned:** 11:01 a.m.

Members Present:

Dwaine R. Caraway, Chair
Sandy Greyson, Vice Chair
Adam Medrano
Carolyn R. Davis
Lee M. Kleinman

Members Absent:

Rick Callahan

Briefing Presenters

David Cossum
Interim Dir., Sustainable
Development & Construction
Jill A. Jordan P.E.
Assistant City Manager

Staff Present:

Jill A. Jordan, Joey Zapata, David Cossum, Frank Camp, Bonnie Meeder, Eric Izuora

AGENDA:

1. **Approval of October 28, 2013 Minutes**

Presenter(s):

Action Taken/Committee Recommendation(s):

A motion was made to approve the minutes of October 28, 2013.

Motion made by: Carolyn R. Davis

Motion seconded by: Adam Medrano

Item passed unanimously:

Item passed on a divided vote:

Item failed unanimously:

Item failed on a divided vote:

2. **Update on Dealing with Carryout Bags**

Presenter(s):

Jill A. Jordan

The chair opened the floor for outside speakers.

The Quality of Life & Environment Committee entered executive session at 9:24 AM under state open meeting act section 551.071 to receive advice from council regarding carryout bags.

The Quality of Life & Environment Committee returned from executive session at 10:16 AM.

Gary Huddleston, Director of Consumer Affairs for Kroger, spoke for the Texas Retailers Association and Kroger and indicated openness to other options outside of banning paper or plastic carryout bags.

Jill Jordan stated that staff has prepared a draft ordinance for a ban.

CM Kleinman motioned and the committee voted in support of scheduling the draft ordinance for a full council briefing, with the Vice Chair abstaining.

Action Taken/Committee Recommendation(s): Motion to move the draft ordinance for a ban on plastic carryout bags to a full council briefing.

Motion made by: Lee M. Kleinman

Motion seconded by: Adam Medrano

Item passed unanimously: **Item passed on a divided vote:**

Item failed unanimously: **Item failed on a divided vote:**

3. Streetscape Licensing

Presenter(s): David Cossum

David Cossum provided the committee with a briefing over streetscape licensing. The briefing provided the purpose and background for present streetscape licensing activities and outlined future recommended licensing activities.

The item will move forward to council on the next available agenda action date.

The Vice Chair inquired why the committee is seeing this item again when it was passed during a previous meeting. Mr. Cossum stated that they returned to committee to brief the item to new committee members, and to clarify the specifics of the fee that were not decided when it was recommended to go to full council during the previous encounter.

The Vice Chair also inquired about the proposed solicitation ordinance, and requested the status for moving it forward. Joey Zapata stated this item will be included for discussion on the next committee meeting.

Action Taken/Committee Recommendation(s):

Motion made by:

Item passed unanimously:

Item failed unanimously:

Motion seconded by:

Item passed on a divided vote:

Item failed on a divided vote:

Councilmember Dwaine R. Caraway
Chair

Memorandum



CITY OF DALLAS

Date: December 6, 2013

To: Honorable Members of the Quality of Life and Environment Committee:
Dwayne Caraway (Chair), Sandy Greyson (Vice Chair), Adam Medrano,
Rick Callahan, Carolyn Davis, Lee Kleinman

Subject: Cotton Bowl 2013 Improvements Briefing

Attached is the Cotton Bowl 2013 Improvements Briefing which will be presented to the Quality of Life Committee on Monday, December 9, 2013.

If you have questions or require additional information, please contact me at 214-670-4071.

A handwritten signature in black ink that reads "Willis C. Winters".

Willis C. Winters, FAIA, Director
Park and Recreation Department

Attachment

c: Honorable Mayor and Members of the City Council
A.C. Gonzalez, Interim City Manager
Rosa A. Rios, City Secretary
Warren M. S. Ernst, City Attorney
Craig D. Kinton, City Auditor
Judge Daniel Solis, Judiciary
Ryan S. Evans, Interim First Assistant City Manager
Jill A. Jordan, P.E., Assistant City Manager
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Joey Zapata, Assistant City Manager
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Frank Libro, Public Information Officer
Elsa Cantu, Assistant to the City Manager

COTTON BOWL 2013 IMPROVEMENTS



Quality of Life
& Environment
Committee
December 9,
2013

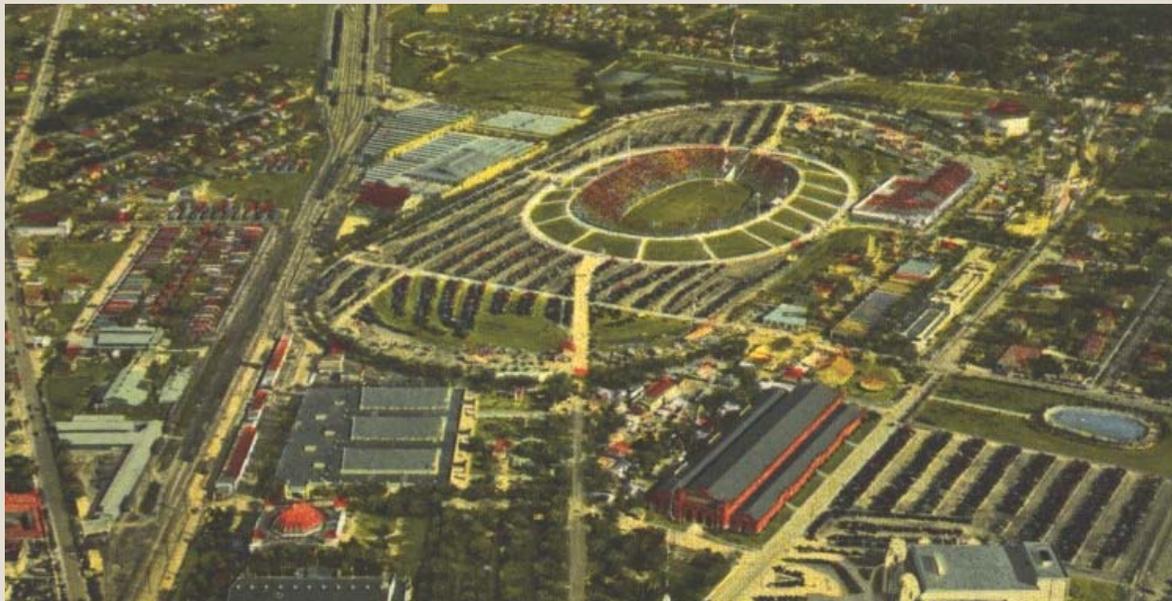


INFORMATION INCLUDED IN BRIEFING

- 
- History of the Cotton Bowl
 - Summary of 2007-8 Improvements
 - Summary of 2013 Improvements
 - Cost Summary
 - Importance of investments in the Stadium
 - Games in 2014

HISTORY

- Fair Park Stadium was constructed in 1930 during the height of the Great Depression
- Seating capacity: 46,200 (the largest stadium in the South)



HISTORY



- In 1936 the stadium was incorporated into the general layout of the Texas Centennial Exposition
- The stadium was officially renamed the “Cotton Bowl” in 1936

HISTORY

- In the first Cotton Bowl game, held on January 1, 1937, the TCU Horned Frogs defeated the Marquette Golden Avalanche, 16-6



HISTORY



- The upper decks were added in 1948 and 1949 when the Cotton Bowl served as home to the SMU Mustangs
- Seating capacity increased to 72,000

HISTORY

- In 1952, the Cotton Bowl was home to Dallas' first NFL team, the Dallas Texans (Baltimore Colts)
- In 1960, the stadium served as the home field to two professional football teams:
 - Dallas Cowboys (NFL)
 - Dallas Texans (AFL – Kansas City Chiefs)
- In 1968, the stadium was renovated when the bleachers were replaced by chair-back seats, reducing the capacity to 68,250



HISTORY

- In 1993 the City of Dallas invested \$14 million to renovate the Cotton Bowl for World Cup soccer
 - Press box, restrooms and concessions expansion
 - New natural turf field (considered one of the top five soccer pitches in the world)
 - Movable bleachers increased football seating capacity to 72,000
- The stadium hosted six international soccer games during the 1994 World Cup tournament



HISTORY

- In 2004, the State Fair of Texas (SFT) added bleacher seating in each end zone, increasing the stadium's capacity by 4,000 seats to 76,000



2007-08 IMPROVEMENTS

- 2006 Capital Bonds and the State Fair provided for renovation and expansion
 - Improvements were performed by the Design-Build delivery method
 - Project cost: \$58 million



2007-08 IMPROVEMENTS

- Phase 1: January 15 – September 15, 2007
 - Replacement of flip seats with new bench seats
 - Concrete repairs and waterproofing in bowl area
 - Video scoreboard– second largest board in Texas
 - Sound system



2007-08 IMPROVEMENTS

- Phase 2: January 15 –September 15, 2008
 - Addition of 16,000 new seats in the end zone upper decks – 9th largest stadium in US
 - Addition of new rest rooms and concessions



2007-08 IMPROVEMENTS

- Locker room renovation and expansion
- Addition of new media and conference center



2013 IMPROVEMENTS

- Renovation of existing concourses (East and West)
- Improvements to concessions (East and West)



2013 IMPROVEMENTS

- New historically contextual facade around each end zone (Public Art Project)



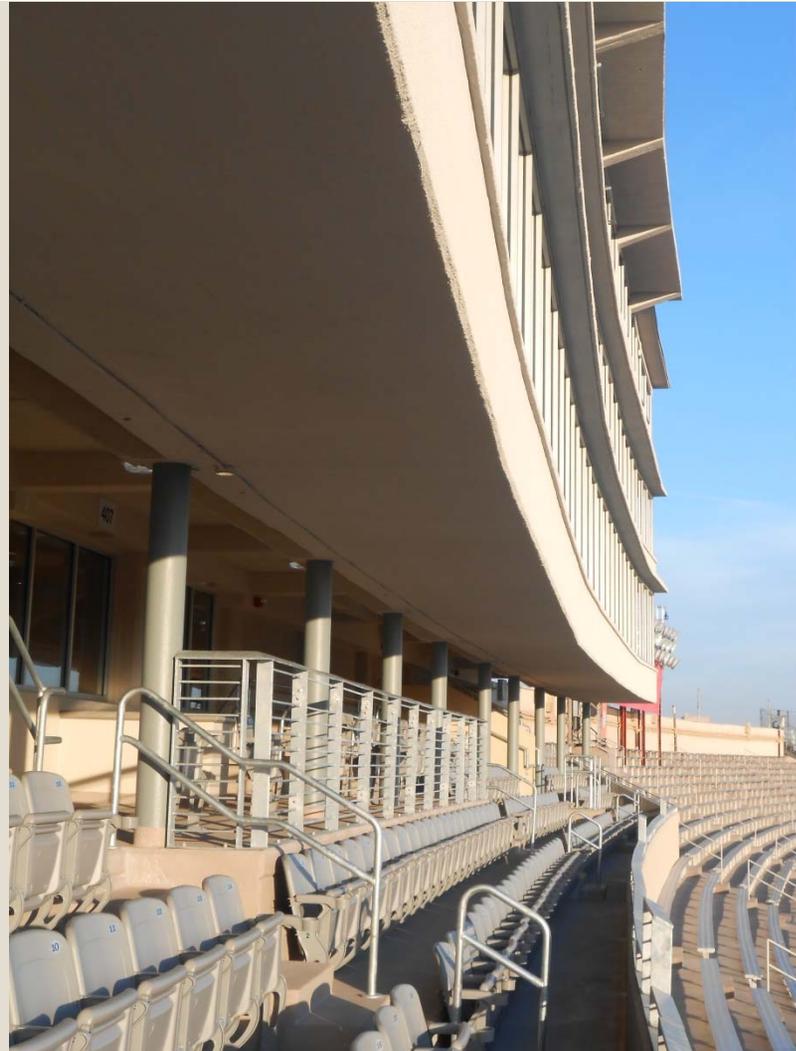
2013 IMPROVEMENTS

- Finish-out of Levels 3M and 4 of Press Box for hospitality areas



2013 IMPROVEMENTS

- Club seating
 - 320 Seats



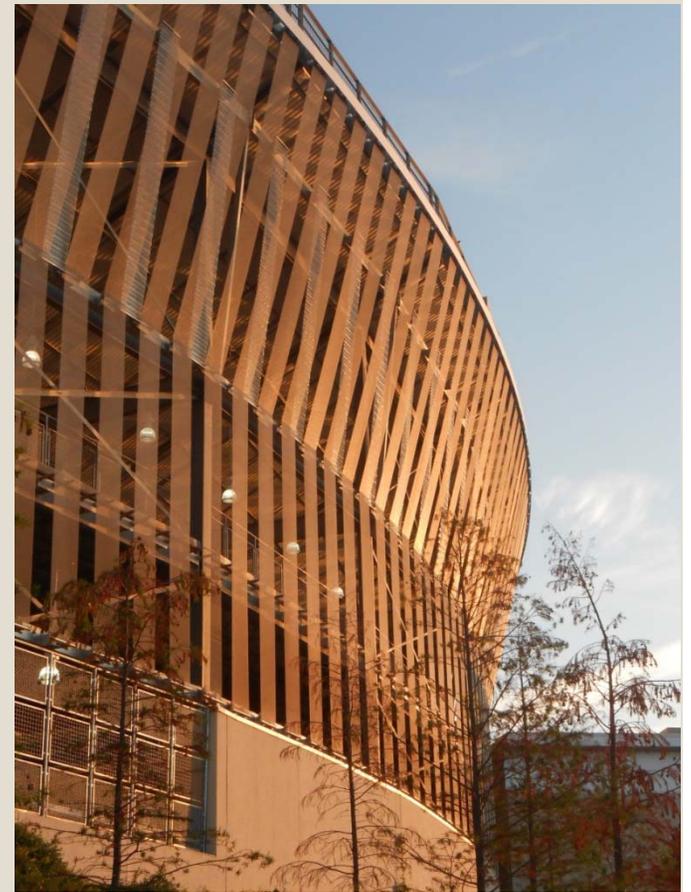
2013 IMPROVEMENTS

- Improvements of official's locker room
- Graphics
- Renovations to existing Press Box
 - New elevator
 - For club seat levels
 - Dignitaries
 - New rest rooms
 - New offices for staff



2013 IMPROVEMENTS – COST SUMMARY

- \$25M in Certificates of Obligation
- \$600K in Percentage for Public Art from the 2006 Bond Program



IMPORTANCE OF INVESTMENT IN THE STADIUM

- 
- Since the stadium was built in 1930, there has been a long history of investment
 - Changes in market demands require updates to stay competitive
 - Major maintenance needs necessitate on-going funding
 - Advancements in technology impose the requirement for updates

2013 EVENTS

- 
- Jan 1 Heart of Dallas Bowl
 - Jan 2 Construction begins
 - Mar 24 – 31 Dallas Cup
 - Opening Ceremonies
 - Closing Ceremonies
 - 13 Games played
 - May 5 Dog Bowl
 - Jul 4 Fair Park Fourth
 - Sep 28 Heart of Dallas Classic
 - Army v. Louisiana Tech
 - Oct 5 State Fair Classic
 - Grambling v. Prairie View
 - A&M

2013 EVENTS

- 
- Oct 12 Red River Rivalry
Texas v. OU
 - Oct 20 All American Cheer
Competition
 - Nov 2 Diwali Mela Festival
 - Nov 15-23 UIL 5-A High School Playoff
Games
 - Nov 29-30 TCAL High School Playoff
Games

2014 EVENTS

- 
- Jan 1 Heart of Dallas Bowl
 - Mar 1 Gaelic Football
 - Apr 13- 20 Dallas Cup
 - Opening Ceremonies
 - Closing Ceremonies
 - Multiple Games
 - May 10 Dog Bowl
 - May 24 Texas Spring Festival Concert
 - May 31 Youth Summit

2014 EVENTS

- 
- Jun TBD Semi-Pro Bowl Game
 - Jul 4 Fair Park Fourth
 - Jul 6 or 12 International Soccer (T)
 - Jul 19 or 26 Celebrity Soccer Match (T)
 - Aug 10 Flag Football
 Blondes vs. Brunettes
 - Sep 1 High School Football
 Double Header (T)

2014 EVENTS

- 
- Sep 20 Heart of Dallas Classic
 - Sep 27 State Fair Classic
Grambling v. Prairie View
A&M
 - Oct 11 Red River Rivalry
Texas v. OU
 - Oct 19 All American Cheer
Competition
 - Nov 1 Diwali Mela Festival

Memorandum



CITY OF DALLAS

DATE December 6, 2013

Honorable Members of the Quality of Life & Environment Committee:

TO Dwaine R. Caraway (Chair), Sandy Greyson (Vice Chair), Adam Medrano,
Rick Callahan, Carolyn R. Davis, Lee M. Kleinman

SUBJECT Next Step in Strategic Planning: Best Practices in Quality of Life and Environment

On Monday December 9, 2013, the Budget for Outcomes Team for Clean, Healthy Environment will brief you on best practices in Quality of Life and Environment. Their briefing will also cover proposed index cities and draft SWOT (Strengths, Weaknesses, Opportunities, and Threats) analysis. The briefing material is attached.

Please let me know if you have any questions.

A handwritten signature in black ink, appearing to read 'Joey Zapata'.

Joey Zapata
Assistant City Manager

Attachment

cc: Honorable Mayor and Member of the City Council

A.C. Gonzalez, Interim City Manager
Warren M.S. Ernst, City Attorney
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Frank Libro, Public Information Officer
Elsa Cantu, Assistant to the City Manager – Mayor and Council

Next Step in Strategic Planning: Best Practices in Quality of Life & Environment



Photo Credit: Justin Treveen

TEAM MEMBERS

- ❑ Peter Bratt, *Intergovernmental Services*
- ❑ Haroon Abdoh, *Public Works*
- ❑ Bobby Cano, *Office of Financial Services*
- ❑ Victoria Chittam, *Office of Financial Services*
- ❑ Holly Holt, *Dallas Water Utilities*
- ❑ Sheneice Hughes, *Aviation*
- ❑ Charles Langley, *Sanitation*
- ❑ Kim Mackey, *Office of Environmental Quality*
- ❑ Esmeralda Martinez, *Dallas Water Utilities*
- ❑ Than Nguyen, *Trinity Watershed Management*
- ❑ Maureen Milligan, *City Attorney's Office*
- ❑ Frank Rodriguez, *Intergovernmental Services*



OVERVIEW

Clean Healthy Environment (CHE) KFA Team preliminary work for the FY14-15 Budgeting for Outcomes process includes:

- Review of the 2013 Community Survey
- Index cities
- Strengths, Weaknesses, Opportunities, and Threats (SWOT) for City of Dallas
- Model best practices

2013 COMMUNITY SURVEY

- The 2013 Community Survey was 6th survey conducted by City of Dallas since 2005
- Significant improvements in:
 - Dallas as a place to live (increased by 6% since 2011 survey)
 - 82% of residents surveyed felt Dallas was an “excellent” (29%) or “good” (53%) place to live
 - Overall quality of life in Dallas (increased by 6%)
- City residents highly rated key services such as solid waste services (75% excellent/good), sewer services (67%), storm drainage (62%), and drinking water (55%)

2013 COMMUNITY SURVEY

- Citizens also indicated areas that were opportunities for improvement
 - 1) Maintenance of infrastructure
 - 2) Code enforcement
 - 3) Drinking water

INDEX CITIES

The CHE Team conducted research to identify the following index cities

- Austin
- New York City
- Houston
- Phoenix
- Portland
- San Antonio
- Sacramento

INDEX CITIES

- **Austin**

- Population: 842,592 (2012)
- America's Healthiest City Rank (USA Today): 11
- Bike Friendly City Ranking (Bicycling Magazine): 11
- Best Cities in Energy Savings Rank (American Council for an Energy Efficient Economy): 6
- Overall Best Cities (Bloomberg/Businessweek): 12
- Green City Index (Economist Intelligence Unit): Not Ranked

- **New York City**

- Population: 8,336,697
- America's Healthiest City Rank (USA Today): 24 (out of 50 largest cities)
- Bike Friendly City Ranking (Bicycling Magazine): 8 (out of 50 largest cities)
- Best Cities in Energy Savings Rank (American Council for an Energy Efficient Economy): 3 (out of 34 largest cities)
- Overall Best Cities (Bloomberg/Businessweek): 14 (out of 50 largest cities)
- Green City Index (Economist Intelligence Unit): 3 (out of 27 largest cities)

INDEX CITIES

•Houston

- Population: 2,160,821
- America's Healthiest City Rank (USA Today): 43
- Bike Friendly City Ranking (Bicycling Magazine): Not Ranked
- Best Cities in Energy Savings Rank (American Council for an Energy Efficient Economy): 13
- Overall Best Cities (Bloomberg/Businessweek): 35
- Green City Index (Economist Intelligence Unit): 16

• Phoenix

- Population: 1,488,750
- America's Healthiest City Rank (USA Today): 33
- Bike Friendly City Ranking (Bicycling Magazine): 15
- Best Cities in Energy Savings Rank (American Council for an Energy Efficient Economy): 15
- Overall Best Cities (Bloomberg/Businessweek): 49
- Green City Index (Economist Intelligence Unit): 24

INDEX CITIES

- **Portland**

- Population: 587,865
- America's Healthiest City Rank (USA Today): 3
- Bike Friendly City Ranking (Bicycling Magazine): 47
- Best Cities in Energy Savings Rank (American Council for an Energy Efficient Economy): 2
- Overall Best Cities (Bloomberg/Businessweek): 5
- Green City Index (Economist Intelligence Unit): Not Ranked

- **San Antonio**

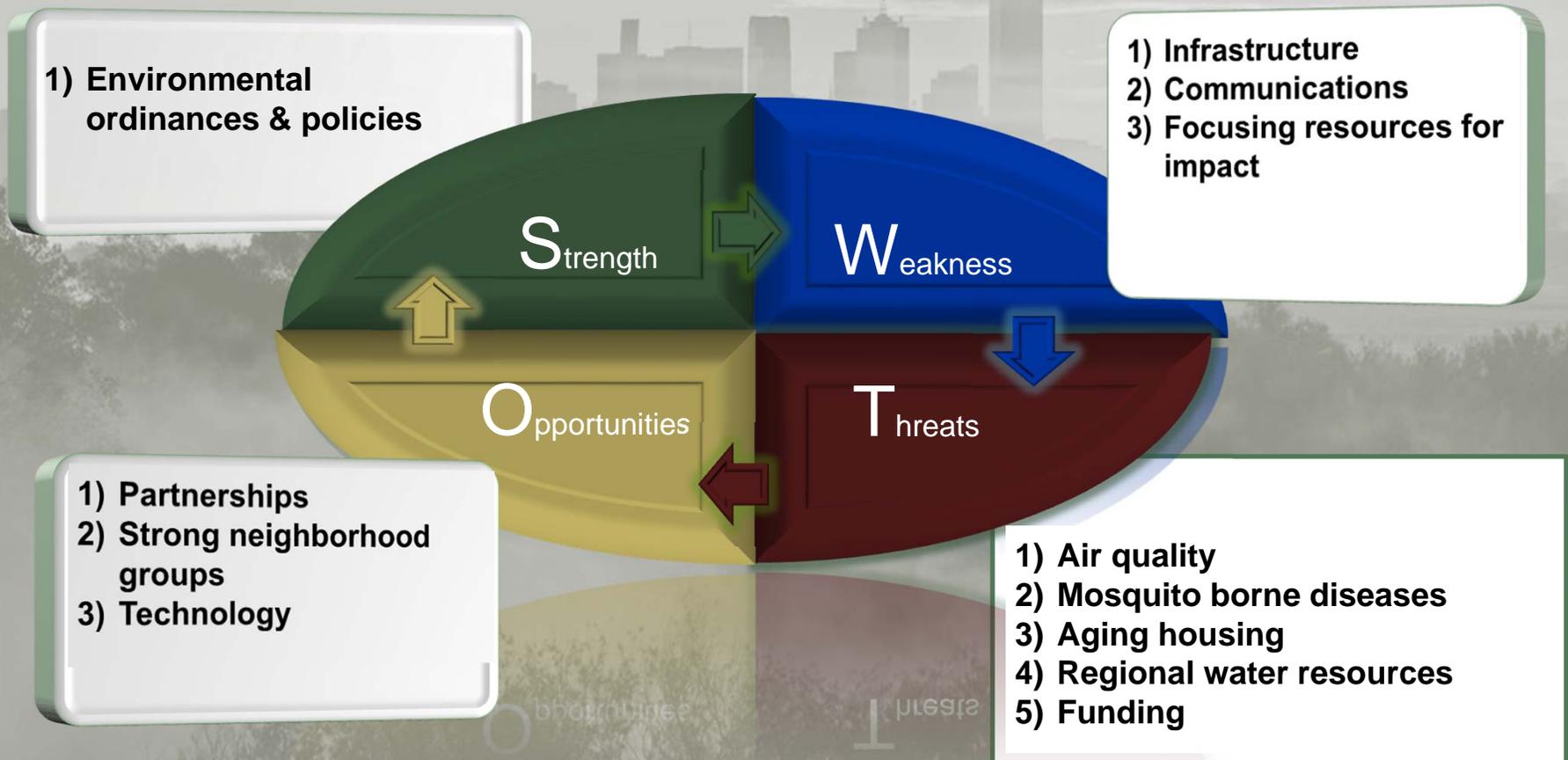
- Population: 1,382,951
- America's Healthiest City Rank (USA Today): 48
- Bike Friendly City Ranking (Bicycling Magazine): 47
- Best Cities in Energy Savings Rank (American Council for an Energy Efficient Economy): 16
- Overall Best Cities (Bloomberg/Businessweek): 40
- Green City Index (Economist Intelligence Unit): Not Ranked

INDEX CITIES

- **Sacramento**

- Population: 475,516
- America's Healthiest City Rank (USA Today): 7
- Bike Friendly City Ranking (Bicycling Magazine): 25
- Best Cities in Energy Savings Rank (American Council for an Energy Efficient Economy): 18
- Overall Best Cities (Bloomberg/Businessweek): 24
- Green City Index (Economist Intelligence Unit): 15

SWOT Analysis



STRENGTHS: Environmental Policies

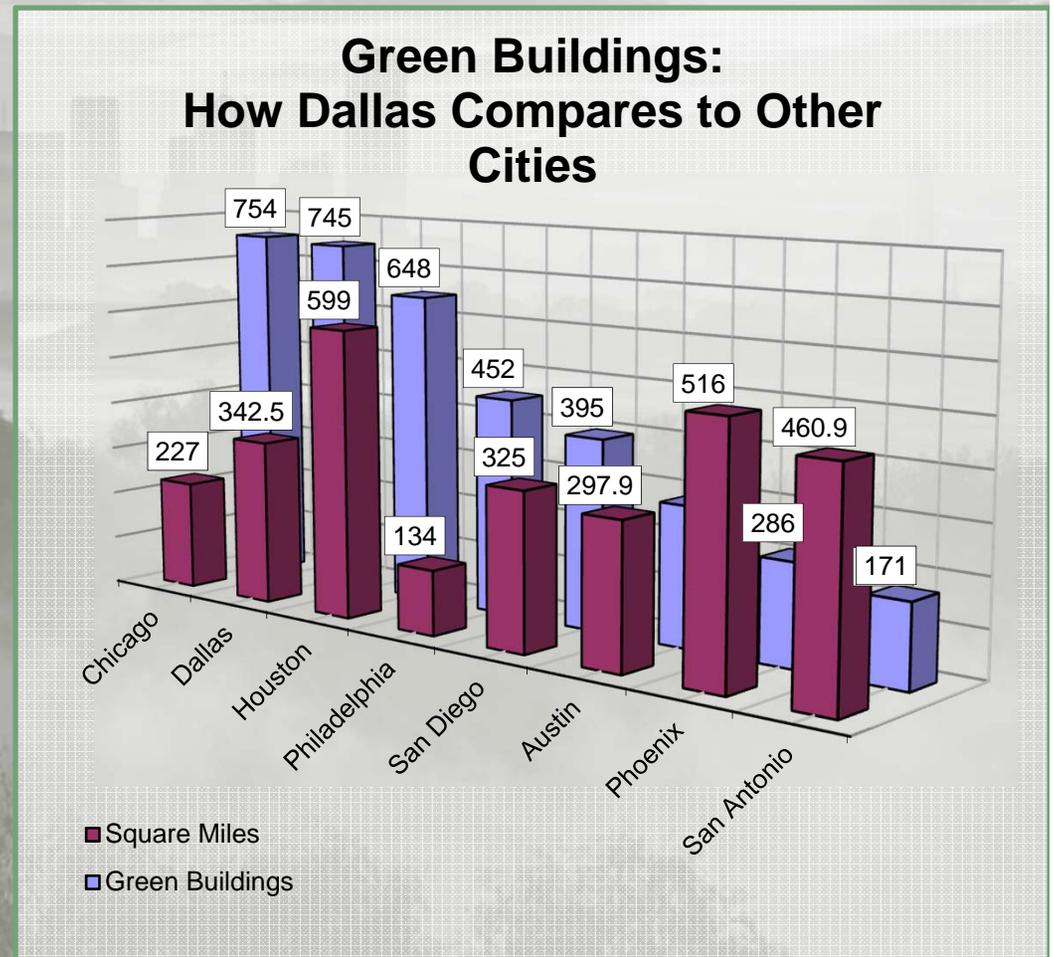
Dallas is guided by internal policies and guidelines

- City of Dallas Environmental Policy
- Ozone Action Plan
- Green Purchasing Initiative

STRENGTHS: Environmental Policies

Dallas is

- **1st** in the number green buildings per capita when compared to our index cities
- **3rd** in green buildings per square mile when compared to our index cities
- Has the highest number of LEED certified buildings
- **13th** nationally in energy efficient use for local government operations

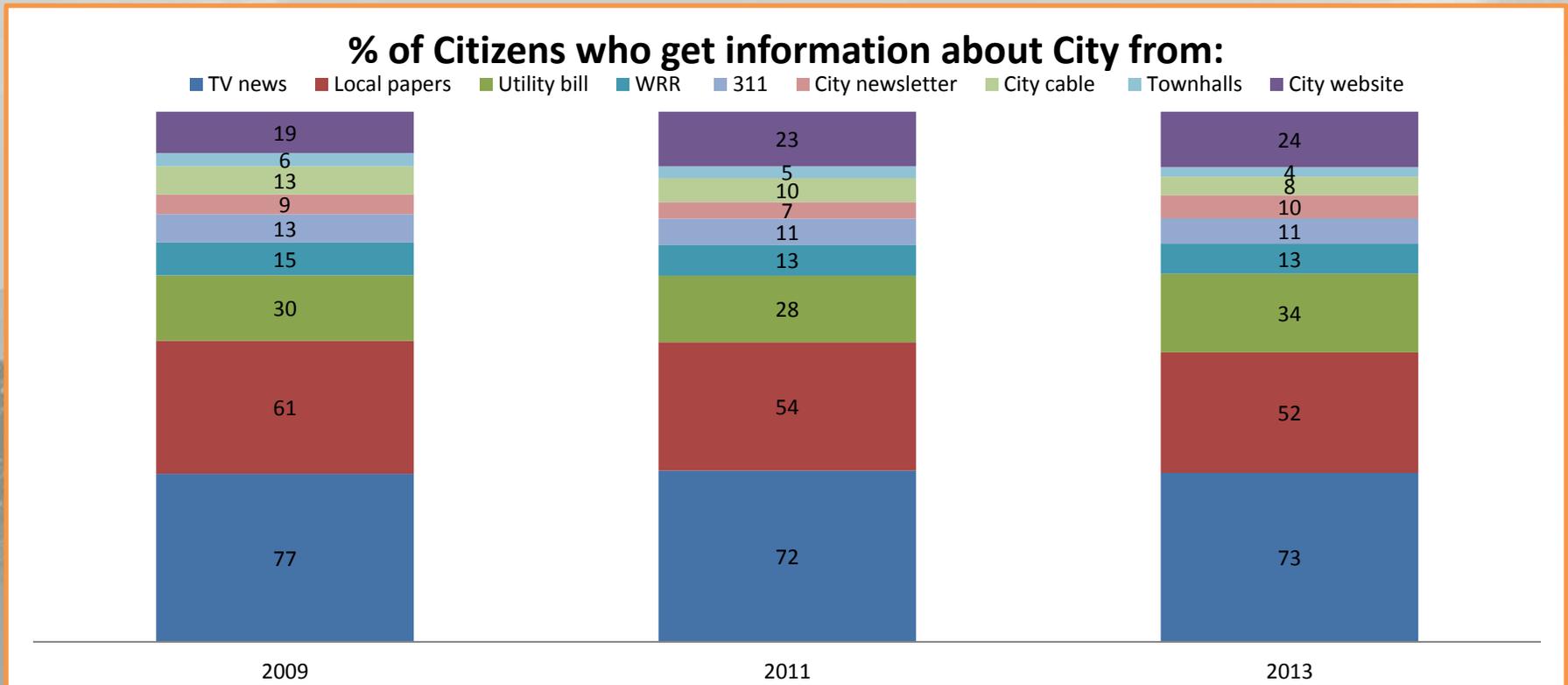


WEAKNESS: Infrastructure

- Dallas has an aging traffic signal infrastructure
- Almost 80% of the traffic signal infrastructure is past the industry standard for useful life
- A robust system can reduce accidents, enhance mobility and improve the quality of life for Dallas citizens
- A long-term traffic signal infrastructure maintenance program is being considered



WEAKNESS: Communications



- Top news sources in 2013:
 - Local TV news (73%)
 - Local newspapers (52%)
 - Utility bill (34%)
 - City website (24%)

- Changes from 2009 to 2013:
 - City cable (-38.5%)
 - Website (26.3%)
 - Local newspaper (-14.8%)

WEAKNESS:

Focusing Resources for Impact

- Dallas' land area is large and needs for key city services continues to grow
- Some quality of life problems are widely distributed throughout the city
 - Vacant Land
 - Blighted Housing
- City already targets some city services strategically
 - DPD TAAG

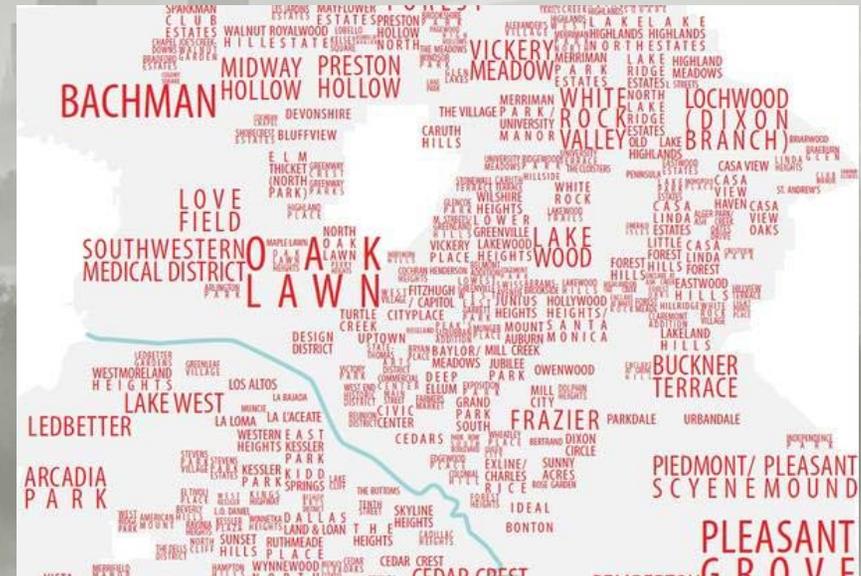
OPPORTUNITY: Partnerships

- City of Dallas further benefits from partnerships with other municipalities, private, non-profit organizations
 - Examples
 - Klyde Warren Park
 - AT&T Performance Arts Center
 - Downtown Parks Master Plan/Belo Foundation

OPPORTUNITY: Strong Neighborhood Groups

City can partner with neighborhood groups to:

- Identify and inventory vacant/blighted properties
- Clean and maintain vacant lots and structures
- Engage in community-based planning efforts
- Leverage private funds for public good
- Provide identifying information on absentee landlords and illegal dumpers
- Advocate for legislative changes



Graphic: Preservation Dallas

OPPORTUNITY: Technology

- Dallas has opportunities for greater technology effectiveness
 - Demand-responding parking pricing
 - Networked street lights and parking
 - Traffic management
 - Smart utilities
 - Online civic involvement

THREATS: Air Quality

- Ozone is a respiratory irritant and can also have adverse affects on cardiovascular health
- 8% of the population in the D-FW non-attainment region has asthma
- 23.6% of the population has cardiovascular illness
- 4% of the population has COPD
- Employers may not want to move to an area where their workers and family will become unhealthy
- Emergency room visits for respiratory complications reduces worker productivity and can result in lost wages

THREATS: Mosquito Borne Illnesses

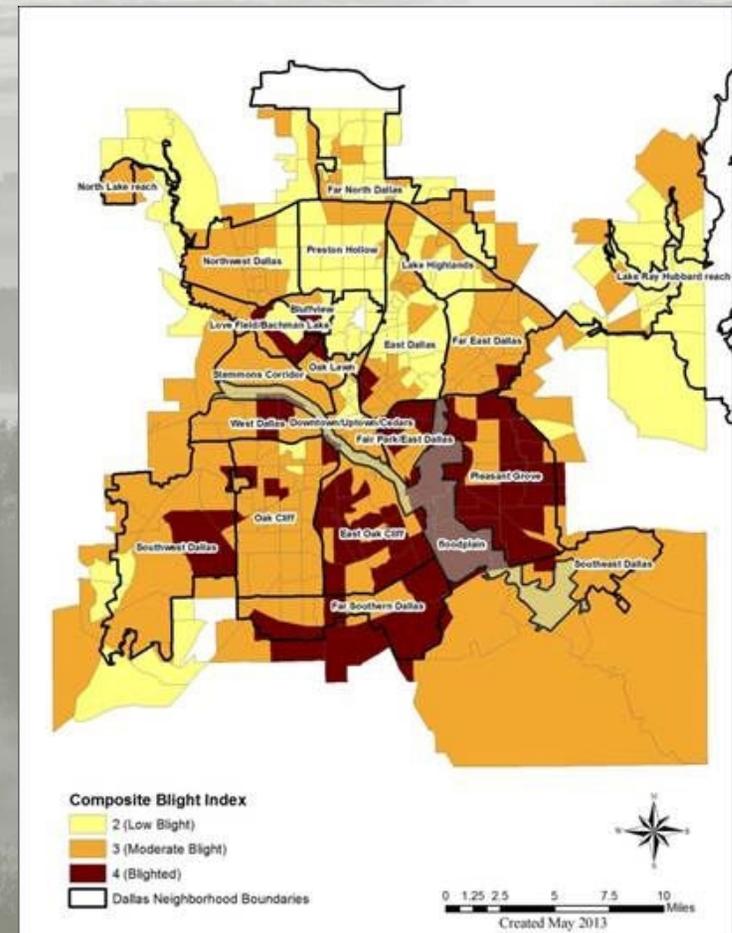
- Arboviral Encephalitides
 - Eastern equine encephalitis (EEE)
 - Western equine encephalitis (WEE)
 - St. Louis encephalitis (SLE)
 - La Crosse (LAC) encephalitis,
 - West Nile virus (WNV)
- Dengue Fever
- Malaria
- Yellow Fever



THREATS: Aging Housing/Blight

A 2013 study by DFW Habitat for Humanity and UT-Dallas found:

- Blight drains city resources and dollars while its harms residents with drug activity and reduced property values
- Over four years, Dallas demolished nearly 1600 residential and commercial properties
- Over the past two years, Dallas filed \$10 million in liens against properties, collecting about \$1.5 million
- The median property value for homes in high-blight areas is \$79,600, compared to \$236,050 in low-blight areas



THREATS:

Regional Water Resources

- Texas continues to struggle with the long-term impact of drought
- Estimated costs are more than \$5.2 billion in agricultural losses and \$250 million in wildfire devastation in 2011
- Current drought may be similar to the 1950s drought and this weather pattern may stick around until 2020

THREATS:

Regional Water Resources

- Dallas has responded by being proactive
- Instituted twice a week watering restrictions in 2012
- Promotes conservation and reuse
- Since the beginning of Dallas' water system in 1878, the challenge has been finding an adequate, dependable water supply
- According to the State of Texas, the impact of DFW region running out of water would result in:
 - Reduced regional population of 797,000
 - Loss of 547,000 jobs
 - Income decline of \$49.7 billion

THREATS: Funding

- Significant cuts to Transportation Funding at the Federal and State level, leaving the City with responsibility of taking up costs
- Property and sales tax revenue
 - FY14 property tax base is 3.6% FY09
 - Moderate sales tax revenue growth is expected in near future
 - New construction appraised values in FY14 is still below FY08 peak

BEST PRACTICES

Air Quality

New York City

- Programs for upgrading HVAC systems in public and private buildings
- Lower retirement age for fleet vehicles
- Ground-level air monitors to evaluate air pollution hot spots



Philadelphia

- Air Quality Improvement Fund established in 2006
- financed by fines, penalties, air permits
- Emergency generator and fire pump testing restrictions
- Dry cleaning regulations



BEST PRACTICES Communications

Philadelphia

- Award winning interacting programs
 - Philly311 (Call Center)
 - PhillyStat (Performance Analysis)
 - PhillyRising (Crime)



BEST PRACTICES Communications

Chicago

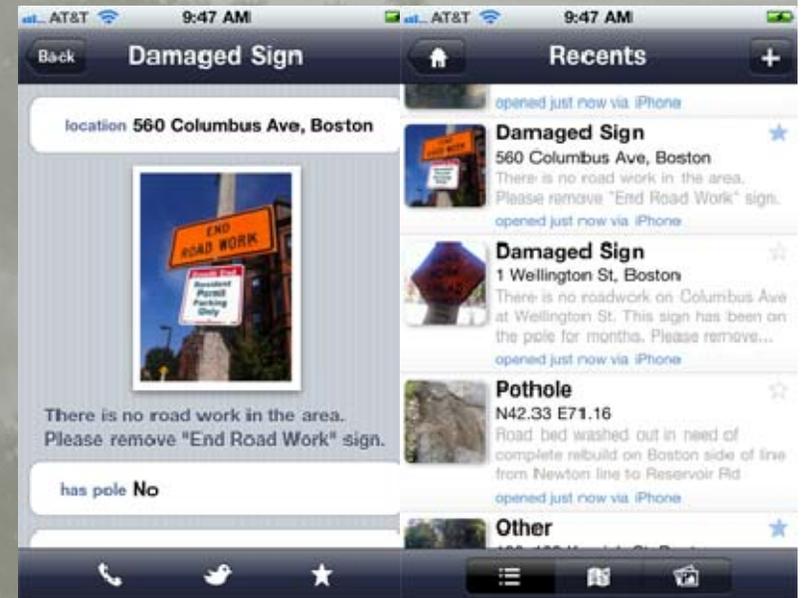
- Is expanding and updating its mobile, social media and online technology to increase communication/interaction with residents

City's engagement with residents on social media

	Office of the Mayor	Chicago Police Department	Chicago Park District	Chicago Transit Authority
Facebook	11,498 likes	37,119 likes	13,012 likes	10,069 likes
Twitter	28,206 followers	14,789 followers	14,543 followers	25,513 followers

Boston

- Is expanding and updating its mobile, social media, and online technology to increase communication/interaction with residents through a new Open Government Portal, mobile apps (Street Bumps) and hired a “Data Scientist”



BEST PRACTICES

Infrastructure Replacement

Seattle

- Green Stormwater Infrastructure (GSI) – aims to address stormwater needs in a more sustainable, aesthetically pleasing and cost effective approach

San Diego

- In 2014 announced a five-year plan will be developed to address infrastructure backlog

Houston & Fort Worth

- Infrastructure/bond program management & tracking systems

BEST PRACTICES

Using Resources Strategically

Richmond

- Neighborhoods in Bloom targets six neighborhoods with additional revitalization resources and enhanced

Houston

- “Healthy Pets Healthy Streets” is a city and advocacy group partnership that targets specific neighborhoods with large stray animal populations

San Antonio

- Progressive animal control initiative that seeks to enhance community and owner responsibility

BEST PRACTICES: Strong Neighborhood Groups

Fort Worth & San Antonio

- Code Ranger Program builds neighborhood partnerships with code officers
- Focus on training citizen volunteers

Cleveland

- Code Enforcement Partnership empowers community organizations to educate property owners on code compliance
- Neighborhood organizations, churches, and community development corporations (CDCs) receive training from city code officers

BEST PRACTICES: Technology

New York City

- Sensors along 23 crucial intersections adjust traffic light patterns to keep optimal traffic flow

Seattle

- Uses Eparking data to adjust parking rates on a neighborhood level annually

SUMMARY

- With municipal leadership, regional collaboration, environmental initiatives, and community involvement, the City of Dallas will remain a national leader in ensuring a sustainable community

QUESTIONS?

Memorandum



CITY OF DALLAS

DATE December 6, 2013

Honorable Members of the Quality of Life & Environment Committee:
TO Dwaine R. Caraway (Chair), Sandy Greyson (Vice Chair), Adam Medrano,
Rick Callahan, Carolyn R. Davis, Lee M. Kleinman

SUBJECT Community Clean-Up - Operation: Beautification Update

On Monday, December 9, 2013 the Committee will be briefed on the Community Clean-Up – Operation: Beautification. Briefing materials are attached for your review.

If you have any questions, or require additional information, please do not hesitate to contact me.


Joey Zapata
Assistant City Manager

Attachment

cc: Honorable Mayor and Member of the City Council
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Ryan S. Evans, Interim First Assistant City Manager
Jill A. Jordan, P.E., Assistant City Manager
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Frank Libro, Public Information Officer
Elsa Cantu, Assistant to the City Manager – Mayor and Council



COMMUNITY CLEANUP - OPERATION: BEAUTIFICATION UPDATE

Presented to the Quality of Life &
Environment Committee

December 9, 2013



BACKGROUND

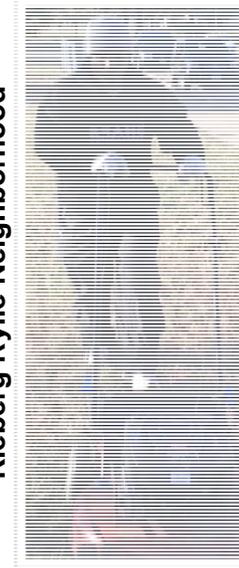
- ◎ Quality of Life Committee charged staff with coordinating a citywide cleanup event in February 2012
- ◎ First citywide cleanup event held May 2012
 - Dubbed “Operation: Beautification”
 - 24 groups participated
 - Over 9.7 tons of trash and brush collected



BIANNUAL EVENTS

- Fall 2012 - November 10, 2012
- Spring 2013 - May 18, 2013
- Fall 2013 – November 9, 2013
 - Advertised on Clear Channel electronic billboards, City’s website, flyers distributed by City staff, and social media (Facebook, Twitter, etc.)
 - Information shared with registered homeowners associations and neighborhood associations
 - 22 groups participated November 2012
 - 30 groups took part May 2013
 - 14 groups were involved November 2013
 - City provided basic supplies and an out-of-schedule trash collection
 - 16.8 tons of trash collected November 2012
 - 2.45 tons of trash picked up May 2013
 - 32.46 tons of trash gathered November 2013

Kleberg Rylie Neighborhood



Bexar Street Association



PAST PARTICIPANTS – FALL 2012

1. 10th Street Historical District
(American Care Foundation)
2. Glen Oaks Homeowners Association
3. Maple Lawn Neighborhood Association
4. Sunrise Village Apartments
5. Kleberg Rylie Neighborhood
6. Highland Creek Manor
7. Providence On The Park Apartments
8. Providence Mockingbird Apartments
9. Providence At Village Fair Apartments
10. Hidden Valley Homeowners
Association & Crime Watch
11. Pleasant Wood/Pleasant Grove
Community Development Corporation
13. South Central Civic League
14. Lakewood Trails Neighborhood
Association
15. La Bajada Crime Watch
16. Adelaide Crime Watch
17. Queen City Heights Neighborhood
Association
18. Elmwood Neighborhood Assoc /
Keep Oak Cliff Beautiful (KOCB)
19. Cedars Neighborhood Association
20. Beckley Heights Neighborhood
Association
21. Beverly Hills Neighborhood
Association
22. Los Altos West Dallas Crime Watch

PAST PARTICIPANTS – SPRING 2013

1. Nextdoor Addition
2. Oak Lawn Committee
3. Board of Friends
4. Kimball Neighborhood Association & Crime Watch
5. Rosemont at Bluffridge & Portfolio Resident Services
6. Old Oak Cliff Conservation League
7. Wynnewood Heights Neighborhood Association
8. Cedar Oaks Homeowners Association
9. Village Oaks Apartments
10. Capable Coordination & Consulting, LLC
11. Twin Oaks Neighborhood Association
12. Beckley Heights Neighborhood Association
13. El Shaddai Apartments
14. Elderoaks Civic Homeowners Association
15. Oasis Apartments
16. Oasis Garden Apartments
17. Concord Church
18. La Bajada Crime Watch
19. Westmoreland Park Neighborhood Association
20. Parkdale/Lawnview Association of Neighbors (PLAN)
21. Bexar Street Association
22. Dolphin Heights Neighborhood Association
23. St. Philip's School & Community Center
24. Neighborhood Improvement Association
25. Nextdoor Kleberg
26. Lakewood Trails Neighborhood Association
27. Braeburn Glen Crime Watch
28. Casa Linda Forest Crime Watch
29. Casa View Haven Neighborhood Association
30. Preston Hills Homeowners Association

PARTICIPANTS - FALL 2013

1. ENA - Elmwood Neighborhood Association
2. Singing Hills Neighborhood Association
3. Ewing Corinth Neighborhood Association
4. Glenview Neighborhood Association
5. Wynnewood Heights Neighborhood Association
6. Beckley Heights Neighborhood Association
7. Bruton Terrace Crime Watch
8. Rose Garden Neighborhood League
9. Action Metals/St. Philip's School & Community Center
10. Mill City Community Association
11. Clean South Dallas/Fair Park Inc.
12. Nextdoor Kleberg
13. Casa View Neighborhood Association
14. Uptown Dallas

COMMUNITY IN ACTION



Mill City Community Association



**Action Metals /
St. Philips School & Community
Center**



Rose Garden Neighborhood League



COMMUNITY IN ACTION

Rose Garden Neighborhood League



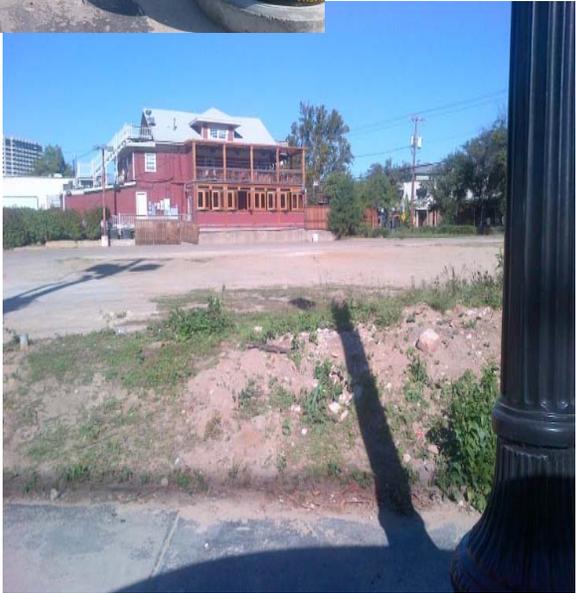
Bruton Terrace Crime Watch



COMMUNITY IN ACTION



Uptown Dallas



Casa View Neighborhood Association



NEXT STEPS

- ◎ Plan Spring 2014 cleanup
 - May 17, 2014
 - Cultivate high school student groups for volunteer opportunities
 - Contact volunteer clearinghouse organizations

Memorandum



CITY OF DALLAS

DATE December 6, 2013

Honorable Members of the Quality of Life & Environment Committee:
TO Dwaine R. Caraway (Chair), Sandy Greyson (Vice Chair), Adam Medrano,
Rick Callahan, Carolyn R. Davis, Lee M. Kleinman

SUBJECT Discussion on Next Steps for Proposed Solicitation and Anti-Litter Ordinance

The Quality of Life & Government Services Committee was last briefed on current regulations and potential amendments to strengthen existing anti-litter and solicitation ordinances on April 22, 2013.

As requested by the committee, a draft ordinance was discussed by City Council on May 15, 2013. In response to the City Council's concerns about litter created by free newspapers distributed without subscriptions, The Dallas Morning News has provided the attached information.

On December 9, 2013, the Quality of Life & Environment Committee will have an opportunity to discuss next steps for consideration of potential amendments to the anti-litter and solicitation ordinances.

Please let me know if you have questions.

A handwritten signature in black ink that reads "Joey Zapata".

Joey Zapata
Assistant City Manager

Attachment

cc: Honorable Mayor and Member of the City Council

A.C. Gonzalez, Interim City Manager
Warren M.S. Ernst, City Attorney
Daniel F. Solis, Administrative Judge
Rosa A. Rios, City Secretary
Craig D. Kinton, City Auditor
Ryan S. Evans, Interim First Assistant City Manager
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Jeanne Chipperfield, Chief Financial Officer
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Elsa Cantu, Assistant to the City Manager – Mayor and Council



MICHAEL S. RAWLINGS
Mayor

November 12, 2013

The Honorable Dwaine R. Caraway
Councilmember
Quality of Life Committee Chair
City of Dallas
1500 Marilla Street, 5FN
Dallas, Texas 75201

Dear Councilman Caraway:

You requested that I meet with management of the Dallas Morning News and Al Dia to discuss the City Council's concern in relation to the excess amount of newspapers that pile up from time to time in front of houses in Dallas.

I asked Jim Moroney, Publisher and CEO of The Dallas Morning News to review and assess their procedures, and look for ways to improve and minimize the problem. We had two conversations on this issue and attached you will find his response.

If we take any next steps as a council, it should first go through the Quality of Life Committee which you Chair. I greatly appreciate the attention and importance Mr. Moroney has given this matter, and hope we can all work together to find a feasible resolution.

Should you have any further comments or question, please feel free to contact me.

Best regards,

A handwritten signature in black ink, appearing to read "Michael S. Rawlings".

Michael S. Rawlings
Mayor

cc: Members of the Dallas City Council
AC Gonzalez, Interim City Manager
Jim Moroney, Publisher & CEO, Dallas Morning News

The Dallas Morning News

Jim Moroney

Publisher and Chief Executive Officer

October 29, 2013

Michael S. Rawlings, Mayor
Dallas City Hall
1500 Marilla Street
Dallas, Texas 75201

Mayor Rawlings,

As requested, here is the information on our delivery practices for Al Dia:

First, as a reminder, here are our current distribution processes:

- Household specific delivery model. Not a saturation delivery.
- Long-term tenured readership
 - Over 90% of Briefing & Al Dia subscribers have had delivery for over one year
- Strictly enforced expectations that carriers stop delivery after two or more papers are in lawns
- Direct phone line and email address is promoted on the bag and in the paper every delivery day to inform readers of how to stop delivery either temporarily for vacation or permanently.
- The same contractual delivery standards exist for Al Dia and Briefing as are in place for The Dallas Morning News.
- Three formal third party audits are performed each week to ensure delivery accuracy and confirm contractual delivery compliance.
- Delivery contractors perform routine audits on almost a daily basis to ensure contract compliance
- Electronic delivery lists are updated daily for all publications to ensure accurate delivery and immediate transmission of stop and start requests.

Second, here are some recent actions we have taken to further improve how we monitor the distribution of our free news publications:

- In addition to the three routine audits performed each week, two street-by-street audits of the entire city of Dallas have been done in the past 12 months. One in late 2012 and another this past Summer.
 - Every one of the ~110,000 addresses that receive Al Dia or Briefing was reviewed

- Third party auditors checked for out-of-compliance deliveries of Briefing, Al Dia, and La Estrella (Ft Worth Star-Telegram's Spanish language publication).
- In the 2012 audit 729 out-of-compliance deliveries were found
- The Summer 2013 audit results showed an improvement of 45% with 398 non-compliant deliveries. In both audits the error rate was less than 1%

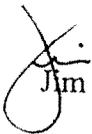
Here are additional steps we have taken since the Council took up this issue:

- Maintain bi-annual street-by-street audit of every district.
- Provide direct contact information for a senior executive for distribution at *The Dallas Morning News* to Council members for distribution to constituents and community watchdogs.

We work hard to make accurate household specific deliveries every day with every edition. We work diligently every week to remove deliveries that have not been picked up. We don't want our neighborhoods to look unkempt based on our delivery practices.

Al Dia is an important instrument of information for an important and growing segment of Dallas' voting population. I know we share the belief that a democracy will only flourish and endure if its citizens are well informed. Any overly burdensome distribution obligations that the city would impose on Al Dia would very likely result in our discontinuation of Al Dia distribution within the Dallas city limits in favor of greater circulation in the other incorporated municipalities in North Texas.

Regards,



Jim

Memorandum



CITY OF DALLAS

DATE December 6, 2013

Honorable Members of the Quality of Life & Environment Committee:
TO Dwaine R. Caraway (Chair), Sandy Greyson (Vice Chair), Adam Medrano,
Rick Callahan, Carolyn R. Davis, Lee M. Kleinman

SUBJECT Discussion on Resolution to Change Quality of Life & Environment Meeting Time to 9:00 AM

The 2014 City Council calendar, adopted on October 23, 2013, serves to inform the public of all standing City Council and Council Committee meetings. Currently, the calendar specifies that all Quality of Life & Environment Committee meetings in 2014 will begin at 9:30 a.m.

On December 9, 2013, the Quality of Life & Environment Committee will have the opportunity to request a resolution to amend the 2014 City Council calendar so that committee meetings are noted to begin at 9 a.m. on each designated date.

Please let me know if you need additional information.


Joey Zapata

Assistant City Manager

cc: Honorable Mayor and Member of the City Council
A.C. Gonzalez, Interim City Manager
Warren M.S. Ernst, City Attorney
Daniel F. Solis, Administrative Judge
Rosa A. Rios, City Secretary
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Frank Libro, Public Information Officer
Elsa Cantu, Assistant to the City Manager – Mayor and Council

Memorandum



CITY OF DALLAS

DATE December 6, 2013

TO The Honorable Members of the Quality of Life and Environment Committee: Dwaine Caraway (Chair), Sandy Greyson (Vice Chair), Adam Medrano, Rick Callahan, Carolyn Davis, Lee Kleinman

SUBJECT Item #22: Authorize a "Rescission of Notices" on Dallas/ Fort Worth International Airport Wetlands for U.S. Army Corps of Engineers

The Dallas/ Fort Worth International Airport ("Airport") is requesting that the Cities of Dallas and Fort Worth execute and file in the County Deed Records a "Rescission of Notices of Restriction" over 34.72 acres of wetlands in the Cities of Grapevine and Coppell. In order to construct Airport Runway 17L/35R, it was necessary to remove existing wetlands from Airport property. The U.S. Army Corps of Engineers ("Corps"), the federal agency charged with regulatory oversight of waters of the United States, required establishment of a wetlands mitigation area as mitigation for the loss of the original wetlands.

In order to comply with Corps requirements, in 1996 the Cities of Dallas and Fort Worth executed a Notice of Restriction in the Deed Records of Tarrant County providing public notice of the deed restrictions placed upon this parcel of property. **Exhibit A** of this memo displays the wetlands on Airport property.

Removal of the wetlands mitigation easement is required in order to enable the Airport to accomplish its commercial development goals for this portion of the Airport. Federal law permits owners of property with wetlands mitigation easements to purchase mitigation land bank credits for offset purposes. The Airport has purchased 10.5 credits from the Bunker Sands Mitigation Bank as a replacement for the wetlands mitigation easement. This purchase was approved by the Airport Board on September 5, 2013.

The Dallas City Council approved a deed restriction rescission for the adjoining 70.42 acre wetland mitigation local drainage easement area on May 22, 2013. That adjoining local drainage easement area was the recharge area for these 34.72 acre wetlands. Before the Airport could request the Cities of Dallas and Fort Worth to approve the deed restriction rescission for the 34.72 acres of wetlands, the Airport needed to complete the purchase of 10.5 wetlands credits from the wetlands mitigation bank.

In 2012 the Dallas/Fort Worth International Airport Board and the Cities of Dallas and Fort Worth signed a tax sharing agreement with the City of Coppell, stipulating that the owner cities will share in revenue generated from development in the portion of the City of Coppell that is on Airport property. Rescission of this wetland restriction will help facilitate development on that property.

The proposed development plan for this site, detailed in **Exhibit B**, includes constructing three buildings to be used for industrial purposes. It is estimated that the Cities of Dallas and Fort Worth

could receive \$1.5 Million of revenue annually from the proposed commercial development in the area. The City of Fort Worth will consider this item at their December 17, 2013 City Council meeting.

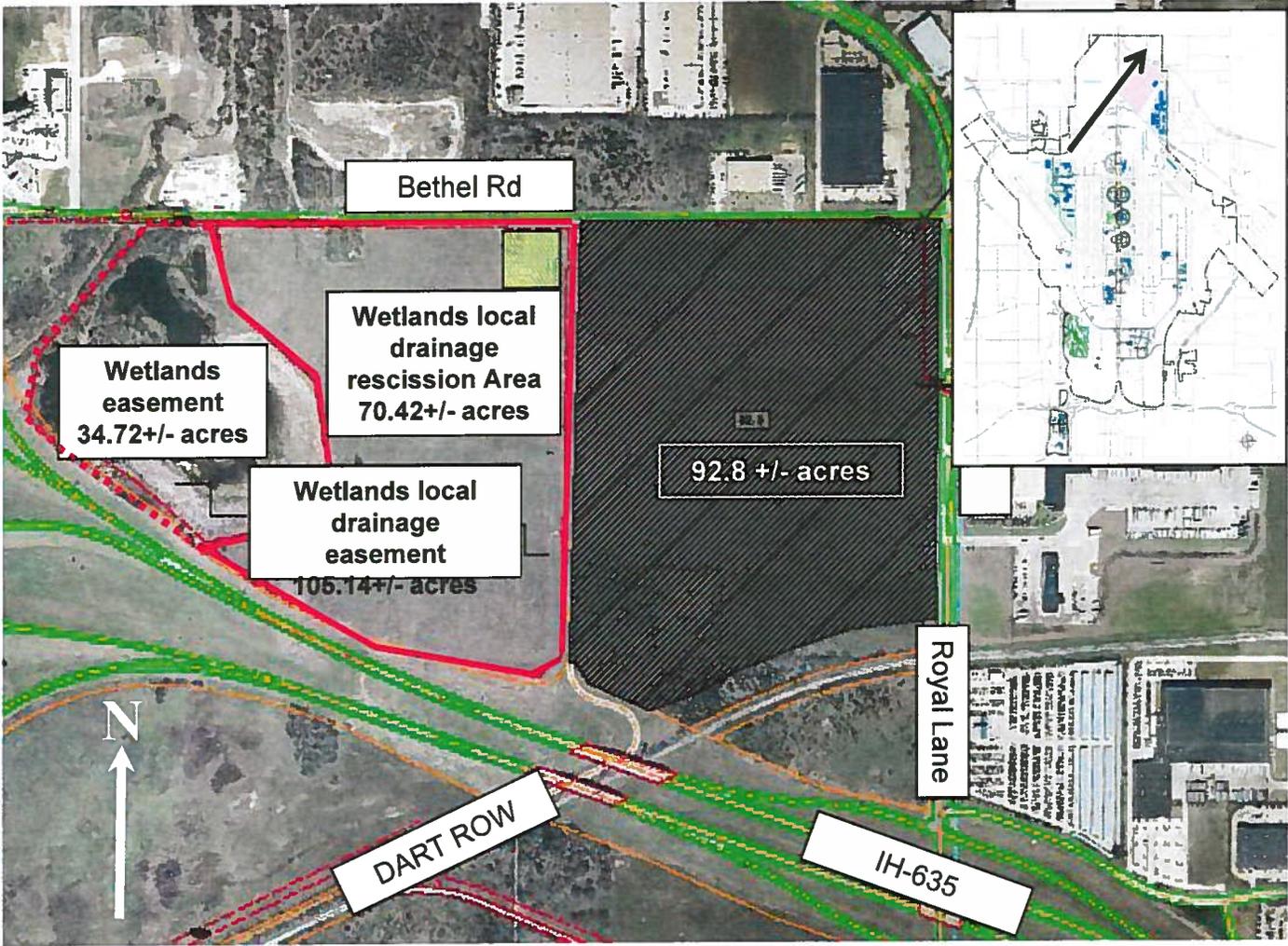
Please let me know if you have any questions or require additional information.



A.C. Gonzalez
Interim City Manager

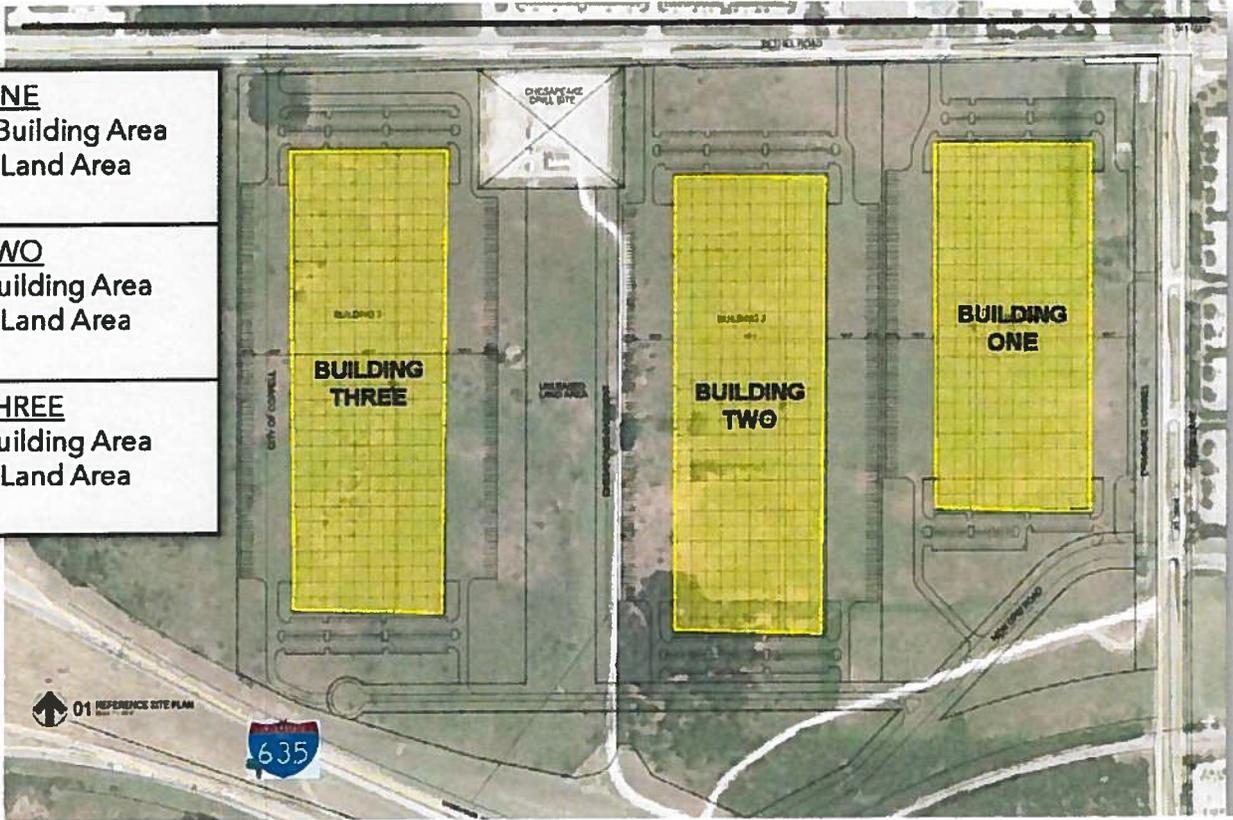
c: Warren M. S. Ernst, City Attorney
Judge Daniel F. Solis, Administrative Judge
Rosa A. Rios, City Secretary
Craig D. Kinton, City Auditor
Ryan S. Evans, Interim First Assistant City Manager
Jill A. Jordan, P. E., Assistant City Manager
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Theresa O'Donnell, Interim Assistant City Manager
Jeanne Chipperfield, Chief Financial Officer
Frank Libro, Public Information Officer
Elsa Cantu, Assistant to the City Manager – Mayor and Council

Exhibit A



Industrial Development Opportunity Proposed Site Plan

BUILDING ONE 624,000 SF Building Area 1,538,000 SF Land Area 35.30 Acres
BUILDING TWO 780,000 SF Building Area 1,943,000 SF Land Area 44.61 ACRES
BUILDING THREE 780,000 SF Building Area 1,929,000 SF Land Area 44.28 Acres



Memorandum



CITY OF DALLAS

DATE December 6, 2013

TO Honorable Members of the Quality of Life & Environment Committee:
Dwayne Caraway (Chair), Sandy Greyson (Vice Chair), Rick Callahan, Carolyn Davis,
Lee Kleinman, Adam Medrano

SUBJECT **Item #10: Authorize a six-year service contract for accredited registrar services for International Organization for Standardization 9001:2008, International Organization for Standardization 14001:2004 and the Occupational Health and Safety Standard 18001:2007**

The December 11, 2013 Council Agenda will include an item to award a six-year service contract for auditing City Management Systems (ISO 9001, ISO 14001, and OHSAS 18001) to UL DQS, Inc. in an amount not to exceed \$1,202,364.

This service contract will provide for an accredited registrar to plan, conduct, and report on single or integrated audits associated with the City's three Management Systems: ISO 9001, ISO 14001, and OHSAS 18001. These ISO and OHSAS standards are international standards that ensure customer service, product quality, and efficiency of operations; improved environmental performance of City operations; and improved health and safety performance, respectively. Independent third-party audits of these standards will maintain existing Management System certifications for various City departments plus certify certain new departments for the first time.

Attached is a brief PowerPoint presentation that provides additional information on the City's ISO programs and their benefits. If you have any questions or require additional information, please do not hesitate to contact me.

A handwritten signature in black ink, appearing to read 'Jill Jordan'.

Jill A. Jordan, P.E.
Assistant City Manager

c: Honorable Mayor and Members of the City Council
A.C. Gonzalez, Interim City Manager
Rosa A. Rios, City Secretary
Warren M.S. Ernst, City Attorney
Daniel F. Solis, Administrative Judge
Craig D. Kinton, City Auditor
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Theresa O'Donnell, Interim Assistant City Manager
Frank Libro, Public Information Officer
Elsa Cantu, Assistant to the City Manager



Authorization of a Contract for Accredited Registrar Services to Audit City ISO and OHSAS Management Systems



**Briefing to the Quality of Life & Environment Committee
December 9, 2013**



Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



ISO

- What is ISO?

- International Organization for Standardization (ISO) establishes standards for management in various types of business operations
- ISO is internationally recognized as the most prestigious set of management standards for organizations
- ISO registration must be validated by a third-party registrar which ensures compliance with the ISO standard

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



City of Dallas Management Systems

- The City is currently in the process of implementing and/or maintaining three (3) Management Systems:
 - Environmental (ISO 14001 - EMS) - Focus is on reducing environmental impacts of our operations and on regulatory compliance
 - Quality (ISO 9001 - QMS) - Focus is on operating more efficiently and meeting the needs and expectations of our customers
 - Occupational Health and Safety (OHSAS 18001 - OHSAS or OHS) - Focus is on improving our health and safety performance

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Implementation Status - Certified Departments

- When departments are ready, an independent third party auditor conducts a certification audit. Current status:
 - Environmental (ISO 14001) - 11 full departments certified
 - Quality (ISO 9001) - 8 full departments certified
 - Occupational Health and Safety (OHSAS 18001) - 6 full departments certified

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



City of Dallas Management System Implementation Status

Department	9001	Registration Date (9001)	14001	Registration Date (14001)	18001	Registration Date (18001)
Aviation	I		✓	Jun-08	P	
Code Compliance Services	✓	Dec-09	✓	Jun-08	✓	Nov-12
Communication & Info Service-Radio Shop	P		✓	Jun-08	P	
Convention & Event Services	✓	Dec-08	✓	Jun-08	✓	Dec-08
Courts & Detention Services-Marshal Services	✓	Dec-08	✓	Jun-08	✓	Dec-08
Business Development & Procurement Services	✓	May-10	NP		NP	
Dallas Fire-Rescue	NP		✓	Jun-08	NP	
Dallas Police Department	NP		✓	Jun-08	NP	
Dallas Water Utility	✓	Apr-12	✓	Jun-08	✓	Apr-12
Equipment & Building Services	✓	Apr-08	✓	Jun-08	✓	Apr-09
Human Resources	✓	Apr-12	NP		NP	
Library Services	✓	Dec-09	NP		✓	Jan-13
Office of Risk Management	I		NP		NP	
Public Works	I		✓	Jun-08	P	
Parks and Recreation	P		✓	Jun-08	P	
Sanitation Services-Landfill	✓	Oct-10	✓	Jun-08	P	
Street Services	✓	Apr-07	✓	Jun-08	I	
Sustainable Development & Construction	P		NP		NP	
Trinity Watershed Management-Engineering	P		P		P	
TWM - Flood Control	✓	Jan-13	✓	Jun-08	P	
I - In process P- Planned NP - Not to be implemented						

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



EMS: Environmental Policy



Environmental Policy

The City of Dallas is committed to a clean, safe, and healthy environment. As such, we will exercise environmental stewardship in our dealings with employees, other governments, citizens, City contractors, business and others in the community for our world today as well as for future generations. Caring for the environment is one of our core values, and this is demonstrated by ensuring our activities are in harmony with the natural world around us.

This commitment is embodied by the following actions:

- ❖ Implementation of programs and procedures with an intent to meet or exceed all applicable environmental laws and regulations.
- ❖ Continual improvement of our environmental performance through proactive environmental management and self-assessments and/or third-party assessments.
- ❖ Prevention of pollution at its source through implementation of best management practices and resource conservation measures to reuse, reclaim, and recycle materials we generate.
- ❖ Utilization of Environmental Management Systems, as appropriate for our operations, to provide a framework for systematically reviewing and reducing our environmental footprint.
- ❖ Employees will abide by all environmental regulations and demonstrate environmental compliance in their daily work practices.
- ❖ Educate City employees on Dallas' environmental policies and motivate and encourage employees to practice environmental stewardship by raising awareness and sensitivity to environmental issues through City policies, regulations, training, and interactive dialogue.
- ❖ Outreach to the citizens and businesses of our community by communication of this Policy and education on the importance of environmental stewardship for clean air and water and sustainable development for the City of Dallas.

Approved by Dallas City Council January 26, 2005.

Signed


Mary K. Suhm
City Manager

- Minimum ISO 14001 Commitments:
 - Meet or exceed environmental laws and regulations
 - Continual improvement on environmental performance
 - Pollution prevention at its source
- The City of Dallas Environmental Policy was approved by the City Council on January 26, 2005
- Policy applies generally to all City departments and employees
- 11 departments were selected for EMS implementation because their operations result in the greatest potential environmental impacts

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



EMS Implementation Milestones

- 2005-2008 Worked to implement ISO 14001 elements
- June 2008 Achieved ISO 14001 certification for 11 full departments
- 2008-2010 Successfully maintained ISO 14001 certification via 4 surveillance audits
- June 2011 Successfully achieved ISO 14001 recertification for 11 full departments
- 2011-2013 Successfully maintained ISO 14001 certification via 2 surveillance audits
- June 2014 Departments due for recertification

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Key Benefits of EMS

- Demonstrates to the public our commitment to reducing environmental impacts, setting measurable environmental improvement goals, and meeting legal requirements
- Shows that the City takes responsibility for its environmental footprint
- Improves reporting and performance, saves money, and reduces risks of fines and disastrous incidents
- Instills Environmental Stewardship into employees from Day 1 and empowers all staff to take responsibility for their environmental impacts
- Increases internal oversight of and accountability for environmental performance

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Examples of EMS Performance

- DWU - Surveyed 3729 miles of water main and marked a total of 641 leaks which saved an estimated 434,658,157 gallons of water during FY12
- EBS - Eliminated the potential of receiving fines of \$32,000 per day by creating and training staff on Work Instructions for the EBS Fuel System. This training eliminated the cost of mitigation due to potential contamination during FY11
- SAN - Between August 2012 and January 2013, the McCommas Bluff landfill saved 35,931 cubic yards of landfill space by recycling asphalt and concrete spoils during FY13

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



QMS: Quality Management Policy

Quality Management Policy

Approved by Dallas City Council 2/11/09

The City of Dallas shall pursue continual improvement in our delivery of customer service with its commitment to comply with requirements by efficiently using all available resources to enhance the vitality and quality of life for all in the Dallas community

Mary K. Suhm, City Manager



REV 2

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Key Benefits of QMS

- Why is ISO 9001 important to the City of Dallas?
 - Aligns everyday work with the environmental, quality, and safety & health policies
 - Sets and achieves quality goals
 - Provides targets that can be measured
 - Allows easy review of performance (with performance defined as improved product and service quality)
 - Provides accountability
 - Drives continual improvement in customer service
 - Utilizes repeatable and consistent processes
 - Reduces waste/duplicity (i.e., saves money)

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Examples of QMS Performance

- EBS - Improved management of fuel purchases resulted in savings of \$40K during FY11
- EBS - Automated billing and payment for the City's 2,650 electricity accounts resulted in savings of \$33K during FY11
- CTS - Completed Court Case Management System cleanup of more than 2,500 Work Release cases with a backlog of fines totaling \$398,500 during FY12
- SAN - Improved the Annual Tare Weight Inspection Process. Customers pay based upon actual loads delivered to landfill during FY12

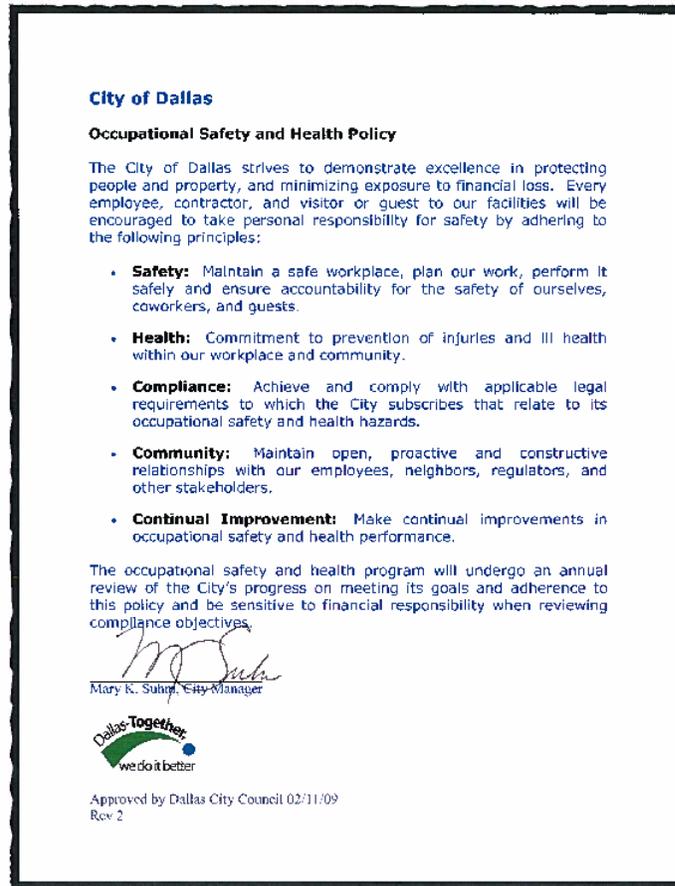
Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



OHSAS Policy



- OHSAS Policy
 - Approved January 24, 2007
 - Employees, visitors, contractors and guests are encouraged to take personal responsibility for safety:
 - Maintain a safe workplace
 - Prevent injuries and ill health
 - Continual improvement in safety
 - Policy updated February 11, 2009:
 - Prevention of injuries and ill health
 - Comply with legal and other requirements to which the City subscribes

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Key Benefits of OHSAS

- Improves operational efficiency
- Reduces accidents and injuries
- Increases identification, control and reduction of hazards
- Increases safety compliance
- Encourages more effective safety communication

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Examples of OHSAS Performance - FY12

(values includes all six OHSAS departments)

- Average Incurred Cost per Employee Injury Claim
 - OHSAS departments - \$3,950 - total # of claims = 32
 - Citywide departments - \$4,124 - total # of claims = 74

- Total number of vehicle collisions
 - OHSAS departments - 46
 - Citywide departments - 585

- Average Safety Training Hours per Employee
 - OHSAS departments - 5.46
 - Citywide departments - 4.98

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



New Accredited Registrar

- From 2007 - 2013 the City contracted with Bureau Veritas Certification North America, Inc. to provide accredited registration services by conducting and reporting on single and integrated audits associated with the ISO 9001:2008 standard, the ISO 14001:2004 standard and the OHSAS 18001:2007 standard within City departments
- Through the City procurement process UL DQS, Inc. has been selected as the new accredited registrar to conduct and report on single and integrated audits associated with the ISO 9001:2008 standard, the ISO 14001:2004 standard and the OHSAS 18001:2007 certification within City departments
 - Contract for professional services is for a period of six years and not to exceed \$1,202,364

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



UL DQS, Inc.

Who Are They?

➤ A Global Partner

- UL DQS is part of the international DQS UL Group with more than 60 offices in over 40 countries
- All companies of the DQS UL group strive for one common goal:
 - To improve their customers' management systems by offering value-added assessment services
- More than 2300 UL DQS auditors world-wide present a wide range of experience and proximity to their customers
- UL DQS provides results to be gained from their objective assessments in order to improve customer performance ability and results

Quality
ISO 9001

Environmental
ISO 14001

Safety
OHSAS 18001



Questions?



Quality
ISO 9001



Environmental
ISO 14001



Safety
OHSAS 18001

Memorandum



CITY OF DALLAS

DATE December 6, 2013

Honorable Members of the Quality of Life & Environment Committee:
TO Dwaine R. Caraway (Chair), Sandy Greyson (Vice Chair), Adam Medrano,
Rick Callahan, Carolyn R. Davis, Lee M. Kleinman

SUBJECT Items #54-63: Farmers Market Redevelopment Phase II

At the December 11th, 2013 City Council meeting, you will be asked to take action on a series of items for Phase II of the Farmers Market Redevelopment Project. Each set of items requests: 1) the authorization of a development agreement with DFM Developer, Ltd. or its affiliates to provide funding for the renovation and or development associated with the Farmers Market Redevelopment (Phase II); 2) the authorization of the Farmers Market TIF District Board of Directors to dedicate funding from Farmers Market TIF Revenues in accordance with the development agreement; and 3) authorize a resolution declaring the intent of Tax Increment Financing Reinvestment Zone Number Six to reimburse each entity for certain improvements related to the Farmers Market Redevelopment (Phase II).

This action follows the recommendation of the Farmers Market TIF Board of Directors on November 21, 2013 for the City Council to authorize development agreements with DFM Developer, Ltd./or its affiliates to dedicate future TIF revenues from the Farmers Market TIF District, and was most recently recommended for full Council approval by the Economic Development Committee on December 2, 2013.

The Agenda Information Sheets are attached for your review. Should you have any questions, feel free to reach me at 214-670-3296.



Ryan S. Evans
Interim First Assistant City Manager

cc: Honorable Mayor and Member of the City Council
A.C. Gonzalez, Interim City Manager
Warren M.S. Ernst, City Attorney
Daniel F. Solis, Administrative Judge
Rosa A. Rios, City Secretary
Craig D. Kinton, City Auditor
Jill A. Jordan, P.E., Assistant City Manager
Forest E. Turner, Assistant City Manager
Joey Zapata, Assistant City Manager
Charles M. Cato, Interim Assistant City Manager
Theresa O'Donnell, Interim Assistant City Manager
Jeanne Chipperfield, Chief Financial Officer
Frank Libro, Public Information Officer
Elsa Cantu, Assistant to the City Manager – Mayor and Council

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: December 11, 2013
COUNCIL DISTRICT(S): 2
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 45Q 45R

SUBJECT

Farmers Market Redevelopment, Phase II - Shed 1

- * Authorize **(1)** a development agreement with DF Market 1, LLC, to provide funding for the renovation of the Shed 1 Project (local farmers stalls) as part of the Farmers Market Redevelopment, Phase II located in Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District); and **(2)** the Farmers Market TIF District Board of Directors to dedicate up to \$300,000 from Farmers Market TIF revenues in accordance with the development agreement - Not to exceed \$300,000 - Financing: Farmers Market TIF District Funds
- * A resolution declaring the intent of Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District), to reimburse DF Market 1 LLC, in an amount not to exceed \$300,000 for certain improvements related to the Shed 1 Project of the Farmers Market Redevelopment, Phase II in the Farmers Market TIF District - Financing: No cost consideration to the City

BACKGROUND

On February 27, 2013, City Council authorized a Master Agreement for the redevelopment of the Dallas Farmers Market with DFM Developer, Ltd., (Brian Bergersen, Owner/Developer), which outlined a redevelopment plan for the Dallas Farmers Market. The approved Master Agreement redevelopment plan provides for: (1) the lease of Shed 1 for renovation and operation as a marketplace for local farmers and farm merchants and vendors to sell produce and other farm-related products; (2) the sale of Shed 2 for renovation for use by restaurants, specialty food vendors, other retail vendors, and a beer garden; (3) the sale of Sheds 3 and 4 for the development of retail, residential, and parking uses (including public parking for the market); (4) the sale of the auxiliary/administration building for its renovation for use as a culinary learning center, production studio, market administration office, retail leasing office, and retail; and (5) the sale of the remote parking area for redevelopment for outdoor activities, specifically a community garden and futsal fields.

BACKGROUND (Continued)

The development agreement under consideration is part of the Farmers Market Redevelopment Phase II for the renovation of the Shed 1 Project and additional improvements. Currently, Shed 1 is approximately 20,000 square feet of retail space for local farmers. Shed 1 will be completely renovated to meet the farmer's needs. A minimum of 60 bays/stalls for the local farmers, farm merchants and vendors will be renovated/built to suit the needs of the farmers. The new design will remove vehicular access from the shed and create pedestrian walkways and a display area in the shed. Improvements include public parking along Taylor Street and Pearl Street, pedestrian protection from vehicles and enhanced streetscape. A truck staging area will be located along Pearl Street. The streetscape will be enhanced along the Pearl Street.

The Farmers Market TIF funding request is for the refurbishing of this City-owned facility and installing sixty stall/bays for the local farmers, farm merchants and vendors. The designs for the project are reviewed and approved by the Dallas Design Studio and Peer Review Committee.

Separate Council Items under consideration on this agenda – TIF Agreements:

Total TIF funding allocated for all the Projects in the Farmers Market Redevelopment Phase II is in an amount not to exceed \$13,335,331.

Shed 2 Project:

The existing Shed 2 of approximately 28,000 square feet, will be renovated to showcase a variety of Dallas based restaurants and specialty food vendors. The improvements also include construction of a public "beer garden" located at the Southeast corner of Harwood Street and Marilla Street. The TIF funding request for the Shed 2 is in an amount not to exceed \$355,477.

Mixed-use development/Shed 3 and Shed 4 Project:

Shed 3 & 4 will be demolished and the space will be turned into a mixed-use development. A new building will be constructed with approximately 240 apartments (200,000 square feet for residential use) in 5-6 stories of wood frame and concrete frame construction, plus ground floor retail of approximately 16,000 square feet. This building will include 544 parking spaces (300 city owned public parking spaces and 244 private parking spaces). The TIF funding request for the mixed-use development is in an amount not to exceed \$8,536,486.

2101 and 2111 Taylor Street Project:

The improvements to 2101 and 2111 Taylor Street will include approximately 25,000 square feet of commercial restaurant / retail, plus 60 residential units and 60 parking spaces. The TIF funding request for the public parking on Taylor Street, is in an amount not to exceed \$3,553,480.

BACKGROUND (Continued)

Futsal Project:

The existing site of approximately 1.8 acres of remote parking space will be redeveloped to create futsal fields, a fitness track and a community garden. The improvements include three futsal fields, walking/jogging trail, aluminum bleacher seating, lighting, restrooms and storage. A portion of the area will be converted to a community garden. The TIF funding request for the community garden and futsal fields in an amount not to exceed \$589,888.

ESTIMATED SCHEDULE OF SHED 1 PROJECT

Begin Renovation Work	October 2014
Complete Renovation Work	October 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, Farmers Market TIF District by Ordinance No. 23521, as amended.

On August 25, 1999, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District by Ordinance No. 24001, as amended.

On February 27, 2013, by Resolution No. 13-0447, the City Council authorized a Master Agreement for the Redevelopment of the Dallas Farmers Market with DFM Developer, Ltd.

On March 27, 2013, by Ordinance No. 28951, the City Council authorized amendments to the Farmers Market TIF Project and Financing Plan, including the expansion of the geographic boundaries of the TIF district to include the Dallas Farmers Market property.

On March 27, 2013, by Resolution No. 13-0535, the City Council authorized the City Manager to execute a 30-year lease agreement, with two, five-year renewal options, for the Dallas Farmers Market Shed 1.

On June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS) (Continued)

On November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./or its affiliate, and to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331.

On December 2, 2013, the Economic Development Committee was briefed on the proposed Farmers Market Redevelopment, Phase II.

FISCAL INFORMATION

\$300,000 - Farmers Market TIF District Funds

OWNER

DF Market 1, LLC

Brian Bergersen
Owner/Developer

DEVELOPER

DF Market 1, LLC

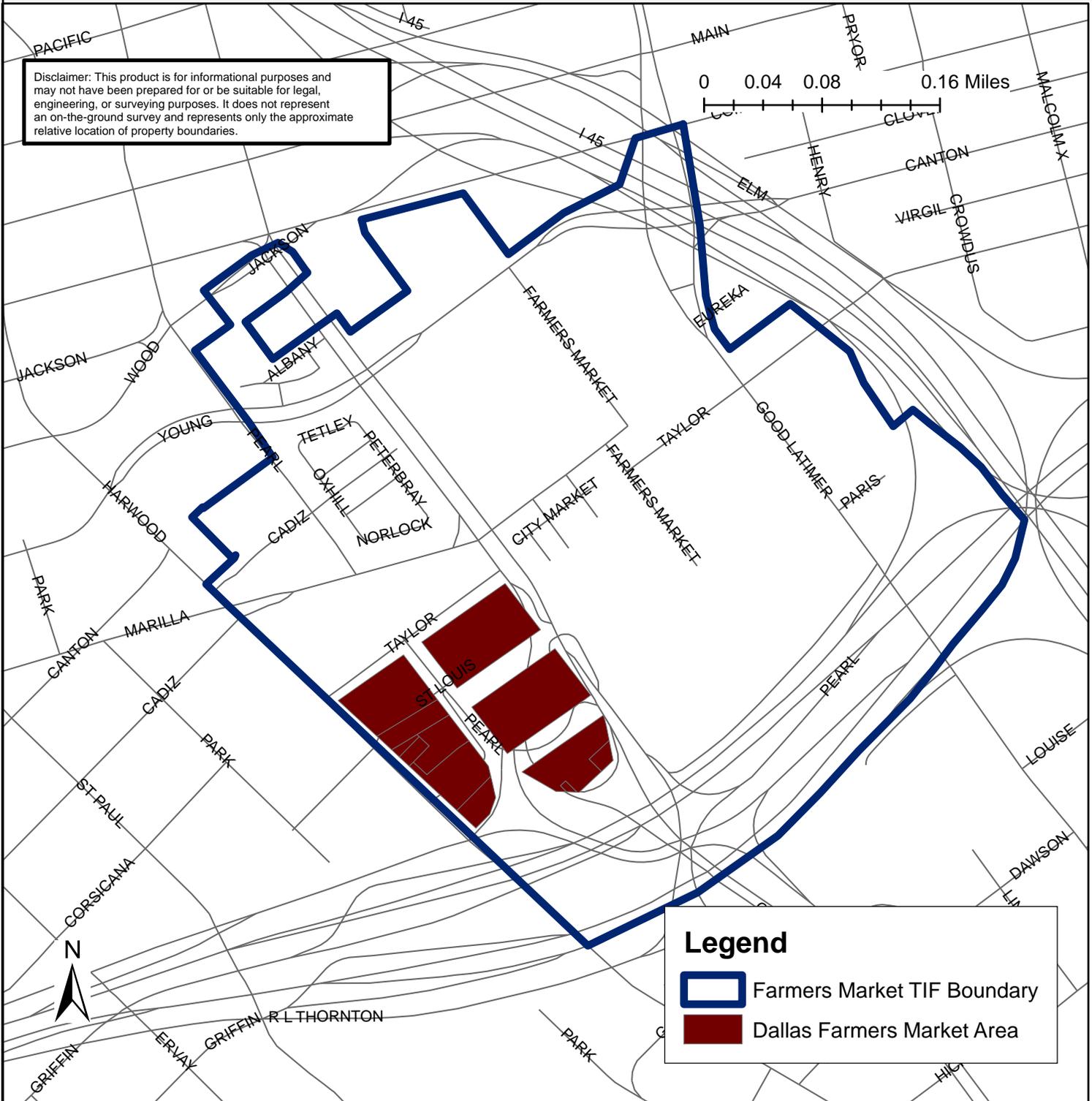
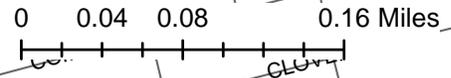
Brian Bergersen
Owner/Developer

MAP

Attached.

Dallas Farmers Market Area

Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.



Legend

-  Farmers Market TIF Boundary
-  Dallas Farmers Market Area

City of Dallas

Office of Economic Development

<http://www.Dallas-EcoDev.org>

Created 1/2013

Note: The proposed improvements coincide with the Downtown Dallas 360 Plan and Parks Master Plan for the area. Most of these improvements can be funded by the

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized an amendment to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./or its affiliates, in the Farmers Market TIF District, and recommended City Council authorize a development agreements with DFM Developer, Ltd./or its affiliates, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan, the City desires to reimburse DF Market 1 LLC, for the costs of the renovation of the Shed 1 Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That City Manager, upon approval as to form by the City Attorney's Office is hereby authorized to execute a development agreement with DF Market 1, LLC, and that future Farmers Market TIF revenues in an amount not to exceed \$300,000 are hereby dedicated to TIF-eligible project costs associated with the Shed 1 Project, shown in the TIF funded Shed 1 Project budget, attached hereto as **Exhibit A**, as part of the implementation of the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan.

Section 2. That the facts and recitations contained in the preamble of this resolution are hereby found and declared to be true and correct.

Section 3. That the City Controller is hereby authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Farmers Market TIF District Fund

Fund 0036, Department ECO, Unit P844, Activity TFFM, Object 4510, Program No. FMTIF0007, CT ECOP844B249, Vendor No. VS0000082184 in an amount not exceed \$300,000; and

Total amount not to exceed \$300,000 for the Shed 1 Project, Farmers Market Redevelopment, Phase II.

Section 4. That DF Market 1, LLC, shall fund the TIF-eligible costs of the Shed 1 Project, Farmers Market Redevelopment, Phase II. DF Market 1, LLC, will be reimbursed (in an amount not to exceed \$300,000) solely from the Farmers Market TIF District Funds in accordance with the terms of the development agreement described in hereof, but only to the extent such Farmers Market TIF District funds are available for such purpose.

Section 5. That nothing in this resolution shall be construed to require the City to approve funding from any source of City funds other than the Farmers Market TIF District funds. Any funds expended by DF Market 1 LLC, under the development agreement, that have not been paid, due to lack of or unavailability of Farmers Market TIF District funds shall no longer be considered project costs of the Farmers Market TIF District, and the obligation of the Farmers Market TIF District or the City to reimburse DF Market 1 LLC, shall automatically expire.

December 11, 2013

Section 6. That in addition to the conditions set out in the Sections above, the Development Agreement is hereby expressly made subject to all of the following contingencies which must be performed or occur:

- a. Pull a building permit for Shed 1 by October 1, 2014;
- b. Invest a minimum of \$800,000 for Shed 1 improvements by October 1, 2015, in accordance with Section 5 of that certain Shed 1 Lease Agreement by and between City and DF Market 1 LLC;
- c. Complete the public improvements associated with Shed 1 and obtain a final certificate of acceptance issued by the City by October 1, 2015;
- d. Build a minimum of 60 bays/stalls for the local farmers, farm merchants and vendors and obtain a certificate of occupancy for the stalls by October 1, 2015;
- e. Execute an operating and maintenance agreement for the “non-standard public improvements” in the public right-of-way associated with the project by June 30, 2015. For purposes of this Agreement, “non-standard public improvements” means improvements which exceed City’s standard design requirements as determined by City’s Department of Public Works as agreed by Owner, but does not include any paved roadways or below grade improvements, such as water, storm water, sanitary sewer or other utility systems.–DF Market 1 LLC will be required to maintain the non-standard improvements under the operating and maintenance agreement from the time of their completion through October 1, 2035;
- f. Comply with all the City’s M/WBE Fair Share policies with a goal of thirty percent (30%) participation for the TIF eligible public improvement project and for the private improvement construction with a participation goal in an amount of 10% of total private construction cost (this amount is based on the total proportion of TIF financial participation in the project) construction and meet all reporting and procedural requirements;
- g. Submit quarterly (once in every three months, starting from the construction start date) project status reports to the Office of Economic Development Staff beginning on January 1, 2015; and
- h. Construct public and private improvements that conform in design and materials shown in renderings approved by Office of Economic Development staff, City of Dallas Design Studio and Peer Review Committee (**Exhibit B, Plan & Conceptual Renderings**), subject to zoning changes, if any. Minor modifications can be approved by the Dallas Design Studio, if needed.

Section 7. That TIF funds, in an amount not to exceed \$300,000, will begin to be reimbursed upon completion of the Shed 1 Project obligations (above required elements) and all TIF funding is subject to the terms of the Farmers Market TIF Increment Allocation Policy attached as **Exhibit C**.

December 11, 2013

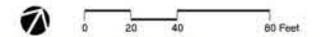
Section 8. That the Director of Office of Economic Development, after approval and recommendation of the Farmers Market TIF District Board of Directors, may authorize an extension of the project completion deadlines of up to 6 months.

Section 9. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Shed 1 Project
Cost Estimates

Description		Amount
Improvements to Shed 1: Painting, plumbing, concrete, refurbishment, landscape and streetscape improvements		\$300,000
TIF Request		\$300,000

Note: No interest shall accrue on any portion of the TIF subsidy.
Maximum recommended TIF funding for Shed 1 Project is
\$300,000.



FARMERS MARKET SHED 1

**DALLAS FARMERS MARKET
DALLAS, TX**



Good Fulton & Farrell Architects

2908 Fairmount Street
Suite 300
Dallas, Texas 75201
214-303-0200/Tel
214-303-0522/Fax
www.gff.com



VIEW FROM NORTHWEST

Shed 1 - Farmer's Market
Dallas, Texas



Good Fulton & Farrell Architects

3908 Fairmount Street
Suite 300
Dallas, Texas 75201

214-303-0500/Tel
214-303-0527/Fax
www.gff.com

**TIF Increment Allocation Policy
Farmers Market TIF District
November 21, 2013**

It is important for the City of Dallas to encourage as many projects as possible and also allocate Farmers Market TIF District funds to Developers, based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District rather than on a first come first serve basis.

Definitions:

Project (TIF-eligible) - development or redevelopment that adds taxable real property value at a particular site or is a space or facility of public benefit such as open space, trails or cultural facilities. The Project has been approved for TIF funds and all requirements set forth in the development agreement have been completed.

Developer – A person or entity that has completed all requirements for a TIF-eligible Project as set out in the fully executed development agreement for the Project.

Related Project/Developer– if a Developer or a Developer's affiliates (as defined in a development agreement) has other development or redevelopment projects in addition to a TIF-eligible Project, increment from those Related Project(s) may be included in Individual Increment for reimbursement of the TIF-eligible Project expenses. These requirements will be further specified in a development agreement where applicable.

Related Projects must create new taxable real property value for the District based on the following criteria:

- New development on previously vacant land or demolished structures.

Total Increment– the annual amount of increment deposited into the TIF fund from the participating jurisdictions.

Individual Increment – the portion of the increment that a Project or Related Project creates each year.

Net Individual Increment – Individual Increment less the Project's and/or Related Project's portion of Administrative Expenses each year. This portion will be based on the ratio of Individual Increment to Total Increment.

Administrative Expenses – the City will take a share of TIF revenue from this District for the amount it bills to the District for costs necessary for administration of the TIF District program, which may include charges from other departments, each year.

District-Wide Improvements – improvements that are not specific to a single development site such as gateways, trails, open space, public facilities, or utility/streetscape improvements benefiting multiple properties or blocks.

Shared Increment – the Total Increment less (1) the portion of Administrative Expenses not already deducted from Individual Increment, (2) a set-aside for District-Wide Improvements if applicable, and (3) the sum of the Individual Increments of all eligible Developers.

Available Cash - cash in the Farmers Market TIF District fund that is not already allocated, encumbered, or otherwise set aside for other purposes.

Procedure:

Annually, after the Total Increment has been deposited in the TIF fund, the fund will pay or set aside Administrative Expenses based on a ratio of Individual Increments and any remaining costs from unallocated increment in the TIF fund. After Administrative Expenses and any District-Wide Improvement allocation have been paid or set aside, Developers approved for TIF funding from the Farmers Market TIF District will be eligible to receive their Net Individual Increment.

In addition to their Net Individual Increment, the Developers of the Dallas Farmers Market site will be eligible to receive a portion of any Shared Increment. The Shared Increment allotted to an eligible Developer shall be a ratio of an eligible Developer's Individual Increment to the sum of the Individual Increments for all Projects eligible for reimbursement for that year.

Dallas Central Appraisal District (DCAD) certified values for each tax year will be the data source used to determine values for the increment allocation procedure. However, no increment allocation will be made unless a total Project or specific phase as defined in a development agreement is completed by May 1st of a given year. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

District-Wide Improvement Set-Aside

Once the pre-existing agreement with Perry Homes has been fully reimbursed, up to 20% of the total Increment may be set-aside for District-Wide improvements as determined by TIF Board on October 28, 2008.

Accumulated District-Wide Improvement Set-Aside funds may be allocated by the Board for improvements that benefit the Farmers Market TIF District. Specific improvement projects are to be determined and the amount of this set aside will be reviewed annually based on updated financial projections and District needs.

If there is future revenue from the parking, those funds will be allocated towards the District-Wide Improvement Set-Aside.

Pre-existing Agreements

This Increment Allocation Policy does not affect the development agreement with Perry Homes for the Farmers Market Way Town Homes development. This Project shall be reimbursed according to the development agreement, which states that the Developer will be paid on first come first serve basis after paying administrative expenses. The Project will be reimbursed after meeting all terms of the development agreement. If the Project fails to meet the requirements, the agreement will be terminated and the TIF funds will be reallocated to the District-Wide Improvement Set-Aside.

The Farmers Market Square Project shall be reimbursed according to their development Agreement, which states that the Developer will be paid their own increment and a portion of the Shared Increment after the administrative expenses and District-Wide Improvement Set-Aside.

Currently, there are sufficient Farmers Market TIF funds to fully reimburse the existing commitments (Perry Homes and Farmers Market Square Project) upon meeting all the terms of the development agreement.

Farmers Market Redevelopment Project increment set-aside

After the TIF subsidies due the developers with pre-existing development agreements have been paid, all TIF funds (other than those required to pay administrative expenses) that become available from (1) the Farmers Market Redevelopment Project Individual Increments and (2) those properties located within the boundaries of the Farmers Market TIF District as of March 27, 2013 (the Shared Increment), shall be paid to the Farmers Market Redevelopment Project Developer until said Developer has received the full amount that it is due under the TIF development agreements between said Developer and City and that no other person shall be entitled to receive any of the TIF funds available from such sources unless and until said Developer has received the full amount that it is due under its TIF development agreements with City. Notwithstanding the foregoing, said Developer understands that (1) it will not be entitled to receive any of the TIF funds which may become available from any future development in the Farmers Market TIF District, other than from (a) the Farmers Market Redevelopment Project and (b) those properties located within the boundaries of the Farmers Market TIF District as of the date of March 27, 2013, and (2) any future developments in the Farmers Market TIF District will be eligible to receive only the TIF increment generated by such future developments until such time as the Farmers Market Redevelopment Project Developer has received the full amount that it is due under its TIF development agreements with City.

Notes:

In general, the assignment of increment will be done annually, after each participating jurisdiction has deposited its annual increment into the TIF fund. Upon completion of a Project, developers are eligible to be reimbursed for TIF eligible expenditures from Available Cash currently in the TIF fund, if any.

If the appraised value of the remaining property in the TIF District decreases in value despite new development and as additional TIF Projects are approved and completed, the TIF subsidy for Projects that year may be reduced or unpaid. Similarly, if the sum of (1) Administrative Expenses, (2) District-Wide Improvements, and (3) the sum of the Individual Increments is greater than the Total Increment, then the Individual Increments shall be allotted on a proportional basis based on the ratio of each Developer's Individual Increment to the sum of the Individual Increments for that year. If there is no revenue available after administrative expenses, there will be no increment payments that year.

At its discretion, the Farmers Market TIF District TIF Board may make modifications or corrections to this Policy to increase its effectiveness.

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized an amendment to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan, the City desires to reimburse DF Market 1, LLC. for the costs of the renovation of the Shed 1 Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That the findings, determinations and certifications contained in the recitals above are incorporated herein for all purposes.

Section 2. That the issuer expects to incur debt as one or more series of obligation for the purpose of paying the costs of the Shed 1 Project.

The following is a general functional description of the Project for which the expenditures to be reimbursed or paid and a statement of the maximum principal amount of debt expected to be issued for such reimbursement purposes.

Project Description

Debt To Be Issued

Shed 1 Project

Not to exceed \$300,000

Painting, plumbing, concrete

Refurbishment, landscaping and

Streetscape improvements, as shown in **Exhibit A**

Section 3. That the total Farmers Market TIF District participation in the Shed 1 Project for cost of painting, plumbing, concrete, refurbishing, landscaping, streetscape improvements and other public improvements associated with Shed 1 of the Farmers Market, Phase II shall not exceed the amount of \$300,000 all in accordance with the terms of said development agreement.

Section 4. That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Farmers Market TIF Fund and/or Tax Increment Bonds. Any funds expended under the development agreement that remain unpaid upon termination of the Farmers Market TIF, due to lack or unavailability of Farmers Market TIF Funds shall no longer be considered project costs of the Farmers Market TIF District or the City to pay the DF Market 1, LLC shall automatically expire.

Section 5. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Shed 1 Project
Cost Estimates

Description		Amount
Improvements to Shed 1: Painting, plumbing, concrete, refurbishment, landscape and streetscape improvements		\$300,000
TIF Request		\$300,000

Note: No interest shall accrue on any portion of the TIF subsidy.
Maximum recommended TIF funding for Shed 1 Project is
\$300,000.

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: December 11, 2013
COUNCIL DISTRICT(S): 2
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 45 Q 45 R

SUBJECT

Farmers Market Redevelopment, Phase II - Shed 2

- * Authorize **(1)** a development agreement with DF Market 2, LLC, to provide funding for the renovation of the Shed 2 Project as part of the Farmers Market Redevelopment, Phase II located in Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District); and **(2)** the Farmers Market TIF District Board of Directors to dedicate up to \$355,477 from Farmers Market TIF revenues in accordance with the development agreement - Not to exceed \$355,477 - Financing: Farmers Market TIF District Funds
- * A resolution declaring the intent of Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District), to reimburse DF Market 2, LLC, in an amount not to exceed \$355,477 for certain improvements related to the Shed 2 Project of the Farmers Market Redevelopment, Phase II in the Farmers Market TIF District - Financing: No cost consideration to the City

BACKGROUND

On February 27, 2013, City Council authorized a Master Agreement for the redevelopment of the Dallas Farmers Market with DFM Developer, Ltd., (Brian Bergersen, Owner/Developer), which outlined a redevelopment plan for the Dallas Farmers Market. The approved Master Agreement redevelopment plan provides for: (1) the lease of Shed 1 for renovation and operation as a marketplace for local farmers and farm merchants and vendors to sell produce and other farm-related products; (2) the sale of Shed 2 for renovation for use by restaurants, specialty food vendors, other retail vendors, and a beer garden; (3) the sale of Sheds 3 and 4 for the development of retail, residential, and parking uses (including public parking for the market); (4) the sale of the auxiliary/administration building for its renovation for use as a culinary learning center, production studio, market administration office, retail leasing office, and retail; and (5) the sale of the remote parking area for redevelopment for outdoor activities, specifically a community garden and futsal fields.

BACKGROUND (Continued)

The development agreement under consideration is part of the Farmers Market Redevelopment Phase II for the Shed 2 Project. The existing Shed 2 of approximately 28,000 square feet, will be renovated to showcase a variety of Dallas based restaurants and specialty food vendors. The improvements also include construction of a public “beer garden” located at the Southeast corner of Harwood Street and Marilla Street.

The Farmers Market TIF funding in the form of a TIF Grant is requested for the Shed 2 façade and retail space improvements and for the Beer Garden. The designs for the project are reviewed and approved by the Dallas Design Studio and Peer Review Committee.

Separate Council Items under consideration on this agenda – TIF Agreements:

Total TIF funding allocated for all the Projects in the Farmers Market Redevelopment, Phase II is in an amount not to exceed \$13,335,331.

Shed 1 Project:

Existing Shed 1 is approximately 20,000 square feet of local farmer’s stall space. Shed 1 will be completely renovated to meet the farmer’s needs. The new design will remove vehicular access from the shed and create pedestrian walkways and a display area in the shed. Improvements include public parking along Taylor Street and Pearl Street, pedestrian protection from vehicles and enhanced streetscape. A truck staging area will be located along Farmers Way Street. The streetscape will be enhanced along the two streets (Farmers Way and Pearl Street). The TIF funding request for the Shed 1 is in an amount not to exceed \$300,000.

Mixed-use development/Shed 3 and Shed 4:

Sheds 3 & 4 will be demolished and the space will be turned into a mixed-use development. A new building will be constructed with approximately 240 apartments (200,000 square feet for residential use) in 5-6 stories of wood frame and concrete frame construction, plus ground floor retail of approximately 16,000 square feet. This building will include 544 parking spaces (300 city owned public parking spaces and 244 private parking spaces). The TIF funding request for the mixed-use development is in an amount not to exceed \$8,536,486.

2101 and 2111 Taylor Street Project:

The improvements to 2101 and 2111 Taylor Street will include approximately 25,000 square feet of commercial restaurant / retail, plus 60 residential units and 60 parking spaces. The TIF funding request for the public parking on Taylor Street, is in an amount not to exceed \$3,553,480.

BACKGROUND (Continued)

Futsal Project:

The existing site of approximately 1.8 acres of remote parking space will be redeveloped to create futsal fields, a fitness track and a community garden. The improvements include three futsal fields, walking/jogging trail, aluminum bleacher seating, lighting, restrooms and storage. A portion of the area will be converted to a community garden. The TIF funding request for the Futsal Project is in an amount not to exceed \$589,888.

ESTIMATED SCHEDULE OF SHED 2 PROJECT

Begin Renovation Work	October 2014
Complete Renovation Work	December 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, Farmers Market TIF District by Ordinance No. 23521, as amended.

On August 25, 1999, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District by Ordinance No. 24001, as amended.

On February 27, 2013, by Resolution No. 13-0447, the City Council authorized a Master Agreement for the Redevelopment of the Dallas Farmers Market with DFM Developer, Ltd.

On March 27, 2013, by Ordinance No. 28951, the City Council authorized amendments to the Farmers Market TIF Project and Financing Plan, including the expansion of the geographic boundaries of the TIF district to include the Dallas Farmers Market property.

On March 27, 2013, by Resolution No. 13-0535, the City Council authorized the City Manager to execute a 30-year lease agreement, with two, five-year renewal options, for the Dallas Farmers Market Shed 1.

On June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS) (Continued)

On November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, and to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331.

On December 2, 2013, the Economic Development Committee was briefed on the proposed Farmers Market Redevelopment, Phase II.

FISCAL INFORMATION

\$355,477 - Farmers Market TIF District Funds

OWNER

DF Market 2, LLC

Brian Bergersen
Owner/Developer

DEVELOPER

DF Market 2, LLC

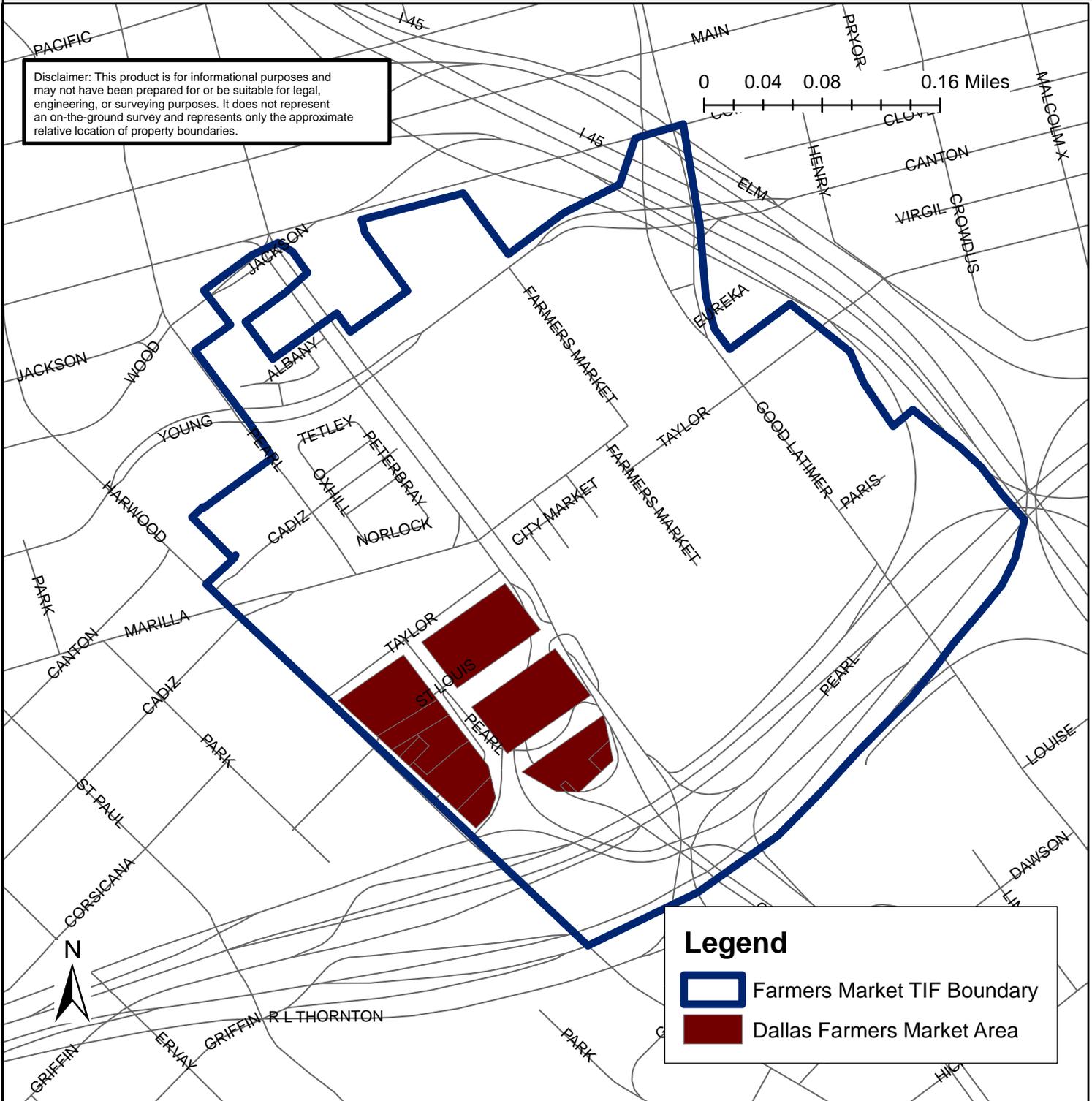
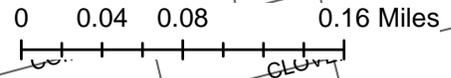
Brian Bergersen
Owner/Developer

MAP

Attached.

Dallas Farmers Market Area

Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.



Legend

-  Farmers Market TIF Boundary
-  Dallas Farmers Market Area

City of Dallas

Office of Economic Development

<http://www.Dallas-EcoDev.org>

Created 1/2013

Note: The proposed improvements coincide with the Downtown Dallas 360 Plan and Parks Master Plan for the area. Most of these improvements can be funded by the

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized an amendment to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project ; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan, the City desires to reimburse DF Market 2 LLC, for the costs of the Shed 2 Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That City Manager, upon approval as to form by the City Attorney's Office is hereby authorized to execute a development agreement with DF Market, 2 LLC, and that future Farmers Market TIF revenues in an amount not to exceed \$355,477 are hereby dedicated to TIF-eligible project costs associated with the Shed 2 Project, shown in the TIF funded Shed 2 Project budget, attached hereto as **Exhibit A**, as part of the implementation of the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan.

Section 2. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 3. That the City Controller is authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Farmers Market TIF District Fund

Fund 0036, Department ECO, Unit P845, Activity TFFM, Object 4510, Program No. FMTIF0008, CT ECOP845B250-01, Vendor No. VS0000082186 in an amount not exceed \$355,477; and

Total amount not to exceed \$355,477 for the Farmers Market Redevelopment, Phase II, Shed 2 Project.

Section 4. That DF Market 2, LLC, shall design, fund the TIF-eligible costs of the Shed 2 Project, Farmers Market Redevelopment, Phase II, DF Market 2, LLC, will be reimbursed (in an amount not to exceed \$355,477) solely from the Farmers Market TIF District Funds in accordance with the terms of the development agreement described in hereof, but only to the extent such Farmers Market TIF District funds are available for such purpose.

Section 5. That nothing in this resolution shall be construed to require the City to approve funding from any source of City funds other than the Farmers Market TIF District funds. Any funds expended by DF Market 2, LLC, under the development agreement, that have not been paid, due to lack of or unavailability of Farmers Market TIF District funds shall no longer be considered project costs of the Farmers Market TIF District, and the obligation of the Farmers Market TIF District or the City to reimburse DF Market 2, LLC, shall automatically expire.

December 11, 2013

Section 6. That in addition to the conditions set out in the Sections above, the Development Agreement is hereby expressly made subject to all of the following contingencies which must be performed by the Developer or occur:

- a. Pull a building permit for Shed 2 Project by October 1, 2014;
- b. Invest a minimum of \$1,784,987 for Shed 2 improvements by December 31, 2015;
- c. Complete the public improvements associated with Shed 2 and obtain a final certificate of acceptance issued by the City by December 31, 2015;
- d. Execute an operating and maintenance agreement for the “non-standard public improvements” in the public right-of-way associated with the project by December 31, 2015. For purposes of this Agreement, “non-standard public improvements” means improvements which exceed City’s standard design requirements as determined by City’s Department of Public Works as agreed by Owner, but does not include any standard paved roadways or below grade improvements, such as water, storm water, sanitary sewer or other standard utility systems. The Owner will be required to maintain the non-standard improvements under the operating and maintenance agreement from the time of their completion through October 1, 2035;
- e. Comply with all the City’s M/WBE Fair Share policies with a goal of 10% of total private construction cost (this amount is based on the total proportion of TIF financial participation in the project) and meet all the reporting and procedural the requirements;
- f. Submit quarterly (once in every three months, starting from the construction start date) project status reports to the Office of Economic Development Staff beginning on December 31, 2014; and
- g. Construct public and private improvements that conform in design and materials shown in renderings approved by Office of Economic Development staff, City of Dallas Design Studio and Peer Review Committee (**Exhibit B, Plan & Conceptual Renderings**), subject to zoning changes, if any. Minor modifications can be approved by the Dallas Design Studio, if needed.

Section 7. That TIF funds, in an amount not to exceed \$355,477, will begin to be reimbursed upon completion of the Shed 2 Project obligations (above required elements) and subject to the terms of the Farmers Market TIF Increment Allocation Policy, attached as **Exhibit C**.

Section 8. That the Director of Office of Economic Development, after approval and recommendation of the Farmers Market TIF District Board of Directors, may authorize an extension of the project completion deadlines up to 6 months.

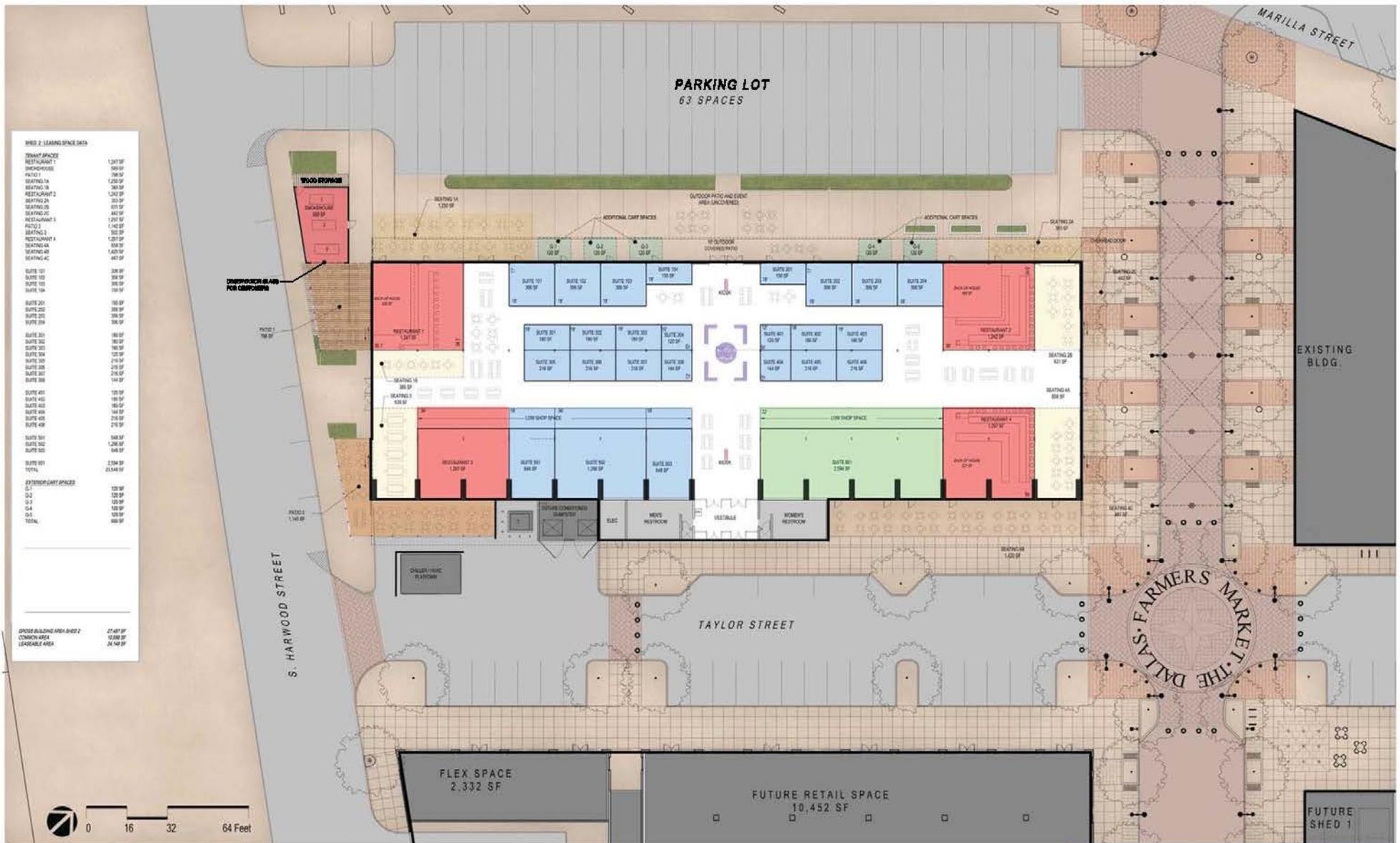
December 11, 2013

Section 9. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Shed 2 Project
Cost Estimates

Description		Amount
Improvements to Shed 2: TIF Grant for streetscape and public open space improvements		\$355,477
TIF Request		\$355,477

Note: No interest shall accrue on any portion of the TIF subsidy. Maximum recommended TIF Grant funding for Shed 2 improvements is \$355,477.



SHEED 2 - LEASING SPACE DATA

TENANT SPACES	
RESTAURANT 1	1,247 SF
SMOKESHOP	589 SF
OFFICE	788 SF
SEATING 1A	1,226 SF
SEATING 1B	389 SF
RESTAURANT 2	1,242 SF
SEATING 2A	332 SF
SEATING 2B	332 SF
SEATING 2C	482 SF
RESTAURANT 3	1,247 SF
OFFICE	1,162 SF
SEATING 3A	332 SF
RESTAURANT 4	1,237 SF
SEATING 4A	332 SF
SEATING 4B	426 SF
SEATING 4C	487 SF
OFFICE	
SUITE 101	336 SF
SUITE 102	336 SF
SUITE 103	336 SF
SUITE 104	139 SF
RESTAURANT	
SUITE 201	186 SF
SUITE 202	336 SF
SUITE 203	336 SF
SUITE 204	336 SF
SEATING	
SUITE 301	186 SF
SUITE 302	186 SF
SUITE 303	186 SF
SUITE 304	122 SF
SUITE 305	214 SF
SUITE 306	214 SF
SUITE 307	214 SF
SUITE 308	144 SF
OFFICE	
SUITE 401	129 SF
SUITE 402	186 SF
SUITE 403	186 SF
SUITE 404	144 SF
SUITE 405	214 SF
SUITE 406	214 SF
RESTAURANT	
SUITE 501	548 SF
SUITE 502	1,246 SF
SUITE 503	648 SF
SEATING	
SUITE 601	2,334 SF
TOTAL	25,548 SF
EXTERIOR CANT SPACES	
G-1	129 SF
G-2	129 SF
G-3	129 SF
G-4	129 SF
G-5	129 SF
TOTAL	645 SF
OTHER BUILDING AREA SHEED 2	
COMMON AREA	27,497 SF
LEASABLE AREA	19,889 SF
	24,148 SF

LEASING SITE PLAN
 Dallas Farmers Market | SHED 2
 Dallas, Texas

Job #: 13142.02
 File Name: FP_006C_DFM.dwg
 Date: 10.17.13
 Drawn by: jg/rls

gff Good Fulton & Farrell Architects
 2808 Fairmount Street
 Suite 300
 Dallas, Texas 75201
 214.303.1500/Tel
 214.303.1512/Fax
 www.gff.com



Shed 2 Proposed Shell Improvements

Dallas Farmers Market | Shed 2
Dallas, Texas



Good Fulton & Farrell Architects

2808 Fairmount Street
Suite 300
Dallas, Texas 75201

214.303.1500/Tel
214.303.1512/Fax
www.gff.com

Job #: 19142.00 File Name: Shed 2 Shell Perspective Date: 10/17/2019 Drawn by: LTA

Exhibit B



Shed 2 Proposed Shell Improvements

Dallas Farmers Market | Shed 2
Dallas, Texas

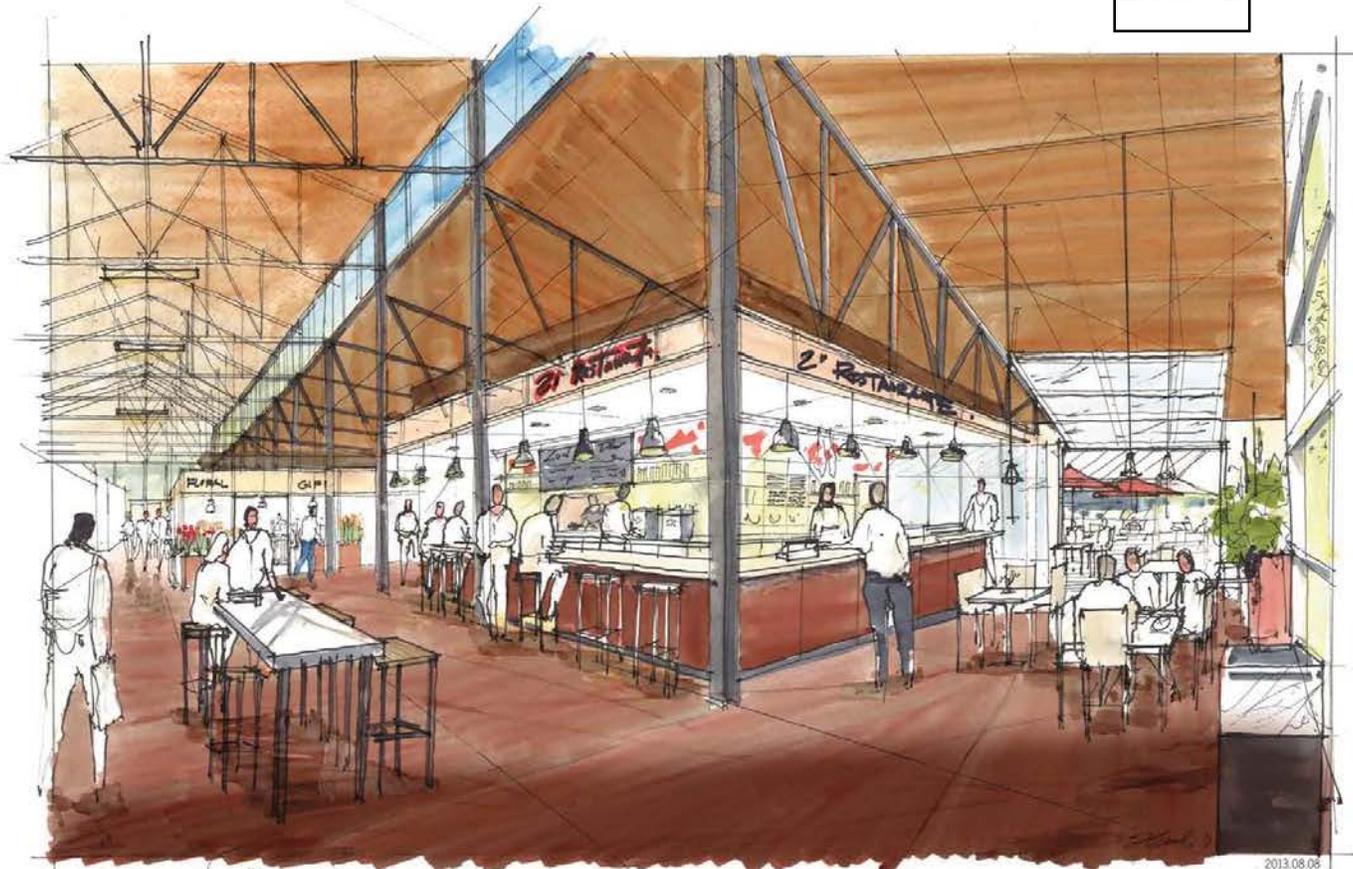


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2013.08.08

FARMER'S MARKET - SHED 2 RESTAURANT CONCEPT



2013.08.08

FARMER'S MARKET - SHED 2 SMALL SHOP CONCEPT

**TIF Increment Allocation Policy
Farmers Market TIF District
November 21, 2013**

It is important for the City of Dallas to encourage as many projects as possible and also allocate Farmers Market TIF District funds to Developers, based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District rather than on a first come first serve basis.

Definitions:

Project (TIF-eligible) - development or redevelopment that adds taxable real property value at a particular site or is a space or facility of public benefit such as open space, trails or cultural facilities. The Project has been approved for TIF funds and all requirements set forth in the development agreement have been completed.

Developer – A person or entity that has completed all requirements for a TIF-eligible Project as set out in the fully executed development agreement for the Project.

Related Project/Developer– if a Developer or a Developer's affiliates (as defined in a development agreement) has other development or redevelopment projects in addition to a TIF-eligible Project, increment from those Related Project(s) may be included in Individual Increment for reimbursement of the TIF-eligible Project expenses. These requirements will be further specified in a development agreement where applicable.

Related Projects must create new taxable real property value for the District based on the following criteria:

- New development on previously vacant land or demolished structures.

Total Increment– the annual amount of increment deposited into the TIF fund from the participating jurisdictions.

Individual Increment – the portion of the increment that a Project or Related Project creates each year.

Net Individual Increment – Individual Increment less the Project's and/or Related Project's portion of Administrative Expenses each year. This portion will be based on the ratio of Individual Increment to Total Increment.

Administrative Expenses – the City will take a share of TIF revenue from this District for the amount it bills to the District for costs necessary for administration of the TIF District program, which may include charges from other departments, each year.

District-Wide Improvements – improvements that are not specific to a single development site such as gateways, trails, open space, public facilities, or utility/streetscape improvements benefiting multiple properties or blocks.

Shared Increment – the Total Increment less (1) the portion of Administrative Expenses not already deducted from Individual Increment, (2) a set-aside for District-Wide Improvements if applicable, and (3) the sum of the Individual Increments of all eligible Developers.

Available Cash - cash in the Farmers Market TIF District fund that is not already allocated, encumbered, or otherwise set aside for other purposes.

Procedure:

Annually, after the Total Increment has been deposited in the TIF fund, the fund will pay or set aside Administrative Expenses based on a ratio of Individual Increments and any remaining costs from unallocated increment in the TIF fund. After Administrative Expenses and any District-Wide Improvement allocation have been paid or set aside, Developers approved for TIF funding from the Farmers Market TIF District will be eligible to receive their Net Individual Increment.

In addition to their Net Individual Increment, the Developers of the Dallas Farmers Market site will be eligible to receive a portion of any Shared Increment. The Shared Increment allotted to an eligible Developer shall be a ratio of an eligible Developer's Individual Increment to the sum of the Individual Increments for all Projects eligible for reimbursement for that year.

Dallas Central Appraisal District (DCAD) certified values for each tax year will be the data source used to determine values for the increment allocation procedure. However, no increment allocation will be made unless a total Project or specific phase as defined in a development agreement is completed by May 1st of a given year. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

District-Wide Improvement Set-Aside

Once the pre-existing agreement with Perry Homes has been fully reimbursed, up to 20% of the total Increment may be set-aside for District-Wide improvements as determined by TIF Board on October 28, 2008.

Accumulated District-Wide Improvement Set-Aside funds may be allocated by the Board for improvements that benefit the Farmers Market TIF District. Specific improvement projects are to be determined and the amount of this set aside will be reviewed annually based on updated financial projections and District needs.

If there is future revenue from the parking, those funds will be allocated towards the District-Wide Improvement Set-Aside.

Pre-existing Agreements

This Increment Allocation Policy does not affect the development agreement with Perry Homes for the Farmers Market Way Town Homes development. This Project shall be reimbursed according to the development agreement, which states that the Developer will be paid on first come first serve basis after paying administrative expenses. The Project will be reimbursed after meeting all terms of the development agreement. If the Project fails to meet the requirements, the agreement will be terminated and the TIF funds will be reallocated to the District-Wide Improvement Set-Aside.

The Farmers Market Square Project shall be reimbursed according to their development Agreement, which states that the Developer will be paid their own increment and a portion of the Shared Increment after the administrative expenses and District-Wide Improvement Set-Aside.

Currently, there are sufficient Farmers Market TIF funds to fully reimburse the existing commitments (Perry Homes and Farmers Market Square Project) upon meeting all the terms of the development agreement.

Farmers Market Redevelopment Project increment set-aside

After the TIF subsidies due the developers with pre-existing development agreements have been paid, all TIF funds (other than those required to pay administrative expenses) that become available from (1) the Farmers Market Redevelopment Project Individual Increments and (2) those properties located within the boundaries of the Farmers Market TIF District as of March 27, 2013 (the Shared Increment), shall be paid to the Farmers Market Redevelopment Project Developer until said Developer has received the full amount that it is due under the TIF development agreements between said Developer and City and that no other person shall be entitled to receive any of the TIF funds available from such sources unless and until said Developer has received the full amount that it is due under its TIF development agreements with City. Notwithstanding the foregoing, said Developer understands that (1) it will not be entitled to receive any of the TIF funds which may become available from any future development in the Farmers Market TIF District, other than from (a) the Farmers Market Redevelopment Project and (b) those properties located within the boundaries of the Farmers Market TIF District as of the date of March 27, 2013, and (2) any future developments in the Farmers Market TIF District will be eligible to receive only the TIF increment generated by such future developments until such time as the Farmers Market Redevelopment Project Developer has received the full amount that it is due under its TIF development agreements with City.

Notes:

In general, the assignment of increment will be done annually, after each participating jurisdiction has deposited its annual increment into the TIF fund. Upon completion of a Project, developers are eligible to be reimbursed for TIF eligible expenditures from Available Cash currently in the TIF fund, if any.

If the appraised value of the remaining property in the TIF District decreases in value despite new development and as additional TIF Projects are approved and completed, the TIF subsidy for Projects that year may be reduced or unpaid. Similarly, if the sum of (1) Administrative Expenses, (2) District-Wide Improvements, and (3) the sum of the Individual Increments is greater than the Total Increment, then the Individual Increments shall be allotted on a proportional basis based on the ratio of each Developer's Individual Increment to the sum of the Individual Increments for that year. If there is no revenue available after administrative expenses, there will be no increment payments that year.

At its discretion, the Farmers Market TIF District TIF Board may make modifications or corrections to this Policy to increase its effectiveness.

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized an amendment to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331;and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan, the City desires to reimburse DF Market 2, LLC, for the costs of the renovation of Shed 2 Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That the findings, determinations and certifications contained in the recitals above are incorporated herein for all purposes.

Section 2. That the issuer expects to incur debt as one or more series of obligation for the purpose of paying the costs of the Shed 2 Project.

The following is a general functional description of the Project for which the expenditures to be reimbursed or paid and a statement of the maximum principal amount of debt expected to be issued for such reimbursement purposes.

Project Description

Debt To Be Issued

Shed 2 Project TIF Grant for
Façade improvements
Retail space improvement
Beer Garden, as shown in **Exhibit A**

Not to exceed \$355,477

Section 3. That the total Farmers Market TIF District participation in the Shed 2 Project for façade improvements, retail space improvements and other public improvements shall not exceed an amount of \$355,477 all in accordance with the terms of the said development agreement.

Section 4. That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Farmers Market TIF Fund and/or Tax Increment Bonds. Any funds expended under the development agreement that remain unpaid upon termination of the Farmers Market TIF, due to lack or unavailability of Farmers Market TIF Funds shall no longer be considered project costs of the Farmers Market TIF District or the City to pay the DF Market 2, LLC, shall automatically expire.

Section 5. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Shed 2 Project
Cost Estimates

Description		Amount
Improvements to Shed 2: TIF Grant for streetscape and public open space improvements		\$355,477
TIF Request		\$355,477

Note: No interest shall accrue on any portion of the TIF subsidy. Maximum recommended TIF Grant funding for Shed 2 improvements is \$355,477.

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: December 11, 2013
COUNCIL DISTRICT(S): 2
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 45Q 45R

SUBJECT

Farmers Market Redevelopment, Phase II

- * Authorize **(1)** a development agreement with DFM Developer, Ltd., to provide funding for the Mixed-use development/Shed 3 and Shed 4 Project as part of the Farmers Market Redevelopment, Phase II located in Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District); and **(2)** the Farmers Market TIF District Board of Directors to dedicate up to \$8,536,486 from Farmers Market TIF revenues in accordance with the development agreement - Not to exceed \$8,536,486 - Financing: Farmers Market TIF District Funds
- * A resolution declaring the intent of Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District), to reimburse DFM Developer, Ltd., in an amount not to exceed \$8,536,486 for certain improvements related to the Shed 3 and Shed 4 Project of the Farmers Market Redevelopment, Phase II in the Farmers Market TIF District - Financing: No cost consideration to the City

BACKGROUND

On February 27, 2013, City Council authorized a Master Agreement for the redevelopment of the Dallas Farmers Market with DFM Developer, Ltd., (Brian Bergersen, Owner/Developer), which outlined a redevelopment plan for the Dallas Farmers Market. The approved Master Agreement redevelopment plan provides for: (1) the lease of Shed 1 for renovation and operation as a marketplace for local farmers and farm merchants and vendors to sell produce and other farm-related products; (2) the sale of Shed 2 for renovation for use by restaurants, specialty food vendors, other retail vendors, and a beer garden; (3) the sale of Sheds 3 and 4 for the development of retail, residential, and parking uses (including public parking for the market); (4) the sale of the auxiliary/administration building for its renovation for use as a culinary learning center, production studio, market administration office, retail leasing office, and retail; and (5) the sale of the remote parking area for redevelopment for outdoor activities, specifically a community garden and futsal fields.

BACKGROUND (Continued)

The development agreement under consideration is part of the Farmers Market Redevelopment Phase II for the Mixed-use development/Shed 3 and Shed 4 Project. The existing Shed 3 & 4 will be demolished and the space will be turned into a mixed-use development. A new building will be constructed with 240 apartments (200,000 square feet for residential use) in 5-6 stories of wood frame and concrete frame construction, plus ground floor retail of approximately 16,000 square feet. This building will include 544 parking spaces (300 city owned public parking spaces and 244 private parking spaces).

The Farmers Market TIF funding in the form of a TIF Grant is requested for high density development and public parking. The designs for the project are reviewed and approved by the Dallas Design Studio and Peer Review Committee.

Separate Council Items under consideration on this agenda – TIF Agreements:

Total TIF funding allocated for all the Projects in the Farmers Market Redevelopment Phase II is in an amount not to exceed \$13,335,331.

Shed 1 Project:

Existing Shed 1 is approximately 20,000 square feet of local farmer's stall space. Shed 1 will be completely renovated to meet the farmer's needs. The new design will remove vehicular access from the shed and create pedestrian walkways and a display area in the shed. Improvements include public parking along Taylor Street and Pearl Street, pedestrian protection from vehicles and enhanced streetscape. A truck staging area will be located along Farmers Way Street. The streetscape will be enhanced along the two streets (Farmers Way and Pearl Street). The TIF funding request for the Shed 1 is in an amount not to exceed \$300,000.

Shed 2 Project:

The existing Shed 2 of approximately 28,000 square feet, will be renovated to showcase a variety of Dallas based restaurants and specialty food vendors. The improvements also include construction of a public "beer garden" located at the Southeast corner of Harwood Street and Marilla Street. The TIF funding request for Shed 1 is in an amount not to exceed \$355,477.

2101 and 2111 Taylor Street Project:

The improvements to 2101 and 2111 Taylor Street will include approximately 25,000 square feet of commercial restaurant / retail, plus 60 residential units and 60 parking spaces. The TIF funding request for the public parking on Taylor Street, is in an amount not to exceed \$3,553,480.

BACKGROUND (Continued)

Futsal Project:

The existing site of approximately 1.8 acres of remote parking space will be redeveloped to create futsal fields, a fitness track and a community garden. The improvements include three futsal fields, walking/jogging trail, aluminum bleacher seating, lighting, restrooms and storage. A portion of the area will be converted to a community garden. The TIF funding request for the community garden and futsal fields is in an amount not to exceed \$589,888.

ESTIMATED SCHEDULE OF SHED 3 AND SHED 4 PROJECT

Begin Demolition Work	July 2015
Complete Construction Work	December 2016

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, Farmers Market TIF District by Ordinance No. 23521, as amended.

On August 25, 1999, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District by Ordinance No. 24001, as amended.

On June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156.

On February 27, 2013, by Resolution No. 13-0447, the City Council authorized a Master Agreement for the Redevelopment of the Dallas Farmers Market with DFM Developer, Ltd.

On March 27, 2013, by Ordinance No. 28951, the City Council authorized amendments to the Farmers Market TIF Project and Financing Plan, including the expansion of the geographic boundaries of the TIF district to include the Dallas Farmers Market property.

On March 27, 2013, by Resolution No. 13-0537, the City Council authorized the City Manager to sell the Dallas Farmers Market Sheds 3 and 4.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS) (Continued)

On November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street development; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331.

On December 2, 2013, the Economic Development Committee was briefed on the proposed Farmers Market Redevelopment, Phase II.

FISCAL INFORMATION

\$8,536,486 - Farmers Market TIF District Funds

OWNER

DFM Developer, Ltd.

Brian Bergersen
Owner/Developer

DEVELOPER

DFM Developer, Ltd.

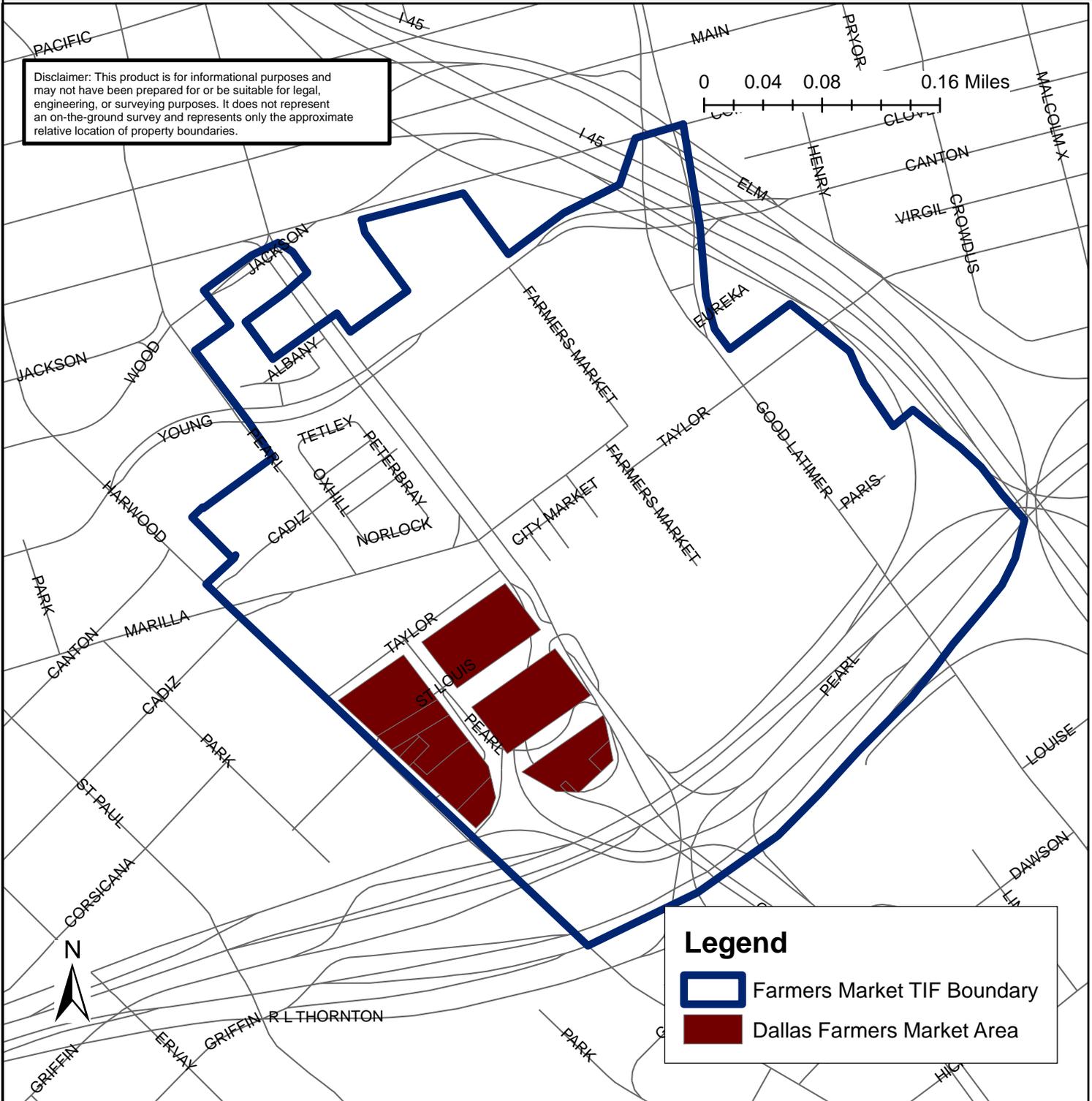
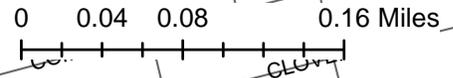
Brian Bergersen
Owner/Developer

MAP

Attached.

Dallas Farmers Market Area

Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.



Legend

-  Farmers Market TIF Boundary
-  Dallas Farmers Market Area

City of Dallas

Office of Economic Development

<http://www.Dallas-EcoDev.org>

Created 1/2013

Note: The proposed improvements coincide with the Downtown Dallas 360 Plan and Parks Master Plan for the area. Most of these improvements can be funded by the

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council amended the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan, the City desires to reimburse DFM Developer, Ltd., for the costs of the Shed 3 and Shed 4 Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That following approval as to form by the City Attorney, the City Manager is hereby authorized to execute a development agreement with DFM Developer, Ltd., and that future Farmers Market TIF revenues in an amount not to exceed \$8,536,486 are hereby dedicated to TIF-eligible project costs associated with the Shed 3 and 4 Project, shown in the TIF funded Shed 3 and 4 Project budget, attached hereto as **Exhibit A**, as part of the implementation of the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan.

Section 2. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 3. That the City Controller is authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Farmers Market TIF District Fund

Fund 0036, Department ECO, Unit P846, Activity TFFM, Object 3016, Program No. FMTIF0009, CT ECOP846B251, Vendor No. VS0000079190 in an amount not exceed \$8,536,486; and

Total amount not to exceed \$8,536,486 for the Farmers Market Redevelopment, Phase II, Mixed-use development/Shed 3 and Shed 4 Project.

Section 4. That DFM Developer, Ltd., shall fund the TIF-eligible costs of the Mixed-use development/Shed 3 and 4 Project. DFM Developer, Ltd. will be reimbursed (in an amount not to exceed \$8,536,486) solely from the Farmers Market TIF District Funds in accordance with the terms of the development agreement described in hereof, but only to the extent such Farmers Market TIF District funds are available for such purpose.

Section 5. That nothing in this resolution shall be construed to require the City to approve funding from any source of City funds other than the Farmers Market TIF District funds. Any funds expended by DFM Developer, Ltd., under the development agreement, that have not been paid, due to lack of or unavailability of Farmers Market TIF District funds shall no longer be considered project costs of the Farmers Market TIF District, and the obligation of the Farmers Market TIF District or the City to reimburse DFM Developer, Ltd., shall automatically expire.

Section 6. That in addition to the conditions set out in the Sections above, the Development Agreement is hereby expressly made subject to all of the following contingencies which must be performed by the Developer or occur:

December 11, 2013**Section 6. (Continued)**

- a. Pull a building permit by July 1, 2015;
- b. Build structure containing a minimum 200,000 square feet for residential use;
- c. Invest a minimum of \$28,000,000 for property acquisition cost and hard costs for construction by December 31, 2016;
- d. Complete 240 residential units and 16,000 square feet of retail space and obtain a final certificate of occupancy by December 31, 2016;
- e. Complete the public infrastructure improvements associated with the Mixed-use development/Shed 3 and Shed 4 Project and obtain a final certificate of acceptance by the City by December 31, 2016;
- f. Execute an operating and maintenance agreement for the “non-standard public improvements” in the public right-of-way associated with the Mixed-use development/Shed 3 and Shed 4 Project by December 31, 2016. For purposes of this Agreement, “non-standard public improvements” means improvements which exceed City’s standard design requirements as determined by City’s Department of Public Works as agreed by DFM Developer, Ltd., but does not include any standard paved roadways or below grade improvements, such as water, storm water, sanitary sewer or other standard utility systems. The Owner will be required to maintain the non-standard improvements under the operating and maintenance agreement from the time of their completion through October 1, 2035;
- g. Comply with all the City’s M/WBE Fair Share policies with a participation goal in an amount of 10% of total private construction cost (this amount is based on the total proportion of TIF financial participation in the project) and meet all reporting and procedural requirements;
- h. Submit quarterly (once in every three months, starting from the construction start date) project status reports to the Office of Economic Development Staff beginning from October 1, 2015;
- i. Market the residential units pursuant to an affirmative fair housing marketing plan approved by the City from the time of their completion through December 31, 2031;
- j. Conform to the Mixed Income Housing Requirements (**Exhibit D**): The funding for the project is based on meeting the affordable housing requirement of 20% of all units meeting the affordability requirements at 80% or less of the median family income for the Dallas area for a period of fifteen years from CO date; and
- k. Construct public and private improvements that conform in design and materials shown in renderings approved by Office of Economic Development staff, City of Dallas Design Studio and Peer Review Committee (**Exhibit B, Plan & Conceptual Renderings**), subject to zoning changes, if any. Minor modifications can be approved by the Dallas Design Studio, if needed.

December 11, 2013

Section 7. That TIF funds will begin to be reimbursed upon completion of the Mixed-used development/Shed 3 and Shed 4 Project obligations (above required elements) and subject to terms of the Farmers Market TIF Increment Allocation Policy, attached hereto as **Exhibit C**.

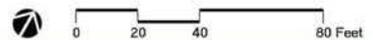
Section 8. That the Director of Office of Economic Development, after approval and recommendation of the Farmers Market TIF District Board of Directors, may authorize an extension of the project completion deadlines up to 6 months.

Section 9. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Mixed-use Development/Shed 3 and Shed 4 Project
Cost Estimates

Description		Amount
Farmers Market TIF Grant: High density development and public parking		\$8,536,486
TIF Request		\$8,536,486

Note: No interest shall accrue on any portion of the TIF subsidy. Maximum recommended TIF funding for Mixed-use development is \$8,536,486.



FM HARVEST SITE PLAN

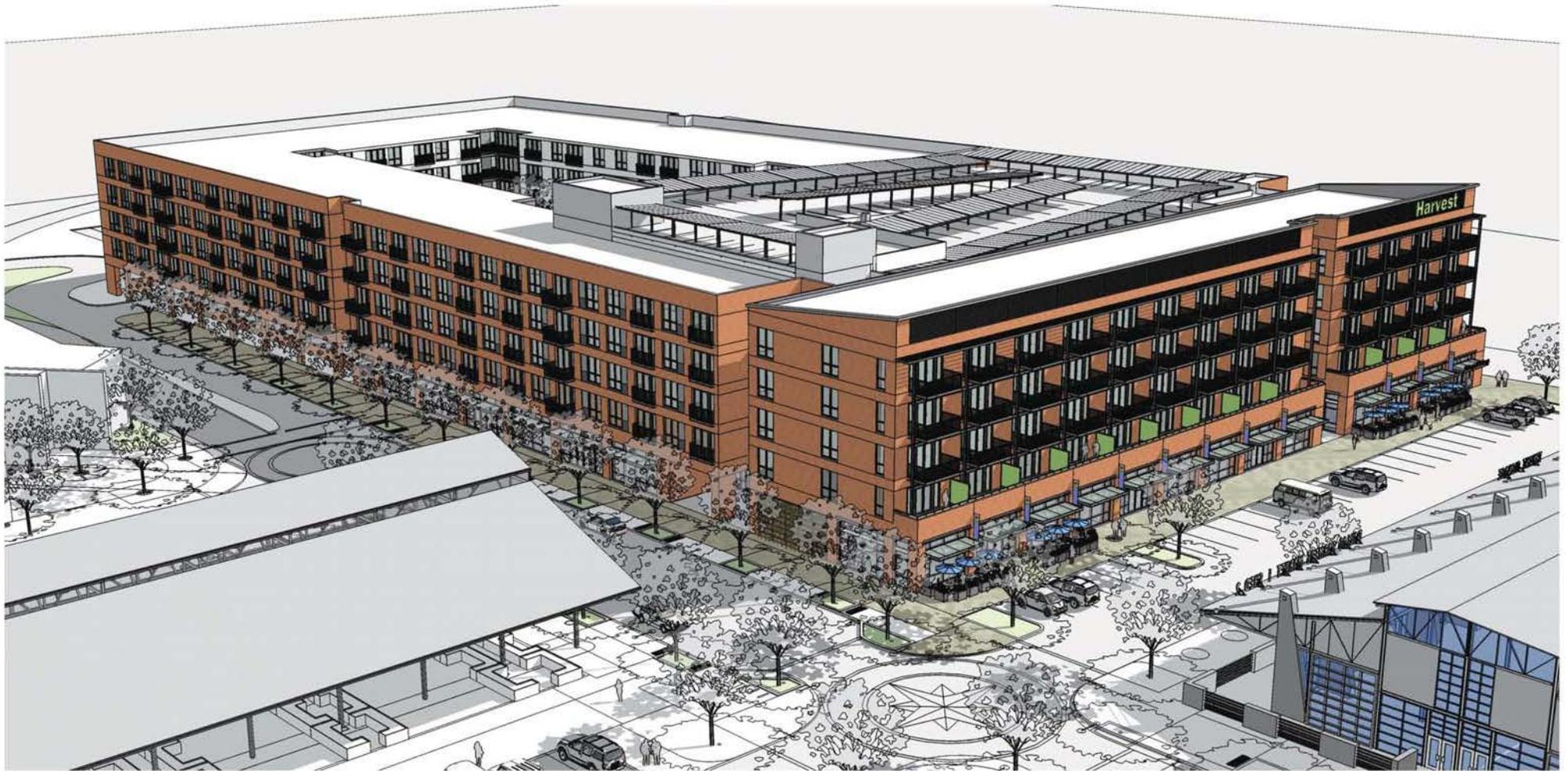
Dallas Farmers Market
Dallas, TX



Good Fulton & Farrell Architects

2808 Fairwood Street
Suite 302
Dallas, Texas 75201

214.303.1500/74
214.303.1512/Fax
www.gff.com



AERIAL VIEW FROM NORTHEAST

Harvest Multifamily
Dallas, Texas



Good Fulton & Farrell Architects

2808 Fairmount Street
Suite 302
Dallas, Texas 75201

214.303.1500/Tel
214.303.1527/Fax
www.gff.com

Job #: 18142.00 File Name: Northeast Aerial View Date: 10/09/2018 Drawn by: TLB



NORTHEAST CORNER (TAYLOR AT PEARL)

**Harvest Multifamily
Dallas, Texas**

 **Good Fulton & Farrell Architects**
2908 Fairmount Street Suite 300 Dallas, Texas 75201 214-303-1200/Tel 214-303-1512/Fax www.gff.com

Job #: 18142.00 File Name: Northeast Corner Date: 10/06/2019 Drawn by: TJS



VIEW FROM NORTHWEST CORNER (HARWOOD AND TAYLOR)

**Harvest Multifamily
Dallas, Texas**



Good Fulton & Farrell Architects

2908 Fairmount Street
Suite 300
Dallas, Texas 75201

214-303-1200/Tel
214-303-1512/Fax
www.gff.com

Job #: 18142.00 File Name: Northwest Corner Date: 10/08/2019 Drawn by: TLB



DETAILED VIEW OF RETAIL FRONTAGE ALONG TAYLOR

**Harvest Multifamily
Dallas, Texas**



Good Fulton & Farrell Architects

2808 Fairmount Street
Suite 300
Dallas, Texas 75201

214-303-1200/Tel
214-303-1512/Fax
www.gff.com

Job #: 18142.00 File Name: North Retail View Date: 10/09/2018 Drawn by: TLD



VIEW OF HARWOOD FACADE

Harvest Multifamily
Dallas, Texas



Good Fulton & Farrell Architects

2808 Fairmount Street
Suite 302
Dallas, Texas 75201

214.303.1500/Tel
214.303.1512/Fax
www.gff.com

Job #: 18142.00 File Name: Southeast Corner Date: 10/06/2019 Drawn by: TJS

Exhibit B



02 SOUTH ELEVATION
File Name: Building Elevations.dwg Scale: 1" = 32'0"



01 WEST ELEVATION
File Name: Building Elevations.dwg Scale: 1" = 32'0"

BUILDING ELEVATIONS

Harvest Multifamily
 Dallas, Texas



Good Fulton & Farrell Architects

2908 Fairmount Street
 Suite 300
 Dallas, Texas 75201

214-303-1200/Tel
 214-303-1512/Fax
 www.gff.com

Job #: 18142.00 File Name: elevations Date: 10/18/2018 Drawn by: TLD



BUILDING ELEVATIONS

Harvest Multifamily
Dallas, Texas



Good Fulton & Farrell Architects

2908 Fairmount Street
Suite 300
Dallas, Texas 75201

214-303-1200/Tel
214-303-1512/Fax
www.gff.com

Job #: 18142.00 File Name: elevations Date: 10/18/2018 Drawn by: TJB

**TIF Increment Allocation Policy
Farmers Market TIF District
November 21, 2013**

It is important for the City of Dallas to encourage as many projects as possible and also allocate Farmers Market TIF District funds to Developers, based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District rather than on a first come first serve basis.

Definitions:

Project (TIF-eligible) - development or redevelopment that adds taxable real property value at a particular site or is a space or facility of public benefit such as open space, trails or cultural facilities. The Project has been approved for TIF funds and all requirements set forth in the development agreement have been completed.

Developer – A person or entity that has completed all requirements for a TIF-eligible Project as set out in the fully executed development agreement for the Project.

Related Project/Developer– if a Developer or a Developer's affiliates (as defined in a development agreement) has other development or redevelopment projects in addition to a TIF-eligible Project, increment from those Related Project(s) may be included in Individual Increment for reimbursement of the TIF-eligible Project expenses. These requirements will be further specified in a development agreement where applicable.

Related Projects must create new taxable real property value for the District based on the following criteria:

- New development on previously vacant land or demolished structures.

Total Increment– the annual amount of increment deposited into the TIF fund from the participating jurisdictions.

Individual Increment – the portion of the increment that a Project or Related Project creates each year.

Net Individual Increment – Individual Increment less the Project's and/or Related Project's portion of Administrative Expenses each year. This portion will be based on the ratio of Individual Increment to Total Increment.

Administrative Expenses – the City will take a share of TIF revenue from this District for the amount it bills to the District for costs necessary for administration of the TIF District program, which may include charges from other departments, each year.

District-Wide Improvements – improvements that are not specific to a single development site such as gateways, trails, open space, public facilities, or utility/streetscape improvements benefiting multiple properties or blocks.

Shared Increment – the Total Increment less (1) the portion of Administrative Expenses not already deducted from Individual Increment, (2) a set-aside for District-Wide Improvements if applicable, and (3) the sum of the Individual Increments of all eligible Developers.

Available Cash - cash in the Farmers Market TIF District fund that is not already allocated, encumbered, or otherwise set aside for other purposes.

Procedure:

Annually, after the Total Increment has been deposited in the TIF fund, the fund will pay or set aside Administrative Expenses based on a ratio of Individual Increments and any remaining costs from unallocated increment in the TIF fund. After Administrative Expenses and any District-Wide Improvement allocation have been paid or set aside, Developers approved for TIF funding from the Farmers Market TIF District will be eligible to receive their Net Individual Increment.

In addition to their Net Individual Increment, the Developers of the Dallas Farmers Market site will be eligible to receive a portion of any Shared Increment. The Shared Increment allotted to an eligible Developer shall be a ratio of an eligible Developer's Individual Increment to the sum of the Individual Increments for all Projects eligible for reimbursement for that year.

Dallas Central Appraisal District (DCAD) certified values for each tax year will be the data source used to determine values for the increment allocation procedure. However, no increment allocation will be made unless a total Project or specific phase as defined in a development agreement is completed by May 1st of a given year. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

District-Wide Improvement Set-Aside

Once the pre-existing agreement with Perry Homes has been fully reimbursed, up to 20% of the total Increment may be set-aside for District-Wide improvements as determined by TIF Board on October 28, 2008.

Accumulated District-Wide Improvement Set-Aside funds may be allocated by the Board for improvements that benefit the Farmers Market TIF District. Specific improvement projects are to be determined and the amount of this set aside will be reviewed annually based on updated financial projections and District needs.

If there is future revenue from the parking, those funds will be allocated towards the District-Wide Improvement Set-Aside.

Pre-existing Agreements

This Increment Allocation Policy does not affect the development agreement with Perry Homes for the Farmers Market Way Town Homes development. This Project shall be reimbursed according to the development agreement, which states that the Developer will be paid on first come first serve basis after paying administrative expenses. The Project will be reimbursed after meeting all terms of the development agreement. If the Project fails to meet the requirements, the agreement will be terminated and the TIF funds will be reallocated to the District-Wide Improvement Set-Aside.

The Farmers Market Square Project shall be reimbursed according to their development Agreement, which states that the Developer will be paid their own increment and a portion of the Shared Increment after the administrative expenses and District-Wide Improvement Set-Aside.

Currently, there are sufficient Farmers Market TIF funds to fully reimburse the existing commitments (Perry Homes and Farmers Market Square Project) upon meeting all the terms of the development agreement.

Farmers Market Redevelopment Project increment set-aside

After the TIF subsidies due the developers with pre-existing development agreements have been paid, all TIF funds (other than those required to pay administrative expenses) that become available from (1) the Farmers Market Redevelopment Project Individual Increments and (2) those properties located within the boundaries of the Farmers Market TIF District as of March 27, 2013 (the Shared Increment), shall be paid to the Farmers Market Redevelopment Project Developer until said Developer has received the full amount that it is due under the TIF development agreements between said Developer and City and that no other person shall be entitled to receive any of the TIF funds available from such sources unless and until said Developer has received the full amount that it is due under its TIF development agreements with City. Notwithstanding the foregoing, said Developer understands that (1) it will not be entitled to receive any of the TIF funds which may become available from any future development in the Farmers Market TIF District, other than from (a) the Farmers Market Redevelopment Project and (b) those properties located within the boundaries of the Farmers Market TIF District as of the date of March 27, 2013, and (2) any future developments in the Farmers Market TIF District will be eligible to receive only the TIF increment generated by such future developments until such time as the Farmers Market Redevelopment Project Developer has received the full amount that it is due under its TIF development agreements with City.

Notes:

In general, the assignment of increment will be done annually, after each participating jurisdiction has deposited its annual increment into the TIF fund. Upon completion of a Project, developers are eligible to be reimbursed for TIF eligible expenditures from Available Cash currently in the TIF fund, if any.

If the appraised value of the remaining property in the TIF District decreases in value despite new development and as additional TIF Projects are approved and completed, the TIF subsidy for Projects that year may be reduced or unpaid. Similarly, if the sum of (1) Administrative Expenses, (2) District-Wide Improvements, and (3) the sum of the Individual Increments is greater than the Total Increment, then the Individual Increments shall be allotted on a proportional basis based on the ratio of each Developer's Individual Increment to the sum of the Individual Increments for that year. If there is no revenue available after administrative expenses, there will be no increment payments that year.

At its discretion, the Farmers Market TIF District TIF Board may make modifications or corrections to this Policy to increase its effectiveness.

City of Dallas Tax Increment Finance Districts Mixed Income Housing Guidelines

Adopted by the Farmers Market TIF Board on November 20, 2013

TIF Program Purpose

The purpose of the City of Dallas' TIF program is to promote development in underutilized and vacant areas through the use of public investment to attract private investment. The goals for the districts include improving the infrastructure within the districts and adding market rate apartments, single family homes, retail and commercial space, and office and professional space. Promoting housing for individuals and families at a variety of income levels is one of many policy considerations for the districts.

General definitions

Mixed income housing requires a minimum of 20% of all units to meet affordable housing standards.

Affordable housing units are those which are affordable to a household earning 80% or less of the median family income for the Dallas Area.

The 20% affordability requirement applies to both rental units and to units that are for sale. Requirements for for-sale units will be handled on a case-by-case basis. These guidelines primarily pertain to rental housing.

Affordability period and rent rates

Rental units must be affordable for a period of at least fifteen years, beginning from the date the project is complete per the development agreement.

Income levels and *maximum* rent will vary each year and are based on HUD's calculations for Area Median Income (AMI), utility expenses, and Market Rent for the Dallas Area. Maximum rents are set each year at 30% of 80% of AMI, including a utility allowance. Information pertaining to the maximum affordable rent and income levels that are currently in effect can be obtained from the Office of Economic Development.

Affordable units

A minimum of 20% of all occupied units shall be rented to qualifying households.

The developer may choose to offer any available unit to qualifying households. The TIF program does not require that specific units or unit types be set aside for qualifying households. The 20% total requirement thus may be satisfied by any combination of units and need not apply to units of all sizes.

Affordable units shall be comparable in size and finish quality to market rate units and shall be dispersed throughout the development. Affordable units shall not be segregated into a particular section of the development and shall be a minimum of 500 square feet.

Qualifying households

A qualifying household is defined as a household making 80% or less of the Area Median Income.

Developers may include wages, salaries, tips, commissions, social security income, etc. to certify a household's income. The method used to determine income should be the same for qualifying and market rate households.

Lease terms

Households that qualify at the beginning of a lease will be assumed to qualify for the entirety of the term of that lease. Recertification is therefore only necessary during lease renewal.

At the end of the lease, the new lease rates will be set based on the household's current income at the time of renewal.

Once a household qualifies as an affordable household, subsequent increases in the household income will not disqualify the household until the household's income exceeds 140% of the allowed maximum qualifying income. If the household no longer qualifies for an affordable unit, the lease may be renewed at market rate and another unit made available for a qualifying household in order to maintain the 20% affordability requirement.

Fees and leasing requirements

In general, all leasing requirements and all fees, utility charges, assessments, fines, etc. charged by the apartment community must be applied uniformly to qualifying households and market rate households, with the exception that the developer may choose to waive or reduce fees for qualifying households and the developer may choose to set specific lease lengths for affordable units.

Reporting Requirements

Adequate reporting by developer, owner, or property manager shall be required to ensure that the City can appropriately monitor compliance with the policy. Projects receiving affordable housing funding under federal or state programs may choose to submit copies of compliance reports specific to the federal or state program in lieu of the TIF program report. Specific reporting requirements will be updated as necessary.

Compliance

The developer assumes all liability for compliance with these requirements and with all applicable laws. By participating in the City's TIF program, the developer agrees to report all information

accurately and on time. At the City's request, the developer agrees to produce necessary documentation for determining full compliance with this program.

The affordability period shall be extended by six months for any number of units by which the affordable housing provided during a semi-annual period falls short of the number of units required to meet the affordable housing requirements. Noncompliance may result in termination of the development agreement, a reduction in TIF reimbursement, or other action as determined by the Office of Economic Development.

Request for waiver or minor modification of these requirements shall be submitted to the Office of Economic Development and will be negotiated on a project by project basis with the City and the County.

The City may consider retainage of a percentage of TIF funding to ensure that in the event that the property is sold prior to the end of the 15 year compliance period, all successors and assigns will be required to provide affordable housing for the remainder of the affordability period.

Alternative Methods

A developer may propose alternative methods of meeting the requirements which provide affordable housing in a comparable location within or adjacent to the TIF district. Examples include a Low Income Housing Tax Credit (LIHTC) project that provides a significant amount of affordable housing in a single time period, a land trust that provides for for-sale affordable units, a partnership with a non-profit provider of affordable housing, or provision of special needs housing. All proposed alternative methods will be considered on a case by case basis and must be approved by both the City and Dallas County.

AFHMP

An affirmative fair housing marketing plan is required for all housing projects supported with TIF funding. This requirement is detailed in each project's development agreement. Each project will be evaluated individually to ensure that it furthers affirmative fair housing goals.

Effective Date

This policy is effective in each district as of the date it is approved by that district's TIF board. The policy applies to developments with first occupancy on October 1, 2011 or later.

Policy Modifications

As needed, the City may make modifications or corrections to this policy to increase its effectiveness. Where these guidelines conflict with a district's Final Plan, the Final Plan shall rule, as determined by the Director of the Office of Economic Development.

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized amendments to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, the City Council approved the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan, the City desires to reimburse DFM Developer, Ltd. for the costs of the Shed 3 and 4 Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That the findings, determinations and certifications contained in the recitals above are incorporated herein for all purposes.

Section 2. That the issuer expects to incur debt as one or more series of obligation for the purpose of paying the costs of the Shed 3 and Shed 4 Project.

The following is a general functional description of the Project for which the expenditures to be reimbursed or paid and a statement of the maximum principal amount of debt expected to be issued for such reimbursement purposes.

Project Description

TIF Grant
High density development and public parking, as shown in **Exhibit A**

Debt To Be Issued

Not to exceed \$8,536,486

Section 3. That the total Farmers Market TIF District participation in the Mixed-use development/Shed 3 and Shed 4 Project is in the form of a TIF Grant for high density development and public parking and other public improvements association with the Farmers Market Phase II shall not exceed an amount of \$8,536,486 all in accordance with the terms of the said development agreement.

Section 4. That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Farmers Market TIF Fund and/or Tax Increment Bonds. Any funds expended under the development agreement that remain unpaid upon termination of the Farmers Market TIF, due to lack or unavailability of Farmers Market TIF Funds shall no longer be considered project costs of the Farmers Market TIF District or the City to pay the DFM Developer, Ltd., shall automatically expire.

Section 5. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Mixed-use Development/Shed 3 and Shed 4 Project
Cost Estimates

Description		Amount
Farmers Market TIF Grant: High density development and public parking		\$8,536,486
TIF Request		\$8,536,486

Note: No interest shall accrue on any portion of the TIF subsidy. Maximum recommended TIF funding for Mixed-use development is \$8,536,486.

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: December 11, 2013
COUNCIL DISTRICT(S): 2
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 45 Q 45 R

SUBJECT

Farmers Market Redevelopment, Phase II

- * Authorize **(1)** a development agreement with Taylor Street 2111, LP, to provide funding for the 2101 and 2111 Taylor Street Project as part of the Farmers Market Redevelopment, Phase II located in Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District); and **(2)** the Farmers Market TIF District Board of Directors to dedicate up to \$3,553,480 from Farmers Market TIF revenues in accordance with the development agreement - Not to exceed \$3,553,480 - Financing: Farmers Market TIF District Funds
- * A resolution declaring the intent of Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District), to reimburse Taylor Street 2111, LP, in an amount not to exceed \$3,553,480 for certain improvements related to the 2101 and 2111 Taylor Street Project of the Farmers Market Redevelopment, Phase II in the Farmers Market TIF District - Financing: No cost consideration to the City

BACKGROUND

On February 27, 2013, City Council authorized a Master Agreement for the redevelopment of the Dallas Farmers Market with DFM Developer, Ltd., (Brian Bergersen, Owner/Developer), which outlined a redevelopment plan for the Dallas Farmers Market. The approved Master Agreement redevelopment plan provides for: (1) the lease of Shed 1 for renovation and operation as a marketplace for local farmers and farm merchants and vendors to sell produce and other farm-related products; (2) the sale of Shed 2 for renovation for use by restaurants, specialty food vendors, other retail vendors, and a beer garden; (3) the sale of Sheds 3 and 4 for the development of retail, residential, and parking uses (including public parking for the market); (4) the sale of the auxiliary/administration building for its renovation for use as a culinary learning center, production studio, market administration office, retail leasing office, and retail; and (5) the sale of the remote parking area for redevelopment for outdoor activities, specifically a community garden and futsal fields.

BACKGROUND (Continued)

The development agreement under consideration is part of the Farmers Market Redevelopment Phase II for the 2101 and 2111 Taylor Street Project will include approximately 25,000 square feet of commercial restaurant / retail, plus 60 residential units and 60 parking spaces.

The Farmers Market TIF funding in the form of TIF Grant is requested for high density development and public parking. The designs for the project are reviewed and approved by the Dallas Design Studio and Peer Review Committee.

Separate Council Items under consideration on this agenda – TIF Agreements:

Total TIF funding allocated for all the Projects in the Farmers Market Redevelopment Phase II is in an amount not to exceed \$13,335,331.

Shed 1 Project:

Existing Shed 1 is approximately 20,000 square feet of local farmer's stall space. Shed 1 will be completely renovated to meet the farmer's needs. The new design will remove vehicular access from the shed and create pedestrian walkways and a display area in the shed. Improvements include public parking along Taylor Street and Pearl Street, pedestrian protection from vehicles and enhanced streetscape. A truck staging area will be located along Farmers Way Street. The streetscape will be enhanced along the two streets (Farmers Way and Pearl Street). The TIF funding request for the Shed 1 is in an amount not to exceed \$300,000.

Shed 2 Project:

The existing Shed 2 of approximately 28,000 square feet, will be renovated to showcase a variety of Dallas based restaurants and specialty food vendors. The improvements also include construction of a public "beer garden" located at the Southeast corner of Harwood Street and Marilla Street. The TIF funding request for the Shed 1 is in an amount not to exceed \$355,477.

Mixed-use development/Shed 3 and Shed 4 Project:

Shed 3 & 4 will be demolished and the space will be turned into a mixed-use development. A new building will be constructed with approximately 240 apartments (200,000 square feet for residential use) in 5-6 stories of wood frame and concrete frame construction, plus ground floor retail of approximately 16,000 square feet. This building will include 544 parking spaces (300 city owned public parking spaces and 244 private parking spaces). The TIF funding request for the mixed-use development is in an amount not to exceed \$8,536,486.

Futsal Project:

The existing site of approximately 1.8 acres of remote parking space will be redeveloped to create futsal fields, a fitness track and a community garden.

BACKGROUND (Continued)

The improvements include three futsal fields, walking/jogging trail, aluminum bleacher seating, lighting, restrooms and storage. A portion of the area will be converted to a community garden. The TIF funding request for the Futsal Project is in an amount not to exceed \$589,888.

ESTIMATED SCHEDULE OF 2101 AND 2111 TAYLOR STREET PROJECT

Begin Construction Work	April 2015
Complete Construction Work	December 2016

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, Farmers Market TIF District by Ordinance No. 23521, as amended.

On August 25, 1999, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District by Ordinance No. 24001, as amended.

On February 27, 2013, by Resolution No. 13-0447, the City Council authorized a Master Agreement for the Redevelopment of the Dallas Farmers Market with DFM Developer, Ltd.

On March 27, 2013, by Ordinance No. 28951, the City Council authorized amendments to the Farmers Market TIF Project and Financing Plan, including the expansion of the geographic boundaries of the TIF district to include the Dallas Farmers Market property.

On March 27, 2013, by Resolution No. 13-0535, the City Council authorized the City Manager to execute a 30-year lease agreement, with two, five-year renewal options, for the Dallas Farmers Market Shed 1.

On June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156.

On November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize the development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS) (Continued)

On December 2, 2013, the Economic Development Committee was briefed on the proposed Farmers Market Redevelopment, Phase II.

FISCAL INFORMATION

\$3,553,480 - Farmers Market TIF District Funds

OWNER

DEVELOPER

Taylor Street 2111, LP

Taylor Street 2111, LP

Brian Bergersen
Owner/Developer

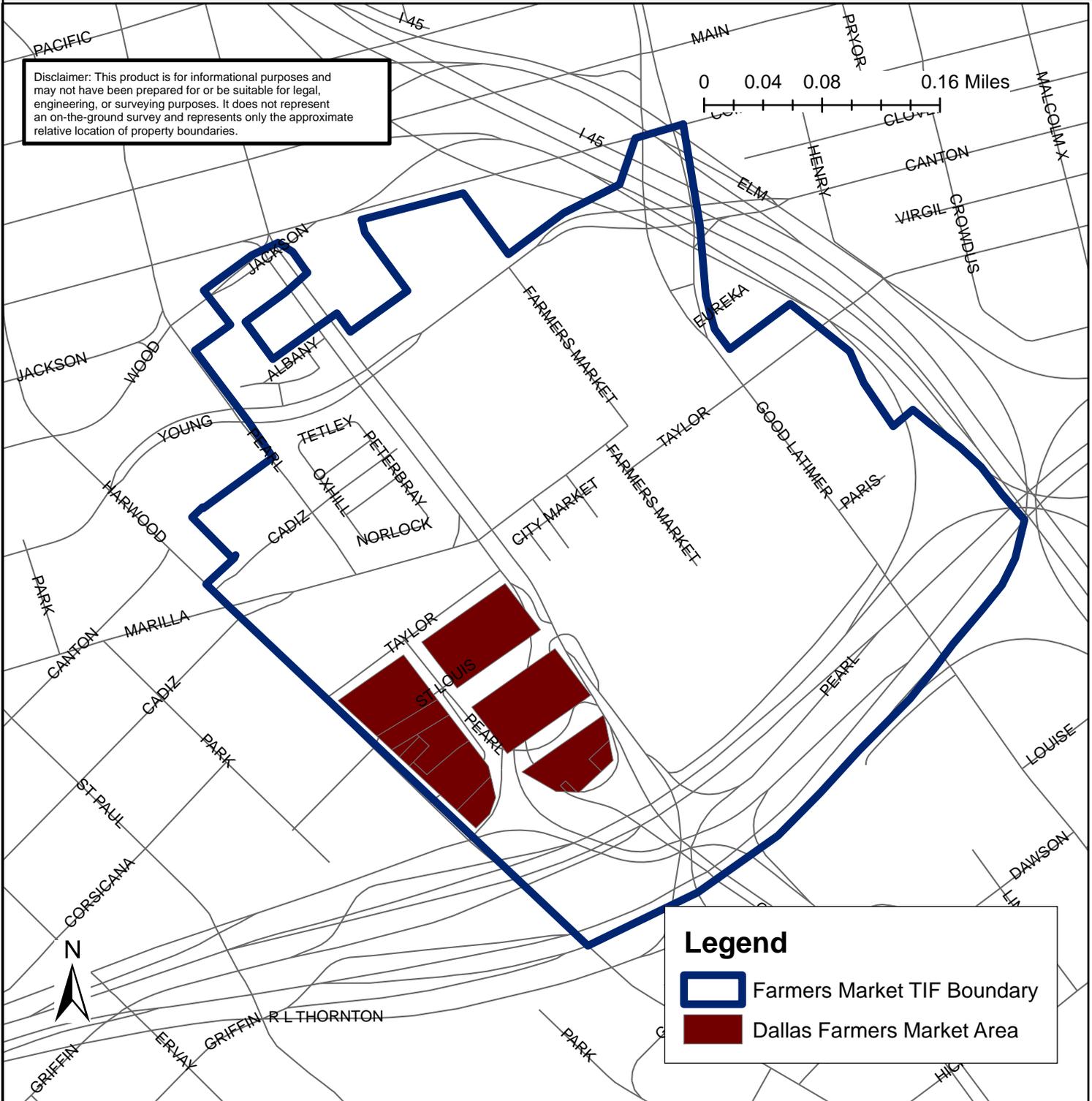
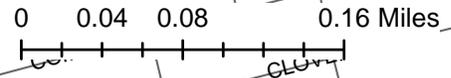
Brian Bergersen
Owner/Developer

MAP

Attached.

Dallas Farmers Market Area

Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.



Legend

-  Farmers Market TIF Boundary
-  Dallas Farmers Market Area

City of Dallas

Office of Economic Development
<http://www.Dallas-EcoDev.org>
Created 1/2013

Note: The proposed improvements coincide with the Downtown Dallas 360 Plan and Parks Master Plan for the area. Most of these improvements can be funded by the

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized amendments to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan and Reinvestment Zone Financing Plan, the City desires to reimburse Taylor Street 2111, LP, for the costs of the 2101 and 2111 Taylor Street Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That the City Manager upon approval as to form by the City Attorney's Office, is hereby authorized to execute a development agreement between Taylor Street 2111, LP, and that future Farmers Market TIF revenues in an amount not to exceed \$3,553,480 are hereby dedicated to TIF-eligible project costs associated with the Futsal Project, shown in the TIF funded 2101 and 2111 Taylor Street Project budget, attached hereto as **Exhibit A**, as part of the implementation of the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan.

Section 2. That the facts and recitations contained in the preamble of this resolution are hereby found and declared to be true and correct.

Section 3. That the City Controller is authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Farmers Market TIF District Fund

Fund 0036, Department ECO, Unit P847, Activity TFFM, Object 3016, Program No. FMTIF0010, CT ECOP847B252, Vendor No. VS0000082181 in an amount not exceed \$3,553,480; and

Total amount not to exceed \$3,553,480 for the 2101 and 2111 Taylor Street Project.

Section 4. That Taylor Street 2111, LP, shall fund the TIF-eligible costs of the 2101 and 2111 Taylor Street Project and Taylor Street 2111, LP will be reimbursed (in an amount not to exceed \$3,553,480) solely from the Farmers Market TIF District Funds in accordance with the terms of the development agreement described in hereof, but only to the extent such Farmers Market TIF District funds are available for such purpose.

Section 5. That nothing in this resolution shall be construed to require the City to approve funding from any source of City funds other than the Farmers Market TIF District funds. Any funds expended by Taylor Street 2111, LP, under the development agreement, that have not been paid, due to lack of or unavailability of Farmers Market TIF District funds shall no longer be considered project costs of the Farmers Market TIF District, and the obligation of the Farmers Market TIF District or the City to reimburse DFM Developer, Ltd., shall automatically expire.

Section 6. That in addition to the conditions set out in the Sections above, the Development Agreement is hereby expressly made subject to all of the following contingencies which must be performed by the Developer or occur:

December 11, 2013**Section 6. (Continued)**

- a. Pull a building permit by April 1, 2015;
- b. Build structure containing a minimum 60 residential units and 25,000 square feet of commercial space;
- c. Invest a minimum of \$17,800,000 for Taylor Street project by December 31, 2016;
- d. Complete the public improvements associated with the Taylor Street Project and obtain a final certificate of acceptance issued by the City by December 31, 2016; Execute an operating and maintenance agreement for the “non-standard public improvements” in the public right-of-way associated with the Taylor Street Project by December 31, 2016. For purposes of this Agreement, “non-standard public improvements” means improvements which exceed City’s standard design requirements as determined by City’s Department of Public Works as agreed by Owner, but does not include any standard paved roadways or below grade improvements, such as water, storm water, sanitary sewer or other standard utility. The Owner will be required to maintain the non-standard improvements under the operating and maintenance agreement from the time of their completion through October 1, 2035;
- e. Comply with all the City’s M/WBE Fair Share policies with a goal of thirty percent (30%) participation for the TIF eligible public improvement project construction and for the private improvement construction with a participation goal in an amount of 10% of total private construction cost (this amount is based on the total proportion of TIF financial participation in the project) and meet all reporting and procedural requirements;
- f. Submit quarterly (once in every three months, starting from the construction start date) project status reports to the Office of Economic Development Staff beginning from July 31, 2015;
- g. Market the residential units pursuant to an affirmative fair housing marketing plan approved by the City from the time of their completion through December 31, 2031;
- h. Conform to the Mixed Income Housing Requirements (**Exhibit D**): The funding for the project is based on meeting the affordable housing requirement of 20% of all units meeting the affordability requirements at 80% or less of the median family income for the Dallas area for a period of fifteen years from CO date;and
- i. Construct public and private improvements that conform in design and materials shown in renderings approved by Office of Economic Development staff, City of Dallas Design Studio and Peer Review Committee (**Exhibit B, Plan & Conceptual Renderings**), subject to zoning changes, if any. Minor modifications can be approved by the Dallas Design Studio, if needed.

December 11, 2013

Section 7. That TIF funds, in an amount not to exceed \$3,553,480, will begin to be reimbursed upon completion of the 2101 and 2111 Taylor Street Project obligations (above required elements) and subject to terms of the Farmers Market TIF Increment Allocation Policy, attached hereto as **Exhibit C**.

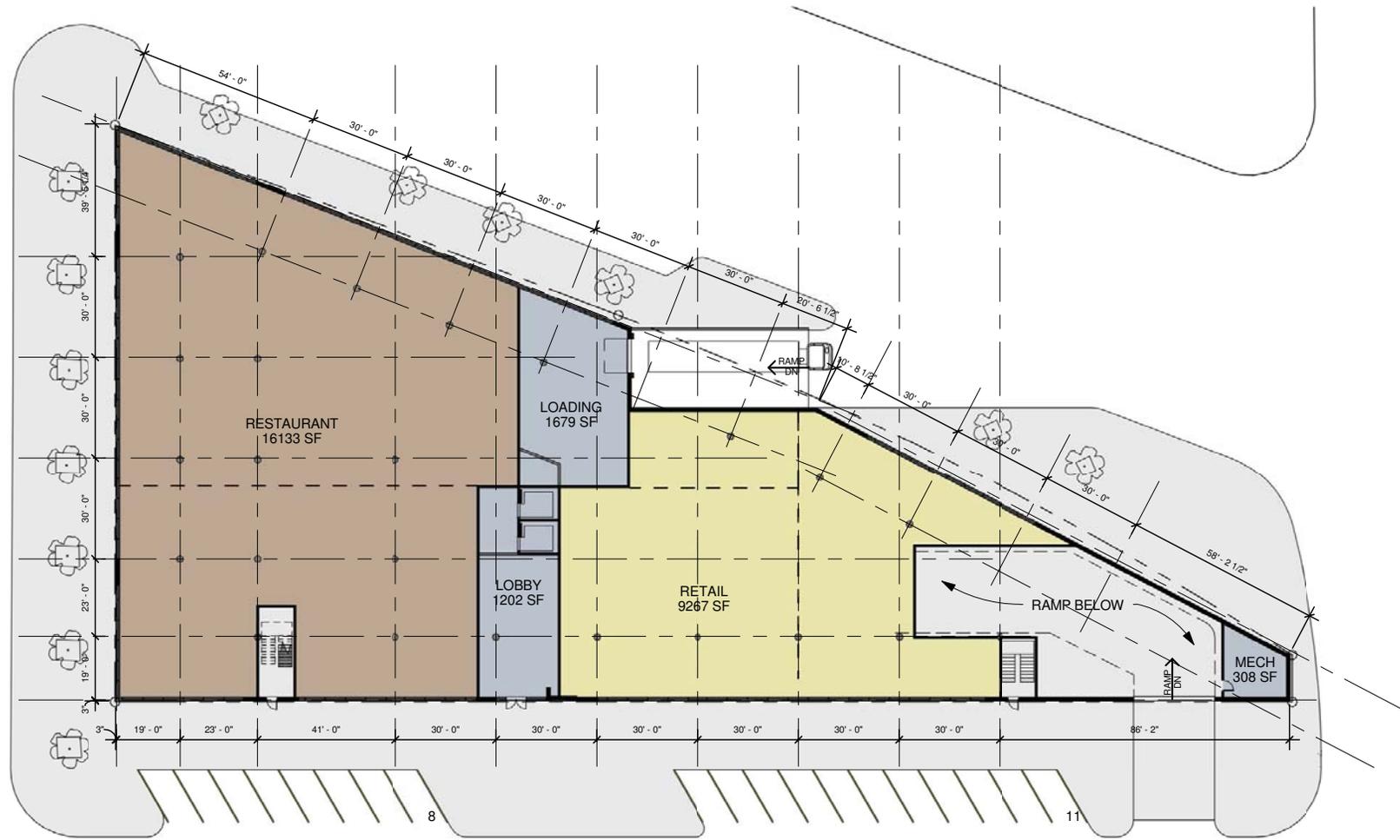
Section 8. That the Director of Office of Economic Development, after approval and recommendation of the Farmers Market TIF District Board of Directors, may authorize an extension of the project completion deadlines up to 6 months.

Section 9. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

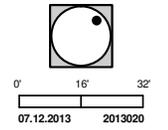
EXHIBIT A
Farmers Market Redevelopment, Phase II
2101 and 2111 Taylor Street Development
Cost Estimates

Description		Amount
TIF Grant for high density development		\$3,553,480
TIF Request		\$3,553,480

Note: No interest shall accrue on any portion of the TIF subsidy.
Maximum recommended TIF funding for the 2101 and 2111
Taylor Street development is \$3,553,480



GROUND LEVEL: 33,549 SF







07.12.2013 2013020

DALLAS FARMERS MARKET • MARILLA TRIANGLE APARTMENTS
SPECTRUM PROPERTIES

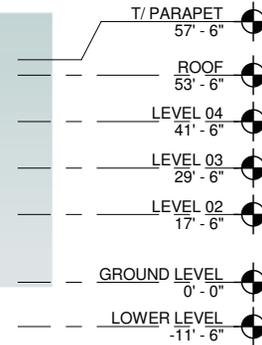
3D VIEW - LOOKING TOWARD DOWNTOWN DALLAS

ARCHIDEAS

Architecture
Interiors
Planning



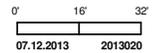
WEST ELEVATION



NORTH ELEVATION



SOUTH ELEVATION



**TIF Increment Allocation Policy
Farmers Market TIF District
November 21, 2013**

It is important for the City of Dallas to encourage as many projects as possible and also allocate Farmers Market TIF District funds to Developers, based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District rather than on a first come first serve basis.

Definitions:

Project (TIF-eligible) - development or redevelopment that adds taxable real property value at a particular site or is a space or facility of public benefit such as open space, trails or cultural facilities. The Project has been approved for TIF funds and all requirements set forth in the development agreement have been completed.

Developer – A person or entity that has completed all requirements for a TIF-eligible Project as set out in the fully executed development agreement for the Project.

Related Project/Developer– if a Developer or a Developer's affiliates (as defined in a development agreement) has other development or redevelopment projects in addition to a TIF-eligible Project, increment from those Related Project(s) may be included in Individual Increment for reimbursement of the TIF-eligible Project expenses. These requirements will be further specified in a development agreement where applicable.

Related Projects must create new taxable real property value for the District based on the following criteria:

- New development on previously vacant land or demolished structures.

Total Increment– the annual amount of increment deposited into the TIF fund from the participating jurisdictions.

Individual Increment – the portion of the increment that a Project or Related Project creates each year.

Net Individual Increment – Individual Increment less the Project's and/or Related Project's portion of Administrative Expenses each year. This portion will be based on the ratio of Individual Increment to Total Increment.

Administrative Expenses – the City will take a share of TIF revenue from this District for the amount it bills to the District for costs necessary for administration of the TIF District program, which may include charges from other departments, each year.

District-Wide Improvements – improvements that are not specific to a single development site such as gateways, trails, open space, public facilities, or utility/streetscape improvements benefiting multiple properties or blocks.

Shared Increment – the Total Increment less (1) the portion of Administrative Expenses not already deducted from Individual Increment, (2) a set-aside for District-Wide Improvements if applicable, and (3) the sum of the Individual Increments of all eligible Developers.

Available Cash - cash in the Farmers Market TIF District fund that is not already allocated, encumbered, or otherwise set aside for other purposes.

Procedure:

Annually, after the Total Increment has been deposited in the TIF fund, the fund will pay or set aside Administrative Expenses based on a ratio of Individual Increments and any remaining costs from unallocated increment in the TIF fund. After Administrative Expenses and any District-Wide Improvement allocation have been paid or set aside, Developers approved for TIF funding from the Farmers Market TIF District will be eligible to receive their Net Individual Increment.

In addition to their Net Individual Increment, the Developers of the Dallas Farmers Market site will be eligible to receive a portion of any Shared Increment. The Shared Increment allotted to an eligible Developer shall be a ratio of an eligible Developer's Individual Increment to the sum of the Individual Increments for all Projects eligible for reimbursement for that year.

Dallas Central Appraisal District (DCAD) certified values for each tax year will be the data source used to determine values for the increment allocation procedure. However, no increment allocation will be made unless a total Project or specific phase as defined in a development agreement is completed by May 1st of a given year. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

District-Wide Improvement Set-Aside

Once the pre-existing agreement with Perry Homes has been fully reimbursed, up to 20% of the total Increment may be set-aside for District-Wide improvements as determined by TIF Board on October 28, 2008.

Accumulated District-Wide Improvement Set-Aside funds may be allocated by the Board for improvements that benefit the Farmers Market TIF District. Specific improvement projects are to be determined and the amount of this set aside will be reviewed annually based on updated financial projections and District needs.

If there is future revenue from the parking, those funds will be allocated towards the District-Wide Improvement Set-Aside.

Pre-existing Agreements

This Increment Allocation Policy does not affect the development agreement with Perry Homes for the Farmers Market Way Town Homes development. This Project shall be reimbursed according to the development agreement, which states that the Developer will be paid on first come first serve basis after paying administrative expenses. The Project will be reimbursed after meeting all terms of the development agreement. If the Project fails to meet the requirements, the agreement will be terminated and the TIF funds will be reallocated to the District-Wide Improvement Set-Aside.

The Farmers Market Square Project shall be reimbursed according to their development Agreement, which states that the Developer will be paid their own increment and a portion of the Shared Increment after the administrative expenses and District-Wide Improvement Set-Aside.

Currently, there are sufficient Farmers Market TIF funds to fully reimburse the existing commitments (Perry Homes and Farmers Market Square Project) upon meeting all the terms of the development agreement.

Farmers Market Redevelopment Project increment set-aside

After the TIF subsidies due the developers with pre-existing development agreements have been paid, all TIF funds (other than those required to pay administrative expenses) that become available from (1) the Farmers Market Redevelopment Project Individual Increments and (2) those properties located within the boundaries of the Farmers Market TIF District as of March 27, 2013 (the Shared Increment), shall be paid to the Farmers Market Redevelopment Project Developer until said Developer has received the full amount that it is due under the TIF development agreements between said Developer and City and that no other person shall be entitled to receive any of the TIF funds available from such sources unless and until said Developer has received the full amount that it is due under its TIF development agreements with City. Notwithstanding the foregoing, said Developer understands that (1) it will not be entitled to receive any of the TIF funds which may become available from any future development in the Farmers Market TIF District, other than from (a) the Farmers Market Redevelopment Project and (b) those properties located within the boundaries of the Farmers Market TIF District as of the date of March 27, 2013, and (2) any future developments in the Farmers Market TIF District will be eligible to receive only the TIF increment generated by such future developments until such time as the Farmers Market Redevelopment Project Developer has received the full amount that it is due under its TIF development agreements with City.

Notes:

In general, the assignment of increment will be done annually, after each participating jurisdiction has deposited its annual increment into the TIF fund. Upon completion of a Project, developers are eligible to be reimbursed for TIF eligible expenditures from Available Cash currently in the TIF fund, if any.

If the appraised value of the remaining property in the TIF District decreases in value despite new development and as additional TIF Projects are approved and completed, the TIF subsidy for Projects that year may be reduced or unpaid. Similarly, if the sum of (1) Administrative Expenses, (2) District-Wide Improvements, and (3) the sum of the Individual Increments is greater than the Total Increment, then the Individual Increments shall be allotted on a proportional basis based on the ratio of each Developer's Individual Increment to the sum of the Individual Increments for that year. If there is no revenue available after administrative expenses, there will be no increment payments that year.

At its discretion, the Farmers Market TIF District TIF Board may make modifications or corrections to this Policy to increase its effectiveness.

City of Dallas Tax Increment Finance Districts

Mixed Income Housing Guidelines

Adopted by the Farmers Market TIF Board on November 20, 2013

TIF Program Purpose

The purpose of the City of Dallas' TIF program is to promote development in underutilized and vacant areas through the use of public investment to attract private investment. The goals for the districts include improving the infrastructure within the districts and adding market rate apartments, single family homes, retail and commercial space, and office and professional space. Promoting housing for individuals and families at a variety of income levels is one of many policy considerations for the districts.

General definitions

Mixed income housing requires a minimum of 20% of all units to meet affordable housing standards.

Affordable housing units are those which are affordable to a household earning 80% or less of the median family income for the Dallas Area.

The 20% affordability requirement applies to both rental units and to units that are for sale. Requirements for for-sale units will be handled on a case-by-case basis. These guidelines primarily pertain to rental housing.

Affordability period and rent rates

Rental units must be affordable for a period of at least fifteen years, beginning from the date the project is complete per the development agreement.

Income levels and *maximum* rent will vary each year and are based on HUD's calculations for Area Median Income (AMI), utility expenses, and Market Rent for the Dallas Area. Maximum rents are set each year at 30% of 80% of AMI, including a utility allowance. Information pertaining to the maximum affordable rent and income levels that are currently in effect can be obtained from the Office of Economic Development.

Affordable units

A minimum of 20% of all occupied units shall be rented to qualifying households.

The developer may choose to offer any available unit to qualifying households. The TIF program does not require that specific units or unit types be set aside for qualifying households. The 20% total requirement thus may be satisfied by any combination of units and need not apply to units of all sizes.

Affordable units shall be comparable in size and finish quality to market rate units and shall be dispersed throughout the development. Affordable units shall not be segregated into a particular section of the development and shall be a minimum of 500 square feet.

Qualifying households

A qualifying household is defined as a household making 80% or less of the Area Median Income.

Developers may include wages, salaries, tips, commissions, social security income, etc. to certify a household's income. The method used to determine income should be the same for qualifying and market rate households.

Lease terms

Households that qualify at the beginning of a lease will be assumed to qualify for the entirety of the term of that lease. Recertification is therefore only necessary during lease renewal.

At the end of the lease, the new lease rates will be set based on the household's current income at the time of renewal.

Once a household qualifies as an affordable household, subsequent increases in the household income will not disqualify the household until the household's income exceeds 140% of the allowed maximum qualifying income. If the household no longer qualifies for an affordable unit, the lease may be renewed at market rate and another unit made available for a qualifying household in order to maintain the 20% affordability requirement.

Fees and leasing requirements

In general, all leasing requirements and all fees, utility charges, assessments, fines, etc. charged by the apartment community must be applied uniformly to qualifying households and market rate households, with the exception that the developer may choose to waive or reduce fees for qualifying households and the developer may choose to set specific lease lengths for affordable units.

Reporting Requirements

Adequate reporting by developer, owner, or property manager shall be required to ensure that the City can appropriately monitor compliance with the policy. Projects receiving affordable housing funding under federal or state programs may choose to submit copies of compliance reports specific to the federal or state program in lieu of the TIF program report. Specific reporting requirements will be updated as necessary.

Compliance

The developer assumes all liability for compliance with these requirements and with all applicable laws. By participating in the City's TIF program, the developer agrees to report all information

accurately and on time. At the City's request, the developer agrees to produce necessary documentation for determining full compliance with this program.

The affordability period shall be extended by six months for any number of units by which the affordable housing provided during a semi-annual period falls short of the number of units required to meet the affordable housing requirements. Noncompliance may result in termination of the development agreement, a reduction in TIF reimbursement, or other action as determined by the Office of Economic Development.

Request for waiver or minor modification of these requirements shall be submitted to the Office of Economic Development and will be negotiated on a project by project basis with the City and the County.

The City may consider retainage of a percentage of TIF funding to ensure that in the event that the property is sold prior to the end of the 15 year compliance period, all successors and assigns will be required to provide affordable housing for the remainder of the affordability period.

Alternative Methods

A developer may propose alternative methods of meeting the requirements which provide affordable housing in a comparable location within or adjacent to the TIF district. Examples include a Low Income Housing Tax Credit (LIHTC) project that provides a significant amount of affordable housing in a single time period, a land trust that provides for for-sale affordable units, a partnership with a non-profit provider of affordable housing, or provision of special needs housing. All proposed alternative methods will be considered on a case by case basis and must be approved by both the City and Dallas County.

AFHMP

An affirmative fair housing marketing plan is required for all housing projects supported with TIF funding. This requirement is detailed in each project's development agreement. Each project will be evaluated individually to ensure that it furthers affirmative fair housing goals.

Effective Date

This policy is effective in each district as of the date it is approved by that district's TIF board. The policy applies to developments with first occupancy on October 1, 2011 or later.

Policy Modifications

As needed, the City may make modifications or corrections to this policy to increase its effectiveness. Where these guidelines conflict with a district's Final Plan, the Final Plan shall rule, as determined by the Director of the Office of Economic Development.

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized amendments to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan and Reinvestment Zone Financing Plan, the City desires to reimburse Taylor Street 2111, LP, for the costs of the 2101 and 2111 Taylor Street Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That the findings, determinations and certifications contained in the recitals above are incorporated herein for all purposes.

Section 2. That the issuer expects to incur debt as one or more series of obligation for the purpose of paying the costs of the 2101 and 2111 Taylor Street Project.

The following is a general functional description of the 2101 and 2111 Taylor Street Project for which the expenditures to be reimbursed or paid and a statement of the maximum principal amount of debt expected to be issued for such reimbursement purposes.

<u>Project Description</u>	<u>Debt To Be Issued</u>
TIF Grant- High density development and public parking, as shown in Exhibit A	Not to exceed \$3,553,480

Section 3. That the total Farmers Market TIF District participation in the 2101 and 2111 Taylor Street Project development is in the form of a TIF Grant for high density development and other public improvements associated with the Farmers Market Phase II shall not exceed an amount of \$3,553,480 all in accordance with the terms of the said development agreement.

Section 4. That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Farmers Market TIF Fund and/or Tax Increment Bonds. Any funds expended under the development agreement that remain unpaid upon termination of the Farmers Market TIF, due to lack or unavailability of Farmers Market TIF Funds shall no longer be considered project costs of the Farmers Market TIF District or the City to pay the Taylor Street 2111, LP, shall automatically expire.

Section 5. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
2101 and 2111 Taylor Street Development
Cost Estimates

Description		Amount
TIF Grant for high density development		\$3,553,480
TIF Request		\$3,553,480

Note: No interest shall accrue on any portion of the TIF subsidy.
Maximum recommended TIF funding for the 2101 and 2111 Taylor Street development is \$3,553,480

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: December 11, 2013
COUNCIL DISTRICT(S): 2
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 45 Q 45 R

SUBJECT

Farmers Market Redevelopment, Phase II

- * Authorize **(1)** a development agreement with FM Futsal, Ltd., to provide funding for the Futsal Project as part of the Farmers Market Redevelopment, Phase II located in Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District); and **(2)** the Farmers Market TIF District Board of Directors to dedicate up to \$589,888 from Farmers Market TIF revenues in accordance with the development agreement - Not to exceed \$589,888 - Financing: Farmers Market TIF District Funds
- * A resolution declaring the intent of Tax Increment Financing Reinvestment Zone Number Six (Farmers Market TIF District), to reimburse FM Futsal, Ltd., in an amount not to exceed \$589,888 for certain improvements related to the Futsal Project of the Farmers Market Redevelopment, Phase II in the Farmers Market TIF District - Financing: No cost consideration to the City

BACKGROUND

On February 27, 2013, City Council authorized a Master Agreement for the redevelopment of the Dallas Farmers Market with DFM Developer, Ltd., (Brian Bergersen, Owner/Developer), which outlined a redevelopment plan for the Dallas Farmers Market. The approved Master Agreement redevelopment plan provides for: (1) the lease of Shed 1 for renovation and operation as a marketplace for local farmers and farm merchants and vendors to sell produce and other farm-related products; (2) the sale of Shed 2 for renovation for use by restaurants, specialty food vendors, other retail vendors, and a beer garden; (3) the sale of Sheds 3 and 4 for the development of retail, residential, and parking uses (including public parking for the market); (4) the sale of the auxiliary/administration building for its renovation for use as a culinary learning center, production studio, market administration office, retail leasing office, and retail; and (5) the sale of the remote parking area for redevelopment for outdoor activities, specifically a community garden and futsal fields.

BACKGROUND (Continued)

The development agreement under consideration is part of the Farmers Market Redevelopment Phase II for the Futsal Project. The existing site of approximately 1.8 acres of remote parking space will be redeveloped to create futsal fields, a fitness track and a community garden. The improvements include three futsal fields, walking/jogging trail, aluminum bleacher seating, lighting, restrooms and storage. A portion of the area will be converted to a community garden.

The Farmers Market TIF funding for construction and improvements related to the Futsal Project. The designs for the project are reviewed and approved by the Dallas Design Studio and Peer Review Committee.

Separate Council Items under consideration on this agenda – TIF Agreements:

Shed 1 Project:

Existing Shed 1 is approximately 20,000 square feet of local farmer's stall space. Shed 1 will be completely renovated to meet the farmer's needs. The new design will remove vehicular access from the shed and create pedestrian walkways and a display area in the shed. Improvements include public parking along Taylor Street and Pearl Street, pedestrian protection from vehicles and enhanced streetscape. A truck staging area will be located along Farmers Way. The streetscape will be enhanced along the two streets (Farmers Way and Pearl Street). The TIF funding request for the Shed 1 is in an amount not to exceed \$300,000.

Shed 2 Project:

The existing Shed 2 of approximately 28,000 square feet, will be renovated to showcase a variety of Dallas based restaurants and specialty food vendors. The improvements also include construction of a public "beer garden" located at the Southeast corner of Harwood Street and Marilla Street. The TIF funding request for the Shed 1 is in an amount not to exceed \$355,477.

Mixed-use development/Shed 3 and Shed 4 Project:

Shed 3 & 4 will be demolished and the space will be turned into a mixed-use development. A new building will be constructed with approximately 240 apartments (200,000 square feet for residential use) in 5-6 stories of wood frame and concrete frame construction, plus ground floor retail of approximately 16,000 square feet. This building will include 544 parking spaces (300 city owned public parking spaces and 244 private parking spaces). The TIF funding request for the mixed-use development is in an amount not to exceed \$8,536,486.

BACKGROUND (Continued)

2101 and 2111 Taylor Street Project:

The improvements to 2101 and 2111 Taylor Street will include approximately 25,000 square feet of commercial restaurant / retail, plus 60 residential units and 60 parking spaces. The TIF funding request for the Taylor Street development is in an amount not to exceed \$3,553,480.

ESTIMATED SCHEDULE OF FUTSAL PROJECT

Begin Construction Work	April 2015
Complete Construction	December 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, Farmers Market TIF District by Ordinance No. 23521, as amended.

On August 25, 1999, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District by Ordinance No. 24001, as amended.

On February 27, 2013, by Resolution No. 13-0447, the City Council authorized a Master Agreement for the Redevelopment of the Dallas Farmers Market with DFM Developer, Ltd.

On March 27, 2013, by Ordinance No. 28951, the City Council authorized amendments to the Farmers Market TIF Project and Financing Plan, including the expansion of the geographic boundaries of the TIF district to include the Dallas Farmers Market property.

On March 27, 2013, by Resolution No. 13-0539, the City Council authorized the City Manager to sell the Dallas Farmers Market remote parking area.

On June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156.

On November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, and authority to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS) (Continued)

On December 2, 2013, the Economic Development Committee was briefed on the proposed Farmers Market Redevelopment, Phase II.

FISCAL INFORMATION

\$589,888 - Farmers Market TIF District Funds

OWNER

FM Futsal, Ltd.

Brian Bergersen
Owner/Developer

DEVELOPER

FM Futsal, Ltd.

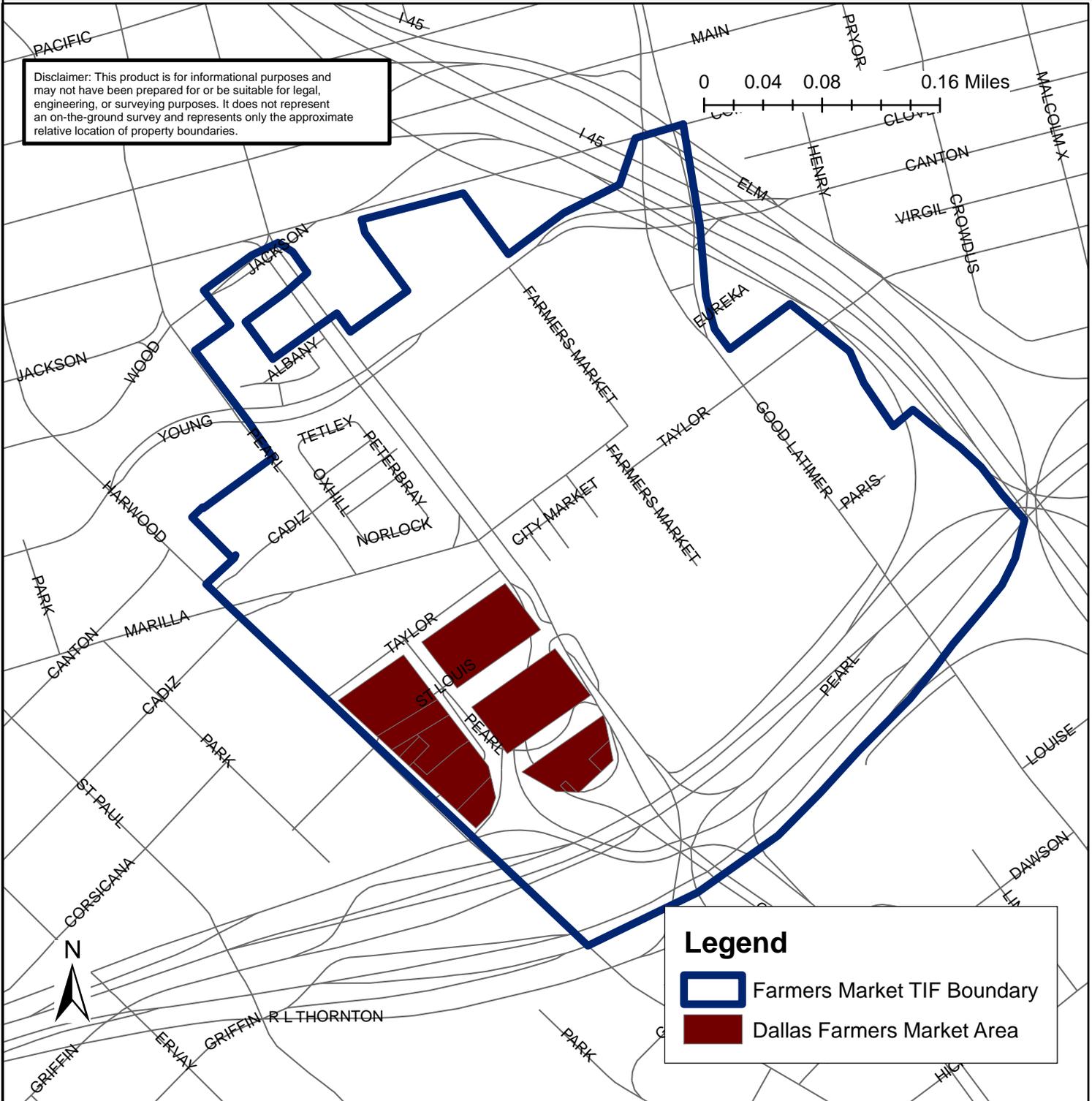
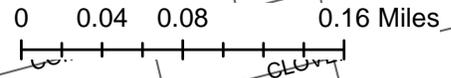
Brian Bergersen
Owner/Developer

MAP

Attached.

Dallas Farmers Market Area

Disclaimer: This product is for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property boundaries.



Legend

-  Farmers Market TIF Boundary
-  Dallas Farmers Market Area

City of Dallas

Office of Economic Development

<http://www.Dallas-EcoDev.org>

Created 1/2013

Note: The proposed improvements coincide with the Downtown Dallas 360 Plan and Parks Master Plan for the area. Most of these improvements can be funded by the

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized amendments to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4 Project; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliate, in the Farmers Market TIF District, and recommended City Council authorized the development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan and Reinvestment Zone Financing Plan, the City desires to reimburse FM Futsal, Ltd. for the costs of the Futsal Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That the City Manager upon approval as to form by the City Attorney's Office is hereby authorized to execute a development agreement with FM Futsal, Ltd, and that future Farmers Market TIF revenues in an amount not to exceed \$589,888 are hereby dedicated to TIF-eligible project costs associated with the Futsal Project, shown in the TIF funded Futsal Project budget, attached hereto as **Exhibit A**, as part of the implementation of the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan.

Section 2. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 3. That the City Controller is authorized to encumber and disburse funds from future tax increments and subject to future appropriations from:

Farmers Market TIF District Fund

Fund 0036, Department ECO, Unit P848, Activity TFFM, Object 4510, Program No. FMTIF0011, CT ECOP848B253, Vendor No. VS0000082182 in an amount not exceed \$589,888; and

Total amount not to exceed \$589,888 for the Futsal Project.

Section 4. That FM Futsal, Ltd, shall fund the TIF-eligible costs of the Futsal Project and FM Futsal, Ltd., will be reimbursed (in an amount not to exceed \$589,888) solely from the Farmers Market TIF District Funds in accordance with the terms of the development agreement described in hereof, but only to the extent such Farmers Market TIF District funds are available for such purpose.

Section 5. That nothing in this resolution shall be construed to require the City to approve funding from any source of City funds other than the Farmers Market TIF District funds. Any funds expended by FM Futsal, Ltd, under the development agreement, that have not been paid, due to lack of or unavailability of Farmers Market TIF District funds shall no longer be considered project costs of the Farmers Market TIF District, and the obligation of the Farmers Market TIF District or the City to reimburse FM Futsal, Ltd,. shall automatically expire.

December 11, 2013

Section 6. That in addition to the conditions set out in the Sections above, the Development Agreement is hereby expressly made subject to all of the following contingencies which must be performed by Developer or occur:

- a. Pull a building permit by April 1, 2015;
- b. Invest a minimum of \$1,500,000 in the Futsal Project by December 31, 2015;
- c. Complete the public improvements associated with Futsal Project and obtain a final certificate of acceptance issued by the City by December 31, 2015;
- d. Execute an operating and maintenance agreement for the “non-standard public infrastructure improvements” in the public right-of-way associated with the Futsal Project by December 31, 2015. For purposes of this Agreement, “non-standard public improvements” means improvements which exceed City’s standard design requirements as determined by City’s Department of Public Works as agreed by Owner, but does not include any standard paved roadways or below grade improvements, such as water, storm water, sanitary sewer or other standard utility systems. The Owner will be required to maintain the non-standard improvements under the operating and maintenance agreement from the time of their completion through October 1, 2035;
- e. Comply with all the City’s M/WBE Fair Share policies with participation goal in an amount of 10% of total private construction cost (this amount is based on the total proportion of TIF financial participation in the project) and meet all reporting and procedural requirements;
- f. Submit quarterly (once in every three months, starting from the construction start date) project status reports to the Office of Economic Development Staff beginning from July 31, 2015;
- g. Submit the design for the redevelopment of the futsal fields and community garden for review and approval of the Office of Economic Development staff and the City of Dallas Design Studio. These approved designs will be included in the City Council packet; and
- h. Construct public and private improvements that conform in design and materials shown in renderings approved by Office of Economic Development staff, City of Dallas Design Studio and Peer Review Committee (**Exhibit B, Site Plan & Conceptual Renderings**), subject to zoning changes, if any. Minor modifications can be approved by the Dallas Design Studio, if needed.

Section 7. That TIF funds, in an amount not to exceed \$589,888, will begin to be reimbursed upon completion of the Futsal Project obligations (above required elements) and subject to terms of the Farmers Market TIF Increment Allocation Policy, attached hereto as **Exhibit C**.

Section 8. That the Director of Office of Economic Development, after approval and recommendation of the Farmers Market TIF District Board of Directors, may authorize an extension of the project completion deadlines up to 6 months.

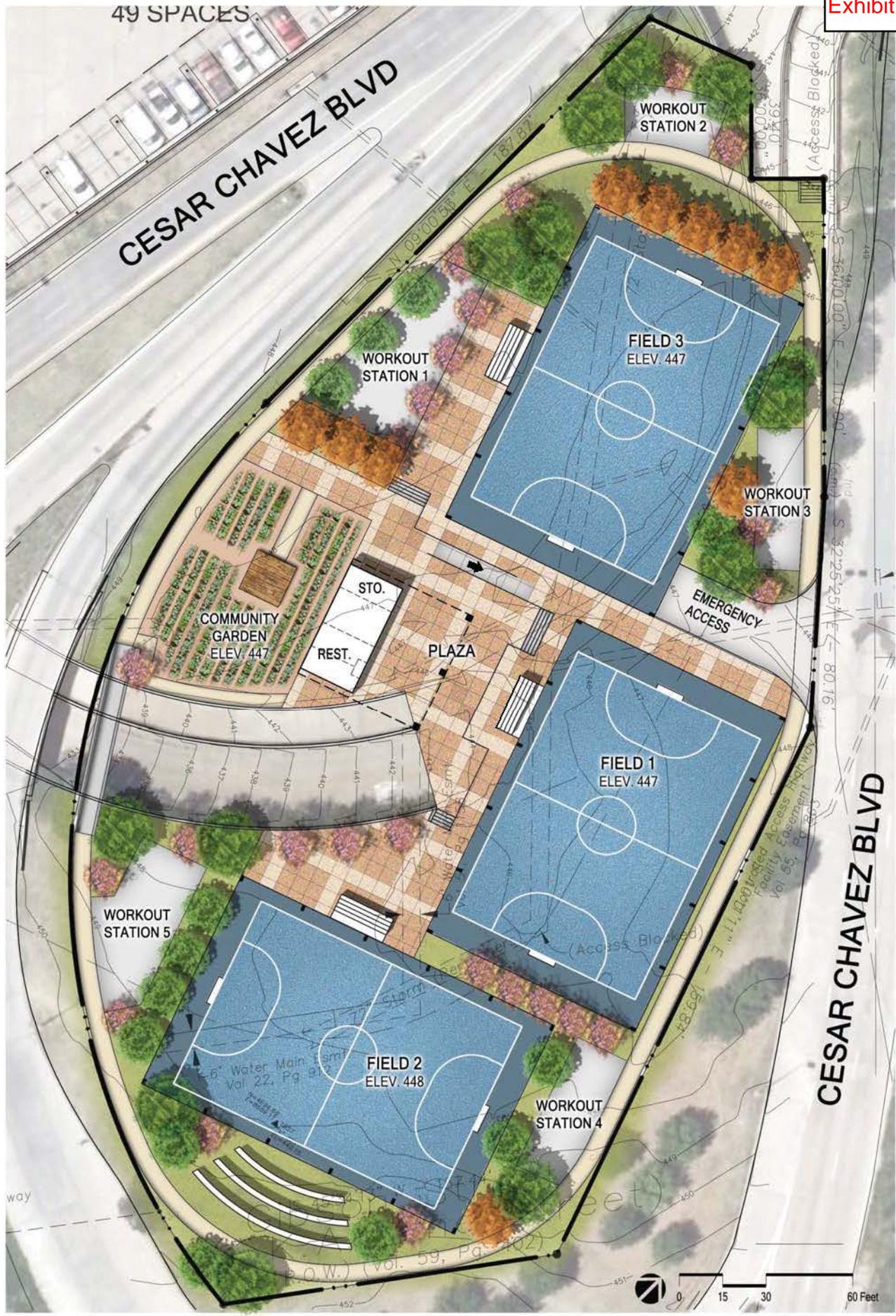
December 11, 2013

Section 9. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Futsal Project
Cost Estimates

Description		Amount
Farmers Market TIF Grant: Open space improvements – community garden and futsal fields		\$589,888
TIF Request		\$589,888

Note: No interest shall accrue on any portion of the TIF subsidy.
Maximum recommended TIF funding in the form of a TIF Grant for
the Futsal Project is \$589,888.



CONCEPTUAL SITE PLAN - FUTSAL COMPLEX

Farmers Market Redevelopment
Dallas, Texas



GFF Planning

2808 Farmmount Street
Suite 300
Dallas, Texas 75201

214.303.1500/1el
214.303.1512/Fax
www.gff.com

**TIF Increment Allocation Policy
Farmers Market TIF District
November 21, 2013**

It is important for the City of Dallas to encourage as many projects as possible and also allocate Farmers Market TIF District funds to Developers, based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District rather than on a first come first serve basis.

Definitions:

Project (TIF-eligible) - development or redevelopment that adds taxable real property value at a particular site or is a space or facility of public benefit such as open space, trails or cultural facilities. The Project has been approved for TIF funds and all requirements set forth in the development agreement have been completed.

Developer – A person or entity that has completed all requirements for a TIF-eligible Project as set out in the fully executed development agreement for the Project.

Related Project/Developer– if a Developer or a Developer's affiliates (as defined in a development agreement) has other development or redevelopment projects in addition to a TIF-eligible Project, increment from those Related Project(s) may be included in Individual Increment for reimbursement of the TIF-eligible Project expenses. These requirements will be further specified in a development agreement where applicable.

Related Projects must create new taxable real property value for the District based on the following criteria:

- New development on previously vacant land or demolished structures.

Total Increment– the annual amount of increment deposited into the TIF fund from the participating jurisdictions.

Individual Increment – the portion of the increment that a Project or Related Project creates each year.

Net Individual Increment – Individual Increment less the Project's and/or Related Project's portion of Administrative Expenses each year. This portion will be based on the ratio of Individual Increment to Total Increment.

Administrative Expenses – the City will take a share of TIF revenue from this District for the amount it bills to the District for costs necessary for administration of the TIF District program, which may include charges from other departments, each year.

District-Wide Improvements – improvements that are not specific to a single development site such as gateways, trails, open space, public facilities, or utility/streetscape improvements benefiting multiple properties or blocks.

Shared Increment – the Total Increment less (1) the portion of Administrative Expenses not already deducted from Individual Increment, (2) a set-aside for District-Wide Improvements if applicable, and (3) the sum of the Individual Increments of all eligible Developers.

Available Cash - cash in the Farmers Market TIF District fund that is not already allocated, encumbered, or otherwise set aside for other purposes.

Procedure:

Annually, after the Total Increment has been deposited in the TIF fund, the fund will pay or set aside Administrative Expenses based on a ratio of Individual Increments and any remaining costs from unallocated increment in the TIF fund. After Administrative Expenses and any District-Wide Improvement allocation have been paid or set aside, Developers approved for TIF funding from the Farmers Market TIF District will be eligible to receive their Net Individual Increment.

In addition to their Net Individual Increment, the Developers of the Dallas Farmers Market site will be eligible to receive a portion of any Shared Increment. The Shared Increment allotted to an eligible Developer shall be a ratio of an eligible Developer's Individual Increment to the sum of the Individual Increments for all Projects eligible for reimbursement for that year.

Dallas Central Appraisal District (DCAD) certified values for each tax year will be the data source used to determine values for the increment allocation procedure. However, no increment allocation will be made unless a total Project or specific phase as defined in a development agreement is completed by May 1st of a given year. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

District-Wide Improvement Set-Aside

Once the pre-existing agreement with Perry Homes has been fully reimbursed, up to 20% of the total Increment may be set-aside for District-Wide improvements as determined by TIF Board on October 28, 2008.

Accumulated District-Wide Improvement Set-Aside funds may be allocated by the Board for improvements that benefit the Farmers Market TIF District. Specific improvement projects are to be determined and the amount of this set aside will be reviewed annually based on updated financial projections and District needs.

If there is future revenue from the parking, those funds will be allocated towards the District-Wide Improvement Set-Aside.

Pre-existing Agreements

This Increment Allocation Policy does not affect the development agreement with Perry Homes for the Farmers Market Way Town Homes development. This Project shall be reimbursed according to the development agreement, which states that the Developer will be paid on first come first serve basis after paying administrative expenses. The Project will be reimbursed after meeting all terms of the development agreement. If the Project fails to meet the requirements, the agreement will be terminated and the TIF funds will be reallocated to the District-Wide Improvement Set-Aside.

The Farmers Market Square Project shall be reimbursed according to their development Agreement, which states that the Developer will be paid their own increment and a portion of the Shared Increment after the administrative expenses and District-Wide Improvement Set-Aside.

Currently, there are sufficient Farmers Market TIF funds to fully reimburse the existing commitments (Perry Homes and Farmers Market Square Project) upon meeting all the terms of the development agreement.

Farmers Market Redevelopment Project increment set-aside

After the TIF subsidies due the developers with pre-existing development agreements have been paid, all TIF funds (other than those required to pay administrative expenses) that become available from (1) the Farmers Market Redevelopment Project Individual Increments and (2) those properties located within the boundaries of the Farmers Market TIF District as of March 27, 2013 (the Shared Increment), shall be paid to the Farmers Market Redevelopment Project Developer until said Developer has received the full amount that it is due under the TIF development agreements between said Developer and City and that no other person shall be entitled to receive any of the TIF funds available from such sources unless and until said Developer has received the full amount that it is due under its TIF development agreements with City. Notwithstanding the foregoing, said Developer understands that (1) it will not be entitled to receive any of the TIF funds which may become available from any future development in the Farmers Market TIF District, other than from (a) the Farmers Market Redevelopment Project and (b) those properties located within the boundaries of the Farmers Market TIF District as of the date of March 27, 2013, and (2) any future developments in the Farmers Market TIF District will be eligible to receive only the TIF increment generated by such future developments until such time as the Farmers Market Redevelopment Project Developer has received the full amount that it is due under its TIF development agreements with City.

Notes:

In general, the assignment of increment will be done annually, after each participating jurisdiction has deposited its annual increment into the TIF fund. Upon completion of a Project, developers are eligible to be reimbursed for TIF eligible expenditures from Available Cash currently in the TIF fund, if any.

If the appraised value of the remaining property in the TIF District decreases in value despite new development and as additional TIF Projects are approved and completed, the TIF subsidy for Projects that year may be reduced or unpaid. Similarly, if the sum of (1) Administrative Expenses, (2) District-Wide Improvements, and (3) the sum of the Individual Increments is greater than the Total Increment, then the Individual Increments shall be allotted on a proportional basis based on the ratio of each Developer's Individual Increment to the sum of the Individual Increments for that year. If there is no revenue available after administrative expenses, there will be no increment payments that year.

At its discretion, the Farmers Market TIF District TIF Board may make modifications or corrections to this Policy to increase its effectiveness.

December 11, 2013

WHEREAS, the City recognizes the importance of its role in local economic development initiatives and programs; and

WHEREAS, on May 27, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Farmers Market area through the use of tax increment financing by Ordinance No. 23521, as amended; and

WHEREAS, on August 25, 1999, City Council authorized the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24001, as amended; and

WHEREAS, on February 27, 2013, City Council authorized the amendment to the Farmers Market TIF District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951; and

WHEREAS, on June 26, 2013, City Council authorized the Farmers Market Redevelopment, Phase I, Project by DFM Developer, Ltd., in the Farmers Market TIF District in an amount not to exceed \$1,664,832 by Resolution No. 13-1156; and

WHEREAS, on November 21, 2013, the Farmers Market TIF Board of Directors reviewed the proposed Farmers Market Redevelopment, Phase II: (A) Shed 1 Project; (B) Shed 2 Project; (C) Mixed-use development/Shed 3 and Shed 4; (D) 2101 and 2111 Taylor Street Project; and (E) Futsal Project by DFM Developer, Ltd./ or its affiliates, in the Farmers Market TIF District, and recommended City Council authorize development agreements with DFM Developer, Ltd./ or its affiliate, to dedicate future TIF revenues from the Farmers Market TIF District, in an amount not to exceed \$13,335,331; and

WHEREAS, in furtherance of the Farmer Market TIF District Project Plan and Reinvestment Zone Financing Plan, the City desires to reimburse FM Futsal, Ltd., for the costs of the Futsal Project of the Farmers Market Redevelopment, Phase II, in the Farmers Market TIF.

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

December 11, 2013

Section 1. That the findings, determinations and certifications contained in the recitals above are incorporated herein for all purposes.

Section 2. That the issuer expects to incur debt as one or more series of obligation for the purpose of paying the costs of the Futsal Project.

The following is a general functional description of the Futsal Project for which the expenditures to be reimbursed or paid and a statement of the maximum principal amount of debt expected to be issued for such reimbursement purposes.

Project Description

Debt To Be Issued

TIF Grant
open space improvements
community garden
and Futsal Project,
as shown in **Exhibit A**

Not to exceed \$589,888

Section 3. That the total Farmers Market TIF District participation in the construction and improvements related to the Futsal Project and other public improvements association with the Farmers Market Phase II shall not exceed an amount of \$589,888 all in accordance with the terms of said development agreement.

Section 4. That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Farmers Market TIF Fund and/or Tax Increment Bonds. Any funds expended under the development agreement that remain unpaid upon termination of the Farmers Market TIF, due to lack or unavailability of Farmers Market TIF Funds shall no longer be considered project costs of the Farmers Market TIF District or the City to pay the FM Futsal, Ltd., shall automatically expire.

Section 5. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

EXHIBIT A
Farmers Market Redevelopment, Phase II
Futsal Project
Cost Estimates

Description	Amount
Farmers Market TIF Grant: Open space improvements – community garden and futsal fields	\$589,888
TIF Request	\$589,888

Note: No interest shall accrue on any portion of the TIF subsidy.
Maximum recommended TIF funding in the form of a TIF Grant for
the Futsal Project is \$589,888.