

**FEBRUARY 25, 2015 CITY COUNCIL AGENDA
CERTIFICATION**

This certification is given pursuant to Chapter XI, Section 9 of the City Charter for the City Council Agenda dated February 25, 2015. We hereby certify, as to those contracts, agreements, or other obligations on this Agenda authorized by the City Council for which expenditures of money by the City are required, that all of the money required for those contracts, agreements, and other obligations is in the City treasury to the credit of the fund or funds from which the money is to be drawn, as required and permitted by the City Charter, and that the money is not appropriated for any other purpose.



A.C. Gonzalez
City Manager

2.13.15

Date



Jeanne Chipperfield
Chief Financial Officer

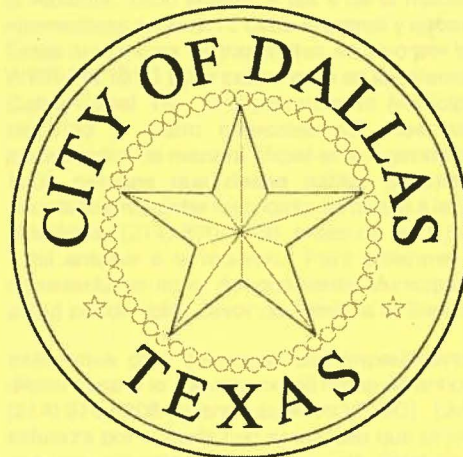
2/13/2015

Date

RECEIVED

2015 FEB 13 PH 4:12

CITY SECRETARY
DALLAS, TEXAS



COUNCIL AGENDA

February 25, 2015

Date

(For General Information and Rules of Courtesy, Please See Opposite Side.)
(La Información General Y Reglas De Cortesía Que Deben Observarse
Durante Las Asambleas Del Consejo Municipal Aparecen En El Lado Opuesto, Favor De Leerlas.)

General Information

The Dallas City Council regularly meets on Wednesdays beginning at 9:00 a.m. in the Council Chambers, 6th floor, City Hall, 1500 Marilla. Council agenda meetings are broadcast live on WRR-FM radio (101.1 FM) and on Time Warner City Cable Channel 16. Briefing meetings are held the first and third Wednesdays of each month. Council agenda (voting) meetings are held on the second and fourth Wednesdays. Anyone wishing to speak at a meeting should sign up with the City Secretary's Office by calling (214) 670-3738 by 5:00 p.m. of the last regular business day preceding the meeting. Citizens can find out the name of their representative and their voting district by calling the City Secretary's Office.

Sign interpreters are available upon request with a 48-hour advance notice by calling (214) 670-5208 V/TDD. The City of Dallas is committed to compliance with the Americans with Disabilities Act. **The Council agenda is available in alternative formats upon request.**

If you have any questions about this agenda or comments or complaints about city services, call 311.

Rules of Courtesy

City Council meetings bring together citizens of many varied interests and ideas. To insure fairness and orderly meetings, the Council has adopted rules of courtesy which apply to all members of the Council, administrative staff, news media, citizens and visitors. These procedures provide:

- That no one shall delay or interrupt the proceedings, or refuse to obey the orders of the presiding officer.
- All persons should refrain from private conversation, eating, drinking and smoking while in the Council Chamber.
- Posters or placards must remain outside the Council Chamber.
- No cellular phones or audible beepers allowed in Council Chamber while City Council is in session.

"Citizens and other visitors attending City Council meetings shall observe the same rules of propriety, decorum and good conduct applicable to members of the City Council. Any person making personal, impertinent, profane or slanderous remarks or who becomes boisterous while addressing the City Council or while attending the City Council meeting shall be removed from the room if the sergeant-at-arms is so directed by the presiding officer, and the person shall be barred from further audience before the City Council during that session of the City Council. If the presiding officer fails to act, any member of the City Council may move to require enforcement of the rules, and the affirmative vote of a majority of the City Council shall require the presiding officer to act." Section 3.3(c) of the City Council Rules of Procedure.

Información General

El Ayuntamiento de la Ciudad de Dallas se reúne regularmente los miércoles en la Cámara del Ayuntamiento en el sexto piso de la Alcaldía, 1500 Marilla, a las 9 de la mañana. Las reuniones informativas se llevan a cabo el primer y tercer miércoles del mes. Estas audiencias se transmiten en vivo por la estación de radio WRR-FM 101.1 y por cablevisión en la estación *Time Warner City Cable* Canal 16. El Ayuntamiento Municipal se reúne en el segundo y cuarto miércoles del mes para tratar asuntos presentados de manera oficial en la agenda para su aprobación. Toda persona que desee hablar durante la asamblea del Ayuntamiento, debe inscribirse llamando a la Secretaría Municipal al teléfono (214) 670-3738, antes de las 5:00 pm del último día hábil anterior a la reunión. Para enterarse del nombre de su representante en el Ayuntamiento Municipal y el distrito donde usted puede votar, favor de llamar a la Secretaría Municipal.

Intérpretes para personas con impedimentos auditivos están disponibles si lo solicita con 48 horas de anticipación llamando al (214) 670-5208 (aparato auditivo V/TDD). La Ciudad de Dallas se esfuerza por cumplir con el decreto que protege a las personas con impedimentos, *Americans with Disabilities Act*. **La agenda del Ayuntamiento está disponible en formatos alternos si lo solicita.**

Si tiene preguntas sobre esta agenda, o si desea hacer comentarios o presentar quejas con respecto a servicios de la Ciudad, llame al 311.

Reglas de Cortesía

Las asambleas del Ayuntamiento Municipal reúnen a ciudadanos de diversos intereses e ideologías. Para asegurar la imparcialidad y el orden durante las asambleas, el Ayuntamiento ha adoptado ciertas reglas de cortesía que aplican a todos los miembros del Ayuntamiento, al personal administrativo, personal de los medios de comunicación, a los ciudadanos, y a visitantes. Estos reglamentos establecen lo siguiente:

- Ninguna persona retrasará o interrumpirá los procedimientos, o se negará a obedecer las órdenes del oficial que preside la asamblea.
- Todas las personas deben abstenerse de entablar conversaciones, comer, beber y fumar dentro de la cámara del Ayuntamiento.
- Anuncios y pancartas deben permanecer fuera de la cámara del Ayuntamiento.
- No se permite usar teléfonos celulares o enlaces electrónicos (*paggers*) audibles en la cámara del Ayuntamiento durante audiencias del Ayuntamiento Municipal.

"Los ciudadanos y visitantes presentes durante las asambleas del Ayuntamiento Municipal deben de obedecer las mismas reglas de comportamiento, decoro y buena conducta que se aplican a los miembros del Ayuntamiento Municipal. Cualquier persona que haga comentarios impertinentes, utilice vocabulario obsceno o difamatorio, o que al dirigirse al Ayuntamiento lo haga en forma escandalosa, o si causa disturbio durante la asamblea del Ayuntamiento Municipal, será expulsada de la cámara si el oficial que este presidiendo la asamblea así lo ordena. Además, se le prohibirá continuar participando en la audiencia ante el Ayuntamiento Municipal. Si el oficial que preside la asamblea no toma acción, cualquier otro miembro del Ayuntamiento Municipal puede tomar medidas para hacer cumplir las reglas establecidas, y el voto afirmativo de la mayoría del Ayuntamiento Municipal precisará al oficial que este presidiendo la sesión a tomar acción." Según la sección 3.3 (c) de las reglas de procedimientos del Ayuntamiento.

**AGENDA
CITY COUNCIL MEETING
WEDNESDAY, FEBRUARY 25, 2015
ORDER OF BUSINESS**

Agenda items for which individuals have registered to speak will be considered no earlier than the time indicated below:

9:00 a.m. **INVOCATION AND PLEDGE OF ALLEGIANCE**

OPEN MICROPHONE

MINUTES

Item 1

CONSENT AGENDA

Items 2 - 62

ITEMS FOR INDIVIDUAL CONSIDERATION

No earlier
than 9:15 a.m.

Items 63 - 82

PUBLIC HEARINGS AND RELATED ACTIONS

1:00 p.m.

Items 83 - 95

NOTE: A revised order of business may be posted prior to the date of the council meeting if necessary.

AGENDA
CITY COUNCIL MEETING
FEBRUARY 25, 2015
CITY OF DALLAS
1500 MARILLA
COUNCIL CHAMBERS, CITY HALL
DALLAS, TEXAS 75201
9:00 A. M.

Invocation and Pledge of Allegiance (Council Chambers)

Agenda Item/Open Microphone Speakers

VOTING AGENDA

1. Approval of Minutes of the February 11, 2015 City Council Meeting

CONSENT AGENDA

Business Development & Procurement Services

2. Authorize a consultant contract to perform an assessment of the City's 911 call center system, develop specifications and provide implementation management for a new 911 call center system - Mission Critical Partners, Inc., most qualified respondent of three - Not to exceed \$212,728 - Financing: 911 System Operations Current Funds
3. Authorize a three-year service contract for parts and labor for the maintenance and repair of heavy-duty truck transmissions, differentials and refuse bodies - Wastebuilt Southwest, LLC dba Stepp Parts in the amount of \$1,500,804, Texan Waste Equipment dba Heil of Texas in the amount of \$982,924, Texas Kenworth Co. dba MHC Kenworth in the amount of \$555,273, Southwest International Trucks, Inc. in the amount of \$388,229, The Around the Clock Freightliner Group, LLC in the amount of \$301,377 and Equipment Southwest, Inc. in the amount of \$211,390, lowest responsible bidders of seven - Total not to exceed \$3,939,997 - Financing: Current Funds (\$3,923,033) and Water Utilities Current Funds (\$16,964) (subject to annual appropriations)

CONSENT AGENDA (Continued)**Business Development & Procurement Services** (Continued)

4. Authorize a two-year service contract for background screening services - Quicksius, LLC dba Quick Search, through an intergovernmental agreement with the City of Austin - Not to exceed \$623,200 - Financing: Current Funds (subject to annual appropriations)
5. Authorize a five-year service contract for the purchase and physical processing of audio visual materials for the Dallas Public Library - Midwest Tape, LLC., only responsive bidder of two - Not to exceed \$8,434,200 - Financing: Current Funds (subject to annual appropriations)
6. Authorize a five-year service contract for Geographic Information System software maintenance - Environmental Systems Research Institute, Inc., sole source - Not to exceed \$1,523,590 - Financing: Current Funds (\$991,433) and Water Utilities Current Funds (\$532,157) (subject to annual appropriations)
7. Authorize a two-year master agreement for ductile iron pipe for the distribution of potable water - Fortiline, Inc., lowest responsible bidder of two - Not to exceed \$295,860 - Financing: Water Utilities Current Funds
8. Authorize a five-year master agreement for the purchase of various software including perpetual, fixed term, subscription and software as a service, software maintenance support and implementation services - SHI Government Solutions, Inc. in the amount of \$4,800,155, Mobile Wireless, LLC in the amount of \$231,250 and Carahsoft Technology Corporation in the amount of \$160,000, through the Department of Information Resources, State of Texas Cooperative contract - Total not to exceed \$5,191,405 - Financing: Current Funds
9. Authorize supplemental agreement no. 1 to the service contract for maintenance and support of the INCODE Court Case Management System acquisition contract with Tyler Technologies, Inc. to authorize forty-three months of application and account management services for the court case management system - Not to exceed \$927,723, from \$5,282,395 to \$6,210,118 - Financing: Current Funds (subject to annual appropriations)
10. Authorize supplemental agreement no. 4 to exercise the first one-year renewal option of the service contract with Austin Ribbon & Computer Supplies, Inc. for the lease or purchase of all forms of computers, computer related equipment, accessories and various managed services - Not to exceed \$3,557,706, from \$31,240,547 to \$34,798,253 - Financing: Current Funds (subject to appropriations)

CONSENT AGENDA (Continued)**City Attorney's Office**

11. Authorize settlement of the lawsuit styled Sakeb Kazi and Shahbaz Kazi v. City of Dallas, Cause No. CC-14-04298-E - Not to exceed \$60,000 - Financing: Current Funds
12. Authorize a resolution amending Dallas City Council Rules of Procedure 2.1 and 4.5 to bring the City Council Rules of Procedure into compliance with Charter amendments made by the special election held on November 4, 2014, specifically to: **(1)** require that city council meetings be held on dates and times set by the city council rather than on each Wednesday; and **(2)** clarify that city councilmembers are excused from voting on a matter when the law prohibits them from voting on that matter - Financing: No cost consideration to the City
13. Authorize Supplemental Agreement No. 10 to the professional services contract with Hankinson, L.L.P. for additional legal services necessary in the lawsuit styled City of Dallas v. Kenneth E. Albert, et al., Cause No. 13-0940, and any other proceedings relating to the subject matter of this litigation - Not to exceed \$80,000, from \$490,000 to \$570,000 - Financing: Current Funds
14. An ordinance amending Chapters 2, 6A, 12A, 13, 24, 28, 37, 37A, 49, and 51A of the Dallas City Code to bring the Dallas City Code into compliance with Charter amendments made by the special election held on November 4, 2014, and with Section 150.041 of the Texas Local Government Code specifically to: **(1)** require that city officers deposit money in the manner prescribed by the chief financial officer rather than with the city treasurer; **(2)** move the start day of board and commission terms from September 1 to October 1; **(3)** remove references to the city tax assessor and collector; **(4)** allow city employees to run for office; **(5)** remove the conflicts of interest exception for advisory board members; **(6)** require that the chief of police deposit moneys collected to the credit of the appropriate city fund rather than with the city treasurer; **(7)** require that the board of trustees of the city police and fire welfare fund deposit assets of the fund to the credit of the appropriate city fund rather than with the general trust fund; **(8)** require that lot and acreage fees be deposited to the credit of the appropriate city fund rather than with a trust fund established by the city treasurer; and **(9)** make semantic, grammatical, and structural changes - Financing: No cost consideration to the City

City Controller's Office

15. An ordinance authorizing the issuance and sale of Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (Tax Exempt) and New Series 2015B (Taxable) in an aggregate principal amount not to exceed \$1,135,000,000; establishing parameters regarding the sale of the Bonds; approving the execution of the Bond Purchase Agreement and all other matters related thereto - Not to exceed \$2,080,675 - Financing: Water Utilities Current Funds

CONSENT AGENDA (Continued)**Communication and Information Services**

16. Authorize a three-year Interlocal Agreement with Dallas County to provide Dallas County with two-way radio service, equipment, antenna space, microwave service and radio system airtime for the period October 1, 2014 through September 30, 2017 - Revenue: \$223,455
17. Authorize Supplemental Agreement No. 3 to increase the contract for the Microsoft true-up payment with SHI Governmental Solutions, Inc., through the State of Texas Department of Information Resources - Not to exceed \$880,706, from \$5,972,239 to \$6,852,945 - Financing: Current Funds (\$623,902), Municipal Lease Agreement Funds (\$250,438) and Confiscated Monies Funds (\$6,366)

Economic Development**FY 2014 Tax Increment Financing Zone Annual Reports**

18. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Three (Oak Cliff Gateway TIF District), submitted by the Oak Cliff Gateway TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
19. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Four, (Cedars TIF District), submitted by the Cedars TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
20. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Five, (City Center TIF District), submitted by the City Center TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
21. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), submitted by the Farmers Market TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

CONSENT AGENDA (Continued)**Economic Development** (Continued)**FY 2014 Tax Increment Financing Zone Annual Reports** (Continued)

22. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seven, (Sports Arena TIF District), submitted by the Sports Arena TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
23. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eight, (Design District TIF District), submitted by the Design District TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
24. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nine, (Vickery Meadow TIF District), submitted by the Vickery Meadow TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
25. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Ten, (Southwestern Medical TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
26. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eleven, (Downtown Connection TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
27. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Twelve, (Deep Ellum TIF District), submitted by the Deep Ellum TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

CONSENT AGENDA (Continued)**Economic Development** (Continued)**FY 2014 Tax Increment Financing Zone Annual Reports** (Continued)

28. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Thirteen, (Grand Park South TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
29. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fourteen, (Skillman Corridor TIF District), submitted by the Skillman Corridor TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
30. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fifteen, (Fort Worth Avenue TIF District), submitted by the Fort Worth Avenue TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
31. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Sixteen, (Davis Garden TIF District), submitted by the Davis Garden TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
32. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seventeen, (TOD TIF District), submitted by the TOD TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
33. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eighteen, (Maple/Mockingbird TIF District), submitted by the Maple/Mockingbird TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

CONSENT AGENDA (Continued)**Economic Development** (Continued)**FY 2014 Tax Increment Financing Zone Annual Reports** (Continued)

34. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nineteen, (Cypress Waters TIF District), submitted by the Cypress Waters TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
35. * A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Twenty, (Mall Area Redevelopment TIF District), submitted by the Mall Area Redevelopment TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

Housing/Community Services

36. Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; **(2)** the sale of 1 vacant lot (list attached) from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and **(3)** execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City - Financing: No cost consideration to the City
37. Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; **(2)** the sale of 1 vacant lot (list attached) from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and **(3)** execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City - Financing: No cost consideration to the City
38. Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; **(2)** the sale of 1 vacant lot (list attached) from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and **(3)** execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City - Financing: No cost consideration to the City

CONSENT AGENDA (Continued)**Housing/Community Services** (Continued)

39. Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by New Vision Properties & Land for the construction of affordable houses; **(2)** the sale of 2 vacant lots (list attached) from Dallas Housing Acquisition and Development Corporation to New Vision Properties & Land; and **(3)** execution of a release of lien for any non-tax liens on the 2 properties that may have been filed by the City - Financing: No cost consideration to the City
40. Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by John Henry Garza, P.C. for the construction of affordable houses; **(2)** the sale of 3 vacant lots (list attached) from Dallas Housing Acquisition and Development Corporation to John Henry Garza, P.C.; and **(3)** execution of a release of lien for any non-tax liens on the 3 properties that may have been filed by the City - Financing: No cost consideration to the City
41. Authorize **(1)** approval of the development plans submitted to the Dallas Housing Acquisition and Development Corporation by Sun Land Reserve of America Inc. for the construction of affordable houses; **(2)** the sale of 35 vacant lots (list attached) from Dallas Housing Acquisition and Development Corporation to Sun Land Reserve of America Inc.; and **(3)** execution of a release of lien for any non-tax liens on the 35 properties that may have been filed by the City - Financing: No cost consideration to the City

Office of Financial Services

42. Authorize a public hearing to be held on March 25, 2015 to receive comments on the proposed FY 2015-16 Operating, Capital, and Grant / Trust budgets - Financing: No cost consideration to the City

Office of Management Services

43. A resolution adopting the City's Federal Legislative Agenda for the 114th Session of the United States Congress - Financing: No cost consideration to the City

Park & Recreation

44. Authorize a professional services contract with GSR Andrade Architects, Inc. for a replacement service center for Park Maintenance District 6 Service Center located at 10770 Bekay Street - Not to exceed \$197,860 - Financing: 2006 Bond Funds
45. Authorize a construction contract for a new trail at Stevens Park Golf Course and the tennis courts along Kessler Parkway and other miscellaneous items for the Coombs Creek Trail, Phase III located from Stevens Park tennis courts to Hampton Road - A S Con, Inc., lowest responsible bidder of six - Not to exceed \$1,131,842 - Financing: 2006 Bond Funds

CONSENT AGENDA (Continued)**Park & Recreation** (Continued)

46. Authorize **(1)** the receipt and deposit of funds from the Hancock Estate in an amount not to exceed \$168,414; **(2)** the establishment of appropriations in the amount of \$168,414 in the Capital Gifts, Donation and Development Fund; and **(3)** an increase in the contract with A S Con, Inc. for additional scope of work to include: dog wash stations, information kiosk, reconfiguration and expansion of paddock entry, electrical service and other miscellaneous items; and a credit for boat ramp, grass seeding and irrigation for temporary dog run and existing kiosk at White Rock Lake Park located at 7850 East Mockingbird Lane - Not to exceed \$198,545, from \$965,531 to \$1,164,076 - Financing: Capital Gifts, Donation and Development Funds (\$168,413) and 2006 Bond Funds (\$30,132)

Public Works Department

47. Authorize a professional services contract with VRX, Inc. for the engineering design of Alley Reconstruction Group 12-2034 and bridge repair of the Mockingbird Lane Bridge at Santa Barbara Drive (list attached) - Not to exceed \$117,939 - Financing: 2006 Bond Funds (\$4,094) and 2012 Bond Funds (\$113,845)
48. Authorize a contract with FNH Construction LLC, lowest responsible bidder of six, for the street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street - Not to exceed \$1,102,853 - Financing: 2006 Bond Funds (\$137,878) and General Obligation Commercial Paper Funds (\$964,975)
49. Authorize a contract with Gibson & Associates, Inc., lowest responsible bidder of three, for the construction of streetscape, landscape, water and wastewater adjustment improvements for Griffin Street from Young Street to Elm Street, and Browder Street Plaza from Jackson Street to Commerce Street - Not to exceed \$3,004,221 - Financing: 2006 Bond Funds (\$2,926,891) and Water Utilities Capital Construction Funds (\$77,330)
50. Authorize a contract with Jeske Construction Company, lowest responsible bidder of five, for alley reconstruction improvements of Alley Reconstruction Groups 12-2038 and 12-2039 (list attached) - Not to exceed \$1,813,789 - Financing: 2006 Bond Funds (\$1,703,956), 2012 Bond Funds (\$31,267), Water Utilities Capital Construction Funds (\$8,670) and Water Utilities Capital Improvement Funds (\$69,896)

Sustainable Development and Construction

51. Authorize acquisition from James Monroe and Doris Monroe, of approximately 28,128 square feet of land located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project - Not to exceed \$17,194 (\$14,194, plus closing costs and title expenses not to exceed \$3,000) - Financing: Water Utilities Capital Improvement Funds (\$15,194) and Water Utilities Capital Construction Funds (\$2,000)

CONSENT AGENDA (Continued)**Sustainable Development and Construction (Continued)**

52. Authorize acquisition from Early Douglas Lane, Jr. and Doris Lane, of approximately 224,775 square feet of land located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project - Not to exceed \$269,500 (\$266,000, plus closing costs and title expenses not to exceed \$3,500) - Financing: Water Utilities Capital Construction Funds
53. Authorize a five-year extension of the lease agreement with Dallas Children's Advocacy Center, for approximately 2,500 square feet of office space located at 5351 Samuel Boulevard for the Police Department's Youth and Family Crimes Division for the period March 1, 2015 through February 29, 2020 - Not to exceed \$265,946 - Financing: Current Funds (subject to annual appropriations)
54. Authorize moving expense and rental assistance payments for Roy and Evelyn Campbell as a result of an official written offer of just compensation to purchase real property at 321 North Carroll Avenue for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$30,688 - Financing: 2006 Bond Funds
55. Authorize the quitclaim of 82 properties acquired by the taxing authorities from the Sheriff's Sale to the highest bidders (list attached) - Revenue: \$795,383
56. A resolution authorizing the conveyance of a water and wastewater easement containing approximately 184,315 square feet of land to the City of Rowlett for the construction and maintenance of water and wastewater facilities across City-owned land at Lake Ray Hubbard located near the intersection of President George Bush Turnpike and Liberty Grove Road - Financing: No cost consideration to the City
57. An ordinance abandoning a portion of street right-of-way to Union Pacific Railroad Company, the abutting owner, containing approximately 2,066 square feet of land, located near the intersection of Forney and Prairie Creek Roads, and authorizing the quitclaim - Revenue: \$5,400, plus the \$20 ordinance publication fee
58. An ordinance abandoning a portion of Wheelock Street to Dallas Independent School District, the abutting owner, containing approximately 21,471 square feet of land, located near the intersection of Wheelock Street and Brockbank Drive, and authorizing the quitclaim - Revenue: \$123,458, plus the \$20 ordinance publication fee

Water Utilities

59. Authorize an engineering contract with Kleinfelder Central, Inc. to provide construction materials testing services during the installation of water and wastewater mains - Not to exceed \$408,137 - Financing: Water Utilities Capital Construction Funds
60. Authorize an engineering contract with Nathan D. Maier Consulting Engineers, Inc. to provide engineering services associated with improvements to the Walnut Hill Pump Station facility - Not to exceed \$1,544,241 - Financing: Water Utilities Capital Improvement Funds

CONSENT AGENDA (Continued)**Water Utilities (Continued)**

61. Authorize Supplemental Agreement No. 1 to the engineering contract with Jacobs Engineering Group Inc. to provide additional engineering services associated with the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the Five Mile Junction Structure - Not to exceed \$181,873, from \$2,710,286 to \$2,892,159 - Financing: Water Utilities Capital Construction Funds
62. Authorize Supplemental Agreement No. 5 to the engineering contract with CP&Y, Inc. for additional engineering and construction phase services related to the construction of the East Bank-West Bank Wastewater Interceptor Connection - Not to exceed \$316,450, from \$3,425,272 to \$3,741,722 - Financing: Water Utilities Capital Improvement Funds

ITEMS FOR INDIVIDUAL CONSIDERATION**City Secretary's Office**

63. Consideration of appointments to boards and commissions and the evaluation and duties of board and commission members (List of nominees is available in the City Secretary's Office)

Sustainable Development and Construction

64. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from David Potts, of a tract of land containing approximately 80,755 square feet located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project - Not to exceed \$12,670 (\$10,170, plus closing costs and title expenses not to exceed \$2,500) - Financing: Water Utilities Capital Improvement Funds
65. Authorize acceptance of a zoning application on property with delinquent taxes located at 4910 Capitol Avenue - Financing: No cost consideration to the City

Trinity Watershed Management

66. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Dallas Area Rapid Transit, for a total of six subsurface easements located under a total of approximately 87,360 square feet of land and one drainage easement containing approximately 4,818 square feet of land for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project (list attached) - Not to exceed \$169,150 (\$158,650 plus closing costs and title expenses not to exceed \$10,500) - Financing: 2006 Bond Funds

ITEMS FOR INDIVIDUAL CONSIDERATION (Continued)**Trinity Watershed Management (Continued)**

67. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Gene Street, of a subsurface easement under approximately 6,242 square feet of land located on East Side Avenue near its intersection with Haskell Avenue for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$9,290 (\$7,490 plus closing costs and title expenses not to exceed \$1,800) - Financing: 2006 Bond Funds
68. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Hal G. Hinckley, of a subsurface easement under approximately 14,133 square feet of land located on South Haskell Avenue at its intersection with Willow Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$23,200 (\$21,200 plus closing costs and title expenses not to exceed \$2,000) - Financing: 2006 Bond Funds
69. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from James W. Orchard, III, of a subsurface easement under approximately 3,116 square feet of land located on South Haskell Avenue near its intersection with Willow Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$5,907 (\$4,207 plus closing costs and title expenses not to exceed \$1,700) - Financing: 2006 Bond Funds
70. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Mary Jo Madden, of a subsurface easement under approximately 3,903 square feet of land located on Worth Street at its intersection with Alcalde Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$4,432 (\$2,732 plus closing costs and title expenses not to exceed \$1,700) - Financing: 2006 Bond Funds
71. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Micah Bellieu, of a subsurface easement under approximately 1,211 square feet of land located on Trellis Court at its intersection with Peak Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$2,487 (\$787 plus closing costs and title expenses not to exceed \$1,700) - Financing: 2006 Bond Funds
72. Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Robert Granado and Vicki Anderson Granado, of a subsurface easement under approximately 2,388 square feet of land located on Worth Street near its intersection with Peak Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$3,372 (\$1,672 plus closing costs and title expenses not to exceed \$1,700) - Financing: 2006 Bond Funds

ITEMS FOR INDIVIDUAL CONSIDERATION (Continued)

ITEMS FOR FURTHER CONSIDERATION

Sustainable Development and Construction

73. A resolution consenting to the condemnation and acceptance of the award of the Special Commissioners of approximately 16,169 square feet of City-owned land to Union Pacific Railroad Company v. City of Dallas, et al, Cause No. CC-14-01387-D, located at 8414 Forney Road - Revenue: \$27,134

DESIGNATED PUBLIC SUBSIDY MATTERS

Economic Development

74. Authorize a Chapter 380 economic development grant agreement with AMN Healthcare, Inc., in an amount up to \$250,000 to offset development fees and other related costs associated with the relocation of the company's headquarters to 8840 Cypress Waters Boulevard, Dallas, pursuant to the Public/Private Partnership Program - Not to exceed \$250,000 - Financing: Public/Private Partnership Funds
75. Authorize a development agreement with Akard Owner, LLC to reimburse eligible project costs related to environmental remediation, demolition, street/utility improvements and façade improvements associated with the Mayflower Building redevelopment project located at 411 North Akard Street in an amount not to exceed \$5,300,246 plus Economic Development and Affordable Housing TIF Grants in an amount not to exceed \$4,699,754, for a total TIF incentive not to exceed \$10,000,000 from revenues accruing to Tax Increment Financing Reinvestment Zone Eleven (Downtown Connection TIF District) - Not to exceed \$10,000,000 - Financing: Downtown Connection TIF District Funds (subject to appropriations)
76. A resolution authorizing approval of the City of Dallas Housing Finance Corporation (DHFC), as a conduit lender, to provide development funding in the form of a loan with funds provided by FSC Asset Administration, Inc., a sub-entity of First Southwest Company, to Wynnewood Seniors Housing II, L.P. and/or its successors and assigns, (a yet to be formed limited partnership) in an amount not to exceed \$1,750,000 in an attempt to be awarded up to 14 points under the Commitment of Development Funding from a Local Political Subdivision under Section 11.9 (d)(2) (B,C,D) of the Texas Department of Housing Community Affairs 2015 Qualified Allocation Plan (QAP), under specified terms and conditions and providing a firm commitment and support of the project in this resolution for an additional 17 points under Section 11.9 (d)(1) for the Wynnewood Seniors, Phase II (aka High Point Seniors Phase II, which is Phase III of the Parks at Wynnewood Redevelopment) located at approximately 1805 South Zang Boulevard, Dallas, Texas 75224 - TDHCA Application No. 15011 - Financing: No cost consideration to the City

ITEMS FOR INDIVIDUAL CONSIDERATION (Continued)

DESIGNATED PUBLIC SUBSIDY MATTERS (Continued)

Economic Development (Continued)

77. Authorize the City of Dallas Housing Finance Corporation (DHFC) to make a development loan to AmeriSouth Realty Group, and/or its successors and assigns, to a to be formed limited partnership, in the amount not to exceed \$2,520,000 with a term of 15 years with a 30 year amortization and an interest rate of 3% with the DHFC as a Conduit Lender, with funds provided by the Richman Group, for the Royal Crest Apartments, as an integral part of its Texas Department of Housing and Community Affairs 9% tax credit application for the 2015 Funding Year under the Commitment of Development Funding from a Local Political Subdivision under Section 11.9 (d) (2) (B,C,D) for up to 14 points and under Section 11.9(d)(1) Local Government Support by providing a resolution of support voted on and adopted by the local governing body for up to 17 points as part of the Texas Department of Housing Community Affairs (TDHCA) 2015 Qualified Allocation Plan (QAP), under specified conditions, and providing a firm commitment in this resolution for Royal Crest Apartments located at 3558 Wilhurl, Dallas, Texas, 75217 - TDHCA Application No. 15279 - Financing: No cost consideration to the City
78. Authorize an amendment to the development agreement with Olympic 1401 Elm Associates, LLC, for the redevelopment of the 1401 Elm Street building to: **(1)** remove the requirement of a public plaza on a portion of the 9th floor of the building; **(2)** revise project completion components and extend the project completion and Certificate of Occupancy date from December 31, 2016 to December 31, 2017; and **(3)** combine the requirements of a minimum of 40,000 square feet of office space and 25,000 square feet of retail/restaurant space into one requirement for a minimum of 65,000 square feet of non-residential, commercial space including retail, restaurant and office space - Financing: No cost consideration to the City

Bishop Arts Area Public Infrastructure Improvements

Note: Item Nos. 79, 80 and 81 must be considered collectively.

79. * Authorize amendments to the TIF development agreement and the second Chapter 380 grant agreement ("the Grant II") with Bishop Arts Village LLC, previously approved on December 10, 2014, by Resolution Nos. 14-2180 and 14-2181, to **(1)** remove the cross defaults between the agreements; **(2)** reduce the requirements for and accelerate the payment of Grant II; **(3)** accept a second lien on the project site to secure Grantee's performance regarding the Mixed Income Housing Guidelines throughout the affordability period; **(4)** allow for the extension of project deadlines up to one year as needed to accommodate city-initiated utility and street construction immediately adjacent to the Bishop Arts Phase I site; and **(5)** change the entity name from Bishop Arts Village LLC to Bishop Arts LLC - Financing: No cost consideration to the City

ITEMS FOR INDIVIDUAL CONSIDERATION (Continued)

DESIGNATED PUBLIC SUBSIDY MATTERS (Continued)

Economic Development (Continued)**Bishop Arts Area Public Infrastructure Improvements**

Note: Item Nos. 79, 80 and 81 must be considered collectively.

80. * Authorize a resolution confirming the City's intent to utilize an amount not to exceed \$4,100,000 in general obligation bond funds for the design and construction of paving and drainage improvements and related public infrastructure improvements for the Bishop Arts area, subject to future city council approval of the construction contract awards for these improvements - Financing: This action has no cost consideration to the City (see Fiscal Information for potential future cost)
81. * Authorize Supplemental Agreement No. 4 to the professional services contract with Pacheco Koch Consulting Engineers for additional engineering services for paving, drainage, streetscape, water and wastewater improvements on Bishop Avenue from Eighth Street to Jefferson Boulevard and other nearby Bishop Arts area streets - Not to exceed \$494,885, from \$508,410 to \$1,003,295 - Financing: 2006 Bond Funds (\$489,335) and Water Utilities Capital Improvement Funds (\$5,550)

Housing/Community Services

82. Authorize on-site reconstruction of nine homes in accordance with the requirements of the Reconstruction Program Statement for the properties located at: 4134 Aransas Street in the amount of \$103,000; 3530 Hancock Street in the amount of \$103,000; 1323 Hendricks Avenue in the amount of \$103,000; 2139 Hudspeth Avenue in the amount of \$103,000; 1318 Amity Lane in the amount of \$103,000; 3902 South Marsalis Avenue in the amount of \$103,000; 3003 Harlandale Avenue in the amount of \$103,000; 1435 Adelaide Drive in the amount of \$103,000; and 2516 Lowery Street in the amount of \$103,000 - Total not to exceed \$927,000 - Financing: 2012-13 HOME Investment Partnership Program Grant Funds (\$80,008); 2012-13 Community Development Block Grant Reprogramming Funds (\$94,389); 2013-14 Community Development Block Grant Funds (\$113,326) and 2014-15 Community Development Block Grant Funds (\$639,277)

PUBLIC HEARINGS AND RELATED ACTIONS**Sustainable Development and Construction**ZONING CASES - CONSENT

83. A public hearing to receive comments regarding an application for and an ordinance granting the renewal of Specific Use Permit No. 1467 for an open-enrollment charter school on property zoned a CA-1(A) Central Area District with an SP Secondary Pedestrian Precinct Overlay on the south corner of North Akard Street and Ross Avenue
Recommendation of Staff and CPC: Approval for a five-year period with eligibility for automatic renewals for additional five-year periods, subject to a traffic management plan and conditions
Z134-232(WE)
84. A public hearing to receive comments regarding an application for and an ordinance granting a Planned Development District for certain Residential and Utility and public service uses on property zoned an IR Industrial Research District and an R-7.5(A) Single Family District on property bounded by North Edgefield Avenue and North Willomet Avenue, north of Stafford Avenue
Recommendation of Staff and CPC: Approval, subject to a development plan and conditions
Z134-286(RB)
85. A public hearing to receive comments regarding an application for and an ordinance granting an amendment to Planned Development Subdistrict No. 16 for O-2 Office Subdistrict uses within Planned Development District No. 193, the Oak Lawn Special Purpose District on the south corner of McKinnon Street and Wolf Street
Recommendation of Staff and CPC: Approval, subject to conditions
Z134-314(WE)
86. A public hearing to receive comments regarding an application for and an ordinance granting an amendment and the renewal of Specific Use Permit No. 1970 for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D-1 Liquor Control Overlay, on the west corner of Seagoville Road and South Belt Line Road
Recommendation of Staff and CPC: Approval for a two-year period with eligibility for automatic renewals for additional five-year periods, subject to a revised site plan and conditions
Z134-334(DJ)

PUBLIC HEARINGS AND RELATED ACTIONS (Continued)**Sustainable Development and Construction (Continued)**ZONING CASES - CONSENT (Continued)

87. A public hearing to receive comments regarding an application for and an ordinance granting a Planned Development Subdistrict for MF-2 Multiple-family Subdistrict uses and an ordinance repealing Specific Use Permit No. 1191 for a Child-care facility, Foster home, and Nursing home on property zoned an MF-2 Multiple-family Subdistrict within Planned Development District No. 193, the Oak Lawn Special Purpose District on the north corner of Knight Street and Brown Street
Recommendation of Staff and CPC: Approval of a Planned Development Subdistrict, subject to conditions, and approval to repeal Specific Use Permit No. 1191
Z145-107(OTH)
88. A public hearing to receive comments regarding an application for and an ordinance granting the creation of a subdistrict from a portion of Subdistrict 2B within Planned Development District No. 714, the West Commerce Street/Fort Worth Avenue Special Purpose District on the southwest corner of Fort Worth Avenue and Sylvan Avenue
Recommendation of Staff and CPC: Approval, subject to revised conditions
Z145-120(RB)
89. A public hearing to receive comments regarding an application for and an ordinance granting a GR General Retail Subdistrict on property zoned an O-2 Office Subdistrict with a D Liquor Control Overlay within Planned Development District No. 193, the Oak Lawn Special Purpose District on the southeast line of Inwood Road, between Denton Drive and Cedar Springs Road
Recommendation of Staff and CPC: Approval
Z145-132(WE)

ZONING CASES - INDIVIDUAL

90. A public hearing to receive comments regarding an application for and an ordinance granting a D-1 Liquor Control Overlay and an ordinance granting a Specific Use Permit for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D Liquor Control Overlay on the south side of Military Parkway, between Scottsdale Drive and McNeil Street
Recommendation of Staff: Approval of a D-1 Liquor Control Overlay; and approval of a Specific Use Permit for a two-year period with eligibility for automatic renewals for additional five-year periods, subject to a site plan and conditions
Recommendation of CPC: Approval of a D-1 Liquor Control Overlay; and approval of a Specific Use Permit for a two-year period, subject to a site plan and conditions
Z145-111(OTH)

PUBLIC HEARINGS AND RELATED ACTIONS (Continued)**Sustainable Development and Construction (Continued)**DESIGNATED ZONING CASES - INDIVIDUAL

91. A public hearing to receive comments regarding a City Plan Commission authorized hearing to determine proper zoning on property zoned Planned Development District No. 468, the Oak Cliff Special Purpose District, with deed restrictions on a portion, Specific Use Permit No. 10 for a nursing home, Specific Use Permit No. 1032 for a utility or government installation, Specific Use Permit No. 1623 for a financial institution with a drive-in window, and Specific Use Permit No. 1679 for a financial institution with a drive-in window, H/84 Lake Cliff Historic District, H/71 Betterton House Historic District; Planned Development District No 160 with Specific Use Permit 2079 for a child-care facility; Planned Development District No 340; Planned Development District No 364; Planned Development District No 830; an R-5(A) Single Family District; an R-7.5(A) Single Family District; a TH-2(A) Townhouse District; a CH Clustered Housing District; an MF-2(A) Multifamily District; a CR Community Retail District with deed restrictions; an IR Industrial/Research District; a CS Commercial Service District with deed restrictions; an LO-1 Office District with deed restrictions; an RR Regional Retail District; an MU-1 Mixed-Use District with deed restrictions; an MU-2 Mixed-Use District; and a P(A) Parking District and an ordinance granting the zoning; the property is generally bounded by Interstate 30 to the north, the east levee of the Trinity River to the northeast, Interstate 35 to the east, Marsalis Street to the west, Eighth Street and Seventh Street to the south, Zang Boulevard to the west, Davis Street to the south, Elsbeth Street to the west, Neches Street to the south, Madison Street to the west, between blocks BLK M/3363 LOT 1& 2 to the south, between blocks BLK M/3363 TR 23-A and 24 to the south, Bishop Avenue to the west, Colorado Boulevard to the north, both sides of Beckley Avenue to the west including property facing Interstate 30 service road. Consideration will be given to appropriate zoning including use, development standards, parking, landscaping, sign, and other appropriate regulations, with retention of the H/84 Lake Cliff Historic District and H/71 Betterton House Historic District, including approval of a resolution for the termination of deed restrictions DR Z812-227 (located at the northwest corner of East 8th Street and North Marsalis Avenue), DR Z834-399 (located at the southwest corner of East 5th Street and North Crawford Street), and DR Z867-185 (property bounded by East 6th Street, North Beckley Avenue, West Neely Street and North Zang Boulevard)

Recommendation of Staff: Approval of amendments to and expansion of Planned Development District No. 468, subject to a street hierarchy plan and approval of the termination of deed restrictions Z812-227, Z834-399, and Z867-185 with retention of Historic Overlay District No. 84 Lake Cliff, Historic Overlay District No. 71 Betterton House, Specific Use Permit Nos. 10, 1032, 1623, and 1679, and existing deed restrictions Z034-301, Z801-168, Z890-182, Z923-112, Z923-183, Z945-113 and no change of zoning on: 1) a portion of Tract 1C within Planned Development District No. 160 on the east side of Elsbeth Avenue between Neely Street and 5th Street; 2) an R-5(A) Single Family District on the east side of Elsbeth Avenue between 5th Street and Neches Street; 3) a portion of Subdistrict 6 within Planned Development District No. 830 on the northeast corner of Davis Street and Elsbeth Avenue; 4) a CR Community Retail District and an MF-2(A) Multifamily District south of Davis Street between Beckley Avenue and Patton Avenue; and 5) Planned Development District No. 340

PUBLIC HEARINGS AND RELATED ACTIONS (Continued)**Sustainable Development and Construction** (Continued)DESIGNATED ZONING CASES - INDIVIDUAL (Continued)

91. (Continued)

Recommendation of CPC: Approval of amendments to and expansion of Planned Development District No. 468, subject to a yard, lot, space chart; a parking chart; and a street hierarchy plan and approval of the termination of deed restrictions Z812-227, Z834-399, and Z867-185 with retention of H/84 Lake Cliff Historic District and H/71 Betterton House Historic District, Specific Use Permit Nos. 10, 1032, 1623, 1679, and deed restrictions Z034-301, Z801-168, Z890-182, Z923-112, Z923-183, Z945-113 and no change of zoning on: 1) a portion of Tract 1C within Planned Development District No. 160 on the east side of Elsbeth Avenue between Neely Street and 5th Street; 2) a portion of Subdistrict 6 within Planned Development District No. 830 on the northeast corner of Davis Street and Elsbeth Avenue; and 3) Planned Development District No. 340
Z067-203(VM)

MISCELLANEOUS HEARINGS

Economic Development**United Parcel Service, Inc.**

Note: Item Nos. 92 and 93
must be considered collectively.

92. * A public hearing to receive comments concerning the City of Dallas' participation in the Texas Enterprise Zone Program pursuant to the Texas Enterprise Zone Act, Chapter 2303 Texas Government Code as revised effective August 11, 2007, in order to allow the nomination of United Parcel Service, Inc., 10155 Monroe Drive as an Enterprise Zone Project - Financing: No cost consideration to the City
93. * Authorize the nomination by Ordinance of United Parcel Service, Inc., located at 10155 Monroe Drive in Dallas to receive designation as an Enterprise Project under the Texas Enterprise Zone Act, as amended (Government Code, Chapter 2303) to the Office of the Governor Economic Development and Tourism through the Economic Development Bank - Financing: No cost consideration to the City

PUBLIC HEARINGS AND RELATED ACTIONS (Continued)

MISCELLANEOUS HEARINGS (Continued)

Mayor and City Council

94. A public hearing to receive comments and consider authorizing a public hearing to determine proper zoning on property zoned an IR Industrial Research, a CS Commercial Service, a P(A) Parking, an R-5(A) Single Family Residential, a CR Community Retail and an RR Regional Retail Districts on property generally bounded by a Texas Utility Easement on the northeast, Cedar Crest Boulevard on the east, both sides of 11th Street on the south, Corinth Street on the west, and Parkway Avenue and a DART right-of-way on the northwest, with consideration given to the appropriate uses, development standards, parking, landscape, sign, and other appropriate regulations - Financing: No cost consideration to the City (via Councilmembers Caraway, Griggs, Davis, Medrano, and Mayor Pro Tem Atkins)

Office of Environmental Quality

95. A public hearing to receive comments on a proposed municipal setting designation to prohibit the use of groundwater as potable water beneath property owned by Elan Dallas City Lights Owner, LP; TM Development Partners, LTD; and Minerva Partners, LTD located near the intersection of Live Oak Street and North Good Latimer Expressway and adjacent street rights-of-way; and an ordinance authorizing support of the issuance of a municipal setting designation to Elan Dallas City Lights Owner, LP by the Texas Commission on Environmental Quality and prohibiting the use of groundwater beneath the designated property as potable water - Financing: No cost consideration to the City
Recommendation of Staff: Approval

February 25, 2015

21

**Land Bank (DHADC) Sale of Lots to
Dallas Area Habitat for Humanity**
Agenda Item # 36

<u>Property Address</u>	<u>Mapsc</u>	<u>Amount of Non-Tax Liens</u>
1. 1836 Bayside	44J	\$1,819.72

February 25, 2015

22

**Land Bank (DHADC) Sale of Lots to
Dallas Area Habitat for Humanity**
Agenda Item # 37

<u>Property Address</u>	<u>Mapsc</u>	<u>Amount of Non-Tax Liens</u>
1. 1923 Muncie	44N	\$14,377.76

February 25, 2015

23

**Land Bank (DHADC) Sale of Lots to
Dallas Area Habitat for Humanity**
Agenda Item # 38

<u>Property Address</u>	<u>Mapsc</u>	<u>Amount of Non-Tax Liens</u>
1. 2322 Exeter	65D	\$4,408.05

February 25, 2015

24

**Land Bank (DHADC) Sale of Lots to
New Vision Properties & Land**
Agenda Item # 39

<u>Property Address</u>	<u>Mapsco</u>	<u>Council District</u>	<u>Amount of Non-Tax Liens</u>
1. 713 Rockwood	54H	4	\$16,628.88
2. 2703 Grafton	53L	1	\$13,294.74

**Land Bank (DHADC) Sale of Lots to
John Henry Garza, P.C.**
Agenda Item # 40

<u>Property Address</u>	<u>Mapsco</u>	<u>Council District</u>	<u>Amount of Non-Tax Liens</u>
1. 4611 Garland	46L	2	\$3,804.96
2. 1437 Barry	46M	2	\$6,954.62
3. 811 Bayonne	44P	6	\$18,658.55

**Land Bank (DHADC) Sale of Lots to
Sun Land Reserve of America Inc.**
Agenda Item # 41

<u>Property Address</u>	<u>Mapsc</u>	<u>Council District</u>	<u>Amount of Non-Tax Liens</u>
1. 1955 Angelina	44E	6	\$17,075.52
2. 2017 Angelina	43H	6	\$10,591.49
3. 2024 Angelina	43H	6	\$9,711.10
4. 3427 Bernal	43K	6	\$5,752.14
5. 1518 Bickers	44J	6	\$15,585.88
6. 1923 Canada	44E	6	\$9,169.25
7. 3611 Canada	43F	6	\$11,055.48
8. 4010 Furey	43F	6	\$13,093.38
9. 4103 Furey	43F	6	\$9,637.53
10. 2028 McBroom	43M	6	\$9,255.07
11. 3634 Cleveland	46W	7	\$6,798.37
12. 2814 Holmes	46W	7	\$3,536.19
13. 2824 Holmes	46W	7	\$17,068.03
14. 2913 Holmes	46W	7	\$14,496.78
15. 3510 Parnell	46W	7	\$10,543.67
16. 426 Bonnie View	55G	4	\$17,504.63
17. 1010 Claude	55E	4	\$9,822.77
18. 1506 Doyle	55F	4	\$8,482.40
19. 1361 Grant	55F	4	\$9,384.59
20. 3727 Humphrey	56T	4	\$15,069.68
21. 3731 Humphrey	56T	4	\$15,384.65
22. 3735 Humphrey	56T	4	\$6,158.84
23. 3746 Humphrey	56T	4	\$7,328.70
24. 4310 Kolloch	56Y	4	\$11,799.78
25. 1619 E. Woodin	55P	4	\$8,992.05
26. 1318 Exeter	65F	4	\$19,781.19
27. 1349 Exeter	65F	4	\$14,597.73
28. 4126 Gladewater	65D	4	\$8,866.88
29. 4170 Gladewater	65D	4	\$6,386.57
30. 4227 Gladewater	65D	4	\$20,960.77
31. 4030 Maryland	65E	4	\$11,551.01
32. 4250 Maryland	65E	4	\$17,410.73
33. 2203 Scotland	65D	4	\$12,898.02
34. 4720 Tacoma	66A	4	\$8,671.59
35. 2429 Talco	66J	8	\$15,372.45

**Professional Services Contract for Alley Reconstruction Group 12-2034 and
Mockingbird Lane Bridge at Santa Barbara Drive**
Agenda Item # 47

<u>Project</u>	<u>Council District</u>	<u>Amount</u>
<u>Alley Reconstruction Group 12-2034</u>		
Alley behind Country Brook Drive (4204-4328)	12	\$19,949.33
Alley between Gray Wolf Trail (6203-6251) and Bentwood Trail (6211-6247)	12	\$15,356.60
Alley between Hilton Head Drive (5211-5315) and River Hill Circle (4708-4724)	12	\$14,021.66
Alley between Hilton Head Drive (5310-5420) and Harbor Town Drive (5305-5323)	12	\$15,479.28
Alley between Park Grove Lane (18627-18851) and Kirkmeadow Lane (4007-4131)	12	\$28,856.99
Alley between Tree Shadow Trail (5902-5942) and Flintshire Court (5901-5923)	12	\$20,180.86
<u>Bridge Repair</u>		
Mockingbird Lane Bridge at Santa Barbara Drive	9	\$4,093.47

Construction Contract for Alley Reconstruction Improvements
Agenda Item # 50

<u>Project</u>	<u>Council District</u>	<u>Amount</u>
<u>Alley Reconstruction Group 12-2038</u>		
Alley between El Padre Lane (7707-7747) and El Santo Lane (7706-7746)	11	\$133,549.00
Alley between Fallmeadow Lane (7612-7668) and Meandering Way (14800-14800)	11	\$161,919.00
Alley between Hillfawn Circle (7905-7947) and Woodstone Lane (7938-7992)	11	\$121,779.80
Alley between Roundrock Road (7707-7823) and Briaridge Road (7708-7820)	11	\$139,265.80
Alley between Spring Creek Road (15408-15432) and Fallmeadow Lane (7927-7931)	11	\$74,812.20
Alley between Spring Creek Road (14906-15022) and Hillfawn Circle (7906-7916)	11	\$148,271.40
<u>Alley Reconstruction Group 12-2039</u>		
Alley between Arapaho Road (7630-7630) and El Padre Lane (7707-7707) from Arapaho Road to La Cosa Drive	11	\$261,910.20
Alley between La Cosa Drive (7604-7760) and Chalkstone Drive (7605-7747) from 7804 La Cosa Drive to Spring Creek Road	11	\$369,299.00
Alley between La Cosa Drive (7705-7761) and El Padre Lane (7706-7746) from 7705 La Cosa Drive to Spring Creek Road	11	\$121,037.00
Alley between La Cosa Drive (7804-7960) and Fallmeadow Lane (7931-7997) from Spring Creek Road to Coit Road	11	\$281,945.00

Tax Foreclosed and Seizure Warrant Property Resales
Agenda Item # 55

<u>Item No.</u>	<u>Street Address</u>	<u>Vac/ Imp</u>	<u>Council District</u>	<u>Zoning</u>	<u>Parcel Size</u>	<u>Struck off Amount</u>	<u># Bids Rec'd</u>	<u>Min Bid Amount</u>	<u>Highest Bid Amount</u>	<u>DCAD</u>	<u>Highest Bidder</u>
1	4216 1st	V	7	R-5(A)	0.1538	\$3,900.00	1	\$500.00	\$512.00	\$3,400.00	Antonio Blackman
2	4226 1st	V	7	PD 595	0.1642	\$1,585.00	1	\$500.00	\$512.00	\$3,580.00	Antonio Blackman
3	1121 E. 10th	I	4	PD388	0.1630	\$4,000.00	9	\$3,000.00	\$15,300.00	\$10,650.00	Robert Detlef Bazemore
4	1132 10th	V	4	PD 388	0.0066	\$14,160.00	1	\$500.00	\$3,751.00	\$12,370.00	William Patrick Anderson
5	1974 Angelina	V	6	R-5(A)	0.1282	\$846.00	7	\$500.00	\$4,850.00	\$8,940.00	Nextlots Now L.L.C.
6	3725 Aransas	V	6	R-5(A)	0.1631	\$9,355.00	6	\$500.00	\$3,275.00	\$12,000.00	Nextlots Now L.L.C.
7	3826 Aransas	V	6	R-5(A)	0.1664	\$8,594.00	3	\$500.00	\$3,385.00	\$12,000.00	NextlotsNow L.L.C.
8	3922 Aransas	V	6	R-5(A)	0.1664	\$4,502.00	4	\$500.00	\$2,950.00	\$12,000.00	Nextlots Now L.L.C.
9	8118 Arlene	I	8	R-7.5(A)	0.1678	\$11,548.00	3	\$3,000.00	\$11,000.00	\$21,980.00	Jesuda Construction LLC
10	1727 Avenue B	V	4	R-5(A)	0.2061	\$1,157.00	2	\$500.00	\$4,360.00	\$5,000.00	Adia Partnership, LLC
11	1703 Avenue B	V	4	R-5(A)	0.2204	\$1,093.00	3	\$500.00	\$1,265.00	\$5,000.00	Adia Partnership, LLC
12	439 Avenue E	V	4	R-5(A)	0.1297	\$1,385.00	1	\$500.00	\$999.00	\$9,500.00	James Bell
13	426 Avenue E	V	4	R-5(A)	0.0955	\$9,500.00	2	\$500.00	\$999.00	\$9,500.00	James Bell
14	323 Avenue L	V	4	D(A)	0.1248	\$1,422 .00	1	\$500.00	\$3,081.00	\$9,500.00	Adia Partnership, LLC
15	1115 Bayonne	V	6	TH-3(A)	0.1148	\$9,889.00	11	\$500.00	\$6,501.00	\$4,500.00	Rudy Susantio
16	2329 Ben Hur	V	8	R-7.5(A)	0.1700	\$21,853.00	6	\$500.00	\$3,800.00	\$8,000.00	Silvia Gonzalez
17	3723 Bertrand	V	7	PD595	0.1417	\$1,469.00	2	\$500.00	\$1,570.00	\$3,090.00	Adia Partnership, LLC
18	3520 Bertrand	V	7	R-5(A)	0.1538	\$1,893.00	2	\$500.00	\$1,780.00	\$4,560.00	Adia Partnership, LLC
19	1139 Betterton	V	4	PD595	0.2091	\$8,630.00	1	\$1,000.00	\$1,399.00	\$3,400.00	James Bell
20	3119 Birmingham	V	7	PD388	0.2839	\$20,467.00	1	\$500.00	\$575.00	\$3,580.00	Jose Ramirez
21	349 Bonnie View	V	4	R-5(A)	0.1883	\$1,229 .00	1	\$500.00	\$6,880.00	\$10,650.00	Adia Partnership, LLC
22	4511 Bonnie View	V	4	R-5(A)	0.1365	\$1,362.00	1	\$500.00	\$1,250.00	\$12,370.00	Nextlots Now L.L.C.
23	431 Bonnie View	V	4	R-5(A)	0.3677	\$3,309.00	1	\$500.00	\$2,780.00	\$8,940.00	Adia Partnership, LLC
24	4514 Bradshaw	I	7	R-5(A)	0.1582	\$13,505.00	4	\$3,000.00	\$11,501.00	\$12,000.00	Old Car Place
25	2814 Britton	V	4	PD 595	0.1147	\$1,534.00	2	\$500.00	\$7,200.00	\$12,000.00	JDS/Gardner Brewer
26	2841 Canary	I	4	R-7.5(A)	0.1825	\$12,749.00	13	\$3,000.00	\$15,600.00	\$12,000.00	Juan Cavazos
27	4106 Colonial	V	7	R-7.5(A)	0.1859	\$1,644.00	1	\$500.00	\$750.00	\$21,980.00	Vera Mae Cobb
28	4102 Colonial	V	7	PD 595	0.1147	\$2,307.00	1	\$500.00	\$750.00	\$5,000 .00	Vera Mae Cobb

Tax Foreclosed and Seizure Warrant Property Resales

Agenda Item # 55 (Continued)

Parcel No.	Street Address	Vac/ Imp	Council District	Zoning	Parcel Size	Struck off Amount	# Bids Rec'd	Min Bid Amount	Highest Bid Amount	DCAD	Highest Bidder
29	4318 Colonial	V	7	PD 595	0.1721	\$5,250.00	1	\$500.00	\$501.00	\$5,000.00	Vera Mae Cobb
30	1530 Compton	V	4	PD 595	0.1610	\$1,180.00	1	\$500.00	\$1,310.00	\$9,500.00	Adia Partnership, LLC
31	4612 Corregidor	I	7	R-5(A)	0.1106	\$9,510.00	1	\$2,000.00	\$5,000.00	\$9,500.00	Meljo IRA LLC
32	4631 S. Denley	V	4	R-5(A)	0.1615	\$1,639.00	3	\$500.00	\$9,111.00	\$9,500.00	Manuel Vargas
33	3402 Edgewood	V	7	R-7.5(A)	0.2426	\$6,000.00	1	\$500.00	\$6,880.00	\$4,500.00	Adia Partnership, LLC
34	1618 E. Elmore	V	4	PD 595	0.1495	\$14,000.00	1	\$500.00	\$6,500.00	\$8,000.00	JDS/Gardner Brewer
35	1339 Fairview	V	2	R-7.5(A)	0.1976	\$968.00	1	\$500.00	\$17,133.99	\$3,090.00	Temasek Development Group, LLC
36	1122 Fort Worth	V	6	PD-136	0.1657	\$8,859.00	15	\$4,000.00	\$104,050.00	\$4,560.00	Belclaire Investment Corp.
37	4127 Furey	V	6	CS	0.1606	\$12,000.00	6	\$500.00	\$7,888.00	\$3,400.00	Manuel Vargas
38	3624 Gallagher	I	6	R-5(A)	0.1388	\$14,743.00	9	\$3,000.00	\$20,762.00	\$18,550.00	Equity Trust Company Custodian FBO Miguel A. Trejo
39	1619 Garden	V	7	PD 595	0.1147	\$11,387.00	4	\$4,000.00	\$12,500 .00	\$4,100.00	Jesuda Construction LLC
40	1739 Garza	V	4	R-7.5(A)	0.1465	\$1,136.00	1	\$500.00	\$1,099.00	\$5,000.00	Alfonso Ruiz
41	1620 S. Henderson I	I	2	PD 136	0.1664	\$19,667.00	11	\$3,000.00	\$22,133.99	\$11,000.00	Jenny Tran
42	2828 Holmes	V	7	PD 595	0.1721	\$2,402.00	1	\$500.00	\$6,208.40	\$5,000.00	Andor Properties, LLC
43	3016 Holmes	V	7	PD 595	0.2591	\$2,340.00	2	\$500.00	\$20,099.99	\$22,700.00	St. Phillip's School and Community Center
44	3730 Homeland	V	6	R-5(A)	0.1377	\$10,347.00	4	\$500.00	\$5,100.00	\$8,000.00	Santos Coria
45	3303 E. Illinois	V	4	CS	0.2617	\$11,400.00	7	\$500.00	\$8,201.00	\$22,410.00	Juan Carranza
46	4607 Jamaica	I	7	PD 595	0.1097	\$11,414.00	2	\$2,000.00	\$5,000.00	\$4,500.00	Meljo IRA LLC
47	2215 Jordan	V	7	PD 595	0.1381	\$1,768.00	1	\$500.00	\$3,585.00	\$6,300.00	Adia Partnership, LLC
48	3115 Kilburn	I	4	R-5(A)	0.1749	\$15,466.00	7	\$10,000.00	\$27,000.00	\$6,750.00	Transinam International Inc.
49	6437 Leana	I	8	R-7.5(A)	0.1655	\$9,522.00	5	\$2,000.00	\$14,501.00	\$5,000.00	Old Car Place
50	2804 Marburg	I	7	PD 595	0.2272	\$33,424.00	5	\$5,000.00	\$37,999.00	\$8,410.00	James Bell
51	2211 Marburg	I	7	PD 595	0.1699	\$9,996.00	1	\$2,500.00	\$8,801.00	\$9,000.00	Old Car Place
52	2804 Marjorie	V	4	R-7.5(A)	0.3013	\$7,716.00	1	\$500.00	\$1,001.00	\$6,000.00	Jose Luis Rincon
53	2729 S. Marsalis	I	4	R-7.S(A)	0.18	\$42,450.00	4	\$3,000.00	\$15,000.00	\$11,000.00	Jesuda Construction LLC
54	3615 McBroom	V	6	R-5(A)	0.1194	\$12,000.00	5	\$500.00	\$3,350.00	\$10,000.00	Nextlots Now L.L.C.
55	3723 McBroom	V	6	R-5(A)	0.118	\$2,500.00	2	\$500.00	\$2,550.00	\$25,980.00	Alfonso Ruiz

Tax Foreclosed and Seizure Warrant Property Resales
Agenda Item # 55 (Continued)

<u>Parcel No.</u>	<u>Street Address</u>	<u>Vac/ Imp</u>	<u>Council District</u>	<u>Zoning</u>	<u>Parcel Size</u>	<u>Struck off Amount</u>	<u># Bids Rec'd</u>	<u>Min Bid Amount</u>	<u>Highest Bid Amount</u>	<u>DCAD</u>	<u>Highest Bidder</u>
56	2240 Metropolitan	V	7	PD 595	0.1505	\$2,192.00	1	\$500.00	\$2,100.00	\$6,000.00	Yufei Wang
57	1418 Montague	I	4	R-7.S(A)	0.16	\$15,723.00	4	\$3,000.00	\$13,601.00	\$26,740.00	Old Car Place
58	4222 Montie	I	7	PD 595	0.1357	\$13,167.00	6	\$3,000.00	\$11,566.66	\$20,630.00	Angelica M. Hernandez
59	3009 Morgan	I	8	R-7.S(A)	0.3305	\$17,105.00	13	\$3,000.00	\$17,500.00	\$24,110.00	Jesuda Construction LLC
60	3846 Morningview	I	8	R-7.5(A)	0.1988	\$10,445.00	11	\$4,000.00	\$15,600.00	\$36,860.00	Benita Beltran
61	3500 Morris	V	6	R-5(A)	0.9788	\$2,130.00	1	\$500.00	\$601.00	\$1,200.00	Walter Huerta
62	1006 Oxbow	I	3	R-7.S(A)	0.208	\$67,220.00	27	\$6,000.00	\$43,712.00	\$67,220.00	Joe Shahan
63	4910 Parry	V	2	D(A)	0.1664	\$1,537.00	5	\$500.00	\$7,580.00	\$7,250.00	Maria Cristina Ospina
64	3610 Penelope	I	7	PD595	0.14	\$12,200.00	1	\$3,000.00	\$4,000.00	\$30,630.00	WCP Retirement Plan/John D Silva
65	1815 Pueblo	V	6	R-5(A)	0.1653	\$17,909.00	7	\$500.00	\$7,100.00	\$10,200.00	Santos Coria
66	3324 Pueblo	V	6	R-5(A)	0.1291	\$1,753.00	6	\$500.00	\$7,900.00	\$9,000.00	Santos Coria
67	4419 Rosine	I	7	PD 595	0.0908	\$1,629.00	2	\$3,000.00	\$6,800.00	\$29,620.00	Benita Beltran
68	4415 Rosine	I	7	PD 595	0.0896	\$18,790.00	2	\$3,000.00	\$6,800.00	\$24,720.00	Benita Beltran
69	1448 Rowan	V	2	R-5(A)	0.109	\$18,600.00	2	\$500.00	\$7,250.00	\$4,750.00	Nextlots Now L.L.C.
70	4701 Silver	V	7	R-5(A)	0.105	\$1,811.00	4	\$500.00	\$5,000.00	\$5,720.00	Paticum Foundation
71	4812 Silver	V	7	R-5(A)	0.1089	\$1,643.00	5	\$500.00	\$4,475.00	\$5,940.00	Nextlots Now L.L.C.
72	4134 Soloman	V	6	R-5(A)	0.1618	\$12,000.00	7	\$500.00	\$8,060.00	\$12,000.00	Manuel Vargas
73	2666 Texas	I	1	R-7.5(A)	0.1643	\$64,510.00	38	\$6,000.00	\$43,901.00	\$66,230.00	Monty Gamber
74	3624 Toronto	V	6	R-5(A)	0.1431	\$12,000.00	5	\$500.00	\$8,000.00	\$9,200.00	Santos Coria
75	1836 Toronto	V	6	R-5(A)	0.132	\$2,500.00	10	\$500.00	\$5,500.00	\$12,000.00	Santos Coria
76	8357 Transit	I	5	R-7.5(A)	0.2169	\$26,518.00	16	\$3,500.00	\$20,195.00	\$26,120.00	Oscar Vargas
77	3203 Vilbig	V	6	R-5(A)	0.1264	\$1,487.00	8	\$500.00	\$4,700.00	\$8,880.00	Johnny Mendoza
78	5019 Watson	I	8	R-5(A)	0.2506	\$10,862.00	6	\$2,000.00	\$9,700.00	\$12,690.00	WCP Retirement Plan/ John D Silva
79	730 Winters	I	4	R-7.5(A)	0.153	\$19,748.00	12	\$3,000.00	\$22,901.00	\$28,500.00	Monty Gamber
80	818 E. Woodin	I	4	R-7.5(A)	0.18	\$18,065.00	7	\$3,000.00	\$17,000.00	\$15,920.00	Johnny Aguinaga
81	3618 York	V	7	PD595	0.1492	\$1,394.00	1	\$500.00	\$1,000.00	\$3,250.00	Larry D. Davis
82	3615 York	V	7	PD595	0.1492	\$1,355.00	1	\$500.00	\$1,000.00	\$3,250.00	Larry D. Davis

Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
DART Properties
Agenda Item # 66

<u>Parcel No.</u>	<u>Council District</u>	<u>Mapsco</u>	<u>Square Footage (approx.)</u>	<u>Offer Amount</u>
135	7	47T	13,616	\$ 1,362
207	2	46L	4,177	\$ 1,462
208	2	46K	14,270	\$ 12,843
310	2	46F	22,218	\$ 35,549
311	2	46F	14,663	\$ 21,994
330 (SSE)	2	46K	18,416	\$ 27,624
330 (DE)	2	46K	4,818	\$ 57,816
Total				\$ 158,650

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.
6. Deliberations regarding Economic Development negotiations. Section 551.087 of the Texas Open Meetings Act.

AGENDA DATE February 25, 2015

ITEM	OK	IND	DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
1			All	V	NA	NA	NA	NA	Approval of Minutes of February 11, 2015 City Council Meeting
2			All	C	PBD, CIS	\$212,728.00	0.00%	10.00%	Authorize a consultant contract to perform an assessment of the City's 911 call center system, develop specifications and provide implementation management for a new 911 call center system - Mission Critical Partners, Inc., most qualified respondent of three
3			All	C	PBD, EBS, FIR, SAN, WTR	\$3,939,996.17	100.00%	0.00%	Authorize a three-year service contract for parts and labor for the maintenance and repair of heavy-duty truck transmissions, differentials and refuse bodies - Wastebuilt Southwest, LLC dba Stepp Parts, Texan Waste Equipment dba Heil of Texas, Texas Kenworth Co. dba MHC Kenworth, Southwest International Trucks, Inc., The Around the Clock Freightliner Group, LLC and Equipment Southwest, Inc., lowest responsible bidders of seven
4			All	C	PBD, CCS, HOU, HRD	\$623,200.00	NA	NA	Authorize a two-year service contract for background screening services - Quicksius, LLC dba Quick Search, through an intergovernmental agreement with the City of Austin
5			All	C	PBD, LIB	\$8,434,200.00	0.00%	0.00%	Authorize a five-year service contract for the purchase and physical processing of audio visual materials for the Dallas Public Library - Midwest Tape, LLC., only responsive bidder of two
6			All	C	PBD, WTR	\$1,523,589.70	0.00%	0.00%	Authorize a five-year service contract for Geographic Information System software maintenance - Environmental Systems Research Institute, Inc., sole source
7			All	C	PBD, WTR	\$295,859.68	100.00%	0.00%	Authorize a two-year master agreement for ductile iron pipe for the distribution of potable water - Fortiline, Inc., lowest responsible bidder of two
8			All	C	PBD, CIS	\$5,191,405.00	NA	NA	Authorize a five-year master agreement for the purchase of various software including perpetual, fixed term, subscription and software as a service, software maintenance support and implementation services - SHI Government Solutions, Inc., Mobile Wireless, LLC and Carahsoft Technology Corporation, through the Department of Information Resources, State of Texas Cooperative contract
9			All	C	PBD, CIS, CDS	\$927,723.00	0.00%	4.48%	Authorize supplemental agreement no. 1 to the service contract for maintenance and support of the INCODE Court Case Management System acquisition contract with Tyler Technologies, Inc. to authorize forty-three months of application and account management services for the court case management system
10			All	C	PBD, CIS	\$3,557,706.00	0.00%	100.00%	Authorize supplemental agreement no. 4 to exercise the first one-year renewal option of the service contract with Austin Ribbon & Computer Supplies, Inc. for the lease or purchase of all forms of computers, computer related equipment, accessories and various managed services
11			N/A	C	ATT, SAN	\$60,000.00	NA	NA	Authorize settlement of the lawsuit styled Sakeb Kazi and Shahbaz Kazi v. City of Dallas, Cause No. CC-14-04298-E
12			N/A	C	ATT	NC	NA	NA	Authorize a resolution amending Dallas City Council Rules of Procedure 2.1 and 4.5 to bring the City Council Rules of Procedure into compliance with Charter amendments made by the special election held on November 4, 2014, specifically to: require that city council meetings be held on dates and times set by the city council rather than on each Wednesday; and clarify that city councilmembers are excused from voting on a matter when the law prohibits them from voting on that matter
13			N/A	C	ATT	\$80,000.00	100.00%	0.00%	Authorize Supplemental Agreement No. 10 to the professional services contract with Hankinson, L.L.P. for additional legal services necessary in the lawsuit styled City of Dallas v. Kenneth E. Albert, et al., Cause No. 13-0940, and any other proceedings relating to the subject matter of this litigation
14			N/A	C	ATT	NC	NA	NA	An ordinance amending Chapters 2, 6A, 12A, 13, 24, 28, 37, 37A, 49, and 51A of the Dallas City Code to bring the Dallas City Code into compliance with Charter amendments made by the special election held on November 4, 2014, and with Section 150.041 of the Texas Local Government Code specifically to: require that city officers deposit money in the manner prescribed by the chief financial officer rather than with the city treasurer; move the start day of board and commission terms from September 1 to October 1; remove references to the city tax assessor and collector; allow city employees to run for office; remove the conflicts of interest exception for advisory board members; require that the chief of police deposit moneys collected to the credit of the appropriate city fund rather than with the city treasurer; require that the board of trustees of the city police and fire welfare fund deposit assets of the fund to the credit of the appropriate city fund rather than with the general trust fund; require that lot and acreage fees be deposited to the credit of the appropriate city fund rather than with a trust fund established by the city treasurer; and make semantic, grammatical, and structural changes

AGENDA DATE February 25, 2015

ITEM	IND		DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
#	OK	DEF							
15			N/A	C	CON, WTR	\$2,080,675.00	NA	NA	An ordinance authorizing the issuance and sale of Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (Tax Exempt) and New Series 2015B (Taxable) in an aggregate principal amount not to exceed \$1,135,000,000; establishing parameters regarding the sale of the Bonds; approving the execution of the Bond Purchase Agreement and all other matters related thereto
16			All	C	CIS	REV \$223,454.16	NA	NA	Authorize a three-year Interlocal Agreement with Dallas County to provide Dallas County with two-way radio service, equipment, antenna space, microwave service and radio system airtime for the period October 1, 2014 through September 30, 2017
17			All	C	CIS, POL	\$880,706.00	NA	NA	Authorize Supplemental Agreement No. 3 to increase the contract for the Microsoft true-up payment with SHI Governmental Solutions, Inc., through the State of Texas Department of Information Resources
18			1	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Three (Oak Cliff Gateway TIF District), submitted by the Oak Cliff Gateway TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
19			2	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Four, (Cedars TIF District), submitted by the Cedars TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
20			2, 14	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Five, (City Center TIF District), submitted by the City Center TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
21			2	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), submitted by the Farmers Market TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
22			2, 6, 14	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seven, (Sports Arena TIF District), submitted by the Sports Arena TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
23			2, 6	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eight, (Design District TIF District), submitted by the Design District TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
24			13	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nine, (Vickery Meadow TIF District), submitted by the Vickery Meadow TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
25			2	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Ten, (Southwestern Medical TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
26			2, 14	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eleven, (Downtown Connection TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law

AGENDA DATE February 25, 2015

ITEM	IND		DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
#	OK	DEF							
27			2, 7, 14	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Twelve, (Deep Ellum TIF District), submitted by the Deep Ellum TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
28			7	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Thirteen, (Grand Park South TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property and to the State Comptroller, as required by state law
29			9, 10, 13, 14	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fourteen, (Skillman Corridor TIF District), submitted by the Skillman Corridor TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
30			1, 6	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fifteen, (Fort Worth Avenue TIF District), submitted by the Fort Worth Avenue TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
31			1, 3	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Sixteen, (Davis Garden TIF District), submitted by the Davis Garden TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
32			2, 3, 4, 8, 14	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seventeen, (TOD TIF District), submitted by the TOD TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
33			2	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eighteen, (Maple/Mockingbird TIF District), submitted by the Maple/Mockingbird TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
34			6	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nineteen, (Cypress Waters TIF District), submitted by the Cypress Waters TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
35			8, 11	C	ECO	NC	NA	NA	A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Twenty, (Mall Area Redevelopment TIF District), submitted by the Mall Area Redevelopment TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law
36			6	C	HOU	NC	NA	NA	Authorize approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; the sale of 1 vacant lot from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City
37			6	C	HOU	NC	NA	NA	Authorize approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; the sale of 1 vacant lot from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City

AGENDA DATE February 25, 2015

ITEM	IND		DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
#	OK	DEF							
38			4	C	HOU	NC	NA	NA	Authorize approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; the sale of 1 vacant lot from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City
39			1, 4	C	HOU	NC	NA	NA	Authorize approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by New Vision Properties & Land for the construction of affordable houses; the sale of 2 vacant lots from Dallas Housing Acquisition and Development Corporation to New Vision Properties & Land; and execution of a release of lien for any non-tax liens on the 2 properties that may have been filed by the City
40			2, 6	C	HOU	NC	NA	NA	Authorize approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by John Henry Garza, P.C. for the construction of affordable houses; the sale of 3 vacant lots from Dallas Housing Acquisition and Development Corporation to John Henry Garza, P.C.; and execution of a release of lien for any non-tax liens on the 3 properties that may have been filed by the City
41			4, 6, 7, 8	C	HOU	NC	NA	NA	Authorize approval of the development plans submitted to the Dallas Housing Acquisition and Development Corporation by Sun Land Reserve of America Inc. for the construction of affordable houses; the sale of 35 vacant lots from Dallas Housing Acquisition and Development Corporation to Sun Land Reserve of America Inc.; and execution of a release of lien for any non-tax liens on the 35 properties that may have been filed by the City
42			N/A	C	OFS	NC	NA	NA	Authorize a public hearing to be held on March 25, 2015 to receive comments on the proposed FY 2015-16 Operating, Capital, and Grant / Trust budgets
43			All	C	MGT, IGS	NC	NA	NA	A resolution adopting the City's Federal Legislative Agenda for the 114th Session of the United States Congress
44			10	C	PKR	\$197,860.00	100.00%	35.46%	Authorize a professional services contract with GSR Andrade Architects, Inc. for a replacement service center for Park Maintenance District 6 Service Center located at 10770 Bekay Street
45			1	C	PKR, PBW	\$1,131,842.00	93.97%	59.29%	Authorize a construction contract for a new trail at Stevens Park Golf Course and the tennis courts along Kessler Parkway and other miscellaneous items for the Coombs Creek Trail, Phase III located from Stevens Park tennis courts to Hampton Road - A S Con, Inc., lowest responsible bidder of six
46			9	C	PKR	\$198,545.05	97.10%	24.67%	Authorize the receipt and deposit of funds from the Hancock Estate in an amount not to exceed \$168,414; the establishment of appropriations in the amount of \$168,414 in the Capital Gifts, Donation and Development Fund; and an increase in the contract with A S Con, Inc. for additional scope of work to include: dog wash stations, information kiosk, reconfiguration and expansion of paddock entry, electrical service and other miscellaneous items; and a credit for boat ramp, grass seeding and irrigation for temporary dog run and existing kiosk at White Rock Lake Park located at 7850 East Mockingbird Lane
47			9, 12	C	PBW	\$117,938.19	100.00%	100.00%	Authorize a professional services contract with VRX, Inc. for the engineering design of Alley Reconstruction Group 12-2034 and bridge repair of the Mockingbird Lane Bridge at Santa Barbara Drive
48			2, 14	C	PBW	\$1,102,852.50	100.00%	100.00%	Authorize a contract with FNH Construction LLC, lowest responsible bidder of six, for the street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street
49			2, 14	C	PBW, WTR	\$3,004,220.20	84.89%	45.49%	Authorize a contract with Gibson & Associates, Inc., lowest responsible bidder of three, for the construction of streetscape, landscape, water and wastewater adjustment improvements for Griffin Street from Young Street to Elm Street, and Browder Street Plaza from Jackson Street to Commerce Street
50			11	C	PBW, WTR	\$1,813,788.40	97.31%	13.04%	Authorize a contract with Jeske Construction Company, lowest responsible bidder of five, for alley reconstruction improvements of Alley Reconstruction Groups 12-2038 and 12-2039
51			Outside	C	DEV, WTR	\$17,194.00	NA	NA	Authorize acquisition from James Monroe and Doris Monroe, of approximately 28,128 square feet of land located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project
52			Outside	C	DEV, WTR	\$269,500.00	NA	NA	Authorize acquisition from Early Douglas Lane, Jr. and Doris Lane, of approximately 224,775 square feet of land located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project
53			7	C	DEV, POL	\$265,945.68	NA	NA	Authorize a five-year extension of the lease agreement with Dallas Children's Advocacy Center, for approximately 2,500 square feet of office space located at 5351 Samuel Boulevard for the Police Department's Youth and Family Crimes Division for the period March 1, 2015 through February 29, 2020
54			2	C	DEV, TWM	\$30,688.00	NA	NA	Authorize moving expense and rental assistance payments for Roy and Evelyn Campbell as a result of an official written offer of just compensation to purchase real property at 321 North Carroll Avenue for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

AGENDA DATE February 25, 2015

ITEM	IND		DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
#	OK	DEF							
55			1, 2, 3, 4, 5, 6, 7, 8	C	DEV	REV \$795,383	NA	NA	Authorize the quitclaim of 82 properties acquired by the taxing authorities from the Sheriff's Sale to the highest bidders
56			Outside	C	DEV, WTR	NC	NA	NA	A resolution authorizing the conveyance of a water and wastewater easement containing approximately 184,315 square feet of land to the City of Rowlett for the construction and maintenance of water and wastewater facilities across City-owned land at Lake Ray Hubbard located near the intersection of President George Bush Turnpike and Liberty Grove Road
57			7	C	DEV	REV \$5,400	NA	NA	An ordinance abandoning a portion of street right-of-way to Union Pacific Railroad Company, the abutting owner, containing approximately 2,066 square feet of land, located near the intersection of Forney and Prairie Creek Roads, and authorizing the quitclaim
58			6	C	DEV	REV \$123,458	NA	NA	An ordinance abandoning a portion of Wheelock Street to Dallas Independent School District, the abutting owner, containing approximately 21,471 square feet of land, located near the intersection of Wheelock Street and Brockbank Drive, and authorizing the quitclaim
59			All	C	WTR	\$408,137.00	100.00%	25.72%	Authorize an engineering contract with Kleinfelder Central, Inc. to provide construction materials testing services during the installation of water and wastewater mains
60			6	C	WTR	\$1,544,241.00	98.58%	75.37%	Authorize an engineering contract with Nathan D. Maier Consulting Engineers, Inc. to provide engineering services associated with improvements to the Walnut Hill Pump Station facility
61			4, 8	C	WTR	\$181,873.00	100.00%	29.54%	Authorize Supplemental Agreement No. 1 to the engineering contract with Jacobs Engineering Group Inc. to provide additional engineering services associated with the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the Five Mile Junction Structure
62			2, 4	C	WTR	\$316,450.00	74.04%	84.38%	Authorize Supplemental Agreement No. 5 to the engineering contract with CP&Y, Inc. for additional engineering and construction phase services related to the construction of the East Bank-West Bank Wastewater Interceptor Connection
63			N/A	I	SEC	NC	N/A	N/A	Consideration of appointments to boards and commissions and the evaluation and duties of board and commission members (List of nominees is available in the City Secretary's Office)
64			Outside	I	DEV, WTR	\$12,670.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from David Potts, of a tract of land containing approximately 80,755 square feet located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project
65			2	I	DEV	NC	NA	NA	Authorize acceptance of a zoning application on property with delinquent taxes located at 4910 Capitol Avenue
66			2, 7	I	TWM	\$169,150.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Dallas Area Rapid Transit, for a total of six subsurface easements located under a total of approximately 87,360 square feet of land and one drainage easement containing approximately 4,818 square feet of land for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
67			2	I	TWM	\$9,290.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Gene Street, of a subsurface easement under approximately 6,242 square feet of land located on East Side Avenue near its intersection with Haskell Avenue for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
68			2	I	TWM	\$23,200.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Hal G. Hinkley, of a subsurface easement under approximately 14,133 square feet of land located on South Haskell Avenue at its intersection with Willow Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
69			2	I	TWM	\$5,907.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from James W. Orchard, III, of a subsurface easement under approximately 3,116 square feet of land located on South Haskell Avenue near its intersection with Willow Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
70			2	I	TWM	\$4,432.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Mary Jo Madden, of a subsurface easement under approximately 3,903 square feet of land located on Worth Street at its intersection with Alcalde Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

AGENDA DATE February 25, 2015

ITEM	IND		DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
#	OK	DEF							
71			2	I	TWM	\$2,487.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Micah Bellieu, of a subsurface easement under approximately 1,211 square feet of land located on Trellis Court at its intersection with Peak Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
72			2	I	TWM	\$3,372.00	NA	NA	Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Robert Granado and Vicki Anderson Granado, of a subsurface easement under approximately 2,388 square feet of land located on Worth Street near its intersection with Peak Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
73			7	I	DEV, ATT	REV \$27,134	NA	NA	A resolution consenting to the condemnation and acceptance of the award of the Special Commissioners of approximately 16,169 square feet of City-owned land to Union Pacific Railroad Company v. City of Dallas, et al, Cause No. CC-14-01387-D, located at 8414 Forney Road
74			6	I	ECO	\$250,000.00	NA	NA	Authorize a Chapter 380 economic development grant agreement with AMN Healthcare, Inc., in an amount up to \$250,000 to offset development fees and other related costs associated with the relocation of the company's headquarters to 8840 Cypress Waters Boulevard, Dallas, pursuant to the Public/Private Partnership Program
75			2, 14	I	ECO	\$10,000,000.00	NA	NA	Authorize a development agreement with Akard Owner, LLC to reimburse eligible project costs related to environmental remediation, demolition, street/utility improvements and façade improvements associated with the Mayflower Building redevelopment project located at 411 North Akard Street in an amount not to exceed \$5,300,246 plus Economic Development and Affordable Housing TIF Grants in an amount not to exceed \$4,699,754, for a total TIF incentive not to exceed \$10,000,000 from revenues accruing to Tax Increment Financing Reinvestment Zone Eleven (Downtown Connection TIF District)
76			3	I	ECO	NC	NA	NA	A resolution authorizing approval of the City of Dallas Housing Finance Corporation (DHFC), as a conduit lender, to provide development funding in the form of a loan with funds provided by FSC Asset Administration, Inc., a sub-entity of First Southwest Company, to Wynnewood Seniors Housing II, L.P. and/or its successors and assigns, (a yet to be formed limited partnership) in an amount not to exceed \$1,750,000 in an attempt to be awarded up to 14 points under the Commitment of Development Funding from a Local Political Subdivision under Section 11.9 (d)(2) (B,C,D) of the Texas Department of Housing Community Affairs 2015 Qualified Allocation Plan (QAP), under specified terms and conditions and providing a firm commitment and support of the project in this resolution for an additional 17 points under Section 11.9 (d)(1) for the Wynnewood Seniors, Phase II (aka High Point Seniors Phase II, which is Phase III of the Parks at Wynnewood Redevelopment) located at approximately 1805 South Zang Boulevard, Dallas, Texas 75224 - TDHCA Application No. 15011
77			4	I	ECO	NC	NA	NA	Authorize the City of Dallas Housing Finance Corporation (DHFC) to make a development loan to AmeriSouth Realty Group, and/or its successors and assigns, to a to be formed limited partnership, in the amount not to exceed \$2,520,000 with a term of 15 years with a 30 year amortization and an interest rate of 3% with the DHFC as a Conduit Lender, with funds provided by the Richman Group, for the Royal Crest Apartments, as an integral part of its Texas Department of Housing and Community Affairs 9% tax credit application for the 2015 Funding Year under the Commitment of Development Funding from a Local Political Subdivision under Section 11.9 (d) (2) (B,C,D) for up to 14 points and under Section 11.9(d)(1) Local Government Support by providing a resolution of support voted on and adopted by the local governing body for up to 17 points as part of the Texas Department of Housing Community Affairs (TDHCA) 2015 Qualified Allocation Plan (QAP), under specified conditions, and providing a firm commitment in this resolution for Royal Crest Apartments located at 3558 Wilhurl, Dallas, Texas, 75217 - TDHCA Application No. 15279
78			2, 14	I	ECO	NC	NA	NA	Authorize an amendment to the development agreement with Olympic 1401 Elm Associates, LLC, for the redevelopment of the 1401 Elm Street building to: remove the requirement of a public plaza on a portion of the 9th floor of the building; revise project completion components and extend the project completion and Certificate of Occupancy date from December 31, 2016 to December 31, 2017; and combine the requirements of a minimum of 40,000 square feet of office space and 25,000 square feet of retail/restaurant space into one requirement for a minimum of 65,000 square feet of non-residential, commercial space including retail, restaurant and office space

AGENDA DATE February 25, 2015

ITEM	IND		DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
#	OK	DEF							
79			1	I	ECO	NC	NA	NA	Authorize amendments to the TIF development agreement and the second Chapter 380 grant agreement ("the Grant II") with Bishop Arts Village LLC, previously approved on December 10, 2014, by Resolution Nos. 14-2180 and 14-2181, to remove the cross defaults between the agreements; reduce the requirements for and accelerate the payment of Grant II; accept a second lien on the project site to secure Grantee's performance regarding the Mixed Income Housing Guidelines throughout the affordability period; allow for the extension of project deadlines up to one year as needed to accommodate city-initiated utility and street construction immediately adjacent to the Bishop Arts Phase I site; and change the entity name from Bishop Arts Village LLC to Bishop Arts LLC
80			1	I	ECO, PBW, WTR	NC	NA	NA	Bishop Arts Area Public Infrastructure Improvements: Authorize a resolution confirming the City's intent to utilize an amount not to exceed \$4,100,000 in general obligation bond funds for the design and construction of paving and drainage improvements and related public infrastructure improvements for the Bishop Arts area, subject to future city council approval of the construction contract awards for these improvements
81			1	I	ECO, PBW, WTR	\$494,885.00	90.91%	91.02%	Bishop Arts Area Public Infrastructure Improvements: Authorize Supplemental Agreement No. 4 to the professional services contract with Pacheco Koch Consulting Engineers for additional engineering services for paving, drainage, streetscape, water and wastewater improvements on Bishop Avenue from Eighth Street to Jefferson Boulevard and other nearby Bishop Arts area streets
82			4, 5, 6, 7	I	HOU	GT	NA	NA	Authorize on-site reconstruction of nine homes in accordance with the requirements of the Reconstruction Program Statement for the properties located at: 4134 Aransas Street; 3530 Hancock Street; 1323 Hendricks Avenue; 2139 Hudspeth Avenue; 1318 Amity Lane; 3902 South Marsalis Avenue; 3003 Harlandale Avenue; 1435 Adelaide Drive; and 2516 Lowery Street
83			14	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting the renewal of Specific Use Permit No. 1467 for an open-enrollment charter school on property zoned a CA-1(A) Central Area District with an SP Secondary Pedestrian Precinct Overlay on the south corner of North Akard Street and Ross Avenue
84			6	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting a Planned Development District for certain Residential and Utility and public service uses on property zoned an IR Industrial Research District and an R-7.5(A) Single Family District on property bounded by North Edgefield Avenue and North Willomet Avenue, north of Stafford Avenue
85			2	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting an amendment to Planned Development Subdistrict No. 16 for O-2 Office Subdistrict uses within Planned Development District No. 193, the Oak Lawn Special Purpose District on the south corner of McKinnon Street and Wolf Street
86			8	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting an amendment and the renewal of Specific Use Permit No. 1970 for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D-1 Liquor Control Overlay, on the west corner of Seagoville Road and South Belt Line Road
87			2	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting a Planned Development Subdistrict for MF-2 Multiple-family Subdistrict uses and an ordinance repealing Specific Use Permit No. 1191 for a Child-care facility, Foster home, and Nursing home on property zoned an MF-2 Multiple-family Subdistrict within Planned Development District No. 193, the Oak Lawn Special Purpose District on the north corner of Knight Street and Brown Street
88			6	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting the creation of a subdistrict from a portion of Subdistrict 2B within Planned Development District No. 714, the West Commerce Street/Fort Worth Avenue Special Purpose District on the southwest corner of Fort Worth Avenue and Sylvan Avenue
89			2	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting a GR General Retail Subdistrict on property zoned an O-2 Office Subdistrict with a D Liquor Control Overlay within Planned Development District No. 193, the Oak Lawn Special Purpose District on the southeast line of Inwood Road, between Denton Drive and Cedar Springs Road

AGENDA DATE February 25, 2015

ITEM	OK	IND	DISTRICT	TYPE	DEPT.	DOLLARS	LOCAL	MWBE	DESCRIPTION
90			5	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding an application for and an ordinance granting a D-1 Liquor Control Overlay and an ordinance granting a Specific Use Permit for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D Liquor Control Overlay on the south side of Military Parkway, between Scottsdale Drive and McNeil Street
91			1	PH	DEV	NC	NA	NA	A public hearing to receive comments regarding a City Plan Commission authorized hearing to determine proper zoning on property zoned Planned Development District No. 468, the Oak Cliff Special Purpose District, with deed restrictions on a portion, Specific Use Permit No. 10 for a nursing home, Specific Use Permit No. 1032 for a utility or government installation, Specific Use Permit No. 1623 for a financial institution with a drive-in window, and Specific Use Permit No. 1679 for a financial institution with a drive-in window, H/84 Lake Cliff Historic District, H/71 Betterton House Historic District; Planned Development District No 160 with Specific Use Permit 2079 for a child-care facility; Planned Development District No 340; Planned Development District No 364; Planned Development District No 830; an R-5(A) Single Family District; an R-7.5(A) Single Family District; a TH-2(A) Townhouse District; a CH Clustered Housing District; an MF-2(A) Multifamily District; a CR Community Retail District with deed restrictions; an IR Industrial/Research District; a CS Commercial Service District with deed restrictions; an LO-1 Office District with deed restrictions; an RR Regional Retail District; an MU-1 Mixed-Use District with deed restrictions; an MU-2 Mixed-Use District; and a P(A) Parking District and an ordinance granting the zoning; the property is generally bounded by Interstate 30 to the north, the east levee of the Trinity River to the northeast, Interstate 35 to the east, Marsalis Street to the west, Eighth Street and Seventh Street to the south, Zang Boulevard to the west, Davis Street to the south, Elsbeth Street to the west, Neches Street to the south, Madison Street to the west, between blocks BLK M/3363 LOT 1& 2 to the south, between blocks BLK M/3363 TR 23-A and 24 to the south, Bishop Avenue to the west, Colorado Boulevard to the north, both sides of Beckley Avenue to the west including property facing Interstate 30 service road. Consideration will be given to appropriate zoning including use, development standards, parking, landscaping, sign, and other appropriate regulations, with retention of the H/84 Lake Cliff Historic District and H/71 Betterton House Historic District, including approval of a resolution for the termination of deed restrictions DR Z812-227 (located at the northwest corner of East 8th Street and North Marsalis Avenue), DR Z834-399 (located at the southwest corner of East 5th Street and North Crawford Street), and DR Z867-185 (property bounded by East 6th Street, North Beckley Avenue, West Neely Street and North Zang Boulevard)
92			6	PH	ECO	NC	NA	NA	United Parcel Service, Inc.: A public hearing to receive comments concerning the City of Dallas' participation in the Texas Enterprise Zone Program pursuant to the Texas Enterprise Zone Act, Chapter 2303 Texas Government Code as revised effective August 11, 2007, in order to allow the nomination of United Parcel Service, Inc., 10155 Monroe Drive as an Enterprise Zone Project
93			6	PH	ECO	NC	NA	NA	United Parcel Service, Inc.: Authorize the nomination by Ordinance of United Parcel Service, Inc., located at 10155 Monroe Drive in Dallas to receive designation as an Enterprise Project under the Texas Enterprise Zone Act, as amended (Government Code, Chapter 2303) to the Office of the Governor Economic Development and Tourism through the Economic Development Bank
94			4	PH	MCC, DEV	NC	NA	NA	A public hearing to receive comments and consider authorizing a public hearing to determine proper zoning on property zoned an IR Industrial Research, a CS Commercial Service, a P(A) Parking, an R-5(A) Single Family Residential, a CR Community Retail and an RR Regional Retail Districts on property generally bounded by a Texas Utility Easement on the northeast, Cedar Crest Boulevard on the east, both sides of 11th Street on the south, Corinth Street on the west, and Parkway Avenue and a DART right-of-way on the northwest, with consideration given to the appropriate uses, development standards, parking, landscape, sign, and other appropriate regulations
95			14	PH	OEQ	NC	NA	NA	A public hearing to receive comments on a proposed municipal setting designation to prohibit the use of groundwater as potable water beneath property owned by Elan Dallas City Lights Owner, LP; TM Development Partners, LTD; and Minerva Partners, LTD located near the intersection of Live Oak Street and North Good Latimer Expressway and adjacent street rights-of-way; and an ordinance authorizing support of the issuance of a municipal setting designation to Elan Dallas City Lights Owner, LP by the Texas Commission on Environmental Quality and prohibiting the use of groundwater beneath the designated property as potable water

TOTAL \$49,384,256.57

AGENDA ITEM # 2

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Communication and Information Services

CMO: Jeanne Chipperfield, 670-7804
Jill A. Jordan, P.E., 670-5299

MAPSCO: N/A

SUBJECT

Authorize a consultant contract to perform an assessment of the City's 911 call center system, develop specifications and provide implementation management for a new 911 call center system - Mission Critical Partners, Inc., most qualified respondent of three - Not to exceed \$212,728 - Financing: 911 System Operations Current Funds

BACKGROUND

This consultant contract will engage the services of a qualified consultant to perform an assessment of the City's 911 call center system, develop specifications and provide implementation management for a new 911 call center system. The consultant will coordinate and work closely with Communication and Information Services, Police and Fire-Rescue through completion of the Next Generation (NG) 911 system.

Through this contract the consultant will prepare a project plan, conduct stakeholder interviews, develop a statement of user's requirements and meet with suppliers to assess capabilities to address the City's requirements. The consultant will also be involved in drafting specifications for the City's Request for Competitive Sealed Proposal (RFCSP) process. The consultant will assist with drafting detail technical requirements and conceptual designs of the network infrastructure, create a tool to assist with the technical evaluation criteria process and serve as a technical resource for the RFCSP selection committee in determining the most advantageous proposal.

The consultant will provide project management tools to the City for implementation of the NG 911 technology selected through the RFCSP process. This process will include but not be limited to, maintaining the project plan, ensuring the project's milestones are met, identifying, mitigating and managing risks, coordination of vendor(s) and supplier(s) with City staff to ensure the implementation of the NG 911 system aligns with the scope of work.

BACKGROUND (Continued)

Additionally, the consultant's plan will include specific technical and operational recommendations for transitioning from the City's existing 911 Call Center environment to implementing the NG 911 compatible solution. Implementing the NG 911 solution will allow and offer major public safety benefits such as:

- Improving the City's standing as one of the safest cities in the United States by actively supporting the goals of the 911 Improvement Act of 2008
- Ability to receive photographs, video images, and text messages and other forms of data related to emergency and/or non-emergency occurrences sent via smart phones, tablets, laptops and PDAs
- Allow the 911 call center to transfer any Dallas emergency call to other connected NG 911 agencies within the State or nationwide
- Receive precise and accurate address and location information of a 911 caller
- Reduce and improve the City's overall crime rate by utilizing data elements provided through NG 911 as it offers enhancement and ability to provide a quick response to 911 calls

A five member committee from the following departments reviewed and evaluated the proposals:

- Communication and Information Services (3)
- Fire-Rescue (1)
- Police (1)

The successful proposer was selected by the committee on the basis of demonstrated competence and qualifications under the following criteria:

- Experience 35%
- Functional Match 35%
- Reference 30%

This contract is being awarded to the most qualified respondent. In compliance with state law concerning professional services evaluation, cost was not reflected in the scoring.

As part of the solicitation process and in an effort to increase competition, Business Development and Procurement Services (BDPS) used its procurement system to send out 1,246 email bid notifications to vendors registered under respective commodities. To further increase competition, BDPS uses historical solicitation information, the internet, and vendor contact information obtained from user departments to contact additional vendors by phone.

BACKGROUND (Continued)

Additionally, in an effort to secure more bids, notifications were sent by the BDPS' ResourceLINK Team (RLT) to 25 chambers of commerce, the DFW Minority Business Council and the Women's Business Council – Southwest, to ensure maximum vendor outreach.

PRIOR ACTION/REVIEW (COUNCIL BOARDS, COMMISSIONS)

On February 23, 2015, the Public Safety Committee will be briefed via memorandum.

FISCAL INFORMATION

\$212,728.00 - 911 System Operations Current Funds

M/WBE INFORMATION

256 - Vendors contacted

256 - No response

0 - Response (Bid)

0 - Response (No bid)

0 - Successful

1,246 - M/WBE and Non-M/WBE vendors were contacted

The recommended awardee has fulfilled the good faith requirements set forth in the Business Inclusion and Development (BID) Plan adopted by Council Resolution No. 08-2826 as amended.

ETHNIC COMPOSITION

Mission Critical Partners, Inc.

White Male	54	White Female	14
Black Male	1	Black Female	0
Hispanic Male	0	Hispanic Female	0
Other Male	0	Other Female	1

RESPONDENT INFORMATION

The following qualifications were received from solicitation number BUZ1429 and were opened on March 3, 2014. This contract is being awarded in its entirety to the most qualified respondent.

*Denotes qualified respondent

<u>Respondents</u>	<u>Address</u>	<u>Score</u>
*Mission Critical Partners, Inc.	690 Gary's Woods Blvd. Port Matilda, PA 16870	87%
RCC Consultants, Inc.	9450 Grogans Mill Rd. Suite 155 The Woodlands, TX 77380	81%
CDI-Infrastructure, LLC dba L.R. Kimball	615 West Highland Ave. Ebensburg, PA 15931	72%

OWNER

Mission Critical Partners, Inc.

R. Kevin Murray, President
Brian Bark, Secretary

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a consultant contract to perform an assessment of the City's 911 call center system, develop specifications and provide implementation management for a new 911 call center system - Mission Critical Partners, Inc., most qualified respondent of three - Not to exceed \$212,728 - Financing: 911 System Operations Current Funds

Mission Critical Partners, Inc. is a non-local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractor.

PROJECT CATEGORY: Other Services

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$0.00	0.00%
Total non-local contracts	\$212,728.00	100.00%
TOTAL CONTRACT	\$212,728.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

<u>Non-local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
CTS Consolidated Telecom Services	WFWB63231N1016	\$21,272.00	10.00%
Total Minority - Non-local		\$21,272.00	10.00%

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$21,272.00	10.00%
Total	\$0.00	0.00%	\$21,272.00	10.00%

February 25, 2015**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:**

Section 1. That the City Manager is authorized to execute a consultant contract with Mission Critical Partners, Inc. (VS0000073644) to perform an assessment of the City's 911 call center system, develop specifications and provide implementation management for a new 911 call center system, in an amount not to exceed \$212,728.00, upon approval as to form by the City Attorney. If the service was bid or proposed on an as needed, unit price basis for performance of specified tasks, payment to Mission Critical Partners, Inc. shall be based only on the amount of the services directed to be performed by the City and properly performed by Mission Critical Partners, Inc. under the contract.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds from the following appropriations in an amount not to exceed \$212,728.00:

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>AMOUNT</u>	<u>FY</u>	<u>ENCUMBRANCE</u>
0191	DSV	2911	3070	\$212,728.00	2015	CTDSV15NG911P1

Section 3. 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.

AGENDA ITEM # 3

KEY FOCUS AREA: Clean, Healthy Environment

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Equipment & Building Services
Fire
Sanitation Services
Water Utilities

CMO: Jeanne Chipperfield, 670-7804
Mark McDaniel, 670-3256
Eric Campbell, 670-3255

MAPSCO: N/A

SUBJECT

Authorize a three-year service contract for parts and labor for the maintenance and repair of heavy-duty truck transmissions, differentials and refuse bodies – Wastebuilt Southwest, LLC dba Stepp Parts in the amount of \$1,500,804, Texan Waste Equipment dba Heil of Texas in the amount of \$982,924, Texas Kenworth Co. dba MHC Kenworth in the amount of \$555,273, Southwest International Trucks, Inc. in the amount of \$388,229, The Around the Clock Freightliner Group, LLC in the amount of \$301,377 and Equipment Southwest, Inc. in the amount of \$211,390, lowest responsible bidders of seven - Total not to exceed \$3,939,997 - Financing: Current Funds (\$3,923,033) and Water Utilities Current Funds (\$16,964) (subject to annual appropriations)

BACKGROUND

This action does not encumber funds; the purpose of a service contract is to establish firm pricing for goods or services, for a specific term, which are ordered on an as needed basis.

This service contract will provide parts and labor for the maintenance and repair of heavy-duty truck transmissions, differentials and refuse bodies. This citywide contract provides the City with the ability to purchase parts for a variety of heavy-duty truck transmissions, differentials and refuse bodies at a discounted rate taken from the manufacturer's published list pricing. This contract also includes supplemental labor to Equipment and Building Services (EBS) staff efforts and is necessary to ensure specialized equipment components are repaired according to equipment and manufacturer standards. EBS will provide the necessary labor to remove and reinstall transmissions and differentials which will be sent to the vendor for required repairs.

BACKGROUND (Continued)

Currently, EBS maintains a heavy duty and sanitation fleet of over 1,300 vehicles, such as garbage trucks, rotobooms and transfer trucks. These types of vehicles are all complex pieces of equipment that need specialized parts and labor to keep them in operation.

This solicitation was structured in a manner which required bidders to submit a response using discounts from manufacturer's price list. This bid resulted in a 25% average discount compared to a 32% average discount for the bid awarded in 2010.

As part of the solicitation process and in an effort to increase competition, Business Development and Procurement Services used its procurement system to send out 887 email notifications to vendors registered under respective commodities. To further increase competition, Business Development and Procurement Services uses historical solicitation information, the internet, and vendor contact information obtained from user departments to contact additional vendors by phone. Additionally, in an effort to secure more proposals, notifications were sent by the Business Development and Procurement Services' ResourceLINK Team (RLT) to 25 chambers of commerce, the DFW Minority Business Council and the Women's Business Council – Southwest, to ensure maximum vendor outreach.

PRIOR ACTION/REVIEW (COUNCIL BOARDS, COMMISSIONS)

On January 13, 2010, City Council authorized a three-year service contract for labor and parts to be used for refuse bodies, truck transmissions and differentials by Resolution No. 10-0139.

On February 12, 2014, City Council authorized a three-year service contract for the purchase and installation of remanufactured automatic transmissions by Resolution No. 14-0287.

FISCAL INFORMATION

\$3,923,032.67 - Current Funds (subject to annual appropriations)

\$ 16,963.50 - Water Utilities Current Funds (subject to annual appropriations)

M/WBE INFORMATION

94 - Vendors contacted

94 - No response

0 - Response (Bid)

0 - Response (No bid)

0 - Successful

887 M/WBE and Non-M/WBE vendors were contacted

M/WBE INFORMATION (Continued)

The recommended awardees have fulfilled the good faith requirements set forth in the Business Inclusion and Development (BID) Plan adopted by Council Resolution No. 08-2826 as amended.

ETHNIC COMPOSITION

Wastebuilt Southwest, LLC dba Stepp Parts

White Male	18	White Female	3
Black Male	0	Black Female	1
Hispanic Male	43	Hispanic Female	0
Other Male	1	Other Female	0

Texan Waste Equipment dba Heil of Texas

White Male	6	White Female	1
Black Male	0	Black Female	0
Hispanic Male	2	Hispanic Female	1
Other Male	1	Other Female	0

Texas Kenworth Co. dba MHC Kenworth

White Male	60	White Female	2
Black Male	9	Black Female	0
Hispanic Male	46	Hispanic Female	1
Other Male	4	Other Female	0

Southwest International Trucks, Inc.

White Male	262	White Female	36
Black Male	21	Black Female	2
Hispanic Male	80	Hispanic Female	6
Other Male	3	Other Female	0

The Around the Clock Freightliner Group, LLC

White Male	71	White Female	14
Black Male	14	Black Female	2
Hispanic Male	27	Hispanic Female	1
Other Male	3	Other Female	1

ETHNIC COMPOSITION (Continued)

Equipment Southwest, Inc.

White Male	8	White Female	2
Black Male	2	Black Female	0
Hispanic Male	7	Hispanic Female	0
Other Male	0	Other Female	0

BID INFORMATION

The following bids were received from solicitation number BJ1501 and were opened on October 23, 2014. This service contract is being awarded to the lowest responsive and responsible bidders by group. Information related to this solicitation is available upon request.

*Denotes successful bidders

<u>Bidders</u>	<u>Address</u>	<u>Amount of Bid</u>
*Wastebuilt Southwest, LLC dba Stepp Parts	2025 Old Mills Run Garland, TX 75042	Multiple Groups
*Texan Waste Equipment dba Heil of Texas	1440 S. Loop 12 Irving, TX 75060	Multiple Groups
*Texas Kenworth Co. dba MHC Kenworth	4040 Irving Blvd. Dallas, TX 75247	Multiple Groups
*Southwest International Trucks, Inc.	3722 Irving Blvd. Dallas, TX 75247	Multiple Groups
*The Around the Clock Freightliner Group, LLC	4200 Port Blvd. Dallas, TX 75241	Multiple Groups
*Equipment Southwest, Inc.	425 S. Loop 12 Irving, TX 75060	Multiple Groups
Dickson Equipment, Inc.	4525 Irving Blvd. Dallas, TX 75247	Multiple Groups

OWNERS

Wastebuilt Southwest, LLC dba Stepp Parts

Greg Podell, President

Texan Waste Equipment dba Heil of Texas

Larry Davis, President

Texas Kenworth Co. dba MHC Kenworth

Tim Spurgeon, President

Southwest International Trucks, Inc.

Russ Trimble, President

The Around the Clock Freightliner Group, LLC

John C-Miciotto, President

Equipment Southwest, Inc.

Michael R. Foley, President

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a three-year service contract for parts and labor for the maintenance and repair of heavy-duty truck transmissions, differentials and refuse bodies – Wastebuilt Southwest, LLC dba Stepp Parts in the amount of \$1,500,804, Texan Waste Equipment dba Heil of Texas in the amount of \$982,924, Texas Kenworth Co. dba MHC Kenworth in the amount of \$555,273, Southwest International Trucks, Inc. in the amount of \$388,229, The Around the Clock Freightliner Group, LLC in the amount of \$301,377 and Equipment Southwest, Inc. in the amount of \$211,390, lowest responsible bidders of seven - Total not to exceed \$3,939,997 - Financing: Current Funds (\$3,923,033) and Water Utilities Current Funds (\$16,964) (subject to annual appropriations)

Wastebuilt Southwest, LLC dba Stepp Parts, Texan Waste Equipment dba Heil of Texas, Texas Kenworth Co. dba MHC Kenworth, Southwest International Trucks, Inc., The Around the Clock Freightliner Group, LLC and Equipment Southwest, Inc. are local, non-minority firms, have signed the "Business Inclusion & Development" documentation, and propose to use their own workforces.

PROJECT CATEGORY: Goods

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$3,939,996.17	100.00%
Total non-local contracts	\$0.00	0.00%
TOTAL CONTRACT	\$3,939,996.17	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$0.00	0.00%	\$0.00	0.00%

February 25, 2015

WHEREAS, on January 13, 2010, City Council authorized a three-year service contract for labor and parts to be used for refuse bodies, truck transmissions and differentials by Resolution No. 10-0139, and;

WHEREAS, on February 12, 2014, City Council authorized a three-year service contract for the purchase and installation of remanufactured automatic transmissions by Resolution No. 14-0287;

NOW, THEREFORE,

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

Section 1. That the City Manager is authorized to execute a service contract with Wastebuilt Southwest, LLC dba Stepp Parts (VS0000083650) in the amount of \$1,500,804.00, Texan Waste Equipment dba Heil of Texas (502970) in the amount of \$982,923.50, Texas Kenworth Co. dba MHC Kenworth (VS0000039231) in the amount of \$555,273.00, Southwest International Trucks, Inc. (003940) in the amount of \$388,228.67, The Around the Clock Freightliner Group, LLC (399372) in the amount of \$301,377.00 and Equipment Southwest, Inc. (255843) in the amount of \$211,390.00 for parts and labor for the maintenance and repair of heavy-duty truck transmissions, differentials and refuse bodies for a term of three years in a total amount not to exceed \$3,939,996.17, upon approval as to form by the City Attorney. If the service was bid or proposed on an as needed, unit price basis for performance of specified tasks, payment to Wastebuilt Southwest, LLC dba Stepp Parts, Texan Waste Equipment dba Heil of Texas, Texas Kenworth Co. dba MHC Kenworth, Southwest International Trucks, Inc., The Around the Clock Freightliner Group, LLC and Equipment Southwest, Inc., shall be based only on the amount of the services directed to be performed by the City and properly performed by Wastebuilt Southwest, LLC dba Stepp Parts, Texan Waste Equipment dba Heil of Texas, Texas Kenworth Co. dba MHC Kenworth, Southwest International Trucks, Inc., The Around the Clock Freightliner Group, LLC and Equipment Southwest, Inc. under the contract.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$3,939,996.17 (subject to annual appropriations).

Section 3. 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.

AGENDA ITEM # 4

KEY FOCUS AREA: Public Safety
E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Code Compliance
Housing/Community Services
Human Resources

CMO: Jeanne Chipperfield, 670-7804
Joey Zapata, 670-3009
A. C. Gonzalez, 670-3297

MAPSCO: N/A

SUBJECT

Authorize a two-year service contract for background screening services - Quicksius, LLC dba Quick Search, through an intergovernmental agreement with the City of Austin
- Not to exceed \$623,200 - Financing: Current Funds (subject to annual appropriations)

BACKGROUND

This action does not encumber funds; the purpose of this service contract is to establish firm pricing for services, for a specific term, which are ordered on an as needed basis.

This service contract will provide background screening services for Human Resources, Housing/Community Services and Code Compliance. Human Resources will utilize this service to obtain pre-employment background checks on all applicants offered employment with the City. The purpose of conducting pre-employment background checks is to verify that applicants do not have a history of activity that would make them unsuitable for positions for which they are being considered. Pre-employment background check information provides the City with key factors to determine if prospective employees meet the eligibility criteria for employment. Due to the complexity and sensitive nature of the pre-employment background checks conducted for Police and Fire employee candidates, it has been determined these departments will continue to perform this function internally.

BACKGROUND (Continued)

Code Compliance will utilize this contract to conduct background screenings on transportation-for-hire drivers. On December 12, 2014, Council passed a new Transportation-for-Hire ordinance (Ordinance No. 29596) which requires extensive national background searches of drivers and adds new operating authorities and drivers who are not regulated under the current ordinance. The purpose of conducting extensive national background searches is to verify that transportation-for-hire drivers meet all the requirements of Chapter 47A of the City Ordinance. Under the requirement of the new ordinance, companies seeking to permit their drivers will utilize a third party screening company to conduct background screening in order to meet the permitting requirements. This contract will provide Code Compliance with an efficient method of auditing these third party screenings. Additionally this contract will allow Code Compliance to conduct timely screenings on drivers who do not wish to utilize a third party company. Cost associated with audit function and screening services will be recovered through fees paid for Transportation-for-Hire permits.

The Housing/Community Services Homeless Assistance Programs provide support services to homeless persons, including non-violent ex-offenders seeking employment, housing, educational opportunities and other community services. Background screenings are conducted on these clients to check for outstanding warrants and criminal background. This screening is used, in part to determine what support services and referrals best fit the client. Additionally background screenings provide important information to apartment vendors who are willing to work with clients with violent criminal backgrounds or who have a history of late rental payments.

This agreement is authorized by Chapter 791 of the Texas Government Code and Subchapter F, Chapter 271, Texas Local Government Code. Section 271.102 of the Texas Local Government Code which authorizes a local government to participate in a Cooperative Purchasing Program with another local government or a local cooperative organization.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On September 12, 2012, City Council authorized a three-year service contract for civilian pre-employment background checks by Resolution No. 12-2226.

FISCAL INFORMATION

\$623,200.00 - Current Funds (subject to annual appropriations)

ETHNIC COMPOSITION

Quicksius, LLC dba Quick Search

White Male	5	White Female	6
Black Male	1	Black Female	1
Hispanic Male	0	Hispanic Female	0
Other Male	0	Other Female	1

OWNER

Quicksius, LLC dba Quick Search

Dale Wolter, General Manager
John Page, Vice President

February 25, 2015

WHEREAS, on September 12, 2012, City Council authorized a three-year service contract for civilian pre-employment background checks by Resolution No. 12-2226; and,

NOW, THEREFORE,

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

Section 1. That the City Manager is authorized to execute a service contract with Quicksius, LLC dba Quick Search (VC13967) through an intergovernmental agreement with the City of Austin for background screening services for a term of two years in an amount not to exceed \$623,200.00, upon approval as to form by the City Attorney. If the service was bid or proposed on an as needed, unit price basis for performance of specified tasks, payment to Quicksius, LLC dba Quick Search shall be based only on the amount of the services directed to be performed by the City and properly performed by Quicksius, LLC dba Quick Search under the contract.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$623,200.00 (subject to annual appropriations).

Section 3. 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.

AGENDA ITEM # 5

KEY FOCUS AREA: Culture, Arts and Recreation and Educational Enhancements

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Library

CMO: Jeanne Chipperfield, 670-7804
Joey Zapata, 670-1204

MAPSCO: N/A

SUBJECT

Authorize a five-year service contract for the purchase and physical processing of audio visual materials for the Dallas Public Library - Midwest Tape, LLC., only responsive bidder of two – Not to exceed \$8,434,200 - Financing: Current Funds (subject to annual appropriations)

BACKGROUND

This action does not encumber funds; the purpose of a service contract is to establish firm pricing for services, for a specific term, which are ordered on an as needed basis.

This service contract will allow for the purchase and physical processing of audio visual materials for the Dallas Public Library. This contract will provide processing of approximately 301,000 audiovisual materials including DVDs, Blu-Rays, music CDs, and audiobooks. The audiovisual materials purchased will be cataloged, inventoried and processed (barcodes, labels, and covers) by the vendor, arriving at the library “shelf ready” which makes the materials available immediately.

The Dallas Public Library has 27 branches, Bookmarks at NorthPark Center and the J. Erik Jonsson Central Library. In FY2014, patrons checked out over 9.7 million items from Dallas public libraries.

As part of the solicitation process and in an effort to increase competition, Business Development and Procurement Services (BDPS) used its procurement system to send out 131 email bid notifications to vendors registered under respective commodities. To further increase competition, BDPS uses historical solicitation information, the internet, and vendor contact information obtained from user departments to contact additional vendors by phone. Additionally, in an effort to secure more bids, notifications were sent by the BDPS' ResourceLINK Team (RLT) to 25 chambers of commerce, the DFW Minority Business Council and the Women's Business Council – Southwest, to ensure maximum vendor outreach.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On September 9, 2009, City Council authorized a three-year master agreement for "shelf ready" audio visual material for the Dallas Public Library by Resolution No. 09-2196.

On February 17, 2015, the Arts, Culture and Libraries Committee will be briefed via memorandum.

FISCAL INFORMATION

\$8,434,200.00 – Current Funds (subject to annual appropriations)

M/WBE INFORMATION

13 - Vendors contacted
13 - No response
0 - Response (Bid)
0 - Response (No Bid)
0 - Successful

131 - M/WBE and Non-M/WBE vendors were contacted

The recommended awardee has fulfilled the requirements set forth in the Business Inclusion and Development (BID) Plan adopted by Council Resolution No. 08-2826 as amended.

ETHNIC COMPOSITION

Midwest Tape, LLC.

White Male	112	White Female	153
Black Male	11	Black Female	21
Hispanic Male	8	Hispanic Female	4
Other Male	0	Other Female	1

BID INFORMATION

The following bids were received from solicitation number BT1429 and were opened on October 30, 2014. This service contract is being awarded in its entirety to the only responsive and responsible bidder.

*Denotes successful bidder

BID INFORMATION (Continued)

<u>Bidders</u>	<u>Address</u>	<u>Amount</u>
*Midwest Tape, LLC.	6950 Hall St. Holland, OH 43528	\$8,434,200.00
Ingram Library Services, Inc.	One Ingram Blvd. La Vergne, TN 37086	Non-responsive**

**Ingram Library Services, Inc. was deemed non-responsive due to not meeting specifications.

Auditors Note: Pursuant to Business Development and Procurement Services' (BDPS) request, the Auditor's office has reviewed the single bid item and submitted related documentation and has determined BDPS followed Administrative Directive 4-05 provisions for processing this single bid item and made reasonable efforts to increase bid participation. This proposed procurement meets the requirements for a single bid.

OWNER**Midwest Tape, LLC.**

John H. Eldred, President
Jeffery Jankowski, Vice President
Susan M. Bascuk, Secretary
Adam Schoesler, Treasurer

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a five-year service contract for the purchase and physical processing of audio visual materials for the Dallas Public Library - Midwest Tape, LLC., only responsive bidder of two – Not to exceed \$8,434,200 - Financing: Current Funds (subject to annual appropriations)

Midwest Tape, LLC. is a non-local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use their own workforce.

PROJECT CATEGORY: Goods

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$0.00	0.00%
Total non-local contracts	\$8,434,200.00	100.00%
TOTAL CONTRACT	\$8,434,200.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$0.00	0.00%	\$0.00	0.00%

February 25, 2015

WHEREAS, on September 9, 2009, City Council authorized a three-year master agreement for "shelf ready" audio visual material for the Dallas Public Library by Resolution No. 09-2196;

NOW, THEREFORE,

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

Section 1. That the City Manager is authorized to execute a service contract with Midwest Tape, LLC. (VS0000013323) for the purchase and physical processing of audio visual materials for the Dallas Public Library for a term of five years in an amount not to exceed \$8,434,200.00, upon approval as to form by the City Attorney. If the service was bid or proposed on an as needed, unit price basis for performance of specified tasks, payment to Midwest Tape, LLC. shall be based only on the amount of the services directed to be performed by the City and properly performed by Midwest Tape, LLC. under the contract.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$8,434,200.00 (subject to annual appropriations).

Section 3. 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.

AGENDA ITEM # 6

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Water Utilities

CMO: Jeanne Chipperfield, 670-7804
Mark McDaniel, 670-3256

MAPSCO: N/A

SUBJECT

Authorize a five-year service contract for Geographic Information System software maintenance - Environmental Systems Research Institute, Inc., sole source - Not to exceed \$1,523,590 - Financing: Current Funds (\$991,433) and Water Utilities Current Funds (\$532,157) (subject to annual appropriations)

BACKGROUND

This action does not encumber funds; the purpose of a service contract is to establish firm pricing for services, for a specific term, which are ordered on an as needed basis.

This service contract will provide Geographic Information System (GIS) software maintenance and technical support for the management, development and distribution of GIS data. GIS software enables the City to store, edit, analyze, share, and publish geographic data. Maintenance and support includes software upgrades to current releases of software, service packs, patches and technical support. City GIS data and tools are made available to staff and the public through the City's computer network and on the City website. Examples of information developed and provided by the City's GIS software:

- Garbage/Recycling days (Sanitation days of service and truck routing)
- Parcel data (Dallas, Collin, Rockwall and Denton central appraisal districts)
- Computer Aided Dispatch (CAD)/911 (Address data used to route emergency response vehicles)
- Crime reporting
- City Infrastructure (Manages and maintains asset information for water, sewer, storm water and streets)
- Location of bond projects

BACKGROUND (Continued)

- 311 (CRMS) Census data
- Council District Data
- Location of City facilities
- Parks
- Aerial photography
- Zoning
- Permitting

The City is currently using GIS software on approximately 150 desktops, 8 database servers and 10 application servers. An estimated 85% of the City's data is related to a geographic location. This software enables the City to inventory this data and efficiently analyze its relationships based on its physical location. GIS combines layers of information and specifics about its features and uses it to create efficiencies (e.g. routing emergency vehicles and managing Water infrastructure). GIS is a combination of visual, descriptive and statistical information that can be used to help the City respond more efficiently and accurately.

Some of the areas GIS software is used:

- Economic Development
- Environmental stewardship
- Land Records
- Property and facility management
- Land use planning and zoning
- Public Safety
- Customer Response (311)
- Elections

PRIOR ACTION/REVIEW (COUNCIL BOARDS, COMMISSIONS)

On March 9, 2011, the City Council authorized a three-year master agreement for Geographic Information System software and maintenance by Resolution No. 11-0625.

FISCAL INFORMATION

\$991,432.58 - Current Funds (subject to annual appropriations)

\$532,157.12 - Water Utilities Current Funds (subject to annual appropriations)

M/WBE INFORMATION

There were no M/WBE vendors contacted for this item because the recommended awardee is the sole source provider.

M/WBE INFORMATION (Continued)

The recommended awardee has fulfilled the good faith requirements set forth in the Business Inclusion and Development (BID) Plan adopted by Council Resolution No. 08-2826 as amended.

ETHNIC COMPOSITION

Environmental Systems Research Institute, Inc.

White Male	972	White Female	577
Black Male	26	Black Female	30
Hispanic Male	83	Hispanic Female	84
Other Male	283	Other Female	153

BID INFORMATION

<u>Bidder</u>	<u>Address</u>	<u>Amount</u>
Environmental Systems Research Institute, Inc.	380 New York Street Redlands, CA 92373	\$1,523,589.70

Note: Pursuant to Business Development and Procurement Services' (BDPS) request, the Auditor's office has reviewed this sole source item and submitted related documentation and has determined BDPS meets the exceptions from competitive bidding as specified in the State of Texas Local Government Code, Chapter 252.022, General Exemptions (a)(7).

OWNER

Environmental Systems Research Institute, Inc.

Jack Dangermond, President
Laura Dangermond, Vice President

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a five-year service contract for Geographic Information System software maintenance - Environmental Systems Research Institute, Inc., sole source - Not to exceed \$1,523,590 - Financing: Current Funds (\$991,433) and Water Utilities Current Funds (\$532,157) (subject to annual appropriations)

Environmental Systems Research Institute, Inc. is a non-local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use their own workforce.

PROJECT CATEGORY: Other Services

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$0.00	0.00%
Total non-local contracts	\$1,523,589.70	100.00%
TOTAL CONTRACT	\$1,523,589.70	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	<u>\$0.00</u>	<u>0.00%</u>	<u>\$0.00</u>	<u>0.00%</u>

February 25, 2015

WHEREAS, on March 9, 2011, the City Council authorized a three-year master agreement for Geographic Information System software and maintenance by Resolution No. 11-0625;

NOW, THEREFORE,

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

Section 1. That the City Manager is authorized to execute a service contract with Environmental Systems Research Institute, Inc. (265847) for Geographic Information System software maintenance for a term of five years in an amount not to exceed \$1,523,589.70, upon approval as to form by the City Attorney. If the services was bid or proposed on an as needed, unit price basis for performance of specified tasks, payment to Environmental Systems Research Institute, Inc. shall be based only on the amount of the services directed to be performed by the City and properly performed by Environmental Systems Research Institute, Inc. under the contract.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$1,523,589.70 (subject to annual appropriations).

Section 3. 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.

AGENDA ITEM # 7

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Water Utilities

CMO: Jeanne Chipperfield, 670-7804
Mark McDaniel, 670-3256

MAPSCO: N/A

SUBJECT

Authorize a two-year master agreement for ductile iron pipe for the distribution of potable water - Fortiline, Inc., lowest responsible bidder of two - Not to exceed \$295,860
- Financing: Water Utilities Current Funds

BACKGROUND

This action does not encumber funds; the purpose of a master agreement is to establish firm pricing for goods, for a specific term, which are ordered on an as needed basis.

This master agreement will continue to provide various size ductile iron pipe for Dallas Water Utilities for the distribution of potable water. Material from this contract will allow City personnel to continue to perform new installations and replace broken, cracked and worn pipes as needed. Water Utilities maintains approximately 4,800 miles of water mains throughout the water distribution system.

This solicitation was structured in a manner which required bidders to submit a response using unit pricing. This bid resulted in a 19.3% increase over comparable unit prices for the bid awarded in 2011.

As part of the solicitation process and in an effort to increase competition, Business Development and Procurement Services (BDPS) used its procurement system to send out 454 email bid notifications to vendors registered under respective commodities. To further increase competition, BDPS uses historical solicitation information, the internet, and vendor contact information obtained from user departments to contact additional vendors by phone. Additionally, in an effort to secure more bids, notifications were sent by the BDPS' ResourceLINK Team (RLT) to 25 chambers of commerce, the DFW Minority Business Council and the Women's Business Council – Southwest, to ensure maximum vendor outreach.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On August 10, 2011, City Council authorized a two-year master agreement for ductile iron pipe for the distribution of potable water by Resolution No. 11-1979.

FISCAL INFORMATION

\$295,859.68 - Water Utilities Current Funds

M/WBE INFORMATION

142 - Vendors contacted
142 - No response
0 - Response (Bid)
0 - Response (No Bid)
0 - Successful

454 - M/WBE and Non-M/WBE vendors were contacted

The recommended awardee has fulfilled the good faith requirements set forth in the Business Inclusion and Development (BID) Plan adopted by Council Resolution No. 08-2826 as amended.

ETHNIC COMPOSITION

Fortiline, Inc.

White Male	9	White Female	1
Black Male	2	Black Female	0
Hispanic Male	2	Hispanic Female	0
Other Male	3	Other Female	0

BID INFORMATION

The following bids were received from solicitation number BM1429 and were opened on October 23, 2014. This master agreement is being awarded in its entirety to the lowest responsive and responsible bidder.

*Denotes successful bidder

<u>Bidders</u>	<u>Address</u>	<u>Amount</u>
*Fortiline, Inc.	11200 Seagoville Rd. Balch Springs, TX 75180	\$295,859.68

BID INFORMATION (Continued)

<u>Bidders</u>	<u>Address</u>	<u>Amount</u>
HD Supply Waterworks, LTD	4333 Irving Blvd. Dallas, TX 75247	\$353,707.60

OWNER**Fortiline, Inc.**

Tim Tysinger, President
James Cagle, Vice President
Jason Painter, Secretary

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a two-year master agreement for ductile iron pipe for the distribution of potable water - Fortiline, Inc., lowest responsible bidder of two - Not to exceed \$295,860 - Financing: Water Utilities Current Funds

Fortiline, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use their own workforce.

PROJECT CATEGORY: Goods

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$295,859.68	100.00%
Total non-local contracts	\$0.00	0.00%
TOTAL CONTRACT	\$295,859.68	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$0.00	0.00%	\$0.00	0.00%

February 25, 2015

WHEREAS, on August 10, 2011, City Council authorized a two-year master agreement for ductile iron pipe for the distribution of potable water by Resolution No. 11-1979;

NOW, THEREFORE,

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

Section 1. That a master agreement for the purchase of ductile iron pipe for the distribution of potable water is authorized with Fortiline, Inc. (VS0000073028) for a term of two years in an amount not to exceed \$295,859.68.

Section 2. That the Purchasing Agent is authorized, upon appropriate request and documented need by a user department, to issue a purchase order for ductile iron pipe for the distribution of potable water. If a written contract is required or requested for any or all purchases of ductile iron pipe for the distribution of potable water under the master agreement instead of individual purchase orders, the City Manager is authorized to execute the contract upon approval as to form by the City Attorney.

Section 3. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$295,859.68.

Section 4. 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.

AGENDA ITEM # 8

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Communication and Information Services

CMO: Jeanne Chipperfield, 670-7804
Jill A. Jordan, P.E., 670-5299

MAPSCO: N/A

SUBJECT

Authorize a five-year master agreement for the purchase of various software including perpetual, fixed term, subscription and software as a service, software maintenance support and implementation services - SHI Government Solutions, Inc. in the amount of \$4,800,155, Mobile Wireless, LLC in the amount of \$231,250 and Carahsoft Technology Corporation in the amount of \$160,000, through the Department of Information Resources, State of Texas Cooperative contract - Total not to exceed \$5,191,405 - Financing: Current Funds

BACKGROUND

This action does not encumber funds; the purpose of a master agreement is to establish firm pricing for goods, for a specific term, which are ordered on an as needed basis.

This master agreement will allow for the purchase of various software including perpetual, fixed term, subscription and software as a service, software maintenance and software support and software implementation services to be used on or accessed by City workstations, mobile devices and servers. The most common software solutions utilizing different technology platforms available today include perpetual and fixed term software licenses, software subscriptions or software as a service options.

With the acquisition of new software solutions, this master agreement will allow the City to acquire vendor implementation services. These services include but may not be limited to the configuration of the software, development of interfaces, professional services related to the deployment of the software solution and end user training.

Additionally, the City will be able to renew annual software license and software use agreements, obtain maintenance for software applications and get technical support for software related issues.

BACKGROUND (Continued)

This agreement offers business software that complies with City tested standards as regulated by Communication and Information Services (CIS). CIS has the sole responsibility to approve and support all software purchased through this agreement. The CIS department will continue to approve and support all software purchased through this agreement.

Examples of software to be purchased on this agreement include:

- Desktop software such as Adobe Professional and Microsoft Visio
- Specialized products such as AutoCAD which are used on engineering workstations to design facility layouts
- Virtual desktop software
- Software used on mobile data computers (MDC) to manage data being transferred across the radio network
- Security certificate software utilized to secure data being accepted on City websites

This agreement is authorized by Chapter 791 of the Texas Government Code and Subchapter F, Chapter 271, Texas Local Government Code. Section 271.102 of the Texas Local Government Code which authorizes a local government to participate in a Cooperative Purchasing Program with another local government or a local cooperative organization.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On May 23, 2012, City Council authorized a three-year master agreement for computer desktop software, network management products, design and presentation software by Resolution No. 12-1375.

On November 12, 2014, City Council authorized an increase to the master agreement with SHI Government Solutions, Inc., through the Department of Information Resources, State of Texas Cooperative contract, for computer software, network management products, and design and presentation software by Resolution No. 14-1883.

On February 17, 2015, the Budget, Finance & Audit Committee will be briefed via memorandum.

FISCAL INFORMATION

\$5,191,405.00 – Current Funds

ETHNIC COMPOSITION

SHI Government Solutions, Inc.

White Male	210	White Female	148
Black Male	12	Black Female	1
Hispanic Male	46	Hispanic Female	33
Other Male	23	Other Female	18

Mobile Wireless, LLC

White Male	0	White Female	0
Black Male	0	Black Female	0
Hispanic Male	0	Hispanic Female	0
Other Male	1	Other Female	1

Carahsoft Technology Corporation

White Male	239	White Female	194
Black Male	1	Black Female	1
Hispanic Male	8	Hispanic Female	7
Other Male	7	Other Female	23

OWNERS

SHI Government Solutions, Inc.

Thai Lee, President
Paul Ng, Vice President

Mobile Wireless, LLC

Alan McClintock, President

Carahsoft Technology Corporation

Craig P. Abod, President
Robert Moore, Vice President

February 25, 2015

WHEREAS, on May 23, 2012, City Council authorized a three-year master agreement for computer desktop software, network management products, design and presentation software by Resolution No. 12-1375; and

WHEREAS, on November 12, 2014, City Council authorized an increase to the master agreement with SHI Government Solutions, Inc., through the Department of Information Resources, State of Texas Cooperative contract, for computer software, network management products, and design and presentation software in an amount not to exceed \$600,000, increasing the master agreement from \$2,400,000 to \$3,000,000, by Resolution No. 14-1883;

NOW, THEREFORE,

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

Section 1. That a master agreement for the purchase of various software including perpetual, fixed term, subscription and software as a service, software maintenance support and implementation services is authorized with SHI Government Solutions, Inc. (502145) in the amount of \$4,800,155.00, Mobile Wireless, LLC (VS87448) in the amount of \$231,250.00 and Carahsoft Technology Corporation (VS0000009713) in the amount of \$160,000.00, through the Department of Information Resources, State of Texas Cooperative contract for a term of five years in a total amount not to exceed \$5,191,405.00.

Section 2. That the Purchasing Agent is authorized, upon appropriate request and documented need by a user department, to issue a purchase order for various software including perpetual, fixed term, subscription and software as a service, software maintenance support and implementation services. If a written contract is required or requested for any or all purchases of various software including perpetual, fixed term, subscription and software as a service, software maintenance support and implementation services under the master agreement instead of individual purchase orders, the City Manager is authorized to execute the contract upon approval as to form by the City Attorney.

Section 3. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$5,191,405.00.

Section 4. 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.

AGENDA ITEM # 9

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Communication and Information Services
Court & Detention Services

CMO: Jeanne Chipperfield, 670-7804
Jill A. Jordan, P.E., 670-5299
Eric Campbell, 670-3255

MAPSCO: N/A

SUBJECT

Authorize supplemental agreement no. 1 to the service contract for maintenance and support of the INCODE Court Case Management System acquisition contract with Tyler Technologies, Inc. to authorize forty-three months of application and account management services for the court case management system - Not to exceed \$927,723, from \$5,282,395 to \$6,210,118 - Financing: Current Funds (subject to annual appropriations)

BACKGROUND

In October 2012, City Council approved the acquisition of INCODE, a court case management system from Tyler Technologies, Inc. The new INCODE Court Case Management System replaced a 25 year old legacy mainframe system which had exceeded its service life.

This amendment will provide application management services and day-to-day system support and monitoring for the INCODE Court Case Management System. This will allow the vendor to provide proactive performance monitoring of the application and the associated servers and databases that make up the system. Other services include a dedicated help desk and support team that will handle issue resolution, routine software and hardware updates, application configuration changes and user requested small scope enhancements.

The application management services of the Court Case Management System will result in a reduction in force for personnel supporting the system.

PRIOR ACTION/REVIEW (COUNCIL BOARDS, COMMISSIONS)

On October 24, 2012, City Council authorized a contract for the acquisition, implementation and five year maintenance and support of the INCODE Court Case Management System along with the establishment of a master agreement for additional hardware, software and professional services for future expansions, with Tyler Technologies, Inc., by Resolution No. 12-2690.

On February 17, 2015, the Budget, Finance & Audit Committee will be briefed via memorandum.

FISCAL INFORMATION

\$927,723.00 – Current Funds (subject to annual appropriations)

ETHNIC COMPOSITION

Tyler Technologies, Inc.

White Male	1530	White Female	939
Black Male	56	Black Female	61
Hispanic Male	53	Hispanic Female	66
Other Male	138	Other Female	72

OWNER

Tyler Technologies, Inc.

John S. Marr, Jr., President

Dustin R. Womble, Executive Vice President

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize supplemental agreement no. 1 to the service contract for maintenance and support of the INCODE Court Case Management System acquisition contract with Tyler Technologies, Inc. to authorize forty-three months of application and account management services for the court case management system - Not to exceed \$927,723, from \$5,282,395 to \$6,210,118 - Financing: Current Funds (subject to annual appropriations)

Tyler Technologies, Inc. is a non-local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use their own workforce.

PROJECT CATEGORY: Other Services

LOCAL/NON-LOCAL CONTRACT SUMMARY - THIS ACTION ONLY

	<u>Amount</u>	<u>Percent</u>
Local contracts	\$0.00	0.00%
Non-local contracts	\$927,723.00	100.00%
TOTAL THIS ACTION	\$927,723.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION THIS ACTION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE PARTICIPATION

	<u>This Action</u>		<u>Participation to Date</u>	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$200,000.00	3.22%
Hispanic American	\$0.00	0.00%	\$78,161.00	1.26%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$0.00	0.00%	\$278,161.00	4.48%

February 25, 2015

WHEREAS, on October 24, 2012, City Council authorized **(1)** an acquisition contract for the purchase and implementation of software and hardware for a court case management system for Court & Detention Services, Police, Judiciary and the City Attorney's Office; and **(2)** a five-year service contract for maintenance and support for the Court Case Management System by Resolution No. 12-2690; and

WHEREAS, on October 24, 2012, City Council authorized a master agreement for the purchase of additional hardware, software and professional services for future expansions of the Court Case Management System by Resolution No. 12-2690.

NOW, THEREFORE,

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

Section 1. That the City Manager is authorized to execute supplemental agreement no. 1 to the service contract for maintenance and support of the INCODE Court Case Management System acquisition contract to authorize forty-three months of application and account management services for the court case management system with Tyler Technologies, Inc. (VS0000014430) in an amount not exceed \$927,723 from \$5,282,395 to \$6,210,118, upon approval as to form by the City Attorney.

Section 2. That the Chief Financial Officer is authorized to disburse funds from the following appropriations in an amount not to exceed \$927,723.00 (subject to annual appropriations):

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>AMOUNT</u>	<u>FY</u>	<u>ENCUMBRANCE</u>
0198	DSV	1678	3070	\$ 176,216.00	2015	CTDSV15CCMSMGD
0198	DSV	1678	3070	\$ 238,675.00	2016	CTDSV16CCMSMGD
0198	DSV	1678	3070	\$ 250,308.00	2017	CTDSV17CCMSMGD
0198	DSV	1678	3070	\$ 262,524.00	2018	CTDSV18CCMSMGD

Section 3. 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.

AGENDA ITEM # 10

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Business Development & Procurement Services
Communication and Information Services

CMO: Jeanne Chipperfield, 670-7804
Jill A. Jordan, P.E., 670-5299

MAPSCO: N/A

SUBJECT

Authorize supplemental agreement no. 4 to exercise the first one-year renewal option of the service contract with Austin Ribbon & Computer Supplies, Inc. for the lease or purchase of all forms of computers, computer related equipment, accessories and various managed services - Not to exceed \$3,557,706, from \$31,240,547 to \$34,798,253 – Financing: Current Funds (subject to appropriations)

BACKGROUND

This action does not encumber funds; the purpose of a service contract is to establish firm pricing for services, for a specific term, which are ordered on an as needed basis.

The current contract is about to expire and it is now necessary to approve the first of three one-year renewal options. This renewal will allow the City to continue to lease and purchase all forms of computers, computer related equipment and accessories. Included in this contract are vendor provided services for warranty, repair and installation along with a vendor maintained website for computer ordering.

Computer equipment covered under this service contract includes desktop personal computers (PC), laptops, tablets and ruggedized mobile data computers (MDC). MDCs are the standard devices used by public safety (Police and Fire) however, there have been recent deployments of these devices in other departments with field operations.

To continue ensuring the most effective use and security of computing equipment throughout the City, configuration standards have been established for all new and replacement computer orders. Standardization has also achieved efficiencies in the ongoing maintenance and repair of PCs citywide.

PRIOR ACTION / REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On February 11, 2009, City Council authorized a sixty-month master agreement, with three twelve-month renewal options, for the purchase of mobile data computers, equipment mounting hardware and maintenance for Police and Dallas Fire-Rescue; and professional installation services by Resolution No. 09-0453.

On February 11, 2009, City Council authorized a sixty-month contract, with three twelve-month renewal options, for the lease or purchase of all forms of computers and computer related equipment and accessories to include various managed services by Resolution No. 09-0453.

On February 17, 2015, the Budget, Finance & Audit Committee will be briefed via memorandum.

FISCAL INFORMATION

\$3,557,706.00 - Current Funds (subject to appropriations)

ETHNIC COMPOSITION

Austin Ribbon & Computer Supplies, Inc.

White Male	51	White Female	20
Black Male	8	Black Female	0
Hispanic Male	9	Hispanic Female	5
Other Male	9	Other Female	5

OWNER

Austin Ribbon & Computer Supplies, Inc.

Ryan Grant, President

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize supplemental agreement no. 4 to exercise the first one-year renewal option of the service contract with Austin Ribbon & Computer Supplies, Inc. for the lease or purchase of all forms of computers, computer related equipment, accessories and various managed services - Not to exceed \$3,557,706, from \$31,240,547 to \$34,798,253 – Financing: Current Funds (subject to appropriations)

Austin Ribbon & Computer Supplies, Inc. is a non-local, minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use their own workforce.

PROJECT CATEGORY: Other Services

LOCAL/NON-LOCAL CONTRACT SUMMARY - THIS ACTION ONLY

	<u>Amount</u>	<u>Percent</u>
Local contracts	\$0.00	0.00%
Non-local contracts	\$3,557,706.00	100.00%
TOTAL THIS ACTION	\$3,557,706.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION THIS ACTION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

<u>Non-local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Austin Ribbon & Computer Supplies, Inc	WFWB61165N0415	\$3,557,706.00	100.00%
Total Minority - Non-local		\$3,557,706.00	100.00%

TOTAL M/WBE PARTICIPATION

	<u>This Action</u>		<u>Participation to Date</u>	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$3,557,706.00	100.00%	\$3,557,706.00	100.00%
Total	\$3,557,706.00	100.00%	\$3,557,706.00	100.00%

February 25, 2015

WHEREAS, on February 11, 2009, City Council authorized a sixty-month master agreement, with three twelve-month renewal options, for the purchase of mobile data computers, equipment mounting hardware and maintenance for Police and Dallas Fire-Rescue; and professional installation services by Resolution No. 09-0453; and,

WHEREAS, on February 11, 2009, City Council authorized a sixty-month contract, with three twelve-month renewal options, for the lease or purchase of all forms of computers and computer related equipment and accessories to include various managed services by Resolution No. 09-0453; and,

WHEREAS, on December 18, 2013, Administrative Action No. 13-7014 authorized supplemental agreement no. 1 to the service contract with Austin Ribbon & Computer Supplies, Inc. to add the Statement of Work for Office 365 email migration; and,

WHEREAS, on February 11, 2014, Administrative Action No. 14-5420 authorized supplemental agreement no. 2 to the service contract with Austin Ribbon & Computer Supplies, Inc. to extend the contract term from February 16, 2014 to February 15, 2015; and,

WHEREAS, on June 2, 2014, Administrative Action No. 14-6035 authorized supplemental agreement no. 3 to the service contract with Austin Ribbon & Computer Supplies, Inc. to add changes to the Statement of Work for Office 365 email migration through supplemental agreement no. 1;

NOW, THEREFORE,

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

Section 1. That following approval as to form by the City Attorney, the City Manager is hereby authorized to execute supplemental agreement no. 4 to exercise the first one-year renewal option of the service contract with Austin Ribbon & Computer Supplies, Inc. (263234) for the lease or purchase of all forms of computers, computer related equipment, accessories and various managed services in an amount not to exceed \$3,557,706.00, increasing the service contract amount from \$31,240,547.00 to \$34,798,253.00.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$3,557,706.00 (subject to appropriations).

Section 3. 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.

AGENDA ITEM # 11

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): N/A

DEPARTMENT: City Attorney's Office
Sanitation Services

CMO: Warren M.S. Ernst, 670-3491
Mark McDaniel, 670-3256

MAPSCO: N/A

SUBJECT

Authorize settlement of the lawsuit styled Sakeb Kazi and Shahbaz Kazi v. City of Dallas, Cause No. CC-14-04298-E - Not to exceed \$60,000 - Financing: Current Funds

BACKGROUND

Shahbaz Kazi filed a lawsuit against the City of Dallas seeking compensation for alleged bodily injuries sustained in an automobile accident on September 4, 2012, involving a Sanitation Department vehicle. The City and Shahbaz Kazi reached a proposed settlement following court-ordered mediation. Plaintiff is represented by The Liebbe Law Firm and Attorney John Malevitis. Sakeb Kazi's claim was previously settled.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Council will be briefed by memorandum regarding this item.

FISCAL INFORMATION

Funding for this item is budgeted in the current fiscal year.

\$60,000.00 - Current Funds

February 25, 2015

WHEREAS, a lawsuit styled Sakeb Kazi and Shahbaz Kazi v. City of Dallas, Cause No. CC-14-04298-E, was filed by the plaintiffs seeking compensation from the City of Dallas for alleged bodily injuries sustained in an automobile accident on September 4, 2012, involving a Sanitation Department vehicle; and

WHEREAS, Shahbaz Kazi, has agreed to a settlement of the case whereby the City will pay Shahbaz Kazi, The Liebke Law Firm, and Attorney John Malevitis the amount of \$60,000.00; and

WHEREAS, it is in the best interest of the City to settle this case; **Now, Therefore,**

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

Section 1. That the settlement in the lawsuit, styled Sakeb Kazi and Shahbaz Kazi v. City of Dallas, Cause No. CC-14-04298-E, in an amount not to exceed \$60,000.00 is hereby approved.

Section 2. That the Chief Financial Officer is authorized to pay to Shahbaz Kazi, The Liebke Law Firm, Attorney John Malevitis, and all other persons having an interest in the settlement the amount of \$60,000.00 from Fund 0192, Department ORM, Unit 3890, Obj. 3521, Vendor CTORM001.

Section 3. 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.

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): N/A

DEPARTMENT: City Attorney's Office

CMO: Warren M.S. Ernst, 670-3491

MAPSCO: N/A

SUBJECT

Authorize a resolution amending Dallas City Council Rules of Procedure 2.1 and 4.5 to bring the City Council Rules of Procedure into compliance with Charter amendments made by the special election held on November 4, 2014, specifically to: **(1)** require that city council meetings be held on dates and times set by the city council rather than on each Wednesday; and **(2)** clarify that city councilmembers are excused from voting on a matter when the law prohibits them from voting on that matter - Financing: No cost consideration to the City

BACKGROUND

The Dallas City Charter was amended through a special election held on November 4, 2014. Two of these amendments affected the Dallas City Council Rules of Procedure. The purpose of this resolution is to bring the City Council Rules of Procedure into compliance with the amended Charter.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On January 15, 2014, City Council authorized the creation of and appointment of members to the Charter Review Commission, by Resolution No. 14-0157.

The Charter Review Commission held its first meeting on January 31, 2014, and held work sessions and community meetings until May 6, 2014, to create a list of recommended Charter amendments.

On June 11, 2014, City Council approved certain amendments to the Dallas City Charter with modifications made by the City Council, for submission to the qualified voters of the city on November 4, 2014, by Resolution No. 14-0939.

On June 18, 2014, City Council was briefed on additional amendments to the Dallas City Charter, including several proposed by City Council and two proposed by the Charter Review Commission.

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

On June 25, 2014, the City Council approved certain amendments to the Dallas City Charter for submission to the qualified voters of the City on November 4, 2014, by Resolution No. 14-1051.

On August 6, 2014, City Council called a special election on November 4, 2014, to submit all of the council-approved Charter amendments to qualified voters.

On November 4, 2014, the special election was held.

On November 17, 2014, the Canvassing Committee met to review and declare the results of the November 4, 2014 special election.

On November 18, 2014, the City Council accepted the Canvassing Committee's report declaring the results of the November 4, 2014 special election on amendments to the Charter of the City of Dallas, by Resolution No. 14-2055.

FISCAL INFORMATION

No cost consideration to the City.

February 25, 2015

WHEREAS, the Charter of the City of Dallas was amended by a special election held on November 4, 2014; and

WHEREAS, the following amendments to the City Council Rules of Procedure will bring the Rules into compliance with the amended Charter; **Now, Therefore,**

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

Section 1. That Subsection 2.1, "Regular Meetings," of Section 2, "Meetings," of the City Council Rules of Procedure, as amended, is amended to read as follows:

"2.1. **Regular Meetings.** The city council will meet at 11:00 a.m. on the day the council members take office, and thereafter on dates and ~~[each Wednesday]~~ at times set by the city council, unless postponed or canceled for valid reasons."

Section 2. That Paragraph (a) of Subsection 4.5, "Voting," of Section 4, "Duties and Privileges of Members," of the City Council Rules of Procedure, as amended, is amended to read as follows:

"4.5. **Voting.** Every member present when a question is called shall vote either "Yes" or "No" except where required by law, or on matters involving a conflict of interests or the consideration of the member's own official conduct."

Section 3. That the City Council Rules of Procedure, as amended, will remain in full force and effect, save and except as amended by this resolution.

Section 4. That this resolution will 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.

APPROVED AS TO FORM:

WARREN M.S. ERNST, City Attorney

By _____
Assistant City Attorney

AGENDA ITEM # 13

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): N/A

DEPARTMENT: City Attorney's Office

CMO: Warren M.S. Ernst, 670-3491

MAPSCO: N/A

SUBJECT

Authorize Supplemental Agreement No. 10 to the professional services contract with Hankinson, L.L.P. for additional legal services necessary in the lawsuit styled City of Dallas v. Kenneth E. Albert, et al., Cause No. 13-0940, and any other proceedings relating to the subject matter of this litigation - Not to exceed \$80,000, from \$490,000 to \$570,000 - Financing: Current Funds

BACKGROUND

The additional legal services of Hankinson, L.L.P. are necessary for the resolution of the matters in the lawsuit styled City of Dallas v. Kenneth E. Albert, et al., Cause No. 13-0940.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized a professional services contract with the Law Offices of Deborah Hankinson, P.C. for legal services on March 24, 2004, by Resolution No. 04-1047.

Authorized Supplemental Agreement No. 1 to the professional services contract with the Law Offices of Deborah Hankinson, P.C. for additional legal services on January 12, 2005, by Resolution No. 05-0197.

Authorized Supplemental Agreement No. 2 to the professional services contract with the Law Offices of Deborah Hankinson, P.C. for additional legal services on April 11, 2007, by Resolution No. 07-1145.

Authorized Supplemental Agreement No. 4 to the professional services contract with Hankinson Levinger, L.L.P. for additional legal services on April 14, 2010, by Resolution No. 10-0861.

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

Authorized Supplemental Agreement No. 5 to the professional services contract with Hankinson Levinger, L.L.P. for additional legal services on January 11, 2012, by Resolution No. 12-0163.

Authorized Supplemental Agreement No. 7 to the professional services contract with Hankinson Levinger, L.L.P. for additional legal services on December 11, 2013, by Resolution No. 13-2147.

FISCAL INFORMATION

Funding for this item is budgeted in the current fiscal year.

\$80,000.00 - Current Funds

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

Hankinson, L.L.P.

Hispanic Female	1	Hispanic Male	1
Black Female	0	Black Male	0
Other Female	0	Other Male	0
White Female	2	White Male	3

OWNER

Hankinson, L.L.P.

Rick Thompson, Managing Partner

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize Supplemental Agreement No. 10 to the professional services contract with Hankinson, L.L.P. for additional legal services necessary in the lawsuit styled City of Dallas v. Kenneth E. Albert, et al., Cause No. 13-0940, and any other proceedings relating to the subject matter of this litigation - Not to exceed \$80,000, from \$490,000 to \$570,000 - Financing: Current Funds

Hankinson, L.L.P., is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use their own workforce.

PROJECT CATEGORY: Professional Services

LOCAL/NON-LOCAL CONTRACT SUMMARY - THIS ACTION ONLY

	<u>Amount</u>	<u>Percent</u>
Local contracts	\$80,000.00	100.00%
Non-local contracts	\$0.00	0.00%
TOTAL THIS ACTION	\$80,000.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION THIS ACTION

Local Contractors / Sub-Contractors

None

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE PARTICIPATION

	<u>This Action</u>		<u>Participation to Date</u>	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$0.00	0.00%	\$0.00	0.00%

February 25, 2015

WHEREAS, on March 24, 2004, the City Council authorized a professional services contract with the Law Offices of Deborah Hankinson, P.C. in the amount of \$60,000.00 by Resolution No. 04-1047, for legal services necessary to represent the City in this lawsuit and any other proceedings related to the subject matter of this lawsuit; and,

WHEREAS, on January 12, 2005, the City Council authorized Supplemental Agreement No. 1, in the amount of \$50,000.00 with the Law Offices of Deborah Hankinson, P.C. by Resolution No. 05-0197, for additional legal services necessary to represent the City in this lawsuit, increasing the contract amount from \$60,000.00 to \$110,000.00; and,

WHEREAS, on April 11, 2007, the City Council authorized Supplemental Agreement No. 2, in the amount of \$50,000.00 with the Law Offices of Deborah Hankinson, P.C. by Resolution No. 07-1145, for additional legal services necessary to represent the City in this lawsuit, increasing the contract amount from \$110,000.00 to \$160,000.00; and,

WHEREAS, on July 9, 2008, pursuant to Administrative Action No. 08-1936, the City authorized Supplemental Agreement No. 3, to the professional services contract with the Law Offices of Deborah Hankinson, P.C. to increase the hourly rates paid for legal services provided; and,

WHEREAS, on September 3, 2008, pursuant to Administrative Action No. 08-2358, the City authorized assignment of the professional services contract from the Law Offices of Deborah Hankinson, P.C. to Hankinson Levinger, L.L.P.; and,

WHEREAS, on April 14, 2010, the City Council authorized Supplemental Agreement No. 4, in the amount of \$30,000.00 with Hankinson Levinger, L.L.P. by Resolution No. 10-0861, for additional legal services necessary to represent the City in this lawsuit, increasing the contract amount from \$160,000.00 to \$190,000.00; and,

WHEREAS, on January 11, 2012, the City Council authorized Supplemental Agreement No. 5, in the amount of \$30,000.00 to Hankinson Levinger, L.L.P. by Resolution No. 12-0163, for additional legal services necessary to represent the City in this lawsuit, increasing the contract amount from \$190,000.00 to \$220,000.00; and,

WHEREAS, on March 5, 2013, pursuant to Administrative Action No. 13-5289, the City authorized Supplemental Agreement No. 6, in the amount of \$50,000.00 to Hankinson, L.L.P. (formerly Hankinson Levinger, L.L.P.) for additional legal services necessary in this lawsuit, increasing the contract amount from \$220,000.00 to \$270,000.00; and,

February 25, 2015

WHEREAS, on December 11, 2013, the City Council authorized Supplemental Agreement No. 7, in the amount of \$185,000.00 to Hankinson Levinger, L.L.P. by Resolution No. 13-2147, for additional legal services necessary to represent the City in this lawsuit, increasing the contract amount from \$270,000.00 to \$455,000.00; and,

WHEREAS, on September 23, 2014, pursuant to Administrative Action No. 14-6688, the City authorized Supplemental Agreement No. 8, to increase the hourly rates paid for legal services provided; and,

WHEREAS, on January 29, 2015, pursuant to Administrative Action No. 15-5272, the City authorized Supplemental Agreement No. 9, in the amount of \$35,000.00 to Hankinson, L.L.P. for additional legal services necessary in this lawsuit, increasing the contract amount from \$455,000.00 to \$490,000.00; and,

WHEREAS, the legal services of the law firm of Hankinson, L.L.P. continue to be necessary for representation of the City in this lawsuit and any other proceedings related to the subject matter of this lawsuit; **Now, Therefore**,

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

Section 1. That following approval as to form by the City Attorney, the City Manager is hereby authorized to enter into Supplemental Agreement No. 10 to the professional services contract with Hankinson, L.L.P., for additional legal services necessary in the lawsuit styled City of Dallas v. Kenneth E. Albert, et al., Cause No. 13-0940, and any other proceedings related to the subject matter of this lawsuit, in an amount not to exceed \$80,000.00, increasing the contract amount from \$490,000.00 to \$570,000.00.

Section 2. That the Chief Financial Officer is authorized to disburse, in periodic payments to Hankinson, L.L.P., an amount not to exceed \$80,000.00 from Fund 0192, Department ORM, Unit 3890, Obj. 3070, Encumbrance No. ATT389015A001, Vendor No. VC0000005988.

Section 3. 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.

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): N/A

DEPARTMENT: City Attorney's Office

CMO: Warren M.S. Ernst, 670-3491

MAPSCO: N/A

SUBJECT

An ordinance amending Chapters 2, 6A, 12A, 13, 24, 28, 37, 37A, 49, and 51A of the Dallas City Code to bring the Dallas City Code into compliance with Charter amendments made by the special election held on November 4, 2014, and with Section 150.041 of the Texas Local Government Code specifically to: **(1)** require that city officers deposit money in the manner prescribed by the chief financial officer rather than with the city treasurer; **(2)** move the start day of board and commission terms from September 1 to October 1; **(3)** remove references to the city tax assessor and collector; **(4)** allow city employees to run for office; **(5)** remove the conflicts of interest exception for advisory board members; **(6)** require that the chief of police deposit moneys collected to the credit of the appropriate city fund rather than with the city treasurer; **(7)** require that the board of trustees of the city police and fire welfare fund deposit assets of the fund to the credit of the appropriate city fund rather than with the general trust fund; **(8)** require that lot and acreage fees be deposited to the credit of the appropriate city fund rather than with a trust fund established by the city treasurer; and **(9)** make semantic, grammatical, and structural changes - Financing: No cost consideration to the City

BACKGROUND

The Dallas City Charter was amended through a special election held on November 4, 2014. Several of the Charter amendments impact various sections of the Dallas City Code. The purpose of this ordinance is to bring the City Code into compliance with the amended Charter.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On January 15, 2014, City Council authorized the creation of and appointment of members to the Charter Review Commission, by Resolution No. 14-0157.

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

The Charter Review Commission held its first meeting on January 31, 2014, and held work sessions and community meetings until May 6, 2014, to create a list of recommended Charter amendments.

On June 11, 2014, City Council approved certain amendments to the Dallas City Charter with modifications made by the City Council, for submission to the qualified voters of the city on November 4, 2014, by Resolution No. 14-0939.

On June 18, 2014, City Council was briefed on additional amendments to the Dallas City Charter, including several proposed by City Council and two proposed by the Charter Review Commission.

On June 25, 2014, the City Council approved certain amendments to the Dallas City Charter for submission to the qualified voters of the City on November 4, 2014, by Resolution No. 14-1051.

On August 6, 2014, City Council called a special election on November 4, 2014, to submit all of the council-approved Charter amendments to qualified voters.

On November 4, 2014, the special election was held.

On November 17, 2014, the Canvassing Committee met to review and declare the results of the November 4, 2014 special election.

On November 18, 2014, the City Council accepted the Canvassing Committee's report declaring the results of the November 4, 2014 special election on amendments to the Charter of the City of Dallas, by Resolution No. 14-2055.

FISCAL INFORMATION

No cost consideration to the City.

ORDINANCE NO. _____

An ordinance amending Sections 2-1, 2-95, 2-126, 2-130, 2-140, 2-150, 2-157, and 2-161 of Chapter 2, "Administration"; Section 6A-5 of Chapter 6A, "Amusement Centers"; Sections 12A-10, 12A-12, and 12A-24 of Chapter 12A, "Code of Ethics"; Sections 13-5.1 and 13-35 of Chapter 13, "Courts, Fines and Imprisonments"; Section 24-7 of Chapter 24, "Library"; Section 28-218 of Chapter 28, "Motor Vehicles and Traffic"; Sections 37-27 and 37-31 of Chapter 37, "Police"; Section 37A-7 of Chapter 37A, "Police and Fire Welfare Fund"; Sections 49-56 and 49-62 of Chapter 49, "Water and Wastewater"; and Section 51A-3.103 of Chapter 51A, "Dallas Development Code: Ordinance No. 19455, as amended," of the Dallas City Code, as amended; bringing the Dallas City Code into compliance with amendments made to the Charter of the City of Dallas by the charter amendment election held on November 4, 2014, and with Section 150.041 of the Texas Local Government Code; by requiring that city officers deposit money in the manner prescribed by the chief financial officer rather than with the city treasurer; moving the start day of board and commission terms from September 1 to October 1; removing references to the city tax assessor and collector; allowing city employees to run for office; removing the conflicts of interest exception for advisory board members; requiring that the chief of police deposit moneys collected to the credit of the appropriate city fund rather than with the city treasurer; requiring that the board of trustees of the city police and fire welfare fund deposit assets of the fund to the credit of the appropriate city fund rather than with the general trust fund; requiring that lot and acreage fees be deposited to the credit of the appropriate city fund rather than with a trust fund established by the city treasurer; making certain semantic, grammatical,

and structural changes; providing a penalty not to exceed \$2,000; providing a saving clause; providing a severability clause; and providing an effective date.

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

SECTION 1. That Section 2-1, "Time Within Which City Officers to Deposit Money With City Treasurer," of Article I, "In General," of Chapter 2, "Administration," of the Dallas City Code, as amended, is amended to read as follows:

"SEC. 2-1. TIME WITHIN WHICH CITY OFFICERS TO DEPOSIT MONEY [~~WITH CITY TREASURER~~].

All officers of the city who receive money for or on account of the city in any manner are hereby required to deposit same in the manner prescribed by the chief financial officer ~~[with the city treasurer on the same day that it is received in all cases where such money shall be received before the close of banking hours. Where any such money shall be received after banking hours, the same shall be deposited on the following day after the same is received, unless the same shall be a legal holiday or Sunday, and in such cases the same shall be deposited on the first day after the receipt of same when the banks are open.]~~

SECTION 2. That Subsection (c) of Section 2-95, "Permit and License Appeal Board - Created; Function; Terms," of Article IX, "Permit and License Appeal Board," of Chapter 2, "Administration," of the Dallas City Code, as amended, is amended to read as follows:

"(c) Each ~~[All]~~ member[s] shall be appointed for a two-year term ~~[to expire on September 1, 1985. Subsequent appointments will be made in August]~~ beginning on October 1 of each odd-numbered year ~~[for a two-year term beginning on September 1]~~. All members shall serve until their successors are appointed and qualified."

SECTION 3. That Subsection (b) of Section 2-126, "Created; Terms; Membership; Vacancies," of Article XIII, "Martin Luther King, Jr. Community Center Board," of Chapter 2, "Administration," of the Dallas City Code, as amended, is amended to read as follows:

"(b) Each ~~[The]~~ member[s] shall be appointed for a two-year term beginning on October 1 ~~[in August]~~ of each odd-numbered year ~~[for a two-year term beginning on September 1]~~. All members shall serve until their successors are appointed and qualified."

SECTION 4. That Subsection (b) of Section 2-130, "South Dallas/Fair Park Trust Fund Board - Created; Terms; Membership," of Article XIV, "South Dallas/Fair Park Trust Fund Board," of Chapter 2, "Administration," of the Dallas City Code, as amended, is amended to read as follows:

"(b) Each [~~All~~] member[s-~~will~~] shall be appointed for [~~an initial term to expire on August 31, 1991. Subsequent appointments will be made in September of each odd-numbered year for~~] a two-year term beginning on October 1 of each odd-numbered year. All members shall [~~will~~] serve until their successors are appointed and qualified."

SECTION 5. That Subsection (b) of Section 2-140, "Senior Affairs Commission - Created; Terms; Membership; Meetings," of Article XVIII, "Senior Affairs Commission," of Chapter 2, "Administration," of the Dallas City Code, as amended, is amended to read as follows:

"(b) Each [~~All~~] member[s-~~will~~] shall be appointed for [~~a term to expire on August 31, 1989. Subsequent appointments will be made in August of each odd-numbered year for~~] a two-year term beginning on October [~~September~~] 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified."

SECTION 6. That Subsection (b) of Section 2-150, "Community Development Commission Created," of Article XXI, "Community Development Commission," of Chapter 2, "Administration," of the Dallas City Code, as amended, is amended to read as follows:

"(b) Each [~~All~~] member[s-~~will~~] shall be appointed for [~~a term to expire on September 1, 1981. Subsequent appointments will be made in August of each odd-numbered year for~~] a two-year term beginning on October [~~September~~] 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified."

SECTION 7. That Subsection (b) of Section 2-157, "Created; Membership; Meetings," of Article XXIV, "Animal Advisory Commission," of Chapter 2, "Administration," of the Dallas City Code, as amended, is amended to read as follows:

"(b) Each [~~All~~] member[s] shall be appointed for [~~an initial term to expire on August 31, 1985. Subsequent appointments will be made in August of each odd-numbered year for~~] a

two-year term beginning on October ~~[September]~~ 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified.”

SECTION 8. That Subsection (b) of Section 2-161, “Cultural Affairs Commission - Created; Terms; Membership; Meetings,” of Article XXVI, “Cultural Affairs Commission,” of Chapter 2, “Administration,” of the Dallas City Code, as amended, is amended to read as follows:

“(b) Each ~~[All]~~ member[s] shall be appointed for ~~[an initial term to expire on August 31, 1989. Subsequent appointments will be made in August of each odd-numbered year for]~~ a two-year term beginning on October ~~[September]~~ 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified.”

SECTION 9. That Section 6A-5, “Fee,” of Chapter 6A, “Amusement Centers,” of the Dallas City Code, as amended, is amended to read as follows:

“SEC. 6A-5. FEE.

The annual fee for an amusement center license is \$22 for each coin-operated amusement device located in the center. Amusement center licenses expire one year from the date of issuance. The fee for issuing a replacement license for one lost, destroyed, or mutilated is \$2. The fee is payable to the city ~~[tax assessor and collector]~~ upon approval of the license by the chief of police. No refund of license fees will be made.”

SECTION 10. That Subsection (b), “Employees,” of Section 12A-10, “Political Activity,” of Article II, “Present City Officials and Employees,” of Chapter 12A, “Code of Ethics,” of the Dallas City Code, as amended, is amended to read as follows:

“(b) Employees. A city employee is not prohibited from becoming a candidate for public office. A city employee is not subject to disciplinary action, including termination, solely because the city employee becomes a candidate for public office. The city employee must, however, still fulfill all the duties and responsibilities associated with their city employment.

~~[(1) The purpose of this subsection is to implement the order of the United States District Court for the Northern District of Texas in Hickman vs. City of Dallas, 475 F. Supp 137 (N.D. Tex. 1979), by delineating those portions of Chapter III, Section 17(c) of the city charter that may continue to be enforced.~~

~~(2) An employee of the city immediately forfeits employment with the city if the employee:~~

~~(A) becomes a candidate for election to the Dallas city council;~~

~~(B) becomes a candidate for nomination or election in a partisan election for public office within a county in which the city of Dallas resides, or in a partisan election for a public office, the constituency of which includes all or part of a county in which the city of Dallas resides;~~

~~(C) becomes a candidate for nomination or election to an elective public office where the holding of that office will conflict with the full and proper discharge of the employee's duties with the city; or~~

~~(D) is a managerial or supervisory city employee and becomes a candidate for nomination or election to an elective public office of an entity having direct or indirect contractual relations with the city that involve the employee's department.]”~~

SECTION 11. That Section 12A-12, “Prohibited Interests in Contracts,” of Article II, “Present City Officials and Employees,” of Chapter 12A, “Code of Ethics,” of the Dallas City Code, as amended, is amended to read as follows:

“SEC. 12A-12. PROHIBITED INTERESTS IN CONTRACTS.

(a) Charter restrictions relating to financial interests in city contracts. A city official or employee shall comply with the restrictions on financial interests in city contracts as set forth in Chapter XXII, Section 11 of the city charter.

(b) Additional restrictions relating to city contracts. A[~~n~~] city official or employee may not, while in the service or employment of the city, either individually or as the officer or principal of a private business entity:

(1) submit a bid or proposal, on behalf of the city official or employee or on behalf of a private business entity, to make any city contract, whether or not the contract is required by state law to be competitively bid; or

(2) negotiate or enter into any city contract, on behalf of the city official or employee or on behalf of a private business entity, whether or not the contract is required by state law to be competitively bid.

(c) Exceptions. The restrictions contained in Subsections (a) and (b) of this section do not apply to a member of:

(1) ~~[a board that functions only in an advisory or study capacity and that does not have the power to make findings as to the rights of specific parties, except that the restrictions do apply to a member of the board of directors of a reinvestment zone established~~

~~under the Tax Increment Financing Act, as amended, with respect to any city contract involving the use of tax increment funds from the reinvestment zone represented by the member;~~

(2)] a board of a nonprofit development corporation that acts as an instrumentality of the city; or

(2[3]) a municipal management district board.”

SECTION 12. That Subsection (b), “Terms of Office,” of Section 12A-24, “Ethics Advisory Commission - Creation; Composition, Terms, and Qualifications,” of Article VII, “Ethics Advisory Commission,” of Chapter 12A, “Code of Ethics,” of the Dallas City Code, as amended, is amended to read as follows:

“(b) Terms of office. Each [AH] member[s] of the commission shall [will] be appointed for [an initial term to expire on September 1, 2001. All subsequent appointments will be made in August of each odd-numbered year for] a two-year term beginning on October [September] 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified.”

SECTION 13. That Subsection (b) of Section 13-5.1, “Judicial Nominating Commission Created,” of Article II, “Municipal Court of Record,” of Chapter 13, “Courts, Fines and Imprisonments,” of the Dallas City Code, as amended, is amended to read as follows:

“(b) Each member of the commission shall be appointed [Appointments will be made in September of each odd-numbered year] for a two-year term beginning on October 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified. The term limits established for board and commission members in Section 8-1.5 of this code do not apply to the city attorney's service on the commission.”

SECTION 14. That Section 13-35, “Same - Deposit of Proceeds of Sale,” of Article IV, “Prisoners Generally,” of Chapter 13, “Courts, Fines and Imprisonments,” of the Dallas City Code, as amended, is amended to read as follows:

“SEC. 13-35. SAME - DEPOSIT OF PROCEEDS OF SALE.

The proceeds of the sale provided for in the preceding section shall be deposited to the credit of the appropriate city fund [with the city treasurer to the credit of the city, and all of the proceeds of such sales shall be a part of the funds and revenues of the city].”

SECTION 15. That Subsection (b) of Section 24-7, "Created," of Article II, "Municipal Library Board," of Chapter 24, "Library," of the Dallas City Code, as amended, is amended to read as follows:

"(b) Board members must be residents of the city and shall ~~[will]~~ be appointed ~~[in August of each odd-numbered year]~~ for a two-year term beginning on October ~~[September]~~ 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified."

SECTION 16. That Subsection (b) of Section 28-218, "Automated Red Light Enforcement Commission Created," of Division 3, "Automated Red Light Enforcement Commission," of Article XIX, "Photographic Enforcement and Administrative Adjudication of Red Light Violations," of Chapter 28, "Motor Vehicles and Traffic," of the Dallas City Code, as amended, is amended to read as follows:

"(b) Each ~~[All]~~ member~~[s]~~ ~~will~~ shall be appointed for ~~[an initial term to expire on September 30, 2009. Subsequent appointments will be made in September of each odd-numbered year for]~~ a two-year term beginning on October 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified."

SECTION 17. That Section 37-27, "Payments to City Treasurer, Etc.," of Article II, "Chief of Police," of Chapter 37, "Police," of the Dallas City Code, as amended, is amended to read as follows:

"SEC. 37-27. DEPOSIT OF MONEYS COLLECTED ~~[PAYMENTS TO CITY TREASURER, ETC]~~.

The chief of police shall promptly deposit to the credit of the appropriate city fund ~~[pay over to the city treasurer or the person entitled thereto]~~ all moneys collected by him by virtue of any execution and all fines and costs that may come into his hands."

SECTION 18. That Subsection (c) of Section 37-31, "Board Created; Appointment; Term; Meetings," of Article III, "Dallas Citizens Police Review Board," of Chapter 37, "Police," of the Dallas City Code, as amended, is amended to read as follows:

“(c) Each [AH] member[s] shall be appointed for [a term to expire on September 1, 1989. All subsequent appointments will be made in August of each odd-numbered year for] a two-year term beginning on October [September] 1 of each odd-numbered year. Members shall serve until their successors are appointed and qualified.”

SECTION 19. That Subsection (a) of Section 37A-7, “Establishment of Trust Fund,” of Chapter 37A, “Police and Fire Welfare Fund,” of the Dallas City Code, as amended, is amended to read as follows:

“(a) The board shall establish a separate general trust fund for deposit of all donations and the assets of the welfare fund. The trust fund shall be established as a separate city trust account with the city treasurer. Upon receipt of general contributions, they shall be deposited to the credit of the appropriate city [in the general trust] fund.”

SECTION 20. That Paragraph (4) of Subsection (h), “Lot or Acreage Fee,” of Section 49-56, “Authority to Make Capital Improvements; Special Assessments; Lot and Acreage Fees,” of Chapter 49, “Water and Wastewater,” of the Dallas City Code, as amended, is amended to read as follows:

“(4) All lot and acreage fees collected shall be deposited to the credit of the appropriate city [in a trust] fund [established with the assistance of the city treasurer]. All fees collected shall be used only for the purpose of reimbursing developers as required under Section 49-62.”

SECTION 21. That Subsection (e), “Acreage Fee,” of Section 49-62, “Rules Regarding the Construction and Cost of New Mains in a Development,” of Chapter 49, “Water and Wastewater,” of the Dallas City Code, as amended, is amended to read as follows:

“(e) Acreage fee. A developer utilizing an existing main under this section shall be charged an acreage fee if the existing main utilized was previously constructed by a developer entitled to city participation under this section. The amount of the fee shall be as prescribed in Section 49- 18.10(d), and shall be paid upon completion of final design of the proposed system serving the development. All acreage fees collected shall be deposited to the credit of the appropriate city [in a trust] fund [established with the assistance of the city treasurer], and shall be used only for the purpose of reimbursing developers as required under this section.”

SECTION 22. That Paragraph (3) of Subsection (a), “Creation; membership; appointment,” of Section 51A-3.103, “Landmark Commission,” of Chapter 51A, “Dallas

Development Code: Ordinance No. 19455, as amended,” of the Dallas City Code, as amended, is amended to read as follows:

“(3) Each member of [~~Appointments to~~] the landmark commission shall be appointed [~~will be made in August of each odd-numbered year~~] for a two-year term beginning on October 1 of each odd-numbered year. All members shall serve until their successors are appointed and qualified. A vacancy for the unexpired term of any member shall [~~will~~] be filled in the same manner as the original appointment was made. Alternate members serve for the same period and are subject to removal the same as regular members. The city council shall fill vacancies occurring in the alternate membership in the same manner as full city council appointments to other boards. The members shall serve without compensation. The mayor shall appoint the chair and the full council shall appoint the vice-chair.”

SECTION 23. That, unless specifically provided otherwise by this ordinance or by state law, a person violating a provision of this ordinance governing fire safety, zoning, or public health and sanitation, including dumping of refuse, is, upon conviction, punishable by a fine not to exceed \$2,000 and that a person violating any other provision of this ordinance is, upon conviction, punishable by a fine not to exceed \$500.

SECTION 24. That Chapters 2, 6A, 12A, 13, 24, 28, 37, 37A, 49, and 51A of the Dallas City Code, as amended, will remain in full force and effect, save and except as amended by this ordinance.

SECTION 25. That the terms and provisions of this ordinance are severable and are governed by Section 1-4 of Chapter 1 of the Dallas City Code, as amended.

SECTION 26. That this ordinance shall take effect immediately from and after its passage and publication in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so ordained.

APPROVED AS TO FORM:

WARREN M. S. ERNST, City Attorney

By _____
Assistant City Attorney

Passed _____

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): N/A

DEPARTMENT: City Controller
Water Utilities

CMO: Jeanne Chipperfield, 670-7804
Mark McDaniel, 670-3256

MAPSCO: N/A

SUBJECT

An ordinance authorizing the issuance and sale of Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (Tax Exempt) and New Series 2015B (Taxable) in an aggregate principal amount not to exceed \$1,135,000,000; establishing parameters regarding the sale of the Bonds; approving the execution of the Bond Purchase Agreement and all other matters related thereto - Not to exceed \$2,080,675 - Financing: Water Utilities Current Funds

BACKGROUND

This proposed revenue bond sale is for the following purposes: (1) refunding and retirement of commercial paper notes issued for interim financing of improvements to the City's water and wastewater system; and (2) refund outstanding Series 2006 ,Series 2007, Series 2008, Series 2010, Series 2011, Series 2012A, and Series 2013 obligations (the "Refundable Bonds").

Issuance of revenue bonds for refunding and retirement of up to \$220,000,000 in commercial paper notes is in accordance with the capital program for water and wastewater improvements, and is within the Fiscal Year 2014-15 operating and capital budgets for the Water Utilities Department.

Approximately \$793,405,000 in principal amount of currently outstanding Dallas Water Utilities bonds will be eligible to be refunded with proceeds from the issue. The City's co-financial advisors, First Southwest Company and Estrada Hinojosa, recommend refunding certain maturities in Series 2006, Series 2007, Series 2008, Series 2010, Series 2011, Series 2012A, and Series 2013. When the Budget, Finance & Audit Committee was briefed on January 20, 2015, it was advised that based on recent market conditions, the refunding is expected to result in cash savings of up to \$44.69 million and a net present value savings of up to \$52.74 million which is 6.67 percent of the par amount of the Refundable Bonds. Actual savings will depend on market conditions at the time of the sale.

BACKGROUND (Continued)

If interest rate conditions result in a significant deterioration in the current projected savings, the City may elect, as little as one day prior to the sale date, to cancel this portion of the sale.

The City plans to use Underwriting Syndicate Team "A" which is comprised of Cabrera Capital Markets (Senior Bookrunning Manager), Morgan Stanley (Co-Senior Manager), RBC Capital Markets (Co-Senior Manager), JP Morgan, Bank of America Merrill Lynch, Raymond James & Associates, Stephens Inc., Siebert Brandford Shank & Company, and Duncan-Williams.

This ordinance will authorize, subject to parameters, city staff and financial advisors to:

(1) Negotiate the sale and issuance of Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (Tax Exempt) and New Series 2015B (Taxable) with the underwriting syndicate on any business day on and after February 25, 2015 and before September 30, 2015, and (2) establish the maximum par amount (not to exceed \$1,135,000,000) of bonds to be issued and (3) provide the City flexibility in funding a reserve fund for the bonds, proved for the ability to invest funds and retire bonds in accordance with current law, and other changes to assist in the efficient administration of the System.

The ordinances will authorize the City Manager to award the Bonds if, and only if, the purchase price for the Bonds asking bid is not less than 95% of the aggregate principal amount, plus accrued interest from the date of delivery, the aggregate net present value savings threshold is at least 4.0% and the Bonds shall not bear interest at a rate greater than 10%. The maximum maturity for the Bonds shall not exceed 30 years.

UNDERWRITER DISCLOSURE

J.P. Morgan Securities LLC ("JPMS"), one of the members of the Underwriters Syndicate of the Bonds, has entered into negotiated dealer agreements (each, a "Dealer Agreement") with each of UBS Financial Services Inc. ("UBSFS") and Charles Schwab & Co., Inc. ("CS&Co.") for the retail distribution of certain securities offerings at the original issue prices.

Morgan Stanley, parent company of Morgan Stanley & Co. LLC, one of the Co-senior managers of the Bonds, has entered into a retail distribution arrangement with Morgan Stanley Smith Barney LLC.

ESTIMATED SCHEDULE OF PROJECT

Authorized preparation for Issuance of Bonds	February 11, 2015
Approval of parameters ordinance	February 25, 2015
Pricing	March 19, 2015
Execution of the Bond Purchase Agreement	March 20, 2015
Delivery of Proceeds	April 13, 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Briefed to the Budget, Finance and Audit Committee on January 20, 2015.

City Council authorized preparation of plans for the issuance of Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (Tax Exempt) and New Series 2015B (Taxable) on February 11, 2015, by Resolution No. 15-0271.

FISCAL INFORMATION

\$2,080,675 - Water Utilities Current Funds

See Attachment I

M/WBE INFORMATION

Attachment I provide an estimate of bond issuance costs for the proposed bonds and the M/WBE participation

**SERIES 2015A/B
WATERWORKS AND SEWER SYSTEM
REVENUE REFUNDING BONDS
\$1,135,000,000**

Estimate of Total Bond Issuance Costs and M/WBE Participation

Co-Bond Counsel

McCall, Parkhurst & Horton LLP (Vendor #193173)	\$ 420,000	20.2%
Escamilla & Ponnick (Vendor #518903)	255,250	12.3%

Co-Disclosure Counsel

Andrews Kurth LLP (Vendor #VC13546)	238,000	11.4%
Gonzalez Saggio & Harlan (Vendor #VS86555)	134,525	6.5%

Co-Financial Advisors

First Southwest Company (Vendor #193056)	379,620	18.2%
Estrada Hinojosa (Vendor #259910)	253,080	12.2%

Debt Analysis/Structuring Fees

First Southwest Company (Vendor #193056)	28,000	1.3%
Estrada Hinojosa (Vendor #259910)	12,000	0.6%

Out-of-Pocket Expenses

First Southwest Company (Vendor #193056)	5,000	0.2%
--	-------	------

Official Statement Printing

TBD	10,000	0.5%
-----	--------	------

Rating Agencies

Moody's Investors Service (Vendor #951236)	163,000	7.8%
Standard & Poor's (Vendor #954974)	136,200	6.5%

Escrow Fees

U.S. Bank (Vendor #355655)	10,000	0.5%
----------------------------	--------	------

Auditor

Grant Thornton LLP (Vendor #VS0000007921)	17,000	0.8%
---	--------	------

Filing Fee

Attorney General (Vendor #344989)	19,000	0.9%
-----------------------------------	--------	------

Total Issuance Costs

<u>\$ 2,080,675</u>	<u>100%</u>
---------------------	-------------

Total M/WBE Participation as % of Total Issuance Costs:	31.5%
---	-------

PRELIMINARY OFFICIAL STATEMENT

Dated: February 25, 2015

DRAFT
Feb. 12, 2015

NEW ISSUE - BOOK-ENTRY-ONLY

RATINGS:

Moody's: "Applied For"

S&P: "Applied For"

(See "OTHER INFORMATION - Ratings")

In the opinion of Co-Bond Counsel under existing law, interest on the Series 2015A Bonds will be excludable from gross income for federal income tax purposes. Interest on the Taxable Series 2015B Bonds will be included in gross income for federal income tax purposes. See "TAX MATTERS - Series 2015A Bonds" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences. See "TAX MATTERS - Taxable Series 2015B Bonds" for a discussion of the opinion of Co-Bond Counsel.

\$567,460,000*

CITY OF DALLAS, TEXAS

(Dallas, Denton, Collin and Rockwall Counties)

**Waterworks and Sewer System Revenue Refunding Bonds,
New Series 2015A**

\$178,660,000*

CITY OF DALLAS, TEXAS

(Dallas, Denton, Collin and Rockwall Counties)

**Waterworks and Sewer System Revenue Refunding Bonds,
New Taxable Series 2015B**

Dated Date: Date of Delivery

Due: October 1, as shown on the inside cover

PAYMENT TERMS . . . Interest on the \$567,460,000* City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (the "Series 2015A Bonds") and interest on the \$178,660,000* City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable New Series 2015B Bonds (the "Taxable Series 2015B Bonds") and, together with the Series 2015A Bonds, the "Bonds") will accrue from the date of delivery and will be payable on October 1, 2015, and on each April 1 and October 1 thereafter until maturity or prior redemption. Interest on the Bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York ("DTC"), pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the owners thereof. Principal of and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "THE BONDS - Book-Entry-Only System" herein. The initial Paying Agent/Registrar for the Bonds is U.S. Bank National Association (see "THE BONDS - Paying Agent/Registrar").

AUTHORITY FOR ISSUANCE . . . The Bonds are issued pursuant to the general laws of the State of Texas, particularly Chapters 1207 and 1371, Texas Government Code, and by two separate ordinances (the "Series 2015A Bond Ordinance" and the "Taxable Series 2015B Bond Ordinance" and, together, the "Ordinance") passed by the City Council of the City of Dallas, Texas (the "City") on February 25, 2015, and are special obligations of the City, payable, both as to principal and interest, solely from and, together with certain outstanding parity bonds, secured by a lien on and pledge of the Pledged Revenues (defined herein) of the City's Waterworks and Sewer System (the "System"), which include the Net Revenues of the System remaining after deduction of current expenses of operation and maintenance. The lien on and pledge of the Pledged Revenues securing the payment of the Bonds shall be subordinate only to the first lien on and pledge of the Pledged Revenues securing the City's outstanding waterworks and sewer system revenue bonds that remain outstanding upon the delivery of the Bonds (the "Prior Encumbered Bonds"). **The City has not covenanted nor obligated itself to pay the Bonds from monies raised or to be raised from taxation** (see "THE BONDS - Security and Source of Payment"). In the Ordinances, the City Council authorized the City Manager to execute a bond purchase agreement to effect the sale of the Bonds.

PURPOSE . . . Proceeds from the sale of the Bonds, together with other available System funds, if necessary, will be used to (i) refund certain outstanding bonds of the City (the "Refunded Bonds") (see Schedule I - "Schedule of Refunded Bonds"); and (ii) refund outstanding Commercial Paper Notes (the "Refunded Notes" and, together with the Refunded Bonds, the "Refunded Obligations").

CUSIP Prefix: 235416
MATURITY SCHEDULE & 9 DIGIT CUSIP
See Schedule on Page 2

LEGALITY . . . The Bonds are offered for delivery when, as and if issued and received by the Underwriters listed below (the "Underwriters") and subject to the approving opinions of the Attorney General of the State of Texas, and the opinions of Co-Bond Counsel, McCall, Parkhurst & Horton L.L.P. and Escamilla & Poneck LLP, (see Appendix D - "Forms of Co-Bond Counsel's Opinions"). Certain legal matters will be passed upon by the City by Andrews Kurth LLP, Dallas, Texas and Gonzales Saggio & Harlan, Atlanta, Georgia, Co-Disclosure Counsel for the City. Certain legal matters will be passed upon for the Underwriters by their Co-Counsel, _____ and _____, _____. Texas.

DELIVERY . . . It is expected that the Bonds will be available for delivery through DTC on or about March 25, 2015.

CABRERA CAPITAL MARKETS

MORGAN STANLEY

BANK OF AMERICA MERRILL LYNCH

RAYMOND JAMES & ASSOCIATES

DUNCAN-WILLIAMS

SIEBERT BRANDFORD SHANK & CO.

RBC CAPITAL MARKET

JPMORGAN CHASE & CO.

STEPHENS, INC.

Preliminary, subject to change.

MATURITY SCHEDULE***CUSIP Prefix: 235416⁽¹⁾**

\$567,460,000*
Waterworks and Sewer System Revenue
Refunding Bonds, New Series 2015A

Maturity (October 1)	Amount	Rate	Yield	CUSIP ⁽¹⁾ Suffix	Maturity (October 1)	Amount	Rate	Yield	CUSIP ⁽¹⁾ Suffix
2015	\$ 2,570,000				2026	\$ 36,890,000			
2016	2,860,000				2027	38,765,000			
2017	3,005,000				2028	40,740,000			
2018	3,160,000				2029	29,790,000			
2019	3,320,000				2030	21,570,000			
2020	3,490,000				2031	22,675,000			
2021	3,670,000				2032	36,265,000			
2022	3,860,000				2033	30,290,000			
2023	37,615,000				2034	31,835,000			
2024	42,790,000				2035	32,750,000			
2025	35,105,000								

\$61,350,000* ____% Term Bonds Due October 1, 2040, Priced to Yield ____%

\$43,095,000* ____% Term Bonds Due October 1, 2044, Priced to Yield ____%

(Interest accrues from the Date of Delivery)

\$178,660,000*
Waterworks and Sewer System Revenue
Refunding Bonds, New Taxable Series 2015B

Maturity (October 1)	Amount	Rate	Yield	CUSIP ⁽¹⁾ Suffix	Maturity (October 1)	Amount	Rate	Yield	CUSIP ⁽¹⁾ Suffix
2018	\$ 5,415,000				2021	\$ 52,150,000			
2019	19,015,000				2022	43,735,000			
2020	48,325,000				2023	10,020,000			

(Interest accrues from the Date of Delivery)

⁽¹⁾ CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC on behalf of the American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. The Underwriters, the City, and the Co-Financial Advisors are not responsible for the selection or correctness of the CUSIP numbers set forth herein.

REDEMPTION. . . The City reserves the right, at its option, to redeem Series 2015A Bonds having stated maturities on and after October 1, 20__, in whole, or in part in principal amounts of \$5,000 or any integral multiple thereof, on October 1, 20__ or on any date thereafter, at the redemption price of par plus accrued interest to the date fixed for redemption.

The Taxable Series 2015B Bonds are not subject to redemption prior to maturity.

* Preliminary subject to change

For purposes of compliance with Rule 15c2-12 of the Securities and Exchange Commission, as amended and in effect on the date hereof, this document constitutes an Official Statement of the City with respect to the Bonds that has been deemed “final” by the City as of its date except for the omission of no more than the information permitted by Rule 15c2-12.

This Official Statement and the information contained herein are subject to completion and amendment. The Bonds may not be sold nor any offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Official Statement constitute an offer to sell or the solicitation of any offer to buy, nor shall there be any sale of the Bonds in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This Official Statement, which includes the cover page, Schedule I and the Appendices hereto, does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale.

No dealer, broker, salesperson or other person has been authorized to give information or to make any representation other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon.

The information set forth herein has been obtained from the City and other sources believed to be reliable, but such information is not guaranteed as to accuracy or completeness and is not to be construed as the promise or guarantee of the City's Co-Financial Advisors. This Official Statement contains, in part, estimates and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates and opinions, or that they will be realized.

All information contained in this Official Statement is subject, in all respects, to the complete body of information contained in the original sources thereof and no guaranty, warranty, or other representation is made concerning the accuracy or completeness of the information herein. In particular, no opinion or representation is rendered as to whether any projection will approximate actual results, and all opinions, estimates and assumptions, whether expressly identified as such, should not be considered statements of fact.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under, the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

The information and expressions of opinion contained herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City or other matters described.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE THE MARKET PRICE OF THE ISSUE AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE AGREEMENTS OF THE CITY AND OTHERS RELATED TO THE BONDS ARE CONTAINED SOLELY IN THE CONTRACTS DESCRIBED HEREIN. NEITHER THIS OFFICIAL STATEMENT NOR ANY OTHER STATEMENT MADE IN CONNECTION WITH THE OFFER OR SALE OF THE BONDS IS TO BE CONSTRUED AS CONSTITUTING AN AGREEMENT WITH THE PURCHASERS OF THE BONDS. INVESTORS SHOULD READ THE ENTIRE OFFICIAL STATEMENT, INCLUDING ALL SCHEDULES AND APPENDICES ATTACHED HERETO, TO OBTAIN INFORMATION ESSENTIAL TO MAKING AN INFORMED INVESTMENT DECISION.

THE BONDS ARE EXEMPT FROM REGISTRATION WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION AND CONSEQUENTLY HAVE NOT BEEN REGISTERED THEREWITH. THE REGISTRATION, QUALIFICATION, OR EXEMPTION OF THE BONDS IN ACCORDANCE WITH APPLICABLE SECURITIES LAW PROVISIONS OF THE JURISDICTIONS IN WHICH THE BONDS HAVE BEEN REGISTERED, QUALIFIED, OR EXEMPTED SHOULD NOT BE REGARDED AS A RECOMMENDATION THEREOF.

All information contained in this Official Statement is subject, in all respects, to the complete body of information contained in the original sources thereof and no guaranty, warranty, or other representation is made concerning the accuracy or completeness of the information herein. In particular, no opinion or representation is rendered as to whether any projection will approximate actual results, and all opinions, estimates and assumptions, whether expressly identified as such, should not be considered statements of fact.

Neither the City nor the Underwriters make any representation regarding the information contained in this Official Statement regarding The Depository Trust Company or its Book-Entry-Only System, as such information has been furnished by DTC. CUSIP numbers have been assigned to this issue by CUSIP Global Services, and are included solely for the convenience of the owners of the Bonds. Neither the City nor the Underwriters shall be responsible for the selection or correctness of the CUSIP numbers shown on the inside cover page.

*This Official Statement contains “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Such statements may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements to be different from future results, performance and achievements expressed or implied by such forward-looking statements. **Investors are cautioned that the actual results could differ materially from those set forth in the forward-looking statements** (see “OTHER INFORMATION – Forward-Looking Statements”).*

TABLE OF CONTENTS

OFFICIAL STATEMENT SUMMARY.....	5	OTHER INFORMATION.....	44
SELECTED WATER AND WASTEWATER SYSTEM		RATINGS	44
INDICES.....	6	LITIGATION.....	44
CITY OFFICIALS, STAFF AND CONSULTANTS.....	7	CLEAN AIR ACT AMENDMENTS OF 1990	46
ELECTED OFFICIALS	7	CONTINUING DISCLOSURE OF INFORMATION.....	47
SELECTED ADMINISTRATIVE STAFF.....	8	REGISTRATION AND QUALIFICATION OF BONDS FOR	
DALLAS WATER UTILITIES DEPARTMENT		SALE	48
MANAGEMENT OFFICIALS	8	LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE	
CONSULTANTS AND ADVISORS.....	8	PUBLIC FUNDS IN TEXAS.....	48
INTRODUCTION	9	LEGAL OPINIONS.....	48
PLAN OF FINANCING.....	9	VERIFICATION OF ARITHMETICAL AND MATHEMATICAL	
THE BONDS	10	COMPUTATIONS.....	49
THE WATER AND WASTEWATER SYSTEM.....	15	UNDERWRITING	49
TABLE 1 – WHOLESALE TREATED WATER		CO-FINANCIAL ADVISORS	49
CUSTOMERS	21	FORWARD-LOOKING STATEMENTS	50
TABLE 2 – TREATED WATER PUMPAGE	22	SCHEDULE ISCHEDULE OF REFUNDED BONDS	
TABLE 3 – TREATED WATER CONSUMPTION BY		APPENDICES	
CUSTOMER CLASS	22	GENERAL INFORMATION REGARDING THE CITY	A
TABLE 4A – TEN LARGEST WHOLESALE TREATED		SELECTED PROVISIONS OF THE BOND ORDINANCE	B
WATER CUSTOMERS	22	DALLAS WATER UTILITIES FINANCIAL STATEMENTS	C
TABLE 4B – TEN LARGEST RETAIL TREATED WATER		FORMS OF CO-BOND COUNSEL'S OPINIONS	D
CUSTOMERS	23		
TABLE 5 – WHOLESALE WASTEWATER CUSTOMERS ..	24		
TABLE 6 – TREATED WASTEWATER FLOW	24		
TABLE 7 – RETAIL CUSTOMER CHARGE	25		
TABLE 8 – RETAIL USAGE CHARGE	26		
TABLE 9 – WHOLESALE CUSTOMER CHARGES	27		
DEBT INFORMATION.....	28		
TABLE 10 - WATERWORKS AND SEWER SYSTEM			
REVENUE BOND REQUIREMENTS	28		
TABLE 11 – HISTORICAL COVERAGE RATIOS	29		
TABLE 12 – OPERATIONS AND MAINTENANCE FOR			
WATER SUPPLY AND WASTEWATER			
TREATMENT.....	30		
FUTURE BOND ISSUANCE	31		
FINANCIAL INFORMATION	32		
TABLE 13 – SUMMARY OF OPERATIONS	32		
TABLE 14 – PROJECTED COVERAGE AND FUND			
BALANCES	33		
TABLE 15 – SUMMARY OF NET REVENUES FOR			
REVENUE BOND COVERAGE - CASH BASIS	33		
TABLE 16 – NET POSITION AND LONG TERM DEBT ...	34		
TABLE 17 - CURRENT INVESTMENTS	40		
TAX MATTERS	41		

The cover page hereof, this page, the schedules and appendices included herein and any addenda, supplement or amendment hereto, are part of the Official Statement.

OFFICIAL STATEMENT SUMMARY

This summary is subject in all respects to the more complete information and definitions contained or incorporated in this Official Statement. The offering of the Bonds to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this summary from this Official Statement or to otherwise use it without the entire Official Statement.

THE ISSUER..... The City of Dallas, Texas (the “City”), is a political subdivision located in Dallas, Denton, Collin and Rockwall Counties operating as a home-rule city under the laws of the State and a charter initially approved by the voters in 1907. The City operates under the City Council/Manager form of government where the Mayor is elected for a four-year term and fourteen City Councilmembers are each elected for two-year terms. The Mayor’s term is limited to two consecutive terms and the fourteen Councilmembers are limited to four consecutive terms. The City Council formulates operating policy for the City while the City Manager is the chief administrative officer.

The City is among the three most populous cities in Texas and among the ten most populous cities in the U.S. The City is approximately 378 square miles in area (see Appendix A - “General Information Regarding the City”).

THE BONDS The \$567,460,000* City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (the “Series 2015A Bonds”) are issued as serial bonds maturing October 1, 2015 through and including 2035 and as Term Bonds maturing on October 1, 2040 and October 1, 2044. The \$178,660,000* City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable New Series 2015B (the “Taxable Series 2015B Bonds”) are issued as serial bonds maturing October 1, 2018 through and including 2023. The Series 2015A Bonds and the Taxable Series 2015B Bonds are collectively referred to as the “Bonds”. The Bonds shall mature on the dates as shown on the inside cover of this Official Statement (see “THE BONDS - Description of the Bonds”).

PAYMENT OF INTEREST Interest on the Bonds accrues from their date of delivery, and is payable commencing October 1, 2015 and on each April 1 and October 1 thereafter until maturity or prior redemption (see “THE BONDS - Description of the Bonds” and “THE BONDS – Optional Redemption”).

AUTHORITY FOR ISSUANCE The Bonds are issued pursuant to the general laws of the State, particularly Chapters 1207 and 1371, Texas Government Code, and the ordinances passed by the City Council of the City.

SECURITY FOR THE BONDS The Bonds constitute special obligations of the City payable, both as to principal and interest, solely from and secured, together with parity bonds currently or hereafter outstanding, by a lien on and pledge of the Pledged Revenues of the City’s Waterworks and Sewer System, which include the Net Revenues of the System remaining after deduction of current expenses of operation and maintenance. The lien on and pledge of the Pledged Revenues securing the payment of the Bonds shall be subordinate only to the first lien on and pledge of the Pledged Revenues securing the City’s outstanding waterworks and sewer system revenue bonds that remain outstanding upon the delivery of the Bonds (the “Prior Encumbered Bonds”). **The City has not covenanted nor obligated itself to pay the Bonds from monies raised or to be raised from taxation** (see “THE BONDS - Security and Source of Payment”).

REDEMPTION The City reserves the right, at its option, to redeem the Series 2015A Bonds having stated maturities on and after October 1, 20__ on October 1, 20__ or any date thereafter at the par value thereof, plus accrued interest to the date fixed for redemption (see “THE BONDS – Optional Redemption”).

The Taxable Series 2015B Bonds are not subject to redemption prior to maturity.

TAX EXEMPTION..... In the opinion of Co-Bond Counsel, the interest on the Series 2015A Bonds will be excludable from gross income for federal income tax purposes under existing law, subject to the matters described under the caption “TAX MATTER- Series 2015A Bonds” herein, including the alternative minimum tax on corporations.

Preliminary, subject to change.

The Taxable Series 2015B Bonds are not issued as tax exempt obligations, the interest on which is excludable from gross income. See “TAX MATTERS – Taxable Series 2015B Bonds”

- USE OF PROCEEDS** Proceeds from sale of the Bonds, together with other available System funds, if necessary, will be used to: (i) refund certain outstanding bonds of the City (the “Refunded Bonds”) (see Schedule I – “Schedule of Refunded Bonds”); and (ii) refund outstanding Commercial Paper Notes (the “Refunded Notes”).
- RATINGS** Moody’s Investors Service, Inc. (“Moody’s”) and Standard & Poor’s Ratings Services, a Standard & Poor’s Financial Services LLC business (“S&P”), have assigned ratings of “_____” and “_____”, respectively, to the Bonds. An explanation of the significance of such ratings may be obtained from the company furnishing the rating. The ratings reflect only the respective views of such organizations and the City makes no representation as to the appropriateness of the ratings. (See “OTHER INFORMATION – Ratings”).
- PAYMENT RECORD** The City has never defaulted in payment of its bonds.
- BOOK-ENTRY-ONLY SYSTEM**..... The definitive Bonds will be initially registered and delivered only to Cede & Co., the nominee of DTC pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distributions of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds (see “THE BONDS - Book-Entry-Only System”).

SELECTED WATER AND WASTEWATER SYSTEM INDICES

Fiscal Year Ended 9/30	Dallas Population	Water Pumpage (Thousand Gallons)			Net Revenues Available For Debt Service	Average Annual Debt Service Requirements	Coverage of Debt Service
		Average Day	Peak Day	Total			
2010	1,197,816 ⁽¹⁾	388,000	638,000	141,658,000	\$ 238,395,000	\$ 93,864,823	2.54x
2011	1,200,530 ⁽²⁾	428,000	683,000	156,202,000	279,196,000	97,453,117	2.86x
2012	1,207,420 ⁽²⁾	395,000	649,000	144,604,000	273,788,000	100,145,435	2.73x
2013	1,213,600 ⁽²⁾	391,000	583,000	142,878,000	293,069,000	107,961,340	2.71x
2014	1,232,360 ⁽²⁾	369,000	535,000	134,792,000	N/A	101,968,971	N/A

⁽¹⁾ 2010 US Census Bureau.

⁽²⁾ Source: North Central Texas Council of Governments, estimated.

For additional information regarding the City, please contact:

Ms. Jeanne Chipperfield
Chief Financial Officer
City of Dallas
1500 Marilla Street, 4DN
Dallas, Texas 75201
(214) 670-7804

or
Mr. Wayne B. Placide
Mr. Steve Johnson
First Southwest Company, LLC
325 N. St. Paul, Suite 800
Dallas, Texas 75201
(214) 953-4000

or
Mr. Noe Hinojosa, Jr.
Mr. U.S. Williams
Estrada Hinojosa & Company, Inc.
1717 Main St., 47th Floor
Dallas, Texas 75201
(214) 658-1670

CITY OFFICIALS, STAFF AND CONSULTANTS

ELECTED OFFICIALS

City Council	Term Expires	Length of Service as of March 1, 2015	Occupation
Mike Rawlings Mayor - Place 15	June, 2015	3 Years, 8 Months	Private Equity (Vice-Chairman)
Scott Griggs (formerly Place 3) Councilmember - Place 1	June, 2015	3 Years, 8 Months	Attorney
Adam Medrano Councilmember - Place 2	June, 2015	1 Year, 8 Months	Civic Leader
Vonciel Jones Hill (formerly Place 5) Councilmember - Place 3	June, 2015	7 Years, 8 Months	Attorney
Dwaine Caraway Councilmember - Place 4	June, 2015	7 Years, 8 Months	Civic Leader
Rick Callahan Councilmember - Place 5	June, 2015	1 Year, 8 Months	Real Estate Broker
Monica Alonzo Deputy Mayor Pro Tem - Place 6	June, 2015	3 Years, 8 Months	Civic Leader
Carolyn Davis Councilmember - Place 7	June, 2015	7 Years, 8 Months	Civic Leader
Tennell Atkins Mayor Pro Tem - Place 8	June, 2015	7 Years, 8 Months	Entrepreneur
Sheffield Kadane Jr. Councilmember - Place 9	June, 2015	7 Years, 8 Months	Investor and Real Estate Broker
Jerry Allen Councilmember - Place 10	June, 2015	7 Years, 8 Months	Banker
Lee M. Kleinman Councilmember - Place 11	June, 2015	1 Year, 8 Months	Investor
Sandy Greyson Councilmember - Place 12	June, 2015	3 Years, 8 Months	Community Volunteer
Jennifer S. Gates Councilmember - Place 13	June, 2015	1 Year, 8 Months	Community Volunteer/Registered Nurse
Philip Kingston Councilmember - Place 14	June, 2015	1 Year, 8 Months	Commercial Litigator

SELECTED ADMINISTRATIVE STAFF

Name	Position	Length of Time in This Position as of March 1, 2015	Tenure with City of Dallas as of March 1, 2015
A.C. Gonzalez	City Manager	1 Year	14 Years, 8 Months
Ryan S. Evans	First Assistant City Manager	1 Year	30 Years
Jill A. Jordan, P.E.	Assistant City Manager	16 Years, 2 Months	32 Years, 3 Months
Eric Campbell	Assistant City Manager	5 Months	5 Months
Mark McDaniel	Assistant City Manager	6 Months	6 Months
Joey Zapata	Assistant City Manager	3 Years, 9 Months	20 Years, 10 Months
Jeanne Chipperfield	Chief Financial Officer	5 Years, 1 Months	20 Years, 10 Months
Warren Ernst	City Attorney	1 Year	11 Years, 5 Months
Rosa A. Rios	City Secretary	3 Years, 1 Months	8 Years, 7 Months
Craig Kinton	City Auditor	8 Years, 5 Months	8 Years, 5 Months

DALLAS WATER UTILITIES DEPARTMENT MANAGEMENT OFFICIALS

Name	Position	Length of Time in This Position as of March 1, 2015	Tenure with City of Dallas as of March 1, 2015
Jo M. Puckett, P.E.	Director of Water Utilites	9 Years, 11 Months	33 Years, 2 Months
Terry S. Lowery	Assistant Director, Business Operations	5 Years	23 Years, 4 Months
Cesar Bapista, P.E.	Assistant Director, Capital Improvements	7 Years, 3 Months	30 Years, 7 Months
Randall Payton	Assistant Director, Water Operations	3 Years, 7 Months	24 Years, 4 Months
Zachary Peoples	Assistant Director, Wastewater Operations	2 Years, 2 Months	21 Years, 3 Months
Sheila E. Delgado	Assistant Director, Customer Operations	6 Years, 9 Months	20 Years
Ade Williams	Assistant Director, Utility Systems Operations	4 Years, 2 Months	16 Years, 4 Months
Kenneth Delregno	Assistant Director, Water Production	1 Year, 9 Months	30 Years, 5 Months

CONSULTANTS AND ADVISORS

Auditors	Grant Thornton LLP Dallas, Texas
Co-Bond Counsel.....	McCall, Parkhurst & Horton LLP Dallas, Texas
	Escamilla & Poneck, LLP Dallas, Texas
Co-Disclosure Counsel	Andrews Kurth LLP Dallas, Texas
	Gonzales Saggio & Harlan LLP Atlanta, Georgia
Co-Financial Advisors	First Southwest Company, LLC Dallas, Texas
	Estrada Hinojosa & Company, Inc. Dallas, Texas

PRELIMINARY OFFICIAL STATEMENT

RELATING TO

\$567,460,000*

CITY OF DALLAS, TEXAS

WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, NEW SERIES 2015A

\$178,660,000*

CITY OF DALLAS, TEXAS

WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, TAXABLE NEW SERIES 2015B

INTRODUCTION

This Official Statement, which includes the Appendices and Schedule I hereto, provides certain information regarding the issuance of \$567,460,000* City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, New Series 2015A (the "Series 2015A Bonds") and \$178,660,000* City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable New Series 2015B (the "Taxable Series 2015B Bonds") and are referred to collectively as the "Bonds". Capitalized terms used in this Official Statement have the same meanings assigned to such terms in the ordinances adopted on February 25, 2015, which authorized the issuance of the Bonds (collectively the "Ordinances"), except as otherwise indicated herein (see Appendix B – "Selected Provisions of the Bond Ordinances - Definitions").

This Official Statement includes descriptions of the Bonds and certain information regarding the City and its finances. All descriptions of documents contained herein are summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from First Southwest Company, Dallas, Texas, and Estrada, Hinojosa & Co., Inc., Co-Financial Advisors to the City of Dallas, Texas (the "City").

DESCRIPTION OF THE CITY . . . The City is a political subdivision located in Dallas, Denton, Collin and Rockwall Counties, operating as a home rule city under the laws of the State of Texas (the "State") and a charter first approved by the voters in 1907 (the "City Charter"). The City operates under a Council/Manager form of government with a City Council comprised of the Mayor and fourteen Council members. The Mayor is elected for a four-year term and the fourteen Council members are each elected for two-year terms. Each of the fourteen Council members represents a district within the City. The City Manager is the chief administrative officer for the City. Some of the services that the City provides are: public safety (police and fire protection), highways and streets, water and sanitary sewer utilities, environmental and health services, culture-recreation, public improvements, planning and zoning, and general administrative services. The 2014 estimated population for the City was 1,232,360. The City covers approximately 378 square miles.

PLAN OF FINANCING

PURPOSE. . . Proceeds from the sale of the Bonds, together with other available System funds, if necessary, will be used to: (i) refund certain outstanding bonds of the City (the "Refunded Bonds") (see Schedule I – "Schedule of Refunded Bonds"); (ii) refund outstanding Commercial Paper Notes (the "Refunded Notes").

REFUNDED BONDS . . . The principal and interest due on the Refunded Bonds are to be paid on the scheduled interest payment dates and the redemption date of such Refunded Bonds, from funds to be deposited pursuant to a certain Escrow Agreement (the "Escrow Agreement") between the City and U.S. Bank National Association, Dallas, Texas (the "Escrow Agent"). The Ordinances provide that from a portion of the proceeds of the sale of the Bonds received from the Underwriters, the City will deposit with the Escrow Agent an amount which, together with the Escrowed Securities (defined below) purchased with a portion of the Bond proceeds and the interest to be earned on such Escrowed Securities, will be sufficient to accomplish the discharge and final payment of the Refunded Bonds on their redemption date. Such funds will be held by the Escrow Agent in a special escrow account (the "Escrow Fund") and used to purchase (1) direct noncallable obligations of the United States, including obligations that are unconditionally guaranteed by the United States; (2) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the City Council adopts or approves the proceedings authorizing the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent; or (3) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the City Council adopts or approves the proceedings authorizing the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent (the "Escrowed Securities"). Under the Escrow Agreement, the Escrow Fund is irrevocably pledged to the payment of the principal of and interest on the Refunded Bonds.

REFUNDED NOTES . . . The principal and interest due on the Refunded Notes are to be paid on their scheduled maturity date from funds to be deposited with U.S. Bank National Association, the issuing and paying agent for the Refunded Notes. The Ordinances provide that from a portion of the proceeds of the sale of the Series 2015A Bonds received from the Underwriters, together with other available funds of the City, the City will deposit with U.S. Bank National Association, as issuing and paying agent for the Refunded Notes an amount sufficient to accomplish the discharge and final payment of the Refunded Notes on their scheduled maturity date. Such funds will be held by the Escrow Agent in the Escrow Fund, and will not be invested by the Escrow Agent pending payment of the Refunded Notes on their maturity date.

REFUNDED OBLIGATIONS . . . Grant Thornton LLP (the “Verification Agent”), a nationally recognized accounting firm, will verify at the time of delivery of the Bonds to the Underwriters the mathematical (the “Verification Agent”) accuracy of the schedules that demonstrate the Escrowed Securities will mature and pay interest in such amounts which, together with uninvested funds in the Escrow Fund, will be sufficient to pay, when due, the principal of and interest on the Refunded Bonds on the redemption date (with respect to the Refunded Bonds). Such maturing principal of and interest on the Escrowed Securities will not be available to pay the Bonds (see “OTHER INFORMATION - Verification of Arithmetical and Mathematical Computations”).

By the deposit of the Escrowed Securities and cash, if necessary, with the Escrow Agent pursuant to the Escrow Agreement, the City will effect the defeasance of all of the Refunded Bonds in accordance with the law. It is the opinion of Co-Bond Counsel that as a result of such defeasance and in reliance upon the report of the Verification Agent, the Refunded Bonds will be outstanding only for the purpose of receiving payments from the Escrowed Securities and any cash held for such purpose by the Escrow Agent and such Refunded Bonds will not be deemed as being outstanding obligations of the City payable from System revenues nor for the purpose of applying any limitation on the issuance of debt.

In the Escrow Agreement, the City covenants to make timely deposits to the Escrow Fund, from lawfully available funds, of any additional amounts required to pay the principal of and interest on the Refunded Bonds, if for any reason, the cash balances on deposit or scheduled to be on deposit in the Escrow Fund are insufficient to make such payment.

THE BONDS

GENERAL . . . The issuance of the Bonds constitutes the first issuance of Parity Obligations under the terms of the Ordinance. The Bonds, and all future Parity Obligation issued by the City, will be secured by a lien on and pledge of Pledged Revenues subordinate only to the lien on and pledge of the Pledged Revenues securing the Prior Encumbered Bonds. In the Ordinance, the City covenants that it will **not** issue any obligations secured by a first lien on and pledge of the Pledged Revenues on a parity with the Prior Encumbered Bonds. Once the Prior Encumbered Bonds by their terms are no longer outstanding, the Bonds and any Parity Obligations hereafter issued or incurred, and any interest payable thereon, are and shall be secured by and payable from a first lien on and pledge of the Pledged Revenues.

DESCRIPTION OF THE BONDS . . . The Bonds are dated as of their date of delivery (the “Dated Date”), and will mature on October 1 in each of the years and in the amounts shown on the inside cover page hereof. Interest will accrue from their Date of Delivery, will be computed on the basis of a 360-day year of twelve 30-day months and will be payable on October 1, 2015 and on each April 1 and October 1 thereafter until maturity or prior redemption.

AUTHORITY FOR ISSUANCE . . . The Bonds are issued pursuant to the general laws of the State of Texas, particularly Chapters 1207 and 1371, Texas Government Code, and separate ordinances (collectively the “Ordinance”) passed by the City Council of the City of Dallas, Texas (the “City”) on February 25, 2015, and are special obligations of the City, payable, both as to principal and interest, solely from and, together with certain outstanding parity bonds, secured by a lien on and pledge of the Pledged Revenues of the System, which include the Net Revenues of the System remaining after deduction of current expenses of operation and maintenance. The lien on and pledge of the Pledged Revenues is subordinate only to the first lien on and pledge of the Pledged Revenues securing the Prior Encumbered Bonds. **The City has not covenanted nor obligated itself to pay the Bonds from monies raised or to be raised from taxation** (see “THE BONDS – Security and Source of Payment”). In the Ordinances, the City Council authorized the City Manager to execute a bond purchase agreement to effect the sale of the Bonds.

SECURITY AND SOURCE OF PAYMENT . . . The Bonds, together with other Parity Obligations which may be issued in the future, are special obligations of the City payable, both as to principal and interest, solely from and secured by a lien on and pledge of the Pledged Revenues of the System, which include the Net Revenues of the System remaining after the payment of operation and maintenance expenses. The lien on and pledge of the Pledged Revenues is subordinate only to the first lien on and pledge of the Pledged Revenues securing the Prior Encumbered Bonds (see Appendix B – “Selected Provisions of the Bond Ordinances – Pledge”).

The Bonds are not a charge upon any other income or revenues of the City **and will never constitute an indebtedness or pledge or a lien on the general credit or taxing powers of the City**. The Ordinances do not create a lien or mortgage on the System, except the Pledged Revenues, and amounts on deposit in the Reserve Fund established for the benefit of the Parity Obligations (including the Bonds), and any judgment against the City may not be enforced by levy and execution against any property owned by the City.

As additional security, a Reserve Fund will be funded over a 36-month period from operations of the System in the amount at least equal to 50% of the average annual debt service requirements (including Amortization Installments) of the outstanding Bonds. Upon issuance of the Bonds, should additional amounts be required, the Reserve Fund will be funded over a 36-month period in accordance with the provisions of the Ordinance (see Appendix B - "Selected Provisions of the Bond Ordinances – Reserve Requirements"). The "Reserve Fund" established for the benefit of the Prior Encumbered Bonds does not provide for surety of obligation. The Reserve Fund may be funded with Reserve Fund obligations (see Appendix B – "Selected Provisions of the Bond Ordinances – Definitions").

Chapter 1208, Texas Government Code, applies to the issuance of the Bonds and the pledge of the Pledged Revenues, and such pledge is valid, effective, and perfected. Should Texas law be amended at any time while the Bonds are outstanding and unpaid, the result of such amendment being that the pledge of the Pledged Revenues is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, as amended, in order to preserve to the owners a security interest in such pledge, the City agrees to take such measures as it determines are reasonable and necessary to enable a filing of a security interest in said pledge to occur.

APPLICATION OF SYSTEM REVENUES . . . Gross Revenues of the System are deposited in the Revenue Fund and are applied first to the payment of all necessary and reasonable expenses of operation and maintenance of the System, including payment of certain contractual obligations of the City with respect to water supply and wastewater treatment (see "DEBT INFORMATION – Table 12 – Operations and Maintenance for Water Supply and Wastewater Treatment"), then to the payment of the amounts required for the Interest and Sinking Fund and the Reserve Fund, in that order, securing the payment of debt service on the Prior Encumbered Bonds, for so long as the Prior Encumbered Bonds are outstanding in accordance with their terms, and then to the payments of amounts required for the Debt Service Fund and the Reserve Fund, in that order, established by the Ordinance. The City Charter requires that all System receipts and revenues be devoted to System purposes and to payment of charges that would be due the City if the Water Utilities Department were not a City-owned public utility. The Ordinance states that excess Pledged Revenues may be used for any lawful purpose not inconsistent with the City Charter (see Appendix B – "Selected Provisions of the Bond Ordinances – Deficiencies; Excess Pledged Revenues").

RATES . . . The City has covenanted in the Ordinances that it will at all times charge and collect for services rendered by the System rates sufficient to pay all current operating and maintenance expenses of the System, to produce Net Revenues for each fiscal year at least equal to 1.25 times the Annual Debt Service requirements on all then outstanding Parity Obligations for the fiscal year during which such requirement are scheduled to be the greatest, to pay all other System obligations reasonably anticipated to be paid from gross revenues and to establish and maintain the funds provided for in the Ordinance. The City has further covenanted that, if the System should become legally liable for any other indebtedness, it will fix and maintain rates and collect charges for the services of the System sufficient to discharge such indebtedness. Rates shall be at all times fixed and charged to produce Net Revenues for each fiscal year at least equal to 1.25 times the principal and interest requirements on all Prior Encumbered Bonds for the fiscal year during which such requirements are scheduled to be the greatest.

ADDITIONAL BONDS . . . The City may issue additional Parity Obligations payable from the Pledged Revenues which together with the Bonds will be equally and ratably secured by a parity lien on and pledge of the Pledged Revenues of the System, subject, however, to complying with certain conditions in the Ordinance. (See Appendix B – "Selected Provisions of the Bond Ordinances – Additional Bonds" for terms and conditions to be satisfied for the issuance of additional Parity Bonds).

OPTIONAL REDEMPTION. . . The City reserves the right, at its option, to redeem Series 2015A Bonds having stated maturities on and after October 1, 20__, in whole, or in part in principal amounts of \$5,000 or any integral multiple thereof, on October 1, 20__ or on any date thereafter, at the redemption price of par plus accrued interest to the date fixed for redemption. If less than all of the Series 2015A Bonds are to be redeemed and if less than all of a maturity is to be redeemed, the Paying Agent/Registrar will determine by lot the Series 2015A Bonds, or portions thereof, within such maturity to be redeemed; provided, however, that during any period in which ownership of the Series 2015A Bonds is determined only by a book entry at a securities depository (see "Book-Entry-Only System", below), if fewer than all of the Series 2015A Bonds of the same maturity are to be redeemed, the particular Series 2015A Bonds will be selected in accordance with arrangements between the City and the securities depository.

The Taxable Series 2015B Bonds are not subject to redemption prior to maturity.

NOTICE OF REDEMPTION . . . Not less than 30 days prior to a redemption date for the Series 2015A Bonds called for redemption, the City will cause (i) a written notice of such redemption to be given by the Paying Agent/Registrar to the registered owner of each Bond or a portion thereof being called for redemption by depositing such notice in the United States mail, first class, postage prepaid, addressed to each such registered owner at the address of such registered owner shown on the Registration Books of the Paying Agent/Registrar and (ii) a notice of such redemption to be published one time in a financial journal or publication of general circulation in the United States of America or the State of Texas carrying as a regular feature notices of municipal bonds called for redemption; provided, however, that the failure to send, mail or receive such notice described in (i) above, or any defect therein or in the sending or mailing thereof, will not affect the validity or effectiveness of the proceedings for the redemption of any Bond, **and the publication of notice as described in (ii) above shall be the only notice actually required in connection with or as a prerequisite to the redemption of any Series 2015A Bonds.** ANY NOTICE WILL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN, WHETHER THE REGISTERED OWNER RECEIVES SUCH NOTICE. NOTICE HAVING BEEN SO GIVEN, THE SERIES 2015A BONDS CALLED FOR REDEMPTION WILL BECOME DUE AND PAYABLE ON THE SPECIFIED REDEMPTION DATE, AND NOTWITHSTANDING THAT ANY BOND OR PORTION THEREOF HAS NOT

BEEN SURRENDERED FOR PAYMENT, INTEREST ON SUCH BOND OR PORTION THEREOF WILL CEASE TO ACCRUE, EXCEPT AS PROVIDED IN THE NEXT PARAGRAH.

With respect to any optional redemption of the Series 2015A Bonds, unless the Paying Agent/Registrar has received funds sufficient to pay the principal and premium, if any, and interest on the Series 2015A Bonds to be redeemed before giving of a notice of redemption, the notice of redemption may state the City may condition redemption on the receipt by Paying Agent/Registrar of such funds on or before the date fixed for the redemption, or on the satisfaction of any other prerequisites set forth in the notice of redemption. If a conditional notice of redemption is given and such prerequisites to redemption and sufficient funds are not received, the notice shall be of no force and effect, the City shall not redeem the Series 2015A Bonds and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, that the Series 2015A Bonds have not been redeemed.

BOOK-ENTRY-ONLY SYSTEM . . . *This section describes how ownership of the Bonds are to be transferred and how the principal of, premium, if any, and interest on the Bonds are to be paid to and credited by The Depository Trust Company, New York, New York (“DTC”), while the Bonds are registered in its nominee name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The City believes the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.*

The City cannot and does not give any assurance that (1) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to DTC Participants, (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Bonds), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the United States Securities and Exchange Commission (the “SEC”), and the current procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate for each maturity of the Bonds will be issued, in the aggregate principal amount of such issue, and will be deposited with DTC.

DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). Direct Participants and Indirect Participants are collectively referred to as “Participants”. DTC has a Standard & Poor’s rating of “AA+”. The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

Purchase of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bonds (“Beneficial Owner”) is in turn to be recorded on the Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds of such series discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Paying Agent/Registrar and request that copies of the notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent/Registrar, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying Agent/Registrar of each series, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bonds are required to be printed and delivered.

Use of Certain Terms in Other Sections of this Official Statement. In reading this Official Statement, it should be understood that while the Bonds are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners or bondholders should be read to include the person for which the Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Ordinances will be given only to DTC.

Information concerning DTC and the Book-Entry-Only System has been obtained from DTC and is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the City or the Underwriters.

Effect of Termination of Book-Entry-Only System. In the event that the Book-Entry-Only System is discontinued by DTC or the use of the Book-Entry-Only System is discontinued by the City, printed Bonds will be issued to the holders and the Bonds will be subject to transfer, exchange and registration provisions as set forth in the Ordinances and summarized under "THE BONDS-Transfer, Exchange and Registration" below.

PAYING AGENT/REGISTRAR. . . The initial Paying Agent/Registrar for the Bonds is U.S. Bank National Association. In each Ordinance, the City retains the right to replace the Paying Agent/Registrar. The City covenants to maintain and provide a Paying Agent/Registrar at all times until the Bonds are duly paid, and any successor Paying Agent/Registrar must be a bank, trust company, financial institution or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar for the Bonds. Upon any change in the Paying Agent/Registrar for the Bonds, the City agrees to promptly cause a written notice thereof to be sent to each registered owner of the Bonds by United States mail, first class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the City, the new Paying Agent/Registrar must accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar.

In the event the Book-Entry-Only System hereinabove described should be discontinued, principal of the Bonds will be payable to the registered owner at maturity or redemption prior to maturity upon presentation at the Dallas, Texas corporate trust office of the Paying Agent/Registrar (the "Designated Trust Office"). Interest on the Bonds will be payable by check, dated as of the interest payment date, and mailed by the Paying Agent/Registrar to registered owners as shown on the records of the Paying Agent/Registrar on the Record Date (see "Record Date for Interest Payment" below), or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. If the date for the payment of the principal of or interest on the Bonds is a Saturday, Sunday, legal holiday, or day on which banking institutions in the city where the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment will be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due.

TRANSFER, EXCHANGE AND REGISTRATION. . . In the event the Book-Entry-Only System should be discontinued, the Bonds may be transferred and exchanged on the registration books of the Paying Agent/Registrar only upon presentation and surrender to the Paying Agent/Registrar and such transfer or exchange shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration, exchange and transfer. Bonds may be assigned by the execution of an assignment form on the Bonds or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. New Bonds will be delivered by the Paying Agent/Registrar, in lieu of the Bonds being transferred or exchanged, at the Designated Trust Office of the Paying Agent/Registrar, or sent by United States mail, first class, postage prepaid, to the new registered owner or his designee. To the extent possible, new Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner or assignee of the registered owner in not more than three business days after the receipt of the Bonds to be canceled, and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Bonds registered and delivered in an exchange or transfer shall be in any integral multiple of \$5,000 for any one maturity and for a like aggregate designated amount as the Bonds surrendered for exchange or transfer. See "Book-Entry-Only System" herein for a description of the system to be utilized initially in regard to ownership and transferability of the Bonds. Neither the City nor the Paying Agent/Registrar shall be required to transfer or exchange any Bond called for redemption, in whole or in part, within 45 days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of the Bonds.

RECORD DATE FOR INTEREST PAYMENT. . . The record date ("Record Date") for the interest payable on the Bonds on any interest payment date means the close of business on the 15th day of the preceding month.

In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest ("Special Payment Date", which must be 15 days after the Special Record Date) will be sent at least five business days prior to the Special Record Date by United States mail, first class, postage prepaid, to the address of each registered owner of a Bond appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

SOURCES AND USES OF FUNDS . . . The sources and uses of funds, including Bond proceeds and a contribution from the City, if necessary, shall be as follows:

Sources	Taxable	
	Series 2015A	Series 2015B
Par Amount of Bonds	\$	\$
Reoffering Premium		
Transfers from Prior Issue Debt Service Funds		
Total Sources of Funds	<u>\$</u>	<u>\$</u>
Uses		
Deposit to Escrow Fund for the Refunded Bonds	\$	\$
Deposit to the Note Payment Funds for the Refunded Commercial Paper Notes		
Underwriters' Discount		
Rounding Amount		
Total Uses of Funds	<u>\$</u>	<u>\$</u>

DEFEASANCE . . . Each Ordinance provides that the City may discharge its obligations to the registered owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by current law. Under current State law, such discharge may be accomplished either (i) by depositing with the Comptroller of Public Accounts of the State a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Bonds to maturity or redemption or (ii) by depositing with any place of payment (paying agent) for obligations of the City payable from revenues or from ad valorem taxes or both, amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in Defeasance Securities. The Defeasance Securities may be in book entry form, and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds.

Each Ordinance defines Defeasance Securities to mean (i) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the City adopts or approves proceedings authorizing the issuance of refunding bonds or, if

such defeasance is not in connection with the issuance of refunding bonds, on the date the City provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally-recognized investment rating firm not less than "AAA" or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the City adopts or approves proceedings authorizing the issuance of refunding bonds or, if such defeasance is not in connection with the issuance of refunding bonds, on the date the City provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally-recognized investment rating firm not less than "AAA" or its equivalent, or (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Bonds under the then applicable laws of the State of Texas.

Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of the Bonds have been made as described above, all rights of the City to initiate proceedings to call the Bonds for redemption or take any other action amending the terms of the Bonds are extinguished; provided, however, that the right to call the Bonds for redemption is not extinguished if the City: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

AMENDMENTS TO THE ORDINANCE . . . In each Ordinance, under certain circumstances, the City has reserved the right to amend the Ordinance without the consent of any holder of the Bonds (see Appendix B – “Selected Provisions of the Bond Ordinances – Amendment of Ordinance”).

BONDHOLDERS’ REMEDIES . . . Each Ordinance specifies events of default with respect to the Bonds (see Appendix B – “Selected Provisions of the Bond Ordinance – Default and Remedies”). If the City defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Ordinance, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Ordinance, the registered owners may seek a writ of mandamus to compel City officials to carry out their legally imposed duties with respect to the Bonds if there is no other available remedy at law to compel performance of the Bonds or the Ordinance and the City’s obligations are not uncertain or disputed. The issuance of a writ of mandamus is controlled by equitable principles, and with the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Ordinance does not provide for the appointment of a trustee to represent the interest of the bondholders upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. The Texas Supreme Court ruled in *Tooke v. City of Mexia* 197 S.W.3d 325 (Tex. 2006) that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in “clear and unambiguous” language. Because it is unclear whether the Texas legislature has effectively waived the City’s sovereign immunity from a suit for money damages, bondholders may not be able to bring such a suit against the City for breach of the Bonds or Ordinance covenants. Even if a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City’s property. Further, the registered owners cannot themselves foreclose on property within the City or sell property within the City to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code (“Chapter 9”). Chapter 9 includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or bondholders of an entity which has sought protection under Chapter 9. Therefore, should the City avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Co-Bond Counsel will note that all opinions relative to the enforceability of the Ordinance and the Bonds are qualified with respect to the customary rights of debtors relative to their creditors and by general principles of equity that permit the exercise of judicial discretion.

THE WATER AND WASTEWATER SYSTEM

BACKGROUND . . . Dallas Water Utilities Department (“Dallas Water Utilities”) is the department of the City responsible for the administration and management of the System. As of September 30, 2014, the City employed approximately 1,428 persons within Dallas Water Utilities. The primary purposes of Dallas Water Utilities are to obtain, store, purify and distribute water to its customers, and to collect wastewater from its customers, treat it, and dispose of it, in accordance with drinking water standards and effluent guidelines and limitations established by the Texas Commission on Environmental Quality (“TCEQ”) and the United States Environmental Protection Agency (“USEPA”). The TCEQ is the successor agency to the Texas Natural Resource Conservation Commission; references to the TCEQ in this official statement are intended to include agencies whose duties and responsibilities the TCEQ has assumed under State law.

The fundamental legal document on which the governance of the City rests is its City Charter. In a provision directly relevant to Dallas Water Utilities, the City Charter states in Chapter XI, Section 14 that all water and wastewater services “must be paid for by rate schedules as approved by the city council and such state authority as may be required”. The City Charter also states that

“all receipts and revenues from the water utilities department constitute a separate and sacred fund, which may never be diverted or drawn upon” for any purposes other than provision of water and wastewater services and “payment of an amount equal to ad valorem taxes and other charges that would be due the city if the water utilities department were not a city-owned public utility” (see “Water and Wastewater Service Rates” described herein). State law provides that notwithstanding any municipal charter provision, a municipality may transfer to the municipality’s general fund and may use, for general or special purposes, revenue of any municipally-owned utility system in the amount and to the extent authorized in an ordinance providing for and securing payment of utility system revenue bonds (collectively, the “Bond Ordinances”). However, the Bond Ordinances state that excess Pledged Revenues (which consist of Net Revenues and any additional funds that in the future may be pledged to obligations issued or incurred by the System payable from Pledged Revenues) may be used for any lawful purpose not inconsistent with the City Charter and, therefore, prevents any transfer of excess Pledged Revenues from the Dallas Water Utilities to the general fund or any special funds of the City, except to the extent permitted by the City Charter.

MANAGEMENT ... Management officials of Dallas Water Utilities provide departmental administration within the framework of the City’s council-manager form of government. Subject to the direction and supervision of the Office of the City Manager, the Director of Water Utilities is charged with management of the System.

WATER SUPPLY... Summary of Present Supply Sources ... Water supply is now available to Dallas Water Utilities from six surface water impoundments, and from water in the Elm Fork of the Trinity River, as further described herein. Additionally, one other surface water impoundment, Lake Palestine, is in the process of being connected to the City’s water treatment and distribution system. All of the sources are located in north central and east Texas. The following table contains data as to annual diversion rights permitted to the City and “dependable yield” of each source to the City, expressed in million gallons per day (MGD). “Dependable yield” is an estimate of average daily supply reliably available during a period of extreme drought corresponding to the most severe drought on record in each reservoir’s drainage area. The source of the dependable yields data shown below is the *Dallas 2014 Long Range Water Supply Plan to 2070 and Beyond*, described below under “Adequacy of Water Supply”. Estimates shown are for the Fiscal Year ending September 30, 2014.

Water Supply Source	Diversion Rights of Dallas	Dependable Yield to Dallas	
		Available	Connected
Lake Grapevine	76 MGD	7 MGD	7 MGD
Elm Fork System ⁽¹⁾	1,037 MGD	171 MGD	171 MGD
Lake Ray Hubbard ⁽²⁾	80 MGD	54 MGD	54 MGD
Lake Tawakoni	170 MGD	164 MGD	164 MGD
Lake Fork ⁽³⁾	118 MGD	107 MGD	36 MGD
Lake Palestine ⁽⁴⁾	102 MGD	102 MGD	0 MGD
Total	1,583 MGD	605 MGD	432 MGD

- (1) Elm Fork System includes Lake Lewisville, Lake Ray Roberts and Elm Fork of the Trinity River run of the river flows.
- (2) In addition to the Connected Dependable Yield of Lake Ray Hubbard, Dallas has a temporary water rights permit for an additional 44 MGD. The temporary water rights permit provides for operational efficiency and expires upon the issuance of Lake Ray Hubbard Permit Amendment 08-2462I.
- (3) Lake Fork was connected to the system in 2009; additional transmission capacity is planned for 2020 to maximize the yield for Lake Fork and Lake Tawakoni.
- (4) Connection to System not anticipated to occur prior to 2020.

Water supply from the six reservoirs presently connected to the System is adequate for current needs. Plans are proceeding on schedule to add additional transmission capacity for Lake Tawakoni and Lake Fork and to build a pipeline from Lake Palestine (see “THE WATER AND WASTEWATER SYSTEM – Water Supply – Lake Fork” and “Water Supply – Lake Palestine” below). Usage of water supply is ordinarily limited only by the capacity of water treatment plants and the water distribution system. Lakes Grapevine, Lewisville, and Ray Roberts are owned by the United States and are administered by the U.S. Army Corps of Engineers (the “Corps of Engineers”) for several purposes, including water supply. The estimated effects of reservoir sedimentation are included in dependable yields shown above.

Lake Grapevine ... Lake Grapevine is a Corps of Engineers project built in the mid-1950s in which the City, Dallas County Park Cities Municipal Utility District (“Park Cities MUD”), and the City of Grapevine are authorized to store, divert and use 85,000, 50,000 and 26,150 acre-feet per year of water rights, respectively. Lake Grapevine has a total dependable annual yield of only approximately 23,000 acre-feet per year of water, meaning that, during times of severe drought, the reservoir can only be counted on to produce approximately 23,000 acre-feet per year of water. Annual operations and maintenance costs are paid to the Corps of Engineers and were approximately \$170,000 in the fiscal year ended September 30, 2014. During the 1990s, several proceedings (judicial and administrative) concerning Lake Grapevine and the water rights of the City in the Elm Fork of the Trinity River were pursued by the Park Cities MUD. As described below, a settlement concerning these matters was reached in 2001.

A water use permit was granted to the City by the TCEQ in 1994. A settlement agreement involving TCEQ, the City, and the Park Cities MUD was reached in 2001 regarding the permit. Action by the TCEQ issuing orders to give effect to the settlement by the City, Park Cities MUD, the City of Grapevine and the Executive Director of the TCEQ was taken in the Fall, 2001. The settlement resolved all issues associated with Lake Grapevine reservoir operations, storage, diversion and use of water from Lake Grapevine, the permit, and protection of senior water rights of the City and the Park Cities MUD to Lake Grapevine water. There has been no addition litigation regarding this permit since the 2001 settlement was reached.

Lake Lewisville ... Lake Lewisville was completed by the Corps of Engineers in 1955. It is located on the Trinity River's Elm Fork northwest of the City and northeast of Lake Grapevine, which is nearby. Lake Lewisville incorporates the former "Lake Dallas", which was built in the late 1920s at a cost of approximately \$4.6 million. The City retains reversion rights to land formerly owned by the City as a part of Lake Dallas. Contract terms provide that such land will again become property of the City when no longer used by the United States for flood control and allied purposes. Including the cost of Lake Dallas and amounts paid for the right to use of 88.9% of the conservation storage of Lake Lewisville, the cost of this supply source to the City was approximately \$8.7 million. Annual operations and maintenance costs are paid to the Corps of Engineers and were approximately \$453,000 in the fiscal year ended September 30, 2014. These payments constitute current operation and maintenance expenses of the System. The City's water permit for this lake was obtained in 1949. The City of Denton holds rights to use of the remaining 11.1% of storage in Lake Lewisville. Delivery of untreated water to the vicinity of the City's purification plants is achieved in a manner similar to that used for Lake Grapevine, through release of water as needed into the Trinity River. The Corps of Engineers operates Lake Lewisville as part of the Elm Fork System with Lake Ray Roberts and the Elm Fork of the Trinity River run of the river flows.

The Cities of Irving ("Irving") and Dallas adopted the Water Treatment Services Contract on January 8, 1998. This agreement allowed Irving to store 9,700 acre feet of Lake Chapman water in Lake Lewisville and for Dallas to treat Irving's water at the Elm Fork Water Treatment Plant. The effective date of the Water Treatment Services Contract and the Wholesale Treated Water Contract with Irving is June 30, 2003. Both contract terms are for thirty years. The implementation of this contract allows for additional water supply of 39.5 MGD to Dallas Water Utilities System for future sales to other customers.

Lake Ray Roberts ... On September 16, 1980, the Cities of Dallas and Denton entered into agreements with the United States for construction of Lake Ray Roberts by the Corps of Engineers. Under permits granted by the Texas Water Commission in June 1976, the City shares this supply source and the costs thereof with the City of Denton on a basis of 74% and 26%, respectively. The U.S. Congress in 1965 authorized the Corps of Engineers to construct the reservoir for water supply and recreation. In June 1987, the gates of the dam were closed, initiating the filling of the reservoir. The reservoir was filled by May 1990. The Corps of Engineers operates Lake Ray Roberts as part of the Elm Fork System with Lake Lewisville and the Elm Fork of the Trinity River run of the river flows.

Lake Ray Roberts is located on the Elm Fork of the Trinity River north of the City of Denton and just north of Lake Lewisville. Portions of the reservoir extend into Denton, Grayson and Cooke Counties. No major transmission facilities are required to transport water from the reservoir to existing treatment plants. The location of Lake Ray Roberts is upstream from the treatment plants and this provides natural gravity flow to the plants, as is the case for Lakes Lewisville and Grapevine.

Construction costs, including interest during construction, resulted in a total Dallas share of construction costs for water supply and recreation of approximately \$198 million. The City funded its share of the construction costs through the issuance of the Series 1998 Bonds and the Series 1999 Bonds. The City must pay its share of annual operating costs, which are treated as current operation and maintenance costs of the System, and which were approximately \$378,000 in the fiscal year ended September 30, 2014.

Lake Ray Hubbard ... The City constructed, owns, operates and has available for its use 100% of the permitted water supply from Lake Ray Hubbard. Pumpage of water to nearby treatment facilities began in the summer of 1973. Reservoir cost was approximately \$38 million, a major part of which was for land acquisition and for relocation of highways, railroads and other facilities. Lake Ray Hubbard is located in the Dallas city limits (partially in Dallas County) on the East Fork of the Trinity River. A 1959 water permit applies to the reservoir and its use, and also permits (under limited conditions) storage and usage of water pumped by pipeline from Lake Tawakoni.

Lake Tawakoni ... Lakes Grapevine, Lewisville, Ray Roberts and Ray Hubbard are in the Trinity River Basin, as are the City and all of its present water and wastewater customers. Lake Tawakoni, one of the two reservoirs located in the Sabine River Basin, is approximately 50 miles east of the City on the Sabine River, another drainage area in the State. Lake Tawakoni was constructed jointly by the City and the Sabine River Authority of Texas (the "Authority"), at a cost to the City of approximately \$17.7 million. By contractual agreement with the Authority, the City has rights to use 80% of the available water in the reservoir. The agreement also states that the City will pay 80% of reservoir operation and maintenance expenses to the Authority. Such payments to the Authority were approximately \$3,143,000 in the fiscal year ended September 30, 2014, and constitute current operation and maintenance expenses of the System. The first significant pumpage of water to the City treatment facilities occurred early in 1964. Two water transmission pipelines, measuring 72 inches and 84 inches in diameter and having a combined capacity of 250 MGD, and associated pumping and interim storage facilities, allow full utilization of the City's permitted water supply from Lake Tawakoni. These transmission pipelines and associated facilities transport untreated water to the East Side Treatment Plant, which also receives untreated water from Lake Ray Hubbard. Based on information received from the Authority, other principal users of

water from Lake Tawakoni (from the portion of reservoir supply not applicable to the City water rights) include the Commerce Water District and the Cities of Greenville, Wills Point, Emory, West Tawakoni, Point and Cash, and the North Texas Municipal Water District.

Lake Fork ... Lake Fork is owned and operated by the Authority and is on Lake Fork Creek, a tributary of the Sabine River. Lake Fork is located in Wood, Hopkins and Rains Counties, approximately 70 miles east of the City. Construction of the reservoir began in June 1975 and the gates of the dam were closed to begin impoundment in February 1980.

Lake Fork was constructed under a contract between the Authority and Texas Utilities Generating Company (referred to herein as “Luminant”). In 1980, Luminant approached the City concerning assumption of its contract and water rights in Lake Fork. A feasibility study was conducted by the City’s long range water supply consultant (URS/Forrest and Cotton, Inc.), which concluded that the cost of obtaining water from Lake Fork was the most reasonable of all potential supply sources. Following the findings of the study, the City entered into negotiations with the Authority and Luminant for the purchase of water rights. A contract conveying Luminant’s interest in the project to the City became effective October 1, 1981. The cost of the City’s share of Lake Fork water supply rights was approximately \$117.0 million. Financial obligations for the City’s share were fully paid as of December 2004. The Texas Department of Water Resources issued an amended water permit in August 1983 confirming the transaction. The City now has a contract with the Authority for 74% of the water available from Lake Fork.

The Lake Fork contract and the water rights described therein provide to the City the right to use 118 MGD for water supply of which 107 MGD may be used in the Trinity River Basin, in which the City is located. Luminant has exercised its right under the Lake Fork contract to purchase 11 MGD of the 118 MGD. The City is required to pay the Authority for a pro rata share of the operation and maintenance costs associated with Lake Fork, which was approximately \$3,332,000 in the fiscal year ended September 30, 2014.

The compensation amount owed to the Authority for the renewal of the Lake Fork contract was to be mutually negotiated with the Authority prior to the year 2014 pursuant to the terms of the contract. Negotiation attempts with the Authority have failed. In October 2014, the Authority unilaterally established a rate which would require the City to pay approximately an additional \$24 million annually for the water to which it is entitled. The City has challenged the rate by filing a petition with the Public Utilities Commission of Texas. All payments for Lake Fork, including interest, principal retirement and operating expenses, are required by contract and State law to be considered as “operation and maintenance expenses” to the City in calculating net revenues for the City’s revenue bond coverage.

Water transmission facilities from Lake Fork to existing City facilities at Lake Tawakoni, which is located 20 miles west of Lake Fork, were completed in 2009. Additional transmission capacity from Lake Tawakoni to Dallas treatment facilities are planned for 2020 to maximize the yield of Lake Fork and Lake Tawakoni.

Lake Palestine ... Lake Palestine, located approximately 90 miles southeast of the City, is owned and operated by the Upper Neches River Municipal Water Authority (“Upper Neches”). Blackburn Crossing Dam, which impounds Lake Palestine, was completed in 1971. In 1972, the City acquired rights to use of 53.73% of the annual dependable yield of the reservoir through a contract with Upper Neches. For such rights, the City made payments to Upper Neches equal to a portion of the principal and interest requirements on Upper Neches’ previously issued bonds to develop Lake Palestine. The cost of the City’s share of Lake Palestine water supply rights was approximately \$10.9 million. The City is also required to pay Upper Neches the amounts required annually for the operation and maintenance of Lake Palestine, less recreation costs and other credits including receipts from water sales and earnings on certain funds of Upper Neches. The payments of the City with respect to such operation and maintenance were approximately \$522,000 for the fiscal year ended September 30, 2014. Water rights in Lake Palestine are held by the City to meet future needs of its customers.

Water transmission and other facilities will be needed when service from this supply source is begun by Dallas Water Utilities. The City has contracted with the Tarrant Regional Water District (“TRWD”) to design and build a transmission line that will connect Lake Palestine to the System as well as interconnecting TRWD’s Cedar Creek and Richland Chambers reservoir with Lake Palestine and the System. The TRWD contracts relate to an “Integrated Pipeline Project”, which are expected to produce significant savings and efficiencies in capital construction and operation and maintenance costs for both the City and TRWD. In addition, the TRWD contracts are expected to enhance regional cooperation, including water supply reliability and water sharing between the two entities. Based on current water use projection, the City does not anticipate the need to make this supply available prior to the year 2020. The payments to be made by the City to TRWD under the TRWD contracts, including payments made by the City that will be used by TRWD to pay debt service on the obligations issued by TRWD to finance the components of the Integrated Pipeline Project for use by the City, will be treated as operation and maintenance expenses of the City in calculating Net Revenues for the City’s revenue bond coverage requirements under the Bond Ordinance.

The TRWD contracts include a “Financing Agreement” and a “Delivery Contract”. The “Financing Agreement” establishes that TRWD will own, operate and finance the transmission facilities and that Dallas will own “Reserved Capacity Rights” of 150 MGD and will pay its share of the design and construction based on “Reserved Capacity Rights”. Principal and interest on the obligations issued by TRWD are secured by and payable solely from payments to be received by TRWD from the City to the extent required

and provided in the Financing Agreement. The obligations issued by TRWD do not constitute a debt or pledge of the faith and credit of the City and accordingly have not been reported in the accompanying financial statements; however, for accounting purposes, the obligation of the City under the Financing Agreement is treated as a liability of the City to the extent that such obligations are for the payment of bonds issued to fund the City's share of the costs for the Project. The City has also capitalized the development of an intangible asset, Pipeline Reserved Capacity Rights for the actual Project costs incurred by TRWD. The unspent proceeds held by TRWD for future construction costs have been recorded in Other Noncurrent Assets — Future Pipeline Reserved Capacity Rights. The balance of the obligation for the Financing Agreement was \$333,840,000 at September 30, 2014. The "Delivery Contract" establishes the cost allocation of operation and maintenance costs and the operation guidelines for the transmission system.

The City's currently estimated share of the total capital cost of the Integrated Pipeline Project is \$832 million. It is anticipated that TRWD would issue bonds (the "TRWD Bonds") over a 10 to 15 year period to pay the total capital cost of the Integrated Pipeline Project. It is anticipated that water rate increases would be presented to the City Council for approval as necessary to pay for the City's share of debt service on the TRWD Bonds and operating expense of the Integrated Pipeline Project. All such payments by the City will constitute operating expenses of the System for purposes of calculating Net Revenues for the City's revenue bond coverage requirements.

RECYCLED WATER ... In addition to the City's water supply from its surface water impoundments and from the Elm Fork of the Trinity River, the City has State issued water rights for the diversion and use of its recycled wastewater return flows. The recycled Water Permit allows for the use of up to 221 MGD limited only by the actual discharge from Dallas' Central and Southside Wastewater Treatment Plants, the City of Lewisville's Wastewater Treatment Plant and the Town of Flower Mound Wastewater Treatment Plant and instream flow requirements.

In 2008, the City entered into a contract with North Texas Municipal Water District ("NTMWD") for the exchange of NTMWD's permitted return flows in Lake Ray Hubbard and the Elm Fork of the Trinity River for an equivalent volume of Dallas' permitted return flows from Dallas' Central and Southside wastewater treatment plants. This exchange will provide Dallas with access to recycled water in Lake Ray Hubbard and Lake Lewisville with a significantly reduced transmission facilities and operation and maintenance costs.

ADEQUACY OF WATER SUPPLY ... Water supply from each of the seven reservoirs described above is limited in time only by reservoir life. Ongoing dam maintenance and measured sedimentary rates of these reservoirs indicates a useful life of over one hundred years. The dependable yield available to Dallas Water Utilities from the seven reservoirs described above is estimated to be adequate until about the year 2027. This projection assumes expected increases in customer demand throughout the utility's regional service area. Additional transmission, treatment and other facilities will be required before that time to fully utilize the available supply. The City Council has approved funding for Dallas Water Utilities to explore options for the development of future water supply sources for the City.

Senate Bill 1, which requires statewide water planning, was signed into law in June 1997. This bill set up a state-wide initiative to identify future water needs for the State. The State was divided into 16 regional water planning areas. A regional water planning group ("RWPG") was established for each of the 16 regions. The RWPG is composed of members that represent one of 12 interest categories (i.e., public, counties, municipalities, industries, agriculture, environment, small business, electric generating utilities, river authorities, water districts, water utilities and groundwater management areas). The RWPG of each region is required to project population and water demands, evaluate current water supplies, compare current supply to projected demand and identify and recommend water management strategies to meet water supply shortages. The City is in Region C, and has a representative who presently serves as vice chair on the Region C Group. The Region C Group is required to submit its Regional Water Plan every five years, the first plan having been submitted in January 2001. Every five years upon receiving each of the 16 regional water plans the State reviews and approves the plans and consolidates them into a State Water Plan. The Region C Group submitted its Regional Water Plan to the State in January 2011. The State compiled the Regional Plans into a State Water Plan dated January 2012. The Region C Group is currently preparing the next Regional Water Plan to be submitted to the State in 2016.

The City's Long Range Water Supply Plan ("LRWSP") was updated in 2014 on behalf of the City by the engineering consulting firm of HDR, Inc. to meet future water demands for Dallas and its customer cities through the year 2070 and beyond. The LRWSP identified recommended and alternate water management strategies and infrastructure recommendations.

The City Council enacted an expanded Water Conservation Program effective October 1, 2001. During the first three years, the program focused primarily on outdoor water conservation practices. In 2004, the City embarked on a more holistic approach to encouraging water conservation designed to reduce total water consumption without reducing the benefit of the water used. This long-term strategic approach is designed to: reduce the consumption of water; reduce the loss and waste of water; improve the efficiency in the use of water; postpone the construction of new water system improvements; serve as an alternative water supply source to reduce future needs and; comply with statewide legislative criteria and new initiatives. The City currently is updating its Water Conservation Strategic Plan that defined water conservation goals and recommended strategies for the next five years. The Water Conservation Strategic Plan is scheduled to be complete in Summer 2015.

WATER PURIFICATION AND DISTRIBUTION ... Water purification which meets or surpasses all present State and federal quality standards is now accomplished by Dallas Water Utilities at its three treatment plants. The current capacity of purification facilities is as follows, measured in million gallons per day (MGD):

Water Treatment Plant	Treatment Capacity
East Side	440 MGD
Elm Fork	310 MGD
Bachman	<u>150 MGD</u>
Total	900 MGD

Distribution storage capacity and treated water pumping stations are adequate to meet delivery of service for maximum day, maximum hour and fire protection requirements within the City. Currently, expansion at the East Side plant is under construction. These improvements will add an additional 100 MGD treatment capacity. Additional distribution system capacity will result from facilities currently under construction or scheduled for the near future in all functional areas, including major transmission, ground and elevated storage, and distribution pumping. Based upon system demand of Dallas and customer cities, current treatment and distribution capacity is estimated to be adequate to meet maximum daily requirements. In 2009, Dallas Water Utilities updated the City's Water Distribution System Master Plan, which consists of historic and future demand allocations, a facilities inventory, a hydraulic model of the distribution system, and identifies system improvements for the distribution system through the year 2050. At September 30, 2014, there were approximately 4,922 miles of water mains in service.

The federal Safe Drinking Water Act, as amended, provides for establishment of potable water standards in the United States. While the quality of water treated in the System presently meets all federal standards, such standards are subject to revision which may in turn result in the need to construct additional treatment facilities or modify existing treatment processes.

PERFORMANCE STUDIES ... The City has two separate studies of performance of operations of Dallas Water Utilities. One is an audit performed by the Office of the City Auditor, dated December 27, 2002; the other is an efficiency study of Dallas Water Utilities performed by the engineering firm Black & Veatch, which was released on January 10, 2003. The studies confirm the need for Dallas Water Utilities to continue to invest more capital in upgrading existing infrastructure that serves the customers of Dallas Water Utilities. The current Distribution System Master Plan for Dallas Water Utilities anticipates expending funds to gradually upgrade the existing infrastructure serving customers of Dallas Water Utilities. Implementing the recommendations made in the reports may result in an increase in the level of capital improvements to the System above that currently anticipated in the Master Plan. Other management and operation issues have been noted in the studies, including the need to address a trend of an increase in unaccounted for water losses within the System. In order to implement some or all of the recommendations noted in the studies, Dallas Water Utilities has sought and received from the City Council approval of eleven retail rate increases through the fiscal year ended September 30, 2014, for water and sewer services.

In the City budget approved September 17, 2014, for the fiscal year beginning October 1, 2014, the City Council approved a 3.5% retail rate increase (see "THE WATER AND WASTEWATER SYSTEM — Water and Wastewater Service Rates". The City Council previously implemented a 4.5% retail rate increase that took effect October 1, 2013 (see "THE WATER AND WASTEWATER SYSTEM — Water and Wastewater Service Rates").

WATER SERVICE CUSTOMERS . . . Dallas Water Utilities provides treated water to its customers within the City on a "retail" basis. Treated and untreated water is provided on a "wholesale" basis to other cities and governmental entities outside of Dallas. Retail service is characterized by a water distribution system, by a customer service system (including service billings to final consumers) and by provision of water facilities for fire protection. Wholesale water customers provide their own distribution, customer service, and fire protection systems for the ultimate benefit of consumers.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

TABLE 1 – WHOLESALE TREATED WATER CUSTOMERS

Treated water is now supplied on a wholesale basis to the following cities and authorities under contracts expiring in the calendar years indicated.

Entity	Year	Entity	Year
Addison	2042	Farmers Branch	2040
Carrollton	2043	Flower Mound	2017
Cedar Hill	2044	Glenn Heights	2022
Cockrell Hill	2044	Grand Prairie	2042
Combine WSC	2035	Hutchins	2042
Coppell	2017	Irving	2033
Dallas County Municipal Utility	2015	Lancaster	2041
District No. 6 (Balch Springs)		Lewisville	2016
Dallas/Fort Worth International Airport	2015	Ovilla	2035
DeSoto	2043	Red Oak	2033
Duncanville	2044	Seagoville	2043
Ellis County WCID#1	2033	The Colony	2040

Dallas and its wholesale treated water customers negotiated and reached consensus on a thirty-year Memorandum of Agreement for wholesale treated water rate-setting methodology. The new Memorandum of Agreement was approved by the City Council on May 12, 2010. Wholesale rates for treated water service to all customer cities and authorities are determined per the provisions of the new Memorandum of Agreement.

As of August 13, 2003, the City Council approved individual contracts between Dallas Water Utilities and the City of Red Oak, Rockett SUD and Ellis County WCID#1 for wholesale supply of treated water. The City of Red Oak began taking water in Spring, 2009. The contract with Rockett SUD was terminated in 2009. Ellis County WCID#1 is not yet connected to Dallas Water System. These contracts will expire in the year 2033.

In addition to a Wholesale Treated Water Contract, the Cities of Irving and Dallas adopted the Water Treatment Services Contract on January 8, 1998. This agreement allows Irving to store 9,700 acre feet of its Lake Chapman water in Lake Lewisville and for Dallas to treat Irving's water at the Elm Fork Water Treatment Plant. The effective date of the Water Treatment Services Contract and the Wholesale Treated Water Contract with Irving is June 30, 2003. Both contract terms are for thirty years (see "The Water and Wastewater System - Water Supply - Lake Lewisville").

Dallas has a designated planning and service area in the 2005 update to the LRWSP. In accordance with the plans, Dallas is planning for the long range needs of all its existing customers and anticipate renewal of all existing contracts.

Untreated water from existing reservoirs is supplied to the City of Denton, the City of Lewisville, the Upper Trinity Regional Water District, and the City of Grapevine under contracts extending to the years 2015, 2016, 2022 and 2030, respectively.

On April 24, 2013, the City Council authorized a three-year untreated water contract with the North Texas Municipal Water District ("NTMUD") to: (1) purchase up to 60 MGD of untreated water from Dallas' Lake Tawakoni, Lake Fork and/or Lake Ray Hubbard supplies; and (2) transport water supply owned by NTMUD from Lake Fork to Lake Tawakoni.

Service to wholesale treated water customers comprised approximately 39 percent of total treated water sales volume to pumpage and approximately 21 percent of billed revenues for treated water service in the fiscal year ended September 30, 2014.

Some cities and governmental entities, in addition to those listed above, may request wholesale water service. In the LRWSP, the wholesale service planning area was reduced in Collin County to the north, while simultaneously expanded into portions of Ellis County to the south. The current wholesale service planning area includes the corporate limits of all customer cities connected to the System in 1999. In addition to one suburban city that receives water from another wholesale supplier, the wholesale service area includes most of Dallas County and portions of the contiguous counties. Each wholesale customer pays initial costs required to extend service to their area, and other continuing costs of service. The City Council adopted "Conditions for New Treated Water Customers" in December 1984.

TABLE 2 - TREATED WATER PUMPAGE (MILLION GALLONS)

<u>Fiscal Year</u>	<u>Peak Day</u>	<u>Average Day</u>	<u>Total</u>
2010	638	388	141,658
2011	683	428	156,202
2012	649	395	144,604
2013	583	391	142,878
2014	535	369	134,792

TABLE 3 – TREATED WATER CONSUMPTION BY CUSTOMER CLASS (MILLION GALLONS)

	<u>Fiscal Year Ended September 30,</u>				
	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
<u>Retail</u>					
Residential	24,699	26,604	27,033	29,860	25,543
General Service	34,176	35,652	35,966	37,446	34,552
Optional General Service ⁽¹⁾	<u>4,845</u>	<u>4,771</u>	<u>5,149</u>	<u>5,363</u>	<u>5,222</u>
Total Retail	63,720	67,027	68,148	72,669	65,317
 <u>Wholesale</u>	 <u>52,573</u>	 <u>55,741</u>	 <u>54,438</u>	 <u>58,772</u>	 <u>54,601</u>
Total	<u>116,293</u>	<u>122,768</u>	<u>122,586</u>	<u>131,441</u>	<u>119,918</u>

⁽¹⁾ Customers consistently using one million gallons or more monthly.

TABLE 4A – TEN LARGEST WHOLESALE TREATED WATER CUSTOMERS (MILLION GALLONS)

<u>Wholesale</u>	<u>Fiscal Year 2014 Water Consumption</u>
City of Carrollton	6,805
City of Grand Prairie	6,270
City of Irving ⁽¹⁾	3,219
City of Coppell	3,159
City of Lewisville	3,114
City of Farmers Branch	2,653
City of DeSoto	2,484
City of Cedar Hill	2,038
Town of Flower Mound	1,825
City of Duncanville	<u>1,722</u>
Total	<u>33,289</u>

⁽¹⁾ In addition to the 4,608.86 MG treated water provided under the treated water contract, Dallas Water System also treated 10,755.75 MG of raw water from Irving's Lake Chapman under the Dallas Water System/Irving treatment services contract. Reflects "as billed" consumption.

TABLE 4B – TEN LARGEST RETAIL TREATED WATER CUSTOMERS (MILLION GALLONS)

	Fiscal Year 2014 Water Consumption
<u>Retail</u>	
Texas Instruments Inc	1,832
UT Southwestern Medical Center	487
Niagara Bottling LLC	415
Nestle Water North America	226
Quaker Oats Inc.	216
Dallas County Facilities Management	204
Dallas County Health Department	175
White Wave Food Company	157
Dallas Housing Authority	154
Baylor Health Care System	142
Total Ten Largest Retail Customers	3,999
Other	59,726
Total Retail Treated Water Consumption	63,720

WASTEWATER SYSTEM ... Dallas Water Utilities provides wastewater services to its customers through a system encompassing approximately 4,020 miles of wastewater collection pipelines, which transport wastewater primarily by gravity flow to two treatment plants. In addition, a small portion of the City's wastewater treatment is obtained under long-term contracts with the Trinity River Authority of Texas ("TRA") and the City of Garland. The contract with TRA provides that monies received from the City (and other participating cities) for wastewater treatment by TRA shall be considered to be operating and maintenance expenses of the respective cities. Net payments by the City to TRA were approximately \$4,744,000 and to the City of Garland were approximately \$668,000 for the fiscal year ended September 30, 2014.

The City's wastewater treatment process is a biological treatment process providing advanced treatment to comply with State and Federal requirements for effluent quality and water pollution control. Wastewater solids generated by the treatment plants are processed for final disposal at the Southside Wastewater Treatment Plant. Solids dewatering facilities, dedicated disposal fields, and a solids only landfill (monofill) provide the capability to dispose of 120 dry tons of solids daily. The only chemicals used are chlorine and sulfur dioxide for disinfection prior to the final effluent discharge; polymers to enhance the solids dewatering process; and oxidizing agents to control odors associated with the wastewater treatment process. The filtrate (water that is pressed out of the sludge) from dewatering is closed with lime and aerated to help remove ammonia in the sidestream treatment. The cost of these chemicals is approximately 6% of wastewater treatment operational costs.

The larger of the two wastewater treatment plants operated by Dallas Water Utilities is the Central Wastewater Treatment Plant, which incorporates facilities built in phases in previous years at the same location. The Central Wastewater Treatment Plant has a permitted treatment capacity of 150 MGD. The Southside Wastewater Treatment Plant has a permitted treatment capacity of 110 MGD, resulting in total wastewater system permitted treatment capacity of 260 MGD on an average daily basis.

In January 2007, the City entered into a voluntary Sanitary Sewer Outreach Initiative Agreement with TCEQ. This is a 10-year plan to address sanitary sewer overflows. The main initiative under this agreement is to develop and implement corrective action plans to protect public health, the environment, and City-owned sanitary sewer infrastructure.

WASTEWATER SERVICE CUSTOMERS ... Dallas Water Utilities provides wastewater collection and treatment services on a "retail" basis to customers primarily within the City and on a "wholesale" basis to eleven customer cities. Wholesale service is characterized by service billings from the City to wholesale customers, who provide their own wastewater collection facilities, under standards established by contract with the City, and their own customer service systems, including service billings to final consumers. Wastewater service charges to retail customers generally apply to volume of water consumption, but for retail residential customers, service rates are based on average water consumption during winter months, or actual water consumption if lower.

TABLE 5 – WHOLESALE WASTEWATER CUSTOMERS

Customer cities receiving “wholesale” wastewater services are principally as follows, with contractual terms of service now extending to calendar years indicated:

Addison (portion)	2044	Hutchins	2044
Cockrell Hill	2044	Mesquite (portion)	2036
Dallas County WCID No. 6 (Balch Springs)	2028	Richardson (portion)	2037
Duncanville (portion)	2044	Seagoville	2033
Highland Park	2044	University Park	2044
		Wilmer	2044

Wholesale service rates for wastewater services to customer cities are established by rate ordinance of the City Council. Charges to wholesale wastewater customers are based on metered wastewater flows, if technically feasible, or on average water consumption during winter months. All wastewater service customers must comply with the City ordinances applicable to prohibited substances, concentration limits, infiltration/inflow monitoring and control, and payment of equitable excess strength surcharges in addition to normal service rates.

Service to wholesale wastewater customers comprised approximately 8 percent of total wastewater volume and approximately 4 percent of billed revenues for wastewater service in the fiscal year ended September 30, 2014.

TABLE 6 – TREATED WASTEWATER FLOW (MILLION GALLONS)

Fiscal Year	Maximum Day Treated Effluent	Average Day Treated Effluent	Total Treated Effluent
2010	364	183	66,730
2011	238	145	52,767
2012	361	153	56,106
2013	261	144	52,446
2014	238	150	54,643

COST OF SERVICE STUDY ... A rate study was completed in 2014 pursuant to the City’s financial criteria for Dallas Water Utilities cost of service studies. Adjustments in wholesale customer service rates based on the study were approved by the City Council on September 17, 2014, to provide for expected costs of service in the fiscal year beginning October 1, 2014.

WATER AND WASTEWATER SERVICE RATES ... The City’s water and wastewater system is operated as a self-sustaining municipal enterprise under the terms of the revenue bond ordinances adopted by the City Council and the City Charter. The self-sustaining concept was first given legal effect in the City in 1882. Dallas Water Utilities does not contribute to general revenues of the City, other than payments for services rendered and for street rental fees, which are directly comparable to franchise fees paid by privately-owned utilities to the City and a payment in lieu of taxes (“PILOT”), as further discussed below. Since 1993, the City Charter has allowed payment of amounts equal to ad valorem taxes and other charges that would be due the City if the Water Utilities Department were not a city-owned public utility. No additional amounts pursuant to the 1993 Charter amendment were paid or assessed prior to September 30, 2004. The Fiscal Year 2008 Budget provided for a partial implementation of a PILOT, not to exceed \$6 million. This represents approximately 45% of the maximum allowed. In the fiscal year 2010 budget, the PILOT was fully implemented, payable in the amount of \$13.3 million. For the current fiscal year beginning October 1, 2014 with updated Dallas Water Utilities asset values and current ad valorem rates, the PILOT payable amount is \$23.0 million. The System is not supported in any way from other City revenue sources, except payments for services rendered.

The rates charged wastewater customers are based upon the cost of providing wastewater service, as required by the USEPA.

Water and wastewater rates are intended to ensure that revenues are received from each class of customers equivalent to the costs associated with service to each respective customer class. Capital improvement planning includes provision for facilities which are adequate to meet projected customer demand, rehabilitation or replacement of aging facilities and service quality meeting required standards. All service rates, charges and basic service procedures are established by the City Council.

Retail water and wastewater service rates, as set forth in the following Tables 7 and 8, are effective as of October 1, 2014. An average monthly bill of \$62.52 is paid for water and wastewater services by a City residential customer with a 5/8 inch meter, average monthly water consumption of 8,300 gallons, and 5,900 gallons winter month average for wastewater charges.

The retail rate for treated water and wastewater services consists of a monthly customer charge which applies to each customer without reference to consumption, and a usage charge which depends on the volume of water used (or wastewater discharged). Customers are billed monthly.

TABLE 7 – RETAIL CUSTOMER CHARGE (AS OF OCTOBER 1, 2014)

The monthly customer charge for retail treated water service and wastewater service are fixed amounts based upon meter size. Both water and wastewater charges are shown below to present the total customer charge for combined water and wastewater service.

	Monthly Retail Customer Charge		
	Water	Wastewater	Combined
5/8 Inch Meter	\$ 4.85	\$ 4.45	\$ 9.30
3/4 Inch Meter	6.70	6.00	12.70
1 Inch Meter	9.74	8.75	18.49
1 1/2 Inch Meter	18.13	16.60	34.73
2 Inch Meter	29.50	26.15	55.65
3 Inch Meter	69.09	63.79	132.88
4 Inch Meter	114.79	103.90	218.69
6 Inch Meter	227.94	206.50	434.44
8 Inch Meter	378.85	340.15	719.00
10 Inch Meter or larger	582.59	525.50	1,108.09

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

TABLE 8 – RETAIL USAGE CHARGE (AS OF OCTOBER 1, 2014)

	Monthly Retail Rate Per 1,000 Gallons	
	Water	Wastewater
<u>Residential</u>		
Up to 4,000 Gallons	\$ 1.80	\$ 4.95 ⁽¹⁾
4,001 to 10,000 Gallons	3.91	4.95 ⁽¹⁾
10,001 to 15,000 Gallons	5.50	4.95 ⁽¹⁾
Above 15,000 Gallons	7.63	4.95 ⁽¹⁾
<u>General Service</u>		
Up to 10,000 Gallons	\$ 3.05	\$ 3.70
Above 10,000 Gallons	3.45	3.70
Above 10,000 and usage 1.4x annual monthly average	5.00	3.70
Wastewater metered separately		3.50
<u>Optional General Service</u>		
1st Million Gallons or Less	\$ 2,025.00 ⁽²⁾	\$ 3.38
Above 1 Million Gallons (Per 1,000 Gallons)	2.75	3.38
Wastewater metered separately		3.50

(1) Wastewater rates for residential accounts are applied to average water consumption billed in December, January, February, and March, up to 40,000 gallons per month, or actual water consumption if lower.

(2) Fixed amount, not a volume rate.

The retail usage charge applies in addition to the customer charge shown in Table 7. The usage charge is generally stated as a rate per 1,000 gallons. Both the retail water usage charge and the retail wastewater usage charge are applied to volume of water used, except for that wastewater which is metered separately. Wastewater meters are purchased by general service customers (typically large business customers) when separate wastewater metering is advantageous to them. Retail usage charges are established for three customer classes as set forth above. For residential wastewater customers, the retail usage charge is based upon average water consumption during winter months, or actual water usage for each month if lower. Each of the rates for usage charges and for customer charges is subject to 5% additional charge if not paid when due.

In addition to the above rates, a surcharge is applied when a general service customer is found to be discharging waste of excessive strength, based upon concentration (determined by sampling) of biochemical oxygen demand and/or total suspended solids above a level of 250 milligrams per liter.

The customer deposit ordinance provides that deposits from new customers are not required upon evidence of satisfactory credit histories. The customer deposit ordinance also provides for the refund of previous deposits to existing customers, if appropriate, upon review of their credit histories.

In recent years, approval of rate adjustments, as needed, by the City Council has been received in September, at the same time approval is granted for the operating and capital budgets for the following fiscal year beginning the next succeeding October 1. The fiscal year 2015 City budget was approved on September 17, 2014. The City Council approved a 3.5% retail rate increase. The adequacy of rates for both water and wastewater services will continue to be reviewed annually and recommendations will be made for adjustments as needed.

Wholesale service rates are established by rate ordinance of the City Council, within the terms of applicable contracts and agreements. The City's policy for review of wholesale rates includes an annual cost of service study, in which wholesale customers participate through a committee of their representatives. A comprehensive annual cost of services methodology review was completed in 2014. The present rates for wholesale water and wastewater service, described in Table 9, are based on an annual cost of service study completed in 2014. Rates to all wholesale treated water customers are adjusted annually in accordance with the terms of a rate agreement originally reached in August 1979 and revised in May 2010 between the City and customer cities (see "Water Service Customers").

TABLE 9 – WHOLESALE CUSTOMER CHARGES (AS OF OCTOBER 1, 2014)

Wholesale rates are as follows, for each type of wholesale service:

Treated Water Service:

Customers with rate-of-flow controllers: \$0.3382 per thousand gallons of water used, plus \$223,308 annually per million gallons of daily capacity reserved.

Customers without rate-of-flow controllers (or if a flat rate is provided by contract): \$1.7339 per thousand gallons of water used.

Untreated Water Service:

Customers inside or outside the City: \$0.5613 per thousand gallons of water used (\$0.2451 for interruptible service).

Wastewater Service:

\$2.3031 per thousand gallons of wastewater discharged. A surcharge is applied for wastewater of excessive strength.

CAPITAL IMPROVEMENT PROGRAM ... The need for and specific nature of capital improvements are dependent upon the characteristics and growth of future customer demand, and upon standards of service quality established primarily by State and federal authorities.

Capital improvements to the System have been financed principally through the issuance of “Commercial Paper Notes” and “Revenue Bonds”, through application to construction of customer revenues not required for operating expenses and debt service, and through receipt of contributions in aid of construction from customers, developers, and from State and federal grants. A major portion of the capital improvements has been financed on an interim basis through the issuance of commercial paper notes. (See “DEBT INFORMATION–Commercial Paper Notes Payable”). Capital improvements do not include the Integrated Pipeline Project, the costs of which are treated as an operating expense.

New water facilities are so designed that as additional water sources become available, water purification and distribution through the new facilities can be accomplished with a minimum of additional future construction. New wastewater system facilities are also designed to meet additional service requirements at minimal cost.

During the three fiscal year period commencing October 1, 2014 and ending September 30, 2017, the City anticipates it will commence water utilities capital improvements totaling approximately \$959,341,000, including improvements to the water system of approximately \$713,583,000 and improvements to the wastewater system of approximately \$348,644,000. Current budgeted projections for this three fiscal year period indicate \$915,920,000 will be funded from borrowing and \$146,307,000 will come from current revenues. The projected water utilities capital improvements would require the City Council to implement annual rate increases, with an outlook toward estimated annual increases of 3 to 6 percent. Estimated rate increases are based upon the costs of the capital improvement program and projected increases in operating expenses, which include the costs associated with the Integrated Pipeline Project (see “THE WATER AND WASTEWATER SYSTEM — Water Supply — Lake Palestine”). No assurances can be given that such rate increases will be implemented or that the projected capital improvements will commence in the manner described above.

Further information regarding the System, including the financial statements for the Water Utility Fund, can be obtained from the filings the City has made, with respect to the Prior Encumbered Bonds pursuant to Rule 15c2-12 promulgated by the U.S. Securities and Exchange Commission, with the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access (EMMA) system at <http://emma.msrb.org>. The City has not agreed to undertake such filings under the Note Ordinance with respect to the Notes and has not agreed to undertake a more frequent updating of such information than its annual filing obligations under the ordinances authorizing the Prior Encumbered Bonds adopted after July 3, 1995, except with respect to making specified “events” filings promptly after the occurrence of certain events required pursuant to an undertaking adopted pursuant to Rule 15c2-12.

DEBT INFORMATION

TABLE 10 - WATERWORKS AND SEWER SYSTEM REVENUE BOND REQUIREMENTS (1)(2)

FYE 9/30	Outstanding Prior Encumbered Bonds			Refunded Debt Service	The Bonds ⁽³⁾			Total Debt Service			% of Principal Retired
	Principal	Interest	Total		Principal	Interest	Total	Principal	Interest	Total	
2015	\$ 94,545,000	\$ 84,133,976	\$ 178,678,976	\$ (461,439)	\$ -	\$ -	\$ -	\$ 94,545,000	\$ 83,672,537	\$ 178,217,537	
2016	93,825,000	80,399,153	174,224,153	(27,686,319)	2,570,000	30,965,942	33,535,942	96,395,000	83,678,776	180,073,776	
2017	95,365,000	76,534,931	171,899,931	(33,147,744)	2,860,000	30,321,501	33,181,501	92,645,000	79,288,688	171,933,688	
2018	89,370,000	72,818,639	162,188,639	(33,185,872)	3,005,000	30,174,876	33,179,876	86,510,000	75,672,642	162,182,642	
2019	94,540,000	68,853,085	163,393,085	(67,825,700)	45,910,000	29,710,813	75,620,813	98,775,000	72,413,198	171,188,198	22.4%
2020	98,860,000	64,567,912	163,427,912	(71,696,275)	54,735,000	28,755,575	83,490,575	105,925,000	69,297,212	175,222,212	
2021	98,155,000	60,261,524	158,416,524	(68,259,913)	52,475,000	27,580,333	80,055,333	104,260,000	65,951,945	170,211,945	
2022	96,725,000	55,976,950	152,701,950	(64,343,375)	49,800,000	26,339,922	76,139,922	102,005,000	62,493,497	164,498,497	
2023	91,385,000	51,785,732	143,170,732	(63,088,869)	49,855,000	25,027,815	74,882,815	95,950,000	59,014,677	154,964,677	
2024	80,855,000	47,836,913	128,691,913	(52,665,800)	40,695,000	23,762,155	64,457,155	84,810,000	55,673,268	140,483,268	45.9%
2025	72,000,000	44,439,805	116,439,805	(45,680,825)	35,080,000	22,394,941	57,474,941	75,740,000	52,493,921	128,233,921	
2026	60,680,000	41,640,917	102,320,917	(36,045,622)	26,900,000	20,940,250	47,840,250	64,625,000	49,490,545	114,115,545	
2027	63,290,000	39,005,408	102,295,408	(36,037,819)	28,275,000	19,560,875	47,835,875	67,530,000	46,563,465	114,093,465	
2028	66,060,000	36,222,337	102,282,337	(36,028,544)	29,715,000	18,111,125	47,826,125	70,600,000	43,479,918	114,079,918	
2029	69,088,000	33,193,810	102,281,810	(36,014,694)	31,225,000	16,587,625	47,812,625	73,948,000	40,131,741	114,079,741	62.8%
2030	63,905,000	30,050,841	93,955,841	(36,005,206)	32,810,000	14,986,750	47,796,750	69,110,000	36,637,385	105,747,385	
2031	52,015,000	27,311,441	79,326,441	(20,010,753)	18,090,000	13,714,250	31,804,250	57,555,000	33,564,938	91,119,938	
2032	54,480,000	24,851,655	79,331,655	(16,840,081)	15,765,000	12,867,875	28,632,875	60,320,000	30,804,449	91,124,449	
2033	57,630,000	22,235,034	79,865,034	(28,952,894)	29,000,000	11,748,750	40,748,750	63,790,000	27,870,891	91,660,891	77.9%
2034	60,465,000	19,395,381	79,860,381	(34,510,413)	36,190,000	10,119,000	46,309,000	66,975,000	24,683,969	91,658,969	
2035	63,515,000	16,351,303	79,866,303	(33,829,475)	37,340,000	8,280,750	45,620,750	70,395,000	21,262,578	91,657,578	
2036	66,710,000	13,153,653	79,863,653	(33,830,825)	39,260,000	6,365,750	45,625,750	73,990,000	17,668,578	91,658,578	
2037	54,895,000	10,174,144	65,069,144	(12,676,988)	19,575,000	4,894,875	24,469,875	62,575,000	14,287,031	76,862,031	
2038	45,380,000	7,701,288	53,081,288	(10,065,500)	17,900,000	3,958,000	21,858,000	53,460,000	11,413,788	64,873,788	92.5%
2039	37,375,000	5,638,647	43,013,647	-	8,590,000	3,295,750	11,885,750	45,965,000	8,934,397	54,899,397	
2040	39,285,000	3,728,700	43,013,700	-	9,030,000	2,852,250	11,882,250	48,315,000	6,583,950	54,898,950	
2041	26,610,000	2,088,216	28,698,216	-	9,495,000	2,392,125	11,887,125	36,105,000	4,480,341	40,585,341	
2042	18,580,000	962,000	19,542,000	-	9,980,000	1,905,250	11,885,250	28,560,000	2,867,250	31,427,250	
2043	9,950,000	248,750	10,198,750	-	10,490,000	1,393,500	11,883,500	20,440,000	1,642,250	22,082,250	
2044	-	-	-	-	11,030,000	855,500	11,885,500	11,030,000	855,500	11,885,500	99.4%
2045	-	-	-	-	11,595,000	289,875	11,884,875	11,595,000	289,875	11,884,875	100.0%
	<u>\$ 1,915,538,000</u>	<u>\$ 1,041,562,146</u>	<u>\$ 2,957,100,146</u>	<u>\$ (898,890,942)</u>	<u>\$ 769,240,000</u>	<u>\$ 450,156,996</u>	<u>\$ 1,219,396,996</u>	<u>\$ 2,094,443,000</u>	<u>\$ 1,183,163,200</u>	<u>\$ 3,277,606,200</u>	

(1) Numbers may not sum due to rounding.

(2) Preliminary, subject to change.

(3) Interest on the Bonds calculated at the rate of 3.140% for illustrative purposes.

OUTSTANDING REVENUE BONDS ...The Prior Encumbered Bonds are payable from a first lien on and pledge of the Pledged Revenues. The Bonds and any Parity Obligations issued or incurred in the future will be payable from a lien on and pledge of the Pledged Revenues subordinate only to the first lien on and pledge of the Pledged Revenues securing the Prior Encumbered Bonds. Once the Prior Encumbered Bonds by their terms are no longer outstanding, the Bonds and any Parity Obligations issued or incurred in the future, and any interest payable thereon, are and shall secured by and payable from a first lien on and pledge of the Pledged Revenues. The City has covenanted in the ordinances authorizing the Prior Encumbered Bonds that it will fix and collect rates for the use of System facilities in an amount at least equal to 1.25 times the average annual principal and interest requirements on outstanding Prior Encumbered Bonds during the fiscal year in which such requirements are scheduled to be the greatest. In the Ordinance, and in any future ordinance adopted by the City authorizing the issuance or incurrence of Parity Obligations, the City covenants and will covenant that it will fix and collect rates for the use of System facilities in an amount at least equal to 1.25 times the Annual Debt Service Requirements on outstanding Parity Obligations (including the Bonds) during the fiscal year in which such requirements are scheduled to be the greatest. The "Summary of Net Revenues for Revenue Bond Coverage – Cash Basis" (Table 15 herein) presents Net Revenues for coverage using cash receipts and operating cash disbursements. In determining coverage, Net Revenues do not include non-operating disbursements, e.g., additions to the utility plant.

TABLE 11 – HISTORICAL COVERAGE RATIOS ⁽¹⁾

The table below presents coverage ratios for ten previous years. The figures shown are revenue bond coverage of average annual principal and interest requirements and of maximum annual principal and interest requirements, for all Revenue Bonds outstanding at September 30 of each year. Net Revenues used to compute the coverage levels for each year presented below are for the fiscal year ended September 30.

<u>Year</u>	<u>Average</u>	<u>Maximum</u>	<u>Year</u>	<u>Average</u>	<u>Maximum</u>
2013	2.71x	1.64x	2008	2.97x	1.52x
2012	2.73x	1.73x	2007	2.74x	1.40x
2011	2.86x	1.58x	2006	3.08x	1.56x
2010	2.54x	1.40x	2005	2.35x	1.38x
2009	2.76x	1.43x	2004	2.26x	1.26x

⁽¹⁾ Table 14 herein entitled "projected Coverage and Fund Balances" indicates projected coverage levels after the present issuance of Bonds, using Net Revenues of the fiscal year ended September 30, 2013.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

TABLE 12 – OPERATIONS AND MAINTENANCE FOR WATER SUPPLY AND WASTEWATER TREATMENT (AMOUNTS IN THOUSANDS)

The City has obtained most of its water supply through contractual agreements with surface reservoir operating entities. Also, a small portion of the City's wastewater is treated by the TRA. The following table summarizes the monetary effect, as of September 30, 2014, of major agreements for raw water supply and wastewater treatment:

<u>Raw Water Supply</u>	<u>Contract With</u>	<u>Operation and Maintenance Expenses 2014⁽¹⁾</u>
Lake Ray Roberts	United States	\$ 378
Lake Fork	Sabine River Authority	3,332
Lake Palestine	Upper Neches River Municipal Water Authority	522
Lake Tawakoni	Sabine River Authority	3,143
Lakes Lewisville and Grapevine	United States	624
<u>Wastewater Treatment</u>		
Wastewater Treatment	Trinity River Authority	4,744
Wastewater Treatment	City of Garland	668
		<u>\$ 13,411</u>

⁽¹⁾ Unaudited.

OTHER CONTRACTS ... For each agreement listed in Table 12 above, operation and maintenance expenses continue after final payment of capital obligations. Each agreement provides in effect that the City may enjoy its benefits for the useful lives of relevant facilities. The Lake Fork agreement is subject to renegotiation prior to the year 2014. Previously existing capital obligations for water supply in Lakes Ray Roberts, Fork, Palestine, Tawakoni, Lewisville, and Grapevine have been fully paid.

All payments of operation and maintenance expenses under the water supply and wastewater treatment contracts listed in Table 12 above are considered as such in computation of revenue bond coverage. Applicable statutory laws and contracts determine the coverage effect of the expenditure requirements of certain contracts. As a result, principal and interest payments to TRA, and to the Sabine River Authority under the Lake Fork contract, are treated as “operating expenses”. The City is authorized under State law to execute additional water supply and wastewater treatment contracts with public entities which may provide for payments thereunder as operation and maintenance expenses of the System for revenue bond coverage purposes.

DEBT SERVICE AND RESERVE FUNDS ... In accordance with the City Charter, all receipts and revenues of the City's Water Utilities Department are devoted only to purposes relating to the System and its indebtedness and to payment of amounts equal to ad valorem taxes and other charges that would be due the City if the Water Utilities Department were not a city-owned public utility. The City's revenue bond ordinances for the System provide that all System revenues are pledged, in order of priority, to: (1) necessary expenses of operation and maintenance; (2) current payments of principal and interest on Prior Encumbered Bonds; (3) accumulation of a debt service reserve fund for the Prior Encumbered Bonds; (4) current payments of principal and interest on Parity Obligations (including the Bonds); (5) accumulation of a debt service reserve fund for Parity Obligations (including the Bonds); and (6) any other lawful purpose not inconsistent with the City Charter. Depreciation and any PILOT payments and other similar payments are not considered expenses of operation and maintenance of the System.

The reserve fund for the Prior Encumbered Bonds is fully funded. For each series of Parity Obligations (including the Bonds), equal amounts shall be set aside monthly for the next payment of interest on and principal of the Parity Obligations. In addition to funds required and restricted for current debt service, the ordinances authorizing the issuance of Parity Obligations (including the Bonds) require a monthly deposit of an amount equal to 1/36 of the difference between Required Reserve Amount prior to the issuance a series of Parity Obligations and the Required Reserve Amount after the series of Parity Obligations is issued. Amounts so deposited are required to be held in the Reserve Fund and available to pay debt service on Parity Obligations; surplus amounts above the

Required Reserve Amount shall be transferred to the Revenue Fund by the City. Such deposits shall continue until the Required Reserve Amount is fully funded. In addition, if so determined by the City, proceeds from the sale of Parity Obligations or other Reserve Fund Obligations also may be used to satisfy funding requirements for the Reserve Fund. The Reserve Fund also is available for current debt service on Parity Obligations if the Debt Service Fund is insufficient for this purpose.

COMMERCIAL PAPER NOTES PAYABLE ... Since 1987, the City has utilized commercial paper as a means to finance, on an interim basis, capital improvements to the System. Currently, the City utilizes two series of commercial paper notes for improvements to the System. The City utilizes a tax-exempt commercial paper program, Series D, for improvements to the System, limited at any one time and from time to time to \$300,000,000 in principal amount of commercial paper outstanding. Under the terms of the Note Ordinance, the authority to issue Series D commercial paper notes expires September 30, 2035. The City utilizes a tax-exempt commercial paper program, Series E, for improvements to the System, limited at any one time and from time to time to \$300,000,000 in the principal amount of commercial paper outstanding. Under the terms of the ordinance establishing the Series E commercial paper program, the authority to issue Series E commercial paper notes expires September 30, 2034.

The City has two different liquidity agreements with three banks. The Series D program is supported by two revolving credit agreements, the Sub-Series D-1 Credit Agreement with State Street Bank and Trust Company, and the Sub-Series D-2 Credit Agreement with Bank of America, N.A., (the "Credit Agreements") replacing an existing combined liquidity agreement with State Street Bank and the California State Teachers' Retirement System. The Sub-Series D-1 Credit Agreement supporting Sub-Series D-1 of the Notes, which extends to January 8, 2018, is in an aggregate amount not exceeding \$241,643,836 (of which amount \$16,643,836 is intended to cover interest for 270 days at 10%). The Sub-Series D-2 Credit Agreement supporting Sub-Series D-2 of the Notes, which extends to January 8, 2018, is in an aggregate amount not exceeding \$80,547,946 (of which amount \$5,547,946 is intended to cover interest for 270 days at 10%). The Series E commercial paper program is supported by a liquidity facility delivered by JPMorgan Chase Bank, National Association ("JPMC"). The liquidity agreement supporting the Series E commercial paper program (the "JPMC Agreement"), which extends to September 30, 2017, is in an aggregate amount not exceeding \$322,191,780.82 (of which amount \$22,191,780.82 is intended to cover interest for 270 days at 10%).

The obligation of the City under the Sub-Series D-1 Credit Agreement, the Sub-Series D-2 Credit Agreement and the JPMC Agreement (collectively, the "Liquidity Agreements") to repay advances made by a provider is subordinate to the obligation to pay debt service on the Prior Encumbered Bonds and the Parity Obligations (including the Bonds). Any advances under the Liquidity Agreements would be secured by a lien on Pledged Revenues subordinate to the lien securing the Notes.

On February 6, 2015, Commercial Paper Notes in the aggregate principal amount of \$186,565,000 were outstanding, maturing on various dates through March 31, 2015, having interest rates ranging from 0.05% to 0.06%.

FUTURE BOND ISSUANCE

The City currently does not intend to issue additional System revenue bonds within the next 12 months.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

FINANCIAL INFORMATION

TABLE 13 – SUMMARY OF OPERATIONS (AMOUNTS IN THOUSANDS)

	Fiscal Year Ended September 30,				
<u>Operating Revenues</u> ⁽¹⁾	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Water	\$ 330,006	\$ 319,129	\$ 321,997	\$ 278,419	\$ 271,399
Wastewater	221,492	208,245	202,284	189,108	196,530
	<u>\$ 551,498</u>	<u>\$ 527,374</u>	<u>\$ 524,281</u>	<u>\$ 467,527</u>	<u>\$ 467,929</u>
 <u>Operating Expenses</u>					
Operation and Maintenance	\$ 259,556	\$ 256,095	\$ 251,295	\$ 258,506	\$ 264,908
Depreciation and Amortization	105,528	99,619	95,160	99,283	92,106
	<u>\$ 365,084</u>	<u>\$ 355,714</u>	<u>\$ 346,455</u>	<u>\$ 357,789</u>	<u>\$ 357,014</u>
 Operating Income	\$ 186,414	\$ 171,660	\$ 177,826	\$ 109,738	\$ 110,915
Net Interest Expense ⁽²⁾	(70,037)	(70,841)	(71,032)	(65,284)	(52,725)
Capital Contribution Received	11,411	5,510	8,040	10,345	14,825
Net Transfers	(19,008)	(17,210)	(14,637)	(12,038)	(4,589)
Gain/(Loss) From Property Disposal	(610)	(249)	75	(93)	93
Change in Net Position	<u>\$ 108,170</u>	<u>\$ 88,870</u>	<u>\$ 100,272</u>	<u>\$ 42,668</u>	<u>\$ 68,519</u>
 Water Customer Accounts	292,000	287,000	292,000	293,000	291,000
Wastewater Customer Accounts	276,000	272,000	274,000	275,000	276,000
Water Connections	329,000	328,000	330,000	331,000	330,000

⁽¹⁾ In 1981, the City Council adopted a financial criterion for Dallas Water Utilities cost of service studies, which requires an annual review of customer service rates and the recommendation of rate adjustment when appropriate. Operating Revenues shown above reflect rate adjustments effective October 1 at the beginning of each fiscal year.

⁽²⁾ Interest earnings and capitalized interest are included above as a reduction of Net Interest Expense.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

TABLE 14 – PROJECTED COVERAGE AND FUND BALANCES ⁽¹⁾

Average Annual Principal and Interest Requirements, Fiscal Years 2014-2043	\$ 107,961,340
Coverage of Average Requirements by Fiscal Year Ended 9-30-13 Net Revenues	2.71 x
Maximum Principal and Interest Requirements, Fiscal Year 2015	\$ 178,678,976
Coverage of Maximum Requirements by Fiscal Year Ended 9-30-13 Net Revenues	1.64 x
Waterworks and Sewer System Revenue Bonds to be Outstanding (as of 09/30/2014)	\$ 1,915,538,000
Interest and Sinking fund (as of 9-30-13)	\$ 131,479,269
Reserve Fund (as of 9-30-13)	\$ 95,902,279

⁽¹⁾ Preliminary unaudited information provided by City staff with information available at time of presentation.

TABLE 15 – SUMMARY OF NET REVENUES FOR REVENUE BOND COVERAGE - CASH BASIS (AMOUNTS IN THOUSANDS) ⁽¹⁾

	Fiscal Year Ended September 30,				
	2013	2012	2011	2010	2009
Gross Revenues					
Customer Charges	\$ 551,498	\$ 527,374	\$ 503,463	\$ 474,241	\$ 475,248
Interest Received	1,127	2,509	4,577	4,271	15,481
	<u>\$ 552,625</u>	<u>\$ 529,883</u>	<u>\$ 508,040</u>	<u>\$ 478,512</u>	<u>\$ 490,729</u>
Operating Expenditures					
Personnel Services	\$ 86,839	\$ 74,589	\$ 74,285	\$ 77,542	\$ 75,027
Supplies and Materials	82,874	81,046	82,069	78,121	81,240
Contractual and Other Services ⁽²⁾	89,843	100,460	72,490	84,454	89,579
	<u>\$ 259,556</u>	<u>\$ 256,095</u>	<u>\$ 228,844</u>	<u>\$ 240,117</u>	<u>\$ 245,846</u>
Net Revenues Available for Debt Service	<u>\$ 293,069</u>	<u>\$ 273,788</u>	<u>\$ 279,196</u>	<u>\$ 238,395</u>	<u>\$ 244,883</u>

⁽¹⁾ The figures shown in this table are presented on a cash basis and were developed in accordance with the provisions contained in the City's Waterworks and Sewer System Revenue Bond Ordinances. Gross Revenues include cash receipts derived from operation and ownership of the System. Operating Expenditures are operating cash disbursements and payments required by certain reservoir and other contracts, included for this purpose under provisions of state law. Operating Expenditures exclude payments for capital purposes and for related debt, and will exclude any future payments to the City in lieu of ad valorem taxes, if made, as permitted by a May 1993 amendment to the City Charter (see "THE WATER AND WASTEWATER SYSTEM - Background" and "THE WATER AND WASTEWATER SYSTEM - Water and Wastewater Services Rates").

⁽²⁾ Cash payments for contractual services includes payments for the Water Transmission Facilities Financing Agreement in the amount of \$7,903. Under Texas Government Code, Section 1502.056(c), "a contract between a municipality and an issuer, as defined by Section 1201.002, under which the municipality obtains from the issuer or the issuer provides part or all of the facilities or services of a utility system to the municipality may provide that payments made by the municipality from the revenue of the utility system are an operating expense of the municipality's utility system."

UTILITY PROPERTY AND SYSTEM EQUITY ... The City's water system consists generally of water supply resources, including water reservoirs and water rights, major water transmission and conveyance facilities, water treatment plants and treated water distribution facilities, and related miscellaneous assets designed to serve the City and other wholesale and retail customers located in the North Texas area. The City's wastewater system consists generally of residential, commercial and industrial wastewater collection systems and wastewater treatment and disposal facilities for the City and other wholesale and retail customers located in the North Texas area.

At September 30, 2014, property, plant and equipment of Dallas Water Utilities, stated at cost, less accumulated depreciation and amortization, together with the cost of construction in progress, was \$4,210,570. At said date, the total net assets of the System was \$2,393,000,000 and consisted of amounts invested in capital assets, net of related debt, amounts restricted for bond requirements and unrestricted amounts. The ratio between debt and equity (net asset) is subject to change based upon numerous factors, including, but not limited to, changes in capital improvement program implementation and whether debt or internal funds are used to pay for capital improvements.

TABLE 16 – NET POSITION AND LONG TERM DEBT (AMOUNTS IN THOUSANDS)

Net Position - System Equity ⁽¹⁾	Fiscal Year Ended September 30,				
	2013	2012	2011 ⁽³⁾	2010	2009
Capital assets, net of related debt	\$2,011,972	\$1,962,446	\$1,899,076	\$1,880,460	\$1,827,258
Restricted	186,126	187,998	172,515	161,855	176,860
Unrestricted	194,902	134,386	124,369	64,450	59,979
Total Equity	<u>\$2,393,000</u>	<u>\$2,284,830</u>	<u>\$2,195,960</u>	<u>\$2,106,765</u>	<u>\$2,064,097</u>
Long-Term Debt Less Current Maturities					
Revenue Bonds Payable ⁽²⁾	\$2,016,107	\$1,951,883	\$1,857,406	\$1,796,494	\$1,638,060
Pension Obligation Bonds ⁽²⁾	76,602	79,564	81,622	84,297	86,762
Total Long-Term Debt Less Current Maturities:	<u>\$2,092,709</u>	<u>\$2,031,447</u>	<u>\$1,939,028</u>	<u>\$1,880,791</u>	<u>\$1,724,822</u>
Total	<u>\$4,485,709</u>	<u>\$4,316,277</u>	<u>\$4,134,988</u>	<u>\$3,987,556</u>	<u>\$3,788,919</u>
Percentage Equity	53.3%	52.9%	53.1%	52.8%	54.5%

(1) In accordance with GASB Statement 34. System Equity is now termed Net Position.

(2) Due to the implementation of GASB 63 and 65, deferred loss is no longer reported as a component of long term debt.

(3) Restated as a result of the implementation of GASB Statement 63.

FINANCIAL POLICIES

The original Financial Management Performance Criteria ("FMPC") were adopted by the City Council in March 1978 as standards to guide managerial decisions in operating and capital budgeting, as well as to promote efficient administration of the City's financial policies. In 1981, the City Council adopted a financial criterion for Dallas Water Utilities Cost of Service studies, which requires an annual review of Customer Service rates and the recommendation of rate adjustment when appropriate. Operating Revenues shown above reflect adjustments effective October 1 at the beginning of each fiscal year. The City Council last amended the FMPC in October 2014. The FMPC guide many of the City's financial decisions and enable the City to achieve a long-term positive financial condition. The FMPC are evaluated for compliance each year during the budget preparation/approval process, at fiscal year end and prior to each debt issuance.

Financial criteria applying specifically to Dallas Water Utilities were updated by the City Council in September 28, 2011, to ensure prudent financial administration consistent with current circumstances and appropriate financial procedures.

Provisions of Dallas Water Utilities Financial Criteria include (1) adequacy of current revenues, (2) use of debt only for capital improvements with long expected useful lives, (3) maintenance of system equity and revenue bond coverage, (4) application of revenues for construction purposes, (5) annual cost of service reviews and recommendation of rate adjustments, and (6) use of water and wastewater funds solely for water and wastewater purposes.

The criteria are grouped into the following areas:

OPERATING PROGRAMS ...These criteria pertain to revenues and expenditures, ad valorem tax levy, retirement systems and adequacy of reserves. As an example, certain criteria in this section require the City to maintain the Contingency and Emergency Reserves plus the undesignated, unreserved fund balance at a specified minimum level in relation to operating expenditures and to review the adequacy of other General Fund Reserve accounts at specified intervals.

CAPITAL AND DEBT MANAGEMENT ... These criteria pertain to the City's general obligation bonds, debt levels and the use of certificates of obligation and tax increment financing zone/public improvement district financing. The City policy is to not use bond proceeds, grants or other non-recurring revenues for current expenses.

ACCOUNTING, AUDITING AND FINANCIAL PLANNING ...These criteria pertain to audit and accounting standards and requirements for financial planning.

CASH MANAGEMENT...These criteria pertain to the disbursement, collection and deposit of all funds, investment of idle cash and banking services.

GRANTS AND TRUSTS ...These criteria pertain to grant and trust administration.

WATER UTILITIES ... These criteria pertain to Dallas Water Utilities system rates, revenues, reserves, and debt financing.

BASIS OF ACCOUNTING ... The City policy is to adhere to the accounting principles set out by the Governmental Accounting Standards Board, as amended.

DEBT SERVICE FUND BALANCES ... The City maintains the Interest and Sinking Fund and the Reserve Fund supporting the Prior Encumbered Bonds in accordance with ordinance authorizing the issuances of the Prior Encumbered Bonds. The City will maintain the Debt Service Fund and the Reserve Fund supporting the Parity Obligations (including the Bonds) in accordance with the ordinances authorizing the issuance of Parity Obligations.

USE OF DEBT PROCEEDS AND GRANTS ... The City policy is to use debt proceeds and grants for capital expenditures only, not for operations.

BUDGETARY PROCEDURES ... The City policy is to begin the budgetary procedure at the department level in January of each year. The budget proceeds through department levels until it reaches the City Manager level where it is refined and presented to Council in mid-August. The Council considers, amends and refines the budget until its final adoption prior to the end of September. The City adopted its 2014-2015 fiscal year budget by ordinance on September 17, 2014. The ordinance provides for budgetary control at the department level. Budgetary compliance is maintained in the automated accounting system and enforced at the department level by reserving appropriations by encumbering purchase orders and contracts.

PENSION PLANS ... Eligible City employees participate in the Employees' Retirement Fund of the City of Dallas, the Dallas Police and Fire Pension System, and the Police and Fire Supplemental Pension Fund. Descriptions of each fund with selected financial data are set forth below.

In accordance with the Texas Constitution and related statutes, each of the City's pension plans is administered by a board of trustees that are selected in accordance with the terms of the relevant plan document. These separate boards are responsible for administering each plan; hiring a plan administrator; selecting legal counsel; selecting the plan's actuary; and approving sound actuarial assumptions for each plan. The contributions made to each plan by the City and the employees who participate in each plan are determined by the terms of the plan document and relevant City ordinance. The amount of the contributions described in the plan documents are either fixed; determined by a fixed formula described in the plan that is based on annual calculations made by the plan's actuary; or based on an actuarial calculation with specified assumptions and approved by the relevant board. Additionally, each board also administers a qualified governmental excess benefit arrangement associated with each plan. The City is making all of the contributions as required by the plan documents, as requested by each plan administrator on behalf of each board of trustees. The financial information below is based entirely on information provided to the City by each plan administrator on behalf of each plan's board of trustees.

At the date of this Official Statement, the City has received audited Comprehensive Annual Financial Reports from the Dallas Police and Fire Pension System, the Supplemental Police and Fire Pension Plan of the City of Dallas, and the Employees' Retirement Fund of the City of Dallas for the period ended December 31, 2013. Additionally, the City has received unaudited calculations performed by the actuaries for each plan "as of" and for the period ended December 31, 2013.

Employees' Retirement Fund of the City of Dallas ... All eligible employees of the City, excluding fire fighters and police officers, participate in the Employees' Retirement Fund of the City of Dallas ("ERF") as a condition of employment. Benefits are based on credited service and average monthly earnings and include normal retirement pension at age 60, early retirement pension at age 55 if employed before May 9, 1972 or at least age 50, where age and years of service total 78, service retirement pension at any age after 30 years of credited service and disability retirement pension as determined by the Board of Trustees of the ERF (the "Board").

Survivor benefits are available before and after retirement. If a member's employment is terminated after five years of service, the member may elect to receive pension benefits, when eligible, equal to the amount accrued to date of termination.

Contribution rates for employees and the City are subject to annual adjustments based on actuarial determinations and fixed formulas. Employees pay 37% and the City pays 63% of the total cost of the ERF, including the debt service on the City's outstanding pension obligation bonds. This funding approach was added to the ERF plan terms in preparation for the issuance of pension obligation bonds in 2005 to support the City's long-term funding of the plan during future business cycles. On January 19, 2005 the City issued \$399,347,609 par value Taxable General Obligation Pension Bonds, Series 2005. Proceeds totaling \$533,397,000 were contributed to the ERF to partially fund an unfunded actuarial accrued liability of approximately \$646 million, which had been identified in the annual actuarial report of 2003. ERF invested the contributed proceeds consistent with its investment policy.

For the plan fiscal years ended December 31, 2012 and 2013, the unfunded actuarial accrued liability ("UAAL") was reported as \$672,232,000 and \$536,561,000, respectively, and the annual actuarially required contributions rate the City would need to pay to fund the UAAL over 30 years for the respective periods were 40.47% and 37.74% of payroll. As of December 31, 2013, the actuarial value of the ERF assets was \$3,074,284,000 and its funded ratio was 85.1%, based on the actuarial value of the assets. The funded ratio based on the market value of assets was 92.1%

For the City's fiscal year ending September 30, 2014, each employee is contributing 13.06% and the City contributes 22.23% of pay for a total of 35.29%. For the fiscal year beginning October 1, 2014 the plan actuary has notified the City that each employee will need to contribute 13.06% and the City will need to contribute 22.23% of the pay for a total of 35.29% under the fixed formula in the plan document that is codified as Chapter 40A of the Dallas City Code. This 35.29% of payroll is less than the annual required contribution calculated by the plan's actuary based on the plan's experience for the one-year period ended on December 31, 2013, but is consistent with the City's long-term funding strategy implemented in 2005. A portion of the City's contribution is expected to pay \$32,477,655 in debt service on the pension obligation bonds during the fiscal year beginning on October 1, 2014.

Dallas Police and Fire Pension System ... The Dallas Police and Fire Pension System (the "System") includes three pension plans identified as the "Combined Pension Plan" (formerly the "Old Plan," "Plan A," and "Plan B"). Although there are multiple pension plans involved (such as "Group A," which consists of former "Old Plan" and "Plan A" members, and "Group B", which consists of former "Plan B" members), the Dallas Police and Fire Pension System is a single fund. All eligible employees of the Fire-Rescue Department and Police Department participate in one of the plans, with Group B covering more than 99% of the members. Participation in Group B (formerly "Plan B") is mandatory for those employed on or after March 1, 1973. All contributing members of the pension System were hired after that date and are now covered in Group B. Additional benefit structures were added to the Group B benefits through plan amendments in 2006, 2011 and 2014. Persons who are eligible to retire but remain in City service may choose to be covered by the Deferred Retirement Option Plan (DROP) provisions of Group B. All members of the System and DROP currently contribute 8.5% of their compensation pay, excluding overtime and special assignment pay. As described in more detail below, effective January 1, 2015, the contribution rate for current members in DROP will change to 4% of computation pay. The City contributes 27.5% of total wages and salaries.

Persons who are eligible to retire but remain in City service may choose to be covered by the Deferred Retirement Option Plan (DROP) provisions of Group B. All members of the System and DROP currently contribute 8.5% of their computation pay excluding overtime and special assignment pay. The City contributes 27.5% of total wages and salaries.

Effective October 1, 2011, current members participating in DROP began making contributions to the pension System and all members hired on or after March 1, 2011 will receive reduced pension benefits. The reduced pension benefits applicable to new hires on or after March 1, 2011 include a multiplier between 2% and 3% depending on years of service, a 20-year vesting period, an increase in the earliest age to retire to age 55, stricter criteria to receive disability benefits, and survivor benefits that are consistent with the reduced pension benefits.

Vesting of Service Requirement occurs for Group B after five years. Generally, benefits for Group B are based on average computation pay over the employee's highest 36 consecutive months of credited service and are available for vested members attaining the age of 50. Reduced benefits are available to persons with five or more years of service at age 45 and to persons with 20 or more years of service at any age. Under Group B, disability benefits and survivors benefits are payable at occurrence.

On November 13, 2014, the Board of the System certified election results approving additional plan amendments. Effective January 1, 2015, the following provisions will be revised: (1) the contributions of current members participating in DROP would be reduced from the current 8.5% of computation pay to 4% of computation pay; (2) the DROP interest rate would be set at 5% effective October 1, 2017, with a step down from the current 8% DROP interest rate by 1% each year until the rate reaches 5% as follows: 10/1/2014 – 8%; 10/1/2015 – 7%; 10/1/2016 – 6%; and 10/1/2017 – 5%, with additional triggers on which scheduled interest rates credited to DROP accounts could be adjusted each year based on the funded ratio and cumulative gain or loss in DROP accounts; (3) any current member participating in DROP would be allowed a one-time opportunity to "revoke" or "undo" his or her election to enter DROP, such rescission to be made on the earlier of the date the member leaves active service or June 30, 2015; (4) only a DROP participant's spouse who is the beneficiary of the participant's DROP account could maintain a DROP account after a

participant's death; and (5) on attaining age 70.5, all members and their surviving spouses would be required to take a distribution from DROP each year until the DROP account is paid out through distributions over a period that does not exceed 10 years..

These plan amendments also lower the vesting provisions for members hired on and after March 1, 2011 from 20 years of pension service to 10 years of pension service. The change would also provide a DROP interest rate that would be the same for all DROP participants regardless of hire date. On October 12, 2014, a lawsuit was filed against the System challenging the constitutionality of the plan amendments approved at the 2014 election. A date for a hearing on a temporary injunction to prevent the System from implementing the changes has not yet been determined.

The City's contributions to the System are determined by state statute. The contributions are dependent on the level of member contributions, but are unrelated to unfunded accrued liability amounts. The current City contribution rate is 27.5% of total wages and salary as defined in the System's plan document. The City has made all contractually required contributions and has previously taken the position that it is not legally obligated to fund any additional amounts. For the fiscal years ended on December 31, 2012 and 2013, the UAAL for the System was reported as \$1,063,181,047 and \$1,251,874,626, respectively, and the annual required contribution rates the City would need to pay to fund the UAAL over 30 years, for the respective periods, were 28.35% and 29.03% of payroll. For the valuation year beginning January 1, 2013, the System adopted an accounting change from five-year asset smoothing to ten-year asset smoothing of its investment gains and losses. The change was implemented "to reflect the System's long term nature of its funding policy." This resulted in a gain on assets in the amount of \$483,872,726. Under the five-year asset smoothing, losses from 2008 were already recognized in the actuarial value of assets. The City's independent actuarial audit noted that the System's change to ten-year asset smoothing reversed fifty percent of that recognition and increased the actuarial value of assets by 14.6%. The change also increased the System's funded ratio, based on the actuarial value of assets, from 68.16% to 78.12%, and decreased the funding by 19 years. The funded ratio based on the market value of assets was 65.6% and 75.6% based on the actuarial value of assets as of December 31, 2013. The change from five-year to ten-year asset smoothing has no impact on the amount the City has to contribute to the System each year.

In September of 1999, the Dallas Police and Fire Pension System intervened in lawsuits involving police and fire pay referendums.

Supplemental Police and Fire Pension Plan of the City of Dallas ... The Supplemental Police and Fire Pension Plan System of the City of Dallas is a defined benefit pension plan created in 1973 to supplement "Plan B" of the Dallas Police and Fire Pension System. The intent is to provide retirement benefits to those employees holding rank higher than the highest corresponding Civil Service Rank as provided in the Combined Pension Plan. Employees electing to participate in the Dallas Police and Fire Supplemental Pension Plan contribute 8.5% of the excess of their compensation for the rank held over the compensation of the Civil Service rank held as a result of competitive examinations. The City contributes the actuarially required amount each year.

The City contributed \$1,954,022 and \$1,935,588 for the periods ended December 31, 2012 and 2013, respectively. For the fiscal years ended December 31, 2012 and 2013, the unfunded actuarial accrued liability for the Supplemental Police and Fire Pension Plan was reported as \$15,702,369 and \$14,740,169, respectively. The City's contribution rate is intended to be sufficient to amortize the unfunded actuarial accrued liability over ten years, including the normal costs. However, in no event is the City's contribution to be less than the amount necessary to satisfy GASB Statement No. 27. As of January 1, 2014, the market value of the Supplemental Police and Fire Pension Fund plan assets was \$24,036,845 and the funded ratio was 62%.

RISK MANAGEMENT PROGRAM ... The City is self-insured for all third-party liability claims. Effective May 1, 2012, the City began adjusting the liability claims internally. Interfund premiums are based primarily upon the insured funds' claims experience and exposure and are reported as cost reimbursement interfund transactions.

All known City property, primarily buildings and contents, is insured through commercial insurance policies, subject to a deductible of \$1,000,000 per occurrence. The City has reported losses against its property insurance policy for two claims: 1) March 24, 2011 – Hail Damage and 2) October 2013 – Sewer Pipe Break. Prior to March 24, 2011, no losses had exceeded the insurance deductible for the past three fiscal years.

Claims adjusting services are provided by an independent administrative services contractor for all workers' compensation. The City is insured by workers' compensation losses in excess of \$1 million. Claims exceeding \$1 million are covered by an Excess Workers' Compensation insurance policy. Workers' compensation premiums are billed annually by Risk Management to the different funds based on the loss experience and number of full-time employees of respective departments. All workers' compensation losses are accumulated in a clearing fund which is being reimbursed by the premiums collected. When losses exceed premiums, the deficiencies are prorated and supplemented by the various applicable funds. Accrued workers' compensation liability consists of incurred but not received as well as unpaid reported claims. The City maintains a group health insurance plan for employees and dependents which is self-insured by the City.

OTHER POST-EMPLOYMENT BENEFITS ... In addition to pension benefits, the City provides certain other post-employment benefits for retired employees ("OPEB"). The costs of these benefits are recognized as expenditures on a modified accrual basis when the underlying claims are paid.

Commencing in the fiscal year 2006-2007, the City implemented GASB Statement No. 43 "Financial Reporting for Post-Employment Benefit Plans Other Than Pension Plans." In fiscal year 2007-2008, the City implemented GASB Statement No. 45 "Accounting And Financial Reporting By Employers For Post-Employment Benefits Other Than Pensions." GASB Statement No. 45 ("Statement") requires an actuarial report to be prepared estimating an Actuarial Accrued Liability ("AAL") which reflects the value of future benefits payments based on certain assumptions including the current level of benefits. The Statement also requires the City to amortize the AAL over a period not to exceed 30 years and record a portion of liability each year. This accumulated amortization of the AAL is reported as an OPEB obligation in the City's financial statements.

The City received the actuarial valuation report from an outside consultant regarding the City's October 1, 2010 OPEB obligations. As of September 30, 2013, the City estimates an Actuarial Accrued Liability of \$635 million. The City has elected to amortize this liability over a 30-year period as a level percentage of payroll. The OPEB obligation as of September 30, 2013 is estimated to be \$207 million.

INVESTMENT POLICY ... The City invests its investable funds in investments authorized by the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "PFIA") and other applicable Texas law and in accordance with its Investment Policy. Both State law and the City's Investment Policy are subject to change. The City Council last approved the Investment Policy on September 24, 2014.

Legal Investments ... Under Texas law, the City is authorized to invest in (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States, (4) other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities, (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than "A" or its equivalent, (6) bonds issued, assumed, or guaranteed by the State of Israel, (7) certificates of deposit and share certificates (i) issued by a depository institution that has its main office or branch office in the State of Texas, that are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for city deposits, or (ii) where (a) the funds are invested by the City through (i) a broker that has its main office or branch office in this state and is selected from a list adopted by the City; (ii) a depository institution that has a main office or branch office in this state and that is selected by the City; (b) the broker or depository institution selected by the City arranges for the deposit of funds in one or more federally insured depository institutions, wherever located; (c) the certificates of deposit are insured by the United States or an instrumentality of the United States; and (d) the City appoints the depository institution acts as a custodian for the City with respect to the certificates of deposit, and entity described by 2257.041(d) Government Code, or clearing broker-dealer registered with the Securities and Exchange Commission and operating pursuant to Securities and Exchange Commission Rule 15c3-3 (17 C.F.R., section 240.15c3-3); (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas, (9) bankers' acceptances with a stated maturity of 270 days or less from the date of its issuance, if the short-term obligations of the accepting bank or its parent are rated at least "A-1" or "P-1" or the equivalent by at least one nationally recognized credit rating agency, (10) commercial paper that is rated at least "A-1" or "P-1" or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank, (11) no-load money market mutual funds registered with and regulated by the SEC that meet the requirements of the PFIA, and are rated not less than "Aaa" or its equivalent rating by at least one nationally recognized rating service, (12) no-load mutual funds registered with the SEC that have an average weighted maturity of less than two years, invest exclusively in obligations described in the preceding clauses, and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than "Aaa" or its equivalent, and (13) public funds investment pools that have an advisory board which includes participants in the pool and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than "Aaa" or its equivalent or no lower than investment grade. Texas law also permits the City to invest bond proceeds in a guaranteed investment contract, subject to limitations as set forth in the PFIA.

A political subdivision such as the City may enter into securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than "A" or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (10) through (12) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the City, held in the City's name and deposited at the time the investment is made with the City or a third party designated by the City; (iii) a loan made under the program through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

The PFIA specifically prohibits the City from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security collateral and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index. In addition, the City is prohibited from investing any portion of bond proceeds, reserves and funds held for debt service in no-load mutual funds.

Additional Provisions ... Under Texas law, the City Council is required to designate one or more investment officers who are responsible for the investment of the City's funds, under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that include a list of authorized investments for City funds, maximum allowable stated maturity of any individual investment and the maximum average dollar-weighted maturity allowed for pooled fund groups. All City funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

Under Texas law, City investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived." At least quarterly, the investment officers of the City shall submit an investment report: (1) that describes in detail the investment position of the City, (2) that all investment officers jointly prepared and signed the report, (3) that contains a summary statement, which includes the beginning market value, the ending market value and fully accrued interest during the reporting period of each pooled fund group, (4) that states the book value and market value of each separately listed asset at the beginning and end of the reporting period, (5) that states the maturity date of each separately invested asset, (6) that states the account or fund or pooled fund group for which each individual investment was acquired, and (7) that states the compliance of the investment portfolio as it relates to: (a) adopted investment strategy statements and (b) State law. The investment officers responsible for the investment of City Funds must be designated by the City Council, and no person may invest City funds without express written authority from City Council.

Under Texas law, the City additionally must: (1) annually review its adopted policies and strategies and adopt an ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the said ordinance or resolution; (2) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose the relationship and file a statement with the Texas Ethics Commission and the City Council; (3) adopt a rule, order, ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the respective rule, order, ordinance or resolution (4) require a qualified representative of firms seeking to sell securities to the City to: (a) receive and review the City's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented in an effort to preclude unauthorized investment activities, and (c) deliver a written statement attesting to these requirements; (5) perform an annual audit of the management controls on investments and adherence to the City's investment policy; (6) provide specific investment training for the Treasurer, Chief Financial Officer and investment officers; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement; (8) restrict the investment in non-money market mutual funds to no more than 15% of the entity's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service; (9) require local government investment pools to conform to the disclosure, rating, net asset value, yield calculation, and advisory board requirements of the PFIA; and (10) at least annually review, revise and adopt a list of qualified brokers that are authorized to engage in investment transactions with the City.

Under Texas law, the City may contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the City retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the City must do so by order, ordinance, or resolution.

City Investment Policy . . . City policy requires investments in accordance with applicable Texas law, specifically the PFIA. The City's Investment Policy does not permit the investment of City funds in all eligible investments permitted by Texas law. Of those eligible investments described above under "Legal Investments", bankers' acceptances, commercial paper, certain collateralized mortgage obligations, reverse repurchase agreements, no-load mutual funds, State of Israel bonds and guaranteed investment contracts are not authorized for investment purposes under the City's Investment Policy. The City generally invests in obligations of the United States or its agencies and instrumentalities and in "Aaa"-rated no-load money market mutual funds and public funds investment pools. In addition to such limitations, the City's Investment Policy permits the investment of bond funds (including debt service and reserve funds) in the manner permitted by the respective ordinances authorizing the issuance of bonds.

Neither the PFIA nor the City's Investment Policy govern the investment of pension and other deferred compensation funds, and those funds are not included in the investment totals below.

Current Investments . . . As of September 30, 2014, the following percentages by investment type applied to the City's investable funds, which had an unaudited aggregate market value of \$1,072,457,487.

TABLE 17 - CURRENT INVESTMENTS

<u>Type of Investment Based on Market Value</u>	<u>Market Value</u>	<u>% of Total</u>
U.S. Agencies	\$ 915,346,883	85.35%
Money Market Mutual Funds and Pools	157,110,604	14.65%
	<u>\$ 1,072,457,487.00</u>	<u>100.00%</u>

As of such date, the unaudited aggregate book value of such investments (as determined by the City by reference to published quotations, dealer bids and comparable information) was \$1,072,570,757.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

TAX MATTERS

THE BONDS

GENERAL . . . The following discussion is a summary of certain expected material federal income tax consequences of the purchase, ownership and disposition of the Bonds and is based on the Internal Revenue Code of 1986 (the “Code”), the regulations promulgated thereunder, published rulings and pronouncements of the Internal Revenue Service (“IRS”) and court decisions currently in effect. There can be no assurance that the IRS will not take a contrary view, and no ruling from the IRS, has been, or is expected to be, sought on the issues discussed herein. Any subsequent changes or interpretations may apply retroactively and could affect the opinion and summary of federal income tax consequences discussed herein.

The following discussion is not a complete analysis or description of all potential U.S. federal tax considerations that may be relevant to, or of the actual tax effect that any of the matters described herein will have on, particular holders of the Bonds and does not address U.S. federal gift or estate tax or (as otherwise stated herein) the alternative minimum tax, state, local or other tax consequences. This summary does not address special classes of taxpayers (such as partnerships, or other pass-thru entities treated as a partnerships for U.S. federal income tax purposes, S corporations, mutual funds, insurance companies, financial institutions, small business investment companies, regulated investment companies, real estate investment trusts, grantor trusts, former citizens of the U.S., broker-dealers, traders in securities and tax-exempt organizations, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be subject to or personal holding company provisions of the Code or taxpayers qualifying for the health insurance premium assistance credit) that are subject to special treatment under U.S. federal income tax laws, or persons that hold Bonds as a hedge against, or that are hedged against, currency risk or that are part of hedge, straddle, conversion or other integrated transaction, or persons whose functional currency is not the “U.S. dollar”. This summary is further limited to investors who will hold the Bonds as “capital assets” (generally, property held for investment) within the meaning of section 1221 of the Code. This discussion is based on existing statutes, regulations, published rulings and court decisions, all of which are subject to change or modification, retroactively.

As used herein, the term “U.S. Holder” means a beneficial owner of a Bond who or which is: (i) an individual citizen or resident of the United States, (ii) a corporation or partnership created or organized under the laws of the United States or any political subdivision thereof or therein, (iii) an estate, the income of which is subject to U.S. federal income tax regardless of the source; or (iv) ☐ a trust, if (a) a court within the U.S. is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (b) the trust validly elects to be treated as a U.S. person for U.S. federal income tax purposes. As used herein, the term “Non-U.S. Holder” means a beneficial owner of a Bond that is not a U.S. Holder.

THIS SUMMARY IS INCLUDED HEREIN FOR GENERAL INFORMATION ONLY AND DOES NOT DISCUSS ALL ASPECTS OF THE U.S. FEDERAL INCOME TAXATION THAT MAY BE RELEVANT TO A PARTICULAR HOLDER OF BONDS IN LIGHT OF THE HOLDER’S PARTICULAR CIRCUMSTANCES AND INCOME TAX SITUATION. PROSPECTIVE HOLDERS OF THE BONDS SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE BONDS BEFORE DETERMINING WHETHER TO PURCHASE BONDS.

THE FOLLOWING DISCUSSION IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY ANY TAXPAYER, TO AVOID PENALTIES THAT MIGHT BE IMPOSED ON THE TAXPAYER IN CONNECTION WITH THE MATTERS DISCUSSED THEREIN. INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS CONCERNING THE TAX IMPLICATIONS OF THE PURCHASE, OWNERSHIP OR DISPOSITION OF THE BONDS UNDER APPLICABLE STATE OR LOCAL LAWS, OR ANY OTHER TAX CONSEQUENCE.

FOREIGN INVESTORS SHOULD ALSO CONSULT THEIR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES UNIQUE TO NON-U.S. HOLDERS.

INFORMATION REPORTING AND BACKUP WITHHOLDING . . . Subject to certain exceptions, information reports describing interest income, including original issue discount, with respect to the Bonds will be sent to each registered holder and to the IRS. Payments of interest and principal may be subject to backup withholding under section 3406 of the Code if a recipient of the payments fails to furnish to the payor such owner’s social security number or other taxpayer identification number (“TIN”), furnishes an incorrect TIN, or otherwise fails to establish an exemption from the backup withholding tax. Any amounts so withheld would be allowed as a credit against the recipient’s federal income tax. Special rules apply to partnerships, estates and trusts, and in certain circumstances, and in respect of Non-U.S. Holders, certifications as to foreign status and other matters may be required to be provided by partners and beneficiaries thereof.

SERIES 2015A BONDS

OPINION . . . On the date of initial delivery of the Series 2015A Bonds, Co-Bond Counsel will render their opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) for federal income tax purposes, interest on the Series 2015A Bonds will be excludable from the "gross income" of the holders thereof and (2) the Series 2015A Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Code. Except as stated above, Co-Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Series 2015A Bonds. *See* Appendix D -- Forms of Co-Bond Counsel's Opinions.

In rendering their opinion, Bond Counsel will rely upon (a) certain information and representations of the City, including information and representations contained in the City's federal tax certificate related to the Series 2015A Bonds, (b) covenants of the City contained in the Series 2015A Bond Ordinance relating to certain matters, including arbitrage and the use of the proceeds of the Series 2015A Bonds and the property financed or refinanced therewith and (c) the report issued by the Verification Agent (see "OTHER INFORMATION – Verification of Arithmetical and Mathematical Computations"). Failure by the City to observe the aforementioned representations or covenants could cause the interest on the Series 2015A Bonds to become taxable retroactively to the date of issuance.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Series 2015A Bonds in order for interest on the Series 2015A Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Series 2015A Bonds to be included in gross income retroactively to the date of issuance of the Series 2015A Bonds. The opinion of Co-Bond Counsel is conditioned on compliance by the City with such requirements, and Co-Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Series 2015A Bonds.

Co-Bond Counsel's opinion regarding the Series 2015A Bonds represents their legal judgment based upon its review of Existing Law and the reliance on the aforementioned information, representations and covenants. Bond Counsel's opinion related to the Series 2015A Bonds is not a guarantee of a result. Existing Law is subject to change by the Congress and to subsequent judicial and administrative interpretation by the courts and the Department of the Treasury. There can be no assurance that Existing Law or the interpretation thereof will not be changed in a manner which would adversely affect the tax treatment of the purchase, ownership or disposition of the Series 2015A Bonds.

A ruling was not sought from the IRS by the City with respect to the Series 2015A Bonds or property financed with the proceeds of the Series 2015A Bonds. No assurances can be given as to whether the IRS will commence an audit of the Series 2015A Bonds, or as to whether the IRS would agree with the opinion of Co-Bond Counsel. If an audit is commenced, under current procedures the IRS is likely to treat the City as the taxpayer and the holders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

FEDERAL INCOME TAX ACCOUNTING TREATMENT OF ORIGINAL ISSUE DISCOUNT . . . The initial public offering price to be paid for one or more maturities of the Series 2015A Bonds may be less than the principal amount thereof or one or more periods for the payment of interest on the bonds may not be equal to the accrual period or be in excess of one year (the "Original Issue Discount Bonds"). In such event, the difference between (i) the "stated redemption price at maturity" of each Original Issue Discount Bond, and (ii) the initial offering price to the public of such Original Issue Discount Bond would constitute original issue discount. The "stated redemption price at maturity" means the sum of all payments to be made on the bonds less the amount of all periodic interest payments. Periodic interest payments are payments which are made during equal accrual periods (or during any unequal period if it is the initial or final period) and which are made during accrual periods which do not exceed one year.

Under Existing Law, any U.S. Holder who has purchased a Series 2015A Bond as an Original Issue Discount Bond in the initial public offering is entitled to exclude from gross income (as defined in section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below. In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such U.S. Holder in excess of the basis of such Original Issue Discount Bond in the hands of such U.S. Holder (adjusted upward by the portion of the original issue discount allocable to the period for which such Original Issue Discount Bond was held by such initial owner) is includable in gross income.

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each accrual period and ratably within each such accrual period) and the accrued amount is added to an initial owner's basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other disposition thereof. The amount to be added to basis for each accrual period is equal to (a) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted

for the length of the accrual period) less (b) the amounts payable as current interest during such accrual period on such Original Issue Discount Bond.

All U.S. Holders of Original Issue Discount Bonds should consult their own tax advisors with respect to the determination for federal, state and local income tax purposes of the treatment of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Bonds.

COLLATERAL FEDERAL INCOME TAX CONSEQUENCES . . . Interest on the Series 2015A Bonds will be includable as an adjustment for "adjusted current earnings" to calculate the alternative minimum tax imposed on corporations by section 55 of the Code.

Under section 6012 of the Code, U.S. Holders of tax-exempt obligations, such as the Series 2015A Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation.

Section 1276 of the Code provides for ordinary income tax treatment of gain recognized upon the disposition of a tax-exempt obligation, such as the Series 2015A Bonds, if such obligation was acquired at a "market discount" and if the fixed maturity of such obligation is equal to, or exceeds, one year from the date of issue. Such treatment applies to "market discount bonds" to the extent such gain does not exceed the accrued market discount of such bonds; although for this purpose, a de minimis amount of market discount is ignored. A "market discount bond" is one which is acquired by the holder at a purchase price which is less than the stated redemption price at maturity or, in the case of a bond issued at an original issue discount, the "revised issue price" (i.e., the issue price plus accrued original issue discount). The "accrued market discount" is the amount which bears the same ratio to the market discount as the number of days during which the holder holds the obligation bears to the number of days between the acquisition date and the final maturity date.

FUTURE AND PROPOSED LEGISLATION . . . Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Series 2015A Bonds under Federal or state law and could affect the market price or marketability of the Series 2015A Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

TAXABLE SERIES 2015B BONDS

Certain U.S. federal income tax consequences to U.S. Holders of the Taxable Series 2015B Bonds are described below.

PERIODIC INTEREST PAYMENTS AND ORIGINAL ISSUE DISCOUNT . . . The Taxable Series 2015B Bonds are not obligations described in section 103(a) of the Code. Accordingly, the stated interest paid on the Taxable Series 2015B Bonds or original issue discount, if any, accruing on the Taxable Series 2015B Bonds will be includable in "gross income" within the meaning of section 61 of the Code of each owner thereof and be subject to federal income taxation when received or accrued, depending upon the tax accounting method applicable to such owner.

DISPOSITION OF TAXABLE SERIES 2015B BONDS . . . An owner will recognize gain or loss on the redemption, sale, exchange or other disposition of a Taxable Series 2015B Bond equal to the difference between the redemption or sale price (exclusive of any amount paid for accrued interest) and the owner's tax basis in the Taxable Series 2015B Bonds. Generally, a U.S. Holder's tax basis in the Taxable Series 2015B Bonds will be the owner's initial cost, increased by income reported by such U.S. Holder, including original issue discount and market discount income, and reduced, but not below zero, by any amortized premium. Any gain or loss generally will be a capital gain or loss and either will be long-term or short-term depending on whether the Taxable Series 2015B Bonds has been held for more than one year.

DEFEASANCE OF TAXABLE SERIES 2015B BONDS . . . Defeasance of any Taxable Series 2015B Bond may result in a reissuance thereof, for U.S. federal income tax purposes, in which event a U.S. Holder will recognize taxable gain or loss as described above.

STATE, LOCAL AND OTHER TAX CONSEQUENCES . . . Investors should consult their own tax advisors concerning the tax implications of holding and disposing of the Taxable Series 2015B Bonds under applicable state or local laws, or any other tax consequence, including the application of gift and estate taxes. Certain individuals, estates or trusts may be subject to a 3.8% surtax on all or a portion of the taxable interest that is paid on the Taxable Series 2015B Bonds. **PROSPECTIVE PURCHASERS OF THE TAXABLE SERIES 2015B BONDS SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE FOREGOING MATTERS.**

Certain U.S. federal income tax consequences to Non-U.S. Holders of the Taxable Series 2015B Bonds are described below.

A Non-U.S. Holder that is not subject to U.S. federal income tax as a result of any direct or indirect connection to the U.S. in addition to its ownership of a Taxable Series 2015B Bond, will not be subject to U.S. federal income or withholding tax in respect of such Taxable Series 2015B Bond, provided that such Non-U.S. Holder complies, to the extent necessary, with identification requirements

including delivery of a signed statement under penalties of perjury, certifying that such Non-U.S. Holder is not a U.S. person and providing the name and address of such Non-U.S. Holder. Absent such exemption, payments of interest, including any amounts paid or accrued in respect of accrued original issue discount, may be subject to withholding taxes, subject to reduction under any applicable tax treaty. Non-U.S. Holders are urged to consult their own tax advisors regarding the ownership, sale or other disposition of a Taxable Series 2015B Bond.

The foregoing rules will not apply to exempt a U.S. shareholder of a controlled foreign corporation from taxation on the U.S. shareholder's allocable portion of the interest income received by the controlled foreign corporation.

OTHER INFORMATION

RATINGS

The Bonds have an underlying rating of “_____” by Moody's and “_____” by S&P. The ratings reflect only the respective views of such organizations and the City makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by either or both of such rating companies, if in the judgment of either or both companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings, or either of them, may have an adverse effect on the market price of the Bonds.

LITIGATION

The City is a party to various lawsuits in the normal course of business. It is the opinion of the City Attorney and City Management that, except as described herein below, there is no pending litigation against the City that if decided adversely to the City, would have a material adverse financial impact upon the City or its operations.

The City is a defendant in six (6) lawsuits, including two class actions, arising from City Ordinance No. 16084, adopted on January 22, 1979. All of the lawsuits allege that current and past police and fire pay schedules were adopted in violation of a referendum approved by the voters in 1979. All Plaintiffs claim that the City failed to maintain percentage pay differentials between grades in the sworn ranks as required by the referendum, and seek compensation for alleged underpayments of salaries and loss of value of retirement benefits.

It is the City's position that the 1979 referendum only mandated that pay raises be made in fiscal year 1978-1979 and that there was no continuing obligation of the City to maintain pay scale differentials, as alleged by the plaintiffs. The City has asserted its governmental immunity and various special exceptions and affirmative defenses, and disputes the Plaintiffs' allegations in all of the lawsuits.

The Plaintiffs in Albert, et al. v. City of Dallas (Cause No. 199-697-94) (“Albert”) are 808 members of the Dallas Fire Department. The Plaintiffs in Arredondo, et al. v. City of Dallas (Cause No. 199-1743-99) are 16 members of the Dallas Fire Department who were originally plaintiffs in Albert but whose claims were severed in October 1999. The Plaintiffs in Barber, et al. v. City of Dallas (Cause No. 199-624-95) are 71 members of the Dallas Fire Department. The Plaintiffs in Willis, et al. v. City of Dallas (Cause No. 199-200-95) are 772 members of the Dallas Police Department. Parker et al. v. City of Dallas (Cause No. 1-95-107) is a class action lawsuit. The Parker Plaintiff class consists of all current, past or future members of the sworn ranks of the Dallas Police Department, as well as their spouses, heirs or estates. Martin, et al. v. City of Dallas (Cause No. 1-95-506) is the other class action lawsuit. The Martin Plaintiff class consists of current, past and future members of the sworn ranks of the Dallas Fire Department, as well as their spouses, heirs or estates. Both of the class action lawsuits have been certified. In addition, in September 1999, the Dallas Police and Fire Pension System intervened in the lawsuits seeking contributions from both its members (Plaintiffs) and the City of Dallas in the event of a final judgment awarding back pay to Plaintiffs.

In the two class action lawsuits Parker and Martin, the Plaintiffs have alleged damages of approximately \$94,000,000. The amount of alleged damages has not been specified in the other lawsuits. The Plaintiffs also seek an award of attorney fees in an unspecified amount in connection with their breach of contract and declaratory relief claims. Although the City has stated that the total recovery in the cases could exceed \$1 billion, any estimate of damage at this stage in the litigation is speculative. Unless the current Court of Appeals decision, as described below, is reversed, the City is not liable for back pay damages to the Plaintiffs and any damages would be significantly more limited.

In August 1997, the trial court in Albert, the oldest of the cases, issued an order holding that the City had not maintained the percentage pay differentials between grades; however, the court also held that the remedy was within the City's discretion and that salaries could be either raised or lowered to conform to the appropriate percentage differentials. The City adopted a resolution implementing a remedy which was submitted to the court for approval. In May 1999, the court determined that the City's remedy was not adequate and, upon motion of sixteen of the 824 Albert Plaintiffs, entered an Order Granting Partial Summary Judgment in favor of those sixteen Plaintiffs, awarding damages of \$1.7 million to the sixteen Plaintiffs. Plaintiffs requested that the Court sever

that portion of the case as to the sixteen Plaintiffs and enter a final order in their favor. On October 20, 1999, the Court granted the Plaintiffs' motion for severance, making the Partial Summary Judgment final with respect to the sixteen Plaintiffs, whose claims are now styled, Arredondo, et al v. City of Dallas (Cause No. 199-1743-99). On October 28, 1999, the sixteen Plaintiffs appealed the Court's Final Summary Judgment order based on the measure of damages issue and on January 4, 2000, the City appealed the Final Summary Judgment as to both liability and damages issues. The Arredondo appeal (No. 05-99-01819-CV) was fully briefed and oral argument was held on November 28, 2000. On June 4, 2002, the Court of Appeals reversed the trial court's judgment and remanded the case to the trial court, holding that the ordinance is patently ambiguous and that resolution of the ambiguity (regarding whether the word "maintain" applies only to the one-time raise provided in the ordinance or also to all future pay scales) would be a question for the finder of fact based on contemporaneous evidence of the voters' intent in passing the referendum. The Arredondo plaintiffs filed a petition for review in the Texas Supreme Court. That petition was denied.

On December 21, 2006, the Court of Appeals reversed the trial courts in all six cases and upheld the City's governmental immunity from Plaintiffs' breach-of-contract claims, including claims for declaratory relief to recover damages. However, the Court of Appeals affirmed the trial courts' denial of the City's pleas regarding the Plaintiffs' claims for prospective declaratory relief, and found it appropriate to allow Plaintiffs the opportunity to argue to the trial court that the legislature has waived immunity from suit for breach of contract under Texas Local Government Code sections 271.151 to 271.160, which were enacted during the pendency of the appeals.

In opinions on August 26, 2011, and December 16, 2011, the Texas Supreme Court reversed the court of appeals. The court held that the City has immunity from Plaintiffs' requests for a declaratory judgment and that the adoption of an ordinance by referendum did not result in waiver or abrogation of the City's immunity. The court remanded the cases to the trial court to consider whether, by adding sections 271.151 through 271.160 to the Texas Local Government Code, the legislature waived the City's immunity. Plaintiffs in Martin and Parker filed a motion for rehearing, to which the City responded pursuant to the Texas Supreme Court's request. The motion for rehearing was denied.

On remand in Albert, Arredondo, Barber, and Willis, the City filed pleas to the jurisdiction, asserting that Plaintiffs have not pleaded a written contract to invoke the waiver of the City's governmental immunity in the Local Government Code. The court denied pleas, and the City took interlocutory appeals to the Court of Appeals for review of whether the City's immunity is waived under the Local Government Code. These appeals have been briefed and were argued and submitted to the court of appeals on June 11, 2013.

The City is a defendant in United States ex rel. Lockey et al. v. City of Dallas, et al., a qui tam False Claims Act lawsuit against the City, the Dallas Housing Authority, Dallas County, and the Dallas County Housing Agency. Curtis Lockey and Craig MacKenzie are the relators, claiming that each defendant falsely certified that it was affirmatively furthering fair housing when submitting applications for federal funds from the U.S. Department of Housing and Urban Development (HUD). Under their "false certification" legal theory, the relators contend that each defendant falsely obtained all HUD affordable housing funding received over the past six years. Thus, on behalf of the United States, relators claim that the City received more than \$320 million based on the false claims and seek triple recovery of that sum and additional civil penalties against the City. They seek comparable dollar amounts based on the same formula from the other defendants. If the relators were to recover, the United States would receive the vast majority of the proceeds and the relators would receive the remainder. On February 3, 2010, the relators also filed a complaint with HUD that contains many of the same allegations that they have made in this lawsuit. In response to HUD's inquiries, the City provided information to HUD in March and May 2010 and has not received any further communication from HUD. The suit was originally filed under seal in February 2011. After receiving information from the City and the other defendants, the United States elected not to intervene. The court unsealed the case on November 14, 2011 and entered a partial scheduling order.

Relators served the City on February 28, 2012. The City moved to dismiss for lack of jurisdiction and for failure to state a claim. Relators' response was received on April 26, 2012. On January 23, 2013, the district court granted the City's motion to dismiss. Relators filed a notice of appeal. On December 5, 2013, Relators filed a motion in district court seeking an "indicative ruling" based on HUD's November 22, 2013 letter of non-compliance. The district court denied the motion. Relators also appealed the denial of their "indicative" motion. The Fifth Circuit affirmed the trial court's judgment on August 4, 2014, and issued the mandate on August 24, 2014. On October 3, 2014, Relator filed a motion to amend its complaint or to file a new action. The City believes that the risk of liability is remote in this case.

The City recently reported to the City Council that Dallas Fire-Rescue has misplaced approximately 14 laptop computers that may contain certain patient health information subject to privacy restrictions under the Health Insurance Portability and Accountability Act (HIPAA). Preliminary information has been conveyed to the U.S. Department of Health and Human Services (HHS). The City expects the Office of Civil Rights (OCR), the office within HHS that enforces HIPAA, to conduct a compliance review and investigation, and further anticipates that there may be regulatory enforcement action that could result in a fine being assessed against the City. Since the City entered into several contracts with third party vendors as part of its plan to comply with the regulations, the City is investigating whether it may have claims against those third-party vendors and, if so, the amount of damages that may be recoverable to the City. If the City is fined by HHS, it is underdetermined: (1) when the HHS determination as to the

imposition of a fine against the City will be made; (2) whether the City would appeal an HHS determination; and (3) if, or when, the City would pay any fine amount.

CLEAN AIR ACT AMENDMENTS OF 1990

The USEPA has established certain air quality standards for the North Texas Region consisting of Dallas, Collin, Denton and Tarrant counties (the “Region”). In 1993, the USEPA classified the Region as a non-attainment area under the USEPA’s one-hour ozone standard. In 1998, the USEPA downgraded the Region from an area of moderate non-attainment to an area of serious non-attainment. The Region was required to meet the one-hour ozone standards by a June 15, 2005 attainment date. A Texas State Implementation Plan (SIP), developed under the one-hour ozone standard, proposed emission reduction strategies necessary to meet the air quality standards.

Concurrently, the USEPA developed its newer 8-hour clean air standards (based upon a different testing methodology). On April 15, 2004, the USEPA promulgated the new 8-hour standard, which also had the effect of enlarging the non-attainment Region by adding Ellis, Johnson, Kaufman, Parker and Rockwall counties (such counties, together with the Region, being the “North Texas Region”), as well as revoking the previous one-hour standard. The new “8-hour standard” required TCEQ to develop a new SIP by June 2007 that would show attainment of the standard by 2010. The 8-hour rule also established new guidelines for areas that had not met their legal obligations under the previous one-hour standard. The option chosen by TCEQ was to propose a “5% Rate of Progress SIP” by June 2005 that would establish a schedule of at least a 5% decrease in levels of NO_x, thereby leading the way for compliance of the new standard. The TCEQ approved this “5% Rate of Progress SIP” and submitted it to the USEPA in June 2005. As a result of this submission, the area has now complied with its previous one-hour standard requirements.

The finalization of the 8-hour standard and revocation of the one-hour standard also contributed to the resolution of a lawsuit brought by environmental groups against the USEPA for its failure to either approve or disapprove a SIP under the previous one-hour standard. In October 2004, a case styled Blue Skies Alliance et al. v. Leavitt was filed by four citizens groups in the U.S. District Court in Dallas, Texas. The suit sought to require the USEPA to either approve or disapprove the SIP submitted under the one-hour standard. The practical effect of the suit could have required the DFW area to a higher “severe” classification and cause disruption of all planning for federally funded highway projects in the region. However, the suit was settled and the USEPA agreed to a consent decree that proposed to approve some additional air quality measures submitted by the State, as well as additional studies on point source controls to be conducted by TCEQ.

The TCEQ has also identified new control measures for consideration for the nine county area as well as certain regional controls. On December 13, 2006, the TCEQ presented a proposed plan to its Commissioners. That plan was formally adopted by the TCEQ Commissioners on May 26, 2007.

On March 12, 2008, the USEPA revised the 8-hour ozone national ambient air quality standard. The new standard was established at 75 parts per billion (“ppb”). Due to the revision, new designations of ozone nonattainment were required by the Clean Air Act. States are to recommend to the USEPA nonattainment areas and boundaries by March 2009, and the USEPA was required by the Clean Air Act to finalize the designations by March 2010. On May 21, 2012, the USEPA designated the 10-county DFW area as “moderate nonattainment” with respect to the 8-hour ozone standard. In response, TCEQ proposed SIP revisions that were accepted in part and denied in part by the USEPA. Communication between TCEQ and the USEPA regarding these issues is ongoing. The attainment deadline for the 8-hour ozone standard is December 31, 2018.

On July 14, 2008, the USEPA proposed conditional approval of the 1997 8-hour ozone attainment demonstration SIP revisions for the Dallas/Fort Worth area submitted to the USEPA by the State of Texas on May 30, 2007 and supplemented on April 23, 2008. The USEPA’s action was published in the Federal Register on July 14, 2008 at 73 FR 40203. The USEPA also proposed on July 11, 2008 a finding that the DFW area is currently attaining the 1-hour ozone standard. Details of this action are found in the Federal Register of July 11, 2008 at 73 FR 39897.

In February 2009, the USEPA approved the 1997 8-hour ozone attainment demonstration SIP revisions for the Dallas/Fort Worth area. Details of this action are found in the Federal Register of January 14, 2009 at 74 FR 1927. However, in January 2010, the USEPA proposed to further strengthen the national ambient air quality standards for ground level ozone from the current standard 39 of 75 ppb. The USEPA has proposed to change the standard to a level between 60 ppb and 70 ppb. The USEPA has yet to change the standard.

In May 2014, the Sierra Club filed a lawsuit against the USEPA in a federal district court in the District of Columbia seeking to require the USEPA to reclassify part or all of the DFW non-attainment area as being in severe or extreme nonattainment for ozone. Such a reclassification could have a significant effect on local businesses and economic development. The parties to the lawsuit have lodged a proposed consent decree with the court. The consent decree does not include a requirement that the USEPA immediately reclassify the Dallas/Fort Worth non-attainment area for ozone, but rather sets forth a timeframe for the USEPA to act on several ozone-related issues. The proposed consent decree does not dictate that the USEPA takes any particular action.

CONTINUING DISCLOSURE OF INFORMATION

In each Ordinance, the City has made the following agreement for the benefit of the holders and beneficial owners of the Bonds. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified events, to the MSRB. This information will be available free of charge from the MSRB via the Electronic Municipal Market Access ("EMMA") system at www.emma.msrb.org.

ANNUAL REPORTS. . . The City will provide certain updated financial information and operating data to EMMA annually. The information to be updated includes all quantitative financial information and operating data with respect to the City of the general type included in this Official Statement under Tables numbered 1 through 17, and in Appendix C. The City will update and provide this information within six months after the end of each fiscal year. The City will provide the updated information to the MSRB through the EMMA information system in accordance with Rule 15c2-12 (the "Rule") promulgated by the SEC.

The City may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by the Rule. The updated information will include audited financial statements, if the City commissions an audit and it is completed by the required time. If audited financial statements are not available by the required time, the City will provide notice that the audited financial statements are not available and provide unaudited financial information of the type described in the tables described in the previous paragraph by the required time and audited financial statements when and if the audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix C or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation.

The City's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 in each year, unless the City changes its fiscal year. If the City changes its fiscal year, it will notify the MSRB of the change.

DISCLOSURE EVENT NOTICES . . . The City shall notify the MSRB, in a timely manner not in excess of ten Business Days after the occurrence of the event, of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of holders of the Bonds, if material; (8) Bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the City; (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (14) appointment of a successor Paying Agent/Registrar or change in the name of the Paying Agent/Registrar, if material. (Neither the Bonds nor the Ordinance make any provision for liquidity enhancement.) As used in clause 12 above, the phrase "bankruptcy, insolvency, receivership or similar event" means the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if jurisdiction has been assumed by leaving the City Council and official or officers of the City in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

LIMITATIONS AND AMENDMENTS. . . The City has agreed to update information and to provide notices of specified events only as described above. The City has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The City makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Bonds may seek a writ of mandamus to compel the City to comply with its agreement.

The City may amend its continuing disclosure agreement from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, if (i) the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering described herein in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (ii) either (a) the holders of a majority in aggregate principal amount of the outstanding Bonds consent to the amendment or (b) any person unaffiliated with the City (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the holders and beneficial owners of the Bonds. If the City so amends the

agreement, it has agreed to include with the next financial information and operating data provided in accordance with its agreement described above under “ANNUAL REPORTS” an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

COMPLIANCE WITH PRIOR UNDERTAKINGS . . . The City has been in compliance, in all material respects, during the last 5 years with its undertakings under the Rule.

The City did not make an event filing with respect to downgrades of the ratings on insurance on certain outstanding waterworks and sewer system revenue bonds issued by the City that was obtained from Financial Security Assurance, Inc. (“FSA”), including insurance obtained by the City in connection with its Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2003 (the “Series 2003 Bonds”). The Series 2003 Bonds are no longer outstanding. The City determined that the downgrade in ratings of the FSA were a matter of public record, and therefore were not material in respect to the Series 2003 Bonds and other waterworks and sewer system revenue bonds which the purchaser obtained insurance for certain maturities thereof (the City’s Waterworks and Sewer System Revenue Refunding Bonds, Series 2005, which are no longer withstanding, and the City’s Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2006).

The City has identified instances in which certain segments of the Dallas-Fort Worth International Airport’s annual financial information for Fiscal Years 2009 and 2010, which the City believes are immaterial to the operations and financial condition of the Airport, were filed through incorporation by reference to Official Statements after the scheduled annual filing date for the respective years. Consolidation of tables and audited financial information in one document filing since Fiscal Year 2012 further assures timely and complete annual filings.

REGISTRATION AND QUALIFICATION OF BONDS FOR SALE

The sale of the Bonds has not been registered under the Federal Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Bonds have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been qualified under the securities acts of any other jurisdiction. The City assumes no responsibility for qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS

Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Bonds are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State. With respect to investment in the Bonds by municipalities or other political subdivisions or public agencies of the State, the PFIA, requires that the Bonds be assigned a rating of not less than “A” or its equivalent as to investment quality by a national rating agency. See “OTHER INFORMATION – Ratings” above. In addition, various provisions of the Texas Finance Code provide that subject to a prudent investor standard, the Bonds are legal investments for state banks, savings bank, trust companies with capital of one million dollars or more, and savings and loan associations. The Bonds are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivisions, and are legal security for those deposits to the extent of their market value. No review by the City has been made of the laws in other states to determine whether the Bonds are legal investments for various institutions in those states.

LEGAL OPINIONS

The City will furnish to the Underwriters a complete transcript of proceedings incident to the authorization and issuance of the Bonds, including the unqualified approving legal opinion of the Attorney General of Texas approving the Bonds and to the effect that the Bonds are valid and legally binding special obligations of the City, and based upon examination of such transcript of proceedings, the approving legal opinions of Co-Bond Counsel, to like effect and to the effect that, with respect to the Series 2015A Bonds, the interest on the Series 2015A Bonds will be excludable from gross income for federal income tax purposes under Section 103(a) of the Code, subject to the matters described under “TAX MATTERS, including the alternative minimum tax on corporations. Co-Bond Counsel’s opinions will be delivered on the date of delivery of each series of the Bonds. See “Appendix D – Forms of Co-Bond Counsels Opinions.” Co-Bond Counsel from time to time represents the Co-Financial Advisors and the members of the underwriting syndicate in matters not related to the Bonds. Co-Bond Counsel were not requested to participate, and did not take part, in the preparation of the Official Statement, and such firms have not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in capacity as Co-Bond Counsel, such firms have reviewed the information under the captions “PLAN OF FINANCING”, “THE BONDS” (exclusive of the subcaptions “Book-Entry-Only System,” “Sources and Uses of Funds” and “Bondholders’ Remedies”), “TAX MATTERS” and the subcaptions “Continuing Disclosure of Information” (exclusive of the heading “Compliance with Prior Undertakings”), “Legal Investments and

Eligibility to Secure Public Funds in Texas” and “Legal Opinions” under the caption “OTHER INFORMATION” in the Official Statement and Appendix B thereto, and such Co-Bond Counsel is of the opinion that the information relating to the Bonds and the legal issues contained under such captions and subcaptions is an accurate and fair description of the laws and legal issues addressed therein and, with respect to the Bonds, such information conforms to the Ordinance. The legal fees to be paid to Co-Bond Counsel for services rendered in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds. In connection with the transaction described in this Official Statement, Co-Bond Counsel represents only the City. The legal opinion will accompany the Bonds deposited with DTC or will be printed on the Bonds in the event of the discontinuance of the Book-Entry-Only System. Certain legal matters will be passed upon for the Underwriters by their Co-Counsel, _____ and _____, Texas. The legal fees to be paid to co-counsel to the Underwriters for services rendered in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds.

The legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction, nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

VERIFICATION OF ARITHMETICAL AND MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations included in the schedules provided by First Southwest Company and Estrada, Hinojosa & Company, Inc. on behalf of the City relating to (a) computation of forecasted receipts of principal and interest on the Securities to the forecasted payments of principal and interest to redeem the Refunded Bonds and (b) computation of the yields of the Bonds and the Securities were verified by the Verification Agent. Such computations were based solely on assumptions and information supplied by First Southwest Company and Estrada, Hinojosa & Company, Inc. on behalf of the City. The Verification Agent has restricted its procedures to verifying the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information on which the computations are based and, accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions, or the achievability of the forecasted outcome. Such verification will be relied upon by Co-Bond Counsel in rendering its opinions with respect to the exclusion from gross income of interest on the Bonds for federal income tax purposes and with respect to defeasance of the Refunded Bonds.

UNDERWRITING

The Underwriters have agreed, subject to certain conditions, to purchase the Bonds from the City, at a purchase price of par, plus a premium of \$_____, and less an underwriting discount of \$_____. The Underwriters will be obligated to purchase all of the Bonds if any Bonds are purchased.

The Bonds to be offered to the public may be offered and sold to certain dealers (including the Underwriters and other dealers depositing Bonds into investment trusts) at prices lower than the public offering prices of such Bonds, and such public offering prices may be changed, from time to time, by the Underwriters.

Certain of the Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed and may in the future perform various investment banking services for the City for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the City.

The Underwriters have reviewed the information in the Official Statement in accordance with their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

CO-FINANCIAL ADVISORS

First Southwest Company and Estrada Hinojosa & Company, Inc. are employed as Co-Financial Advisors to the City in connection with the issuance of the Bonds. The Co-Financial Advisors' fees for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. First Southwest Company and Estrada Hinojosa & Company, Inc. have agreed, in their Co-Financial Advisor contracts with the City, not to bid for the Bonds, either independently or as a member of a

syndicate organized to submit a bid for the Bonds. First Southwest Company and Estrada Hinojosa & Company, Inc., in their capacity as Co-Financial Advisors, have relied on the opinion of Co-Bond Counsel and have not verified and do not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Bonds or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies. In the normal course of business, the Co-Financial Advisors may from time to time sell investment securities to the City for the investment of bond proceeds or other funds of the City upon the request of the City.

The Co-Financial Advisors to the City have provided the following sentence for inclusion in this Official Statement. The Co-Financial Advisors have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to the City and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Co-Financial Advisors do not guarantee the accuracy or completeness of such information.

FORWARD-LOOKING STATEMENTS

The statements contained in this Official Statement, and in any other information provided by the City, that are not purely historical, are forward-looking statements, including statements regarding the City's expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward looking statements included in this Official Statement are based on information available to the City on the date hereof, and the City assumes no obligation to update any such forward-looking statements. It is important to note that the City's actual results could differ materially from those in such forward-looking statements.

The forward-looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement would prove to be accurate.

Each Ordinance approves the form and content of this Official Statement, and any addenda, supplement or amendment hereto, authorizes designated officials of the City to complete this Official Statement, and authorizes its further use in the reoffering of the Bonds by the Underwriters.

A.C. GONZALEZ
City Manager
City of Dallas, Texas

JEANNE CHIPPERFIELD
Chief Financial Officer

ATTEST:

ROSA A. RIOS
City Secretary

SCHEDULE I

SCHEDULE OF REFUNDED BONDS*

\$255,375,000 Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2006
Dated April 1, 2006

To be refunded with proceeds of the Series 2015A Bonds

Maturity Date	Interest Rate	Principal Outstanding	Principal Refunded	Call Date	Call Price
10/1/2016	4.250%	\$ 5,580,000	\$ 5,580,000	10/1/2015	100%
10/1/2017	4.375%	5,865,000	5,865,000	10/1/2015	100%
10/1/2032	5.000%	12,425,000	12,425,000 ⁽¹⁾	10/1/2015	100%
10/2/2033	5.000%	13,060,000	13,060,000 ⁽¹⁾	10/1/2015	100%
10/3/2034	5.000%	13,730,000	13,730,000 ⁽¹⁾	10/1/2015	100%
10/4/2035	5.000%	14,435,000	14,435,000 ⁽¹⁾	10/1/2015	100%
		\$ 65,095,000	\$ 65,095,000		

⁽¹⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2032, and final maturity on October 1, 2035.

\$678,480,000 Waterworks and Sewer System Revenue Refunding Bonds, Series 2007
Dated March 15, 2007

To be refunded with proceeds of the Series 2015A Bonds and Series 2015B Bonds

Maturity Date	Interest Rate	Principal Outstanding	Principal Refunded	Call Date	Call Price
10/1/2018	5.000%	\$ 41,675,000	\$ 41,675,000	10/1/2017	100%
10/1/2019	4.500%	43,680,000	43,680,000	10/1/2017	100%
10/1/2020	4.500%	42,175,000	42,175,000	10/1/2017	100%
10/1/2021	4.500%	40,110,000	40,110,000	10/1/2017	100%
10/1/2022	4.250%	32,125,000	32,125,000	10/1/2017	100%
10/1/2023	4.500%	22,885,000	22,885,000	10/1/2017	100%
10/1/2024	4.500%	23,925,000	23,925,000	10/1/2017	100%
10/1/2025	4.375%	15,155,000	15,155,000	10/1/2017	100%
10/1/2026	4.500%	15,835,000	15,835,000	10/1/2017	100%
10/1/2027	4.500%	16,555,000	16,555,000	10/1/2017	100%
10/1/2028	4.500%	17,305,000	17,305,000	10/1/2017	100%
10/1/2029	4.375%	18,080,000	18,080,000	10/1/2017	100%
10/1/2030	4.375%	8,985,000	8,985,000	10/1/2017	100%
10/1/2031	4.375%	9,390,000	9,390,000	10/1/2017	100%
10/1/2032	4.375%	9,810,000	9,810,000	10/1/2017	100%
10/1/2033	4.375%	2,330,000	2,330,000	10/1/2017	100%
10/1/2034	4.375%	2,445,000	2,445,000	10/1/2017	100%
10/1/2035	4.375%	2,555,000	2,555,000	10/1/2017	100%
10/1/2036	4.375%	2,670,000	2,670,000	10/1/2017	100%
10/1/2033	4.500%	7,920,000 ⁽³⁾	7,920,000	10/1/2017	100%
10/1/2034	4.500%	8,280,000 ⁽³⁾	8,280,000	10/1/2017	100%
10/1/2035	4.500%	8,660,000 ⁽³⁾	8,660,000	10/1/2017	100%
10/1/2036	4.500%	9,055,000 ⁽³⁾	9,055,000	10/1/2017	100%
		\$ 401,605,000	\$ 401,605,000		

⁽¹⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2029 and final maturity on October 1, 2032.

⁽²⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2033 and final maturity on October 1, 2036.

⁽³⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2033 and final maturity on October 1, 2036.

* Preliminary, subject to change.

SCHEDULE OF REFUNDED BONDS*

\$158,655,000 Waterworks and Sewer System Revenue Refunding Bonds, Series 2008
Dated May 15, 2008

To be refunded with proceeds of the Series 2015A Bonds

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Principal Outstanding</u>	<u>Principal Refunded</u>	<u>Call Date</u>	<u>Call Price</u>
10/1/2019	5.000%	\$ 3,990,000	\$ 3,990,000	10/1/2018	100%
10/1/2020	5.000%	4,195,000	4,195,000	10/1/2018	100%
10/1/2021	5.000%	4,410,000	4,410,000	10/1/2018	100%
10/1/2022	5.000%	4,635,000	4,635,000	10/1/2018	100%
10/1/2023	5.000%	4,875,000	4,875,000	10/1/2018	100%
10/1/2024	5.000%	5,125,000	5,125,000	10/1/2018	100%
10/1/2025	5.000%	5,390,000	5,390,000	10/1/2018	100%
10/1/2026	5.000%	5,665,000	5,665,000	10/1/2018	100%
10/1/2027	5.000%	5,955,000	5,955,000	10/1/2018	100%
10/1/2028	5.000%	6,260,000	6,260,000	10/1/2018	100%
10/1/2029	5.000%	6,580,000	6,580,000	10/1/2018	100%
10/1/2030	5.000%	6,920,000	6,920,000	10/1/2018	100%
10/1/2031	5.000%	7,275,000 ⁽¹⁾	7,275,000	10/1/2018	100%
10/1/2032	5.000%	7,645,000 ⁽¹⁾	7,645,000	10/1/2018	100%
10/1/2033	5.000%	8,040,000 ⁽¹⁾	8,040,000	10/1/2018	100%
10/1/2034	5.000%	8,450,000 ⁽²⁾	8,450,000	10/1/2018	100%
10/1/2035	5.000%	8,885,000 ⁽²⁾	8,885,000	10/1/2018	100%
10/1/2036	5.000%	9,340,000 ⁽²⁾	9,340,000	10/1/2018	100%
10/1/2037	5.000%	9,820,000 ⁽²⁾	9,820,000	10/1/2018	100%
		<u>\$ 123,455,000</u>	<u>\$ 123,455,000</u>		

⁽¹⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2031 and final maturity on October 1, 2033.

⁽²⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2034 and final maturity on October 1, 2037.

* Preliminary, subject to change.

SCHEDULE I (Continued)

SCHEDULE OF REFUNDED BONDS*

\$295,850,000 Waterworks and Sewer System Revenue Refunding Bonds, Series 2010
Dated June 15, 2010

To be refunded with proceeds of the Series 2015A Bonds and Series 2015B Bonds

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Principal Outstanding</u>	<u>Principal Refunded</u>	<u>Call Date</u>	<u>Call Price</u>
10/1/2021	5.000%	\$ 8,955,000	\$ 8,955,000	10/1/2020	100%
10/1/2022	5.000%	9,400,000	9,400,000	10/1/2020	100%
10/1/2023	5.000%	9,880,000	9,880,000	10/1/2020	100%
10/1/2024	5.000%	10,380,000	10,380,000	10/1/2020	100%
10/1/2025	5.000%	10,915,000	10,915,000	10/1/2020	100%
10/1/2026	5.000%	11,465,000	11,465,000	10/1/2020	100%
10/1/2027	5.000%	12,045,000	12,045,000	10/1/2020	100%
10/1/2028	5.000%	12,665,000	12,665,000	10/1/2020	100%
10/1/2029	5.000%	13,300,000	13,300,000	10/1/2020	100%
10/1/2030	5.000%	8,905,000	8,905,000	10/1/2020	100%
10/1/2031	5.000%	9,360,000 ⁽¹⁾	9,360,000	10/1/2020	100%
10/1/2032	5.000%	9,840,000 ⁽¹⁾	9,840,000	10/1/2020	100%
10/1/2033	5.000%	10,345,000 ⁽¹⁾	10,345,000	10/1/2020	100%
10/1/2034	5.000%	10,875,000 ⁽¹⁾	10,875,000	10/1/2020	100%
10/1/2035	5.000%	11,435,000 ⁽¹⁾	11,435,000	10/1/2020	100%
10/1/2036	5.000%	12,020,000 ⁽²⁾	12,020,000	10/1/2020	100%
10/1/2037	5.000%	12,635,000 ⁽²⁾	12,635,000	10/1/2020	100%
10/1/2038	5.000%	13,285,000 ⁽²⁾	13,285,000	10/1/2020	100%
10/1/2039	5.000%	13,965,000 ⁽²⁾	13,965,000	10/1/2020	100%
		<u>\$ 211,670,000</u>	<u>\$ 211,670,000</u>		

⁽¹⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2031 and final maturity on October 1, 2035.

⁽²⁾ Represents a Term Bond with mandatory sinking fund payments starting on October 1, 2036 and final maturity on October 1, 2039.

\$239,425,000 City of Dallas Waterworks and Sewer System Revenue Refunding Bonds, Series 2011
Dated July 26, 2011

To be refunded with proceeds of the Series 2015A Bonds and Series 2015B Bonds

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Principal Outstanding</u>	<u>Principal Refunded</u>	<u>Call Date</u>	<u>Call Price</u>
10/1/2022	5.000%	\$ 14,990,000	\$ 8,530,000	10/1/2021	100%
10/1/2023	5.000%	15,780,000	8,980,000	10/1/2021	100%
10/1/2024	5.000%	4,025,000	2,290,000	10/1/2021	100%
10/1/2025	5.000%	4,235,000	2,410,000	10/1/2021	100%
10/1/2026	5.000%	4,450,000	2,535,000	10/1/2021	100%
10/1/2027	5.000%	4,680,000	2,665,000	10/1/2021	100%
10/1/2028	5.000%	4,920,000	2,800,000	10/1/2021	100%
10/1/2029	5.000%	5,170,000	2,945,000	10/1/2021	100%
10/1/2030	5.000%	5,435,000	3,095,000	10/1/2021	100%
10/1/2031	5.000%	5,715,000	3,255,000	10/1/2021	100%
10/1/2032	5.000%	6,010,000 ⁽¹⁾	3,420,000	10/1/2021	100%
10/1/2033	5.000%	6,315,000 ⁽¹⁾	3,595,000	10/1/2021	100%
10/1/2034	5.000%	6,640,000 ⁽¹⁾	3,780,000	10/1/2021	100%
10/1/2035	5.000%	6,980,000 ⁽¹⁾	3,975,000	10/1/2021	100%
10/1/2036	5.000%	7,340,000 ⁽¹⁾	4,175,000	10/1/2021	100%
		<u>\$ 102,685,000</u>	<u>\$ 58,450,000</u>		

⁽¹⁾ Represents a Term Bond with mandatory sinking fund payments on October 1, 2032 and final maturity on October 1, 2036.

* Preliminary, subject to change.

SCHEDULE OF REFUNDED BONDS*

\$259,420,000 Waterworks and Sewer System Revenue Refunding Bonds, Series 2012A
Dated September 19, 2012

To be refunded with proceeds of the Series 2015A Bonds

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Principal Outstanding</u>	<u>Principal Refunded</u>	<u>Call Date</u>	<u>Call Price</u>
10/1/2023	5.000%	\$ 16,490,000	\$ 9,050,000	10/1/2022	100%
10/1/2024	5.000%	4,090,000	2,245,000	10/1/2022	100%
10/1/2025	4.000%	4,280,000	2,350,000	10/1/2022	100%
10/1/2026	4.000%	4,450,000	2,440,000	10/1/2022	100%
10/1/2027	4.000%	4,635,000	2,545,000	10/1/2022	100%
10/1/2028	5.000%	14,825,000	8,135,000	10/1/2022	100%
		<u>\$ 48,770,000</u>	<u>\$ 26,765,000</u>		

\$156,540,000 Waterworks and Sewer System Revenue Refunding Bonds, Series 2013
Dated September 17, 2013

To be refunded with proceeds of the Series 2015A Bonds

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Principal Outstanding</u>	<u>Principal Refunded</u>	<u>Call Date</u>	<u>Call Price</u>
10/1/2025	5.000%	\$ 4,250,000	\$ 4,250,000	10/1/2023	100%
10/1/2026	5.000%	4,470,000	4,470,000	10/1/2023	100%
		<u>\$ 8,720,000</u>	<u>\$ 8,720,000</u>		

* Preliminary, subject to change.

APPENDIX A

GENERAL INFORMATION REGARDING THE CITY

LOCATION AND POPULATION . . .The City of Dallas is located in north central Texas approximately 300 miles north of the Gulf of Mexico. It is among the three largest cities in Texas and among the ten largest cities in the United States. Dallas is the county seat of Dallas County.

Dallas County encompasses an area of 880 square miles while the City of Dallas contains approximately 378 square miles. The City of Dallas' corporate land extends into Collin, Denton and Rockwall Counties.

POPULATION TOTALS ARE:

	2013	2012	2011	2010	2009
	Estimate	Estimate	Estimate	Estimate	Estimate
City	1,232,360	1,207,420	1,200,530	1,197,816 ⁽²⁾	1,306,350
County	2,480,331	2,453,843	2,380,510	2,492,850	2,471,000
Metro Stat Area ⁽¹⁾	6,812,373	6,647,496	6,526,548	6,402,922	6,447,228

⁽¹⁾ Metropolitan Statistical Area (MSA) is a twelve-county area which includes Collin, Dallas, Delta, Denton, Ellis, Hunt, Johnson, Kaufman, Parker, Rockwall, Tarrant, and Wise Counties.

⁽²⁾ U.S. Census.

Sources: U.S. Census Bureau-American Fact Finder; North Central Texas Council of Governments.

ESTIMATED PER CAPITA INCOME

	2013	2012	2011	2010	2009
Dallas MD ⁽¹⁾	\$ 48,591	\$ 48,069	\$ 45,404	\$ 42,943	\$ 41,948
Dallas County	48,638	48,127	45,402	43,178	42,088
Texas	43,552	42,638	40,147	37,747	36,500
U.S.	44,543	43,735	41,560	39,937	38,846

⁽¹⁾ Metropolitan Division (MD) is a nine-county area which includes Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Rockwall, and Tarrant Counties.

Sources: U.S. Department of Commerce; Bureau of Economic Analysis.

GOVERNMENT ORGANIZATION . . .The City of Dallas operates under a Council-Manager form of government. There are fourteen single-district council members and a mayor elected at large. The Mayor and Council appoint the City Manager, City Attorney, City Auditor, City Secretary, City Treasurer and the Municipal Court Judges. The City Manager appoints all other department directors except two appointed by the Civil Service Board and the Park and Recreation Board. The Mayor is elected to a four-year term and is limited to two consecutive four-year terms. Council members are elected for two-year terms and can serve up to four consecutive two-year terms.

The Mayor and City Council set the public agenda, adopt policy and laws and appoint the City Manager, who acts as chief executive, responsible for implementing council policy. The City Manager oversees City operations with an executive team of assistant city managers, each of whom has responsibility for various departments.

The City organization has approximately 13,000 full-time employees.

CITY SERVICES AND FACILITIES . . . The City provides the full range of municipal services contemplated by statute or charter. This includes public safety (police and fire), streets, sanitation, health and human services, culture and recreation, public improvements, planning and zoning, and general administrative services. In addition to general government activities, the Dallas Water Utilities, Municipal Airport (Love Field), Convention Center, Municipal Radio and several other enterprise and internal service fund activities are a part of the City's legal entity.

EMPLOYMENT DATA . . . A diverse economy and highly-skilled work force contribute to the strengths of the City. Dallas is a center for high technology, retail and wholesale trade, finance, major medical facilities, culture and recreation and a convention and visitor destination. The following exhibits show the City's civilian employment over the last several years, the employment by sector and the major employers within the Dallas area.

EMPLOYMENT STATISTICS

	December 2014	December 2013	December 2012	December 2011	December 2010
Civilian Labor Force (City of Dallas)	602,197	590,030	582,926	578,057	574,156
Civilian Labor Force (Dallas MD*)	2,323,807	2,273,714	2,243,969	2,206,155	2,182,110
Total Employed (City of Dallas)	575,894	554,875	543,813	533,058	524,742
Total Employed (Dallas MD*)	2,229,463	2,148,096	2,105,272	2,051,807	2,010,340
Total Unemployed (City of Dallas)	26,303	35,155	39,113	44,999	49,414
Total Unemployed (Dallas MD*)	94,344	125,618	138,697	154,348	171,770
% Unemployed (City of Dallas)	4.4%	6.0%	6.7%	7.8%	8.6%
% Unemployed (Dallas MD*)	4.1%	5.5%	6.2%	7.0%	7.9%
% Unemployed (Dallas County)	4.4%	6.0%	6.6%	7.6%	8.5%
% Unemployed (Texas)	4.1%	5.6%	6.3%	7.1%	8.0%
% Unemployed (U.S.)	5.4%	6.5%	7.6%	8.3%	9.1%

* Metropolitan Division (MD) is a nine-county area which includes Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Rockwall, and Tarrant Counties.

Source: Bureau of Labor Statistics.

AVERAGE ANNUAL UNEMPLOYMENT RATES

	2014	2013	2012	2011	2010
City of Dallas	5.5% ⁽²⁾	6.8%	7.7%	8.7%	8.7%
Dallas - MD ⁽¹⁾	5.1% ⁽²⁾	6.3%	7.1%	8.0%	8.2%
State of Texas	5.2% ⁽²⁾	6.4%	7.1%	8.1%	8.2%
United States	6.2%	7.4%	8.3%	9.2%	9.7%

⁽¹⁾ Dallas-Plano-Irving Metropolitan Division (MD) is a nine-county area which includes Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Rockwall, and Tarrant Counties.

⁽²⁾ Preliminary.

Sources: Texas Workforce Commission; U.S. Bureau of Labor Statistics.

MAJOR DALLAS AREA EMPLOYERS

Company	Product/Service	Number of Local Employees
Wal-Mart Stores Inc	Retailer	52,700
American Airlines	Airline	23,700
Baylor Health Care System	Health Care	22,000
Dallas Independent School District	Education	20,793
Texas Health Resources	Health Care	16,205
Bank of America	Financial Services	15,400
JPMorgan Chase	Financial Services	13,000
Texas Instruments Inc.	Semiconductor Design and Manufacturing	13,000
City of Dallas	City Government	13,000
Lockheed Martin Aeronautics	Semiconductor Design and Manufacturing	13,000
		<u>202,798</u>

Source: The Dallas Business Journal Book of Lists 2015 (July 18, 2014).

DALLAS – PLANO - IRVING METROPOLITAN DIVISION---NON-AGRICULTURAL WAGE AND SALARY EMPLOYMENT BY SECTOR

Industry ⁽¹⁾	2013 Average Annual		2012 Average Annual	
	Employment	Percentage	Employment	Percentage
Trade, Transportation, & Utilities	430,000	20.1%	412,000	19.6%
Professional, Business Services	392,000	18.3%	359,000	17.1%
Health, Educational Services	270,000	12.4%	271,000	12.4%
Government	266,000	12.6%	261,000	12.9%
Leisure and Hospitality	211,000	9.9%	205,000	9.8%
Financial Services	163,000	7.6%	166,000	7.9%
Manufacturing	153,000	7.1%	186,000	8.9%
Natural Resources & Mining and Construction	117,000	5.5%	104,000	5.0%
Other Services	76,000	3.5%	72,000	3.4%
Information	64,000	3.0%	65,000	3.1%
Non-farm Total	2,142,000	100.0%	2,101,000	100.0%

⁽¹⁾ Dallas-Plano-Irving Metropolitan Division (MD) is a nine-county area which includes Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Rockwall, and Tarrant Counties.

Sources: Texas Workforce Commission; U.S. Bureau of Labor Statistics.

OFFICE AND INDUSTRIAL SPACE OCCUPANCY RATES . . . The City of Dallas' office market consists of 117 million square feet of space. Average rents are on the rise, and have surpassed their 2008 high of over \$20 per square foot reaching \$20.90 per square foot. As of October 2014, over 1.6 million square feet of new office space is under construction citywide. The current citywide vacancy rate is 18.0 percent.

The City is committed to the long-term health of the Central Business District (CBD). A number of public/private projects have been recently completed: Klyde Warren Park, the expanded Dallas Arts District, the Omni Dallas Convention Center Hotel and Belo Garden Park. Construction began in March 2013 on a modern streetcar system to improve mobility between the CBD and North Oak Cliff. The current CBD office vacancy rate is 28.1 percent. The market consists of 33.8 million square feet, which is the lowest inventory since the end of 2006. The decline is largely attributable to obsolete inventory taken off the market for residential conversions and other uses, such as parks. As of October 2014, average rents are \$21.82 per square foot.

Industrial/distribution building activity has picked up, with 198 million square feet of new space delivered as of October 2014. Available space is tightening, with only 7.3 percent vacant in October 2014.

Source: City of Dallas Department of Economic Development (as of October 1, 2014).

CONSTRUCTION VALUATION/BUILDING PERMIT ACTIVITY**

Valuation (\$000)	2014	2013	2012	2011	2010	2009
Residential	\$ 1,574,178	\$ 1,270,705	\$ 1,060,472	\$ 673,100	\$ 650,387	\$ 481,664
Commercial	1,792,730	1,402,317	1,249,854	2,426,771	1,308,526	1,381,078
Total	\$ 3,366,908	\$ 2,673,022	\$ 2,310,326	\$ 3,099,871	\$ 1,958,913	\$ 1,862,742

Source: City of Dallas Building Inspection Division

Other is reflected in Commercial.

These valuations are based on all building permit activity inclusive of single trade permits, new residential and new non-residential construction, residential and non-residential rehabilitation with additions considered as new construction. Excluded are sign permits, barricades, excavations, demolitions, moving permits and tents.

** Permit data is fluid and may fluctuate for the following reasons after the initial data is reported:

- 1) Permit cancellations.
- 2) Permit addendums; reductions or augmentations to the original plans submitted that change the valuation of the project.
- 3) Periodic audits that correct data entry errors after the reporting period has closed.

TRANSPORTATION . . . Dallas' success as a leader in transportation is a result of its excellent airports, rail routes, and interstate highway systems. Positioned centrally to both the east and west coasts, Dallas is easily accessible to all areas of the United States, Mexico and Canada. Direct flight time to any North American city takes less than four hours. In addition, Dallas is the center point between North America's five largest business centers - New York, Los Angeles, Chicago, Mexico City and Toronto.

Dallas/Fort Worth International Airport is a major contributor to the City's diversified economy. It is among the world's busiest airports in terms of total operation ranked fourth in the world. Approximately 60 million passengers traveled through the airport for the previous 12 months, as of August 2014.

Dallas Love Field, located seven miles north of the Central Business District, is also extremely valuable to the Dallas economy. Approximately 8.6 million passengers were carried at Love Field during 2014. It acts as a catalyst for business by providing valuable scheduled air carrier and general aviation transportation services, and attracting and serving major companies that assemble, overhaul and maintain aircraft. Love Field began major renovation to the facility starting in 2010. The Love Field Modernization Program (LFMP) will increase efficiency for travelers while maintaining the convenience that Love Field currently offers passengers.

In the new modernization design, the terminal will decrease in size approximately 25 percent by replacing a large amount of unused and outdated space with modern and efficient facilities. The three original concourses will be demolished and consolidated into one convenient, centrally located concourse for all airlines.

Dallas Executive Airport, formerly known as Redbird Airport, is a public airport located six miles (10 km) southwest of the central business district (CBD) of the City of Dallas, in Dallas County, Texas, USA. The airport is used entirely for general aviation purposes and serves as a reliever airport for Dallas Love Field. It has two runways, the longest being 6,451 feet long by 150 feet wide. Facilities at the airport include a restaurant, a conference center, Fixed Based Operators and aircraft Hangar and tie-down areas. The airport is home to approximately 126 individual, enclosed T-hangars.

The Dallas Vertiport is a Facility located at the Dallas Convention Center at the Central Business District and built to accommodate helicopters and tiltrotor type aircraft. It has two landing areas with independent approaches and facilities for flight planning and meetings and 5 tie-down areas.

Dallas has a well-developed highway system. There are five interstate highways which run north/south and east/west including a loop freeway encompassing the City. Dallas has 19 other major U.S. and state highways. Dallas is a principal trucking and freight distribution center with approximately 120 trucking companies. Overnight pickup and delivery services are available to most cities.

Dallas is a major hub for hundreds of rail routes. Major railroads that serve the Dallas area include Burlington Northern Santa Fe Railway, Kansas City Southern Railway and Union Pacific. Amtrak provides passenger train service at Union Station in downtown Dallas with three lines: Chicago, Los Angeles, and San Antonio.

The City is part of an integrated regional mass transit system – Dallas Area Rapid Transit (DART). DART consists of the City of Dallas and 13 cities and is funded by a 1.0% local sales tax assessed in the cities within the service area as well as fare revenues and federal funds for certain capital projects. The DART Service Area is approximately 700 square miles. The DART Transit System Plan is designed to provide a balanced combination of transit services and facilities to meet the region's mobility needs. DART's mission is made both difficult and necessary by the size and sprawl of the metroplex. Unlike some cities that funnel transportation into the central business district, the metroplex has multiple "cores" that have developed in suburban communities and along existing transportation routes. These mini-hubs complicate transportation service requirements and necessitate a range of mobility programs.

DART provides fixed-route bus service with a total of 612 vehicle fleet from three DART-owned facilities. DART currently operates 85 miles of light rail. A 34-mile commuter rail service between downtown Dallas and Fort Worth is operated jointly by DART and the Fort Worth Transportation Authority. Additionally, DART operates and maintains 75 freeway miles of high-occupancy vehicle (HOV) lanes and provides Paratransit service to more than 11,550 riders.

Sources: Greater Dallas Chamber; The Dallas Facts; Dallas Area Rapid Transit (DART); the City of Dallas, Dallas/Fort Worth International Airport.

EDUCATION . . .The Dallas Independent School District (DISD) had approximately 159,713 students enrolled for the 2013-2014 school year. DISD has 224 schools, including four elementary school vanguards (magnets), one elementary school vanguard/middle school academy, two Montessori schools, six magnet middle/high schools, one middle school academy/magnet high school, and two high school/magnet high schools. In May 2008, a \$1.35 billion bond program was approved to build fifteen new schools, 177 new classrooms in existing schools and additional renovations.

There are 48 college and university campuses in the Dallas metroplex area, enrolling over 220,000 students. Twenty-six campuses offer 4-year undergraduate degree programs, 19 offer 2-year associate degree programs and 22 offer advanced degrees.

Sources: Dallas Independent School District; Greater Dallas Chamber, The Dallas Facts.

MEDICAL . . .The Dallas metropolitan area is a major medical center providing "state-of-the-art" equipment and facilities. There are 24 general hospitals in Dallas County which are licensed for nearly 8,000 beds. In addition, there are two pediatric, two psychiatric and several long-term/rehabilitation hospitals.

As a complement to its excellent medical treatment facilities, Dallas is becoming a leading force in biomedical research. The University of Texas Southwestern Medical Center at Dallas has five Nobel Prize winners on the faculty and staff. Nationally recognized medical and dental schools in Dallas include University of Texas Southwestern Medical Center, Texas A&M University System - Baylor College of Dentistry and Baylor University School of Nursing.

Sources: The University of Texas Southwestern Medical Center at Dallas; The Texas State Board of Medical Examiners.

TOURISM . . .According to the Dallas Convention and Visitors Bureau, Dallas ranks among the top convention cities in the nation. April 24, 2013 City Council renamed the Dallas Convention Center the Kay Bailey Hutchison Convention Center, which has the largest convention center of its kind in Texas with approximately 1.0 million square feet of total space. There are 96 meeting rooms and over one million square feet of exhibit space. The convention center also boasts the world's largest column-free exhibit hall and a fully equipped theater along with catering capabilities and a cafeteria. The Center has both open and covered parking and the facilities include a Heliport/Vertiport. Dallas is one of the leading convention cities in the nation, attracting nearly four million convention delegates who contribute in excess of \$4 billion to the local economy while attending more than 3,600 conventions a year.

Dallas is the number one visitor and leisure destination in Texas. Annually, more than 30 million people visit metropolitan Dallas. The Dallas area annually receives \$9.6 billion from visitors. There are approximately 65,000 hotel rooms.

On September 15, 2009, City broke ground on the 23-story Omni Dallas Convention Center Hotel. The 1,000 room hotel opened November 11, 2011. The Dallas Convention & Visitors Bureau has received commitments for meetings totaling 400,000 definite room nights for groups committed to Dallas for future years using the Omni Dallas Convention Center hotel.

Source: Dallas Convention Center; Dallas Convention and Visitors Bureau.

RECREATION . . .Dallas offers numerous recreational, cultural and entertainment opportunities. Within the City are 374 public parks and open spaces covering 23,331 acres plus 4,400 surface acres of water. There are over 60 lakes and reservoirs within 100 miles of Dallas covering more than 550,000 acres and four state parks within an hour of Dallas. There are 39 private and 34 municipal golf courses in the area.

The Dallas metropolitan area hosts numerous national annual sporting events and has several large amusement parks. Major golf tournaments include the EDS Byron Nelson and the Bank of America Colonial Golf Tournament. Dallas is one of few metropolitan areas with four professional sports teams, including the Dallas Cowboys football team, the Dallas Mavericks basketball team, the Texas Rangers baseball team and the Dallas Stars hockey team.

Key attractions include the Dallas Museum of Art, Nasher Sculpture Center, Crow Collection of Asian Art, Dallas Black Dance Theater Center, and Morton H Meyerson Symphony Center, home of the Dallas Symphony Orchestra. In October 2009, with the opening of the AT&T Performing Arts Center, three new cultural facilities were added to the Arts District: Winspear Opera House, Wyly Theater, and Sammons Performance Park. The Dallas area has a number of museums, galleries, theaters, orchestras and dance groups.

Sources: City of Dallas, Parks and Recreation Department; City of Dallas, Office of Cultural Affairs.

APPENDIX B

SELECTED PROVISIONS OF THE BOND ORDINANCE

SELECTED PROVISIONS OF THE BOND ORDINANCES

The City will adopt the Ordinances authorizing the Series 2015A Bonds and the Taxable Series 2015B Bonds, which will be in substantially the same form as the ordinances authorizing the outstanding Previously Issued Parity Bonds. Selected provisions of the Ordinances are shown below. The excerpts presented herein do not purport to be complete statements of each Ordinance, and reference is made to the Ordinance for further information in all respects.

Section 7. **DEFINITIONS.** That the following terms shall have the meanings set forth below, unless the text hereof specifically indicates otherwise:

The term "Additional Bonds" shall mean the additional parity revenue bonds which the City reserves the right to issue in the future, as provided in the Ordinance.

The term "Amortization Installment", with respect to any Term Bonds of any Previously Issued Parity Bonds, any of the Bonds designated in either Ordinance as Term Bonds, or any series of Additional Bonds, shall mean the amount of money which is required to be deposited into the Mandatory Redemption Account referred to in Section 10(b) of each Ordinance for retirement of such Term Bonds (whether at maturity or by mandatory redemption and including redemption premium, if any), provided that the total Amortization Installments for such Term Bonds shall be sufficient to provide for retirement of the aggregate principal amount of such Term Bonds.

The term "Authorized Denomination" shall mean \$5,000 or any integral multiple thereof.

The term "Bonds", as used in this summary, shall include the Series 2015A Bonds and the Taxable Series 2015B Bonds. The term "Series 2015A Bonds" shall mean one or more, as the case may be, of the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2015A, authorized to be issued by the Series 2015A Bond Ordinance. The term "Taxable Series 2015B Bonds" shall mean one or more, as the case may be, of the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2015B, authorized to be issued by the Taxable Series 2015B Bond Ordinance.

The term "Business Day" shall mean a day other than a Saturday, Sunday, a legal holiday, or a day on which banking institutions are authorized by law or executive order to close in the City or the city where the Designated Trust Office of the Paying Agent/Registrar is located.

The term "Chapter 9" shall mean Chapter 9, Texas Business & Commerce Code, as amended.

The term "Chapter 1206" shall mean Chapter 1206, Texas Government Code, as amended.

The term "Chapter 1207" shall mean Chapter 1207, Texas Government Code, as amended.

The term "Chapter 1208" shall mean Chapter 1208, Texas Government Code, as amended.

The terms "City" and "Issuer" shall mean the City of Dallas, Texas.

The term "Code" shall mean the Internal Revenue Code of 1986, as amended.

The term "Commercial Paper Notes" shall mean the City's Waterworks and Sewer System Commercial Paper Notes, Series B, Series C and Series D, authorized to be outstanding from time to time and at any one time in the aggregate principal amount of \$600,000,000.

The term "DTC" shall mean The Depository Trust Company, New York, New York.

The term "DTC Participant" shall mean the securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among DTC Participants.

The term "Designated Trust Office" shall mean the designated corporate trust office of the Paying Agent/Registrar.

The terms "Gross Revenues of the City's Combined Waterworks and Sewer System" and "Gross Revenues" shall mean all revenues, income, and receipts of every nature derived or received by the City from the operation and ownership of the System, including the interest income from the investment or deposit of money in any Fund created by the Ordinance, or maintained by the City in connection with the System.

The term "Interest and Sinking Fund" shall have the meaning as set forth in Section 10(a) of the Ordinance.

The term "MAC" shall mean the Municipal Advisory Council of Texas.

The term "MSRB" shall mean the Municipal Securities Rulemaking Board.

The terms "Net Revenues of the City's Combined Waterworks and Sewer System" and "Net Revenues" shall mean all Gross Revenues after deducting and paying the current expenses of operation and maintenance of the System, as required by Section 1502.056, Texas Government Code, including all salaries, labor, materials, interest, repairs, and extensions necessary to render efficient service; provided, however, that only such repairs and extensions, as in the judgment of the City Council, reasonably and fairly exercised by the adoption of the appropriate resolution, are necessary to keep the System in operation and render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair the Previously Issued Parity Bonds, the Bonds or Additional Bonds, shall be deducted in determining "Net Revenues". Payments made by the City for water supply or treatment of sewage which constitute under the law operation and maintenance expense shall be considered herein as expenses incurred in the operation and maintenance of the System. Depreciation and any payments to the City in lieu of ad valorem taxes and any other similar payments shall never be considered as an expense of operation and maintenance.

The term "Ordinance", as used in this summary, shall include the Series 2015A Bond Ordinance and the Taxable Series 2015B Bond Ordinance. The term "Series 2015A Bond Ordinance" shall mean the ordinance authorizing the issuance of the Series 2015A Bonds. The term "Taxable Series 2015B Bond Ordinance" shall mean the ordinance authorizing the issuance of the Taxable Series 2015B Bonds.

The term "Paying Agent/Registrar" shall mean Wells Fargo Bank, N.A., or any successor thereto named in accordance with the Ordinance.

The term "Pledged Revenues" shall mean

- (1) the Net Revenues, plus
- (2) any additional revenues, income, receipts, or other resources, including, without limitation, any grants, donations, or income received or to be received from the United States Government, or any other public or private source, whether pursuant to an agreement or otherwise, which hereafter may be pledged to the payment of the Previously Issued Parity Bonds, Bonds or Additional Bonds.

The term "Previously Issued Parity Bonds" shall mean the Series 2006 Bonds, the Series 2007 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds, the Series 2009C Bonds, the Series 2010 Bonds, the Series 2011 Bonds, the Series 2012A Bonds, the Series 2012B Bonds and the Series 2013 Bonds.

The term "Registration Books" shall mean the books or records of the registration and transfer of the Bonds.

The term "Reserve Fund" shall have the meaning as set forth in Section 11 of the Ordinance.

The term "Revenue Fund" shall have the meaning as set forth in Section 9 of the Ordinance.

The term "Rule" shall mean SEC Rule 15c2-12, as amended from time to time.

The term "SEC" shall mean the United States Securities and Exchange Commission.

The term "Series 1981 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 1981, dated April 1, 1981, and authorized by ordinance of the City passed April 1, 1981; the term "Series 2006 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2006, dated April 1, 2006, and authorized by ordinance of the City passed April 12, 2006; the term "Series 2007 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2007, dated March 15, 2007, and authorized by ordinance of the City passed March 21, 2007; the term "Series 2008 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2008, dated May 15, 2008, and authorized by ordinance of the City passed May 28, 2008; the term "Series 2009A Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009A, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2009B Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009B, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2009C

Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009C, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2010 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2010, dated June 15, 2010, and authorized by ordinance of the City passed June 9, 2010; the term "Series 2011 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2011, dated July 26, 2011, and authorized by ordinance of the City passed June 23, 2011; the term "Series 2012A Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2012A, dated September 19, 2012, and authorized by ordinance of the City passed August 8, 2012; the term "Series 2012B Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2012B, dated September 19, 2012, and authorized by ordinance of the City passed August 8, 2012; and the term "Series 2013 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2013, dated September 17, 2013, and authorized by ordinance of the City passed August 14, 2013.

The term "System" shall mean and include the City's combined existing waterworks and sewer system, together with all future extensions, improvements, enlargements, and additions thereto, and all replacements thereof; provided that, notwithstanding the foregoing, and to the extent now or hereafter authorized or permitted by law, the term System shall not include any waterworks or sewer facilities which are declared not to be a part of the System and which are acquired or constructed by the City with the proceeds from the issuance of "Special Facilities Bonds", which are hereby defined as being special revenue obligations of the City which are not secured by or payable from the Pledged Revenues as defined herein, but which are secured by and payable solely from special contract revenues or payments received from any other legal entity in connection with such facilities; and such revenues or payments shall not be considered as or constitute Gross Revenues of the System, unless and to the extent otherwise provided in the ordinance or ordinances authorizing the issuance of such "Special Facilities Bonds".

The term "Term Bonds" means those Bonds (if any) so designated in each Ordinance, and those Previously Issued Parity Bonds or Additional Bonds so designated in the ordinances authorizing such bonds, which shall be subject to retirement by operation of the Mandatory Redemption Account referred to in Section 10(a) of the Ordinance.

The term "Year" shall mean the regular fiscal year used by the City in connection with the operation of the System, which may be any twelve consecutive months period established by the City.

Section 8. **PLEDGE.** (a) That the Previously Issued Parity Bonds, the Bonds and any Additional Bonds, and any interest payable thereon, are and shall be secured by and payable from an irrevocable first lien on and pledge of the Pledged Revenues; and the Pledged Revenues are further pledged irrevocably to the establishment and maintenance of the Interest and Sinking Fund and the Reserve Fund as hereinafter provided. The Previously Issued Parity Bonds, the Bonds and any Additional Bonds are and will be secured by and payable only from the Pledged Revenues, and are not secured by or payable from a mortgage or deed of trust on any real, personal or mixed properties constituting the System.

(b) That Chapter 1208 applies to the issuance of the Bonds and the pledge of the Pledged Revenues granted by the City under subsection (a) of this Section, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Bonds are outstanding and unpaid such that the pledge of the Pledged Revenues granted by the City is to be subject to the filing requirements of Chapter 9, then in order to preserve to the registered owners of the Bonds the perfection of the security interest in said pledge, the City agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9 and enable a filing to perfect the security interest in said pledge to occur.

Section 9. **REVENUE FUND.** That there has been created and established on the books of the City, and accounted for separate and apart from all other funds of the City, a special fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Fund" (the "Revenue Fund"). All Gross Revenues are and shall be credited to the Revenue Fund immediately upon receipt. All current expenses of operation and maintenance of the System are and shall be paid from such Gross Revenues as a first charge against same.

Section 10. **INTEREST AND SINKING FUND.** (a) That for the sole purpose of paying the principal of and interest on the Previously Issued Parity Bonds, the Bonds and any Additional Bonds, as the same come due, there has been created and established on the books of the City a separate fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Bonds Interest and Sinking Fund" (the "Interest and Sinking Fund"). Monies in the Interest and Sinking Fund are and shall be maintained at an official depository bank of the City.

(b) That within the Interest and Sinking Fund there has been established the Mandatory Redemption Account, into which account shall be credited the Amortization Installments which shall be used for the payment of the principal of Term Bonds as the same shall come due, whether by maturity thereof or by redemption, through the operation of the Mandatory Redemption Account.

Section 11. **RESERVE FUND.** That there has been created and established on the books of the City a separate fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Bonds Reserve Fund" (the "Reserve Fund"). Monies in the Reserve Fund shall be used solely for the purpose of retiring the last of any Previously Issued Parity Bonds, Bonds or Additional Bonds as they become due or paying principal of and interest on any Previously Issued Parity Bonds, Bonds or Additional Bonds when and to the extent the amounts in the Interest and Sinking Fund are insufficient for such purpose. Monies in the Reserve Fund shall be maintained at an official depository bank of the City.

Section 12. **DEPOSITS OF PLEDGED REVENUES; INVESTMENTS.** (a) That the Pledged Revenues shall be deposited in the Interest and Sinking Fund and the Reserve Fund when and as required by ordinances authorizing Previously Issued Parity Bonds and by each Ordinance.

(b) That money in any Fund established by ordinances authorizing Previously Issued Parity Bonds may, at the option of the City, be (A) placed in time deposits or certificates of deposit which are secured by (i) obligations of the type described in (B) hereinbelow, (ii) any obligations of the City, or (iii) any municipal bonds issued by a political subdivision in Texas bearing a rating by Standard & Poor's Corporation of "BBB" or Moody's Investors Service of "Baa", or better or (B) invested, including investments held in book-entry form, in (i) direct obligations of the United States of America, (ii) obligations guaranteed or insured by the United States of America, which, in the opinion of the Attorney General of the United States, are backed by its full faith and credit or represent its general obligations, or, (iii) to the extent permitted by law, evidences of indebtedness issued, insured or guaranteed by such governmental agencies as the Federal Land Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, Federal Home Loan Banks, Government National Mortgage Association, United States Postal Service, Farmers Home Association, and the Federal Home Loan Mortgage Association; provided that all such deposits and investments shall have a par value (or market value when less than par) exclusive of accrued interest at all times at least equal to the amount of money credited to such Funds, and shall be made in such manner that the money required to be expended from any Fund will be available at the proper time or times. Money in the Reserve Fund shall not be invested in securities maturing later than the final maturity of the Previously Issued Parity Bonds, the Bonds, and Additional Bonds. Such investments shall be valued in terms of current market value as of the last day of each Year, except that direct obligations of the United States (State and Local Government Series) in book-entry form shall be continuously valued at their par or face principal amount. Such investments shall be sold promptly when necessary to prevent any default in connection with the Previously Issued Parity Bonds, the Bonds or Additional Bonds.

Section 13. **FUNDS SECURED.** That money in all Funds created by each Ordinance, to the extent not invested, shall be secured in the manner prescribed by law for securing funds of the City.

Section 14. **DEBT SERVICE REQUIREMENTS.** (a) That promptly after the delivery of the Bonds the City shall cause to be deposited to the credit of the Interest and Sinking Fund any accrued interest received from the sale and delivery of the Bonds, and any such deposit shall be used to pay part of the interest next coming due on the Bonds.

(b) That in addition to all amounts heretofore required to be transferred from the Pledged Revenues and deposited to the credit of the Interest and Sinking Fund by the ordinances authorizing the issuance of the Previously Issued Parity Bonds, the City shall transfer from the Pledged Revenues and deposit to the credit of the Interest and Sinking Fund the amounts, at the times, as follows:

(1) such amounts, deposited in approximately equal monthly installments on or before the 25th day of each month hereafter, commencing with the month during which the Bonds are delivered, or the month thereafter if delivery is made after the 25th day thereof, as will be sufficient, together with other amounts, if any, then on hand in the Interest and Sinking Fund and available for such purpose, to pay the interest scheduled to accrue and come due on the Bonds on the next succeeding interest payment date; and

(2) such amounts, deposited in approximately equal monthly installments on or before the 25th day of each month hereafter, commencing with the month during which the Bonds are delivered, or the month thereafter if delivery is made after the 25th day thereof, as will be sufficient, together with other amounts, if any, then on hand in the Interest and Sinking Fund and available for such purpose, to pay the principal scheduled to mature and come due on the Bonds on the next succeeding principal payment date.

Section 15. **RESERVE REQUIREMENTS.** That the Reserve Fund shall be maintained in an amount equal to the average annual principal and interest requirements (including Amortization Installments) of the Previously Issued Parity Bonds, the Bonds and Additional Bonds (the "Required Amount"). When and so long as the money and investments in the Reserve Fund are not less than the Required Amount, no deposits need be made to the credit of the Reserve Fund. When and if the Reserve Fund contains less than the Required Amount due to the issuance of the Bonds or Additional Bonds, beginning on the 25th day of the month following the delivery of the Bonds or Additional Bonds to the purchasers thereof, and continuing for sixty months,

the City shall transfer from the Pledged Revenues and deposit to the credit of the Reserve Fund an amount equal to 1/60th of the difference determined as of such delivery date between the amount in the Reserve Fund and the Required Amount. When and if the Reserve Fund at any time contains less than the Required Amount due to any cause or condition other than the issuance of Additional Bonds, then, subject and subordinate to making the required deposits to the credit of the Interest and Sinking Fund, such deficiency shall be made up as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose. The City may, at its option, withdraw and use for any lawful purpose not inconsistent with the City's Charter, all surplus in the Reserve Fund over the Required Amount.

Section 16. **DEFICIENCIES; EXCESS PLEDGED REVENUES.** (a) That if on any occasion there shall not be sufficient Pledged Revenues to make the required deposits into the Interest and Sinking Fund and the Reserve Fund, then such deficiency shall be made up as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose.

(b) That, subject to making the required deposits to the credit of the Interest and Sinking Fund and the Reserve Fund when and as required by each Ordinance, or any ordinance authorizing the issuance of Previously Issued Parity Bonds or Additional Bonds, the excess Pledged Revenues may be used by the City for any lawful purpose not inconsistent with the City's Charter.

Section 17. **PAYMENT OF THE BONDS AND ADDITIONAL BONDS.** That on or before October 1, 2015, and semiannually on or before each April 1 and October 1 thereafter while any of the Previously Issued Parity Bonds, the Bonds or Additional Bonds are outstanding and unpaid, the City shall make available to the paying agents therefor (including the Paying Agent/Registrar), out of the Interest and Sinking Fund and the Reserve Fund (if necessary), money sufficient to pay such interest on and such principal of the Previously Issued Parity Bonds, the Bonds and Additional Bonds as shall become due on such dates, respectively, at maturity or by redemption prior to maturity. The aforesaid paying agents (including the Paying Agent/Registrar) shall destroy all paid Previously Issued Parity Bonds, Bonds and Additional Bonds, and furnish the City with an appropriate certificate of cancellation or destruction.

Section 18. **FINAL DEPOSITS; GOVERNMENTAL OBLIGATIONS.** (a) That any Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid, retired and no longer outstanding within the meaning of this Ordinance when payment of the principal of, redemption premium, if any, on such bond, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption), or (ii) shall have been provided for by irrevocably depositing with, or making available to, a paying agent (or escrow agent) therefor, in trust and irrevocably set aside exclusively for such payment, (1) money sufficient to make such payment or (2) Government Obligations, as hereinafter defined in this Section, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation, and expenses of such paying agent pertaining to the bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of such paying agent. At such time as a Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid hereunder, as aforesaid, it shall no longer be secured by or entitled to the benefit of the Ordinance or such other ordinance securing such bond or a lien on and pledge of the Pledged Revenues, and shall be entitled to payment solely from such money or Government Obligations.

(b) That any moneys so deposited with a paying agent may, at the direction of the City, also be invested in Government Obligations, maturing in the amounts and times as hereinbefore set forth, and all income from all Government Obligations in the hands of the paying agent pursuant to this Section which is not required for the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, with respect to which such money has been so deposited, shall be remitted to the City.

(c) That the City covenants that no deposit will be made or accepted under clause (a)(ii) of this Section and no use will be made of any such deposit which would cause the Previously Issued Parity Bonds, Bonds or any Additional Bonds to be treated as "arbitrage bonds" within the meaning of section 148 of the Code.

(d) That for the purpose of this Section, the term "Government Obligations" shall mean direct obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America.

(e) That notwithstanding any other provisions of each Ordinance, all money or Government Obligations set aside and held in trust pursuant to the provisions of this Section for the payment of Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, shall be applied to and used for the payment of such Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon.

(f) That in accordance with the provisions of Section 1207.033, Texas Government Code, the City may call for redemption, at a date earlier than their scheduled maturities, those Bonds which have been defeased to their maturity date. Notwithstanding any other provision of each Ordinance to the contrary, it is hereby provided that any determination not to redeem Bonds defeased under the terms of each Ordinance that is made in conjunction with the payment arrangements specified in clauses (i) or (ii) of subsection (a) above shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the City expressly reserves the right to call Bonds so defeased for redemption; (2) the City gives notice of the reservation of that right to the owners of the Bonds so defeased immediately following the making of the payment arrangements; and (3) the City directs that notice of the reservation be included in any redemption notices that it authorizes.

Section 19. **ADDITIONAL BONDS.** (a) That the City shall have the right and power at any time and from time to time to authorize, issue and deliver additional parity revenue bonds (herein called "Additional Bonds") in one or more series or issues, in accordance with law, in any amounts, for purposes of extending, improving or repairing the System or for the purpose of refunding of any Previously Issued Parity Bonds, Bonds, Additional Bonds or other obligations of the City incurred in connection with the ownership or operation of the System. Such Additional Bonds, if and when authorized, issued and delivered in accordance with this Ordinance, shall be secured by and made payable equally and ratably on a parity with the Previously Issued Parity Bonds, the Bonds, and all other outstanding Additional Bonds, from an irrevocable first lien on and pledge of the Pledged Revenues.

(b) That the Interest and Sinking Fund and the Reserve Fund established by the ordinance authorizing the Series 1981 Bonds shall secure and be used to pay all Additional Bonds as well as the Previously Issued Parity Bonds and the Bonds. However, each ordinance under which Additional Bonds are issued shall provide and require that, in addition to the amounts required to be deposited to the credit of the Interest and Sinking Fund by the provisions of this Ordinance and the provisions of any other ordinance or ordinances authorizing Additional Bonds, the City shall deposit to the credit of the Interest and Sinking Fund at least such amounts as are required for the payment of all principal of and interest on said Additional Bonds then being issued, as the same come due; and that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be increased (if and to the extent necessary) to an amount not less than the average annual principal and interest requirements (including Amortization Installments) of all Previously Issued Parity Bonds, Bonds and Additional Bonds which will be outstanding after the issuance and delivery of the then proposed Additional Bonds; and that the required additional amount shall be so accumulated by the deposit in the Reserve Fund of all or any part of said required additional amount in cash immediately after the delivery of the then proposed Additional Bonds, or, at the option of the City, by the deposit of said required additional amount (or any balance of said required additional amount not deposited in cash as permitted above) in monthly installments, made on or before the 25th day of each month following the delivery of the then proposed Additional Bonds, of not less than 1/60th of said required additional amount (or 1/60th of the balance of said required additional amount not deposited in cash as permitted above).

(c) That all calculations of average annual principal and interest requirements (including Amortization Installments) made pursuant to this Section shall be made as of and from the date of the Additional Bonds then proposed to be issued.

(d) That the principal of all Additional Bonds must be scheduled to be paid or mature on April 1 or October 1 (or both) of the years in which such principal is scheduled to be paid or mature; and all interest thereon must be payable on April 1 and October 1.

Section 20. **FURTHER REQUIREMENTS FOR ADDITIONAL BONDS.** That Additional Bonds shall be issued only in accordance with the Ordinance, but notwithstanding any provisions of this Ordinance to the contrary, no installment, Series or issue of Additional Bonds shall be issued or delivered unless:

(a) The Mayor and the City Secretary of the City sign a written certificate to the effect that the City is not in default as to any covenant, condition or obligation in connection with all outstanding Previously Issued Parity Bonds, the Bonds and Additional Bonds, and the ordinances authorizing same, and that the Interest and Sinking Fund and the Reserve Fund each contains the amount then required to be therein.

(b) An independent certified public accountant, or independent firm of certified public accountants, signs a written certificate to the effect that, during either the next preceding Year, or any twelve consecutive calendar month period ending not more than ninety days prior to the date of the then proposed Additional Bonds, the Net Revenues were, in his or its opinion, at least equal to 1.25 times the average annual principal and interest requirements (computed on a fiscal year basis) including Amortization Installments, of all Previously Issued Parity Bonds, the Bonds and Additional Bonds to be outstanding after the issuance of the then proposed Additional Bonds.

Section 21. **GENERAL COVENANTS.** That the City further covenants and agrees that in accordance with and to the

extent required or permitted by law:

(a) **Performance.** It will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in each Ordinance, and each ordinance authorizing the issuance of Previously Issued Parity Bonds and Additional Bonds, and in each and every Previously Issued Parity Bond, Bond and Additional Bond; it will promptly pay or cause to be paid the principal of and interest on every Previously Issued Parity Bond, Bond and Additional Bond, on the dates and in the places and manner prescribed in such ordinances and Previously Issued Parity Bonds, Bonds or Additional Bonds; and it will, at the times and in the manner prescribed, deposit or cause to be deposited the amounts required to be deposited into the Interest and Sinking Fund and the Reserve Fund; and any holder of the Previously Issued Parity Bonds, Bonds or Additional Bonds may require the City, its officials and employees to carry out, respect or enforce the covenants and obligations of each Ordinance, or any ordinance authorizing the issuance of Additional Bonds, by all legal and equitable means, including specifically, but without limitation, the use and filing of mandamus proceedings, in any court of competent jurisdiction, against the City, its officials and employees.

(b) **City's Legal Authority.** It is a duly created and existing home rule city of the State of Texas, and is duly authorized under the laws of the State of Texas to create and issue the Bonds; that all action on its part for the creation and issuance of the Bonds has been duly and effectively taken; and that the Bonds in the hands of the holders and owners thereof are and will be valid and enforceable special obligations of the City in accordance with their terms.

(c) **Title.** It has or will obtain lawful title to the lands, buildings, structures and facilities constituting the System, that it warrants that it will defend the title to all the aforesaid lands, buildings, structures and facilities, and every part thereof, for the benefit of the holders and owners of the Previously Issued Parity Bonds, Bonds and Additional Bonds, against the claims and demands of all persons whomsoever, that it is lawfully qualified to pledge the Pledged Revenues to the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds in the manner prescribed herein, and has lawfully exercised such rights.

(d) **Liens.** It will from time to time and before the same become delinquent pay and discharge all taxes, assessments and governmental charges, if any, which shall be lawfully imposed upon it, or the System; it will pay all lawful claims for rents, royalties, labor, materials, and supplies which if unpaid might by law become a lien or charge thereon, the lien of which would be prior to or interfere with the liens hereof, so that the priority of the liens granted hereunder shall be fully preserved in the manner provided herein; and it will not create or suffer to be created any mechanic's, laborer's, materialman's or other lien or charge which might or could be prior to the liens hereof, or do or suffer any matter or thing whereby the liens hereof might or could be impaired; provided, however, that no such tax, assessment or charge, and that no such claims which might be used as the basis of a mechanic's, laborer's, materialman's or other lien or charge, shall be required to be paid so long as the validity of the same shall be contested in good faith by the City.

(e) **Operation of System; No Free Service.** It will, while the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding and unpaid, continuously and efficiently operate the System, and shall maintain the System in good condition, repair and working order, all at reasonable cost. No free service of the System shall be allowed, and should the City or any of its agencies or instrumentalities make use of the services and facilities of the System, payment of the reasonable value shall be made by the City out of funds from sources other than the revenues of the System, unless made from surplus or excess Pledged Revenues as permitted in Section 16(b) of each Ordinance.

(f) **Further Encumbrance.** It, while the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding and unpaid, will not additionally encumber the Pledged Revenues in any manner, except as permitted in this Ordinance in connection with Additional Bonds, unless said encumbrance is made junior and subordinate in all respects to the liens, pledges, covenants and agreements of this Ordinance; but the right of the City to issue revenue bonds payable from a subordinate lien on the Pledged Revenues is specifically recognized and retained.

(g) **Sale or Disposal of Property.** It, while the Previously Issued Parity Bonds, the Bonds or any Additional Bonds are outstanding and unpaid, will not sell, convey, mortgage, encumber, lease or in any manner transfer title to, or otherwise dispose of the System, or any significant or substantial part thereof; provided that whenever the City deems it necessary to dispose of any property, machinery, fixtures or equipment, it may sell or otherwise dispose of such property, machinery, fixtures or equipment when it has made arrangements to replace the same or provide substitutes therefor, unless it is determined that no such replacement or substitute is necessary. Proceeds from any sale hereunder not used to replace or provide for substitution of such property sold, shall be used for improvements to the System or to purchase or redeem Previously Issued Parity Bonds, Bonds and Additional Bonds.

(h) **Insurance.** (1) It shall cause to be insured such parts of the System as would usually be insured by corporations operating like properties, with a responsible insurance company or companies, against risks, accidents or casualties against which, and to the extent, insurance is usually carried by corporations operating like properties, including, to the extent reasonably obtainable, fire and extended coverage insurance, insurance against damage by floods, and use and occupancy

insurance. Public liability and property damage insurance shall also be carried unless the City Attorney of the City gives a written opinion to the effect that the City is not liable for claims which would be protected by such insurance. At any time while any contractor engaged in construction work shall be fully responsible therefor, the City shall not be required to carry insurance on the work being constructed if the contractor is required to carry appropriate insurance. All such policies shall be open to the inspection of the bondholders and their representatives at all reasonable times. Upon the happening of any loss or damage covered by insurance from one or more of said causes, the City shall make due proof of loss and shall do all things necessary or desirable to cause the insuring companies to make payment in full directly to the City. The proceeds of insurance covering such property, together with any other funds necessary and available for such purpose, shall be used forthwith by the City for repairing the property damaged or replacing the property destroyed; provided, however, that if said insurance proceeds and other funds are insufficient for such purpose, then said insurance proceeds pertaining to the System shall be used promptly as follows:

(i) for the redemption prior to maturity of the Previously Issued Parity Bonds, the Bonds and Additional Bonds, ratably in the proportion that the outstanding principal of each series of Previously Issued Parity Bonds, Bonds or Additional Bonds bears to the total outstanding principal of all Previously Issued Parity Bonds, Bonds and Additional Bonds, provided that, if on any such occasion the principal of any such series is not subject to redemption, it shall not be regarded as outstanding in making the foregoing computation; or

(ii) if none of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds is subject to redemption, then for the purchase on the open market and retirement of said Previously Issued Parity Bonds, Bonds and Additional Bonds in the same proportion as prescribed in the foregoing clause (i), to the extent practicable; provided that the purchase price for any Previously Issued Parity Bond, Bond or Additional Bond shall not exceed the redemption price of such Previously Issued Parity Bond, Bond or Additional Bond on the first date upon which it becomes subject to redemption; or

(iii) to the extent that the foregoing clauses (i) and (ii) cannot be complied with at the time, the insurance proceeds, or the remainder thereof, shall be deposited in a special and separate trust fund, at an official depository of the City, to be designated the Insurance Account. The Insurance Account shall be held until such time as the foregoing clauses (i) and/or (ii) can be complied with, or until other funds become available which, together with the Insurance Account, will be sufficient to make the repairs or replacements originally required, whichever of said events occurs first.

(2) The foregoing provisions of (1) above notwithstanding, the City shall have authority to enter into coinsurance or similar plans where risk of loss is shared in whole or in part by the City.

(3) The annual audit hereinafter required shall contain a section commenting on whether or not the City has complied with the requirements of this Section with respect to the maintenance of insurance, and listing all policies carried, and whether or not all insurance premiums upon the insurance policies to which reference is hereinbefore made have been paid.

(i) **Rate Covenant.** The City Council of the City will fix, establish, maintain and collect such rates, charges and fees for the use and availability of the System at all times as are necessary to produce Gross Revenues sufficient, (1) to pay all current operation and maintenance expenses of the System, (2) to produce Net Revenues for each Year at least equal to 1.25 times the principal and interest requirements (including Amortization Installments) of all then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds for the Year during which such requirements are scheduled to be the greatest, and (3) to pay all other obligations of the System.

(j) **Records.** It will keep proper books of record and account in which full, true and correct entries will be made of all dealings, activities and transactions relating to the System, the Pledged Revenues and the Funds created pursuant to this Ordinance, and all books, documents and vouchers relating thereto shall at all reasonable times be made available for inspection upon request of any bondholders.

(k) **Audits.** After the close of each Year while any of the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding, an audit will be made of the books and accounts relating to the System and the Pledged Revenues by an independent certified public accountant or an independent firm of certified public accountants. As soon as practicable after the close of each such Year, and when said audit has been completed and made available to the City, a copy of such audit for the preceding Year shall be mailed to the MAC and to any holder of 5% or more in aggregate principal amount of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds who shall so request in writing. Such annual audit reports shall be open to the inspection of the bondholders and their agents and representatives at all reasonable times.

(l) **Governmental Agencies.** It will comply with all of the terms and conditions of any and all franchises, permits and authorizations applicable to or necessary with respect to the System, and which have been obtained from any governmental agency; and the City has or will obtain and keep in full force and effect all franchises, permits, authorization and

other requirements applicable to or necessary with respect to the acquisition, construction, equipment, operation and maintenance of the System.

(m) **No Competition.** It will not grant any franchise or permit for the acquisition, construction or operation of any competing facilities which might be used as a substitute for the System's facilities, and, to the extent that it legally may, the City will prohibit any such competing facilities.

Section 22. **AMENDMENT OF ORDINANCE.** (a) That the holders of the Previously Issued Parity Bonds, Bonds and Additional Bonds aggregating in principal amount 51% of the aggregate principal amount of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds shall have the right from time to time to approve any amendment to each Ordinance which may be deemed necessary or desirable by the City; provided, however, that without the consent of the holders of all of the Previously Issued Parity Bonds, Bonds and Additional Bonds at the time outstanding, nothing herein contained shall permit or be construed to permit the amendment of the terms and conditions in each Ordinance or in the Previously Issued Parity Bonds, Bonds or Additional Bonds so as to:

- (1) Make any change in the maturity of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (2) Reduce the rate of interest borne by any of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (3) Reduce the amount of the principal payable on the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (4) Modify the terms of payment of principal of or interest on the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds or impose any conditions with respect to such payment;
- (5) Affect the rights of the holders of less than all of the Previously Issued Parity Bonds, Bonds and Additional Bonds then outstanding; or
- (6) Change the minimum percentage of the principal amount of Previously Issued Parity Bonds, Bonds and Additional Bonds necessary for consent to such amendment.

(b) That if at any time the City shall desire to amend either Ordinance, the City shall cause notice of the proposed amendment to be published in a financial newspaper or journal published in The City of New York, New York, once during each calendar week for at least two successive calendar weeks. Such notice shall briefly set forth the nature of the proposed amendment and shall state that a copy thereof is on file at the principal office of the Paying Agent/Registrar for inspection by all holders of Previously Issued Parity Bonds, Bonds and Additional Bonds. Such publication is not required, however, if notice in writing is given to each holder of Previously Issued Parity Bonds, Bonds and Additional Bonds.

(c) That whenever at any time not less than thirty days, and within one year, from the date of the first publication of said notice or other service of written notice the City shall receive an instrument or instruments executed by the holders of at least 51% in aggregate principal amount of all Previously Issued Parity Bonds, Bonds and Additional Bonds then outstanding, which instrument or instruments shall refer to the proposed amendment described in said notice and which specifically consent to and approve such amendment in substantially the form of the copy thereof on file with the Paying Agent/Registrar, the City Council may pass the amendatory ordinance in substantially the same form.

(d) That upon the passage of any amendatory ordinance pursuant to the provisions of this Section, the applicable Ordinance shall be deemed to be amended in accordance with such amendatory ordinance, and the respective rights, duties and obligations under the applicable Ordinance of the City and all the holders of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds shall thereafter be determined, exercised and enforced hereunder, subject in all respects to such amendments.

(e) That any consent given by the holder of a Previously Issued Parity Bond, Bond or Additional Bond pursuant to the provisions of this Section shall be irrevocable for a period of six months from the date of the first publication of the notice or other service of written notice provided for in this Section, and shall be conclusive and binding upon all future holders of the same Previously Issued Parity Bond, Bond or Additional Bond during such period. Such consent may be revoked at any time after six months from the date of the first publication of such notice or other service of written notice by the holder who gave such consent, or by a successor in title, by filing notice thereof with the paying agent/registrar therefor and the City, but such revocation shall not be effective if the holders, identified in accordance with subsection (f) of this Section, of 51% in aggregate

principal amount of the then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds have, prior to the attempted revocation, consented to and approve the amendment.

(f) That for the purpose of this Section, the fact of the holding of Previously Issued Parity Bonds, Bonds, or Additional Bonds issued in registered form without coupons and the amounts and numbers of such Previously Issued Parity Bonds, Bonds or Additional Bonds and the date of their holding same shall be proved by the bond registration books of the paying agent/registrar therefor. For purposes of this Section, the holder of a Previously Issued Parity Bond, Bond or Additional Bond in such registered form shall be the owner thereof as shown on such registration books. The City may conclusively assume that such ownership continues until written notice to the contrary is served upon the City.

(g) The foregoing provisions of this Section notwithstanding, the City by action of the City Council may amend this Ordinance for any one or more of the following purposes:

(1) To add to the covenants and agreements of the City in either Ordinance contained, other covenants and agreements thereafter to be observed, grant additional rights or remedies to bondholders or to surrender, restrict or limit any right or power herein reserved to or conferred upon the City;

(2) To make such provisions for the purpose of curing any ambiguity, or curing, correcting or supplementing any defective provision contained in either Ordinance, or in regard to clarifying matters or questions arising under this Ordinance, including, without limitation, those matters described in clause (vi) of each Ordinance as described under CONTINUING DISCLOSURE UNDERTAKING – Limitations, Disclaimers, and Amendments, as are necessary or desirable and not contrary to or inconsistent with the applicable Ordinance and which shall not adversely affect the interests of the holders of the Previously Issued Parity Bonds, Bonds or Additional Bonds;

(3) To modify any of the provisions of either Ordinance in any other respect whatever, provided that (i) such modification shall be, and be expressed to be, effective only after all Previously Issued Parity Bonds outstanding at the date of the adoption of such modification shall cease to be outstanding, and (ii) such modification shall be specifically referred to in the text of all Additional Bonds issued after the date of the adoption of such modification.

CONTINUING DISCLOSURE UNDERTAKING. (a) **Annual Reports.** (i) That the City shall provide annually to the MSRB, within six months after the end of each Year ending in or after 2015, financial information and operating data with respect to the City of the general type included in the final official statement for the Bonds authorized by the applicable Ordinance, being the information described in Exhibit B thereto (as such information may be amended or supplemented by the City Manager or the Chief Financial Officer of the City to conform Exhibit B to the final official statement prepared in connection with the sale of the Bonds). Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in Exhibit B thereto, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation, and (2) audited, if the City commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the City shall provide unaudited financial statements by the required time and will provide audited financial statements for the applicable Year to the MSRB, when and if the audit report on such statements become available. Such information shall be transmitted electronically to the MSRB, in such format as prescribed by the MSRB.

(ii) If the Year is changed by the City, the City will notify the MSRB of such change (and of the date of the new Year end) prior to the next date by which the City otherwise would be required to provide financial information and operating data pursuant to this Section. The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to the MSRB or filed with the SEC.

(b) **Disclosure Event Notices.** That the City shall notify the MSRB of any of the following events with respect to the Bonds, in a timely manner not in excess of ten Business Days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other events affecting the tax status of the Bonds;
7. Modifications to rights of holders of the Bonds, if material;

8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or other similar event of the City;
13. The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
14. Appointment of a successor Paying Agent/Registrar or change in the name of the Paying Agent/Registrar, if material.

As used in clause 12 above, the phrase "bankruptcy, insolvency, receivership or similar event" means the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets of the City, or if jurisdiction has been assumed by leaving the City Council and officials or officers of the City in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City. The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (a) of this Section by the time required by such subsection.

(c) **Limitations, Disclaimers, and Amendments.** (i) That the City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an "obligated person" with respect to the Bonds within the meaning of the Rule, except that the City in any event will give notice of any deposit made in accordance with the applicable Ordinance or applicable law that causes Bonds no longer to be outstanding.

(ii) The provisions of this Section are for the sole benefit of the holders and beneficial owners of the Bonds, and nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the City's financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this Section or otherwise, except as expressly provided herein. The City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

(iii) UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

(iv) No default by the City in observing or performing its obligations under this Section shall comprise a breach of or default under either Ordinance for purposes of any other provision of either Ordinance. Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

(v) Should the Rule be amended to obligate the City to make filings with or provide notices to entities other than the MSRB, the City agrees to undertake such obligation in accordance with the Rule as amended.

(vi) The provisions of this Section may be amended by the City from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (A) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (B) a person that is unaffiliated with the City (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interest of the holders and beneficial owners of the Bonds. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided in accordance with subsection (a) of this Section an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information or operating data so provided. The City may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision

of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

DEFAULT AND REMEDIES. (a) **Events of Default.** That each of the following occurrences or events for the purpose of the Ordinance is hereby declared to be an Event of Default:

(i) the failure to make payment of the principal of or interest on any of the Bonds when the same becomes due and payable; or

(ii) default in the performance or observance of any other covenant, agreement or obligation of the City, the failure to perform which materially, adversely affects the rights of the registered owners of the Bonds, including, but not limited to, their prospect or ability to be repaid in accordance with each Ordinance, and the continuation thereof for a period of 60 days after notice of such default is given by any registered owner to the City.

(b) Remedies for Default.

(i) Upon the happening of any Event of Default, then and in every case, any registered owner or an authorized representative thereof, including, but not limited to, a trustee or trustees therefor, may proceed against the City, or any official, officer or employee of the City in their official capacity, for the purpose of protecting and enforcing the rights of the registered owners under each Ordinance, by mandamus or other suit, action or special proceeding in equity or at law, in any court of competent jurisdiction, for any relief permitted by law, including the specific performance of any covenant or agreement contained herein, or thereby to enjoin any act or thing that may be unlawful or in violation of any right of the registered owners hereunder or any combination of such remedies.

(ii) It is provided that all such proceedings shall be instituted and maintained for the equal benefit of all registered owners of Bonds then outstanding.

(c) Remedies Not Exclusive.

(i) No remedy herein conferred or reserved is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or under the Bonds or now or hereafter existing at law or in equity; provided, however, that notwithstanding any other provision of each Ordinance, the right to accelerate the debt evidenced by the Bonds shall not be available as a remedy under each Ordinance.

(ii) The exercise of any remedy herein conferred or reserved shall not be deemed a waiver of any other available remedy.

(iii) By accepting the delivery of a Bond authorized under either Ordinance, such registered owner agrees that the certifications required to effectuate any covenants or representations contained in either Ordinance do not and shall never constitute or give rise to a personal or pecuniary liability or charge against the officers, employees or members of the City or the City Council.

(iv) None of the members of the City Council, nor any other official or officer, agent, or employee of the City, shall be charged personally by the registered owners with any liability, or be held personally liable to the registered owners under any term or provision of either Ordinance, or because of any Event of Default or alleged Event of Default under either Ordinance.

Exhibit B to Ordinance

DESCRIPTION OF ANNUAL FINANCIAL INFORMATION

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the City to be provided annually in accordance with such Section are as specified below (and included in the Appendix or under the headings of the Official Statement referred to):

Tables 1 through 9 under the Official Statement Section entitled "THE WATER AND WASTEWATER SYSTEM".

Tables 10 through 12 under the Official Statement Section entitled "DEBT INFORMATION".

Tables 13 through 17 under the Official Statement Section entitled "FINANCIAL INFORMATION".

Appendix C to the Official Statement, entitled "DALLAS WATER UTILITIES FINANCIAL STATEMENTS".

Accounting Principles

The accounting principles referred to in such Section are described in the notes to the financial statements referred to in Appendix C described above.

APPENDIX C

EXCERPTS FROM THE
DALLAS WATER UTILITIES
FINANCIAL STATEMENTS

For the Year Ended September 30, 2013

The information contained in this Appendix consists of excerpts from the City of Dallas, Texas Water Utilities Financial Statements for the Year Ended September 30, 2013, and is not intended to be a complete statement of the City's financial condition. Reference is made to the complete Report for further information.

Basic Financial Statements and Report of Independent Certified Public Accountants

City of Dallas, Texas

Dallas Water Utilities

(An Enterprise Fund of the City of Dallas)

September 30, 2013

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

FINANCIAL STATEMENTS

For Fiscal Year Ended September 30, 2013

TABLE OF CONTENTS

	Page
Report of Independent Certified Public Accountants	1
Management's Discussion and Analysis (Unaudited)	3
Statement of Net Position	9
Statement of Revenues, Expenses, and Changes in Fund Net Position	11
Statement of Cash Flows	12
Notes to Basic Financial Statements	14



Report of Independent Certified Public Accountants

The Honorable Mayor and Members of the City Council
City of Dallas, Texas

Grant Thornton LLP
1717 Main Street, Suite 1500
Dallas, TX 75201-4667
T 214.561.2300
F 214.561.2370
GrantThornton.com
linkd.in/GrantThorntonUS
twitter.com/GrantThorntonUS

Report on the financial statements

We have audited the accompanying statement of net position of the Dallas Water Utilities Fund (the "Fund"), an Enterprise Fund of the City of Dallas, Texas, as of September 30, 2013, and the related statements of revenues, expenses and changes in fund position, and cash flows for the year then ended, and the related notes to the financial statements, which collectively comprise the Fund's basic financial statements as listed in the table of contents.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Fund's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

As discussed in Note 1, the financial statements present only the Dallas Water Utilities Fund and do not purport to, and do not, present fairly the financial position of the City of Dallas, Texas, as of September 30, 2013 or the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Dallas Water Utilities Fund of the City of Dallas, Texas, as of September 30, 2013, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other matters

Required supplementary information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 through 8 be presented to supplement the basic financial statements. Such information, although not a required part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. This required supplementary information is the responsibility of management. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America. These limited procedures consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Dallas, Texas
August 4, 2014

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
September 30, 2013**

As management of the Dallas Water Utilities ("DWU"), an enterprise fund of the City of Dallas, Texas ("the City"), we offer readers of the financial statements this narrative overview and analysis of the financial activities of the DWU for the fiscal year ended September 30, 2013. The DWU's management's discussion and analysis is designed to (1) assist the reader in focusing on significant issues, (2) provide an overview of the DWU financial activity, (3) identify changes in the DWU's financial position (its ability to address the next and subsequent year's challenges), and (4) identify issues or concerns. We encourage readers to consider the information presented here in conjunction with the accompanying basic financial statements. All dollar amounts, unless otherwise indicated, are expressed in thousands.

FINANCIAL HIGHLIGHTS

- The assets and deferred outflows of the DWU exceeded its liabilities at the close of the 2013 fiscal year by \$2.4 billion and in the 2012 fiscal year by \$2.3 billion (net position). Of this amount, \$194.9 million in fiscal year 2013 (unrestricted net position) may be used to meet the DWU on-going obligations to citizens and creditors in accordance with the City's fund designation and fiscal policies.
- The DWU total net position increased by \$108.2 million in fiscal year 2013 and \$88.9 million in fiscal year 2012. This represents an increase of \$19.3 million in the net increase in net position from 2012 to 2013. Operating revenues increased \$24.1 million in fiscal year 2013. This was primarily due to increased sales and rate increases for both water and wastewater. This was offset by a \$9.4 million increase in operating expenses due primarily to related to increased salaries, benefits, and other variable costs, partially offset by declines in expenses related to sludge cleaning and data services.
- The DWU revenue bonds increased \$57.6 million (net of premiums and discounts) from 2012 to 2013. DWU issued \$156.5 million of revenue bonds during the current fiscal year and \$366.1 million in revenue bonds in the previous fiscal year.

OVERVIEW OF THE FINANCIAL STATEMENTS

The DWU basic financial statements are comprised of three components: 1) management's discussion and analysis, 2) financial statements, and 3) notes to the basic financial statements.

Financial Statements

The financial statements are designed to provide readers with a broad overview of the DWU's finances, in a manner similar to a private-sector business and are made up of the statement of net position, statement of revenues, expenses, and changes in fund net position and statement of cash flows.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
September 30, 2013**

OVERVIEW OF THE FINANCIAL STATEMENTS - Continued

These statements are prepared using the economic resources measurement focus and the accrual basis of accounting.

The statement of net position presents information on all of the DWU assets and deferred outflows and liabilities and deferred inflows, with the difference between these reported as net position. The DWU follows the utility method for reporting statement of net position information. Under this method, capital assets appear first, followed by current assets, other noncurrent assets and deferred outflows of resources. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the DWU is improving or deteriorating. Other non-financial factors should also be taken into consideration, such as changes in the DWU customer base and the condition of the DWU infrastructure (i.e., water and wastewater lines, mains, etc.), to assess the overall health or financial condition of the DWU.

The statement of revenues, expenses and changes in fund net position presents information showing how the DWU net position changed during the fiscal year. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., revenues earned but unbilled and earned but unused compensated absences).

The statement of cash flows reflects changes to the beginning cash and cash equivalent balance. Cash flows are categorized into operating, non-capital financing, capital and related financing, and investing activities.

Notes to the Basic Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes can be found immediately following the financial statements.

FINANCIAL ANALYSIS

Current assets increased by \$11.9 million from \$400.5 million to \$412.4 million, primarily from an increase in unrestricted cash related to increased rates and sales, and non-current assets increased \$163.9 million, primarily as a result of an increase in capital assets. Current liabilities decreased less than 1% from the previous fiscal year. In September 2013, DWU issued Waterworks and Sewer System Revenue Refunding Bonds Series 2013 of \$156.5 million with an interest rate range of 2 to 5 percent and a final maturity of October 1, 2042. The bonds were issued to refund outstanding commercial paper used by DWU to fund capital construction projects. This was the only debt issued during 2013. The increase in refunding bonds payable was partially offset by decreases in pension obligation bonds.

Capital assets, net of depreciation, increased \$223.6 million, mainly due to new project awards for water and wastewater treatment plant expansion and improvement.

Unrestricted net position is a measure of a fund's liquidity. As of September 30, 2013, unrestricted net position was \$194.9 million. This represents 75% of the total operating expenses, excluding depreciation expense.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
September 30, 2013**

FINANCIAL ANALYSIS – Continued

Table 1

Condensed Statement of Net Position

(In thousands)

	2013	2012
Current and other noncurrent assets	\$674,070	\$721,956
Capital assets, net	4,210,570	3,986,929
Deferred outflows of resources	25,626	28,936
Total assets and deferred outflows of resources	4,910,266	4,737,821
Current liabilities	230,304	232,423
Long-term debt	2,242,517	2,182,214
Other long-term liabilities	44,445	38,354
Total liabilities	2,517,266	2,452,991
Net position:		
Net investment in capital assets	2,011,972	1,962,446
Restricted	186,126	187,998
Unrestricted	194,902	134,386
Net position	\$2,393,000	\$2,284,830

The largest portion of the DWU net position reflects its investments in capital assets (e.g., land, building, equipment, improvements, construction in progress and infrastructure), less any debt used to acquire those assets that is still outstanding. DWU uses these capital assets to provide service to customers; consequently, these assets are not available for future spending. Although DWU investment in capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources since the capital assets themselves cannot be used to liquidate these liabilities.

An additional portion of DWU's net position, 8%, represents resources that are subject to external restrictions such as sinking fund balances which include accrued amounts of principal and interest for debt service purposes and the reserve fund to be used for any future debt service payments in case the sinking fund is not appropriately funded. The balance of unrestricted net position (\$194.9 million) may be used to meet ongoing obligations to customers and creditors.

Analysis of DWU Operations

Net position increased \$108.2 million, primarily from increased revenue attributable to the sale of wholesale and retail water and treatment of wastewater in fiscal year 2013. Revenues from sale of water accounted for \$330 million and revenues from the treatment of wastewater accounted for \$221.5 million. Retail water and wastewater rates increased 5.1% and wholesale rates increased 4% in fiscal year 2013.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
September 30, 2013

FINANCIAL ANALYSIS – Continued

Table 2
Changes in Net Position
(In thousands)

	2013	2012
Revenues:		
Operating revenues	\$551,498	\$527,374
Investment income	1,127	2,509
Total revenues	552,625	529,883
Expenses:		
Personnel services	86,839	74,589
Supplies and materials	82,874	81,046
Other operation and maintenance	89,843	100,460
Depreciation and amortization	105,528	99,619
Interest expense	71,164	73,350
Loss on property disposal	610	249
Total expenses	436,858	429,313
Increase in net position before capital contributions and transfers	115,767	100,570
Capital contributions	11,411	5,510
Transfers in from other city funds	1,560	1,649
Transfers out to other city funds	(20,568)	(18,859)
Change in net position	108,170	88,870
Beginning net position	2,284,830	2,195,960
Ending net position	\$2,393,000	\$2,284,830

The change in net position increased \$19.3 million compared to fiscal year 2012 from \$88.9 million to \$108.2 million. Revenues increased \$22.7 million in 2013 over 2012, compared to an increase from 2011 to 2012 of \$2.6 million. This was the result of increased sales and rates in fiscal year 2013. Capital contributions increased due to increases in amounts spent on construction by outside developers. Personnel services increased \$12.3 million due to increases in salaries and benefits and in an increase in expenses related to the DWU net pension asset. Other operation and maintenance expenses decreased due primarily to the completion in 2012 of a large sludge cleaning project at the Elm Fork water treatment facility, as well as decreases in data services expenses from 2012 to 2013. In 2012, the City refunded revenue bonds, which resulted in lower average outstanding balances and therefore, lower interest expense in 2013 than in 2012.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
September 30, 2013**

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

During the current fiscal year, DWU had \$4.2 billion invested in a broad range of capital assets, including water and sewer lines, mains, pump stations, buildings and vehicles. This amount represents a net increase (including additions, deductions and depreciation) of \$223.6 million, or 6%, increase over the prior fiscal year. The current fiscal year included project awards related to water and wastewater treatment plant expansion and improvement.

Some of the major projects attributable to this increase include:

- \$91 million Pipeline Replacement and Pump Station Program;
- \$40 million in East Side Water Treatment Plant Improvements;
- \$44 million in Elm Fork Water Treatment Plant improvements;
- \$42 million in improvements to the Central Wastewater Treatment Plant;
- \$19 million construction of the Southside Wastewater Treatment Plant improvements.

During 2012, the City entered into the Water Transmission Facilities Agreement with the TRWD to jointly participate in the design, construction, financing and operation of water transmission facilities capable of delivering additional raw water supply to the Dallas Fort/Worth Metroplex. This will also help to ensure the continued availability of a reliable water supply for their respective customers at the least cost. The TRWD issued bonds to construct the project, \$131.9 million of which are being used to fund the DWU portion of the project. At September 30, 2013, DWU has recorded an intangible asset in progress of \$68 million, including capitalized interest. The remaining \$65 unspent proceeds held by TRWD were recorded in other noncurrent assets. On January 28, 2014, the Tarrant Regional Water District (TRWD) issued an additional \$202.1 million in revenue bonds to fund the future costs of the DWU portion of the project.

Water supply is now available to the City from six surface water impoundments, and from water in the Elm Fork of the Trinity River. The City has obtained most of its water supply through contractual agreements with surface reservoir operating entities. Water supply from the six reservoirs presently connected to the water system is adequate for current needs. DWU provides treated water to its customers within the City on a "retail" basis. Treated and untreated water is provided on a "wholesale" basis to other cities and governmental entities outside of Dallas. A small portion of the City's wastewater is treated by the Trinity River Authority.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
September 30, 2013**

CAPITAL ASSETS AND DEBT ADMINISTRATION - Continued

Debt

At year-end, DWU had \$2.1 billion in revenue bonds (including premiums) outstanding. This represents a 3% increase over 2012.

The DWU share of pension obligation bonds was \$79 million (including premium of \$23.5 million) plus \$23.3 million of accreted interest.

During September 2013, DWU issued Waterworks and Sewer System Revenue Refunding Bonds Series 2013 of \$156.5 million with an interest rate range of 2 to 5 percent and a final maturity of October 1, 2042. The bonds were issued to refund outstanding commercial paper used by DWU to fund capital construction projects.

The DWU Waterworks and Sewer System Revenue Refunding and Improvement Bonds' underlying ratings are Aa1 by Moody's Investors Service and AAA by Standard & Poor's. See Note 5 for additional information.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGETS AND RATES

Retail water and wastewater rates were increased 5.1% in the fiscal year 2013 budget. With the multitude of water challenges across Texas, the City will continue to focus on maintaining infrastructure, conserving resources, and providing for future needs through replacement of aged water and wastewater mains; improvements at water treatment plants to improve reliability and water quality as well as increase capacity; continued water conservation efforts; and the TRWD integrated pipeline project to connect Lake Palestine to Dallas' water supply system to meet future needs. In order to achieve these goals, it was necessary to implement a water rate increase.

CONTACTING THE DALLAS WATER UTILITIES FINANCIAL MANAGEMENT

The financial report is designed to provide our citizens, taxpayers, customers, investors and creditors with a general overview of the DWU finances and to demonstrate accountability for the money it receives. If you have questions about this report or need any additional financial information, contact the City Controller's Office, at City of Dallas, 1500 Marilla, Room 2BS, Dallas, Texas 75201.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)
STATEMENT OF NET POSITION
As of September 30, 2013
(in thousands)

ASSETS

CAPITAL ASSETS

Completed utility plant	\$ 5,401,235
Less accumulated depreciation and amortization	(1,736,201)
Total completed utility plant, net	<u>3,665,034</u>
Construction in progress	<u>545,536</u>
Total capital assets	4,210,570

CURRENT ASSETS

Cash and cash equivalents	145,921
Accounts receivable, less allowance for uncollectible accounts (\$11,867)	64,232
Interest receivable	462
Inventories, at cost	11,595
Due from other city funds	352
Prepaid assets	454
Other assets	120
Restricted assets	
Customer assessment receivable	625
Held for construction purposes	
Cash and cash equivalents	45,190
Debt service	
Pooled cash and cash equivalents	131,479
Customer deposits	
Pooled cash and cash equivalents	<u>11,955</u>
Total current assets	<u>412,385</u>

OTHER NONCURRENT ASSETS

Future pipeline reserve capacity rights	65,393
Notes receivable from other city funds	6,892
Net pension asset	78,728
Restricted assets	
Cash and cash equivalents held by escrow agent for future debt service	14,770
Pooled cash and cash equivalents for future debt service	15,772
Investments for future debt service	<u>80,130</u>
Total noncurrent assets	<u>261,685</u>

Total assets	<u>4,884,640</u>
--------------	------------------

DEFERRED OUTFLOWS OF RESOURCES

Deferred loss on refunding	<u>25,626</u>
Total assets and deferred outflows of resources	<u><u>\$ 4,910,266</u></u>

See accompanying notes to basic financial statements.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)
STATEMENT OF NET POSITION - CONTINUED
As of September 30, 2013
(in thousands)

LIABILITIES

Long-term debt, less current maturities	
Revenue bonds payable	\$ 2,016,107
Water transmission facilities financing agreement, payable from restricted assets	126,475
Pension obligation bonds	76,602
Accreted interest pension obligation bonds	23,333
	<hr/>
Total long-term debt	2,242,517
	<hr/>
Current liabilities payable from restricted assets	
Water transmission facilities financing agreement	2,530
Construction accounts payable	69,428
Current maturities of revenue bonds	89,510
Accrued interest	41,024
	<hr/>
Total current liabilities (payable from restricted assets)	202,492
	<hr/>
Current liabilities payable from current assets	
Accrued payroll	2,914
Accounts payable	17,408
Compensated absences	4,890
Current maturity of pension obligation bonds	2,369
Accrued interest pension obligation bonds	231
	<hr/>
Total current liabilities (payable from current assets)	27,812
	<hr/>
Other long-term liabilities	
Customer deposits, payable from restricted assets	12,051
Compensated absences	6,227
Other postemployment benefits	24,288
Customer and developer construction advances	1,879
	<hr/>
Total other long-term liabilities	44,445
	<hr/>
Total liabilities	2,517,266
	<hr/>
NET POSITION	
Net investment in capital assets	2,011,972
Restricted:	
Revenue bond requirements	186,126
Unrestricted	194,902
	<hr/>
Total net position	\$ 2,393,000
	<hr/>

See accompanying notes to basic financial statements.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
For the Year ended September 30, 2013
(in thousands)

Operating revenues:	
Water	\$ 330,006
Wastewater	221,487
Intergovernmental	5
	<hr/>
Total operating revenues	551,498
	<hr/>
Operating expenses:	
Personnel services	86,839
Supplies and materials	82,874
Other operation and maintenance	89,843
Depreciation and amortization	105,528
	<hr/>
Total operating expenses	365,084
	<hr/>
Operating income	186,414
Non-operating income (expenses)	
Investment income	1,127
Interest expense on bonds and commercial paper	(71,164)
Loss on property disposal	(610)
	<hr/>
Total non-operating income (expenses)	(70,647)
	<hr/>
Income before capital contributions and transfers	115,767
Capital contributions	11,411
Transfers in from other city funds	1,560
Transfers out to other city funds	(20,568)
	<hr/>
Change in net position	108,170
Net position, beginning of year	<hr/> 2,284,830
Net position, end of year	<hr/> <hr/> \$ 2,393,000

See accompanying notes to basic financial statements.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)
STATEMENT OF CASH FLOWS
For the Year Ended September 30, 2013
(in thousands)

Cash flows from operating activities:	
Cash received from customers	\$ 552,414
Cash payments to suppliers for goods and services	(83,261)
Cash payments to employees for services	(79,105)
Cash payments for contractual services	(86,106)
Net cash provided by operating activities	<u>303,942</u>
Cash flows from non-capital financing activities:	
Transfers from other funds	949
Transfers to other funds	(20,568)
Principal paid on pension obligation bonds	(1,823)
Interest paid pension obligation bonds	(4,004)
Net cash used in non capital financing activities	<u>(25,446)</u>
Cash flows from capital and related financing activities:	
Acquisition and construction of capital assets	(246,552)
Proceeds from sale of revenue refunding bonds	165,448
Principal paid on bond maturities	(96,115)
Principal paid on Water Transmission Facilities Agreement	(2,705)
Interest paid on bonds, notes and Water Transmission Facilities Agreement	(86,531)
Bond issuance costs	(448)
Prepaid construction costs	(454)
Proceeds from sale of commercial paper notes	165,000
Retirement of commercial paper notes	(165,000)
Net cash used in capital and related financing activities	<u>(267,357)</u>
Cash flows from investing activities:	
Purchase of investments	(50,078)
Maturity of investments	34,000
Investment income	2,272
Net cash provided by investing activities	<u>(13,806)</u>
Net decrease in cash and cash equivalents	(2,667)
Cash and cash equivalents, beginning of year	367,754
Cash and cash equivalents, end of year	<u><u>\$ 365,087</u></u>

See accompanying notes to basic financial statements.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)
STATEMENT OF CASH FLOWS - CONTINUED
For the Year Ended September 30, 2013
(in thousands)

Reconciliation of operating income to net cash
provided by operating activities:

Operating income	\$ 186,414
Adjustments not affecting cash:	
Depreciation and amortization	105,528
Change in assets and liabilities	
Decrease in accounts and other receivables	1,906
Decrease in notes receivable from other funds	361
(Increase) in inventories	(387)
Decrease in other assets	2,162
Increase in accounts payable	4,001
Increase in accrued payroll	343
Increase in compensated absences	570
(Decrease) in allowance for doubtful accounts	(2,534)
Increase in customer deposits	1,183
Increase in other postemployment benefits	4,659
(Decrease) in customer construction and developer advances	(264)
Total adjustments	117,528
Net cash provided by operating activities	303,942
Current Assets:	
Pooled cash and cash equivalents	145,921
Pooled cash and cash equivalents for current debt service	131,479
Customer deposits pooled cash and cash equivalents	11,955
Held for construction purposes:	
Cash and cash equivalents	45,190
Cash and cash equivalents held by escrow agent for future debt service	14,770
Pooled cash and cash equivalents for future debt service	15,772
Total cash and cash equivalents end of year	\$ 365,087
Noncash investing, capital, and financing activities:	
Capital contributions	11,411
Capital assets transferred from Airport Revenues Fund	611
Change in fair value of non-pooled investments	(217)
Change in fair value of pooled investments	(567)
Premium/discount amortization	13,026
Accretion on capital appreciation bonds	1,801
Amortization of deferred gain/loss on refunding	3,310
Capital assets acquired through water transmission financing agreement	59,642
Other assets acquired through water transmission financing agreement	(59,642)

See accompanying notes to basic financial statements.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**NOTES TO THE BASIC FINANCIAL STATEMENTS
For the Year Ended September 30, 2013
(In thousands except where indicated)**

NOTE 1 - FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements include only Dallas Water Utilities (DWU), an enterprise fund of the City of Dallas, Texas (the City). The DWU financial statements are not intended to present the financial position or results of operations of the City. The City also administers other departments, whose operations are reflected in the Comprehensive Annual Financial Report of the City. However, certain disclosures are for the City as a whole, since such information is not available for the fund on a separate fund basis (see Notes 2, 11, 12, 13 and 14).

DWU provides water and wastewater services to customers within the City and to other nearby cities and governmental entities. Chapter XI, Section 14 of the Dallas City Charter requires all costs of service to be paid from revenues arising from customer service rates. This City Charter section also establishes that all customer receipts and revenues shall be used only to provide water and wastewater services, and to provide for any charges made by the City in lieu of ad valorem taxes or that would be due the City if the Water Utilities Department were not a city-owned public utility.

The accounting policies of DWU, as reflected in the accompanying accrual-basis financial statements, conform to accounting principles generally accepted in the United States of America (GAAP) for local government enterprises as prescribed by the Governmental Accounting Standards Board (GASB). The DWU is accounted for using the economic resources measurement focus. Revenues are recognized when earned and expenses are recognized when a liability is incurred, regardless of the timing of related cash flow.

Cash and Cash Equivalents

Cash includes amounts in demand deposits as well as short-term investments with original maturities of 90 days or less. DWU's portion of the City's investment pool is displayed on the statement of net position as cash and cash equivalents. DWU treats pooled investments and short-term non-pooled investments as cash equivalents. Long-term pooled investments are reported as investments on the statement of net position. Investments in U.S. government obligations and other investments are recorded at fair value based on quoted market prices (Note 2).

Capital Assets

Capital assets are stated at historical cost (estimated fair value for assets contributed by developers at the date of the contribution). Assets are capitalized when they generally have a value of at least five thousand dollars and a useful life of one year or more. Depreciation and amortization are provided using the straight-line method over estimated useful lives as shown below, stated in the number of years by property.

Infrastructure and rights to water supply	50 to 100
Buildings	10 to 50
Improvements other than buildings	10 to 100
Equipment	3 to 25
Other utility property	33 to 75

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 1 - FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES - Continued

For constructed property, capitalized costs include amounts applicable to construction for payroll, payroll-related costs, and general and administrative overhead.

Maintenance and repairs are charged to operations as incurred. Improvements which extend the useful lives of capital assets are capitalized. Interest costs during construction is capitalized. The accompanying financial statements reflect capitalization of interest costs of \$17 million.

Transactions with Other City Departments

Operating revenues include billings and charges to other City departments for water and wastewater services, for which other departments made payments of \$6.1 million in 2013. Operating expenses include payments to other City departments of \$86.4 million in 2013, including health benefit payments for employees, office supplies, vehicle fuel and maintenance, communications and data services, programming and batch processing, street rental and other miscellaneous city services. DWU also reimburses other City departments for other construction-related costs paid by those departments for DWU. Current assets and other non-current assets at September 30, 2013 include advances of \$6.9 million due from other City funds bearing original interest at rates of 1.5% to 4.3%, subject to change based on interest received on City investments. All other nonreciprocal transactions between funds which are not reimbursements and where the funds do not receive equivalent goods and services for the transactions are classified as transfers (i.e. payments in lieu of taxes).

Compensated Absences

The City's employees earn vacation up to maximum periods based on length of service. Employees may either take vacation leave or receive cash payment upon retirement or termination. Sick leave accrues to employees based on hours worked, up to an unused maximum accrual, but is subject to specified reduction if paid in cash upon retirement or termination. The City accrues vacation and sick leave attributable to employee services already rendered, in amounts of estimated payments. A liability is recorded for accumulated sick leave that is likely to vest, to the extent of probable payment upon termination for employees with 20 or more years of continuous service. At September 30, 2013, liabilities for accrued vacation and sick leave included the following amounts:

Current Liabilities	\$4,890
Other Long-Term Liabilities	6,227
	<u>\$11,117</u>

Accounts Receivable

Accounts receivable includes billed and unbilled customer receivables at September 30, 2013. Unbilled receivables include estimated revenues for water and wastewater services provided but not yet billed at September 30.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)**

**NOTE 1 - FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING
POLICIES - Continued**

Inventory

Inventory consists of construction and operating materials, which are valued at average cost.

Operating Revenues and Expenses

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of DWU are derived from treatment and supply of water, and collection of wastewater. Operating expenses for proprietary funds include the cost of services, administrative expenses and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Restricted vs. Unrestricted

Restricted assets include debt service, investments for future debt service, cash held for construction purposes and customer deposits. Unrestricted assets can be used for any allowable purpose. When both restricted and unrestricted resources are available for use, it is the City's policy to use the restricted resources first and then unrestricted resources as they are needed.

Deferred Outflows of Resources

Deferred outflows of resources are used to report consumptions of net position by the government that are applicable to a future reporting period.

Changes in Accounting Principles and New Accounting Pronouncements

During fiscal year 2013, DWU adopted the following GASB Statements:

GASB Statement Number 60, "Accounting and Financial Reporting for Service Concession Arrangements" was implemented by DWU as required by GASB during the fiscal year ending September 30, 2013. The statement improves financial reporting by addressing issues related to service concession arrangements (SCAs), which are a type of public-private or public-public partnership. The statement also provides guidance for governments that are operators in an SCA. The implementation of this statement had no effect on the financial statements of DWU.

GASB Statement Number 61, "The Financial Reporting Entity: Omnibus – an amendment of GASB Statement No. 14 and No. 34" was implemented by DWU as required by GASB during the fiscal year ending September 30, 2013. This statement modifies certain requirements for inclusion of component units in the financial reporting entity and clarifies the manner in which that determination should be made and the types of relationships that generally should be considered in making the determination. The statement also amends the criteria for blending component units and provides additional guidance for blending a component unit if the primary government is a business-type activity and clarifies the reporting of equity interests in legally separate organizations. The implementation of this statement had no effect on the financial statements of DWU.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 1 - FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES - Continued

GASB Statement Number 62, "Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements" was implemented by DWU as required by GASB during the fiscal year ending September 30, 2013. This statement incorporates into GASB's authoritative literature certain accounting and financial reporting guidance that is included in the following pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB), Accounting Principles Board Opinions, and Accounting Research Bulletins of the American Institute of Certified Public Accountants' (AICPA) Committee on Accounting Procedure. The requirements of this statement will improve financial reporting by contributing to the GASB's efforts to codify all sources of generally accepted accounting principles for state and local governments so they derive from a single source. The implementation of this statement had no effect on the financial statements of DWU.

GASB Statement Number 66, "Technical Corrections – 2012 – an amendment of GASB Statement No. 10 and No. 62," was implemented by DWU as required by GASB during the fiscal year ending September 30, 2013. This statement improves financial reporting by resolving conflicting accounting and financial reporting guidance that could diminish the consistency of financial reporting and thereby enhance the usefulness of the financial reports. This statement amends Statement No. 10, "Accounting and Financial Reporting for Risk Financing and Related Insurance Issues," by removing the provision that limits fund-based reporting of an entity's risk financing activities to the general fund and the internal service fund type. This statement also amends Statement No. 62 by modifying the specific guidance on accounting for operating leases. The implementation of this statement had no effect on the financial statements of DWU.

The GASB has issued the following statements which will be effective in futures years as described below:

GASB Statement Number 67, "Financial Reporting for Pension Plans – an amendment of GASB Statement No. 25," will be implemented as required by GASB during the fiscal year ending September 30, 2014. The objective of this statement is to improve financial reporting by state and local government pension plans. The implementation of this statement will not result in any changes to the financial statements of DWU.

GASB Statement Number 68, "Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27," will be implemented as required by GASB during the fiscal year ending September 30, 2015. The objective of this statement is to improve accounting and financial reporting by state and local government pensions and improve the decision-usefulness of information in contributing entity financial reports and will enhance its value for assessing accountability and interperiod equity by requiring recognition of the entire net pension liability and a more comprehensive measure of pension expense. This statement establishes standards for measuring and recognizing liabilities, deferred outflows of resources, and deferred inflows of resources, and expense/expenditures. Note disclosure and required supplementary information requirements about pensions also are addressed. This statement requires the liability of employers and nonemployer contributing entities to employees for defined benefit pensions (net pension liability) to be measured as the portion of the present value of projected benefit payments to be provided through the pension plan to current active and inactive employees that is attributed to those employees' past periods of service (total pension liability), less the amount of the pension plan's fiduciary net position. The impact of the implementation of this statement is expected to be significant.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)**

**NOTE 1 - FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING
POLICIES - Continued**

GASB Statement Number 69, "Government Combinations and Disposals of Government Operations," will be implemented by the City as required by GASB during fiscal year ending September 30, 2015. This statement establishes accounting and financial reporting standards related to government combinations and disposals of government operations, which includes a variety of transactions referred to as mergers, acquisitions, and transfers of operations. The implementation of this statement is not expected to result in any changes to the financial statements of DWU.

GASB Statement Number 70, "Accounting and Financial Reporting for Nonexchange Financial Guarantees," will be implemented by the City as required by GASB during fiscal year ending September 30, 2014. The objective of this statement is to improve accounting and financial reporting by state and local governments that extend and receive nonexchange financial guarantees. The City is currently evaluating potential changes to the financial statements as a result of the implementation of this statement.

GASB Statement Number 71, "Pension Transition for Contributions Made Subsequent to the Measurement Date – an Amendment of GASB Statement No. 68," will be implemented by the City as required by GASB during fiscal year ending September 30, 2015. The objective of this statement is to address an issue regarding application of the transition provisions of Statement No. 68, Accounting and Financial Reporting for Pensions. The City is currently evaluating potential changes to the financial statements as a result of the implementation of this statement.

(The remainder of this page left blank intentionally)

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 2 - CASH, DEPOSITS, AND INVESTMENTS

At September 30, 2013, the investments held for the DWU General and Investment Pool Programs are as follows:

TYPES OF INVESTMENTS	<u>Total</u>
<u>Categorized Investments</u>	
Federal Agricultural Mortgage Corp. Notes	\$ 12,541
Federal Farm Credit Bank Notes	64,516
Federal Farm Credit Bank Notes Callable	2,497
Federal Home Loan Bank Notes	81,578
Federal Home Loan Bank Notes Callable	1,244
Federal Home Loan Mortgage Corp. Notes	79,871
Federal Home Loan Mortgage Corp. Notes Callable	24,988
Federal National Mortgage Association Notes	33,853
Federal National Mortgage Association Notes Callable	<u>3,742</u>
Total Categorized Investments	<u>\$304,830</u>
<u>Investments Not Categorized</u>	
Blackrock Munifund	\$ 2,538
First American Government Money Market Mutual Funds	14,770
Federated Tax Free Money Market Funds	1,175
AIM STIT Government and Agency Institution	784
Bank of America Money Market Funds	3,746
Morgan Stanley Prime Money Market Funds	11,237
Reserve Primary Fund	1
Western Asset Prime Money Market Funds	8,985
LOGIC Money Market Mutual Funds	19,977
TexStar – Money Market Mutual Funds	6
TexPool Prime Money Market Mutual Funds	30,714
TexPool - Money Market Mutual Funds	<u>1,020</u>
Total Investments Not Categorized	<u>94,953</u>
Total General and Investment programs in City Treasury	<u>\$399,783</u>

Deposit and Investment Risk Disclosures of Funds with the City Treasurer

GASB Statement No. 40, "Deposit and Investment Risk Disclosures", requires disclosure information related to common risks inherent in deposit and investment transactions. Investments are subject to certain types of risks, including custodial credit risk, concentration of credit risk, credit risk and interest rate risk and foreign currency risk. Exposure of deposited funds and investment risk are disclosed in the following sections of this note.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED

For the Year Ended September 30, 2013

(In thousands except where indicated)

NOTE 2 - CASH, DEPOSITS, AND INVESTMENTS – Continued

Custodial Credit Risk

Custodial credit is the risk that, in event of the failure of the counterparty, the City will not be able to recover the value of its deposit or collateral securities that are in the possession of an outside party. As of September 30, 2013, \$45,435 was fully collateralized and insured by U.S. Federal Agency securities and the Federal Deposit Insurance Corporation. The collateral pledged to the City is held in the City's name at the Federal Reserve Bank.

Texas statutes and City policy authorize operating, capital projects, bond reserve and trust monies to be deposited in demand deposits, time deposits, or certificates of deposits. Texas statutes and City policy require all uninsured collected deposits to be fully collateralized.

Concentration of Credit Risk

Investments that individually represent 5% or more of net portfolio assets are stated below. Investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds and external investment pools are excluded.

Agency and Securities by Issuer	<u>Fair value</u>	<u>% of Total Portfolio</u>
Federal National Mortgage Assoc. (FNMA)	\$ 37,595	9.40%
Federal Agricultural Mortgage Corp. (FAMC)	12,541	3.14%
Federal Home Loan Mortgage Corp. (FHLMC)	104,859	26.23%
Federal Home Loan Bank (FHLB)	82,822	20.72%
Federal Farm Credit Bank (FFCB)	<u>67,013</u>	<u>16.76%</u>
Total agency securities	<u>\$304,830</u>	<u>76.25%</u>

Credit Risk

The Public Funds Investment Act requires that investments shall be made in accordance with written policies at least annually by the governing body; investment policies must address safety of principal, liquidity, yield, diversification and maturity, with primary emphasis on safety of principal. In accordance with this policy, the City may invest in direct or guaranteed obligations of the U.S. Treasury, certain U.S. agencies and instrumentalities, and the state of Texas or its agencies and instrumentalities with a credit rating no less than A; fully collateralized certificates of deposits and repurchase agreements; no-load money market mutual funds and local government investment pools with credit ratings no less than AAA.

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Money Market Mutual Funds and Local Government Investment pools in the City's portfolio are rated AAAM by Standard and Poor's and/or Aaa by Moody's. Long-term bond ratings are used for the U.S. Government Agencies. Ratings for the City's portfolio are listed on the following table.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 2 - CASH, DEPOSITS, AND INVESTMENTS - Continued

<u>Security Type</u>	<u>Fair value</u>	<u>% of Total portfolio</u>	<u>S&P/Moody's ratings</u>
Money market mutual funds and pools	\$ 94,953	23.75%	AAAm/Aaa
U.S. Agency securities	<u>304,830</u>	<u>76.25%</u>	AAA/Aaa
Total portfolio	<u>\$399,783</u>	<u>100.00%</u>	

Interest Rate Risk

In order to ensure the ability of the City to meet obligations and to minimize potential liquidation losses, the dollar-weighted average stated maturity of the Investment Pool shall not exceed 1.5 years. The City's policy further limits the maximum stated maturity of U.S. treasuries, agencies, and municipal notes and bonds to 5 years; repurchase agreements to 30 days; and certificates of deposit to 1 year. The weighted average maturity of the securities held in the City's portfolio is as follows:

<u>Security type</u>	<u>Fair value</u>	<u>Weighted average maturity (days)</u>
Money market mutual funds and pools	\$ 94,953	1
U.S. Agency securities	<u>304,830</u>	303
Total portfolio	<u>\$399,783</u>	<u>232</u>

NOTE 3 - ASSETS RESTRICTED FOR DEBT SERVICE

Bond documents authorizing issuance of water and wastewater system revenue bonds and the related offering documents prescribe the timing and determination of amounts to be accumulated and maintained for debt service. These ordinances require that amounts be set aside in advance to provide for the next scheduled principal and interest payments. Such amounts are reflected in the accompanying statement of net position as current maturities of revenue funds and accrued revenue bond interest. The ordinances also require that a "revenue bond reserve fund" be accumulated and maintained. If the reserve fund contains less than the future average annual principal and interest requirements of all outstanding revenue bonds, determined after each bond issue, the ordinances require equal monthly additions to the reserve fund in amounts which, after 60 months, will result in a reserve fund balance which is equal to the future average annual principal and interest requirements. At September 30, 2013, the reserve fund equaled or exceeded ordinance requirements.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 4 - CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2013 is as follows:

	Balance, beginning of year	Additions	Transfers and Retirements	Balance, end of year
Capital assets, not being depreciated:				
Land	\$ 86,163	\$ 2,227	\$ -	\$ 88,390
Construction in progress	487,327	309,092	(250,883)	545,536
Total capital assets, not being depreciated	573,490	311,319	(250,883)	633,926
Capital assets, being depreciated:				
Water rights	353,910	-	-	353,910
Buildings	480,712	8,609	-	489,321
Improvements other than buildings	69,897	-	-	69,897
Infrastructure	446,233	95,099	-	541,332
Equipment	474,742	23,614	(871)	497,485
Utility property	3,249,706	142,190	(30,996)	3,360,900
Total capital assets, being depreciated	5,075,200	269,512	(31,867)	5,312,845
Less accumulated depreciation for:				
Water rights	(102,188)	(3,537)	-	(105,725)
Buildings	(177,807)	(9,608)	-	(187,415)
Improvements other than buildings	(10,437)	(1,664)	-	(12,101)
Infrastructure	(206,419)	(8,249)	-	(214,668)
Equipment	(329,931)	(19,196)	849	(348,278)
Utility property	(834,979)	(63,274)	30,239	(868,014)
Total accumulated depreciation	(1,661,761)	(105,528)	31,088	(1,736,201)
Total capital assets being depreciated, net	3,413,439	163,984	(779)	3,576,644
Total capital assets, net	\$ 3,986,929	\$ 475,303	\$ (251,662)	\$ 4,210,570

NOTE 5 - LONG TERM DEBT

Water and wastewater system revenue bonds constitute obligations of the DWU, secured solely by a pledge of all revenues of the City's water and wastewater system (operated as "Dallas Water Utilities"), after deduction of reasonable operation and maintenance expenses. All DWU revenue bonds may be redeemed at the City's option, at par value, on or after the tenth annual serial maturity date.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 5 – LONG TERM DEBT - Continued

DWU is also obligated to pay a proportionate share of the Pension Obligation Bonds issued by the City of Dallas. The payments include both City contributions and employee contributions.

Revenue bonds payable at September 30, 2013 include the following issues. Future long term liabilities and interest rates shown on the following page are for bonds outstanding on September 30, 2013.

	Beginning Balance	Additions	Deletions	Ending Balance	Due Within One year
<u>Dallas Water Utilities</u>					
City of Dallas Waterworks and Sewer System Revenue Refunding and Improvement Bonds					
Series 2003	\$ 17,930	\$ -	\$ 17,930	\$ -	\$ -
Series 2003A	7,325	-	7,325	-	-
Series 2005	26,615	-	11,005	15,610	15,610
Series 2006	96,010	-	7,200	88,810	7,550
Series 2007	641,500	-	31,360	610,140	36,735
Series 2008	146,790	-	2,965	143,825	3,065
Series 2009A	13,140	-	665	12,475	670
Series 2009B	8,280	-	-	8,280	445
Series 2009C	94,723	-	5,105	89,618	5,105
Series 2010	286,745	-	12,560	274,185	10,445
Series 2011	239,425	-	-	239,425	4,440
Series 2012	366,140	-	-	366,140	5,445
Series 2013	-	156,540	-	156,540	-
Total Revenue Bonds Payable	1,944,623	156,540	96,115	2,005,048	89,510
Add : Unamortized Premium	103,375	9,627	12,433	100,569	-
Total Revenue Bonds for Water Utilities	2,047,998	166,167	108,548	2,105,617	89,510
Pension Obligation Bonds	57,257	-	1,823	55,434	2,369
Add: Net Premium/Discount	24,130	-	593	23,537	-
Add: Accretion on Capital Appreciation Bonds	21,532	3,956	2,155	23,333	-
Total Water Utilities Bonds	2,150,917	170,123	113,119	2,207,921	91,879
Other: Compensated Absences	10,547	6,023	5,453	11,117	4,890
Other: Postemployment Benefits	19,629	6,120	1,461	24,288	-
Other: Water Transmission Facilities Financing Agreement	131,710	-	2,705	129,005	2,530
Total Long-Term Debt for Water Utilities	\$ 2,312,803	\$ 182,266	\$ 122,738	\$ 2,372,331	\$ 99,299

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 5 – LONG TERM DEBT - Continued

In September 2013, DWU issued Waterworks and Sewer System Revenue Refunding Bonds Series 2013 of \$156.5 million with an interest rate range of 2 to 5 percent and a final maturity of October 1, 2042. The bonds were issued to refund outstanding commercial paper used by DWU to fund capital construction projects.

At September 30, 2013, and during the year then ended, the City believes it was in compliance with the financial covenants of all authorizing ordinances for outstanding water and wastewater system revenue debt.

The future principal and interest requirements of revenue bonds and pension obligation bonds attributed to DWU are shown on the table below:

Fiscal Year	Dallas Water Utilities					
	Revenue Bonds			Pension Obligation Bonds		
	Principal	Interest	Total	Principal	Interest	Total
2014	\$ 89,510	\$ 84,269	\$ 173,779	\$ 2,369	\$ 3,570	\$ 5,939
2015	94,545	84,134	178,679	1,623	4,478	6,101
2016	93,825	80,399	174,224	1,513	4,707	6,220
2017	95,365	76,535	171,900	1,544	4,806	6,350
2018	89,370	72,819	162,189	1,679	4,863	6,542
2019-2023	479,665	301,445	781,110	21,557	14,271	35,828
2024-2028	342,885	209,145	552,030	13,286	29,884	43,170
2029-2033	297,118	137,643	434,761	7,548	42,980	50,528
2034-2038	290,965	66,776	357,741	4,315	18,091	22,406
2039-2043	131,800	12,666	144,466	-	-	-
	<u>\$ 2,005,048</u>	<u>\$ 1,125,831</u>	<u>\$ 3,130,879</u>	<u>\$ 55,434</u>	<u>\$ 127,650</u>	<u>\$ 183,084</u>

Dallas Water Obligation for Water Transmission Facilities Financing Agreement

TRWD, a water control and improvement district and political subdivision of the State of Texas, issued \$131.9 million in Water Facilities Contract Revenue Bonds during February 2012. The bonds were issued to finance the DWU share of costs for designing, acquiring, constructing, improving, repairing, rehabilitating, and or replacing water transmission facilities capable of delivering additional raw water supply to the customers of the DWU and TRWD for their respective customers (the Project). The Project is tentatively scheduled to be completed in 2025. The City's share of the total cost of the Project is estimated to be \$832 million. Upon completion of the Project, DWU will have reserved capacity rights in the amount of 150 million gallons per day. Depending on the timing of construction, additional bonds are expected to be issued throughout the construction period.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 5 – LONG TERM DEBT - Continued

In order to ensure adequate funding from DWU for the payment of principal and interest, the City entered into a separate funding agreement with TRWD, a Water Transmission Facilities Financing Agreement (the Agreement). Under this Agreement, the City is obligated to make payments to TRWD for the principal and interest amounts associated with the bonds. The Agreement establishes through State statutes that those payments will be treated as operating and maintenance expenses. This interpretation of the treatment of payments to TRWD as operating and maintenance expenses is only being applied to the schedule of revenue bond coverage for the DWU and for purposes of establishing rates.

The Agreement establishes that TRWD shall own and operate the Project, subject to Dallas' reserved capacity rights in the Project. The bonds are a special obligation of TRWD. Principal and interest are secured by and payable solely from payments to be received by TRWD from the City to the extent required and provided in the Agreement. The bonds do not constitute a debt or pledge of the faith and credit of the City and accordingly have not been reported in the accompanying financial statements. At September 30, 2013, the TRWD Water Facilities Contract Revenue Bonds outstanding was \$129.2 million.

The City has determined the obligation under the Agreement to be a liability to the extent that such obligations are for the payment of bonds issued to fund the DWU share of costs for the Project. The City has capitalized the development of an intangible asset, Pipeline Reserved Capacity Rights, in Construction in Progress for the actual Project costs incurred by TRWD. The unspent proceeds held by TRWD for future construction costs have been recorded in Other Noncurrent Assets – Future Pipeline Reserved Capacity Rights. The interest rates for the obligation range from 2% to 5%. The obligation will be amortized over a period of 30 years. The balance of the obligation for the Agreement was \$129 million at September 30, 2013. The schedule of principal and interest payments required for the obligation is provided below:

Fiscal Year	Principal	Interest	Total
2014	\$ 2,530	\$ 5,149	\$ 7,679
2015	2,835	5,066	7,901
2016	2,895	4,953	7,848
2017	2,955	4,808	7,763
2018	3,015	4,660	7,675
2019-2023	16,030	20,978	37,008
2024-2028	18,895	17,265	36,160
2029-2033	23,000	13,952	36,952
2034-2038	28,890	9,172	38,062
2039-2042	27,960	2,848	30,808
	<u>\$ 129,005</u>	<u>\$ 88,851</u>	<u>\$ 217,856</u>

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 6 - OTHER LONG TERM OBLIGATIONS

Other long-term obligations are as follows as of September 30, 2013:

	Balance, beginning of year	Additions	Deletions	Balance, end of year
Customer deposits, payable from restricted assets	\$ 10,868	\$ 2,465	\$ 1,282	\$ 12,051
Customer and developer construction advances	2,143	1,472	1,736	1,879
 Total other long-term obligations	 <u>\$ 13,011</u>	 <u>\$ 3,937</u>	 <u>\$ 3,018</u>	 <u>\$ 13,930</u>

NOTE 7 - COMMERCIAL PAPER NOTES PAYABLE

The commercial paper notes are supported by three liquidity agreements through three banks and one pension fund. The Series B and Series C programs have liquidity agreements with Bank of America, N.A., and JPMorgan Chase Bank, National Association, which was extended to September 30, 2014. The liquidity program supporting Series B has an aggregate available principal amount not to exceed \$214.8 million, which includes \$200 million of principal together with \$14.8 million of accrued interest for a period of 270 days at the rate of 10% per annum. The liquidity agreement supporting Series C notes has an aggregate available principal amount not to exceed \$107.4 million, which includes \$100 million of principal together with \$7.4 million of accrued interest for a period of 270 days at the rate of 10% per annum. The liquidity agreement supporting the Series D notes is through State Street Bank and Trust and the California State Teachers' Retirement System and extends to March 16, 2015. The Series D has an aggregate principal amount not to exceed \$326.6 million, which includes \$300 million of principal together with \$26.6 million of accrued interest for a period of 270 days at the rate of 12% per annum. All three commercial paper programs constitute an obligation subordinate to the City's water and wastewater system revenue bonds. Any advances for payments of commercial paper under the line of credit are secured by a subordinate lien on water and wastewater revenues. During fiscal year 2013, \$165 million was issued and \$165 million was refunded.

Changes in short-term obligations during fiscal year 2013 were as follows:

	Beginning Balance	Additions	Deletions	Ending Balance
Commercial Paper	\$ -	\$ 165,000	\$ (165,000)	\$ -

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED

For the Year Ended September 30, 2013

(In thousands except where indicated)

NOTE 8 - COMMITMENTS

At September 30, 2013, commitments under construction contracts in progress and operating encumbrances were outstanding in the following amounts:

Construction Encumbrances	\$ 236,245
Operating Encumbrances	3,130
	<u>\$ 239,375</u>

For purposes of its water supply system, the City is contractually committed to pay a portion of the net operating and maintenance expenses of several reservoirs operated by other governmental agencies or authorities. The City is also contractually committed to pay a portion of the net operating and maintenance expenses of the Trinity River Authority's Regional Wastewater System (the "Authority"). The contract with the Authority provides in effect that amounts of capital obligation, interest, and operation and maintenance expenses vary with Dallas' proportionate share of total wastewater treated by the Authority's Central Regional Wastewater System.

NOTE 9 - CONTINGENCIES

Various claims and lawsuits are pending against the City. Those judgments which are considered "probable" and estimable are accrued, while those claims and judgments which are considered "reasonably possible" are disclosed but not accrued.

In the opinion of the City Attorney, the potential loss resulting from all significant claims which are considered reasonably possible, excluding condemnation proceedings, is approximately \$8.1 million as of September 30, 2013. At September 30, 2013, approximately \$6.7 million has been recorded in the risk funds for claims and lawsuits considered to be probable. None of these amounts is attributable to DWU.

NOTE 10 - LEASES

As Lessee

As lessee, DWU is committed under various leases for building and office space, data processing and communications equipment. These leases are considered for accounting purposes to be operating leases.

Year ending September 30	Rental Payments
2014	\$926
2015	606
2016	580
2017	592
2018	120
	<u>\$2,824</u>

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 10 – LEASES – Continued

As Lessor

As lessor DWU is also under several lease agreements whereby it receives revenues from leasing land, building and water front facilities. These revenue leases are considered for accounting purposes as operating leases.

Year ending September 30	Rental Receipts
2014	\$46
2015	46
2016	46
2017	46
2018	46
2019-2023	217
2024-2028	205
Thereafter	41
Minimum future rentals	<u>\$693</u>

NOTE 11 - PENSION PLAN

All full-time DWU employees participate in the contributory City Employees' Retirement Fund, a defined benefit, single employer pension plan ("the Plan"). The Plan is administered by the City. Membership is a condition of employment for all full-time, permanent employees. Chapter 40A of the City Code provides legal authority for the Plan, which is for the benefit of all eligible employees of the City, excluding firefighters and police officers. Members have vested rights to retirement benefits after five years of service. Benefits are based on credited service and the average monthly earnings for the three highest paid calendar years. Members of the Fund are entitled to normal retirement pension at age 60; early retirement pension at age 55 if employed prior to May 9, 1972 or age 50 and years of service total 78; service retirement pension at any age after 30 years of credited service and disability retirement pension as determined by the Board of Trustees.

Contribution percentages of covered wages are 11.87% for employees and 20.21% for the City. The City's contribution of 20.21% is divided into 10.48% cash to the Plan and 9.73% for debt service payments on the pension obligation bonds. The maximum contribution percentage of covered wages is 36%, with 63% from the City and 37% from employees. The maximum increase or decrease from one year to the next is 10%.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 11 - PENSION PLAN - Continued

	2012 <u>Membership</u>
Retirees and beneficiaries currently receiving benefits and inactive members entitled to benefits but not yet receiving them	7,363
Current members:	
Vested	4,843
Nonvested	<u>2,021</u>
Total current members	<u>6,864</u>
Total membership	<u><u>14,227</u></u>

Employer contribution information for all Plan members is presented in the schedule below:

Schedule of Employer Contributions

<u>Employees'</u> <u>Retirement Fund</u>			<u>Employees'</u> <u>Retirement Fund</u>		
	<u>Annual</u> <u>Required</u> <u>Contribution</u>	<u>Percentage</u> <u>Contribution</u>		<u>Annual</u> <u>Pension</u> <u>Cost</u>	<u>Percentage</u> <u>Contributed</u>
9/30/2013	\$ 54,289	65.42%	9/30/2013	\$ 46,886	75.75%
9/30/2012	\$ 37,822	76.46%	9/30/2012	\$ 30,393	95.14%
9/30/2011	\$ 32,865	83.08%	9/30/2011	\$ 25,468	107.20%

Significant Actuarial Methods and Assumptions

<u>Assumptions</u>	<u>Employees'</u> <u>retirement fund</u>
Actuarial valuation date	12/31/2012
Actuarial cost method	Entry age
Amortization method	Level percentage
Asset valuation method	5-year smoothed market
Remaining amortization period	30 years Open Period
Investment rate of return	8.25%
Inflation rate	3.00%
Projected salary increase	3.00%-7.00%
Projected post-retirement benefit increase	3.00%

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 11 - PENSION PLAN – Continued

City-Wide Net Pension Asset (NPA) for 2013, 2012 and 2011

	9/30/2013	9/30/2012	9/30/2011
Annual Required Contribution (ARC)	\$ 54,289	\$ 37,822	\$ 32,865
Interest on NPA	(35,109)	(35,231)	(35,080)
Adjustment to the ARC	27,706	27,802	27,683
Annual Pension Cost	46,886	30,393	25,468
Contribution Made	(35,515)	(28,917)	(27,303)
Change in NPA	11,371	1,476	(1,835)
NPA, Beginning of Year	(425,570)	(427,046)	(425,211)
NPA, End of Year	<u>\$ (414,199)</u>	<u>\$ (425,570)</u>	<u>\$ (427,046)</u>

The amounts above are calculated as of DWU's fiscal year-end, September 30, rather than the year-end of the Dallas Employees' Retirement Fund, December 31.

The net pension obligation (asset) has been allocated between governmental activities and business type activities based on percentage of contribution by each. The DWU share of the net pension asset is \$78,728. The percent contributed may vary from the legally required rate as the annual required contributions are based upon covered payroll as of the actuarial valuation date, January 1, whereas contributions are calculated and paid based upon actual payrolls throughout the year.

NOTE 12 - RISK MANAGEMENT – ESTIMATED CLAIMS AND JUDGEMENT PAYABLE

The City is self-insured for all third-party general liability claims. Claims adjusting services are provided by the City's internal staff. Interfund premiums are based primarily upon the insured fund's claims experience and exposure and are reported as cost reimbursement inter-fund transactions. The amount paid by DWU was \$717 thousand in fiscal year 2013. The liability for unpaid claims includes the effects of specific incremental claims, adjustment expenses and if probable material, salvage and subrogation.

All known City property, primarily buildings and contents, is insured through commercial insurance policies, subject to a \$1 million deductible per loss occurrence. The amount of settlements has not exceeded the deductible loss per occurrence for the past two fiscal years.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED

For the Year Ended September 30, 2013

(In thousands except where indicated)

NOTE 12 - RISK MANAGEMENT – ESTIMATED CLAIMS AND JUDGEMENT PAYABLE - Continued

The City is self insured for workers' compensation claims that occurred prior to October 1, 1999. Effective October 1, 1999, the City is insured for workers' compensation losses in excess of \$750 thousand per occurrence. Claims adjusting services are provided by an independent "administrative services" contractor. Workers' compensation premiums are based primarily upon the insured funds' claims experience and exposure and are reported as cost reimbursement interfund transactions. The amount paid by DWU was \$880 in fiscal year 2013.

All workers' compensation losses are accumulated in a clearing fund which is being reimbursed by the premiums collected. When losses exceed premiums, the deficiencies are prorated and supplemented by the various applicable funds. Accrued worker's compensation liability consists of incurred but not reported as well as unpaid reported claims of which \$41.2 million at September 30, 2013, is recorded in the risk funds of the City. Of this amount, \$8 million is estimated to be payable in the next fiscal year.

The City maintains a group health insurance plan for employees and dependents which is self-insured by the City. The City also offers enrollment in one health maintenance organization as an alternative. Premiums are determined based on the annual budget. DWU expensed \$7.8 million in fiscal year 2013.

The City also maintains a group life insurance plan, which offers term-life and accidental death and dismemberment benefits for employees and dependents. The City is fully insured for employee term-life. Health claims and claims incurred but not reported that are probable and reasonably estimated are accrued at September 30, 2013, in the amount of \$7 million in the risk funds.

At September 30, 2013, the City estimates its general liability at \$16.8 million, which includes \$10.1 million for automobile and general liability and \$6.7 million for probable claims and lawsuits. Of this amount, \$9.3 million is estimated to be payable in the next fiscal year. (See Note 9.)

Changes in the balances of claims liabilities during the past fiscal year are as follows:

	Workers' Compensation		Health		General Liability	
	2013	2012	2013	2012	2013	2012
Unpaid claims, beginning of year	\$ 41,951	\$ 51,591	\$ 9,556	\$ 8,479	\$ 12,897	\$ 13,313
Incurred claims, including incurred but not reported claims (IBNRs) and changes in estimates)	9,133	1,565	104,875	108,074	14,387	6,956
Claim payments	(9,884)	(11,205)	(107,415)	(106,997)	(10,514)	(7,372)
Unpaid claims, end of year	<u>\$ 41,200</u>	<u>\$ 41,951</u>	<u>\$ 7,016</u>	<u>\$ 9,556</u>	<u>\$ 16,770</u>	<u>\$ 12,897</u>

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)**

NOTE 13 - OTHER POST-EMPLOYMENT BENEFITS

In addition to pension benefits, various Council resolutions require the City to provide certain healthcare and life insurance benefits for retired employees. Employees who are permanent, full-time employees are eligible to participate in the benefits at retirement. The City is self-insured for these programs.

For retired employees over 65, the City pays on average \$450 (not in thousands) per month for Medicare "A" if the retirees are not eligible for Social Security coverage. The retirees are responsible for Medicare "B".

For retirees who qualify and choose the City health plan, the City pays approximately 50 percent of the retiree premium and the retiree pays the other 50 percent. Spouses of retirees, like active employees, pay 100% of premiums. There were 4,615 retired participants in the health plan at October 1, 2012, the latest data used for this evaluation. An actuarial evaluation can be performed every other year; therefore, new data was not collected but updated claims and assumptions were used.

The City's annual other postemployment benefit (OPEB) expense is calculated based on the annual required contribution (ARC), an amount actuarially determined in accordance with GASB Statement No. 45. The actuarial cost method used in this valuation to determine the actuarial accrued liability and the annual required contribution (ARC) is the projected unit credit method with service prorated. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed 30 years. The City has elected to amortize the unfunded actuarial liability over 30 years as a level percentage of payroll on an open basis. The discount rate used for the determination of the expense for fiscal year 2013 is 4%. The inflation rate assumption used is 4.5% per year. Total claim payments for fiscal year 2013 were approximately \$12.5 million net of participants' and pension plans' contributions.

Actuarial Valuations

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the City are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the City and plan members) and include the types of benefits provided at the time of each valuation. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 13 - OTHER POST-EMPLOYMENT BENEFITS - Continued

The following table shows the components of the City's annual OPEB cost for fiscal years 2013, 2012 and 2011, the amount actually contributed to the plan, and changes in the City's net OPEB obligation (in thousands):

	2013	2012	2011
Annual OPEB Cost	\$ 49,852	\$ 50,094	\$ 47,529
Contributions Made	(12,476)	(6,240)	(17,559)
Increase in net OPEB	37,376	43,854	29,970
Net OPEB Obligation, beginning of year	170,086	126,232	96,262
Net OPEB Obligation, end of year	<u>\$ 207,462</u>	<u>\$ 170,086</u>	<u>\$ 126,232</u>

The DWU share of the OPEB Obligation is \$24,288.

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for fiscal years 2013, 2012 and 2011 are as follows (in thousands):

Fiscal Year Ended	Net OPEB Obligation Beginning of Year	Annual OPEB Cost	Employer Contributions	Net OPEB Obligation End of Year	Annual OPEB Cost Contributed
2013	\$ 170,086	\$ 49,852	\$ 12,476	\$ 207,462	25.0%
2012	\$ 126,232	\$ 50,094	\$ 6,240	\$ 170,086	12.5%
2011	\$ 96,262	\$ 47,529	\$ 17,559	\$ 126,232	36.9%

The funded status of the plan for fiscal years 2013, 2012 and 2011 are as follows:

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	Percentage of Covered Payroll
10/1/2012	\$ -	\$ 635,815	\$ 635,815	0.00%	N/A	N/A
10/1/2011	\$ -	\$ 627,980	\$ 627,980	0.00%	N/A	N/A
10/1/2010	\$ -	\$ 594,437	\$ 594,437	0.00%	N/A	N/A

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)

NOTE 13 - OTHER POST-EMPLOYMENT BENEFITS – Continued

The actuarial accrued liability of \$635,815 includes \$384,632 for active employees and \$251,183 for retirees.

This table presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

	Uniformed	Non- Uniformed	Total
At October 1, 2012, membership was as follows (not in thousands):			
Active participants not eligible to retire	3,201	6,413	9,614
Active participants eligible to retire	2,201	1,223	3,424
Total active participants	<u>5,402</u>	<u>7,636</u>	<u>13,038</u>

NOTE 14 - DEFERRED COMPENSATION PLANS

There are three deferred compensation plans. Two of these plans are voluntary for City employees who participate in the City's pension plans. The third plan is mandatory for all employees and council members who are not covered by the City's pension plans. These plans comply with sections 401(k) and 457(b) of the Internal Revenue Code. Participants in the City's voluntary 457 and 401(k) plans have full discretion to choose investments from a list of standard plan options, a linked brokerage account, and a commingled pool managed by Fidelity Management Trust Company. The list of standard plan options includes mutual funds with varying styles and levels of investment risk. All the account balances in the mandatory 457 plan are invested in the same commingled pool. All contributions to these plans are deferred by plan participants from their compensation and all the earnings are allocated to each participant's account. Distributions from all the deferred compensation plans are available after termination of employment. Additionally, participants in the City's voluntary plans may also take out loans and may receive hardship withdrawals in accordance with federal regulations. The assets held in these plans are not included in the City's or the DWU financial statements and cannot be used for purposes other than the exclusive benefit of the participants or their beneficiaries or to pay the reasonable expenses of plan administration.

**City of Dallas, Texas
Dallas Water Utilities
(An Enterprise Fund of the City of Dallas)**

**NOTES TO THE BASIC FINANCIAL STATEMENTS - CONTINUED
For the Year Ended September 30, 2013
(In thousands except where indicated)**

NOTE 15 - INTERFUND TRANSFERS

During the year, transfers out to other City funds were made in the amount of \$20.6 million for payment in lieu of taxes (PILOT) and DWU's portion of the pension obligation bond debt service, which are recorded as transfers, rather than operation and maintenance expenses, due to the nonreciprocal nature of the transactions. Under the terms of the bond ordinance, any PILOT payments and any other similar payments are not considered expenses of operation and maintenance of the fund. Additionally, they are not included in the debt coverage calculation. During the year, transfers in from other City funds were made in the amount of \$1.6 million for debt service reimbursements related to software acquisition and assets constructed by other proprietary funds of the City for the DWU.

NOTE 16 - SUBSEQUENT EVENTS

From October 1, 2013 through July 31, 2014, DWU issued \$91.8 million in commercial paper notes, with an average interest rate of 0.08%.

On January 28, 2014, the Tarrant Regional Water District (TRWD) issued \$202.1 million in revenue bonds with a weighted average interest rate of 5.09%, related to the Dallas Water Utilities Obligation for Water Transmission Facilities Financing Agreement mentioned in Note 5. The bonds were issued to finance the Dallas Water Utilities' share of costs for designing, acquiring, constructing, improving, repairing, rehabilitating and or replacing water transmission facilities capable of delivering additional raw water to supply the customers of the Dallas Water Utilities and the TRWD for their respective customers.

APPENDIX D

FORM OF CO-BOND COUNSEL OPINIONS

Proposed Form of Opinion of Co-Bond Counsel

*An opinion in substantially the following form will be delivered by
McCall, Parkhurst & Horton L.L.P. and Escamilla & Poneck, LLP,
Co-Bond Counsel, upon the delivery of the Bonds,
assuming no material changes in facts or law.*

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2015A

AS CO-BOND COUNSEL for the City of Dallas, Texas (the "City"), the issuer of the bonds described above (the "Bonds"), we have examined into the legality and validity of the Bonds, which Bonds are issued in the aggregate principal amount of \$_____. The Bonds bear interest from their date of delivery and mature on the dates specified on the face of the Bonds, and are subject to redemption prior to maturity on the dates and in the manner specified in the Bonds, all in accordance with the ordinance of the City authorizing the issuance of the Bonds (the "Ordinance"). Terms used herein and not otherwise defined shall have the meaning given in the Ordinance.

WE HAVE EXAMINED the Constitution and Statutes of the State of Texas, the City Charter of the City, certified copies of the proceedings of the City Council of the City, and other proofs authorizing and relating to the issuance of the Bonds, including one of the executed Bonds (Bond Number R-1); we do not, however, express any opinion with regard to any statement of insurance printed on the Bonds.

IN OUR OPINION, the Bonds have been authorized and issued in accordance with law, and constitute valid and legally binding special obligations of the City; and, except as may be limited by laws applicable to the City relating to bankruptcy, reorganization, and other similar matters affecting creditors' rights, and the exercise of judicial discretion in accordance with general principles of equity, that the interest on and principal of the Bonds, together with outstanding parity bonds, are payable from, and secured by a first lien on and pledge of, the Pledged Revenues, which include the Net Revenues of the City's combined Waterworks and Sewer System. All such revenue bonds are secured ratably by such pledge of revenues in such manner that no one Bond shall have priority of lien over any other Bond so secured. The holder or holders of the Bonds shall never have the right to demand payment out of money raised or to be raised by taxation.

THE CITY reserves the right, subject to the restrictions stated, and adopted by reference, in the Ordinance, to issue additional parity obligations payable from and equally secured by a lien on and pledge of the Pledged Revenues in all things on a parity with the Bonds.

IT IS FURTHER OUR OPINION, except as discussed below, that the interest on the Bonds is excludable from the gross income of the owners for federal income tax purposes under the statutes, regulations, published rulings, and court decisions existing on the date of this opinion. We are further of the opinion that the Bonds are not "specified private activity bonds" and that, accordingly, interest on the Bonds will not be included as an individual or corporate alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on certain representations, the accuracy of which we have not independently verified, and assume compliance with certain covenants, regarding the use and investment of the proceeds of the Bonds and the use of the property financed therewith. In addition, we have relied upon the report of Grant Thornton LLP, independent certified public accountants, with respect to certain

arithmetical and mathematical computations relating to the Bonds and the obligations refunded with the proceeds of the Bonds. We call your attention to the fact that if such representations are determined to be inaccurate or upon a failure by the City to comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning, or disposing of the Bonds.

WE CALL YOUR ATTENTION TO THE FACT that the interest on tax-exempt obligations, such as the Bonds, is included in a corporation's alternative minimum taxable income for purposes of determining the alternative minimum tax imposed on corporations by section 55 of the Code.

WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Bonds, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as co-Bond Counsel for the City, and, in that capacity, we have been engaged by the City for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas, and with respect to the exclusion from gross income of the interest on the Bonds for federal income tax purposes, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified any records, data, or other material relating to the financial condition or capabilities of the City, or the disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the City as to the availability and sufficiency of the Pledged Revenues. Our role in connection with the City's Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

OUR OPINIONS ARE BASED ON EXISTING LAW, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service (the "Service"); rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the City as the taxpayer. We observe that the City has covenanted not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

Respectfully,

Proposed Form of Opinion of Co-Bond Counsel

*An opinion in substantially the following form will be delivered by
McCall, Parkhurst & Horton L.L.P. and Escamilla & Poneck, LLP,
Co-Bond Counsel, upon the delivery of the Bonds,
assuming no material changes in facts or law.*

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, TAXABLE SERIES 2015B

AS CO-BOND COUNSEL for the City of Dallas, Texas (the "City"), the issuer of the bonds described above (the "Bonds"), we have examined into the legality and validity of the Bonds, which Bonds are issued in the aggregate principal amount of \$_____. The Bonds bear interest from their date of delivery and mature on the dates specified on the face of the Bonds, and are subject to redemption prior to maturity on the dates and in the manner specified in the Bonds, all in accordance with the ordinance of the City authorizing the issuance of the Bonds (the "Ordinance"). Terms used herein and not otherwise defined shall have the meaning given in the Ordinance.

WE HAVE EXAMINED the Constitution and Statutes of the State of Texas, the City Charter of the City, certified copies of the proceedings of the City Council of the City, and other proofs authorizing and relating to the issuance of the Bonds, including one of the executed Bonds (Bond Number R-1); we do not, however, express any opinion with regard to any statement of insurance printed on the Bonds.

IN OUR OPINION, the Bonds have been authorized and issued in accordance with law, and constitute valid and legally binding special obligations of the City; and, except as may be limited by laws applicable to the City relating to bankruptcy, reorganization, and other similar matters affecting creditors' rights, and the exercise of judicial discretion in accordance with general principles of equity, that the interest on and principal of the Bonds, together with outstanding parity bonds, are payable from, and secured by a first lien on and pledge of, the Pledged Revenues, which include the Net Revenues of the City's combined Waterworks and Sewer System. All such revenue bonds are secured ratably by such pledge of revenues in such manner that no one Bond shall have priority of lien over any other Bond so secured. The holder or holders of the Bonds shall never have the right to demand payment out of money raised or to be raised by taxation.

THE CITY reserves the right, subject to the restrictions stated, and adopted by reference, in the Ordinance, to issue additional parity obligations payable from and equally secured by a lien on and pledge of the Pledged Revenues in all things on a parity with the Bonds.

IT IS OUR OPINION THAT THE BONDS ARE NOT OBLIGATIONS DESCRIBED IN SECTION 103(a) OF THE INTERNAL REVENUE CODE OF 1986.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning, or disposing of the Bonds. In particular, but not by way of limitation, we express no opinion with respect to the federal, state or local tax consequences arising from the enactment of any pending or future legislation.

WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Bonds, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as co-Bond Counsel for the City, and, in that capacity, we have been engaged by the City for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified any records, data, or other material relating to the financial condition or capabilities of the City, or the disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the City as to the availability and sufficiency of the Pledged Revenues. Our role in connection with the City's Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

OUR OPINIONS ARE BASED ON EXISTING LAW, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective.

Respectfully,

ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2015A; ESTABLISHING PARAMETERS REGARDING THE SALE OF THE BONDS; APPROVING THE EXECUTION OF AGREEMENTS IN CONNECTION WITH THE SALE OF THE BONDS; AND ALL OTHER MATTERS RELATED THERETO

THE STATE OF TEXAS :
COUNTIES OF DALLAS, DENTON, COLLIN AND ROCKWALL :
CITY OF DALLAS :

WHEREAS, the City of Dallas (the "City" or the "Issuer") has heretofore issued its City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 1981 (the "Series 1981 Bonds"); and

WHEREAS, defined terms used in this Ordinance shall have the meaning given said terms in Section 7 of this Ordinance, unless otherwise indicated herein; and

WHEREAS, in the ordinance authorizing the issuance of the Series 1981 Bonds (the "1981 Ordinance"), the City reserved the right to issue revenue bonds on a parity with the Series 1981 Bonds; and

WHEREAS, under authority of the right reserved in the 1981 Ordinance, the City issued and there currently remain outstanding revenue bonds from each series of bonds described in the definition of "Previously Issued Parity Bonds" set forth in Section 7 of this Ordinance; and

WHEREAS, in addition to the outstanding Previously Issued Parity Bonds, the City has authorized the issuance from time to time and at any one time outstanding of up to \$600,000,000 of its Waterworks and Sewer System Commercial Paper Notes, Series D and Series E (collectively, the "Commercial Paper Notes"), for the purpose of improving and extending the System; and

WHEREAS, the City deems it appropriate to issue the hereinafter authorized bonds in part for the purpose of retiring an aggregate principal amount of the outstanding Commercial Paper Notes not to exceed \$220,000,000, subject to the parameters hereinafter described; and

WHEREAS, the City Council has determined that the outstanding Previously Issued Parity Bonds described in Schedule I attached to this Ordinance are eligible to be refunded for the public purpose of achieving a debt service savings; and

WHEREAS, concurrently with the adoption of this Ordinance, the City Council shall consider for approval an ordinance titled "*Ordinance Authorizing the Issuance and Sale of City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2015B; Establishing Parameters Regarding the Sale of the Bonds; Approving the Execution of Agreements in Connection with the Sale of the Bonds; and All Other Matters Related Thereto*" (the "Taxable Series 2015B Bond Ordinance"); and

WHEREAS, because of fluctuating conditions in the municipal bond market, the City Council has determined to delegate to the City Manager the authority to effect the sale of the bonds hereinafter authorized and bonds authorized by the Series 2015B Bond Ordinance for the purpose of providing for the refunding of all or a portion of the Previously Issued Parity Bonds described in Schedule I, subject to the parameters hereinafter described; and

WHEREAS, the bonds hereinafter authorized are to be issued and delivered pursuant to the laws of the State of Texas, including Chapter 1207, Texas Government Code, for the purposes set forth above; and

WHEREAS, the bonds hereinafter authorized shall be on a parity with the outstanding Previously Issued Parity Bonds and the bonds, if any, sold pursuant to the terms of the Taxable Series 2015B Bond Ordinance; and

WHEREAS, the City Council does hereby determine that it is necessary and desirable to adopt this Ordinance for the purposes hereinafter stated;

THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF DALLAS, TEXAS;

Section 1. **BONDS AUTHORIZED.** That the City's bonds (the "Bonds") are hereby authorized to be issued for the purpose of (i) refunding the Refunded Bonds, (ii) retiring an aggregate principal amount of the City's outstanding Commercial Paper Notes, not to exceed \$220,000,000, and (iii) paying costs of issuance of the Bonds. The Bonds shall be designated as the "**City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2015A**". The Bonds shall be issued as "Additional Bonds" as such term is defined in the 1981 Ordinance, and shall be in all respects on a parity with the outstanding Previously Issued Parity Bonds and the bonds, if any, issued pursuant to the Taxable Series 2015B Bond Ordinance. The City Council authorizes the issuance of the Bonds and the bonds authorized by the Taxable Series 2015B Bond Ordinance in an aggregate principal amount not to exceed \$1,135,000,000.

Section 2. **DATE, DENOMINATIONS, NUMBER, MATURITIES AND TERMS OF BONDS.** (a) That initially there shall be issued, sold, and delivered hereunder fully registered bonds, without interest coupons, numbered consecutively from R-1 upward, payable to the respective initial registered owners thereof, or to the registered assignee or assignees of the Bonds or any portion or portions thereof, in the denomination of \$5,000 or any integral multiple thereof (an "Authorized Denomination"), maturing not later than October 1, 2044, payable serially or otherwise

on the dates, in the years and in the principal amounts, and dated, all as set forth in the Purchase Contract.

(b) That it is hereby found and determined to be in the best interests of the City for the Bonds to be issued under this Ordinance to be sold through a negotiated sale pursuant to the procedures set forth herein. Cabrera Capital Markets, LLC, Morgan Stanley & Co., LLC and RBC Capital Markets are hereby designated to be the co-senior managing underwriters for the Bonds. The City Manager, acting for and on behalf of the City, is authorized to enter into and carry out the Purchase Contract with the Underwriters, in substantially the form attached to this Ordinance, and which shall be made a part hereof for all purposes, with such changes as may be necessary to effect the sale of the Bonds to the Underwriters. The Bonds shall be sold to the Underwriters at such price, and subject to such terms and conditions as set forth in the Purchase Contract, as shall be determined by the City Manager pursuant to subsection (c) below. In the Purchase Contract, the City Manager shall determine, based upon advice provided by the City's financial advisors, that acceptance of the purchase price for the Bonds is in the best interests of the City. The authority of the City Manager to execute the Purchase Contract shall expire if the Purchase Contract has not been executed and delivered by the City and by the Underwriters (acting through their duly designated representative) by 5:00 p.m., Wednesday, September 30, 2015. Any finding or determination made by the City Manager relating to the issuance and sale of the Bonds and the execution of the Purchase Contract in connection therewith shall have the same force and effect as a finding or determination made by the City Council.

(c) That as authorized by Chapter 1207, the City Manager is hereby authorized, appointed, and designated to act on behalf of the City in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including determining and fixing the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, the aggregate principal amount of the Bonds, the date of delivery of the Bonds, the price at which the Bonds will be sold, the years in which the Bonds will mature, the principal amount of Bonds to mature in each of such years, the rate or rates of interest to be borne by or accrue on each such maturity, the interest payment periods, the dates, price, and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the City, as well as any mandatory sinking fund redemption provisions, and all other matters relating to the issuance, sale, and delivery of the Bonds, and the refunding of the Refundable Bonds and the Refunded Commercial Paper Notes, including, without limitation, obtaining a municipal bond insurance policy in support of all or any portion of the Bonds, all of which shall be specified in the Purchase Contract; provided, however, that (i) the price to be paid for the Bonds shall not be less than 95% of the aggregate original principal amount thereof, plus accrued interest, if any, thereon from the date of their delivery, (ii) none of the Bonds shall bear interest at a rate greater than 10.00% per annum, (iii) the principal of the Bonds shall be scheduled to be paid or mature on April 1 or October 1 (or both) of the years such principal is scheduled to be paid or mature, and (iv) the Refundable Bonds shall not be refunded unless such refunding of the Refunded Bonds results in achieving the minimum net present value debt service savings threshold described in Section 27(a) of this Ordinance. The amount of the savings to be realized from the refunding of the Refunded Bonds and any Series 2015B Refunded Bonds, on both a gross and a present value basis, shall be set forth in a certificate (further described in Section 27(a) of this Ordinance) to be executed by the Chief Financial Officer of the City. The City Manager is

authorized to effect the sale of the Bonds for the purpose of refunding the Refunded Commercial Paper Notes regardless of whether Bonds are sold for the purpose of refunding any of the Refundable Bonds. In addition, the City Manager is authorized to determine the principal amount of Bonds to be issued and sold, if any, to provide for the refunding of Refunded Bonds and to provide for the refunding of Refunded Commercial Paper Notes; provided, however, that the determination by the City Manager to issue Bonds for the purpose of refunding Refunded Bonds or refunding Refunded Commercial Paper Notes shall be subject to the principal amount limitation set forth in the last sentence of Section 1 hereof and the parameters set forth in Section 27 hereof. Should a municipal bond insurance policy be obtained, the conditions of the bond insurer, as set forth in its commitment to issue said policy, shall be attached to this Ordinance as an exhibit and incorporated by reference into this Ordinance.

(d) That the City Manager and the Chief Financial Officer of the City are authorized and directed to provide for and oversee the preparation of a preliminary official statement and the final official statement in connection with the issuance of the Bonds, and to approve such preliminary and final official statement and deem such preliminary official statement final in compliance with the Rule and to provide it to the Underwriters of the Bonds in compliance with the Rule.

Section 3. **REDEMPTION.** (a) That the Bonds may be subject to redemption prior to their scheduled maturities at the option of the City, on the dates and in the manner as provided in the Purchase Contract. Should the Purchase Contract provide for the redemption of the Bonds prior to their scheduled maturities at the option of the City, if less than all of the Bonds are to be redeemed by the City, the City shall determine the maturity or maturities and the amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot Bonds, or portions thereof, within such maturity or maturities and in such principal amounts, for redemption; provided, however, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity and bearing such interest rate shall be selected in accordance with the arrangements between the City and the securities depository.

(b) That should the Purchase Contract provide for the mandatory sinking fund redemption of the Bonds, the terms and conditions governing any such mandatory sinking fund redemption and the payment of Amortization Installments relating thereto shall be as set forth in the Purchase Contract.

(c) That at least thirty (30) days prior to the date any such Bonds are to be redeemed, (i) a written notice of redemption shall be given by the Paying Agent/Registrar to the registered owner of each Bond or a portion thereof being called for redemption by depositing such notice in the United States mail, first-class, postage prepaid, addressed to each such registered owner at the address thereof as shown on the Registration Books and (ii) a notice of such redemption shall be published one (1) time in a financial journal or publication of general circulation in the United States of America or the State of Texas carrying as a regular feature notices of municipal bonds called for redemption; provided, however, that the failure to send, mail or receive such notice described in (i) above, or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond, and the publication of notice as

described in (ii) above shall be the only notice actually required in connection with or as a prerequisite to the redemption of any Bonds. By the date fixed for any such redemption, due provision shall be made by the City with the Paying Agent/Registrar for the payment of the required redemption price for the Bonds or the portions thereof which are to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such notice of redemption is given, and if due provision for such payment is made, all as provided above, the Bonds, or the portions thereof which are to be so redeemed, thereby automatically shall be redeemed prior to their scheduled maturities, and shall not bear interest after the date fixed for their redemption, and shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paying Agent/Registrar out of the funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of the Bonds or any portion thereof. If a portion of any Bond shall be redeemed, a substitute Bond or Bonds having the same maturity date, bearing or accruing interest at the same rate, in any Authorized Denomination, at the written request of the registered owner, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender thereof for cancellation, at the expense of the City, all as provided in this Ordinance. In addition, notice of such redemption shall be provided in the manner described in Section 5(h) hereof, but the failure to provide such notice as described in Section 5(h) hereof shall not affect the validity or effectiveness of the proceedings for the redemption of the Bonds.

(d) With respect to any optional redemption of the Bonds, unless the Paying Agent/Registrar has received funds sufficient to pay the principal and premium, if any, and interest on the Bonds to be redeemed before giving of a notice of redemption, the notice of redemption may state the City may condition redemption on the receipt by the Paying Agent/Registrar of such funds on or before the date fixed for the redemption, or on the satisfaction of any other prerequisites set forth in the notice of redemption. If a conditional notice of redemption is given and such prerequisites to the redemption and sufficient funds are not received, the notice shall be of no force and effect, the City shall not redeem the Bonds and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, that the Bonds have not been redeemed.

Section 4. **INTEREST.** That the Bonds shall bear interest calculated on the basis of a 360-day year composed of twelve 30-day months from the dates specified in the FORM OF BOND set forth in this Ordinance, to their respective dates of maturity at the rates set forth in the Purchase Contract. Interest on the Bonds shall be payable on April 1 and October 1, commencing on the date as set forth in the Purchase Contract, until the maturity or prior redemption of the Bonds.

Section 5. **PAYING AGENT/REGISTRAR; BOOK-ENTRY ONLY SYSTEM.** (a) That the City shall keep or cause to be kept at the corporate trust office designated by U.S. Bank National Association, as its place of payment for the Bonds, or such other bank, trust company, financial institution, or other entity duly qualified and legally authorized to serve and perform duties of and services of paying agent and registrar, named in accordance with the provisions of (g) of this Section hereof (the "Paying Agent/Registrar"), books or records of the registration and transfer of the Bonds (the "Registration Books"), and the City hereby appoints the Paying Agent/Registrar as its

registrar and transfer agent to keep the Registration Books and make such transfers and registrations under such reasonable regulations as the City and the Paying Agent/Registrar may prescribe; and the Paying Agent/Registrar shall make such transfers and registrations as herein provided. The place of payment so designated by the Paying Agent/Registrar shall be referred to herein as the "Designated Trust Office" of the Paying Agent/Registrar. It shall be the duty of the Paying Agent/Registrar to obtain from the registered owner and record in the Registration Books the address of such registered owner of each Bond to which payments with respect to the Bonds shall be mailed, as herein provided. The Paying Agent/Registrar shall keep the Registration Books confidential and, unless otherwise required by law, shall not permit their inspection by any entity other than the City. Registration of each Bond may be transferred in the Registration Books only upon presentation and surrender of such Bond for transfer of registration and cancellation to the Paying Agent/Registrar at its Designated Trust Office during normal business hours, together with proper written instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing the assignment of the Bond, or any portion thereof in any Authorized Denomination, to the assignee or assignees thereof, and the right of such assignee or assignees to have the Bond or any such portion thereof registered in the name of such assignee or assignees. Upon the assignment and transfer of any Bond or any portion thereof, a new substitute Bond or Bonds shall be issued in exchange therefor in the manner herein provided. As of the date this Ordinance is approved by the City, the Designated Trust Office is the Dallas, Texas corporate trust office of U.S. Bank National Association.

(b) That the entity in whose name any Bond shall be registered in the Registration Books at any time shall be treated as the absolute owner thereof for all purposes of this Ordinance, whether such Bond shall be overdue, and the City and the Paying Agent/Registrar shall not be affected by any notice to the contrary unless otherwise required by law; and payment of, or on account of, the principal of, premium, if any, and interest on any such Bond shall be made only to such registered owner. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

(c) That the City hereby further appoints the Paying Agent/Registrar to act as the paying agent for paying the principal of, premium, if any, and interest on the Bonds, and to act as its agent to exchange or replace Bonds, all as provided in this Ordinance. The Paying Agent/Registrar shall keep proper records of all payments made by the City and the Paying Agent/Registrar with respect to the Bonds, and of all exchanges of the Bonds, and all replacements of the Bonds, as provided in this Ordinance.

(d) That each Bond may be exchanged for fully registered Bonds in the manner set forth herein. Each Bond issued and delivered pursuant to this Ordinance, to the extent of the unpaid or unredeemed principal amount thereof, may, upon surrender thereof at the Designated Trust Office of the Paying Agent/Registrar, together with a written request therefor duly executed by the registered owner or the assignee or assignees thereof, or its or their duly authorized attorneys or representatives, with guarantee of signatures satisfactory to the Paying Agent/Registrar, at the option of the registered owner or such assignee or assignees, as appropriate, be exchanged for fully registered Bonds, without interest coupons, in the form prescribed in the FORM OF BOND, in an Authorized Denomination (subject to the requirement hereinafter stated that each substitute Bond shall have a

single stated maturity date), as requested in writing by such registered owner or such assignee or assignees, in an aggregate principal amount equal to the unpaid or unredeemed principal amount of any Bond or Bonds so surrendered, and payable to the appropriate registered owner, assignee, or assignees, as the case may be. If a portion of any Bond shall be redeemed prior to its scheduled maturity as provided herein, at the request of the registered owner a substitute Bond or Bonds having the same maturity date, bearing interest at the same rate, in an Authorized Denomination, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon surrender thereof for cancellation. If any Bond or portion thereof is assigned and transferred, each Bond issued in exchange therefor shall have the same principal maturity date and bear interest at the same rate as the Bond for which it is being exchanged. Each substitute Bond shall bear a letter and/or number to distinguish it from each other Bond. The Paying Agent/Registrar shall exchange or replace Bonds as provided herein, and each fully registered Bond delivered in exchange for or replacement of any Bond or portion thereof as permitted or required by any provision of this Ordinance shall constitute one of the Bonds for all purposes of this Ordinance, and may again be exchanged or replaced. On each substitute Bond issued in exchange for or replacement of any Bond or Bonds issued under this Ordinance there shall be printed thereon a Paying Agent/Registrar's Authentication Certificate, in the form set forth in the FORM OF BOND (the "Authentication Certificate"). An authorized representative of the Paying Agent/Registrar shall, before the delivery of any such Bond, manually sign and date the Authentication Certificate, and no such Bond shall be deemed to be issued or outstanding unless the Authentication Certificate is so executed and dated. The Paying Agent/Registrar promptly shall cancel all Bonds surrendered for exchange or replacement. No additional ordinances, orders, or resolutions need be passed or adopted by the City Council or any other body or person so as to accomplish the foregoing exchange or replacement of any Bond or portion thereof, and the Paying Agent/Registrar shall provide for the printing, execution, and delivery of the substitute Bonds in the manner prescribed herein, pursuant to Chapter 1206, particularly Subchapter B thereof. The duty of such exchange or replacement of Bonds as described in the preceding sentence is hereby imposed upon the Paying Agent/Registrar, and upon the execution of the Authentication Certificate, the exchanged or replaced Bond shall be valid, incontestable, and enforceable in the same manner and with the same effect as the Bonds which originally were delivered pursuant to this Ordinance, approved by the Attorney General, and registered by the Comptroller of Public Accounts. Neither the City nor the Paying Agent/Registrar shall be required (1) to make any transfer or exchange during a period beginning at the opening of business fifteen (15) days before the day of the first mailing of a notice of redemption of Bonds and ending at the close of business on the day of such mailing, or (2) to transfer or exchange any Bond after it is selected for redemption, in whole or in part, when such redemption is scheduled to occur within thirty (30) calendar days; provided, however, that such limitation shall not be applicable to an exchange by the owner of the uncalled principal balance of a Bond.

(e) That all Bonds issued in exchange or replacement of any other Bond or portion thereof (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on the Bonds to be payable only to the registered owners thereof, (ii) may be redeemed prior to their scheduled maturities, (iii) may be transferred and assigned, (iv) may be exchanged for other Bonds, (v) shall have the characteristics, (vi) shall be signed and sealed, and (vii) the principal of and interest on the Bonds shall be payable, all as provided, and in the manner required or indicated, in the FORM OF BOND.

(f) That the City shall pay all of the Paying Agent/Registrar's reasonable and customary fees and charges for making transfers, conversions and exchanges of the Bonds in accordance with an agreement between the City and the Paying Agent/Registrar, but the registered owner of any Bond requesting such transfer shall pay any taxes or other governmental charges required to be paid with respect thereto. In addition, the City hereby covenants with the registered owners of the Bonds that it will pay the reasonable standard or customary fees and charges of the Paying Agent/Registrar for its services with respect to the payment of the principal of and interest on the Bonds, when due.

(g) That the City covenants with the registered owners of the Bonds that at all times while the Bonds are outstanding the City will provide a competent and legally qualified bank, trust company, financial institution, or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar, to act as and perform the services of Paying Agent/Registrar for the Bonds under this Ordinance, and that the Paying Agent/Registrar will be one entity. The City reserves the right to, and may, at its option, change the Paying Agent/Registrar upon not less than sixty (60) days' written notice to the Paying Agent/Registrar. In the event that the entity at any time acting as Paying Agent/Registrar (or its successor by merger, acquisition, or other method) should resign or otherwise cease to act as such, the City covenants that promptly it will appoint a competent and legally qualified bank, trust company, financial institution, or other entity duly qualified and legally authorized to serve as and perform the services of Paying Agent/Registrar, which shall be a corporation organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, subject to supervision or examination by federal or state authority, and whose qualifications substantially are similar to the previous Paying Agent/Registrar, to act as Paying Agent/Registrar under this Ordinance. Upon any change in the Paying Agent/Registrar, the previous Paying Agent/Registrar promptly shall transfer and deliver the Registration Books (or a copy thereof), along with all other pertinent books and records relating to the Bonds, to the City and to the new Paying Agent/Registrar designated and appointed by the City. Upon any change in the Paying Agent/Registrar, the City promptly will cause a written notice thereof to be sent by the new Paying Agent/Registrar to each registered owner of the Bonds, by United States mail, first-class, postage prepaid, which notice also shall give the address of the new Paying Agent/Registrar. By accepting the position and performing as such, each Paying Agent/Registrar shall be deemed to have agreed to the provisions of this Ordinance, and a certified copy of this Ordinance shall be delivered to each Paying Agent/Registrar.

(h)(i) That in addition to the manner of providing notice of redemption of Bonds as described in Section 3 hereof, the Paying Agent/Registrar shall give notice of redemption of Bonds by United States mail, first-class, postage prepaid, at least thirty (30) days prior to a redemption date to the MSRB. In addition, in the event of a redemption caused by an advance refunding of the Bonds, the Paying Agent/Registrar shall send a second notice of redemption to the persons specified in the immediately preceding sentence at least thirty (30) days but not more than ninety (90) days prior to the actual redemption date. Any notice sent to the MSRB shall be sent so that such notice is received at least two (2) days prior to the general mailing or publication date of such notice. The Paying Agent/Registrar shall also send a notice of redemption to the registered owner of any Bonds who has not sent the Bonds in for redemption sixty (60) days after the redemption date. The failure

to send, mail or receive any such notice described in this clause (i), or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond.

(ii) Each redemption notice, whether required in the FORM OF BOND or otherwise by this Ordinance, shall contain a description of the Bonds to be redeemed including the complete name of the Bonds, the Series, the date of issue, the interest rate, the maturity date, the CUSIP number, the amounts called of each Bond, the publication and mailing date for the notice, the date of redemption, the redemption price, the name of the Paying Agent/Registrar and the address at which the Bond may be redeemed including a contact person and telephone number.

(iii) All redemption payments made by the Paying Agent/Registrar to the registered owners of the Bonds shall include a CUSIP number relating to each amount paid to such registered owner.

(i) That the Bonds initially shall be issued and delivered in such manner that no physical distribution of the Bonds will be made to the public, and DTC initially will act as depository for the Bonds. DTC has represented to the City that it is a limited purpose trust company incorporated under the laws of the State of New York, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered under Section 17A of the Securities Exchange Act of 1934, as amended, and the City accepts, but in no way verifies, such representations. It is expected that DTC will hold the Bonds on behalf of the Underwriters and its participants, and that the definitive Bonds held at DTC upon delivery of the Bonds to the Underwriters shall be registered in the name of CEDE & CO., the nominee of DTC. So long as each Bond is registered in the name of CEDE & CO., the Paying Agent/Registrar shall treat and deal with DTC the same in all respects as if it were the actual and beneficial owner thereof. It is expected that DTC will maintain a book-entry system which will identify ownership of the Bonds in Authorized Denominations, with transfers of ownership being effected on the records of DTC and its participants pursuant to rules and regulations established by them, and that the Bonds initially deposited with DTC shall be immobilized and not be further exchanged for substitute Bonds except as hereinafter provided. The City is not responsible or liable for any functions of DTC, will not be responsible for paying any fees or charges with respect to the services of DTC, will not be responsible or liable for maintaining, supervising, or reviewing the records of DTC or its participants, or protecting any interests or rights of the beneficial owners of the Bonds. It shall be the duty of the DTC Participants, as described in the official statement for the Bonds referred to in Section 2(d) hereof, to make all arrangements with DTC to establish this book-entry system, the beneficial ownership of the Bonds, and the method of paying the fees and charges of DTC. The City does not represent nor does it in any way covenant that the initial book-entry system established with DTC will be maintained in the future. Notwithstanding the initial establishment of the foregoing book-entry system with DTC, if for any reason any of the originally delivered Bonds is duly filed with the Paying Agent/Registrar with proper request for transfer and substitution, as provided for in this Ordinance, substitute Bonds will be duly delivered as provided in this Ordinance, and there will be no assurance or representation that any book-entry system will be maintained for the Bonds. The City heretofore has executed a "Blanket Letter of Representations" prepared by DTC in order to implement the book-entry system described above.

Section 6. **FORM OF BONDS.** That the form of all Bonds, including the form of the Authentication Certificate, the form of Assignment, and the form of the Comptroller's Registration Certificate to accompany the Bonds on the initial delivery thereof, shall be, respectively, substantially in the form set forth in Exhibit A to this Ordinance, with such appropriate variations, omissions, or insertions as are permitted or required by this Ordinance.

Section 7. **DEFINITIONS.** That, as used in this Ordinance, the following terms shall have the meanings set forth below, unless the text hereof specifically indicates otherwise:

The term "Additional Bonds" shall mean the additional parity revenue bonds which the City reserves the right to issue in the future, as provided in this Ordinance.

The term "Amortization Installment", with respect to any Term Bonds of any Previously Issued Parity Bonds, any of the Bonds designated in this Ordinance as Term Bonds, or any series of Additional Bonds, shall mean the amount of money which is required to be deposited into the Mandatory Redemption Account referred to in Section 10(b) hereof for retirement of such Term Bonds (whether at maturity or by mandatory redemption and including redemption premium, if any), provided that the total Amortization Installments for such Term Bonds shall be sufficient to provide for retirement of the aggregate principal amount of such Term Bonds.

The term "Authorized Denomination" shall have the same meaning as set forth in Section 2(a) hereof.

The terms "Bonds" and "Series 2015A Bonds" shall mean one or more, as the case may be, of the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2015A, authorized to be issued by this Ordinance.

The term "Business Day" shall mean a day other than a Saturday, Sunday, a legal holiday, or a day on which banking institutions are authorized by law or executive order to close in the City or the city where the Designated Trust Office of the Paying Agent/Registrar is located.

The term "Chapter 9" shall mean Chapter 9, Texas Business & Commerce Code.

The term "Chapter 1206" shall mean Chapter 1206, Texas Government Code.

The term "Chapter 1207" shall mean Chapter 1207, Texas Government Code.

The term "Chapter 1208" shall mean Chapter 1208, Texas Government Code.

The terms "City" and "Issuer" shall mean the City of Dallas, Texas.

The term "Code" shall mean the Internal Revenue Code of 1986.

The term "Commercial Paper Notes" shall mean the City's Waterworks and Sewer System Commercial Paper Notes, Series D and Series E, authorized to be outstanding from time to time and at any one time in the aggregate principal amount of \$600,000,000.

The term "DTC" shall mean The Depository Trust Company, New York, New York.

The term "DTC Participant" shall mean the securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among DTC Participants.

The term "Designated Trust Office" shall have the same meaning as set forth in Section 5(a) hereof.

The term "Escrow Agent" shall mean U.S. Bank National Association.

The term "Escrow Agreement" shall mean the Escrow Agreement between the City and the Escrow Agent, executed in connection with the refunding of the Refunded Bonds.

The terms "Gross Revenues of the City's Combined Waterworks and Sewer System" and "Gross Revenues" shall mean all revenues, income, and receipts of every nature derived or received by the City from the operation and ownership of the System, including the interest income from the investment or deposit of money in any Fund created by this Ordinance, or maintained by the City in connection with the System.

The term "Interest and Sinking Fund" shall have the meaning as set forth in Section 10(a) hereof.

The term "MAC" shall mean the Municipal Advisory Council of Texas.

The term "MSRB" shall mean the Municipal Securities Rulemaking Board.

The terms "Net Revenues of the City's Combined Waterworks and Sewer System" and "Net Revenues" shall mean all Gross Revenues after deducting and paying the current expenses of operation and maintenance of the System, as required by Section 1502.056, Texas Government Code, including all salaries, labor, materials, interest, repairs, and extensions necessary to render efficient service; provided, however, that only such repairs and extensions, as in the judgment of the City Council, reasonably and fairly exercised by the adoption of the appropriate resolution, are necessary to keep the System in operation and render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair the Previously Issued Parity Bonds, the Bonds or Additional Bonds, shall be deducted in determining "Net Revenues". Payments made by the City for water supply or treatment of sewage which constitute under the law an operation and maintenance expense shall be considered herein as expenses incurred in the operation and maintenance of the System. Depreciation and any

payments to the City in lieu of ad valorem taxes and any other similar payments shall never be considered as an expense of operation and maintenance.

The term "1981 Ordinance" shall mean the ordinance authorizing the issuance of the Series 1981 Bonds.

The term "Paying Agent/Registrar" shall have the meaning as set forth in Section 5(a) hereof.

The term "Pledged Revenues" shall mean

(1) the Net Revenues, plus

(2) any additional revenues, income, receipts, or other resources, including, without limitation, any grants, donations, or income received or to be received from the United States Government, or any other public or private source, whether pursuant to an agreement or otherwise, which hereafter may be pledged to the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds.

The term "Previously Issued Parity Bonds" shall mean the Series 2006 Bonds, the Series 2007 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds, the Series 2009C Bonds, the Series 2010 Bonds, the Series 2011 Bonds, the Series 2012A Bonds, the Series 2012B Bonds and the Series 2013 Bonds.

The term "Purchase Contract" shall mean the Bond Purchase Contract relating to the Bonds and the Taxable Series 2015B Bonds, between the City and Underwriters.

The term "Refundable Bonds" shall mean those Previously Issued Parity Bonds identified in Schedule I attached to this Ordinance.

The term "Refunded Bonds" shall mean those Refundable Bonds that are selected to be refunded by the City Manager in accordance with Section 27(a) hereof and refunded with proceeds of the Bonds.

The term "Refunded Commercial Paper Notes" shall mean those Commercial Paper Notes outstanding on the date the Purchase Contract is executed that are selected to be refunded by the Chief Financial Officer of the City in accordance with Section 27(b) hereof.

The term "Registration Books" shall have the meaning as set forth in Section 5(a) hereof.

The term "Reserve Fund" shall have the meaning as set forth in Section 11 hereof.

The term "Revenue Fund" shall have the meaning as set forth in Section 9 hereof.

The term "Rule" shall mean SEC Rule 15c2-12, as amended from time to time.

The term "SEC" shall mean the United States Securities and Exchange Commission.

The term "Series 1981 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 1981, dated April 1, 1981, and authorized by ordinance of the City passed April 1, 1981; the term "Series 2006 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2006, dated April 1, 2006, and authorized by ordinance of the City passed April 12, 2006; the term "Series 2007 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2007, dated March 15, 2007, and authorized by ordinance of the City passed March 21, 2007; the term "Series 2008 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2008, dated May 15, 2008, and authorized by ordinance of the City passed May 28, 2008; the term "Series 2009A Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009A, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2009B Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009B, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2009C Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009C, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2010 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2010, dated June 15, 2010, and authorized by ordinance of the City passed June 9, 2010; the term "Series 2011 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2011, dated July 26, 2011, and authorized by ordinance of the City passed June 23, 2011; the term "Series 2012A Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2012A, dated September 19, 2012, and authorized by ordinance of the City passed August 8, 2012; the term "Series 2012B Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2012B, dated September 19, 2012, and authorized by ordinance of the City passed August 8, 2012; and the term "Series 2013 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2013, dated September 17, 2013, and authorized by ordinance of the City passed August 14, 2013.

The term "Series 2015B Refunded Bonds" shall mean those Refundable Bonds refunded with the proceeds of the Taxable Series 2015B Bonds in accordance with the terms of the Taxable Series 2015B Bond Ordinance and the Purchase Contract.

The term "System" shall mean and include the City's combined existing waterworks and sewer system, together with all future extensions, improvements, enlargements, and additions thereto, and all replacements thereof; provided, however, that, notwithstanding the foregoing, and to the extent now or hereafter authorized or permitted by law, the term System shall not include any waterworks or sewer facilities which are declared not to be a part of the System and which are acquired or constructed by the City with the proceeds from the issuance of "Special Facilities Bonds", which are hereby defined as being special revenue obligations of the City which are not secured by or payable from the Pledged Revenues as defined herein, but which are secured by and payable solely from special contract revenues or payments received from any other legal entity in

connection with such facilities; and such revenues or payments shall not be considered as or constitute Gross Revenues of the System, unless and to the extent otherwise provided in the ordinance or ordinances authorizing the issuance of such "Special Facilities Bonds".

The term "Taxable Series 2015B Bond Ordinance" shall mean the ordinance authorizing the issuance of the Taxable Series 2015B Bonds, adopted concurrently with this Ordinance.

The term "Taxable Series 2015B Bonds" shall mean one or more, as the case may be, of the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2015B, authorized to be issued by the Taxable Series 2015B Bond Ordinance. If issued, the Taxable Series 2015B Bonds will be issued as Additional Bonds.

The term "Term Bonds" shall mean those Bonds (if any) so designated pursuant to this Ordinance, and those Previously Issued Parity Bonds or Additional Bonds so designated in the ordinances authorizing such bonds, which shall be subject to retirement by operation of the Mandatory Redemption Account referred to in Section 10(b) hereof.

The term "Underwriters" shall mean the investment banking firms designated in Section 2(b) of this Ordinance as the co-senior managing underwriters for the Bonds, together with any other investment banking firms named as "Underwriters" in the Purchase Contract.

The term "Year" shall mean the regular fiscal year used by the City in connection with the operation of the System, which may be any twelve consecutive months period established by the City.

Section 8. **PLEDGE.** (a) That the Previously Issued Parity Bonds, the Bonds and any Additional Bonds, and any interest payable thereon, are and shall be secured by and payable from an irrevocable first lien on and pledge of the Pledged Revenues; and the Pledged Revenues are further pledged irrevocably to the establishment and maintenance of the Interest and Sinking Fund and the Reserve Fund as hereinafter provided. The Previously Issued Parity Bonds, the Bonds and any Additional Bonds are and will be secured by and payable only from the Pledged Revenues, and are not secured by or payable from a mortgage or deed of trust on any real, personal or mixed properties constituting the System.

(b) That Chapter 1208 applies to the issuance of the Bonds and the pledge of the Pledged Revenues granted by the City under subsection (a) of this Section, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Bonds are outstanding and unpaid such that the pledge of the Pledged Revenues granted by the City is to be subject to the filing requirements of Chapter 9, then in order to preserve to the registered owners of the Bonds the perfection of the security interest in said pledge, the City agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9 and enable a filing to perfect the security interest in said pledge to occur.

Section 9. **REVENUE FUND.** That there has been created and established on the books of the City, and accounted for separate and apart from all other funds of the City, a special fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Fund" (the "Revenue Fund"). All Gross Revenues are and shall be credited to the Revenue Fund immediately upon receipt. All current expenses of operation and maintenance of the System are and shall be paid from such Gross Revenues as a first charge against same.

Section 10. **INTEREST AND SINKING FUND.** (a) That for the sole purpose of paying the principal of and interest on the Previously Issued Parity Bonds, the Bonds and any Additional Bonds, as the same come due, there has been created and established on the books of the City a separate fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Bonds Interest and Sinking Fund" (the "Interest and Sinking Fund"). Monies in the Interest and Sinking Fund are and shall be maintained at an official depository bank of the City.

(b) That within the Interest and Sinking Fund there has been established the Mandatory Redemption Account, into which account shall be credited the Amortization Installments which shall be used for the payment of the principal of Term Bonds as the same shall come due, whether by maturity thereof or by redemption, through the operation of the Mandatory Redemption Account.

Section 11. **RESERVE FUND.** That there has been created and established on the books of the City a separate fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Bonds Reserve Fund" (the "Reserve Fund"). Monies in the Reserve Fund shall be used solely for the purpose of retiring the last of any Previously Issued Parity Bonds, Bonds or Additional Bonds as they become due or paying principal of and interest on any Previously Issued Parity Bonds, Bonds or Additional Bonds when and to the extent the amounts in the Interest and Sinking Fund are insufficient for such purpose. Monies in the Reserve Fund shall be maintained at an official depository bank of the City.

Section 12. **DEPOSITS OF PLEDGED REVENUES; INVESTMENTS.** (a) That the Pledged Revenues shall be deposited in the Interest and Sinking Fund and the Reserve Fund when and as required by ordinances authorizing Previously Issued Parity Bonds and by this Ordinance.

(b) That money in any Fund established by ordinances authorizing Previously Issued Parity Bonds may, at the option of the City, be (A) placed in time deposits or certificates of deposit which are secured by (i) obligations of the type described in (B) hereinbelow, (ii) any obligations of the City, or (iii) any municipal bonds issued by a political subdivision in Texas bearing a rating by Standard & Poor's Ratings Services of "BBB" or Moody's Investors Service of "Baa", or better or (B) invested, including investments held in book-entry form, in (i) direct obligations of the United States of America, (ii) obligations guaranteed or insured by the United States of America, which, in the opinion of the Attorney General of the United States, are backed by its full faith and credit or represent its general obligations, or, (iii) to the extent permitted by law, evidences of indebtedness issued, insured or guaranteed by such governmental agencies as the Federal Land Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, Federal Home Loan Banks, Government National Mortgage Association, United States Postal Service, Farmers Home Association, and the

Federal Home Loan Mortgage Association; provided, however, that all such deposits and investments shall have a par value (or market value when less than par) exclusive of accrued interest at all times at least equal to the amount of money credited to such Funds, and shall be made in such manner that the money required to be expended from any Fund will be available at the proper time or times. Money in the Reserve Fund shall not be invested in securities maturing later than the final maturity of the Previously Issued Parity Bonds, the Bonds, and Additional Bonds. Such investments shall be valued in terms of current market value as of the last day of each Year, except that direct obligations of the United States (State and Local Government Series) in book-entry form shall be continuously valued at their par or face principal amount. Such investments shall be sold promptly when necessary to prevent any default in connection with the Previously Issued Parity Bonds, the Bonds or Additional Bonds.

Section 13. **FUNDS SECURED.** That money in all Funds created by this Ordinance, to the extent not invested, shall be secured in the manner prescribed by law for securing funds of the City.

Section 14. **DEBT SERVICE REQUIREMENTS.** (a) That promptly after the delivery of the Bonds the City shall cause to be deposited to the credit of the Interest and Sinking Fund any accrued interest received from the sale and delivery of the Bonds, and any such deposit shall be used to pay part of the interest next coming due on the Bonds.

(b) That in addition to all amounts heretofore required to be transferred from the Pledged Revenues and deposited to the credit of the Interest and Sinking Fund by the ordinances authorizing the issuance of the Previously Issued Parity Bonds, the City shall transfer from the Pledged Revenues and deposit to the credit of the Interest and Sinking Fund the amounts, at the times, as follows:

(1) such amounts, deposited in approximately equal monthly installments on or before the 25th day of each month hereafter, commencing with the month during which the Bonds are delivered, or the month thereafter if delivery is made after the 25th day thereof, as will be sufficient, together with other amounts, if any, then on hand in the Interest and Sinking Fund and available for such purpose, to pay the interest scheduled to accrue and come due on the Bonds on the next succeeding interest payment date; and

(2) such amounts, deposited in approximately equal monthly installments on or before the 25th day of each month hereafter, commencing with the month during which the Bonds are delivered, or the month thereafter if delivery is made after the 25th day thereof, as will be sufficient, together with other amounts, if any, then on hand in the Interest and Sinking Fund and available for such purpose, to pay the principal scheduled to mature and come due on the Bonds on the next succeeding principal payment date.

Section 15. **RESERVE REQUIREMENTS.** That the Reserve Fund shall be maintained in an amount equal to the average annual principal and interest requirements (including Amortization Installments) of the Previously Issued Parity Bonds, the Bonds and Additional Bonds (the "Required Amount"). When and so long as the money and investments in the Reserve Fund are not less than

the Required Amount, no deposits need be made to the credit of the Reserve Fund. When and if the Reserve Fund contains less than the Required Amount due to the issuance of the Bonds or Additional Bonds, beginning on the 25th day of the month following the delivery of the Bonds or Additional Bonds to the purchasers thereof, and continuing for sixty months, the City shall transfer from the Pledged Revenues and deposit to the credit of the Reserve Fund an amount equal to 1/60th of the difference determined as of such delivery date between the amount in the Reserve Fund and the Required Amount. When and if the Reserve Fund at any time contains less than the Required Amount due to any cause or condition other than the issuance of Additional Bonds, then, subject and subordinate to making the required deposits to the credit of the Interest and Sinking Fund, such deficiency shall be made up as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose. The City may, at its option, withdraw and use for any lawful purpose not inconsistent with the City's Charter, all surplus in the Reserve Fund over the Required Amount.

Section 16. **DEFICIENCIES; EXCESS PLEDGED REVENUES.** (a) That if on any occasion there shall not be sufficient Pledged Revenues to make the required deposits into the Interest and Sinking Fund and the Reserve Fund, then such deficiency shall be made up as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose.

(b) That, subject to making the required deposits to the credit of the Interest and Sinking Fund and the Reserve Fund when and as required by this Ordinance, or any ordinance authorizing the issuance of Previously Issued Parity Bonds or Additional Bonds, the excess Pledged Revenues may be used by the City for any lawful purpose not inconsistent with the City's Charter.

Section 17. **PAYMENT OF THE BONDS AND ADDITIONAL BONDS.** That on or before October 1, 2015, and semiannually on or before each April 1 and October 1 thereafter while any of the Previously Issued Parity Bonds, the Bonds or Additional Bonds are outstanding and unpaid, the City shall make available to the paying agents therefor (including the Paying Agent/Registrar), out of the Interest and Sinking Fund and the Reserve Fund (if necessary), money sufficient to pay such interest on and such principal of the Previously Issued Parity Bonds, the Bonds and Additional Bonds as shall become due on such dates, respectively, at maturity or by redemption prior to maturity. The aforesaid paying agents (including the Paying Agent/Registrar) shall destroy all paid Previously Issued Parity Bonds, Bonds and Additional Bonds, and furnish the City with an appropriate certificate of cancellation or destruction.

Section 18. **FINAL DEPOSITS; GOVERNMENTAL OBLIGATIONS.** (a) That any Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid, retired and no longer outstanding within the meaning of this Ordinance when payment of the principal of, redemption premium, if any, on such bond, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption), or (ii) shall have been provided for by irrevocably depositing with, or making available to, a paying agent (or escrow agent) therefor, in trust and irrevocably set aside

exclusively for such payment, (1) money sufficient to make such payment or (2) Government Obligations, as hereinafter defined in this Section, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation, and expenses of such paying agent pertaining to the bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of such paying agent. At such time as a Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid hereunder, as aforesaid, it shall no longer be secured by or entitled to the benefit of this Ordinance or such other ordinance securing such bond or a lien on and pledge of the Pledged Revenues, and shall be entitled to payment solely from such money or Government Obligations.

(b) That any moneys so deposited with a paying agent may, at the direction of the City, also be invested in Government Obligations, maturing in the amounts and times as hereinbefore set forth, and all income from all Government Obligations in the hands of the paying agent pursuant to this Section which is not required for the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, with respect to which such money has been so deposited, shall be remitted to the City.

(c) That the City covenants that no deposit will be made or accepted under clause (a)(ii) of this Section and no use will be made of any such deposit which would cause the Previously Issued Parity Bonds, Bonds or any Additional Bonds to be treated as "arbitrage bonds" within the meaning of section 148 of the Code.

(d) That for the purpose of this Section, the term "Government Obligations" shall mean direct obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America.

(e) That notwithstanding any other provisions of this Ordinance, all money or Government Obligations set aside and held in trust pursuant to the provisions of this Section for the payment of Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, shall be applied to and used for the payment of such Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon.

(f) That in accordance with the provisions of Section 1207.033, Texas Government Code, the City may call for redemption, at a date earlier than their scheduled maturities, those Bonds which have been defeased to their maturity date. Notwithstanding any other provision of this Ordinance to the contrary, it is hereby provided that any determination not to redeem Bonds defeased under the terms of this Ordinance that is made in conjunction with the payment arrangements specified in clauses (i) or (ii) of subsection (a) above shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the City expressly reserves the right to call Bonds so defeased for redemption; (2) the City gives notice of the reservation of that right to the owners of the Bonds so defeased immediately following the making of the payment

arrangements; and (3) the City directs that notice of the reservation be included in any redemption notices that it authorizes.

Section 19. **ADDITIONAL BONDS.** (a) That the City shall have the right and power at any time and from time to time to authorize, issue and deliver additional parity revenue bonds (herein called "Additional Bonds") in one or more series or issues, in accordance with law, in any amounts, for purposes of extending, improving or repairing the System or for the purpose of refunding of any Previously Issued Parity Bonds, Bonds, Additional Bonds or other obligations of the City incurred in connection with the ownership or operation of the System. Such Additional Bonds, if and when authorized, issued and delivered in accordance with this Ordinance, shall be secured by and made payable equally and ratably on a parity with the Previously Issued Parity Bonds, the Bonds, and all other outstanding Additional Bonds, from an irrevocable first lien on and pledge of the Pledged Revenues.

(b) That the Interest and Sinking Fund and the Reserve Fund established by the 1981 Ordinance shall secure and be used to pay all Additional Bonds as well as the Previously Issued Parity Bonds and the Bonds. However, each ordinance under which Additional Bonds are issued shall provide and require that, in addition to the amounts required to be deposited to the credit of the Interest and Sinking Fund by the provisions of this Ordinance and the provisions of any other ordinance or ordinances authorizing Additional Bonds, the City shall deposit to the credit of the Interest and Sinking Fund at least such amounts as are required for the payment of all principal of and interest on said Additional Bonds then being issued, as the same come due; and that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be increased (if and to the extent necessary) to an amount not less than the average annual principal and interest requirements (including Amortization Installments) of all Previously Issued Parity Bonds, Bonds and Additional Bonds which will be outstanding after the issuance and delivery of the then proposed Additional Bonds; and that the required additional amount shall be so accumulated by the deposit in the Reserve Fund of all or any part of said required additional amount in cash immediately after the delivery of the then proposed Additional Bonds, or, at the option of the City, by the deposit of said required additional amount (or any balance of said required additional amount not deposited in cash as permitted above) in monthly installments, made on or before the 25th day of each month following the delivery of the then proposed Additional Bonds, of not less than 1/60th of said required additional amount (or 1/60th of the balance of said required additional amount not deposited in cash as permitted above).

(c) That all calculations of average annual principal and interest requirements (including Amortization Installments) made pursuant to this Section shall be made as of and from the date of the Additional Bonds then proposed to be issued.

(d) That the principal of all Additional Bonds must be scheduled to be paid or mature on April 1 or October 1 (or both) of the years in which such principal is scheduled to be paid or mature; and all interest thereon must be payable on April 1 and October 1.

Section 20. **FURTHER REQUIREMENTS FOR ADDITIONAL BONDS.** That Additional Bonds shall be issued only in accordance with this Ordinance, but notwithstanding any provisions of this Ordinance to the contrary, no installment, Series or issue of Additional Bonds shall be issued or delivered unless:

(a) The Mayor and the City Secretary of the City sign a written certificate to the effect that the City is not in default as to any covenant, condition or obligation in connection with all outstanding Previously Issued Parity Bonds, the Bonds and Additional Bonds, and the ordinances authorizing same, and that the Interest and Sinking Fund and the Reserve Fund each contains the amount then required to be therein.

(b) An independent certified public accountant, or independent firm of certified public accountants, signs a written certificate to the effect that, during either the next preceding Year, or any twelve consecutive calendar month period ending not more than ninety days prior to the date of the then proposed Additional Bonds, the Net Revenues were, in his or its opinion, at least equal to 1.25 times the average annual principal and interest requirements (computed on a fiscal year basis) including Amortization Installments, of all Previously Issued Parity Bonds, the Bonds and Additional Bonds to be outstanding after the issuance of the then proposed Additional Bonds.

Section 21. **GENERAL COVENANTS.** That the City further covenants and agrees that in accordance with and to the extent required or permitted by law:

(a) **Performance.** It will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in this Ordinance, and each ordinance authorizing the issuance of Previously Issued Parity Bonds and Additional Bonds, and in each and every Previously Issued Parity Bond, Bond and Additional Bond; it will promptly pay or cause to be paid the principal of and interest on every Previously Issued Parity Bond, Bond and Additional Bond, on the dates and in the places and manner prescribed in such ordinances and Previously Issued Parity Bonds, Bonds or Additional Bonds; and it will, at the times and in the manner prescribed, deposit or cause to be deposited the amounts required to be deposited into the Interest and Sinking Fund and the Reserve Fund; and any holder of the Previously Issued Parity Bonds, Bonds or Additional Bonds may require the City, its officials and employees to carry out, respect or enforce the covenants and obligations of this Ordinance, or any ordinance authorizing the issuance of Additional Bonds, by all legal and equitable means, including specifically, but without limitation, the use and filing of mandamus proceedings, in any court of competent jurisdiction, against the City, its officials and employees.

(b) **City's Legal Authority.** It is a duly created and existing home rule city of the State of Texas, and is duly authorized under the laws of the State of Texas to create and issue the Bonds; that all action on its part for the creation and issuance of the Bonds has been duly and effectively taken; and that the Bonds in the hands of the holders and owners thereof are and will be valid and enforceable special obligations of the City in accordance with their terms.

(c) **Title.** It has or will obtain lawful title to the lands, buildings, structures and facilities constituting the System, that it warrants that it will defend the title to all the aforesaid lands,

buildings, structures and facilities, and every part thereof, for the benefit of the holders and owners of the Previously Issued Parity Bonds, Bonds and Additional Bonds, against the claims and demands of all persons whomsoever, that it is lawfully qualified to pledge the Pledged Revenues to the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds in the manner prescribed herein, and has lawfully exercised such rights.

(d) **Liens.** It will from time to time and before the same become delinquent pay and discharge all taxes, assessments and governmental charges, if any, which shall be lawfully imposed upon it, or the System; it will pay all lawful claims for rents, royalties, labor, materials, and supplies which if unpaid might by law become a lien or charge thereon, the lien of which would be prior to or interfere with the liens hereof, so that the priority of the liens granted hereunder shall be fully preserved in the manner provided herein; and it will not create or suffer to be created any mechanic's, laborer's, materialman's or other lien or charge which might or could be prior to the liens hereof, or do or suffer any matter or thing whereby the liens hereof might or could be impaired; provided, however, that no such tax, assessment or charge, and that no such claims which might be used as the basis of a mechanic's, laborer's, materialman's or other lien or charge, shall be required to be paid so long as the validity of the same shall be contested in good faith by the City.

(e) **Operation of System; No Free Service.** It will, while the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding and unpaid, continuously and efficiently operate the System, and shall maintain the System in good condition, repair and working order, all at reasonable cost. No free service of the System shall be allowed, and should the City or any of its agencies or instrumentalities make use of the services and facilities of the System, payment of the reasonable value shall be made by the City out of funds from sources other than the revenues of the System, unless made from surplus or excess Pledged Revenues as permitted in Section 16(b) hereof.

(f) **Further Encumbrance.** It, while the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding and unpaid, will not additionally encumber the Pledged Revenues in any manner, except as permitted in this Ordinance in connection with Additional Bonds, unless said encumbrance is made junior and subordinate in all respects to the liens, pledges, covenants and agreements of this Ordinance; but the right of the City to issue revenue bonds payable from a subordinate lien on the Pledged Revenues is specifically recognized and retained.

(g) **Sale or Disposal of Property.** It, while the Previously Issued Parity Bonds, the Bonds or any Additional Bonds are outstanding and unpaid, will not sell, convey, mortgage, encumber, lease or in any manner transfer title to, or otherwise dispose of the System, or any significant or substantial part thereof; provided, however, that whenever the City deems it necessary to dispose of any property, machinery, fixtures or equipment, it may sell or otherwise dispose of such property, machinery, fixtures or equipment when it has made arrangements to replace the same or provide substitutes therefor, unless it is determined that no such replacement or substitute is necessary. Proceeds from any sale hereunder not used to replace or provide for substitution of such property sold, shall be used for improvements to the System or to purchase or redeem Previously Issued Parity Bonds, Bonds and Additional Bonds.

(h) **Insurance.** (1) It shall cause to be insured such parts of the System as would usually be insured by corporations operating like properties, with a responsible insurance company or companies, against risks, accidents or casualties against which, and to the extent, insurance is usually carried by corporations operating like properties, including, to the extent reasonably obtainable, fire and extended coverage insurance, insurance against damage by floods, and use and occupancy insurance. Public liability and property damage insurance shall also be carried unless the City Attorney of the City gives a written opinion to the effect that the City is not liable for claims which would be protected by such insurance. At any time while any contractor engaged in construction work shall be fully responsible therefor, the City shall not be required to carry insurance on the work being constructed if the contractor is required to carry appropriate insurance. All such policies shall be open to the inspection of the bondholders and their representatives at all reasonable times. Upon the happening of any loss or damage covered by insurance from one or more of said causes, the City shall make due proof of loss and shall do all things necessary or desirable to cause the insuring companies to make payment in full directly to the City. The proceeds of insurance covering such property, together with any other funds necessary and available for such purpose, shall be used forthwith by the City for repairing the property damaged or replacing the property destroyed; provided, however, that if said insurance proceeds and other funds are insufficient for such purpose, then said insurance proceeds pertaining to the System shall be used promptly as follows:

(i) for the redemption prior to maturity of the Previously Issued Parity Bonds, the Bonds and Additional Bonds, ratably in the proportion that the outstanding principal of each series of Previously Issued Parity Bonds, Bonds or Additional Bonds bears to the total outstanding principal of all Previously Issued Parity Bonds, Bonds and Additional Bonds, provided that, if on any such occasion the principal of any such series is not subject to redemption, it shall not be regarded as outstanding in making the foregoing computation; or

(ii) if none of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds is subject to redemption, then for the purchase on the open market and retirement of said Previously Issued Parity Bonds, Bonds and Additional Bonds in the same proportion as prescribed in the foregoing clause (i), to the extent practicable; provided, however, that the purchase price for any Previously Issued Parity Bond, Bond or Additional Bond shall not exceed the redemption price of such Previously Issued Parity Bond, Bond or Additional Bond on the first date upon which it becomes subject to redemption; or

(iii) to the extent that the foregoing clauses (i) and (ii) cannot be complied with at the time, the insurance proceeds, or the remainder thereof, shall be deposited in a special and separate trust fund, at an official depository of the City, to be designated the Insurance Account. The Insurance Account shall be held until such time as the foregoing clauses (i) and/or (ii) can be complied with, or until other funds become available which, together with the Insurance Account, will be sufficient to make the repairs or replacements originally required, whichever of said events occurs first.

(2) The foregoing provisions of (1) above notwithstanding, the City shall have authority to enter into coinsurance or similar plans where risk of loss is shared in whole or in part by the City.

(3) The annual audit hereinafter required shall contain a section commenting on whether or not the City has complied with the requirements of this Section with respect to the maintenance of insurance, and listing all policies carried, and whether or not all insurance premiums upon the insurance policies to which reference is hereinbefore made have been paid.

(i) **Rate Covenant.** The City Council of the City will fix, establish, maintain and collect such rates, charges and fees for the use and availability of the System at all times as are necessary to produce Gross Revenues sufficient, (1) to pay all current operation and maintenance expenses of the System, (2) to produce Net Revenues for each Year at least equal to 1.25 times the principal and interest requirements (including Amortization Installments) of all then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds for the Year during which such requirements are scheduled to be the greatest, and (3) to pay all other obligations of the System.

(j) **Records.** It will keep proper books of record and account in which full, true and correct entries will be made of all dealings, activities and transactions relating to the System, the Pledged Revenues and the Funds created pursuant to this Ordinance, and all books, documents and vouchers relating thereto shall at all reasonable times be made available for inspection upon request of any bondholders.

(k) **Audits.** After the close of each Year while any of the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding, an audit will be made of the books and accounts relating to the System and the Pledged Revenues by an independent certified public accountant or an independent firm of certified public accountants. As soon as practicable after the close of each such Year, and when said audit has been completed and made available to the City, a copy of such audit for the preceding Year shall be mailed to the MAC and to any holder of 5% or more in aggregate principal amount of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds who shall so request in writing. Such annual audit reports shall be open to the inspection of the bondholders and their agents and representatives at all reasonable times.

(l) **Governmental Agencies.** It will comply with all of the terms and conditions of any and all franchises, permits and authorizations applicable to or necessary with respect to the System, and which have been obtained from any governmental agency; and the City has or will obtain and keep in full force and effect all franchises, permits, authorization and other requirements applicable to or necessary with respect to the acquisition, construction, equipment, operation and maintenance of the System.

(m) **No Competition.** It will not grant any franchise or permit for the acquisition, construction or operation of any competing facilities which might be used as a substitute for the System's facilities, and, to the extent that it legally may, the City will prohibit any such competing facilities.

Section 22. **AMENDMENT OF ORDINANCE.** (a) That the holders of the Previously Issued Parity Bonds, Bonds and Additional Bonds aggregating in principal amount 51% of the aggregate principal amount of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds shall have the right from time to time to approve any amendment to this Ordinance which may be deemed necessary or desirable by the City; provided, however, that without the consent of the holders of all of the Previously Issued Parity Bonds, Bonds and Additional Bonds at the time outstanding, nothing herein contained shall permit or be construed to permit the amendment of the terms and conditions in this Ordinance or in the Previously Issued Parity Bonds, Bonds or Additional Bonds so as to:

- (1) Make any change in the maturity of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (2) Reduce the rate of interest borne by any of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (3) Reduce the amount of the principal payable on the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (4) Modify the terms of payment of principal of or interest on the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds or impose any conditions with respect to such payment;
- (5) Affect the rights of the holders of less than all of the Previously Issued Parity Bonds, Bonds and Additional Bonds then outstanding; or
- (6) Change the minimum percentage of the principal amount of Previously Issued Parity Bonds, Bonds and Additional Bonds necessary for consent to such amendment.

(b) That if at any time the City shall desire to amend the Ordinance under this Section, the City shall cause notice of the proposed amendment to be published in a financial newspaper or journal published in The City of New York, New York, once during each calendar week for at least two successive calendar weeks. Such notice shall briefly set forth the nature of the proposed amendment and shall state that a copy thereof is on file at the principal office of the Paying Agent/Registrar for inspection by all holders of Previously Issued Parity Bonds, Bonds and Additional Bonds. Such publication is not required, however, if notice in writing is given to each holder of Previously Issued Parity Bonds, Bonds and Additional Bonds.

(c) That whenever at any time not less than thirty days, and within one year, from the date of the first publication of said notice or other service of written notice the City shall receive an instrument or instruments executed by the holders of at least 51% in aggregate principal amount of all Previously Issued Parity Bonds, Bonds and Additional Bonds then outstanding, which instrument or instruments shall refer to the proposed amendment described in said notice and which specifically

consent to and approve such amendment in substantially the form of the copy thereof on file with the Paying Agent/Registrar, the City Council may pass the amendatory ordinance in substantially the same form.

(d) That upon the passage of any amendatory ordinance pursuant to the provisions of this Section, this Ordinance shall be deemed to be amended in accordance with such amendatory ordinance, and the respective rights, duties and obligations under this Ordinance of the City and all the holders of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds shall thereafter be determined, exercised and enforced hereunder, subject in all respects to such amendments.

(e) That any consent given by the holder of a Previously Issued Parity Bond, Bond or Additional Bond pursuant to the provisions of this Section shall be irrevocable for a period of six (6) months from the date of the first publication of the notice or other service of written notice provided for in this Section, and shall be conclusive and binding upon all future holders of the same Previously Issued Parity Bond, Bond or Additional Bond during such period. Such consent may be revoked at any time after six (6) months from the date of the first publication of such notice or other service of written notice by the holder who gave such consent, or by a successor in title, by filing notice thereof with the paying agent/registrar therefor and the City, but such revocation shall not be effective if the holders, identified in accordance with subsection (f) of this Section, of 51% in aggregate principal amount of the then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds have, prior to the attempted revocation, consented to and approve the amendment.

(f) That for the purpose of this Section, the fact of the holding of Previously Issued Parity Bonds, Bonds, or Additional Bonds issued in registered form without coupons and the amounts and numbers of such Previously Issued Parity Bonds, Bonds or Additional Bonds and the date of their holding same shall be proved by the bond registration books of the paying agent/registrar therefor. For purposes of this Section, the holder of a Previously Issued Parity Bond, Bond or Additional Bond in such registered form shall be the owner thereof as shown on such registration books. The City may conclusively assume that such ownership continues until written notice to the contrary is served upon the City.

(g) That the foregoing provisions of this Section notwithstanding, the City by action of the City Council may amend this Ordinance for any one or more of the following purposes:

(1) To add to the covenants and agreements of the City in this Ordinance contained, other covenants and agreements thereafter to be observed, grant additional rights or remedies to bondholders or to surrender, restrict or limit any right or power herein reserved to or conferred upon the City;

(2) To make such provisions for the purpose of curing any ambiguity, or curing, correcting or supplementing any defective provision contained in this Ordinance, or in regard to clarifying matters or questions arising under this Ordinance, including, without limitation, those matters described in Section 26(c)(vi) hereof, or those matters necessary to

obtain a rating on the Bonds or to obtain the approving opinion of the Attorney General of Texas as required by law, as are necessary or desirable and not contrary to or inconsistent with this Ordinance and which shall not adversely affect the interests of the holders of the Previously Issued Parity Bonds, Bonds or Additional Bonds;

(3) To modify any of the provisions of this Ordinance in any other respect whatever, provided that (i) such modification shall be, and be expressed to be, effective only after all Previously Issued Parity Bonds outstanding at the date of the adoption of such modification shall cease to be outstanding, and (ii) such modification shall be specifically referred to in the text of all Additional Bonds issued after the date of the adoption of such modification.

Section 23. DAMAGED, MUTILATED, LOST, STOLEN OR DESTROYED BONDS.

(a) That in the event any outstanding Bond is damaged, mutilated, lost, stolen, or destroyed, the Paying Agent/Registrar shall cause to be printed, executed, and delivered, a new Bond of the same principal amount, maturity, and interest rate, as the damaged, mutilated, lost, stolen, or destroyed Bond, in replacement for such Bond in the manner hereinafter provided.

(b) That application for replacement of damaged, mutilated, lost, stolen, or destroyed Bonds shall be made to the Paying Agent/Registrar. In every case of loss, theft, or destruction of a Bond, the applicant for a replacement bond shall furnish to the City and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft, or destruction of a Bond, the applicant shall furnish to the City and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft, or destruction of such Bond, as the case may be. In every case of damage or mutilation of a Bond, the applicant shall surrender to the Paying Agent/Registrar for cancellation the Bond so damaged or mutilated.

(c) That notwithstanding the foregoing provisions of this Section, in the event any such Bond shall have matured, and no default has occurred which is then continuing in the payment of the principal of, redemption premium, if any, or interest on the Bond, the City may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Bond) instead of issuing a replacement bond, provided security or indemnity is furnished as above provided in this Section.

(d) That prior to the issuance of any replacement bond, the Paying Agent/Registrar shall charge the owner of such Bond with all legal, printing, and other expenses in connection therewith. Every replacement bond issued pursuant to the provisions of this Section by virtue of the fact that any Bond is lost, stolen, or destroyed shall constitute a contractual obligation of the City whether or not the lost, stolen or destroyed Bond shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits of this Ordinance equally and proportionately with any and all other Bonds duly issued under this Ordinance.

(e) That in accordance with Chapter 1206, particularly Subchapter B thereof, this Section of this Ordinance shall constitute authority for the issuance of any such replacement bond without necessity of further action by the governing body of the City or any other body or person, and the duty of the replacement of such bonds is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such bonds in the form and manner and with the effect, as provided in Section 5(d) of this Ordinance for Bonds issued in exchange for other Bonds.

Section 24. **TAX COVENANTS.** That the City covenants to refrain from any action which would adversely affect, or to take any action to assure, the treatment of the Bonds as obligations described in section 103 of the Code, the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation. In furtherance thereof, the City covenants as follows:

(a) to take any action to assure that no more than 10 percent of the proceeds of the Bonds or the projects financed therewith (less amounts deposited to a reserve fund, if any) are used for any "private business use", as defined in section 141(b)(6) of the Code or, if more than 10 percent of the proceeds are so used, that amounts, whether or not received by the City, with respect to such private business use, do not, under the terms of this Ordinance or any underlying arrangement, directly or indirectly, secure or provide for the payment of more than 10 percent of the debt service on the Bonds, in contravention of section 141(b)(2) of the Code;

(b) to take any action to assure that in the event that the "private business use" described in subsection (a) hereof exceeds 5 percent of the proceeds of the Bonds or the projects financed therewith (less amounts deposited into a reserve fund, if any) then the amount in excess of 5 percent is used for a "private business use" which is "related" and not "disproportionate", within the meaning of section 141(b)(3) of the Code, to the governmental use;

(c) to take any action to assure that no amount which is greater than the lesser of \$5,000,000, or 5 percent of the proceeds of the Bonds (less amounts deposited into a reserve fund, if any), is directly or indirectly used to finance loans to persons, other than state or local governmental units, in contravention of section 141(c) of the Code;

(d) to refrain from taking any action which would otherwise result in the Bonds being treated as "private activity bonds" within the meaning of section 141(a) of the Code;

(e) to refrain from taking any action that would result in the Bonds being "federally guaranteed" within the meaning of section 149(b) of the Code;

(f) to refrain from using any portion of the proceeds of the Bonds, directly or indirectly, to acquire or to replace funds which were used, directly or indirectly, to acquire investment property (as defined in section 148(b)(2) of the Code) which produces a

materially higher yield over the term of the Bonds, other than investment property acquired with --

(1) proceeds of the Bonds invested for a reasonable temporary period, until such proceeds are needed for the purpose for which the Bonds are issued,

(2) amounts invested in a bona fide debt service fund, within the meaning of section 1.148-1(b) of the Treasury Regulations, and

(3) amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed 10 percent of the proceeds of the Bonds;

(g) to otherwise restrict the use of the proceeds of the Bonds or amounts treated as proceeds of the Bonds, as may be necessary, so that the Bonds do not otherwise contravene the requirements of section 148 of the Code (relating to arbitrage) and, to the extent applicable, section 149(d) of the Code (relating to advance refundings); and

(h) to pay to the United States of America at least once during each five-year period (beginning on the date of delivery of the Bonds) an amount that is at least equal to 90 percent of the "excess earnings", within the meaning of section 148(f) of the Code, and to pay to the United States of America, not later than 60 days after the Bonds have been paid in full, 100 percent of the amount then required to be paid as a result of Excess Earnings under section 148(f) of the Code.

The City understands that the term "proceeds" includes "disposition proceeds" as defined in the Treasury Regulations and, in the case of a refunding bond, transferred proceeds (if any) and proceeds of the refunded bonds expended prior to the date of the issuance of the Bonds. It is the understanding of the City that the covenants contained herein are intended to assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated which modify or expand provisions of the Code, as applicable to the Bonds, the City will not be required to comply with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally-recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements which are applicable to the Bonds, the City agrees to comply with the additional requirements to the extent necessary, in the opinion of nationally-recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In furtherance of the foregoing, the Mayor, the City Manager, the Chief Financial Officer of the City, and any Assistant City Manager may execute any certificates or other reports required by the Code and make such elections, on behalf of the City, which may be permitted by the Code as are consistent with the purpose for the issuance of the Bonds. In order to facilitate compliance with the above clause (h), a "Rebate Fund" is hereby established by the City for the sole benefit of the United States of America, and such

Rebate Fund shall not be subject to the claim of any other person, including without limitation the registered owners of the Bonds. The Rebate Fund is established for the additional purpose of compliance with section 148 of the Code.

Section 25. ADDITIONAL TAX COVENANTS; WRITTEN PROCEDURES. (a) Disposition of Bond Financed Property. That the City covenants that property financed with the proceeds of the Refunded Bonds or the Refunded Commercial Paper Notes will not be sold or otherwise disposed in a transaction resulting in the receipt by the City of cash or other compensation, unless the City obtains an opinion of nationally-recognized bond counsel substantially to the effect that such sale or other disposition will not adversely affect the tax-exempt status of the Bonds, the Refunded Bonds or the Refunded Commercial Paper Notes. For purposes of this Section, the portion of the property comprising personal property and disposed of in the ordinary course of business shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes of this Section, the City shall not be obligated to comply with this covenant if it obtains an opinion of nationally-recognized bond counsel to the effect that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

(b) Written Procedures. That unless superseded by another action of the City, to ensure compliance with the covenants contained herein regarding private business use, remedial actions, arbitrage and rebate, the written procedures adopted by the City in the ordinance authorizing the issuance of City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2012A, adopted by the City Council on September 19 2012, apply to the Bonds.

Section 26. CONTINUING DISCLOSURE UNDERTAKING. (a) Annual Reports. (i) That the City shall provide annually to the MSRB, within six months after the end of each Year ending in or after 2015, financial information and operating data with respect to the City of the general type included in the final official statement for the Bonds referred to in Section 2(d) of this Ordinance, being the information described in Exhibit B hereto (as such information may be amended or supplemented by the City Manager or the Chief Financial Officer of the City to conform Exhibit B to the final official statement prepared in connection with the sale of the Bonds). Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in Exhibit B hereto, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation, and (2) audited, if the City commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the City shall provide notice that the audited financial statements are not available and provide unaudited financial information of the type described in the numbered tables referenced in Exhibit B hereto by the required time, and will provide audited financial statements for the applicable Year to the MSRB, when and if the audit report on such statements become available. Such information shall be transmitted electronically to the MSRB, in such format as prescribed by the MSRB.

(ii) If the Year is changed by the City, the City will notify the MSRB of such change (and of the date of the new end of the Year) prior to the next date by which the City otherwise would be

required to provide financial information and operating data pursuant to this Section. The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to the MSRB or filed with the SEC.

(b) **Disclosure Event Notices.** That the City shall notify the MSRB of any of the following events with respect to the Bonds, in a timely manner not in excess of ten Business Days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. Modifications to rights of holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the City;
13. The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
14. Appointment of a successor Paying Agent/Registrar or change in the name of the Paying Agent/Registrar, if material.

As used in clause 12 above, the phrase "bankruptcy, insolvency, receivership or similar event" means the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets of the City, or if jurisdiction has been assumed by leaving the City Council and official or officers of the City in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City. The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (a) of this Section by the time required by such subsection.

(c) **Limitations, Disclaimers, and Amendments.** (i) That the City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an "obligated person" with respect to the Bonds within the meaning of the Rule, except that the City in any event will give notice of any deposit made in accordance with this Ordinance or applicable law that causes Bonds no longer to be outstanding.

(ii) The provisions of this Section are for the sole benefit of the holders and beneficial owners of the Bonds, and nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the City's financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this Section or otherwise, except as expressly provided herein. The City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

(iii) UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

(iv) No default by the City in observing or performing its obligations under this Section shall comprise a breach of or default under this Ordinance for purposes of any other provision of this Ordinance. Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

(v) Should the Rule be amended to obligate the City to make filings with or provide notices to entities other than the MSRB, the City agrees to undertake such obligation in accordance with the Rule as amended.

(vi) The provisions of this Section may be amended by the City from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (A) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (B) a person that is unaffiliated with the City (such as nationally

recognized bond counsel) determines that such amendment will not materially impair the interest of the holders and beneficial owners of the Bonds. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided in accordance with subsection (a) of this Section an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information or operating data so provided. The City may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Section 27. **REFUNDING.** (a) **Refunded Bonds.** That the City hereby finds that the issuance of the Bonds for the purpose of refunding the Refunded Bonds to realize a net present value savings is a public purpose. As a condition to the issuance of the Bonds, the refunding of the aggregate principal amount of the Refunded Bonds, together with the refunding of the aggregate principal amount of Series 2015B Refunded Bonds (if any), must produce (i) a net present value savings, calculated in accordance with GASB Statement No. 7, of at least four percent (4.00%), and (ii) a positive gross savings. The principal amount of Bonds issued to refund Refunded Bonds, and the Refunded Bonds to be refunded, shall be specifically identified in the Purchase Contract. The City Manager may elect not to refund any or all of the obligations listed in Schedule I, but in no event shall the Refundable Bonds be refunded if the refunding of the aggregate principal amount of the Refundable Bonds selected for refunding, together with any Series 2015B Refunded Bonds, does not result in the minimum savings threshold established in this Section being realized. On or before the date of delivery of the Bonds the Chief Financial Officer of the City shall execute and deliver to the City Council a certificate stating that as a result of the refunding of the Refunded Bonds and any Series 2015B Refunded Bonds, the savings thresholds herein established have been realized. This certificate shall specifically state both the net present value savings and the gross savings realized by the City as a result of refunding the Refunded Bonds and any Series 2015B Refunded Bonds. The determination of the City Manager relating to the issuance and sale of Bonds to refund Refunded Bonds in such principal amount as provided in the Purchase Contract shall have the same force and effect as if such determination were made by the City Council.

(b) **Refunded Commercial Paper Notes.** That the City hereby finds that the issuance of the Bonds for the purpose of refunding the Refunded Commercial Paper Notes is a public purpose. The Refunded Commercial Paper Notes are being refunded to convert interim financing into long-term fixed rate financing, as contemplated by the City in the operation of the interim financing program for the System, and the manner in which the refunding of the Refunded Commercial Paper Notes is being executed by the City makes it impracticable to make the determinations required by subsection (a) of Section 1207.008, Texas Government Code. The Refunded Commercial Paper Notes shall be those outstanding Commercial Paper Notes, not to exceed \$220,000,000 in principal amount, designated by the Chief Financial Officer of the City to be refunded and retired with a portion of the proceeds of the Bonds. The principal amount of the Refunded Commercial Paper Notes shall be specifically identified in the Purchase Contract. For the sole purpose of establishing for the benefit of the Public Finance Division of the Office of the Attorney General of Texas that the City possesses

sufficient Pledged Revenues to pay the Commercial Paper Notes and the interest thereon, the City shall establish sufficiency through the issuance of Prior Lien Bonds under authority of Chapter 1207 at then current market interest rates with level debt service over a forty (40) year period to refinance such Commercial Paper Notes, under authority of Section 1371.057(c), Texas Government Code. The determination of the City Manager relating to the issuance and sale of Bonds to refund Refunded Commercial Paper Notes in such principal amount as provided in the Purchase Contract shall have the same force and effect as if such determination were made by the City Council.

Section 28. **DEFAULT AND REMEDIES.** (a) **Events of Default.** That each of the following occurrences or events for the purpose of this Ordinance is hereby declared to be an Event of Default:

(i) the failure to make payment of the principal of or interest on any of the Bonds when the same becomes due and payable; or

(ii) default in the performance or observance of any other covenant, agreement or obligation of the City, the failure to perform which materially, adversely affects the rights of the registered owners of the Bonds, including, but not limited to, their prospect or ability to be repaid in accordance with this Ordinance, and the continuation thereof for a period of sixty (60) days after notice of such default is given by any registered owner to the City.

(b) **Remedies for Default.**

(i) That upon the happening of any Event of Default, then and in every case, any registered owner or an authorized representative thereof, including, but not limited to, a trustee or trustees therefor, may proceed against the City, or any official, officer or employee of the City in their official capacity, for the purpose of protecting and enforcing the rights of the registered owners under this Ordinance, by mandamus or other suit, action or special proceeding in equity or at law, in any court of competent jurisdiction, for any relief permitted by law, including the specific performance of any covenant or agreement contained herein, or thereby to enjoin any act or thing that may be unlawful or in violation of any right of the registered owners hereunder or any combination of such remedies.

(ii) It is provided that all such proceedings shall be instituted and maintained for the equal benefit of all registered owners of Bonds then outstanding.

(c) **Remedies Not Exclusive.**

(i) That no remedy herein conferred or reserved is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or under the Bonds or now or hereafter existing at law or in equity; provided, however, that notwithstanding any other provision of this Ordinance, the right to accelerate the debt evidenced by the Bonds shall not be available as a remedy under this Ordinance.

(ii) The exercise of any remedy herein conferred or reserved shall not be deemed a waiver of any other available remedy.

(iii) By accepting the delivery of a Bond authorized under this Ordinance, such registered owner agrees that the certifications required to effectuate any covenants or representations contained in this Ordinance do not and shall never constitute or give rise to a personal or pecuniary liability or charge against the officers, employees or members of the City or the City Council.

(iv) None of the members of the City Council, nor any other official or officer, agent, or employee of the City, shall be charged personally by the registered owners with any liability, or be held personally liable to the registered owners under any term or provision of this Ordinance, or because of any Event of Default or alleged Event of Default under this Ordinance.

Section 29. **APPROVAL AND REGISTRATION OF BONDS.** That the City Manager of the City is hereby authorized to have control of the Bonds and all necessary records and proceedings pertaining to the Bonds pending their delivery and their investigation, examination and approval by the Attorney General of the State of Texas, and their registration by the Comptroller of Public Accounts of the State of Texas. Upon registration of the Bonds, the Comptroller of Public Accounts (or a deputy designated in writing to act therefor) shall manually sign the Comptroller's Registration Certificate set forth in the FORM OF BOND. The Bonds thus registered shall remain in the custody of the City Manager (or the designee thereof) until delivered to the Underwriters.

Section 30. **FURTHER PROCEDURES.** That the City Manager, the Chief Financial Officer of the City, any Assistant City Manager, and all other officers, employees, and agents of the City, and each of them, shall be and they are hereby expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the City all such instruments, whether herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance, and the sale and delivery of the Bonds and fixing all details in connection therewith. In addition, should Bonds be sold for the purpose of refunding Refunded Bonds to the extent so provided in the Purchase Contract, the City Council hereby determines that the Refunded Bonds so identified in the Purchase Contract shall be called for redemption on the redemption date or dates as determined by the City Manager, at the applicable redemption price to the date fixed for redemption as provided in Schedule I. The City Manager or the designee thereof shall take such actions as are necessary to cause the required notice of redemption to be given in accordance with the terms of each ordinance for the Refunded Bonds called for redemption. Should a municipal bond insurance policy be obtained insuring the payment of debt service on all or any portion of the Bonds, it is hereby authorized that a statement of insurance provided by the bond insurer may be printed on the Bonds so insured. The City Council hereby authorizes the payment of the fee of the Office of the Attorney General of the State of Texas for the examination of the proceedings relating to the issuance of the Bonds, in the amount determined in accordance with the provisions of Section 1202.004, Texas Government Code.

Section 31. USE OF PROCEEDS. That the proceeds representing accrued interest on the Bonds, if any, shall be deposited to the credit of the Interest and Sinking Fund. Proceeds representing premium, if any, paid by the Underwriters in connection with the sale of the Bonds may be used for any purpose authorized by Section 1201.042(d), Texas Government Code, including specifically, but not by way of limitation, in connection with the refunding of the Refunded Bonds or the Refunded Commercial Paper Notes. Concurrently with the delivery of the Bonds, proceeds in the amount of the principal amount of the Refunded Commercial Paper Notes shall be deposited to the credit of the "Series D Note Payment Fund" and the "Series E Note Payment Fund", as the case may be, each established in accordance with the provisions of the respective ordinances of the City adopted December 10, 2014 and June 25, 2014, to refund Commercial Paper Notes of such series designated by the Chief Financial Officer of the City to be refunded and retired with a portion of the proceeds of the Bonds, in accordance with and as further described in the letter of instructions executed by the Chief Financial Officer of the City referred to in Section 27(b) of this Ordinance. The City shall cause to be deposited with the Escrow Agent, from the proceeds from the sale of the Bonds and other available moneys of the City, an amount sufficient to provide for the refunding of the Refunded Bonds in accordance with Chapter 1207.

Section 32. ESCROW AGREEMENT. That the City Manager and City Secretary are hereby authorized, for and on behalf of the City, to execute and deliver the Escrow Agreement to accomplish the establishing of firm banking arrangements in connection with the refunding of the Refunded Bonds and any Series 2015B Refunded Bonds, in substantially the form and substance attached to this Ordinance, with such changes as the City Manager deems necessary to effect the sale of the Bonds. If the provisions of Chapter 1207 can be satisfied such that one financial institution may act as escrow agent for the Refunded Bonds refunded with proceeds of both the Bonds and the Taxable Series 2015B Bonds, a single escrow agreement may be executed and delivered to accomplish the establishing of firm banking arrangements in connection with the refunding of the Refunded Bonds. The Escrow Agent is not a depository bank of the City, and shall, in accordance with the provisions of Section 1207.062, Texas Government Code, serve as escrow agent for the Refunded Bonds, regardless of whether the Escrow Agent is a paying agent for each series of the Refunded Bonds.

Section 33. CONSENT TO CERTAIN AMENDMENTS GIVEN THROUGH OWNERSHIP OF BONDS. By acceptance of the Bonds, each Owner of a Bond: (i) irrevocably and specifically consents to and approves the amendments described in (1) and (2) below; (ii) irrevocably appoints the City Manager as its true and lawful attorney-in-fact for the limited purpose of executing the written instrument required by Section 22(c) of this Ordinance to evidence the Owner's specific consent to and approval of the amendments described in (1) and (2) below; and (iii) confirms all actions taken by the City Manager as attorney-in-fact for the Owner, it being specifically provided that the City Manager need not consult with, or provide notice to, an Owner in connection with the actions taken by the City Manager under this Section. The power of attorney granted to the City Manager shall be limited to effecting the below amendments and is irrevocable for so long as any Bond remains Outstanding.

The amendments are:

(1) Amend Section 12(b) of this Ordinance to read:

"(b) That money in any Fund established by ordinances authorizing Previously Issued Parity Bonds may, at the option of the City, be invested in Authorized Investments; provided, however, that all such deposits and investments shall have a par value (or market value when less than par) exclusive of accrued interest at all times at least equal to the amount of money credited to such Funds, and shall be made in such manner that the money required to be expended from any Fund will be available at the proper time or times. Money in the Reserve Fund shall not be invested in securities maturing later than the final maturity of the Previously Issued Parity Bonds, the Bonds, and Additional Bonds. Such investments shall be valued in terms of current market value as of the last day of each Year, except that direct obligations of the United States (State and Local Government Series) in book-entry form shall be continuously valued at their par or face principal amount. Such investments shall be sold promptly when necessary to prevent any default in connection with the Previously Issued Parity Bonds, the Bonds or Additional Bonds. As used in this Section, the term "Authorized Investments" shall mean those investments in which the City is now or hereafter authorized by law, including, but not limited to, Chapter 2256, Texas Government Code, and consistent with the City's investment policy adopted and approved from time to time by the City Council pursuant to the provisions of Chapter 2256, Texas Government Code,, to purchase, sell and invest its funds and funds under its control.

(2) Amend Section 18 of this Ordinance to read:

"(a) That any Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid, retired and no longer outstanding within the meaning of this Ordinance when payment of the principal of, redemption premium, if any, on such bond, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption), or (ii) shall have been provided for by irrevocably depositing with, or making available to, a paying agent (or escrow agent) therefor, in trust and irrevocably set aside exclusively for such payment, (1) money sufficient to make such payment or (2) Defeasance Securities, as hereinafter defined in this Section, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation, and expenses of such paying agent pertaining to the bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of such paying agent. At such time as a Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid hereunder, as aforesaid, it shall no longer be secured by or entitled to the benefit of this Ordinance or such other ordinance securing such bond or a lien on and pledge of the Pledged Revenues, and shall be entitled to payment solely from such money or Defeasance Securities.

(b) That any moneys so deposited with a paying agent may, at the direction of the City, also be invested in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from all Defeasance Securities in the hands of the paying agent pursuant to this

Section which is not required for the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, with respect to which such money has been so deposited, shall be remitted to the City.

(c) That the City covenants that no deposit will be made or accepted under clause (a)(ii) of this Section and no use will be made of any such deposit which would cause the Previously Issued Parity Bonds, Bonds or any Additional Bonds to be treated as "arbitrage bonds" within the meaning of section 148 of the Code.

(d) That for the purpose of this Section, the term "Defeasance Securities" shall mean (i) direct obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the City adopts or approves proceedings authorizing the issuance of refunding bonds or, if such defeasance is not in connection with the issuance of refunding bonds, on the date the City provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally-recognized investment rating firm not less than "AAA" or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the City adopts or approves proceedings authorizing the issuance of refunding bonds or, if such defeasance is not in connection with the issuance of refunding bonds, on the date the Board provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally-recognized investment rating firm not less than "AAA" or its equivalent, or (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Bonds under the then applicable laws of the State of Texas.

(e) That notwithstanding any other provisions of this Ordinance, all money or Defeasance Securities set aside and held in trust pursuant to the provisions of this Section for the payment of Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, shall be applied to and used for the payment of such Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon.

(f) That in accordance with the provisions of Section 1207.033, Texas Government Code, the City may call for redemption, at a date earlier than their scheduled maturities, those Bonds which have been defeased to their maturity date. Notwithstanding any other provision of this Ordinance to the contrary, it is hereby provided that any determination not to redeem Bonds defeased under the terms of this Ordinance that is made in conjunction with the payment arrangements specified in clauses (i) or (ii) of subsection (a) above shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the City expressly reserves the right to call Bonds so defeased for redemption; (2) the City gives notice of the reservation of that right to the owners of the Bonds so defeased immediately following the making of the payment arrangements; and (3) the City directs that notice of the reservation be included in any redemption notices that it authorizes."

(3) Amend Section 20(b) of this Ordinance to read:

"(b) The Chief Financial Officer of the City signs a written certificate to the effect that, during either the next preceding Year, or any twelve consecutive calendar month period ending not more than ninety days prior to the date of the then proposed Additional Bonds, the Net Revenues were, in her or his opinion, at least equal to 1.25 times the average annual principal and interest requirements (computed on a fiscal year basis) including Amortization Installments, of all Previously Issued Parity Bonds, the Bonds and Additional Bonds to be outstanding after the issuance of the then proposed Additional Bonds."

The amendments described in clauses (1) and (3) will become effective once the City determines that the consent of 51% of the aggregate unpaid principal amount of the Previously Issued Parity Bonds, the Bonds and any Additional Bonds then Outstanding is received. The amendment described in clause (2) will become effective once the City determines that the consent of 51% of the aggregate unpaid principal amount of the Previously Issued Parity Bonds, the Bonds and any Additional Bonds then Outstanding is received, and would apply only to the Bonds and the Taxable Series 2015B Bonds, and any Additional Bonds delivered after the date of delivery of the Bonds and the Taxable Series 2015B Bonds.

Section 34. **PREAMBLE.** That the preamble to this Ordinance is incorporated by reference and made a part hereof for all purposes.

Section 35. **RULES OF CONSTRUCTION.** That for all purposes of this Ordinance, unless the context requires otherwise, all references to designated Sections and other subdivisions are to the Sections and other subdivisions of this Ordinance. The words "herein", "hereof" and "hereunder" and other words of similar import refer to this Ordinance as a whole and not to any particular Section or other subdivision. Except where the context otherwise requires, terms defined in this Ordinance to impart the singular number shall be considered to include the plural number and vice versa. References to any named person means that party and its successors and assigns. References to any constitutional, statutory or regulatory provision means such provision as it exists on the date this Ordinance is adopted by the City and any future amendments thereto or successor provisions thereof. Any reference to the payment of principal in this Ordinance shall be deemed to include the payment of Amortization Installments (if any). Any reference to "FORM OF BOND" shall refer to the form of the Bonds set forth in Exhibit A to this Ordinance. The calculation of average annual principal and interest requirements as may be required by this Ordinance shall be made at the beginning of each Year and shall be the sum of the annual principal and interest requirements due for the current and each subsequent Year in which the Previously Issued Parity Bonds, the Bonds and any Additional Bonds are outstanding divided by the number of such Years, or partial Years, if applicable. Surplus moneys in the Reserve Fund the source of which are proceeds of bonds may be used only to complete projects for which such bond proceeds were issued, for improvements to the System, or for other costs for which the City could issue bonds for the System. The terms "owner" and "holder" and "bondholder", as used in this Ordinance, shall mean the registered or beneficial owner of a Bond.

Section 36. **TAXABLE SERIES 2015B BOND ORDINANCE.** That concurrently with the adoption of this Ordinance, the City Council will consider for approval the Taxable Series 2015B Bond Ordinance. If the Taxable Series 2015B Bond Ordinance is approved, the Taxable Series 2015B Bonds, if issued, shall be Additional Bonds, and the issuance of the Taxable Series 2015B Bonds shall be governed by the terms of the Taxable Series 2015B Bond Ordinance.

Section 37. **IMMEDIATE EFFECT.** That this Ordinance shall be effective immediately from and after its passage in accordance with the provisions of Section 1201.028, Texas Government Code.

PASSED AND APPROVED the 25th day of February, 2015.

APPROVED AS TO FORM:
Warren M.S. Ernst, City Attorney

SCHEDULE I

DESCRIPTION OF REFUNDABLE BONDS

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING AND IMPROVEMENT BONDS, SERIES 2006, bonds maturing on October 1 in each of the years 2016 and 2017, and on October 1, 2035, aggregating \$65,095,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2015.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2007, bonds maturing on October 1 in each of the years 2018 through 2028, and on October 1 in each of the years 2032 and 2036, aggregating \$401,605,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2017.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2008, bonds maturing on October 1 in each of the years 2019 through 2030, and on October 1 in each of the years 2033 and 2037, aggregating \$123,455,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2018.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2010, bonds maturing on October 1 in each of the years 2021 through 2030, and on October 1 in each of the years 2035 and 2039, aggregating \$211,670,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2020.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2011, bonds maturing on October 1 in each of the years 2022 through 2031, and on October 1, 2036, aggregating \$58,450,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2021.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2012A, bonds maturing on October 1 in each of the years 2023 through 2028, aggregating \$26,765,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2022.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2013, bonds maturing on October 1 in each of the years 2025 and 2026, aggregating \$8,720,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2023.

EXHIBIT A

FORM OF BOND:

NO. R-

\$_____

UNITED STATES OF AMERICA
STATE OF TEXAS
COUNTIES OF DALLAS, DENTON, COLLIN AND ROCKWALL
CITY OF DALLAS, TEXAS
WATERWORKS AND SEWER SYSTEM
REVENUE REFUNDING BOND
SERIES 2015A

MATURITY
DATE

INTEREST
RATE

ORIGINAL
ISSUE DATE
_____, 2015

CUSIP

ON THE MATURITY DATE SPECIFIED ABOVE, THE CITY OF DALLAS, IN DALLAS, DENTON, COLLIN AND ROCKWALL COUNTIES, TEXAS (the "City"), hereby promises to pay to _____, or the registered assignee hereof (either being hereinafter called the "registered owner") the principal amount of

and to pay interest thereon, from the original issue date of this Bond specified above, to the date of its scheduled maturity or the date of its redemption prior to scheduled maturity, at the rate of interest per annum specified above, with said interest being payable on October 1, 2015, and semiannually on each April 1 and October 1 thereafter, except that if the Paying Agent/Registrar's Authentication Certificate appearing on the face of this Bond is dated later than October 1, 2015, such interest is payable semiannually on each April 1 and October 1 following such date.

THE PRINCIPAL OF AND INTEREST ON this Bond are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Bond shall be paid to the registered owner hereof upon presentation and surrender of this Bond at maturity, or upon the date fixed for its redemption prior to maturity, at the designated corporate trust office in Dallas, Texas (the "Designated Trust Office"), of U.S. Bank National Association, which is the "Paying Agent/Registrar" for this Bond. The payment of interest on this Bond shall be made by the Paying Agent/Registrar to the registered owner hereof as shown by the "Registration Books" kept by the Paying Agent/Registrar at the close of business on the Record Date (hereinafter defined) by check drawn by the Paying Agent/Registrar on, and payable solely from, funds of the City required to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided; and such

check shall be sent by the Paying Agent/Registrar by United States mail, first-class, postage prepaid, on each such interest payment date, to the registered owner hereof at its address as it appears on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described, or by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. The date for determining the person to whom the interest is payable on any interest payment date means the 15th day of the preceding month (the "Record Date"). In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date", which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first-class, postage prepaid, to the address of each registered owner of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice. The City covenants with the registered owner of this Bond that no later than each principal payment date and interest payment date for this Bond it will make available to the Paying Agent/Registrar the amounts required to provide for the payment, in immediately available funds, of all principal of and interest on the Bonds, when due, in the manner set forth in the ordinance authorizing the issuance of the Bonds (the "Ordinance").

IF THE DATE for the payment of the principal of or interest on this Bond shall be a Saturday, Sunday, a legal holiday, or a day on which banking institutions are authorized by law or executive order to close in the city where the Designated Trust Office of the Paying Agent/Registrar is located, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due. Notwithstanding the foregoing, during any period in which ownership of the bonds of this Series is determined only by a book entry at a securities depository therefor, any payment to the securities depository, or its nominee or registered assigns, shall be made in accordance with existing arrangements between the City and the securities depository.

THIS BOND is one of a Series of bonds of like tenor and effect except as to denomination, number, maturity, interest rate and right of prior redemption, dated as of the original issue date specified above, issued in the aggregate principal amount of \$_____ for the purpose of refunding the "Refunded Bonds" (as defined in the Ordinance) and the "Refunded Commercial Paper Notes" (as defined in the Ordinance), and paying costs of issuance. All Bonds of this Series are issuable solely as fully registered bonds, without interest coupons, in the denomination of any integral multiple of \$5,000 (an "Authorized Denomination").

THE BONDS of this Series scheduled to mature on and after October 1, 2026 may be redeemed prior to their scheduled maturities, in whole or in part, in principal amounts of any Authorized Denomination, at the option of the City, on October 1, 2025, or on any date thereafter, at the redemption price of par plus accrued interest to the date fixed for redemption. If less than all of the Bonds are to be redeemed by the City, the City shall determine the maturity or maturities and the principal amounts thereof to be redeemed and shall direct the Paying Agent/Registrar to call by lot

Bonds, or portions thereof, within such maturity or maturities and in such principal amounts, for redemption; *provided, however*, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity and bearing such interest rate shall be selected in accordance with the arrangements between the City and the securities depository.

THE BONDS are also subject to mandatory redemption in part by lot pursuant to the terms of the Ordinance, on October 1 in each of the years 20__ through 20__, inclusive, with respect to Bonds maturing October 1, 20__, and on October 1 in each of the years 20__ through 20__, inclusive, with respect to Bonds maturing October 1, 20__, in the following years and in the following amounts, at a price equal to the principal amount thereof and accrued and unpaid interest to the date of redemption, without premium:

Year

Principal Amount

* Final Maturity

To the extent, however, that Bonds subject to sinking fund redemption have been previously purchased or called for redemption in part and otherwise than from a sinking fund redemption payment, each annual sinking fund payment for such Bond shall be reduced by the amount obtained by multiplying the principal amount of Bonds so purchased or redeemed by the ratio which each remaining annual sinking fund redemption payment for such Bonds bears to the total remaining sinking fund payments, and by rounding each such payment to the nearest \$5,000 integral; *provided*, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, the particular Bonds to be called for mandatory redemption shall be selected in accordance with the arrangements between the City and the securities depository.

AT LEAST 30 days prior to the date fixed for any such redemption, (i) a written notice of such redemption shall be given by the Paying Agent/Registrar to the registered owner of each Bond or a portion thereof being called for redemption by depositing such notice in the United States mail, first-class, postage prepaid, addressed to each such registered owner at his address shown on the Registration Books of the Paying Agent/Registrar and (ii) a notice of such redemption shall be published one (1) time in a financial journal or publication of general circulation in the United States of America or the State of Texas carrying as a regular feature notices of municipal bonds called for redemption; *provided, however*, that the failure to send, mail or receive such notice described in (i) above, or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond, and the publication of notice as described in (ii) above shall be the only notice actually required in connection with or as a prerequisite to the redemption of any Bonds. By the date fixed for any such redemption due provision shall

be made by the City with the Paying Agent/Registrar for the payment of the required redemption price for this Bond or the portion hereof which is to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such notice of redemption is given, and if due provision for such payment is made, all as provided above, this Bond, or the portion hereof which is to be so redeemed, thereby automatically shall be redeemed prior to its scheduled maturity, and shall not bear interest after the date fixed for its redemption, and shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paying Agent/Registrar out of the funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of this Bond or any portion hereof. If a portion of this Bond shall be redeemed a substitute Bond or Bonds having the same maturity date, bearing interest at the same rate, in any Authorized Denomination, at the written request of the registered owner, and in aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender hereof for cancellation, at the expense of the City, all as provided in the Ordinance.

WITH RESPECT TO any optional redemption of this Bond, unless the Paying Agent/Registrar has received funds sufficient to pay the principal and premium, if any, and interest on this Bond to be redeemed before giving of a notice of redemption, the notice of redemption may state the City may condition redemption on the receipt by the Paying Agent/Registrar of such funds on or before the date fixed for the redemption, or on the satisfaction of any other prerequisites set forth in the notice of redemption. If a conditional notice of redemption is given and such prerequisites to the redemption and sufficient funds are not received, the notice shall be of no force and effect, the City shall not redeem this Bond and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, that this Bond has not been redeemed.

AS PROVIDED IN THE ORDINANCE, this Bond, or any unredeemed portion hereof, may, at the request of the registered owner or the assignee or assignees hereof, be assigned, transferred, and exchanged for a like aggregate principal amount of fully registered bonds, without interest coupons, payable to the appropriate registered owner, assignee, or assignees, as the case may be, having the same maturity date, and bearing interest at the same rate, in any Authorized Denomination as requested in writing by the appropriate registered owner, assignee, or assignees, as the case may be, upon surrender of this Bond to the Paying Agent/Registrar at its Designated Trust Office for cancellation, all in accordance with the form and procedures set forth in the Ordinance. Among other requirements for such assignment and transfer, this Bond must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Bond or any portion or portions hereof in any Authorized Denomination to the assignee or assignees in whose name or names this Bond or any such portion or portions hereof is or are to be transferred and registered. The form of Assignment printed or endorsed on this Bond may be executed by the registered owner to evidence the assignment hereof, but such method is not exclusive, and other instruments of assignment satisfactory to the Paying Agent/Registrar may be used to evidence the assignment of this Bond or any portion or portions hereof from time to time by the registered owner. The City shall pay the Paying Agent/Registrar's reasonable standard or customary fees and charges for transferring, converting and exchanging any Bond or portion thereof;

provided, however, that any taxes or governmental charges required to be paid with respect thereto shall be paid by the one requesting such transfer, conversion and exchange. In any circumstance, neither the City nor the Paying Agent/Registrar shall be required (1) to make any transfer or exchange during a period beginning at the opening of business 15 days before the day of the first mailing of a notice of redemption of bonds and ending at the close of business on the day of such mailing, or (2) to transfer or exchange any Bonds so selected for redemption when such redemption is scheduled to occur within 30 calendar days; provided, however, such limitation shall not be applicable to an exchange by the registered owner of the uncalled principal balance of a Bond.

WHENEVER the beneficial ownership of this Bond is determined by a book entry at a securities depository for the Bonds, the foregoing requirements of holding, delivering or transferring this Bond shall be modified to require the appropriate person or entity to meet the requirements of the securities depository as to registering or transferring the book entry to produce the same effect.

IN THE EVENT any Paying Agent/Registrar for the Bonds is changed by the City, resigns, or otherwise ceases to act as such, the City has covenanted in the Ordinance that it promptly will appoint a competent and legally qualified substitute therefor, and promptly will cause written notice thereof to be mailed to the registered owners of the Bonds.

BY BECOMING the registered owner of this Bond, the registered owner thereby acknowledges all of the terms and provisions of the Ordinance, agrees to be bound by such terms and provisions, acknowledges that the Ordinance is duly recorded and available for inspection in the official minutes and records of the City, and agrees that the terms and provisions of this Bond and the Ordinance constitute a contract between each registered owner hereof and the City.

THE CITY has reserved the right, subject to the restrictions stated, and adopted by reference, in the Ordinance, to issue additional parity revenue bonds which also may be made payable from, and secured by a first lien on and pledge of, the "Pledged Revenues" (as defined in the Ordinance).

THE REGISTERED OWNER HEREOF is not entitled to demand payment of this obligation out of any money raised or to be raised by taxation, or from any source whatsoever other than the Pledged Revenues.

IT IS HEREBY certified and covenanted that this Bond has been duly and validly authorized, issued and delivered; that all acts, conditions and things required or proper to be performed, exist and be done precedent to or in the authorization, issuance and delivery of this Bond have been performed, existed and been done in accordance with law; that this Bond is a special obligation; and that the principal of and interest on this Bond together with outstanding parity revenue bonds are payable from, and secured by a first lien on and pledge of, the Pledged Revenues, which include the Net Revenues of the City's Combined Waterworks and Sewer System (as defined in the Ordinance).

IN TESTIMONY WHEREOF, the City Council has caused the seal of the City to be duly impressed or placed in facsimile hereon, and this Bond to be signed with the imprinted facsimile signature of the Mayor and countersigned by the facsimile signatures of the City Manager and the City Secretary.

COUNTERSIGNED:

City Manager,
City of Dallas

Mayor, City of Dallas

City Secretary,
City of Dallas

(SEAL)

FORM OF PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE

PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE

It is hereby certified that this Bond has been issued under the provisions of the proceedings adopted by the City as described in the text of this Bond; and that this Bond has been issued in exchange for or replacement of a Bond, Bonds, or a portion of a Bond or Bonds of an issue which originally was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

Dated _____

U.S. BANK NATIONAL ASSOCIATION,
Paying Agent/Registrar

By: _____
Authorized Representative

(FORM OF COMPTROLLER'S CERTIFICATE ATTACHED TO
THE BONDS UPON INITIAL DELIVERY THEREOF ONLY)

OFFICE OF COMPTROLLER :

REGISTER NO. _____

STATE OF TEXAS :

I hereby certify that this Bond has been examined, certified as to validity, and approved by the Attorney General of the State of Texas, and that this Bond has been registered by the Comptroller of Public Accounts of the State of Texas.

Witness my signature and seal this

Comptroller of Public Accounts of
the State of Texas

FORM OF ASSIGNMENT:

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

Please insert Social Security or Taxpayer Identification Number of Transferee

/ /

(Please print or typewrite name and address, including zip code of Transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

_____ attorney to

register the transfer of the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signatures must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

NOTICE: The signature above must correspond with the name of the registered owner as it appears upon the front of this Bond in every particular, without alteration or enlargement or any change whatsoever.

DESCRIPTION OF ANNUAL FINANCIAL INFORMATION

The following information is referred to in Section 26 of this Ordinance.

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the City to be provided annually in accordance with such Section are as specified below (and included in the Appendix or under the headings of the Official Statement referred to):

Tables 1 through 9 under the Official Statement Section entitled "THE WATER AND WASTEWATER SYSTEM".

Tables 10 through 12 under the Official Statement Section entitled "DEBT INFORMATION".

Tables 13 through 17 under the Official Statement Section entitled "FINANCIAL INFORMATION".

Appendix C to the Official Statement, entitled "DALLAS WATER UTILITIES FINANCIAL STATEMENTS".

Accounting Principles

The accounting principles referred to in such Section are the accounting principles described in the notes to the financial statements referred to in Appendix C described above.

THE STATE OF TEXAS :
COUNTIES OF DALLAS, DENTON, COLLIN AND ROCKWALL :
CITY OF DALLAS :

I, ROSA A. RIOS, City Secretary of the City of Dallas, Texas, do hereby certify that the above and foregoing is a true and correct copy of an excerpt from the minutes of the City Council of the City of Dallas, had in Regular Meeting on the 25th day of February, 2015, and an Ordinance authorizing the issuance and sale of City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2015A, which Ordinance is duly of record in the minutes of said City Council; and that said meeting was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

WITNESS MY HAND and seal of the City of Dallas, Texas, this the 25th day of February, 2015.

Rosa A. Rios, City Secretary
City of Dallas, Texas

(SEAL)

ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, TAXABLE SERIES 2015B; ESTABLISHING PARAMETERS REGARDING THE SALE OF THE BONDS; APPROVING THE EXECUTION OF AGREEMENTS IN CONNECTION WITH THE SALE OF THE BONDS; AND ALL OTHER MATTERS RELATED THERETO

THE STATE OF TEXAS :
COUNTIES OF DALLAS, DENTON, COLLIN AND ROCKWALL :
CITY OF DALLAS :

WHEREAS, the City of Dallas (the "City" or the "Issuer") has heretofore issued its City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 1981 (the "Series 1981 Bonds"); and

WHEREAS, defined terms used in this Ordinance shall have the meaning given said terms in Section 7 of this Ordinance, unless otherwise indicated herein; and

WHEREAS, in the ordinance authorizing the issuance of the Series 1981 Bonds (the "1981 Ordinance"), the City reserved the right to issue revenue bonds on a parity with the Series 1981 Bonds; and

WHEREAS, under authority of the right reserved in the 1981 Ordinance, the City issued and there currently remain outstanding revenue bonds from each series of bonds described in the definition of "Previously Issued Parity Bonds" set forth in Section 7 of this Ordinance; and

WHEREAS, the City Council has determined that the outstanding Previously Issued Parity Bonds described in Schedule I attached to this Ordinance are eligible to be refunded for the public purpose of achieving a debt service savings; and

WHEREAS, concurrently with the adoption of this Ordinance, the City Council shall consider for approval an ordinance titled "*Ordinance Authorizing the Issuance and Sale of City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2015A; Establishing Parameters Regarding the Sale of the Bonds; Approving the Execution of Agreements in Connection with the Sale of the Bonds; and All Other Matters Related Thereto*" (the "Series 2015A Bond Ordinance"); and

WHEREAS, because of fluctuating conditions in the municipal bond market, the City Council has determined to delegate to the City Manager the authority to effect the sale of the bonds hereinafter authorized and bond authorized by the Series 2015A Bond Ordinance for the purpose of providing for the refunding of all or a portion of the Previously Issued Parity Bonds described in Schedule I, subject to the parameters hereinafter described; and

WHEREAS, the bonds hereinafter authorized are to be issued and delivered pursuant to the laws of the State of Texas, including Chapter 1207, Texas Government Code, for the purposes set forth above; and

WHEREAS, the bonds hereinafter authorized shall be on a parity with the outstanding Previously Issued Parity Bonds and the bonds, if any, sold pursuant to the terms of the Series 2015A Bond Ordinance; and

WHEREAS, the City Council does hereby determine that it is necessary and desirable to adopt this Ordinance for the purposes hereinafter stated;

THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF DALLAS, TEXAS;

Section 1. **BONDS AUTHORIZED.** That the City's bonds (the "Bonds") are hereby authorized to be issued for the purpose of (i) refunding the Refunded Bonds and (ii) paying costs of issuance of the Bonds. The Bonds shall be designated as the "**City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2015B**". The Bonds shall be issued as "Additional Bonds" as such term is defined in the 1981 Ordinance, and shall be in all respects on a parity with the outstanding Previously Issued Parity Bonds and the bonds, if any, issued pursuant to the Series 2015A Bond Ordinance. The City Council authorizes the issuance of the Bonds and the bonds authorized by the Series 2015A Bond Ordinance in an aggregate principal amount not to exceed \$1,135,000,000.

Section 2. **DATE, DENOMINATIONS, NUMBER, MATURITIES AND TERMS OF BONDS.** (a) That initially there shall be issued, sold, and delivered hereunder fully registered bonds, without interest coupons, numbered consecutively from R-1 upward, payable to the respective initial registered owners thereof, or to the registered assignee or assignees of the Bonds or any portion or portions thereof, in the denomination of \$5,000 or any integral multiple thereof (an "Authorized Denomination"), maturing not later than October 1, 2039, payable serially or otherwise on the dates, in the years and in the principal amounts, and dated, all as set forth in the Purchase Contract.

(b) That it is hereby found and determined to be in the best interests of the City for the Bonds to be issued under this Ordinance to be sold through a negotiated sale pursuant to the procedures set forth herein. Cabrera Capital Markets, LLC, Morgan Stanley & Co., LLC and RBC Capital Markets are hereby designated to be the co-senior managing underwriters for the Bonds. The City Manager, acting for and on behalf of the City, is authorized to enter into and carry out the Purchase Contract with the Underwriters, in substantially the form attached to this Ordinance, and which shall be made a part hereof for all purposes, with such changes as may be necessary to effect the sale of the Bonds to the Underwriters. The Bonds shall be sold to the Underwriters at such price, and subject to such terms and conditions as set forth in the Purchase Contract, as shall be determined by the City Manager pursuant to subsection (c) below. In the Purchase Contract, the City Manager shall determine, based upon advice provided by the City's financial advisors, that acceptance of the purchase price for the Bonds is in the best interests of the City. The authority of the City Manager to execute the Purchase Contract shall expire if the Purchase Contract has not been executed and delivered by the City and by the Underwriters (acting through their duly designated representative) by 5:00 p.m., Wednesday, September 30, 2015. Any finding or determination made by the City Manager relating to the issuance and sale of the Bonds and the execution of the Purchase Contract in

connection therewith shall have the same force and effect as a finding or determination made by the City Council.

(c) That as authorized by Chapter 1207, the City Manager is hereby authorized, appointed, and designated to act on behalf of the City in selling and delivering the Bonds and carrying out the other procedures specified in this Ordinance, including determining and fixing the date of the Bonds, any additional or different designation or title by which the Bonds shall be known, the aggregate principal amount of the Bonds, the date of delivery of the Bonds, the price at which the Bonds will be sold, the years in which the Bonds will mature, the principal amount of Bonds to mature in each of such years, the rate or rates of interest to be borne by or accrue on each such maturity, the interest payment periods, the dates, price, and terms upon and at which the Bonds shall be subject to any mandatory sinking fund redemption provisions, and all other matters relating to the issuance, sale, and delivery of the Bonds, and the refunding of the Refundable Bonds, including, without limitation, obtaining a municipal bond insurance policy in support of all or any portion of the Bonds, all of which shall be specified in the Purchase Contract; provided, however, that (i) the price to be paid for the Bonds shall not be less than 95% of the aggregate original principal amount thereof, plus accrued interest, if any, thereon from the date of their delivery, (ii) none of the Bonds shall bear interest at a rate greater than 10.00% per annum, (iii) the principal of the Bonds shall be scheduled to be paid or mature on April 1 or October 1 (or both) of the years such principal is scheduled to be paid or mature, and (iv) the Bonds shall not be issued unless such refunding of the Refunded Bonds results in achieving the minimum net present value debt service savings threshold described in Section 26 of this Ordinance. The amount of the savings to be realized from the refunding of the Refunded Bonds and any Series 2015A Refunded Bonds, on both a gross and a present value basis, shall be set forth in a certificate (further described in Section 26 of this Ordinance) to be executed by the Chief Financial Officer of the City. In addition, the City Manager is authorized to determine the principal amount of Bonds to be issued and sold, if any, to provide for the refunding of Refunded Bonds; provided, however, that the determination by the City Manager to issue Bonds for the purpose of refunding Refunded Bonds shall be subject to the limitation set forth in the last sentence of Section 1 hereof and the parameters set forth in Section 26 hereof. Should a municipal bond insurance policy be obtained, the conditions of the bond insurer, as set forth in its commitment to issue said policy, shall be attached to this Ordinance as an exhibit and incorporated by reference into this Ordinance.

(d) That the City Manager and the Chief Financial Officer of the City are authorized and directed to provide for and oversee the preparation of a preliminary official statement and the final official statement in connection with the issuance of the Bonds, and to approve such preliminary and final official statement and deem such preliminary official statement final in compliance with the Rule and to provide it to the Underwriters of the Bonds in compliance with the Rule.

Section 3. **REDEMPTION.** (a) That the Bonds are not subject to redemption prior to their scheduled maturities at the option of the City.

(b) That should the Purchase Contract provide for the mandatory sinking fund redemption of the Bonds, the terms and conditions governing any such mandatory sinking fund redemption and the payment of Amortization Installments relating thereto shall be as set forth in the Purchase Contract.

(c) That at least thirty (30) days prior to the date any such Bonds are to be redeemed, (i) a written notice of redemption shall be given by the Paying Agent/Registrar to the registered owner of

each Bond or a portion thereof being called for redemption by depositing such notice in the United States mail, first-class, postage prepaid, addressed to each such registered owner at the address thereof as shown on the Registration Books and (ii) a notice of such redemption shall be published one (1) time in a financial journal or publication of general circulation in the United States of America or the State of Texas carrying as a regular feature notices of municipal bonds called for redemption; provided, however, that the failure to send, mail or receive such notice described in (i) above, or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond, and the publication of notice as described in (ii) above shall be the only notice actually required in connection with or as a prerequisite to the redemption of any Bonds. By the date fixed for any such redemption, due provision shall be made by the City with the Paying Agent/Registrar for the payment of the required redemption price for the Bonds or the portions thereof which are to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such notice of redemption is given, and if due provision for such payment is made, all as provided above, the Bonds, or the portions thereof which are to be so redeemed, thereby automatically shall be redeemed prior to their scheduled maturities, and shall not bear interest after the date fixed for their redemption, and shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paying Agent/Registrar out of the funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of the Bonds or any portion thereof. If a portion of any Bond shall be redeemed, a substitute Bond or Bonds having the same maturity date, bearing or accruing interest at the same rate, in any Authorized Denomination, at the written request of the registered owner, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender thereof for cancellation, at the expense of the City, all as provided in this Ordinance. In addition, notice of such redemption shall be provided in the manner described in Section 5(h) hereof, but the failure to provide such notice as described in Section 5(h) hereof shall not affect the validity or effectiveness of the proceedings for the redemption of the Bonds.

Section 4. **INTEREST.** That the Bonds shall bear interest calculated on the basis of a 360-day year composed of twelve 30-day months from the dates specified in the FORM OF BOND set forth in this Ordinance, to their respective dates of maturity at the rates set forth in the Purchase Contract. Interest on the Bonds shall be payable on April 1 and October 1, commencing on the date as set forth in the Purchase Contract, until the maturity or prior redemption of the Bonds.

Section 5. **PAYING AGENT/REGISTRAR; BOOK-ENTRY ONLY SYSTEM.** (a) That the City shall keep or cause to be kept at the corporate trust office designated by U.S. Bank National Association, as its place of payment for the Bonds, or such other bank, trust company, financial institution, or other entity duly qualified and legally authorized to serve and perform duties of and services of paying agent and registrar, named in accordance with the provisions of (g) of this Section hereof (the "Paying Agent/Registrar"), books or records of the registration and transfer of the Bonds (the "Registration Books"), and the City hereby appoints the Paying Agent/Registrar as its registrar and transfer agent to keep the Registration Books and make such transfers and registrations under such reasonable regulations as the City and the Paying Agent/Registrar may prescribe; and the Paying Agent/Registrar shall make such transfers and registrations as herein provided. The place of payment so designated by the Paying Agent/Registrar shall be referred to herein as the "Designated

Trust Office" of the Paying Agent/Registrar. It shall be the duty of the Paying Agent/Registrar to obtain from the registered owner and record in the Registration Books the address of such registered owner of each Bond to which payments with respect to the Bonds shall be mailed, as herein provided. The Paying Agent/Registrar shall keep the Registration Books confidential and, unless otherwise required by law, shall not permit their inspection by any entity other than the City. Registration of each Bond may be transferred in the Registration Books only upon presentation and surrender of such Bond for transfer of registration and cancellation to the Paying Agent/Registrar at its Designated Trust Office during normal business hours, together with proper written instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing the assignment of the Bond, or any portion thereof in any Authorized Denomination, to the assignee or assignees thereof, and the right of such assignee or assignees to have the Bond or any such portion thereof registered in the name of such assignee or assignees. Upon the assignment and transfer of any Bond or any portion thereof, a new substitute Bond or Bonds shall be issued in exchange therefor in the manner herein provided. As of the date this Ordinance is approved by the City, the Designated Trust Office is the Dallas, Texas corporate trust office of U.S. Bank National Association.

(b) That the entity in whose name any Bond shall be registered in the Registration Books at any time shall be treated as the absolute owner thereof for all purposes of this Ordinance, whether such Bond shall be overdue, and the City and the Paying Agent/Registrar shall not be affected by any notice to the contrary unless otherwise required by law; and payment of, or on account of, the principal of, premium, if any, and interest on any such Bond shall be made only to such registered owner. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

(c) That the City hereby further appoints the Paying Agent/Registrar to act as the paying agent for paying the principal of, premium, if any, and interest on the Bonds, and to act as its agent to exchange or replace Bonds, all as provided in this Ordinance. The Paying Agent/Registrar shall keep proper records of all payments made by the City and the Paying Agent/Registrar with respect to the Bonds, and of all exchanges of the Bonds, and all replacements of the Bonds, as provided in this Ordinance.

(d) That each Bond may be exchanged for fully registered Bonds in the manner set forth herein. Each Bond issued and delivered pursuant to this Ordinance, to the extent of the unpaid or unredeemed principal amount thereof, may, upon surrender thereof at the Designated Trust Office of the Paying Agent/Registrar, together with a written request therefor duly executed by the registered owner or the assignee or assignees thereof, or its or their duly authorized attorneys or representatives, with guarantee of signatures satisfactory to the Paying Agent/Registrar, at the option of the registered owner or such assignee or assignees, as appropriate, be exchanged for fully registered Bonds, without interest coupons, in the form prescribed in the FORM OF BOND, in an Authorized Denomination (subject to the requirement hereinafter stated that each substitute Bond shall have a single stated maturity date), as requested in writing by such registered owner or such assignee or assignees, in an aggregate principal amount equal to the unpaid or unredeemed principal amount of any Bond or Bonds so surrendered, and payable to the appropriate registered owner, assignee, or assignees, as the case may be. If a portion of any Bond shall be redeemed prior to its scheduled maturity as provided herein, at the request of the registered owner a substitute Bond or Bonds having

the same maturity date, bearing interest at the same rate, in an Authorized Denomination, and in an aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon surrender thereof for cancellation. If any Bond or portion thereof is assigned and transferred, each Bond issued in exchange therefor shall have the same principal maturity date and bear interest at the same rate as the Bond for which it is being exchanged. Each substitute Bond shall bear a letter and/or number to distinguish it from each other Bond. The Paying Agent/Registrar shall exchange or replace Bonds as provided herein, and each fully registered Bond delivered in exchange for or replacement of any Bond or portion thereof as permitted or required by any provision of this Ordinance shall constitute one of the Bonds for all purposes of this Ordinance, and may again be exchanged or replaced. On each substitute Bond issued in exchange for or replacement of any Bond or Bonds issued under this Ordinance there shall be printed thereon a Paying Agent/Registrar's Authentication Certificate, in the form set forth in the FORM OF BOND (the "Authentication Certificate"). An authorized representative of the Paying Agent/Registrar shall, before the delivery of any such Bond, manually sign and date the Authentication Certificate, and no such Bond shall be deemed to be issued or outstanding unless the Authentication Certificate is so executed and dated. The Paying Agent/Registrar promptly shall cancel all Bonds surrendered for exchange or replacement. No additional ordinances, orders, or resolutions need be passed or adopted by the City Council or any other body or person so as to accomplish the foregoing exchange or replacement of any Bond or portion thereof, and the Paying Agent/Registrar shall provide for the printing, execution, and delivery of the substitute Bonds in the manner prescribed herein, pursuant to Chapter 1206, particularly Subchapter B thereof. The duty of such exchange or replacement of Bonds as described in the preceding sentence is hereby imposed upon the Paying Agent/Registrar, and upon the execution of the Authentication Certificate, the exchanged or replaced Bond shall be valid, incontestable, and enforceable in the same manner and with the same effect as the Bonds which originally were delivered pursuant to this Ordinance, approved by the Attorney General, and registered by the Comptroller of Public Accounts. Neither the City nor the Paying Agent/Registrar shall be required (1) to make any transfer or exchange during a period beginning at the opening of business fifteen (15) days before the day of the first mailing of a notice of redemption of Bonds and ending at the close of business on the day of such mailing, or (2) to transfer or exchange any Bond after it is selected for redemption, in whole or in part, when such redemption is scheduled to occur within thirty (30) calendar days; provided, however, that such limitation shall not be applicable to an exchange by the owner of the uncalled principal balance of a Bond.

(e) That all Bonds issued in exchange or replacement of any other Bond or portion thereof (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on the Bonds to be payable only to the registered owners thereof, (ii) may be redeemed prior to their scheduled maturities, (iii) may be transferred and assigned, (iv) may be exchanged for other Bonds, (v) shall have the characteristics, (vi) shall be signed and sealed, and (vii) the principal of and interest on the Bonds shall be payable, all as provided, and in the manner required or indicated, in the FORM OF BOND.

(f) That the City shall pay all of the Paying Agent/Registrar's reasonable and customary fees and charges for making transfers, conversions and exchanges of the Bonds in accordance with an agreement between the City and the Paying Agent/Registrar, but the registered owner of any Bond requesting such transfer shall pay any taxes or other governmental charges required to be paid with respect thereto. In addition, the City hereby covenants with the registered owners of the Bonds

that it will pay the reasonable standard or customary fees and charges of the Paying Agent/Registrar for its services with respect to the payment of the principal of and interest on the Bonds, when due.

(g) That the City covenants with the registered owners of the Bonds that at all times while the Bonds are outstanding the City will provide a competent and legally qualified bank, trust company, financial institution, or other entity duly qualified and legally authorized to serve as and perform the duties and services of Paying Agent/Registrar, to act as and perform the services of Paying Agent/Registrar for the Bonds under this Ordinance, and that the Paying Agent/Registrar will be one entity. The City reserves the right to, and may, at its option, change the Paying Agent/Registrar upon not less than sixty (60) days' written notice to the Paying Agent/Registrar. In the event that the entity at any time acting as Paying Agent/Registrar (or its successor by merger, acquisition, or other method) should resign or otherwise cease to act as such, the City covenants that promptly it will appoint a competent and legally qualified bank, trust company, financial institution, or other entity duly qualified and legally authorized to serve as and perform the services of Paying Agent/Registrar, which shall be a corporation organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, subject to supervision or examination by federal or state authority, and whose qualifications substantially are similar to the previous Paying Agent/Registrar, to act as Paying Agent/Registrar under this Ordinance. Upon any change in the Paying Agent/Registrar, the previous Paying Agent/Registrar promptly shall transfer and deliver the Registration Books (or a copy thereof), along with all other pertinent books and records relating to the Bonds, to the City and to the new Paying Agent/Registrar designated and appointed by the City. Upon any change in the Paying Agent/Registrar, the City promptly will cause a written notice thereof to be sent by the new Paying Agent/Registrar to each registered owner of the Bonds, by United States mail, first-class, postage prepaid, which notice also shall give the address of the new Paying Agent/Registrar. By accepting the position and performing as such, each Paying Agent/Registrar shall be deemed to have agreed to the provisions of this Ordinance, and a certified copy of this Ordinance shall be delivered to each Paying Agent/Registrar.

(h)(i) That in addition to the manner of providing notice of redemption of Bonds as described in Section 3 hereof, the Paying Agent/Registrar shall give notice of redemption of Bonds by United States mail, first-class, postage prepaid, at least thirty (30) days prior to a redemption date to the MSRB. In addition, in the event of a redemption caused by an advance refunding of the Bonds, the Paying Agent/Registrar shall send a second notice of redemption to the persons specified in the immediately preceding sentence at least thirty (30) days but not more than ninety (90) days prior to the actual redemption date. Any notice sent to the MSRB shall be sent so that such notice is received at least two (2) days prior to the general mailing or publication date of such notice. The Paying Agent/Registrar shall also send a notice of redemption to the registered owner of any Bonds who has not sent the Bonds in for redemption sixty (60) days after the redemption date. The failure to send, mail or receive any such notice described in this clause (i), or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond.

(ii) Each redemption notice, whether required in the FORM OF BOND or otherwise by this Ordinance, shall contain a description of the Bonds to be redeemed including the complete name of the Bonds, the Series, the date of issue, the interest rate, the maturity date, the CUSIP number, the amounts called of each Bond, the publication and mailing date for the notice, the date of redemption,

the redemption price, the name of the Paying Agent/Registrar and the address at which the Bond may be redeemed including a contact person and telephone number.

(iii) All redemption payments made by the Paying Agent/Registrar to the registered owners of the Bonds shall include a CUSIP number relating to each amount paid to such registered owner.

(i) That the Bonds initially shall be issued and delivered in such manner that no physical distribution of the Bonds will be made to the public, and DTC initially will act as depository for the Bonds. DTC has represented to the City that it is a limited purpose trust company incorporated under the laws of the State of New York, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered under Section 17A of the Securities Exchange Act of 1934, as amended, and the City accepts, but in no way verifies, such representations. It is expected that DTC will hold the Bonds on behalf of the Underwriters and its participants, and that the definitive Bonds held at DTC upon delivery of the Bonds to the Underwriters shall be registered in the name of CEDE & CO., the nominee of DTC. So long as each Bond is registered in the name of CEDE & CO., the Paying Agent/Registrar shall treat and deal with DTC the same in all respects as if it were the actual and beneficial owner thereof. It is expected that DTC will maintain a book-entry system which will identify ownership of the Bonds in Authorized Denominations, with transfers of ownership being effected on the records of DTC and its participants pursuant to rules and regulations established by them, and that the Bonds initially deposited with DTC shall be immobilized and not be further exchanged for substitute Bonds except as hereinafter provided. The City is not responsible or liable for any functions of DTC, will not be responsible for paying any fees or charges with respect to the services of DTC, will not be responsible or liable for maintaining, supervising, or reviewing the records of DTC or its participants, or protecting any interests or rights of the beneficial owners of the Bonds. It shall be the duty of the DTC Participants, as described in the official statement for the Bonds referred to in Section 2(d) hereof, to make all arrangements with DTC to establish this book-entry system, the beneficial ownership of the Bonds, and the method of paying the fees and charges of DTC. The City does not represent nor does it in any way covenant that the initial book-entry system established with DTC will be maintained in the future. Notwithstanding the initial establishment of the foregoing book-entry system with DTC, if for any reason any of the originally delivered Bonds is duly filed with the Paying Agent/Registrar with proper request for transfer and substitution, as provided for in this Ordinance, substitute Bonds will be duly delivered as provided in this Ordinance, and there will be no assurance or representation that any book-entry system will be maintained for the Bonds. The City heretofore has executed a "Blanket Letter of Representations" prepared by DTC in order to implement the book-entry system described above.

Section 6. **FORM OF BONDS.** That the form of all Bonds, including the form of the Authentication Certificate, the form of Assignment, and the form of the Comptroller's Registration Certificate to accompany the Bonds on the initial delivery thereof, shall be, respectively, substantially in the form set forth in Exhibit A to this Ordinance, with such appropriate variations, omissions, or insertions as are permitted or required by this Ordinance.

Section 7. **DEFINITIONS.** That, as used in this Ordinance, the following terms shall have the meanings set forth below, unless the text hereof specifically indicates otherwise:

The term "Additional Bonds" shall mean the additional parity revenue bonds which the City reserves the right to issue in the future, as provided in this Ordinance.

The term "Amortization Installment", with respect to any Term Bonds of any Previously Issued Parity Bonds, any of the Bonds designated in this Ordinance as Term Bonds, or any series of Additional Bonds, shall mean the amount of money which is required to be deposited into the Mandatory Redemption Account referred to in Section 10(b) hereof for retirement of such Term Bonds (whether at maturity or by mandatory redemption and including redemption premium, if any), provided that the total Amortization Installments for such Term Bonds shall be sufficient to provide for retirement of the aggregate principal amount of such Term Bonds.

The term "Authorized Denomination" shall have the same meaning as set forth in Section 2(a) hereof.

The terms "Bonds" and "Taxable Series 2015B Bonds" shall mean one or more, as the case may be, of the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2015B, authorized to be issued by this Ordinance.

The term "Business Day" shall mean a day other than a Saturday, Sunday, a legal holiday, or a day on which banking institutions are authorized by law or executive order to close in the City or the city where the Designated Trust Office of the Paying Agent/Registrar is located.

The term "Chapter 9" shall mean Chapter 9, Texas Business & Commerce Code.

The term "Chapter 1206" shall mean Chapter 1206, Texas Government Code.

The term "Chapter 1207" shall mean Chapter 1207, Texas Government Code.

The term "Chapter 1208" shall mean Chapter 1208, Texas Government Code.

The terms "City" and "Issuer" shall mean the City of Dallas, Texas.

The term "Code" shall mean the Internal Revenue Code of 1986.

The term "DTC" shall mean The Depository Trust Company, New York, New York.

The term "DTC Participant" shall mean the securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among DTC Participants.

The term "Designated Trust Office" shall have the same meaning as set forth in Section 5(a) hereof.

The term "Escrow Agent" shall mean U.S. Bank National Association.

The term "Escrow Agreement" shall mean the Escrow Agreement between the City and the Escrow Agent, executed in connection with the refunding of the Refunded Bonds.

The terms "Gross Revenues of the City's Combined Waterworks and Sewer System" and "Gross Revenues" shall mean all revenues, income, and receipts of every nature derived or received by the City from the operation and ownership of the System, including the interest income from the investment or deposit of money in any Fund created by this Ordinance, or maintained by the City in connection with the System.

The term "Interest and Sinking Fund" shall have the meaning as set forth in Section 10(a) hereof.

The term "MAC" shall mean the Municipal Advisory Council of Texas.

The term "MSRB" shall mean the Municipal Securities Rulemaking Board.

The terms "Net Revenues of the City's Combined Waterworks and Sewer System" and "Net Revenues" shall mean all Gross Revenues after deducting and paying the current expenses of operation and maintenance of the System, as required by Section 1502.056, Texas Government Code, including all salaries, labor, materials, interest, repairs, and extensions necessary to render efficient service; provided, however, that only such repairs and extensions, as in the judgment of the City Council, reasonably and fairly exercised by the adoption of the appropriate resolution, are necessary to keep the System in operation and render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair the Previously Issued Parity Bonds, the Bonds or Additional Bonds, shall be deducted in determining "Net Revenues". Payments made by the City for water supply or treatment of sewage which constitute under the law an operation and maintenance expense shall be considered herein as expenses incurred in the operation and maintenance of the System. Depreciation and any payments to the City in lieu of ad valorem taxes and any other similar payments shall never be considered as an expense of operation and maintenance.

The term "1981 Ordinance" shall mean the ordinance authorizing the issuance of the Series 1981 Bonds.

The term "Paying Agent/Registrar" shall have the meaning as set forth in Section 5(a) hereof.

The term "Pledged Revenues" shall mean

- (1) the Net Revenues, plus
- (2) any additional revenues, income, receipts, or other resources, including, without limitation, any grants, donations, or income received or to be received from the United States Government, or any other public or private source, whether pursuant to an agreement or otherwise, which hereafter may be pledged to the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds.

The term "Previously Issued Parity Bonds" shall mean the Series 2006 Bonds, the Series 2007 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds, the Series 2009C Bonds, the Series 2010 Bonds, the Series 2011 Bonds, the Series 2012A Bonds, the Series 2012B Bonds and the Series 2013 Bonds.

The term "Purchase Contract" shall mean the Bond Purchase Contract relating to the Bonds and the Series 2015A Bonds, between the City and Underwriters.

The term "Refundable Bonds" shall mean those Previously Issued Parity Bonds identified in Schedule I attached to this Ordinance.

The term "Refunded Bonds" shall mean those Refundable Bonds that are selected to be refunded by the City Manager in accordance with Section 26 hereof and refunded with proceeds of the Bonds.

The term "Registration Books" shall have the meaning as set forth in Section 5(a) hereof.

The term "Reserve Fund" shall have the meaning as set forth in Section 11 hereof.

The term "Revenue Fund" shall have the meaning as set forth in Section 9 hereof.

The term "Rule" shall mean SEC Rule 15c2-12, as amended from time to time.

The term "SEC" shall mean the United States Securities and Exchange Commission.

The term "Series 1981 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 1981, dated April 1, 1981, and authorized by ordinance of the City passed April 1, 1981; the term "Series 2006 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2006, dated April 1, 2006, and authorized by ordinance of the City passed April 12, 2006; the term "Series 2007 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2007, dated March 15, 2007, and authorized by ordinance of the City passed March 21, 2007; the term "Series 2008 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2008, dated May 15, 2008, and authorized by ordinance of the City passed May 28, 2008; the term "Series 2009A Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009A, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2009B Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009B, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2009C Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Bonds, Series 2009C, dated February 1, 2009, and authorized by ordinance of the City passed February 11, 2009; the term "Series 2010 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2010, dated June 15, 2010, and authorized by ordinance of the City passed June 9, 2010; the term "Series 2011 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2011, dated July 26, 2011, and authorized by ordinance of the City passed June 23, 2011; the term "Series 2012A Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding

Bonds, Series 2012A, dated September 19, 2012, and authorized by ordinance of the City passed August 8, 2012; the term "Series 2012B Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2012B, dated September 19, 2012, and authorized by ordinance of the City passed August 8, 2012; and the term "Series 2013 Bonds" shall mean the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding and Improvement Bonds, Series 2013, dated September 17, 2013, and authorized by ordinance of the City passed August 14, 2013.

The term "Series 2015A Bond Ordinance" shall mean the ordinance authorizing the issuance of the Series 2015A Bonds.

The term "Series 2015A Bonds" shall mean one or more, as the case may be, of the City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Series 2015A, authorized to be issued by the Series 2015A Bond Ordinance. If issued, the Series 2015A Bonds will be issued as Additional Bonds.

The term "Series 2015A Refunded Bonds" shall mean those Refundable Bonds refunded with the proceeds of the Series 2015A Bonds in accordance with the terms of the Series 2015A Bond Ordinance and the Purchase Contract.

The term "System" shall mean and include the City's combined existing waterworks and sewer system, together with all future extensions, improvements, enlargements, and additions thereto, and all replacements thereof; provided, however, that, notwithstanding the foregoing, and to the extent now or hereafter authorized or permitted by law, the term System shall not include any waterworks or sewer facilities which are declared not to be a part of the System and which are acquired or constructed by the City with the proceeds from the issuance of "Special Facilities Bonds", which are hereby defined as being special revenue obligations of the City which are not secured by or payable from the Pledged Revenues as defined herein, but which are secured by and payable solely from special contract revenues or payments received from any other legal entity in connection with such facilities; and such revenues or payments shall not be considered as or constitute Gross Revenues of the System, unless and to the extent otherwise provided in the ordinance or ordinances authorizing the issuance of such "Special Facilities Bonds".

The term "Term Bonds" shall mean those Bonds (if any) so designated pursuant to this Ordinance, and those Previously Issued Parity Bonds or Additional Bonds so designated in the ordinances authorizing such bonds, which shall be subject to retirement by operation of the Mandatory Redemption Account referred to in Section 10(b) hereof.

The term "Underwriters" shall mean the investment banking firms designated in Section 2(b) of this Ordinance as the co-senior managing underwriters for the Bonds, together with any other investment banking firms named as "Underwriters" in the Purchase Contract.

The term "Year" shall mean the regular fiscal year used by the City in connection with the operation of the System, which may be any twelve consecutive months period established by the City.

Section 8. **PLEDGE.** (a) That the Previously Issued Parity Bonds, the Bonds and any Additional Bonds, and any interest payable thereon, are and shall be secured by and payable from an irrevocable first lien on and pledge of the Pledged Revenues; and the Pledged Revenues are further pledged irrevocably to the establishment and maintenance of the Interest and Sinking Fund and the Reserve Fund as hereinafter provided. The Previously Issued Parity Bonds, the Bonds and any Additional Bonds are and will be secured by and payable only from the Pledged Revenues, and are not secured by or payable from a mortgage or deed of trust on any real, personal or mixed properties constituting the System.

(b) That Chapter 1208 applies to the issuance of the Bonds and the pledge of the Pledged Revenues granted by the City under subsection (a) of this Section, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Bonds are outstanding and unpaid such that the pledge of the Pledged Revenues granted by the City is to be subject to the filing requirements of Chapter 9, then in order to preserve to the registered owners of the Bonds the perfection of the security interest in said pledge, the City agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9 and enable a filing to perfect the security interest in said pledge to occur.

Section 9. **REVENUE FUND.** That there has been created and established on the books of the City, and accounted for separate and apart from all other funds of the City, a special fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Fund" (the "Revenue Fund"). All Gross Revenues are and shall be credited to the Revenue Fund immediately upon receipt. All current expenses of operation and maintenance of the System are and shall be paid from such Gross Revenues as a first charge against same.

Section 10. **INTEREST AND SINKING FUND.** (a) That for the sole purpose of paying the principal of and interest on the Previously Issued Parity Bonds, the Bonds and any Additional Bonds, as the same come due, there has been created and established on the books of the City a separate fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Bonds Interest and Sinking Fund" (the "Interest and Sinking Fund"). Monies in the Interest and Sinking Fund are and shall be maintained at an official depository bank of the City.

(b) That within the Interest and Sinking Fund there has been established the Mandatory Redemption Account, into which account shall be credited the Amortization Installments which shall be used for the payment of the principal of Term Bonds as the same shall come due, whether by maturity thereof or by redemption, through the operation of the Mandatory Redemption Account.

Section 11. **RESERVE FUND.** That there has been created and established on the books of the City a separate fund entitled the "City of Dallas, Texas, Waterworks and Sewer System Revenue Bonds Reserve Fund" (the "Reserve Fund"). Monies in the Reserve Fund shall be used solely for the purpose of retiring the last of any Previously Issued Parity Bonds, Bonds or Additional Bonds as they become due or paying principal of and interest on any Previously Issued Parity Bonds, Bonds or Additional Bonds when and to the extent the amounts in the Interest and Sinking Fund are insufficient for such purpose. Monies in the Reserve Fund shall be maintained at an official depository bank of the City.

Section 12. **DEPOSITS OF PLEDGED REVENUES; INVESTMENTS.** (a) That the Pledged Revenues shall be deposited in the Interest and Sinking Fund and the Reserve Fund when and as required by ordinances authorizing Previously Issued Parity Bonds and by this Ordinance.

(b) That money in any Fund established by ordinances authorizing Previously Issued Parity Bonds may, at the option of the City, be (A) placed in time deposits or certificates of deposit which are secured by (i) obligations of the type described in (B) hereinbelow, (ii) any obligations of the City, or (iii) any municipal bonds issued by a political subdivision in Texas bearing a rating by Standard & Poor's Ratings Services of "BBB" or Moody's Investors Service of "Baa", or better or (B) invested, including investments held in book-entry form, in (i) direct obligations of the United States of America, (ii) obligations guaranteed or insured by the United States of America, which, in the opinion of the Attorney General of the United States, are backed by its full faith and credit or represent its general obligations, or, (iii) to the extent permitted by law, evidences of indebtedness issued, insured or guaranteed by such governmental agencies as the Federal Land Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, Federal Home Loan Banks, Government National Mortgage Association, United States Postal Service, Farmers Home Association, and the Federal Home Loan Mortgage Association; provided, however, that all such deposits and investments shall have a par value (or market value when less than par) exclusive of accrued interest at all times at least equal to the amount of money credited to such Funds, and shall be made in such manner that the money required to be expended from any Fund will be available at the proper time or times. Money in the Reserve Fund shall not be invested in securities maturing later than the final maturity of the Previously Issued Parity Bonds, the Bonds, and Additional Bonds. Such investments shall be valued in terms of current market value as of the last day of each Year, except that direct obligations of the United States (State and Local Government Series) in book-entry form shall be continuously valued at their par or face principal amount. Such investments shall be sold promptly when necessary to prevent any default in connection with the Previously Issued Parity Bonds, the Bonds or Additional Bonds.

Section 13. **FUNDS SECURED.** That money in all Funds created by this Ordinance, to the extent not invested, shall be secured in the manner prescribed by law for securing funds of the City.

Section 14. **DEBT SERVICE REQUIREMENTS.** (a) That promptly after the delivery of the Bonds the City shall cause to be deposited to the credit of the Interest and Sinking Fund any accrued interest received from the sale and delivery of the Bonds, and any such deposit shall be used to pay part of the interest next coming due on the Bonds.

(b) That in addition to all amounts heretofore required to be transferred from the Pledged Revenues and deposited to the credit of the Interest and Sinking Fund by the ordinances authorizing the issuance of the Previously Issued Parity Bonds, the City shall transfer from the Pledged Revenues and deposit to the credit of the Interest and Sinking Fund the amounts, at the times, as follows:

(1) such amounts, deposited in approximately equal monthly installments on or before the 25th day of each month hereafter, commencing with the month during which the Bonds are delivered, or the month thereafter if delivery is made after the 25th day thereof, as will be sufficient, together with other amounts, if any, then on hand in the Interest and

Sinking Fund and available for such purpose, to pay the interest scheduled to accrue and come due on the Bonds on the next succeeding interest payment date; and

(2) such amounts, deposited in approximately equal monthly installments on or before the 25th day of each month hereafter, commencing with the month during which the Bonds are delivered, or the month thereafter if delivery is made after the 25th day thereof, as will be sufficient, together with other amounts, if any, then on hand in the Interest and Sinking Fund and available for such purpose, to pay the principal scheduled to mature and come due on the Bonds on the next succeeding principal payment date.

Section 15. **RESERVE REQUIREMENTS.** That the Reserve Fund shall be maintained in an amount equal to the average annual principal and interest requirements (including Amortization Installments) of the Previously Issued Parity Bonds, the Bonds and Additional Bonds (the "Required Amount"). When and so long as the money and investments in the Reserve Fund are not less than the Required Amount, no deposits need be made to the credit of the Reserve Fund. When and if the Reserve Fund contains less than the Required Amount due to the issuance of the Bonds or Additional Bonds, beginning on the 25th day of the month following the delivery of the Bonds or Additional Bonds to the purchasers thereof, and continuing for sixty months, the City shall transfer from the Pledged Revenues and deposit to the credit of the Reserve Fund an amount equal to 1/60th of the difference determined as of such delivery date between the amount in the Reserve Fund and the Required Amount. When and if the Reserve Fund at any time contains less than the Required Amount due to any cause or condition other than the issuance of Additional Bonds, then, subject and subordinate to making the required deposits to the credit of the Interest and Sinking Fund, such deficiency shall be made up as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose. The City may, at its option, withdraw and use for any lawful purpose not inconsistent with the City's Charter, all surplus in the Reserve Fund over the Required Amount.

Section 16. **DEFICIENCIES; EXCESS PLEDGED REVENUES.** (a) That if on any occasion there shall not be sufficient Pledged Revenues to make the required deposits into the Interest and Sinking Fund and the Reserve Fund, then such deficiency shall be made up as soon as possible from the next available Pledged Revenues, or from any other sources available for such purpose.

(b) That, subject to making the required deposits to the credit of the Interest and Sinking Fund and the Reserve Fund when and as required by this Ordinance, or any ordinance authorizing the issuance of Previously Issued Parity Bonds or Additional Bonds, the excess Pledged Revenues may be used by the City for any lawful purpose not inconsistent with the City's Charter.

Section 17. **PAYMENT OF THE BONDS AND ADDITIONAL BONDS.** That on or before October 1, 2015, and semiannually on or before each April 1 and October 1 thereafter while any of the Previously Issued Parity Bonds, the Bonds or Additional Bonds are outstanding and unpaid, the City shall make available to the paying agents therefor (including the Paying Agent/Registrar), out of the Interest and Sinking Fund and the Reserve Fund (if necessary), money sufficient to pay such interest on and such principal of the Previously Issued Parity Bonds, the Bonds and Additional Bonds as shall become due on such dates, respectively, at maturity or by redemption

prior to maturity. The aforesaid paying agents (including the Paying Agent/Registrar) shall destroy all paid Previously Issued Parity Bonds, Bonds and Additional Bonds, and furnish the City with an appropriate certificate of cancellation or destruction.

Section 18. **FINAL DEPOSITS; GOVERNMENTAL OBLIGATIONS.** (a) That any Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid, retired and no longer outstanding within the meaning of this Ordinance when payment of the principal of, redemption premium, if any, on such bond, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption), or (ii) shall have been provided for by irrevocably depositing with, or making available to, a paying agent (or escrow agent) therefor, in trust and irrevocably set aside exclusively for such payment, (1) money sufficient to make such payment or (2) Government Obligations, as hereinafter defined in this Section, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation, and expenses of such paying agent pertaining to the bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of such paying agent. At such time as a Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid hereunder, as aforesaid, it shall no longer be secured by or entitled to the benefit of this Ordinance or such other ordinance securing such bond or a lien on and pledge of the Pledged Revenues, and shall be entitled to payment solely from such money or Government Obligations.

(b) That any moneys so deposited with a paying agent may, at the direction of the City, also be invested in Government Obligations, maturing in the amounts and times as hereinbefore set forth, and all income from all Government Obligations in the hands of the paying agent pursuant to this Section which is not required for the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, with respect to which such money has been so deposited, shall be remitted to the City.

(c) That the City covenants that no deposit will be made or accepted under clause (a)(ii) of this Section and no use will be made of any such deposit which would cause the Previously Issued Parity Bonds, Bonds or any Additional Bonds to be treated as "arbitrage bonds" within the meaning of section 148 of the Code.

(d) That for the purpose of this Section, the term "Government Obligations" shall mean direct obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America.

(e) That notwithstanding any other provisions of this Ordinance, all money or Government Obligations set aside and held in trust pursuant to the provisions of this Section for the payment of Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, shall be applied to and used for the payment of such Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon.

(f) That in accordance with the provisions of Section 1207.033, Texas Government Code, the City may call for redemption, at a date earlier than their scheduled maturities, those Bonds which have been defeased to their maturity date. Notwithstanding any other provision of this Ordinance to the contrary, it is hereby provided that any determination not to redeem Bonds defeased under the terms of this Ordinance that is made in conjunction with the payment arrangements specified in clauses (i) or (ii) of subsection (a) above shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the City expressly reserves the right to call Bonds so defeased for redemption; (2) the City gives notice of the reservation of that right to the owners of the Bonds so defeased immediately following the making of the payment arrangements; and (3) the City directs that notice of the reservation be included in any redemption notices that it authorizes.

Section 19. **ADDITIONAL BONDS.** (a) That the City shall have the right and power at any time and from time to time to authorize, issue and deliver additional parity revenue bonds (herein called "Additional Bonds") in one or more series or issues, in accordance with law, in any amounts, for purposes of extending, improving or repairing the System or for the purpose of refunding of any Previously Issued Parity Bonds, Bonds, Additional Bonds or other obligations of the City incurred in connection with the ownership or operation of the System. Such Additional Bonds, if and when authorized, issued and delivered in accordance with this Ordinance, shall be secured by and made payable equally and ratably on a parity with the Previously Issued Parity Bonds, the Bonds, and all other outstanding Additional Bonds, from an irrevocable first lien on and pledge of the Pledged Revenues.

(b) That the Interest and Sinking Fund and the Reserve Fund established by the 1981 Ordinance shall secure and be used to pay all Additional Bonds as well as the Previously Issued Parity Bonds and the Bonds. However, each ordinance under which Additional Bonds are issued shall provide and require that, in addition to the amounts required to be deposited to the credit of the Interest and Sinking Fund by the provisions of this Ordinance and the provisions of any other ordinance or ordinances authorizing Additional Bonds, the City shall deposit to the credit of the Interest and Sinking Fund at least such amounts as are required for the payment of all principal of and interest on said Additional Bonds then being issued, as the same come due; and that the aggregate amount to be accumulated and maintained in the Reserve Fund shall be increased (if and to the extent necessary) to an amount not less than the average annual principal and interest requirements (including Amortization Installments) of all Previously Issued Parity Bonds, Bonds and Additional Bonds which will be outstanding after the issuance and delivery of the then proposed Additional Bonds; and that the required additional amount shall be so accumulated by the deposit in the Reserve Fund of all or any part of said required additional amount in cash immediately after the delivery of the then proposed Additional Bonds, or, at the option of the City, by the deposit of said required additional amount (or any balance of said required additional amount not deposited in cash as permitted above) in monthly installments, made on or before the 25th day of each month following the delivery of the then proposed Additional Bonds, of not less than 1/60th of said required additional amount (or 1/60th of the balance of said required additional amount not deposited in cash as permitted above).

(c) That all calculations of average annual principal and interest requirements (including Amortization Installments) made pursuant to this Section shall be made as of and from the date of the Additional Bonds then proposed to be issued.

(d) That the principal of all Additional Bonds must be scheduled to be paid or mature on April 1 or October 1 (or both) of the years in which such principal is scheduled to be paid or mature; and all interest thereon must be payable on April 1 and October 1.

Section 20. **FURTHER REQUIREMENTS FOR ADDITIONAL BONDS.** That Additional Bonds shall be issued only in accordance with this Ordinance, but notwithstanding any provisions of this Ordinance to the contrary, no installment, Series or issue of Additional Bonds shall be issued or delivered unless:

(a) The Mayor and the City Secretary of the City sign a written certificate to the effect that the City is not in default as to any covenant, condition or obligation in connection with all outstanding Previously Issued Parity Bonds, the Bonds and Additional Bonds, and the ordinances authorizing same, and that the Interest and Sinking Fund and the Reserve Fund each contains the amount then required to be therein.

(b) An independent certified public accountant, or independent firm of certified public accountants, signs a written certificate to the effect that, during either the next preceding Year, or any twelve consecutive calendar month period ending not more than ninety days prior to the date of the then proposed Additional Bonds, the Net Revenues were, in his or its opinion, at least equal to 1.25 times the average annual principal and interest requirements (computed on a fiscal year basis) including Amortization Installments, of all Previously Issued Parity Bonds, the Bonds and Additional Bonds to be outstanding after the issuance of the then proposed Additional Bonds.

Section 21. **GENERAL COVENANTS.** That the City further covenants and agrees that in accordance with and to the extent required or permitted by law:

(a) **Performance.** It will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in this Ordinance, and each ordinance authorizing the issuance of Previously Issued Parity Bonds and Additional Bonds, and in each and every Previously Issued Parity Bond, Bond and Additional Bond; it will promptly pay or cause to be paid the principal of and interest on every Previously Issued Parity Bond, Bond and Additional Bond, on the dates and in the places and manner prescribed in such ordinances and Previously Issued Parity Bonds, Bonds or Additional Bonds; and it will, at the times and in the manner prescribed, deposit or cause to be deposited the amounts required to be deposited into the Interest and Sinking Fund and the Reserve Fund; and any holder of the Previously Issued Parity Bonds, Bonds or Additional Bonds may require the City, its officials and employees to carry out, respect or enforce the covenants and obligations of this Ordinance, or any ordinance authorizing the issuance of Additional Bonds, by all legal and equitable means, including specifically, but without limitation, the use and filing of mandamus proceedings, in any court of competent jurisdiction, against the City, its officials and employees.

(b) **City's Legal Authority.** It is a duly created and existing home rule city of the State of Texas, and is duly authorized under the laws of the State of Texas to create and issue the Bonds;

that all action on its part for the creation and issuance of the Bonds has been duly and effectively taken; and that the Bonds in the hands of the holders and owners thereof are and will be valid and enforceable special obligations of the City in accordance with their terms.

(c) **Title.** It has or will obtain lawful title to the lands, buildings, structures and facilities constituting the System, that it warrants that it will defend the title to all the aforesaid lands, buildings, structures and facilities, and every part thereof, for the benefit of the holders and owners of the Previously Issued Parity Bonds, Bonds and Additional Bonds, against the claims and demands of all persons whomsoever, that it is lawfully qualified to pledge the Pledged Revenues to the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds in the manner prescribed herein, and has lawfully exercised such rights.

(d) **Liens.** It will from time to time and before the same become delinquent pay and discharge all taxes, assessments and governmental charges, if any, which shall be lawfully imposed upon it, or the System; it will pay all lawful claims for rents, royalties, labor, materials, and supplies which if unpaid might by law become a lien or charge thereon, the lien of which would be prior to or interfere with the liens hereof, so that the priority of the liens granted hereunder shall be fully preserved in the manner provided herein; and it will not create or suffer to be created any mechanic's, laborer's, materialman's or other lien or charge which might or could be prior to the liens hereof, or do or suffer any matter or thing whereby the liens hereof might or could be impaired; provided, however, that no such tax, assessment or charge, and that no such claims which might be used as the basis of a mechanic's, laborer's, materialman's or other lien or charge, shall be required to be paid so long as the validity of the same shall be contested in good faith by the City.

(e) **Operation of System; No Free Service.** It will, while the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding and unpaid, continuously and efficiently operate the System, and shall maintain the System in good condition, repair and working order, all at reasonable cost. No free service of the System shall be allowed, and should the City or any of its agencies or instrumentalities make use of the services and facilities of the System, payment of the reasonable value shall be made by the City out of funds from sources other than the revenues of the System, unless made from surplus or excess Pledged Revenues as permitted in Section 16(b) hereof.

(f) **Further Encumbrance.** It, while the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding and unpaid, will not additionally encumber the Pledged Revenues in any manner, except as permitted in this Ordinance in connection with Additional Bonds, unless said encumbrance is made junior and subordinate in all respects to the liens, pledges, covenants and agreements of this Ordinance; but the right of the City to issue revenue bonds payable from a subordinate lien on the Pledged Revenues is specifically recognized and retained.

(g) **Sale or Disposal of Property.** It, while the Previously Issued Parity Bonds, the Bonds or any Additional Bonds are outstanding and unpaid, will not sell, convey, mortgage, encumber, lease or in any manner transfer title to, or otherwise dispose of the System, or any significant or substantial part thereof; provided, however, that whenever the City deems it necessary to dispose of any property, machinery, fixtures or equipment, it may sell or otherwise dispose of such property, machinery, fixtures or equipment when it has made arrangements to replace the same or provide substitutes therefor, unless it is determined that no such replacement or substitute is

necessary. Proceeds from any sale hereunder not used to replace or provide for substitution of such property sold, shall be used for improvements to the System or to purchase or redeem Previously Issued Parity Bonds, Bonds and Additional Bonds.

(h) **Insurance.** (1) It shall cause to be insured such parts of the System as would usually be insured by corporations operating like properties, with a responsible insurance company or companies, against risks, accidents or casualties against which, and to the extent, insurance is usually carried by corporations operating like properties, including, to the extent reasonably obtainable, fire and extended coverage insurance, insurance against damage by floods, and use and occupancy insurance. Public liability and property damage insurance shall also be carried unless the City Attorney of the City gives a written opinion to the effect that the City is not liable for claims which would be protected by such insurance. At any time while any contractor engaged in construction work shall be fully responsible therefor, the City shall not be required to carry insurance on the work being constructed if the contractor is required to carry appropriate insurance. All such policies shall be open to the inspection of the bondholders and their representatives at all reasonable times. Upon the happening of any loss or damage covered by insurance from one or more of said causes, the City shall make due proof of loss and shall do all things necessary or desirable to cause the insuring companies to make payment in full directly to the City. The proceeds of insurance covering such property, together with any other funds necessary and available for such purpose, shall be used forthwith by the City for repairing the property damaged or replacing the property destroyed; provided, however, that if said insurance proceeds and other funds are insufficient for such purpose, then said insurance proceeds pertaining to the System shall be used promptly as follows:

(i) for the redemption prior to maturity of the Previously Issued Parity Bonds, the Bonds and Additional Bonds, ratably in the proportion that the outstanding principal of each series of Previously Issued Parity Bonds, Bonds or Additional Bonds bears to the total outstanding principal of all Previously Issued Parity Bonds, Bonds and Additional Bonds, provided that, if on any such occasion the principal of any such series is not subject to redemption, it shall not be regarded as outstanding in making the foregoing computation; or

(ii) if none of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds is subject to redemption, then for the purchase on the open market and retirement of said Previously Issued Parity Bonds, Bonds and Additional Bonds in the same proportion as prescribed in the foregoing clause (i), to the extent practicable; provided, however, that the purchase price for any Previously Issued Parity Bond, Bond or Additional Bond shall not exceed the redemption price of such Previously Issued Parity Bond, Bond or Additional Bond on the first date upon which it becomes subject to redemption; or

(iii) to the extent that the foregoing clauses (i) and (ii) cannot be complied with at the time, the insurance proceeds, or the remainder thereof, shall be deposited in a special and separate trust fund, at an official depository of the City, to be designated the Insurance Account. The Insurance Account shall be held until such time as the foregoing clauses (i) and/or (ii) can be complied with, or until other funds become available which, together with the Insurance Account, will be sufficient to make the repairs or replacements originally required, whichever of said events occurs first.

(2) The foregoing provisions of (1) above notwithstanding, the City shall have authority to enter into coinsurance or similar plans where risk of loss is shared in whole or in part by the City.

(3) The annual audit hereinafter required shall contain a section commenting on whether or not the City has complied with the requirements of this Section with respect to the maintenance of insurance, and listing all policies carried, and whether or not all insurance premiums upon the insurance policies to which reference is hereinbefore made have been paid.

(i) **Rate Covenant.** The City Council of the City will fix, establish, maintain and collect such rates, charges and fees for the use and availability of the System at all times as are necessary to produce Gross Revenues sufficient, (1) to pay all current operation and maintenance expenses of the System, (2) to produce Net Revenues for each Year at least equal to 1.25 times the principal and interest requirements (including Amortization Installments) of all then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds for the Year during which such requirements are scheduled to be the greatest, and (3) to pay all other obligations of the System.

(j) **Records.** It will keep proper books of record and account in which full, true and correct entries will be made of all dealings, activities and transactions relating to the System, the Pledged Revenues and the Funds created pursuant to this Ordinance, and all books, documents and vouchers relating thereto shall at all reasonable times be made available for inspection upon request of any bondholders.

(k) **Audits.** After the close of each Year while any of the Previously Issued Parity Bonds, Bonds or any Additional Bonds are outstanding, an audit will be made of the books and accounts relating to the System and the Pledged Revenues by an independent certified public accountant or an independent firm of certified public accountants. As soon as practicable after the close of each such Year, and when said audit has been completed and made available to the City, a copy of such audit for the preceding Year shall be mailed to the MAC and to any holder of 5% or more in aggregate principal amount of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds who shall so request in writing. Such annual audit reports shall be open to the inspection of the bondholders and their agents and representatives at all reasonable times.

(l) **Governmental Agencies.** It will comply with all of the terms and conditions of any and all franchises, permits and authorizations applicable to or necessary with respect to the System, and which have been obtained from any governmental agency; and the City has or will obtain and keep in full force and effect all franchises, permits, authorization and other requirements applicable to or necessary with respect to the acquisition, construction, equipment, operation and maintenance of the System.

(m) **No Competition.** It will not grant any franchise or permit for the acquisition, construction or operation of any competing facilities which might be used as a substitute for the System's facilities, and, to the extent that it legally may, the City will prohibit any such competing facilities.

Section 22. **AMENDMENT OF ORDINANCE.** (a) That the holders of the Previously Issued Parity Bonds, Bonds and Additional Bonds aggregating in principal amount 51% of the aggregate principal amount of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds shall have the right from time to time to approve any amendment to this Ordinance which may be deemed necessary or desirable by the City; provided, however, that without the consent of the holders of all of the Previously Issued Parity Bonds, Bonds and Additional Bonds at the time outstanding, nothing herein contained shall permit or be construed to permit the amendment of the terms and conditions in this Ordinance or in the Previously Issued Parity Bonds, Bonds or Additional Bonds so as to:

- (1) Make any change in the maturity of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (2) Reduce the rate of interest borne by any of the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (3) Reduce the amount of the principal payable on the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds;
- (4) Modify the terms of payment of principal of or interest on the outstanding Previously Issued Parity Bonds, Bonds or Additional Bonds or impose any conditions with respect to such payment;
- (5) Affect the rights of the holders of less than all of the Previously Issued Parity Bonds, Bonds and Additional Bonds then outstanding; or
- (6) Change the minimum percentage of the principal amount of Previously Issued Parity Bonds, Bonds and Additional Bonds necessary for consent to such amendment.

(b) That if at any time the City shall desire to amend the Ordinance under this Section, the City shall cause notice of the proposed amendment to be published in a financial newspaper or journal published in The City of New York, New York, once during each calendar week for at least two successive calendar weeks. Such notice shall briefly set forth the nature of the proposed amendment and shall state that a copy thereof is on file at the principal office of the Paying Agent/Registrar for inspection by all holders of Previously Issued Parity Bonds, Bonds and Additional Bonds. Such publication is not required, however, if notice in writing is given to each holder of Previously Issued Parity Bonds, Bonds and Additional Bonds.

(c) That whenever at any time not less than thirty days, and within one year, from the date of the first publication of said notice or other service of written notice the City shall receive an instrument or instruments executed by the holders of at least 51% in aggregate principal amount of all Previously Issued Parity Bonds, Bonds and Additional Bonds then outstanding, which instrument or instruments shall refer to the proposed amendment described in said notice and which specifically consent to and approve such amendment in substantially the form of the copy thereof on file with the Paying Agent/Registrar, the City Council may pass the amendatory ordinance in substantially the same form.

(d) That upon the passage of any amendatory ordinance pursuant to the provisions of this Section, this Ordinance shall be deemed to be amended in accordance with such amendatory ordinance, and the respective rights, duties and obligations under this Ordinance of the City and all the holders of then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds shall thereafter be determined, exercised and enforced hereunder, subject in all respects to such amendments.

(e) That any consent given by the holder of a Previously Issued Parity Bond, Bond or Additional Bond pursuant to the provisions of this Section shall be irrevocable for a period of six (6) months from the date of the first publication of the notice or other service of written notice provided for in this Section, and shall be conclusive and binding upon all future holders of the same Previously Issued Parity Bond, Bond or Additional Bond during such period. Such consent may be revoked at any time after six (6) months from the date of the first publication of such notice or other service of written notice by the holder who gave such consent, or by a successor in title, by filing notice thereof with the paying agent/registrar therefor and the City, but such revocation shall not be effective if the holders, identified in accordance with subsection (f) of this Section, of 51% in aggregate principal amount of the then outstanding Previously Issued Parity Bonds, Bonds and Additional Bonds have, prior to the attempted revocation, consented to and approve the amendment.

(f) That for the purpose of this Section, the fact of the holding of Previously Issued Parity Bonds, Bonds, or Additional Bonds issued in registered form without coupons and the amounts and numbers of such Previously Issued Parity Bonds, Bonds or Additional Bonds and the date of their holding same shall be proved by the bond registration books of the paying agent/registrar therefor. For purposes of this Section, the holder of a Previously Issued Parity Bond, Bond or Additional Bond in such registered form shall be the owner thereof as shown on such registration books. The City may conclusively assume that such ownership continues until written notice to the contrary is served upon the City.

(g) That the foregoing provisions of this Section notwithstanding, the City by action of the City Council may amend this Ordinance for any one or more of the following purposes:

(1) To add to the covenants and agreements of the City in this Ordinance contained, other covenants and agreements thereafter to be observed, grant additional rights or remedies to bondholders or to surrender, restrict or limit any right or power herein reserved to or conferred upon the City;

(2) To make such provisions for the purpose of curing any ambiguity, or curing, correcting or supplementing any defective provision contained in this Ordinance, or in regard to clarifying matters or questions arising under this Ordinance, including, without limitation, those matters described in Section 25(c)(vi) hereof, or those matters necessary to obtain a rating on the Bonds or to obtain the approving opinion of the Attorney General of Texas as required by law, as are necessary or desirable and not contrary to or inconsistent with this Ordinance and which shall not adversely affect the interests of the holders of the Previously Issued Parity Bonds, Bonds or Additional Bonds;

(3) To modify any of the provisions of this Ordinance in any other respect whatever, provided that (i) such modification shall be, and be expressed to be, effective only after all Previously Issued Parity Bonds outstanding at the date of the adoption of such modification shall cease to be outstanding, and (ii) such modification shall be specifically referred to in the text of all Additional Bonds issued after the date of the adoption of such modification.

Section 23. DAMAGED, MUTILATED, LOST, STOLEN OR DESTROYED BONDS.

(a) That in the event any outstanding Bond is damaged, mutilated, lost, stolen, or destroyed, the Paying Agent/Registrar shall cause to be printed, executed, and delivered, a new Bond of the same principal amount, maturity, and interest rate, as the damaged, mutilated, lost, stolen, or destroyed Bond, in replacement for such Bond in the manner hereinafter provided.

(b) That application for replacement of damaged, mutilated, lost, stolen, or destroyed Bonds shall be made to the Paying Agent/Registrar. In every case of loss, theft, or destruction of a Bond, the applicant for a replacement bond shall furnish to the City and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft, or destruction of a Bond, the applicant shall furnish to the City and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft, or destruction of such Bond, as the case may be. In every case of damage or mutilation of a Bond, the applicant shall surrender to the Paying Agent/Registrar for cancellation the Bond so damaged or mutilated.

(c) That notwithstanding the foregoing provisions of this Section, in the event any such Bond shall have matured, and no default has occurred which is then continuing in the payment of the principal of, redemption premium, if any, or interest on the Bond, the City may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Bond) instead of issuing a replacement bond, provided security or indemnity is furnished as above provided in this Section.

(d) That prior to the issuance of any replacement bond, the Paying Agent/Registrar shall charge the owner of such Bond with all legal, printing, and other expenses in connection therewith. Every replacement bond issued pursuant to the provisions of this Section by virtue of the fact that any Bond is lost, stolen, or destroyed shall constitute a contractual obligation of the City whether or not the lost, stolen or destroyed Bond shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits of this Ordinance equally and proportionately with any and all other Bonds duly issued under this Ordinance.

(e) That in accordance with Chapter 1206, particularly Subchapter B thereof, this Section of this Ordinance shall constitute authority for the issuance of any such replacement bond without necessity of further action by the governing body of the City or any other body or person, and the duty of the replacement of such bonds is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such bonds in the form and manner and with the effect, as provided in Section 5(d) of this Ordinance for Bonds issued in exchange for other Bonds.

Section 24. **TAX COVENANTS.** That the City does not intend to issue the Bonds in a manner such that the Bonds would constitute obligations described in section 103(a) of the Code and all applicable temporary, proposed and final regulations and procedures promulgated thereunder or promulgated under the Internal Revenue Code of 1954, to the extent applicable to the Code.

Section 25. **CONTINUING DISCLOSURE UNDERTAKING.** (a) **Annual Reports.** (i) That the City shall provide annually to the MSRB, within six months after the end of each Year ending in or after 2015, financial information and operating data with respect to the City of the general type included in the final official statement for the Bonds referred to in Section 2(d) of this Ordinance, being the information described in Exhibit B hereto (as such information may be amended or supplemented by the City Manager or the Chief Financial Officer of the City to conform Exhibit B to the final official statement prepared in connection with the sale of the Bonds). Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in Exhibit B hereto, or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation, and (2) audited, if the City commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the City shall provide notice that the audited financial statements are not available and provide unaudited financial information of the type described in the numbered tables referenced in Exhibit B hereto by the required time, and will provide audited financial statements for the applicable Year to the MSRB, when and if the audit report on such statements become available. Such information shall be transmitted electronically to the MSRB, in such format as prescribed by the MSRB.

(ii) If the Year is changed by the City, the City will notify the MSRB of such change (and of the date of the new end of the Year) prior to the next date by which the City otherwise would be required to provide financial information and operating data pursuant to this Section. The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to the MSRB or filed with the SEC.

(b) **Disclosure Event Notices.** That the City shall notify the MSRB of any of the following events with respect to the Bonds, in a timely manner not in excess of ten Business Days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. Modifications to rights of holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;

9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the City;
13. The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
14. Appointment of a successor Paying Agent/Registrar or change in the name of the Paying Agent/Registrar, if material.

As used in clause 12 above, the phrase "bankruptcy, insolvency, receivership or similar event" means the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets of the City, or if jurisdiction has been assumed by leaving the City Council and official or officers of the City in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City. The City shall notify the MSRB, in a timely manner, of any failure by the City to provide financial information or operating data in accordance with subsection (a) of this Section by the time required by such subsection.

(c) Limitations, Disclaimers, and Amendments. (i) That the City shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the City remains an "obligated person" with respect to the Bonds within the meaning of the Rule, except that the City in any event will give notice of any deposit made in accordance with this Ordinance or applicable law that causes Bonds no longer to be outstanding.

(ii) The provisions of this Section are for the sole benefit of the holders and beneficial owners of the Bonds, and nothing in this Section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other person. The City undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to this Section and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the City's financial results, condition, or prospects or hereby undertake to update any information provided in accordance with this Section or otherwise, except as expressly provided herein. The City does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

(iii) UNDER NO CIRCUMSTANCES SHALL THE CITY BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE CITY, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY

COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

(iv) No default by the City in observing or performing its obligations under this Section shall comprise a breach of or default under this Ordinance for purposes of any other provision of this Ordinance. Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the City under federal and state securities laws.

(v) Should the Rule be amended to obligate the City to make filings with or provide notices to entities other than the MSRB, the City agrees to undertake such obligation in accordance with the Rule as amended.

(vi) The provisions of this Section may be amended by the City from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (A) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Ordinance that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (B) a person that is unaffiliated with the City (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interest of the holders and beneficial owners of the Bonds. If the City so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided in accordance with subsection (a) of this Section an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information or operating data so provided. The City may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Section 26. **REFUNDING.** That the City hereby finds that the issuance of the Bonds for the purpose of refunding the Refunded Bonds to realize a net present value savings is a public purpose. As a condition to the issuance of the Bonds, the refunding of the aggregate principal amount of the Refunded Bonds, together with the refunding of the aggregate principal amount of Series 2015A Refunded Bonds (if any) must produce (i) a net present value savings, calculated in accordance with GASB Statement No. 7, of at least four percent (4.00%), and (ii) a positive gross savings. The principal amount of Bonds issued to refund Refunded Bonds, and the Refunded Bonds to be refunded, shall be specifically identified in the Purchase Contract. The City Manager may elect not to refund any or all of the obligations listed in Schedule I, but in no event shall the Refundable Bonds be refunded if the refunding of the aggregate principal amount of the Refundable Bonds selected for refunding, together with any Series 2015A Refunded Bonds, does not result in the minimum savings threshold established in this Section being realized.. On or before the date of delivery of the Bonds the Chief Financial Officer of the City shall execute and deliver to the City Council a certificate stating that as a result of the refunding of the Refunded Bonds and any Series

2015A Refunded Bonds, the savings thresholds herein established have been realized. This certificate shall specifically state both the net present value savings and the gross savings realized by the City as a result of refunding the Refunded Bonds and any Series 2015A Refunded Bonds. The determination of the City Manager relating to the issuance and sale of Bonds to refund Refunded Bonds in such principal amount as provided in the Purchase Contract shall have the same force and effect as if such determination were made by the City Council.

Section 27. **DEFAULT AND REMEDIES.** (a) **Events of Default.** That each of the following occurrences or events for the purpose of this Ordinance is hereby declared to be an Event of Default:

(i) the failure to make payment of the principal of or interest on any of the Bonds when the same becomes due and payable; or

(ii) default in the performance or observance of any other covenant, agreement or obligation of the City, the failure to perform which materially, adversely affects the rights of the registered owners of the Bonds, including, but not limited to, their prospect or ability to be repaid in accordance with this Ordinance, and the continuation thereof for a period of sixty (60) days after notice of such default is given by any registered owner to the City.

(b) **Remedies for Default.**

(i) That upon the happening of any Event of Default, then and in every case, any registered owner or an authorized representative thereof, including, but not limited to, a trustee or trustees therefor, may proceed against the City, or any official, officer or employee of the City in their official capacity, for the purpose of protecting and enforcing the rights of the registered owners under this Ordinance, by mandamus or other suit, action or special proceeding in equity or at law, in any court of competent jurisdiction, for any relief permitted by law, including the specific performance of any covenant or agreement contained herein, or thereby to enjoin any act or thing that may be unlawful or in violation of any right of the registered owners hereunder or any combination of such remedies.

(ii) It is provided that all such proceedings shall be instituted and maintained for the equal benefit of all registered owners of Bonds then outstanding.

(c) **Remedies Not Exclusive.**

(i) That no remedy herein conferred or reserved is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or under the Bonds or now or hereafter existing at law or in equity; provided, however, that notwithstanding any other provision of this Ordinance, the right to accelerate the debt evidenced by the Bonds shall not be available as a remedy under this Ordinance.

(ii) The exercise of any remedy herein conferred or reserved shall not be deemed a waiver of any other available remedy.

(iii) By accepting the delivery of a Bond authorized under this Ordinance, such registered owner agrees that the certifications required to effectuate any covenants or representations contained in this Ordinance do not and shall never constitute or give rise to a personal or pecuniary liability or charge against the officers, employees or members of the City or the City Council.

(iv) None of the members of the City Council, nor any other official or officer, agent, or employee of the City, shall be charged personally by the registered owners with any liability, or be held personally liable to the registered owners under any term or provision of this Ordinance, or because of any Event of Default or alleged Event of Default under this Ordinance.

Section 28. **APPROVAL AND REGISTRATION OF BONDS.** That the City Manager of the City is hereby authorized to have control of the Bonds and all necessary records and proceedings pertaining to the Bonds pending their delivery and their investigation, examination and approval by the Attorney General of the State of Texas, and their registration by the Comptroller of Public Accounts of the State of Texas. Upon registration of the Bonds, the Comptroller of Public Accounts (or a deputy designated in writing to act therefor) shall manually sign the Comptroller's Registration Certificate set forth in the FORM OF BOND. The Bonds thus registered shall remain in the custody of the City Manager (or the designee thereof) until delivered to the Underwriters.

Section 29. **FURTHER PROCEDURES.** That the City Manager, the Chief Financial Officer of the City, any Assistant City Manager, and all other officers, employees, and agents of the City, and each of them, shall be and they are hereby expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the City all such instruments, whether herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance, and the sale and delivery of the Bonds and fixing all details in connection therewith. In addition, should Bonds be sold for the purpose of refunding Refunded Bonds to the extent so provided in the Purchase Contract, the City Council hereby determines that the Refunded Bonds so identified in the Purchase Contract shall be called for redemption on the redemption date or dates as determined by the City Manager, at the applicable redemption price to the date fixed for redemption as provided in Schedule I. The City Manager or the designee thereof shall take such actions as are necessary to cause the required notice of redemption to be given in accordance with the terms of each ordinance for the Refunded Bonds called for redemption. Should a municipal bond insurance policy be obtained insuring the payment of debt service on all or any portion of the Bonds, it is hereby authorized that a statement of insurance provided by the bond insurer may be printed on the Bonds so insured. The City Council hereby authorizes the payment of the fee of the Office of the Attorney General of the State of Texas for the examination of the proceedings relating to the issuance of the Bonds, in the amount determined in accordance with the provisions of Section 1202.004, Texas Government Code.

Section 30. **USE OF PROCEEDS.** That the proceeds representing accrued interest on the Bonds shall be deposited to the credit of the Interest and Sinking Fund. Proceeds representing premium, if any, paid by the Underwriters in connection with the sale of the Bonds may be used for any purpose authorized by Section 1201.042(d), Texas Government Code, including specifically, but

not by way of limitation, in connection with the refunding of the Refunded Bonds. The City shall cause to be deposited with the Escrow Agent, from the proceeds from the sale of the Bonds and other available moneys of the City, an amount sufficient to provide for the refunding of the Refunded Bonds in accordance with Chapter 1207.

Section 31. **ESCROW AGREEMENT.** That the City Manager and City Secretary are hereby authorized, for and on behalf of the City, to execute and deliver the Escrow Agreement to accomplish the establishing of firm banking arrangements in connection with the refunding of the Refunded Bonds and any Series 2015A Refunded Bonds, in substantially the form and substance attached to this Ordinance, with such changes as the City Manager deems necessary to effect the sale of the Bonds. If the provisions of Chapter 1207 can be satisfied such that one financial institution may act as escrow agent for the Refunded Bonds refunded with proceeds of both the Bonds and the Series 2015A Bonds, a single escrow agreement may be executed and delivered to accomplish the establishing of firm banking arrangements in connection with the refunding of the Refunded Bonds. The Escrow Agent is not a depository bank of the City, and shall, in accordance with the provisions of Section 1207.062, Texas Government Code, serve as escrow agent for the Refunded Bonds, regardless of whether the Escrow Agent is a paying agent for each series of the Refunded Bonds.

Section 32. **CONSENT TO CERTAIN AMENDMENTS GIVEN THROUGH OWNERSHIP OF BONDS.** By acceptance of the Bonds, each Owner of a Bond: (i) irrevocably and specifically consents to and approves the amendments described in (1) and (2) below; (ii) irrevocably appoints the City Manager as its true and lawful attorney-in-fact for the limited purpose of executing the written instrument required by Section 22(c) of this Ordinance to evidence the Owner's specific consent to and approval of the amendments described in (1) and (2) below; and (iii) confirms all actions taken by the City Manager as attorney-in-fact for the Owner, it being specifically provided that the City Manager need not consult with, or provide notice to, an Owner in connection with the actions taken by the City Manager under this Section. The power of attorney granted to the City Manager shall be limited to effecting the below amendments and is irrevocable for so long as any Bond remains Outstanding.

The amendments are:

(1) Amend Section 12(b) of this Ordinance to read:

"(b) That money in any Fund established by ordinances authorizing Previously Issued Parity Bonds may, at the option of the City, be invested in Authorized Investments; provided, however, that all such deposits and investments shall have a par value (or market value when less than par) exclusive of accrued interest at all times at least equal to the amount of money credited to such Funds, and shall be made in such manner that the money required to be expended from any Fund will be available at the proper time or times. Money in the Reserve Fund shall not be invested in securities maturing later than the final maturity of the Previously Issued Parity Bonds, the Bonds, and Additional Bonds. Such investments shall be valued in terms of current market value as of the last day of each Year, except that direct obligations of the United States (State and Local Government Series) in book-entry form shall be continuously valued at their par or face principal amount. Such investments shall be sold promptly when necessary to prevent any default in

connection with the Previously Issued Parity Bonds, the Bonds or Additional Bonds. As used in this Section, the term "Authorized Investments" shall mean those investments in which the City is now or hereafter authorized by law, including, but not limited to, Chapter 2256, Texas Government Code, and consistent with the City's investment policy adopted and approved from time to time by the City Council pursuant to the provisions of Chapter 2256, Texas Government Code,, to purchase, sell and invest its funds and funds under its control.

(2) Amend Section 18 of this Ordinance to read:

"(a) That any Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid, retired and no longer outstanding within the meaning of this Ordinance when payment of the principal of, redemption premium, if any, on such bond, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption), or (ii) shall have been provided for by irrevocably depositing with, or making available to, a paying agent (or escrow agent) therefor, in trust and irrevocably set aside exclusively for such payment, (1) money sufficient to make such payment or (2) Defeasance Securities, as hereinafter defined in this Section, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation, and expenses of such paying agent pertaining to the bonds with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of such paying agent. At such time as a Previously Issued Parity Bond, Bond or Additional Bond shall be deemed to be paid hereunder, as aforesaid, it shall no longer be secured by or entitled to the benefit of this Ordinance or such other ordinance securing such bond or a lien on and pledge of the Pledged Revenues, and shall be entitled to payment solely from such money or Defeasance Securities.

(b) That any moneys so deposited with a paying agent may, at the direction of the City, also be invested in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from all Defeasance Securities in the hands of the paying agent pursuant to this Section which is not required for the payment of the Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, with respect to which such money has been so deposited, shall be remitted to the City.

(c) That the City covenants that no deposit will be made or accepted under clause (a)(ii) of this Section and no use will be made of any such deposit which would cause the Previously Issued Parity Bonds, Bonds or any Additional Bonds to be treated as "arbitrage bonds" within the meaning of section 148 of the Code.

(d) That for the purpose of this Section, the term "Defeasance Securities" shall mean (i) direct obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date

the City adopts or approves proceedings authorizing the issuance of refunding bonds or, if such defeasance is not in connection with the issuance of refunding bonds, on the date the City provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally-recognized investment rating firm not less than "AAA" or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the City adopts or approves proceedings authorizing the issuance of refunding bonds or, if such defeasance is not in connection with the issuance of refunding bonds, on the date the Board provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally-recognized investment rating firm not less than "AAA" or its equivalent, or (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Bonds under the then applicable laws of the State of Texas.

(e) That notwithstanding any other provisions of this Ordinance, all money or Defeasance Securities set aside and held in trust pursuant to the provisions of this Section for the payment of Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon, shall be applied to and used for the payment of such Previously Issued Parity Bonds, Bonds and Additional Bonds, the redemption premium, if any, and interest thereon.

(f) That in accordance with the provisions of Section 1207.033, Texas Government Code, the City may call for redemption, at a date earlier than their scheduled maturities, those Bonds which have been defeased to their maturity date. Notwithstanding any other provision of this Ordinance to the contrary, it is hereby provided that any determination not to redeem Bonds defeased under the terms of this Ordinance that is made in conjunction with the payment arrangements specified in clauses (i) or (ii) of subsection (a) above shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the City expressly reserves the right to call Bonds so defeased for redemption; (2) the City gives notice of the reservation of that right to the owners of the Bonds so defeased immediately following the making of the payment arrangements; and (3) the City directs that notice of the reservation be included in any redemption notices that it authorizes."

(3) Amend Section 20(b) of this Ordinance to read:

"(b) The Chief Financial Officer of the City signs a written certificate to the effect that, during either the next preceding Year, or any twelve consecutive calendar month period ending not more than ninety days prior to the date of the then proposed Additional Bonds, the Net Revenues were, in her or his opinion, at least equal to 1.25 times the average annual principal and interest requirements (computed on a fiscal year basis) including Amortization Installments, of all Previously Issued Parity Bonds, the Bonds and Additional Bonds to be outstanding after the issuance of the then proposed Additional Bonds."

The amendments described in clauses (1) and (3) will become effective once the City determines that the consent of 51% of the aggregate unpaid principal amount of the Previously Issued Parity Bonds, the Bonds and any Additional Bonds then Outstanding is received. The amendment described in clause (2) will become effective once the City determines that the consent

of 51% of the aggregate unpaid principal amount of the Previously Issued Parity Bonds, the Bonds and any Additional Bonds then Outstanding is received, and would apply only to the Bonds and the Taxable Series 2015B Bonds, and any Additional Bonds delivered after the date of delivery of the Bonds and the Taxable Series 2015B Bonds.

Section 33. **PREAMBLE.** That the preamble to this Ordinance is incorporated by reference and made a part hereof for all purposes.

Section 34. **RULES OF CONSTRUCTION.** That for all purposes of this Ordinance, unless the context requires otherwise, all references to designated Sections and other subdivisions are to the Sections and other subdivisions of this Ordinance. The words "herein", "hereof" and "hereunder" and other words of similar import refer to this Ordinance as a whole and not to any particular Section or other subdivision. Except where the context otherwise requires, terms defined in this Ordinance to impart the singular number shall be considered to include the plural number and vice versa. References to any named person means that party and its successors and assigns. References to any constitutional, statutory or regulatory provision means such provision as it exists on the date this Ordinance is adopted by the City and any future amendments thereto or successor provisions thereof. Any reference to the payment of principal in this Ordinance shall be deemed to include the payment of Amortization Installments (if any). Any reference to "FORM OF BOND" shall refer to the form of the Bonds set forth in Exhibit A to this Ordinance. The calculation of average annual principal and interest requirements as may be required by this Ordinance shall be made at the beginning of each Year and shall be the sum of the annual principal and interest requirements due for the current and each subsequent Year in which the Previously Issued Parity Bonds, the Bonds and any Additional Bonds are outstanding divided by the number of such Years, or partial Years, if applicable. Surplus moneys in the Reserve Fund the source of which are proceeds of bonds may be used only to complete projects for which such bond proceeds were issued, for improvements to the System, or for other costs for which the City could issue bonds for the System. The terms "owner" and "holder" and "bondholder", as used in this Ordinance, shall mean the registered or beneficial owner of a Bond.

Section 35. **SERIES 2015A BOND ORDINANCE.** That concurrently with the adoption of this Ordinance, the City Council will consider for approval the Series 2015A Bond Ordinance. If the Series 2015A Bond Ordinance is approved, the Series 2015A Bonds, if issued, shall be Additional Bonds, and the issuance of the Series 2015A Bonds shall be governed by the terms of the Series 2015A Bond Ordinance.

Section 36. **IMMEDIATE EFFECT.** That this Ordinance shall be effective immediately from and after its passage in accordance with the provisions of Section 1201.028, Texas Government Code.

PASSED AND APPROVED the 25th day of February, 2015.

APPROVED AS TO FORM:
Warren M.S. Ernst, City Attorney

SCHEDULE I

DESCRIPTION OF REFUNDABLE BONDS

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING AND IMPROVEMENT BONDS, SERIES 2006, bonds maturing on October 1 in each of the years 2016 and 2017, and on October 1, 2035, aggregating \$65,095,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2015.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2007, bonds maturing on October 1 in each of the years 2018 through 2028, and on October 1 in each of the years 2032 and 2036, aggregating \$401,605,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2017.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2008, bonds maturing on October 1 in each of the years 2019 through 2030, and on October 1 in each of the years 2033 and 2037, aggregating \$123,455,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2018.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2010, bonds maturing on October 1 in each of the years 2021 through 2030, and on October 1 in each of the years 2035 and 2039, aggregating \$211,670,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2020.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2011, bonds maturing on October 1 in each of the years 2022 through 2031, and on October 1, 2036, aggregating \$58,450,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2021.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2012A, bonds maturing on October 1 in each of the years 2023 through 2028, aggregating \$26,765,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2022.

CITY OF DALLAS, TEXAS WATERWORKS AND SEWER SYSTEM REVENUE REFUNDING BONDS, SERIES 2013, bonds maturing on October 1 in each of the years 2025 and 2026, aggregating \$8,720,000 in principal amount; REDEMPTION PRICE: par plus accrued interest; REDEMPTION DATE: October 1, 2023.

EXHIBIT A

FORM OF BOND:

NO. R-

\$_____

UNITED STATES OF AMERICA
STATE OF TEXAS
COUNTIES OF DALLAS, DENTON, COLLIN AND ROCKWALL
CITY OF DALLAS, TEXAS
WATERWORKS AND SEWER SYSTEM
REVENUE REFUNDING BOND
TAXABLE SERIES 2015B

<u>MATURITY DATE</u>	<u>INTEREST RATE</u>	<u>ORIGINAL ISSUE DATE</u>	<u>CUSIP</u>
	%	_____, 2015	

ON THE MATURITY DATE SPECIFIED ABOVE, THE CITY OF DALLAS, IN DALLAS, DENTON, COLLIN AND ROCKWALL COUNTIES, TEXAS (the "City"), hereby promises to pay to _____, or the registered assignee hereof (either being hereinafter called the "registered owner") the principal amount of

_____ DOLLARS

and to pay interest thereon, from the original issue date of this Bond specified above, to the date of its scheduled maturity or the date of its redemption prior to scheduled maturity, at the rate of interest per annum specified above, with said interest being payable on October 1, 2015, and semiannually on each April 1 and October 1 thereafter, except that if the Paying Agent/Registrar's Authentication Certificate appearing on the face of this Bond is dated later than October 1, 2015, such interest is payable semiannually on each April 1 and October 1 following such date.

THE PRINCIPAL OF AND INTEREST ON this Bond are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Bond shall be paid to the registered owner hereof upon presentation and surrender of this Bond at maturity, or upon the date fixed for its redemption prior to maturity, at the designated corporate trust office in Dallas, Texas (the "Designated Trust Office"), of U.S. Bank National Association, which is the "Paying Agent/Registrar" for this Bond. The payment of interest on this Bond shall be made by the Paying Agent/Registrar to the registered owner hereof as shown by the "Registration Books" kept by the Paying Agent/Registrar at the close of business on the Record Date (hereinafter defined) by check drawn by the Paying Agent/Registrar on, and payable solely from, funds of the City required to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided; and such check shall be sent by the Paying Agent/Registrar by United States mail, first-class, postage prepaid, on each such interest payment date, to the registered owner hereof at its address as it appears on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described, or by such other

method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. The date for determining the person to whom the interest is payable on any interest payment date means the 15th day of the preceding month (the "Record Date"). In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (the "Special Payment Date", which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first-class, postage prepaid, to the address of each registered owner of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice. The City covenants with the registered owner of this Bond that no later than each principal payment date and interest payment date for this Bond it will make available to the Paying Agent/Registrar the amounts required to provide for the payment, in immediately available funds, of all principal of and interest on the Bonds, when due, in the manner set forth in the ordinance authorizing the issuance of the Bonds (the "Ordinance").

IF THE DATE for the payment of the principal of or interest on this Bond shall be a Saturday, Sunday, a legal holiday, or a day on which banking institutions are authorized by law or executive order to close in the city where the Designated Trust Office of the Paying Agent/Registrar is located, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due. Notwithstanding the foregoing, during any period in which ownership of the bonds of this Series is determined only by a book entry at a securities depository therefor, any payment to the securities depository, or its nominee or registered assigns, shall be made in accordance with existing arrangements between the City and the securities depository.

THIS BOND is one of a Series of bonds of like tenor and effect except as to denomination, number, maturity, interest rate and right of prior redemption, dated as of the original issue date specified above, issued in the aggregate principal amount of \$_____ for the purpose of refunding the "Refunded Bonds" (as defined in the Ordinance) and paying costs of issuance. All Bonds of this Series are issuable solely as fully registered bonds, without interest coupons, in the denomination of any integral multiple of \$5,000 (an "Authorized Denomination").

THE BONDS of this Series may NOT be redeemed prior to their scheduled maturities at the option of the City.

[INSERT MANDATORY SINKING FUND REDEMPTION PROVISIONS, IF NECESSARY]

AT LEAST 30 days prior to the date fixed for any such redemption, (i) a written notice of such redemption shall be given by the Paying Agent/Registrar to the registered owner of each Bond or a portion thereof being called for redemption by depositing such notice in the United States mail, first-class, postage prepaid, addressed to each such registered owner at his address shown on the Registration Books of the Paying Agent/Registrar and (ii) a notice of such redemption shall be

published one (1) time in a financial journal or publication of general circulation in the United States of America or the State of Texas carrying as a regular feature notices of municipal bonds called for redemption; provided, however, that the failure to send, mail or receive such notice described in (i) above, or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond, and the publication of notice as described in (ii) above shall be the only notice actually required in connection with or as a prerequisite to the redemption of any Bonds. By the date fixed for any such redemption due provision shall be made by the City with the Paying Agent/Registrar for the payment of the required redemption price for this Bond or the portion hereof which is to be so redeemed, plus accrued interest thereon to the date fixed for redemption. If such notice of redemption is given, and if due provision for such payment is made, all as provided above, this Bond, or the portion hereof which is to be so redeemed, thereby automatically shall be redeemed prior to its scheduled maturity, and shall not bear interest after the date fixed for its redemption, and shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price plus accrued interest to the date fixed for redemption from the Paying Agent/Registrar out of the funds provided for such payment. The Paying Agent/Registrar shall record in the Registration Books all such redemptions of principal of this Bond or any portion hereof. If a portion of this Bond shall be redeemed a substitute Bond or Bonds having the same maturity date, bearing interest at the same rate, in any Authorized Denomination, at the written request of the registered owner, and in aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender hereof for cancellation, at the expense of the City, all as provided in the Ordinance.

AS PROVIDED IN THE ORDINANCE, this Bond, or any unredeemed portion hereof, may, at the request of the registered owner or the assignee or assignees hereof, be assigned, transferred, and exchanged for a like aggregate principal amount of fully registered bonds, without interest coupons, payable to the appropriate registered owner, assignee, or assignees, as the case may be, having the same maturity date, and bearing interest at the same rate, in any Authorized Denomination as requested in writing by the appropriate registered owner, assignee, or assignees, as the case may be, upon surrender of this Bond to the Paying Agent/Registrar at its Designated Trust Office for cancellation, all in accordance with the form and procedures set forth in the Ordinance. Among other requirements for such assignment and transfer, this Bond must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Bond or any portion or portions hereof in any Authorized Denomination to the assignee or assignees in whose name or names this Bond or any such portion or portions hereof is or are to be transferred and registered. The form of Assignment printed or endorsed on this Bond may be executed by the registered owner to evidence the assignment hereof, but such method is not exclusive, and other instruments of assignment satisfactory to the Paying Agent/Registrar may be used to evidence the assignment of this Bond or any portion or portions hereof from time to time by the registered owner. The City shall pay the Paying Agent/Registrar's reasonable standard or customary fees and charges for transferring, converting and exchanging any Bond or portion thereof; provided, however, that any taxes or governmental charges required to be paid with respect thereto shall be paid by the one requesting such transfer, conversion and exchange. In any circumstance, neither the City nor the Paying Agent/Registrar shall be required (1) to make any transfer or exchange during a period beginning at the opening of business 15 days before the day of the first

mailing of a notice of redemption of bonds and ending at the close of business on the day of such mailing, or (2) to transfer or exchange any Bonds so selected for redemption when such redemption is scheduled to occur within 30 calendar days; provided, however, such limitation shall not be applicable to an exchange by the registered owner of the uncalled principal balance of a Bond.

WHENEVER the beneficial ownership of this Bond is determined by a book entry at a securities depository for the Bonds, the foregoing requirements of holding, delivering or transferring this Bond shall be modified to require the appropriate person or entity to meet the requirements of the securities depository as to registering or transferring the book entry to produce the same effect.

IN THE EVENT any Paying Agent/Registrar for the Bonds is changed by the City, resigns, or otherwise ceases to act as such, the City has covenanted in the Ordinance that it promptly will appoint a competent and legally qualified substitute therefor, and promptly will cause written notice thereof to be mailed to the registered owners of the Bonds.

BY BECOMING the registered owner of this Bond, the registered owner thereby acknowledges all of the terms and provisions of the Ordinance, agrees to be bound by such terms and provisions, acknowledges that the Ordinance is duly recorded and available for inspection in the official minutes and records of the City, and agrees that the terms and provisions of this Bond and the Ordinance constitute a contract between each registered owner hereof and the City.

THE CITY has reserved the right, subject to the restrictions stated, and adopted by reference, in the Ordinance, to issue additional parity revenue bonds which also may be made payable from, and secured by a first lien on and pledge of, the "Pledged Revenues" (as defined in the Ordinance).

THE REGISTERED OWNER HEREOF is not entitled to demand payment of this obligation out of any money raised or to be raised by taxation, or from any source whatsoever other than the Pledged Revenues.

IT IS HEREBY certified and covenanted that this Bond has been duly and validly authorized, issued and delivered; that all acts, conditions and things required or proper to be performed, exist and be done precedent to or in the authorization, issuance and delivery of this Bond have been performed, existed and been done in accordance with law; that this Bond is a special obligation; and that the principal of and interest on this Bond together with outstanding parity revenue bonds are payable from, and secured by a first lien on and pledge of, the Pledged Revenues, which include the Net Revenues of the City's Combined Waterworks and Sewer System (as defined in the Ordinance).

IN TESTIMONY WHEREOF, the City Council has caused the seal of the City to be duly impressed or placed in facsimile hereon, and this Bond to be signed with the imprinted facsimile signature of the Mayor and countersigned by the facsimile signatures of the City Manager and the City Secretary.

COUNTERSIGNED:

City Manager, City of Dallas

Mayor, City of Dallas

City Secretary, City of Dallas

(SEAL)

FORM OF PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE

PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE

It is hereby certified that this Bond has been issued under the provisions of the proceedings adopted by the City as described in the text of this Bond; and that this Bond has been issued in exchange for or replacement of a Bond, Bonds, or a portion of a Bond or Bonds of an issue which originally was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

Dated _____

U.S. BANK NATIONAL ASSOCIATION,
Paying Agent/Registrar

By: _____
Authorized Representative

(FORM OF COMPTROLLER'S CERTIFICATE ATTACHED TO
THE BONDS UPON INITIAL DELIVERY THEREOF ONLY)

OFFICE OF COMPTROLLER :

REGISTER NO. _____

STATE OF TEXAS :

I hereby certify that this Bond has been examined, certified as to validity, and approved by the Attorney General of the State of Texas, and that this Bond has been registered by the Comptroller of Public Accounts of the State of Texas.

Witness my signature and seal this

Comptroller of Public Accounts of
the State of Texas

FORM OF ASSIGNMENT:

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

Please insert Social Security or Taxpayer Identification Number of Transferee

/_____/

(Please print or typewrite name and address, including zip code of Transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints
_____ attorney to
register the transfer of the within Bond on the books kept for registration thereof, with full power of
substitution in the premises.

Dated:_____

Signature Guaranteed:

NOTICE: Signatures must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

NOTICE: The signature above must correspond with the name of the registered owner as it appears upon the front of this Bond in every particular, without alteration or enlargement or any change whatsoever.

DESCRIPTION OF ANNUAL FINANCIAL INFORMATION

The following information is referred to in Section 25 of this Ordinance.

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the City to be provided annually in accordance with such Section are as specified below (and included in the Appendix or under the headings of the Official Statement referred to):

Tables 1 through 9 under the Official Statement Section entitled "THE WATER AND WASTEWATER SYSTEM".

Tables 10 through 12 under the Official Statement Section entitled "DEBT INFORMATION".

Tables 13 through 17 under the Official Statement Section entitled "FINANCIAL INFORMATION".

Appendix C to the Official Statement, entitled "DALLAS WATER UTILITIES FINANCIAL STATEMENTS".

Accounting Principles

The accounting principles referred to in such Section are the accounting principles described in the notes to the financial statements referred to in Appendix C described above.

THE STATE OF TEXAS :
COUNTIES OF DALLAS, DENTON, COLLIN AND ROCKWALL :
CITY OF DALLAS :

I, ROSA A. RIOS, City Secretary of the City of Dallas, Texas, do hereby certify that the above and foregoing is a true and correct copy of an excerpt from the minutes of the City Council of the City of Dallas, had in Regular Meeting on the 25th day of February, 2015, and an Ordinance authorizing the issuance and sale of City of Dallas, Texas Waterworks and Sewer System Revenue Refunding Bonds, Taxable Series 2015B, which Ordinance is duly of record in the minutes of said City Council; and that said meeting was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

WITNESS MY HAND and seal of the City of Dallas, Texas, this the 25th day of February, 2015.

Rosa A. Rios, City Secretary
City of Dallas, Texas

(SEAL)

AGENDA ITEM # 16

KEY FOCUS AREA: Public Safety

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Communication and Information Services

CMO: Jill A. Jordan, P.E., 670-5299

MAPSCO: N/A

SUBJECT

Authorize a three-year Interlocal Agreement with Dallas County to provide Dallas County with two-way radio service, equipment, antenna space, microwave service and radio system airtime for the period October 1, 2014 through September 30, 2017 - Revenue: \$223,455

BACKGROUND

An Interlocal Agreement between the City and Dallas County was entered into in October 2005. The current three-year term of that agreement ended September 30, 2014. Dallas County has found that it is advantageous to have their communication equipment maintained by and their radio airtime provided by the City of Dallas. The Dallas County Commissioners' Court gives concurrent authorization for Dallas County to enter into a new three-year Interlocal Agreement with the City of Dallas for these services. The previous Interlocal Agreement with Dallas County had no adverse impact on the City's ability to provide wireless service to its own users and it will have no adverse impact in the future.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On October 14, 1992, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 92-3546.

On August 14, 2002, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 02-2229.

On September 14, 2005, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 05-2623.

On December 10, 2008, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 08-3311.

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

On September 28, 2011, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 11-2526.

FISCAL INFORMATION

Revenue: \$223,455

February 25, 2015

WHEREAS, on October 14, 1992, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 92-3546; and,

WHEREAS, on August 14, 2002, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 02-2229; and,

WHEREAS, on September 14, 2005, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 05-2623; and,

WHEREAS, on December 10, 2008, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 08-3311; and,

WHEREAS, on September 28, 2011, City Council authorized an Interlocal Agreement with Dallas County, by Resolution No. 11-2526.

NOW, THEREFORE,

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

Section 1. That the City Manager is hereby authorized to enter into a three-year Interlocal Agreement with Dallas County to provide Dallas County with two-way radio service, equipment, antenna space, microwave service and radio system airtime for the period October 1, 2014 through September 30, 2017.

Section 2. That the Chief Financial Officer is hereby authorized to receive funds from Dallas County to deposit those funds in Fund 0197, Department DSV, Unit 1812, Revenue Source 7456.

Section 3. 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.

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Communication and Information Services
Police

CMO: Jill A. Jordan, P.E., 670-5299
Eric Campbell, 670-3255

MAPSCO: N/A

SUBJECT

Authorize Supplemental Agreement No. 3 to increase the contract for the Microsoft true-up payment with SHI Governmental Solutions, Inc., through the State of Texas Department of Information Resources - Not to exceed \$880,706, from \$5,972,239 to \$6,852,945 - Financing: Current Funds (\$623,902), Municipal Lease Agreement Funds (\$250,438) and Confiscated Monies Funds (\$6,366)

BACKGROUND

This item will authorize payment for 220 Microsoft server operating system licenses added to the agreement over the past two years. The Microsoft Enterprise Agreement allows for the City to add various products for growth. The actual number of products used by the City is reconciled against the numbers stated in the agreement at time of execution. A “true up” payment is then calculated based on prorated contract rates. These software licenses were utilized in support of various Information Technology (IT) projects.

Communication and Information Services (CIS) completed several IT projects which have replaced legacy systems, upgraded infrastructure platforms and implemented new technology solutions for various City departments. Examples include the Court Case Management System (CCMS), Citizens Response Management System (CRMS), the CAD emergency dispatch system, bait car and asset tracking for Police and the City’s websites.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On June 15, 2008, City Council authorized renewal of a thirty-six-month license agreement for Microsoft software and a thirty-six-month Enterprise agreement for support of Microsoft licensing services through the State of Texas Department of Information Resources (DIR) by Resolution No. 08-1764.

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

On November 10, 2010, City Council authorized Supplemental Agreement No. 1 to increase the contract with Dell Marketing, LP for Microsoft software in the amount of \$553,113, from \$3,684,522 to \$4,237,635; and renewal of a five-year, three month enterprise agreement for Microsoft software through the State of Texas Department of Information Resources with Dell Marketing, LP by Resolution No. 10-2809.

On May 22, 2013, City Council authorized an amendment to the five-year, three-month enterprise agreement for Microsoft software through the State of Texas Department of Information Resources with Dell Marketing, LP to add Microsoft Office 365 Subscription Services to allow for cloud email and cloud computing by Resolution No. 13-0809.

On December 18, 2013, the City authorized the assignment of all active Microsoft Enterprise Agreement (EA) contracts to SHI Governmental Solutions, Inc. (SHI), originally awarded to Dell Marketing, LP by Council under Resolution No. 10-2809 and Resolution No. 13-0809, in accordance with the Change of Direct or Large Account Reseller as executed by the Texas Department of Information Resources (TX DIR) on August 13, 2013.

FISCAL INFORMATION

\$623,902.10 - Current Funds
\$250,437.70 - Municipal Lease Agreement Funds
\$ 6,366.20 - Confiscated Monies Funds

ETHNIC COMPOSITION

SHI Government Solutions, Inc.

White Female	189	White Male	90
Black Female	38	Black Male	24
Hispanic Female	27	Hispanic Male	12
Other Female	14	Other Male	43

OWNER

SHI Government Solutions, Inc.

Thai Lee, President

February 25, 2015

WHEREAS, on June 15, 2008, City Council authorized **(1)** renewal of a thirty-six-month license agreement for Microsoft software through the State of Texas Department of Information Resources; and **(2)** renewal of a thirty-six-month Enterprise agreement for support of Microsoft licensing services through the State of Texas Department of Information Resources (DIR) by Resolution No. 08-1764; and

WHEREAS, on November 10, 2010, City Council authorized **(1)** Supplemental Agreement No. 1 to increase the contract with Dell Marketing, LP for Microsoft software through the State of Texas Department of Information Resources in the amount of \$553,113, from \$3,684,522 to \$4,237,635; and **(2)** renewal of a five-year, three month enterprise agreement for Microsoft software through the State of Texas Department of Information Resources with Dell Marketing, LP by Resolution No. 10-2809; and

WHEREAS, on May 22, 2013, City Council authorized an amendment to the five-year, three-month enterprise agreement for Microsoft software through the State of Texas Department of Information Resources with Dell Marketing, LP to add Microsoft Office 365 Subscription Services to allow for cloud email and cloud computing by Resolution No. 13-0809; and

WHEREAS, on December 18, 2013, the City authorized the assignment of all active Microsoft Enterprise Agreement (EA) contracts to SHI Governmental Solutions, Inc. (SHI), originally awarded to Dell Marketing, LP by Council under Resolution No. 10-2809 and Resolution No. 13-0809, in accordance with the Change of Direct or Large Account Reseller as executed by the Texas Department of Information Resources (TX DIR) on August 13, 2013 by Administrative Action No. 13-7017.

NOW, THEREFORE,

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

Section 1. That following approval as to form by the City Attorney, the City Manager is hereby authorized to execute Supplemental Agreement No. 3 to increase the service contract with SHI Governmental Solutions, Inc., (502145) through the State of Texas Department of Information Resources, for the Microsoft true-up payment in an amount not to exceed \$880,706.00, increasing the service contract amount from \$5,972,239.00 to \$6,852,945.00.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$880,706.00.

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>FY</u>	<u>ENCUMBRANCE</u>	<u>AMOUNT</u>
0198	DSV	1622	3438	2015	DSV15MSTRUE	\$623,902.10
ML12	DSV	E319	2735	2015	DSV15MSTRUE	\$218,606.70
ML13	DSV	E330	2735	2015	DSV15MSTRUE	\$31,831.00
0411	DPD	1104	2735	2015	DSV15MSTRUE	\$6,366.20

February 25, 2015

Section 3. That in order to reimburse and finance the lease/purchase acquisition of the equipment described herein over a period not to exceed the estimated useful life (10 years) thereof, any Authorized Officer of the City designated in the Master Equipment Lease/Purchase Agreement (the "Master Lease") between Banc of America Public Capital Corp and the City is hereby authorized and directed to execute, acknowledge and deliver a Schedule A (as defined in the Master Lease) pertaining to such equipment including all attachments, financing statements and schedules thereto, in substantially the form attached to the Master Lease, with such changes as the signing officer shall determine to be advisable. Each Authorized Officer of the City is also authorized to execute, acknowledge and deliver any other agreement, instrument, certificate, representation and document, and to take any other action as may be advisable, convenient or necessary to enter into such Schedule A. The financing terms for such equipment, to be determined pursuant to the provisions of the Master Lease and reflected in such Schedule A, and the granting of a security interest in the financed equipment pursuant to the Master Lease, are hereby approved.

Section 4. 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.

AGENDA ITEM # 18

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 1
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 44 V Y Z 45 S W 54 D & 55 A

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Three (Oak Cliff Gateway TIF District), submitted by the Oak Cliff Gateway TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as to the State Comptroller. The City Council approved Ordinance No. 21466 on November 11, 1992, establishing Tax Increment Financing Reinvestment Zone Number Three, (Oak Cliff Gateway TIF District), as amended. On February 12, 1997, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 23724, as amended.

The TIF District's assessed 2014 tax value is \$168,670,265, an increase of \$128,572,642 (320%) over the adjusted base year value (1992) and an increase of \$15,272,606 (10%) over the previous year's (2013) final total assessed value.

With the participation of the City and Dallas County, this increase will result in the collection of approximately \$1,074,179 total in incremental revenue for the Oak Cliff Gateway TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On November 11, 1992, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Three, the Oak Cliff Gateway TIF District, by Ordinance No. 21466, as amended.

On February 12, 1997, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Oak Cliff Gateway TIF District by Ordinance No. 23724, as amended.

On November 13, 2014, the Oak Cliff Gateway TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Three (Oak Cliff Gateway TIF District) and established a Board of Directors for the District to promote development or redevelopment in the Oak Cliff Gateway area pursuant to Ordinance No. 21466, authorized by the City Council on November 11, 1992, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code as amended; and

WHEREAS, on February 12, 1997, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Oak Cliff Gateway TIF District by Ordinance No. 23724, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on November 13, 2014, the Oak Cliff Gateway TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Three and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Three (Oak Cliff Gateway TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Three to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and the State Comptroller, as required by state law.

Section 3. 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.

Oak Cliff Gateway TIF District FY 2014 Annual Report



Alexan Trinity
Photograph provided by City of Dallas.



Zang Triangle
Photograph provided by City of Dallas.



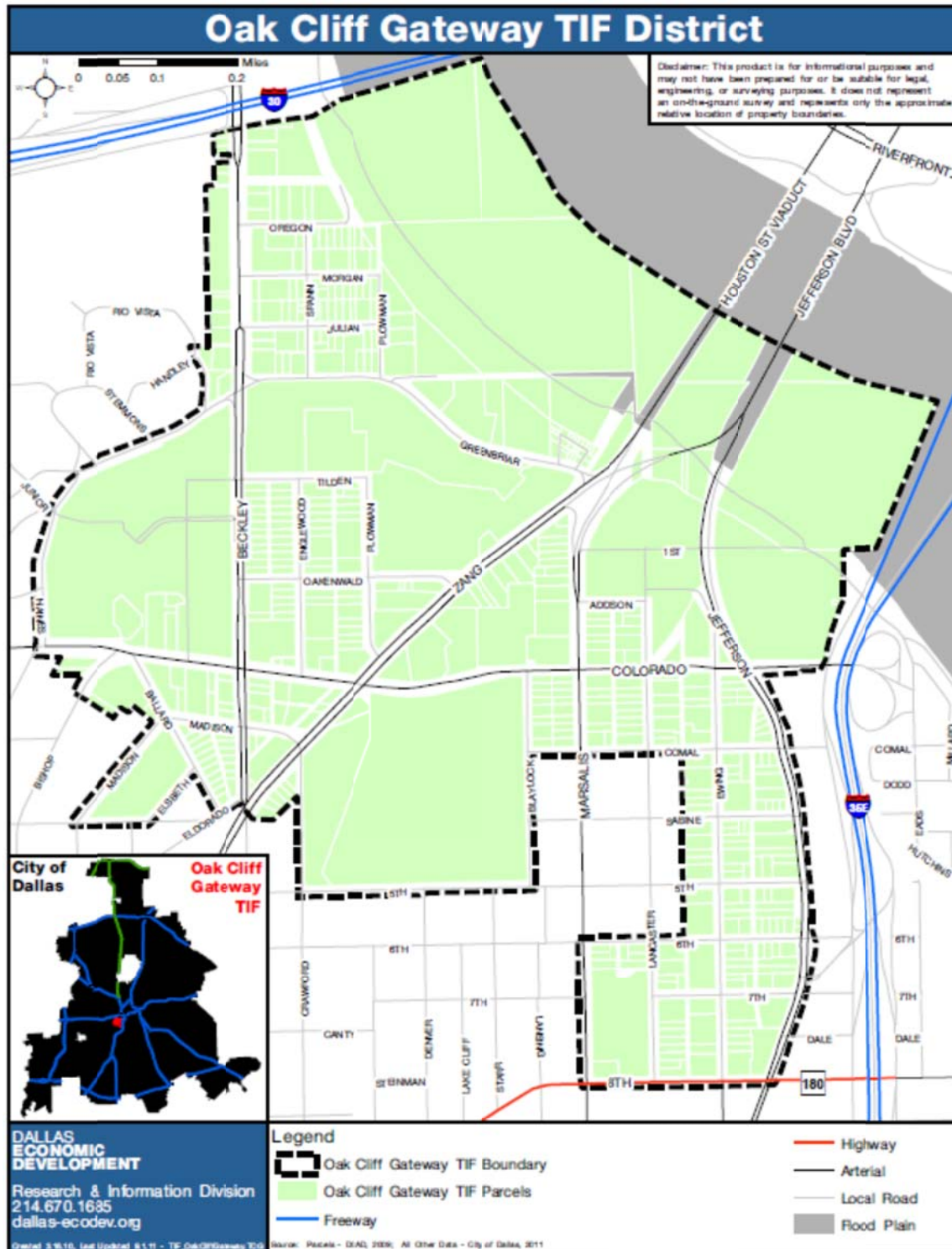
City of Dallas
Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-1685
<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014

Table of Contents

Mission Statement.....	4
District Accomplishments	4
Value and Increment Revenue Summary.....	8
Objectives, Programs, and Success Indicators	8
FY 2015 Work Program.....	21
Pending TIF Items	22

Reinvestment Zone Number Three Oak Cliff Gateway Tax Increment Financing District



Mission Statement

The mission of Oak Cliff Gateway Tax Increment Financing District is the promotion of the redevelopment, growth and stabilization of the area. Accompanying goals are (1) growth of the value of the area's tax base through the promotion of residential and retail development and a positive reversal of urban decay through the placement of critical infrastructure improvements; (2) implementation of the pertinent recommendations of the Urban Land Institute (ULI) Study on the tracts of land composing the northern and northwestern portions of the district, and (3) establishment of direct linkages with the Trinity River Corridor and the capitalization of that effort toward growth and increased tax base value in the district.

The district was created by City Council Ordinance Number 21466, November 11, 1992. The district was created for a period of twenty years with an expiration date of December 31, 2012. On February 12, 1997, the City Council, by Ordinance Number 23033, approved the project Plan and Reinvestment Zone Financing Plan.

In 1998, the district was amended to remove two properties and in 2005 the Plan was amended to modify the budget to allow for environmental remediation and façade improvements and to allow for the sale of TIF bonds.

The Plan and the district were further amended in 2009 to extend the term of the district for an additional ten years. This amendment increased the budget from \$5,285,263 to \$10,066,977 (1992 dollars), returned the two previously removed properties to the district, created a TIF grant program, and decreased the participation rate of the taxing jurisdictions for the extension period. In addition, the base value was adjusted from \$38,570,128 to \$40,097,623 to account for the additional property returned to the district.

District Accomplishments

During FY 2013, construction began on Alexan Trinity, a multi-family development with 161 residential units and 6 live/work units. Alexan Trinity is located at 323 and 333 Greenbriar Avenue. Construction is scheduled to be complete by the end of calendar year 2014.

Engineering work is underway on a streetscape project for Beckley Avenue and Colorado Avenue. Construction is anticipated to start in 2015 and end in 2017. This project will provide wide sidewalks, street trees, pedestrian lighting, and crosswalks for Colorado Boulevard from Zang Boulevard to Ballard Avenue, on Zang Boulevard from Colorado Boulevard to Beckley Avenue, and on Beckley Avenue from Zang Boulevard to Colorado Avenue. In addition, select sidewalk areas on Beckley Avenue north of Colorado Boulevard to Greenbriar Lane will be repaired. It is funded through a combination of 2006 general obligation bond funds and a Sustainable Development grant from the North Central Texas Council of Governments.

Construction on the first phase of the Oak Cliff Streetcar began in the summer of 2012 and completed in late 2014. The first streetcar vehicle is anticipated to be delivered in February 2015 and revenue service is anticipated in April or May of 2015. The route runs from Union Station, across the Houston Street Viaduct, along Zang Boulevard and Colorado Boulevard, to Beckley Avenue.

Utility relocation for Phase II of the streetcar, from Methodist Regional Medical Center to Bishop Arts, is scheduled to begin in January 2015. The construction is expected to be complete by December 2015, providing service from downtown to the intersection of Davis Street and Zang Boulevard. A third phase, located in downtown, and connecting Union Station and the Omni Hotel, is proposed to begin construction in mid-2015 with anticipated completion in mid-2016.

Oak Cliff Gateway TIF District Projects¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF²	Approx. Value³	TIF Investment⁴
Walgreens	1306 North Beckley Avenue	1999	Complete	13,833 SF retail	\$1,327,890	\$34,811
Oak Cliff TIF Infrastructure Project	Greenbriar Lane (Beckley to Zang)	2004	Complete	N/A	N/A	\$2,251,207
Lake Cliff Tower Residential	329 East Colorado Boulevard	2006	Complete	54 units	\$7,303,420	\$4,299,742
Grand Bank Lake Cliff Tower	1300 North Zang Boulevard	2008	Complete	6,822 SF commercial	\$2,023,830	\$0 ⁸
Bishop Colorado Retail Plaza	1222 North Bishop Avenue	2009	Complete	15,720 SF retail	\$3,094,300	\$350,000
Zang Triangle	1335 N. Zang Boulevard	2012	Complete	256 units 3,000 flex	\$25,000,000	\$7,250,000
Alexan Trinity	323-333 E. Greenbriar Lane	2014	Under construction	167 units	\$18,000,000	\$4,000,000
Subtotal				477 units 39,375 SF retail/flex/commercial	\$56,749,440	\$18,185,760

Projects Within TIF District Not Utilizing TIF Funding ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value ³	TIF Investment
The Catering Company	1407 North Zang Boulevard	1998	Complete	3,614 SF retail	\$333,930	\$0
K-Clinic Rehab Clinic	214 W. Colorado Boulevard	1998	Complete	6,876 SF medical office	\$477,500	\$0
Oak Cliff Academy, Inc.	808 N. Ewing Avenue	2000	Complete	32,500 SF school	\$4,966,000	\$0
Oak Farms Dairy Expansion	1114 North Lancaster	2000	Complete	60,000 SF industrial	\$2,196,890	\$0
Options Real Estate Holdings	1322 North Beckley Avenue	2002	Complete	2,756 SF office	\$200,000	\$0
Grand Peaks at Kessler Park	1520 North Beckley Avenue	2002	Complete	338 units	\$31,100,000	\$0
John Barr & Associates Expansion	203 E. Colorado Boulevard	2003	Complete	19,449 SF office	\$600,000	\$0
Grand Peaks at Founders Park	1401 North Zang Boulevard	2004	Complete	336 units	\$26,880,000	\$0
Beckley Properties	1101- 1121 North Beckley Avenue	2007	Complete	15,282 SF retail/ commercial	\$666,040	\$0
City Credit Union	126 E. Colorado Boulevard	2008	Complete	3,000 SF commercial	\$884,750	\$0
Trinity Town Homes	439, 443 East Greenbriar Lane and 401-446 E Trinity River Circle	2007	Complete	23 town home units	\$7,535,080	\$0
Trinity Town Homes II	381 East Greenbriar Lane	2017	7 Units Completed 53 planned	60 town home units	\$20,000,000	\$0
Methodist Medical Hospital – Pavilion III	1441 N. Beckley Avenue	2008	Complete	109,774 SF medical office	\$10,230,610	\$0
Methodist Medical Hospital - Sammons Trauma & Critical Care Tower	1441 N. Beckley Avenue	2014	Complete	248,000 SF emergency and trauma care center	\$106,766,634 ⁹	\$0
Baylor Institute for Rehabilitation	222 E Colorado Boulevard	2014	Under construction	2,564 sf rehabilitation clinic	\$297,300	\$0
Papa John's Pizza	1127 N Beckley	2014	Under construction	1,200 sf restaurant	\$132,000	\$0

Less Property Demolished, or Relocated						
Child Care	1321 North Zang Boulevard	1999	Demolished	(4,812 SF school)	(\$445,600)	\$0
Subtotal			757 units 505,015 SF commercial		\$212,821,134	\$0
Total - All Projects Utilizing and Not Utilizing TIF Funding						
Total			1,234 units 539,578 SF commercial		\$269,570,574	\$18,185,760
¹ All information updated as of September 30, 2014.						
² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage.						
³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF district for redevelopment projects once pre-existing value, the demolition of structures and/or any exemption value is netted out.						
⁴ Principal amount not to be exceeded per the development agreement for projects not yet closed out. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown.						
⁵ Selected significant projects included.						
⁶ Tax-exempt property.						
⁷ Includes other incentives not shown. Contact City of Dallas Office of Economic Development for more information.						
⁸ Infrastructure funded as a part of the \$4.1 million for Lake Cliff Tower.						
⁹ Non-taxable value; includes \$75M for construction and \$30M for equipment and finish-out.						

Projects Adjacent to the Oak Cliff Gateway TIF District						
Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value	TIF Investment
Dallas Orthopedic Surgery Associates	810 North Zang Boulevard	2006	Complete	18,000 SF medical office	\$1,375,000	\$0
Perry Homes	1130-1148 and 1203-1215 North Bishop Avenue	2006	Complete	15 town home units	\$3,966,090	\$0
Lake Cliff Medical, L.P.	815 North Beckley Avenue	2007	Complete	7,500 SF medical office	\$1,145,380	\$0
Total				15 units 25,500 SF medical office	\$6,486,470	\$0

Infrastructure Projects in the Oak Cliff Gateway TIF District Using Other Sources of Funding						
Project	Location	Calendar Year Complete	Status	Project Description	Source of Funds	Amount
Colorado Boulevard	I-35 to Blaylock Street	2002	Complete	Streetscape: Paving, Lighting, Trees and Irrigation	1995 Bond Funds	\$500,000

Streetscape	Streets around Methodist Hospital	2017	Engineering Underway	Streetscape: Paving, Lighting, Trees and Irrigation	2006 Bond Funds	\$1,600,000
					NCTCOG Sustainable Development Grant	\$1,750,000
Oak Cliff Streetcar Phase I	Union Station to Methodist Regional Medical Center	2014	Under Construction	Route runs from Union Station, across Houston St Viaduct, along Zang Boulevard and Colorado Boulevard, to Beckley Avenue	TIGER I Grant	\$26,000,000
					RTR Local Funds	\$13,600,000
					DART Love Field	\$9,000,000
Oak Cliff Streetcar Phase II	Methodist Regional Medical Center to Bishop Arts	2015	Engineering underway	Route runs from Methodist Regional Medical Center, south on Beckley Avenue, then south on Zang Boulevard to Davis	Texas Mobility Funds	\$15,000,000
					Total	\$67,450,000

Value and Increment Revenue Summary

The TIF district's assessed 2014 tax value is \$168,670,265, an increase of \$128,572,642 (320%) over the adjusted base year value (1992) and an increase of \$15,272,606 (10%) over the previous year's (2013) final total assessed value. This increase includes the construction of Alexan Trinity and property value increases on several other properties throughout the district.

With the participation of the City and Dallas County, this increase will result in the collection of approximately \$1,074,179 total in incremental revenue for the district for the 2014 tax year.

Objectives, Programs, and Success Indicators

The Oak Cliff Gateway TIF District was established by Ordinance Number 21466 on November 11, 1992. The Oak Cliff Gateway TIF District expiration date was set as December 31, 2012, but the district has been extended for an additional 10 years to December 31, 2022. The TIF Project Plan and Reinvestment Zone Financing Plan was originally approved by Ordinance Number 23033 on February 12, 1997. The most recent TIF Project Plan and Reinvestment Zone Financing Plan amendment included revised development goals, listed below, for the district:

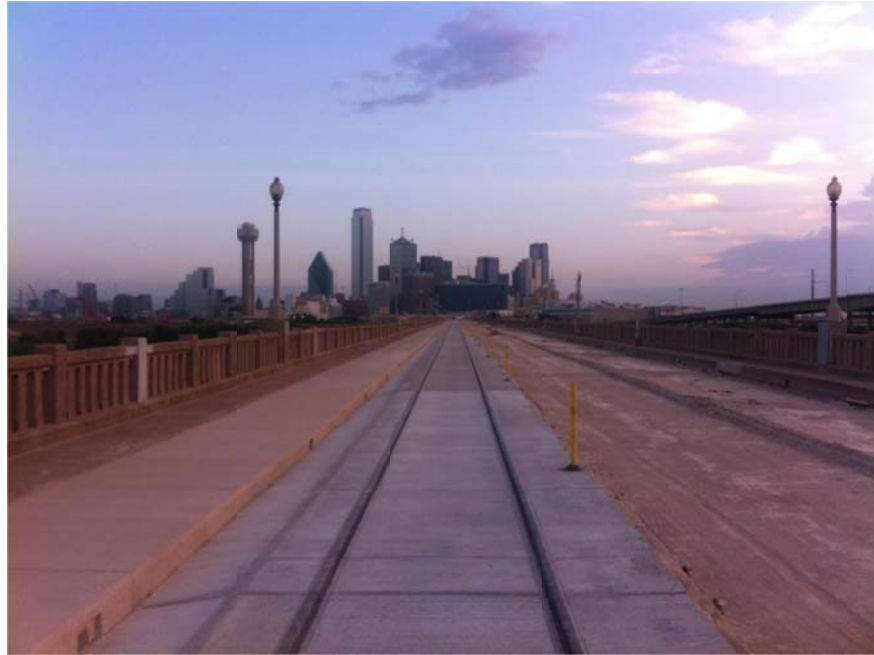
The following specific objectives and development program set the framework for the planned public improvements within the Oak Cliff Gateway TIF District and, in italics, specific actions addressing these objectives:

- Improve the infrastructure within and adjacent to the district to promote investment.

Street reconstruction projects on Beckley Avenue, Zang Boulevard, Greenbriar Lane, Tilden Street, Jefferson Boulevard and Colorado Boulevard (Blaylock Street to I-35) are completed. Median improvements and streetscape were completed in FY 2009 along both sides of Zang Boulevard from Colorado Boulevard to Oakenwald and on Colorado Boulevard itself as a part of the Lake Cliff Tower development. More infrastructure and streetscape improvements were completed in 2009 in association with the Bishop Colorado Retail Plaza project at 1222 North Bishop Avenue. Streetscape improvements along Zang Boulevard, adjacent to the Zang Triangle project, were completed in 2012. In FY 2006, the staff secured \$1,600,000 in 2006 City Bond funds, and in FY 2011 staff and Lang Partners (the developer for Zang Triangle) secured an additional \$1,750,000 in NCTCOG Sustainable Development grant funding for streetscape improvements in selected areas near Methodist Medical Center. Engineering work for this Sustainable Development project is under way. During 2014, construction was completed on the first phase of the Oak Cliff streetcar project from downtown to the intersection of Colorado Boulevard and Beckley Avenue. Construction continues on the adjacent roadway. Delivery and testing of the new streetcar vehicles will begin in late 2014 with service commencement in mid 2015.

Oak Cliff Streetcar

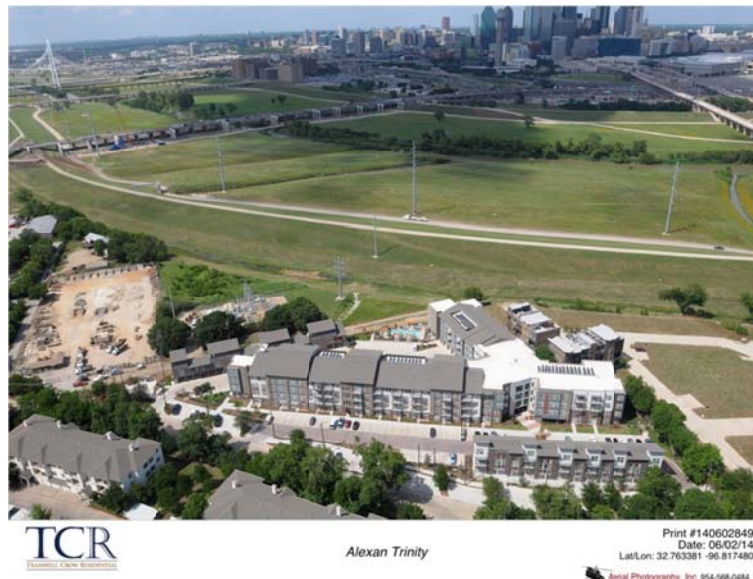




- Add 2,500 market rate apartments.

Since the start of the district, a total of 1,097 apartment units have been constructed or are under construction within the district, 44% of the goal. Construction on Alexan Trinity was nearly completed in FY 2014 for 161 multifamily units and 6 live/work units, for a total of 167 units. Construction of 256 residential units for the Zang Triangle project began during FY 2011 and was completed in 2012. During FY 2007, Grand Peaks improved some of the units to command higher rents and made significant improvements to the landscaping and amenities in the area.

Alexan Trinity
323 and 333 East Greenbriar Lane



Zang Triangle – 256 Units



Grand Estates at Kessler Park and Founders Park – 764 Units





- Add 250 single-family units/townhomes.

Since the start of the TIF district, a total of 84 owner-occupied units have been constructed (33% of the goal). Top Dog Oak Cliff, L.P. completed construction in 2006 of the Lake Cliff Tower, providing 54 condos. During FY 2007, Trinity Town Homes completed construction and sale of 23 town homes on the property along Trinity River Circle and Greenbriar Lane. The following year Trinity Town Homes II started construction on another 7 units on an adjacent site on Greenbriar Lane. Planning work for 53 additional townhomes began during the fiscal year, and groundbreaking is expected in 2015.

Lake Cliff Tower – 54 Units
329 East Colorado Boulevard



Trinity Town Homes – 23 Units

439-443 East Greenbriar Lane and 401-446 E Trinity River Circle

**Trinity Town Homes II – 7 Units**

381 East Greenbriar Lane



- Add 150,000 square feet of additional retail/commercial space.

To date 61,271 square feet of retail/commercial space has been added in the district. In the ten years between 1999 to 2009, Walgreens, Grand Bank, City Credit Union (formerly Wachovia Bank), Bishop Colorado Retail Plaza and the Beckley Properties restaurants opened. In FY 2012, Zang Triangle added another 3,000 square feet of commercial space, bringing the total to 36% of the goal. Alexan Trinity adds 6 additional live/work units, for a total of 8,493 square feet of potential commercial space. In FY 2014, work began on a new Papa John's Pizza franchise at 1127 N Beckley Avenue.

Papa John's Pizza
1127 N. Beckley Avenue



City Credit Union
204 East Colorado Boulevard



Grand Bank
1300 North Zang Boulevard



**Spiral Diner
(Beckley Properties)**
1101 North Beckley Avenue



Bishop Colorado Retail Plaza
1222 North Bishop Avenue



- Add 100,000 square feet of office/professional development.

To date approximately 226,543 square feet of office/professional space has been added in the district, 226% of the goal. Options Real Estate, a local realtor and development company, constructed an office/professional/residential structure on the property at 1322 North Beckley Avenue. The construction was completed in August of 2002. John Barr and Associates completed the renovation and construction of the property at 203 East Colorado Boulevard in 2003. The development added approximately 19,449 square feet through renovation and new construction. At the end of FY 2007, Methodist Medical Center completed the Pavilion III expansion at 1441 North Beckley Avenue, adding approximately 109,774 square feet.

During FY 2014, Methodist Medical Center completed construction on the Charles A. Sammons Trauma and Critical Care Tower. This \$106 million project will add 248,000 square feet of trauma and critical care space to the hospital in July 2014.

Also during FY 2014, work began on a new Baylor Institute for Rehabilitation clinic at 222 E Colorado. It is anticipated to open in FY 2015.

**Methodist Dallas Medical Center Expansion
Pavilion III**



Charles A. Sammons Trauma and Critical Care Tower



(Image courtesy Methodist Health System)

**Baylor Institute for Rehabilitation
222 E. Colorado Boulevard**



The Oak Cliff Gateway TIF District Board of Directors met two times during FY 2014: November 18, 2013 and September 15, 2014.

The board includes up to 5 representatives to be appointed by the Council and one each appointed by the governing bodies of Dallas County, Dallas County Community College District, Dallas County Hospital District, and Dallas ISD.

The following members represent the City on the board:

- Marty Alvarado – City representative, Place 1 (attended 0 of 1 meetings), resigned effective February 2014
- Cristine Baril – City representative, Place 1 (attended 1 of 1 meetings), appointed February 26, 2014
- April Allen – City representative, Place 2 (attended 1 of 1 meetings), appointed April 2, 2014
- Dawn Gulley – City representative, Place 3 (attended 1 of 1 meetings), served until April 15, 2014
- Alexander Kosarow - City representative, Place 3 (attended 0 of 1 meetings), appointed April 15, 2014
- Daniel Powell - City representative, Place 4 (attended 1 of 1 meetings), appointed January 27, 2014
- Don Raines, City representative, Place 5 (attended 2 of 2 meetings)

The following board members represent the taxing jurisdictions:

- Orlando Alameda – DISD representative (Attended 2 of 2 meetings)
- Rick Loessberg – Dallas County representative (Attended 2 of 2 meetings)
- Felix Zamora – DCCCD representative (Attended 0 of 1 meetings)
- Steve Park – DCCCD representative (attended 1 of 1 meetings), appointed during FY 2014 to replace the Felix Zamora
- Sue Pickens – DCHD representative (Attended 0 of 2 meetings)

During FY 2014 the City Council approved 8 items directly or indirectly associated with the Oak Cliff Gateway TIF District. The council actions are listed below.

- On November 12, 2013, Council held a public hearing and authorized Resolution 13-1986 regarding an application for and an ordinance granting a new Planned Development Subdistrict for multifamily uses on property zoned a Subdistrict A within Planned Development District No. 468, the Oak Cliff Gateway Special Purpose District, on the north side of East Greenbriar Lane and northwest of North Zang Boulevard Recommendation of Staff: Denial Recommendation of CPC: Approval, subject to a development plan and conditions Z123-306(JH) (Project: Trinity Townhomes II)

- On December 11, 2013, Council authorized Resolution 13-2093 authorizing acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Roy L. Smith, Inc., of approximately 10,260 square feet of land improved with a transmission repair facility, located near the intersection of Zang Boulevard and Davis Street for Zang-Davis Median Improvement Project - Not to exceed \$375,368 (\$370,368 plus closing cost and title expenses not to exceed \$5,000, which were previously authorized on May 22, 2013 by Resolution No. 13-0843) - Financing: 2010-11 Community Development Block Grant Reprogramming Funds (Project: Zang/Davis Streetcar stop, adjacent to district)
- On December 11, 2013, Council held a public hearing and authorized Resolution 13-2095 authorizing an ordinance abandoning portions of Colorado Boulevard, an alley, railroad right-of-way and a street easement to Southern Foods Group, LLC, the abutting owner, containing a total of approximately 32,279 square feet of land, located near the intersection of Colorado Boulevard and Lancaster Avenue, and authorizing the quitclaim - Revenue: \$48,419, plus the \$20 ordinance publication fee (Project: Oak Farms Dairy redevelopment)
- On February 26, 2014 Council approved Resolution 14-0373, a resolution accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Three (Oak Cliff Gateway TIF District), submitted by the Oak Cliff Gateway TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City (Project: annual report)
- On May 28, 2014 Council approved Resolution 14-0831, authorizing an Interlocal Agreement with the Dallas Area Rapid Transit to detail agency roles and responsibilities related to operation and maintenance of the TIGER Grant funded Dallas Streetcar Project (Union Station to North Oak Cliff) - Financing: No cost consideration to the City. (Project: Oak Cliff Streetcar)
- On September 10, 2014 Council approved Resolution 14-1525, authorizing An ordinance granting amendments to Planned Development District No. 316, the Jefferson Area Special Purpose District on property zoned Planned Development District No. 316 and an NS Neighborhood Service District, generally bounded by an alley between Tenth Street and Sunset Avenue and Jefferson Boulevard on the north, Beckley Avenue on the east, an alley between Page Avenue and Twelfth Street on the south, an alley between Polk Street and Willomet Avenue on the west and the southwest corner between South Tyler Street (northbound) and Polk Street South (the Tyler Street Connection) - Z112-251 - Financing: No cost consideration to the City (Project: Jefferson zoning, adjacent to district)

Budget and Spending Status

Oak Cliff Gateway TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget*	Allocated	Balance
Public Infrastructure Improvements – Streets, Streetscape, Water, Wastewater, Utility Burial	\$11,804,309	\$4,875,018	\$6,929,291
Façade Improvements	\$3,914,631	\$0	\$3,914,631
Environmental Remediation and Demolition	\$7,117,510	\$4,399,742	\$2,717,768
Pedestrian Linkages/Lighting	\$1,779,379	\$200,000	\$1,579,378
Educational/Training Facilities	\$711,751	\$0	\$711,751
Economic Development Grants	\$8,896,888	\$8,845,000	\$51,888
Administration	\$1,601,438	\$700,461	\$900,979
Total Project Costs	\$35,825,906	\$19,020,221	\$16,805,685
* All information updated as of September 30, 2014. Budget shown in current dollars and based on 2009 district extension and amendments.			
** All values are estimated expenditures based on annual TIF project costs. These values depend on the timing of projects and will fluctuate.			

Oak Cliff Gateway TIF District Amended Project Plan Budget (1992 dollars)	
Category	TIF Budget*
Public Infrastructure Improvements – Streets, Streetscape, Water, Wastewater, Utility Burial	\$3,316,977
Façade Improvements	\$1,100,000
Environmental Remediation and Demolition	\$2,000,000
Pedestrian Linkages/Lighting	\$500,000
Educational/Training Facilities	\$200,000
Economic Development Grants	\$2,500,000
Administration	\$450,000
Total Project Costs	\$10,066,977
* As approved in the amended Project Plan and Reinvestment Zone Financing Plan for the district, amended November 2009.	

Oak Cliff Gateway TIF District M/WBE Participation				
Project	Contractor	Contract Award Amount	Minority Participation in Dollars (% of contract)	
Oak Cliff TIF Project	Tiseo Paving Company	\$1,964,830	\$383,731	(19.53%)
Lake Cliff Tower Project	CST Environmental	\$648,800	\$533,768	(82.27%)
Lake Cliff Tower Project	Mid-Continental Phase II-IV	\$2,184,825	\$535,500	(24.51%)
Lake Cliff Tower Streetscape	Texas Standard	\$363,530	\$363,530	(100.00%)
Zang Triangle – public improvements	Billy Nabors Demolition and Mission Site Services	\$1,537,981	\$652,841	(42.45%)
Zang Triangle – private improvements	Multiple vendors	\$20,868,865	\$2,155,270	(10.33%)
Totals (% of all contracts)		\$27,568,831	\$4,624,640	16.77%
1. M/WBE participation was not applicable for Walgreens. 2. The City's Business Inclusion and Development program provides goals for minority and women-owned business participation.				

FY 2015 Work Program

- Evaluate a potential extension of the TIF district boundary to better serve the Beckley Avenue corridor and the Bishop Arts/Jefferson area.
- Work closely with the City of Dallas Public Works and Transportation department to coordinate the completion of infrastructure improvements funded by the City's 2006 Bond Program and the North Central Texas Council of Government's Sustainable Development Grant for the area.
- Continue to actively market the district with emphasis on high-density mixed-use development with a sustainable mix of retail, commercial/office and residential development in key target areas.
- Increase coordination and work with the City of Dallas Trinity River Development Office and Park Department to ensure a cohesive and coordinated effort and to ensure that the TIF District Project Plan and Master Plan are not adversely affected or compromised and to ensure the planned pedestrian and vehicular linkages to the Trinity River Corridor are preserved.

- Continue to evaluate updated plans for the Horseshoe Project, the Texas Department of Transportation scheduled reconstruction of I-30 from Sylvan Avenue to I-35 and I-35 from Eighth Avenue to I-30. Assess the impact on developable properties adjacent to both I-30 and to I-35.

Pending TIF Items

- Consideration of the FY 2014 Oak Cliff Gateway TIF District Annual Report and a recommendation to the Dallas City Council for approval.
- Extension and expansion of the Oak Cliff Gateway TIF District and creation of the Bishop/Jefferson Sub-district and corresponding amendments to the district's grant program and allocation policy.
- Consideration of a TIF funding request in support of the Bishop Arts Project Phase I.

FY 2014 Financials

City of Dallas, Texas
 Oak Cliff Area Gateway Tax Increment Financing District
 Reinvestment Zone Number Three
 As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$552 Interest Income	
\$837,005 Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)	
<u>\$837,556</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0 Administrative Expense	
\$438,290 Non-Capital outlay*	
\$375,000 Capital outlay	
\$0 Interest Expense	
<u>\$813,290</u>	Total Expenditures

* These expenditures were for the Zang Triangle Project.

3. a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:

Oak Cliff Gateway TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The zone has the following contingent obligations reimbursed from available TIF funds as of September 30, 2014:

Project Description	Balance Due (Since Inception)			Payments/Adjustments To Date			Net Bal. Due
	Principal	Accrued Interest	Total Due	Principal	Accrued Interest	Total Paid	
Jefferson at Kessler Heights	\$1,500,000	\$676,404	\$2,176,404	\$1,500,000	\$676,404	\$2,176,404	\$0
Lake Cliff Tower Redevelopment	\$3,950,086	\$862,205	\$4,812,291	\$3,950,086	\$862,205	\$4,812,291	\$0
Bishop Colorado Retail Plaza	\$350,000	\$0	\$350,000	\$350,000	\$0	\$350,000	\$0
Zang Triangle Project	\$7,250,000	\$0	\$7,250,000	\$4,858,607	\$0	\$4,858,607	\$2,391,393
Totals	\$13,050,086	\$1,538,609	\$14,588,695	\$10,658,693	\$1,538,609	\$12,197,301	\$2,391,393

c. The Zone entered into a development agreement with Lang Partners, LLC for the Zang Triangle public improvement project in an amount not to exceed \$7,250,000 and began reimbursing the developer in fiscal year 2012. The developer is anticipated to be paid off by June of 2017.

C. The Zone entered into a development agreement with ATA Apartments Limited Partnership for the Alexan Trinity public improvement project in an amount not to exceed \$4,000,000. Pending completion of the project and upon availability of TIF funds, the developer is anticipated to be paid off by June of 2018.

4. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014	Base Year 1992 Value	Est. Captured Value 2014**
City of Dallas	\$168,670,265	\$40,097,623	\$128,572,642
Dallas County	\$195,016,976	\$40,097,623	\$154,919,353

** Based on Certified Taxable Values. Final values will be determined on February 01, 2015.

5. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Assessment Per \$100	Amount of Estimated 2014 Increment***
City of Dallas	0.79700	\$871,015
Dallas County	0.24310	\$244,796
Total for all Jurisdictions	\$2.35058	\$1,115,811

*** City of Dallas and Dallas County Participate at 85% for tax years 2013 to 2022 and 65% for tax years 2013 to 2016 respectively.

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$1,115,811. For the 2013, the zone collected increment of \$837,005.

City of Dallas, Texas

Oak Cliff Area Gateway Tax Increment Financing District Fund

Balance Sheet as of September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$74,986	\$51,303	\$1,721,013	\$482,293	\$3,907
Interest receivable	\$664	\$81	\$56	\$1,585	\$163
Total assets	<u>\$75,650</u>	<u>\$51,384</u>	<u>\$1,721,069</u>	<u>\$483,878</u>	<u>\$4,071</u>
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$0	\$1,685,000	\$0	\$0
Due to general fund	\$12,165	\$12,165	\$0	\$0	\$0
Advances from developers	\$0	\$0	\$0	\$0	\$1,062,864
Accrued liability	(\$2,879)	(\$2,879)	(\$2,879)	(\$2,879)	(\$2,879)
Total liabilities	<u>\$9,286</u>	<u>\$9,286</u>	<u>\$1,682,121</u>	<u>(\$2,879)</u>	<u>\$1,059,984</u>
Fund Balance (Deficit):					
Fund Balance (Deficit)	<u>\$66,364</u>	<u>\$42,098</u>	<u>\$38,949</u>	<u>\$486,758</u>	<u>(\$1,055,914)</u>
Total Liabilities and Fund Equity	<u>\$75,650</u>	<u>\$51,384</u>	<u>\$1,721,069</u>	<u>\$483,878</u>	<u>\$4,071</u>
	\$0	\$0	\$0	\$0	\$0

Oak Cliff Area Gateway Tax Increment Financing District Fund

Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)

For the Period September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$5,998,776	\$667,459	\$811,126	\$433,545	\$516,230	\$450,588
Tax increment-Intergovernmental	\$6,198,210	\$169,546	\$1,586,058	\$836,965	\$997,827	\$903,398
Interest income	\$402,164	\$961	\$3,549	\$5,010	\$1,584	\$4,738
Grant from City/Developer contribution	\$309,480	\$0	\$0	\$0	\$184,480	\$0
Net increase(decrease) in fair value of investments	\$5,402	(\$409)	(\$1,135)	(\$188)	\$1,374	(\$2,917)
Total revenues	<u>\$12,914,032</u>	<u>\$837,556</u>	<u>\$2,399,598</u>	<u>\$1,275,332</u>	<u>\$1,701,495</u>	<u>\$1,355,807</u>
Expenditures:						
Administrative expenses	\$700,461	\$0	\$36,132	\$38,141	\$52,465	\$62,311
Non-Capital outlay	\$6,963,843	\$438,290	\$2,360,317	\$177,398	\$0	\$0
Capital outlay	\$3,807,405	\$375,000	\$0	\$1,507,602	\$0	\$0
Interest and fiscal charges	\$1,376,146	\$0	\$0	\$0	\$106,359	\$114,155
Total expenditures	<u>\$12,847,855</u>	<u>\$813,290</u>	<u>\$2,396,449</u>	<u>\$1,723,141</u>	<u>\$158,824</u>	<u>\$176,466</u>
Excess (Deficiency) of Revenues over Expenditures	<u>\$66,176</u>	<u>\$24,266</u>	<u>\$3,149</u>	<u>(\$447,809)</u>	<u>\$1,542,671</u>	<u>\$1,179,341</u>
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$42,098	\$38,949	\$486,758	(\$1,055,914)	(\$2,235,255)
Prior period restatement	\$188	\$0	\$0	\$0	\$0	\$0
Fund balance (Deficit) at beginning of year, as restated	<u>\$188</u>	<u>\$42,098</u>	<u>\$38,949</u>	<u>\$486,758</u>	<u>(\$1,055,914)</u>	<u>(\$2,235,255)</u>
Fund balance (deficit) at end of year	<u>\$66,364</u>	<u>\$66,364</u>	<u>\$42,098</u>	<u>\$38,949</u>	<u>\$486,758</u>	<u>(\$1,055,914)</u>

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with updated financial statements.

City of Dallas, Texas
Oak Cliff Gateway Area Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014
(Unaudited)

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The Zone's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$1,609,892 (in current \$) over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the General Fund in fiscal year 1998-99. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. At fiscal year end, the Zone had a developer obligation outstanding in the amount of \$2,391,393 for the Zang Triangle public improvement and grant project.
6. All project costs resulting in capital improvements that are owned by the City of Dallas are capitalized.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 Q R and T– V

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Four, (Cedars TIF District), submitted by the Cedars TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 21492 on December 9, 1992, establishing Tax Increment Financing Reinvestment Zone Number Four, (Cedars TIF District), as amended. On April 9, 1997, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 23092, as amended.

The Cedars TIF District's 2014 assessed taxable value was \$86,033,434. This represents an increase of \$50,732,674 (143.7%) over the 1992 base year value and a \$10,222,615 (13.5%) increase over the previous year's total. With the participation of the City and Dallas County the increase over the base year value will result in the collection of approximately \$456,522 in total incremental revenue for the District.

PRIOR ACTION/REVIEW (COUNCIL. BOARDS, COMMISSIONS)

On December 9, 1992, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Four, the Cedars TIF District by Ordinance No. 21492, as amended.

On April 9, 1997, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Cedars TIF District by Ordinance No. 23092, as amended.

On December 8, 2014, the Cedars TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's FY 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Four, ("Cedars TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Cedars area pursuant to Ordinance No. 21492, authorized by the City Council on December 9, 1992, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on April 9, 1997, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Cedars TIF District by Ordinance No. 23092, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 8, 2014, the Cedars TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Four and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Four, (Cedars TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Four to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

Cedars TIF District FY 2014 Annual Report

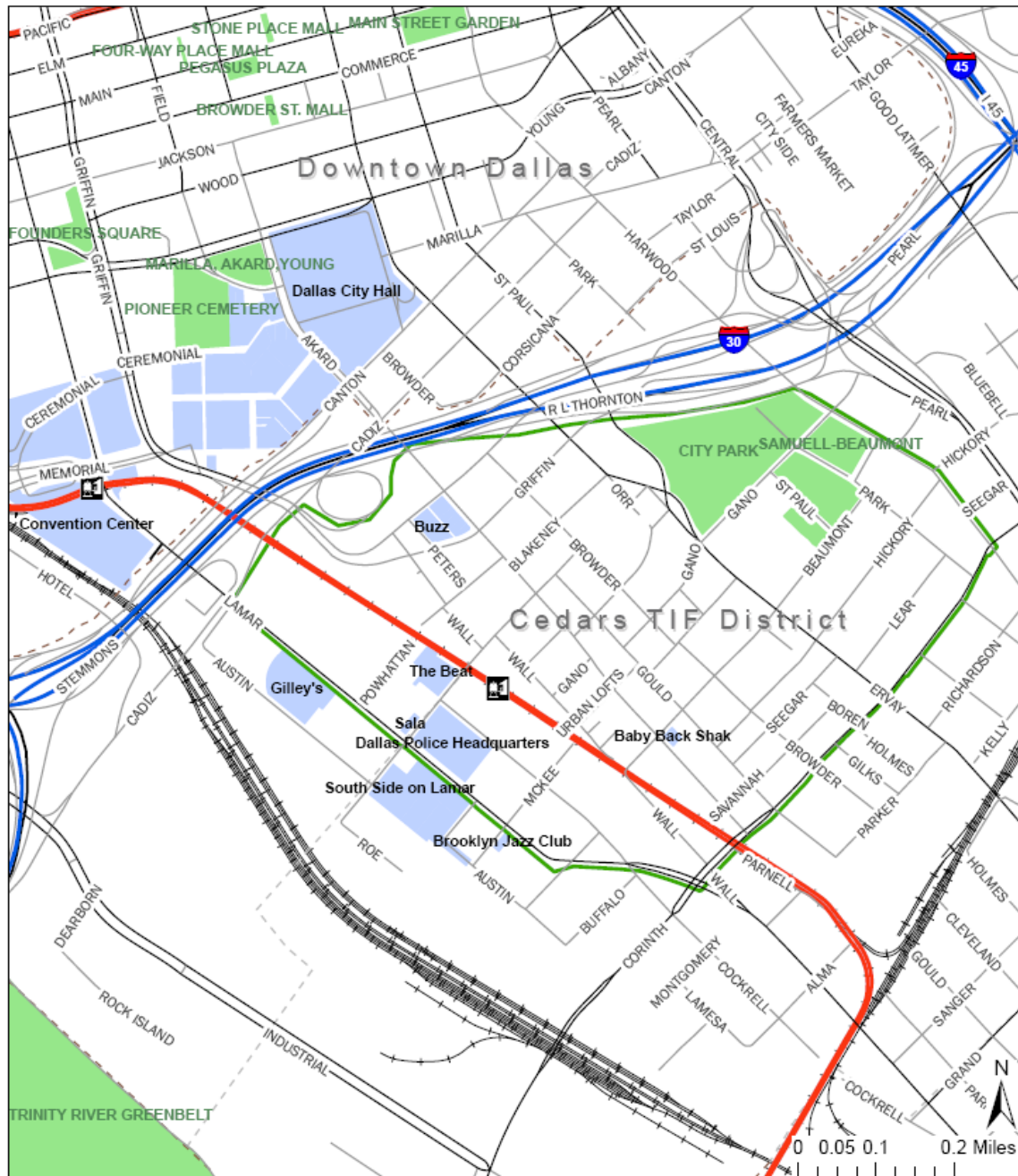


City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-4551
<http://www.dallas-ecodev.org/>

October 1, 2013 to September 30, 2014

Cedars Tax Increment Financing District



Cedars TIF District

- Cedars DART Station
- Cedars TIF Boundary
- DART Red Line



City of Dallas

Office of Economic Development
October 2008

Table of Contents

Mission	4
District Accomplishments	4
Past, Current and Anticipated Projects.....	6
Value and Increment Revenue Summary.....	10
Objectives, Programs and Success Indicators	10
Year-End Summary of Meetings	17
Pending TIF Items.....	19
Budget and Spending Status.....	19
FY 2015 Work Program.....	20
Appendix: Financials	21

Mission

The mission of the Cedars TIF District is to capitalize on its proximity to Downtown Dallas and major transportation arteries to attract new residential and commercial development, facilitate growth and increase its tax base.

The Dallas City Council established the Cedars TIF District and the Board of Directors by Ordinance No. 21492, on December 9, 1992, as amended. The TIF District took effect on January 1, 1993 and is scheduled to terminate on December 31, 2022 (including collection of the 2022 increment in calendar year 2023 and any related matters to be concluded in 2023).

The District's participating taxing jurisdictions are the City of Dallas, Dallas County, Dallas County Hospital District (DCHD) and Dallas Independent School District (DISD). The annual participation rates for the taxing jurisdictions are as follows:

- The City's annual participation rate was 100% in 1993 through 2012. Its participation rate will decrease to 90% in 2013 and thereafter.
- Dallas County's participation rate was 65% in 1993 through 2012. The county's annual participation rate will increase to 75% in 2013 and thereafter.

DCHD's participation rate was 65% in 1993 through 2012.

- DISD's County's participation rate was 50% in 1993 through 2012.

District Accomplishments

Since the District's creation City Council has approved nine projects and two initiatives for TIF funding (please refer to the Past, Current and Anticipated Projects section on Pages 5 – 7).

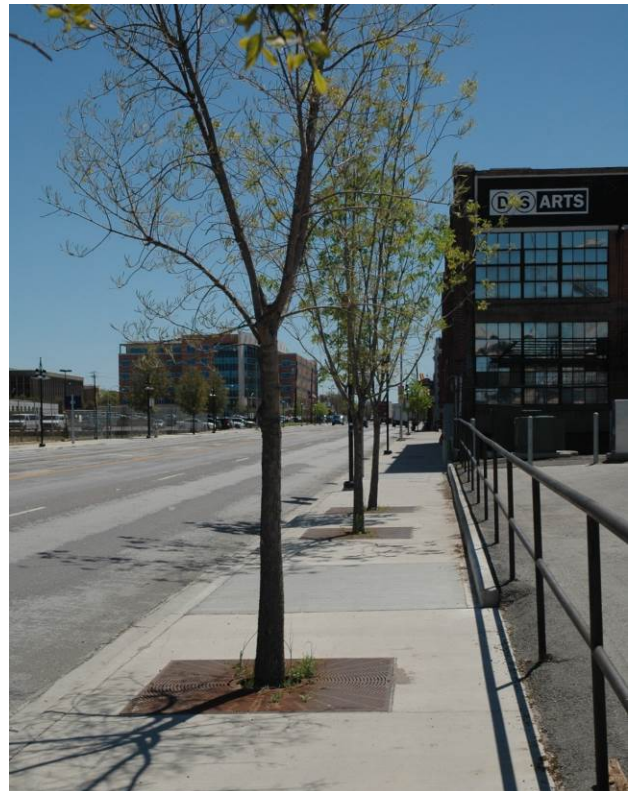
On June 22, 2011, City Council approved an amendment to the Cedars TIF District Project Plan and Reinvestment Zone Financing Plan to:

1. Extend the term of the TIF District for a 10 year period from December 31, 2012 through December 31, 2022;
2. Decrease the City of Dallas' participation after tax year 2012 from 100% to 90%;
3. Direct the City Manager to negotiate an increase in Dallas County's participation rate after tax year 2012 from 65% to 75%; and
4. Amend the Cedars TIF Infrastructure Improvements - Street Construction/ Streetscape/ Water/Wastewater/ Drainage Improvements/ East-West Corridor

Construction budget line item to include Public Open Spaces and Economic Development Grants.

The term extension will allow for additional development activities which are needed to continue the District's revitalization. It would also increase the District's ability to expend its budget of \$7,216,097 (net present value) and satisfy the goal of redeveloping the area into an attractive business and residential community that can serve as a vital connection between Downtown Dallas and the rest of City.

Additionally, the planning and design work for a 2006 Bond project that will extend Bellevue Street from Akard Street to Ervay Street continued during the fiscal year. It is anticipated the extension will improve the east-west flow of traffic through the District. The 1400 Bellevue project, which was approved for TIF funding in FY 2011, will be located along the street's new segment.



The Southside Pedestrian Improvement Project –
Lamar Street Before and After Utility Pole Removal
(Source: DART)

Past, Current and Anticipated Projects

Projects Within the TIF District Utilizing TIF Funding ¹						
Project	Location	Calendar Year Complete	Status	Units/Square Feet ²	Approximate Investment / Assessed Value ³	TIF Investment ⁴
Metroplex Greenhaven Landscaping Service	1919 South Harwood Street	2002	Complete	11,368 square feet	\$477,610 (assessed value)	\$12,089
McKee Row Homes I	1500-1510 McKee Street	2005	Complete	6 row homes	\$790,950 (assessed value)	\$143,350
McKee Row II	1512-1516 McKee Street	2006	Complete	3 row homes	\$348,040 (assessed value)	\$10,045
Seegar Row Homes	1525-1603 Seegar Street	2006	Complete	7 row homes	\$806,140 (assessed value)	\$25,000
Buzz	1111 South Akard Street	2007	Complete	49 condos	\$7,308,730 (assessed value)	\$459,061
Millers Ferry Row	1803-1823 South Ervay Street, 1602 Beaumont Street and 1817 Millers Ferry Row	2007	Complete	13 row homes	\$2,191,650 (assessed value)	\$185,490
The Beat at South Side Station	1001 Bellevue Street	2009	Complete	75 condos	\$12,990,550 (assessed value)	\$798,257
1400 Bellevue	1401 Browder Street	2015	Under construction	164 apartments, and 5,000 square feet of flex space	\$22,923,615 (approximate investment)	\$1,657,916
Bellevue Browder District-wide Improvements	Along Bellevue Street from Browder Street to South Akard Street; Gould Street from Bellevue Street to Sullivan Drive; Browder Street from Bellevue Street to Sullivan Drive; and Sullivan Drive from Browder Street to South Ervay Street	2015	Under construction	N/A	\$848,746 (approximate investment)	\$441,225

Projects Within the TIF District Utilizing TIF Funding ¹ (continued)						
Project	Location	Calendar Year Complete	Status	Units/Square Feet ²	Approximate Investment / Assessed Value ³	TIF Investment ⁴
Plaza Hotel	1011 South Akard Street	2015	Planned	220 hotel rooms and 1,800 square feet of commercial space	\$34,085,071 (approximate planned investment)	\$2,285,071
Galleries on Hickory	1509, 1513, 1517, 1521 and 1527 Hickory St; and 1814, 1818 and 1820 Browder St	TBD	Under construction	18 detached single-family units (for sale)	\$6,931,700 (approximate investment)	\$490,700
Subtotal				335 residential units, 220 hotel rooms, and 18,168 square feet of retail and flex space	\$89,702,802	\$6,508,204

Projects Within the TIF District Utilizing Tax Abatements ¹						
Project	Location	Calendar Year Complete	Status	Units/Square Feet ²	Approximate Investment / Assessed Value ³	TIF Investment ⁴
1210 South Lamar ⁵	1210 South Lamar	TBD	Under construction	290 apartments and 6,560 square feet of retail space	\$39,536,000 (approximate investment)	\$1,938,897
Subtotal				290 residential units and 6,560 square feet of retail space	\$39,536,000	\$1,938,897

Projects Within the TIF District Not Utilizing TIF Funding ⁶						
Project	Location	Calendar Year Complete	Status	Units/Square Feet ²	Approximate Investment / Assessed Value ³	TIF Investment ⁴
1519 Beaumont St	1519 Beaumont Street	1995 and 2010	Complete	5 apartments	\$1,205,490 (assessed value)	\$0
Cedars Corner (Hotel Newland)	1108 South Akard Street	1998	Complete	20 apartments	\$535,960 (assessed value)	\$0
Dallas Police Association Headquarters ⁷	1412 North Griffin Street	2003	Complete	11,150 square feet	\$645,640 (assessed value)	\$0
Resource One CU expansion	1200 Bellevue Street	2003	Complete	13,430 square feet	\$470,050 (assessed value)	\$0
Dallas Police Headquarters ⁷	1400 South Lamar Street	2003	Complete	358,758 square feet	\$16,922,620 (assessed value)	\$0
Cedars Social	1326 South Lamar Street	2005	Complete	3,000 square feet	\$42,250 (assessed value)	\$0
Urban Lofts – Akard	1203-1223 and 1204-1218 Urban Lofts Drive	2008	Complete	15 town homes	\$2,896,680 (assessed value)	\$0
Off the Bone BBQ	1734 South Lamar Street	2008	Complete	829 square feet	\$123,700 (assessed value)	\$0
Edison's	1724 Cockrell Avenue	2008	Complete	15,000 square feet	\$589,340 (assessed value)	\$0
Urban Lofts – Wall	Hyde Court (Wall Street & McKee Street)	TBD	Planned	12 town homes	\$2,700,000 (approximate planned investment)	TBD
Dallas Heritage Village Education & Visitor Center Expansion ⁷	1515 South Harwood Street	TBD	Planned	9,000 square feet	\$5,000,000 (approximate planned investment)	TBD
Subtotal				52 residential units; 383,338 square feet of office space; and 27,829 square feet of commercial space	\$31,131,730	\$0

Projects Adjacent to the TIF District ⁶						
Project	Location	Calendar Year Complete	Status	Units/Square Feet ²	Approximate Investment / Assessed Value ³	TIF Investment ⁴
Southside on Lamar (includes the Urban Market on its lower level)	1409 South Lamar Street	2001	Complete	455 loft apartments and 2,000 square feet of retail	\$29,800,500 (assessed value)	\$0
Gilley's	1135 South Lamar Street	2003	Complete	91,650 square feet	\$2,850,000 (assessed value)	\$0
Poor David's Pub	1319 South Lamar Street	2004	Complete	5,382 square feet	\$197,970 (assessed value)	\$0
Club Jos Rieles	1701 South Lamar Street	2005	Complete	4,840 square feet	\$300,000 (assessed value)	\$0
DCCCD Offices ⁷	1601 South Lamar Street	2008	Complete	83,383 square feet	\$4,096,250 (assessed value)	\$0
The Dallas Convention Center Hotel (Omni Dallas Hotel)	555 South Lamar Street	2011	Complete	1,001 hotel rooms	\$200,000,000 (assessed value)	\$0
NYLO Dallas South Side Hotel	1325 South Lamar Street	2012	Complete	76 hotel rooms	\$5,164,720 (assessed value)	\$0
Subtotal				455 residential units; 103,872 square feet of commercial space; 83,383 square feet of office space; and 1,001 hotel rooms	\$242,409,440	\$0
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). ⁴ Principal amount that is not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown ⁵ Project is receiving a ten-year real property tax abatement from the City. ⁶ Selected significant projects included. ⁷ Project is tax-exempt; value given is either DCAD market value or an approximation of the anticipated market value.						

TIF District Initiatives				
Activity	Scope	Status	Investment	Source
Cedars Traffic Study	Whole District	Complete	\$88,149	Cedars TIF funds
South Side Pedestrian Improvement Project (funded through a Sustainable Development Grant from NCTCOG using federal Congestion Mitigation and Air Quality funds (CMAQ))	South Lamar Street and Belleview Street	Complete	\$4,532,170	Federal grant
			\$500,000	1995 Bond funds (local match)
			\$66,521	Cedars TIF funds (approved in FY 2007)
			\$566,521	Matthews Southwest
			\$230,000	1998 Bond funds
			\$207,830	Cedars TIF funds / District-wide Improvements Set-aside (approved in FY 2012)
			\$207,830	Matthew Southwest (additional match)
Total:			\$6,399,021	

Value and Increment Revenue Summary

The Cedars TIF District's 2014 assessed taxable value was \$86,033,434. This represents an increase of \$50,732,674 (143.7%) over the 1992 base year value and a \$10,222,615 (13.5%) increase over the previous year's total. With the participation of the City and Dallas County the increase over the base year value will result in the collection of approximately \$456,522 in total incremental revenue for the District.

Objectives, Programs and Success Indicators

The Cedars Final Project Plan and Reinvestment Zone Financing Plan was approved on April 9, 1997. The Plan has been amended three times, most recently on June 22, 2011. Its defined development goals are summarized below:

- Improve the infrastructure within and adjacent to the district to promote new investment

On October 23, 2013, City Council approved up to \$490,700 in TIF Funding for the Galleries on Hickory project. The project will include infrastructure and streetscaping improvements at: (1) 1509, 1513, 1517, 1521 and 1527 Hickory Street; (2) 1814, 1818, and 1820 Browder Street; (3) the adjoining alley between Browder Street and Ervay Street; (4) along Hickory Street beyond

the project site; and (5) a second alley between Beaumont Street and Hickory Street.

On September 25, 2013, City Council approved up to \$441,225 in TIF Funding for the Belleview Browder District-wide Improvements project. The project will include the construction of several needed public improvements (franchise utility relocation, street lighting, street improvements, streetscape improvements and water-wastewater/drainage improvements) that were not included in the 1400 Belleview project's original scope of work. These improvements will replace sub-standard public infrastructure and provide much of the needed infrastructure to allow the redevelopment of approximately 6.05 acres of property that is adjacent to the project.

On September 25, 2013, City Council approved up to \$2,285,071 in TIF Funding for the Plaza Hotel project which will include infrastructure and streetscape improvements along South Akard Street and West Griffin Street.

Oncor finished the utility relocation for the Southside Pedestrian Improvement project during FY 2013. This completed the \$6.3 million initiative which started in 2000. On June 27, 2012, City Council approved up to \$207,830 in additional TIF funding in the form of a match for cost overruns related to project. Matthew Southwest also agreed to contribute up to an additional \$207,830 to address the cost overruns. City Council previously approved \$66,521 in TIF funding for the project on May 23, 2007. This leveraged approximately \$5,098,691 in private and federal funds for sidewalk and streetscape improvements on Lamar Street and along Belleview Street from the Convention Center to the Cedars DART station.

On June 22, 2011, City Council approved up to \$1,657,916 in TIF funding for the 1400 Belleview project which will include infrastructure improvements along Belleview Street from Browder Street to Akard Street, Gould Street from Belleview Street to Sullivan Street, and Browder Street from Belleview Street to Sullivan Street.

On April 11, 2007, City Council approved up to \$192,000 in TIF funding for the Millers Ferry Row Town Homes project which included streetscape improvements along Ervay Street. The project was completed during FY 2007.

On August 9, 2006, City Council approved up to \$1,500,000 in TIF funding for The Beat at South Side Station project which included street and streetscape improvements on Belleview Street, Lamar Street, and Powhattan Street. On August 27, 2008, City Council approved an extension for the deadlines to complete the project and reduced its TIF funding by \$700,000. The project was completed during FY 2009.

On September 14, 2005, City Council approved up to \$564,462 in TIF funding for the Buzz Condominiums project which included street and streetscape

improvements on Akard Street and Griffin Street. On November 29, 2006, the Cedars TIF Board approved an extension for the deadlines to complete the project and reduced its TIF funding by \$100,000. The project was completed during FY 2007.

- Add 700 residential units

Within the District: 193 residential units have been completed, 472 are under construction and 12 are planned for a total of 677 units that have been completed, under construction or planned within the District. This represents 96.7% of the goal. Multifamily developers have continued to show interest in the district, both for town home style developments and more dense mid to high-rise developments.

Adjacent to the District: South Side on Lamar added 455 residential units to the area.

Total: To date 648 residential units have been completed within or adjacent to the District. An additional 472 residential units are currently under construction while 12 others are planned.

The first of 18 units that will
comprise the Galleries on
Hickory Project
(Source: City of Dallas)

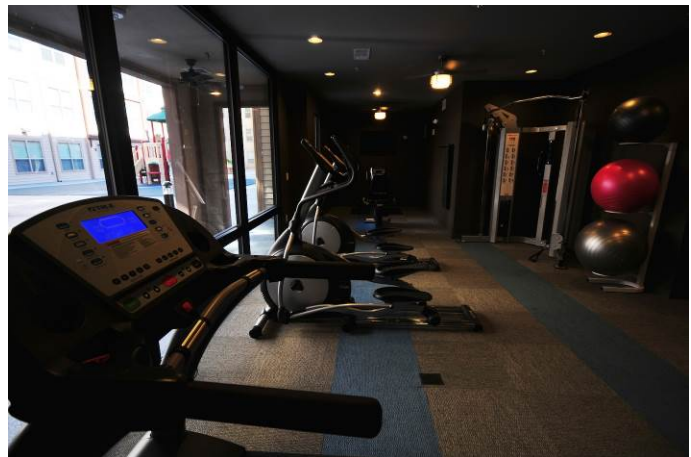




The 1400 Bellevue Project Near Completion
(Source: 1400 Bellevue GP, LLC)



The 1400 Bellevue Project's Courtyard
(Source: 1400 Bellevue GP, LLC)



The 1400 Bellevue Project's Fitness Center
(Source: 1400 Bellevue GP, LLC)



The 1400 Bellevue Project's Clubroom
(Source: 1400 Bellevue GP, LLC)

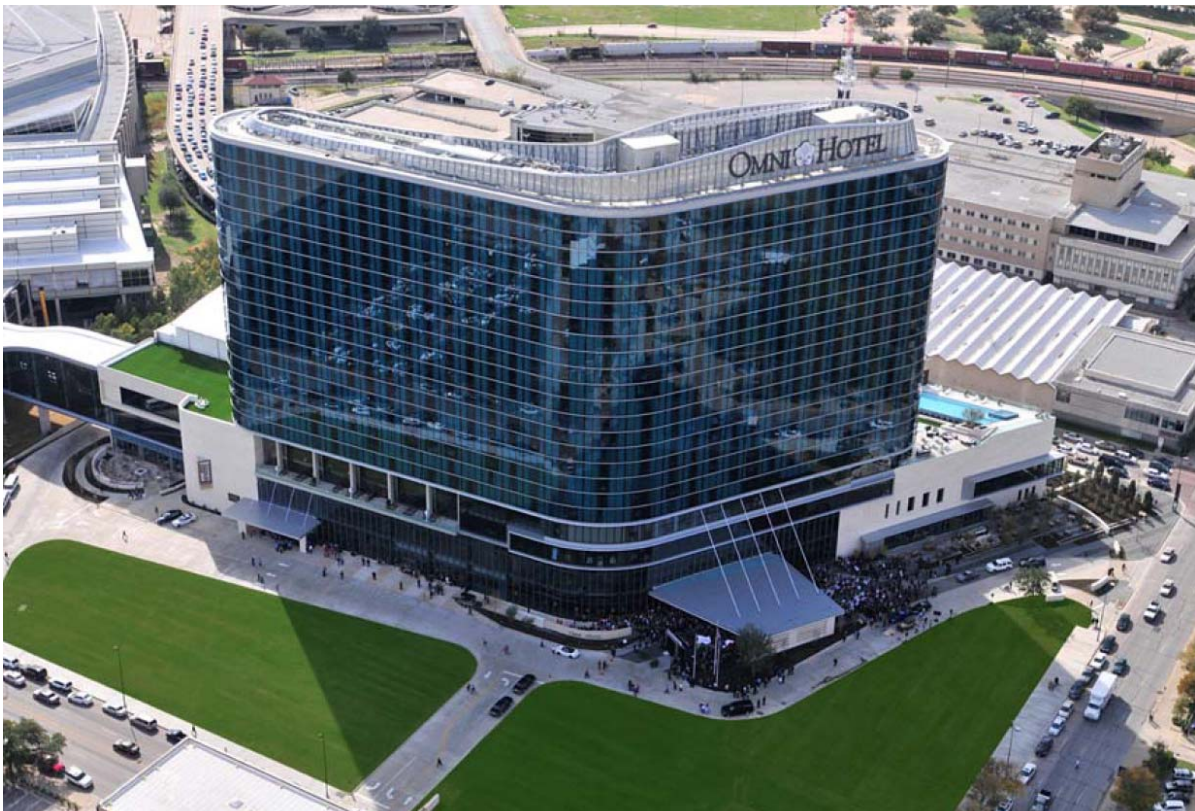
- Add 400 hotel/motel rooms

Within the District: On September 25, 2013, City Council approved up to \$2,285,071 in TIF funding for the Plaza Hotel project. It will include 220 hotels rooms upon its completion. This represents 55.0% of the goal.

Adjacent to the District: The NYLO Dallas South Side Hotel, which is located at the northwest corner of Lamar Street and Bellevue Street, opened in August 2012. The boutique-style hotel contains 76 guest rooms.

The Dallas Convention Center Hotel, which is located north of the District along Lamar Street, opened during the first quarter of FY 2011. The 4-star hotel features 1,001 guest rooms, 100,000 square feet of meeting space and multiple dining options.

Total: To date 1,077 motel/hotel rooms have been completed within or adjacent to the District. Currently there are no additional hotel/motel rooms under construction. An additional 220 are planned.



The Dallas Convention Center Hotel
(Source: www.dallasnews.com)

- Add 55,000 square feet of retail space

Within the District: On September 25, 2013, City Council approved up to \$2,285,071 in TIF funding for the Plaza Hotel project. It will include approximately 1,800 square feet of commercial space within repurposed shipping containers on the southeast corner of the hotel's parking lot

Cedars Social opened in October 2010. It is located on the northeast corner of Lamar Street and Bellevue Street within the building that was vacated by Sala. The renovated restaurant represents approximately 3,000 square feet of retail space that was retained in the District.

Off the Bone Barbeque, which is located at 1734 South Lamar Street, enclosed its patio space during FY 2011. The renovation enabled the restaurant to nearly double its size TO 829 square feet.

Metroplex Greenhaven Landscaping Service (located at 1919 South Harwood Street) added 11,368 square feet of retail space within the District since its creation while Edison's reception hall (located at 1725 Cockrell Avenue) added 15,000 square feet.

Upon its completion the 1400 Bellevue project will add approximately 5,000 square feet of flex space within the District. The expansion of the Dallas Heritage Village Education & Visitor Center is expected to add 9,000 square feet of retail space while the planned project at 1210 South Lamar Street will add 6,560.

Adjacent to the District: Gilley's, which is located at 1135 South Lamar Street, added approximately 91,650 square feet of entertainment space immediately southwest of the District. The venue was completed in 2001.

Poor David's Pub, which is located at 1707 South Lamar Street, added approximately 5,382 square feet of entertainment space just southwest of the District. The venue was completed in 2004.

Club Jos Rieles, which opened during the fiscal year at 1701 South Lamar Street, allowed approximately 4,840 square feet of entertainment space to be retained immediately southwest of the District. The entertainment space was previously occupied by the Bellagio Entertainment Center and Brooklyn Jazz Café.

Urban Market opened at 1409 South Lamar on the lower level of Southside on Lamar in September 2008. Its opening added 2,000 square feet of grocery store space adjacent to the district.

Total: To date 135,869 square feet of retail, entertainment and flex space has been completed or is under construction within or adjacent to the

District. Currently an additional 5,000 square feet of retail, entertainment and flex space is under construction. An additional 9,000 square feet is planned.

- Add 300,000 square feet of service center/flex office space

Within the District: A total of 24,000 square feet of service center/flex office space (or 5 percent of the goal) has been added.

Adjacent to the District: South Side on Lamar continues to serve the service center/flex office market within its development. Additionally, the Dallas County Community College District (DCCCD) completed its renovation of 1601 South Lamar Street, adding 83,363 square feet of office space and improvements along the corridor.

Total: To date 107,363 service center/flex office space has been completed within or adjacent to the District. Currently there are no additional service center/flex office space under construction or planned.



Dallas County Community College District
(Source: www.corgan.com)

Year-End Summary of Meetings

Based on amended composition the Cedars TIF Board can consist of up to nine members, including six City of Dallas appointees and one appointee each from Dallas County, the Dallas Independent School District (DISD) and the Dallas County Hospital District appointee (DCHD). The TIF Board, which consisted of the following members, met twice during the fiscal year:

- Michael J. Barrett, City appointee (attended 2 of 2 meetings)
- Chase Evans, City appointee (attended 1 of 2 meetings)
- Jill B. Louis, City appointed (attended 2 of 2 meetings)
- Kenneth D. Martin, Vice Chair and City appointee (attended 2 of 2 meetings)
- Mark R. Stephens, City appointee (attended 2 of 2 meetings)
- Jack Wierzenski, Chair and City appointee (attended 2 of 2 meetings)
- Rick Loessberg, Dallas County appointee (attended 0 of 2 meetings)
- Orlando Alameda, DISD appointee (attended 1 of 2 meetings)
- Sue Pickens, DCHD (attended 2 of 2 meetings)

The Dallas City Council approved six items during the fiscal year related to the District. The items are summarized below:

- On October 23, 2013, the City Council approved Resolution Number 13-1862, authorizing a development agreement with Dig It! Development, LLC to dedicate future Cedars TIF District revenues in an amount not to exceed \$490,700 for eligible project costs related to infrastructure, streetscaping, and landscaping improvements located at: (1) 1509, 1513, 1517, 1521 and 1527 Hickory Street; (2) 1814, 1818, and 1820 Browder Street; (3) the adjoining alley between Browder Street and Ervay Street; (4) along Hickory Street beyond the project site; and (5) a second alley between Beaumont Street and Hickory Street in Tax Increment Financing Reinvestment Zone Number Four (Cedars TIF District) - Not to exceed \$490,700 - Financing: Cedars TIF District Funds
- On October 23, 2013, the City Council approved Resolution Number 13-1863, declaring the intent of Tax Increment Financing Reinvestment Zone Number Four (Cedars TIF District) to reimburse Dig It! Development, LLC up to \$490,700 for certain TIF-eligible project costs related to infrastructure, streetscaping, and landscaping improvements located at: (1) 1509, 1513, 1517, 1521 and 1527

Hickory Street; (2) 1814, 1818, and 1820 Browder Street; (3) the adjoining alley between Browder Street and Ervay Street; (4) along Hickory Street beyond the project site; and (5) a second alley between Beaumont Street and Hickory Street in the Cedars TIF District - Financing: No cost consideration to the City

- On December 11, 2013, the City Council approved Resolution Number 13-2058, authorizing a New Markets Tax Credit (NMTC) transaction, between the Dallas Development Fund and its subsidiaries, J.P. Morgan Chase and its subsidiaries, and Vogel Alcove and its affiliates for the renovation of property located at 1738 Gano Street, and additional operating expenses to support an expansion by Vogel Alcove - Financing: This action has no cost consideration to the City
- On January 22, 2014, the City Council approved Resolution Number 14-0218, authorizing a 90 percent real property tax abatement agreement for 10 years with Cherokee Lamar Associates LLC (Cherokee) located on 3.9 acres within Reinvestment Zone Number Four located at 1210 South Lamar in Dallas pursuant to the City's Public/Private Partnership Program - Revenue: First year revenue estimated at \$21,543; ten-year revenue estimated at \$215,433 (Estimated revenue foregone for ten year real property tax abatement estimated at \$1,938,897)
- On February 26, 2014, the City Council approved Resolution Number 14-0374, accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Four, (Cedars TIF District), submitted by the Cedars TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
- On June 11, 2014, the City Council approved Resolution Number 14-0928, authorizing acquisition from Matthews CCH Partners, L.P., of approximately 22,478 square feet of land improved with two buildings located near the intersection of Belleview and Browder Streets for the widening and extension of Belleview Street – Not to exceed \$221,000 (\$215,810, plus closing costs and title expenses not to exceed \$5,190) - Financing: General Obligation Commercial Paper Funds

Pending TIF Items

The pending items for the Cedars TIF District include the following:

- Approval of the FY 2014 Annual Report

Budget and Spending Status

The Cedars TIF District's Project Plan and Reinvestment Zone Financing Plan established a budget for the public improvement expenditures that are necessary to support private investment. The District's budget and spending to date are provided on the following charts:

Cedars TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget (Total Dollars)	Allocated	Balance
Infrastructure Improvements - Street Construction/Streetscape/Water/Wastewater/Drainage Improvements/East-West Corridor Construction/ Public Open Spaces/ Economic Development Grants	\$20,110,586	\$6,870,704	\$13,239,882
Environmental Remediation	\$1,000,000	\$0	\$1,000,000
Education/Educational Facility Improvements/Public Improvements Adjacent to Educational Facilities	\$1,500,000	\$0	\$1,500,000
Administration and Implementation*	\$1,187,237	\$764,415*	\$422,822
Total Project Costs	\$23,797,823	\$7,635,119	\$16,162,704
<p><i>The Cedars TIF term was extended by a ten-year period and is now set to terminate in 2022. Estimated TIF Collections show potential capacity in the district based on current projections, not actual current cash status. Actual capacity to be determined by new construction. Values adjusted as of September 30, 2014 to reflect current projections.</i></p> <p><i>*TIF administration costs shown are expensed through FY 2014.</i></p>			

Cedars TIF District Project Plan Budget	
Category	TIF Budget (NPV)
Infrastructure Improvements – Street Construction/Streetscape/Water/Wastewater/Drainage Improvements/East-West Corridor Construction/Public Open Spaces/Economic Development Grants	\$4,356,097
Environmental Remediation	\$1,000,000
Education/Educational Facility Improvements/Public Improvements Adjacent to Educational Facilities	\$1,500,000
Administration and Implementation	\$360,000
Total Project Costs	\$7,216,097
<i>All values discounted to 1992 dollars at 5.00% annually. Actual expenditures will depend on the timing of project costs.</i>	

FY 2015 Work Program

The FY 2015 Work Program for the Cedars TIF District includes:

- Continue working with the Public Works and Transportation Department to finalize the alignment design for the Belleview Street extension between Akard and Ervay Streets.
- Continue encouraging development projects within the District in accordance with its final Project Plan and Reinvestment Zone Financing Plan.

Appendix: Financials

City of Dallas, Texas							
Cedars Tax Increment Financing District							
Reinvestment Zone Number Five							
As of September 30, 2014							
Chapter 311.016 of V.C.T.A. requires the following							
as part of the annual report on the status of the TIF							
Information is contained in detail on the attached							
financial statements.							
1. Amount and source of revenue in the tax increment fund established for the zone:							
\$4,777 Interest Income							
\$441,896 Ad Valorem Taxes (Collected in FY'203-14 based on 2013 Final Tax Roll)							
<u>\$446,673</u> Total Revenue							
2. Amount and purpose of expenditures from the fund:							
\$0 Administrative Expense							
\$0 Non-Capital outlay							
\$754,319 Capital outlay *							
\$0 Interest and fiscal charges							
<u>\$754,319</u> Total Expenditures							
* Capital outlay during FY'2013-14 was for the following projects:							
McKee Street Public Imp. \$0							
1400 Belleview Public Improvements \$754,319							
<u>Total</u> <u>\$754,319</u>							
3. a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:							
Cedars TIF District has incurred no bonded indebtedness as of September 30, 2014.							
b. The zone has reimbursed the following obligations from available TIF funds as of September 30, 2014:							

f. The Zone entered into an agreement with TEOF Hotel LLC to dedicate an amount not to exceed \$2,285,071 for the Plaza Hotel project. Reimbursement of up to \$1,000,000 for the project's public infrastructure improvements will be made pursuant to an approved monthly draw schedule and/or submission of invoices for completed work, subject to the availability of TIF funds. After the project's completion, the reimbursement of \$1,285,071 for TIF-eligible project costs will be made in in five annual payments of \$257,014, subject to the availability of TIF funds.				
g. The Zone entered into a development agreement with Dig It! Development, LLC to dedicate an amount not to exceed \$490,700 for the Galleries on Hickory project. Reimbursement of the project's TIF-eligible project costs will begin after its completion, subject to the availability of TIF funds.				
4. Tax increment base and current captured appraised value retained by the Zone:				
	Taxable	Base Year	Est. Captured	
Taxing Jurisdiction	Value 2014	1992 Value	Value 2014**	
City of Dallas	\$86,033,434	\$35,300,760	\$50,732,674	
Dallas County	\$86,098,434	\$35,300,760	\$50,797,674	
** Based on Certified Tax Values. Final values will be determined on February 01, 2015.				
5. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:				
A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:				
			Amount of	
		Assessment	Estimated 2014	
Taxing Jurisdiction		Per \$100	Increment	
City of Dallas		0.71730	\$363,905	
Dallas County		0.18233	\$92,617	
Total for all Jurisdictions		\$0.89963	\$456,522	
B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$456,522. For the 2013 tax year, the zone collected \$441,896 in increment.				

City of Dallas, Texas						
Cedars Tax Increment Financing District Fund						
Balance Sheet as of September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:						
Pooled cash and cash equivalents		\$1,452,160	\$2,217,696	\$2,516,226	\$1,771,667	\$1,870,275
Interest receivable		\$2,392	\$2,500	\$2,702	\$5,459	\$9,779
Total assets		\$1,454,552	\$2,220,197	\$2,518,928	\$1,777,126	\$1,880,054
Liabilities and Fund Balance (Deficit):						
Liabilities:						
Accounts and contracts payable		\$0	\$459,760	\$0	\$4,145	\$0
Due to general fund		\$12,770	\$12,770	\$0	\$0	\$0
Accrued liability		\$9,059	\$7,297	\$0	\$0	\$0
Total liabilities		\$21,829	\$479,828	\$0	\$4,145	\$0
Fund Balance (Deficit):						
Fund Balance - Restricted		\$1,432,723	\$1,740,369	\$2,518,928	\$1,772,981	\$1,880,054
Total Liabilities and Fund Equity		\$1,454,552	\$2,220,196	\$2,518,928	\$1,777,126	\$1,880,054
		(\$0)	(\$0)	(\$0)	(\$0)	(\$0)

City of Dallas, Texas						
Cedars Tax Increment Financing District Fund						
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)						
For the Period September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$3,185,472	\$325,263	\$307,123	\$355,544	\$352,926	\$376,069
Tax increment-Intergovernmental	\$2,611,333	\$116,633	\$377,101	\$435,454	\$419,909	\$490,276
Interest income	\$173,656	\$7,090	\$11,682	\$11,300	\$13,403	\$17,941
Grant from City	\$125,000	\$0	\$0	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	(\$4,038)	(\$2,313)	(\$2,684)	(\$229)	\$563	(\$5,159)
Total revenues	\$6,091,422	\$446,673	\$693,223	\$802,068	\$786,802	\$879,127
Expenditures:						
Administrative expenses	\$764,415	\$0	\$59,414	\$50,226	\$72,345	\$44,477
Non-Capital Outlay	\$209,309	\$0	\$0	\$861	\$0	\$0
Capital outlay	\$3,681,776	\$754,319	\$1,412,368	\$5,033	\$821,530	\$0
Interest and fiscal charges	\$3,472	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$4,658,972	\$754,319	\$1,471,782	\$56,121	\$893,875	\$44,477
Excess (Deficiency) of Revenues over Expenditures	\$1,432,451	(\$307,646)	(\$778,559)	\$745,947	(\$107,073)	\$834,650
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$1,740,369	\$2,518,928	\$1,772,981	\$1,880,054	\$1,045,404
Prior period restatement	\$272	\$0	\$0	\$0	\$0	\$0
Fund balance (Deficit) at beginning of year, as restated	\$272	\$1,740,369	\$2,518,928	\$1,772,981	\$1,880,054	\$1,045,404
Fund balance (deficit) at end of year	\$1,432,723	\$1,432,723	\$1,740,369	\$2,518,928	\$1,772,981	\$1,880,054
Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.						

Notes to Financials

City of Dallas, Texas
Cedars Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2013
(Unaudited)

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan provides for staffing and other administrative expenses by the City of Dallas not to exceed \$1,153,837 (in current \$) over the life of the TIF. The City began billing the Zone for administrative costs in FY 1999. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. The Zone has no advances outstanding as of September 30, 2014.
6. All project costs resulting in capital improvements that are owned by the City are capitalized by the City

AGENDA ITEM # 20

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 14

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 K L P Q

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Five, (City Center TIF District), submitted by the City Center TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 22802 on June 26, 1996, establishing Tax Increment Financing Reinvestment Zone Number Five, (City Center TIF District). On February 12, 1997, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 23034, as amended.

The City Center TIF District's assessed tax value in 2014 was \$1,385,987,362. This represents an increase of 43.9% (\$422,432,996) over the assessed value of the adjusted base year value of \$963,140,606 and an increase of 9.6% (\$121,684,868) from the previous year 2013 value. With the participation of the City and Dallas County, the district's value will result in the collection of approximately \$3,164,452 (City \$3,047,287; County \$117,166) in incremental revenue for the City Center TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On June 26, 1996, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Five, the City Center TIF District by Ordinance No. 22802, as amended.

On February 12, 1997, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the City Center TIF District, as amended by Ordinance No. 23034, as amended.

On January 8, 2015, the City Center TIF District Board of Directors recommended the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Five, (City Center TIF District or District) and established a Board of Directors for the District to promote development or redevelopment in the City Center area pursuant to Ordinance No. 22802, authorized by the City Council on June 26, 1996, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on February 12, 1997, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the City Center TIF District by Ordinance No. 23034, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the Attorney General and the State Comptroller; and

WHEREAS, on January 8, 2015 the City Center TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Five and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Five, (City Center TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Five, to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District; and the State Comptroller, as required by state law.

Section 3. 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
City Center TIF District
FY 2014 Annual Report**



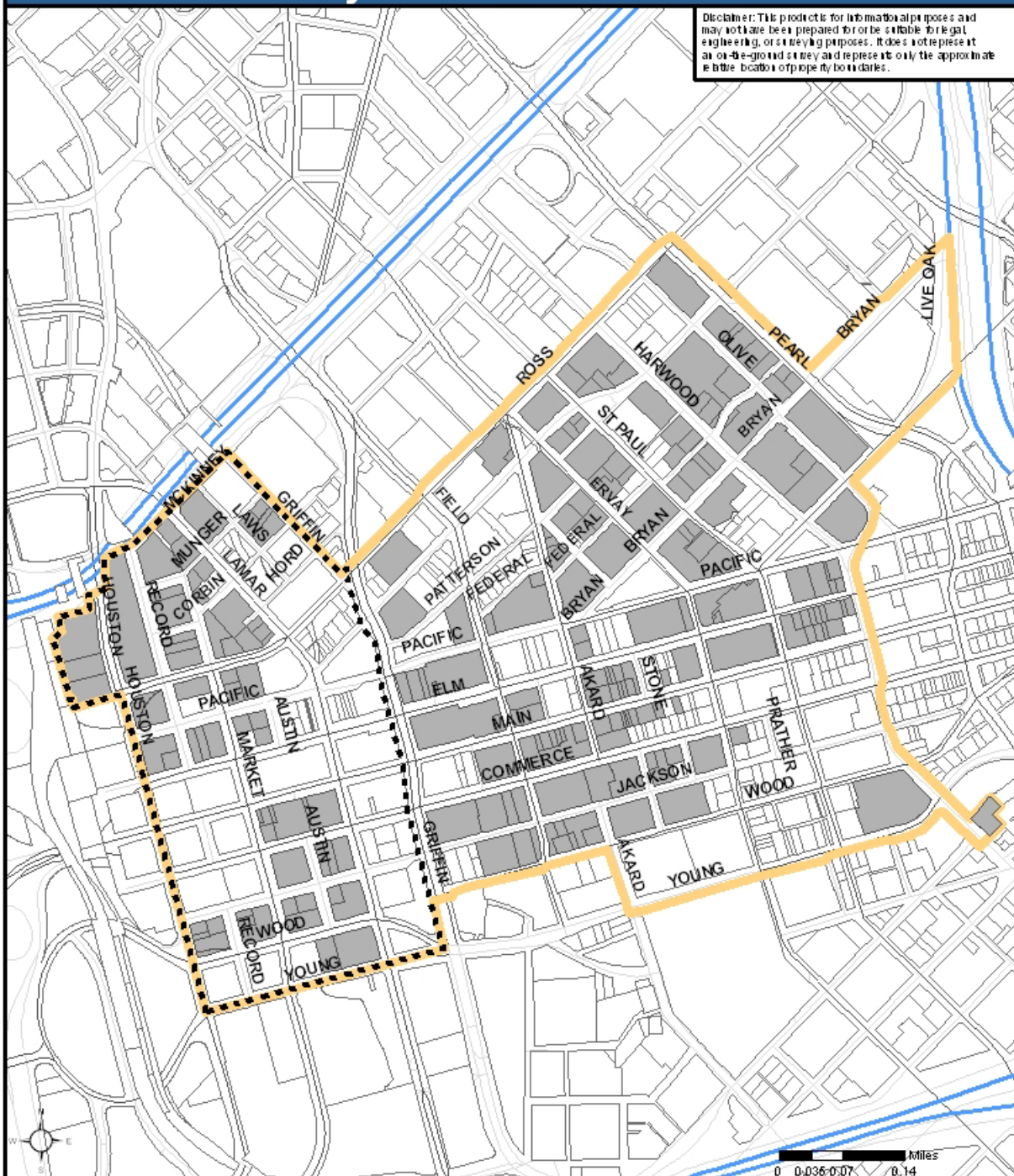
City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-9821
<http://www.dallas-ecodev.org/>

October 1, 2013 to September 30, 2014



City Center TIF District

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.

DALLAS
ECONOMIC
DEVELOPMENT

Area Redevelopment Division
214.670.1685
dallas-ecodev.org

Legend

-  City Center TIF District Boundary
 City Center TIF District Parcels



■ Lamar Corridor/West End Sub-District

Table of Contents

Mission Statement.....	4
District Accomplishments	4
Value and Increment Revenue Summary.....	10
Objectives, Programs, and Success Indicators	10
Year-End Summary of Meetings	16
Budget and Spending Status.....	20
M/WBE Participation	21
FY 2015 Work Program.....	22
Appendix A - District Financials.....	23

Mission Statement

The mission of the City Center TIF District is to promote redevelopment, stabilization, and growth of the downtown area. An accompanying goal is the stabilization and growth of the value of the area's tax base and a positive reversal of urban decay. During the 2013 fiscal year the district's mission was expanded to include creation of a strong real estate investment climate in the West End Area, establishment of a sustainable neighborhood that connects the core of downtown, to the Farmers Market, Cedars area along Lamar Street, West End, Victory Park, and Design District across the Trinity River to West Dallas while providing more residential, retail and office opportunities.

The Dallas City Council established the City Center TIF District by Ordinance Number 22802 on June 26, 1996. The City Center TIF District took effect on January 1, 1997. In 2012, the termination date of the district was extended for 10 years to December 31, 2022, (including collection of the 2022 increment in calendar year 2023 and any related matters to be concluded in 2023) or when the budget of the zone has been collected. The City of Dallas and Dallas County are the two remaining participating jurisdictions.

District Accomplishments

The City Center TIF District has been an instrumental part in creating a positive climate in the historic downtown core, Lamar Corridor and West End Historic District. From its inception through FY 2014, thirty-six projects have generated approximately \$663M in new investment.

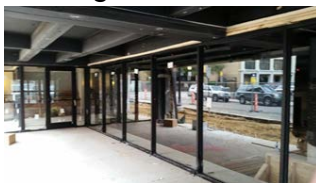
University of North Texas Law school began its inaugural class in August of the fiscal year.

During fiscal year 2014, three corporations relocated to buildings in the City Center TIF District: (1) Santander Consumer USA, Inc., (2) Active Network, LLC and (3) Omnitrac, LLC. These relocations will add over 2,000 people to downtown's daytime population.

During the fiscal year, five projects in the district were approved for TIF funding.

711 Elm Street

This project activated vacant ground floor retail space in a historic building in the West End Historic District. The project includes streetscape improvements to Austin Street adjacent to the West End DART Light Rail Station. Construction began during the fiscal year and will complete December 2014. Total project cost is \$562,323.



Hartford Building

Renovation of an office building constructed in 1960, that was only 50% leased with some floors closed off from use for over a decade into updated office and retail space. The Project includes improvements to an existing open space near the building. Construction began during the fiscal year and will complete in 2015. Total project cost is \$5,561,448.



Mid Elm Lofts

The project involves rehabilitation and redevelopment of the three historic buildings addressed 1512, 1514, and 1516 Elm Street into 25 lofts and ground floor, basement and roof top retail/restaurant space. Total project cost is estimated to be \$13,900,000.



The following projects either completed or continued construction during the fiscal year.

Liberty State Bank Building Relocation

211 North Ervay



Fairfield Residences at West End



City Center TIF District Projects¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF²	Approx. Value³	TIF Investment⁴
Kirby Building	1509 Main Street	1999	Completed	156 apartment units; 15,000 SF retail	\$9,104,260	\$470,891
Wilson Building	1623 Main Street	1999	Completed	135 apartment units; 10,000 SF retail	\$15,000,000	\$3,883,691
Magnolia Building	1401 Commerce Street	1999	Completed	330 hotel rooms	\$28,000,000	\$594,486
Stone Street Gardens	1525 Main, 1520 Elm Streets	2002	Completed	29,000 SF retail	\$2,072,610	\$292,062
Universities Center at Dallas	1901 Main Street	2002	Completed	20,000 SF educational space	\$2,330,120	\$2,236,550
Merriman Architects	300 N. Field Street	2002	Completed	40,000 SF office space	\$1,300,000	\$50,000
Davis Building	1309 Main Street	2003	Completed	183 apartment units; 15,000 SF retail	\$21,300,000	\$1,350,000
Hart Furniture Building	1929-1933 Elm Street	2003	Completed	16,600 SF retail	\$1,168,820	\$1,392,443
Thompson Bldg	1520-22 Main Street	2004	Completed	19,000 SF retail	\$2,100,000	\$1,171,629
Dallas Power & Light Bldgs	1506 & 1512 Commerce Street	2005	Completed	154 apartment units; 28,000 SF retail	\$9,342,690	\$6,864,909
Interurban Building	1500 Jackson	2005	Completed	134 apartments units; 20,000 SF grocery store	\$12,150,850	\$5,536,038
Gulf States	1415 Main Street	2007	Completed	64 apartment units; 5,000 SF retail	\$6,582,920	\$5,075,848
Republic Tower	350 N. Ervay Street	2007	Completed	227 apartment units	\$31,380,000	\$5,114,468
1608 Main Street & Pedestrian	1608 Main Street	2008	Completed (Shell & Interior)	8,000 SF retail; 4,000 SF office	\$1,500,000	\$1,555,512
Joule Hotel	1530 and 1524 Main Street	2008	Completed	114 hotel rooms; 15,000 SF retail	\$17,283,580	\$9,375,792

Mosaic (Fidelity Union)	318 North Akard Streets	2007	Completed	440 apartment units; 23,000 SF retail	\$48,000,000	\$9,000,000
Metropolitan	1200 Main Street	2007	Completed	273 condo units; 10,000 SF retail	\$48,175,650	\$4,750,000
Fairfield Residences @ West End	1777 N. Record Street	2015	Under Construction	278 apartment units	\$44,264,938	\$5,500,000
Purse & Co. Lofts	601 Elm Street	2015	Approved	40 apartment units; 14,440 SF retail	\$14,867,948	\$2,800,000
Liberty State Bank Relocation Project	600 S. Harwood Street	2014	Completed	2,000 SF retail; 2,000 SF office	\$2,520,800	\$985,000
211 N. Ervay Street	211 N. Ervay Street	2014	Under Construction	144,000 SF office; 22,000 retail	\$13,458,630	\$2,000,000
Hartford Building	400 N. St. Paul Street	2015	Under Construction	161,082 office; 12,396 SF retail	\$5,561,448	\$1,200,000
711 Elm Street	711 Elm Street	2015	Under Construction	3,000 SF retail	\$562,323	\$124,000
Mid Elm Lofts	1512-1516 Elm Street	2016	Approved	25 apartment units; 17,736 SF retail	\$18,900,000	\$3,900,000
Subtotal		2,109 residential units; 444 hotel rooms; 20,000 SF educational; 351,927 SF office; 285,172 SF retail			\$356,927,587	\$75,223,319
Projects Within TIF District Not Utilizing TIF Funding ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value	TIF Investment
Majestic Lofts (Titcher-Goettinger)	1900 Elm Street	1997	Completed	129 apartment units; 15,000 SF retail	\$11,715,120	\$0
Sheraton Hotel	400 North Olive Street	1998	Completed	1,844 hotel rooms	\$95,737,960	\$0
Santa Fe II (SoCo Lofts)	1122 Jackson Street	1999	Completed	205 condo units	\$26,541,320	\$0
2020 Live Oak	2020 Live Oak Street	2000	Completed	130,000 SF office	\$7,800,000	\$0
Jackson Street Lofts	1300 Jackson Street	2002	Completed	8 condo units; 5,000 SF retail	\$2,244,100	\$0
1505 Elm	1505 Elm Street	2004	Completed	65 condo units	\$13,491,420	\$0

Dallas Rooftop Gardens	1217 Main Street	2006	Completed	28,000 SF retail	\$1,750,000	\$0
Third Rail Lofts (additional information on following page)	1407 Main Street	2007	Completed	84 apartment units; 20,000 SF retail space	\$18,485,000	Chapter 380 funds
U.S. Post Office Building	400 N. Ervay Street	2011	Residential Complete	5,000 SF retail; 78 apartment units	\$9,060,000	\$0
First Baptist Church Expansion	1707 San Jacinto Street	2013	Completed	1,500,000 sf church space	\$99,651,240	\$0
1025 Elm Street	1025 Elm Street	2013	Completed	130 hotel rooms	\$20,000,000	\$0
Subtotal		569 residential units; 1,974 hotel rooms; 130,000 SF office; 73,000 SF retail; 1,500,000 SF church space			\$306,476,160	\$0
Projects Outside TIF District Utilizing TIF Funds						
Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value	TIF Investment
Flora Lofts	2121 Flora Street	2015	Approved	46 apartment units; 8,000 SF retail	\$24,527,802	\$2,000,000
Subtotal		46 apartment Units; 8,000 SF retail			-	\$2,000,000

Projects Utilizing and Not Utilizing TIF Funding			
Total	2,678 residential units; 2,418 hotel rooms; 20,000 educational; 481,082 SF office; 358,172 SF retail; 1,500,000 SF church space	\$663,403,747	\$77,223,319
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon: a) market value of comparable projects for anticipated projects, b) private investment stated in the development agreement for projects that are approved or under construction, or c) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ Total amount reimbursed by the TIF district for the corresponding TIF project (includes accrued interest) as of September 30, 2013, except for Mosaic and Metropolitan (approved TIF investment listed, as projects have not been fully reimbursed) ⁵ Selected significant projects included. ⁶ Tax-exempt properties. ⁷ Includes other incentives not shown. Contact City of Dallas Office of Economic Development for more information.			

District Initiatives			
Activity	Scope	TIF Investment	Status
Metropolitan Garage	Up to 600 public parking spaces	\$450,000	3-year lease expired January 2005
Retail Study	Determine needs for District	\$150,000	Complete
Parking Study	Determine needs for District	\$380,154	Complete
N/S Streetscape	5 North/South Streets from Young to Ross Avenue	\$5,403,602	Complete
Park Master Plan	Determine priority sites for District	\$182,500	Complete
Affordable Housing	% of annual increment transferred to Housing Dept. to assist with affordable housing development throughout the City	\$1,620,566	\$3,120,566 out of \$5 million funded
Dalpark Garage	Original Lease of 444 parking spaces for public use (150 short-term spaces); Amended Lease to only 150 spaces in 2010	\$2,358,780	Lease in place until 6/30/2015 (\$1,686,842 spent)
Dallas County Courthouse Plaza	Improvements to public space (lighting, trees, seating, etc.)	\$2,625,000	Complete
Fire Corridor	1600 Block of Elm Street	\$149,135	Phase I Design Complete (\$63,000 spent)
Third Rail Lofts Garage	370 public parking spaces; 95 parking spaces for adjacent residential developments	*\$8,500,000	Complete
CityPark Program	600 parking spaces (converted to public use from current garages)	*\$1,125,000	Program ended 2010 (\$1,027,818 spent)
Retail Initiative Phase I	40,000 – 60,000 s.f. of retailers through tenant start-up cost assistance	*2,500,000	32,699 square feet of occupied retail space; \$2,219,212 spent
Retail Initiative Phase II	Additional retail recruitment and retention of critical retailers	**\$700,000	25,942 square feet retained/occupied; \$548,830 spent
Urban Market Retention	Retention of Urban Market for two years	**\$550,000 City assistance	City assistance matched by private stakeholder funds; Assistance ended 2008
Vacant Building Improvement Initiative	To reduce the number of downtown vacant buildings	Staff time only	Four buildings were completely renovated/ two demolished/ six under repair
News Rack Ordinance	Reduce visual clutter by install uniformed, regulated newspaper racks	Staff time only	Uniformed newspaper racks installed.
Downtown Wayfinding Master Plan Update	Update master plan to include the expansion of DART and change in development areas downtown	\$25,000	Approved partial funding of update
Downtown Parks Master Plan Update	Re-evaluate priority park sites identified in original plan and propose any new park sites downtown	Staff Time Only	Consultants engaged and update began
Ground Floor Activation Program	Program to provide incentives to downtown building owners to renovate and tenant their vacant ground floor space	\$8,300,000 over the life of the Zone	Program implementation underway
* The Third Rail Lofts Garage, CityPark Garages, and Retail Initiative will be paid from Chapter 380 funds through a release of \$12.5 million in TIF funds.			
**Phase II of the Retail Initiative and Urban Market assistance was funded through Public/Private Partnership Funds.			

Value and Increment Revenue Summary

The base value is the total appraised value of all taxable real property in the Zone, as determined by the Dallas Central Appraisal District certified property tax roll. The base value is established the year the TIF is created and/or when a property is placed within a TIF boundary.

The City Center TIF District's financing plan and boundary was amended September 2013 to add properties along the Lamar Street corridor and properties in the West End Historic District. As a result of the boundary amendment, two sub-districts were created: (1) City Center Sub-district and (2) Lamar Corridor/West End Sub-district. Each sub-district has its own base value. The map on page 2 of this document depicts the boundaries of the Zone, including the boundary of each sub-district.

City Center Sub-district

The sub-district's 2009 adjusted base year value is \$866,044,996. The 2014 assessed tax value for the sub-district is \$1,255,044,642. This represents an increase of \$408,585,886 (47.2%) over the adjusted base year value. The district's value increased by \$113,462,938 (9.8%) from the previous year. This increase will result in an estimated collection of approximately \$3,047,286 (City \$2,605,144; County \$442,143) in incremental revenue.

Lamar Corridor/West End Sub-district

The sub-district's 2012 base year value is \$97,095,610. The 2014 assessed tax value for the sub-district is \$110,942,720. This represents an increase of \$13,847,110 (14.3%) over the base year value. The district's value increased by \$8,221,930 (8%) from the previous year. This increase will result in an estimated collection of approximately \$117,166 (City \$99,325; County \$17,841) in incremental revenue.

Objectives, Programs, and Success Indicators

On February 12, 1997, the Dallas City Council adopted Ordinance Number 23034 which approved the City Center Tax Increment Financing District Final Project Plan and Reinvestment Zone Financing Plan, as amended. The goals of the plan are as follows:

- Make the City Center area a safer place to live and work
- Improve access to the City Center area
- Improve the image of the City Center area
- Take advantage of the existing building stock
- Develop a diverse mix of land uses within the City Center area
- Increase recreational opportunities in the City Center area

The following objectives and actions items set the framework for the planned public improvements within the City Center TIF District in 1997:

- Improve street and pedestrian lighting within the City Center TIF District.

Improvements to five north/south streets (Field, Akard, Ervay, St. Paul and Harwood Streets to the Transit Mall) were completed in 2008. An extension of the north/south improvement project (from the Transit Mall to Ross Avenue) was also completed in 2008. These improvements included widened sidewalks, street repaving, street furniture, lighting, new crosswalks and street trees.

- Improve the pedestrian environment through landscaping, lighting and design standards for surface parking lots

Ordinance No. 25487 approved by City Council on January 28, 2004, required commercial parking garages and surface parking lots to comply with certain parking lot enhancements such as improved lighting, stripping and landscaping. The ordinance also required the installation of wrought iron fencing but only if financed by the City Center TIF District. A fencing program was completed in 2007 that installed enhanced fencing along commercial surface parking lots located within the City Center TIF District.

Pedestrian improvements in the downtown core/retail district were completed for the North/South Streets between Young and Ross Avenue. This work created a retail and pedestrian friendly environment with improved lighting, sidewalks, lighting and public art (terrazzo panels) on Field, Akard, Ervay, St. Paul and Harwood Streets focusing on the core district between Elm and Commerce Streets.

- Provide public parking to encourage redevelopment of underutilized downtown office and retail space.

On October 13, 2004, City Council authorized an agreement with Downtown Dallas Inc. to implement the City Park program. The program provided public, short-term parking space in garages in the downtown retail core in support of retail redevelopment efforts within the core. The CityPark program ended in 2010, but provided \$1,027,818 over six years for the conversion of existing private garages to public use through equipment signage, marketing and the use of the City's public parking rates. The following garages participated in the program and provided a minimum of 150 public parking spaces:

- *DalPark Garage (1600 Commerce)*
- *Davis Lot Garage (1407 Main Street)*
- *Star Parking Garage (1300 Ross Avenue)*
- *Metropolitan Garage (1310 Elm Street)*

Although the CityPark program has expired, the City continues to lease 150 low cost, transient parking spaces at the Dalpark Garage to assist with retail efforts. The Dalpark Garage lease will expire June 30, 2015.

Additionally, the developer of the Davis Lot site (1407 Main Street) received an \$8.5 million loan with a forgivable interest component to construct a parking garage providing 370 public parking spaces for 10 years, parking for adjacent residential projects and assist in the development of 20,000 square feet of retail space. Below are parking counts for various garages.

A Downtown Parking Strategy was completed during FY 2011 as a component of the Downtown Dallas 360 Area Plan.

As a result of the extension of the City Center Sub-districts term and increase in budget, funds have been allocated to a Parking Initiative budget line item that will support expansion of public parking. The funds will be used to acquire or lease other parking spaces in the Zone or the greater downtown area if it benefits the Zone. Parking funds may be used to incentivize the construction of private parking garages that provide public parking by either over building the garage to include public spaces or dedicating spaces in the garage for public use.

- *Coordinate linkages with the new DART light rail transit mall by extending streetscape improvements from the transit mall to the Arts District, Main Street, public open spaces and City Hall.*

Construction of pedestrian linkages connecting the DART light rail transit mall with the Main Street Retail District, public open spaces, City Hall and the Convention Center are underway.

In July of 2010, the McKinney Avenue Transit Authority received a \$4.9 million grant from the Federal Transit Administration and matching grant of \$5 million from the North Central Texas Council of Government to complete the M-Line loop that branches off of McKinney Avenue at Olive Street. Construction of the Olive/St. Paul Street Loop began in 2012, with completion projected for 2014. The line will improve connectivity between Uptown, Downtown, Klyde Warren Park, the Arts District and DART downtown transit mall.

The creation of a circulator system the downtown area was recommended by the Downtown Dallas 360 Area Plan. September 2013, City Council approved funding to participate in the two year pilot program D-Link, a special service from DART that provides residents, workers and visitors a way to get to some of the city's most popular arts, dining and historic destinations. The free bus route includes destinations such as American Airlines Center, Klyde Warren Park, the Perot Museum of Nature and Science, The Sixth Floor Museum, Dallas Arts District, the Bishop Arts District and many other cultural, arts and entertainment-related stops.



- *The expected cost of the service \$1.4 million annually. DART, Downtown Dallas and the City of Dallas shared the costs of the program.*
- Direct overall development of the City Center area through the application of design standards for public improvements and design guidelines for private development.

Standards for public improvements have been established. Development projects requesting TIF funding will be required to design and construct public improvements in accordance with established guidelines.

- Encourage development of residential housing and hotels, including conversions of existing office space.

TIF reimbursement provided through the City Center TIF District encouraged multiple residential redevelopment projects (as listed below) while reducing the amount of vacant obsolete space by 5.9 million square feet and increasing the number of downtown residents – Kirby Building, Wilson Building, Majestic Lofts, Davis Building, Santa Fe II, Gulf States Building, Dallas Power & Light Buildings, 1505 Elm Condominiums, Jackson Street Lofts, Republic Tower, Interurban Building, Mosaic, 1200 Main Street, Magnolia Hotel, Sheraton Hotel, 1516 Elm Street, Hart Furniture, Merriman Architects, 2020 Live Oak, 1217 Main, Houseman Building, 400 S. Akard and the Joule Hotel.

- Encourage redevelopment of street-front retail.

A Retail Initiative aimed at stimulating the creation of a retail district in downtown Dallas, initially focusing on 40,000 to 60,000 square feet in the Main Street District, was approved in 2003. Phase I of the Initiative included \$2.5 million in funding for tenant start-up costs, rent subsidies, and a Leasing/Marketing Partner. Phase I of the Retail Initiative brought several unique retail establishments to downtown; however, most of these stores have not remained open.

Phase II of the Initiative, with \$700,000 in funding and a program goal of 16,000 to 20,000 square feet of retail, was approved. Jos. A. Bank (5,142 square feet) opened under the extended initiative. While many of the initial uses have closed, many of the spaces were able to attract new businesses without further subsidy, as a result of the initial TIF investment. Conversions of structures such as the Stone Street Gardens Buildings, the Thompson Building, 1608 Main Street, Davis Building, Dallas Power and Light Building, Metropolitan and Mosaic add to the amount of improved retail space.

The City of Dallas Main Street District Initiative Loan and Grant Program was amended to allow expenditures for a comprehensive update of the Downtown Parking Strategy and creation of a Retail Activation Strategy to identify and

prioritize improvements needed to support retail recruitment efforts in the Downtown area. Both documents were completed and approved during FY 2011.

Original Tenant	Address	Square Footage	Status	Current Tenant/Activity
CADD	1608 Main Street	3,750	Open	Traffic Los Angeles
CVS	1404 Main Street	14,500	Open	CVS
Jason's Deli	1409 Main Street	5,600	Open	Jason's Deli
Jimmy John's	1414 Elm Street	1,380	Open	Jimmy John's
Jos. A. Bank	1508 Commerce Street	5,142	Open	Jos A. Bank
Swirl	1311 Main Street	5,193	Closed	Union Park Gastro Pub
Urban Market	1500 Jackson Street	20,000	Closed	Urban Orchard Market
Benji's	1511 Main Street	2,006	Closed	Accent Optical
Crimson in the City	1514 Commerce Street	2,500	Closed	Studio 1514 (Salon)
Footgear	1608 Elm Street	3,000	Closed	Scotty's Elm Street Salon
Kul Design Studio	1303 Main Street	9,706	Closed	Empire Rock Bar
TOTAL SQUARE FOOTAGE IMPROVED		72,777		
TOTAL SQUARE FOOTAGE OCCUPIED		39,321		

- Encourage redevelopment of school property and improve educational and training facilities within the district.

University of North Texas (UNT) relocated its administrative offices to the Universities Center at Dallas building and purchased the Titche-Goettinger Building located at 1900 Elm Street.

In 2014, UNT completed a \$29 million renovation of the building aimed at housing the universities new law school. In addition to the project's interior improvements, the façade of the building facing Main Street Garden Park was renovated to include windows, opening up the building to the downtown community.

Downtown's first public law school, UNT Dallas College of Law, began its inaugural class August 2014. Plans to expand the new law school into the Old Municipal Building (1900 Elm Street) continue, but is not funded.

- Complement and protect existing historic structures.

Through the efforts of the City Center TIF District and the City of Dallas Historic Preservation Program, the following historic buildings within the TIF District have been improved – Kirby Building, Wilson Building, Magnolia Building, Davis Building, Stone Street Gardens, Gulf States Building, Dallas Power & Light Buildings, Thompson Building, 1608 Main Street, Hart Furniture Building, 1530 Main Street, Republic Tower, the Interurban Building, and Mosaic (Fidelity Union Life Buildings). The Main Street National Register Historic District nomination

was completed and accepted by the National Park Service. The city supported the expansion of the District to include buildings on the southern side of Downtown. The new expanded Downtown National Register Historic District was accepted by the National Park Service.

Original and amended City Center Sub-district development program includes:

- Original - 2,500 residential units
- **Amended – Add residential units to complete original goal of 2,500 residential units**

To date 2,336 residential units have been built in the City Center sub-district, representing approximately 93% of the development program goal. Below is a chart showing residential projects completed within the City Center TIF District:

CITY CENTER – COMPLETED RESIDENTIAL UNITS			
PROJECT	LOCATION	UNITS	YEAR COMPLETED
1900 Elm (Titcher-Goettinger)	1900 Elm Street	129	1997
SoCo Lofts	1122 Jackson Street	205	2000
The Kirby – Residences on Main	1509 Main Street	156	2000
Wilson Building	1623 Main Street	135	2000
Residences on Jackson	1300 Jackson Street	8	2002
Davis Building	1309 Main Street	183	2003
1505 Elm Street Condominiums	1505 Elm Street	65	2004
Interurban Building	1500 Jackson Street	134	2005
Dallas Power & Light	1506-12 Commerce Street	154	2005
Gulf States Building	1415 Main Street	64	2007
Gables at Republic Center	325 N. St. Paul, Tower I	227	2007
Fidelity Union Life Towers (Mosaic)	Pacific/Bryan/Akard	440	2007
Metropolitan	1200 Main Street	273	2007
1407 Main Street	1407 Main Street	85	2008
U.S. Post Office Building	400 N. Ervay Street	78	2011
TOTAL RESIDENTIAL UNITS COMPLETED		2,336	

- Original – Absorption of 3.5 million square feet of the currently vacant office space in the district
- **Amended - Absorption of 1,000,000 square feet of vacant office space in the sub-district**

To date, 5.9 million square feet of previously vacant office space located within the City Center TIF District has been renovated representing 169% of the development goal.

Completed projects include Santa Fe II, 2020 Live Oak, Sheraton Hotel, Majestic Lofts, Kirby Building, Wilson Building, Magnolia Building, Hart Furniture, 1505 Elm, Davis Building, Dallas Power and Light, Interurban Building, Jackson Building, Republic Tower, 1530 Main Street, Gulf States, 1217 Main Street, Mosaic, 1200 Main Street, Magnolia Hotel, Sheraton Hotel, 1516 Elm Street, Hart

Furniture, 1217 Main Street, Houseman Building, 400 S. Akard Street, Joule Hotel, 1025 Elm Street and U.S. Post Office Building.

- Absorption of 300,000 square feet of retail space
- ***Amended – Activate 300,000 square feet of vacant ground floor and/or retail space in the downtown core.***

To date, approximately 289,600 square feet of retail space, including Neiman Marcus, has been improved, representing 96% of the development program goal. The Main Street Retail Initiative has assisted in adding retail tenants to the growing number of those already established. Jos. A. Bank, CVS, Jason's Deli and Jimmy John's opened as part of the Retail Initiative. Seven-Eleven opened a convenience store on the ground floor of the Metropolitan.

Lamar Corridor/West End Sub-district's development program includes:

- Add 2,500 residential units to the sub-district.

During fiscal year 2013, two projects that would add 318 residential units to the sub-district were approved for TIF funding.

- Activate 500,000 square feet of vacant ground floor and/or retail space in the sub-district.

Approximately, 3,000 square feet of vacant ground floor space will be renovated as part of the 711 Elm Street TIF project.

- Absorb vacant office space in the sub-district.

Year-End Summary of Meetings

The City Center TIF District Board of Directors met five (5) times during FY 2014, November 14, 2013, November 18, 2013 (Special Meeting), January 31, 2014 (Special Meeting), February 13, 2014 and June 12, 2014.

The City Center TIF District Board of Directors consists of nine (9) members including six (6) City of Dallas appointees, one (1) Dallas Independent School District (DISD) appointee, one (1) Dallas County appointee and one (1) Dallas County Community College District appointee. During FY 2013, the City Center TIF Board consisted of the following members:

Board Member List

Larry Good – City Appointee (Attended 5 of 5 meetings – Reached term limit June 2014)

Jerry Merriman – City Appointee (Attended 2 of 2 meetings – Resigned February 2014)

Jon Ruff – City Appointee (Attended 5 of 5 meetings)

Larry James – City Appointee (Attended 1 of 1 meeting – Appointed March 2014)
Vacant – City Appointee
Vacant – City Appointee
Vacant – City Appointee
Orlando Alameda – DISD Appointee (Attended 4 of 5 meetings)
Rick Loessberg – Dallas County Appointee (Attended 0 of 5 meetings)
Clyde Porter – DCCCD Appointee (Attended 4 of 5 meetings)

During FY 2014, the City Council approved eighteen (18) items directly or indirectly associated with the City Center TIF District. The council actions are listed below.

- On October 8, 2013, City Council approved Resolution No. 13-1769, authorizing a moving and related expenses-nonresidential payment for Tip Top Big Dog Inc. dba Tini Bar, who has been displaced as a direct result of real property acquisition of the property at 2224 Elm Street, to be used in conjunction with the Central Expressway from Commerce to Live Oak Realignment Project - Not to exceed \$77,021 - Financing: 2003 Bond Funds
- On October 23, 2013, City Council approved Resolution No. 13-1861, authorizing a moving and related expenses-nonresidential payment for Tip Top Big Dog Inc. dba Tini Bar, who has been displaced as a direct result of real property acquisition of the property at 2224 Elm Street, to be used in conjunction with the Central Expressway from Commerce to Live Oak Realignment Project - Not to exceed \$77,021.
- On December 11, 2013, City Council approved Resolution Nos. 13-2106 and 13-2107, authorizing a development agreement with SandCap 711 Elm Partners, LP, to reimburse eligible project costs related to demolition, public infrastructure improvements and façade improvements associated with the 711 Elm Street redevelopment project in an amount not to exceed \$124,000, of which \$50,000 is in the form of an Economic Development TIF Grant.
- On December 11, 2013, City Council approved Ordinance No. 29232 and Resolution No. 13-2162, authorizing a public hearing to receive comments regarding a City Plan Commission authorized hearing to determine the proper zoning on property zoned Planned Development District No. 619 with consideration given to appropriate use regulations and development standards within Planned Development District No. 619 in an area bounded by the centerlines of Pacific Avenue, Harwood Street, Jackson Street and Griffin Street and an ordinance granting the amendment Recommendation of Staff and CPC: Approval, subject to revised conditions Z123-285(RB).
- On January 22, 2014, City Council approved Resolution Nos. 14-0252 and 14-0253, authorizing a lease/development agreement with Arts District Property, Ltd., for TIF Incentives to provide public parking in a private garage to be constructed as a component of the Flora Lofts project in the Arts District, in an

amount not to exceed \$2,000,000, from revenues accruing to the Parking Initiative budget line item of the Tax Increment Financing Reinvestment Zone Five (City Center TIF District).

- On January 22, 2014, City Council approved Resolution No. 14-0194, authorizing payment to Dallas Area Rapid Transit for utility improvement and relocation costs associated with the Urban Circulator streetcar project in downtown Dallas - Not to exceed \$427,000 - Financing: Water Construction Funds (\$113,000), Wastewater Construction Funds (\$85,000), and Wastewater Capital Improvement Funds (\$229,000).
- On January 22, 2014, City Council approved Resolution No. 14-0198, authorizing acquisition from PSA Institutional Partners, L.P., of a total of approximately 916 square feet of land located near the intersection of Hawkins and Florence Streets for the Cesar Chavez Boulevard and Pearl Street from Commerce Street to Live Oak Street Project - Not to exceed \$52,540 (\$50,000, plus closing costs and title expenses not to exceed \$2,540) - Financing: 2003 Bond Funds.
- On February 26, 2014, City Council approved Resolution No. 14-0375, authorizing a resolution accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Five, (City Center TIF District), submitted by the City Center TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law.
- On March 26, 2014, City Council approved Resolution Nos. 14-0526 and 14-0527, authorizing a development agreement with The Dallas Hartford, LLC, to reimburse eligible project costs for environmental, demolition, façade restoration, and streetscape improvements associated with the Hartford Building Redevelopment project in an amount not to exceed \$1,200,000, from revenues accruing to Tax Increment Financing Reinvestment Zone Five (City Center TIF District) - Not to exceed \$1,200,000.
- On March 26, 2014, City Council approved Ordinance No. 29289 and Resolution No. 14-0521, authorizing an ordinance terminating Ordinance No. 24823 and consolidating the uses into a new ordinance for two sidewalk cafes and two awnings without signs, landscaping, steps and handicap access ramps within the licensed area on Stone Place right-of-way - Revenue: \$11,813 annually, plus the \$20 ordinance publication fee.
- On March 26, 2014, City Council approved Resolution No. 14-0559, authorizing an increase in the contract with Tiseo Paving Company for the construction of sidewalk improvements on the Woodall Rodgers Freeway service road at Pearl Street, installation of new communication cables, and traffic signal upgrades along Pearl Street and Cesar Chavez Boulevard - Not to exceed \$582,303, from

\$13,394,275 to \$13,976,578 - Financing: General Obligation Commercial Paper Funds (\$282,478) and 2006 Bond Funds (\$299,825).

- On March 26, 2014, City Council approved Resolution No. 14-0560, authorizing an increase in the contract with Tiseo Paving Company for additional street improvements on Taylor Street from Cesar Chavez Boulevard to Pearl Street - Not to exceed \$776,713, from \$13,976,578 to \$14,753,291 - Financing: 2006 Bond Funds.
- On May 28, 2014, City Council approved Resolution No. 14-0832, authorizing payment to Dallas Area Rapid Transit for utility improvement and relocation costs associated with the Urban Circulator Streetcar Project in downtown Dallas - Not to exceed \$612,000 - Financing: Water Utilities Capital Improvement Funds.
- On May 28, 2014, City Council approved Resolution No. 14-0845, authorizing Chapter 380 economic development grant agreement in an amount not to exceed \$1,000,000 with Santander Consumer USA Inc. related to the relocation and expansion of its headquarters facility operation to downtown Dallas, pursuant to Chapter 380 of the Texas Local Government Code in accordance with the City's Public/Private Partnership Program - Not to exceed \$1,000,000.
- On June 25, 2014, City Council approved Resolution No. 14-1084, authorizing a Local Project Advance Funding Agreement with and payment to the Texas Department of Transportation for the design and construction of the Central Business District Wayfinding and Signage Program, Phase III - Not to exceed \$1,668 - Financing: Capital Projects Reimbursement Funds.
- On June 25, 2014, City Council approved Resolution No. 14-1083, authorizing (1) Supplemental Agreement No. 2 to the Participation Agreement with the Dallas Downtown Improvement District for the design and construction of the Central Business District Wayfinding and Signage Program, Phase III; (2) the receipt and deposit of funds from the Dallas Downtown Improvement District in an amount not to exceed \$100,000; and (3) an increase in appropriations in the amount of \$100,000 in the Capital Projects Reimbursement Fund - Total not to exceed \$100,000 - Financing: Capital Projects Reimbursement Funds.
- On August 13, 2014, City Council approved Resolution Nos. 14-1275 and 14-1276, authorizing a development agreement with RREAF Holdings (Mid Elm), LLC, to reimburse TIF eligible project costs for streetscape and utility improvements in an amount not to exceed \$1,642,000 and an Economic Development TIF Grant in an amount not to exceed \$2,258,000 for a total amount not to exceed \$3,900,000 for the Mid Elm Lofts redevelopment project (1512, 1514, and 1516 Elm Street) from revenues accruing to Tax Increment Financing Reinvestment Zone Five (City Center TIF District) - Not to exceed \$3,900,000.

- On August 13, 2014, City Council approved Resolution No. 14-1277, authorizing a Chapter 380 economic development grant agreement with Active Network, LLC and or its affiliates in an amount up to \$1,000,000 to offset development fees and other related costs associated with the relocation of the company's headquarters to 717 North Harwood Street in downtown Dallas pursuant to the Public/Private Partnership Program - Not to exceed \$1,000,000.
- On August 13, 2014, City Council approved Resolution No. 14-1278, authorizing a Chapter 380 economic development grant agreement with Omnitrac, LLC and or its affiliates in an amount up to \$450,000 to offset development fees and other related costs associated with the relocation of the company's headquarters to 717 North Harwood Street in downtown Dallas pursuant to the Public/Private Partnership Program - Not to exceed \$450,000.

Budget and Spending Status

City Center TIF District Projected Increment Revenues to Retire TIF Fund Obligations				
Category	TIF Budget ¹	Expended	Allocated ³	Balance
Original City Center TIF Collection ²	\$75,696,253	\$75,696,253	\$0	\$0
Public Infrastructure Improvements	\$8,500,000	\$49,500	\$4,188,600	\$4,261,900
Parking	\$5,500,000	\$0	\$2,000,000	\$3,500,000
Redevelopment/Development Projects	\$40,972,111	\$935,500	\$16,208,294	\$23,828,317
District Wide Improvements	\$4,000,000	\$0	\$0	\$4,000,000
Affordable Housing	\$6,500,000	\$0	\$0	\$6,500,000
Ground Floor Activation	\$8,300,000	\$0	\$0	\$8,300,000
Plan Implementation/Administration ⁴	\$2,500,000	\$0	\$85,460	\$2,414,540
Total Project Costs	\$151,968,546	\$76,681,253	\$22,482,354	\$52,804,757
¹ Budget shown above in total dollars (including interest earnings and potential parking revenue), as approved in the Project Plan and Reinvestment Zone Financing Plan for the District. ² This amount represent the total amount of TIF funds expended from 1997 to 2012. ³ Allocated amounts are TIF funds committed to district projects through FY 2014 ⁴ FY 2014 Plan Implementation/Administration costs were not available at the time this chart was prepared				

M/WBE Participation

TIF projects must comply with the Business Inclusion and Development (“BID”) Plan and the City’s Fair Share goals of certified minority/women-owned business enterprises (“M/WBE”) participation for both public and private improvements.

TIF assisted projects are not required to be publically bid. As a result TIF projects are privately bid and are monitored to ensure compliance with the City’s BID Plan and Fair Share Goals. Reporting is not required until project or benchmark completion.

City Center TIF M/WBE Participation				
Project	Contractors	Total Construction Amount	M/WBE Contract Amount	M/WBE Participation
Streetscape	HOK	\$1,584,154	\$664,945	41.97%
Kirby	Gibson	\$440,000	\$42,724	9.71%
Magnolia	Bell	\$586,300	\$96,329	16.43%
Parking	Kittelson	\$380,155	\$135,335	35.60%
Stone Street	Village Interiors	\$979,000	\$185,814	18.98%
Park Master Plan	Carter and Burgess	\$365,000	\$9,000	2.47%
Hart Furniture Bldg	Harrison Walker	\$1,143,129	\$202,615	17.72%
Thompson Building	Nedderman & Assoc.	\$2,000,464	\$241,822	12.09%
Streetscape Construction	Northern Pipeline Construction Co.	\$2,780,691	\$1,141,540	41.05%
Elm St. Fire Corridor	Architexas	\$63,000	\$17,762	28.19%
Retail Marketing/Leasing	Dallas Downtown Partnership	\$247,500	-	0.00%
DP&L	Various	\$5,169,921	\$2,724,525	52.70%
Wayfinding Signs	Bunting Graphics	\$553,886	\$72,320	13.06%
Interurban Building	Andres Construction	\$5,228,415	\$1,966,491	37.61%
Gulf States Building	Various	\$3,703,168	\$876,480	23.67%
Republic Center	Various	\$2,168,806	\$52,936	2.44%
Joule Hotel	Various	\$13,528,365	\$544,982	4.03%
N/S Streetscapes	Texas Standard Construction	\$1,619,260	\$615,318	38.00%
Metropolitan	Certified/LVI Environmental	\$3,868,400	\$967,100	25.00%
1608 Main Street Pedestrian way	Nedderman & Assoc.	\$476,700	\$132,893	27.88%
1608 Main Street	Nedderman & Assoc.	\$1,455,660	\$361,868	24.86%
Mosaic	Certified/LVI Environmental	\$8,882,955	\$2,492,880	28.06%
Liberty State Bank	Various	\$1,647,499	\$503,220	30.54%
TOTALS		\$58,872,428	\$14,048,899	23.86%

FY 2015 Work Program

The work items for FY 2015 for the City Center TIF District are as follows:

- Adoption of the City Center FY 2014 Annual Report.
- Continue support of OED office/ business retention efforts in the downtown core.
- Identify and support opportunities for improving physical connections between the Downtown Core and surrounding districts including the Convention Center, Victory, Lamar Corridor, and West End neighborhoods.
- Complete existing projects
- Identify and promote redevelopment of key properties in the District
- Implement Ground Floor Activation Strategy for district and continue to investigate monetizing program's annual funding source
- Investigate parking deficiencies in the downtown core and explore solutions
- Complete City audit of completed TIF projects and begin reimbursement
- Continue to work with Planning and Neighborhood Vitality's Mobility Division on various downtown transportation projects:
 - Elm Street Thoroughfare Plan Amendment
 - Investigation of requested Commerce Street Thoroughfare Plan Amendment
- City Council consideration of various proposed development projects
 - Thanksgiving Tower
 - 717 Harwood Street
 - Thanksgiving Square

Appendix A - District Financials

City Center Tax Increment Financing District
Reinvestment Zone Number Five, City of Dallas, Texas
As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

-	\$2,149	Interest Income
-	144,957	Parking Income
	<u>2,195,601</u>	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
	<u>\$2,338,409</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

	\$0	Administrative Expense
	\$0	Affordable Housing Participation *
	<u>\$1,111,251</u>	Non-Capital outlay*
	\$49,500	Capital outlay
	<u>\$259,975</u>	Interest & Fiscal Charges
	<u>\$1,420,726</u>	Total Expenditures

* Expenditures incurred during FY'2013-14 are as follows:

	Total Expenditures	Capital Outlay	Non-capital Outlay
Parking Subsidy-Dalpark Garage	\$173,360	\$0	\$173,360
Liberty State Building Redevelopment	\$985,000	\$49,500	\$935,500
Miscellaneous Costs	<u>\$2,392</u>	<u>\$0</u>	<u>\$2,392</u>
Total Expenditures	<u>\$1,160,751</u>	<u>\$49,500</u>	<u>\$1,111,251</u>

3. a. Amount of Principal and Interest due-on outstanding bonded indebtedness:

None. City Center TIF District has incurred no bonded indebtedness.

b. The zone had the following contingent obligations at September 30, 2014 which are being reimbursed from available TIF funds:

Developer	Project	Balance Due (Since Inception)			Payments To Date			Net Balance Due
		Principal	Accrued Interest	Total Due	Principal	Accrued Interest	Total Paid	
Post Properties, Inc.	Wilson Building	\$3,400,000	\$483,691	\$3,883,691	\$3,400,000	\$483,691	\$3,883,691	\$0
Hall Financial Group	Kirby Building Redev.	\$435,797	\$35,094	\$470,891	\$435,797	\$35,094	\$470,891	\$0
Holtze Magnolia	Magnolia Building Redev.	\$570,000	\$24,486	\$594,486	\$570,000	\$24,486	\$594,486	\$0
Republic Center, LLP.	Republic Building Redev.	\$750,000	\$88,921	\$838,921	\$750,000	\$88,921	\$838,921	\$0
Stone Place Mall Investors	Stone Place Mall	\$276,000	\$16,062	\$292,062	\$276,000	\$16,062	\$292,062	\$0
Elm Street Development	Hart Furniture Building	\$1,333,191	\$59,252	\$1,392,443	\$1,333,191	\$59,252	\$1,392,443	\$0
Main Street Investors JV	Thompson Building	\$1,065,000	\$106,629	\$1,171,629	\$1,065,000	\$106,629	\$1,171,629	\$0
Hamilton DPL Development	DP&L Bldg. Restoration	\$6,503,159	\$361,750	\$6,864,909	\$6,503,159	\$361,750	\$6,864,909	\$0
TIF Hotel, Inc.	Joule Hotel Redev.	\$8,500,000	\$875,792	\$9,375,792	\$8,500,000	\$875,792	\$9,375,792	\$0
Barker-Nichols, LLC	Interurban Building	\$5,000,000	\$536,038	\$5,536,038	\$5,000,000	\$536,038	\$5,536,038	\$0
Ervay Residential Partners, Inc.	Republic Center Tower I	\$4,605,000	\$509,468	\$5,114,468	\$4,605,000	\$509,468	\$5,114,468	\$0
GS Murray Development, Inc.	Gulf States Building Redev.	\$4,666,650	\$409,198	\$5,075,848	\$4,666,650	\$409,198	\$5,075,848	\$0
Gonzalo 1200 Main, LLC.	1200 Main Street Redev.	\$4,750,000	\$1,220,990	\$5,970,990	\$4,750,000	\$1,220,990	\$5,970,990	\$0
WLK Mosaic Owner, LP.	Fidelity Union Bldg. Redev.	\$9,000,000	\$3,463,124	\$12,463,124	\$4,274,039	\$3,386,406	\$7,660,445	\$4,802,679
	Totals	\$50,854,797	\$8,190,494	\$59,045,291	\$46,128,836	\$8,113,776	\$54,242,613	\$4,802,680
Principal								\$4,725,961
Accrued Interest								\$76,718
Total								\$4,802,679

c. The Zone has entered into a development agreement for each of the following projects, but has not begun reimbursement as of September 30, 2014:

Developer	Project Name	Maximum TIF Award
Fairfield Investment Company, LLC	Fairfield Residences at West End	\$5,500,000
SandCap 711 Elm Partners, LP	711 Elm Street Garage	\$124,000
PRESERVE PURSE, LLC	Purse & Co. Lofts	\$2,800,000
Dallas Hartford, LLC	Hartford Building	\$1,200,000
Alterra 211 North Ervay, LLC	211 N. Ervay	\$2,000,000
RREAF Holdings (Mid Elm), LLC	Mid Elm Lofts	\$3,900,000

*reimbursement shall begin after project completion and upon availability of TIF funds

4. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014	Base Year 1996 Value	Est. Captured Value 2014**
City of Dallas-City Center Sub-District	\$1,275,044,642	\$866,458,756	\$408,585,886
City of Dallas-Lamar Sub-District	\$110,942,720	\$97,095,610	\$13,847,110
Dallas County-City Center Sub-District	\$1,270,629,425	\$866,458,756	\$404,170,669
Dallas County-Lamar Sub-District	\$110,942,720	\$97,095,610	\$13,847,110

** Based on Certified Taxable Values. Final values will be determined on February 01, 2015.

5. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

a. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Assessment Per \$100	% Captured Value Used	Amount of Estimated 2014 Increment
City of Dallas-City Center Sub-District	0.79700	63.76%	\$2,605,144
City of Dallas-Lamar Sub-District	0.79700	71.73%	\$99,325
Dallas County-City Center Sub-District	0.24310	10.94%	\$442,143
Dallas County-Lamar Sub-District	0.24310	12.88%	\$17,841
Total for all Jurisdictions	\$2.08020	\$1.59314	\$3,164,452

b. The total amount of estimated tax increment to be billed for the 2014 tax year is \$3,164,452. For the 2013 tax year, increment in the amount of \$2,195,601 was received.

City of Dallas, Texas
City Center Tax Increment Financing District Fund
Balance Sheet as of September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	2014	2013	2012	2011	2010
Assets:					
Pooled cash and cash equivalents	\$2,217,589	\$443,278	\$654,055	\$2,068,379	\$1,644,682
Interest receivable	(\$321)	\$520	\$5,670	\$6,258	\$8,675
Accounts receivable-Parking	\$11,759	\$10,827	\$8,155	\$7,764	\$6,635
Total assets	\$2,229,027	\$454,625	\$667,880	\$2,082,401	\$1,659,992
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts payable	\$998,500	\$0	\$0	\$0	\$0
Advances from developers	\$4,725,961	\$4,872,894	\$6,348,609	\$8,095,571	\$9,952,215
Due to general fund	\$37,490	\$37,490	\$0	\$0	\$0
Deferred tax revenue	\$0	\$0	\$0	\$0	\$0
Accrued liability	(\$3,565)	(\$3,565)	(\$3,565)	(\$3,565)	(\$3,565)
Total liabilities	\$5,758,385	\$4,906,818	\$6,345,044	\$8,092,011	\$9,948,650
Fund Balance (Deficit):					
Fund Balance (Deficit)	(\$3,529,358)	(\$4,452,194)	(\$5,677,164)	(\$6,009,610)	(\$8,288,658)
Total Liabilities and Fund Equity	\$2,229,027	\$454,625	\$667,880	\$2,082,401	\$1,659,992
	(\$0)	(\$0)	(\$0)	(\$0)	(\$0)

City Center Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
For the Period September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	ITD	2014	2013	2012	2011	2010
Revenues:						
Tax increment-Governmental	\$79,120,816	\$1,860,846	\$2,282,715	\$1,963,730	\$2,363,860	\$2,475,667
Tax increment-Intergovernmental	\$3,543,958	\$334,755	\$0	\$344,557	\$428,634	\$463,915
Affordable housing contribution	\$305,152	\$5,152	\$0	\$300,000	\$0	\$0
Interest income	\$10,070,443	\$0	(\$3,613)	\$9,998	\$14,221	\$25,411
Parking Revenue	\$1,112,611	\$144,957	\$136,030	\$107,943	\$90,590	\$75,754
Net increase in fair value of investments	(\$285,885)	(\$2,149)	(\$4,912)	(\$193)	\$1,795	(\$8,558)
Total revenue	\$93,867,096	\$2,343,562	\$2,410,220	\$2,726,035	\$2,899,100	\$3,032,190
Expenditures:						
Administrative expenses	\$2,197,891	\$0	\$85,460	\$48,421	\$54,864	\$74,683
Affordable housing participation	\$3,745,566	\$0	\$625,000	\$1,500,000	\$0	\$0
Non-capital outlay	\$68,914,118	\$1,111,251	\$162,346	\$448,753	\$142,330	\$288,432
Capital outlay	\$9,836,048	\$49,500	\$0	\$0	\$0	\$0
Interest and fiscal charges	\$8,202,432	\$259,975	\$312,444	\$396,415	\$422,858	\$598,324
Total expenditures	\$92,896,056	\$1,420,726	\$1,185,250	\$2,393,588	\$620,052	\$961,439
Excess (Deficiency) of Revenues over Expenditures	\$971,040	\$922,836	\$1,224,970	\$332,447	\$2,279,048	\$2,070,751
Other financing sources (uses):						
Developer Participation	\$5,416,002	\$0	\$0	\$0	\$0	\$0
Transfer out	(\$10,000,000)	\$0	\$0	\$0	\$0	\$0
Total other financing sources	(\$4,583,998)	\$0	\$0	\$0	\$0	\$0
Excess (deficiency) of revenues and other financing sources over (under) expenditures and other uses	(\$3,612,958)	\$922,836	\$1,224,970	\$332,447	\$2,279,048	\$2,070,751
Fund balance (Deficit) at beginning of year as previously reported	\$0	(\$4,452,194)	(\$5,677,164)	(\$6,009,610)	(\$8,288,658)	(\$10,359,409)
Prior period restatement	\$83,600	\$0	\$0	\$0	\$0	\$0
Fund balance (Deficit) at beginning of year, as restated	\$83,600	(\$4,452,194)	(\$5,677,164)	(\$6,009,610)	(\$8,288,658)	(\$10,359,409)
Fund balance (deficit) at end of year	(\$3,529,358)	(\$3,529,358)	(\$4,452,194)	(\$5,677,164)	(\$6,009,610)	(\$8,288,658)

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
City Center Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014
(Unaudited)

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$4,660,402 over the life of the TIF to reimburse the City for administrative costs which is made up of the original allocation \$2,160,402 and an additional \$2,500,000 over the extended period of the district. The Zone began reimbursing the General Fund for administrative costs in FY'1998-99. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. The Zone has received advances from developers to fund improvements that have been completed. Following developer advance including principal and interest was outstanding at September 30, 2014:

\$4,802,679 for Fidelity Union Building advance as of November 4, 2005 bears interest at 4.87% compounded semi-annually.
6. All project costs resulting in capital improvements which are owned by the City are capitalized by the City of Dallas.

AGENDA ITEM # 21

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 L M Q and R

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), submitted by the Farmers Market TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit to the chief executive officer of each taxing unit, as well as the State Comptroller. The City Council approved Ordinance No. 23521 on May 27, 1998, establishing Tax Increment Financing Reinvestment Zone Number Six, (the Farmers Market TIF District). On August 25, 1999, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 24001, as amended.

The Farmers Market TIF District's assessed 2014 tax value was \$173,532,954 an increase of \$138,718,126 over the base year value (1998 and 2013). This property value change represents 398.4% increase from the base value. The 2014 tax value increased \$33,732,687 (24.1%) over the 2013 tax value.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

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

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

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

March 27, 2013, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Farmers Market TIF District, as amended, by Ordinance No. 28951.

On December 12, 2014, the Farmers Market TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Six, ("Farmers Market TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Farmers Market area pursuant to Ordinance No. 23521, authorized by the City Council on May 27, 1998, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, 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; and

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

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the chief executive officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 12, 2014, the Farmers Market TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Six and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Six to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District; and to the State Comptroller, as required by state law.

Section 3. 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.

Farmers Market TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-9821

<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Six Farmers Market Tax Increment Financing District

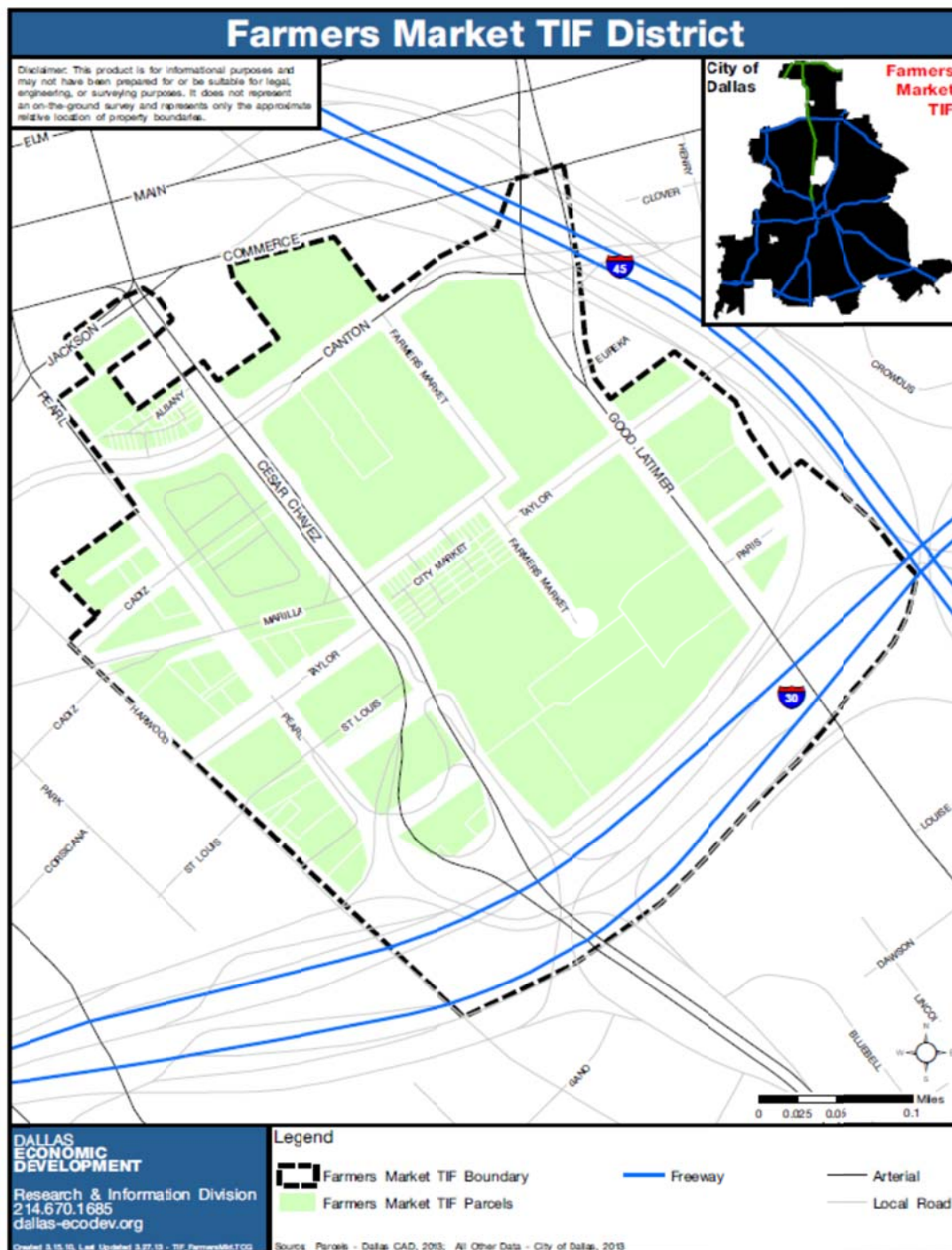


Table of Contents

Mission Statement.....	4
District Accomplishments	4
Farmers Market TIF District Projects	14
Farmers Market TIF Current Development Status Map.....	17
Value and Increment Revenue Summary.....	18
Development Goals and Objectives	18
Year-End Summary of Meetings	20
Pending TIF Items.....	23
Farmers Market TIF District Budget and Spending Status	24
Farmers Market TIF M/WBE Participation	25
FY 2015 Work Program.....	26
Appendix: Financials	27

Mission Statement

The mission of the Farmers Market Tax Increment Financing District is to provide a source of funding for public infrastructure improvements to promote the redevelopment, stabilization and growth of the Farmers Market TIF District area. An accompanying goal is the stabilization and growth of the value of the area's tax base and support of the Dallas Farmers Market.

The Dallas City Council established the Farmers Market TIF District by Ordinance Number 23521 on May 27, 1998. The Farmers Market TIF District took effect on October 1, 1998.

In 2013, the Project and Reinvestment Zone Financing Plan was amended to increase the geographic area of the Farmers Market TIF District to include properties located south and east of the existing boundary and extend the term of the District to December 31, 2028 and other related changes as approved by Ordinance 28951. As per the amendments, The City of Dallas and Dallas County are the two participating jurisdictions; the City's participation is 90%, and the County's participation is 40%.

Farmers Market TIF District Accomplishments

The Farmers Market TIF District was initially created to facilitate the redevelopment of vacant and underutilized land adjacent to the Dallas Farmers Market and the District was amended to promote redevelopment of the Dallas Farmers Market. With more new residential development planned, the area is maturing as a major contributor to the revitalization and growth of the downtown area.

Phase 1A of The Park at Farmers Market features 620 apartment units and a clubhouse. Public improvements in Phase 1A include the extension of Marilla Street into the project, construction of Farmers Market Way, streetscape improvements and street lighting. Construction of Phase 1B, with 284 apartment units, is completed on the site immediately south of Phase 1A.

Phase II, a 17-unit townhouse development at the northeast corner of Canton Street and South Cesar Chavez Boulevard, were completed during the summer of 2000. Public improvements for Phase II include streetscape improvements, street lighting, wastewater and water improvements.



Camden Phase 1A apartments



Camden Phase II - 17 Town Homes

Farmers Market/Deep Ellum Connector Walkway provides connectivity from the District to the Deep Ellum entertainment District, it was completed in 2002. Improvements such as lighting and benches in conjunction with the Bark Park Central project were completed and banners were installed in 2004. Recently, Deep Ellum Foundation with the support of the Farmers Market TIF funds added lighting to the Art Park and commissioned new art work.

The Harlan Building was completed in 2005. The renovation of the structure provides 10,000 square feet of retail/commercial space and 5 residential units. The public improvements associated with the project included water and wastewater improvements, paving, streetscape, demolition, environmental remediation and façade improvements.



The Harlan Building

Perry Homes has constructed forty-four, three story townhomes - the Farmers Market Way Townhomes (Cityview at Farmers Market Townhomes) at the corner of Farmers Market Way and Cesar Chavez Boulevard. The public improvements associated with the project included streetscape, paving and pedestrian lighting and utility burial on Farmers Market Way Street.

2100 Downtown Townhomes by Urban Innovations completed seven townhomes at the corner of Canton Street and Cesar Chavez Boulevard. Canton Townhomes by InTown Homes LLC., completed twenty one townhomes.

Texas InTownHomes, LLC is constructing 108 single-family townhomes called Farmers Market Square, at the southeast corner of Canton Street and Pearl Street, 514 Cesar Chavez Blvd. The total private cost of the Farmers Market Square Project is approximately \$32.9 million. The estimated net appraised value of the project upon stabilization is expected to be approximately \$49.6 million. The cost of related TIF eligible public improvements is \$3,000,000. These improvements include, but are not limited to paving, streetscape and pedestrian lighting improvements on Cesar Chavez Boulevard, Canton Street, Marilla Street and Pearl Street. The project construction started in December, 2011 and townhomes will be complete by 2015.

Farmers Market Redevelopment Plan to revitalize the Dallas Farmers Market in to a vibrant urban neighborhood includes multiple components: (A) Shed 1 Project for renovation and operation as a marketplace for local farmers and farm merchants and vendors to sell produce and other farm-related products; (B) Shed 2 Project for renovation for use by restaurants, specialty food vendors, other retail vendors, and a beer garden; (C) Mixed use development/Shed 3 and Shed 4 Project for the development of retail, residential, and parking uses (including public parking for the market); (D) 2101 and 2111 Taylor Street Project for the development of residential uses; (E) Futsal Project/remote parking area for redevelopment for outdoor activities,

specifically a community garden and futsal fields and (F) Administration Building – Head Quarters for the North Texas Food Bank.

Wood Partners LLC is constructing 313 apartments called Alta Farmers Market, on the 4.7-acre. The project is anticipated to be completed in spring 2015.

Alliance Residential is planning to build 340 units at the corner of Cesar Chavez Boulevard and Interstate 30. The construction for the project is planned to start by early 2015.

Eat the Yard is a veteran owned urban farming business to grow a diverse selection of produce and herbs, using environmentally friendly methods. The proposed project will be located at southeast corner of Taylor Street and Good Latimer Street, two blocks from the Dallas Farmers Market.

Total private development in the Farmers Market TIF District completed so far is approximately \$148.2 million, development under construction is approximately \$122.4 million and an additional \$101.6 million investment is planned in the area.



Camden Phase I B, 585 units completed, 2005



Farmers Market/Deep Ellum Connector Walkway



Camden Phase I A, 620 Units, Completed 2001



Banners/Streetscape



Lighting and open space improvements



Perry Homes – Cityview at Farmers Market



Ruibal's at Farmers Market



Canton Townhomes by Intown Homes



Farmers Market Square Project - under construction



2100 Downtown Townhomes by Urban Innovations



Farmers Market – Shed 1 renovations conceptual rendering



Alta Farmers Market Rendering

Farmers Market TIF District Projects¹

Projects Within TIF District Utilizing TIF Funding

Project	Location	Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
Phase 1A, The Park at Farmers Market Apts.	2210 & 2410 Canton St.	2001	Completed	620 apartments	\$66,869,470	\$3,456,274
Townhomes Project, Phase IIA	2200 Canton St.	2001	Completed	17 Townhomes	\$4,316,008	\$162,225
Farmers Market/Deep Ellum Connector Walkway		2002	Completed	N/A	N/A	\$697,970 ⁵
Bark Park Central improvements in Farmers Market/Deep Ellum Connector		2004	Completed	N/A	N/A	
Harlan Building Redevelopment Project	2018 Cadiz St.	2005	Completed	5 units 10,00 SF commercial	\$1,089,000	\$649,900
Farmers Market Project Phase IB- Apartments	625 S Good Latimer Expy.	2005	Completed	284 apartments	\$30,630,530	\$742,031
Farmers Market Way Townhomes ⁷	1000 S. Cesar Chavez Blvd.	2007	Completed	44 Townhomes	\$11,451,476	\$90,000
Farmers Market Square			Under Construction	40 completed 68 under construction	\$25,759,464 completed \$23,800,000 anticipated	\$3,000,000
Farmers Market Redevelopment Phase I			Completed	Design work for the Farmers Market Redevelopment	N/A	\$1,664,832
Farmers Market Redevelopment Phase II:			Under Construction	Shed 1 Project, Shed 2 Project She 3 and 4 - Mixed-use; and t Futsal Project	\$66,571,645 (anticipated)	\$13,335,331

Total of projects within TIF using TIF funding 909 Apartments completed 101 Townhomes completed 68 Townhomes under construction 10,000 square feet -commercial use completed Planned: 300 residential units 88,000 square feet of retail/restaurant space 15,250 Square feet of office space					\$140,115,948 Completed \$90,371,645 Under construction \$66,571,645 Planned	\$23,798,563
Projects Within TIF District Not Utilizing TIF Funding⁵						
2100 Downtown Townhomes	2140 Young St.	2010	17 Townhomes completed		\$1,888,167	\$0
InTown Homes LLC	2140 Young St.	2011	21 Townhomes completed		\$6,146,915	\$0
Alta Farmers Market		2015	313 units	Under Construction	\$32,000,000 (anticipated)	\$0
Alliance Residential			340 units	Planned	\$35,000,000 (anticipated)	\$0
Eat the Yard			Urban Farm	Planned	-	\$0
Total of projects within TIF NOT using TIF funding 28 Townhomes completed 313 units under construction 340 units planned					\$8,035,082 Completed \$32,000,000 Under construction \$35,000,00 Planned	\$0
Total 909 Apartments completed 129 Townhomes completed 10,000 square feet -commercial use completed 68 Townhomes under construction 313 apartments under construction Planned: 640 residential units 88,000 square feet of retail/restaurant space 15,250 Square feet of office space					\$148,151,030 Completed \$122,371,645 Under construction \$101,571,645 Planned	\$23,798,563

¹ All information updated as of September 30, 2014.

² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage.

³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) City GIS & DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out.

⁴ Principal amounts not to be exceeded per the development agreement.

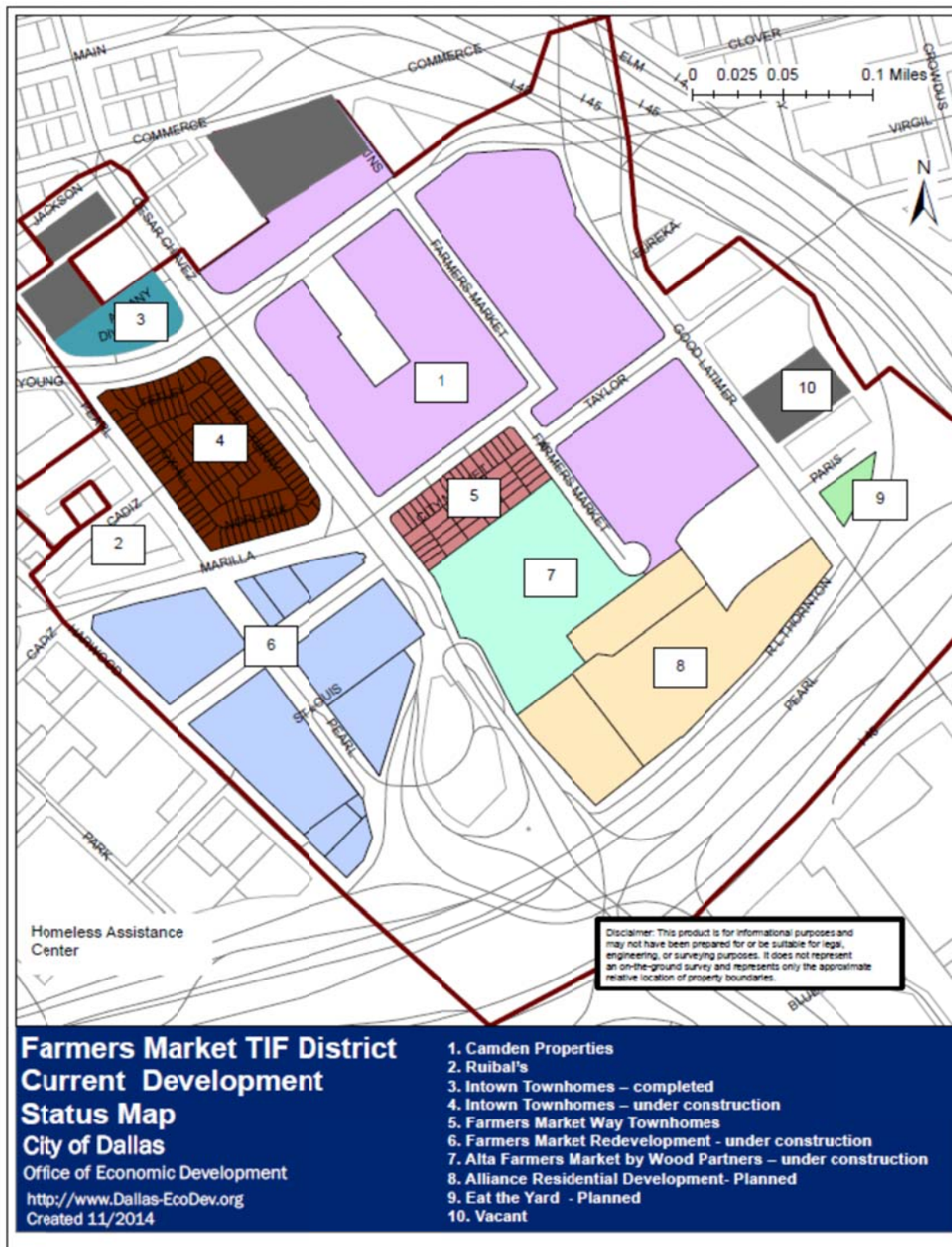
⁵ TIF Investment for Farmers Market/Deep Ellum connector includes the TIF investment for the Bark Park Central improvements, Lighting near Art Park and Open space improvements (\$25,000) and Pearl Street conceptual design work (\$25,000)..

⁶ Development Agreement with 2100 Downtown Condominium LLC was rescinded.

⁷ The reimbursement for the Farmers Market Way Townhomes project is still pending (\$90,000).



Farmers Market Square Project



Value and Increment Revenue Summary

The Farmers Market TIF District's assessed 2014 tax value was \$173,532,954 an increase of \$138,718,126 over the base years value (1998 and 2013). This property value change represents 398.4% increase from the base value. The 2014 tax value increased \$33,732,687 (24.1%) over the 2013 tax value. From the inception of the district, approximately 95% of the increment is from new construction and 5% is from the general appreciation. The amended boundary will be tax value will be added during the 2014 tax roll. The total revenue collected in 2014 is expected to be \$756,083. The actual construction that occurred in 2014 will be reflected on the 2015 tax roll.

Development Goals and Objectives

On August 25, 1999, the City Council passed Ordinance Number 24001 as amended, which approved the Farmers Market Tax Increment Financing District Project Plan and Reinvestment Zone Financing Plan. Among the goals of the Plan are:

- Goal 1: Create additional taxable value attributable to new private investment in projects in the Farmers Market TIF District totaling approximately \$114,000,000 over the term of the District.
The private development completed so far in the original Farmers Market TIF boundary is approximately \$148.2 million. The development under construction in the expanded area is approximately \$122.4 million and an additional \$101.6 million investment is planned in the area.
- Goal 2: Create urban neighborhood in southeast quadrant of downtown that capitalizes on proximity to the Dallas Farmers Market and supports concepts developed in the Downtown 360 Plan.
City of Dallas initiated an efforts to promote the redevelopment of the Dallas Farmers Market is progressing as planned. These efforts are to promote the southeast quadrant of downtown into a vibrant urban neighborhood.
- Goal 3 – Facilitate redevelopment of the current Dallas Farmers Market area to adapt to changing market conditions and anchor the neighborhood.
Dallas Farmers Market Shed 1 will be renovated to include improvements to meet the existing market conditions and competition.
- Goal 4 – Improve pedestrian, transit, bicycle and vehicular connections from the Farmers Market TIF District to the Downtown Core, Government District, Deep Ellum Entertainment District and Dallas Heritage Village/Cedars neighborhood.
Staff and the Board will seek ways to improve pedestrian, transit, bicycle and vehicular connections from the District to various destinations.

- Goal 5 – Generate approximately \$16.5 million in total TIF collections through the end of the term of the TIF District in 2028 (final collection in 2029).
Since the inception of the Farmers Market TIF District, the tax value has increased by 398.4% from the inception of the District in 1998. Investment in the expanded boundary is anticipated to occur during FY 2015.
- Goal 6 – Diversify retail and commercial uses in the Farmers Market TIF District.
Additional 640 residential units and 88,000 square feet of square feet of retail/restaurant space, 15,250 square feet of office space will be added in the Farmers Market expanded boundary by the end of FY 2016.
- Goal 7 – Encourage the development of housing in the Farmers Market TIF District that is available to households with diverse income levels.
The Farmers Market TIF adopted the Mixed-income housing guidelines to promote housing for diverse income levels.
- Goal 8 – Develop 1,700 housing units within the Farmers Market TIF District; and 100,000 square feet of commercial, restaurant and farmers market space.
Since the creation of the Farmers Market TIF District, 1,038 residential units (909 apartments, 129 townhomes), 10,000 square feet of commercial space have been completed. So far, 68% housing unit's requirement and 10% of the commercial space requirement has been met. However with the additional development that will occur in the next few years will exceed the goals. Currently, 381 residential units are under construction (313 apartments, 68 townhomes), additional 640 units are planned and 103,250 square feet of retail/restaurant/office space is planned.
- Goal 9 – Encourage the redevelopment of the current Dallas Farmers Market area including the sale of some City-owned property in the area and some street reconfigured to create a more usable site.
The current Dallas Farmers Market area has been sold to the DFM Developer. The current Dallas Farmers Market area will be redeveloped to include: renovations to Shed 1 and Shed 2; 300 residential units; 103,250 square feet of additional office/retail/restaurant space and a community garden and futsal fields.

Year-End Summary of Meetings

During the period of October 1, 2013, through September 30, 2014, the Farmers Market TIF Board met thrice, on November 14, 2013, January 23, 2014 and May 23, 2014.

The current Board members are: Neal Sleeper - City Representative (3 of 3 meetings), John Miller - City Representative (1 of 3 meetings), Zane Aveton - City Representative (1 of 3 meetings), Lily Mak – City Representative (3 of 3 meetings) and Ross Sherwood Martin – City Representative (3 of 3 meeting, no longer a Board Member); Brett Combs - City Representative (3 of 3 meetings), Jim Ingendorf - City Representative (3 of 3 meetings) and Rick Loessberg – Dallas County Representative (1 of 3 meetings).

During the fiscal year, the City Council approved eighteen items directly/indirectly associated with the Farmers Market TIF District:

- November 12, 2013, the City Council approved Resolution Number 13-1987, A public hearing to receive comments regarding an application for and an ordinance granting a new Subdistrict in Planned Development District No. 357, the Farmers Market Special Purpose District generally bounded by Marilla Street, South Cesar Chavez Boulevard, East R.L. Thornton Freeway and South Harwood Street Recommendation of Staff and CPC: Approval, subject to conditions Z123-317(WE)
- December 11, 2013, the City Council approved Resolution Number 13-2096, 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
- December 11, 2013, the City Council approved Resolution Number 13-2097, 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
- December 11, 2013, the City Council approved Resolution Number 13-2098, 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

- December 11, 2013, the City Council approved Resolution Number 13-2099, 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
- December 11, 2013, the City Council approved Resolution Number 13-2100, 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
- December 11, 2013, the City Council approved Resolution Number 13-2101, 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
- December 11, 2013, the City Council approved Resolution Number 13-2102, 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
- December 11, 2013, the City Council approved Resolution Number 13-2103, 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
- December 11, 2013, the City Council approved Resolution Number 13-2104, 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

- December 11, 2013, the City Council approved Resolution Number 13-2105, 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
- December 11, 2013, the City Council approved Resolution Number 13-2163, a public hearing to receive comments regarding an application for and an ordinance granting the creation of a new subdistrict within the Farmers Market Special Provision Sign District Section 51A-7.1600, of the Dallas City Code, to increase signage and allow attached premise signs in an area generally bounded by Marilla Street, South Cesar Chavez Boulevard, East R.L. Thornton Freeway and South Harwood Street Recommendation of Staff and CPC: Approval, subject to amended ordinance language for icon and rooftop signage SPSPD134-001
- February 26, 2014, the City Council approved Resolution Number 14,0376, a resolution accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Six, (Farmers Market TIF District), submitted by the Farmers Market TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
- May 28, 2014, the City Council approved Resolution Number 14-8060, a public hearing to receive comments regarding an application for and an ordinance granting a Specific Use Permit for an accessory community center (private) limited to a community pool on property within Subdistrict 10 of Planned Development District No. 357, the Farmers Market Special Purpose District, generally in an area southwest of South Cesar Chavez Boulevard and southeast of Helsminster Drive Recommendation of Staff and CPC: Approval for a twenty-year period with eligibility for automatic renewals for additional twenty-year periods, subject to a site plan and conditions Z134-160(WE)
- June 25, 2014, the City Council approved Resolution Number 14-1019, a resolution authorizing a contract with Gibson & Associates, Inc., lowest responsible bidder of four, for the construction of street paving, storm drainage, landscape, water and wastewater main improvements for the Dallas Farmers Market, Phase II Project - Not to exceed \$3,909,679 - Financing: 2006 Bond

Funds (\$3,733,926), Water Utilities Capital Improvement Funds (\$149,793) and Water Utilities Capital Construction Funds (\$25,960)

- June 25, 2014, the City Council approved Resolution Number 14-0994, authorized an amendment to Resolution No. 13-1156, previously approved on June 26, 2013, to the development agreement with DFM Developer, Ltd., for TIF-eligible improvements supporting the Farmers Market Redevelopment, Phase I project to extend completion of the purchase of the public market parking/air rights from July 1, 2014 (prior to start of construction of public garage) to December 31, 2017 (after completion of private construction of garage and purchase by City) - Financing: No cost consideration to the City
- September 10, 2014, the City Council approved Resolution Number 14-1477, an ordinance abandoning a portion of Gibson Street and a subsurface drive to FM Futsal, Ltd, the abutting owner, containing a total of approximately 35,322 square feet of land, located near the intersection with Cesar Chavez Boulevard, and authorizing the quitclaim - Revenue: \$14,106, plus the \$20 ordinance publication fee amending Chapter 29 of the Dallas City Code to provide for monthly dealer's licenses and fees to participate in the selling of produce or goods at the municipal produce market
- September 24, 2014, the City Council approved Resolution Number 14-1612, an ordinance An ordinance abandoning a portion of Cesar Chavez Boulevard to WDF-3 Wood Farmers Market Owner, LLC, the abutting owner, containing approximately 1,839 square feet of land, located near the intersection of Cesar Chavez Boulevard and Taylor Street - Revenue: \$8,473, plus the \$20 ordinance publication fee.

Pending TIF Items

- FY 2014 Annual Report, Farmers Market TIF District.
- Farmers Market Redevelopment Project, Shed 3 and 4 project potential development agreement amendment.
- Farmers Market potential boundary amendment.
- Potential development agreement with Preserve Liberty LLC for the development of the Liberty State Bank Preservation Phase II.

Budget and Spending Status

Each TIF District establishes a budget for the public improvement expenditures necessary to support private investment in the district in the Project Plan and Reinvestment Zone Financing Plan. The Farmers Market TIF District budget and spending to date is shown in the following table:

Farmers Market TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget¹	Allocated²	Balance
Phase IA ³	\$8,125,410	\$8,125,410	\$0
Deep Ellum Connector ⁴	\$672,970	\$672,970	\$0
Phase IB	\$742,031	\$742,031	\$0
Phase II ⁵	\$3,252,225	\$3,252,225	\$0
Harlan Building	\$701,142	\$701,142	\$0
Farmers Market Area Improvements	18,803,539	1,664,832	\$17,138,707
TIF Administration ⁶	\$1,700,000	\$563,410	\$1,136,590
Total	\$33,997,317	\$15,722,020	\$18,275,297
¹ . Budget shown above in current dollars; TIF Project Plan shows the budget in net present value. ² . Allocated includes money expended and committed for existing and future projects. ³ . Phase 1A and Phase II includes \$7,654,743, funds advanced by the City. ⁴ . Deep Ellum Connector includes – Lighting near Art Park and Open Space Improvements (AA)- \$25,000 & Pearl Street conceptual design – 25,000. ⁵ . Phase II includes Perry Homes-\$90,000 ⁶ . TIF administration fee include funds expended of committed through FY 2014. ⁷ . NPV value of \$19,238,514			

Farmers Market TIF District Project Plan Budget	
Category	TIF Budget (in NPV)*
Phase IA	\$4,162,445
Deep Ellum Connector	\$197,138
Phase IB	\$336,434
Phase II	\$1,666,033
Harlan Building Redevelopment	\$162,475
Farmers Market Area Improvements	\$11,948,989
Administrative	\$765,000
Total	\$19,238,514
* As amended and approved in the Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 28951.	

Farmers Market M/WBE Participation				
Project	Contractor	Total Contract	Contract Awarded	% Minority Participation
Marilla St. & Farmers Market Way Infrastructure	Tiseo Paving Company	\$15,466,589	\$1,791,031	11.58%
Marilla St. & Farmers Market Way Streetscaping	Gibson & Assoc., Inc.	\$21,761,854	\$1,863,606	9.42%
Marilla St. & Farmers Market Way Streetscaping – contract increase	Gibson & Assoc., Inc.	\$1,272,337	\$120,872	9.50%
Good Latimer Expwy Streetscaping	Gibson & Assoc., Inc	\$1,834,207	\$425,536	23.20%
Canton St. & S. Cesar Chavez Blve Infrastructure	New Star Grading & Paving	\$295,908	\$197,045	66.59%
Farmers Market Townhomes Phase IIA Water & Waste Water	Saber Development Corporation	\$4,477,258	\$138,795	3.10%
Camden Farmers Market Ph. 1B, parcel 1 – Streetscaping, Water & Waste Water	Gibson & Assoc., Inc.	\$2,384,950	\$617,702	25.9%
Harlan Building Redevelopment	Nedderman & Assoc.	\$3,693,182	\$650,000	17.6%
Farmers Market Square	Fenway Development	\$3,103,062	\$1,402,584	45.2%
Total		\$54,289,346	\$7,207,171	13.28%

FY 2015 Work Program

- Monitor and assist completion of the Farmers Market Redevelopment Project and Farmers Market Square Project.
- Support the development of the Eat the Yard and Liberty State Bank Preservation Phase II developments.
- Promote development in the vacant property within the District.
- Continue facilitating partnership with Farmers Market and other organizations in strengthening the Farmers Market TIF District.

Appendix: Financials

City of Dallas, Texas

Farmers Market Tax Increment Financing District

Notes to Financial Statements for the Year Ended September 30, 2014

(Unaudited)

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The Zone's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$1,112,684 (in current \$) of the TIF to reimburse the City for administrative costs. The City began billing the Zone for administrative costs in FY'1998-99. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. The Zone has received advances from City of Dallas to fund improvements that have been made by the Department of Public Works and Transportation. The City used the funds from the 1985 bond program that were allocated to fund these public improvements in the TIF district. Funds advanced by the City, which bear interest from the date of advance, include the following:
 - \$1,791,030 advance as of March 11, 1999 bears interest at 5.20% compounded annually;
 - \$1,995,017 advance as of September 25, 2000 bears interest at 5.20% compounded annually;
 - \$478,886 advance as of October 01, 2001 bears interest at 5.20% compounded annually; and
 - \$226,237 advance as of September 25, 2002 bears interest at 5.20% compounded annually; and
6. All project costs resulting in capital improvements that are owned by the City of Dallas are capitalized.

City of Dallas, Texas						
Farmers Market Tax Increment Financing District Fund						
Balance Sheet as of September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)						
		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:						
Pooled cash and cash equivalents		\$5,130,364	\$4,365,029	\$3,745,656	\$3,214,652	\$2,566,856
Interest receivable		\$2,802	\$4,758	\$5,315	\$9,671	\$13,294
Total assets		\$5,133,167	\$4,369,787	\$3,750,971	\$3,224,323	\$2,580,150
Liabilities and Fund Balance (Deficit):						
Liabilities:						
Accounts & contracts payable		\$0	\$0	\$0	\$2,034	\$8,065
Advances from developers		\$2,496	\$2,496	\$2,496	\$2,496	\$2,496
Advances from City		\$4,491,169	\$4,491,169	\$4,491,169	\$4,491,169	\$4,491,169
Due to general fund		\$16,786	\$16,786	\$0	\$0	\$0
Accrued liability		\$22,759	\$22,759	\$22,759	\$22,759	\$22,759
Total liabilities		\$4,533,211	\$4,533,211	\$4,516,425	\$4,518,459	\$4,524,490
Fund Balance (Deficit):						
Fund Balance (Deficit)		\$599,956	(\$163,424)	(\$765,454)	(\$1,294,135)	(\$1,944,339)
Total Liabilities and Fund Equity		\$5,133,167	\$4,369,787	\$3,750,971	\$3,224,324	\$2,580,150
		\$0	\$0	\$0	\$0	\$0
Farmers Market Tax Increment Financing District Fund						
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)						
For the Period September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)						
	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$6,516,249	\$756,083	\$666,754	\$584,035	\$691,405	\$557,323
Interest income	\$535,804	\$17,230	\$18,168	\$18,636	\$18,468	\$30,504
Other revenue-developer reimbursement savings	\$217,974	\$0	\$0	\$0	\$0	\$0
Proceeds from sale of land	\$433,711	\$0	\$433,711	\$0	\$0	\$0
Net increase in fair value of investments	(\$13,647)	(\$5,125)	(\$4,639)	(\$299)	\$2,701	(\$12,525)
Total revenues	\$7,690,091	\$768,188	\$1,113,994	\$602,372	\$712,575	\$575,303
Expenditures:						
Administrative expenses	\$563,410	\$0	\$74,253	\$48,461	\$60,336	\$32,810
Non-Capital outlay	\$472,025	\$108	\$744	\$229	\$2,034	\$12,415
Capital outlay	\$5,526,132	\$4,700	\$4,000	\$25,000	\$0	\$0
Debt service payment-Principal	\$432,967	\$0	\$432,967	\$0	\$0	\$0
Interest and fiscal charges	\$1,058,458	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$8,052,991	\$4,808	\$511,964	\$73,690	\$62,371	\$45,225
Excess (Deficiency) of Revenues over Expenditures	(\$362,901)	\$763,380	\$602,030	\$528,682	\$650,204	\$530,078
Fund balance (Deficit) at beginning of year						
as previously reported	\$0	(\$163,424)	(\$765,454)	(\$1,294,135)	(\$1,944,339)	(\$2,474,417)
Prior period restatement	\$962,857	\$0	\$0	\$0	\$0	\$0
Fund balance (Deficit) at beginning of year, as restated	\$962,857	(\$163,424)	(\$765,454)	(\$1,294,135)	(\$1,944,339)	(\$2,474,417)
Fund balance (deficit) at end of year	\$599,956	\$599,956	(\$163,424)	(\$765,454)	(\$1,294,135)	(\$1,944,339)
Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.						

Farmers Market Tax Increment Financing District					
Reinvestment Zone Number Six, City of Dallas, Texas					
As of September 30, 2014					
Chapter 311.016 of V.C.T.A. requires the following information					
as part of the annual report on the status of the TIF District.					
Information is contained in detail on the attached					
financial statements.					
1. Amount and source of revenue in the tax increment fund established for the zone:					
\$12,106	Interest Income				
\$0	Other revenue-developer reimbursement savings				
\$0	Proceeds from sale of land				
\$756,083	Ad Valorem Taxes (Collected in FY'2012-13 based on 2012 Final Tax Roll)				
\$768,188	Total Revenue				
2. Amount and purpose of expenditures from the fund:					
\$0	Administrative Expense				
\$108	Non-Capital outlay				
\$4,700	Capital outlay (1)				
\$0	Interest and fiscal charges				
\$4,808	Total Expenditures				
(1) Capital outlay was for appraisals of properties for the Urban Farm project in the Farmers Market TIF district.					
3. a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:					
Farmers Market TIF District has incurred no bonded indebtedness as of September 30, 2014.					
b. The zone has the following contingent obligations reimbursable from available TIF funds as of September 30, 2014:					
		<u>Advance</u>	<u>Accrued</u>	<u>Total (P & I)</u>	
<u>Source of Funds</u>	<u>Project</u>	<u>Principal</u>	<u>Interest</u>	<u>Outstanding</u>	
City of Dallas	Park at Farmers Market	\$4,491,169	\$4,851,242	\$9,342,412	
Camden Realty	Townhomes Phase IIA	\$335,840	\$154,768	\$490,608	
Camden Realty	Townhomes Phase IB	\$742,031	\$244,610	\$986,641	
Cadiz Street Properties	Harlan Building redevelopment	\$649,900	\$51,242	\$701,142	
Total		\$6,218,940	\$5,301,862	\$11,520,803	
Less: payments		\$1,727,771	\$450,620	\$2,178,391	
Net Balance Outstanding		\$4,491,169	\$4,851,242	\$9,342,412	
4. Tax increment base and current captured appraised value retained by the zone:					
		<u>Taxable</u>	<u>Base Year</u>	<u>Est. Captured</u>	
Taxing Jurisdiction		<u>Value 2014</u>	<u>1996 Value</u>	<u>Value 2014*</u>	
City of Dallas		\$173,532,957	\$34,814,831	\$138,718,126	
Dallas County		\$173,500,457	\$34,814,831	\$138,685,626	
* Based on Certified Taxable Values. Final values will be determined on February 01, 2015.					
29					

5.	Captured appraised value by the municipality and other taxing units, the total amount of the tax	
	increment received, and any additional information necessary to demonstrate compliance with the	
	tax increment financing plan adopted by the governing body of the municipality:	
	A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:	

		Assessment	Amount of
		Per \$100	Estimated 2014
	Taxing Jurisdiction		Increment
	City of Dallas	0.71730	\$995,025
	Dallas County	0.09724	\$134,858
	Total for all Jurisdictions	\$1.53184	\$1,129,883

	B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$1,129,883. For the 2013 tax year, increment	
	in the amount of \$756,083 was received.	

AGENDA ITEM # 22

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 6, 14

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 44 D H M P Q R; 45 A E F J K N

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seven, (Sports Arena TIF District), submitted by the Sports Arena TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit to the chief executive officer of each taxing unit, as well as the State Comptroller, an annual report on the status of each reinvestment zone it has created. The City Council approved Ordinance No. 23688 on October 28, 1998, establishing Tax Increment Financing Reinvestment Zone Number Seven, (Sports Arena TIF District). On August 25, 1999, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 24002. The termination date of the TIF District was extended by 10 years to December 31, 2028 on May 23, 2012 by Ordinance No. 28672.

The Sports Arena TIF District's assessed tax value in 2014 was \$564,051,655. This represents an increase of 785% (\$500,312,173) over the adjusted 2012 base year assessed value of \$63,739,482 and an increase of 13.9% (\$68,702,071) from the previous year 2013 value. With the participation of the City and Dallas County, the district's value will result in the collection of approximately \$3,730,826 (City \$3,588,739; County \$142,087) in incremental revenue for the Sports Arena TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On October 28, 1998, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Seven, the Sports Arena TIF District by Ordinance No. 23688.

On August 25, 1999, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Sports Arena TIF District, by Ordinance No. 24002.

On January 9, 2014, the Sports Arena TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Seven, ("Sports Arena TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Sports Arena area pursuant to Ordinance No. 23688, authorized by the City Council on October 28, 1998, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on May 23, 2012, City Council amended the Project Plan and Reinvestment Zone Financing Plan for the Sports Arena TIF District by Ordinance No. 28672; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the chief executive officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on January 9, 2015, the Sports Arena TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Seven and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Seven (Sports Arena TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), and is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Seven to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District; and to the State Comptroller, as required by state law.

Section 3. 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
Sports Arena TIF District
FY 2014
Annual Report



Medialon 2007

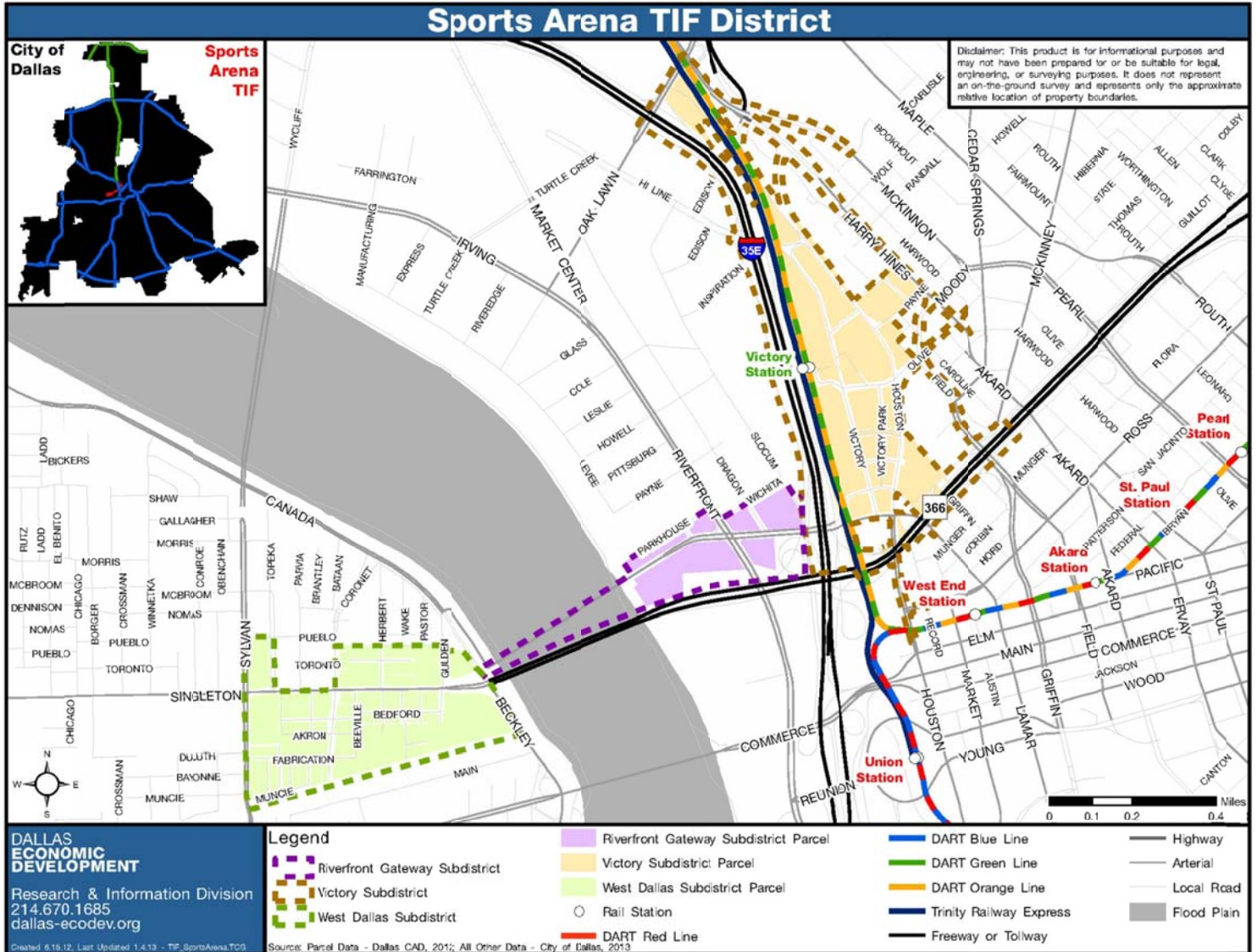


City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-1685
<http://www.dallas-ecodev.org/>

October 1, 2013 to September 30, 2014

Amended Reinvestment Zone Number Seven Sports Arena Tax Increment Financing District



Mission

The mission of the Sports Arena TIF District (“District” or “Zone”) is to generate tax increment sufficient enough to reimburse costs of roadway improvements and other public improvements in the District that were beneficial to the redevelopment of the area around the American Airlines Center (AAC). The mission of the district was amended in 2012 to provide a means of funding needed improvements to shift AAC event parking from surface parking lots to structured parking within the Victory area, facilitate redevelopment in West Dallas that currently serves as a gateway from the west to the Victory area, improve occupancy rates of retail space in the Victory area and create new retail opportunities in the West Dallas area.

Dallas City Council created the Sports Arena TIF District (Reinvestment Zone Number Seven) by Ordinance No. 23688 on October 28, 1998. The District took effect January 1, 1999 and its original termination date was December 31, 2018, or when all district project costs and any interest on these costs were paid in full. The termination date of the TIF District was extended by 10 years to December 31, 2028 on May 23, 2012, by Ordinance No. 28672.

Since its inception, the Sports Arena TIF has leveraged approximately \$926 million in new development completed or begun through fiscal year 2014. District development includes, 2,173 residential units, 251 hotel rooms, 218,000 square feet of retail space, and 1,021,000 square feet of office space.

District Accomplishments

During the fiscal year, the following projects in the Victory Sub-district either started or completed construction.

Projects Completed During FY 2014

SkyHouse Dallas, a 24-story residential tower housing 336 luxury units and 3,500 square feet of retail completed construction during the fiscal year.

Arpeggio Victory Park, a five-story, 378-unit complex opened January 2014.

Moda, a 263-unit apartment building completed construction during the fiscal year.



Arpeggio Victory Park



SkyHouse Dallas



Moda

Projects Approved and/or Under Construction During FY 2014

North Parking Garage, Construction of a public 1,271 space garage dedicated to American Airlines Center event parking began February 2014. Upon completion in 2015, the City will own the garage.



Camden Victory Park, Construction of 423 residential units on the parking lot north of the American Airlines Center continued during the fiscal year. The project is anticipated to open to residents summer 2015.



Victory Park Lane Improvement Project, Construction of infrastructure improvements that will enhance pedestrian movement by widening sidewalks and providing more space for outside dining and activity, increase pedestrian safety by calming vehicular traffic and encourage mid-block crossings on Victory Park Lane continued during the fiscal year. Anticipated completion is January 2015.



Olive Street Improvement Project, Construction of infrastructure improvements that will reduce the street's width to better accommodate pedestrians, add a crosswalk at Victory Park Lane and reorient the AT&T Plaza to direct event patrons to the retail component of the Victory project along Victory Park Lane continued throughout the fiscal year. Anticipated completion is February 2015.



Two-Way Conversion of Houston Street and Victory Avenue, An amendment of the City of Dallas Thoroughfare Plan was approved to convert Houston Street and Victory Avenue from a one-way to two-way operation. Conversion of the two streets will change the character and experience of the roadways and improve bicycle circulation throughout the sub-district by providing a dedicated bicycle track on both sides of Houston Street connecting to the current terminus of the KATY Trail and extending it throughout the sub-district.



During the fiscal year, the following project in the West Dallas Sub-district was approved for TIF funding.

Trinity Groves – Restaurant Incubator, TIF funding for this project was approved during the fiscal year. The project includes over 100,000 square feet of restaurant space, a brewery, event space and a restaurant incubator.



TIF Related Projects¹						
Projects Located Within the TIF District						
Project	Location	Calendar Year Complete	Status	Units/ SF²	Approx. Value³	TIF Investment⁴
American Airlines Center ⁵	2500 Victory Ave	2001	Complete	840,000 sf entertainment space	\$194,174,610	\$0
Center Operating Company	2427 N. Houston St	2001	Complete	parking garage	\$3,816,450	\$0
Platinum Parking Garage	1620 Lyte St.	2001	Complete	2,000 space parking garage	\$39,725,850	
W Dallas Victory Hotel & Residences	2408, 2430 & 2440 Victory Park Ln.	2006	Complete	145 condos 251 hotel rooms 42,500 sf retail	\$147,933,389	\$0
The Terrace	2323 N. Houston St	2006	Complete	97 condos 24,000 sf retail	\$24,478,300	\$0
The Vista	2345 N. Houston St	2007	Complete	127 apts 28,000 sf retail	\$21,630,000	\$0
Victory Plaza Buildings	3030 & 3090 Olive St	2007	Complete	65,000 retail 155,000 office	\$35,652,190	\$0
Cirque	2500 N Houston St	2008	Complete	252 apts 11,000 sf retail	\$55,000,000	\$0
One Victory Park	2323 Victory Ave	2008	Complete	9,000 sf retail 430,000 office	\$71,536,070	\$0
The House by Starck & Yoo	2200 Victory Ave	2009	Complete	150 condos 30,000 sf retail	\$48,042,180	\$0
TIF Infrastructure		2001	Complete	-	-	\$23.9M
Arpeggio Victory Park	2425 Victory Ave	2014	Completed	378 apts	\$40,131,050	\$0
Moda	2711 Harry Hines Blvd	2014	Completed	263 apts 3,500 sf retail	\$28,000,000	\$0
South Parking Garage ⁶	2401 Victory Park Lane	2014	Existing	629 Space Parking Garage	\$18,312,742	\$12,825,000
SkyHouse Dallas	2200 N. Lamar St	2014	Completed	336 Apts. 5,000 sf retail	\$44,453,325	\$0
North Parking Garage	1200 N. Stemmons Frwy.	2015	Under Construction	1,200 Space Parking Garage	\$33,271,841	\$33,271,841
Victory Park Lane Improvement Project	Victory Park Ln	2015	Under Construction	-	-	\$1,226,500
Olive Street Improvement Project	Olive St	2015	Under Construction	-	-	\$825,100
Camden Victory Park	2825 Alamo St.	2015	Under Construction	425 Apts.	\$50,000,000	\$0
Two-Way Conversion (Houston St & Victory Ave)	Houston St & Victory Ave	2015	Approved	-	-	\$3,718,000
Trinity Groves – Restaurant Incubator	Singleton Blvd and Gulden Ln	2015	Approved	106,000 sf retail/restaurant space	\$51,889,000	\$3,505,000
Hines Office Bldg	2371 Victory Ave	2017	Announced	436,000 office	\$70,000,000	\$0

	2,173 res. units		
	251 hotel rooms		
	324,000 sf retail		
Subtotal	1,021,000 sf office	\$978,046,997	\$79,271,441
	840,000 sf		
	entertainment		
	3,625 spaces		
	parking garage		
¹ All information updated as of September 30, 2014.			
² Based upon information gathered from the developer. May be updated for completed projects based on actual unit mix and square footage.			
³ Based upon 1) approximate private investment for anticipated projects, or 2) DCAD market value for completed projects (unless project has not yet been assessed). Arena value includes roads and parking. Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out.			
⁴ Sports Arena TIF funds were dedicated for infrastructure for the TIF district, not individual projects.			
⁵ Tax-exempt property.			

Projects Adjacent to TIF ¹						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment
Perot Museum of Nature and Science	2201 N. Field St.	2012	Completed	180,000 sf	\$185,000,000	\$0
The Alexan Skyline Apartments	3333 Harry Hines Blvd	2015	Under Construction	365 apts 6,410 sf retail	\$40,000,000	\$0
				365 apts; 186,410 sf retail	\$225,000,000	\$0
			Subtotal			
¹ All information updated as of September 30, 2014.						
² Based upon information gathered from the developer. May be updated for completed projects based on actual unit mix and square footage.						
³ Based upon 1) approximate private investment for anticipated projects, or 2) DCAD market value for completed projects (unless project has not yet been assessed). Arena value includes roads and parking. Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out.						

District Initiatives				
Activity	Scope	Status	Investment	Source
Orange Roadways	Improvements to Houston St, McKinney Ave., Ross Ave., Continental Ave., Lamar Street and Wichita St.	Complete	\$20,988,088	TIF Funding
Woodall Rodgers Plaza	Improvements to Woodall Rodgers Plaza between McKinney Ave., Continental Ave., and Houston Street	Complete	\$2,000,000	TIF Funding
District Wide Technical Studies	Parking, traffic, vehicular and pedestrian circulation, place making and retail design for Victory Sub-district	Complete	\$700,000	TIF Funding
Central Core Connector Project (Dallas Bikeway System)	Bikeway program implemented through the use of shared lanes on roadways going through the American Airlines Center/Victory area, the West End, Downtown, and Deep Ellum.	Phase I Complete	\$90,452 Total (Downtown Dallas Inc. - \$41,000; City of Dallas Streets Department - \$12,188; TIF Funding - \$37,264 – divided by four TIF districts)	TIF Funding (Deep Ellum, City Center, Downtown Connection and Sports Arena TIF Districts) & Dallas Downtown, Inc.
Other Initiatives				
Victory Sustainable Development Project	Victory Park Lane, DART Street, Laws Street, and related public improvements, including lighting improvements to the Katy Trail.	Roadway construction completed November 2007. Katy Trail lighting completed August 2009	\$8,505,000	Sustainable Development Funds and developer match
Trinity Strand/Katy Trail Connection	Trail connecting the Katy Trail over Goat Hill, through Stemmons Park, to the base of the Trinity Strand Trail at Oak Lawn Avenue	Under Construction	\$310,620	2006 Bonds for engineering
			Total budget: \$8.5 million	Remainder to be raised

Value and Increment Revenue Summary

The base value of the Zone is the total appraised value of all taxable real property in the District, as determined by the Dallas Central Appraisal District's certified property tax roll for the base year value. The base value is established the year when a property is placed within TIF boundaries.

The Sports Arena TIF District's original assessed 1998 tax value was \$16,423,773. The district's financing plan was amended in 2012 to create three sub-districts: Victory Park, Riverfront Gateway, and West Dallas. As a result, each sub-district will have its own base value.

Victory Park Sub-district – In 2012, the Victory Park sub-district's amended base value was \$33,515,323. The sub-district's appraised value in 2014 was \$529,800,058, an increase of \$67,631,623 (14.6%) from 2013's sub-district value (\$462,168,435). This increase will result in an estimated collection of approximately \$3,695,502 in incremental revenue.

Riverfront Gateway Sub-district – In 2012, the Riverfront Gateway sub-district's base value was \$18,624,970. The sub-district's appraised value in 2014 was \$19,873,790, an increase of \$669,980 (3.5%) from 2013's sub-district value (\$19,203,810). This increase will result in an estimated collection of approximately \$10,628 in incremental revenue.

West Dallas Sub-district – In 2012, the West Dallas sub-district's base value was \$11,598,966. The sub-district's appraised value in 2014 was \$14,377,807, an increase of \$400,468 (2.9%) from 2013's sub-district value (\$13,977,339). This increase will result in an estimated collection of approximately \$24,697 in incremental revenue.

The Zone's (includes all sub-districts) total value in 2014 was \$564,051,655 an increase of \$68,702,071 (13.9%) from 2013's total district value (\$495,349,584). This increase in total district value will result in an estimated collection of approximately \$3,730,826 in total incremental revenue for the Sports Arena TIF District in June 2015.

Objectives, Programs, and Success Indicators

The original Sports Arena TIF District Project and Reinvestment Zone Financing Plan were adopted August 25, 1999.

In 2012, the District's Project and Reinvestment Zone Financing Plan was amended and the goals and objectives were revised to include additional public improvements as well as private development in the District.

Original and amended goals are provided below. Development of a hotel and additional office space is not an objective of the District's amended Project Plan.

Specific actions addressing these objectives follow in italics:

- Attract 250,000 square feet of additional retail space.

During the fiscal year 8,500 square feet of newly constructed retail space was added to the Victory Sub-district of the Zone (3% of the total goal).

- Attract 3,000 additional residential units including town home, multifamily and condominium units.

Three residential projects in the Victory Sub-district of the Zone completed construction during the fiscal year (Moda, Arpeggio Victory Park, and Skyhouse Dallas), adding 977 apartments. Another residential project, Camden Victory Park, began construction and upon completion will add 425 units to the sub-district. In total 1,402 residential units have been either constructed or are under construction (47% of the total goal).

- Increase recreational opportunities and improve connections to the City of Dallas trails and open space system in the Sports Arena TIF District, especially the Trinity River, Trinity Strand Trail, Katy Trail and proposed Continental Pedestrian Bridge.

Continental Avenue Bridge Project – The Bridge was permanently closed to vehicular traffic on July 8, 2013. The construction cost for the Continental Avenue Bridge and West Dallas Gateway project was funded by private donations and bond funds. The bridge reopened for pedestrians only during the fiscal year, providing a new outdoor destination with recreational amenities, parking at the West Dallas Gateway and non-motorized vehicular access across the Trinity River.

Katy Trail Extension – As part of the planned two-way conversion of Houston Street a dedicated bicycle track on both sides of Houston Street will be constructed connecting to the current terminus of the

KATY Trail and extending it throughout the sub-district improving bicycle circulation.

- Increase the utilization of structured parking to provide public and American Airlines Center event parking.

Approval of the North Parking Garage, featuring 1,271 parking spaces and the lease of 425 spaces in South Parking Garage. These two facilities will enable the redevelopment of approximately 12.3 ± acres currently used for surface parking.

- Improve access and connectivity between the Victory, Riverfront Gateway Sub-district and West Dallas Sub-districts.

Improvements to the bike trail and pedestrian network, Continental Bridge improvements and ongoing work at Trinity Groves is intended to improve connectivity within the Sports Arena TIF District.

Year-End Summary of Meetings

The Sports Arena TIF District Board of Directors met five (5) times during FY 2014: December 13, 2013, February 6, 2014, March 20, 2014, May 2, 2014 and June 26, 2014.

The Sports Arena TIF District Board of Directors consists of nine (9) members, including six (6) City of Dallas appointees, one (1) Dallas Independent School District (DISD) appointee, one (1) Dallas County appointee and one (1) Dallas County Hospital District (DCHD) appointee. During FY 2014, the Sports Arena TIF Board consisted of the following members:

Jay Annand – City Appointee (Attended 2 of 5 meetings)
Noel Aveton – City Appointee (Attended 4 of 5 meetings)
Herbert Goodman – City Appointee (Attended 5 of 5 meetings)
Curtis Parker – City Appointee (Attended 2 of 3 meetings – appointment ended March 2014)
Eliza Solender – City Appointee (Attended 4 of 5 meetings)
Eva Elvove – City Appointee (Attended 3 of 5 meetings)
Arman Rupani – City Appointee (Attended 0 of 3 meetings – began appointment March 2014)
Orlando Alameda – DISD Appointee (Attended 4 of 5 meetings)
Rick Loessberg – Dallas County Appointee (Attended 4 of 5 meetings)
Sue Pickens – DCHD Appointee (Attended 4 of 5 meetings)

During FY 2014, the City Council approved thirteen (13) items directly or indirectly associated with the Sports Arena TIF District. The council actions are listed below.

- On October 23, 2013, City Council approved Resolution No. 13-1839, authorizing a development and maintenance agreement with ASA Apartments, LP, a Delaware limited partnership for the construction, development, and maintenance of a hike and bike trail and landscaping improvements for the purpose of creating a connection between the Katy Trail and the planned Trinity Strand Trail located at 1899 Goat Hill Road.
- On November 12, 2013, City Council approved Resolution No. 13-1922, authorizing the City Manager, upon completion of the North Parking Garage, to execute a (1) Special Warranty Deed; and (2) Designation of Third Party Parcel and Designation/Move instrument approved as to form by the City Attorney, and to accept the conveyance of the North Parking Garage as a single use public parking garage to the City of Dallas, or an entity designated by the City, from Victory North Parking Garage, LLC, in accordance with the Development Agreement approved by Resolution Nos. 12-1568 and 12-1569 previously approved on June 13, 2012, as amended, and subject to such customary and reasonable closing documents as may be required by the City Attorney.
-
- On December 11, 2013, City Council approved Resolution Nos. 13-2108 and 13-2109, authorizing a development agreement with Victory Park UST Joint Venture I, LP, to reimburse project costs for public infrastructure improvements to Olive Street within the Victory Sub-district in an amount not to exceed \$825,100, from revenues accruing to Tax Increment Financing Reinvestment Zone Seven (Sports Arena TIF District) .
- On December 11, 2013, City Council approved Resolution Nos. 13-2110 and 13-2111, authorizing a development agreement with Victory Park UST Joint Venture I, LP, to reimburse project costs for public infrastructure improvements to Victory Park Lane within the Victory Sub-district in an amount not to exceed \$1,226,500, from revenues accruing to Tax Increment Financing Reinvestment Zone Seven (Sports Arena TIF District).
- On January 22, 2014, City Council approved Resolution No. 14-0215, authorizing acquisition, including the exercise of the right of eminent domain if such becomes necessary, from PNYX, LTD., of an unimproved tract of land containing approximately 988 square feet located on Continental Avenue at its intersection with North Riverfront Boulevard for the reconstruction of Continental Avenue - Not to exceed \$41,139 (\$37,939 plus closing costs and title expenses not to exceed \$3,200) - Financing: 2006 Bond Funds.
- On January 22, 2014, City Council approved Ordinance No. 29260 and Resolution No. 14-0239, authorizing a public hearing to receive comments to amend the City of Dallas Thoroughfare Plan to change the dimensional classifications of (1) Victory Avenue from Continental Avenue to Lamar Street from a one-way special three-lane couplet (SPCL 3 CPLT) within 56 feet of right-of-way to a special two-way three-lane undivided roadway (SPCL 3U)

within 67 feet of right-of-way and 36 feet of pavement; (2) Victory Avenue from Lamar Street to North Houston Street from a one-way special four-lane couplet (SPCL 4 CPLT) within 64 to 80 feet of right-of-way to a special two-way four-lane undivided roadway (SPCL 4U) within 67 to 80 feet of right-of-way; (3) North Houston Street from Continental Avenue to All Star Way from a one-way special four-lane couplet (SPCL 4 CPLT) within 64 to 67 feet of right-of-way to a two-way special three-lane undivided roadway (SPCL 3U) within 67 feet of right-of-way with bicycle lanes; and (4) North Houston Street from All Star Way to Hi Line Drive from a one-way special four-lane couplet (SPCL 4 CPLT) within 64 to 67 feet of right-of-way to a two-way special four-lane undivided roadway (SPCL 4U) within 64 to 67 feet of right-of-way and 44 to 47 feet of pavement; and at the close of the hearing, authorize an ordinance implementing the change.

- On February 26, 2014, City Council approved Resolution No. 14-0377, accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seven, (Sports Arena TIF District), submitted by the Sports Arena TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law.
- On April 9, 2014, City Council approved Resolution Nos. 14-0616 and 14-0617, authorizing a development agreement with Trinity Groves, LLC to dedicate future TIF revenues, pursuant to the Sports Arena TIF District Grant Program to subsidize costs related to the development of Trinity Groves Phases I & II in the West Dallas Sub-district of Tax Increment Financing Reinvestment Zone Seven (Sports Arena TIF District), in an amount not to exceed \$3,505,000 in the form of a TIF Grant from revenues accruing to Tax Increment Financing Reinvestment Zone Seven (Sports Arena TIF District) - Not to exceed \$3,505,000.
- On June 25, 2014, City Council approved Resolution Nos. 14-1054 and 14-1055, authorizing a development agreement with Victory Park UST Joint Venture I, LP, to reimburse project costs for the conversion of Victory Avenue and Houston Street to two-way traffic operation with bike lanes in an amount not to exceed \$3,718,000 and parking directional signage throughout the Victory Sub-district in an amount not to exceed \$1,030,500 for a total project cost of \$4,748,500, from revenues accruing to Tax Increment Financing Reinvestment Zone Seven (Sports Arena TIF District).
- On August 13, 2014, City Council approved Resolution No. 14-1247, authorizing (1) the receipt and deposit of funds in the amount of \$29,090 from Victory Park UST Joint Venture I, LP for material, equipment and labor provided by the City related to the construction of a new traffic signal at the intersection of Olive Street and Victory Park Lane; and (2) an increase in appropriations in the amount of \$29,090 in the Capital Projects Reimbursement Fund - Not to exceed \$29,090 - Financing: Capital Projects Reimbursement Funds.

- On September 10, 2014, City Council approved Resolution No. 14-1456, authorizing various amendments to the terms of a \$12,825,000 grant agreement with Victory Park UST Joint Venture I, LP, (UST) previously approved by Resolution No. 13-0324, on February 13, 2013 to: (1) reduce the parking commitments in the South Parking Garage to accommodate UST's current contract parkers; (2) reduce UST's commitment to increase DCAD appraised values on its undeveloped/underdeveloped lots from \$100M to \$50M and reduce the number of developable tracts to only Blocks D, K and M for this commitment; (3) add a contractual commitment to comply with the Sports Arena TIF District's Mixed Income Housing requirements for any residential development on Blocks D, K and M, if the block's increased value is counted towards UST's development commitment; and (4) add a city design review requirement for any improvements to Blocks D, G, K and M.
- On September 24, 2014, City Council approved Resolution No. 14-1618, authorizing an increase in the construction services contract with Gibson & Associates, Inc. for installation of a drainage system that directs water from the bridge away from the levees and floodway, as well as other miscellaneous work needed for the Continental Avenue Bridge and West Dallas Gateway Improvements Project.

Sports Arena TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	Total Budget*	Total Committed or Spent	Total Remaining
Original Improvements			
Total Original Improvements	\$38,588,359	\$38,389,665	\$198,694
Victory Sub-district Amended Budget			
West Dallas Set-Aside	\$12,779,264	\$679,107	\$12,100,157
Tier One Improvements	\$50,294,300	\$48,919,013	\$1,375,287
North Parking Garage			
South Parking Garage			
Economic Development TIF Grants			
Total Tier One Improvements			
Tier Two Improvements	\$69,573,502	\$7,428,778	\$62,144,724
Additional North Parking Garage			
Additional South Parking Garage			
Other District Improvements:			
Open Space/Connectivity, Special Studies			
Infrastructure Improvements and Retail			
Total Tier Two Improvements			
Total Victory Sub-District	\$132,647,066	\$57,026,898	\$75,620,168
Category	Total Budget	Total Committed or Spent	Total Remaining
West Dallas Sub-district			
Economic Development Grants, Retail Incentives, Infrastructure Improvements, Technical Studies Environmental/Demolition			
Total West Dallas Sub-District	\$91,599,839	\$3,505,000	\$88,094,839
Riverfront Gateway Sub-district			
Economic Development Grants, Infrastructure Improvements, Environmental/Demolition Open Space, Connectivity and Retail			
Total Riverfront Gateway Sub-district	\$9,558,813	\$0	\$9,558,813
Administration and Implementation	\$997,010	\$460,602	\$536,408
Total Amended Budget	\$273,391,087	\$99,382,165	\$174,008,922
Original Sports Arena TIF District Budget	\$46,961,785		

* Revenues shown above are in current dollars, over the life of the TIF as of September 30, 2014.

Budget and Spending Status

Sports Arena TIF District Project Plan Budget	
Category	TIF Budget*
Original Improvements**	\$23,498,088
Victory Sub-district Amended Budget	
Tier One Improvements North Parking Garage South Parking Garage Economic Development TIF Grants Total Tier One Improvements	\$13,547,539
Tier Two Improvements Additional North Parking Garage Additional South Parking Garage Other District Improvements: Open Space/Connectivity, Special Studies Infrastructure Improvements and Retail Total Tier Two Improvements	\$22,301,524
Total Victory Sub-District	\$35,849,063
Category	TIF Budget*
West Dallas Sub-district Economic Development Grants, Retail Incentives, Infrastructure Improvements, Technical Studies Environmental/Demolition Total West Dallas Sub-District	\$31,120,420
Riverfront Gateway Sub-district Economic Development Grants, Infrastructure Improvements, Environmental/Demolition Open Space, Connectivity and Retail Total Riverfront Gateway Sub-district	\$3,595,888
Administration and Implementation	\$345,546
Total Amended Budget	\$94,409,005
Original Sports Arena TIF District Budget	\$25,498,568

* All values in Victory Sub-district were discounted to NPV 1999 dollars.

* All values in Riverfront Gateway and West Dallas Sub-districts are in NPV 2013 dollars.

FY 2015 Work Program

The FY 2015 Work Program for the Sports Arena TIF District is as follows:

- Adoption of the Sports Arena TIF District FY 2014 Annual Report
- Financial incentives for Trinity Groves Mixed Use project in the West Dallas Sub-District.
- Promote projects in the Riverfront Gateway Sub-District
- Amend current TIF Plan to increase area to include additional land and adjust budget for Riverfront Gateway Sub-District

Appendix: District Financials

City of Dallas, Texas
Sports Arena Area Tax Increment Financing District Fund
Balance Sheet as of September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$5,030,186	\$5,605,046	\$15,423	\$100	\$21,284
Interest receivable	\$5,215	\$6,068	(\$1,668)	\$112	\$173
Total assets	\$5,035,401	\$5,611,114	\$13,755	\$213	\$21,457
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$742,653	\$680,662	\$0	\$0	\$0
Advances from developers	\$0	\$0	\$81,944	\$3,394,964	\$6,915,592
Due to general fund	\$26,583	\$26,583	\$14,270	\$0	\$0
Accrued liability	\$168,907	\$0	\$0	\$0	\$0
Total liabilities	\$938,143	\$707,245	\$96,214	\$3,394,964	\$6,915,592
Fund Balance (Deficit):					
Fund Balance (Deficit)	\$4,097,259	\$4,903,869	(\$82,459)	(\$3,394,752)	(\$6,894,136)
Total Liabilities and Fund Equity	\$5,035,401	\$5,611,114	\$13,755	\$212	\$21,457
	(\$0)	(\$0)	(\$0)	(\$0)	(\$0)

Sports Arena Area Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
For the Period September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$26,918,190	\$3,031,552	\$3,137,644	\$3,104,948	\$3,464,783	\$3,678,247
Tax increment-Intergovernmental	\$19,256,121	\$81,341	\$2,559,694	\$2,533,135	\$2,717,812	\$3,160,479
Interest income	\$1,138,928	\$20,135	\$18,774	\$10,469	\$4,219	\$10,477
Developer Participation	\$1,169,939	\$0	\$0	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	\$63,323	(\$5,639)	\$4,405	\$1	\$50	(\$786)
Total revenues	\$48,546,500	\$3,127,389	\$5,720,517	\$5,648,553	\$6,186,864	\$6,848,416
Expenditures:						
Administrative expenses	\$460,602	\$0	\$48,152	\$81,078	\$37,933	\$19,414
Non-Capital outlay	\$2,199,278	\$1,496,427	\$680,887	\$21,500	\$175	\$0
Capital outlay	\$26,637,979	\$2,437,572	\$1,200	\$0	\$0	\$0
Interest and fiscal charges	\$17,504,258	\$0	\$3,951	\$2,233,682	\$2,649,372	\$2,126,557
Total expenditures	\$46,802,118	\$3,933,999	\$734,189	\$2,336,260	\$2,687,480	\$2,145,971
Excess (Deficiency) of Revenues over Expenditures	\$1,744,382	(\$806,611)	\$4,986,328	\$3,312,293	\$3,499,384	\$4,702,445
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$4,903,869	(\$82,459)	(\$3,394,752)	(\$6,894,136)	(\$11,596,581)
Prior period restatement	\$2,352,877	\$0	\$0	\$0	\$0	\$0
Fund balance (Deficit) at beginning of year, as restated	\$2,352,877	\$4,903,869	(\$82,459)	(\$3,394,752)	(\$6,894,136)	(\$11,596,581)
Fund balance (deficit) at end of year	\$4,097,259	\$4,097,259	\$4,903,869	(\$82,459)	(\$3,394,752)	(\$6,894,136)

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

Financial Status of the Zone

City of Dallas, Texas

Sports Arena Tax Increment Financing District

Reinvestment Zone Number Seven

As of September 30, 2014

Section 311.016 of the Tax Increment Financing Act requires the following information as part of the annual report on the status of the TIF District.
Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the Zone:

	\$14,496	Interest Income
	\$3,112,893	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
	<u>\$3,127,389</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

	\$0	Administrative Expense
	\$1,496,427	Non-Capital outlay *
	\$2,437,572	Capital outlay *
	<u>\$0</u>	Interest Expense
	<u>\$3,933,999</u>	Total Expenditures

* These expenditures were for the following projects in the Zone:

North Parking Garage Enhancements	\$2,431,722
Continental Street Bridges Release Grant	\$1,478,886
N. Parking Garage Related Appraisal Costs	\$6,076
N. Parking Garage Related Legal Services	\$17,315
Total	<u>\$3,933,999</u>

3. a. Amount of Principal and Interest due on outstanding bonded indebtedness is as follows:

Sports Arena TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The zone has reimbursed the following contingent obligations from available TIF funds as of September 30, 2014:

<u>Developer</u>	<u>Project</u>	<u>Advance Principal</u>	<u>Accrued Interest</u>	<u>Total (P & I) Outstanding</u>
Center Operating Company	Houston Street Extension	\$21,241,017	\$13,451,642	\$34,692,660
Center Operating Company	Woodall Rodgers Plaza	\$2,000,000	\$1,701,821	\$3,701,821
Total		<u>\$23,241,017</u>	<u>\$15,153,464</u>	<u>\$38,394,481</u>
Less: payments		<u>\$23,241,017</u>	<u>\$15,153,463</u>	<u>\$38,394,480</u>
Net Balance Outstanding		<u>\$0</u>	<u>\$0</u>	<u>\$0</u>

c. The Zone has entered into a development agreement for each of the following projects, but has not begun reimbursement as of September 30, 2014:

<u>Developer</u>	<u>Project Name</u>	<u>Principal TIF Award</u>	<u>Maximum Interest</u>	<u>Total TIF Award</u>
Anland GP, LP	North Parking Garage	\$21,800,000	\$9,992,955	\$31,792,955
Victory Park UST Joint Venture I, L.P.	South Parking Garage	\$12,825,000	\$0	\$12,825,000
Victory Park UST Joint Venture I, L.P.	Victory Park Lane Improvement Project	\$1,226,000	\$0	\$1,226,000
Victory Park UST Joint Venture I, L.P.	Olive Street Improvement Project	\$825,100	\$0	\$825,100
Victory Park UST Joint Venture I, L.P.	Two Way Conversion Project	\$3,718,000	\$0	\$3,718,000
Trinity Groves, LLC	Trinity Groves-Restaurant Incubator	\$3,505,000	\$0	\$3,505,000

*reimbursement shall begin after meeting bond requirements, project completion and upon availability of TIF funds

4. Tax increment base and current captured appraised value retained by the zone:

	Taxable Value 2014	Base Year 1998 Value	Est. Captured Value 2014**
City of Dallas-Victory Sub-District	\$529,800,058	\$33,515,546	\$496,284,512
City of Dallas-Riverfront Sub-District	\$19,873,790	\$18,624,970	\$1,248,820
City of Dallas-West Dallas Sub-District	\$14,377,807	\$11,598,966	\$2,778,841
Dallas County-Victory Sub-District	\$529,740,058	\$405,737,224	\$124,002,834
Dallas County-Riverfront Sub-District	19,873,790	\$18,624,970	\$1,248,820
Dallas County-West Dallas Sub-District	14,377,807	\$10,814,556	\$3,563,251

**Based on DCAD Certified Taxable Value. The final values will be determined on February 01, 2015.

5. Captured appraised value by the municipality and other taxing units, the total amount of tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Assessment Per \$100	Amount of Estimated 2015 Increment
City of Dallas-Victory Sub-District	0.71730	\$3,559,849
City of Dallas-Riverfront Sub-District	0.71730	\$8,958
City of Dallas-West Dallas Sub-District	0.71730	\$19,933
Dallas County-Victory Sub-District	0.10940	\$135,653
Dallas County-Riverfront Sub-District	0.13371	\$1,670
Dallas County-West Dallas Sub-District	0.13371	\$4,764
Total for all Jurisdictions	\$2.52871	\$3,730,826

City of Dallas, Texas
Sports Arena Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014
(Unaudited)

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The Zone's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$765,000 (in Current \$) over the life of the TIF to reimburse the City for administrative costs. The City began reimbursing the general fund for administrative costs in FY'1998-99. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. The Zone fully reimbursed the developer for a total amount of \$38,308,587 to date, including principal of \$23,159,074 and accrued interest of \$15,149,513, and had no advances outstanding at September 30, 2014.
6. All expenditures resulting in capital improvements that are owned by the City are capitalized on the City's books.

AGENDA ITEM # 23

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 6

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 34 X Y; 44 B C D F G H M & 45 E J

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eight, (Design District TIF District), submitted by the Design District TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 26021 on June 8, 2005; as amended, establishing Tax Increment Financing Reinvestment Zone Number Eight, (Design District TIF District). On April 12, 2006, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 26303; as amended.

The Design District TIF District's assessed tax value in 2014 was \$543,748,244. This represents an increase of 92.9% (\$261,874,491) over the assessed value of the base years (2005 and 2013) value and an increase of 8.1% over last year's final value. With the participation of the City and Dallas County, this increase will result in the collection of approximately \$2,221,631 total in incremental revenue for the Design District TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On June 8, 2005, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Eight, the Design District TIF District by Ordinance No. 26021, as amended.

On April 12, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Design District TIF District by Ordinance No. 26303, as amended.

On December 3, 2014, the Design District TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Eight, ("Design District TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Design District area pursuant to Ordinance No. 26021, authorized by the City Council on June 8, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on April 12, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Design District TIF District by Ordinance No. 26303, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 3, 2014, the Design District TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eight and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eight, (Design District TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eight to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

Design District TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 671-9821

http://www.dallas-ecodev.org/area_redevelopment.html

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Eight Tax Increment Financing District

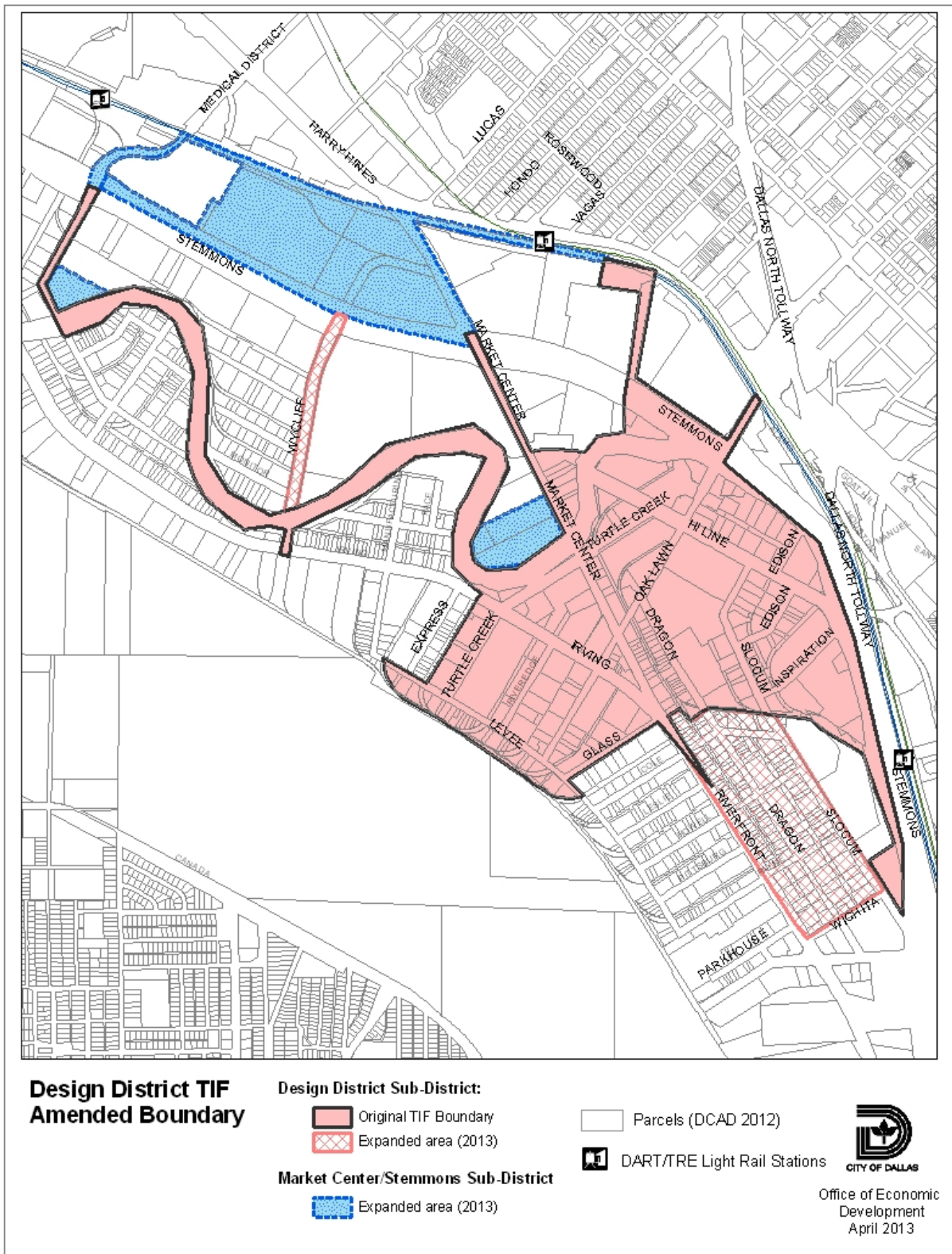


Table of Contents

Mission Statement.....	4
District Accomplishments	4
TIF District Development Project Map.....	10
Value and Increment Summary.....	11
Objectives, Programs, and Success Indicators	12
Year-End Summary of Meetings	15
Pending TIF Items.....	16
Budget and Spending Status.....	17
FY 2015 Work Program.....	19
Appendix A – Financials.....	20

Front cover shows Dallas Proton Treatment Center site under construction.

Mission Statement

The mission of the Design District TIF District is to provide a source of funding for public infrastructure improvements that will assist in redeveloping an industrial and warehouse district to take full advantage of the expanding DART light rail system, to promote transit oriented development, and to improve access to the Trinity River and the quality of development adjacent to the Trinity Corridor. The Design District TIF District duration began on January 1, 2006, and will terminate on December 31, 2027, (including collection of the 2027 increment in calendar year 2028 and any related matters to be concluded in 2028).

District Accomplishments

Dallas City Council established the Design District TIF District by Ordinance Number 26021 on June 8, 2005. The District was established to assist in the transformation of the old Stemmons Industrial area into a diversified, pedestrian friendly, mixed-use neighborhood near the heart of Downtown Dallas. The Design District TIF Board adopted the final Project Plan and Reinvestment Zone Financing Plan in 2006.

In February 2009, the TIF Board adopted a “Design District TIF Strategic Implementation Plan” to guide the next phases of development and improvements in the District.

During FY 2011, initial reimbursement process began for the “1525 Turtle Creek at the District” TIF project (apartments now called Alta 1900 Lofts). Public improvements associated with the TIF project were completed in late 2009-early 2010 and the Alta 1900 Lofts received a final certificate of occupancy in April 2010.

During FY 2012, the TIF Board approved by-law amendments to reflect changes in state law for TIF Board composition recognizing that only taxing jurisdictions that participate financially can have representation and a change in the TIF design review process to have that function undertaken as part of the City Design Studio Peer Review Panel. The TIF Board also approved a set of master design guidelines and mixed-income housing guidelines.

The TIF Board and City Council approved a development agreement with Texas Security Bank for the Turtle Creek Median district-wide improvement project dedicating up to \$116,356 in TIF reimbursement for median and signage improvements along Turtle Creek Boulevard from Irving Boulevard to Market Center Boulevard. The median project was completed in 2013.

Also approved in FY 2012 was a development agreement with Friends of the Trinity Strand Trail to dedicate up to \$400,000 for the design and engineering of the Trinity Strand Trail Soft Surface Trail Design Project. The proposed soft surface trail would be approximately 2 miles of decomposed granite trail mostly on top of the banks of the Old

Trinity Meanders extending from Farrington Street east of Medical District Drive, crossing below Wycliff Avenue, crossing Market Center Boulevard at street level and terminating at the Hi Line Drive trail plaza. Pedestrian bridges, low water crossings, and small plazas/overlooks will also be included in the design. The design study was completed in mid-2014.

During FY 2013, an expansion of the TIF district and plan amendment was approved by Ordinance Number 29037 to create two subdistricts within the Design District TIF District: (a) Design District Sub-District (original district boundary plus additional property along Slocum/Dragon Streets and Riverfront Boulevard) and (b) Market Center/Stemmons Sub-District (an expansion area to facilitate the redevelopment of the Dallas Apparel Mart site).

Two development agreements were also approved: 1) an agreement with Market Center Land, L.P., (“MCL”), an affiliate of Crow Holdings for the Apparel Mart Redevelopment Masterplan and 2) an agreement with Dallas Proton Treatment Center, LLC working in conjunction with MCL on a Phase I Dallas Proton Treatment Center (DPTC) project for a TIF funding dedication up to \$7,025,000.

The multi-phased MCL master plan proposes medical/office, a hotel, residential, and mixed uses for the site bordered by Stemmons Freeway, Medical District Drive, Market Center Boulevard, and the Trinity Railway Express. Preliminary estimates for the additional development at buildout could be in the range of \$300-400 million in new value. The DPTC is an initial catalyst project that will complete infrastructure improvements that will also facilitate future phases of development.

During FY 2014, staff continued to work with PM Realty Group and the North Central Texas Council of Governments (NCTCOG) on the completion of the “Edison/Hi Line/Stemmons/Rail Transit Underpass Connection” project awarded funding in 2010.

The TIF Board adopted a set of “Guidelines for Wayfinding and Gateway Signage” to encourage consistency with signage improvements whether as a district-wide improvement or in conjunction with a development project.

Initial projects within the District completed, under construction or in the development stage are shown in the table below. During FY 2014, staff had discussions with several development groups on other prospective projects including beginning TIF incentive negotiations with Trammell Crow Residential on a planned residential project “Alexan Riveredge” at Turtle Creek Boulevard and Levee Street. The project was reviewed by the City’s Urban Design Peer Review Panel (UDPRP) in August 2014 and was pending TIF Board consideration at the end of FY 2014.

Design District TIF District Projects ¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
1525 Turtle Creek at the District (now Bell Design District)	1500 Block of Turtle Creek Blvd. at Oak Lawn Ave.	2010	Complete	214 residential units	\$32,004,970	\$4,402,000*
Dallas Proton Treatment Center ⁽⁷⁾	2300 N. Stemmons Fwy.	2015	Under const.	115,000 square feet medical office (cancer treatment facility)	\$29,000,000	\$7,025,000
Alexan Riveredge	150 Turtle Creek Blvd.	2017	Planned	309 residential units	\$42,000,000	TBD
Subtotal				523 units; 115,000 square feet medical office	\$103,004,970	\$11,427,000
Projects Within TIF District Not Utilizing TIF Funding ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value	TIF Investment
International on Turtle Creek	150 Turtle Creek Blvd.	2006	Complete	157,640 square feet showroom & retail space	\$12,567,880	\$0
Trinity Lofts & Work/Live Showrooms	1403 Slocum St. & 1430 Dragon St.	2007	Complete	~92 units & 28,063 square feet showroom (164,030 square feet total)	\$15,832,670	\$0
Alta Design District	1531 Inspiration Dr.	2009	Complete	309 residential units	\$41,900,000	\$0
Alexan Design District (now Camden Design District)	1551 Oak Lawn Ave.	2009	Complete	355 residential units	\$48,130,590	\$0
Green Zone, arts venue	161 Riveredge Dr.	2008	Complete	2,520 square feet performance space	\$844,740	\$0
Dallas Contemporary ⁶	161 Glass St.	2010	Complete	6,000 square feet office space & 11,000 square feet gallery space for Center; & 22,000 square feet office/retail for tenants	\$2,583,670	\$0
1400 Hi Line	1400 Hi Line Dr.	2012	Complete	314 residential units; 29,000 square feet retail	\$64,000,000	\$0
Avant Apartments	1955 Market Center Blvd.	2013	Complete phased opening	301 residential units	\$32,960,940	

Renaissance Hotel Conference Center expansion		2014	Complete	50,000 square feet meeting space	\$11,700,000	
Subtotal				1,371 units; 214,703 square feet retail/showroom; 13,520 square feet gallery/arts venue; 28,000 square feet office; 50,000 square feet hotel space	\$230,520,490	\$0
Projects Utilizing and Not Utilizing TIF Funding						
Total				1,894 residential units; 214,703 square feet retail/showroom; 13,520 square feet gallery/arts; 143,000 square feet office; 50,000 square feet hotel space	\$333,525,460	\$11,427,000
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ Principal amount not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown. ⁵ Selected significant projects included. ⁶ Tax-exempt property. Amount shown is approximate investment in improvements. ⁷ The value of the Dallas Proton Treatment Center is an estimate of DCAD real property value at building completion; however, investment in the facility is anticipated to be much larger including \$90 million business personal property.						

The City and community partners have District-wide initiatives have been ongoing. The Trinity Strand Trail (formerly known as the Old Trinity Trail) Master Plan improvements are an integral part of attracting new mixed-use development in the Trinity River corridor and creating a vibrant neighborhood with recreational opportunities in the Design District area. A total of over \$16 million has been raised to date including the value of land donations.

Two trailheads are now complete at Hi Line Drive (by the river channel) in 2009 and the Turtle Creek Plaza and trailhead along Turtle Creek Boulevard between Market Center and Irving Boulevards in 2010. A Phase 1, 2.5 mile concrete trail (main/spine trail) running along the old Trinity River from Stemmons Freeway to Medical District Drive has been under construction with anticipated completion in late 2014. In addition, as discussed above, TIF funds were approved for the design of a soft surface trail that would parallel the Phase I

concrete trail on the opposite banks. The design phase, including construction level plans, was completed in mid-2014.



Phase I concrete trail under construction



Completed Turtle Creek Plaza trail head

The Hi-Line Drive pedestrian improvement project is now complete. The project was funded through the North Central Texas Council of Governments (NCTCOG)'s Regional Transportation Council's 2006 Sustainable Development Program. The improvements were constructed concurrently with TIF public improvements as part of the "1525 Turtle Creek at the District" project.

During FY 2014, the Edison/Hi Line/Stemmons/Rail Transit Underpass Connection project was completed. The \$1.4 million pedestrian improvement project was part of the 2009 North Central Texas Council of Governments (NCTCOG) Sustainable Development (SD) Call for Projects. PM Realty Group was the private sponsor with the 1400 Hi Line mixed use development.

The public infrastructure improvements included pedestrian and crosswalk improvements along Edison Street between Stemmons Freeway and Hi Line Drive, along southbound Stemmons frontage road and improvements to the underpass of Hi Line Drive under Stemmons Freeway. These improvements built on the 2006 SD Hi Line Drive improvements to create a stronger connection to the Victory DART Light Rail and TRE train stations and further enhance the gateway from downtown/Victory into the Design District.

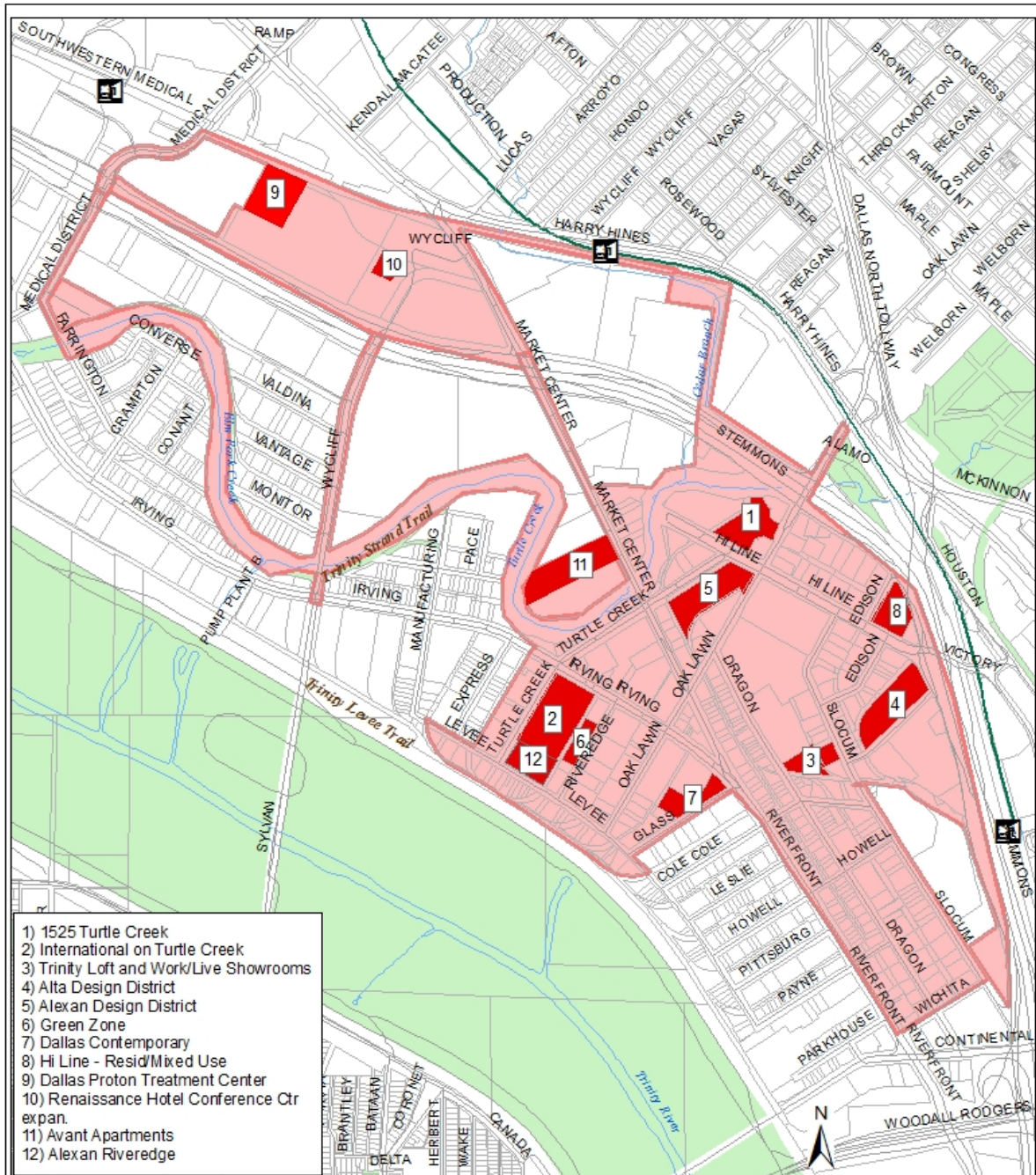
District Initiatives				
Activity	Scope	Status	Investment	Source
Trinity Strand Trail Master Plan. Public/private partnership including the non-profit Friends of the Trinity Strand Trail. Trinity Strand Trail Master Plan continued	To create a fully assessable hike, bike, and jogging trail system along the course of the original Trinity River as it winds northwest of downtown. Approximately 7.8 miles. Total cost estimated at \$30 million. Phase 1 includes 2.5 miles of concrete trail from Stemmons Freeway to Farrington Drive, connecting to the Trinity River via Sylvan Ave.	<i>Underway.</i> The Master Plan for Trinity Strand Trail was adopted in December 2004 by the Dallas' Park & Recreation Board. City bond funds are committed and private fundraising continues. Construction began in 2013 on Phase 1, 2.5 miles of concrete trail, with completion expected late 2014. The trailhead at Turtle Creek Plaza was completed in May 2010 and the Hi Line trailhead was completed summer 2009. 2012 bond funds allocated are for design and construction of a trail segment between IH35/Oak Lawn and Inwood Road. TIF funding for the design of a soft surface trail to parallel the Ph I concrete trail was approved in FY 12 and the design completed in 2014.	\$1 million for design and match for federal funds.	2003 Bond Program
			\$2.5 million for trail development	2006 Bond Program
			\$3.36 million for trail design & construction	2012 Bond Program
			\$4,536,039 <i>(required local match \$1,134,010 part of City bond funds)</i>	NCTCOG funds – Regional Toll Revenue (RTR) initiative
			\$1.1 million additional funds raised. Land donations valued at \$4.2 million will benefit and assist with linkage of the Trinity Strand and Katy Trails TIF funding up to \$400,000 from district wide improvement funds.	Individuals and foundations, including Eugene McDermott and Hoblitzelle Foundations and Texas Parks and Wildlife grant TIF funds
Turtle Creek Boulevard Public Improvements	Design and construction of street paving, storm drainage, water and wastewater improvements on Turtle Creek Blvd. from Market Center Blvd. to Levee St.	<i>Completed in fall 2009.</i>	\$3,587,746	2003 Bond Funds & Water Utilities Capital Funds

Regional Transportation Council (RTC) Sustainable Development Program – Design District TIF Walking/Bike Improvements	Pedestrian improvements will be constructed along Hi-Line Dr. between Stemmons Frwy. & the Trinity Meanders	<i>Complete.</i> Funding approved by the RTC in 2006. Interlocal Agreement approved by City Council, June 2008. Design completed September 2008. Improvements completed summer 2009	\$1,037,236 total includes: \$829,789 \$207,447	RTC funds TIF funds
Regional Transportation Council (RTC) 2009-10 Sustainable Development Program – Edison/Hi Line/ Stemmons/Rail Transit Underpass Connection	Pedestrian improvements along Edison St. between Stemmons Frwy. and Hi Line Dr. and along Stemmons frontage and Hi Line passing under Stemmons Freeway toward the Victory DART Light Rail & TRE stations.	Project was selected by the RTC in June 2010. <i>Construction has been completed in 2013.</i>	\$1,438,829 total includes: \$1,151,063 \$287,766	RTC funds Private local match
Trinity River Corridor Project	Multi-faceted project involving transportation, flood protection, and recreational improvements. Several projects are adjacent or close to the TIF district (shown on the right)	<i>Complete:</i> Margaret Hunt Hill Bridge <i>Underway:</i> Sylvan Bridge (2014) Riverfront Blvd improv. (2014-16) Continental Bridge pedestrian/bike(2014)	\$120 million \$42 million \$42 million \$10.6 million	Multiple funding sources incl. private TXDOT City/County/NCTCOG City/private



Stemmons Freeway Underpass pedestrian improvements completed as part of the 2009 NCTCOG Sustainable Development project in partnership with PM Realty Group.

TIF District Development Project Map



Design District TIF - Current Development Projects

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.

— DART Green Line
 — Trinity Railway Express
 DART/TRE Light Rail Stations



Office of Economic Development
 December 2014

Value and Increment Summary

The Design District TIF District's assessed 2014 taxable value was \$543,748,244 for the district as amended in 2013. This represents an increase of \$261,874,491 or 93% over the base years (2005 and 2013) value and an increase of 8% over last year's final value. For the individual sub-districts, the Design District Sub-District 2014 taxable value was \$436,775,044, an increase of 125% of the base year and the Market Center/Stemmons Sub-District taxable value was \$106,973,200, an increase of 21.6% over the base year.

The positive increase in the District's tax base can be attributed on an approximate percentage basis for the Design District Sub-District to new construction (81% of the increase), property transactions (2%), and appreciating property values (17%). For the Market Center/Stemmons Sub-District the increase is attributed 100% to new construction.

The TIF District anticipates collecting approximately \$2,221,631 in incremental tax revenue for tax year 2014.

Objectives, Programs, and Success Indicators

The final Design District Project Plan and Reinvestment Zone Financing Plan was adopted in April 2006 and amended in June 2013. Among the goals of the Plan are:

- To create additional taxable value attributed to new private investment in projects in the Design District TIF District totaling approximately \$1 billion.
\$333 million in new investment is completed, underway or planned (33% of the goal)
- To attract new private development in the District totaling approximately 1.4 million square feet of retail/showroom/gallery space, 500,000 square feet of office space, 550 hotel rooms, and 4,500 new residential units.

Approximately 1,894 apartments, 214,703 square feet of new or upgraded retail/showroom space, 13,520 square feet of gallery/arts space, and 28,000 square feet of office space have been completed. A 50,000 square foot hotel conference center is under construction and an 115,000 square foot cancer treatment facility/medical office is planned. (42% of the residential, 16% of the retail, and 29% of the office goal.)



1400 Hi Line development – residential with ground floor retail

- To reach ridership at the future DART Market Center light rail station averaging 2,500 riders per weekday by 2017.



This portion of the DART Green Line has been completed and the Market Center light rail opened in December 2010. Average daily ridership was 504 as of the September 2014 reporting period.

Market Center DART
Station

- To improve the access and connections to the DART light rail system within the Design District TIF District.

Streetscape and open space improvements constructed as part of the approved “1525 Turtle Creek at the District” project have provided more pedestrian accessibility in the northern gateway of the District. Improvements completed this year near Edison Street and Hi Line Drive connecting through the underpass at Stemmons Freeway will provide improved access from the District to the Victory DART Light Rail and TRE Stations. The expansion of the TIF district boundary in 2013 may also facilitate future opportunities to connect to multiple stations.

- To support the conversion of the Design District area from industrial and warehousing land uses to a mixed-use, transit oriented neighborhood that complements the Victory development and the Trinity River Project.

Mixed-use projects like the completed Trinity Lofts and others in the planning stages show positive movement for the District. The Trinity Lofts project was a mixture of new construction and conversion – the site previously had an 88,000 square foot warehouse/office and was redeveloped into 164,030 square feet of residential and showroom space. For other projects in the district approximately 219,676 square feet of space was demolished for new residential construction/showroom upgrade and 196,640 square feet of space converted into upgraded showrooms or new retail, gallery and office uses.

Some former showroom buildings have been repurposed for new uses including restaurants, a coffee house, and Bowl Lounge – bowling alley with Twisted Root burger place the shown below:



- To increase recreational opportunities, public open space and improve connections to the City of Dallas trails and open space system, including the Trinity Strand Trail, in the District.

The Master Plan for the Trinity Strand Trail has been adopted and initial funding of over \$12 million for design and trail development has been secured. Two trailheads are now completed at Turtle Creek Plaza along Turtle Creek Boulevard between Market Center and Irving Boulevards and at the western end of Hi Line Drive (by the river channel). Construction of Phase I of the trail from Stemmons Freeway to Medical District Drive was fully underway in 2014. The design project for a soft surface trail to parallel the Phase I concrete trail was completed in 2014. A civic plaza at Oak Lawn

Avenue and Hi Line Drive has also been completed as part of the “1525 Turtle Creek at the District” project.

- To generate approximately \$76.9 million (net present value) in increment over 20 years of collections.

The District's 2014 total taxable value of \$543,748,244 for the amended district. The revised budget figure of \$76.9 million was approved in a 2013 plan amendment and 2014 will be the first year that expanded areas will begin generating increment. The estimated collection for 2014 is 13% behind projections made with the final plan amendment.

Year-End Summary of Meetings

The Design District TIF District Board of Directors met two times during the fiscal year from October 1, 2013 to September 30, 2014. The Board approved and forwarded one item to City Council.

The Board, based on amended composition, can consist of up to seven members, including six City of Dallas appointees and one Dallas County appointee. During FY 2014 the Board members were (FY 2014 Board meetings attended): Mike Morgan – City Representative, Chair (only member part of year 1 meeting), Pat Priest, City Representative, Vice-Chair (2 of 2 meetings), Jamie Slagel – City Representative, Chair part of year (2 of 2 meetings), Larry Bennett (2 of 2 meetings), Heather Douglass – City Representative (0 of 2 meetings), Dustin Gadberry – City Representative (only member part of year 1 meeting), and Rick Loessberg – Dallas County Representative (0 of 2 meetings).

During the fiscal year, the City Council approved five items associated with the Design District TIF District:

- On December 11, 2013, the City Council passed *Resolution Number 13-2080 declaring two tracts of undevelopable City-owned land, unwanted and unneeded, containing a total of approximately 5,088 square feet located near the intersection of Stemmons Freeway and Inspiration Drive, and authorizing its sale to Inspiration Dallas No. 2 Joint Venture, the abutting owner - Revenue: \$80,000*
- On February 26, 2014, the City Council passed Resolution Number 14-0378 accepting the FY 2013 Annual Report on the status of the Design District TIF District and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and the State Comptroller, as required by state law.
- On February 26, 2014, the City Council passed Resolution Number 14-0398 authorizing an increase in the contract with RoeschCo Construction, Inc. for

additional scope of work which includes existing water line relocations and replacement near Anatole Partners property and at Wycliff Avenue; and the replacement of a damaged existing storm line, retaining wall and repair of a parking lot at the Trinity Strand Trail located between Farrington Street and Oak Lawn Avenue - Not to exceed \$205,679, from \$5,230,254 to \$5,435,933 - Financing: North Central Texas Council of Governments Grant Funds (\$35,951) and Water Utilities Capital Improvement Funds (\$169,728).

- On May 14, 2014, the City Council passed Resolution Number 14-0753 authorizing an increase in the contract with RoeschCo Construction, Inc. for additional scope of work to include: repair of existing stormwater headwall, additional drainage, deletion of chain link fence, replacement of paving at new inlet and retaining wall stain at the Trinity Strand Trail located between Farrington Street to Oak Lawn Avenue – Not to exceed \$114,674, from \$5,435,933 to \$5,550,607 - Financing: North Central Texas Council of Governments Grant Funds 47.
- On May 14, 2014, the City Council held a public hearing and passed Ordinance Number 29338 granting a Specific Use Permit for a motor vehicle fueling station on property zoned Subdistrict 1 in Planned Development District No. 621, the Old Trinity and Design District Special Purpose District, on the east corner of Oak Lawn Avenue and Market Center Boulevard Recommendation of Staff: Denial Recommendation of CPC: Approval for a five-year period with eligibility for automatic renewals for additional five-year periods, subject to a site plan and conditions Z134-158(MW)

Pending TIF Items

- Consideration of a TIF development agreement for the Alexan Riveredge project.
- Consideration of the FY 2014 TIF District Annual Report and a recommendation to the City Council for approval.



Budget and Spending Status

Each TIF District establishes a budget for the public improvement expenditures necessary to support private investment in the district in the Project Plan and Reinvestment Zone Financing Plan. The current TIF District budget, as amended in 2013 is shown below:

Design District TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget ¹	Allocated ²	Balance
Design District Sub-District: Paving & Streetscape Wayfinding & District Signage Water, Wastewater & Storm Open Spaces, Plazas, Portals, Civic Environmental Remediation & Demolition Utility Burial Economic Development Grants	\$81,084,366	\$4,725,002*	\$76,359,364
Market Center/Stemmons Sub-District: Paving & Streetscape Wayfinding & District Signage Water, Wastewater & Storm Open Spaces, Plazas, Portals, Civic Environmental Remediation & Demolition Utility Burial Economic Development Grants	\$27,875,449	\$7,025,000	\$20,850,449
Trinity Strand Trail	\$7,451,165	\$400,000	\$7,051,165
Administration and implementation ³	\$4,470,699	\$240,439	\$4,230,260
Total Project Costs	\$120,881,678	\$12,390,441*	\$108,491,237
¹ Budget shown above in current dollars; TIF Project Plan shows the budget in net present value. ² Allocated amount includes \$222,896 in interest accrued as of FY 2013 (September 30, 2013). ³ TIF administration costs shown are expended or committed through FY 2013.			

Design District TIF District Project Plan Budget	
Category	TIF NPV Budget*
Design District Sub-District: Paving & Streetscape Wayfinding & District Signage Water, Wastewater & Storm Open Spaces, Plazas, Portals, Civic Environmental Remediation & Demolition Utility Burial Economic Development Grants	\$47,487,686
Market Center/Stemmons Sub-District: Paving & Streetscape Wayfinding & District Signage Water, Wastewater & Storm Open Spaces, Plazas, Portals, Civic Environmental Remediation & Demolition Utility Burial Economic Development Grants	\$23,088,979
Trinity Strand Trail	\$4,000,000
Administration and Implementation	\$2,400,000
Total	\$76,976,666
* As approved in the Project Plan and Reinvestment Zone Financing Plan.	

Design District TIF M/WBE Participation			
Project	Contractor	Total Contract Award Amount	Percentage Minority Participation
Phase I – 1525 Turtle Creek Project development site public improvements	Spoor Electric & KDA Landscapes	\$1,108,021	44.4%
Phase II & III – 1525 Turtle Creek Project district-wide improvements	John Burns Construction Company of Texas & Metheny Landscape Development	\$3,473,759	30.2%
Turtle Creek Median Project	focusEGD & ArtOGrafX	\$100,105	48.5%
Trinity Strand Trail Soft Surface Design Project	Bowman-Melton, Integrated; Environmental Solutions; Di Sciuillo-Terry Stanton & Associates; and Jakan Engineering, PLLC	\$387,495	39.8%
Dallas Proton Treatment Center	Greener Pastures Landscape, Inc.; LKT & Associates; and Arreguin Construction Group, Inc.	\$3,785,569	44.5%
Total		\$8,854,949	\$3,370,433 (38.06%)

FY 2015 Work Program

The FY 2015 work program includes:

- Continue coordination efforts for implementation of the Dallas Proton Treatment Center project and other potential development projects.
- Continue working with Friends of the Trinity Strand Trail and the City's Park Department on the Soft Surface Design Project and other improvements to the Trinity Strand Trail and open space system in the District.
- Attracting \$40 million in taxable value, including new development.
- Continue staff support for project close out of the "Edison/Hi Line/Stemmons/Rail Transit Underpass Connection" North Central Texas Council of Governments (NCTCOG) project.
- Investigate additional sources of funding for the District.

Appendix A – Financials

City of Dallas, Texas					
Design District Tax Increment Financing District Fund					
Reinvestment Zone Number Eight					
As of September 30, 2014					
Chapter 311.016 of V.C.T.A. requires the following information					
as part of the annual report on the status of the TIF District.					
Information is contained in detail on the attached					
financial statements.					
1. Amount and source of revenue in the tax increment fund established for the zone:					
\$4,459	Interest Income				
\$1,880,941	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)				
\$0	Affordable Housing Buyout				
<u>\$1,885,400</u>	Total Revenue				
2. Amount and purpose of expenditures from the fund:					
\$0	Administrative Expense				
\$0	Non-Capital outlay				
\$498,177	Capital outlay *				
\$0	Interest and fiscal charges				
<u>\$498,177</u>	Total Expenditures				
* These expenditures were incurred for the following projects:					
	1525 Turtle Creek Public Imp. Reimbursement	\$437,692		-\$60,485.00	
	Turtle Creek Median Public Imp.	\$0			
	Trinity Strand Trail Soft Surface Design	\$60,485			
	Total Capital Outlay	<u>\$498,177</u>			
3. a. Amount of Principal and Interest due-on outstanding bonded indebtedness:					
Design District TIF District has incurred no bonded indebtedness as of September 30, 2014.					
b. The Zone entered into a development agreement with Alta Block 1500, LLC for the development of the "1525 Turtle Creek at the District" project in the TIF in an amount not to exceed \$4,402,000 plus a grant in lieu of interest on certain public improvements. The developer was fully reimbursed in fiscal year 2014.					
c. The Zone entered into a development agreement with Dallas Proton Treatment Center, LLC for the development of the Dallas Proton Treatment Center in an amount not to exceed \$7,025,000 with reimbursement to begin after completion and upon availability of TIF funds.					
4 The zone has reimbursed the following obligations from available TIF funds as of September 30, 2014:					
		<u>Advance</u>	<u>Accrued</u>	<u>Less</u>	<u>Total (P & I)</u>
<u>Project</u>		<u>Principal</u>	<u>Interest</u>	<u>Payments</u>	<u>Outstanding</u>
1525 Turtle Creek Project		\$4,402,000	\$222,896	\$4,624,896	\$0
Total		<u>\$4,402,000</u>	<u>\$222,896</u>	<u>\$4,624,896</u>	<u>\$0</u>

5. Tax increment base and current captured appraised value retained by the zone:						
		Taxable	Base Year	Est. Captured		
	Taxing Jurisdiction	Value 2014 *	2005 Value	Value 2014**		
	City of Dallas	\$543,748,244	\$281,873,753	\$261,874,491		
	Dallas County-Zone A & B	\$436,765,044	\$193,905,663	\$242,859,381		
	Dallas County-Mkt. Center/Stemmons SD	\$106,973,200	\$87,958,090	\$19,015,110		
* 2014 taxable value shown for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.						
** Based on Certified Taxable Values. Final values will be determined on February 01, 2015.						
6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:						
A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:						
				Amount of		
			Assessment	Estimated 2014		
	Taxing Jurisdiction		Per \$100***	Increment****		
	City of Dallas		0.71730	\$1,878,426		
	Dallas County-Zone A & B		0.13371	\$324,715		
	Dallas County-Mkt. Center/Stemmons SD		0.09724	\$18,490		
	Total for all Jurisdictions		\$0.94825	\$2,221,631		
***City of Dallas participates at 90% for zone A & B for tax years 2008-2023 and 90% for Market Center/Stemmons for tax years 2014-2027. Dallas County participates at 55% for zone A & B for tax years 2008-2023 and 40% for Market Center/Stemmons sub-district for tax years 2014-2027.						
****The District began collecting increment in 2009.						
B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$2,221,631. For the 2013 tax year, increment in the amount of \$1,880,941 was received.						

City of Dallas, Texas						
Design District Tax Increment Financing District Fund						
Balance Sheet as of September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:						
Pooled cash and cash equivalents		\$2,496,853	\$1,126,233	\$740,193	\$536,367	\$1,602,028
Interest receivable		\$492	\$1,317	\$1,276	\$1,697	\$8,367
Total assets		<u>\$2,497,344</u>	<u>\$1,127,550</u>	<u>\$741,468</u>	<u>\$538,064</u>	<u>\$1,610,395</u>
Liabilities and Fund Balance (Deficit):						
Liabilities:						
Accounts and contracts payable		\$0	\$17,428	\$0	\$0	\$1,281,016
Due to general fund		\$11,135	\$11,135	\$0	\$0	\$0
Total liabilities		<u>\$11,135</u>	<u>\$28,564</u>	<u>\$0</u>	<u>\$0</u>	<u>\$1,281,016</u>
Fund Balance (Deficit):						
Fund Balance (Deficit)		<u>\$2,486,209</u>	<u>\$1,098,986</u>	<u>\$741,468</u>	<u>\$538,064</u>	<u>\$329,379</u>
Total Liabilities and Fund Equity		<u>\$2,497,344</u>	<u>\$1,127,550</u>	<u>\$741,468</u>	<u>\$538,064</u>	<u>\$1,610,395</u>
		\$0	\$0	\$0	\$0	\$0
Design District Tax Increment Financing District Fund						
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)						
For the Period September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$6,141,793	\$1,589,921	\$1,191,274	\$950,774	\$983,504	\$859,988
Tax increment-Intergovernmental	\$1,126,282	\$291,020	\$220,252	\$180,059	\$181,758	\$145,896
Interest income	\$40,086	\$6,875	\$5,454	\$3,812	\$5,402	\$13,476
Affordable Housing Buyout	\$524,600	\$0	\$524,600	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	(\$1,438)	(\$2,416)	(\$428)	(\$96)	(\$2,099)	(\$2,306)
Total revenues	<u>\$7,831,323</u>	<u>\$1,885,400</u>	<u>\$1,941,151</u>	<u>\$1,134,550</u>	<u>\$1,168,565</u>	<u>\$1,017,054</u>
Expenditures:						
Administrative expenses	\$240,439	\$0	\$54,321	\$50,483	\$44,373	\$30,841
Non-Capital Outlay	\$175	\$0	\$0	\$0	\$175	\$0
Capital outlay	\$4,881,603	\$498,177	\$1,495,747	\$808,297	\$840,962	\$1,238,421
Interest and fiscal charges	\$222,896	\$0	\$33,566	\$72,365	\$74,370	\$42,595
Total expenditures	<u>\$5,345,114</u>	<u>\$498,177</u>	<u>\$1,583,634</u>	<u>\$931,145</u>	<u>\$959,880</u>	<u>\$1,311,858</u>
Excess (Deficiency) of Revenues over Expenditures	<u>\$2,486,209</u>	<u>\$1,387,223</u>	<u>\$357,518</u>	<u>\$203,404</u>	<u>\$208,685</u>	<u>(\$294,804)</u>
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$1,098,986	\$741,468	\$538,064	\$329,379	\$624,183
Fund balance (deficit) at end of year	<u>\$2,486,209</u>	<u>\$2,486,209</u>	<u>\$1,098,986</u>	<u>\$741,468</u>	<u>\$538,064</u>	<u>\$329,379</u>
Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.						

City of Dallas, Texas
Design District Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$4,470,699 (in current \$) over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the general fund in fiscal year 2009-10. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 13

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 26 P T and U

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nine, (Vickery Meadow TIF District), submitted by the Vickery Meadow TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller of Texas. The City Council approved Ordinance No. 25964 on April 27, 2005, establishing Tax Increment Financing Reinvestment Zone Number Nine (Vickery Meadow TIF District). On December 14, 2005, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 26181.

The Vickery Meadow TIF District's 2014 assessed taxable value was \$371,260,440. This represents an increase of \$209,990,120 (130.2%) over the 2005 base year value and an increase of \$19,188,430 (8.1%) over the taxable value for FY 2013. The increase over the previous year's taxable value is largely attributed to appreciation of property that encompasses The Shops at Park Lane (\$18,454,680). With the participation of the City and Dallas County, the increase over the base year value will result in the collection of approximately \$1,619,664 in total incremental revenue for the District.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On April 27, 2005, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Nine, the Vickery Meadow TIF District, by Ordinance No. 25964, as amended.

On December 14, 2005, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Vickery Meadow TIF District by Ordinance No. 26181.

On December 8, 2014, the Vickery Meadow TIF Board of Directors recommended the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Nine, (Vickery Meadow TIF District or District) and established a Board of Directors for the District to promote development or redevelopment in the Vickery Meadow area pursuant to Ordinance No. 25964, authorized by the City Council on April 27, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on December 14, 2005, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Vickery Meadow TIF District by Ordinance No. 26181; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 8, 2014, the Vickery Meadow TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Nine and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Nine, (Vickery Meadow TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Nine, to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District; and the State Comptroller, as required by state law.

Section 3. 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.

Vickery Meadow TIF District FY 2014 Annual Report



(Source: Northwood Retail, LLC)



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-4551

<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Nine Vickery Meadow Tax Increment Financing District

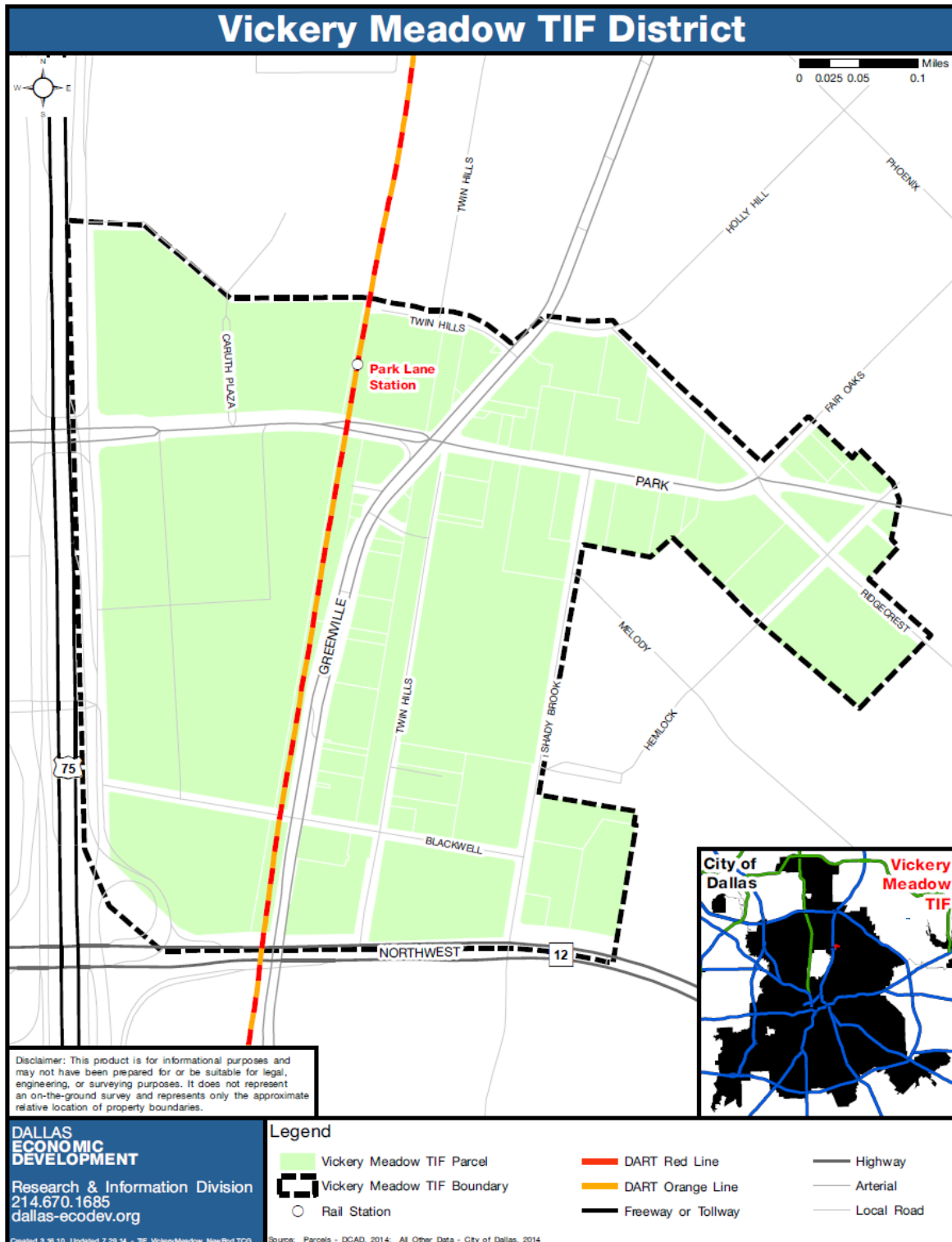


Table of Contents

Mission Statement.....	4
District Accomplishments	4
Vickery Meadow TIF District Boundary Amendment	6
Past, Current and Anticipated Projects.....	7
Value and Increment Summary	9
Objectives, Programs, and Success Indicators	9
Year-End Summary of Meetings	11
Pending TIF Items	12
Budget and Spending Status.....	14
FY 2015 Work Program.....	16
Appendix A – Financials.....	17

Mission Statement

The mission of the Vickery Meadow TIF District is to provide a source of funding to enhance private investment in the real estate market for the Vickery Meadow TIF District area. The Vickery Meadow Tax Increment Financing (TIF) District represents the outgrowth of the City of Dallas' effort to provide a model for redeveloping functionally and structurally obsolete commercial and rental residential areas within a district to take full advantage of the DART light rail system, promote transit oriented development and implement context sensitive urban design standards.

The Dallas City Council established the Vickery Meadow TIF District by Ordinance Number 25964 on April 27, 2005. The Vickery Meadow TIF District took effect on January 1, 2006, and will terminate on December 31, 2027, (including collection of the 2027 increment in calendar year 2028 and any related matters to be concluded in 2028) or when the budget of \$33.4 million (2006 dollars) has been collected. The City of Dallas and Dallas County are the two participating jurisdictions. The City's participation is 80%, and the County's participation is 55% of taxes generated by the properties within the district by the respective taxing jurisdictions.

District Accomplishments

The District was established to facilitate the creation of a catalyst mixed-use development on North Central Expressway and Park Lane (The Shops at Park Lane) and stimulate redevelopment activities within the District's remaining areas, including the area generally known as "Five Points" (located at the intersection Park Lane, Fair Oaks Avenue and Ridgcrest Road).

Elixir Juice Bar, Fusion Academy, Studio6 Fitness, St. Bernard Sports and Which Wich opened a store or a location within The Shops at Park Lane during FY 2014. These openings have helped it achieve the following lease rates:

- Retail space – 86.4% leased
- Office space – 95.0% leased
- Resident space – 96.0% leased

The sales activity for collection of retail stores at The Shops at Park Lane continues to be strong as most are performing above than their national sales averages.

Northwood Retail, LLC also commenced construction on a five story, Class A mixed-use development (Block A) during the fiscal year. The project's anticipated build-out includes approximately 35,000 square feet of retail space, 122,000 square feet of office

space and 176 parking spaces (100 underground and 76 surface parking). It represents the first component of The Shops at Park Lane's Phase II.



Conceptual Rendering of Northwood Retail, LLC's Class A mixed-use development (Block A)

(Source: Northwood Retail, LLC)

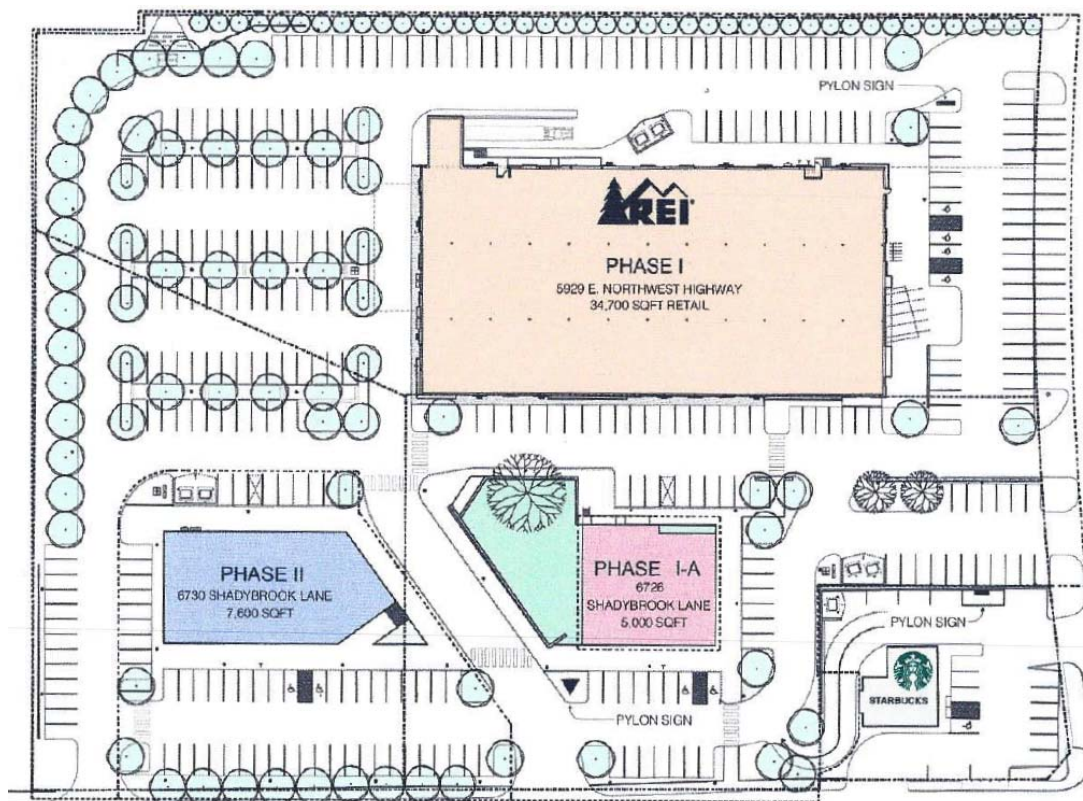


Northwood Retail, LLC's Class A mixed-use development (Block A) as September 30, 2014

(Source: Northwood Retail, LLC)

Vickery Meadow TIF District Boundary Amendment

On September 10, 2014, City Council approved Ordinance Number 28237 which increased the Vickery Meadow TIF District's geographic area to include adjacent properties at 5905 East Northwest Hwy, 5915 East Northwest Hwy, 5929 East Northwest Hwy and 6730 Shady Brook Lane. The District was expanded to help facilitate the redevelopment of the former Parker Plaza in conjunction with the development of two vacant adjacent properties. Half Price Books, Records, Magazines, Inc. has prepared a multi-phase plan for redeveloping the 5.7 acre site which it owns. The first phase, which is underway, consists of the demolition of two dilapidated structures and the conversion of a vacant warehouse into a REI sporting goods store that will contain approximately 34,200 square feet of retail space. The project's anticipated build-out includes 46,800 square feet of retail/restaurant space and 335 parking spaces. The first phase is scheduled to be completed during the second quarter of FY 2015. Construction on the project's second phase is anticipated to commence soon after.



Conceptual site plan for Half Price Book's Mixed-used Project

(Source: Half Price Books)

Past, Current and Anticipated Projects

Projects Within TIF District Utilizing TIF Funding ¹						
Project	Location	Status	Year Complete	Units/Square Feet ²	Approximate Investment/ Assessed Value ³	TIF Investment ⁴
"The Shops at Park Lane" Phase I	SE corner of Park Lane and Central Expressway	Phase I construction is complete	2009	325 apartment units; 629,000* square feet of retail space; 97,000 square feet of office space; and parking structures	\$223,892,680 (assessed value) \$441,000,000 (approximate investment)	\$20,000,000**
"The Shops at Park Lane" Phase II	SE corner of Park Lane and Central Expressway	The construction of Phase II's first component (Block A) is scheduled to be completed by May 2015. The second component (Block E) is scheduled to break ground in January 2015.	TBD	Approximately 225 apartment units; approximately 35,000 square feet of retail space; and approximately 122,000 square feet of office space	\$25,000,000 for retail and office component (approximate planned investment) Apartment component (approximate planned investment TBD)	\$0
Half Price Books Mixed-use Project Phase I	5929 E. Northwest Highway	Under construction	TBD	Approximately 34,200 square feet of retail space	\$4,800,000 (approximate planned investment)	\$0
Half Price Books Mixed-use Project Phase II	5915 East Northwest Highway and 6730 Shady Brook Lane	Planned	TBD	Approximately 12,600 square feet of retail/restaurant space	\$3,100,000 (approximate planned investment) \$1,105,640 (assessed value)	TBD
Library Mixed-use Project (Acacia Apartments' former site)	NE corner of Park Lane and Ridgcrest Road	Planned	TBD	TBD	TBD	TBD
Total				550 apartment units; 710,800 square feet of retail/restaurant space; 219,000 square feet of office space and parking structures	\$750,000,000	\$20,000,000
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ Principal amount not to be exceeded per the development agreement. * Approximately 75,000 square feet will be converted into 60 apartments as part of the project's second phase. ** Investment also includes interest not shown.						

District Initiatives				
Activity	Scope	Status	Investment	Source
Vickery Meadow Improvement District (VMID) – TREC 2006 Community Grant	The Texas Real Estate Council (TREC) of Dallas awarded a grant to be used to create a Planned Urban Design (Neighborhood Plan) for the Vickery Meadow Community	Organizational stages. James Harwick + Partners, Inc. architectural design firm was hired to complete the plan. The plan was completed in 2009 and was adopted by the VMID Executive Board January 15, 2010.	\$78,000 total Includes: \$50,000 \$28,000	TREC of Dallas VMID funds
The Real Estate Council Foundation (TRECf), McCormack, Baron Salazar (MBS) – Economic Development Action Plans	The Real Estate Council Foundation and private donations provided financial support to engage McCormack Baron Salazar to develop action plans for economic development in three City Council designated areas: 1. Lancaster Corridor 2. South Dallas/Fair Park 3. Five Points in Vickery Meadow	The Development Action Plans by MBS were released in January 2011.	\$750,000 min Includes: \$275,000 \$275,000 \$200,000	TRECf of Dallas MBS Investment Private Donations
HUD Community Challenge Grant for Transit Oriented Development and Affordable Housing	Community Challenge Planning Grant from HUD used for planning and preconstruction activities related to affordable housing and transit oriented development for 7 DART stations. Completed 5 area plans, including the Vickery Meadow area plan. Also funded preconstruction and design work for a mixed-use development anchored by a new VM branch library.	City Council authorized a professional services contract with Fregonese Associates, Inc. for the related planning activities on December 14, 2011. City Council authorized a professional services contract with DMA Development Company, LLC for the related activities on September 25, 2013	Total federal grant Amount: \$2,225,000/ \$2,670,000 overall Approximately \$950,000 spent in for the Vickery Meadow TIF District including \$445,000 as the local match	\$505,000 HUD Funds \$445,000 TIF Funds

Value and Increment Summary

The Vickery Meadow TIF District's 2014 assessed taxable value was \$371,260,440 as of September 30, 2014. This represents an increase of \$209,990,120 (130.2%) over the 2005 base year value and an increase of \$19,188,430 (8.1%) over the taxable value for FY 2013. The increase over the previous year's taxable value is largely attributed to appreciation of property that encompasses The Shops at Park Lane (\$18,454,680). With the participation of the City and Dallas County, the increase over the base year value will result in the collection of approximately \$1,619,664 in total incremental revenue for the District.

Objectives, Programs and Success Indicators

The Vickery Meadow Final Project Plan and Reinvestment Zone Financing Plan were approved on December 14, 2005. The plans' development goals are provided below:

- Facilitate private development within the Vickery Meadow TIF District to stimulate and diversify the area's economy, eliminate unemployment or underemployment, and develop or expand business, transportation, and commercial activity.

Approximately \$466 million in private investment is planned as part of full build-out of The Shops at Park Lane. The project is anticipated to create 2,600 new jobs.

- Secure new private development consisting of at least 850,000 square feet of retail space, 200 hotel rooms, 625 residential units (rental and owner occupied), and 410,000 square feet of office space.

Approximately 629,000 square feet of retail space (74.0% of goal), 325 apartment units (52.0% of goal) and 97,000 square feet of office space (23.7% of goal) has been constructed as part of The Shops at Park Lane's first phase. Approximately 75,000 square feet of the completed retail space will be converted into 60 apartment units as part of the project's second phase.

Construction on the first component of the Phase II (Block A) commenced during the fiscal year. The second component (Block E and Block G), which will contain 225 apartment units, is scheduled to break ground during the second quarter of FY 2015. Phase II's anticipated build-out includes 225 apartment units, 35,000 square feet of retail space and 122,000 square feet of office space.

- Focus on traffic improvements and the redevelopment of properties within the Five-Points area as increment funds accumulate and can be supplemented with non-TIF sources.

Staff is currently working with the Vickery Meadow Public Improvement District (PID) and other stakeholders to address these issues.

- Generate additional taxable value totaling approximately \$322 million as a result of new private investment projects within the TIF District.

The FY 2014 taxable value for The Shops at Park Lane was \$223,892,680 (69.5% of the goal).

- Encourage the redevelopment of the “Park Lane” site and improve pedestrian connections between the existing DART Park Lane light rail station to increase density while providing enhanced urban design for the TIF District.

The following progress has been made since the District's creation:

- *Staff is working with DART and Northwood Investors to identify potential funding sources for the construction of a pedestrian platform that would extend from the DART Light Rail station to the south side of Park Lane.*
 - *Pedestrian connection improvements for the Park Lane Station and its surrounding vicinity were studied as but remain unfunded.*
- Increase commuters' use of the DART Park Lane light rail station from 2,183 passengers per weekday in 2007 to 3,500 passengers by 2012.

During the fiscal year the Park Lane light rail station serviced approximately 2,625 riders per weekday. Although this is a decrease of 111 riders (4.0%) below the approximate 2,736 riders that were serviced per weekday during FY 2013, it represents an increase of 456 riders (21%) over the 2,169 riders that utilized the station during FY 2007. Accordingly, staff will continue to work with DART to increase the station's daily ridership as well as monitor the progress of public improvements that are made within the station's surrounding area.

- Generate approximately \$32.2 million (total dollars) in increment over a 20 year period.

The District's assessed property value has increased 130.2% over its base value. This increase has generated approximately \$7,272,119 in incremental revenue since the District's creation (22.6% of the goal).

Year-End Summary of Meetings

Based on amended composition the Vickery Meadow TIF Board can consist of up to seven members, including six City of Dallas appointees and one from Dallas County. The board, which met three times during FY 2014 fiscal year including a Special Called Meeting on August 1, 2014, consisted of the following members:

- Gay W. Donnell – City Representative (attended 2 of 2 meetings)
- Kevin Felder – City Representative (attended 1 of 1 meetings; only served a portion of the fiscal year)
- Michon Fulgham – Chair and City Representative (attended 2 of 2 meetings)
- Douglas J. Lattner – City Representative (attended 0 of 1 meeting; appointed to the board on February 26, 2014)
- Rick Loessberg – Dallas County Representative (attended 1 of 2 meetings)
- Raj Narayanan – City Representative (attended 1 of 2 meetings)

The Dallas City Council approved four items during the fiscal year related to the District. These items are summarized below:

- On February 26, 2014, the City Council approved Resolution Number 14-0379, accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nine, (Vickery Meadow TIF District), submitted by the Vickery Meadow TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City
- On August 27, 2014, the City Council approved Resolution Number 14-1372, authorizing (1) a public hearing to be held on September 10, 2014, to receive comments on an amendment to Tax Increment Reinvestment Zone Number Nine (Vickery Meadow TIF District) to increase the geographic area of the TIF District

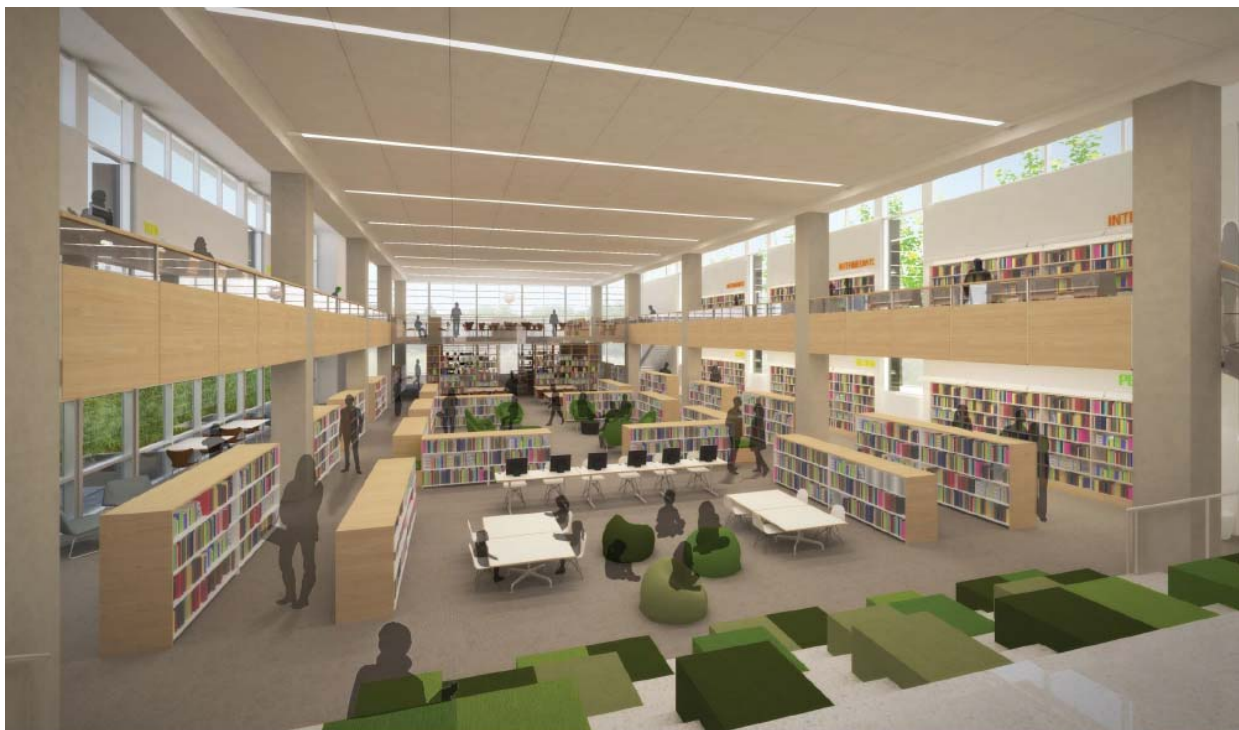
to include adjacent properties located at 5905 East Northwest Hwy, 5915 East Northwest Hwy, 5929 East Northwest Hwy and 6730 Shady Brook Lane (totaling approximately 5.70 acres); and at the close of the hearing (2) consideration of an ordinance amending Ordinance Nos. 25964 and 26181 to increase the geographic area of the Vickery Meadow TIF District to include adjacent properties located at 5905 East Northwest Hwy, 5915 East Northwest Hwy, 5929 East Northwest Hwy and 6730 Shady Brook Lane (totaling approximately 5.70 acres) - Financing: No cost consideration to the City

- On September 10, 2014, the City Council approved Resolution Number 14-1518, conducting a public hearing to receive comments on an amendment to Tax Increment Reinvestment Zone Number Nine (Vickery Meadow TIF District) to increase the geographic area of the TIF District to include adjacent properties at 5905 East Northwest Hwy, 5915 East Northwest Hwy, 5929 East Northwest Hwy and 6730 Shady Brook Lane (totaling approximately 5.70 acres) to help facilitate the redevelopment of the former Parker Plaza along with the development of two vacant adjacent properties - Financing: No cost consideration to the City
- On September 10, 2014, the City Council approved Ordinance Number 28237, authorizing amendments to Ordinance Nos. 25964 and 26181 to increase the geographic area of the Tax Increment Reinvestment Zone Number Nine (Vickery Meadow TIF District) to include adjacent properties at 5905 East Northwest Hwy, 5915 East Northwest Hwy, 5929 East Northwest Hwy and 6730 Shady Brook Lane (totaling approximately 5.70 acres) to help facilitate the redevelopment of the former Parker Plaza along with the development of two vacant adjacent properties; establishing an effective date; making a finding regarding feasibility; providing a severability clause; and enacting other matters related hereto - Financing: No cost consideration to the City

Pending TIF Items

The Vickery Meadow TIF District's pending items include the following:

- Approval of the FY 2014 Annual Report
- Encourage the redevelopment of the proposed Library mixed-use development site at 8255 Park Lane



VICKERY MEADOW BRANCH LIBRARY, DALLAS, TX

LIBRARY HALL

OGLESBY GREENE ARCHITECTS
1500 East Lemay Street, Suite 1000
Dallas, Texas 75201

Conceptual renderings of the proposed Library Mixed-used
Project's library component
(Source: Oglesby Greene Architects)

Budget and Spending Status

The Vickery Meadow TIF District's Project Plan and Reinvestment Zone Financing Plan established a budget for public improvement expenditures that are necessary to support private investment. The District budget and spending to date are provided on the following charts:

Vickery Meadow TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget ¹	Allocated ²	Balance
"Park Lane" Project: Environmental remediation, interior/exterior demolition, street/utility improvements & relocation, streetscape improvements, land acquisition, enhanced pedestrian area design & acquisition, engineering & design, non project costs	\$31,897,915	\$31,897,915	\$0
Five-Points Area Improvements: Environmental remediation, interior/exterior demolition, street/utility improvements & relocation, streetscape improvements, land acquisition, park/plaza design & acquisition, DART related improvements, engineering & design, non project costs	\$15,948,957	0	15,948,957
Administration and Implementation	\$3,500,956	\$212,607 ³	\$3,288,349
Total Project Costs	\$51,347,828	\$32,110,522	\$19,237,306
¹ Budget shown above in total dollars; TIF Project Plan shows the budget in net present value. ² Allocated amount includes any interest accrued as of September 30, 2014. Additional interest of approximately \$8.5 million is expected to accrue prior to final payment and categories impacted are shown with an *. ³ Administration and Implementation amount shown is through FY 2012 and includes \$50,000 for District audits through 2012 and \$2,500 for consultant fees.			

Vickery Meadow TIF District Project Plan Budget	
Category	TIF Budget (NPV)*
"Park Lane" Project: - Environmental remediation, interior/exterior demolition, street/utility improvements & relocation, streetscape improvements, land acquisition, enhanced pedestrian area design & acquisition, engineering & design, non project costs	\$20,000,000
Five-Points Area Improvements: - Environmental remediation, interior/exterior demolition, street/utility improvements & relocation, streetscape improvements, land acquisition, park/plaza design & acquisition, DART related improvements, engineering & design, non project costs	\$10,000,000
Administration and implementation	\$2,195,100
Total	\$32,195,100
* As approved in the Project Plan and Reinvestment Zone Financing Plan in 2006 dollars. ** Budget is for the 20-year term of the District.	

Vickery Meadow TIF District Affordable Housing Set-aside		
Budget*	Allocated	Balance
\$1,000,000	\$445,000	\$555,000
* Funds deposited in the Vickery Meadow TIF District Tax Increment Fund by Harvest NPE, L.P. to support the development of affordable housing within the District in lieu of the developer constructing affording housing units as part of The Shops at Park Lane Project.		

FY 2015 Work Program

The FY 2015 work program for the Vickery Meadow TIF District is as follows:

- Identify additional redevelopment sites, potential developers and continue to seek growth in the District through the attraction of mixed-use, high-density development.
- Provide assistance with the implementation of The Shops at Park Lane development project.
- Work with the DART, Vickery Meadow Public Improvement District and other entities on improvement initiatives for the Vickery Meadow area.
- Investigate additional funding sources for District-wide improvements that include a pedestrian platform that would extend from the Park Lane Light Rail Station across Park Lane.
- Work with the consultant that is selected to complete the planning documents, including design guidelines, which will be funded by the HUD Challenge Grant for the Vickery Meadow/Five Points/Park Lane Station area.
- Reevaluate the issuance of TIF Bonds for the District.

Appendix A – Financials

City of Dallas, Texas					
Vickery Meadow Tax Increment Financing District					
Reinvestment Zone Number Nine					
As of September 30, 2014					
Chapter 311.016 of V.C.T.A. requires the following					
as part of the annual report on the status of the TIF District.					
Information is contained in detail on the					
financial statements.					
1. Amount and source of revenue in the tax increment fund established for the zone:					
	\$3,445	Interest Income			
	\$0	Affordable housing payment			
	\$1,458,617	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)			
	<u>\$1,462,063</u>	Total Revenue			
2. Amount and purpose of expenditures from the fund:					
	\$0	Administrative Expense			
	\$445,000	Non-Capital Outlay (1)			
	\$485,793	Principal retirement			
	\$964,207	Interest and fiscal charges			
	<u>\$1,895,000</u>	Total Expenditures			
(1) These expenditures were incurred for the following services:					
	TIF match for HUD Community Challenge Grant		\$445,000		
	Other		\$0		
	Total		<u>\$445,000</u>		
3. The Zone began reimbursing the General Fund for administrative costs in fiscal year 2009-10.					
4. a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:					
Vickery Meadow TIF District has incurred no bonded indebtedness as of September 30, 2014.					
b. The zone has reimbursed the following contingent obligations from available TIF funds					
as of September 30, 2014:					
<u>Developer</u>	<u>Project</u>	<u>Advance Principal</u>	<u>Accrued Interest</u>	<u>Less Payments</u>	<u>Total (P & I) Outstanding</u>
Northwood PL Holdings, LLC	The Shops at Park Lane	\$20,000,000	\$6,091,210	(\$6,941,410)	\$19,149,801
Total		\$20,000,000	\$6,091,210	(\$6,941,410)	\$19,149,801
Reimbursement of the project's outstanding TIF-eligible project costs are subject to the availability of TIF funds.					

5. Tax increment base and current captured appraised value retained by the zone:					
	Taxing Jurisdiction		Taxable Value 2014*	Base Year 2005 Value	Est. Captured Value 2014*
	City of Dallas		\$371,260,440	\$161,270,320	\$209,990,120
	Dallas County		\$371,260,440	\$161,270,320	\$209,990,120
*2014 Taxable value shown for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.					
**Based on DCAD Certified Taxable Value. The final values will be determined on February 01, 2015.					
6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:					
A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:					
				Assessment	Amount of
				Per \$100***	Estimated 2014
	Taxing Jurisdiction				Increment***
	City of Dallas			0.63760	\$1,338,897
	Dallas County			0.13371	\$280,767
	Total for all Jurisdictions			\$0.77131	\$1,619,664
***Participation rates for City of Dallas and Dallas County are 80% and 55% respectively for tax years 2008 - 2027.					
B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$1,619,664. For the 2013 tax year, increment in the amount of \$1,458,617 was received.					
7. Independent audits of the TIF for fiscal years 2007, 2008, 2009, 2010, 2011, and 2012, as approved by the board in an amount not to exceed 50,000, were completed by Grant Thornton LLP, the City's external auditors. Total cost for the audits was \$34,900. The balance of the approved funds were used for an audit of fiscal year 2013. The TIF Board approved an additional amount of \$20,000 for the audit of fiscal years 2013 and 2014.					

City of Dallas, Texas						
Vickery Meadow Tax Increment Financing District Fund						
Balance Sheet as of September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:						
Pooled cash and cash equivalents		\$712,973	\$1,146,374	\$1,103,841	\$1,135,517	\$1,170,376
Interest receivable		\$1,235	\$771	\$2,737	\$3,507	\$6,100
Total assets		\$714,208	\$1,147,145	\$1,106,578	\$1,139,024	\$1,176,476
Liabilities and Fund Balance (Deficit):						
Liabilities:						
Accounts and contracts payable		\$0	\$0	\$0	\$24,900	\$0
Due to general fund		\$13,625	\$13,625	\$0	\$0	\$0
Total liabilities		\$13,625	\$13,625	\$0	\$24,900	\$0
Fund Balance (Deficit):						
Fund Balance (Deficit)		\$700,583	\$1,133,520	\$1,106,578	\$1,114,124	\$1,176,476
Total Liabilities and Fund Equity		\$714,208	\$1,147,145	\$1,106,578	\$1,139,024	\$1,176,476
		\$0	\$0	\$0	\$0	\$0

City of Dallas, Texas						
Vickery Meadow Tax Increment Financing District Fund						
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)						
For the Period September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$6,050,682	\$1,211,882	\$1,109,114	\$1,159,842	\$989,073	\$1,025,142
Tax increment-Intergovernmental	\$1,221,437	\$246,736	\$195,403	\$239,953	\$207,891	\$214,950
Interest income	\$81,389	\$3,926	\$2,556	\$6,723	\$8,633	\$25,272
Affordable housing payment	\$1,000,000	\$0	\$0	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	\$91	(\$481)	(\$2,367)	(\$136)	\$445	(\$12,596)
Total revenues	\$8,353,598	\$1,462,063	\$1,304,706	\$1,406,382	\$1,206,041	\$1,252,768
Expenditures:						
Administrative expenses	\$212,607	\$0	\$29,356	\$31,828	\$53,492	\$42,130
Non-Capital Outlay	\$499,000	\$445,000	\$10,000	\$19,100	\$24,900	\$0
Capital outlay	\$0	\$0	\$0	\$0	\$0	\$0
Principal retirement	\$1,159,303	\$485,793	\$219,413	\$409,302	\$44,796	\$0
Interest and fiscal charges	\$5,782,106	\$964,207	\$1,018,996	\$953,698	\$1,145,204	\$1,700,000
Total expenditures	\$7,653,016	\$1,895,000	\$1,277,765	\$1,413,928	\$1,268,392	\$1,742,130
Excess (Deficiency) of Revenues over Expenditures	\$700,583	(\$432,937)	\$26,942	(\$7,546)	(\$62,352)	(\$489,362)
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$1,133,520	\$1,106,578	\$1,114,124	\$1,176,476	\$1,665,838
Fund balance (Deficit) at beginning of year, as restated	\$0	\$1,133,520	\$1,106,578	\$1,114,124	\$1,176,476	\$1,665,838
Fund balance (deficit) at end of year	\$700,583	\$700,583	\$1,133,520	\$1,106,578	\$1,114,124	\$1,176,476
Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, the TIF board will be provided the updated financial statements.						

Notes to Financials

City of Dallas, Texas

Vickery Meadow Tax Increment Financing District

Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
3. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
4. The Zone's Financial Plan permits expenditures not to exceed \$2,195,100 over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the general fund in fiscal year 2009-10. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. The TIF entered into a development agreement with a developer on December 14, 2005 to reimburse the developer for TIF eligible costs up to principal amount of \$20.0 million plus accrued interest thereon, at an interest rate of 4.86%, for the construction of the Park Lane Project. The developer satisfied all contingencies as required by the terms of the agreement and the liability for the principal amount of \$20.0 million plus the accrued interest was recorded in fiscal year 2008-09. The TIF began reimbursing the developer in fiscal year 2009-10. The developer obligation balance, including principal and accrued interest, outstanding at September 30, 2014 is \$19,149,801.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 34 T U X Y & 44 C

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Ten, (Southwestern Medical TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit to the chief executive officer of each taxing unit, as well as the State Comptroller. The City Council approved Ordinance No. 25965 on April 27, 2005, establishing Tax Increment Financing Reinvestment Zone Number Ten, (the Southwestern Medical District). On January 11, 2006, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 26204, as amended.

The Southwestern Medical District's assessed 2014 tax value was \$159,899,022, an increase of \$92,487,968 over the base year value (137.2% increased from base value). The 2014 tax value increased \$7,490,954 (4.9%) from the 2013 tax value. During 2014, the value of new construction was higher (\$99,275,520) than the increment value of the district (\$92,487,968). This was the result of loss of value to property purchased by InTown Homes (-\$1,085,891), University of Texas - Southwest Medical (-\$2,588,800), and Parkland Hospital (-\$19,002,550), primarily due to demolition of property for future development.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On April 27, 2005, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Ten, the Southwestern Medical TIF District by Ordinance No. 25965.

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

On January 11, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Southwestern Medical TIF District by Ordinance No. 26204, as amended.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Ten, ("Southwestern Medical TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Southwestern Medical area pursuant to Ordinance No. 25965, authorized by the City Council on April 27, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on January 11, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Southwestern Medical TIF District by Ordinance No. 26204, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the chief executive officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Ten, (Southwestern Medical TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Ten, to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District; and to the State Comptroller, as required by state law.

Section 3. 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.

Southwestern Medical TIF District

Exhibit A

FY 2014 Annual Report



January 27, 2006 Motor Street Aerial (View Towards Downtown)



FirstWorthing



Greenway Investment Company

Southwestern Medical District TIF Study
Dallas, Texas

Model prepared by JEPP Architects, Inc. in Dallas, Texas. Model prepared by JEPP Architects, Inc. in Dallas, Texas. Model prepared by JEPP Architects, Inc. in Dallas, Texas. Model prepared by JEPP Architects, Inc. in Dallas, Texas.



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 671-9821

<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Ten Southwestern Medical Tax Increment Financing District

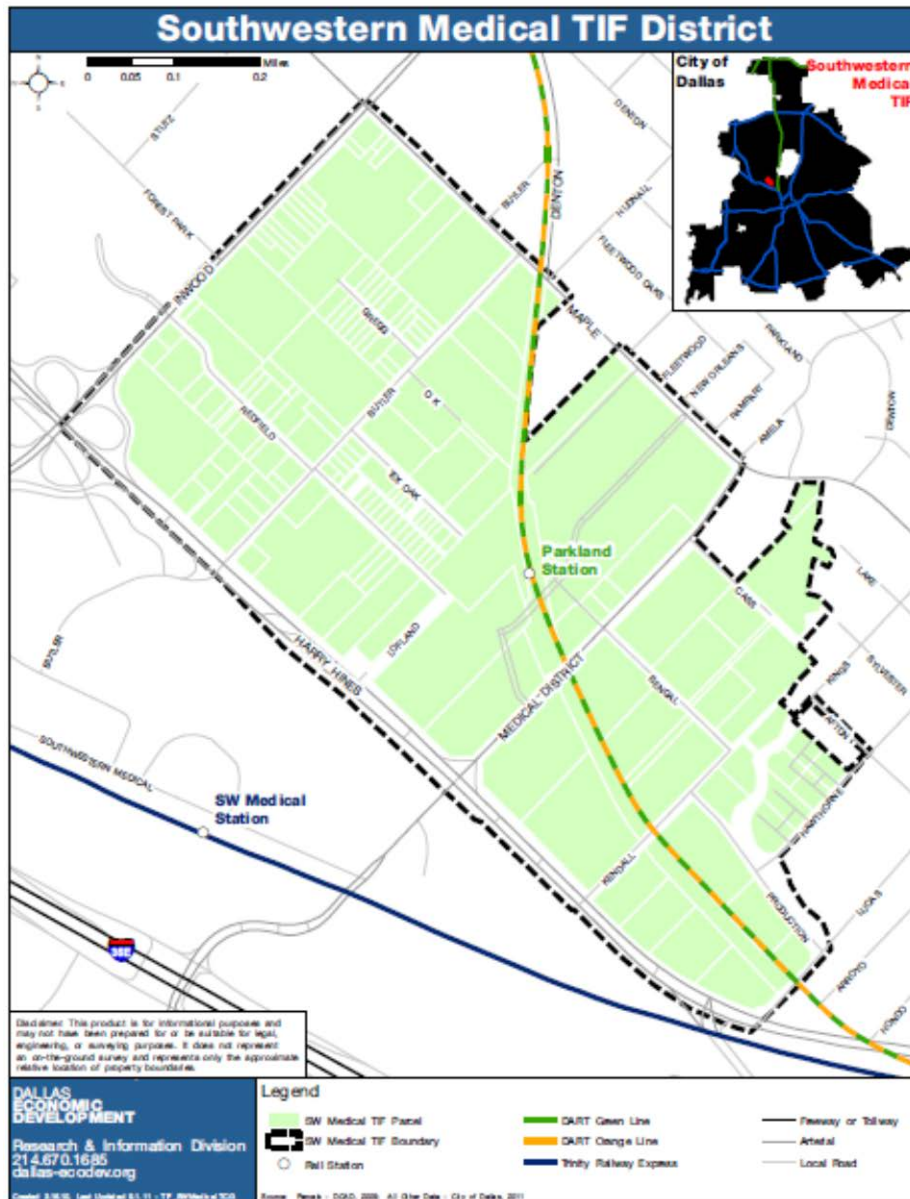


Table of Contents

Mission Statement.....	4
Southwestern Medical TIF District Accomplishments.....	4
Current Development Status in the District	11
Southwestern Medical TIF District Projects.....	12
Objectives, Programs, and Success Indicators	13
Year-End Summary of Meetings	15
Pending TIF Items.....	17
Budget and Spending Status.....	18
M/WBE Participation	19
FY 2015 Work Program.....	19
Appendix – Financials	20

Mission Statement

The mission of the Southwestern Medical Tax Increment Financing District is to provide a source of funding for public infrastructure improvements anticipated to enhance the real estate market for the Southwestern Medical TIF District area. The Southwestern Medical TIF District represents the outgrowth of the City of Dallas' effort to provide a model for redeveloping a former industrial and warehouse district to take full advantage of the expanding DART light rail system, to promote transit oriented development, especially in areas that are major employment centers like the Medical District, and to implement appropriate urban design standards.

The Dallas City Council established the Southwestern Medical TIF District by Ordinance Number 25965 on April 27, 2005 and amended by Ordinance Number 27433 on December 10, 2008 and October 14, 2009. The Southwestern Medical District took effect on January 1, 2006 and is scheduled to terminate on December 31, 2027 (including collection of the 2027 increment on calendar year 2028 and any related matters to be concluded in 2028) or when the budget of \$27.5 million (2006 dollars) has been collected. The City of Dallas and Dallas County are the two participating jurisdictions; The City's participation is 80%, and the County's participation is 55%.

Southwestern Medical TIF District Accomplishments

The initial project for the Southwestern Medical TIF District is the Colonial Reserve (Cityville) at Southwestern Medical. In 2007, FirstWorthing completed the first phase of this transit oriented development, including approximately 45,000 square feet of retail/office space and 278 apartment units near the Southwestern Medical District/Parkland light rail station. Current taxable value as per the Dallas Central Appraisal District (DCAD) is \$33.1 million.

FirstWorthing, after completing the first phase, sold their remaining land holdings to Trammel Crow Residential Development (TCR) and Ronald McDonald House. The Alexan Project by TCR is a residential, transit oriented development, and includes 396 luxury apartments, completed in 2009. The project is comprised of approximately 377,816 square feet of residential space, located at 2034 Medical District Drive and 4805 Bengal Street. Current taxable value as per the DCAD is \$51 million.

Adjacent to the Alexan project, Ronald McDonald House constructed 60 units of low-cost, temporary lodging/dorm facilities for families with children receiving medical care, totaling approximately 64,000 square feet of space, located at 4707 Bengal Street.

Maple Garden LP., a 120 apartment complex at 5219 Maple Avenue, adjacent to Parkland East Parking Lot (EPL) started leasing their units in summer of 2012. Current taxable value as per the DCAD is \$15.1 million.

Parkland Memorial Hospital owns 21.5% of the land within the District. Parkland has undertaken a major construction project, replacing the outdated main hospital facility

with a new one. The \$1.2 billion Parkland expansion plan includes 17 story hospital surrounded by new clinics and parking garage located around the planned Southwestern Medical District/Parkland DART light rail station. The construction work started with demolition at the corner of Harry Hines Boulevard and Medical District Drive to make way for new buildings and construction of East Parking Lot at the corner of Maple Avenue and Medical District Drive is in progress. Construction was completed on the new facility in late 2014, with an official opening planned for August 2015.

UT Southwestern Medical Center and Children's Medical Center, located just outside of the district, are planning significant expansion within the next decade. In addition to the recent expansion of the main hospital and completion a new surgery center, Children's expects to complete a third tower at the main hospital, and a new Ambulatory Care Pavilion over the next five to ten years.

In 2010, UT Southwestern Medical Center BioCenter was opened on a 13 acre tract of land located at the northeast corner of Inwood Road and Redfield Street. BioCenter provides a venue adjacent to UT Southwestern for bio-medical companies that are engaged in research, development, marketing and small-scale manufacturing of goods and services in the bio-medical industry. BioCenter helps commercialize university technology and draw biotechnology companies to North Texas.

The new William P. Clements Jr. University Hospital by UT Southwestern Medical Center is under construction, opening in December 2014. The new facility located at 6201 Harry Hines Boulevard, the new \$800 million investment, 460-bed hospital was meticulously designed to carry out UT Southwestern's patient-care mission, while also incorporating space for physician training and for clinical research aimed at developing ever more effective, high-quality treatments for patients.

DART Green Line expansion (NW corridor) is completed and the Southwestern Medical District/Parkland light rail station was opened in December 2010. The Orange Line runs parallel with the Green Line through Downtown Dallas to Bachman Station in Northwest Dallas opened during the current fiscal year. During FY 2014, on an average, the Southwestern Medical District/Parkland light rail station serviced 2,369 passengers per week day, a 14.8% increase in ridership compared to last year.

Kroger's opened its store at 4901 Maple Avenue (outside of the TIF District), renovating the former Elliot's Hardware store. Elliott's Hardware relocated to 5439 Denton Drive. Intown Homes LLC is planning to construct 108 townhomes at the corner of Hawthorne Avenue and Production Avenue. Maple District Lofts by Glenbrook Residential Inc. at 5415 Maple Avenue. is currently under construction. 342 apartments will be ready for leasing in Spring 2015.

Total private development in the Southwestern Medical TIF District is valued at approximately \$93.7 million. Listed below are the projects in the Southwestern Medical TIF District at various stages of development.



Southwestern Medical District/Parkland DART Station



Colonial Reserve (formerly Cityville) at Southwestern Medical District



Colonial Reserve at SWM



Kroger at 4901 Maple Avenue



Parkland Ambulatory Center at Harry Hines Boulevard and Medical District Drive



New Parkland Hospital - under construction



Ronald McDonald House

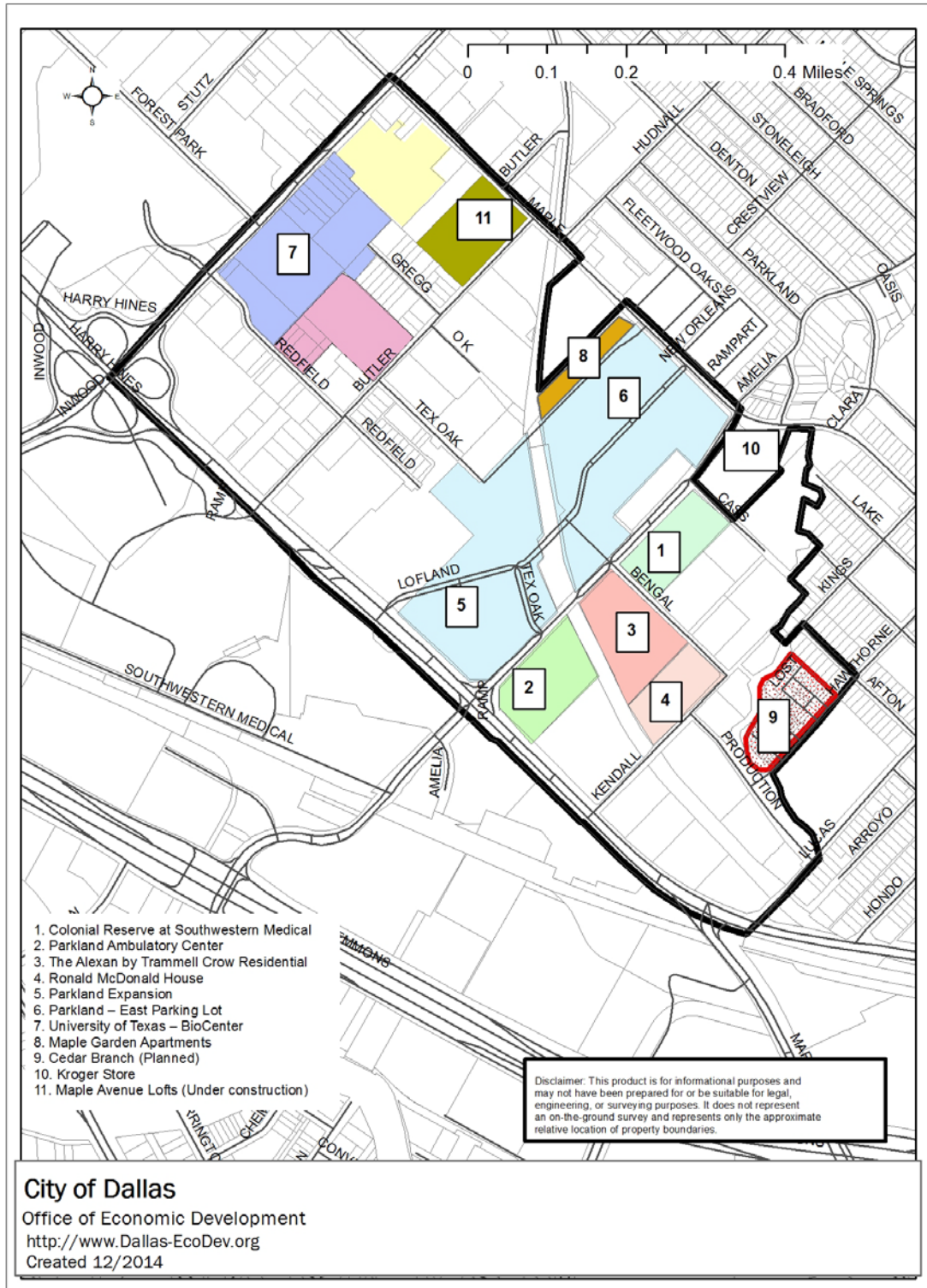


Alexan Project



Maple Garden Apartments – 5219 Maple Avenue

Current Development Status in the District



Southwestern Medical TIF District Projects

Southwestern Medical TIF District Projects ¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
Cedar Branch Townhomes	4623 Hawthorne Avenue	2017	Planned	112 Townhomes	\$41,398,336	\$7,898,366
Cedar Branch Bridge	Adj to Cedar Branch TH	2019	Planned	Bridge	TBD	\$826,500
Total					\$41,398,336	\$8,724,866
Projects Within TIF District Not Utilizing TIF Funding ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value	TIF Investment
Cityville at Southwestern Medical	2222 Medical District Drive	2007	Complete	278 res. units; 45,000 SF commercial	\$33,133,280	\$0
Alexan Project by Trammell Crow Residential	4805 Bengal Street	2009	Complete	396 units	\$28,772,880	\$0
Parkland Ambulatory Center ⁶	4900 Harry Hines Boulevard	2006	Complete	62,267 SF medical office	\$20,487,430 (non-taxable)	\$0
Ronald McDonald House ⁶	4707 Bengal Street	2009	Complete	64,000 SF lodging for 60 families	\$12,576,600 (non-taxable)	\$0
Maple Garden Apartments	5219 Maple Avenue	2011	Complete	120 apartments	\$15,142,240	\$0
Parkland Hospital ⁶	5201 Harry Hines Boulevard	2014	Under construction	2,000,000 SF medical office space	\$1,200,000,000 (non-taxable)	\$0
Maple Avenue Lofts By Glenbrook Residential	5415 Maple Avenue	2015	Under construction	342 residential units	\$30,000,000	\$0
Completed: 794 res. units; 45,000 SF retail; 62,267 SF medical office and 61,000 SF lodging. Under-construction: 2,000,000 SF medical office					Total \$110,112,430 completed \$41,398,336 under-construction	\$0
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF district for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ Principal amount not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown. ⁵ Selected significant projects included. ⁶ Tax-exempt properties.						

Value and Increment Revenue Summary

The Southwestern Medical TIF District encompasses approximately 245.7 acres. The base value is the total appraised value of all taxable real properties in the Southwestern Medical TIF District as determined by the Dallas Central Appraisal District in the certified roll. The Southwestern Medical District's assessed 2014 tax value was \$159,899,022, an increase of \$92,487,968 over the base year value 137.2% increased from base value). The 2014 tax value increased \$7,490,954 (4.9%) from the 2013 tax value. During FY 2014, the value of new construction was higher (\$99,275,520) than the increment value of the district (\$92,487,968). This was the result of loss of value to property purchased by InTown Homes (-\$1,085,891), University of Texas - Southwest Medical (-\$2,588,800), and Parkland Hospital (-\$19,002,550), primarily due to demolition of property for future development. The total increment revenue collected in 2014 is expected to be \$713,358. The actual construction that occurred in FY 2014 will be reflected on the FY 2015 tax roll.

Objectives, Programs, and Success Indicators

The final Southwestern Medical Project Plan and Reinvestment Zone Financing Plan was adopted was adopted in January 2006 and amended in December 2008. Among the goals of the Plan are:

- Additional taxable value attributed to new private investment in projects in the Southwestern Medical TIF District shall total approximately \$280 million.

Projects within the district had contributed approximately \$99.3 million (35% of goal) in additional taxable value from the inception of the District.

- New private development in the Southwestern Medical TIF District shall add a total of approximately 300,000 square feet of retail/office space and at least 3,000 new apartment units.

Projects underway within the district will contribute a minimum of 107,267 square feet of retail office space (35.7% of goal) and 794 residential units completed (26.4% of goal) and 454 additional units planned (41.5% of goal). In addition, Parkland Hospital expansion plan includes 17 - story hospital surrounded by new clinics and parking garages, valued approximately \$1.2 billion (non-taxable).

- Ridership at the Southwestern Medical District/Parkland light rail station shall average 4,000 - 5,000 riders per weekday by 2015.

During FY 2014, on an average, the Southwestern Medical District/Parkland light rail station serviced 2,369 passengers per week day, a 14.8% increase in ridership compared to last year. The Parkland light rail station started operating from December 2010 and the ridership is expected to increase in the upcoming years.

- Improve the access and connections to the DART light rail system within the Southwestern Medical TIF District.

The Southwestern Medical District/Parkland light rail stations opened in 2010 and currently serve the district. Staff and the Board will continue to foster working relationships with Parkland, DART, and potential developers to encourage access and connections to this rail station. The Colonial Reserve at Southwestern Medical District development includes streetscape improvements along Medical District Drive and Bengal Streets.

- Support the conversion of the Southwestern Medical area from industrial and warehousing land uses to a mixed-use, transit oriented neighborhood that complements the Medical District.

Staff and the Board will continue to foster a working relationship with Parkland, DART, and potential developers to encourage transit oriented development that complements the district. The Colonial Reserve at Southwestern Medical, Alexan projects have resulted in the conversion of former industrial and warehousing uses to residential and retail uses. The Stemmons Corridor - Southwestern Medical District Area Plan (Vision and Policy Plan) was adopted by the City Council in June, 2010.

- Increase recreational opportunities and improved connections to the City of Dallas trails and open space system in the Southwestern Medical Area.

Staff and the Board will seek ways to increase recreational opportunities and trail connections (Trinity Strand Trail) within the District and in construction with the Parkland construction.

- The Southwestern Medical TIF District will generate approximately \$27.5 million in increment over 20 years.

The growth is significant in initial zone A and new area Zone B that has been added will develop over the next couple of years. The district started collecting increment and it is estimated that the district will generate \$27.5 million (in 2006 dollars) before the TIF expires in 2027. Between, the City and Dallas County, the district as of 2014 has collected \$2,450,198 (9% of the goal).

- Develop a grant program to promote private medical industry and economic development in the District.

Staff and the Board will continue to foster a working relationship with UT Southwestern Medical Center, Children's Hospital and Parkland Hospital to create investment opportunities in the District.

Year-End Summary of Meetings

During the fiscal year, the Southwestern Medical TIF District Board of Directors met twice on December 16, 2013 and June 4, 2014.

During FY 2013-14 the Board members were (FY 2014) Board meetings attended): Robert Prejean – City Representative (2 of 2 meetings), Lily Mak – City Representative (1 of 2 meetings), Ross Sherwood Martin – City Representative (0 of 2 meetings), Michael Serber– City Representative (1 of 2 meetings), Rick Loessberg – Dallas County Representative (1 of 2 meetings), Walter Jones – Hospital District Representative (1 of 1 meeting). Board membership is currently below the minimum number required in the bylaws

During the fiscal year, the City Council approved seven (7) items associated with the Southwestern Medical TIF District:

- On November 12, 2013, the City Council approved Resolution No. 13-1953, an ordinance abandoning a portion of a drainage and public utility easement to Dallas County Hospital District d/b/a Parkland Health and Hospital System, the abutting owner, containing approximately 313 square feet of land, located near the intersection of Butler and Redfield Streets - Revenue: \$5,400, plus the \$20 ordinance publication fee.
- On February 26, 2014, the City Council approved Resolution No. 14-0380, accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Ten, (Southwestern Medical TIF District), submitted by the Southwestern Medical TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law.
- On June 25, 2014, the City Council held a public hearing to receive comments regarding an application for and approval of Ordinance 29392 granting a Special Provision Sign District for the *Southwestern Medical District*, an area generally bounded by Maple Avenue, Medical District Drive, Bengal Street, Dallas Area Rapid Transit rail line, Lucas Drive, Harry Hines Boulevard, Market Center Boulevard, North Stemmons Freeway, Inwood Road, Lee Hall Drive, Record Crossing Road, Wyche Boulevard, Plantation Road, West Mockingbird Lane and including all four corners of the intersections of North Stemmons Freeway at Medical District Drive, North Stemmons Freeway at Inwood Road, Harry Hines Boulevard at West Mockingbird Lane, Forest Park Road at West Mockingbird Lane, Maple Avenue at West Mockingbird Lane, Bomar Avenue at Maple Avenue, Stutz Drive at Maple Avenue, Inwood Road at Maple Avenue, Butler Street at Maple Avenue, New Orleans Place at Maple Avenue, and Medical

District Drive at Amelia Street, with the exception of the Parkland Special Provision Sign District.

- On August 13, 2014, the City Council authorized resolution 14-1271, authorizing a development agreement with Texas IntownHomes LLC, to provide reimbursement: (1) for providing affordable for sale housing units in accordance with the Mixed-Income Housing Guidelines for the Single Family Homes Pilot Program in an amount not to exceed \$5,010,000; (2) for eligible infrastructure improvement costs associated with the Cedar Branch Townhomes Project in an amount not to exceed \$2,888,366; and (3) intent to purchase the affordable townhomes in an amount not to exceed \$3,450,000 and intent to sell the affordable townhomes and receive proceeds from the sale of the affordable townhomes to qualified buyers in an amount not to exceed \$1,800,000 (includes receipt of an amount of up to \$150,000 per unit for up to 12 units if Developer is unable to sell the Phase II units); in accordance with the Southwestern Medical TIF District Project Financing Plan and Southwestern Medical District Grant Program.
- On August 13, 2014, the City Council authorized resolution 14-1273, authorizing a development agreement with Texas IntownHomes LLC, to reimburse eligible project costs related to the land acquisition, bridge construction and other infrastructure improvements associated with the Cedar Branch Bridge Project in an amount not to exceed \$826,500,
- On August 27, 2014, the City Council authorized a public hearing to receive comments regarding an application for and approval of Ordinance 29434, granting a Planned Development District, *PDD No. 917*, for MU-2 Mixed Use District Uses on property zoned an IR Industrial Research District, on property generally on the northwest line of Manor Way, between Maple Avenue and Denton Drive. Planned Development District No. 917 will feature a mixed-use development (unnamed) by Canyon-Small Love Field, LP. *Note: This item was considered by the City Council at public hearings on June 25, 2014, and August 13, 2014, and was taken under advisement until August 27, 2014, with the public hearing open.*

Pending TIF Items

- FY 2014 Annual Report, Southwestern Medical TIF District.



5415 Maple Avenue, Maple District Lofts

Budget and Spending Status

Each TIF district establishes a budget for the public improvement expenditures necessary to support private investment in the district in the Project Plan and Reinvestment Zone Financing Plan. The Southwestern Medical TIF District was established in April 2005, amended in December 2008 and October 2009. The Project Plan estimates for TIF public improvements total approximately \$49.9 million (\$27.6 million in 2006 dollars). The final budget for the district is below:

Southwestern Medical TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget*	Allocated**	Balance**
Paving, streetscape, utilities, public-use improvements, design & engineering	\$18,346,136	\$0	\$18,346,136
Environmental remediation and demolition	\$5,181,912	\$0	\$5,181,912
Utility burial	\$9,559,075	\$0	\$9,559,075
Economic Development Grant	\$14,953,805	\$0	\$14,953,805
Administration and implementation***	\$1,809,418	\$207,889	\$1,601,529
Total Project Costs	\$49,850,346	\$207,889	\$49,642,457
<i>* Budget shown above in current dollars; TIF Project Plan shows the budget in net present value. ** Includes money expended and committed for existing and future projects including interest accrued on advanced funds as of the end of FY2014. *** TIF administration fee include funds expended or committed through FY 2014.</i>			

Southwestern Medical TIF District Project Plan Budget	
Category	Revised TIF Budget (in 2006 \$)
Paving, streetscape, utilities, public-use improvements, design & engineering	\$10,139,246
Environmental remediation and demolition	\$2,863,856
Utility burial	\$5,282,955
Economic Development Grant	\$8,264,428
Administration and implementation	\$1,000,000
Total Project Costs	\$27,550,485
* As approved in the Project Plan and Reinvestment Zone Financing Plan.	

M/WBE Participation

M/WBE Participation			
Project	Contractor	Total Contract Award Amount	Percentage Minority Participation
Colonial Reserve at Southwestern Medical ¹	Davis Excavation	\$1,376,916.70	27.71% (\$381,544)
¹ voluntarily participated in the M/WBE program			

FY 2015 Work Program

The work items for FY 2015 for the Southwestern Medical TIF District include:

- Increase recreational opportunities and improved connections to the City of Dallas trails and open space system in the Southwestern Medical Area.
- Assist with facility improvements included in Medical District Master Plan coordinated/adopted by Parkland Health and Hospital System, Children's Medical Center, and UT Southwestern Medical Center.
- Review Project Plan amendment to support redevelopment near the Inwood DART Station.
- Encourage Bio Center occupancy and job creation.



Cedar Branch Townhomes site - corner of Hawthorne Avenue and Production Drive

Appendix – Financials

City of Dallas, Texas
Southwestern Medical Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$1,671,830 over the life of the TIF to reimburse the City for administrative costs. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. The Zone had no developer advances outstanding at September 30, 2014.
6. All project costs resulting in public improvements which are owned by the City are capitalized.

City of Dallas, Texas

Southwestern Medical Tax Increment Financing District Fund

Balance Sheet as of September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	2014	2013	2012	2011	2010
Assets:					
Pooled cash and cash equivalents	\$2,455,008	\$1,805,320	\$1,354,632	\$1,060,341	\$655,154
Interest receivable	\$953	\$1,957	\$1,748	\$3,285	\$3,462
Total assets	\$2,455,962	\$1,807,277	\$1,356,380	\$1,063,626	\$658,615
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$0	\$0	\$0	\$0
Advances from developers	\$0	\$0	\$0	\$0	\$1,440,000
Due to general fund	\$5,764	\$5,764	\$0	\$0	\$0
Accrued liability	\$0	\$0	\$0	\$0	\$0
Total liabilities	\$5,764	\$5,764	\$0	\$0	\$1,440,000
Fund Balance (Deficit):					
Fund Balance (Deficit)	\$2,450,198	\$1,801,514	\$1,356,380	\$1,063,626	(\$781,385)
Total Liabilities and Fund Equity	\$2,455,962	\$1,807,277	\$1,356,380	\$1,063,626	\$658,615
	\$0	\$0	\$0	\$0	\$0

Southwestern Medical Tax Increment Financing District Fund

Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)

For the Period September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	IID	2014	2013	2012	2011	2010
Revenues:						
Tax increment-Governmental	\$2,156,997	\$546,993	\$385,098	\$266,860	\$372,960	\$318,029
Tax increment-Intergovernmental	\$428,994	\$111,382	\$73,801	\$47,062	\$76,240	\$64,672
Interest income	\$68,007	(\$7,299)	\$7,419	\$6,410	\$5,442	\$6,369
Developer Participation & other revenue	\$1,481,970	\$0	\$0	\$0	\$1,440,000	\$0
Net increase (decrease) in fair value of investments	\$3,882	(\$2,391)	(\$1,313)	(\$109)	\$1,402	(\$1,644)
Total revenues	\$4,139,849	\$648,684	\$465,005	\$320,224	\$1,896,044	\$387,426
Expenditures:						
Administrative expenses	\$207,889	\$0	\$19,871	\$27,470	\$51,034	\$39,924
Non-Capital Outlay	\$0	\$0	\$0	\$0	\$0	\$0
Capital outlay	\$1,481,762	\$0	\$0	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$1,689,651	\$0	\$19,871	\$27,470	\$51,034	\$39,924
Excess (Deficiency) of Revenues over Expenditures	\$2,450,198	\$648,684	\$445,134	\$292,754	\$1,845,010	\$347,502
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$1,801,514	\$1,356,380	\$1,063,626	(\$781,385)	(\$1,128,886)
Fund balance (Deficit) at beginning of year, as restated	\$0	\$1,801,514	\$1,356,380	\$1,063,626	(\$781,385)	(\$1,128,886)
Fund balance (deficit) at end of year	\$2,450,198	\$2,450,198	\$1,801,514	\$1,356,380	\$1,063,626	(\$781,385)

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Southwestern Medical Tax Increment Financing District Fund
Reinvestment Zone Number Ten
As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information
as part of the annual report on the status of the TIF District.
Information is contained in detail on the attached
financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

- \$9,690 Interest Income	
\$658,375 Ad Valorem Taxes (Collected in FY 2013-14 based on 2013 Final Tax Roll)	
\$0 Developer Contribution	
<u>\$648,684</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0 Administrative Expense	
\$0 Non-Capital Outlay	
\$0 Capital outlay	
\$0 Interest and fiscal charges	
<u>\$0</u>	Total Expenditures

3. The Zone began reimbursing the general fund for administrative costs in fiscal year 2008-09.

4. a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:

Southwestern Medical TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The zone has reimbursed the following contingent obligations from available TIF funds as of September 30, 2014:

Project	Balance Due (Since Inception)			Payments/Adjustments To Date			Net Bal. Due
	Principal	Accrued Interest	Total Due	Principal	Accrued Interest	Total	
Cityville @ SWM-Public Imps.	\$1,440,000	\$382,250	\$1,822,250	\$1,440,000	\$382,250	\$1,822,250	\$0
Totals	\$1,440,000	\$382,250	\$1,822,250	\$1,440,000	\$382,250	\$1,822,250	\$0

* At the request of the developer, the development agreement was terminated and the developer is no longer eligible to receive the TIF reimbursement. Total amount of \$1,822,250, thru June 30, 2011, was recognized as developer contribution by the Zone.

c. The Zone entered into a development agreement with Texas InTownHomes, LLC for the development of Cedars Branch Townhomes project in an amount not to exceed \$7,898,366 with anticipated completion in 2017 and reimbursement to begin thereafter subject to availability of TIF funds.

d. The Zone entered into a development agreement with Texas InTownHomes, LLC for the development of Cedars Branch Bridge project in an amount not to exceed \$826,500 with anticipated completion in 2019 and reimbursement to begin thereafter subject to availability of TIF funds.

5. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014**	Base Year 2005 Value	Est. Captured Value 2014***
City of Dallas	\$159,899,022	\$67,411,054	\$92,487,968
Dallas County	\$159,894,022	\$67,411,054	\$92,482,968
Dallas Independent School District	\$0	\$0	\$0
Dallas County Hospital District	\$0	\$0	\$0
Dallas County Community College Dist.	\$0	\$0	\$0

**2014 taxable value shown for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.

***Based on DCAD Certified Taxable Value. The final values will be determined on February 01, 2015.

6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Amount of Assessment Estimated 2014	
	Per \$100***	Increment
City of Dallas	0.63760	\$589,703
Dallas County	0.13371	\$123,654
Total for all Jurisdictions	\$0.77131	\$713,358

***Participation rates for City of Dallas and Dallas County are 80% and 55% respectively for tax years 2008 - 2026.

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$713,358. For the 2012 tax year, increment in the amount of \$658,375 was received.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 14

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 A B E F K L P Q

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eleven, (Downtown Connection TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 26020 on June 8, 2005, establishing Tax Increment Financing Reinvestment Zone Number Eleven, (Downtown Connection TIF District). On August 29, 2005, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 26096, as amended.

The Downtown Connection TIF District's assessed tax value in 2014 was \$2,343,360,262. This represents an increase of 315.4% (\$1,778,442,945) over the adjusted 2005 base year value (\$564,917,317). The District's taxable value increased 8.9% (\$408,277,293) from the previous year's 2013 value. With the participation of the City and Dallas County, the districts increase in value will result in the collection of approximately \$15,198,483 (City \$12,756,771 County \$2,441,712) in incremental revenue for the Downtown Connection TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On June 8, 2005, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Eleven, the Downtown Connection TIF District by Ordinance No. 26020, as amended.

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

On August 29, 2005, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Downtown Connection TIF District, as amended.

On January 8, 2015, the Downtown Connection TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Eleven, (Downtown Connection TIF District or District) and established a Board of Directors for the District to promote development or redevelopment in the Downtown Connection area pursuant to Ordinance No. 26020, authorized by the City Council on June 8, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on August 29, 2005, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Downtown Connection TIF District by Ordinance No. 26096; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on January 8, 2015, the Downtown Connection TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eleven and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eleven, (Downtown Connection TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eleven, to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District; and the State Comptroller, as required by state law.

Section 3. 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.

Downtown Connection TIF District FY 2014 Annual Report



Hall Arts Center under construction
Photo Source: Hall Lone Star Associates, Ltd.



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN • Dallas, Texas 75201
(214) 670-1685

<http://www.dallas-ecodev.org/>

October 1, 2013 to September 30, 2014

Map of Reinvestment Zone Number Eleven

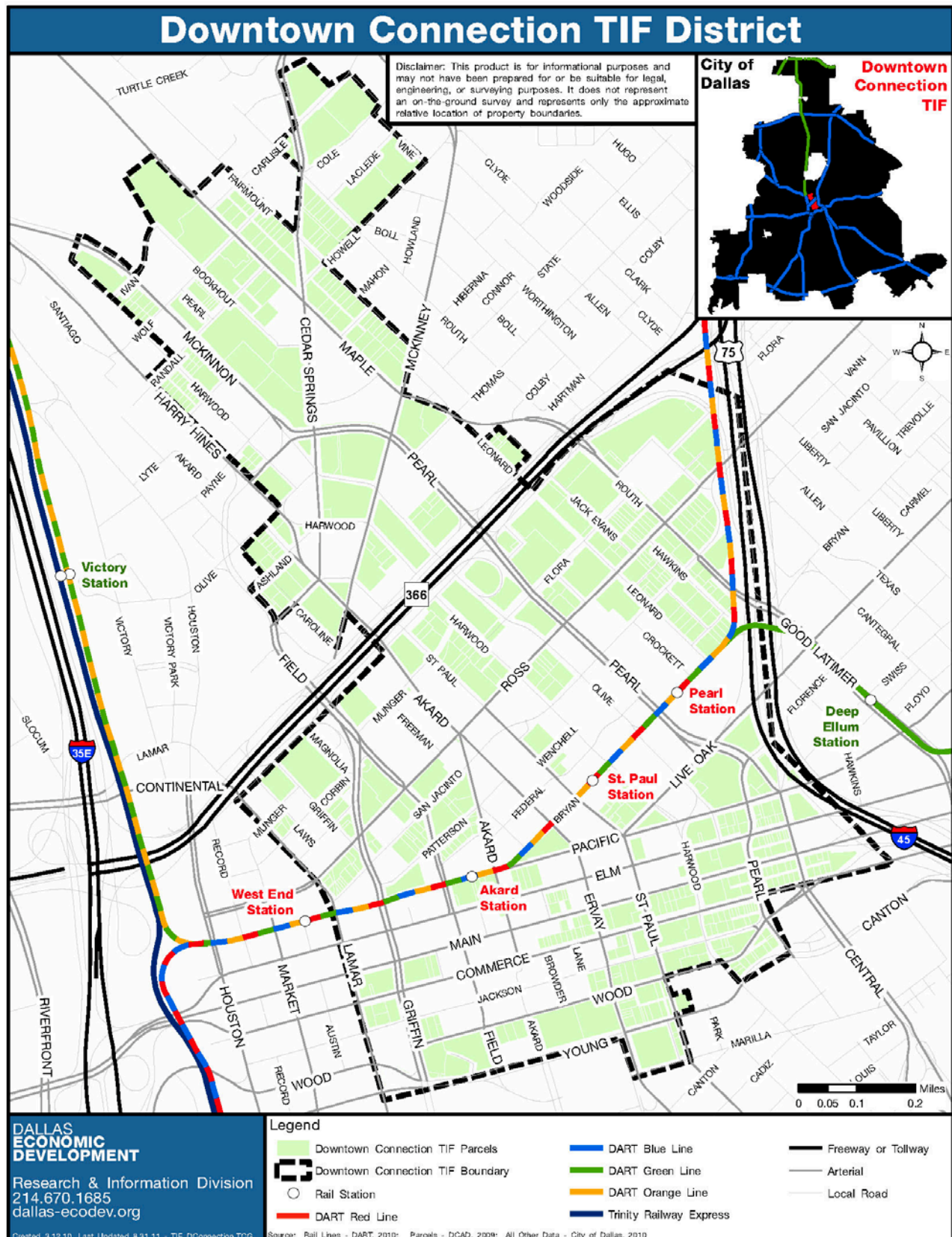


Table of Contents

Mission Statement.....	4
District Accomplishments	4
Value and Increment Revenue Summary.....	9
Development Goals and Objectives	9
Year-End Summary of Meetings	12
Budget and Spending Status.....	12
M/WBE Participation	19
FY 2015 Work Program.....	20
District Financials	21

Mission Statement

The mission of the Downtown Connection Tax Increment Financing District is to create a fund for public capital improvements in the core of Downtown essential for development of key spaces and buildings as well as focusing on catalyst projects to create a greater density and critical mass of development within the Main Street core area.

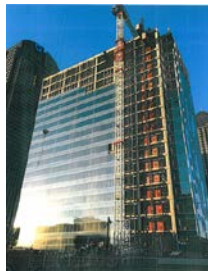
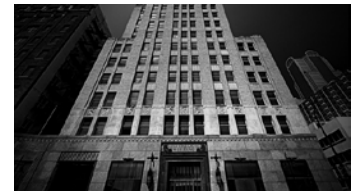
The Downtown Connection TIF District was initiated by petition, pursuant to Section 311.005 (a)(5), Texas Tax Code through the sponsorship of the Downtown Improvement District and the Uptown Improvement District. The Downtown Connection TIF District took effect on June 8, 2005, per Ordinance No. 26020 and is scheduled to terminate on December 31, 2035 (including collections of the 2035 increment in calendar year 2036 or when the budget of \$231.6 million (2006 dollars) has been collected.

District Accomplishments

Downtown redevelopment momentum continued during FY 2014. Projects were either approved or construction continued or completed during the fiscal year.

Projects Completed or Continuing Construction During FY 2014

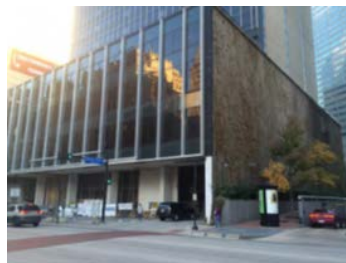
Atmos Lofts Phase II. Construction completed July 2014. Phase II adds 123 residential units downtown, 63 (51%) of the units will only be available to families with incomes at 80% or less of Area Median Family Income.



Hall Arts Center. Construction of the 18-story, 500,000 square foot office building with 20,000 square feet of restaurant space and an adjacent half-acre public open space is scheduled for completion in early 2015.

Projects Approved and/or Started Construction During FY 2014

LTV Tower – 1600 Pacific Avenue. Conversion of the historic building into a 171 room Hilton Garden Inn and 186 luxury rental apartments began April 2014. Expected completion is summer 2015.



Statler/Library. Interior demolition and environmental remediation began in the Statler building June 2014. Upon completion, the Statler and Library redevelopment project will produce 229 residential units, 164 hotel rooms, ballrooms, meeting rooms, restaurant, theater and retail space.



Ballroom Before



Boiler Room Before



Ballroom After



Boiler Room After

The Olympic – 1401 Elm Street. Interior demolition and environmental remediation in the building began July 2014. Upon completion the renovated building will house 512 residential units, retail, restaurant and office space, as well as an observation deck on the 50th floor of the building.



Level 49 Before



Level 43 Before

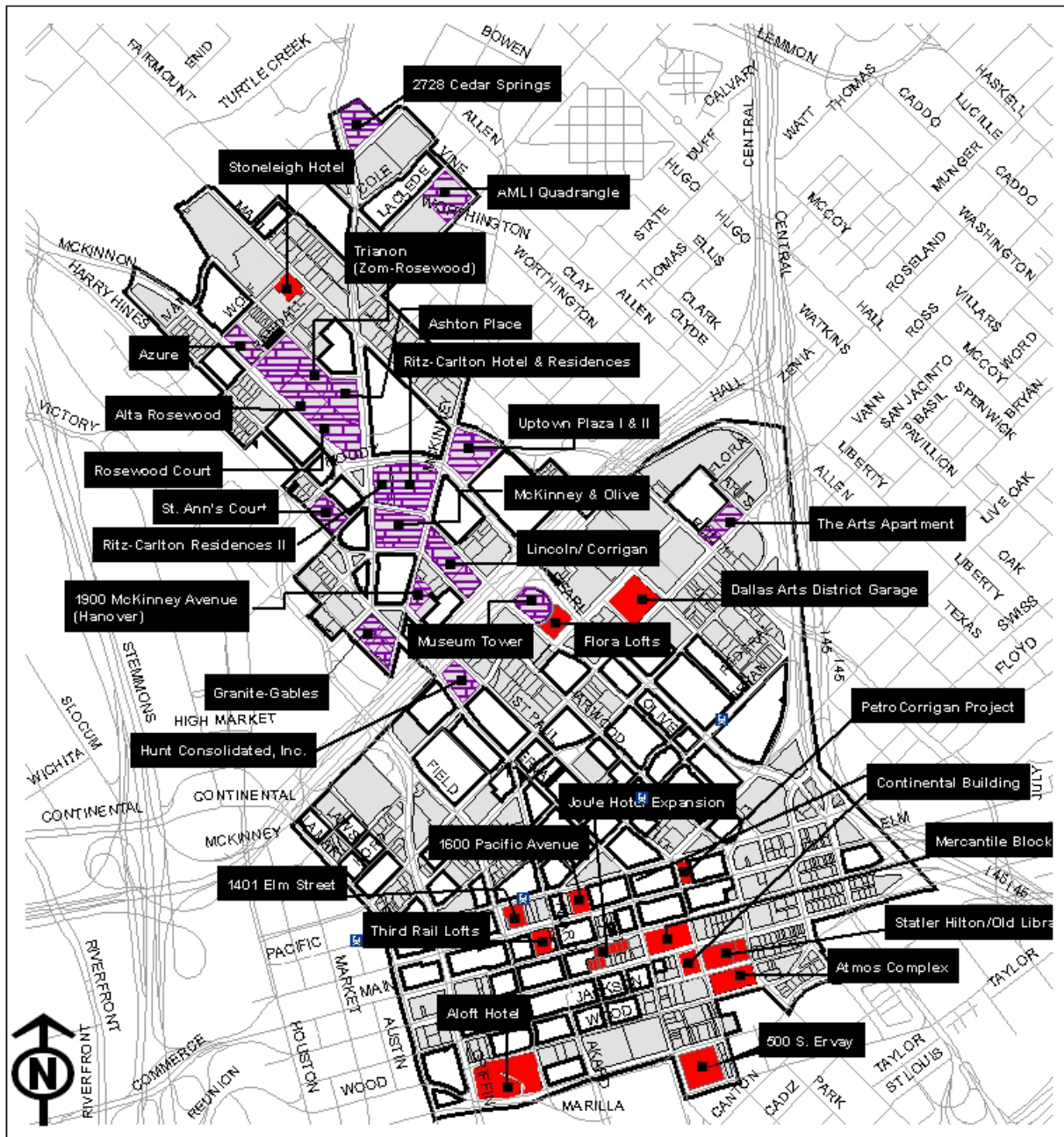


Level 49 After



Level 43 After

Map of Projects within the Downtown Connection TIF District



**Downtown Connection TIF District
Project Location Map**

Legend

- TIF Funded Projects
- Non-TIF Funded Projects
- Downtown Connection TIF Boundary

Source: Economic Development Department/Area Redevelopment Division



City of Dallas

Office of Economic Development
December 2011

Downtown Connection TIF District Projects¹

Projects Within TIF District Utilizing TIF Funding

Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
Stoneleigh Hotel	2927 Maple	1 st Quarter 2008	Completed	17 additional hotel rooms	\$19,958,560	\$2,500,000
Mercantile Block	1800 Main Street 1808 Main Street	4 th Quarter 2008	Completed	366 res. units 33,770 sf retail	\$53,976,500	\$58,000,000
Santa Fe Lofts IV (Aloft Hotel)	1033 Young Street	4 th Quarter 2009	Completed	193 hotel rooms	\$15,347,250	\$4,296,264
Dallas Arts District Garage	2301 Ross Avenue	1 st Quarter 2010	Completed	garage renovations/ updates	\$9,857,150	\$2,000,000
1600 Pacific Avenue	1600 Pacific Avenue	4 th Quarter 2013	Completed	498,270 sf renovated office space	\$5,925,000	\$12,870,000
Continental Building	1810 Commerce Street	1 st Quarter 2013	Completed	203 res. units; 5,871 sf retail	\$24,350,000	\$18,305,700
Atmos Complex Phase I	Harwood and Wood Streets	1 st Quarter 2013	Completed	107 res. units	\$2,247,000	\$3,250,000
Joule Hotel Expansion (Amended) 1530 Main Street	Main and Commerce Streets	4 th Quarter 2013	Completed	32 hotel rooms; 24,700 sf retail; 9,221 sf office	\$107,222,000	\$23,852,953
500 S. Ervay	500 S. Ervay	3 rd Quarter 2015	Approved	274 hotel rooms; 238 res. units; 29,400 sf retail	\$77,200,000	\$5,000,000
Hall Arts Center	2301 Ross Avenue	4 th Quarter 2015	Under Construction	430,000 sf office; 30,000 sf retail	\$130,000,000	\$5,000,000
PetroCorrigan	1907 Elm Street 1900 Pacific Avenue	4 th Quarter 2015	Under Construction	258 res. units; 4,400 sf retail	\$44,660,000	\$10,300,000
Flora Lofts	2121 Floral Street	4 th Quarter 2015	Approved	46 res. units; 8,000 sf retail	\$24,527,802	\$0
LTV Building	1600 Pacific Avenue	2 nd Quarter 2016	Under Construction	171 hotel rooms; 186 res. units	\$67,520,108	\$17,500,000
Atmos Complex Phase II	Harwood and Wood Streets	4 th Quarter 2014	Completed	123 res. units; 9,500 sf retail	\$25,000,000	\$11,750,000
The Olympic	1401 Elm Street	4 th Quarter 2016	Under Construction	512 res units 71K sf retail 71 sf office	\$151,283,000	\$50,000,000
Statler/Library	1914 Commerce 1954 Commerce	4 th Quarter 2017	Under Construction	229 res units 164 hotel rooms 47,621 retail	\$175,299,650	\$46,500,000
Subtotal				2,268 res. units; 687 hotel rooms; 264,262 sf retail; 439,221 sf office; 498,270 sf renovated space	\$934,374,020	\$271,124,917

Projects Within TIF District Not Utilizing TIF Funding⁵

Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value	Non- TIF Incentives
Ashton	2215 Cedar Springs Road	2006	Completed	267 res. units	\$75,000,000	\$0
Trianon (Zom/Rosewood)	2820 McKinnon Street	3 rd Quarter 2006	Completed	317 res. units	\$67,612,000	\$0
Uptown Plaza Shopping I	2222 McKinney Avenue	3 rd Quarter 2006	Completed	84,000 sf retail	\$3,544,020	\$0
Hunt Consolidated	1900 Akard Street	2 nd Quarter 2007	Completed	400,000 sf office	\$57,191,800	\$6,300,000
Ritz-Carlton Hotel & Condos	2510 Cedar Springs	2 nd Quarter 2007	Completed	71 res. units; 218 hotel rooms	\$159,946,750	\$0

Third Rail Lofts (1414 Elm portion)	1414 Elm Street	3 rd Quarter 2007	Completed	14 res. units; 3,500 sf retail	\$2,550,000	\$1,800,000
Azure	2900 McKinnon Street	2 nd Quarter 2008	Completed	154 res. units	\$98,738,180	\$0
1900 McKinney (Hanover)	1900 McKinney Avenue	4 th Quarter 2008	Completed	230 res. units	\$70,000,000	\$0
Rosewood Court	2101 Cedar Springs Road	2 nd Quarter 2009	Completed	400,000 sf office; 12,000 sf retail	\$113,875,000	\$0
Alta Rosewood	2728 McKinnon Street	4 th Quarter 2008	Completed	375 res. units	\$79,332,400	\$0
AML/ Quadrangle	2717 Howell Street	4 th Quarter 2008	Completed	220 res. units; 14,800 sf retail	\$41,037,360	\$0
2000 McKinney	2000 McKinney Avenue	2 nd Quarter 2009	Completed	445,000 sf office, 15 res. units; 6,500 sf retail	\$111,703,080	\$0
Ritz-Carlton Residences II	2555 Pearl Street 2400 Olive Street	4 th Quarter 2009	Completed	92 res. units	\$134,033,100	\$0
St. Ann's Court	2501 Harwood Street	1 st Quarter 2010	Completed	320,000 sf office	\$80,312,000	\$0
Granite/Gables	1717 McKinney Avenue; 1700 Cedar Springs	2 nd Quarter 2010	Completed	296 res. units 382,980 s.f. office;14,091 retail	\$154,445,360	\$0
CityWalk	511 N. Akard Street	4 th Quarter 2009	Completed	209 res. units	\$6,979,420	\$11,000,000
The Arts Apartment by JPI	2611 Ross Avenue	3 rd Quarter 2010	Completed	228 res. units	\$32,604,000	\$0
Museum Tower	1918 Olive Street	4 th Quarter 2012	Completed	115 res. units	\$173,657,720	\$0
Residences at Stoneleigh	2919 Maple Avenue	4 th Quarter 2014	Completed	76 res. units	\$40,983,930	\$0
2728 Cedars Springs Road	2728 Cedar Springs Road	1 st Quarter 2015	Under Construction	299 res. units	\$60,000,000	\$0
McKinney & Olive	2001 McKinney Avenue	4 th Quarter 2015	Under Construction	480,000 sf office; 50,000 sf retail	\$225,000,000	\$0
Uptown Plaza II	2212 McKinney Avenue	1 st Quarter 2016	Under Construction	203 res. Units	\$40,000,000	
1920 McKinney Avenue	1920 McKinney Avenue	1 st Quarter 2016	Under Construction	150,000 sf office; 8,500 sf retail	\$70,000,000	\$0
Blue Ciel	3130 N. Harwood Street	1 st Quarter 2017	Announced	158 res. units 12,000 sf retail	\$75,000,000	\$0
Subtotal				3,339 res. units; 218 hotel rooms; 205,391 sf retail; 2,577,980 sf office	\$1,973,546,120	\$19,100,000
Projects Utilizing and Not Utilizing TIF Funding						
Total				5,607 res. units; 905 hotel rooms; 469,653 sf retail; 3,017,201 sf office; 498,270 sf renovated space	\$2,907,920,140	\$290,224,917

¹ All information updated as of September 30, 2014.

² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage.

³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out.

⁴ Principal amounts not to be exceeded per the development agreement.

⁵ Selected significant projects included.

⁶ Tax-exempt properties.

⁷ Includes other incentives not shown. Contact City of Dallas Office of Economic Development for more information.

Value and Increment Revenue Summary

The base value of the zone is the total appraised value of all taxable real property in the District as determined by the 2005 certified Dallas Central Appraisal District tax roll, with adjustments made to accommodate boundary amendments. The Downtown Connection TIF District's adjusted base value for the district is \$564,917,317. The Downtown Connection TIF District's 2014 assessed tax value was \$2,343,360,262. This represents an increase of \$1,778,442,945 (315.4%) over the adjusted base year value.

The district's value increased by \$191,898,984 (8.9%) from the previous year. This increase will result in an estimated collection of approximately \$15,198,483 (City \$12,756,771; County \$2,441,712) in incremental revenue for the Downtown Connection TIF District.

Development Goals and Objectives

The final Downtown Connection Project Plan and Reinvestment Zone Financing Plan were adopted in late 2005, as amended. The following objectives and action items set the framework for the planned improvements within the Downtown Connection TIF District:

- Improve access between and within the Uptown and Downtown areas

Construction of the Klyde Warren Park, a deck park spanning Woodall Rodgers Freeway, connecting Downtown to Uptown, celebrated its grand opening October 2012. The park's restaurant Savor opened in 2013.

In July of 2010, the McKinney Avenue Transit Authority received a \$4.9 million grant from the Federal Transit Administration and matching grant of \$5 million from the North Central Texas Council of Government to complete the M-Line loop that branches off of McKinney Avenue at Olive Street. Construction of the Olive/St. Paul Street Loop began in 2012, with completion projected for first quarter 2015. The line will improve connectivity between Uptown, Downtown, Klyde Warren Park, the Arts District and DART downtown transit mall.

In 2009, the North Central Texas Council of Governments (NCTCOG) Regional Transportation Council (RTC) issued its third Sustainable Development Program call for projects. The Sustainable Development Program provides funding of infrastructure improvements associated with development projects that reduce the overall demand for transportation infrastructure and improve air quality. Two Downtown Connection TIF District projects were awarded funds under this program to enhance pedestrian and transportation linkages, access and safety to nearby bus/rail transit and City of Dallas public investments. City Council approved agreements between the City, NCTCOG, State of Texas and the

project's developer for each project. Atmos completed construction of the project summer 2013, while construction of the Continental project continued in 2014.

- *Continental Building Project – \$607,739*
- *Atmos Complex Project – \$462,686*

The creation of a circulator system for the downtown area was recommended by the Downtown Dallas 360 Area Plan. September 2013, City Council approved funding to participate in the two year pilot program D-Link, a special service from DART that provides residents, workers and visitors a way to get to some of the city's most popular arts, dining and historic destinations. The free bus route includes destinations such as American Airlines Center, Klyde Warren Park, the Perot Museum of Nature and Science, The Sixth Floor Museum, Dallas Arts District, the Bishop Arts District and many other cultural, arts and entertainment-related stops.



The expected cost of the service \$1.4 million annually. DART, Downtown Dallas Inc. and the City of Dallas shared the costs of the program.

- Improve the image of the Downtown Connection Area

With the installation of numerous high-tech digital (video) sign boards within the Main Street core, continued redevelopment of vacant buildings, and completion and programming of the various downtown parks, activity downtown has increased dramatically.

Major corporate relocations to the downtown connection area over the years have included Moneygram International, AT&T and Comerica Bank. During fiscal year 2014, three corporations relocated to buildings in the downtown core (Santander Consumer USA, Inc., Active Network, LLC and Omnitrac, LLC), adding over 2,000 people to downtown's daytime population.

The increased downtown daytime population, residency and activities for residents and visitors have added to the evolving image of the area.

- Support redevelopment of the existing building supply

During the fiscal year the The Olympic and Statler/Library redevelopment projects were approved for redevelopment within the Downtown Connection TIF District.

- Develop a more diverse mixture of land uses within the Downtown Connection Area

Projects announced, completed and/or underway within the district will contribute approximately 5,607 residential units; 905 hotel rooms; 469,653 square feet of retail; and 3,017,201 square feet of new Class “A” office space.

- Increase open space and recreational opportunities in the Downtown Connection Area

Main Street Garden Park hosts many events annually including City Lights, an annual tree lighting ceremony held in the park, Moonlight Movie Series showing free outdoor movies on Saturdays in the park and YMCA outdoor sporting leagues. Pegasus Plaza held the Taste of the Fair, where foods from the annual State Fair of Texas could be sampled during the fiscal year.

Belo Garden opened May 2012, and is the second of the four planned downtown parks to be completed. The third park, Klyde Warren Park opened in October of 2012. Land for the fourth park, Pacific Garden Plaza/Park has been acquired using 2006 Bond funds. Funding sources for the construction of the Park have not been identified. The City of Dallas has contracted with DowntownDallas to provide operations and programming of these downtown parks as well as Pegasus Plaza.

March 2013, City Council endorsed an updated of the Downtown Parks Master Plan that proposed four new parks: West End Plaza, Pacific Plaza, Carpenter Plaza near Deep Ellum and Harwood Park next to the Farmers Market. Since the original plan was completed nearly a decade ago, Klyde Warren Park, Main Street Garden and Belo Garden have all opened in downtown.

- Incentivize catalyst project(s) to accelerate reaching a critical mass of residential units, retail establishments, and public amenities for a vibrant downtown

The District’s catalyst project included the Mercantile Block, Atmos Complex and Continental building. In 2008, the Mercantile Block completed redevelopment. Phase I of the Atmos Complex and Continental Building projects were completed in 2013. Phase II of the Atmos Complex project completed construction in July of this fiscal year. These projects have added 799 residential units (inclusive of 211 affordable units) and 50,000 square feet of retail.

Year-End Summary of Meetings

The Downtown Connection TIF District Board of Directors met four (4) times during FY 2014, November 14, 2013, November 18, 2013 (Special Meeting), March 27, 2014 (Special Meeting) and June 12, 2014.

The Downtown Connection TIF District Board of Directors consists of nine (9) members including six (6) City of Dallas appointees, one (1) State Senator's office appointee, one (1) Dallas County appointee and one (1) State Representative's office appointee. During FY 2013, the Downtown Connection TIF Board consisted of the following members:

Board Member List

Larry Good – City Appointee (Attended 4 of 4 meetings, Reached term limit July 2014)

Jon Ruff – City Appointee (Attended 3 of 4 meetings)

Jerry Merriman – City Appointee (Attended 2 of 2 meetings, Resigned February 2014)

Larry James – City Appointee (Attended 2 of 2 meeting, Appointed March 2014)

Vacant – City Appointee

Vacant – City Appointee

Vacant – City Appointee

Rick Loessberg – Dallas County Appointee (Attended 1 of 4 meetings)

Vacant – State Senator's Office Appointee

Steve Bancroft – State Representative's Appointee (Attended 2 of 4 meetings)

During FY 2014, the City Council approved twenty-five (25) items directly or indirectly associated with the Downtown Connection TIF District. The council actions are listed below.

- On November 12, 2013, City Council approved Resolution No. 13-2000, authorizing the conveyance of approximately 5,039 square feet of City-owned land to St. Paul Holdings, L.P., located near the intersection of Bryan and Harwood Streets in exchange for approximately 5,039 square feet of land owned by St. Paul Holdings L.P. located near the intersection of Bryan and St. Paul Streets.
- On November 12, 2013, City Council approved Ordinance No. 29186 and Resolution No. 13-1952, granting a private license to Dunhill 1530 Main, L.P. and 1600 Main Street Holdings, LP for approximately 543 square feet of land to install, maintain and use lighted bollards on a portion of Main Street located near its intersection with Ervay Street - Revenue: \$3,046 annually, plus the \$20 ordinance publication fee.
- On December 11, 2013, City Council approved Resolution No. 13-2112, authorizing an amendment to Resolution No. 13-0895, previously approved on May 22, 2013, authorizing an amendment to the development agreement with Ricchi Dallas Investments, LLC, for the renovation of 1600 Pacific Avenue to

extend the effective date of the project's eligibility for reimbursement from December 31, 2013 to June 30, 2014.

- On December 11, 2013, City Council approved Resolution No. 13-2113, authorizing an amendment to Resolution No. 13-0896, previously approved on May 22, 2013, authorizing an Economic Development Grant Agreement with First National Bank for TIF incentives associated with redevelopment of LTV Tower (1600 Pacific Avenue) and a Development Agreement with 1600 Pacific Landlord, LLC, for redevelopment of the LTV Tower to: (1) extend the effective date of the project's eligibility for reimbursement from December 31, 2013 to June 30, 2014; (2) extend the building acquisition and project construction financing closing date from December 31, 2013 to June 30, 2014; (3) extend the project's building/demolition permit and start of construction date from December 31, 2013 to June 30, 2014; (4) extend the final acceptance date of public infrastructure improvements from December 31, 2015, to June 30, 2016; and (5) extend the Operation and Maintenance agreement for public infrastructure improvements execution date from December 31, 2015 to June 30, 2016.
- On December 11, 2013, City Council approved Resolution No. 13-2114, authorizing Supplemental Agreement No. 2 to the development agreement with SANTA FE IV HOTEL, L.P., for the redevelopment of 1033 Young Street (Aloft Hotel) to revise the TIF award for the project to a fixed amount not to exceed \$3,734,419 - Not to exceed \$3,734,419.
- On December 11, 2013, City Council approved Resolution No. 13-2134, authorizing a public hearing to receive comments regarding an application for and an ordinance granting an amendment to Subarea B of Planned Development Sub-district No. 66 within Planned Development District No. 193, the Oak Lawn Special Purpose District, on the southwest side of Harwood Street, southeast of McKinney Avenue Recommendation of Staff and CPC: Approval, subject to a conceptual plan and conditions Z123-321(JH).
- On December 11, 2013, City Council approved Ordinance No. 29232 and Resolution No. 13-2162, authorizing a public hearing to receive comments regarding a City Plan Commission authorized hearing to determine the proper zoning on property zoned Planned Development District No. 619 with consideration given to appropriate use regulations and development standards within Planned Development District No. 619 in an area bounded by the centerlines of Pacific Avenue, Harwood Street, Jackson Street and Griffin Street and an ordinance granting the amendment Recommendation of Staff and CPC: Approval, subject to revised conditions Z123-285(RB).
- On January 8, 2014, City Council approved Ordinance No. 29243 and Resolution No. 14-0316, authorizing a public hearing to receive comments regarding an application for and an ordinance granting an amendment to Subarea B of Planned Development Subdistrict No. 66 within Planned Development District No. 193, the

Oak Lawn Special Purpose District, on the southwest side of Harwood Street, southeast of McKinney Avenue Recommendation of Staff and CPC: Approval, subject to a conceptual plan and conditions Z123-321(JH) Note: This item was considered by the City Council at a public hearing on December 11, 2013, and was taken under advisement until January 8, 2014, with the public hearing Open.

- On January 22, 2014, City Council approved Resolution Nos. 14-0216 and 14-0217, authorizing a development agreement with Olympic 1401 Elm Associates, LLC, to reimburse eligible project costs related to environmental remediation, demolition, street/utility improvements and façade improvements associated with the Olympic redevelopment project (1401 Elm Street) in an amount not to exceed \$50,000,000, a portion of which is in the form of an Economic Development TIF Grant, from revenues accruing to Tax Increment Financing Reinvestment Zone Eleven (Downtown Connection TIF District) - Not to exceed \$50,000,000.
- On January 22, 2014, City Council approved Resolution Nos. 14-0252 and 14-0253, authorizing a lease/development agreement with Arts District Property, Ltd., for TIF Incentives to provide public parking in a private garage to be constructed as a component of the Flora Lofts project in the Arts District, in an amount not to exceed \$2,000,000, from revenues accruing to the Parking Initiative budget line item of the Tax Increment Financing Reinvestment Zone Five (City Center TIF District) - Financing: City Center TIF District Funds.
- On January 22, 2014, City Council approved Resolution No. 14-0194, authorizing payment to Dallas Area Rapid Transit for utility improvement and relocation costs associated with the Urban Circulator streetcar project in downtown Dallas - Not to exceed \$427,000 - Financing: Water Construction Funds (\$113,000), Wastewater Construction Funds (\$85,000), and Wastewater Capital Improvement Funds (\$229,000).
- On February 12, 2014, City Council approved Resolution No. 14-0314, authorizing: (1) a professional services contract with Hargreaves Associates, Inc. for schematic design and construction cost estimates for improvements to John Carpenter Plaza located at 2201 Pacific Avenue; (2) the acceptance of funds in the amount of \$307,555 from The Decherd Foundation; and (3) the establishment of appropriations in the amount of \$307,555 in the Capital Gifts, Donation and Development Fund - Not to exceed \$307,555 - Financing: Capital Gifts, Donation and Development Funds
- On February 26, 2014, City Council approved Ordinance No. 29276 and Resolution No. 14-0411, granting a private license to 1600 Main Street Holdings, LP for approximately 1,084 square feet of land to install, maintain and use lighted bollards on a portion of Commerce Street located near its intersection with Ervay Street - Revenue: \$7,187 annually, plus the \$20 ordinance publication fee.

- On March 26, 2014, City Council approved Ordinance No. 29288 and Resolution No. 14-0520, authorizing an ordinance repealing Ordinance No. 28151 granted to FC Continental Complex L.P., which is now assigned to FC Continental Landlord, LLC and correcting the legal description of the license area to accurately depict the location of the two subsurface ventilation shafts within the licensed area on St. Paul Street right-of-way - Revenue: \$1,000 annually, plus the \$20 ordinance publication fee.
- On March 26, 2014, City Council approved Resolution No. 14-0559, authorizing an increase in the contract with Tiseo Paving Company for the construction of sidewalk improvements on the Woodall Rodgers Freeway service road at Pearl Street, installation of new communication cables, and traffic signal upgrades along Pearl Street and Cesar Chavez Boulevard - Not to exceed \$582,303, from \$13,394,275 to \$13,976,578 - Financing: General Obligation Commercial Paper Funds (\$282,478) and 2006 Bond Funds (\$299,825).
- On April 9, 2014, City Council approved Resolution No. 14-0605, authorizing the acknowledgment of termination and release of the ground lease and the related City's sublease rights, to Ricchi Dallas Investments, LLC, fee simple owner, which were granted in Ordinance 21979 for the benefit of the public and providing public pedestrian access to complete the Missing Link of the Pedestrianway System under Akard Street adjacent to Blocks 60 and 75 and the west half of Block 75 pursuant to the Easement/Sublease and Operating Agreement ("Pedestrianway Agreement") and in exchange, Ricchi Dallas Investments, LLC shall dedicate to the City a perpetual access easement to provide.
- On April 23, 2014, City Council approved Resolution Nos. 14-0684 and 14-0685, authorizing a development agreement with Centurion Acquisitions, LP for eligible project costs, street and utility improvements in an amount not to exceed \$3,000,000 plus an Economic Development TIF Grant in an amount not to exceed \$43,500,000 for a total not to exceed \$46,500,000 for redevelopment of the buildings addressed as 1914 Commerce Street (Statler building) and 1954 Commerce Street (Old Dallas Central Library building) and properties addressed as 2002 Commerce Street, 210, 300 and 308 South Harwood Street and 2003 Jackson Street from revenues accruing to Tax Increment Financing Reinvestment Zone Eleven (Downtown Connection TIF District) - Total not to exceed \$46,500,000.
- On May 14, 2014, City Council approved Resolution No. 14-0759, authorizing a contract with Jeske Construction Company, lowest responsible bidder of three, for the construction of street paving, storm drainage, traffic signals, street lights, landscape, water and wastewater upgrades for Routh Street from Flora Street to San Jacinto Street - Not to exceed \$1,306,700 - Financing: 2006 Bond Funds (\$306,000), General Obligation Commercial Paper Funds (\$872,447), Water Utilities Capital Improvement Funds (\$115,173) and Water Utilities Capital Construction Funds (\$13,080).

- On May 14, 2014, City Council approved Ordinance No. 29339 and Resolution No. 14-0781, authorizing a public hearing to receive comments regarding an application for and an ordinance granting an amendment to Sub-district A of the Arts District Special Provision Sign District, Section 51A-7.1214.1 of the Dallas City Code, in an area generally bounded by Flora Street, Leonard Street, Ross Avenue, and Crockett Street Recommendation of Staff and CPC: Approval of the amendments to the amended application to increase the effective area from 20 to 30 square feet, approval to amend tenant and building identification signage, and approval to prohibit signage on Leonard Street SPSD134-002(CG).
- On May 28, 2014, City Council approved Resolution No. 14-0832, authorizing payment to Dallas Area Rapid Transit for utility improvement and relocation costs associated with the Urban Circulator Streetcar Project in downtown Dallas - Not to exceed \$612,000 - Financing: Water Utilities Capital Improvement Funds.
- On June 25, 2014, City Council approved Resolution No. 14-1083, authorizing (1) Supplemental Agreement No. 2 to the Participation Agreement with the Dallas Downtown Improvement District for the design and construction of the Central Business District Wayfinding and Signage Program, Phase III; (2) the receipt and deposit of funds from the Dallas Downtown Improvement District in an amount not to exceed \$100,000; and (3) an increase in appropriations in the amount of \$100,000 in the Capital Projects Reimbursement Fund - Total not to exceed \$100,000 - Financing: Capital Projects Reimbursement Funds.
- On June 25, 2014, City Council approved Resolution No. 14-1084, authorizing a Local Project Advance Funding Agreement with and payment to the Texas Department of Transportation for the design and construction of the Central Business District Wayfinding and Signage Program, Phase III - Not to exceed \$1,668 - Financing: Capital Projects Reimbursement Funds.
- On August 13, 2014, City Council approved Resolution No. 14-1245, authorizing (1) the receipt and deposit of funds in the amount of \$29,090 from Harwood International for material, equipment and labor provided by the City related to the reconstruction of the existing traffic signal at the intersection of McKinnon Street and Wolf Street; and (2) an increase in appropriations in the amount of \$29,090 in the Capital Projects Reimbursement Fund - Not to exceed \$29,090.
- On August 13, 2014, City Council approved Ordinance No. 29423 and Resolution No. 14-1307, authorizing a public hearing to receive comments regarding a proposal to change the name of the 2700 and the 2800 Blocks of Flora Street to "Ann Williams Way" and an ordinance granting the name change - NC134-003 - Financing: No cost consideration to the City.

Budget and Spending Status

The Downtown Connection TIF District's budget for public improvement expenditures is necessary to support private investment in the district. The final plan estimates for TIF public improvements total approximately \$231.6 million (in 2006 dollars). The final, amended budget for the district is as follows:

Downtown Connection TIF District Current Projected Increment Revenues to Retire TIF Fund Obligations			
	B	C	B - C
Category	Estimated Total Dollar TIF Budget	Allocated ³	Estimated Total Dollar Balance
Catalyst Projects: - <i>Environmental remediation, demolition, historic façade, restoration, street/utility improvements & streetscape improvements, land acquisition, and non-project costs, including, but not limited to machinery, equipment, materials and supplies</i>	\$68,000,000	\$68,000,000	\$0
Redevelopment of Vacant/Underutilized Downtown Buildings, Underdeveloped Parcels, Surface Parking Lots - <i>Environmental remediation, interior/exterior demolition, historic façade restoration, street/utility improvements, land acquisition, TIF grants, affordable housing</i>	\$253,676,792	\$220,638,580	\$33,038,212
Uptown/Downtown connection improvements	\$0	\$0	\$0
Park and plaza design and acquisition	\$3,166,141	\$0	\$3,166,141
Affordable Housing²	\$3,000,000	\$2,000,000	\$1,000,000
Retail Initiative/Streetscape Improvements	\$1,985,000	\$459,845	\$1,525,155
Downtown Area Plan	\$515,000	\$512,464	\$2,536
Administration and Implementation	\$8,132,568	\$798,136	\$7,334,432
Debt Service (Interest Only)	\$150,363,000	\$150,363,000	\$0
Total Project Costs	\$488,838,501	\$442,772,025	\$46,066,476
¹ TIF Budget shown above in total dollars; TIF Project Plan shows the budget in net present value			
² The Affordable Housing line item has been reduced by the amount of money allocated to the Continental project			
³ The Allocated total shown for the Redevelopment of Vacant/Underutilized Downtown Building line item reflects the total TIF District's commitment to projects currently in the Reimbursement Queue			

Downtown Connection TIF District Plan Budget	
Category	Budget in 2006 Dollars
Catalyst Projects: - <i>Environmental remediation, demolition, historic façade, restoration, street/utility improvements & streetscape improvements, land acquisition, and non project costs, including, but not limited to machinery, equipment, materials and supplies</i>	\$68,000,000
Redevelopment of Vacant/Underutilized Downtown Buildings - <i>Environmental remediation, interior/exterior demolition, historic façade restoration, street/utility improvements land acquisition, TIF grants, affordable housing</i>	\$152,653,168
Uptown/Downtown Connection Improvements	\$0
Park and Plaza Design and Acquisition	\$1,500,000
Affordable Housing	\$3,000,000
Retail Initiative/Streetscape Improvements	\$1,985,000
Downtown Area Plan	\$515,000
Administration and Implementation	\$3,940,386
Debt Service (Interest Only)	-
Total Project Costs	\$231,593,554
<i>*Budget shown above in 2006 dollars; TIF Project Plan shows the budget in net present value.</i>	

Downtown Connection TIF Participation				
Participation Jurisdictions	Duration of TIF District	Estimated TIF Collection Period	Participation Level	Contribution to TIF Fund
City of Dallas	2006 -2035	30 years	90%	\$459,363,635
Dallas County	2006 -2035	20 years	55%	\$27,351,677
TOTAL				\$488,838,501
All values are expressed in current dollars, except where noted. The legal TIF life will be set at 30 years. TIF collection began in 2006. Actual collections period may vary.				

Downtown Dallas Development Authority Status of DDDA Bond Sales and Repayment				
Project	Bond Sales	Principal + Interest	Total Paid	Balance Due
Mercantile	Series 2006 \$50,605,343	\$139,671,210	\$10,730,000	\$128,941,210
Mercantile	Series 2007 \$28,950,514	\$67,301,055	\$11,347,758	\$55,953,297
Totals		\$206,972,265	\$22,077,758	\$184,894,507

M/WBE Participation

Public bidding is not required for TIF projects. All TIF-funded projects must follow the City's adopted Business Inclusion and Development Plan and make a good faith effort to include certified Minority and Women-Owned Business (M/WBE) participation in TIF reimbursed projects. The BID Plan goal for TIF projects is 25 percent M/WBE participation in construction costs.

Downtown Connection TIF Project M/WBE Participation <small>(completed projects only)</small>					
Project	Total Construction Contract Amount	Local MWBE Amount	Non-Local MWBE Amount	Total MWBE Participation	Total MWBE Participation Percentage
Atmos Complex Phase I	\$6,887,607	\$853,912	\$1,020,662	\$1,874,574	27%
Atmos Complex Phase II*					
Continental Building	\$30,796,191	\$9,985,348	\$1,063,266	\$11,048,614	36%
Dallas Arts District Garage	\$852,764			\$439,839	52%
Joule Hotel Expansion	\$70,464,515	\$12,054,208	\$9,668,098	\$21,722,305	31%
Mercantile Complex	\$107,012,554			\$26,707,787	25%
Sante Fe IV (Aloft Hotel)	\$20,937,338			\$5,811,923	28%
Stoneleigh Hotel	\$25,106,706			\$4,998,000	20%
Totals	\$262,057,675	\$22,893,468	\$11,752,026	\$72,603,042	28%

*M/WBE participation percentages were not available for project prior to completion of report.

FY 2015 Work Program

The work items for FY 2015 for the Downtown Connection TIF District are as follows:

- Adoption of FY 2014 Annual Report
- Continue to support OED office/business retention efforts in the downtown core
- Complete existing projects
- Identify and promote redevelopment of key properties in the District
- Identify and support opportunities for improving physical connections between Downtown Core and surrounding districts including the Convention Center, Uptown, Victory, the Cedars and Deep Ellum neighborhoods
- Implement Ground Floor Activation Strategy for district and continue to investigate monetizing program's annual funding source
- Investigate parking deficiencies in the downtown core and explore solutions
- Complete City audit of completed TIF projects and begin reimbursement
- Continue to work with Planning and Neighborhood Vitality's Mobility Division and CityDesign Studio on various downtown transportation projects:
 - Elm Street Thoroughfare Plan Amendment
 - Investigation of requested Commerce Street Thoroughfare Plan Amendment
- City Council consideration of various proposed redevelopment projects:
 - 1712 Commerce Street
 - 411 N. Akard Street
 - Tower Petroleum and Corrigan Tower Project Amendment
 - 500 South Ervay Project Amendment

District Financials

City of Dallas, Texas
Downtown Connection Tax Increment Financing District Fund
Balance Sheet as of September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$444,337	\$452,474	\$343,231	\$268,241	\$339,016
Interest receivable	\$6,456	\$446	(\$2,594)	\$1,300	\$2,105
Total assets	<u>\$450,793</u>	<u>\$452,920</u>	<u>\$340,637</u>	<u>\$269,542</u>	<u>\$341,121</u>
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$6,000	\$0	\$13,000	\$48,978
Advances from developers	\$0	\$0	\$0	\$0	\$0
Due to general fund	\$39,040	\$39,040	\$0	\$0	\$0
Total liabilities	<u>\$39,040</u>	<u>\$45,040</u>	<u>\$0</u>	<u>\$13,000</u>	<u>\$48,978</u>
Fund Balance (Deficit):					
Fund Balance (Deficit)	<u>\$411,753</u>	<u>\$407,879</u>	<u>\$340,637</u>	<u>\$256,542</u>	<u>\$292,143</u>
Total Liabilities and Fund Equity	<u>\$450,793</u>	<u>\$452,919</u>	<u>\$340,637</u>	<u>\$269,542</u>	<u>\$341,122</u>
	(\$0)	(\$0)	(\$0)	(\$0)	\$0

Downtown Connection Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
For the Period September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$49,478,957	\$11,306,531	\$8,408,406	\$7,235,640	\$6,849,382	\$6,768,369
Tax increment-Intergovernmental	\$9,222,127	\$2,123,189	\$1,615,855	\$1,321,658	\$1,332,864	\$1,117,782
Interest income	\$152,792	\$6,765	\$6,942	\$26,146	\$5,272	\$18,085
Contributions from DDDA	\$4,186,030	\$0	\$225,000	\$2,225,000	\$225,024	\$203
Net increase (decrease) in fair value of investments	\$8,519	\$5,491	(\$1,110)	\$301	\$377	(\$7,431)
Total revenues	<u>\$63,048,426</u>	<u>\$13,441,976</u>	<u>\$10,255,094</u>	<u>\$10,808,745</u>	<u>\$8,412,918</u>	<u>\$7,897,007</u>
Expenditures:						
Administrative expenses	\$1,097,318	\$0	\$144,303	\$154,879	\$169,530	\$205,171
Non-Capital Outlay	\$591,976	\$2,132	\$6,587	\$12,472	\$96,744	\$358,700
Capital outlay	\$246,294	\$6,250	\$12,700	\$0	\$0	\$0
Affordable housing cost participation	\$2,000,000	\$0	\$0	\$2,000,000	\$0	\$0
Transfers to DDDA-Increment	\$58,701,085	\$13,429,720	\$10,024,261	\$8,557,298	\$8,182,245	\$7,886,151
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	<u>\$62,636,673</u>	<u>\$13,438,102</u>	<u>\$10,187,852</u>	<u>\$10,724,650</u>	<u>\$8,448,519</u>	<u>\$8,450,022</u>
Excess (Deficiency) of Revenues over Expenditures	<u>\$411,753</u>	<u>\$3,873</u>	<u>\$67,242</u>	<u>\$84,095</u>	<u>(\$35,602)</u>	<u>(\$553,015)</u>
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$407,879	\$340,637	\$256,542	\$292,143	\$845,158
Fund balance (Deficit) at beginning of year, as restated	<u>\$0</u>	<u>\$407,879</u>	<u>\$340,637</u>	<u>\$256,542</u>	<u>\$292,143</u>	<u>\$845,158</u>
Fund balance (deficit) at end of year	<u>\$411,753</u>	<u>\$411,753</u>	<u>\$407,879</u>	<u>\$340,637</u>	<u>\$256,542</u>	<u>\$292,143</u>

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Downtown Connection Tax Increment Financing District Fund
Reinvestment Zone Number Eleven
As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$12,256	Interest Income
\$0	Transfers from DDDA
<u>\$13,429,720</u>	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
<u>\$13,441,976</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0	Administrative Expense
\$2,132	Non-Capital Outlay*
\$6,250	Capital outlay*
\$13,429,720	Transfers to DDDA-Increment
<u>\$0</u>	Interest and fiscal charges
<u>\$13,438,102</u>	Total Expenditures

* These costs were incurred for the following:

DDDDA Annual Audit	\$0
Appraisal Costs	\$6,250
Other	<u>\$2,132</u>
Total	<u>\$8,382</u>

3. Amount of Principal and Interest due-on outstanding indebtedness:

The Zone has a primary obligation to retire the bonds, issued by Downtown Dallas Development Authority (DDDA), from tax increment generated over the life of the Zone.

4. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014	Base Year 2005 Value	Est. Captured Value 2014**
City of Dallas	\$2,343,360,262	\$564,917,317	\$1,778,442,945
Dallas County	\$2,391,110,733	\$564,917,317	\$1,826,193,416

** Based on Certified Taxable Values. Final values will be determined on February 01, 2014.

5. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Amount of	
	Assessment Per \$100	Estimated 2014 Increment
City of Dallas	0.71730	\$12,756,771
Dallas County	0.13371	<u>\$2,441,712</u>
Total for all Jurisdictions	<u>\$0.85101</u>	<u>\$15,198,483</u>

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$15,198,483. For the 2013 tax year, increment in the amount of \$13,429,720 was collected and transferred to Downtown Dallas Development Authority(DDDA) in accordance with the terms of the DDDA bond indentures.

City of Dallas, Texas
Downtown Connection Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$3,940,386 over the life of the TIF to reimburse the City for administrative costs. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements which are owned by the City are capitalized in the City's fixed assets.

AGENDA ITEM # 27

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 7, 14

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 G H L M R; 46 J K N P

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Twelve, (Deep Ellum TIF District), submitted by the Deep Ellum TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 26043 on June 22, 2005, establishing Tax Increment Financing Reinvestment Zone Number Twelve, (Deep Ellum TIF District). On April 12, 2006, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 26304. On September 10, 2014, the City Council amended the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 29469.

The Deep Ellum TIF District's assessed 2014 tax value was \$176,141,174. This represents an increase of 54.7% (\$62,255,404) over the assessed value of the base year (2005) value and an increase of 4.4% (\$7,362,631) over last year's final value. With the participation of the City and Dallas County, this increase will result in the collection of approximately \$519,610 total in incremental revenue for the Deep Ellum TIF District for the 2014 tax year. The District was amended in 2014 for an adjusted base value of \$187,033,883.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On June 22, 2005, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Twelve, the Deep Ellum TIF District by Ordinance No. 26043, as amended.

On April 12, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Deep Ellum TIF District by Ordinance No. 26304, as amended.

On September 10, 2014, the City Council amended the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 29469.

On December 2, 2014, the Deep Ellum TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Twelve, ("Deep Ellum TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Deep Ellum area pursuant to Ordinance No. 26043, authorized by the City Council on June 22, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on April 12, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Deep Ellum TIF District by Ordinance No. 26304, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded the State Comptroller; and

WHEREAS, on December 2, 2014, the Deep Ellum TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Twelve and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Twelve (Deep Ellum TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Twelve to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

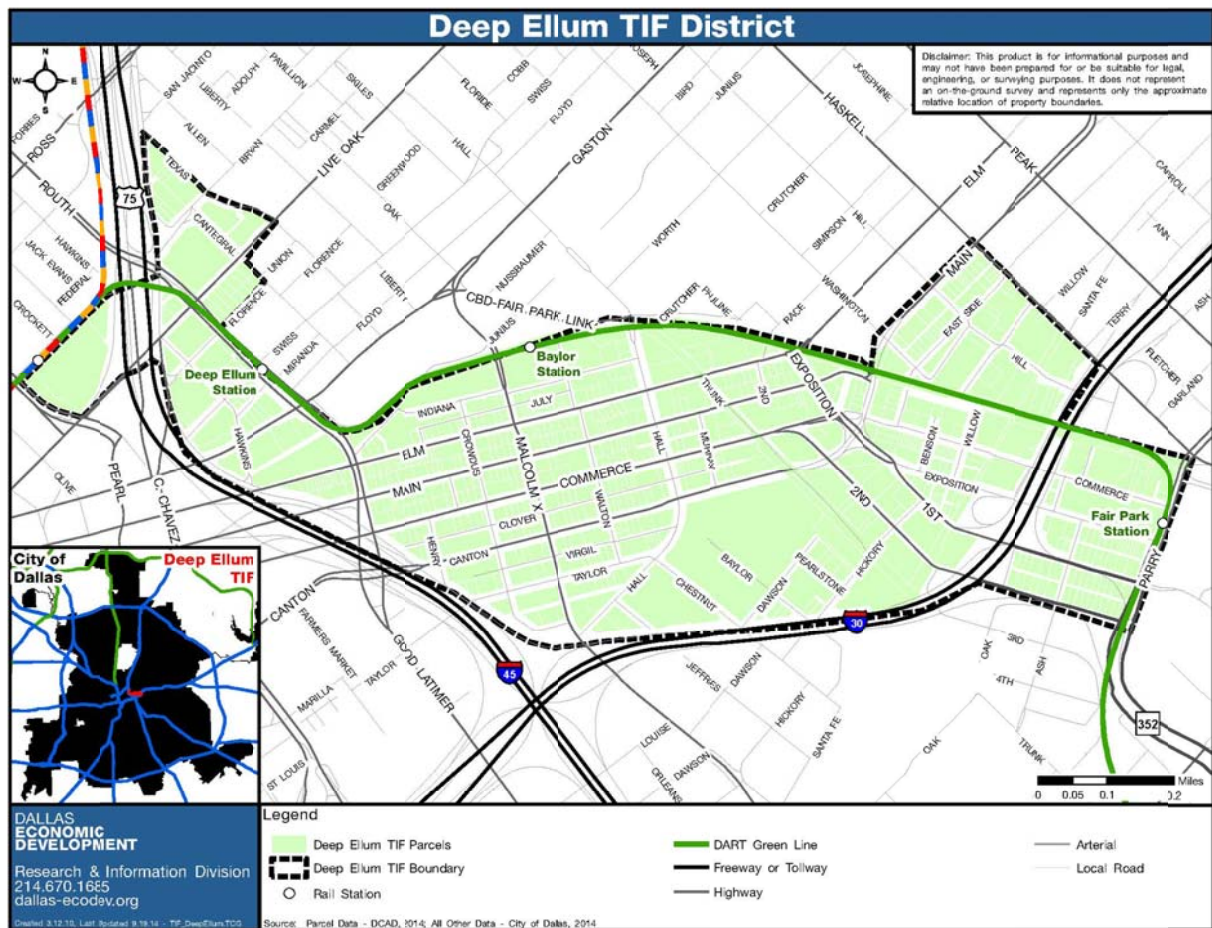
Deep Ellum TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-4551
<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014



Source: Parcels - DCAD, 2009; Rail - DART, 2009; All Other Data - City of Dallas, 2010

Reinvestment Zone Number Twelve Deep Ellum Tax Increment Financing District

Table of Contents

Mission Statement.....	4
Deep Ellum TIF District Accomplishments	4
Value and Increment Revenue Summary.....	8
Objectives, Programs, and Success Indicators	8
Year-End Summary of Meetings	11
Pending TIF Items.....	14
Budget and Spending Status.....	15
FY 2014 Work Program.....	20
Appendix: Financials	22

Mission Statement

The mission of the Deep Ellum Tax Increment Financing District is to provide a source of funding for public infrastructure improvements anticipated to enhance the real estate market for the Deep Ellum TIF District area. The Deep Ellum Tax Increment Financing (TIF) District represents the outgrowth of the City of Dallas' effort to provide a model for redeveloping districts to take full advantage of the expanding DART light rail system, promote transit oriented development, improve the historic core area of Deep Ellum, implement appropriate urban design standards to differentiate and brand the area, and improve the quality of development east of Downtown.

The Deep Ellum TIF District (the "District") was established in June 2005 to assist in the transformation of the Deep Ellum area into a more diversified, pedestrian friendly, mixed-use neighborhood in the area and improve the urban fabric and connections between Central Expressway and Fair Park. Strengths of the District include a mix of unique and historic buildings that create an identifiable district, adjacency to three DART light rail stations and proximity to Downtown Dallas, the Arts District, Dallas Farmers Market, Baylor Medical Center, and Fair Park.

The Dallas City Council established the Deep Ellum TIF District by Ordinance Number 26043 on June 22, 2005. The Deep Ellum TIF District took effect on January 1, 2006 and is scheduled to terminate on December 31, 2027 (including collection of the 2027 increment on calendar year 2028 and any related matters to be concluded in 2028) or when the budget of \$30 million (2006 dollars) has been collected. The TIF boundary and final plan were amended in 2008, 2011, and the final plan was also amended in 2014. The City of Dallas and Dallas County are the two participating jurisdictions; the City's participation rate is 85% of incremental property taxes collected, and the County's participation rate is 55%.

Deep Ellum TIF District Accomplishments

To date, in property value increased by \$62.3 million within the district, including improvements on the Bill Reed building (now Three Three Three First Avenue), town home/loft construction, and construction of the Ambrose Apartments on Indiana Street at N. Malcolm X Boulevard and the Olympia Arts building, an increase of 54.7% from the 2006 base value. This increase of \$62.3 million is due to over \$49.9 million (80.3%) in new development projects and approximately \$12.3 million (19.7%) in property value appreciation.

During the FY 2011, DART completed construction of the new SE-1 Corridor light rail line, which included the Deep Ellum, Baylor, and Fair Park stations within the Deep Ellum TIF District.

Completion of the Ambrose set the stage for future residential development in the area. In FY 2013-14, construction began on the City Lights Phase I project located at the northeast corner of Live Oak Street and Good - Latimer Expressway. Other apartment

developers have begun looking at the Deep Ellum area as well. Consolidation of property in the commercial core of Deep Ellum and planned reinvestment in these properties is hope to increate commercial interest in the area.



Baylor Light Rail Station



Fair Park Light Rail Station



"The Ambrose" on Indiana Street



"Commerce Street Lofts" on Commerce Street



"Eastside Lofts" on First Avenue



“The Olympia Arts” Building on Eastside Avenue

Deep Ellum TIF District Projects ¹						
Projects and Potential Projects Within TIF District Utilizing TIF Funding ²						
Project	Location	Calendar Year Complete	Status	Units/ SF	Approx. Value ³	TIF Investment
Olympia Arts	4000 East Side Ave / 3995 Benson St	2010	Completed	25,116 SF office, 4,040 SF commercial	\$1,023,610	\$595,000
Deep Ellum Crossroads	Main and Commerce Streets	2017	Planned	59,058 SF Retail, 4,800 SF Open Space	\$18,427,380	\$3,500,000
Total				0 res. units; 0 SF retail, 25,116 SF office, 4,000 SF commercial	\$19,450,990	\$4,095,000
Projects Within TIF District Not Utilizing TIF Funding ¹						
City Lights Phase I	2601 Live Oak St.	2015	Under Construction	424 res. units	\$31,887,000	\$0

The Ambrose	2901 Indiana St.	2008	Completed	325 res. units; 15,000 SF Retail	\$41,000,000	\$0
Commerce Street Lofts	3701, 3703, 3705, 3507, 3509, 3711, 3713, & 3715 Commerce St.	2007	Completed	8 live/ work units (approx. 18,000 SF)	\$1,907,440	\$0
Eastside Lofts	500, 502, 504, 506 1 st St.	2006	Completed	4 residential units (approx. 9,300 SF)	\$1,156,000	\$0
Reel FX	301 N Crowdus	2014	Completed	67,166 SF office, Streetscape Improvements	\$5,164,580	\$129,990
Total				761 res. units; 15,000 SF retail, 67,166 SF Office	\$36,117,700	\$0
Total Projects Within TIF District Utilizing and Not Utilizing TIF Funding						
Total				761 res. units; 15,000 SF retail, 91,282 SF office, 4,000 SF commercial	\$50,251,630	\$4,095,000
¹ All information updated as of September 30, 2014. ² All TIF funded projects. ³ Based upon estimated market value at completion or of comparable projects for anticipated projects, or DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF district for redevelopment projects once pre-existing value and/or the demolition of structures is netted out.						

The City and community partners have initiatives in and adjacent to the district that began in FY 2014 or have been ongoing. Together, over \$13,041,609 in bond funding, grant funding, federal funds, and private funds will be spent for these projects. They will help to support transit oriented development, implement appropriate urban design standards, improve pedestrian connections between downtown, Fair Park, the Farmers Market, and the Baylor University Medical Center, and improve the quality of development east of downtown.

The Reel FX infrastructure project includes as part of the incentive package for Reel FX, streetscape improvements including the reconstruction of street paving, landscaping, drainage and wastewater main improvements on Indiana, west from Malcolm X Boulevard, and on Crowdus Street north of Elm Street. On June 25, 2012, the Deep Ellum TIF board approved the use of TIF funds as part of an incentive package for Reel FX, to be used for streetscape improvements on Indiana and Crowdus Streets adjacent to the Reel FX building. The incentive package for Reel FX, including streetscape

improvements, was previously authorized by City Council on June 27, 2012. Dallas Water Utilities (DWU) has agreed to pay for the water/wastewater improvements that are located under the streets while TIF funds will be utilized for its design and construction. Since approval of the overall project, the costs of the streetscape and infrastructure improvements along Indiana and Crowds Streets have increased and an additional \$100,000 of funding was allocated from the Deep Ellum TIF District Funds to finance the completion of the project with the remainder funded by 2006 Prop 8 Bond funds. Total financial incentives for the Real FX project are \$1,180,980: \$552,000 Deep Ellum TIF District Funds; \$451,800 other sources.

On August 27, 2008, City Council authorized a professional services contract with TranSystems Corporation for the engineering design of streetscape improvements on Commerce Street, Main Street and Elm Street from Good Latimer Expressway to Hall Street and on Good Latimer Expressway from Canton Street to Elm Street. This action will authorize a construction contract for the reconstruction of street paving, storm drainage, water and wastewater mains and streetscape improvements for Elm Street from Good Latimer Expressway to Exposition Avenue. During the early design phase and after a series of meetings with project stakeholders and City staff, the decision was made to expand the scope of design on Commerce Street and Elm Street. The limits of the project on Commerce Street and Elm Street were proposed to be expanded from Hall Street to Exposition Avenue in order to obtain a continuous look and feel through all of Deep Ellum and to design the optimal connection of both Elm Street and Commerce Street to the future Fair Park Link Extension. The scope of the design project was also proposed to be broadened to include "complete street concepts" to accommodate the needs of pedestrians, cyclists, vehicles and businesses. The redesign included wider sidewalks, new roadway, recessed parallel parking spaces and streetscape improvements. The redesign allowed continued one-way traffic flow or conversion to two-way traffic flow on both Elm Street and Commerce Street. Prior actions authorized the reprogramming of the available bond funds from the Commerce Street, Main Street and Good Latimer projects to fund the full design of the expanded scope for Elm Street and Commerce Street and construction of the proposed improvements for Elm Street only. The proposed improvements for the expanded limits of Commerce Street will be proposed for inclusion in a future bond program.

The CBD Fair Park Link project is a principle arterial thoroughfare project to connect Downtown (CBD) to Fair Park by extending the Fair Park Link from Hall Street to I30. It is a 4-lane undivided roadway from Hall St to Race St and divided roadway from Race St to Main Street with an additional conceptual thoroughfare from Main St. to IH- 30. The design from Hall St. to the intersection with Elm/Exposition will include a 14 foot wide bike trail on the DART side of the alignment. This is new roadway with no existing right-of-way so the necessary property acquisition is extensive. The Thoroughfare will be a 5-lane undivided Roadway transitioning from Hall St. to Elm into a 4-lane divided roadway with sidewalks. The project also includes Bike lanes from Hall Street connecting to the East Dallas Veloway Bike Trail near Elm Street. The 2006 Bond Program funded conceptual design and right-of-way acquisition from Hall Street to IH- 30 and full design and construction funding for the segment from Hall Street to Main

Street. This new roadway which will serve as an arterial connector from the CBD area to Fair Park as well as a connector from IH-30 to Baylor Medical Campus, Deep Ellum and the CBD. The alignment for this thoroughfare was approved by City Council on December 9, 2009. Additional design includes a bike trail and landscape improvements that aren't included in the scope. The proposed alignment of CBD-Fair Park link from Hall St. to Hickory St. in conjunction with TXDOT's improvements to IH-30 will provide a direct arterial link connecting IH30 to the Baylor University Medical Campus, Deep Ellum, and Wilson Historic District. Currently the project is supported by 2006 Bond funds (\$4,125,929)

On May 28, 2014, City Council approved a zoning amendment that impacted to district (Planned Development District-269), amending certain use regulations and development standards. These amendments would amend certain use regulations and development standards. The amendment were brought forward by the Deep Ellum Association Foundation and other stakeholders and resulted from numerous meetings between 2011 to present. The recommended amendments incorporate new uses, modify parking reductions for uses in original buildings, simplify the ability to enter into shared parking agreements, and encourage the development of outside seating and provision of amenities in and adjacent to street right-of-way. The reduced parking requirements for multifamily, office, retail and restaurant uses in original buildings and additions to original buildings, is intended to encourage the preservation of original buildings and encourage an appropriate mix of uses. The proposed parking reductions are possible because of the location of the two DART stations in the district and a substantial number of parking lots and metered spaces in the area. In addition, the Santa Fe Trail ends just to the east of the district boundaries. The proposed amendments are focused on the type of development envisioned for this area as it provides for additional housing and recreational activities in the urban core of downtown area and is in compliance with the vision of the Downtown 360 Plan.

District Initiatives				
Activity	Scope	Status	Investment/source	Comment
Reel FX Infrastructure	Streetscape and infrastructure improvements along Indiana and Crowds	Under Construction	\$923,000 (Minus \$107,170 spent by PW, To be spent includes \$552,000 TIF funds, \$428,980 Public-Private ECO funds and \$350,000 from DWU for Utilities)	Eco Dev driven and largely funded project with agreement the Reel FX location will stay and expand. Project is under construction and scheduled to be complete in spring of 2015.

Elm Streetscape	Streetscape – Elm from Good Latimer to Hall	Under Construction	\$7,000,000, 2006-Bond Program \$1,300,000 DWU	2006 BP funded project. 2006 streetscape bond program funded projects on Commerce, Main and Elm Streets in Deep Ellum were reprogramed to fund “complete Street” design of both Commerce and Elm and construction of only Elm St. The Elm street project is under construction and scheduled to be complete in spring of 2015
Main Street	Complete Street (Main from Good Latimer to Exposition)	In Design	\$734,700 2012-Bond Funds	The project is under design and scope and schedule will be coordinated with the 42 group TIF public-private project.
CBD/Fair Park Link	Construct a new five undivided roadway on new right-of-way from Hall St. to Main St. Secure right of way only to accommodate a six lane divided roadway from Main St. to Canton.	In Design	\$4,125,929.00 2003-Bond Funds	The project is in the final design phase, pending approval from DART and acquisition of a parcel of property from Break and Clutch property. Project is scheduled to start construction in spring of 2015 and be complete by the end of 2016.
Veloway Ph II Trail from Baylor to Fair Park	Construct 12' hike and bike trail	Under contract for construction	2006-Park & Rec Dept. Bond Funds	Project is scheduled to start construction in December 2014 and scheduled to be complete in June of 2015.

Value and Increment Revenue Summary

The Deep Ellum TIF District's assessed 2014 tax value was \$176,141,174 for the original boundary area. This represents an increase of \$7,362,631 (4.4%) from the 2013 value and an increase of \$62,255,404 (54.7%) from the previous 2008 base year value.

The estimated 2014 taxable base value for the expanded boundary area in the Deep Ellum TIF District includes \$73,148,113 which combined with the 2008 amended boundary area would have an adjusted taxable base value of approximately \$187,033,883 for the Deep Ellum TIF District. The TIF District anticipates collecting \$519,610 incremental tax revenue for tax year 2014. The 2014 taxable base value of the expanded area may be revised when final 2014 figures are available and pending any litigation or tax roll corrections. Increment collection for the expanded boundary would not begin until 2015 tax year.

Objectives, Programs, and Success Indicators

The final Deep Ellum Project Plan and Reinvestment Zone Financing Plan as amended was adopted on April 12, 2006 and amended in September 2014. Among the goals of the Plan are:

- To create additional taxable value attributed to new private investment in projects in the Deep Ellum TIF District totaling approximately \$795 million.

Completed projects within the district contributed approximately \$50.3 million in additional taxable value (6.3% of goal).

- To attract new private development in the Deep Ellum TIF District totaling approximately 650,000 square feet of retail space, 850,000 square feet of office space, 500 hotel rooms, and at least 3,500 new residential units including lofts, town homes and apartments.

Completed projects and projects underway within the district contributed approximately 15,000 square feet of retail (2.3% of goal), 92,282 square feet of office/commercial (10.9% of goal), no hotel rooms, and 337 additional residential units (9.6% of goal), and planned projects will contribute approximately 59,058 square feet of retail (9.0% of goal) and 424 residential units (12.1%) totaling 74,058 square feet of retail (11.4% of goal), 92,282 square feet of office/commercial (10.9% of goal), no hotel rooms, and 761 residential units (21.7% of goal).

In 2011 City Council authorized the sale approximately 83,478 square feet of unneeded and unwanted City-owned land located near the intersection of Live Oak and Cantegral Streets to the developer of the proposed City Lights project.

In 2012 City Council authorized \$1,180,980 public-private partnership investment in Reel FX to retain 250 employees and add 125 employees over two years to the Reel FX headquarters at 301 North Crowdus Street. A portion of the funds are for remodeling and construction on the property and for the 67,166 square foot building. The TIF Board moved to partially reimburse the costs of streetscape improvements to enhance the pedestrian environment and visual connectivity of that area of the TIF District (\$552,000 in TIF Funds including 2014 adjustments).

- To reach ridership at future DART light rail stations in the district averaging over 3,000 riders per weekday by 2025.

The SE Corridor (Green Line) DART light rail line opened in December 2010 complementing the Deep Ellum, Baylor, and Fair Park light rail stations which opened in 2009. In 2014, average ridership per weekday is 274 at the Deep Ellum Station, 888 at the Baylor Station, and 1,031 at the Fair Park Station for a total average weekday ridership of 2,193.

- To improve access and connections to the DART light rail system within the district.

Staff and the Board will continue to foster working relationships with DART and potential developers to encourage access and connections to these stations.

In 2012 design work began for streetscape improvements on Indiana Street east of Malcolm X Boulevard (near the Deep Ellum DART Station) and on Crowdus Street between Indiana Street and Elm Street. Improvements include enhanced pedestrian crosswalks and a plaza at the Reel FX headquarters serving as a terminating vista on Crowdus Street through Deep Ellum. Design is almost complete, and construction on Indiana is underway.

- To support the conversion of the Deep Ellum area to a mixed-use, transit-oriented neighborhood that complements Baylor Medical Center, Downtown Dallas, Latino Cultural Center and Fair Park.

Streetscape improvements and the changing from a one-way to a two-way street were included in the 2006 Bond program for Elm Street between Exposition Avenue and Good-Latimer Expressway. Planned improvements include wide sidewalks street trees, benches and bike racks; parallel parking; marked pedestrian crossings; and bikes sharing the two lanes of traffic. Work has begun, with completion expected Spring of 2015. Additional funds will be needed to complete Commerce Street.

At such time Elm and Commerce Streets will be converted to two-way operations.

Staff and the Board will continue to foster a working relationship with Baylor University Medical Center, DART, and potential developers to encourage transit oriented development that complements the district. When possible, staff and the Board will also take special studies into account. Though not physically in the TIF District, Baylor continues to be a powerful demand generator for Deep Ellum. Baylor University Medical Center at Dallas is a 1025-bed not-for-profit teaching hospital, providing patient care and research to residents of Dallas and the southwest United States. This nationally acclaimed medical center serves as flagship hospital for Baylor Health Care System and in 2009 was recertified as a Magnet Hospital for "Excellence in Nursing Services" from the American Nurses Credentialing Center -- the organization's highest level of recognition which merely two percent of hospitals nationwide have received. Also, Baylor University Medical was recognized in U.S. News & World Report's 2012 "America's Best Hospitals," a recognition that it has received for the past twenty consecutive years.

To address the immediate health needs of the community, in 2009 Baylor Dallas announced the creation of it Diabetes Health and Fitness Center. The program opened June 2010 at the Juanita J. Craft Recreation Center, providing treatment and prevention services to the area's medically underserved population. The Institute has a health clinic staffed by doctors and other medical specialists, affordable medications, plus diabetes education ranging from nutrition and cooking classes to exercise programs. The Craft Recreation Center continues to offer its regular services in addition to the institute's expansion. Baylor has invested \$15 million into the center which is open to all regardless of residency, insurance or income.

Growth and development on the hospital's campus was celebrated in several ways during 2009. In April, Baylor University Medical Center announced that it was the first hospital in the country to collaborate with GE Healthcare and BrainLAB to open technically advanced neurosurgery operating suites. The technology allows neurosurgeons on the medical staff to use real-time, intra-operative images of the brain during surgery. The \$16.5 million operating suites and four operating rooms opened along with implementation of a high-definition magnetic resonance scanner and BrainSUITE iMRI navigation system. The technology was implemented to help physicians more accurately view a tumor's location and remove diseased tissue with minimal impact. The \$350 million expansion of the Baylor Charles A. Sammons Cancer Center at Dallas opened in 2011.

- To increase recreational opportunities, public open space and improve connections to the City of Dallas trails and open space system in the District.

Extension of the Santa Fe Trail (East Dallas Veloway II Project) into Deep Ellum was completed from Woodrow Wilson High School to Hill Avenue in 2010. The Trail was extended from Deep Ellum to White Rock Lake with the completion of the bridge over Winstead Drive in December, 2010.

Funding was approved in 2013 to construct the hike and bike trail and associated storm drainage, water and wastewater appurtenance adjustments for the East Dallas Veloway, Phase II Extension from Elm Street to Parry Avenue.

Installation of the Core Connector Bicycle lanes and shared lane markings in 2012 now connect the Santa Fe Trail to the Katy Trail through Deep Ellum and downtown. Funding was granted to the Deep Ellum Foundation which installed Bicycle Fix-It Stations in Deep Ellum.

The Staff and the Board will continue to encourage developers to create linkages to the trail system as well as additional bicycle facilities.

- To generate approximately \$30.0 million (net present value) in increment over 20 years of collections.

The assessed property value from the base year to 2014 increased by approximately 54.7% including an increase of 4.4% since 2013. This is an increase of approximately \$62.3 million. Based upon current estimates and established 2014 values, the district will generate \$29,992,935 (in 2006 dollars) by FY 2027 before the TIF expires in 2028.

- To diversify retail and commercial uses in the district.

In 2011 the staff and the Board saw the Phases I, II, & III of the Olympia Arts completed, which along with the Ambrose development, added over 44,000 square feet of retail, service, and commercial space. The staff and the Board will continue to work to expand retail and commercial uses to meet the existing and growing needs of the residential population and the increased traffic as a result of the expansion of the DART Light Rail system into the area.

In 2014, City Council approved the redevelopment of multiple buildings and parking lots for the Deep Ellum Crossroads project which will add 50,058 square feet of retail and restaurant space along with the creation of 4,800 square feet of open space.

- Encourage the redevelopment of the property located on Live Oak Street north of the Latino Cultural Center including the sale of some City-owned property in the area and some street abandonment to create a more usable site.

In 2008, the boundaries of the Deep Ellum TIF District were amended to include the City of Dallas Latino Cultural Center and the site of the City Lights Project. These two sites comprise 10.2 acres. This boundary amendment was initiated to promote new development and increased urban density near the Latino Cultural Center and nearby the Deep Ellum DART Light Rail station.

Year-End Summary of Meetings

The Deep Ellum TIF District Board met three times during the fiscal year from October 1, 2013 to September 30, 2014. The Board approved and forwarded three (3) items to City Council for approval. An additional four (4) items related to properties in the TIF District were also considered by Council during the year. The most significant of these actions related to approval of a Plan Amendment to the TIF District Financial Plan and the Deep Ellum Crossroads redevelopment project.

The Board can consist of up to ten members, including five City of Dallas appointees, one Dallas County appointee. Board members are (FY 2014 Board meetings attended): Chuck Hixson – City Representative (2 of 2 meetings; appointed subsequent to first meeting), Charles Shelburne – City Representative (1 of 2 meetings; appointed subsequent to first meeting), Joseph O'Brien City Representative (0 of 3 meetings), Chase Evans – City Representative (2 of 3 meetings), Herbert Goodman – City Representative (3 of 3 meetings), Gene Dennis – City Representative (appointed subsequent to 3rd meeting), and Rick Loessberg – Dallas County Representative (2 of 3 meetings). There are no vacant positions on the Board as of September 30, 2014.

During the fiscal year the City Council approved seven (7) items associated with the Deep Ellum TIF District. In an ongoing effort for Deep Ellum to improve the area for more suitable and compatible commercial uses, bars, lounges, taverns and similar establishments are required to obtain a Specific Use Permit (SUP) from the City of Dallas to comply with new zoning regulations.

- On January 22, 2014 City Council by Resolution No. 14-0197, authorize a settlement in lieu of proceeding with condemnation of a tract of land containing approximately 1,808 square feet from Richard Whitehead near the intersection of Elm and Washington Streets for the CBD Fair Park Link Thoroughfare Project - Not to exceed \$22,663, increased from \$51,466 (\$49,466, plus closing costs and title expenses not to exceed \$2,000) to \$74,129 (\$71,129, plus closing costs and title expenses not to exceed \$3,000).

- On January 22, 2014, City Council by Resolution No. 14-0206, authorized an ordinance abandoning an alley to Elan Dallas City Lights Owner, LP, the abutting owner, containing approximately 1,100 square feet of land, located near the intersection of Good Latimer Expressway and Live Oak Street, and authorizing the quitclaim - Revenue: \$38,665, plus the \$20 ordinance publication fee..
- On January 22, 2014, City Council by Resolution No. 14-0207, authorized an ordinance abandoning a portion of a sanitary sewer easement to Elan Dallas City Lights Owner, LP, the abutting owner, containing approximately 2,806 square feet of land, located near the intersection of Good Latimer Expressway and Live Oak Street - Revenue: \$5,400, plus the \$20 ordinance publication fee.
- On February 26, 2014, City Council approved Resolution No. 14-0382, accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Twelve, (Deep Ellum TIF District), submitted by the Deep Ellum TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law.
- On April 9, 2014, City Council by Resolution No. 14-0597, authorize Supplemental Agreement No. 6 to the professional services contract with TransSystems Corporation for the addition of streetscape improvements on Main Street from Good Latimer Expressway to Exposition Avenue to the Deep Ellum Streetscape Project - Not to exceed \$69,760, from \$1,334,320 to \$1,404,080 - Financing: General Obligation Commercial Paper Funds.
- On May 28, 2014, by Resolution No. 14-0866 the City Council held a public hearing to receive comments regarding a City Plan Commission-authorized hearing to consider amendment to Planned Development District No. 269, the Deep Ellum/Near East Side District, with consideration given to amending certain use regulations and development standards in an area generally bounded by the T. & P. Railroad right-of-way on the north, Parry Avenue on the east, R.L. Thornton Freeway on the south, and North Central Expressway on the west and an ordinance granting the amendments.
- On September 10, 2014 by Resolution No. Ordinance 14-1519, City Council held a public hearing to receive comments on amendments to Tax Increment Financing Reinvestment Zone Number Twelve (Deep Ellum TIF District) to: (1) increase geographic area to add traditional core area of Deep Ellum (approximately 51.0 acres) to facilitate the development of the Deep Ellum Crossroads project and encourage further redevelopment of the district; (2) increase the budget of the Deep Ellum TIF District from \$27,162,083 NPV (\$51,706,392 total dollars) to \$29,992,935 NPV (\$57,641,077 total dollars), an increase of \$2,830,852 NPV (\$5,934,685 in total estimated collections); and (3) make corresponding modifications to the Deep Ellum TIF District map, budget,

and Project Plan & Reinvestment Zone. At the end of the public hearing, Council authorized an ordinance amending Ordinance No. 26043, previously approved on June 22, 2005, as amended and 26304 previously approved on April 2, 2006, to reflect these amendments.

- On September 24, 2014 City Council by Resolution No. 14-1631, authorized a development agreement with 42 Deep Ellum, LP, to dedicate future TIF revenues for reimbursement of eligible project costs related to paving streetscape & lighting, open spaces & trails, and façade restoration, environmental remediation, and demolition for commercial redevelopment of 2609-2711 Main, 2646 Elm, 2653-2711 Commerce and surface parking lots at 2607, 2619, 2621, and 2623 Main located in Tax Increment Financing Reinvestment Zone Twelve (Deep Ellum TIF District); and (2) the Deep Ellum TIF District Board of Directors to dedicate in an amount not to exceed \$2,725,000 plus an Economic Development TIF Grant in an amount not to exceed \$775,000 for a total not to exceed \$3,500,000 from future Deep Ellum TIF District revenues, in accordance with the development agreement - Not to exceed \$3,500,000 - Financing: Deep Ellum TIF District Funds (subject to appropriations) and by Resolution No. 14-1632 declaring the intent of Tax Increment Financing District Reinvestment Zone Number Twelve (Deep Ellum TIF District) to reimburse 42 Deep Ellum, LP up to \$3,500,000, of which up to \$775,000 is in the form of an Economic Development TIF Grant, for project costs pursuant to the development agreement with 42 Deep Ellum, LP.

Pending TIF Items

The pending items for the Deep Ellum TIF District include:

- City Council consideration of the FY 2014 Annual Report regarding the development and financial status of the District.
- City Council consideration of potential development projects in the Deep Ellum TIF District.

Budget and Spending Status

Each TIF district establishes a budget for the public improvement expenditures necessary to support private investment in the district in the Project Plan and Reinvestment Zone Financing Plan. The Deep Ellum TIF District was established in June 2005 and did not collect or allocate any revenue in FYs 2006, 2007 & 2008; however, the Project Plan and Budget were amended in FY 2008 and project allocations were made for the Olympia Arts project. Preliminary estimates for TIF public improvements total \$57,598,048 million \$29,992,935 in 2006 dollars). The amended budget for the TIF district is below.

Deep Ellum TIF District Project Plan Budget Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget*	Allocated**	Balance
Water, Wastewater, Storm & Off-site Utility Replacement	\$2,397,949	\$138,183	\$2,259,766
Paving Streetscape & Lighting	\$27,881,747	\$1,466,634	\$26,415,113
Open Space & Trails	\$2,710,725	\$1,110,498	\$1,600,227
Façade Restoration/Environmental Remediation & Demolition	\$10,621,356	\$1,982,288	\$8,639,068
Latino Cultural Center Area Improvements	\$9,609,109	\$283,715	\$4,093,447
Administration and Implementation	\$4,377,162		
Total Project Costs (excluding interest)	\$57,598,048	\$4,981,318	\$52,616,730
<i>* Budget shown above in current dollar; TIF Project Plan shows the budget in net present value. ** Project and Administrative costs are allocated as increment collection began in FY 2008.</i>			

Deep Ellum TIF District Project Plan Budget	
Category	TIF Budget*
Water, Wastewater, Storm & Off-site Utility Replacement	\$1,247,748
Paving Streetscape & Lighting	\$14,507,977
Open Space & Trails	\$1,410,498
Façade Restoration/Environmental Remediation & Demolition	\$5,526,712
Latino Cultural Center Area Improvements	\$5,000,000
Administration and Implementation**	\$2,300,000
Total Project Costs (excluding interest)	\$29,992,935
<i>* As approved in the Project Plan and Reinvestment Zone Financing Plan as amended September 10, 2014. Note: TIF Board may amend Project Plan budget with City Council approval.</i>	

FY 2015 Work Program

The FY 2015 work program for the Deep Ellum TIF District includes:

- Improve the pedestrian environment through sidewalk improvements, landscaping, lighting and design standards.
- Provide funding for environmental remediation and interior/exterior demolition assistance to encourage redevelopment of land within the Deep Ellum TIF District.
- Upgrade basic infrastructure including storm drainage, water/wastewater lines, and burial of overhead utilities to support redevelopment in the District.
- Coordinate linkages with the three DART light rail stations located in the District by extending streetscape improvements between stations to create an extended pedestrian area to destinations such as the Latino Cultural Center, the Baylor Hospital Campus, the Old Dallas High School site, and Fair Park.
- Direct overall development of the Deep Ellum TIF District through the application of design guidelines for public improvements and private development.
- Encourage development of new residential and retail uses to complement the District.

- Encourage redevelopment of the commercial core area of Deep Ellum to complement the existing building stock, diversify the retail mix and encourage infill development and structured parking.

Appendix: Financials

City of Dallas, Texas
Deep Ellum Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

2. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
3. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
4. The Zone's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
5. The Zone's Financial Plan permits expenditures not to exceed \$2,300,000 over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the General Fund in fiscal year 2009-10. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
6. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

City of Dallas, Texas
Deep Ellum Tax Increment Financing District Fund
Balance Sheet as of September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$1,255,563	\$785,790	\$508,807	\$250,043	\$215,001
Interest receivable	\$282	\$862	\$380	\$903	\$1,103
Total assets	\$1,255,845	\$786,653	\$509,187	\$250,945	\$216,104
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$28,465	\$0	\$0	\$0
Due to general fund	\$6,963	\$6,963	\$0	\$0	\$18,631
Total liabilities	\$6,963	\$35,428	\$0	\$0	\$18,631
Fund Balance (Deficit):					
Fund Balance (Deficit)	\$1,248,881	\$751,224	\$509,187	\$250,945	\$197,474
Total Liabilities and Fund Equity	\$1,255,845	\$786,653	\$509,187	\$250,945	\$216,104
	\$0	\$0	(\$0)	\$0	\$0

Deep Ellum Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
For the Period September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$1,742,766	\$377,203	\$275,743	\$239,543	\$258,361	\$322,509
Tax increment-Intergovernmental	\$403,832	\$84,572	\$64,841	\$62,217	\$61,623	\$70,654
Interest income	\$16,921	\$3,649	\$3,481	\$1,942	\$1,492	\$3,929
Developer contribution	\$53,491	\$53,491				
Net increase (decrease) in fair value of invest	(\$591)	(\$1,232)	(\$87)	(\$47)	\$290	(\$2,281)
Total revenues	\$2,216,418	\$517,683	\$343,978	\$303,655	\$321,767	\$394,810
Expenditures:						
Administrative expenses	\$221,745	\$0	\$13,030	\$29,413	\$49,030	\$44,631
Non-Capital Outlay	\$43,424	\$0	\$7,386	\$16,000	\$10,750	\$9,288
Capital outlay	\$702,368	\$20,026	\$81,525	\$0	\$208,514	\$392,302
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$967,537	\$20,026	\$101,941	\$45,413	\$268,295	\$446,221
Excess (Deficiency) of Revenues over Expenditures	\$1,248,881	\$497,657	\$242,037	\$258,242	\$53,472	(\$51,411)
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$751,224	\$509,187	\$250,945	\$197,474	\$248,884
Fund balance (Deficit) at beginning of year, as restated	\$0	\$751,224	\$509,187	\$250,945	\$197,474	\$248,884
Fund balance (deficit) at end of year	\$1,248,881	\$1,248,881	\$751,224	\$509,187	\$250,945	\$197,474

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Deep Ellum Tax Increment Financing District Fund
Reinvestment Zone Number Twelve
As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$2,417	Interest Income
\$461,774	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
\$53,491	Developer contribution
<u>\$517,683</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0	Administrative Expense
\$0	Non-Capital Outlay *
\$20,026	Capital outlay *
\$0	Interest and fiscal charges
<u>\$20,026</u>	Total Expenditures

(1) These expenditures were for the following projects:

Bark Park Neos & Bicycle Repair Stations	\$0
Crowdus/Indiana Streetscape Design	\$20,026
Total	<u>\$20,026</u>

3. TIF Administration Costs:

The Zone continued to reimburse the General Fund for administrative costs incurred during the fiscal year.

4. a. Amount of Principal and Interest due-on outstanding bonded indebtedness:

Deep Ellum TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The Zone entered into a development agreement with 42 Deep Ellum, LP for the development of Deep Ellum Crossroads project in an amount not to exceed \$3,500,000 with anticipated completion in 2017 and reimbursement to begin thereafter subject to availability of TIF funds.

5. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014 *	Base Year 2008 Value	Est. Captured Value 2014**
City of Dallas	\$176,141,174	\$113,885,770	\$62,255,404
Dallas County	\$187,077,164	\$113,885,770	\$73,191,394

* 2014 taxable value shown for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.

** Based on Certified Taxable Values. Final values will be determined on February 01, 2015.

6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Amount of	
	Assessment Per \$100***	Estimated 2014 Increment****
City of Dallas	0.67745	\$421,749
Dallas County	0.13371	\$97,861
Total for all Jurisdictions	\$0.81116	\$519,610

***Participation rates for City of Dallas and Dallas County are 85% and 55% respectively for tax years 2008 - 2021.

****The District began collecting increment in fiscal year 2008-09.

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$519,610. For 2013 Tax year, increment in the amount of \$461,774 was received.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 7

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 46 J K N P S T

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Thirteen, (Grand Park South TIF District) and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 26147 on October 26, 2005, establishing Tax Increment Financing Reinvestment Zone Number Thirteen, (Grand Park South TIF District). On June 13, 2007, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 26773.

The Grand Park South TIF District's assessed 2014 taxable value was \$48,389,098. This represents an increase of \$3,539,079 (7.9%) from the 2005 base year value of \$44,850,019 and an increase of \$4,644,465 (10.6%) from the previous year. For the first time in many years, the current year's value is higher than the previous year's value, resulting in total increment revenue collected in 2014 of approximately \$30,931. Compared to previous years, the value increased as a result of the addition of new Social Security Administrative office on 2530 S. Malcolm X Boulevard and increase in value to the Eban Village Apartments at 2710 Jeffries Street.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On October 26, 2005, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Thirteen, the Grand Park South TIF District by Ordinance No. 26147, as amended.

On June 13, 2007, City Council authorized the Final Project Plan and Reinvestment Zone Financing Plan for the Grand Park South TIF District by Ordinance No. 26773.

On February 18, 2014, a memo was submitted to the Economic Development Committee regarding all 18 of the City's FY 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Thirteen, ("Grand Park South TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Grand Park South area pursuant to Ordinance No. 26147, authorized by the City Council October 26, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, and

WHEREAS, on June 13, 2007, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Grand Park South TIF District by Ordinance No. 26773; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Thirteen, (Grand Park South TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Thirteen to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

Grand Park South TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 5CS
Dallas, Texas 75201
(214) 670-1685
<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Thirteen Tax Increment Financing District

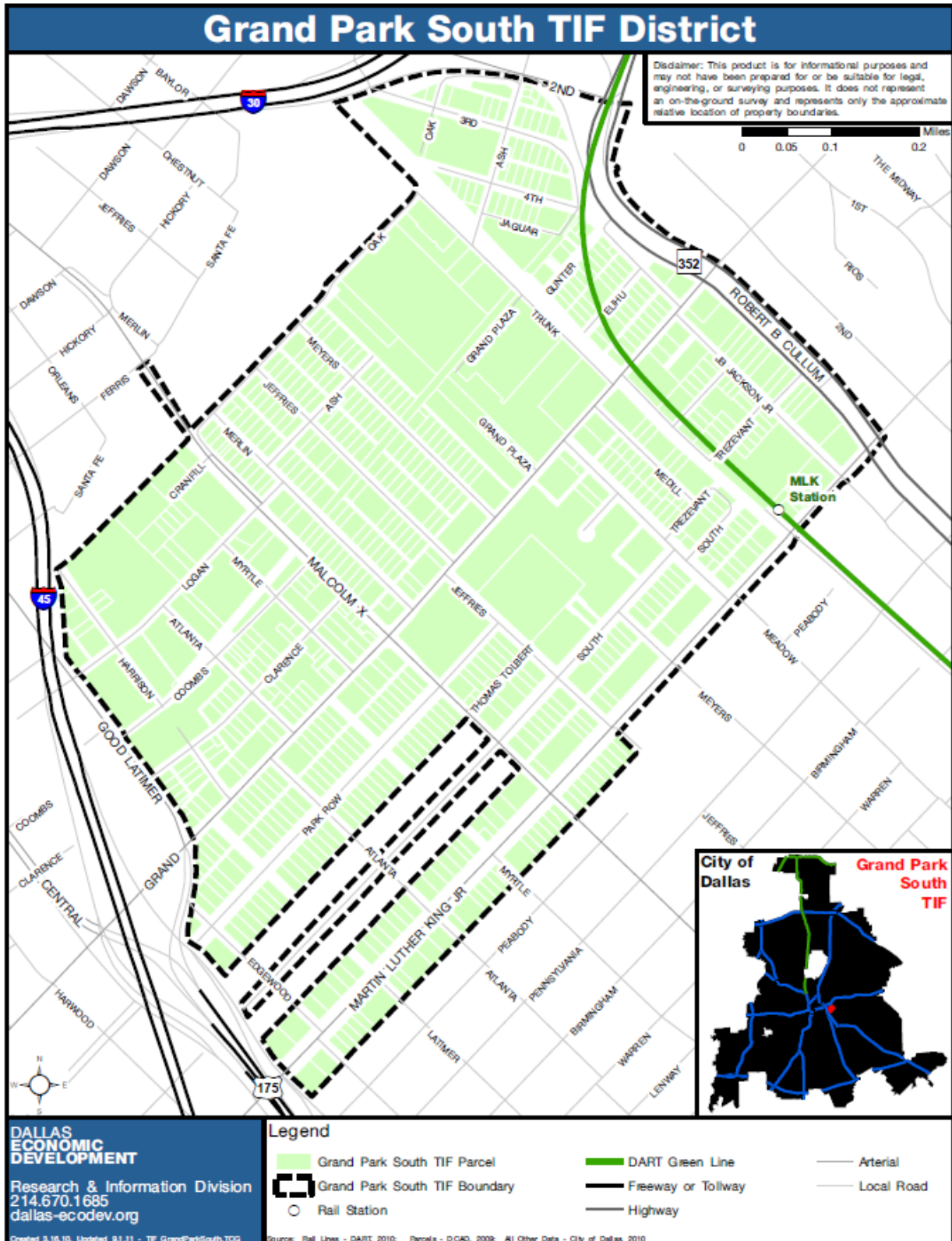


Table of Contents

Mission Statement.....	4
District Accomplishments	4
Value and Increment Revenue Summary.....	7
Objectives, Programs and Success Indicators	7
Year-End Summary of Meetings	10
Budget and Spending Status.....	12
FY 2015 Work Program.....	12
Appendix: Financials	14

Mission Statement

The mission of the Grand Park South TIF District is to provide a source of funding for public infrastructure improvements necessary to enhance the real estate market for the Grand Park South TIF District area. The Grand Park South TIF District represents the outgrowth of the City of Dallas' effort to provide a model for redeveloping a former residential area in decline to take full advantage of the expanding DART light rail system, to promote transit oriented development in the historical context of the neighborhood, to implement appropriate urban design standards, and to improve the quality of development south of downtown.

The Dallas City Council established the Grand Park South TIF District by Ordinance Number 26147 on October 26, 2005. The Grand Park South District took effect on January 1, 2006 and is scheduled to terminate on December 31, 2035 (including collection of the 2035 increment in calendar year 2036 and any related matters to be concluded in 2036) or when the budget of \$30.3 million (2006 dollars) has been collected. The City of Dallas and Dallas County are the two participating jurisdictions. The City's participation is 90%, and the County's participation is 65%.

District Accomplishments

The Grand Park South TIF District is composed of neighborhoods to the south of Fair Park including the Grand Avenue, Martin Luther King, Jr. Boulevard, and Malcolm X Boulevard corridors. The district exhibits deteriorated structures, inadequate sidewalks and streets, faulty lot layouts, unsanitary or unsafe conditions, and deteriorated site improvements. These conditions substantially arrest or impair the sound growth of the City and property within the area. The district's strengths include the following:

- Proximity to downtown
- Adjacency to Fair Park
- J.B. Jackson Transit Center which includes DART's Green Line MLK Station
- South Boulevard – Park Row Historic District
- Includes the intersection of Malcolm X and Martin Luther King, Jr. Boulevards, one of only a few such intersections in the country.

September 2014 marked the five year anniversary of the opening of DART's Fair Park and MLK light rail stations. The stations are located along DART's new Green Line which was completed during the first quarter of the fiscal year. It extends approximately 28 miles and links southeast Dallas to Farmers Branch and Carrollton. Ridership in 2014 increased at the Fair Park station and down slightly at the MLK station. For 2014, the Fair Park station averaged 1,031 riders compared to 999 in 2013 while MLK station averaged 1,044 compared to 1,125 in 2013. Fair Park station saw a yearly increase of 14.3% while MLK saw a slight decrease of 2.1% compared to 2013. Since the stations' opening in 2009, MLK Station has seen an increase in ridership of 39.0% (2009 – 1,031) and Fair Park Station has seen a decrease in ridership of 5.5% (2009 – 1,105).



DART's Green Line MLK Station is a component of the J.B. Jackson Transit Center



Hall Family Apartments
(Opening Spring 2015),
Located at 3221 Elihu Street

Grand Park South TIF District Projects

Grand Park South TIF District – Past, Current and Anticipated Projects ¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Units ²	Status	Year Complete	Approx. Investment ³	TIF Investment ⁴
n/a						
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF district for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ TBD indicates that development agreement has not yet been adopted and TIF investment is yet to be determined.						

Grand Park South TIF District – Past, Current and Anticipated Projects ¹						
Projects Within TIF District Not Utilizing TIF Funding						
Project	Location	Units and/or size ²	Status	Year Complete	Approx. Investment ³	TIF Investment ⁴
Fair Park Estates	Malcolm X Boulevard and Park Row Avenue	32 houses 4 Townhomes	30 units completed in 2014 2 units will be finished in 2015. 4 townhomes planned for 2015	2015	\$3,574,260	\$0
Phase I – Hall Family Mixed-use Project	3221 Elihu Street	38 apartments	Planned	TBD	\$1,852,500	\$0
O'Reilly Auto Parts	3109 MLK Jr. Boulevard	6,000 sf	Complete	2013	\$903,980	\$0
Billy Earl Dade Middle School	2727 Grand Avenue	213,616 sf	Complete	2013	\$30,565,120	\$0
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF district for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ TBD indicates that development agreement has not yet been adopted and TIF investment is yet to be determined.						

Construction was completed on eight additional units in the Fair Park Estates housing development during the fiscal year. Two more units are expected to start in FY 2015. Four townhomes are planned for FY 2015 in the development as well.

Value and Increment Revenue Summary

The Grand Park South TIF District's assessed 2014 taxable value was \$48,389,098. Compared to previous years, the value increased as a result of the addition of new Social Security Administrative office on 2530 S. Malcolm X Boulevard and increase in value to the Eban Village Apartments at 2710 Jeffries Street. This represents an increase of \$3,539,079 (7.9%) from the 2005 base year value of \$44,850,019 and an increase of \$4,644,465 (10.6%) from the previous year. For the first time in many years, the current year's value is higher than the previous year's value, resulting in total increment revenue collected in 2014 of approximately \$30,931.

Objectives, Programs and Success Indicators

The Grand Park South Final Project Plan and Reinvestment Zone Financing Plan was adopted on October 26, 2005 by City Ordinance Number 26773. The plan's defined development goals are provided below:

- Create additional taxable value attributed to new private investment in projects in the Grand Park South TIF District totaling approximately \$579 million.

Property values in the TIF district have begun to increase slowly since its creation. This is the result of the new Social Security Administration office on 2530 South Malcolm X Boulevard and increased value to the Elan Village Apartments at 2710 Jeffries Street as well as new housing completed in Fair Park Estates.

DISD's acquisition of property for the new Billy Earl Dade Middle School in the district resulted in a decrease of over \$500,000 in taxable value. The school opened during the 2013-2014 school year.

The completion of the new O'Reilly's Auto Parts at 3109 Martin Luther King Boulevard added \$903,980 to the value of the district.

- Encourage transit-oriented development within the district. This includes the creation of a new town center in proximity to DART's MLK Green Line station while providing access and connections to the station that will allow ridership to exceed over 2,400 per day by 2015.

The Green Line's MLK and Fair Park stations, which have been open since September 2009, are expected to entice transit-oriented development throughout the district. Ridership in 2014 increased at the Fair Park station and down slightly at the MLK station. For 2014, the Fair Park station averaged 1,031 riders compared to 999 in 2013 while MLK station averaged 1,044 compared to 1,125 in 2013. Fair Park station saw a yearly increase of 14.3% while MLK saw a slight decrease of 2.1% compared to 2013. Since the stations' opening in 2009, MLK Station has

seen an increase in ridership of 39.0% (2009 – 1,031) and Fair Park Station has seen a decrease in ridership of 5.5% (2009 – 1,105).

- Attract new private development in the district totaling approximately 2,400 residential units by 2035, including development of new single-family homes, mid-rise residential, such as town homes, and higher density residential near the MLK Green Line station, while preserving and restoring historic single-family residences.

Upon its completion, the Fair Park Estates project, located at 3221 Elihu Street, will result in 36 residential units (1.5% of the goal). To date, thirty of the project's units have been completed. An additional two units and four townhomes are being added in FY 2015. The project consists of approximately 6 acres located adjacent to Fair Park, generally bound by Park Row, Trunk Avenue, the DART line, Elihu Street and JB Jackson Boulevard. The envisioned development plan has four phases consisting of 240 apartments (180 - two bed/two bath and 60 – 1 bed/1 bath) and 40,000 square feet of commercial space comprised of 14,500 square feet of retail, 17,500 square feet of restaurants and 8,000 square feet of office space. The focus of all four phases will be the close proximity of building facades to the street to promote pedestrian, sidewalk and storefront interaction. Another key feature is enhanced walkways along Grand Avenue, Park Row, Elihu St., the DART line and Trunk Avenue creating an inviting, pleasant atmosphere for access to the MLK DART Station. Walkway enhancements include new 6'-10' wide sidewalks, lighting, benches, and landscaping.

- Diversify housing options within the district by providing various types of housing, including town home, multi-family, and single-family projects, at a range of price points including approximately 20% of new units at or below 80% of Area Median Income (AMI), 60% of new units at market rate, and 20% of new units above market rate. Replace existing multi-family housing stock in substandard condition (approximately 500 units) with new residential development at 60% of Area Median Income. Expand homeownership opportunities in the district.

There is an ongoing effort to provide a variety of housing options within the Grand Park South TIF District.

On January 11, 2012, the City approved 2006 bond funding and the use of CDBG grant funds for Grand Park Place at 3221 Elihu Street to be developed by the Hall family. Phase 1 is 38 units, and a building permit was issued August 17, 2012. Phase 1 will be available for leasing in Spring 2015.

- Grow and diversify retail and commercial uses within the district. Consolidate new retail and other commercial activities to support a new town center in proximity to the MLK Green Line station; create a neighborhood retail center in

proximity to the Grand Avenue and Malcolm X Boulevard intersection; enhance retailing opportunities and design through infill development along Martin Luther King, Jr. Boulevard, and, in some cases, convert existing retail and commercial buildings to residential uses. Attract 300,000 square feet of retail space and 150,000 square feet of office or other commercial space in new private development by 2035.

In 2013, O'Reilly Auto Parts opened at 3109 MLK Jr. Boulevard. This reflects the city's goal of retail and commercial activity along Malcolm X Boulevard. The city still aims to increase retail opportunities as the area still suffers from the need for more commercial and retail activity. Also, the City's Complete Streets Initiative has identified Grand Avenue for early implementation of streetscape enhancements such as shared bicycle lanes, enhanced sidewalks and upgraded crosswalks. The Initiative identifies Martin Luther King Jr. Boulevard and Robert B. Cullum Boulevard as mixed-use corridors. South of Martin Luther King, Jr., Robert B. Cullum and Malcolm X boulevards should transition to residential corridors. At this time, the Complete Streets initiative has not moved forward at Grand Avenue.

- Expand parks and open space within the district by encouraging the development of both private and public parks and open space, such as pocket parks, plazas, courtyards, and recreation areas, within walking distance (1/4 mile) of new residential development, especially new mid- and high-density residential development.

In 2010, the City's Design Studio held public meetings to examine parks, open space, and streetscape improvements along Martin Luther King Boulevard and Grand Avenue. As a result of those meetings, Grand Avenue became one of the projects in the City's Complete Streets Program.

The 2012 bond program included \$2,449,000 for Complete Streets improvements on Grand Avenue from Robert B. Cullum to Good Latimer Expressway. The project will include enhanced sidewalks and crosswalks, pedestrian lighting, and landscape and irrigation. Engineering design is underway and expected to be completed by January 2015. Construction is scheduled to start in Summer 2015.

The 2012 bond program included \$468,900, and the Fair Park Area is contributing \$508,000, for improvements on Martin Luther King, Jr. Boulevard from Robert B. Cullum to S.M. Wright Freeway. The project will include bike route improvements, enhanced sidewalks and crosswalks, pedestrian lighting, landscape and irrigation, and mid-block pedestrian crossings. Engineering design is underway and expected to be completed by December 2014. Construction is scheduled to start in May 2015.

During FY 2012, the City installed shared lane markings to encourage bicycling on Martin Luther King, Jr. Boulevard from Fair Park to Julius Schepps Freeway. The long term plan is for this shared lane to connect to future bicycle facilities on the Cedar Crest Bridge.

- Improve security and safety through pedestrian lighting and design that encourages “eyes on the street.”

The South Dallas Fair Park Trust Fund is currently examining prospective funding sources to provide surveillance cameras throughout the district. As of FY 2014, the fund is still seeking a grantee to execute the project.

- Generate approximately \$30.3 million (net present value) in increment over 25 years of collection.

The district’s assessed property value has increased from its 2005 base year value. Preceding years’ values have generated approximately \$205,245 in incremental revenue.

Year-End Summary of Meetings

Effective September 1, 2011, only those taxing units that have approved the payment of all or a portion of the tax increment produced by the unit into the TIF fund for that district may appoint one member to the board. Currently only the City and Dallas County participate financially in the Grand Park South District

The board now consists of places for seven directors: six to be appointed by the City Council and one appointed by Dallas County.

The board experienced multiple membership changes during the year. Alendra Lyons forfeited his position on December 17, 2013. Chris Aslam was not reappointed following his holdover status ending on June 30, 2014, and Jesus Machuca-Prado was not reappointed following his holdover status ending on June 30, 2014. Rick Loessberg, the representative from Dallas County continues to serve. These changes brought the total number of board members to one.

The Grand Park South TIF District by-laws require five members to be appointed and therefore the board was unable to meet during the fiscal year.

The Dallas City Council approved 9 items during the fiscal year related to the district. These items are summarized below:

- On December 11, 2013, the City Council approved Resolution No. 13-2069, authorizing a professional services contract with Freese and Nichols, Inc. for the engineering design of two complete street projects and one street reconstruction

project (list attached) - Not to exceed \$484,950 - Financing: General Obligation Commercial Paper Funds. *Projects: Robert B. Collum Boulevard to Good – Latimer Expressway. and Martin Luther King, Jr. Boulevard from Robert B. Collum Boulevard to S. M. Wright Freeway; Street reconstruction project on JB Jackson Jr. Boulevard from Grand Avenue to Martin Luther King, Jr. Boulevard*

- On February 12, 2014, the City Council authorizing a Chapter 380 Forgivable Loan in the amount of \$275,000 to Two Podner's Retail Eateries, LLC for gap financing to develop a 11,000 square foot commercial building located at 1441 Robert B. Cullum Boulevard in Dallas to expand Two Podner's Barbeque and Seafood Restaurant and add 6,500 square feet of retail space.
- On April 23, 2014, the City Council authorizing the re-establishment of the South Dallas/Fair Park Area Business Façade/Revitalization Program which provides façade improvements for buildings with operating businesses along Martin Luther King Jr. Boulevard from Robert B. Cullum Boulevard to the S.M. Wright Freeway, pursuant to Chapter 380 of the Texas Local Government Code, in order to promote economic development in the South Dallas/Fair Park area. *Results: Re-established the program with \$100,000 approved in funding to be used in individual grants of approximately \$20,000 for each business. To date, \$92,500 in CDBG funds have been used to complete improvements to five businesses in the South Dallas/Fair Park area. An additional \$100,000 from the General Fund account is being used along Martin Luther King, Jr. Boulevard only. Currently, four businesses have commitment agreements and one additional business is in pending status.*
- On April 23, 2014, the City Council authorized (1) a Special Economic Development Loan Agreement with Two Podners Retail Eateries, LLC, in the amount of \$100,000 to partially underwrite the cost of development of an 11,000 square foot structure to be located at 1441 Robert B. Cullum Boulevard in Dallas to expand Two Podners Barbeque and Seafood Restaurant and add 6,500 square feet of tenant space; and (2) an increase in appropriations in the amount of \$100,000 - Not to exceed \$100,000, from \$3,377,481 to \$3,477,481 - Financing: South Dallas/Fair Park Trust Funds. *Results: Private investment of \$1,835,000 for 11,000 Square feet commercial building, including Two Podners.*
- On June 11, 2014, the City Council authorized an increased in the contract with Texas Standard Construction, Ltd. for the construction of monuments, sidewalks, crosswalks, pedestrian lighting and minor landscape improvements for Martin Luther King, Jr. Boulevard at Atlanta Street, Malcolm X Boulevard and Robert B. Cullum Boulevard, from \$12,150,167 to \$13,029,167 - Financing: General Obligation Commercial Paper Funds.
- On June 11, 2014, the City Council approved Authorize a Gateway Monument Agreement with the Texas Department of Transportation for installing and maintaining monuments in the median of Robert B. Cullum Boulevard at Martin Luther King, Jr. Boulevard. *Project: Installation and maintenance of a Gateway Monument as part of street paving, drainage, streetscape improvements, traffic*

signal upgrade, and surveying along Continental Avenue from Riverfront Boulevard to IH 35.

The Grand Park South TIF District's Project Plan and Reinvestment Zone Financing Plan established a budget for public improvement expenditures that are necessary to support private investment.

The district's budget and spending to date are provided below:

Grand Park South TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget** (Total Dollars)	Allocated	Balance
Infrastructure Improvements	\$59,486,489	\$0	\$59,486,489
Environmental Remediation	\$5,906,459	\$0	\$5,906,459
Façade Restoration	\$4,429,845	\$0	\$4,429,845
Parks, Open Space and Signature Entries	\$8,437,800	\$0	\$8,437,800
Grant and Loan Program	\$1,265,669	\$0	\$1,265,669
Administration and Implementation*	\$4,851,735	\$195,754	\$4,655,981
Total Project Costs	\$84,377,998	\$195,754	\$84,182,244
* Administrative cost is based on actual hours worked on TIF related activities by City staff and related City overhead.			
**Budget shown above in current dollars, updated yearly; TIF Project Plan shows the budget in net present value.			
Values above do not include interest payments or receipts			

Grand Park South TIF District Project Plan Budget (NPV Values)	
Category	TIF Budget (NPV)
Infrastructure Improvements	\$21,360,667
Environmental Remediation	\$2,120,917
Façade Restoration	\$1,590,688
Parks, Open Space and Signature Entries	\$3,029,882
Grant and Loan Programs	\$454,482
Administration and Implementation	\$1,742,182
Total Project Costs	\$30,298,818
All values discounted to 2006 dollars at 5% annually. Actual expenditure value will depend on timing of the project costs.	

FY 2015 Work Program

No TIF district activities can take place until additional board members are appointed.

Subject to the approval of new board members, the FY 2015 work program for the Grand Park South TIF District includes:

- Coordinate with the City's HUD Challenge Grant for TOD grant planning and redevelopment efforts near the MLK DART Station.
- Encourage development projects within the district
- Approval of an amendment to the Grand Park South TIF District by-laws regarding changes in the composition of the district's board of directors and design review process
- Approval of the City of Dallas Tax Increment Finance Districts Mixed Income Housing Guidelines
- Approval of the City of Dallas TIF Design Review standards for TIF districts
- Approval of the FY 2011 annual report
- Approval of the FY 2012 annual report
- Approval of the FY 2013 annual report
- Approval of the FY 2014 annual report

Appendix: Financials

City of Dallas, Texas

Grand Park South Tax Increment Financing District Fund

Balance Sheet as of September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$19,763	\$19,700	\$28,236	\$38,442	\$37,744
Interest receivable	\$30	\$30	\$172	\$230	\$342
Total assets	\$19,793	\$19,730	\$28,408	\$38,672	\$38,086
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$0	\$0	\$0	\$0
Advances from developers	\$0	\$0	\$0	\$0	\$0
Deferred tax revenue	\$0	\$0	\$0	\$0	\$0
Due to general fund	\$5,822	\$5,822	\$0	\$0	\$0
Total liabilities	\$5,822	\$5,822	\$0	\$0	\$0
Fund Balance (Deficit):					
Fund Balance (Deficit)	\$13,970	\$13,908	\$28,408	\$38,672	\$38,086
Total Liabilities and Fund Equity	\$19,793	\$19,730	\$28,408	\$38,672	\$38,086
	\$0	\$0	(\$0)	(\$0)	(\$0)

Grand Park South Tax Increment Financing District Fund

Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)

For the Period September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$176,899	\$0	\$0	\$0	\$34,991	\$40,774
Tax increment-Intergovernmental	\$30,344	\$0	\$0	\$0	\$4,697	\$6,019
Interest income	\$2,479	\$83	\$7	\$247	\$378	\$796
Net increase (decrease) in fair value of investments	\$2	(\$21)	(\$175)	(\$4)	\$117	(\$314)
Total revenues	\$209,724	\$62	(\$169)	\$244	\$40,183	\$47,275
Expenditures:						
Administrative expenses	\$195,754	\$0	\$14,331	\$10,508	\$39,597	\$51,951
Non-Capital Outlay	\$0	\$0	\$0	\$0	\$0	\$0
Capital outlay	\$0	\$0	\$0	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$195,754	\$0	\$14,331	\$10,508	\$39,597	\$51,951
Excess (Deficiency) of Revenues over Expenditures	\$13,970	\$62	(\$14,500)	(\$10,264)	\$586	(\$4,675)
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$13,908	\$28,408	\$38,672	\$38,086	\$42,761
Fund balance (Deficit) at beginning of year, as restated	\$0	\$13,908	\$28,408	\$38,672	\$38,086	\$42,761
Fund balance (deficit) at end of year	\$13,970	\$13,970	\$13,908	\$28,408	\$38,672	\$38,086

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Grand Park South Tax Increment Financing District Fund
Reinvestment Zone Number Thirteen
As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$62	Interest Income
\$0	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
<u>\$62</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0	Administrative Expense
\$0	Public works
\$0	Capital outlay
\$0	Interest and fiscal charges
<u>\$0</u>	Total Expenditures

3. The Zone began reimbursing the General Fund for administrative costs incurred through fiscal year 2008-09.

4. Amount of Principal and Interest due-on outstanding indebtedness:

Grand Park South TIF District has incurred no bonded indebtedness as of September 30, 2014.

5. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014*	Base Year 2005 Value	Est. Captured Value 2014**
City of Dallas	\$48,389,098	\$44,850,019	\$3,539,079
Dallas County	\$48,359,098	\$44,850,019	\$3,509,079

*2014 taxable value shown for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.

**Based on Certified Taxable Value. The final values will be determined on February 01, 2015.

6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Amount of	
	Assessment Per \$100***	Estimated 2014 Increment
City of Dallas	0.71730	\$25,386
Dallas County	0.15802	\$5,545
Total for all Jurisdictions	<u>\$0.87532</u>	<u>\$30,931</u>

***Participation rates for City of Dallas and Dallas County are 90% for tax years 2007-2026 and 65% for tax years 2007-2021 respectively.

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$30,931. For the 2013 tax year, increment in the amount of \$0 was received.

City of Dallas, Texas
Grand Park South Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The Zone's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$4,105,732 over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the General Fund for costs incurred through fiscal year 2008-09. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

AGENDA ITEM # 29

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 9, 10, 13, 14

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 17 W; 26 D H V Y Z; 27 A-H J-N P-U W; 28 N; 36 C D

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fourteen, (Skillman Corridor TIF District), submitted by the Skillman Corridor TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 26148 on October 26, 2005, establishing Tax Increment Financing Reinvestment Zone Number Fourteen, (Skillman Corridor TIF District). On December 13, 2006, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 26534, as amended.

The Skillman Corridor TIF District's assessed tax value in 2014 was \$520,770,608. This represents an increase of 55% (\$184,813,297) over the assessed value of the base year (2005) value and an increase of 11.6% (\$54,072,894) over the final value for the previous year. With the participation of the City, Dallas County and the Richardson Independent School District, this increase will result in the collection of approximately \$1,730,077 total in incremental revenue for the Skillman Corridor TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On October 26, 2005, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Fourteen, the Skillman Corridor District TIF District by Ordinance No. 26148, as amended.

On December 13, 2006, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Skillman Corridor TIF District by Ordinance No. 26534, as amended.

On December 5, 2014, the Skillman Corridor TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Fourteen, ("Skillman Corridor TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Skillman Corridor area pursuant to Ordinance No. 26148, authorized by the City Council on October 26, 2005, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on December 13, 2006, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Skillman Corridor District TIF District by Ordinance No. 26534 as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 5, 2014, the Skillman Corridor TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Fourteen and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Fourteen, (Skillman Corridor TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Fourteen to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

Skillman Corridor TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 671-9821

http://www.dallas-ecodev.org/area_redevelopment.html

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Fourteen Tax Increment Financing District

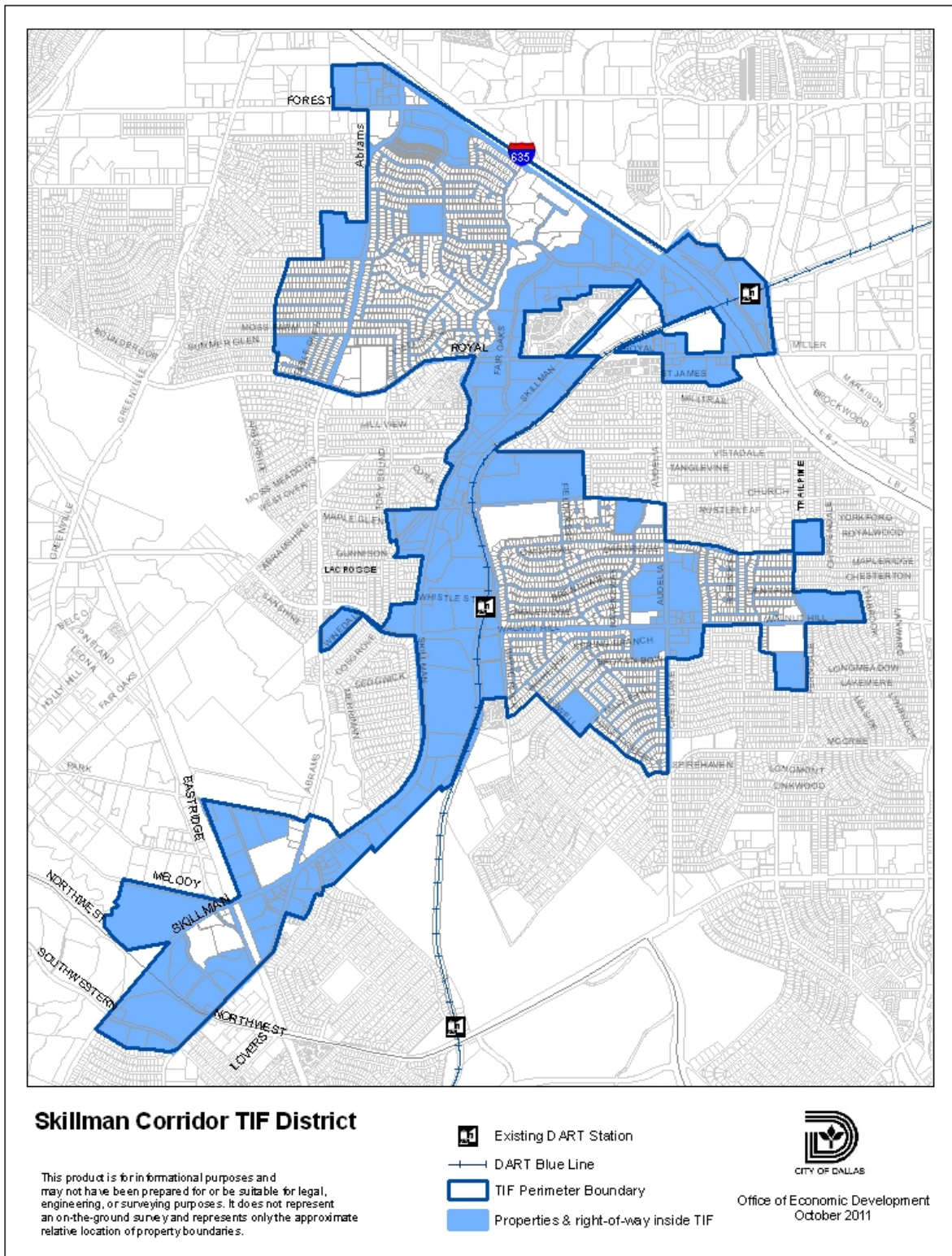


Table of Contents

Mission Statement.....	4
Skillman Corridor TIF District Accomplishments	4
Value and Increment Revenue Summary.....	10
Objectives, Programs, and Success Indicators	11
Year-End Summary of Meetings	14
Pending TIF Items.....	16
Budget and Spending Status.....	17
FY 2015 Work Program.....	19
Appendix A – Financials.....	20

Front cover shows the White Rock Trail Apartments (now called NorthRock Lake Highlands) under construction as viewed from Skillman Street.

Mission Statement

The mission of the Skillman Corridor TIF District is to provide a source of funding for public infrastructure improvements that will assist in creating a more sustainable mix of rental and owner-occupied residential property in the Skillman Corridor. This effort will help encourage the redevelopment of structurally obsolete apartment complexes and retail centers, better trail and recreational connections, and transit-oriented development near the Skillman/Walnut Hill DART light rail station and the existing Skillman/LBJ DART light rail station. The Skillman Corridor TIF District duration began on January 1, 2006, and will terminate on December 31, 2035, (including collection of the 2035 increment in calendar year 2036 and any related matters to be concluded in 2036).

Skillman Corridor TIF District Accomplishments

Dallas City Council established the Skillman Corridor TIF District by Ordinance Number 26148 on October 26, 2005. In December 2006, the district's boundaries were amended to include several Richardson Independent School District (RISD) campuses to help facilitate RISD meet future changing campus needs as the area is redeveloped. The RISD Board of Trustees approved contributing the debt service portion of future RISD increment to the TIF District up to \$10 million (net present value or a total amount of just over \$16 million). This financial participation marks the first financial participation by a school district in a Dallas TIF District since 1999. The Dallas City Council adopted the Skillman Corridor TIF District Project Plan and Reinvestment Zone Financing Plan on December 13, 2006 by Ordinance 26534.

In May 2009, the Skillman Corridor TIF Board adopted a "Skillman Corridor TIF Strategic Implementation Plan" to guide the next phases of development and improvements in the District.

In 2007, a development agreement with PC LH Land Partners, LP (PC LH) for the District's catalyst project "Lake Highlands Town Center (LHTC)" for TIF funding was approved by the Skillman Corridor TIF Board and the City Council. In addition, the project received funding commitments from Dallas Area Rapid Transit (DART) and the North Central Texas Council of Governments (NCTCOG) for a light rail station and related improvements at Skillman Street and Walnut Hill Lane along the existing DART Blue Line; Dallas County for infrastructure improvements; and City of Dallas bond funds for infrastructure improvements.

Infrastructure and other public improvements as part of the LHTC horizontal site development phase have been completed. An operation and maintenance agreement for non-standard public improvements has been executed with LC LH and the Lake Highlands Public Improvement District (LHPID) has agreed to partial assignment of those responsibilities.

The 20 acres of park land and trails constructed as part of the project was conveyed to the City on March 31, 2011. Maintenance responsibility has been designated to PC LH,

future owners and/or the Lake Highlands Public Improvement District (LHPID). Special events, including the annual Lake Highlands Oktoberfest in have begun being held at the LHTC.

Due to the economic downturn and contracted lending markets, vertical development at the LHTC was delayed. In June 2011, the TIF Board and City approved an amended development agreement for the Lake Highlands Town Center (LHTC) that increased the TIF funding dedication of future TIF revenues from \$23,000,000 to a maximum of \$40,000,000 subject to certain conditions.

Staff has continued to work with PC LH to assist in implementing the master planned project. A Phase I Block D1 project for 200 multi-family units and 7,500 square feet of ground floor retail space completed construction in 2014 with leasing efforts underway.

In FY 2011, a development agreement with Audelia WGK, LLC for the White Rock Place development was approved by the Skillman Corridor TIF Board and the City Council. The site is located at the southwest corner of Walnut Hill Lane and Audelia Road. The site has been reconfigured into a smaller retail component of 18,000 square feet, infrastructure for 17 residential lots and all homes completed as of late 2013.

A development agreement with the Richardson Independent School District (RISD) was approved in FY 2011 to provide reimbursement pursuant to the Interlocal Agreement between the City and RISD for stadium facility improvements for the Lake Highlands High School. Reimbursement payments have been processed annually as funds are available.

During FY 2012, the TIF Board approved by-law amendments to reflect changes in state law for TIF Board composition recognizing that only taxing jurisdictions that participate financially can have representation and a change in the TIF design review process to have that function undertaken as part of the City Design Studio Peer Review Panel. The TIF Board also approved mixed-income housing guidelines.

During FY 2013, a development agreement with WRT/DK Residential, L.P. for the White Rock Trail Apartments project was approved by the TIF Board and City Council. The apartments have been under construction with completion anticipated late 2014.

During FY 2014, staff began discussions on potential updated development plans for LHTC, primarily the retail block as a next phase. Discussions with other parties on potential development sites in various parts of the district were also held.

Several projects in the District have been completed or in the development stage this year as shown in the following table.

Skillman Corridor TIF District Projects ¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. or Estimated Value ³	TIF Investment ⁴
Lake Highlands Town Center ²	NE and SE corner Walnut Hill/Skillman	Public Improv – 2010; Ph I – 2014 Future Phases - 2015-18	<i>Sitework/public improv. complete Phase I - Haven (200 units and 7,500 square feet of retail) complete.</i>	1,265 res. units/ 219,650 square feet retail space/ 30,000 square feet office	Ph I –Haven: \$23,000,000 Estimate total future phases: \$190,000,000	\$40,000,000*
White Rock Place	SW Corner Walnut Hill & Audelia	2013	Retail portion & infrastructure for SF lots complete. SF homes had just partial DCAD value for 2013 appraisal year. Total value still an estimate.	17 SF lots; 18,000 sf retail reconfig.	\$11,662,546	\$2,372,000
NorthRock Lake Highlands (formerly called White Rock Trail Apts.)	6808 Skillman St	2014	Under construction	362 units	\$30,000,000	\$4,000,000
Subtotal				1,644 res. Units; 237,650 square feet retail; 30,000 square feet office	\$254,662,546	\$46,372,000
Projects Within TIF District Not Utilizing TIF Funding ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
Trimark Town Homes	9400 Block Timberleaf Dr	2005	Complete	84 units	\$9,920,085	n/a
Medallion Retail Center expansion/renov. ⁸	6300 E Northwest Hwy & 5720 Skillman St.	2006	Complete	88,800 square feet new space	\$26,055,810	n/a
Kingsley Square Redevelopment	7203 Skillman St.	2007	Complete	76,000 square feet retail	\$13,862,630	n/a

Wal Mart Supercenter	9382 LBJ Fwy.	2008	Complete	204,000 square feet retail	\$19,000,000	n/a
The Avery on Southwestern (formerly Village View Apts)	8910 Southwestern Blvd.	2009	Complete	422 units	\$51,835,450	n/a
Dallas Children's Theater ⁶ – exterior improv., main entry & garden	6343 Northwest Hwy	2009	Complete	n/a	\$1,293,060	n/a
Timbercreek redevelopment	Skillman St@Northwest Hwy	2011-2012	Complete	485,000 square feet retail	\$61,269,490	n/a
The Bordeaux at Lake Highlands	SW corner Skillman St & Church Rd.	2014-2016	Under construction	37 SF lots/homes	\$25,000,000	n/a
Subtotal				543 res units; 853,800 square feet retail	\$208,236,525	\$0
Projects Utilizing and Not Utilizing TIF Funding						
Total				2,187 res units; 1,091,450 square feet retail; 30,000 square feet office	\$462,899,071	\$46,372,000
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ Principal amount not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown. ⁵ Selected significant projects included. ⁶ Tax-exempt property. Amount shown is approximate investment in improvements. ⁷ Includes other incentives not shown. Contact City of Dallas Office of Economic Development for more information. ⁸ For Medallion Retail Center, previous reports FY 11 and prior only showed added value of \$8.4 million; however, to be consistent with other reporting of redevelopment sites the full DCAD value is now shown. *Of the total \$40 million in pledged TIF funding for LHTC, \$7 million is contingent on added public infrastructure approved by the TIF Board. \$30 million allocated if development is in substantial conformance with adopted LHTC plans.						

In addition to TIF incentives, there have been other public funding commitments in support of the Lake Highlands Town Center (LHTC) project as shown in the District Initiatives table below. A unique partnership has been formed with PC LH and representatives from the City, Dallas County, DART, and the North Central Texas Council of Governments (NCTCOG) as a result of the interdependent layering of funding for infrastructure and public improvements requiring on-going coordination in support of the LHTC. The lessons learned can serve as a model for future interagency cooperation with the private sector in furthering transit-oriented development (TOD).

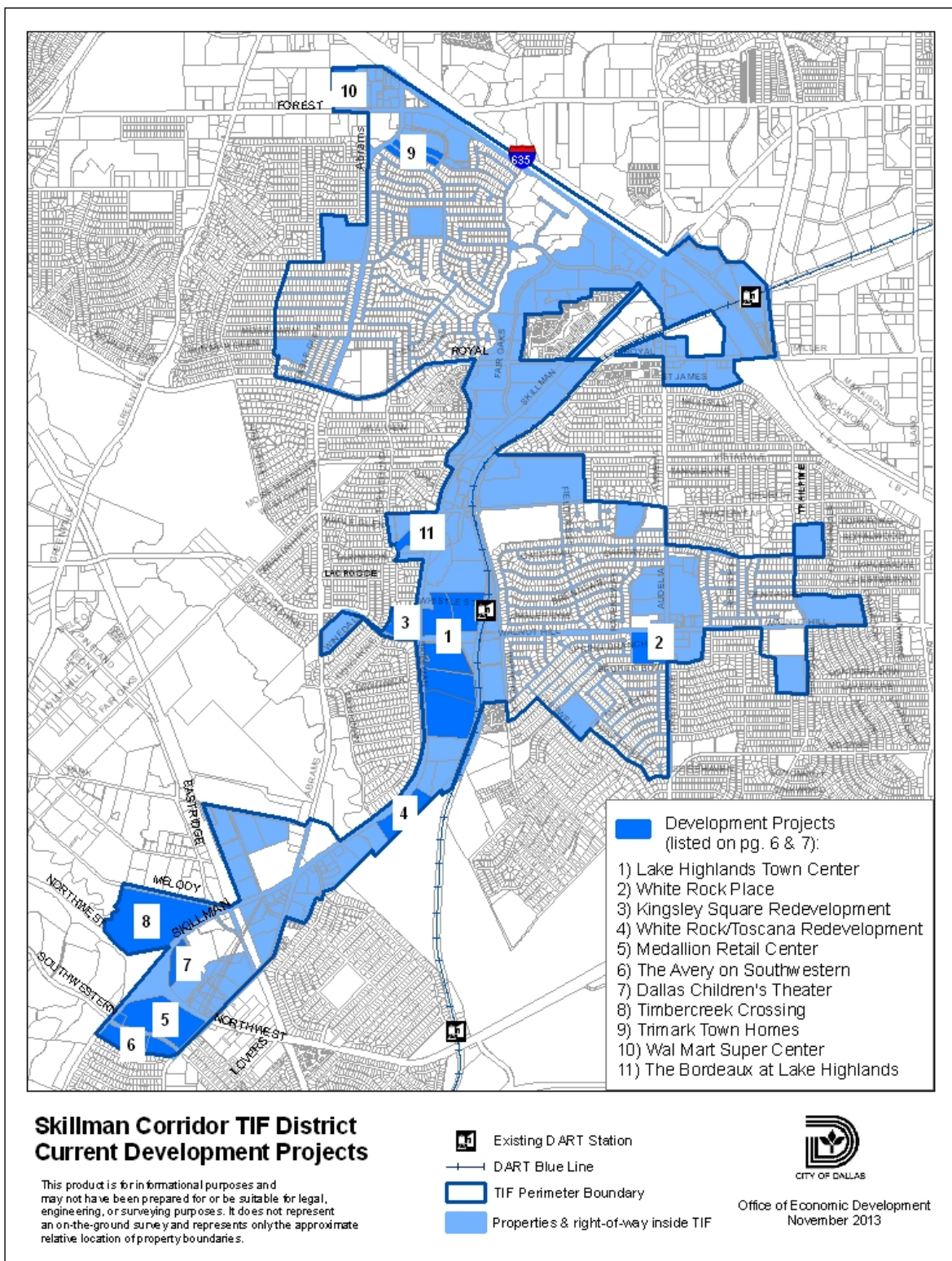
In June 2010, the North Central Texas Council of Governments (NCTCOG) Regional Transportation Council (RTC) awarded funding for two Sustainable Development (SD) Projects in the Skillman Corridor TIF District including the “LBJ/Skillman Urban Planning Initiative” (planning study) and The “Lake Highlands TOD Multimodal Connectivity Project” (infrastructure project).

The LBJ/Skillman Urban Planning Initiative will include evaluating the best land use and development mix in the LBJ/Skillman DART Station area and strategies to encourage transit-oriented development (TOD) and supporting pedestrian/bike improvements. The NCTCOG staff will manage the consultant selection process for the study with representation from the City and during the study there will be a project review committee that may include community representatives. In August 2009, the Skillman TIF Board approved a pledge of TIF funding in the amount of \$25,000 as matching funds for the project. NCTCOG funding includes \$100,000 with a required local 20% match of \$25,000 for a total study amount of \$125,000. During FY 2014, the study was finalized with a report reviewed and recommended by the City Plan Commission and pending City Council adoption in October 2014.

The “Lake Highlands TOD Multimodal Connectivity Project, with Dallas County and PC LH as partners, was selected for funding as an infrastructure project totaling \$3,243,000 to expand the hike and bike trail south from the LHTC to the existing White Rock Creek Trail (at Skillman Street, north of Abrams Road). The scope also includes intersection improvements for Walnut Hill Lane and Skillman Street. Dallas County and PC LH will provide the 20% local match (estimated at \$648,000) and Dallas County will advance the remaining project costs and request 80% reimbursement by the NCTCOG. During FY 12 staff coordinated with the NCTCOG, Dallas County, and PC LH on preparations for project agreements. In September 2012, the City Council authorized three specific agreements for the project: 1) an interlocal agreement between the City, NCTCOG and TXDOT; 2) a development agreement between the City and PC LH; and 3) an agreement between the City and Dallas County. Interagency coordination has been ongoing, a building permit was secured for the White Rock Trail Apartment project; however, a second commercial permit at the Lake Highlands Town Center is pending in order to meet NCTCOG requirements for mixed use development as part of the SD funding. It is anticipated, upon a final project scope and the provision of 10% developer local match funds that the design phase for the improvements will begin in 2015.

District Initiatives – Other Public Support for LHTC				
Activity	Scope	Status	Investment	Source
New DART Light Rail Station – Skillman St./Walnut Hill Ln.	Along the existing DART Blue Transit Line, a new station will be added on the northeast side.	Funding approved by DART Board in October 2006. Station opened Dec. 2010.	\$10,000,000	DART
City 2006 Bond Funds – Proposition Eight	Public infrastructure support for a transit-oriented development at Skillman St/Walnut Hill Ln.	Council authorized bond sale and a Chapter 380 grant agreement in 2007. Infrastructure improvements completed 2010.	\$4,677,282	2006 City Bond Program
Dallas County Major Capital Improvement Program (MCIP)	Funding in support of the LHTC for transportation infrastructure including bridge over Jackson Creek, collector streets, and pedestrian improvements.	Initial funding pledged in May 2007. A project specific agreement was approved by Commissioners Court in May 2008. Improvements completed in 2010.	\$3,421,846	Dallas County MCIP Fund 196, Project 8201
North Central Texas Council of Governments (NCTCOG) with DART local funding exchange.	Traffic and median improvements, collector streets, and pedestrian access and transit related improvements.	NCTCOG Regional Transportation Council (RTC) approved Oct. 2007. Interlocal agreement with City executed May 2008. Construction completed in 2010.	\$5,150,000 \$1,287,500	NCTCOG/RTC Local Match – Private (<i>eligible for TIF reimbursement</i>)
Regional Transportation Council (RTC) 2009-10 Sustainable Development Program – Lake Highlands TOD Multimodal Connectivity Project	Hike/bike trail extending from south end of Lake Highland Town Center Trail into the White Rock Creek Trail near Skillman Street. Skillman/Walnut Hill intersection improvements including second left hand turn lane at west bound Walnut Hill onto Skillman and pedestrian improvements.	<i>Funding approved.</i> Project selected by the RTC in June 2010. City Council resolution of support in August 2010. City Council authorized agreements in September 2012. Anticipate design beginning 2015.	\$3,467,778 total includes: \$2,774,222 \$693,556	RTC funds Local match from private source and Dallas County Major Capital Improvement Program (MCIP) funds.
Regional Transportation Council (RTC) 2009-10 Sustainable Development Program – LBJ/Skillman Urban Planning Initiative	Planning study to determine future land use, development scenarios, and zoning to facilitate transit oriented development (TOD) near the LBJ/Skillman DART Station area, potential pedestrian and transit linkages, and opportunities for new trails and open spaces.	<i>Funding approved.</i> Project selected by the RTC in June 2010. City Council authorized resolution of support for the project August 2010. Study completed and City Plan Commission approved. Council action pending October 2014.	\$125,000 total includes: \$100,000 \$25,000	RTC funds Local match from Skillman Corridor TIF Fund
Total Investment			\$28,129,406	

TIF District Development Project Map



Value and Increment Revenue Summary

The Skillman Corridor TIF District's assessed 2014 City taxable value was \$520,770,608 and varies for other taxing jurisdictions due to exemption levels. This represents an increase of \$184,813,297 or 55% over the base year (2005) value and an 11.6% increase over last year's final value. The TIF District anticipates collecting approximately \$1,730,077 in incremental tax revenue for tax year 2014. The anticipated RISK portion totals \$231,013 and 30% or \$69,304 will be earmarked for the RISK Facility Improvements TIF budget line item pursuant to RISK's interlocal agreement with the City. The positive increase in the District's tax base can be attributed on an approximate percentage basis to added value of new construction (70% of the increase), major property transactions including sites under development (20%), and appreciating property values (10%) in the District. To date, the majority of the added construction value is attributed to the Timbercreek redevelopment and The Avery on Southwestern apartment redevelopment.

Objectives, Programs, and Success Indicators

Among the goals of the Plan are:

- To create additional taxable value attributed to new private investment in projects in the Skillman Corridor TIF District totaling approximately \$592 million.
Over \$217 million in new investment is completed and an additional \$245 million is underway or planned (78% of the goal).



The Haven
residential/ground floor
retail project, first vertical
development at Lake
Highlands Town Center.

- To attract new private development in the Skillman Corridor TIF District totaling approximately 740,000 square feet of new or upgraded retail space and 6.4 million square feet of new or upgraded residential development including town home, multi-family, and single-family projects.
871,800 square feet of new and upgraded retail space is completed and an additional 219,650 is planned (exceeding the goal by 47%). 723 residential units are completed, 399 under construction and 1,065 planned, approximately 2,028,540 square feet total (32% of the goal).



White Rock Place redevelopment - new homes completed 2013



Bordeaux, another new single family subdivision under construction along the Skillman Corridor

- To focus on encouraging the redevelopment of properties on the Skillman Street corridor and the existing DART Light Rail Station at LBJ and Skillman to increase density and provide enhanced urban design for the District.

The TIF Board adopted a Skillman Corridor TIF District Strategic Implementation Plan to better focus redevelopment activities and TIF expenditures including supporting the Skillman/LBJ Gateway planning effort to promote TOD development at the LBJ/Skillman DART Station area. A NCTCOG Regional Transportation Council (RTC) funded planning study began in 2012 and is in the process of examining development options and public improvements needed to facilitate TOD development around the LBJ DART station.

TXDOT has a preferred alternative for the LBJ Freeway/Skillman/Audelia intersection (incorporating the extensive efforts made by community leaders to present an alternative to an original flyover bridge design) that is in the schematic design and environmental document phase.

- To maintain the stability of local schools as redevelopment occurs in the housing market.

In May 2007, the TIF Board adopted "Skillman Corridor TIF District Relocation Assistance/Student Retention Program Guidelines" with substantial input from the Richardson Independent School District (RISD) and private partners as part of negotiating the LHTC development agreement. A concerted effort was made at the start of the LHTC redevelopment to relocate remaining tenants to other apartment complexes within the RISD. Occupancy levels were low at the time and of the 110 unit relocations specifically tracked in August 2007, 78% relocated to another complex in the RISD.

Current RISD enrollment data for FY 2014 indicates that overall enrollment for the eleven RISD campuses within the TIF District is up 24.6% compared to the 2006-07 school year when tracking for the

potential impact of TIF related redevelopment began. Over the eight year period, with the exception of Lake Highlands High School with relatively level enrollment, all schools gained students with some elementary schools having enrollment increases above 40%. Staff and the Board will continue to work with school district representatives to monitor enrollment.

- To reach ridership at existing and future DART light rail stations in the District averaging over 3,000 riders per weekday by 2015.

Currently the average daily ridership level is 1,390 at the existing Skillman/LBJ light rail station and 525 at the Lake Highlands light rail station through the September 2014 reporting period. In comparison the LBJ station in the 2006 fiscal year following the TIF district creation had 1,483 average daily ridership and the Lake Highlands Station in its first full operating year 2011 had average daily ridership of 435. Staff will continue to monitor ridership trends.

- To improve access and connections to the DART light rail system within the District.

The new Lake Highlands DART opened December 6, 2010. The new station is the first infill station constructed by DART while DART Rail is in operation. The station area is being incorporated with the development of the Lake Highlands Town Center (LHTC).



Lake Highlands DART station

- To increase recreational opportunities and improve connections to the City of Dallas trails and open space system in the District.

The 20 acres of park and trails as part of the LHTC has been completed and was conveyed to the City in March 2011; however, maintenance of the park space will be handled private and/or by the Lake Highlands

Public Improvement District (PID). Several public events have been held at the LHTC in the open spaces.

The NCTCOG Regional Transportation Council (RTC) has also approved funding to expand the hike and bike trail south from the LHTC to the existing White Rock Creek Trail (at Skillman, north of Abrams). Interagency coordination has been ongoing with design anticipated to begin in 2015.



LHTC trail and public art installed along the park/trail areas

- To generate approximately \$49.7 million (net present value) in increment over 20 years of collections.

The District's 2014 total taxable value of \$520,770,608 is approximately 35% behind the original projection of \$807,384,394. The economic downturn in the early years of the district impacted the pace of new construction and existing property values. Current projections show maximum collections not be reached within the life of the district unless the pace of development increases.

- To diversify retail and commercial uses in the District.

Upgrades were made at the Kingsley Square and Medallion Center. A Wal Mart Supercenter was completed in 2008 and the Timbercreek Crossing development is complete with Wal Mart/Sam's Club and J.C. Penney as anchors. The White Rock Place project included upgraded signage and site improvements as part of consolidating viable retail space.

Façade improvements completed at White Rock Place retail center.



Year-End Summary of Meetings

The Skillman Corridor TIF District Board of Directors met twice during the fiscal year from October 1, 2013 to September 30, 2014. The Board approved and forwarded one item to City Council.

The Board, based on amended composition, can consist of up to nine members, including seven City of Dallas appointees, one Richardson School District appointee, and one Dallas County appointee. During FY 2014 the Board members were (FY 2014 Board meetings attended): Alan Walne, Chair – City Representative (2 of 2 meetings), Robb Stewart, Vice Chair – City Representative (1 of 2 meetings), James Frye – City Representative (2 of 2 meetings), Marcus Valerin (1 of 2 meetings), James Adams (1 of 2 meetings – *only served part of year*), John Dean (1 of 2 meetings), Alan Hargrove (1 of 2 meetings), Chris Wright (1 of 2 meetings - *only served part of year*), Rick Loessberg – Dallas County Representative (0 of 2 meetings) and Adam Meierhofer – RISD Representative (2 of 2 meetings). *Alan Walne and Robb Stewart were both term limited as of July 2014. Two new City representatives were appointed after the last meeting – David Brown and Robert Walne. John Dean was designated the Chair following the last meeting.*

During the fiscal year, the City Council approved five items associated with development projects or public initiatives in the Skillman Corridor TIF District:

- On November 12, 2013, the City Council passed Resolution Number 13-1966 authorizing (1) the acceptance of \$13,350,000 of Community Development Block Grant Section 108 Guarantee Loan Program Funds (Section 108 Loan Funds) from the U.S. Department of Housing and Urban Development (HUD) for Lake Highlands Town Center Phase I commercial development project; (2) a loan agreement with PC LH Land Partners LP (the Section 108 Borrower), its affiliates or assigns in the amount of \$13,350,000 of Section 108 Loan Funds for development of the Lake Highlands Town Center Phase I project (the Section 108 Borrower Loan) including construction of commercial buildings with approximately 145,000 square feet of space and parking structure with approximately 1,069 parking spaces, sitework, loan interest reserve, and financing costs for public offering for the transit-oriented development located in the 7140 to 7160 blocks of Skillman Street; (3) the City Manager to enter into all necessary agreements with HUD including a Funding Approval/Agreement, a Fiscal Agency Agreement, a Promissory Note, up to two letters of agreement for establishment of a custodial account, documents relating to additional security if required by HUD, and a letter requesting advance funds for interim financing; (4) the City Manager to establish appropriations for Section 108 Loan Funds for a commercial development loan; and (5) the City Controller to deposit and disburse funds from an identified account for Section 108 Loan Funds - Not to exceed \$13,350,000 - Financing: Community Development Block Grant Section 108

Guarantee Loan Funds. *(Related to Lake Highlights Town Center project. Subsequent Council action on February 12, 2014 was denial)*

- On January 8, 2014, the City Council held a public hearing and passed Resolution Number 14-0113 authorizing a professional services contract with Newman, Jackson, Bieberstein for topographic survey, geotechnical services, and design development through construction administration services of a hike and bike trail to include retaining wall design and hike and bike lane striping on roadway for the Lake Highlands Trail, Phase II located between White Rock Trail and Skillman Road - Not to exceed \$140,823 - Financing: General Obligation Commercial Paper Funds.
- On January 8, 2014, the City Council passed Ordinance Number 29236 abandoning a utility easement to WRT/DK Residential, L.P., the abutting owner, containing approximately 112,098 square feet of land, located near the intersection of Skillman Street and Merriman Parkway - Revenue: \$5,400, plus the \$20 ordinance publication fee *(Related to White Rock Trail Apartments project)*
- On February 26, 2014, the City Council passed Resolution Number 14-0384 accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fourteen, (Skillman Corridor TIF District), submitted by the Skillman Corridor TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law.
- On August 13, 2014, the City Council held a public hearing and passed Ordinance Number 29422 granting an amendment to Planned Development District No. 788 for MF-1(A) Multifamily District Uses on property on the southeast line of Skillman Street, north of Walling Lane. Recommendation of Staff and CPC: Approval, subject to a revised development plan and revised conditions Z134-206(RB) [Hearing closed, CPC recommendation followed] *(Related to White Rock Trail Apartments)*

Pending TIF Items

- Consideration of the FY 2014 TIF District Annual Report and a recommendation to the City Council for approval.
- Review of updated development plans for the Lake Highlands Town Center.

Budget and Spending Status

Each TIF District establishes a budget for the public improvement expenditures necessary to support private investment in the district in the Project Plan and Reinvestment Zone Financing Plan. The current TIF District budget is shown below:

Skillman Corridor TIF District Projected Increment Revenue to Retire TIF Fund Obligations			
Category	TIF Budget ¹	Allocated ²	Balance
Skillman/Walnut Hill TOD Town Center: environmental remediation, interior/exterior demolition, street & utility improvements, streetscape, land acquisition, park/plaza design & acquisition, and economic development grants	\$44,782,142	\$40,000,000	\$4,782,142
Other Skillman Corridor Improvements: environmental remediation, interior/exterior demolition, street & utility improvements, streetscape, land acquisition, park/plaza design & acquisition, and economic development grants	\$53,603,653	\$5,928,974	\$47,674,679
Relocation Assistance/Student Retention	\$1,000,000	\$0	\$1,000,000
RISD Facility Improvements	\$5,000,000	\$5,000,000	\$0
Administration and implementation³	\$5,716,731	\$305,528	\$5,411,203
Total Project Costs	\$110,102,525	\$51,234,502	\$58,868,023
<p>1. Budget shown above in total dollars. However, TIF plan shows the budget in net present value. 2. Allocated amount for Other Skillman Corridor category includes a portion as a grant in lieu of interest up to \$457,000; the actual interest accrual is anticipated to be less. Interest accrued as of FY 2014 (September 30, 2014) totals \$13,974.</p> <p>3. TIF administration costs shown are expended or committed through FY 2013. Costs include \$25,000 local match for a NCTCOG grant funded planning study.</p>			

Skillman Corridor TIF District Project Plan Budget	
Category	TIF Budget*
Skillman/Walnut Hill TOD Town Center: environmental remediation, interior/exterior demolition, street & utility improvements, streetscape, land acquisition, park/plaza design & acquisition, and economic development grants	\$20,000,000
Other Skillman Corridor Improvements: environmental remediation, interior/exterior demolition, street & utility improvements, streetscape, land acquisition, park/plaza design & acquisition, and economic development grants	\$23,809,003
Relocation Assistance/Student Retention	\$531,833
RISD Facility Improvements	\$2,659,164
Administration and implementation	\$2,684,296
Total	\$49,684,296
<i>* As approved in the Project Plan and Reinvestment Zone Financing Plan (discounted to 2006 dollars).</i>	

Skillman Corridor TIF M/WBE Participation			
Project	Contractor	Total Contract Award Amount	Percentage Minority Participation
Lake Highlands Town Center (LHTC) Project			
LHTC Civil Engineering/Design	Pacheco Koch & TBG Landscape Architects	\$1,225,000	76%
LHTC – Environmental Consulting (<i>private competitive bidding</i>)	Southwest Geoscience	\$256,365	100%
LHTC – Abatement (<i>private competitive bidding</i>)	AMX Environmental	\$2,954,777	33%
LHTC – Demolition (<i>private competitive bidding</i>)	Intercon Demolition	\$1,861,230	21%
LHTC – Geotechnical Services (<i>private competitive bidding</i>)	Terracon	\$11,500	47%
LHTC – Public Bid (City) Package #1 for dirtwork, storm sewer, sanitary sewer, and retaining wall construction	Walton Construction	\$9,782,947	18%
LHTC – Utilities (<i>private competitive bidding</i>)	Tri-Dal	\$1,102,291	6%
LHTC – Tree relocation/ test lab	Environmental Design & Terracon	\$567,331	n/a
LHTC – Park/Trail improvements (<i>private competitive bidding</i>)	Valley Crest	\$2,500,000	35%
City/Private Bid Total		\$20,261,441	\$5,227,256 (25.8%)
Dallas County Public Bid Package – LHTC bridge, roads, streetscape, signals	Austin Bridge and Road, Inc.	\$8,076,506	9%
White Rock Place (WRP) Project			
WRP – Flat work	W.O.E. Construction	\$5,179	0.70%
WRP – Erosion control	Brock Environmental Services, LLC	\$14,459	1.96%
WRP - Utilities	JT Dersner	\$369,204	49.99%
WRP – Building demo	E.W. Wells Group, LLC	\$272,360	40.39%
WRP Bid Total		\$1,412,775	\$661,202 (46.8%)
White Rock Trail Apartments (WRT) Project			
WRT – Building demo	Lindamood Demolition, Inc.	\$553,665	37.9%
WRT - Abatement	Southwest Geoscience	\$60,500	4.14%
WRT Bid Total		\$1,460,986	\$614,165 (42%)
Overall Total		\$31,211,708	\$7,229,509(23.2%)
Overall Total (excluding Dallas County bid)		\$23,135,202	\$6,502,623 (28.1%)

FY 2015 Work Program

The FY 2015 work program includes:

- Continue coordination efforts for the LHTC and other development projects.
- Continue working to support the efforts of the LBJ/Skillman Gateway Plan.
- Staff support for the implementation of the LBJ/Skillman Urban Planning Initiative and Lake Highlands TOD Multimodal Connectivity projects selected for funding by the North Central Texas Council of Governments (NCTCOG).
- Monitor the impact of redevelopment on RISD student enrollment.
- Working to improve connections to the City of Dallas trails and open space system in the District.
- Investigate additional sources of funding for the District.



View of trail at Lake Highlands Town Center. City, County, and private partner efforts toward extending the trail south are ongoing.

Appendix A – Financials

City of Dallas, Texas

Skillman Corridor Tax Increment Financing District Fund

Reinvestment Zone Number Fourteen

As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$1,823	Interest Income
\$1,202,045	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
\$1,203,868	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0	Administrative Expense
\$295,982	Non-Capital outlay (1)
\$0	Capital outlay (1)
\$13,974	Interest and fiscal charges
\$309,956	Total Expenditures

(1) These expenditures were for the following projects:

White Rock Place Project Reimbursement	\$261,233
Partial Reimbursement #5 for RISD Public Imp.	\$34,749
Total	\$295,982

3. The Zone began reimbursing the General Fund for administrative costs in fiscal year 2008-09.

4. a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:

Skillman Corridor TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The Zone entered into a development agreement; as amended, with PC LH Land Partners, LP for the "Lake Highland Town Center" development in the TIF in an amount not to exceed \$40,000,000 and began reimbursing the developer in fiscal year 2011 with future reimbursement after additional conditions are met and upon availability of TIF funds.

c. The Zone also entered into a development agreement with Audelia WGK, LLC for the White Rock Place redevelopment in an amount not to exceed \$2,372,000. The Zone fully reimbursed the developer in fiscal year 2014 with status as follows:

	Advance	Accrued	Less	Total (P & I)
Project	Principal	Interest	Payments	Outstanding
White Rock Place Project	\$1,915,000	\$13,974	\$1,928,974	\$0
Total	\$1,915,000	\$13,974	\$1,928,974	\$0

d. The Zone entered into a development agreement with WRT/DK Residential, L.P. for the White Rock Trail Apartments project in 2013 in an amount up to \$4,000,000 with reimbursement to begin after project completion and upon availability of TIF funds.

5. Tax increment base and current captured appraised value retained by the zone:					
		Taxable	Base Year	Est. Captured	
	Taxing Jurisdiction	Value 2014*	2005 Value	Value 2014**	
	City of Dallas	\$520,770,608	\$335,957,311	\$184,813,297	
	Dallas County	\$520,679,234	\$335,909,087	\$184,770,147	
	Richardson School District # 1 (INS)	\$312,465,676	\$235,461,409	\$77,004,267	
	Richardson School District # 2 (Operating)	\$0	\$0	\$0	
*Taxable value shown for participating taxing jurisdictions. County & RISD #1 values are approximate and will vary slightly from the City value due to different exemption levels.					
**Based on Certified Taxable Value. The final values will be determined on February 01, 2015.					
6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:					
A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:					
		Assessment	Amount of		
		Per \$100***	Estimated 2014		
	Taxing Jurisdiction		Increment***		
	City of Dallas	0.67745	\$1,252,018		
	Dallas County	0.13371	\$247,047		
	Richardson Independent School District # 1 (INS)	0.30000	\$231,013		
	Richardson Independent School District # 2 (Operating)	0.75000	\$0		
	Total for all Jurisdictions	\$1.86115	\$1,730,077		
***Participation rate for City of Dallas is 85% for tax years 2008 - 2031.					
***Participation rate for Dallas County is 55% for tax years 2008 - 2027.					
Richardson Independent School District(RISD) participates at the rate of 16.48%(debt service portion only) for tax years 2008 - 2021.					
The Zone will set aside 30% or \$33,394 of the anticipated 2013 RISD increment of \$111,314 to reimburse RISD for Facility Improvements TIF budget line item pursuant to RISD's interlocal agreement with the City of Dallas.					
B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$1,730,077. For the 2013 tax year, increment in the amount of \$1,202,045 was received.					

City of Dallas, Texas						
Skillman Corridor Tax Increment Financing District Fund						
Balance Sheet as of September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:						
Pooled cash and cash equivalents		\$1,220,335	\$326,014	\$1,106,336	\$1,969,728	\$1,553,255
Interest receivable		(\$25)	\$384	\$4,460	\$6,080	\$8,097
Total assets		<u>\$1,220,310</u>	<u>\$326,398</u>	<u>\$1,110,796</u>	<u>\$1,975,808</u>	<u>\$1,561,353</u>
Liabilities and Fund Balance (Deficit):						
Liabilities:						
Accounts and contracts payable		\$0	\$0	\$0	\$1,506,578	\$0
Advances from developers		\$0	\$0	\$0	\$0	\$0
Accrued interest		\$0	\$0	\$0	\$0	\$0
Due to general fund		\$10,395	\$10,395	\$0	\$0	\$0
Total liabilities		<u>\$10,395</u>	<u>\$10,395</u>	<u>\$0</u>	<u>\$1,506,578</u>	<u>\$0</u>
Fund Balance (Deficit):						
Fund Balance (Deficit)		<u>\$1,209,916</u>	<u>\$316,004</u>	<u>\$1,110,796</u>	<u>\$469,230</u>	<u>\$1,561,353</u>
Total Liabilities and Fund Equity		<u>\$1,220,310</u>	<u>\$326,398</u>	<u>\$1,110,796</u>	<u>\$1,975,808</u>	<u>\$1,561,353</u>
		\$0	\$0	\$0	\$0	\$0
Skillman Corridor Tax Increment Financing District Fund						
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)						
For the Period September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$3,736,293	\$922,512	\$742,382	\$560,613	\$382,176	\$486,957
Tax increment-Intergovernmental	\$1,220,607	\$279,533	\$168,733	\$131,493	\$107,980	\$212,659
Interest income	\$44,695	\$3,064	\$1,529	\$5,460	\$11,409	\$15,903
Net increase (decrease) in fair value of investments	(\$956)	(\$1,242)	(\$4,918)	(\$121)	\$1,833	(\$4,946)
Total revenues	<u>\$5,000,638</u>	<u>\$1,203,868</u>	<u>\$907,726</u>	<u>\$697,446</u>	<u>\$503,398</u>	<u>\$710,573</u>
Expenditures:						
Administrative expenses	\$305,528	\$0	\$41,956	\$47,782	\$88,943	\$33,841
Non-Capital Outlay	\$1,119,220	\$295,982	\$678,562	\$8,099	\$136,578	\$0
Capital outlay	\$2,352,000	\$0	\$982,000	\$0	\$1,370,000	\$0
Interest and fiscal charges	\$13,974	\$13,974	\$0	\$0	\$0	\$0
Total expenditures	<u>\$3,790,722</u>	<u>\$309,956</u>	<u>\$1,702,518</u>	<u>\$55,881</u>	<u>\$1,595,521</u>	<u>\$33,841</u>
Excess (Deficiency) of Revenues over Expenditures	<u>\$1,209,916</u>	<u>\$893,912</u>	<u>(\$794,792)</u>	<u>\$641,565</u>	<u>(\$1,092,122)</u>	<u>\$676,732</u>
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$316,004	\$1,110,796	\$469,230	\$1,561,353	\$884,621
Fund balance (Deficit) at beginning of year, as restated	\$0	\$316,004	\$1,110,796	\$469,230	\$1,561,353	\$884,621
Fund balance (deficit) at end of year	<u>\$1,209,916</u>	<u>\$1,209,916</u>	<u>\$316,004</u>	<u>\$1,110,796</u>	<u>\$469,230</u>	<u>\$1,561,353</u>
Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.						

City of Dallas, Texas
Skillman Corridor Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
3. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
4. The Zone's Financial Plan permits expenditures not to exceed \$5,716,731 over the life of the TIF to reimburse the City for administrative costs. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

AGENDA ITEM # 30

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1, 6

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 43 U V Y Z & 44 P Q R S T U V

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fifteen, (Fort Worth Avenue TIF District), submitted by the Fort Worth Avenue TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as to the State Comptroller. The City Council approved Ordinance No. 26798 on June 13, 2007, as amended, establishing Tax Increment Financing Reinvestment Zone Number Fifteen, (Fort Worth Avenue TIF District). On March 26, 2008, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 27129, as amended.

The Fort Worth Avenue TIF District's assessed tax value in 2014 was \$127,151,569. This represents an increase of \$41,018,122 (47.6%) over the assessed value of the base year (2007) value and \$13,181,393 (11.6%) over the total for the previous year. With the participation of the City and Dallas County, this increase will result in the collection of approximately \$332,694 total in incremental revenue for the Fort Worth Avenue TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On June 13, 2007, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Fifteen, the Fort Worth Avenue TIF District by Ordinance No. 26798.

On March 26, 2008, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Fort Worth Avenue TIF District by Ordinance No. 27129, as amended.

On December 11, 2014, the Fort Worth Avenue TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's FY 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Fifteen, ("Fort Worth Avenue TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Fort Worth Avenue area pursuant to Ordinance No. 26798, authorized by the City Council on June 13, 2007, as amended, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on March 26, 2008, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Fort Worth Avenue TIF District by Ordinance No. 27129, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 11, 2014, the Fort Worth Avenue TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Fifteen and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Fifteen, (Fort Worth Avenue TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

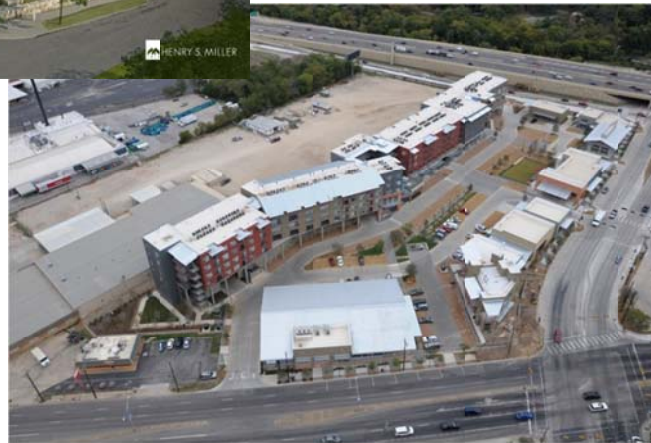
Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Fifteen to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the district and to the state comptroller, as required by state law.

Section 3. 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.

Fort Worth Avenue TIF District FY 2014 Annual Report



Cliff View
(Images courtesy of Henry S. Miller)



Sylvan | Thirty
(Image courtesy of Lynxette Exploration)



Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-4551

www.dallas-ecodev.org/redevelopment

October 1, 2013 to September 30, 2014

**Reinvestment Zone Number Fifteen
Fort Worth Avenue
Tax Increment Financing District**

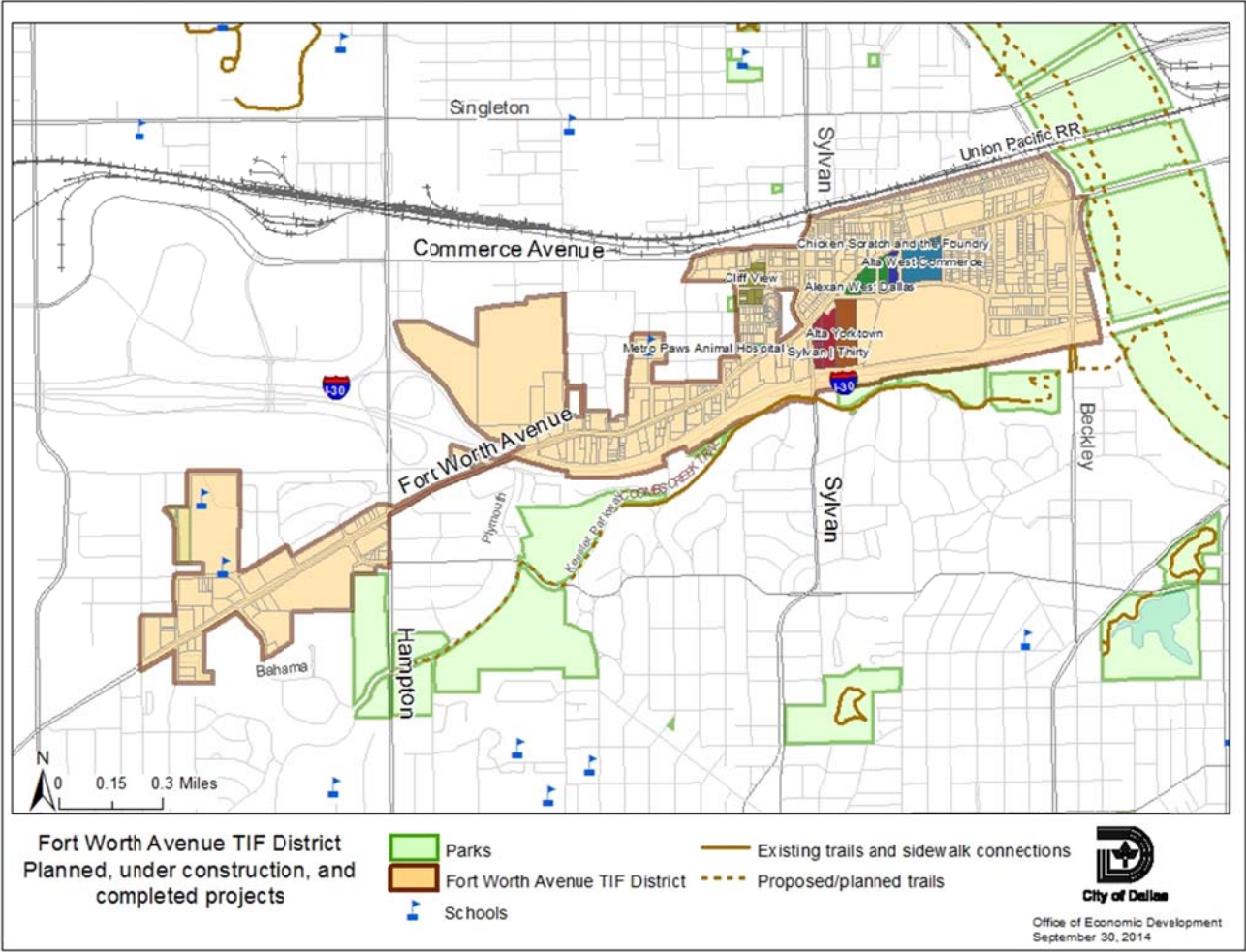


Table of Contents

Table of Contents.....	3
Mission Statement.....	4
District Accomplishments	4
Value and Increment Revenue Summary.....	16
Objectives, Programs, and Success Indicators	16
Year-End Summary of Meetings and Council Items.....	19
Budget and Spending Status.....	23
FY 2015 Work Program.....	24
Appendix: Financials	25

Mission Statement

The mission of the Fort Worth Avenue TIF District is to provide a source of funding for public infrastructure improvements necessary to enhance the real estate market for the Fort Worth Avenue TIF District area. The Fort Worth Avenue TIF District represents the outgrowth of the City of Dallas' effort to provide a model for redeveloping urban corridors to take full advantage of the Trinity River project, the signature Santiago Calatrava bridges, and the undeveloped/underdeveloped land parcels near downtown Dallas.

The Fort Worth Avenue TIF District was proposed in April 2007 to assist the creation of a more sustainable mix of rental and for-sale residential property in the Fort Worth Avenue area. This shift will help to encourage the creation of more owner-occupied residential units and mixed-use development, the removal and redevelopment of structurally obsolete apartment complexes and retail centers, and the facilitation of necessary environmental remediation and redevelopment of the property near the Trinity River and downtown Dallas, as well as better trail and recreational connections.

The Dallas City Council established the Fort Worth Avenue TIF District by Ordinance Number 26798 on June 13, 2007. The Fort Worth Avenue District began to collect funds on January 1, 2008, and it is scheduled to terminate on December 31, 2029 (including collection of the 2029 increment in calendar year 2030 and any related matters to be concluded in 2030) or when the budget of \$69.4 million (2008 dollars) has been collected. The City of Dallas and Dallas County are the two participating jurisdictions. The City's participation essentially follows a bell curve, beginning with 0 percent in 2008. It increased to 55 percent in 2009 and 2010, then 70 percent in 2011 through 2013, then 85 percent for 2014 through 2020. It then decreases to 70 percent for 2021 and 2022 and decreases to 55 percent thereafter. The County's participation was 0% in 2008 and increased to 55% in 2009 and thereafter.

District Accomplishments

The Fort Worth Avenue TIF District is generally bounded by commercial and multi-family residential properties along the Fort Worth Avenue corridor between the Trinity River and Hartsdale Avenue. The district encompasses underutilized and/or deteriorated commercial, industrial, residential, and multi-family residential properties along the Fort Worth Avenue corridor. The district contains a mix of uses, primarily composed of existing industrial and commercial structures, vacant and abandoned office structures, surface parking lots, and undeveloped property. Strengths of the district include proximity to downtown and the future Santiago Calatrava bridges; planned transit service improvements; Coombs Creek; and the surrounding stable, single-family neighborhoods.

One project, the Belmont Hotel, was completed adjacent to the district in 2005. Several additional projects have begun in the district.

The first major redevelopment near the district is the Belmont Hotel, immediately adjacent to the district on the north side of Fort Worth Avenue. Originally designed and built in 1946 by architect Charles Dilbeck, the Belmont was completely renovated in late 2005. Total current taxable value: \$2.8 million.



Photo: Options RE



Photo: City of Dallas

Just northwest of the Belmont, the Villas at the Belmont range from \$300,000 to \$12,000,000 in price. Five of the 34 homes are complete. Two are under construction, one of which is pictured at left. Total estimated value when complete: \$35,000,000.



Photo: City of Dallas

The Carolina and Co. Salon opened in summer 2014 at 2335 Hardwick Street. Total current taxable value: \$102,000.

McDonald's, at 2747 Fort Worth Avenue, completed construction in 2009. Total current taxable value: \$1,479,430.



Photo: City of Dallas



Photo: City of Dallas

The Meridian at Kessler Park (formerly Avalon at Kessler Park and Fairways at La Reunion) is a 198-unit senior living apartment community at the corner of Fort Worth Avenue and Bahama Drive, just west of Hampton Road. Construction was completed in August 2010. Total current taxable value: \$14,500,000.

Construction at the new Comerica Bank, at 2727 Fort Worth Avenue, was completed in 2010. Total current taxable value: \$1,176,930.



Photo: City of Dallas

Aldi opened in March 2011 at 2505 Fort Worth Avenue. The 16,895-square foot grocery store is valued at \$2,300,000.



Photo: City of Dallas



Photo: City of Dallas

Next door to the Comerica, at 2605 Fort Worth Avenue, 10,143 square feet of new retail completed construction in the fall of 2011. Tenants include T Mobile, a laundromat, a donut shop, a convenience store, and Chamoy Locos. Total value: \$1,461,970.

Metro Paws Animal Hospital is a 4,700-square-foot veterinary clinic that started construction in the fall of 2011 directly west of the Belmont on Fort Worth Avenue. Council approved \$116,000 in TIF funding on June 22, 2011. The clinic was completed in July 2012. Total taxable value: \$469,580.



Photo: Dr. Kathryn Sarpong



Chicken Scratch and The Foundry opened in March 2012. Chicken Scratch offers made-from-scratch fried chicken while The Foundry provides a neighborhood bar and gathering place. Total current taxable value: \$359,920.

During FY 2014, Manny Rodriguez Photography renovated a 1923 house and completed construction on a new photography studio at 1007 Fort Worth Avenue, behind Metro Paws Animal Hospital and just west of the Belmont. The house will be used for location and conference room space, and a new photography studio is complete directly behind the house. Total taxable value: \$507,690.



Photo: Roderick Pena



Photo: David Droese

Droese Raney Architecture, a full service architecture firm formed in 1998 by David Droese and Lance Raney, completely renovated 2120 Sylvan Avenue and opened a new 2,400 square foot office in the building in 2013. Total taxable value: \$145,000.

Sylvan | Thirty is nearly complete at the southeast quadrant of the intersection of Sylvan Avenue and Fort Worth Avenue. Council approved \$3,200,000 in TIF funding and \$1,500,000 in economic development grants on March 28, 2012. The project, with 200 residential units and 53,800 square feet of retail and restaurant space, started on March 16, 2013 and held its grand opening September 27, 2014. Total estimated value when complete: \$30,000,000.



Photo: Lynxette Exploration, LLC



Image: Wood Partners

Alta West Commerce is a mixed-use development with 252 units currently under construction at 444 West Commerce Street, the site of the former West Dallas Mobile Home Park. A permit was issued for construction in March 2014 and Wood Partners expects to complete the project in July 2015. Total private investment: \$30,000,000.

Alta Yorktown is a 226-unit multi-family development currently planned at 660 Fort Worth Avenue. Wood Partners expects to receive a building permit to start the project in November 2014 and to complete in May 2016. Total private investment: \$28,000,000.



Image: Wood Partners



Image: Henry S. Miller

Council approved \$4,650,000 in TIF funding in May 2014 for Henry S. Miller's Cliff View project, which is expected to start construction in early 2015 and complete in 2016. The 318 unit project will have buildings up to 7 stories nestled into the hills northwest of the Belmont Hotel. Total private investment: \$43,000,000



ARCHITECTS: DEMAREST, ALEXAN WEST
1710 PARKWAY, SUITE 1000
DALLAS, TEXAS 75201
PHONE: 214.760.1400
FAX: 214.760.1401
WWW.DEMAREST.COM

Preliminary conceptual image: Trammell Crow Residential

Alexan West Dallas is a mixed-use development with 340 units and 18,500 sf of retail currently planned at Fort Worth Avenue and Yorktown Street. Trammell Crow Residential plans to start in 2015 and complete in 2016. Total private investment: \$40,000,000.

Options Real Estate is proposing additional retail space west of the Belmont Hotel and Smoke Restaurant in what is now the parking lot. Estimated square footage and total value to be determined.



Projects Within the Fort Worth Avenue TIF District Utilizing TIF Funding ¹						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
Metro Paws Animal Hospital	1007 Fort Worth Avenue	2012	Complete	4,700 sf vet clinic	\$469,580	\$116,000
Sylvan Thirty	712-738 Fort Worth Avenue	2014	Under construction	53,800 sf retail/ rest. 200 apartments	\$30,000,000	\$3,200,000
Cliff View	1001 Seale St.	2015	Approved	318 apartments	\$43,000,000	\$4,650,000
Subtotal				518 homes 53,800 sf retail 4,700 sf vet clinic	\$73,469,580	\$7,966,000

Projects Within the Fort Worth Avenue TIF District Not Utilizing TIF Funding ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	Public Investment
Chicken Scratch and The Foundry	510 West Commerce Street	2012	Complete	5,600 sf restaurant 2,800 sf patio	\$359,920	
McDonald's	2747 Fort Worth Ave.	2009	Complete	4,938 restaurant	\$1,479,430	
Comerica Bank	2727 Fort Worth Ave.	2010	Complete	3,600 sf bank	\$1,176,930	
Meridian at Kessler Park ⁶	2600 Bahama Drive	2010	Complete	198 apartments	\$14,500,000	
Aldi ⁶	2505 Ft Worth Ave.	2011	Complete	16,895 sf retail	\$2,300,000	
Retail center	2605 Ft Worth Ave.	2011	Complete	10,143 sf retail	\$1,461,970	
The Hive (now vacant)	2139 Fort Worth Ave	2012	Complete	2,356 sf office	\$60,000	
Carolina and Co. Salon	2335 Hardwick St	2013	Complete	3,200 sf salon	\$102,000	
Droese Raney Architecture	2120 Sylvan Ave.	2013	Complete	2,400 sf office	\$145,000	
Manny Rodriguez Photography	1007 Folsom St	2014	Complete	Photography studio and residential space	\$507,690	
Alta West Commerce	444 W. Commerce	2015	Under construction	252 apartments and additional retail	\$30,000,000	
Alexan West Dallas	514 W. Commerce	2016	Planned	340 apartments and 18,500 sf restaurant	\$40,000,000	
Alta Yorktown	660 Fort Worth Avenue	2016	Planned	226 apartments	\$28,000,000	
The Villas at the Belmont	Fort Worth Avenue & Sylvan Avenue	TBD	Under Construction	34 homes	\$35,000,000	
Retail west of Belmont	919 Fort Worth Avenue	TBD	Planned	TBD retail and live/work space	TBD	
Subtotal				1,050 homes 31,838 sf restaurant 36,194 sf retail/office	\$155,092,940	\$0

Projects Adjacent to the Fort Worth Avenue TIF ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	Public Investment
Belmont Hotel	901 Fort Worth Avenue	2005	Complete	67 hotel rooms	\$2,775,000	\$370,000 PPP Funds & \$359,995 2003 Bond Funds
Smoke	NWC Sylvan Avenue & Fort Worth Avenue	2009	Complete	5,750 SF restaurant		
Total				5,750 sf retail 67 hotel rooms	\$2,755,440 (DCAD 2013)	\$729,995
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). ⁴ Principal amount not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown. ⁵ Selected significant projects included. The retail west of the Belmont is part of a project previously called Dilbeck Court, which received public infrastructure assistance as one large project.						

The City and community partners have initiatives in and adjacent to the district that began in FY 2014 or have been ongoing. Together, over \$895 million in bond funding, grant funding, federal funds, and private funds will be spent for these projects. They will help to support new mixed-use development, create a vibrant neighborhood in the Fort Worth Avenue corridor, and increase recreational opportunities and connections to the Trinity River Corridor and downtown.

The Texas Department of Transportation (TxDOT) has started on the **Horseshoe Project**, which will upgrade the I-30 and I-35E bridges that cross the Trinity River, as well as a portion of the Mixmaster. This project entails a complete reconstruction of I-30 from Sylvan Avenue to the I-35 interchange and a complete reconstruction of I-35 from its interchange with I-30 south to Eighth Avenue. It will add additional lanes as well as a dedicated bicycle and pedestrian facility on the I-30 bridge over the Trinity River.

The **Coombs Creek Trail**, when complete, will connect Hampton Road to Riverfront Boulevard and the Katy Trail (east of the district). Phase I, from just west of Beckley Avenue to Sylvan Avenue, was completed in March 2009. Phase II, from Sylvan Avenue to the Stevens Golf Course tennis courts, was completed in September 2010. The design for Phase III, from the Stevens Golf Course tennis courts to Plymouth Road, began February 7, 2014. Construction on phase III is scheduled to begin in March 2015 and to be complete in December 2015. On the eastern end of the trail, the bicycle and pedestrian facilities portion of TxDOT's Horseshoe Project will help to connect the Coombs Creek Trail to Riverfront Boulevard. Dallas County committed \$3,500,000 toward

the link between Beckley Avenue and the Horseshoe Project, and the required matching funds may be supplied by a future bond program.



Photos: City of Dallas

The **Trinity Overlook**, a pavilion and observation deck, completed construction near the southeast corner of the intersection of Beckley Avenue and West Commerce Street just east of the district on October 29, 2008. This project was built with \$248,815 in 1998 bond funds and a \$100,000 donation from MetLife Foundation.



Trinity Overlook – complete

Photo: City of Dallas

The **West Dallas Signature Point** project was selected for funding through the North Central Texas Council of Governments (NCTCOG)'s Regional Transportation Council's Sustainable Development Program Call for Projects. This planning project will use the standards and goals established in the West Dallas Urban Structure and Guidelines to create a redevelopment and investment strategy to prioritize capital improvement projects in the West Dallas area. The project area is bounded by Singleton Boulevard to the north, the Trinity River levee to the east, Interstate 30 to the south, and Sylvan Avenue to the west. The plan was completed in 2014.

In 2009 the Park Department began design for an \$8 million renovation of the **Stevens Park Golf Course**, adjacent to the district. Renovations included 1) erosion control for Coombs Creek, 2) renovation of the golf course to include drainage, bridge construction, cart paths, etc. 3) irrigation improvements 4) construction of a maintenance facility. The golf course re-opened in October 2011.

In addition to these projects, the City's Public Works and Transportation Department will begin construction in spring 2015 on the **North Beckley Avenue and West Commerce Street intersection**. This \$5.3 million project will help to relieve future congestion on North Beckley Avenue; will improve pedestrian and bicycle access to the Trinity River Corridor; and will include upgraded storm sewer, water and sanitary sewer systems, wider sidewalks, street trees, street furniture, bike lanes, and pedestrian lighting. In addition, the project will reuse storm water runoff for irrigation purposes. This project is set to be complete in 2016.

Deedie and Rusty Rose have given \$2 million, part of their \$5 million donation to the Trinity Trust, to found the **Dallas CityDesign Studio** at City Hall. The studio works closely with those involved in the Trinity River Corridor Project, including developers, businesses, residents, and other city departments, to enhance urban design in the corridor. Architect and planner Brent Brown is the director, and urban planner Larry Beasley, known for his work in downtown Vancouver, is a special advisor.

Conceptual design work continues for the **Fort Worth Avenue Streetscape** project. This project entails designing a complete street from Beckley Avenue to Westmoreland Road and includes design for wide sidewalks, street trees, on-street parking, bike lanes, and new medians. Engineering design and construction funding will be requested in a future bond program.

In January 2013, through a partnership with the Fort Worth Avenue Development Group, the City striped **buffered bike lanes on Fort Worth Avenue** between North Edgefield Avenue and Sylvan Avenue. This pilot project helped to determine the feasibility of a proposed thoroughfare plan amendment to change Fort Worth Avenue from six lanes to four lanes of vehicular traffic and a buffered bike lane that was approved by City Council on September 11, 2013.

Construction has nearly finished on **Sylvan Avenue from I-30 to Fort Worth Avenue**, adjacent to the Sylvan | Thirty project. The new design will include bike lanes and on-street parking, new sidewalks, new traffic signals, upgrades to the storm drainage, replacements of the water and wastewater mains, new streetscaping and landscaping, and new lighting. Construction was awarded in August 2013.

District Initiatives				
Activity	Scope	Status	Investment	Source
Coombs Creek Trail	<p>To create a multi-use trail system along the course of Coombs Creek as it winds west of downtown. Phases I-III will run from Beckley Avenue through the Stevens Golf Course tennis area to Hampton Road.</p> <p>Additional phases will 1) extend the eastern end of the trail to Beckley Avenue, 2) connect to the Trinity Skyline Trail, and 3) connect to the IH 30 bike/ped bridges.</p>	<p><i>Underway.</i> Phase I: Design began in June 2006. Construction completed March 2009. Phase II: Design began July 2009. Construction completed September 2010. Phase III: Design to begin February 7, 2014. Construction to begin March 2015 and complete December 2015. Phase IV: connection to Beckley Avenue is currently partially funded. The connection from Beckley Avenue to Riverfront will be completed as part of the Horseshoe Project which began February 2013 and should be finished March 2017.</p>	<p>Cost to date: Phase I (total): \$394,896 Phase II (total): \$541,917 Phase III (total): \$1,262,6990 Phase IV: (eastern terminus to Beckley): total TBD. Horseshoe pedestrian and bicycle facilities:\$8,438,228</p>	<p>2003 and 2006 Bond Programs for Phases I II, and III. Phase IV: Dallas County committed \$3,500,000 as part of the MCIP 6th Call. The City's matching funds may come from a future bond program. Horseshoe Project: combination of federal private, and bond funding.</p>
Trinity Overlook	Pavilion and observation deck at the southeast corner of Beckley Avenue and West Commerce Street	<i>Complete.</i> Construction started July 2008 and completed in October 2008.	\$248,815	1998 bond funds
			\$100,000	MetLife Foundation via the Trust for Public Land
West Dallas Signature Project	Infrastructure planning project	<i>Complete.</i>	\$ 25,406	West Dallas Chamber of Commerce
			\$101,625	Regional Transportation Council
Sylvan Avenue reconstruction	Sylvan Avenue from the I-30 service road to Fort Worth Avenue	<i>Nearly complete</i> Construction started October 2013 and will finish in January 2015.	\$2,093,756	2006 Bond Program And Dallas Water Utility funds
	Sylvan Avenue from West Commerce Street to Singleton Boulevard	<i>Design.</i> Construction to take 18 months.	\$ 2,552,600	2006 Bond Program

Fort Worth Avenue Streetscape Improvements	Master plan for roadway and streetscape design for Fort Worth Avenue from Beckley Avenue to Westmoreland Road.	<i>Design.</i> Public feedback resulted in new design being sought and the streetscape being included in Dallas' Complete Streets program. Construction funding may be sought in future bond programs.	Up to \$200,000	2003 Bond Funds
N Beckley Avenue & West Commerce Street intersection improvements	Design, engineering, and construction of intersection improvements, including sidewalks, bike lanes, and street trees.	<i>Design complete.</i> ROW acquisition underway. Project is set begin construction in spring 2015	\$6,574,490 (total)	1998 bond funds: \$1,927,131 2003 bond funds: \$44,983 2006 bond funds: \$3,566,089 DWU funds: \$1,036,287
Beatrice Street (West Commerce Street to West Comstock Street) And Wink Street	Street resurfacing	<i>Design.</i> Work to be done in coordination with Beckley/ Commerce	\$100,000	2006 Bond Program
Fort Worth Avenue from Edgefield Avenue to Plymouth Road	Street resurfacing	<i>Resurfacing complete October 2011 and restriping complete December 2011.</i>	\$323,032	2006 Bond Program

Initiatives Adjacent to District				
Activity	Scope	Status	Investment	Source
Stevens Park Golf Course renovation	Design, engineering, construction, and interim management	<i>Complete.</i> This project was approved by Council on November 10, 2010 and was completed October 2011.	Design: \$835,000 Construction: \$8,184,630	2003 and 2006 bond funds, Stevens Park Golf Course Improvement Funds, and Golf Improvement Funds
Horseshoe Project	Reconstruction of I-30 from Sylvan Avenue to the I-35 interchange, and I-35 from the I-30 interchange to Eighth Street.	<i>Under Construction.</i> Groundbreaking held April 27, 2013. Completion planned in 2017.	\$818 million	Federal, state, and regional funding
West Dallas Gateway (the Three Hole Punch)	Construction of three street connections under the Union Pacific rail lines north of the district	<i>Preliminary studies underway. Design to start March 2015.</i>	\$34 million	2012 bond program

Value and Increment Revenue Summary

The Fort Worth Avenue TIF District's base tax value for 2007 was \$86,133,447. This base value reflects a boundary amendment approved in March 2008 and adjustments to the base to reflect the final 2007 values of the parcels in the district. The district's 2014 assessed tax value, as determined by the Dallas Central Appraisal District, was \$127,151,569. This represents an increase of approximately \$41,018,122 (47.6%) over the assessed value of the base year (2007) value and an increase of approximately \$13,181,393 (11.6%) over the previous year. With the participation of the City and Dallas County, this increase will result in the collection of approximately \$332,694 total in incremental revenue for the district.

Objectives, Programs, and Success Indicators

The final Fort Worth Avenue Project Plan and Reinvestment Zone Financing Plan was adopted on March 26, 2008. The final project plan addresses the following development goals and objectives:

- Create additional taxable value attributable to new private investment in projects in the Fort Worth Avenue TIF District totaling approximately \$1,290,239,340 over the term of the district.

Completed projects have added approximately \$22.4 million to the value of the district. Projects currently under development are expected to generate an additional \$196 million in added taxable value.

Actual values are up by approximately \$40 million over the base. This increase is approximately 3% of the goal for the area.

- Attract new, higher density, private development in the Fort Worth Avenue TIF District totaling approximately 1,033,910 square feet of retail space and 9,444 residential units including townhome, multi-family, single-family, and condominium projects.

Construction was completed on Meridian at Kessler Park (formerly Avalon at Kessler Park). Construction has started at Sylvan | Thirty and at the Villas at the Belmont. When complete, these projects will add 34 single-family homes and 200 multi-family homes to the district. The projects under construction represent 2.5% of the housing goal.

Cliff View Apartments will add another 318 multi-family homes, another 3.3% of the goal.

- Focus on encouraging the redevelopment of properties in the Fort Worth Avenue corridor to increase density and to provide enhanced urban design for the district that meets the intent of the *Fort Worth Avenue Corridor Land Use and Urban*

Design Study and the requirements of the West Commerce Street/Fort Worth Avenue Special Purpose District (PD 714), adopted by Ordinance No. 25898 on February 23, 2005, as amended.

The Villas at the Belmont, currently under development by Options Real Estate, will provide at build-out 34 new single-family homes on previously vacant land near Sylvan Avenue.

Manny Rodriguez Studio, north of Metro Paws, contains a photography studio and live/work space.

Sylvan | Thirty, a mixed-use residential and retail development, is expected to add 200 multi-family units and 53,800 square feet of retail on previously under-utilized land.

Cliff View, a 318-unit residential development, will add two-to-seven story buildings to a previously vacant block.

Additional development, such as Alta West Commerce and Alexan West Dallas are planned to meet the requirements of PD 714 and will turn under-developed and under-utilized land into dense, mixed-use development.

The Coombs Creek Trail, Trinity Overlook, West Dallas Signature Point Project, Fort Worth Avenue Streetscape Improvements, reconstruction of West Commerce Street and Beckley Avenue, reconstruction of Sylvan Avenue, and TxDOT's Horseshoe will provide public infrastructure projects that comply with PD 714 and provide wide sidewalks, street trees, bicycle amenities, and pedestrian amenities central to the dense urban design as envisioned in the Urban Design Study and as required in PD 714. These projects, when fully funded, will add an additional \$841,063,497 in non-TIF funds for district-related projects and projects adjacent to the district.

Proposed development west of the Belmont and east of Malone Drive, currently planned by Options Real Estate Development, is expected to provide additional retail and residential live/work space on land currently used for surface parking.

- Improve access and connections to the planned improvement of transit services, including a light rail or modern streetcar line, within the district.

Each development is reviewed individually for wide sidewalks, shade, and improved transit stops. In addition, landscape design for each project includes planning for a potential light rail or streetcar line.

Planned extensions of the Coombs Creek Trail will connect the center of the corridor to Union Station and additional transit services.

- Increase recreational opportunities and improve connections to the City of Dallas trails and open space system in the district, especially the Trinity River and Coombs Creek.

Phases I and II of the Coombs Creek Trail, from Beckley Avenue to Sylvan Avenue, completed in 2010. Future phases to the west will follow Coombs Creek, continue through Stevens Park Golf Course, and connect to future development on Fort Worth Avenue. Future phases to the east will connect to Riverfront Boulevard and downtown Dallas.

- Maintain the stability of local schools as redevelopment occurs in the housing market.

Leaders from the school district have been invited to participate in the TIF district meetings.

- Generate approximately \$69 million (NPV; 2008 dollars) in increment over 21 years, with up to 85 percent participation by the City and 55 percent participation by the County.

TIF increment collections began in tax year 2009 and generated approximately \$191,902 total in incremental revenue for the district during the 2014 fiscal year. Another \$324,936 is expected in the 2015 fiscal year. This collection is 0.59% of the goal.

Metro Paws, Meridian at Kessler Park, McDonald's, Aldi, Comerica Bank, and a new retail center are complete and have begun to contribute to the TIF fund. Sylvan | Thirty began construction during the year and will begin to contribute to the TIF fund in 2014.

- Diversify retail and commercial uses in the district.

The Aldi grocery store, completed in 2011, added 16,895 square feet of retail space. Metro Paws Animal Hospital provides 4,700 square feet of veterinary clinic space. In addition, Smoke opened in September 2009 and retained restaurant space in the district. Chicken Scratch and the Foundry opened in March 2012. The Minyard grocery store at 2128 Fort Worth Avenue closed in FY 2013 and was replaced by Big Lots in 2014.

Planned development west of the Belmont will provide additional retail space.

Sylvan | Thirty is planned to contain a natural foods grocery store and add 53,800 square feet of retail space to the district.

Alta West Commerce and Alexan West Dallas will add another 15,000 to 30,000 square feet of restaurant and/or retail space to the district.

Year-End Summary of Meetings and Council Items

During the fiscal year from October 1, 2013 to September 30, 2014, the Fort Worth Avenue TIF District Board of Directors held 3 meetings.

The board consists of nine directors: eight appointed by the City Council and one appointed by Dallas County.

During FY 2014 the board members were: Joseph Hernandez, city appointee and chairman (attended 3 of 3 meetings); Deborah Carpenter, city appointee and vice chair (attended 3 of 3 meetings); J. B. Jones, city appointee (attended 2 of 3 meetings); Angela Gonzalez, city appointee (attended 0 of 3 meetings; defaulted 2/28/2014); Tony Hinojosa, city appointee, appointed after final meeting for the year; Jennifer Snow, city appointee, appointed after final meeting for the year; Juanita Ramirez, city appointee (attended 2 of 3 meetings; appointed 3/5/2014); Eva Elvove, city appointee (attended 3 of 3 meetings); Rick Loessberg, Dallas County appointee (attended 1 of 3 meetings).

During the fiscal year from October 1, 2013 to September 30, 2014, the City Council approved 19 items associated with the Fort Worth Avenue TIF District:

- On October 8, 2013, Council approved Resolution 13-1773 authorizing a Project Utility Adjustment Agreement with Pegasus Link Constructors, LLC for water and wastewater main relocations and adjustments in Interstate Highway 30 (Dallas-Fort Worth Turnpike) from Sylvan Avenue to Lamar Street and in Interstate Highway 35E (Stemmons Freeway) from 6th Street to Commerce Street (Horseshoe Project) - Not to exceed \$382,812 - Financing: Water Utilities Current Funds (to be reimbursed by Pegasus Link Constructors, LLC) (*Horseshoe Project*)
- On December 11, 2013, Council approved Resolution 13-2156 authorizing (1) deposit of the amount awarded by the Special Commissioners in the lawsuit styled City of Dallas v. Dolores Burdine, et al, Cause No. CC-13-02714-E, pending in County Court at Law No. 5, for acquisition from Dolores Burdine, et al, of 680 square feet of land and 351 square feet for a temporary construction easement located near the intersection of North Beckley Avenue and West Commerce Street for the Beckley Avenue Improvement Project; and (2) settlement of the lawsuit for an amount not to exceed the amount of the Special Commissioners award - Not to exceed \$39,960 (\$36,960 being the amount of the award, plus closing costs and title expenses not to exceed \$3,000); an increase

of \$33,296 from the amount Council originally authorized for this acquisition - Financing: 1998 Bond Funds (*Beckley/Commerce Intersection*)

- On January 8, 2014, Council approved Resolution 14-0110 authorizing a professional services contract with Freese and Nichols, Inc. for topographic survey, geotechnical services, and design development through construction administration services for trail improvements for the Coombs Creek Trail, Phase III located from Stevens Park tennis courts to Colorado Boulevard to Plymouth Road to Hampton Road - Not to exceed \$171,070 - Financing: 2006 Bond Funds (*Coombs Creek Trail*)
- On January 8, 2014, Council approved Resolution 14-0117 authorizing a professional services contract with URS Corporation for the engineering design of three new street crossings under the Union Pacific Railroad (UPRR) at Bataan Street, Herbert Street, and Amonette Street for the West Dallas Gateway Project, Phase I - Not to exceed \$546,645 - Financing: General Obligation Commercial Paper Funds (*West Dallas Gateway Project, aka the Three Hole Punch*)
- On January 22, 2014, Council approved Resolution 14-0232 authorizing a public hearing to receive comments regarding an application for and an ordinance granting a Specific Use Permit for a convalescent and nursing home, hospice care, and related institutions use and a resolution terminating the deed restrictions on property within Subdistrict 4A of Planned Development District No. 714, the West Commerce Street/Fort Worth Avenue Special Purpose District, on the northeast line of Bahama Drive, south of Ft. Worth Avenue Recommendation of Staff and CPC: Approval for a ten-year period with eligibility for automatic renewal for additional fifteen-year periods, subject to a site plan and conditions, and approval of the termination of existing deed restrictions Z123-334(RB) Note: This item was considered by the City Council at a public hearing on December 11, 2013, and was taken under advisement until January 22, 2014, with the public hearing open (*Meridian at Kessler Park*)
- On January 22, 2014, Council approved Resolution 14-0238 authorizing a public hearing to receive comments to amend the City of Dallas Thoroughfare Plan to change the dimensional classification of Sylvan Avenue from IH-30 to Colorado Boulevard from a six-lane divided roadway M-6-D(A*) within 100 feet of right-of-way to a special four-lane divided roadway (SPCL 4-D) with bicycle lanes within 80 feet of right of- way; and at the close of the hearing, authorize an ordinance implementing the change - Financing: No cost consideration to the City (*Sylvan Avenue reconstruction*)
- On January 22, 2014, Council approved Resolution 14-0249 authorizing an increase in the contract with Texas Standard Construction, Ltd. for streetscape improvements for Sylvan Avenue from the IH-30 westbound frontage road to Fort Worth Avenue - Not to exceed \$177,638, from \$1,537,669 to \$1,715,307 -

Financing: General Obligation Commercial Paper Funds (*Sylvan Avenue reconstruction*)

- On February 26, 2014, Council approved Resolution 14-0385 accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Fifteen, (Fort Worth Avenue TIF District), submitted by the Fort Worth Avenue TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law (*annual report*)
- On February 26, 2014, Council approved Resolution 14-0426 acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Prescott Interests, Ltd., of an unimproved tract of land containing approximately 15,352 square feet located on Beckley Avenue at its intersection with Interstate Highway 30 for the IH-30 Bike and Pedestrian Facility Improvements - Not to exceed \$288,012 (\$284,012 plus closing costs and title expenses not to exceed \$4,000) - Financing: General Obligation Commercial Paper Funds (*Horseshoe*)
- On March 26, 2014, Council approved Resolution 14-0534 authorizing a public hearing to receive comments regarding an application for and an ordinance granting an MU-3 Mixed Use District and a resolution accepting deed restrictions volunteered by the applicant on property zoned an IR Industrial Research District at the east corner of Fort Worth Avenue and Yorktown Street. Recommendation of staff and CPC: Approval, subject to deed restrictions volunteered by the applicant (*Alta Yorktown*)
- On May 14, 2014, Council approved Resolution 14-0760 authorizing the rejection of bids for the construction of intersection improvements for North Beckley Avenue at Commerce Street; and, the re-advertisement for new bids - Financing: No cost consideration to the City (*Beckley/Commerce intersection*)
- On May 28, 2014, Council approved Resolution 14-0841 authorizing (1) a development agreement with Henry S. Miller and/or its affiliates HSM Multifamily Development LLC and/or HSM Cliff View Associates Ltd., in an amount not to exceed \$4,650,000, payable from future Fort Worth Avenue TIF District funds in consideration of the development of Cliff View in Tax Increment Financing Reinvestment Zone Number Fifteen (Fort Worth Avenue TIF District); and (2) the Fort Worth Avenue TIF District Board of Directors to dedicate up to \$4,650,000 from future Fort Worth Avenue TIF revenues in accordance with the development agreement - Not to exceed \$4,650,000 - Financing: Fort Worth Avenue TIF District Funds (Subject to appropriations) (*Cliff View*)
- On May 28, 2014, Council approved Resolution 14-0842 authorizing a resolution declaring the intent of Tax Increment Financing Reinvestment Zone Number

Fifteen (Fort Worth Avenue TIF District) to reimburse Henry S. Miller and/or its affiliates HSM Multifamily Development LLC and/or HSM Cliff View Associates Ltd. for eligible expenditures pursuant to the development agreement up to \$4,650,000 for certain improvements related to the development of Cliff View in the Fort Worth Avenue TIF District - Financing: No cost consideration to the City (*Cliff View*)

- On June 11, 2014, Council approved Resolution 14-0923 authorizing a professional services contract with Huitt-Zollars, Inc. for the engineering design of thoroughfare/streetscape improvements for Fort Worth Avenue from Sylvan Avenue to West Commerce Street - Not to exceed \$300,766 - Financing: General Obligation Commercial Paper Funds (\$220,735) and Water Utilities Capital Improvement Funds (\$80,031) (*Fort Worth Avenue streetscape*)
- On June 11, 2014, Council approved Resolution 14-0934 authorizing (1) the receipt and deposit of funds from Dallas County in the amount of \$1,980,000 for the County's share of design and construction costs of IH30 bicycle and pedestrian connections between Riverfront Boulevard and Beckley Avenue; and (2) an increase in appropriations in the IH30 Bicycle and Pedestrian Connection Funds in the amount of \$1,980,000 - Financing: IH30 Bicycle and Pedestrian Connection Funds. (*Horseshoe*)
- On June 11, 2014, Council approved Resolution 14-0935 authorizing (1) a Local Transportation Project Advance Funding Agreement with the Texas Department of Transportation (TXDOT) for the design and construction of the IH30 bicycle and pedestrian connections from Riverfront Boulevard to Beckley Avenue; and (2) payment to TXDOT for the local share of design and construction costs of IH30 bicycle and pedestrian connections from Riverfront Boulevard to Beckley Avenue - Not to exceed \$3,048,566 - Financing: General Obligation Commercial Paper (\$1,068,566), and IH30 Bicycle and Pedestrian Connection Funds (\$1,980,000) (*Horseshoe*)
- On June 11, 2014, Council approved Resolution 14-0959 authorizing an increase in the contract with Texas Standard Construction, Ltd. for paving improvements and other necessary construction field adjustments for Sylvan Avenue from the IH-30 westbound frontage road to Fort Worth Avenue - Total net amount not to exceed \$144,144, from \$1,715,307 to \$1,859,450 and decrease portion of funding previously allocated to Water Utilities Capital Construction Funds (total decrease of \$51,265) - Financing: General Obligation Commercial Paper Funds (\$154,250) and Water Utilities Capital Construction Funds (\$41,159) (*Sylvan Avenue reconstruction*)
- On June 25, 2014, Council approved Resolution 14-1020 authorizing a contract with Texas Standard Construction, Ltd., lowest responsible bidder of three, for the construction of street paving, storm drainage, traffic signals, street lights, landscape, water and wastewater main improvements for the North Beckley

Avenue at West Commerce Street intersection - Not to exceed \$5,749,249 - Financing: General Obligation Commercial Paper Funds (\$3,566,089), 1998 Bond Funds (\$1,276,255), Water Utilities Capital Improvement Funds (\$877,203) and Water Utilities Capital Construction Funds (\$29,702) (*Beckley/Commerce intersection*)

- On September 10, 2014, Council approved Resolution 14-1496 authorizing a public hearing to receive comments regarding an application for and an ordinance granting a Planned Development District for certain Residential and Utility and public service uses on property zoned a TH-3(A) Townhouse District, an MF-2(A) Multifamily District, an MF-4(A) Multiple Family District, and a CS Commercial Service District on property generally bounded by the east line of Willomet Avenue between Stafford Avenue and Pollard Street, and the west line of Ormsby Street between the terminus of Seale Street and Pollard Street. Recommendation of staff and CPC: Approval, subject to a development plan, finished grade section plan and conditions (*Cliff View*)

The Fort Worth Avenue TIF District is expected to review the following items during FY 2014-2015:

- FY 2014 Annual Report for the Fort Worth Avenue TIF District
- An amendment to the TIF application for Cliff View apartments to include re-construction of Seale Street from the project to Sylvan Avenue.
- A potential TIF application for development at Colorado Boulevard and Fort Worth Avenue

Budget and Spending Status

Each TIF district, in the Project Plan and Reinvestment Zone Financing Plan, establishes a budget for the public improvement expenditures necessary to support private investment in the district. The Fort Worth Avenue TIF District was established in June 2007 and collected \$191,902 in FY 2014. It is anticipated to collect approximately \$324,936 in FY 2015.

The Fort Worth Avenue budget and spending to date is shown below.

Fort Worth Avenue TIF District Projected Increment Revenues to Retire TIF Fund Obligations*			
Category	TIF Budget	Allocated	Balance
Public infrastructure improvements: paving, streetscape, water/wastewater, storm sewer, utility burial/relocation, and land acquisition	\$88,915,440	\$2,832,746	\$86,082,694
Affordable housing	\$11,932,149	\$2,274,163	\$9,657,986
Environmental remediation & demolition	\$14,318,579	\$25,000	\$14,293,579
Parks, open space, trails, and gateways	\$14,318,579	\$325,000	\$13,993,579
Façade restoration	\$7,159,290	\$0	\$7,159,290
Economic development grants	\$23,864,299	\$2,500,000	\$21,364,299
Administration and implementation	\$4,334,643	\$292,848	\$4,041,795
Total project costs	\$164,842,039	\$8,249,757	\$156,593,222
*Budget shown above in current dollars, updated yearly; TIF Project Plan shows the budget in net present value. Values above do not include interest payments or receipts.			

Fort Worth Avenue TIF District Project Plan Budget (NPV, 2008 dollars)	
Category	TIF Budget*
Public infrastructure improvements: paving, streetscape, water/wastewater, storm sewer, utility burial/relocation, and land acquisition	\$37,259,794
Affordable housing	\$5,000,000
Environmental remediation & demolition	\$6,000,000
Parks, open space, trails, and gateways	\$6,000,000
Façade restoration	\$3,000,000
Economic development grants	\$10,000,000
Administration and implementation	\$2,200,000
Total project costs	\$69,459,794
* As approved in the Final Project Plan and Reinvestment Zone Financing Plan.	

FY 2015 Work Program

Pending items for the Fort Worth Avenue TIF District include:

- Encourage development projects within the district in accordance with the final Project Plan and Reinvestment Zone Financing Plan, specifically development on the site of the former Colorado Place Apartments and development near Sylvan | Thirty and the Belmont Hotel.
- Continue working to coordinate public design and improvement efforts.

Appendix: Financials

City of Dallas, Texas
Fort Worth Avenue Tax Increment Financing District Fund
Reinvestment Zone Number Fifteen
As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$3,140	Interest Income
\$191,902	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
<u>\$195,042</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0	Administrative Expense
\$0	Non-Capital outlay
\$0	Capital outlay
\$0	Interest and fiscal charges
<u>\$0</u>	Total Expenditures

3. The Zone began reimbursing the general fund for the TIF administrative costs in fiscal year 2009-10.

4. a. Amount of Principal and Interest due on outstanding bonded indebtedness:

Fort Worth TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The Zone entered into a developer agreement with Lynxette Exploration, LLC for the Sylvan | Thirty public improvement project in an amount not to exceed \$3,200,000 with projected completion date of June 30, 2015. Reimbursement to begin after completion of all requirements and upon availability of TIF funds.

c. The Zone entered into a developer agreement with Henry S. Miller for the Cliff View project in an amount not to exceed \$4,650,000 with projected completion date of December 31, 2016. Reimbursement to begin after completion of all requirements and upon availability of TIF funds.

5. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014*	Base Year 2007 Value	Est. Captured Value 2014**
City of Dallas	\$126,195,129	\$86,133,447	\$40,061,682
Dallas County	\$126,175,129	\$86,133,447	\$40,041,682

*2014 taxable value for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.

**Based on Certified Taxable Value. The final values will be determined on February 01, 2015.

6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Assessment Per \$100 ***	Amount of Estimated 2014 Increment****
City of Dallas	0.67745	\$271,398
Dallas County	0.13371	\$53,538
Total for all Jurisdictions	\$0.81116	\$324,936

*** Participation rate for Dallas County is 0% for 2008 and 55% for years 2009 to 2028.

City of Dallas participates at variable rates as follows:

<u>Tax Year</u>	<u>Rate</u>
2008	0%
2009 - 2010	55%
2011 - 2013	70%
2014 - 2020	85%
2021 - 2022	70%
2023 - 2029	55%

****The District began collecting increment in fiscal year 2009-10.

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$324,936.

For the 2013 tax year, increment in the amount of \$191,902 was received.

City of Dallas, Texas
Fort Worth Avenue Tax Increment Financing District Fund
Balance Sheet as of September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$330,357	\$134,774	\$96,608	\$2	\$2,805
Interest receivable	\$652	\$1,193	(\$992)	\$3	\$46
Total assets	\$331,009	\$135,967	\$95,616	\$5	\$2,851
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$0	\$0	\$0	\$0
Advances from developers	\$0	\$0	\$0	\$0	\$0
Accrued interest	\$0	\$0	\$0	\$0	\$0
Due to general fund	\$62,991	\$62,991	\$55,403	\$55,403	\$108,289
Total liabilities	\$62,991	\$62,991	\$55,403	\$55,403	\$108,289
Fund Balance (Deficit):					
Fund Balance (Deficit)	\$268,019	\$72,977	\$40,213	(\$55,398)	(\$105,438)
Total Liabilities and Fund Equity	\$331,009	\$135,967	\$95,616	\$5	\$2,851
	\$0	\$0	\$0	\$0	(\$0)

Fort Worth Avenue Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
For the Period September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010(Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$522,483	\$155,492	\$126,862	\$122,581	\$81,881	\$35,667
Tax increment-Intergovernmental	\$128,535	\$36,410	\$30,156	\$27,986	\$24,048	\$9,935
Interest income	\$17,261	\$4,528	\$7,443	\$4,674	\$235	\$381
Grant from City	\$0	\$0	\$0	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	(\$502)	(\$1,388)	\$955	(\$71)	(\$5)	\$6
Total revenues	\$667,776	\$195,042	\$165,414	\$155,171	\$106,160	\$45,989
Expenditures:						
Administrative expenses	\$292,848	\$0	\$25,742	\$59,559	\$56,119	\$52,510
Non-capital outlay	\$0	\$0	\$0	\$0	\$0	\$0
Capital outlay	\$106,909	\$0	\$106,909	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$399,758	\$0	\$132,651	\$59,559	\$56,119	\$52,510
Excess (Deficiency) of Revenues over Expenditures	\$268,019	\$195,042	\$32,763	\$95,611	\$50,040	(\$6,521)
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$72,977	\$40,213	(\$55,398)	(\$105,438)	(\$98,917)
Fund balance (Deficit) at beginning of year, as restated	\$0	\$72,977	\$40,213	(\$55,398)	(\$105,438)	(\$98,917)
Fund balance (Deficit) at end of year	\$268,019	\$268,019	\$72,977	\$40,213	(\$55,398)	(\$105,438)

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Fort Worth Avenue Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$4,334,643 over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the general fund in fiscal year 2009-10. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

AGENDA ITEM # 31

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1, 3

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 43 S T and W-Z; 44 S T and W-Y; 53 B-D; and 54 A-C

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Sixteen, (Davis Garden TIF District), submitted by the Davis Garden TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 26799 on June 13, 2007, establishing Tax Increment Financing Reinvestment Zone Number Sixteen, (Davis Garden TIF District), as amended. On February 27, 2008, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 27090, as amended.

The Davis Garden TIF District's 2014 assessed taxable value was \$186,470,336. This represents an increase of \$48,635,739 (35.3%) over its adjusted base value of \$137,834,597 and an increase of \$27,433,280 (17.2%) over the previous year's total. With the City and Dallas County's participation, the increase over the adjusted base value will result in the collection of approximately \$438,198 in total incremental revenue for the District.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On June 13, 2007, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Sixteen, the Davis Garden TIF District by Ordinance No. 26799, as amended.

On February 27, 2008, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Davis Garden TIF District by Ordinance No. 27090, as amended.

On December 18, 2014, the Davis Garden TIF Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's FY 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Sixteen, ("Davis Garden TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Davis Garden area pursuant to Ordinance No. 26799, authorized by the City Council on June 13, 2007, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on February 27, 2008, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Davis Garden TIF District by Ordinance No. 27090, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 18, 2014, the Davis Garden TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Sixteen and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Sixteen, (Davis Garden TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Sixteen to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

**Davis Garden TIF District
FY 2014
Annual Report**



Hillside West Senior Housing Project
(Source: GFD Opportunity II, LLC)



City of Dallas

Office of Economic Development
1500 Marilla Street, 5CS
Dallas, Texas 75201
(214) 670-1685
<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Sixteen Tax Increment Financing District

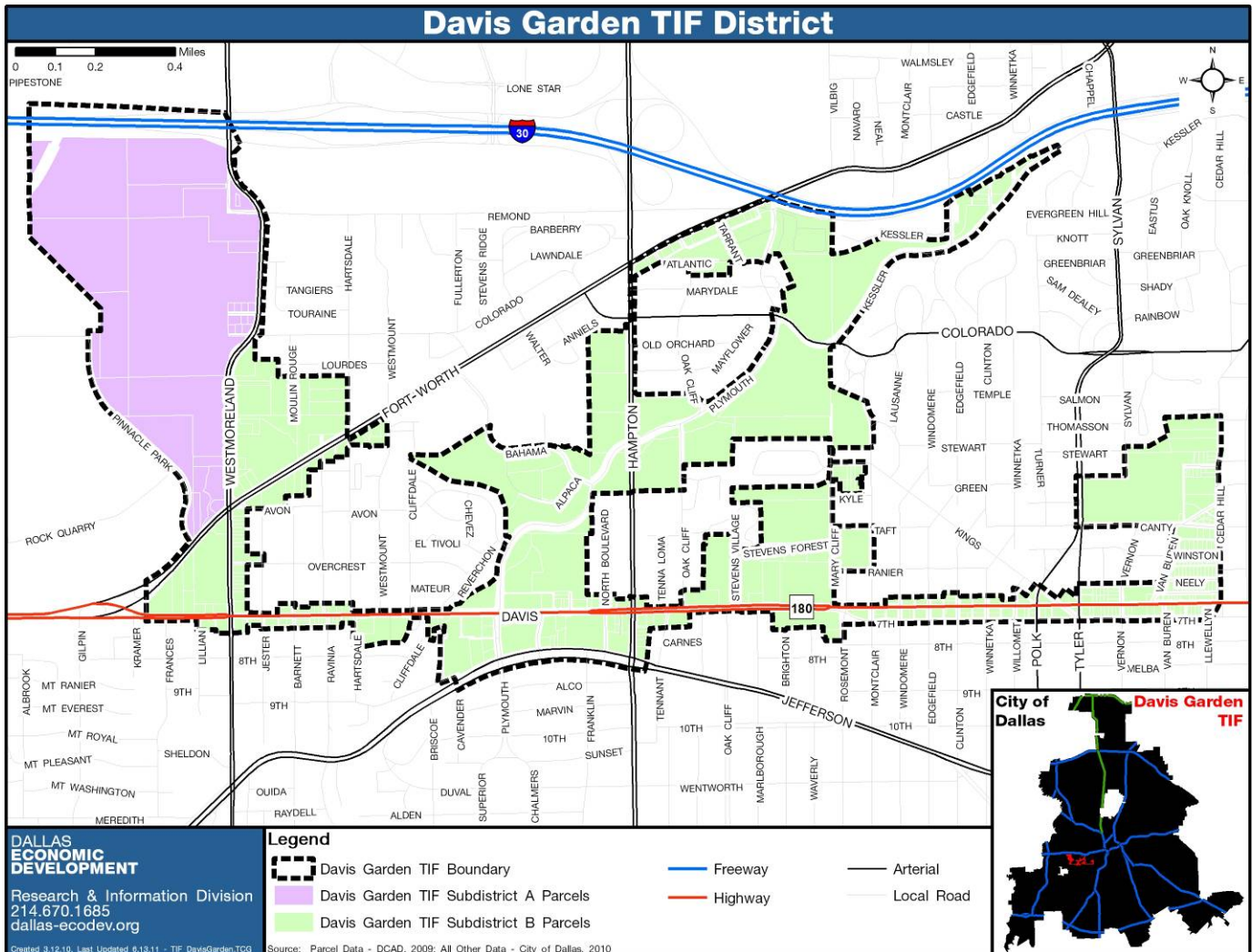


Table of Contents

Mission Statement.....	4
District Accomplishments	4
Past, Current and Anticipated Projects.....	7
Value and Increment Summary.....	9
Objectives, Programs and Success Indicators	10
Developments that are Adjacent to the District	20
Year-End Summary of Meetings	21
Pending TIF Items.....	24
Budget and Spending Status.....	24
FY 2015 Work Program.....	25
Appendix – Financials	26

Mission Statement

The mission of the Davis Garden TIF District is to provide a funding source to facilitate public infrastructure improvements to enhance the area's real estate market. The District exemplifies the City of Dallas' efforts to provide a model for redeveloping urban corridors and transitioning deteriorated multi-family properties and large infill tracts of vacant land into a more sustainable mix of for-sale and rental housing. It is anticipated to provide linkages to stable neighborhoods in North Oak Cliff, redevelop aging retail centers, and enhance connectivity through improvements to area trails.

The Dallas City Council established the Davis Garden TIF District by Ordinance Number 26799 on June 13, 2007, as amended. The TIF District took effect on January 1, 2008 and is scheduled to terminate on December 31, 2039 (including collection of the 2039 increment in calendar year 2040 and any related matters to be concluded in 2040). The City of Dallas and Dallas County are the District's participating taxing jurisdictions. The City's annual participation rates are as follows:

- 0% in 2008
- 55% in 2009 and 2010
- 70% in 2011
- 90% in 2012 through 2039

Dallas County's participation rate was 55% in 2008 through 2011. The county's annual participation rate increased to 75% in 2012 through 2039, for a period of 28 years.

District Accomplishments

The Davis Garden TIF District is located southwest of downtown Dallas in the North Oak Cliff neighborhood. It includes portions of the Davis Street, Fort Worth Avenue, and Hampton Road corridors, as well as land adjacent to Pinnacle Park, commercial property and multi-family developments. The District features numerous opportunities for redevelopment in areas near amenities such as Coombs Creek Trail, Kidd Springs Park, Stevens Park Golf Course, and the Twelve Hills Nature Center.

Single-family neighborhoods were excluded from the District since they are not targeted for development or redevelopment activities. Kidd Springs Park, Stevens Park Golf Course, and the Twelve Hills Nature Center were included to enable improvements and enhance the connectivity between surrounding neighborhoods. The local elementary schools were included for similar reasons.

Originally the District's geographic area contained approximately 583 acres (excluding right-of-way). However, the geographic area was amended to include selected adjacent properties. The properties that comprise the boundary amendment have a total land area of approximately 105 acres. Their inclusion increased the District's geographic area to approximately 688 acres.

City Council has approved eleven projects in the District for TIF funding since its creation. This includes SLF III – Davis Garden TIF, L.P.'s (SLF) horizontal development project which resulted in the preparation of the following potential development sites for future activities:

1. Chateau Crete Assembly

- 1818 Stevens Forest
- 1836 Stevens Forest
- 1916 Stevens Forest
- 2002 Stevens Forest

2. Acorn Tree Assembly

- 2105 West Davis
- 2211 West Davis

3. Cliffwood Assembly

- 1836 West Davis

4. Kings Highway Assembly

- 1610 Kings Highway
- 1616 Kings Highway
- 1618 Kings Highway
- 1622 Kings Highway
- 1630 Kings Highway

5. Kidd Springs Assembly

- 829 Cedar Hill
- 901 Cedar Hill

6. Northhills Assembly

- 640 North Plymouth
- 2643 West Davis

The site's preparation facilitated the demolition of 1,503 outdated apartment units in accordance with the District's goal to replace 2,100 functionally obsolete apartments and 85,000 square feet of commercial space with approximately 2,200 for-sale units, 4,400 rental units and 663,300 square feet of improved, reconfigured or new neighborhood retail space. The goal's realization is anticipated to further improve North Oak Cliff's successful residential market while stimulating the expansion of resident and commercial activity throughout the District. This idea is reinforced by the following activities that occurred along West Davis Street during the fiscal year:

- Completion of Phase I of the Kessler Theater's renovation
- Conversion of Miguel's Auto Body Shop into the Oak Cliff Coffee Roasters
- Construction of the Bell Bishop Arts Apartments on the Cliffwood Assembly

The 196 acres of undeveloped land that comprise the Canyon in Oak Cliff project is another prime location for future development activities. On June 8, 2011, City Council awarded SLF an amount not to exceed \$128,875,756 in total funding (\$69,808,000 in future TIF revenues plus an additional grant up to \$59,067,756 pursuant to the Davis Garden TIF District Grant Program) for the construction of public infrastructure improvements in the area which is located southwest of Interstate Highway 30 and North Westmoreland Road. Prior to City Council's approval of the public subsidies this vast area was not served by public utilities or streets. In contrast, the construction of the project's public infrastructure improvements is anticipated to help facilitate the build-

out plan that includes following elements:

- 2,881 residential units (529 for-sale units and 2,352 rental units);
- 516,000 square of retail space;
- 1,245,200 square feet of office/medical space; and
- 310 key full-service hotel



The Canyon in Oak Cliff's Conceptual Site Plan
(Source: SLF)



The initial stages of the Colorado Boulevard Extension Project
(Source: GFD Opportunity I, LLC)

Past, Current and Anticipated Projects

The past, current and anticipated projects within the District as of September 30, 2014 are as follows:

Project	Location	Units/Square Feet ¹	Status	Year Complete	Approximate Investment / Assessed Value ²	TIF Investment ³
Settles Garage (Good Space)	614 West Davis	3,879 square feet of office and retail space	Complete	December 2007	\$126,190 (assessed value)	\$0
Kemp Garage (Good Space)	632 West Davis	4,000 square feet of office/show room space	Complete	June 2008	\$105,000 (assessed value)	\$0
SLF's Horizontal Development project (Environmental remediation and demolition of six obsolete apartment complexes and a \$1 million deposit into the Davis Garden TIF District Increment Fund for future TIF infrastructure improvements that benefit the District in lieu of the developer constructing median improvements, streetscape or other public improvements within the District)	<ol style="list-style-type: none"> Chateau Crete Assembly <ul style="list-style-type: none"> 1818 Stevens Forest 1836 Stevens Forest 1916 Stevens Forest 2002 Stevens Forest Acorn Tree Assembly <ul style="list-style-type: none"> 2105 West Davis St. 2211 West Davis St. Cliffwood Assembly <ul style="list-style-type: none"> 1836 West Davis Kings Highway Assembly <ul style="list-style-type: none"> 1610 Kings Highway 1616 Kings Highway 1618 Kings Highway 1622 Kings Highway 1630 Kings Highway Kidd Springs Assembly <ul style="list-style-type: none"> 829 Cedar Hill Ave. 901 Cedar Hill Ave. Northhills Assembly <ul style="list-style-type: none"> 640 North Plymouth 2643 West Davis St. 	<ol style="list-style-type: none"> Chateau Crete Assembly (219 units) Acorn Tree Assembly (449 units) Cliffwood Assembly (247 units) Kings Highway Assembly (84 units) Kidd Springs Assembly (177 units) Northhills Assembly (327 units) 	<p>The sites preparation for future development activities is complete.</p> <p>The developer deposited \$1 million into the Davis Garden TIF District Increment for future infrastructure projects within the District.</p>	December 2011	\$6,437,410 (does not include the Cliffwood Assembly; represents a \$10,047,070 decrease in the properties' assessed value since the District's creation)	\$4,008,247
Twelve Hills Nature Center's Urban Prairie Trailhead project (park, open space, and streetscape improvements)	817 Mary Cliff Road	N/A	Complete	July 2010	\$312,648 (approximate investment) \$40,000 (assessed value)	\$118,820
Taylors Farm multi-family housing project (environmental remediation, infrastructure and public right-of-way improvements)	1150 Pinnacle Park Boulevard	160 units (144 units are designated for affordable housing)	Complete	October 2011	\$5,014,690 (assessed value)	\$2,071,197

Project	Location	Units/Square Feet ¹	Status	Year Complete	Approximate Investment / Assessed Value ²	TIF Investment ³
Lucky Dog Books and private storage area (converted from former portrait studio)	633 West Davis Street	10,400 square feet of retail space including approximately 4,800 square feet that is occupied by Lucky Dog Books	Complete	April 2012	\$360,000	\$0
I-30 Frontage Road Design project (engineering and design for Phase 1 of a new eastbound frontage road)	South side of I-30 between Cockrell Hill Road and Westmoreland Road	N/A	Complete	September 2012	\$436,919 (approximate investment)	\$436,919
Kessler Theater Renovation project (environmental remediation and demolition, historical façade, and infrastructure improvements)	1214 West Davis Street and 1215 West 7th Street	6,300 square feet of office and retail space; and 5,100 square foot entertainment venue	Phase I of the project (environmental remediation and demolition activities and historical façade improvements) are complete. Phase II of the project (infrastructure improvements) is in progress	December 2012 (Phase I) June 2015 (Phase II)	\$1,358,293 (approximate investment) \$405,220 (assessed value)	\$199,643 [\$136,343 if the project is approved for a sustainable development grant application by the North Central Texas Council of Governments ("NCTCOG")]
Hillside West senior housing project (environmental remediation and infrastructure improvements)	3757 Falls Bluff Drive (formerly 4512 West Davis Street)	130 units (each unit is affordable housing)	Complete	August 2013	\$6,101,000 (assessed value)	\$1,600,000
I-30 Frontage Road Construction project	South side of I-30 between Cockrell Hill Road and Westmoreland Road	N/A	The project's construction is scheduled to begin July 2011.	July 2015 (scheduled completion)	\$10,573,794 (approximate public investment)	\$0
The Canyon in Oak Cliff	196 acres of undeveloped property located southwest of Interstate Highway 30 and North Westmoreland Road	2,881 residential units (529 for-sale units / 2,352 rental units); 516,000 square of retail space; 1,245,200 square feet of office/medical space; and a 310 key full-service hotel	The project's Infrastructure Improvements are underway.	Ongoing	\$472,000,000 (approximate planned investment)	\$128,875,756 in total funding (\$69,808,000 in future TIF revenues plus an additional grant up to \$59,067,756 pursuant to the Davis Garden TIF District Grant Program)

Project	Location	Units/Square Feet ¹	Status	Year Complete	Approximate Investment / Assessed Value ²	TIF Investment ³
North Oak Cliff Streetcar Extension	Not Applicable (benefits provided through the extension of the North Oak Cliff Streetcar system to the Davis Garden TIF District)	Not applicable	TBD	TBD	Not applicable	\$3,000,000 pursuant to the Davis Garden TIF District Grant Program
Bell Bishop Arts Apartments	1836 West Davis (former Cliffwood Assembly)	207 units	Complete	December 2012	\$27,500,000 (assessed value)	\$0
Oak Cliff Coffee Roasters (formerly Miguel's Auto Body Shop)	– 817 and 819 West Davis Street	6,520 square feet of retail space	Complete	July 2013	\$279,910 (assessed value)	\$0
Davis Street Market	701 and 715 West Davis Street	Approximately 150 units totaling 150,000 square feet of residential rental space (20% of all units will be affordable housing); 68,000 – 96,000 square feet of office and retail space; and 345 structured parking spaces for all uses	The project's environmental remediation activities are scheduled to begin January 2014	TBD	\$33,700,000 (approximate planned investment)	\$4,000,000
1600 Kings Highway	1610 Kings Highway	32 detached units	Under construction	TBD	Not Available	\$0
Bishop Heights	829, 901, 909 and 915 Cedar Hill Avenue; 815 North Van Buren Avenue; and 618, 626, 628 and West 5th Street	44 detached units	Under construction	TBD	Not Available	\$0
¹ Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ² Based upon A) market value of comparable projects for anticipated projects, B) private investment stated in the development agreement for projects that are approved or under construction, or C) DCAD market value for completed projects as of September 30, 2014 (unless project has not yet been assessed). Values may not be fully captured by the TIF district for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ³ TBD indicates that development agreement has not yet been adopted and TIF investment is yet to be determined.						

Value and Increment Revenue Summary

The Davis Garden TIF District's 2014 assessed taxable value was \$186,470,336. This represents an increase of \$48,635,739 (35.3%) over its adjusted base value of \$137,834,597 and an increase of \$27,433,280 (17.2%) over the previous year's total. Of this amount, \$30,432,062 is attributed to the appreciation of property within Subdistrict A (The Canyon) while \$13,172,740 is attributed to the appreciation of the Bell Bishop Arts Apartments in Subdistrict B. With the City and Dallas County's

participation, the increase over the adjusted base value will result in the collection of approximately \$438,198 in total incremental revenue for the District.

The 2014 tax year represents the Davis Garden TIF District's sixth year of increment collections which is anticipated to be received in FY 2014.

Objectives, Programs and Success Indicators

The Davis Garden Final Project Plan and Reinvestment Zone Financing Plan was approved on February 27, 2008, as amended. The plan's defined development goals are provided below:

- Utilize TIF funding to encourage needed horizontal improvements and site preparation in the District. This includes environmental remediation and demolition of structurally and functionally obsolete structures to set the stage for future redevelopment activities as described in this plan.

The environmental remediation and demolition of six obsolete apartment complexes (1,503 units) have been completed since the District's creation. The complexes' former sites have been prepared for future redevelopment activities. The redevelopment of one site (the Cliffwood Assembly) is complete while two others (the Kings Highway and Kidd Springs Assemblies) are in progress.



The Bell Bishop Arts Apartments was completed during FY 2013. The multi-family development was built on the Cliffwood Assembly's former site.

(Source: City of Dallas)

- Utilize TIF funding to encourage the needed redevelopment of the large area (The Canyon) located southwest of the intersection of Interstate Highway 30 and North Westmoreland Road.

The following progress has been made since the District's creation:

- SLF III – The Canyon TIF, L.P.'s the Canyon in Oak Cliff project was approved by City Council on June 8, 2011. The project, which consists of the construction of public infrastructure improvements on approximately 196 acres of undeveloped land within the area, is currently in progress.
- GFD Opportunity I, LLC's Taylors Farm project (160 multi-family units), which was approved by City Council on November 9, 2009, was completed during FY 2012.
- GFD Opportunity II, LLC's Hillside West project (130 senior housing units), which was approved by City Council on April 28, 2010, was completed during FY 2013.



GFD Opportunity I, LLC completed the Taylors Farm project during FY 2012.

(Source: GFD Opportunity I, LLC)

- Create additional taxable value attributed to new private development and appreciation totaling approximately \$1.7 billion over the District's 32-year life.

Four buildings have been renovated along Davis Street (the Settles Garage, Kemp Garage, Kessler Theater and Oak Cliff Coffee Roasters) since the District's creation.

The \$48,635,739 increase over the District's adjusted base value is attributed to the appreciation of property in sub-district A (The Canyon) and the construction of the Bell Bishop Arts Apartments in sub-district B.

- *The property in Subdistrict A has increased \$30,432,062 above its adjusted base value of \$4,051,748.*
- *The property in Subdistrict B has increased \$18,203,677 above its adjusted base value of \$133,782,849.*



GFD Opportunity II, LLC completed the Hillside West project during FY 2013.

(Source: GFD Opportunity II, LLC)

- Attract new private development in the District by replacing approximately 2,100 residential units with new residential units that will establish a more sustainable mix of for-sale and rental units; add approximately 6,600 residential units to increase population density in the area; and develop approximately 663,300 square feet of retail space and 1,245,000 square feet of other commercial space.

The following progress has been made since the District's creation:

- *Preparation of six sites for future redevelopment activities which included the demolition of 1,503 outdated apartment units (71.6 % of the goal) has occurred since the District's creation. This has led to the construction of 497 new residential units. An additional 76 units are under construction while 150 others are planned (11.0% of the goal):*
 - *The Taylors Farm Project has been completed. The multi-family development contains 160 units, of which 144 are designated for affordable housing.*
 - *The Hillside West Project has been completed. The multi-family development contains 130 units, all of which are designated for affordable housing.*
 - *The Bell Bishop Arts Apartments has been completed. The multi-family development consists of 207 market rate units.*
 - *The Kings Highway residential community, which will consist of 32 detached single-family homes, is under construction on the Kings Highway Assembly site.*
 - *The Bishop Springs residential community, which will consist of 44 detached single-family homes, is under construction on a site that consists of the Kidd Spring Assembly site and several adjoining properties.*
 - *The Davis Street Market mixed-use project, which will include approximately 150 residential units (20% of which must be designated for affordable housing), is currently planned for 701 and 715 West Davis Street.*



Construction of the Bishop Heights single-family housing development's initial units
(Source: City of Dallas)



The initial stages of constructing the 1600 Kings Highway single-family housing development
(Source: City of Dallas)

- Diversify housing options within the district by increasing homeownership opportunities while maintaining an affordable housing component of no less than 20% of all new units built throughout the Davis Garden TIF District.

Since the District's creation 497 new residential units have been constructed. An additional 76 units are under construction while 150 others are planned. Of the 723 units, 304 (42%) are or will be designated for affordable housing:

- *The Taylors Farm Project (144 of its 160 units are designated for affordable housing)*
 - *The Hillside West Project (each of its 130 units are designated for affordable housing)*
 - *The Davis Street Market mixed-use project (20% of the planned project's 150 units must be designated for affordable housing)*
- Encourage the redevelopment of properties along the Davis Street, Fort Worth Avenue, North Westmoreland Road and Hampton Road corridors for new residential and commercial uses that feature enhanced urban design standards which are complementary to the historic and conservation districts in the immediate area.

The following progress has been made since the District's creation:

- *Site preparation has been completed for the redevelopment of six sites throughout the District. This includes three sites located along West Davis Street. The redevelopment of one site (the Cliffwood Assembly) is complete while two others (the Kings Highway and Kidd Springs Assemblies) are in progress.*
 - *The City of Dallas Design Studio has completed a study of the Davis Corridor. The findings will be used to develop a plan for public improvements along West Davis Street.*
- Sustain the stability of local schools while redevelopment activities occur within the area's neighborhoods by encouraging strong communication between the Dallas Independent School District and area developers.

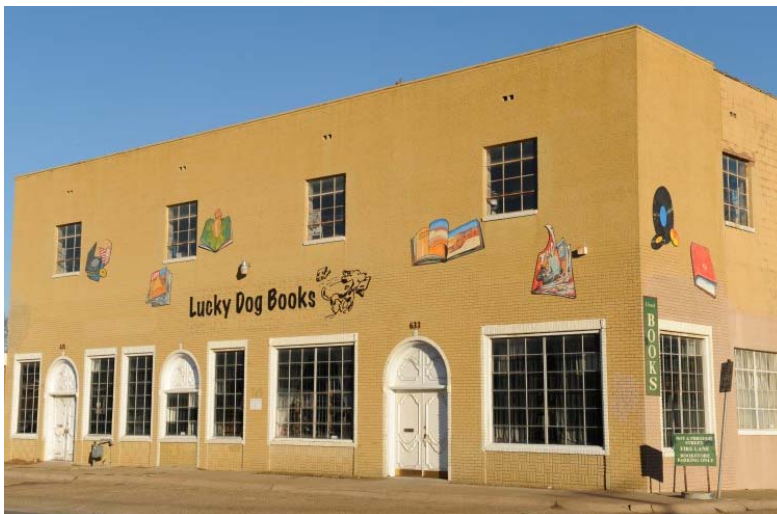
Staff is working closely with neighborhood schools to coordinate redevelopment activities with the schools' needs. This includes meeting with the principal of the Rosemont Elementary and Primary Schools as part of the planning process for the Rosemont Safe Routes to School

Project. Administrators from both schools and members of their Parent Teacher Associations have also been invited to participate in the District's TIF Board meetings.

- Diversify commercial and retail uses in the District by restoring historic commercial buildings and finding redevelopment options for commercial structures that are architecturally less significant.

The Settles Garage, Kemp Garage, Lucky Dog Books, Kessler Theater and Oak Cliff Coffee Roasters are properties with historic significance that have been converted for commercial use since the District's creation:

- *The Settles Garage has been converted into the Bolsa Restaurant and approximately 1,850 square feet of office space.*
- *The Kemp Garage has been converted into approximately 4,000 square feet of commercial room space.*
- *The converted commercial building at 633 West Davis Street is occupied by Lucky Dog Books' Oak Cliff location and a private storage area. The building contains approximately 10,400 square feet of retail space.*
- *The renovated Kessler Theater contains office and retail space for independent businesses, an instructional arts center for children and a performance venue.*
- *Miguel's Auto Body Shop has been converted into the Oak Cliff Coffee Roasters. The venue contains a coffee roastery and 1,300 square foot café.*



Lucky Dog Books' Oak
Cliff location at 633 West
Davis Street
(Source: www.luckydogbooks.com)

- Provide opportunities for needed basic retail such as grocery stores, national tenants and diversify retail shopping.

There is an ongoing effort to provide opportunities that address the basic retail needs of the District's residents and occupants.

- Improve recreational opportunities and connections to City trails and open space within the District while providing better connections to County trails and other recreational amenities in the area.

The following progress has been made since the District's creation:

- *The Twelve Hills Nature Center, Inc.'s Urban Prairie Trailhead project, which was approved by City Council on October 14, 2009, was completed during FY 2010.*
- *Work has been completed on 3/4 mile within the District along the Coombs Creek Trail (along Kessler Parkway from Sylvan Avenue to the tennis courts at Stevens Park Golf Course) during FY 2011. The project was funded by the 2006 Bond Fund program.*
- *Approximately \$8 million in upgrades for Stevens Park Golf Course were completed during FY 2012. The upgrades were subsidized by several funding sources including the 2003 and 2006 Bond Fund programs.*
- *On June 12, 2013, City Council authorized a contract for the construction of a new pavilion at Kidd Springs Park. The project will be funded by the 2006 Bond Fund program.*

Twelve Hills Nature
Center's Urban Prairie
Trailhead project
(Source: City of Dallas)



- Improve transportation including but not limited to hike and bike trails, bus, trolley, streetcar, and freeway access, street improvements and construction of new public streets and thoroughfares.

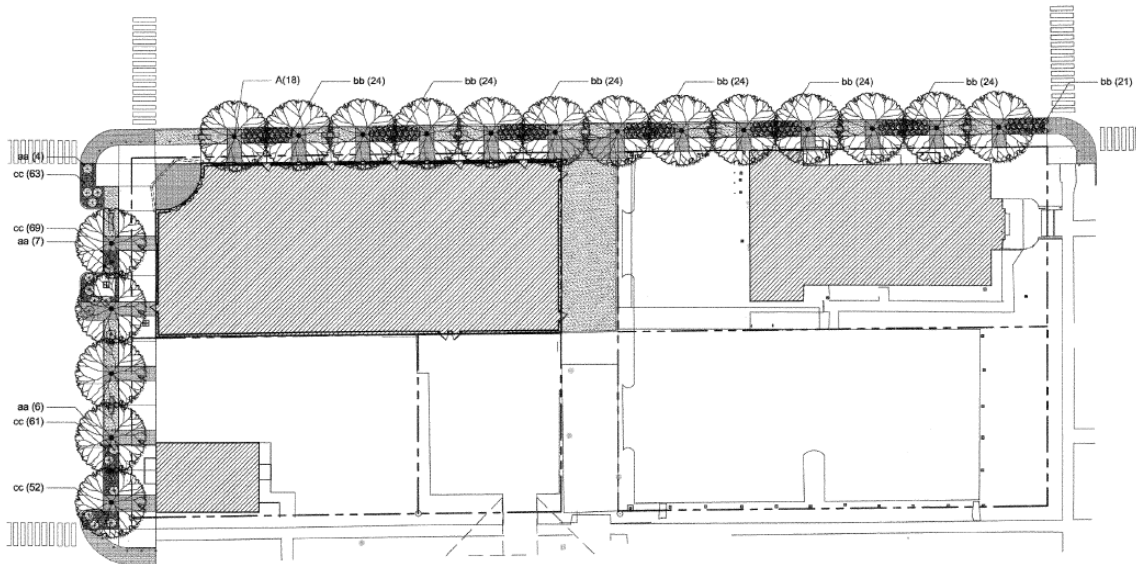
The following progress has been made since the District's creation:

- *City Council approved a project pertaining to the design for Phase 1 of a new eastbound frontage road for I-30 located between Cockrell Hill Road and Westmoreland Road during FY 2011. The frontage road's design was completed the following year. Its construction is scheduled to commence during the first quarter of FY 2015.*
- *SLF III – The Canyon TIF, L.P.'s North Oak Cliff Streetcar Extension project was approved by City Council during FY 2011. The project's approval will provide funding to extend the North Oak Cliff Streetcar system to Davis Garden TIF District.*
- *During FY 2012 the Davis Garden TIF Board made the following recommendations concerning the best utilization for SLF's \$1 million deposit into the Davis Garden TIF Increment Fund for future TIF infrastructure improvements that benefit the District in lieu of the developer constructing median improvements, streetscape or other public improvements:*
 - Matching Funds for the Kessler Theater project's infrastructure improvements component – approximately \$60,000 in TIF funding will leverage an additional \$179,200 in matching funds from TxDOT (NCTCOG Grant). The funds will be used to construct streetscape improvements outside the theater along West Davis and Clinton Streets.
 - Rosemont Plaza Project – the closure of the diagonal portion of 7th Street between Mary Cliff Road/West Davis Street and Montclair Avenue to create a pedestrian plaza that incorporates the abandoned right-of-way with two small triangular medians to create a larger pedestrian plaza. Estimated Project Budget – \$376,156
 - Rosemont Safe Routes to School Project – demonstration project to facilitate bicycle safety in the vicinity of schools through improved routing, signage and pedestrian amenities. The project includes sidewalk improvements on the north side of Stevens Forest Drive, a 10' bike trail that will connect the sidewalk on Mary Cliff Road to the existing internal drive for the Rosemont Chris Semos Campus (through DISD

property) and sidewalk improvements along Mary Cliff Road.
Estimated Project Budget – \$85,472

- Davis Corridor Urban Design Study – the study was conducted by the City of Dallas DesignStudio. The study's findings will be used to develop a concept for reconfiguring West Davis Street between Montclair Avenue and Zang Boulevard. Estimated Project Budget – \$35,880
- Kings Plaza Project – the development of a park or public open space located at Kings Highway between West Davis Street and the intersection of Tyler Street & 7th Street and Kings Highway between Polk Street & West Davis Street. Estimated Project Budget – \$442,492

In addition, there is a pending proposal to reallocate a portion of the \$1 million in funding to facilitate the conversion of North Polk and North Tyler Streets into two-way operations.



Conceptual Site Plan for the Kessler Theater Project's
Infrastructure Improvements Component

(Source: Salcedo Group, Inc.)

- Generate approximately \$103.7 million (2008 dollars) in real property tax increment for the TIF Fund over 32 years of collections.

The District's assessed property value has increased 35.3% over its adjusted base value. This increase has generated approximately \$431,884 in incremental revenue (0.4% of the goal).

Developments that are Adjacent to the District



Homes in the Kessler Woods community (located adjacent to the TIF District and across the street from SLF's Chateau Creek redevelopment site)



Homes in the Kessler Springs community (within proximity of the District's Cedar Oaks apartment community which is located on Cedar Hill Avenue)

Year-End Summary of Meetings

Based on amended composition the Davis Garden TIF Board can consist of up to seven members, including six City of Dallas appointees and one from Dallas County. The board, which met three times during the fiscal year including a Special Called Meeting on August 11, 2014, consisted of the following members:

- Jonathan R. Braddick – City appointee (attended 1 of 3 meetings)
- Reina Gonzalez – City appointee (attended 2 of 2 meetings)
- Kathy Hewitt – City appointee (attended 1 of 1 meetings; served a portion of the fiscal year due to being term limited)
- Rick Loessberg – Dallas County Representative (attended 2 of 3 meetings)
- Enrique A. MacGregor – City appointee (attended 2 of 3 meetings)
- Ed Oakley – City appointee (attended 1 of 3 meetings)
- Anga L. Sanders – City appointee (attended 2 of 2 meetings)
- Kyle R. Ward – Chair and City appointee (attended 2 of 3 meetings)

The Dallas City Council approved ten items during the fiscal year related to the District. These items are summarized below:

- On February 12, 2014, the City Council approved Resolution Number 14-0317, authorizing a third amendment to the development agreement with GFD Opportunity II, LLC, previously approved on April 28, 2010, by Resolution No. 10-1098, in Tax Increment Financing Reinvestment Zone Number Sixteen (Davis Garden TIF District) to: (1) extend the deadline to complete the construction of the Hillside West project and obtain the applicable certificate of occupancy from July 2, 2013 to January 2, 2014; and (2) extend the deadline to execute and fund an operation and maintenance agreement for non-standard public improvements associated with the project, and if necessary, obtain a license from City for the purpose of maintaining any improvements in the public right-of-way from May 1, 2013 to May 1, 2014 - Financing: No cost consideration to the City
- On February 26, 2014, the City Council approved Resolution Number 14-0386, accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Sixteen, (Davis Garden TIF District), submitted by the Davis Garden TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing

jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

- On February 26, 2014, the City Council approved Resolution Number 14-0403, authorizing Supplemental Agreement No. 2 to the professional services contract with Salcedo Group, Inc. for additional engineering services to extend the Rosemont Plaza project limits to include a section of Seventh Street, prepare field notes for four parcels to be acquired for the Rosemont Safe Route to School project on Stevens Forest Drive between Stevens Village and Mary Cliff Road, and create a Greenways map for the Rosemont Elementary School - Not to exceed \$15,000, from \$53,479 to \$68,479 - Financing: Davis Garden TIF District Funds
- On May 14, 2014, the City Council approved Resolution Number 14-0757, authorizing a contract with Gilbert May, Inc. dba Phillips/May Corporation, lowest responsive bidder of three, for construction of the Kessler Theater pedestrian amenities project - Not to exceed \$195,323 - Financing: Regional Toll Revenue II Funds (\$179,200) and Davis Garden TIF District Funds (\$16,123)
- On May 28, 2014, the City Council approved Resolution Number 14-0830, authorizing (1) the submission of two candidate projects to the North Central Texas Council of Governments for cost reimbursement for the proposed Transportation Alternatives Program 2014 for the proposed Trinity Skyline Trail Project and the Rosemont Safe Routes to School Project; and (2) a required local match not to exceed \$2,885,000 - Financing: This action has no cost consideration to the City
- On May 28, 2014, the City Council approved Resolution Number 14-0847, authorizing an amendment to the Chapter 380 economic development grant agreement with SLF III - THE CANYON TIF, LP to: (1) extend the construction start date from May 31, 2014 to May 31, 2015; and (2) increase the minimum private investment from \$5,000,000 to \$10,000,000 - Financing: No cost consideration to the City
- On June 25, 2014, the City Council approved Resolution Number 14-1013, authorizing a professional services contract with Salcedo Group, Inc. for the engineering design of streetscape improvements for West Davis Street from Zang Boulevard to Montclair Avenue - Not to exceed \$299,881 - Financing: General Obligation Commercial Paper Funds (\$256,941) and Water Utilities Capital Improvement Funds (\$42,940)
- On June 25, 2014, the City Council approved Resolution Number 14-1018, authorizing a contract with North Texas Contracting, Inc., lowest responsible bidder of three, for construction of utilities, roadway and streetscape improvements for the Colorado Boulevard Extension Project – Not to exceed \$3,713,016 - Financing: General Obligation Commercial Paper Funds

- On June 25, 2014, the City Council approved Ordinance Number 29381, abandoning a portion of Fifth Street (formerly McKee Street) to Bishop Arts Development, L.P., the abutting owner, containing approximately 17,210 square feet of land, located near the intersection of Van Buren Avenue and Fifth Street, and authorizing the quitclaim - Revenue: \$5,400, plus the \$20 ordinance publication fee
- On September 24, 2014, the City Council approved Resolution Number 14-1603, authorizing a contract with Forward Concept, LLC, lowest responsible bidder of three, for the construction of street paving, storm drainage, site furnishings, landscape, water and wastewater adjustment improvements for the Rosemont Plaza and Rosemont Safe Route to School projects - Not to exceed \$413,535 - Financing: Davis Garden TIF District Funds (\$391,529) and Water Utilities Capital Construction Funds (\$22,006)

Pending TIF Items

The approval of the FY 2014 Annual Report is the Davis Garden TIF District's only pending item.

Budget and Spending Status

The Davis Garden TIF District's Project Plan and Reinvestment Zone Financing Plan established a budget for public improvement expenditures that are necessary to support private investment. The District's budget and spending to date are provided on the following charts:

Davis Garden TIF District Projected Increment Revenues to Retire TIF Fund Obligations			
Category	TIF Budget (Total Dollars)	Allocated	Balance
Infrastructure Improvements	\$94,266,832	\$8,082,206	\$86,184,626
Environmental Remediation/Demolition	\$9,635,310	\$3,313,246	\$6,322,064
Affordable Housing	\$32,330,314	\$4,671,197	\$27,659,117
Historic Façade Restoration	\$5,495,954	\$86,535	\$5,409,419
District Wide Improvements - Parks, Open space, Trails, Trolley/Streetcar	\$12,329,769	\$3,088,145	\$9,241,624
The Canyon in Oak Cliff Improvements *	\$128,875,756	\$128,875,756	\$0
Administration and Implementation**	\$3,832,657	\$504,884**	\$3,327,773
Total Project Costs	\$286,766,592	\$148,621,969	\$138,144,623
<p><i>All values are estimated expenditures based on Annual TIF Project Costs and Debt Service schedules. These values depend on timing of projects and will fluctuate. An interest rate of 5% is used throughout the TIF term.</i></p> <p><i>*Amount will be reduced if other sources of improvement funds are identified and allocated to The Canyon.</i></p> <p><i>**TIF administration costs shown are expensed through FY 2014.</i></p>			

Davis Garden TIF District Project Plan Budget (NPV Values)	
Category	TIF Budget (NPV)
Infrastructure Improvements	\$33,219,568
Environmental Remediation/Demolition	\$4,300,000
Affordable Housing	\$11,920,435
Historic Façade Restoration	\$1,946,858
District Wide Improvements - Parks, Open space, Trails, Trolley/Streetcar	\$4,358,953
The Canyon in Oak Cliff Improvements *	\$46,035,132
Administration and Implementation	\$1,877,595
Total Project Costs	\$103,658,541
<i>All values discounted to 2008 dollars at 5% annually. Actual expenditure values will depend on the timing of project costs.</i>	
<i>* Amount will be reduced if other sources of improvement funds are identified and allocated to The Canyon in Oak Cliff.</i>	

FY 2015 Work Program

The FY 2015 work program for the Davis Garden TIF District includes:

- Encourage development projects within the District in accordance with its final Project Plan and Reinvestment Zone Financing Plan
- Continue working with staff in the Public Works and Transportation Department to finalize the design of the Rosemont Plaza, Rosemont Safe Routes to School and West Davis Street Corridor Bicycle Route Improvements projects.
- Continue working with staff in the City Design Studio to complete the Davis Corridor Urban Design Study.
- Work with staff in the Public Works and Transportation Department concerning the potential conversion of North Polk and North Tyler Streets into two-way operations.

Appendix: Financials

City of Dallas, Texas					
Davis Garden Tax Increment Financing District Fund					
Reinvestment Zone Number Sixteen					
As of September 30, 2014					
Chapter 311.016 of V.C.T.A. requires the following information					
as part of the annual report on the status of the TIF District.					
Information is contained in detail on the attached					
financial statements.					
1. Amount and source of revenue in the tax increment fund established for the zone:					
	\$0	Interest Income			
	\$178,892	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)			
	<u>\$178,892</u>	Total Revenue			
2. Amount and purpose of expenditures from the fund:					
	\$863	Administrative Expense			
	\$276	Non-Capital outlay			
	\$27,973	Capital outlay (1)			
	\$0	Interest and fiscal charges			
	<u>\$29,112</u>	Total Expenditures			
(1) These expenditures were for the following projects:					
		City Design Study of W. Davis St. Reconfiguration	\$0		
		Rosemont Plaza Safe Routes Design	\$27,973		
		Kessler Theater Pedestrian Amenities Design	\$0		
		Total	<u>\$27,973</u>		
3. The zone began reimbursing the General Fund for TIF administration costs in fiscal year 2009-10.					
4. a. Amount of Principal and Interest due-on outstanding bonded indebtedness:					
Davis Garden TIF District has incurred no bonded indebtedness as of September 30, 2014.					
b. The Zone entered into an agreement with SLF III – The Canyon TIF, L.P. to dedicate an amount not to exceed \$4,008,247 for horizontal development work throughout the TIF District. The project was completed in fiscal year 2012. Reimbursement of its TIF-eligible project costs will begin upon the availability of TIF funds from future increment collections.					
c. The Zone entered into an agreement with Twelve Hills Nature Center, Inc. to dedicate an amount not to exceed \$118,820 for the Twelve Hills Nature Center's Urban Prairie Trailhead project. The project was completed in fiscal year 2010. Reimbursement its TIF-eligible project costs will begin upon the availability of TIF funds from future increment collections.					
d. The Zone entered into an agreement with GFD Opportunity I, LLC to dedicate an amount not to exceed \$2,071,197 for the Taylors Farm project. The project was completed in fiscal year 2012. Reimbursement of its TIF-eligible project costs will begin upon the availability of TIF funds from future increment collections.					
e. The Zone entered into an agreement with SLF III – The Canyon TIF, L.P. to dedicate an amount not to exceed \$436,919 for the I-30 Frontage Road Design project. The project was completed in fiscal year 2012. Reimbursement of its TIF-eligible project costs will begin upon the availability of TIF funds from future increment collections.					

f. The Zone entered into an agreement with Kessler Theater, LLC to dedicate an amount not to exceed \$436,919 for the Kessler Theater project. The project's first phase was completed in fiscal year 2013. Reimbursement of its TIF-eligible project costs will begin upon the availability of TIF funds from future increment collections. The project's second phase is underway. Reimbursement of its TIF-eligible project costs will begin after its completion, subject to the availability of TIF funds.				
g. The Zone entered into a development agreement with GFD Opportunity II, LLC to dedicate an amount not to exceed \$1,600,000 for the Hillside West project. The project was completed in fiscal year 2013. Reimbursement of its TIF-eligible project costs will begin upon the availability of TIF funds from future increment collections.				
h. The Zone entered into an agreement with SLF III – The Canyon TIF, L.P. to dedicate an amount not to exceed \$128,875,756 for The Canyon In Oak Cliff project. The project is underway. Reimbursement of its TIF-eligible project costs will begin after applicable conditions for payment have been met, subject to the availability of TIF funds.				
i. The Zone entered into an agreement with SLF III – The Canyon TIF, L.P. to dedicate an amount not to exceed \$3,000,000 for the North Oak Cliff Streetcar Extension project. Reimbursement of the project's TIF-eligible project costs will begin after its completion, subject to the availability of TIF funds.				
j. The Zone entered into an agreement with Davis Street Market, LP to dedicate an amount not to exceed \$4,000,000 for the Davis Street Market project. Reimbursement of the project's TIF-eligible project costs will begin after its completion, subject to the availability of TIF funds.				
5. Tax increment base and current captured appraised value retained by the zone:				
Taxing Jurisdiction		Taxable Value 2014*	Base Year 1996 Value	Est. Captured Value 2014**
City of Dallas		\$186,470,336	\$137,834,597	\$48,635,739
Dallas County		\$186,792,020	\$137,794,777	\$48,997,243
* 2014 taxable value shown for taxing participating jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.				
** Based on Certified Taxable Values. Final values will be determined on February 01, 2015.				
6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:				
A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:				
Taxing Jurisdiction		Assessment Per \$100***	Amount of Estimated 2014 Increment***	
City of Dallas		0.71730	\$0	
Dallas County		0.18233	\$0	
Total for all Jurisdictions		\$0.89963	\$0	
*** Participation rate for Dallas County is 0% for tax year 2008, 55% for tax years 2009 to 2011 and 75% thereafter. City of Dallas participates at variable rates as follows:				
Tax Year		Rate		
2008		0%		
2009 - 2010		55%		
2011		70%		
2012 - 2029		90%		
B. The total amount of estimated tax increment to be billed for the 2013 tax year is \$438,198. For the 2012 tax year, increment in the amount of \$178,892 was received.				

City of Dallas, Texas						
Davis Garden Tax Increment Financing District Fund						
Balance Sheet as of September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:						
Pooled cash and cash equivalents		\$1,077,287	\$932,224	\$1,009,859	\$1	\$621
Interest receivable		\$0	\$0	\$0	\$0	\$0
Total assets		\$1,077,287	\$932,224	\$1,009,859	\$1	\$621
Liabilities and Fund Balance (Deficit):						
Liabilities:						
Accounts and contracts payable		\$0	\$4,877	\$0	\$0	\$0
Advances from developers		\$0	\$0	\$0	\$0	\$0
Accrued interest		\$0	\$0	\$0	\$0	\$0
Due to general fund		\$261,505	\$261,505	\$211,691	\$132,878	\$165,456
Total liabilities		\$261,505	\$266,381	\$211,691	\$132,878	\$165,456
Fund Balance (Deficit):						
Fund Balance (Deficit)		\$815,783	\$665,842	\$798,168	(\$132,877)	(\$164,834)
Total Liabilities and Fund Equity		\$1,077,287	\$932,224	\$1,009,859	\$1	\$621
		\$0	\$0	\$0	\$0	\$0

City of Dallas, Texas						
Davis Garden Tax Increment Financing District Fund						
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)						
For the Period September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$324,975	\$145,090	\$13,493	\$2,722	\$123,964	\$39,705
Tax increment-Intergovernmental	\$106,910	\$33,802	\$8,362	\$7,135	\$39,695	\$17,915
Developer participation/Other income	\$1,000,162	\$161	\$0	\$1,000,001	\$0	\$0
Interest income	\$0	\$0	\$0	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	(\$0)	\$0	(\$1)	\$0	(\$1)	\$1
Total revenues	\$1,432,046	\$179,053	\$21,854	\$1,009,858	\$163,659	\$57,621
Expenditures:						
Administrative expenses	\$505,748	\$863	\$71,914	\$78,813	\$131,702	\$93,736
Non-Capital Outlay	\$30,276	\$276	\$30,000	\$0	\$0	\$0
Capital outlay	\$80,240	\$27,973	\$52,266	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$616,263	\$29,112	\$154,180	\$78,813	\$131,702	\$93,736
Excess (Deficiency) of Revenues over Expenditures	\$815,783	\$149,940	(\$132,326)	\$931,045	\$31,958	(\$36,115)
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$665,842	\$798,168	(\$132,877)	(\$164,834)	(\$128,720)
Fund balance (Deficit) at beginning of year, as restated	\$0	\$665,842	\$798,168	(\$132,877)	(\$164,834)	(\$128,720)
Fund balance (deficit) at end of year	\$815,783	\$815,783	\$665,842	\$798,168	(\$132,877)	(\$164,834)
Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.						

Notes to Financials

City of Dallas, Texas

Davis Garden Tax Increment Financing District

Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$4,495,793 (in current \$) over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the general fund in fiscal year 2009-10. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

AGENDA ITEM # 32

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 3, 4, 8, 14

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 35 M R U V Y; 36 A B E F J K; 45 C G J K L N P
T U V X Y Z; 55 B C F K M P Q R T U V X Y; 65 B C G H L M;
56 J N

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seventeen, (TOD TIF District), submitted by the TOD TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as the State Comptroller. The City Council approved Ordinance No. 27432, as amended on December 10, 2008, establishing Tax Increment Financing Reinvestment Zone Number Seventeen, (TOD TIF District) The Transit-Oriented Development (TOD) around DART stations was created in the central portion of the City to help create a series of unique destinations. On April 14, 2010, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 27854, as amended.

The TOD TIF District's assessed tax value in 2014 was \$334,672,075. This represents an increase of 65.6% (\$132,597,554) from the assessed value of the base year (2008 and 2010), as amended and an increase of 14.5% (\$42,409,679) over the final value for the previous year. With the participation of the City and Dallas County, this increase will result in the collection of approximately \$1,075,572 total in incremental revenue for the TOD TIF District for the 2014 tax year.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On December 10, 2008, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Seventeen, the TOD TIF District by Ordinance No. 27432, as amended.

On April 14, 2010, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the TOD TIF District by Ordinance No. 27854, as amended.

On December 4, 2014, the TOD TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Seventeen, ("TOD TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment of Transit-Oriented Development (TOD) sites pursuant to Ordinance No. 27432, as amended, authorized by the City Council on December 10, 2008, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on April 14, 2010, the City Council authorized the Final Project Plan and Reinvestment Zone Financing Plan for the TOD TIF District by Ordinance No. 27854; as amended and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 4, 2014, the TOD TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Seventeen and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Seventeen, (TOD TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**) is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Seventeen to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

TOD TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 671-9821

http://www.dallas-ecodev.org/area_redevelopment.html

October 1, 2013 to September 30, 2014

TOD TIF: Overview Map

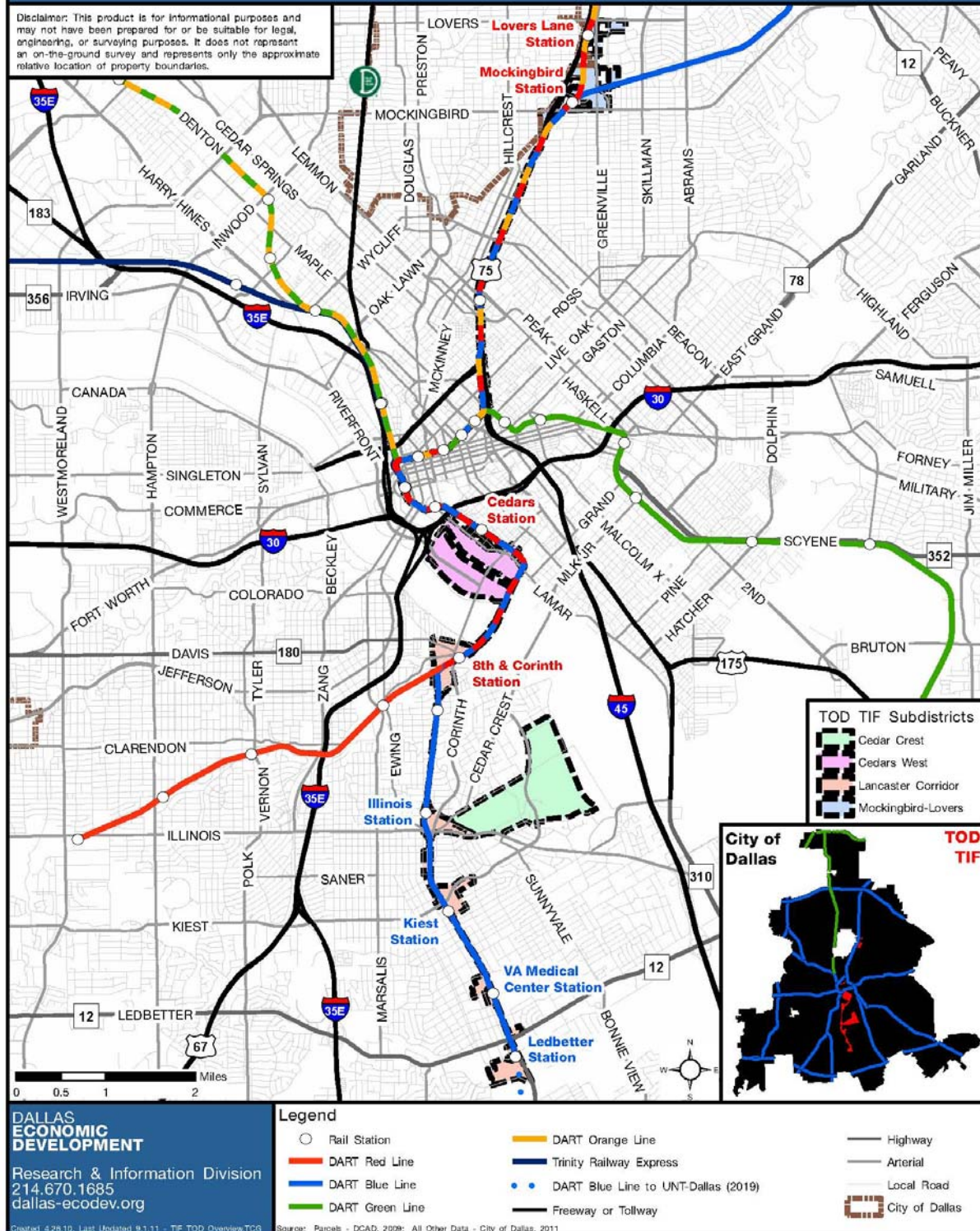


Table of Contents

Mission Statement.....	4
TOD TIF District Accomplishments	4
Value and Increment Revenue Summary.....	8
Objectives, Programs, and Success Indicators	13
Year-End Summary of Meetings	17
Pending TIF Items.....	20
Budget and Spending Status.....	20
FY 2015 Work Program.....	23
Appendix A – Financials.....	24

Front cover shows the Lancaster Urban Village project courtyard during a June 2014 ribbon cutting ceremony.

Mission Statement

The mission of the TOD TIF District is to provide a source of funding for public infrastructure improvements that will help create a series of unique destinations, as well as foster the construction of structures or facilities that will be useful or beneficial to the development of transit stations along the DART light rail system in the central portion of the City. Redevelopment of the Lancaster Corridor and encouragement of transit-oriented mixed-use development (TOD's) around DART stations are top City priorities. Linkage of areas proximate to the Lovers Lane/Mockingbird, Cedars West, and Lancaster Corridor transit stations via the DART Rail Lines facilitates higher density urban development in all areas and permits tax increment sharing to occur.

The TOD TIF District duration began on January 1, 2009, and will terminate on December 31, 2038, (including collection of the 2038 increment in calendar year 2039 and any related matters to be concluded in 2039).

TOD TIF District Accomplishments

Dallas City Council established the TOD TIF District by Ordinance Number 27432 on December 10, 2008, as amended.

The TOD TIF District contains a series of DART light rail station areas connected by the rail line. Chapter 311 of the Tax Code was amended in 2007 to allow the creation of a reinvestment zone for properties that have some connection to and will benefit a mass transit rail system. The original TIF boundary included three sub-districts (and eight DART light rail stations) – Mockingbird/Lovers Lane, Cedars West, and the Lancaster Corridor within the District defined by the relationship of areas geographically and/or to redevelopment goals.

The Dallas City Council adopted the TOD TIF District Project Plan and Reinvestment Zone Financing Plan on April 14, 2010 by Ordinance 27854, as amended in April and November 2010 and May 2012.

In FY 2010, the TIF Board and City Council approved a development agreement dedicating up to \$8,492,273 in future TIF revenues in support of the Lancaster Urban Village project. The Lancaster Urban Village project will be an important seed project for the Veterans Hospital "VA" DART Station area and has been planned in conjunction with a related project to expand the Dallas Urban League offices and training facilities. Staff has continued to work extensively with City Wide Community Development Corporation and their partner Catalyst Urban Development, LLC on coordination for other funding programs to complete the financing package for the project. In 2009, City Council approved an economic development forgivable loan agreement for to assist with land assemblage and related costs for the Dallas Urban League expansion and adjacent mixed-use development.

In December 2011, the TIF Board approved a 12 month deadline extension for the project to allow an additional time to secure remaining financing sources for the project necessary due to the complexity with structuring both Housing and Urban Development (HUD) Sec 108 and 221d4 programs and New Market Tax Credit sources. City Council authorized the amendment to extend deadlines on January 11, 2012.

In FY 2012, the TIF Board and City Council approved a second amendment to the Lancaster Urban Village development agreement to divide the TIF funding allocation and development obligations into two separate agreements for the commercial and residential project components necessary to close the remaining financing for the project. The financing for the project closed in September 2012 and construction was being completed in 2014.

In October 2010, the City was awarded a \$2.225 million HUD Community Challenge Planning Grant to be shared among three focus areas: 1) Lancaster Corridor/TOD TIF District (primarily Kiest and VA Station areas), 2) the DART Green Line Corridor including Hatcher Station-Spring Avenue JB Jackson, and Buckner station areas, and 3) the Vickery Meadow / Five Points Area. In 2013, the area plan for the Lancaster Corridor was adopted as an amendment to the forwardDallas! Comprehensive Plan.

In 2012, the TIF Board approved by-law amendments to reflect changes in state law for TIF Board composition recognizing that only taxing jurisdictions that participate financially can have representation and a change in the TIF design review process to have that function undertaken as part of the City Design Studio Peer Review Panel. The TIF Board also approved a set of master design guidelines and mixed-income housing guidelines.

In 2013, an amendment extending deadlines for the SMU Boulevard streetscape and trail connection project was approved by the TIF Board and City Council. The project includes a \$400,000 TIF funding pledge as a local match for a North Central Texas Council of Governments (NCTCOG) Sustainable Development grant.

The City's Housing Department has been working with City Wide CDC on plans for a multi-phased Lancaster Kiest Village project with the first phase beginning with a new Rudy's Chicken restaurant. Serenity Place Apartments, a supportive housing development was also in the planning stages.

During FY 2014, the Lancaster Urban Village project began opening. Staff continued to have discussions on other potential developments including a Matthews Southwest concept plan for a large development site and Alamo Drafthouse movie theater in the Cedars West Sub-District.

Initial projects within the District completed, under construction or in the development stage are shown in the table below.

TOD TIF District Projects ¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. or Estimated Value ³	TIF Investment ⁴
Lancaster Urban Village – Ph I- Mixed Use Building	SW corner Ann Arbor Ave. & Lancaster Rd.	Ph I - 2014	Complete	193 units; 14,131 square feet retail	\$19,364,035	\$8,492,273
Ph II -Urban League Expansion (related project office/training facility) ^{(6) (7)}	SW corner Ann Arbor Ave. & Lancaster Rd.	Ph II - 2017	Planned	46,568 square feet office	\$9,888,751	n/a
Subtotal				193 units; 14,131 square feet retail; 46,568 square feet office	\$29,252,786	\$8,492,273
Projects Within TIF District Not Utilizing TIF Funding ⁵						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
The Shelby	5609 SMU Blvd.	2009	Complete	55 units; 3,720 square feet retail	\$8,984,140	n/a
Crest Plaza Shopping Ctr. Remodel ⁽⁷⁾	2603 S. Lancaster Rd.	2010	Complete	112,000 square feet retail	\$1,000,000 Added Investment	n/a
The BLVD (former Shamburger site)	5630 SMU Blvd.	2013	Complete	417 units; 9,100 square feet retail	\$51,431,440	n/a
Sphinx Development Corp. – Fiji/Compton Phase I	201 Fran Way	2010	Complete	130 senior apt. units	\$2,170,140	n/a
NYLO Dallas South Side Hotel	1325 S. Lamar	2012	Complete	76 hotel rooms (55,000 square feet total with amenities)	\$5,164,720	n/a
Signature Pointe redevelopment, Phase I ⁽⁷⁾	5936 Lovers Lane	2014	Complete	336 units	\$42,217,590	n/a

Signature Pointe redevelopment, Phase II ⁽⁷⁾	5936 Lovers Lane	2015	Under construction	311 senior housing units	\$48,000,000	n/a
CVS Pharmacy	5050 S. Lancaster Rd.	2013	Complete	14,991 sf retail	\$2,388,000	n/a
Lancaster Kiest Village - Rudy's Chicken ⁽⁷⁾	3103 S. Lancaster Rd.	2014	Complete	1,625 sf restaurant	\$401,840	n/a
Lancaster Kiest Village - Serenity Place Apartments ⁽⁷⁾	3124 S. Lancaster Rd.	2016	Planned	45 units	\$6,130,120	n/a
Subtotal				1,294 units; 76 hotel rooms 141,436 square feet retail	\$168,392,850	\$0
Projects Utilizing and Not Utilizing TIF Funding						
Total				1,487 units; 76 hotel rooms; 155,567 square feet retail; 46,568 square feet office	\$197,645,636	\$8,492,273
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ Principal amount not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown. ⁵ Selected significant projects included. ⁶ Tax-exempt property. Amount shown is approximate investment in improvements. ⁷ Includes other incentives not shown. Contact City of Dallas Office of Economic Development for more information.						



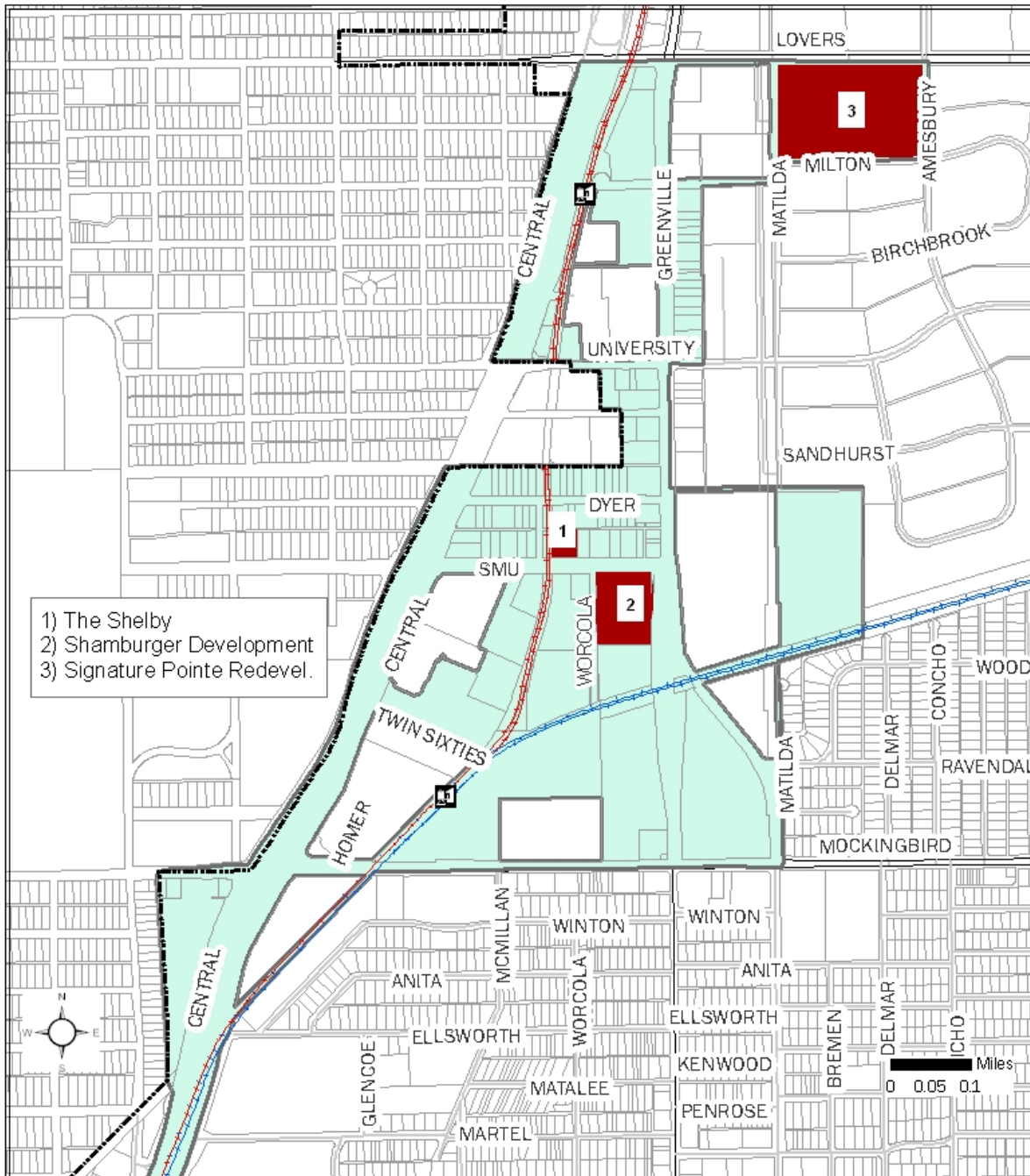
Lancaster Urban Village Ribbon Cutting – June 2014. Councilmember Dwaine R. Caraway addresses the audience (above). Attendees touring the project (right)



The City and other partners have some initiatives that began prior to FY 2011; however, will have a direct impact with public infrastructure for the District going forward. Two projects received funding commitments in 2006 from the North Central Texas Council of Government's Sustainable Development Call for Projects. Agreements are in place and the projects are currently in design.

District Initiatives – Other Public Support for Projects				
Activity	Scope	Status	Investment	Source
Mockingbird Plaza Sustainable Development Project	Streetscape improvements along SMU Blvd. and trail/bicycle improvements from SMU Blvd to Mockingbird DART Station. City bond funds also authorized for SMU Blvd. improvements.	Funding approved by the NCTCOG's RTC on April 13, 2006. City Council authorized Interlocal Agreement December 2006 (amended June 2011). A TIF agreement with SMU to reimburse for the local match was authorized in June 2011 and deadlines extended in 2013. Construction began in 2014 with scheduled completion mid-2015.	\$1,600,000 \$ 400,000 \$1,038,300	NCTCOG/RTC 2006 Local Match – Private (<i>agreement for TIF eligible reimbursement</i>) 2006 City bond funds
Sphinx at Fiji/Compton – Phase I-II Sustainable Development Project	Infrastructure including paving and drainage	Funding approved by the RTC on April 13, 2006. City Council authorized Interlocal Agreement December 2006. Street infrastructure work is complete.	\$2,811,986 \$ 702,997	NCTCOG/RTC 2006 Local Match – 2003 City bond funds
HUD Community Challenge Grant for Transit Oriented Development and Affordable Housing	Funding for planning and pre-development assistance related to affordable housing and TOD. Funding allocated to a portion of the Lancaster Corridor, Vickery Meadow/5-Points, and three Green Line DART stations areas - Hatcher, MLK and Buckner	The City was awarded the grant under the HUD Sustainable Communities Challenge Grants program in 2010. Fregonese Associates was selected as the consultant for planning activities (contract award up to \$799,968) related to the grant. In April 2013, the Dallas TOD Lancaster Corridor Area Plan was adopted.	\$2,225,000 Required Local Match for Grant: 20%	HUD funding TIF Funds (Vickery Meadow)

TIF District Development Project Map – Part 1 of 5



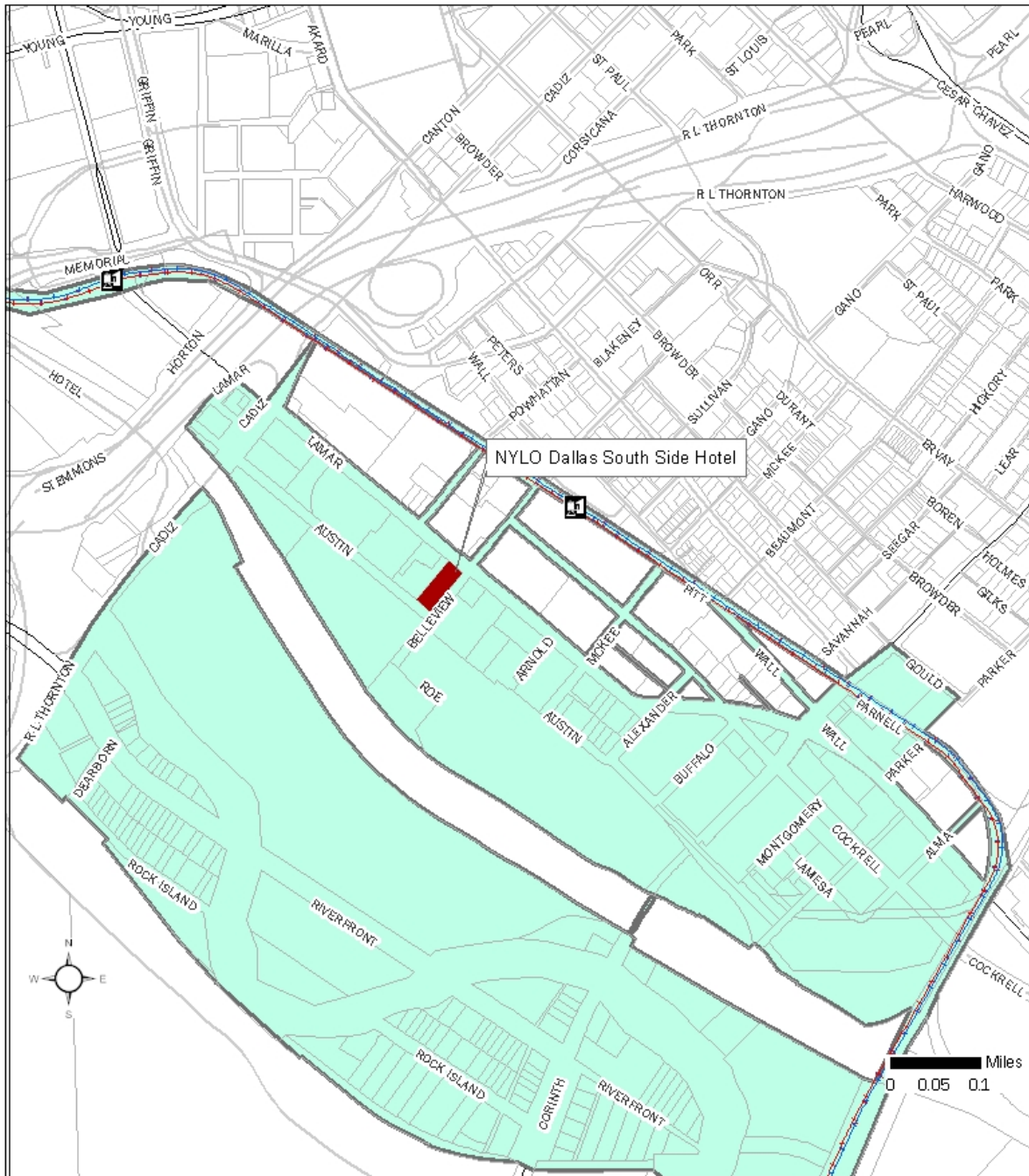
Current Development Projects TOD TIF - Mockingbird & Lovers Lane Sub-District

City of Dallas
Office of Economic Development
<http://www.DallasEcoDev.org>
Created October 2012



- Development Sites
- TIF Boundary
- City of Dallas
- DART Red Line
- DART Blue Line
- D DART Stations

TIF District Development Project Map – Part 2 of 5



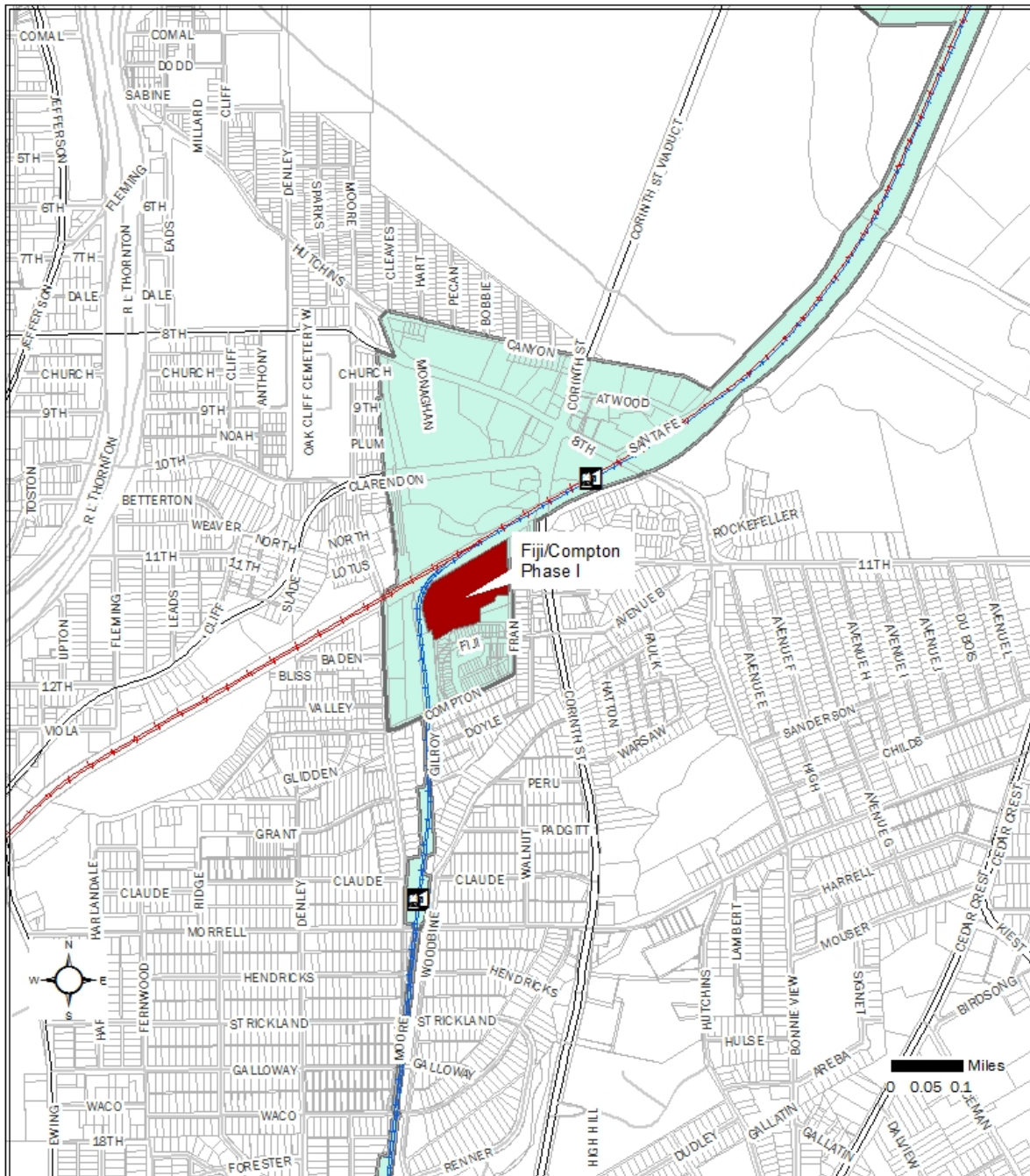
Current Development Projects TOD TIF - Cedars West Sub-District

City of Dallas
Office of Economic Development
<http://www.DallasEcoDev.org>
Created December 2012



- Development Sites
- TIF Boundary
- Excluded Property
- City of Dallas
- DART Red Line
- DART Blue Line
- D DART Stations

TIF District Development Project Map – Part 3 of 5



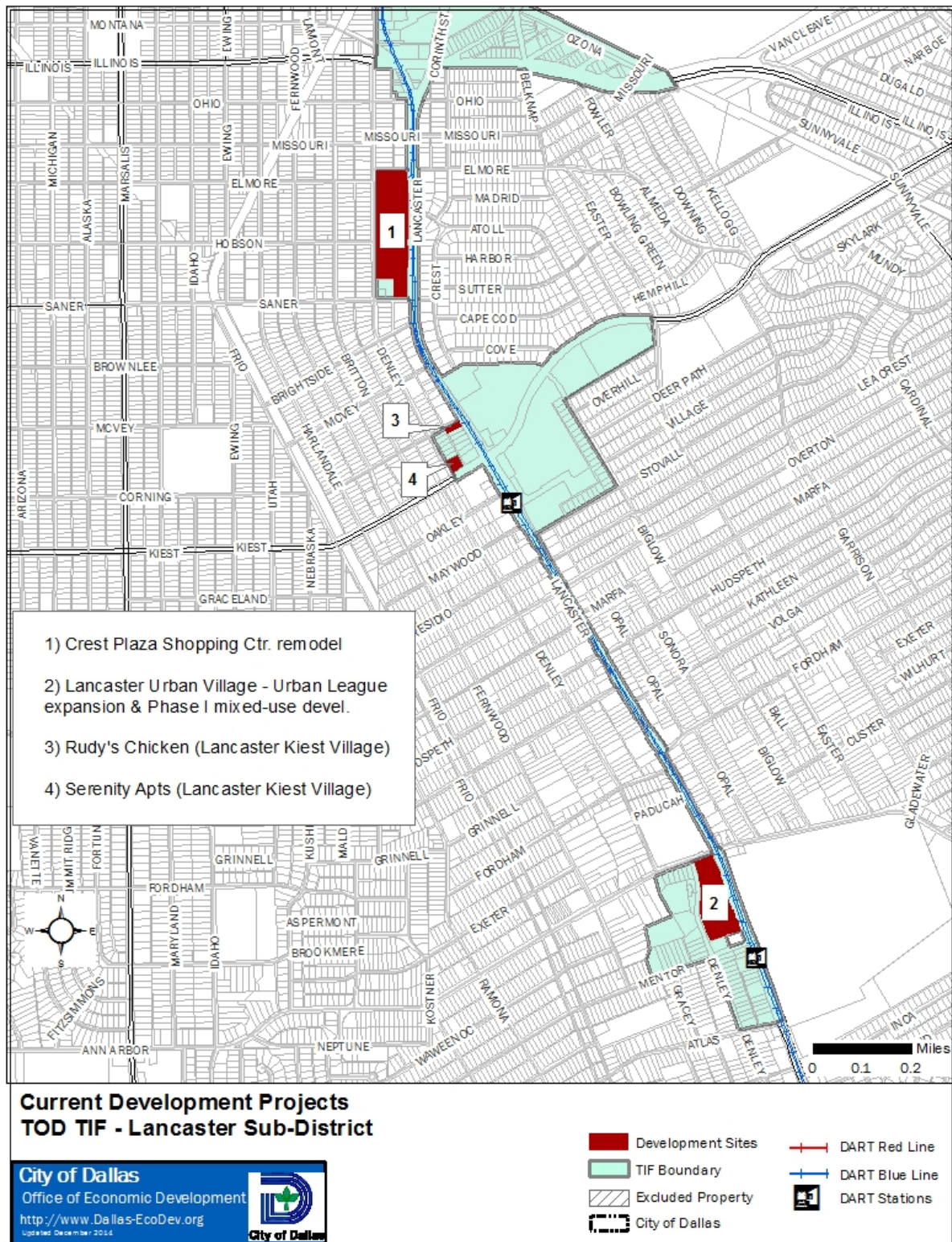
Current Development Projects TOD TIF - Cedars West/8th & Corinth Sub-District

City of Dallas
Office of Economic Development
<http://www.Dallas-EcoDev.org>
Updated: December 2014



- Development Sites
- TIF Boundary
- Excluded Property
- City of Dallas
- DART Red Line
- DART Blue Line
- D DART Stations

TIF District Development Project Map – Part 4 of 5



Value and Increment Revenue Summary

The TOD TIF District's assessed 2014 City taxable value was \$334,672,075 and varies for other taxing jurisdictions due to exemption levels. This represents an increase of \$132,597,554 or 65.6% over the base year (2008 and 2010) value, as amended. The TIF District anticipates collecting approximately \$1,075,572 in incremental tax revenue for tax year 2014. The overall increase in value is primarily attributable to new construction in the Mockingbird/Lovers Lane Sub-District and some new construction in the Lancaster Corridor Sub-District.

Objectives, Programs, and Success Indicators

The final TOD TIF Project Plan and Reinvestment Zone Financing Plan was adopted in April 2010. Among the goals of the Plan are:

- To create additional taxable value attributable to new private investment in projects in the TOD TIF District totaling approximately \$2,431,000,000
Over \$197.6 million in new investment has been completed, is underway or planned (8% of the goal).
- To attract higher density new private development in the TOD TIF District totaling approximately 2,480,000 square feet of new or upgraded retail and office space and 13,900 residential units, including townhome, multi-family, and single-family projects.
155,567 square feet of new and upgraded retail space and 46,568 square feet of office space has been completed, is underway or planned (8% of the goal). Approximately 1,487 residential units are completed, under construction or planned (11% of the goal).



Signature Pointe Redevelopment – Traditions senior housing under construction (left) and the completed Landmark on Lovers apartment units (right)

- To focus on encouraging the redevelopment of properties in the TOD TIF District, increase density and provide enhanced urban design for the various station areas that is commensurate with forwardDallas!, the City's Comprehensive Plan.
Initial development projects under construction or planned show momentum for more urban, pedestrian friendly redevelopment in support of forwardDallas!.

The NYLO Dallas South Side hotel opened in 2012, a redevelopment of the historic Dallas Coffin Company Building.



- Encourage development projects that will increase DART ridership at rail stations within the TOD TIF District.
Initial development projects completed, under construction or planned will add 1,487 new households in close proximity to DART stations. The most recent average daily ridership figures as of September 2014 for the eight DART light rail stations in or adjacent to the District are shown in the table below:

Average Daily Ridership at DART LRT Stations in or adjacent to the District			
Station	Daily ridership – Sept 2009 (base yr)	Daily ridership – Sept 2014	%change from base year
Lovers Lane	1,257	1,403	12%
Mockingbird	3,446	3,617	5%
Cedars	1,151	676	-41%
8 th & Corinth	2,086	1,612	-23%
Illinois	1,114	1,008	-9%
Kiest	1,298	1,039	-20%
VA Medical Center	913	825	-10%
Ledbetter	2,682	2,325	-13%

- To improve access and connections between DART light rail station areas and strategic Dallas area amenities such as the campus and future research facilities of Southern Methodist University, the Bush Presidential Library, the Trinity River, Southside on Lamar, and the heart of Cedars to the Convention Center area, Dallas Zoo, Cedar Crest Golf Course, and Veterans Memorial Hospital.

The Mockingbird Plaza Sustainable Development Project and 2006 bond program public improvements now under construction will facilitate better pedestrian connectivity along SMU Boulevard and to the Mockingbird DART Station. Connections will be improved for this area in close proximity to Southern Methodist University and the Bush Presidential Library which opened in 2013. Improvements completed as part of the Lancaster Urban Village will improve connectivity to the Veterans Memorial Hospital and DART station.



George W. Bush Presidential Library and Museum opened in 2013 on the SMU Campus.

- To increase recreational opportunities and improve connections to the City of Dallas trails and open space system in the District.

Mockingbird Plaza Sustainable Development Project improvements now under construction will provide for a walking and bicycle trail between SMU Boulevard and the Mockingbird DART station. An extension of the Katy Trail improvements, with City bond funds, in the Mockingbird area have been in the property acquisition and initiating construction phase. Staff will continue to work with the Park and Recreation Department and other entities to address park and trail needs as the District evolves.

- To maintain the stability of local schools as redevelopment occurs in the housing market and promote improved training and job creation through partnerships with Southern Methodist University, Dallas County Community College District, the VA Hospital, Urban League, and the future University of North Texas Law School.

Redevelopment projects thus far have primarily involved vacant or underutilized commercial sites. A partnership with the Urban League and coordination with the VA Hospital has begun as part of the Lancaster Urban Village project. Partnerships with Southern Methodist University

and Dallas County Community College District can also continue to be explored going forward.

- To generate approximately \$185.2 million (NPV; 2009 dollars) in increment over 28 years of collections, with up to 85 percent participation by the City and 55 percent participation by Dallas County.

The District's 2013 total taxable value of \$334,672,075 is approximately 38% behind the original projection of \$541,936,674. The economic downturn early in the term of the TIF district impacted the pace of new construction and existing property values. Current projections show the full NPV budget collection may not be reached during the term of the district.

- To diversify retail and commercial uses in the District.

Retail leasing as part of The Shelby and BLVD developments has brought new restaurants along SMU Boulevard. The upgrades at the Crest Plaza Shopping Center have doubled the size of a grocery store in an underserved area.



The Shelby Lofts with Twisted Root Burger Co. on the ground floor.

- Add residential density including but not limited to provisions for affordable housing, elderly and special needs housing, and a sustainable mix of product types and destination related activities near DART light rail station within the District to promote overall system ridership and increase ridership levels at the specific stations in the District.

Initial projects completed, under construction or planned will add a significant number of new units adjacent or in close proximity to DART stations.

Year-End Summary of Meetings

The TOD TIF District Board of Directors met once during the fiscal year from October 1, 2013 to September 30, 2014.

The Board, based on amended composition, can consist of up to nine members, including eight City of Dallas appointees and one appointee from Dallas County. During FY 2014 the Board members were (FY 2014 Board meetings attended): Neal Sleeper, Chair - City Representative (1 of 1 meeting), Zad Roumaya, Vice Chair – City Representative (1 of 1 meeting), Jack Wierzenski – City Representative (1 of 1 meeting), Jud Pankey – City Representative (1 of 1 meeting), James Frye – City Representative (1 of 1 meeting), and Rick Loessberg – Dallas County Representative (1 of 1 meeting). There were three City positions vacant.

During the fiscal year, the City Council approved eleven items associated with development projects or public initiatives in the TOD TIF District:

- On October 23, 2013, the City Council passed Resolution Number 13-1826 authorizing an amendment to the development agreement with Southern Methodist University related to reimbursement of a local match associated with a North Central Texas Council of Governments Sustainable Development Grant for pedestrian improvements along SMU Boulevard and a trail connection previously approved on June 8 2011, by Resolution Nos. 11-1543 and 11-1544, in Tax Increment Financing Reinvestment Zone Number Seventeen (TOD TIF District) to extend project deadlines beyond the first extension approved by the TOD TIF District Board.
- On December 11, 2013, the City Council passed Resolution Number 13-2075 authorizing a contract with Texas Standard Construction, Ltd., lowest responsible bidder of five, for the construction of street paving, storm drainage, traffic signal, landscape, water and wastewater main improvements for Cadiz Street from Riverfront Boulevard to South Lamar Street - Not to exceed \$4,892,135 - Financing: General Obligation Commercial Paper Funds (\$3,624,034), Water Utilities Capital Improvement Funds (\$1,238,006) and Water Utilities Capital Construction Funds (\$30,095).
- On January 8, 2014, the City Council held a public hearing and passed Resolution Number 14-0176 regarding an application to The Texas Department of Housing and Community Affairs (TDHCA) for 2013 4% Low Income Housing Tax Credits for Patriots Crossing, a 162 unit multifamily project, located at 4623 South Lancaster Road and authorize an amendment to Resolution No. 13-1867, previously approved on October 23, 2013, to add language requested by Texas Department of Housing & Community Affairs (TDHCA) in accordance with the requirements of Texas Government Code §2306.67071 and Texas Administrative Code §10.204(4), in further support of the proposed project to be

located at 4623 South Lancaster Road for a multifamily residential development for low income families (*Related to Veterans Place Project*).

- On January 22, 2014, the City Council held a public hearing and passed Ordinance Number 29262 granting a Planned Development District for mixed uses on property zoned a CR Community Retail District, an NO (A) Neighborhood Office District and an R-7.5(A) Single Family District on the south corner of East Corning Avenue and South Lancaster Road. Recommendation of Staff and CPC: Approval, subject to a development plan and landscape plan for Tract I, Phase I, and a conceptual plan for Tract I, Phase II and Tract II, Phase III and conditions Z123-217(WE) (*Related to the Lancaster Kiest Village project*)
- On February 26, 2014, the City Council passed Resolution Number 14-0387 accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Seventeen, (TOD TIF District), submitted by the TOD TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law.
- On February 26, 2014, the City Council held a public hearing and passed Resolution Number 14-0462 regarding an application to the Texas Department of Housing and Community Affairs (TDHCA) for 2014 9% Low Income Housing tax Credits for Serenity Place Apartments, a 45-unit multifamily project, located at 3124 South Denley Drive, in accordance with the requirements of Texas Government Code §2306.67071 and Texas Administrative Code §10.204(4); and at the close of the public hearing, authorize (1) a resolution in support of the Texas Department of Housing and Community Affairs (TDHCA) 9% low-income housing tax credit (LIHTC) application and allocation for Serenity Place Apartments located at 3124 South Denley Drive for the acquisition and new construction of the proposed 45-unit multifamily residential supportive housing development for low income families; (2) a loan in the amount of \$1,000,000 to City Wide Community Development Corporation (CWCDC), or the applicant for LIHTC (Applicant) for the construction of Serenity Place Apartments, conditioned upon 2014 9% LIHTC award; (3) a grant in the amount of \$959,913 to CWCDC, or Applicant for the construction of Serenity Place Apartments, conditioned upon 2014 9% LIHTC award; and (4) a predevelopment grant in the amount of \$38,000 to CWCDC for costs associated with the TDHCA 9% application not conditioned upon 2014 9% LIHTC award - Not to exceed \$1,997,913 - Financing: FY13-14 CDBG Program Income #1 (\$1,744,142); 2012-13 Community Development Block Grant Funds (\$215,771) and General Obligation Commercial Paper Funds (\$38,000) (*Related to the Lancaster Kiest Village project*)
- On March 26, 2014, the City Council passed Resolution Number 14-0565. authorizing a conditional grant agreement with Sphinx Development Corporation or its wholly owned subsidiary in the amount of \$480,000 to construct fourteen

townhomes at Eighth Street and Corinth Street just south of the newly constructed senior homes on Tonga Street - Not to exceed \$480,000 - Financing: General Obligation Commercial Paper Funds (*Related to Sphinx Development Corporation – Fiji/Compton project area*).

- On May 14, 2014, the City Council passed Resolution Number 14-0794 authorizing (1) an amendment to the development agreement with Rudolph Edwards, Linda Edwards, and RLE Properties, LLC (collectively referred to herein as "Rudy's"), previously approved on May 22, 2013, by Resolution No. 13-0916, to (a) allow the conveyance of certain parcels of real property located at 3111 and 3115 South Lancaster Road to City Wide Community Development Corporation (CWCDC) rather than to the City for the appraised value of \$548,200; and (b) reduce the original \$890,000 grant to Rudy's by \$548,200, being the appraised value of the parcels no longer being conveyed to the City, and requiring Rudy's to refund to the City said \$548,200; and (2) an amendment to the existing development loan with CWCDC for the Lancaster/Kiest project by increasing the loan amount by (a) \$548,200 to facilitate purchase of the parcels from Rudy's; and (b) \$50,000 for environmental, demolition, and other predevelopment costs to prepare the parcels for redevelopment - Total not to exceed \$598,200 - Financing: Lancaster Corridor Redevelopment Funds (\$548,200) and General Obligation Commercial Paper Funds (\$50,000) (Total net cost to the City \$50,000) (*Related to the Lancaster Kiest Village project*).
- On May 28, 2014, the City Council passed Resolution Number 14-0851 authorizing an amendment to Resolution No. 14-0565, previously approved on March 26, 2014, to: (1) change the owner's name on the conditional grant agreement from Sphinx Development Corporation to SDC Compton Housing, LP; and (2) change the terms of the disbursement of funds to \$34,285 per unit with a five year deed restriction to build fourteen townhomes on Tonga and Compton Streets (*Related to Sphinx Development Corporation – Fiji/Compton project area*).
- On June 25, 2014, the City Council passed Resolution Number 14-1016 authorizing (1) a contract with RBR Infrastructure and Road, LLC, lowest responsible bidder of four, for the construction of pedestrian and streetscape improvements including sidewalks and a concrete trail for the Mockingbird Plaza Sustainable Development Project along SMU Boulevard from Central Expressway to Greenville Avenue in the amount of \$2,039,928; (2) the receipt and deposit of funds from the North Central Texas Council of Governments in the amount of \$2,000,000; (3) an increase in appropriations in the amount of \$2,000,000 in the Capital Projects Reimbursement Fund; and (4) assignment of the construction contract to Prescott Realty Group and Southern Methodist University - Total not to exceed \$2,039,928 - Financing: Capital Projects Reimbursement Funds (\$1,828,137) and General Obligation Commercial Paper Funds (\$211,791). (*Related to Mockingbird Plaza Sustainable Development Project*).

- On August 13, 2014, the City Council passed Resolution Number 14-1240 authorize a service agreement with Oncor Electric Delivery Company, LLC to bury existing overhead electric facilities along the south side of SMU Boulevard from east of Worcola Street to the west of DART's rail line - Not to exceed \$294,358 - Financing: General Obligation Commercial Paper Funds (*Related to Mockingbird Plaza Sustainable Development Project*).

Pending TIF Items

- Consideration of the FY 2014 TIF District Annual Report and a recommendation to the City Council for approval.
- A TIF application in support of the Alamo Draffhouse project in the Cedars West Sub-District.



Proposed crossing design for SMU Blvd. at the DART line as part of SMU Blvd. NCTCOG/City bond streetscape project. Construction began in fall 2014.

Budget and Spending Status

Each TIF District establishes a budget for the public improvement expenditures necessary to support private investment in the district in the Project Plan and Reinvestment Zone Financing Plan. The current TIF District budget is shown below:

TOD TIF District Projected Increment Revenue to Retire TIF Fund Obligations			
Category	TIF Budget*	Allocated	Balance
Lancaster Corridor Sub-Districts: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	\$80,579,888	\$4,215,673	\$76,364,215
Cedar Crest Sub-District: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	\$44,694,947	\$0	\$44,694,947
Mockingbird/Lovers Lane Sub-District: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	38,715,952	\$400,000	\$38,315,952
Cedars (West) Sub-District: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	\$78,032,790	\$0	\$78,032,790
Affordable Housing	\$29,112,075	\$4,276,600	\$24,835,475
Administration and implementation	\$7,904,883	\$246,832	\$7,658,051
Total Project Costs	\$277,291,428	\$9,139,105	\$268,152,323
<i>* NOTE: Budget shown above in total dollars. However, TIF plan shows the budget in net present value. **TIF administration costs shown are committed through FY 2013.</i>			

TOD TIF District Final Project Plan Budget	
Category	TIF Budget*
Lancaster Corridor Sub-Districts: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	\$49,781,005
Cedar Crest Sub-District: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	\$25,326,728
Mockingbird/Lovers Lane Sub-District: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	\$30,020,910
Cedars (West) Sub-District: public infrastructure improvements; environmental remediation & demolition; parks, open space, trails, gateways; façade restoration; grants for high density projects; and transit related improvements	\$54,576,532
Affordable Housing	\$21,832,521
Administration and implementation	\$3,640,000
Total	\$185,177,697
* As approved in the Project Plan and Reinvestment Zone Financing Plan (discounted to 2009 dollars).	

TOD TIF M/WBE Participation			
Project	Contractor	Total Contract Award Amount	Percentage Minority Participation
Lancaster Urban Village	A&A Construction, Foliage Factory Landscape, Inc. & Rumsey Site Construction	\$1,325,696	61.1%
Total		\$1,325,696	\$810,453 (61.1%)

FY 2015 Work Program

The FY 2015 work program includes:

- Provide staff support for the Lancaster Urban Village project and other current projects in the District.
- Work with interested developers on potential TIF project proposals.
- Continue coordination efforts for the 2006 NCTCOG Sustainable Development Project and bond program improvements.
- Work to improve connections to the City of Dallas trails and open space system in the District.
- Provide staff support for the implementation of the Dallas TOD Lancaster Corridor Area Plan completed as part of the HUD Community Challenge Grant.
- Investigate additional sources of funding for the District.

Appendix A – Financials

City of Dallas, Texas						
TOD Tax Increment Financing District Fund						
Reinvestment Zone Number Fourteen						
As of September 30, 2014						
Chapter 311.016 of V.C.T.A. requires the following information						
as part of the annual report on the status of the TIF District.						
Information is contained in detail on the attached						
financial statements.						
1. Amount and source of revenue in the tax increment fund established for the zone:						
	\$0 Interest Income					
	\$717,309 Ad Valorem Taxes (Collected in FY'2012-13 based on 2012 Final Tax Roll)					
	\$717,309	Total Revenue				
2. Amount and purpose of expenditures from the fund:						
	\$0 Administrative Expense					
	\$0 Non-Capital outlay					
	\$0 Capital outlay					
	\$0 Interest and fiscal charges					
	\$0	Total Expenditures				
3. TIF administrative costs associated with staff time spent are being accumulated thru fiscal year 2011-12. The Zone began reimbursing the General Fund for these costs in fiscal year 2011-12.						
4. a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:						
TOD TIF District has incurred no bonded indebtedness as of September 30, 2014.						
b. The Zone entered into a development agreement with City Wide CDC for the "Lancaster Urban Village" development in the TIF in an amount not to exceed \$8,492,273 with anticipated completion by December 31, 2014 and reimbursement to begin after and upon availability of TIF funds. The Zone also entered into a development agreement with Southern Methodist University to reimburse up to \$400,000 as part of a NCTCOG grant local match with project completion anticipated by June 30, 2015 and reimbursement to begin thereafter and upon availability of TIF funds.						

5. Tax increment base and current captured appraised value retained by the zone:					
			Taxable	Base Year	Est. Captured
	Taxing Jurisdiction		Value 2014*	2008 Value	Value 2014**
	City of Dallas		\$347,337,605	\$202,074,521	\$145,263,084
	Dallas County		\$363,218,850	\$202,074,521	\$161,144,329
*Taxable value shown for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.					
**Based on DCAD Certified Taxable Value. The final values will be determined on February 01, 2015.					
6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:					
A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:					
				Amount of	
			Assessment	Estimated 2014	
	Taxing Jurisdiction		Per \$100***	Increment****	
	City of Dallas		0.67745	\$984,085	
	Dallas County		0.13371	\$215,458	
	Total for all Jurisdictions		\$0.81116	\$1,199,543	
***Participation rates for City of Dallas are 70% for tax years 2009-2011, 85% for tax years 2012-2029 and 70% for tax years 2030-2035.					
***Participation rates for Dallas County are 0% for tax years 2009-2010 and 55% for tax years 2011-2030.					
****The District is anticipated to collect increment by June of fiscal year 2012-13 for tax tax year 2012.					
B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$1,199,543. For the 2013 tax year, increment in the amount of \$717,309 was received.					

City of Dallas, Texas						
TOD Tax Increment Financing District Fund						
Balance Sheet as of September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:						
Pooled cash and cash equivalents		\$763,192	\$45,883	\$0	\$0	\$0
Interest receivable		\$0	\$0	\$0	\$0	\$0
Total assets		\$763,192	\$45,883	\$0	\$0	\$0
Liabilities and Fund Balance (Deficit):						
Liabilities:						
Accounts and contracts payable		\$0	\$0	\$0	\$0	\$0
Advances from developers		\$0	\$0	\$0	\$0	\$0
Accrued interest		\$0	\$0	\$0	\$0	\$0
Due to general fund		\$203,176	\$203,176	\$195,554	\$165,952	\$121,083
Total liabilities		\$203,176	\$203,176	\$195,554	\$165,952	\$121,083
Fund Balance (Deficit):						
Fund Balance (Deficit)		\$560,015	(\$157,293)	(\$195,554)	(\$165,952)	(\$121,083)
Total Liabilities and Fund Equity		\$763,192	\$45,883	\$0	\$0	\$0
		\$0	\$0	\$0	\$0	\$0
TOD Tax Increment Financing District Fund						
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)						
For the Period September 30, 2014 (Unaudited)						
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)						
	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$656,397	\$608,100	\$48,297	\$0	\$0	\$0
Tax increment-Intergovernmental	\$150,450	\$109,208	\$36,738	\$4,503	\$0	\$0
Interest income	\$0	\$0	\$0	\$0	\$0	\$0
Grant from City	\$0	\$0	\$0	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	\$0	\$0	\$0	\$0	\$0	\$0
Total revenues	\$806,847	\$717,309	\$85,035	\$4,503	\$0	\$0
Expenditures:						
Administrative expenses	\$246,832	\$0	\$46,775	\$34,105	\$44,869	\$73,638
Non-Capital Outlay	\$0	\$0	\$0	\$0	\$0	\$0
Capital outlay	\$0	\$0	\$0	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	\$246,832	\$0	\$46,775	\$34,105	\$44,869	\$73,638
Excess (Deficiency) of Revenues over Expenditures	\$560,015	\$717,309	\$38,260	(\$29,602)	(\$44,869)	(\$73,638)
Fund balance (Deficit) at beginning of year as previously reported	\$0	(\$157,293)	(\$195,554)	(\$165,952)	(\$121,083)	(\$47,444)
Fund balance (Deficit) at beginning of year, as restated	\$0	(\$157,293)	(\$195,554)	(\$165,952)	(\$121,083)	(\$47,444)
Fund balance (deficit) at end of year	\$560,015	\$560,015	(\$157,293)	(\$195,554)	(\$165,952)	(\$121,083)
Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.						

City of Dallas, Texas
TOD Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
3. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
4. The Zone's Financial Plan permits expenditures not to exceed \$7,904,883 (in current \$) over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the General Fund upon collection of tax increment in fiscal year 2011-12. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

AGENDA ITEM # 33

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 33 R; 34 J K N P Q T U

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eighteen, (Maple/Mockingbird TIF District), submitted by the Maple/Mockingbird TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit to the chief executive officer of each taxing unit, as well as the State Comptroller. The City Council approved Ordinance No. 27435 on December 10, 2008, establishing Tax Increment Financing Reinvestment Zone Number Eighteen (Maple/Mockingbird TIF District). On September 23, 2009, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 27690.

The Maple/Mockingbird TIF District's assessed 2014 taxable value was \$305,647,728. This represents an increase of \$121,642,719 or 66.1% from the 2008 base year value and an increase of \$53,116,979 or 21.0% from last year (2013).

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On December 10, 2008, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Eighteen, the Maple/Mockingbird TIF District, by Ordinance No. 27435.

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

On September 23, 2009, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Maple/Mockingbird TIF District by Ordinance No. 27690.

On December 8, 2014, the Maple/Mockingbird TIF Board of Directors recommended the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Eighteen, (Maple/Mockingbird TIF District) and established a Board of Directors for the District to promote development or redevelopment in the Maple/Mockingbird area pursuant to Ordinance No. 27435, authorized by the City Council on December 10, 2008, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on September 23, 2009, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Maple/Mockingbird TIF District by Ordinance No. 27690; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 8, 2014, the Maple/Mockingbird TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eighteen and recommending approval of same by the City Council.

NOW, THEREFORE,

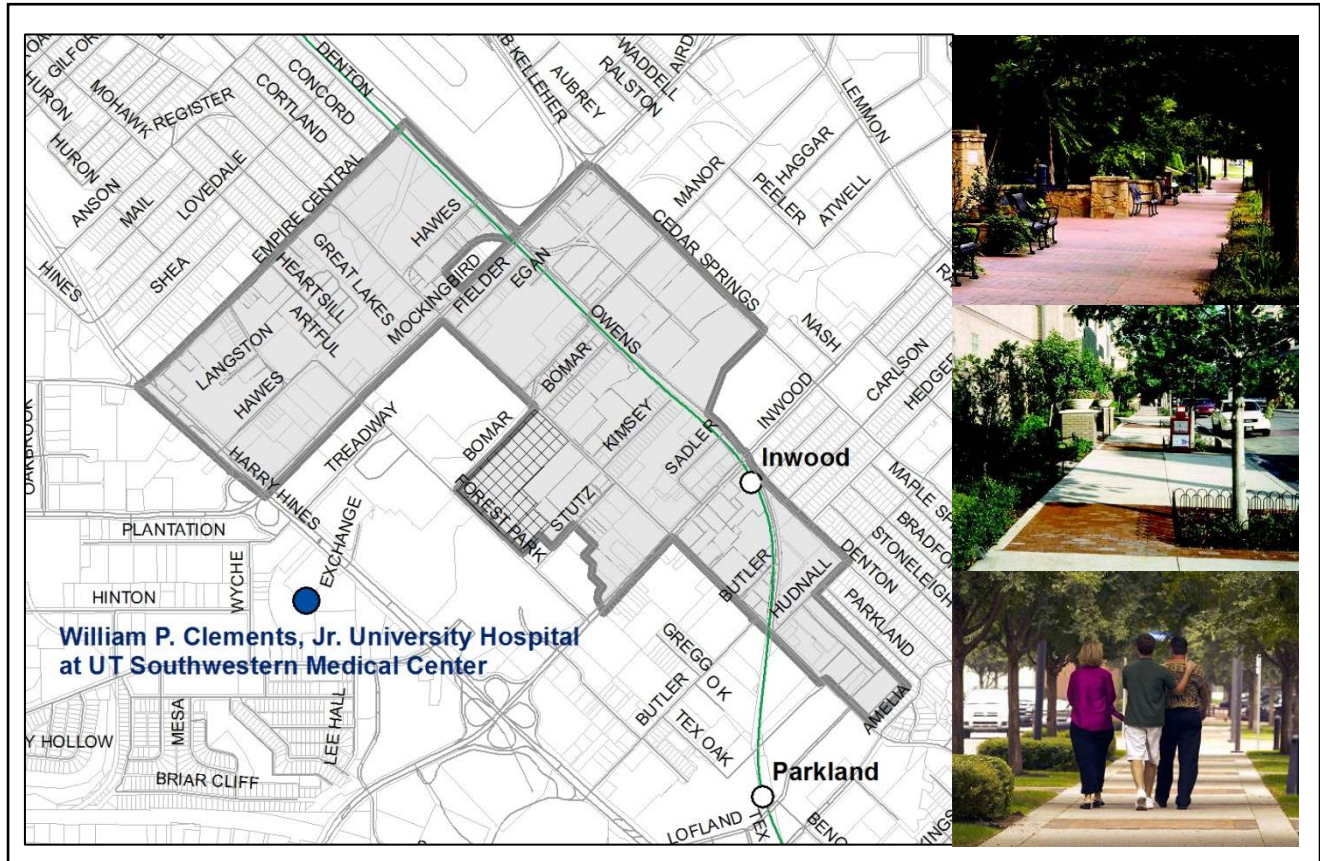
BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eighteen, (Maple/Mockingbird TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Eighteen, to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District; and to the State Comptroller, as required by state law.

Section 3. 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.

Maple/Mockingbird TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-1685
<http://www.dallas-ecodev.org>

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Eighteen Maple/Mockingbird Tax Increment Financing District

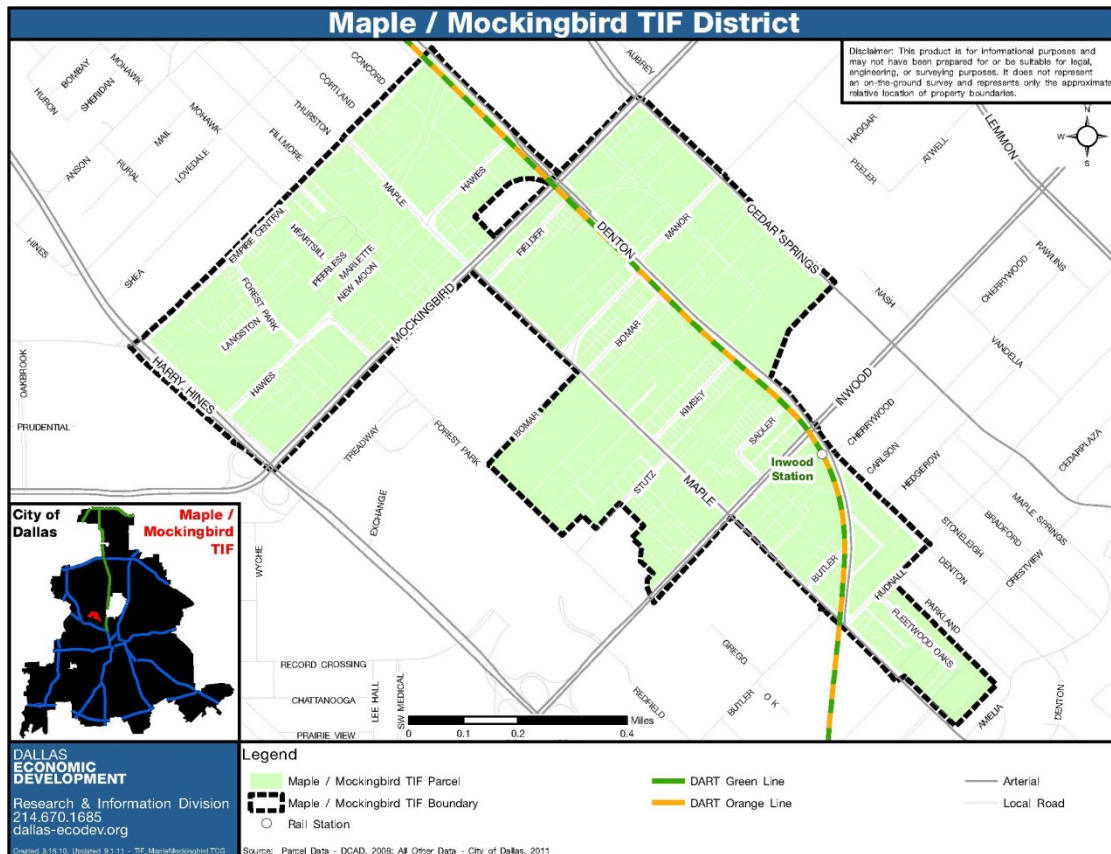


Table of Contents

Mission Statement.....	4
District Accomplishments	4
Maple/Mockingbird TIF District Projects	8
TIF District Development Status Map.....	10
Value and Increment Summary.....	11
Objectives, Programs, and Success Indicators	11
Year-End Summary of Meetings	13
Pending TIF Items.....	15
Budget and Spending Status.....	15
FY 2015 Work Program.....	17
Appendix – Financials	18

Mission Statement

The mission of the Maple/Mockingbird TIF District is to provide a source of funding for public infrastructure improvements necessary to enhance the real estate market for the Maple/Mockingbird TIF District area. The Maple/Mockingbird Tax Increment Financing (TIF) District represents the outgrowth of the City of Dallas' effort to provide a model for redeveloping underdeveloped land near employment centers to take full advantage of the expanding DART light rail system and area resources such as Love Field Airport and the Southwestern Medical District.

The Maple/Mockingbird TIF District took effect on January 1, 2009, and will terminate on December 31, 2033, (including collection of the 2033 increment in calendar year 2034 and any related matters to be concluded in 2034) or when the budget of \$27.8 million (NPV) or \$58.4 million total dollars has been collected. The City of Dallas and Dallas County are the two participating jurisdictions. The City's participation is 70% in 2009 through 2011, increases to 85% in 2012 through 2026, and then decreases to 70% 2027 through 2033. Dallas County's participation is 55% for the first twenty years of the District.

District Accomplishments

The Maple/Mockingbird TIF District seen an influx of multifamily construction (ongoing and planned) over the last two years: Maple Station project, a transit oriented development near the Inwood Station consists of approximately 249 residential units located at 5252 Maple Avenue. Maple Station project is the first TIF funded project in the Maple/Mockingbird TIF District. The total estimated private investment for the project is approximately \$36.2 million. The cost related TIF eligible public improvements is \$8,000,000. The public improvement includes paving, pedestrian friendly streetscape, sidewalk improvements and enhanced connectivity to the Inwood DART light rail station. The project started its construction in August 2013 and is expected to be completed by end of 2015. Reserve on the North Campus at 2303 Stutz Road completed 18 townhomes (36 townhomes are still planned for completion). AMLI at Maple at 6008 Maple Avenue completed 300 multifamily units. Southwestern Apartment by Greystar completed 359 multifamily units at 5919 Maple Avenue. Alexan MD by Trammell Crow Residential at 5940 Forest Park Road completed 343 multifamily units. Encore 6162 by Encore Multifamily LLC at 6162 Maple Avenue completed 300 multifamily units.

In addition, commercial uses are beginning to expand in the area: In 2011, Elliot's Hardware relocated its store to 5439 Denton Drive. In 2012, Rosewood Academy opened the childhood development center at 2310 Stutz Road in 2012 (former USPS location). The Kroger's located at 4901 Maple Avenue, opened in 2012. Rosewood Academy and Kroger's are located adjacent to the District.

DART Green Line expansion (NW corridor) is completed and the Inwood/Love Field light rail station was opened in December 2010. The Orange Line runs parallel with the Green Line through Downtown Dallas to Bachman Station in Northwest Dallas opened in 2012. During FY 2013, on an average, the Inwood/Love Field light rail station serviced 1,440 passengers per week day, 17.1% increase in ridership compared to last year.

Total existing private development in the Maple/Mockingbird TIF District is approximately \$134.8 million and \$36.2 million private development is under construction. Listed below are the projects in the Maple/Mockingbird TIF District at various stages of development



Reserve @ the North Campus



AMLi on Maple, Maple Apartments



Rosewood Academy – 2310 Stutz Drive (Adjacent to the District)



Maple Station – 5522 Maple Avenue



Southwestern Apartments by Greystar



Alexan MD by Trammell Crow Residential (TRC)



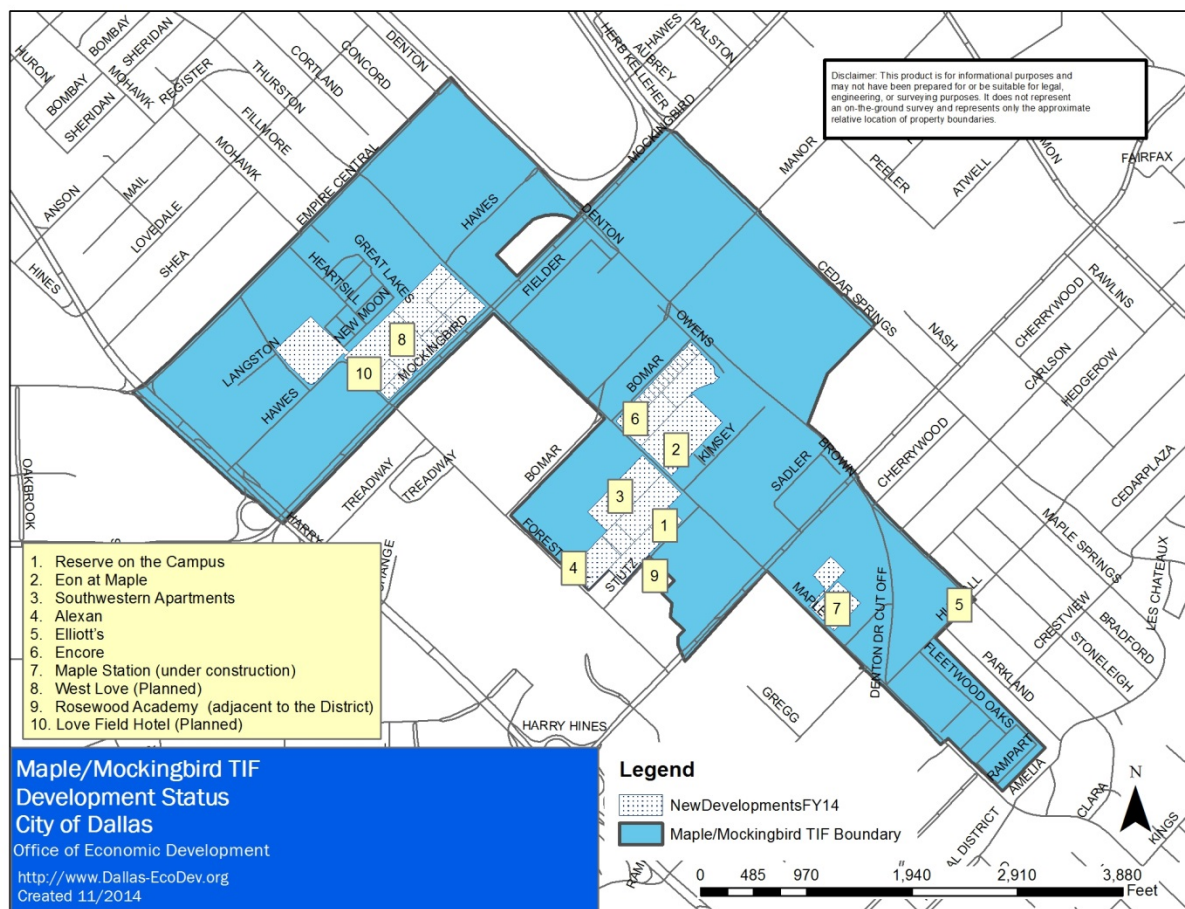
Encore 6162 by Encore

Maple/Mockingbird TIF District Projects

Maple/Mockingbird TIF District Projects ¹						
Projects Within TIF District Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
Maple Station	5522 Maple Avenue	2015	Under Construction	249 units	\$36,200,000	\$8,000,000
Love Field Hotel	2345 W Mockingbird Lane	2016	Planned	220 Guest Rooms	TBD	TBD
Total TIF Projects: 249 units under construction					\$36,200,000	\$8,000,000
Projects Within TIF District Not Utilizing TIF Funding						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
The Reserve on the Campus	2303 Stutz Rd	2012	36 additional units projected and 18 completed	54 Townhomes planned	\$4,372,860	\$0
AMLi on Maple	6008 Maple Avenue	2012	Completed	300 apartments	\$36,612,690	\$0
Elliot's Hardware	5439 Denton Drive	2011	Completed	Retail - Approx. 30,000 square feet	\$871,480	\$0
Southwestern Apartments by Greystar	5919 Maple Avenue	2013	Completed	359 apartments	\$34,023,410	\$0
Alexan MD by TRC	5940 Forest Park Rd	2013	Completed	343 units	\$28,772,880	\$0
Encore 6162 By Encore Multi-Family LLC	2504 Bomar Avenue	2014	Completed	300 units	\$30,000,000	\$0
Balcones Realty Partners	Mockingbird Lane and Maple Avenue		Planned	Mixed-use development	\$200,000,000	TBD

<p>Total (TIF and Non-TIF) 1,356 units completed 249 units under construction and 30,000 square feet retail completed 11,000 square feet of office/retail adjacent to District 145,000 square feet of hotel/meeting space</p>	<p>\$133,781,840 completed \$36,200,000 under construction and \$200,000,000 planned</p>	<p>\$8,000,000</p>
<p>¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). Values may not be fully captured by the TIF District for redevelopment projects once pre-existing value and/or the demolition of structures is netted out. ⁴ Principal amount not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted.</p>		

TIF District Development Status Map



Value and Increment Summary

The Maple/Mockingbird TIF District's assessed 2014 taxable value was \$305,647,728. This represents an increase of \$121,642,719 or 66.1% from the 2008 base year value and an increase of \$53,116,979 or 21.0% from last year (2013). From the inception of the district, approximately, 92.9% of the increment is from the new construction and 7.1% from the general appreciation. The total increment revenue collected in 2014 is expected to be \$986,679. The actual construction that occurred in 2014 will be reflected on the 2015 tax roll.

Objectives, Programs, and Success Indicators

The final Maple/Mockingbird Project Plan and Reinvestment Zone Financing Plan was adopted in September 2009. The goals of the Plan are:

- To create additional taxable value attributed to new private investment in projects in the Mockingbird/Maple TIF District of a minimum of \$120 million over the initial five years of the TIF District and \$374.2 million over the term of the District.

Projects within the District had contributed approximately \$133.7 million (112.3% of goal) and new projects that are under construction will add an additional \$36.2 million (139.2% goal in the first five years creation of the District) and 44.7% of goal over the term of the District.

- To attract new private development adding approximately 2,500 new residential units and 650,000 square feet of retail space to increase the area's population density and shopping options, adding approximately 1.2 million square feet of new retail, office and medical.

New developments (completed) within the District added 1,314 residential units (52.6% of goal) and additional units under-construction will add 285 units (64.0% of goal); 30,000 square feet of retail (4.6% of goal) and adjacent to the District has added 11,000 square feet of office space (0.9% of goal).

- To increase the District's housing options while maintaining an affordable housing component of 20% of all new units built.

All residential projects that receive TIF funding are required to provide affordable units that total 20% of units being constructed. The Maple Station will include approximately 52 affordable units (20% of the units) providing affordable housing for 80% or less of the median family income as per the Mixed Income Housing Guidelines of the Maple/Mockingbird TIF District.

- To focus on encouraging the redevelopment of properties in the area south and west of Love Field with enhanced urban design.

Development within the District will comply with forwardDallas! the City's Comprehensive Plan, an advocate of pedestrian friendly, high density urban design.

- To diversify retail, office and medical uses in the District by identifying redevelopment options for obsolete and under-utilized commercial structures, thereby capturing demand from residents of Oak Lawn, the Park Cities, Arlington Park, Love Field West, Bluffview and Northwest Dallas.

Approximately 30,000 square feet of retail space has been added to date.

- To improve access and connections to the Inwood and Parkland stations on DART's Green Line and support increased levels of ridership at these stations.

Staff and the Board will continue to foster a working relationship with Medical District, DART, and potential developers to encourage transit oriented development that complements the District. During FY 2014, on an average, the Inwood/Love Field light rail station served 1,441 passengers per week day, increase of 17.1% over FY 2013.

- To improve recreational opportunities for the community and provide connections to the City of Dallas' trails and open space system in the District, enhance connections to other trail systems within Dallas County and create additional recreational amenities in the area.

Staff and the Board will seek ways to increase green space, recreational opportunities and trail connections within the District.

- To sustain the stability of local schools as redevelopment occurs in the housing market by maintaining strong communications between the Dallas Independent School District and area developers.

Staff and the Board will work with DISD representatives providing an avenue for developers to maintain strong communications as redevelopment occurs.

- To make a desirable neighborhood that incubates and supports growth of the Southwestern Medical District and medical businesses in Dallas, particularly taxable property and employment related to medical technology.

Staff and the Board will continue to foster a working relationship with Southwestern Medical District (UT Southwestern Medical Center, William P. Clements, Jr. University Hospital at UT Southwestern Medical Center, Children's Hospital, and Parkland Hospital) to create investment opportunities in the District. The four major hospitals are undertaking major expansion projects. Parkland Memorial Hospital is constructing a 17 story hospital surrounded by new clinics and parking garages located around the Southwestern Medical District/Parkland DART light rail station. UT Southwestern Medical District completed construction of the BioCenter on a 13 acre tract of land located at the northeast corner of Inwood Road and Redfield Street in 2012. BioCenter project provides a venue adjacent to UT Southwestern for bio-medical companies that are engaged in research, development, marketing and small-scale manufacturing of goods and services in the bio-medical industry. The new William P. Clements Jr. University Hospital by UT Southwestern Medical Center located at 6201 Harry Hines Blvd opens December 6, 2014. The new hospital cost around \$800 million and will serve as a 460-bed hospital, replacing the existing St. Paul University Hospital. Children's Medical Center has recently completed the main hospital expansion and new surgery center. Children's expects to complete a third tower at the main hospital, new radiology facilities, and a new Ambulatory Care Pavilion over the next three years. The expansion in the Southwestern Medical District is expected to bring significant growth to the area.

- To generate an NPV of \$27.8 million or approximately \$58.4 million in total dollars in TIF revenues over 25 years of collections.

The market conditions have improved. During FY 2013 the District will collected the TIF revenue compared to the past couple of years of declined property values. The total increment revenue collected in 2014 is expected to be \$1,539,979, 2.64% of the goal. This includes \$553,300, 0.95% of the goal to date and \$986,679, 1.69% of the goal to be collected.

Year-End Summary of Meetings

The Maple/Mockingbird TIF District Board of Directors met once during FY 2013 on December 16, 2013.

During FY 2014 the Board members were (FY 2014 Board meetings attended): Robert Prejean – City Representative (Attended 1 of 1 meetings); Se-Gwen Tyler – City Representative (Attended 1 of 1 meetings); Lily Fern Mak– City Representative (New Board Member, No meetings to attend); Curtis Parker – City Representative (Attended 1 of 1 meetings); Michael Serber – City Representative (Attended 1 of 1 meetings);

Juan Vargas – City Representative (Attended 1 of 1 meetings); and Rick Loessberg – Dallas County Representative (Attended 1 of 1 meetings).

During FY 2013, the City council approved five (5) items directly or indirectly associated with the Maple/Mockingbird TIF District. The council actions are listed below.

- On February 26, 2014, City Council approved Resolution No. 14-0135, accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Eighteen, (Maple/Mockingbird TIF District), submitted by the Maple/Mockingbird TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and the State Comptroller, as required by state law.
- On March 26, 2014, City Council approved Resolution No. 14-0546 authorizing an application for and an ordinance granting an amendment to Planned Development District No. 759 for RR Regional Retail District uses generally bounded by West Mockingbird Lane, Forest Park Road, Empire Central and Maple Avenue, related to the West Love Project.
- On April 23, 2014, the City Council approved Resolution No. 14-0699, authorizing an application for and an ordinance granting a Planned Development District for MU-2 Mixed Use District uses on property zoned an IM Industrial Manufacturing District on the east corner of Forest Park Road and Bomar Avenue.
- On June 25, 2014, the City Council approved Resolution No. 14-1070, authorizing an application for and an ordinance granting a Special Provision Sign District with the exception of the Parkland Special Provision Sign District in the Southwest Medical and Maple Mockingbird TIF Districts.
- On August 27, 2014, the City Council approved Resolution No. 14-1422, authorizing an application for and an ordinance granting a Planned Development District for MU-2 Mixed Use District Uses on property zoned an IR Industrial Research District, on property generally on the northwest line of Manor Way, between Maple Avenue and Denton Drive in the Southwest Medical and Maple-Mockingbird TIF Districts.

Pending TIF Items

- Consideration of the FY 2014 Maple/Mockingbird TIF District Annual Report and a recommendation to the Dallas City Council for approval.
- Potential TIF Project: West Love Hotel by CAI Atlantic M&M Hotel Venture, LLC. The potential hotel development at the corner of Maple Avenue and Forest Park Lane.
- Potential TIF Project: West Love by Balcones Realty. The potential mixed-use development at the corner of Maple Avenue and Mockingbird Lane will consists of residential and commercial use.



Maple Station - Exterior (Under Construction)

Budget and Spending Status

Each TIF district establishes in its Project Plan and Reinvestment Zone Financing Plan a budget for public improvement expenditures necessary to support private investment in the district. The TIF's public improvement budget is approximately \$58.4 million in total dollars (\$27.8 million NPV). The current budget for the District is below:

Maple/Mockingbird TIF District Projected Increment Revenue of Retire TIF Fund Obligations			
Category	TIF Budget ¹	Allocated	Balance
Infrastructure/Utility Improvements - design and engineering; street paving construction and resurfacing; utility improvement, relocation and burial; streetscape; open space	\$33,228,244	\$945,000	\$32,283,244
Environmental Remediation and Demolition	\$4,731,870	\$315,000	\$4,416,870
Affordable Housing	\$8,937,977	\$4,400,000	\$4,537,977
Retail/High Density Grant Program	\$8,527,882	\$2,340,000	\$6,187,882
Administration and Implementation²	\$2,997,636	\$126,527	\$2,871,109
Total Project Costs	\$58,423,609	\$8,126,527	\$50,297,082
¹ Budge shown in total dollars. TIF Project Plan shows the budget in Net Present Value. ² TIF administration fee include funds expended of committed through FY 2014			

Maple/Mockingbird TIF District Project Plan Budget	
Category	TIF Budget (NPV)*
Infrastructure/Utility Improvements - design and engineering; street paving construction and resurfacing; utility improvement, relocation and burial; streetscape; open space	\$15,800,000
Environmental Remediation and Demolition	\$2,250,000
Affordable Housing	\$4,250,000
Retail/High Density Grant Program	\$4,055,000
Administration and Implementation	\$1,425,373
Total Project Costs	\$27,780,373
<i>* As approved in the Project Plan and Reinvestment Zone Plan in 2009 dollars.</i>	

FY 2015 Work Program

The FY 2015 work program for the Maple/Mockingbird TIF District is as follows:

- Promote new development projects in the District, including the Love Field Hotel and the West Love project
- Identify additional redevelopment sites including the Inwood DART Station area, work with developers of anticipated development projects within the District to bring them to fruition and continue to seek growth in the District through the attraction of mixed-use, high-density development.

Appendix – Financials

City of Dallas, Texas
Maple/Mockingbird Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The Zone's Financial Plan permits expenditures not to exceed \$2,830,683 over the life of the TIF to reimburse the City for administrative costs. The Zone began reimbursing the General Fund in fiscal year 2010-11. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements that are owned by the City are capitalized by the City.

City of Dallas, Texas
Maple/Mockingbird Tax Increment Financing District Fund
Balance Sheet as of September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$554,113	\$0	\$9	\$9	\$3,482
Interest receivable	(\$317)	\$0	\$9	\$10	\$18
Total assets	<u>\$553,796</u>	<u>\$0</u>	<u>\$18</u>	<u>\$20</u>	<u>\$3,500</u>
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$0	\$0	\$0	\$0
Advances from developers	\$0	\$0	\$0	\$0	\$0
Accrued interest	\$0	\$0	\$0	\$0	\$0
Due to general fund	\$123,017	\$123,017	\$105,978	\$92,653	\$64,800
Total liabilities	<u>\$123,017</u>	<u>\$123,017</u>	<u>\$105,978</u>	<u>\$92,653</u>	<u>\$64,800</u>
Fund Balance (Deficit):					
Fund Balance (Deficit)	<u>\$430,779</u>	<u>(\$123,017)</u>	<u>(\$105,960)</u>	<u>(\$92,634)</u>	<u>(\$61,300)</u>
Total Liabilities and Fund Equity	<u>\$553,796</u>	<u>\$0</u>	<u>\$18</u>	<u>\$20</u>	<u>\$3,500</u>
	\$0	\$0	\$0	\$0	\$0

Maple/Mockingbird Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
For the Period September 30, 2014 (Unaudited)
With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$466,790	\$463,313	\$0	\$0	\$0	\$3,476
Tax increment-Intergovernmental	\$89,986	\$89,986	\$0	\$0	\$0	\$0
Interest income	\$991	\$958	(\$9)	\$3	\$23	\$16
Net increase (decrease) in fair value of investments	(\$461)	(\$461)	(\$9)	\$0	\$1	\$8
Total revenues	<u>\$557,306</u>	<u>\$553,796</u>	<u>(\$18)</u>	<u>\$4</u>	<u>\$25</u>	<u>\$3,500</u>
Expenditures:						
Administrative expenses	\$126,527	\$0	\$17,039	\$13,330	\$31,358	\$33,554
Non-Capital Outlay	\$0	\$0	\$0	\$0	\$0	\$0
Capital outlay	\$0	\$0	\$0	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	<u>\$126,527</u>	<u>\$0</u>	<u>\$17,039</u>	<u>\$13,330</u>	<u>\$31,358</u>	<u>\$33,554</u>
Excess (Deficiency) of Revenues over Expenditures	<u>\$430,779</u>	<u>\$553,796</u>	<u>(\$17,057)</u>	<u>(\$13,326)</u>	<u>(\$31,333)</u>	<u>(\$30,054)</u>
Fund balance (Deficit) at beginning of year as previously reported	\$0	(\$123,017)	(\$105,960)	(\$92,634)	(\$61,300)	(\$31,247)
Fund balance (Deficit) at beginning of year, as restated	<u>\$0</u>	<u>(\$123,017)</u>	<u>(\$105,960)</u>	<u>(\$92,634)</u>	<u>(\$61,300)</u>	<u>(\$31,247)</u>
Fund balance (deficit) at end of year	<u>\$430,779</u>	<u>\$430,779</u>	<u>(\$123,017)</u>	<u>(\$105,960)</u>	<u>(\$92,634)</u>	<u>(\$61,300)</u>

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Maple/Mockingbird Tax Increment Financing District Fund
Reinvestment Zone Number Fourteen
As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information
as part of the annual report on the status of the TIF District.
Information is contained in detail on the attached
financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$497	Interest Income
\$553,300	Ad Valorem Taxes (Collected in FY 2013-14 based on 2013 Final Tax Roll)
<u>\$553,796</u>	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$0	Administrative Expense
\$0	Interest and fiscal charges
<u>\$0</u>	Total Expenditures

3. The Zone started reimbursing the General Fund for TIF administrative costs in fiscal year 2010-11.

4. a. Amount of Principal and Interest due-on outstanding bonded indebtedness:

Maple Mockingbird TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The Zone entered into a development agreement with WP West Development Enterprises, LLC for the Maple Station project in the TIF in an amount not to exceed \$8,000,000 with anticipated completion by December 31, 2015 and reimbursement to begin in June 2016 from future increment collections, if available.

5. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014*	Base Year 2008 Value	Est. Captured Value 2014**
City of Dallas	\$305,647,728	\$184,005,009	\$121,642,719
Dallas County	\$305,623,773	\$184,005,009	\$121,618,764

*Taxable value shown for participating taxing jurisdictions. County values are approximate and will vary slightly from the City value due to different exemption levels.

**Based on Certified Taxable Value. The final values will be determined on February 01, 2015.

6. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Assessment Per \$100***	Amount of Estimated 2014 Increment****
City of Dallas	0.67745	\$824,069
Dallas County	0.13371	\$162,610
Total for all Jurisdictions	<u>\$0.81116</u>	<u>\$986,679</u>

***Participation rates for City of Dallas are 70% for tax years 2009-2011, 85% for tax years 2012-2026 and 70% for tax years 2027-2031.

***Participation rate for Dallas County is 55% for tax years 2009-2030.

****The District began collecting increment in fiscal year 2009-10 for tax year 2009.

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$986,679. For the 2013 tax year, the zone received increment of \$553,300.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 6

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 11A B C D E F G H J K L M N P Q R

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nineteen, (Cypress Waters TIF District), submitted by the Cypress Waters TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as to the State Comptroller. The City Council approved Ordinance No. 28074 on December 8, 2010, establishing Tax Increment Financing Reinvestment Zone Number Nineteen, (Cypress Waters TIF District). On April 11, 2011, the City Council authorized the Project Plan and Reinvestment Zone Financing Plan for this District by Ordinance No. 28224, as amended.

The Cypress Waters TIF District's assessed tax value in 2014 was \$59,427,196, an increase of approximately \$59,353,817 (80,883%) over the assessed value of the base year (2010) value of \$73,382. With the participation of the City and county in 2014, this increase will result in the collection of approximately \$481,451 plus \$175,389 in rollback taxes for a total of \$656,500 in incremental revenue for the district.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On December 8, 2010, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Nineteen, the Cypress Waters TIF District by Ordinance No. 28074.

On April 11, 2011, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Cypress Waters TIF District by Ordinance No. 28224, as amended.

On December 15, 2014, the Cypress Waters TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's FY 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City has established Tax Increment Financing Reinvestment Zone Number Nineteen, ("Cypress Waters TIF District" or "District") and established a Board of Directors for the District to promote development or redevelopment in the Cypress Waters area pursuant to Ordinance No. 28074, authorized by the City Council on December 8, 2010, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, on April 11, 2011, City Council authorized the Project Plan and Reinvestment Zone Financing Plan for the Cypress Waters TIF District by Ordinance No. 28224, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing unit that levies taxes on real property in a reinvestment zone, and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 15, 2014, the Cypress Waters TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Nineteen and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Nineteen, (Cypress Waters TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**), is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Nineteen to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the district and to the state comptroller, as required by state law.

Section 3. 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.

Cypress Waters TIF District FY 2014 Annual Report



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-4551

www.dallas-ecodev.org/redevelopment

October 1, 2013 to September 30, 2014

Reinvestment Zone Number Nineteen
Cypress Waters
Tax Increment Financing District

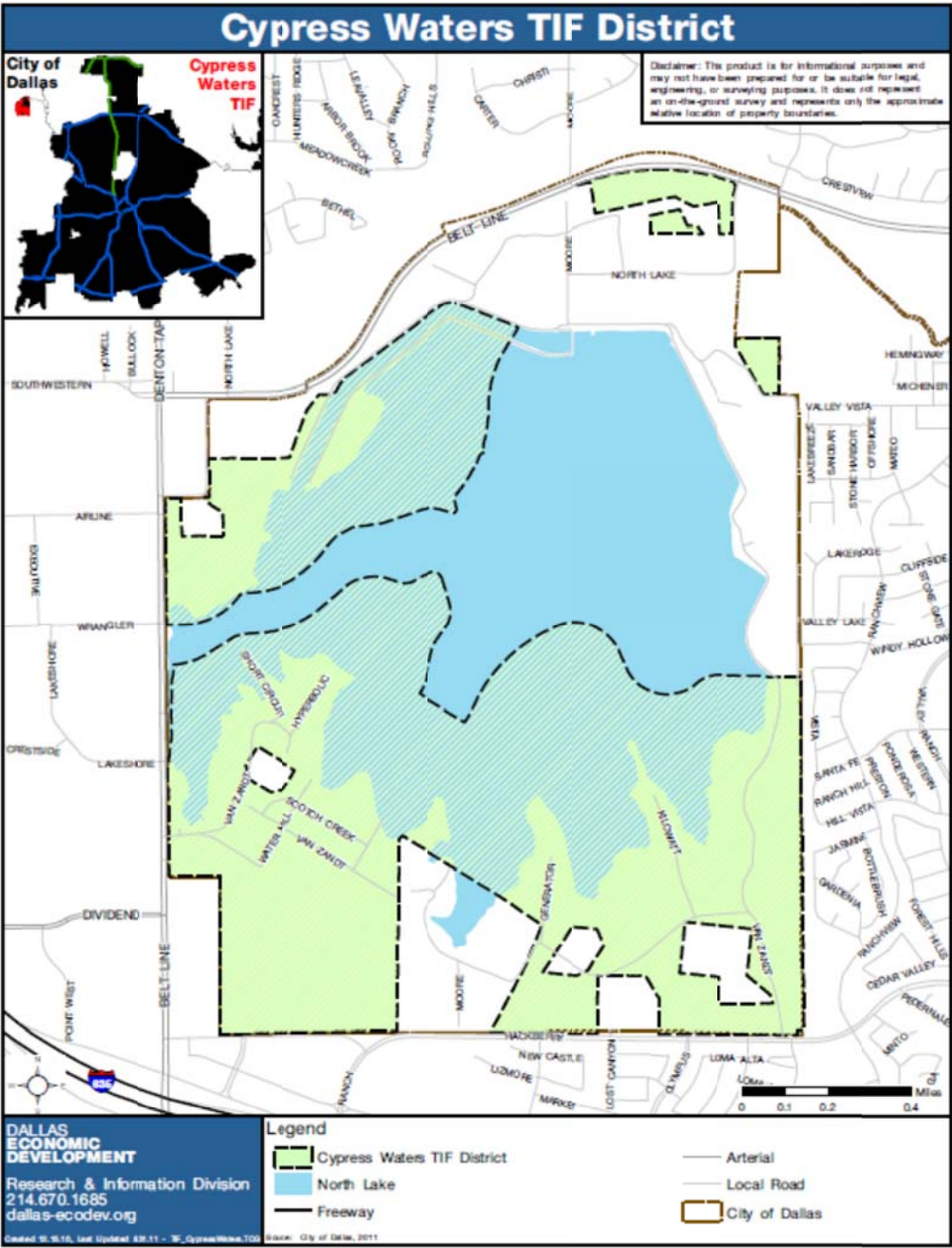


Table of Contents

Table of Contents	3
Mission Statement.....	4
District Accomplishments	4
Value and Increment Revenue Summary.....	8
Objectives, Programs, and Success Indicators	8
Year-End Summary of Meetings and Council Items.....	11
Pending TIF Items.....	12
Budget and Spending Status.....	12
FY 2014 Work Program.....	13
Appendix: Financials	14

Mission Statement

The Cypress Waters Tax Increment Financing (TIF) District represents the outgrowth of the City of Dallas' effort to provide a model for supporting the development of land near DFW Airport and to take full advantage of the planned expansion of the DART light rail system along the Cotton Belt Line.

The Cypress Waters TIF District was established on December 8, 2010 to encourage the initial development of a large tract of undeveloped land within the City of Dallas (approximately 1,661 acres in total) surrounding North Lake. This district will promote the creation of pedestrian-oriented traditional neighborhood development (TND) containing multifamily and residential development, a potential senior housing component, pedestrian-oriented retail development, offices, and additional commercial development.

The Dallas City Council established the Cypress Waters TIF District by Ordinance Number 28074 on December 8, 2010. The Cypress Waters District began collecting funds on January 1, 2012, and it is scheduled to terminate on December 31, 2040 (including collection of the 2040 increment in calendar year 2041 and any related matters to be concluded in 2041) or when the budget of \$65 million (2010 dollars) has been collected. The City of Dallas and Dallas County are the two participating jurisdictions. The City started to participate at 85% in 2012. The County's participation will be 55% from 2014 to 2033 or until the County's participation reaches the budget limit of \$10,500,000.

District Accomplishments

The district is located in the area north and east of the intersection of LBJ Freeway (I-635) and Belt Line Road, with the entire site being located within the City of Dallas. The district contains approximately 939 acres of contiguous undeveloped land which will be adjacent to a 362 acre lake (once the ongoing reduction of North Lake is complete). The remaining property in the 1,661 acre area, including proposed school sites, a drilling site, and the site of a former power plant, is not part of the TIF district. However, during 2014, all of the drill sites were sold to Billingsley Company and will be developed in conjunction with the district. Due to the remoteness of the property in the Cypress Waters TIF District from the remainder of the City of Dallas, fully developing the property will require significant public expenditures for infrastructure and utility improvements (including extensive water and wastewater transmission, storage and distribution improvements); construction of primary roadway improvements; facilities for police, fire and emergency services; environmental remediation; and lake reclamation. The use of TIF funds has allowed this large, master-planned development, which is currently located outside of accessible City of Dallas services, to commence development much sooner, and to proceed to completion much more quickly, than such would occur absent the use and availability of TIF funds.

Two projects have been approved by the TIF board and by Council. Cypress Waters Phase 1 was approved by Council on June 6, 2011. This phase includes approximately

673 multifamily units, master planned using the design principles of Traditional Neighborhood Development. The unit mix includes both flat and townhome rental units.

Cypress Waters Phase 2 was approved by the Council on November 14, 2012 and consists of infrastructure improvements in support of future office development. This phase includes construction of the extension of Cypress Waters Boulevard from Hackberry Drive to the Phase 1 development; 2) the extension of Saintsbury Street from the termination of the Phase 1 improvements to the proposed Cypress Waters Boulevard extension; 3) entryway features for both streets; 4) sidewalks along both streets and a cycle track on Cypress Waters Boulevard; and 5) publicly accessible green space in the center of this phase of development. It is anticipated that this infrastructure will support over one million square feet of office development.

As of the end of FY 2014, Cypress Waters Phase 1 (the Scotch Creek, Sycamore Park, and Parson's Green apartments) were nearly finished, with temporary certificates of occupancy received for all 673 units. In addition, the first three office buildings, at 8951, 8950, and 8840 Cypress Waters Boulevard, were approaching completion. The temporary police and fire service building is scheduled to be complete in the fall of 2014, with a lease agreement allowing City occupancy scheduled to be reviewed by Council in December 2014.

Cypress Waters Phase 1 multi-family:
Scotch Creek, Sycamore Park, and
Parson's Green



Photo: Billingsley Company



Photo: Billingsley Company

Cypress Waters Phase 1 multi-family:
Scotch Creek, Sycamore Park, and
Parson's Green

Cypress Waters Phase 2: 8951 Cypress Waters Boulevard (speculative office building)



Photo: City of Dallas



Photo: Billingsley Company

Cypress Waters Phase 2: Salazar Park

Cypress Waters Phase 2: 8950 Cypress Waters Boulevard (Nationstar)



Photo: City of Dallas



Photo: City of Dallas

Cypress Waters Phase 2: 8840 Cypress Waters Blvd (speculative office building)

Parson's Green 2



Image: Hensley, Lamkin, Rachel, Inc.

Projects Within the Cypress Waters TIF District Utilizing TIF Funding ¹						
Project	Location	Calendar Year Complete	Status	Units/ SF ²	Approx. Value ³	TIF Investment ⁴
Cypress Waters Phase 1 multi-family: Scotch Creek, Sycamore Park, and Parson's Green 1	Cypress Waters Blvd. & Chapel Oaks Dr., northeast of Belt Line Rd and Hackberry Rd	2014	Under Construction	673 units	\$45,000,000	\$9,757,267*
Cypress Waters Phase 2: Public Infrastructure	Cypress Waters Blvd and Saintsbury St.	2014 and 2021	Under Construction	n/a	n/a	\$6,522,398*
Cypress Waters Phase 2: Nationstar	8950 Cypress Waters Blvd.	2014	Under construction	175,036 sf office	\$31,400,000	
Cypress Waters Phase 2: west side spec office	8951 Cypress Waters Blvd.	2015	Under construction	181,160 sf office	\$28,000,000	

Cypress Waters Phase 2: east side spec office	8840 Cypress Waters Blvd.	2015	Under construction	164,389 sf office	\$31,400,000	
Parson's Green 2	Water Mill Rd., Scotch Creek Rd., and Chapel Oaks Drive	2015	Planned	141 residential units	\$24,271,976	
Cypress Waters Phase 3: additional development	9001 Cypress Waters Blvd.	2016	planned	218,395 sf office	\$31,440,027	
Cypress Waters Phase 3: future development	Not set	TBD	Planned	TBD	TBD	
Subtotal				814 units 738,980 sf office	\$191,512,003	\$16,279,665*
¹ All information updated as of September 30, 2014. ² Based upon either the TIF application or required minimum stated in the development agreement. May be updated for completed projects based on actual unit mix and square footage. ³ Based upon 1) market value of comparable projects for anticipated projects, 2) private investment stated in the development agreement for projects that are approved or under construction, or 3) DCAD market value for completed projects (unless project has not yet been assessed). ⁴ Principal amount not to be exceeded per the development agreement. TBD indicates that development agreement has not yet been adopted. Asterisk indicates investment also includes interest not shown.						

Value and Increment Revenue Summary

The Cypress Waters TIF District's base tax value for 2010 was \$73,382. This base value reflects adjustments to the base to reflect the final 2010 values of the parcels in the district. The district's 2014 assessed tax value, as determined by the Dallas Central Appraisal District, was \$59,427,196. This represents an increase of approximately \$59,353,817 (80,883%) over the assessed value of the base year (2010) value. With the participation of the City and county in 2014, this increase will result in the collection of approximately \$481,451 plus \$175,389 in rollback taxes for a total of \$656,500 in incremental revenue for the district. (Dallas County began participation in 2014.)

Objectives, Programs, and Success Indicators

The final Cypress Waters Project Plan and Reinvestment Zone Financing Plan was adopted on June 8, 2011. The Final Project Plan addresses the following development goals and objectives:

- Create additional taxable value attributable to new private investment in projects in the Cypress Waters TIF District totaling approximately \$2.2 billion over the thirty-year life of the TIF district.

The district has seen an increase in value of approximately \$59 million, (or 2.68% of goal) from a combination of agricultural exemption being removed from some parcels and the initial increase in value from both Phase 1 and Phase 2 construction. An estimated additional \$135 million was anticipated in 2014 from the completion of Phase 1 and additional office and tech space now under construction as part of Phase 2, but construction delays hampered completion and only \$47 million was added to the rolls for 2014 for these phases. Construction on the first 3 office buildings has continued. 8950 Cypress Waters Boulevard is expected to be complete in November 2014. 8840 and 8951 Cypress Waters Boulevard are expected to be complete in 2015.

- Attract new private development, including approximately 10,000 new residential units, 4,000,000 square feet of commercial space (including approximately 700,000 square feet of data center use and 2,000,000 square feet of light warehouse/industrial use), and an estimated 150,000 square feet of pedestrian-oriented retail space, all of which are anticipated to create an estimated 9,000 on-site jobs.

Construction on Phase 1 began in January 2012. When complete, this project adds 673 multi-family homes, representing 6.6% of the housing goal. As of September 30, 2014, all 673 units had received temporary certificates of occupancy, and 30 units had received final certificates of occupancy.

Phase 2 began during fiscal year 2013 and will provide infrastructure in support of over 1 million square feet of office space. Nearly 500,000 square feet of office and tech space is currently under construction. When complete, Phase 2 will represent 25% of the commercial space goal.

- To improve ridership on DART via the planned expansion along the Cotton Belt Line.

The master plan for the district includes development adjacent to the planned Cotton Belt Station on the north side of the district.

- Improve recreational opportunities for the community and the future residents within the TIF district via extensive, publicly accessible green space on the site along the lake edge and along power line easements, in addition to multiple parks, hike and bike trails, and pedestrian connections throughout the district. Additional open space may be available through the utilization of Coppell ISD land and as part of an MMD and/or TIF-funded public amenity center.

The Phase 1 development includes wide sidewalks leading to the adjacent power line easement and to a future connection to the lake trail.

The Phase 2 development includes a combination cycle track and pedestrian path along Cypress Waters Boulevard and three large green spaces in the district.

Dallas County's current five-year plan includes \$2,500,000 in 2017 and \$2,500,000 in 2018 in support of five miles of trails from Irving's Champion Trail into Cypress Waters. Upon completion, this would provide a continuous 12-mile trail from Cypress Waters to the Las Colinas Urban Center.

- Create a model for exceptional development standards in terms of its complexity, scope, design, environmental sensitivity, and connectivity.

The Phase 1 development is a model for dense, pedestrian-oriented development on under-utilized, infill property.

On August 13, 2012, the board approved the Urban Design Guidelines for Projects Located in City of Dallas Tax Increment Financing Districts.

The City Design Studio reviewed design for the Phase 2 public and private development, which will provide pedestrian and bicycle connectivity between the housing, commercial, and recreational space.

Coppell Independent School District opened Richard J. Lee Elementary School in the fall of 2014. Lee Elementary is the first net-zero elementary school in the state of Texas. The campus includes daylight harvesting, rainwater collection, and geothermal heating and cooling.

- Develop the property in a manner where fiscal impacts for the remainder of the City are limited and a development pattern is secured that is a net benefit to the City from a fiscal, land use and community standpoint.

Cypress Waters is in a location outside of currently accessible City services. As part of Phase 1, the developer has nearly finished construction on temporary facilities for police and fire service. A lease for the building is expected to be approved by Council in December 2014.

Private development as part of Phase 2 includes new office space providing potential jobs to Cypress Waters residents.

A proposed Phase 3 agreement, which incorporates potential cooperation with the City of Irving on a new water tower, will save the City and the district nearly \$14 million.

- Generate an NPV of \$65 million or approximately \$160 million in total dollars in TIF revenues over the 30-year life of the district.

City participation in TIF increment collections began in tax year 2012. \$155,557 in incremental revenue was received for the district during the 2014 fiscal year, and \$656,500 is expected during the 2015 fiscal year, 1.10% of the total.

Year-End Summary of Meetings and Council Items

The board consists of seven directors: six appointed by the City Council and one appointed by Dallas County.

During the fiscal year from October 1, 2013 to September 30, 2014, the Cypress Waters TIF District board of directors held 3 meetings. The board members were: Mary Poss, city appointee and chairperson (attended 3 of 3 meetings); Veletta Lill, city appointee and vice chairperson (attended 3 of 3 meetings); Elizabeth Solender, city appointee (attended 2 of 3 meetings); Dr. Jose Gomez, city appointee (attended 3 of 3 meetings); Michael Buckley, city appointee and former vice-chairperson (attended 1 of 1 meeting); and Rick Loessberg, Dallas County appointee (attended 1 of 4 meetings). Michael Buckley moved out of the area and resigned his position effective January 1, 2014. David Pittman was appointed to the board on January 8, 2014 and attended 2 of 2 remaining meetings.

During the fiscal year from October 1, 2013 to September 30, 2014, the City Council approved 2 items associated with the Cypress Waters TIF District:

- On February 26, 2014, Council authorized resolution number 14-0389 accepting the FY 2013 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Nineteen, (Cypress Waters TIF District), submitted by the Cypress Waters TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and the State Comptroller, as required by state law.
- On May 14, 2014, Council held a public hearing to receive comments and subsequently authorized Ordinance No. 29333, an ordinance granting an R-5(A) Single Family District on property zoned an A(A) Agricultural District south of East Belt Line Road and west of South Northlake Road. Project: single family homes north of the lake.

Pending TIF Items

The Cypress Waters TIF District is expected to review the following items during FY 2014-2015:

- FY 2014 Annual Report for the Cypress Waters TIF District
- A Phase 3 development agreement to provide funding for Cypress Waters Boulevard, Olympus Boulevard, entryway features, and a non-potable water pump station to allow water from the lake to be used for landscape irrigation.

Budget and Spending Status

Each TIF district, in the Project Plan and Reinvestment Zone Financing Plan, establishes a budget for the public improvement expenditures necessary to support private investment in the district. The Cypress Waters TIF District was established in December 2010 and collected \$155,557 in TIF funding in FY 2014. It is anticipated to collect approximately \$656,841 in FY 2015.

The Cypress Waters budget and spending to date is shown below.

Cypress Waters TIF District Projected Increment Revenues to Retire TIF Fund Obligations*			
Category	TIF Budget	Allocated	Balance
Public infrastructure improvements	\$157,498,930	\$16,279,665	\$141,219,265
Public safety improvements	\$16,037,015	\$0	\$16,037,015
Administration and implementation**	\$2,065,585	\$112,412	\$1,953,173
Total project costs	\$175,601,531	\$16,392,077	\$159,209,454
*Budget shown above in current dollars, updated yearly; TIF Project Plan shows the budget in net present value. Values above do not include interest payments. **Administration and implementation for FY 2014 are included in the above allocation.			

Cypress Waters TIF District Project Plan Budget (NPV, 2008 dollars)	
Category	TIF Budget*
Public infrastructure improvements: paving, streetscape, water/wastewater, storm sewer, utility burial/relocation, and land acquisition	\$58,198,583
Public safety	\$6,000,000
Administration and implementation	\$1,500,000
Total project costs	\$65,698,583
* As approved in the Final Project Plan and Reinvestment Zone Financing Plan.	

FY 2015 Work Program

Pending items for the Cypress Waters TIF District include:

- Encourage development projects within the district in accordance with the final Project Plan and Reinvestment Zone Financing Plan.

Appendix: Financials

City of Dallas, Texas

Cypress Waters Tax Increment Financing District Fund

Reinvestment Zone Number Nineteen

As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. **Amount and source of revenue in the tax increment fund established for the zone:**

	\$142 Interest Income
	\$0 Affordable housing payment
	\$155,557 Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
	<u>\$155,699</u> Total Revenue

2. **Amount and purpose of expenditures from the fund:**

	\$0 Administrative Expense
	\$0 Interest and fiscal charges
	<u>\$0</u> Total Expenditures

3. **a. Amount of Principal and Interest due-on outstanding bonded indebtedness is as follows:**

Cypress Waters TIF District has incurred no bonded indebtedness as of September 30, 2014.

b. The Zone has entered into a development agreement with Billingsley LD, Ltd for the Cypress Waters Phase I development in an amount not to exceed \$9,757,267 plus interest with anticipated completion by December 31, 2014 and reimbursement to begin thereafter upon availability of TIF funds.

c. The Zone has entered into a development agreement with Billingsley LD, Ltd for the Cypress Waters Phase II development in an amount not to exceed \$6,522.398, plus a TIF grant to be determined later, with anticipated completion of Phases 2a, 2b and 2c ranging from January 31, 2014 to December 31, 2021 and reimbursement to begin thereafter upon availability of TIF funds.

4. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014*	Base Year 2010 Value	Est. Captured Value 2014**
City of Dallas	\$59,427,196	\$73,383	\$59,353,813
Dallas County	\$59,427,196	\$73,383	\$59,353,813

*Taxable value shown for participating taxing jurisdictions. County will begin participating in tax year 2014 and the values will vary slightly from the City value due to different exemption levels.

**Based on Certified Taxable Value. The final values will be determined on February 01, 2015.

5. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Amount of	
	Assessment Per \$100***	Estimated 2014 Increment***
City of Dallas	0.67745	\$402,092
City of Dallas-2014 PH I Rollback Taxes	0.00000	\$146,480
Dallas County	0.13371	\$79,359
Dallas County-2014 PH I Rollback Taxes	0.00000	\$28,909
Total for all Jurisdictions	\$0.81116	\$656,841

***Participation rates for City of Dallas and Dallas County are 85% for tax years 2012 to 2034 and 55% for tax years 2014 to 2033 respectively.

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$656,841. For 2013 tax year, the Zone received increment of \$155,557.

City of Dallas, Texas

Cypress Waters Tax Increment Financing District Fund

Balance Sheet as of September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:					
Pooled cash and cash equivalents	\$155,789	\$0	\$0	\$0	\$0
Interest receivable	(\$90)	\$0	\$0	\$0	\$0
Total assets	<u>\$155,699</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Liabilities and Fund Balance (Deficit):					
Liabilities:					
Accounts and contracts payable	\$0	\$0	\$0	\$0	\$0
Due to general fund	\$112,097	\$112,097	\$74,874	\$54,138	\$8,025
Total liabilities	<u>\$112,097</u>	<u>\$112,097</u>	<u>\$74,874</u>	<u>\$54,138</u>	<u>\$8,025</u>
Fund Balance (Deficit):					
Fund Balance (Deficit)	\$43,603	(\$112,096)	(\$74,874)	(\$54,138)	(\$8,025)
Total Liabilities and Fund Equity	<u>\$155,699</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
	\$0	(\$0)	\$0	\$0	\$0

Cypress Waters Tax Increment Financing District Fund

Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)

For the Period September 30, 2014 (Unaudited)

With Comparative Totals for September 30, 2013, 2012, 2011, and 2010 (Audited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Tax increment-Governmental	\$155,871	\$155,557	\$314	\$0	\$0	\$0
Tax increment-Intergovernmental	\$0	\$0	\$0	\$0	\$0	\$0
Interest income	\$275	\$274	\$1	\$0	\$0	\$0
Affordable housing payment	\$0	\$0	\$0	\$0	\$0	\$0
Net increase (decrease) in fair value of invest	(\$132)	(\$132)	\$0	\$0	\$0	\$0
Total revenues	<u>\$156,014</u>	<u>\$155,699</u>	<u>\$316</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Expenditures:						
Administrative expenses	\$112,412	\$0	\$37,537	\$20,737	\$46,113	\$8,025
Non-Capital Outlay	\$0	\$0	\$0	\$0	\$0	\$0
Capital outlay	\$0	\$0	\$0	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0	\$0	\$0	\$0
Total expenditures	<u>\$112,412</u>	<u>\$0</u>	<u>\$37,537</u>	<u>\$20,737</u>	<u>\$46,113</u>	<u>\$8,025</u>
Excess (Deficiency) of Revenues over Expenditures	<u>\$43,603</u>	<u>\$155,699</u>	<u>(\$37,222)</u>	<u>(\$20,737)</u>	<u>(\$46,113)</u>	<u>(\$8,025)</u>
Fund balance (Deficit) at beginning of year as previously reported	\$0	(\$112,096)	(\$74,874)	(\$54,138)	(\$8,025)	\$0
Fund balance (Deficit) at beginning of year, as restated	<u>\$0</u>	<u>(\$112,096)</u>	<u>(\$74,874)</u>	<u>(\$54,138)</u>	<u>(\$8,025)</u>	<u>\$0</u>
Fund balance (deficit) at end of year	<u>\$43,603</u>	<u>\$43,603</u>	<u>(\$112,096)</u>	<u>(\$74,874)</u>	<u>(\$54,138)</u>	<u>(\$8,025)</u>

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Cypress Waters Tax Increment Financing District
Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. The TIF's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
3. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
4. The Zone's Financial Plan permits expenditures not to exceed \$2,065,585 over the life of the TIF to reimburse the City for administrative costs. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 8, 11

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 14R 15N 15P 63S 63T 63W 63X

SUBJECT

A resolution accepting the FY 2014 Annual Report on the status of Tax Increment Financing Reinvestment Zone Number Twenty, (Mall Area Redevelopment TIF District), submitted by the Mall Area Redevelopment TIF District's Board of Directors, and authorizing the City Manager to submit the annual report to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District, and to the State Comptroller, as required by state law - Financing: No cost consideration to the City

BACKGROUND

State law (the Tax Increment Financing Act, Chapter 311 of the Tax Code) requires that the governing body of a city shall submit an annual report on the status of each reinvestment zone it has created to the Chief Executive Officer of each taxing unit that levies taxes on real property in the zone, as well as to the State Comptroller. The City Council approved Ordinance No. 29340 on May 14, 2014, establishing Tax Increment Financing Reinvestment Zone Number Twenty, (Mall Area Redevelopment TIF District).

The total appraised value of all taxable real property in the Mall Area Redevelopment TIF District in 2014 was \$168,357,630. This represents the base year for the Mall Area Redevelopment TIF District. The Mall Area Redevelopment TIF District will only receive incremental revenue from taxable value that exceeds the base year. The duration of the Mall Area Redevelopment TIF District is 30 years with no increment collection scheduled in 2015. In 2016, any increases in taxable value will be treated as "captured" taxable value, and the resulting incremental revenue will be added to the TIF fund for the duration of the Mall Area Redevelopment TIF District.

The City's participation is scheduled to be 0% in 2015; 90% from 2016 through 2042; 75% in 2043; and 55% in 2044. The County's participation is anticipated to be 0% for the first five years and then at least 55% for 20 years (2020 through 2039) or until the Mall Area Redevelopment District is terminated.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On May 14, 2014, City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Twenty, the Mall Area Redevelopment TIF District, by Ordinance No. 29340.

On December 9, 2014, the Mall Area Redevelopment TIF District Board of Directors recommended that the FY 2014 Annual Report be accepted and approved.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding all 18 of the City's FY 2014 TIF Annual Reports.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

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

WHEREAS, the City established Tax Increment Financing Reinvestment Zone Number Twenty ("Mall Area Redevelopment TIF District" or "District") and established a Board of Directors for the District pursuant to Ordinance No. 29340, authorized by the City Council on May 14, 2014, as authorized by the Tax Increment Financing Act, Chapter 311 of the Texas Tax Code, as amended; and

WHEREAS, the Tax Increment Financing Act specifies that the governing body of a city shall submit an annual report on the financial status of the district to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in a reinvestment zone and a copy of the report shall be forwarded to the State Comptroller; and

WHEREAS, on December 9, 2014, the Mall Area Redevelopment TIF District Board of Directors passed a motion accepting the FY 2014 Annual Report for Tax Increment Reinvestment Zone Number Twenty and recommending approval of same by the City Council.

NOW, THEREFORE,

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

Section 1. That the FY 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Twenty (Mall Area Redevelopment TIF District), City of Dallas, Texas, as of September 30, 2014, a copy of which is attached hereto (**Exhibit A**) is hereby accepted.

Section 2. That the City Manager is hereby authorized to submit the 2014 Annual Report for Tax Increment Financing Reinvestment Zone Number Twenty to the Chief Executive Officer of each taxing jurisdiction that levies taxes on real property in the District and to the State Comptroller, as required by state law.

Section 3. 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.

MALL AREA REDEVELOPMENT TIF DISTRICT (REINVESTMENT ZONE NUMBER TWENTY)

ANNUAL REPORT
FY 2014



City of Dallas

Office of Economic Development
1500 Marilla Street, 2CN
Dallas, Texas 75201
(214) 670-1691

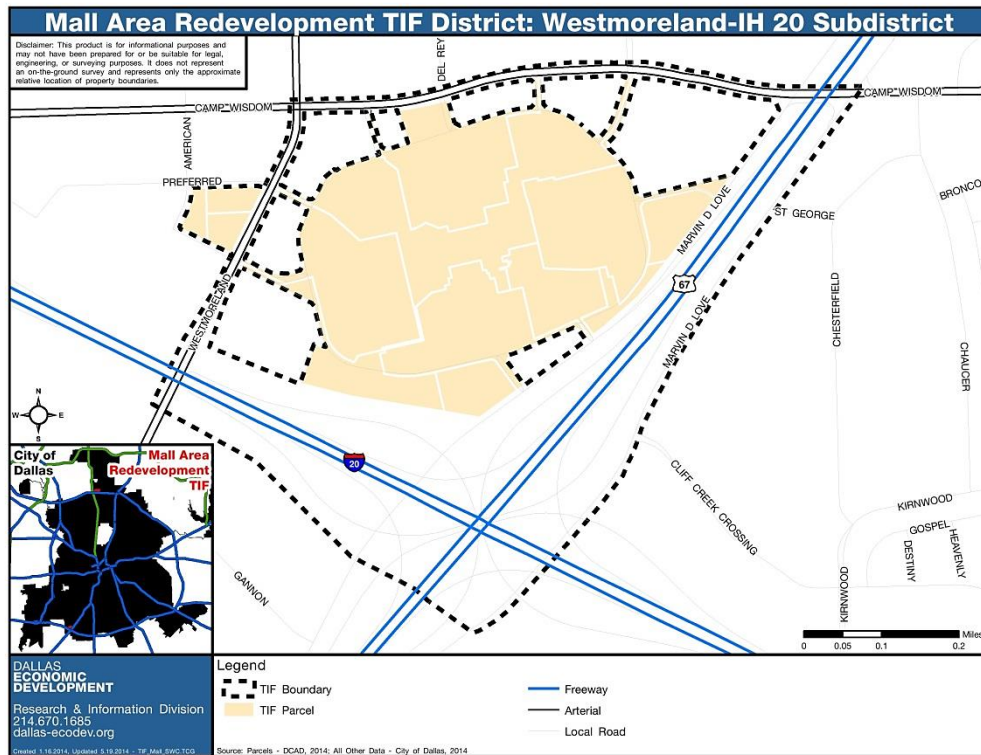
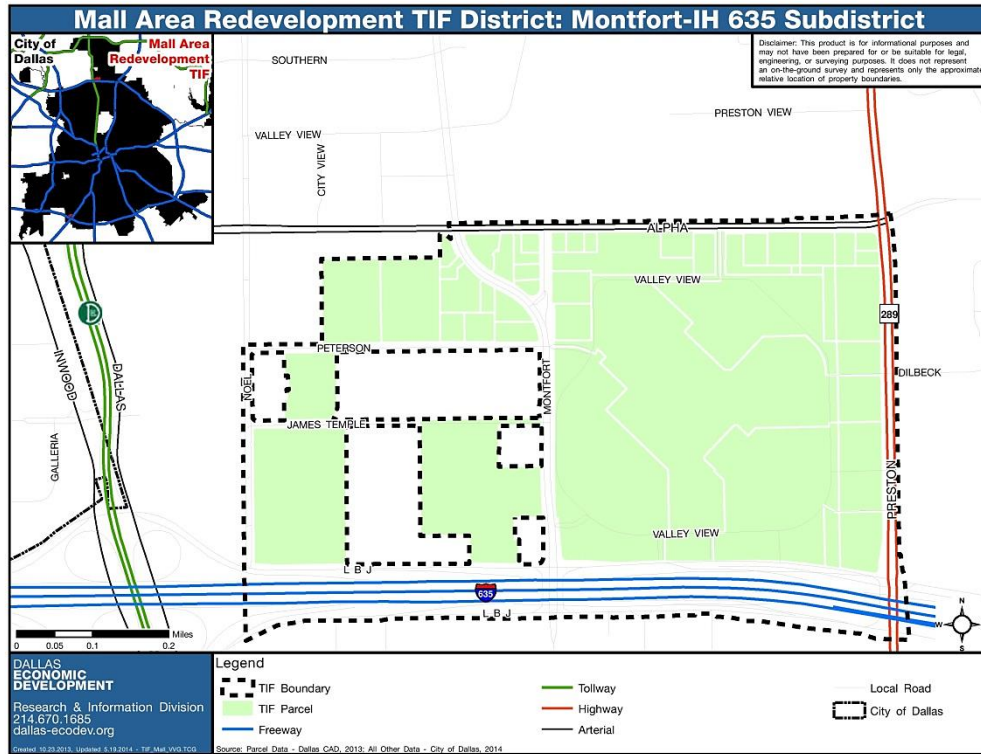
www.dallas-ecodev.org/redevelopment

(October 1, 2013 to September 30, 2014)

Table of Contents

Table of Contents	2
District Map	3
Mission Statement.....	4
District Accomplishments	4
Value and Increment Revenue Summary.....	5
Objectives, Programs, and Success Indicators	5
Year-End Summary of Meetings and Council Items.....	7
Budget and Spending Status.....	7
FY 2014 - 2015 Work Program	9
Appendix: Financials	10

District Map



Mission Statement

The Mall Area Redevelopment Tax Increment Financing District (TIF District) represents the City of Dallas' effort to encourage the sustainable redevelopment of properties including and around two obsolete shopping malls while taking advantage of each area's strategic regional location at the crossroads of key transportation corridors.

As allowed by Chapter 311 of the Texas Tax Code, the TIF District comprises two non-contiguous sub-districts—the Montfort-IH 635 Sub-District for the Valley View Center Mall area in northern Dallas and the Westmoreland-IH 20 Sub-District for the Southwest Center Mall area in southern Dallas.

The mission of the TIF District is to provide a source of funding for public infrastructure improvements and other public expenditures necessary to stimulate private investment in these two areas to occur earlier and to a much greater extent than would occur solely through private investment in the reasonably foreseeable future.

Originally, the Valley View Center Mall and the Southwest Center Mall were created by complex configurations of super-blocks, private land ownership, and reciprocal easement agreements that bound multiple owners together. Over the last decade as market conditions have shifted significantly, these same configurations have heavily burdened each mall area, making redevelopment and revitalization extremely difficult without public participation.

With the assistance of this TIF District, each mall area is to be reconfigured into a traditional pattern of public streets, public open space, public infrastructure, and smaller parcels of private land ownership, thereby setting the stage for incremental redevelopment that is flexible to meet market demands and community needs.

TIF District Accomplishments

Dallas City Council established (i.e. designated) the Mall Area Redevelopment TIF District by Ordinance Number 29340 on May 14, 2014.

The Montfort-IH 635 Sub-District is generally bounded by Alpha Road, Preston Road, Noel Road, and Interstate Highway 635 (LBJ Freeway). The Sub-District encompasses approximately 173.9 acres, not including rights-of-way. The Montfort-IH 635 Sub-District is recommended by and consistent with the City's adopted Valley View-Galleria Area Plan (May 2013) and will serve as a long-term funding tool to help implement the shared vision for the area by further leveraging other implementation tools (PD 887 form-based zoning and Thoroughfare Plan amendment) approved by the City Council in June 2013.

The Westmoreland-IH 20 Sub-District is generally bounded by Westmoreland Road, Camp Wisdom Road, Highway 67 (Marvin D. Love Freeway), and Interstate Highway 20 (LBJ Freeway). The Sub-District encompasses approximately 96.6 acres, not including rights-of-way. The Westmoreland-IH 20 Sub-District is recommended by and consistent with the City-sponsored Advisory Services Panel report published by the Urban Land

Institute (2009) and will serve as a long-term funding tool to help implement many of the report's recommendations over time.

After the TIF District was established in May 2014, Staff spent the remaining part of the fiscal year having discussions with property owners/developers/investors and provided pre-development assistance for several potential private projects in the TIF District. Staff also spent the remaining part of the fiscal year coordinating with other City departments and/or other external entities on potential public (i.e. sub-district-wide) projects (e.g. street improvements, wastewater improvements, and park land acquisition).

Value and Increment Revenue Summary

The base value of the zone is the total appraised value of all taxable real property in the TIF District as determined by the Dallas Central Appraisal District in the 2014 certified roll. The TIF District's base value was \$168,357,630 (approximately \$148.60 million in the Montfort-IH 635 Sub-District and approximately \$19.77 million in the Westmoreland-IH 20 Sub-District).

In future years, the TIF District will report increased values over the base value as well as captured increment deposited to the TIF fund. However, because the City's participation and the County's participation are both 0% in 2015, there will be no captured increment for 2015.

Objectives, Programs, and Success Indicators

The final Mall Area Redevelopment TIF District Project Plan and Reinvestment Zone Financing Plan is not yet adopted but is anticipated to be adopted in FY 2015. The following development goals and objectives for the TIF District were included in the preliminary Project Plan and Reinvestment Zone Financing Plan:

- Goal 1: To create additional taxable value attributed to new private investment in projects in the Montfort-IH 635 Sub-District totaling approximately \$3.9 billion in total dollars over the 30-year life of the Sub-District.
- Goal 2: To create additional taxable value attributed to new private investment in projects in the Westmoreland-IH 20 Sub-District totaling approximately \$295 million in total dollars over the 30-year life of the Sub-District.
- Goal 3: To attract new higher density private development in the Montfort-IH 635 Sub-District totaling approximately 707,870 square feet of new retail space; 72,991 square feet of renovated movie theater; 3,987,022 square feet of new office space; 957 new hotel rooms; and 7,674 new residential units (including apartments and condominiums).

- Goal 4: To attract new higher density private development in the Westmoreland-IH 20 Sub-District totaling approximately 140,000 square feet of new retail space; 45,000 square feet of movie theater; 70,000 square feet of new office space; 80 new hotel rooms; and 1,620 new residential units (including apartments and townhomes).
- Goal 5: To encourage the sustainable redevelopment of properties including and around two severely declining shopping malls in a manner in which negative fiscal impacts for the remainder of the City are limited and a walkable development pattern is achieved that is a net benefit to the City from a fiscal, land use, and quality of life standpoint.
- Goal 6: To increase public open space in the TIF District.
- Goal 7: To generate approximately \$432.5 million (net present value of approximately \$182.9 million in 2014 dollars) in TIF fund revenues over the 30-year life of the TIF District.

The following specific objectives set the framework for the planned public improvements within the TIF District:

- Provide funding for the acquisition of land for a central community park (referred to in the adopted Area Plan as “Midtown Commons”) to provide open space, recreational opportunities, and cultural amenities to the Montfort-IH 635 Sub-District while also increasing land values and attracting new residential and office development.
- Direct the Montfort-IH 635 Sub-District’s overall development through the application of urban design guidelines for public improvements and private development consistent with the regulations set forth in PD 887, as amended.
- Provide funding to build a street and circulation network in the Montfort-IH 635 Sub-District to enhance traffic flow, reduce congestion, provide greater accessibility, and disaggregate the existing super-blocks into a pedestrian-scaled environment that can redevelop incrementally.
- Improve existing and construct new infrastructure (on-site and off-site) for the TIF District, including roadways, storm water drainage, water distribution/wastewater collection lines, burial of overhead utilities, and unified wayfinding to support redevelopment.
- Improve the pedestrian environment in the TIF District through sidewalk, landscaping, lighting and other related streetscape features.
- Provide funding for an economic development grant program for the TIF District.

- Encourage mixed income housing in/near the TIF District.

Year-End Summary of Meetings and Council Items

On April 23, 2014, the City Council approved Resolution Number 140659 authorizing (1) a public hearing to be held on May 14, 2014, to receive comments to consider the designation of a Tax Increment Financing Reinvestment Zone for the Mall Area Redevelopment TIF District under the authority of the Tax Increment Financing Act; and, at the close of the hearing (2) consideration of an ordinance designating the Mall Area Redevelopment TIF District.

On May 14, 2014, the City Council held a public hearing and approved Ordinance Number 29340 authorizing the establishment of Tax Increment Financing Reinvestment Zone Number Twenty (Mall Area Redevelopment TIF District).

The City of Dallas and Dallas County are the only taxing jurisdictions anticipated to participate in this TIF District. Participation of Dallas County will require the approval of the County Commissioners Court, and final terms of the County's contributions of tax increment will be set forth in an interlocal agreement between the City and the County.

On August 12, 2014, the City Council appointed the following four (4) Board members: Phillip A. Bogner, Billy J. Bass, Fred Wells, and James Tipton Housewright. On August 20, 2014, the City Council also appointed James Tipton Housewright as Board Chairperson. However, Phillip A. Bogner resigned from the Board on August 19, 2014, and James Tipton Housewright resigned from the Board on August 26, 2014.

Since the Mall Area Redevelopment TIF District Board of Directors was not fully appointed (i.e. had fewer than five members appointed) prior to September 30, 2014, the Board did not meet in FY 2013 - 2014.

The Board can consist of up to seven members, including six (6) City of Dallas appointees and one (1) Dallas County appointee; however, the County's appointment of a Board member cannot occur until after the County's approval of an interlocal agreement with the City to participate in the TIF District.

Budget and Spending Status

Each TIF District establishes a budget for the public improvement expenditures necessary to support private investment in the district in the final Project Plan and Reinvestment Zone Financing Plan. The Mall Area Redevelopment TIF District was established in May 2014 and did not collect or allocate any revenue in FY 2013 - 2014. While a final Project Plan and Reinvestment Zone Financing Plan has not yet been adopted, preliminary estimates for TIF public improvements total \$431.40 million (\$182.46 million net present value). A final Project Plan and Reinvestment Zone Financing Plan is anticipated to be adopted in FY 2014 - 2015. The preliminary budget for the TIF District is below:

Mall Area Redevelopment TIF District Projected Increment Revenue to Retire TIF Fund Obligations*			
	B	C	B - C
Category	Estimated TIF Budget***	Allocated	Estimated TIF Balance
Montfort-IH 635 Sub-District			
Infrastructure Improvements	\$160,173,156	\$0	\$160,173,156
Grants for Economic Development	\$114,241,421	\$0	\$114,241,421
Set Aside for Land Acquisition for Sub-District-Wide Central Open Space	\$70,929,777	\$0	\$70,929,777
Set Aside for Sub-District-Wide Off-Site Wastewater System Improvements	\$7,092,978	\$0	\$7,092,978
Westmoreland-IH 20 Sub-District			
Grants for Economic Development	\$71,278,447	\$0	\$71,278,447
Administration and Implementation**	\$7,684,059	\$368,900	\$7,315,159
Total Project Costs	\$431,399,838	\$368,900	\$431,030,938
* Project costs are preliminary. The final Project Plan and Reinvestment Zone Financing Plan is not yet adopted. Project costs may be changed in the final Project Plan and Reinvestment Zone Financing Plan.			
** Administrative costs are pending until collection of sufficient tax increment to reimburse. Collection is scheduled to begin in FY 16-17. Amount allocated includes \$250,000 cost incurred by the City for the 2012-13 Valley View-Galleria Area Planning Study.			
*** Budget shown above is total dollars. The TIF Project Plan shows the budget in net present values. Figures have been updated based on DCAD's 2014 certified tax roll (as compared to the figures in the Preliminary Project Plan and Reinvestment Zone Financing Plan from May 2014, which used DCAD's 2013 certified tax roll).			

Mall Area Redevelopment TIF District Preliminary Project Plan Budget (NPV, 2014 dollars)*	
Category	Estimated TIF Budget**
Montfort-IH 635 Sub-District	
Infrastructure Improvements	\$67,804,842
Grants for Economic Development	\$48,318,813
Set Aside for Land Acquisition for Sub-District-Wide Central Open Space	\$30,000,000
Set Aside for Sub-District-Wide Off-Site Wastewater System Improvements	\$3,000,000
Westmoreland-IH 20 Sub-District	
Grants for Economic Development	\$30,088,432
Administration and Implementation	\$3,250,000
Total Project Costs	\$182,462,088
* Project costs are preliminary. The final Project Plan and Reinvestment Zone Financing Plan is not yet adopted. Project costs may be changed in the final Project Plan and Reinvestment Zone Financing Plan.	
** Budget shown above is discounted to 2014 dollars. Figures have been updated based on DCAD's 2014 certified tax roll (as compared to the figures in the Preliminary Project Plan and Reinvestment Zone Financing Plan from May 2014, which used DCAD's 2013 certified tax roll).	

FY 2014 - 2015 Work Program

The FY 2014 - 2015 work program for the Mall Area Redevelopment TIF District includes:

- Consideration of any potential TIF District boundary amendments and adoption of the final Project Plan and Reinvestment Zone Financing Plan.
- Consideration/adoption of several policies for the TIF District, including By-Laws, Grant Program Guidelines, Mixed Income Housing Guidelines, Urban Design Guidelines, and an Increment Allocation Policy.
- Coordination and staff support for City-initiated public infrastructure projects in/near the TIF District, including bond-funded street improvements and wastewater improvements.
- Consideration of a development agreement with Beck Ventures for TIF eligible expenditures in conjunction with a Phase 1 development project expected to exceed \$110 million in private investment at 13131 Preston Road.
- Coordination efforts with interested property owners/investors/developers on potential TIF project proposals.
- Coordination with Dallas County on TIF participation/interlocal agreement.
- Coordination and staff support for the implementation of the Valley View-Galleria Area Plan and the ULI vision for Southwest Center Mall, including funding opportunities from other governmental entities or private philanthropic entities; City bond projects; park land acquisition; public improvement district.

Appendix: Financials

City of Dallas, Texas

Mall Area Redevelopment Tax Increment Financing District Fund

Reinvestment Zone Number Twenty

As of September 30, 2014

Chapter 311.016 of V.C.T.A. requires the following information as part of the annual report on the status of the TIF District. Information is contained in detail on the attached financial statements.

1. Amount and source of revenue in the tax increment fund established for the zone:

\$0	Interest Income
\$0	Ad Valorem Taxes (Collected in FY'2013-14 based on 2013 Final Tax Roll)
\$0	Total Revenue

2. Amount and purpose of expenditures from the fund:

\$368,900	Administrative Expense
\$0	Non-Capital Outlay
\$0	Capital outlay
\$0	Interest and fiscal charges
\$368,900	Total Expenditures

3. Amount of Principal and Interest due-on outstanding indebtedness:

a. The zone did not have any bonded indebtedness at fiscal year end.

4. Tax increment base and current captured appraised value retained by the zone:

Taxing Jurisdiction	Taxable Value 2014*	Base Year 2014 Value	Est. Captured Value 2014**
City of Dallas	\$168,357,630	\$168,357,630	\$0
Dallas County***	\$168,357,630	\$168,357,630	\$0

* Taxable value shown for participating taxing jurisdictions. County values are approximate and may vary slightly from City values due to different exemption levels.

**Based on Certified Taxable Value. The final values will be determined on February 01, 2015.

***Dallas County's participation is anticipated (pending City Council's approval of a final TIF Plan and the Commissioners Court's approval of an Interlocal Agreement).

5. Captured appraised value by the municipality and other taxing units, the total amount of the tax increment received, and any additional information necessary to demonstrate compliance with the tax increment financing plan adopted by the governing body of the municipality:

A. Estimated tax increment shared by the municipality and other participating taxing jurisdictions:

Taxing Jurisdiction	Amount of	
	Assessment Per \$100****	Estimated 2014 Increment****
City of Dallas	0.79700	\$0
Dallas County	0.24310	\$0
Total for all Jurisdictions	\$1.04010	\$0

****Participation rates for City of Dallas and Dallas County are as follows:

City of Dallas	Dallas County
90% for tax years 2016-2042	55% for tax years 2020-2039
75% for tax year 2043	
55% for tax year 2044	

B. The total amount of estimated tax increment to be billed for the 2014 tax year is \$0. For the 2013 tax year, the Zone received increment of \$0.

City of Dallas, Texas
Mall Area Redevelopment Tax Increment Financing District Fund
Balance Sheet as of September 30, 2014 (Unaudited)

	<u>2014</u>	<u>2013</u>
Assets:		
Pooled cash and cash equivalents	\$0	\$0
Interest receivable	\$0	\$0
	<u>\$0</u>	<u>\$0</u>
Total assets	<u>\$0</u>	<u>\$0</u>
Liabilities and Fund Balance (Deficit):		
Liabilities:		
Accounts and contracts payable	\$0	\$0
Due to other funds	\$368,900	\$0
	<u>\$368,900</u>	<u>\$0</u>
Total liabilities	<u>\$368,900</u>	<u>\$0</u>
Fund Balance (Deficit):		
Fund Balance (Deficit)	<u>(\$368,900)</u>	<u>\$0</u>
	<u>\$0</u>	<u>\$0</u>
Total Liabilities and Fund Equity	<u>\$0</u>	<u>\$0</u>

Mall Area Redevelopment Tax Increment Financing District Fund
Statement of Revenues, Expenditures and Changes in Fund Balance (Deficit)
For the Period September 30, 2014 (Unaudited)

	<u>ITD</u>	<u>2014</u>	<u>2013</u>
Revenues:			
Tax increment-Governmental	\$0	\$0	\$0
Tax increment-Intergovernmental	\$0	\$0	\$0
Interest income	\$0	\$0	\$0
Net increase (decrease) in fair value of investments	\$0	\$0	\$0
	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Total revenues	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Expenditures:			
Administrative expenses	\$368,900	\$368,900	\$0
Non-Capital Outlay	\$0	\$0	\$0
Capital outlay	\$0	\$0	\$0
Interest and fiscal charges	\$0	\$0	\$0
	<u>\$368,900</u>	<u>\$368,900</u>	<u>\$0</u>
Total expenditures	<u>\$368,900</u>	<u>\$368,900</u>	<u>\$0</u>
Excess (Deficiency) of Revenues over Expenditures	<u>(\$368,900)</u>	<u>(\$368,900)</u>	<u>\$0</u>
Fund balance (Deficit) at beginning of year as previously reported	\$0	\$0	\$0
Fund balance (Deficit) at beginning of year, as restated	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Fund balance (deficit) at end of year	<u>(\$368,900)</u>	<u>(\$368,900)</u>	<u>\$0</u>

Note: Fiscal year 2013-14 unaudited financial statements are based on preliminary close numbers and are subject to review by the City Controller's Office prior to approval by the City Council. In case of any material changes, the TIF board will be provided with the updated financial statements.

City of Dallas, Texas
Mall Area Redevelopment Tax Increment Financing District
(Reinvestment Zone #20)

Notes to Financial Statements for the Year Ended September 30, 2014

1. The measurement focus used for the TIF Zone fund is a flow of financial resources. The financial statements are prepared using the modified accrual basis of accounting. Under the modified accrual basis of accounting, tax increment revenues and interest are recognized as revenue when they become both "measurable" and "available" to finance expenditures of the current period. Expenditures are recognized when the liability is incurred.
2. State statute requires that each taxing jurisdiction remit its ad valorem taxes to the Zone by May 1 of each year (remittance to occur no more than 90 days after taxes for the jurisdiction become delinquent).
3. The TIF Zone fund's cash balances are invested in the City's investment pool and include amounts in demand deposits as well as short-term investments. Pooled investments and short-term non-pooled investments are treated as cash equivalents. Investment income on the pooled investments is prorated monthly based upon the average daily cash balance in each fund.
4. The TIF Zone's preliminary Financing Plan permits expenditures not to exceed \$7,684,059 over the life of the TIF Zone to reimburse the City for administrative costs. In FY 14, the TIF Zone incurred a total of approximately \$368,900 in administrative costs, comprised of the following: (1) an estimated \$111,000 in staff time for FY 14, which will be reimbursed to the City's general fund upon collection of increment in FY 17; (2) \$250,000 in a grant to the North Dallas Chamber of Commerce for the 2012-2013 Valley View-Galleria Area Planning Study, which will be reimbursed to the City's public private partnership fund upon collection of increment in FY 17; and (3) \$7,900 for real property appraisal services necessary to assist the City with implementation, which will be reimbursed to the City's public private partnership fund upon collection of increment in FY 17. Any future remittance for administrative expenses would come from excess cash as tax increment revenue increases as a result of increased assessed values.
5. All project costs resulting in capital improvements which are owned by the City are capitalized in the City's fixed assets.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 6

DEPARTMENT: Housing/Community Services

CMO: A. C. Gonzalez, 670-3297

MAPSCO: 44J

SUBJECT

Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; **(2)** the sale of 1 vacant lot (list attached) from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and **(3)** execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City – Financing: No cost consideration to the City

BACKGROUND

On June 18, 2003, Governor Perry signed the Urban Land Bank Demonstration Program Act. The Act allows the governing body of a municipality to adopt an Urban Land Bank Demonstration Program in which the officer charged with selling real property ordered sold pursuant to foreclosure of a tax lien may sell certain eligible real property by private sale to a land bank for the purpose of affordable housing developments. The City Council then established the Dallas Housing Acquisition and Development Corporation (DHADC or Land Bank) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C on January 28, 2004.

Dallas Area Habitat for Humanity (Habitat) has submitted a proposal and development plan to DHADC for 1 lot shown on the attached list. The DHADC Board has approved the development plan and sale, subject to City Council approval. This item will authorize City Council approval of the development plan submitted by Habitat to the City's Land Bank, the sale of that lot from DHADC to Habitat and the release of lien for any non-tax liens that may have been filed by the City. The vacant lot was purchased by DHADC from a Sheriff's sale pursuant to foreclosure of tax liens and any non-tax liens. DHADC's Deed without Warranty to Habitat will contain a reverter that returns the property to DHADC if a construction permit is not applied for by Habitat and construction financing is not closed within three years of conveyance.

BACKGROUND (continued)

Habitat will build an affordable house on the lot. The approximate square footage and sales prices of the house will be 1,279 square feet and from \$80,000 to \$105,000. The lot will be deed restricted for sale to a low income family and will require at least 25 percent of the developed homes (1 in this proposal) to be sold to households with gross household incomes not greater than 60 percent of the Area Median Family Income (AMFI) as determined annually by HUD. A maximum of 30 percent of the developed homes (0 in this proposal) may be sold to households with gross incomes from 81 percent to 115 percent of the AMFI as determined annually by HUD. If 30 percent of the homes are sold to buyers at 81 percent to 115 percent of the AMFI, the remaining homes (0 in this proposal) will be sold to buyers below 81 percent of the AMFI and in compliance with the minimum 25 percent requirement to sell to buyers below 60 percent of the AMFI. DHADC will receive \$5,000.00 for the sales price, as calculated from the 2014-15 Land Bank Plan approved by City Council.

PRIOR ACTION/REVIEW (Council, Boards, Commissions)

On January 28, 2004, by Resolution No. 04-0458, the City Council established DHADC as its land bank for the purpose of acquiring, holding and transferring unimproved real property for the purpose of promoting the development of affordable housing as allowed under Chapter 379C of the Texas Local Government Code.

On September 2, 2014, the Housing Committee was briefed regarding the Urban Land Bank Demonstration Program which outlined the process and status of the program.

On January 22, 2015, DHADC approved the development plan and sale of 1 lot from DHADC to Habitat.

FISCAL INFORMATION

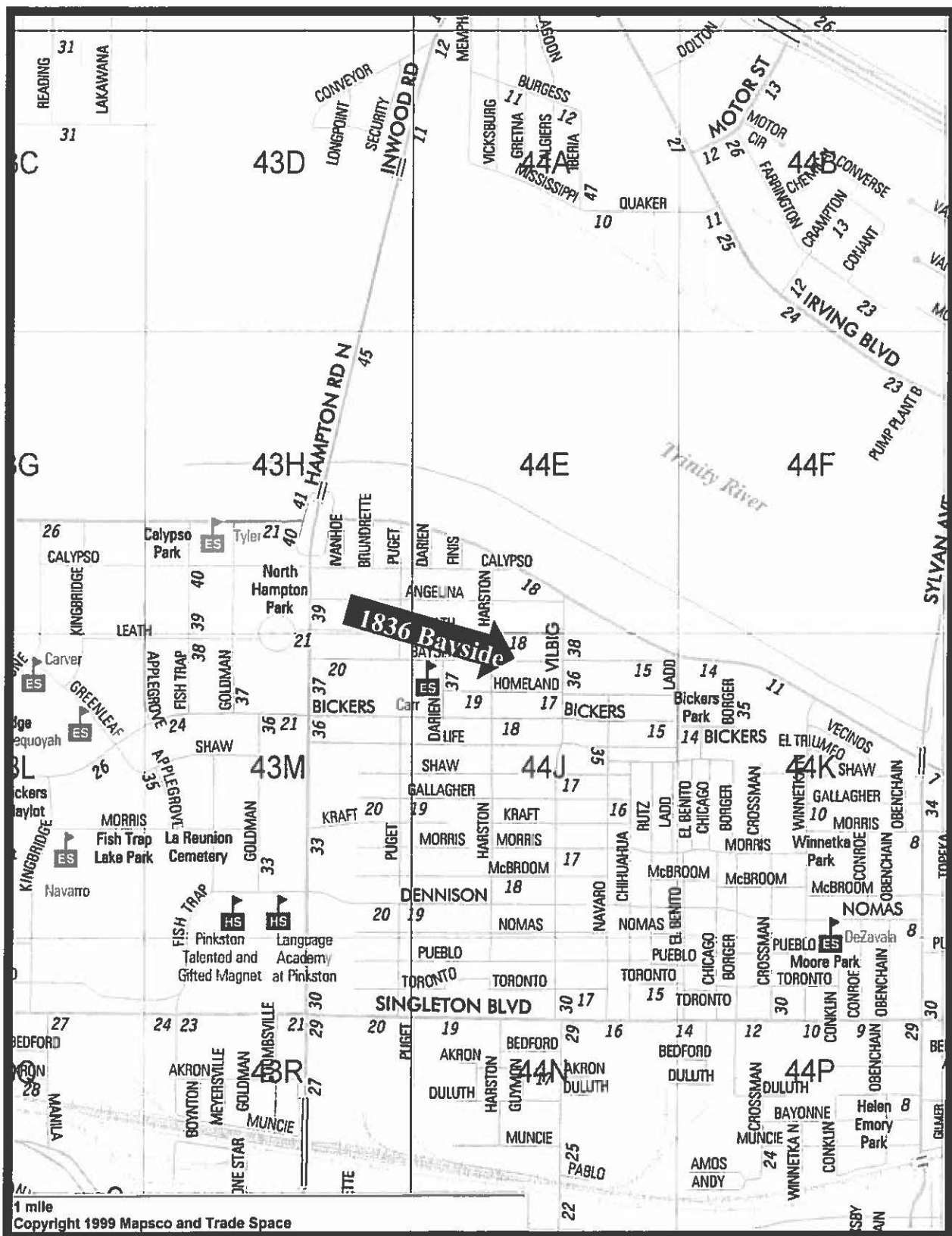
No cost consideration to the City

MAP

Attached

**Land Bank (DHADC) Sale of Lots to
Dallas Area Habitat for Humanity**

<u>Property Address</u>	<u>Mapsco</u>	<u>Amount of Non-Tax Liens</u>
1. 1836 Bayside	44J	\$1,819.72



MAPSCO 44J

February 25, 2015

WHEREAS, on January 28, 2004, the City Council established the Dallas Housing Acquisition and Development Corporation (DHADC) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C; and

WHEREAS, Dallas Area Habitat for Humanity (Habitat) submitted a proposal and development plan to DHADC for 1 lot shown on Exhibit "A" and the DHADC Board has approved the development plan and sale, subject to City Council approval; and

WHEREAS, the City Council desires to approve the development plan shown on Exhibit "B" submitted by Habitat and authorize the sale of the said 1 lot from DHADC to Habitat to build an affordable house;

NOW, THEREFORE,

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

Section 1. That the development plan shown on Exhibit "B" submitted by Habitat and the sale of 1 lot shown on Exhibit "A" from DHADC to Habitat is approved.

Section 2. That the City Manager, upon approval as to form by the City Attorney, is authorized to execute a release of lien for any non-tax liens that may have been filed by the City on the lot shown on Exhibit "A".

Section 3. 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"

LAND BANK PROPERTY				
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT
1	1836 Bayside Lot 5, Victory Gardens No. 2 Addition Block P7123	Dallas Area Habitat for Humanity	1	\$5,000.00
TOTAL				\$5,000.00

EXHIBIT B**SECTION II: DEVELOPMENT PLAN****A. DESCRIPTION OF THE LAND REQUESTED FOR DEVELOPMENT**(1) Number of lots requested in this proposal. 1

(2) Provide the property address and legal description of the land requested (attach extra sheets if necessary) (the "Property").

Street #	Street Name	Lot	Block	Subdivision	DCAD Value
1836	Bayside	5	P/7123	Victory Gardens No 2	\$ 11,000.00

B. DESCRIPTION OF PROPOSED HOUSES ENTITY WILL CONSTRUCT

At least 25% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes not greater than 60% of AMFI. No more than 30% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes between 81% and 115% of AMFI. (At least 70% of the Land Bank properties sold during any fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes at 80% AMFI or less.)

Single Family Home (to be sold to low income households at 60% or less of AMFI):

Number of homes to be built on lots 1 on each lot
 Square Footage of each home Approximately 1279 AC: 1691 total
 Number of Bedrooms/Baths in each home 3 / 2
 Number of Garages 1 Number of Carports Detached Attached
 Type of Exterior Veneer Brick and hardiboard Which sides see elevations for details
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer \$80-105,000

Single Family Home (to be sold to low income households at 80% or less of AMFI):

Number of homes to be built on lots
 Square Footage of each home
 Number of Bedrooms/Baths in each home /
 Number of Garages Number of Carports Detached Attached
 Type of Exterior Veneer Which sides
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer

Single Family Home (to be sold to low income households between 81% and 115% of AMFI):

Number of homes to be built on lots
 Square Footage of each home
 Number of Bedrooms/Baths in each home /
 Number of Garages Number of Carports Detached Attached
 Type of Exterior Veneer Which sides
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer

Attach extra sheet(s) breaking out above information for each different model of home.

PROVIDE FLOOR PLANS AND ELEVATIONS.

C. CONSTRUCTION TIMETABLE

State the number of days it will take you to complete construction and sale of improved Property from the date of obtaining the executed deed from DHADC. Attach a schedule, if you desire. The deed conveying property sold by DHADC will include a right of reverter so that if the Entity does not apply for a construction permit and close on any construction financing within a three year period following the date of conveyance of the property from the DHADC to the Entity, the property will revert to the DHADC for subsequent resale.

Commencement of Construction 1095 days

Completion of Construction 1215 days

Sale of first affordable housing unit to low income households 1305 days

Sale of last affordable unit to low income households 1305 days

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 6

DEPARTMENT: Housing/Community Services

CMO: A. C. Gonzalez, 670-3297

MAPSCO: 44N

SUBJECT

Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; **(2)** the sale of 1 vacant lot (list attached) from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and **(3)** execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City - Financing: No cost consideration to the City

BACKGROUND

On June 18, 2003, Governor Perry signed the Urban Land Bank Demonstration Program Act. The Act allows the governing body of a municipality to adopt an Urban Land Bank Demonstration Program in which the officer charged with selling real property ordered sold pursuant to foreclosure of a tax lien may sell certain eligible real property by private sale to a land bank for the purpose of affordable housing developments. The City Council then established the Dallas Housing Acquisition and Development Corporation (DHADC or Land Bank) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C on January 28, 2004.

Dallas Area Habitat for Humanity (Habitat) has submitted a proposal and development plan to DHADC for 1 lot shown on the attached list. The DHADC Board has approved the development plan and sale, subject to City Council approval. This item will authorize City Council approval of the development plan submitted by Habitat to the City's Land Bank, the sale of that lot from DHADC to Habitat and the release of lien for any non-tax liens that may have been filed by the City. The vacant lot was purchased by DHADC from a Sheriff's sale pursuant to foreclosure of tax liens and any non-tax liens. DHADC's Deed without Warranty to Habitat will contain a reverter that returns the property to DHADC if a construction permit is not applied for by Habitat and construction financing is not closed within three years of conveyance.

BACKGROUND (continued)

Habitat will build an affordable house on the lot. The approximate square footage and sales prices of the house will be 1,279 square feet and from \$80,000 to \$105,000. The lot will be deed restricted for sale to a low income family and will require at least 25 percent of the developed homes (1 in this proposal) to be sold to households with gross household incomes not greater than 60 percent of the Area Median Family Income (AMFI) as determined annually by HUD. A maximum of 30 percent of the developed homes (0 in this proposal) may be sold to households with gross incomes from 81 percent to 115 percent of the AMFI as determined annually by HUD. If 30 percent of the homes are sold to buyers at 81 percent to 115 percent of the AMFI, the remaining homes (0 in this proposal) will be sold to buyers below 81 percent of the AMFI and in compliance with the minimum 25 percent requirement to sell to buyers below 60 percent of the AMFI. DHADC will receive \$5,000.00 for the sales price, as calculated from the 2014-15 Land Bank Plan approved by City Council.

PRIOR ACTION/REVIEW (Council, Boards, Commissions)

On January 28, 2004, by Resolution No. 04-0458, the City Council established DHADC as its land bank for the purpose of acquiring, holding and transferring unimproved real property for the purpose of promoting the development of affordable housing as allowed under Chapter 379C of the Texas Local Government Code.

On September 2, 2014, the Housing Committee was briefed regarding the Urban Land Bank Demonstration Program which outlined the process and status of the program.

On January 22, 2015, DHADC approved the development plan and sale of 1 lot from DHADC to Habitat.

FISCAL INFORMATION

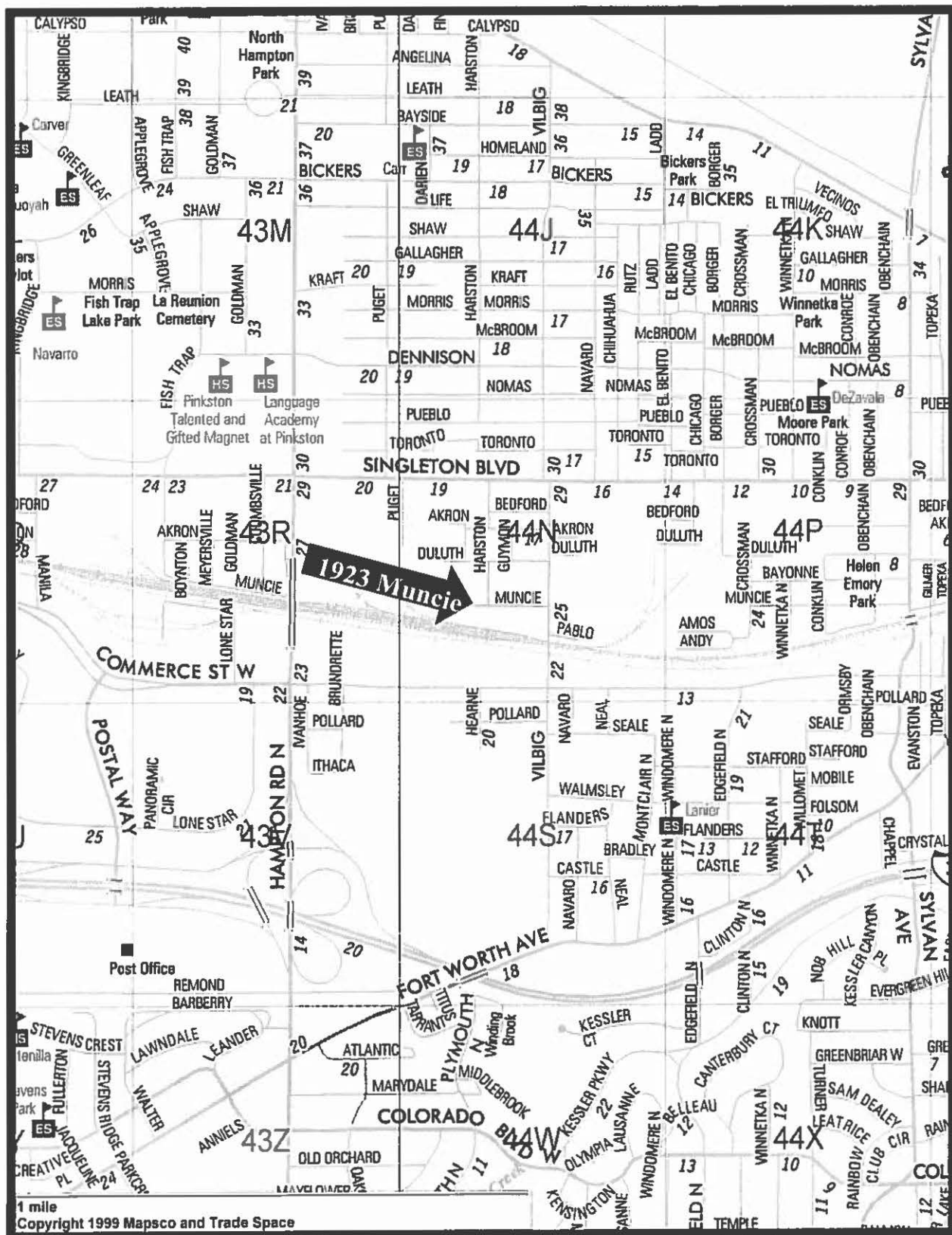
No cost consideration to the City

MAP

Attached

**Land Bank (DHADC) Sale of Lots to
Dallas Area Habitat for Humanity**

<u>Property Address</u>	<u>Mapsco</u>	<u>Amount of Non-Tax Liens</u>
1. 1923 Muncie	44N	\$14,377.76



MAPSCO 44N

February 25, 2015

WHEREAS, on January 28, 2004, the City Council established the Dallas Housing Acquisition and Development Corporation (DHADC) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C; and

WHEREAS, Dallas Area Habitat for Humanity (Habitat) submitted a proposal and development plan to DHADC for 1 lot shown on Exhibit "A" and the DHADC Board has approved the development plan and sale, subject to City Council approval; and

WHEREAS, the City Council desires to approve the development plan shown on Exhibit "B" submitted by Habitat and authorize the sale of the said 1 lot from DHADC to Habitat to build an affordable house;

NOW, THEREFORE,

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

Section 1. That the development plan shown on Exhibit "B" submitted by Habitat and the sale of 1 lot shown on Exhibit "A" from DHADC to Habitat is approved.

Section 2. That the City Manager, upon approval as to form by the City Attorney, is authorized to execute a release of lien for any non-tax liens that may have been filed by the City on the lot shown on Exhibit "A".

Section 3. 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"

LAND BANK PROPERTY				
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT
1	1923 Muncie Lot 19, College Park (Riggins) Addition Block 17238	Dallas Area Habitat for Humanity	1	\$5,000.00
TOTAL				\$5,000.00

EXHIBIT B

SECTION II: DEVELOPMENT PLAN

A. DESCRIPTION OF THE LAND REQUESTED FOR DEVELOPMENT

(1) Number of lots requested in this proposal. 1

(2) Provide the property address and legal description of the land requested (attach extra sheets if necessary) (the "Property").

Street #	Street Name	Lot	Block	Subdivision	DCAD Value
1923	Muncie	19	1/7238	College Park	\$ 11,360.00

B. DESCRIPTION OF PROPOSED HOUSES ENTITY WILL CONSTRUCT

At least 25% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes not greater than 60% of AMFI. No more than 30% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes between 81% and 115% of AMFI. (At least 70% of the Land Bank properties sold during any fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes at 80% AMFI or less.)

Single Family Home (to be sold to low income households at 60% or less of AMFI):

Number of homes to be built on lots 1 on each lot
Square Footage of each home Approximately 1279 AC; 1691 total
Number of Bedrooms/Baths in each home 3 / 2
Number of Garages 1 Number of Carports Detached Attached
Type of Exterior Veneer Brick and hardiboard Which sides see elevations for details
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer \$80-105,000

Single Family Home (to be sold to low income households at 80% or less of AMFI):

Number of homes to be built on lots
Square Footage of each home
Number of Bedrooms/Baths in each home /
Number of Garages Number of Carports Detached Attached
Type of Exterior Veneer Which sides
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer

Single Family Home (to be sold to low income households between 81% and 115% of AMFI):

Number of homes to be built on lots
Square Footage of each home
Number of Bedrooms/Baths in each home /
Number of Garages Number of Carports Detached Attached
Type of Exterior Veneer Which sides
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer

Attach extra sheet(s) breaking out above information for each different model of home.

PROVIDE FLOOR PLANS AND ELEVATIONS.

C. CONSTRUCTION TIMETABLE

State the number of days it will take you to complete construction and sale of improved Property from the date of obtaining the executed deed from DHADC. Attach a schedule, if you desire. The deed conveying property sold by DHADC will include a right of reverter so that if the Entity does not apply for a construction permit and close on any construction financing within a three year period following the date of conveyance of the property from the DHADC to the Entity, the property will revert to the DHADC for subsequent resale.

Commencement of Construction 1095 days

Completion of Construction 1215 days

Sale of first affordable housing unit to low income households 1305 days

Sale of last affordable unit to low income households 1305 days

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 4
DEPARTMENT: Housing/Community Services
CMO: A. C. Gonzalez, 670-3297
MAPSCO: 65D

SUBJECT

Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by Dallas Area Habitat for Humanity for the construction of affordable houses; **(2)** the sale of 1 vacant lot (list attached) from Dallas Housing Acquisition and Development Corporation to Dallas Area Habitat for Humanity; and **(3)** execution of a release of lien for any non-tax liens on the 1 property that may have been filed by the City - Financing: No cost consideration to the City

BACKGROUND

On June 18, 2003, Governor Perry signed the Urban Land Bank Demonstration Program Act. The Act allows the governing body of a municipality to adopt an Urban Land Bank Demonstration Program in which the officer charged with selling real property ordered sold pursuant to foreclosure of a tax lien may sell certain eligible real property by private sale to a land bank for the purpose of affordable housing developments. The City Council then established the Dallas Housing Acquisition and Development Corporation (DHADC or Land Bank) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C on January 28, 2004.

Dallas Area Habitat for Humanity (Habitat) has submitted a proposal and development plan to DHADC for 1 lot shown on the attached list. The DHADC Board has approved the development plan and sale, subject to City Council approval. This item will authorize City Council approval of the development plan submitted by Habitat to the City's Land Bank, the sale of that lot from DHADC to Habitat and the release of lien for any non-tax liens that may have been filed by the City. The vacant lot was purchased by DHADC from a Sheriff's sale pursuant to foreclosure of tax liens and any non-tax liens. DHADC's Deed without Warranty to Habitat will contain a reverter that returns the property to DHADC if a construction permit is not applied for by Habitat and construction financing is not closed within three years of conveyance.

BACKGROUND (continued)

Habitat will build an affordable house on the lot. The approximate square footage and sales prices of the house will be 1,279 square feet and from \$80,000 to \$90,000. The lot will be deed restricted for sale to a low income family and will require at least 25 percent of the developed homes (1 in this proposal) to be sold to households with gross household incomes not greater than 60 percent of the Area Median Family Income (AMFI) as determined annually by HUD. A maximum of 30 percent of the developed homes (0 in this proposal) may be sold to households with gross incomes from 81 percent to 115 percent of the AMFI as determined annually by HUD. If 30 percent of the homes are sold to buyers at 81 percent to 115 percent of the AMFI, the remaining homes (0 in this proposal) will be sold to buyers below 81 percent of the AMFI and in compliance with the minimum 25 percent requirement to sell to buyers below 60 percent of the AMFI. DHADC will receive \$5,000.00 for the sales price, as calculated from the 2014-15 Land Bank Plan approved by City Council.

PRIOR ACTION/REVIEW (Council, Boards, Commissions)

On January 28, 2004, by Resolution No. 04-0458, the City Council established DHADC as its land bank for the purpose of acquiring, holding and transferring unimproved real property for the purpose of promoting the development of affordable housing as allowed under Chapter 379C of the Texas Local Government Code.

On September 2, 2014, the Housing Committee was briefed regarding the Urban Land Bank Demonstration Program which outlined the process and status of the program.

On January 22, 2015, DHADC approved the development plan and sale of 1 lot from DHADC to Habitat.

FISCAL INFORMATION

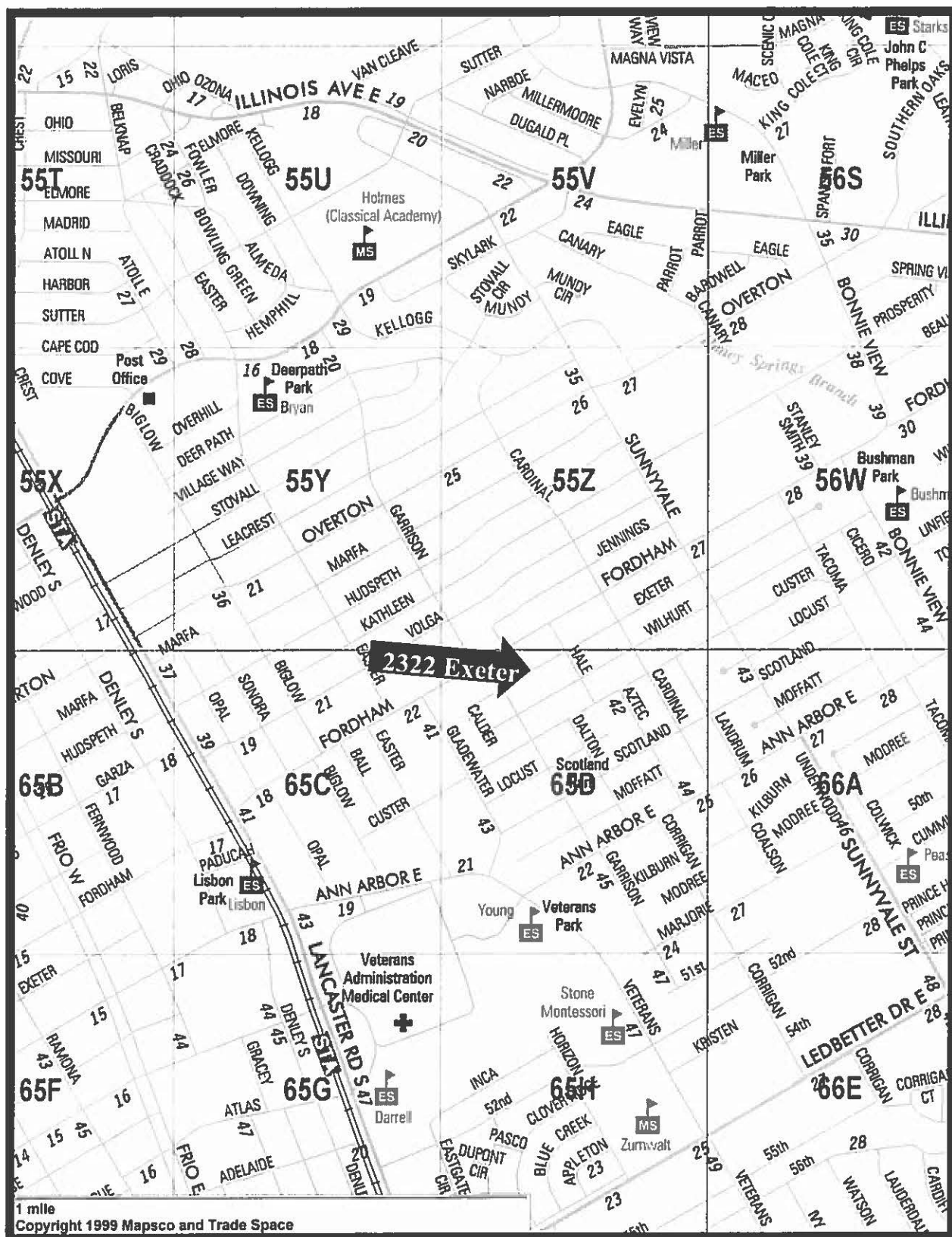
No cost consideration to the City

MAP

Attached

**Land Bank (DHADC) Sale of Lots to
Dallas Area Habitat for Humanity**

<u>Property Address</u>	<u>Mapsco</u>	<u>Amount of Non-Tax Liens</u>
1. 2322 Exeter	65D	\$4,408.05



MAPSCO 65D

February 25, 2015

WHEREAS, on January 28, 2004, the City Council established the Dallas Housing Acquisition and Development Corporation (DHADC) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C; and

WHEREAS, Dallas Area Habitat for Humanity (Habitat) submitted a proposal and development plan to DHADC for 1 lot shown on Exhibit "A" and the DHADC Board has approved the development plan and sale, subject to City Council approval; and

WHEREAS, the City Council desires to approve the development plan shown on Exhibit "B" submitted by Habitat and authorize the sale of the said 1 lot from DHADC to Habitat to build an affordable house;

NOW, THEREFORE,

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

Section 1. That the development plan shown on Exhibit "B" submitted by Habitat and the sale of 1 lot shown on Exhibit "A" from DHADC to Habitat is approved.

Section 2. That the City Manager, upon approval as to form by the City Attorney, is authorized to execute a release of lien for any non-tax liens that may have been filed by the City on the lot shown on Exhibit "A".

Section 3. 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"

LAND BANK PROPERTY				
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT
1	2322 Exeter Lot 6, Lisbon Heights Annex Addition Block 4/5853	Dallas Area Habitat for Humanity	1	\$5,000.00
TOTAL				\$5,000.00

EXHIBIT B

SECTION II: DEVELOPMENT PLAN

A. DESCRIPTION OF THE LAND REQUESTED FOR DEVELOPMENT

- (1) Number of lots requested in this proposal. 1
- (2) Land Bank name for this parcel of lots. Unknown
- (3) Provide the property address and legal description of the land requested (attach extra sheets if necessary) (the "Property").

Number	Street	Lot	Block	Subdivision	DCAD Value	Plan
2322	Exeter	6	4/5853	Lisbon Heights Annex	\$ 6,900.00	TBD

The house plan for this address will be either a Trinity (3 bedroom) or Whitney (4 bedroom) depending upon the size of the property and the family need. Attached are the two floor plans.

B. DESCRIPTION OF PROPOSED HOUSES ENTITY WILL CONSTRUCT

At least 25% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes not greater than 60% of AMFI. No more than 30% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes between 81% and 115% of AMFI. (At least 70% of the Land Bank properties sold during any fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes at 80% AMFI or less.)

Single Family Home (to be sold to low income households at 60% or less of AMFI):

Number of homes to be built on lots 1 on each lot
Square Footage of each home Approximately 1279 AC; 1691 total
Number of Bedrooms/Baths in each home 3 / 2
Number of Garages 1 Number of Carports Detached Attached
Type of Exterior Veneer Brick or hardiboard Which sides 4
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer \$80-90,000

Single Family Home (to be sold to low income households at 80% or less of AMFI):

Number of homes to be built on lots
Square Footage of each home
Number of Bedrooms/Baths in each home /
Number of Garages Number of Carports Detached Attached
Type of Exterior Veneer Which sides
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer

Single Family Home (to be sold to low income households between 81% and 115% of AMFI):

Number of homes to be built on lots
Square Footage of each home
Number of Bedrooms/Baths in each home /
Number of Garages Number of Carports Detached Attached
Type of Exterior Veneer Which sides
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer

Attach extra sheet(s) breaking out above information for each different model of home.

PROVIDE FLOOR PLANS AND ELEVATIONS.

C. CONSTRUCTION TIMETABLE

State the number of days it will take you to complete construction and sale of improved Property from the date of obtaining the executed deed from DHADC. Attach a schedule, if you desire. The deed conveying property sold by DHADC will include a right of reverter so that if the Entity does not apply for a construction permit and close on any construction financing within a ~~two~~ three year period following the date of conveyance of the property from the DHADC to the Entity, the property will revert to the DHADC for subsequent resale.

Commencement of Construction 1095 days

Completion of Construction 1215 days

Sale of first affordable housing unit to low income households 1305 days

Sale of last affordable unit to low income households 1305 days

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1, 4

DEPARTMENT: Housing/Community Services

CMO: A. C. Gonzalez, 670-3297

MAPSCO: 53L 54H

SUBJECT

Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by New Vision Properties & Land for the construction of affordable houses; **(2)** the sale of 2 vacant lots (list attached) from Dallas Housing Acquisition and Development Corporation to New Vision Properties & Land; and **(3)** execution of a release of lien for any non-tax liens on the 2 properties that may have been filed by the City - Financing: No cost consideration to the City

BACKGROUND

On June 18, 2003, Governor Perry signed the Urban Land Bank Demonstration Program Act. The Act allows the governing body of a municipality to adopt an Urban Land Bank Demonstration Program in which the officer charged with selling real property ordered sold pursuant to foreclosure of a tax lien may sell certain eligible real property by private sale to a land bank for the purpose of affordable housing developments. The City Council then established the Dallas Housing Acquisition and Development Corporation (DHADC or Land Bank) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C on January 28, 2004.

New Vision Properties & Land has submitted a proposal and development plan to DHADC for 2 lots shown on the attached list. The DHADC Board has approved the development plan and sale, subject to City Council approval. This item will authorize City Council approval of the development plan submitted by New Vision Properties & Land to the City's Land Bank, the sale of those lots from DHADC to New Vision Properties & Land and the release of lien for any non-tax liens that may have been filed by the City. The vacant lots were purchased by DHADC from a Sheriff's sale pursuant to foreclosure of tax liens and any non-tax liens. DHADC's Deed without Warranty to New Vision Properties & Land will contain a reverter that returns the property to DHADC if a construction permit is not applied for by New Vision Properties & Land and construction financing is not closed within three years of conveyance.

BACKGROUND (continued)

New Vision Properties & Land will build affordable houses on the lots. The approximate square footage and sales prices of the houses will be approximately 1,300 to 2,000 square feet and from \$110,000 to \$160,000. The lots will be deed restricted for sale to a low income family and will require at least 25 percent of the developed homes (0 in this proposal) to be sold to households with gross household incomes not greater than 60 percent of the Area Median Family Income (AMFI) as determined annually by HUD. A maximum of 30 percent of the developed homes (1 in this proposal) may be sold to households with gross incomes from 81 percent to 115 percent of the AMFI as determined annually by HUD. If 30 percent of the homes are sold to buyers at 81 percent to 115 percent of the AMFI, the remaining homes (1 in this proposal) will be sold to buyers below 81 percent of the AMFI and in compliance with the minimum 25 percent requirement to sell to buyers below 60 percent of the AMFI. DHADC will receive \$10,000.00 for the sales price, as calculated from the 2014-15 Land Bank Plan approved by City Council.

PRIOR ACTION/REVIEW (Council, Boards, Commissions)

On January 28, 2004, by Resolution No. 04-0458, the City Council established DHADC as its land bank for the purpose of acquiring, holding and transferring unimproved real property for the purpose of promoting the development of affordable housing as allowed under Chapter 379C of the Texas Local Government Code.

On September 2, 2014, the Housing Committee was briefed regarding the Urban Land Bank Demonstration Program which outlined the process and status of the program.

On January 22, 2015, DHADC approved the development plan and sale of 2 lots from DHADC to New Vision Properties & Land.

FISCAL INFORMATION

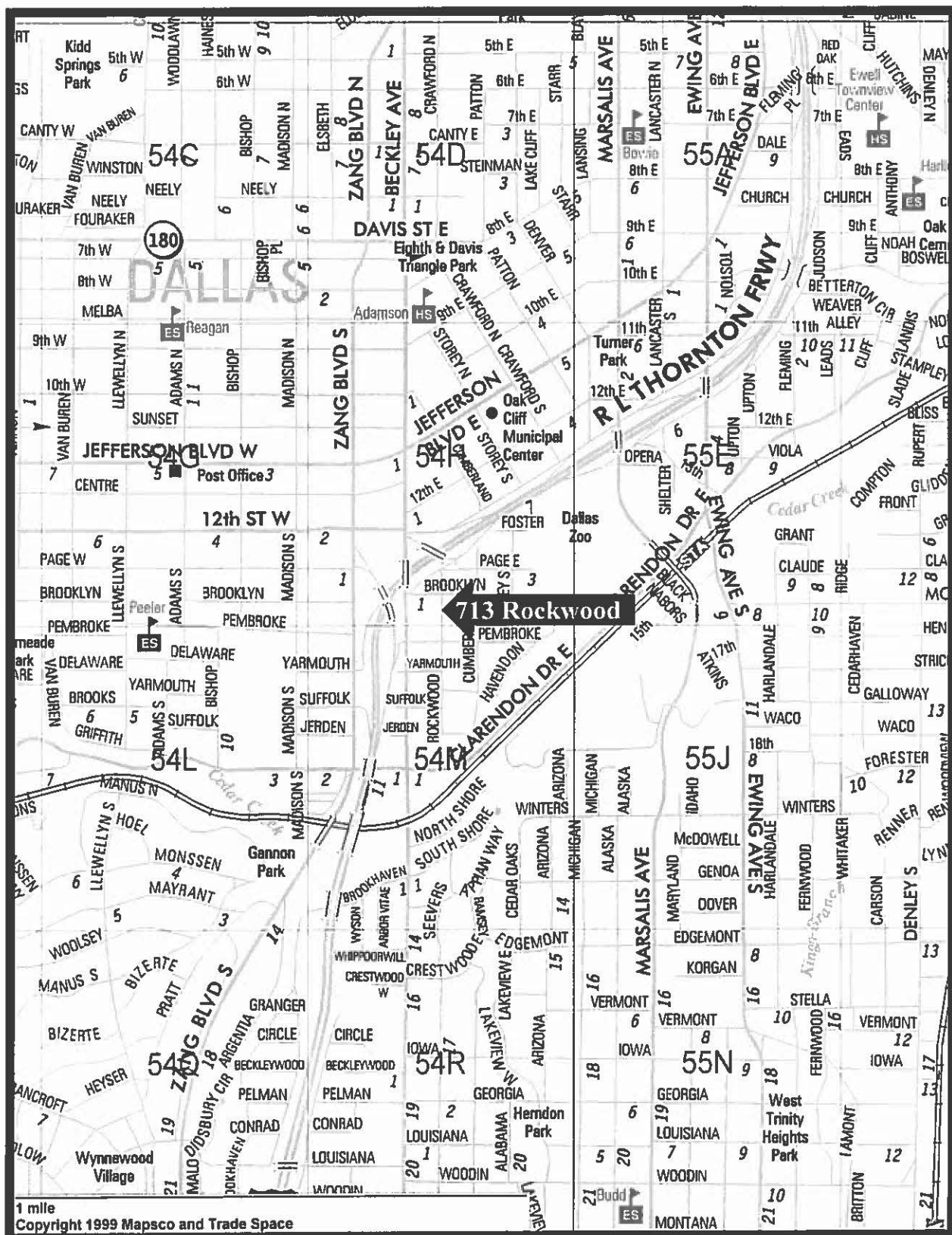
No cost consideration to the City

MAP

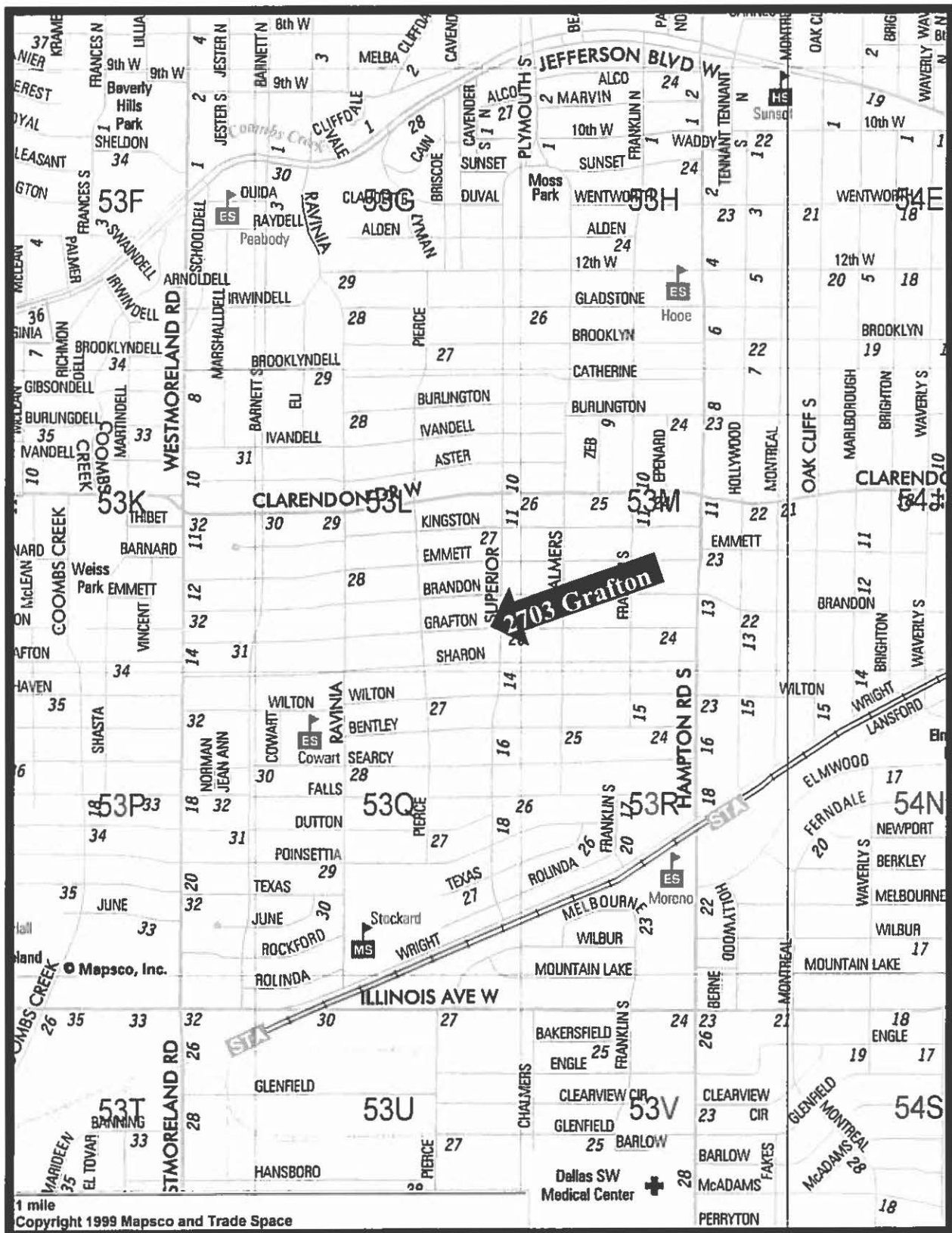
Attached

**Land Bank (DHADC) Sale of Lots to
New Vision Properties & Land**

<u>Property Address</u>	<u>Mapsco</u>	<u>Council District</u>	<u>Amount of Non-Tax Liens</u>
1. 713 Rockwood	54H	4	\$16,628.88
2. 2703 Grafton	53L	1	\$13,294.74



MAPSCO 54H



MAPSCO 53L

February 25, 2015

WHEREAS, on January 28, 2004, the City Council established the Dallas Housing Acquisition and Development Corporation (DHADC) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C; and

WHEREAS, New Vision Properties & Land submitted a proposal and development plan to DHADC for 2 lots shown on Exhibit "A" and the DHADC Board has approved the development plan and sale, subject to City Council approval; and

WHEREAS, the City Council desires to approve the development plan shown on Exhibit "B" submitted by New Vision Properties & Land and authorize the sale of the said 2 lots from DHADC to New Vision Properties & Land to build affordable houses;

NOW, THEREFORE,

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

Section 1. That the development plan shown on Exhibit "B" submitted by New Vision Properties & Land and the sale of 2 lots shown on Exhibit "A" from DHADC to New Vision Properties & Land is approved.

Section 2. That the City Manager, upon approval as to form by the City Attorney, is authorized to execute a release of lien for any non-tax liens that may have been filed by the City on the lots shown on Exhibit "A".

Section 3. 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"

LAND BANK PROPERTY				
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT
1	713 Rockwood Tract 11, 46.5 ft x 162.5 ft, W/H. Hord Survey, Abstract No. 560 Block 3426	New Vision Properties & Land	1	\$5,000.00
2	2703 Grafton Lot 10, Sunset Addition Block 13/3810	New Vision Properties & Land	1	\$5,000.00
TOTAL				\$10,000.00

SECTION II: DEVELOPMENT PLAN**A. DESCRIPTION OF THE LAND REQUESTED FOR DEVELOPMENT**

- (1) Number of lots requested in this proposal. 2
- (2) Land Bank name for this parcel of lots. Dallas
- (3) Provide the property address and legal description of the land requested (attach extra sheets if necessary) (the "Property"). 1) 713 Rockwood Street, Dallas, TX 75203; Lot 11, Blk 3426, Wh Hord Abs 560. 2) 2703 Grafton Avenue, Dallas, TX 75211; Lot 10, Blk 13/38, Subdivision - Sunset.

B. DESCRIPTION OF PROPOSED HOUSES ENTITY WILL CONSTRUCT

At least 25% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes not greater than 60% of AMFI. No more than 30% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes between 81% and 115% of AMFI. (At least 70% of the Land Bank properties sold during any fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes at 80% AMFI or less.)

Single Family Home (to be sold to low income households at 60% or less of AMFI):

Number of homes to be built on lots _____
 Square Footage of each home _____
 Number of Bedrooms/Baths in each home _____ / _____
 Number of Garages _____ Number of Carports _____ Detached _____ Attached _____
 Type of Exterior Veneer _____ Which sides _____
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer _____

Single Family Home (to be sold to low income households at 80% or less of AMFI):

Number of homes to be built on lots 1
 Square Footage of each home 1300-2000
 Number of Bedrooms/Baths in each home 3 / 2
 Number of Garages 1-2 Number of Carports _____ Detached _____ Attached _____
 Type of Exterior Veneer Brick Which sides Front
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 110-135K

Single Family Home (to be sold to low income households between 81% and 115% of AMFI):

Number of homes to be built on lots 1
 Square Footage of each home 1400-2000
 Number of Bedrooms/Baths in each home 3 / 2
 Number of Garages 1-2 Number of Carports _____ Detached _____ Attached _____
 Type of Exterior Veneer Brick Which sides all
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 110-160K

Attach extra sheet(s) breaking out above information for each different model of home.

PROVIDE FLOOR PLANS AND ELEVATIONS.

C. CONSTRUCTION TIMETABLE

State the number of days it will take you to complete construction and sale of improved Property from the date of obtaining the executed deed from DHADC. Attach a schedule, if you desire. The deed conveying property sold by DHADC will include a right of reverter so that if the Entity does not apply for a construction permit and close on any construction financing within a two year period following the date of conveyance of the property from the DHADC to the Entity, the property will revert to the DHADC for subsequent resale.

Commencement of Construction ___ 60 ___ days

Completion of Construction ___ 60 ___ days

Sale of first affordable housing unit to low income households _ 30 _ days

Sale of last affordable unit to low income households __ 30 ___ days

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 6

DEPARTMENT: Housing/Community Services

CMO: A. C. Gonzalez, 670-3297

MAPSCO: 44P 46L M

SUBJECT

Authorize **(1)** approval of the development plan submitted to the Dallas Housing Acquisition and Development Corporation by John Henry Garza, P.C. for the construction of affordable houses; **(2)** the sale of 3 vacant lots (list attached) from Dallas Housing Acquisition and Development Corporation to John Henry Garza, P.C.; and **(3)** execution of a release of lien for any non-tax liens on the 3 properties that may have been filed by the City – Financing: No cost consideration to the City

BACKGROUND

On June 18, 2003, Governor Perry signed the Urban Land Bank Demonstration Program Act. The Act allows the governing body of a municipality to adopt an Urban Land Bank Demonstration Program in which the officer charged with selling real property ordered sold pursuant to foreclosure of a tax lien may sell certain eligible real property by private sale to a land bank for the purpose of affordable housing developments. The City Council then established the Dallas Housing Acquisition and Development Corporation (DHADC or Land Bank) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C on January 28, 2004.

John Henry Garza, P.C. has submitted a proposal and development plan to DHADC for 3 lots shown on the attached list. The DHADC Board has approved the development plan and sale, subject to City Council approval. This item will authorize City Council approval of the development plan submitted by John Henry Garza, P.C. to the City's Land Bank, the sale of those lots from DHADC to John Henry Garza, P.C. and the release of lien for any non-tax liens that may have been filed by the City. The vacant lots were purchased by DHADC from a Sheriff's sale pursuant to foreclosure of tax liens and any non-tax liens. DHADC's Deed without Warranty to John Henry Garza, P.C. will contain a reverter that returns the property to DHADC if a construction permit is not applied for by John Henry Garza, P.C. and construction financing is not closed within three years of conveyance.

BACKGROUND (continued)

John Henry Garza, P.C. will build affordable houses on the lots. The approximate square footage and sales prices of the houses will be approximately 1,200 to 1,300 square feet and from \$105,000 to \$110,000. The lots will be deed restricted for sale to a low income family and will require at least 25 percent of the developed homes (1 in this proposal) to be sold to households with gross household incomes not greater than 60 percent of the Area Median Family Income (AMFI) as determined annually by HUD. A maximum of 30 percent of the developed homes (1 in this proposal) may be sold to households with gross incomes from 81 percent to 115 percent of the AMFI as determined annually by HUD. If 30 percent of the homes are sold to buyers at 81 percent to 115 percent of the AMFI, the remaining homes (1 in this proposal) will be sold to buyers below 81 percent of the AMFI and in compliance with the minimum 25 percent requirement to sell to buyers below 60 percent of the AMFI. DHADC will receive \$15,000.00 for the sales price, as calculated from the 2014-15 Land Bank Plan approved by City Council.

PRIOR ACTION/REVIEW (Council, Boards, Commissions)

On January 28, 2004, by Resolution No. 04-0458, the City Council established DHADC as its land bank for the purpose of acquiring, holding and transferring unimproved real property for the purpose of promoting the development of affordable housing as allowed under Chapter 379C of the Texas Local Government Code.

On September 2, 2014, the Housing Committee was briefed regarding the Urban Land Bank Demonstration Program which outlined the process and status of the program.

On January 22, 2015, DHADC approved the development plan and sale of 3 lots from DHADC to John Henry Garza, P.C.

FISCAL INFORMATION

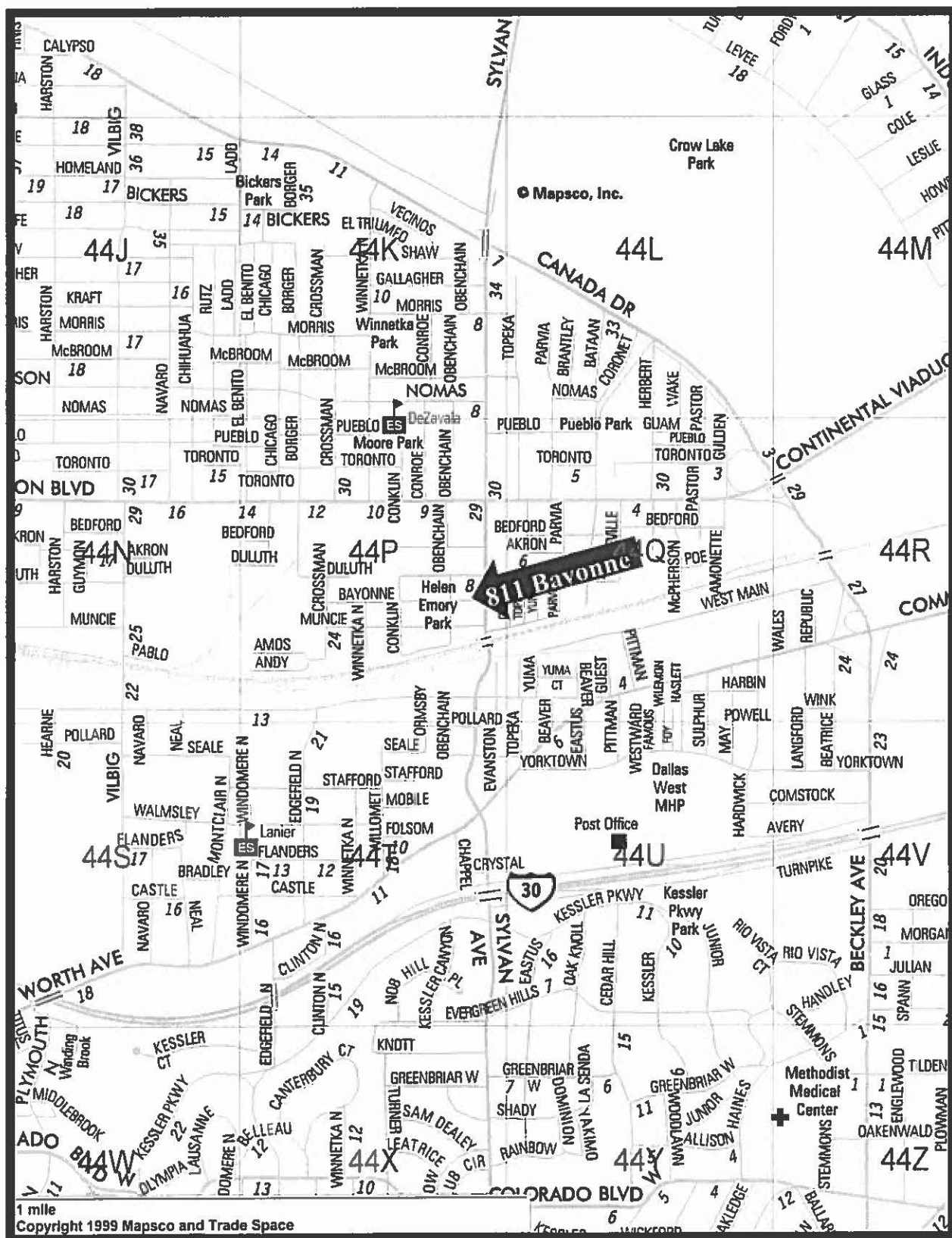
No cost consideration to the City

MAP

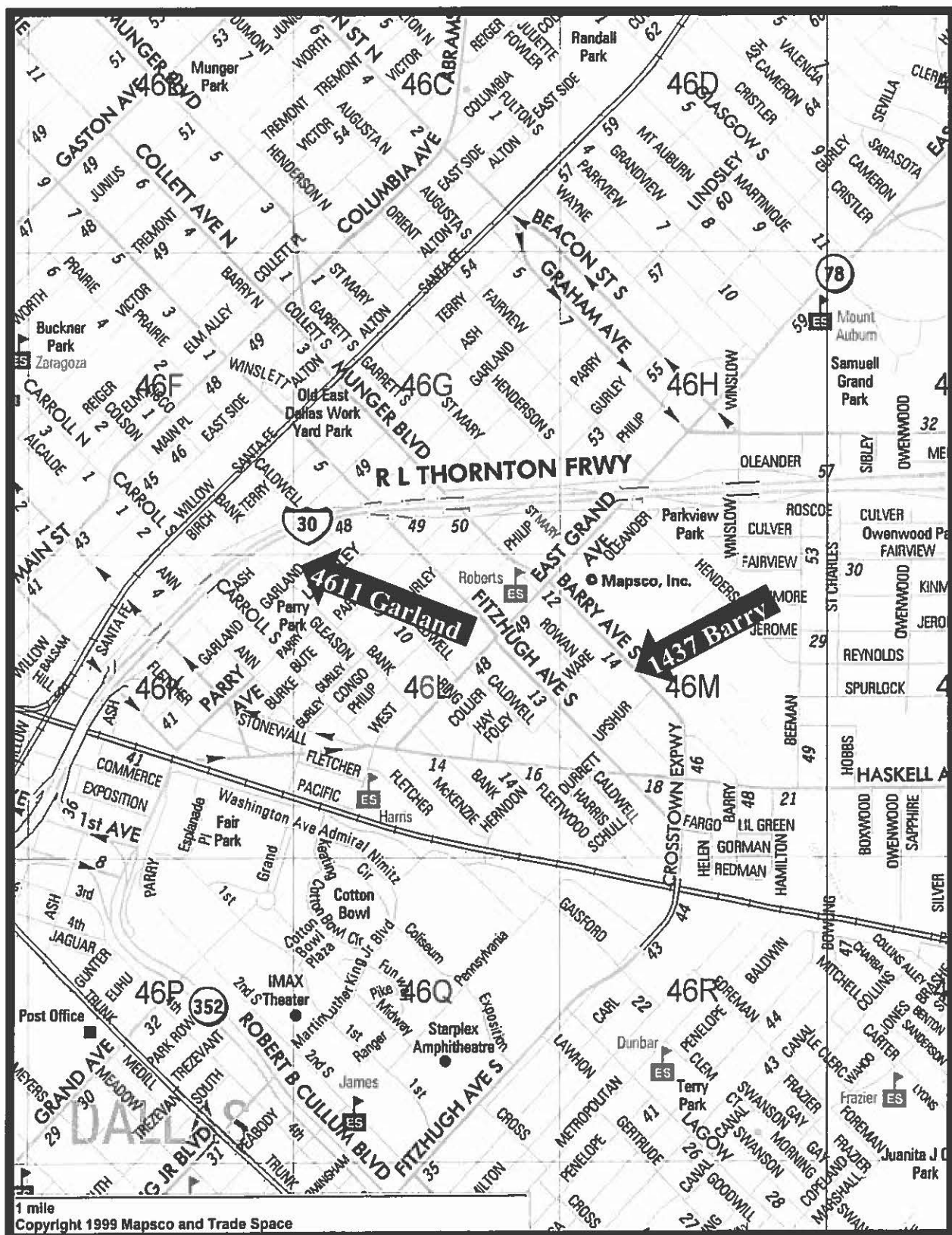
Attached

**Land Bank (DHADC) Sale of Lots to
John Henry Garza, P.C.**

<u>Property Address</u>	<u>Mapsco</u>	<u>Council District</u>	<u>Amount of Non-Tax Liens</u>
1. 4611 Garland	46L	2	\$ 3,804.96
2. 1437 Barry	46M	2	\$ 6,954.62
3. 811 Bayonne	44P	6	\$ 18,658.55



MAPSCO 44P



MAPSCO 46L & 46M

February 25, 2015

WHEREAS, on January 28, 2004, the City Council established the Dallas Housing Acquisition and Development Corporation (DHADC) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C; and

WHEREAS, John Henry Garza, P.C. submitted a proposal and development plan to DHADC for 3 lots shown on Exhibit "A" and the DHADC Board has approved the development plan and sale, subject to City Council approval; and

WHEREAS, the City Council desires to approve the development plan shown on Exhibit "B" submitted by John Henry Garza, P.C. and authorize the sale of the said 3 lots from DHADC to John Henry Garza, P.C. to build affordable houses;

NOW, THEREFORE;

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

Section 1. That the development plan shown on Exhibit "B" submitted by John Henry Garza, P.C. and the sale of 3 lots shown on Exhibit "A" from DHADC to John Henry Garza, P.C. is approved.

Section 2. That the City Manager, upon approval as to form by the City Attorney, is authorized to execute a release of lien for any non-tax liens that may have been filed by the City on the lots shown on Exhibit "A".

Section 3. 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"

LAND BANK PROPERTY					
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT	
1	4611 Garland Lot 7, Caldwell's Addition Block 38/1061	John Henry Garza, P.C.	1	\$5,000.00	
2	1437 Barry NW Part of Lot 28, D. Rowan's Addition Block 1454	John Henry Garza, P.C.	1	\$5,000.00	
3	811 Bayonne Lot 12, Z. E. Coomb West End Addition Block 3/7265	John Henry Garza, P.C.	1	\$5,000.00	
TOTAL				\$15,000.00	

EXHIBIT B**SECTION II: DEVELOPMENT PLAN****A. DESCRIPTION OF THE LAND REQUESTED FOR DEVELOPMENT**

- (1) Number of lots requested in this proposal. 3
- (2) Provide the property address and legal description of the land requested (attach extra sheets if necessary) (the "Property").

<u>4611 GARLAND</u>	<u>LOT 7, BLOCK 38/1061</u>
<u>1437 BARRY</u>	<u>NW PT OF LOT 28, BLOCK 1454</u>
<u>811 BAYONNE</u>	<u>LOT 12, BLOCK 3/7265</u>

B. DESCRIPTION OF PROPOSED HOUSES ENTITY WILL CONSTRUCT

At least 25% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes not greater than 60% of AMFI. No more than 30% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes between 81% and 115% of AMFI. (At least 70% of the Land Bank properties sold during any fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes at 80% AMFI or less.)

Single Family Home (to be sold to low income households at 60% or less of AMFI):

Number of homes to be built on lots 1
 Square Footage of each home 1280
 Number of Bedrooms/Baths in each home 3 1 1/2
 Number of Garages Number of Carports 1 Detached 1 Attached
 Type of Exterior Veneer STUCCO Which sides ALL 4 SIDES
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 105,000 - 110,000

Single Family Home (to be sold to low income households at 80% or less of AMFI):

Number of homes to be built on lots 1
 Square Footage of each home 1280
 Number of Bedrooms/Baths in each home 3 1 1/2
 Number of Garages Number of Carports 1 Detached 1 Attached
 Type of Exterior Veneer STUCCO Which sides ALL 4 SIDES
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 105,000 - 110,000

Single Family Home (to be sold to low income households between 81% and 115% of AMFI):

Number of homes to be built on lots 1
 Square Footage of each home 1280
 Number of Bedrooms/Baths in each home 3 1 1/2
 Number of Garages Number of Carports 1 Detached 1 Attached
 Type of Exterior Veneer STUCCO Which sides ALL 4 SIDES
 Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 105,000 - 110,000

Attach extra sheet(s) breaking out above information for each different model of home.

PROVIDE FLOOR PLANS AND ELEVATIONS.

C. CONSTRUCTION TIMETABLE

State the number of days it will take you to complete construction and sale of improved Property from the date of obtaining the executed deed from DHADC. Attach a schedule, if you desire. The deed conveying property sold by DHADC will include a right of reverter so that if the Entity does not apply for a construction permit and close on any construction financing within a three year period following the date of conveyance of the property from the DHADC to the Entity, the property will revert to the DHADC for subsequent resale.

Commencement of Construction 45 days
Completion of Construction 90 days
Sale of first affordable housing unit to low income households 120 days
Sale of last affordable unit to low income households 360 days

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 4, 6, 7, 8

DEPARTMENT: Housing/Community Services

CMO: A. C. Gonzalez, 670-3297

MAPSCO: 43F H K M 44E J 46W 55E F G P 56T Y
65D E F 66A J

SUBJECT

Authorize **(1)** approval of the development plans submitted to the Dallas Housing Acquisition and Development Corporation by Sun Land Reserve of America Inc. for the construction of affordable houses; **(2)** the sale of 35 vacant lots (list attached) from Dallas Housing Acquisition and Development Corporation to Sun Land Reserve of America Inc.; and **(3)** execution of a release of lien for any non-tax liens on the 35 properties that may have been filed by the City – Financing: No cost consideration to the City

BACKGROUND

On June 18, 2003, Governor Perry signed the Urban Land Bank Demonstration Program Act. The Act allows the governing body of a municipality to adopt an Urban Land Bank Demonstration Program in which the officer charged with selling real property ordered sold pursuant to foreclosure of a tax lien may sell certain eligible real property by private sale to a land bank for the purpose of affordable housing developments. The City Council then established the Dallas Housing Acquisition and Development Corporation (DHADC or Land Bank) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C on January 28, 2004.

Sun Land Reserve of America Inc. has submitted proposals and development plans to DHADC for 35 lots shown on the attached list. The DHADC Board has approved the development plans and sale, subject to City Council approval. This item will authorize City Council approval of the development plans submitted by Sun Land Reserve of America Inc. to the City's Land Bank, the sale of those lots from DHADC to Sun Land Reserve of America Inc. and the release of lien for any non-tax liens that may have been filed by the City. The vacant lots were purchased by DHADC from a Sheriff's sale pursuant to foreclosure of tax liens and any non-tax liens.

BACKGROUND (continued)

DHADC's Deed without Warranty to Sun Land Reserve of America Inc. will contain a reverter that returns the property to DHADC if a construction permit is not applied for by Sun Land Reserve of America Inc. and construction financing is not closed within three years of conveyance.

Sun Land Reserve of America Inc. will build affordable houses on the lots. The approximate square footage and sales prices of the houses will be approximately 1,300 to 1,500 square feet and from \$115,000 to \$125,000. The lots will be deed restricted for sale to a low income family and will require at least 25 percent of the developed homes (9 in this proposal) to be sold to households with gross household incomes not greater than 60 percent of the Area Median Family Income (AMFI) as determined annually by HUD. A maximum of 30 percent of the developed homes (7 in this proposal) may be sold to households with gross incomes from 81 percent to 115 percent of the AMFI as determined annually by HUD. If 30 percent of the homes are sold to buyers at 81 percent to 115 percent of the AMFI, the remaining homes (19 in this proposal) will be sold to buyers below 81 percent of the AMFI and in compliance with the minimum 25 percent requirement to sell to buyers below 60 percent of the AMFI. DHADC will receive \$180,000.00 for the sales price, as calculated from the 2014-15 Land Bank Plan approved by City Council.

PRIOR ACTION/REVIEW (Council, Boards, Commissions)

On January 28, 2004, by Resolution No. 04-0458, the City Council established DHADC as its land bank for the purpose of acquiring, holding and transferring unimproved real property for the purpose of promoting the development of affordable housing as allowed under Chapter 379C of the Texas Local Government Code.

On September 2, 2014, the Housing Committee was briefed regarding the Urban Land Bank Demonstration Program which outlined the process and status of the program.

On January 22, 2015, DHADC approved the development plans and sale of 35 lots from DHADC to Sun Land Reserve of America Inc.

FISCAL INFORMATION

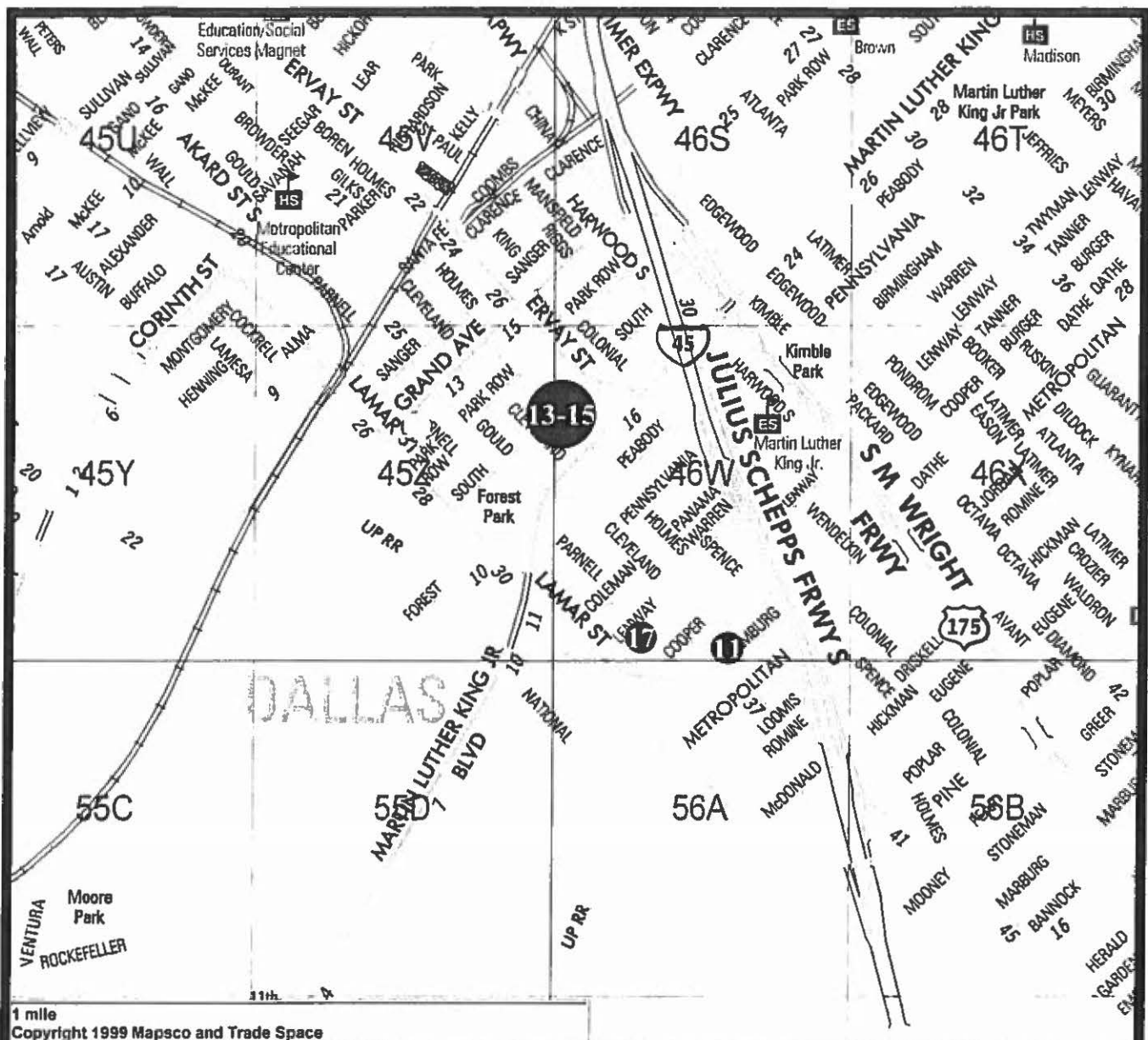
No cost consideration to the City

MAP(s)

Attached

**Land Bank (DHADC) Sale of Lots to
Sun Land Reserve of America Inc.**

<u>Property Address</u>	<u>Mapsco</u>	<u>Council District</u>	<u>Amount of Non-Tax Liens</u>
1. 1955 Angelina	44E	6	\$17,075.52
2. 2017 Angelina	43H	6	\$10,591.49
3. 2024 Angelina	43H	6	\$ 9,711.10
4. 3427 Bernal	43K	6	\$ 5,752.14
5. 1518 Bickers	44J	6	\$15,585.88
6. 1923 Canada	44E	6	\$ 9,169.25
7. 3611 Canada	43F	6	\$11,055.48
8. 4010 Furey	43F	6	\$13,093.38
9. 4103 Furey	43F	6	\$ 9,637.53
10. 2028 McBroom	43M	6	\$ 9,255.07
11. 3634 Cleveland	46W	7	\$ 6,798.37
12. 2814 Holmes	46W	7	\$ 3,536.19
13. 2824 Holmes	46W	7	\$17,068.03
14. 2913 Holmes	46W	7	\$14,496.78
15. 3510 Parnell	46W	7	\$10,543.67
16. 426 Bonnie View	55G	4	\$17,504.63
17. 1010 Claude	55E	4	\$ 9,822.77
18. 1506 Doyle	55F	4	\$ 8,482.40
19. 1361 Grant	55F	4	\$ 9,384.59
20. 3727 Humphrey	56T	4	\$15,069.68
21. 3731 Humphrey	56T	4	\$15,384.65
22. 3735 Humphrey	56T	4	\$ 6,158.84
23. 3746 Humphrey	56T	4	\$ 7,328.70
24. 4310 Kolloch	56Y	4	\$11,799.78
25. 1619 E. Woodin	55P	4	\$ 8,992.05
26. 1318 Exeter	65F	4	\$19,781.19
27. 1349 Exeter	65F	4	\$14,597.73
28. 4126 Gladewater	65D	4	\$ 8,866.88
29. 4170 Gladewater	65D	4	\$ 6,386.57
30. 4227 Gladewater	65D	4	\$20,960.77
31. 4030 Maryland	65E	4	\$11,551.01
32. 4250 Maryland	65E	4	\$17,410.73
33. 2203 Scotland	65D	4	\$12,898.02
34. 4720 Tacoma	66A	4	\$ 8,671.59
35. 2429 Talco	66J	8	\$15,372.45



PROPERTY ADDRESS

MAPSCO

COUNCIL DISTRICT

- 11. 3634 Cleveland
- 13. 2814 Holmes
- 14. 2824 Holmes
- 15. 2913 Holmes

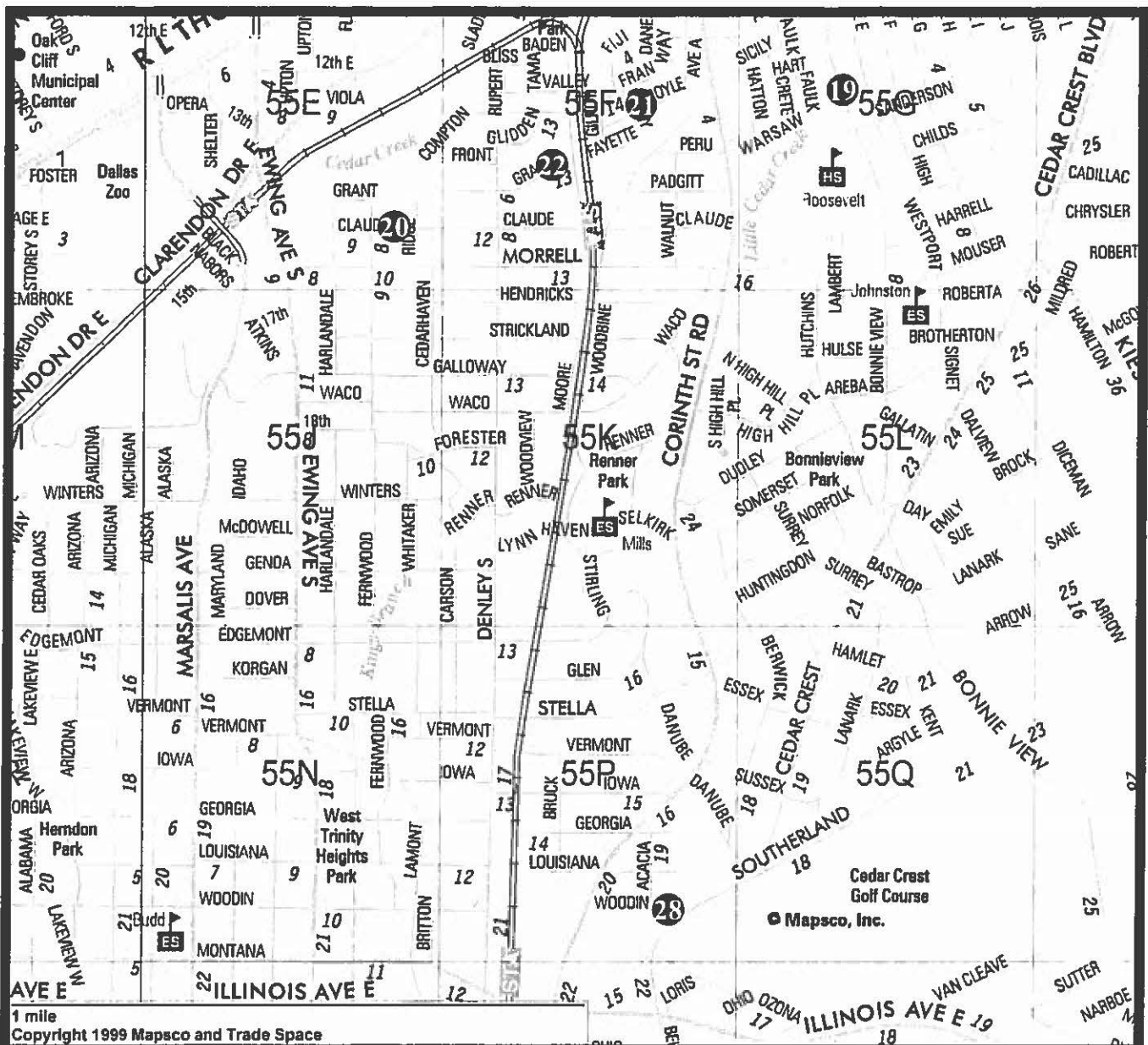
- 17. 3510 Parnell

- 46W
- 46W
- 46W
- 46W

- 46W

- 7
- 7
- 7
- 7

- 7



PROPERTY ADDRESS

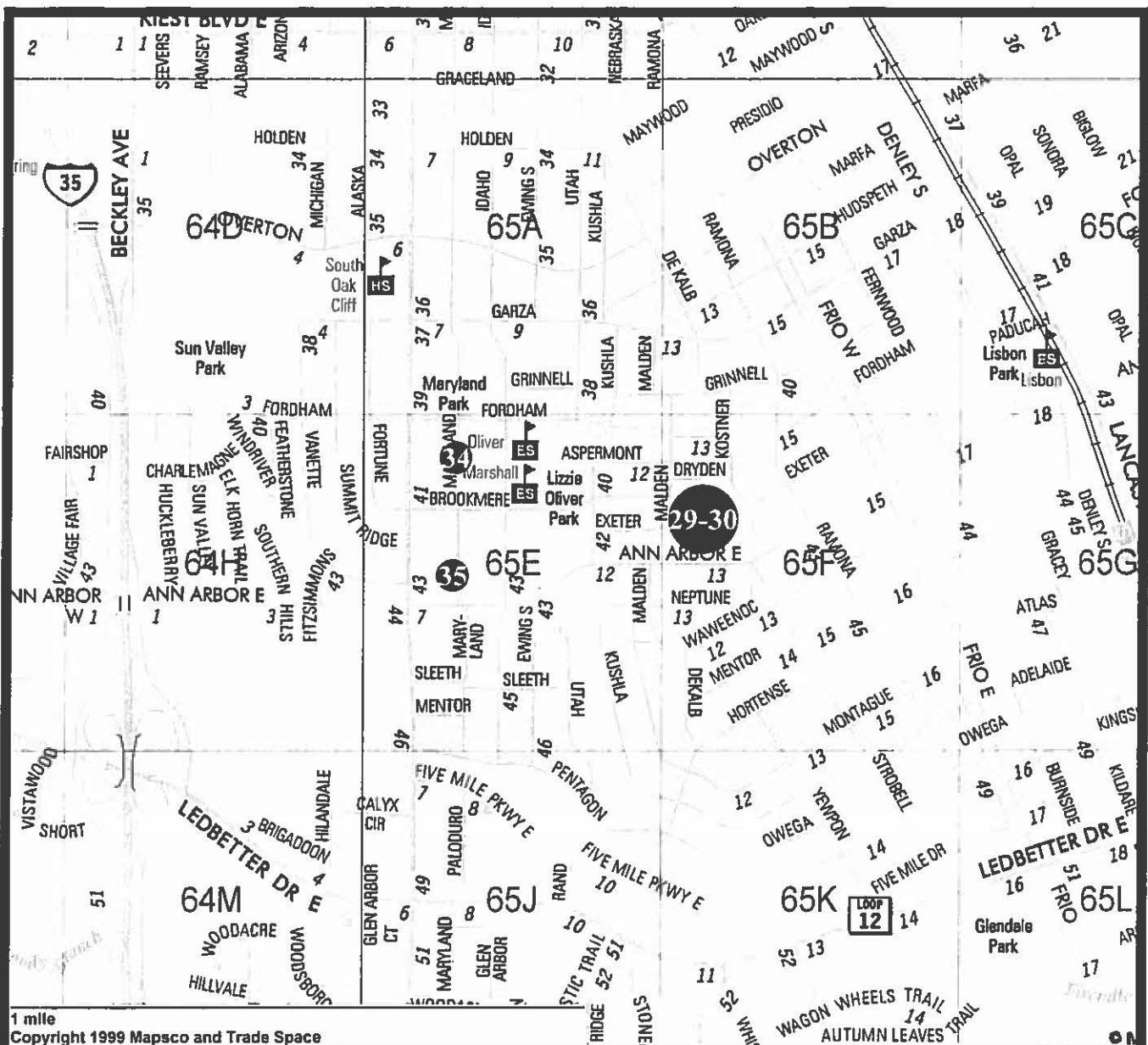
MAPSCO

COUNCIL DISTRICT

19. 426 Bonnie View
 20. 1010 Claude
 21. 1506 Doyle
 22. 1361 Grant
 28. 1619 E. Woodin

55G
 55E
 55F
 55F
 55P

4
 4
 4
 4
 4



PROPERTY ADDRESS

MAPSCO

COUNCIL DISTRICT

29. 1318 Exeter
30. 1349 Exeter
34. 4030 Maryland
35. 4250 Maryland

65F
65F
65E
65E

4
4
4
4

February 25, 2015

WHEREAS, on January 28, 2004, the City Council established the Dallas Housing Acquisition and Development Corporation (DHADC) as its land bank for the purpose of acquiring, holding and transferring unimproved real property under Subtitle A, Title 12, Local Government Code, Chapter 379C; and

WHEREAS, Sun Land Reserve of America Inc. submitted proposals and development plans to DHADC for 35 lots shown on Exhibit "A" and the DHADC Board has approved the development plans and sale, subject to City Council approval; and

WHEREAS, the City Council desires to approve the consolidated development plan shown on Exhibit "B" submitted by Sun Land Reserve of America Inc. and authorize the sale of the said 35 lots from DHADC to Sun Land Reserve of America Inc. to build affordable houses;

NOW, THEREFORE;

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

Section 1. That the consolidated development plan shown on Exhibit "B" submitted by Sun Land Reserve of America Inc. and the sale of 35 lots shown on Exhibit "A" from DHADC to Sun Land Reserve of America Inc. is approved.

Section 2. That the City Manager, upon approval as to form by the City Attorney, is authorized to execute a release of lien for any non-tax liens that may have been filed by the City on the lots shown on Exhibit "A".

Section 3. 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"

LAND BANK PROPERTY				
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT
1	1955 Angelina Lot 23, Roosevelt Manor Addition, Second Installment Block 9/7130	Sun Land Reserve of America Inc.	1	\$5,000.00
2	2017 Angelina Lot 32, Roosevelt Manor Addition, Second Installment Block 8/7130	Sun Land Reserve of America Inc.	1	\$5,000.00
3	2024 Angelina Lot 12, Roosevelt Manor Addition, Second Installment Block 11/7130	Sun Land Reserve of America Inc.	1	\$5,000.00
4	3427 Bernal Lot 6, Westmoreland Park No. 3 Addition Block 19/7146	Sun Land Reserve of America Inc.	1	\$5,000.00
5	1518 Bickers Lot 9, Homestead Gardens Addition Block 8/7120	Sun Land Reserve of America Inc.	1	\$5,000.00
6	1923 Canada Lot 33, Roosevelt Manor Addition Block 1/7130	Sun Land Reserve of America Inc.	1	\$5,000.00
7	3611 Canada Lot 18, Olive-Dale Addition No. 1 Block 1/7149	Sun Land Reserve of America Inc.	1	\$5,000.00
8	4010 Furey Lot 3, Westmoreland Park Addition No. 3 Block 20/7143	Sun Land Reserve of America Inc.	1	\$5,000.00
9	4103 Furey Lot 28, Westmoreland Park Addition No. 3 Block 18/7146	Sun Land Reserve of America Inc.	1	\$5,000.00
10	2028 McBroom West 25 feet of Lot 2 & East 14 feet of Lot 1, Victory Gardens No. 5 Addition Block 21/7127	Sun Land Reserve of America Inc.	1	\$5,000.00
TOTAL				\$50,000.00

EXHIBIT "A"

LAND BANK PROPERTY					
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT	
11	3634 Cleveland Part of Lot 11, 48.5x145 feet Block 1198	Sun Land Reserve of America Inc.	1	\$5,000.00	
12	2814 Holmes Lot 4, Chestnut Hill Addition Block 4/1129	Sun Land Reserve of America Inc.	1	\$5,000.00	
13	2824 Holmes Lot 7, Chestnut Hill Addition Block 4/1129	Sun Land Reserve of America Inc.	1	\$5,000.00	
14	2913 Holmes Lot 4 and Northwest 15 feet Lot 5, Chestnut Hill Addition Block 5/1139	Sun Land Reserve of America Inc.	1	\$5,000.00	
15	3510 Parnell Lot 11, Russell Realty Co Colonial Hill Addition Block 5/1182	Sun Land Reserve of America Inc.	1	\$5,000.00	
TOTAL				\$25,000.00	

EXHIBIT "A"

LAND BANK PROPERTY				
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT
16	426 Bonnie View Lot 6, Revised Plat of Skyline Addition Block I/5900	Sun Land Reserve of America Inc.	1	\$5,000.00
17	1010 Claude Lot 3, Belvedere Addition Block G/3394	Sun Land Reserve of America Inc.	1	\$5,000.00
18	1506 Doyle Lot 2, Carrie Gilroy Addition Block E/4713	Sun Land Reserve of America Inc.	1	\$5,000.00
19	1361 Grant Lot 16, Edgemont Addition Block 30/3591	Sun Land Reserve of America Inc.	1	\$5,000.00
20	3727 Humphrey Lot 12, Bonnie View Gardens Addition No. 2 Block H/6094	Sun Land Reserve of America Inc.	1	\$5,000.00
21	3731 Humphrey Lot 13, Bonnie View Gardens Addition No. 2 Block 7/4059	Sun Land Reserve of America Inc.	1	\$5,000.00
22	3735 Humphrey Lot 14, Bonnie View Gardens Addition No. 2 Block H/6094	Sun Land Reserve of America Inc.	1	\$5,000.00
23	3746 Humphrey Lot C, Bonnie View Gardens, Second Addition Block J/6094	Sun Land Reserve of America Inc.	1	\$5,000.00
24	4310 Kolloch Lot 3, Charles Olen Jones Subdivision of Fruitdale Acres, Third Installment Block Q/8618	Sun Land Reserve of America Inc.	1	\$5,000.00
25	1619 E. Woodin Lot 10, Trinity Heights No. 3 Addition Block 55/3729	Sun Land Reserve of America Inc.	1	\$5,000.00
TOTAL				\$50,000.00

EXHIBIT "A"

LAND BANK PROPERTY				
PARCEL NUMBER	STREET ADDRESS LEGAL DESCRIPTION	QUALIFIED PURCHASER	NUMBER OF HOMEOWNER UNITS	SALE AMOUNT
26	1318 Exeter Lots 11 & 12, Belmeade Addition Block M/4870	Sun Land Reserve of America Inc.	2	\$10,000.00
27	1349 Exeter Lot 20A, Belmeade Addition Block L/4869	Sun Land Reserve of America Inc.	1	\$5,000.00
28	4126 Gladewater Lot 3C, Oak Cliff Gardens Addition Block 4/5848	Sun Land Reserve of America Inc.	1	\$5,000.00
29	4170 Gladewater Lot 6C, Oak Cliff Gardens Addition Block 4/5848	Sun Land Reserve of America Inc.	1	\$5,000.00
30	4227 Gladewater Part of Lot 9A, Oak Cliff Gardens Addition Block 6/5020	Sun Land Reserve of America Inc.	1	\$5,000.00
31	4030 Maryland Lot 7, Green Acres Addition No. 2 Block E/6005	Sun Land Reserve of America Inc.	1	\$5,000.00
32	4250 Maryland Lot 11, Green Acres Addition No. 2 Block D/6005	Sun Land Reserve of America Inc.	1	\$5,000.00
33	2203 Scotland Part of Lot 4A, 50x142.5, Oak Cliff Gardens Addition Block 7/5849	Sun Land Reserve of America Inc.	1	\$5,000.00
34	4720 Tacoma Lot 6, Sunnyvale Addition Block 8/5843	Sun Land Reserve of America Inc.	1	\$5,000.00
35	2429 Talco Lot 17, Arden Terrace No. 2 Revised Addition Block A/6858	Sun Land Reserve of America Inc.	1	\$5,000.00
TOTAL				\$55,000.00
GRAND TOTAL				\$180,000.00

EXHIBIT B

SECTION II: DEVELOPMENT PLAN

A. DESCRIPTION OF THE LAND REQUESTED FOR DEVELOPMENT

- (1) Number of lots requested in this proposal. 35
- (2) Provide the property address and legal description of the land requested (attach extra sheets if necessary) (the "Property"). Please see the contract addendums
- _____
- _____
- _____

B. DESCRIPTION OF PROPOSED HOUSES ENTITY WILL CONSTRUCT

At least 25% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes not greater than 60% of AMFI. No more than 30% of the Land Bank properties sold during any given fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes between 81% and 115% of AMFI. (At least 70% of the Land Bank properties sold during any fiscal year to be developed shall be deed restricted for sale to households with gross annual incomes at 80% AMFI or less.)

Single Family Home (to be sold to low income households at 60% or less of AMFI):

Number of homes to be built on lots 9
Square Footage of each home 1300
Number of Bedrooms/Baths in each home 3 / 2
Number of Garages 0 Number of Carports Detached Attached _____
Type of Exterior Veneer 1/3 brick 2/3 siding Which sides all
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 115,000

Single Family Home (to be sold to low income households at 80% or less of AMFI):

Number of homes to be built on lots 19
Square Footage of each home 1400
Number of Bedrooms/Baths in each home 4 / 2
Number of Garages 1 Number of Carports Detached Attached x
Type of Exterior Veneer 1/3 brick 2/3 siding Which sides all
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 120,000

Single Family Home (to be sold to low income households between 81% and 115% of AMFI):

Number of homes to be built on lots 7
Square Footage of each home 1500
Number of Bedrooms/Baths in each home 4 / 2
Number of Garages 1 Number of Carports Detached Attached x
Type of Exterior Veneer 1/3 brick 2/3 siding Which sides all
Your Sales Price ranges without Subsidies to Qualified Low Income Buyer 125,000

Attach extra sheet(s) breaking out above information for each different model of home.

PROVIDE FLOOR PLANS AND ELEVATIONS.

C. CONSTRUCTION TIMETABLE

State the number of days it will take you to complete construction and sale of improved Property from the date of obtaining the executed deed from DHADC. Attach a schedule, if you desire. The deed conveying property sold by DHADC will include a right of reverter so that if the Entity does not apply for a construction permit and close on any construction financing within a three year period following the date of conveyance of the property from the DHADC to the Entity, the property will revert to the DHADC for subsequent resale.

Commencement of Construction 90 days

Completion of Construction 180-360 days

Sale of first affordable housing unit to low income households 180 days

Sale of last affordable unit to low income households 900 days

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): N/A

DEPARTMENT: Office of Financial Services

CMO: Jeanne Chipperfield, 670-7804

MAPSCO: N/A

SUBJECT

Authorize a public hearing to be held on March 25, 2015 to receive comments on the proposed FY 2015-16 Operating, Capital, and Grant / Trust budgets - Financing: No cost consideration to the City

BACKGROUND

Each year the City of Dallas holds public hearings to provide the citizens of Dallas the opportunity to speak on the upcoming year's budget.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

No cost consideration to the City.

February 25, 2015

WHEREAS, the City Council is committed to providing the citizens of Dallas with the opportunity to speak on the City's FY 2015-16 budget;

Now, Therefore,

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

Section 1. That a public hearing on the City's FY 2015-16 Operating, Capital, and Grant / Trust budgets will be held on March 25, 2015 in the Council Chambers.

Section 2. 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.

AGENDA ITEM # 43

KEY FOCUS AREA: E-Gov

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): All

DEPARTMENT: Office of Management Services
Intergovernmental Services

CMO: Jeanne Chipperfield, 670-7804
A. C. Gonzalez, 670-3297

MAPSCO: N/A

SUBJECT

A resolution adopting the City's Federal Legislative Agenda for the 114th Session of the United States Congress - Financing: No cost consideration to the City

BACKGROUND

The City of Dallas adopts a federal legislative agenda every two years at the beginning of the Congressional session. The agenda includes general statements regarding the City's legislative focus and a comprehensive list of legislative Initiatives on which the City of Dallas will be focused on during the session.

PRIOR ACTIONS/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized adoption of the Federal Legislative Agenda for the 110th Session of Congress on February 28, 2007, by Resolution No. 07-0711.

The Legislative Ad Hoc Committee was briefed on February 3rd, 2009.

Authorized adoption of the Federal Legislative Agenda for the 111th Session of Congress on February 11, 2009, by Resolution No. 09-0423.

The Legislative Ad Hoc Committee was briefed on January 28, 2011.

Authorized adoption of the Federal Legislative Agenda for the 112th Session of Congress on February 23, 2011, by Resolution No. 11-0542.

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

The Legislative Ad Hoc Committee was briefed on February 11, 2013.

Authorized adoption of the Federal Legislative Agenda for the 113th Session of Congress on February 20, 2013, by Resolution No. 13-0357.

The Legislative Ad Hoc Committee was briefed on February 9, 2015.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

WHEREAS, the 114th Session of the United States Congress convened on January 6, 2015; and

WHEREAS, the 114th Congress will consider many issues that affect local governments; and

WHEREAS, the City of Dallas wishes to express its desires and concerns regarding federal issues by adopting an agenda; and

WHEREAS, the City of Dallas has developed recommendations for the federal legislative agenda.

NOW, THEREFORE,

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

SECTION 1. That the City of Dallas' Federal Legislative Agenda for the 114th Session of the United States Congress is hereby adopted.

SECTION 2. That the City Manager is directed to communicate the items included in the federal legislative agenda to members of the United States Congress.

SECTION 3. That the City Manager is directed to support legislation that upholds City of Dallas home-rule authority, as well as oppose legislation that diminishes that authority.

SECTION 4. 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.



CITY OF DALLAS LEGISLATIVE PROGRAM FOR THE 114TH CONGRESS



Table of Contents

City of Dallas Mayor & City Council	iv
City Council District Map	v
City Manager, City Attorney & Intergovernmental Services Staff	vi
Dallas City Council Resolution Adopting Federal Legislative Program	1
General Statements of City Legislative Focus	2
Specific Legislative Policies	
Surface Transportation	3
Highway & Transit	
DART Core Capacity	
High-Speed Rail	
Aviation	5
Water & Wastewater	6
Public Safety & Criminal Justice	7
Core City Grant Programs	
D Block	
Prisoner Re-Entry	
Education, After School Care & Child Nutrition	9
Economic Development	10
Brownfields	
New Markets Tax Credit/Community Development Financial Institutions	
Grow South	
Marketplace Fairness Act	11
Municipal Bonds	11
Social Security	12
Housing & Community Development	12
CDBG, HOME, HOPWA & Homeless Assistance	
Affordable Housing	
Telecommunications	14
Franchising, Rights-of-Way & Zoning	

Internet Tax Freedom Act

Travel, Tourism, Arts & Culture----- 16

Clean Air & Climate Change----- 17

Trinity River Corridor ----- 18

City Hall
1500 Marilla Street, Room 5EN
Dallas, TX 75201

Michael S. Rawlings
Mayor
214.670.7702

Tennell Atkins
Mayor Pro Tem
Council District 8
214.670.4066

Monica R. Alonzo
Deputy Mayor Pro Tem
Council District 6
214.670.4199

City Hall, Room 5FS
Dallas TX 75201

Vonciel Jones Hill
Chair, Ad Hoc Legislature Committee
Council District 3
214.670.0777

Rick Callahan
Council District 5
214.670.4052

Carolyn R. Davis
Council District 7
214.670.4689

Jerry Allen
Council District 10
214.670.4068

Lee Kleinman
Council District 11
214.670.7817

Jennifer Staubach Gates
Council District 13
214.670.3816

City Hall, Room 5FN
Dallas TX 75201

Scottt Griggs
City Council District 1
214.670.0776

Adam Medrano
City Council District 2
214.670.4048

Dwaine R. Caraway
City Council District 4
214.670.0781

Sheffield Kadane
City Council District 9
214.670.4069

Sandy Greyson
City Council District 12
214.670.4067

Philip T. Kingston
City Council District 14
214.670.5415

2013 - 2015 Dallas City Council



Vonciel Jones Hill
Chair, Legislative
Committee
District 3



Mayor Pro Tem
Tennell Atkins
District 8



Jennifer S.
Gates
District 13



Adam Medrano
District 2



Scott Griggs
District 1



Sandy Greyson
District 12



Dwaine R.
Caraway District 4



Jerry R. Allen
District 10



Lee Kleinman
District 11



Mayor Mike Rawlings



Deputy Mayor Pro
Tem
Monica R. Alonzo
District 6



Sheffie Kadane
District 9



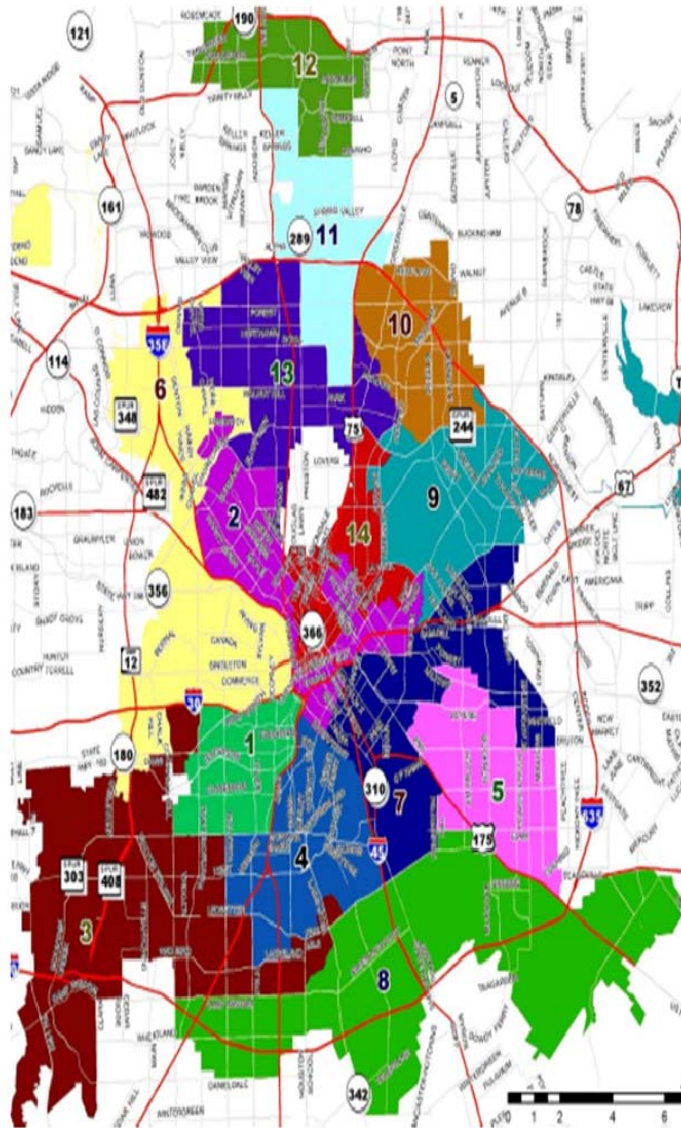
Philip T. Kingston
District 14



Carolyn R. Davis
District 7



Rick Callahan
District 5



City of Dallas

City Manager, City Attorney & Intergovernmental Services Staff

City Hall
1500 Marilla Street
Dallas, TX 75201

A.C. Gonzalez
City Manager
Room 4DN
214.670.3297

Eric Campbell
Assistant City Manager
Room 4CN
214.670.3390

Mark McDaniel
Assistant City Manager
Room 4CN
214.670.3390

Warren M.S. Ernst
City Attorney
Room 7DN
214.670.3491

Brett Wilkinson
Director
Intergovernmental Services
214.670.5797
brett.wilkinson@dallascityhall.com

Francisco J. Rodriguez
Legislative Coordinator
Intergovernmental Services
214.670.5363
francisco.rodriguez2@dallascityhall.com

Ryan S. Evans
First Assistant City Manager
Room 4CN
214.670.3302

Jill A. Jordan, P.E.
Assistant City Manager
Room 4DN
214.670.1204

Joey Zapata
Assistant City Manager
Room 4BN
214.670.3009

Larry Casto
Assistant City Attorney
Room 7DN
214.670.3491

Anna Lamberti Holmes
Manager
Intergovernmental Services
214.670.5099
anna.holmes@dallascityhall.com

Eric Dominguez
Legislative Coordinator
Intergovernmental Services
214.670.9582
eric.dominguez@dallascityhall.com

WHEREAS, The 114th Session of the United States Congress convened on January 6, 2015; and

WHEREAS, The 114th Congress will consider many issues that affect local governments; and

WHEREAS, The City of Dallas wishes to express its desires and concerns regarding federal issues by adopting an agenda; and

WHEREAS, The City of Dallas has developed recommendations for the federal legislative agenda;

NOW, THEREFORE,

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

SECTION 1. That the City of Dallas' Federal Legislative Agenda for the 114th Session of the United States Congress is hereby adopted.

SECTION 2. That the City Manager is directed to communicate the items included in the federal legislative agenda to members of the United States Congress.

SECTION 3. That the City Manager is directed to support legislation that upholds City of Dallas home-rule authority, as well as oppose legislation that diminishes that authority.

SECTION 4. 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.

GENERAL STATEMENTS OF CITY'S LEGISLATIVE FOCUS



The City of Dallas' legislative efforts focus on legislation that the City can influence and that will directly and positively impact the City of Dallas.

The City of Dallas opposes any federal legislative action that would erode the home rule authority of municipalities or establish unfunded mandates that effectively constrain the ability of cities to allocate scarce resources to locally determined priorities.

The City of Dallas supports legislation that:

- Creates more opportunities for individuals and businesses to thrive and prosper;
- Provides an equitable distribution of federal funds; and
- Addresses the concerns and issues confronting large metropolitan cities with attention to inner city concerns, which range from the enhancement of urban transportation to reduction in crime, the availability of affordable housing and the development of neighborhoods that support quality family life.

Federal Mandates

The City of Dallas recognizes two basic types of federal mandates: those that impose costs directly on the City and those that, while not directly imposing costs on the City, intrude on the autonomy of the City by interfering with local decision making authority and impacting the allocation of scarce local resources.

The City of Dallas opposes the imposition of either type of federal mandate.

The federal government calls on municipal governments, including the City of Dallas, to administer many federal government programs, requiring municipal governments to absorb all or most of the cost. In the interest of fairness and equity to its municipal government partners, the federal government should provide adequate funding for the local conduct of each of its programs.

Deficit Reduction

The City of Dallas supports a balanced approach to reducing the federal deficit. Elimination of the federal deficit solely through non-defense discretionary spending cuts is impossible and ill-advised.

The reduction of the federal deficit should not disproportionately harm national defense and our troops, safety net programs or our nation's cities. In particular, the City opposes deficit reduction efforts that disproportionately focus on core local government programs or reduce or delay much-needed investments in our nation's infrastructure.

Highway & Transit

Dallas leaders and their regional partners have long worked together to promote the development of a multimodal metropolitan area surface transportation system, an effort that requires a strong federal partnership and robust federal highway and transit programs.

In general, the City of Dallas urges Congress to craft a successor to MAP-21 that recognizes the key role metropolitan areas and cities play in our nation's economy. Funding allocation, project



selection and program structure should reflect the importance of cities and metropolitan areas to our nation's economy and health. Specifically, the City of Dallas supports legislation to reauthorize federal surface transportation programs that:

- Provides for an equitable distribution of highway and transit funds;
- Maintains a guaranteed funding mechanism that ensures that all Highway Trust Fund revenues are spent on surface transportation programs;
- Maintains a strong metropolitan planning process that maximizes the decision making power of local elected officials and communities;
- Continues and builds on the federal investment of the past decade in transit and enables complete local flexibility regarding mode choices;
- Directly addresses urban congestion and mobility, including incentives for metropolitan areas that raise revenue and implement innovative financing mechanisms;
- Increases sub-allocation to metropolitan areas;
- Expands mode neutral choices and funding for metropolitan areas;
- Directly provides funds to cities for innovative urban transportation solutions;
- Expands sub-allocation via creation of a new program focused on metropolitan areas or through increased sub-allocation to metropolitan areas of existing programs;
- Robustly funds the Transportation Alternatives Program;
- Fully funds the CMAQ program in order to help metropolitan areas meet federal clean air mandates, and
- Does not increase the required local share of funding for federally-assisted highway or transit projects.



DART Core Capacity

The City of Dallas fully supports DART's program of interrelated transit projects:

- Platform Extensions along the Red and Blue Lines (Core Capacity),
- Phase 1 of the Downtown Dallas 2nd light rail alignment (Core Capacity) and
- The Central Dallas Streetcar Link (Small Starts).

These projects will increase the capacity of DART light rail by a total of 67 percent, allowing DART to accommodate future demand. In addition, the 2nd light rail alignment will provide much-needed redundancy, providing an alternative to the two track downtown alignment that currently hosts all DART light rail service. These projects will also support current economic revitalization efforts around Union Station, a historic multi-modal passenger transportation hub that is served by light-rail, bus, Amtrak, the Trinity Railway Express (TRE), a commuter rail line connecting downtown Dallas to downtown Fort Worth and, potentially in the near future, a high-speed rail line between Houston and Dallas-Fort Worth.

High-Speed & Intercity Passenger Rail

The City of Dallas supports the development of high-speed rail between Houston and the North Texas Region. The City fully supports a "one-seat ride" between Houston and stations in Downtown Dallas, central Arlington and Downtown Fort Worth. The City's long-term plans envision Union Station as an intermodal hub providing travelers with a seamless connection between intercity passenger rail (including high-speed rail), commuter rail, light rail and local surface transit (streetcar and bus). A strong federal-state-regional-local partnership will be needed to make the "one seat" vision a reality; the City appreciates federal support to date and respectfully requests continued support and future financial assistance.



In general the City of Dallas supports the development of a robust national passenger rail system and strongly supports full funding of passenger rail corridor improvement programs. The city also supports Amtrak operating and capital grants and all legislative, administrative and private efforts to develop the South Central High-Speed Rail Corridor, and the Texas T-BONE, with a hub at Union Station in Downtown Dallas.

AVIATION

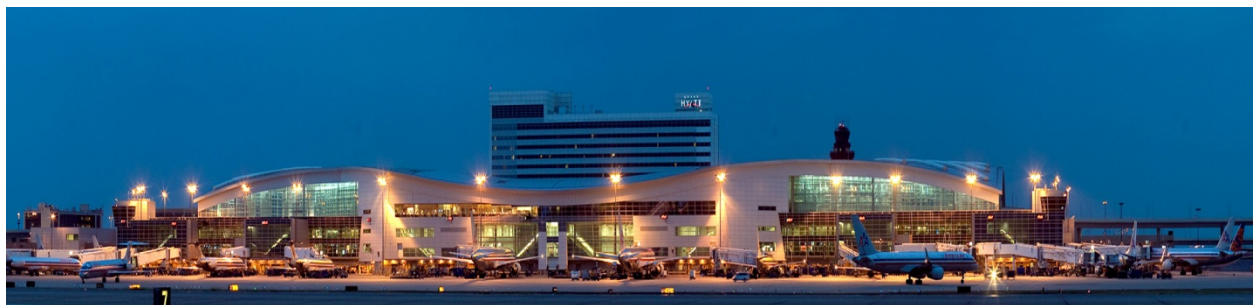


Federal aviation programs are critical at a time when airports need billions of dollars for infrastructure costs. In addition, Congress and the Administration face the vexing challenge of financing the overhaul and modernization of the nation's air traffic control system. In Dallas, implementation of the Wright Amendment Reform Act of 2006 (PL 109-352) required millions of dollars in upgrades to Love Field.

Dallas-Fort Worth International Airport and Dallas Love Field play a major role in the City's and region's economy. They are directly responsible for thousands of jobs and indirectly responsible for tens of thousands more and cement the City's and the region's position as an international business and financial hub. A strong federal aviation program will help ensure that these two airports have the resources to safely and efficiently meet traveler demand and to continue to serve as engines of the city and the regional economy.

In general the City of Dallas supports a reauthorization of federal aviation programs that:

- Maintains a guaranteed funding mechanism that ensures that all Airports and Airways Trust Fund revenues are spent on aviation programs;
- Maximizes the flexibility of the Airport Improvement Program (AIP);
- Maximizes the flexibility of how airports use Passenger Facility Charge (PFC) revenue, and
- Provides local governments and airport authorities with the resources they need to provide for a safe and efficient aviation system.



The City of Dallas Water and Wastewater utility is mandated to meet stringent federal and state environmental requirements in order to provide safe drinking water and wastewater services to the public.



Therefore, we must repair, replace and rehabilitate aging and failing pipes and plants and build new infrastructure to comply with the increasingly complex regulations in order to protect public health and safeguard the environment. Nationwide, billions of dollars are needed for new and expanded water supplies to ensure the water supply needs of a booming population are met in the future. Over the next 5 years, Dallas Water Utilities will be implementing a capital improvement program which costs well over \$1 Billion. This trend will continue as Dallas maintains and improves its water and wastewater infrastructure system and connects new water supply

sources to meet the needs of the citizens of Dallas and other customers.

Utilities are significantly challenged by expensive federal mandates and by the costs of meeting new standards and security enhancements. However, local governments have not received sufficient federal assistance for compliance with federal clean water and drinking water laws even though drinking water and clean water are national concerns.

The City of Dallas supports legislation that provides grants and financing assistance for high priority projects such as combined and separate sanitary sewer overflows and other wet weather projects, security-related projects, repair and replacement of aging infrastructure and water supply acquisition. Increased funding to local water and wastewater utilities for the improvement and maintenance of water and wastewater infrastructure and additional water supplies is of paramount importance. The City of Dallas also supports legislation which sustains and increases funding for, and increases the flexibility of, the Clean Water State Revolving Fund (CWSRF) the Drinking Water State Revolving Fund (DWSRF) and full funding of the Water Infrastructure Finance and Innovation Authority (WIFIA).



PUBLIC SAFETY & CRIMINAL JUSTICE

Core Grant Programs

The City of Dallas benefits from several federal public safety assistance programs, including the Justice Assistance Grant (JAG), Community Oriented Policing Services (COPS), the Assistance to Firefighters Grant Program and others. These programs have provided the Police and Fire Departments with valuable assistance and have played an important role in maintaining public safety in the city of Dallas. However, overall funding for state and local law enforcement assistance has declined by 67 percent since its peak in FY 2001.

Dallas and its regional partners also benefit from the Urban Area Security Initiative (UASI). UASI provides targeted assistance to major metropolitan areas and has helped ensure that the Metroplex is prepared to respond to a terrorist attack or other catastrophic incident. These programs have promoted regional cooperation and greatly improved readiness.

The City of Dallas calls on Congress to fully fund public safety assistance programs that directly benefit local governments, including JAG, COPS and the Fire Grant Programs.



The City of Dallas also supports funding of homeland security programs that provide direct assistance to the City, but do not come at the expense of traditional public safety assistance programs (JAG, COPS, Fire Grant program). The City strongly opposes proposals that would consolidate state and local Homeland Security grant programs into a single block grant to the State or otherwise shift funds away from high-risk, major metropolitan areas. In addition, formulas for the distribution of funding for public safety should emphasize crime data, and homeland security funds should be more targeted based on risk and threat.



D Block

In 2012, Congress set aside the “D Block” of the wireless communications spectrum for the first national public safety broadband network (PSBN). The D Block became available in the past decade as part of the migration of television from analog to digital broadcasts. The D-Block is immediately adjacent to another 10 megahertz of spectrum that has already been set aside for public safety communications. The legislation also provides \$7 billion for PSBN development grants to the states and created a new agency at the Department of Commerce, “FirstNet”, to hold the license for, build, manage and operate the PSBN. The success of the PSBN will heavily depend on input from state and local governments during the network planning phase of the project and the network architecture model for the PSBN adopted at by FirstNet. With the combined advances in technology and communications, the D Block spectrum will provide the needed pathway for public safety during response and recovery operations for situational awareness and command and control of responding officers and officials. It will significantly transform how City of Dallas first responders communicate and deliver life-sustaining services to citizens.



In general, the City of Dallas supports the development of national public safety communication networks and encourages FirstNet to include local input in the structure and framework development process. Large metropolitan cities have already made extensive investments in towers, fiber optic lines and other infrastructure that will be valuable to the deployment of the PSBN.

Prisoner Re-Entry

Over 600,000 people are released from prisons each year. Many suffer from a variety of serious difficulties as they attempt to reenter society. Among the most challenging situations they face is that of reentry into the labor market. Employment rates and earnings of ex-offenders are low by almost any standard. Low employment rates seem closely related to the very high recidivism rates observed among those released from prison.

In Dallas County, approximately 400 individuals per month are released into the area from the penal systems. These individuals face challenges and are further hampered by the inability to obtain employment, housing, as well as a lack of support systems and resources. Because of these barriers, any rehabilitation efforts undertaken in the penal system are overwhelmed and result in increased recidivism, resulting in a costly revolving door process for local governments as well as state and federal governments.

Programs authorized by the Second Chance Act provide valuable assistance to state and local governments for a wide array of programs to help ex-offenders reintegrate. The City of Dallas supports full funding of Second Chance Act programs and legislation that would provide additional resources for education, training, and work experience during incarceration.

EDUCATION, AFTER SCHOOL CARE, CHILD NUTRITION & EARLY CHILDHOOD EDUCATION

A strong public education system is crucial to the economic health and future of the City of Dallas and requires a strong federal investment in schools and children. Out-of-school time and child nutrition programs are a vital component of a strong educational system and play an important role in preventing youth crime and delinquency

The City of Dallas urges Congress and the Administration to provide schools with the resources (including technology) they need and to reauthorize, expand and fully fund early childhood, extended learning time, child nutrition programs and to maximize resources and flexibility for out-of-school time and other education programs.



ECONOMIC DEVELOPMENT

Brownfields

Brownfields are abandoned or under-used industrial and commercial facilities or properties where redevelopment is complicated by real or perceived environmental contamination. The Environmental Protection Agency (EPA) Brownfields Program provides assistance for the assessment and remediation of brownfield sites. The Brownfields Program and the Brownfields Tax Incentive put property in the City of Dallas on a more level playing field with raw undeveloped properties, encouraging economic development and neighborhood revitalization. The City of Dallas enjoys a strong national reputation for its innovative projects that have redeveloped several formerly abandoned sites. Dallas has used these programs to redevelop several sites and has been designated by EPA as one of its Brownfield Showcase Communities in recognition of the City's success in redeveloping brownfields.

The City of Dallas supports full funding of federal brownfields grant programs and continuation of the Brownfields Tax Incentive.

New Markets Tax Credit/Community Development Financial Institutions

The New Markets Tax Credit (NMTC) and other programs administered by the Community Development Financial Institutions (CDFI) Fund at the Department of Treasury provide important incentives for private investment in historically disadvantaged and economically impacted localities. Since its 2009 award, the Dallas Development Fund (DDF) has provided a total of \$42.5 million to three projects aimed at improving low income communities. These popular projects include the NYLO Southside Hotel in the Cedars neighborhood, the Kroger Grocery Store in the Medical District, and the Lancaster Urban Village in South Dallas, adjacent to the Lancaster DART Station. These projects have added high paying jobs to the communities they are in and have aided in the revitalization of these neighborhoods.

The City supports additional rounds of NMTC and full funding of other CDFI programs.

GrowSouth

GrowSouth is a comprehensive strategy to build a foundation for sustainable growth and outlines five key projects to jumpstart growth in key areas over the next three years. GrowSouth aims to strengthen and engage neighborhoods, develop a "culture of clean", debunk the myths and rebrand SouthDallas, and create a financial and investment fund to promote opportunities in South Dallas. The City of Dallas will support legislation that allows the City, stakeholders, and investors to take full advantage of the opportunities through GrowSouth.

MARKETPLACE FAIRNESS ACT

Enactment of the Marketplace Fairness Act remains a top City of Dallas priority.

In 1992, the United States Supreme Court ruled that under the Interstate Commerce Clause of the Constitution, state and local governments cannot compel out-of-state retailers to collect sales tax when making Internet, mail order, or other remote type's sale without congressional consent, putting brick-and-mortar "Main Street" Dallas retailers at a distinct disadvantage. The growth of electronic commerce on the Internet over the past 18 years has exacerbated this disparity. It has also negatively impacted local government budgets. A National League of Cities study estimates that the City lost \$13 million in 2013 in uncollected sales and use tax on remote purchases. The Marketplace Fairness Act would create a level retail playing field in a manner that does not impose any new taxes or bury remote retailers with paperwork. It would simply authorize the collection and remittance of an existing tax in a manner that imposes almost no cost or burden on remote retailers.



MUNICIPAL BONDS



The City of Dallas strongly opposes any efforts to cap or eliminate the tax exemption for municipal bonds. The elimination or capping of tax-exempt municipal bonds would increase City borrowing costs by as much as 50 percent, or \$40 million annually, resulting in delayed infrastructure investment or higher local taxes and utility rates, which would disproportionately impact low- and moderate-income households.

State and local governments are responsible for building and maintaining 75 percent of the nation's infrastructure, which is mostly financed through tax-exempt bonds. The tax exemption for municipal bonds represents an ideal federal-state-local partnership, allowing the federal government to assist infrastructure investment in a manner that maximizes local decision making.

In Dallas, municipal bonds finance core infrastructure that is the basis of civilized society and the foundation of our economy: water and wastewater, storm drainage, streets and sidewalks, hospitals, schools and other capital projects. In an era of diminishing grants and expanding mandates on local governments, eliminating or capping the tax exemption for municipal bonds would effectively signal a federal abandonment of infrastructure investment.

SOCIAL SECURITY

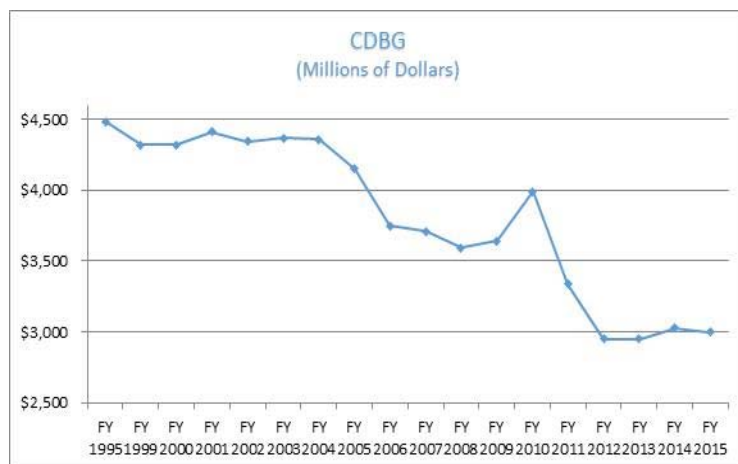
The Social Security Act of 1935 excludes state and local employees from mandatory participation in Social Security. The Federal Advisory Commission on Social Security has called for including all newly hired local government employees in Social Security. Doing so would impose a large burden on state and local governments and their taxpayers; adding state and local government employees to Social Security would cost Texas taxpayers several hundred million dollars each year.

The City of Dallas opposes mandatory inclusion of local government employees in Social Security.

HOUSING & COMMUNITY DEVELOPMENT

CDBG, HOME, HOPWA & Homeless Assistance

In FY 2014, the City of Dallas received \$13.5 million from CDBG, \$4.3 million from HOME, \$5.3 million from HOPWA and \$4.2 million in Homeless Assistance Grants. Despite immense positive impact that these flexible, locally controlled programs have had on our nation's cities, they have been inadequately funded for many years. CDBG and HOME have an especially long and successful track record of providing quick, flexible and effective assistance to cities and states. In Dallas, they bolster City efforts to stabilize and sustain neighborhoods, preserve and expand the supply of affordable housing, expand economic opportunities, meet critical social needs and fund other critical needs in low- and moderate-income neighborhoods. The City of Dallas would be hard-pressed to meet these needs without direct and flexible federal assistance.



CDBG and HOME have borne particularly severe spending cuts since FY 2010, culminating in a two-decade downward trend. CDBG formula grants have been cut by over \$1.5 billion since 1995 and are now at the lowest funding level since 1992.

The City of Dallas calls on Congress and the Administration to fully fund CDBG, HOME, HOPWA and Homeless Assistance Grants. The City opposes any effort to limit the City's flexibility in using these funds. The City also strongly opposes any effort to shift control of these programs away from the local level or decrease the cap on administrative and planning costs.



Affordable Housing

Affordable housing remains a critical issue for our nation's cities. In Dallas, the City is developing a robust plan to address our housing needs. The focus of the plan would be to maximize City resources by alleviating poverty, empowering neighborhoods, addressing concentrations of blight, and enhancing rental options. The City is also aiming to attract and retain the middle class by pursuing initiatives that will expand homeownership.

At the federal level, the Section 8 Program now consumes more than half of the Department of Housing & Urban Development budget, threatening funding for other housing and community development programs. Four years ago, Congress created the Affordable Housing Trust Fund. If fully funded, the Trust Fund could provide more than \$26 billion over the next seven years for the production of new and the preservation of affordable housing. In addition, the Low-Income Housing Tax Credit remains a powerful tool for the development of affordable housing.

The City of Dallas supports the preservation and expansion of federal programs and tax incentives that support City efforts to expand and preserve affordable housing. The City specifically supports full funding of the Affordable Housing Trust Fund and preservation of the Low-Income Housing Tax Credit.

Though the City of Dallas appreciates the need to control the costs of the Section 8 Program and to ensure that it does not affect community development and housing programs (CDBG, HOME, HOPWA) that are also important to the City, the City opposes any changes to the Section 8 Program that reduces the number of families served or reduces local control over the program.



TELECOMMUNICATIONS

Franchising, Rights-of-Way & Zoning

Franchising is the backbone of local government telecommunications policy. It creates a framework for local management of public rights-of-way, collection of compensation for the use and management of public rights-of-way and resolution of consumer complaints. Section 253 of the Telecommunications Act of 1996 (PL 104-104), a provision championed by the City of Dallas and its congressional delegation, specifically preserves the authority of state and local governments to manage public rights-of-way and to collect compensation for their use by telecommunications providers.

A major goal of the telecommunications industry remains federal preemption of local control over public rights-of-way and the preemption of local fees collected from the industry for the use and management of public rights-of-way. In addition, industry has also sought legislation and regulation that would preempt local zoning authority over the location of telecommunications antennae and towers.

The City of Dallas would have to reduce services or raise taxes by more than \$100 million a year if revenue from rent charged to private corporations for the use of public rights-of-way was eliminated. In addition, City control of public rights-of-way and zoning for the placement of telecommunications facilities provides important public safety benefits, preserves City infrastructure investments and ensures that property values will not be impacted by incompatible uses.

In general, the City of Dallas opposes any legislation or regulatory effort that would erode City authority to manage public rights-of-way and collect reasonable compensation for their use. The City also opposes any federal preemption of City zoning authority.

Local Authority – The City supports preserving local authority in determining the most effective and efficient use of local communications services; it is uniquely positioned to determine how to better protect its citizens with regard to maintenance of infrastructure, public safety, consumer protections, and management of rights-of-way.

Rights-of-Way – The City opposes federal intervention in its ability to manage and control the public rights-of-way and to collect compensation for their use and management in an equitable and nondiscriminatory manner. The public entrusts local governments to ensure that use of scarce public rights-of-way by communications providers does not interfere with public safety, unnecessarily disrupt commerce, impede general transportation uses, or otherwise impose costs on the local government or its taxpayers.

Fees and Revenues – The City opposes any federal preemption of its ability to collect revenue from telecommunications providers doing business in the City, particularly when that revenue is collected as reasonable compensation for the private, profit-making use of public rights-of-way owned and maintained by the City. Public rights-of-way represent property of tremendous economic value and paid for by local taxpayers, and the public has a right to expect that appropriate value is received for the use of its property held and managed by the government as a public trust.

Internet Tax Freedom Act

The Internet Tax Freedom Act prohibits state and local governments from levying multiple or discriminatory taxes on internet access and electronic commerce through October 2015. Of particular interest to Dallas, secured was language in the Internet Tax Freedom Act that protects the line access fees collected by Texas cities from telecommunications providers. These fees are not taxes, but rather are compensation for the management and use of City-owned public rights-of-way. Federal preemption of Texas line access fees would cost the City of Dallas over \$30 million in revenue and would set the precedent of allowing the private use of public property at no charge, which is illegal under the Texas Constitution.

The City opposes making the moratorium on Internet taxes permanent. The City further opposes an expansion of the moratorium, especially the line access fees collected by the City of Dallas and other Texas local governments.



TRAVEL, TOURISM, ARTS & CULTURE

The City of Dallas is a major global city that attracts millions of visitors each year. Dallas-Fort Worth International Airport is among the busiest in the world, serving over 60 million passengers a year and providing direct connections to 147 domestic and 55 international destinations. The Dallas-Fort Worth Metropolitan Area is home to 22 Fortune 500 companies, hosts hundreds of major conventions each year and draws tourists from around the world for its world-class cultural offerings.



As the business and cultural hub of the nation's top exporting state and with plans for a major intermodal transportation hub to handle international freight traffic, the Dallas economy relies more than ever on international business and vacation visitors.

In addition, the arts have played a central role in the renaissance of downtown Dallas and are a cornerstone of the downtown Dallas economy. The federal government plays a small but important role in fostering and promoting the arts. The City supports the missions and the

adequate funding of the National Endowment for the Arts, the National Endowment for the Humanities and the Institute of Museum and Library Services.

Within the bounds of the need for increased security, the City of Dallas urges the federal government to maximize the efficiency of immigration and border controls and to implement the US Visit program in a way that allows for the free flow of people and goods.

The City of Dallas further encourages federal policies, including tax policies, which foster the arts and recognize the important role they play in tourism and central city economies. The City also calls for federal policy that recognizes the role that art education plays in fostering artists and audiences.

CLEAN AIR & CLIMATE CHANGE

The Dallas-Fort Worth Metropolitan Area faces the challenge of meeting the air quality goals outlined by the Clean Air Act and our nation faces the challenge of reducing its dependence on imported oil. Although the challenges created by global climate change, air pollution and energy security are international and national in scope, local governments are well placed to implement policies and pursue innovations to meet those challenges, especially if they are given the resources to do so.



Local governments throughout the United States have begun taking action to address climate change and to decrease fossil fuel consumption. The City of Dallas and the Dallas-Fort Worth Metropolitan Area have already begun taking steps from investing hundreds of millions of dollars in a regional transit system to converting municipal fleets to alternative fuels to making public buildings more energy efficient. The City of Dallas has been a national leader in this area, implementing a number of nationally-recognized and replicated sustainability programs that have decreased the City's operating costs in general and energy costs in particular.

The City of Dallas urges Congress and the Administration to avoid unfunded mandates as they seek to reduce greenhouse gas emissions and ensure that local governments have the resources to address the challenges posed by global climate change. Local governments are well suited to meeting this challenge, but its scope and national nature make direct federal assistance to local governments for energy conservation, alternative fuel, public education programs and other programs to reduce greenhouse gas emissions appropriate and necessary. The City urges the U.S. Environmental Protection Agency to update National Ambient Air Quality Standards for Ozone levels and provide clarity on current regulations.

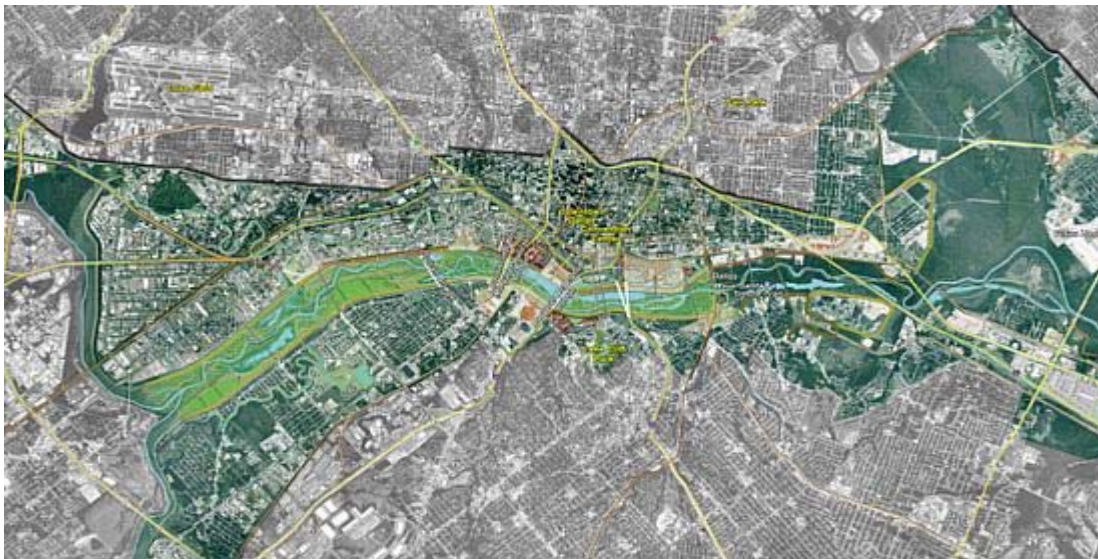
The City of Dallas encourages Congress and the Administration to pursue imaginative solutions and not rely on mandates to address clean air, climate change and energy security. The City further urges Congress to fully fund any mandates it imposes on local governments to meet these challenges.



The Trinity River Corridor presents the City of Dallas with a unique opportunity to redefine the City. For years, the Trinity River has divided our community, separating northern and southern Dallas. In 2004, the City Council of Dallas updated and approved the Balanced Vision Plan for the Trinity River, which provides a comprehensive long-term guide for the future of the Trinity. The primary goal of the project is flood protection; other goals include recreation, environmental management, transportation, and community and economic development. This major infrastructure project will enhance

public safety through levee and floodway improvements, improve regional transportation infrastructure (including bridges), increase recreational opportunities, promote eco-system restoration and conservation, and spur economic development, making the Trinity River Corridor a truly remarkable public asset.

The City of Dallas greatly appreciates the Dallas delegation's support of this project and the strong federal partnership that has developed. Looking ahead, the City desires to continue this strong intergovernmental relationship, including securing federal funding and other needed legislation to keep the project moving forward.



AGENDA ITEM # 44

KEY FOCUS AREA: Culture, Arts and Recreation and Educational Enhancements

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 10

DEPARTMENT: Park & Recreation

CMO: Willis Winters, 670-4071

MAPSCO: 28-A E

SUBJECT

Authorize a professional services contract with GSR Andrade Architects, Inc. for a replacement service center for Park Maintenance District 6 Service Center located at 10770 Bekay Street - Not to exceed \$197,860 - Financing: 2006 Bond Funds

BACKGROUND

The Park and Recreation Department purchased property at 10770 Bekay Street to provide a replacement service center for Maintenance District 6, which is currently housed at 7803 Fair Oaks Ave. This action will award a professional services contract to GSR Andrade, Inc. for schematic design through construction administration phase services for a new office building and renovations to the existing warehouse shed; reimbursable expenses; and additional services including platting, SUP zoning, structural assessment, repair documents and fire sprinkler test for the existing warehouse shed.

ESTIMATED SCHEDULE OF PROJECT

Begin Design	April 2015
Complete Design	October 2015
Begin Construction	March 2016
Complete Construction	March 2017

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

The Park and Recreation Board authorized award of the professional services contract on February 5, 2015.

FISCAL INFORMATION

2006 Bond Funds - \$197,860

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

GSR Andrade Architects, Inc.

White Female	15	White Male	9
Black Female	2	Black Male	0
Hispanic Female	7	Hispanic Male	1
Other Female	4	Other Male	2

OWNER

GSR Andrade Architects, Inc.

Gary Staiger, Partner

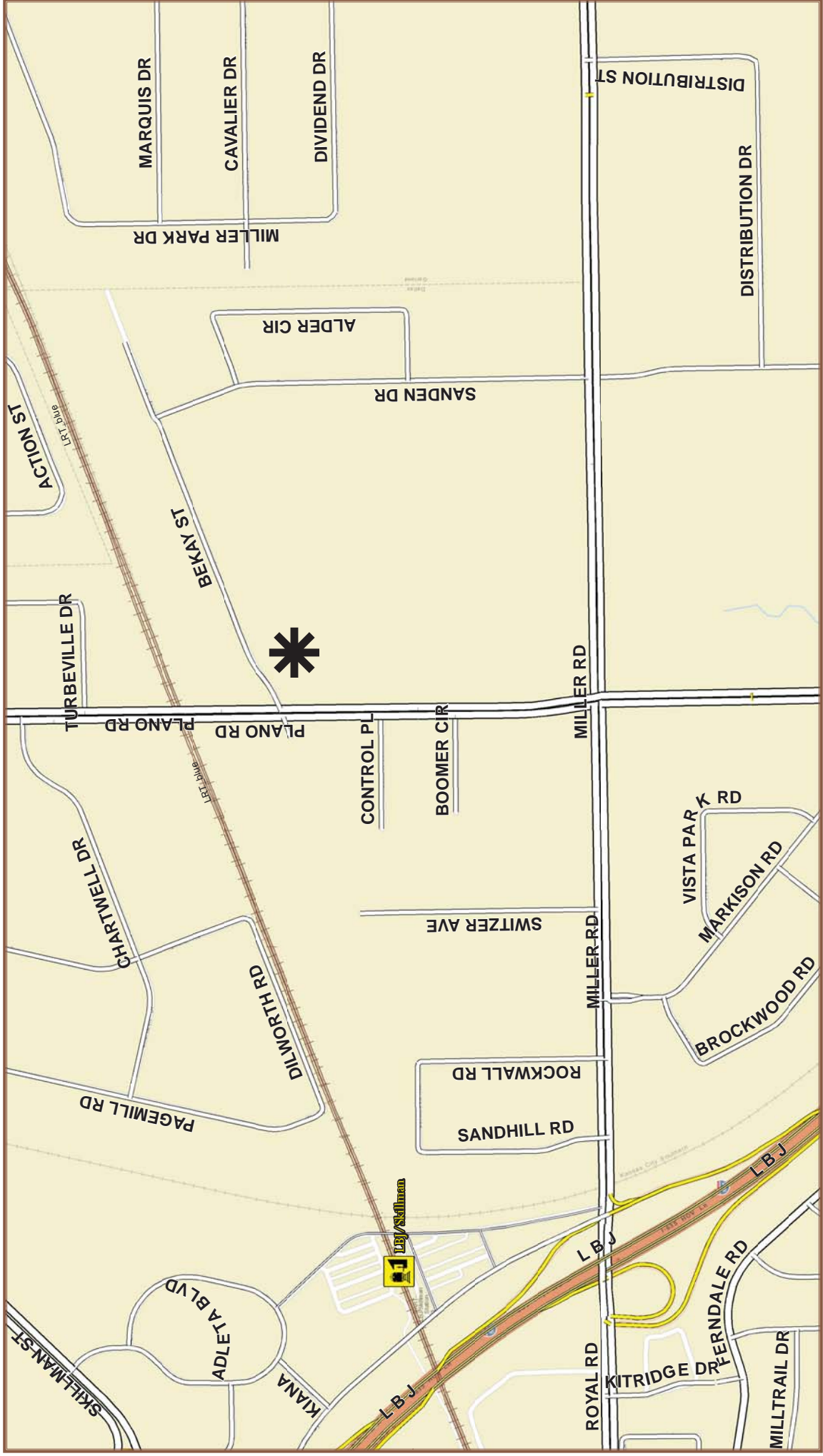
Jason Russell, Partner

Fernando Andrade, AIA, President

Robert C. Croysdale, AIA, LEED AP BD+C, Vice President

MAP

Attached



District 10
February 5, 2015

Mapsco
28 A E

District 6 Service Center (10770 Bekay Street)



Feet
0 275 550 1,100 1,650



BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a professional services contract with GSR Andrade Architects, Inc. for a replacement service center for Park Maintenance District 6 Service Center located at 10770 Bekay Street - Not to exceed \$197,860 - Financing: 2006 Bond Funds

GSR Andrade Architects, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractors.

PROJECT CATEGORY: Architecture & Engineering

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$197,860.00	100.00%
Total non-local contracts	\$0.00	0.00%
TOTAL CONTRACT	\$197,860.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Urban Engineers Group	HFMB63905N0117	\$29,000.00	14.66%
Abadi Accessibility	HFMB63905N0117	\$3,665.00	1.85%
Campos Engineering	HMDB60046Y0215	\$18,000.00	9.10%
JQ Infrastructure	IMDB62600Y0715	\$19,500.00	9.86%
Total Minority - Local		\$70,165.00	35.46%

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$50,665.00	25.61%	\$50,665.00	25.61%
Asian American	\$19,500.00	9.86%	\$19,500.00	9.86%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$70,165.00	35.46%	\$70,165.00	35.46%

February 25, 2015

WHEREAS, it is necessary to hire a firm to provide for a replacement service center for Park Maintenance District 6 Service Center located at 10770 Bekay Street, and the firm of GSR Andrade Architects, Inc. has presented a proposal dated January 9, 2015 for a fee not to exceed \$197,860.

Now, Therefore,

BE IT RESOLVED BY THE PARK AND RECREATION BOARD AND THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the City Manager is hereby authorized to enter into a professional services contract with GSR Andrade Architects, Inc. for a replacement service center for Park Maintenance District 6 Service Center located at 10770 Bekay Street, in an amount not to exceed \$197,860.

SECTION 2. That the President of the Park and Recreation Board and City Manager are hereby authorized to execute a contract with GSR Andrade Architects, Inc., after approval as to form by the City Attorney.

SECTION 3. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$197,860 to GSR Andrade Architects, Inc. from (2006) Park and Recreation Facilities Improvement Fund, Fund 9T00, Department PKR, Unit P763, Object 4112, Activity PKLA, CT-PKR15019493, Program PKP763.1, Commodity 92500, Vendor VS0000003043.

SECTION 4. 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.

AGENDA ITEM # 45

KEY FOCUS AREA: Culture, Arts and Recreation and Educational Enhancements

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1

DEPARTMENT: Park & Recreation
Public Works Department

CMO: Willis Winters, 670-4071
Jill A. Jordan, P.E., 670-5299

MAPSCO: 43-Z 44-W

SUBJECT

Authorize a construction contract for a new trail at Stevens Park Golf Course and the tennis courts along Kessler Parkway and other miscellaneous items for the Coombs Creek Trail, Phase III located from Stevens Park tennis courts to Hampton Road - A S Con, Inc., lowest responsible bidder of six - Not to exceed \$1,131,842 - Financing: 2006 Bond Funds

BACKGROUND

On December 11, 2014, six bids were received for a new trail at Stevens Park Golf Course and the tennis courts along Kessler Parkway and other miscellaneous items at Coombs Creek Trail, Phase III. This item authorizes award of the construction contract to A S Con, Inc. for the Base Bid, with a total bid amount of \$1,131,842.

The following chart illustrates A S Con, Inc.'s contractual activities with the City of Dallas for the past three years:

	<u>PBW</u>	<u>DWU</u>	<u>PKR</u>
Projects Completed	0	0	9
Change Orders	0	0	11
Projects Requiring Liquidated Damages	0	0	0
Projects Completed by Bonding Company	0	0	0

ESTIMATED SCHEDULE OF PROJECT

Began Design	February 2014
Completed Design	October 2014
Begin Construction	March 2015
Complete Construction	December 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

The Park and Recreation Board authorized proceeding with advertisement for construction procurement on November 6, 2014.

The Park and Recreation Board authorized award of the contract on February 5, 2015.

FISCAL INFORMATION

2006 Bond Funds - \$1,131,842

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

A S Con, Inc.

White Male	0	White Female	0
Black Male	0	Black Female	0
Hispanic Male	0	Hispanic Female	0
Other Male	1	Other Female	1

BID INFORMATION

The following six bids were received and opened on December 11, 2014:

*Denotes successful bidder

<u>Bidders</u>	<u>Base Bid</u>
*A S Con, Inc. 15724 Golden Creek Dallas, TX 75248	\$1,131,842.00
North Rock Construction, LLC	\$1,136,746.70
RoeschCo Construction, LLC	\$1,148,282.75
Northstar Construction, LLC	\$1,252,325.00
FHN Construction, LLC	\$1,384,785.00
HQS Construction, LLC	\$1,526,088.00

OWNER

A S Con, Inc.

Ali Safdarinia, President

MAP

Attached

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a construction contract for a new trail at Stevens Park Golf Course and the tennis courts along Kessler Parkway and other miscellaneous items for the Coombs Creek Trail, Phase III located from Stevens Park tennis courts to Hampton Road - A S Con, Inc., lowest responsible bidder of six - Not to exceed \$1,131,842 - Financing: 2006 Bond Funds

A S Con, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractor.

PROJECT CATEGORY: Construction

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$1,063,562.00	93.97%
Total non-local contracts	\$68,280.00	6.03%
TOTAL CONTRACT	\$1,131,842.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

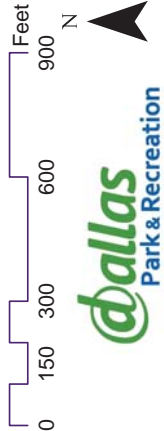
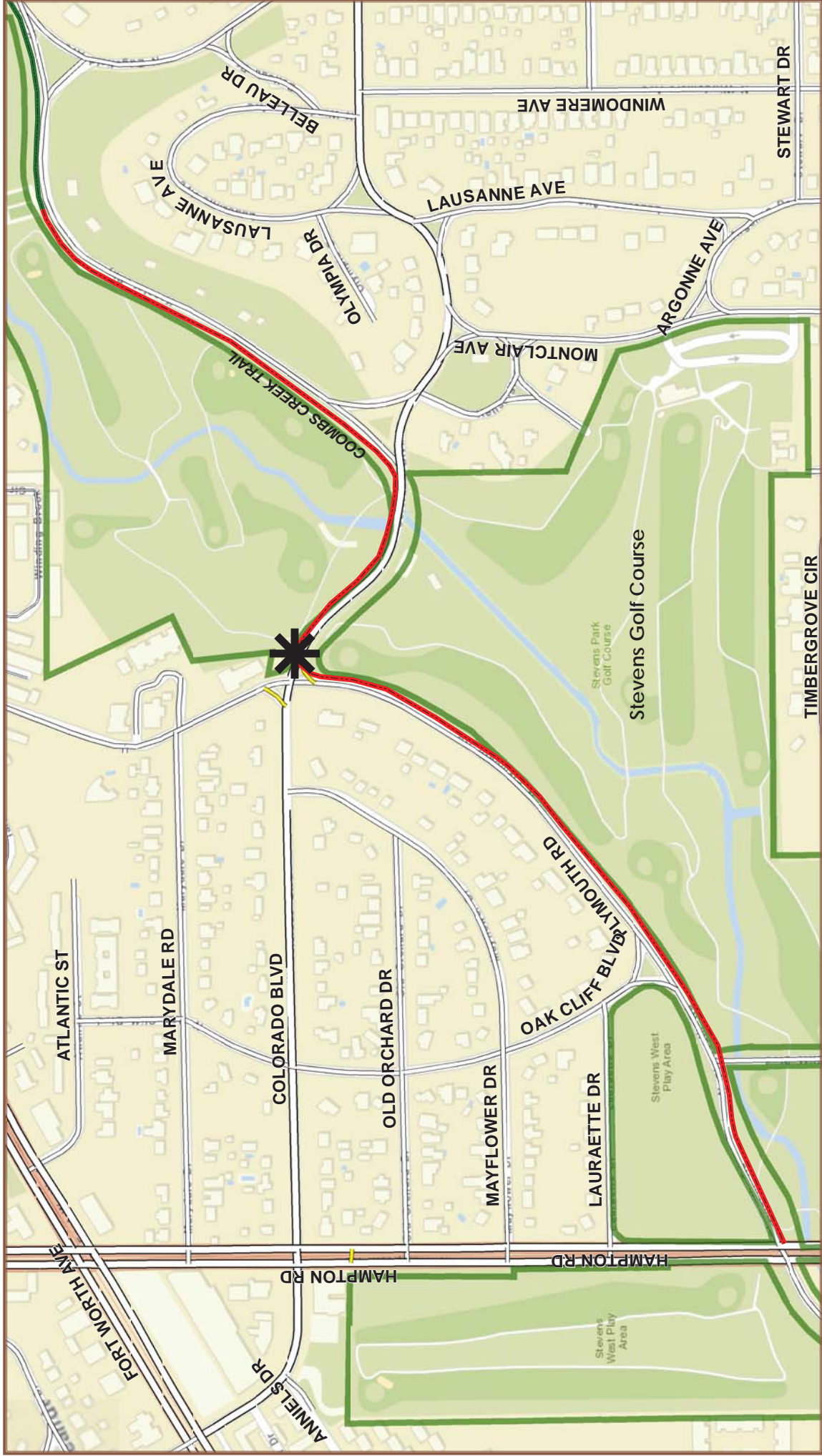
<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Berumen Construction	HMMB6138N0416	\$671,060.00	63.10%
Total Minority - Local		\$671,060.00	63.10%

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$671,060.00	63.10%	\$671,060.00	59.29%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$671,060.00	63.10%	\$671,060.00	59.29%



0 150 300 600 900 Feet

Coombs Creek Trail (Phase III)
(From Hampton Rd to Stevens Park Tennis Courts)

Mapsco
44 W
43 Z

District
1

February 5, 2015

February 25, 2015

WHEREAS, on December 11, 2014, six bids were received for a new trail at Stevens Park Golf Course and the tennis courts along Kessler Parkway and other miscellaneous items for the Coombs Creek Trail, Phase III located from Stevens Park tennis courts to Hampton Road.

<u>Bidders</u>	<u>Base Bid</u>
A S Con, Inc.	\$1,131,842.00
North Rock Construction, LLC	\$1,136,746.70
RoeschCo Construction, LLC	\$1,148,282.75
Northstar Construction, LLC	\$1,252,325.00
FHN Construction, LLC	\$1,384,785.00
HQS Construction, LLC	\$1,526,088.00

Now, Therefore,

BE IT RESOLVED BY THE PARK AND RECREATION BOARD AND THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the City Manager is hereby authorized to enter into a contract for a new trail at Stevens Park Golf Course and the tennis courts along Kessler Parkway and other miscellaneous items for the Coombs Creek Trail, Phase III, in an amount not to exceed \$1,131,842.00.

SECTION 2. That the President of the Park and Recreation Board and the City Manager are hereby authorized to execute a contract with A S Con, Inc., after approval as to form by the City Attorney.

SECTION 3. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$1,131,842.00 to A S Con, Inc., as follows:

(2006) Street and Transportation Improvement Fund Fund 1T22, Department PBW, Unit P849, Object 4599 Activity HIBT, Program PB06P849, CT-PKR15019492 Commodity 91200, Vendor 261853	\$488,035.00
(2006) Street and Transportation Improvement Fund Fund 2T22, Department PBW, Unit P849, Object 4599 Activity HIBT, Program PB06P849, CT-PKR15019492 Commodity 91200, Vendor 261853	<u>\$643,807.00</u>
Total amount not to exceed	\$1,131,842.00

February 25, 2015

SECTION 4. 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.

AGENDA ITEM # 46

KEY FOCUS AREA: Culture, Arts and Recreation and Educational Enhancements

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 9

DEPARTMENT: Park & Recreation

CMO: Willis Winters, 670-4071

MAPSCO: 37-B C

SUBJECT

Authorize **(1)** the receipt and deposit of funds from the Hancock Estate in an amount not to exceed \$168,414; **(2)** the establishment of appropriations in the amount of \$168,414 in the Capital Gifts, Donation and Development Fund; and **(3)** an increase in the contract with A S Con, Inc. for additional scope of work to include: dog wash stations, information kiosk, reconfiguration and expansion of paddock entry, electrical service and other miscellaneous items; and a credit for boat ramp, grass seeding and irrigation for temporary dog run and existing kiosk at White Rock Lake Park located at 7850 East Mockingbird Lane - Not to exceed \$198,545, from \$965,531 to \$1,164,076 - Financing: Capital Gifts, Donation and Development Funds (\$168,413) and 2006 Bond Funds (\$30,132)

BACKGROUND

The original contract was awarded to A S Con, Inc. by Council on January 8, 2014 by Resolution No. 14-0115, for dog park improvements, drainage, erosion control and parking improvements at White Rock Lake Park, in an amount not to exceed \$946,495.00.

Change Order No. 1, was authorized by Administrative Action No. 14-1119, on July 24, 2014, for drainage pipe extension, additional inlet, relocation of pipe headwall, removal and replacement of a section of the parking lot concrete pavement, curb and gutter at White Rock Lake Park, in an amount not to exceed \$19,035.95, making a revised contract amount of \$965,530.95.

This action will authorize Change Order No. 2 to the contract with A S Con, Inc., in an amount not to exceed \$198,545.05, from \$965,530.95 to \$1,164,076.00, for additional scope of work to include: dog wash stations, information kiosk, reconfiguration and expansion of paddock entry, electrical service and other miscellaneous items; and a credit for boat ramp, grass seeding and irrigation for temporary dog run and existing kiosk at White Rock Lake Park.

ESTIMATED SCHEDULE OF PROJECT

Began Construction April 2014
Complete Construction April 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

The Park and Recreation Board authorized proceeding with advertisement for construction procurement on March 7, 2013.

The Park and Recreation Board authorized award of the contract on December 5, 2013.

City Council authorized award of the contract on January 8, 2014, by Resolution No. 14-0115.

The Park and Recreation Board authorized Change Order No. 2 on February 5, 2015.

FISCAL INFORMATION

2006 Bond Funds - \$30,131.79

Capital Gifts, Donation and Development Funds - \$168,413.26

Construction Amount	\$946,495.00
Change Order No. 1	\$19,035.95
Change Order No. 2 (this action)	<u>\$198,545.05</u>

Total amount not to exceed	\$1,164,076.00
----------------------------	----------------

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

A S Con, Inc.

White Male	0	White Female	0
Black Male	0	Black Female	0
Hispanic Male	0	Hispanic Female	0
Other Male	1	Other Female	1

OWNER

A S Con, Inc.

Ali Safdarinia, President

MAP

Attached

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize **(1)** the receipt and deposit of funds from the Hancock Estate in an amount not to exceed \$168,414; **(2)** the establishment of appropriations in the amount of \$168,414 in the Capital Gifts, Donation and Development Fund; and **(3)** an increase in the contract with A S Con, Inc. for additional scope of work to include: dog wash stations, information kiosk, reconfiguration and expansion of paddock entry, electrical service and other miscellaneous items; and a credit for boat ramp, grass seeding and irrigation for temporary dog run and existing kiosk at White Rock Lake Park located at 7850 East Mockingbird Lane - Not to exceed \$198,545, from \$965,531 to \$1,164,076 - Financing: Capital Gifts, Donation and Development Funds (\$168,413) and 2006 Bond Funds (\$30,132)

A S Con, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractor.

PROJECT CATEGORY: Construction

LOCAL/NON-LOCAL CONTRACT SUMMARY - THIS ACTION ONLY

	<u>Amount</u>	<u>Percent</u>
Local contracts	\$192,795.55	97.10%
Non-local contracts	\$5,749.50	2.90%
TOTAL THIS ACTION	\$198,545.05	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION THIS ACTION

Local Contractors / Sub-Contractors

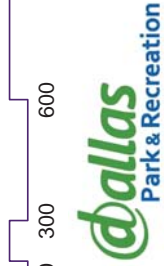
<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Berumen Construction	HMMB6138N0416	\$56,548.00	29.33%
Total Minority - Local		\$56,548.00	29.33%

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE PARTICIPATION

	This Action		Participation to Date	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$56,548.00	28.48%	\$287,234.00	24.67%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
	<hr/>	<hr/>	<hr/>	<hr/>
Total	\$56,548.00	28.48%	\$287,234.00	24.67%



White Rock Lake Park (7850 East Mockingbird Lane)

Mapsco
37 B C

District
9

February 5, 2015

February 25, 2015

WHEREAS, on January 8, 2014, by Resolution No. 14-0115, a contract was awarded to A S Con, Inc. for dog park improvements, drainage, erosion control and parking improvements at White Rock Lake Park located at 7850 East Mockingbird Lane, in an amount not to exceed \$946,495.00.

WHEREAS, on July 24, 2014, Administrative Action No. 14-1119 authorized Change Order No. 1 for drainage pipe extension, additional inlet, relocation of pipe headwall, removal and replacement of a section of the parking lot concrete pavement, curb and gutter at White Rock Lake Park, in an amount not to exceed \$19,035.95, increasing the contract amount from \$946,495.00 to \$965,530.95.

WHEREAS, this action will authorize Change Order No. 2 to the contract with A S Con, Inc. for additional scope of work to include: dog wash stations, information kiosk, reconfiguration and expansion of paddock entry, electrical service and other miscellaneous items; and a credit for boat ramp, grass seeding and irrigation for temporary dog run and existing kiosk at White Rock Lake Park, in an amount not to exceed \$198,545.05, increasing the contract amount from \$965,530.95 to \$1,164,076.00.

Now, Therefore,

BE IT RESOLVED BY THE PARK AND RECREATION BOARD AND THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the City Manager is hereby authorized to execute Change Order No. 2 to the contract with A S Con, Inc. for additional scope of work to include: dog wash stations, information kiosk, reconfiguration and expansion of paddock entry, electrical service and other miscellaneous items; and a credit for boat ramp, grass seeding and irrigation for temporary dog run and existing kiosk at White Rock Lake Park, in an amount not to exceed \$198,545.05, increasing the contract amount from \$965,530.95 to \$1,164,076.00.

SECTION 2. That the Chief Financial Officer is hereby authorized to receive and deposit funds from the Hancock Estate in an amount not to exceed \$168,413.26 in Fund 0530, Department PKR, Unit T332, Revenue Source 8411.

SECTION 3. That the City Manager is hereby authorized to establish appropriations in the Capital Gifts, Donation and Development Fund, Fund 0530, Department PKR, Unit T332, Object 4599 in the amount of \$168,413.26.

February 25, 2015

SECTION 4. That the Chief Financial Officer is hereby authorized to disburse funds in an amount not to exceed \$198,545.05 to A S Con, Inc., as follows:

Capital Gifts, Donation and Development Fund	
Fund 0530, Department PKR, Unit T332, Object 4599	
Activity RFSI, Program PK06T332, CT-PKR14019424	
Commodity 91200, Vendor 261853	\$168,413.26

(2006) Park and Recreation Facilities Improvement Fund	
Fund 1T00, Department PKR, Unit T332, Object 4599	
Activity RFSI, Program PK06T332, CT-PKR14019424	
Commodity 91200, Vendor 261853	<u>\$30,131.79</u>

Total amount not to exceed	\$198,545.05
----------------------------	--------------

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.

AGENDA ITEM # 47

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 9, 12
DEPARTMENT: Public Works Department
CMO: Jill A. Jordan, P.E., 670-5299
MAPSCO: 4B F G L M 5B C 37E

SUBJECT

Authorize a professional services contract with VRX, Inc. for the engineering design of Alley Reconstruction Group 12-2034 and bridge repair of the Mockingbird Lane Bridge at Santa Barbara Drive (list attached) - Not to exceed \$117,939 - Financing: 2006 Bond Funds (\$4,094) and 2012 Bond Funds (\$113,845)

BACKGROUND

The 2012 Bond Program included funding for numerous alley reconstruction projects. This action will provide for the engineering design of Alley Reconstruction Group 12-2034, which consists of six separate alley reconstruction improvement projects.

Alley reconstruction projects will include replacing the existing deteriorating asphalt or concrete alleys with new reinforced concrete alley pavement, storm drainage, water, and wastewater improvements.

This design scope also includes the evaluation of existing damage and design of repairs to the Mockingbird Lane Bridge at Santa Barbara Drive. The funding for the work associated with the bridge is from 2006 Bond Funds.

Following are the locations and design costs for each project. The consulting firm was selected following a qualifications-based selection process in accordance with the City of Dallas procurement guidelines.

<u>Project</u>	<u>Council District</u>	<u>Amount</u>
<u>Alley Reconstruction Group 12-2034</u>		
Alley behind Country Brook Drive (4204-4328)	12	\$19,949.33

BACKGROUND (Continued)

<u>Project</u>	<u>Council District</u>	<u>Amount</u>
<u>Alley Reconstruction Group 12-2034</u>		
Alley between Gray Wolf Trail (6203-6251) and Bentwood Trail (6211-6247)	12	\$15,356.60
Alley between Hilton Head Drive (5211-5315) and River Hill Circle (4708-4724)	12	\$14,021.66
Alley between Hilton Head Drive (5310-5420) and Harbor Town Drive (5305-5323)	12	\$15,479.28
Alley between Park Grove Lane (18627-18851) and Kirkmeadow Lane (4007-4131)	12	\$28,856.99
Alley between Tree Shadow Trail (5902-5942) and Flintshire Court (5901-5923)	12	\$20,180.86
<u>Bridge Repair</u>		
Mockingbird Lane Bridge at Santa Barbara Drive	9	\$ 4,093.47

ESTIMATED SCHEDULE OF PROJECTS

Begin Design	March 2015
Complete Design	November 2015
Begin Construction	March 2016
Complete Construction	December 2016

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

2006 Bond Funds - \$4,093.47
2012 Bond Funds - \$113,844.72

FISCAL INFORMATION (Continued)

<u>Council District</u>	<u>Amount</u>
9	\$ 4,093.47
12	<u>\$113,844.72</u>
Total	\$117,938.19

Alley Reconstruction Group 12-2034

Alley behind Country Brook Drive (4204-4328)

Design - PBW	\$ 19,949.33
Construction	<u>\$151,275.30</u> (est.)
Total	\$171,224.63 (est.)

Alley between Gray Wolf Trail (6203-6251) and Bentwood Trail (6211-6247)

Design - PBW	\$ 15,356.60
Construction	<u>\$116,578.00</u> (est.)
Total	\$131,934.60 (est.)

Alley between Hilton Head Drive (5211-5315) and River Hill Circle (4708-4724)

Design - PBW	\$ 14,021.66
Construction	<u>\$102,412.20</u> (est.)
Total	\$116,433.86 (est.)

Alley between Hilton Head Drive (5310-5420) and Harbor Town Drive (5305-5323)

Design - PBW	\$ 15,479.28
Construction	<u>\$113,675.10</u> (est.)
Total	\$129,154.38 (est.)

Alley between Park Grove Lane (18627-18851) and Kirkmeadow Lane (4007-4131)

Design - PBW	\$ 28,856.99
Construction	<u>\$210,948.10</u> (est.)
Total	\$239,805.09 (est.)

Alley between Tree Shadow Trail (5902-5942) and Flintshire Court (5901-5923)

Design - PBW	\$ 20,180.86
Construction	<u>\$147,158.00</u> (est.)
Total	\$167,338.86 (est.)

FISCAL INFORMATION (Continued)**Bridge Repair - Mockingbird Lane Bridge at Santa Barbara Drive**

Design - PBW \$ 4,093.47

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION**VRX, Inc.**

Hispanic Female	1	Hispanic Male	6
African-American Female	1	African-American Male	2
Other Female	3	Other Male	2
White Female	10	White Male	26

OWNER**VRX, Inc.**

Ms. Nawal (Noelle) Ibrahim, President/Chief Executive Officer

MAP(S)

Attached.

Professional Services Contract for Alley Reconstruction Group 12-2034 and Mockingbird Lane Bridge at Santa Barbara Drive

<u>Project</u>	<u>Council District</u>	<u>Amount</u>
<u>Alley Reconstruction Group 12-2034</u>		
Alley behind Country Brook Drive (4204-4328)	12	\$19,949.33
Alley between Gray Wolf Trail (6203-6251) and Bentwood Trail (6211-6247)	12	\$15,356.60
Alley between Hilton Head Drive (5211-5315) and River Hill Circle (4708-4724)	12	\$14,021.66
Alley between Hilton Head Drive (5310-5420) and Harbor Town Drive (5305-5323)	12	\$15,479.28
Alley between Park Grove Lane (18627-18851) and Kirkmeadow Lane (4007-4131)	12	\$28,856.99
Alley between Tree Shadow Trail (5902-5942) and Flintshire Court (5901-5923)	12	\$20,180.86
<u>Bridge Repair</u>		
Mockingbird Lane Bridge at Santa Barbara Drive	9	\$ 4,093.47

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a professional services contract with VRX, Inc. for the engineering design of Alley Reconstruction Group 12-2034 and bridge repair of the Mockingbird Lane Bridge at Santa Barbara Drive (list attached) - Not to exceed \$117,939 - Financing: 2006 Bond Funds (\$4,094) and 2012 Bond Funds (\$113,845)

VRX, Inc. is a local, minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractors.

PROJECT CATEGORY: Architecture & Engineering

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$117,938.19	100.00%
Total non-local contracts	\$0.00	0.00%
TOTAL CONTRACT	\$117,938.19	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Iconic Consulting Group, Inc.	BMDB59949Y0115	\$31,000.00	26.28%
VRX, Inc.	WFDB60159Y0215	\$85,438.19	72.44%
MS Dallas Reprographics, Inc.	WFWB61023Y0315	\$1,500.00	1.27%
Total Minority - Local		\$117,938.19	100.00%

Non-Local Contractors / Sub-Contractors

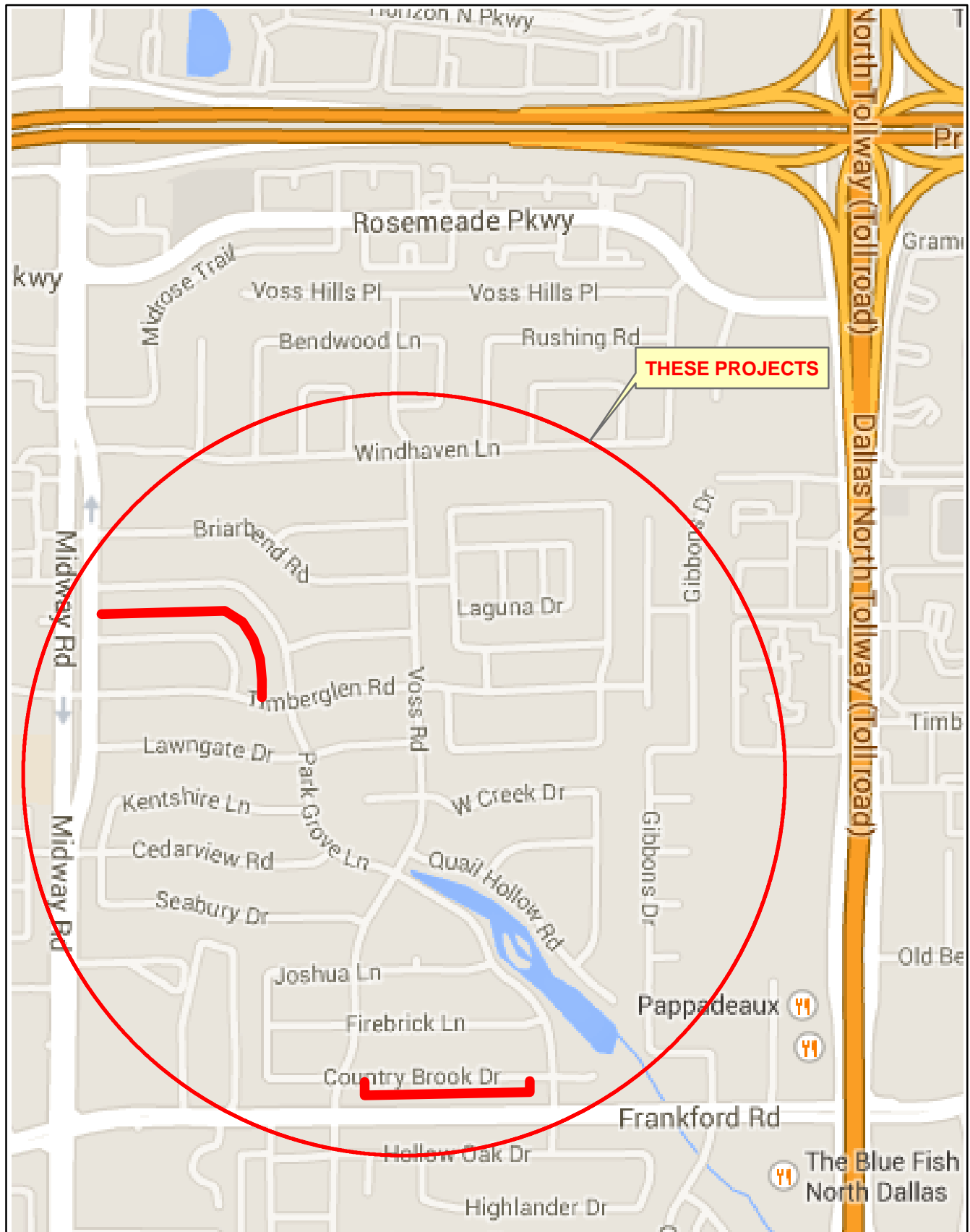
None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$31,000.00	26.28%	\$31,000.00	26.28%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$86,938.19	73.72%	\$86,938.19	73.72%
Total	\$117,938.19	100.00%	\$117,938.19	100.00%

ALLEY RECONSTRUCTION GROUP 12-2034

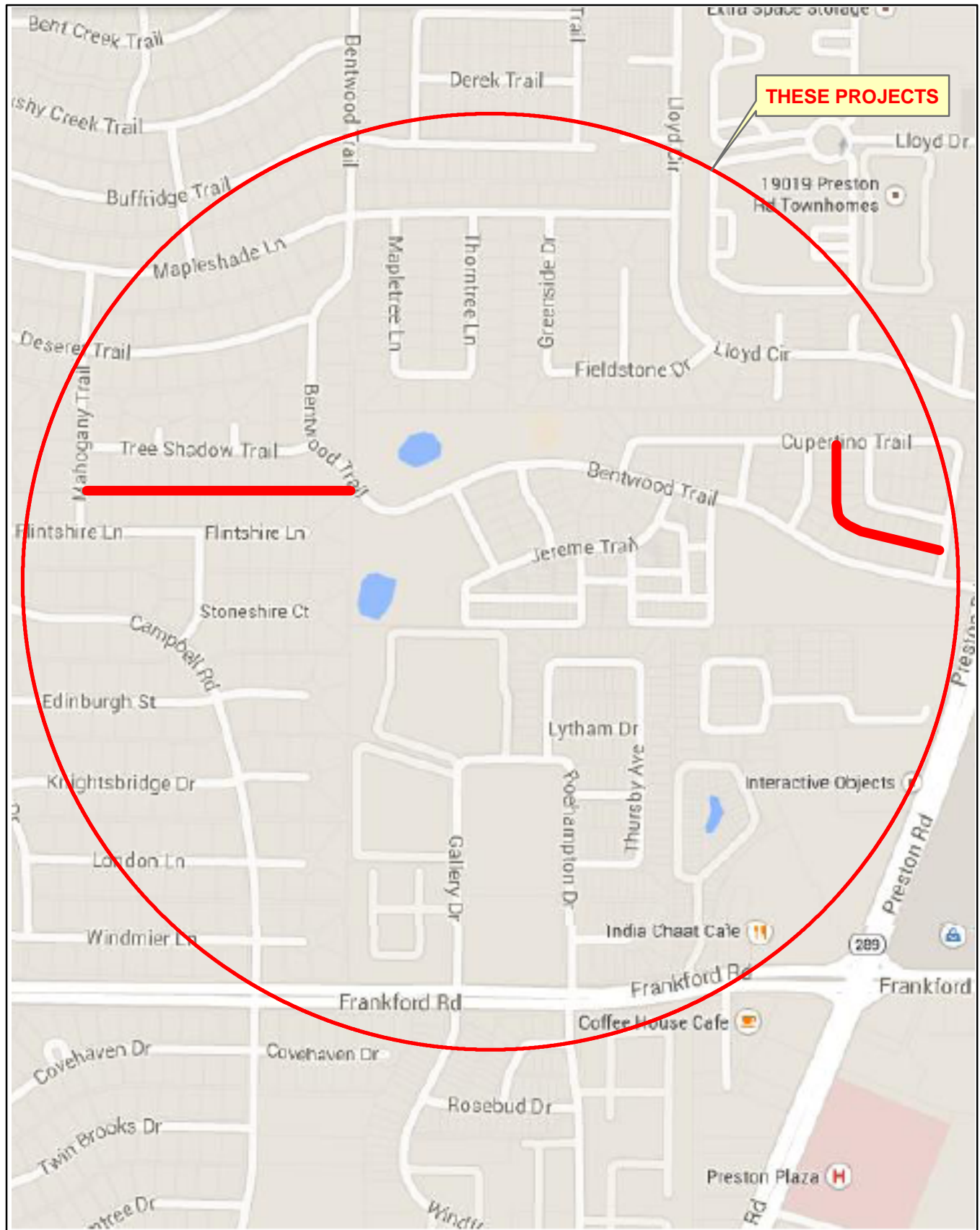
- ALLEY BETWEEN PARK GROVE LN. & KIRKMEADOW LN.
FROM 4007 KIRKMEADOW LN. TO 18627 PARK GROVE LN.
- ALLEY BEHIND COUNTRY BROOK DR.
FROM 4204 COUNTRY BROOK DR. TO 4328 COUNTRY BROOK DR.



MAPSCO 4B, F & G

ALLEY RECONSTRUCTION GROUP 12-2034

- ALLEY BETWEEN TREE SHADOW TRAIL & FLINTSHIRE COURT
FROM 5902 TREE SHADOW TRAIL TO BENTWOOD TRAIL
- ALLEY BETWEEN GRAY WOLF TRAIL & BENTWOOD TRAIL
FROM CUPERTINO TRAIL TO CUPERTINO TRAIL



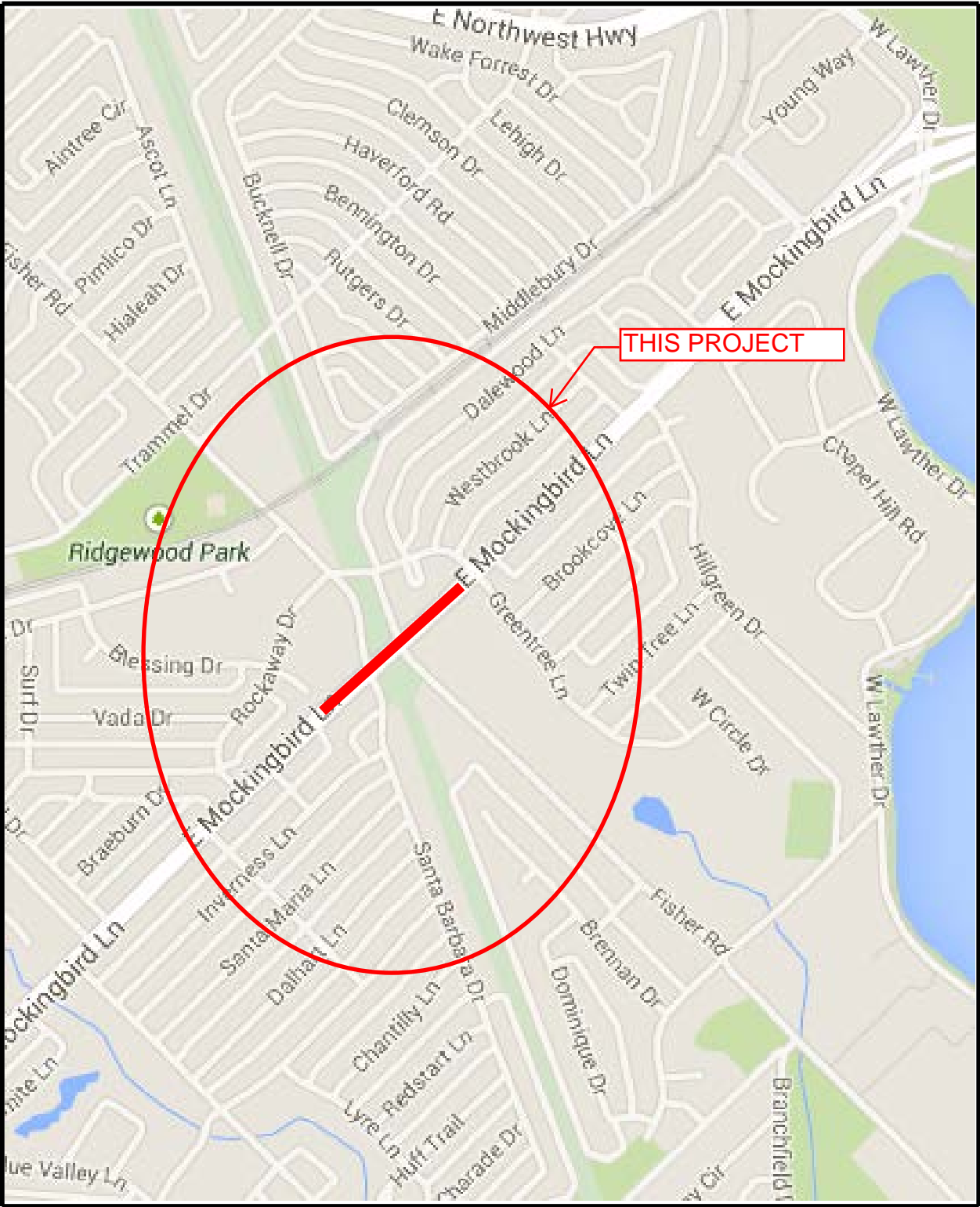
MAPSCO 5B & 5C

**-ALLEY BETWEEN HILTON HEAD DR. & RIVER HILL CIR.
FROM 5211 HILTON HEAD DR. TO 4274 RIVER HILL DR.**

**-ALLEY BETWEEN HILTON HEAD DR. & HARBOR TOWN DR.
FROM 5310 HILTON HEAD DR. TO 5323 HARBOR TOWN DR.**



MOCKINGBIRD LANE BRIDGE @ SANTA BARBARA DRIVE



MAPSCO 37E

February 25, 2015

WHEREAS, VRX, Inc. was selected to provide the engineering design for Alley Reconstruction Group 12-2034 and bridge repairs of the Mockingbird Lane Bridge at Santa Barbara Drive.

Now, Therefore,

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

Section 1. That the City Manager is hereby authorized to enter into a contract with VRX, Inc. for engineering design services for Alley Reconstruction Group 12-2034 and repair of the Mockingbird Lane Bridge at Santa Barbara Drive in the amount of \$117,938.19, after it has been approved as to form by the City Attorney.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in accordance with the terms and conditions of the contract from:

Street and Transportation Improvements Fund
Fund 1U22, Department PBW, Unit S241, Act. AREC
Obj. 4111, Program #PB12S241, CT PBW12S241E1
Vendor #VS0000017391, in an amount not to exceed \$ 19,949.33

Street and Transportation Improvements Fund
Fund 1U22, Department PBW, Unit S254, Act. AREC
Obj. 4111, Program #PB12S254, CT PBW12S241E1
Vendor #VS0000017391, in an amount not to exceed \$ 15,356.60

Street and Transportation Improvements Fund
Fund 1U22, Department PBW, Unit S260, Act. AREC
Obj. 4111, Program #PB12S260, CT PBW12S241E1
Vendor #VS0000017391, in an amount not to exceed \$ 14,021.66

Street and Transportation Improvements Fund
Fund 1U22, Department PBW, Unit S261, Act. AREC
Obj. 4111, Program #PB12S261, CT PBW12S241E1
Vendor #VS0000017391, in an amount not to exceed \$ 15,479.28

February 25, 2015

Street and Transportation Improvements Fund Fund 2U22, Department PBW, Unit S294, Act. AREC Obj. 4111, Program #PB12S294, CT PBW12S241E1 Vendor #VS0000017391, in an amount not to exceed	\$ 28,856.99
Street and Transportation Improvements Fund Fund 2U22, Department PBW, Unit S307, Act. AREC Obj. 4111, Program #PB12S307, CT PBW12S241E1 Vendor #VS0000017391, in an amount not to exceed	\$ 20,180.86
Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit P940, Act. BRAM Obj. 4111, Program #PB06P940, CT PBW12S241E1 Vendor #VS0000017391, in an amount not to exceed	<u>\$ 4,093.47</u>
Total amount not to exceed	\$117,938.19

Section 3. 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.

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2, 14
DEPARTMENT: Public Works Department
CMO: Jill A. Jordan, P.E., 670-5299
MAPSCO: 46B C

SUBJECT

Authorize a contract with FNH Construction LLC, lowest responsible bidder of six, for the street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street - Not to exceed \$1,102,853 - Financing: 2006 Bond Funds (\$137,878) and General Obligation Commercial Paper Funds (\$964,975)

BACKGROUND

The Munger Boulevard project was approved in the 2012 Bond Program. On September 25, 2013, Resolution No. 13-1731 authorized a professional services contract with Halff Associates, Inc. for the engineering design of the street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street. This action will authorize a construction contract for the street reconstruction thoroughfare project on Munger Boulevard from Reiger Avenue to Tremont Street.

FNH Construction LLC, has no completed contractual activities with the City of Dallas for the past three years.

ESTIMATED SCHEDULE OF PROJECT

Began Design	December 2013
Completed Design	November 2014
Begin Construction	April 2015
Complete Construction	December 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized a professional services contract for engineering services with Halff Associates, Inc. on September 25, 2013, by Resolution No. 13-1731.

FISCAL INFORMATION

2006 Bond Funds - \$137,877.50

2012 Bond Program (General Obligation Commercial Paper Funds) - \$964,975.00

Design	\$ 156,977.21
Construction (this action)	
Paving & Drainage - PBW	<u>\$1,102,852.50</u>
Total Project Cost	\$1,259,829.71

Council District

Amount

2	\$ 551,426.25
14	<u>\$ 551,426.25</u>
Total	\$1,102,852.50

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

FNH Construction LLC

Hispanic Female	0	Hispanic Male	38
African-American Female	0	African-American Male	0
Other Female	0	Other Male	0
White Female	3	White Male	8

BID INFORMATION

The following bids with quotes were received and opened on December 11, 2014:

*Denotes successful bidder(s)

BID INFORMATION (Continued)

BIDDERS

BID AMOUNT

*FNH Construction LLC 4099 McEwen Rd., Suite 610 Farmers Branch, Texas 75244	\$1,102,852.50
Jeske Construction Company	\$1,126,083.00
Tiseo Paving Company	\$1,264,297.70
Camino Construction, LP	\$1,392,649.00
Texas Standard Construction	\$1,419,960.00
Omega Contracting, Inc.	\$1,468,334.00

Original estimate: PBW - \$1,018,664.00

OWNER

FNH Construction LLC

Candace Gillespie, President

MAP

Attached.

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a contract with FNH Construction LLC, lowest responsible bidder of six, for the street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street - Not to exceed \$1,102,853 - Financing: 2006 Bond Funds (\$137,878) and General Obligation Commercial Paper Funds (\$964,975)

FNH Construction LLC is a local, minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use their own workforce.

PROJECT CATEGORY: Construction

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$1,102,852.50	100.00%
Total non-local contracts	\$0.00	0.00%
TOTAL CONTRACT	\$1,102,852.50	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
FNH Construction LLC	WFDB63087Y0915	\$1,102,852.50	100.00%
Total Minority - Local		\$1,102,852.50	100.00%

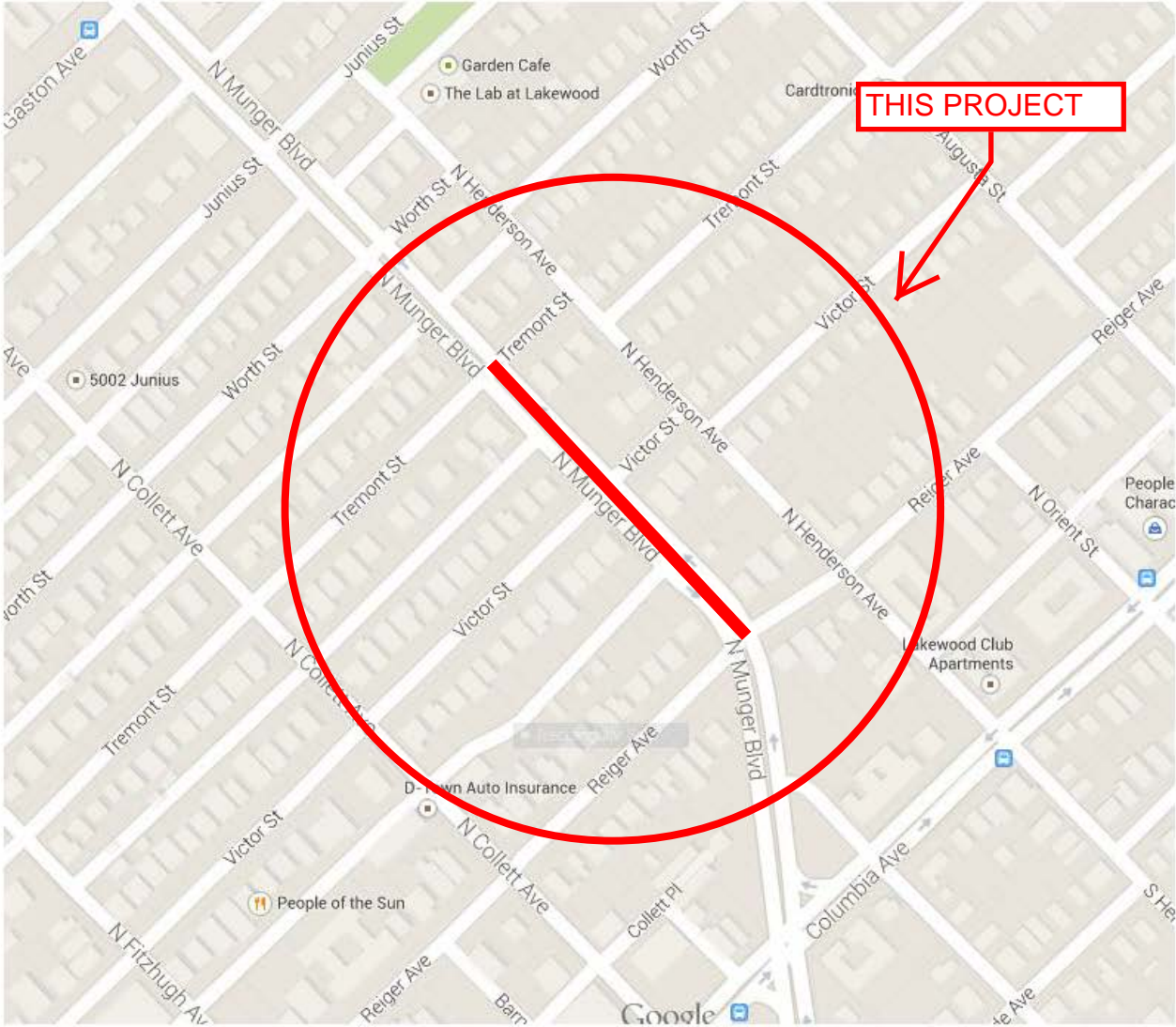
Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$1,102,852.50	100.00%	\$1,102,852.50	100.00%
Total	\$1,102,852.50	100.00%	\$1,102,852.50	100.00%

MUNGER BLVD. FROM REIGER AVE. TO TREMONT ST.



MAPSCO 46B & 46C

February 25, 2015

WHEREAS, on September 25, 2013, Resolution No. 13-1731 authorized a professional services contract with Halff Associates, Inc. for the engineering design of a street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street in an amount not to exceed \$156,977.21; and,

WHEREAS, bids were received on December 11, 2014, for the street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street as follows:

<u>BIDDERS</u>	<u>BID AMOUNT</u>
FNH Construction LLC	\$1,102,852.50
Jeske Construction Company	\$1,126,083.00
Tiseo Paving Company	\$1,264,297.70
Camino Construction, LP	\$1,392,649.00
Texas Standard Construction	\$1,419,960.00
Omega Contracting, Inc.	\$1,468,334.00

Now, Therefore,

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

Section 1. That the City Manager is hereby authorized to execute a contract with FNH Construction LLC for the street reconstruction thoroughfare project on Munger Boulevard north from Reiger Avenue to Tremont Street in an amount not to exceed \$1,102,852.50, this being the lowest responsible bid received as indicated by the tabulation of bids, after it has been approved as to form by the City Attorney.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in accordance with the terms and conditions of the contract from:

Street and Transportation Improvements Fund Fund 1T22, Department PBW, Unit S318, Act. SREC Obj. 4510, Program #PB12S318, CT PBW12S318E1 Vendor #VS85962, in amount not to exceed	\$ 137,877.50
Street and Transportation Improvements Fund Fund 3U22, Department PBW, Unit S318, Act. SREC Obj. 4510, Program #PB12S318, CT PBW12S318E1 Vendor #VS85962, in amount not to exceed	<u>\$ 964,975.00</u>
Total amount not to exceed	\$1,102,852.50

February 25, 2015

Section 3. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 14

DEPARTMENT: Public Works Department
Water Utilities

CMO: Jill A. Jordan, P.E., 670-5299
Mark McDaniel, 670-3256

MAPSCO: 45K P

SUBJECT

Authorize a contract with Gibson & Associates, Inc., lowest responsible bidder of three, for the construction of streetscape, landscape, water and wastewater adjustment improvements for Griffin Street from Young Street to Elm Street, and Browder Street Plaza from Jackson Street to Commerce Street - Not to exceed \$3,004,221 - Financing: 2006 Bond Funds (\$2,926,891) and Water Utilities Capital Construction Funds (\$77,330)

BACKGROUND

A professional services contract with Criado & Associates, Inc. for the engineering design of Streetscape Group 06-3011 was authorized by City Council on April 14, 2010. This action will authorize a contract with Gibson & Associates, Inc. for the construction of streetscape, landscape, water and wastewater adjustment improvements for Griffin Street from Young Street to Elm Street, and Browder Street Plaza from Jackson Street to Commerce Street.

The goal of this project is to enhance north/south pedestrian connectivity downtown; and the limits on Griffin Street are Young Street to Elm Street; and Browder Street Plaza from Jackson Street to Commerce Street. Improvements for this project consist of sidewalks, barrier free ramps, pedestrian lighting, streetscape, landscape, irrigation, street resurfacing, water and wastewater adjustments.

BACKGROUND (Continued)

The following chart shows Gibson & Associates, Inc. completed contractual activities for the past three years:

	<u>PBW</u>	<u>WTR</u>	<u>PKR</u>
Projects Completed	3	0	0
Change Orders	0	0	0
Projects Requiring Liquidated Damages	0	0	0
Projects Completed by Bonding Company	0	0	0

ESTIMATED SCHEDULE OF PROJECT

Began Design	April 2010
Completed Design	December 2013
Begin Construction	April 2015
Complete Construction	January 2016

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized a professional services contract with Criado & Associates, Inc. on April 14, 2010, by Resolution No. 10-0875.

FISCAL INFORMATION

2006 Bond Funds - \$2,926,890.20

Water Utilities Capital Construction Funds - \$77,330.00

Design	\$ 466,221.00
Supplemental Agreement No. 1	\$ 49,875.00
Construction (this action)	
Paving & Drainage - (PBW)	\$2,926,890.20
Water & Wastewater - (DWU)	<u>\$ 77,330.00</u>
Total	\$3,520,316.20

<u>Council District</u>	<u>Amount</u>
2	\$1,502,110.10
14	<u>\$1,502,110.10</u>
Total	\$3,004,220.20

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

Gibson & Associates, Inc.

Hispanic Female	0	Hispanic Male	57
African-American Female	1	African-American Male	2
Other Female	0	Other Male	2
White Female	3	White Male	26

BID INFORMATION

The following bids with quotes were received and opened on August 21, 2014:

*Denotes successful bidder

<u>BIDDERS</u>	<u>BID AMOUNT</u>
*Gibson & Associates, Inc. 11210 Ryliecrest Drive Balch Springs, Texas 75180	\$3,004,220.20
Axis Contracting, Inc.	\$3,024,717.00
Texas Standard Construction, Ltd.	\$3,037,928.00
Engineer's Estimate: PBW	\$2,200,000
DWU	<u>\$ 90,000</u>
Total	\$2,290,000

OWNER

Gibson & Associates, Inc.

William J. Gibson, President

MAP

Attached.

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a contract with Gibson & Associates, Inc., lowest responsible bidder of three, for the construction of streetscape, landscape, water and wastewater adjustment improvements for Griffin Street from Young Street to Elm Street, and Browder Street Plaza from Jackson Street to Commerce Street - Not to exceed \$3,004,221 - Financing: 2006 Bond Funds (\$2,926,891) and Water Utilities Capital Construction Funds (\$77,330)

Gibson & Associates, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractors.

PROJECT CATEGORY: Construction

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$2,550,220.20	84.89%
Total non-local contracts	\$454,000.00	15.11%
TOTAL CONTRACT	\$3,004,220.20	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
T & R Excavation	HMDB59237Y1114	\$103,000.00	4.04%
Axis Contracting	WFDB61919Y0515	\$951,500.00	37.31%
Total Minority - Local		\$1,054,500.00	41.35%

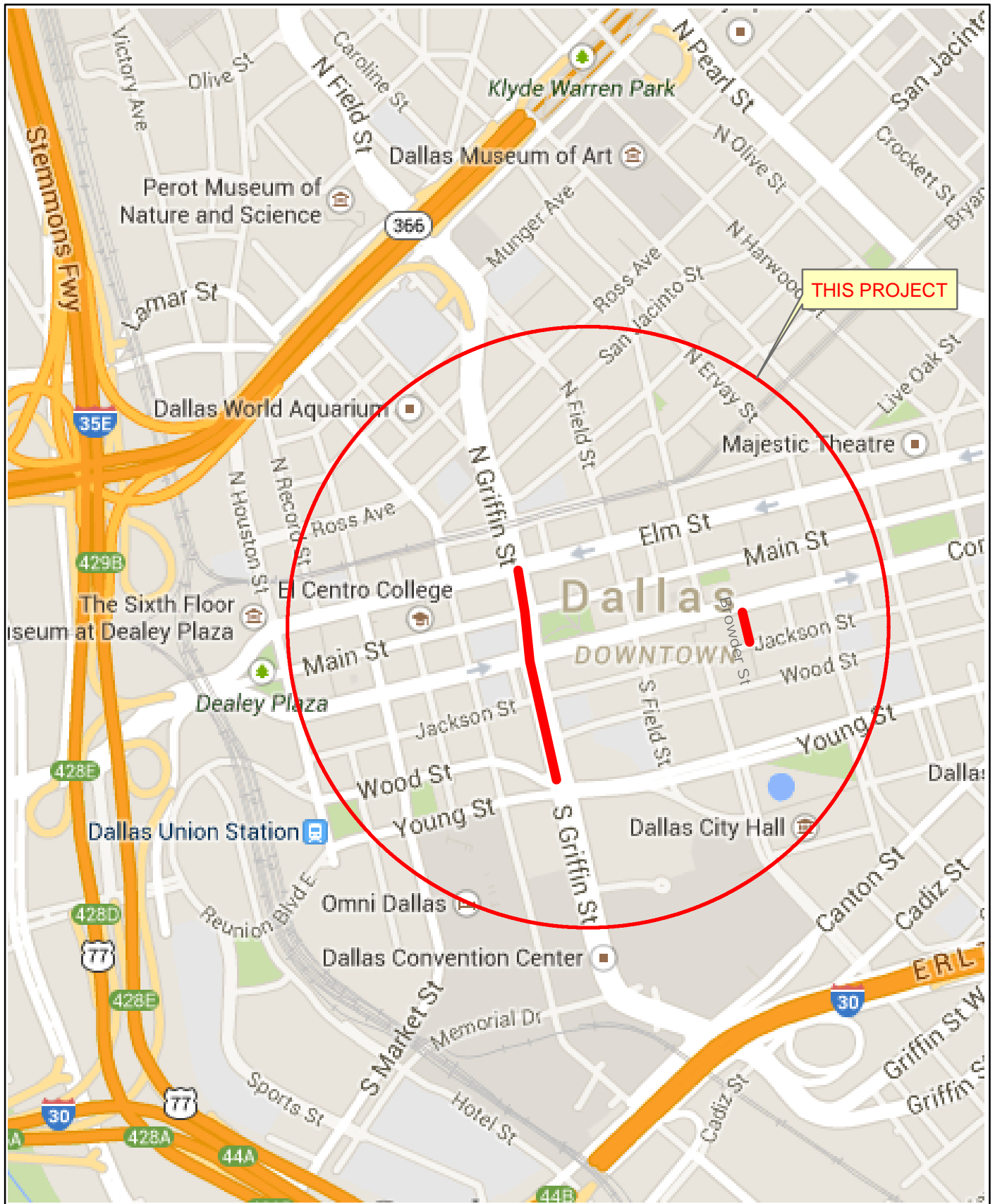
Non-Local Contractors / Sub-Contractors

<u>Non-local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
C. Green Scaping	HFDB62119Y0615	\$173,500.00	38.22%
A & A Construction	HMDB61021Y0315	\$120,000.00	26.43%
Roadmaster Striping	HMDB60153Y0215	\$18,500.00	4.07%
Total Minority - Non-local		\$312,000.00	68.72%

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$0.00	0.00%
Hispanic American	\$103,000.00	4.04%	\$415,000.00	13.81%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$951,500.00	37.31%	\$951,500.00	31.67%
	<hr/>	<hr/>	<hr/>	<hr/>
Total	\$1,054,500.00	41.35%	\$1,366,500.00	45.49%

**GRIFFIN STREETSCAPE PROJECT
FROM YOUNG STREET TO ELM STREET**
**BROWDER STREETSCAPE PROJECT
FROM JACKSON STREET TO COMMERCE STREET**



MAPSCO 45K & 45P

February 25, 2015

WHEREAS, on April 14, 2010, Resolution No. 10-0875 authorized an engineering design contract with Criado & Associates, Inc. for the engineering design of three streetscape projects in the amount of \$466,221; and,

WHEREAS, on January 6, 2010, Administrative Action No. 10-0299 authorized an Architectural Visioning Study to Hocker Design Group in the amount of \$22,500; and,

WHEREAS, on April 1, 2014, Administrative Action No. 14-5768 authorized Supplemental Agreement No. 1 to the contract with Criado & Associates, Inc. for the revision of plans and to separate the original contract document set into two document sets in the amount of \$49,875; and,

WHEREAS, bids were received on August 21, 2014, for the construction of streetscape, landscape, water and wastewater adjustment improvements for Griffin Street from Young Street to Elm Street, and Browder Street Plaza from Jackson Street to Elm Street as follows:

<u>BIDDERS</u>	<u>BID AMOUNT</u>
Gibson and Associates, Inc.	\$3,004,220.20
Axis Contracting, Inc.	\$3,024,717.00
Texas Standard Construction, Ltd.	\$3,037,928.00

Now, Therefore,

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

Section 1. That the City Manager is hereby authorized to execute a contract with Gibson and Associates, Inc. for the construction of streetscape, landscape, water and wastewater adjustment improvements for Griffin Street from Young Street to Elm Street, and Browder Street Plaza from Jackson Street to Elm Street in an amount not to exceed \$3,004,220.20, this being the lowest responsive bid received as indicated by the tabulation of bids, after it has been approved as to form by the City Attorney.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in accordance with the terms and conditions of the contract from:

Street and Transportation Improvements Fund	
Fund 2T22, Department PBW, Unit U738, Act. SSUD	
Obj. 4510, Program #PB06U738, CT PBW06U738D1	
Vendor #230445, in an amount not to exceed	\$2,733,060.00

February 25, 2015**Section 2.** (Continued)

Street and Transportation Improvements Fund
Fund 1T22, Department PBW, Unit U738, Act. SSUD
Obj. 4510, Program #PB06U738, CT PBW06U738D1
Vendor #230445, in an amount not to exceed \$ 193,830.20

Water Construction Fund
Fund 0102, Department DWU, Unit CW42
Obj. 3221, Program #714411X, CT PBW714411EN
Vendor #230445, in an amount not to exceed \$ 59,290.00

Wastewater Construction Fund
Fund 0103, Department DWU, Unit CS42
Obj. 3222, Program #714412X, CT PBW714412EN
Vendor #230445, in an amount not to exceed \$ 18,040.00

Total amount not to exceed \$3,004,220.20

Section 3. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 11

DEPARTMENT: Public Works Department
Water Utilities

CMO: Jill A. Jordan, P.E., 670-5299
Mark McDaniel, 670-3256

MAPSCO: 6W 16A

SUBJECT

Authorize a contract with Jeske Construction Company, lowest responsible bidder of five, for alley reconstruction improvements of Alley Reconstruction Groups 12-2038 and 12-2039 (list attached) - Not to exceed \$1,813,789 - Financing: 2006 Bond Funds (\$1,703,956), 2012 Bond Funds (\$31,267), Water Utilities Capital Construction Funds (\$8,670) and Water Utilities Capital Improvement Funds (\$69,896)

BACKGROUND

A professional services contract with Urban Engineers, Inc. for the engineering design of Alley Reconstruction Group 12-2039, which consists of four alley reconstruction projects, was authorized on September 25, 2013. A professional services contract with Stream Water Group, Inc. for the engineering design of Alley Reconstruction Group 12-2038, which consists of six alley reconstruction projects, was authorized on December 11, 2013. For better scale of economy and ease of management, these two groups will be combined into one construction contract. This action will authorize a construction contract for Alley Reconstruction Groups 12-2038 and 12-2039.

The following chart shows completed contractual activities for the past three years:

	<u>PBW</u>	<u>WTR</u>	<u>PKR</u>
Projects Completed	8	0	0
Change Orders	0	0	0
Projects Requiring Liquidated Damages	0	0	0
Projects Completed by Bonding Company	0	0	0

ESTIMATED SCHEDULE OF PROJECT

Began Design	December 2013
Completed Design	November 2014
Begin Construction	April 2015
Complete Construction	December 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized a professional services contract for engineering services with Urban Engineers, Inc. dba Urban Services, Inc. on September 25, 2013, by Resolution No. 13-1731.

Authorized a professional services contract for engineering services with Stream Water Group, Inc. on December 11, 2013, by Resolution 13-2071.

FISCAL INFORMATION

2006 Bond Funds - \$1,703,956.19

2012 Bond Funds - \$31,266.21

Water Utilities Capital Construction Funds - \$8,670.00

Water Utilities Capital Improvement Funds - \$69,896.00

Design	\$ 198,937.21
Construction (this action)	
Paving & Drainage - PBW	\$1,735,222.40
Water and Wastewater - DWU	<u>\$ 78,566.00</u>
Total Project Cost	\$2,012,725.61

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

Jeske Construction Company

Hispanic Female	0	Hispanic Male	16
African-American Female	0	African-American Male	4
Other Female	0	Other Male	0
White Female	1	White Male	5

BID INFORMATION

The following bids with quotes were received and opened on December 18, 2014:

*Denotes successful bidder(s)

<u>BIDDERS</u>	<u>BID AMOUNT</u>
*Jeske Construction Company P. O. Box 59025 Dallas, Texas 75229	\$1,813,788.40
Ken-Do Contracting, LP	\$2,007,761.25
Omega Contracting, Inc.	\$2,020,290.89
Camino Construction, LP	\$2,168,817.00
Axis Contracting, Inc.	\$2,249,638.70

Original estimate: PBW - \$2,139,796.58

OWNER

Jeske Construction Company

Steve Jeske, President

MAP

Attached.

Construction Contract for Alley Reconstruction Improvements

<u>Project</u>	<u>Council District</u>	<u>Amount</u>
<u>Alley Reconstruction Group 12-2038</u>		
Alley between El Padre Lane (7707-7747) and El Santo Lane (7706-7746)	11	\$133,549.00
Alley between Fallmeadow Lane (7612-7668) and Meandering Way (14800-14800)	11	\$161,919.00
Alley between Hillfawn Circle (7905-7947) and Woodstone Lane (7938-7992)	11	\$121,779.80
Alley between Roundrock Road (7707-7823) and Briaridge Road (7708-7820)	11	\$139,265.80
Alley between Spring Creek Road (15408-15432) and Fallmeadow Lane (7927-7931)	11	\$ 74,812.20
Alley between Spring Creek Road (14906-15022) and Hillfawn Circle (7906-7916)	11	\$148,271.40
<u>Alley Reconstruction Group 12-2039</u>		
Alley between Arapaho Road (7630-7630) and El Padre Lane (7707-7707) from Arapaho Road to La Cosa Drive	11	\$261,910.20
Alley between La Cosa Drive (7604-7760) and Chalkstone Drive (7605-7747) from 7804 La Cosa Drive to Spring Creek Road	11	\$369,299.00
Alley between La Cosa Drive (7705-7761) and El Padre Lane (7706-7746) from 7705 La Cosa Drive to Spring Creek Road	11	\$121,037.00
Alley between La Cosa Drive (7804-7960) and Fallmeadow Lane (7931-7997) from Spring Creek Road to Coit Road	11	\$281,945.00

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize a contract with Jeske Construction Company, lowest responsible bidder of five, for alley reconstruction improvements of Alley Reconstruction Groups 12-2038 and 12-2039 (list attached) - Not to exceed \$1,813,789 - Financing: 2006 Bond Funds (\$1,703,956), 2012 Bond Funds (\$31,267), Water Utilities Capital Construction Funds (\$8,670) and Water Utilities Capital Improvement Funds (\$69,896)

Jeske Construction Company is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractors.

PROJECT CATEGORY: Construction

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$1,764,954.90	97.31%
Total non-local contracts	\$48,833.50	2.69%
TOTAL CONTRACT	\$1,813,788.40	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Logan Trucking	BMMB63584N1116	\$72,450.00	4.10%
Flow Line Utilities	HMMB61778N0215	\$110,356.00	6.25%
Woe Construction	WFWB77825N0515	\$4,900.00	0.28%
Total Minority - Local		\$187,706.00	10.64%

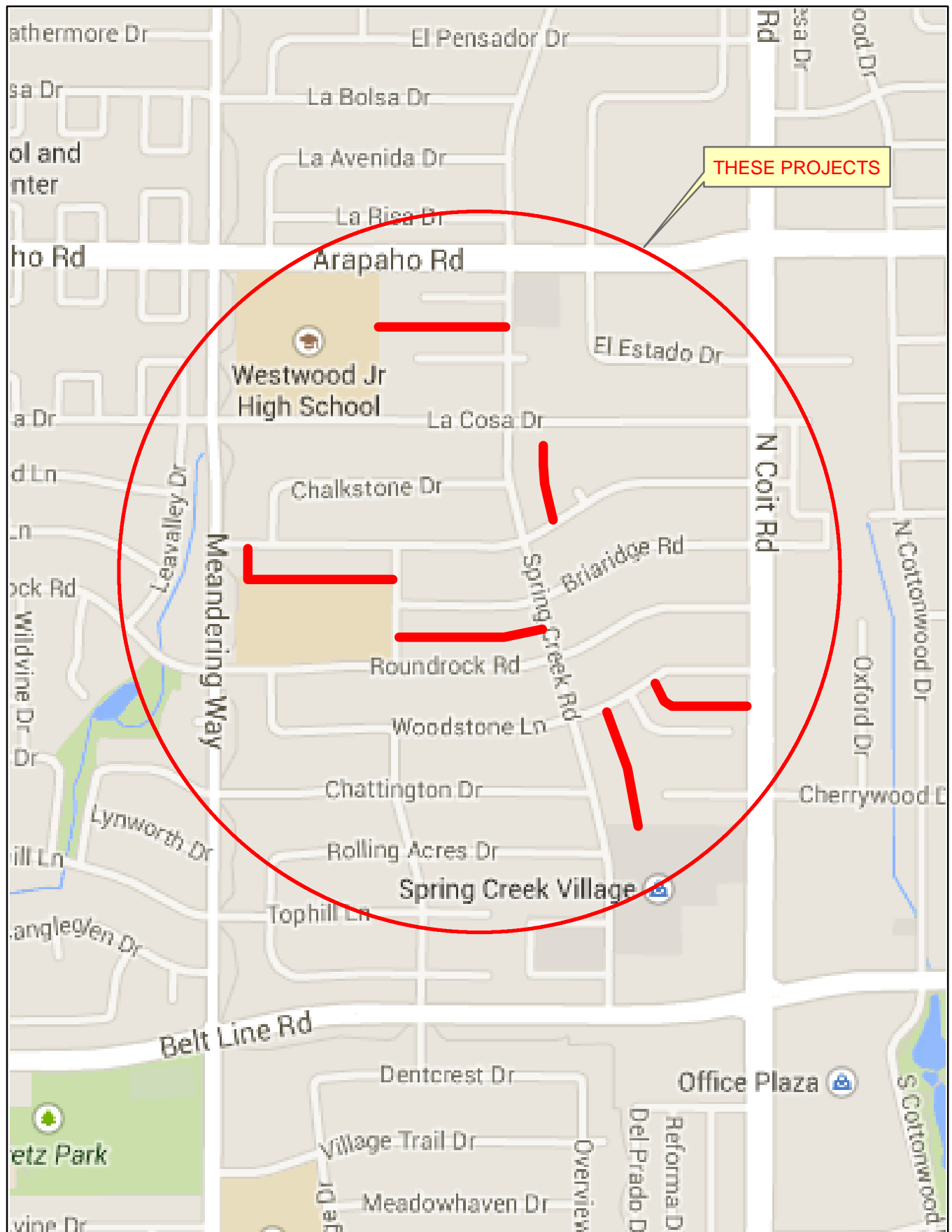
Non-Local Contractors / Sub-Contractors

<u>Non-local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
C Greenscaping	HFDB62119Y0615	\$20,703.50	42.40%
Champion Solution	WFDB62179Y0615	\$25,000.00	51.19%
MMG Building & Construction	WFWB62284N0616	\$1,670.00	3.42%
Buyers Barricades	WFDB61106Y0415	\$1,460.00	2.99%
Total Minority - Non-local		\$48,833.50	100.00%

TOTAL M/WBE CONTRACT PARTICIPATION

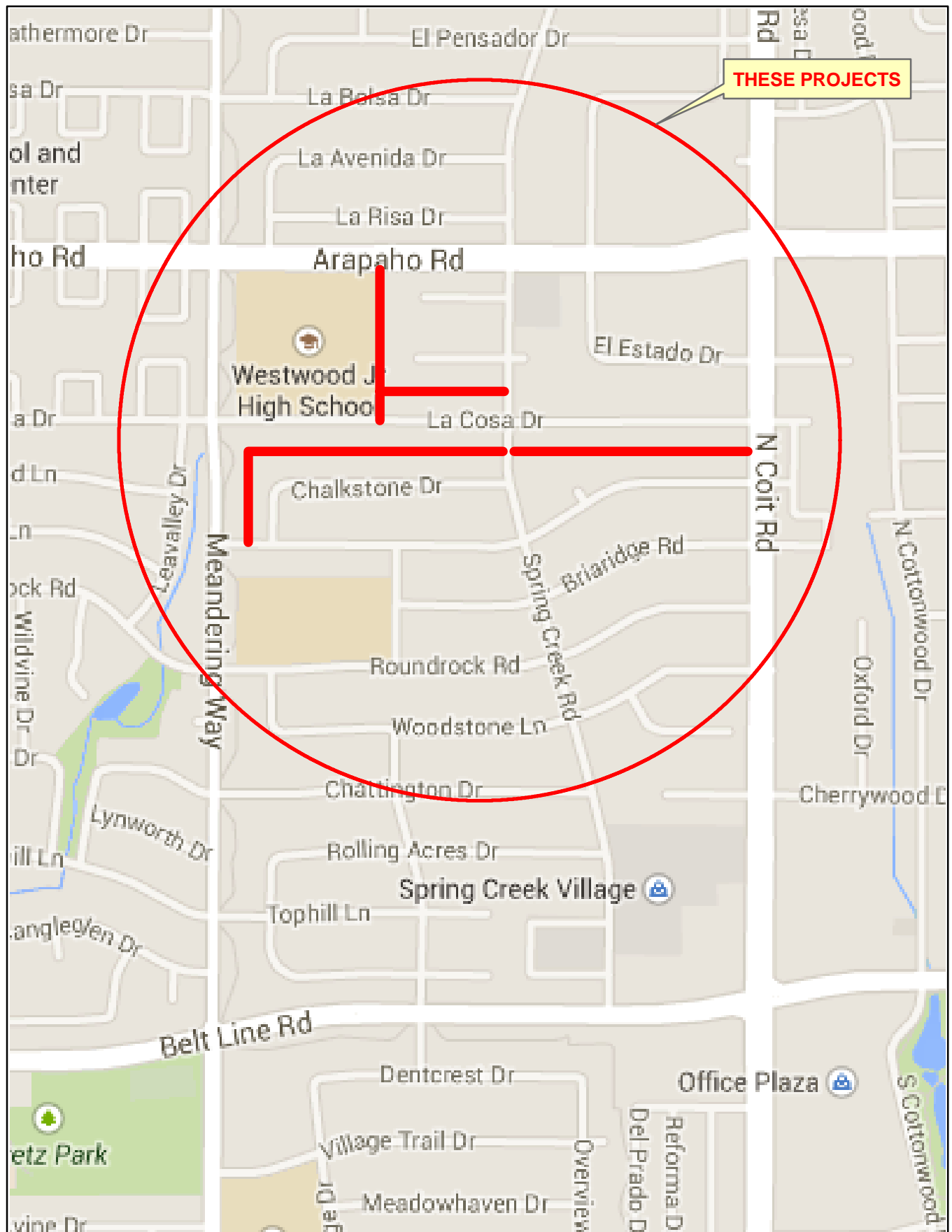
	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$72,450.00	4.10%	\$72,450.00	3.99%
Hispanic American	\$110,356.00	6.25%	\$131,059.50	7.23%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$4,900.00	0.28%	\$33,030.00	1.82%
Total	\$187,706.00	10.64%	\$236,539.50	13.04%

ALLEY RECONSTRUCTION GROUP 12-2038



MAPSCO 6W & 16A

ALLEY RECONSTRUCTION GROUP 12-2039



MAPSCO 6W & 16A

February 25, 2015

WHEREAS, on September 25, 2013, Resolution No. 13-1731 authorized a professional services contract with Urban Engineers, Inc. for the engineering design services for Alley Reconstruction Group 12-2039 which consists of four alley reconstruction improvements projects in an amount not to exceed \$114,368.00; and,

WHEREAS, on December 11, 2013, Resolution No. 13-2017 authorized a professional services contract with Stream Water Group, Inc. for the engineering design services for Alley Reconstruction Group 12-2038 which consists of six alley reconstruction improvements projects in an amount not to exceed \$84,569.21; and,

WHEREAS, bids were received on December 18, 2014, for alley reconstruction improvements of Alley Reconstruction Groups 12-2038 and 12-2039 as follows:

<u>BIDDERS</u>	<u>BID AMOUNT</u>
Jeske Construction Company	\$1,813,788.40
Ken-Do Contracting, LP	\$2,007,761.25
Omega Contracting, Inc.	\$2,020,290.89
Camino Construction, LP	\$2,168,817.00
Axis Contracting, Inc.	\$2,249,638.70

Now, Therefore,

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

Section 1. That the City Manager is hereby authorized to execute a contract with Jeske Construction Company for alley reconstruction improvements of Alley Reconstruction Groups 12-2038 and 12-2039 in an amount not to exceed \$1,813,788.40, this being the lowest responsible bid received as indicated by the tabulation of bids, after it has been approved as to form by the City Attorney.

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in accordance with the terms and conditions of the contract from:

Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S250, Act. AREC Obj. 4510, Program #PB12S250, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 133,549.00
---	---------------

Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S252, Act. AREC Obj. 4510, Program #PB12S252, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 161,919.00
---	---------------

February 25, 2015

Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S259, Act. AREC Obj. 4510, Program #PB12S259, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 121,779.80
Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S297, Act. AREC Obj. 4510, Program #PB12S297, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 139,265.80
Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S303, Act. AREC Obj. 4510, Program #PB12S303, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 74,812.20
Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S302, Act. AREC Obj. 4510, Program #PB12S302, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 148,271.40
Street and Transportation Improvements Fund Fund 1U22, Department PBW, Unit S216, Act. AREC Obj. 4510, Program #PB12S216, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 7,288.27
Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S216, Act. AREC Obj. 4510, Program #PB12S216, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 176,055.93
Street and Transportation Improvements Fund Fund 1U22, Department PBW, Unit S270, Act. AREC Obj. 4510, Program #PB12S270, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 9,596.80
Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S270, Act. AREC Obj. 4510, Program #PB12S270, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 359,702.20
Street and Transportation Improvements Fund Fund 1U22, Department PBW, Unit S271, Act. AREC Obj. 4510, Program #PB12S271, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 3,500.27

February 25, 2015

Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S271, Act. AREC Obj. 4510, Program #PB12S271, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 117,536.73
Street and Transportation Improvements Fund Fund 1U22, Department PBW, Unit S272, Act. AREC Obj. 4510, Program #PB12S272, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 10,880.87
Street and Transportation Improvements Fund Fund 2T22, Department PBW, Unit S272, Act. AREC Obj. 4510, Program #PB12S272, CT PBW12S216E1 Vendor #083791, in amount not to exceed	\$ 271,064.13
Wastewater Construction Fund Fund 0103, Department DWU, Unit CS42 Obj. 3222, Program #715054X, CT PBW715054EN Vendor #083791, in amount not to exceed	\$ 8,670.00
Wastewater Capital Improvement Fund Fund 3116, Department DWU, Unit PS42 Obj. 4560, Program #715054, CT PBW715054CP Vendor #083791, in amount not to exceed	<u>\$ 69,896.00</u>
Total amount not to exceed	\$1,813,788.40

Section 3. 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.

AGENDA ITEM # 51

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): Outside City Limits

DEPARTMENT: Sustainable Development and Construction
Water Utilities

CMO: Ryan S. Evans, 671-9837
Mark McDaniel, 670-3256

MAPSCO: N/A

SUBJECT

Authorize acquisition from James Monroe and Doris Monroe, of approximately 28,128 square feet of land located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project - Not to exceed \$17,194 (\$14,194, plus closing costs and title expenses not to exceed \$3,000) - Financing: Water Utilities Capital Improvement Funds (\$15,194) and Water Utilities Capital Construction Funds (\$2,000)

BACKGROUND

This item authorizes the acquisition of approximately 28,128 square feet of land located in Kaufman County. This property will be used for the construction of a 144-inch raw water transmission line for the Lake Tawakoni 144-inch Pipeline Project. The consideration to be paid, includes \$12,914 for the land based on an independent appraisal and \$1,280 for the cost of a gate on the property, as approved by Dallas Water Utilities.

This acquisition is part of the right of way required to construct approximately 32 miles of pipeline from Lake Tawakoni to the Interim Balancing Reservoir located in Terrell, TX and then to the Eastside Water Treatment Plant located in Sunnyvale, TX. The new raw water pipeline will augment the existing 72-inch and 84-inch pipelines. The construction of this pipeline will give Dallas Water Utilities the ability to utilize the full capacity of both the Lake Tawakoni and the Lake Fork raw water supply to meet the current city needs and future water demands.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

Water Utilities Capital Improvement Funds - \$15,194 (\$14,194, plus closing costs and title expenses not to exceed \$1,000)

Water Utilities Capital Construction Funds - \$2,000 (closing costs and title expenses)

OWNERS

James Monroe

Doris Monroe

MAP

Attached

VICINITY MAP
APPROXIMATE SCALE 1" = 2000'

February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS PURCHASE FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Approximately 28,128 square feet of land located in Kaufman County, Texas, and being the same property more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes, and any and all improvements, rights and appurtenances appertaining thereto.

"PROJECT": Lake Tawakoni 144-inch Raw Water Transmission Pipeline

"USE": The installation, use, and maintenance of a pipeline or lines for the transmission of treated water together with such appurtenant facilities as may be necessary provided, however, to the extent fee title to the PROPERTY is acquired, such title and the PROPERTY shall not be limited to or otherwise deemed restricted to the USE herein provided.

"PROPERTY INTEREST": Fee Simple, subject to the exceptions, reservations, covenants, conditions and/or interests, if any provided in the form instrument more particularly described in Exhibit "B" attached hereto and made a part hereof for all purposes.

"OWNER": James Monroe and Doris Monroe, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"PURCHASE AMOUNT": \$14,194

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$3,000

"AUTHORIZED AMOUNT": Not to exceed \$17,194

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

February 25, 2015

SECTION 2. That public necessity requires that CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

SECTION 3. That the City Manager, and/or the City Manager's designees, is hereby authorized and directed to consummate and accept the purchase, grant, and conveyance to CITY of the PROPERTY INTEREST in and to the PROPERTY pursuant to the conveyancing instrument substantially in the form described in Exhibit "B", attached hereto and made a part hereof for all purposes, and approved as to form by the City Attorney and to execute, deliver and receive such other usual and customary documents necessary, appropriate and convenient to consummating this transaction.

SECTION 4. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 5. That OWNER has been provided with a copy of the Landowner's Bill of Rights as contemplated by applicable state statute.

SECTION 6. That in the event this acquisition closes, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, or the then current owner of record, or the title company closing the transaction described herein in the PURCHASE AMOUNT and CLOSING COSTS AND TITLE EXPENSES payable out of Water Utilities Capital Improvement Funds (\$15,194), Fund No. 2115, Department DWU, Unit PW20, Program No. 704041, Object 4210, Encumbrance No. CTDWU704041HN, Water Utilities Capital Construction Funds (\$2,000), Fund No. 0102, Department DWU, Unit CW20, Program No. 704041, Object 4210, Encumbrance No. CTDWU704041HR. The PURCHASE AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 7. That CITY is to have possession and/or use, as applicable, of the PROPERTY at closing; and CITY will pay any title expenses and closing costs. All costs and expenses described in this section shall be paid from the previously described funds.

February 25, 2015

SECTION 8. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY



Assistant City Attorney

EXHIBIT A

FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 68

BEING a 0.6457 acre tract of land in the Juan Lopez Survey, Abstract No. 286, in Kaufman County, Texas, being part of a called 24.824 acre tract of land described in a Dependent Executrix Deed to James Monroe and wife, Doris Monroe, dated August 31, 1987, as recorded in Volume 904, Page 520, of the Deed Records of Kaufman County, Texas (D.R.K.C.T.), being more particularly described as follows:

BEGINNING at a concrete monument with brass disk stamped City of Dallas found at the northwest corner of said Monroe tract and the northeast corner of a called 28.171 acre tract of land described as Tract 3 in a Special Warranty Deed to Pamela Samantha Keats, dated January 27, 1998, as recorded in Volume 1288, Page 364, D.R.K.C.T., also being in the southeast line of a City of Dallas Water Line Right-of-Way (130' Right-of-Way), recorded in Volume 438, Page 299, D.R.K.C.T.;

THENCE North 76 degrees 38 minutes 35 seconds East, with the northwest line of said Monroe tract and the southwest line of said City of Dallas Water Line Right-of-Way, a distance of 48.80 feet to a 1 1/2-inch iron with red cap stamped "DAL-TECH" (hereinafter referred to as "with cap") set;

THENCE North 70 degrees 11 minutes 16 seconds East, with the northwest line of said Monroe tract and the southeast line of said City of Dallas Water Line Right-of-Way, a distance of 79.37 feet to a 1 1/2-inch iron rod with cap set at the northwest corner of said Monroe tract and being in the west line of Kaufman County Road No. 222 (Valley View Road) (Variable width Right-of-Way);

THENCE South 02 degrees 33 minutes 23 seconds West, departing the southeast line of said City of Dallas Water Line Right-of-Way and with the east line of said Monroe tract and the west line of said Kaufman County Road No. 222, a distance of 50.63 feet to a 1 1/2-inch iron rod with cap set;

THENCE South 00 degrees 43 minutes 47 seconds East, with the east line of said Monroe tract and the west line of said Kaufman County Road No. 222, a distance of 88.02 feet to a 1 1/2-inch iron rod with cap set;

THENCE South 70 degrees 11 minutes 16 seconds West, departing the east line of said Monroe tract and the west line of said Kaufman County Road. No. 222, a distance of 38.66 feet to a 1 1/2-inch iron rod with cap set;

THENCE South 76 degrees 38 minutes 35 seconds West, a distance of 267.87 feet to a 1 1/2-inch iron rod with cap set in the west line of said Monroe tract and the east line of said Tract 3;

THENCE North 45 degrees 05 minutes 43 seconds East, with the west line of said Monroe tract and the east line of said Tract 3, a distance of 248.47 feet to the POINT OF BEGINNING and containing 28,128 square feet or 0.6457 acres of land, more or less.

FIELD NOTES APPROVED:

Dr 2/26/14



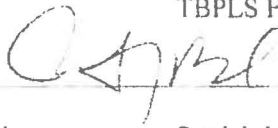
EXHIBIT A

FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 68

All bearings for this tract refer to the NAD-83 Texas State Plane Coordinate System, North Central Zone 4202, according to measurements made at NGS continuously operating reference stations Collin CORS ARP, Dallas CORS ARP, Kaufman CORS ARP, Tyler CORS ARP, and Paris CORS ARP. The Kaufman County scale factor of 1.000114077 as published by the Texas Department of Transportation, Dallas District was used for this project.

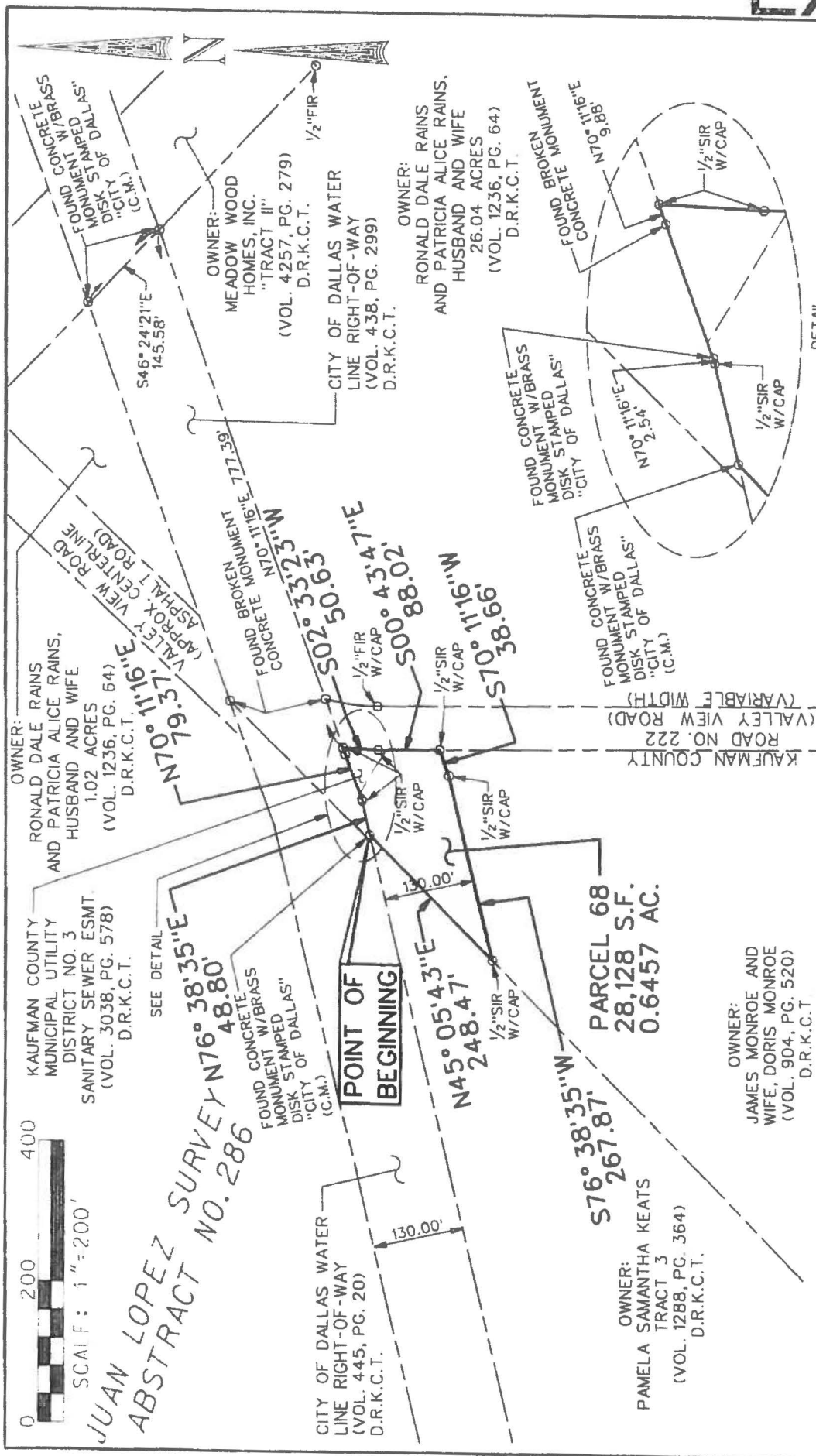
A plat of even survey date herewith accompanies this legal description.

Company Name: DAL-TECH Engineering, Inc.
TBPLS Firm No. 10123500

By:  Date: 1.21.14

Surveyor's Name: Patrick J. Baldasaro
Registered Professional Land Surveyor
Texas No. 5504





DETAIL
NOT TO SCALE

NOTE: THIS SURVEY WAS PERFORMED BASE UPON RECORD DATA PROVIDED UNDER ALAMO TITLE INSURANCE COMPANY COMMITMENT G.F. NUMBER 25767-KF08, WITH AN EFFECTIVE DATE OF OCTOBER 14, 2008.

LEGEND:

S.F.	SQUARE FEET
C.M.	CONTROL MONUMENT
O FIP	FOUND IRON PIPE
O 1/2\"SIR	1/2\" SET IRON ROD WITH A RED PLASTIC CAP STAMPED \"DAL-TECH\" OR \"DTE\"
O W/CAP	W/CAP
O SX	SET \"X\" CUT IN CONCRETE
O EPK	FOUND PK., NAIL
O SPK	SET PK., NAIL



EXHIBIT
OF A
RIGHT-OF-WAY ACQUISITION
SITUATED IN THE
JUAN LOPEZ SURVEY, ABSTRACT NO 286
KAUFMAN COUNTY TEXAS
FOR THE
CITY OF DALLAS
BY
DAL-TECH ENGINEERING, INC., 17400 DALLAS PKWY., SUITE 110
DALLAS, TEXAS 75287 TEL. (972) 250-2721 FAX (972) 250-4174

EXHIBIT B

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

WARRANTY DEED

THE STATE OF TEXAS §
COUNTY OF KAUFMAN § KNOW ALL PERSONS BY THESE PRESENTS:

That James Monroe and wife, Doris Monroe (hereinafter called "Grantor" whether one or more natural persons or legal entities) of the County of Kaufman, State of Texas, for and in consideration of the sum of FOURTEEN THOUSAND ONE HUNDRED NINETY-FOUR AND 00/100 DOLLARS (\$14,194.00) to the undersigned in hand paid by the **City of Dallas, 1500 Marilla Street, Dallas, Texas, 75201**, a Texas municipal corporation (hereinafter called "City"), the receipt of which is hereby acknowledged and confessed, has granted, sold and conveyed and does hereby grant, sell and convey unto City, its successors and assigns, all of the property described in Exhibit "A", attached hereto and made a part hereof by reference for all purposes.

SPECIAL PROVISIONS: NONE

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto City, its successors and assigns forever, and Grantor binds Grantor and Grantor's heirs, executors, administrators or successors, to Warrant and Forever Defend all and singular the said premises unto City, its successors and assigns, against every person whomsoever lawfully claiming, or to claim the same or any part thereof.

EXECUTED this _____ day of _____, _____.

James Monroe

Approved As To Form:
WARREN M. S. ERNST,
City Attorney

By: _____

Assistant City Attorney

Doris Monroe

* * * * *

STATE OF TEXAS '
COUNTY OF KAUFMAN '

This instrument was acknowledged before me on _____
by James Monroe.

Notary Public, State of TEXAS

* * * * *

STATE OF TEXAS '
COUNTY OF KAUFMAN '

This instrument was acknowledged before me on _____
by Doris Monroe.

Notary Public, State of TEXAS

After recording return to:
City of Dallas
Department of Sustainable Development and Construction
Real Estate Division
320 East Jefferson Boulevard, Room 203
Dallas, Texas 75203
attn: Lisa Andrews

Warranty Deed Log No. 40407

FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 68

BEING a 0.6457 acre tract of land in the Juan Lopez Survey, Abstract No. 286, in Kaufman County, Texas, being part of a called 24.824 acre tract of land described in a Dependent Executrix Deed to James Monroe and wife, Doris Monroe, dated August 31, 1987, as recorded in Volume 904, Page 520, of the Deed Records of Kaufman County, Texas (D.R.K.C.T.), being more particularly described as follows:

BEGINNING at a concrete monument with brass disk stamped City of Dallas found at the northwest corner of said Monroe tract and the northeast corner of a called 28.171 acre tract of land described as Tract 3 in a Special Warranty Deed to Pamela Samantha Keats, dated January 27, 1998, as recorded in Volume 1288, Page 364, D.R.K.C.T., also being in the southeast line of a City of Dallas Water Line Right-of-Way (130' Right-of-Way), recorded in Volume 438, Page 299, D.R.K.C.T.;

THENCE North 76 degrees 38 minutes 35 seconds East, with the northwest line of said Monroe tract and the southwest line of said City of Dallas Water Line Right-of-Way, a distance of 48.80 feet to a 1 2-inch iron with red cap stamped "DAL-TECH" (hereinafter referred to as "with cap") set;

THENCE North 70 degrees 11 minutes 16 seconds East, with the northwest line of said Monroe tract and the southeast line of said City of Dallas Water Line Right-of-Way, a distance of 79.37 feet to a 1 2-inch iron rod with cap set at the northwest corner of said Monroe tract and being in the west line of Kaufman County Road No. 222 (Valley View Road) (Variable width Right-of-Way):

THENCE South 02 degrees 33 minutes 23 seconds West, departing the southeast line of said City of Dallas Water Line Right-of-Way and with the east line of said Monroe tract and the west line of said Kaufman County Road No. 222, a distance of 50.63 feet to a 1 2-inch iron rod with cap set:

THENCE South 00 degrees 43 minutes 47 seconds East, with the east line of said Monroe tract and the west line of said Kaufman County Road No. 222, a distance of 88.02 feet to a 1 2-inch iron rod with cap set;

THENCE South 70 degrees 11 minutes 16 seconds West, departing the east line of said Monroe tract and the west line of said Kaufman County Road. No. 222, a distance of 38.66 feet to a 1 2-inch iron rod with cap set;

THENCE South 76 degrees 38 minutes 35 seconds West, a distance of 267.87 feet to a 1 2-inch iron rod with cap set in the west line of said Monroe tract and the east line of said Tract 3;

THENCE North 45 degrees 05 minutes 43 seconds East, with the west line of said Monroe tract and the east line of said Tract 3, a distance of 248.47 feet to the POINT OF BEGINNING and containing 28,128 square feet or 0.6457 acres of land, more or less.

FIELD NOTES APPROVED:

Handwritten signature



FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 68

All bearings for this tract refer to the NAD-83 Texas State Plane Coordinate System, North Central Zone 4202, according to measurements made at NGS continuously operating reference stations Collin CORS ARP, Dallas CORS ARP, Kaufman CORS ARP, Tyler CORS ARP, and Paris CORS ARP. The Kaufman County scale factor of 1.000114077 as published by the Texas Department of Transportation, Dallas District was used for this project.

A plat of even survey date herewith accompanies this legal description

Company Name: DAL-TECH Engineering, Inc.
TBPLS Firm No. 10123500

By: _____

Date: _____

Surveyor's Name:

Patrick J. Baldasaro
Registered Professional Land Surveyor
Texas No. 5504





JUAN LOPEZ SURVEY NO. 286
ABSTRACT NO. 286

KAUFMAN COUNTY
 MUNICIPAL UTILITY
 DISTRICT NO. 3
 SANITARY SEWER ESMT.
 (VOL. 3038, PG. 578)
 D.R.K.C.T.

OWNER:
 RONALD DALE RAINS
 AND PATRICIA ALICE RAINS,
 HUSBAND AND WIFE
 1.02 ACRES
 (VOL. 1236, PG. 64)
 D.R.K.C.T.

OWNER:
 MEADOW WOOD
 HOMES, INC.
 "TRACT II"
 (VOL. 4257, PG. 279)
 D.R.K.C.T.

CITY OF DALLAS WATER
 LINE RIGHT-OF-WAY
 (VOL. 438, PG. 299)
 D.R.K.C.T.

OWNER:
 RONALD DALE RAINS
 AND PATRICIA ALICE RAINS,
 HUSBAND AND WIFE
 26.04 ACRES
 (VOL. 1236, PG. 64)
 D.R.K.C.T.

SEE DETAIL

FOUND CONCRETE
 MONUMENT W/BRASS
 DISK STAMPED
 "CITY OF DALLAS"
 (C.M.)

**POINT OF
 BEGINNING**

CITY OF DALLAS WATER
 LINE RIGHT-OF-WAY
 (VOL. 445, PG. 20)
 D.R.K.C.T.

OWNER:
 PAMELA SAMANTHA KEATS
 TRACT 3
 (VOL. 1288, PG. 364)
 D.R.K.C.T.

PARCEL 68
28,128 S.F.
0.6457 AC.

OWNER:
 JAMES MONROE AND
 WIFE, DORIS MONROE
 (VOL. 904, PG. 520)
 D.R.K.C.T.

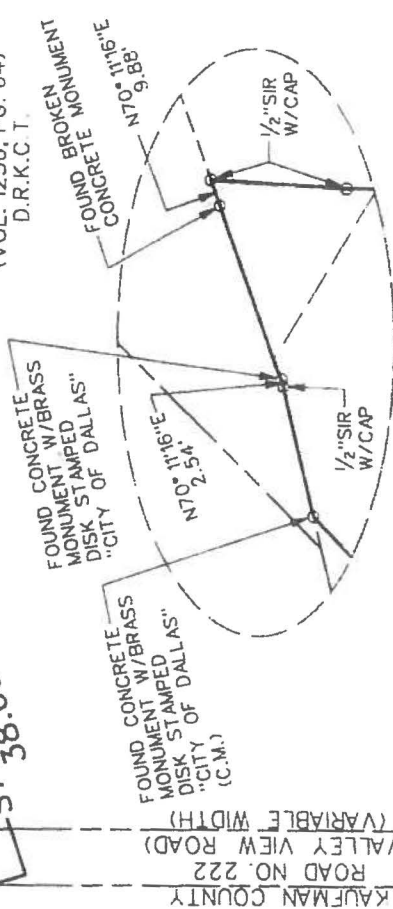


- LEGEND:**
- S.F. SQUARE FEET
 - C.M. CONTROL MONUMENT
 - O FIP FOUND IRON ROD
 - O FIP FOUND IRON PIPE
 - O 1/2" SIR 1/2" SET IRON ROD WITH A RED PLASTIC CAP STAMPED "DAL-TECH" OR "DTE"
 - O SX "DAL-TECH" OR "DTE"
 - O FBK SET "X" CUT IN CONCRETE
 - O SPK FOUND PK., NAIL
 - O SET PR. NAIL

NOTE: THIS SURVEY WAS PERFORMED BASE UPON RECORD
 DATA PROVIDED UNDER ALAM TITLE INSURANCE COMPANY
 COMMITMENT G.F. NUMBER 25767-KF08, WITH AN EFFECTIVE
 DATE OF OCTOBER 14, 2008.

ALL BEARINGS FOR THIS TRACT REFER TO THE NAD-83
 TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL
 ZONE 4202, ACCORDING TO MEASUREMENTS MADE AT NOS
 CONTINUOUSLY OPERATING REFERENCE STATIONS COLLIN
 COPS ARP, DALLAS COPS ARP, KAUFMAN COPS ARP, TYLER
 COPS ARP, AND PARIS COPS ARP. THE KAUFMAN COUNTY
 SCALE FACTOR OF 1.000114077 AS PUBLISHED BY THE
 TEXAS DEPARTMENT OF TRANSPORTATION, DALLAS
 DISTRICT WAS USED FOR THIS PROJECT.

DETAIL
 NOT TO SCALE



**EXHIBIT
 OF A
 RIGHT-OF-WAY ACQUISITION**
 SITUATED IN THE
 JUAN LOPEZ SURVEY, ABSTRACT NO. 286
 KAUFMAN COUNTY, TEXAS
 FOR THE
 CITY OF DALLAS

BY
 DAL-TECH ENGINEERING INC. 17400 DALLAS PKWY., SUITE 110
 DALLAS, TEXAS 75287 TEL. (972) 280-2271 FAX (972) 280-4774

AGENDA ITEM # 52

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): Outside City Limits

DEPARTMENT: Sustainable Development and Construction
Water Utilities

CMO: Ryan S. Evans, 671-9837
Mark McDaniel, 670-3256

MAPSCO: N/A

SUBJECT

Authorize acquisition from Early Douglas Lane, Jr. and Doris Lane, of approximately 224,775 square feet of land located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project - Not to exceed \$269,500 (\$266,000, plus closing costs and title expenses not to exceed \$3,500) - Financing: Water Utilities Capital Construction Funds

BACKGROUND

This item authorizes the acquisition of approximately 224,775 square feet of land located in Kaufman County. This property will be used for the construction of a 144-inch raw water transmission line for the Lake Tawakoni 144-inch Pipeline Project. The consideration is based on an independent appraisal.

This acquisition is part of the right of way required to construct approximately 32 miles of pipeline from Lake Tawakoni to the Interim Balancing Reservoir located in Terrell, TX and then to the Eastside Water Treatment Plant located in Sunnyvale, TX. The new raw water pipeline will augment the existing 72-inch and 84-inch pipelines. The construction of this pipeline will give Dallas Water Utilities the ability to utilize the full capacity of both the Lake Tawakoni and the Lake Fork raw water supply to meet the current city needs and future water demands.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

Water Utilities Capital Construction Funds - \$269,500 (\$266,000, plus closing costs and title expenses not to exceed \$3,500)

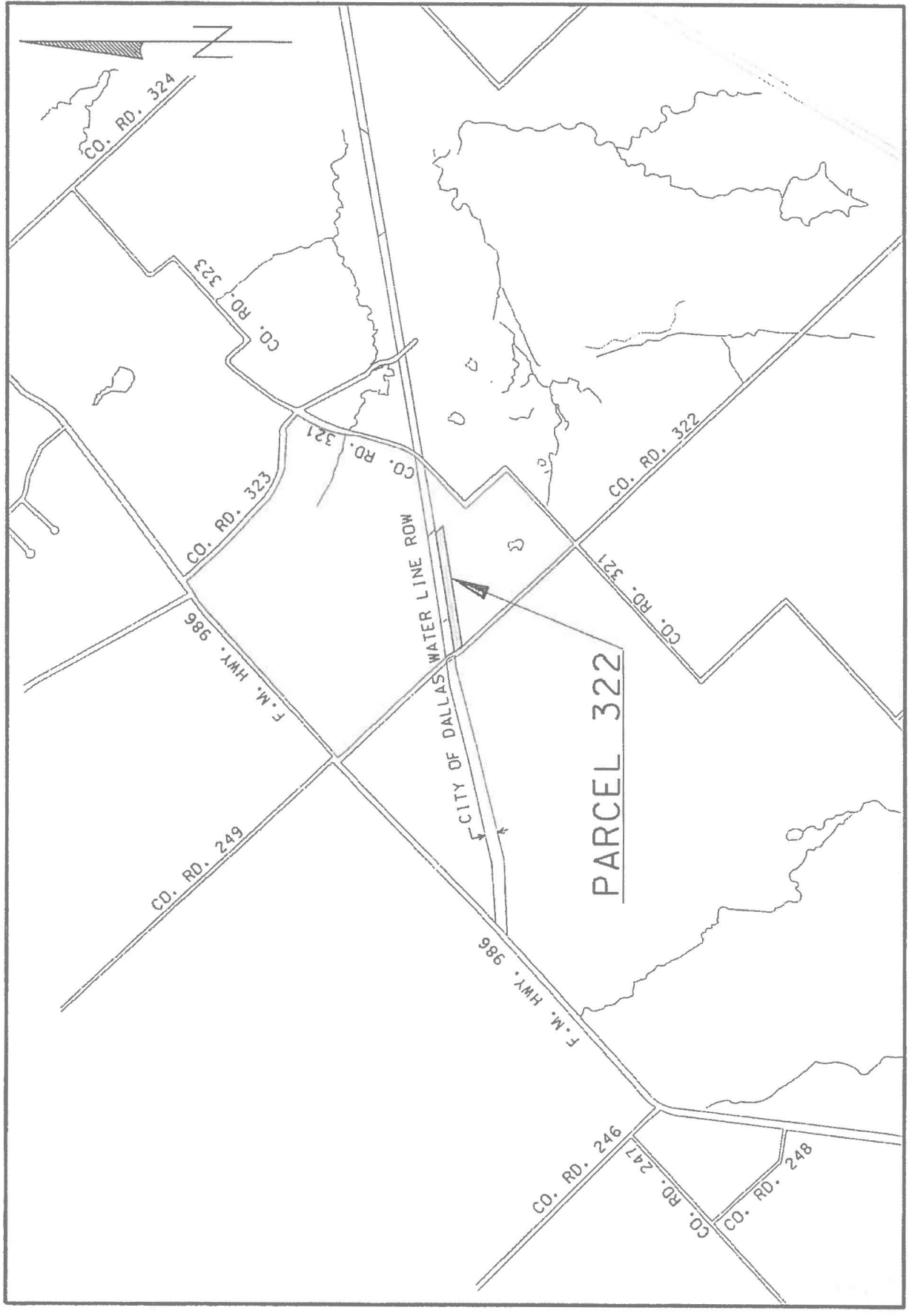
OWNERS

Early Douglas Lane, Jr.

Doris Lane

MAP

Attached



VICINITY MAP
APPROXIMATE SCALE 1" = 2000'

February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS PURCHASE FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Approximately 224,775 square feet of land located in Kaufman County, Texas, and being the same property more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes, and any and all improvements, rights and appurtenances appertaining thereto.

"PROJECT": Lake Tawakoni 144-inch Raw Water Transmission Pipeline

"USE": The installation, use, and maintenance of a pipeline or lines for the transmission of treated water together with such appurtenant facilities as may be necessary provided, however, to the extent fee title to the PROPERTY is acquired, such title and the PROPERTY shall not be limited to or otherwise deemed restricted to the USE herein provided.

"PROPERTY INTEREST": Fee Simple, subject to the exceptions, reservations, covenants, conditions and/or interests, if any provided in the form instrument more particularly described in Exhibit "B" attached hereto and made a part hereof for all purposes.

"OWNER": Early Douglas Lane, Jr. and Doris Lane, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"PURCHASE AMOUNT": \$266,000

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$3,500

"AUTHORIZED AMOUNT": Not to exceed \$269,500

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That the City Manager, and/or the City Manager's designees, is hereby authorized and directed to consummate and accept the purchase, grant, and conveyance to CITY of the PROPERTY INTEREST in and to the PROPERTY pursuant to the conveyancing instrument substantially in the form described by Exhibit "B", attached hereto and made a part hereof for all purposes, and approved as to form by the City Attorney and to execute, deliver and receive such other usual and customary documents necessary, appropriate and convenient to consummating this transaction.

SECTION 4. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 5. That OWNER has been provided with a copy of the Landowner's Bill of Rights as contemplated by applicable state statute.

SECTION 6. That in the event this acquisition closes, the City Controller is authorized and directed to draw a warrant in favor of the OWNER, or the then current owner of record, or the title company closing the transaction described herein in the PURCHASE AMOUNT and CLOSING COSTS AND TITLE EXPENSES payable out of Water Utilities Capital Construction Funds, Fund No. 0102, Department DWU, Unit CW20, Program No. 704041, Object 4210, Encumbrance No. CTDWU704041HV. The PURCHASE AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

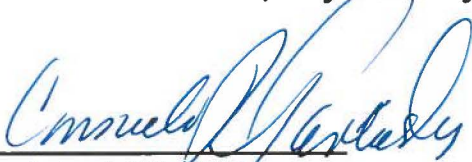
SECTION 7. That CITY is to have possession and/or use, as applicable, of the PROPERTY at closing; and CITY will pay any title expenses and closing costs. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 8. 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.

APPROVED AS TO FORM:

WARREN M. S. ERNST, City Attorney

BY


Assistant City Attorney

FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 322

BEING a 5.160 acre tract of land in the E. Turner Survey, Abstract No. 529, in Kaufman County, Texas, and being part of a called 120.08 acre tract of land described in Warranty Deed with Vendor's Lien to Early Douglas Lane, Jr., filed May 11, 1953, as recorded in Volume 369, Page 397, of the Deed Records of Kaufman County, Texas (D.R.K.C.T.), and being more particularly described as follows:

BEGINNING at 5/8-inch iron rod with cap stamped "TxDOT" found at the northeast corner of a called 4.5167 acre tract of land described as Parcel 11 in a Deed to the County of Kaufman, Texas, as recorded in Volume 3451, Page 103, D.R.K.C.T., being in the southeast line of a City of Dallas Water Line Right-of-Way (130' Right-of-Way), as recorded in Volume 473, Page 242, D.R.K.C.T.;

THENCE North 77 degrees 23 minutes 59 seconds East, with the southeast line of said City of Dallas Water Line Right-of-Way, passing at a distance of 1,697.59 feet, the southeast corner of said City of Dallas Water Line Right-of-Way and the southwest corner of a City of Dallas Water Line Right-of-Way (130' Right-of-Way) as recorded in Volume 428, Page 34, D.R.K.C.T., and continuing a total distance of 1,724.42 feet to a 1/2-inch iron rod with red cap stamped "DAL-TECH" (hereinafter referred to as "with cap") set in the northeast line of said Lane tract being at the west corner of a called 5.54 acre tract of land described as "Tract 2" in Warranty Deed with Vendor's Lien to David Celella and wife, Lauri Celella, dated March 28, 2003, as recorded in Volume 2175, Page 465, D.R.K.C.T.;

THENCE South 46 degrees 43 minutes 55 seconds East, departing the southeast line of said City of Dallas Water Line Right-of-Way and with the northeast line of said Lane tract and the southwest line of said "Tract 2", a distance of 157.05 feet to a 1/2-inch iron rod with cap set;

THENCE South 77 degrees 23 minutes 59 seconds West, departing the northeast line of said Lane tract and the southwest line of said "Tract 2", a distance of 1,732.89 feet to a 1/2-inch iron rod with cap set in the northeast line of said Parcel 11, said point being on a non-tangent curve to the right, having a radius of 5,970.00 feet, a central angle of 01 degree 27 minutes 48 seconds, and a tangent of 76.24 feet;

THENCE with the northeast line of said Parcel 11, and with said curve to the right, an arc distance of 152.57 (Chord Bearing North 44 degrees 05 minutes 52 seconds West - 152.46 feet) to the POINT OF BEGINNING and containing 224,775 square feet or 5.160 acres of land, more or less.

FIELD NOTES APPROVED:

12/27/13
1062




FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 322

All bearings for this tract refer to the NAD-83 Texas State Plane Coordinate System, North Central Zone 4202, according to measurements made at NGS continuously operating reference stations Collin CORS ARP, Dallas CORS ARP, Kaufman CORS ARP, Tyler CORS ARP, and Paris CORS ARP. The Kaufman County scale factor of 1.000114077 as published by the Texas Department of Transportation, Dallas District was used for this project.

A plat of even survey date herewith accompanies this legal description.

Company Name: DAL-TECH Engineering, Inc.
TBPLS Firm No. 10123500

By:  Date: 12-4-13

Surveyor's Name: Patrick J. Baldasaro
Registered Professional Land Surveyor
Texas No. 5504



EXHIBIT A

OWNER:
EARLY DOUGLAS LANE, JR.
(VOL. 369, PG. 397)
D.R.K.C.T.

E. TURNER
ABSTRACT SURVEY
NO. 529

CITY OF DALLAS
WATER LINE
RIGHT-OF-WAY
(VOL. 428, PG. 34)
D.R.K.C.T.
(130' WIDTH
RIGHT-OF-WAY)

OWNER:
DAVID CELELLA AND WIFE,
LAURI CELELLA
"TRACT 1"
(VOL. 2175, PG. 465)
D.R.K.C.T.

CITY OF DALLAS
WATER LINE
RIGHT-OF-WAY
(VOL. 473, PG. 242)
D.R.K.C.T.
(130' RIGHT-OF-WAY)

FOUND CONCRETE
MONUMENT W/BRASS
DISK STAMPED
"CITY OF DALLAS"

FOUND CONCRETE
MONUMENT W/BRASS
DISK STAMPED
"CITY OF DALLAS"
(C.M.)

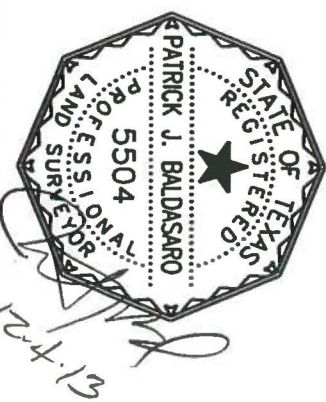
OWNER:
DAVID CELELLA AND WIFE,
LAURI CELELLA
"TRACT 2"
(VOL. 2175, PG. 465)
D.R.K.C.T.

OWNER:
RICHARD STEWART AND WIFE,
MARY STEWART
"TRACT 1"
(VOL. 2044, PG. 142)
D.R.K.C.T.

MATCH LINE SEE SHEET 3 OF 4

PARCEL 322
224,775 S.F.
5.160 AC.

OWNER:
EARLY DOUGLAS LANE, JR.
(VOL. 369, PG. 397)
D.R.K.C.T.

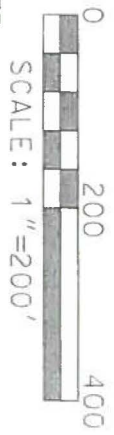


LEGEND:

- S.F. SQUARE FEET
- C.M. CONTROL MONUMENT
- FIR FOUND IRON ROD
- FIP FOUND IRON PIPE
- 1/2" SIR 1/2" SET IRON ROD WITH A W/CAP
- RED PLASTIC CAP STAMPED "DAL-TECH" OR "OTE"
- SET "X" CUT IN CONCRETE
- FOUND PK. NAIL
- SPK SET PK. NAIL

NOTE: THIS SURVEY WAS PERFORMED BASE UPON RECORD DATA PROVIDED UNDER OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY COMMITMENT G.F. NUMBER 22152-KF07, WITH AN EFFECTIVE DATE OF MARCH 13, 2011

ALL BEARINGS FOR THIS TRACT REFER TO THE NAD-83 TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL ZONE 4202. ACCORDING TO MEASUREMENTS MADE AT NGS CONTINUOUSLY OPERATING REFERENCE STATIONS COLLIN CO. AR. DALLAS CO. AR. KAUFMAN CO. AR. TYLER CO. AR. AND PARIS CO. AR. THE KAUFMAN COUNTY SCALE FACTOR OF 1.000114077 AS PUBLISHED BY THE TEXAS DEPARTMENT OF TRANSPORTATION, DALLAS DISTRICT WAS USED FOR THIS PROJECT.



RIGHT-OF-WAY ACQUISITION
OF A
EXHIBIT

SITUATED IN THE
E. TURNER SURVEY, ABSTRACT NO. 529
KAUFMAN COUNTY, TEXAS
FOR THE
CITY OF DALLAS

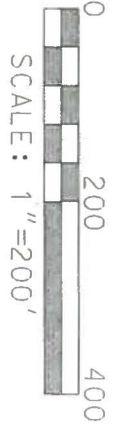
BY
DAL-TECH ENGINEERING, INC., 17400 DALLAS PKWY., SUITE 110
DALLAS, TEXAS 75287, TEL. (972)250-2727, FAX (972)250-4774

P:\0595\late\cal\cal\Parcel\PAR_322.dwg Plotted on 11/27/2013 at 12:06:30 PM By: Jason Probst/City of Dallas Plot Driver: dprobst/arc\jg Paul obledo\m



E. TURNER
ABSTRACT SURVEY
NO. 529

OWNER:
EARLY DOUGLAS LANE, JR.
(VOL. 369, PG. 397)
D.R.K.C.T.



OWNER:
TERRY W. CHAMBERS
AND WIFE,
GERALD D. CHAMBERS
(VOL. 1192, PG. 582)
D.R.K.C.T.

COUNTY OF
KAUFMAN
PARCEL 3
(VOL. 3441, PG. 202)
D.R.K.C.T.

OWNER:
LON AKIN
(VOL. 308, PG. 215)
D.R.K.C.T.

COUNTY OF
KAUFMAN
PARCEL 5
(VOL. 3642, PG. 25)
D.R.K.C.T.

CITY OF DALLAS WATER LINE
RIGHT-OF-WAY
(VOL. 473, PG. 242)
D.R.K.C.T.
(130' RIGHT-OF-WAY)

CITY OF DALLAS
WATER LINE
RIGHT-OF-WAY
(VOL. 442, PG. 161)
D.R.K.C.T.
(VARIABLE WIDTH
RIGHT-OF-WAY)

FOUND CONCRETE
MONUMENT BROKEN

FOUND CONCRETE
MONUMENT W/BRASS
DISK STAMPED
"CITY OF DALLAS"

OWNER:
TERRY W. CHAMBERS
AND WIFE,
GERALD D. CHAMBERS
(VOL. 1192, PG. 582)
D.R.K.C.T.

OWNER:
JAMES L. FARMER
AND WIFE,
SANDRA E. FARMER
(VOL. 1388, PG. 186)
D.R.K.C.T.

OWNER:
JOSEPH BENTON
(VOL. 2685, PG. 366)
D.R.K.C.T.

COUNTY OF
KAUFMAN
PARCEL 7
(VOL. 3473, PG. 634)
D.R.K.C.T.

COUNTY OF
KAUFMAN
PARCEL 6
(VOL. 3477, PG. 516)
D.R.K.C.T.

5/8" FIR
W/CAP
STAMPED
TXDOT

5/8" FIR
W/CAP
STAMPED
TXDOT

POINT OF
BEGINNING

N77°23'59"E 1,724.42'

S77°23'59"W 1,732.89'

PARCEL 322
224,775 S.F.
5.160 AC.

OWNER:
EARLY DOUGLAS LANE, JR.
(VOL. 369, PG. 397)
D.R.K.C.T.

COUNTY OF
KAUFMAN
PARCEL 11
(VOL. 3451, PG. 103)
D.R.K.C.T.

NOTE: THIS SURVEY WAS PERFORMED BASE UPON
RECORD DATA PROVIDED UNDER OLD REPUBLIC NATIONAL TITLE
INSURANCE COMPANY COMMITMENT G.F. NUMBER 22152-KF07.
WITH AN EFFECTIVE DATE OF MARCH 13, 2011

CURVE TABLE:

C1	DELTA	RADIUS	LENGTH	TANGENT	CHORD	CH. BEARING
	01°27'48" (RT)	5,970.00'	152.47'	76.24'	152.46'	N44°05'52"W

EXHIBIT

RIGHT-OF-WAY ACQUISITION

CITY OF DALLAS

DAL-TECH ENGINEERING, INC., 17400 DALLAS PKWY., SUITE 110
DALLAS, TEXAS 75287 TEL. (972)250-2727 FAX (972)250-4774

- LEGEND:
- S.F. SQUARE FEET
 - C.M. CONTROL MONUMENT
 - FIR FOUND IRON ROD
 - FIP FOUND IRON PIPE
 - 1/2" SIR 1/2" SET IRON ROD WITH A RED PLASTIC CAP STAMPED "DAL-TECH" OR "DTE"
 - SET "X" CUT IN CONCRETE
 - FOUND PK. NAIL
 - SPK SET PK. NAIL

ALL BEARINGS FOR THIS TRACT REFER TO THE NAD-83
TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL
ZONE 4202. ACCORDING TO MEASUREMENTS MADE AT NGS
CONTINUOUSLY OPERATING REFERENCE STATIONS COLLIN
CORS ARP, DALLAS CORS ARP, KAUFMAN CORS ARP, TYLER
CORS ARP, AND PARIS CORS ARP. THE KAUFMAN COUNTY
SCALE FACTOR OF 1.000114077 AS PUBLISHED BY THE
TEXAS DEPARTMENT OF TRANSPORTATION, DALLAS
DISTRICT WAS USED FOR THIS PROJECT.

MATCH LINE SEE SHEET 4 OF 4

EXHIBIT B

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

WARRANTY DEED

THE STATE OF TEXAS §
 § **KNOW ALL PERSONS BY THESE PRESENTS:**
COUNTY OF KAUFMAN §

That Early Douglas Lane, Jr. and wife Doris Lane (hereinafter called "Grantor" whether one or more natural persons or legal entities) of the County of Kaufman, State of Texas, for and in consideration of the sum of TWO HUNDRED AND SIXTY-SIX THOUSAND AND 00/100 DOLLARS (\$266,000.00) to the undersigned in hand paid by the City of Dallas, 1500 Marilla Street, Dallas, Texas, 75201, a Texas municipal corporation (hereinafter called "City"), the receipt of which is hereby acknowledged and confessed, has granted, sold and conveyed and does hereby grant, sell and convey unto City, its successors and assigns, all of the property described in Exhibit "A", attached hereto and made a part hereof by reference for all purposes.

SPECIAL PROVISIONS: This conveyance is made and accepted subject to the reservations provided in Exhibit B which is attached hereto and incorporated herein for all purposes.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto City, its successors and assigns forever, and Grantor binds Grantor and Grantor's heirs, executors, administrators or successors, to Warrant and Forever Defend all and singular the said premises unto City, its successors and assigns, against every person whomsoever lawfully claiming, or to claim the same or any part thereof.

EXECUTED this _____ day of _____, _____.

Early Douglas Lane, Jr.

Doris Lane



* * * * *

STATE OF TEXAS
COUNTY OF KAUFMAN

This instrument was acknowledged before me on _____
by Early Douglas Lane, Jr.

Notary Public, State of TEXAS

* * * * *

STATE OF TEXAS
COUNTY OF KAUFMAN

This instrument was acknowledged before me on _____
by Doris Lane.

Notary Public, State of TEXAS

* * * * *

After recording return to:
City of Dallas
Department of Sustainable Development and Construction
Real Estate Division
320 East Jefferson Boulevard, Room 203
Dallas, Texas 75203
attn: Lisa Andrews

Warranty Deed Log No. 40501

FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 322

BEING a 5.160 acre tract of land in the E. Turner Survey, Abstract No. 529, in Kaufman County, Texas, and being part of a called 120.08 acre tract of land described in Warranty Deed with Vendor's Lien to Early Douglas Lane, Jr., filed May 11, 1953, as recorded in Volume 369, Page 397, of the Deed Records of Kaufman County, Texas (D.R.K.C.T.), and being more particularly described as follows:

BEGINNING at 5/8-inch iron rod with cap stamped "TxDOT" found at the northeast corner of a called 4.5167 acre tract of land described as Parcel 11 in a Deed to the County of Kaufman, Texas, as recorded in Volume 3451, Page 103, D.R.K.C.T., being in the southeast line of a City of Dallas Water Line Right-of-Way (130' Right-of-Way), as recorded in Volume 473, Page 242, D.R.K.C.T.;

THENCE North 77 degrees 23 minutes 59 seconds East, with the southeast line of said City of Dallas Water Line Right-of-Way, passing at a distance of 1,697.59 feet, the southeast corner of said City of Dallas Water Line Right-of-Way and the southwest corner of a City of Dallas Water Line Right-of-Way (130' Right-of-Way) as recorded in Volume 428, Page 34, D.R.K.C.T., and continuing a total distance of 1,724.42 feet to a 1/2-inch iron rod with red cap stamped "DAL-TECH" (hereinafter referred to as "with cap") set in the northeast line of said Lane tract being at the west corner of a called 5.54 acre tract of land described as "Tract 2" in Warranty Deed with Vendor's Lien to David Celella and wife, Lauri Celella, dated March 28, 2003, as recorded in Volume 2175, Page 465, D.R.K.C.T.;

THENCE South 46 degrees 43 minutes 55 seconds East, departing the southeast line of said City of Dallas Water Line Right-of-Way and with the northeast line of said Lane tract and the southwest line of said "Tract 2", a distance of 157.05 feet to a 1/2-inch iron rod with cap set;

THENCE South 77 degrees 23 minutes 59 seconds West, departing the northeast line of said Lane tract and the southwest line of said "Tract 2", a distance of 1,732.89 feet to a 1/2-inch iron rod with cap set in the northeast line of said Parcel 11, said point being on a non-tangent curve to the right, having a radius of 5,970.00 feet, a central angle of 01 degree 27 minutes 48 seconds, and a tangent of 76.24 feet;

THENCE with the northeast line of said Parcel 11, and with said curve to the right, an arc distance of 152.57 (Chord Bearing North 44 degrees 05 minutes 52 seconds West - 152.46 feet) to the POINT OF BEGINNING and containing 224,775 square feet or 5.160 acres of land, more or less.

FIELD NOTES APPROVED:

12/27/13



FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 322

All bearings for this tract refer to the NAD-83 Texas State Plane Coordinate System, North Central Zone 4202, according to measurements made at NGS continuously operating reference stations Collin CORS ARP, Dallas CORS ARP, Kaufman CORS ARP, Tyler CORS ARP, and Paris CORS ARP. The Kaufman County scale factor of 1.000114077 as published by the Texas Department of Transportation, Dallas District was used for this project.

A plat of even survey date herewith accompanies this legal description.

Company Name: DAL-TECH Engineering, Inc.
TBPLS Firm No. 10123500

By:  Date: 12-4-13

Surveyor's Name: Patrick J. Baldasaro
Registered Professional Land Surveyor
Texas No. 5504



EXHIBIT A

OWNER:
EARLY DOUGLAS LANE, JR.
(VOL. 369, PG. 397)
D.R.K.C.T.

E. TURNER SURVEY
ABSTRACT NO. 529

CITY OF DALLAS
WATER LINE
RIGHT-OF-WAY
(VOL. 428, PG. 34)
D.R.K.C.T.
(130' WIDTH
RIGHT-OF-WAY)

OWNER:
DAVID CELELLA AND WIFE,
LAURI CELELLA
"TRACT 1"
(VOL. 2175, PG. 465)
D.R.K.C.T.



CITY OF DALLAS
WATER LINE
RIGHT-OF-WAY
(VOL. 473, PG. 242)
D.R.K.C.T.
(130' RIGHT-OF-WAY)

FOUND CONCRETE
MONUMENT W/BRASS
DISK STAMPED
"CITY OF DALLAS"

FOUND CONCRETE
MONUMENT W/BRASS
DISK STAMPED
"CITY OF DALLAS"
(C.M.)

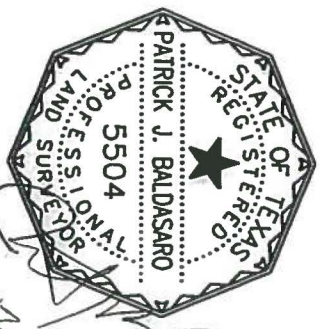
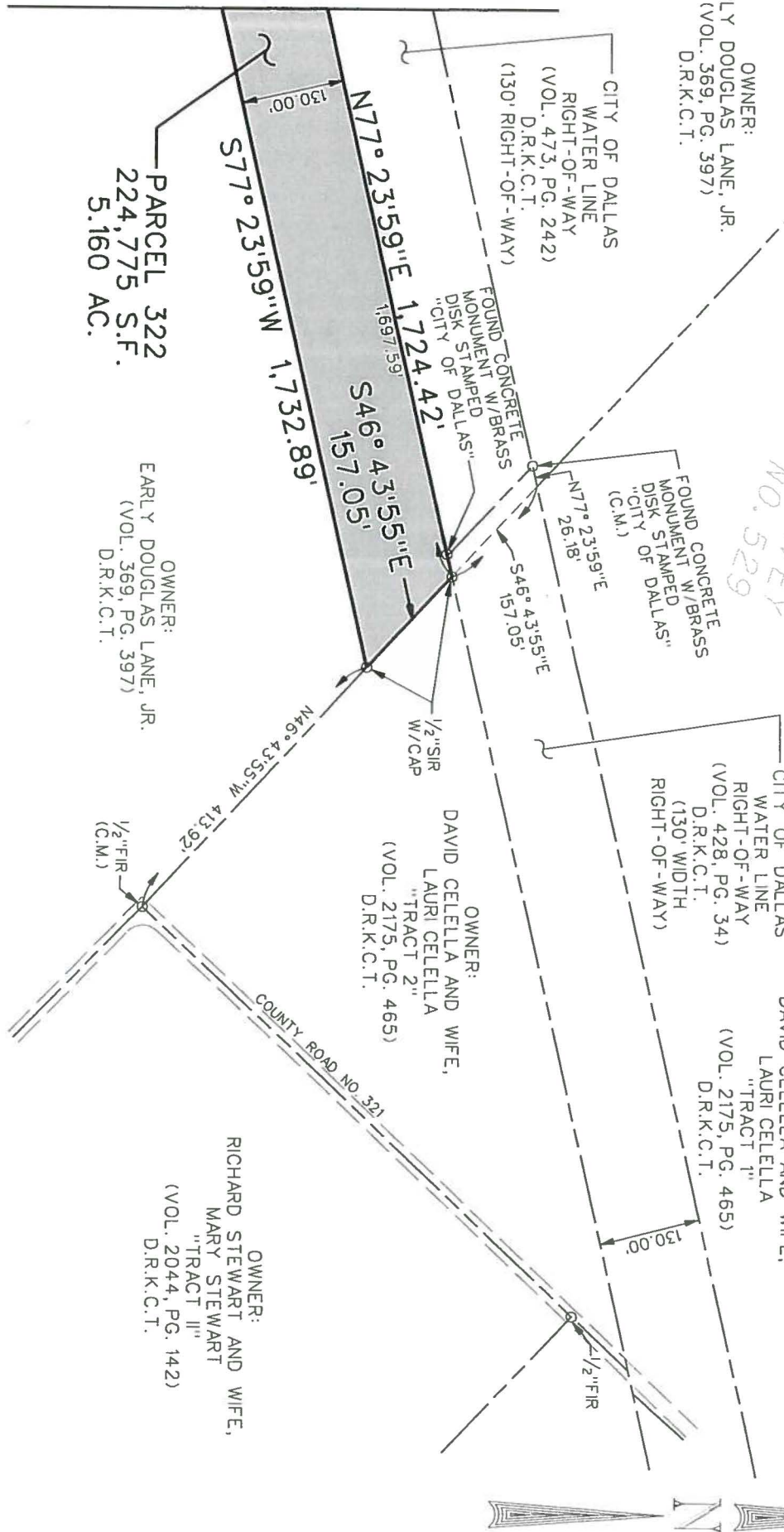
OWNER:
DAVID CELELLA AND WIFE,
LAURI CELELLA
"TRACT 2"
(VOL. 2175, PG. 465)
D.R.K.C.T.

PARCEL 322
224,775 S.F.
5.160 AC.

OWNER:
EARLY DOUGLAS LANE, JR.
(VOL. 369, PG. 397)
D.R.K.C.T.

OWNER:
RICHARD STEWART AND WIFE,
MARY STEWART
"TRACT III"
(VOL. 2044, PG. 142)
D.R.K.C.T.

MATCH LINE SEE SHEET 3 OF 4



- LEGEND:
- S.F. SQUARE FEET
 - C.M. CONTROL MONUMENT
 - FIR FOUND IRON ROD
 - FIP FOUND IRON PIPE
 - 1/2" SIR 1/2" SET IRON ROD WITH A W/CAP
 - RED PLASTIC CAP STAMPED "DAL-TECH" OR "DTE"
 - SX SET "X" CUT IN CONCRETE
 - FIPK FOUND PK. NAIL
 - SPK SET PK. NAIL

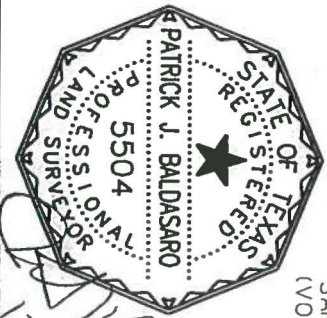
NOTE: THIS SURVEY WAS PERFORMED BASE UPON RECORD DATA PROVIDED UNDER OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY COMMITMENT G.F. NUMBER 22152-KF07, WITH AN EFFECTIVE DATE OF MARCH 13, 2011

ALL BEARINGS FOR THIS TRACT REFER TO THE NAD-83 TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL ZONE 4202, ACCORDING TO MEASUREMENTS MADE AT NOS CONTINUOUSLY OPERATING REFERENCE STATIONS COLLIN CORP. ARP, DALLAS CORP. ARP, KAUFMAN CORP. ARP, TYLER CORP. ARP, AND PARIS CORP. ARP. THE KAUFMAN COUNTY SCALE FACTOR OF 1.000114077 AS PUBLISHED BY THE TEXAS DEPARTMENT OF TRANSPORTATION, DALLAS DISTRICT WAS USED FOR THIS PROJECT.

RIGHT-OF-WAY ACQUISITION

OF A
EXHIBIT
SITUATED IN THE
KAUFMAN COUNTY, TEXAS
FOR THE
CITY OF DALLAS

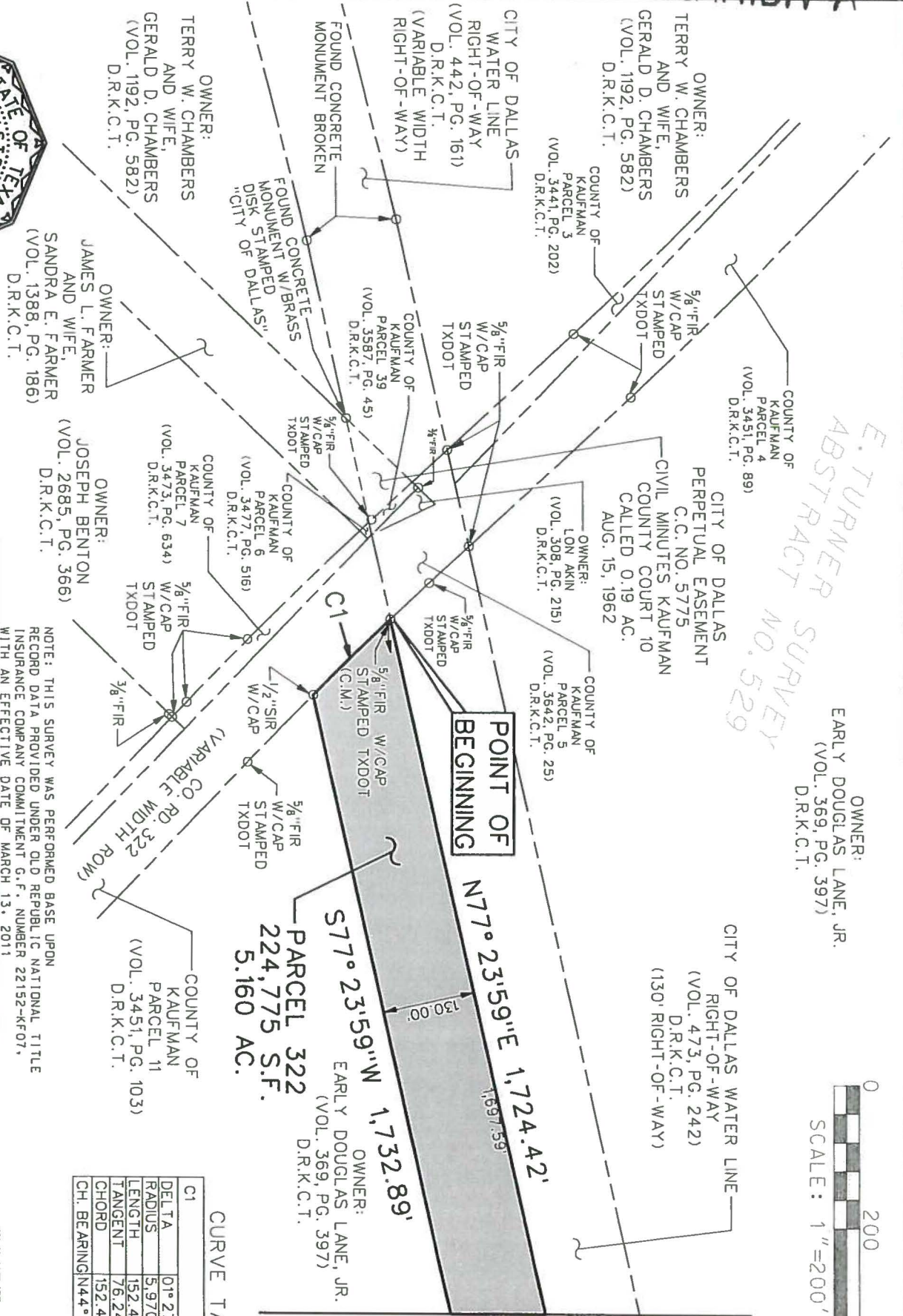
DAL-TECH ENGINEERING, INC., 17400 DALLAS PKWY., SUITE 110
DALLAS, TEXAS 75287, TEL. (972)250-2727, FAX (972)250-4174
DATE: NOV 13 2013
SCALE: 1"=200'
SHEET 4 OF 4



- LEGEND:
- S.F. SQUARE FEET
 - C.M. CONTROL MONUMENT
 - O FIR FOUND IRON ROD
 - O FIP FOUND IRON PIPE
 - O 1/2" SIR 1/2" SET IRON ROD WITH A RED PLASTIC CAP STAMPED "DAL-TECH" OR "DTE"
 - O SX SET "X" CUT IN CONCRETE
 - O FPK FOUND PK. NAIL
 - O SPK SET PK. NAIL

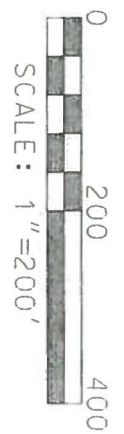
ALL BEARINGS FOR THIS TRACT REFER TO THE NAD-83 TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL ZONE 4202, ACCORDING TO MEASUREMENTS MADE AT NOS CONTINUOUSLY OPERATING REFERENCE STATIONS COLLIN CO. AR. DALLAS CO. AR. KAUFMAN CO. AR. TYLER CO. AR. AND PARIS CO. AR. THE KAUFMAN COUNTY SCALE FACTOR OF 1.000114077 AS PUBLISHED BY THE TEXAS DEPARTMENT OF TRANSPORTATION, DALLAS DISTRICT WAS USED FOR THIS PROJECT.

RIGHT-OF-WAY ACQUISITION
SITUATED IN THE
E. TURNER SURVEY ABSTRACT NO. 529
KAUFMAN COUNTY, TEXAS
FOR THE
CITY OF DALLAS
BY
DAL-TECH ENGINEERING, INC., 17400 DALLAS PARKWAY, SUITE 110
DALLAS, TEXAS 75287 TEL. (972)250-2727 FAX (972)250-4774



CURVE TABLE:

C1	DELTA	01°27'48" (RT)
	RADIUS	5,970.00'
	LENGTH	152.47'
	TANGENT	76.24'
	CHORD	152.46'
	CH. BEARING	N44°05'52"W



MATCH LINE SEE SHEET 4 OF 4

EXHIBIT B

EASEMENT -- GRAZING AND AGRICULTURAL USE

Grantor, for Grantor and Grantor's heirs, successors and assigns ("the holder of the easement") does hereby reserve an easement over, on and across the property described in Exhibit "A" for agricultural and/or grazing purposes in connection with Grantor's use of Grantor's adjoining or abutting property and in a manner as not to endanger or interfere with the safe, efficient and/or convenient use of and activity on the property described in Exhibit "A" by City.

In no event may the holder of the easement construct or install, or cause to be constructed or installed, in the easement any permanent improvements, roads, pavement, utilities, structures, buildings, cattle tanks and/or stock ponds. Any activity by the holder of the easement involving excavation, contouring, and/or grading beyond normal agricultural tillage and installation of fence posts is strictly prohibited. Any activity by the holder of the easement causing or likely to cause excessive erosion, as determined by City, is strictly prohibited. In no event and under no circumstances may the holder of the easement operate within the easement any vehicles, equipment or machinery exceeding 15,000 lbs in weight. The holder of the easement shall not grow any trees, shrubs, vines or other excessive undergrowth that would prevent or unreasonably impair aerial inspection of the property by City.

The holder of this easement may fence the boundaries of the easement (but no cross fencing) to control livestock and wildlife; provided, however, adequate gates, cattle guards and other means of access are provided and maintained by the holder of the easement to facilitate City's full and unlimited access to, from and across the easement at all times for any and all purposes.

This easement is nonexclusive, and City reserves for City and City's successors and assigns the right to convey to others easements that do not unreasonably impair or obstruct this easement. Notwithstanding any provision of this easement reservation to the contrary, City and City's successors and assigns shall in all respects and at all times have the superior and paramount right of use, access and control of the property described in Exhibit "A" and covered by this easement, without any liability for damages to planted, growing or mature crops and/or to the turf that may be growing thereon. City and City's successors and assigns will repair any boundary fences it may cut or damage by its activities and will endeavor to exercise due care to avoid damage to or the escape of livestock that may be pastured in the easement.

The holder of the easement agrees to indemnify, defend and hold City and City's successors in interest harmless from any loss, attorney's fees, court and other costs, expenses or claims attributable to any breach or default of any provision of this easement by the holder and/or any negligent act or omission by the holder with regard to this easement. In the event the holder of the easement shall place any unpermitted structure, improvement, use or material within the easement and fails to remove same immediately upon receipt of notice from City, City shall have the right, but not the obligation, to remove such structure, improvement, use and/or material, and the holder of the easement shall reimburse City for any and all costs connected with such action immediately upon demand.

This easement shall terminate if and when the holder of the easement no longer owns or uses adjoining or abutting property for agricultural and/or grazing purposes.

AGENDA ITEM # 53

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 7

DEPARTMENT: Sustainable Development and Construction
Police

CMO: Ryan S. Evans, 671-9837
Eric Campbell, 670-3255

MAPSCO: 47H

SUBJECT

Authorize a five-year extension of the lease agreement with Dallas Children's Advocacy Center, for approximately 2,500 square feet of office space located at 5351 Samuel Boulevard for the Police Department's Youth and Family Crimes Division for the period March 1, 2015 through February 29, 2020 - Not to exceed \$265,946 - Financing: Current Funds (subject to annual appropriations)

BACKGROUND

The five-year extension will provide for the continued use of an existing two-year lease agreement with Dallas Children's Advocacy Center. The Police Department's Youth and Family Crimes Division will occupy this space while working with Dallas Children's Advocacy Center on child abuse cases.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized a Lease Agreement on February 27, 2013, by Resolution No. 13-0450.

FISCAL INFORMATION

\$265,945.68 - Current funds (subject to annual appropriations)

OWNER

Dallas Children's Advocacy Center

Lynn M. Davis, President/Chief Executive Officer

MAP

Attached



R. L. Thornton Freeway

8472

Duck Creek Drive

Samuel Boulevard

Jim Miller Road

Banting Way

Ashbrook Road



Lease Space
5351 Samuel Blvd.

February 25, 2015

WHEREAS, on February 27, 2013, the City Council of the City of Dallas approved Resolution No. 13-0450, authorizing the City Manager to execute a lease agreement dated March 1, 2013, (the "Lease") with Dallas Children's Advocacy Center ("Landlord") and the City of Dallas, as Lessee ("City") for approximately 2,500 square feet of office space located at 5351 Samuel Boulevard, Dallas, Dallas County, Texas to be used by the Dallas Police Department 's Youth and Family Crime Division; and

WHEREAS, the Lease expires by its own terms on February 28, 2015; and

WHEREAS, the parties desire to supplement, modify and amend the Lease, to provide for an additional five-year term.

NOW, THEREFORE,

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

SECTION 1. That the City Manager, upon approval as to form by the City Attorney, is hereby authorized to execute a First Amendment to Lease Agreement between Dallas Children's Advocacy Center, a nonprofit corporation and the City of Dallas.

SECTION 2. That the special terms and conditions of the First Amendment to Lease Agreement are:

- (a) The term of the Lease is extended for an additional five (5) years, effective March 1, 2015 and ending February 29, 2020, provided however, that City and Landlord retain the right to terminate the Lease as provided elsewhere therein.
- (b) Monthly rental payments shall be as follows (subject to annual appropriations):

March 1, 2015 – February 29, 2016	\$4,104.10 per month
March 1, 2016 – February 29, 2020	\$4,514.51 per month
- (c) All other terms of the Lease, as previously amended, not expressly amended hereby shall remain unchanged and in full force and effect.

February 25, 2015

SECTION 3. That the Chief Financial Officer is hereby authorized to draw warrants payable to Dallas Children's Advocacy Center or its successors and assigns on the first day of each month in advance during the lease term effective March 1, 2015 in the amounts specified below:

March 1, 2015 – February 29, 2016 (subject to annual appropriations)	\$4,104.10 per month
---	----------------------

March 1, 2016 – February 29, 2020 (subject to annual appropriations)	\$4,514.51 per month
---	----------------------

SECTION 4. That the payments will be charged as follows:

March 1, 2015 - September 30, 2016: Fund 0001, Dept, DPD, Unit 2163, Object Code 3330, Encumbrance No. DPDLEAS15E11, Commodity Code 97145, Vendor No. 263854

October 1, 2016 through February 29, 2020: Fund 0001, Department DPD, Unit 2163, Object 3330, Encumbrance No. TBD, Commodity Code 97145, Vendor No. 263854

SECTION 5. That the Chief Financial Officer is hereby authorized to draw warrants payable to the respective telephone, communication and security companies upon receipt of a bill for services or other applicable charges throughout the term of the lease.

SECTION 6. 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.

APPROVED AS TO FORM:

Warren M. S. Ernst, City Attorney

By: _____

City Attorney



KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Sustainable Development and Construction
Trinity Watershed Management

CMO: Ryan S. Evans, 671-9837
Jill A. Jordan, P.E., 670-5299

MAPSCO: 46F

SUBJECT

Authorize moving expense and rental assistance payments for Roy and Evelyn Campbell as a result of an official written offer of just compensation to purchase real property at 321 North Carroll Avenue for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project – Not to exceed \$30,688 – Financing: 2006 Bond Funds

BACKGROUND

Chapter 39A of the Revised Code of Civil and Criminal Ordinances of the City of Dallas provides moving expense and rental assistance payments for individuals displaced by the City of Dallas in conjunction with its real property acquisition activities. On August 14, 2013, the City Council approved Resolution No. 13-1337 which authorized the acquisition of real property known as 321 North Carroll Avenue for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project. Roy and Evelyn Campbell will be displaced as a direct result of this property acquisition. They have qualified for a moving expense payment of up to \$1,750 and a last resort calculated rental assistance payment of up to \$28,938 pursuant to City Code. They will use the rental assistance payment to rent a replacement dwelling.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On August 14, 2013, the City Council authorized acquisition by Resolution No.13-1337.

FISCAL INFORMATION

2006 Bond Funds - \$30,688

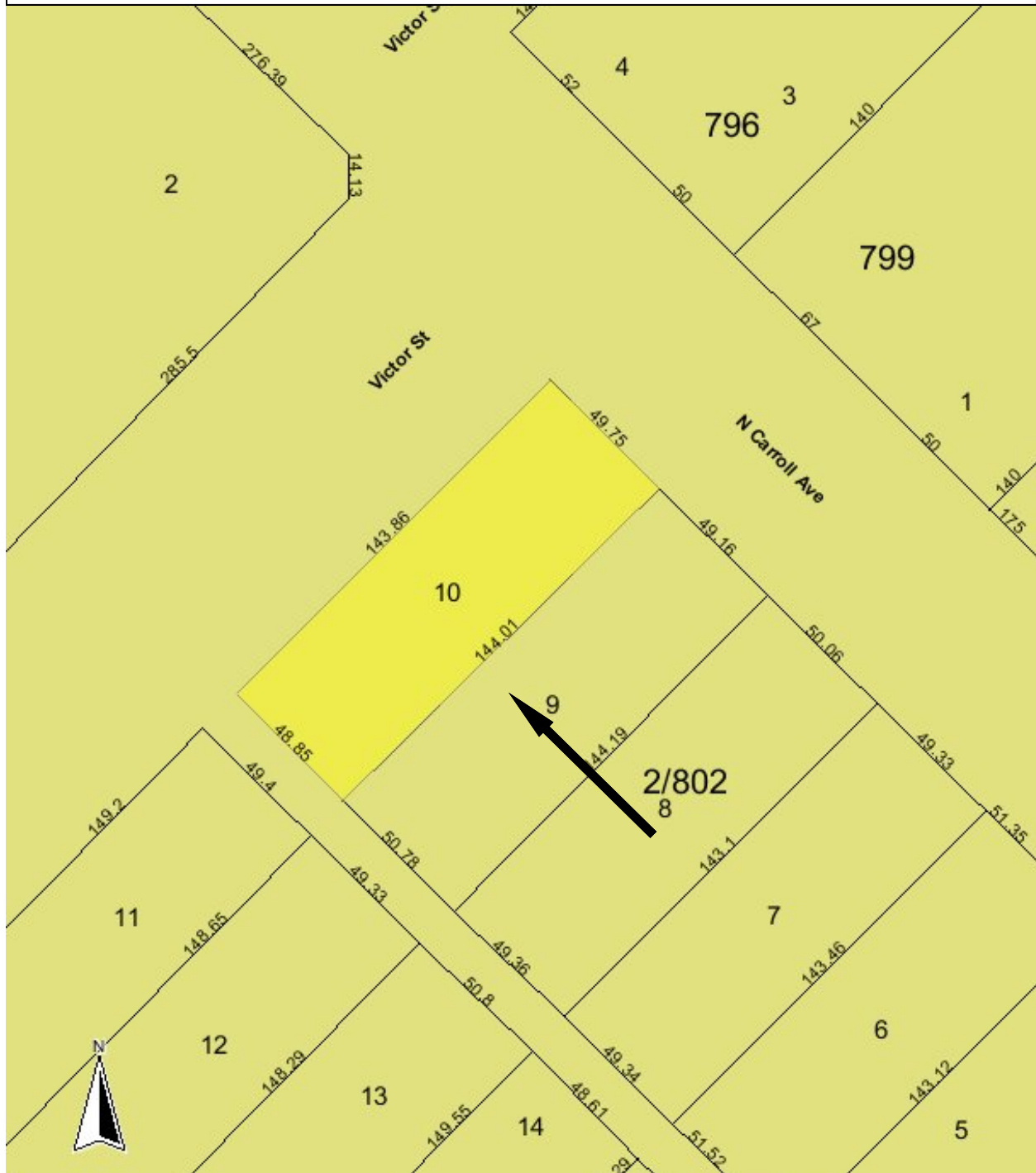
TENANT

Roy and Evelyn Campbell

MAP

Attached

MILL CREEK/PEAKS BRANCH/STATE THOMAS DRAINAGE RELIEF TUNNEL PROJECT RELOCATION



Lot 10, Block E/802½ — 321 N. Carroll Avenue

February 25, 2015

WHEREAS, on August 14, 2013, the City Council approved Resolution No. 13-1337 authorizing the acquisition of 321 North Carroll Avenue, to be used in conjunction with the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project; and

WHEREAS, Roy and Evelyn Campbell will be displaced as a direct result of this property acquisition and will vacate the property; and

WHEREAS, Chapter 39A of the Revised Code of Civil and Criminal Ordinances of the City of Dallas, provides moving expense and rental assistance payments for individuals displaced by City of Dallas property acquisition activities.

Now, Therefore,

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

Section 1. That Roy and Evelyn Campbell will be displaced in conjunction with the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project and are entitled to moving expense and a last resort calculated rental assistance payments pursuant to Chapter 39A of the Revised Code of Civil and Criminal Ordinances of the City of Dallas.

Section 2. That Roy and Evelyn Campbell are eligible to receive a moving expense payment in an amount up to \$1,750 and a last resort calculated rental assistance payment in an amount up to \$28,938.

Section 3. That the Chief Financial Officer is authorized to draw warrants in favor of Roy and Evelyn Campbell in an amount not to exceed \$30,688 for moving expense and a last resort calculated rental assistance payments.

These warrants are to be paid as follows:

<u>Fund</u>	<u>Dept</u>	<u>Unit</u>	<u>Obj</u>	<u>Act Code</u>	<u>Prog No</u>	<u>CT</u>	<u>Vendor No</u>	<u>Amount</u>
1T23	TWM	T525	4240	SDRS	PBW06T525	PBW06T525B2	VC13675	\$28,938
1T23	TWM	T525	4240	SDRS	PBW06T525	PBW06T525B3	VC13675	\$ 1,750

Section 4. That this resolution shall take effect immediately from and after its passage in accordance with provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

AGENDA ITEM # 55

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1, 2, 3, 4, 5, 6, 7, 8

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 43F J K P 44E N P T 46G H M R T U V W X Y Z 47J S 53Q
55A B F G H J S V X T 56B T X Z 58V 65B F G N V 66A Q W
68G 69A-P

SUBJECT

Authorize the quitclaim of 82 properties acquired by the taxing authorities from the Sheriff's Sale to the highest bidders (list attached) - Revenue: \$795,383

BACKGROUND

This item authorizes the quitclaim of 82 properties that were foreclosed by the Sheriff's Department for unpaid taxes pursuant to judgments or seizure warrants from a District Court. These properties are being sold to the highest bidders and will return to the tax rolls upon conveyance.

Successful bidders are required to sign a certification stating that they are not purchasing these properties on behalf of the foreclosed owners and that they have no debts owed to the City, no pending code violations, and are not chronic code violators.

All properties were reviewed by the Housing Department for infill housing and were not desired for that program.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

Revenue: \$795,383

OWNERS

Adia Partnership, LLC

James Chang, Managing Member

Timothy Petrash, Managing Member

Andor Properties, LLC

Louis H. Lebowitz, Managing Member

Candice Rubin, Managing Member

Belclaire Investment Corp.

Thad Baker, President

Jesuda Construction LLC

John DSilva, Managing Member

Meljo IRA LLC

Melanie DSilva, Managing Member

Nextlots Now L.L.C.

Lee J. Schmitt, Managing Member

Old Car Place

Clinton Garland, President

Paticum Foundation

R. Holt Lunsford, Director

St. Phillip's School and Community Center

Terry J. Flowers, Director

Temasek Development Group, LLC

Chi Lai, Managing Member

Transinam International Inc.

Yiping Wang, President

Alfonso Ruiz

Angelica M. Hernandez

Antonio Blackman

OWNERS (Continued)

Benita Beltran

Equity Trust Company Custodian FBO Miguel A. Trejo

James Bell

JDS/Gardner Brewer

Jenny Tran

Joe Shahan

Johnny Aguinaga

Johnny Mendoza

Jose Luis Rincon

Jose Ramirez

Juan Carranza

Juan Cavazos

Larry D. Davis

Manuel Vargas

Maria Cristina Ospina

Monty Gamber

Oscar Vargas

Robert Detlef Bazemore

Rudy Susantio

Santos Coria

Silvia Gonzalez

OWNERS (Continued)

Vera Mae Cobb

Walter Huerta

WCP Retirement Plan/John D Silva

William Patrick Anderson

Yufei Wang

MAP

Attached

TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES AGENDA LIST

ITEM #	STREET ADDRESS	VAC/IMP	COUNCIL DISTRICT	ZONING	PARCEL SIZE	STRUCKOFF AMOUNT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	DCAD	HIGHEST BIDDER
1	4216 1ST	V	07	R-5(A)	0.1538	\$3,900.00	1	\$500.00	\$512.00	\$3,400.00	Antonio Blackman
2	4226 1ST	V	07	PD 595	0.1642	\$1,585.00	1	\$500.00	\$512.00	\$3,580.00	Antonio Blackman
3	1121 E. 10TH	I	04	PD388	0.1630	\$4,000.00	9	\$3,000.00	\$15,300.00	\$10,650.00	Robert Detlef Bazemore
4	1132 10TH	V	04	PD 388	0.0066	\$14,160.00	1	\$500.00	\$3,751.00	\$12,370.00	William Patrick Anderson
5	1974 ANGELINA	V	06	R-5(A)	0.1282	\$846.00	7	\$500.00	\$4,850.00	\$8,940.00	Nextlots Now L.L.C.
6	3725 ARANSAS	V	06	R-5(A)	0.1631	\$9,355.00	6	\$500.00	\$3,275.00	\$12,000.00	Nextlots Now L.L.C.
7	3826 ARANSAS	V	06	R-5(A)	0.1664	\$8,594.00	3	\$500.00	\$3,385.00	\$12,000.00	Nextlots Now L.L.C.
8	3922 ARANSAS	V	06	R-5(A)	0.1664	\$4,502.00	4	\$500.00	\$2,950.00	\$12,000.00	Nextlots Now L.L.C.
9	8118 ARLENE	I	08	R-7.5(A)	0.1678	\$11,548.00	3	\$3,000.00	\$11,000.00	\$21,980.00	Jesuda Construction LLC
10	1727 AVENUE B	V	04	R-5(A)	0.2061	\$1,157.00	2	\$500.00	\$4,360.00	\$5,000.00	Adia Partnership, LLC
11	1703 AVENUE B	V	04	R-5(A)	0.2204	\$1,093.00	3	\$500.00	\$1,265.00	\$5,000.00	Adia Partnership, LLC
12	439 AVENUE E	V	04	R-5(A)	0.1297	\$1,385.00	1	\$500.00	\$999.00	\$9,500.00	James Bell
13	426 AVENUE E	V	04	R-5(A)	0.0955	\$9,500.00	2	\$500.00	\$999.00	\$9,500.00	James Bell
14	323 AVENUE L	V	04	D(A)	0.1248	\$1,422.00	1	\$500.00	\$3,081.00	\$9,500.00	Adia Partnership, LLC
15	1115 BAYONNE	V	06	TH-3(A)	0.1148	\$9,889.00	11	\$500.00	\$6,501.00	\$4,500.00	Rudy Susantio
16	2329 BEN HUR	V	08	R-7.5(A)	0.1700	\$21,853.00	6	\$500.00	\$3,800.00	\$8,000.00	Silvia Gonzalez
17	3723 BERTRAND	V	07	PD 595	0.1417	\$1,469.00	2	\$500.00	\$1,570.00	\$3,090.00	Adia Partnership, LLC
18	3520 BERTRAND	V	07	R-5(A)	0.1538	\$1,893.00	2	\$500.00	\$1,780.00	\$4,560.00	Adia Partnership, LLC

TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES AGENDA LIST

ITEM #	STREET ADDRESS	VAC/IMP	COUNCIL DISTRICT	ZONING	PARCEL SIZE	STRUCKOFF AMOUNT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	DCAD	HIGHEST BIDDER
19	1139 BETTERTON	V	04	PD 595	0.2091	\$8,630.00	1	\$1,000.00	\$1,399.00	\$3,400.00	James Bell
20	3119 BIRMINGHAM	V	07	PD 388	0.2839	\$20,467.00	1	\$500.00	\$575.00	\$3,580.00	Jose Ramirez
21	349 BONNIE VIEW	V	04	R-5(A)	0.1883	\$1,229.00	1	\$500.00	\$6,880.00	\$10,650.00	Adia Partnership, LLC
22	4511 BONNIE VIEW	V	04	R-5(A)	0.1365	\$1,362.00	1	\$500.00	\$1,250.00	\$12,370.00	Nextlots Now L.L.C.
23	431 BONNIE VIEW	V	04	R-5(A)	0.3677	\$3,309.00	1	\$500.00	\$2,780.00	\$8,940.00	Adia Partnership, LLC
24	4514 BRADSHAW	I	07	R-5(A)	0.1582	\$13,505.00	4	\$3,000.00	\$11,501.00	\$12,000.00	Old Car Place
25	2814 BRITTON	V	04	PD 595	0.1147	\$1,534.00	2	\$500.00	\$7,200.00	\$12,000.00	JDS/Gardner Brewer
26	2841 CANARY	I	04	R-7.5(A)	0.1825	\$12,749.00	13	\$3,000.00	\$15,600.00	\$12,000.00	Juan Cavazos
27	4106 COLONIAL	V	07	R-7.5(A)	0.1859	\$1,644.00	1	\$500.00	\$750.00	\$21,980.00	Vera Mae Cobb
28	4102 COLONIAL	V	07	PD 595	0.1147	\$2,307.00	1	\$500.00	\$750.00	\$5,000.00	Vera Mae Cobb
29	4318 COLONIAL	V	07	PD 595	0.1721	\$5,250.00	1	\$500.00	\$501.00	\$5,000.00	Vera Mae Cobb
30	1530 COMPTON	V	04	PD 595	0.1610	\$1,180.00	1	\$500.00	\$1,310.00	\$9,500.00	Adia Partnership, LLC
31	4612 CORREGIDOR	I	07	R-5(A)	0.1106	\$9,510.00	1	\$2,000.00	\$5,000.00	\$9,500.00	Meljo IRA LLC
32	4631 S. DENLEY	V	04	R-5(A)	0.1615	\$1,639.00	3	\$500.00	\$9,111.00	\$9,500.00	Manuel Vargas
33	3402 EDGEWOOD	V	07	R-7.5(A)	0.2426	\$6,000.00	1	\$500.00	\$6,880.00	\$4,500.00	Adia Partnership, LLC
34	1618 E. ELMORE	V	04	PD 595	0.1495	\$14,000.00	1	\$500.00	\$6,500.00	\$8,000.00	JDS/Gardner Brewer
35	1339 FAIRVIEW	V	02	R-7.5(A)	0.1976	\$968.00	1	\$500.00	\$17,133.99	\$3,090.00	Temasek Development Group, LLC
36	1122 FORT WORTH	V	06	PD -136	0.1657	\$8,859.00	15	\$4,000.00	\$104,050.00	\$4,560.00	Belclaire Investment Corp.
37	4127 FUREY	V	06	CS	0.1606	\$12,000.00	6	\$500.00	\$7,888.00	\$3,400.00	Manuel Vargas

TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES AGENDA LIST

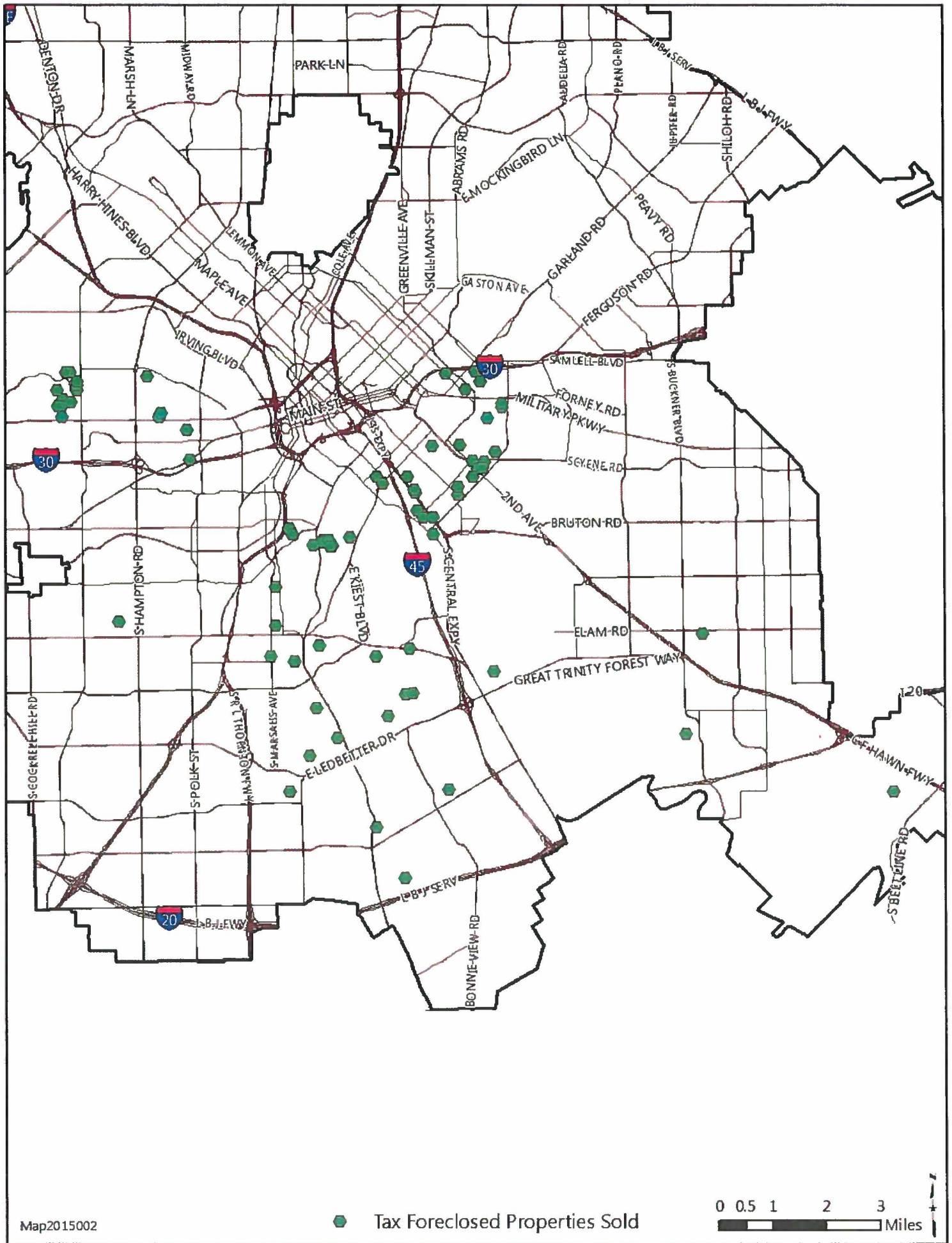
ITEM #	STREET ADDRESS	VAC/IMP	COUNCIL DISTRICT	ZONING	PARCEL SIZE	STRUCKOFF AMOUNT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	DCAD	HIGHEST BIDDER
38	3624 GALLAGHER	I	06	R-5(A)	0.1388	\$14,743.00	9	\$3,000.00	\$20,762.00	\$18,550.00	Equity Trust Company Custodian FBO Miguel A. Trejo
39	1619 GARDEN	V	07	PD 595	0.1147	\$11,387.00	4	\$4,000.00	\$12,500.00	\$4,100.00	Jesuda Construction LLC
40	1739 GARZA	V	04	R-7.5(A)	0.1465	\$1,136.00	1	\$500.00	\$1,099.00	\$5,000.00	Alfonso Ruiz
41	1620 S. HENDERSON	I	02	PD 136	0.1664	\$19,667.00	11	\$3,000.00	\$22,133.99	\$11,000.00	Jenny Tran
42	2828 HOLMES	V	07	PD 595	0.1721	\$2,402.00	1	\$500.00	\$6,208.40	\$5,000.00	Andor Properties, LLC
43	3016 HOLMES	V	07	PD 595	0.2591	\$2,340.00	2	\$500.00	\$20,099.99	\$22,700.00	St. Phillip's School and Community Center
44	3730 HOMELAND	V	06	R-5(A)	0.1377	\$10,347.00	4	\$500.00	\$5,100.00	\$8,000.00	Santos Coria
45	3303 E. ILLINOIS	V	04	CS	0.2617	\$11,400.00	7	\$500.00	\$8,201.00	\$22,410.00	Juan Carranza
46	4607 JAMAICA	I	07	PD 595	0.1097	\$11,414.00	2	\$2,000.00	\$5,000.00	\$4,500.00	Meljo IRA LLC
47	2215 JORDAN	V	07	PD 595	0.1381	\$1,768.00	1	\$500.00	\$3,585.00	\$6,300.00	Adia Partnership, LLC
48	3115 KILBURN	I	04	R-5(A)	0.1749	\$15,466.00	7	\$10,000.00	\$27,000.00	\$6,750.00	Transinam International Inc.
49	6437 LEANA	I	08	R-7.5(A)	0.1655	\$9,522.00	5	\$2,000.00	\$14,501.00	\$5,000.00	Old Car Place
50	2804 MARBURG	I	07	PD 595	0.2272	\$33,424.00	5	\$5,000.00	\$37,999.00	\$8,410.00	James Bell
51	2211 MARBURG	I	07	PD 595	0.1699	\$9,996.00	1	\$2,500.00	\$8,801.00	\$9,000.00	Old Car Place
52	2804 MARJORIE	V	04	R-7.5(A)	0.3013	\$7,716.00	1	\$500.00	\$1,001.00	\$6,000.00	Jose Luis Rincon
53	2729 S. MARSALIS	I	04	R-7.5(A)	0.18	\$42,450.00	4	\$3,000.00	\$15,000.00	\$11,000.00	Jesuda Construction LLC
54	3615 MCBROOM	V	06	R-5(A)	0.1194	\$12,000.00	5	\$500.00	\$3,350.00	\$10,000.00	Nextlots Now L.L.C.
55	3723 MCBROOM	V	06	R-5(A)	0.118	\$2,500.00	2	\$500.00	\$2,550.00	\$25,980.00	Alfonso Ruiz

TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES AGENDA LIST

ITEM #	STREET ADDRESS	VAC/IMP	COUNCIL DISTRICT	ZONING	PARCEL SIZE	STRUCKOFF AMOUNT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	DCAD	HIGHEST BIDDER
56	2240 METROPOLITAN	V	07	PD 595	0.1505	\$2,192.00	1	\$500.00	\$2,100.00	\$6,000.00	Yufei Wang
57	1418 MONTAGUE	I	04	R-7.5(A)	0.16	\$15,723.00	4	\$3,000.00	\$13,601.00	\$26,740.00	Old Car Place
58	4222 MONTIE	I	07	PD 595	0.1357	\$13,167.00	6	\$3,000.00	\$11,566.66	\$20,630.00	Angelica M. Hernandez
59	3009 MORGAN	I	08	R-7.5(A)	0.3305	\$17,105.00	13	\$3,000.00	\$17,500.00	\$24,110.00	Jesuda Construction LLC
60	3846 MORNINGVIEW	I	08	R-7.5(A)	0.1988	\$10,445.00	11	\$4,000.00	\$15,600.00	\$36,860.00	Benita Beltran
61	3500 MORRIS	V	06	R-5(A)	0.9788	\$2,130.00	1	\$500.00	\$601.00	\$1,200.00	Walter Huerta
62	1006 OXBOW	I	03	R-7.5(A)	0.208	\$67,220.00	27	\$6,000.00	\$43,712.00	\$67,220.00	Joe Shahan
63	4910 PARRY	V	02	D(A)	0.1664	\$1,537.00	5	\$500.00	\$7,580.00	\$7,250.00	Maria Cristina Ospina
64	3610 PENELOPE	I	07	PD 595	0.14	\$12,200.00	1	\$3,000.00	\$4,000.00	\$30,630.00	WCP Retirement Plan/John DSilva
65	1815 PUEBLO	V	06	R-5(A)	0.1653	\$17,909.00	7	\$500.00	\$7,100.00	\$10,200.00	Santos Coria
66	3324 PUEBLO	V	06	R-5(A)	0.1291	\$1,753.00	6	\$500.00	\$7,900.00	\$9,000.00	Santos Coria
67	4419 ROSINE	I	07	PD 595	0.0908	\$1,629.00	2	\$3,000.00	\$6,800.00	\$29,620.00	Benita Beltran
68	4415 ROSINE	I	07	PD 595	0.0896	\$18,790.00	2	\$3,000.00	\$6,800.00	\$24,720.00	Benita Beltran
69	1448 ROWAN	V	02	R-5(A)	0.109	\$18,600.00	2	\$500.00	\$7,250.00	\$4,750.00	Nextlots Now L.L.C.
70	4701 SILVER	V	07	R-5(A)	0.105	\$1,811.00	4	\$500.00	\$5,000.00	\$5,720.00	Paticum Foundation
71	4812 SILVER	V	07	R-5(A)	0.1089	\$1,643.00	5	\$500.00	\$4,475.00	\$5,940.00	Nextlots Now L.L.C.
72	4134 SOLOMAN	V	06	R-5(A)	0.1618	\$12,000.00	7	\$500.00	\$8,060.00	\$12,000.00	Manuel Vargas
73	2666 TEXAS	I	01	R-7.5(A)	0.1643	\$64,510.00	38	\$6,000.00	\$43,901.00	\$66,230.00	Monty Gamber

**TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES
AGENDA LIST**

ITEM #	STREET ADDRESS	VAC/ IMP	COUNCIL DISTRICT	ZONING	PARCEL SIZE	STRUCKOFF AMOUNT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	DCAD	HIGHEST BIDDER
74	3624 TORONTO	V	06	R-5(A)	0.1431	\$12,000.00	5	\$500.00	\$8,000.00	\$9,200.00	Santos Coria
75	1836 TORONTO	V	06	R-5(A)	0.132	\$2,500.00	10	\$500.00	\$5,500.00	\$12,000.00	Santos Coria
76	8357 TRANSIT	I	05	R-7.5(A)	0.2169	\$26,518.00	16	\$3,500.00	\$20,195.00	\$26,120.00	Oscar Vargas
77	3203 VILBIG	V	06	R -5(A)	0.1264	\$1,487.00	8	\$500.00	\$4,700.00	\$8,880.00	Johnny Mendoza
78	5019 WATSON	I	08	R-5(A)	0.2506	\$10,862.00	6	\$2,000.00	\$9,700.00	\$12,690.00	WCP Retirement Plan/John DSilva
79	730 WINTERS	I	04	R-7.5(A)	0.153	\$19,748.00	12	\$3,000.00	\$22,901.00	\$28,500.00	Monty Gamber
80	818 E. WOODIN	I	04	R-7.5(A)	0.18	\$18,065.00	7	\$3,000.00	\$17,000.00	\$15,920.00	Johnny Aguinaga
81	3618 YORK	V	07	PD 595	0.1492	\$1,394.00	1	\$500.00	\$1,000.00	\$3,250.00	Larry D. Davis
82	3615 YORK	V	07	PD 595	0.1492	\$1,355.00	1	\$500.00	\$1,000.00	\$3,250.00	Larry D. Davis



February 25, 2015

WHEREAS, the City of Dallas ("City"), the State of Texas ("State"), the County of Dallas, ("County"), and/or Dallas Independent School District ("DISD") acquired Sheriff Deeds to properties ("Properties") at a sheriff tax sale ("the First Sale") authorized by a Judicial Foreclosure ("Judgment") in a District Court in Dallas County, Texas. The Sheriff's Deeds were recorded in the real property records of Dallas County, Texas as described on "Exhibit A," attached herein and incorporated by reference; and

WHEREAS, pursuant to the Texas Attorney General Opinion No. JM-1232 and Section 34.05(a) of the Texas Property Tax Code, the City may re-sell the Properties ("the Second Sale") subject to any right of redemption existing at the time of the Second Sale; and

WHEREAS, pursuant to the provisions of Chapter 34, Section 34.05 of the Texas Property Tax Code, a taxing entity is authorized to re-sell the Properties ("the Second Sale"); and

WHEREAS, by accepting its pro rata proceeds from the Second Sale, the State agrees to the transfer of Properties in which it has an interest; and

WHEREAS, the City Manager, acting on behalf of the County pursuant to a County Commissioner's Court Order, and acting on behalf of DISD pursuant to a School Board Resolution have the authority to execute Quitclaim Deeds to the purchasers of Properties at the Second Sale, and transfer any rights, title, or interests acquired or held by each taxing entity that was a party to the Judgment at the First Sale; and

WHEREAS, the Properties were advertised in the Dallas Morning News on the dates indicated on Exhibit A; and

WHEREAS, the City Council has previously approved the re-sale of other Properties where funds were not received, nor disbursed prior to the April 1, 2001 Tax Collection Consolidation with Dallas County; and

WHEREAS, the distribution of the proceeds from the resale of the Properties will be in accordance with Chapter 34, Section 34.06 of the Texas Property Tax Code; **Now, Therefore,**

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

SECTION 1. That upon receipt of the monetary consideration from the purchasers of the Properties listed on Exhibit A, and upon consent by the County and DISD, the City Manager upon approval as to form by the City Attorney and attested by the City Secretary, is hereby authorized to execute Quitclaim Deeds to the Properties, subject to any right of redemption, and in accordance with the written agreement of the terms, conditions, and release of the taxing entities.

February 25, 2015

SECTION 2. That the consideration received from the Second Sale shall be distributed pursuant to Chapter 34, Section 34.06 of the Texas Property Tax Code, and applied to the payment of the court costs, interest, and cost of sale and applied to the amount of delinquent taxes, penalties, and municipal liens pursuant to the order of the court.

SECTION 3. That all purchasers shall be responsible for the pro rata portion of property taxes for the remaining part of the current calendar year that will be assessed from the date of closing of the Second Sale. Purchasers shall also be responsible for any post judgment taxes, penalties and interest, pursuant to the Texas Property Tax Code. The Properties shall be replaced on the tax rolls as of the date of execution of Quitclaim Deeds.

SECTION 4. That to the extent authorized by law, any liens securing taxes referenced in Section 2 above are hereby released.

SECTION 5. That any and all proceeds from the Second Sale, including funds not received, nor disbursed prior to the April 1, 2001 Tax Collection Consolidation with Dallas County will be deposited to General Fund 0001, Department DEV, Balance Sheet Account 0519.

SECTION 6. That upon receipt of the consideration from the Second Sale, the Chief Financial Officer is authorized to disburse the proceeds in accordance with Chapter 34, Section 34.06 of the Texas Property Tax Code. Calculations for disbursements shall be provided by the Director of Sustainable Development and Construction to the City of Dallas Land Based Receivables, the Dallas County District Clerk, and the Dallas County Tax Office from the account specified in Section 5, above.

SECTION 7. That upon receipt of the consideration from the Second Sale, the Chief Financial Officer is authorized to disburse proceeds pursuant to Chapter 34, Section 34.06 of the Texas Property Tax Code. Calculations for disbursement shall be provided by the Director of Sustainable Development and Construction, and provided for properties previously approved for re-sale by the City Council, where funds have not been disbursed prior to the April 1, 2001 Tax Collection Consolidation with Dallas County from the account specified in Section 5, above.

SECTION 8. That any procedures required by Section 2-24 of the Dallas City Code and not required by Texas state law are hereby waived with respect to this conveyance.

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
TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES
FEBRUARY 25, 2015 AGENDA

ITEM #	STREET ADDRESS	LEGAL DESCRIPTION	VAC/ IMP	OWNED BY TAXING ENTITIES*	DMN DATES ADVERTISEMENT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	HIGHEST BIDDER
1	4216 1ST	Lot 7, Block 2/1835	V	1,2,3	1/11 & 1/12	1	\$500.00	\$512.00	Antonio Blackman
2	4226 1ST	Lot 5, Block 2/1835	V	1,2,3	1/11 & 1/12	1	\$500.00	\$512.00	Antonio Blackman
3	1121 E. 10TH	West 25 ft. of Lot 10 and 5 ft. of Lot 11	I	1,2,3	1/11 & 1/12	9	\$3,000.00	\$15,300.00	Robert Detlef Bazemore
4	1132 10TH	Lot 16, Block 3126	V	1,2,3	1/11 & 1/12	1	\$500.00	\$3,751.00	William Patrick Anderson
5	1974 ANGELINA	Lot 38, Block 12/7130	V	1,2,3	1/11 & 1/12	7	\$500.00	\$4,850.00	Nextlots Now L.L.C.
6	3725 ARANSAS	Lot 26, Block 21/7146	V	1,2,3	1/11 & 1/12	6	\$500.00	\$3,275.00	Nextlots Now L.L.C.
7	3826 ARANSAS	Lot 15, Block 23/7146	V	1,2,3	1/11 & 1/12	3	\$500.00	\$3,385.00	Nextlots Now L.L.C.
8	3922 ARANSAS	Lot 22, Block 23/7146	V	1,2,3	1/11 & 1/12	4	\$500.00	\$2,950.00	Nextlots Now L.L.C.
9	8118 ARLENE	Part of Lot 7, Block 7/7857	I	1,2,3	1/11 & 1/12	3	\$3,000.00	\$11,000.00	Jesuda Construction LLC
10	1727 AVENUE B	Lot 11, Block A/5911	V	1,2,3	1/11 & 1/12	2	\$500.00	\$4,360.00	Adia Partnership, LLC
11	1703 AVENUE B	West part of Lot 14, Block A/5911	V	1,2,3	1/11 & 1/12	3	\$500.00	\$1,265.00	Adia Partnership, LLC
12	439 AVENUE E	Lot 32 and the north 10 ft. of Lot 33, Block 1	V	1,2,3	1/11 & 1/12	1	\$500.00	\$999.00	James Bell
13	426 AVENUE E	Lot 5, Block 2/5901	V	1,2,3	1/11 & 1/12	2	\$500.00	\$999.00	James Bell
14	323 AVENUE L	Lot 26, Block 8/4970	V	1,2,3	1/11 & 1/12	1	\$500.00	\$3,081.00	Adia Partnership, LLC
15	1115 BAYONNE	Lot 13, Block 12/7265	V	1,2,3	1/11 & 1/12	11	\$500.00	\$6,501.00	Rudy Susantio
16	2329 BEN HUR	Lot 17, Block 8801	V	1,2,3	1/11 & 1/12	6	\$500.00	\$3,800.00	Silvia Gonzalez
17	3723 BERTRAND	Lots 12 and 13, Block 1/2127	V	1,2,3	1/11 & 1/12	2	\$500.00	\$1,570.00	Adia Partnership, LLC
18	3520 BERTRAND	Lot 6, Block 2/2128	V	1,2,3	1/11 & 1/12	2	\$500.00	\$1,780.00	Adia Partnership, LLC
19	1139 BETTERTON	Lot 29, Block 3126	V	1,2,3	1/11 & 1/12	1	\$1,000.00	\$1,399.00	James Bell
20	3119 BIRMINGHAM	Part of Lot 4, Block 1352	V	1,2,3	1/11 & 1/12	1	\$500.00	\$575.00	Jose Ramirez
21	349 BONNIE VIEW	Lots 22 and 23, Block 5904	V	1,2,3	1/11 & 1/12	1	\$500.00	\$6,880.00	Adia Partnership, LLC
22	4511 BONNIE VIEW	Lot 6, Block A/5842	V	1,2,3	1/11 & 1/12	1	\$500.00	\$1,250.00	Nextlots Now L.L.C.
23	431 BONNIE VIEW	Lot 33, Block 5904	V	1,2,3	1/11 & 1/12	1	\$500.00	\$2,780.00	Adia Partnership, LLC
24	4514 BRADSHAW	Lot 9, Block F/1776	I	1,2,3	1/11 & 1/12	4	\$3,000.00	\$11,501.00	Old Car Place
25	2814 BRITTON	Lot 4, Block E/3892	V	1,2,3	1/11 & 1/12	2	\$500.00	\$7,200.00	JDS/Gardner Brewer
26	2841 CANARY	Lot 15, Block G/6086	I	1,2,3	1/11 & 1/12	13	\$3,000.00	\$15,600.00	Juan Cavazos

EXHIBIT A
TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES
FEBRUARY 25, 2015 AGENDA

ITEM #	STREET ADDRESS	LEGAL DESCRIPTION	VAC/ IMP	OWNED BY TAXING ENTITIES*	DMN DATES ADVERTISEMENT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	HIGHEST BIDDER
27	4106 COLONIAL	Lots 1 and 2, Block F/1606	V	1,2,3	1/11 & 1/12	1	\$500.00	\$750.00	Vera Mae Cobb
28	4102 COLONIAL	Lot 1, Block F/1606	V	1,2,3	1/11 & 1/12	1	\$500.00	\$750.00	Vera Mae Cobb
29	4318 COLONIAL	Lot 2, Block E/1689	V	1,2,3	1/11 & 1/12	1	\$500.00	\$501.00	Vera Mae Cobb
30	1530 COMPTON	Lot 13, Block C/4711	V	1,2,3	1/11 & 1/12	1	\$500.00	\$1,310.00	Adia Partnership, LLC
31	4612 CORREGIDOR	Lot 3, Block G/7647	I	1,2,3	1/11 & 1/12	1	\$2,000.00	\$5,000.00	Meljo IRA LLC
32	4631 S. DENLEY	Lot 31, Block 32/4330	V	1,2,3	1/11 & 1/12	3	\$500.00	\$9,111.00	Manuel Vargas
33	3402 EDGEWOOD	Lot 1, Block B/1558	V	1,2,3	1/11 & 1/12	1	\$500.00	\$6,880.00	Adia Partnership, LLC
34	1618 E. ELMORE	Lot 1, Block A/5856	V	1,2,3	1/11 & 1/12	1	\$500.00	\$6,500.00	JDS/Gardner Brewer
35	1339 FAIRVIEW	Lot 10, Block 11/1635	V	1,2,3	1/11 & 1/12	1	\$500.00	\$17,133.99	Temasek Development Group, LLC
36	1122 FORT WORTH	Lot 1, Block 19/3980	V	1,2,3	1/11 & 1/12	15	\$4,000.00	\$104,050.00	Belclaire Investment Corp.
37	4127 FUREY	Lot 34, Block 18/7146	V	1,2,3	1/11 & 1/12	6	\$500.00	\$7,888.00	Manuel Vargas
38	3624 GALLAGHER	Lot 2C, Block 13/7151	I	1,2,3	1/11 & 1/12	9	\$3,000.00	\$20,762.00	Equity Trust Company Custodian FBO Miguel A. Trejo
39	1619 GARDEN	Lot 5, Block 4/2119	V	1,2,3	1/11 & 1/12	4	\$4,000.00	\$12,500.00	Jesuda Construction LLC
40	1739 GARZA	East half of Lot 24, Block 40/4092	V	1,2,3	1/11 & 1/12	1	\$500.00	\$1,099.00	Alfonso Ruiz
41	1620 S. HENDERSON	Lot 21, Block 14/1642	I	1,2,3	1/11 & 1/12	11	\$3,000.00	\$22,133.99	Jenny Tran
42	2828 HOLMES	Lot 8, Block 4/1129	V	1,2,3	1/11 & 1/12	1	\$500.00	\$6,208.40	Andor Properties, LLC
43	3016 HOLMES	Lot 5, Block 9/1149	V	1,2,3	1/11 & 1/12	2	\$500.00	\$20,099.99	St. Phillip's School and Community Center
44	3730 HOMELAND	Lot 2A, Block 6/7151	V	1,2,3	1/11 & 1/12	4	\$500.00	\$5,100.00	Santos Coria
45	3303 E. ILLINOIS	Lot 32, Block H/6094	V	1,2,3	1/11 & 1/12	7	\$500.00	\$8,201.00	Juan Carranza
46	4607 JAMAICA	Lot 20, Block A/2431	I	1,2,3	1/11 & 1/12	2	\$2,000.00	\$5,000.00	Meljo IRA LLC
47	2215 JORDAN	Lot 15, Block A/1709	V	1,2,3	1/11 & 1/12	1	\$500.00	\$3,585.00	Adia Partnership, LLC
48	3115 KILBURN	Lot 12, Block B/5842	I	1,2,3	1/11 & 1/12	7	\$10,000.00	\$27,000.00	Transinam International Inc.
49	6437 LEANA	Lot 12, Block 1/6887	I	1,2,3	1/11 & 1/12	5	\$2,000.00	\$14,501.00	Old Car Place
50	2804 MARBURG	Lot 3 and half of Lot 2, Block B/1773	I	1,2,3	1/11 & 1/12	5	\$5,000.00	\$37,999.00	James Bell

EXHIBIT A
TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES
FEBRUARY 25, 2015 AGENDA

ITEM #	STREET ADDRESS	LEGAL DESCRIPTION	VAC/ IMP	OWNED BY TAXING ENTITIES*	DMN DATES ADVERTISEMENT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	HIGHEST BIDDER
51	2211 MARBURG	Lot 19, Block B/1757	I	1,2,3	1/11 & 1/12	1	\$2,500.00	\$8,801.00	Old Car Place
52	2804 MARJORIE	Lot 3 and half of Lot 2, Block B/1773	V	1,2,3	1/11 & 1/12	1	\$500.00	\$1,001.00	Jose Luis Rincon
53	2729 S. MARSALIS	Lot 20, Block 40/4120	I	1,2,3	1/11 & 1/12	4	\$3,000.00	\$15,000.00	Jesuda Construction LLC
54	3615 MCBROOM	Lot 2, Block J/7152	V	1,2,3	1/11 & 1/12	5	\$500.00	\$3,350.00	Nextlots Now L.L.C.
55	3723 MCBROOM	Lot 3, Block K/7152	V	1,2,3	1/11 & 1/12	2	\$500.00	\$2,550.00	Alfonso Ruiz
56	2240 METROPOLITAN	Lot 1, Block A/1709	V	1,2,3	1/11 & 1/12	1	\$500.00	\$2,100.00	Yufei Wang
57	1418 MONTAGUE	Lot 5, Block 7/4348	I	1,2,3	1/11 & 1/12	4	\$3,000.00	\$13,601.00	Old Car Place
58	4222 MONTIE	Lot 6, Block B/4473	I	1,2,3	1/11 & 1/12	6	\$3,000.00	\$11,566.66	Angelica M. Hernandez
59	3009 MORGAN	Part of Lot 1, Block 19/7614	I	1,2,3	1/11 & 1/12	13	\$3,000.00	\$17,500.00	Jesuda Construction LLC
60	3846 MORNINGVIEW	Lot 9, Block 3/6866	I	1,2,3	1/11 & 1/12	11	\$4,000.00	\$15,600.00	Benita Beltran
61	3500 MORRIS	Lot 1, Block 16/7145	V	1,2,3	1/11 & 1/12	1	\$500.00	\$601.00	Walter Huerta
62	1006 OXBOW	Lot 11, Block B/6907	I	1,2,3	1/11 & 1/12	27	\$6,000.00	\$43,712.00	Joe Shahan
63	4910 PARRY	Lot 14, Block 19/1241	V	1,2,3	1/11 & 1/12	5	\$500.00	\$7,580.00	Maria Cristina Ospina
64	3610 PENELOPE	Lot 8, Block D/1825	I	1,2,3	1/11 & 1/12	1	\$3,000.00	\$4,000.00	WCP Retirement Plan/ John DSilva
65	1815 PUEBLO	Lot 4, Block H/7122	V	1,2,3	1/11 & 1/12	7	\$500.00	\$7,100.00	Santos Coria
66	3324 PUEBLO	Lot 5, Block 4/7144	V	1,2,3	1/11 & 1/12	6	\$500.00	\$7,900.00	Santos Coria
67	4419 ROSINE	Part of Lot 25, Block B/1771	I	1,2,3	1/11 & 1/12	2	\$3,000.00	\$6,800.00	Benita Beltran
68	4415 ROSINE	Part of Lot 25, Block B/1771	I	1,2,3	1/11 & 1/12	2	\$3,000.00	\$6,800.00	Benita Beltran
69	1448 ROWAN	Lot 16, Block 1545	V	1,2,3	1/11 & 1/12	2	\$500.00	\$7,250.00	Nextlots Now L.L.C.
70	4701 SILVER	Lot 3, Block F/2625	V	1,2,3	1/11 & 1/12	4	\$500.00	\$5,000.00	Paticum Foundation
71	4812 SILVER	Lot 10, Block B/2623	V	1,2,3	1/11 & 1/12	5	\$500.00	\$4,475.00	Nextlots Now L.L.C.
72	4134 SOLOMAN	Lot 18, Block 18/7146	V	1,2,3	1/11 & 1/12	7	\$500.00	\$8,060.00	Manuel Vargas
73	2666 TEXAS	Lot 5, Block 11/5965	I	1,2,3	1/11 & 1/12	38	\$6,000.00	\$43,901.00	Monty Gamber
74	3624 TORONTO	Mid part Lot 4 (49.4x125), Block A/7152	V	1,2,3	1/11 & 1/12	5	\$500.00	\$8,000.00	Santos Coria
75	1836 TORONTO	Lot 15, Block K/7122	V	1,2,3	1/11 & 1/12	10	\$500.00	\$5,500.00	Santos Coria
76	8357 TRANSIT	Lot 20, Block 6351	I	1,2,3	1/11 & 1/12	16	\$3,500.00	\$20,195.00	Oscar Vargas

EXHIBIT A
TAX FORECLOSED AND SEIZURE WARRANT PROPERTY RESALES
FEBRUARY 25, 2015 AGENDA

ITEM #	STREET ADDRESS	LEGAL DESCRIPTION	VAC/ IMP	OWNED BY TAXING ENTITIES*	DMN DATES ADVERTISEMENT	# BIDS	MINIMUM BID	HIGHEST BID AMOUNT	HIGHEST BIDDER
77	3203 VILBIG	Lots 1 and 2, Block H/7122	V	1,2,3	1/11 & 1/12	8	\$500.00	\$4,700.00	Johnny Mendoza
78	5019 WATSON	North half of Lot 3, Block F/6855	I	1,2,3	1/11 & 1/12	6	\$2,000.00	\$9,700.00	WCP Retirement Plan/ John DSilva
79	730 WINTERS	51.5x40 part of T.J. Oliver Subdivision, Block 8/3749	I	1,2,3	1/11 & 1/12	12	\$3,000.00	\$22,901.00	Monty Gamber
80	818 E. WOODIN	Lot 2, Block 22/3644	I	1,2,3	1/11 & 1/12	7	\$3,000.00	\$17,000.00	Johnny Aguinaga
81	3618 YORK	Lot 13, Block 3/2129	V	1,2,3	1/11 & 1/12	1	\$500.00	\$1,000.00	Larry D. Davis
82	3615 YORK	Lot 34, Block 2/2128	V	1,2,3	1/11 & 1/12	1	\$500.00	\$1,000.00	Larry D. Davis

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): Outside City Limits

DEPARTMENT: Sustainable Development and Construction
Water Utilities

CMO: Ryan S. Evans, 671-9837
Mark McDaniel, 670-3256

MAPSCO: 20A-K P

SUBJECT

A resolution authorizing the conveyance of a water and wastewater easement containing approximately 184,315 square feet of land to the City of Rowlett for the construction and maintenance of water and wastewater facilities across City-owned land at Lake Ray Hubbard located near the intersection of President George Bush Turnpike and Liberty Grove Road – Financing: No cost consideration to the City

BACKGROUND

This item authorizes the conveyance of a water and wastewater easement across City-owned land at Lake Ray Hubbard to the City of Rowlett for the North Shore Project. The operation, construction, repair and full maintenance of these facilities shall be at no cost to the City of Dallas.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

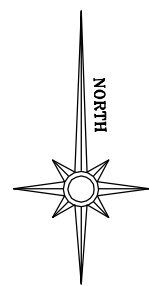
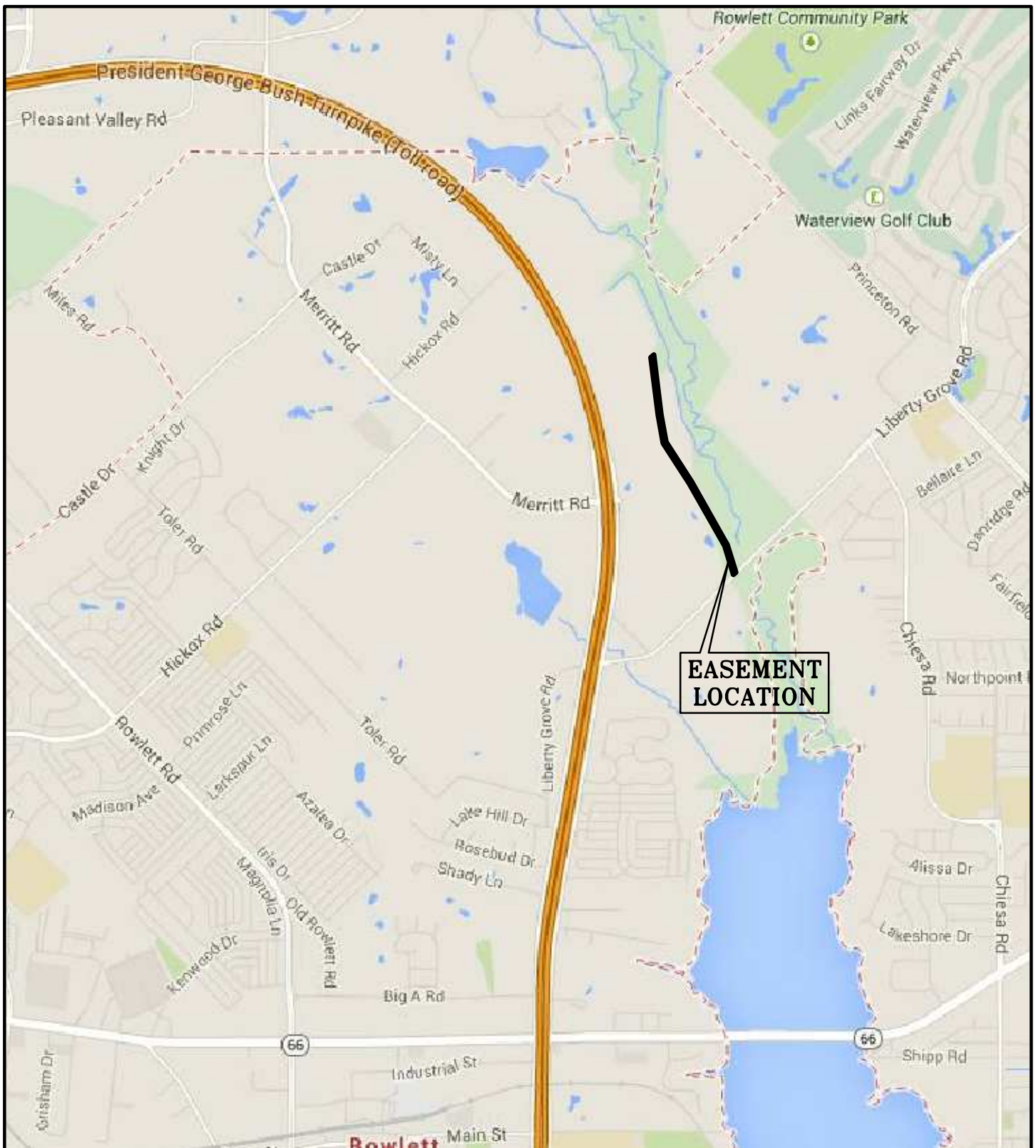
This item has no prior action.

FISCAL INFORMATION

No cost consideration to the City.

MAP

Attached



February 25, 2015

WHEREAS, the City of Dallas owns tracts of land which are used for Lake Ray Hubbard; and

WHEREAS, the City of Rowlett has requested a water and wastewater easement on said land for the construction, maintenance and use of water facilities containing approximately 184,315 square feet of land, located in Abstract No. 544, Dallas County, Texas, the boundary of which property being more particularly described in "Exhibit A" attached hereto and made a part hereof for all purposes; and

WHEREAS, the Interlocal Agreement and Lease between the City of Dallas and the City of Rowlett dated January 22, 2001, contemplates the granting of easement rights;

Now, Therefore,

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

SECTION 1. That pursuant to the Interlocal Agreement and Lease, the City Manager is authorized to execute a water and wastewater easement to be attested by the City Secretary upon approval as to form by the City Attorney for approximately 184,315 square feet of land, located in Abstract 544, Dallas County, Texas to the City of Rowlett as **GRANTEE**.

SECTION 2. 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.

**APPROVED AS TO FORM:
WARREN M. S. ERNST
CITY ATTORNEY**

By: _____


Assistant City Attorney

EXHIBIT "A"
LEGAL DESCRIPTION
PERMANENT WATER AND WASTEWATER EASEMENT

BEING a 50' wide strip of land located in the JAMES HAMILTON SURVEY, Abstract No. 544, City of Rowlett, Dallas County, Texas, and being a portion of the tracts of land conveyed to The City of Dallas by the deeds recorded in Volume 5902, Page 66, Volume 5887, Page 366, Volume 5887, Page 369, Volume 19, Page 714, Volume 5887, Page 372, Volume 5887, Page 369, and Volume 67091, Page 821, of the Official Public Records of Dallas County, Texas, and said 50' wide strip of land lying along and below the Take Line for Lake Ray Hubbard. Said 50' wide strip of land being more particularly described by metes and bounds as follows:

BEGINNING at a City of Dallas Take Line Monument found, marked No. Y18-1, in the Northwest right-of-way line of LIBERTY GROVE ROAD, and said Point of Beginning also lying at the South corner of the tract of land conveyed to the City of Dallas by the deed recorded in Volume 5902, Page 66 of the Deed Records of Dallas County, Texas, and said Point of Beginning also lying at the East corner of a tract of land conveyed to C-1 CAPITAL MARKETS, L.P. by the deed recorded in County Clerk's file No. 201300316069 of the Deed Records of Dallas County, Texas;

THENCE along the Southwest Take Line of said Lake Ray Hubbard as follows:

1. N 16° 57' 21" W 471.99 feet, to a City of Dallas Take Line Monument marked No. Y18-2 found;
2. N 29° 41' 06" W 1120.09 feet, to a ½" iron rod found, in place of a City of Dallas Take Line Monument designated as Monument No. Y19-1/Y18-3, at the South corner of the tract of land conveyed to the City of Dallas by the deed recorded in Volume 67091, Page 821, of the Deed Records of Dallas County, Texas;
3. N 32° 32' 42" W 744.52 feet, along the West boundary line of said City of Dallas Tract, to a City of Dallas Take Line Monument marked No. Y19-2 found;
4. N 10° 08' 56" W 444.60 feet, along the West boundary line of said City of Dallas Tract, to a City of Dallas Take Line Monument marked No. Y19-3 found;
5. N 07° 18' 13" W 905.09 feet, along the West boundary line of said City of Dallas Tract, to a City of Dallas Take Line Monument marked No. Y19-4 found, at the most Westerly Northwest corner of said City of Dallas Tract;

THENCE N 47° 00' 31" E 61.56 feet, along the Northwest boundary line of said City of Dallas Tract, to a ½" orange capped iron rod set, marked "Easement";

THENCE along a line 50 feet Northeast of and parallel to the Southwest Take Line of said Lake Ray Hubbard, as follows:

1. S 07° 18' 13" E 939.76 feet, to a ½" orange capped iron rod set, marked "Easement";
2. S 10° 08' 56" E 433.46 feet, to a ½" orange capped iron rod set, marked "Easement";

FIELD NOTES APPROVED:

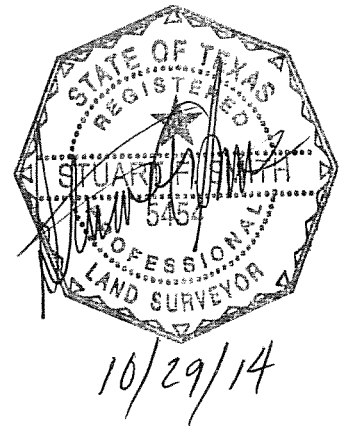
Mr 4/05/15



EXHIBIT "A"

3. S 32° 32' 42" E 735.87 feet, to a ½" orange capped iron rod set, marked "Easement";
4. S 29° 41' 06" E 1126.92 feet, to a ½" orange capped iron rod set, marked "Easement";
5. S 16° 57' 21" E 450.77 feet, to a ½" orange capped iron rod set, marked "Easement", lying in the Northwest right-of-way line of aforesaid Liberty Grove Road and the Southeast boundary line of the aforesaid City of Dallas Tract, recorded in Volume 5902, Page 66, of the Official Public Records of Dallas County, Texas;

THENCE S 44° 51' 41" W 56.72 feet, along the Northwest right-of-way line of said LIBERTY GROVE ROAD and the Southeast boundary line of said City of Dallas Tract, to the POINT OF BEGINNING containing 4.231 acres (184,315 SQUARE FEET) of land.



ALL COORDINATES SHOWN IN THIS DOCUMENT ARE STATE PLANE GRID COORDINATES.

EXHIBIT "A"

MATCHLINE
SEE SHEET 2

BEARING BASE:

THE BEARINGS SHOWN HEREON ARE TEXAS STATE PLANE GRID BEARINGS ESTABLISHED USING THE GLOBAL POSITIONING SYSTEM SATELLITES, AND LOCAL CONTINUOUSLY OPERATING REFERENCE STATIONS.

CITY OF DALLAS
VOL. 5887, PG. 369
O.P.R.D.C.T.

JAMES HAMILTON SURVEY
ABSTRACT No. 544

PERMANENT WATER AND WASTE WATER EASEMENT

4.231 ACRES

(184,315 SQ. FT.)

LOT 1, BLOCK 1
TRENT ADDITION
VOL. 97048, PG. 5527
D.R.D.C.T.

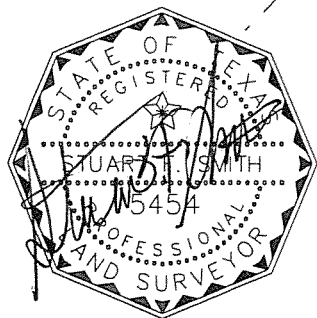
LAKE RAY HUBBARD TAKE LINE

LAKE RAY HUBBARD TAKE LINE NOTE:

CITY OF DALLAS TAKE LINE, MAP 612D-1,
SHEETS 168 & 169.

LEGEND:

CONTROLLING MONUMENT	(C.M.)
DEED BEARING & DISTANCE	(N 16°23'01" W 471.63')
CAPPED IRON ROD MARKED "EASEMENT", SET	I.R.S.



OCTOBER 29, 2014

SHEET 1 OF 3

Y18-1
N: 7026303.92669
E: 2567999.15266

Y18-2
N: 7026755.32980
E: 2567861.52500

POINT OF BEGINNING
(CITY OF DALLAS MONUMENT
Y18-1 FOUND-C.M.)

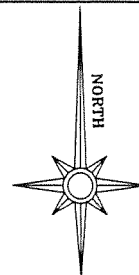
CITY OF ROWLETT, DALLAS COUNTY, TEXAS SANITARY SEWER IMPROVEMENT PROJECT



BRITTAIN & CRAWFORD
LAND SURVEYING &
TOPOGRAPHIC MAPPING
(817) 926-0211 - METRO (817) 429-5112
FAX No. (817) 926-9347
P.O. BOX 11374 • 3908 SOUTH FREEWAY
FORT WORTH, TEXAS 76110
EMAIL: admin@brittain-crawford.com

PERMANENT WATER AND WASTE WATER EASEMENT

50' STRIP OF LAND LOCATED IN
THE JAMES HAMILTON SURVEY,
ABSTRACT No. 544
CITY OF ROWLETT,
DALLAS COUNTY, TEXAS



SCALE 1"=200'

CITY OF DALLAS
MONUMENT FOUND
(No. Y19-3)
(C.M.)

N: 7028793.37967
E: 2566828.10366

EXHIBIT "A"

**MATCHLINE
SEE SHEET 3**

N 10°08'56"W
444.60'
(N 09°37'01" W
443.44')

CITY OF DALLAS
LAKE RAY HUBBARD
VOL. 67091, PG. 821
O.P.R.T.C.T.

BEARING BASE:

THE BEARINGS SHOWN HEREON ARE TEXAS STATE
PLANE GRID BEARINGS ESTABLISHED USING THE
GLOBAL POSITIONING SYSTEM SATELLITES, AND LOCAL
CONTINUOUSLY OPERATING REFERENCE STATIONS.

LEGEND:

CONTROLLING MONUMENT	(C.M.)
DEED BEARING & DISTANCE	(N 16°23'01" W 471.63')
CAPPED IRON ROD MARKED "EASEMENT", SET	I.R.S.

CITY OF DALLAS
MONUMENT FOUND
(No. Y19-2)
(C.M.)
N: 7028355.79730
E: 2566906.43480

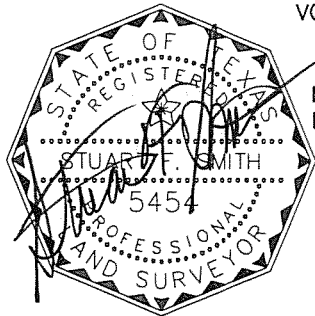
**PERMANENT WATER AND
WASTE WATER EASEMENT
4.231 ACRES
(184,315 SQ. FT.)**

LAKE RAY HUBBARD TAKE LINE

McENTEE FAMILY LIMITED PARTNERSHIP
TRACT I
VOL. 97149, PG. 1652
O.P.R.D.C.T.

1/2" IRON ROD FOUND
(IN PLACE OF CITY OF DALLAS MONUMENT Y19-1/Y18-3)
SOUTH CORNER OF CITY OF DALLAS, LAKE RAY HUBBARD
VOL. 67091, PG. 821
D.R.T.C.T.)
(C.M.)

N: 7027728.27919
E: 2567306.90034



OCTOBER 29, 2014

SHEET 2 OF 3

LAKE RAY HUBBARD TAKE LINE NOTE:

CITY OF DALLAS TAKE LINE, MAP 612D-1,
SHEETS 168 & 169.

**JAMES HAMILTON SURVEY
ABSTRACT No. 544**

CITY OF DALLAS
VOL. 5887, PG. 369
O.P.R.D.C.T.

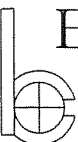
CITY OF DALLAS
VOL. 5887, PG. 372
O.P.R.D.C.T.

CITY OF DALLAS
VOL. 19, PG. 714
O.P.R.D.C.T.

**MATCHLINE
SEE SHEET 1**

Rowlett
TEXAS

CITY OF ROWLETT, DALLAS COUNTY, TEXAS SANITARY SEWER IMPROVEMENT PROJECT

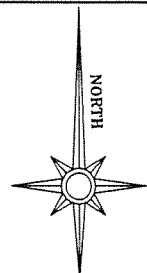


BRITTAIN & CRAWFORD
LAND SURVEYING &
TOPOGRAPHIC MAPPING

(817) 926-0211 - METRO (817) 429-5112
FAX No. (817) 926-9347
P.O. BOX 11374 • 3908 SOUTH FREEWAY
FORT WORTH, TEXAS 76110
EMAIL: admin@brittain-crawford.com

PERMANENT WATER AND WASTE WATER EASEMENT

**50' STRIP OF LAND LOCATED IN
THE JAMES HAMILTON SURVEY,
ABSTRACT No. 544
CITY OF ROWLETT,
DALLAS COUNTY, TEXAS**



SCALE 1"=200'

EXHIBIT "A"

GWB FREEWAY PARTNERS
JOINT VENTURE
INST. No. 20080211792
O.P.R.D.C.T.

(N 47°20'10" E)
N 47°00'31" E
61.56'

CITY OF DALLAS
MONUMENT FOUND
(No. Y19-4)
N: 7029690.98950
E: 2566713.05760

LAKE RAY HUBBARD TAKE LINE NOTE:

CITY OF DALLAS TAKE LINE, MAP 612D-1,
SHEETS 168 & 169.

BEARING BASE:

THE BEARINGS SHOWN HEREON ARE TEXAS STATE
PLANE GRID BEARINGS ESTABLISHED USING THE
GLOBAL POSITIONING SYSTEM SATELLITES, AND LOCAL
CONTINUOUSLY OPERATING REFERENCE STATIONS.

JAMES HAMILTON SURVEY
ABSTRACT No. 544

CITY OF DALLAS
LAKE RAY HUBBARD
VOL. 67091, PG. 821
O.P.R.T.C.T.

LEGEND:

CONTROLLING MONUMENT	(C.M.)
DEED BEARING & DISTANCE	(N 16°23'01" W 471.63')
CAPPED IRON ROD MARKED "EASEMENT", SET	I.R.S.

McENTEE FAMILY LIMITED PARTNERSHIP
TRACT I
VOL. 97149, PG. 1652
O.P.R.D.C.T.

CITY OF DALLAS
MONUMENT FOUND
(No. Y19-3)
(C.M.)

N: 7028793.37967
E: 2566828.10366

N 10°08'56" W
444.60'
(N 09°37'01" W
443.44')

S 07°18'13" E 939.76'

PERMANENT WATER AND
WASTE WATER EASEMENT
4.231 ACRES
(184,315 SQ. FT.)

LAKE RAY HUBBARD
TAKE LINE

S 10°08'56" E
433.46'

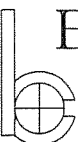
MATCHLINE
SEE SHEET 2



OCTOBER 29, 2014
SHEET 3 OF 3



CITY OF ROWLETT, DALLAS COUNTY, TEXAS
SANITARY SEWER IMPROVEMENT PROJECT

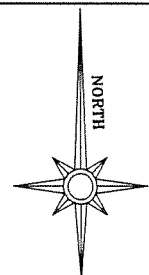


BRITTAIN & CRAWFORD
LAND SURVEYING &
TOPOGRAPHIC MAPPING

(817) 926-0211 - METRO (817) 429-5112
FAX No. (817) 926-9347
P.O. BOX 11374 • 3908 SOUTH FREEWAY
FORT WORTH, TEXAS 76110
EMAIL: admin@brittain-crawford.com

PERMANENT WATER
AND WASTE WATER
EASEMENT

50' STRIP OF LAND LOCATED IN
THE JAMES HAMILTON SURVEY,
ABSTRACT No. 544
CITY OF ROWLETT,
DALLAS COUNTY, TEXAS



SCALE 1"=200'

AGENDA ITEM # 57

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 7

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 49N

SUBJECT

An ordinance abandoning a portion of street right-of-way to Union Pacific Railroad Company, the abutting owner, containing approximately 2,066 square feet of land, located near the intersection of Forney and Prairie Creek Roads, and authorizing the quitclaim - Revenue: \$5,400, plus the \$20 ordinance publication fee

BACKGROUND

This item authorizes the abandonment of a portion of street right-of-way to Union Pacific Railroad Company, the abutting owner. The abandonment area will be included with the property of the abutting owner for construction of a railroad track that connects the cities of Dallas and Mesquite.

The cost for this abandonment is the minimum processing fee pursuant to the Dallas City Code.

Notices were sent to 10 property owners located within 300 feet of the proposed abandonment area. There were no responses received in opposition to this request.

PRIOR ACTION /REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

Revenue: \$5,400, plus the \$20 ordinance publication fee

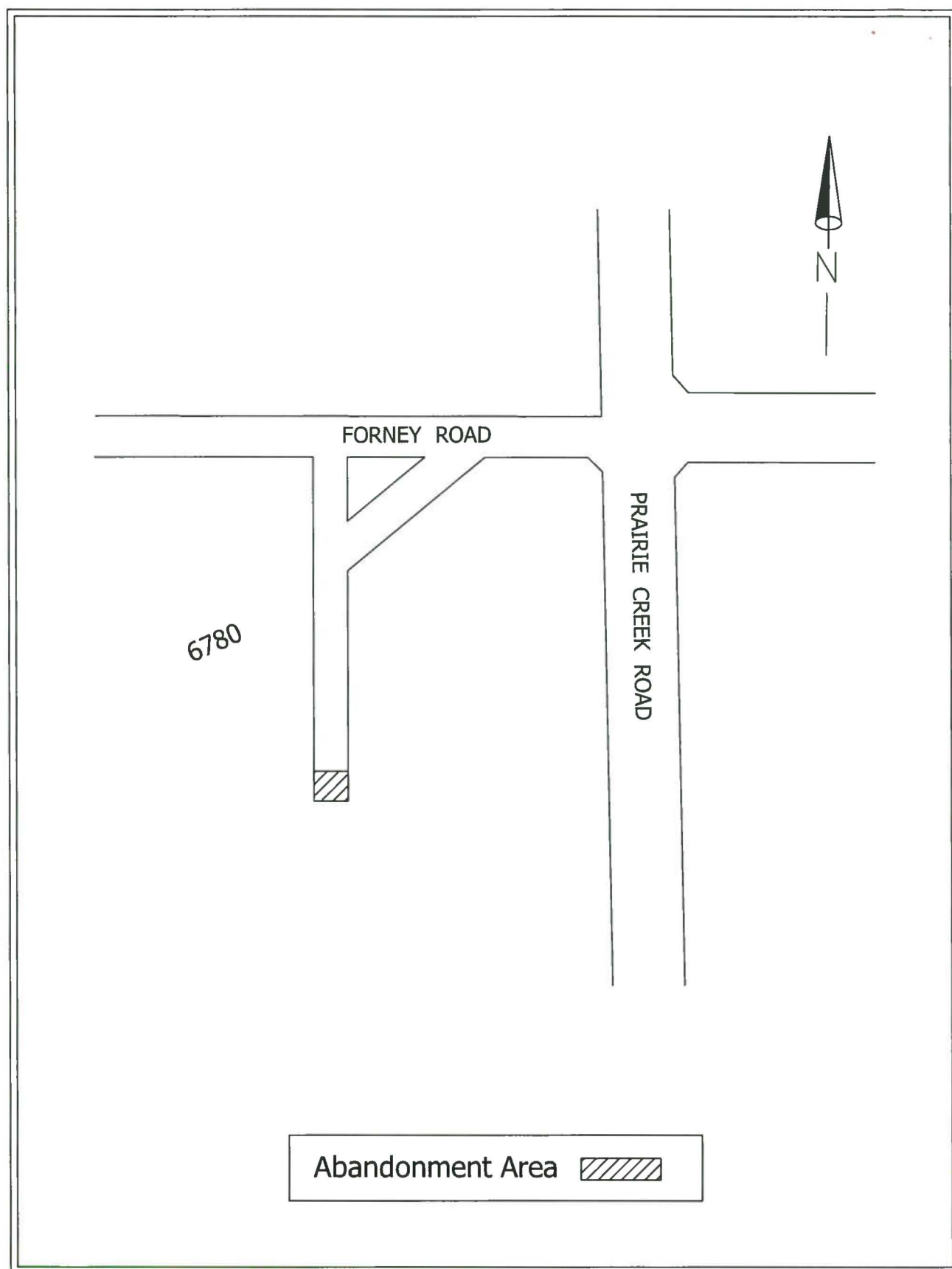
OWNER

Union Pacific Railroad Company

John J. Koraleski, President

MAP

Attached



ORDINANCE NO. _____

An ordinance providing for the abandonment of a portion of unnamed street right-of-way located adjacent to City Block 6780 in the City of Dallas and County of Dallas, Texas; providing for the quitclaim thereof to Union Pacific Railroad Company; providing for the terms and conditions of the abandonment and quitclaim made herein; providing for the indemnification of the City of Dallas against damages arising out of the abandonment herein; providing for the consideration to be paid to the City of Dallas; providing for the payment of the publication fee and providing an effective date for this ordinance.

ooo0ooo

WHEREAS, the City Council of the City of Dallas, acting pursuant to law and upon the request and petition of Union Pacific Railroad Company, a Delaware corporation, hereinafter referred to as **GRANTEE**, deems it advisable to abandon and quitclaim the hereinafter described tract of land to **GRANTEE**, and is of the opinion that, subject to the terms and conditions herein provided, said street right-of-way is not needed for public use, and same should be abandoned and quitclaimed to **GRANTEE**, as hereinafter stated; and

WHEREAS, the City Council of the City of Dallas is of the opinion that the best interest and welfare of the public will be served by abandoning and quitclaiming the same to **GRANTEE** for the consideration and subject to the terms and conditions hereinafter more fully set forth; **Now, Therefore,**

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

SECTION 1. That the tract of land described in Exhibit A, which is attached hereto and made a part hereof for all purposes, be and the same is abandoned, vacated and closed insofar as the right, title and interest of the public are concerned; subject, however, to the conditions hereinafter more fully set out.

SECTION 2. That for and in monetary consideration of the sum of **FIVE THOUSAND FOUR HUNDRED AND NO/100 DOLLARS (\$5,400.00)** paid by **GRANTEE**, and the further consideration described in Section 8, 9, and 10, the City of Dallas does by these presents **FOREVER QUITCLAIM** unto the said **GRANTEE**, subject to the conditions, reservations, and exceptions hereinafter made and with the restrictions and upon the covenants below stated, all of its right, title and interest in and to the certain tract of land hereinabove described in Exhibit A. **TO HAVE AND TO HOLD** all of such right, title and interest in and to the property and premises, subject aforesaid, together with all and singular the rights, privileges, hereditaments and appurtenances thereto in any manner belonging unto the said **GRANTEE** forever.

SECTION 3. That upon payment of the monetary consideration set forth in Section 2, **GRANTEE** accepts the terms, provisions, and conditions of this ordinance.

SECTION 4. That the Chief Financial Officer is authorized to deposit the sum paid by **GRANTEE** pursuant to Section 2 above in the General Fund 0001, Department DEV, Balance Sheet 0519 and Department of Sustainable Development and Construction-Real Estate Division shall be reimbursed for the cost of obtaining the legal description, appraisal and other administrative costs incurred. The reimbursement proceeds shall be deposited in General Fund 0001, Department DEV, Unit 1183, Object 5011 and any remaining proceeds shall be transferred to the General Capital Reserve Fund 0625, Department BMS, Unit 8888, Revenue Source 8416.

SECTION 5. That the abandonment and quitclaim provided for herein are made subject to all present zoning and deed restrictions, if the latter exist, and are subject to all existing easement rights of others, if any, whether apparent or non-apparent, aerial, surface, underground or otherwise, and are further subject to the conditions contained in Exhibit B, which is attached hereto and made a part hereof for all purposes.

SECTION 6. That the terms and conditions contained in this ordinance shall be binding upon **GRANTEE**, its successors and assigns.

SECTION 7. That the abandonment and quitclaim provided for herein shall extend only to the public right, title, easement and interest, and shall be construed to extend only to that interest the Governing Body of the City of Dallas may legally and lawfully abandon and vacate.

SECTION 8. That as a condition of this abandonment and as a part of the consideration for the quitclaim to **GRANTEE** herein, **GRANTEE**, its successors and assigns, agree to indemnify, defend, release and hold whole and harmless the City of Dallas of, from and against any and all claims for damages, fines, penalties, costs or expenses to persons or property that may arise out of, or be occasioned by or from: (i) the use and occupancy of the property described in Exhibit A by **GRANTEE**, its successors and assigns; (ii) the presence, generation, spillage, discharge, release, treatment or disposition of any Hazardous Substance on or affecting the area set out in Exhibit A; (iii) all corrective actions concerning any discovered Hazardous Substances on or affecting the area described in Exhibit A, which **GRANTEE**, its successors and assigns, agree to undertake and complete in accordance with applicable federal, state and local laws and regulations; and (iv) the abandonment, closing, vacation and quitclaim by the City of Dallas of the area set out in Exhibit A. **GRANTEE**, its successors and assigns, hereby agree to defend any and all suits, claims, or causes of action brought against the City of Dallas on account of same, and discharge any judgment or judgments that may be rendered against the City of Dallas in connection therewith. For purposes hereof, "Hazardous Substance" means the following: (a) any "hazardous substances" under the Comprehensive Environmental Response, Compensation, and Liability Act, 42 U.S.C. Section 9601 et seq., as amended; (b) any "hazardous substance" under the Texas Hazardous Substances Spill Prevention and Control Act, TEX. WATER CODE, Section 26.261 et seq., as amended; (c) petroleum or petroleum-based products (or any derivative or hazardous constituents thereof or additives thereto), including without limitation, fuel and lubricating oils; (d) any "hazardous chemicals" or "toxic chemicals" under the Occupational Safety and Health Act, 29 U.S.C. Section 651 et seq., as amended; (e) any "hazardous waste" under the Resource Conservation and Recovery Act, 42 U.S.C. Section 6901 et seq., as amended; and (f) any "chemical substance" under the Toxic Substance Control Act, 15 U.S.C. Section 2601 et seq., as amended. References to particular acts or codifications in this definition include all past and future amendments thereto, as well as applicable rules and regulations as now or hereafter promulgated thereunder.

SECTION 9. That as a condition of this abandonment and as a part of the consideration for the quitclaim made herein, **GRANTEE** shall conform to the enforceable building and fire codes including in regards to access and water supplies.

SECTION 10. That as a condition of this abandonment and as a part of the consideration for the quitclaim made herein, **GRANTEE** shall file a final replat of the adjoining properties prior to the issuance of any building permits affecting the tract of land abandoned and quitclaimed herein. This final replat shall be recorded by **GRANTEE** in the official real property records of the county in which the abandoned area is located after its approval by the City Plan Commission of the City of Dallas.

SECTION 11. That the City Secretary is hereby authorized and directed to certify a copy of this ordinance for recordation in the official real property records of the county in which the abandonment area is located, which certified copy shall be delivered to the Director of Department of Sustainable Development and Construction, or designee. Upon receipt of the monetary consideration set forth in Section 2, plus the fee for the publishing of this ordinance, which **GRANTEE** shall likewise pay, and the filing of the final replat set forth in Section 10, the Director of Department of Sustainable Development and Construction, or designee: (i) shall deliver to **GRANTEE** a certified copy of this ordinance, and (ii) is authorized to and shall prepare and deliver a **QUITCLAIM DEED** with regard to the area abandoned herein, to **GRANTEE** hereunder, same to be executed by the City Manager on behalf of the City of Dallas, attested by the City Secretary and approved as to form by the City Attorney. The Director of Department of Sustainable Development and Construction, or designee, shall be the sole source for receiving certified copies of this ordinance for one year after its passage.

SECTION 12. That this ordinance shall take effect immediately from and after its passage and publication in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so ordained.

APPROVED AS TO FORM:
WARREN M. S. ERNST
City Attorney

DAVID COSSUM
Director of Department of Sustainable
Development and Construction

BY 
Assistant City Attorney

BY 
for Assistant Director

Passed _____.

EXHIBIT A

RIGHT-OF-WAY ABANDONMENT

BETWEEN FORNEY ROAD &
TEXAS AND PACIFIC RAILROAD

CITY BLOCK 6780

CITY OF DALLAS, DALLAS COUNTY, TEXAS

BEING a 0.0474 acre tract of land situated in the JOHN LEEPER SURVEY, ABSTRACT NO. 794, City of Dallas, Dallas County, Texas, being part of City of Dallas Block 6780 and being part of that called 0.5194 acre tract of land conveyed by deed to The County of Dallas, recorded in Volume 91183, Page 1117, Deed Records, Dallas County, Texas (D.R.D.C.T.) and being more particularly described as follows:

COMMENCING at the intersection of the westerly right-of-way line of Prairie Creek Road (a 100' R.O.W.) with the southerly right-of-way line of Forney Road (a 70' R.O.W.) being the northeast corner of that tract of land conveyed by deed to Dennis Wolford and Janis Wolford, recorded in Instrument No. 201100149437, Official Public Records, Dallas County, Texas (O.P.R.D.C.T.);

THENCE S 89 deg. 59 min. 20 sec. W, along the southerly right-of-way line of said Forney Road, a distance of 360.00 feet to the northwest corner of said Dennis Wolford and Janis Wolford tract of land, and also being the northeast corner of that tract of land conveyed by deed to the County of Dallas, recorded in Volume 91183, Page 1117, D.R.D.C.T.;

THENCE S 00 deg. 05 min. 26 sec. E, along the west line of said Dennis Wolford and Janis Wolford tract of land and the west line of that tract of land conveyed by deed to Dallas Power & Light Company, recorded in Volume 5854, Page 441, D.R.D.C.T. and also in the east line of said County of Dallas tract of land, a distance of 420.55 feet to a 1/2" iron rod set for corner and being the POINT OF BEGINNING;

THENCE S 00°05'26" E, continuing along the west line of said Dallas Power & Light Company tract of land and the east line of said County of Dallas tract of land, a distance of 41.50 feet to a 1/2" iron rod found for corner in the northerly right-of-way line of Texas and Pacific Railroad (a 110' R.O.W.), recorded in Volume 5, Page 244, D.R.D.C.T. and being the southwest corner of said Dallas Power & Light tract of land and the southeast corner of said County of Dallas tract of land;

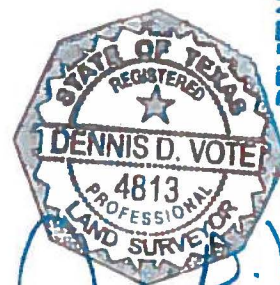
THENCE S 89°40'16" W, along the south line of said County of Dallas tract of land and the north right-of-way line of said Texas and Pacific Railroad, a distance of 49.90 feet to a 1/2" iron rod found for corner, being the southwest corner of said County of Dallas tract of land;

THENCE N 00°05'26" W, along the west line of said County of Dallas tract of land passing, at a distance of 14.79 feet, the southeast corner of that tract of land conveyed by deed to Union Pacific Railroad Company, recorded in Instrument No. 201300258996 O.P.R.D.C.T., and continuing along the east line of said Union Pacific Railroad Company tract of land, and the west line of said County of Dallas tract of land, a total distance of 41.29 feet to a 1/2" iron rod set for corner;

THENCE N 89°25'49" E, a distance of 49.90 feet to the POINT OF BEGINNING and containing 2,066 sq. ft. or 0.0474 acres of land.

BEARING SOURCE:

THE NORTH LINE OF RAILROAD RIGHT-OF-WAY, DALLAS COUNTY, TEXAS (S 89°40'16" W) ACCORDING TO THE DEED RECORDED IN VOLUME 91183, PAGE 1117, D.R.D.C.T.



REVIEWED BY
5/9-27-13
SPAL 2697

Dennis D. Vote
Sept. 26, 2013

DATE: 09-26-13
SHEET 1 OF 2

PROJECT NO. 2012-048 TR22-1

RIGHT-OF-WAY ABANDONMENT

EXHIBIT A

BETWEEN FORNEY ROAD &
TEXAS AND PACIFIC RAILROAD

CITY BLOCK 6780

CITY OF DALLAS, DALLAS COUNTY, TEXAS

FORNEY ROAD

70' R.O.W.

40' 0 40 FEET

EDWARD T. GILLIS &
DEBORAH K. GILLIS
INST. NO. 201100149427
O.P.R.D.C.T.
CALLED 3.363 ACRES

CITY BLOCK 6780

**2,066 SQ. FT.
0.0474 ACRES**

UNION PACIFIC RAILROAD COMPANY
INST. NO. 201300258996
O.P.R.D.C.T.
CALLED 0.1719 ACRES

**TEXAS AND PACIFIC
RAILROAD**

VARIABLE WIDTH R.O.W.
VOL. 5, PG. 244
D.R.D.C.T.

LEGEND

IRS	IRON ROD SET
IRF	IRON ROD FOUND
VOL.	VOLUME
PG.	PAGE
R.O.W.	RIGHT-OF-WAY
O.P.R.D.C.T.	OFFICIAL PUBLIC RECORDS, DALLAS COUNTY, TEXAS
D.R.D.C.T.	DEED RECORDS, DALLAS COUNTY, TEXAS
INST. NO.	INSTRUMENT NUMBER

BEARING SOURCE:

THE NORTH LINE OF RAILROAD RIGHT-OF-WAY, DALLAS
COUNTY, TEXAS (S 89°40'16" W) ACCORDING TO THE DEED
RECORDED IN VOLUME 91183, PAGE 1117, D.R.D.C.T.

COUNTY OF DALLAS
VOL. 91183, PG. 1117
D.R.D.C.T.
CALLED 0.5194 ACRES

DENNIS WOLFORD AND
JANIS WOLFORD
INST. NO. 201100149437
O.P.R.D.C.T.

DALLAS POWER & LIGHT COMPANY
VOL. 5854, PG. 441
D.R.D.C.T.

POINT OF
BEGINNING

N 89°25'49" E
49.90'

1/2" IRS

1/2" IRS

S 00°05'26" E
41.50'

DALLAS POWER & LIGHT ESMT.
VOL. 5774, PG. 465
D.R.D.C.T.

N 00°05'26" W
41.29'

S 89°40'16" W
49.90'

REFERENCE BEARING

CENTERLINE
OF TRACKS

50.0'

35.0'

110.0'

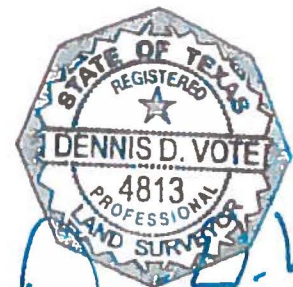
75.0'

POINT OF
COMMENCING

S 89°59'20" W
360.00'

**PRAIRIE CREEK
ROAD**
100' R.O.W.

REVIEWED BY



Dennis D. Vote
Sept. 26, 2013

DATE: 09-26-13

SHEET 2 OF 2

PROJECT NO. 2012-048 TR22-1

EXHIBIT B

ADDITIONAL ABANDONMENT PROVISIONS

That as a condition hereof, this abandonment is subject to any utilities or communication facilities, including without limitation water and wastewater lines, gas lines, and storm sewers, ("Facilities") presently located within the abandoned area described in Exhibit "A", owned and/or operated by the City of Dallas or any utility or communications company, public or private, ("Utility") and to the rights of any Utility for the use of the abandoned area for its Facilities. It is the intent of the foregoing to confirm and maintain and there is hereby reserved and excepted unto the City of Dallas, and not abandoned or conveyed hereunder, an easement (to which this abandonment is made expressly subject) over, upon, under, through, in, and across the abandoned area for each Utility for its respective Facilities located therein at the time of this abandonment, together with the right to make any subsequent alterations, additions, expansions, upgrades or modifications to such Facilities as may, from time to time be deemed necessary or convenient by the Utility owning and/or operating same. No buildings, structures (above or below ground) or trees shall be constructed or placed within the abandoned area without written consent of each affected Utility. Each Utility shall have the full right to remove and keep removed all or part of any buildings, fences, trees, or other improvements or growths which in any way may endanger or interfere with the construction, maintenance or efficiency of its respective Facilities lying within the abandoned area and shall at all times have the full right of ingress and egress to or from and upon the abandoned area for the purposes of reconstructing, removing, relocating, inspecting, patrolling, maintaining, expanding, upgrading, and/or adding to all or part of its Facilities without the necessity at any time of procuring the permission of anyone. The easement reserved hereunder and the conditions and restrictions to which this abandonment is subject shall remain for the benefit of the applicable Utility and/or operators of the Facilities until said Facilities are removed and relocated from the abandoned area. The relocation, removal or adjustment of any or all such Facilities, if made necessary by GRANTEE'S (whether one or more natural persons or legal entities) use of the abandonment area, shall be at the expense of GRANTEE herein, or GRANTEE'S successors and assigns. Should GRANTEE'S relocation or removal of the Facilities require the obtaining of new easements, the acquisition of same shall be at the expense of GRANTEE, GRANTEE'S successors and assigns. If any of the Facilities (or relocations thereof) are allowed to remain on any part of the abandoned area, the easements and buildings restrictions provided herein shall remain thereon. Upon removal or relocation of all of the Facilities, any easements reserved or created herein relating to such removed or relocated Facilities shall terminate, and any building restrictions herein created shall cease.

AGENDA ITEM # 58

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 6
DEPARTMENT: Sustainable Development and Construction
CMO: Ryan S. Evans, 671-9837
MAPSCO: 23T

SUBJECT

An ordinance abandoning a portion of Wheelock Street to Dallas Independent School District, the abutting owner, containing approximately 21,471 square feet of land, located near the intersection of Wheelock Street and Brockbank Drive, and authorizing the quitclaim - Revenue: \$123,458, plus the \$20 ordinance publication fee

BACKGROUND

This item authorizes the abandonment of a portion of Wheelock Street to Dallas Independent School District, the abutting owner. The area will be included with the property of the abutting owner for the expansion of the Jose May elementary school campus. The abandonment fee is based on an independent appraisal.

Notices were sent to 14 property owners located within 300 feet of the proposed abandonment area. There were no responses received in opposition to this request.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

Revenue: \$123,458, plus the \$20 ordinance publication fee

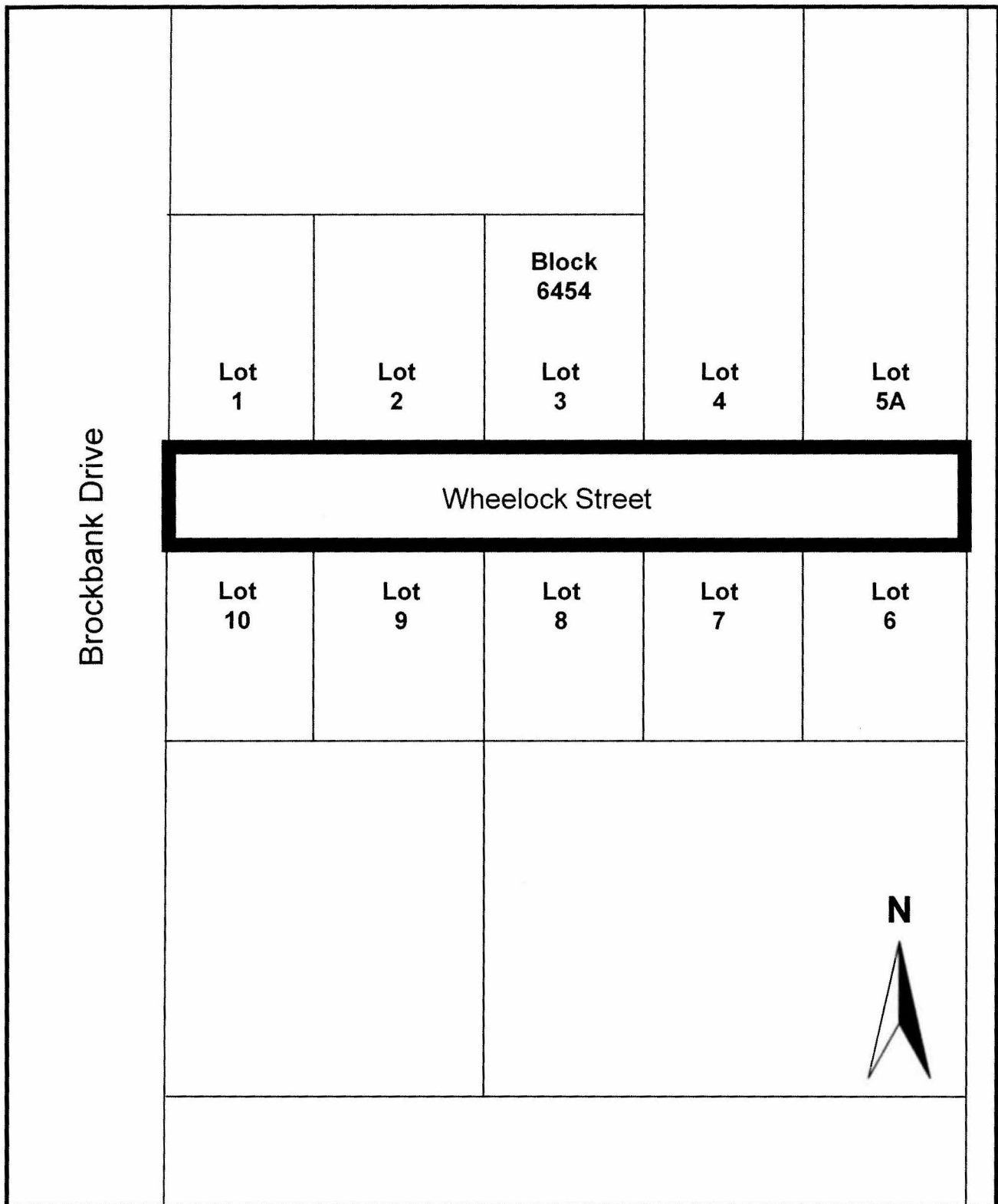
OWNER

Dallas Independent School District

Eric Cowan, Board President

MAP

Attached



= Abandonment Area

ORDINANCE NO. _____

An ordinance providing for the abandonment of Wheelock Street located in City Block 6454 in the City of Dallas and County of Dallas, Texas; providing for the quitclaim thereof to Dallas Independent School District; providing for the terms and conditions of the abandonment and quitclaim made herein; providing for barricading; providing for the indemnification of the City of Dallas against damages arising out of the abandonment herein; providing for the consideration to be paid to the City of Dallas; providing for the payment of the publication fee; and providing an effective date for this ordinance.

ooo0ooo

WHEREAS, the City Council of the City of Dallas, acting pursuant to law and upon the request and petition of Dallas Independent School District, a governmental instrumentality, hereinafter referred to as **GRANTEE**, deems it advisable to abandon and quitclaim the hereinafter described tract of land to **GRANTEE**, and is of the opinion that, subject to the terms and conditions herein provided, said Wheelock Street is not needed for public use, and same should be abandoned and quitclaimed to **GRANTEE**, as hereinafter stated; and

WHEREAS, the City Council of the City of Dallas is of the opinion that the best interest and welfare of the public will be served by abandoning and quitclaiming the same to **GRANTEE** for the consideration and subject to the terms and conditions hereinafter more fully set forth; **Now, Therefore,**

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

SECTION 1. That the tract of land described in Exhibit A, which is attached hereto and made a part hereof for all purposes, be and the same is abandoned, vacated and closed insofar as the right, title and interest of the public are concerned; subject, however, to the conditions hereinafter more fully set out.

SECTION 2. That for and in monetary consideration of the sum of **ONE HUNDRED TWENTY-THREE THOUSAND FOUR HUNDRED FIFTY-EIGHT AND NO/100 DOLLARS (\$123,458.00)** paid by **GRANTEE**, and the further consideration described in

Sections 8 and 9, the City of Dallas does by these presents **FOREVER QUITCLAIM** unto the said **GRANTEE**, subject to the conditions, reservations, and exceptions hereinafter made and with the restrictions and upon the covenants below stated, all of its right, title and interest in and to the certain tract of land hereinabove described in Exhibit A. **TO HAVE AND TO HOLD** all of such right, title and interest in and to the property and premises, subject aforesaid, together with all and singular the rights, privileges, hereditaments and appurtenances thereto in any manner belonging unto the said **GRANTEE** forever.

SECTION 3. That upon payment of the monetary consideration set forth in Section 2, **GRANTEE** accepts the terms, provisions, and conditions of this ordinance.

SECTION 4. That the Chief Financial Officer is authorized to deposit the sum paid by **GRANTEE** pursuant to Section 2 above in the General Fund 0001, Department DEV, Balance Sheet 0519 and Department of Sustainable Development and Construction-Real Estate Division shall be reimbursed for the cost of obtaining the legal description, appraisal and other administrative costs incurred. The reimbursement proceeds shall be deposited in General Fund 0001, Department DEV, Unit 1183, Object 5011 and any remaining proceeds shall be transferred to the General Capital Reserve Fund 0625, Department BMS, Unit 8888, Revenue Source 8416.

SECTION 5. That the abandonment and quitclaim provided for herein are made subject to all present zoning and deed restrictions, if the latter exist, and are subject to all existing easement rights of others, if any, whether apparent or non-apparent, aerial, surface, underground or otherwise, and are further subject to the conditions contained in Exhibit B, which is attached hereto and made a part hereof for all purposes..

SECTION 6. That the terms and conditions contained in this ordinance shall be binding upon **GRANTEE**, its successors and assigns.

SECTION 7. That the abandonment and quitclaim provided for herein shall extend only to the public right, title, easement and interest, and shall be construed to extend only to that interest the Governing Body of the City of Dallas may legally and lawfully abandon and vacate.

SECTION 8. That as a condition of this abandonment and as a part of the consideration for the quitclaim to **GRANTEE** herein, **GRANTEE**, its successors and assigns, agree to indemnify, defend, release and hold whole and harmless the City of Dallas of, from and against any and all claims for damages, fines, penalties, costs or expenses to persons or property that may arise out of, or be occasioned by or from: (i) the use and occupancy of the property described in Exhibit A by **GRANTEE**, its successors and assigns; (ii) the presence, generation, spillage, discharge, release, treatment or disposition of any Hazardous Substance on or affecting the area set out in Exhibit A; (iii) all corrective actions concerning any discovered Hazardous Substances on or affecting the area described in Exhibit A, which **GRANTEE**, its successors and assigns, agree to undertake and complete in accordance with applicable federal, state and local laws and regulations; and (iv) the abandonment, closing, vacation and quitclaim by the City of Dallas of the area set out in Exhibit A. **GRANTEE**, its successors and assigns, hereby agree to defend any and all suits, claims, or causes of action brought against the City of Dallas on account of same, and discharge any judgment or judgments that may be rendered against the City of Dallas in connection therewith. For purposes hereof, "Hazardous Substance" means the following: (a) any "hazardous substances" under the Comprehensive Environmental Response, Compensation, and Liability Act, 42 U.S.C. Section 9601 et seq., as amended; (b) any "hazardous substance" under the Texas Hazardous Substances Spill Prevention and Control Act, TEX. WATER CODE, Section 26.261 et seq., as amended; (c) petroleum or petroleum-based products (or any derivative or hazardous constituents thereof or additives thereto), including without limitation, fuel and lubricating oils; (d) any "hazardous chemicals" or "toxic chemicals" under the Occupational Safety and Health Act, 29 U.S.C. Section 651 et seq., as amended; (e) any "hazardous waste" under the Resource Conservation and Recovery Act, 42 U.S.C. Section 6901 et seq., as amended; and (f) any "chemical substance" under the Toxic Substance Control Act, 15 U.S.C. Section 2601 et seq., as amended. References to particular acts or codifications in this definition include all past and future amendments thereto, as well as applicable rules and regulations as now or hereafter promulgated thereunder.

SECTION 9. That as a condition of this abandonment and as a part of the consideration for the quitclaim made herein, **GRANTEE** shall file a final replat of the adjoining properties prior to the issuance of any building permits affecting the tract of land abandoned and quitclaimed herein. This final replat shall be recorded by **GRANTEE** in the official real property records of the county in which the abandoned area is located after its approval by the City Plan Commission of the City of Dallas.

SECTION 10. That at such time as the instrument described in Section 9 above is executed and delivered to the City of Dallas and has been approved as to form by the City Attorney it be accepted, and thereafter, the Director of Department of Sustainable Development and Construction is authorized and directed to record said instrument in the official real property records of the county in which the subject property is located.

SECTION 11. That as a condition of this abandonment and as a part of the consideration for the quitclaim made herein, **GRANTEE** shall, immediately upon the passage of this ordinance, close, barricade and/or place signs in the area described in Exhibit A in accordance with detailed plans approved by the Director of Department of Sustainable Development and Construction. **GRANTEE's** responsibility for keeping the area described in Exhibit A closed, barricaded and/or the signs in place shall continue until the street improvements and intersection returns are removed by **GRANTEE**, its successors and assigns, to the satisfaction of the Director of Department of Sustainable Development and Construction.

SECTION 12. That the City Secretary is hereby authorized and directed to certify a copy of this ordinance for recordation in the official real property records of the county in which the abandonment area is located, which certified copy shall be delivered to the Director of Department of Sustainable Development and Construction, or designee.

Upon receipt of the monetary consideration set forth in Section 2, plus the fee for the publishing of this ordinance, which **GRANTEE** shall likewise pay, the Director of Department of Sustainable Development and Construction, or designee: (i) shall deliver to **GRANTEE** a certified copy of this ordinance, and (ii) is authorized to and shall prepare and deliver a **QUITCLAIM DEED** with regard to the area abandoned herein, to **GRANTEE** hereunder, same to be executed by the City Manager on behalf of the City of Dallas, attested by the City Secretary and approved as to form by the City Attorney. The Director of Department of Sustainable Development and Construction, or designee, shall be the sole source for receiving certified copies of this ordinance for one year after its passage.

SECTION 13. That this ordinance shall take effect immediately from and after its passage and publication in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so ordained.

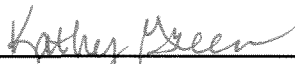
APPROVED AS TO FORM:
WARREN M. S. ERNST
City Attorney

DAVID COSSUM
Director of Department of Sustainable
Development and Construction

BY


Assistant City Attorney

BY


Assistant Director

Passed _____.

EXHIBIT A

STREET RIGHT-OF-WAY ABANDONMENT

Wheelock Street (Formerly Womack Court)

Adjacent to Block 6454

James S. Shelby Survey, Abstract No. 1354

City of Dallas, Dallas County, Texas

DESCRIPTION, of a 21,471 square foot (0.493 acre) tract of land situated in the James S. Shelby Survey, Abstract No. 1354, Dallas County, Texas and being adjacent to Block 6454, Official Numbers of the City of Dallas, Texas; said tract being part of that certain portion of Wheelock Street (formerly Womack Court, a variable width right-of-way) dedicated by the plat of Rose Lawn Estates Addition, an addition to the City of Dallas, Texas recorded in Volume 10, Page 123 of the Map Records of Dallas County, Texas, part of that certain tract of land described in Agreed Final Judgment to the City of Dallas recorded in Instrument No. 201300046013 of the Official Public Records of Dallas County, Texas and all of that certain portion of said Wheelock Street dedicated by the plat of Lot 5-A, Rose Lawn Estates Addition, an addition to the City of Dallas, Texas recorded in Volume 88139, Page 399 of the Deed Records of Dallas County, Texas; said tract being bounded by the new east right-of-way line of Brockbank Drive, the north right-of-way line of said Wheelock Street, the west line of Block 6448, Official Numbers of the City of Dallas, Texas and the south right-of-way line of said Wheelock Street; said 21,471 square foot tract being more particularly described as follows (bearing system for this survey is based on a bearing of North 89 degrees, 38 minutes, 21 seconds West for the north right-of-way line of a 15-foot wide alley adjacent to Block 6454 and Block C/6456 according to the Final Plat, Francisco Medrano Middle School Addition, an addition to the City of Dallas, Texas recorded in Instrument No. 20080360842 of said Official Public Records):

BEGINNING, at a PK nail with "PACHECO KOCH" washer set for corner in the said south line of Wheelock Street (a variable width right-of-way, 50 feet wide at this point, dedicated by the first referenced Rose Lawn Estates Addition), the north line of that certain City of Dallas Street Easement recorded in Instrument No. 200900012396 of said Official Public Records and the north line of Lot 10 of said Block 6454; said point being South 89 degrees, 44 minutes, 18 seconds East, a distance of 10.82 feet from a "+" cut in concrete found at the northwest corner of said Lot 10, the northwest corner of said City of Dallas Street Easement and the intersection of the former east right-of-way line of Brockbank Drive (a variable width right-of-way, the east 25-feet being dedicated by the first referenced Rose Lawn Estates Addition) and the said south line of Wheelock Street;

THENCE, North 00 degrees, 35 minutes, 08 seconds East, departing the said south line of Wheelock Street, the said north line of the City of Dallas Street Easement and the said north line of Lot 10 and along the said new east line of Brockbank Drive, at a distance of 50.00 feet passing the said north line of Wheelock Street (as originally platted) and the south line of said Judgment tract, continuing into said Judgment tract in all a total distance of 60.00 feet to a PK nail with "PACHECO KOCH" washer found for corner; said point being a reentrant corner of said Judgment tract and at the northwest end of a right-of-way corner clip at the intersection of the said new east line of Brockbank Drive and the said north line of Wheelock Street;

THENCE, South 44 degrees, 34 minutes, 35 seconds East, departing the said new east line of Brockbank Drive and along said corner clip and the northeast line of said Judgment tract, a distance of 14.10 feet to a PK nail with "PACHECO KOCH" washer found for corner in the said north line of Wheelock Street and the south line of Lot 1 of said Block 6454; said point being the easternmost corner of said Judgment tract and at the southeast end of said corner clip;

THENCE, departing the said corner clip and along the said north line of Wheelock Street, the following three (3) calls:

South 89 degrees, 44 minutes, 18 seconds East, along the said south line of Lot 1 and the south line of Lots 2, 3 and 4 of said Block 6454, a distance of 326.14 feet to a 1/2-inch iron rod with "PACHECO KOCH" cap found for corner at an offset in the said north line of Wheelock Street; said point being the southeast corner of said Lot 4;

REVIEWED BY
JL 7-22-14
SPRL 2946

EXHIBIT A

STREET RIGHT-OF-WAY ABANDONMENT

Wheelock Street (Formerly Womack Court)
Adjacent to Block 6454
James S. Shelby Survey, Abstract No. 1354
City of Dallas, Dallas County, Texas

North 00 degrees, 14 minutes, 18 seconds West, along said offset in the north line of Wheelock Street and the east line of said Lot 4, a distance of 3.00 feet to a 1/2-inch iron rod with "PACHECO KOCH" cap found for corner; said point being the southwest corner of said Lot 5-A;

South 89 degrees, 44 minutes, 18 seconds East, departing the said east line of Lot 4 and along the south line of said Lot 5-A, a distance of 86.73 feet to a 1/2-inch iron rod with "PACHECO KOCH" cap found for corner in the said west line of Block 6448 and the west line of that certain tract of land described in Deed of Substitute Trustee to Calvary Hill Cemetery recorded in Volume 89109, Page 2846 of said Deed Records; said point being the southeast corner of said Lot 5-A and the north corner of the east terminus of said Wheelock Street;


THENCE, South 00 degrees, 14 minutes, 18 seconds East, departing the said north line of Wheelock Street and along the said east terminus of Wheelock Street, the said west line of Block 6448 and the said west line of the Calvary Hill tract Cemetery tract, a distance of 53.00 feet to a 1/2-inch iron rod with "PACHECO KOCH" cap found for corner in the said south line of Wheelock Street; said point being the south corner of the said east terminus of Wheelock Street and the northeast corner of Lot 6 of said Block 6454;

THENCE, North 89 degrees, 44 minutes, 18 seconds West, departing the said east terminus of Wheelock Street, the said west line of Block 6448 and the said west line of the Calvary Hill Cemetery tract and along the said south line of Wheelock Street, the north line of said Lot 6, the north line of Lots 7, 8 and 9 of said Block 6454 and the north line of said Lot 10, a distance of 423.58 feet to the POINT OF BEGINNING;

CONTAINING, 21,471 square feet or 0.493 acres of land, more or less.

(A survey plat of even survey date herewith accompanies this description.)

The undersigned, Registered Professional Land Surveyor, hereby certifies that the foregoing description accurately sets out the metes and bounds of the tract of land described.


Mark A. Pacheco
Registered Professional Land Surveyor No. 4900
Pacheco Koch Consulting Engineers, Inc.
8350 N. Central Expwy, #1000, Dallas TX 75206
(972) 235-3031
TX Reg. Surveying Firm LS-100080-00



REV3-10-14.docx mcc
2438-13.083EX1

(For SPRG use only)	
Reviewed By:	<u>JL</u>
Date:	<u>7-22-14</u>
SPRG NO:	<u>2946</u>

MCLOVER 07/09/2014 - 12:54PM M: \DWG-24\2438-13.083\DWG\SURVEY C3D 2012\2438-13.083EX1.DWG

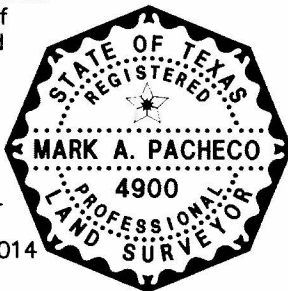


0 30 60 120

GRAPHIC SCALE IN FEET

The undersigned, Registered Professional Land Surveyor, hereby certifies that this plat of survey accurately sets out the metes and bounds of the tract of land described.

Mark A. Pacheco Date
Registered Professional Revised: 07/09/2014
Land Surveyor No. 4900



(For SPRG use only)

Reviewed By: JL

Date: 7-22-14

SPRG NO: 2946

SEE PAGE 4 OF 4 FOR LEGEND

NOTES:

1. A metes and bounds description of even survey date herewith accompanies this plat of survey.
2. Bearing system for this survey is based on a bearing of North 89 degrees, 38 minutes, 21 seconds West, for the north right-of-way line of a 15-foot wide alley adjacent to Block 6454 and Block C/6456 according to the Final Plat, Francisco Medrano Middle School Addition, an addition to the City of Dallas, Texas recorded in Instrument No. 20080360842 of the Official Public Records of Dallas County, Texas.

STREET RIGHT-OF-WAY ABANDONMENT

WHEELOCK STREET

ADJACENT TO BLOCK 6454

JAMES S. SHELBY SURVEY, ABSTRACT NO. 1354

CITY OF DALLAS, DALLAS COUNTY, TEXAS

PAGE 3 OF 4

DWG FILE: 2438-13.083EX1.DWG



Pacheco Koch

DALLAS ■ FORT WORTH ■ HOUSTON

8350 N. CENTRAL EXPWY. SUITE 1000
DALLAS, TX 75206 972.235.3031

TX REG. ENGINEERING FIRM F-469

TX REG. SURVEYING FIRM LS-10008000

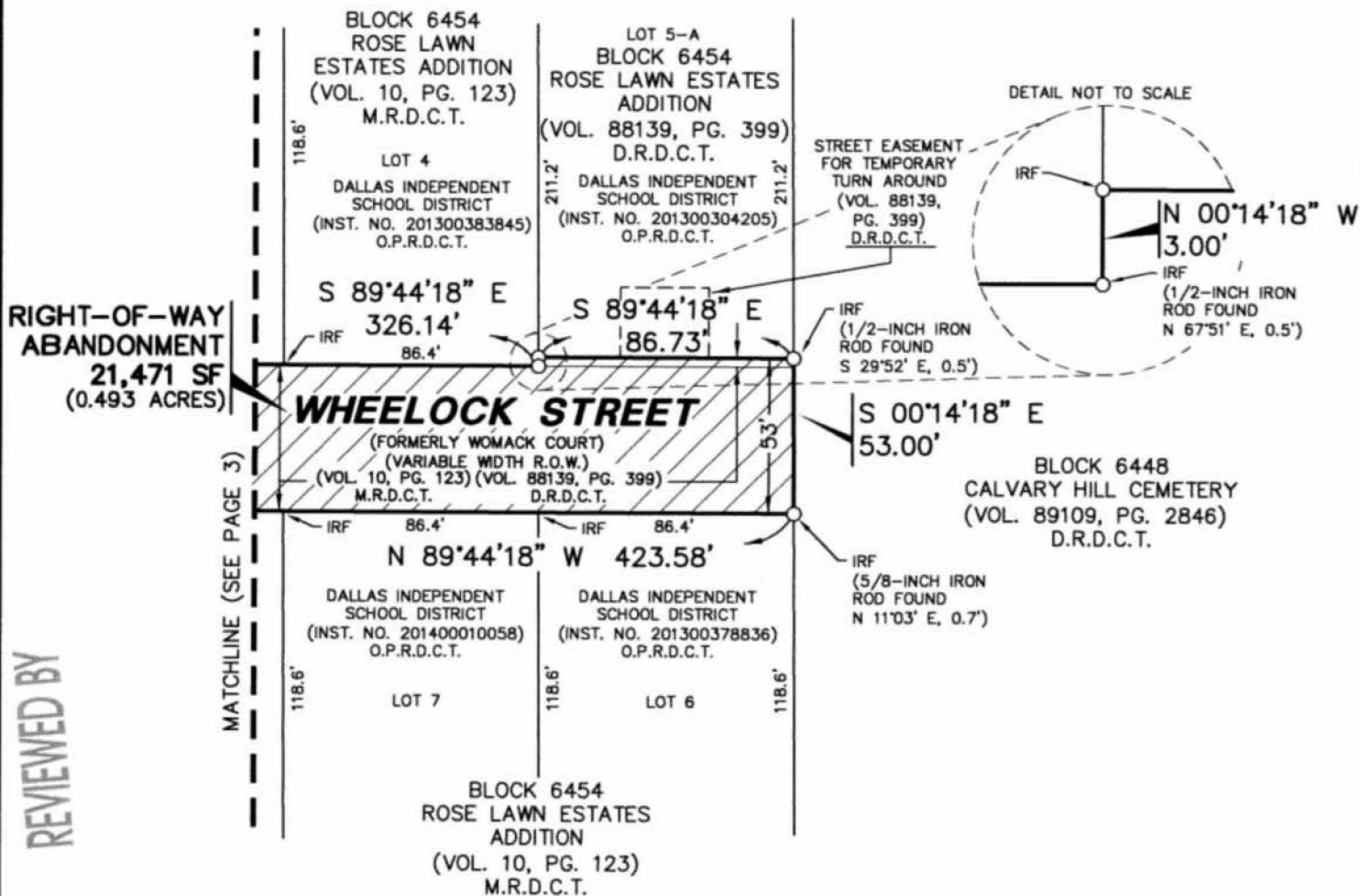
DRAWN BY
ACD

CHECKED BY
JSA/MAP

SCALE
1"=60'

DATE
MARCH 2014

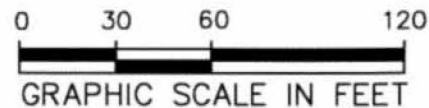
JOB NUMBER
2438-13.083



REVIEWED BY

LEGEND	
	PROPERTY LINE
	ABANDONMENT LINE
IRF	1/2-INCH IRON ROD WITH "PACHECO KOCH" CAP FOUND (SET BY PREVIOUS SURVEY)
PKF	PK NAIL WITH "PACHECO KOCH" WASHER FOUND (SET BY PREVIOUS SURVEY)
PKS	PK NAIL WITH "PACHECO KOCH" WASHER SET
(C.M.)	CONTROLLING MONUMENT
M.R.D.C.T.	MAP RECORDS OF DALLAS COUNTY, TEXAS
D.R.D.C.T.	DEED RECORDS OF DALLAS COUNTY, TEXAS
O.P.R.D.C.T.	OFFICIAL PUBLIC RECORDS OF DALLAS COUNTY, TEXAS
VOL.	VOLUME
PG.	PAGE
INST.	INSTRUMENT

(For SPRG use only)
 Reviewed By: JL
 Date: 7-22-14
 SPRG NO: 2946



SEE PAGE 3 FOR SURVEYOR'S CERTIFICATE AND NOTES

STREET RIGHT-OF-WAY ABANDONMENT

WHELOCK STREET
 ADJACENT TO BLOCK 6454
 JAMES S. SHELBY SURVEY, ABSTRACT NO. 1354
 CITY OF DALLAS, DALLAS COUNTY, TEXAS
 PAGE 4 OF 4

Pacheco Koch
 8350 N. CENTRAL EXPWY. SUITE 1000
 DALLAS, TX 75206 972.235.3031
 TX REG. ENGINEERING FIRM F-469
 TX REG. SURVEYING FIRM LS-10008000

DRAWN BY	CHECKED BY	SCALE	DATE	JOB NUMBER
ACD	JSA/MAP	1"=60'	MARCH 2014	2438-13.083

EXHIBIT B

ADDITIONAL ABANDONMENT PROVISIONS

That as a condition hereof, this abandonment is subject to any utilities or communication facilities, including without limitation water and wastewater lines, gas lines, and storm sewers, ("Facilities") presently located within the abandoned area described in Exhibit "A", owned and/or operated by the City of Dallas or any utility or communications company, public or private, ("Utility") and to the rights of any Utility for the use of the abandoned area for its Facilities. It is the intent of the foregoing to confirm and maintain and there is hereby reserved and excepted unto the City of Dallas, and not abandoned or conveyed hereunder, an easement (to which this abandonment is made expressly subject) over, upon, under, through, in, and across the abandoned area for each Utility for its respective Facilities located therein at the time of this abandonment, together with the right to make any subsequent alterations, additions, expansions, upgrades or modifications to such Facilities as may, from time to time be deemed necessary or convenient by the Utility owning and/or operating same. No buildings, structures (above or below ground) or trees shall be constructed or placed within the abandoned area without written consent of each affected Utility. Each Utility shall have the full right to remove and keep removed all or part of any buildings, fences, trees, or other improvements or growths which in any way may endanger or interfere with the construction, maintenance or efficiency of its respective Facilities lying within the abandoned area and shall at all times have the full right of ingress and egress to or from and upon the abandoned area for the purposes of reconstructing, removing, relocating, inspecting, patrolling, maintaining, expanding, upgrading, and/or adding to all or part of its Facilities without the necessity at any time of procuring the permission of anyone. The easement reserved hereunder and the conditions and restrictions to which this abandonment is subject shall remain for the benefit of the applicable Utility and/or operators of the Facilities until said Facilities are removed and relocated from the abandoned area. The relocation, removal or adjustment of any or all such Facilities, if made necessary by GRANTEE'S (whether one or more natural persons or legal entities) use of the abandonment area, shall be at the expense of GRANTEE herein, or GRANTEE'S successors and assigns. Should GRANTEE'S relocation or removal of the Facilities require the obtaining of new easements, the acquisition of same shall be at the expense of GRANTEE, GRANTEE'S successors and assigns. If any of the Facilities (or relocations thereof) are allowed to remain on any part of the abandoned area, the easements and buildings restrictions provided herein shall remain thereon. Upon removal or relocation of all of the Facilities, any easements reserved or created herein relating to such removed or relocated Facilities shall terminate, and any building restrictions herein created shall cease.

AGENDA ITEM # 59

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): All
DEPARTMENT: Water Utilities
CMO: Mark McDaniel, 670-3256
MAPSCO: All

SUBJECT

Authorize an engineering contract with Kleinfelder Central, Inc. to provide construction materials testing services during the installation of water and wastewater mains - Not to exceed \$408,137 - Financing: Water Utilities Capital Construction Funds

BACKGROUND

This action consists of construction materials testing services during the installation of water and wastewater mains throughout the City's water distribution and wastewater collection systems. Construction materials testing is required to ensure the installation meets project requirements and specifications. Testing services include soil and base material testing, in-place density and compaction testing, finished concrete strength and property testing, asphaltic concrete strength and property testing, and specialized tests for quality assurance of pipe welds, coatings, and linings.

Kleinfelder Central, Inc. was selected to perform these on-call construction materials testing services based on submitted qualifications and performance. This contract will cover a period of two years and provide necessary testing services for 57,600 feet of water and wastewater main improvements valued at over \$34,000,000.

ESTIMATED SCHEDULE OF PROJECT

Begin Testing March 2015
Complete Testing March 2017

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

\$408,137.00 - Water Utilities Capital Construction Funds

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

Kleinfelder Central, Inc.

Hispanic Female	0	Hispanic Male	5
Black Female	0	Black Male	4
Other Female	0	Other Male	6
White Female	12	White Male	25

OWNER

Kleinfelder Central, Inc.

William Siegel, President

MAP

Attached

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize an engineering contract with Kleinfelder Central, Inc. to provide construction materials testing services during the installation of water and wastewater mains - Not to exceed \$408,137 - Financing: Water Utilities Capital Construction Funds

Kleinfelder Central, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-consultant.

PROJECT CATEGORY: Architecture & Engineering

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$408,137.00	100.00%
Total non-local contracts	\$0.00	0.00%
TOTAL CONTRACT	\$408,137.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

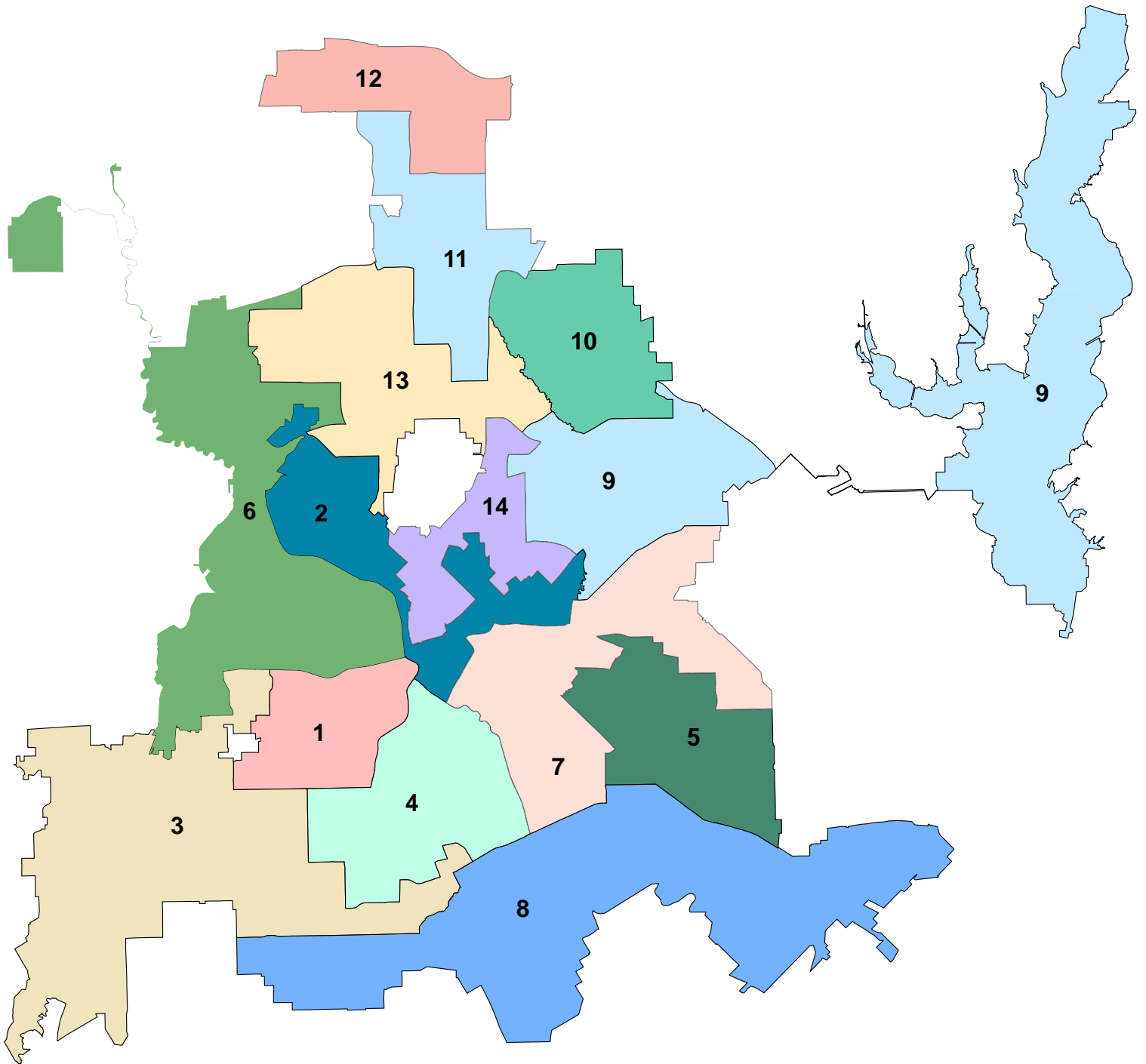
<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Alliance Geotechnical Group, Inc.	BMDB63934Y0116	\$104,984.55	25.72%
Total Minority - Local		\$104,984.55	25.72%

Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$104,984.55	25.72%	\$104,984.55	25.72%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$0.00	0.00%	\$0.00	0.00%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$104,984.55	25.72%	\$104,984.55	25.72%



**Dallas Water Utilities
Contract No. 15-075E/076E
Construction Materials Testing Services**

February 25, 2015

WHEREAS, this project consists of providing construction materials testing services during the installation of water and wastewater mains; and,

WHEREAS, construction materials testing services are required by the City during the installation of water and wastewater mains to ensure the installation meets project requirements and specifications; and,

WHEREAS, Kleinfelder Central, Inc., 7805 Mesquite Bend Drive, Suite 100, Irving, Texas 75063, has submitted an acceptable proposal to provide these engineering services.

Now, Therefore,

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

Section 1. That the proposal submitted by Kleinfelder Central, Inc. in the amount of \$408,137.00 be approved and the consultant be authorized to perform the required construction materials testing services.

Section 2. That the City Manager is hereby authorized to enter into a contract with Kleinfelder Central, Inc., to provide construction materials testing services during the installation of water and wastewater mains, after having approval of the contract documents by the City Attorney.

Section 3. That the Chief Financial Officer is hereby authorized to pay the amount of \$408,137.00 from the Water Construction Fund and Wastewater Construction Fund as follows:

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>PRO</u>	<u>ENCUMBRANCE</u>	<u>VENDOR</u>
0102	DWU	CW40	3097	715075X	CT-DWU715075EN	041746

Kleinfelder Central, Inc. - (Contract No. 15-075E) - \$308,000.00

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>PRO</u>	<u>ENCUMBRANCE</u>	<u>VENDOR</u>
0103	DWU	CS40	3097	715076X	CT-DWU715076EN	041746

Kleinfelder Central, Inc. - (Contract No. 15-076E) - \$100,137.00

Section 4. 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.

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 6
DEPARTMENT: Water Utilities
CMO: Mark McDaniel, 670-3256
MAPSCO: 24 N

SUBJECT

Authorize an engineering contract with Nathan D. Maier Consulting Engineers, Inc. to provide engineering services associated with improvements to the Walnut Hill Pump Station facility - Not to exceed \$1,544,241 - Financing: Water Utilities Capital Improvement Funds

BACKGROUND

The Walnut Hill Pump Station consists of two separate pumping facilities. The original Pump Station 1 was constructed in 1949 as a booster facility to improve delivery of water to a growing north Dallas service area. A temporary facility designated as Pump Station 2 was constructed by Dallas Water Utilities operations staff in 1999 to support additional growth in the service area with the intention that the facility would be replaced with a permanent facility at a later date. This facility is a critical component of the distribution system because of its vital role of boosting pressures and increasing flow to the north Dallas service area.

Pump Station 1 was identified as the fifth worst condition facility in a 2004 study of the water distribution infrastructure. The four facilities with lower ratings have all received upgrades or replacement since 2004. The older facility has structural defects that allow groundwater penetration in the operating portion of the facility, the site lacks redundant electrical power sources, which increases operating risk during inclement weather and peak power warning periods. The facility constructed in 1949 does not meet current hydraulic design standards for pumping and metering of water flow, lacks sufficient ventilation to prevent occasional high temperature shutdown of equipment, and does not meet current electrical code. The newer pump station, built as a temporary support of the older pump station, does not meet structural and electrical code requirements, and suffers from similar hydraulic design issues. The existing Walnut Hill Pump Station has exceeded its service life and has been evaluated for replacement.

BACKGROUND (Continued)

Adjacent property, formerly a City of Dallas fire station, was transferred to Dallas Water Utilities, which will allow replacement of the pump station without interruption of service.

This action will include evaluation of replacement options, site development plans, and preparation of procurement documents for potential use of an alternative project delivery method. The goal of the project is to improve the reliability of the Walnut Hill Pump Station facility to serve the north Dallas area, and long-term enhancement of the property in keeping with recent improvements in the area similar to the recently constructed Fire Station No. 35.

ESTIMATED SCHEDULE OF PROJECT

Begin Project March 2015
Complete Project April 2018

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

\$1,544,241.00 - Water Utilities Capital Improvement Funds

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

Nathan D. Maier Consulting Engineers, Inc.

Hispanic Female	1	Hispanic Male	2
Black Female	0	Black Male	1
Other Female	0	Other Male	1
White Female	10	White Male	28

OWNER

Nathan D. Maier Consulting Engineers, Inc.

Jean Maier Dean, P.E., President and Chief Executive Officer

MAP

Attached

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize an engineering contract with Nathan D. Maier Consulting Engineers, Inc. to provide engineering services associated with improvements to the Walnut Hill Pump Station facility - Not to exceed \$1,544,241 - Financing: Water Utilities Capital Improvement Funds

Nathan D. Maier Consulting Engineers, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-consultants.

PROJECT CATEGORY: Architecture & Engineering

LOCAL/NON-LOCAL CONTRACT SUMMARY

	<u>Amount</u>	<u>Percent</u>
Total local contracts	\$1,522,241.00	98.58%
Total non-local contracts	\$22,000.00	1.42%
TOTAL CONTRACT	\$1,544,241.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION

Local Contractors / Sub-Contractors

<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Alliance Geotechnical Group, Inc.	BMDB63934Y0116	\$22,980.00	1.51%
Camargo Copeland Architects, LLP	HFDB63120Y0915	\$77,044.00	5.06%
Gojer-McCreary, Inc.	HMDB63185Y0915	\$122,000.00	8.01%
JQ infrastructure, LLC	IMDB62600Y0715	\$125,000.00	8.21%
Nathan D. Maier Consulting Engineers, Inc.	WFWB62783Y0816	\$753,314.00	49.49%
Caye Cook & Associates	WFWB62079Y0616	\$41,570.00	2.73%
Total Minority - Local		\$1,141,908.00	75.01%

Non-Local Contractors / Sub-Contractors

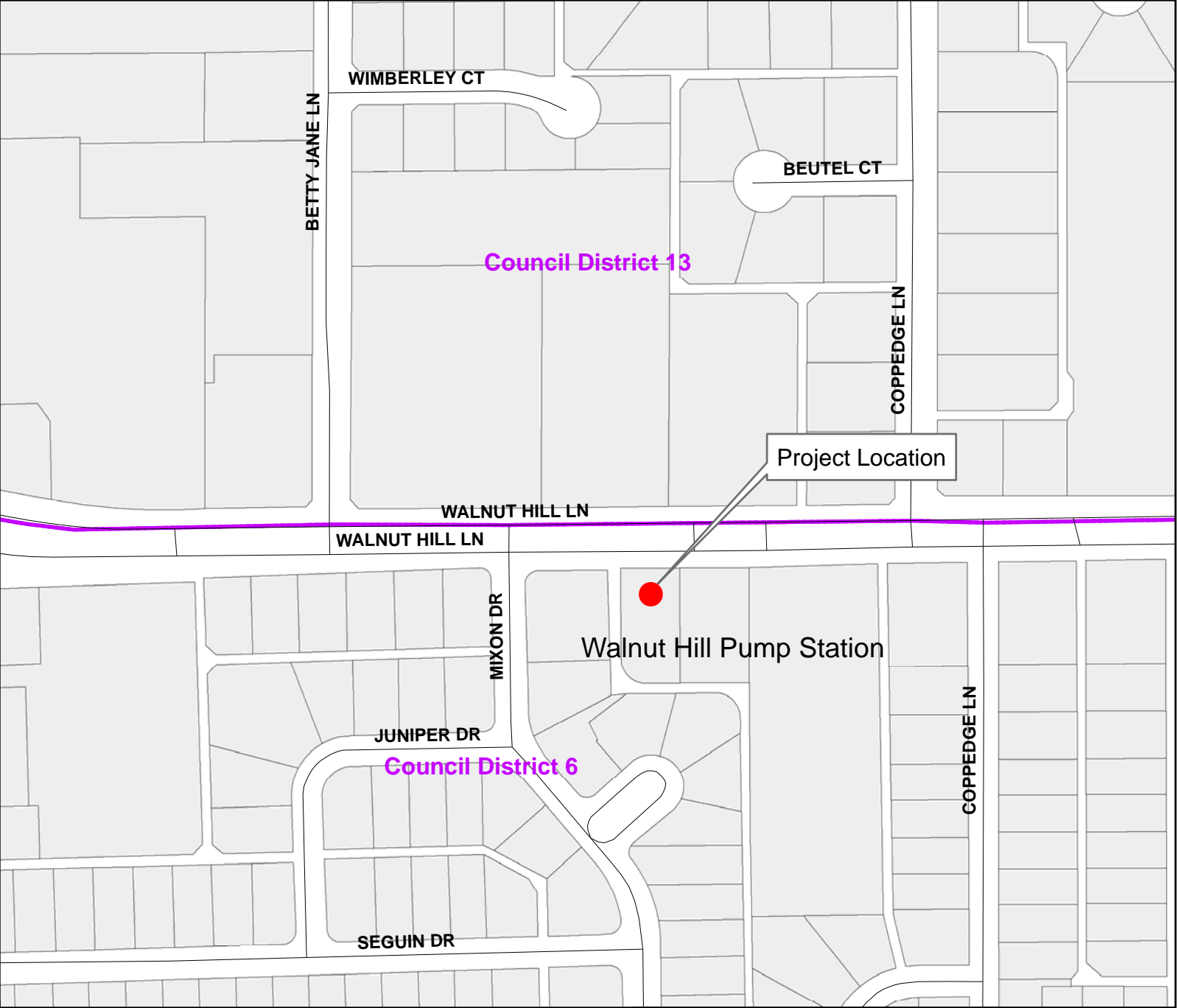
<u>Non-local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Integrated Environmental Solutions, LLC	WFDB63365Y1015	\$22,000.00	100.00%
Total Minority - Non-local		\$22,000.00	100.00%

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

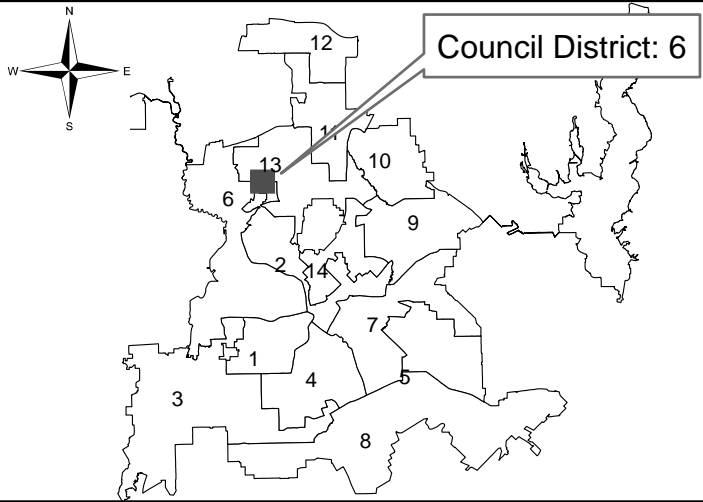
Page 2

TOTAL M/WBE CONTRACT PARTICIPATION

	<u>Local</u>	<u>Percent</u>	<u>Local & Non-Local</u>	<u>Percent</u>
African American	\$22,980.00	1.51%	\$22,980.00	1.49%
Hispanic American	\$199,044.00	13.08%	\$199,044.00	12.89%
Asian American	\$125,000.00	8.21%	\$125,000.00	8.09%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$794,884.00	52.22%	\$816,884.00	52.90%
Total	\$1,141,908.00	75.01%	\$1,163,908.00	75.37%



Mapsc0: 24 N



Dallas Water Utilities
Contract No. 15-003E
Improvements to the Walnut Hill Pump Station Facility

February 25, 2015

WHEREAS, the City of Dallas has identified a need to improve the 65-year-old Walnut Hill Pump Station, a key facility for boosting system pressures and flows; and,

WHEREAS, engineering services are required for improvements to the Walnut Hill Pump Station; and,

WHEREAS, Nathan D. Maier Consulting Engineers, Inc., 8080 Park Lane, Suite 600, Dallas, Texas 75231, has submitted an acceptable proposal to provide these engineering services.

Now, Therefore,

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

Section 1. That the proposal submitted by Nathan D. Maier Consulting Engineers, Inc. in the amount of \$1,544,241.00 be approved and the consultant be authorized to perform the required engineering services.

Section 2. That the City Manager is hereby authorized to enter into a contract with Nathan D. Maier Consulting Engineers, Inc., to provide engineering services associated with improvements to the Walnut Hill Pump Station facility, after having approval of the contract documents by the City Attorney.

Section 3. That the Chief Financial Officer is hereby authorized to pay the amount of \$1,544,241.00 from the Water Capital Improvement Fund as follows:

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>PRO</u>	<u>ENCUMBRANCE</u>	<u>VENDOR</u>
3115	DWU	PW40	4111	715003	CT-DWU715003CP	192659

Nathan D. Maier Consulting Engineers, Inc. - (Contract No. 15-003E) - \$1,544,241.00

Section 4. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 4, 8

DEPARTMENT: Water Utilities

CMO: Mark McDaniel, 670-3256

MAPSCO: 56 J 66 H

SUBJECT

Authorize Supplemental Agreement No. 1 to the engineering contract with Jacobs Engineering Group Inc. to provide additional engineering services associated with the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the Five Mile Junction Structure - Not to exceed \$181,873, from \$2,710,286 to \$2,892,159 - Financing: Water Utilities Capital Construction Funds

BACKGROUND

On January 25, 2012, the City Council authorized a contract with Jacobs Engineering Group to provide engineering services for the study, design, and construction administration for the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the wastewater collection system Five Mile Junction Structure.

Current clarifier configuration includes one drive mechanism that operates four sludge collector units. This arrangement requires an entire clarifier to be taken out of service should a drive mechanism fail, which ultimately reduces the plant's treatment capacity as well as increased man-hours associated with deactivating and reactivating of a clarifier. The study shows to improve reliability and process efficiency, individual drives are needed for each collector unit. This allows a drive and collector unit to be taken out of service while keeping the clarifier functioning. With the additional drives, the existing electrical room is not large enough to handle the additional components and electrical load for the entire system.

BACKGROUND (Continued)

This action will provide engineering services for a new clarifier electrical building that was not included in the original scope for the project. This action also provides construction materials testing required during the construction of the project. Construction materials testing is required to ensure the installation of the work meets the project's specifications. Testing services include soil, base and aggregate, in-place compaction, and concrete strength and property testing.

ESTIMATED SCHEDULE OF PROJECT

Began Design	February 2012
Complete Design	March 2015
Begin Construction	April 2015
Complete Construction	December 2017

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized a professional services contract with Jacobs Engineering Group Inc. to provide engineering services for the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the wastewater collection system Five Mile Junction Structure on January 25, 2012, by Resolution No. 12-0304.

FISCAL INFORMATION

\$181,873.00 - Water Utilities Capital Construction Funds

Design	\$2,710,285.70
Supplemental Agreement No. 1 (this action)	<u>\$ 181,873.00</u>
Total Project Cost	\$2,892,158.70

<u>Council District</u>	<u>Amount</u>
4	\$136,873.00
8	<u>\$ 45,000.00</u>
Total	\$181,873.00

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

Jacobs Engineering Group Inc.

Hispanic Female	14	Hispanic Male	15
Black Female	6	Black Male	6
Other Female	5	Other Male	18
White Female	37	White Male	134

OWNER

Jacobs Engineering Group Inc.

Craig L. Martin, President and Chief Executive Officer

MAP

Attached

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize Supplemental Agreement No. 1 to the engineering contract with Jacobs Engineering Group Inc. to provide additional engineering services associated with the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the Five Mile Junction Structure - Not to exceed \$181,873, from \$2,710,286 to \$2,892,159 - Financing: Water Utilities Capital Construction Funds

Jacobs Engineering Group, Inc. is a local, non-minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-consultants.

PROJECT CATEGORY: Architecture & Engineering

LOCAL/NON-LOCAL CONTRACT SUMMARY - THIS ACTION ONLY

	<u>Amount</u>	<u>Percent</u>
Local contracts	\$181,873.00	100.00%
Non-local contracts	\$0.00	0.00%
TOTAL THIS ACTION	\$181,873.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION THIS ACTION

Local Contractors / Sub-Contractors

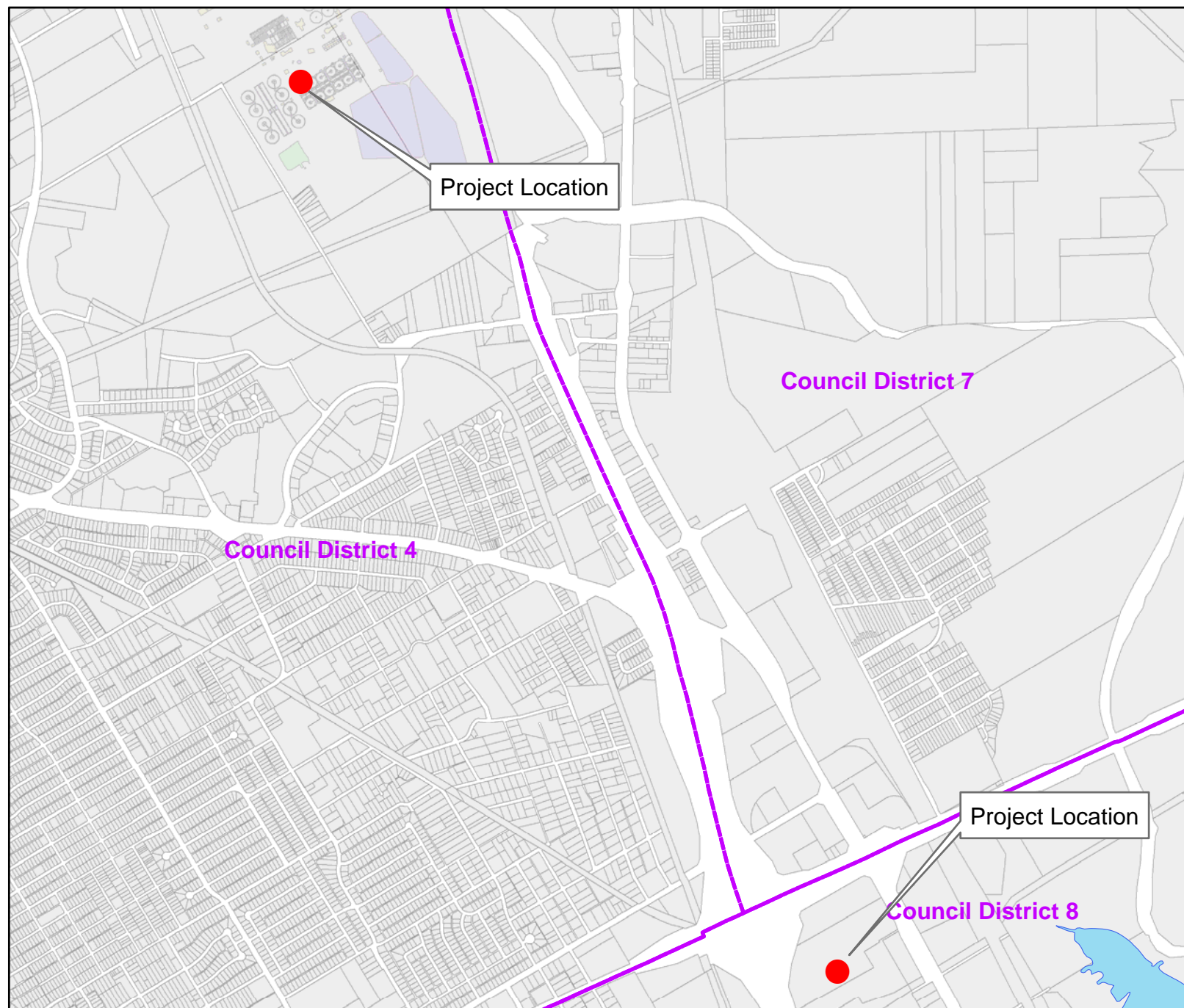
<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Alliance Geotechnical Group, Inc.	BMDB63934Y0116	\$90,000.00	49.49%
JQ Infrastructure, LLC	IMDB62600Y0715	\$62,912.00	34.59%
Total Minority - Local		\$152,912.00	84.08%

Non-Local Contractors / Sub-Contractors

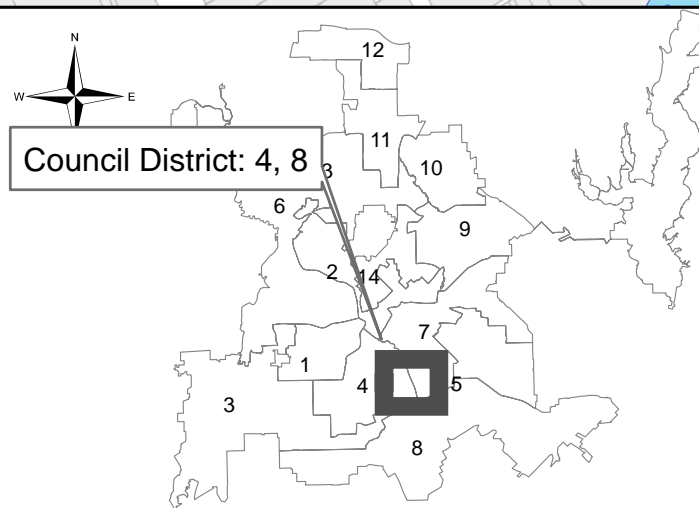
None

TOTAL M/WBE PARTICIPATION

	<u>This Action</u>		<u>Participation to Date</u>	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
African American	\$90,000.00	49.49%	\$231,580.00	8.01%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$62,912.00	34.59%	\$622,821.00	21.53%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$0.00	0.00%
Total	\$152,912.00	84.08%	\$854,401.00	29.54%



Mapsco: 56 J, 66 H



Dallas Water Utilities
Contract No. 11-028E, Supplemental Agreement No. 1
Central Wastewater Treatment Plant White Rock Primary
Clarifiers and Five Mile Junction Structure Rehabilitation

February 25, 2015

WHEREAS, on January 25, 2012, the City Council awarded Contract No. 11-028E, in the amount of \$2,710,285.70, by Resolution No. 12-0304, to Jacobs Engineering Group Inc., to provide engineering services for the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the Five Mile Junction Structure; and,

WHEREAS, Dallas Water Utilities has recognized that additional engineering services are needed for the design of an electrical building and construction materials testing for the rehabilitation of the Central Wastewater Treatment Plant White Rock Primary Clarifiers 1 - 6 and the Five Mile Junction Structure; and,

WHEREAS, Jacobs Engineering Group Inc., 1999 Bryan Street, Suite 1200, Dallas, Texas 75201, has submitted an acceptable proposal to provide these engineering services; and,

WHEREAS, Dallas Water Utilities recommends that Contract No. 11-028E be increased by \$181,873.00, from \$2,710,285.70 to \$2,892,158.70.

Now, Therefore,

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

Section 1. That the proposed Supplemental Agreement No. 1 be accepted and that Contract No. 11-028E with Jacobs Engineering Group Inc., be revised accordingly.

Section 2. That the City Manager is hereby authorized to execute the contract after it has been approved as to form by the City Attorney.

Section 3. That the Chief Financial Officer is hereby authorized to pay the amount of \$181,873.00 from the Wastewater Construction Fund as follows:

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>PRO</u>	<u>ENCUMBRANCE</u>	<u>VENDOR</u>
0103	DWU	CS30	4111	711028	CT-DWU711028CP	VS0000023961

Jacobs Engineering Group Inc. - (Contract No. 11-028E) - \$181,873.00

Section 4. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 4

DEPARTMENT: Water Utilities

CMO: Mark McDaniel, 670-3256

MAPSCO: 45 T X

SUBJECT

Authorize Supplemental Agreement No. 5 to the engineering contract with CP&Y, Inc. for additional engineering and construction phase services related to the construction of the East Bank-West Bank Wastewater Interceptor Connection - Not to exceed \$316,450, from \$3,425,272 to \$3,741,722 - Financing: Water Utilities Capital Improvement Funds

BACKGROUND

This action is for additional engineering services required to implement the U.S. Army Corps of Engineers (USACE) Section 408 Permit, coordinate and manage impacts from the Horseshoe Project, and complete the construction of this project.

The East Bank-West Bank Interceptor Connection project includes the construction of two parallel sewer mains (78-inch and 96-inch) in separate tunnels to convey raw sewage from the existing Cadiz Pump Station, beneath the East Levee and the Trinity River, to the existing 120-inch sewer main on the west side of the Trinity River. From that point, the sewage flows south to the Central Wastewater Treatment Plant.

Engineering services required to obtain the Section 408 Permit, prepare a remediation program, and provide construction phase services were included in Supplemental Agreement No. 4 awarded on January 23, 2013. Implementation of permit requirements and remedial efforts, as well as coordination with the Horseshoe Project, have extended the estimated completion of the project construction from Summer 2015 to Spring 2016. Supplemental Agreement No. 5 will provide for additional construction phase services necessary to complete the project.

(BACKGROUND) (Continued)

CP&Y, Inc. completed the study, design, and permitting phases of the East Bank-West Bank Interceptor Connection project and has been providing construction phase services for this project. The specialized nature of this project and the unique coordination required with the USACE and the Horseshoe Project make it appropriate to retain the services of CP&Y, Inc. to complete construction phase services for the project.

ESTIMATED SCHEDULE OF PROJECT

Begin Construction Services March 2015
Complete Construction Services April 2016

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Authorized a professional services contract with Chiang, Patel & Yerby, Inc. to provide emergency engineering services for the Cadiz Pump Station improvements and to perform a feasibility study for the construction of a new pump station at the Central Wastewater Treatment Plant on January 24, 2001, by Resolution No. 01-0324.

Authorized Supplemental Agreement No. 1 to the professional services contract with Chiang, Patel & Yerby, Inc. to provide interim reliability improvements for the Cadiz Pump Station and the Central Wastewater Treatment Plant feasibility study on May 12, 2004, by Resolution No. 04-1536.

Authorized Supplemental Agreement No. 2 to the professional services contract with Chiang, Patel and Yerby, Inc. to provide additional engineering services for the proposed East Bank-West Bank Interceptor Connection on January 14, 2009, by Resolution No. 09-0184.

Authorized Supplemental Agreement No. 3 to the professional services contract with CP&Y, Inc. to provide additional engineering services for the proposed East Bank-West Bank Wastewater Interceptor Connection on October 13, 2010, by Resolution No. 10-2618.

Authorized Supplemental Agreement No. 4 to the professional services contract with CP&Y, Inc. for additional engineering services related to the construction of the East Bank-West Bank Wastewater Interceptor Connection on January 23, 2013, by Resolution No. 13-0195.

FISCAL INFORMATION

\$316,450.00 - Water Utilities Capital Improvement Funds

Design	\$1,539,000.00
Supplemental Agreement No. 1	\$ 0.00
Supplemental Agreement No. 2	\$ 156,535.00
Supplemental Agreement No. 3	\$ 690,860.00
Supplemental Agreement No. 4	\$1,038,877.00
Supplemental Agreement No. 5 (this action)	<u>\$ 316,450.00</u>

Total Project Cost \$3,741,722.00

<u>Council District</u>	<u>Amount</u>
2	\$210,966.00
4	<u>\$105,484.00</u>
Total	\$316,450.00

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

CP&Y, Inc.

Hispanic Female	13	Hispanic Male	16
Black Female	2	Black Male	5
Other Female	7	Other Male	6
White Female	34	White Male	88

OWNER

CP&Y, Inc.

W. Walter Chiang, P.E., Director
Pete K. Patel, P.E., Chief Executive Officer

MAP

Attached

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize Supplemental Agreement No. 5 to the engineering contract with CP&Y, Inc. for additional engineering and construction phase services related to the construction of the East Bank-West Bank Wastewater Interceptor Connection - Not to exceed \$316,450, from \$3,425,272 to \$3,741,722 - Financing: Water Utilities Capital Improvement Funds

CP&Y, Inc. is a local, minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-consultants.

PROJECT CATEGORY: Architecture & Engineering

LOCAL/NON-LOCAL CONTRACT SUMMARY - THIS ACTION ONLY

	<u>Amount</u>	<u>Percent</u>
Local contracts	\$234,290.00	74.04%
Non-local contracts	\$82,160.00	25.96%
TOTAL THIS ACTION	\$316,450.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION THIS ACTION

Local Contractors / Sub-Contractors

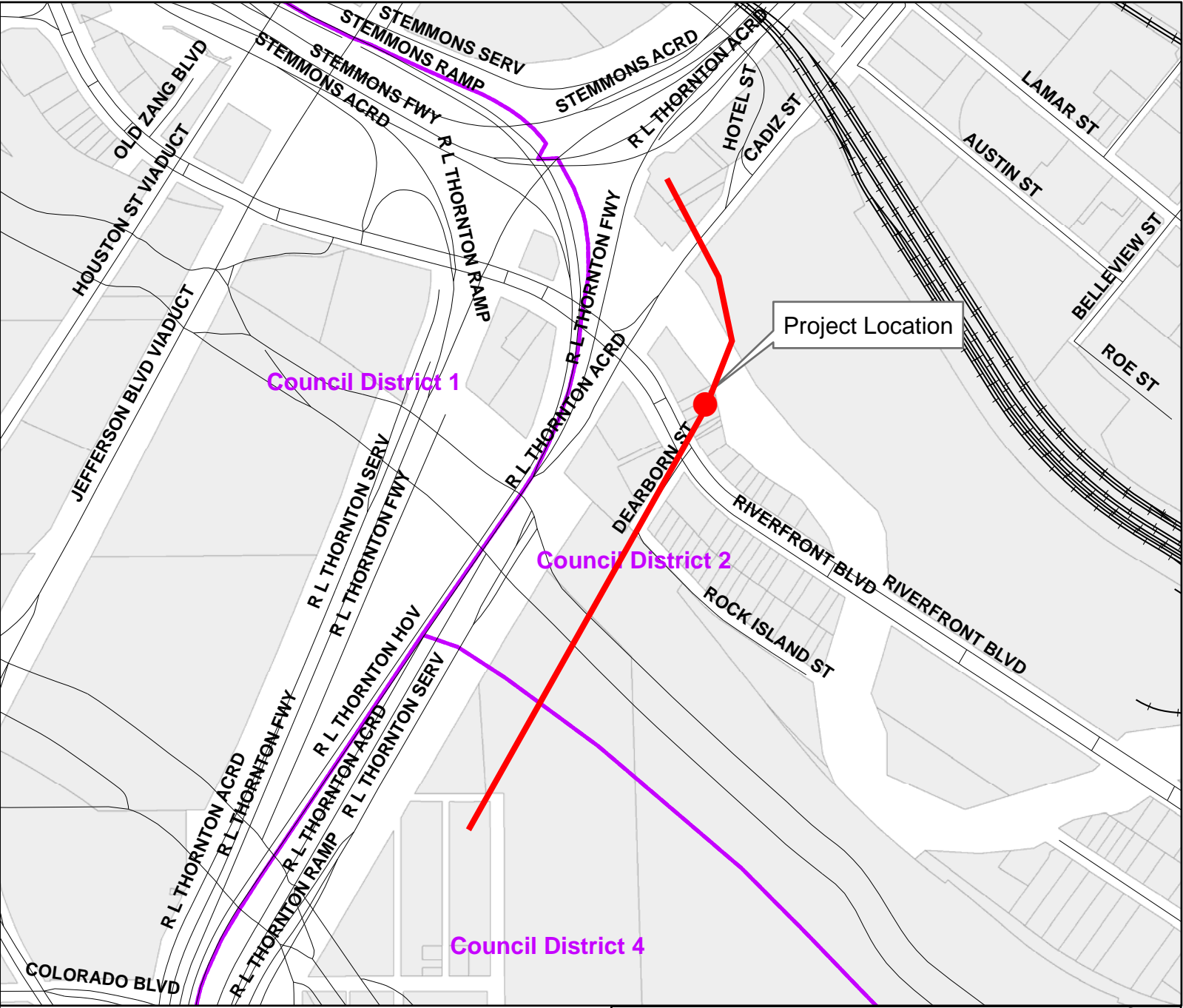
<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
CP&Y, Inc.	PMMB60198Y0215	\$217,590.00	92.87%
Word Wizards	WFDB61493Y0415	\$10,000.00	4.27%
TOTO Consulting, LLC	WFWB61479N0415	\$6,700.00	2.86%
Total Minority - Local		\$234,290.00	100.00%

Non-Local Contractors / Sub-Contractors

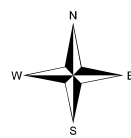
None

TOTAL M/WBE PARTICIPATION

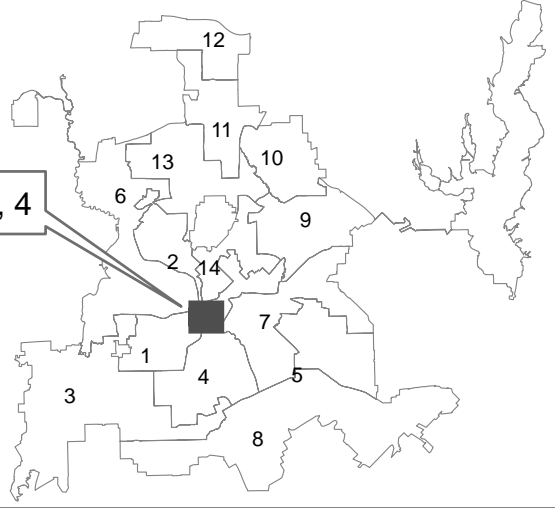
	<u>This Action</u>		<u>Participation to Date</u>	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
African American	\$0.00	0.00%	\$336,425.00	8.99%
Hispanic American	\$0.00	0.00%	\$0.00	0.00%
Asian American	\$217,590.00	68.76%	\$2,665,947.00	71.25%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$16,700.00	5.28%	\$154,900.00	4.14%
Total	\$234,290.00	74.04%	\$3,157,272.00	84.38%



Mapsc0: 45 T, X



Council District: 2, 4



February 25, 2015

WHEREAS, on January 24, 2001, the City Council awarded Contract No. 00-446E, in the amount of \$1,539,000.00, by Resolution No. 01-0324 to Chiang, Patel & Yerby, Inc., to provide emergency engineering services for the Cadiz Pump Station improvements and to perform a feasibility study for the construction of a new pump station at the Central Wastewater Treatment Plant; and,

WHEREAS, on May 12, 2004, the City Council awarded Supplemental Agreement No. 1, by Resolution No. 04-1536, to Chiang, Patel, & Yerby, Inc., to provide interim reliability improvements for the Cadiz Pump Station and the Central Wastewater Treatment Plant feasibility study; and,

WHEREAS, on January 14, 2009, the City Council awarded Supplemental Agreement No. 2, in the amount of \$156,535.00, by Resolution No. 09-0184, to Chiang, Patel, & Yerby, Inc., to provide additional engineering services for the proposed East Bank-West Bank Wastewater Interceptor Connection; and,

WHEREAS, on October 13, 2010, the City Council awarded Supplemental Agreement No. 3, in the amount of \$690,860.00, by Resolution No. 10-2618, to CP&Y, Inc., to provide additional engineering services for the proposed East Bank-West Bank Wastewater Interceptor Connection; and,

WHEREAS, on January 23, 2013, the City Council awarded Supplemental Agreement No. 4, in the amount of \$1,038,877.00, by Resolution No. 13-0195, to CP&Y, Inc., for additional engineering services related to the construction of the East Bank-West Bank Wastewater Interceptor Connection; and,

WHEREAS, additional engineering and construction phase services are required for the construction of the East Bank-West Bank Wastewater Interceptor Connection; and,

WHEREAS, CP&Y, Inc., 1820 Regal Row, Suite 200, Dallas, Texas 75235, has submitted an acceptable proposal to provide these engineering services; and,

WHEREAS, Dallas Water Utilities recommends that Contract No. 00-446E be increased by \$316,450.00, from \$3,425,272.00 to \$3,741,722.00.

Now, Therefore,

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

Section 1. That the proposed Supplemental Agreement No. 5 be accepted and that Contract No. 00-446E with CP&Y, Inc., be revised accordingly.

Section 2. That the City Manager is hereby authorized to execute the contract after it has been approved as to form by the City Attorney.

February 25, 2015

Section 3. That the Chief Financial Officer is hereby authorized to pay the amount of \$316,450.00 from the Wastewater Capital Improvement Fund as follows:

<u>FUND</u>	<u>DEPT</u>	<u>UNIT</u>	<u>OBJ</u>	<u>PRO</u>	<u>ENCUMBRANCE</u>	<u>VENDOR</u>
3116	DWU	PS40	4111	700446	CT-DWU700446CP	080659

CP&Y, Inc. - (Contract No. 00-446E) - \$316,450.00

Section 4. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): Outside City Limits

DEPARTMENT: Sustainable Development and Construction
Water Utilities

CMO: Ryan S. Evans, 671-9837
Mark McDaniel, 670-3256

MAPSCO: N/A

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from David Potts, of a tract of land containing approximately 80,755 square feet located in Kaufman County for the Lake Tawakoni 144-inch Pipeline Project - Not to exceed \$12,670 (\$10,170, plus closing costs and title expenses not to exceed \$2,500) - Financing: Water Utilities Capital Improvement Funds

BACKGROUND

This item authorizes the acquisition of a tract of land containing approximately 80,755 square feet located in Kaufman County. This property will be used for the construction of a 144-inch raw water transmission line for the Lake Tawakoni Pipeline 144-inch Project. The consideration is based on an independent appraisal.

This acquisition is part of the right of way required to construct approximately 32 miles of pipeline from Lake Tawakoni to the Interim Balancing Reservoir located in Terrell, TX and then to the Eastside Water Treatment Plant located in Sunnyvale, TX. The new raw water pipeline will augment the existing 72-inch and 84-inch pipelines. The construction of this pipeline will give DWU the ability to utilize the full capacity of both the Lake Tawakoni and the Lake Fork raw water supply to meet the current city needs and future water demands.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

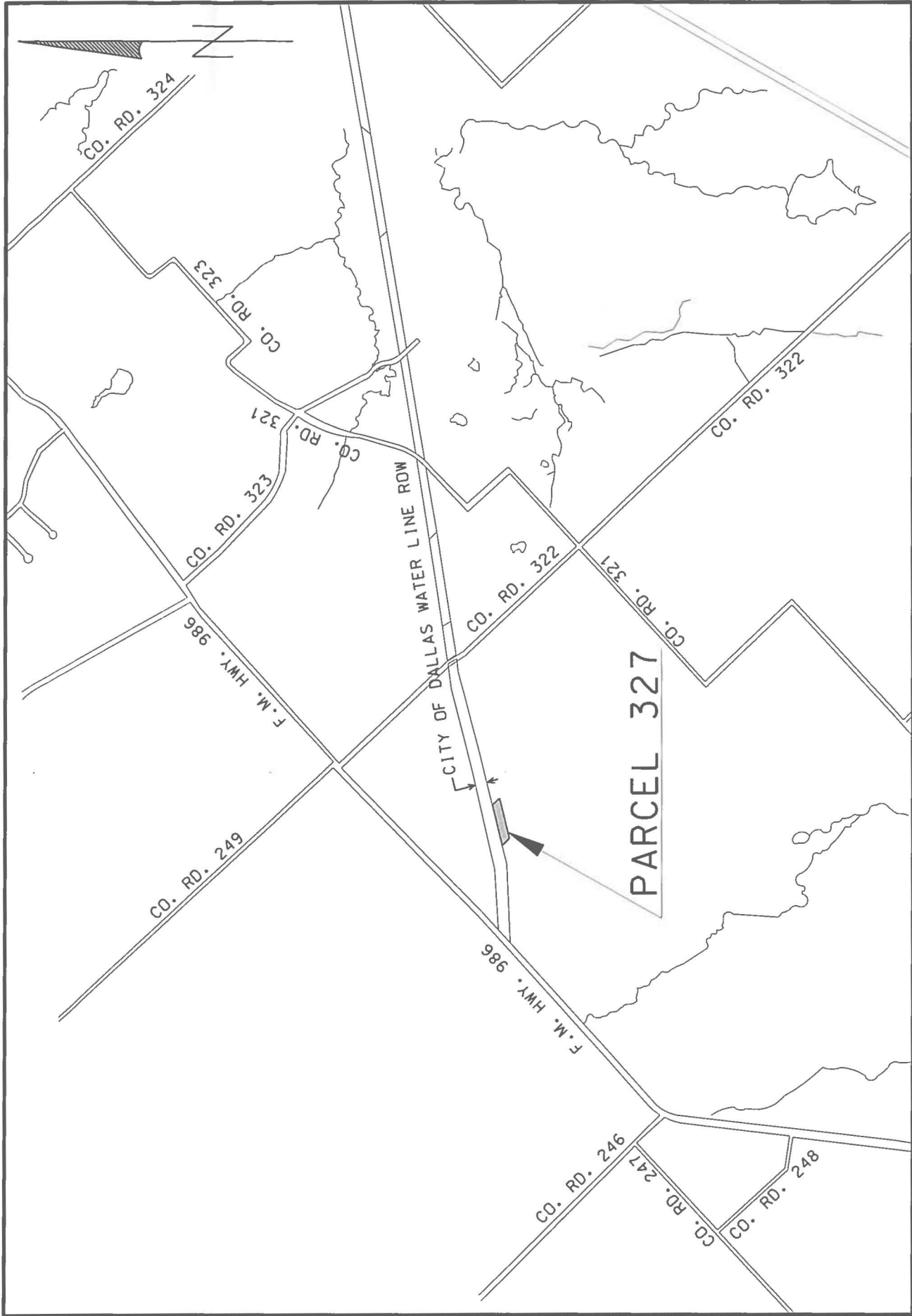
Water Utilities Capital Improvement Funds - \$12,670 (\$10,170, plus closing costs and title expenses not to exceed \$2,500)

OWNER

David Potts

MAP

Attached



VICINITY MAP
APPROXIMATE SCALE 1" = 2000'

February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Approximately 80,755 square feet of land located in Dallas County and being the same property more particularly described on the "Exhibit A", attached hereto and made a part hereof for all purposes.

"PROJECT": Lake Tawakoni 144-inch Raw Water Transmission Pipeline

"USE": The installation, use, and maintenance of a pipeline or lines for the transmission of treated water together with such appurtenant facilities as may be necessary provided, however, to the extent fee title to the property is acquired, such title and the property shall not be limited to or otherwise deemed restricted to the use herein provided.

"PROPERTY INTEREST": Fee Simple

"OWNER": David Potts, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$10,170

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$2,500

"AUTHORIZED AMOUNT": \$12,670 (\$10,170, plus closing costs and title expenses not to exceed \$2,500)

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of Sustainable Development and Construction, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, or the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT, CLOSING COSTS AND TITLE EXPENSES payable out of Water Utilities Capital Improvement Funds, Fund No. 2115, Department DWU, Unit PW20, Program No. 704041, Object 4210, Encumbrance No. CT-DWU704041HF. The OFFER AMOUNT and the CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay any title expenses and closing costs. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary suit(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation suit(s).

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That owner has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

February 25, 2015

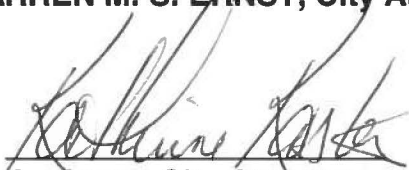
SECTION 10. That in the event the Special Commissioners in Condemnation appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the lawsuit for that amount and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the Commissioners' award made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council.

SECTION 11. 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.

APPROVED AS TO FORM:

WARREN M. S. ERNST, City Attorney

BY


Assistant City Attorney

FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 327

BEING a 1.854 acre tract of land in the William Smith Survey, Abstract No. 444, in Kaufman County, Texas, and being part of a called 27.507 acre tract of land described in Special Warranty Deed to David Phillip Potts, dated May 21, 1999, as recorded in Volume 1457, Page 189, of the Deed Records of Kaufman County, Texas (D.R.K.C.T.), and being more particularly described as follows:

BEGINNING at a 1/2-inch iron rod with red cap stamped "DAL-TECH" (hereinafter referred to as "with cap") set at the intersection of southwest line of said Potts tract, and the northeast line of a called 56.098 acre tract of land described in General Warranty Deed to TES-BIG RACK RANCH, INC, a Texas Corporation dated March 5, 1998, as recorded in Volume 1296, Page 980, D.R.K.C.T., with the southeast line of a called 4.62 acre City of Dallas Perpetual Easement, Cause No. 5775, Civil Minutes Kaufman County Court, Book 10, Page 272A, dated August 15, 1962, said point being South 46 degrees 22 minutes 31 seconds West, a distance from the most Westerly Northwest corner of said Potts tract;

THENCE North 75 degrees 38 minutes 20 seconds East, departing the northeast line of said TES-BIG RACK RANCH tract and the southwest line of said Potts tract, and with the southeast line said City of Dallas Perpetual Easement, a distance of 626.85 feet to a 1/2-inch iron rod with cap set in the northeast line of said Potts tract and the southwest line of a called 27.507 acre tract of land described in Warranty Deed with Vendor's Lien to John D. Underwood and Deborah D. Underwood, dated February 14, 2002, as recorded in Volume 1952, Page 341, D.R.K.C.T.;

THENCE South 42 degrees 38 minutes 46 seconds East, departing the southeast line of said City of Dallas Perpetual Easement and with the southwest line of said Underwood tract and the northeast line of said Potts tract, a distance of 147.63 feet to a 1/2-inch iron rod with cap set;

THENCE South 75 degrees 38 minutes 20 seconds West, departing the southwest line of said Underwood tract and the northeast line of said Potts tract, a distance of 615.53 feet to a 1/2-inch iron rod with cap set in the southwest line of said Potts tract and the northeast line of said TES-BIG RACK RANCH tract;

THENCE North 46 degrees 22 minutes 31 seconds West, with the southwest line of said Potts tract and the northeast line of said TES-BIG RACK RANCH tract, a distance of 153.32 feet to the POINT OF BEGINNING and containing 80,755 square feet or 1.854 acres of land, more or less.

FIELD NOTES APPROVED:

DR 12/4/13



FIELD NOTES
DESCRIBING A TRACT OF LAND FOR FEE SIMPLE ACQUISITION
OF RIGHT-OF-WAY FOR THE LAKE TAWAKONI RAW WATER
TRANSMISSION MAIN
KAUFMAN COUNTY, TEXAS
Parcel: 327

All bearings for this tract refer to the NAD-83 Texas State Plane Coordinate System, North Central Zone 4202, according to measurements made at NGS continuously operating reference stations Collin CORS ARP, Dallas CORS ARP, Kaufman CORS ARP, Tyler CORS ARP, and Paris CORS ARP. The Kaufman County scale factor of 1.000114077 as published by the Texas Department of Transportation, Dallas District was used for this project.

A plat of even survey date herewith accompanies this legal description.

Company Name: DAL-TECH Engineering, Inc.
TBPLS Firm No. 10123500

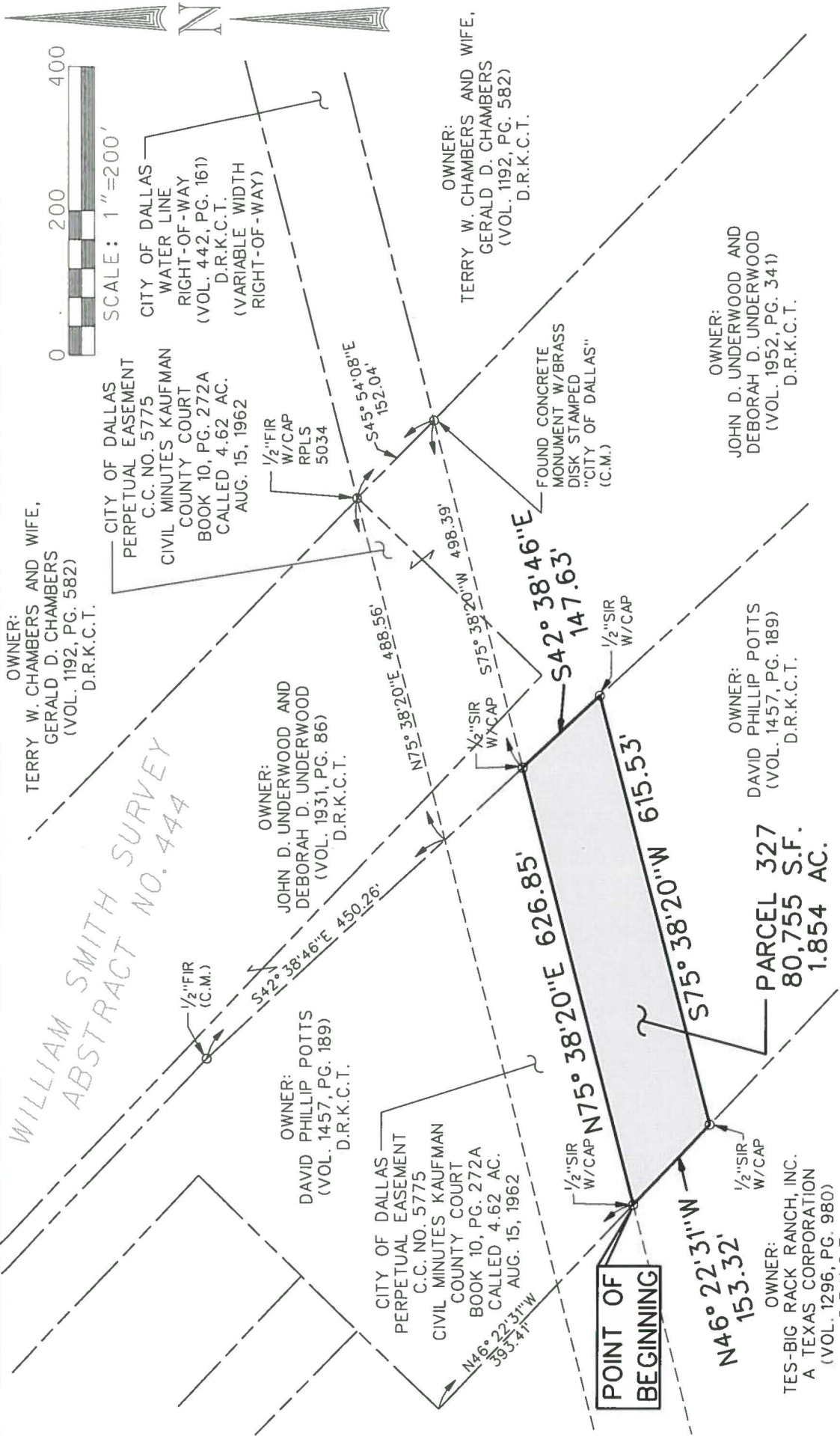
By: _____

Date: _____

Surveyor's Name: _____

Patrick J. Baldasaro
Registered Professional Land Surveyor
Texas No. 5504





NOTE: SURVEY COMPLETED WITHOUT THE BENEFIT OF TITLE COMMITMENT.

ALL BEARINGS FOR THIS TRACT REFER TO THE NAD-83 TEXAS STATE PLANE COORDINATE SYSTEM, NORTH CENTRAL ZONE 4202, ACCORDING TO MEASUREMENTS MADE AT NGS CONTINUOUSLY OPERATING REFERENCE STATIONS COLLIN COPS ARP, DALLAS COPS ARP, KAUFMAN COPS ARP, TYLER COPS ARP, AND PARTS COPS ARP. THE KAUFMAN COUNTY SCALE FACTOR OF 1.000114077 AS PUBLISHED BY THE TEXAS DEPARTMENT OF TRANSPORTATION, DALLAS DISTRICT WAS USED FOR THIS PROJECT.

LEGEND:

- S.F. SQUARE FEET
- C.M. CONTROL MONUMENT
- O FIR FOUND IRON ROD
- O FIP FOUND IRON PIPE
- O 1/2\"SIR 1/2\" SET IRON ROD WITH A RED PLASTIC CAP STAMPED \"DAL-TECH\" OR \"DTE\"
- O W/CAP W/CAP
- O SX SET \"X\" CUT IN CONCRETE
- O FPK FOUND PK. NAIL
- O SPK SET PK. NAIL

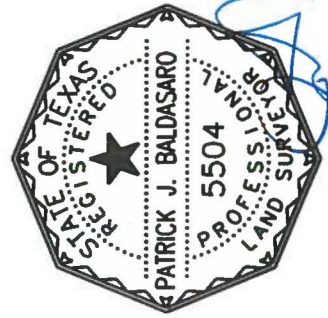


EXHIBIT
OF A
RIGHT-OF-WAY ACQUISITION
SITUATED IN THE
W SMITH SURVEY ABSTRACT NO 444
KAUFMAN COUNTY, TEXAS
FOR THE
CITY OF DALLAS
BY
DAL-TECH ENGINEERING, INC. 17400 DALLAS PKWY, SUITE 110
DALLAS, TEXAS 75287, TEL (972)250-2727, FAX (972)250-4774

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 35 Z

SUBJECT

Authorize acceptance of a zoning application on property with delinquent taxes located at 4910 Capitol Avenue - Financing: No cost consideration to the City

BACKGROUND

Section 51A-1.104.1 of the Development Code states "...when submitting an application, the applicant must submit proof, such as a tax certificate, that property taxes and any city fees, fines, or penalties are not delinquent on the subject property. Unless such proof is submitted, the application will be considered incomplete and returned to the applicant." The code allows a waiver of this requirement by two-thirds vote of the City Council. The waiver may be made if 1) it "will facilitate urban redevelopment, historic conservation, or an important planning objective;" 2) "a pending sale of the property is contingent on the zoning application, and the applicant can supply evidence, such as a contract of sale, that the taxes and any city fees, fines, or penalties will be paid at closing;" or 3) "the applicant can demonstrate financial hardship that makes payment of taxes impossible, and approval of a waiver will improve the applicant's ability to pay the taxes and any city fees, fines, or penalties."

The applicant, Orange Development, Inc., representing the owner, Pedro Montoya and Taqueria Pedritos, has requested a waiver of the requirement that taxes be paid prior to the acceptance of an application for a zoning case on property located at 4910 Capitol Avenue. The applicant indicates that he proposes to purchase this property if the zoning application is approved. The applicant expects to add this property to an existing zoning application (Z145-108) for a planned development district for CR Community Retail uses. The applicant plans to construct a neighborhood pharmacy (general merchandise or food store use) with conditions related to the building materials, height of light poles, and fence requirements. Three lots that are part of the Z145-108 application were granted a waiver of the requirement for taxes to be paid prior to submitting a zoning application in October 2014.

BACKGROUND (Continued)

At the January 22, 2015, City Plan Commission meeting, the Commission instructed staff to include all of the property to be developed with the general merchandise or food store in advertising for a planned development district. Afterward, it was determined that taxes were owed on 4910 Capitol Avenue and this property could not be included in the application without the taxes being paid or a waiver granted by City Council.

The applicant indicates that the reason for the waiver is twofold. The purchase of the property would occur if the zoning request was approved and taxes due on the property would be paid at the time of the closing. A copy of the contract of sale was included with the application. The second reason indicated for the request is to facilitate urban redevelopment, historic conservation or an important planning objective.

As of the date of the application, a total of \$149,704.99 in taxes and penalties are owed on the property dating back to 2007. The taxes and penalties owed include: \$3,045.78 (taxes) + \$4,154.45 (penalties) for 2007; \$10,874.51 + \$13,266.91 for 2008; \$11,367.66 + 12,231.61 for 2009; \$11,526.75 + \$10,742.94 for 2010; \$11,756.48 + \$9,264.12 for 2011; \$11,841.66 + \$7,626.03 for 2012; \$12,434.64 + \$6,217.34 for 2013 and \$12,480.48 + \$873.63 for 2014. No City fees are due on any of the lots.

PRIOR ACTION / REVIEW (COUNCIL, BOARDS, COMMISSIONS)

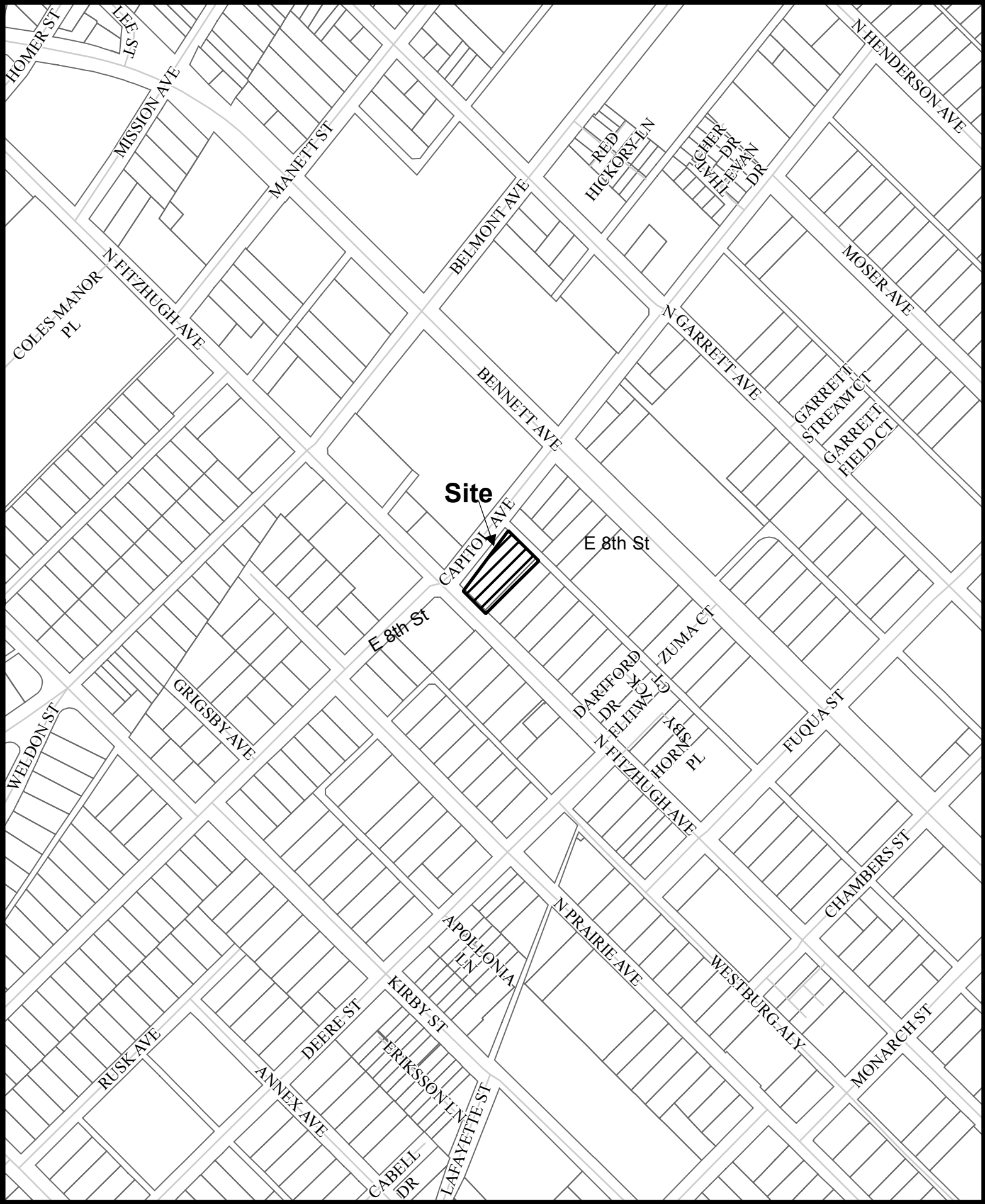
This item has no prior action.

FISCAL INFORMATION

No cost consideration to the City.

MAP

Attached.



Site

E 8th St

E 8th St



1:3,600

4910 Capitol Avenue
Tax Deferral Waiver Request



CITY OF DALLAS

**TAX DEFERRAL
APPLICATION**DEPARTMENT OF
PLANNING & DEVELOPMENT
City Hall Room 5B-North
Dallas, Texas 75201
(214) 670-4209

FILE NO: - / - PLANNER: CC DATE:

Applicants MUST fill out Sections 1 and 2 COMPLETELY
SECTION 3 to be completed by STAFF ONLY**SECTION 1: APPLICANT/OWNER INFORMATION**Please Print

PLANNED DEVELOPMENT DISTRICT: ☒ NEW
☐ AMENDMENT ☐ GENERAL ZONING CHANGE
 SPECIFIC USE PERMIT: ☐ NEW ☐ REMOVAL OF DEED RESTRICTION
☐ AMENDMENT ☐ DEED RESTRICTION AMENDMENT
☐ RENEWAL ☐ CITY PLAN COMMISSION AUTHORIZED HEARING

Applicant: Orange Development, Inc. Telephone: (205) 408-3443
 Address: 1200 Corporate Drive #G-50 City/State/Zip: Birmingham, AL 35242

APPLICANT'S STATUS: (Check One) OWNER ☐ TENANT ☐ PROSPECTIVE BUYER ☒
Property Owner must sign the application or submit a notarized letter of authorization.

Representative: Rob Baldwin, Baldwin Associates Telephone: (214) 824-7949
 Address: 3904 Elm Street - Suite B City/State/Zip: Dallas, TX 75226

Owner: Pedro Montoya/Taqueria Pedritos Telephone: ()
 Address: 4910 Capitol Ave. City/State/Zip: Dallas, TX 75206

OWNERSHIP (Check One) INDIVIDUAL ☒ TRUST ☐ PARTNERSHIP ☐ CORPORATION ☐
If ownership is a trust, partnership, or corporation, name the partners or principals and their addresses and positions on a separate attachment

Signature of Applicant

Signature of Owner

SECTION 2: TAX DEFERRAL REQUEST INFORMATIONSITE LOCATION: 4910 Capitol AvenueSITE STREET ADDRESS: Please see above CROSS STREET: Fitzhugh & Capitol

LOT NO(S): Lots 12 and 13 BLOCK NO: D/1990 SIZE OF REQUEST: 17,820 sq. ft. EXISTING ZONING: CR

REASON FOR REQUEST

- ☒ DEFERRAL WILL FACILITATE URBAN REDEVELOPMENT, HISTORIC CONSERVATION, OR AN IMPORTANT PLANNING OBJECTIVE.
☒ DEFERRAL WILL FACILITATE A PENDING SALE OF THE PROPERTY.
☐ DEFERRAL IS NEEDED DUE TO FINANCIAL HARDSHIP

ADDITIONAL INFORMATION: _____

CITY TAX ID NO: Please see attached CITY TAXES/FINES OWED? YES ☒ NO ☐ If Yes, what is amount?
\$ 147,957.11

CENSUS TRACT: 9.00 COUNCIL DISTRICT: 2 MAPSCO (Page/Cell): 35-Z ZONING MAP NO: I-8

SECTION 3: STAFF CHECKLIST

- | | | |
|---|--|--|
| <input type="checkbox"/> ZONING MAPS | <input type="checkbox"/> INDEX LOG BOOK | <input type="checkbox"/> PROPERTY TAXES OWED |
| <input type="checkbox"/> TAX PLATS | <input type="checkbox"/> CORRECT LOT & BLOCK | <input type="checkbox"/> FINES OWED |
| <input type="checkbox"/> SURVEY (if needed) | <input type="checkbox"/> \$200 FILING FEE | <input type="checkbox"/> CITY FEES OWED |
| <input type="checkbox"/> TAX WAIVER STATEMENT | <input type="checkbox"/> PROPER SIGNATURES | <input type="checkbox"/> PENALTIES OWED |
| <input type="checkbox"/> CONTRACT OF SALE | | |

ACCEPTED BY: _____ DATE ACCEPTED: _____ DATE WITHDRAWN: _____



TAX DEFERRAL APPLICATION

DEPARTMENT OF
PLANNING & DEVELOPMENT
City Hall Room 5B-North
Dallas, Texas 75201
(214) 670-4209

FILE NO: - / - PLANNER: CC DATE:

Applicants MUST fill out Sections 1 and 2 COMPLETELY
SECTION 3 to be completed by STAFF ONLY

SECTION 1: APPLICANT/OWNER INFORMATION

Please Print

PLANNED DEVELOPMENT DISTRICT: ☒ NEW
☐ AMENDMENT ☐ GENERAL ZONING CHANGE
SPECIFIC USE PERMIT: ☐ NEW ☐ REMOVAL OF DEED RESTRICTION
☐ AMENDMENT ☐ DEED RESTRICTION AMENDMENT
☐ RENEWAL ☐ CITY PLAN COMMISSION AUTHORIZED HEARING

Applicant: Orange Development, Inc. Telephone: (205) 408-3443
Address: 1200 Corporate Drive #G-50 City/State/Zip: Birmingham, AL 35242

APPLICANT'S STATUS: (Check One) OWNER ☐ TENANT ☐ PROSPECTIVE BUYER ☒
Property Owner must sign the application or submit a notarized letter of authorization.

Representative: Rob Baldwin, Baldwin Associates Telephone: (214) 824-7949
Address: 3904 Elm Street - Suite B City/State/Zip: Dallas, TX 75226

Owner: Pedro Montoya/Taqueria Pedritos Telephone: ()
Address: 4910 Capitol Ave. City/State/Zip: Dallas, TX 75206

OWNERSHIP (Check One) INDIVIDUAL ☒ TRUST ☐ PARTNERSHIP ☐ CORPORATION ☐
If ownership is a trust, partnership, or corporation, name the partners or principals and their addresses and positions on a separate attachment.

Signature of Applicant

SECTION 2: TAX DEFERRAL REQUEST INFORMATION

SITE LOCATION: 4910 Capitol Avenue

SITE STREET ADDRESS: Please see above CROSS STREET: Fitzhugh & Capitol

LOT NO(S): Lots 12 and 13 BLOCK NO: D/1990 SIZE OF REQUEST: 17,820 sq. ft. EXISTING ZONING: CR

REASON FOR REQUEST
☒ DEFERRAL WILL FACILITATE URBAN REDEVELOPMENT, HISTORIC CONSERVATION, OR AN IMPORTANT PLANNING OBJECTIVE.
☒ DEFERRAL WILL FACILITATE A PENDING SALE OF THE PROPERTY.
☐ DEFERRAL IS NEEDED DUE TO FINANCIAL HARDSHIP

ADDITIONAL INFORMATION:

CITY TAX ID NO: Please see attached CITY TAXES/FINES OWED? YES ☒ NO ☐
If Yes, what is amount? \$ \$147,957.11

CENSUS TRACT: 9.00 COUNCIL DISTRICT: 2 MAPSCO (Page/Cell): 35-2 ZONING MAP NO: I-8

SECTION 3: STAFF CHECKLIST

<input type="checkbox"/> ZONING MAPS	<input type="checkbox"/> INDEX LOG BOOK	<input type="checkbox"/> PROPERTY TAXES OWED
<input type="checkbox"/> TAX PLATS	<input type="checkbox"/> CORRECT LOT & BLOCK	<input type="checkbox"/> FINES OWED
<input type="checkbox"/> SURVEY (if needed)	<input type="checkbox"/> \$200 FILING FEE	<input type="checkbox"/> CITY FEES OWED
<input type="checkbox"/> TAX WAIVER STATEMENT	<input type="checkbox"/> PROPER SIGNATURES	<input type="checkbox"/> PENALTIES OWED
<input type="checkbox"/> CONTRACT OF SALE		

ACCEPTED BY: _____ DATE ACCEPTED: _____ DATE WITHDRAWN: _____

LIST OF OFFICERS

Taqueria Pedritos

Pedro Montoya, President
Jose Montoya, Vice President

Orange Development Company

Jason Price, President/ owner
Donn Fizer, Vice President
Gregory Griffith, Vice President

February 25, 2015

WHEREAS, Dallas Development Code Section 51A-1.104.1 prohibits the processing of a zoning application for properties with delinquent taxes or other city fees, fines, or penalties; and

WHEREAS, an applicant for rezoning must submit proof, such as a tax certificate, that property taxes and any city fees, fines, or penalties are not delinquent on the subject property; and

WHEREAS, a waiver of the requirement may be granted by a two-thirds vote of the City Council if: (1) a waiver will facilitate urban redevelopment, historic conservation, or an important planning objective; (2) a pending sale of the property is contingent on the application, and the applicant can supply evidence, such as a contract of sale, that the taxes and any city fees, fines, or penalties will be paid at closing; or (3) the applicant can demonstrate financial hardship that makes payment of taxes impossible, and approval of a waiver will improve the applicant's ability to pay the taxes and any city fees, fines, or penalties; and

WHEREAS, application has been made for a waiver for the property located at 4910 Capitol Avenue; and

WHEREAS, the applicant, Orange Development, Inc., has stated that the property will be included in their overall redevelopment plan for the northeast corner of Fitzhugh Avenue and Capitol Avenue; **Now, Therefore,**

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

Section 1. That, as the City Council finds that a waiver will facilitate urban redevelopment and a waiver will facilitate a pending sale of the property, the requirement that delinquent taxes and any city fees, fines, or penalties on property located at 4910 Capitol Avenue be paid prior to processing the zoning application is hereby waived and the zoning application shall be allowed to be processed.

Section 2. That this resolution in no way relieves any party liable for payment of these taxes, fees, fines, or penalties from the obligation to pay.

Section 3. That the waiver granted by this resolution is not a consideration of the merits of the zoning application, and does not imply that the application will be approved or disapproved when considered on its merits.

Section 4. That this resolution shall take effect from and after its passage in accordance with the Charter of the City of Dallas, and it is accordingly so resolved.

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2, 7
DEPARTMENT: Trinity Watershed Management
CMO: Jill A. Jordan, P.E., 670-5299
MAPSCO: 46F K L 47T

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Dallas Area Rapid Transit, for a total of six subsurface easements located under a total of approximately 87,360 square feet of land and one drainage easement containing approximately 4,818 square feet of land for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project (list attached) - Not to exceed \$169,150 (\$158,650 plus closing costs and title expenses not to exceed \$10,500) - Financing: 2006 Bond Funds

BACKGROUND

This item authorizes the acquisition from Dallas Area Rapid Transit of six subsurface easements located under approximately 87,360 square feet of land and one drainage easement containing approximately 4,818 square feet of land. This property will be used for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project. The consideration is based on independent appraisals.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

2006 Bond Funds - \$169,150 (\$158,650 plus closing costs and title expenses not to exceed \$10,500)

<u>Council District</u>	<u>Amount</u>
2	\$157,288
7	<u>\$ 1,362</u>
Total	\$158,650

OWNER

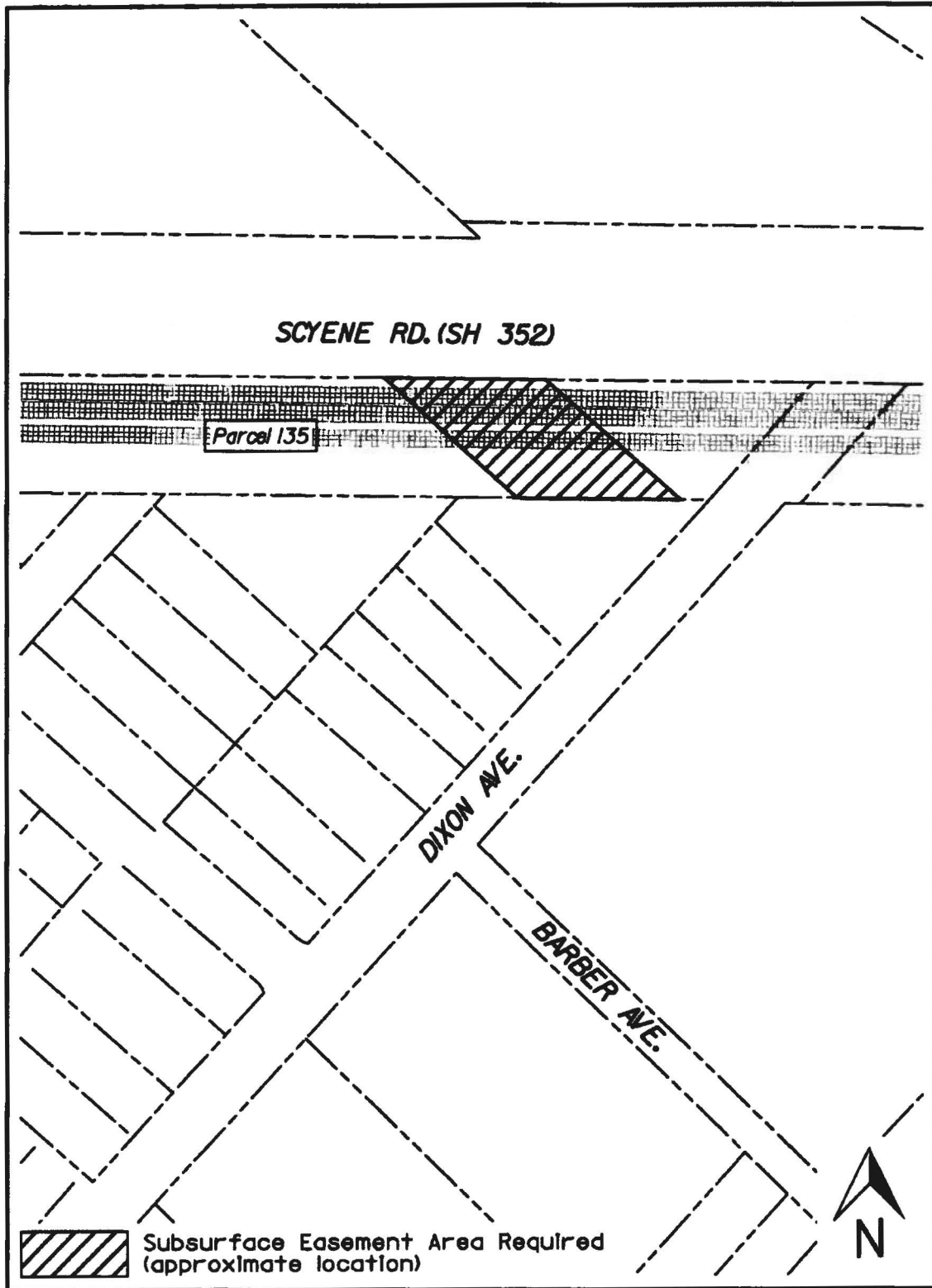
Dallas Area Rapid Transit

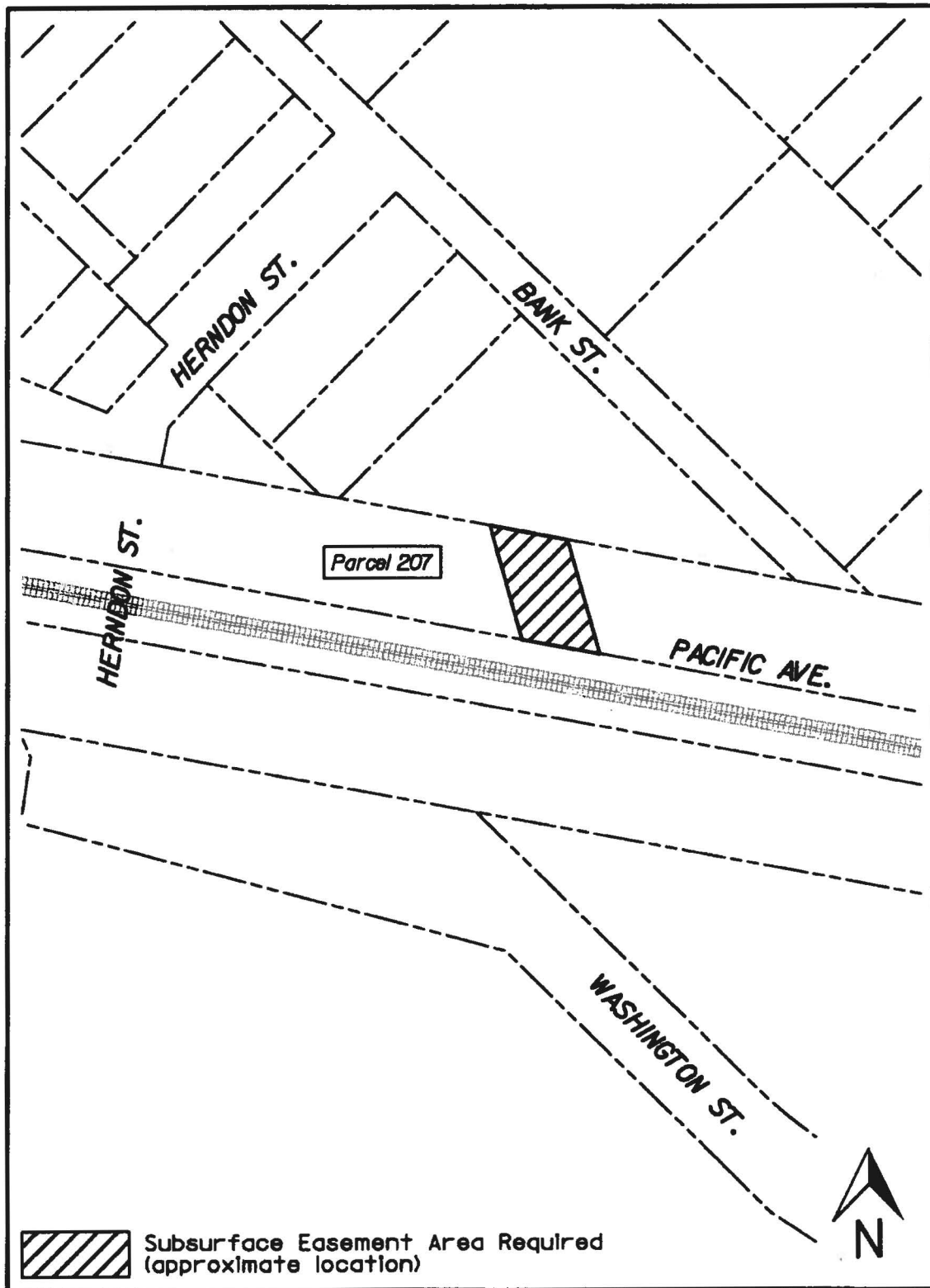
MAPS

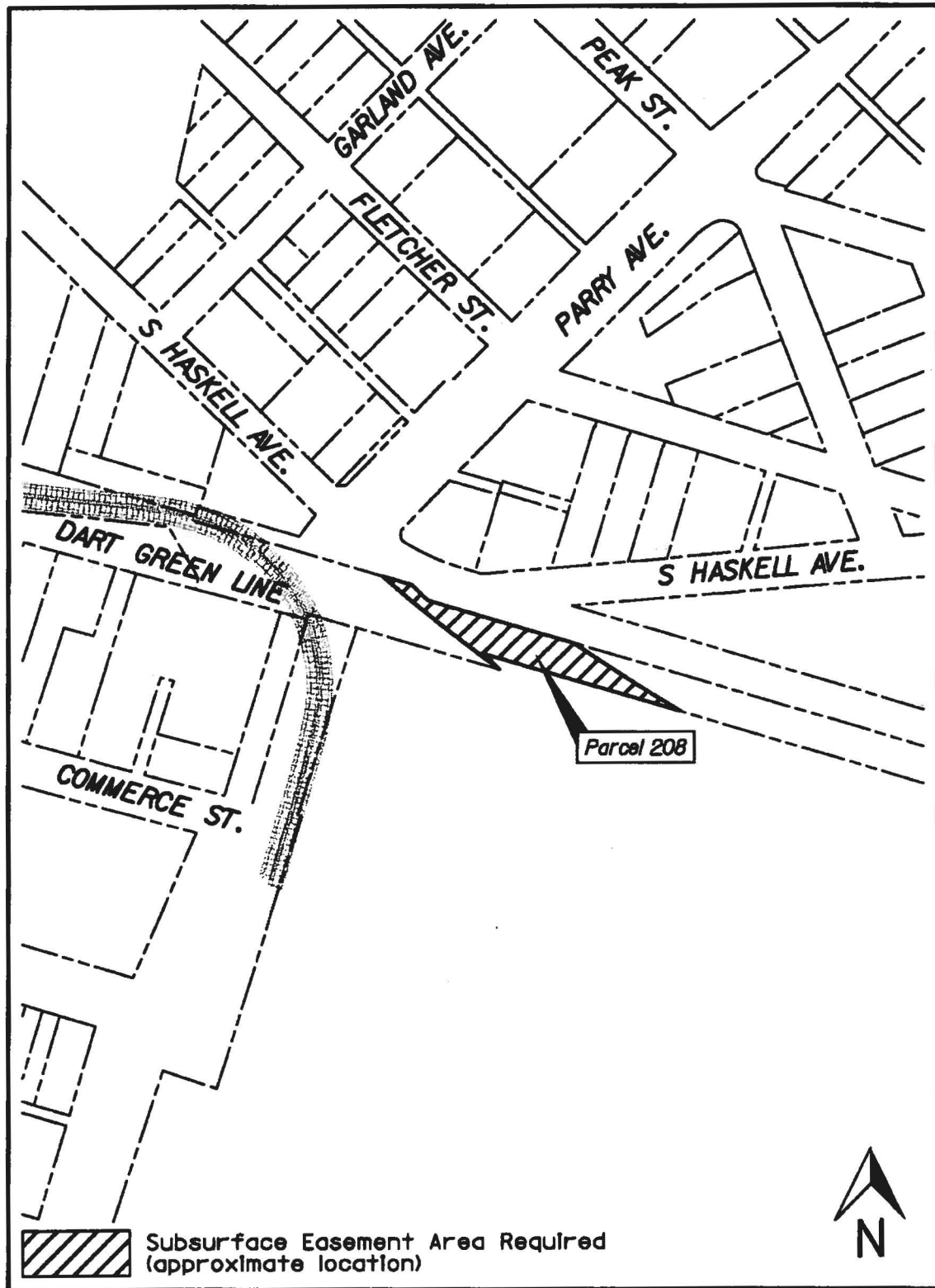
Attached

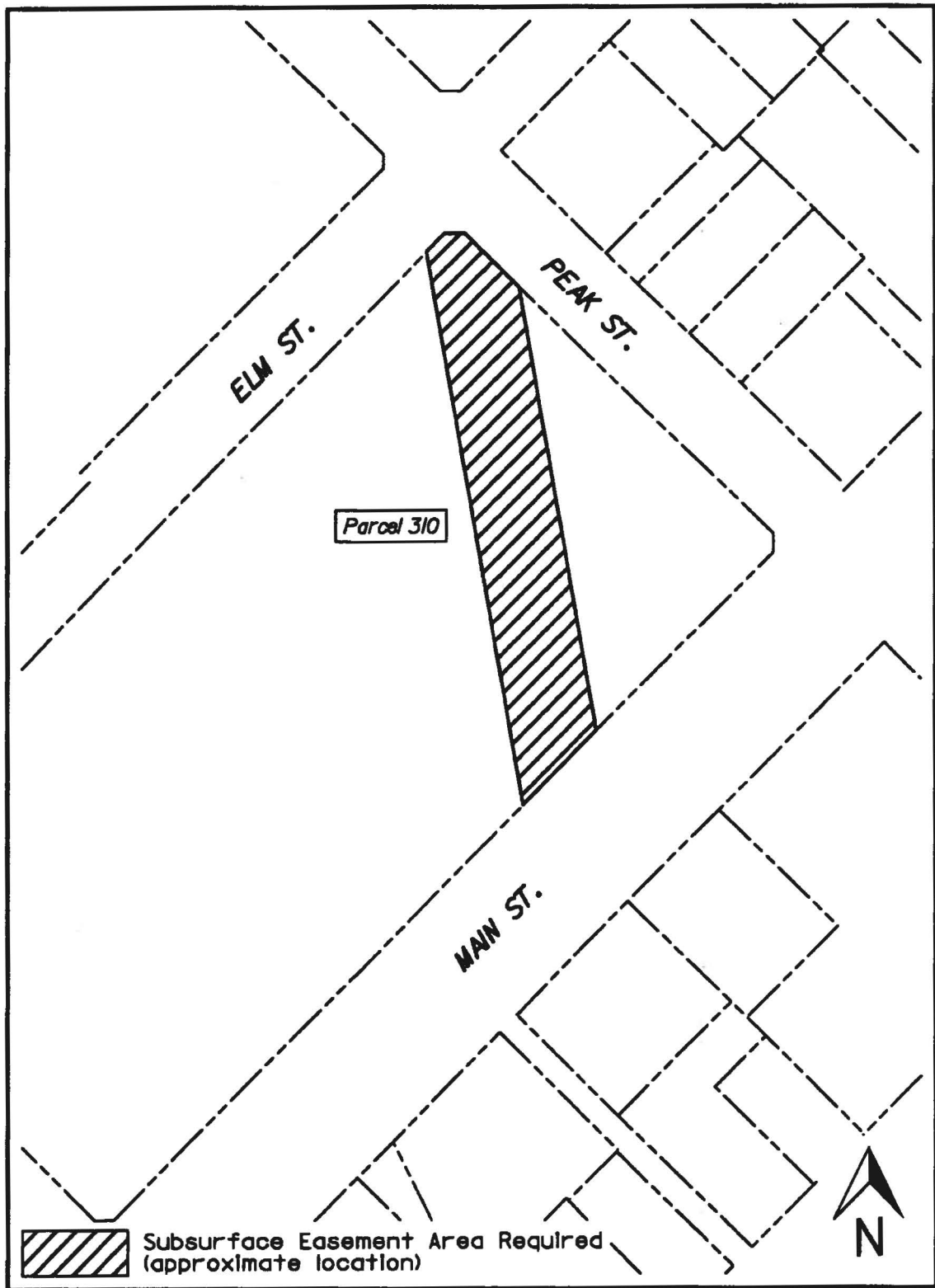
Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
DART Properties

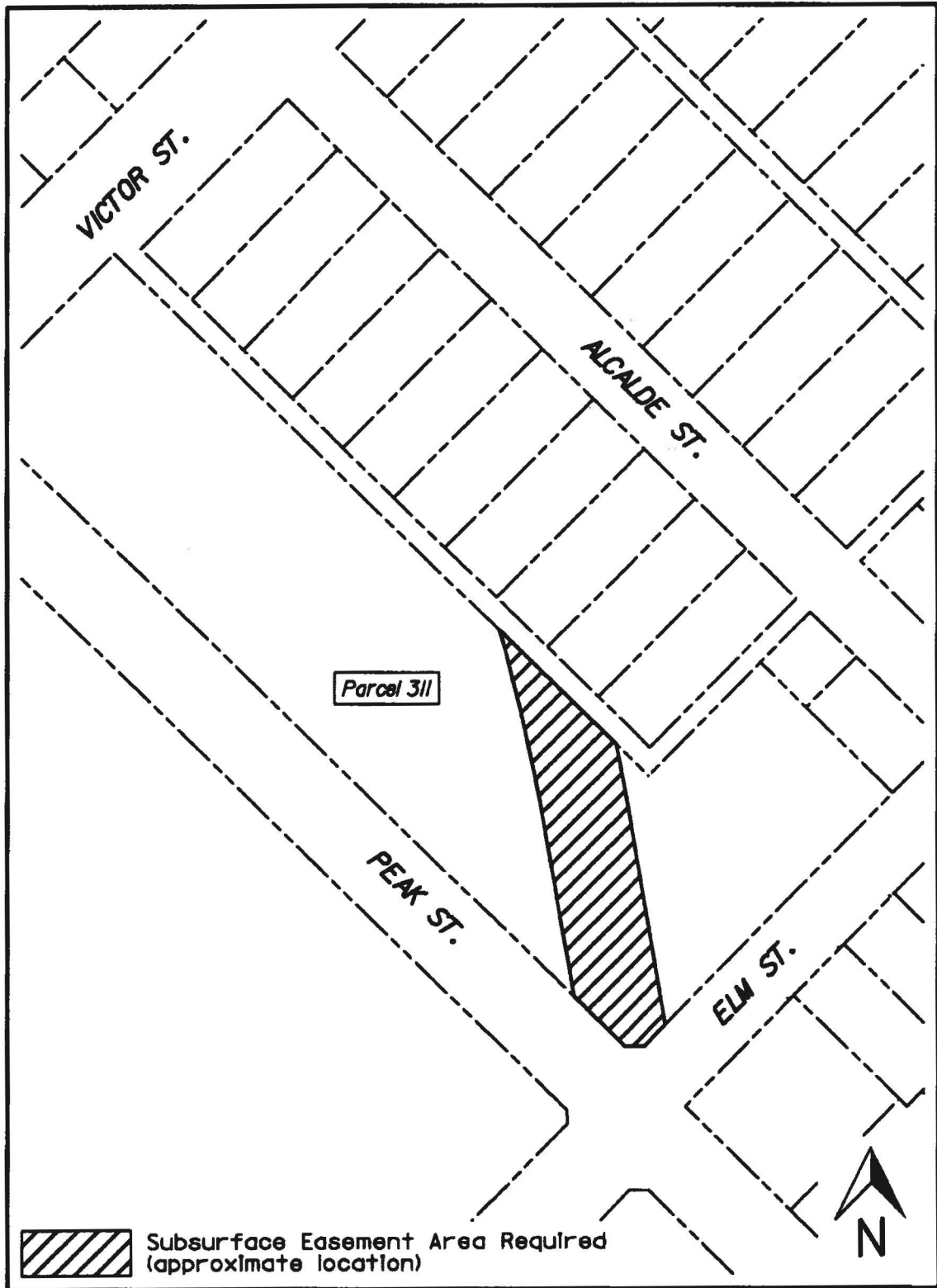
Parcel No.	Council District	MAPSCO	Square Footage (approx.)	Offer Amount
135	7	47 T	13,616	\$1,362
207	2	46 L	4,177	\$1,462
208	2	46 K	14,270	\$12,843
310	2	46 F	22,218	\$35,549
311	2	46 F	14,663	\$21,994
330 (SSE)	2	46 K	18,416	\$27,624
330 (DE)	2	46 K	4,818	\$57,816
			Total	\$158,650

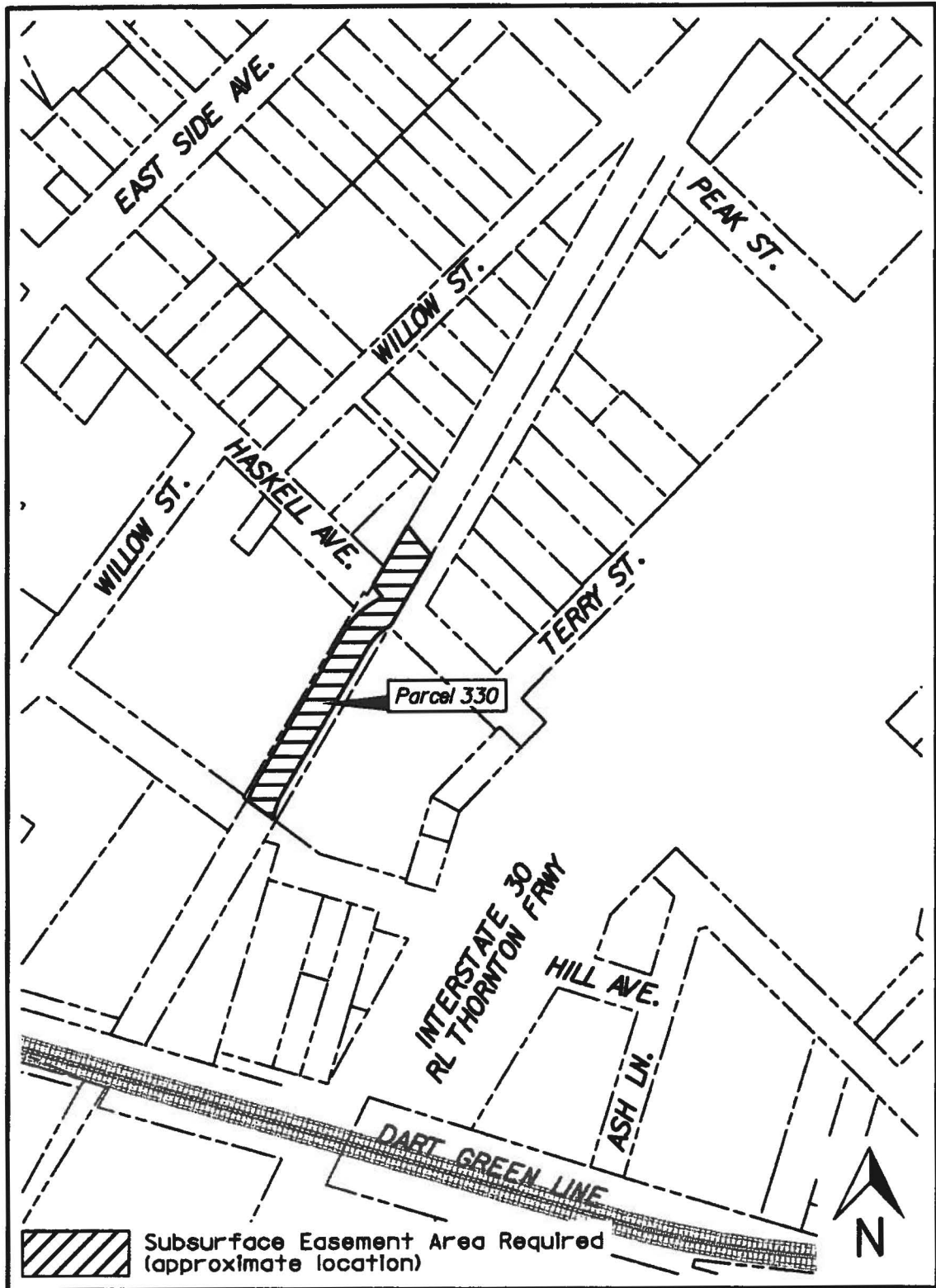


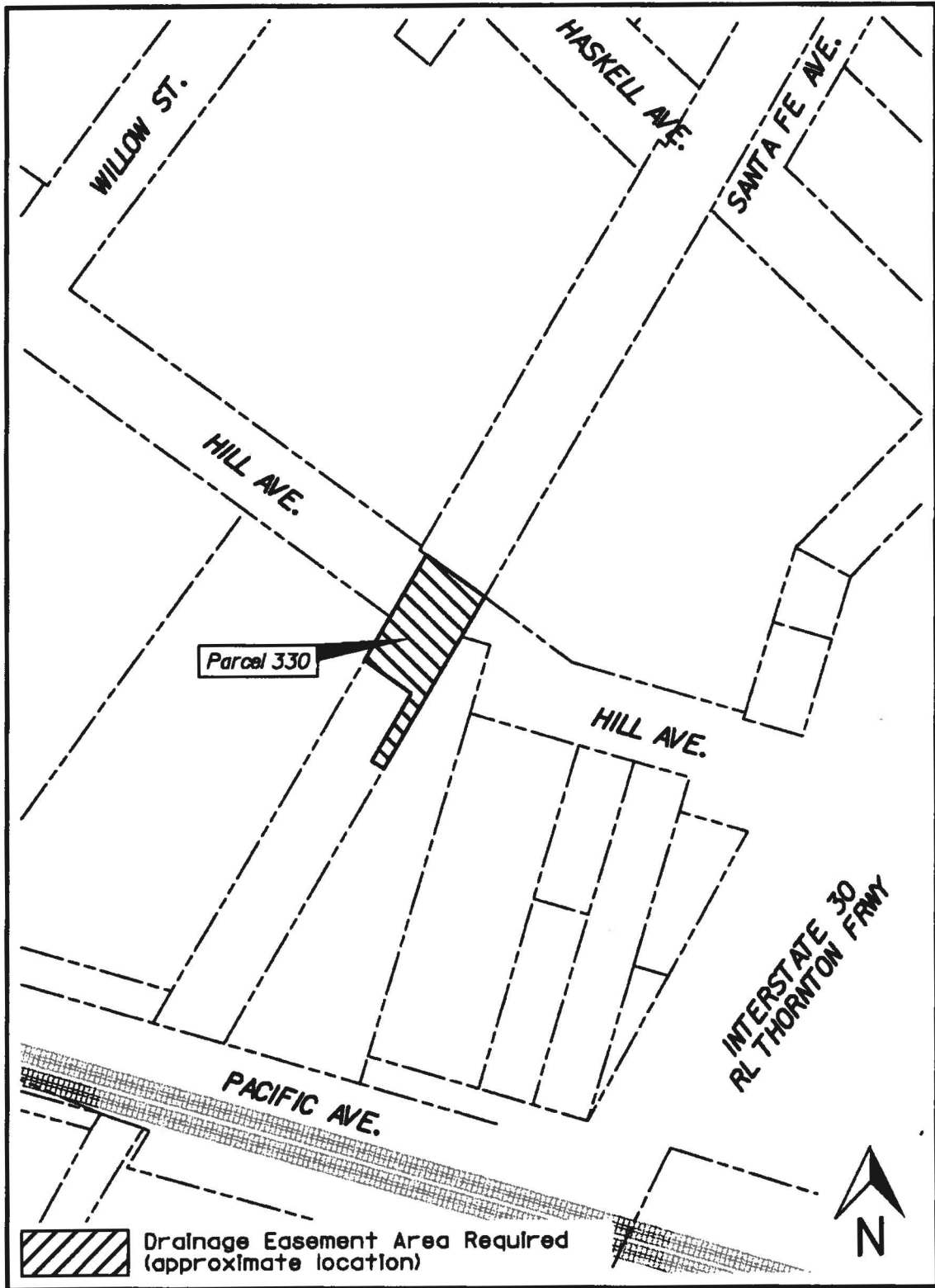












February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Six subsurface easements located under a total of approximately 87,360 square feet in area lying between the subsurface elevations more particularly detailed in "Exhibit A", attached hereto and made a part hereof for all purposes, one drainage easement containing approximately 4,818 square feet of land, all located in Dallas County, Texas, the boundary of which properties being more particularly described in "Exhibit B", attached hereto and made a part hereof for all purposes.

"PROJECT": Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

"USE": The subsurface easements will be for the below ground construction, installation, use, and maintenance of a deep tunnel for transmission of storm drainage. The drainage easement will be for the construction, installation, use, and maintenance of a storm drainage structure and connecting lines for the transmission of storm drainage, together with such appurtenant facilities as may be necessary.

"PROPERTY INTEREST": Flood Control Tunnel Easement

"OWNER": Dallas Area Rapid Transit, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$158,650.00

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$10,500.00

"AUTHORIZED AMOUNT": \$169,150.00

February 25, 2015

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of the Department of Sustainable Development and Construction Department, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4210, Encumbrance No. CT-PBW06T525E17, CLOSING COSTS AND TITLE EXPENSES payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4230, Encumbrance No. CT-PBW06T525E18. The OFFER AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay the CLOSING COSTS AND TITLE EXPENSES. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary proceeding(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation proceedings or suit(s).

February 25, 2015

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That OWNER has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

SECTION 10. That in the event the City Attorney files a condemnation proceeding because the OWNER refused to accept the OFFER AMOUNT; and in the event the special commissioners appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the condemnation proceeding, or if the condemnation proceeding becomes a lawsuit, the lawsuit, for amount not to exceed the OFFER AMOUNT; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the OFFER AMOUNT made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed \$10,500.00 for CLOSING COSTS AND TITLE EXPENSES in favor of the title company closing the transaction described herein. The Award, CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 11. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY 
Assistant City Attorney

Exhibit A
Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project
Subsurface Drainage Tunnel Easement Elevations

Parcel No.	Subsurface Easement	
	Upper Limit (NAVD 88)	Lower Limit (NAVD 88)
135	365	186
207	339	178
208	361	187
310	375	199
311	377	202
330	367	193

Notes:

1. Elevations are U.S. Survey Feet, North American Vertical Datum of 1988 (NAVD 88).
2. The subsurface easement elevations are 40 feet above the tunnel (upper limit) and 100 below the tunnel (lower limit).

SUB-SURFACE DRAINAGE TUNNEL EASEMENT

City of Dallas Drawing No. 423R-54 (Parcel 135)

13,616 Sq. Ft. or 0.3125 Acres

Between City of Dallas Blocks 5800 and 2/6124

Thomas Lagow Survey, Abstract No. 759

City of Dallas, Dallas County, Texas

From Dallas Area Rapid Transit

Being a 13,616 square feet or 0.3125 acre tract of land situated in the Thomas Lagow Survey, Abstract No. 759, in the City of Dallas, Dallas County, Texas, said tract being adjacent to City of Dallas Block Numbers 5800 and the City of Dallas Block 2 (Official City of Dallas Numbers 2/6124) of the Joe DeMaggio Addition, recorded in Volume 5, Page 177, of the Map Records of Dallas County, Texas, and being a part of a tract of land conveyed to Dallas Area Rapid Transit by Deed recorded by Volume 88083, Page 4905 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

NOTE: Subsurface easement corners are not monumented.

COMMENCING at a found "x" cut in concrete (Controlling Monument), being in the common southwest line of Lot 11, of said Block 2/6124 of said Joe Demaggio Addition, and the northeast line of Lot 12, of said Block 2/6124 of said Joe Demaggio Addition, being in the current northwest Right-of-Way line of Dixon Avenue (Variable Width Right-of-way), and being the northwest corner of an 10' easement for street purposes to the City of Dallas, recorded in volume 74078, Page 600 of the Deed Records of Dallas County, Texas, and being the southwest corner of an easement for street purposes to the City of Dallas recorded in Volume 74078, Page 588 of the Deed Records of Dallas County, Texas;

THENCE North 42°04'02" East, over and across Lots 6-11, Block 2/6124 and with the current northwest Right-of-Way line of Dixon Avenue, a distance of 354.34 feet to a point, being in the south line of said Dallas Area Rapid Transit tract, being in the northeast line of said Dixon Avenue, being the northwest corner of an easement for Street Purposes to the City of Dallas recorded in Volume 109, Page 1184, Deed Records of Dallas County, Texas, and being the southwest corner of an easement for street purposes to the City of Dallas recorded in Volume 75106, Page 1190 of the Deed Records of Dallas County, Texas, and being in the north line of Block 2/6124 of said Joe Demaggio Addition;

THENCE North 89°10'58" West, departing the said Northwest Right-of-Way of Dixon Avenue and with the common south line of said Dallas Area Rapid Transit tract and the north line of said Block 2/6124, a distance of 24.04 feet to the **POINT OF BEGINNING** having coordinates of N=6966165.1444, E=2511457.1463, being in the north line of said Block 2/6124 and the south line of said Dallas Area Rapid Transit tract;

THENCE North 89°10'58" West, continuing along said common north line of Block 2/6124, and said south line of Dallas Area Rapid Transit tract, a distance of 136.07 feet, to a point having coordinates of N= 6966167.0850, E= 2511321.1065, in the north line of said Block 2/6124, and the south Right-of-Way line of said Dallas Area Rapid Transit tract;

THENCE North 47°46'30" West, departing said common line and over and across said Dallas Area Rapid Transit tract, a distance of 151.29 feet, to a point having coordinates of N= 6966268.7452, E= 2511205.0892, in the north line of said Dallas Area Rapid Transit tract and the south Right-of-Way line of Scyene Road State Highway No. 352 (a Variable width Right-of-Way, recorded in TxDOT Right-of-Way Map No. RW-430-1-16);



FIELD NOTES APPROVED:

SER 4-14-14

SUB-SURFACE DRAINAGE TUNNEL EASEMENT

City of Dallas Drawing No. 423R-54 (Parcel 135)

13,616 Sq. Ft. or 0.3125 Acres

Between City of Dallas Blocks 5800 and 2/6124

Thomas Lagow Survey, Abstract No.759

City of Dallas, Dallas County, Texas

From Dallas Area Rapid Transit

THENCE South $89^{\circ}11'08''$ East, along the said common south Right-of-Way line of Scyene Road and the north line of said Dallas Area Rapid Transit tract, a distance of 136.06 feet, to a point having coordinates of N= 6966266.8116, E= 2511345.1212, in the common south line of said Scyene Road and the north line of said Dallas Area Rapid Transit tract;

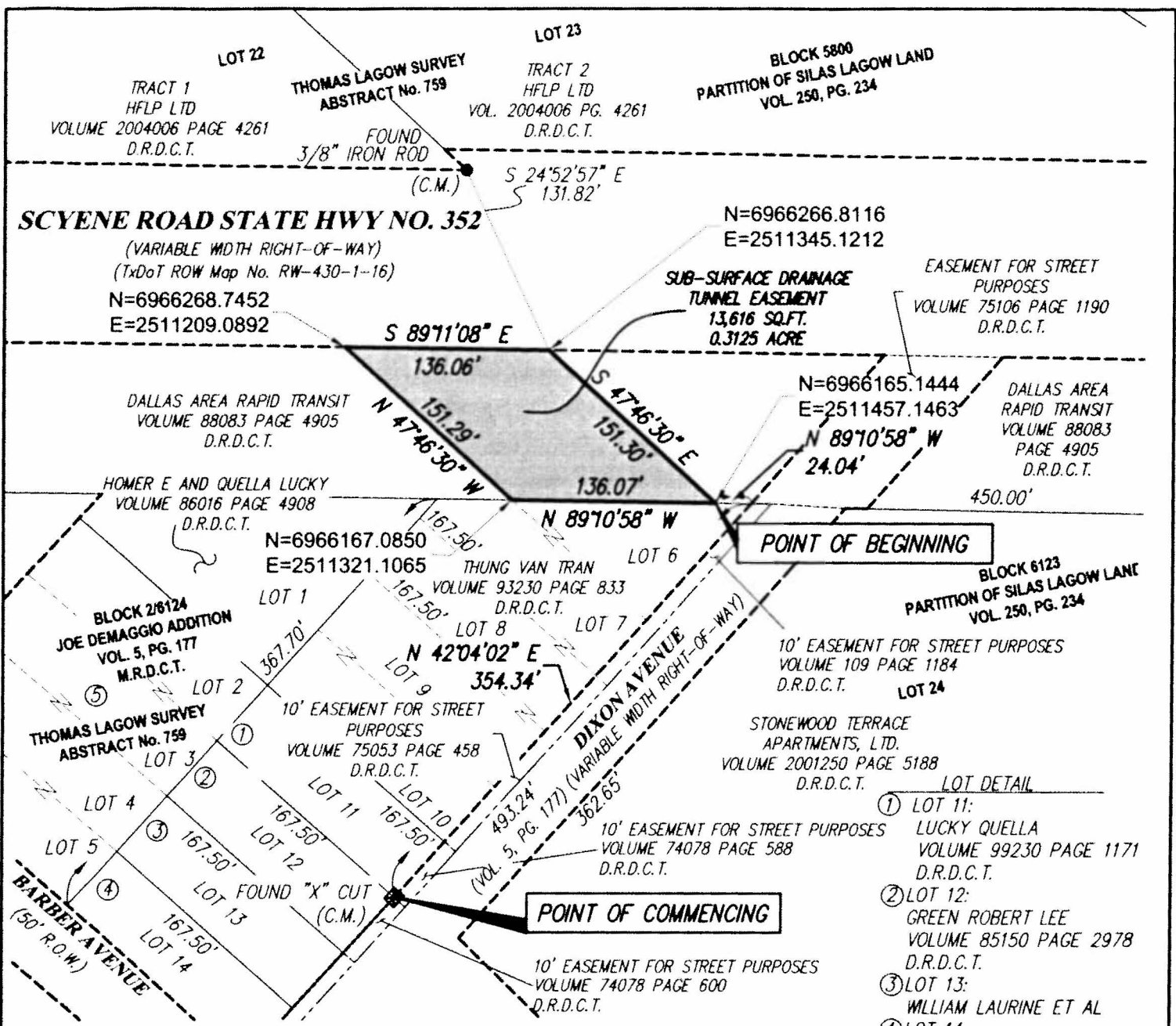
THENCE South $47^{\circ}46'30''$ East, departing said common line and over and across the said Dallas Area Rapid Transit tract, a distance of 151.30 feet, to the **POINT OF BEGINNING**, and containing 13,616 square feet or 0.3125 acres of land, more or less.

BASIS OF BEARING: State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All Coordinates are State Plane on Grid Values. All Distances are Surface Distances. Surface Adjustment Scale Factor: 1.0001365060.



FIELD NOTES APPROVED:

DER 4-14-14



LINE TYPE LEGEND

RIGHT-OF-WAY BOUNDARY: ---
LOT LINE: ---
EASEMENT BOUNDARY: ---
BLOCK LINE: ---
COMMON OWNER LOT LINE: ---
EASEMENT: ---

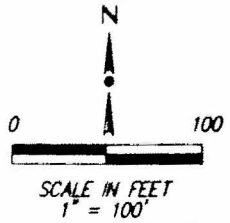
LEGEND

CM: CONTROLLING MONUMENT
"X" CUT: FOUND "X" CUT IN CONCRETE
IRF: IRON ROD FOUND (SIZE AS NOTED)
VOL. XX, PG. XX: VOLUME XX, PAGE XX
FPK: FOUND PK NAIL
1/2" IRF: 1/2" IRON ROD SET WITH YELLOW CAP STAMPED "SGI RPLS 3664" (UNLESS OTHERWISE NOTED)
INT: INSTRUMENT NUMBER
D.R.D.C.T.: DEED RECORDS OF DALLAS COUNTY, TEXAS
M.R.D.C.T.: MAP RECORDS OF DALLAS COUNTY, TEXAS
O.P.R.D.C.T.: OFFICIAL PUBLIC RECORDS OF DALLAS COUNTY, TEXAS

FIELD NOTES APPROVED:
APR 4-14-14

STATE OF TEXAS
REGISTERED
LOUIS SALCEDO
3664

- LOT DETAIL**
- ① LOT 11: LUCKY QUELLA
VOLUME 99230 PAGE 1171
D.R.D.C.T.
 - ② LOT 12: GREEN ROBERT LEE
VOLUME 85150 PAGE 2978
D.R.D.C.T.
 - ③ LOT 13: WILLIAM LAURINE ET AL
 - ④ LOT 14: PATS DREAM LLC
 - ⑤ LOT 2-5: HOMER E AND QUELLA LUCKY
VOL. 87091, PG. 823
D.R.D.C.T.



GENERAL NOTES

1. BASIS OF BEARING
STATE PLANE COORDINATE SYSTEM,
TEXAS NORTH CENTRAL ZONE (4202),
NORTH AMERICAN DATUM OF 1983. ALL
COORDINATES ARE STATE PLANE ON GRID
VALUES. ALL DISTANCES ARE SURFACE
DISTANCES. SURFACE ADJUSTMENT
SCALE FACTOR: 1.0001365060.

2. SUBSURFACE EASEMENT CORNERS
ARE NOT MONUMENTED.

SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (Parcel 135)
13,616 Sq. Ft. or 0.3125 Acres
Between City of Dallas Blocks 5800 and 2/6124
Thomas Lagow Survey, Abstract No. 759
City of Dallas, Dallas County, Texas
From Stonewood Terrace Apartments LTD.

SGI Civil Engineers - Surveyors
TBPLS FIRM No. 10070800
TBPE FIRM No. 5482
PHONE: (214) 941-8610

**SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 207)
BEING A 4,177 SQ. FT. (0.0959 AC.) PART OF THE
DALLAS AREA RAPID TRANSIT TRACT,
AND BEING PART OF THE FORMER TEXAS & PACIFIC
RAILWAY COMPANY RIGHT-OF-WAY,
IN THE THOMAS LAGOW SURVEY, ABSTRACT NO. 759,
CITY OF DALLAS, DALLAS COUNTY, TEXAS**

BEING a 4,177 square foot (0.0959 acre) tract of land situated in the Thomas Lagow Survey, Abstract Number 759, in the City of Dallas, Dallas County, Texas, and being part of that tract of land described in Deed without Warranty to Dallas Area Rapid Transit (DART) as recorded in Volume 2002171, Page 15334, of the Deed Records of Dallas County, Texas (D.R.D.C.T.), said DART tract being a part of the former Texas and Pacific Railway Company right-of-way, and being more particularly described as follows (NOTE: Subsurface easement corners are not monumented; coordinates shown herein are state plane grid coordinate values in U.S. Survey Feet; all distances are surface values):

BEGINNING on the north line of said DART tract and the south line of Block 8 (8/1440 Official City of Dallas Block Number), Mercantile National Bank Subdivision to the City of Dallas as shown on map or plat thereof recorded in Volume 250, Page 272, D.R.D.C.T., having coordinates of N=6,971,645.5193 feet, E=2,505,099.4484 feet, from which a found 1/2 inch iron rod (controlling monument) bears South 79 degrees 29 minutes 37 seconds East, a distance of 1,755.31 feet and North 06 degrees 23 minutes 45 seconds East, a distance of 9.94 feet, said iron rod being a common corner of said DART tract and Lot 2A, Official City of Dallas Block Number B/1415 of General Packaging Addition to the City of Dallas as shown on plat thereof recorded in Volume 96067, Page 1723, D.R.D.C.T., said iron rod also being on the east right-of-way line of Fitzhugh Avenue (a variable width right-of-way);

THENCE South 15 degrees 37 minutes 31 seconds East, departing said north line and said south line, over and across said DART tract, a distance of 83.54 feet to the south line of said DART tract and the north line of that tract of land described in Deed without Warranty to State Fair of Texas, Inc., as recorded in Volume 96229, Page 3530, D.R.D.C.T., and having coordinates of N=6,971,565.0786 feet, E=2,505,121.9462 feet;

THENCE North 79 degrees 29 minutes 37 seconds West, with said south line of DART tract and said north line of State Fair of Texas tract, a distance of 55.69 feet to coordinates N=6,971,575.2325 feet, E=2,505,067.1947 feet;

THENCE North 15 degrees 37 minutes 31 seconds West, departing said south line of DART tract and said north line of State Fair of Texas tract, a distance of 83.54 feet to said north line of DART tract and said south line of Block 8/1440, Mercantile National Bank Subdivision, having coordinates of N=6,971,655.6733 feet, E=2,505,044.6969 feet;



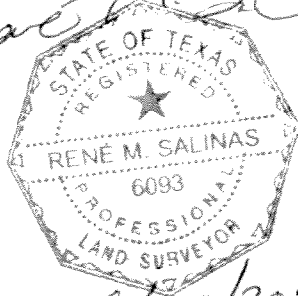
FIELD NOTES APPROVED:

DER 12/19/13

**SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 207)
BEING A 4,177 SQ. FT. (0.0959 AC.) PART OF THE
DALLAS AREA RAPID TRANSIT TRACT,
AND BEING PART OF THE FORMER TEXAS & PACIFIC
RAILWAY COMPANY RIGHT-OF-WAY,
IN THE THOMAS LAGOW SURVEY, ABSTRACT NO. 759,
CITY OF DALLAS, DALLAS COUNTY, TEXAS**

THENCE South 79 degrees 29 minutes 37 seconds East, with said north line and said south line, a distance of 55.69 feet to the POINT OF BEGINNING AND CONTAINING 4,177 square feet or 0.0959 acres of land, more or less.

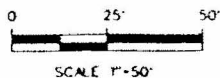
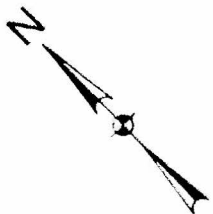
BASIS OF BEARING: State Plane Coordinate System, Texas North Central Zone 4202, North American Datum of 1983, U.S. Survey Feet; Surface Adjustment Scale Factor (SF) = 1.0001365060 (TxDOT Dallas Co. SF).

René M. Salinas

4/03/2013



FIELD NOTES APPROVED:

DR 12/19/13



LEGEND:

FPK FOUND PK
NAIL
FIP FOUND IRON
PIPE
FIRC FOUND IRON
ROD W/CAP
FIR FOUND IRON ROD
SIR SET IRON ROD W/
YELLOW "GLD" CAP
MON. MONUMENT
(CM) CONTROLLING MONUMENT
--- PLAT (LOT) LINE

LOT 2A
BLOCK B/1415
GENERAL PACKAGING ADDITION
VOL. 96067, PG. 1723
FITZHUGH AVENUE
(VARIABLE WIDTH RIGHT-OF-WAY)

STATE FAIR OF
TEXAS, INC.
VOL. 96229, PG. 3530

FPK
(CM)

1/2" FIR
(CM)

S79°29'37"E
1179.16'

N06°23'45"E
9.94'

S79°29'37"E 1755.31'

BANK STREET
(VARIABLE WIDTH RIGHT-OF-WAY)

**THOMAS LAGOW SURVEY
ABSTRACT NO. 759**

CITY OF DALLAS
VOL. 96209, PG. 3540
(TRACT *1)

MERCANTILE NATIONAL
BANK SUBDIVISION
VOL. 250, PG. 272

N-6971655.6733
E-2505044.6969

CITY BLOCK 8/1440

POINT OF
BEGINNING
(PARCEL
207)

N-6971645.5193
E-2505099.4484

1724.04'
(FORMER TEXAS & PACIFIC RAILWAY
COMPANY RIGHT-OF-WAY)

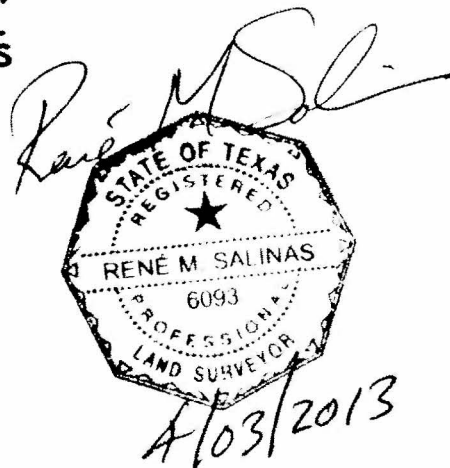
N-6971565.0786
E-2505121.9462

(PARCEL 207)
4,177 SQ. FT.
0.0959 ACRES

DALLAS AREA RAPID TRANSIT
VOL. 2002171, PG. 15334

N-6971575.2325
E-2505067.1947

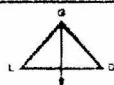
(TRACT NO. 1)
STATE FAIR OF TEXAS, INC.
VOL. 96229, PG. 03530
(REMAINDER)



NOTES:

1. BASIS OF BEARING: STATE PLANE COORDINATE SYSTEM, TEXAS NORTH CENTRAL ZONE 4202, NORTH AMERICAN DATUM OF 1983, U.S. SURVEY FEET; SURFACE ADJUSTMENT SCALE FACTOR (SF) = 1.0001365060 (TXDOT DALLAS CO. SF).
2. COORDINATES SHOWN HEREON ARE STATE PLANE GRID COORDINATE VALUES IN U.S. SURVEY FEET
3. ALL DISTANCES ARE SURFACE VALUES.
4. SUBSURFACE EASEMENT CORNERS ARE NOT MONUMENTED.
5. THIS SURVEY PREPARED WITHOUT THE BENEFIT OF A CURRENT TITLE REPORT.

SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 207)
BEING A 4,177 SQ. FT. (0.0959 AC.) PART OF THE
DALLAS AREA RAPID TRANSIT TRACT,
AND BEING PART OF THE FORMER TEXAS & PACIFIC
RAILWAY COMPANY RIGHT-OF-WAY,
IN THE THOMAS LAGOW SURVEY, ABSTRACT NO. 759,
CITY OF DALLAS, DALLAS COUNTY, TEXAS



Garcia Land Data, Inc.

T 214-987-0149 6210 Campbell Rd., Ste. 110
F 214-987-4026 DALLAS, TX 75243-1598

DATE: 12/18/13

PROJ: 5436

PAGE 3 OF 3

**SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 208)
BEING A 14,270 SQ. FT. (0.3276 AC.) PART OF THE
DALLAS AREA RAPID TRANSIT TRACT,
AND BEING PART OF THE FORMER TEXAS & PACIFIC
RAILWAY COMPANY RIGHT-OF-WAY,
IN THE JOHN GRIGSBY SURVEY, ABSTRACT NO. 495,
CITY OF DALLAS, DALLAS COUNTY, TEXAS**

BEING a 14,270 square foot (0.3276 acre) tract of land situated in the John Grigsby Survey, Abstract Number 495, in the City of Dallas, Dallas County, Texas, and being part of that tract of land described in Deed to Dallas Area Rapid Transit (DART) as recorded in Volume 90177, Page 4230, of the Deed Records of Dallas County, Texas (D.R.D.C.T.), said DART tract being a part of the former Texas and Pacific Railway Company right-of-way, and being more particularly described as follows (NOTE: Subsurface easement corners are not monumented; coordinates shown herein are state plane grid coordinate values in U.S. Survey Feet; all distances are surface values):

BEGINNING on the common southerly line of said DART tract and the northerly line of Lot 1A, Official City of Dallas Block Number C/812 of Texas State Fairgrounds Addition to the City of Dallas as shown on plat thereof recorded in Volume 88084, Page 613, D.R.D.C.T., and having coordinates of N=6,972,367.2549 feet, E=2,501,781.3567 feet, and also being the point of curvature of a non-tangent circular curve to the right having a radius of 2,545.00 feet, whose chord bears North 51 degrees 12 minutes 45 seconds West, a distance of 210.33 feet, and from which a found 1/2 inch iron rod (controlling monument) for an ell corner on said common line bears South 45 degrees 32 minutes 27 seconds East, a distance of 0.85 feet;

THENCE Northwesterly, departing said common line, over and across said DART tract and along said curve, through a central angle of 04 degrees 44 minutes 12 seconds, an arc distance of 210.39 feet to the end of said curve on the north line of said DART tract and the south right-of-way line of Pacific Avenue (a variable width right-of-way) as described in deed to Texas & Pacific Railway Company, recorded in Volume 33, Page 635, D.R.D.C.T., having coordinates of N=6,972,498.9969 feet, E=2,501,617.4293 feet;

THENCE South 73 degrees 26 minutes 57 seconds East, with said north line and said south right-of-way line, a distance of 42.96 feet to an angle point on said north line and having coordinates of N=6,972,486.7621 feet, E=2,501,658.5995 feet;

THENCE South 45 degrees 49 minutes 09 seconds East, continuing with said north line and said south right-of-way line, a distance of 32.34 feet to an angle point on said north line and having coordinates of N=6,972,464.2267 feet, E=2,501,681.7888 feet;

THENCE South 73 degrees 26 minutes 57 seconds East, continuing with said north line and said south right-of-way line, a distance of 211.37 feet to the point of curvature of a non-tangent circular curve to the left having a radius of 2,455.00 feet, whose chord bears South 57 degrees 04 minutes 36 seconds East, a distance of 177.37 feet, said point of curvature having coordinates of N=6,972,404.0227 feet, E=2,501,884.3748 feet;



FIELD NOTES APPROVED:

DER 12/16/13


**SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 208)
BEING A 14,270 SQ. FT. (0.3276 AC.) PART OF THE
DALLAS AREA RAPID TRANSIT TRACT,
AND BEING PART OF THE FORMER TEXAS & PACIFIC
RAILWAY COMPANY RIGHT-OF-WAY,
IN THE JOHN GRIGSBY SURVEY, ABSTRACT NO. 495,
CITY OF DALLAS, DALLAS COUNTY, TEXAS**

THENCE Southeasterly, departing said north line and said south right-of-way line, over and across said DART tract and along said curve, through a central angle of 04 degrees 08 minutes 26 seconds, an arc distance of 177.41 feet to the aforementioned common line of said DART tract and said Lot 1A, Block C/812 of Texas State Fairgrounds Addition, and having coordinates of N=6,972,307.6316 feet, E=2,502,033.2399 feet;

THENCE North 73 degrees 26 minutes 57 seconds West, with said common line, a distance of 286.03 feet to an ell corner of said DART tract and said Lot 1A, Block C/812 of Texas State Fairgrounds Addition, having coordinates of N=6,972,389.1015 feet, E=2,501,759.0936 feet;

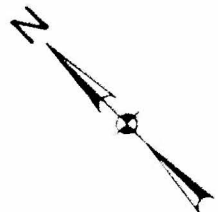
THENCE South 45 degrees 32 minutes 27 seconds East, continuing with said common line, a distance of 31.20 feet to the POINT OF BEGINNING AND CONTAINING 14,270 square feet or 0.3276 acres of land, more or less.

BASIS OF BEARING: State Plane Coordinate System, Texas North Central Zone 4202, North American Datum of 1983, U.S. Survey Feet; Surface Adjustment Scale Factor (SF) = 1.0001365060 (TxDOT Dallas Co. SF).

Rene M. Salinas

4/03/2013

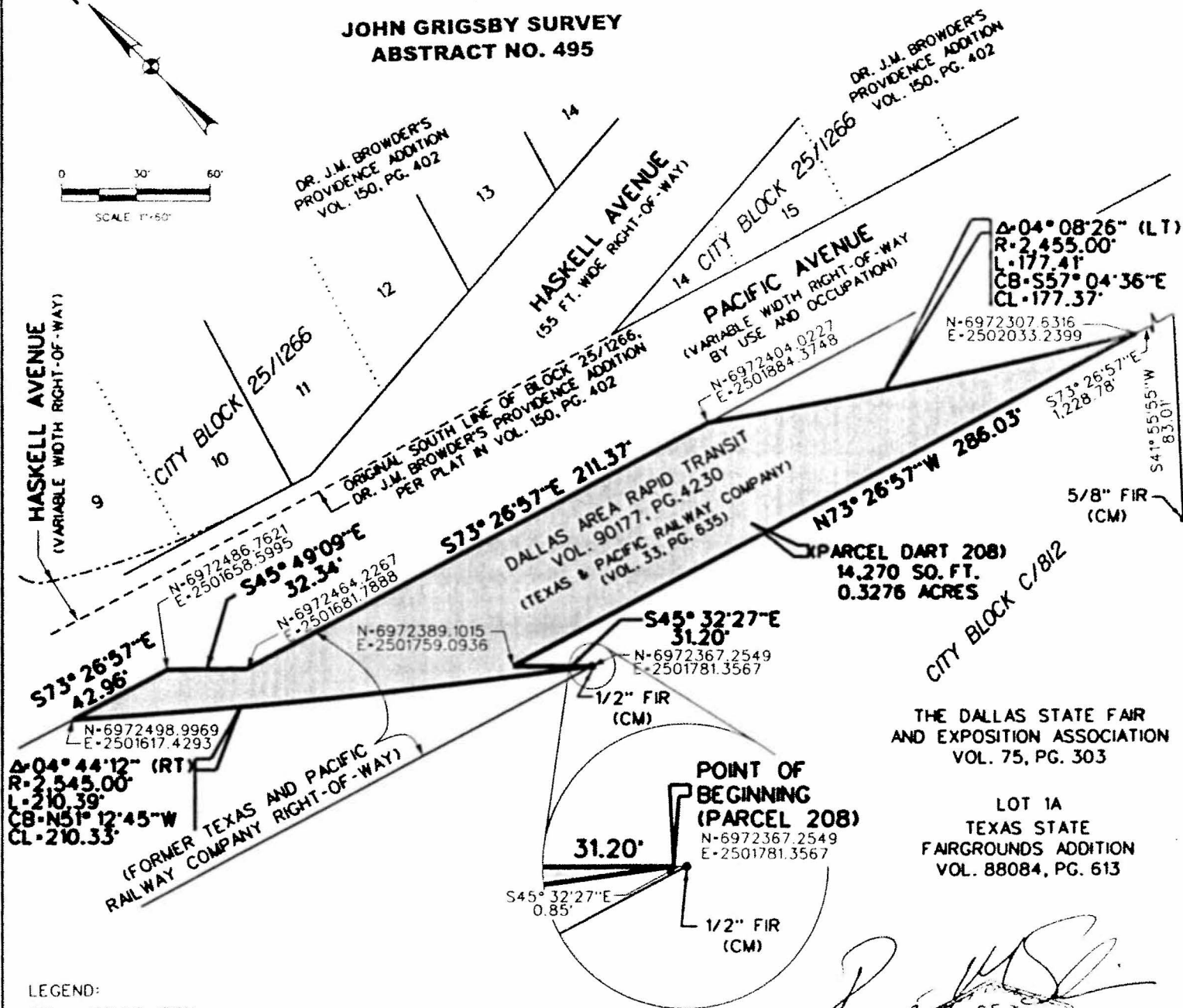


FIELD NOTES APPROVED:
DER 12/16/13



0 30' 60'
SCALE 1"=60'

**JOHN GRIGSBY SURVEY
ABSTRACT NO. 495**



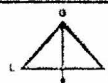
LEGEND:

FIP FOUND IRON PIPE
FIRC FOUND IRON ROD W/CAP
FIR FOUND IRON ROD
SIR SET IRON ROD W/ YELLOW "GLD" CAP
MON. MONUMENT
(CM) CONTROLLING MONUMENT

NOTES:

1. BASIS OF BEARING: STATE PLANE COORDINATE SYSTEM, TEXAS NORTH CENTRAL ZONE 4202, NORTH AMERICAN DATUM OF 1983, U.S. SURVEY FEET; SURFACE ADJUSTMENT SCALE FACTOR (SF) = 1.0001365060 (TXDOT DALLAS CO. SF).
2. COORDINATES SHOWN HEREON ARE STATE PLANE GRID COORDINATE VALUES IN U.S. SURVEY FEET
3. ALL DISTANCES ARE SURFACE VALUES.
4. SUBSURFACE EASEMENT CORNERS ARE NOT MONUMENTED.
5. THIS SURVEY PREPARED WITHOUT THE BENEFIT OF A CURRENT TITLE REPORT.

**SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 208)
BEING A 14,270 SQ. FT. (0.3276 AC.) PART OF THE
DALLAS AREA RAPID TRANSIT TRACT,
AND BEING PART OF THE FORMER TEXAS & PACIFIC
RAILWAY COMPANY RIGHT-OF-WAY,
IN THE JOHN GRIGSBY SURVEY, ABSTRACT NO. 495,
CITY OF DALLAS, DALLAS COUNTY, TEXAS**



Garcia Land Data, Inc.

T 214-947-0149 4210 Campbell Rd., Ste. 110
F 214-947-4026 Dallas, TX 75248-1008

DATE: 12/05/13

PROJ: 5436

PAGE 3 OF 3

René M. Salinas
STATE OF TEXAS
REGISTERED
★
RENE M. SALINAS
6093
PROFESSIONAL
LAND SURVEYOR
4/03/2013

FIELD NOTES DESCRIBING A 0.5100-ACRE (22,218-SQUARE-FOOT)
 SUB-SURFACE DRAINAGE TUNNEL EASEMENT
 CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 310)
 PART OF LOT 1, CITY BLOCK A/803, TRACT 1 OF DART * EAST DALLAS FACILITY
 JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
 CITY OF DALLAS, DALLAS COUNTY, TEXAS
 FROM DALLAS AREA RAPID TRANSIT

BEING a 0.5100-acre (22,218-square-foot) tract of land situated in the City of Dallas and the John Grigsby Survey, Abstract Number 495, and being part of Lot 1, City of Dallas Block Number A/803, Tract 1 of DART * East Dallas Facility, an addition to the City of Dallas recorded in Volume 88084, Page 1079 of the Deed Records of Dallas County, Texas, and being part of that certain tract of land described as "Tract No. 3" conveyed to Dallas Area Rapid Transit as evidenced by deed recorded in Volume 88047, Page 1942 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

COMMENCING at a 1/2-inch iron rod found (controlling monument) at a 10-foot by 10-foot right-of-way reservation (easement for street purposes) as shown on said plat (Volume 88084, Page 1079) at the intersection of the northwest line of Main Street, a 100-foot right-of-way, the southwest line of Peak Street, a 60-foot right-of-way, and the southeast line of Lot 1, City Block A/803;

THENCE South 44 degrees 38 minutes 08 seconds West along the northwest line of Main Street and the southeast line of Lot 1, City Block A/803 of said addition a distance of 174.80 feet to the **POINT OF BEGINNING**, having coordinates of N=6974607.0205, E=2500212.8713 (not monumented),

THENCE South 44 degrees 38 minutes 08 seconds West continuing along the northwest line of Main Street and the southeast line of said Lot 1, the southeast line of City Block A/803, and southeast line of said addition a distance of 73.80 feet, having coordinates of N=6974554.5087, E=2500161.0234 (not monumented);

THENCE North 09 degrees 45 minutes 00 seconds West departing the northwest line of Main Street and the southeast line of said Lot 1, southeast line of City Block A/803, and southeast line of said addition, over and across said Lot 1 and City Block A/803, a distance of 395.86 feet to the southeast line of Elm Street, a 60-foot right-of-way, the northwest line of Lot 1, and the northwest line of City Block A/803, having coordinates of N=6974944.5988, E=2500093.9937 (not monumented);

THENCE North 44 degrees 03 minutes 24 seconds East along the common southeast line of Elm Street, northwest line of said Lot 1 and northwest line City Block A/803 a distance of 17.59 feet to the beginning of a 10-foot by 10-foot right-of-way reservation (easement for street purposes) as shown on said plat (Volume 88084, Page 1079) at the intersection of the southeast line of Elm Street and southwest line of Peak Street, having coordinates of N=6974957.2369, E=2500106.2194 (not monumented);

THENCE North 89 degrees 18 minutes 05 seconds East departing the southeast line of Elm Street, the northwest line of Lot 1, and the northwest line of City Block A/803, over and across said Lot 1, a distance of 14.08 feet to the end of said 10-foot by 10-foot right-of-way reservation in the southwest line of Peak Street, the northeast line of Lot 1, and the northeast line of City Block A/903, having coordinates of N=6974957.4093, E=2500120.2973 (not monumented);



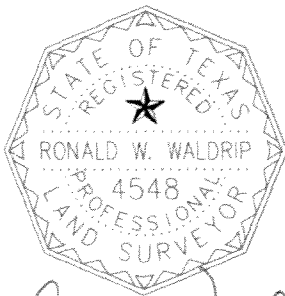
FIELD NOTES DESCRIBING A 0.5100-ACRE (22,218-SQUARE-FOOT)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 310)
PART OF LOT 1, CITY BLOCK A/803, TRACT 1 OF DART * EAST DALLAS FACILITY
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT

THENCE South 45 degrees 27 minutes 14 seconds East along the common southwest line of Peak Street, northeast line of Lot 1, northeast line of City Block A/803, a distance of 54.66 feet, having coordinates of N=6974919.0669, E=2500159.2519 (not monumented);

THENCE South 09 degrees 45 minutes 00 seconds East departing the common southwest line of Peak Street, northeast line of Lot 1, and northeast line of City Block A/803, over and across said Lot 1, a distance of 316.66 feet to the **POINT OF BEGINNING**;

CONTAINING within the metes recited 0.5100 acre (22,218 square feet) of land, more or less.

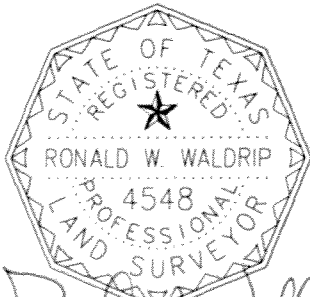
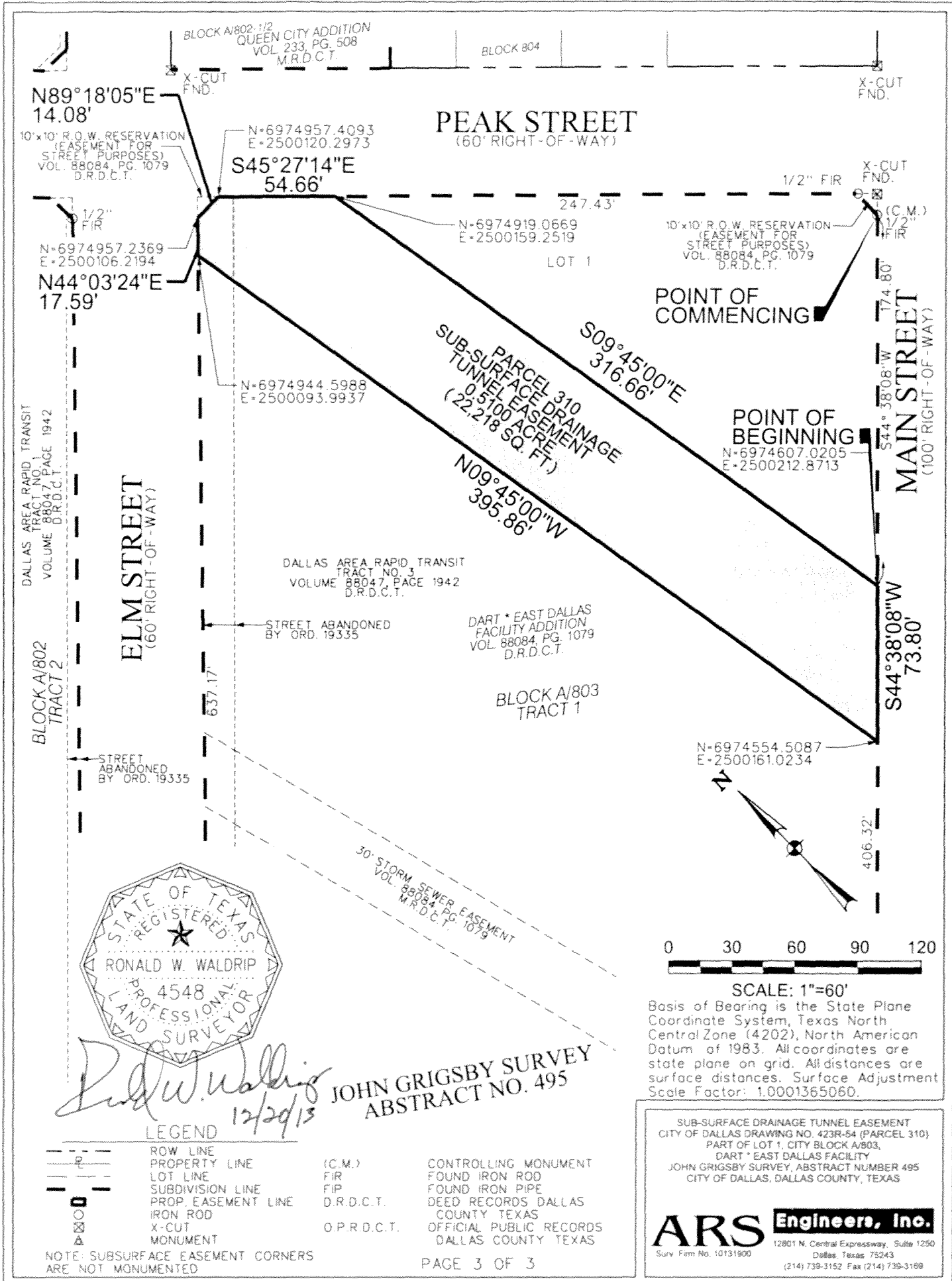
Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.



Ronald W. Waldrip 12/20/13



DER 1-8-14



Ronald W. Waldrup
12/29/13

JOHN GRIGSBY SURVEY
ABSTRACT NO. 495

- LEGEND
- | | | | |
|-------|---------------------|--------------|-------------------------|
| --- | ROW LINE | (C.M.) | CONTROLLING MONUMENT |
| - - - | PROPERTY LINE | FIR | FOUND IRON ROD |
| --- | LOT LINE | FIP | FOUND IRON PIPE |
| --- | SUBDIVISION LINE | D.R.D.C.T. | DEED RECORDS DALLAS |
| --- | PROP. EASEMENT LINE | O.P.R.D.C.T. | COUNTY TEXAS |
| ○ | IRON ROD | | OFFICIAL PUBLIC RECORDS |
| ⊗ | X-CUT | | DALLAS COUNTY TEXAS |
| Δ | MONUMENT | | |
- NOTE: SUBSURFACE EASEMENT CORNERS ARE NOT MONUMENTED

SCALE: 1"=60'
Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.

SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 310)
PART OF LOT 1, CITY BLOCK A/803,
DART * EAST DALLAS FACILITY
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS

ARS Engineers, Inc.
12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
Surv. Firm No. 10131900
(214) 739-3152 Fax (214) 739-3189

**FIELD NOTES DESCRIBING A 0.3366-ACRE (14,663-SQUARE-FOOT)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 311)
PART OF LOT 1A, CITY BLOCK D/802, TRACT 3 OF DART * EAST DALLAS FACILITY
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT**

BEING a 0.3366-acre (14,663-square-foot) tract of land situated in the City of Dallas and the John Grigsby Survey, Abstract Number 495, and being part of Lot 1A, City of Dallas Block Number D/802, Tract 3 of DART * East Dallas Facility, an addition to the City of Dallas recorded in Volume 88084, Page 1079 of the Deed Records of Dallas County, Texas, and being part of that certain tract of land described as "Tract No. 2" conveyed to Dallas Area Rapid Transit as evidenced by deed recorded in Volume 88047, Page 1942 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

BEGINNING in the northeast line of Peak Street, a 60-foot right-of-way, the southwest line of said Lot 1A, and southwest line of City Block D/802 of said addition at the west end of a 10-foot by 10-foot right-of-way reservation (easement for street purposes) as shown on said plat (Volume 88084, Page 1079) at the intersection of the northeast line of Peak Street and the northwest line of Elm Street, a variable width right-of-way, having coordinates of N=6975057.9540, E=2500103.6685 (not monumented). From which an "X" cut found marking the intersection of the northeast right-of-way line of Peak Street and the southeast right-of-way line of Elm Street bears South 45 degrees 06 minutes 40 seconds East, 60.02 feet;

THENCE North 45 degrees 27 minutes 14 seconds West along the southwest line of Peak Street, the southwest line of said Lot 1A, and the southwest line of City Block D/802 of said addition a distance of 49.24 feet, having coordinates of N=6975092.4897, E=2500068.5814 (not monumented);

THENCE North 09 degrees 45 minutes 00 seconds West departing the northeast line of Peak Street, the southwest line of said Lot 1A, and the southwest line of City Block D/802 of said addition, over and across said Lot 1A and City Block D/802, a distance of 120.67 feet to a point of curvature of a curve to the left, having coordinates of N=6975211.3960, E=2500048.1495 (not monumented);

THENCE continuing over and across said Lot 1A and City Block D/802 along said curve to the left, having a central angle of 05 degrees 55 minutes 41 seconds, a radius of 1370.00 feet, an arc length of 141.75 feet, and a chord bearing North 12 degrees 42 minutes 50 seconds West a distance of 141.68 feet to the southwest line of a 15-foot wide alley, the northeast line of said Lot 1A, and the northeast line of City Block D/802 of said addition, having coordinates of N=6975349.5857, E=2500016.9716 (not monumented);

THENCE South 45 degrees 17 minutes 33 seconds East along the common northeast line of said alley, northeast line of said Lot 1A, and northeast line City Block D/802 a distance of 114.41 feet to the beginning of a non-tangent curve to the right, having coordinates of N=6975269.1110, E=2500098.2721 (not monumented);

THENCE departing the common southwest line of said alley, the northeast line of said Lot 1A, and northeast line of City Block D/802 of said addition, over and across said Lot 1A and City Block D/802, along said curve to the right, having a central angle of 01 degrees 56 minutes 23 seconds, a radius of



FIELD NOTES DESCRIBING A 0.3366-ACRE (14,663-SQUARE-FOOT)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 311)
PART OF LOT 1A, CITY BLOCK D/802, TRACT 3 OF DART * EAST DALLAS FACILITY
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT

1430.00 feet, an arc length of 48.41 feet, and a chord bearing South 10 degrees 43 minutes 11 seconds East a distance of 48.41 feet to a point of tangency, having coordinates of N=6975221.5556, E=2500107.2748 (not monumented);

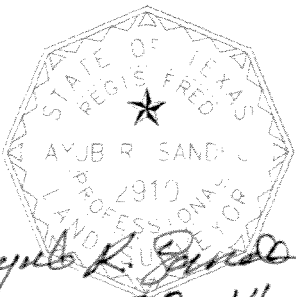
THENCE South 09 degrees 45 minutes 00 seconds East, continuing over and across said Lot 1A and City Block D/802, a distance of 150.61 feet to the northwest line of Elm Street, the southeast line of said Lot 1A, and the southeast line of City Block D/802, having coordinates of N=6975073.1400, E=2500132.7773 (not monumented);

THENCE South 44 degrees 43 minutes 07 seconds West along the common northwest line of Elm Street, southeast line of said Lot 1A, and southeast line of City Block D/802, a distance of 21.25 feet to the east end of said 10-foot by 10-foot right-of-way reservation, having coordinates of N=6975058.0448, E=2500117.8297 (not monumented);

THENCE South 89 degrees 37 minutes 57 seconds West departing the northwest line of Elm Street, the southeast line of Lot 1A, and the southeast line of City Block D/802, over and across Lot 1A, a distance of 14.16 feet to the **POINT OF BEGINNING**;

CONTAINING within the metes recited 0.3366 acre (14,663 square feet) of land, more or less.

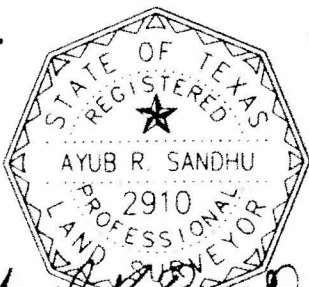
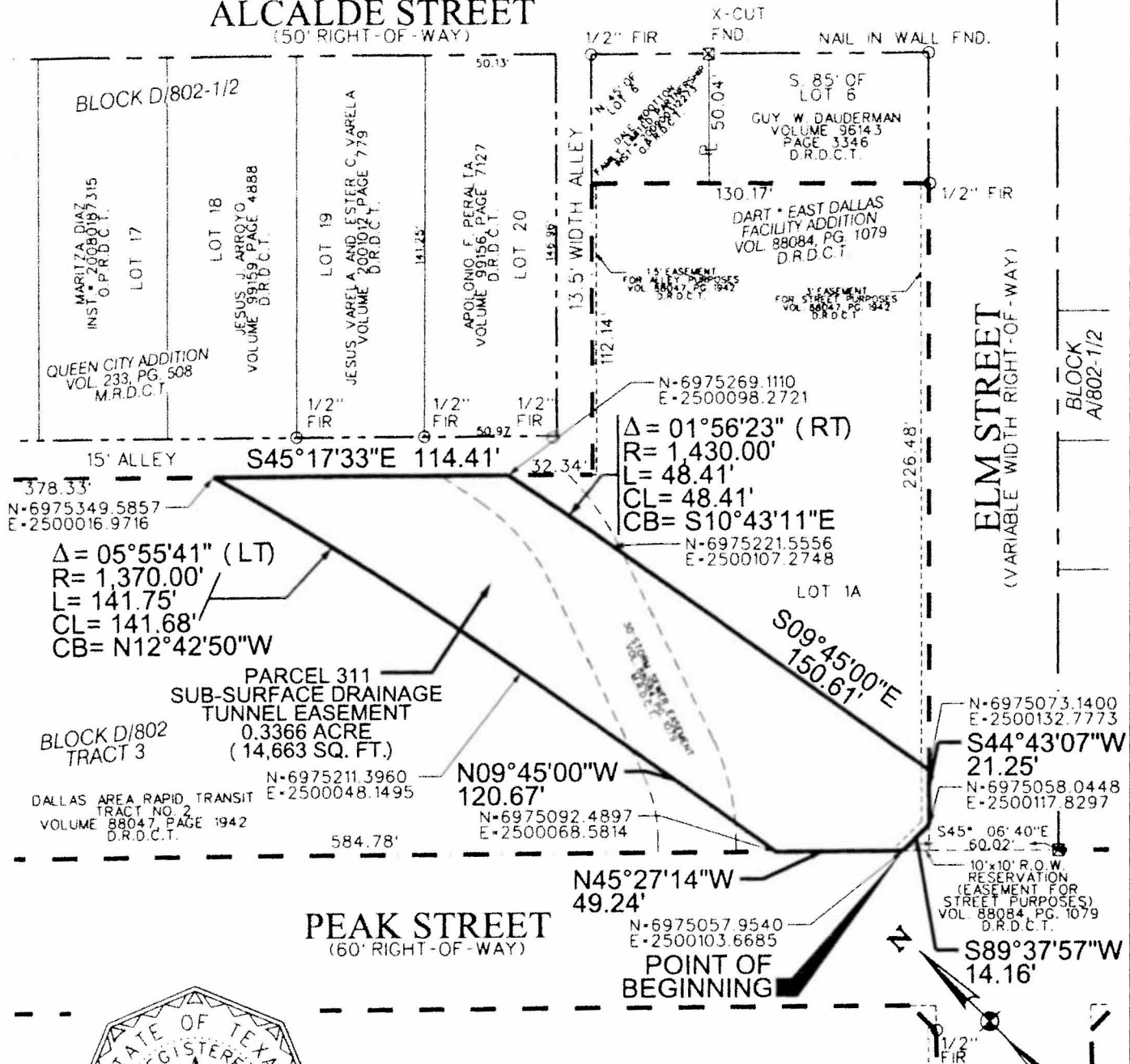
Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.


Ayub R. Sandhu
1-20-14



ALCALDE STREET

(50' RIGHT-OF-WAY)



Ayub R. Sandhu
1-20-14

LOT 1A
BLOCK A/802
TRACT 2

DART - EAST DALLAS
FACILITY ADDITION
VOL. 88084, PG. 1079
D.R.D.C.T.

DALLAS AREA RAPID TRANSIT
TRACT NO. 1
VOLUME 88047, PAGE 1942
D.R.D.C.T.

JOHN GRIGSBY SURVEY
ABSTRACT NO. 495

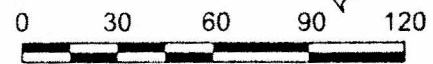
LEGEND

---	ROW LINE
---	PROPERTY LINE
---	LOT LINE
---	SUBDIVISION LINE
---	PROP. EASEMENT LINE
---	IRON ROD
X-CUT	X-CUT
MONUMENT	MONUMENT

NOTE: SUBSURFACE EASEMENT CORNERS
ARE NOT MONUMENTED

(C.M.)
FIR
FIP
D.R.D.C.T.
O.P.R.D.C.T.

CONTROLLING MONUMENT
FOUND IRON ROD
FOUND IRON PIPE
DEED RECORDS DALLAS
COUNTY TEXAS
OFFICIAL PUBLIC RECORDS
DALLAS COUNTY TEXAS



SCALE: 1"=60'

Basis of Bearing is the State Plane
Coordinate System, Texas North
Central Zone (4202), North American
Datum of 1983. All coordinates are
state plane on grid. All distances are
surface distances. Surface Adjustment
Scale Factor: 1.0001365060.

SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 311)
PART OF LOT 1A, CITY BLOCK D/802,
DART - EAST DALLAS FACILITY
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS

ARS Engineers, Inc.
12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
Surv Firm No. 10131900
(214) 739-3152 Fax (214) 739-3168

**FIELD NOTES DESCRIBING A 0.4228-ACRE (18,416-SQUARE-FOOT)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 330[SSE])
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT**

BEING a 0.4228-acre (18,416-square-foot) tract of land situated in the John Grigsby Survey, Abstract Number 495, City of Dallas, Dallas County, Texas, and being part of that certain tract of land conveyed to Dallas Area Rapid Transit as evidenced by Deed Without Warranty recorded in Volume 95201, Page 3378 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

COMMENCING at a 5/8-iron rod found (controlling monument) with cap stamped "Davis RPLS 5111" at the intersection of the north line of Hill Avenue, a variable width right-of-way, and the east line of said DART tract, a variable width right-of-way, for the southwest corner of Lot 8A, City Block 1/808, Assured Group Addition No. 2 as evidenced by plat recorded in Instrument Number 20080012006 of the Official Public Records of Dallas County, Texas, and the north corner of a variable width right-of-way dedication as shown on said plat of Assured Group Addition No. 2, having coordinates of N=6973218.0206, E=2500432.0682;

THENCE North 53 degrees 49 minutes 54 seconds West over and across a portion of said DART right-of-way a distance of 3.91 feet to the **POINT OF BEGINNING** having coordinates of N=6973220.3231, E=2500428.9186 (not monumented);

THENCE continuing over and across a portion of said DART tract as follows:

North 53 degrees 49 minutes 54 seconds West a distance of 44.00 feet to the beginning of a non-tangent curve to the right, having coordinates of N=6973246.2875, E=2500393.4015 (not monumented), from which a 5/8-inch iron rod found bears North 53 degrees 49 minutes 54 seconds West a distance of 8.40 feet;

Along said curve to the right, having a central angle of 13 degrees 45 minutes 05 seconds, a radius of 119.83 feet, an arc length of 28.76 feet, a chord bearing North 23 degrees 14 minutes 06 seconds East a distance of 28.69 feet to a point of tangency, having coordinates of N=6973272.6470, E=2500404.7182 (not monumented);

North 30 degrees 06 minutes 02 seconds East a distance of 242.84 feet to a point of curvature of a curve to the right, having coordinates of N=6973150.1377, E=2500380.9152 (not monumented);

Along said curve to the right, having a central angle of 35 degrees 31 minutes 03 seconds, a radius of 120.00 feet, an arc length of 74.39 feet, a chord bearing North 47 degrees 51 minutes 34 seconds East a distance of 73.20 feet to the beginning of a non-tangent curve to the right, having coordinates of N=6973531.8221, E=2500580.7645 (not monumented);

Along said curve to the right, having a central angle of 00 degrees 36 minutes 49 seconds, a radius of 2045.00 feet, an arc length of 21.90 feet, a chord bearing North 38 degrees 23 minutes 32 seconds West a distance of 21.90 feet to the west line of said DART right-of-way in Haskell



FIELD NOTES APPROVED:

DER 2/19/14

**FIELD NOTES DESCRIBING A 0.4228-ACRE (18,416-SQUARE-FOOT)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 330[SSE])
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT**

Avenue, a variable width right-of-way, having coordinates of N=6973548.9841, E=2500567.1658 (not monumented);

THENCE North 30 degrees 14 minutes 39 seconds East along the west line of said DART right-of-way, passing at a distance of 30.85 feet the northeast line of Haskell Avenue, the south corner of Lot 12, Block 4 (Official City of Dallas Block No. 4/806) of Dr. J. M. Browder's Providence Addition, an addition to the City of Dallas, according to the plat thereof recorded in Volume 150, Page 402 of the Map Records of Dallas County, Texas and the south corner of that certain tract of land conveyed to Domingo Garcia, Jr. as evidenced by deed Recorded in Volume 2000095, Page 1829 of the Deed Records of Dallas County, Texas, continuing along the common DART right-of-way line and southeast line of said Garcia tract a total distance of 97.20 feet to the beginning of a non-tangent curve to the left, having coordinates of N=6973632.9417, E=2500616.1171 (not monumented);

THENCE along said curve to the left, having a central angle of 01 degrees 34 minutes 47 seconds, a radius of 1955.00 feet, an arc length of 53.90 feet, a chord bearing South 37 degrees 49 minutes 24 seconds East a distance of 53.90 feet to the southeast line of said DART right-of-way and the northwest line of Santa Fe Avenue, a 30-foot right-of-way, having coordinates of N=6973590.3707, E=2500649.1663 (not monumented);

THENCE South 30 degrees 14 minutes 39 seconds West along the common southeast line of said DART right-of-way, and northwest line of said Santa Fe Avenue a distance of 112.76 feet to the beginning of a non-tangent curve to the left, having coordinates of N=6973492.9693, E=2500592.3766 (not monumented);

THENCE departing the southeast line of said DART right-of-way, over and across a portion of said DART right-of-way as follows:

Along said curve to the left, having a central angle of 31 degrees 36 minutes 06 seconds, a radius of 80.00 feet, an arc length of 44.12 feet, a chord bearing South 45 degrees 54 minutes 05 seconds West a distance of 43.57 feet to a point of tangency, having coordinates of N=6973462.6554, E=2500561.0934 (not monumented);

South 30 degrees 06 minutes 02 seconds West a distance of 242.84 feet to a point of curvature of a curve to the left, having coordinates of N=6973252.5889, E=2500439.3193 (not monumented);

Along said curve to the left, having a central angle of 24 degrees 25 minutes 06 seconds, a radius of 80.16 feet, an arc length of 34.16 feet, a chord bearing South 17 degrees 51 minutes 59 seconds West a distance of 33.91 feet to the **POINT OF BEGINNING**;



FIELD NOTES APPROVED:

DER 2/19/14

FIELD NOTES DESCRIBING A 0.4228-ACRE (18,416-SQUARE-FOOT)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 330[SSE])
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT

CONTAINING within the metes recited 0.4228 acre (18,416 square feet) of land, more or less.

Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.


Ayub R. Sandhu
2-4-14



FIELD NOTES APPROVED:

DER 2/19/14

WILLOW SOUTH HASKELL
HOLDING, LLC
TRACT 1
INST. 201300134442
O.P.R.D.C.T.

LOT 1

BLOCK 825

KIRKLEY ADDITION
VOL. 99005, PG. 5
P.R.D.C.T.

TRACT 2

$\Delta = 00^{\circ}36'49''$
 $R = 2,045.00'$
 $L = 21.90'$
 $CL = 21.90'$
 $CB = N38^{\circ}23'32''W$

N-6973632.9417
E-2500616.1171

N-6973548.9841
E-2500567.1658

N-6973531.8221
E-2500580.7645

$\Delta = 35^{\circ}31'03''$
 $R = 120.00'$
 $L = 74.39'$
 $CL = 73.20'$
 $CB = N47^{\circ}51'34''E$

N-6973150.1377
E-2500380.9152

PARCEL 330(SSE)
SUB-SURFACE DRAINAGE
TUNNEL EASEMENT
0.4228 ACRE
(18,416 SQ. FT.)

N-6973272.6470
E-2500404.7182

$\Delta = 13^{\circ}45'05''$
 $R = 119.83'$
 $L = 28.76'$
 $CL = 28.69'$
 $CB = N23^{\circ}14'06''E$

3' R.O.W.
DEDICATION
VOL. 99005, PG. 5

N-6973246.2875
E-2500393.4015

(VARIABLE WIDTH
RIGHT-OF-WAY)
HILL
AVENUE
5/8" (C.M.)
FIR
N53°49'54" W
44.00'

POINT OF
BEGINNING

DALLAS AREA RAPID
TRANSIT
VOL. 90177, PG. 4230
D.R.D.C.T.

D.A.R.T.
(VARIABLE WIDTH
RIGHT-OF-WAY)

N53°49'54" W
3.91'

N-6973220.3231
E-2500428.9186

$\Delta = 24^{\circ}25'06''$
 $R = 80.16'$
 $L = 34.16'$
 $CL = 33.91'$
 $CB = S17^{\circ}51'59''W$

POINT OF
COMMENCING

R.O.W.
DEDICATION
INST. NO.
20080012006
O.P.R.D.C.T.

(C.M.)
5/8" FIR
N-6973218.0206
E-2500432.0682

STORM SEWER
EASEMENT
VOL. 1809, PG. 165
D.R.D.C.T.

DR. J. M. BROWDER'S
PROVIDENCE ADDITION
VOL. 150, PG. 402

BLOCK 4/806
PTS. LOTS
11 & 12
DOMINGO GARCIA JR.
VOLUME 500008
PAGE 289
O.P.R.D.C.T.

N30°14'39"E
97.20'

S30°14'39"W
112.76'

SANTA FE
AVENUE
(30' RIGHT-OF-WAY)

$\Delta = 01^{\circ}34'47''$
 $R = 1,955.00'$
 $L = 53.90'$
 $CL = 53.90'$
 $CB = S37^{\circ}49'24''E$

N-6973590.3707
E-2500649.1663

DR. J. M. BROWDER'S
PROVIDENCE ADDITION
VOL. 150, PG. 402

BLOCK 3/807

INDIAN FAMILY L.P.
INST. NO. 200600195152
O.P.R.D.C.T.

$\Delta = 31^{\circ}36'06''$
 $R = 80.00'$
 $L = 44.12'$
 $CL = 43.57'$
 $CB = S45^{\circ}54'05''W$

N-6973462.6554
E-2500561.0934

DON VALK
INST. NO. 200600315780
O.P.R.D.C.T.

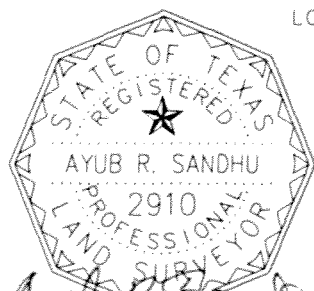
7.5' R.O.W.
DEDICATION
INST. NO.
20080012006
O.P.R.D.C.T.

LOT 8A

BLOCK 1/808

ASSURED GROUP
ADDITION NO. 2
INST. NO. 20080012006
O.P.R.D.C.T.

DON VALK
INST. NO. 20070420592
D.R.D.C.T.
LOT 9
R.D. MORTONS ADDITION
VOL. 112 PG. 291
M.R.D.C.T.



Ayub R. Sandhu
2-4-14

N 0 30 60 90 120

SCALE: 1"=60'

Basis of Bearing is the State Plane
Coordinate System, Texas North
Central Zone (4202), North American
Datum of 1983. All coordinates are
state plane on grid. All distances are
surface distances. Surface Adjustment
Scale Factor: 1.0001365060.

SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS
DRAWING NO. 423R-54 (PARCEL 330(SSE))
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT

ARS Engineers, Inc.

12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
(214) 739-3152 Fax (214) 739-3169

LEGEND
--- ROW LINE
--- PROPERTY LINE
--- LOT LINE
--- SUBDIVISION LINE
--- PROP. EASEMENT LINE
--- IRON ROD
--- X-CUT
--- MONUMENT

(C.M.)
FIR
FIP
D.R.D.C.T.
O.P.R.D.C.T.

CONTROLLING MONUMENT
FOUND IRON ROD
FOUND IRON PIPE
DEED RECORDS DALLAS
COUNTY TEXAS
OFFICIAL PUBLIC RECORDS
DALLAS COUNTY TEXAS

NOTE: SUBSURFACE EASEMENT CORNERS
ARE NOT MONUMENTED

**FIELD NOTES DESCRIBING A
0.1106-ACRE (4,818-SQUARE-FOOT) DRAINAGE EASEMENT
PART OF THE MILL CREEK SUB-SURFACE DRAINAGE TUNNEL PROJECT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 330[DE])
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT**

BEING a 0.1106-acre (4,818-square-foot) tract of land situated in the John Grigsby Survey, Abstract Number 495, City of Dallas, Dallas County, Texas, and being part of that certain tract of unplatted land conveyed to Dallas Area Rapid Transit (DART) as evidenced by Deed Without Warranty recorded in Volume 95201, Page 3378 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

BEGINNING at a 5/8-iron rod (controlling monument) found with cap stamped "Davis RPLS 5111" at the intersection of the north line of Hill Avenue, a variable width right-of-way, and the east line of said DART tract, a variable width right-of-way, for the southwest corner of Lot 8A, Block 1/808 of Assured Group Addition No. 2 as evidenced by plat recorded in Instrument Number 20080012006 of the Official Public Records of Dallas County, Texas, and the north corner of a variable width right-of-way dedication as shown on the plat Assured Group Addition No. 2, having coordinates of N=6973218.0206, E=2500432.0682;

THENCE South 30 degrees 14 minutes 39 seconds West along the east line of said DART tract and the west line of said right-of-way dedication, at a distance of 32.44 feet pass the northwest corner of that certain tract of land conveyed to Frank Brown Hinckley III, Joe Cory Hinckley, and Jere Bob Hinckley as evidenced by deed recorded in Volume 90248, Page 1497 of the Deed Records of Dallas County, Texas, and continuing along the east line of said DART tract and the west line of said Hinckley tract, in all a distance of 139.42 feet to a 5/8-iron rod with cap stamped "ARS" set for corner, having coordinates of N=6973097.5942, E=2500361.8538, from which a 1/2-inch iron rod (controlling monument) found for the southwest corner of said Hinckley tract and the southwest corner of said Block 2/808 bears South 30 degrees 14 minutes 39 seconds West a distance of 222.40 feet;

THENCE departing the east line of said DART tract and west line of said Hinckley tract, over and across a portion of said DART tract as follows:

North 59 degrees 45 minutes 21 seconds West a distance of 10.00 feet to a 5/8-inch iron rod with cap stamped "ARS" set for corner, having coordinates of N=6973102.6304, E=2500353.2161;

North 30 degrees 14 minutes 39 seconds East a distance of 55.00 feet to a 5/8-inch iron rod with cap stamped "ARS" set for corner, having coordinates of N=6973150.1377, E=2500380.9152;

North 53 degrees 52 minutes 44 seconds West a distance of 40.21 feet to a 5/8-inch iron rod with cap stamped "ARS" set for corner in the west line of said DART tract and the east line of that certain tract of land conveyed to Dallas Area Rapid Transit (DART) as evidenced by deed recorded in Volume 90177, Page 4230 of the Deed Records of Dallas County, Texas, having coordinates of N=6973173.8388, E=2500348.4380;

THENCE North 30 degrees 14 minutes 39 seconds East along the common line of said DART tracts, at a distance of 35.14 feet pass the south line of said Hill Avenue, continuing along the west line of said DART right-of-way in all a distance of 85.49 feet to the intersection of the west line of said DART right-




**FIELD NOTES DESCRIBING A
0.1106-ACRE (4,818-SQUARE-FOOT) DRAINAGE EASEMENT
PART OF THE MILL CREEK SUB-SURFACE DRAINAGE TUNNEL PROJECT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 330[DE])
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT**

of-way and the north line of Hill Avenue (not monumented), from which a 5/8-inch iron rod (controlling monument) found bears North 53 degrees 49 minutes 54 seconds West a distance of 6.03 feet, having coordinates of N=6973247.6470, E=2500391.4717;

THENCE South 53 degrees 49 minutes 54 seconds East over and across a portion of said DART right-of-way a distance of 50.27 feet to the **POINT OF BEGINNING**;

CONTAINING within the metes recited 0.1106 acre (4,818 square feet) of land, more or less.

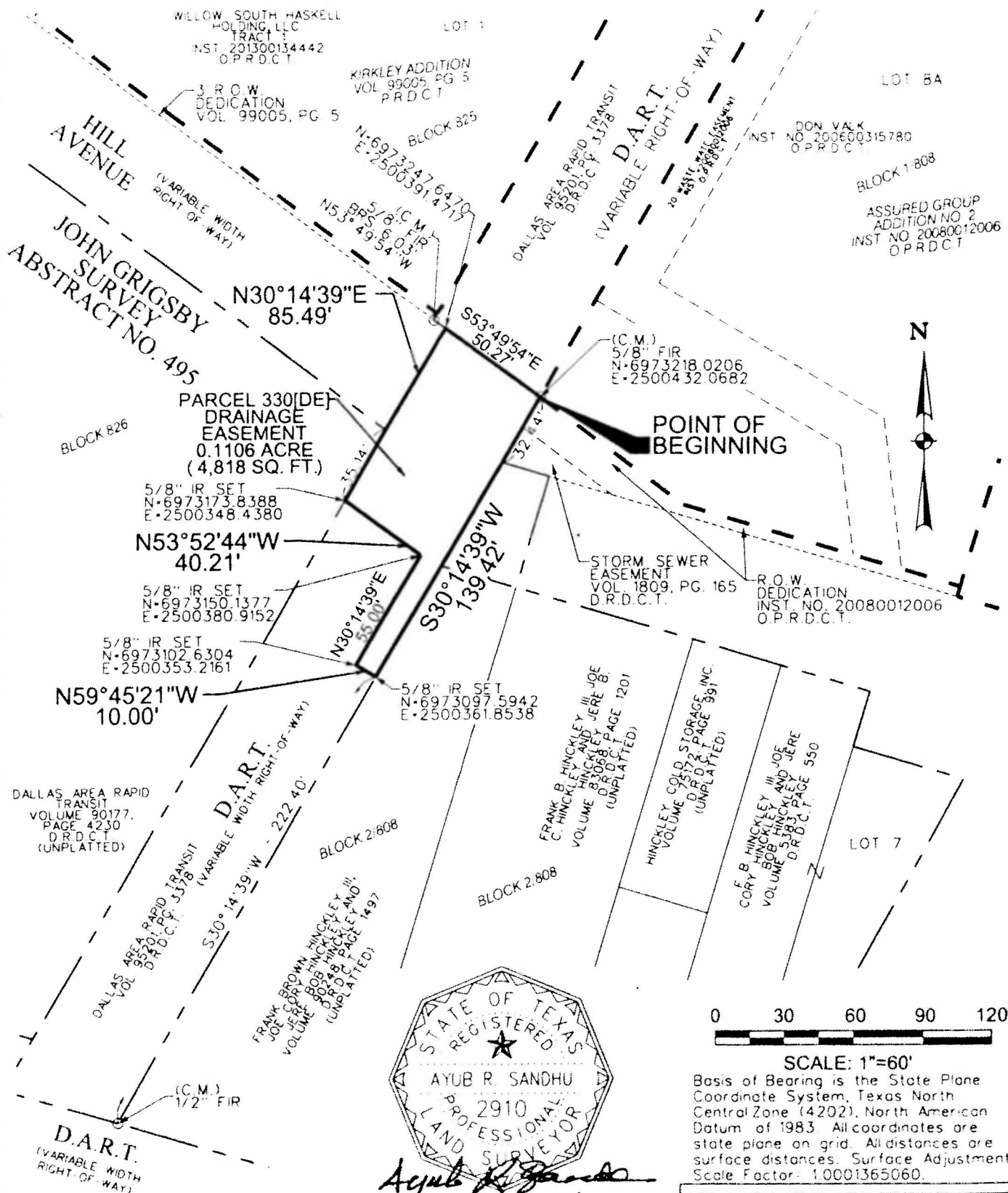
Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.


Ayub R. Sandhu
2-4-14



FIELD NOTES APPROVED:

DER 2/19/14



LEGEND

---	ROW LINE
---	PROPERTY LINE
---	LOT LINE
---	SUBDIVISION LINE
---	PROP. EASEMENT LINE
○	IRON ROD
×	CUT
△	MONUMENT

(C.M.)
FIR
FIR
D.R.D.C.T.
O.P.R.D.C.T.

CONTROLLING MONUMENT
FOUND IRON ROD
FOUND IRON PIPE
DEED RECORDS DALLAS COUNTY TEXAS
OFFICIAL PUBLIC RECORDS DALLAS COUNTY TEXAS

PAGE 3 OF 3

SCALE: 1"=60'

Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.

DRAINAGE EASEMENT
CITY OF DALLAS
DRAWING NO. 423R-54 (PARCEL 330(DEF))
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM DALLAS AREA RAPID TRANSIT

ARS Engineers, Inc.

12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
(214) 739-3152 Fax (214) 739-3169

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Trinity Watershed Management

CMO: Jill A. Jordan, P.E., 670-5299

MAPSCO: 46 K

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Gene Street, of a subsurface easement under approximately 6,242 square feet of land located on East Side Avenue near its intersection with Haskell Avenue for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project – Not to exceed \$9,290 (\$7,490 plus closing costs and title expenses not to exceed \$1,800) - Financing: 2006 Bond Funds

BACKGROUND

This item authorizes the acquisition of a subsurface easement located under approximately 6,242 square feet of land from Gene Street. This property is located on East Side Avenue near its intersection with Haskell Avenue and will be used for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project. The consideration is based on an independent appraisal.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

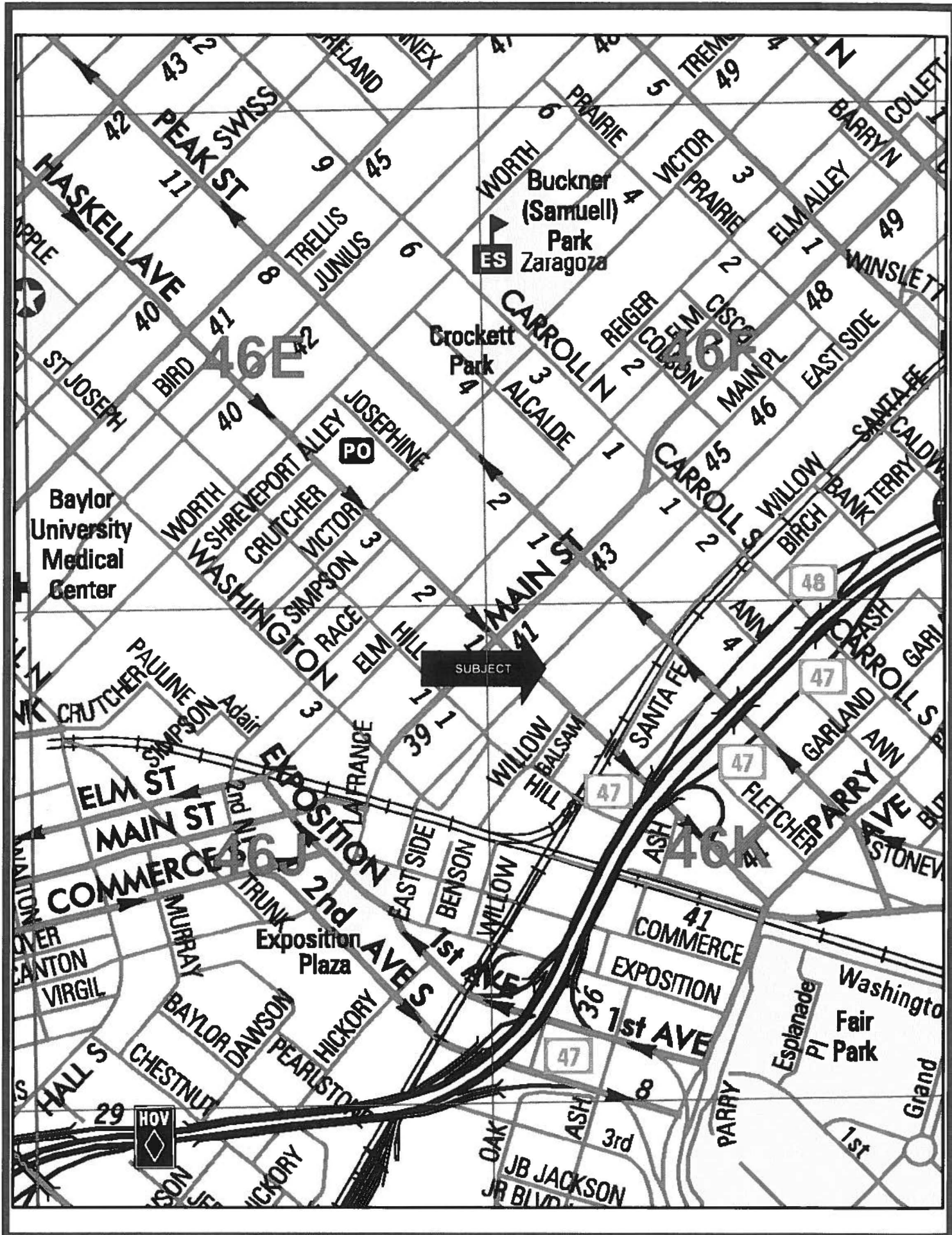
2006 Bond Funds - \$9,290 (\$7,490 plus closing costs and title expenses not to exceed \$1,800)

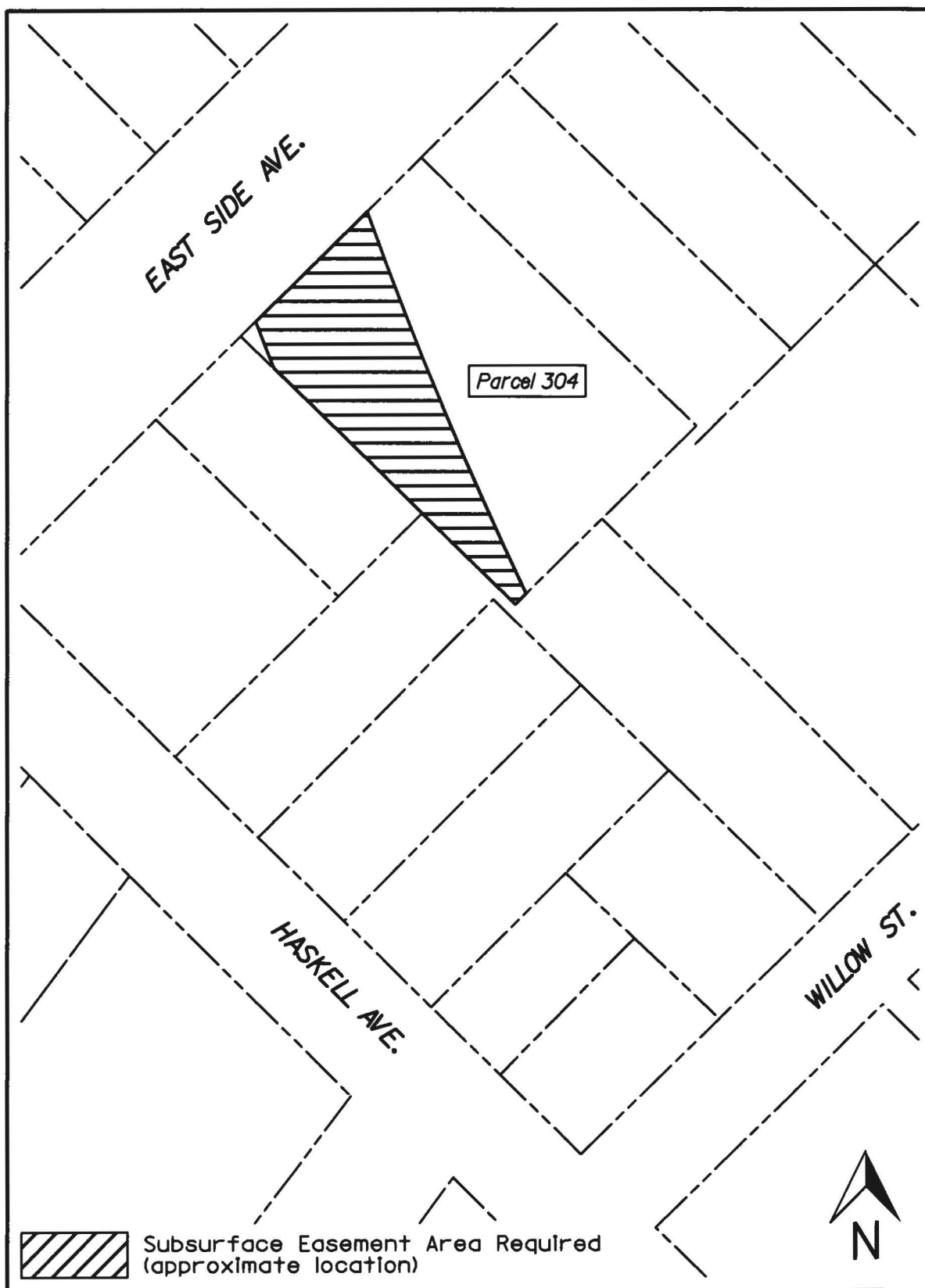
OWNER

Gene Street

MAPS

Attached





February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Located under approximately 6,242 square feet in area, lying between the subsurface elevations of 196 feet and 370 feet (U.S. Survey Feet), inclusive, North American Vertical Datum of 1988, located in Dallas County, Texas, the boundary of which property being more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes.

"PROJECT": Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

"USE": The below ground construction, installation, use, and maintenance of a deep tunnel for transmission of storm drainage.

"PROPERTY INTEREST": Flood Control Tunnel Easement

"OWNER": Gene Street, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$7,490.00

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$1,800.00

"AUTHORIZED AMOUNT": \$9,290.00

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of the Department of Sustainable Development and Construction Department, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4210, Encumbrance No. CT PBW06T525E31, CLOSING COSTS AND TITLE EXPENSES payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4230, Encumbrance No. CT PBW06T525E32. The OFFER AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay the CLOSING COSTS AND TITLE EXPENSES. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary proceeding(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation proceedings or suit(s).

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That OWNER has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

February 25, 2015

SECTION 10. That in the event the City Attorney files a condemnation proceeding because the OWNER refused to accept the OFFER AMOUNT; and in the event the special commissioners appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the condemnation proceeding, or if the condemnation proceeding becomes a lawsuit, the lawsuit, for amount not to exceed the OFFER AMOUNT; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the OFFER AMOUNT made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed \$1,800.00 for CLOSING COSTS AND TITLE EXPENSES in favor of the title company closing the transaction described herein. The Award, CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 11. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY 
Assistant City Attorney

**FIELD NOTES DESCRIBING 0.1433 ACRE (6,242 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 304)
CITY OF DALLAS BLOCK 805 (UNPLATTED)
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM GENE STREET**

BEING a 0.1433 acre (6,242 square feet) tract of land situated in City Block 805 (unplatted) and the John Grigsby Survey, Abstract Number 495, City of Dallas, Dallas County, Texas, and being part of those certain tracts of land conveyed to Gene Street as evidenced by Warranty Deed recorded in Volume 93190, Page 604 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

BEGINNING in the southeast line of East Side Avenue, an 80-foot right-of-way, and the northwest line of said Street tract, having coordinates of N=6974091.7562, E=2500278.2468 (not monumented), from which an "X" cut found (controlling monument) at the intersection of the northeast line of Haskell Avenue, a variable width right-of-way, for the west corner of Block 805 bears South 45 degrees 19 minutes 15 seconds West a distance of 154.80 feet;

THENCE North 45 degrees 19 minutes 15 seconds East along the southeast line of East Side Avenue, the northwest line of said Street tract, and the northwest line of Block 805 a distance of 65.85 feet to the beginning of a non-tangent curve to the left, having coordinates of N=6974138.0514, E=2500325.0636 (not monumented);

THENCE departing the southeast line of East Side Avenue, the northwest line of said Street tract, and the northwest line of Block 805 and along said curve to the left over and across said Street tract, having a central angle of 05 degrees 05 minutes 22 seconds, a radius of 1970.00 feet, an arc length of 174.99 feet, and a chord bearing South 22 degrees 29 minutes 54 seconds East a distance of 174.93 feet to the southeast line of said Street tract and the north line of a 15-foot wide alley (no record found), having coordinates of N=6973976.4585, E=2500391.9917 (not monumented);

THENCE South 45 degrees 19 minutes 15 seconds West along the southeast line of said Street tract and the northwest line of said alley a distance of 6.28 feet to the northeast line of that certain tract of land conveyed to Hal G. Hinckley as evidenced by deed recorded in Volume 82175, Page 777 of the Deed Records of Dallas County, Texas, and the southwest corner of said Street tract, having coordinates of N=6973972.0463, E=2500387.5298 (not monumented);

THENCE North 45 degrees 30 minutes 10 seconds West along the southwest line of said Street tract, passing at a distance of 55.00 feet the north corner of said Hinckley tract and the east corner of that certain tract of land conveyed to Joseph A. Suddath as evidenced by deed recorded in Instrument Number 20070208261 of the Official Public Records of Dallas County, Texas, continuing along the northeast line of said Suddath tract and southwest line of said Street tract, in all a distance of 142.55 feet to the beginning of a curve to the right, having coordinates of N=6974071.9426, E=2500285.8647 (not monumented);

THENCE departing the northeast line of said Suddath tract and southwest line of said Street tract and along said curve to the right over and across said Street tract, having a central angle of 00 degrees 35

FIELD NOTES APPROVED:

2022 7 3 12



FIELD NOTES DESCRIBING 0.1433 ACRE (6,242 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 304)
CITY OF DALLAS BLOCK 805 (UNPLATTED)
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM GENE STREET

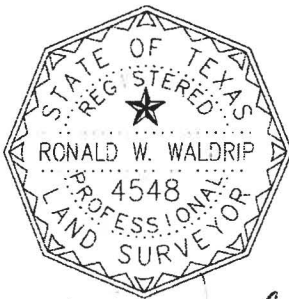
minutes 57 seconds, a radius of 2030.00 feet, an arc length of 21.23 feet, and a chord bearing North 21 degrees 01 minutes 50 seconds West a distance of 21.23 feet to the **POINT OF BEGINNING**;

CONTAINING within the metes recited 0.1433 acre (6,242 square feet) of land, more or less.

Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.

FIELD NOTES APPROVED:

DEC 7 2-13



R. W. Waldrup 6/21/13

EAST SIDE AVENUE
(80' RIGHT-OF-WAY)JOHN GRIGSBY SURVEY
ABSTRACT NO. 495McKINNEY AVENUE
TRANSIT AUTHORITY, INC.
VOLUME 94122, PAGE 4216
D.R.D.C.T.

ROW LINE

GENE STREET
VOLUME 93190, PAGE 604
D.R.D.C.T.

BLOCK 805

N=6974138.0514
E=2500325.0636

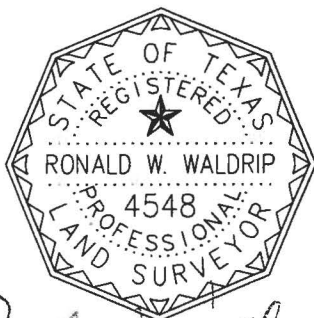
(Unplatted)

 $\Delta = 05^{\circ}05'22''$ (LT)
 $R = 1,970.00'$
 $L = 174.99'$
 $CL = 174.93'$
 $CB = S22^{\circ}29'54''E$
HAL GREGORY HINCKLEY SR.
VOLUME 92141, PAGE 968
D.R.D.C.T.POINT OF
BEGINNINGN45°19'15"E
65.85'PARCEL 304
SUB-SURFACE DRAINAGE
TUNNEL EASEMENT
0.1433 ACRE
(6,242 SQ. FT.)15' ALLEY
NO RECORD FOUNDN=6973976.4585
E=2500391.9917S45°19'15"W
6.28'N=6974091.7562
E=2500278.2468
 $\Delta = 00^{\circ}35'57''$ (RT)
 $R = 2,030.00'$
 $L = 21.23'$
 $CL = 21.23'$
 $CB = N21^{\circ}01'50''W$
N45°30'10"W
142.55'N=6974071.9426
E=2500285.8647N=6973972.0463
E=2500387.5298JOSEPH A. SUDDATH
INST. NO. 20070208261
O.P.R.D.C.T.

(Unplatted)

HAL G. HINCKLEY
VOLUME 82175, PAGE 777
D.R.D.C.T.

(Unplatted)

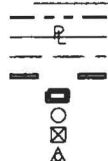
JOSEPH A. SUDDATH
INST. NO. 20070208261
O.P.R.D.C.T.S45°19'15"W
154.80'

"X" CUT FOUND

ROW LINE

N. HASKELL AVENUE
(VARIABLE WIDTH RIGHT-OF-WAY)

LEGEND



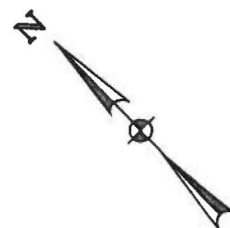
ROW LINE
PROPERTY LINE
LOT LINE
SUBDIVISION LINE
PROP. EASEMENT LINE
IRON ROD
X-CUT
MONUMENT

(C.M.)
FIP
D.R.D.C.T.
O.P.R.D.C.T.

CONTROL MONUMENT
FOUND IRON ROD
FOUND IRON PIPE
DEED RECORDS DALLAS
COUNTY TEXAS
OFFICIAL PUBLIC RECORDS
DALLAS COUNTY TEXAS

NOTE: SUBSURFACE EASEMENT CORNERS
ARE NOT MONUMENTED

PAGE 3 OF 3



0 20 40 60 80

SCALE: 1"=40'

Basis of Bearing is the State Plane
Coordinate System, Texas North
Central Zone (4202), North American
Datum of 1983. All coordinates are
state plane on grid. All distances are
surface distances. Surface Adjustment
Scale Factor: 1.0001365060.

0.1433 ACRE (6,242 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 304)
CITY OF DALLAS BLOCK 805
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS

ARS Engineers, Inc.
12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
(214) 739-3152 Fax (214) 739-3169

Surv. Firm No. 10131901

12801 N. Central Expressway, Suite 1250

Dallas, Texas 75243

(214) 739-3152 Fax (214) 739-3169

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2
DEPARTMENT: Trinity Watershed Management
CMO: Jill A. Jordan, P.E., 670-5299
MAPSCO: 46K

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Hal G. Hinckley, of a subsurface easement under approximately 14,133 square feet of land located on South Haskell Avenue at its intersection with Willow Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$23,200 (\$21,200 plus closing costs and title expenses not to exceed \$2,000) – Financing: 2006 Bond Funds

BACKGROUND

This item authorizes the acquisition of a subsurface easement located under approximately 14,133 square feet of land from Hal G. Hinckley. This property is located on South Haskell Avenue at its intersection with Willow Street and will be used for the Mill Creek/Peaks Branch/ State Thomas Drainage Relief Tunnel Project. The consideration is based upon an independent appraisal, reviewed and adjusted by staff.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

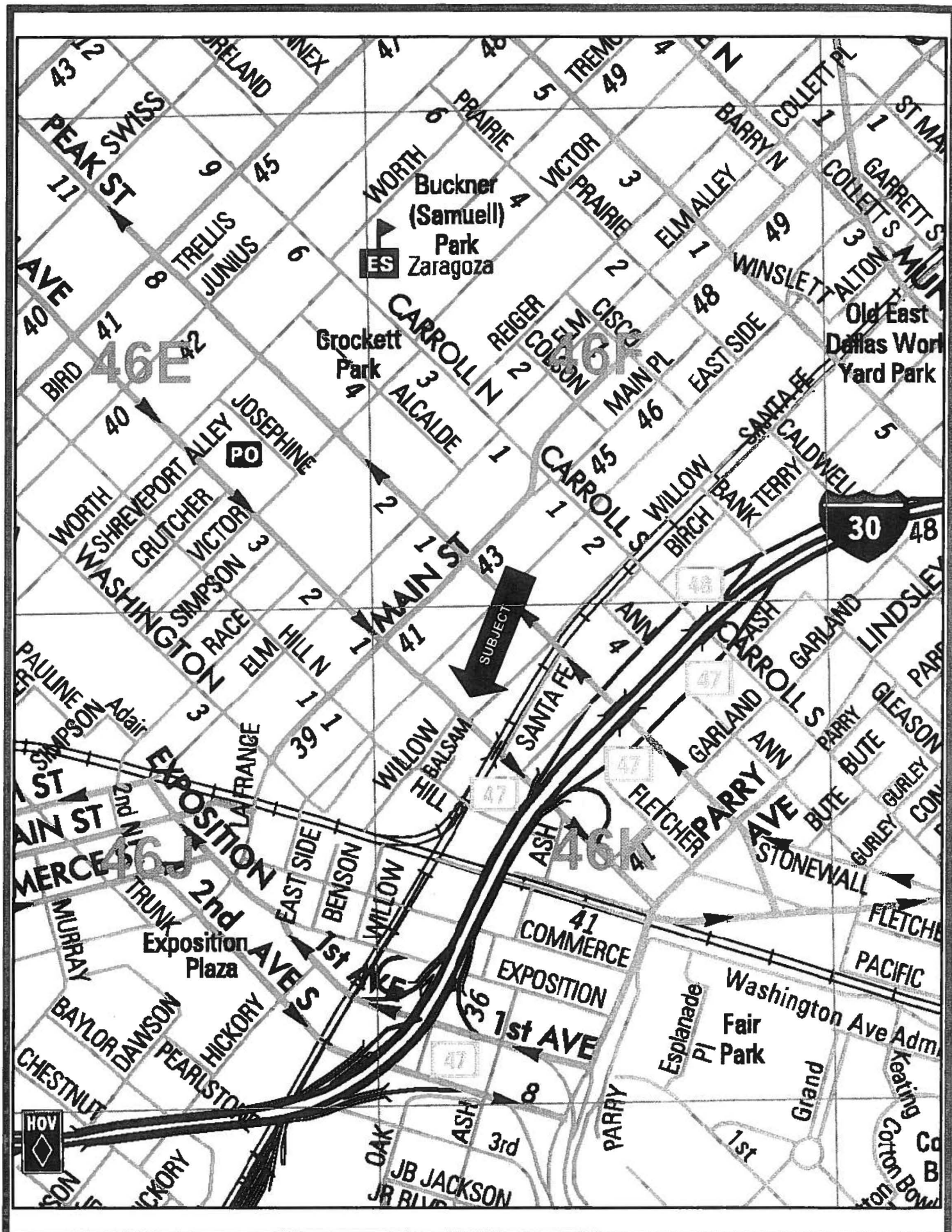
2006 Bond Funds - \$23,200 (\$21,200 plus closing costs and title expenses not to exceed \$2,000)

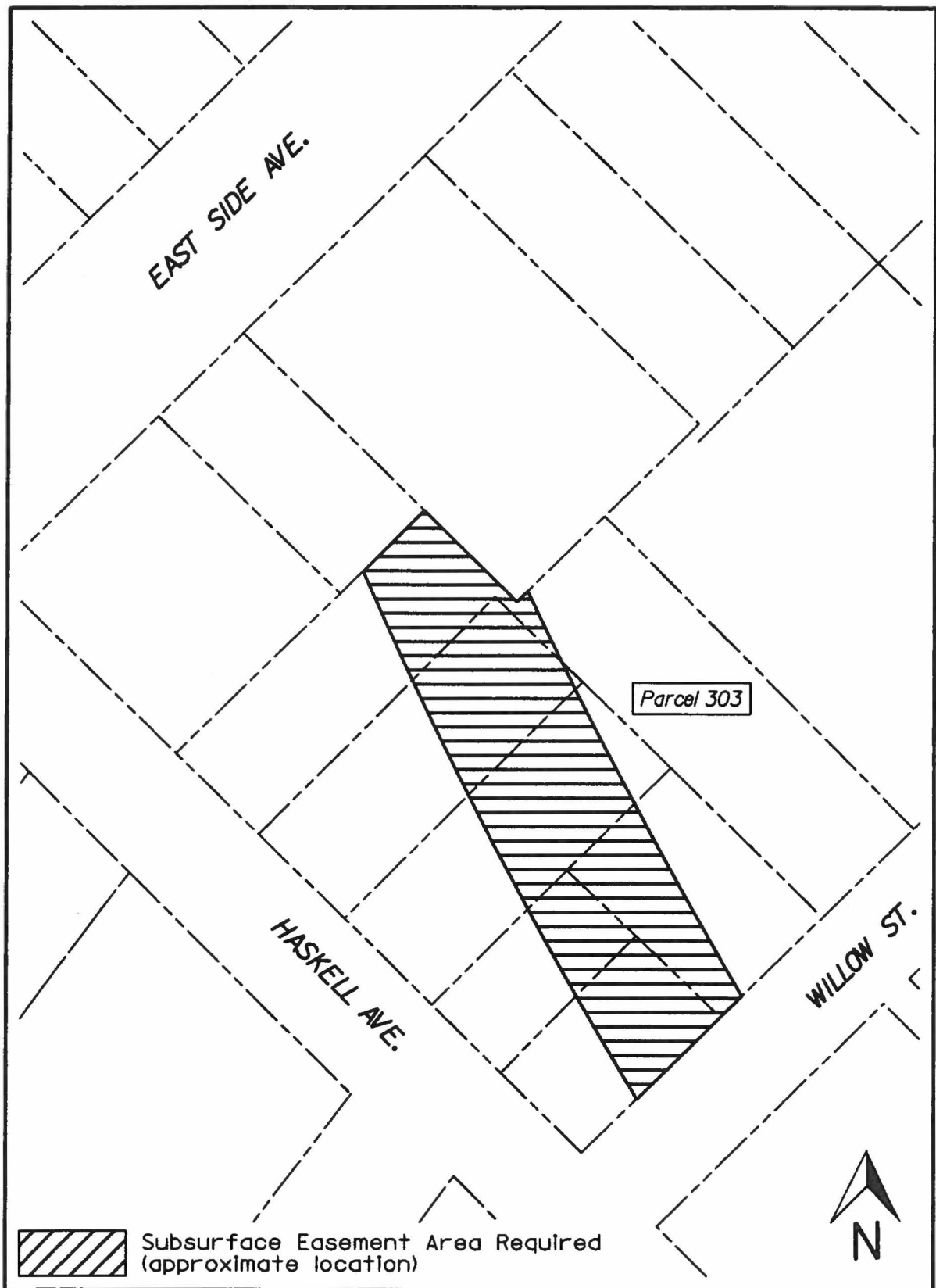
OWNER

Hal G. Hinckley

MAPS

Attached





February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Located under approximately 14,133 square feet in area, lying between the subsurface elevations of 195 feet and 370 feet (U.S. Survey Feet), inclusive, North American Vertical Datum of 1988, located in Dallas County, Texas, the boundary of which property being more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes.

"PROJECT": Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

"USE": The below ground construction, installation, use, and maintenance of a deep tunnel for transmission of storm drainage.

"PROPERTY INTEREST": Flood Control Tunnel Easement

"OWNER": Hal G. Hinckley, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$21,200.00

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$2,000.00

"AUTHORIZED AMOUNT": \$23,200.00

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of the Department of Sustainable Development and Construction Department, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4210, Encumbrance No. CT-PBW06T525E15, CLOSING COSTS AND TITLE EXPENSES payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4230, Encumbrance No. CT-PBW06T525E16. The OFFER AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay the CLOSING COSTS AND TITLE EXPENSES. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary proceeding(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation proceedings or suit(s).

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That OWNER has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

February 25, 2015

SECTION 10. That in the event the City Attorney files a condemnation proceeding because the OWNER refused to accept the OFFER AMOUNT; and in the event the special commissioners appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the condemnation proceeding, or if the condemnation proceeding becomes a lawsuit, the lawsuit, for amount not to exceed the OFFER AMOUNT; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the OFFER AMOUNT made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed \$2,000.00 for CLOSING COSTS AND TITLE EXPENSES in favor of the title company closing the transaction described herein. The Award, CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 11. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY


Assistant City Attorney

**FIELD NOTES DESCRIBING 0.3244 ACRE (14,133 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 303)
CITY OF DALLAS BLOCK 805 (UNPLATTED)
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM HAL G. HINCKLEY**

BEING a 0.3244 acre (14,133 square feet) tract of land situated in City of Dallas Block 805 (unplatted) and the John Grigsby Survey, Abstract Number 495, City of Dallas, Dallas County, Texas, and being part of that certain tract of land conveyed to Hal G. Hinckley as evidenced by Warranty Deed recorded in Volume 82175, Page 777 of the Deed Records of Dallas County, Texas, and also being part of a 15-foot wide alley (no record found), and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

BEGINNING in the northwest line of Willow Street, a 43.9-foot right-of-way, the south line of said Hinckley tract, and the southeast line of City Block 805, having coordinates of N=6973763.0338, E=2500437.8338 (not monumented), from which a 5/8 inch iron rod found (controlling monument) for the south corner of City Block 805 at the intersection of the northwest line of Willow Street and the northeast line of Haskell Avenue, a variable right-of-way, bears South 45 degrees 48 minutes 34 seconds West a distance of 32.15 feet, and being the beginning of a non-tangent curve to the right;

THENCE departing the northwest line of Willow Street, over and across said Hinckley tract and along said curve to the right having a central angle of 07 degrees 03 minutes 52 seconds, a radius of 2030.00 feet, an arc length of 250.29 feet, and a chord bearing North 27 degrees 31 minutes 40 seconds West a distance of 250.13 feet to the northwest line of said Hinckley tract and the southeast line of that certain tract of land conveyed to Joseph A. Suddath as evidenced by deed recorded in Instrument Number 20070208261 of the Official Public Records of Dallas County, Texas, having coordinates of N=6973984.8183, E=2500322.2433 (not monumented), from which a 5/8 iron rod found (controlling monument) in the northeast line of Haskell Avenue and the southwest line of City Block 805 for the west corner of said Hinckley tract and the south corner of that certain tract of land conveyed to Joseph A. Suddath as evidenced by deed recorded in Instrument Number 20070208260 of the Official Public Records of Dallas County, Texas, bears South 45 degrees 19 minutes 15 seconds West a distance of 109.34 feet;

THENCE North 45 degrees 19 minutes 15 seconds East along the common southeast line of said Suddath tract and northwest line of said Hinckley tract a distance of 36.66 feet to the north corner of said Hinckley tract and the east corner of said Suddath tract in the southwest line of that certain tract of land conveyed to Gene Street as evidenced by deed recorded in Volume 93190, Page 604 of the Deed Records of Dallas County, Texas, having coordinates of N=6974010.5891, E=2500348.3045 (not monumented);

THENCE South 45 degrees 30 minutes 10 seconds East along the northeast line of said Hinckley tract and the southwest line of said Street tract a distance of 55.00 feet to the west corner of a 15-foot wide alley (no record found) and the south corner of said Street tract, having coordinates of N=6973972.0463, E=2500387.5298 (not monumented);

THENCE North 45 degrees 19 minutes 15 seconds East along the northwest line of said 15-foot wide alley and the southeast line of said Street tract a distance of 6.28 feet to the beginning of a non-tangent curve to the left, having coordinates of N=6973972.0463, E=2500387.5298 (not monumented);

FIELD NOTES APPROVED:

DE R 6-5 13



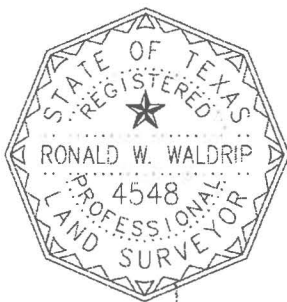
**FIELD NOTES DESCRIBING 0.3244 ACRE (14,133 SQ. FEET)
 SUB-SURFACE DRAINAGE TUNNEL EASEMENT
 CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 303)
 CITY OF DALLAS BLOCK 805 (UNPLATTED)
 JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
 CITY OF DALLAS, DALLAS COUNTY, TEXAS
 FROM HAL G. HINCKLEY**

THENCE departing the northwest line of said 15-foot wide alley over and across said alley and said Hinckley tract and along said curve to the left having a central angle of 05 degrees 36 minutes 35 seconds, a radius of 1970.00 feet, an arc length of 192.88 feet, and a chord bearing South 27 degrees 50 minutes 52 seconds East a distance of 192.80 feet to the southeast line of said Hinckley tract, the northwest line of Willow Street, and the southeast line of City Block 805, having coordinates of N=6973806.0092, E=2500482.0409 (not monumented);

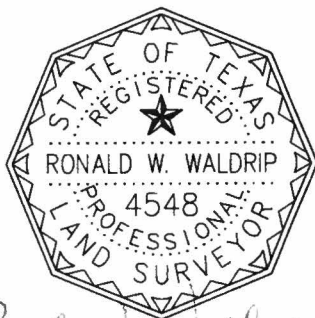
THENCE South 45 degrees 48 minutes 34 seconds West along the southeast line of said Hinckley tract, the northwest line of Willow Street, and the southeast line of City Block 805 a distance of 61.66 feet to the **POINT OF BEGINNING**;

CONTAINING within the metes recited 0.3244 acre (14,133 square feet) of land, more or less.









Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.



Ronald W. Waldrup 6/21/13



Rud W. Walding 6/24/13

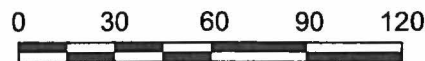
LEGEND	
	ROW LINE
	PROPERTY LINE
	LOT LINE
	SUBDIVISION LINE
	PROP. EASEMENT LINE
	IRON ROD
	X-CUT
	MONUMENT

NOTE: SUBSURFACE EASEMENT CORNERS ARE NOT MONUMENTED

(C.M.)
FIR
FIP
D.R.D.C.T.
O.P.R.D.C.T.

CONTROL MONUMENT
FOUND IRON ROD
FOUND IRON PIPE
DEED RECORDS DALLAS
COUNTY TEXAS
OFFICIAL PUBLIC RECORDS
DALLAS COUNTY TEXAS

PAGE 3 OF 3



SCALE: 1"=60'

Basis of Bearing is the State Plane
Coordinate System, Texas North
Central Zone (4202), North American
Datum of 1983. All coordinates are
state plane on grid. All distances are
surface distances. Surface Adjustment
Scale Factor: 1.0001365060.

0.3244 ACRE (14,133 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 303)
CITY OF DALLAS BLOCK 805 (UNPLATTED)
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM HAL G. HINCKLEY

ARS
Surv. Firm No. 10131901

Engineers, Inc.
12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
(214) 739-3152 Fax (214) 739-3169

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2
DEPARTMENT: Trinity Watershed Management
CMO: Jill A. Jordan, P.E., 670-5299
MAPSCO: 46K

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from James W. Orchard, III, of a subsurface easement under approximately 3,116 square feet of land located on South Haskell Avenue near its intersection with Willow Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project - Not to exceed \$5,907 (\$4,207 plus closing costs and title expenses not to exceed \$1,700) – Financing: 2006 Bond Funds

BACKGROUND

This item authorizes the acquisition of a subsurface easement located under approximately 3,116 square feet of land from James W. Orchard, III. This property is located on South Haskell Avenue near its intersection with Willow Street and will be used for the Mill Creek/Peaks Branch/ State Thomas Drainage Relief Tunnel Project. The consideration is based upon an independent appraisal.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

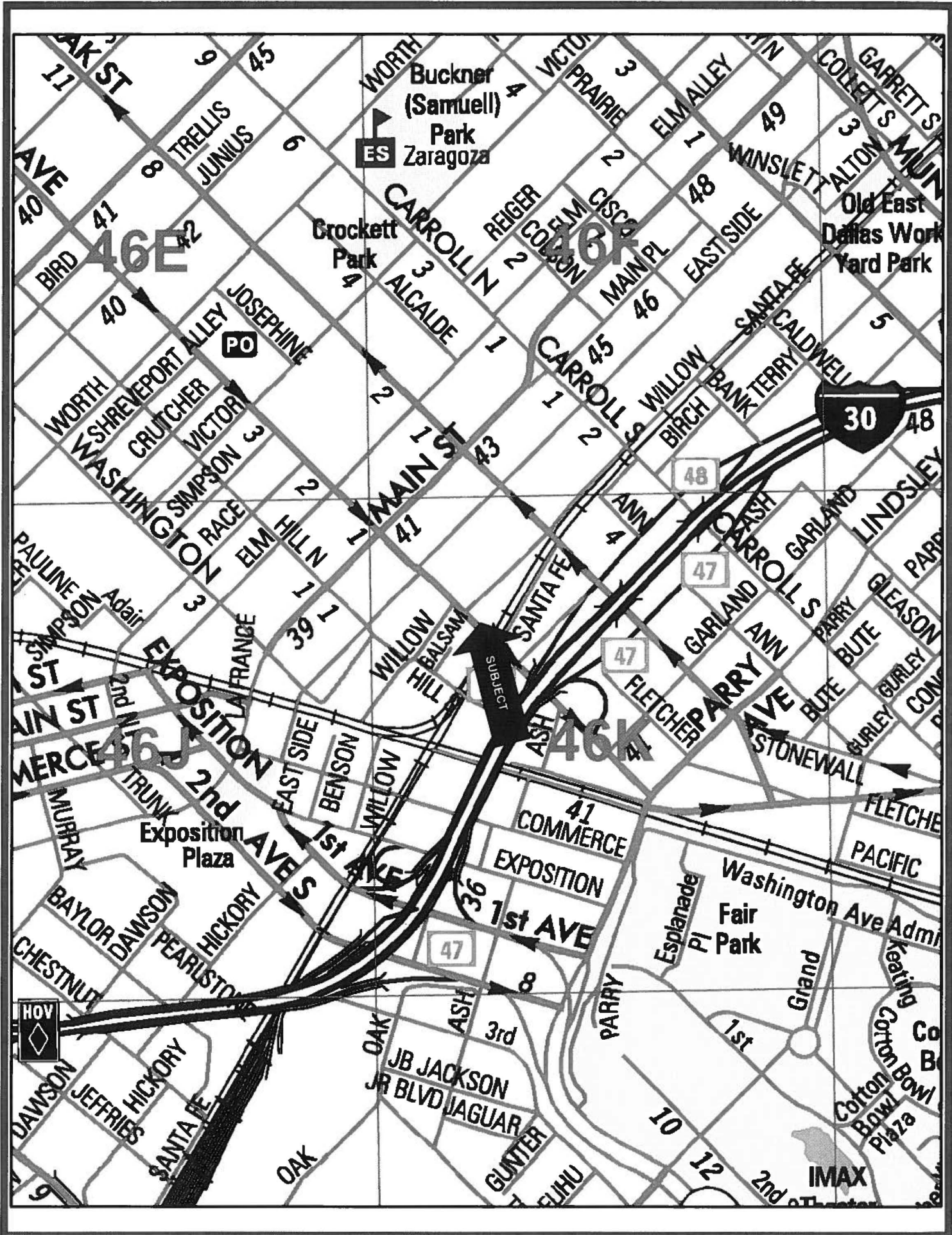
2006 Bond Funds - \$5,907 (\$4,207 plus closing costs and title expenses not to exceed \$1,700)

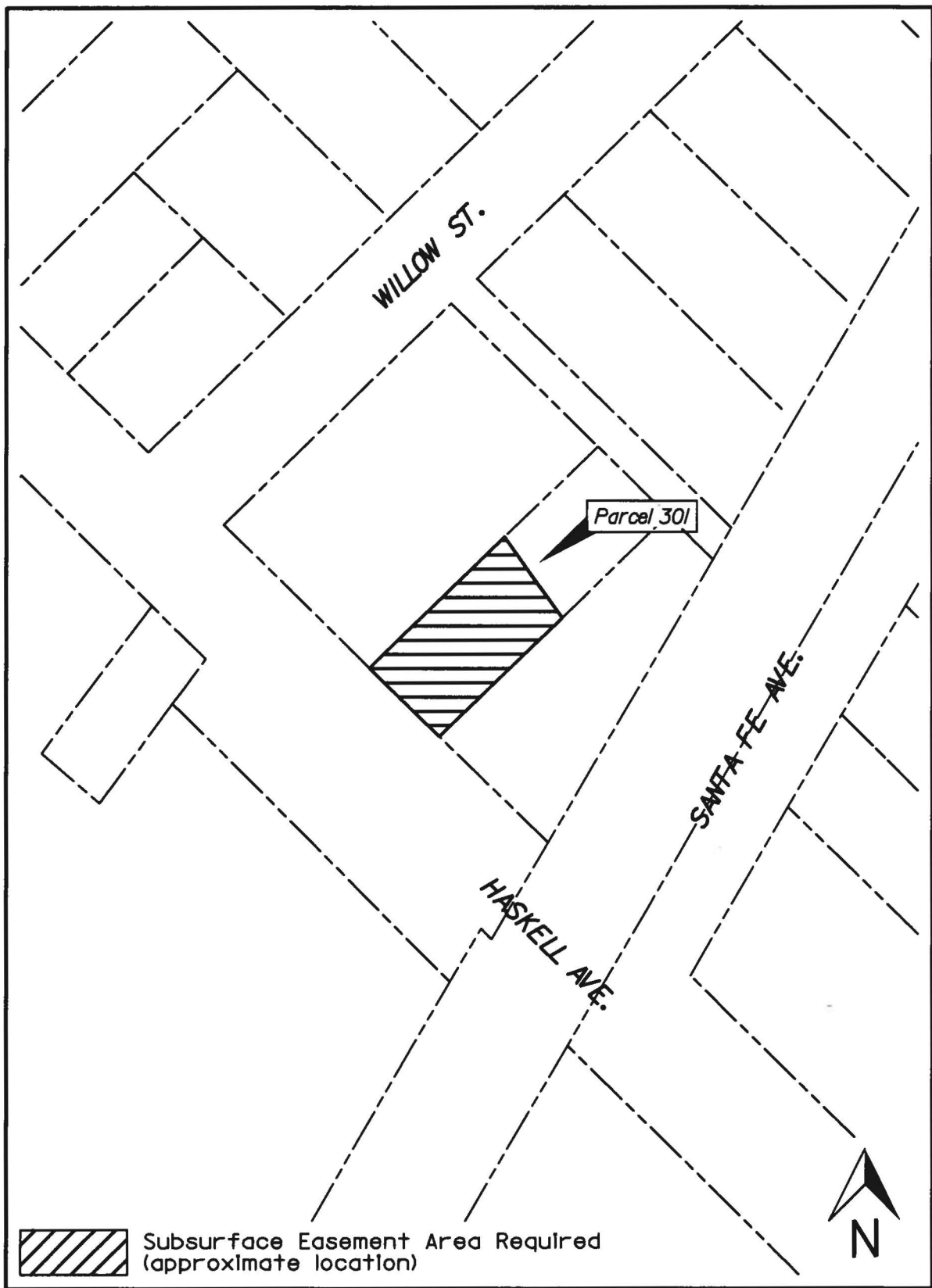
OWNER

James W. Orchard, III

MAPS

Attached





February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Located under approximately 3,116 square feet in area, lying between the subsurface elevations of 194 feet and 368 feet (U.S. Survey Feet), inclusive, North American Vertical Datum of 1988, located in Dallas County, Texas, the boundary of which property being more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes.

"PROJECT": Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

"USE": The below ground construction, installation, use, and maintenance of a deep tunnel for transmission of storm drainage.

"PROPERTY INTEREST": Flood Control Tunnel Easement

"OWNER": James W. Orchard, III, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$4,207.00

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$1,700.00

"AUTHORIZED AMOUNT": \$5,907.00

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of the Department of Sustainable Development and Construction Department, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4210, Encumbrance No. CT-PBW06T525E25, CLOSING COSTS AND TITLE EXPENSES payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4230, Encumbrance No. CT-PBW06T525E26. The OFFER AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay the CLOSING COSTS AND TITLE EXPENSES. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary proceeding(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation proceedings or suit(s).

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That OWNER has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

February 25, 2015

SECTION 10. That in the event the City Attorney files a condemnation proceeding because the OWNER refused to accept the OFFER AMOUNT; and in the event the special commissioners appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the condemnation proceeding, or if the condemnation proceeding becomes a lawsuit, the lawsuit, for amount not to exceed the OFFER AMOUNT; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the OFFER AMOUNT made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed \$1,700.00 for CLOSING COSTS AND TITLE EXPENSES in favor of the title company closing the transaction described herein. The Award, CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 11. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY


Assistant City Attorney

**FIELD NOTES DESCRIBING 0.0715 ACRE (3,116 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 301)
CITY OF DALLAS BLOCK 4/806
PART OF LOTS 10 AND 11, BLOCK 4/806, DR. J. M. BROWDER'S PROVIDENCE ADDITION
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM JAMES W. ORCHARD III**

BEING a 0.0715 acre (3,116 square feet) tract of land situated in the John Grigsby Survey, Abstract Number 495, City of Dallas, Dallas County, Texas, and being part of Lots 10 and 11, City of Dallas Block 4/806, of the Dr. J. M. Browder's Providence Addition, an addition to the City of Dallas, Dallas County, Texas recorded in Volume 150, Page 402 of the Deed Records of Dallas County, Texas and being part of that certain tract of land conveyed to James W. Orchard III as evidenced by Warranty Deed with Vendor's Lien recorded in Volume 96193, Page 7691 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

BEGINNING at a 100D nail found (controlling monument) in the northeast line of Haskell Avenue, a variable width right-of-way, the southwest line of Lot 11, the southwest line of City Block 4/806, and the southwest line of the Dr. J. M. Browder's Providence Addition for the south corner of said Orchard tract and the west corner of that certain tract of land conveyed to Domingo Garcia, Jr. as evidenced by Warranty Deed of Correction recorded in Volume 2000095, Page 1829 of the Deed Records of Dallas County, Texas, having coordinates of N=6973620.3558, E=2500537.1862;

THENCE North 45 degrees 30 minutes 10 seconds West along the northeast line of Haskell Avenue, the southwest line of City Block 4/806, and the southwest line of the Dr. J. M. Browder's Providence Addition a distance of 41.35 feet to the west corner of said Orchard tract and the south corner of that certain tract of land conveyed to Don Valk as evidenced by Special Warranty Deed recorded in Instrument Number 20070389642 of the Official Public Records of Dallas County, Texas, having coordinates of N=6973649.3305, E=2500507.6984 (not monumented), from which a 3/8-inch iron rod found bears North 69 degrees 17 minutes 07 seconds West a distance of 0.32 feet;

THENCE North 45 degrees 48 minutes 18 seconds East departing the northeast line of Haskell Avenue, the southwest line of City Block 4/806, and the southwest line of the Dr. J. M. Browder's Providence Addition and along the northwest line of said Orchard tract and the southeast line of said Valk tract a distance of 79.30 feet to the beginning of a non-tangent curve to the left, having coordinates of N=6973704.6042, E=2500564.5478 (not monumented);

THENCE departing the northwest line of said Orchard tract and the southeast line of said Valk tract and along said curve to the left over and across said Orchard tract and Lots 10 and 11, having a central angle of 01 degree 13 minutes 32 seconds, a radius of 1955.00 feet, an arc length of 41.81 feet, and a chord bearing South 35 degrees 03 minutes 29 seconds East a distance of 41.81 feet to the southeast line of said Orchard tract and the northwest line of said Garcia tract, having coordinates of N=6973670.3818, E=2500588.5622 (not monumented);

THENCE South 45 degrees 45 minutes 46 seconds West along the southeast line of said Orchard tract and the northwest line of said Garcia tract a distance of 71.72 feet to the **POINT OF BEGINNING**;

FIELD NOTES DESCRIBING 0.0715 ACRE (3,116 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 301)
CITY OF DALLAS BLOCK 4/806

PART OF LOTS 10 AND 11, BLOCK 4/806, DR. J. M. BROWDER'S PROVIDENCE ADDITION
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM JAMES W. ORCHARD III

CONTAINING within the metes recited 0.0715 acre (3,116 square feet) of land, more or less.

Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.



DR. J. M. BROWDER'S
PROVIDENCE ADDITION
VOL. 150, PG. 402

HASKELL PTY PTNRS LP
INST. NO. 20060038807
O.P.R.D.C.T.

DOC. DON VALK
• 20070389642
O.P.R.D.C.T.

3/8 " FIR
BRS.
N69° 17'07"W.
0.32'
N=6973649.3305
E=2500507.6984

N=6973704.6042
E=2500564.5478

FILE

PARCEL 301
SUB-SURFACE DRAINAGE
TUNNEL EASEMENT
0.0715 ACRE
(3,116 SQ. FT.)

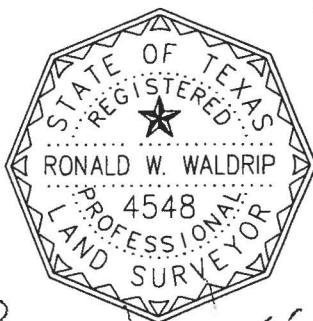
S45°45'46"
71.72'

100D NAIL FOUND
N=6973620.3558
E=2500537.1862
(C.M.)

$\Delta = 01^{\circ}13'32''$ (LT)
 $R = 1,955.00'$
 $L = 41.81'$
 $CL = 41.81'$
 $CB = S35^{\circ}03'29''E$

POINT OF
BEGINNING

HASKELL PTY PTNRS LP
INST. NO. 20060038807
O.P.R.D.C.T



D.A.R.T.
(56' RIGHT-OF-WAY)

DON VALK
INST. NO. 200600315780
O.P.R.D.C.T.

5/8" FIR











0 20 40 60 80

SCALE: 1"=40'

Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.

LEGEND

	ROW LINE
	PROPERTY LINE
	LOT LINE
	SUBDIVISION LINE
	PROP. EASEMENT LINE
	IRON ROD
	X-CUT
	MONUMENT

(C.M.)
FIR
FIP
D.R.D.C.T.
O.P.R.D.C.T.

CONTROL MONUMENT
FOUND IRON ROD
FOUND IRON PIPE
DEED RECORDS DALLAS
COUNTY TEXAS
OFFICIAL PUBLIC RECORDS
DALLAS COUNTY TEXAS

NOTE: SUBSURFACE EASEMENT CORNERS
ARE NOT MONUMENTED

PAGE 3 OF 3

0.0715 ACRE (3,116 SQ. FEET) SUB-SURFACE DRAINAGE
TUNNEL EASEMENT CITY OF DALLAS DRAWING
NO. 423R-54 (PARCEL 301) CITY OF DALLAS BLOCK 4/806
PART OF LOTS 10 AND 11, BLOCK 4/806,
DR. J. M. BROWDER'S PROVIDENCE ADDITION
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM JAMES W. ORCHARD III

ARS Engineers, Inc.
13801 N. Central Expressway, Suite 125

12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
(214) 739-3152 Fax (214) 739-3169

AGENDA ITEM # 70

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2
DEPARTMENT: Trinity Watershed Management
CMO: Jill A. Jordan, P.E., 670-5299
MAPSCO: 46 E

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Mary Jo Madden, of a subsurface easement under approximately 3,903 square feet of land located on Worth Street at its intersection with Alcalde Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project – Not to exceed \$4,432 (\$2,732 plus closing costs and title expenses not to exceed \$1,700) - Financing: 2006 Bond Funds

BACKGROUND

This item authorizes the acquisition of a subsurface easement located under approximately 3,903 square feet of land from Mary Jo Madden. This property is located on Worth Street at its intersection with Alcalde Street and will be used for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project. The consideration is based on an independent appraisal.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

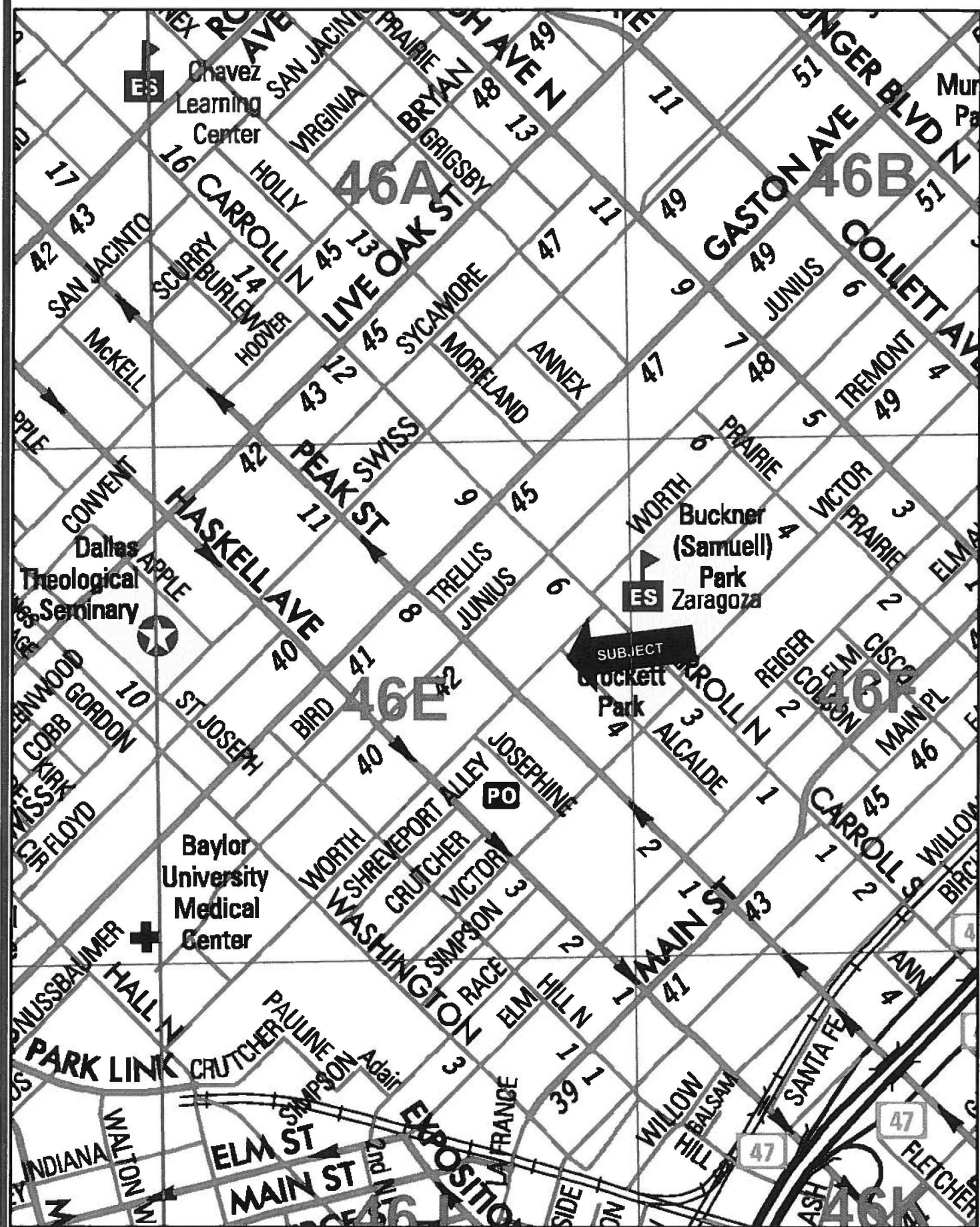
2006 Bond Funds - \$4,432 (\$2,732 plus closing costs and title expenses not to exceed \$1,700)

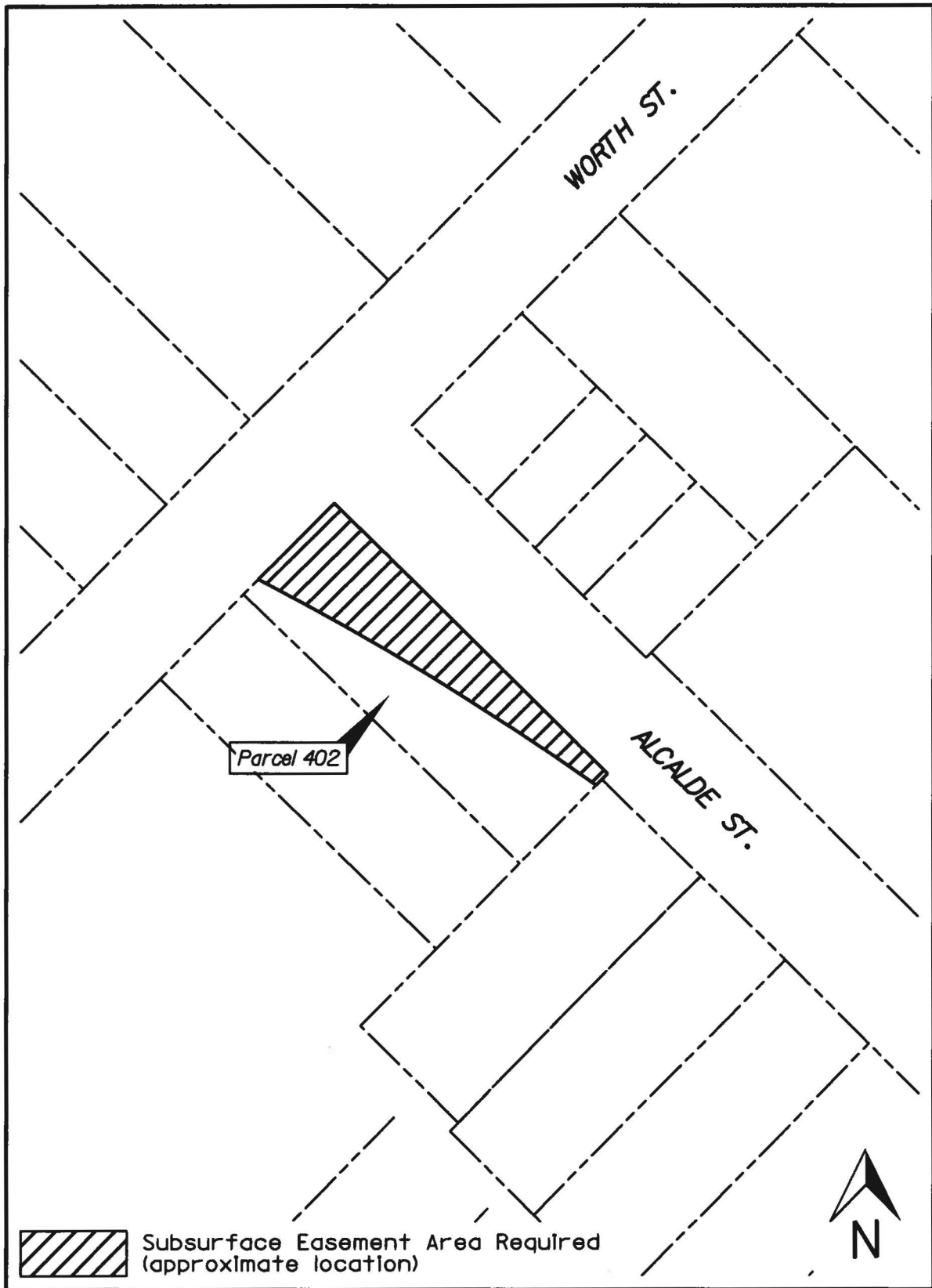
OWNER

Mary Jo Madden

MAPS

Attached





February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Located under approximately 3,903 square feet in area, lying between the subsurface elevations of 208 feet and 382 feet (U.S. Survey Feet), inclusive, North American Vertical Datum of 1988, located in Dallas County, Texas, the boundary of which property being more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes.

"PROJECT": Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

"USE": The below ground construction, installation, use, and maintenance of a deep tunnel for transmission of storm drainage.

"PROPERTY INTEREST": Flood Control Tunnel Easement

"OWNER": Mary Jo Madden, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$2,732.00

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$1,700.00

"AUTHORIZED AMOUNT": \$4,432.00

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of the Department of Sustainable Development and Construction Department, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4210, Encumbrance No. CT-PBW06T525E21, CLOSING COSTS AND TITLE EXPENSES payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4230, Encumbrance No. CT-PBW06T525E22. The OFFER AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay the CLOSING COSTS AND TITLE EXPENSES. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary proceeding(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation proceedings or suit(s).

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That OWNER has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

February 25, 2015

SECTION 10. That in the event the City Attorney files a condemnation proceeding because the OWNER refused to accept the OFFER AMOUNT; and in the event the special commissioners appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the condemnation proceeding, or if the condemnation proceeding becomes a lawsuit, the lawsuit, for amount not to exceed the OFFER AMOUNT; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the OFFER AMOUNT made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed \$1,700.00 for CLOSING COSTS AND TITLE EXPENSES in favor of the title company closing the transaction described herein. The Award, CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 11. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY 
Assistant City Attorney

**FIELD NOTES DESCRIBING 0.0896 ACRE (3,903 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 402)
PART OF CITY BLOCK 2/797, PEAK'S SUBURBAN ADDITION
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM MARY JO MADDEN**

BEING a 0.0896 acre (3,903-square-foot) tract of land situated in the John Grigsby Survey, Abstract Number 495, and being part of Block 1 (Official City of Dallas Block Number 2/797) Peak's Suburban Addition, an addition to the City of Dallas recorded in Volume 45, Page 56 of the Deed Records of Dallas County, Texas, and being part of that certain tract of land conveyed to Mary Jo Madden as evidenced by Warranty Deed with Vendor's Lien recorded in Volume 88030, Page 2040 of the Deed Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

BEGINNING at the intersection of the southeast line of Worth Street, a 50-foot right-of-way, and the southwest line of Alcalde Street, a variable width right-of-way, for the north corner of City Block 2/797 and the north corner of said Madden tract, having coordinates of N=6976221.5452, E=2499371.5568 (not monumented);

THENCE South 45 degrees 16 minutes 54 seconds East along the southwest line of Alcalde Street, the northeast line of City Block 2/797, and the northeast line of said Madden tract a distance of 162.00 feet (called 150 feet in Madden deed and 162.0 feet on City of Dallas "Dana Map") to a 3-foot offset in the Alcalde Street right-of-way for the east corner of said Madden tract, having coordinates of N=6976107.5737, E=2499486.6539 (not monumented);

THENCE South 44 degrees 35 minutes 29 seconds West along the southeast line of said Madden tract, passing at a distance of 3.00 feet the offset in the southwest line of the Alcalde Street right-of-way and the north corner of that certain tract of land conveyed to Loring Corp. as evidenced by General Warranty Deed recorded in Instrument Number 200600386398 of the Official Public Records of Dallas County, Texas, continuing along the common southeast line of said Madden tract and northwest line of said Loring Corp. tract, over and across City Block 2/797, in all a distance of 6.70 feet to the beginning of a non-tangent curve to the left, having coordinates N=6976102.8052, E=2499481.9529 (not monumented);

THENCE departing the common northwest line of said Loring Corp. tract and the southeast line of said Madden tract, over and across said Madden tract and City Block 2/797, along a curve to the left having a central angle of 06 degrees 57 minutes 44 seconds, a radius of 1370.00 feet, an arc length of 166.48 feet, a chord bearing North 58 degrees 34 minutes 34 seconds West a distance of 166.37 feet to the southeast line of Worth Street, the northwest line of said Madden tract, and the northwest line of City Block 2/797, having coordinates of N=6976189.5348, E=2499339.9998, from which a 3/8-inch iron rod (controlling monument) found along the southeast line of Worth Street and the northwest line of City Block 2/797 for the west corner of said Madden tract bears South 44 degrees 35 minutes 29 seconds West a distance of 8.92 feet;

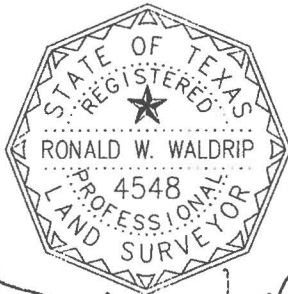
THENCE North 44 degrees 35 minutes 29 seconds East along the southeast line of Worth Street, the northwest line of City Block 2/797, and the northwest line of said Madden tract a distance of 44.96 feet to the **POINT OF BEGINNING**;



**FIELD NOTES DESCRIBING 0.0896 ACRE (3,903 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 402)
PART OF CITY BLOCK 2/797, PEAK'S SUBURBAN ADDITION
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM MARY JO MADDEN**

CONTAINING within the metes recited 0.0896 acre (3,903 square feet) of land, more or less.

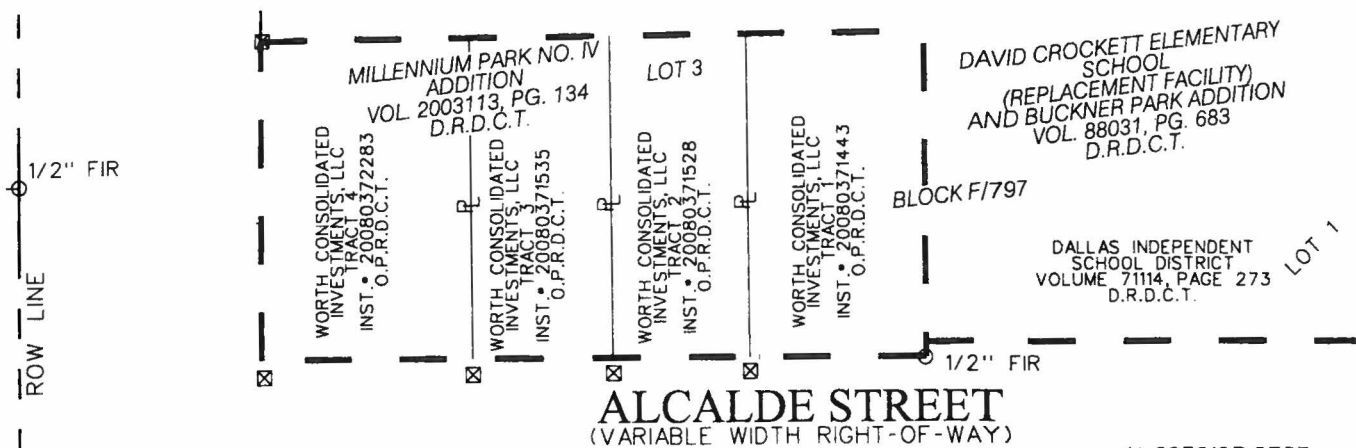
Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.



Ronald W. Waldrup 8/29/13



FIELD NOTES APPROVED:
DER 9/12/13



POINT OF BEGINNING

PARCEL 402
SUB-SURFACE DRAINAGE
TUNNEL EASEMENT
0.0896 ACRE
(3,903 SQ. FT.)

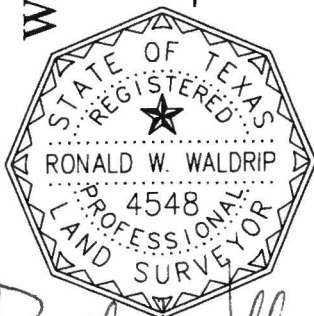
$\Delta = 06^{\circ}57'44''$ (LT)
 $R = 1,370.00'$
 $L = 166.48'$
 $CL = 166.37'$
 $CB = N58^{\circ}34'34''W$

WORTH STREET
(50' RIGHT-OF-WAY)

JOHN GRIGSBY SURVEY
ABSTRACT NO. 495

J. W. TIMMINS, THEO. P. BEASLEY, AND K. V. LIPSCOMB,
TRUSTEES OF EAST DALLAS CHRISTIAN CHURCH
VOLUME 4223, PAGE 322
D.R.D.C.T.

FIELD NOTES APPROVED:
JER 9/12/13



Paul W. Waldrif
8/29/13

LEGEND

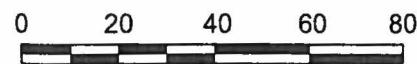
---	ROW LINE
—P—	PROPERTY LINE
---	LOT LINE
---	SUBDIVISION LINE
—	PROP. EASEMENT LINE
—	IRON ROD
⊗	X-CUT
A	MONUMENT

(C.M.)
FIR
FIP
D.R.D.C.T.
O.P.R.D.C.T.

CONTROL MONUMENT
FOUND IRON ROD
FOUND IRON PIPE
DEED RECORDS DALLAS
COUNTY TEXAS
OFFICIAL PUBLIC RECORDS
DALLAS COUNTY TEXAS

NOTE: SUBSURFACE EASEMENT CORNERS
ARE NOT MONUMENTED

PAGE 3 OF 3



SCALE: 1"=40'

Basis of Bearing is the State Plane
Coordinate System, Texas North
Central Zone (4202), North American
Datum of 1983. All coordinates are
state plane on grid. All distances are
surface distances. Surface Adjustment
Scale Factor: 1.0001365060.

SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 402)
PART OF CITY BLOCK 2/797, PEAK'S SUBURBAN ADDITION
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS

ARS Engineers, Inc.
12801 N. Central Expressway, Suite 1250

Sury, Firm No. 10131900

12801 N. Central Expressway, Suite 1250
Dallas, Texas 75243
(214) 739-3152 Fax (214) 739-3169

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2
DEPARTMENT: Trinity Watershed Management
CMO: Jill A. Jordan, P.E., 670-5299
MAPSCO: 46 E

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Micah Bellieu, of a subsurface easement under approximately 1,211 square feet of land located on Trellis Court at its intersection with Peak Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project – Not to exceed \$2,487 (\$787 plus closing costs and title expenses not to exceed \$1,700) - Financing: 2006 Bond Funds

BACKGROUND

This item authorizes the acquisition of a subsurface easement located under approximately 1,211 square feet of land from Micah Bellieu. This property is located on Trellis Court at its intersection with Peak Street and will be used for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project. The consideration is based on an independent appraisal.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

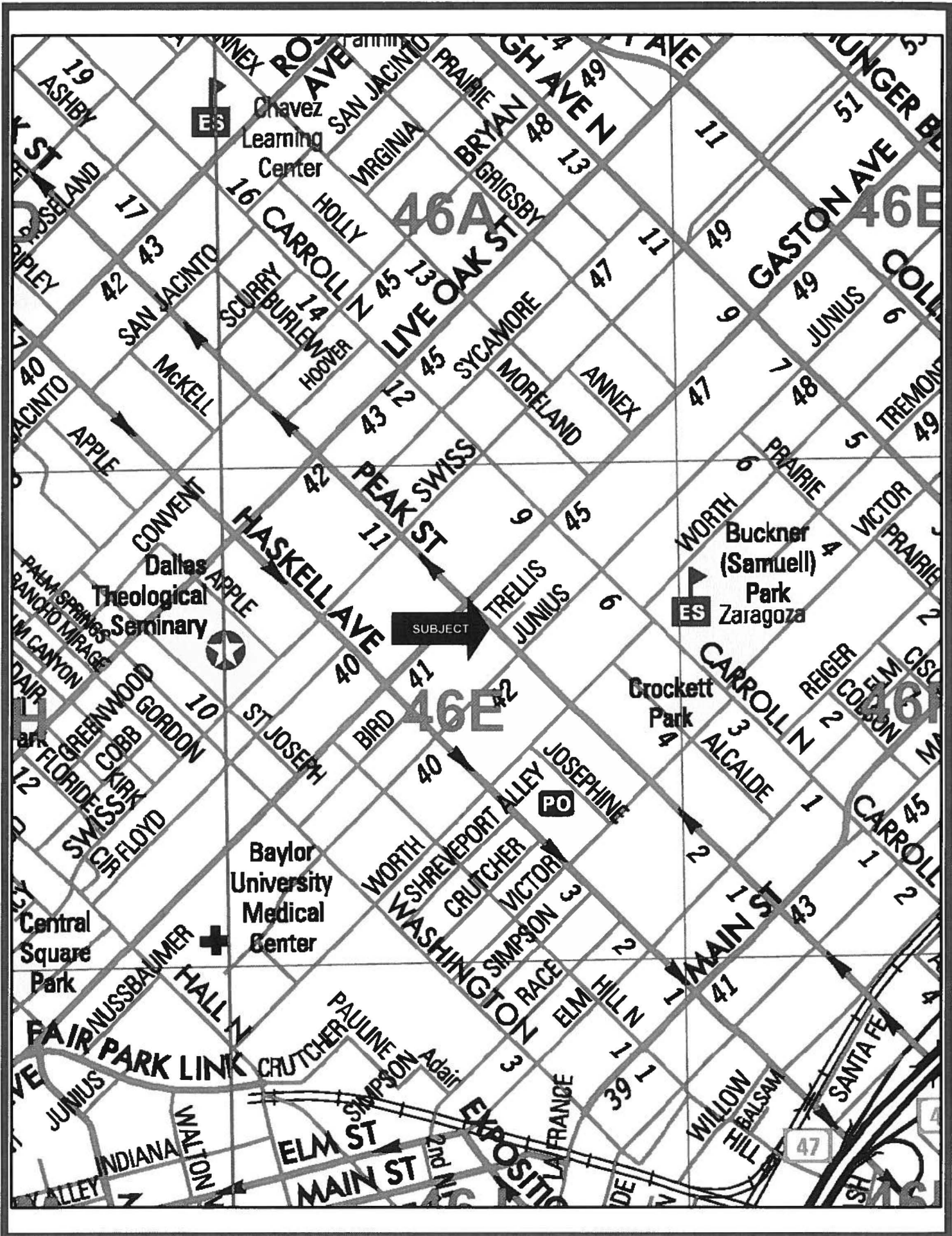
2006 Bond Funds - \$2,487 (\$787 plus closing costs and title expenses not to exceed \$1,700)

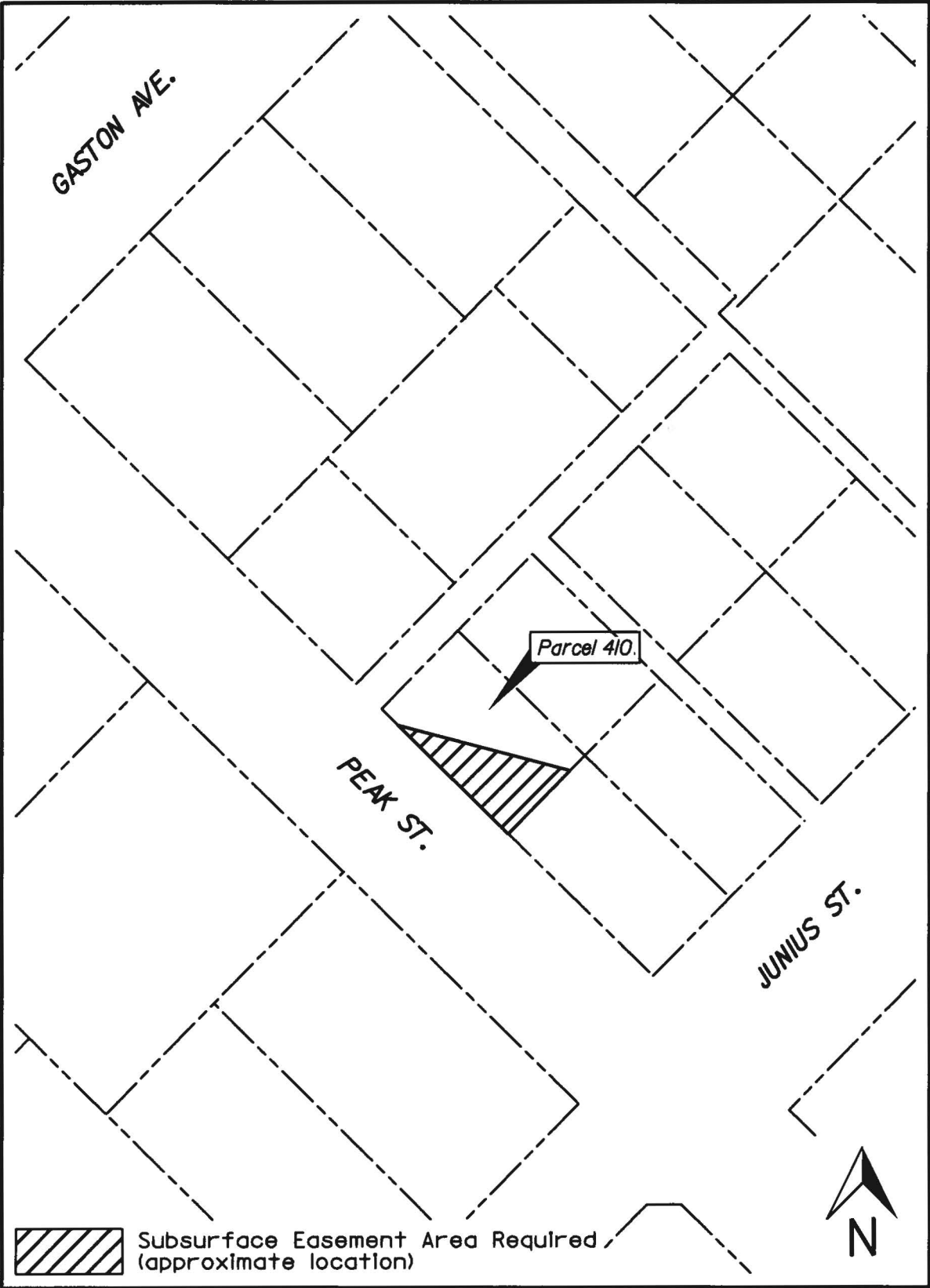
OWNER

Micah Bellieu

MAPS

Attached





February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Located under approximately 1,211 square feet in area, lying between the subsurface elevations of 212 feet and 386 feet (U.S. Survey Feet), inclusive, North American Vertical Datum of 1988, located in Dallas County, Texas, the boundary of which property being more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes.

"PROJECT": Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

"USE": The below ground construction, installation, use, and maintenance of a deep tunnel for transmission of storm drainage.

"PROPERTY INTEREST": Flood Control Tunnel Easement

"OWNER": Micah Bellieu, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$787.00

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$1,700.00

"AUTHORIZED AMOUNT": \$2,487.00

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of the Department of Sustainable Development and Construction Department, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4210, Encumbrance No. CT PBW06T525E35, CLOSING COSTS AND TITLE EXPENSES payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4230, Encumbrance No. CT PBW06T525E36. The OFFER AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay the CLOSING COSTS AND TITLE EXPENSES. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary proceeding(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation proceedings or suit(s).

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That OWNER has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

February 25, 2015

SECTION 10. That in the event the City Attorney files a condemnation proceeding because the OWNER refused to accept the OFFER AMOUNT; and in the event the special commissioners appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the condemnation proceeding, or if the condemnation proceeding becomes a lawsuit, the lawsuit, for amount not to exceed the OFFER AMOUNT; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the OFFER AMOUNT made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed \$1,700.00 for CLOSING COSTS AND TITLE EXPENSES in favor of the title company closing the transaction described herein. The Award, CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 11. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY


Assistant City Attorney

**FIELD NOTES DESCRIBING 0.0278 ACRE (1,211 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 410)
PART OF LOT 5, CITY BLOCK 5/773, TRELIS COURT, AN ADDITION TO THE CITY OF DALLAS
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
DALLAS COUNTY, TEXAS
FROM PATRICK J. GRAYSON AND ELIZABETH J. GRAYSON**

BEING a 0.0278 acre (1,211-square-foot) tract of land situated in the John Grigsby Survey, Abstract Number 495, and being part of Lot 5, City Block 5/773 of Trellis Court, an addition to the City of Dallas recorded in Volume 2, Page 219 of the Map Records of Dallas County, Texas and being part of that certain tract of land conveyed to Patrick J. Grayson and Elizabeth J. Grayson as evidenced by Warranty Deed recorded in Instrument Number 201300244613 of the Official Public Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

BEGINNING in the northeast line of Peak Street, a 60-foot right-of-way, and the southwest line of City Block 5/773, the south corner of said Lot 5 and the west corner of Lot 1, City Block 5/773, having coordinates of N=6976419.0794, E=2498720.8111 (not monumented), from which a 3/4-inch iron rod found bears South 38 degrees 32 minutes 05 seconds East a distance of 2.35 feet;

THENCE North 45 degrees 27 minutes 14 seconds West along northeast line of Peak Street, the southwest line of City Block 5/773, and the southwest line of said Lot 5 a distance of 65.20 feet, having coordinates N=6976464.8110, E=2498674.3493 (not monumented), from which a PK nail found bears North 48 degrees 41 minutes 41 seconds West a distance of 7.46 feet;

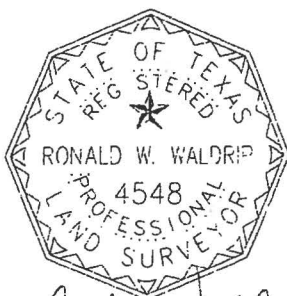
THENCE South 75 degrees 10 minutes 00 seconds East departing the northeast line of Peak Street, the southwest line of City Block 5/773, and the southwest line of said Lot 5, over and across said Lot 5 a distance of 74.97 feet to the common southeast line of said Lot 5 and northwest line of said Lot 1, having coordinates of N=6976445.6210, E=2498746.8099 (not monumented);

THENCE South 44 degrees 24 minutes 29 seconds West along the common southeast line of said Lot 5 and the northwest line of said Lot 1 a distance of 37.16 feet to the **POINT OF BEGINNING**;

**FIELD NOTES DESCRIBING 0.0278 ACRE (1,211 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 410)
PART OF LOT 5, CITY BLOCK 5/773, TRELLIS COURT, AN ADDITION TO THE CITY OF DALLAS
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
DALLAS COUNTY, TEXAS
FROM PATRICK J. GRAYSON AND ELIZABETH J. GRAYSON**

CONTAINING within the metes recited 0.0278 acre (1,211 square feet) of land, more or less.

Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.

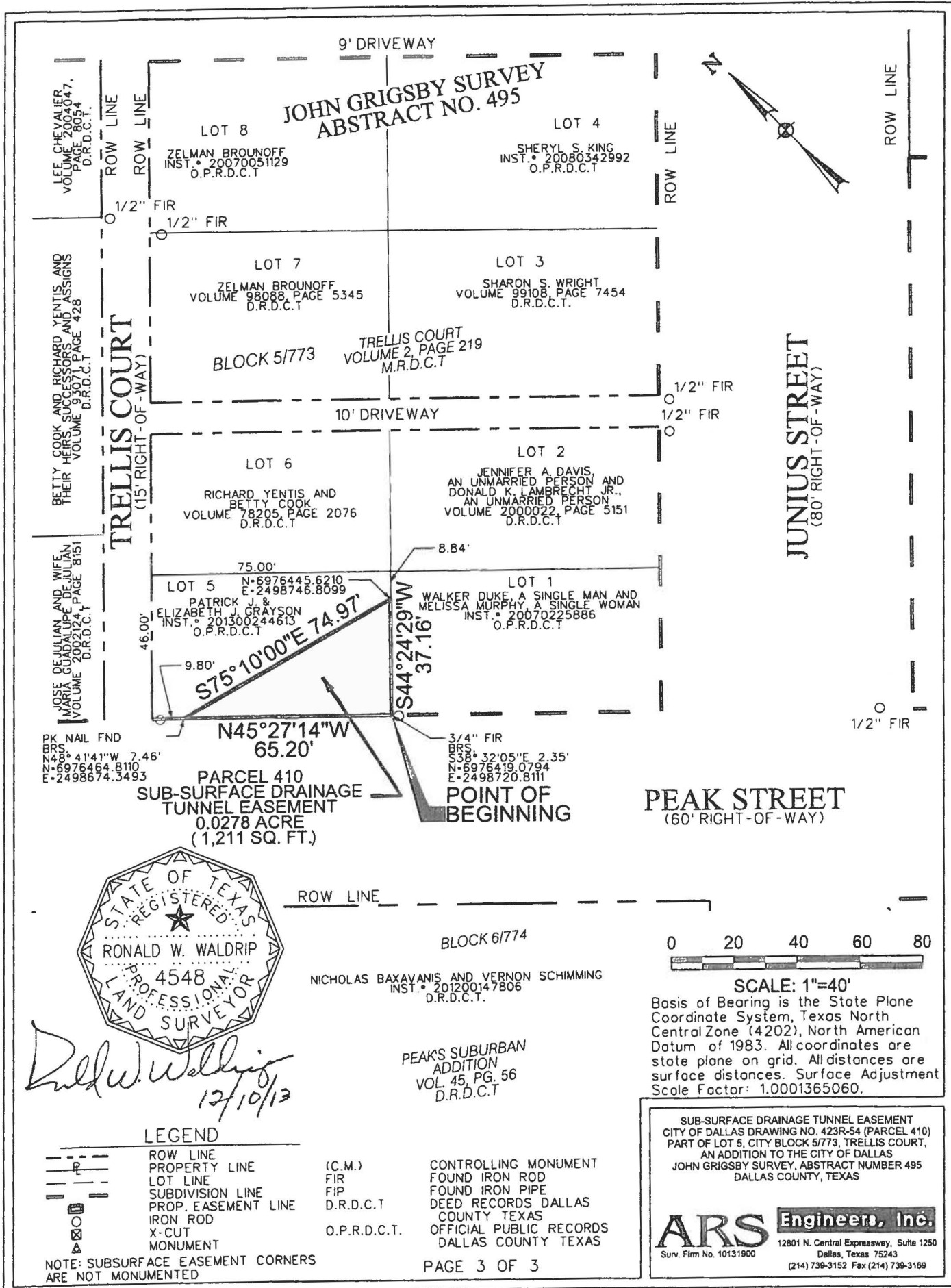


Ronald W. Waldrip 12/10/13



FIELD NOTES APPROVED:

PKJ 12/18/13



KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Trinity Watershed Management

CMO: Jill A. Jordan, P.E., 670-5299

MAPSCO: 46 E

SUBJECT

Authorize acquisition, including the exercise of the right of eminent domain, if such becomes necessary, from Robert Granado and Vicki Anderson Granado, of a subsurface easement under approximately 2,388 square feet of land located on Worth Street near its intersection with Peak Street for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project – Not to exceed \$3,372 (\$1,672 plus closing costs and title expenses not to exceed \$1,700) - Financing: 2006 Bond Funds

BACKGROUND

This item authorizes the acquisition of a subsurface easement located under approximately 2,388 square feet of land from Robert Granado and Vicki Anderson Granado. This property is located on Worth Street near its intersection with Peak Street and will be used for the Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project. The consideration is based on an independent appraisal.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

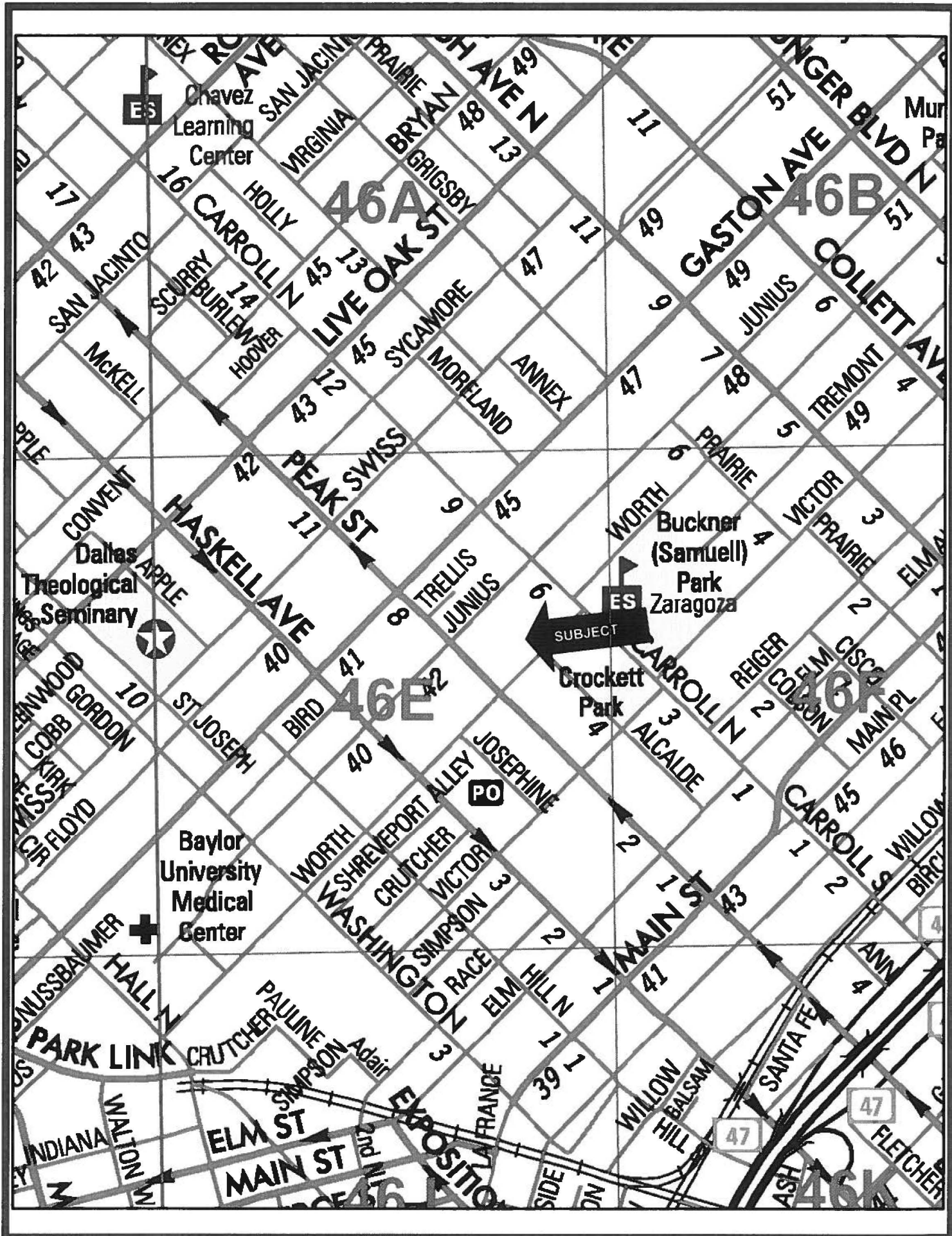
2006 Bond Funds - \$3,372 (\$1,672 plus closing costs and title expenses not to exceed \$1,700)

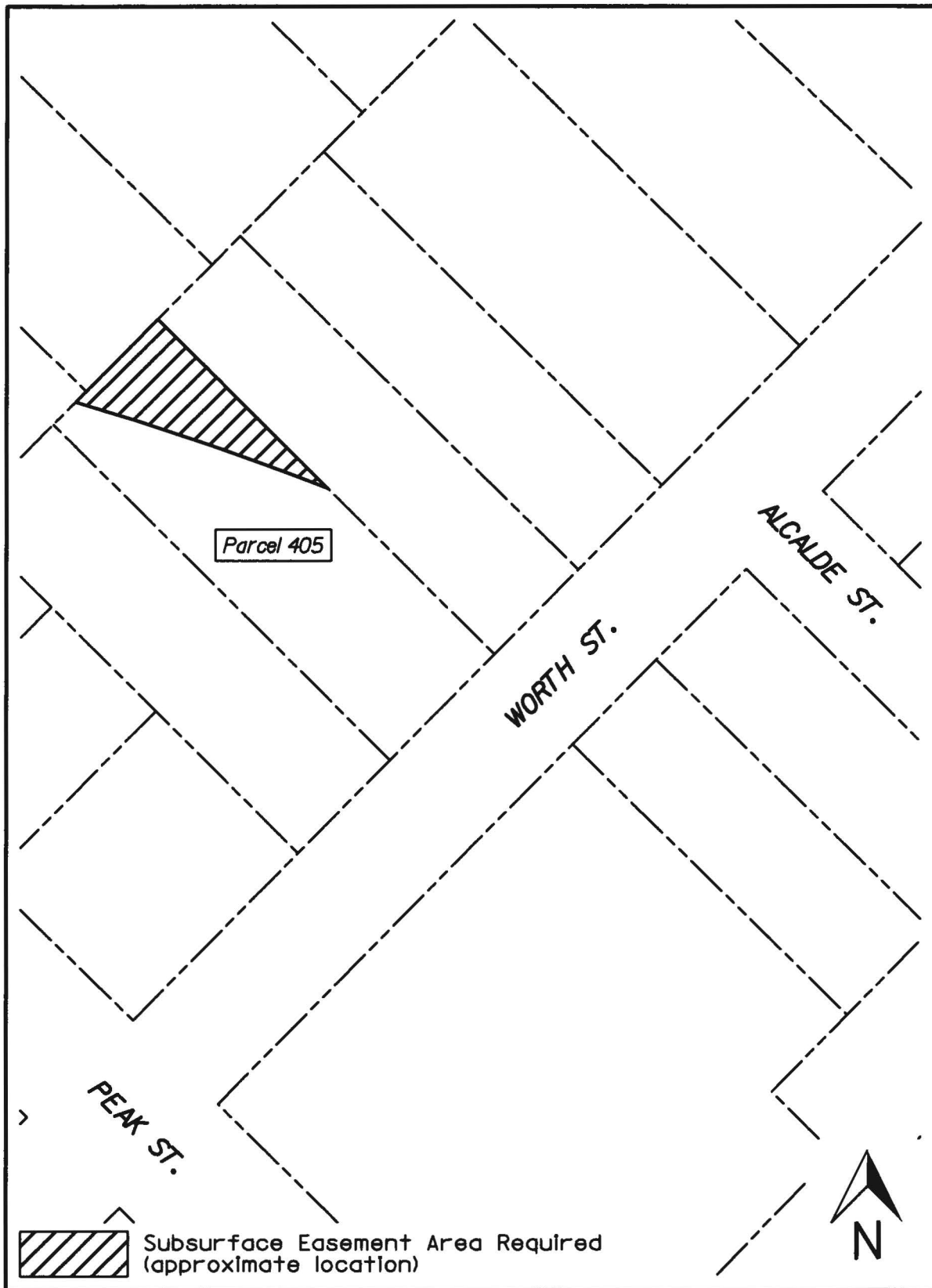
OWNER

Robert Granado
Vicki Anderson Granado

MAPS

Attached





February 25, 2015

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas

"PROPERTY": Located under approximately 2,388 square feet in area, lying between the subsurface elevations of 210 feet and 384 feet (U.S. Survey Feet), inclusive, North American Vertical Datum of 1988, located in Dallas County, Texas, the boundary of which property being more particularly described in "Exhibit A", attached hereto and made a part hereof for all purposes.

"PROJECT": Mill Creek/Peaks Branch/State Thomas Drainage Relief Tunnel Project

"USE": The below ground construction, installation, use, and maintenance of a deep tunnel for transmission of storm drainage.

"PROPERTY INTEREST": Flood Control Tunnel Easement

"OWNER": Robert Granado and Vicki Anderson Granado, provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"OFFER AMOUNT": \$1,672.00

"CLOSING COSTS AND TITLE EXPENSES": Not to exceed \$1,700.00

"AUTHORIZED AMOUNT": \$3,372.00

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

SECTION 1. That the USE of the PROPERTY for the PROJECT is a public use.

SECTION 2. That public necessity requires that the CITY acquire the PROPERTY INTEREST in the PROPERTY for the PROJECT.

February 25, 2015

SECTION 3. That for the purpose of acquiring the PROPERTY INTEREST in the PROPERTY, the Assistant Director of the Department of Sustainable Development and Construction Department, Real Estate Division, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY INTEREST in the PROPERTY.

SECTION 4. That in the event the OWNER accepts the OFFER AMOUNT, the Chief Financial Officer is authorized and directed to draw a warrant in favor of the OWNER, the then current owner of record, or the title company closing the transaction described herein in the OFFER AMOUNT payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4210, Encumbrance No. CT-PBW06T525E23, CLOSING COSTS AND TITLE EXPENSES payable out of 2006 Bond Funds: Fund No. 1T23, Department TWM, Unit T525, Activity SDRS, Program No. PB06T525, Object 4230, Encumbrance No. CT-PBW06T525E24. The OFFER AMOUNT, CLOSING COSTS and TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 5. That the CITY is to have possession of the PROPERTY at closing; and the CITY will pay the CLOSING COSTS AND TITLE EXPENSES. In the event of condemnation, the CITY will pay court costs as may be assessed by the Special Commissioners or the court. Further, that litigation expenses determined by the City Attorney to be necessary are authorized for payment. All costs and expenses described in this section shall be paid from the previously described funds.

SECTION 6. That if the OWNER refuses to accept the OFFER AMOUNT, the CITY will appropriate the PROPERTY INTEREST in the PROPERTY for the PROJECT under the laws of eminent domain and the provisions of the Charter of the City of Dallas. In such case, the City Attorney is authorized and requested to file the necessary proceeding(s) and take the necessary action for the prompt acquisition of the PROPERTY INTEREST in the PROPERTY by condemnation or in any manner provided by law.

SECTION 7. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the City Attorney is authorized and directed to join said parties as defendants in said condemnation proceedings or suit(s).

SECTION 8. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds CITY has obtained an independent appraisal of the PROPERTY'S market value.

SECTION 9. That OWNER has been provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

February 25, 2015

SECTION 10. That in the event the City Attorney files a condemnation proceeding because the OWNER refused to accept the OFFER AMOUNT; and in the event the special commissioners appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, the City Attorney is hereby authorized to settle the condemnation proceeding, or if the condemnation proceeding becomes a lawsuit, the lawsuit, for amount not to exceed the OFFER AMOUNT; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed the OFFER AMOUNT made payable to the County Clerk of Dallas County, to be deposited into the registry of the Court, to enable the CITY to take possession of the PROPERTY without further action of the Dallas City Council; and the Chief Financial Officer is hereby authorized to issue a check drawn on the previously described funds in an amount not to exceed \$1,700.00 for CLOSING COSTS AND TITLE EXPENSES in favor of the title company closing the transaction described herein. The Award, CLOSING COSTS AND TITLE EXPENSES together shall not exceed the AUTHORIZED AMOUNT.

SECTION 11. 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.

APPROVED AS TO FORM:
WARREN M. S. ERNST, City Attorney

BY 
Assistant City Attorney

**FIELD NOTES DESCRIBING 0.0548 ACRE (2,388 SQ. FEET)
SUB-SURFACE DRAINAGE TUNNEL EASEMENT
CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 405)
PART OF CITY BLOCK 4/792, PEAK'S SUBURBAN ADDITION
JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
CITY OF DALLAS, DALLAS COUNTY, TEXAS
FROM ROBERT GRANADO AND VICKI ANDERSON GRANADO**

BEING a 0.0548 acre (2,388-square-foot) tract of land situated in the John Grigsby Survey, Abstract Number 495, and being part of Block 4 (Official City of Dallas Block Number 4/792) of Peak's Suburban Addition, an addition to the City of Dallas recorded in Volume 45, Page 56 of the Deed Records of Dallas County, Texas, and being part of that certain tract of land conveyed to Robert Granado and wife, Vicki Anderson Granado as evidenced by General Warranty Deed with Vendor's Lien recorded in Volume 2005159, Page 9798 of the Official Public Records of Dallas County, Texas, and being more particularly described as follows:

(NOTE: Subsurface easement corners are not monumented.)

COMMENCING at a 1/2-inch iron rod (controlling monument) found in the northwest line of Worth Street, a 50-foot right-of-way, and the southeast line of City Block 4/792 for the east corner of that certain tract of land conveyed to Hector Ventura as evidenced by deed recorded in Instrument Number 201100331039 of the Official Public Records of Dallas County, Texas and the south corner of that certain tract of land conveyed to Don Yarbrough and Elizabeth Ann Nelson as evidenced by General Warranty Deed with Vendor's Lien recorded in Volume 2004126, Page 5118 of the Official Public of Dallas County, Texas;

THENCE South 44 degrees 35 minutes 29 seconds West along the southeast line of City Block 4/792, the southeast line of said Ventura tract, the southeast line of that certain tract of land conveyed to Richard A. Seltzer and wife, Barbara Brock Seltzer as evidenced by Warranty Deed recorded in Volume 81029, Page 2029 of the Deed Records of Dallas County, Texas, and the northwest line of Worth Street a distance of 100.00 feet to the south corner of said Seltzer tract;

THENCE North 45 degrees 03 minutes 26 seconds West departing the northwest line of Worth Street and the southeast line of City Block 4/792 along the common southwest line of said Seltzer tract and northeast line of said Granado tract a distance of 99.11 feet to the **POINT OF BEGINNING**, having coordinates of N=6976255.6255, E=2499195.8009 (not monumented);

THENCE departing the common southwest line of said Seltzer tract and the northeast line of said Granado tract, over and across said Granado tract and City Block 4/792 along a curve to the left having a central angle of 04 degrees 40 minutes 52 seconds, a radius of 1370.00 feet, an arc length of 111.93 feet, a chord bearing North 71 degrees 02 minutes 11 seconds West a distance of 111.90 feet to the common northwest line of said Granado tract and the southeast line of that certain tract of land conveyed to Kambiz Khadivi as evidenced by General Warranty Deed with Vendor's Lien recorded in Volume 97247, Page 879 of the Deed Records of Dallas County, Texas and the south line of Junius Apartments, an addition to the City of Dallas recorded in Volume 87229, Page 1421 of the Deed Records of Dallas County, Texas, having coordinates of N=6976291.9845, E=2499089.9881;

THENCE North 44 degrees 35 minutes 29 seconds East along the common northwest line of said Granado tract, the southeast line of said Khadivi tract, the southeast line of said Junius Apartments, and



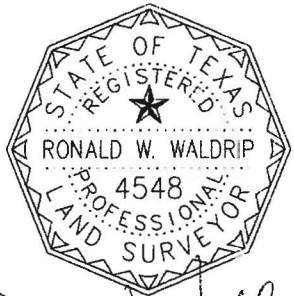
**FIELD NOTES DESCRIBING 0.0548 ACRE (2,388 SQ. FEET)
 SUB-SURFACE DRAINAGE TUNNEL EASEMENT
 CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 405)
 PART OF CITY BLOCK 4/792, PEAK'S SUBURBAN ADDITION
 JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
 CITY OF DALLAS, DALLAS COUNTY, TEXAS
 FROM ROBERT GRANADO AND VICKI ANDERSON GRANADO**

the southeast line of that certain tract of land conveyed to Common Ground Community Economic Development Corporation as evidenced by Special Warranty Deed recorded in Volume 90175, Page 3506 of the Deed Records of Dallas County, Texas a distance of 49.02 feet to the north corner of said Granado tract and the west corner of said Seltzer tract, having coordinates N=6976326.8872, E=2499124.3965 (not monumented), from which a 3/8-inch iron rod found bears North 45 degrees 03 minutes 26 seconds West a distance of 0.43 feet;

THENCE South 45 degrees 03 minutes 26 seconds East along the common northeast line of said Granado tract and the southwest line of said Seltzer tract, over and across City Block 4/792, a distance of 100.89 feet to the **POINT OF BEGINNING**;

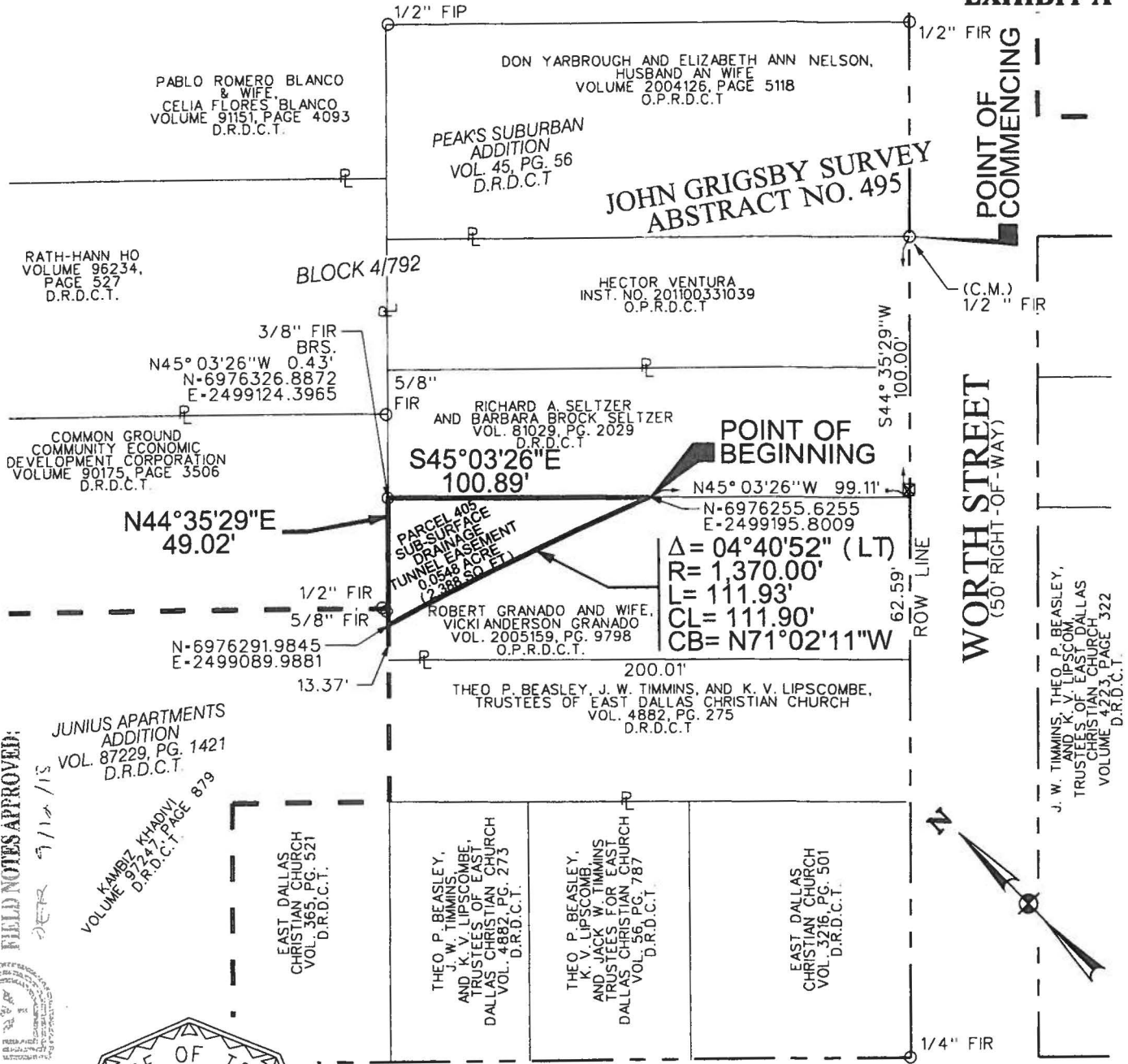
CONTAINING within the metes recited 0.0548 acre (2,388 square feet) of land, more or less.

Basis of Bearing is the State Plane Coordinate System, Texas North Central Zone (4202), North American Datum of 1983. All coordinates are state plane on grid. All distances are surface distances. Surface Adjustment Scale Factor: 1.0001365060.


Ronald W. Waldrip 8/29/13

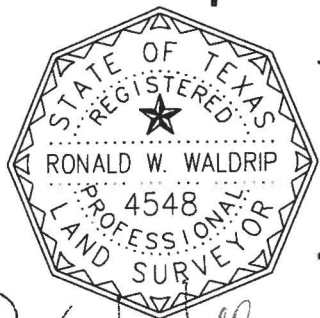


FIELD NOTES APPROVED:
 DER 9/12/13



FIELD NOTES APPROVED:
 PER 5/11/13

JUNIUS APARTMENTS
 ADDITION
 VOL. 87229, PG. 1421
 D.R.D.C.T.
 KAMBIZ KHADIVI
 VOL. 92247, PAGE 879
 D.R.D.C.T.



Ronald W. Waldrup
 8/29/13

PEAK STREET
 (60' RIGHT-OF-WAY)

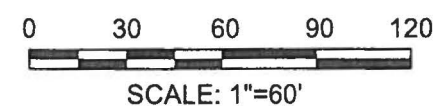
EAST DALLAS CHRISTIAN
 CHURCH
 DOC# 20070172840
 D.R.D.C.T.

BLOCK 3/791

LEGEND

- | | | | |
|-----|---------------------|-------------|-------------------------|
| --- | ROW LINE | (C.M.) | CONTROL MONUMENT |
| —P— | PROPERTY LINE | FIR | FOUND IRON ROD |
| --- | LOT LINE | FIP | FOUND IRON PIPE |
| --- | SUBDIVISION LINE | D.R.D.C.T | DEED RECORDS DALLAS |
| --- | PROP. EASEMENT LINE | O.P.R.D.C.T | COUNTY TEXAS |
| —O— | IRON ROD | | OFFICIAL PUBLIC RECORDS |
| —X— | X-CUT | | DALLAS COUNTY TEXAS |
| —Δ— | MONUMENT | | |

NOTE: SUBSURFACE EASEMENT CORNERS
 ARE NOT MONUMENTED



Basis of Bearing is the State Plane
 Coordinate System, Texas North
 Central Zone (4202), North American
 Datum of 1983. All coordinates are
 state plane on grid. All distances are
 surface distances. Surface Adjustment
 Scale Factor: 1.0001365060.

SUB-SURFACE DRAINAGE TUNNEL EASEMENT
 CITY OF DALLAS DRAWING NO. 423R-54 (PARCEL 405)
 PART OF CITY BLOCK 4/792, PEAK'S SUBURBAN ADDITION
 JOHN GRIGSBY SURVEY, ABSTRACT NUMBER 495
 CITY OF DALLAS, DALLAS COUNTY, TEXAS

ARS Engineers, Inc.
 12801 N. Central Expressway, Suite 1250
 Dallas, Texas 75243
 Surv. Firm No. 10131900 (214) 739-3152 Fax (214) 739-3169

AGENDA ITEM # 73

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 7

DEPARTMENT: Sustainable Development and Construction
City Attorney's Office

CMO: Ryan S. Evans, 671-9837
Warren M.S. Ernst, 670-3491

MAPSCO: 48R

SUBJECT

A resolution consenting to the condemnation and acceptance of the award of the Special Commissioners of approximately 16,169 square feet of City-owned land to Union Pacific Railroad Company v. City of Dallas, et al, Cause No. CC-14-01387-D, located at 8414 Forney Road - Revenue: \$27,134

BACKGROUND

This item consents to the condemnation and acceptance of the award of the Special Commissioners of approximately 16,169 square feet of City-owned land to Union Pacific Railroad Company.

This is an eminent domain case filed by Union Pacific Railroad Company against the City for the acquisition of City-owned land declared unwanted and unneeded by Resolution No. 09-0163. The Petition in Condemnation was filed on March 24, 2014. As required by law, the judge appointed three special commissioners to determine the compensation for the acquisition of the property. The Commissioners' hearing was held on May 30, 2014, and determined the property's market value was \$27,134.

Because an entity with condemning authority is seeking to condemn property owned by the City, the City Council needs to formally consent to the acquisition of the property if it has no objection to the acquisition.

The compensation amount is based upon an independent appraisal.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Council declared this property unwanted and unneeded on January 14, 2009, by Resolution No. 09-0163.

Council will be briefed in Closed Session on September 17, 2014.

This item was deferred at the request of Councilmember Davis on September 24, 2014.

This item was deferred at the request of Councilmember Davis on October 22, 2014.

FISCAL INFORMATION

Revenue: \$27,134

OWNER

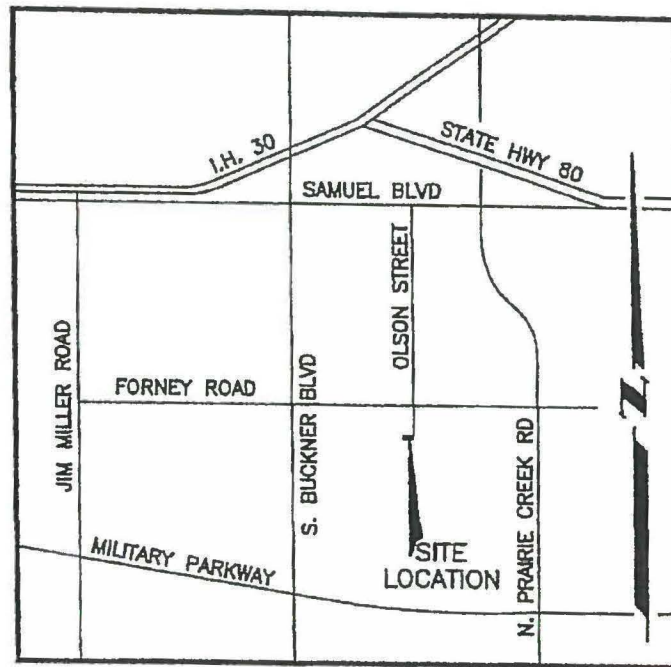
Union Pacific Railroad Company

John J. Koraleski, President

MAP

Attached

R.O.W. PURCHASE
OLSON STREET AND
UNION PACIFIC RAILROAD
CITY BLOCK 6212
CITY OF DALLAS, DALLAS COUNTY, TEXAS



February 25, 2015

A RESOLUTION CONSENTING TO AND AUTHORIZING SETTLEMENT OF A CONDEMNATION SUIT FILED AGAINST THE CITY.

WHEREAS, the City of Dallas owns a tract of land containing approximately 16,169 square feet situated in City Block B/6212, Dallas, Dallas County, Texas, located at 8414 Forney Road in the City of Dallas, Dallas County, Texas, as described in Exhibit "A", attached herein (the PROPERTY); and

WHEREAS, the City Council declared the PROPERTY surplus to the City's needs by passing Resolution No. 09-0163 on January 14, 2009; and

WHEREAS, Union Pacific Railroad Company filed a lawsuit styled Union Pacific Railroad Company v. City of Dallas, et al., Cause No. CC-14-01387-D, in County Court at Law No. 4 of Dallas County, Texas (the CONDEMNATION SUIT) on March 24, 2014, seeking to acquire the PROPERTY by eminent domain; and

WHEREAS, the Judge appointed three Special Commissioners to determine the compensation owed for the acquisition of the PROPERTY; and

WHEREAS, the Special Commissioners held a hearing on May 30, 2014, and determined the property's market value was \$27,134 (the COMMISSIONERS' AWARD); and

WHEREAS, the City consents in this instance to allow the condemnation of the PROPERTY; and

WHEREAS, the City Council desires to authorize the City Attorney to settle the CONDEMNATION SUIT for the amount of the COMMISSIONERS' AWARD; **Now, Therefore,**

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

SECTION 1. That the City Attorney is authorized to settle the CONDEMNATION SUIT for the amount of the COMMISSIONERS' AWARD.

SECTION 2. That the City Attorney is authorized to prepare and execute such documents as may be necessary to effect the settlement described herein.

February 25, 2015

SECTION 3. That any and all proceeds received for the PROPERTY be deposited to General Fund 0001, Department DEV, Balance Sheet Account 0519 and Department of Sustainable Development and Construction, Real Estate Division shall be reimbursed for the cost of obtaining legal description, appraisal and other administrative costs incurred. The reimbursement proceeds shall be deposited in General Fund 0001, Dept DEV, Unit 1183, Object 5011 and any remaining proceeds shall be transferred to the General Capital Reserve Fund 0625, Department BMS, Unit 8888, Revenue Source 8118.

SECTION 4. 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.

APPROVED AS TO FORM

Warren M. S. Ernst

City Attorney

By: _____


Assistant City Attorney

EXHIBIT A

R.O.W. PURCHASE OLSON STREET AND UNION PACIFIC RAILROAD CITY BLOCK 6212 CITY OF DALLAS, DALLAS COUNTY, TEXAS

BEING a 16,169 sq. ft. tract of land situated in the ARCHIBALD D. BROWN SURVEY, ABSTRACT NO. 154, City of Dallas, Dallas County, Texas and being part of Block B/6212 of Fomey Road Animal Shelter, an addition to the City of Dallas, recorded in Volume 75152, Page 200, Deed Records, Dallas County, Texas (D.R.D.C.T.), and being a portion of that certain tract of land conveyed by deed to The City of Dallas, recorded in Volume 75096, Page 1284, D.R.D.C.T. and being more particularly described as follows:

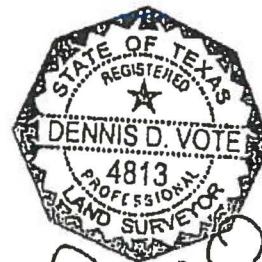
BEGINNING at a 5/8" Iron rod found for corner at the intersection of the westerly right-of-way line of Olson Street (a 64' R.O.W.) with the northerly right-of-way line of Union Pacific Railroad (a variable width right-of-way);

THENCE S 89°23'36" W, along the south line of said City of Dallas tract and the north right-of-way line of said UPRR, according to the boundary line agreement, recorded in Volume 4795, Page 420, D.R.D.C.T., a distance of 565.07 feet to a 1/2" Iron rod set in the southeasterly right-of-way line of the Union Pacific Railroad (a 26' R.O.W.) and being the southwest corner of said City of Dallas tract and the southwest corner of said Fomey Road Animal Shelter addition and being in a non-tangent curve to the left having a central angle of 07°18'50", a radius of 456.81 feet, and a chord bearing N 58°24'29" E, a distance of 58.27 feet;

THENCE along the southeasterly line of said Union Pacific Railroad and the west line of said City of Dallas tract and the west line of said Fomey Road Animal Shelter addition and the said curve to the left, an arc distance of 58.31 feet to a 1/2" iron rod set for corner;

THENCE N 89°23'36" E, crossing said City of Dallas tract and the said Fomey Road Animal Shelter addition, a distance of 514.43 feet to a 1/2" inch iron rod set for corner, being in the westerly right-of-way line of said Olson Street;

THENCE S 00°14'21" E, along the westerly right-of-way line of said Olson Street, a distance of 30.00 feet to the POINT OF BEGINNING and containing 16,169 sq. ft. or 0.3712 acres of land.



Dennis D. Vote
Aug. 19, 2013

BEARING SOURCE:

THE NORTH LINE OF RAILROAD RIGHT-OF-WAY, DALLAS
COUNTY, TEXAS (S 89°23'36" W)

DATE: 08-19-13
SHEET 1 OF 3
PROJECT NO. 2012-048 TR12

VOTEX SURVEYING COMPANY 4548 Tuscany Drive Plano, Texas 75093-7042 Ph. (972) 964-0858

EXHIBIT A

R.O.W. PURCHASE OLSON STREET AND UNION PACIFIC RAILROAD CITY BLOCK 6212

CITY OF DALLAS, DALLAS COUNTY, TEXAS

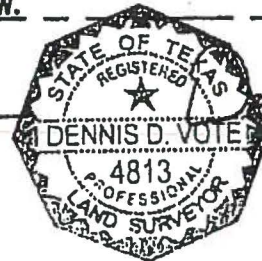
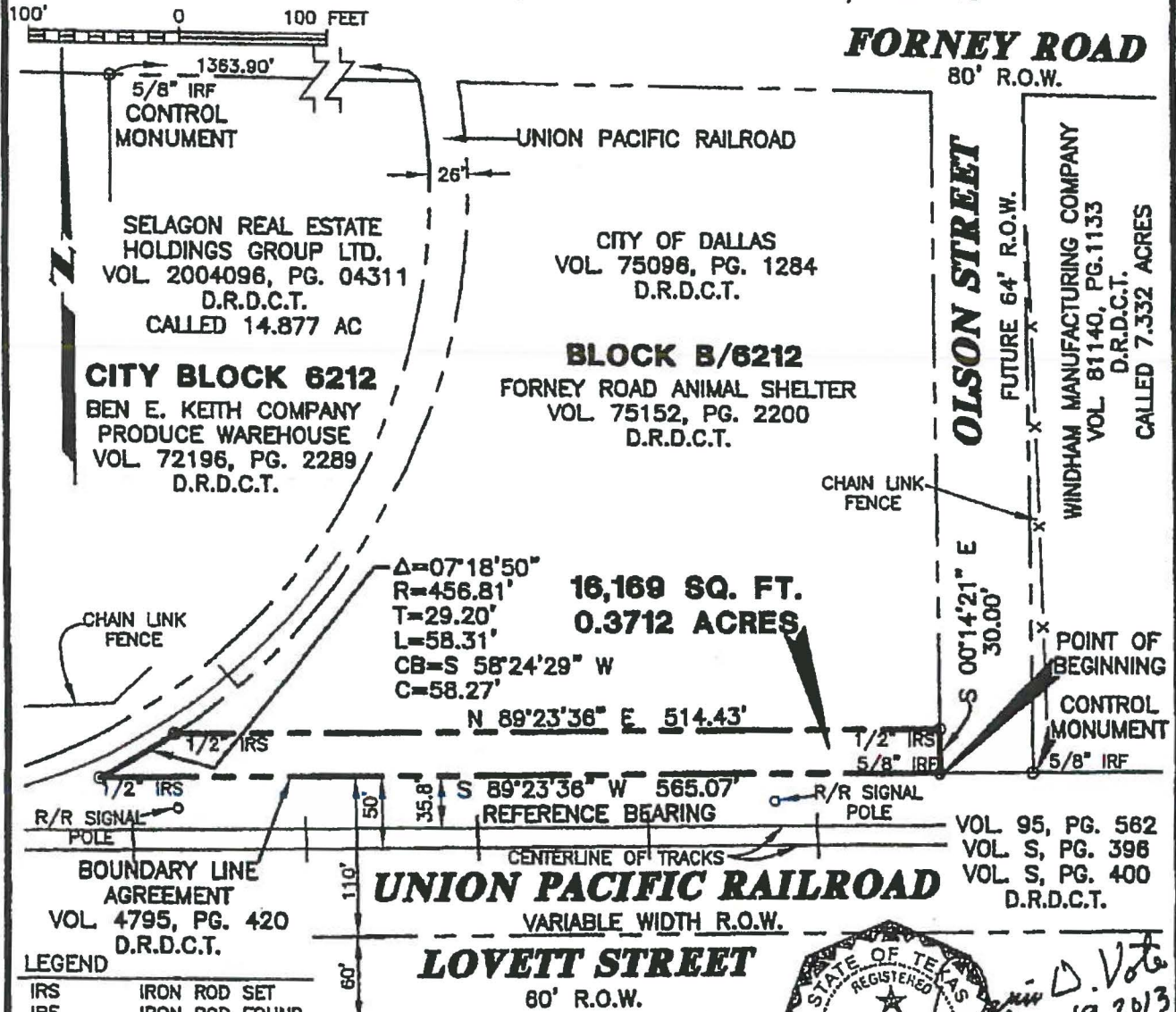
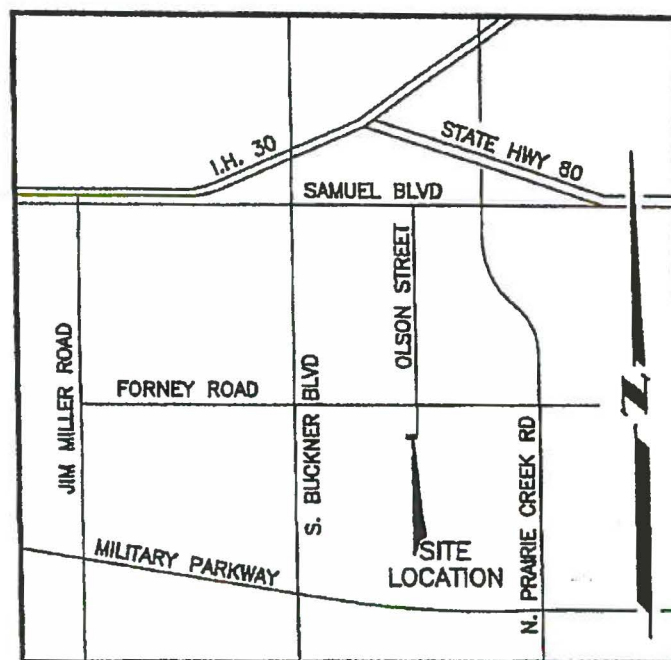


EXHIBIT A

R.O.W. PURCHASE OLSON STREET AND UNION PACIFIC RAILROAD CITY BLOCK 6212 CITY OF DALLAS, DALLAS COUNTY, TEXAS



BEARING SOURCE:

THE NORTH LINE OF RAILROAD RIGHT-OF-WAY, DALLAS
COUNTY, TEXAS (S 89°23'36" W)

DATE: 08-19-13
SHEET 3 OF 3
PROJECT NO. 2012-048 TR12

VOTEX SURVEYING COMPANY 4548 Tuscony Drive Plano, Texas 75093-7042 Ph.(972) 964-0868

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 6

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 11 A P

SUBJECT

Authorize a Chapter 380 economic development grant agreement with AMN Healthcare, Inc., in an amount up to \$250,000 to offset development fees and other related costs associated with the relocation of the company's headquarters to 8840 Cypress Waters Boulevard, Dallas, pursuant to the Public/Private Partnership Program - Not to exceed \$250,000 - Financing: Public/Private Partnership Funds

BACKGROUND

For the past several months, city staff has been in discussions with representatives of AMN Healthcare regarding the relocation of its regional offices to a new \$26 million (165,000 s.f.) facility speculatively developed by Billingsley Company within the Cypress Waters development. AMN Healthcare, who is relocating its offices from Irving, Texas, considered the city of Dallas along with a number of northern suburban cities for its new location. AMN Healthcare will relocate at least 500 jobs to Dallas and anticipates adding an additional 30 to 50 additional jobs by the end of 2017. Additionally, the company anticipates investing approximately \$3.5 million in new business personal property with the project and tenant improvements are expected to exceed \$4 million.

AMN Healthcare will be eligible for half of the proposed grant (\$125,000) upon verification of at least 500 jobs being located at its new Cypress Waters facility by December 2015. The second \$125,000 of the proposed grant will be eligible for disbursement once the company reaches at least 550 jobs on site by December 2017. AMN Healthcare will be required to reimburse the City \$125,000 should it not maintain at least 500 jobs on site for a period of five years from move in.

AMN Healthcare provides workforce solutions and staffing services to healthcare facilities across the nation. The company offers a range of services including managed services programs, vendor management systems, recruitment outsourcing, consulting, physician and nursing placement among others. Headquartered in San Diego, California, AMN Healthcare employs approximately 1,900 nationally.

BACKGROUND (Continued)

The proposed project surpasses minimum Public/Private Partnership Program guidelines and results in an estimated 10-year net fiscal impact of \$6.4 million. The estimated 20-year net fiscal impact exceeds \$20 million.

ESTIMATED SCHEDULE OF PROJECT

Begin Tenant Improvements February 2015
Company moves into new space December 2015

PRIOR ACTION / REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On January 20, 2015, a memo was presented to the Economic Development Committee regarding authorizing a Chapter 380 economic development grant agreement with AMN Healthcare, Inc., in an amount up to \$250,000 to offset development fees and other related costs associated with the relocation of the company's headquarters to 8840 Cypress Waters Boulevard, in Dallas pursuant to the Public/Private Partnership Program.

FISCAL INFORMATION

Public/Private Partnership Funds - \$250,000

OWNER

AMN Healthcare, Inc.

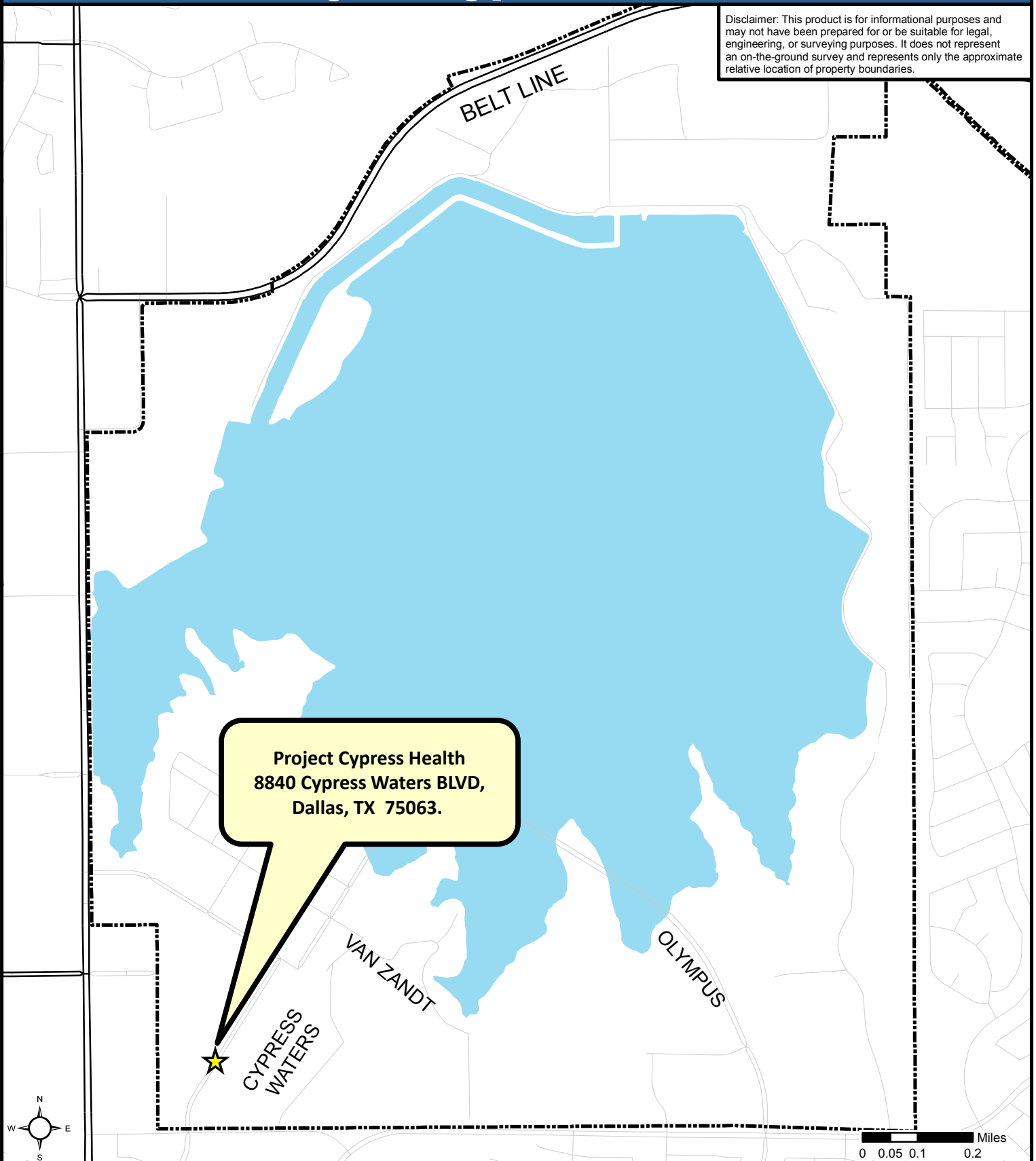
Mark Smith, President

MAP

Attached.

Project Cypress Health

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.



Project Cypress Health
8840 Cypress Waters BLVD,
Dallas, TX 75063.

**DALLAS
ECONOMIC
DEVELOPMENT**

Research & Information Division
214.670.1685
dallas-ecodev.org

Legend



Project Cypress Health

City of Dallas



Freeway

Arterial

Local Road

February 25, 2015

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

WHEREAS, on June 25, 2014 by Resolution No. 14-0993, the City Council elected to continue its participation in tax abatement and the Public/Private Partnership Program Guidelines and Criteria governing tax abatement agreements to be entered by the City as required by the Property Redevelopment and Tax Abatement Act, as amended, V.T.C.A. Tax Code, Chapter 312 (the "Act") by Resolution No. 12-1520 as amended; and

WHEREAS, the City desires to enter into an economic development grant agreement with AMN Healthcare, Inc. for job creation in Dallas.

NOW, THEREFORE,

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

Section 1. That the City Manager, upon approval as to form by the City Attorney is hereby authorized to execute an economic development grant agreement with AMN Healthcare, Inc. related to the relocation of the company's operations to 8840 Cypress Waters Boulevard, Dallas.

Section 2. That the economic development grant shall be in an amount not to exceed \$250,000 provided the company meets its obligations under the grant agreement with the City.

Section 3. That the terms of the grant payment shall be as follows:

- (1). The grant will be paid in two installments not to exceed \$125,000 each.
- (2). First installment of \$125,000 shall be payable once AMN Healthcare, Inc.: Maintains a minimum of 500 FTE's at the facility by December 31, 2015.
- (3). Second installment of \$125,000 shall be payable once AMN Healthcare, Inc.: Maintains a minimum of 550 total FTE's on or before December 31, 2017.
- (4). Should the company fail to maintain a minimum of 500 FTE's for a period of five years beginning the date of payment of the first grant installment, the company shall repay \$125,000.

Section 4. That the Chief Financial Officer is hereby authorized to encumber and disburse future funds from: Fund 0352, Department ECO, Unit 9992, Object 3016, Activity PPPF, Encumbrance No. ECO9992D315, Vendor No. VC13873, in an amount not to exceed \$250,000.

February 25, 2015

Section 5. That this resolution 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.

AGENDA ITEM # 75

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2, 14

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 K

SUBJECT

Authorize a development agreement with Akard Owner, LLC to reimburse eligible project costs related to environmental remediation, demolition, street/utility improvements and façade improvements associated with the Mayflower Building redevelopment project located at 411 North Akard Street in an amount not to exceed \$5,300,246 plus Economic Development and Affordable Housing TIF Grants in an amount not to exceed \$4,699,754, for a total TIF incentive not to exceed \$10,000,000 from revenues accruing to Tax Increment Financing Reinvestment Zone Eleven (Downtown Connection TIF District) – Not to exceed \$10,000,000 - Financing: Downtown Connection TIF District Funds (subject to appropriations)

BACKGROUND

The Mayflower Building (411 N. Akard Street) was originally built in 1965 as a 9-story, rectangular, multi-tenant office building with a subsurface parking garage containing 750 parking spaces. Akard Owner, LLC will purchase the building and convert the vacant office space to residential units and ground floor retail.

The sub-surface parking garage is not a part of the purchase and will be retained by its current owners. In 2012, the California State Teachers Retirement System purchased 411 N. Akard for its underground parking with no plans to activate the building. The 750 parking spaces service Ross Tower located across the street from the building.

Redevelopment of the building and property includes 215 apartments located on floors four through nine, approximately 13,700 square feet of retail space on the ground floor, and 216 on-site reserved parking spaces on the second and third floors for exclusive use of apartment tenants. Construction will begin on or before September 30, 2015.

Akard Owner, LLC will incorporate high-end apartment level finishes and unique, high-quality amenities which include a rooftop pool, dog run, fitness center, community room, and outdoor kitchen.

BACKGROUND (Continued)

A covered light well will be constructed as a design feature in the core of the building on floors four through nine to allow natural light into the units that overlook this space, while creating an open air bridge on each floor.

As part of this project, Akard Owner, LLC will provide double the minimum amount of affordable units required for TIF projects in the Downtown Connection TIF. Twenty percent (20%) of the total number of units will meet the district's Mixed Income Housing Guidelines. As a result of providing the additional affordable units, the developer will be eligible for an Affordable Housing TIF Grant in the amount of \$1M dollars upon receiving a Certificate of Occupancy for the residential portion of the project.

Akard Owner LLC shall record deed restrictions for the benefit of City prior to completion of the project to ensure the affordability requirements are secured before any TIF subsidies are paid and such restrictions shall continue throughout the affordability period. The deed restrictions shall not be released under any circumstances even in the event the agreement is terminated prior to the end of the affordability period.

The total project cost for the redevelopment project is \$56,109,085. TIF funding for the project is proposed to be a maximum of \$10,000,000. \$3,699,754 of the TIF funding is in the form of an Economic Development TIF Grant to make the project feasible and \$1,000,000 of the funding is in the form of an Affordable Housing TIF Grant to offset a portion of revenue lost by providing more than the minimum number of affordable residential units. Remaining TIF funding will reimburse project costs for environmental remediation, demolition, façade improvements, and infrastructure improvements.

ESTIMATED PROJECT SCHEDULE

Project Start Date	September 2015
Project Completion Date	June 2017

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On December 11, 2014, Downtown Connection TIF District Board of Directors reviewed and recommended approval of a development agreement with Akard Owner, LLC for TIF incentives and dedication of TIF funding for the Mayflower Building redevelopment project (411 N. Akard Street) in an amount not to exceed \$5,300,246 for streetscape, utility, historic façade restoration, demolition and abatement improvement costs, plus an Economic Development and Affordable Housing TIF Grants in an amount not to exceed \$4,699,754, for a total TIF incentive not to exceed \$10,000,000 with a condition requiring the developer to continue to work with the CityDesign Studio on the project's design and TIF board's review of the project's revised conceptual design plans.

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

On February 12, 2015, the Downtown Connection TIF District Board of Directors reviewed and recommended approval of the Mayflower Building redevelopment project's revised conceptual design plans.

On February 17, 2015, the Economic Development Committee was briefed and recommended approval of a development agreement with Akard Owner, LLC for TIF funding to support the Mayflower Building redevelopment project in an amount not to \$10,000,000.

FISCAL INFORMATION

\$10,000,000 – Downtown Connection TIF District Funds (subject to appropriations)

PROJECT COUNCIL DISTRICT

14

OWNER

CSHV LINCOLN PLAZA 2

100 Waugh Drive, Suite 600
Houston, TX 77007-6340

MAP

Attached.

DEVELOPER

Akard Owner, LLC

A. Thomas Leonhard, Jr., Authorized Agent
812 Gravier Street, Suite 200
New Orleans, LA 70112

Mayflower Building Redevelopment Project - 411 N. Akard Street



City of Dallas
Office of Economic Development

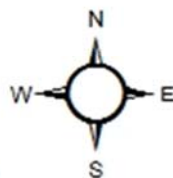


Area Redevelopment Division
<http://www.Dallas-EcoDev.org>

Created 2/2013

Legend

- Mayflower Building - 411 N. Akard St.
- Downtown Connection TIF Boundary
- Downtown Connection TIF Parcels
- Properties Outside of TIF
- Rail Station
- DART Red Line
- DART Blue Line
- DART Green Line
- DART Orange Line
- Trinity Railway Express



February 25, 2015

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

WHEREAS, on June 8, 2005, the City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Eleven, City of Dallas, Texas (“Downtown Connection TIF District”) in accordance with the Tax Increment Financing Act, as amended, Chapter 311 of the Texas Tax Code, Vernon's Texas Codes Annotated (the “Act”) to promote development and redevelopment in the Uptown and Downtown areas through the use of tax increment financing by Ordinance No. 26020; as amended; and

WHEREAS, on August 29, 2005, the City Council authorized the Downtown Connection Tax Increment Financing District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 26096; as amended; and

WHEREAS, on December 11, 2014, the Downtown Connection TIF District Board of Directors reviewed and recommended approval of a development agreement with Akard Owner, LLC for TIF incentives and dedication of TIF funding for the Mayflower Building redevelopment project (411 N. Akard Street) in an amount to exceed \$5,300,246 for streetscape, utility, historic façade restoration, demolition and abatement improvement costs, plus an Economic Development and Affordable Housing TIF Grants in an amount not to exceed \$4,699,754, for a total TIF incentive not to exceed \$10,000,000 with a condition requiring the developer to continue to work with the CityDesign Studio on the project's design and TIF board's review of the project's revised conceptual design plans; and

WHEREAS, on February 12, 2015, the Downtown Connection TIF District Board of Directors reviewed and recommended approval of the Mayflower Building redevelopment project's revised conceptual design plans; and

WHEREAS, on February 12, 2015, the Downtown Dallas Development Authority reviewed and recommended approval of an Affordable Housing TIF Grant for the Mayflower Building redevelopment project in an amount not to exceed \$1,000,000; and

WHEREAS, on February 17, 2015, the Economic Development Committee was briefed and recommended approval of a development agreement with Akard Owner, LLC for TIF funding to support the Mayflower Building redevelopment project in an amount not to \$10,000,000; and

February 25, 2015

WHEREAS, in furtherance of the Downtown Connection TIF District Project Plan and Reinvestment Zone Financing Plan and to promote within the Downtown Connection TIF District: (1) development and diversification of the economy, (2) elimination of unemployment and underemployment, and (3) development and expansion of commerce, the City desires to provide economic incentives to Akard Owner, LLC for the redevelopment of the 411 N. Akard Street's site and buildings (the "Property" or "Project") in the Downtown Connection TIF District as depicted in the Site Plan/Landscape Plan, North and East Building Elevations, South and West Building Elevations, Project Renderings and Ground Level and Level 1 Plans, attached hereto as **Exhibits A, B, C, D and E** respectively; and

WHEREAS, the expenditure of TIF funds supporting this project is consistent with promoting development and redevelopment of the Downtown Connection TIF District in accordance with the purposes for its creation, the City's revised Public/Private Partnership Guidelines and Criteria, the ordinance adopted by the City Council approving the Project and Financing Plan, and is for the purpose of making public improvements consistent with and described in the Project and Financing Plan for the Downtown Connection TIF District.

NOW, THEREFORE,

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

Section 1. That the City Manager, upon approval as to form by the City Attorney is hereby authorized to execute a development agreement with Akard Owner, LLC, and the City of Dallas, on behalf of the Downtown Connection TIF District for the Mayflower Building redevelopment project.

Section 2. That the Downtown Connection TIF District Board of Directors is authorized to dedicate future Downtown Connection TIF revenues in an amount not to exceed \$10,000,000, of which, \$3,699,754 is in the form of an Economic Development TIF Grant for TIF-eligible project costs associated with the redevelopment project located in the Downtown Connection TIF District and \$1,000,000 in the form of an Affordable Housing TIF Grant, as shown in **Exhibit F** – TIF Budget – Eligible Project Costs. These costs include, but are not limited to design, engineering, construction management, professional services, paving and streetscape improvements, environmental remediation and demolition, and façade improvement costs for the Mayflower Building redevelopment project.

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

Fund 0044, Department ECO, Unit P943, Object 4510, Activity DTTI, Program No. DCTIF0017, CT ECOP943D316-01, Vendor No. VS87328, in an amount not to exceed \$837,188;

February 25, 2015

Section 3. (Continued)

Fund 0044, Department ECO, Unit P943, Object 3072, Activity DTTI, Program No. DCTIF0017, CT ECOP943D316-02, Vendor No. VS87328, in an amount not to exceed \$2,192,139;

Fund 0044, Department ECO, Unit P943, Object 3072, Activity DTTI, Program No. DCTIF0017, CT ECOP943D316-03, Vendor No. VS87328, in an amount not to exceed \$1,770,919;

Fund 0044, Department ECO, Unit P943, Object 4111, Activity DTTI, Program No. DCTIF0017, CT ECOP943D316-04, Vendor No. VS87328, in an amount not to exceed \$500,000;

Fund 0044, Department ECO, Unit P943, Object 3016, Activity DTTI, Program No. DCTIF0017, CT ECOP943D316-05, Vendor No. VS87328, in an amount not to exceed \$3,699,754;

Fund 0044, Department ECO, Unit P943, Object 3016, Activity DTTI, Program No. DCTIF0017, CT ECOP943D316-06, Vendor No. VS87328, in an amount not to exceed \$1,000,000;

For a total not to exceed \$10,000,000.

Funds may be shifted among categories, except the Affordable Housing TIF Grant category, as long as the total TIF funding does not exceed \$10,000,000.

Section 4. That nothing in the resolution shall be construed to require the City to approve future dedications of Downtown Connection TIF revenues (the “TIF Subsidy”) from any source of the City funds other than the Downtown Connection TIF District Fund. Any portion of the TIF Subsidy that remains unpaid due to lack or unavailability of Downtown Connection TIF District Funds shall no longer be considered project costs of the Downtown Connection TIF District or the City and the obligation of the Downtown Connection TIF District to pay the Owner shall automatically expire.

Section 5. That the TIF Subsidy to be provided to Akard Owner, LLC, will be based on the Downtown Connection TIF District’s Increment Allocation Policy and Reimbursement Queue for the sharing of future revenues in the Tax Increment Fund, adopted by the Downtown Connection TIF District Board of Directors September 16, 2009 (See **Exhibit G**).

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:

February 25, 2015**Section 6. (Continued)**

- A. Minimum private investment of \$39,000,000 for the Project, inclusive of acquisition, construction and construction related soft costs.

The term “Invest” or “Investment” means the sum of acquisition costs and all construction costs (hard and soft) paid, payable or actually incurred by or on behalf of the Owner, with respect to the Property and the improvements thereon. Construction related soft costs include the following items: architecture and engineering, interior design and construction management. Construction management is solely intended to cover fees paid to an outside consultant or third-party who confirms the quality of work. Developer fees, legal fees, carrying costs or other similar costs shall not be considered toward this definition of project investment. The owner must provide verification of all expenditures.

- B. Redevelopment of 411 N. Akard Street building and site shall include (the “Project Improvements”):

1. Minimum 6,850 square feet of finished ground floor retail, restaurant, business center, and/or commercial space, including residential leasing office and fitness center, plus a minimum of 3,425 ground floor square feet completed to white box condition;
2. Minimum 130,000 net leasable residential space (approximately 161 units); and
3. Public Infrastructure Improvements in accordance with the project’s approved conceptual design plans.

- C. Obtain a building permit and start construction and/or demolition for the Project by September 30, 2015;

- D. Obtain a Certificate of Occupancy (CO) for the residential portion of the Project by June 30, 2017;

- E. Obtain a final Green Tag and/or completion status report issued by the Building Inspections division of the Sustainable Development and Construction Department for ground floor retail/restaurant/commercial space indicating completion of construction that brings the ground floor to a “white box” condition ready to lease and for tenant improvements by June 30, 2017.

February 25, 2015**Section 6. (Continued)**

White box condition is described as completion of the infrastructure improvements that consist of heating/cooling delivery systems capable of supporting the future tenant requirements including electrical service available to support lighting, switches and outlets, plumbing services available to support future lavatories, and a finished ceiling grid system with ceiling tiles stacked on the floor ready for tenant finish out. The perimeter walls will be framed and insulated and ready for the future tenant(s). The retail space will include a clean concrete slab floor ready for tenant flooring installation;

- F. Obtain final acceptance of public infrastructure improvements associated with the Project, as evidenced by the issuance of a Green Tag from the Public Works and Transportation Department by June 30, 2017 and submit documentation to the Office of Economic Development (the "OED");
- G. Execute an Operating and Maintenance agreement for non-standard public infrastructure improvements associated with the Project by June 30, 2017, for a period of 20 years;
- H. At least 6,850 square feet of finished ground floor retail, restaurant, business center, and/or commercial space, including residential leasing office and fitness center, plus a minimum of 3,425 ground floor square feet finished to white box condition, must be completed by June 30, 2017;
- I. The residential component shall not permanently discontinue or close at any time during the TIF Subsidy payment period. If the residential component is temporarily discontinued or closed, a 90 day cure period will be granted, if issues are not addressed within cure period, Project shall not be eligible to receive further payment of TIF Subsidy;
- J. Prior to City Council consideration, review of the Project's design by the Urban Design Peer Review Panel (UDPRP), an independent group of design, engineering, and/or planning professionals selected by the Dallas City Manager, is required. The UDPRP shall review and provide recommendations on the Project's design to the TIF Board for their consideration;

February 25, 2015**Section 6. (Continued)**

- K. Work with OED Staff and CityDesign Studio to address outstanding project design elements that address improving the pedestrian environment on Akard and Patterson Streets while maintaining as much on street parking as possible and investigate incorporation of additional ways to activate the ground floor on the Patterson Street building elevation while maintaining the project's current count of 216 covered parking spaces. All design modifications must be mutually agreed upon by the Director of OED and Owner;
- L. Construction of Project Improvements shall be in substantial conformance with design plans approved by the Downtown Connection TIF District Board of Directors and Dallas City Council;
- M. The Project shall be managed by HRI Management, LLC or another regionally or nationally recognized apartment management company with experience managing first class apartment communities. The Developer, or its assignee pursuant to the assignment provisions in Section 9, may hire any nationally or regionally recognized property management firm with experience managing first class apartment communities, provided that the Developer, or its assignee, notifies Director in writing of such assignment within 30 days of such hire. Such new property management firm must provide evidence of at least 200 multifamily units under management and must provide a Housing Credit Certified Professional certificate from the National Association of Homebuilders, or similar certificate from a nationally recognized organization, evidencing professional affordable housing compliance certification and/or experience, including any property management firm that manages any Tax Increment Financing subsidy recipient. No new apartment management company may be hired which has defaulted under the terms of any Development Agreement with the City of Dallas OED and has failed to cure such default or is under investigation by the City for unacceptable maintenance and/or management practices or has unresolved City of Dallas Code Enforcement violations;
- N. Owner shall submit to the Director of the OED a quarterly status report for ongoing work on the Project, as well as public improvements. Status reports will be due once every three months after the Council approval date;
- O. Comply with the Business Inclusion and Development ("BID") goal of twenty-five percent (25%) Minority/Women-owned Business Enterprise (M/WBE) participation for construction expenditures for the Project, and meet all reporting requirements;

February 25, 2015

Section 6. (Continued)

- P. Mixed Income Housing Requirement: A minimum of 20% of the Project's residential units must comply with the City's Mixed Income Housing Guidelines for the Downtown Connection TIF District.:
1. Affordable units are required to be available for a 15-year period (from the date of CO) and Owner shall record deed restrictions prior to payout of the TIF subsidies for the benefit of City to ensure the affordability requirements are secured throughout the 15-year affordability period;
 2. If the total number of affordable units drops below 20%, a 90-day 'cure' period will be granted to allow Developer to bring Project into compliance, after which failure to comply is an event of default of the TIF Development Agreement;
 3. The Developer must submit semi-annual reports to the OED Staff (from the date of CO) with required information about compliance with the Affordable Housing requirements; and
 4. The affordable housing requirement shall apply to units of all sizes, excluding the 15 penthouse units located on the ninth floor of the building. (although these 15 penthouse units shall count towards the overall total of units for the project requirement). Affordable units shall be dispersed pro-rata among units by the number of bedrooms in each unit, with six affordable two-bedroom units and 37 affordable one-bedroom units.
- Q. Market the apartments pursuant to an affirmative fair housing marketing plan approved by the City; and
- R. If necessary, the project deadline can be extended up to 6 months, subject to the Office of Economic Development Director's and Downtown Connection TIF District Board of Director's approval.

Section 7. That should Akard Owner, LLC, not perform one or more of the contingencies listed above, the City Manager is authorized to terminate the development agreement and disallow the total TIF Subsidy up to an amount not to exceed \$10,000,000.

Section 8. 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

411 N. Akard St. – Site/Landscape Plan



411 Akard
dallas, texas
maa.2014084

01.08.2015

Exhibit B

411 N. Akard St. – North and East Building Elevations



411 Akard
dallas, texas
maa.2014084

01.08.2015

EXTERIOR ELEVATIONS

Exhibit C

411 N. Akard St. – South and West Building Elevations



SOUTH



WEST

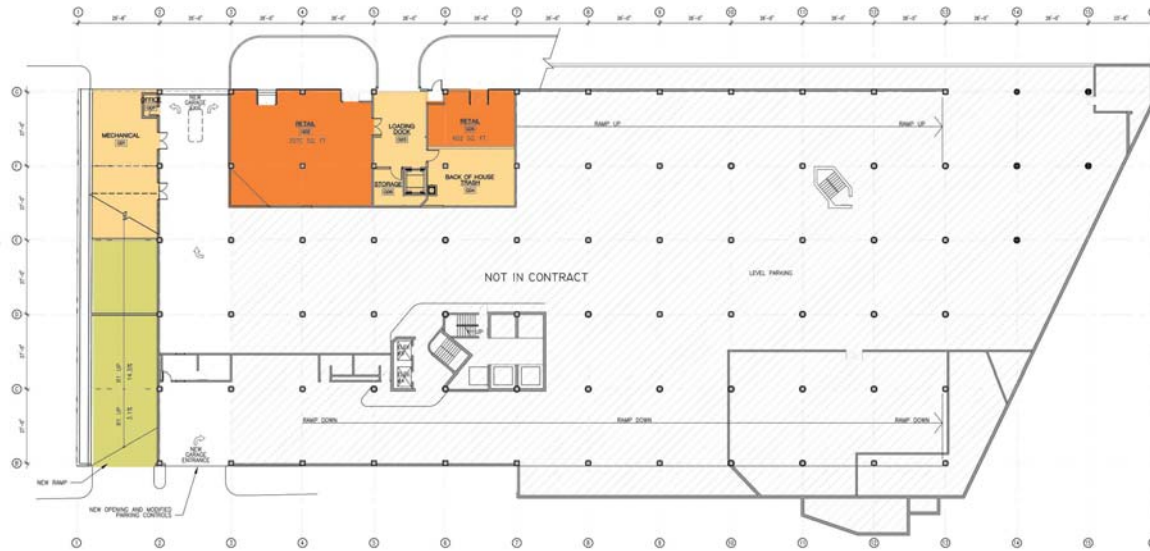
Exhibit D

411 N. Akard St. – Project Renderings



Exhibit E

411 N. Akard St. – Ground Level and Level 1 Plans



GROUND LEVEL PLAN

411 Akard
dallas, texas
msa.2014084

01.08.2015

© merriman associates architects, inc. 2015

- amenity
- vertical circulation
- boh (storage/mech)
- 1-bedroom
- 2-bedroom
- garage
- retail
- leasing



LEVEL 1 PLAN

411 Akard
dallas, texas
msa.2014084

01.08.2015

© merriman associates architects, inc. 2015

Exhibit F

411 N. Akard St. – TIF Budget

Description	Amount
Redevelopment of Vacant/Underutilized Downtown Buildings	
Streetscape/Utilities	\$837,188
Demolition and Abatement	\$2,192,139
Historic Façade Restoration	\$1,770,919
Architectural and Engineering	\$500,000
Economic Development TIF Grant <i>(building mechanical systems)</i>	\$3,699,754
Affordable Housing TIF Grant	\$1,000,000
Total TIF Subsidy Recommended	\$10,000,000

The budget shown above outlines anticipated TIF reimbursements for the Mayflower Building redevelopment project (411 N. Akard St.). These reimbursements will be based on actual expenditures and may be shifted amongst budget line items, except the Affordable Housing TIF Grant line item, as long as the total TIF subsidy does not exceed \$10,000,000. No interest shall accrue on any portion of the TIF subsidy.

Note: The amounts listed above may include engineering, construction, design, construction management, and contingency estimates. Construction management is solely intended to cover fees paid to an outside consultant or third party who confirms the quality of the work. Construction management fees must be invoiced with a detailed description of work performed.

Exhibit G
TIF Increment Allocation Policy
Downtown Connection TIF District
As of September 30, 2009

It is important for the City of Dallas to encourage as many projects as possible in the Downtown Connection TIF District (the "Downtown Connection TIF" or "District"). After satisfying all bond Downtown Dallas Development Authority ("DDDA") obligations related to reserves and debt service coverage requirements, Downtown Connection TIF funds will be allocated to Developers based on the increment created by the Project (as defined below) and Related Projects/Developers (as defined below) within the District and the distribution of any remaining funds in accordance with the reimbursement queue policy.

Definitions

Accrued Priority Increment - The unpaid balance of the *Individual Increment* owed to a project.

Administrative Expenses – the City will take a share of the District's annual TIF revenue to compensate for the amount billed to the District for costs related to the administration of its TIF program. This may include charges from the Office of Economic Development as well as other departments.

Available Funds – Total Increment less: (1) debt service on DDDA Bonds excluding Bonds issued pursuant to the Continental Building Improvements, (2) Bond trustee fees and expenses, (3) Administrative Expenses, (4) payment of any other DDDA obligations related to Bonds issuance, and (5) reimbursement to the City of Dallas for any grant of loan payments made to the DDDA.

Completed Projects – Projects which received City approval for satisfying all of its project obligations and approval on all supporting documentation required by their executed development agreements.

Cumulative Individual Increment – sum of all *Individual Increment* that a Project or Related Project produces in all years since its completion.

Developer/Owner – a person or entity that has completed all the requirements for a TIF-eligible Project as prescribed by the Project's fully executed development agreement.

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

Exhibit G

Individual Increment – the annual amount of increment deposited into the District's TIF fund by its participating jurisdictions that is generated by a Project eligible for TIF reimbursement. 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.

Performance Percentage – percentage of Individual Increments divided by the total Shared Increment.

Project (TIF-eligible) – development or redevelopment that increases the taxable value of real property at a particular site or a space or facility of public benefit such as improvements to City parks, 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.

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. A Developer of a TIF-eligible Project must have at least 50% ownership in any Related Project. 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 site of demolished structures.
- Redevelopment or major modification of an existing building that exceeds the building's original taxable value by 50% or more, or any increase in a building's original floor area if the expansion exceeds 50% for residential projects, 65% for mixed-use projects, and 75% for office/showroom projects

Remaining Funds – Funds leftover after distribution of all *Accrued Priority Increment* payments and all Individual Increment payments to *Completed Projects*.

Shared Increment – the sum of all Individual Increments generated by all Completed Projects in a given year.

Total Increment – the annual amount of increment deposited into the District's TIF fund by its participating jurisdictions.

Exhibit G

Procedure

Annually, after the *Total Increment* has been deposited in the TIF Fund, the funds shall be used to meet the financial obligations of the Downtown Connection TIF District in the following order:

1. Payment of all principal, interest, premium (if any) and fund any reserves necessary or desirable in connection with outstanding District Bonds (excluding Bonds issued pursuant to Section 2.07 of the Mercantile Development Agreement for the Continental Building Improvements) pursuant to Bonds issued by the DDDA and to pay any DDDA obligations which are on a parity with such Bonds;
2. Payment of any fees and expenses of the trustee and paying agent/registrars due and owing;
3. Reimbursement to the City for staff costs, administrative costs and other costs and expenses of the City and the Downtown Connection TIF District;
4. Payment of any other DDDA obligations which are subordinate to the Bonds, but are related to the DDDA's role in issuing the Bonds and administering contracts to be funded with Bond proceeds;
5. Reimbursement to the City for any grant or loan payments made to the DDDA to cover debt service on the Bonds or other DDDA obligations pursuant to the Chapter 380 Program as a result of any shortfalls in tax increment of the Downtown Connection TIF District;

Should for any reason the District fail to meet all of the above financial obligations and satisfying all DDDA bond obligations related to reserves and debt service coverage requirements, no funds shall be distributed to any projects

If, after meeting the above financial obligations and satisfying all DDDA bond obligations related to reserves and debt service coverage requirements, the remaining funds may be used as *Available Funds* to meet other TIF financial obligations including but not limited to the reimbursement of certain project costs for eligible projects.

A *Completed Project* shall be entitled to receive its *Individual Increment* each year if the total amount of *Available Funds* is greater than the total *Shared Increment* for all *Eligible Projects*. Should the amount of *Available Funds* be less than the total *Shared Increment* in a given year, a *Completed Project* shall be reimbursed based on their *Performance Percentage*. The unpaid balance of the *Individual Increment* owed to a project shall be deemed as "*Accrued Priority Increment*" and shall be paid in the following year(s) prior to the distribution of any Individual Increment payments.

Exhibit G

Should any *Available Funds* remain after distribution of all *Accrued Priority Increment payments* and all *Individual Increment payments* to *Eligible projects*, the *Remaining Funds* shall be distributed in accordance to the Downtown Connection TIF District Modified Queue Reimbursement Policy approved by the Downtown Connection TIF District Board of Directors on September 30, 2009.

THE REIMBURSEMENT QUEUE

The *Reimbursement Queue* shall list all approved Downtown Connection TIF District projects in order of priority based upon the earlier date in which the developer submits evidence of an executed construction loan and receipt of a building permit. Projects, such as Stoneleigh Hotel and Santa Fe IV, which were completed prior to the adoption of this policy, shall be placed in the queue based on their date of completion.

Each year, City staff is required to verify the status of all approved Downtown Connection TIF District projects as of June 1st. Those projects which have been completed shall be eligible to receive their Individual Increment; and shall be eligible to receive all or a portion of those funds which remain after the distribution of all Individual Increment payments. Payments from the *Remaining Funds* shall be made to completed projects in order of their priority ranking.

The amount of *Remaining Funds* distributed to a project shall not exceed the project's Total TIF Award (including interest when applicable) less the amount of *Cumulative Individual Increment* paid to date for a project. After such payment(s) are made, any leftover funds shall be distributed to the next completed project in order of their priority ranking.

Should a project which has not been completed as of June 1st of a given year have priority ranking over a project which has been completed, the uncompleted project shall be deemed "bumped" and shall not receive any payments for that year. A project may be "bumped" by more than one project in a given year. However, a "bumped" project shall retain its priority ranking for subsequent years.

As projects are approved by City Council for funding from the Downtown Connection TIF Fund, they shall be given the lowest priority ranking until such time the developer submits evidence of: **(1) an executed construction loan and receipt of a building permit or (2) final certificate of occupancy.** At which time, the reimbursement queue shall be updated. Once a project has been completed, its priority ranking shall not be subject to change. The City's Director of Economic Development will make the final determination in applying future available revenues in the TIF Fund among Projects.

Exhibit G

Downtown Connection TIF District
Reimbursement Queue
As of November 2014

Reimbursement Priority ¹	Project Name	Priority Date	Construction Status	Primary TIF Reimbursement	Maximum Interest	Total Eligible TIF Reimbursement	Project Generated Increment Only ⁴	Reimbursement Status
1	Stoneleigh Hotel	5/30/2010	Completed	\$2,500,000	\$0	\$2,500,000	Yes	To Be Paid
2	Hall Lone Star ²	5/30/2010	Completed	\$852,764	\$2,000,000	\$2,852,764	No	To Be Paid
3	Santa Fe IV - Aloft Hotel	5/30/2010	Completed	\$3,734,419	\$0	\$3,734,419	No	To Be Paid
4	Grand Ricchi Dallas - 1600 Pacific	10/26/2010	Completed	\$8,830,000	\$4,040,200	\$12,870,200	No	To Be Paid
5	Joule Hotel Expansion	1/19/2011	Completed	\$20,658,500	\$0	\$20,658,500	No	N/A
6	Atmos Complex Phase I	6/20/2011	Completed	\$3,250,000	\$3,000,000	\$6,250,000	No	To Be Paid
7	Joule Hotel Expansion Amendment	8/10/2011	Completed	\$3,194,409	\$0	\$3,194,409	No	N/A
8	Continental Building ³	9/16/2011	Completed	\$13,305,700	\$4,222,588	\$17,528,288	No	N/A
9	Atmos Complex Phase II	5/21/2013	Completed	\$11,750,000	\$5,000,000	\$16,750,000	No	N/A
10	Hall Lone Star Project - Phase II ²	8/22/2013	Under Construction	\$5,000,000	\$0	\$5,000,000	No	N/A
11	PetroCorrigan Project	2/13/2014	Under Construction	\$10,300,000	\$0	\$10,300,000	No	N/A
12	LTV Tower Project	5/5/2014	Under Construction	\$17,500,000	\$0	\$17,500,000	No	N/A
13	The Olympic	10/24/2014	Under Construction	\$45,000,000	\$5,000,000	\$50,000,000	No	N/A
TBD	500 S. Enay	TBD	Approved	\$5,000,000	\$0	\$5,000,000	Yes	N/A
TBD	Statler/Library/Jackson Street	TBD	Under Construction	\$46,500,000	\$0	\$46,500,000	No	N/A
\$220,638,580								

Notes:

¹The priority ranking of an approved project is established by the submittal of evidence to the City of an executed construction loan and building permit for the project.

²Hall Lone Star Project, Phases I and II, is eligible to receive up to \$2M in interest. The full \$2M in interest is shown in Phase I of the project.

³The Total TIF Reimbursement for the Continental Building project is \$22,028,288 (includes an additional \$2.5M in bond proceeds and \$2M in affordable housing funds).

⁴Based on the development agreement for the project, reimbursement may take the form of project generated increment only or project generated increment plus shared increment.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 3

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 W

SUBJECT

A resolution authorizing approval of the City of Dallas Housing Finance Corporation (DHFC), as a conduit lender, to provide development funding in the form of a loan with funds provided by FSC Asset Administration, Inc., a sub-entity of First Southwest Company, to Wynnewood Seniors Housing II, L.P. and/or its successors and assigns, (a yet to be formed limited partnership) in an amount not to exceed \$1,750,000 in an attempt to be awarded up to 14 points under the Commitment of Development Funding from a Local Political Subdivision under Section 11.9 (d)(2) (B,C,D) of the Texas Department of Housing Community Affairs 2015 Qualified Allocation Plan (QAP), under specified terms and conditions and providing a firm commitment and support of the project in this resolution for an additional 17 points under Section 11.9 (d)(1) for the Wynnewood Seniors, Phase II (aka High Point Seniors Phase II, which is Phase III of the Parks at Wynnewood Redevelopment) located at approximately 1805 South Zang Boulevard, Dallas, Texas 75224 - TDHCA Application No. 15011 - Financing: No cost consideration to the City

BACKGROUND

On February 4, 2014, Wynnewood Seniors Housing II, L.P. and Central Dallas Community Development Corporation (CDCDC), submitted a request to the DHFC for a loan in an amount not to exceed \$1.75 Million, with a term of fifteen (15) years with a thirty (30) year amortization at an interest rate not to exceed three (3%). This loan will be made pursuant to Commitment of Development Funding by Local Political Subdivision (LPS) (Sec.2306.6710(b)(1)(E) from a instrumentality of a city DHFC that has 100 percent of its governing board of the appointed by the elected officials of the city in which the Development Site is located. The DHFC fulfills this requirement. DHFC, the government instrumentality providing the development funding is not a Related Party to the Applicant.

BACKGROUND (Continued)

The Development funding will be provided in the form of a construction and/or permanent loan with an interest rate not higher than 3 percent per annual and with a term of a least 5 years, a grant, an in-kind contribution, a contribution which will support the Development, such as vouchers, or combination thereof. The Applicant must provide evidence in Application that an application or request for the development funds has been requested from the City and that information must be submitted in the form of an acknowledgement in the application.

The acknowledgement must also state that a final decision with regard to the awards of such funding is expected to occur no later than September 1, 2015. A firm commitment of funds is required by Commitment to TDHCA or points will be lost. While the specific source can change, the funding secured must have been eligible at the time the Application was submitted which will be on or before February 27, 2015. The Applicant could receive up to 14 points as a result of the development commitment loan it receives from the DHFC provided it meets all the requirements.

On February 6, 2014, the applicant submitted an application to the DHFC for consideration of the approval of \$1.75 Million, 15 year, 3% interest rate with a 30 year amortization as funding from a Local Political Subdivision to receive up to 14 points on their 9% tax credit application that was submitted to TDHCA on January 17, 2014.

The City of Dallas is not being asked to issue the \$1,750,000 debt, it is not City funding and it will not be a debt liability of the City, the County or the State of Texas. The City's name will not appear on the loan documents.

The Dallas Housing Finance Corporation (DHFC) met on February 14, 2014, and approved the loan in the amount of \$1.75 Million for the Wynnewood Senior Housing Phase II tax credit application.

PRIOR ACTION/REVIEW (COUNCIL, BOARD, COMMISSIONS)

On February 14, 2014, the City of Dallas Housing Finance Corporation approved the loan to the Wynnewood Seniors Housing II, L.P., in an amount not to exceed \$1.75 Million to be used for development costs and to qualify for up to 14 points for its 2014 TDHCA 9% tax credit application.

On February 18, 2014, the Housing Committee was sent a briefing memo on \$1.75 Million loan for the Wynnewood Senior Housing, Phase II, aka High Point Seniors Phase II and Parks at Wynnewood Redevelopment Plan, Phase III.

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

On February 26, 2014, the City of Dallas authorized the DHFC to loan \$1.75 Million to the applicant for its 9% tax credit application for the Wynnewood Senior Housing, Phase II, aka High Point Seniors Phase II and Parks at Wynnewood Redevelopment Plan, Phase III and granted its support for the project via Council Resolution No. 14-0450.

On January 13, 2015, the City of Dallas Housing Finance Corporation approved the 9% loan in the amount of \$1.75 Million for the Wynnewood Seniors Phase II, aka High Point Seniors Phase II and Parks at Wynnewood Redevelopment Plan, Phase III and authorized the DHFC to seek City Council Approval of the loan for the 2015 funding year.

On February 2, 2015, the Housing Committee was sent a briefing memo on the \$1.75 Million loan for the Wynnewood Senior Housing, Phase II, aka High Point Seniors Phase II and Parks at Wynnewood Redevelopment Plan, Phase III

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

WHEREAS, on April 25, 1984, the City of Dallas (City) approved and authorized the creation of the Dallas Housing Finance Corporation (DHFC) as a Texas non-profit corporation, pursuant to the Texas Housing Finance Corporation Act, Chapter 394, Local Government Code, V.T.C.A., as amended (the Act), to act on behalf of the City in carrying out the public purpose of the Act; and

WHEREAS, the DHFC is authorized by the Act to issue its revenue bonds on behalf of the City for the purpose of providing funding for the housing development for persons of low and moderate income to be located in the City; and

WHEREAS, the DHFC on April 9, 2013, the DHFC approved a loan program to provide funding from Local Political Subdivision to 9% tax credit applicants needing additional funds and points to be competitive in the tax credit round that are granted support of their 9% tax credit application from the City of Dallas and on January 13, 2015, the DHFC approved amendments to the loan rules to include fees for permanent financing, to add the phrase, "Provided, however, that in any case the loan financial terms to the Applicant for such Loan are no more favorable than the financial terms to the Corporation to obtain the funds for such a loan from a third-party, if applicable", and to change the contact person for First Southwest Company to Tim Nelson; and

WHEREAS, the Parks at Wynnewood Redevelopment Plan which began in 2010, has completed Phase I, 140 units for seniors and is under construction for Phase II, 160 units for families and the funding requested in this resolution is for the 9% tax credit application for Phase III, the Wynnewood Seniors, Phase II (aka High Point Seniors, Phase II); and

WHEREAS, on January 8, 2015, the Applicant sent its pre-application to the Texas Department of Housing and Community Affairs ("TDHC") for a 9% tax credit application to receive 6 points on its full application due on February 27, 2015 for the Wynnewood Seniors Phase II (aka High Point Seniors Phase II and Parks at Wynnewood Redevelopment Project Phase III, 140 new construction units for seniors); and

WHEREAS, on January 10, 2015, the Applicant, Wynnewood Seniors Housing II, L.P. and Central Dallas Community Development Corporation the "Applicant" submitted an application for a loan in the amount of \$1.75 Million, 15 year with 30 year amortization and at a rate not to exceed 3% interest, to receive up to 14 points on their 9% tax credit application under the AT RISK category; and

WHEREAS, on January 13, 2015, the Dallas Housing Finance Corporation (DHFC), approved the \$1.75 Million Local Political Subdivision loan and recommended the approval to the City Council to be applied to the Applicant's 9% tax credit application for the Wynnewood Senior Phase II's pre-application submitted to TDHCA on January 8, 2015 and application to be submitted on February 28, 2014, in accordance with the DHFC's Rules for Loans in Connection with Obtaining Tax Credits for Multi-family Residential Projects; and

February 25, 2015

WHEREAS, on February 2, 2015, the Housing Committee was sent a briefing memo on the project and voted to recommend that the City Council adopt a resolution approving the \$1.75 Million loan from the DHFC to the Wynnewood Seniors Housing II, L.P. and/or its successors and assigns for the Wynnewood Senior Phase II (aka High Point Seniors Phase II and the Parks at Wynnewood Redevelopment Project Phase III); and

WHEREAS, Wynnewood Seniors Housing II, L.P., the applicant, has advised that it intends to submit an application to the Texas Department of Housing and Community Affairs (TDHCA) for 2014 Competitive 9% Housing Tax Credits for Wynnewood Seniors Phase II (aka High Point Seniors Phase II and the Wynnewood Redevelopment Project Phase III) on or before February 27, 2015; and

WHEREAS, under the TDHCA Qualified Allocation Plan for 2015, specific conditions are needed in order for the applicant to receive up to 17 points for Local Government Support of the project from the Governing Body provided by a Resolution; and

WHEREAS, the owner of the project will: (1) expend a minimum of \$40,000 in social services annually (\$200 per unit per year), whichever is greater, 100% of which can be in the form of in-kind contributions, for and at no cost to the residents of the development, based on a survey of residents needs to include some or all of the following: tutoring and after-school programs; health screenings, family counseling/domestic crisis intervention, computer education, emergency assistance, vocational guidance, adult education programs (such as ESL, life skills, nutrition classes, etc.) and social services and recreational activities, to be implemented within three months of project completion and in-kind social services may count toward meeting 100% of the social service requirements No fees may be charged to the tenants for any of the services. Services must be provided on-site or transportation to off-site services must be provided; and

WHEREAS, the Wynnewood Seniors Phase III project, located at approximately 1805 South Zang Boulevard TDHCA Application No. 15011, a proposed development of approximately 140 units for seniors with 100% of the units at 60% of the Area Wide Median Income, is being considered by the City Council on February 25, 2015, for the support of its tax credit application and its development to TDHCA for the maximum 17 points under Section 11.9 (d)(1) of the 2014 Qualified Allocation Plan and in accordance with Texas Government Code Section 2306.6710(b), stating that the City of Dallas supports the application with this resolution that has been voted on and adopted by the City of Dallas; and

February 25, 2015

WHEREAS, the City of Dallas desires to consider the approval of the development of the Wynnewood Seniors, Phase II (aka High Point Seniors, Phase II), the development of 140 new construction units for seniors located at approximately 1805 South Zang Blvd. Dallas, Texas TDHCA Application No. 15011 and therefore authorizes the DHFC to make a loan in an amount not to exceed \$1.75 Million under Section 11.9 (d)(2) (B,C,D) Commitment of Development Funding by LPS to receive up to 14 points and contingent on the applicant receiving a tax credit allocation from TDHCA, that the City's approval of the 9% tax credit application under Section 11.9 (d) (1) Local Government Support to receive up to 17 points dated on today's date, the City's forgiveness of debt on the project in the amount of \$425,000 one day prior to the closing of the construction loan for tax purposes, and the waiver for the One Mile Three year rule under Section 11.3 (c) of the 2014 QAP under 2306.6703(a)(3) Texas Government Code and under 2X per capita, if required, pursuant to 2306.6703(a)(4) Texas Government Code and 11.3(b) of the 2014 QAP.

NOW, THEREFORE,

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

Section 1. That the City Manager hereby authorizes the DHFC to loan \$1.75 Million to Wynnewood Seniors Housing II, L.P. and/or its successors and assigns for costs associated with the development of the Wynnewood Seniors Phase II, aka High Point Seniors, Phase II, located at approximately 1805 South Zang TDHCA Application No. 15011, approximately 140 units (the "Project") in order to get up to 14 points for its 9% tax credit application under Commitment of Development Funding by Local Political Subdivision Section 11.9 (d)(2) (B,C,D) (Section 2306.6710(b)(1)(E)) and 17 points for support of the project by this resolution which has been voted on and adopted by the City of Dallas.

Section 2. That it is understood that Borrower intends to apply for a commitment of Tax Credits from the TDHCA pursuant to its 2015 Qualified Allocation Plan (the "QAP"). The City understands that this Loan allows Borrower to qualify for certain points under its Tax Credit application, and Borrower and City intend for this Loan to comply with the QAP.

Section 3. That the Loan will be evidenced by a Promissory Note (the "Note"), which will have a term of 15 years, with a 30 year amortization period and shall bear interest at 3% per annum.

Section 4. That this Resolution constitutes the firm commitment of the City to authorize the DHFC to make a loan to the Borrower, as an instrumentality of the City that meets the requirements of 10 TAC Section 11.9(d)(2) (B,C,D) of the TDHCA Rules, on the terms and conditions described above (this " Firm Loan Commitment").

February 25, 2015

Section 5. This Firm Loan Commitment is conditioned upon: (1) the DHFC's receipt and approval of loan documents in final form; (2) no material adverse change in Borrower or the Project or the circumstances surrounding Borrower's development of the Project that would, in the City's reasonable judgment, make the Loan unacceptable to the DHFC; (3) approval by the DHFC's legal counsel of the documents evidencing the Loan; (4) Borrower's receipt of a commitment of Tax Credits for the Project from the TDHCA; (5) availability to the DHFC's funding sources in an amount sufficient to fund the Loan at the time of closing; and (6) execution and delivery of an agreement between the DHFC and the Borrower setting forth the criteria required for the Loan.

Section 6. That this Firm Loan Commitment expires upon the Borrower's failure to satisfy any one of the numbered conditions described above. Neither the City, its governing body, DHFC or any employee or representative of the City makes any representation with respect to whether this Firm Loan Commitment qualifies the Borrower for the award of certain points by the TDHCA in connection with an application for a commitment of Tax Credits under any requirement, rule, policy or guideline of the TDHCA, including but not limited to the QAP.

Section 7. That it is RESOLVED, that the City of Dallas, acting through its governing body, hereby confirms that it supports the proposed Wynnewood Seniors Phase II, (aka High Point Seniors Phase II) (Parks at Wynnewood Redevelopment Phase III), the new construction of approximately 140 new units for seniors located at approximately 1805 S. Zang, Dallas, Texas TDHCA Application No. 15011 pursuant to Section 11.9 (d)(2) (B,C,D) Local Government Support to receive up to 17 points.

Section 8. That it is RESOLVED, that as provided for in Section 10 of the Texas Administrative Code Section 11.3(b), it is expressly acknowledged and confirmed that the City of Dallas could at any time have more than twice the state average of units per capita supported by Housing Tax Credits or Private Activity Bonds and therefore a waiver of this requirement is granted and the City of Dallas confirms that it has voted specifically to allow the new construction of this development and has authorized an allocation of Housing Tax Credits for the Development.

Section 9. That it is FURTHER RESOLVED that the project site pursuant to Section 10 of the Texas Administrative Code Section 11.3 (a – d) of the 2015 QAP, could be subject to the greater than 20% HTC Units per Households in Census Tract Rule applicable to projects that are new construction contained in the 2014 Qualified Allocation Plan ("QAP"), therefore a waiver of this requirement is granted and the City of Dallas confirms that it has voted specifically to allow the new construction of this development and has authorized an allocation of Housing Tax Credits for the Development.

February 25, 2015

Section 10. That it is FURTHER RESOLVED that for and on behalf of the Governing Body, the Mayor or the City Manager, are hereby authorized, empowered and directed to certify these resolutions to the Texas Department of Housing and Community Affairs.

Section 11. That the recitals contained herein above are true and correct.

Section 12. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 4

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 56 T

SUBJECT

Authorize the City of Dallas Housing Finance Corporation (DHFC) to make a development loan to AmeriSouth Realty Group, and/or its successors and assigns, to a to be formed limited partnership, in the amount not to exceed \$2,520,000 with a term of 15 years with a 30 year amortization and an interest rate of 3% with the DHFC as a Conduit Lender, with funds provided by the Richman Group, for the Royal Crest Apartments, as an integral part of its Texas Department of Housing and Community Affairs 9% tax credit application for the 2015 Funding Year under the Commitment of Development Funding from a Local Political Subdivision under Section 11.9 (d) (2) (B,C,D) for up to 14 points and under Section 11.9(d)(1) Local Government Support by providing a resolution of support voted on and adopted by the local governing body for up to 17 points as part of the Texas Department of Housing Community Affairs (TDHCA) 2015 Qualified Allocation Plan (QAP), under specified conditions, and providing a firm commitment in this resolution for Royal Crest Apartments located at 3558 Wilhurt, Dallas, Texas, 75217 - TDHCA Application No. 15279 - Financing: No cost consideration to the City

BACKGROUND

On January 9, 2015, and AmeriSouth submitted a request to the DHFC for a loan in an amount not to exceed \$2,520,000, with a 15 year term, 30 year amortization with a 3% interest rate. The Richman Group or its affiliates will be providing the funding for this conduit loan. This loan will be made pursuant to 11.9 (d) (2) (B,C,D) Commitment of Development Funding by Local Political Subdivision (LPS) (Sec.2306.6710(b)(1)(E) from a instrumentality of a city that has 100 percent of the governing board of the instrumentality appointed by the elected officials of the city in which the Development Site is located. The DHFC fulfills this requirement. DHFC, the government instrumentality providing the development funding under this scoring is not a Related Party to the Applicant. The LPS Development funding will be provided in the form of a construction and/or permanent loan with an interest rate not higher than 3 percent per annum and with a term of 15 years, a grant, an in-kind contribution, a contribution which will support the Development, such as vouchers, or combination thereof.

BACKGROUND (Continued)

The Applicant must provide evidence in Application that an application or request for the development funds has been submitted in the form of an acknowledgement from the applicable city. A firm commitment of funds is required by Commitment to TDHCA or points will be lost. While the specific source can change, the funding secured must have been eligible at the time the Application was submitted which will be on or before February 27, 2015. The Applicant could receive up to 17 points from the loan it receives from the DHFC provided it meets all the requirements.

On January 9, 2015, the applicant submitted an application to the DHFC for consideration of the approval of \$2,520,000 loan with a term not to exceed 15 years with a 30 year amortization and an interest rate not to exceed 3% as funding from a Local Political Subdivision to receive up to 14 points on their 9% tax credit application that will be submitted prior to February 27, 2015.

The Dallas Housing Finance Corporation (DHFC) met on January 13, 2015 and approved the loan in the amount of \$2,520,000 for the Royal Crest Apartments, a 168 unit apartment complex with a day care center on site located at 3558 Wilhurt, Dallas, Texas 75216, District 4 contingent on the applicant getting an award of the 9% tax credit. In July, 2015.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On January 13, 2015, the City of Dallas Housing Finance Corporation approved the loan to AmeriSouth on behalf of its to be formed partnership in an amount not to exceed \$2,520,000 to be used for development costs and to qualify for approximately 14 points for its 2015 TDHCA 9% tax credit application.

On February 2, 2015, the Housing Committee was sent a briefing memo on \$2,520,000 loan for the Royal Crest Apartments as an integral part of its tax credit application.

FISCAL INFORMATION

No cost consideration to the City

February 25, 2015

WHEREAS, on April 25, 1984, the City of Dallas (City) approved and authorized the creation of the Dallas Housing Finance Corporation (DHFC) as a Texas non-profit corporation, pursuant to the Texas Housing Finance Corporation Act, Chapter 394, Local Government Code, V.T.C.A., as amended (the Act), to act on behalf of the City in carrying out the public purpose of the Act; and

WHEREAS, the DHFC is authorized by the Act to issue its revenue bonds on behalf of the City for the purpose of providing funding for the housing development for persons of low and moderate income to be located in the City; and

WHEREAS, the DHFC on April 9, 2013 the DHFC approved a loan program to provide funding from Local Political Subdivision to 9% tax credit applicants needing additional funds and points to be competitive in the tax credit round that are granted support of their 9% tax credit application from the City of Dallas and on January 13, 2015, the DHFC approved amendments to the loan rules to include fees for permanent financing, to add the phrase, "Provided, however, that in any case the loan financial terms to the Applicant for such Loan are no more favorable than the financial terms to the Corporation to obtain the funds for such a loan from a third-party, if applicable",. and to change the contact person for First Southwest Company to Tim Nelson; and

WHEREAS, the AmeriSouth Realty Group and/or its affiliates are undergoing steps to revitalize the 168-unit multi-family apartment complex known as Royal Crest Apartments and the participation by the DHFC requested in this resolution is for the 9% tax credit application for Texas Royal Crest, L.P., (the "Applicant") the tax credit applicant the Royal Crest Apartments located at 3558 Wilhurt Avenue, Dallas, Texas 75216; and

WHEREAS, on January 8, 2015, the Applicant sent its pre-application to the Texas Department of Housing and Community Affairs ("TDHCA") for a 9% tax credit application to receive 153 points on its full application due on February 27, 2015 for the Royal Crest Apartments; and

WHEREAS, Applicant requests DHFC serve as lender for a loan in the amount of \$2.52 Million, 15 years with 30 year amortization and at a rate not to exceed 3% interest, to receive up to approximately 14 points on their 9% tax credit application under the AT RISK category; and

WHEREAS, Applicant requested that the DHFC approve the \$2.52 Million Local Political Subdivision loan and recommend the approval of the City Council to be applied to the Applicant's 9% tax credit application for the Royal Crest Apartments pre-application submitted to TDHCA on January 8, 2015 and application to be submitted on February 27, 2015, in accordance with the DHFC's Rules for Loans in Connection with Obtaining Tax Credits for Multi-family Residential Projects; and

February 25, 2015

WHEREAS, on January 13, 2015, the Dallas Housing Finance Corporation (DHFC), approved the \$2,520,00 Local Political Subdivision loan and recommended the approval to the City Council to be applied to the Applicant's 9% tax credit application for the Royal Crest Apartments pre-application submitted to TDHCA on January 8, 2015 and application to be submitted on February 27, 2015, in accordance with the DHFC's Rules for Loans in Connection with Obtaining Tax Credits for Multi-family Residential Projects; and

WHEREAS, on February 2, 2015, the Housing Committee was sent a briefing memo on the project and voted to recommend that the City Council adopt a resolution approving the \$2,520,000 loan from the DHFC to AmeriSouth Realty Group, and/or its successors and assigns, for the Royal Crest Apartments; and

WHEREAS, the Applicant has advised that it intends to submit an application to the Texas Department of Housing and Community Affairs (TDHCA) for 2015 Competitive 9% Housing Tax Credits for the Royal Crest Apartments on or before February 27, 2015; and

WHEREAS, under the TDHCA Qualified Allocation Plan for 2015, specific conditions are needed in order for the applicant to receive up to 17 points for Local Government Support of the project from the Governing Body provided by a Resolution; and

WHEREAS, the owner of the project will: (1) expend a minimum of \$40,000 in social services annually (\$200 per unit per year), whichever is greater, 100% of which can be in the form of in-kind contributions, for and at no cost to the residents of the development, based on a survey of residents needs to include some or all of the following: tutoring and after-school programs; health screenings, family counseling/domestic crisis intervention, computer education, emergency assistance, vocational guidance, adult education programs (such as ESL, life skills, nutrition classes, etc.) and social services and recreational activities, to be implemented within three months of project completion and in-kind social services may count toward meeting 100% of the social service requirements No fees may be charged to the tenants for any of the services. Services must be provided on-site or transportation to off-site services must be provided; and

WHEREAS, the Royal Crest project, located at 3558 Wilhurt Avenue, Dallas, Texas 75216, a proposed redevelopment of approximately 168 units for families with 100% of the units at 60% of the Area Wide Median income, is being considered by the City council on February 25, 2015, for the support of its tax credit application and its development to TDHCA for the maximum of 17 points under Section 11.9 (d)(1) of the 2015 Qualified Allocation Plan and in accordance with Texas Government Code Section 2306.6710(b), stating that the City of Dallas supports the application; and

February 25, 2015

WHEREAS, the Application intends to request City of Dallas to consider the approval of the development of the Royal Crest Apartments, the redevelopment of 168 rehabilitation units for families located at 3558 Wilhurt Avenue, Dallas, Texas and the authorization for the DHFC to make a loan in an amount not to exceed \$2.52 Million under Section 11.9 (d)(2) (B,C,D) Commitment of Development Funding by LPS contingent on the applicant receiving a tax credit allocation from TDHCA to receive up to 14 points and the City's approval of the 9% tax credit application under Section 11.9 (d)(1) Local Government Support for the project to receive up to 17 points; and

WHEREAS, the Royal Crest Apartments, the redevelopment of 168 rehabilitation units for families located at 3558 Wilhurt Avenue, Dallas, Texas with 100% of the units at 60% of the Area Wide Median Income, is being considered by the City Council on February 25, 2015, for the support of its tax credit application and its development to TDHCA for the maximum 17 points under Section 11.9 (d)(1) of the 2015 Qualified Allocation Plan and in accordance with Texas Government Code Section 2306.6710(b), stating that the City of Dallas supports the application; and

WHEREAS, the City of Dallas desires to consider the approval of the redevelopment of the Royal Crest Apartments, 168 units for families located at 3558 Wilhurt, . Dallas, Texas, 75216 and therefore authorizes the DHFC to make a loan in an amount not to exceed \$2.52 Million under Section 11.9 (d)(2) (B,C,D) Commitment of Development Funding by LPS contingent on the applicant receiving a tax credit allocation from TDHCA, that the City's approval of the 9% tax credit application under Section 11.9 (d)(2) Local Government Support to receive up to 17 points dated on today's date, with a waiver of the 2X per capita, if required, pursuant to 2306.6703(a)(4) Texas Government Code and 11.3(b) of the 2015 QAP; and

WHEREAS, the City of Dallas will provide a firm Commitment to lend the funds no later than September 1, 2015.

NOW, THEREFORE,

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

Section 1. That the City Manager hereby authorizes the DHFC to loan \$2.52 Million to AmeriSouth Realty Group, and/or its successors and assigns, for costs associated with the redevelopment of the Royal Crest Apartment (the "Project") in order to get up to 14 points for its 9% tax credit application under Commitment of Development Funding by Local Political Subdivision Section 11.9 (d)(2) (B,C,D) (Section 2306.6710(b)(1)(E)) with a term of 15 years with a 30 year amortization at a 3% interest rate to receive up to 14 points and under Section 11.9 (d)(1) for local government support by providing a resolution of support voted on and adopted by the local governing body to receive up to seventeen (17) points.

February 25, 2015

Section 2. That DHFC acted pursuant to Section 11.9 (d)(1) to request Local Government support for the applicant to receive up to 17 points and by approving a conduit loan in the amount of \$2.52 Million to Texas Royal Crest L.P., and/or its successors and assigns, for costs associated with the development of the Royal Crest Apartments, located at 3558 Wilhurt Avenue, Dallas, Texas 75216 - TDHCA Application No. 15279, containing 168 units (the "Project") in order for the applicant to receive 14 points for its 9% tax credit application under Commitment of Development Funding by Local Political Subdivision pursuant Section 11.9 (d)(2) (B,C,D) (Section 2306.6710(b)(1)(E)).

Section 3. That it is understood that Borrower intends to apply for a commitment of Tax Credits from the TDHCA pursuant to its 2015 Qualified Allocation Plan (the "QAP"). The City understands that this Loan allows Borrower to qualify for certain points under its Tax Credit application, and Borrower and City intend for this Loan to comply with the QAP.

Section 4. That the Loan will be evidenced by a Promissory Note (the "Note"), which will have a term of 15 years, with a 30 year amortization period and shall bear interest at a rate of 3% per annum.

Section 5. That this Resolution is intended to support further and related requests to DHFC and City of Dallas as required under the QAP for a firm commitment of the City to authorize the DHFC to make a loan to the Applicant, as an instrumentality of the City that meets the requirements of 20 TAC Section 11.9(d)(2) (B.C.D) of the TDHCA Rules, on the terms and conditions described above (this "Firm Loan Commitment").

Section 6. That the Firm Loan Commitment would be conditioned upon: (1) the DHFC's receipt and approval of loan documents in final form; (2) no material adverse change in Applicant or the Project or the circumstances surrounding the Applicant's development of the Project that would, in the City's reasonable judgment, make the Loan unacceptable to the DHFC; (3) approval by the DHFC's legal counsel of the documents evidencing the Loan; (4) Applicant/Borrower's receipt of a commitment of Tax Credits for the Project from the TDHCA; (5) availability to the DHFC's funding sources in an amount sufficient to fund the Loan at the time of closing; and (6) execution and delivery of an agreement between the DHFC and the Applicant setting forth the criteria required for the Loan.

February 25, 2015

Section 7. That this Resolution constitutes the firm commitment of the City to authorize the DHFC to make a loan to the Borrower, as an instrumentality of the City that meets the requirements of 10 TAC Section 11.9(d)(2) (B,C,D) of the TDHCA Rules, on the terms and conditions described above (this "Firm Loan Commitment"). This Firm Loan Commitment is conditioned upon: (1) the DHFC's receipt and approval of loan documents in final form; (2) no material adverse change in Borrower or the Project or the circumstances surrounding Borrower's development of the Project that would, in the City's reasonable judgment, make the Loan unacceptable to the DHFC; (3) approval by the DHFC's legal counsel of the documents evidencing the Loan; (4) Borrower's receipt of a commitment of Tax Credits for the Project from the TDHCA; (5) availability to the DHFC's funding sources in an amount sufficient to fund the Loan at the time of closing; and (6) execution and delivery of an incentive agreement between the DHFC and the Borrower setting forth the criteria required for the Loan.

Section 8. That this Firm Loan Commitment expires upon the Borrower's failure to satisfy any one of the numbered conditions described above. Neither the City, its governing body, DHFC or any employee or representative of the City makes any representation with respect to whether this Firm Loan Commitment qualifies the Borrower for the award of certain points by the TDHCA in connection with an application for a commitment of Tax Credits under any requirement, rule, policy or guideline of the TDHCA, including but not limited to the QAP.

Section 9. That it is RESOLVED, that the City of Dallas, acting through its governing body, hereby confirms that it supports the redevelopment of the Royal Crest Apartments, 168 units for families, located at 3558 Wilhurt, Dallas, Texas 75216, pursuant to Section 11.9 (d) (1) Local Government Support to receive up to 17 points.

Section 10. That it is RESOLVED, that as provided for in 10 Texas Administrative Code Section 11.3(b) of the 2015 QAP, it is expressly acknowledged and confirmed that the City of Dallas could at any time have more than twice the state average of units per capita supported by Housing Tax Credits or Private Activity Bonds and therefore a waiver of this requirement is granted and the City of Dallas confirms that it has voted specifically to allow this redevelopment and has authorized an allocation of Housing Tax Credits for the Development.

Section 11. That it is FURTHER RESOLVED that for and on behalf of the Governing Body, the Mayor or the City Manager, are hereby authorized, empowered and directed to certify these resolutions to the Texas Department of Housing and Community Affairs.

Section 12. That the recitals contained herein above are true and correct.

Section 13. 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.

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 2, 14
DEPARTMENT: Office of Economic Development
CMO: Ryan S. Evans, 671-9837
MAPSCO: 45 K

SUBJECT

Authorize an amendment to the development agreement with Olympic 1401 Elm Associates, LLC, for the redevelopment of the 1401 Elm Street building to: **(1)** remove the requirement of a public plaza on a portion of the 9th floor of the building; **(2)** revise project completion components and extend the project completion and Certificate of Occupancy date from December 31, 2016 to December 31, 2017; and **(3)** combine the requirements of a minimum of 40,000 square feet of office space and 25,000 square feet of retail/restaurant space into one requirement for a minimum of 65,000 square feet of non-residential, commercial space including retail, restaurant and office space – Financing: No cost consideration to the City

BACKGROUND

The Olympic redevelopment project converts a 1.5 million square foot vacant building in the downtown core into approximately 512 residential units, inclusive of 52 affordable units, with commercial (retail/restaurant/office) uses on the lower floors of the building. Total project costs exceed \$150 million. Upon completion, the largest remaining vacant building in the downtown core will be activated, increasing the residential population downtown and improving pedestrian connections to the Akard Street light rail station.

Since City Council's authorization of a development agreement with Olympic 1401 Elm Associates, LLC, for the redevelopment of 1401 Elm Street (the Olympic Project) November 2014, the developer has secured financing for the project and has begun interior demolition and abatement in the building. The developer is requesting an amendment of the development agreement to adjust the project requirements detailed below.

<u>Original Requirement:</u>	A minimum of 40,000 square feet of office A minimum of 25,000 square feet of retail/restaurant space.
<u>Amended Requirement:</u>	A minimum 65,000 of non-residential, commercial space including retail, restaurant and/or office space.

BACKGROUND (Continued)

Olympic has been in negotiations with several potential retailers and restaurants. Space requirements of potential tenants vary drastically and range from a few thousand square feet to over 50,000 contiguous square feet. The most desired use, an upscale grocer, demands premium ground level space and space located directly above in order to configure at least 50,000 contiguous square feet.

This configuration would result in remaining non-residential space in the building that would not meet the original requirement for office space. The revised requirement provides the flexibility needed to lease the non-residential space in the building, specifically the ground floor.

<u>Original Requirement:</u>	Outdoor public plaza on a portion of the 9 th floor.
<u>Amended Requirement:</u>	None, this requirement will be removed.

In the initial proposal, a restaurant was part of a 9th floor deck area with public access to that portion of the floor. Providing public access to the 9th floor is no longer feasible for the following reason.

Providing public access to the originally proposed restaurant triggers additional exiting requirements that are not supported by the current design of the building or the location of existing stairs in the building. Constructing the number of stair wells that would be required to meet code for public access on the 9th floor is not financially feasible and greatly diminishes the amount of useable space in the building. As a result, the developer has revised the plan for the 9th floor to only include residential terrace units and residential amenities and requests removal of this requirement.

<u>Original Requirement:</u>	Obtain a Certification of Occupancy for 452,000 square feet of building space within the Property by December 31, 2016.
------------------------------	---

<u>Amended Requirement:</u>	1. Complete construction and obtain a Certificate of Occupancy for the residential portion of the building and 50th floor observation deck by December 31, 2017.
-----------------------------	--

BACKGROUND (Continued)

Amended Requirement:

2. 50% of the retail, restaurant and/or office space located on the ground floor must be occupied prior to TIF payment. The remaining 50% of retail, restaurant and/or office space on the ground floor must obtain a final Green Tag and/or completion status report issued by the Building Inspections division of the Sustainable Development and Construction Department indicating completion of construction that brings the space to a leasable condition acceptable to the Director by December 31, 2017.
3. Complete Public Infrastructure Improvements by December 31, 2017.

This amendment extends the completion deadline for the project by one year providing the developer the ability to address unforeseen delays in construction without being in default of the project's development agreement. Additionally the amended completion requirement clearly lists what is expected to be completed by December 31, 2017.

ESTIMATED PROJECT SCHEDULE

Project Start Date	August 2014
Amended Project Completion Date	December 2017

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On January 22, 2014, City Council authorized a development agreement with Olympic 1401 Elm Associates, LLC, to reimburse eligible project costs related to environmental remediation, demolition, street/utility improvements and façade improvements associated with the Olympic redevelopment project (1401 Elm Street) in an amount not to exceed \$50,000,000, a portion of which is in the form of an Economic Development TIF Grant, from revenues accruing to Tax Increment Financing Reinvestment Zone Eleven (Downtown Connection TIF District) by Resolution Nos. 14-0216 and 14-0217.

On December 11, 2014, Downtown Connection TIF District Board of Directors reviewed and recommended approval of the proposed amendments to the development agreement with Olympic 1401 Elm Associates, LLC for the Olympic redevelopment project (1401 Elm Street).

On February 17, 2015, the Economic Development Committee was briefed on the proposed development agreement amendments and recommended approval.

FISCAL INFORMATION

No cost consideration to the City

PROJECT COUNCIL DISTRICT

14

OWNER

Olympic 1401 Elm Associates, LLC

Seth G. Weinstein,
Authorized Signatory
600 Madison Avenue, 20th Floor 1500
New York, New York 10022

DEVELOPER

Olympic 1401 Elm Associates, LLC

Seth G. Weinstein,
Authorized Signatory
600 Madison Avenue, 20th Floor 1500
New York, New York 10022

MAP

Attached.

The Olympic Project - 1401 Elm Street



City of Dallas
Office of Economic Development

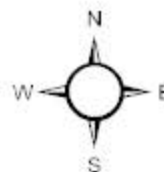


Area Redevelopment Division
<http://www.Dallas-EcoDev.org>

Created 2/2013

Legend

-  The Olympic Project - 1401 Elm St.
 Downtown Connection TIF Boundary
 Downtown Connection TIF Parcel
 Properties Outside of TIF
-  Rail Station
 DART Red Line
 DART Blue Line
 DART Green Line
 DART Orange Line
 Trinity Railway Express



February 25, 2015

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

WHEREAS, on June 8, 2005, the City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Eleven, (the "Downtown Connection TIF District") in accordance with the Tax Increment Financing Act, as amended, Chapter 311 of the Texas Tax Code, Vernon's Texas Codes Annotated (the "Act") to promote development and redevelopment in the Uptown and Downtown areas through the use of tax increment financing by Ordinance No. 26020; and

WHEREAS, on August 29, 2005, the City Council authorized the adoption of the Downtown Connection Tax Increment Financing District Project Plan and Reinvestment Zone Financing Plan (the "Project and Financing Plan") by Ordinance No. 26096; and

WHEREAS, on January 22, 2014, City Council authorized a development agreement with Olympic 1401 Elm Associates, LLC, to reimburse eligible project costs related to environmental remediation, demolition, street/utility improvements and façade improvements associated with the Olympic redevelopment project (1401 Elm Street) in an amount not to exceed \$50,000,000, a portion of which is in the form of an Economic Development TIF Grant, from revenues accruing to Tax Increment Financing Reinvestment Zone Eleven (Downtown Connection TIF District) by Resolution Nos. 14-0216 and 14-0217; and

WHEREAS, on December 11, 2014, the Downtown Connection TIF District Board of Directors reviewed and recommended approval the proposed amendments to the development agreement with Olympic 1401 Elm Associates, LLC for the Olympic redevelopment project (1401 Elm Street) to: (1) remove the requirement of a public plaza on a portion of the 9th floor of the building; (2) revise project completion components and extend the project completion and Certificate of Occupancy date from December 31, 2016 to December 31, 2017; and (3) combine the requirements of a minimum of 40,000 square feet of office space and 25,000 square feet of retail/restaurant space into one requirement for a minimum of 65,000 square feet of non-residential, commercial space including retail, restaurant and office space; and

WHEREAS, on February 17, 2015, the Economic Development Committee was briefed on the proposed development agreement amendments and recommended approval; and

February 25, 2015

WHEREAS, the expenditure of TIF funds supporting this development is consistent with promoting development and redevelopment of the Downtown Connection TIF District in accordance with the purposes for its creation, the City's revised Public/Private Partnership Guidelines and Criteria, the ordinance adopted by the City Council approving the Project and Financing Plan, and is for the purpose of making public improvements consistent with and described in the Project and Financing Plan for the Downtown Connection TIF District.

NOW, THEREFORE,

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

Section 1. That the City Manager, upon approval as to form by the City Attorney is hereby authorized to execute certain amendments to the reimbursement conditions for the development agreement with Olympic 1401 Elm Associates, LLC, for the Olympic redevelopment project (1401 Elm Street) originally approved by City Council on January 22, 2014, by Resolution Nos. 14-0216 and 14-0217 to: (1) remove the requirement of a public plaza on a portion of the 9th floor of the building; (2) revise project completion components and extend the project completion and Certificate of Occupancy date from December 31, 2016 to December 31, 2017 and require the developer to: (a) Complete construction and obtain a Certificate of Occupancy for the residential portion of the building and 50th floor observation deck by December 31, 2017; (b) 50% of the retail, restaurant and/or office space located on the ground floor must be occupied prior to TIF payment. The remaining 50% of retail, restaurant and/or office space on the ground floor must obtain a final Green Tag and/or completion status report issued by the Building Inspections division of the Sustainable Development and Construction Department indicating completion of construction that brings the space to a leasable condition acceptable to the Director by December 31, 2017; and (c) Complete Public Infrastructure Improvements by December 31, 2017; and (3) combine the requirements of a minimum of 40,000 square feet of office space and 25,000 square feet of retail/restaurant space into one requirement for a minimum of 65,000 square feet of non-residential, commercial space including retail, restaurant and office space

Section 2. That with the exception of the amendments described above, all other requirements of the Olympic (1401 Elm Street) Development Agreement executed on January 22, 2014, by Resolution Nos. 14-0216 and 14-0217 will remain in full force and effect.

Section 3. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 54 C G

SUBJECT

Authorize amendments to the TIF development agreement and the second Chapter 380 grant agreement (“the Grant II”) with Bishop Arts Village LLC, previously approved on December 10, 2014, by Resolution Nos. 14-2180 and 14-2181, to **(1)** remove the cross defaults between the agreements; **(2)** reduce the requirements for and accelerate the payment of Grant II; **(3)** accept a second lien on the project site to secure Grantee’s performance regarding the Mixed Income Housing Guidelines throughout the affordability period; **(4)** allow for the extension of project deadlines up to one year as needed to accommodate city-initiated utility and street construction immediately adjacent to the Bishop Arts Phase I site; and **(5)** change the entity name from Bishop Arts Village LLC to Bishop Arts LLC - Financing: No cost consideration to the City

BACKGROUND

On December 10, 2014, the City Council authorized a TIF development agreement dedicating up to \$5,000,000 in future TIF revenues and a second Chapter 380 grant agreement (the “Grant II”) up to \$2,000,000 in support of the Bishop Arts Phase I Project (the “Project”). In the course of working to execute the agreements, certain clarifications or modifications are needed for the developer to proceed with the project.

This item authorizes amendments to the Grant II and TIF development agreements to remove the cross defaults between Grant II and the TIF funding. This amendment is necessary to better accommodate the financial structure of the project and to accommodate the timing of certain potential street bond funding improvements intended to support the project and the neighborhood.

Since TIF funding is reimbursed to the developer over the term of the TIF District, city staff agreed to recommend the use of Economic Development bond funds to address short term financing needs associated with the project. This is the second use of this type of funding. Grant I provided incentives for the developer to assemble land in this area.

BACKGROUND (Continued)

The amended terms for Grant II allow payment of the grant once Bishop Arts Village LLC (now known as Bishop Arts LLC) provides evidence of the expenditure of at least \$30,000,000 on the project, in lieu of waiting for a final certificate of occupancy and completion of all contingencies as required for TIF funding. The contingencies **no longer required** for Grant II funding include:

- Minimum square footages for residential and commercial space;
- Minimum of 30 publically-accessible parking spaces above those required by code;
- Business Inclusion and Development (BID) goals for minority/women owned business enterprise (M/WBE) participation;
- Deadlines for building permit application, certificate of occupancy, and certificate of acceptance;
- Minimum occupancy requirements for commercial space prior to payment;
- Apartment management company approval;
- Execution of an operating and maintenance agreement (O&M) for non-standard public improvements;
- Design review compliance; and
- Neighborhood hiring efforts.

The above requirements remain in effect for the TIF development agreement. As part of Grant II, Bishop Arts LLC will comply with the affirmative fair housing marketing and mixed-income housing requirements and give the city a lien that is second only to the construction loan on the project site to secure compliance with the Mixed Income Housing Guidelines throughout the affordability period. During the affordability period Bishop Arts LLC will be required to record deed restrictions approved as to form by the City Attorney at least five days before the property may be sold to another entity or before the construction loan can be refinanced. If the deed restriction is recorded during the affordability period, the city's lien will be released.

Under Resolution No. 10-3039 approved on December 8, 2010, the city paid a \$2 million Chapter 380 economic development grant ("Grant I") to Bishop Arts Village LLC for property assembly related to this first phase of development in the Bishop Arts area. The City holds a first lien secured by a deed of trust on collateral property owned by the developer until requirements for Grant I are satisfied. Bishop Arts Village LLC has now changed its name to Bishop Arts LLC and is requesting this change be made in the agreements.

The proposed project includes approximately 218 rental residential units; 26,670 square feet of retail, restaurant and/or other commercial space; a parking garage, and sidewalk and landscape improvements directly adjacent to the project. As this is the first project in the Bishop/Jefferson Sub-district as part of the recent expansion of the Oak Cliff Gateway TIF District, it is hoped that this project will catalyze new development in this portion of Oak Cliff.

ESTIMATED PROJECT SCHEDULE

Start Date June 2015
Completion Date December 2017

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On November 11, 1992, City Council authorized the establishment of the Oak Cliff Gateway TIF District by Ordinance No. 21466, as amended.

On February 12, 1997, City Council authorized the Final Project Plan and Reinvestment Zone Financing Plan for the Oak Cliff Gateway TIF District by Ordinance No. 23033, as amended.

On November 9, 2009, City Council authorized the establishment of the City of Dallas Oak Cliff Gateway Grant Program by Ordinance 27743, as amended.

On December 8, 2010, City Council authorized a Chapter 380 Grant Agreement to provide \$2,000,000 in grant funds to Bishop Arts Village LLC to assemble property for development of a mixed-use pedestrian-oriented urban project in North Oak Cliff by Resolution No. 10-3039.

On October 23, 2014, the Oak Cliff Gateway TIF District Board of Directors voted to recommended City Council authorize a development agreement with Bishop Arts Village LLC and dedicate an amount not to exceed \$5,000,000 for TIF eligible costs.

On December 10, 2014, City Council authorized a TIF development agreement dedicating up to \$5,000,000 in future TIF revenues and a second Chapter 380 grant agreement up to \$2,000,000 in support of the Bishop Arts Project Phase I by Resolution Nos. 14-2180 and 14-2181.

On February 17, 2015, a memo was presented to the Economic Development Committee regarding proposed amendments to the agreements for the Bishop Arts Phase I project.

FISCAL INFORMATION

No cost consideration to the City

PROJECT COUNCIL DISTRICT

OWNER

Bishop Arts LLC
A Texas limited liability corporation

Farrokh Nazerian, President
Michael Nazerian, Chief Operating Officer

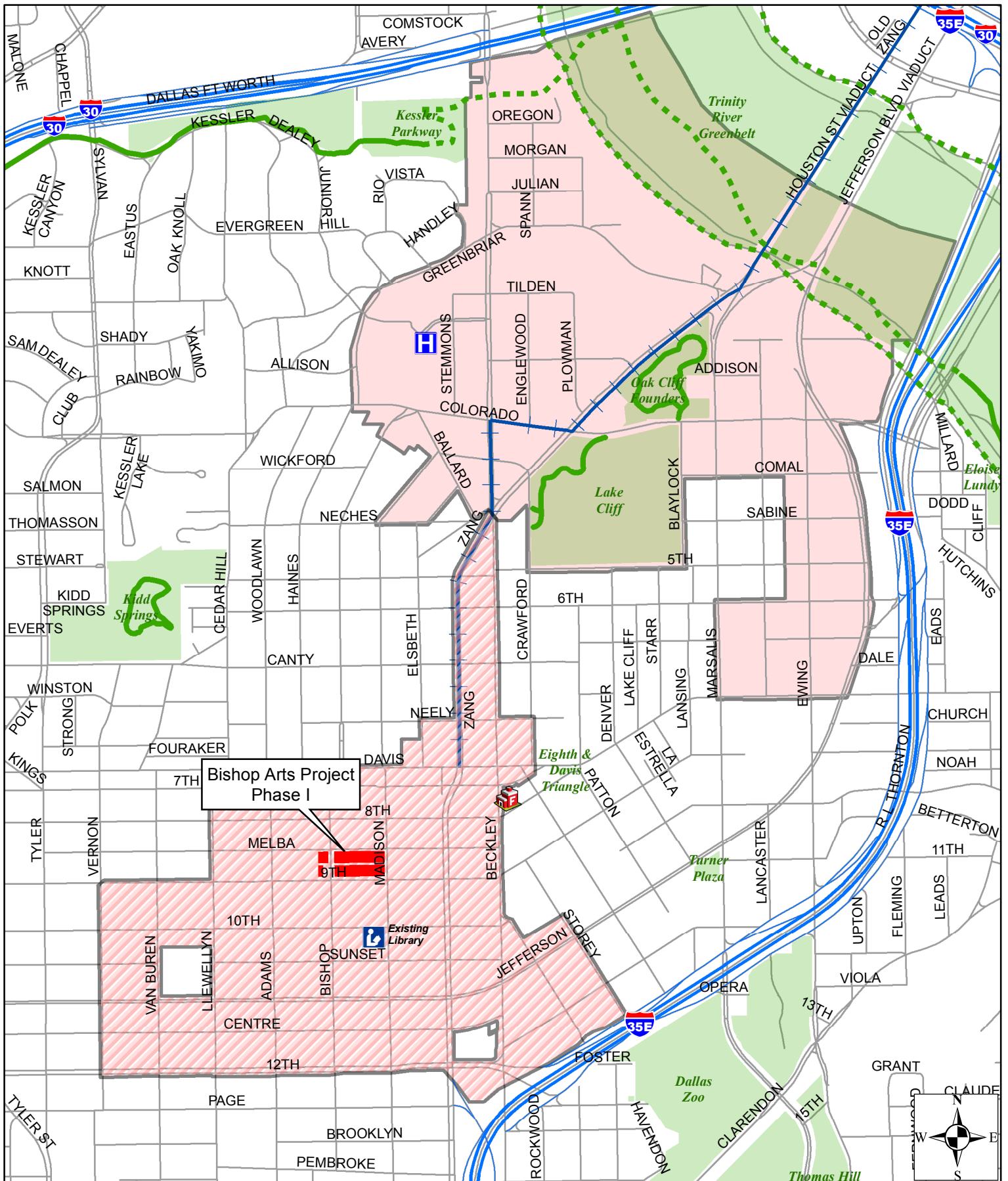
DEVELOPER

Bishop Arts LLC
A Texas limited liability Corporation

Farrokh Nazerian, President
Michael Nazerian, Chief Operating Officer

MAP

Attached.



February 25, 2015

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

WHEREAS, on November 11, 1992, City Council authorized the creation of Tax Increment Reinvestment Zone Number Three, (the "Oak Cliff Gateway TIF District", or "District") in accordance with the Tax Increment Financing Act, as amended, V.T.C.A. Texas Tax Code, Chapter 311 to promote development and redevelopment in the north Oak Cliff area through the use of tax increment financing by Ordinance No. 21466, as amended; and

WHEREAS, on February 12, 1997, City Council authorized the Oak Cliff Gateway TIF District Final Project Plan and Reinvestment Zone Financing Plan ("Project Plan") by Ordinance No. 23033, as amended; and

WHEREAS, on November 9, 2009, City Council authorized the establishment of the City of Dallas Oak Cliff Gateway Grant Program by Ordinance 27743, as amended; and

WHEREAS, on June 25, 2014, City Council adopted its Public/Private Partnership Guidelines and criteria by Resolution No. 14-0993, wherein the City elected to continue its participation in tax abatements and other incentive programs including programs for loans and grants for economic development and established Guidelines and Criteria for the Public Private Partnership Program governing those economic development programs and incentive agreements to be entered into by the City as required by the Property Redevelopment and Tax Abatement Act, as amended, V.T.C.A. Tax Code, Chapter 312 ("Act"); and

WHEREAS, on October 23, 2014, the Oak Cliff Gateway TIF District Board of Directors reviewed the proposed Bishop Arts Project Phase I and recommended City Council authorize a development agreement with Bishop Arts Village LLC, now known as Bishop Arts LLC ("Owner"), and dedicate an amount not to exceed \$5,000,000 in future TIF revenues from the Oak Cliff Gateway TIF District for certain TIF eligible public improvements; and

WHEREAS, on December 10, 2014, City Council authorized a TIF development agreement dedicating up to \$5,000,000 in future TIF revenues and a second Chapter 380 grant agreement up to \$2,000,000 in support of the Bishop Arts Project Phase I by Resolution Nos. 14-2180 and 14-2181; and

WHEREAS, certain clarifications related to the requirements for both agreements and modifications to the Grant II agreement are proposed.

NOW, THEREFORE,

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

February 25, 2015

Section 1. That the City Manager upon approval as to form by the City Attorney is hereby authorized to execute the TIF development agreement and the second Chapter 380 grant agreement ("the Grant II") with Bishop Arts LLC approved on December 10, 2014, by Resolution Nos. 14-2180 and 14-2181, as amended by this resolution to (1) remove the cross defaults between the agreements; (2) reduce the requirements for and accelerate the payment of Grant II; (3) accept a second lien on the project site to secure Grantee's performance regarding the Mixed Income Housing Guidelines throughout the affordability period; (4) allow for the extension of project deadlines up to one year as needed to accommodate city-initiated utility and street construction immediately adjacent to the Bishop Arts Phase I site; and (5) change the entity name from Bishop Arts Village LLC to Bishop Arts LLC

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 Section 5 of Resolution No. 14-2180 is deleted as follows:

~~Section 5. That owner shall meet the requirements of the economic development Grant II associated with this project to be eligible for release of any TIF reimbursements.~~

Section 4. That Section 6 of Resolution No. 14-2180 is amended as follows:

Section 6. That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Oak Cliff Gateway TIF District Fund and/or Tax Increment Bonds.

Any funds expended under the development agreement that remain unpaid upon termination of the Oak Cliff Gateway TIF District, due to lack or unavailability of Oak Cliff Gateway TIF District Funds, shall no longer be considered project costs of the Oak Cliff Gateway TIF District or the City and the obligation of the Oak Cliff Gateway TIF District to pay Owner shall automatically expire.

~~Prior to completion of the construction of Bishop Arts Project Phase I, receipt of final certificate of occupancy and successful completion of the City audit, Owner's default under the economic development grant agreement shall also constitute a default under the TIF agreement and default under the TIF agreement shall also constitute a default under the economic development grant agreement. In the event of default of Developer, any unpaid portion of the TIF reimbursement shall no longer be due and payable to Developer.~~

~~Owner's default under the economic development grant agreement shall also constitute a default under the TIF agreement and default under the TIF agreement shall also constitute a default under the economic development grant agreement.~~

February 25, 2015

Section 5. That Section 9 of Resolution No. 14-2180 is amended as follows:

Section 9. That the Director of the Office of Economic Development, after approval and recommendation of the Oak Cliff Gateway TIF District Board of Directors, may authorize minor modifications to the project including development mix, design elements, and/or an extension of the project deadlines up to 6 months, and that project deadlines may be extended up to an additional year as needed to accommodate utility work and street improvements initiated by the City adjacent to the project site.

Section 6. That Section 2 of Resolution No. 14-2181 is amended as follows:

Section 2. That Grant II with Bishop Arts Project Phase I, in an amount not to exceed \$2,000,000, will be payable upon completion of all of the following:

- (1) Evidence that a minimum of \$30 million in private investment has been made in the Phase I project including land and building acquisition, site preparation, construction hard costs, and soft costs related to construction meeting and completing all requirements required to be performed prior to payment of the TIF subsidy (not including ongoing obligations) under the related TIF agreement and submission of all required documentation;
- (2) Recordation of a second lien on the project site, subject only to the construction loan for the project, to secure compliance with the Mixed Income Housing Guidelines adopted for the Oak Cliff Gateway TIF District throughout the 15-year affordability period, such affordability period to start beginning upon receipt of a final certificate of occupancy for the residential portion of the Project and continuing for a period of fifteen (15) years thereafter ("Affordability Period"). Such deed of trust to secure performance shall also require the Grantee, during the Affordability Period, to record deed restrictions approved as to form by the City Attorney at least five days before the property may be sold to another entity or before the construction loan can be refinanced. If the deed restriction is recorded during the affordability period, the city's lien will be released.
- (3) Compliance with the City's affirmative fair housing marketing requirements until 1) and 2) are fulfilled.

Section 7. That with the exception of the sections above, all other requirements of Resolution Nos. 14-2180 and 14-2181 will remain in full force and effect.

Section 8. 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.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1

DEPARTMENT: Office of Economic Development
Public Works Department
Water Utilities

CMO: Ryan S. Evans, 671-9837
Jill A. Jordan, P.E., 670-5299
Mark McDaniel, 670-3256

MAPSCO: 54C G

SUBJECT

Bishop Arts Area Public Infrastructure Improvements

- * Authorize a resolution confirming the City's intent to utilize an amount not to exceed \$4,100,000 in general obligation bond funds for the design and construction of paving and drainage improvements and related public infrastructure improvements for the Bishop Arts area, subject to future city council approval of the construction contract awards for these improvements – Financing: This action has no cost consideration to the City (see Fiscal Information for potential future cost)
- * Authorize Supplemental Agreement No. 4 to the professional services contract with Pacheco Koch Consulting Engineers for additional engineering services for paving, drainage, streetscape, water and wastewater improvements on Bishop Avenue from Eighth Street to Jefferson Boulevard and other nearby Bishop Arts area streets - Not to exceed \$494,885, from \$508,410 to \$1,003,295 - Financing: 2006 Bond Funds (\$489,335) and Water Utilities Capital Improvement Funds (\$5,550)

BACKGROUND

There is strong City, community, and developer interest in the Bishop Arts and Jefferson Corridor areas of North Oak Cliff, including expansion of the Oak Cliff Gateway TIF District to connect to this area and the new \$42 million Bishop Arts Phase I Tax Increment Financing (TIF) project approved by Council on December 10, 2014.

Bishop Arts Phase I is a mixed-use development that is designed with attention to urban form and pedestrian amenities, including enhanced sidewalks, streets, trees, pedestrian lighting, and park/plaza space. The project includes 218 residential units, 26,670 square feet of commercial space, and a parking garage.

BACKGROUND (Continued)

The City looked at improving the connection between the Bishop Arts District and the Jefferson Boulevard Corridor for several years, and selected Bishop Avenue to be part of the Complete Street initiative. In 2012, \$3 million in general obligation funds were approved for Complete Street improvements for Bishop Avenue from Eighth Street to Jefferson Boulevard.

As Bishop Art LLC finalized their redevelopment plans for their site, city staff worked with the development group to determine better ways to leverage bond funding and extend Complete Street and streetscape improvements to the planned streetcar terminus, located near the intersection of 8th Street and Zang Boulevard. To this end, the Office of Economic Development and the Public Works Department propose to use an additional \$1.1 million in general obligation funds for this project to expand the project limits to include:

Madison Avenue (Seventh Street to Tenth Street)
Melba Street (Bishop Avenue to Madison Avenue)
Tenth Street (Bishop Avenue to Madison Avenue)

The construction of sidewalks and landscaping immediately adjacent to the Bishop Arts Phase I remain the responsibility of the adjacent property owner, Bishop Arts LLC, as shown on the exhibit to the resolution. The sidewalks and landscaping adjacent to the block immediately to the south are not part of the Bishop Arts Public Infrastructure Improvements Priorities and will be addressed when that block is developed.

Together with the proposed Bishop Arts Phase I development, the proposed Complete Streets street construction and streetscape project will strengthen the connection between the Bishop Arts District and the Jefferson Corridor and improve pedestrian connections to the Oak Cliff Streetcar. The project includes paving and drainage improvements, streetscape, enhanced sidewalks, pedestrian lighting, landscaping, and water and wastewater improvements.

This action serves to evidence the City's support of redevelopment efforts in this area, and, if approved, will provide the direction needed for the developer's finance partners to finalize private funding for the developer to plan and sequence the private development and associated public infrastructure, and for City staff to plan and sequence the construction of water, wastewater, paving, and drainage improvements.

Streetscape and urban design improvements for Bishop Avenue from Neely Street to Colorado Boulevard were funded in the 2006 Bond Program. A professional services contract with Pacheco Koch Consulting Engineers for the engineering design was authorized on May 13, 2009 by Council Resolution No. 09-1196.

BACKGROUND (Continued)

This action will also authorize Supplemental Agreement No. 4 to the professional services contract with Pacheco Koch Consulting Engineers for additional engineering services for the design of paving, drainage, streetscape, water and wastewater improvements for Bishop Avenue from Eighth Street to Jefferson Boulevard and other nearby Bishop Arts area streets as shown in the attached map.

The City's intent resolution and the design award for the proposed Bishop Arts area public infrastructure improvements are being considered collectively. The construction award for the public infrastructure improvements is anticipated to be brought to Council for consideration after completion of the engineering design, estimated to be in late 2015.

PUBLIC INFRASTRUCTURE IMPROVEMENTS

Begin Design	March 2015
Complete Design	September 2015
Begin Construction	December 2015
Complete Construction	March 2017

PRIOR ACTION/REVIEW (COUNCIL BOARDS, COMMISSIONS)

Authorized a professional services contract for engineering services on May 13, 2009, by Resolution No. 09-1196.

Authorized Supplemental Agreement No. 3 to the professional services contract with Pacheco Koch Consulting Engineers on August 24, 2011, by Resolution No. 11-2198.

On October 23, 2014, the Oak Cliff Gateway TIF District Board of Directors reviewed the proposed Bishop Arts Project Phase 1 and recommended City Council authorize a development agreement with Bishop Arts Village LLC (now Bishop Arts LLC).

On November 3, 2014, the Economic Development Committee was briefed on the Bishop Arts Project Phase 1 and recommended approval.

On December 8, 2010, City Council authorized a grant agreement with Bishop Arts Village LLC, to assemble property for development of a mixed-use pedestrian-oriented urban project in North Oak Cliff in an amount not to exceed \$2,000,000 by Resolution No. 10-3039.

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

On December 10, 2014, City Council authorized a development agreement with Bishop Arts Village LLC, in an amount not to exceed \$5,000,000, payable from future Oak Cliff Gateway TIF District funds for the development of Bishop Arts Project Phase I by Resolution No. 14-2180.

On December 10, 2014, City Council authorized a development agreement with Bishop Arts Village LLC, in an amount not to exceed \$2,000,000, pursuant to Chapter 380 of the Texas Local Government Code for the development of Bishop Arts Project Phase I by Resolution No. 14-2181.

On February 17, 2015, a memo was submitted to the Economic Development Committee regarding proposed amendments to the agreements for the Bishop Arts Phase I project.

FISCAL INFORMATION

2006 Bond Funds - \$489,335

Water Utilities Capital Improvement Funds - \$5,550

The City's potential future cost for design and construction is capped at \$4,100,000

Design Contract (PBW)	\$ 270,105.00
Design Contract (DWU)	\$ 44,730.00
Supplemental Agreement No. 1	\$ 23,700.00
Supplemental Agreement No. 2	\$ 15,500.00
Supplemental Agreement No. 3	\$ 154,375.00
Supplemental Agreement No. 4 (this action)	<u>\$ 494,885.00</u>
Total	\$1,003,295.00

M/WBE INFORMATION

See attached.

ETHNIC COMPOSITION

Pacheco Koch Consulting Engineers

Hispanic Female	6	Hispanic Male	21
African-American Female	0	African-American male	1
Other Female	2	Other Male	3
White Female	11	White Male	60

OWNER

Pacheco Koch Consulting Engineers

Mark A. Pacheco, P.E., R.P.L.S., President

Bishop Arts LLC

A Texas limited liability corporation
Farrokh Nazerian, President
Michael Nazerian, COO

MAP

Attached.

DEVELOPER

Bishop Arts LLC

A Texas limited liability corporation
Farrokh Nazerian, President
Michael Nazerian, COO

BUSINESS INCLUSION AND DEVELOPMENT PLAN SUMMARY

PROJECT: Authorize Supplemental Agreement No. 4 to the professional services contract with Pacheco Koch Consulting Engineers for additional engineering services for paving, drainage, streetscape, water and wastewater improvements on Bishop Avenue from Eighth Street to Jefferson Boulevard and other nearby Bishop Arts area streets - Not to exceed \$494,885, from \$508,410 to \$1,003,295 - Financing: 2006 Bond Funds (\$489,335) and Water Utilities Capital Improvement Funds (\$5,550)

Pacheco Koch Consulting Engineers is a local, minority firm, has signed the "Business Inclusion & Development" documentation, and proposes to use the following sub-contractors.

PROJECT CATEGORY: Architecture & Engineering

LOCAL/NON-LOCAL CONTRACT SUMMARY - THIS ACTION ONLY

	<u>Amount</u>	<u>Percent</u>
Local contracts	\$449,885.00	90.91%
Non-local contracts	\$45,000.00	9.09%
TOTAL THIS ACTION	\$494,885.00	100.00%

LOCAL/NON-LOCAL M/WBE PARTICIPATION THIS ACTION

Local Contractors / Sub-Contractors

<u>Local</u>	<u>Certification</u>	<u>Amount</u>	<u>Percent</u>
Alliance Geotechnical Group	BMDL12659N0415	\$18,395.00	4.09%
Gerald & Associates Consulting Engineers	BMD62409Y0715	\$10,200.00	2.27%
Urban Engineers Group	HFD62721Y0715	\$33,897.60	7.53%
Pacheco Koch Consulting Engineers	HMDB63257Y1015	\$365,092.40	81.15%
Lim and Associates, Inc.	PMDB61077Y0315	\$22,300.00	4.96%
Total Minority - Local		\$449,885.00	100.00%

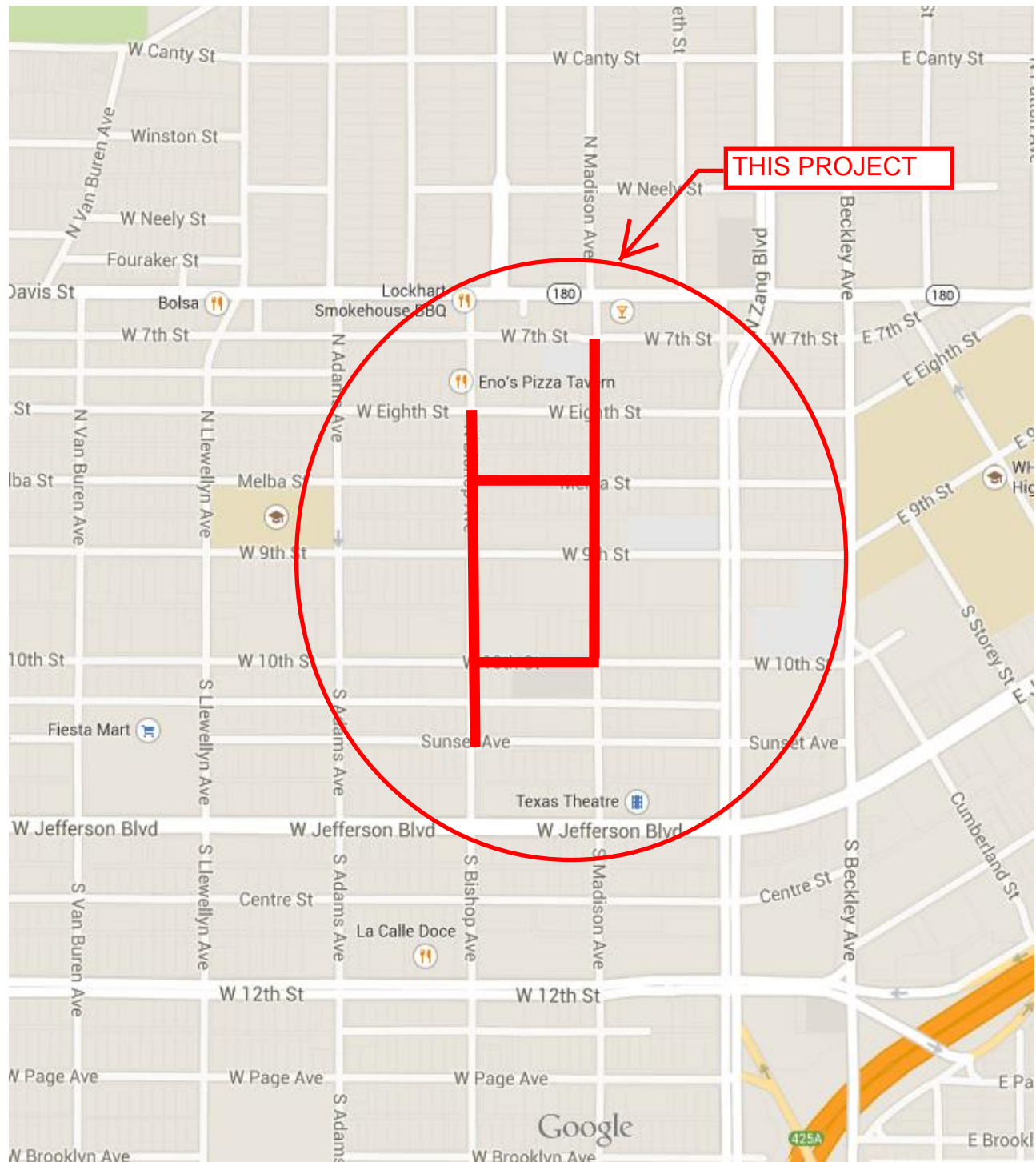
Non-Local Contractors / Sub-Contractors

None

TOTAL M/WBE PARTICIPATION

	This Action		Participation to Date	
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
African American	\$28,595.00	5.78%	\$40,095.00	4.00%
Hispanic American	\$398,990.00	80.62%	\$832,400.00	82.97%
Asian American	\$22,300.00	4.51%	\$22,300.00	2.22%
Native American	\$0.00	0.00%	\$0.00	0.00%
WBE	\$0.00	0.00%	\$18,395.00	1.83%
Total	<u>\$449,885.00</u>	<u>90.91%</u>	<u>\$913,190.00</u>	<u>91.02%</u>

BISHOP ARTS PROJECT PUBLIC IMPROVEMENTS



MAPSCO 54C & 54G

February 25, 2015

WHEREAS, the City Council of the City of Dallas, Texas recognizes the importance of its role in local economic development, and in particular the Bishop Arts area; and

WHEREAS, on December 8, 2010, City Council authorized a grant agreement with Bishop Arts Village LLC, to assemble property for development of a mixed-use pedestrian-oriented urban project in North Oak Cliff in an amount not to exceed \$2,000,000 by Resolution No. 10-3039; and

WHEREAS, on December 10, 2014, City Council authorized a development agreement with Bishop Arts Village LLC, in an amount not to exceed \$5,000,000, payable from future Oak Cliff Gateway TIF District funds for the development of Bishop Arts Project Phase I by Resolution No. 14-2180; and

WHEREAS, on December 10, 2014, City Council authorized a development agreement with Bishop Arts Village LLC, in an amount not to exceed \$2,000,000, pursuant to Chapter 380 of the Texas Local Government Code for the development of Bishop Arts Project Phase I by Resolution No. 14-2181; and

WHEREAS, the City desires to evidence its intent to utilize an amount not to exceed \$4,100,000 in general obligation bond funds for the design and construction of paving and drainage improvements and related public infrastructure improvements for the Bishop Arts area subject to future City Council approval of the construction contract award for these improvements.

NOW, THEREFORE,

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

Section 1. That subject to future City Council approval of construction contract awards, it is the intent of the City of Dallas to utilize an amount not to exceed \$4,100,000 in general obligation bond funds for the design and construction of paving and drainage improvements and related public infrastructure improvements for the Bishop Arts area in accordance with the attached **Exhibit A** (the "Bishop Arts Area Public Infrastructure Improvements Priorities") and the priority of public improvements listed therein.

Section 2. That the City does not warrant or guarantee that funding appropriations for the Bishop Arts Area Public Infrastructure Improvements as described in **Exhibit A** will be approved by future City Council action.

February 25, 2015

Section 3. That the City's maximum commitment for the design and construction of the Bishop Arts Area Public Infrastructure Improvements, including change orders, shall not exceed \$4,100,000 and that the City will attempt to complete as many of the priorities as possible that are listed in **Exhibit A** up to the \$4,100,000 funding limit.

Section 4. That the city has no obligation to award the construction contract for the Bishop Arts Area Public Infrastructure Improvements and may redirect these funds to other projects at any time and for any reason including default of any developer obligations.

Section 5. That all Bishop Arts Area Public Infrastructure Improvements shall be designed and constructed in accordance with approved city standards and guidelines. Pending Council approval, City estimates design to begin in March 2015 and end in September 2015. Pending future Council approval of construction contracts, and successful start of the Bishop Arts Phase I project, City estimates construction on the Bishop Arts Public Infrastructure Project to begin in December 2015 and to end in March 2017.

Section 6. That all Bishop Arts Area Public Infrastructure Improvements shall be designed and constructed to take into account the needs for the long-term development, ownership and operation of the Bishop Arts area, and that no non-standard Bishop Arts Area Public Infrastructure Improvements shall be constructed with public funds without a long-term commitment for the maintenance and operation of such facilities from the abutting property owners.

Section 7. 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

BISHOP ARTS AREA PUBLIC INFRASTRUCTURE IMPROVEMENTS PRIORITIES

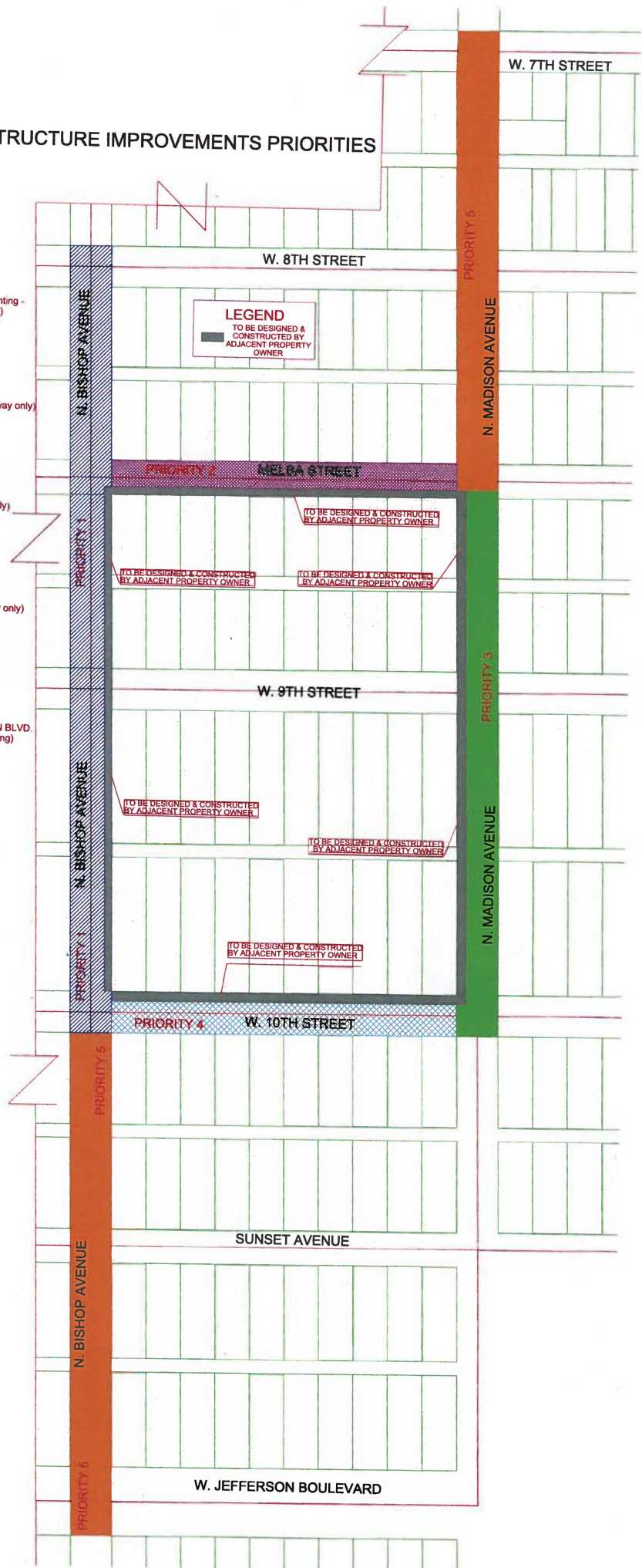
- TO BE DESIGNED AND CONSTRUCTED BY THE ADJACENT PROPERTY OWNER TO STANDARDS OF TIF COMMITMENT. LONG TERM MAINTENANCE IS RESPONSIBILITY OF THE ADJACENT PROPERTY OWNER.
- PRIORITY 1:**
RECONSTRUCT ALL BISHOP AVE. FROM 8TH ST. TO 10TH ST. (including paving, drainage, streetscape/landscape and pedestrian lighting - except east parkway section of Bishop Ave. from Melba St. to 10th St.)
- PRIORITY 2:**
PAVING AND DRAINAGE IMPROVEMENTS FOR - (curb to curb) MELBA ST. FROM BISHOP AVE. TO N. MADISON AVE.
SIDEWALK, MINIMAL LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - MELBA ST. FROM BISHOP AVE. TO N. MADISON AVE. (north parkway only)
- PRIORITY 3:**
PAVING & DRAINAGE IMPROVEMENTS FOR - (curb to curb) N. MADISON AVE. FROM MELBA ST. TO 10TH ST.
SIDEWALK, MINIMAL LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - N. MADISON AVE. FROM MELBA ST. TO 10TH ST. (east parkway only)
- PRIORITY 4:**
ASPHALT RESURFACING FOR - (curb to curb) 10TH ST. FROM BISHOP AVE. TO MADISON AVE.
SIDEWALK, MINIMUM LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - 10TH ST. FROM BISHOP AVE. TO N. MADISON AVE. (south parkway only)
- PRIORITY 5**
PAVING AND DRAINAGE IMPROVEMENTS FOR - (curb to curb) N. MADISON AVE. FROM MELBA ST. TO 7TH ST.
SIDEWALK, MINIMUM LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - N. MADISON AVE. FROM MELBA ST. TO 7TH ST. (both parkways)
RECONSTRUCT ALL BISHOP AVE. FROM 10TH ST. TO JEFFERSON BLVD. (including paving, drainage, streetscape/landscape and pedestrian lighting)

NOTE 1: THE CITY HAS \$4.1 MILLION FOR DESIGN AND CONSTRUCTION. THE CITY WILL DESIGN ALL PRIORITIES. THE CONSTRUCTION BASE PACKAGE WILL INCLUDE PRIORITIES 1, 2, AND 3. THE REMAINING PRIORITIES WILL BE INCLUDED IN THE CONSTRUCTION AWARD DOCUMENTS AS ALTERNATE BIDS AND WILL BE CONSTRUCTED IF FUNDING FROM THE \$4.1 MILLION IS AVAILABLE.

**CITY DOES NOT WARRANT OR GUARANTEE FUNDING APPROPRIATIONS.

***MAXIMUM COMMITMENT FOR DESIGN AND CONSTRUCTION OF INFRASTRUCTURE IMPROVEMENTS IS \$4.1 MILLION.

NOTE 2: WATER AND WASTEWATER RELOCATION AND REPLACEMENT IMPROVEMENTS DONE IN CONJUNCTION WITH THE STREET PUBLIC INFRASTRUCTURE IMPROVEMENTS WILL NOT BE FUNDED WITH THE AVAILABLE \$4.1 MILLION BOND FUNDS.



February 25, 2015

WHEREAS, on May 13, 2009, Resolution No. 09-1196 authorized a professional services contract with Pacheco Koch Consulting Engineers for engineering services for Bishop Avenue from Neely Street to Colorado Boulevard; and

WHEREAS, on January 20, 2010, Administrative Action No. 10-0637 authorized Supplemental Agreement No. 1 to the contract with Pacheco Koch Consulting Engineers to complete and finalize the survey work related to the horizontal and vertical control surveying and the boundary descriptions needed to proceed with the design of this project, in the amount of \$23,700, from \$314,835 to \$338,535; and

WHEREAS, on November 12, 2010, Administrative Action No. 10-3140 authorized Supplemental Agreement No. 2 to the contract with Pacheco Koch Consulting Engineers to design a proposed storm drainage system and provide drainage related calculations and requirements needed to complete the design of this project, in the amount of \$15,500, from \$338,535 to \$354,035; and

WHEREAS, on August 24, 2011, Resolution No. 11-2198 authorized Supplemental Agreement No. 3 to the contract with Pacheco Koch Consulting Engineers for additional streetscape/urban design services for Bishop Avenue from Eighth Street to Jefferson Boulevard, in the amount of \$154,375, increasing the contract from \$354,035 to \$508,410; and

WHEREAS, it is now necessary to authorize Supplemental Agreement No. 4 to the contract with Pacheco Koch Consulting Engineers for additional engineering services for paving, drainage, streetscape, water and wastewater improvements on Bishop Avenue from Eighth Street to Jefferson Boulevard and other nearby Bishop Arts area streets listed in Exhibit A, in the amount of \$494,885, increasing the contract from \$508,410 to \$1,003,295.

NOW, THEREFORE,

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

Section 1. That the City Manager is hereby authorized to execute Supplemental Agreement No. 4 to the contract with Pacheco Koch Consulting Engineers for additional engineering services for paving, drainage, streetscape, water and wastewater improvements on Bishop Avenue from Eighth Street to Jefferson Boulevard and other nearby Bishop Arts area streets listed in **Exhibit A**, in the amount of \$494,885, increasing the contract from \$508,410 to \$1,003,295, after it has been approved as to form by the City Attorney.

February 25, 2015

Section 2. That the Chief Financial Officer is hereby authorized to disburse funds in accordance with the terms and conditions of the agreement from:

Street and Transportation Improvements Fund Fund 6T22, Department PBW, Unit S390, Act. THRF Obj. 4111, Program No. PB12S390, CT PBW06U728H1 Vendor No. 342980, in an amount not to exceed	\$ 60,833.56
Street and Transportation Improvements Fund Fund 8T22, Department PBW, Unit S390, Act. THRF Obj. 4111, Program No. PB12S390, CT PBW06U728H1 Vendor No. 342980, in an amount not to exceed	\$428,501.44
Water Capital Improvement Fund Fund 3115, Department DWU, Unit PW42, Obj. 4111 Program No. 711277, CT PBW711277CP Vendor No. 342980, in an amount not to exceed	\$ 2,676.00
Wastewater Capital Improvement Fund Fund 3116, Department DWU, Unit PS42, Obj. 4111 Program No. 711278, CT PBW711278CP Vendor No. 342980, in an amount not to exceed	<u>\$ 2,874.00</u>
Total in an amount not to exceed	\$494,885.00

Section 3. 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

BISHOP ARTS AREA PUBLIC INFRASTRUCTURE IMPROVEMENTS PRIORITIES

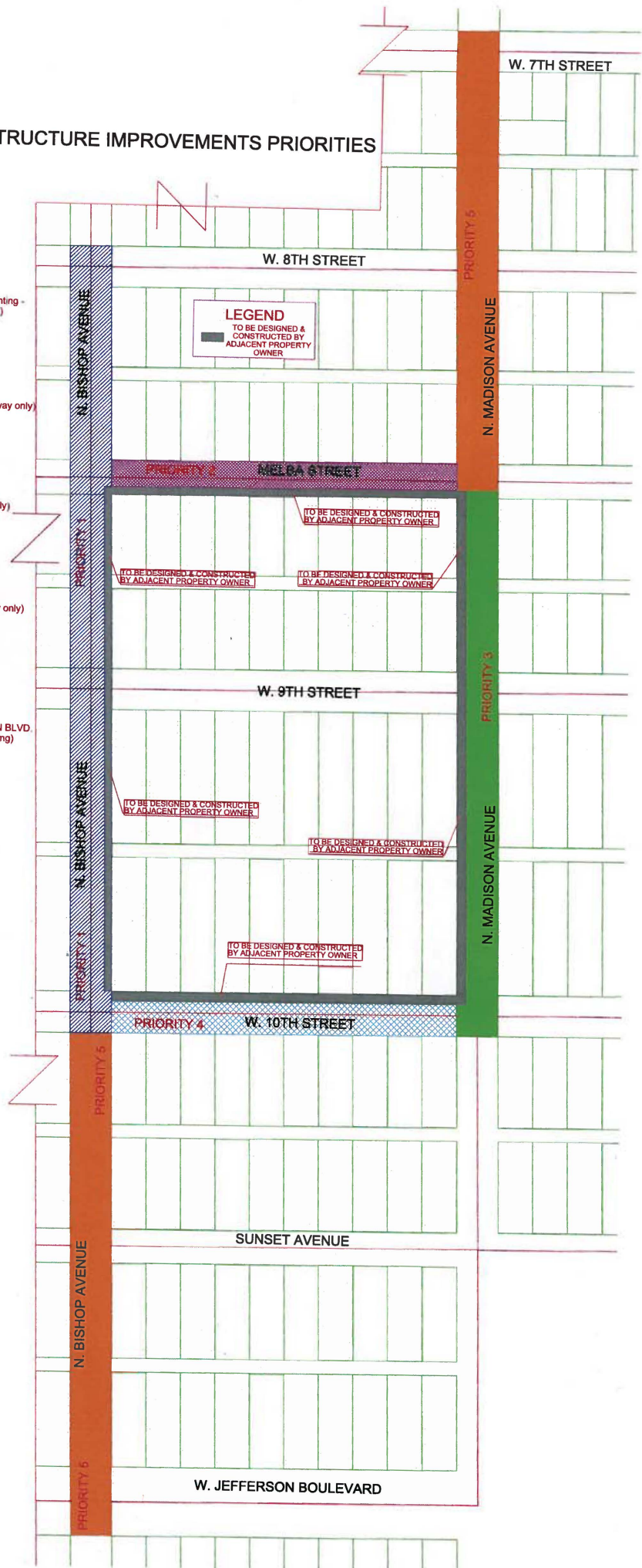
- TO BE DESIGNED AND CONSTRUCTED BY THE ADJACENT PROPERTY OWNER TO STANDARDS OF TIF COMMITMENT. LONG TERM MAINTENANCE IS RESPONSIBILITY OF THE ADJACENT PROPERTY OWNER.
- PRIORITY 1:**
RECONSTRUCT ALL BISHOP AVE. FROM 8TH ST. TO 10TH ST. (including paving, drainage, streetscape/landscape and pedestrian lighting - except east parkway section of Bishop Ave. from Melba St. to 10th St.)
- PRIORITY 2:**
PAVING AND DRAINAGE IMPROVEMENTS FOR - (curb to curb) MELBA ST. FROM BISHOP AVE. TO N. MADISON AVE.
SIDEWALK, MINIMAL LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - MELBA ST. FROM BISHOP AVE. TO N. MADISON AVE. (north parkway only)
- PRIORITY 3:**
PAVING & DRAINAGE IMPROVEMENTS FOR - (curb to curb) N. MADISON AVE. FROM MELBA ST. TO 10TH ST.
SIDEWALK, MINIMAL LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - N. MADISON AVE. FROM MELBA ST. TO 10TH ST. (east parkway only)
- PRIORITY 4:**
ASPHALT RESURFACING FOR - (curb to curb) 10TH ST. FROM BISHOP AVE. TO MADISON AVE.
SIDEWALK, MINIMUM LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - 10TH ST. FROM BISHOP AVE. TO N. MADISON AVE. (south parkway only)
- PRIORITY 5**
PAVING AND DRAINAGE IMPROVEMENTS FOR - (curb to curb) N. MADISON AVE. FROM MELBA ST. TO 7TH ST.
SIDEWALK, MINIMUM LANDSCAPE AND PEDESTRIAN LIGHTING IMPROVEMENTS FOR - N. MADISON AVE. FROM MELBA ST. TO 7TH ST. (both parkways)
RECONSTRUCT ALL BISHOP AVE. FROM 10TH ST. TO JEFFERSON BLVD. (including paving, drainage, streetscape/landscape and pedestrian lighting)

NOTE 1: THE CITY HAS \$4.1 MILLION FOR DESIGN AND CONSTRUCTION. THE CITY WILL DESIGN ALL PRIORITIES. THE CONSTRUCTION BASE PACKAGE WILL INCLUDE PRIORITIES 1, 2, AND 3. THE REMAINING PRIORITIES WILL BE INCLUDED IN THE CONSTRUCTION AWARD DOCUMENTS AS ALTERNATE BIDS AND WILL BE CONSTRUCTED IF FUNDING FROM THE \$4.1 MILLION IS AVAILABLE.

**CITY DOES NOT WARRANT OR GUARANTEE FUNDING APPROPRIATIONS.

***MAXIMUM COMMITMENT FOR DESIGN AND CONSTRUCTION OF INFRASTRUCTURE IMPROVEMENTS IS \$4.1 MILLION.

NOTE 2: WATER AND WASTEWATER RELOCATION AND REPLACEMENT IMPROVEMENTS DONE IN CONJUNCTION WITH THE STREET PUBLIC INFRASTRUCTURE IMPROVEMENTS WILL NOT BE FUNDED WITH THE AVAILABLE \$4.1 MILLION BOND FUNDS.



KEY FOCUS AREA: Clean, Healthy Environment

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 4, 5, 6, 7

DEPARTMENT: Housing/Community Services

CMO: A. C. Gonzalez, 670-3297

MAPSCO: 43F 46Z 55F 55W 55Y 56G 59L 65A 65K

SUBJECT

Authorize on-site reconstruction of nine homes in accordance with the requirements of the Reconstruction Program Statement for the properties located at: 4134 Aransas Street in the amount of \$103,000; 3530 Hancock Street in the amount of \$103,000; 1323 Hendricks Avenue in the amount of \$103,000; 2139 Hudspeth Avenue in the amount of \$103,000; 1318 Amity Lane in the amount of \$103,000; 3902 South Marsalis Avenue in the amount of \$103,000; 3003 Harlandale Avenue in the amount of \$103,000; 1435 Adelaide Drive in the amount of \$103,000; and 2516 Lowery Street in the amount of \$103,000 - Total not to exceed \$927,000 - Financing: 2012-13 HOME Investment Partnership Program Grant Funds (\$80,008); 2012-13 Community Development Block Grant Reprogramming Funds (\$94,389); 2013-14 Community Development Block Grant Funds (\$113,326) and 2014-15 Community Development Block Grant Funds (\$639,277)

BACKGROUND

The homeowners and the properties herein described are eligible for a Reconstruction Program loans. The homeowners are below 80% AMFI and their names, ages and property addresses follow: Juilett Greer, an disabled female, 56 years old, residing at 4134 Aransas Street; Horace Minafee, an elderly male, 74 years old, residing at 3530 Hancock Street; Dan Jones & Yvonne Jones, an elderly couple, 70 & 72 years old, residing at 2139 Hudspeth Avenue; Roy DeBreaux & Vesta DeBreaux, an elderly couple, 71 & 63 years old, residing at 3902 South Marsalis Avenue; Alfred Futch & Pearlie Futch, an elderly couple, 71 & 73 years old, residing at 3003 Harlandale Avenue; Lorna Mathis, an disabled female, 62 years old, residing at 1435 Adelaide Drive; Barbara Nixon, an elderly female, 82 years old, residing at 2516 Lowery Street.

BACKGROUND (Continued)

On September 22, 2010, City Council authorized 10% of funds to be used to assist persons younger than 62 years of age, or without a disability, and still meeting all other loan criteria. The homeowners, Willie McCallister, 54 year old female, residing at 1323 Hendricks Avenue; and Ricardo Alvarado & Aida Alvarado, a married couple, 44 & 43 years old, residing at 1318 Amity Lane have been found eligible for the Reconstruction Program.

Authorization by City Council is required before proceeding with on-site reconstruction of a home when all of the following conditions exist: (a) repairs necessary to meet the Quality Standards and all applicable codes cannot be accomplished within the program funding limits; (b) the condition of the home creates an imminent danger to the life, health and/or safety of the residents, and/or the neighborhood; and (c) repairs are not feasible to extend the life of the repaired structure beyond 15 years.

This action provides the authority to proceed with on-site reconstruction of nine (9) single-family homes in compliance with the conditions listed above.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On September 22, 2010, City Council authorized modifications to the Program Statement for the Reconstruction/SHARE Program including using 10% to assist persons younger than 62 years of age, or without a disability, and still meeting all other loan criteria by Resolution No. 10-2465.

On November 10, 2010, City Council authorized an amendment to the Home Repair Program Statement for Reconstruction/SHARE Program Statement previously approved on September 22, 2010 by Resolution No. 10-2465; allow payoff of liens up to the amount of the amenities package of \$5,900 amended to: allow refinancing of liens up to the amount of the amenities package of \$5,900 by Resolution No. 10-2884.

On May 25, 2011, City Council authorized modifications to the Reconstruction/SHARE Program Statement to increase the maximum Reconstruction Program Assistance Type One loan amount from up to \$93,400 to up to \$103,000 by Resolution No. 11-1349.

On January 22, 2014, City Council authorized modifications to the Reconstruction Program Statement to provide assistance as a twenty-year forgivable loan by Resolution No. 14-0180.

FISCAL INFORMATION

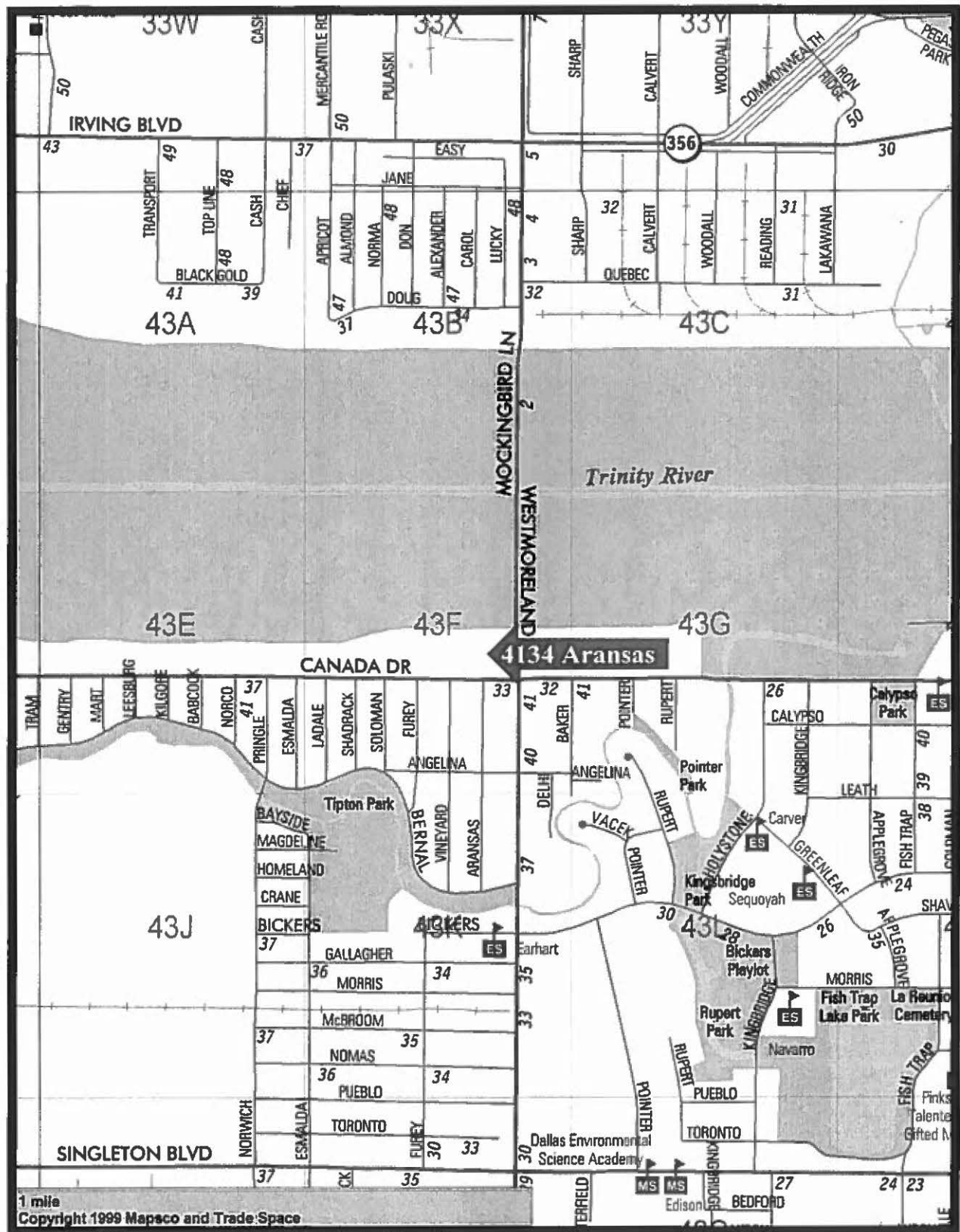
2012-13 HOME Investment Partnership Program Grant Funds - \$80,008
2012-13 Community Development Block Grant Reprogrammed Funds - \$94,389
2013-14 Community Development Block Grant Funds - \$113,326
2014-15 Community Development Block Grant Funds- \$639,277

FISCAL INFORMATION (Continued)

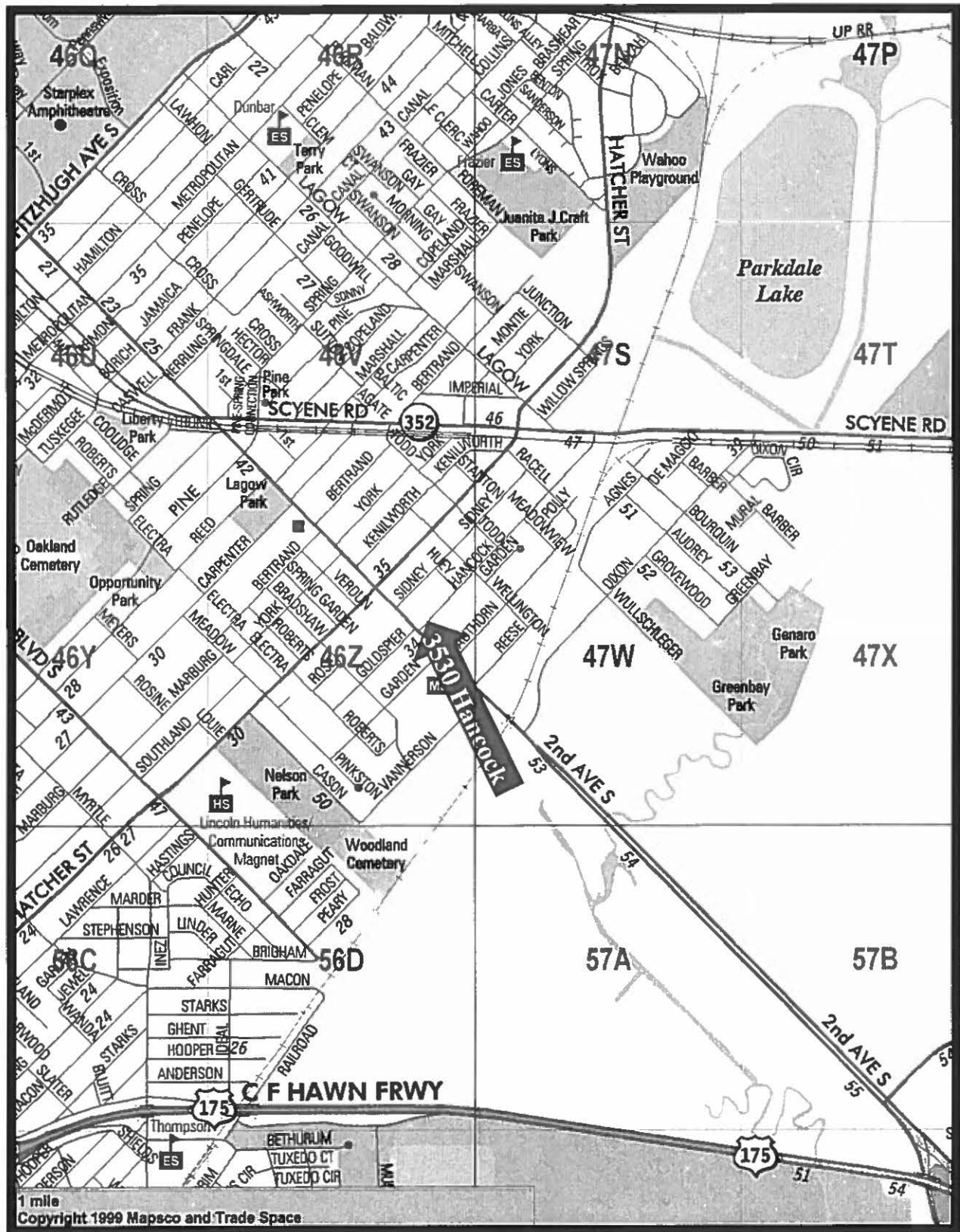
<u>Council District</u>	<u>Amount</u>
4	\$515,000
5	\$103,000
6	\$103,000
7	<u>\$206,000</u>
Total	\$927,000

MAPS

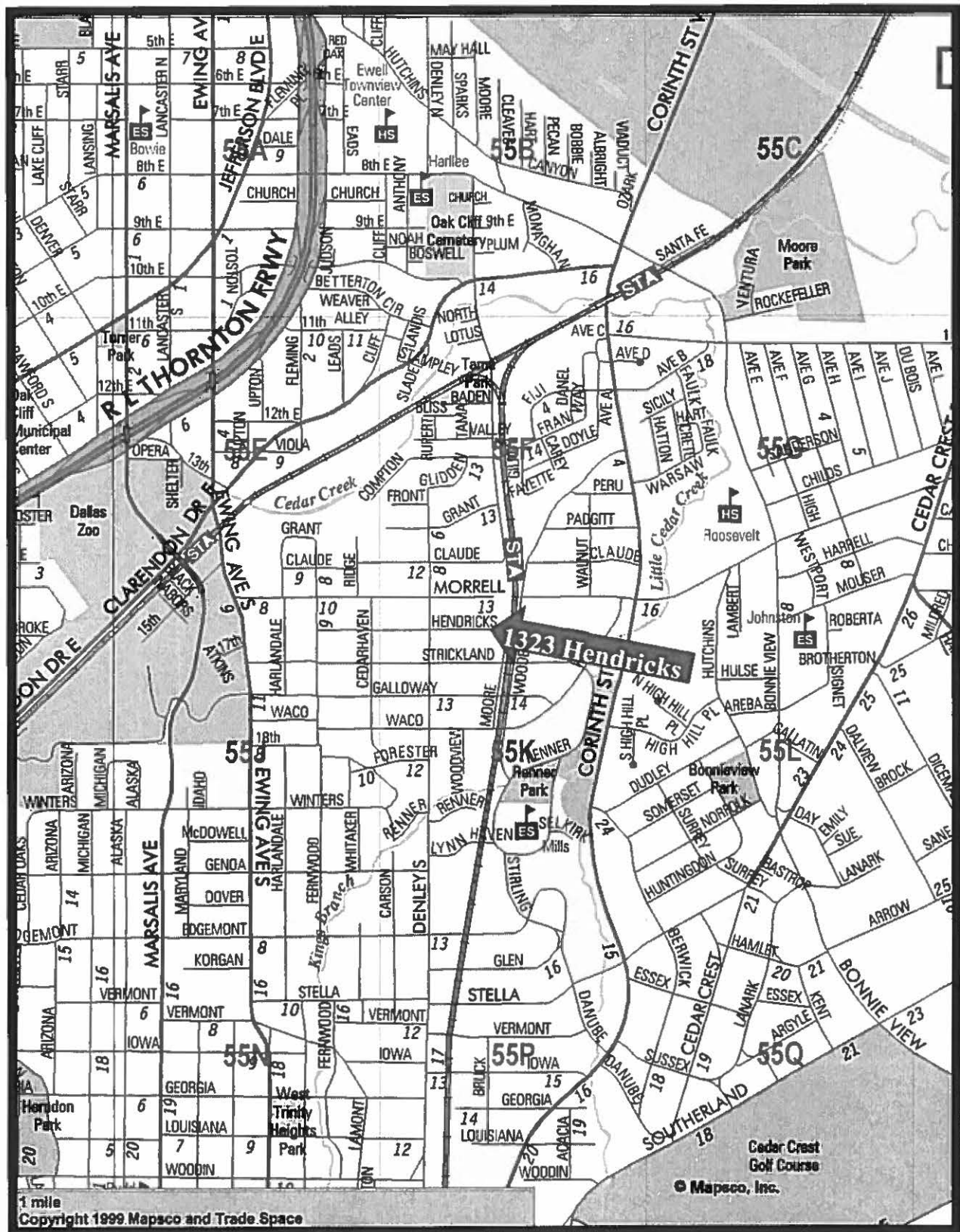
Attached



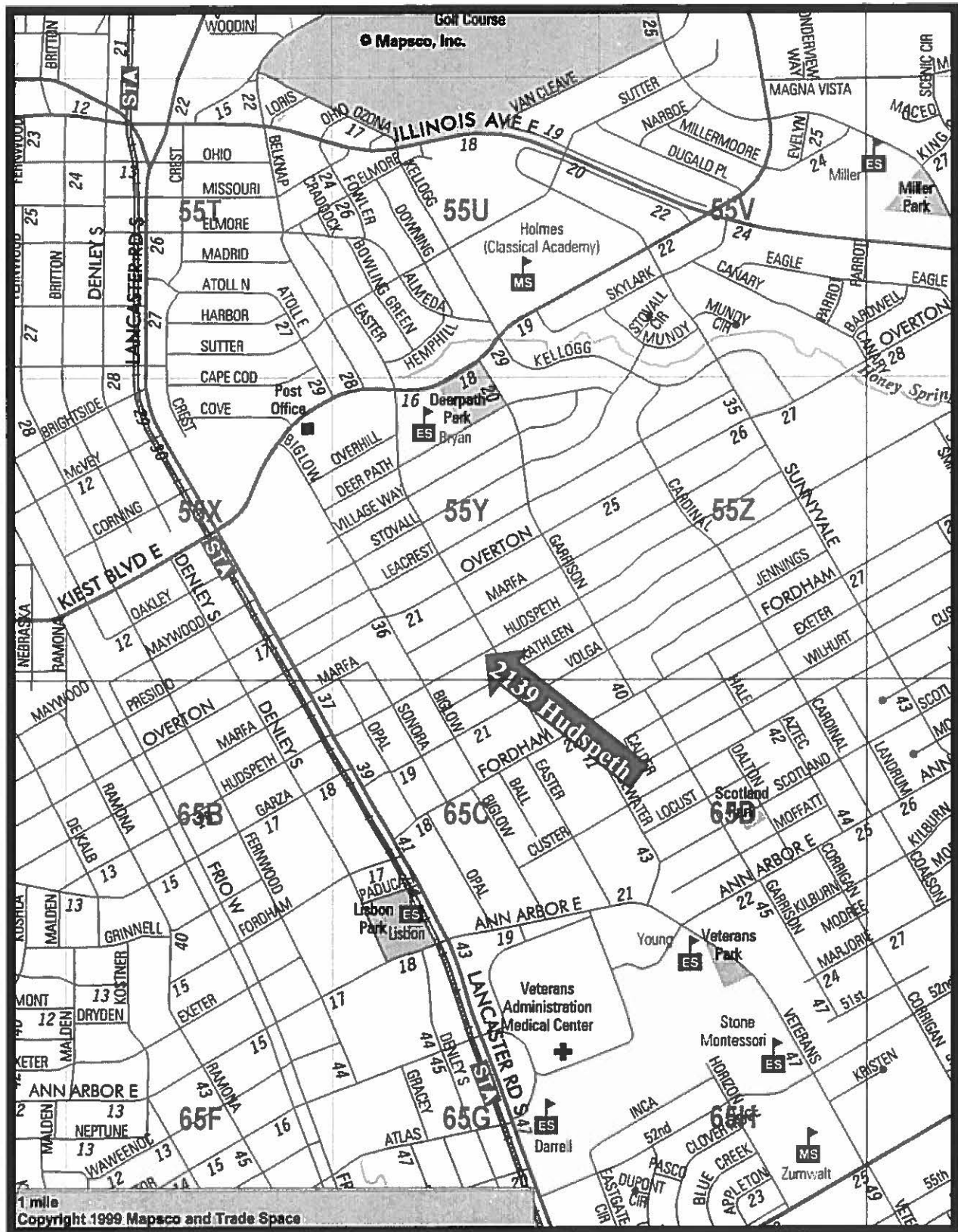
MAPSCO 43-F



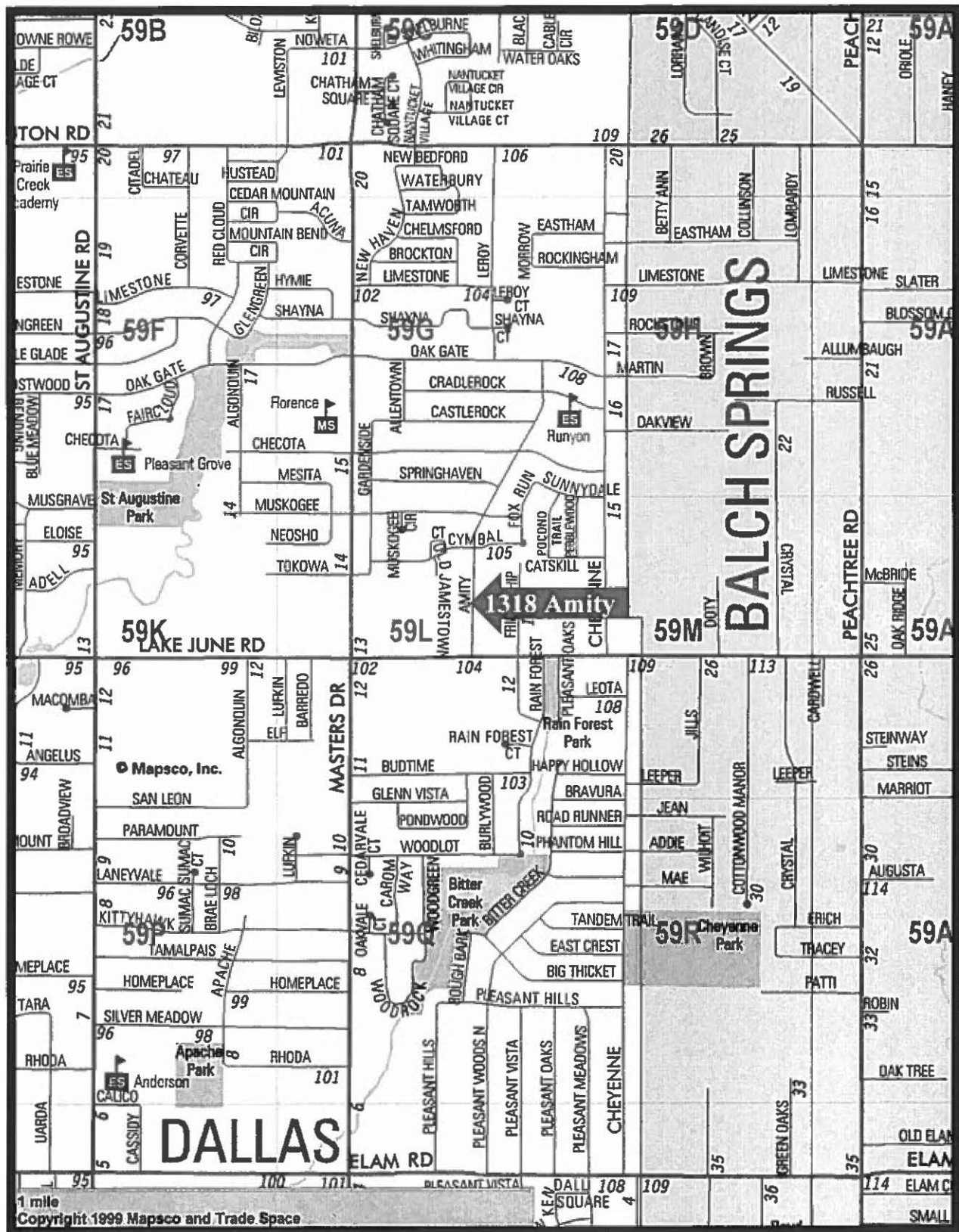
MAPSCO 46-Z



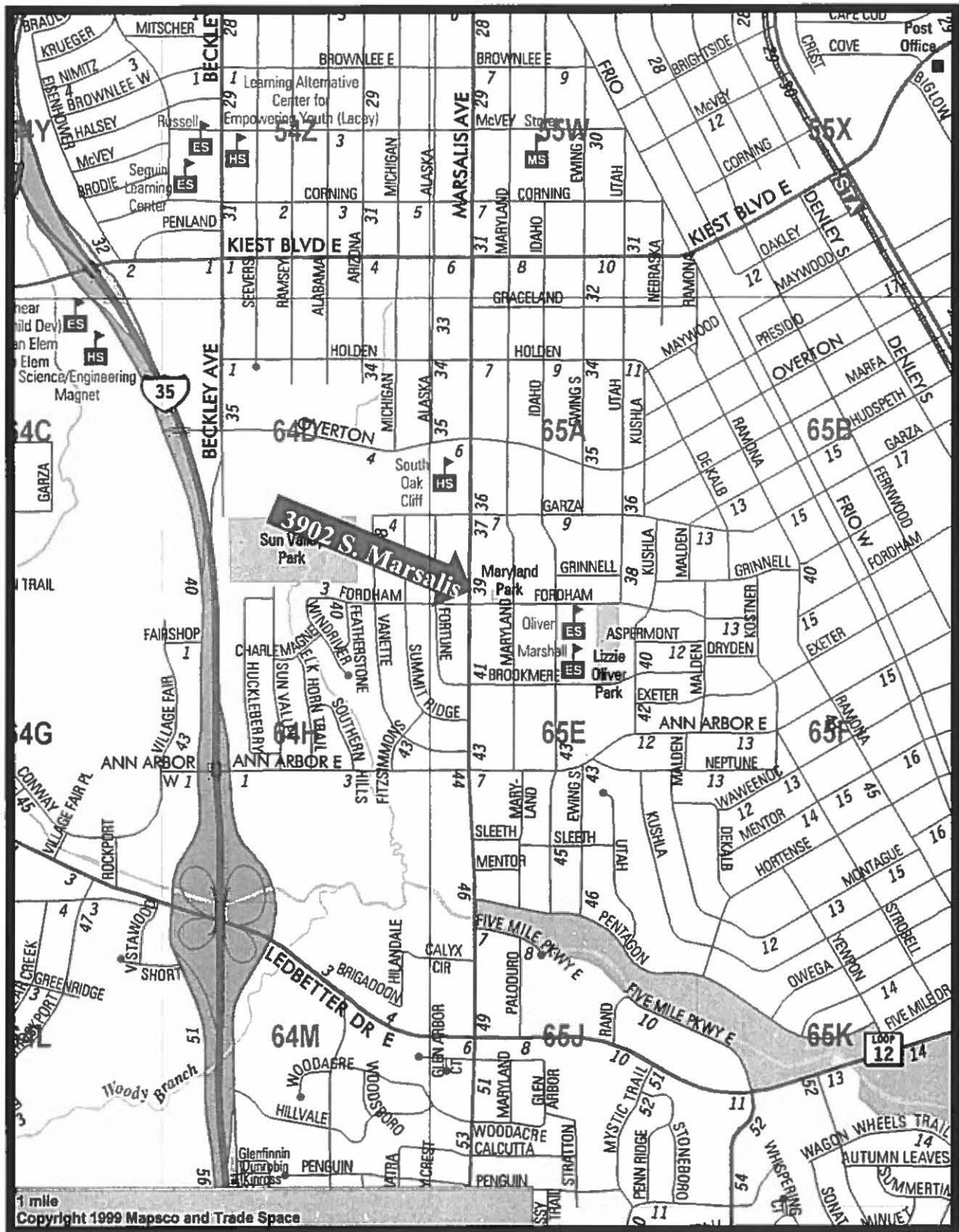
MAPSCO 55-F



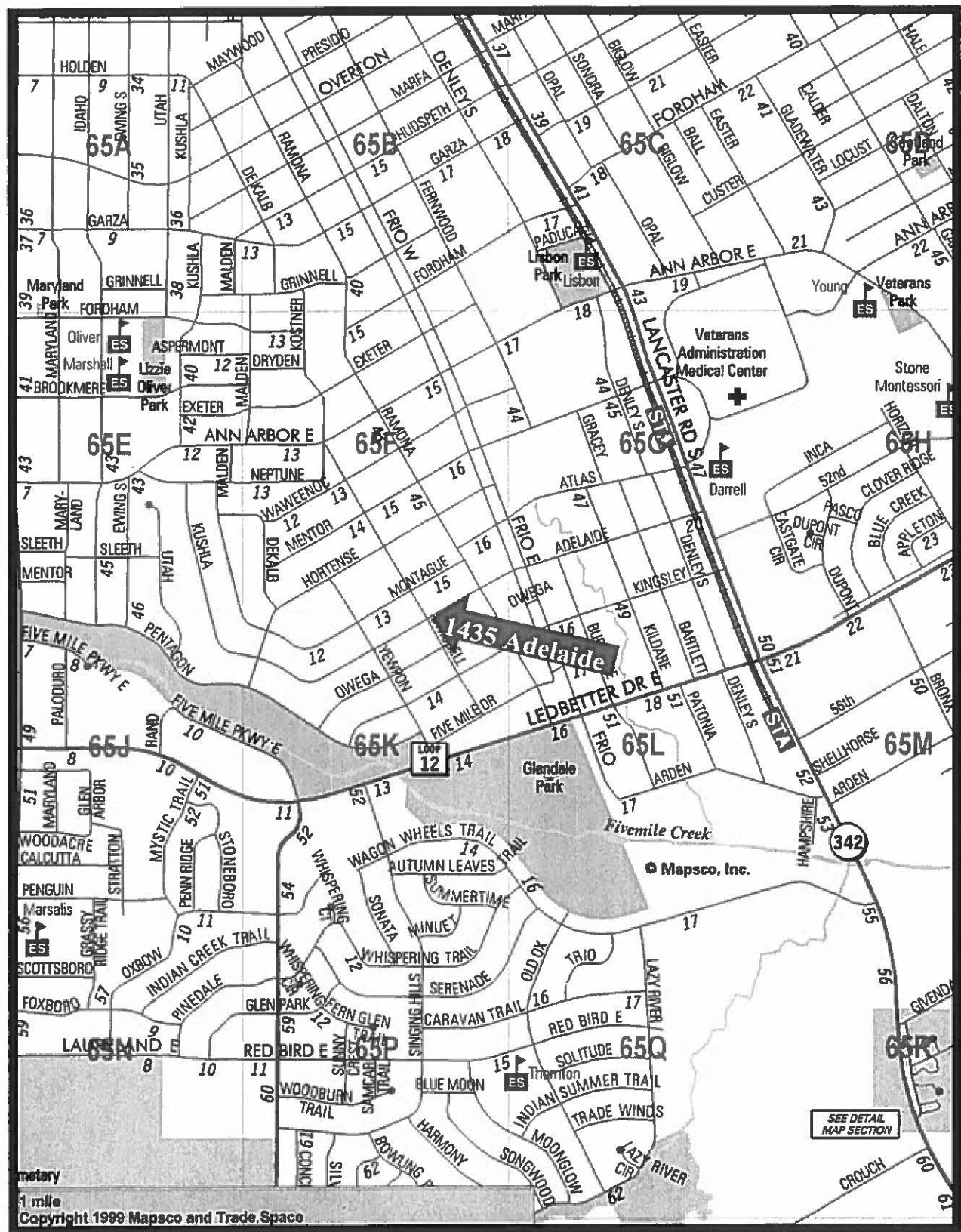
MAPSCO 55-Y



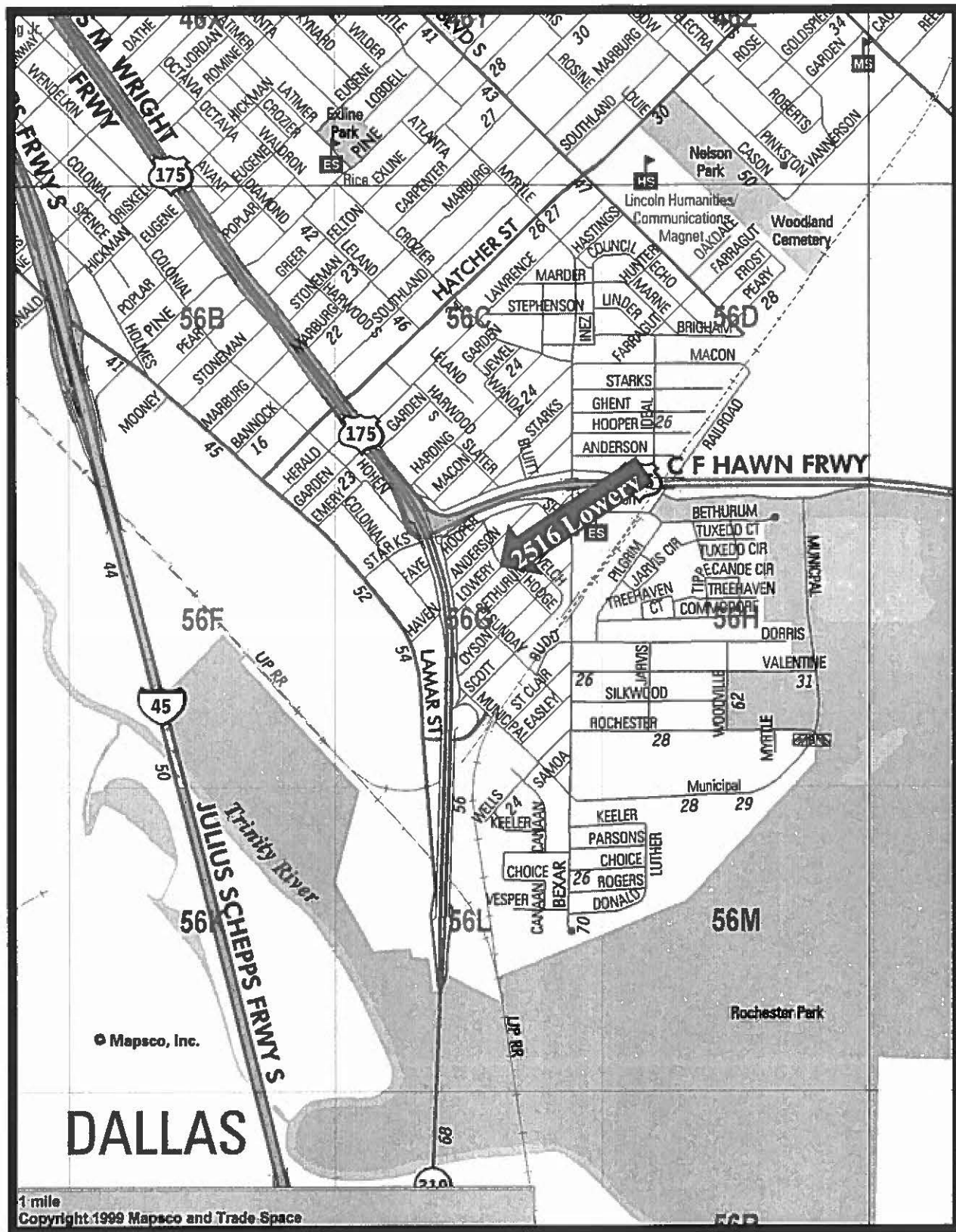
MAPSCO 59-L



MAPSCO 65-A



MAPSCL 65-K



MAPSCO 56-G

February 25, 2015

WHEREAS, on September 22, 2010, the City Council authorized modifications to the Program Statement for the Reconstruction/SHARE Program to allow for 10 % of available funding to be used for homeowners that are not seniors or disabled by Resolution No. 10-2465; and

WHEREAS, on May 25, 2011, City Council authorized modifications to the Reconstruction/SHARE Program Statement to increase the maximum Reconstruction Program Assistance Type One loan amount from up to \$93,400 to up to \$103,000 by Resolution No. 11-1349; and

WHEREAS, on January 22, 2014, City Council authorized modifications to the Reconstruction Program Statement to provide assistance as a twenty-year forgivable loan by Resolution No. 14-0180; and

WHEREAS, the homeowners at the addresses herein described have made applications to the Home Repair Program: Juilett Greer at 4134 Aransas Street; Horace Minafee at 3530 Hancock Street; Dan Jones & Yvonne Jones at 2139 Hudspeth Avenue; Roy DeBreaux & Vesta DeBreaux at 3902 S Marsalis Avenue; Alfred Futch & Pearlie Futch at 3003 Harlandale Avenue; Lorna Mathis at 1435 Adelaide Drive; Barbara Nixon at 2516 Lowery Street; Willie McCallister at 1323 Hendricks Avenue; and Ricardo Alvarado & Aida Alvarado at 1318 Amity Lane; and

WHEREAS, all three conditions outlined in the Reconstruction Program Statement for on-site reconstruction of the homes were met for the property owners: Juilett Greer; Horace Minafee; Dan Jones & Yvonne Jones; Roy DeBreaux & Vesta DeBreaux; Alfred Futch & Pearlie Futch; Lorna Mathis; Barbara Nixon; Willie McCallister; and Ricardo Alvarado & Aida Alvarado; **NOW, THEREFORE**,

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

SECTION 1. That the City Manager, upon approval of City Attorney, can approve the on-site reconstruction of nine homes in accordance with the requirements of the Reconstruction Program Statement for properties for: Juilett Greer at 4134 Aransas Street; Horace Minafee at 3530 Hancock Street; Dan Jones & Yvonne Jones at 2139 Hudspeth Avenue; Roy DeBreaux & Vesta DeBreaux at 3902 S Marsalis Avenue; Alfred Futch & Pearlie Futch at 3003 Harlandale Avenue; Lorna Mathis at 1435 Adelaide Drive; Barbara Nixon at 2516 Lowery Street; Willie McCallister at 1323 Hendricks Avenue; and Ricardo Alvarado & Aida Alvarado at 1318 Amity Lane.

February 25, 2015

SECTION 2. That the City Manager, upon approval as to form by the City Attorney, is authorized to execute the following loan documents: Juilett Greer for on-site reconstruction at 4134 Aransas Street; Horace Minafee for on-site reconstruction at 3530 Hancock Street; Dan Jones & Yvonne Jones for on-site reconstruction at 2139 Hudspeth Avenue; Roy DeBreaux & Vesta DeBreaux for on-site reconstruction at 3902 S Marsalis Avenue; Alfred Futch & Pearlie Futch for on-site reconstruction at 3003 Harlandale Avenue; Lorna Mathis for on-site reconstruction at 1435 Adelaide Drive; Barbara Nixon for on-site reconstruction at 2516 Lowery Street; Willie McCallister for on-site reconstruction at 1323 Hendricks Avenue; and Ricardo Alvarado & Aida Alvarado for on-site reconstruction at 1318 Amity Lane.

SECTION 3. That the Chief Financial Officer is authorized to make payments for reconstruction of the homes in accordance with the following funding information:

Fund CD14, Dept HOU, Unit 455G, Obj 3100 CT HOU455GD132 (\$103,000)
Vendor # 516779 – Opportunity Developers – 4134 Aransas Street

Fund HM12, Dept HOU, Unit 896E, Obj 3100 CT HOU896ED133 (\$80,008)
Fund CD13, Dept HOU, Unit 225F, Obj 3100 CT HOU896ED133 (\$ 1,715)
Fund CD14, Dept HOU, Unit 455G, Obj 3100 CT HOU896ED133 (\$21,277)
Vendor # 516779 – Opportunity Developers – 3530 Hancock Street

Fund CD14, Dept HOU, Unit 455G, Obj 3100 CT HOU455GD134 (\$103,000)
Vendor # 516779 – Opportunity Developers – 2139 Hudspeth Avenue

Fund CD13, Dept HOU, Unit 225F, Obj 3100 CT HOU225FD135 (\$103,000)
Vendor # 516779 – Opportunity Developers – 3902 S Marsalis Avenue

Fund CD14, Dept HOU, Unit 455G, Obj 3100 CT HOU455GD136 (\$103,000)
Vendor # 337798 – Torres Construction – 3003 Harlandale Avenue

Fund CD14, Dept HOU, Unit 455G, Obj 3100 CT HOU455GD137 (\$103,000)
Vendor # 337798 – Torres Construction – 1435 Adelaide Drive

Fund 12R1, Dept HOU, Unit 954E, Obj 3100 CT HOU954ED138 (\$94,389)
Fund CD13, Dept HOU, Unit 225F, Obj 3100 CT HOU954ED138 (\$ 8,611)
Vendor # 337798 – Torres Construction – 2516 Lowery Street

Fund CD14, Dept HOU, Unit 455G, Obj 3100 CT HOU455GD139 (\$103,000)
Vendor # 516779 – Opportunity Developers – 1323 Hendricks Avenue

Fund CD14, Dept HOU, Unit 455G, Obj 3100 CT HOU455GD140 (\$103,000)
Vendor # 337798 – Torres Construction – 1318 Amity Lane

February 25, 2015

SECTION 4. That this resolution shall take effect immediately from and after its passage in accordance with the Charter of the City of Dallas, and it is accordingly so resolved.

AGENDA ITEM # 83

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 14

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 K

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting the renewal of Specific Use Permit No. 1467 for an open-enrollment charter school on property zoned a CA-1(A) Central Area District with an SP Secondary Pedestrian Precinct Overlay on the south corner of North Akard Street and Ross Avenue

Recommendation of Staff and CPC: Approval for a five-year period with eligibility for automatic renewals for additional five-year periods, subject to a traffic management plan and conditions

Z134-232(WE)

ACM: RYAN S. EVANS

FILE NUMBER: Z134-232(WE) **DATE FILED:** April 15, 2014**LOCATION:** South corner of North Akard Street and Ross Avenue**COUNCIL DISTRICT:** 14 **MAPSCO:** 45-K**SIZE OF REQUEST:** Approx. 41,865 sq. ft. **CENSUS TRACT:** 21

APPLICANT: Pegasus Charter School**REPRESENTATIVE:** Richard M. Lannen**OWNER:** YMCA of Metro Dallas**REQUEST:** An application for the renewal of Specific Use Permit No. 1467 for an open-enrollment charter school on property zoned a CA-1(A) Central Area District with an SP Secondary Pedestrian Precinct Overlay.**SUMMARY:** The purpose of this request is to allow the open-enrollment charter school [Pegasus Charter School] to continue operating at the present location. The existing open-enrollment charter school is located within a multi-tenant office building. In April 2002, the City Council approved this Specific Use Permit No. 1467 for a two-year period with eligibility for automatic renewals for additional two-year periods, subject to a site plan, traffic management plan and conditions. A traffic management plan is also being submitted with the request because one was not included when the Specific Use Permit was initially approved. The applicant did not submit an application to begin the automatic renewal process within the specified time frame. There are no changes to the approved site plan.**CPC RECOMMENDATION:** Approval for a five-year period with eligibility for automatic renewals for additional five-year periods, subject to a traffic management plan and conditions**STAFF RECOMMENDATION:** Approval for a five-year period with eligibility for automatic renewals for additional five-year periods, subject to a traffic management plan and conditions

GUIDING CRITERIA FOR RECOMMENDATION:

The following factors are listed in Chapter 51A of the Dallas Development Code to guide the determination as to whether or not an SUP shall be granted. Staff has listed its findings based upon each component below:

1. *Compatibility with surrounding uses and community facilities* –The multi-tenant office building, in which the school is currently operating, is compatible with the surrounding uses.
2. *Contribution to, enhancement, or promoting the welfare of the area of request and adjacent properties* – The use is not a detriment to adjacent properties. The location of this use downtown provides options to encourage not only working downtown, but also living downtown.
3. *Not a detriment to the public health, safety, or general welfare* – The use is not a detriment to the public welfare. The approved Specific Use Permit conditions are an additional layer of regulatory requirements the owner will have to comply with when operating the school. The conditions will include a provision where the applicant will be required to submit biannual updates of the traffic study by November 1 of each even-numbered year to the Director of the Department of Sustainable Development and Construction beginning in 2018. The traffic study will ensure that the traffic on Ross Avenue and North Akard Street that is generated by the school is not causing an adverse impact on the adjacent businesses and street system.
4. *Conforms in all other respects to all applicable zoning regulations and standards* – The request will comply with all zoning regulations and standards. The applicant is not requesting any additional variances or exceptions that are associated with the SUP renewal.

COMPREHENSIVE PLAN: The *forwardDallas! Comprehensive Plan* was adopted by the City Council in June 2006. The *forwardDallas! Comprehensive Plan* outlines several goals and policies which can serve as a framework for assisting in evaluating the applicant's request. The Plan identifies the request site being within the Downtown Building Block. The proposed development is in compliance with the *forwardDallas! Comprehensive Plan*.

The Downtown is a centrally located hub that provides high intensity, concentrated regional job and commercial activity supported by high-density housing. A Downtown includes pedestrian-oriented and mixed-use development and offers multiple transportation options. Ground floors of tall buildings feature shops with many windows for visual interest and safety while the streetscape incorporates trees for shade, wide sidewalks and easy-to-use signs for finding points of interest. Civic and open spaces provide an inviting atmosphere for pedestrians as well as a diversity of uses, generating activity throughout the day and evening.

The Downtown Building Block is an important transit hub for commuter rail, light rail, bus and local systems. This area warrants significant public investment to sustain itself as the signature address in the North Central Texas region and to continually reinvent itself to maintain its competitive advantage.

STAFF ANALYSIS:

Land Use:

	Zoning	Land Use
Site	CA-1(A)	Office/ Charter School
North	CA-1(A)	Surface parking
South	CA-1(A)	Office, parking structure
East	CA-1(A)	Office, surface parking, Hotel
West	CA-1(A)	Office

Land Use Compatibility:

The adjacent uses consist of several office buildings and surface parking lots.

The general provisions for a Specific Use Permit in Section 51A-4.219 of the Dallas Development Code specifically state: (1) The SUP provides a means for developing certain uses in a manner in which the specific use will be consistent with the character of the neighborhood; (2) Each SUP application must be evaluated as to its probable effect on the adjacent property and the community welfare and may be approved or denied as the findings indicate appropriate; (3) The city council shall not grant an SUP for a use except upon a finding that the use will: (A) complement or be compatible with the surrounding uses and community facilities; (B) contribute to, enhance, or promote the welfare of the area of request and adjacent properties; (C) not be detrimental to the public health, safety, or general welfare; and (D) conform in all other respects to all applicable zoning regulations and standards. The request does not appear to have an adverse impact on the surrounding zoning and land uses.

Development Standards:

<u>DISTRICT</u>	<u>SETBACKS</u>		Density	Height	Lot Coverage	Special Standards	PRIMARY Uses
	Front	Side/Rear					
CA-1(A) Central area	0'	0'	20.0 FAR	Any legal height	100%		All but the heaviest industrial uses

Landscaping: Landscaping of any development will be in accordance Article X, as amended. The renewal of SUP No. 1467 is not increasing any impervious surface. Therefore, landscaping will not be required.

Thoroughfares/Streets:

Thoroughfare/Street	Type	Existing ROW	Proposed ROW
Ross Avenue	Collector	80 ft.	80 ft.
San Jacinto Street	Collector	60 ft.	60 ft.
North Akard Street	Minor Arterial	60 ft.	60 ft.

Traffic: The Engineering Section of the Department Sustainable Development and Construction has reviewed the request and determined that it will not have a detrimental impact on the surrounding street system. The Traffic Management Plan for the open enrollment charter school was initially submitted and approved in 2002 and is a part of the Specific Use Permit conditions. There are no changes to the circulation plan.

Parking: The requirement for off-street parking for the school is derived by two criteria: 1) the number of classrooms, and 2) the type of institution that serves the students (e.g., elementary, middle or high school). The total number of proposed classrooms determines the number of required parking spaces. The Dallas Development Code requirement for off-street parking for a school is as follows:

- three and one-half spaces for each junior high/middle school classroom;

The number of required off-street parking spaces for the school is 56 spaces. The total number of proposed classrooms determines the number of required parking spaces. There are no changes to the number of classrooms. The school is currently using 16 classrooms. The applicant is meeting the required off-street parking requirements for the open-enrollment charter school.

CPC Action (January 22, 2015)

Motion: It was moved to recommend **approval** of the renewal of Specific Use Permit No. 1467 for an open-enrollment charter school for a five-year period with eligibility for automatic renewals for additional five-year periods, subject to a traffic management plan and conditions on property zoned a CA-1(A) Central Area District with an SP Secondary Pedestrian Precinct Overlay on the south corner of North Akard Street and Ross Avenue.

Maker: Lavallaisaa
Second: Anglin
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

Notices: Area: 200 Mailed: 22
Replies: For: 0 Against: 0

Speakers: None

LIST OF OFFICERS

Board of Directors

Michael Alcantar	Frost Bank
Jan Hart Black	
*Sherwood E. Blount, Jr.	Parkway Realtors Inc.
*Donald E. Bowles, Jr.	McQueary, Henry, Bowles, Troy
Brad Cheves	Southern Methodist University
*John Costa	Comerica Bank's U.S. Banking Group
Dallas Cothrum	Masterplan Consultants
*Cynde Coulson	Sirius Solutions
John Cuellar	Las Tres C's Inc.
Christopher J. Durovich	Children's Medical Center of Dallas
Phil Dyer	Legacy Texas Bank
Ruben E. Esquivel	UT Southwestern Medical Center
*Howard Etheridge	ViaTech Publishing
Gwendolyn Evans	Ryan Innovative Solutions
Janiece Evans-Page	Fossil
Robert (Bob) Farrow	Saber Development
*David Folz	Texas Capital Bank
Sylvia Fong	Kimberly Clark
Kathleen Gibson	Southwestern Medical Foundation
Jim Greer, P.E.	Oncor Electric Delivery
Richard A. Gump, Jr.	Law Offices of Richard A. Gump, Jr.
*Michael P. Haggerty	Jackson Walker L.L.P.
*Eric P. Helm	Fluor Corporation
*Paul E. Higgins, LEED	Beck Group
*Paul Hoffman	Hunt Consolidated, Inc.
William D. Jordan	Attorney at Law
*Bruce G. Leib	Texas Bank
W. Steve Love	Dallas-Fort Worth Hospital Council

*Gail Madden	Community Connection
Jill Magnuson	Nasher Sculpture Center
Ken Malcolmson	
*Eddie Marshall	
*John Andrew Martin	Carrington, Coleman, Sloman & Blumenthal, L.L.P.
*Ms. Gray Mayes	Texas Instruments
David R. McAtee, III	AT&T Services, Inc.
John (Jack) McGrael	Jack McGrael Associates
Mike McGraw	Pepsi Bottling Company
Ms. Lee McKinney	City of Dallas
*Kenneth J. Mighell	Cowles & Thompson
J. C. Montgomery	Texas Scottish Rite Hospital
*J. Scott Moore	PricewaterhouseCoopers LLP
Michael O'Hara	A.H. Belo Corporation
Victor Ornelas	Ornelas, Inc.
*Kelly Parsons	CrossMarks
Mary Poss	Ebby Halliday Realtors
*Tim Powers	Haynes and Boone, LLP
Vince Puente	Southwest Office Systems
Minerva Rodriguez	MRR & Associates
Stan Shipley	Bank of America Securities, LLC
Jaime Spellings	Exxon Mobil Corporation
Calvin W. Stephens	SSP Consulting, L.C.
John Stull	Raymond L. Goodson, Jr., Inc.
Scott Turner	SystemWare, State Representative
*W. Kelvin Walker	21st Century Group, L.L.C.
*Crayton Webb	Mary Kay, Inc.
Bob White	Bank of Texas

Metropolitan Board of Directors

- Paul Higgins - Chairman of the Board/CVO
- Kelvin Walker - Vice Chair
- John Costa - Secretary/Treasurer
- Gray Mayes - Immediate Past Chair

LIST OF OFFICERS & DIRECTORS

Pegasus school of Liberal Arts and Sciences

- Virginia P. Lannen Chair of the Board and CEO
- Mike Byrd Chair of the Board
- Jesse D. Oliver Director
- Walter C. Muse Jr. Director
- Truett Roberts Director

REVISED SUP CONDITIONS

1. USE: The only use authorized by this specific use permit is an open-enrollment charter school.
2. SITE PLAN: Use and development of the Property must comply with the attached site plan.
3. TIME LIMIT: This specific use permit is approved for a ~~[two]~~five-year period and is eligible for automatic renewal for additional ~~[two]~~five-year periods, pursuant to Section 51A-4.219 of Chapter 51A of the Dallas City Code, as amended. In order for automatic renewal to occur, the Property owner must file a complete application for automatic renewal with the director before the expiration of the current period. Failure to timely file a complete application will render this specific use permit ineligible for automatic renewal. (Note: The Code currently provides that applications for automatic renewal must be filed after the 180th but before the 120th day before the expiration of the current specific use permit period. The Property owner is responsible for checking the Code for possible revisions to this provision. The deadline for applications for automatic renewal is strictly enforced.)
4. CLASSROOMS: The maximum permitted number of classrooms is 16.
5. INGRESS AND EGRESS: Ingress and egress must be provided as shown on the attached site plan.
6. HOURS OF OPERATION: The permitted hours of operation are 7:30 a.m. to 7:30 p.m., Mondays through Fridays.
7. SECURITY: On-site security must be provided during the primary hours of operation.
8. TRAFFIC MANAGEMENT PLAN:
 - (a) In general. Operation of a public school other than an open-enrollment charter school must comply with the traffic management plan (Exhibit ____ B).
 - (b) Access. Ingress and/or Egress are prohibited from the new North-South Road during drop-off and pick-up.
 - (c) Traffic study.
 - (1) The Property owner or operator shall prepare a traffic study evaluating the sufficiency of the traffic management plan. The initial

traffic study must be submitted to the director by **November 1, 2016**. After the initial traffic study, the Property owner or operator shall submit biennial updates of the traffic study to the director by November 1 of each even-numbered year.

(2) The traffic study must be in writing, performed by a licensed engineer, based on a minimum of four samples taken on different school days at different drop-off and pick-up times over a two-week period, and must contain an analysis of the following:

(A) ingress and egress points;

(B) queue lengths;

(C) number and location of personnel assisting with loading and unloading of students;

(D) drop-off and pick-up locations;

(E) drop-off and pick-up hours for each grade level;

(F) hours for each grade level;

(G) circulation;

(3) Within 30 days after submission of a traffic study, the director shall determine if the current traffic management plan is sufficient.

(A) If the director determines that the current traffic management plan is sufficient, the director shall notify the applicant in writing.

(B) If the director determines that the current traffic management plan results in traffic hazards or traffic congestion, the director shall require the Property owner to submit an amended traffic management plan. If the Property owner fails to submit an amended traffic management plan within 30 days, the director shall notify the city plan commission.

(d) Amendment process.

(1) A traffic management plan may be amended using the minor plan amendment fee and public hearing process in Section 51A-1.105(k)(3).

(2) In order to amend a traffic management plan, the Property owner or operator must provide data showing the number of students who live within walking distance of the school, how many students actually walk to school, and how many students use public transportation.

(3) The city plan commission shall authorize changes in a traffic management plan if the proposed amendments improve queuing or traffic circulation; eliminate traffic hazards; or decrease traffic congestion.

9[8]. MAINTENANCE: The Property must be properly maintained in a state of good repair and neat appearance.

10.[9] GENERAL REQUIREMENTS: Use of the Property must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the City of Dallas.



**Pegasus Charter School Traffic
Management Plan**

TRAFFIC MANAGEMENT PLAN PEGASUS CHARTER SCHOOL 2014

Pegasus School of Fine Arts and Sciences (“Pegasus”) was granted a charter from the State of Texas in 1976, as one of the first generation of Open Enrollment Charter Schools in the state. Pegasus has always been a downtown school, located in the heart of Dallas and using all the resources of the downtown as a learning laboratory.

In 2002 Pegasus, after substantial remodeling, moved into the second floor of the downtown YMCA. At that time Pegasus received SUP No, 1467 which was for two years with renewal allowed every two years. Since 2002 Pegasus has renewed the SUP every two years without objection by anyone. After 12 years Pegasus now seeks a 10 year SUP.

Pegasus uses the YMCA campus for its 8th through 12th grades with 262 students total. For the convenience of its students and families Pegasus issues all students who wish one monthly DART passes. One half of the students ride DART buses or trains to and from school. Students arrive on their own in the morning but in the afternoon teachers and staff members usually escort students to the bus and train stops for the safety of the students and to be assured that the students do not hang around downtown but go home.

For all students Pegasus has two dismissal times, the first at 4:00 p.m. and the second at 5:15 p.m. The later time is for those students who wish to stay for the afterschool extracurricular programs. The two separate dismissal times also cut down on the number of students leaving at one time. During both dismissals Pegasus teachers and staff members are present and supervise the students and the loading and unloading.

Pegasus students are picked up and dropped off on San Jacinto Street by the YMCA. The City created a loading zone in that location for the drop off and pick up of students. Only cars in the lane next to building are allowed to drop off or pick-up students. Cars in the middle lane of the street are made to circle the block and get in line. After dropping off or picking up their student the cars proceed straight on San Jacinto Street or turn right on to Akard or left onto Ervay.

If the students ride is not there by 4:30 the student is brought back into the building. The student’s pick-up person must then wait until 5:15 or park the car and come inside to get the student. The City has designated an area across the street from the YMCA where parents or guardians may park for a short period.

Pegasus irregularly informs its students and families of the pick-up and drop off procedure. See the attached letter and map. Pegasus also regularly meets with the City’s parking and police department (Paul Currington and Sargent Bailey) regarding the traffic flow, pick-up and drop off procedure, and parking around the school.

Pegasus’ highest concern is the safety of its students while they are in the downtown and its policies and procedures reflect that goal.

Pegasus School of Liberal Arts & Sciences
Upper Campus (Grades 8-12)
T. Boone Pickens YMCA Building/601 N. Akard St. Dallas, TX 75202

Arrival, Pick-Up & Dismissal Procedures

The following **Pick-Up & Dismissal Procedures** will become effective beginning Monday, August 26, 2013. These procedures have been developed with the assistance of the Dallas Police Department. The primary concern in the development of these procedures is **student safety**. We are requesting parents' understanding, patience, and cooperation to ensure that we all do our part for the safety of our children. We want to thank you in advance with helping us make arrival, pick-up, and dismissal a safe and smooth process.

Arrival - All students in grades 8-12 are to be dropped off at the Upper Campus designated drop-off on the left side of San Jacinto Street.

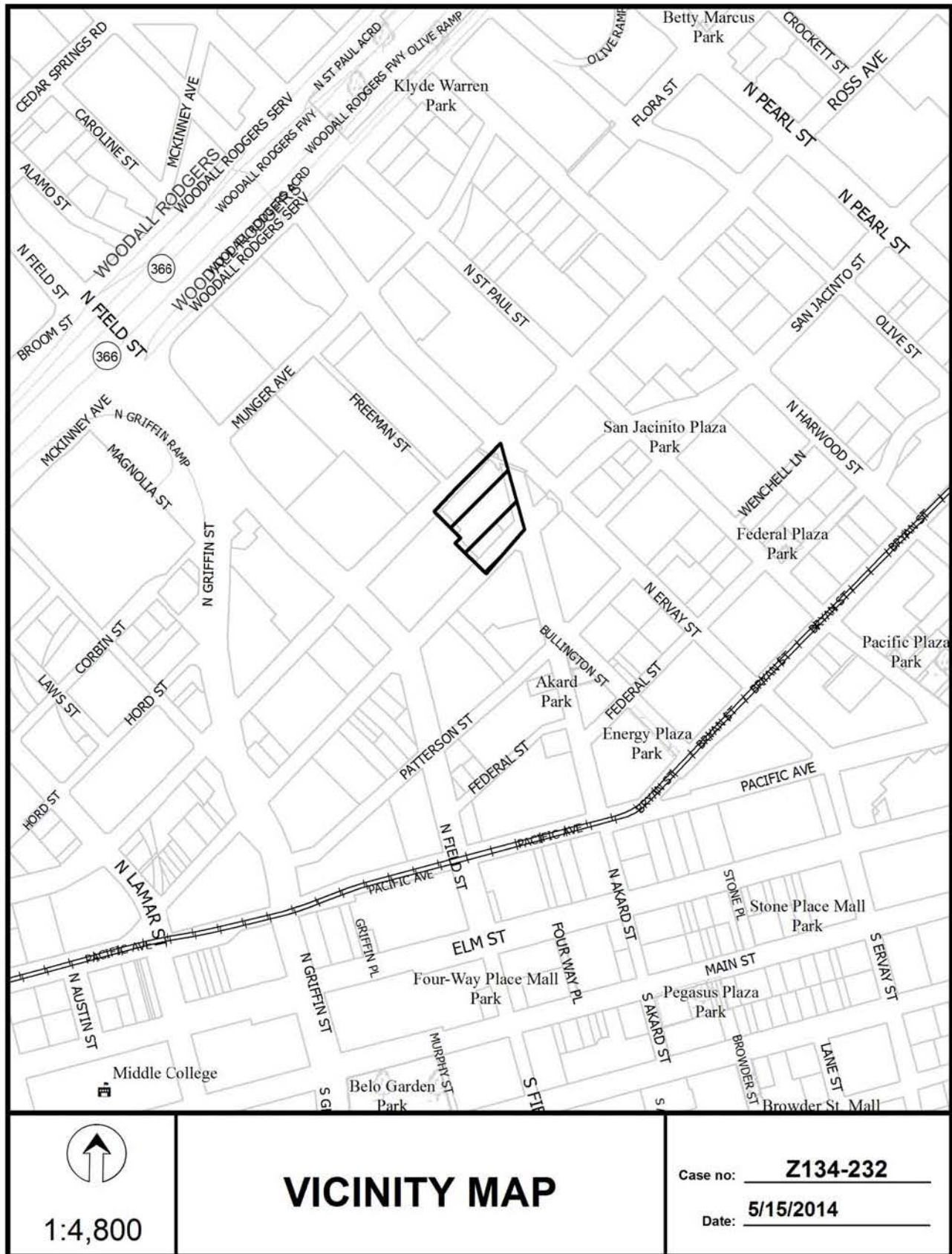
- Parents must drive up to the curb in order to drop students off.
- Please exercise patience as cars move forward to reach the curb.
- Double parking, dropping students on the right side of the street, and/or allowing students out from a middle lane is NOT permitted. For the safety of students and fellow drivers we ask that parents ONLY drop off students along the curb.
- Pegasus faculty/staff that are on morning duty will be on station at 7:00 a.m., 7:15 a.m., and 7:30 a.m. to assist with the arrival process. Some morning duty staff will go to their respective classrooms at 7:45 a.m. and others will remain on station until 8:00 a.m. Campus Facilitators will give these individuals their schedule.
- All students are required to be in their first period classroom by 7:50 am and class begins at 8 a.m. sharp.
- Students arriving after 8 a.m. must obtain a tardy slip prior to reporting to class from the Front Office Staff.

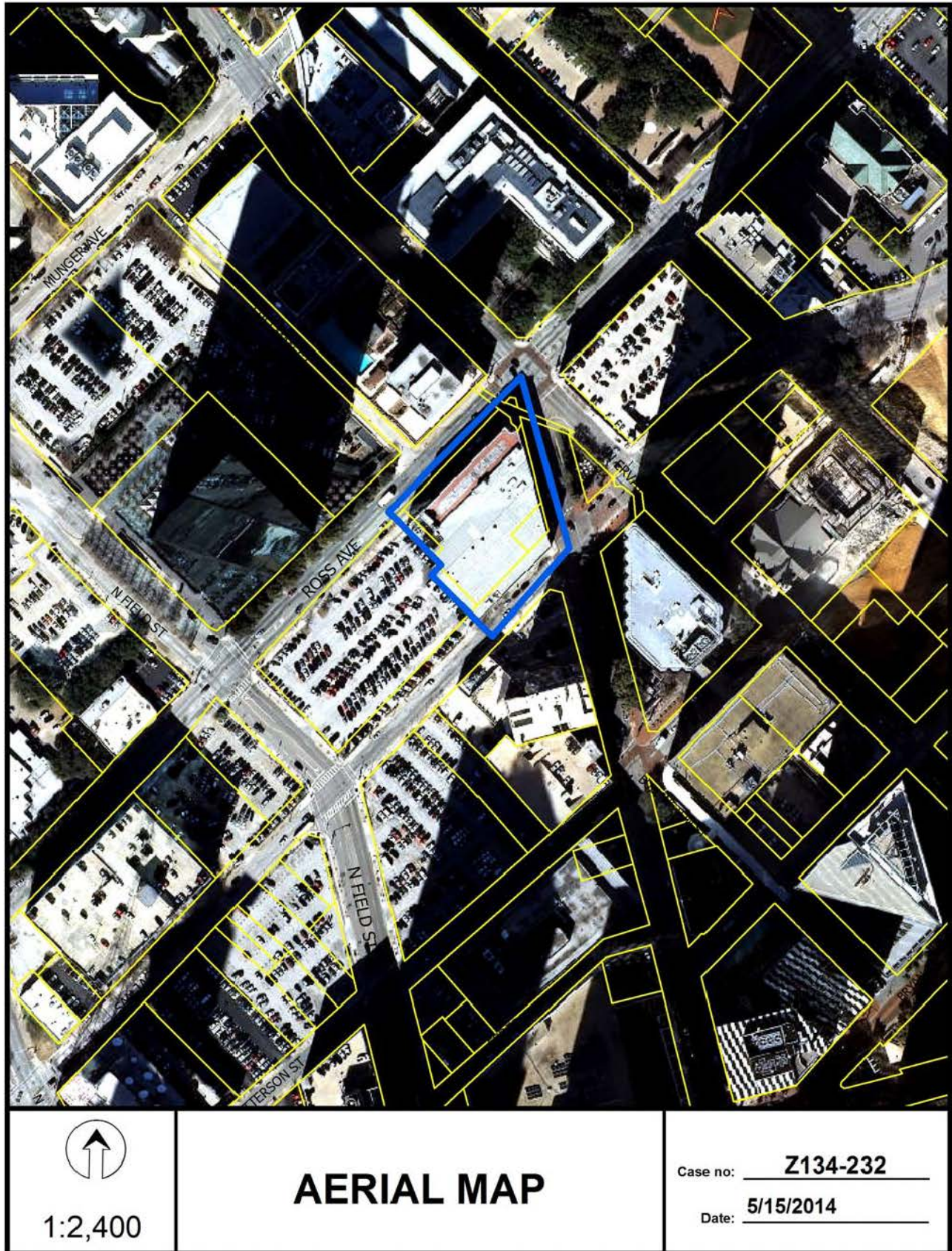
Pick-up Procedures – If a student needs to leave campus prior to the **Official Dismissal Times**, a parent or guardian (or approved person) must come inside the school and sign his/her student out.

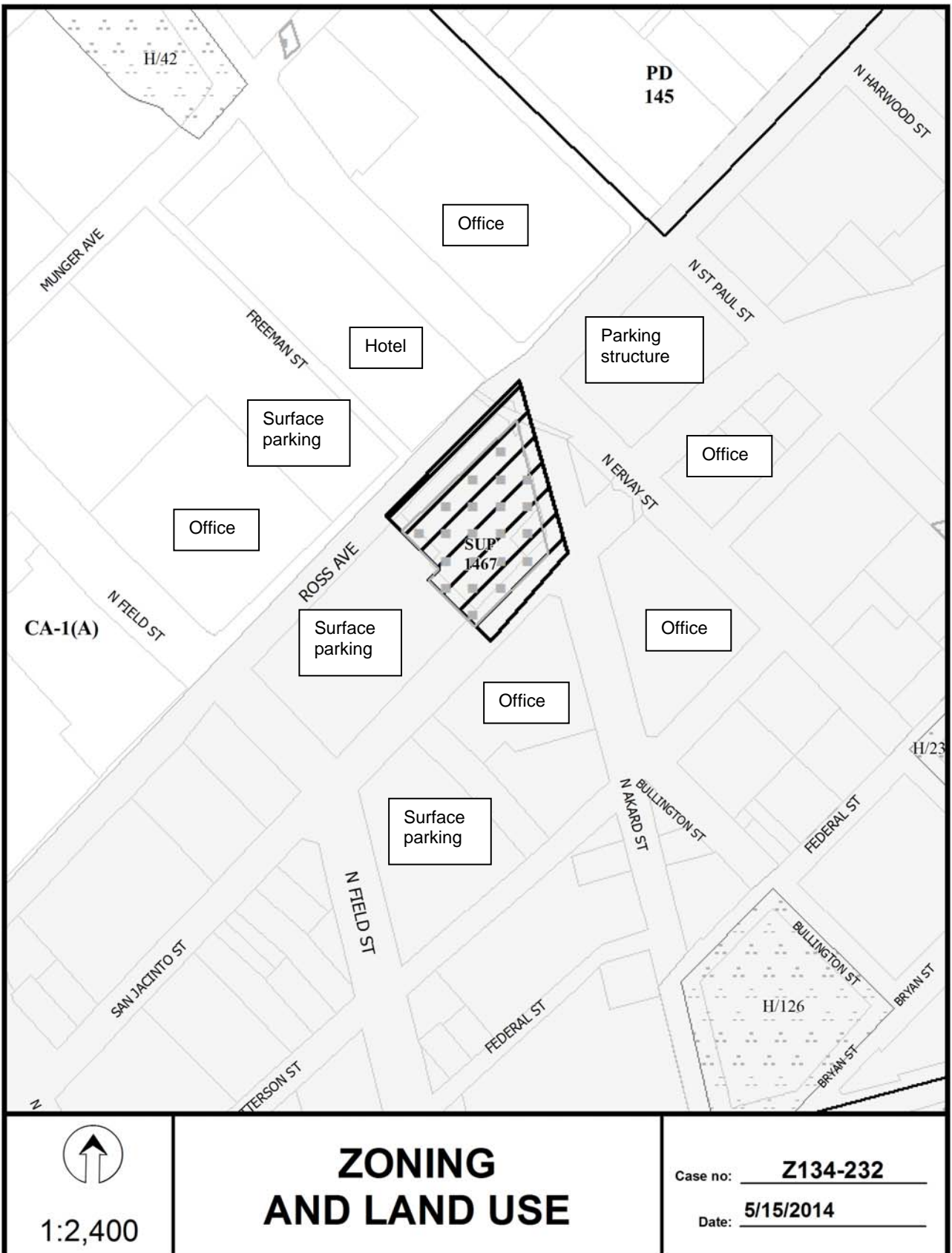
- Students will not be sent home or dismissed from the building by a phone call.
- Any student not picked up by 4:30 p.m. will be taken back in to the building and the parent/guardian must come inside to pick up the student in person.
- Several parking lots are available surrounding the school. A parking lot location map may be found under the yellow "Community" and then "Parent" buttons ("Getting Around Downtown Dallas") on our website: www.pegasuscharter.org.

Official Dismissal Times - The school will run two dismissal sessions.

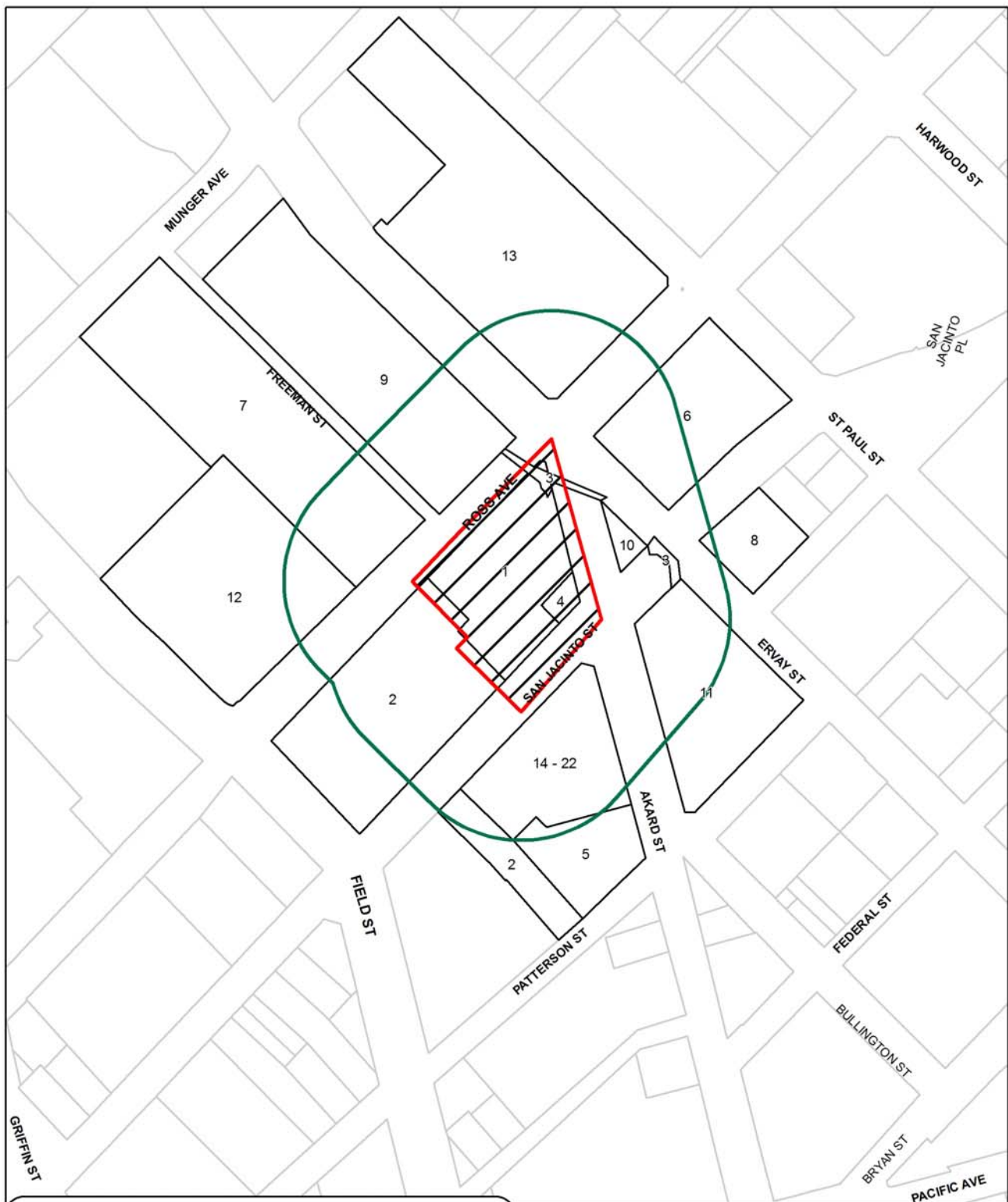
- The **First Dismissal Time** will be staggered as follows:
 - All grades 8-12 will dismiss at 4:00 p.m. (3:00 p.m. on early dismissal Wednesdays)
 - Vehicle pick-up students should not be expected at the designated location until 4:10.
 - Students will be located on San Jacinto Street next to the YMCA building. Parents are required to drive up in a single file in the left hand lane and pick students up there.
 - Parents will not be able to use the middle or right hand lanes to pick up students.
 - **Any student NOT picked up by 4:30 p.m. (or 3:30 p.m. on Wednesdays) will be placed in after school activities.** After school sessions run from 4:15 pm-5:15 pm (or 3:15 p.m. to 5:15 p.m. on Wednesdays).
 - If you need to pick up your student between 4:30 pm-5:15 pm (or 3:30 p.m. to 5:15 p.m. on Wednesdays) you must park your car, come inside the building, and sign the student out. The same is true if you want to pick a student up after 5:30 p.m.
- The **Second Dismissal Time** is from 5:15 p.m. to 5:30 p.m.
 - Students in all grades may be picked-up during this time.
 - Students not picked-up by 5:30 p.m. will be returned to the after-school classrooms and parents must then park, enter the building and pick-up their student in person.
 - After 6 p.m., parents will be charged a late fee of \$5.00 per every fifteen minutes the students remain in the care of Pegasus personnel.







CPC RESPONSES



<u>22</u>	Property Owners Notified (17 parcels)
<u>0</u>	Replies in Favor (0 parcels)
<u>0</u>	Replies in Opposition (0 parcels)
<u>200'</u>	Area of Notification
<u>1/22/2015</u>	Date

Z134-232
CPC



1:2,400

Notification List of Property Owners

22 Property Owners Notified 0 Property Owners in Favor 0 Property Owners Opposed

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1	1516 ROSS AVE	YMCA OF METRO DALLAS
	2	1414 SAN JACINTO ST	HEADINGTON REALTY & CAPITAL LLC
	3	700 ERVAY ST	ONE LINCOLN PLAZA JV
	4	1520 ROSS AVE	KOHMANN KATHERINE ANN &
	5	505 AKARD ST	STATE ST BK & TR CO OF CT
	6	1806 ROSS AVE	CALIFORNIA STATE TEACHERS
	7	1800 FREEMAN ST	CRESCENT FOUNTAIN PLACE LOTS LLC
	8	1707 SAN JACINTO ST	FIRST BAPTIST CHURCH OF
	9	1717 AKARD ST	INLAND AMERICAN LODGING DALLAS AKARD LIMIT
	10	600 AKARD ST	CALIFORNIA STATE TEACHERS
	11	500 AKARD ST	CALIFORNIA STATE TEACHERS
	12	1445 ROSS AVE	CRESCENT FOUNTAIN PLACE LP
	13	1807 ROSS AVE	HUNT ROSS AKARD LLC
	14	511 AKARD ST	AKARD WALK RESIDENTIAL LLC
	15	511 AKARD ST	AKARD WALK RESIDENTIAL LLC
	16	511 AKARD ST	GREENAN JOHN AND REBECCA
	17	511 AKARD ST	BATTISTE ALLISON
	18	511 AKARD ST	AKARD WALK CONDO LLC
	19	511 AKARD ST	GREENAN JOHN P & REBECCA L
	20	511 AKARD ST	FOSTER ANDREW S
	21	511 AKARD ST	THOMASON KEVIN J & KATHERINE
	22	511 AKARD ST	AKARD WALK COMMERCIAL LLC

AGENDA ITEM # 84

KEY FOCUS AREA: Economic Vibrancy
AGENDA DATE: February 25, 2015
COUNCIL DISTRICT(S): 6
DEPARTMENT: Sustainable Development and Construction
CMO: Ryan S. Evans, 671-9837
MAPSCO: 44 T

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting a Planned Development District for certain Residential and Utility and public service uses on property zoned an IR Industrial Research District and an R-7.5(A) Single Family District on property bounded by North Edgefield Avenue and North Willomet Avenue, north of Stafford Avenue
Recommendation of Staff and CPC: Approval, subject to a development plan and conditions
Z134-286(RB)

FILE NUMBER: Z134-286(RB)

DATE FILED: July 9, 2014

LOCATION: Property bounded by North Edgefield Avenue and North Willomet Avenue, north of Stafford Avenue

COUNCIL DISTRICT: 6

MAPSCO: 44-T

SIZE OF REQUEST: Approx. 5.32 Acres

CENSUS TRACT: 43

APPLICANT: PSW Real Estate, Inc.

REPRESENTATIVE: Karl Crawley

OWNERS: See Attached

REQUEST: An application for a Planned Development District for certain Residential and Utility and public service uses on property zoned an IR Industrial Research District and an R-7.5(A) Single Family District.

SUMMARY: The applicant is proposing to develop the site with single-family uses, utilizing the shared access development provisions of the Dallas Development Code. A PDD is being requested for consideration of the following: 1) increased density; 2) reduced setbacks; 3) reduced minimum lot size for single family uses; 4) increased structure height; 5) alternative landscape regulations; 6) reduced garage door setback for certain lots; and, 7) alternative shared access regulations. The request site is predominately undeveloped, subject to three existing single family structures.

CPC RECOMMENDATION: Approval, subject to a development plan and conditions.

STAFF RECOMMENDATION: Approval, subject to a development plan and conditions.

GUIDING CRITERIA FOR RECOMMENDATION:

Staff recommends approval subject to the attached development plan and staff's recommended conditions based upon:

1. *Performance impacts upon surrounding property* – As development will provide for single family uses across the site, the increase in density and structure height will be somewhat offset by increased setback along the southern property line (closest residential adjacency).
2. *Traffic impact* – Trip generations will be consistent with those generated by similar surrounding residential uses.
3. *Comprehensive Plan or Area Plan Conformance* – The request is in compliance with the designated Building Block for the area.

Zoning History:

File No.

Request, Disposition, and Date

1. Z134-145

On September 10, 2014, the City Council approved a PDD for certain Residential and Utility and public service uses. On August 7, 2014, CPC recommended approval of the request, subject to a development plan, finished grade section plan, and conditions.

Thoroughfare/Street

Existing & Proposed ROW

North Willomet Avenue

Local; Variable Width (25'-50') ROW

North Edgefield Drive

Local; 40' ROW

Seale Street*

Local; 34' and 50' ROW

*Applicant's development vision assumes successful abandonment of the right-of-way between North Willomet Avenue and North Edgefield Drive

Traffic: The Engineering Section of the Department of Sustainable Development and Construction has reviewed the requested PDD and determined that the proposed development will not significantly impact the street system.

STAFF ANALYSIS:

Comprehensive Plan: The request site is located in an area considered a Residential Neighborhood. This Building Block represents the life-blood of Dallas, the traditional neighborhood of single-family detached homes. Dallas has many neighborhoods that match this description, including Winnetka Heights, Preston Hollow, Lakewood and Wheatley Place. Single-family dwellings are the dominate land use in these areas. Some shops, restaurants or institutional land uses such as schools and religious centers that serve neighborhood residents may be located at the edges or at key intersections.

GOAL 1.2 Promote desired development.

Policy 1.2.1 Use Vision Building Blocks as a general guide for desired development patterns.

Land Use Compatibility: The site is predominately undeveloped but does include three single family dwellings. The site possesses some interesting topography, as it tends to have subtle movement through the middle portions of the parcel, with significant drops (all measurements are approximate) within the western 95 feet and northern 50 feet of 22 feet and 15 feet, respectively.

Exclusive of the commercial/industrial uses located along both sides of Commerce Street, the site is situated in a low density residential area. Various institutional and community serving uses (church, Stafford Park) are situated on parcels south of abutting residential uses to the south. The above referenced multifamily development will be constructed on property to the east. It should be noted that the unimproved portion of Elmo Street terminates at the site's southern boundary, approximately 120 feet south of the south line of the to-be-abandoned portion of Seale Street. As noted on the development plan, the entire southern property line will provide for six foot-tall solid screening.

The table found at the end of this narrative is provided for reference as a comparison of development rights for the anticipated development. As the IR District does not permit residential uses, that land area is excluded from the analysis.

A planned development district is a marriage of uses and development standards that provides for flexibility of development that is sensitive to adjacent uses as well as preserving significant natural features. As has been discussed herein, the site does possess some challenges along its various perimeters related to the proposed single family development. Staff's focus has been to ensure the increase in development rights does not impact the stable residential character of its immediate adjacencies.

While the density for the site does increase over that typically provided for in an R-7.5(A) District, the applicant has worked to ensure the closest residential uses (south and southwest) are adequately transitioned from by reduced structure height, and increased setbacks. With respect to the landscaping, the PDD will ensure typical single family landscaping per lot is provided (as compared to shared access development requirements).

As a result of this analysis, staff supports the request subject to the attached development plan and conditions.

Landscaping: The site, exclusive of the few residential dwellings, possesses significant native vegetation. The applicant's representative has been working with the chief arborist to address not only tree mitigation but methods to address how to provide the new plantings and other landscape materials in and around the new development. Increased setbacks will be required for the westernmost lots as well as a tree preservation area that wraps the western and northern site area (aggregate setback of 25 feet) which will not only protect the integrity of the existing topography (approx. ten foot of fall from the setback line to the Edgefield Avenue property line) but will ensure the existing tree inventory on this part of the site will remain in the fabric of this residential area.

Off-Street Parking: The applicant has requested a parking requirement for single family uses of one space for each dwelling unit (30% of the lots) with the balance (70%) providing two spaces per dwelling unit. Additionally, guest parking will be provided at a ratio of one space for each five dwelling units.

PROVISION	R-7.5(A) (existing)	PROPOSED	IR (residential not permitted)
LAND AREA	~3 ACRES	N/A	~2.3 ACRES
F/S/R SETBACKS	25'/5'/5'	10'/0'/0'+ + INTERIOR FR. YARDS-0' S/R PERIMETER EXCL. EDGEFIELD, 5'; EDGEFIELD, 25'	15'/30'/30'+ +S/R PER RESIDENTIAL ADJACENCY
DENSITY	NO MAXIMUM (~3-5 DU/ACRE)	60 DWELLING UNITS	N/A
HEIGHT	30'	30' WITHIN 30' OF SOUTHERN P/L; 38' FOR BALANCE OF PROPERTY	200' SUBJECT TO RESIDENTIAL ADJACENCY
STORIES	NO MAXIMUM	TWO	15
MINIMUM LOT SIZE	7,500 SF	MINIMUM OF 1,500 SF PER LOT WITH AN AVERAGE OF 2,000 SF PER LOT	N/A
LOT COVERAGE	45%	60%	80%
OFF-STREET PARKING	ONE SPACE PER DWELLING UNIT	ONE SPACE/DU (30% OF LOTS) AND TWO SPACES (70% OF LOTS) + ONE SPACE/5 DU'S FOR GUEST PARKING	PER USE
SHARED ACCESS	PERMITTED; MAX OF 18 DU'S PER ACCESS, WITH MAX. OF TWO ACCESS POINTS	60 DU'S; TWO ACCESS POINTS	N/A

CPC ACTION

(January 22, 2015)

Motion: It was moved to recommend **approval** of a Planned Development District for certain Residential and Utility and public service uses, subject to a revised development plan to address screening of guest parking area adjacent to Willomet Avenue and conditions on property zoned an IR Industrial Research District and an R-7.5(A) Single Family District on property bound by North Edgefield Avenue and North Willomet Avenue, north of Stafford Avenue.

Maker: Anantasomboon

Second: Abtahi

Result: Carried: 15 to 0

For: 15 - Anglin*, Emmons, Rodgers, Culbreath, Shidid*,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene*, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0

Absent: 0

Vacancy: 0

*out of the room, shown voting in favor

Notices: Area: 500

Mailed: 78

Replies: For: 1

Against: 4

Speakers: For: Karl Crawley, 900 Jackson St., Dallas, TX, 75202

Kyle Ward, 410 N. Montclair Ave., Dallas, TX, 75208

Adam Stetson, 512 W. Davis Blvd., Dallas, TX, 75208

Against (Did not speak): Maria Sanchez, 1219 Stafford Ave., Dallas, TX, 75208

Isidro Gomez, 1219 Stafford Ave., Dallas, TX, 75208

OWNERSHIP

Tony R. Williams

2115 N Willomet Avenue (1) and 2111 N Willomet Avenue (4)

BHR Enterprises, Inc., a Missouri corporation. Harold L Jones, President; Thelma Jones Secretary

1115 Seale Street (2) and 1122 Seale Street (9)

Jose A Gutierrez

1219 Seale Street (3), 1220 Seale Street (10) and 2106 N Edgefield Avenue (11)

Seale Willomet Land , LP; PSW Real Estate (see below)

1114 Seale Street (5)

Irene Noah

1116 Seale Street (6) and 1118 Seale Street (7)

Maria and Adrian Gonzalez

1120 Seale Street (8)

Purchaser

PSW Real Estate, LLC

Ryan Diepenbock, Managing Member

Anthony Siela, Member

CPC RECOMMENDED CONDITIONS

ARTICLE ____

PD ____

SEC. 51P-____.101. LEGISLATIVE HISTORY.

PD ____ was established by Ordinance No._____, passed by the Dallas City Council on_____ 2015.

SEC. 51P- ____ .102. PROPERTY LOCATION AND SIZE.

PD ____ is established on property generally bounded on property bounded by North Edgefield Avenue and North Willomet Avenue, north of Stafford Avenue. The size of PD ____ is approximately 5.09 acres.

SEC. 51P-____.103. DEFINITIONS AND INTERPRETATIONS

(a) Unless otherwise stated, all references to articles, divisions, or sections in this article are to articles, divisions, or sections in Chapter 51A. In this district, TANDEM PARKING means one parking space in front of another parking space, making it necessary to pass through one parking space to gain vehicular access to the other parking space.

(b) This district is considered to be a residential zoning district.

SEC. 51P- ____ .104. EXHIBIT.

The following exhibit is incorporated into this article: Exhibit ____: Development Plan.

SEC. 51P-____.105. DEVELOPMENT PLAN

(a) Except as provided in this section, use and development of the Property must comply with the attached development plan. If there is conflict between the text of this article and the development plan, the text of this article controls.

(b) Development plans may be submitted in phases or for a portion of any part of the Property.

SEC. 51P____.106.

MAIN USES PERMITTED.

The only main uses permitted are those main uses permitted in the TH-1(A) Townhouse District, subject to the same conditions applicable in the TH-1(A) Townhouse District, as set out in Chapter 51A. For example, a use permitted in the TH-1(A) Townhouse District only by specific use permit (SUP) is permitted in this district only by SUP; a use subject to development impact review (DIR) in the TH-1(A) Townhouse District is subject to DIR in this district, etc.

SEC. 51P-____.107.

ACCESSORY USES

(a) As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.

(b) The following accessory uses are not permitted in this district:

- Accessory helistop.
- Accessory medical/infectious waste incinerator.
- Accessory outside display of merchandise.
- Accessory pathological waste incinerator.

(c) In this district, the following accessory uses are permitted by SUP only:

- Accessory community center (private).

SEC. 51P-____.108.

YARD, LOT, AND SPACE REGULATIONS.

(Note: The yard, lot, and space regulations in this section must be read together with the yard, lot, and space regulations in Division 51A-4.400. If there is a conflict between this section and Division 51A-4.400, this section controls.)

(a) In general. Except as provided in this section, the yard, lot, and space regulations for the TH-1(A) Townhouse District apply.

(b) Single family.

(1) Front yard. Except as provided in this subsection, minimum front yard is ten feet.

(2) For interior lots, no minimum front yard.

(3) For a shared access development, North Edgefield Avenue is not a front yard.

(2) Side and rear yard. Except as provided in this subsection, no minimum side and rear year.

(A) For lots along the perimeter of the Property, excluding those lots with frontage on North Edgefield Avenue, minimum side and rear yard is five feet.

(B) Lots with frontage on North Edgefield Avenue, minimum setback from the western Property line is 25 feet.

(3) Density. Maximum number of dwelling units is 60.

(4) Height. Except as provided in this subsection, maximum structure height is 38 feet. For lots within 30 feet of the southern property line, maximum structure height is 30 feet.

(5) Lot size. Minimum lot size is 1,500 square feet with an average lot size of 2,500 square feet.

(6) Stories. Maximum number of stories is two.

SEC. 51P-____.109.

OFF-STREET PARKING

(a) In general. Except as provided in this section, consult the use regulations in Division 51A-4.200 for the specific off-street parking and loading requirements for each use.

(b) Single family.

(1) For all Willomet Avenue fronting lots, a minimum of two off-street parking spaces must be provided. If tandem parking is used to satisfy this requirement, a minimum of 40 feet of depth must be provided for the tandem parking spaces.

(2) A minimum of 70 percent of the dwelling units must provide two spaces per dwelling unit. For purposes of this subsection, subsection (b)(1) is excluded from this requirement.

(3) A maximum of 30 percent of the dwelling units must provide one space per dwelling unit. For purposes of this subsection, subsection (b)(1) is excluded from this requirement.

(4) A minimum of one space for each five dwelling units must be provided for guest parking.

(5) Except for all Willomet Avenue fronting lots, the minimum distance to an enclosed parking space (garage) can be reduced from 20 feet if an automatic garage opener is installed and maintained.

SEC. 51P-____.110.

ENVIRONMENTAL PERFORMANCE STANDARDS.

See Article VI.

SEC. 51P-____.111. PRESERVATION OF SIGNIFICANT NATURAL FEATURES.

(a) Tree preservation area. A minimum of 9,370 square feet of Tree Preservation Area must be provided in the location as shown on the attached development plan.

(b) Best practices. In order to establish a living buffer at the perimeter of the Property, best practices must be used to preserve quality trees existing on (date) based on advice given by an ISA certified or highly credentialed arborist for the tree preservation area located as shown on the attached development plan.

SEC. 51P-____.112. LANDSCAPING

(a) Except as provided in this section, landscaping must be provided in accordance with Article X.

(b) For single family uses, a minimum of three trees, a minimum of two caliper inches each, must be provided for each platted lot.

(c) For single family uses, a minimum of 7,200 square feet of open space must be provided in the location shown on the development plan.

(d) Tree Preservation Area. Except for the removal of understory, a tree removal permit must be approved prior to the removal of any protected tree in this area located as shown on the development plan.

(e) Plant materials must be maintained in a healthy, growing condition.

SEC. 51P-____.113. SIGNS.

Signs must comply with the provisions for non-business zoning districts in Article VII.

SEC. 51P-____.114. SHARED ACCESS.

Shared access developments are limited to a maximum of 60 individual lots with a minimum of one shared access point for every 30 individual lots.

SEC. 51P-____.115. SIDEWALKS.

(a) Except as provided in this section, a minimum unobstructed five foot-wide must be provided on Willomet Avenue.

(b) Sidewalks along the shared access drive are not required.

SEC.51P-____.116.

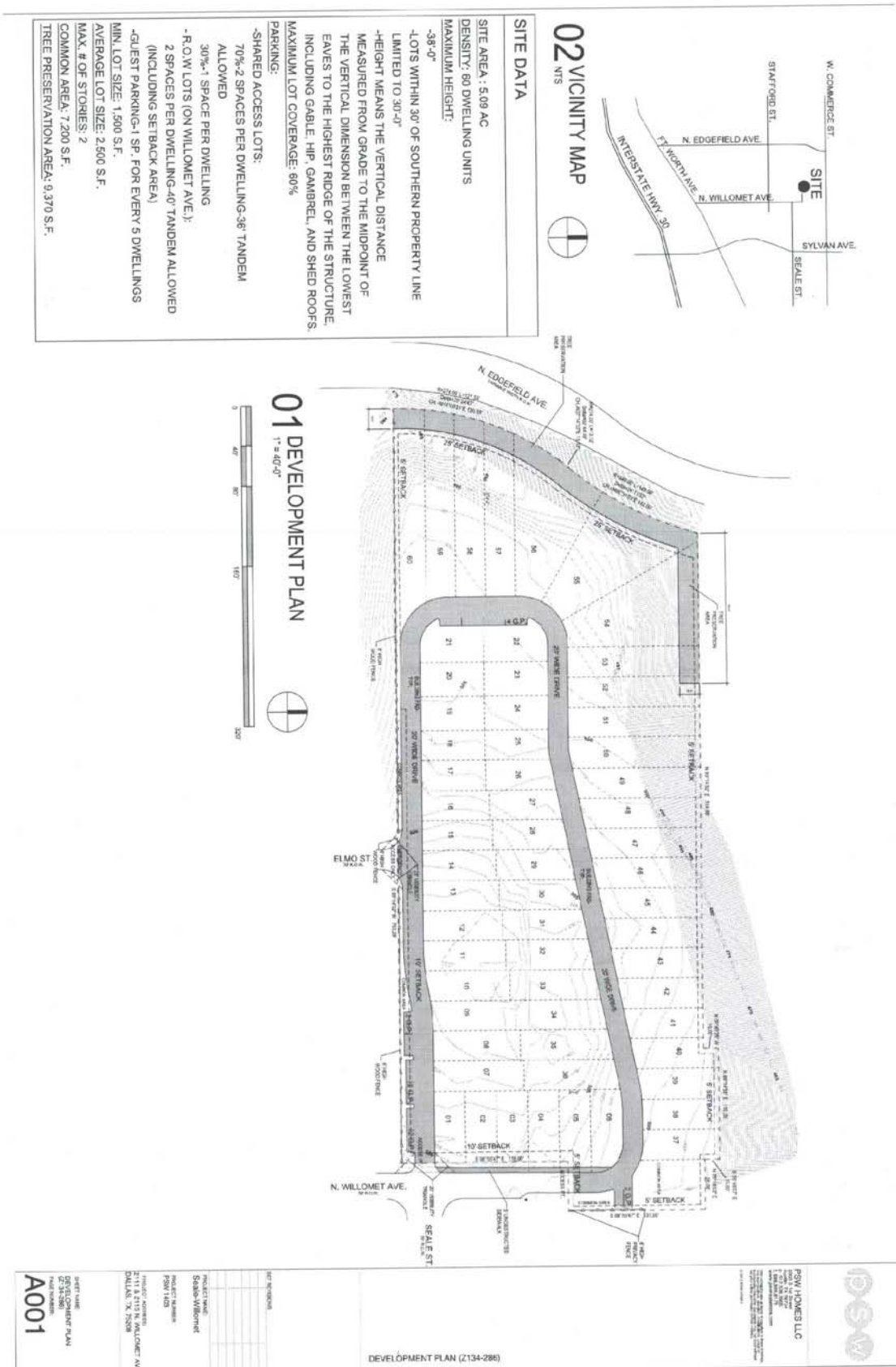
ADDITIONAL PROVISIONS.

- (a) Ingress and egress to the Property from North Edgefield Avenue is prohibited.
- (b) Controlled access gates to the Property from North Willomet Avenue are prohibited.
- (c) Access to Elmo Street is limited to emergency access only. If provided by the property owner or required by the city, a Knox Box must be installed, with final design and location approved by the Dallas Fire Department.
- (d) The Property must be properly maintained in a state of good repair and neat appearance.
- (e) Development and use of the Property must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.

SEC.51P-____.117.

COMPLIANCE WITH CONDITIONS.

- (a) All paved areas, permanent drives, streets, and drainage structures, if any, must be constructed in accordance with standard city specifications, and completed to the satisfaction of the director of public works and transportation. All improvements and upkeep are the responsibility of the owner.
- (b) The building official shall not issue a building permit to authorize work, or a certificate of occupancy to authorize the operation of a use, in this district until there has been full compliance with this article, the Dallas Development Code, the construction codes, and all other ordinances, rules, and regulations of the city.



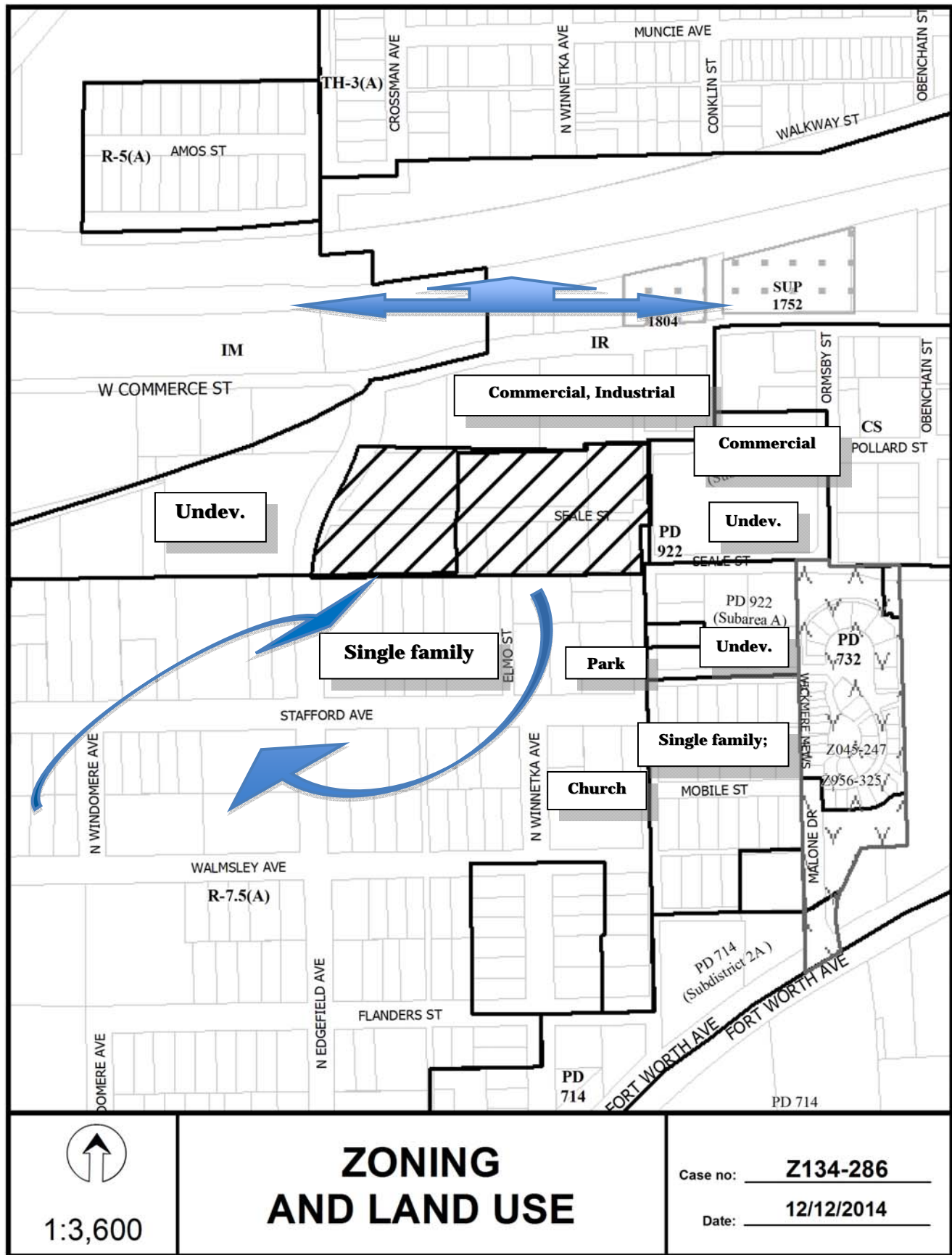


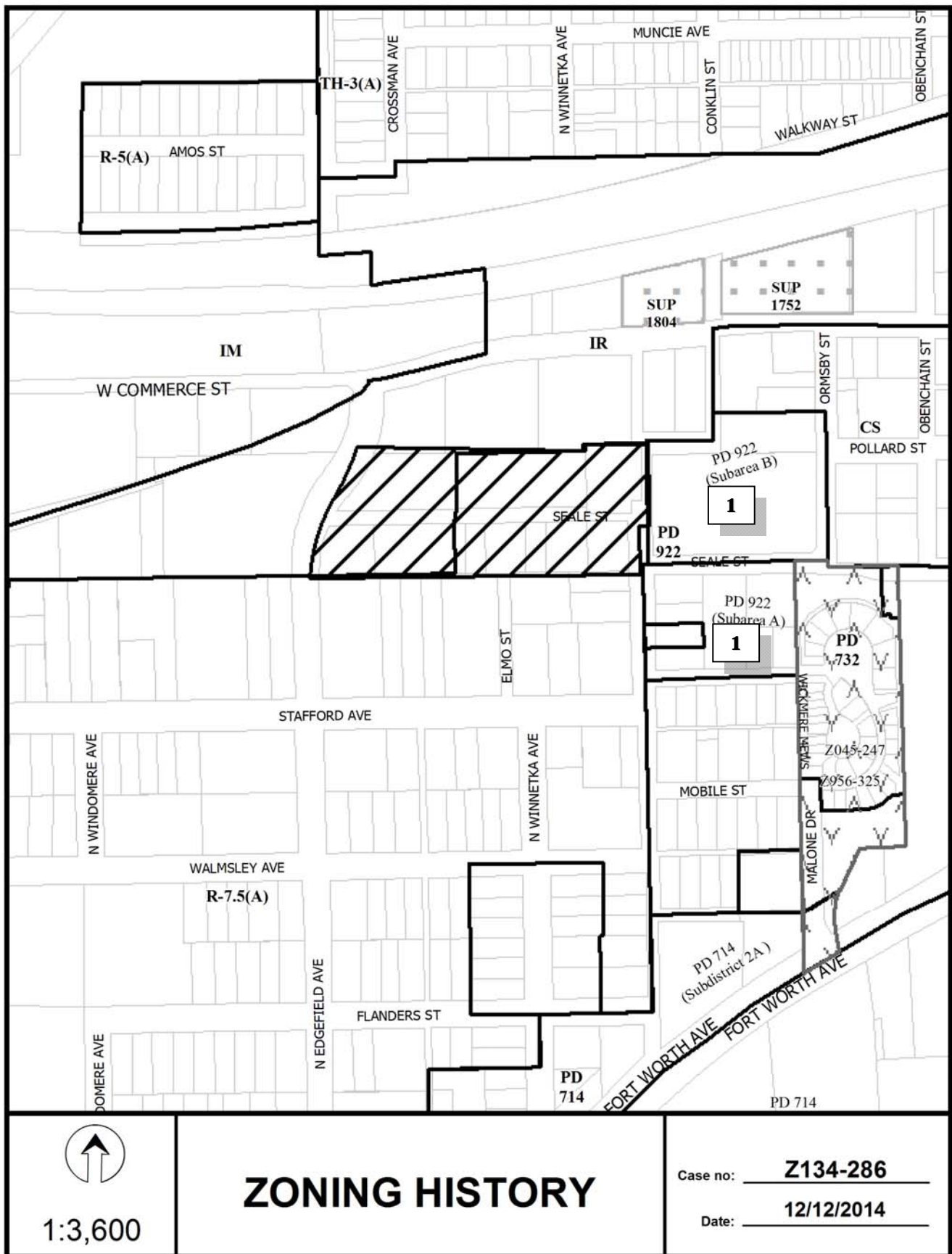
1:3,600

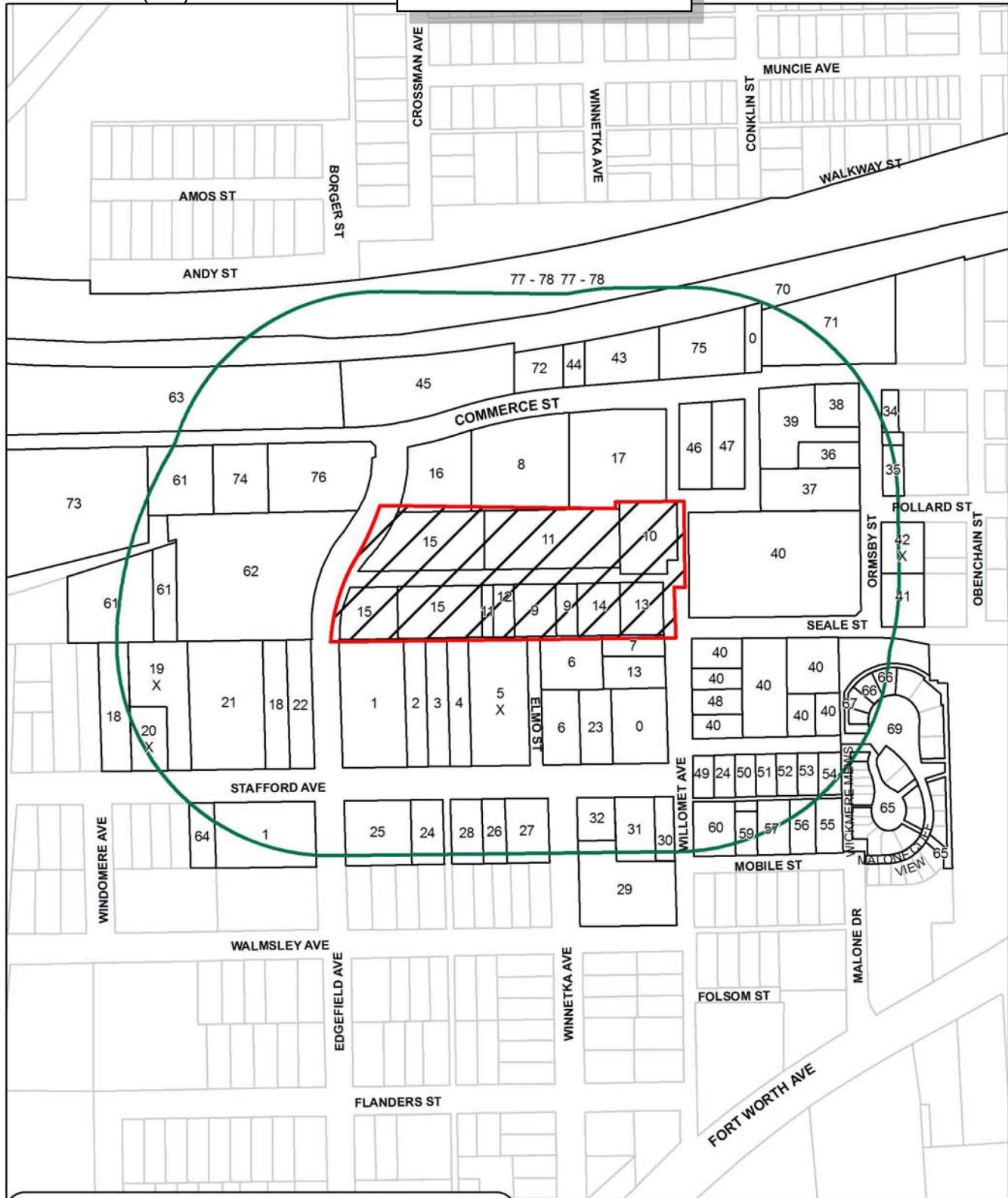
AERIAL MAP

Case no: **Z134-286**

Date: **12/12/2014**





CPC RESPONSES

<u>78</u>	Property Owners Notified (101 parcels)
<u>1</u>	Replies in Favor (1 parcels)
<u>4</u>	Replies in Opposition (4 parcels)
<u>500'</u>	Area of Notification
<u>1/22/2015</u>	Date <u>1/8/2015</u> Under Advisement

Z134-286
CPC



1:3,600

01/21/2015

Reply List of Property Owners***Z134-286******78 Property Owners Notified******1 Property Owners in Favor******4 Property Owners Opposed***

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1	1923 EDGEFIELD AVE	INDUSTRIAL BUILDING CORPORATION
	2	1223 STAFFORD AVE	COUCH KEDRIC
	3	1219 STAFFORD AVE	SANCHEZ MARIA
	4	1215 STAFFORD AVE	COUCH KEDRIC & PAT
X	5	1207 STAFFORD AVE	RAMIREZ JUANITA P
	6	1121 STAFFORD AVE	SAAVEDRA GUADALUPE C
	7	2023 WILLOMET AVE	CASTILLO OSCAR &
	8	1220 COMMERCE ST	ROPECO INC
	9	1118 SEALE ST	NOAH IRENE
	10	2115 WILLOMET AVE	WILLIAMS TONY R
	11	1122 SEALE ST	BHR ENTERPRISES INC
	12	1120 SEALE ST	GONZALEZ MARIA & ADRIAN
	13	2019 WILLOMET AVE	WILLIAMS TONY R
	14	1114 SEALE ST	SEALEWILLOMET LAND LP
	15	1219 SEALE ST	GUTIERREZ JOSE A
	16	1220 COMMERCE ST	ROPECO INC
	17	1212 COMMERCE ST	ROPECO INC
	18	1335 STAFFORD AVE	MCCOMAS BRAU ADA NELL
X	19	1323 STAFFORD AVE	STRUCK HENRY C &
X	20	1331 STAFFORD AVE	STRUCK HENRY C JR &
	21	1319 STAFFORD AVE	ORDAZ JOSE LUIS & LYDIA
	22	1303 STAFFORD AVE	MCCOMAS ADA NELL B
	23	1107 STAFFORD AVE	CONTRERAS JOE B &
	24	1222 STAFFORD AVE	MARTINEZ SILVERIO
	25	1226 STAFFORD AVE	INDUSTRIAL BUILDING CORPORATION
	26	1210 STAFFORD AVE	GUTIERREZ FIDENCIO &

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	27	1206 STAFFORD AVE	CHAVEZ RUTH
	28	1218 STAFFORD AVE	SANTOYO MANUEL &
	29	1119 WALMSLEY AVE	WESTER HEIGHTS IGLESIA
	30	1100 STAFFORD AVE	JUAREZ VICTORIA
	31	1108 STAFFORD AVE	ORTIZ FROYLAN
	32	1116 STAFFORD AVE	DELAFUENTE JUAN A MARTINEZ &
O	33	2210 ORMSBY ST	JLK IRREVOCABLE TRUST &
	34	934 COMMERCE ST	JLK IRREVOCABLE TRUST &
	35	935 POLLARD ST	RES #1 TRUST
	36	2207 ORMSBY ST	WADE TRANSMISSION & GEAR
	37	2203 ORMSBY ST	DENTON SECURITY INVESTMENT INC
	38	1002 COMMERCE ST	MARTINEZ DIONICIO
	39	1010 COMMERCE ST	MARTINEZ DIONICIO
	40	2120 WILLOMET AVE	DENTON SECURITY INV INC
	41	933 SEALE ST	MARTINEZ DIONICIO
X	42	934 POLLARD ST	DAUBITZ C R
	43	1107 COMMERCE ST	HMK LTD
	44	1201 COMMERCE ST	TWELVE 01 LLC
	45	1211 COMMERCE ST	COMMERCIAL METALS CO
	46	1032 COMMERCE ST	HUERTA AGUSTO
	47	1030 COMMERCE ST	HUERTA WALTER
	48	2006 WILLOMET AVE	MARTIN EMMA LEE
	49	1026 STAFFORD AVE	RAMIREZ ROGELIO LEON &
	50	1018 STAFFORD AVE	SLOCUM FRANCES I
	51	1014 STAFFORD AVE	MUNOZ HUBERTO & CELIA
	52	1010 STAFFORD AVE	MORIN JOSE LUIS
	53	1006 STAFFORD AVE	MORIN JOSE LUIS
	54	1002 STAFFORD AVE	VARA MIGUEL A & MARIA M
	55	1003 MOBILE ST	MORIN JOSE L &
	56	1009 MOBILE ST	JINEZ LOUISA
	57	1015 MOBILE ST	SIERRA JOSE

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
58	1015	MOBILE ST	CEMETERY
59	1019	MOBILE ST	HANSEN CLAIRE
60	1027	MOBILE ST	RUTTER MICHAEL D
61	1338	COMMERCE ST	1400 TRIPLE B HOLDINGS LP
62	2107	EDGEFIELD AVE	RIOS MARTIN E
63	1401	COMMERCE ST	HB COMMERCE HOLDINGS LLC
64	1320	STAFFORD AVE	MEDRANO ALVARO
65	1926	MALONE CLIFF VIEW	DILBECK COURT LIMITED
66	1941	MALONE CLIFF VIEW	COOK MARY MCDERMOTT
67	1937	MALONE CLIFF VIEW	BELMONT VILLAS DALLAS LTD
68	1918	WICKMERE MEWS	ROPE & CROCKER INVESTMENTS LLC
69	1926	MALONE CLIFF VIEW	VILLAS AT DILBECK COURT HOMEOWNERS ASSN
70	2300	GRAND AVE	BNSF RAILWAY
71	1001	COMMERCE ST	MARTINEZ DIONICIO
72	1201	COMMERCE ST	TWELVE O1 LLC
73	1400	COMMERCE ST	1400 TRIPLE B HOLDINGS LP
74	1318	COMMERCE ST	SMITH RAPHAEL W
75	1025	COMMERCE ST	HUERTA AUGUSTO &
76	1316	COMMERCE ST	FIRST CLASS AUTO INC
77	4401	LINFIELD RD	ST LOUIS S W RAILWAY CO
78	9999	NO NAME ST	UNION PACIFIC RR CO

AGENDA ITEM # 85

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 45 E

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting an amendment to Planned Development Subdistrict No. 16 for O-2 Office Subdistrict uses within Planned Development District No. 193, the Oak Lawn Special Purpose District on the south corner of McKinnon Street and Wolf Street
Recommendation of Staff and CPC: Approval, subject to conditions
Z134-314(WE)

ACM: Ryan S. Evans**FILE NUMBER:** Z134-314(WE) **DATE FILED:** August 13, 2014**LOCATION:** McKinnon Street and Wolf Street, south corner**COUNCIL DISTRICT:** 2 **MAPSCO:** 45-E**SIZE OF REQUEST:** Approx. 0.9968 acres **CENSUS TRACT:** 19.00

APPLICANT / OWNER: International Center Development XVIII, LLC**REPRESENTATIVE:** Ben Cortez and Melody Paradise, Harwood International**REQUEST:** An application for an amendment to Planned Development Subdistrict No. 16 for O-2 Office Subdistrict uses within Planned Development District No. 193, the Oak Lawn Special Purpose District.**SUMMARY:** The purpose of this request is to amend certain provisions in the PDS conditions to permit a restaurant use on the street level (currently, the restaurant uses are only allowed to serve tenants within the proposed office building). In addition, the applicant is requesting to amend the associated attached premise signs. The PDS conditions currently restrict attached premise signs to the existing "Frost Bank" emblem signs, which exceed the size permitted by business sign regulations. The proposed amendments would not only continue to permit these signs, but also allow other attached premise signs based upon Article VII, Sign Regulations.**CPC RECOMMENDATION:** Approval, subject to conditions.**STAFF RECOMMENDATION:** Approval, subject to conditions.

BACKGROUND INFORMATION:

Staff recommendation for approval is based upon:

1. *Performance impacts upon surrounding property* – The two changes to the Planned Development Subdistrict will not have a negative impact upon the surrounding property. The changes will allow pedestrian access to the restaurant uses from the street level instead of limiting the restaurant uses to only the tenant within the proposed development. In addition, all signage that complies with the attached premise signs regulations will be permitted on and below the 3rd floor of the office development. Currently, the applicant is limited to only the attached premise signs at or between certain floors on the office development that were approved by the City Council in 2013.
2. *Traffic impact* – The Engineering Section of the Department of Sustainable Development and Construction has determined that the request will have no additional impact on the street system.
3. *Comprehensive Plan or Area Plan Conformance* – The *forwardDallas! Comprehensive Plan* shows that the request site is located in Downtown Building Block and is in compliance with the Comprehensive Plan.

BACKGROUND INFORMATION:

- In November 1996, the City Council approved this Planned Development Subdistrict.
- In February 2013, the City Council approved an amendment to, and an expansion of this subdistrict that will allow for the development of a 174,000-square-foot office development. The office development will be developed on a seven-story parking structure and will have several ground floor retail uses.
- In September 2013, the City Plan Commission approved a minor amendment for a development plan and landscape plan for this subdistrict.
- In June 2014, the City Plan Commission approved a waiver of the two-year-waiting period. The approval permitted the applicant to proceed with submitting an application for this subject request.

Zoning History: There has been one recent zoning change requested in the area.

1. Z134-274 On October 8, 2014, the City Council approved a LC Light Commercial Subdistrict within Planned Development District No. 193, a D-1 Liquor Control Overlay and Specific Use Permit No. 2108 for the sale of alcoholic beverages in conjunction with a restaurant

without drive-through service on property zoned an MF-3 Multiple Family Subdistrict within Planned Development District No. 193, the Oak Lawn Special Purpose District and a D Liquor Control Overlay on the south corner of McKinnon Street and Ivan Street.

Thoroughfares/Streets:

Thoroughfare/Street	Type	Existing ROW	Proposed ROW
McKinnon Street aka Dallas North Tollway		Variable right-away width	Variable right-away width
Wolf Street	Local Street	40 ft.	40 ft.
N. Harwood Street	Local Street	60 ft.	60 ft.

Land Use:

	Zoning w/in PDD No. 193	Land Use
Site	PDS No. 16, O-2	Bank, Single Family
Northeast	PDS No. 52, O-2	Residential, Office
Southeast	O-2	Office
Northwest	PDS No. 83	Undeveloped
Southwest	PDS No. 58	Hotel, Office, Television station

Comprehensive Plan: The *forwardDallas! Comprehensive Plan* was adopted by the City Council in June 2006. The *forwardDallas! Comprehensive Plan* outlines several goals and policies that support the applicant's request for an Office development. The request site is located on the outer edge of the Downtown Building Blocks.

The Downtown is a centrally located hub that provides high intensity, concentrated regional job and commercial activity supported by high-density housing. A Downtown includes pedestrian-oriented and mixed-use development and offers multiple transportation options. Ground floors of tall buildings feature shops with many windows for visual interest and safety while the streetscape incorporates trees for shade, wide sidewalks and easy-to-use signs for finding points of interest. Civic and open spaces provide an inviting atmosphere for pedestrians as well as a diversity of uses, generating activity throughout the day and evening.

LAND USE

GOAL 1.2 PROMOTE DESIRED DEVELOPMENT

Policy 1.2.1 Use Vision Building Blocks as a general guide for desired development patterns.

URBAN DESIGN

Goal 5.1 Promote a sense of place, safety and workability

Policy 5.1.2 Define urban character in Downtown and urban cores

Area Plans:

The Oak Lawn Special Purpose District and the Oak Lawn Plan include the following objectives:

- (1) To achieve buildings more urban in form.
- (2) To promote and protect an attractive street level pedestrian environment with continuous street frontage activities in retail areas.
- (3) To encourage the placement of off-street parking underground or within buildings similar in appearance to non-parking buildings.
- (4) To promote development appropriate to the character of nearby neighborhood uses by imposing standards sensitive to scale and adjacency issues.
- (5) To use existing zoned development densities as a base from which to plan, while providing bonuses to encourage residential development in commercial areas.
- (6) To discourage variances or zoning changes which would erode the quantity or quality of single-family neighborhoods, or would fail to adhere to the standards for multiple-family neighborhoods and commercial areas.
- (7) To promote landscape/streetscape quality and appearance.

The applicant's request for an amendment to PDS No. 16 meets objectives 1, 2, 3, 4 and 7. The remaining objectives 5 and 6 do not apply to the proposed development. The proposed development is being constructed within the existing development rights and standards within PDS No. 16. Residential uses are not being proposed within this development and as a result, objectives 5 and 6 are not applicable. The proposed changes to the existing PDS should encourage a more walkable, pedestrian environment.

Land Use Compatibility:

The request site is currently being developed with a 174,000-square-foot office building that will have several restaurant uses and a bank or savings and loan office with drive through service. The land uses that are adjacent to the request site consist of an undeveloped tract of land to the northwest (PDS No. 82), a residential development (PDS No. 52) to the northeast, which is across McKinnon Street, an office use to the southeast and a hotel use to the southwest, across North Harwood Street. Currently, the underlying PDS zoning is for an O-2 Subdistrict which permits a flexibility of land uses but limits certain uses to the street level. The amendment to Planned Development Subdistrict No. 16 will permit restaurants by right to have public access from the street level.

In addition, the sign regulations permitted attached premise signs where approved and are shown on an Exhibit. The applicant is requesting additional attached premise signs on 3-facades.

Development Standards:

<u>DISTRICT</u>	<u>SETBACKS</u>		Density	Height	Lot Coverage	Special Standards	PRIMARY Uses
	Front	Side/Rear					
PDS No. 16 -existing O-2 Office uses	Per plan	Per plan	4:1 FAR	270'	80%	Proximity Slope U-form setback Tower spacing Visual Intrusion	Office, retail & personal service, lodging, residential

Landscaping: Landscaping must be provided as shown on the attached landscape plan.

CPC Action (January 22, 2015)

Z134-314(WE)

Planner: Warren Ellis

Motion: It was moved to recommend **approval** of an amendment to Planned Development Subdistrict No. 16 for O-2 Office Subdistrict uses, subject to revised conditions to include: 1) Maximum effective area on the north and south facades are 205 sq. ft., 2) Maximum effective area on the west facade is 50 sq. ft., 3) Add following language: "On the north and south facades, the luminance of a sign shall not directly project at an angle greater than 150 degrees measured from the location of the facade of the building at which the sign is placed.", and 4) Add the following language: "Before the issuance of a sign permit for attached premise sign(s), an exhibit showing the angle of luminance of a sign shall be provided to the Building Official" within Planned Development District No. 193, the Oak Lawn Special Purpose District on the south corner of McKinnon Street and Wolf Street.

Maker: Emmons
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

Notices: Area: 500 Mailed: 310
Replies: For: 12 Against: 0

Speakers: For: Melody Paradise, 2501 N. Harwood St., Dallas, TX 75201
Ed Stead, 2900 McKinnon St., Dallas, TX, 75201
Matt Wilson, 3201 Manor Way, Dallas, TX, 75235
For (Did not speak): Steve Harris, 2900 McKinnon St., Dallas, TX, 75201
Against: None

<p>LIST OF OFFICERS International Center Development XVIII, LLC</p>
--

- J. Gabriel-Mueller CEO/President
- David O. Roehm Executive Vice President
- Jeri Hunter Treasurer

<p>PROPOSED PLANNED DEVELOPMENT SUBDISTRICT CONDITIONS</p>

SEC.S-16.101. LEGISLATIVE HISTORY.

PD Subdistrict 16 was established by Ordinance No. 22954, passed by the Dallas City Council on November 13, 1996. Ordinance No. 22954 amended Ordinance No. 21859, PD 193 9the Oak Lawn Special Purpose District), as amended, and Ordinance No. 10962, Chapter 51 of the Dallas City Code, as amended.

SEC.S-16.102. PROPERTY LOCATION AND SIZE.

PD Subdistrict 16 is established on property generally located on the east corner of Harwood Street and Wolf Street. The size of PD Subdistrict 16 is approximately .9968 acres.

SEC.S-16.102.1. PURPOSE STATEMENT

The standards for this division complement the development pattern in the area and recognize the area's unique identity as a gateway to downtown and a bridge between downtown and Oak Lawn. The objectives of these standards are as follows:

- (1) To promote the health, safety, welfare, convenience, and enjoyment of the public.
- (2) To achieve buildings more in urban form.
- (3) To promote a pedestrian environment and provide public open space.
- (4) To encourage development that complements nearby properties.
- (5) To achieve buildings efficient in design and use of space while providing adequate view corridors, light, and air to nearby properties.
- (6) To achieve buildings that reduce natural resources consumption, enhance occupant comfort and health, lower utility consumption, minimize strain on local infrastructures, and improve quality of life.
- (7) To promote new sign construction and existing sign alterations that:
 - (A) enhance, preserve, and develop the unique character of the district;

- (B) insure compatibility with the areas architectural character;
- (C) do not obstruct significant architectural features; and
- (D) promote the safety of pedestrians and motorists.

SEC. S-16.103 DEFINITIONS AND INTERPRETATIONS.

(a) Unless otherwise stated, the definitions and interpretations in Chapter 51 and in Part 1 of this article apply. If there is a conflict, this division controls. If there is a conflict between Chapter 51 and Part 1 of this article, Part 1 of this article controls.

(b) In this division:

(1) CANOPY means a permanent, non-fabric architectural element projecting from the façade of a building.

(2) SUBDISTRICT means a subdistrict of PD 193.

(c) Unless otherwise stated, referenced to articles, divisions, or sections in this division are to articles, divisions, or sections in Chapter 51.

(d) This subdistrict is considered to be a nonresidential zoning district.

SEC. S-16.103.1 EXHIBITS.

The following exhibits are incorporated into this division:

- (1) Exhibit S-16A: development plan.
- (2) Exhibit S-16B: landscape plan.
- (3) Exhibit S-16C: logo sign elevations.

SEC. S-16.104. DEVELOPMENT PLAN.

Development and use of the Property must comply with the development plan (Exhibit S-16A). If there is a conflict between the text of this division and the development plan, the text of this division controls.

SEC. S-16.105. MAIN USES PERMITTED.

(a) Except as provided in this subsection, the only main uses permitted in this subdistrict are those main uses permitted in the O-2 Office Subdistrict, subject to the same conditions applicable in the O-2 Office Subdistrict, as set out in Part I of this article. For example, a use permitted in the O-2 Office Subdistrict only by specific use permit (SUP) is permitted in this subdistrict only by SUP; a use subject to development impact review (DIR) in the O-2 Office Subdistrict is subject to DIR in this subdistrict; etc.

(b) The following additional main uses are ~~is~~-permitted by right:

- Bank or savings and loan office with drive-through service.
- Restaurant without drive-through service

SEC. S-16.106. ACCESSORY USES.

As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51P-193.108. For more information regarding accessory uses, consult Part I of this article.

SEC.S-16.107. YARD, LOT, AND SPACE REGULATIONS.

(Note: The yard, lot, and space regulations in this section must be read together with the yard, lot and space regulations in Part I of this article. If there is a conflict between this section and Part I of this article, this section controls.)

(a) In general. Except as provided in this section, the yard, lot, and space regulations for the O-2 Office Subdistrict apply.

(b) Front yard.

(1) Minimum front yards are:

(A) 20 feet along McKinnon Street;

(B) No front yard is required along Wolf Street or Harwood Street.

(2) The following items are permitted in a front yard in the locations shown on the development plan:

- (A) Water features.
 - (B) A monument sign.
 - (C) Bike racks.
 - (D) Trellises. *[May not exceed 10 feet in height on McKinnon Street.]*
 - (E) Landscape feature (solid panels).
- (c) Side and rear yard. No minimum side or rear yard is required.
- (d) Floor area.
- (1) Maximum floor area is 174,000 square feet.
 - (2) Additional street level uses listed in Section 51P-193.110(c)(2) may not have a floor area greater than 3,000 square feet each.
- (e) Height. Maximum structure height is 300 feet.
- (f) Lot coverage. Maximum lot coverage is 80 percent. Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.

SEC. S-16.108. OFF-STREET PARKING AND LOADING.

Consult Part 1 of this article for the specific off-street parking and loading requirements for each use.

SEC. S-16.109. ENVIRONMENTAL PERFORMANCE STANDARDS.

See Article VI.

SEC. S-16.110. PARKING STRUCTURES.

- (a) Parking structures must be underground or have a façade that is similar in appearance to the face of the main structure.
- (b) A minimum of 12 percent of the aboveground parking structure façade area, including openings, must have the same materials as are used on the first 24 feet of the main structure.
- (c) Openings in an aboveground parking structure façade may not exceed 52 percent of the total aboveground parking structure façade area.

SEC. S-16.111. LANDSCAPING.

(a) Landscape plan. Except as provided in this section, landscaping must be provided as shown on the landscape plan (Exhibit S-16B).

(b) Surface parking screening. Surface parking must be screened in accordance with the off-street parking and screening requirements in Section 51P-193.126(b)(3)(A)(iii).

(c) Maintenance. Plant materials must be maintained in a healthy, growing condition.

SEC. S-16.112. SIGNS.

(a) In general. Except as provided in this section, signs must comply with the provisions for business zoning districts in Article VII.

(b) Attached premise signs. The following are the only attached premise signs permitted on and between the [9th] 7th and 13th floor and at or above the 20th floor in this subdistrict:

(1) On the north main structure facade, one logo sign may be located at or above the 20th floor, as shown on the logo sign elevations (Exhibit S-16C), and may not exceed 24 feet in height. The logo sign may be illuminated.

(2) On the south main structure facade, one logo sign may be located at or above the 20th floor, as shown on the logo sign elevations, and may not exceed 24 feet in height. The logo sign may be illuminated.

(3) On the west main structure facade, one logo sign may be located between the 9th floor and 13th floor, as shown on the logo sign elevations, and may not exceed 45 feet in height. The logo sign may only be illuminated with LED light embedded glazing.

(4) On each of the north, south, and west garage screen structure facades, one tenant sign may be located between the 7th and 9th floors. These tenant signs may be illuminated.

(1) Maximum effective area.

(a) The maximum effective area on the North and South facades are 200 square feet.

(b) The maximum effective area on the West facade are 60 square feet.

(c) Except as provided below in this section, attached premise signs are permitted on or below the 3rd floor and must comply with the provisions for the business zoning districts in Article VII.

(1)[(4)] On the east main structure facade, one logo sign may be located on a canopy, as shown on the logo sign elevations.

d) Illuminated signage is prohibited on the east structure façade.

(e) No illuminated sign shall have a luminance greater than 200 foot lamberts.

(f) No illuminated sign nor any illuminated element of any sign may turn on or off more than 2 times per day.

(g) No sign nor any part of any sign may move or rotate.

(h) On the north and south façades, the luminance of a sign shall not directly project at an angle greater than 150 degrees measured from the location on the façade of the building at which the sign is placed.

(1) Before the issuance of a sign permit for attached premise sign(s), an exhibit showing the angle of luminance of a sign shall be provided to the Building Official.

SEC. S-16.113. ADDITIONAL PROVISIONS.

(a) In general.

(1) The Property must be properly maintained in a state of good repair and neat appearance.

(2) Development and use of the Property must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.

(3) Development and use of the Property must comply with Part I of this article.

(b) Visibility triangles. The visibility triangles must be provided as shown on the development plan.

(c) Traffic improvements. Before the issuance of a certificate of occupancy on this Property, the following must occur:

(1) Two-and-one half feet of right-of-way must be dedicated along the Property boundary on Wolf Street.

(2) 36 feet of street pavement, measured back-of-curb to back-of-curb, must be provided on Wolf Street from McKinnon Street to Harwood Street.

(3) Traffic signal upgrades for a left turn lane and pavement widening must be installed on Wolfe Street.

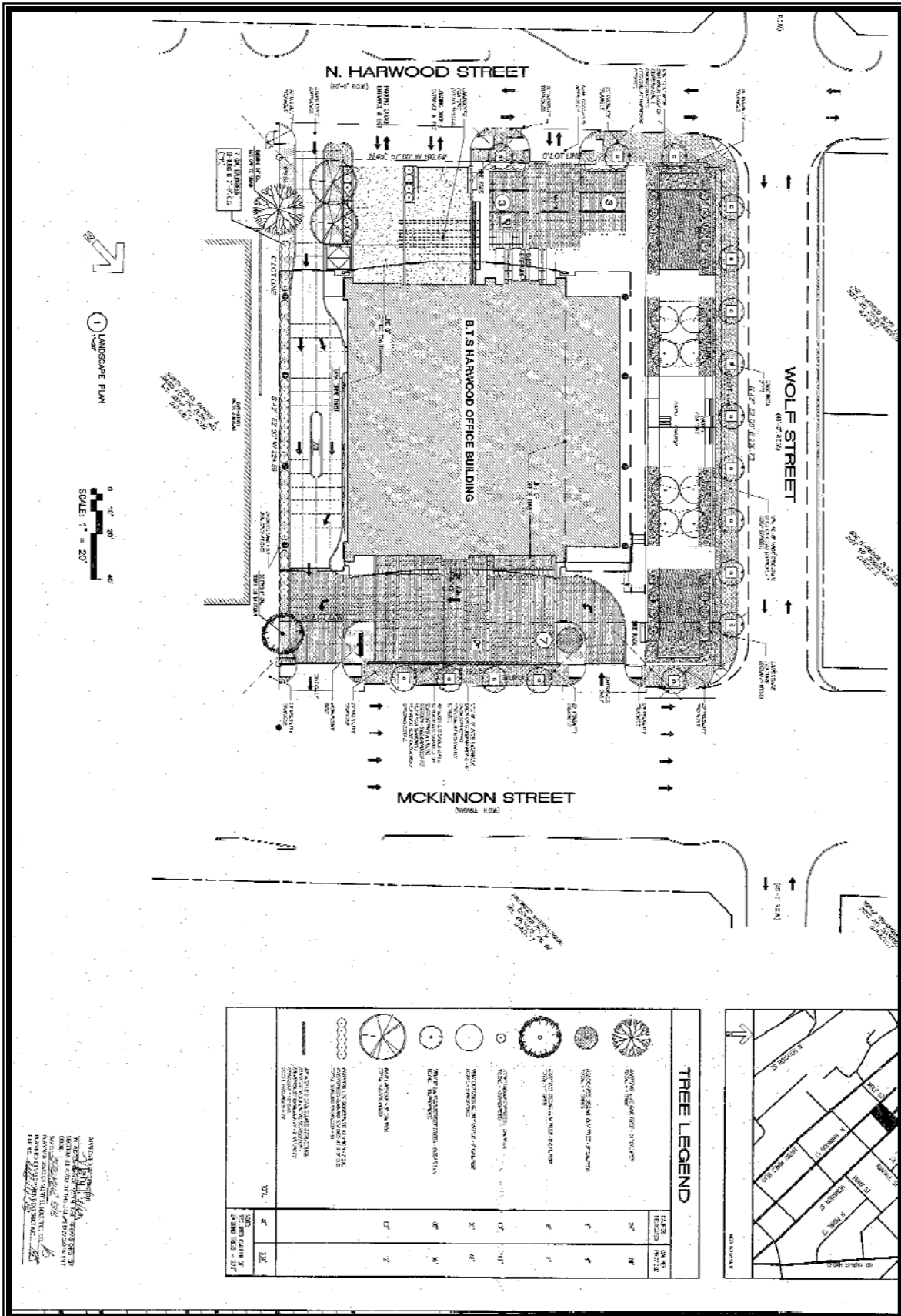
SEC. 2-16.114. COMPLIANCE WITH CONDITIONS.

(a) All paved areas, permanent drives, streets, and drainage structures, if any, must be constructed in accordance with standard city specifications, and completed to the satisfaction of the city.

(b) The building official shall not issue a building permit or a certificate of occupancy for a use in this planned development subdistrict until there has been full compliance with this division, the Dallas Development Code, the construction codes, and all other ordinances, rules, and regulations of the city.

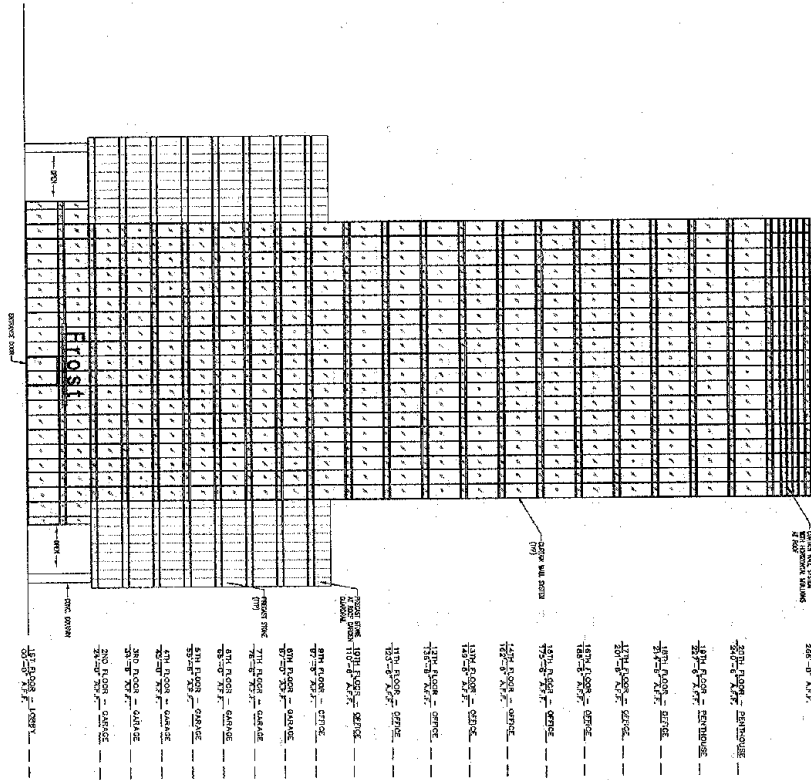


APPROVED LANDSCAPE PLAN
Minor amendment approved - Sept. 5, 2013

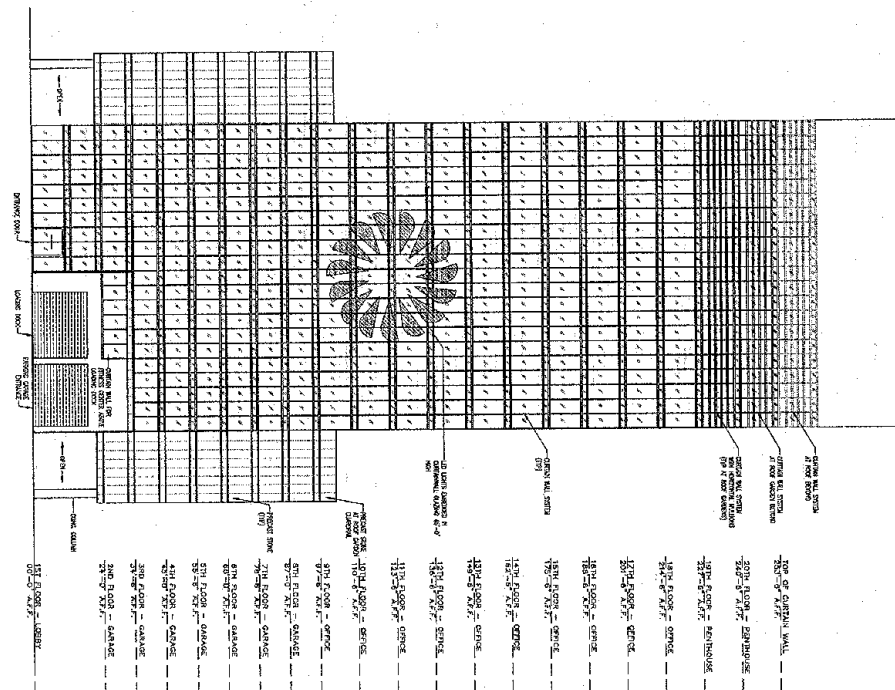


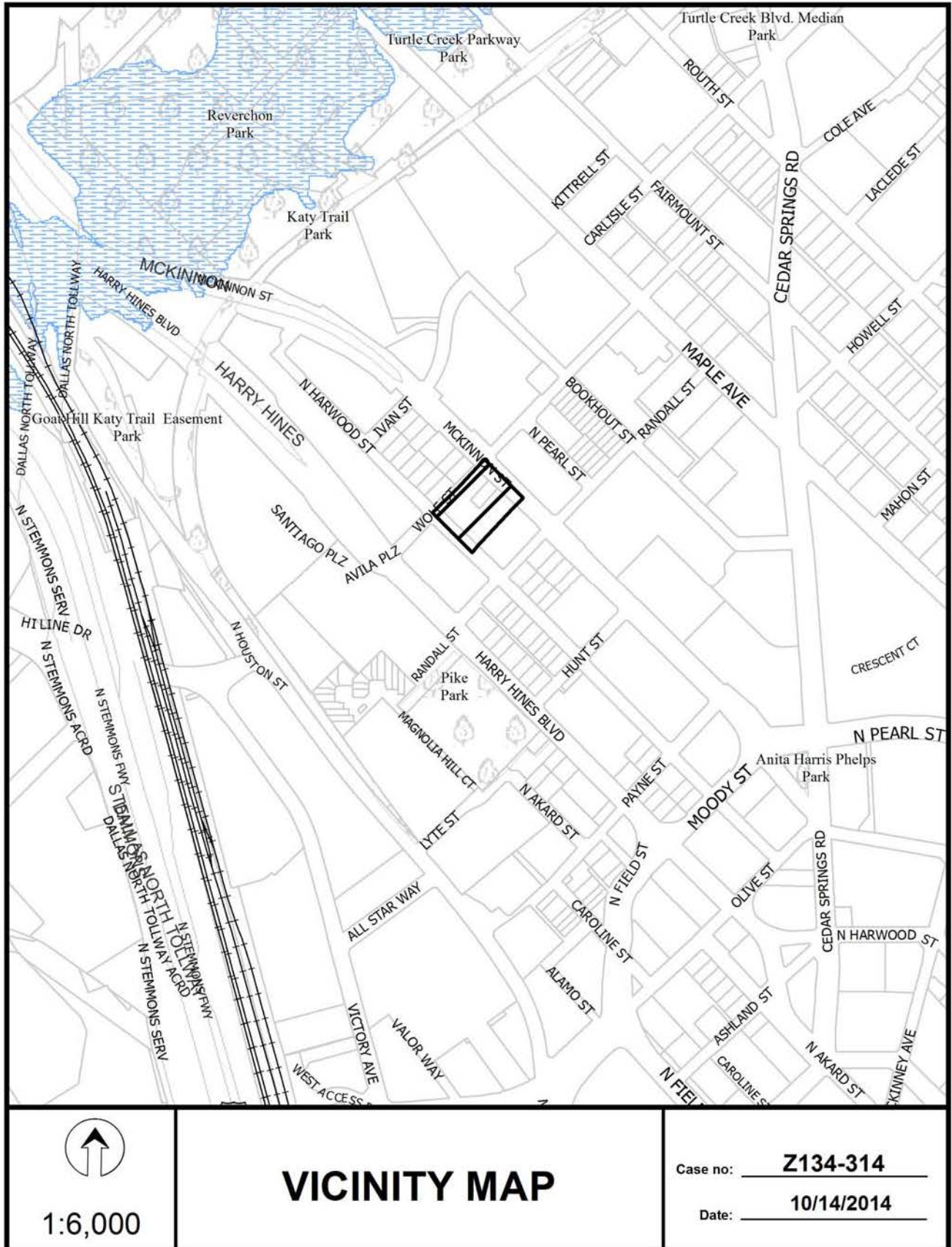
APPROVED EAST/WEST ELEVATIONS

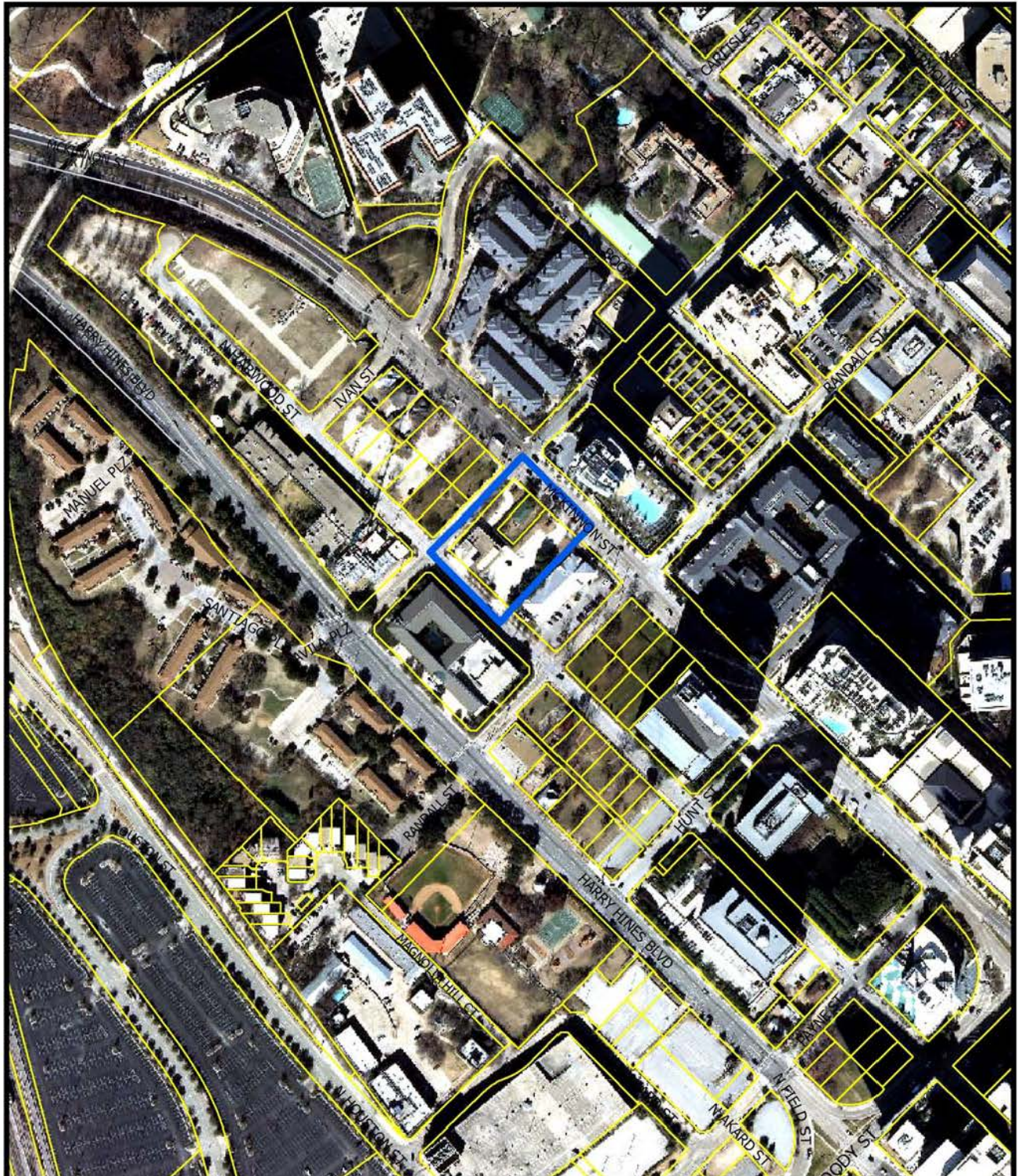
1 EAST BUILDING ELEVATION
SCALE 1/8"=1'-0"



2 WEST BUILDING ELEVATION
SCALE 1/8"=1'-0"





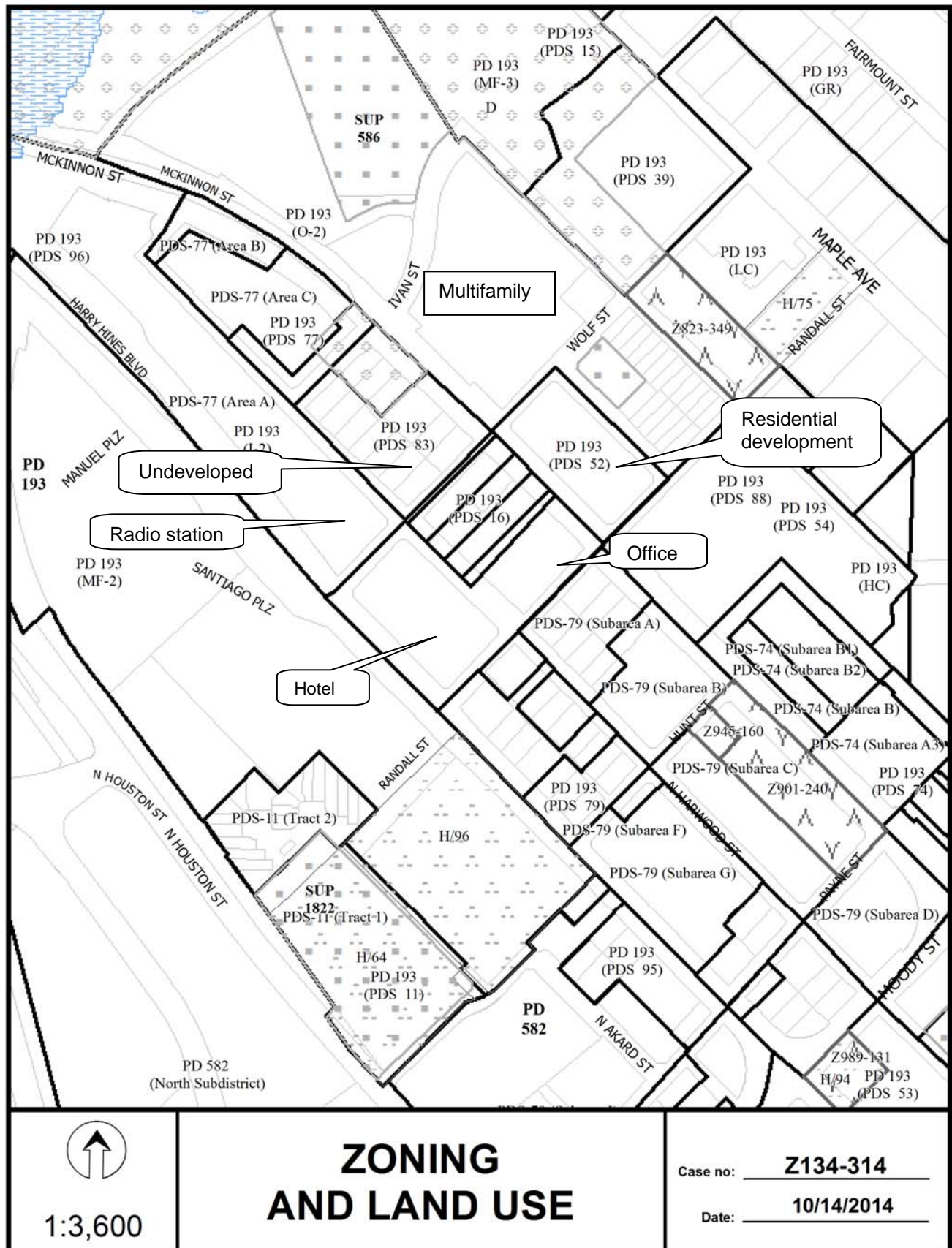


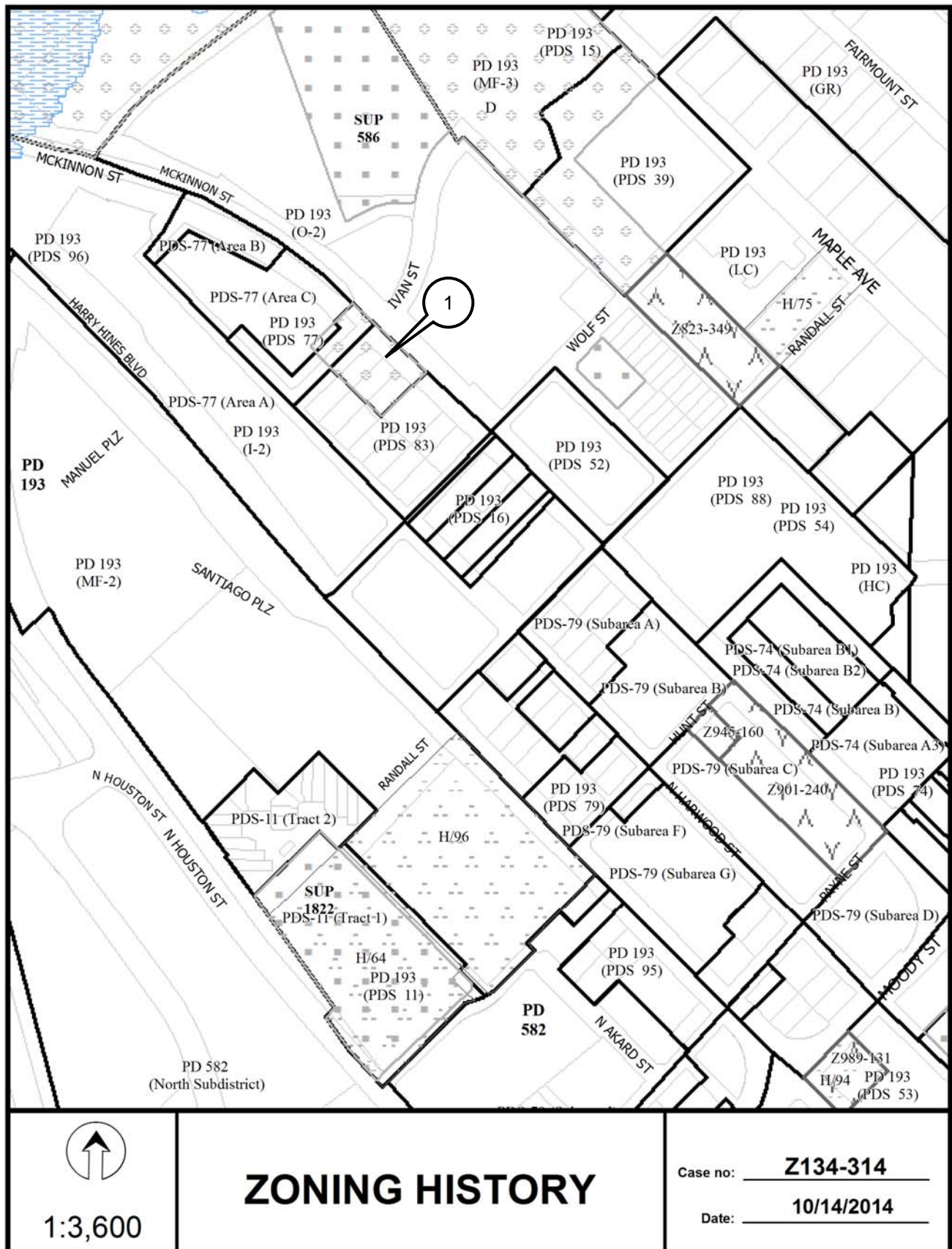
1:3,600

AERIAL MAP

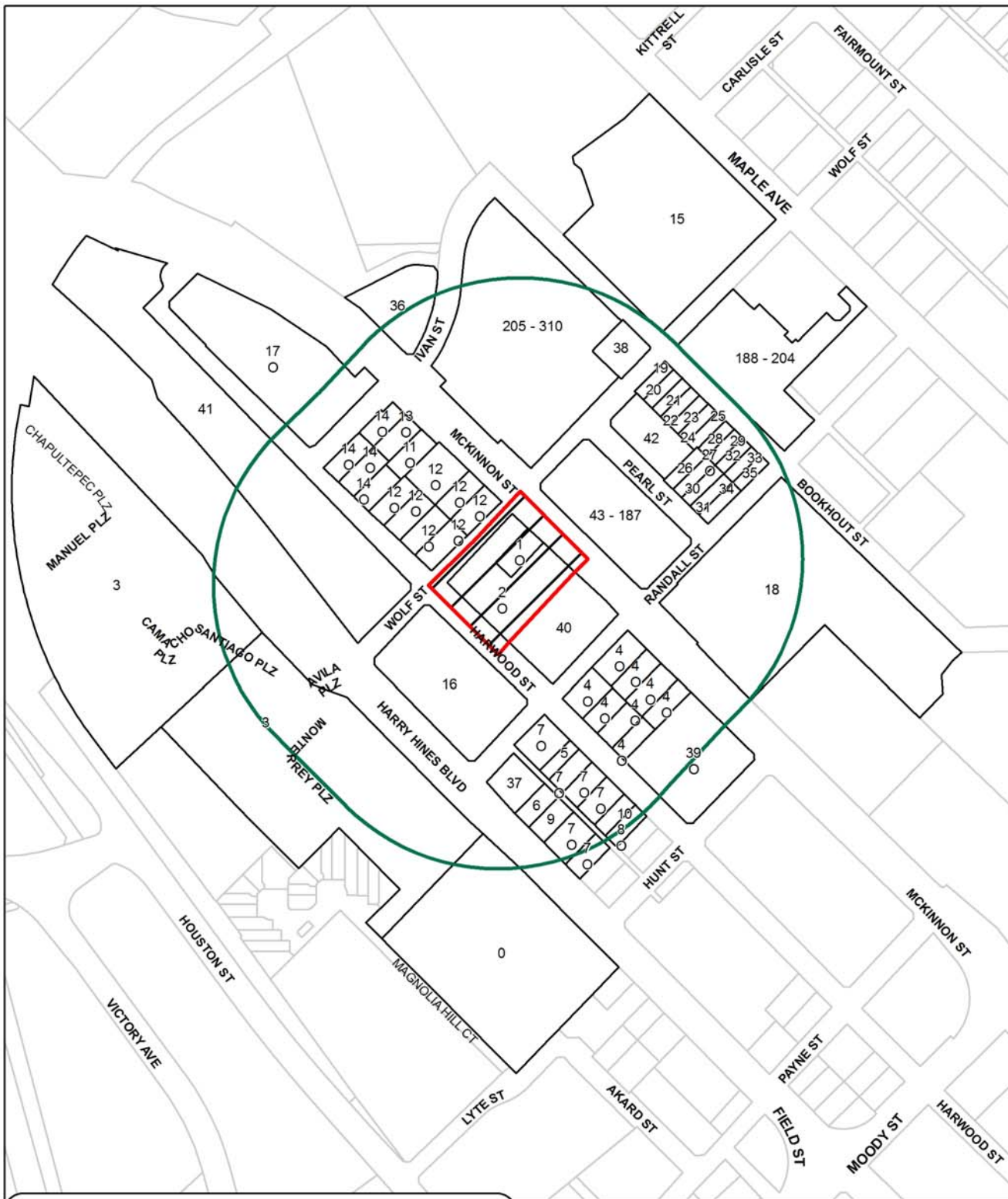
Case no: **Z134-314**

Date: **10/14/2014**





CPC RESPONSES



<u>310</u>	Property Owners Notified (68 parcels)
<u>12</u>	Replies in Favor (33 parcels)
<u>0</u>	Replies in Opposition (0 parcels)
<u>500'</u>	Area of Notification
<u>1/22/2015</u>	Date <u>1/8/2015</u> Under Advisement

Z134-314
CPC



1:3,600

Notification List of Property Owners

Z134-314

310 Property Owners Notified 12 Property Owners in Favor 0 Property Owners Opposed

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
O	1	2921 MCKINNON ST	INTERNATIONAL CENTER DEVELOPMENT
O	2	2950 HARWOOD ST	INTERNATIONAL CENTER DEVELOPMENT
	3	2901 HARRY HINES BLVD	DALLAS HOUSING AUTHORITY
O	4	2819 MCKINNON ST	HARWOOD INTERNATIONAL CENTER V LP
	5	2821 HARWOOD ST	SANCHEZ TRINIDAD ESTATE
	6	2818 HARRY HINES BLVD	AVALOS SAMUEL R III ET AL
O	7	2825 HARWOOD ST	HPO INC
O	8	2807 HARWOOD ST	HPO INC
	9	2814 HARRY HINES BLVD	VILLASANA CHARLES
	10	2809 HARWOOD ST	GLAZER JUDY B
O	11	3015 MCKINNON ST	ONE HARWOOD BLVD LTD
O	12	3009 MCKINNON ST	ONE HARWOOD BLVD LTD
O	13	3019 MCKINNON ST	ONE HARWOOD BOULEVARD LTD
O	14	3023 MCKINNON ST	ONE HARWOOD BOULEVARD LTD
	15	3001 MAPLE AVE	KENSINGTON MAPLE LLC
	16	2914 HARRY HINES BLVD	RLJ III SF DALLAS UT LP
O	17	3130 HARWOOD ST	BLEU CIEL TOWER DEVELOPMENT LTD
	18	2820 MCKINNON ST	WINDSOR AT TRIANON LP
	19	2925 BOOKHOUT ST	MCCUTCHIN TRACY L
	20	2923 BOOKHOUT ST	GROGAN WILLIAM &
	21	2921 BOOKHOUT ST	SANTINI NOEL O
	22	2919 BOOKHOUT ST	CORRIGAN DEWITT BENTSEN
	23	2917 BOOKHOUT ST	LEVIEUX JANE STUART
	24	2915 BOOKHOUT ST	MORGAN T S
	25	2911 BOOKHOUT ST	CLARK MARK C
	26	2912 PEARL ST	CLARK JON

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
O	27	2910 PEARL ST	JOHNSON MARGARET
	28	2909 BOOKHOUT ST	MCNULTY DIANE S
	29	2907 BOOKHOUT ST	GATTMAN CHRISTOPHER JONATHAN
	30	2908 PEARL ST	SHERRY STEVEN D
	31	2906 PEARL ST	MILES BRANDON
	32	2905 BOOKHOUT ST	SASO DAN &
	33	2903 BOOKHOUT ST	BALDWIN LAURA C
	34	2902 PEARL ST	ONEAL J SCOTT & CAROL
	35	2901 BOOKHOUT ST	HOANG DANE
	36	1902 IVAN ST	HINES REIT 3100 MCKINNON
	37	2830 HARRY HINES BLVD	VILLASANA CHARLES
	38	3001 BOOKHOUT ST	LANGFORD JAMES E
	39	2828 HARWOOD ST	INTERNATIONAL CENTER
	40	2007 RANDALL ST	NORTH TEXAS TAPING &
	41	3000 HARRY HINES BLVD	NORTH TEXAS PUBLIC
	42	2920 PEARL ST	HARTNETT PROPERTIES CO
	43	2900 MCKINNON ST	KARCHMER DON A
	44	2900 MCKINNON ST	INTERNATIONAL CENTER DEV
	45	2900 MCKINNON ST	LACY DOMINIC N
	46	2900 MCKINNON ST	DEPA MARYLINE
	47	2900 MCKINNON ST	BURDORF BRIAN
	48	2900 MCKINNON ST	FARREN SUZANN D
	49	2900 MCKINNON ST	JOHNSON LONNIE
	50	2900 MCKINNON ST	UNIT 308 MCKINNON LLC
	51	2900 MCKINNON ST	KARCHMER DON A REVOCABLE TRUST THE
	52	2900 MCKINNON ST	AKINA RENEE A TR &
	53	2900 MCKINNON ST	OXFORD ENTERPRISES INC
	54	2900 MCKINNON ST	TERRY SHAWN D
	55	2900 MCKINNON ST	FITZGERALD STEPHEN R & LOUISE A LIFE EST
	56	2900 MCKINNON ST	POP LIFE LLC
	57	2900 MCKINNON ST	LICHTENSTEIN DAVID G

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	58	2900 MCKINNON ST	SALINAS RICARDO &
	59	2900 MCKINNON ST	HAYWARD GORDON H
	60	2900 MCKINNON ST	RAOOFI PARHAM
	61	2900 MCKINNON ST	MALLOY HELEN
	62	2900 MCKINNON ST	UNIT 508 MCKINNON LLC
	63	2900 MCKINNON ST	AM ESTATE LLC
	64	2900 MCKINNON ST	FILIPOVIC JIRI
	65	2900 MCKINNON ST	HARPER LEONA MARIE
	66	2900 MCKINNON ST	CRAWFORD ALLISON MAE
	67	2900 MCKINNON ST	GOSS TIM K
	68	2900 MCKINNON ST	WARREN MARK T
	69	2900 MCKINNON ST	AZURE 608 TRUST
	70	2900 MCKINNON ST	BORRELLI JOSEPH JR & CINDY ANNE
	71	2900 MCKINNON ST	SHAH BIPIN C
	72	2900 MCKINNON ST	FRANKEL JEFFREY S
	73	2900 MCKINNON ST	MARTIN BRYAN R
	74	2900 MCKINNON ST	FRANCOIS SERGE P
	75	2900 MCKINNON ST	DEWAN MASHRUR M & AFREEN M
	76	2900 MCKINNON ST	DENNIS DAVID & JANIE
	77	2900 MCKINNON ST	KECK MARK C
	78	2900 MCKINNON ST	RATHOD VEERAL K
	79	2900 MCKINNON ST	LE MENER FAMILY TR THE
	80	2900 MCKINNON ST	SNB LIMITED PARTNERSHIP
	81	2900 MCKINNON ST	CARBONNEAU KRISTINA A
	82	2900 MCKINNON ST	LANDAVERDE CARMEN E
	83	2900 MCKINNON ST	ABRAMOV BORIS &
	84	2900 MCKINNON ST	HILL CHARLES W & JANA L
	85	2900 MCKINNON ST	BORNO MOUNIR Y &
	86	2900 MCKINNON ST	BLUME WENDY L
	87	2900 MCKINNON ST	ALKEMY GROUP LTD THE
	88	2900 MCKINNON ST	ABEL ELIZABETH

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	89	2900 MCKINNON ST	MEDAVARAPU BALAKRISHNA &
	90	2900 MCKINNON ST	SHEEHAN DANIEL
	91	2900 MCKINNON ST	CHAN MINSANG
	92	2900 MCKINNON ST	WYNN RALPH T
	93	2900 MCKINNON ST	MAULTSBY VANCE K JR & BETH M
	94	2900 MCKINNON ST	MUHL BRANDEN BOWEN
	95	2900 MCKINNON ST	GILBERT LOREEN TRUST THE
	96	2900 MCKINNON ST	EVOL REAL ESTATE OF TEXAS LLC
	97	2900 MCKINNON ST	SKINNER MICHAEL A &
	98	2900 MCKINNON ST	VUILLEMOT WILLIAM G &
	99	2900 MCKINNON ST	HOOPER ROBERT SCOTT
	100	2900 MCKINNON ST	TIGGES GARY
	101	2900 MCKINNON ST	SANDLIN MARK R
	102	2900 MCKINNON ST	GUTIERREZ JAVIER
	103	2900 MCKINNON ST	SPEER M L
	104	2900 MCKINNON ST	STONE CHRISTOPHER & SUSAN
	105	2900 MCKINNON ST	MECHANIC DONALD A
	106	2900 MCKINNON ST	DUWAJI IYAD
	107	2900 MCKINNON ST	MOLLOY HELEN
	108	2900 MCKINNON ST	STANLEY CLIFFORD V & SHELBY OHAIR
	109	2900 MCKINNON ST	POINDEXTER ALONZO J &
	110	2900 MCKINNON ST	MCDONALD LAUREN A
	111	2900 MCKINNON ST	GROSSBERG MARK P
	112	2900 MCKINNON ST	TISEO LOUIE
	113	2900 MCKINNON ST	KELLY JOSEPH J
	114	2900 MCKINNON ST	LELAND JANET SWARTZ
	115	2900 MCKINNON ST	ARMSTRONG CAPPY RAY &
	116	2900 MCKINNON ST	CUTLER WILLIAM P
	117	2900 MCKINNON ST	GALLMANN WILLIAM H III & JOELLYN A
	118	2900 MCKINNON ST	DREWS R ERIC & BARBARA B
	119	2900 MCKINNON ST	SAVAGE ROBERT W & SUSAN L

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	120	2900 MCKINNON ST	NIR ADI & SHERYL
	121	2900 MCKINNON ST	HAKERT JAMES DAMIAN &
	122	2900 MCKINNON ST	MARTTER RICHARD P &
	123	2900 MCKINNON ST	MAULDIN JOHN F
	124	2900 MCKINNON ST	ELLEN MARTIN M &
	125	2900 MCKINNON ST	BABB KENNETH R
	126	2900 MCKINNON ST	SHAH BIPIN & MRUNALINI
	127	2900 MCKINNON ST	SCHUBERT JOEL S
	128	2900 MCKINNON ST	NILTA PROPERTY HOLDINGS LP
	129	2900 MCKINNON ST	BRAYMAN JONATHAN L
	130	2900 MCKINNON ST	GLADDEN JEFFREY R
	131	2900 MCKINNON ST	MJC VENTURES LP
	132	2900 MCKINNON ST	ROEHM DAVID O
	133	2900 MCKINNON ST	LUGANO TICINO HOLDINGS LLC
	134	2900 MCKINNON ST	RAMSEY JULIE
	135	2900 MCKINNON ST	LAM GUY KWOKHUNG &
	136	2900 MCKINNON ST	CHOQUETTE ANGELA V
	137	2900 MCKINNON ST	VICIOSO BELINDA &
	138	2900 MCKINNON ST	DALLAS HIGHRISE LLC
	139	2900 MCKINNON ST	STEWART PATRICK M &
	140	2900 MCKINNON ST	JENKINS MARK E
	141	2900 MCKINNON ST	DEVINE MARTIN J & JOANNE M
	142	2900 MCKINNON ST	MONSOUR FAMILY LP
	143	2900 MCKINNON ST	ANCHONDO ELSA ESTHER CARRILLO
	144	2900 MCKINNON ST	UPTOWN DREAMS LLC
	145	2900 MCKINNON ST	GAUTIER ELISE M
	146	2900 MCKINNON ST	MACATEE WILLIAM F JR
	147	2900 MCKINNON ST	FARRANT MALCOLM A
	148	2900 MCKINNON ST	TICE DAVID W
	149	2900 MCKINNON ST	GRIFFITH WILLIAM F
	150	2900 MCKINNON ST	KHOSHNOUDI FAMILY TRUST

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	151	2900 MCKINNON ST	BRINGAS RICARDO MARTIN
	152	2900 MCKINNON ST	FLORIN COMPANY LTD
	153	2900 MCKINNON ST	MOOLJI ALY
	154	2900 MCKINNON ST	YU KUN WON & JAE EUN
	155	2900 MCKINNON ST	RICHARDSON MICHAEL D
	156	2900 MCKINNON ST	MAGUIRE MICHAEL F & COLLEEN J
	157	2900 MCKINNON ST	MAGUIRE MICHAEL F & COLLEEN J
	158	2900 MCKINNON ST	HARRIS CYNTHIA H &
	159	2900 MCKINNON ST	BROWN IRWIN J
	160	2900 MCKINNON ST	FUSCO EDWARD JR &
	161	2900 MCKINNON ST	JEAN JACQUES HOLDING INC
	162	2900 MCKINNON ST	KAVANAGH MARK
	163	2900 MCKINNON ST	WESTPARK CAPITAL MGT LLC
	164	2900 MCKINNON ST	RIBELIN GLENDA A
	165	2900 MCKINNON ST	HENRIETTA EDWARD B TR &
	166	2900 MCKINNON ST	LYNCH PETER H
	167	2900 MCKINNON ST	HASTINGS EXCHANGE LLC
	168	2900 MCKINNON ST	KUTNER MICHAEL B &
	169	2900 MCKINNON ST	COULTER PETER S & JAMIE S COULTER
	170	2900 MCKINNON ST	MCMORRAN MICHAEL &
	171	2900 MCKINNON ST	VALK DON
	172	2900 MCKINNON ST	ISSA IMRAN A
	173	2900 MCKINNON ST	BACHMAN MARVIN A & YVONNE
	174	2900 MCKINNON ST	SLUGOCKI MAREK &
	175	2900 MCKINNON ST	MCALLISTER STEVEN K
	176	2900 MCKINNON ST	LUTER JASON S
	177	2900 MCKINNON ST	ALBERT MARK & SARA MELNICK
	178	2900 MCKINNON ST	MUELLERBARBIER J GABRIEL
	179	2900 MCKINNON ST	FIJOLEK RICHARD M
	180	2900 MCKINNON ST	CHEN YI FEN
	181	2900 MCKINNON ST	GUTIERREZ JAVIER G

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	182	2900 MCKINNON ST	2802/2902 PARTNERS LP
	183	2900 MCKINNON ST	HUNT LAURA
	184	2900 MCKINNON ST	LACERTE PHILLIP R
	185	2900 MCKINNON ST	TROTTER JAMES F
	186	2900 MCKINNON ST	BRADY GREGORY A
	187	2900 MCKINNON ST	TWENTYONE LLC
	188	2919 MAPLE AVE	CRESCENT ESTATES CUSTOM HOMES LP
	189	2919 MAPLE AVE	CRESENT ESTATES CUSTOM HOMES LP
	190	2919 MAPLE AVE	MAPLE WOLF STONELEIGH LLC
	191	2919 MAPLE AVE	CRESCENT ESTATES
	192	2919 MAPLE AVE	ELLENBOGEN PAUL H &
	193	2919 MAPLE AVE	CRESCENT ESTATES CUSTOM HOMES LP
	194	2919 MAPLE AVE	COLE THOMAS B
	195	2919 MAPLE AVE	CRESCENT ESTATES CUSTOM HOMES LP
	196	2919 MAPLE AVE	CRESCENT ESTATE CUTOME HOMES LP
	197	2919 MAPLE AVE	CRESCENT ESTATE CUSTOM HOMES LP
	198	2919 MAPLE AVE	MAPLE WOLF STONELEIGH LLC
	199	2919 MAPLE AVE	REDFIELD VANCE & SUSAN
	200	2919 MAPLE AVE	EAST JOHN WAYNE
	201	2919 MAPLE AVE	ETTER TODD F
	202	2919 MAPLE AVE	MASSAD GENE F & BARBARA J
	203	2919 MAPLE AVE	GREER CHARLES SCOTT & LINDA L
	204	2919 MAPLE AVE	MONTGOMERY WILLIAM A &
	205	2201 WOLF ST	BAUER SARAH J
	206	2201 WOLF ST	BENAVIDES OSCAR JR
	207	2201 WOLF ST	SOHN TED
	208	2201 WOLF ST	MEADE KRISTYN L
	209	2201 WOLF ST	KUBAN KATHERINE
	210	2201 WOLF ST	HARPER HOLLY
	211	2201 WOLF ST	FLEMING JEFFREY H
	212	2201 WOLF ST	LUBBOCK NATIONAL BANK

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	213	2201 WOLF ST	DRIVER DANIEL RICHARD II
	214	2201 WOLF ST	LUBBOCK NATIONAL BANK CF BENNY VALEK SELF
	215	2201 WOLF ST	FREEMAN JAMES M
	216	2201 WOLF ST	CLARKE NICHOLAS S
	217	2201 WOLF ST	ADKINS MICHELLE M
	218	2201 WOLF ST	KEELER DOCTOR
	219	2201 WOLF ST	MUNDO TILE LTD
	220	2201 WOLF ST	SALAZAR MONICA
	221	2201 WOLF ST	HOFKER BEATRIX
	222	2201 WOLF ST	LUU MYDA
	223	2201 WOLF ST	TRORB INC
	224	2201 WOLF ST	NEWMAN PHILIP
	225	2201 WOLF ST	SINGH PARDIP
	226	2201 WOLF ST	LEEDS JESSICA BONNIE
	227	2201 WOLF ST	MARTINEZ DEE
	228	2201 WOLF ST	LE BETSY
	229	2201 WOLF ST	BARANSI RAMZI
	230	2201 WOLF ST	SOHN TED S
	231	2201 WOLF ST	BIDA DAN F
	232	2201 WOLF ST	SULLIVAN PATRICK E
	233	2201 WOLF ST	NEMATI MEHDI & SHANIN
	234	2201 WOLF ST	BOND DANA
	235	2201 WOLF ST	BUNN IAN
	236	2201 WOLF ST	LANGFORD MATTHEW D
	237	2201 WOLF ST	LUBBOCK NATIONAL BANK CUSTODIAN FOR
	238	2201 WOLF ST	MANCENIDO PATRICK
	239	2201 WOLF ST	RAJAGOPALAN SRIDHARAN &
	240	2201 WOLF ST	SHAPOURI AZIZOLLAH
	241	2201 WOLF ST	WEIAND JAMES J & LAURA M
	242	2201 WOLF ST	BREKKE CORTNEE E
	243	2201 WOLF ST	SCHONERT BECKY

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	244	2201 WOLF ST	MOOLAMALLA PUJA
	245	2201 WOLF ST	DIEBOLT DOUG J & KATIE L
	246	2201 WOLF ST	DIXON DENNIE W & LOANN P
	247	2201 WOLF ST	KARIMI AKHTAR
	248	2201 WOLF ST	RILEY ASHLEY NICOLE
	249	2201 WOLF ST	DIAZ SAMUEL
	250	2201 WOLF ST	LOZOFF RONALD L
	251	2201 WOLF ST	KALLIPALLI BHUPALA R & USHA R GANGA
	252	2201 WOLF ST	PUPKO INVESTORS LLC
	253	2201 WOLF ST	URIOSTE JOSE RAFAEL
	254	2201 WOLF ST	NAQUIN JOSHUA P & SANJA PISAC NAQUIN
	255	2201 WOLF ST	MEYER NATALIE
	256	2201 WOLF ST	GANT LESLIE
	257	2201 WOLF ST	STANDERFER JOSH T
	258	2201 WOLF ST	PATTERSON MELISSA
	259	2201 WOLF ST	KEARNAGHAN KRISTEN
	260	2201 WOLF ST	VICK JEFFREY B
	261	2201 WOLF ST	CHINN CAROLYN JEANETTE
	262	2201 WOLF ST	KELLERVILLE LLC
	263	2201 WOLF ST	TROB INC
	264	2201 WOLF ST	BURNS REVOCABLE TRUST
	265	2201 WOLF ST	HOFFMANN DONNA
	266	2201 WOLF ST	KELLER ZACHARY
	267	2201 WOLF ST	HILL JEAN
	268	2201 WOLF ST	PINCKNEY JAMES S II
	269	2201 WOLF ST	ZEB REALTY LLC
	270	2201 WOLF ST	MOORE KELLY ANNE
	271	2201 WOLF ST	BRILL BRIAN ERIC & KELLY MOORE
	272	2201 WOLF ST	TAYLOR CHRISTOPHER
	273	2201 WOLF ST	RODRIGUEZ ELISA
	274	2201 WOLF ST	GANT GREG & HONOR

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	275	2201 WOLF ST	SHAUL JOSH
	276	2201 WOLF ST	HENSLEY CHRISTOPHER T &
	277	2201 WOLF ST	LUBBOCK NATIONAL BANK CUSTODIAN FOR
	278	2201 WOLF ST	KJT GROUP
	279	2201 WOLF ST	HANKINS PAUL G &
	280	2201 WOLF ST	NEMATI MEHDI & SHAHIN
	281	2201 WOLF ST	LEE JAMES HENRY III &
	282	2201 WOLF ST	ALLIANT PROPERTIES LLC SERIES F
	283	2201 WOLF ST	SMITH MELODY
	284	2201 WOLF ST	KAKHNOVETS ALEX
	285	2201 WOLF ST	LITTLE BRADLEY C & LAURA L
	286	2201 WOLF ST	NOWICKI MILOSZ
	287	2201 WOLF ST	WARSHAUER JEREMY TAKASHI
	288	2201 WOLF ST	WILSON SKYE
	289	2201 WOLF ST	PENSCO TRUST CO
	290	2201 WOLF ST	LUBBOCK NATIONAL BANK
	291	2201 WOLF ST	SAM JANAY M
	292	2201 WOLF ST	WURTELE JOSEPH H JR &
	293	2201 WOLF ST	AKINTOLA OMOLOLA E &
	294	2201 WOLF ST	ADDO TAYO A
	295	2201 WOLF ST	FOURMENT CHRISTOPHER L
	296	2201 WOLF ST	KORB RONALD DEAN & NICKI
	297	2201 WOLF ST	BEADLING ASHLEY M &
	298	2201 WOLF ST	RAMEY ISABEL ZAINA
	299	2201 WOLF ST	MA YOU J
	300	2201 WOLF ST	REEVES GEORGE WP
	301	2201 WOLF ST	WELLS FARGO BANK N A
	302	2201 WOLF ST	KOH PATRICK & SHANNON
	303	2201 WOLF ST	MEHTA SATISH & HEMLATA
	304	2201 WOLF ST	KEITH KRISTY
	305	2201 WOLF ST	SRINIVASAN JAYANTH

Z134-314(WE)

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	306	2201 WOLF ST	CULLUM PAMELA G
	307	2201 WOLF ST	ROY DAVE A
	308	2201 WOLF ST	OSBURN KEVIN A
	309	2201 WOLF ST	KOUZBARI MAHMOOD
	310	2201 WOLF ST	OUZTS SUSAN &

AGENDA ITEM # 86

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 8

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 70 E

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting an amendment and the renewal of Specific Use Permit No. 1970 for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D-1 Liquor Control Overlay, on the west corner of Seagoville Road and South Belt Line Road

Recommendation of Staff and CPC: Approval for a two-year period with eligibility for automatic renewals for additional five-year periods, subject to a revised site plan and conditions

Z134-334(DJ)

FILE NUMBER: Z134-334(DJ)

DATE FILED: September 5, 2014

LOCATION: West Corner of Seagoville Road and South Belt Line Road

COUNCIL DISTRICT: 8

MAPSCO: 70-E

SIZE OF REQUEST: ±0.506 acre

CENSUS TRACT: 0171.01

APPLICANT: Suresh Shetty, Sai Business Investments, LLC

REPRESENTATIVE: Pamela Craig

OWNER: Shahzad Memon

REQUEST: An application for amendment and the renewal of Specific Use Permit No. 1970 for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D-1 Liquor Control Overlay.

SUMMARY: The purpose of this request is to allow the existing establishment [Seago Pantry Food Store #2] to continue to sell beer and wine. The amendment would realign parking on the previously approved site plan. The ±0.506-acre request site is developed with a ±2,769-square-foot general merchandise or food store (convenience store) with fuel pumps and an ±839-square foot auto service center. Both uses are permitted by right in a CR district. On June 27, 2012, the City Council approved this Specific Use Permit for a two-year period with eligibility for automatic renewals for additional five-year periods. The applicant is applying for a standard renewal and not an automatic renewal because they failed to file an application after the 180th but before the 120th day before the expiration of the Specific Use Permit.

CPC RECOMMENDATION: **Approval** for a two-year period with eligibility for automatic renewals for additional five-year periods, subject to a revised site plan and conditions.

STAFF RECOMMENDATION: **Approval** for a two-year period with eligibility for automatic renewals for additional five-year periods, subject to a revised site plan and conditions.

GUIDING CRITERIA FOR RECOMMENDATION:

The following factors are listed in Chapter 51A of the Dallas Development Code to guide the determination as to whether or not an SUP shall be granted. Staff has listed its findings based upon each component below:

1. *Compatibility with surrounding uses and community facilities* – Staff has determined that the proposed use is compatible with surrounding uses and community facilities. Furthermore, there are two general merchandise or food stores, one under 3,500 square feet located northeast of the site, the other greater than 3,500 square feet located southwest of the site, with approved specific use permits for the sale of alcoholic beverages.
2. *Contribution to, enhancement, or promoting the welfare of the area of request and adjacent properties* – While the SUP renewal does not appear to negatively impact the adjacent properties, the SUP has conditions associated with the use to mitigate any potential negative impacts.
3. *Not a detriment to the public health, safety, or general welfare* – The proposed renewal and amendment do not appear to be a detriment to the public health, safety, or general welfare.
4. *Conforms in all other respects to all applicable zoning regulations and standards* – The request complies with all applicable zoning regulations and standards.

Zoning History:

1. **Z101-137: SUP No. 1838.** On April 13, 2011, the City Council approved a Specific Use Permit for the sale of alcoholic beverages in conjunction with a general merchandise or food store greater than 3,500 square feet for a two-year period with the eligibility for automatic renewals of additional five-year periods; subject to a site plan and conditions.
2. **Z101-293: SUP No. 1899.** On September 28, 2011, the City Council approved a Specific Use Permit for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less for a two-year period; subject to a site plan and conditions. This SUP was renewed on May 28, 2014 for a five-year period.

Thoroughfares/Streets:

Thoroughfare/Street	Type	Existing ROW
Seagoville Road	Major Arterial	80 feet
S. Belt Line Road	Major Arterial	100 feet

Land Use:

	Zoning	Land Use
Site	CR-D-1	Convenience Store with Fuel Pumps and an Auto Service Center
Northeast	CR-D-1; SUP 1899; CS; D.R. Z045-121; & R-10(A)	Convenience Store with Fuel Pumps (SUP for Sale of Alcoholic Beverages), Single-Family Residential, and Undeveloped Land
Southeast	CR-D-1; R-7.5(A); & R-10(A)	Office, Auto Service Centers, Post Office, Retail, and Undeveloped Land
Southwest	CR-D-1; MF-1(A); & R-7.5(A)	Grocery Store (SUP for Sale of Alcoholic Beverages), Retail, Personal Services, Single-Family Residential, and Undeveloped Land
Northwest	CR-D-1; CS; D.R. Z045-121; and R-10(A)	Single-Family Residential and Undeveloped Land

Comprehensive Plan:

The *forwardDallas! Comprehensive Plan* was adopted by the City Council in June 2006. The *forwardDallas! Comprehensive Plan* outlines several goals and policies which can serve as a framework for assisting in evaluating the applicant's request. The Plan identifies the request site as being in a Commercial Center or Corridor Building Block.

These areas primarily function as service and job destinations and are similar to Business Centers or Corridors, but are smaller and incorporate less density. These corridors, commonly at the intersection of major streets, are easily accessed via automobiles. Buckner Boulevard is an example of a Commercial Corridor. Buildings in these areas tend to be on separate parcels and stand one to five stories with offices, restaurants and a range of retail and commercial uses. In addition to jobs and services, Commercial Centers or Corridors also may include multifamily housing in low- to mid-rise apartment buildings or condominiums. Landscaping and urban design will enhance the visitor's experience and is used to separate sidewalks from major roads and define pedestrian routes in large parking lots. For large shopping centers, this may involve adding public plazas or other "town center" features. Public transit enhancements as well as quality access and visibility are important components of successful auto-oriented development.

In general, the request for the renewal of Specific Use Permit No. 1970 for the sale of alcoholic beverages in conjunction with a general merchandise or food store less than

3,500 square feet in this area is consistent with the goal and policy of the comprehensive plan.

STAFF ANALYSIS:

Land Use Compatibility:

The site is located in a CR Community Retail District with a D-1 Liquor Control Overlay. The "D-1" Overlay District is a Liquor Control Overlay District which requires an individual to obtain a Specific Use Permit in order to sell or serve alcoholic beverages, or setups for alcoholic beverages, for consumption on or off the premises.

The request site is surrounded by retail, undeveloped land, and single-family residential housing to the northeast; an office, post office, retail/personal service uses, and undeveloped land to the southeast; retail, personal service uses, single-family residential housing, and undeveloped land to the southwest; and single-family residential housing and undeveloped land to the northwest.

The general provisions for a Specific Use Permit in Section 51A-4.219 of the Dallas Development Code specifically state: (1) The SUP provides a means for developing certain uses in a manner in which the specific use will be consistent with the character of the neighborhood; (2) Each SUP application must be evaluated as to its probable effect on the adjacent property and the community welfare and may be approved or denied as the findings indicate appropriate; (3) The city council shall not grant an SUP for a use except upon a finding that the use will: (A) complement or be compatible with the surrounding uses and community facilities; (B) contribute to, enhance, or promote the welfare of the area of request and adjacent properties; (C) not be detrimental to the public health, safety, or general welfare; and (D) conform in all other respects to all applicable zoning regulations and standards. The regulations in this chapter have been established in accordance with a comprehensive plan for the purpose of promoting the health, safety, morals, and general welfare of the city.

The general merchandise use is also regulated by Chapter 12B of the Dallas City Code, Convenience Stores. This chapter applies to all convenience stores, which is defined as any business that is primarily engaged in the retail sale of convenience goods, or both convenience goods and gasoline, and has less than 10,000 square feet of retail floor space; the term does not include any business that has no retail floor space accessible to the public. The purpose of Chapter 12B is to protect the health, safety, and welfare of the citizens of Dallas by reducing the occurrence of crime, preventing the escalation of crime, and increasing the successful prosecution of crime that occurs in convenience stores in the city. This chapter establishes a registration program for convenience stores and provides requirements relating to:

- surveillance camera systems,
- video recording and storage systems,
- alarm systems,
- drop safes,

- security signs,
- height markers,
- store visibility,
- safety training programs, and
- trespass affidavits.

A separate certificate of registration to comply with Chapter 12B is required for each physically separate convenience store. A certificate of registration for a convenience store expires one year after the date of issuance and must be renewed annually. According to the Dallas Police Department, the store is in compliance and is not due for another inspection until June 2015.

The applicant's request, subject to the attached conditions and a revised site plan, is consistent with the intent of the Dallas Development Code.

Reported Offense Calls Requiring Police Activity Within the Past Five Years:

	2010	2011	2012	2013	2014
Theft	1	1			1
Robbery		1		1	
Burglary	1				1
Traffic Motor Vehicle		1		1	
Found Property		1	1		
Criminal Mischief/Vandalism					
Fraud	2			1	
Assault			1		
Other		1			1

Traffic:

The Engineering Section of the Building Inspection Division of the Department of Sustainable Development and Construction has reviewed the requested amendment and determined that it will not have a detrimental impact on the surrounding roadway system.

Parking:

Pursuant to the Dallas Development Code, the off-street parking requirement for a general merchandise or food store use is one (1) space per 200 square feet of floor area. The off-street requirement for an auto service center use is one (1) space per 500 square feet of floor area with a minimum of four (4) spaces required. A motor vehicle fueling station requires two (2) spaces. Based on the applicant's floor calculations, the ±2,769-square foot general merchandise or food store (convenience store) with fuel pumps and an ±839-square foot auto service center requires 20 spaces.

Landscaping:

Landscaping of any development will be in accordance with Article X, as amended. However, the applicant's request will not trigger any Article X requirements, as no new construction is proposed on the site.

Z134-334(DJ)

CPC Action: January 22, 2015:

Z134-334(DJ)

Planner: Danielle Jimenez

Motion: It was moved to recommend **approval** of the renewal of Specific Use Permit No. 1970 for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less for a two-year period with eligibility for automatic renewals of additional five-year periods, subject to a revised site plan and conditions on property zoned a CR Community Retail District with a D-1 Liquor Control Overlay, on the west corner of Seagoville Road and South Belt Line Road.

Maker: Lavallaisaa
Second: Anglin
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

Notices: Area: 200 Mailed: 11
Replies: For: 1 Against: 1

Speakers: None

Z134-334(DJ)

List of Partners/Principals/Officers

Owner

Sole Proprietor
Shahzad Memon

Applicant

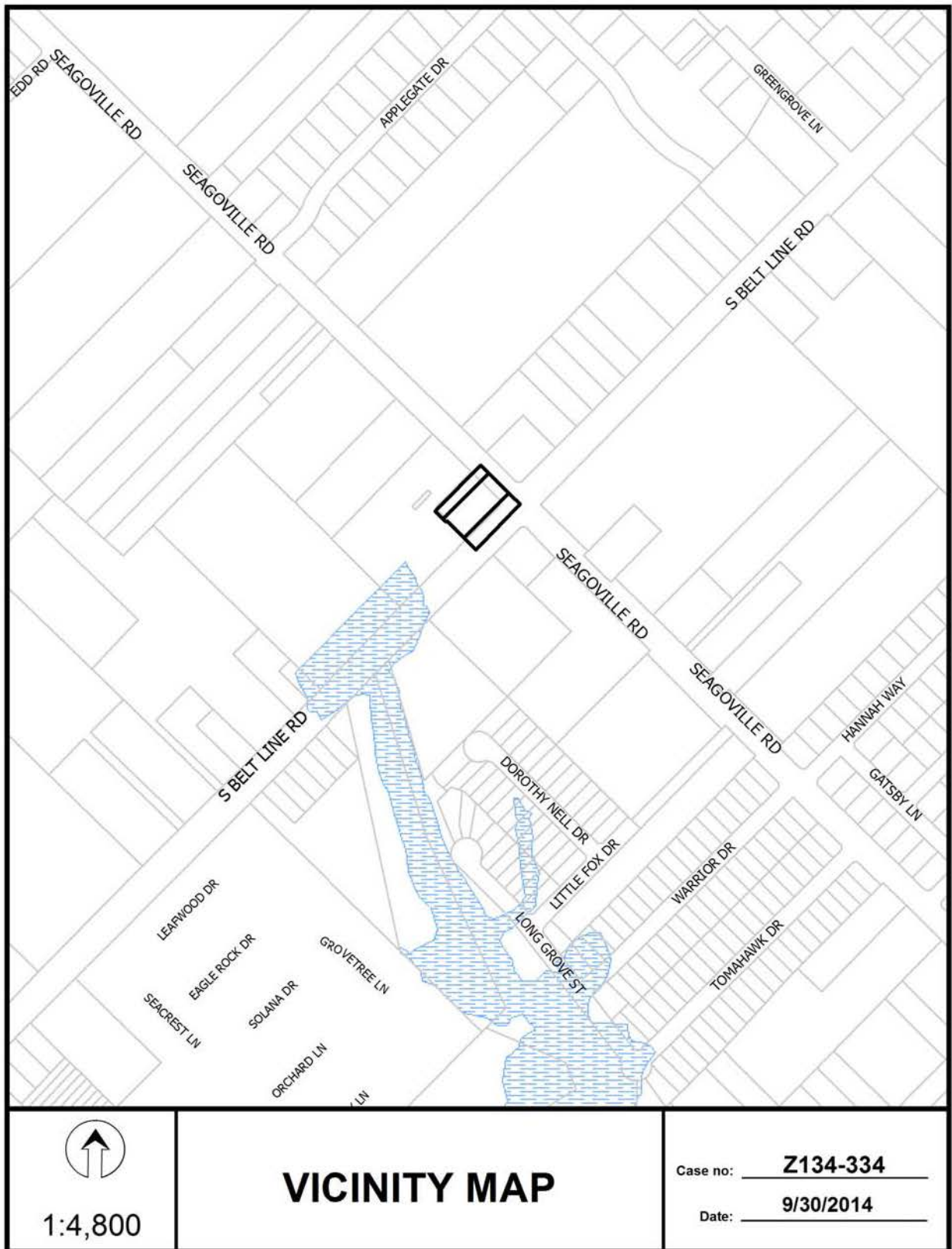
Sai Business Investments, LLC

Governing Manager
Suresh Shetty

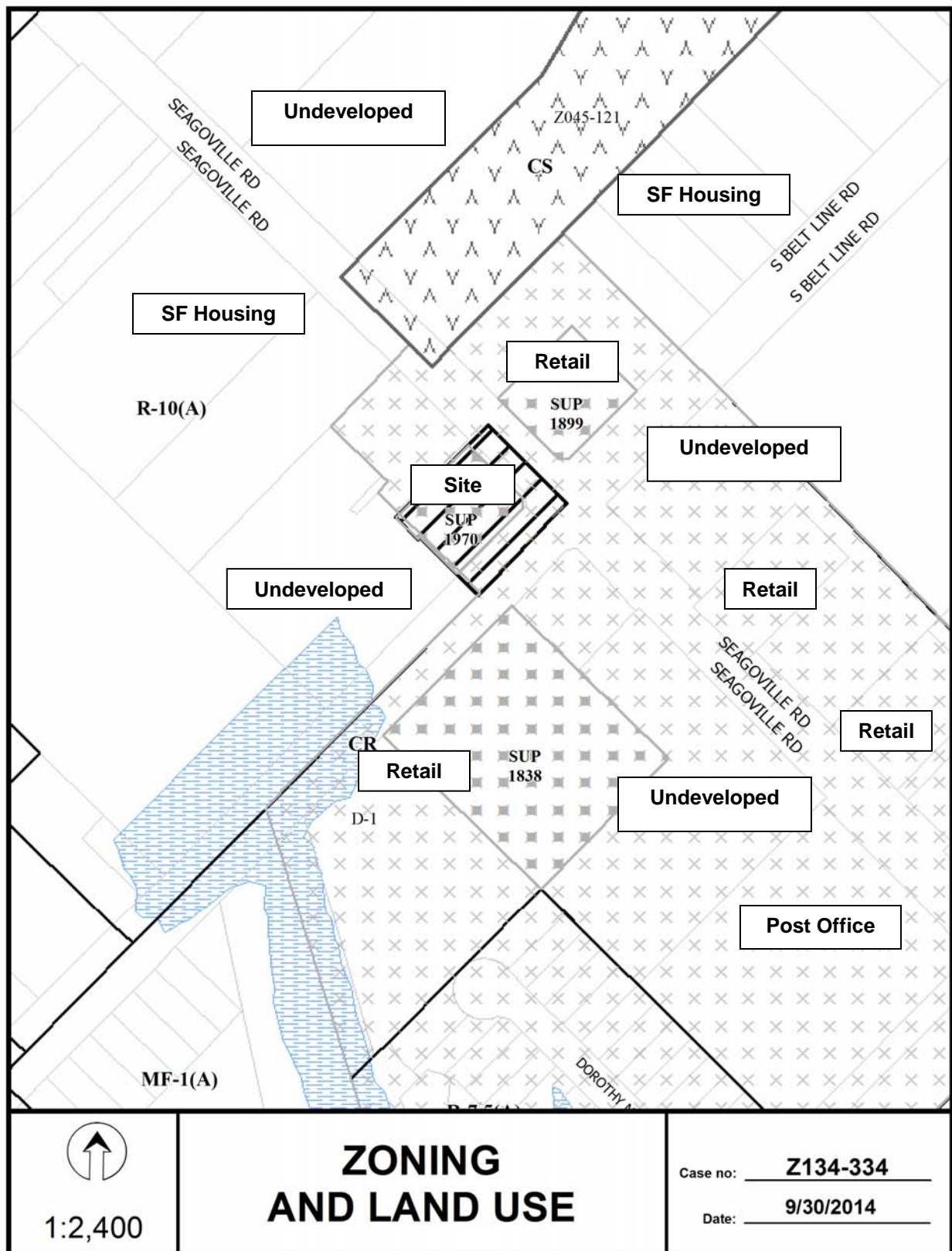
Z134-334 Existing Conditions

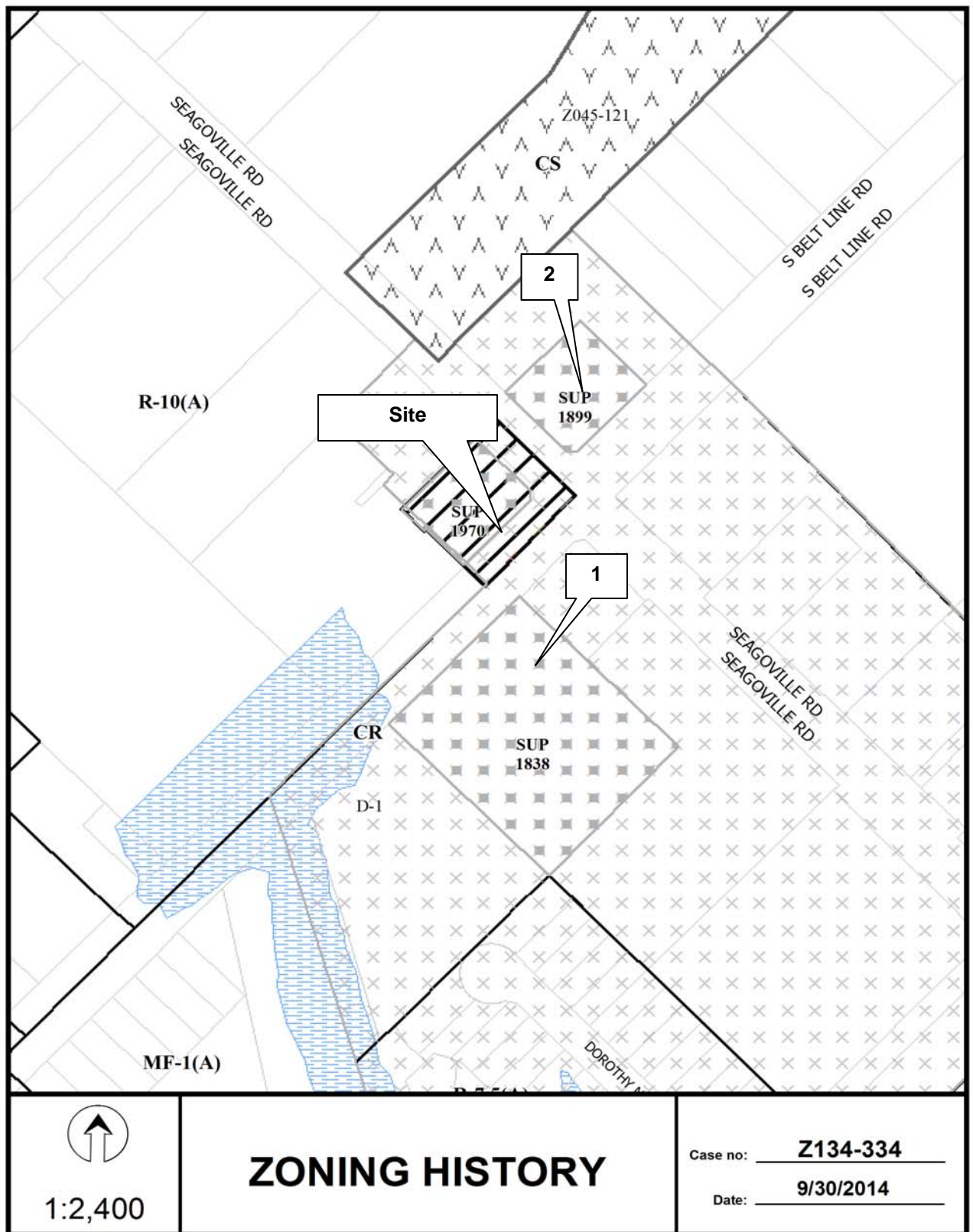
1. USE: The only use authorized by this specific use permit is the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less.
2. SITE PLAN: Use and development of the Property must comply with the attached site plan.
3. TIME LIMIT: This specific use permit expires on ~~June 27, 2014~~ (two years), but is eligible for automatic renewal for additional five-year periods pursuant to Section 51A-4.219 of Chapter 51A of the Dallas City Code, as amended. For automatic renewal to occur, the Property owner must file a complete application for automatic renewal with the director before the expiration of the current period. Failure to timely file a complete application will render this specific use permit ineligible for automatic renewal. (Note: The Code currently provides that applications for automatic renewal must be filed after the 180th but before the 120th day before the expiration of the current specific use permit period. The Property owner is responsible for checking the Code for possible revisions to this provision. The deadline for applications for automatic renewal is strictly enforced.)
4. MAINTENANCE: The Property must be properly maintained in a state of good repair and neat appearance.
5. GENERAL REQUIREMENTS: Use of the Property must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the City of Dallas.













01/21/2015

Reply List of Property Owners
Z134-334

11 Property Owners Notified 1 Property Owners in Favor 1 Property Owners Opposed

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1	1025 BELTLINE RD	FLOYD CHARLES M
	2	15130 SEAGOVILLE RD	MEMON SHAHZAD
X	3	15251 SEAGOVILLE RD	BIG SCORE INVESTORS LLC
O	4	1001 BELTLINE RD	FLOYD CHARLES M & BARBARA
	5	15104 SEAGOVILLE RD	SCHLEIMER PATSY SUE
	6	915 BELTLINE RD	ALKAM HAMZA &
	7	1000 BELTLINE RD	ALKAM HAMZA
	8	15029 SEAGOVILLE RD	FORD TOM W
	9	15029 SEAGOVILLE RD	FORD TOM W &
	10	1050 BELTLINE RD	BOWMAW INC
	11	951 BELTLINE RD	AMMOURI ABED

AGENDA ITEM # 87

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 35 W

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting a Planned Development Subdistrict for MF-2 Multiple-family Subdistrict uses and an ordinance repealing Specific Use Permit No. 1191 for a Child-care facility, Foster home, and Nursing home on property zoned an MF-2 Multiple-family Subdistrict within Planned Development District No. 193, the Oak Lawn Special Purpose District on the north corner of Knight Street and Brown Street

Recommendation of Staff and CPC: Approval of a Planned Development Subdistrict, subject to conditions, and approval to repeal Specific Use Permit No. 1191

Z145-107(OTH)

FILE NUMBER: Z145-107(OTH)

DATE FILED: November 7, 2014

LOCATION: North corner of Knight Street and Brown Street

COUNCIL DISTRICT: 2

MAPSCO: 35-W

SIZE OF REQUEST: ± 0.66 acres

CENSUS TRACT: 5.0

OWNER/APPLICANT: Classic Neighborhood FC Holdings LLC

REPRESENTATIVE: Rob Baldwin

REQUEST: An application for a Planned Development Subdistrict for MF-2 Multiple-family Subdistrict uses and to repeal Specific Use Permit No. 1191 for a Child-care facility, Foster home, and Nursing home on property zoned an MF-2 Multiple-family Subdistrict within Planned Development District No. 193, the Oak Lawn Special Purpose District.

SUMMARY: The applicant proposes to develop the property with 14 detached single-family units as part of a shared access development. The maximum height permitted for the MF-2 Subdistrict is 36 feet. This PD subdistrict would permit a height up to 13 feet above the maximum for “stairway bulkheads” only. “Stairway bulkheads” have been defined in the PDS conditions as an enclosed area on a roof that covers a stairwell. Each detached dwelling unit will have a stairway bulkhead.

CPC RECOMMENDATION: Approval of a Planned Development Subdistrict, subject to conditions and approval to repeal Specific Use Permit No. 1191

STAFF RECOMMENDATION: Approval of a Planned Development Subdistrict, subject to conditions and approval to repeal Specific Use Permit No. 1191

GUIDING CRITERIA FOR STAFF RECOMMENDATION:

Staff recommends approval based upon:

1. *Performance impacts upon surrounding property* – The allowance for an additional 13 feet of height for bulkhead stairways will not negatively impact surrounding property because the single family customized dwelling units are detached. The stairway bulkhead will cover a maximum of 50 percent of the footprint of each individual unit and has a significant amount of open area. The applicant is requesting additional height to allow for a stairway bulkhead to be projected 13 feet above the 36 feet maximum height allowed by right.
2. *Traffic impact* – The increase in height does not impact the existing street system.
3. *Comprehensive Plan or Area Plan Conformance* – The *forwardDallas!* Comprehensive Plan states that this area is within the Urban Mixed-Use Building Block.

Zoning History: There have been three recent zoning cases in the area.

1. **Z112-144** On March 28, 2012, the City Council approved an amendment to Planned Development Subdistrict No. 78 within Planned Development District No 193, the Oak Lawn Special Purpose District.
2. **Z123-199** On June 12, 2013, the City Council approved rezoning into Subdistrict No. 78 for multiple family uses on property zoned an MF-2 Multiple Family Subdistrict within Planned Development District No 193, the Oak Lawn Special Purpose District.
3. **BDA 134-109** On October 21, 2014, the Board of Adjustment approved a special exception to the landscape regulations at 4343 (AKA 4321) Congress Avenue.

Thoroughfares/Streets:

Thoroughfare/Street	Type	Existing ROW
Brown Street	Local	50 feet
Knight Street	Local	50 feet

Surrounding Land Uses:

	Zoning	Land Use
Site	PD No. 193 MF-2	Undeveloped
North	PD No. 193 MF-2	Multiple family
East	PD No. 193 MF-2	Single family & multiple family
South	PD No. 193 PDS No. 78 Tract 1	Multiple family
West	PD No. 193 PDS No. 78 Tract 1	Multiple family

STAFF ANALYSIS:**Comprehensive Plan:**

The *forwardDallas! Comprehensive Plan* was adopted by the City Council in June 2006. The *forwardDallas! Comprehensive Plan* outlines several goals and policies which can serve as a framework for assisting in evaluating the applicant's request. The Plan identifies the request site as being in the Urban Mixed-Use Building Block.

The Urban Mixed-Use Building Block incorporates a vibrant mix of residential and employment uses at a lower density than the Downtown Building Block. These areas are typically near Downtown, along the Trinity River or near major transit centers. Examples include Uptown, the City Place/West Village area, Stemmons Design District, Cedars and Deep Ellum. Urban Mixed-Use Building Blocks provide residents with a vibrant blend of opportunities to live, work, shop and play within a closely defined area. Buildings range from high-rise residential or midrise commercial towers to townhomes and small corner shops. Good access to transit is a critical element. Similar to Downtown, the Urban Mixed-Use Building Blocks offer employment and housing options and are important economic growth areas for businesses. People on foot or bike can enjoy interesting storefronts at ground level with benches, public art, on-street parking and wide sidewalks, creating an appealing streetscape. Large parking areas and other auto-oriented land uses are typically located at the edges.

The increase in height is consistent with the Urban Mixed-Use Building Block.

Land Use Compatibility:

The applicant is requesting to be allowed to increase the height of the development by 13 feet for stairway bulkheads only. However, a stairway bulkhead is not included in the list.

There are two apartment complexes to the west and southwest side of the subject property. These properties are zoned Tract I and Tract II of Planned Development Subdistrict No. 78. The tracts allow for a maximum height of 54 and 75 feet respectively. The applicant's request will have a maximum height of 49 feet.

The property is adjacent to a single family home to the northeast. Other surrounding uses are multifamily with few undeveloped tracts of land. The area is experiencing significant changes and development of residential uses to satisfy the needs of the area for a variety of housing options.

Development Standards:

DISTRICT	Setbacks		Density	Height	Lot Coverage	Special Standards	Primary Uses
	Front	Side/Rear					
Existing							
PDD No. 193, MF-2	20 20 15	5 10 10 *	Min lot 1,000 sq. ft. 800 sq ft – E 1,000 sq. ft – 1 BR 1,200 sq ft – 2 BR +150 sq ft each add BR	36'	60%	Proximity Slope Visual Intrusion	Multiple-family, duplex, single family
Proposed							
PDS MF-2	20 20 15	10 15 15 *	Min lot 1,000 sq. ft. 800 sq ft – E 1,000 sq. ft – 1 BR 1,200 sq ft – 2 BR +150 sq ft each add BR	36', additional 13' permitted for stairway bulkheads	60%	Proximity Slope	Multifamily, duplex, single family

*See Section 51P.193.120

Parking:

Pursuant to the Dallas Development Code, off-street and loading required parking must be provided in accordance with Division 51P-193-113 for the specific off-street parking and loading requirements for each use.

Landscaping:

Landscaping of the property must be provided in accordance with Part I of Article No. 193.

CPC ACTION – January 22, 2015

Motion: It was moved to recommend **approval** of a Planned Development Subdistrict for MF-2 Multiple-family Subdistrict uses, subject to revised conditions and **approval** to repeal Specific Use Permit No. 1191 for a Child-care facility, Foster home, and Nursing home on property zoned an MF-2 Multiple-family Subdistrict within Planned Development District No. 193, the Oak Lawn Special Purpose District on the north corner of Knight Street and Brown Street.

Maker: Lavallaisaa
Second: Anglin
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0

Absent: 0

Vacancy: 0

Notices:	Area: 500	Mailed: 256
Replies:	For: 3	Against: 0

Speakers: None

List of Officers

Classic Neighborhood FC Holdings, LLC

DM Weekley, Inc.

David Weekley
Chairman / CEO

Dick Weekley
Vice President

John Johnson
COO

Heather Humphrey
CFO

John Burchfield
General Counsel

Ladd Fargo
Authorized Representative

PROPOSED CONDITIONS

SEC. S-____.____. LEGISLATIVE HISTORY.

PD Subdistrict ____ was established by Ordinance No. ____, passed by the Dallas City Council on ____.

SEC. S-____.102. PROPERTY LOCATION AND SIZE.

PD Subdistrict ____ is established on property located at the north corner of Brown Street and Knight Street. The size of PD Subdistrict ____ is approximately 0.66 acres.

SEC. S-____.103. DEFINITIONS AND INTERPRETATIONS.

(a) Unless otherwise stated, the definitions and interpretations in Chapter 51 and Part I of this article apply to this division. If there is a conflict, this division controls. If there is a conflict between Chapter 51 and Part I of this article, Part I of this article controls.

(b) In this division, SUBDISTRICT means a subdistrict of PD 193.

(c) STAIRWAY BULKHEAD means an enclosed area on a roof that covers a stairwell.

(d) Unless otherwise stated, all references to articles, divisions, or sections in this division are to articles, divisions, or sections in Chapter 51.

(e) This subdistrict is considered to be a residential zoning district.

SEC. S-____.104. DEVELOPMENT PLAN.

(a) Except as provided, a development plan must be approved by the city plan commission before the issuance of any building permit to authorize work in this district. If there is a conflict between the text of this article and the development plan, the text of this article controls.

(b) For a residential development tract, the plat serves as the development plan.

SEC. S-____.105. MAIN USES PERMITTED.

The only main uses permitted in this subdistrict are those main uses permitted in the MF-2 Multiple Family Subdistrict, subject to the same conditions applicable in the MF-2 Multiple Family Subdistrict, as set out in Part I of this article. For example, a use permitted in the MF-2 Multiple Family Subdistrict only by specific use permit (SUP) is permitted in this subdistrict only by SUP; a use subject to development impact review (DIR) in the MF-2 Multiple Family Subdistrict is subject to DIR in this subdistrict; etc.

SEC. S-____.106. ACCESSORY USES.

As a general rule, an accessory use is permitted in any subdistrict in which the main use is permitted. Some specific accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51P-193.108. For more information regarding accessory uses, consult Section 51P-193.108.

SEC. S-____.107. YARD, LOT, AND SPACE REGULATIONS.

(a) In general. Except as provided, the yard, lot, and space regulations for the MF-2 Multiple Family Subdistrict apply.

(b) Height. Maximum height is 36 feet with an additional 13 feet for stairway bulkheads.

SEC. S-____.108. OFF-STREET PARKING AND LOADING.

Consult Part I of this article for the specific off-street parking and loading requirements for each use.

SEC. S-____.109. ENVIRONMENTAL PERFORMANCE STANDARDS.

(a) Except as provided in this section, see Article VI.

(b) Amplified sound is not permitted on roof top decks.

SEC. S-____.110. LANDSCAPING.

(a) Landscaping must comply with Part I.

(b) Plant materials must be maintained in a healthy, growing condition.

SEC. S-____.111. SIGNS.

Signs must comply with the provisions for non-business zoning districts in Article VII.

SEC. S-____.112. ADDITIONAL PROVISIONS.

(a) The Property must be properly maintained in a state of good repair and neat appearance.

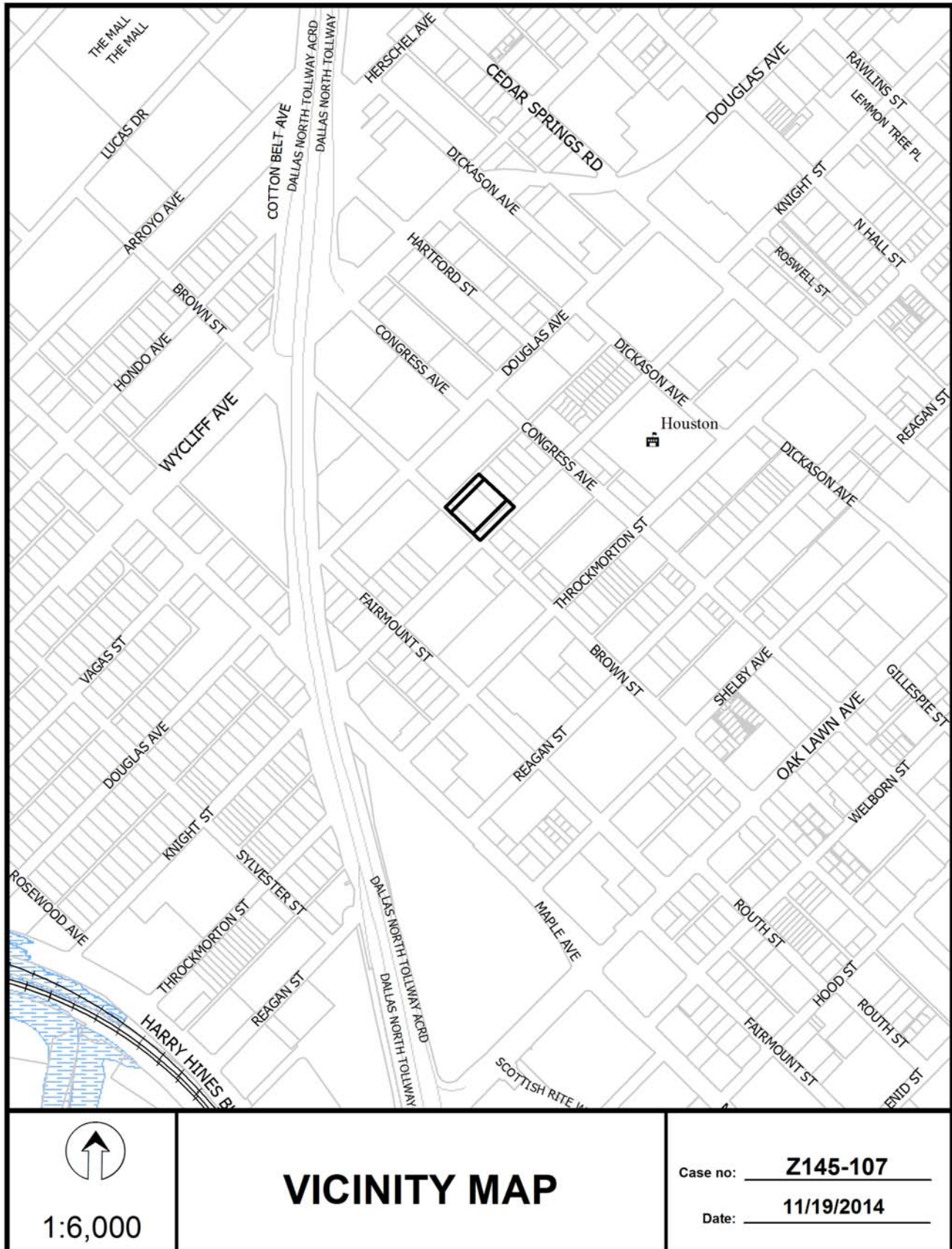
(b) Development and use of the Property must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.

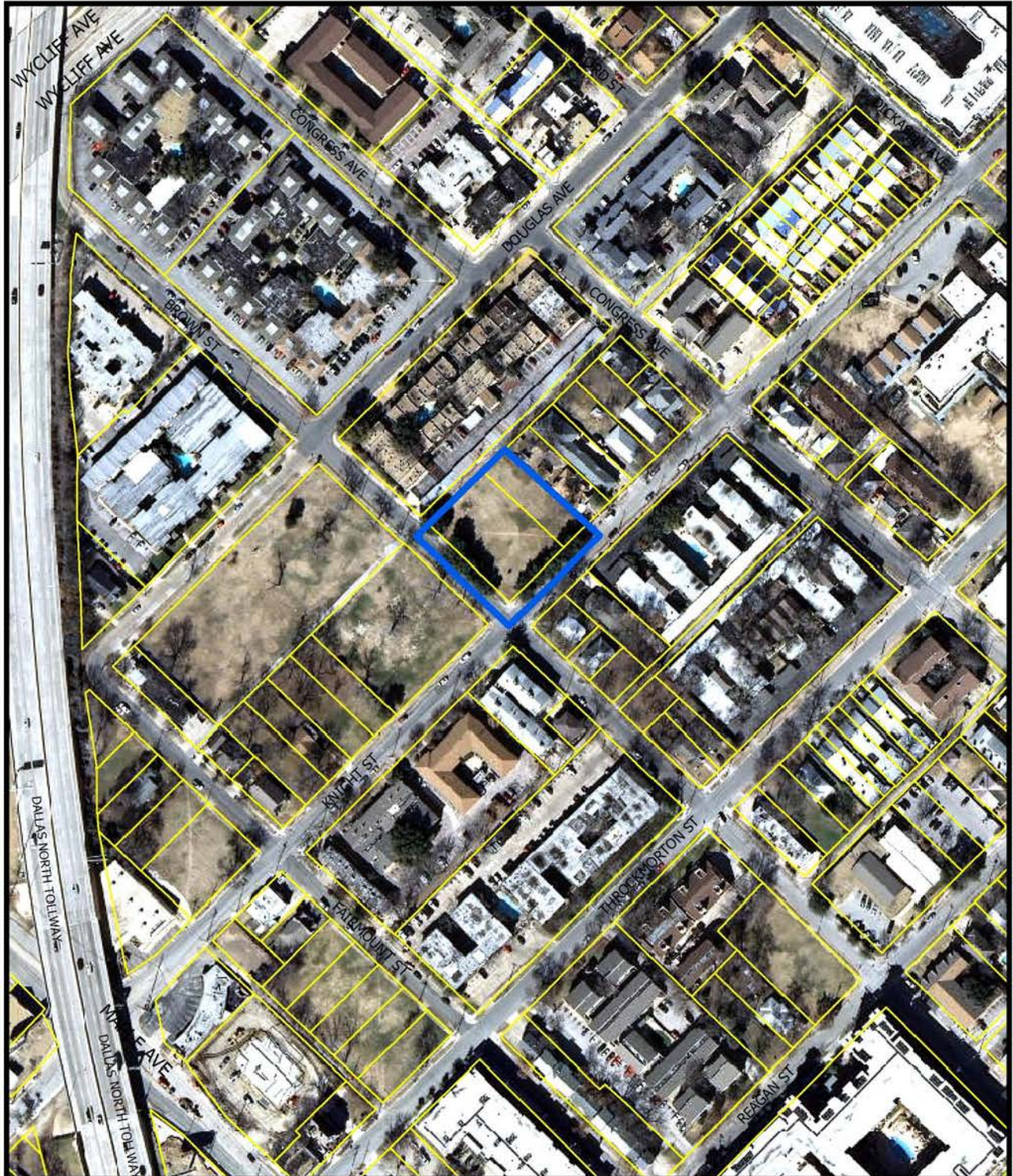
(c) Development and use of the Property must comply with Part I of this article.

SEC. S-____.113. COMPLIANCE WITH CONDITIONS.

(a) All paved areas, permanent drives, streets, and drainage structures, if any, must be constructed in accordance with standard city specifications, and completed to the satisfaction of the city.

(b) The building official shall not issue a building permit to authorize work, or a certificate of occupancy to authorize the operation of a use, in this subdistrict until there has been full compliance with this division, the Dallas Development Code, the construction codes, and all other ordinances, rules, and regulations of the city.



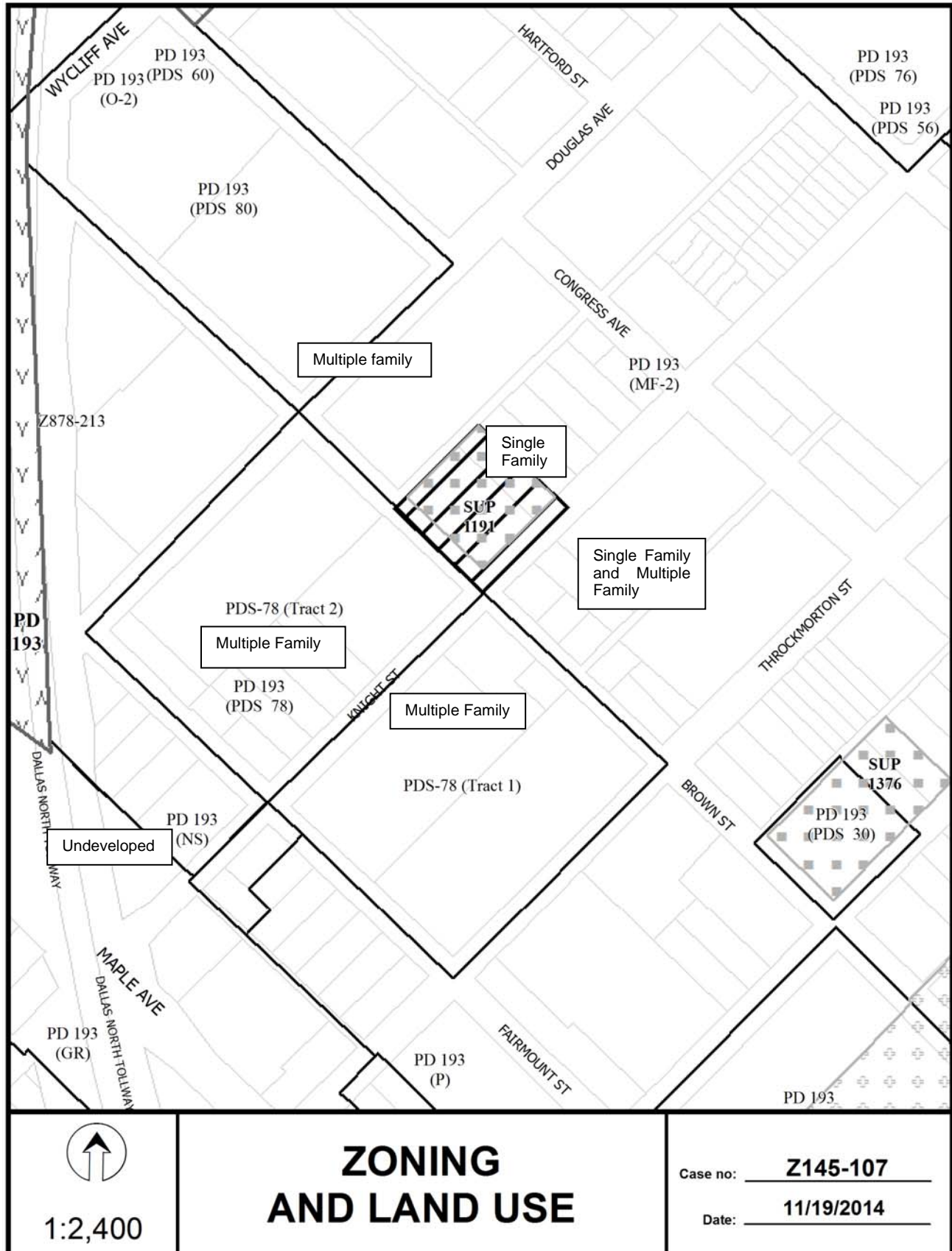


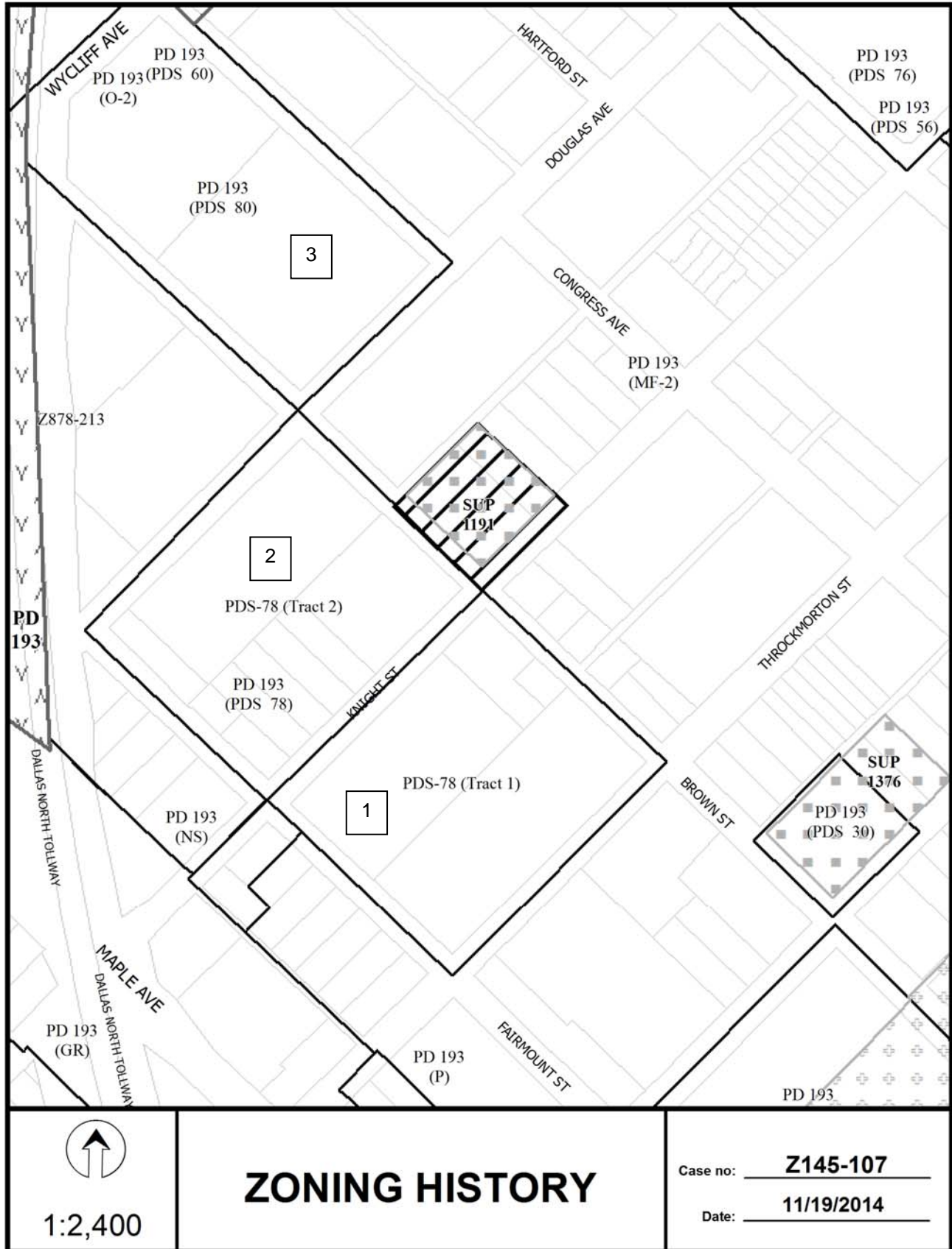
1:2,400

AERIAL MAP

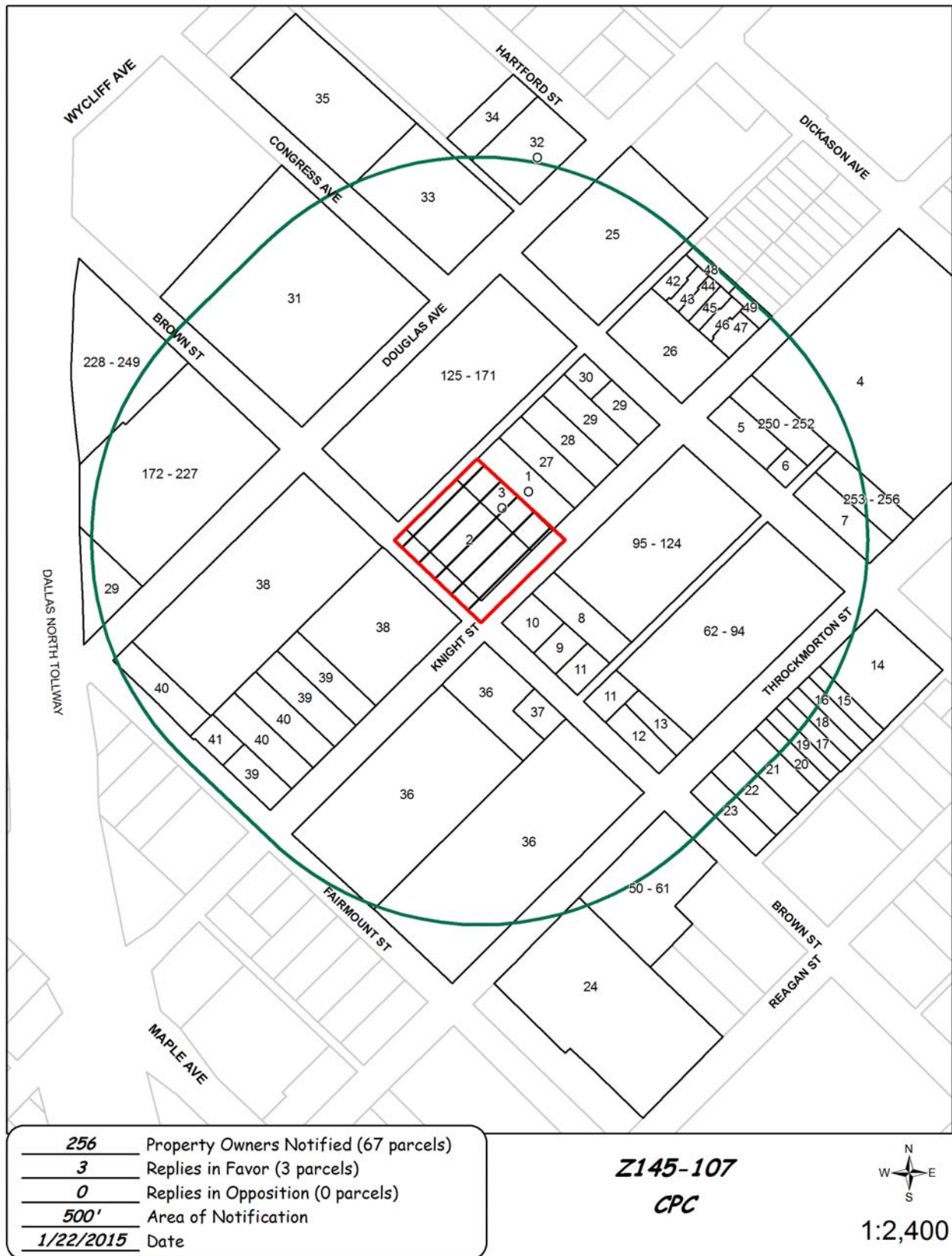
Case no: **Z145-107**

Date: **11/19/2014**





CPC RESPONSES



11/19/2014

Notification List of Property Owners***Z145-107******256 Property Owners Notified***

	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
O	1	2717 KNIGHT ST	MUNIZ CIRILO P
	2	2701 KNIGHT ST	CLASSIC NEIGHBORHOOD FC HOLDINGS LL
O	3	2713 KNIGHT ST	STERLING PROPERTIES LTD
	4	2827 THROCKMORTON ST	Dallas ISD
	5	2800 KNIGHT ST	VU LONG
	6	4116 CONGRESS AVE	NGUYEN JIMY
	7	2801 THROCKMORTON ST	NGUYEN JIMY T
	8	2706 KNIGHT ST	WHITE KNIGHT LP
	9	4118 BROWN ST	OSTERMANN CHARLES J &
	10	2700 KNIGHT ST	OSTERMANN CHARLES
	11	4114 BROWN ST	TEXAS INTOWN HOMES LLC
	12	2701 THROCKMORTON ST	CALVIN COLLEEN Y
	13	2705 THROCKMORTON ST	WEST OLIN N
	14	2734 THROCKMORTON ST	BLUE FIN PARTNERS INC
	15	2716 THROCKMORTON ST	MARTIN ROBERT GLEN &
	16	2716 THROCKMORTON ST	ATCHESON FRANK
	17	2714 THROCKMORTON ST	LEE JEFREY M
	18	2714 THROCKMORTON ST	ASAFF JAMES H
	19	2712 THROCKMORTON ST	CHILDS TYLER J
	20	2712 THROCKMORTON ST	NUNNS EDWARD S JR
	21	2710 THROCKMORTON ST	RODRIGUEZ ISAAC ALVA
	22	2706 THROCKMORTON ST	BAUM EDWARD M
	23	4040 BROWN ST	4040 BROWN STREET LLC
	24	2612 THROCKMORTON ST	VILLAGE SQUARE APARTMENTS LLC
	25	2800 DOUGLAS AVE	SCHUMACHER STEPPING STONE
	26	2801 KNIGHT ST	KNIGHT STREET APARTMENTS LLC

11/19/2014

	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	27	2719 KNIGHT ST	LUNA MARY
	28	2723 KNIGHT ST	GARZA CECELIA
	29	2729 KNIGHT ST	MCCLAIN CAROLYN
	30	4213 CONGRESS AVE	BAZLEH JASMIN
	31	4303 CONGRESS AVE	TRG WYCLIFF LP
O	32	4301 HARTFORD ST	4400 HYER STREET LLC
	33	4300 CONGRESS AVE	CONGRESS AVE DOUGLAS AVE LLC
	34	4311 HARTFORD ST	4311 HARTFORD LLC
	35	4338 CONGRESS AVE	TRG WYCLIFF LP
	36	2607 THROCKMORTON ST	BEHRINGER HARVARD FAIRMOUNT
	37	4117 BROWN ST	BEHRINGER HARVARD FAIRMOUNT
	38	2624 DOUGLAS AVE	AFA APARTMENTS LP
	39	2619 KNIGHT ST	AFA APARTMENTS LP
	40	2611 KNIGHT ST	AFA APARTMENTS LIMITED PS
	41	4210 FAIRMOUNT ST	AFA APARTMENTS LP
	42	4213 DICKASON AVE	HOLTKAMP RANDALL S
	43	4213 DICKASON AVE	THOMPSON MICHAEL A
	44	4213 DICKASON AVE	LINDBERG ERIC & SHARON
	45	4213 DICKASON AVE	MARTIN LEE ALAN
	46	4213 DICKASON AVE	FRUMKIN DAVID B & HEIDI L
	47	4213 DICKASON AVE	HSU WEITING
	48	4213 DICKASON AVE	NELSON NICHOLAS J
	49	4213 DICKASON AVE	GARIPPA TIMOTHY
	50	2660 THROCKMORTON ST	HORAN LORRAINE A TR
	51	2662 THROCKMORTON ST	DARLEY ROBERT C ESTATE OF
	52	2664 THROCKMORTON ST	SHEPHERD JANET
	53	2674 THROCKMORTON ST	MORRISS JAMES A ETUX
	54	2678 THROCKMORTON ST	SHEPHERD JANET SUE
	55	2680 THROCKMORTON ST	CHRISTIANSSEN DEREK
	56	2682 THROCKMORTON ST	VANGOOL ALFRED &
	57	2686 THROCKMORTON ST	HEYLAND EDWARD &

11/19/2014

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
58	2688 THROCKMORTON ST	TRUMAH LLC
59	2690 THROCKMORTON ST	MARTIN JUSTIN A
60	2694 THROCKMORTON ST	LEE KELLY S L
61	2696 THROCKMORTON ST	ULRICH CLIFF
62	2722 KNIGHT ST	CARNOHAN BRUCE C
63	2722 KNIGHT ST	SHIN HAE WON
64	2722 KNIGHT ST	LIN KERRI
65	2722 KNIGHT ST	BADEAUX MARTHA D & BRYAN A BADEAUX JR
66	2722 KNIGHT ST	SHAVE DAVID T &
67	2722 KNIGHT ST	ARREDONDO MARTHA &
68	2722 KNIGHT ST	ROBERTSON CHARLES ARNOLD
69	2722 KNIGHT ST	MALIK ANJALI
70	2722 KNIGHT ST	HERNANDEZ PABLO
71	2722 KNIGHT ST	HEJNY ROSEMARY KAY
72	2722 KNIGHT ST	FUNK JOSEPH M & CATHRYN L
73	2722 KNIGHT ST	CHANTHARAJ JUDITH
74	2722 KNIGHT ST	PILCIK BRITTANI
75	2722 KNIGHT ST	BALFOUR MARGARET
76	2722 KNIGHT ST	MADDOX RONALD L
77	2722 KNIGHT ST	ARRIETA DORA E
78	2722 KNIGHT ST	PASCUZZI MICHAEL
79	2722 KNIGHT ST	EMPIRE RENTALS LLC
80	2722 KNIGHT ST	MCALOON STEVEN P &
81	2722 KNIGHT ST	BALFOUR ELLEN P
82	2722 KNIGHT ST	SCURLOCK DELOIS C
83	2722 KNIGHT ST	RODRIGUEZ CHRISTOPHER &
84	2722 KNIGHT ST	THOMAS KIMBERLY L
85	2722 KNIGHT ST	RANGINWALA NAJEEB A &
86	2722 KNIGHT ST	JONES JASON R
87	2722 KNIGHT ST	GILLIAM BRADLEY N
88	2722 KNIGHT ST	SERIES 2722 KNIGHT

11/19/2014

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
89	2722 KNIGHT ST	VILLARREAL D SCOTT
90	2722 KNIGHT ST	CRUZ JOSE MICHAEL
91	2722 KNIGHT ST	STICKLER RUSTIN E
92	2722 KNIGHT ST	MOHIUDDIN IMRAN
93	2722 KNIGHT ST	27 ONE INC
94	2722 KNIGHT ST	BUI HIEN THE & THUY DANG
95	2722 KNIGHT ST	LUETHE TROY
96	2722 KNIGHT ST	CAS TEX NEDA LLC
97	2722 KNIGHT ST	KOVELAN JOHN
98	2722 KNIGHT ST	GARGIULO MICHAEL R
99	2722 KNIGHT ST	27 ONE INC
100	2712 KNIGHT ST	WOODRUFF L MARK
101	2722 KNIGHT ST	VASQUEZ JANICE V
102	2722 KNIGHT ST	LEE TIFFANY C
103	2712 KNIGHT ST	ROBERTSON CHARLES ARNOLD
104	2722 KNIGHT ST	SULLIVAN PATRICK
105	2722 KNIGHT ST	LOWENSTEIN MARK D
106	2722 KNIGHT ST	TOMASI SALVATORE
107	2722 KNIGHT ST	BELL KRISTAPHER JAMES
108	2722 KNIGHT ST	DARLING ROBERT E JR
109	2722 KNIGHT ST	MILLER SANDRA JEAN
110	2722 KNIGHT ST	MARTIN BRITT M
111	2722 KNIGHT ST	PORTER CARRIE A
112	2722 KNIGHT ST	DEARDURFF CHRISTOPHER D
113	2722 KNIGHT ST	FEDERAL HOME LOAN MORTGAGE CORP
114	2722 KNIGHT ST	QUARLES STEPHANIE
115	2722 KNIGHT ST	PALETTI ERIC N
116	2722 KNIGHT ST	RANGINWALA MOIN A
117	2722 KNIGHT ST	MEZZACAPPA DAVID J
118	2722 KNIGHT ST	THOR PPTIES LLC
119	2722 KNIGHT ST	LAE INVESTMENTS LLC

11/19/2014

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
120	2722 KNIGHT ST	RYNER JAMES M
121	2722 KNIGHT ST	PASH PENELOPE
122	2722 KNIGHT ST	LOZA LEONSO
123	2722 KNIGHT ST	RADDEMANN ROBERT J
124	2722 KNIGHT ST	RODGERS BRENT
125	2702 DOUGLAS AVE	ADAMS RICK &
126	2702 DOUGLAS AVE	BAGG DAVID
127	2710 DOUGLAS AVE	ANWEILER DAVID W
128	2710 DOUGLAS AVE	KAHN RICHARD
129	2702 DOUGLAS AVE	ARMSTRONG HENRIA D E M &
130	2702 DOUGLAS AVE	LEE SO JA
131	2702 DOUGLAS AVE	REEP GARY J
132	2710 DOUGLAS AVE	HODGES PHILIP
133	2702 DOUGLAS AVE	CHAUHAN VANDANA
134	2702 DOUGLAS AVE	ADAMS RICK
135	2702 DOUGLAS AVE	ABAY AZIEB
136	2710 DOUGLAS AVE	HODGES PHILIP
137	2710 DOUGLAS AVE	RODGERS RICHARD F
138	2710 DOUGLAS AVE	BORGERS FREDERICK & CHRISTINE C
139	2710 DOUGLAS AVE	DARBY JOHN P JR
140	2702 DOUGLAS AVE	MILLER ELIZABETH DIANE
141	2702 DOUGLAS AVE	FRUHWIRTH RICK E
142	2710 DOUGLAS AVE	SOLTANI OMID
143	2702 DOUGLAS AVE	SMITH PAUL &
144	2710 DOUGLAS AVE	KUERBITZ CHARLES RAY
145	2702 DOUGLAS AVE	DICKSON JAMES T
146	2710 DOUGLAS AVE	ARENDSE CHERIE MICHELLE &
147	2702 DOUGLAS AVE	SAMUKLA FRANK
148	2702 DOUGLAS AVE	CORSEY FLOYD
149	2702 DOUGLAS AVE	JEFFREY MARK A
150	2702 DOUGLAS AVE	PARK JAY H

11/19/2014

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
151	2702 DOUGLAS AVE	COOK JIMMY DALE TESTMENTARY TRUST
152	2702 DOUGLAS AVE	FAGAN JODIE K
153	2702 DOUGLAS AVE	WILLIAMS RAY E LIFE ESTATE
154	2702 DOUGLAS AVE	ANWEILER DAVID W
155	2702 DOUGLAS AVE	POLLARD MARSHALL C
156	2710 DOUGLAS AVE	MITCHELL CYNTHIA R &
157	2702 DOUGLAS AVE	BOOTH MARC H
158	2702 DOUGLAS AVE	NONESUCH PLACE CONDO ASSN
159	2710 DOUGLAS AVE	STEWART RANDY &
160	2702 DOUGLAS AVE	TALAKAUSKAS ANTHONY J
161	2710 DOUGLAS AVE	LE KHANH N
162	2702 DOUGLAS AVE	JOHNSON GARY L
163	2702 DOUGLAS AVE	RAINBOW ESTATE LLC
164	2702 DOUGLAS AVE	FAULCONER LORANE & LLOYD
165	2710 DOUGLAS AVE	KIRBY KEVIN S
166	2702 DOUGLAS AVE	CAMBIASSO GRISEL SOLANGE
167	2702 DOUGLAS AVE	WEDGE REV LIVING TRUST
168	2710 DOUGLAS AVE	BAKER MICHAEL J
169	2702 DOUGLAS AVE	YOUNG JENNIFER E
170	2710 DOUGLAS AVE	BARRON DAVID L
171	2702 DOUGLAS AVE	BANKS JOHN L JR & SUSAN
172	4323 BROWN ST	SHEPHERD JANET
173	2627 DOUGLAS AVE	HILL DANIEL
174	2627 DOUGLAS AVE	PEDRAZA JAVIER
175	2627 DOUGLAS AVE	LOPEZ STEVE
176	2627 DOUGLAS AVE	DOMINGUEZ JOSE JORGE &
177	2627 DOUGLAS AVE	ADAMS MELVIN C
178	2627 DOUGLAS AVE	TAYLOR KENT L
179	2627 DOUGLAS AVE	BUSHNELL R WAYNE
180	2627 DOUGLAS AVE	KERR LAURA ELIZABETH
181	2627 DOUGLAS AVE	AKBARI LEYLA

11/19/2014

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
182	2627 DOUGLAS AVE	STONE GARY
183	2627 DOUGLAS AVE	COLEMAN RONALD M & JULIE
184	2627 DOUGLAS AVE	SHEPHERD MICHAEL L
185	2627 DOUGLAS AVE	CAKAJ ILIR
186	2627 DOUGLAS AVE	MATA JOSE M
187	2627 DOUGLAS AVE	LEGROS GAETAN LUC
188	2627 DOUGLAS AVE	PHILLIPS STEVEN &
189	2627 DOUGLAS AVE	CRUZ GUSTAVO
190	2627 DOUGLAS AVE	NGUYEN LE BA
191	2627 DOUGLAS AVE	WILLIAMS SANDIE
192	2627 DOUGLAS AVE	MCELROY HOWARD WYNNE
193	2627 DOUGLAS AVE	HENNIG GWEN
194	2627 DOUGLAS AVE	TODD ANTHONY &
195	2627 DOUGLAS AVE	BETANCOURT ADRIANA
196	2627 DOUGLAS AVE	HATHAWAY JOSEPH H III
197	2627 DOUGLAS AVE	TRAN LINDA VAN
198	2627 DOUGLAS AVE	ZHONG CHUN LI PENG
199	2627 DOUGLAS AVE	GUZMAN MARIO C
200	2627 DOUGLAS AVE	PETE LEO A
201	2627 DOUGLAS AVE	HESS CRAIG
202	2627 DOUGLAS AVE	COLEMAN RONALD M
203	2627 DOUGLAS AVE	TRAN LINDA V
204	2627 DOUGLAS AVE	CUNNINGHAM CRAIG
205	2627 DOUGLAS AVE	MCHUGH JOHN
206	2627 DOUGLAS AVE	DEJEAN GERALD G
207	2627 DOUGLAS AVE	HUTTON JERRY B JR
208	2627 DOUGLAS AVE	POTTS DIMITRI R
209	2627 DOUGLAS AVE	QUINTANILLA JOE
210	2627 DOUGLAS AVE	REY JUAN ALBERTO
211	2627 DOUGLAS AVE	RAY JUAN A
212	2627 DOUGLAS AVE	GANDY JASON

11/19/2014

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
213	2627 DOUGLAS AVE	COLEMAN RONALD M &
214	2627 DOUGLAS AVE	RODRIGUEZ GRACIELA
215	2627 DOUGLAS AVE	SMITH RONALD W
216	2627 DOUGLAS AVE	GOLDBERG RUTH
217	2627 DOUGLAS AVE	ZUNIGA JUAN ANTONIO & MARIA
218	2627 DOUGLAS AVE	HERRERA JUAN LOPEZ &
219	2627 DOUGLAS AVE	REY JUAN ALBERTO
220	2627 DOUGLAS AVE	LACEY CATHRYN
221	2627 DOUGLAS AVE	GANDY JASON
222	2627 DOUGLAS AVE	CAKAJ ILIR
223	2627 DOUGLAS AVE	MCHUGH JOHN
224	2627 DOUGLAS AVE	PARRIS ABIGAIL
225	2627 DOUGLAS AVE	SEVILLA MANAGEMENT LLC
226	2627 DOUGLAS AVE	CASTELLANOS BRUNELLA N & CIRO
227	2627 DOUGLAS AVE	LOPEZ ZULEMA
228	4323 BROWN ST	HERNANDEZ DANIELLA N
229	4323 BROWN ST	TILLERY JAMES WAYNE
230	4323 BROWN ST	BROWNE JOSE A
231	4323 BROWN ST	PARRA BERTHA
232	4323 BROWN ST	SHEPHERD JANET
233	4323 BROWN ST	SHEPHERD MICHAEL L
234	4323 BROWN ST	AGUILAR ROXANA PALACIOS &
235	4323 BROWN ST	RAY JUAN ALBERTO
236	4323 BROWN ST	SIMMONS JAMES N JR
237	4323 BROWN ST	SOISSON CHRISTIAN
238	4323 BROWN ST	QUEZADA ARNOLDO & MARA BIATRIZ
239	4323 BROWN ST	SLAGLE JODY GLYN
240	4323 BROWN ST	SHEPHERD MICHAEL
241	4323 BROWN ST	STEPHAN JERALD M
242	4323 BROWN ST	CASTRO GEORGE L
243	4323 BROWN ST	CUMMINGS JOHN LYNN

11/19/2014

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
244	4323 BROWN ST	MERCADO EDUARDO V
245	4323 BROWN ST	PARRA MARITHZA
246	4323 BROWN ST	CATHEY GARY A
247	4323 BROWN ST	SOTELO ALFREDO H &
248	4323 BROWN ST	FAUST DANNY K
249	4323 BROWN ST	MCWILLIAM CHARLES D
250	2807 THROCKMORTON ST	J B DOWNEY & SONS INC
251	2807 THROCKMORTON ST	DOWNEY RODNEY E
252	2807 THROCKMORTON ST	DOWNEY J B & SONS INC
253	2806 KNIGHT ST	JENNINGS LESLIE D
254	2806 KNIGHT ST	J B DOWNEY & SONS INC
255	2806 KNIGHT ST	DOWNEY JB & SONS, INC
256	2806 KNIGHT ST	ORSAK RODNEY E

AGENDA ITEM # 88

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 6

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 44 T

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting the creation of a subdistrict from a portion of Subdistrict 2B within Planned Development District No. 714, the West Commerce Street/Fort Worth Avenue Special Purpose District on the southwest corner of Fort Worth Avenue and Sylvan Avenue
Recommendation of Staff and CPC: Approval, subject to revised conditions
Z145-120(RB)

FILE NUMBER: Z145-120(RB)

DATE FILED: November 4, 2014

LOCATION: Southwest corner of Fort Worth Avenue and Sylvan Avenue

COUNCIL DISTRICT: 6

MAPSCO: 44-T

SIZE OF REQUEST: Approx. 1.796 Acres

CENSUS TRACT: 43

APPLICANT/OWNER: Augustus Investments GP, LLC (Sole Member-Oaxaca Interests, LLC-Brent Jackson, President)

REPRESENTATIVE: Brent Jackson

REQUEST: An application for the creation of a subdistrict from a portion of Subdistrict 2B within Planned Development District No. 714, the West Commerce Street / Fort Worth Avenue Special Purpose District.

SUMMARY: The applicant is proposing to create a new subdistrict to provide for revised building setbacks and maneuvering in the Chappel Street right-of-way to access anticipated off-street parking abutting the existing office building.

CPC RECOMMENDATION: Approval, subject to revised conditions.

STAFF RECOMMENDATION: Approval, subject to revised conditions.

GUIDING CRITERIA FOR RECOMMENDATION:

Staff recommends approval, subject to revised conditions, based upon:

1. *Performance impacts upon surrounding property* – As the applicant is proposing to augment the existing office structure with new structures accommodating office and retail uses, negative impact on adjacent properties (lighting, noise, odor) is not anticipated.
2. *Traffic impact* – Trip generations, while increasing with the anticipation of supporting retail uses, will be consistent with existing and anticipated (current development from abutting development) demands that will be served by existing roadways.
3. *Comprehensive Plan or Area Plan Conformance* – The request is in compliance with the designated Building Block for the area.

Zoning History:

File No.

Request, Disposition, and Date

- | | |
|-------------|---|
| 1. Z134-134 | On March 26, 2014, the City Council approved an MU-3 District subject to deed restrictions, 1) prohibiting certain uses; 2) establishing certain yard, lot, and space regulations; and, 3) providing for certain operational regulations. |
| 2. Z134-145 | On September 10, 2014, the City Council approved a PDD for certain residential uses. |
| 3. Z134-286 | A PDD for Single Family Uses on property zoned an R-7.5(A) District and an IR District. Pending a January 22, 2015 CPC public hearing. |

Thoroughfare

Existing & Proposed ROW

Sylvan Avenue

Principal Arterial; 90' & 90' ROW

Ft. Worth Avenue

Principal Arterial; 100' & 100' ROW

Chappel Street

Local; 50' ROW

Traffic: The Engineering Section of the Building Inspection Division of the Department

of Sustainable Development and Construction has reviewed the applicant's request in conjunction with a requested updated Traffic Impact Analysis, originally provided for consideration of the proposed Sylvan/30 development (adopted by City Council in December, 2011). Based on anticipated new development on the property, it has been determined there will be no impact on the area's street system.

STAFF ANALYSIS:

Comprehensive Plan: The request site lies within an area considered Urban Mixed-Use. The Urban Mixed-Use Building Block incorporates a vibrant mix of residential and employment uses at a lower density than the Downtown Building Block. These areas are typically near Downtown, along the Trinity River or near major transit centers. Examples include Uptown, the City Place/West Village area, Stemmons Design District, Cedars and Deep Ellum. Urban Mixed-Use Building Blocks provide residents with a vibrant blend of opportunities to live, work, shop and play within a closely defined area. Buildings range from high-rise residential or mid-rise commercial towers to townhomes and small corner shops. Good access to transit is a critical element. Similar to Downtown, the Urban Mixed-Use Building Blocks offer employment and housing options and are important economic growth areas for businesses. People on foot or bike can enjoy interesting storefronts at ground level with benches, public art, on-street parking and wide sidewalks, creating an appealing streetscape. Large parking areas and other auto-oriented land uses are typically located at the edges.

Land Use Compatibility:

PDD No. 714 was approved by the City Council on February 23, 2005 and encompasses approximately 245 acres (north and south lines of West Commerce Street and Ft. Worth Avenue, between North Beckley Avenue and Westmoreland Road). Recent developments in the immediate area, both north and south of the Ft. Worth Avenue alignment through this part of the PDD, have begun to transition the area by providing residential options (multifamily and single family dwellings). As demand for services to accommodate the demand for anticipated residential activity, various retail and entertainment options have developed along this thoroughfare.

The site is developed with a multistory office structure that also accommodates a financial institution with drive-in window (drive-in situated at the southern end of the building) and surface parking. The applicant proposes to create a new subdistrict for consideration for the following revisions to the existing development standards of the existing subdistrict: 1) revise front yard setbacks; and, 2) permit maneuvering in the public right-of-way for anticipated off-street parking area along the Chappel Street frontage. Preliminary plans will provide for three new structures (10,620 square feet total) fronting along the Sylvan Avenue frontage. For information purposes only, the

attached site plan has been provided by the applicant to show the relationship of the existing and proposed development across the property.

As is the case across adjacent properties, this site possesses unique topography with approximately 17 feet of fall, from a high point along the Chappel Street frontage towards Ft. Worth Avenue.

The site is surrounded by a mix of uses, heavily influenced by office, retail, and lodging (Belmont Hotel) along the Ft. Worth Avenue alignment through this area. Multifamily uses are developed to the east and southwest. As noted above, established residential areas consisting of existing single family structures, along with proposed multifamily and new single family development are anticipated north of Ft. Worth Avenue, and on property abutting the eastern line of Sylvan/30, east of this site.

In creating the vision for PDD No. 714, various subdistricts were created to establish a basis for the balance of development and the co-existence with the built environment along the corridor. There currently exist 12 subdistricts (see attached Subdistrict Map), with the request site being considered within Subdistrict 2. This subdistrict is a mixed-use subdistrict that consists predominately of residential uses, but with some small retail and office uses. Because residential neighborhoods are adjacent to the subdistrict, it should be more serene than other subdistricts. New development should strengthen the existing residential neighborhoods and help to create a pedestrian-friendly environment. Buildings should have minimum or no setbacks.

The applicant is proposing a minimum front yard setback of five feet so as to orientate the new development to the street. All off-street parking will be located behind the new building line along Sylvan Avenue. Additionally, the applicant will revise the off-street parking area along the Chappel Street frontage to provide for an increased number of spaces that will utilize the public right-of-way for maneuvering (see attached anticipated site plan).

While staff is supportive of the revision to required front yard setbacks, there are concerns related to utilizing the public right-of-way for accessing anticipated head-in parking on Chappel Street. It should be noted that the bank's drive-in lanes exit onto Chappel Street, as do the retail and residential uses located along the street's frontage between Ft. Worth Avenue and the westbound access road of IH 30. As these uses have options to turn north (towards Ft. Worth Avenue) or south to enter the westbound access road of IH 30), it is staff's assessment that utilizing a public right-of-way for backing out of a parking space can cause delays as well as create some visibility/safety issues for pedestrians that may traverse along Chappel Street.

As a result of this analysis, staff is supportive of the applicant's vision and recommends approval of the attached revised conditions that will provide for a reduced front yard setback, but not be supportive of allowing Chappel Street for maneuvering to access off-street parking spaces.

Roadway Improvements: To serve existing and future private development in the immediate area, various roadway improvements have been completed:

Fort Worth Avenue

Fort Worth Avenue from Sylvan Avenue to Beckley Avenue is a six lane roadway with 100' right-of-way. This cross section will accommodate on-street parallel parking adjacent to the Sylvan/30 project (east of this request site).

Sylvan Avenue

1) Sylvan Avenue from I-30 to Fort Worth Avenue was amended to a four lane divided roadway within a 90 foot right-of-way. This new configuration accommodates two dedicated bicycle lanes, on-street parallel parking, a 14' median and five foot sidewalks in the public right-of-way. Additionally, east/west access will be provided through the abutting development and continue eastward to the abutting property (to be developed with multifamily uses; see Zoning History Map), ultimately linking with a future north/south roadway project.

2) Signalization has been provided mid-block, between Ft. Worth Avenue and IH 30, to facilitate vehicular and pedestrian movements through this area.

CPC ACTION – January 22, 2015

Motion: It was moved to recommend **approval** of the creation of a subdistrict from a portion of Subdistrict 2B₁ subject to revised conditions to include: 1) Allow for 5 ft. setback, 2) Add a provision to indicate the right-of-way on Chapel can be utilized for maneuvering for off-street parking, subject to approval from the Street Department, and 3) Follow PDD No. 714 regarding parking structures to include the following language: "Parking must be concealed in the structure with a façade similar in appears the main surface façade at least 12 percent of the parking structure façade including opening must be covered with the same material predominately used on the first 24 ft. in height. The main structure opening an above ground structure may not exceed 52 percent of the total façade." within Planned Development District No. 714, the West Commerce Street/Fort Worth Avenue Special Purpose District on the southwest corner of Fort Worth Avenue and Sylvan Avenue.

Maker: Anantasomboon
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0
Absent: 0
Vacancy: 0

Notices: Area: 500 Mailed: 41
Replies: For: 1 Against: 6

Speakers: For: Brent Jackson, 1910 Kessler Parkway, Dallas, TX, 75208
Against: None

**CPC RECOMMENDED/STAFF RECOMMENDED AMENDING CONDITIONS
ARTICLE 714.**

PD 714.

West Commerce Street/Fort Worth Avenue Special Purpose District

SEC. 51P-714.101. LEGISLATIVE HISTORY.

PD 714 was established by Ordinance No. 25898, passed by the Dallas City Council on February 23, 2005. (Ord. 25898)

SEC. 51P-714.102. PROPERTY LOCATION AND SIZE.

PD 714 is established on property located north and south of West Commerce Street and Fort Worth Avenue from North Beckley Avenue to Westmoreland Road. The size of PD 714 is approximately 248.9 acres. (Ord. Nos. 25898; 26876; 27056; 28505)

SEC. 51P-714.103. CREATION OF SUBDISTRICTS.

(a) This district is divided into the following subdistricts:

(1) Subdistrict 1. This subdistrict is for medium density mixed-use development that respects existing businesses but gives incentive for new mid-rise commercial and residential development. Development should support West Commerce Street as the gateway from downtown into the area, and strengthen the Sylvan Avenue-Fort Worth Avenue intersection as a retail anchor. New development should support future light rail along the northern edge of the subdistrict. Preserving historic buildings through adaptive re-use is a priority. This subdistrict will be the most densely developed urban subdistrict due to its proximity to the Trinity River and downtown. The mix of uses should lean more to commercial, although residential development is essential to the success of the mixed uses. Buildings should front the street with broad sidewalks. Street trees should line the street edge. On-street parking should be parallel parking along West Commerce Street and Fort Worth Avenue. Off-street parking should be provided behind buildings or in parking structures and shared between adjacent lots. This subdistrict should have an overall urban feel, but still provide pedestrian amenities. Subdistricts 1A, 1B, and 1C have maximum building heights and maximum stories that reflect the rising topography and protect the downtown view. Buildings should have minimum or no setbacks, with commercial and retail uses at the ground level and office and residential above. Pedestrian protections from traffic, such as street trees, planters, and crosswalks, are desired. Subdistricts 1A, 1B, and 1C are part of Subdistrict 1. Except as provided in this article, Subdistrict 1 regulations apply in Subdistricts 1A, 1B, and 1C.

(2) Subdistrict 2. Subdistrict 2 is a mixed-use subdistrict that consists predominately of residential uses, but with some small retail and office uses. Because residential

neighborhoods are adjacent to the subdistrict, it should be more serene than other subdistricts. New development should strengthen the existing residential neighborhoods and help to create a pedestrian-friendly environment. North Edgefield Avenue should connect the north and the south neighborhoods. Pedestrian protections from traffic, such as on-street parking, street trees, and parkways, are desired. Buildings should have minimum or no setbacks. Building heights are controlled separately in Subdistricts 2A, 2B, ~~and 2C,~~ and 2D to optimize medium density residential development, preserve downtown views, and be sensitive to the existing single-family neighborhood to the north. Preserving historic buildings through adaptive re-use is a priority. Subdistricts 2A, 2B, ~~and 2C,~~ and 2D are part of Subdistrict 2. Subdistrict 2 regulations apply in Subdistricts 2A, 2B, ~~and 2C,~~ and 2D unless otherwise indicated.

(3) Subdistrict 3. Subdistrict 3 is a mixed-use subdistrict primarily developed with commercial and retail uses, but with some residential uses. Retail and commercial areas should be strengthened with more varied uses. New development should include residential uses and vertical stacking of uses for more efficient land use resulting in activity throughout the day and night. Buildings should have minimum or no setbacks. Off-street parking should be provided behind buildings and shared between neighboring lots. Use of traffic calming elements such as median plantings, on-street parking, street trees, broad sidewalks, and low-to-mid-rise buildings is desirable. Development should strive to create a village center accessible by pedestrians, bicycles, mass transit, and cars. Land uses are controlled separately in Subdistricts 3A and 3B to be sensitive to residential neighborhoods.

(4) Subdistrict 4. Subdistrict 4 is a mixed-use subdistrict dominated by multifamily uses. While commercial and retail uses are encouraged at street level, maintenance of the residential density is desired. Pedestrian protections from traffic, such as broad sidewalks, street trees, and crosswalks, are desired. New construction should be oriented to address the street front. Existing slip roads providing on-street parking and pedestrian amenities should be preserved. Building height, land use, and setbacks are controlled separately in Subdistricts 4A and 4B to encourage mixed use and townhouse development. Subdistricts 4A and 4B are part of Subdistrict 4. Subdistrict 4 regulations apply in Subdistricts 4A and 4B unless otherwise indicated.

(5) Subdistrict 5. Subdistrict 5 is a mixed-use district balanced with residential, commercial, and retail uses. New development should include vertical stacking of different uses to achieve more efficient land use and activity throughout the day and night. New development should also include a medium density residential component to strengthen surrounding residential neighborhoods and ensure the success of commercial and retail development. Building heights and uses are controlled to be sensitive to residential neighborhoods. New development should strengthen pedestrian connections on Fort Worth Avenue. Buildings should have minimum or no setbacks, with commercial and retail uses at the ground level and office and residential uses above. Off-street parking should be provided behind buildings and shared between neighboring lots. Pedestrian protections from traffic, such as broad sidewalks, street trees, planters, and crosswalks, are a priority.

(b) Exhibit 714A is a map showing the boundaries of this district and its subdistricts. Exhibit 714B is a verbal description of the boundaries of this district and its subdistricts. In the event of a conflict between the graphic depiction in Exhibit 714A and the verbal description in Exhibit 714B, the verbal description in Exhibit 714B controls.

(c) This district is considered to be a mixed-use zoning district. (Ord. Nos. 25898; 26876; 27056; 27820; 28505)

SEC. 51P-714.104. DEFINITIONS.

Unless otherwise stated, the definitions in Chapter 51A apply to this article. In this district:

(1) BINGO PARLOR means a facility licensed for the conducting of bingo pursuant to Texas Occupation Code Chapter 2001, as amended.

(1.1) BUILD-TO ZONE means the area where a specified percentage of a street-facing building facade must be constructed on a lot.

(1.2) CERAMIC STUDIO means a studio containing kilns used to fire ceramics.

(2) DISTRICT means the entire planned development district (the West Commerce Street/Fort Worth Avenue Special Purpose District) created by this article.

(2.1) ELECTRICAL VEHICLE CHARGING STATION means a dedicated parking area for vehicles that includes publicly accessible recharging equipment.

(3) FRONT FACADE means the primary building elevation facing the front yard.

(4) FULLY SIGHT-OBSCURING FENCE means a fence that provides complete visual separation. Fully sight-obscuring fences must be six feet high and 100 percent sight-obscuring. Fences must be constructed of one or more of the following: brick, concrete masonry (split or polished face only; no unfinished units or cinder block), stone, stucco, or wood. Landscaping with a minimum height of three feet must be provided on the street side of the fence. Landscaping must consist of hedge-like evergreen plant materials recommended for local area use by the building official. Landscaping must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plants must be placed 24 inches on center over the entire length of the bed unless a landscape architect recommends an alternative planting density that the building official determines is capable of providing a solid appearance within three years.

(4.1) GATEWAY PLAZA means a plaza in Permissible Building Area A of Subdistrict 1C as shown on the conceptual plan that marks the entrance to Subdistrict 1C by creating a sense of arrival and that incorporates a minimum of two of the following, which must be shown on an approved development plan:

(A) Public art.

(B) A prominent architectural feature that marks the corner through increased height such as a tower or monument.

(C) A visual enhancement such as a water feature, distinctive landscaping, or a display window.

(D) Site configuration that allows direct pedestrian access through the plaza and into the interior of Subdistrict 1C through the use of pedestrian passages or paseos.

(5) **HIGH SCREEN** means a landscape treatment that provides physical and visual separation between uses. Shrubs must form a six-foot-high screen that is 95 percent opaque year-round within three years of planting. Landscaping must consist of hedge-like evergreen plant materials recommended for local area use by the building official. Landscaping must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Plants must be placed 24 inches on center over the entire length of the bed unless a landscape architect recommends an alternative planting density that the building official determines is capable of providing a solid appearance within three years. Ground cover plants must cover the remainder of the landscaped area. If a wall or fence is also provided, it must be on the interior side of the high screen.

(6) **LIVE/WORK UNIT** means an interior space with street-level access that combines residential with office or retail and personal service uses.

(7) **LOW SCREEN** means a landscape treatment that provides physical separation between uses. Shrubs must form a three-foot-high screen that is 95 percent opaque year-round within three years of planting. Landscaping must consist of hedge-like evergreen plant materials recommended for local area use by the building official. Landscaping must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Plants must be placed 24 inches on center over the entire length of the bed unless a landscape architect recommends an alternative planting density that the building official determines is capable of providing a solid appearance within three years. Ground cover plants must cover the remainder of the landscaped area. A three-foot-high masonry wall may be substituted, but ground cover plants are still required. A berm may be substituted. The berm must be planted with turf grass or groundcover recommended for local area use by the building official. The berm may not have a slope that exceeds one foot of height per three feet of width. If a wall or fence is provided in addition to shrubs or a berm, it must be on the interior side of the shrubs or berm.

(8) **MAJOR MODIFICATION** means reconstruction, alteration, or renovation of an original building that exceeds 50 percent of the value of the original building assessed by the Dallas Central Appraisal District or any increase in floor area of an original building by 50 percent or more. With regard to streets and sidewalks, **MAJOR MODIFICATION** means

reconstruction, alteration, or renovation that exceeds 50 percent of the surface area of that street or sidewalk segment.

(9) **MASSAGE ESTABLISHMENT** means any building, room, place, or establishment, other than a regularly licensed hospital, where manipulated massage or manipulated exercises are practiced upon the human body by anyone not a duly licensed physician or chiropractor whether with or without the use of mechanical, therapeutic, or bathing devices, and includes Turkish bathhouses. This term does not include duly licensed beauty parlors or barbershops or a place wherein registered physical therapists treat only patients recommended by a licensed physician and operated only under the physician's direction. **MASSAGE** means any process consisting of kneading, rubbing, or otherwise manipulating the skin of the body of a human being, either with the hand or by means of electrical instruments or apparatus, or other special apparatus, but does not include massage by duly licensed physicians and chiropractors, massage by registered physical therapists who treat only patients recommended by a licensed physician and who operate only under the physician's direction, or massage of the face practiced by beauty parlors or barbershops duly licensed under the penal code of the state.

(9.1) **MICRO-BREWERY OR MICRO-WINERY** means a facility that produces no more than 15,000 barrels of beer or wine, as defined in the Texas Alcoholic Beverage Code, per year for sale or distribution on or off the premises.

(9.2) **MICRO-DISTILLERY** means a facility that manufactures no more than 250,000 gallons of distilled spirits, as defined in the Texas Alcoholic Beverage Code, per year for sale or distribution on or off premises.

(10) **MIXED-USE PROJECT** means a development containing uses in two or more of the following categories, and with the combined floor areas of the uses in each category equaling or exceeding the following percentages of the total floor area of the project:

<u>Use category</u>	<u>Percentage of total floor area</u>
Lodging	10%
Office	15%
Residential	10%
Retail and personal service	5%

(11) **NEW CONSTRUCTION** means construction of a main structure that did not exist on February 23, 2005, the date of the establishment of this special purpose district. With regard to streets and sidewalks, **NEW CONSTRUCTION** means construction of a street or sidewalk that did not exist on February 23, 2005.

(12) **ORIGINAL BUILDING** means a structure existing on February 23, 2005, but does not include a structure that has undergone a major modification.

(13) **PARTIALLY SIGHT-OBSCURING FENCE** means a fence that provides partial visual separation. Partially sight-obscuring fences must be six feet high and at least 50 percent sight-obscuring. Fences must be constructed of one or more of the following: brick, concrete masonry (split or polished face only; no unfinished units or cinder block), stone, stucco, wood, or wrought iron. Landscaping with a minimum height of three feet must be provided on

the street side of the fence. Landscaping must consist of hedge-like evergreen plant materials recommended for local area use by the building official. Landscaping must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plants must be placed 24 inches on center over the entire length of the bed unless a landscape architect recommends an alternative planting density that the building official determines is capable of providing a solid appearance within three years.

(13.1) **PHOTOGRAPHY STUDIO** means a facility for taking and processing photographs. This does not include a bulk photography processing plant.

(13.2) **PEDESTRIAN ZONE** means the area between the back-of-curb and the building facade, which is intended for sidewalks, planting areas, outdoor eating areas, and pedestrian amenities.

(14) **PIERCING SALON** means a facility in which body piercing is performed. **BODY PIERCING** means the creation of an opening in an individual's body, other than in an individual's earlobe, to insert jewelry or another decoration.

(14.1) **REQUIRED FRONTAGE** means the percentage of the street-facing facade that must be located within the build-to zone.

(14.2) **SPECIAL COMMUNITY ACTIVITY** means a temporary event or gathering such as:

- (A) sale of merchandise, food, or beverages;
- (B) art shows or craft shows; or
- (C) outdoor shows, concerts, exhibits, or exhibitions

that may also involve erection of a tent; installation of a stage, bandshell, trailer, van, portable building, grandstand, or bleachers; placement of portable toilets; or placement of temporary no-parking, directional, over-size, or identification signs or banners.

(14.3) **SPECIAL TEMPORARY RETAIL USE** means an outdoor temporary facility for the retail sale of seasonal products such as food, Christmas trees, and live plants.

(15) **STREET CAR/TROLLEY SHELTER** means a structure which affords protection from the weather to persons who are waiting to board a publically-owned or franchised street car or trolley.

(16) **SUBDISTRICT** means one of the subdistricts referred to in Section 51P-714.103 of this article.

(17) **TATTOO STUDIO** means an establishment in which tattooing is performed. **TATTOOING** means the practice of producing an indelible mark or figure on the human body by scarring or inserting a pigment under the skin using needles, scalpels, or other related equipment.

(18) **VISIBILITY TRIANGLE** means the portion of a corner lot within a triangular area formed by connecting together the point of intersection of adjacent street curb lines (or, if there are no street curbs, what would be the normal street curb lines) and points on each of the street curb lines 30 feet from the intersection. **VISIBILITY TRIANGLE** means the portion of a lot within a triangular area formed by connecting together the point of intersection of the edge of a driveway or alley and an adjacent street curb line (or, if there is no street curb, what would be the normal street curb line) and points on driveway or alley edge and the street curb line 20 feet from the intersection.

(19) **WRECKER SERVICE** means a facility for the parking or storage of vehicle tow trucks. (Ord. Nos. 25898; 27820; 28470; 28505)

SEC. 51P-714.105. INTERPRETATIONS.

(a) Unless otherwise stated, all references to articles, divisions, or sections in this article are references to articles, divisions, or sections in Chapter 51A.

(b) Section 51A-2.101, “Interpretations,” applies to this article.

(c) The following rules apply in interpreting the use regulations in this article:

(1) The absence of a symbol appearing after a listed use means that the use is permitted by right.

(2) The symbol **[L]** appearing after a listed use means that the use is permitted by right as a limited use only. (For more information regarding limited uses, see Section 51A-4.218, “Limited Uses.”)

(3) The symbol **[SUP]** appearing after a listed use means that the use is permitted by specific use permit only. [“SUP” means “specific use permit.” For more information regarding specific use permits, see Section 51A-4.219, “Specific Use Permit (SUP).”]

(4) The symbol **[DIR]** appearing after a listed use means that a site plan must be submitted and approved in accordance with the requirements of Section 51A-4.803, “Site Plan Review.” (“DIR” means “development impact review.” For more information regarding development impact review generally, see Division 51A-4.800, “Development Impact Review.”)

(5) The symbol **[RAR]** appearing after a listed use means that, if the use has a residential adjacency as defined in Section 51A-4.803, “Site Plan Review,” a site plan must be submitted and approved in accordance with the requirements of that section. (“RAR” means “residential adjacency review.” For more information regarding residential adjacency review generally, see Division 51A-4.800, “Development Impact Review.”)

(d) If there is a conflict, the text of this article controls over any charts, exhibits, graphic displays, or maps. (Ord. 25898)

SEC. 51P-714.105.1. EXHIBITS.

The following exhibits are incorporated into this article:

- (1) Exhibit 714A: Subdistrict boundary map.
- (2) Exhibit 714B: Verbal description of the district and subdistrict boundaries.
- (3) Exhibit 714C: Native and adapted xeriscape plants.
- (4) Exhibit 714D: Main and accessory land use chart.
- (5) Exhibit 714E: Development standards chart.
- (6) Exhibit 714F: Street diagrams and landscaping.
- (7) Exhibit 714G: Residential proximity slope illustration.
- (8) Exhibit 714H: Residential proximity slope illustration for Subdistrict 4A.
- (9) Exhibit 714I: Subdistrict 1C conceptual plan. (Ord. 28505)

SEC. 51P-714.106. CONCEPTUAL PLAN.

- (a) Except for Subdistrict 1C, there is no conceptual plan for this district.
- (b) The Fort Worth Avenue Corridor Land Use and Urban Design Study should be consulted for goals, objectives, policy statements, and recommendations for development of this district.
- (c) The West Dallas Urban Structure and Guidelines should be consulted for goals, objectives, policy statements, and recommendations for development of Subdistricts 1C.
- (d) Development and use of Subdistrict 1C must comply with the Subdistrict 1C conceptual plan (Exhibit 714I). (Ord. Nos. 25898; 28505)

SEC. 51P-714.107. DEVELOPMENT PLAN.

- (a) Except for Subdistrict 1C, no development plan is required, and the provisions of Section 51A-4.702 regarding submission of or amendments to a development plan, site analysis plan, conceptual plan, development schedule, and landscape plan do not apply.
- (b) A development plan must be approved by the city plan commission before the issuance of any building permit to authorized work in Subdistrict 1C. If there is a conflict

between the text of this article and the development plan, the text of this article controls.

(c) For Subdistrict 1C, each development plan must comply with the requirements for a development plan listed in Section 51A-4.702 and include a tabulation box that includes:

- (1) existing, proposed, and total floor area for all Permissible Building Areas;
- (2) required and provided off-street parking for all permitted uses; and
- (3) detail for all special temporary retail uses, inclusive of land area for each and required off-street parking; date of issuance of certificate(s) of occupancy, any 30-day extensions (noting revised off-street parking requirement for more than one 30-day extension). In lieu of a minor amendment to a development plan to comply with paragraph, an analysis may be submitted for approval by the director that contains the information required by this paragraph. (Ord. Nos. 25898; 28505)

**SEC. 51P-714.108. USE REGULATIONS AND DEVELOPMENT STANDARDS
IN SUBDISTRICT NOS. 1A AND 1B.**

(a) Uses. The following listed uses are the only main uses permitted in this subdistrict:

- (1) Agricultural uses.
 - Crop production.
- (2) Commercial and business service uses.
 - Building repair or maintenance shop.
 - Catering service.
 - Custom business services.
 - Custom woodworking, furniture construction, or repair.
 - Electronics service center.
 - Job or lithographic printing.
 - Machine or welding shop.
 - Medical or scientific laboratory.
 - Tool or equipment rental. *[Limited to 3,500 square feet.]*
 - Vehicle or engine repair or maintenance. *[SUP]*
- (3) Industrial uses.
 - Industrial (inside) not potentially incompatible. *[SUP]*
 - Industrial (inside) for light manufacturing.
 - Temporary concrete or asphalt batching plant. *[By special authorization of the building official.]*
- (4) Institutional and community service uses.

- Adult day care facility.
- Cemetery or mausoleum. *[SUP]*
- Child-care facility.
- Church.
- College, university, or seminary.
- Community service center. *[SUP]*
- Convalescent and nursing homes, hospice care, and related institutions. *[RAR]*
- Convent or monastery.
- Hospital. *[RAR]*
- Library, art gallery, or museum.
- Open-enrollment charter school. *[SUP]*
- Private school. *[SUP]*
- Public school. *[SUP]*

(5) Lodging uses.

- Extended stay hotel or motel. *[SUP]*
- Hotel or motel. *[SUP if 60 or fewer guest rooms.]*

(6) Miscellaneous uses.

- Temporary construction or sales office.

(7) Office uses.

- Financial institution without drive-in window.
- Financial institution with drive-in window. *[DIR]*
- Medical clinic or ambulatory surgical center.
- Office.

(8) Recreation uses.

- Country club with private membership.
- Private recreation center, club, or area.
- Public park, playground, or golf course.

(9) Residential uses.

- College dormitory, fraternity, or sorority house.
- Multifamily. *[Only as a component of a mixed-use project.]*
- Retirement housing. *[RAR]*
- Single family. *[A minimum of eight single family structures must be attached together with a minimum of 15 feet between each group of eight single family structures.]*

(10) Retail and personal service uses.

- Animal shelter or clinic without outside runs. *[RAR]*
- Auto service center. *[SUP]*
- Business school.
- Commercial amusement (inside). *[SUP]* *[Bingo parlor, billiard hall, class E dance hall, and motor track prohibited.]*
- Commercial parking lot or garage. *[SUP]*
- Dry cleaning or laundry store.
- Furniture store.
- General merchandise or food store 3,500 square feet or less.
- General merchandise or food store greater than 3,500 square feet.
- Home improvement center, lumber, brick, or building materials sales yard. *[SUP]*
- Household equipment and appliance repair.
- Motor vehicle fueling station.
- Nursery, garden shop, or plant sales.
- Personal service uses. *[Massage establishment, piercing salon, and tattoo studio prohibited.]*
- Restaurant without drive-in or drive-through service. *[RAR]*
- Restaurant with drive-in or drive-through service. *[DIR]*
- Temporary retail use.
- Theater.

(11) Transportation uses.

- Private street or alley. *[SUP]*
- Transit passenger shelter.
- Transit passenger station or transfer center. *[By SUP or city council resolution. See Section 51A-4.211(10).]*

(12) Utility and public service uses.

- Electrical substation.
- Local utilities. *[Local utilities by right. Communication exchange facility by SUP.]*
- Police or fire station.
- Post office.
- Utility or government installation other than listed. *[SUP]*

(13) Wholesale, distribution, and storage uses.

- Office showroom/warehouse.
- Recycling drop-off container. *[See Section 51A-4.213(11.2).]*
- Recycling drop-off for special occasion collection. *[See Section 51A-4.213(11.3).]*
- Trade center. *[SUP]*
- Warehouse.

-- Wrecker service. *[Prohibited.]*

(b) Accessory uses.

(1) As a general rule, an accessory use is permitted in any subdistrict in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217, "Accessory Uses." For more information regarding accessory uses, consult Section 51A-4.217.

(2) In this subdistrict, the following accessory uses are permitted only by SUP:

-- Accessory helistop.

(3) In this subdistrict, the following accessory uses are not permitted:

- Accessory medical/infectious waste incinerator.
- Accessory pathological waste incinerator.
- Amateur communication tower.
- General waste incinerator.
- Private stable.
- Pedestrian skybridges.

(4) In this subdistrict, the following accessory use is permitted only with a fully sight-obscuring fence or a high screen on any side visible from a street:

-- Accessory outside storage.

(c) Yard, lot, and space regulations.

(Note: The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations in Division 51A-4.400, "Yard, Lot, and Space Regulations." In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.)

(1) Front yard.

(A) Minimum front yard is six feet. At least 50 percent of the front facade must be at the minimum front yard setback.

(B) Maximum front yard is 15 feet.

(C) An additional 20-foot front yard setback is required for that portion of a structure above 45 feet in height.

(2) Side and rear yard.

(A) Except as provided in Subparagraph (B), no minimum side and rear yard.

(B) An additional side and rear yard setback of one foot for each two feet in height above 45 feet is required for that portion of a structure above 45 feet in height, up to a total setback of 30 feet.

(3) Density.

(A) No maximum dwelling unit density.

(B) Minimum dwelling unit size is 450 square feet.

(4) Floor area ratio. Maximum floor area ratio (FAR) varies depending on whether the development is a mixed-use project as follows:

[Note: The first column is the base FAR, which applies when there is no mixed-use project. The second column (MUP=2/no res.) is the FAR for a mixed-use project with a mix of two use categories when neither category is residential. The third column (MUP=2/with res.) is the FAR for a mixed-use project with a mix of residential plus one other use category. The fourth column (MUP=3/with res.) is the FAR for a mixed-use project with a mix of residential plus two or more other use categories. A mixed-use project with three use categories must include a residential use.]

Use category	Base (no MUP)	MUP=2 (no res.)	MUP=2 (with res.)	MUP=3 (with res.)
Lodging	1.6	2.5	3.0	3.5
Office	1.6	2.5	3.0	3.5
Residential	1.6	--	3.0	3.5
Retail and personal service	1.0	1.1	1.2	1.3
Total	--	2.5	3.0	3.5

(5) Height.

(A) Maximum structure height in Subdistrict 1A is 145 feet.

(B) Maximum structure height in Subdistrict 1B is 40 feet.

(6) Lot coverage.

(A) Maximum lot coverage is 80 percent.

(B) Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.

- (7) Lot size. No minimum lot size.
- (8) Stories.
 - (A) Maximum number of stories above grade in Subdistrict 1A is 11.
 - (B) Maximum number of stories above grade in Subdistrict 1B is three.
 - (C) Parking garages are exempt from this paragraph, but must comply with the height regulations of Paragraph (5).
- (d) Off-street parking and loading. See Section 51P-714.113, “Off-Street Parking and Loading.”
- (e) Environmental performance standards. See Article VI.
- (f) Landscape regulations. Except as modified in Section 51P-714.114, “Landscaping,” see Article X. (Ord. 25898)

SEC. 51P-714.108.1

**USE REGULATIONS AND DEVELOPMENT STANDARDS
IN SUBDISTRICT NO. 1C.**

- (a) Main uses permitted. The following uses are the only main uses permitted in this subdistrict:
 - (1) Agricultural uses.
 - Crop production.
 - (2) Commercial and business service uses.
 - Building repair or maintenance shop.
 - Catering service.
 - Custom business services.
 - Custom woodworking, furniture construction, or repair.
 - Electronics service center.
 - Job or lithographic printing.
 - Machine or welding shop.
 - Medical or scientific laboratory.
 - Tool or equipment rental. *[Limited to 3,500 square feet of floor area.]*
 - Vehicle or engine repair or maintenance. *[SUP]*
 - (3) Industrial uses.
 - Industrial (inside) not potentially incompatible. *[SUP]*

- Industrial (inside) for light manufacturing.
 - Temporary concrete or asphalt batching plant. *[By special authorization of the building official.]*
- (4) Institutional and community service uses.
- Adult day care facility.
 - Cemetery or mausoleum. *[SUP]*
 - Child-care facility.
 - Church.
 - College, university, or seminary.
 - Community service center.
 - Convalescent and nursing homes, hospice care, and related institutions. *[RAR]*
 - Convent or monastery.
 - Hospital. *[RAR]*
 - Library, art gallery, or museum.
 - Open-enrollment charter school. *[SUP]*
 - Private school. *[SUP]*
 - Public school. *[SUP]*
- (5) Lodging uses.
- Extended stay hotel or motel. *[SUP]*
 - Hotel or motel. *[SUP if 60 or fewer guest rooms.]*
- (6) Miscellaneous uses.
- Live/work unit.
 - Temporary construction or sales office.
- (7) Office uses.
- Financial institution without drive-in window.
 - Financial institution with drive-in window. *[Only within Permissible Building Area A1 as shown on the conceptual plan.]*
 - Medical clinic or ambulatory surgical center.
 - Office.
- (8) Recreation uses.
- Country club with private membership.
 - Private recreation center, club, or area.
 - Public park, playground, or golf course.

(9) Residential uses.

- College dormitory, fraternity, or sorority house.
- Multifamily. *[Only as a component of a mixed-use project.]*
- Retirement housing. *[RAR]*
- Single family. *[A minimum of eight single family structures must be attached together with a minimum of 15 feet between each group of eight single family structures.]*

(10) Retail and personal service uses.

- Animal shelter or clinic without outside runs. *[RAR]*
- Auto service center. *[SUP]*
- Business school.
- Ceramic studio.
- Commercial amusement (inside). *[SUP] [Bingo parlor, billiard hall, class E dance hall, and motor track prohibited.]*
- Commercial parking lot or garage. *[SUP]*
- Dry cleaning or laundry store.
- Electrical vehicle charging station.
- Furniture store.
- General merchandise or food store 3,500 square feet or less.
- General merchandise or food store greater than 3,500 square feet.
- Home improvement center, lumber, brick, or building materials sales yard. *[SUP]*
- Household equipment and appliance repair.
- Micro-brewery or micro-winery.
- Micro-distillery.
- Motor vehicle fueling station. *[By SUP only within Permissible Building Area A1 as shown on the conceptual plan.]*
- Nursery, garden shop, or plant sales.
- Outside sales.
- Personal service uses. *[Massage establishment, piercing salon, and tattoo studio prohibited.]*
- Restaurant without drive-in or drive-through service. *[RAR]*
- Restaurant with drive-in or drive-through service. *[DIR][Only within Permissible Building Area A1 as shown on the conceptual plan.]*
- Special community activity.

- Special temporary retail use. ~~*[The building official may extend the temporary certificate of occupancy for unlimited 30-day extensions for a special temporary retail use at the same location within a 12-month period.]*~~
 - Theater.
- (11) Transportation uses.
- Private street or alley. *[SUP]*
 - Transit passenger shelter.
 - Transit passenger station or transfer center. *[By SUP or city council resolution. See Section 51A-4.211(10).]*
- (12) Utility and public service uses.
- Electrical substation.
 - Local utilities. *[Local utilities by right. Communication exchange facility by SUP.]*
 - Police or fire station.
 - Post office.
 - Tower/antenna for cellular communication *[Mounted cellular antenna only]*.
 - Utility or government installation other than listed. *[SUP]*
- (13) Wholesale, distribution, and storage uses.
- Office showroom/warehouse.
 - Recycling drop-off container. *[SUP required if the requirements of Section 51A-4.213(11.2)(E) are not satisfied.]*
 - Recycling drop-off for special occasion collection. *[SUP required if the requirements of Section 51A-4.213(11.3)(E) are not satisfied.]*
 - Trade center. *[SUP]*
 - Warehouse.
 - Wrecker service. *[Prohibited.]*

(b) Accessory uses.

(1) As a general rule, an accessory use is permitted in any subdistrict in which the main use is permitted. Some specific accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217, “Accessory Uses.” For more information regarding accessory uses, consult Section 51A-4.217.

(2) In this subdistrict, the following accessory use is permitted only by SUP:

- Accessory helistop.

(3) In this subdistrict, the following accessory uses are not permitted:

- Accessory medical/infectious waste incinerator.
- Accessory pathological waste incinerator.
- General waste incinerator.
- Pedestrian skybridge.
- Private stable.

(c) Uses with drive-in or drive-through service. Uses with drive-in or drive-through service are only allowed in Permissible Building Area A1 as shown on the conceptual plan.

(d) Nonresidential uses in Permissible Building Area E. In Permissible Building Area E, as shown on the conceptual plan, nonresidential uses are only permitted on the ground floor of a multi-story structure if multifamily uses are located on the upper floors. Multifamily uses may be located on any floor of a multi-story structure.

(e) Yard, lot, and space regulations.

(Note: The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations in Division 51A-4.400, “Yard, Lot, and Space Regulations.” In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.)

(1) Front yard.

(A) Building placement within the front yard is required as follows:

	Permissible Building Area		Permissible Building Area B	Permissible Building Area C	Permissible Building Area D
	A	A1			
Build-to zone (min/max)	6.5 feet/ 12 feet	NA	6.5 feet/ 12 feet	0 feet/ 15 feet	0 feet/ 12 feet
Maximum setback	20 feet, except as provided in Subparagraph (B)	35 feet	20 feet	20 feet	20 feet
Required frontage	70%* (Not including	NA	70%*	65%*	80%*

	angled portion of building)				
--	--------------------------------	--	--	--	--

*covered patios and porches that are integral to the structure of the building may count toward compliance with the required frontage requirement.

(B) If a gateway plaza is provided, maximum front yard setback is 35 feet in Permissible Building Area A.

(C) Awnings may encroach into the required front yard setback provided that the awning and any part of the structure supporting the awning provides for a minimum of eight feet vertical clear area above the ground.

(2) Side and rear yard. No minimum side and rear yard.

(3) Density. No maximum dwelling unit density.

(4) Floor area.

(A) Maximum floor area for all permitted uses combined is 323,000 square feet.

(B) Minimum floor area per dwelling unit is 450 square feet.

(C) Except for covered patios, structures with omitted walls including awnings, breezeways, canopies, covered walkways, porte-cocheres, sheds, and other structures without walls are not considered for purposes of floor area requirements. This includes any structure constructed within the open space, as shown on the conceptual plan, that is used for pedestrian amenities, special community activities, or special temporary retail uses.

(5) Height.

(A) Unless further restricted under this paragraph, maximum structure height, inclusive of rooftop patios is:

(i) 40 feet for occupied floor area within Permissible Building Areas A, B, C, D, and F.

(ii) 70 feet for occupied floor area Permissible Building Area E.

(B) If a portion of any structure is over 26 feet in height, that portion may not be located above a residential proximity slope.

(C) Chimneys and structures listed in Section 51A-4.408(a)(2) may project 12 feet above the maximum structure height for occupied floor area.

(D) Parapet walls may not exceed seven feet above the maximum structure height for occupied floor area.

(E) Structured parking is considered occupied floor area for purposes of maximum structure height.

(F) Maximum stacking height for accessory outside storage in conjunction with a special temporary retail use is six feet.

(6) Lot coverage. Maximum lot coverage is 80 percent. Aboveground

parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.

(7) Lot size. No minimum lot size.

(8) Stories. No maximum number of stories.

(f) Off-street parking and loading.

(1) Except as provided in this subsection, parking must comply with Section 51P-714.113. If there is a conflict between Section 51P-714.113 and this subsection, this subsection controls.

(A) Off-street parking is required for any covered rooftop patio, rooftop garden, and other rooftop facility.

(B) For a ceramic studio, one off-street parking space for each 200 square feet of floor area.

(C) For an electrical vehicle charging station, no required off-street parking. This use may not take up off-street parking spaces that are required for any other use in this subdistrict.

(D) For a live/work unit, one space per bedroom up to a maximum of two spaces plus one space for each 200 square feet of floor area for office uses and retail and personal service uses within each dwelling unit.

(E) For a micro-brewery or micro-winery, one off-street parking space for each 500 square feet of floor area used for the manufacture of alcoholic beverages, and one space for each 100 square feet of floor area for the remainder of the use.

(F) For a micro-distillery, one off-street parking space for each 500 square feet of floor area used for the manufacture of alcoholic beverages, and one space for each 100 square feet of floor area for the remainder of the use.

(G) For a special community activity, no required off-street parking.

(H) For a special temporary retail use, except as provided in this subparagraph, one space for each 500 square feet of land area. Accessory outside storage requires no off-street parking.

(i) Prior to application for issuance of a second 30 day extension for a temporary certificate of occupancy, one space for each 200 square feet of land area.

(ii) Required parking for a special temporary retail use may not utilize any required parking spaces for other uses in this subdistrict.

(2) Off-street parking for any use within Subdistrict 1C may be located anywhere within Subdistrict 1C.

(3) Total required off-street parking for all uses in Subdistrict 1C may be reduced by 20 percent if at least 10 percent of the total floor area within this subdistrict is residential use and at least 10 percent of the total floor area within this subdistrict is retail and personal service use or office use. For purposes of calculating parking within Subdistrict 1C, this parking reduction may be calculated at the time of development plan approval. The mixed-use shared parking reduction in Section 51P-714.113(i) may not be used in Subdistrict 1C.

(4) In Subdistrict 1C, bicycle parking for a minimum of 20 bicycles must be

provided. This bicycle parking may be provided at one or more locations anywhere within Subdistrict 1C and may be shared by all uses within Subdistrict 1C.

(5) Within Permissible Building Areas A, B, C, and D, as shown on the conceptual plan, off-street parking may not be located between the front of a building and the right-of-way line of a public street.

(6) Uncovered rooftop parking areas are prohibited.

(7) Except for covered patios, structures with omitted walls including awnings, breezeways, canopies, covered walkways, porte-cocheres, sheds, and other structures without walls are not considered floor area for purposes of parking requirements. This includes any structure constructed within the open space, as shown on the conceptual plan, that is used for pedestrian amenities, special community activities, or special temporary retail uses.

(g) Construction and maintenance provisions for off-street parking.

(1) The surface of a parking space, maneuvering area, or driveway that connects to a street or alley must consist of:

(A) concrete paving;

(B) hot mix asphalt paving which consists of a binder and surface course; or

(C) a material of similar characteristics that is approved by the building official.

(2) At least 25 percent of the total paving surface, in the aggregate, used for unenclosed parking spaces, non-fire lane maneuvering areas for parking, and non-fire lane driveways must consist of a permeable material. Permeable material includes, but is not limited to, decomposed granite.

(h) Pedestrian amenities. Pedestrian amenities including bicycle racks, benches, and trash receptacles, must be provided along the Sylvan Avenue and Ft. Worth Avenue frontages. These pedestrian amenities may be located within public rights-of-way. Minimum pedestrian amenities must be provided as follows:

(1) Two groupings of bicycle racks, each containing spaces for no fewer than six bicycles, must be provided along Sylvan Avenue. One bicycle rack containing spaces for no fewer than six bicycles must be provided along Ft. Worth Avenue.

(2) Three trash receptacles must be provided along Sylvan Avenue. Two trash receptacles must be provided along Ft. Worth Avenue.

(3) Three benches must be provided along Sylvan Avenue. Two benches must be provided along Ft. Worth Avenue.

(i) Open space. At least 4,000 square feet of open space must be provided. The

open space must be a contiguous open area of not less than 25 feet in width or length. Area within maximum setbacks may not be counted toward the minimum open space requirement. Open space must be primarily open to the sky, but structures that are not fully enclosed such as colonnades, pergolas, and gazebos are allowed. Open space must be accessible to all residential and nonresidential occupants of Subdistrict 1C (or to the general public if dedicated as public open space).

(j) Environmental performance standards. See Article VI.

(k) Landscape regulations. Except as provided in Section 51P-714.114, "Landscaping," see Article X.

(l) Roadway improvements. Before the final inspection of the 226th residential dwelling unit and the issuance of a certificate of occupancy for 49,694 square feet of nonresidential floor area, the following improvements must be completed. Driveway designation is shown on the conceptual plan.

(1) At Driveway 1, proposed ingress/egress along the westbound access road for IH-30, with design and construction subject to approval from the Texas Department of Transportation.

(2) Signalization at Driveway 3, with design and construction approved by the Director of Public Works/Transportation.

(3) A dedicated left-turn lane into Driveway 3, with design and construction approved by the Department of Sustainable Development and Construction. (Ord. 28505)

**SEC. 51P-714.109. USE REGULATIONS AND DEVELOPMENT STANDARDS
IN SUBDISTRICT NO. 2.**

(a) Uses. The following listed uses are the only main uses permitted in this subdistrict:

(1) Agricultural uses.

-- Crop production.

(2) Commercial and business service uses.

-- Catering service.

-- Custom business services. *[Subdistricts 2A & 2B only.]*

-- Custom woodworking, furniture construction, or repair.
[Subdistrict 2A only.]

-- Job or lithographic printing.

(3) Industrial uses.

- Temporary concrete or asphalt batching plant. *[By special authorization of the building official.]*

(4) Institutional and community service uses.

- Adult day care facility.
- Cemetery or mausoleum. *[SUP]*
- Child-care facility.
- Church.
- College, university, or seminary.
- Community service center. *[SUP]*
- Convalescent and nursing homes, hospice care, and related institutions. *[SUP]*
- Convent or monastery. *[SUP]*
- Library, art gallery, or museum.
- Open-enrollment charter school. *[SUP]*
- Private school. *[SUP]*
- Public school. *[SUP]*

(5) Lodging uses.

- Extended stay hotel or motel. *[SUP]*
- Hotel or motel. *[SUP]*

(6) Miscellaneous uses.

- Temporary construction or sales office.

(7) Office uses.

- Financial institution without drive-in window.
- Financial institution with drive-in window. *[DIR]*
- Medical clinic or ambulatory surgical center.
- Office.

(8) Recreation uses.

- Country club with private membership. *[SUP]*
- Private recreation center, club, or area. *[RAR]*
- Public park, playground, or golf course.

(9) Residential uses.

- Multifamily. *[Only as a component of a mixed-use project.]*
- Retirement housing. *[RAR]*

- Single family. *[A minimum of eight single family structures must be attached together with a minimum of 15 feet between each group of eight single family structures. This provision does not apply to Subdistrict 2C.]*

(10) Retail and personal service uses.

- Animal shelter or clinic without outside runs. *[RAR]*
- Animal shelter or clinic with outside runs. *[By SUP, only in Subdistrict 2B.]*
- Commercial amusement (inside). *[By SUP, only in Subdistrict 2B.] [Bingo parlor, billiard hall, class E dance hall, and motor track prohibited.]*
- Dry cleaning or laundry store.
- Furniture store.
- General merchandise or food store 3,500 square feet or less.
- Household equipment and appliance repair.
- Motor vehicle fueling station. *[RAR]*
- Nursery, garden shop, or plant sales.
- Personal service uses. *[Massage establishment, piercing salon, and tattoo studio prohibited.]*
- Photography studio. *[Only in Subdistrict 2C.]*
- Restaurant without drive-in or drive-through service. *[RAR]*
- Temporary retail use.

(11) Transportation uses.

- Private street or alley. *[SUP]*
- Transit passenger shelter.
- Transit passenger station or transfer center. *[By SUP or city council resolution. See Section 51A-4.211(10).]*

(12) Utility and public service uses.

- Electrical substation. *[SUP]*
- Local utilities. *[Local utilities by right. Communication exchange facility by SUP.]*
- Police or fire station.
- Post office. *[SUP]*
- Utility or government installation other than listed. *[SUP]*

(13) Wholesale, distribution, and storage uses.

- Mini-warehouse. *[SUP]*
- Recycling drop-off container. *[See Section 51A-4.213(11.2).]*
- Recycling drop-off for special occasion collection. *[See Section 51A-4.213(11.3).]*
- Wrecker service. *[Prohibited.]*

(b) Accessory uses.

(1) As a general rule, an accessory use is permitted in any subdistrict in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217, “Accessory Uses.” For more information regarding accessory uses, consult Section 51A-4.217.

(2) In this subdistrict, the following accessory uses are not permitted:

- Accessory helistop.
- Accessory medical/infectious waste incinerator.
- Accessory outside storage.
- Accessory pathological waste incinerator.
- Amateur communication tower.
- General waste incinerator.
- Private stable.
- Pedestrian skybridges.

(c) Yard, lot, and space regulations.

(Note: The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations in Division 51A-4.400, “Yard, Lot, and Space Regulations.” In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.)

(1) Front yard.

(A) Except as provided in this paragraph, ~~M~~ minimum front yard is 15 feet.

(B) Maximum front yard from Fort Worth Avenue is 60 feet.

(C) In Subdistrict 2D, minimum front yard setback is five feet.

(~~E~~ D) In Subdistricts 2B and 2D, an additional 20-foot front yard setback is required for that portion of a structure above 45 feet in height.

(2) Side and rear yard.

(A) Except as provided in Subparagraphs (B) and (C), minimum side and rear yard is:

(i) 20 feet where adjacent to or directly across an alley from an R, R(A), D, D(A), TH, TH(A), CH, MF, or MF(A) district or a residential use (but not a mixed-use project with a residential component); and

(ii) no minimum in all other cases.

(B) An additional side and rear yard setback of one foot for each two feet in height above 45 feet is required for that portion of a structure above 45 feet in height, up to a total setback of 30 feet.

(C) In Subdistrict 2C only, the side and rear yard is 7.5 feet. An additional 20-foot side and rear yard is required for a portion of a structure above 32 feet in height.

(3) Density.

(A) No maximum dwelling unit density.

(B) Minimum dwelling unit size is 450 square feet.

(4) Floor area ratio. Maximum floor area ratio (FAR) varies depending on whether the development is a mixed-use project as follows:

[Note: The first column is the base FAR, which applies when there is no mixed-use project. The second column (MUP=2/no res.) is the FAR for a mixed-use project with a mix of two use categories when neither category is residential. The third column (MUP=2/with res.) is the FAR for a mixed-use project with a mix of residential plus one other use category. The fourth column (MUP=3/with res.) is the FAR for a mixed-use project with a mix of residential plus two or more other use categories. A mixed-use project with three use categories must include a residential use.]

Use category	Base (no MUP)	MUP=2 (no res.)	MUP=2 (with res.)	MUP=3 (with res.)
Lodging	1.6	2.5	3.0	3.5
Office	1.6	2.5	3.0	3.5
Residential	1.6	--	3.0	3.5
Retail and personal service	1.0	1.1	1.2	1.3
Total	--	2.5	3.0	3.5

(5) Height.

(A) Residential proximity slope.

(i) In Subdistricts 2A and 2B, if any portion of a structure is over 26 feet in height, that portion may not be located above a residential proximity slope.

(ii) In Subdistrict 2C, if any portion of a structure is over 36 feet in height, that portion may not be located above a residential proximity slope. In Subdistrict 2C, the angle for projection for the residential proximity slope is a 1 to 1 slope.

(iii) Except for chimneys, structures listed in Section 51A-4.408(a)(2) may project through the slope to a height not to exceed the maximum structure height, or 12 feet above the slope, whichever is less. Chimneys may project through the slope to a height 12 feet above the slope and 12 feet above the maximum structure height.

(B) Maximum height.

(i) Maximum structure height in Subdistricts 2A and 2C is 60 feet.

(ii) Maximum structure height in Subdistrict 2B is 80 feet.

(6) Lot coverage.

(A) Maximum lot coverage is 80 percent.

(B) Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.

(7) Lot size. No minimum lot size.

(8) Stories.

(A) Maximum number of stories above grade in Subdistricts 2A and 2C is four.

(B) Maximum number of stories above grade in Subdistrict 2B is six.

(C) Parking garages are exempt from this paragraph, but must comply with the height regulations of Paragraph (5).

(d) Off-street parking and loading.

(1) Except as provided in this subsection, see Section 51P-714.113, "Off-Street Parking and Loading.

(2) In Subdistrict 2C, the required parking for a photography studio is one space per 400 square feet of floor area.

(3) In Subdistrict 2C, stacked parking is allowed only for required residential parking, not for visitor parking.

Applicant requested:

(4) <u>In Subdistrict 2D, maneuvering in the Chappel Street right-of-way to access off-street parking spaces abutting the right-of-way is permitted, subject to approval of the Streets Department.</u>

Staff recommended:

While not required as a condition of this ordinance, staff does not support maneuvering to access off-street parking spaces.

(e) Environmental performance standards. See Article VI.

(f) Landscape regulations. Except as modified in Section 51P-714.114, “Landscaping,” see Article X. (Ord. Nos. 25898; 27056; 28470)

**SEC. 51P-714.110. USE REGULATIONS AND DEVELOPMENT STANDARDS
IN SUBDISTRICT NO. 3.**

(a) Uses. The following listed uses are the only main uses permitted in this subdistrict:

(1) Agricultural uses.

-- Crop production.

(2) Commercial and business service uses.

-- Catering service.

-- Custom woodworking, furniture construction, or repair.

(3) Industrial uses.

-- Temporary concrete or asphalt batching plant. *[By special authorization of the building official.]*

(4) Institutional and community service uses.

-- Adult day care facility.

-- Cemetery or mausoleum. *[SUP]*

-- Child-care facility.

-- Church.

-- College, university, or seminary.

-- Community service center. *[SUP]*

-- Convalescent and nursing homes, hospice care, and related institutions. *[RAR]*

-- Convent or monastery.

-- Library, art gallery, or museum.

-- Open-enrollment charter school. *[SUP]*

-- Private school. *[SUP]*

-- Public school. *[SUP]*

(5) Lodging uses.

- None permitted.
- (6) Miscellaneous uses.
 - Temporary construction or sales office.
- (7) Office uses.
 - Financial institution without drive-in window.
 - Financial institution with drive-in window. *[DIR]*
 - Medical clinic or ambulatory surgical center.
 - Office.
- (8) Recreation uses.
 - Country club with private membership.
 - Private recreation center, club, or area.
 - Public park, playground, or golf course.
- (9) Residential uses.
 - College dormitory, fraternity, or sorority house.
 - Multifamily. *[Only as a component of a mixed-use project.]*
 - Retirement housing. *[RAR]*
 - Single family. *[A minimum of eight single family structures must be attached together with a minimum of 15 feet between each group of eight single family structures.]*
- (10) Retail and personal service uses.
 - Animal shelter or clinic without outside runs. *[RAR]*
 - Auto service center. *[SUP]*
 - Commercial amusement (inside). *[By SUP only.] [Bingo parlor, billiard hall, class E dance hall, and motor track prohibited.]*
 - Dry cleaning or laundry store.
 - Furniture store.
 - General merchandise or food store 3,500 square feet or less.
 - General merchandise or food store greater than 3,500 square feet.
 - Household equipment and appliance repair.
 - Motor vehicle fueling station.
 - Nursery, garden shop, or plant sales.
 - Pawn shop. *[Subdistrict 3A only.]*
 - Personal service uses. *[Massage establishment, piercing salon, and tattoo studio prohibited.]*
 - Restaurant without drive-in or drive-through service. *[RAR]*

- Restaurant with drive-in or drive-through service. *[DIR]*
- Temporary retail use.
- Theater.

(11) Transportation uses.

- Transit passenger shelter.
- Transit passenger station or transfer center. *[By SUP or city council resolution. See Section 51A-4.211(10).]*

(12) Utility and public service uses.

- Electrical substation.
- Local utilities. *[Local utilities by right. Communication exchange facility by SUP.]*
- Police or fire station.
- Post office.
- Utility or government installation other than listed. *[SUP]*

(13) Wholesale, distribution, and storage uses.

- Mini-warehouse. *[SUP]*
- Recycling drop-off container. *[See Section 51A-4.213(11.2).]*
- Recycling drop-off for special occasion collection. *[See Section 51A-4.213(11.3).]*
- Wrecker service. *[Prohibited.]*

(b) Accessory uses.

(1) As a general rule, an accessory use is permitted in any subdistrict in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217, "Accessory Uses." For more information regarding accessory uses, consult Section 51A-4.217.

(2) In this subdistrict, the following accessory uses are not permitted:

- Accessory helistop.
- Accessory medical/infectious waste incinerator.
- Accessory outside storage.
- Accessory pathological waste incinerator.
- Amateur communication tower.
- General waste incinerator.
- Private stable.
- Pedestrian skybridges.

(c) Yard, lot, and space regulations.

Z145-120(RB)

(Note: The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations in Division 51A-4.400, “Yard, Lot, and Space Regulations.” In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.)

(1) Front yard.

(A) Minimum front yard is five feet. At least 50 percent of the front facade must be at the minimum front yard setback.

(B) Maximum front yard is 15 feet.

(2) Side and rear yard.

(A) Except as provided in Subparagraph (B), minimum side and rear yard is:

(i) 20 feet where adjacent to or directly across an alley from an R, R(A), D, D(A), TH, TH(A), CH, MF, or MF(A) district or a residential use (but not a mixed-use project with a residential component); and

(ii) no minimum in all other cases.

(B) An additional side and rear yard setback of one foot for each two feet in height above 45 feet is required for that portion of a structure above 45 feet in height, up to a total setback of 30 feet.

(3) Density.

(A) No maximum dwelling unit density.

(B) Minimum dwelling unit size is 450 square feet.

(4) Floor area ratio. Maximum floor area ratio (FAR) varies depending on whether the development is a mixed-use project as follows:

[Note: The first column is the base FAR, which applies when there is no mixed-use project. The second column (MUP=2/no res.) is the FAR for a mixed-use project with a mix of two use categories when neither category is residential. The third column (MUP=2/with res.) is the FAR for a mixed-use project with a mix of residential plus one other use category. The fourth column (MUP=3/with res.) is the FAR for a mixed-use project with a mix of residential plus two or more other use categories. A mixed-use project with three use categories must include a residential use.]

Use category	Base (no MUP)	MUP=2 (no res.)	MUP=2 (with res.)	MUP=3 (with res.)
--------------	------------------	--------------------	----------------------	----------------------

Z145-120(RB)

Lodging	1.6	2.5	3.0	3.5
Office	1.6	2.5	3.0	3.5
Residential	1.6	--	3.0	3.5
Retail and personal service	1.0	1.1	1.2	1.3
Total	--	2.5	3.0	3.5

(5) Height.

(A) Residential proximity slope. If any portion of a structure is over 26 feet in height, that portion may not be located above a residential proximity slope. Except for chimneys, structures listed in Section 51A-4.408(a)(2) may project through the slope to a height not to exceed the maximum structure height, or 12 feet above the slope, whichever is less. Chimneys may project through the slope to a height 12 feet above the slope and 12 feet above the maximum structure height.

(B) Maximum height. Maximum structure height is 60 feet.

(6) Lot coverage.

(A) Maximum lot coverage is 80 percent.

(B) Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.

(7) Lot size. No minimum lot size.

(8) Stories.

(A) Maximum number of stories above grade is four.

(B) Parking garages are exempt from this paragraph, but must comply with the height regulations of Paragraph (5).

(d) Off-street parking and loading. See Section 51P-714.113, "Off-Street Parking and Loading."

(e) Environmental performance standards. See Article VI.

(f) Landscape regulations. Except as modified in Section 51P-714.114, "Landscaping," see Article X. (Ord. 25898)

SEC. 51P-714.111.

USE REGULATIONS AND DEVELOPMENT STANDARDS IN SUBDISTRICT NO. 4.

(a) Uses. The following listed uses are the only main uses permitted in this subdistrict:

(1) Agricultural uses.

-- Crop production.

(2) Commercial and business service uses.

-- Catering service.

-- Custom business services. *[Subdistrict 4A only.]*

(3) Industrial uses.

-- Temporary concrete or asphalt batching plant. *[By special authorization of the building official.]*

(4) Institutional and community service uses.

-- Adult day care facility.

-- Cemetery or mausoleum. *[SUP]*

-- Child-care facility.

-- Church.

-- College, university, or seminary.

-- Community service center. *[SUP]*

-- Convalescent and nursing homes, hospice care, and related institutions. *[SUP]*

-- Convent or monastery. *[SUP]*

-- Library, art gallery, or museum.

-- Open-enrollment charter school. *[SUP]*

-- Private school. *[SUP]*

-- Public school. *[SUP]*

(5) Lodging uses.

-- Extended stay hotel or motel. *[SUP] [Subdistrict 4A only.]*

-- Hotel or motel. *[SUP] [Subdistrict 4A only.]*

(6) Miscellaneous uses.

-- Temporary construction or sales office.

(7) Office uses.

-- Financial institution without drive-in window.

-- Financial institution with drive-in window. *[DIR]*

-- Medical clinic or ambulatory surgical center.

-- Office.

(8) Recreation uses.

- Country club with private membership. *[SUP]*
- Private recreation center, club, or area. *[RAR]*
- Public park, playground, or golf course.

(9) Residential uses.

- Live/work unit. *[Subdistricts 4A and 4B only.] [The non-residential portion of a live/work unit is considered an office use or a retail and personal service use for purposes of a mixed-use project.]*
- Multifamily. *[Only as a component of a mixed-use project.] [In Subdistrict 4B, the sales/leasing office of a multifamily use is considered a retail and personal service use.]*
- Retirement housing. *[RAR]*
- Single family. *[A minimum of eight single family structures must be attached together with a minimum of 15 feet between each group of eight single family structures. In Subdistricts 4A and 4B, this only applies to single family structures located in the front yard setback area of Fort Worth Avenue. Single family detached structures are prohibited.]*

(10) Retail and personal service uses.

- Animal shelter or clinic without outside runs. *[SUP] [Subdistrict 4A only.]*
- Business school. *[Subdistrict 4A only.]*
- Commercial amusement inside. *[SUP] [Subdistrict 4A only. Bingo parlor, billiard hall, Class E dance hall, and motor track prohibited.]*
- Dry cleaning or laundry store.
- Furniture store.
- General merchandise or food store 3,500 square feet or less.
- General merchandise or food store greater than 3,500 square feet. *[Subdistrict 4A only.]*
- General merchandise or food store 100,000 square feet or more. *[SUP] [Subdistrict 4A only.]*
- Household equipment and appliance repair. *[Subdistrict 4A only.]*
- Motor vehicle fueling station. *[RAR] [Prohibited in Subdistrict 4B.]*
- Nursery, garden shop, or plant sales.

- Personal service uses. *[Massage establishment, piercing salon, and tattoo studio prohibited.]*
- Restaurant without drive-in or drive-through service. *[RAR] [In Subdistrict 4B, RAR not required if the restaurant has a floor area of 2,000 square feet or less.] [In Subdistrict 4B, SUP required if the restaurant has a floor area greater than 2,000 square feet.]*
- Restaurant with drive-in or drive-through service. *[DIR] [SUP in Subdistrict 4B.]*
- Temporary retail use.
- Theater. *[SUP] [Subdistrict 4A only.]*

(11) Transportation uses.

- Private street or alley. *[SUP]*
- Street car/trolley shelter. *[Subdistricts 4A and 4B only.]*
- Transit passenger shelter.
- Transit passenger station or transfer center. *[By SUP or city council resolution. See Section 51A-4.211(10).]*

(12) Utility and public service uses.

- Electrical substation. *[SUP]*
- Local utilities. *[Local utilities by right. Communication exchange facility by SUP.]*
- Police or fire station.
- Post office. *[SUP]*
- Utility or government installation other than listed. *[SUP]*

(13) Wholesale, distribution, and storage uses.

- Recycling drop-off container. *[See Section 51A-4.213(11.2).]*
- Recycling drop-off for special occasion collection. *[See Section 51A-4.213(11.3).]*
- Wrecker service. *[Prohibited.]*

(b) Accessory uses.

(1) As a general rule, an accessory use is permitted in any subdistrict in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217, "Accessory Uses." For more information regarding accessory uses, consult Section 51A-4.217.

(2) In this subdistrict, the following accessory uses are not permitted:

- Accessory helistop.
- Accessory medical/infectious waste incinerator.
- Accessory outside storage.

- Accessory pathological waste incinerator.
- Amateur communication tower.
- General waste incinerator.
- Private stable.
- Pedestrian skybridges.

(c) Yard, lot, and space regulations.

(Note: The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations in Division 51A-4.400, “Yard, Lot, and Space Regulations.” In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.)

(1) Front yard.

(A) Minimum front yard.

(i) Except as provided in this subparagraph, minimum front yard is 15 feet.

(ii) Except as provided in this subparagraph, in Subdistricts 4A and 4B, no minimum front yard setback is required.

(iii) In Subdistrict 4B, minimum front yard setback from Colorado Boulevard and Walter Drive is five feet.

(B) Maximum front yard.

(i) Maximum front yard from Fort Worth Avenue is 50 feet.

(ii) Except as provided in this subparagraph, in Subdistricts 4A and 4B, maximum front yard is 50 feet.

(iii) In Subdistrict 4A, maximum front yard is 100 feet on all right-of-ways other than Fort Worth Avenue or rights-of-way adjacent to Fort Worth Avenue if no more than one row of off-street parking is located in the setback. In Subdistricts 4A and 4B, if a public right-of-way is dedicated adjacent to the existing Fort Worth Avenue right-of-way, maximum front yard is 50 feet measured from the Fort Worth Avenue right-of-way shown on the Subdistrict 4A and 4B existing Fort Worth Avenue right-of-way exhibit (Exhibit 714I).

(C) Setback areas. In Subdistricts 4A and 4B, structures fronting Fort Worth Avenue or a right-of-way dedicated adjacent to Fort Worth Avenue must be located within the Fort Worth Avenue setback area for at least 60 percent of the lot width. In Subdistrict 4A, structures fronting current or future right-of-way dedications must be located within the setback area for at least 60 percent of the lot width. In Subdistrict 4B, structures fronting Walter Drive or Colorado Boulevard must be located within the setback area for at least 60 percent of

the street frontage width. The setback area is the area between the minimum and maximum front yard setbacks.

(D) Garage door. In Subdistricts 4A and 4B, a residential use may not have a garage door facing the front lot line.

(E) Street car/trolley shelter. In Subdistricts 4A and 4B, a street car/trolley shelter is exempt from the front yard requirements, but must be at least five feet from the edge of a roadway.

(2) Side and rear yard.

(A) Except as provided in Subparagraph (B), minimum side and rear yard is:

(i) 20 feet where adjacent to or directly across an alley from an R, R(A), D, D(A), TH, TH(A), CH, MF, or MF(A) district or a residential use (but not a mixed-use project with a residential component); and

(ii) no minimum in all other cases.

(B) Except in Subdistricts 4A and 4B, an additional side and rear yard setback of one foot for each two feet in height above 45 feet is required for that portion of a structure above 45 feet in height, up to a total setback of 30 feet.

(C) In Subdistricts 4A and 4B, a carport is allowed within the side or rear yard setback. Carports must remain open. Storage of items other than motor vehicles within a carport is prohibited.

(D) In Subdistricts 4A and 4B, a streetcar/trolley shelter is exempt from the side and rear yard requirements, but must be at least five feet from the edge of a roadway.

(3) Density.

(A) No maximum dwelling unit density.

(B) Minimum dwelling unit size is 450 square feet.

(4) Floor area ratio.

(A) Maximum floor area ratio (FAR) varies depending on whether the development is a mixed-use project as follows:

[Note: The first column is the base FAR, which applies when there is no mixed-use project. The second column (MUP=2/no res.) is the FAR for a mixed-use project with a mix of two use categories when neither category is residential. The third column (MUP=2/with res.) is the FAR for a mixed-use project with a mix of residential plus one other use category. The fourth column

(MUP=3/with res.) is the FAR for a mixed-use project with a mix of residential plus two or more other use categories. A mixed-use project with three use categories must include a residential use.]

Use category	Base (no MUP)	MUP=2 (no res.)	MUP=2 (with res.)	MUP=3 (with res.)
Lodging	1.6	2.5	3.0	3.5
Office	1.6	2.5	3.0	3.5
Residential	1.6	--	3.0	3.5
Retail and personal service	1.0	1.1	1.2	1.3
Total	--	2.5	3.0	3.5

(B) A street car/trolley shelter is not counted as floor area.

(5) Height.

(A) Subdistrict A.

(i) Residential proximity slope. If any portion of a structure is over 26 feet in height, that portion may not be located above a residential proximity slope. Except for chimneys, structures listed in Section 51A-4.408(a)(2) may project through the slope to a height not to exceed the maximum structure height, or 12 feet above the slope, whichever is less. Chimneys may project through the slope to a height 12 feet above the slope and 12 feet above the maximum structure height.

(ii) Maximum height. Maximum structure height is 180 feet.

(B) Subdistrict 4A.

(i) Residential proximity slope.

(aa) Except as otherwise provided in this subparagraph, if any portion of a structure is over 20 feet in height, that portion may not be located above a residential proximity slope. The residential proximity slope is a plane projected upward and outward at a one-to-two slope beginning at a point seven feet above grade at the site of origination, as shown on Exhibit 714G.

(bb) The residential proximity slope is infinite.

(cc) The residential proximity slope does not apply to a residential use 40 feet in height or less.

(dd) Except for chimneys, structures listed in Section 51A-4.408(a)(2) may project through the residential proximity slope to a height not to exceed the maximum structure height, or 12 feet above the residential proximity slope, whichever is less.

Chimneys may project through the residential proximity slope to a height 12 feet above the residential proximity slope and 12 feet above the maximum structure height.

(ee) The residential proximity slope applies only to MF-1(A) adjacency. For the southernmost portion of this subdistrict, the site of origination is the north and northwest lines of the Wedglea Creek Addition as shown on Exhibit 714H.

(ii) Maximum height. Maximum structure height is 180 feet.

(C) Subdistrict 4B.

(i) Residential proximity slope.

(aa) Except as otherwise provided in this subparagraph, if any portion of a structure is over 20 feet in height, that portion may not be located above a residential proximity slope. The residential proximity slope is a plane projected upward and outward at a one-to-two slope beginning at a point seven feet above grade at the site of origination, as shown on Exhibit 714G.

(bb) The residential proximity slope terminates 150 feet from the site of origin.

(cc) Except for chimneys, structures listed in Section 51A-4.408(a)(2) may project through the residential proximity slope to a height not to exceed the maximum structure height, or 12 feet above the residential proximity slope, whichever is less. Chimneys may project through the residential proximity slope to a height 12 feet above the residential proximity slope and 12 feet above the maximum structure height.

(ii) Maximum height. Maximum structure height is 50 feet.

(6) Lot coverage.

(A) Except as provided in this paragraph, maximum lot coverage is 80 percent.

(B) In Subdistricts 4A and 4B, maximum lot coverage is 90 percent.

(C) Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.

(7) Lot size. No minimum lot size.

(8) Stories.

(A) Maximum number of stories above grade is 12, except that maximum number of stories above grade in Subdistrict 4B is three.

(B) Parking garages are exempt from this paragraph, but must comply with the height regulations of Paragraph (5).

(d) Off-street parking and loading. See Section 51P-714.113, “Off-Street Parking and Loading.”

(e) Environmental performance standards. See Article VI.

(f) Landscape regulations. Except as modified in Section 51P-714.114, “Landscaping,” see Article X. (Ord. Nos. 25898; 26876; 27820)

**SEC. 51P-714.112. USE REGULATIONS AND DEVELOPMENT STANDARDS
IN SUBDISTRICT NO. 5.**

(a) Uses. The following listed uses are the only main uses permitted in this subdistrict:

(1) Agricultural uses.

-- Crop production.

(2) Commercial and business service uses.

-- Catering service.
-- Custom business services.
-- Custom woodworking, furniture construction, and repair.
-- Electronics service center.
-- Tool or equipment rental. *[Limited to 3,500 square feet.]*

(3) Industrial uses.

-- Temporary concrete or asphalt batching plant. *[By special authorization of the building official.]*

(4) Institutional and community service uses.

-- Adult day care facility.
-- Cemetery or mausoleum. *[SUP]*
-- Child-care facility.
-- Church.
-- College, university, or seminary.
-- Community service center. *[SUP]*
-- Convalescent and nursing homes, hospice care, and related institutions. *[RAR]*
-- Convent or monastery.
-- Hospital. *[RAR]*
-- Library, art gallery, or museum.

- Open-enrollment charter school. *[SUP]*
- Private school. *[SUP]*
- Public school. *[SUP]*

(5) Lodging uses.

- Extended stay hotel or motel. *[SUP]*
- Hotel or motel. *[SUP if 60 or fewer guest rooms.]*

(6) Miscellaneous uses.

- Temporary construction or sales office.

(7) Office uses.

- Financial institution without drive-in window.
- Financial institution with drive-in window. *[DIR]*
- Medical clinic or ambulatory surgical center.
- Office.

(8) Recreation uses.

- Country club with private membership.
- Private recreation center, club, or area.
- Public park, playground, or golf course.

(9) Residential uses.

- College dormitory, fraternity, or sorority house.
- Multifamily. *[Only as a component of a mixed-use project.]*
- Retirement housing. *[RAR]*
- Single family. *[A minimum of eight single family structures must be attached together with a minimum of 15 feet between each group of eight single family structures.]*

(10) Retail and personal service uses.

- Animal shelter or clinic without outside runs. *[RAR]*
- Animal shelter or clinic with outside runs. *[SUP]*
- Auto service center. *[SUP]*
- Business school.
- Car wash.
- Commercial amusement inside. *[By SUP only.] [Bingo parlor, billiard hall, class E dance hall, and motor track prohibited.]*
- Dry cleaning or laundry store.
- Furniture store.

- General merchandise or food store 3,500 square feet or less.
- General merchandise or food store greater than 3,500 square feet.
- General merchandise or food store 100,000 square feet or more. *[SUP]*
- Home improvement center, lumber, brick, or building materials sales yard.
- Household equipment and appliance repair.
- Mortuary, funeral home, or commercial wedding chapel.
- Motor vehicle fueling station.
- Nursery, garden shop, or plant sales.
- Personal service uses. *[Massage establishment, piercing salon, and tattoo studio prohibited.]*
- Restaurant without drive-in or drive-through service. *[RAR]*
- Restaurant with drive-in or drive-through service. *[DIR]*
- Temporary retail use.
- Theater.
- Vehicle display, sales, and service. *[SUP]*

(11) Transportation uses.

- Transit passenger shelter.
- Transit passenger station or transfer center. *[By SUP or city council resolution. See Section 51A-4.211(10).]*

(12) Utility and public service uses.

- Electrical substation.
- Local utilities. *[Local utilities by right. Communication exchange facility by SUP.]*
- Police or fire station.
- Post office.
- Utility or government installation other than listed. *[SUP]*

(13) Wholesale, distribution, and storage uses.

- Mini-warehouse. *[SUP]*
- Recycling drop-off container. *[See Section 51A-4.213(11.2).]*
- Recycling drop-off for special occasion collection. *[See Section 51A-4.213(11.3).]*
- Wrecker service. *[Prohibited.]*

(b) Accessory uses.

(1) As a general rule, an accessory use is permitted in any subdistrict in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217, "Accessory Uses." For more information regarding accessory uses, consult Section 51A-4.217.

(2) In this subdistrict, the following accessory uses are not permitted:

- Accessory helistop.
- Accessory medical/infectious waste incinerator.
- Accessory pathological waste incinerator.
- Amateur communication tower.
- General waste incinerator.
- Private stable.
- Pedestrian skybridges.

(3) In this subdistrict, the following accessory use is permitted only with a fully sight-obscuring fence or a high screen on any side visible from a street:

- Accessory outside storage.

(c) Yard, lot, and space regulations.

(Note: The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations in Division 51A-4.400, “Yard, Lot, and Space Regulations.” In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.)

(1) Front yard.

(A) Minimum front yard is 15 feet.

(B) Maximum front yard is 60 feet.

(2) Side and rear yard.

(A) Except as provided in Subparagraph (B), minimum side and rear yard is:

(i) 20 feet where adjacent to or directly across an alley from an R, R(A), D, D(A), TH, TH(A), CH, MF, or MF(A) district or a residential use (but not a mixed-use project with a residential component); and

(ii) no minimum in all other cases.

(B) An additional side and rear yard setback of one foot for each two feet in height above 45 feet is required for that portion of a structure above 45 feet in height, up to a total setback of 30 feet.

(3) Density.

(A) No maximum dwelling unit density.

(B) Minimum dwelling unit size is 450 square feet.

(4) Floor area ratio. Maximum floor area ratio (FAR) varies depending on whether the development is a mixed-use project as follows:

[Note: The first column is the base FAR, which applies when there is no mixed-use project. The second column (MUP=2/no res.) is the FAR for a mixed-use project with a mix of two use categories when neither category is residential. The third column (MUP=2/with res.) is the FAR for a mixed-use project with a mix of residential plus one other use category. The fourth column (MUP=3/with res.) is the FAR for a mixed-use project with a mix of residential plus two or more other use categories. A mixed-use project with three use categories must include a residential use.]

Use category	Base (no MUP)	MUP=2 (no res.)	MUP=2 (with res.)	MUP=3 (with res.)
Lodging	1.6	2.5	3.0	3.5
Office	1.6	2.5	3.0	3.5
Residential	1.6	--	3.0	3.5
Retail and personal service	1.0	1.1	1.2	1.3
Total	--	2.5	3.0	3.5

(5) Height.

(A) Residential proximity slope. If any portion of a structure is over 26 feet in height, that portion may not be located above a residential proximity slope. Except for chimneys, structures listed in Section 51A-4.408(a)(2) may project through the slope to a height not to exceed the maximum structure height, or 12 feet above the slope, whichever is less. Chimneys may project through the slope to a height 12 feet above the slope and 12 feet above the maximum structure height.

(B) Maximum height. Maximum structure height is 60 feet.

(6) Lot coverage.

(A) Maximum lot coverage is 80 percent.

(B) Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.

(7) Lot size. No minimum lot size.

(8) Stories.

(A) Maximum number of stories above grade is four.

(B) Parking garages are exempt from this paragraph, but must comply with the height regulations of Paragraph (5).

(d) Off-street parking and loading. See Section 51P-714.113, “Off-Street Parking and Loading.”

(e) Environmental performance standards. See Article VI.

(f) Landscape regulations. Except as modified in Section 51P-714.114, “Landscaping,” see Article X. (Ord. 25898)

SEC. 51P-714.113. OFF-STREET PARKING AND LOADING.

(a) In general. Except as modified in this section, consult the use regulations in Division 51A-4.200 for the specific off-street parking and loading requirements for each use. Except as modified in this section, consult the off-street parking and loading regulations in Divisions 51A-4.300 et seq. for information regarding off-street parking and loading generally.

(b) Remote parking. Except as provided in this section, remote parking is allowed if it is located within 600 feet of the main use and the requirements of Division 51A-4.320, “Special Parking Regulations,” are met. Except for residential uses, all of Subdistrict 4A is considered one building site for parking purposes.

(c) Residential.

(1) One space per bedroom up to a maximum of two spaces per dwelling unit.

(2) In Subdistricts 4A and 4B, for purposes of this subsection, a bedroom is defined as having at least 100 square feet of floor area and direct access to a closet.

(3) In Subdistrict 4A, at least one parking space per residential unit must be located on the same building site as the residential unit. Any additional required parking spaces must be located on a building site within Subdistrict 4A and within 200 feet of the building site containing the residential use.

(d) Restaurant.

(1) One space per 125 square feet of floor area.

(2) Except as provided in this subsection, any outdoor dining area, whether or not covered, counts as floor area for calculation of the parking requirement. For purposes of this provision, “outdoor dining area” means a rectangular area that includes all outdoor tables, chairs, and wait-stations.

(3) In Subdistricts 4A and 4B, 50 percent of an outdoor dining area, whether or not covered, is excluded for calculation of the parking requirement as long as the outdoor dining area is within 20 feet of, and has direct access to, a street, sidewalk, or publically accessible open space. This exclusion only applies to an area up to 20 percent of the size of the indoor floor area. Any portion of an outdoor dining area in excess of 20 percent of the size of the indoor floor area must be parked in accordance with Paragraph (2).

(e) Retail and personal service in Subdistricts 4A and 4B. Except for a business school; commercial amusement (inside); furniture store; nursery, garden shop, or plant sales; and theater, one space per 250 square feet of floor area. The floor area of a sales/leasing office and amenities for residential uses that are part of a mixed use project do not count for purposes of determining parking calculations. The non-residential portion of a live/work unit is treated as an office or a retail and personal service use for parking purposes.

(f) Retirement housing in Subdistricts 4A and 4B. 0.7 spaces per dwelling unit or suite. In Subdistrict 4A, all required parking must be located on the same building site as the retirement housing use.

(g) Above-grade off-street parking. Parking is permitted on any level of a building.

(h) Bicycle parking. If an institutional and community service use, mixed-use project, or retail and personal service use has a floor area of 4,000 square feet or more, it must provide a lockable rack for a minimum of two bicycles.

(i) Mixed-use shared parking reduction.

(1) Office and residential uses within a mixed-use project must share parking. Any shared parking must be on the same building site as the mixed-use project. The number of off-street parking spaces required for the mixed-use project is 100 percent of the parking requirement for the use requiring the greater number of spaces plus 25 percent of the parking requirements for the use requiring fewer spaces. For example, if the office component would separately require 100 spaces and the residential component would separately require 80 spaces, then the parking requirement for the mixed-use project is 120 spaces $[(100 \times 1.00) + (80 \times .25) = 120]$.

(2) Retail and residential uses within a mixed-use project must share parking. Any shared parking must be on the same building site as the mixed-use project. The number of off-street parking spaces required for the mixed-use project is 100 percent of the parking requirement for the use requiring the greater number of spaces plus 75 percent of the parking requirements for the use requiring fewer spaces. For example, if the retail component would separately require 100 spaces and the residential component would separately require 80 spaces, then the parking requirement for the mixed-use project is 160 spaces $[(100 \times 1.00) + (80 \times .75) = 160]$.

(3) If a mixed-use project has office, retail, and residential uses, the project must use the parking reduction that offers the greatest reduction, but may not use both. For example, if the office-residential reduction reduces the parking to 120 spaces and the retail-residential reduction reduces the parking to 160 spaces, then the office-residential reduction must be used and the retail-residential reduction may not be used.

(4) The parking reduction in this subsection may not be used in Subdistrict 1C.

(j) On-street parallel, straight, or angled head-in parking.

(1) Except as provided in this subsection, any on-street parallel parking spaces on West Commerce Street, Fort Worth Avenue, or a street that intersects Fort Worth Avenue may be counted toward the parking requirement of the use adjacent to the on-street parallel parking space.

(A) An on-street parallel parking space may not be used to reduce the required parking for more than one use, except that an on-street parking space may be used to reduce the combined total parking requirement of a mixed-use project.

(B) An on-street parking space that is not available to the public at all times of the day may only be counted as a partial parking space in proportion to the amount of time that it is available. For example, a parking space that is available to the public only eight hours per day will be counted as one-third of a parking space ($8 \div 24 = \text{one-third}$). The total of the limited availability parking spaces will be counted to the nearest whole number, with one-half counted as an additional space.

(2) In Subdistrict 4A, any on-street parallel, straight, or angled head-in parking space may be counted toward the total off-street parking requirement of the use adjacent to the on-street parallel, straight, or angled head-in parking space.

(A) An on-street parking space may not be used to reduce the required parking for more than one use, except that an on-street parking space may be used to reduce the combined total parking requirement of a mixed-use project.

(B) An on-street parking space that is not available to the public at all times of the day may only be counted as a partial parking space in proportion to the amount of time that it is available. For example, a parking space that is available to the public only eight hours per day will be counted as one-third of a parking space ($8 \div 24 = \text{one-third}$). The total of the limited-availability parking spaces will be counted to the nearest whole number, with one-half counted as an additional space.

(3) In Subdistrict 4B, parallel, straight, or angled head-in parking accessed from the alley between Subdistrict 4B and Colorado Boulevard is allowed and screening from the alley is not required.

(4) In Subdistrict 4B, on-street parallel, straight, or angled head-in parking may be counted towards the total off-street parking requirement.

(A) An on-street parking space may not be used to reduce the required parking for more than one use, except that an on-street parking space may be used to reduce the combined total parking requirement of a mixed-use project.

(B) An on-street parking space that is not available to the public at all times of the day may only be counted as a partial parking space in proportion to the amount of time that it is available. For example, a parking space that is available to the public only eight hours per day will be counted as one-third of a parking space ($8 \div 24 = \text{one-third}$). The total of the limited-availability parking spaces will be counted to the nearest whole number, with one-half counted as an additional space.

(k) Parking to the rear of the main structure.

(1) In Subdistrict 1A and 1B, 100 percent of any parking for new construction located on the same building site as the main use must be to the rear of the main structure.

(2) Except as provided in this subsection, in Subdistricts 2, 3, 4, and 5, only 25 percent of any parking for new construction located on the same building site as the main use, or one row of parking, whichever is fewer spaces, may be located in front of the main structure. In addition, only one drive aisle may be located in front of the main structure.

(3) In Subdistrict 4B, one row of parking is allowed in front of the main structure with no limit on the percentage of total parking.

(l) Parking structures.

(1) In Subdistrict 4A, if an aboveground parking structure is located within 200 feet of an adjacent residential district not dedicated to a public park, playground, or golf course use, the parking must be concealed in a structure with a facade similar in appearance to the main structure's facade. At least 12 percent of the parking structure facade, including openings, must be covered with the same material predominately used on the first 24 feet in height of the main structure. Openings in the aboveground parking structure may not exceed 52 percent of the total facade.

(2) Except as provided in this subparagraph, aboveground parking structures are prohibited in Subdistrict 4A within 100 feet of a residential district not dedicated to a public park, playground, or golf course use. If an aboveground parking structure is located in that portion of Subdistrict 4A shown on Exhibit 714H, which is located within 100 feet of the boundary of the adjacent residential district, the aboveground parking structure must be aligned with the existing aboveground parking structure. If the existing aboveground parking structure in the adjacent residential district is demolished or is not used for parking prior to construction of the aboveground parking structure in Subdistrict 4A, the aboveground parking structure in Subdistrict 4A must be located more than 100 feet from the boundary line of the adjacent residential district.

(m) Loading.

(1) In Subdistricts 4A and 4B, a nonresidential use with a floor area greater than 10,000 square feet, but less than 20,000 square feet, per occupancy must have one small size loading space as defined in Section 51A-4.303.

(2) In Subdistricts 4A and 4B, a required loading space may be located within the public right-of-way.

(n) Parking lanes and private drives. In Subdistrict 4B, parking lanes and private drives may be accessed from an alley. (Ord. Nos. 25898; 26876; 27820; 28505)

SEC. 51P-714.114. LANDSCAPING.

(a) In general.

(1) Except as modified in this section, the regulations in Article X, “Landscape and Tree Preservation Regulations,” apply to this district. In the event of a conflict between this section and Article X, this section controls.

(2) Landscaping of streets as shown in Exhibit 714F is required.

(b) Street trees.

(1) One street tree must be provided per 30 feet of street frontage, with a minimum of two street trees per building site. Along Fort Worth Avenue in Subdistrict 1C, small tree types, as listed in Section 51P-714.114 (c)(5) may be provided in lieu of street trees.

(2) It is recommended that, to the extent possible, street trees be spaced 30 feet apart, but, where necessary, street trees may be spaced a minimum of 20 feet apart.

(3) Street trees must have a minimum caliper of three inches and must have a minimum height of eight feet when planted.

(4) In Subdistricts 1A and 1B, street trees must be placed in a 16-foot square tree grate. In Subdistrict 1C, street trees must be planted in either a minimum 16-foot square tree grate or a minimum 4x6 foot planting area. In Subdistrict 1C, street trees must be planted within six feet of the back of curb.

(5) In Subdistrict 2, street trees must be placed in a four-foot-wide planting strip with a minimum length of six feet.

(6) In Subdistrict 3, street trees must be placed in a 16-foot square tree grate.

(7) Except as provided in this subsection, in Subdistrict 4, street trees must be placed in a four-foot-wide planting strip with a minimum length of six feet.

(8) In Subdistricts 4A and 4B, street trees must be placed in a minimum 15 square foot tree grate if placed within a sidewalk or other non-permeable area. In Subdistricts

4A and 4B, street trees not planted within a sidewalk or other non-permeable area must be placed in a minimum 15 square foot planting strip. In Subdistricts 4A and 4B, street trees may be placed anywhere within the public right-of-way.

(9) In Subdistricts 4A and 4B, credit will be given for the preservation of existing street trees in accordance with Section 51A-10.125(b)(3)(B).

(10) In Subdistricts 4A and 4B, site trees and street trees planted in the right-of-way count as replacement trees required for the mitigation of protected trees.

(11) In Subdistrict 5, street trees along Fort Worth Avenue must be placed in a 16-foot square tree grate, and street trees along all other streets must be placed in a four-foot-wide planting strip with a minimum length of six feet.

(12) Street trees at the following frontages must be placed in a 16-foot[-]square tree grate:

(A) The Fort Worth Avenue frontage of Block B/3926 between Neal Street and Montclair Avenue.

(B) The Fort Worth Avenue frontage of Block 6157 and Block 6156.

(C) The Fort Worth Avenue frontage of Block 3977 between Windomere Avenue and Edgefield Avenue.

(D) The Fort Worth Avenue frontage and the Sylvan Avenue frontage of Block 4015.

(E) Any location where the provision of parallel parking would require a retaining wall in excess of four feet.

(13) Trees must be evenly spaced over the length of a planting strip.

(14) Except for Subdistrict 1C, see Exhibit 714F for the required location of tree grates or planting strips.

(15) Except as provided in this paragraph, street trees may not be counted as site trees. In Subdistrict 4A, street trees may be counted as site trees. In Subdistrict 4B, street trees other than those directly adjacent to Fort Worth Avenue may be counted as site trees.

(16) Except as provided in this section, street trees must be provided from the following list of Texas native or adapted species:

<u>Scientific name</u>	<u>Common name</u>	<u>Tree type</u>
Acer barbatum var. "Caddo"	Caddo maple	Large canopy
Acer buergerianum	Trident maple	Large canopy
Acer grandidentatum	Bigtooth maple	Large canopy
Acer truncatum	Shantung maple	
Medium canopy		

		<i>[Subdistrict 1C only]</i>	
	Diospyros virginiana (male only)	Common persimmon	Large canopy
	Fraxinus americana	White ash	Large canopy
canopy <i>[Subdistrict</i>	Fraxinus pennsylvanica	Urbanite ash	Large
		<i>1C only]</i>	
	Gymnocladus dioicus	Kentucky coffee tree	Large canopy
	Liquidambar styraciflua	Sweetgum	Large canopy
	Pistachia chinensis	Chinese pistachio	Large canopy
	Prosopis glandulosa	Maverick mesquite	Large canopy
		<i>[Subdistrict 4A and 4B only]</i>	
	Quercus buckleyi	Texas red oak	Large canopy
	Quercus durandii	Durand oak	Large canopy
	Quercus fusiformis	Escarpment live oak	Large canopy
	Quercus muhlenbergii	Chinkapin oak	Large canopy
	Quercus shumardii	Shumard oak	Large canopy
	Quercus virginiana	Live oak	Large canopy
[Subdistrict	Quercus virginiana "SLDN"	Cathedral live oak	Large canopy
		<i>1C only]</i>	
	Quercus virginiana "QVTIA"	High-rise live oak	Large canopy
		<i>[Subdistricts 1C, 4A and 4B only]</i>	
	Ulmus crassifolia	Cedar elm	Large canopy
	Ulmus parvifolia	Bosque elm	Large canopy
		<i>[Subdistricts 4A and 4B only]</i>	
	Ulmus parviflora	Lacebark elm	Large canopy

(17) Street trees required to be planted along West Commerce Street or Fort Worth Avenue must be provided from the following list of Texas native or adapted species:

<u>Scientific name</u>	<u>Common name</u>	<u>Tree</u>
<u>type</u>		
Acer barbatum var. "Caddo"	Caddo maple	Large canopy
Acer buergerianum	Trident maple	Large canopy
Acer grandidentatum	Bigtooth maple	Large canopy
Acer truncatum	Shantung maple	
Medium canopy		
		<i>[Subdistrict 1C only]</i>
Fraxinus pennsylvanica	Urbanite ash	Large canopy
canopy <i>[Subdistrict</i>		

<i>[Subdistrict</i>	Liquidambar styraciflua	Sweetgum	<i>1C only]</i> Large canopy
	Pistachia chinensis	Chinese pistachio	Large canopy
	Prosopis glandulosa	Maverick mesquite	Large canopy <i>[Subdistrict 4A and 4B only]</i>
	Quercus buckleyi	Texas red oak	Large canopy
	Quercus durandii	Durand oak	Large canopy
	Quercus fusiformis	Escarpment live oak	Large canopy
	Quercus muhlenbergii	Chinkapin oak	Large canopy
	Quercus shumardii	Shumard oak	Large canopy
	Quercus virginiana	Live oak	Large canopy
	Quercus virginiana "SLDN"	Cathedral live oak	Large canopy
			<i>1C only]</i>
	Quercus virginiana "QVTIA"	High-rise live oak	Large canopy <i>[Subdistricts 1C, 4A and 4B only]</i>
	Ulmus crassifolia	Cedar elm	Large canopy
	Ulmus parvifolia	Bosque elm	Large canopy <i>[Subdistricts 4A and 4B only]</i>
	Ulmus parviflora	Lacebark elm	Large canopy

(c) Site trees.

(1) One site tree must be provided per 3,000 square feet of lot area or fraction thereof, with a minimum of four trees provided.

(2) Site trees must have a minimum caliper of two inches.

(3) Site trees may not be counted as street trees.

(4) In Subdistricts 4A and 4B, site trees planted in the right-of-way count as replacement trees required for the mitigation or protected trees.

(5) Except as provided in this paragraph, site trees must be provided from the following list of Texas native or adapted species. In Subdistrict 1C, other species of trees may be used as street trees with approval from the building official.

<u>Scientific name</u>	<u>Common name</u>	<u>Tree</u>
<u>type</u>		

	Acer barbatum var. "Caddo"	Caddo maple	Large canopy
	Acer buergerianum	Trident maple	Large canopy
	Acer grandidentatum	Bigtooth maple	Large canopy
	Acer truncatum	Shantung maple	
Medium canopy			
		<i>[Subdistrict 1C only]</i>	
	Aesculus glaba v. arguta	Texas buckeye	Small
	Aesculus pavia	Red buckeye	Small
	Carya illinoensis	Pecan	Large canopy
	Carya texana	Black hickory	Large canopy
	Cercis canadensis	Redbud	Small
	Chilopsis linearis	Desert willow	Small
	Diospyros texana	Texas persimmon	Small
	Diospyros virginiana (male only)	Common persimmon	Large canopy
	Fraxinus americana	White ash	Large canopy
	Fraxinus pennsylvanica	Urbanite ash	Large
canopy <i>[Subdistrict</i>			
			<i>1C only]</i>
	Gymnocladus dioica	Kentucky coffee tree	Large canopy
	Ilex decidua	Deciduous holly or	
		Possumhaw	Small
	Ilex vomitoria	Yaupon holly	Small
	Juglans microcarpa	Texas black walnut	Large canopy
	Juniperus ashei	Ashe juniper	Small
	Juniperus virginiana	Eastern red cedar	Large
noncanopy			
	Lagerstroemia indica	Crepe myrtle	Small
	Liquidambar styraciflua	Sweetgum	Large canopy
	Magnolia grandiflora	Southern magnolia	Large noncanopy
	Pistachia chinensis	Chinese pistachio	Large canopy
	Prosopis glandulosa	Mesquite	Small
	Prosopis glandulosa	Maverick mesquite	Large canopy
			<i>[Subdistrict 4A and 4B only]</i>
	Prunus mexicana	Mexican plum	Small
	Quercus buckleyi	Texas red oak	Large canopy
	Quercus durandii	Durand oak	Large canopy
	Quercus fusiformis	Escarpment live oak	Large canopy
	Quercus macrocarpa	Bur oak	Large canopy
	Quercus muhlenbergii	Chinkapin oak	Large canopy
	Quercus shumardii	Shumard oak	Large canopy
	Quercus virginiana	Live oak	Large canopy
	Quercus virginiana "SLDN"	Cathedral live oak	Large canopy
<i>[Subdistrict</i>			
			<i>1C only]</i>
	Quercus virginiana "QVTIA"	High-rise live oak	Large canopy
			<i>[Subdistrict</i>

			<i>icts 1C,4A and 4B only]</i>
Rhamnus caroliniana	Carolina buckthorn	Small	
Rhus lanceolata	Flameleaf sumac		Small
Rhus virens	Evergreen sumac		Small
Sophora affinis	Eve's necklace		Small
Taxodium ascendens	Pond cypress		Large noncanopy
Taxodium distichum	Bald cypress		Large noncanopy
Ulmus crassifolia	Cedar elm		Large canopy
Ulmus parvifolia	Bosque elm		Large canopy
			<i>[Subdist icts 4A and 4B only]</i>
Ulmus parviflora	Lacebark elm		Large canopy
Viburnum rufidulum	Rusty blackhaw		
	viburnum	Small	

(d) Parking lot trees.

(1) Except as provided in this subsection, each required parking space must be within 75 feet of the trunk of a large canopy site tree.

(2) In Subdistricts 4A and 4B, each required parking space not within a parking structure must be within 75 feet of either a site tree or street tree.

(3) Parking lot trees must have a minimum caliper of three inches.

(4) Parking lot trees may not be planted closer than two feet from a paved surface.

(5) Parking lot trees may be counted as site trees, but may not be counted as street trees.

(e) Prohibited trees. The following trees may not be planted within this district:

<u>Scientific name</u>	<u>Common name</u>
Pyrus calleryana	Bradford pear
Populus deltoides	Cottonwood
Albizia julbrissen	Mimosa

(f) Open space fund.

(1) If a property owner cannot plant all of the required trees on the building site, the property owner shall make a payment into the West Commerce Street/Fort Worth Avenue Open Space Fund for no more than 50 percent of the required trees.

(2) The amount of the payment required per tree not planted is calculated by using the formula for appraising the value of a tree equal in caliper to the tree not planted, as derived from the most recent edition of the *Guide for Establishing Values of Trees and Other Plants* published by the Council of Tree and Landscape Appraisers, unless another publication is designated by the building official, and adding the cost of planting and maintaining the tree for two years as determined by the park and recreation department.

(3) The department shall administer a city account to be known as the West Commerce Street/Fort Worth Avenue Open Space Fund. Funds from the West Commerce Street/Fort Worth Avenue Open Space Fund must be used only for acquiring and maintaining property for parks and open space within this district and for median landscape improvement on West Commerce Street or Fort Worth Avenue. The Fort Worth Avenue Development Group, its successor or a similar organization, should be consulted on uses of the fund

(g) Landscaping in the public right-of-way.

(1) Landscaping may be located in the public right-of-way if a right-of-way landscape permit is obtained from the city.

(2) The city council hereby grants a non-exclusive revocable license to the owners or tenants (with written consent of the owner) of all property within this district for the exclusive purpose of authorizing compliance with the landscaping requirements of this district. An owner or tenant is not required to pay an initial or annual fee for this license, although a fee may be charged for issuance of a right-of-way landscape permit. This private license will not terminate at the end of any specific time period; however, the city council reserves the right to terminate this license at will, by resolution passed by the city council, at any time such termination becomes necessary. The determination by the city council of the need for termination is final and binding. The city shall become entitled to possession of the licensed area without giving any notice and without the necessity of legal proceedings to obtain possession when, in its judgment, the purpose or use of the license is inconsistent with the public use of the right-of-way or when the purpose or use of the license is likely to become a nuisance or threat to public safety. Upon termination of the license by the city council, each owner or tenant shall remove all improvements and installations in the public rights-of-way to the satisfaction of the director of public works and transportation.

(3) A property owner or tenant is not required to comply with any right-of-way landscaping requirement to the extent that compliance is made impossible due to the city council's revocation of a right-of-way landscape permit or the revocation of the private license granted under this subsection.

(4) Upon the installation of landscaping in the public right-of-way, the owners or tenants shall procure, pay for, and keep in full force and effect commercial general liability insurance coverage with an insurance company authorized to do business in the State of Texas and otherwise acceptable to the city, covering, but not limited to, the liability assumed under the private license granted under this subsection, with combined single limits of liability for bodily injury and property damage of not less than \$1,000,000 for each occurrence, and \$2,000,000 annual aggregate. Coverage under this liability policy must be on an occurrence basis and the

city shall be named as additional insured. Proof of such insurance must be sent to: Office of Risk Management, City of Dallas, 1500 Marilla, Dallas, Texas 75201, and the policy must provide for 30 days prior written notice to the Office of Risk Management of cancellation, expiration, non-renewal, or material change in coverage. All subrogation rights for loss or damage against the city are hereby waived to the extent that they are covered by this liability insurance policy.

(5) Each owner or tenant is responsible for maintaining the right-of-way landscaping in a healthy, growing condition, and for keeping the premises safe and in good condition and repair, at no expense to the city, and the city is absolutely exempt from any requirements to maintain right-of-way landscaping or make repairs. The granting of a license for landscaping under this subsection does not release the owner or tenant from liability for the installation or maintenance of landscaping in the public right-of-way.

(h) Plant requirements. Plants used to satisfy landscape requirements must comply with the following requirements:

(1) A large evergreen shrub must have the ability to grow to a minimum height of three feet within three years.

(2) Solid sod or hydro-mulch grass may be used.

(3) Artificial plant materials may not be used.

(4) Any required landscaping that dies must be replaced.

(5) Except as provided in this subsection, trees and shrubs must be planted at least 10 feet from the centerline of any water or sewer main. Landscaping over water or sewer mains must be limited to ground cover.

(6) In Subdistricts 4A and 4B, trees and shrubs must be planted at least five feet from the centerline of any water or sewer main.

(7) Trees must be trimmed to provide adequate clearance for pedestrians and vehicles so as not to create a safety hazard.

(8) Trees may not be located within 15 feet of light poles, signal lights, warning signs, or traffic control devices. This provision does not apply to existing trees in Subdistricts 4A and 4B.

(9) Trees may not be planted within 90 feet of a school crossing or a railroad crossing. This provision does not apply to existing trees in Subdistricts 4A and 4B.

(10) An adequate irrigation and drainage system must be provided for all landscaping. Drought tolerant plants must be used when an irrigation system is not provided. See Section 51A-10.106, "Irrigation Requirements."

(11) Plants other than trees within parkways must be maintained so that they do not overhang the curb.

(i) Plantings within medians.

- (1) Trees within medians may not be planted adjacent to left turn lanes.
- (2) Trees within medians must be located so as to provide adequate sight distance.
- (3) Trees within medians may not be planted within 30 feet of the tip of the median.
- (4) Trees within medians may not be planted within three feet of the back of the curb.
- (5) Trees within medians must be placed in a six-foot-wide planting strip.
- (6) Plants other than trees within medians must be maintained so that they do not overhang the curb.
- (7) Trees within medians must have a minimum clearance of 15 feet.
- (8) Drought tolerant plants must be used in medians.

(j) Landscape plan.

(1) This section becomes applicable to a building site when an application is made for a building permit for construction work that within a 24-month period:

- (A) increases the number of stories in a building on the site;
- (B) increases the combined floor area of all buildings on the site; or
- (C) increases the nonpermeable coverage on the site by 1,000 square feet or more.

(2) Landscape plans must be reviewed by water utilities and the department of public works and transportation.

(3) A landscape plan must include a schedule for maintenance of required landscaping.

(4) A landscape plan must earn at least 75 points (out of a total of 125 possible points). The points awarded for providing each feature is provided in parentheses. Existing landscaping qualifies for points. If the landscape plan earns at least 75 points, the design standards of Section 51A-10.126, "Design Standards," are not required.

(A) Lighting. (Total possible points = 30) Ten points each are awarded for providing tree lighting, building facade lighting, or landscape area lighting. Tree lighting must provide lighting in each tree in the front yard. Building facade lighting must illuminate the entire front facade. Landscape area lighting must illuminate a landscape feature such as a planting bed, fountain, sculpture, or water feature. The lighting must be at least 1.5 foot-candles in intensity.

(B) Foundation planting strip. (Total possible points = 30) Thirty points are awarded for a three-foot-wide foundation planting strip extending along at least 50 percent of the foundation facing the street. The foundation planting strip must have evergreen shrubs planted every three feet on center.

(C) Seasonal color landscaping. (Total possible points = 15) Points may be obtained for providing a landscape area for seasonal color in planting beds, raised planters, or pots. Five points are awarded for each 10 square feet of landscape area. The plants in the landscape area must be changed at least twice per year with appropriate seasonal color plants. The landscape area must contain the appropriate seasonal landscaping at all times except when the landscaping is being changed at the beginning of a new season.

(D) Native or adapted xeriscape landscaping. (Total possible points = 30) Points may be obtained for using native plants or xeriscape plants for at least 80 percent of the landscape requirement. Native plants or adapted xeriscape plants listed in Exhibit 714C must be used.

(E) Creation of open space. (Total possible points = 20) Five points are awarded for every 200 square feet of open space if the open space is a minimum of 500 feet from the building site but within this district. For purposes of this subparagraph, "open space" means a contiguous space containing primarily grass or vegetation and pedestrian amenities such as fountains, benches, paths, or shade structures. In Subdistricts 4A and 4B, dog parks, community gardens, and publically-accessed plazas are also open space. Open space must be available for use by the public. The open space must be maintained in a state of good repair and neat appearance at all times by the owner of the property for which the building permit was issued. (Ord. Nos. 25898; 26876; 27820; 28505)

SEC. 51P-714.115.

STREET AND SIDEWALK STANDARDS.

(a) In general.

(1) The street and sidewalk standards of this section apply only to new construction or a major modification.

(2) Except as provided in this section, streets as shown in Exhibit 714F are required. This provision does not apply in Subdistrict 1C.

(3) Except as provided in this section, sidewalks along streets as shown in Exhibit 714F are required.

(b) Street standards.

(1) Except as provided in this section, streets must be constructed as shown in Exhibit 714F. If future right-of-way dedications are made in Subdistricts 4A and 4B, the pavement width for new streets must be in accordance with Exhibit 714F. Parallel parking must be provided as shown in Exhibit 714F. This provision does not apply in Subdistrict 1C.

(2) Access to and from Subdistrict 4B to Colorado Boulevard and Walter Drive is permitted only at the locations in existence on February 24, 2010.

(3) The following frontages are exempt from parallel parking requirements:

(A) The Fort Worth Avenue frontage of Block B/3926 between Neal Street at Montclair Avenue.

(B) The Fort Worth Avenue frontage of Block 6157 and Block 6156.

(C) The Fort Worth Avenue frontage of Block 3977 between Windomere Avenue and Edgefield Avenue.

(D) The Fort Worth Avenue frontage and the Sylvan Avenue frontage of Block 4015.

(E) Any location where the provision of parallel parking would require a retaining wall in excess of four feet.

(F) Street frontages in Subdistricts 4A and 4B.

(c) Sidewalk standards.

(1) In Subdistricts 1A and 1B, there must be a 15-foot-wide sidewalk along West Commerce Street and Fort Worth Avenue, and an 11-foot, six-inch-wide sidewalk along any other street. In Subdistrict 1C, there must be a minimum 15-foot-wide pedestrian zone along Fort Worth Avenue, and a minimum 11-foot, six-inch-wide pedestrian zone along Sylvan Avenue.

(2) In Subdistrict 2, there must be a six-foot sidewalk.

(3) In Subdistrict 3, there must be a 12-foot sidewalk along Fort Worth Avenue, and an 11-foot, six-inch sidewalk along any other street.

(4) Except as provided in this subsection, in Subdistrict 4, there must be a six-foot sidewalk.

(5) In Subdistricts 4A and 4B, the minimum width of sidewalks along Fort Worth Avenue is 10 feet. At least five feet of the sidewalks along Fort Worth Avenue must be made of concrete; the remainder may be an aggregate or permeable surface. All other sidewalks along a right-of-way must be at least six-feet-wide with at least three feet of the sidewalk unobstructed and clear. ADA-approved tree grates are not a sidewalk obstruction. If a sidewalk is located in the front yard, the property owner must dedicate a sidewalk easement or access agreement to the city to assure its availability to the public as a permanent pedestrian way.

(6) In Subdistrict 5, there must be a 10-foot sidewalk.

(7) Except as provided in this paragraph, see Exhibit 714F for the required widths of sidewalks. See Paragraph (1) for the required width of sidewalks in Subdistrict 1C.

(8) The street curb may not be counted as part of the sidewalk width.

(9) The following frontages must provide the sidewalks shown on page 6 of Exhibit 714F.

(A) The Fort Worth Avenue frontage of Block B/3926 between Neal Street at Montclair Avenue.

(B) The Fort Worth Avenue frontage of Block 6157 and Block 6156.

(C) The Fort Worth Avenue frontage of Block 3977 between Windomere Avenue and Edgefield Avenue.

(D) The Fort Worth Avenue frontage and the Sylvan Avenue frontage of Block 4015.

(E) Any location where the provision of parallel parking would require a retaining wall in excess of four feet.

(10) Sidewalk widths must taper or expand to match the width of existing sidewalks in front of adjacent properties at the point of convergence.

(11) Sidewalks must be located along the entire length of the street frontage.

(12) Each owner or tenant is responsible for maintaining sidewalks, and for keeping sidewalks safe and in good condition and repair, at no expense to the city, and the city is absolutely exempt from any requirements to maintain sidewalks or make repairs. (Ord. Nos. 25898; 26876; 27820; 28505)

SEC. 51P-714.116. SCREENING REGULATIONS.

(a) In general. Except as modified in this section, the provisions of Section 51A-4.301(f), "Screening Provisions for Off-Street Parking," apply.

(b) Parking lots.

(1) Except as provided in this subsection, surface parking lots must be screened with a low screen. The screening requirement for surface parking lots applies only to new construction.

(2) If a structure is built in Permissible Building Area E in Subdistrict 1C before structures are built in Permissible Building Areas A, B, C, and D and surface parking exists between Permissible Building Area E and the the public right-of-way, then the surface parking must be screened from the public right-of-way with a low screen until structures are built in Permissible Building Areas A, B, C, and D. In Subdistrict 1C, screening of surface parking is not required for any surface parking between Permissible Building Areas C and D.

(c) Loading spaces. Except as provided in this subsection, off-street loading spaces must be screened with a fully sight-obscuring fence or a high screen. In Subdistricts 4A and 4B, only off-street loading spaces visible from Fort Worth Avenue must be screened.

(d) Dumpsters and garbage storage areas.

(1) All dumpsters and garbage storage areas must be screened on all four sides with a solid fence. One side may be a gate.

(2) Screening materials must match the main building. This provision does not apply to Subdistrict 1C.

(3) Screening must be at least as tall as the objects being screened, but in no case less than six feet in height.

(4) Each panel of the gate must have a pin that can be inserted in a sleeved hole in the ground to allow the gate to be held open during garbage collection.

(e) Outside storage areas.

(1) Except as provided in this subsection, all outside storage areas for commercial and business services uses and industrial uses must be entirely screened on any side visible from a street with a fully sight-obscuring fence or a high screen.

(2) In Subdistrict 1C, outside storage used for temporary outside display and sales does not need to be screened.

(3) In Subdistrict 1C, accessory outside storage provided in conjunction with a special temporary retail use must be screened with a minimum four-foot solid screen. Metal panels or slats are prohibited screening materials. Accessory outside storage may not exceed five percent of the land area associated with each special temporary retail use.

(f) Nonresidential buildings. The rear or service side of a nonresidential building must be screened with a partially sight-obscuring fence if the nonresidential building is exposed to a residential use.

(g) Maintenance.

(1) Each owner or tenant is responsible for maintaining screening at no expense to the city, and the city is absolutely exempt from any requirements to maintain screening or make repairs.

(2) Screening must be properly maintained so that:

(A) the screening is not out of vertical alignment more than one foot from the vertical, measured at the top of the screening; and

(B) any rotted, fire damaged, or broken slats or support posts; any broken or bent metal posts; any torn, cut, bent, or ripped metal screening; any loose or missing bricks, stones, rocks, mortar, or similar materials; and any dead or damaged landscaping materials are repaired or replaced. (Ord. Nos. 25898; 27820; 28505)

SEC. 51P-714.117. SIGNS.

(a) See Division 51A-7.2000, “Provisions for the West Commerce Street/Fort Worth Avenue Sign District,” of Article VII.”

(b) No signs are permitted on street car/trolley shelters except government signs, street car or trolley system logos, schedules, and route information. (Ord. Nos. 25898; 27820; 28505)

SEC. 51P-714.118. ARCHITECTURAL DESIGN STANDARDS.

(a) Purpose.

(1) The district is hereby designated as an area of historical, cultural, and architectural importance and significance. The architectural design standards of this section are intended to preserve the historical, cultural, and architectural importance and significance of the West Commerce Street/Fort Worth Avenue corridor. The corridor has historic and cultural importance as an early major east-west thoroughfare in the Dallas metroplex. The development patterns and architecture along the corridor reflect pioneer settlements; the Great Depression; mid-20th century Americana; and post-World War II automobile, nightclub, and restaurant culture. These architectural design standards are intended to preserve the character of the corridor while allowing compatible new construction and modifications that respect the corridor’s historical, cultural, and architectural significance.

(2) The purpose of these architectural design standards is to:

(A) ensure that new development enhances the character of the corridor and complement adjacent neighborhoods;

(B) ensure that increased density in established neighborhoods makes a positive contribution to the area's character;

(C) ensure the integrity of historic buildings and the compatibility of new development; and

(D) enhance the character and environment for pedestrians.

(b) Applicability. The architectural design standards of this section apply to:

(1) New construction and major modifications of buildings containing a nonresidential use.

(2) Buildings containing only residential uses.

(c) Plan review. The director shall review any plan submitted to determine whether it complies with the requirements of this section.

(d) Building orientation.

(1) Except as provided in 51A-714.118(e)(3), the primary facade and primary entrance of new construction must be oriented to face the public right-of-way.

(2) Garage doors serving eight or fewer dwelling units may not face West Commerce Street or Fort Worth Avenue. In Subdistrict 1C, this provision applies only to individual vehicular garages for residential dwelling units.

(e) Entrances.

(1) In general. All street-facing entrances must be architecturally prominent and clearly visible from the street. This provision applies only to new construction. In Subdistrict 1C, except as provided in 51A-714.118(e)(3), all customer entrances for retail and personal service uses must have the same level of design and articulation whether street-facing or not.

(2) Primary customer entrances for retail and personal service uses in all subdistricts. Except as provided in 51A-714.118(e)(3), primary customer entrances for retail and personal service uses must face the street. For corner lots, primary customer entrances for retail and personal service uses may be oriented toward the corner. Primary customer entrances for retail and personal service uses must be clearly visible through the use of two or more of the following architectural details:

(A) Arcade.

- (B) Arch.
- (C) Attached tower or turret.
- (D) Awning.
- (E) Canopy.
- (F) Decorative elements such as tile work, molding, raised banding, or projected banding.
- (G) Display windows.
- (H) Integral planters or wing walls that incorporate landscaped areas or places for sitting.
- (I) Overhang.
- (J) Peaked roof form.
- (K) Patio.
- (L) Porch.
- (M) Portico.
- (N) Projection.
- (O) Raised corniced parapet.
- (P) Recess.

(3) Additional regulations for customer entrances for retail and personal service uses in Subdistrict 1C. Street-facing customer entrances must be provided as follows:

(A) In Permissible Building Area A, one entrance must be oriented to Sylvan Avenue unless the facade oriented to Sylvan Avenue is 60 percent or more glazing. For purposes of calculating glazing percentage, glazing must be located a minimum of three feet above grade and a maximum of 10 feet above grade.

(B) In Permissible Building Area B, one entrance must be oriented to Sylvan Avenue.

(C) In Permissible Building Area C, two entrances must be oriented to a public street.

(D) In Permissible Building Area D, one entrance must be oriented to Ft. Worth Avenue.

(E) Four of the five entrances required in this paragraph must comply with Paragraph (2). All other entrances are not required to comply with Paragraph (2).

(f) Facades.

(1) Street-facing facades on a single development tract must have similar architectural design.

(2) Street-facing facades exceeding 30 feet in length must have two of the following elements. Street-facing facades exceeding 100 feet in length must have four of the following elements.

(A) Change in plane, such as an offset, reveal, recess, or projection. Changes in plane must have a width of no less than 24 inches and a depth of at least eight inches and may include columns, planters, arches, and niches.

(B) Architectural details such as raised bands and cornices.

(C) Architecturally prominent public entrance.

(D) Attached tower or turret.

(E) Awnings.

(F) Change in color.

(G) Change in material.

(H) Change in texture.

(3) The ground floor of the primary facade of nonresidential uses or mixed-use projects with retail uses on the ground floor must have at least two of the following elements for at least 60 percent of the width of the facade:

(A) Arcades, canopies, or secondary roofs to provide shade.

(B) Display windows.

(C) Awnings associated with windows or doors.

(4) Except in Subdistrict 1C, street-facing facades of all buildings other than accessory buildings must be visually divided into a base, a middle, and a top. The base must be at least two feet above grade and distinguished from the middle by a change of materials, horizontal banding, change of color, or change of plane. The top must be distinguished from the

middle by cornice treatments, roof overhangs with brackets, stepped parapets, corbeling, textured materials, or differently colored materials. Color bands are not acceptable as the only treatment for the top.

(5) Accessory structures must have the same architectural detail, design elements, materials, and roof design as the primary structure.

(6) Except as provided in this paragraph, any parking structure for a residential use must be constructed of comparable materials and be of the same architectural treatment as the dwelling units. In Subdistrict 4A, this provision only applies to a facade facing a public street.

(7) Additions and alterations must have the same architectural detail, design elements, materials, and roof design as the portion of the structure that is not being altered.

(8) That portion of the ground-level floor facing the street of any multi-floor parking facility must have a use other than parking. For Permissible Building Area E in Subdistrict 1C, a minimum of 50 percent of the ground-level western facade must be a use other than parking.

(9) Except in Subdistrict 1C, at least 20 percent, but no more than 80 percent, of street-facing facades of nonresidential uses must be windows and doors. In Subdistrict 1C, at least 20 percent, but no more than 80 percent, of non-street level facades of nonresidential uses must be windows and doors, except for residential portions of mixed-use structures. Windows and doors on street-level facades in Subdistrict 1C must be provided as follows:

	Permissible Building Area A	Permissible Building Area B	Permissible Building Area C	Permissible Building Area D
Minimum transparency required**	50% facing Sylvan*	50% facing Sylvan	50% facing Sylvan	60% facing Fort Worth Ave

* See SEC. 51P-714.118(e)(3) for additional requirements.

** For purposes of calculating the minimum transparency required, glazing must be located a minimum of 3 feet and a maximum of 10 feet above grade.

(10) If a building is two stories or less, 30 percent of the street-facing facade, excluding fenestration, must be masonry. If the building is more than two stories, 100 percent of the first-story street-facing facade, excluding fenestration, must be masonry. In Subdistrict 1C, metal and stucco are allowed in addition to masonry on up to 50 percent of the total area of street-facing facade per street frontage.

(11) Facades may not consist of more than 80 percent glass. For purposes of this provision, glass block is not considered as glass.

(12) Within Permissible Building Area E in Subdistrict 1C, vehicular access must be provided from west to east.

(13) Within Permissible Building Area E in Subdistrict 1C, a minimum of 50 percent of the ground floor of any parking structure oriented to and visible from the east boundary line of Subdistrict 1C must be screened by plant material.

(14) In Subdistrict 1C, facades oriented to Sylvan Avenue and Ft. Worth Avenue may have overhead garage-type doors if the doors do not open to an automotive use.

(g) Fences and walls. To prevent visual monotony, at least 20 percent of the length of any fence or wall longer than 200 feet must be alternate materials, alternate textures, gates, offsets, or openings. The alternate materials, alternate textures, gates, offsets, or openings may spread out over the length of the fence or wall.

(h) Materials. Exterior building materials should be high quality and durable.

(1) Glass.

(A) Allowed. Glass is allowed. In Subdistrict 1C, no more than 50 percent of the total area of street-facing facade per street frontage may be metal panels.

(B) Prohibited. The reflectance of glass used on the first two stories may not exceed 15 percent. The reflectance of glass used on stories above the first two stories may not exceed 27 percent. As used in this provision, “reflectance” is the percentage of available light energy reflected away from the exterior surface of the glass. The higher the reflectance percentage, the more mirror-like the surface will appear.

(2) Masonry.

(A) Allowed.

(i) Brick.

(ii) Cement-based siding or panels.

(iii) Finished concrete masonry units such as split-faced concrete masonry units.

(iv) Tilt architectural pre-cast concrete with an applied masonry finish.

(B) Prohibited.

(i) Painted brick.

(ii) Simulated brick.

(iii) Unfinished concrete masonry units.

(3) Metal.

(A) Allowed. No more than 20 percent of a street-facing facade may be flat or corrugated metal panels. In Subdistrict 1C, no more than 50 percent of the total area of street-facing facade per street frontage may be metal panels.

(B) Prohibited.

(i) Aluminum siding.

(ii) Reflective metal panels.

(4) Plastic.

(A) Allowed. Fiberglass.

(B) Prohibited. Plastic, including plastic siding and vinyl siding.

(5) Stone.

(A) Allowed.

(i) Cast stone.

(ii) Materials that simulate natural stone.

(iii) Natural stone.

(B) Prohibited. Painted stone.

(6) Stucco.

(A) Allowed. Stucco. In Subdistricts 4A and 4B, miscellaneous foam trim sections are permissible as base material to be covered in stucco.

(B) Prohibited. Simulated stucco. In Subdistricts 4A and 4B, exterior insulated finish systems (EIFS).

(7) Tile. Terra cotta and tile are allowed.

(8) Wood.

(A) Allowed.

(i) Natural wood.

(ii) No more than 20 percent of a street-facing facade may be shake shingles or plywood.

(B) Prohibited. Flakeboard.

(i) Roofs. Roofs must comply with the following:

(1) Sloped roofs must have a pitch of 4:12 or more, and must have overhanging eaves extending no less than 12 inches past the supporting walls.

(2) Flat roofs and roofs with a pitch of less than 4:12 must have a parapet that meets the following:

(A) The parapet must be articulated or detailed as an element distinct from other building facade elements.

(B) Single-story buildings must have a parapet at least 18 inches high.

(C) Multi-story buildings must have a parapet at least 24 inches high.

(3) Except as allowed in Subdistrict 1C, mechanical equipment, skylights, and solar panels on roofs must be set back or screened so that they are not visible to a person standing at ground level on the opposite side of any adjacent right-of-way. In Subdistrict 1C, skylights and solar panels may be part of any structure regardless of visibility.”

(j) Story dimensions.

(1) A minimum 10-foot floor-to-floor dimension is required for the ground floor of single-story and multi-story residential structures. Except in Subdistricts 4A and 4B, the foundation must be two feet above grade.

(2) A minimum 12-foot floor-to-floor dimension is required for the ground floor of single-story nonresidential structures and single-story mixed-use projects.

(3) Except as provided in this subsection, a minimum 14-foot floor-to-floor dimension is required for the ground floor of multi-story nonresidential structures and multi-story mixed-use projects.

(4) In Subdistrict 4A, a minimum 10-foot floor-to-floor dimension is required for the ground floor of multi-story nonresidential structures and the nonresidential portions of multi-story mixed use projects.

(5) In Subdistrict 4B, a minimum nine-foot floor-to-floor dimension is required for the ground floor of multi-story nonresidential structures and the nonresidential portions of multi-story mixed-use projects.

(6) In Subdistricts 4A and 4B, a minimum eight-foot floor-to-floor dimension is required for any residential portion of a structure. (Ord. Nos. 25898; 27820; 28505)

SEC. 51P-714.119. ADDITIONAL PROVISIONS.

(a) Property within this district must be properly maintained in a state of good repair and neat appearance.

(b) Development and use of property within this district must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.

(c) A person shall not erect, place, or maintain a structure, berm, plant life, or any other item on a lot if the item is in a visibility triangle and between two and one-half feet and eight feet in height measured from the top of the adjacent street curb. If there is no adjacent street curb, the measurement is taken from the grade of the portion of the street adjacent to the visibility triangle. The board of adjustment shall grant a special exception to the requirements of this subsection when, in the opinion of the board of adjustment, the item will not constitute a traffic hazard. (Ord. 25898)

SEC. 51P-714.120. COMPLIANCE WITH CONDITIONS.

(a) All paved areas, permanent drives, streets, and drainage structures, if any, must be constructed in accordance with standard city specifications, and completed to the satisfaction of the director of public works and transportation.

(b) The building official shall not issue a building permit to authorize work, or a certificate of occupancy to authorize the operation of a use, in this district until there has been full compliance with this article, the Dallas Development Code, the construction codes, and all other ordinances, rules, and regulations of the city. (Ord. 25898)

Site

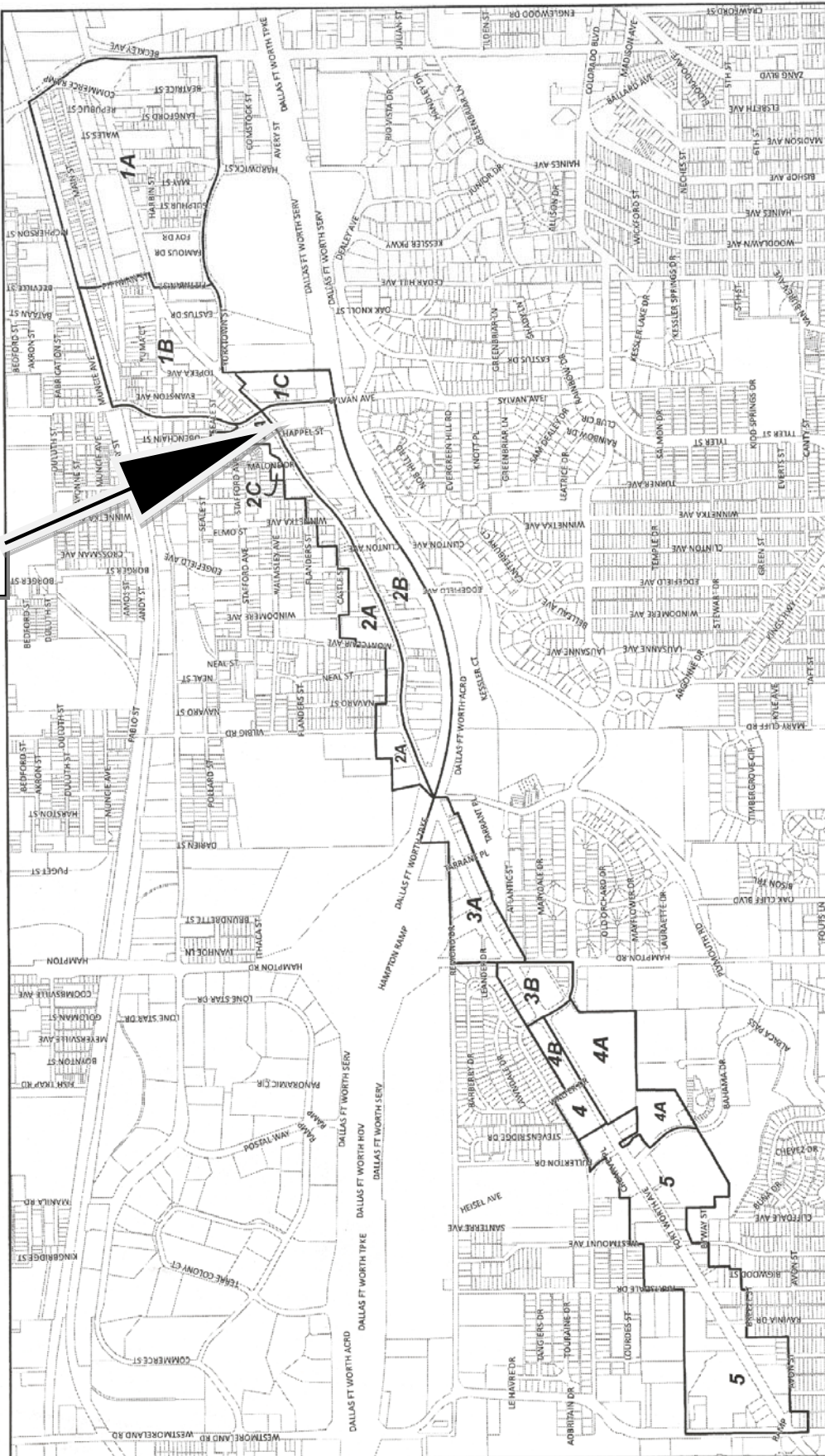


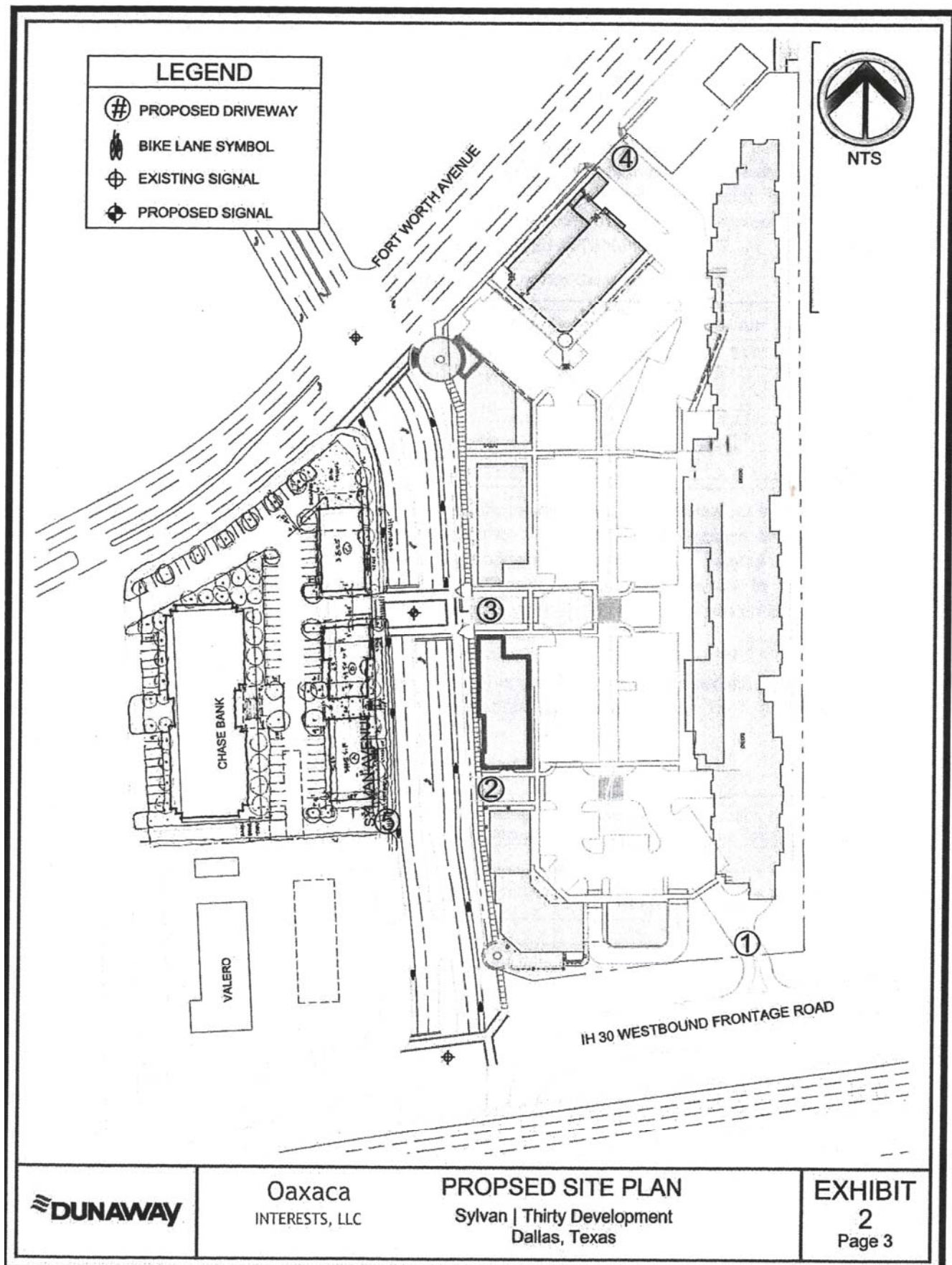
EXHIBIT 714A

PD 714 TRACT MAP (Contains 12 Tracts)
Subdistricts 1A, 1B, 1C, 2A, 2B, 2C, 3A, 3B, 4, 4A, 4B, 5

1:12,000

Revised to Parcel 11 lines

Z101-279(RB)



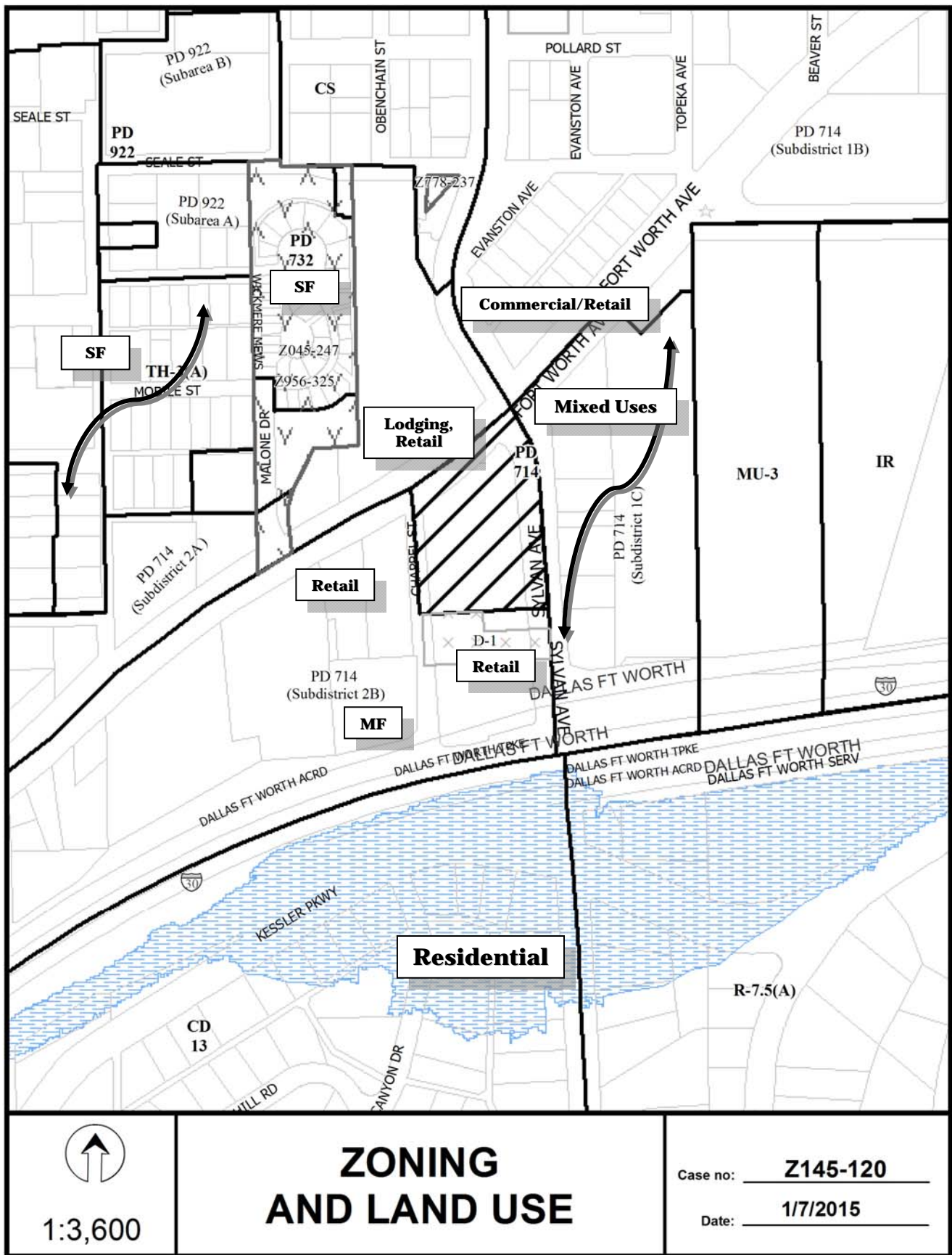


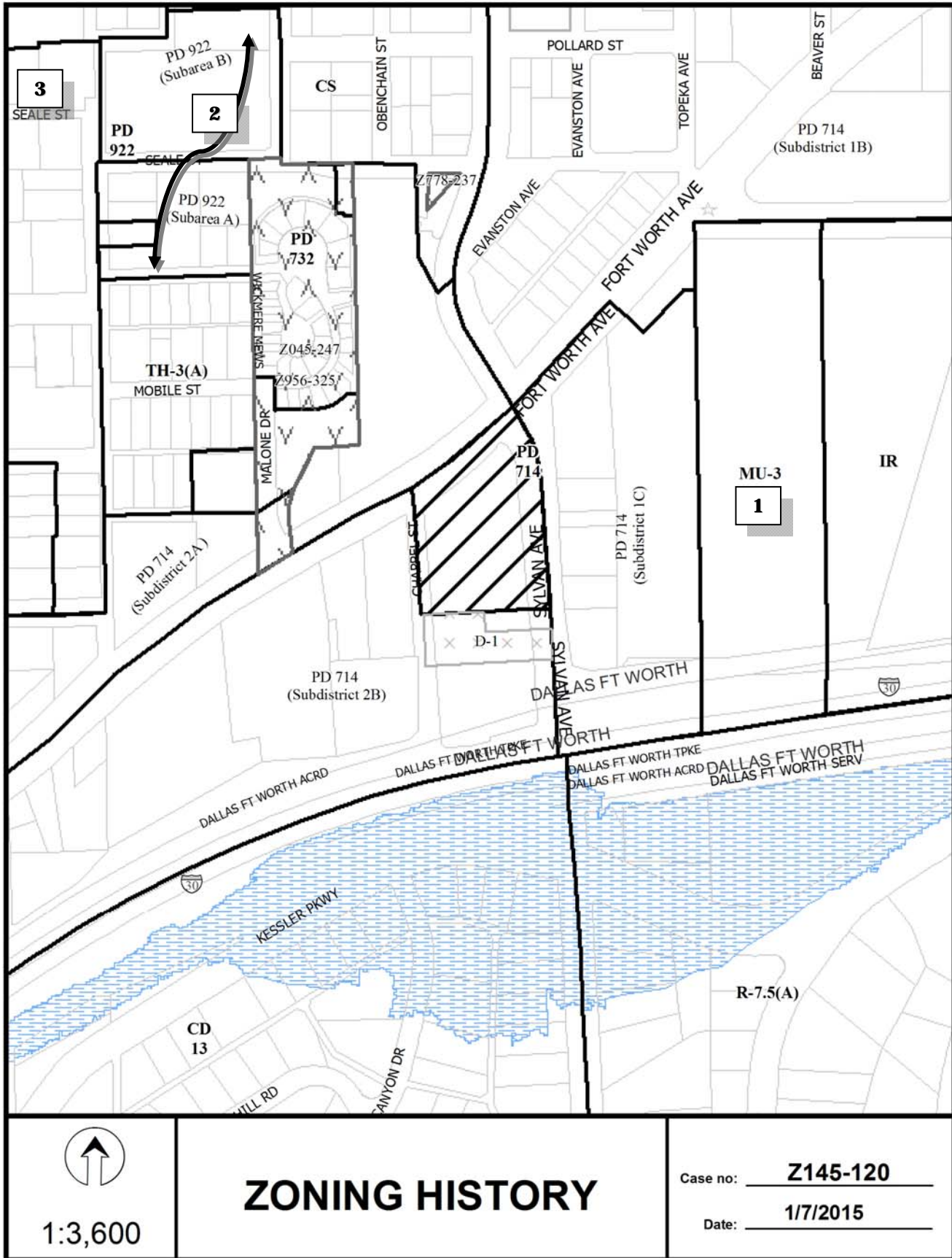
1:3,600

AERIAL MAP

Case no: Z145-120

Date: 1/7/2015





CPC RESPONSES

Z145-120(RB)



<u>41</u>	Property Owners Notified (63 parcels)
<u>1</u>	Replies in Favor (1 parcels)
<u>6</u>	Replies in Opposition (16 parcels)
<u>500'</u>	Area of Notification
<u>1/22/2015</u>	Date

Z145-120
CPC



1:2,400

01/21/2015

Reply List of Property Owners***Z145-120******41 Property Owners Notified 1 Property Owners in Favor 6 Property Owners Opposed***

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1	1881 SYLVAN AVE	SYLVAN ONE PARTNERS LP &
	2	1003 MOBILE ST	MORIN JOSE L &
	3	1010 MOBILE ST	CLAUDIO URBINA
	4	1006 MOBILE ST	CARLSON NATHAN &
X	5	1002 MOBILE ST	OPTIONS HOLDING LTD
X	6	1007 FOLSOM ST	BATMANNY LLC
	7	1030 FORT WORTH AVE	BISHOP MARY L
	8	715 FORT WORTH AVE	CUIN JOHNNY
	9	723 FORT WORTH AVE	739 FORT WORTH AVENUE LLC
	10	727 FORT WORTH AVE	739 FORT WORTH AVENUE LLC
	11	731 FORT WORTH AVE	739 FORT WORTH AVENUE LLC
	12	735 FORT WORTH AVE	739 FORT WORTH AVE LLC
	13	2020 EVANSTON AVE	JARAMILLO R & S INVES LLC
	14	1830 SYLVAN AVE	LYNXETTE EXPLORATION LLC
	15	1812 SYLVAN AVE	LYNXETTE EXPLORATION LLC
	16	660 FORT WORTH AVE	PB & J LAND PARTNERS LP
	17	1707 CHAPPEL ST	VEGA GRABRIELA
	18	1926 MALONE CLIFF VIEW	DILBECK COURT LIMITED
X	19	1926 MALONE CLIFF VIEW	DILBECK COURT LIMITED
X	20	1902 MALONE CLIFF VIEW	BELMONT VILLAS DALLAS LTD
X	21	1904 MALONE CLIFF VIEW	BELMONT VILLAS DALLAS LTD
	22	1906 MALONE CLIFF VIEW	YARBROUGH DAVID
X	23	1908 MALONE CLIFF VIEW	OPTIONS HOLDING LTD
	24	1914 MALONE CLIFF VIEW	CARPENTERSMITH CINDY
	25	1918 MALONE CLIFF VIEW	LUDWIG MARK T
	26	1930 MALONE CLIFF VIEW	LOVE GARY & CANDACE

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	27	1908 WICKMERE MEWS	WILLIAMSON MICHAEL RAY
	28	1911 MALONE CLIFF VIEW	RYAN EDWARD J III &
	29	1923 MALONE CLIFF VIEW	FORBUS GARY L & MYRA N
	30	845 FORT WORTH AVE	DILBECK COURT LIMITED
	31	1912 MALONE CLIFF VIEW	PROCHNOW STEPHEN
	32	1926 MALONE CLIFF VIEW	VILLAS AT DILBECK COURT HOMEOWNERS ASSN
	33	712 FORT WORTH AVE	LYNXETTE EXPLORATION LLC
	34	2016 EVANSTON AVE	JARAMILLO R & S INVES LLC
O	35	1021 FORT WORTH AVE	J & K INVESTMENTS LLC
	36	1004 FORT WORTH AVE	MARIA EUGENIA ENTERPRISES
	37	904 FORT WORTH AVE	REALTY INCOME PROPERTIES 19 LLC
	38	901 FORT WORTH AVE	DILBECK COURT LIMITED
	39	2001 SYLVAN AVE	DILBECK COURT LIMITED
	40	1805 SYLVAN AVE	IM & AY LLC
	41	710 FORT WORTH AVE	SLI/FWA LTD

AGENDA ITEM # 89

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 2

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 34 Q

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting a GR General Retail Subdistrict on property zoned an O-2 Office Subdistrict with a D Liquor Control Overlay within Planned Development District No. 193, the Oak Lawn Special Purpose District on the southeast line of Inwood Road, between Denton Drive and Cedar Springs Road

Recommendation of Staff and CPC: Approval

Z145-132(WE)

ACM: Ryan S. Evans**FILE NUMBER:** Z145-132(WE) **DATE FILED:** December 1, 2014**LOCATION:** Southeast line of Inwood Road, between Denton Drive and Cedar Springs Road**COUNCIL DISTRICT:** 2 **MAPSCO:** 34-Q**SIZE OF REQUEST:** Approx. 0.74 acres **CENSUS TRACT:** 4.04

APPLICANT / OWNER: Mike Harrison, Kendrick Properties II Ltd.**REPRESENTATIVE:** Santos Martinez, Masterplan**REQUEST:** An application for a GR General Retail Subdistrict on property zoned an O-2 Office Subdistrict with a D Liquor Control Overlay within Planned Development District No. 193, the Oak Lawn Special Purpose District.**SUMMARY:** The applicant proposes to rezone the O-2 Office Subdistrict to a GR General Retail Subdistrict to allow for additional retail and professional, personal service and custom craft uses. The applicant proposes to raze two-single family dwellings to develop a one-story, 6,800 square foot retail store on the 0.74 acre site.**CPC RECOMMENDATION:** Approval**STAFF RECOMMENDATION:** Approval

GUIDING CRITERIA FOR RECOMMENDATION:

Staff recommends approval based upon:

1. *Performance impacts upon surrounding property* – The zoning within the block along Inwood Road is GR General Retail and O-2 Office Subdistricts. The major difference between GR and O-2 are the permitted structure heights and yard lot and space regulations. The existing O-2 Subdistrict permits a structure height of 240 feet whereas the GR General Retail Subdistrict permits a maximum height of 120 feet. In comparison, the yard regulations for non-residential uses in the O-2 Subdistrict require a larger setback and allows for greater densities than the GR Subdistrict (see the development standards for a comparison).

In addition, the O-2 Subdistrict limits certain retail uses to the ground floor and will be used primarily by the tenants within that use, whereas the GR Subdistrict allows for additional retail uses on site.

The primarily land uses adjacent to the request site along Inwood Road consist of one-story, residential, office and retail uses (car wash). A single family development is contiguous to the southeastern property line of the request site. The scale of the proposed retail use will be compatible with the adjacent uses.

2. *Traffic impact* – The Engineering Section of the Department of Sustainable Development and Construction has determined that the street system can accommodate the additional impact if this property were rezoned.
3. *Comprehensive Plan or Area Plan Conformance* – The *forwardDallas! Comprehensive Plan* shows that the request site is located in a Campus District Building Block and is in compliance with the Comprehensive Plan.

Zoning History: There has not been any recent zoning case in the area.

COMPREHENSIVE PLAN: The *forwardDallas! Comprehensive Plan* was adopted by the City Council in June 2006. The *forwardDallas! Comprehensive Plan* outlines several goals and policies which can serve as a framework for assisting in evaluating the applicant's request. The Plan identifies the request site being in Campus Building Block. The proposed development is in compliance with the *forwardDallas! Comprehensive Plan*. The *forwardDallas! Plan* is a guide to the future development in the City of Dallas.

Campus

The Campus Building Block focuses on areas around large master-planned educational, institutional or business facilities outside the Downtown. The University of North Texas campus was the motivating factor for creating this Building Block, although other examples exist, such as the areas around the Southwestern Medical District, the Baylor University Medical Center, the Veterans Administration Hospital and Pinnacle Park.

Campus Building Blocks often act as smaller versions of a complete community and include a range of single-family and multifamily housing for students, employees and visitors. A variety of offices, shops, services and open space should exist to support the major campus employer and area residents. Over time, areas such as UNT can take on a “university town” feel as they mature. All Campus Building Block areas should have convenient transit options as an integral component. Economic development efforts should capitalize on the spin-off employment opportunities generated by the primary employers.

Area Plans:

The Oak Lawn Special Purpose District and the Oak Lawn Plan include the following objectives:

- (1) To achieve buildings more urban in form.
- (2) To promote and protect an attractive street level pedestrian environment with continuous street frontage activities in retail areas.
- (3) To encourage the placement of off-street parking underground or within buildings similar in appearance to non-parking buildings.
- (4) To promote development appropriate to the character of nearby neighborhood uses by imposing standards sensitive to scale and adjacency issues.
- (5) To use existing zoned development densities as a base from which to plan, while providing bonuses to encourage residential development in commercial areas.
- (6) To discourage variances or zoning changes which would erode the quantity or quality of single-family neighborhoods, or would fail to adhere to the standards for multiple-family neighborhoods and commercial areas.
- (7) To promote landscape/streetscape quality and appearance.

The applicant’s request for GR zoning along a principal arterial meets objectives 1, 2, 4 and 7. The proposed development will be developed to an appropriate scale that meets the character of the adjacent uses.

The remaining objectives are not applicable to the proposed development because the use does not meet the entire statement of the objectives in the Oak Lawn Special Purpose District and the Oak Lawn Plan. The proposed request is a straight zoning so therefore, objective 6 is not appropriate. The proposed zoning should not erode the quantity or quality of the adjacent single family development because the GR Subdistrict structure height is significantly lower than the O-2 Subdistrict. In addition, PDD No. 193 requires any structures over 36 feet to provide an additional setback “equal to one-half the height of the portion of the building that exceeds 36 feet in height, up to a maximum total setback of 50 feet.” The depths of the lots are approximately 122 feet deep.

The remaining objective, objective 3, is also not appropriate because the overall size of the request site will not support a development that will meet the placement of off-street parking underground or within buildings similar in appearance to non-parking buildings.

Surrounding Land Uses:

	Zoning within PDS 193	Land Use
Site	O-2	Undeveloped, Single family
Northeast	O-2, GR	Single family, retail, office
Southeast	R-7.5	Single family
Southwest	GR	Car wash, auto related use
Northwest	PDD No. 688	School

Land Use Compatibility

The land uses adjacent to the request site are developed with several retail and professional, personal service and craft uses. The property is also adjacent to a single-family subdistrict to the southeast. Even though the GR Subdistrict allows a zero side and rear yard setback, due to the residential adjacency, a minimum 10-foot buffer is required as well as any solid screening materials.

Development Standards:

DISTRICT	SETBACKS		Density	Height	Lot Coverage	Special Standards	PRIMARY Uses
	Front	Side/Rear					
O-2 Office Subdistrict	20'	10' /10'	4:1 FAR	36' sf 240' non-residential	75%		Retail, Office, Residential
GR General retail Subdistrict	10'	0' /0'	2:1 FAR	36' sf 120' all other uses	80%		Retail, Office, single family, multiple-family

Landscaping: Landscaping of any development will be in accordance with Part I of PDD No. 193.

Thoroughfares/Streets:

Thoroughfare/Street	Type	Existing ROW	Proposed ROW
Inwood Road	Principal Arterial	80 ft.	80 ft.

Traffic: The Engineering Section of the Department Sustainable Development and Construction has reviewed the request and determined that it will not have a detrimental impact on the surrounding street system.

CPC Action – January 22, 2015

Motion: It was moved to recommend **approval** of a GR General Retail Subdistrict on property zoned an O-2 Office Subdistrict with a D Liquor Control Overlay within Planned Development District No. 193, the Oak Lawn Special Purpose District on the southeast line of Inwood Road, between Denton Drive and Cedar Springs Road.

Maker: Emmons
Second: Shellene
Result: Carried: 14 to 1

For: 14 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Peadon, Murphy, Ridley, Abtahi

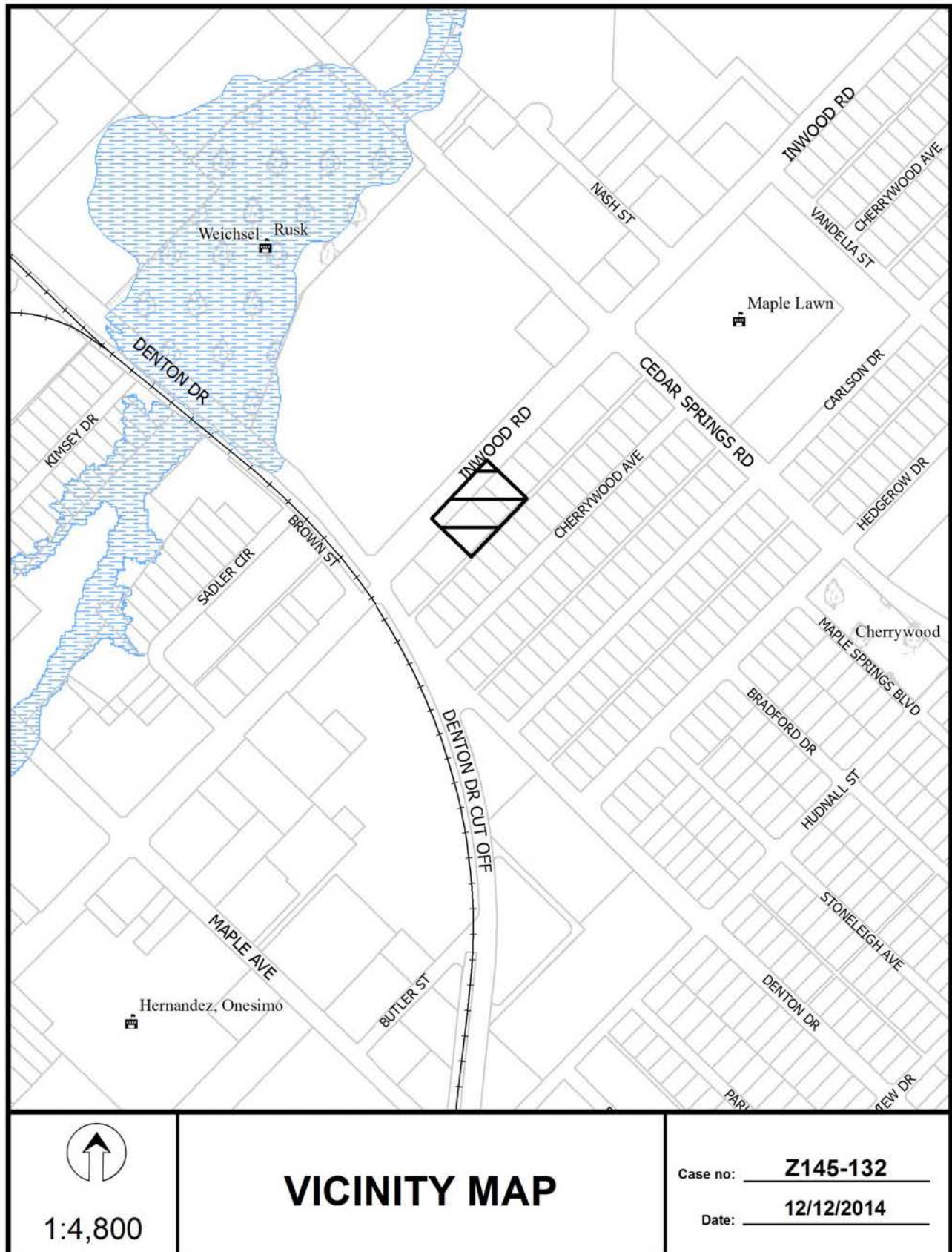
Against: 1 - Schultz
Absent: 0
Vacancy: 0

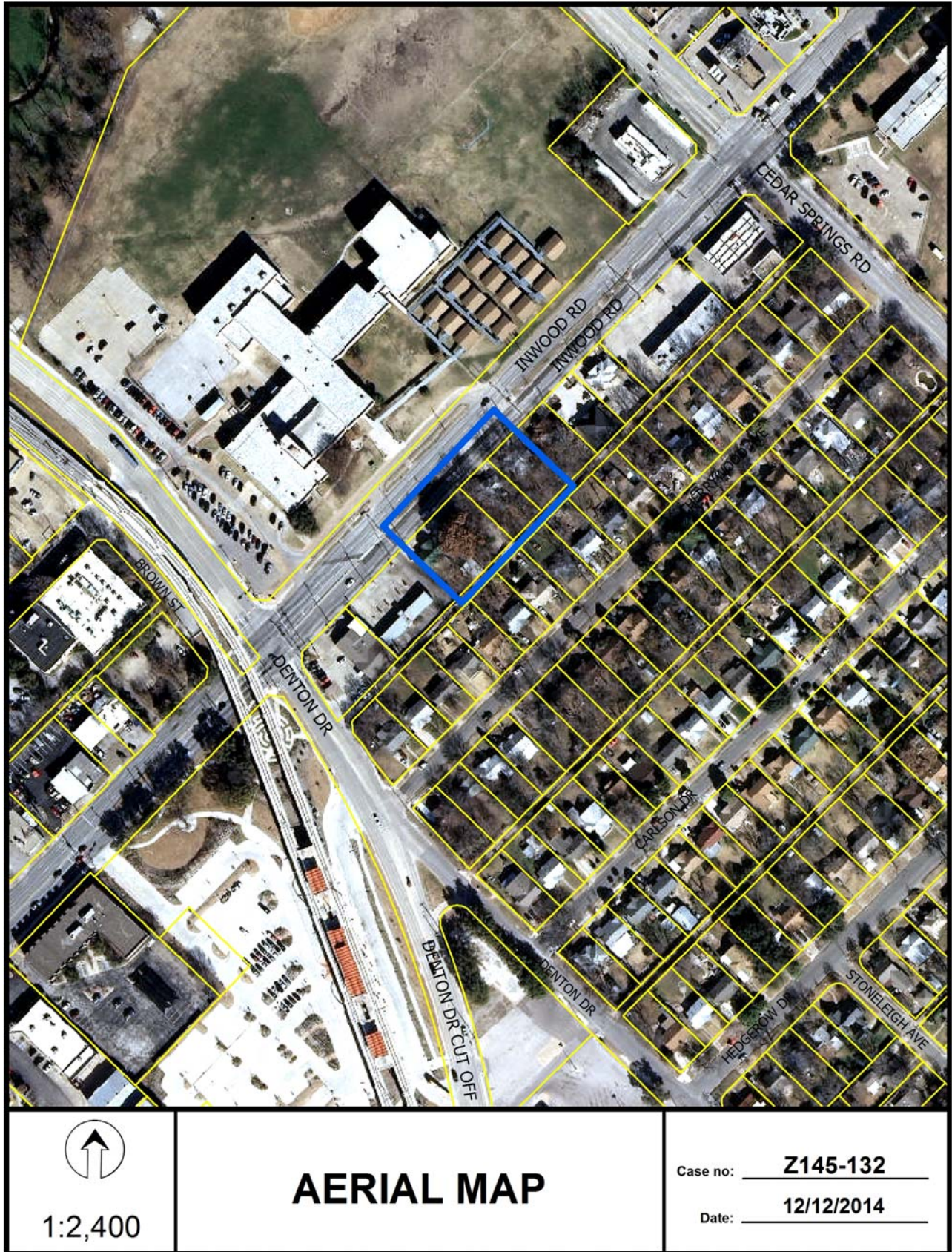
Notices:	Area: 200	Mailed: 31
Replies:	For: 0	Against: 0

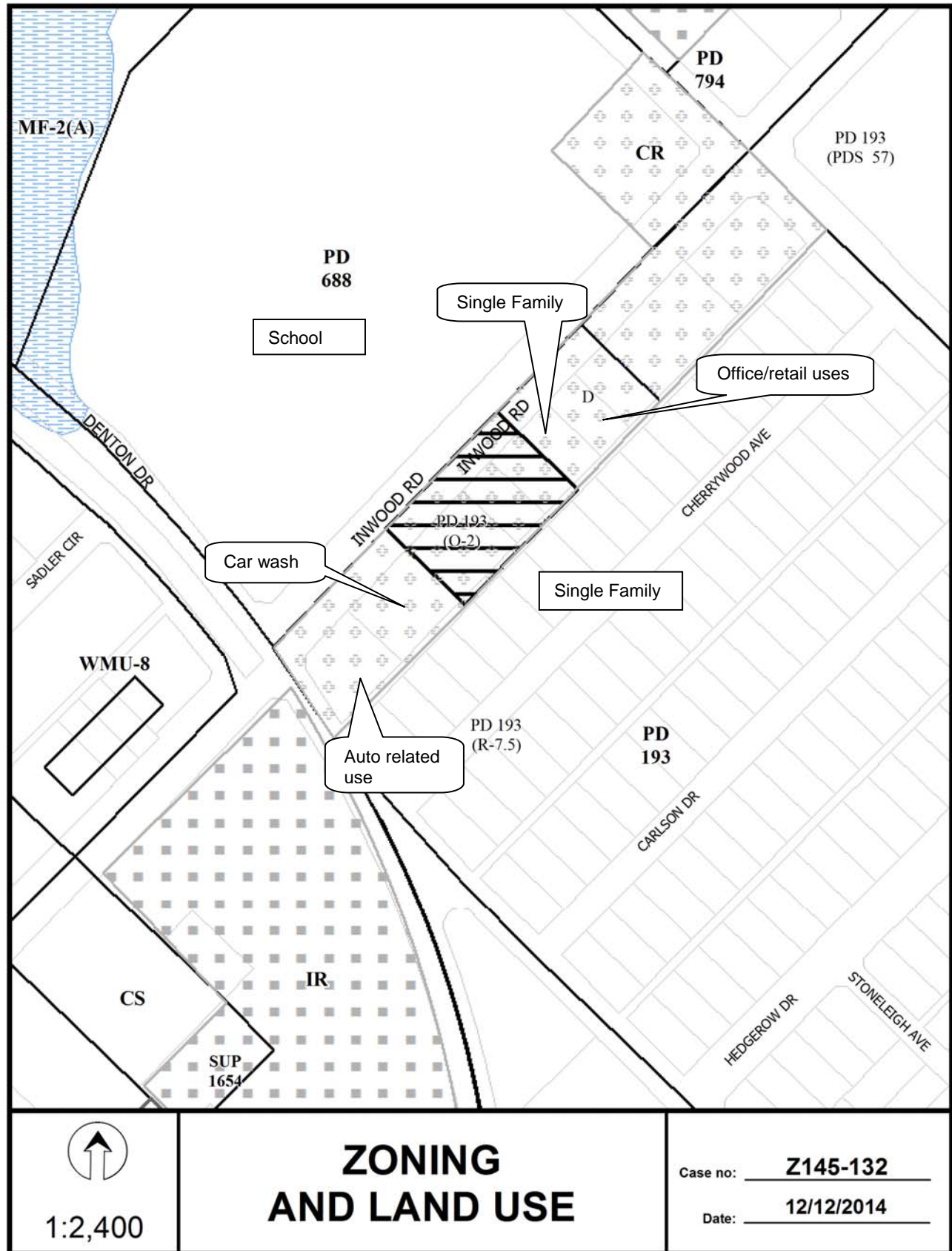
Speakers: None

LIST OF OFFICERS Kendrick Properties II, Ltd.

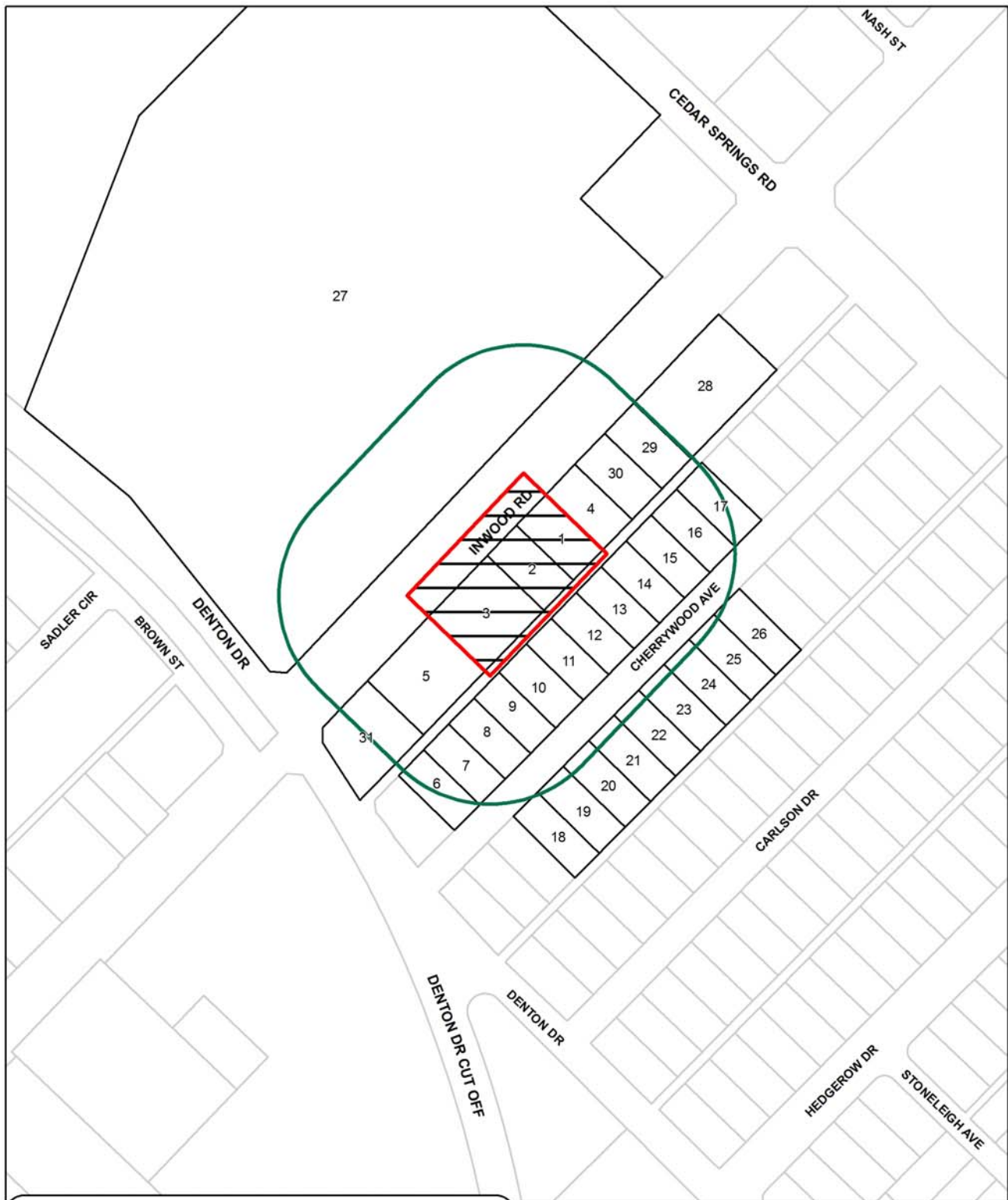
- Dorothy D. Percy President







CPC RESPONSES



<u>31</u>	Property Owners Notified (31 parcels)
<u>0</u>	Replies in Favor (0 parcels)
<u>0</u>	Replies in Opposition (0 parcels)
<u>200'</u>	Area of Notification
<u>1/22/2015</u>	Date

Z145-132
CPC



1:2,400

Notification List of Property Owners

Z145-132

31 Property Owners Notified 0 Property Owners in Favor 0 Property Owners Opposed

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1	2912 INWOOD RD	KENDRICK PROP II LTD
	2	2904 INWOOD RD	KENDRICK PPTIES II LTD
	3	2820 INWOOD RD	HARRISON MIKE
	4	2916 INWOOD RD	RAMIREZ TONY ET AL
	5	2810 INWOOD RD	KHAIRKHAH DANOUSH
	6	2809 CHERRYWOOD AVE	CLARK PATRICIA J &
	7	2815 CHERRYWOOD AVE	CLARK PATRICIA J &
	8	2819 CHERRYWOOD AVE	SANTIAGO JULIAN
	9	2823 CHERRYWOOD AVE	TORRES IVAN &
	10	2827 CHERRYWOOD AVE	ESCOBEDO JOSE ANGEL
	11	2831 CHERRYWOOD AVE	HERNANDEZ MARIA H
	12	2837 CHERRYWOOD AVE	MEYER CLARA
	13	2841 CHERRYWOOD AVE	SANCHEZ JOSE
	14	2845 CHERRYWOOD AVE	E S INTERESTS LLC
	15	2903 CHERRYWOOD AVE	ZARATE CONSUELO G
	16	2907 CHERRYWOOD AVE	PSISEL PPTIES LLC
	17	2911 CHERRYWOOD AVE	MOLINA JANET
	18	2814 CHERRYWOOD AVE	MARTINEZ JOSE S &
	19	2820 CHERRYWOOD AVE	TORRES MARIO & ANGELICA
	20	2824 CHERRYWOOD AVE	RIOS NINFA EST OF &
	21	2828 CHERRYWOOD AVE	GARZA ANGEL M
	22	2832 CHERRYWOOD AVE	SAUCEDO JOE R & CELIA E
	23	2838 CHERRYWOOD AVE	HERNANDEZ MARIA J &
	24	2842 CHERRYWOOD AVE	CAMPOS JUAN M & MARIA DC
	25	2846 CHERRYWOOD AVE	VEGA GABRIELA
	26	2902 CHERRYWOOD AVE	NICHOLS JOHAN

Z145-132(WE)

01/21/2015

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	27 2929	INWOOD RD	Dallas ISD
	28 3012	INWOOD RD	EIGHTY SEVEN HUNDRED LTD
	29 2928	INWOOD RD	RUBIO TOM IV
	30 2920	INWOOD RD	PSISEL PPTIES LLC
	31 2802	INWOOD RD	PIT PROS 1 INC

AGENDA ITEM # 90

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 5

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 48 T

SUBJECT

A public hearing to receive comments regarding an application for and an ordinance granting a D-1 Liquor Control Overlay and an ordinance granting a Specific Use Permit for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D Liquor Control Overlay on the south side of Military Parkway, between Scottsdale Drive and McNeil Street

Recommendation of Staff: Approval of a D-1 Liquor Control Overlay; and approval of a Specific Use Permit for a two-year period with eligibility for automatic renewals for additional five-year periods, subject to a site plan and conditions

Recommendation of CPC: Approval of a D-1 Liquor Control Overlay; and approval of a Specific Use Permit for a two-year period, subject to a site plan and conditions

Z145-111(OTH)

FILE NUMBER: Z145-111(OTH)

DATE FILED: October 17, 2014

LOCATION: South side of Military Parkway, between Scottsdale Drive and McNeil Street

COUNCIL DISTRICT: 5

MAPSCO: 48-T

SIZE OF REQUEST: ± 0.14 acres

CENSUS TRACT: 85.00

APPLICANT: Tewelde Teklegiorgist

REPRESENTATIVE: Pamela Craig

OWNER: Fonberg Real Estate Investments, LTD

REQUEST: An application for a D-1 Liquor Control Overlay and a Specific Use Permit for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less on property zoned a CR Community Retail District with a D Liquor Control Overlay.

SUMMARY: The applicant proposes to sale alcohol in the existing convenience store [Food Mart]. The 0.34-acre request site is currently developed with an approximately 2,550-square-foot building.

CPC RECOMMENDATION: Approval of a D-1 Liquor Control Overlay; and approval of a Specific Use Permit for a two-year period, subject to a site plan and conditions.

STAFF RECOMMENDATION: Approval of a D-1 Liquor Control Overlay; and approval of a Specific Use Permit for a two-year period with eligibility for automatic renewals for additional five-year periods, subject to a site plan and conditions.

GUIDING CRITERIA FOR STAFF RECOMMENDATION:

The following factors are listed in Chapter 51A of the Dallas Development Code to guide the determination as to whether or not an SUP shall be granted. Staff has listed its findings based upon each component below:

1. *Compatibility with surrounding uses and community facilities* – The sale alcoholic beverages in conjunction with the existing general merchandise or food store 3,500 square feet or less will not impact compatibility with the surrounding land uses.
2. *Contribution to, enhancement, or promoting the welfare of the area of request and adjacent properties* – The sale alcoholic beverages in conjunction with the existing general merchandise or food store, neither contributes to nor deters the welfare of adjacent properties.
3. *Not a detriment to the public health, safety, or general welfare* – The sale of alcoholic beverages is not anticipated to be a detriment. The existing general merchandise or food store complies with Chapter 12B (Convenience Store) requirements. The purpose of regulating convenience stores is to protect the health, safety, and welfare of the citizens of the City of Dallas by reducing the occurrence of crime, preventing the escalation of crime, and increasing the successful prosecution of crime that occurs in convenience stores in the city. In addition, conditions and time periods for the use provide opportunity for continued evaluation of the site.
4. *Conforms in all other respects to all applicable zoning regulations and standards* – Based on information depicted on the site plan, it complies with all applicable zoning regulations and standards. No variances or special exceptions are requested.

Surrounding Zoning History:

There have not been any recent zoning changes in the area within the last five years.

Thoroughfares/Streets:

Thoroughfare/Street	Type	Existing ROW
Military Parkway	Principal Arterial	100 feet

STAFF ANALYSIS:

Comprehensive Plan:

The comprehensive plan does not make a specific land use recommendation related to the request, however the *forwardDallas! Vision Illustration*, adopted June 2006, is

comprised of a series of Building Blocks that depicts general land use patterns. Building Blocks are generalized patterns without well-defined boundaries that indicate where certain types and densities of development might logically occur.

The Plan identifies the request site as being in the *Residential Neighborhood* Building Block. This Building Block represents the life-blood of Dallas, the traditional neighborhood of single-family detached homes. Single-family dwellings are the dominate land use in these areas. Some shops, restaurants or institutional land uses such as schools and religious centers that serve neighborhood residents may be located at the edges or at key intersections. Neighborhood “pocket parks” provide open space for families. These areas rely primarily on cars for access, although traffic on neighborhood streets is expected to be low. Cut-through traffic or spill over from commercial areas will be strongly discouraged. While public transit may be available, typically it involves longer walks to bus stops or the need to drive to park and-ride facilities. Newly developed neighborhoods may provide better pedestrian access to community services through shorter block lengths, narrower streets, sidewalks and greenbelts with hike and bike trails and might also provide improved access to transit service. Public investment will focus on protecting quality of life by providing amenities such as parks, trails, road improvements and strong code enforcement.

Surrounding Land Uses:

	Zoning	Land Use
Site	CR-D	Convenience Store
North	R-7.5(A), LO-1 & SUP No. 154, NO(A)	Retail, funeral home, undeveloped and residential uses.
East	R-7.5(A)	Undeveloped, Post Office
South	CR-D & D-1 R-7.5(A)	Church & undeveloped
West	CR-D & D-1	Restaurant, Auto Related Uses, church, Medical Offices & Multifamily

Land Use Compatibility:

The request site is in close proximity to a church, located on the south west side of the property. However, the site meets the 300-foot distance requirement. See attached Alcohol Measurement Survey.

The general provisions for a Specific Use Permit in Section 51A-4.219 of the Dallas Development Code specifically state: (1) The SUP provides a means for developing certain uses in a manner in which the specific use will be consistent with the character of the neighborhood; (2) Each SUP application must be evaluated as to its probable effect on the adjacent property and the community welfare and may be approved or denied as the findings indicate appropriate; (3) The city council shall not grant an SUP for a use

except upon a finding that the use will: (A) complement or be compatible with the surrounding uses and community facilities; (B) contribute to, enhance, or promote the welfare of the area of request and adjacent properties; (C) not be detrimental to the public health, safety, or general welfare; and (D) conform in all other respects to all applicable zoning regulations and standards. The regulations in this chapter have been established in accordance with a comprehensive plan for the purpose of promoting the health, safety, morals, and general welfare of the city.

Development Standards:

District	Setbacks		Density/ FAR	Height	Lot Coverage	Special Standards	Primary Uses
	Front	Side/Rear					
CR Community retail	15'	20' adjacent to residential OTHER: No Min.	0.75 FAR overall 0.5 office	54' 4 stories	60%	Proximity Slope Visual Intrusion	Retail & personal service, office

Traffic:

The Engineering Section of the Department of Sustainable Development and Construction has reviewed the requested renewal and determined that it will not impact the surrounding roadway system.

Parking:

Pursuant to the Dallas Development Code, the off-street parking requirement for a general merchandise or food store use is one (1) space per 200 square feet of floor area. Therefore, the ± 2,550-square-foot convenience store requires 13 parking spaces. Off-street and loading required parking must be provided in accordance with Division 51A-4.200 for the specific off-street parking and loading requirements for each use.

Landscaping:

No new development is proposed. Therefore, no additional landscaping is required. Any new development on the property will require landscaping per Article X of the Dallas Development Code.

CPC ACTION – January 22, 2015

Motion: It was moved to recommend **approval of** a D-1 Liquor Control Overlay and **approval** of a Specific Use Permit for the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less for a two-year period, subject to a site plan and conditions on property zoned a CR Community Retail District with a D Liquor Control Overlay on the south side of Military Parkway, between Scottsdale Drive and McNeil Street.

Maker: Lavallaisaa
Second: Anglin
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0
Absent: 0
Vacancy: 0

Notices:	Area: 200	Mailed: 17
Replies:	For: 0	Against: 0

Speakers: None

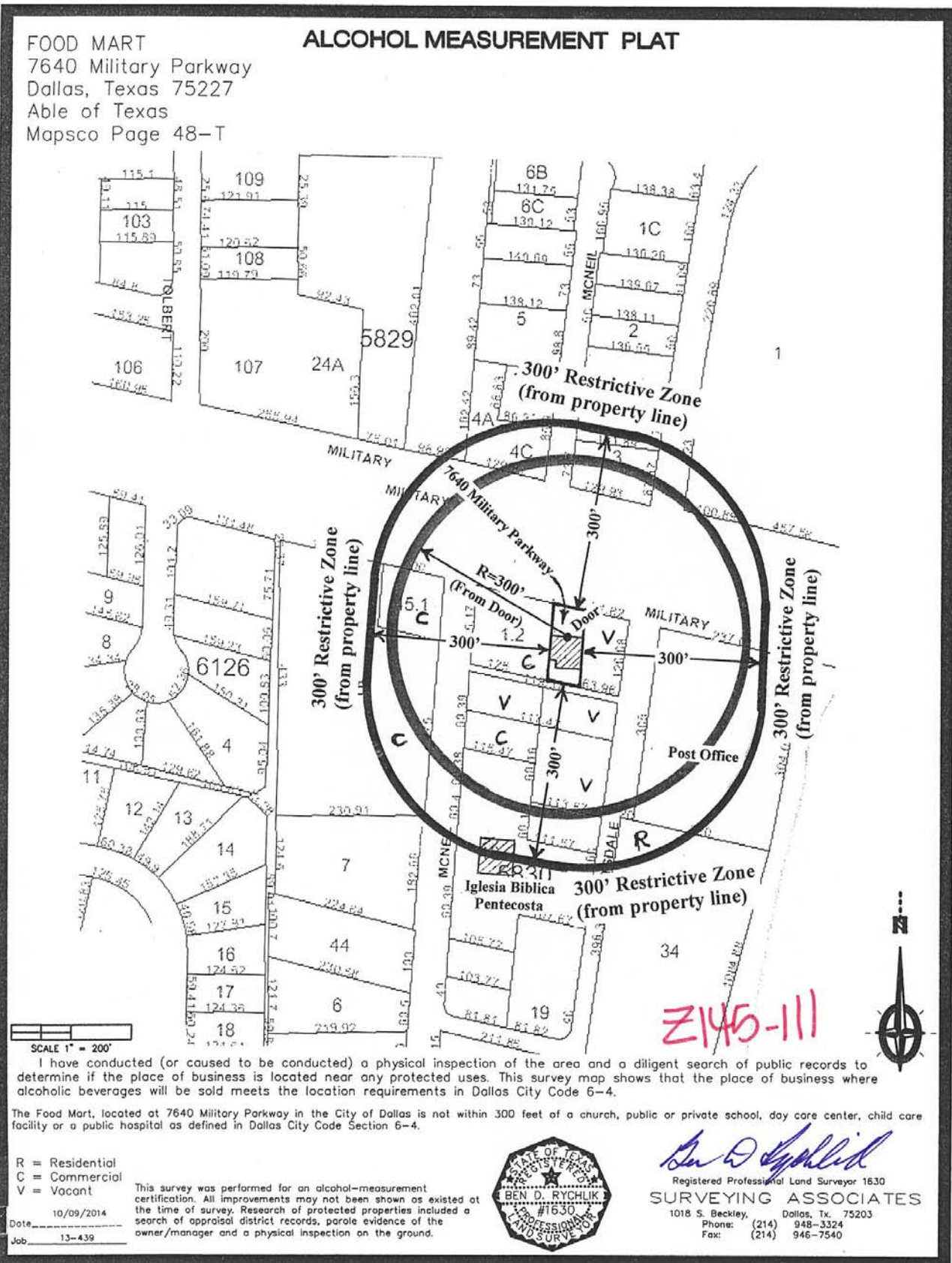
**PROPOSED CONDITIONS
Z145-111 (OTH)**

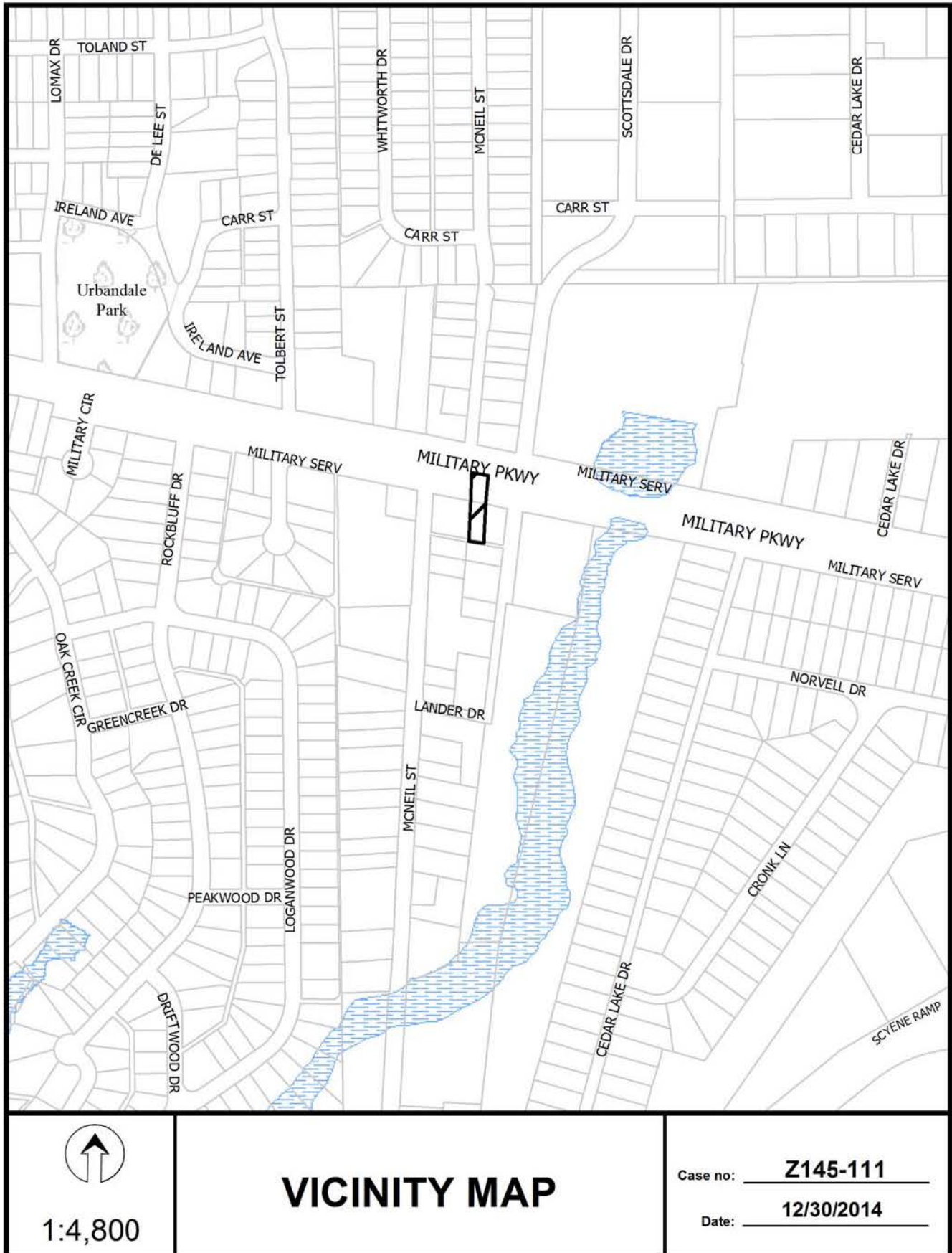
1. USE: The only use authorized by this specific use permit is the sale of alcoholic beverages in conjunction with a general merchandise or food store 3,500 square feet or less.
2. SITE PLAN: Use and development of the Property must comply with the attached site plan.
3. TIME LIMIT: This specific use permit expires on two years from the day of approval.
4. MAINTENANCE: The Property must be properly maintained in a state of good repair and neat appearance.
5. GENERAL REQUIREMENTS: Use of the Property must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the City of Dallas.

Alcohol Measurement Survey

FOOD MART
7640 Military Parkway
Dallas, Texas 75227
Able of Texas
Mapscos Page 48-T

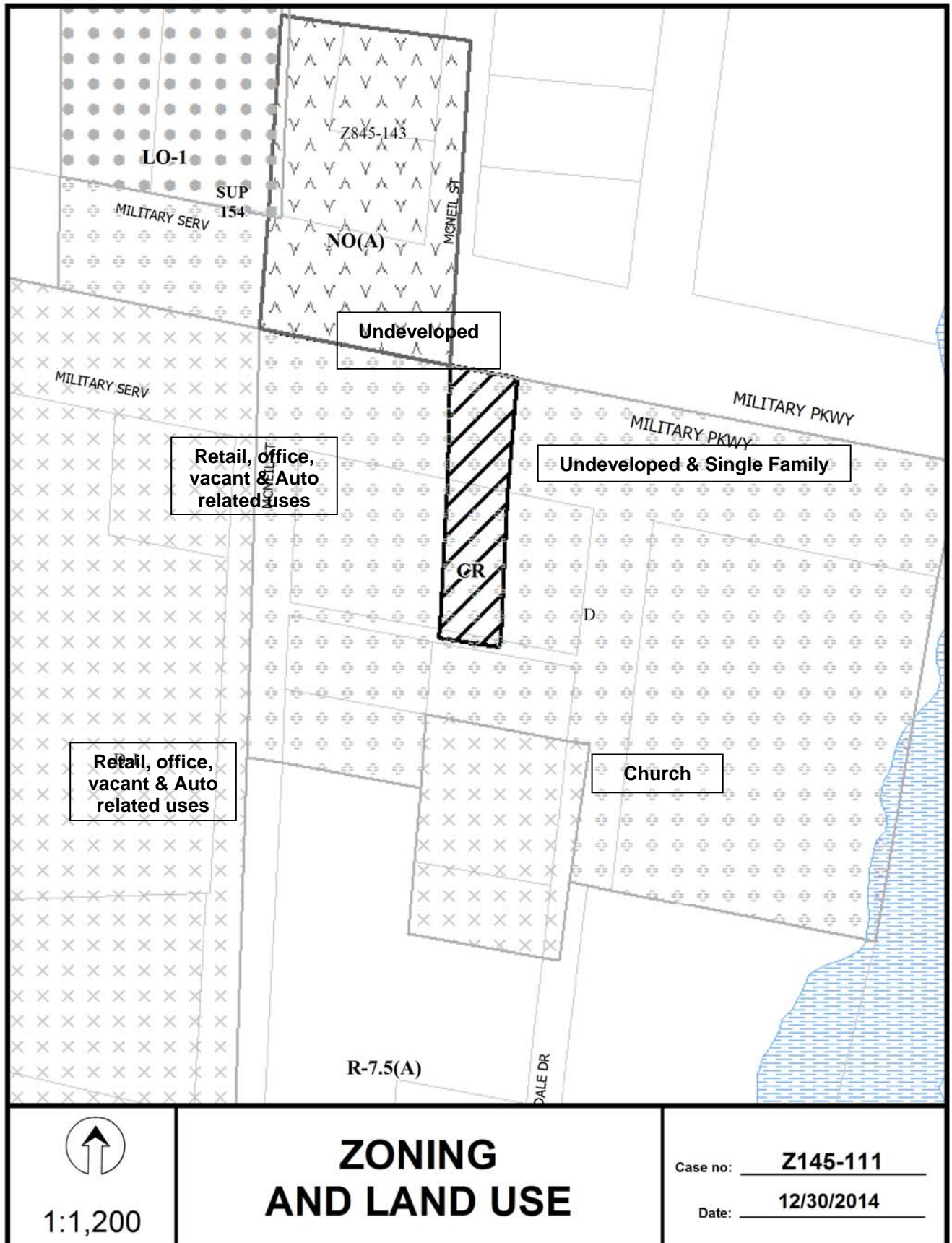
ALCOHOL MEASUREMENT PLAT





Z145-111(OTH)





CPC RESPONSES



12/30/2014

Notification List of Property Owners
Z145-111

17 Property Owners Notified

<i>Label #</i>	<i>Address</i>	<i>Owner</i>
1	7640 MILITARY PKWY	FONBERG REAL ESTATE
2	7711 MILITARY PKWY	MONTTOYA IRENE F & ANTHONY
3	3908 MCNEIL ST	CASTILLO LUIS ENRIQUE
4	3902 MCNEIL ST	CASAS MANUEL
5	7629 MILITARY PKWY	CERVANTES MARTHA
6	7639 MILITARY PKWY	GARCIA BRENDA
7	7650 MILITARY PKWY	ALPINE GLOBAL INVESTMENTS LLC
8	3808 MCNEIL ST	BARAJAS MARY CELINA
9	3809 SCOTTSDALE DR	FLORES WALFRE V
10	3802 MCNEIL ST	ROJAS ELOISA
11	3717 SCOTTSDALE DR	IGLESIA BIBLICA
12	3612 MCNEIL ST	IGLESIAS BIBLICA
13	7623 MILITARY PKWY	SUGGS TROY E FUNERAL HOME
14	7630 MILITARY PKWY	BARAJAS MARIA CELINA
15	7616 MILITARY PKWY	ARIAZ EDWARD
16	7610 MILITARY PKWY	ARC FMDLSTX001 LLC
17	7720 MILITARY PKWY	U S POSTAL SERVICE

AGENDA ITEM # 91

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 1

DEPARTMENT: Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 6-K; 6-L; 7-K; 7-L

SUBJECT

A public hearing to receive comments regarding a City Plan Commission authorized hearing to determine proper zoning on property zoned Planned Development District No. 468, the Oak Cliff Special Purpose District, with deed restrictions on a portion, Specific Use Permit No. 10 for a nursing home, Specific Use Permit No. 1032 for a utility or government installation, Specific Use Permit No. 1623 for a financial institution with a drive-in window, and Specific Use Permit No. 1679 for a financial institution with a drive-in window, H/84 Lake Cliff Historic District, H/71 Betterton House Historic District; Planned Development District No 160 with Specific Use Permit 2079 for a child-care facility; Planned Development District No 340; Planned Development District No 364; Planned Development District No 830; an R-5(A) Single Family District; an R-7.5(A) Single Family District; a TH-2(A) Townhouse District; a CH Clustered Housing District; an MF-2(A) Multifamily District; a CR Community Retail District with deed restrictions; an IR Industrial/Research District; a CS Commercial Service District with deed restrictions; an LO-1 Office District with deed restrictions; an RR Regional Retail District; an MU-1 Mixed-Use District with deed restrictions; an MU-2 Mixed-Use District; and a P(A) Parking District and an ordinance granting the zoning; the property is generally bounded by Interstate 30 to the north, the east levee of the Trinity River to the northeast, Interstate 35 to the east, Marsalis Street to the west, Eighth Street and Seventh Street to the south, Zang Boulevard to the west, Davis Street to the south, Elsbeth Street to the west, Neches Street to the south, Madison Street to the west, between blocks BLK M/3363 LOT 1& 2 to the south, between blocks BLK M/3363 TR 23-A and 24 to the south, Bishop Avenue to the west, Colorado Boulevard to the north, both sides of Beckley Avenue to the west including property facing Interstate 30 service road. Consideration will be given to appropriate zoning including use, development standards, parking, landscaping, sign, and other appropriate regulations, with retention of the H/84 Lake Cliff Historic District and H/71 Betterton House Historic District, including approval of a resolution for the termination of deed restrictions DR Z812-227 (located at the northwest corner of East 8th Street and North Marsalis Avenue), DR Z834-399 (located at the southwest corner of East 5th Street and North Crawford Street), and DR Z867-185 (property bounded by East 6th Street, North Beckley Avenue, West Neely Street and North Zang Boulevard)

SUBJECT (Continued)

Recommendation of Staff: Approval of amendments to and expansion of Planned Development District No. 468, subject to a street hierarchy plan and approval of the termination of deed restrictions Z812-227, Z834-399, and Z867-185 with retention of Historic Overlay District No. 84 Lake Cliff, Historic Overlay District No. 71 Betterton House, Specific Use Permit Nos. 10, 1032, 1623, and 1679, and existing deed restrictions Z034-301, Z801-168, Z890-182, Z923-112, Z923-183, Z945-113 and no change of zoning on: 1) a portion of Tract 1C within Planned Development District No. 160 on the east side of Elsbeth Avenue between Neely Street and 5th Street; 2) an R-5(A) Single Family District on the east side of Elsbeth Avenue between 5th Street and Neches Street; 3) a portion of Subdistrict 6 within Planned Development District No. 830 on the northeast corner of Davis Street and Elsbeth Avenue; 4) a CR Community Retail District and an MF-2(A) Multifamily District south of Davis Street between Beckley Avenue and Patton Avenue; and 5) Planned Development District No. 340

Recommendation of CPC: Approval of amendments to and expansion of Planned Development District No. 468, subject to a yard, lot, space chart; a parking chart; and a street hierarchy plan and approval of the termination of deed restrictions Z812-227, Z834-399, and Z867-185 with retention of H/84 Lake Cliff Historic District and H/71 Betterton House Historic District, Specific Use Permit Nos. 10, 1032, 1623, 1679, and deed restrictions Z034-301, Z801-168, Z890-182, Z923-112, Z923-183, Z945-113 and no change of zoning on: 1) a portion of Tract 1C within Planned Development District No. 160 on the east side of Elsbeth Avenue between Neely Street and 5th Street; 2) a portion of Subdistrict 6 within Planned Development District No. 830 on the northeast corner of Davis Street and Elsbeth Avenue; and 3) Planned Development District No. 340

Z067-203(VM)

FILE NUMBER: Z067-203(VM)**DATE INITIATED:** March 15, 2007

LOCATION: Generally bounded by Interstate 30 to the north, the east levee of the Trinity River to the northeast, Interstate 35 to the east, Marsalis Street to the west, Eighth Street and Seventh Street to the south, Zang Boulevard to the west, Davis Street to the south, Elsbeth Street to the west, Neches Street to the south, Madison Street to the west, between blocks BLK M/3363 LOT 1& 2 to the south, between blocks BLK M/3363 TR 23-A and 24 to the south, Bishop Avenue to the west, Colorado Boulevard to the north, both sides of Beckley Avenue to the west including property facing Interstate 30 service road.

COUNCIL DISTRICT: 1**MAPSCO:** 6-K, 6-L, 7-K, 7-L**SIZE OF REQUEST:** ± 850 acres **CENSUS TRACTS:** 20.00, 42.01, 47.44, 48.00

REQUEST: A City Plan Commission authorized hearing to determine proper zoning on property zoned Planned Development District No. 468, the Oak Cliff Special Purpose District, with deed restrictions on a portion, Specific Use Permit No. 10 for a nursing home, Specific Use Permit No. 1032 for a utility or government installation, Specific Use Permit No. 1623 for a financial institution with a drive-in window, Specific Use Permit No. 1679 for a financial institution with a drive-in window, H/84 Lake Cliff Historic District, and H/71 Betterton House Historic District; Planned Development District No. 160 with Specific Use Permit No. 2079 for a child-care facility; Planned Development District No. 340; Planned Development District No. 364; Planned Development District No. 830; an R-5(A) Single Family District; an R-7.5(A) Single Family District; a TH-2(A) Townhouse District; a CH Clustered Housing District; an MF-2(A) Multifamily District; a CR Community Retail District with deed restrictions; an IR Industrial Research District; a CS Commercial Service District with deed restriction; an LO-1 Office District with deed restrictions; an RR Regional Retail District; an MU-1 Mixed-Use District with deed restrictions; an MU-2 Mixed-Use District; and a P(A) Parking District. Consideration will be given to appropriate zoning including use, development standards, parking, landscaping, sign, and other appropriate regulations, with retention of the H/84 Lake Cliff Historic District and H/71 Betterton House Historic District, including the termination of deed restrictions DR Z812-227, DR Z834-399, and DR Z867-185.

SUMMARY: A Form-Based Code District is being proposed to foster the creation of a regional mixed use center, with moderate to high density residential and non-residential uses developed in a pedestrian-, bicycle- and transit-friendly format, supported by an enhanced network of streets and open spaces.

CPC RECOMMENDATION: Approval of amendments to and expansion of Planned Development District No. 468, subject to a yard, lot, space chart; a parking chart; and a street hierarchy plan and approval of the termination of deed restrictions Z812-227, Z834-399, and Z867-185 with retention of H/84 Lake Cliff Historic District and H/71 Betterton House Historic District, Specific Use Permit Nos. 10, 1032, 1623, 1679, and deed restrictions Z034-301, Z801-168, Z890-182, Z923-112, Z923-183, Z945-113 and no change of zoning on: 1) a portion of Tract 1C within Planned Development District No. 160 on the east side of Elsbeth Avenue between Neely Street and 5th Street; 2) a portion of Subdistrict 6 within Planned Development District No. 830 on the northeast corner of Davis Street and Elsbeth Avenue; and 3) Planned Development District No. 340

STAFF RECOMMENDATION: Approval of amendments to and expansion of Planned Development District No. 468, subject to a street hierarchy plan and approval of the termination

Z067-203 (VM)

of deed restrictions Z812-227, Z834-399, and Z867-185 with retention of Historic Overlay District No. 84 Lake Cliff, Historic Overlay District No. 71 Betterton House, Specific Use Permit Nos. 10, 1032, 1623, and 1679, and existing deed restrictions Z034-301, Z801-168, Z890-182, Z923-112, Z923-183, Z945-113 and **no change** of zoning on: 1) a portion of Tract 1C within Planned Development District No. 160 on the east side of Elsbeth Avenue between Neely Street and 5th Street; 2) an R-5(A) Single Family District on the east side of Elsbeth Avenue between 5th Street and Neches Street; 3) a portion of Subdistrict 6 within Planned Development District No. 830 on the northeast corner of Davis Street and Elsbeth Avenue; 4) a CR Community Retail District and an MF-2(A) Multifamily District south of Davis Street between Beckley Avenue and Patton Avenue; and 5) Planned Development District No. 340.

BACKGROUND INFORMATION:

In 2005, as part of the implementation process for the Trinity River Corridor Comprehensive Land Use Plan, the City Plan Commission created an ad hoc committee to work with the community to develop zoning recommendations. The Oak Cliff Gateway Land Use Opportunity Plan (The 2005 Plan) called for continued residential development along the Lancaster and Ewing corridors, with the focus of mixed use development located along the river's edge.

In 2007, City Plan Commission authorized a hearing to evaluate existing zoning regulations with respect to The 2005 Plan to determine what zoning changes were necessary to facilitate the type of development desired. Given that much of the existing zoning in the Oak Cliff Gateway area complied with The 2005 Plan, staff's initial recommendation regarding the zoning change was to only change a small portion of the area evaluated.

In September, October, and November of 2008, the ad hoc committee hosted a series of meetings to discuss this proposed zoning change. Input from that series of meetings revealed a strong community sentiment to revise The 2005 Plan, looked at the entire Oak Cliff Gateway area to place a greater focus on mixed-use development and encourage a more walkable district.

In 2008, the City also established a Neighborhood Investment Program (NIP) target area for the Marsalis corridor which overlaps a portion of the Oak Cliff Gateway. Since the NIP is an effective tool to address a number of the planning issues that the community raised during the community meetings in the fall of 2008, staff from the Trinity River Corridor Project worked with the Housing Department to incorporate the new NIP area into the Oak Cliff Gateway planning process. The result was an expanded study area which included the area within the boundaries of the authorized hearing and the Marsalis NIP area.

In January and February of 2009, community meetings focused on seeking input to clearly define the vision for the neighborhood with the goal of outlining necessary amendments to The 2005 Plan. The outcome of the meetings showed the goals of the community and of Trinity River Corridor Comprehensive Land Use Plan were not consistent for land use and density patterns in the area. At the conclusion of the series of planning meetings in Feb 2009, groups of stakeholders requested that additional areas be included in the plan (Attachment A). After testimony from the April 21, 2009 meeting, the CPC Trinity River Committee recommended including two of the three areas highlighted on Attachment A in the planning study. Stakeholders advocating for the areas' inclusion, felt the existing study area boundaries arbitrarily divided the neighborhood and left a gap between the area and other ongoing planning studies. Testimony given at the CPC Trinity River Committee meeting voiced concerns over adding property into the study area at the end of the process, without detailed input into the plan recommendations for that area. The Trinity River Committee recommended including all of the areas in the study (Attachment B) and directed staff to initiate a process to notify property owners and get community input on the long range vision for the additional area.

On May 27, 2009, City Council authorized an amendment to **forwardDallas!** and the Trinity River Corridor Comprehensive Land Use Plan to incorporate revisions to the Oak Cliff Gateway Land Use Opportunity Plan for the area shown in Attachment B.

The City Plan Commission (CPC) Trinity River Committee continued to host public meetings in July 2009 to gain further public input on plan revisions for the expanded boundaries of the planning study. On September 24, 2009, the Committee made a recommendation to the CPC regarding proposed amendments to The 2005 Plan (Attachment C). The newly proposed plan consists of two components outlining future land use designations and an urban design framework that identifies important corridors in the area and features, such as views and desired access points to the Trinity River Park.

On November 5, 2009, the City Plan Commission recommended approval of the Committee's recommendation with the following changes, as shown in Attachment C:

- Revise the future land use designations to include:
 - A larger area of high-density mixed use along I-30 west of Beckley and along the eastern portion of Greenbriar Lane;
 - Neighborhood Infill for properties along Ballard at the northwest corner of Ballard and Madison, as well as along the eastern side of the block between Madison and El Dorado;
 - Limiting the future land use designation to only office and townhouse uses for property near the southwest corner of Zang and Beckley; and
 - Remove the western block face of Zang south of Fifth Street from the plan.

In 2010-2012, a Steering Committee was formed, appointed by previous Council members, and prepared a draft zoning ordinance for the area.

On August 8, 2013, the CPC expanded the area of the authorized hearing to include four areas, as shown in attachment D. On September 12, 2013, City Plan Commission expanded the area within the authorized hearing to clarify the inclusion of a small area southwest of the intersection of Colorado and Zang, as shown in attachment E.

Staff used the Steering Committee draft ordinance and The 2005 Plan as a base for the initial proposed amendments. Through a community meeting held on February 4, 2014 at Hitt Auditorium, and numerous special interest and neighborhood meetings, staff revised the proposed ordinance and zoning map.

On September 30, 2014, CPC held a work session to hear from local stakeholder groups regarding the proposed amendments. CPC incorporated many of the recommendations from local stakeholders into the approved CPC ordinance.

At the October 23, 2014 City Plan Commission meeting, the Commissioners asked to have a list of proposed recommendations from Commissioner Anglin be submitted prior to

a motion being made on November 20, 2014. The proposed recommendations were sent to the City Plan Commission, the public, and posted on the City webpage.

On January 8, 2015 CPC approved the termination of three deed restrictions within the boundaries of the Oak Cliff Gateway which are in conflict with the development types and uses allowed by the proposed zoning on that property. Removal of the three deed restrictions DR Z812-227, DR Z834-399, and DR Z867-185 would allow for future development and improvement to the property in accordance with the proposed zoning. The existing regulations for DR Z812-227 located at the northwest corner of East 8th Street and North Marsalis Avenue, requires a six foot screening fence on the north and west boundaries, which conflicts with WMU-5-SH Walkable Urban Mixed Use-5 District with Shopfront Overlay regulations that require shopfront building face along the west side of the property, and would not allow for the 6 foot screening wall required by the deed restrictions. DR Z834-399, located at the southwest corner of East 5th Street and North Crawford Street, limit uses to MF-2 Multiple Family District uses and art studio. The proposed form based zoning is an RTN Residential Transition district would limit uses to single family, civic, and open space uses. DR Z867-185, property bounded by East 6th Street, North Beckley Avenue, West Neely Street and North Zang Boulevard, limit uses and yard, lot, space regulations to NO(A) Neighborhood Office District and limited drug store. The proposed form based zoning of an WMU-5 Walkable Mixed Use-5 District would not allow Neighborhood Office District uses and would be in conflict with yard, lot, space regulations.

Zoning History:

The principal zoning cases over the past five-year period are summarized below:

#	CASE #	DATE	DISPOSITION
1	Z134-135	12/23/2013	SUP for Child Care Facility
2	Z123-372	11/7/2013	Create new Subdistrict A-4 to permit "alcohol beverage manufacturing" and "microbrewery, microdistillery or winery"
3	Z123-306	8/29/2013	Create new Subdistrict A-3 to permit multifamily housing
4	Z123-101	11/13/2012	Create new Subdistrict A-2
5	Z101-280	7/27/2011	Zoning change from MU-1 Mixed-use District to RR Regional Retail District
6	Z101-233	12/15/2011	SUP for new alcohol sales
7	Z090-183	5/11/2010	SUP for government installation other than listed
8	BDA123-037	5/21/2013	Variance to side yard setback (approved)
9	BDA112-104	9/19/2012	Variance to front yard setback (approved)
10	BDA101-126	11/15/2011	Special exception for landscape (approved) and parking variance (denied).

Thoroughfares/Streets:

Thoroughfare / Street	Limits	Type	Current Cross Section	Current Thoroughfare Plan Designation
Beckley Avenue	IH-30 to Zang	Minor Arterial	6-lanes divided	M-6D(A)
	Zang to IH-35E			S-4-U
Zang Boulevard	Houston Viaduct to Clarendon	Minor Arterial	6-lanes divided	M-6-D(A)
Colorado Boulevard	Zang to IH-35E	Community Collector	4-lanes undivided	S-4-U
	Bishop to Zang			S-4-D
	Sylvan to Bishop			M-4-U
Jefferson Boulevard	Colorado to Jefferson Viaduct	Minor Arterial	5-lanes divided	S-4-U
	Fleming to Colorado			SPCL 5D 90' ROW
	Zang to Fleming			Existing
Marsalis Avenue	Jefferson / Houston Viaduct to Jefferson	Minor Arterial/ Community Collector	4-lanes undivided	S-4-U
	Jefferson to IH-35E			S-4-U
Davis Street/ 8 th Street	8 th Street: Patton to IH-35E	Minor Arterial	4-lanes undivided	S-4-U
	Davis: Hampton to Patton			Study (Not Defined)

STAFF ANALYSIS:**Comprehensive Plan:**

This zoning request is consistent with the ***forwardDallas!*** Comprehensive Plan adopted June 2006. The Comprehensive Plan's ***Vision Illustration*** depicts the request area as within Walkable Urban Mixed-Use, Walkable Urban Residential, and Residential Transition.

This proposal is consistent with the goals and policies of the Comprehensive Plan. Specifically:

LAND USE ELEMENT

GOAL 1.2 Promote desired development.

GOAL 1.3 Provide equitable opportunities for Dallas residents.

GOAL 1.4 Coordinate planning activities to balance transportation, land use, infrastructure and the environment.

ECONOMIC ELEMENT

GOAL 2.1 Promote balanced growth.

GOAL 2.2 Engage in strategic economic development.

GOAL 2.5 Foster a city of great neighborhoods.

TRANSPORTATION ELEMENT

GOAL 4.1 Provide a fundamental land use/ transportation linkage.

URBAN DESIGN ELEMENT

GOAL 5.1 Promote a sense of place, safety and walkability.

GOAL 5.2 Strengthen community and neighborhood identity.

GOAL 5.3 Establishing walk-to convenience.

ENVIRONMENTAL ELEMENT

GOAL 6.5 Provide access to parks, open spaces and recreational opportunities.

NEIGHBORHOOD ELEMENT

GOAL 7.1 Promote vibrant and viable neighborhoods.

Land Use Compatibility:

The Oak Cliff Gateway is predominately single-family and low density multifamily dwelling units, with an historic district in the center of the study area. The western boundary of the study area shares a boundary with Methodist Hospital. The internal streets within the study area support mostly single and multifamily living units. The Jefferson, Davis, Marsalis (southern portion), and Zang (northern portion) corridors support commercial and retail uses.

The Oak Cliff Gateway Area is located at the confluence of two major transportation corridors, Interstate 30 and Interstate 35, and abuts the Trinity River corridor. The study area supports a stable residential community that is showing growth and infill of commercial and retail development, as well as, higher density multifamily dwelling units.

The Oak Cliff Gateway Area is envisioned as a regional town center of Southwest Dallas, characterized by an economically vibrant and environmentally sustainable mix of moderate to high density residential and non-residential land uses, supported by an enhanced system of streets and open spaces. The goals of this special purpose district are as follows:

- 1) Encourage development that creates a diverse mix of compatible land uses designed to support a pedestrian, bicycle and transit friendly environment, reduce the dominance of visible parking, and reduce environmental impacts.

- 2) Create a network of well-maintained, publicly-accessible open spaces with a range of sizes and functions, designed to enhance the quality of life for the growing resident population and workforce.
- 3) Create a network of connected streets and pathways designed to enhance the multi-modal accessibility while reducing automobile-dependence through improvements that support pedestrian, bicycle, and transit circulation.

Key Zoning Features and Changes

Existing Zoning

According to the Oak Cliff Gateway Area Plan, much of the existing zoning supports a mix of both residential and non-residential uses, but does limit long-term, higher-density mixed-use development goals of the area. While the Historic residential district, multifamily dwellings, and schools are stable, properties along the major transportation corridors have portions undeveloped or declining.

There is a variety of traditional zoning, Planned Developments, Deed Restrictions, and SUPs throughout the study area.

DISTRICT	SETBACKS		Density	Height	Lot Coverage	Special Standards	PRIMARY Uses
	Front	Side/Rear					
R-5(A) Residential	20'	5' for SF, 10' for accessory	no max	30' No max stories	45% residential , 25% non-residential		Residential, low density
R-7.5 (A) Residential	25'	5' for SF, 10' for accessory	no max	30' No max stories	45% residential , 25% non-residential		Residential, low density
MF-2(A) Multifamily	15'	0' for SF, 5' for duplex, 10' for other	no max	36' No max stories	60% residential , 50% non residential		Medium density residential
TH-2(A) Townhouse	No min	0' for SF, 5' for duplex, 10' for other	9 units / AC	36' No max stories	60% residential , 25% non-residential		Medium density residential
CH Clustered Housing	15' when facing street, none for other	10' for all districts except TH	18 units / AC	36' No max stories	60%	Residential Proximity Slope	High-density residential
CR Community retail	15'	20' adjacent to residential OTHER: No Min.	0.75 FAR overall 0.5 office	54' 4 stories	60%	Residential Proximity Slope Visual Intrusion	Retail & personal service, office
IR Industrial/ research	15'	30' when adjacent to residential ; 0' in	no max	200'	80%	Residential Proximity Slope	Research development, light industrial, office, commercial

DISTRICT	SETBACKS		Density	Height	Lot Coverage	Special Standards	PRIMARY Uses
	Front	Side/Rear					
		other cases					
CS Commercial Service	15' when adj to expressway or freeway; 0' all others	Abutting: Residential district - 20', all other - 0'	N/A	45' 3 stories	80%	Residential Proximity Slope	Commercial and business
LO-1 Limited Office	15" w/ additional 10' if over 45' in height	20' when adjacent to residential; 0' in other cases; additional 1' for every 2' in height over 45' up to 30' setback	no max	70' 5 stories	80%	Residential Proximity Slope U-form setback	Neighborhood office, limited uses
RR Regional Retail	15" w/ additional 10' if over 45' in height	20' when adjacent to residential; 0' in other cases	no max	70' 5 stories	80%	Residential Proximity Slope U-form setback	Regional retail, personal services, office uses
MU-1 Mixed use-1	15'	20' adjacent to residential OTHER: No Min.	0.8 FAR base 1.0 FAR maximum + bonus for residential	90' 7 stories 120' 9 stories with retail	80%	Residential Proximity Slope U-form setback Tower spacing Visual Intrusion	Office, retail & personal service, lodging, residential
MU-2 Mixed use-2	15'	20' adjacent to residential OTHER: No Min.	1.6 FAR base 2.0 FAR maximum + bonus for residential	135' 10 stories 180' 14 stories with retail	80%	Residential Proximity Slope U-form setback Tower spacing Visual Intrusion	Office, retail & personal service, lodging, residential
P(A) Parking							Surface parking

The following chart summarizes the existing five planned development districts within the proposed rezoning:

PD #	Permitted uses	F.A.R.	Height	Other
PD 160 – Tract 1C	Recreation, institutional, single family, utility	No max	30'	
PD 160 – Tract 2B	Recreation, single family, multifamily, institutional, utility	No max	30'	Nonresidential hours: 6:30am-10pm
PD 340 – Tract 1	Uses limited to: dry cleaning, financial with & w/o window, general merchandise, medical clinic. MF, office, personal services, restaurant with & w/o drive through	51A requirements by use	45'	Development plan, restricted hours, no outside loud speakers except for drive-in/drive-through
PD 340 – Tract 2	Limited to convalescent/nursing home/hospice/related uses; hotel or motel; medical clinic; office; retail	51A requirements by use	36'	Development plan
PD 364 – Tract 1	Dairy, Dairy vehicle parking, outside storage (w/ screening), outside storage (w/o screening)-limited; warehouse; MU-3 allowed uses	51A requirements by use	270'	Development plan, landscape restrictions; signs – business zoning
PD 364 – Tract 2	Dairy, Dairy vehicle parking, outside storage (w/ screening), outside storage (w/o screening)-limited; warehouse; MU-3 allowed uses	51A requirements by use	135'	Development plan, landscape restrictions; signs – non-business zoning
PD 364 – Tract 3	Dairy vehicle parking, surface parking	51A requirements by use	0'	Development plan, landscape restrictions; signs – non-business zoning
PD 468 - Sub A	Industrial	3:1	110' (W of Plowman) 270' (E of Plowman)	
PD 468 – Sub A1	Residential	3:1	50'	
PD 468 – Sub A2	Residential, high density	No max	78'	Urban design guidelines; conceptual plan
PD 468 – Sub B	Commercial zoning	1.5:1	South of Colorado - 54', north of Colorado - 95'	Urban design guidelines for properties facing Jefferson between Trinity River and 8 th ; development plan
PD 468 – Sub C	Residential, low density	No max	36'	
PD 468 – Sub C1	Commercial services	No max	36'	

PD 468 – Sub D & D2	Mixed-use	1.6, except office - 3.0; Tract 1 - 30000 sf non residential & 300,000 sf residential; Tract 3 - 10500 must be within setbacks	east of Plowman - 270', west of Plowman 135'	Urban design guidelines; development plan
PD 468 – Sub D1	Residential, high density	1.6, except office - 3.0; Tract 1 - 30000 sf non residential & 400,000 sf residential, must be within setbacks; Tract 3 - 10500 must be within setbacks	Tract 1 - 156' Tract 2 - 153' Tract 3 - 35'	Development Tract 1 & 3, conceptual Tract 2; Live/work allowed; urban design guidelines; streetscape
PD 468 – Sub E	Hospital District - Limited variety	1.5:1	115'	Urban design guidelines
PD 830 – Sub 6	Mixed-use	No max	75'	

Proposed Zoning

Proposed subdistricts

CPC proposed Planned Development District is comprised of eight subdistricts that will use the Walkable Urban Mixed Use (WMU), Walkable Residential (WR), and Residential Transition (RTN) districts described in Article XIII, 'Form Districts'. There will be a variety of residential and commercial/retail densities allowed, with higher densities being permitted the LBJ corridor, Trinity River Corridor, and medium densities along Zang, Colorado, and Beckley. The subdistricts will allow for adequate transitioning of densities while also providing for open space.

Single family use is allowed in all form-based districts, but single family structures are only allowed in the RTN district, making 115 single family structures non-conforming with the proposed zoning changes.

Lake Cliff Historic District

CPC recommends changing the Lake Cliff Residential and Founders Park area (subdistricts C & D) to RTN, WR-3, and WMU-5 districts. Staff proposes no change for the Lake Cliff Residential and Founders Park area (subdistricts C & D), to prevent conflicts with the historic overlay. The current base zoning for the area, PD No. 468, subdistricts C & D, restricts uses to some community service and residential. The historic overlay only allows for new construction in the rear of the property, and all renovation must compliment existing structures.

Building Types / Uses and Heights

In general, all properties in the proposed zoning area will receive an increase in development rights, relative to uses and heights. The Article XIII form based zoning districts allowed in each subdistrict specify the types of building form and uses allowed. CPC recommendation approved a revised chart for development type / uses that reduces street frontage percentage to 50%, and removed minimum building height. The chart below summarizes staff recommendation for development type / uses and heights in the proposed subdistricts.

Designation	Development Type / Use	Stories Min/Max	Max Height *
RTN	Townhouse, Manor House, Single-family House, Civic Building, Open Space-lot	1 / 2.5	35
WR-3	Apartment, Townhouse Stacked, Townhouse, Manor House, Civic Building, Open Space-lot	1 / 3.5	50
WMU-3	Mixed Use Single-Story Shopfront, General Commercial, Apartment, Townhouse Stacked, Townhouse, Manor House, Civic Building, Open Space-lot	1 / 3.5	50
WMU-5	Mixed Use, General Commercial, Apartment, Townhouse Stacked, Townhouse, Manor House, Civic Building, Open Space-lot	1 / 5	80
WMU-8	Mixed Use, General Commercial, Apartment, Townhouse Stacked, Townhouse, Civic Building, Open Space-lot	2 / 8	125
WMU-12	Mixed Use, General Commercial, Apartment, Townhouse Stacked, Townhouse, Civic Building, Open Space-lot	2 / 12	180'
WMU-20	Mixed Use, General Commercial, Apartment, Townhouse Stacked, Townhouse, Civic Building, Open Space-lot	4/20	300'

Parking standards

CPC recommends a modified parking chart for household living, office, retail, and lodging uses. Staff recommendation for parking in all subdistricts represents a reduction from existing parking requirements. The parking standards for each subdistrict are found in Article XIII and are consistent with the Urban Land Institute (ULI) parking standards. Article XIII provides parking reductions for proximity to transit, multiple or shared uses, and other reductions. On-street parking can also be counted toward required parking.

CPC recommendation allows parking to be moved up to 10 feet from primary street. Staff recommendation requires surface parking to be located to the rear of buildings on primary streets or behind enhanced landscaping on other frontages.

Open Space

Open Space requirements in the planned development district are those of Article XIII Form Districts

Landscaping

Landscaping requirements in the planned development district are those of Article XIII Form Districts

Signs

Sign requirements are those of Article XIII Form Districts. Generally, the Article XIII districts limit non-attached signs to monument signs (pole signs are prohibited) and limit

ground story attached signs to 10 percent of the total area of the ground story façade, and upper story signs to 5 percent of the total area of the ground story facade.

Nonconformity

Existing uses and structures within the Oak Cliff Gateway District that do not comply with the provisions of the proposed zoning, if adopted, would be classified as nonconforming. This nonconformity can be either for a use, or for a structure. Use nonconformity is created when an existing use is no longer allowed in new zoning. Structural nonconformity is created when a building or structure no longer complies with the new zoning site standards.

Nonconforming Structures

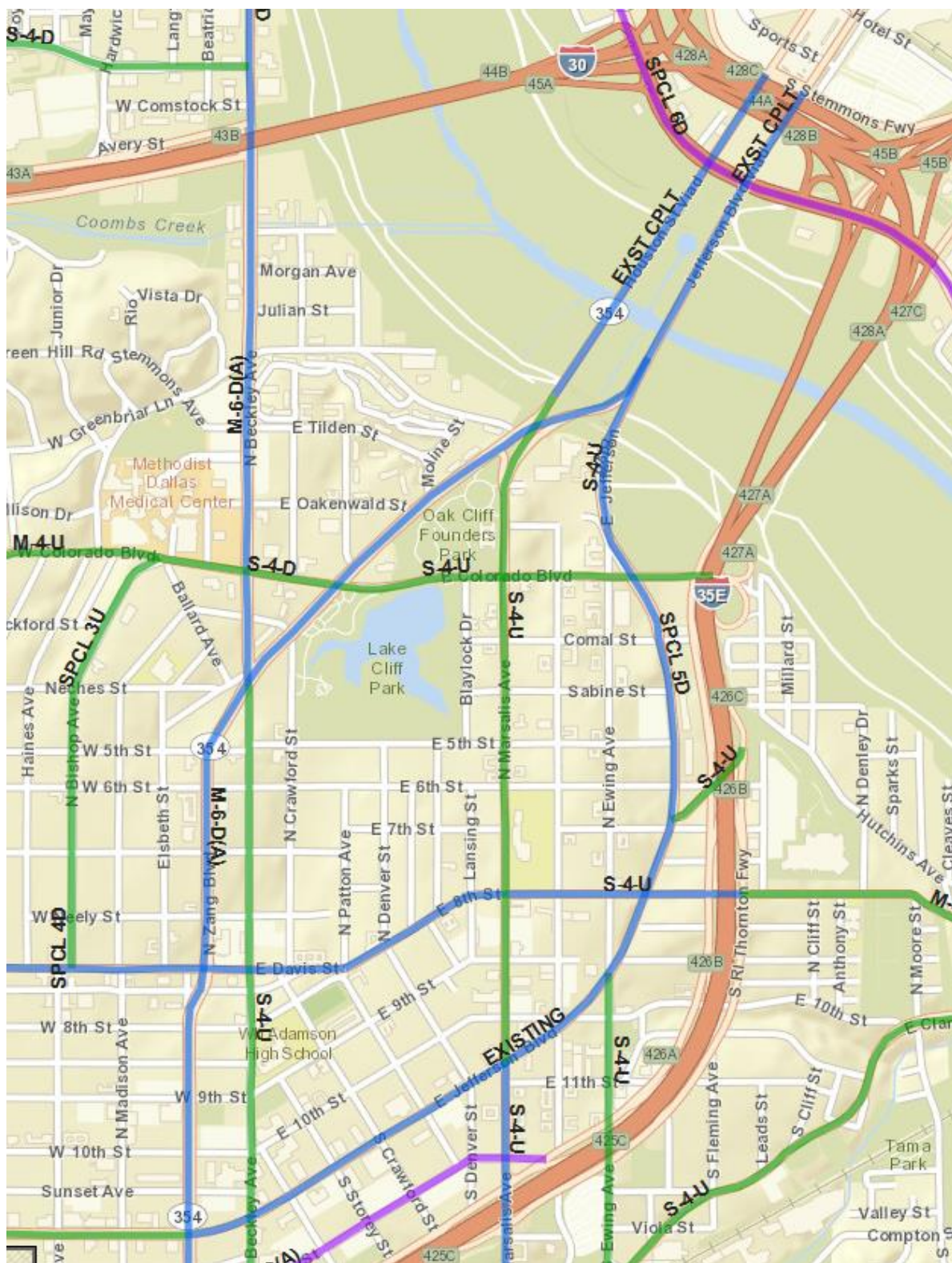
Buildings that no longer comply with current zoning regulations due to a change in those regulations are structurally nonconforming. A nonconforming structure may be repaired, remodeled, and rebuilt if destroyed by an act of nature such as a fire or storm. In the proposed planned development district most, if not all, structures will become structurally nonconforming. Most structures will be made non-conforming as to set back, entrance, and façade transparency requirements.

Nonconforming Uses

Generally, uses becoming nonconforming can remain in operation until such time as they relinquish their nonconforming rights. For example, businesses becoming nonconforming can remain in operation, remodel, rebuild on their existing footprint, and even add to their site if that addition does not increase the level of non-conformity. The chart below shows the number of businesses becoming nonconforming within Staff's and CPC's proposed planned development district. It is important to note that only 6 businesses with a current CO will become nonconforming.

Use	Number becoming nonconforming
Industrial (inside) not potentially incompatible	1
Foster Home	1
General merchandise 3500 or less	2
Personal services	1
Warehouse	1

Current Thoroughfare Plan



**CPC Minutes Action:
November 20, 2014**

9. Z067-203(VM)

Planner: Valerie Miller

Motion I: It was moved to recommend **approval** of Subsection (4) regarding required parking exemption for covered outdoor dining with the following modified wording: "(4) Parking for restaurant outdoor dining patios. A restaurant's covered outdoor dining area is not included in the calculations of its required parking for an area up to 25% of the indoor floor area of the restaurant. The combined area of a restaurant's parking-exempted covered and uncovered outdoor dining area may not exceed 50% of the indoor dining area of the restaurant. Outdoor dining area in excess of these maximums must be parked in accordance with Article XIII."

Maker: Anglin
Second: Abtahi
Result: Carried: 13 to 2

For: 13 - Anglin, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Peadon, Murphy, Ridley, Abtahi

Against: 2 - Emmons, Schultz
Absent: 0
Vacancy: 0

Motion II: It was moved to recommend **approval** of **(5) Legacy Parking Reductions** with the following modified wording: "(B) For office uses within a legacy building, required off-street parking may be reduced by up to 50 percent. Add a new subparagraph (C) worded as follows: "(C) For **retail uses** within a legacy building, required off-street parking may be reduced by up to **35** percent, except that for **restaurants uses** the reduction shall be limited to **25** percent."

Maker: Anglin
Second: Abtahi
Result: Carried: 13 to 0

City Plan Commission
November 20, 2014

For: 13 - Anglin, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Ridley, Abtahi

Against: 2 - Emmons, Murphy
Absent: 0
Vacancy: 0

Motion III: It was moved to recommend **approval** of the insertion of new paragraph **(8) Packed Parking** Off-street packed parking may satisfy no more than 50% of the required off-street parking for any use.

Maker: Anglin
Second: Emmons
Result: Failed: 7 to 8

For: 7 - Anglin, Emmons, Anantasomboon, Bagley,
Lavallaisaa, Schultz, Peadon

Against: 8 - Rodgers, Culbreath, Shidid, Tarpley, Shellene,
Murphy, Ridley, Abtahi
Absent: 0
Vacancy: 0

Motion IV: It was moved to recommend **approval** of the insertion of a new paragraph **(9) Adopting and incorporating by reference:** Steering Committee charts entitled **“Required Parking in WR and WMU Districts”** and **“Development Types”**.

Maker: Anglin
Second: Abtahi
Result: Carried: 11 to 4

For: 11 - Anglin, Rodgers, Culbreath, Shidid,
Anantasomboon, Lavallaisaa, Tarpley,
Shellene, Peadon, Ridley, Abtahi

Against: 4 - Emmons, Bagley, Schultz, Murphy
Absent: 0
Vacancy: 0

Motion V: It was moved to recommend **approval** of accepting Steering Committee recommendation regarding **Fences and Walls** allowing a 4-foot height.

Maker: Anglin
Second: Culbreath
Result: Carried: 8 to 7

City Plan Commission
November 20, 2014

For: 8 - Anglin, Rodgers, Culbreath, Anantasomboon,
Lavallaisaa, Tarpley, Shellene, Murphy

Against: 7 - Emmons, Shidid, Bagley, Schultz, Peadon,
Ridley, Abtahi

Absent: 0

Vacancy: 0

Motion VI: It was moved to recommend **approval** of the insertion of a new paragraph (h)(3) worded as follows: "**Original nonconforming uses:** Original nonconforming uses are defined as those single family and duplex residential and office uses made nonconforming by the passage of this article. Original nonconforming uses do not include residential or office uses made nonconforming by future amendments to this article. Otherwise applicable ordinances specifying the procedures for establishing compliance dates for nonconforming uses do not apply to original nonconforming uses within the subdistricts defined in this article (the Oak Cliff Gateway). The Board of Adjustment shall not provide a compliance date for such original nonconforming uses or the structures they occupy."

Maker: Anglin

Second: Abtahi

Result: Carried: 14 to 1

For: 14 - Anglin, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 1 - Emmons

Absent: 0

Vacancy: 0

Motion VII: It was moved to recommend **approval** of (i)(1) worded as follows: "No minimum height is required for structures less than 15,000 sq. ft." and to revise the chart accordingly.

Maker: Anglin

Second: Abtahi

Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

City Plan Commission
November 20, 2014

Against: 0
Absent: 0
Vacancy: 0

Motion VIII: It was moved to recommend **approval** of the Steering Committee recommendation of Subparagraph (i), as modified; and recommend **denial** of the Steering Committee recommendations for both Subparagraph (i)(2) regarding indirect lighting and (i)(3) regarding sign illumination.

Maker: Anglin
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

Motion IX: It was moved to recommend **approval** of the rewording of subsection (1)(5) as follows: "For single-family structures located south of Colorado, east of Beckley and west of Marsalis, (apply to RTN zoning within said boundary) accessory dwelling units are permitted in the rear 50 percent of the lot, and single family garages are not required to have vehicular access from an alley."

Maker: Anglin
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

City Plan Commission
November 20, 2014

Motion X: It was moved to recommend **approval** of the Steering Committee recommended language for **East Kessler Overlay**, and add the following provisions: 6) Uses prohibited in East Kessler Overlay; restaurant use, drive-through use, car wash, gas station, indoor recreation hall, animal care facility, commercial parking lot, bar-tavern-lounge, tattoo or body piercing studio, massage parlor, taxidermist, 7) no off-street parking reductions of any kind for any use within this overlay, contrary provisions in this article notwithstanding, 8) No outside speakers of any kind. No roof top decks accessible for public access, 9) Special provisions for lots adjacent to Handley: Uses are limited to multifamily, duplex, single family, office and medical office (and any mixed use comprising two or more of those listed uses); structures height is limited to 30 feet; lot coverage is limited to no more than 80%; front yard minimum setback is 15 feet; side and rear yard minimum setback is 5 feet where adjacent to single family residence; detached signs are prohibited; attached premises signs are limited to no more than 4 square feet in area and 10) Prohibit LED lighting.

Maker: Anglin
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

Motion XI: It was moved to recommend **approval** of the Medical District Overlay Part (e)(2) **Activating** uses: Reword the first sentence as follows: "Along Beckley and Colorado, the only uses permitted on the street level, **in combination with a parking structure**, are the following **activating** uses:" and strike second sentence.

Maker: Anglin
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy*, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

*out of the room, shown voting in favor

Motion XII: It was moved to recommend **approval** of Part (e)(1), after "Pedestrian sky bridge (SUP, See section 51A-4.217(b)(12))"...add: **"No traffic impact analysis is required."**

Maker: Anglin
Second: Shellene
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

Motion XIII: It was moved to recommend **approval** of Part (f)(1) front Yard. Add the following provisions: **"There is no maximum front yard requirement on service streets. A pedestrian sky bridge may be located above a front yard."**

Maker: Anglin
Second: Ridley
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon, Bagley, Lavallaisaa, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley, Abtahi

Against: 0
Absent: 0
Vacancy: 0

Motion XIV: It was moved to recommend **approval** of adding a new subsection below subsection (i): **"(j) A façade containing spandrel glass is not to be considered a blank wall."**

Maker: Anglin
Second: Shellene
Result: Failed: 7 to 8

For: 7 - Anglin, Rodgers, Culbreath, Anantasomboon, Lavallaisaa, Shellene, Abtahi

City Plan Commission
November 20, 2014

Against: 8 - Emmons, Shidid, Bagley, Tarpley, Schultz,
Peadon, Murphy, Ridley
Absent: 0
Vacancy: 0

Motion XV: It was moved to recommend **approval** of General Provisions, Sec. 51P-468.110. Transitional Uses, with the following provisions inserted as the third and fourth sentence in subpart (b): "Transitional uses are intended to allow underutilized or vacant properties to have value between the date this article becomes effective and the time that full implementation of these zoning changes become practical and feasible with strict compliance. Accordingly, the allowed "Transitional Uses" (as provided in Sec. 51A-13.306(e)) may be newly permitted, after the effective date of this article, on such properties for a stated period of time even though they would not be strictly in compliance with zoning standards and provisions generally in effect for that property at the time of the permitting."

Maker: Anglin
Second: Shellene
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0
Absent: 0
Vacancy: 0

Motion XVI: It was moved to recommend **approval** of Part (b) **Tower Separation**, staff recommendation of **100-foot separation** between towers in all applicable subdistricts, but specify that the separation is required only for those portions of a tower higher than **75** feet above grade.

Maker: Anglin
Second: Shellene
Result: Failed: 7 to 8

For: 7 - Anglin, Rodgers, Culbreath, Lavallaisaa,
Tarpley, Shellene, Abtahi

Against: 8 - Emmons, Shidid, Anantasomboon, Bagley,
Schultz, Peadon, Murphy, Ridley
Absent: 0
Vacancy: 0

Motion XVII: It was moved to recommend **approval** of staff recommendation of 100-foot separation between towers.

Maker: Ridley
Second: Shidid
Result: Carried: 14 to 1

For: 14 - Anglin, Emmons, Rodgers, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 1 - Culbreath
Absent: 0
Vacancy: 0

Motion XVIII: It was moved to recommend **approval** of Parts (c)(2): Strike subparts(A) and (B) and replace them with the following (applicable to all subdistricts adjacent to the Trinity): (A) The longest dimension of a floor plate for a tower greater than 75 feet in height must be oriented to be perpendicular to the nearest Trinity River axis, with a permitted variation of up to 10 degrees from that axis. (B) Variations in the building shape and architectural façade are permitted but the primary mass of the building tower must be as compact as possible to maintain the perpendicular tower orientation as described above.

Maker: Anglin
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon*, Murphy, Ridley,
Abtahi

Against: 0
Absent: 0
Vacancy: 0

*out of the room, shown voting in favor

Motion XIX: It was moved to recommend **approval** of the Cienda Partners' SUBDISTRICT "J" ZONING TERMS, except: (1) For "Alternate Energy Plant" use term "Accessory Energy Generation", (2) Make tower separation and orientation standards that are applicable for other subdistricts in this article also applicable to Subdistrict "J".

Maker: Anglin
Second: Shellene

City Plan Commission
November 20, 2014

Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0

Absent: 0

Vacancy: 0

Map Motion I: It was moved to recommend **approval** of East Kessler Overlay
northern boundary stop at the property line of Lone Star Donuts.

Maker: Anglin

Second: Rodgers

Result: Carried: 12 to 3

For: 12 - Anglin, Rodgers, Culbreath, Shidid,
Anantasomboon, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Abtahi

Against: 3 - Emmons, Bagley, Ridley

Absent: 0

Vacancy: 0

Map Motion II: It was moved to recommend **approval** of WMU-8 everything
east of Beckley, above the East Kessler Overlay.

Maker: Anglin

Second: Rodgers

Result: Carried: 15 to 0

For: 15 - Anglin, Emmons*, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley*,
Abtahi

Against: 0

Absent: 0

Vacancy: 0

*out of the room, shown voting in favor

City Plan Commission
November 20, 2014

Map Motion III: It was moved to recommend **approval** of WMU-8 north of Greenbriar (Subdistrict G) and WMU-20 along the Trinity levee (Subdistrict I) on the revised Gateway zoning map, dated November 2014.

Maker: Anglin
Second: Rodgers
Result: Carried: 11 to 4

For: 11 - Anglin, Rodgers, Culbreath, Shidid, Bagley,
Lavallaisaa, Tarpley, Shellene, Murphy, Ridley,
Abtahi

Against: 4 - Emmons, Anantasomboon, Schultz, Peadon
Absent: 0
Vacancy: 0

Map Motion IV: It was moved to recommend **approval** of WMU-3 for the small corner lot (Grey lot), across from the hospital, south of Colorado.

Maker: Anglin
Second: Rodgers
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0
Absent: 0
Vacancy: 0

Map Motion V: It was moved to recommend **approval** of RTN in the area.

Maker: Anglin
Second: Rodgers
Result: Carried: 11 to 4

For: 11 - Anglin, Rodgers, Culbreath, Shidid, Bagley,
Lavallaisaa, Tarpley, Shellene, Schultz,
Murphy, Abtahi

Against: 4 - Emmons, Anantasomboon, Peadon, Ridley
Absent: 0
Vacancy: 0

City Plan Commission
November 20, 2014

Map Motion VI: It was moved to recommend **approval** of the revised Oak Cliff Gateway Zoning map.

Maker: Anglin
Second: Rodgers
Result: Carried: 14 to 1

For: 14 - Anglin, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 1 - Emmons
Absent: 0
Vacancy: 0

Motion XX: It was moved to recommend **approval** of the revised draft Oak Cliff Gateway ordinance with the following modifications 1) In "EXHIBITS" subsection, insert an additional exhibit proposed by **Cienda Partners: Exhibit 468I: (i) WMU-20 Subdistrict map; (ii) High-rise floor plate proportion and diagram; (iii) Mixed use development parking chart; (iv) Master parking plan and floor area supplement; (v) Site plan development table.**", 2) Delete (e) "**DARYING**" as allowed use and 3) Subsection (3) Remote parking: Accepting Steering Committee boxed item recommendation with the following modifications: 1) In (A) change 1000 feet to 500 feet, 2) In (B) the introductory phrase is reworded as follows: "**(B) The building official shall extend the walking distance for remote parking to as much as 1,000 feet for up to 50% of the parking spaces required for the main use, unless the extension would...**", 3) incorporate rest of Sec.51A-13-404(g) but make paragraph (g)(3) conform to 1000-foot distance and 4) Add item (C) "**For a main use located within the Gateway area, no remote parking may be located outside the Gateway area.**".

Maker: Anglin
Second: Abtahi
Result: Carried: 15 to 0

For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid,
Anantasomboon, Bagley, Lavallaisaa, Tarpley,
Shellene, Schultz, Peadon, Murphy, Ridley,
Abtahi

Against: 0
Absent: 0
Vacancy: 0

Notices: Area: 200
Replies: For: 90

Mailed: 1187
Against: 69

City Plan Commission
November 20, 2014

Speakers: For (Did not speak): Adam Gates, 606 N. Marsalis Ave., Dallas, TX, 75208
Against (Did not speak): Pam Conley, 901 N. Madison Ave., Dallas, TX, 75208
Randall Richins, 825 Elsbeth St., Dallas, TX, 75208
Anne Campbell, 710 Haines Ave., Dallas, TX, 75208
Carolyn Armour, 919 Haines Ave., Dallas, TX, 75208
John Barr, 203 E. Colorado Blvd., Dallas, TX, 75203

CPC Action:
January 8, 2014

Motion: It was moved to recommend **approval** for the termination of deed restrictions DR Z812-227 (located at the northwest corner of East 8th Street and North Marsalis Avenue), DR Z834-399 (located at the southwest corner of East 5th Street and North Crawford Street), and DR Z867-185 (bounded by East 6th Street, North Beckley Avenue, West Neely Street and North Zang Boulevard).

Maker: Ridley
Second: Abtahi
Result: Carried: 15 to 0
For: 15 - Anglin, Emmons, Rodgers, Culbreath, Shidid, Anantasomboon,
Bagley, Lavallaisaa, Abtahi, Tarpley, Shellene, Schultz, Peadon, Murphy, Ridley
Against: 0
Absent: 0
Vacancy: 0
Notices: Area: 200 Mailed: 133
Speakers: For: None
Against: Bill Whitlock

CPC Recommendation Conditions

An ordinance amending Article 468, "PD 468," of Chapter 51P, "Dallas Development Code: Planned Development District Regulations," of the Dallas City Code; amending the regulations of Article 468; providing a new subdistrict map; providing a street hierarchy plan; providing a penalty not to exceed \$2,000; providing a saving clause; providing a severability clause; and providing an effective date.

WHEREAS, the city plan commission and the city council, in accordance with the Charter of the City of Dallas, the state law, and the ordinances of the City of Dallas, have given the required notices and have held the required public hearings regarding this amendment to the Dallas City Code; and

WHEREAS, the city council finds that it is in the public interest to amend Article 468 as specified in this ordinance; Now, Therefore,

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

SECTION 1. That Article 468, "PD 468," of Chapter 51P, "Dallas Development Code: Planned Development District Regulations," of the Dallas City Code is amended to read as follows:

"ARTICLE 468.

PD 468.

Oak Cliff Gateway Special Purpose District

SEC. 51P-468.101.

LEGISLATIVE HISTORY.

PD 468 was established by Ordinance No. 23057, passed by the Dallas City Council on March 12, 1997. Ordinance No. 23057 amended Ordinance No. 19455, Chapter 51A of the Dallas City Code, as amended. Ordinance No. 23057 was amended by Ordinance No. 23868, passed by the Dallas City Council on April 28, 1999, and Ordinance No. 25866, passed by the Dallas City Council on January 26, 2005.

SEC. 51P-468.102. PROPERTY LOCATION AND SIZE.

PD 468 is established on property generally bounded by Interstate 30, the Levee on the east side of the Trinity River, Interstate 35E (South R.L. Thornton Freeway), Jefferson Boulevard, Eighth Street, a line midway between Beckley Avenue and Crawford Street, Neches Street, Bishop Avenue, Colorado Boulevard, and Beckley Avenue. The size of PD 468 is approximately 853.55 ~~[608.86]~~ acres.

SEC. 51P-468.103. PURPOSE.

This article provides standards specifically tailored to meet the needs of the Oak Cliff Gateway area of the city, which is hereby designated as an area of historical, cultural, and architectural importance and significance to the citizens of the city. The general objectives of these standards are to promote and protect the health, safety, welfare, convenience, and enjoyment of the public, and in part, to achieve the following:

- (1) Accommodate the existing mix of uses in the area.
- (2) Protect the internal and adjacent stable residential neighborhoods.
- (3) Preserve and enhance the historical, cultural, and architectural significance of the area.
- (4) Strengthen the neighborhood identity.
- (5) Create a more desirable pedestrian environment.
- (6) Periodically revisit proper zoning on the Property.

SEC. 51P-468.104. DEFINITIONS AND INTERPRETATIONS.

- (a) Unless otherwise stated, the definitions in Chapter 51A apply to this article.
- (b) Unless the context clearly indicates otherwise, in this article:

(1) ACCESSORY DWELLING UNIT means a residential structure accessory to a single family or duplex use located in the rear 50 percent of a lot.

(2) ACCESSORY ENERGY GENERATION means equipment used to generate power from alternative energy sources using solar panels, turbines, and other power-creating means that have the ability to return some or all of the newly created power to the energy grid.

(3) ANTIQUE SHOP means an establishment for the retail sale of articles such as glass, china, furniture, or items and decorations that have value and significance as a result of age, design, or sentiment.

(4) AQUARIUM means an establishment where aquatic animals and plants are kept and exhibited.

(5) AREA REGULATING PLAN means a planning document that sets forth policies and programs regulating development in a local area.

(6) ART GALLERY means an establishment where original works of art or limited editions of original works of art are bought, sold, loaned, appraised, or exhibited to the general public.

(7) ~~ARTISAN AND SPECIALTY GOODS SHOP means a small scale business that manufactures artisan goods or specialty goods for sale on or off premise. This use does not include other uses that are specifically listed in Section 51A-4.200.~~

(8) ART OR CRAFT PRODUCTION FACILITY means a facility for the production of handcrafted art or craft products through processes such as kiln firing, glass blowing, welding, or woodworking and for sale of the products to the general public.

(9) ~~BAIL BOND OFFICE means an office for the issuance, brokerage, or procurement of bail bonds, whether as an accessory use or a main use.~~

(10) BULB-OUT means location where the sidewalk edge is extended from the prevailing curb line into the roadway at sidewalk grade, effectively increasing pedestrian space.

(11) CUSTOM VEHICLE SHOP means a facility for the restoration, fabrication, modification, display, and sale of customized or modified automobiles, boats, trucks, motorcycles, motor scooters, recreational vehicles, or trailers.

Staff recommendation

(12) DAIRYING means a facility primarily for the processing and delivery of milk and milk products.

CPC recommendation

Remove DAIRYING use.

(13) ENTERTAINMENT COMPLEX means a public, multi-use sports, entertainment, and convention facility where people view and participate in events and performances, including theatrical, musical, and dramatic performances; professional or amateur sporting events; and meetings and assemblages.

(14) GOURMET MARKETPLACE means a facility that offers prepared meals, catered meals, and retail grocery items that may include the sale of alcoholic beverages for consumption on-premise or off-premise and which may also allow customers in motor vehicles to pick-up food for off-premise consumption. The display area for the sale of alcoholic beverages may not exceed 40 percent of the floor area for this use.

(15) IDENTIFICATION SIGN means an attached premise sign that identifies the name or logo of the district, business, or tenant.

(16) LEGACY BUILDING means a building constructed before 1957 that has:

(A) all original street-facing facades remaining;

(B) a primary street-facing facade located within 15 feet of a right-of-way line;

(C) a main entrance that faces Colorado Boulevard, Zang, Beckley, Marsalis, Jefferson, Eighth Street, or Ballard;

(D) window and door openings that total at least 20 percent of the street-facing facades; and

(E) off-street parking located 100 percent outside of the required front yard.

- (17) LINER DEVELOPMENT means a development specifically designed to mask a parking structure from a frontage on a public street or public space.
- (18) LIVE/WORK UNIT means an interior space that combines a single occupancy residential [and nonresidential] use and an office or retail or personal service use. A live/work unit is considered a nonresidential use.
- (19) ~~LUMINOUS REFLECTANCE means the ratio of the amount of total light that is reflected outward by a material to the amount of total light falling on the material.~~
- (20) MASSAGE ESTABLISHMENT and MASSAGE mean a massage establishment or massage as defined by the Texas Occupation Code 455, as amended.
- (21) MEWS means the public or private right-of-way for pedestrians and/or vehicles within a block that provides access to the building, serves as a small street, and may provide access to vehicle parking.
- (22) MIXED USE DEVELOPMENT means a development containing a mix of any two categories of main uses listed in this subdistrict on a building site.
- (23) MOBILE FOOD ESTABLISHMENT means a container or vehicle-mounted food establishment that is designed to be readily moveable and from which food is distributed, sold, or served to an ultimate consumer. The term includes mobile food preparation vehicles and pushcarts.
- (24) NEW CONSTRUCTION means an application for a building permit to expand floor area, excluding uncovered porches and uncovered patios, if the expansion is over 50 percent for nonresidential projects, over 65 percent for mixed use projects, or over 75 percent for residential projects.
- (25) PROJECT ANNOUNCEMENT SIGN means an attached premise sign constructed of rigid material, mesh or fabric surface, or a projection of a light image onto a wall face that announces a project, tenant, or activity in the district.
- (26) STREETSCAPE means the area between the buildings and edge of the vehicular or parking lanes. The principal streetscape components are curbs, sidewalks, street trees, tree planters, bicycle racks, litter containers, benches, and street lights. Treatments may also include paving materials, street/pedestrian wayfinding signs, parking meters, public art, water features, bollards and other elements.
- (27) ~~TATTOO OR BODY PIERCING STUDIO means an establishment in which tattooing is performed, or body piercing for the purpose of wearing jewelry in the pierced body part (for any body part other than earlobes) is performed. TATTOOING means the practice of producing an indelible mark or figure on the human body by scarring or inserting a pigment under the skin using needles, scalpels, or other related equipment.]~~
- (c) Unless otherwise stated, all references to articles, divisions, or sections in this article are to articles, divisions, or sections in Chapter 51A.
- (d) The following rules apply in interpreting the use regulations in this article:
- (1) The absence of a symbol appearing after a listed use means that the use is permitted by right.

(2) The symbol *[SUP]* appearing after a listed use means that the use is permitted by specific use permit only.

(3) The symbol *[DIR]* appearing after a listed use means that a site plan must be submitted and approved in accordance with the requirements of Section 51A-4.803. (“DIR” means “development impact review.” For more information regarding development impact review generally, see Division 51A-4.800.)

(4) The symbol *[RAR]* appearing after a listed use means that, if the use has a residential adjacency as defined in Section 51A-4.803, a site plan must be submitted and approved in accordance with the requirements of that section. (“RAR” means “residential adjacency review.” For more information regarding residential adjacency review generally, see Division 51A-4.800.)

(e) Unless the context clearly indicates otherwise, for purposes of interpreting Chapter 51A, the subdistricts are considered to be residential or nonresidential as indicated:

- (1) Subdistrict A – RTN [~~Beckley Industrial Area I~~]: [~~non~~]residential.
- (2) Subdistrict B [~~A-1~~] – WR-3 [~~Beckley Residential Area~~]: residential.
- (3) Subdistrict C [~~A-2~~] – WMU-3 Mixed-Use [~~Greenbriar Residential Area~~]: nonresidential.
- (4) Subdistrict D [~~A-3~~] – WMU-5 Mixed-Use [~~Trinity—Townhome Multifamily Residential Area~~]: nonresidential.
- (5) Subdistrict E [~~A-4~~] – WMU-8 Mixed-Use [~~Beckley Industrial Area II~~]: nonresidential.
- (6) Subdistrict F [~~B~~] – WMU-12 Mixed-Use [~~Oak Farms Commercial Area~~]: nonresidential.
- (7) Subdistrict G [~~C~~] – WMU-20 Mixed-Use [~~Lake Cliff Residential Area~~]: nonresidential.

(8) Subdistrict H ~~[C-1]~~ – WMU-20 Mixed-Use ~~[Lake Cliff Neighborhood Service Area]~~: nonresidential.

~~[(9) Subdistrict] – Founders Park Mixed Area]: nonresidential.~~

~~(10) Subdistrict D-1, Tracts 1 and 3 – Founders Park Retail: nonresidential; Tract 2 – Founders Park Residential]: nonresidential.~~

~~(11) Subdistrict D-2 – Founders Park Mixed Area 2: nonresidential.~~

~~(12) Subdistrict E – Hospital Area: nonresidential.]~~

SEC. 51P-468.104.1. EXHIBITS.

The following exhibits are incorporated into this article:

- (1) Exhibit 468A: Subdistrict map.
- (2) Exhibit 468B: Yard, Lot, Space Chart. ~~[Tract 1 and 3 conceptual plan/tract 2 development plan.]~~
- (3) Exhibit 468C: Street Hierarchy Plan. ~~[Subdistrict A-1 development plan.]~~
- (4) Exhibit 468D: Parking Chart. ~~[Subdistrict A-2 conceptual plan.~~
- (5) ~~Exhibit 468E: Subdistrict A-3 development plan.]~~

SEC. 51P-468.105. CREATION OF SUBDISTRICTS.

(a) This district is known as the Oak Cliff Gateway Special Purpose District, and is divided into the following 8 ~~[42]~~ subdistricts, as described in Exhibit A of Ordinance No. 23057, as amended, and as shown on the map labelled Exhibit 468A:

- (1) Subdistrict A – RTN ~~[Beckley Industrial Area-I]~~.
- (2) Subdistrict B ~~[A-1]~~ – WR-3 ~~[Beckley Residential Area]~~.
- (3) Subdistrict C ~~[A-2]~~ – WMU-3 Mixed-Use ~~[Greenbriar Residential Area]~~.
- (4) Subdistrict D ~~[A-3]~~ – WMU-5 Mixed-Use ~~[Trinity Townhome Multifamily Residential Area]~~.
- (5) Subdistrict E ~~[A-4]~~ – WMU-8 Mixed-Use ~~[Beckley Industrial Area-II]~~.
- (6) Subdistrict F ~~[B]~~ – WMU-12 Mixed-Use ~~[Oak Farms Commercial Area]~~.

- (7) Subdistrict G [~~G~~] – WMU-20 Mixed-Use [~~Lake Cliff Residential Area~~].
 - (8) Subdistrict H [~~G-1~~] – WMU-20 Mixed-Use. [~~Lake Cliff Neighborhood~~
Service Area.
 - (9) Subdistrict ~~D~~ – ~~Founders Park Mixed Area~~.
 - (10) Subdistrict ~~D-1, Tracts 1 and 3~~ – ~~Founders Park Retail:~~
~~nonresidential; Tract 2 – Founders Park Residential.~~
 - (11) Subdistrict ~~D-2~~ – ~~Founders Park Mixed Area 2: nonresidential.~~
 - (12) Subdistrict ~~E~~ – ~~Hospital Area: nonresidential.~~
- (b) If there is [~~In the event of~~] a conflict between Exhibit A of Ordinance No. 23057, as amended, and Exhibit 468A, Exhibit A, as amended, controls.
- (c) Use regulations and development standards for each subdistrict are set out below.

SEC. 51P-468.106. SUBDISTRICTS A, B, C, D, E, F, and G [GENERAL DEVELOPMENT STANDARDS].

(a) General provisions. Except as provided in this subsection, Division 51A-13.100, "General provisions," applies.

(1) Nonconforming structures. See Section 51A-4.704 and Section 51A-13.102(S) for details on nonconforming structures. Section 51A-13.102(S) provides that a person may renovate, remodel, repair, rebuild, or enlarge a nonconforming structure if the work does not cause the structure to become more nonconforming as to building placement, building height, building facade, garage placement, open space, or landscaping regulations. In this district, a major renovation is what causes a structure to become more nonconforming. For purposes of this section, MAJOR RENOVATION means a building permit or series of building permits for the reconstruction, alteration, or modification of an original building that increases the floor area that existed on [date of passage] by 50 percent or more.

(A) Additional square footage totals less than or equal to 50 percent permitted square footage. Floor area, building height, and any new construction must be developed according to the height regulations defined by each development type. The additional floor area, building height, and new construction is not required to fill the entire height regulations, but must be contained wholly within the area.

(B) Additional square footage totals 51 percent or more permitted square footage. Site must come into complete compliance with Article XIII regulations.

(b) District regulations. Except as otherwise provided in this subsection, Division 51A-13.300, "District Regulations," applies.

(1) In general.

(A) Subdistrict A. Except as provided in this section, Subdistrict A must comply with the RTN regulations and development standards in Article XIII of Chapter 51A.

(B) Subdistrict B. Except as provided in this section, Subdistrict B must comply with the WR-3 regulations and development standards in Article XIII of Chapter 51A.

(C) Subdistrict C. Except as provided in this section, the Subdistrict C must comply with the WMU-3 regulations and development standards in Article XIII of Chapter 51A.

(D) Subdistrict D. Except as provided in this section, Subdistrict A must comply with the WMU-5 regulations and development standards in Article XIII of Chapter 51A.

(E) Subdistrict E. Except as provided in this section, Subdistrict A must comply with the WMU-8 regulations and development standards in Article XIII of Chapter 51A.

(F) Subdistrict F. Except as provided in this section, Subdistrict A must comply with the WMU-12 regulations and development standards in Article XIII of Chapter 51A.

(7) Subdistrict G. Except as provided in this section, Subdistrict A must comply with the WMU-20 regulations and development standards in Article XIII of Chapter 51A.

(8) Development types. The “Development Types By District” chart in Section 51A-13.402(a)(1) is replaced by Exhibit 468 ____, “Required Parking in WMU and WR Districts.”

(2) Detention center, jail, or prison. Detention center, jail, or prison is prohibited as a main use.

(3) Height.

(A) No minimum height is required for structures less than 15,000 square feet in floor area.

(B) The following accessory structures may exceed the subdistrict height limits of this section provided they do not exceed the maximum subdistrict height by more than 12 feet:

(A) Amateur communications tower.

(B) Cooling tower.

(C) Clerestory.

(D) Chimney and vent stack.

(E) Elevator penthouse or bulkhead.

(F) Flagpoles.

(G) Mechanical equipment room.

(H) Ornamental cupola or dome.

(I) Parapet wall, limited to a height of four feet.

(J) Stairway access to roof.

(K) Roof top deck.

(L) Skylights.

(M) Spires and belfries.

(N) Solar panels.

(O) Tank designed to hold liquids.

(P) Visual screens surrounding roof-mounted mechanical equipment.

(Q) Wind turbines and other integrated renewable energy systems.

(4) Residential proximity slope. Residential proximity slope applies in these subdistricts.

(5) Accessory dwelling units. For lots zoned Subdistrict A and located south of Colorado Boulevard, east of Beckley Avenue, and west of Marsalis Avenue, accessory dwelling units are permitted in the rear 50 percent of a single-family lot. Single family garages are not required to have vehicular access from an alley.

Staff Recommendation

(1) Fences and walls. In a door yard, a fence may not exceed three feet in height above grade. In all other required yards, no fence or wall may exceed six feet in height.

CPC Recommendation

(2) Fences and walls. In a door yard, a fence may not exceed four feet in height above grade. In all other required yards, no fence or wall may exceed six feet in height.

(c) Parking regulations. Except as otherwise provided in this subsection, Division 51A-13.400, "Parking Regulations," applies.

CPC Recommendation

(1) In general. The "Required Parking in WMU and WR Districts" chart in Section 51A-13.402(a)(2) is replaced by Exhibit 468, "Required Parking in WMU and WR Districts."

(2) Delta credits. In Subdistricts B, C, D, E, F, and G, if a parking reduction is granted, delta credits may not be used to meet the remaining parking requirement, and all rights to future delta credits are relinquished. This provision does not apply to properties that are granted a legacy building parking reduction.

(3) Remote parking.

(A) Remote parking, as reference in Section 51A-404(g), must be located within a walking distance of 500 feet from the use served by the remote parking unless an extension of walking distance is approved by the building official.

(B) The building official shall extend the walking distance for remote parking to no more than 1,000 feet for up to 50 percent of the required parking spaces for a use unless the extension would

remote parking;

(i) significantly discourage patrons of the use from using the

(ii) unreasonable endanger the safety of persons or property; or

(iii) not otherwise be in the public interest.

(C) A license is required to authorize an extension of walking distance beyond 1,000 feet. The building official must require that either a shuttle or an attendant be provided by the applicant as a condition to approval of an extension of the walking distance for remote parking beyond 1,000 feet.

Staff Recommendation

No parking reduction for outdoor dining.

CPC recommendation

(4) Parking for restaurant outdoor covered patios. For bar and restaurant uses, outdoor covered patio area is not included in parking requirement calculations for up to 25 percent of the size of the indoor floor area. The combined area of a restaurant's parking-exempts covered and uncovered outdoor dining area may not exceed 50 percent of the indoor dining area of the restaurant. Any portion of the outdoor dining patio area in excess of these maximums

must be parked in accordance with Exhibit .

(5) Legacy building parking reduction. If the director determines that a structure is a legacy building as defined in Section 51P-468.104, the director may grant the following off-street parking reductions:

Staff Recommendation

(A) For residential and office uses within a legacy building, required off-street parking may be reduced by up to 25 percent.

CPC Recommendation

(B) For residential uses within a legacy building, required off-street parking may be reduced by up to 25 percent.

(C) For office uses within a legacy building, required off-street parking may be reduced by up to 50 percent.

(D) For retail uses other than restaurant uses within a legacy building, required off-street parking may be reduced by up to 35 percent.

Z067-203 (VM)

(E) For restaurant uses within a legacy building, required off-street parking may be reduced by up to 25 percent.

(6) Bicycle parking. Consult Division 51A-4.330 for bicycle parking regulations.

(7) Mechanized parking. Consult Division 51A-4.340 for mechanized parking regulations.

(d) Minor streets and streetscapes. Except as otherwise provided in this subsection, Division 51A-13.500, "Minor Streets and Streetscapes," applies. Block lengths and perimeters required in Section 51A-13.502(a) may be broken up with ungated private streets.

(e) Site development regulations. Except as otherwise provided in this subsection, Division 51A-13.600, "Site Development Regulations," applies.

(f) Administration. Except as otherwise provided in this subsection, Division 51A-13.700, "Administration," applies.

~~[(a) Except as provided in this section, the provisions of Section 51A-4.702, "Planned Development (PD) District Regulations," relating to the PD pre-application conference, site plan procedure, site analysis, conceptual plan, development plan, development schedule, and amendments to the development plan do not apply to this district.~~

~~(b) In Subdistrict A-1, development and use of the Property must comply with the Subdistrict A-1 development plan (Exhibit 468C). If there is a conflict between the text of this article and the Subdistrict A-1 development plan, the text of this article controls.~~

~~(c) In Subdistrict A-1, for development and use of the Property as shown in the Subdistrict A-1 development plan, a preliminary plat is not required to be submitted at the same time that the development plan is submitted. For any other development or use of the Property that deviates from the Subdistrict A-1 development plan, a preliminary plat must be submitted with the development plan.~~

~~(d) In Subdistrict A-2, development and use of the Property must comply with the Subdistrict A-2 conceptual plan (Exhibit 468D). If there is a conflict between the text of this article and the Subdistrict A-2 conceptual plan, the text of this article controls. A development plan must be approved by the city plan commission before the issuance of any building permit to authorize work in this subdistrict.~~

~~(e) In Subdistrict A-3, development and use of the Property must comply with the Subdistrict A-3 development plan (Exhibit 468E). If there is a conflict between the text of this article and the Subdistrict A-3 development plan, the text of this article controls.~~

~~(f) For Tract 1 in Subdistrict D-1, a development plan that complies with the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan and this article must be approved by the city plan commission prior to the issuance of a building permit to authorize work in Tract 1. If there is a conflict between the text of this article and the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan, the text of this article controls.~~

~~(g) For Tract 2 in Subdistrict D-1, development and use of the Property must comply with the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan (Exhibit 468B). If there is a conflict between the text of this article and the development plan, the text of this article controls.~~

~~(h) For Tract 3 in Subdistrict D-1, a development plan that complies with the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan and this article must be approved by the city plan commission prior to the issuance of a building permit to authorize work in Tract 3. If there is a conflict between the text of this article and the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan, the text of this article controls.~~

~~(i) The provisions of Section 51A-4.702(h) and (i) apply to Subdistrict D-1.]~~

Staff Recommendation

Subdistrict H to be WMU-20

CPC Recommendation

SEC. 51P-468.107. SUBDISTRICT H. [SUBDISTRICTS A AND A-4-
BECKLEY INDUSTRIAL AREAS.

(a) Site plan.

(1) A conceptual plan is not required for this Subdistrict.

(2) A site plan must accompany any application for a building permit that provides for new floor area within the district.

(3) Each site plan must comply with the requirements for a development plan listed in Section 51A-4.702(e)(1) and (e)(2), and must include:

(A) a tabulation box consisting of the proposed floor area, number of dwelling units, structure height, lot coverage, and number of required and provided off-street parking associated with the building permit;

(B) existing floor area or number of dwelling units, if applicable;

(C) existing floor area for the district; and

(D) cumulative floor area for the district.

(4) An example of the format for the requirements of Subsection (a)(3) may be found on the site plan development table (Exhibit 468).

(b) Creation of a building site.

(1) In general. In addition to Subsection (b), the provisions of Section 51A-4.601 apply.

(2) Combined building site. A building site may be established by agreement between two adjacent lots or building sites if:

(A) the area of the combined building site may not exceed one acre;

(B) only one combined building site may be created per block (for purposes of this section, block is an area surrounded on all sides by a street, alley, or railroad right-of-way);

(C) the proposed work is an addition to an existing structure for which a building permit was authorized for development of the existing structure;

(D) the proposed work does not increase the floor area of the existing structure by more than 50 percent; and

(E) the proposed work is for a ground level addition of no greater than one story.

(c) Main uses permitted.

(1) Agricultural uses.

-- Crop production [Limited to community gardens.]

(2) Commercial and business service uses.

-- Catering service.

-- Custom business services.

-- Medical or scientific laboratory.

-- Technical school.

(3) Industrial uses.

-- Alcoholic beverage manufacturing.

-- Temporary concrete or asphalt batching plant. [By special authorization of the building official.]

(4) Institutional and community service uses.

-- Adult day care facility.

-- Child-care facility.

-- Church.

-- College, university, or seminary.

-- Community service center.

-- Convent or monastery.

-- Halfway house. [SUP]

-- Hospital. [RAR]

-- Library, art gallery, or museum.

- Public school. [SUP]
- Open-enrollment charter school. [SUP]
- Private school. [SUP]

(5) Lodging uses.

- Extended stay hotel or motel [SUP. Limited to internal entry guest rooms only. Interior courtyard-entry guest rooms are permitted. Guest rooms with direct access to the street or parking area are prohibited.]
- Hotel or motel. [RAR]
- Lodging or boarding house. [SUP]

(6) Miscellaneous uses.

- Carnival or circus (temporary). [By special authorization of the building official.]
- Live/work unit.
- Temporary construction or sales office.

(7) Office uses.

- Financial institution without drive-in window.
- Financial institution with drive-in window. [SUP]
- Medical clinic or ambulatory surgical center.
- Office.

(8) Recreation uses.

- Country club with private membership.
- Private recreation center, club, or area.
- Public park, playground, or golf course.

(9) Residential uses.

- College dormitory, fraternity, or sorority house. [SUP]
- Duplex.
- Group residential facility. [SUP required if the spacing component of Section 51A-4.209(b)(3) is not met. Permitted in this district subject to the same requirements as if located in an MU-3 Mixed Use District.]
- Handicapped group dwelling unit. [SUP required if the spacing component of Section 51A-4.209(b)(3.1) is not met. Permitted in this district subject to the same requirements as if located in an MU-3 Mixed Use District.]
- Multifamily.

- Retirement housing.
- Single family.

(10) Retail and personal service uses.

- Alcoholic beverage establishments. [By right for a microbrewery, microdistillery, or winery with a maximum of 10,000 square feet of floor area. By right for all other uses with a maximum floor area of 6,000 square feet. Otherwise by SUP.]
- Ambulance service. [RAR]
- Animal shelter or clinic without outside runs. [RAR]
- Animal shelter or clinic with outside runs. [SUP]
- Antique shop.
- Aquarium.
- Art gallery. [May include outside display.]
- Art or craft production facility. [May include outside display.]
- Auto service center. [SUP]
- Business school.
- Car wash. [Tunnel-type only.]
- Commercial amusement (inside). [See Section 51A-4.210(b)(7). Except as otherwise provided, permitted in this district subject to the same requirements as if located in an MU-3 Mixed Use District. Class E dance halls, as defined in Chapter 14 of the Dallas City Code, are not permitted. Billiard hall by SUP only. Bingo parlor by SUP only.]
- Commercial amusement (outside). [SUP]
- Commercial parking lot or garage. [SUP required for commercial parking lot.]
- Convenience store with drive-through. [SUP]
- Custom vehicle shop.
- Dry cleaning or laundry store.
- Entertainment complex. [Allowed by right up to 500 seats; otherwise by SUP only.]
- Furniture store.
- General merchandise or food store 3,500 square feet or less. [May include outside display.]
- General merchandise or food store greater than 3,500 square feet.
- Gourmet marketplace.
- Home improvement center, lumber, brick, or building materials sales yard. [By SUP only if greater than 10,000 square feet; otherwise by right.]
- Household equipment and appliance repair.
- Liquor store.
- Massage establishment. [SUP]
- Mortuary, funeral home, or commercial wedding chapel.
- Motor vehicle fueling station. [SUP]
- Mobile food establishment.
- Nursery, garden shop, or plant sales.
- Outside sales.
- Personal service uses.
- Restaurant without drive-in or drive-through service.

- Restaurant with drive-in or drive-through service. [SUP]
- Swap or buy shop. [SUP]
- Temporary retail use.
- Theater.
- Vehicle display, sales, and service. [SUP]

(11) Transportation uses.

- Heliport. [SUP]
- Helistop. [SUP]
- Private street or alley. [SUP]
- Railroad passenger station.
- Transit passenger shelter.
- Transit passenger station or transfer center.

(12) Utility and public service uses.

- Alternative energy plant. [SUP]
- Commercial radio or television transmitting station.
- Electrical substation.
- Local utilities.
- Police or fire station.
- Post office.
- Radio, television, or microwave tower. [SUP]
- Tower/antenna for cellular communication. [SUP]
- Utility or government installation other than listed. [SUP]

(13) Wholesale, distribution, and storage uses.

- Auto auction. [SUP]
- Contractor's maintenance yard. [SUP]
- Mini-warehouse. [SUP]
- Office showroom/warehouse.
- Recycling drop-off container. [SUP required if the requirements of Section 51A- 4.213(11.2)(E) are not satisfied.]
- Trade center.
- Warehouse. [SUP]

(d) Accessory uses.

(1) As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217. For more information regarding accessory uses, see Section 51A-4.217.

(2) The following accessory uses are permitted as accessory uses only to an office use or mixed use development:

- Alternative energy plant.
- Radio, television, or microwave tower. [SUP]
- Tower/antenna for cellular communication. [SUP]
- Heliport. [SUP]

-- Helistop. [SUP]

(e) Yard, lot, and space regulations.

(Note: The yard, lot, and space regulations in this section must be read together with the yard, lot, and space regulations in Division 51A-4.400. If there is a conflict between this section and Division 51A-4.400, this section controls.)

(1) Front yard.

(A) Primary Streets: Minimum 5 feet, maximum 15 feet.

(B) Side streets: Minimum 5 feet, no maximum.

(C) Service streets: No required setback.

(2) Side yard.

(A) Abutting single family subdistricts: Minimum 15 feet.

(B) Abutting all other districts: No required setback.

(C) Abutting alleys: Minimum 5 feet.

(3) Rear yard.

(A) Abutting single family subdistricts: Minimum 15 feet.

(B) Abutting all other districts: Minimum 5 feet.

(C) Abutting alleys: Minimum 5 feet.

(4) Projections. Belt courses, cornices, window sills, bay windows, awnings, arcades, fireplace chimneys, unenclosed balconies, enclosed and unenclosed porches and patios,

unenclosed stairs, unenclosed ingress-egress ladders, unenclosed mechanical access ladders, stoops, and other architectural features may project up to six feet into a required front, side, or rear yard.

(5) ~~Density. No maximum or minimum density.~~

(6) Height.

(A) Maximum structure height is 300 feet. Maximum number of stories is 20.

(B) Minimum ground story height is 15 feet. Maximum ground story height is 30 feet.

(C) Minimum upper story height is 10 feet. Maximum upper story height is 15 feet.

(C) Except as provided in this paragraph, if any portion of a structure is over 26 feet in height, that portion of a structure may not be located above a residential proximity slope.

(D) The following structures may project a maximum of eight feet above the residential proximity slope provided they do not exceed 25 percent of the roof area:

(i) elevator penthouse or bulkhead.

(ii) mechanical equipment room.

(iii) cooling tower.

(iv) tank designed to hold liquids.

(v) ornamental cupola or dome.

(vi) skylights.

(vii) clerestory.

(viii) visual screens that surround roof mounted mechanical equipment.

(ix) chimney and vent stacks.

(7) Lot coverage. Maximum lot coverage is 100 percent.

(8) Lot size. No minimum lot size. Minimum lot width is 16 feet.

(9) Required street frontage. Minimum required street frontage along primary streets is 50 percent.

(8) Maximum blank wall area. Maximum contiguous blank wall area along primary streets is 30 feet. No maximum contiguous blank wall area along side streets or service streets.

(g) Open space regulations. This subdistrict must comply with the open space regulations for the WMU-20 District in Article XIII.

(h) Off-street parking and loading.

(1) In general.

(A) Except as provided in this subsection, consult the use regulations in Division 51A-4.200 for the specific off-street parking and loading requirements for each use.

(B) Except for residential uses, required off-street parking may be located anywhere in the subdistrict, even another building site or lot, without regard to distance. The minimum front yard setback for surface parking lots is ten feet. If the required off-street parking is not provided in the subdistrict, a parking agreement in accordance with Division 51A-4.320 is required.

(2) Off-street parking ratios. Off-street parking must be provided at the following ratios:

(A) Alternative energy plant. The parking requirement must be set by SUP conditions.

- (B) Antique shop. One space per 600 square feet of floor area.
- (C) Aquarium. One space per 600 square feet of floor area.
- (D) Art gallery. One space per 600 square feet of floor area.
- (E) Art or craft production facility. One space per 1,000 square feet of floor area. (6) Custom vehicle shop. One space per 500 square feet of floor area and outdoor area, exclusive of parking area.
- (F) Entertainment complex. One space for each four seats.
- (G) Gourmet marketplace. One space per 220 square feet of floor area.
- (H) Live/work unit. One space per live/work unit. If the nonresidential component of this use exceeds 1,000 square feet of floor area, off-street parking must be provided as if the nonresidential component is a main use.
- (I) Massage establishment. One space per 200 square feet of floor area.

(J) Mobile food establishment. No required parking. A mobile food establishment may not occupy a required parking space for another main use.

(3) Outdoor dining areas. For restaurant uses, the area of any covered or uncovered outdoor dining (not to exceed 50 percent of the indoor dining area) is exempt from the calculation of required parking spaces.

(4) On-street parking.

(A) Except as provided in this subsection, any on-street parking spaces may be counted as a reduction of the parking requirement of the use adjacent to the on-street parking space.

(i) An on-street parking space may not be used to reduce the required parking for more than one use, except that an on-street parking space may be used to reduce the combined total parking requirement of a mixed-use project.

(ii) An on-street parking space that is not available to the public at all times of the day may only be counted as a partial parking space in proportion to the amount of time it is available. For example, a parking space that is available to the public only eight hours per day will be counted as one-third of a parking space ($8/24 = \text{one-third}$). The total of the limited-availability parking spaces will be counted to the nearest whole number, with one-half counted as an additional space.

(B) All on-street parking must be approved as to design and construction by the director of public works and transportation. On-street parking must be striped in accordance with standard city specifications.

(5) Master parking plan and floor area plan.

(A) Purpose. Because required off-street parking may be provided in remote locations on the Property without a parking agreement, the master parking plan and floor area plan supplement (Exhibit 468I) calculates the amount of required off-street parking, identifies available off-street parking, and ensures that each use within the district meets the off-street parking requirements.

(B) Master parking plan and floor area plan supplement.

(i) To maintain adequate required off-street parking, a master parking plan and floor area plan supplement must be submitted to and approved by the building official when:

(aa) a site plan is submitted;

(bb) required off-street parking spaces are relocated; or

(cc) required off-street parking spaces are added or removed.

(ii) A master parking plan and floor area plan supplement must include:

(aa) the number of existing required off-street parking spaces;

(bb) the number and location of required off-street parking spaces added, removed, or relocated;

(cc) the number and location of all parking spaces; and

(dd) a revised master parking plan and floor area plan that shows:

(1) changes to a site plan; and

(2) other changes to the master parking plan and floor area plan since the last update, including changes to floor area and revisions to streets, alleys, or private drives.

(iii) The building official shall maintain a copy of each approved master parking plan and floor area supplement.

(iv) The Property owner must deliver a copy of each approved master parking plan and floor area plan supplement to the director within five days after the building official's approval of each supplement.

(6) Public transit parking reduction.

(A) The off-street parking requirement for all uses except restaurant uses and alcoholic beverage establishment uses may be reduced by 10 percent if the use is within 1,200 feet, measured as a pedestrian would walk, from a DART light rail station at which DART light rail service is available with train headways at least every 20 minutes during the morning and evening peak periods (between 7:00 a.m. and 8:30 a.m. and between 4:30 p.m. and 6:00 p.m., Monday through Friday), or a DART bus stop or trolley stop at which DART bus service

or trolley service is available with bus or trolley headways at least every 20 minutes during the morning and evening peak periods (between 7:00 a.m. and 8:30 a.m. and between 4:30 p.m. and 6:00 p.m., Monday through Friday).

(B) The off-street parking requirement for an office use may be reduced by three percent if the office use is within 1,200 feet, measured as a pedestrian would walk, from a DART commuter rail station at which DART commuter rail service is available or a DART bus stop or trolley stop where DART bus service or trolley service is available, during the morning and evening peak periods (between 7:00 a.m. and 8:30 a.m. and between 4:30 p.m. and 6:00 p.m., Monday through Friday).

(C) The total public transit parking reduction for an office use may not exceed 10 percent.

(7) Mixed use development parking reduction.

(A) In general.

(i) The off-street parking requirement for a mixed use development may be reduced in accordance with the mixed use development parking chart

(Exhibit 468).

(ii) This reduction may be used in combination with other parking reductions, except that the requirement for a mixed use development may not be reduced by more than 30 percent.

(B) Calculation of adjusted off-street parking requirement.
The adjusted off-street parking requirement for a mixed use development is calculated as follows:

(i) The parking requirements for each of the uses in the mixed use development must be ascertained.

(ii) The parking demand for each use is determined for each of the six times of day shown in the mixed use development parking chart by multiplying the standard off-street parking requirement for each use by the percentage in the chart assigned to the category of use. If a use in the development does not fall within one of the categories shown in the mixed use development parking chart, the percentage assigned to that use is 100 percent for all six times of day unless other factors can be demonstrated by a parking study and approved by the building official.

(iii) The “time of day” columns are totaled to produce sums that represent the aggregate parking demand for the development at each time of day. The largest of these six sums is the adjusted off-street parking requirement for the development.

(iv) If one or more of the main uses in a mixed use development is a retail or personal service use, the minimum parking requirement for the mixed use

development cannot be reduced to a number of spaces that is less than the sum of the standard parking spaces required for each of the retail and personal service uses in the mixed use development.

(8) Fees for required parking. Fees may be charged for required parking if the required parking is located within a parking structure.

(9) Below-grade parking structures. Below-grade parking structures may extend to the lot line and across lot lines within this district.

(10) Special exception. The board of adjustment may grant a special exception to reduce the number of required off-street parking spaces required in accordance with Section 51A-4.311.

(i) Site design requirements.

(1) Screening of surface parking from the street. All surface parking must be screened from the street by using one or more of the following three methods to separately or collectively attain a minimum height of three and one-half feet above the parking surface:

(A) Earthen berm planted with turf grass or ground cover recommended for local area use by the director of park and recreation. The berm may not have a slope that exceeds one foot of height for each three feet of width.

(B) Solid wood or masonry fence or wall.

(C) Hedge-like evergreen plant materials recommended for local area use by the director of park and recreation. The plant materials must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plant materials must be placed 24 inches on center over the entire length of the bed unless a landscape architect recommends an alternative planting density that the building official determines is capable of providing a solid appearance within three years.

(2) Screening of surface parking from single-family or duplex adjacency. One or more of the three screening methods listed in Subsection (b) must be used to provide screening to separate a surface parking area from an adjacent single family or duplex zoned property. The screening must separately or collectively attain a minimum height of six feet above the parking surface.

(3) Off-street loading and garbage storage area screening.

(A) Off-street loading spaces and garbage storage areas for all uses except single family and duplex uses must be screened from:

(i) a public street that is adjacent to the lot; and

(ii) property in a single family or duplex zoned district that is adjacent to or directly across an alley from the lot.

(B) Screening required by this paragraph must be at least six feet in height measured from the horizontal plane passing through the nearest point of the off-street loading space or garbage storage area.

(C) Required screening must be constructed of:

(i) for off-street loading spaces, any of the materials described in Subsection (b) to separately or collectively attain the minimum height of six feet above the parking surface; and

(ii) for garbage storage areas, a solid wood or masonry fence wall.
or

(D) Access through required screening may be provided only by a solid gate that equals the height of the screening. The gate must remain closed at all times except when in actual use.

(4) Above-grade off-street parking in general.

(A) Parking is permitted on any level of a building. Except for the portions of an above-grade parking structure facing a mews or an alley, parking structures must comply with the following:

(i) parking levels must be screened through use of vegetation, metal panels, or other architectural elements to obscure sloping ramps from view; or

(ii) parking levels must be concealed in a structure with facade building materials similar in appearance to the main structure's facade; and

(B) Liner development must be provided along the street level of the garage, only when fronting on a primary street, in accordance with the table of development standards (Exhibit 468).

(5) Highly reflective glass. Highly reflective glass may not be used as an exterior building material for more than 25 percent of a facade on any building or structure. For purposes of this subsection, HIGHLY REFLECTIVE GLASS means glass with exterior visible reflectance percentages in excess of 27 percent. Visible reflectance is the percentage of available visible light energy reflected away from the exterior surface of the glass. (The higher the percentage, the more visible light reflected and the more mirror-like the surface will appear.)

(6) Block standards.

(A) Block layouts must generally conform as shown on the area regulating plan. Additional streets not shown on the regulating plan are allowed if they are needed to meet minimum block standards or create blocks with a block perimeter of less than 1,600 feet. Additional streets must be developed in accordance with one of the street sections identified in the streetscape standards.

(B) Block standards apply during the platting process if the existing parcel of land or block is greater than the block perimeters described in this section.

(C) Except as provided in this paragraph, block perimeters may not exceed 1,600 linear feet as measured along the inner edges of each street right-of-way, private street, mews, or designated fire lane which is accompanied by a pedestrian sidewalk on at least one side and available at all times to the general public. The block may be broken by a civic building or open space lot provided the lot containing the civic building or open space is at least 50 feet wide and provides perpetual pedestrian access through the block. Block perimeters may exceed 1,600 feet up to a maximum perimeter of 2,400 feet, if one or more of the following conditions apply:

(i) The block has at least one block face on a street considered a minor street. not

(ii) The block has a mid-block mews constructed in accordance with this article that connects to another street.

(iii) The block has a pedestrian passage available at all times to the public. The pedestrian passage must comply with the following conditions:

(aa) The pedestrian passage has a continuous delineated path that is a minimum of 10-feet wide;

(bb) The pedestrian passage contains lighting at an interval to ensure a minimum illumination on the surface of the path of no less than one-half footcandle; and

(cc) The passage may be partially covered by a structure only if the following conditions are met:

(I) the total covered portion of each pedestrian passage is not longer than 70 feet;

(II) the portions of the facade of the structure are treated architecturally the same as the adjoining building through the use of materials, colors and architectural style;

(III) the portion of the structure covering the pedestrian passage has a minimum setback of 15 feet (the portion of the passage within the setback must comply with the mews cross section as shown in the streetscape standards);

(IV) the portion of the pedestrian passage under the structure has a minimum clearance of 14 feet and contains a clearly demarcated continuous pedestrian passageway; and

(V) the area between the covered portion of the pedestrian path and the street is treated architecturally like a courtyard through changes in ground surface materials, colors, or textures.

(7) Street standards. Streets and mews must comply with cross-sections in the streetscape standards.

(A) Bulb-outs. Bulb-outs are required at all intersections, except where parking is used as a lane of traffic during peak hours.

(B) Crosswalks. Crosswalks must be delineated through the use of contrasting pavement, texture, material, or color.

(C) Building access. Building access must be provided as shown in the table of development standards. Maximum entrance spacing is 150 feet.

(8) Sidewalk standards for new construction.

(A) In general.

(i) Sidewalks complying with the standards of this subsection must be provided for all new construction.

(ii) If a sidewalk is located in a front yard, a sidewalk easement must be dedicated to the city to assure its availability to the public for pedestrian use.

(B) Location.

(i) For all new construction, sidewalks must be located along the entire length of the street frontage.

(ii) Except for existing buildings that do not have room between the building and the street, sidewalks must be located as show in the streetscape standards. Sidewalks may be located farther from the projected street curb to the extent necessary to preserve existing trees or structures or to comply with landscaping requirements.

(C) Width.

(i) Sidewalks must comply with the streetscape standards.

(ii) For any required sidewalks not illustrated in the street standards, sidewalks must have a minimum width of four feet, unobstructed by any structures or landscaping except tree grates, utility poles, and service boxes.

(9) Screening of outdoor storage areas. Except for retail and personal service uses, all outdoor storage areas must be screened by an eight-foot-high solid screening fence, vegetative materials consisting of evergreen plant materials, or other alternative deemed appropriate by the building official.

(j) Landscaping.

(1) In general. Except as provided in this subsection, landscaping must be provided in accordance with Article X.

(A) All street trees must meet the requirements of Section 51A-10.125(b)(4).

(B) All site trees must be a minimum of two inches in caliper at time of planting and may not be located closer than four feet to any paved surface (measured from the center of the tree trunk).

(C) All site tree in-ground planting areas must be a minimum of 100 square feet for a large tree and 50 square feet for a small tree. Planters for large or small trees must be a minimum of 25 square feet.

(D) Site trees must be large tree species listed in Section 51A-10.134.

(E) Small tree species may be substituted at a rate of two small trees per required large tree.

(F) Existing healthy site trees may be used to satisfy the site tree requirements of this section in accordance with Section 51A-10.125(b)(3)(B). Whether a site tree is healthy is a determination made by the building official.

(G) One site tree must be provided for every 4,000 square feet of lot area, or portion thereof, or a minimum of four site trees must be provided, whichever is greater.

(H) Site trees must be evenly distributed throughout the development.

(I) Required landscaping may be provided aboveground when configured as on-site open space in accordance with Section 51A-13.303, "Open Space."

(2) Surface parking landscaping.

(A) Parking spaces in a surface parking lot may not be more than 100 feet from a large canopy tree planted in a median or island.

(B) Each tree must have a caliper of at least two inches and may not be planted closer than two feet to the paved portion of the parking lot.

(C) A median or island in a surface parking lot must be a minimum of 25 square feet in area.

(3) Shared Access Developments.

(A) One site tree must be provided for every 4,000 square feet, or portion thereof, within the shared access development, or a minimum of one site tree must be provided for each individual dwelling unit in the shared access development, whichever is greater.

(B) Site trees must be evenly distributed throughout the shared development.
access

(k) Signs.

(1) Except as otherwise provided, signs must comply the provisions for business zoning districts in Article VII.

(2) The following additional attached premise signs are permitted:

(A) Identifications signs.

(i) An SUP is required. In addition to the provisions of Section 51A-4.219 in determining whether or not to grant a specific use permit, the following factors must be considered:

(aa) Effect on view corridors into and out of the Property.

(bb) Effect on views to and from area parks and landmarks, including the Trinity River Park.

(cc) Effect on public open space and parks.

(dd) Effect on residential uses within the Property.

(ii) A maximum of two are allowed.

(iii) May project 50 feet above the roof.

	(iv)	<u>Maximum effective area is 5,000 square feet.</u>
	(v)	<u>May contain a changeable message.</u>
(B)		<u>Project announcement signs.</u>
	(i)	<u>A maximum of ten are allowed.</u>
	(ii)	<u>Maximum effective area is 1,500 square feet.</u>
	(iii)	<u>May contain a changeable message.</u>
	(iv)	<u>May be displayed no more than 90 days before the project or activity in the subdistrict commences or the tenant moves in.</u>
	(v)	<u>Must be removed no more than 90 days after the project or activity in the subdistrict is completed or the tenant moves in.</u>
(3)		<u>The use of neon is permitted.</u>
(4)		<u>No sign may project beyond the street curb line.</u>
(5)		<u>Signs may be illuminated by an independent external light source (such as an external floodlight).</u>

~~[(a) Main uses permitted.~~

~~(1) Commercial and business service uses.~~

- ~~-- Building repair and maintenance shop.~~
- ~~-- Catering service.~~
- ~~-- Commercial cleaning or laundry plant.~~
- ~~-- Custom business services.~~
- ~~-- Custom woodworking, furniture construction or repair.~~
- ~~-- Electronics service center.~~
- ~~-- Job or lithographic printing.~~
- ~~-- Medical or scientific laboratory.~~
- ~~-- Technical school.~~
- ~~-- Tool or equipment rental.~~

~~(2) Industrial uses.~~

- ~~-- Alcoholic beverage manufacturing. [Subdistrict A-4 only.] [RAR]~~
- ~~-- Industrial (inside) not potentially incompatible.~~
- ~~-- Industrial (inside) light manufacturing.~~

- Temporary concrete or asphalt batching plant. *[By special authorization of the building official.]*

~~(3) Institutional and community service uses.~~

- Child care facility.
- Church.
- Public or private school.

~~(4) Lodging uses.~~

- Hotel or motel. *[SUP required if less than 80 rooms.]*

~~(5) Miscellaneous uses.~~

- Temporary construction or sales office.

~~(6) Office uses.~~

- Financial institution without drive-in window.
- Financial institution with drive-in window.
- Medical clinic or ambulatory surgical center.
- Office.

~~(7) Recreation uses.~~

- Public park, playground, or golf course.

~~(8) Residential uses. The following residential uses are permitted only as a use category within a mixed use project:~~

- Duplex.
- Handicapped group dwelling unit. *[SUP required if spacing component of Section 51A-4.209(3.1) is not met.]*
- Multifamily.
- Single family.
- Retirement housing.

~~To qualify as a mixed use project, a development must contain residential uses and one or more of the other use categories, and the combined floor areas of the uses in each category must equal or exceed the following percentages of the total floor area of the project:~~

<u>Use Category</u>	<u>Percentage of Total Floor Area</u>
---------------------	---------------------------------------

Lodging	10 percent
Office	15 percent
Residential	10 percent
Retail and personal service	5 percent

~~(9) — Retail and personal service uses.~~

- ~~-- Ambulance service.~~
- ~~-- Auto service center.~~
- ~~-- Car wash. [Tunnel unit type only.]~~
- ~~-- Commercial amusement (outside). [SUP]~~
- ~~-- Dry cleaning or laundry store.~~
- ~~-- Furniture store.~~
- ~~-- General merchandise or food store 3,500 square feet or less.~~
- ~~-- General merchandise or food store greater than 3,500 square feet.~~
- ~~-- Home improvement center, lumber, brick, or building materials sales yard.~~
- ~~-- Household equipment and appliance repair. [No outside storage permitted.]~~
- ~~-- Microbrewery, microdistillery, or winery. [Subdistrict A-4 only.] [RAR]~~
- ~~-- Mortuary, funeral home, or commercial wedding chapel.~~
- ~~-- Motor vehicle fueling station.~~
- ~~-- Nursery, garden shop, or plant sales.~~
- ~~-- Personal service uses.~~
- ~~-- Restaurant without drive in or drive through service.~~
- ~~-- Restaurant with drive in or drive through service.~~
- ~~-- Theater.~~

~~(10) — Transportation uses.~~

- ~~-- Transit passenger shelter.~~

~~(11) — Utility and public service uses.~~

- ~~-- Electrical substation.~~
- ~~-- Local utilities.~~
- ~~-- Police or fire station.~~
- ~~-- Post office.~~
- ~~-- Tower/antenna for cellular communication.~~
- ~~-- Utility or government installation other than listed. [SUP]~~

~~(12) — Wholesale, distribution, and storage uses.~~

- ~~-- Contractor's maintenance yard.~~
- ~~-- Mini-warehouse.~~
- ~~-- Office showroom/warehouse.~~
- ~~-- Warehouse.~~

~~(b) — Accessory uses. As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific types of accessory uses, however, due to~~

~~their unique nature, are subject to additional regulations contained in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.~~

~~(c) — Yard, lot, and space regulations.~~

~~(1) — Application of subsection. The following yard, lot, and space regulations apply to all properties within Subdistricts A and A-4 except as provided in the urban design guidelines for properties fronting on specific streets.~~

~~(2) — In general. The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations contained in Division 51A-4.400. If there is a conflict between this subsection and Division 51A-4.400, this subsection controls.~~

~~(3) — Front yard. Minimum front yard is 15 feet.~~

~~(4) — Side and rear yard. No minimum side or rear yard.~~

~~(5) — Density. No maximum density.~~

~~(6) — Floor area ratio. Maximum floor area ratio is 3:1.~~

~~(7) — Height. Maximum structure height to the east of Plowman Avenue is 270 feet. Maximum structure height to the west of Plowman Avenue is 110 feet.~~

~~(8) — Lot coverage. Maximum lot coverage is 80 percent.~~

~~(9) — Lot size. No minimum lot size.~~

~~(10) — Stories. Maximum number of stories to the east of Plowman Avenue is 20. Maximum number of stories to the west of Plowman Avenue is eight.~~

~~(d) — Off-street parking and loading. Consult the use regulations contained in Division 51A-4.200 for the specific off-street parking and loading requirements for each use.~~

~~(e) — Environmental performance standards. See Article VI.~~

~~(f) — Landscaping.~~

~~(1) — All landscaping must be provided in accordance with Article X.~~

~~(2) — Plant material must be maintained in a healthy, growing condition.~~

~~(g) — Signs. Signs must comply with the provisions for business zoning districts in Article VII.~~

~~(h) — Additional provisions.~~

~~(1) — Properties must be maintained in a state of good repair and appearance. neat~~

~~(2) — Development and use of the properties must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.~~

~~(i) — Urban design guidelines for properties fronting on Beckley Avenue, East Colorado Boulevard, Jefferson Boulevard, and Greenbriar Lane.~~

~~(1) — Purpose. The purpose of these urban design guidelines is to enhance the pedestrian environment by increasing safety measures and providing amenities; preserve the historic character of Old Oak Cliff; and enhance the safety factors for heavily traveled major thoroughfares.~~

~~(2) — CPTED review. Compliance with Crime Prevention Through Environmental Design (CPTED) review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(3) — Front yard. Minimum front yard is 15 feet. Maximum front yard is 30 feet.~~

~~(4) — Lighting. Exterior lighting of the front yard and parking areas must be directed away from adjoining properties.~~

~~(5) — Parking lots.~~

~~(A) — Screening methods. All off-street surface parking lots, excluding driveways used for ingress or egress must be screened from the street by using one or more of the following three methods to separately or collectively attain a minimum height of three feet above the parking surface:~~

~~(i) — Brick, stone, or concrete masonry; stucco; concrete; or wood wall or fence.~~

~~(ii) — Earthen berm planted with turf grass or ground cover recommended for local area use by the director of parks and recreation. The berm may not have a slope that exceeds one foot of height for each two feet of width.~~

~~(iii) — Evergreen plant materials recommended for local area use by the director of parks and recreation. The plant materials must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plant materials must be placed a maximum of 24 inches on center over the entire length of the bed unless the building official approves an alternative planting density that a landscape authority certifies as being capable of providing a solid appearance within three years.~~

~~(B) — Measuring the height of screening. The height of screening is measured from the horizontal plane passing through the nearest point of the surface of the parking lot. Screening may be placed in a visibility triangle as defined in the visual obstruction regulations in Section 51A-4.602(c). Any screening placed in a visibility triangle must be two and one half feet in height measured from the top of the adjacent street curb. If there is no adjacent street curb, the measurement is taken from the grade of the portion of the street adjacent to the visibility triangle.~~

~~(6) — Reflective glass. Maximum permitted luminous reflectance of glass used as an exterior building material varies depending on where the reflective glass is used on the building. The luminous reflectance of glass used on the exterior of the first two stories of a building may not exceed 15 percent. The luminous reflectance of exterior glass used above the first two stories of the building may not exceed 27 percent.~~

~~(7) — Screening of outside storage. Outside storage must be screened as provided by Section 51A-4.602(b).~~

~~(8) — Street trees. In addition to any landscaping required by Article X, trees must be planted within 10 feet of the front property line at a density of one tree for each 30 linear feet of frontage, excluding visibility triangles, driveways, and points of ingress and egress to and from the property.~~

~~(j) — Urban design guidelines for properties fronting on Julian Street, Spann Street, Oregon Street, Dealey Street, and Morgan Street.~~

~~(1) — Purpose. The purpose of these urban design guidelines is to enhance the pedestrian environment by increasing safety measures and providing amenities, and to preserve the historic character of Old Oak Cliff.~~

~~(2) — CPTED review. Compliance with CPTED review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(3) — Lighting. Exterior lighting of the front yard and parking areas must be directed away from adjoining properties.~~

~~(4) — Reflective glass. Maximum permitted luminous reflectance of glass used as an exterior building material varies depending on where the reflective glass is used on the~~

~~building. The luminous reflectance of glass used on the exterior of the first two stories of a building may not exceed 15 percent. The luminous reflectance of exterior glass used above the first two stories of the building may not exceed 27 percent.~~

~~(5) Screening of outdoor storage. Outside storage must be screened as provided by Section 51A-4.602(b).~~

~~(6) Sidewalks. Buildings must be set back at least six feet from the required sidewalk.~~

~~(7) Street trees. In addition to any landscaping required by Article X, trees must be planted within 10 feet of the front property line at a density of one tree for each 30 linear feet of frontage, excluding visibility triangles, driveways, and points of ingress and egress to and from the property.]~~

Staff Recommendation

Zoning to be WR-3

CPC Recommendation

SEC. 51P-468.108[7.4]. EAST KESSLER OVERLAY. [SUBDISTRICT A-4 BECKLEY RESIDENTIAL AREA.]

- (a) Applicability. The provisions in this section apply only in the East Kessler overlay as identified in Exhibit .
- (b) Height. Maximum structure height is 35 feet.
- (c) Stories. Maximum number of stories is 2.5.
- (d) Parking reductions. Parking reductions allowed in this district are not allowed in the East Kessler Overlay.
- (e) Remote parking. Remote parking is prohibited. No use in the East Kessler Overlay may use remote parking for required parking, whether the remote parking lot is within the overlay or outside of it. No use outside of the overlay may use a remote parking lot within the overlay for required parking.
- (f) Rooftop decks. Rooftop decks accessible to the public are prohibited.
- (g) Outdoor speakers. Outdoor speakers are prohibited.
- (h) Detached signs. Detached signs are prohibited along Handley Drive and Greenbriar Lane.
- (i) Backlit signs. Backlit signs are prohibited.
- (j) Special provisions for lots adjacent to Handley.
- (1) The following main uses are the only main uses allowed:

- Single family.
- Duplex.
- Multifamily.
- Office.
- Medical office.

- (2) Minimum front yard setback is 15 feet.
- (3) When adjacent to a single family use, minimum side and rear setback is 5 feet.
- (4) Maximum structure height is 30 feet.
- (5) Maximum lot coverage is 80 percent.
- (vi) Detached signs are prohibited.
- (6) LED lights are prohibited.
- (7) Maximum effective area for attached premise signs is four square feet.

[(a) Main uses permitted.]

(1) Residential uses.

- Handicapped group dwelling unit. [SUP required if spacing component of Section 51A-4.209(3.1) is not met.]
- Multifamily.
- Residential hotel.
- Single family.

(2) Transportation uses.

- Transit passenger shelter.

(3) Utility and public service uses.

- Electrical substation.
- Local utilities.
- Police or fire station.
- Post office.
- Tower/antenna for cellular communication.
- Utility or government installation other than listed. [SUP]

~~(b) — Accessory uses. As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.~~

~~(c) — Yard, lot, and space regulations.~~

~~(1) — Application of subsection. The following yard, lot, and space regulations apply to all properties within Subdistrict A-1.~~

~~(2) — In general. The yard, lot, and space regulations in this section must be read together with the yard, lot, and space regulations in Division 51A-4.400. In the event of a conflict between this section and Division 51A-4.400, this subsection controls.)~~

~~(3) — Front yard. Minimum front yard is 15 feet.~~

~~(4) — Side and rear yard. No minimum side or rear yard.~~

~~(5) — Density. Maximum number of dwelling units is 23.~~

~~(6) — Floor area ratio. Maximum floor area ratio is 3:1.~~

~~(7) — Height. Maximum structure height is 50 feet.~~

~~(8) — Lot coverage. Maximum lot coverage is 80 percent. Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.~~

~~(9) — Lot size. No minimum lot size.~~

~~(10) — Stories. No maximum number of stories.~~

~~(d) — Off-street parking and loading. Consult the use regulations contained in Division 51A-4.200 for the specific off-street parking/loading requirements for each use.~~

~~(e) — Environmental performance standards. See Article VI.~~

~~(f) — Landscaping.~~

~~(1) — For a shared access development, landscaping must be provided in accordance with all provisions set forth in this paragraph.~~

~~(A) — Treatment as a single lot. For purposes of landscape regulations, a shared access development is treated as a single lot.~~

~~(B) — Landscape site area designation. A minimum of 20 percent of the shared access development must be designated as landscape site area. Permeable pavement for motor vehicles does not count as a part of the landscape site area.~~

~~(C) — Trees.~~

~~(i) — Site trees. One tree must be provided for every 4,000 square feet within the shared access development. A minimum of 50 percent of these site trees must be planted within the rear 50 percent of the shared access development. Every site tree must have a planting area of at least 25 square feet. The trunk of any site tree must be located more than two and one-half feet from any pavement.~~

~~(ii) — Street trees. All street trees must be large canopy trees. One large canopy tree must be provided for every 25 feet of frontage, with a minimum of two trees required. These trees must be located within the public right-of-way.~~

~~(2) — For all other uses, landscaping must be provided in accordance with Article X.~~

~~(3) — All plant materials must be maintained in a healthy, growing condition.~~

~~(g) — Signs. Signs must comply with the provisions for non-business zoning districts in Article VII.~~

~~(h) — Additional provisions.~~

~~(1) — Property in this subdistrict must be properly maintained in a state of good repair and neat appearance.~~

~~(2) — Development and use of property in this subdistrict must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.]~~

SEC. 51P-468.109[7.2]. MEDICAL USE OVERLAY, SUBDISTRICT A-2—
GREENBRIAR RESIDENTIAL AREA.

(a) Applicability. The provisions in this section apply only in the medical use overlay as identified in Exhibit only when occupied by a medical use as defined in Section 51A-13.306(d)(4).

(b) Purpose. The medical use overlay is intended to provide flexibility to meet the unique requirements of medical uses including accessibility, building infrastructure, and structure design standards.

(c) Conflict. If there is a conflict between the text of this section and the text of other sections in this article, this section controls. If there is a conflict between the text of this section and Chapter 51A, the text of this section controls.

(d) Street hierarchy plan. The medical use overlay must comply with the street hierarchy plan (Exhibit 468C). Amendments to the hierarchy plan must follow the procedures for the minor amendment process in Section 51A-4.702(h)(2).

(e) Main uses permitted.

(1) In general. The following uses are the only main uses permitted:

- Commercial parking lot.
- Medical uses as defined in Section 51A-13.306(d)(4).
- Pedestrian sky bridge. [SUP. See Section 51A-4.217(b)(12). Traffic impact analysis is not required.]

(2) Active uses. Along Beckley Avenue and Colorado Boulevard, the only uses permitted on street-level and as part of a parking structure are active uses.

(f) Yard, lot, and space regulations.

(1) Front yard. Along secondary streets, maximum front yard is 30 feet. Along service streets, no maximum front yard. Pedestrian skybridges may be located in a required front yard.

(2) Side yard. Maximum side yard is 50 feet.

(3) Parking setback. Along non-primary streets, minimum setback for surface parking is 10 feet.

(4) Structure height. Except along Beckley Avenue and Colorado Boulevard, no minimum structure height. Along Colorado and Beckley, structure height must comply with WMU-20 regulations in Article XIII.

(5) Story height. No maximum or minimum story height.

(6) Block length. Maximum block lengths required by Article XIII may be measured from intervening fire lanes, driveways, pedestrian or bicycle passages, or alleys that serve to divide blockfaces.

(g) Off-street parking regulations.

(1) In general. Except as otherwise provided in this subsection, consult the parking regulations in Section 51A-13.402 for the specific off-street parking and loading requirements for medical uses.

(A) Hospital. One off-street parking space per bed is required.

(D) Pedestrian sky bridge. None required.

(2) Parking fees. Medical uses may charge a fee for required off-street parking.

(h) Facade transparency.

(1) Along Beckley Avenue and Colorado Boulevard, minimum facade transparency at street-level is 30 percent. Minimum facade transparency above street-level is 20 percent.

(i) Single story shopfront development. Single story shopfront development is allowed for medical uses in buildings that do not front Beckley Avenue or Colorado Boulevard.

(a) ~~—— Main uses permitted.~~

(1) ~~—— In general.~~ Except for transit passenger shelter and local utilities, nonresidential uses must be part of a live/work unit and located in buildable area 2 as shown on the Subdistrict A-2 conceptual plan.

(2) ~~—— Commercial and business service uses.~~

- ~~-- Artisan and specialty goods shop.~~
- ~~-- Art or craft production facility.~~
- ~~-- Catering service.~~
- ~~-- Live/work unit.~~

(3) ~~—— Industrial uses.~~

- ~~-- Industrial (inside) for light manufacturing. *[Limited to 1,000 square feet. Street level only.]*~~

(4) ~~—— Office uses.~~

- ~~-- Office.~~

(5) ~~—— Residential uses.~~

- ~~-- Multifamily.~~

(6) ~~—— Retail and personal service uses.~~

- ~~-- Art gallery.~~

- ~~General merchandise or food store 3,500 square feet or less.~~
- ~~Personal service uses.~~
- ~~Restaurant without drive-in or drive-through service.~~

~~(7) — Transportation uses.~~

- ~~Transit passenger shelter.~~

~~(8) — Utility and public service uses.~~

- ~~Local utilities.~~

~~(b) — Accessory uses. As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.~~

~~(c) — Yard, lot, and space regulations.~~

~~(1) — In general. The yard, lot, and space regulations in this section must be read together with the yard, lot, and space regulations in Division 51A-4.400. If there is a conflict between this section and Division 51A-4.400, this section controls.~~

~~(2) — Front yard.~~

~~(A) — Minimum front yard.~~

~~(i) Greenbriar Lane. Minimum front yard is five feet.~~

~~(ii) Dealey Avenue. No front yard is required.~~

~~(B) — Buildable area 1.~~

~~(i) A minimum of 65 percent of the easement frontage must have a building facade located within 0 and 15 feet of the wastewater easement.~~

~~(ii) The required setback from the wastewater easement is measured from the northernmost line of the easement shown on the Subdistrict A-2 conceptual plan.~~

~~(iii) A permit must be issued for a building in buildable area 2 that meets the minimum frontage requirement in Subparagraph (C) before the issuance of a permit to construct a building in buildable area 1.~~

~~(C) — Buildable area 2.~~

(i) ~~Maximum front yard is 15 feet.~~

(ii) ~~A minimum of 65 percent of the lot frontage must have a building facade located between the minimum and maximum front yard.~~

(3) ~~Side and rear yard. No minimum side or rear yard.~~

(4) ~~Density. Minimum density is 55 dwelling units per acre. No maximum dwelling unit density.~~

(5) ~~Floor area ratio. No maximum floor area ratio.~~

(6) ~~Height. Maximum structure height is 78 feet.~~

(7) ~~Lot coverage. Maximum lot coverage is 80 percent. Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.~~

(8) ~~Lot size. No minimum lot size.~~

(9) ~~Stories. Minimum number of stories above grade is two. Maximum number of stories above grade is five.~~

(d) ~~Off street parking and loading.~~

(1) ~~In general. Except as provided in this subsection, consult the use regulations in Division 51A 4.200 for the specific off street parking and loading requirements for each use.~~

(2) ~~Multifamily.~~

(A) ~~On street parking reduction. Any on street parking spaces may be counted as a reduction of the parking requirement of the use adjacent to the on street parking space.~~

(i) ~~An on street parking space may not be used to reduce the required parking for more than one use, except that an on street parking space may be used to reduce the combined total parking requirement for a mixed use project.~~

(ii) ~~An on street parking space that is not available to the public at all times of the day may only be counted as a partial parking space in proportion to the amount of time that it is available. For example, a parking space that is available to the public only eight hours per day will be counted as one third of a parking space ($8 \div 24 = \text{one third}$). The total of the limited availability parking spaces will be counted to the nearest whole number, with one half counted as an additional space.~~

~~(B) — Bicycle parking. One bicycle parking space per 10 dwelling units is required. A minimum of 25 percent of the required bicycle parking spaces must be unassigned and available for guest parking. The remaining required bicycle parking spaces must be secure and located within an enclosed structure.~~

~~(C) — Street car parking reduction. If a street car stop is located within a walking distance of 1,500 feet, the off-street parking requirement is 1.1 spaces per dwelling unit.~~

~~(3) — Live/work units. Live/work units must comply with the parking requirements for multifamily uses. The nonresidential portion of a live/work unit does not require additional parking or loading above the minimum requirement for a multifamily use; however, the minimum parking requirement in Division 51A 4.200 or this section must be available and unassigned and must be located on site or within the adjacent public right-of-way.~~

~~(4) — Artisan and specialty goods shop or art or craft production facility. One space per 500 square feet of floor area is required.~~

~~(5) — Art gallery. One space per 200 square feet of floor area is required.~~

~~(e) — Environmental performance standards. See Article VI.~~

~~(f) — Landscaping.~~

~~(1) — Landscaping must be provided in accordance with Article X.~~

~~(2) — Plant material must be maintained in a healthy, growing condition.~~

~~(g) — Landscaping in the parkway.~~

~~(1) — Private license granted.~~

~~(i) — The city council hereby grants a revocable, non-exclusive license to the owners or tenants (with the written consent of the owner) of all property in this subdistrict for the exclusive purpose of authorizing compliance with the parkway landscaping requirements of this article. "Parkway" means the portion of a street right-of-way between the street curb and the lot line. An owner or tenant is not required to pay an initial or annual fee for this license, although a fee may be charged for issuance of a parkway landscape permit. This private license will not terminate at the end of any specific period, however, the city council reserves the right to terminate this license at will, by resolution passed by the city council, any time such termination becomes necessary. The determination by the city council of the need for termination is final and binding. The city shall become entitled to possession of the licensed area without giving any notice and without the necessity of legal proceedings to obtain possession when, in its judgment, the purpose or use of the license is inconsistent with the public use of the right-of-way or when the purpose or use of the license is likely to become a nuisance or a threat to public safety. Upon termination of the license by the city council, each owner or tenant shall remove all improvements and installations in the public rights-of-way to the satisfaction of the city.~~

~~(ii) — An owner or tenant is not required to comply with any landscaping requirement to the extent that compliance is made impossible due to the city council's revocation of the private license granted by this subsection.~~

~~(iii) — Upon the installation of landscaping and related amenities, such as irrigation systems, in the public rights-of-way, the owner or tenant shall procure, pay for, and keep in full force and effect commercial general liability insurance coverage with an insurance company authorized to do business in the State of Texas and otherwise acceptable to the city, covering, but not limited to, the liability assumed under the private license granted under this subsection, with combined single limits of liability for bodily injury and property damage of not less than \$1,000,000 for each occurrence, and \$2,000,000 annual aggregate. Coverage under this liability policy must be on an occurrence basis and the city shall be named as additional insured. Proof of such insurance must be sent to: Office of Risk Management, City of Dallas, 1500 Marilla, Dallas, Texas 75201, and the policy must provide for 30 days prior written notice to the Office of Risk Management of cancellation, expiration, non-renewal, or material change in coverage. All subrogation rights for loss or damage against the city are hereby waived to the extent that they are covered by this liability insurance policy.~~

~~(iv) — Each owner or tenant is responsible for maintaining the landscaping in a healthy, growing condition, for keeping related amenities in good repair and condition, and for keeping the premises safe and from deteriorating in value or condition, at no expense to the city. The city is absolutely exempt from any requirements to make repairs or to maintain the landscaping, related amenities, or the premises. The granting of a license for landscaping and related amenities under this subsection does not release the owner or tenant from liability for the installation or maintenance of trees, landscaping, and related amenities in the public right-of-way.~~

~~(2) — Parkway landscape permit.~~

~~(i) — It is the responsibility of the property owner to apply for and obtain a parkway landscape permit before locating trees, landscaping, or related amenities in the parkway. An application for a parkway landscape permit must be made to the building official. The application must be in writing on a form approved by the building official and accompanied by plans or drawings showing the area of the parkway affected and the planting or other amenities proposed.~~

~~(ii) — Upon receipt of the application and any required fees, the building official shall circulate it to all affected city departments and utilities for review and comment. If, after receiving comments from affected city departments and utilities, the building official determines that the construction, planting, or other amenities proposed will not be inconsistent with and will not unreasonably impair the public use of the right-of-way, the building official shall issue a parkway landscape permit to the property owner; otherwise, the building official shall deny the permit.~~

~~(iii) A property owner is not required to comply with any parkway landscaping requirement of this article if compliance is made impossible due to the building official's denial of a parkway landscape permit.~~

~~(iv) A parkway landscape permit issued by the building official is subject to immediate revocation upon written notice if at any time the building official determines that the use of the parkway authorized by the permit is inconsistent with or unreasonably impairs the public use of the right of way. The property owner is not required to comply with any parkway landscaping requirement of this section if compliance is made impossible due to the building official's revocation of a parkway landscape permit.~~

~~(v) The issuance of a parkway landscape permit under this subsection does not excuse the property owner, his agents, or employees from liability for the installation or maintenance of trees or other amenities in the public right of way.~~

~~(h) Signs.~~

~~(1) Signs must comply with the provisions for non-business zoning districts in Article VII.~~

~~(2) For the purpose of projecting signs, a live/work unit is considered a nonresidential premise. Projecting signs are limited to a maximum of 10 square feet of effective area.~~

~~(i) Urban design guidelines.~~

~~(1) Purpose. The purpose of these urban design guidelines is to enhance the pedestrian environment by increasing safety measures and providing amenities; preserve the historic character of Old Oak Cliff; and enhance the safety factors for heavily traveled major thoroughfares. For the purpose of these urban design guidelines, a live/work unit is considered a dwelling unit.~~

~~(2) Street facing ground floor dwelling units.~~

~~(A) A minimum of 80 percent of the street-facing, ground-floor dwelling units must have individual entries that access the street and must have an improved path connecting to the sidewalk.~~

~~(B) Individual entries may be gated and private yards or patios may be fenced if the fencing is a minimum 70 percent open, such as wrought iron.~~

~~(C) A minimum of 60 percent of the street-facing, ground-floor dwelling units must have an individual entrance or patio within six to 30 inches above the finished sidewalk grade.~~

~~(D) Construction of stoops or porches at each street-facing, ground-floor dwelling unit is encouraged.~~

~~(E) For a live/work unit, the second floor shall be the maximum height allowed above the finished floor without the requirement of a mid-stair landing.~~

~~(F) The street-facing facade of a live/work unit must provide the following fenestration for the portions of the ground floor that has floor area. If an enclosed parking area within a live/work unit is converted to floor area, the entire street-facing facade of the ground level must comply with the following fenestration requirements.~~

~~(i) Windows and doors must contain clear and unpainted or similarly treated glass that provides a transparent surface (spandrel glass or back-painted glass is prohibited).~~

~~(ii) Windows and doors are required at a minimum of 50 percent of the street-fronting, street-level facade.~~

~~(iii) Windows must be located a maximum of three feet above the base of the structure.~~

~~(iv) Windows must be at least 10 feet in height.~~

~~(3) Architectural elements.~~

~~(A) Maximum permitted luminous reflectance of glass used as an exterior building material above the first two stories of the building may not exceed 27 percent.~~

~~(B) To break up long walls, building articulation of a minimum depth of one foot is required for every 50 feet of length of a street-facing facade.~~

~~(C) A minimum of two different facade materials or colors is required on each street-facing facade.~~

~~(D) Special architectural elements, such as architecturally prominent public entrances, a canopy or awning, or an attached tower or turret, are required at building public entry points. A minimum of two elements are required for buildable area 1 and a minimum of one element is required for buildable area 2.~~

~~(4) Parking structures. Parking structure facades must be concealed with a facade that is similar in materials, architecture, and appearance to the facade of the main structure or the adjacent structure, except that breaks in the exterior parking structure facade not exceeding 40 feet in width are permitted at driveway and entryway locations. Openings in the exterior parking structure facade may not exceed 60 percent of the total parking structure facade area. Solid screening that is a minimum of 42 inches in height from the floor level within the parking structure is required to screen vehicles and vehicle headlights. Other openings must be~~

~~screened with architectural grill work or other visual screening materials that provide ventilation. Cable guard strands must not be visible from the exterior of the parking structure.~~

~~(5) — Pedestrian amenities.~~

~~(A) A minimum of two benches and two trash receptacles are required along each street frontage.~~

~~(B) Pedestrian scale lighting must be provided at an average of one lighting fixture per 75 feet of street frontage. Lighting fixtures may be attached or detached.~~

~~(C) A minimum sidewalk width of eight feet must be provided with a minimum unobstructed width of five feet. Trees and tree grates are sidewalk obstructions.~~

~~(D) Pedestrian crossings at driveways must be distinguished by a change in surface materials such as pavers or patterned concrete. Pedestrian crossings may not be distinguished by paint alone.~~

~~(6) — Open space. A minimum of eight percent of the lot area must be provided as open space. Open space may be provided at or below grade or above ground through the use of an outside roof deck, rooftop garden, pool area, or similar type of outside common area. Open space cannot be parked on or driven upon.~~

~~(7) — CPTED review. Compliance with Crime Prevention Through Environmental Design (CPTED) review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(8) — Street trees.~~

~~(A) In addition to any landscaping required by Article X, trees must be planted within 10 feet of the front property line or within the parkway at a density of one tree for each 30 linear feet of frontage, excluding visibility triangles, driveways, and points of ingress and egress to and from the Property.~~

~~(B) The following small trees may be provided to comply with this requirement in areas where a conflict exists due to above or below ground utilities:~~

~~(i) — Crepe Myrtle (*Lagerstroemia indica*)~~

~~(ii) — Redbud (*Cercis canadensis*)~~

~~(iii) — Desert Willow (*Chilopsis linearis*)~~

~~(iv) — Yaupon Holly (*Ilex vomitoria*)~~

~~(v) Mexican Plum (Prunus mexicana)~~

~~(9) Paving. Architecturally enhanced paving is encouraged adjacent to Greenbriar Lane and for parking areas visible from an improved public street.~~

~~(j) Additional provisions:~~

~~(1) A live/work unit may:~~

~~(A) only have customers on the premises between 7:00 a.m. and 9:00 p.m., Monday through Sunday;~~

~~(B) only have material deliveries and pick-ups twice per week or less;~~

~~(C) not allow work-related activities to occur outside;~~

~~(D) not have outdoor displays; and~~

~~(E) not generate loud and raucous noise that renders enjoyment of life or property uncomfortable or interferes with public peace and comfort.~~

~~(2) A stucco system used as a facade material must have a minimum of a half inch. thickness~~

~~(3) Property in this subdistrict must be properly maintained in a state of good repair and neat appearance.~~

~~(4) Development and use of the Property in this subdistrict must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.~~

SEC. 51P-468.110[7.3].

TRANSITIONAL USES. [SUBDISTRICT A-3—
TRINITY TOWNHOME MULTIFAMILY RESIDENTIAL
AREA.

(a) Application. This section applies only to Subdistricts B, C, D, E, F, and G.

(b) Purpose. When a form district is initiated, it may not be possible to develop and completely transition the entire area at the inception. Transitional uses are intended to provide an opportunity for owners in a form district to make appropriate use of their property during the interim period as the district develops. Transitional uses are intended to allow underutilized or vacant properties to have value between the effective date of this article and the time that full implementation of the zoning changes become practical and feasible with strict compliance. No transitional use is allowed without a specific use permit which must contain a specific duration

and, which may, if necessary provide regulations in this section to ensure compatibility of the use with surrounding properties.

(c) Specific use permit.

(1) The uses listed in Subsection (d) are permitted as transitional uses subject to a specific use permit.

(2) A specific use permit approved for a transitional use must contain a specified duration, which may not exceed years. A specific use permit for a transitional use is not subject to automatic renewal. No off-street parking reductions are permitted.

(3) A specific use permit approved for a transitional use may modify the following regulations of this article if the city council determines that no adverse impact on surrounding properties will result:

(A) Section 51A-13.302, "Height."

(B) Section 51A-13.304, "Development Types."

(C) Section 51A-13.305, "Building Elements."

(4) A specific use permit for a transitional use does not create nonconforming rights in the use, structure, or any modifications of the regulations of this article. Upon expiration of the specific use permit, immediate compliance with all regulations of this article is required.

(5) No expiration for a specific use permit may occur while an application for renewal of the specific use permit is pending before the city plan commission or city council. If an application is pending at the end of the current time limit stated in the specific use permit ordinance, the time limit shall be extended as a matter of law:

(A) until the day following the next succeeding official agenda meeting of the city council after the council makes a final decision to deny the application; or

(B) if the city council votes to create a new time limit, until the effective date of the amending ordinance establishing the new time limit.

(d) List of transitional uses.

(1) All uses permitted under Section 51A-13.306, regardless of the subdistrict in which the use is located.

(2) Crop production.

(3) Building repair and maintenance shop.

(4) Catering service, large scale.

(5) Electronics service center.

(6) Tool or equipment rental.

(7) Lumber, brick, or building materials sales yard.

(8) Recycling collection center.

(9) Outdoor recreation, including, but not limited to, country club with private membership, private recreation center, club, or area (outside), public golf course, and commercial amusement (outside).

(10) Nursery or plan sales on an open lot.

(a) ~~——~~ Main uses permitted. The following are the only main uses permitted:

- ~~Local utilities.~~
- ~~Multifamily.~~

(b) ~~——~~ Accessory uses. As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.

(c) ~~——~~ Yard, lot, and space regulations.

(1) ~~——~~ In general. The yard, lot, and space regulations in this section must be read together with the yard, lot, and space regulations in Division 51A-4.400. If there is a conflict between this subsection and Division 51A-4.400, this subsection controls.

(2) ~~——~~ Front yard.

(A) ~~——~~ Dealey Avenue. Along Dealey Avenue, minimum front yard is five feet.

(B) ~~——~~ Greenbriar Lane.

(i) ~~——~~ Except as provided in this subparagraph, along Greenbriar Lane and south of the sanitary sewer easement shown on the development plan,

- (aa) minimum front yard is 5 feet; and
- (bb) maximum front yard is 15 feet.

~~(ii) For dwelling units along Greenbriar Lane and south of the sanitary sewer easement shown on the development plan, stoops and stairs may encroach up to five feet into the minimum front yard setback.~~

~~(iii) A portion of the front facade equal to at least 25 percent of the length of the Property along Greenbriar Lane, including pedestrian and vehicular ingress and egress points, must be located within the area between the minimum and maximum front yard setback. The remainder of the front facade must comply only with the minimum front yard setback.~~

~~(C) Urban form. Urban form setbacks are not required.~~

~~(3) Side and rear yard. No minimum side or rear yard.~~

~~(4) Density. Minimum density is 60 dwelling units. No maximum density.~~

~~(5) Floor area ratio. No maximum floor area ratio.~~

~~(6) Height.~~

~~(A) Except as provided in this paragraph, maximum height is 75 feet.~~

~~(B) In the area shown on the development plan, maximum height is 38 feet.~~

~~(7) Lot coverage. Maximum lot coverage is 80 percent. Aboveground parking structures are included in lot coverage calculations; surface parking lots and underground parking structures are not.~~

~~(8) Lot size. No minimum lot size.~~

~~(9) Stories. Maximum number of stories is five.~~

~~(d) Off street parking and loading.~~

~~(1) Except as provided in this subsection, consult the use regulations in Division 51A-4.200 for the specific off street parking/loading requirements for each use.~~

~~(2) Tandem parking is permitted in garages attached to individual dwelling units.~~

~~(3) For a multifamily use, a minimum of 1.50 off-street parking spaces per dwelling unit must be provided. For visitor parking, an additional minimum of 0.25 off-street~~

~~parking spaces per dwelling unit must be provided. Required visitor parking must be available and unassigned.~~

~~(4) On street parking spaces adjacent to the multifamily use may be counted toward the off street visitor parking requirements.~~

~~(e) Environmental performance standards. See Article VI.~~

~~(f) Landscaping.~~

~~(1) Landscaping must be provided in accordance with Article X.~~

~~(2) Plant materials must be maintained in a healthy, growing condition.~~

~~(g) Signs. Signs must comply with the provisions for non-business zoning districts in Article VII.~~

~~(h) Urban design guidelines.~~

~~(1) In general.~~

~~(A) The purpose of these urban design guidelines is to:~~

~~(i) enhance the pedestrian environment by increasing safety measures and providing amenities;~~

~~(ii) preserve the historic character of Old Oak Cliff; and~~

~~(iii) enhance the safety factors for heavily traveled major thoroughfares.~~

~~(B) For purposes of the urban design guidelines, internal driveways are considered streets.~~

~~(C) The urban design guidelines do not apply to the existing dwelling units constructed before January 1, 2013 and shown on the development plan.~~

~~(2) Street facing facades.~~

~~(A) Except as provided in this paragraph, a minimum of 80 percent of the street facing street level dwelling units must have an:~~

~~(i) individual entry with access to the street; and~~

~~(ii) improved path that connects to a sidewalk.~~

~~(B) — Along Greenbriar Lane and south of the sanitary sewer easement shown on the development plan, 100 percent of the street facing street level dwelling units must have an:~~

~~(i) — individual entry with access to the street; and~~

~~(ii) — improved path that connects to a sidewalk.~~

~~(C) — Along Greenbriar Lane and south of the sanitary sewer easement shown on the development plan, at least 30 percent of the area of street facing street-level dwelling unit facades, including windows and doors, must be transparent.~~

~~(3) — Architectural elements.~~

~~(A) — To break up long walls, building articulation of a minimum depth of one foot is required for every 50 feet of length of a street facing facade.~~

~~(B) — A minimum of two different facade materials or colors is required on each street facing facade.~~

~~(4) — Off street parking structures.~~

~~(A) — Except as provided in this paragraph, parking structures must be concealed with a facade that is similar in materials, architecture, and appearance to the facade of the main structure, except that breaks in the exterior parking structure facade not exceeding 40 feet in width are permitted at driveway and entryway locations.~~

~~(B) — Openings in the exterior parking structure facade may not exceed 60 percent of the total parking structure facade area.~~

~~(C) — Solid screening of a minimum of 42 inches in height from the floor level within the parking structure to screen vehicles and vehicle headlights.~~

~~(D) — Other openings must be screened with architectural grill work or other visual screening materials that provide ventilation and minimize glare and noise.~~

~~(E) — The off street parking structure requirements do not apply to garages attached to individual dwelling units.~~

~~(5) — Pedestrian amenities along Greenbriar Lane.~~

~~(A) — Pedestrian scale lighting must be provided at an average of one lighting fixture per 75 feet of Greenbriar Lane street frontage, including ingress and egress points.~~

~~(B) — A minimum sidewalk width of eight feet must be provided with a minimum unobstructed width of five feet. Trees and tree grates are considered sidewalk obstructions. Internal sidewalks along the driveways must be a minimum width of three feet.~~

~~(C) — Pedestrian crossings at driveways that connect to Greenbriar Lane must be distinguished by a change in surface materials, such as pavers or patterned concrete. Pedestrian crossings may not be distinguished by paint alone.~~

~~(6) — CPTED review. Compliance with Crime Prevention Through Environmental Design (CPTED) review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(7) — Fencing. The following fencing requirements apply when the seventh dwelling unit is completed on the Property:~~

~~(A) — All fencing existing on November 12, 2013 must be removed, except the fencing for existing dwelling units constructed before January 1, 2013 and shown on the development plan.~~

~~(B) — Except as provided in this paragraph, fencing for street-facing dwelling units may not exceed four feet in height.~~

~~(C) — Side yard perimeter fencing may not exceed nine feet in height.~~

~~(D) — Vehicular security gates may not exceed six feet in height and must be located at least 15 feet from the street right of way as shown on the development plan.~~

~~(E) — Fencing in the area between a street-facing facade and the street that is not part of an individual dwelling unit's private yard or patio must have one pedestrian gate for every 150 feet of fencing length.~~

~~(F) — Fencing and gates for individual dwelling unit entries, private yards, and patios must be a minimum of 70 percent open.~~

~~(i) — Additional provisions.~~

~~(1) — To ensure compliance with the standards of this article, before the issuance of a building permit to construct a building north of the sanitary sewer easement shown on the development plan, a building permit must be issued for a building that meets the facade location requirements in Section 51P-107.3(c)(2).~~

~~(2) — Dumpsters are not permitted.~~

~~(3) — The Property must be properly maintained in a state of good repair and neat appearance.~~

~~(4) Development and use of property in this subdistrict must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.]~~

SEC. 51P-468.111[08].

HIGH-RISE TOWER CONFIGURATION AND
ORIENTATION REQUIREMENTS. [SUBDISTRICT B-
OAK FARMS COMMERCIAL AREA.]

(a) Applicability. This section applies only to building sites in Subdistricts G and H that are adjacent to the Trinity River levee.

(b) Tower separation. A minimum tower separation of 100 feet is required.

(c) Tower floor proportion. To prevent a wall effect along the Trinity River, any portion of a building greater than 75 feet in height must comply with the following:

(1) For a tower with an average floor plate of 12,500 square feet or less, tower dimension or orientation restrictions are not required.

(2) Towers with an average floor plate greater than 12,500 square feet must comply with the following:

(A) The longest floorplate dimension for a tower greater than 75 in height must be oriented to be perpendicular to the nearest Trinity River axis. The perpendicular tower orientation is permitted a variation up to 10 degrees from perpendicular axis.

(B) Variations in the building shape and architectural façade are permitted, but the primary mass of the building tower must be as compact as possible to maintain

the perpendicular tower orientation as shown in Exhibit

(C) Floor plate dimensions may not exceed 130 feet in width and 300 feet in length.

(3) Towers may not have floor plates greater than 30,000 square feet.

[(a) Main uses permitted.

(1) Commercial and business service uses.

- ~~-- Building repair and maintenance shop.~~
- ~~-- Catering service.~~
- ~~-- Commercial cleaning or laundry plant.~~
- ~~-- Custom business services.~~
- ~~-- Custom woodworking, furniture construction or repair.~~
- ~~-- Electronics service center.~~

- ~~Job or lithographic printing.~~
- ~~Medical or scientific laboratory.~~
- ~~Technical school.~~
- ~~Tool or equipment rental. [No outside display or storage.]~~

(2) ~~Industrial uses.~~

- ~~Temporary concrete or asphalt batching plant. [By special authorization of the building official.]~~

(3) ~~Institutional and community service uses.~~

- ~~Child care facility.~~
- ~~Church.~~
- ~~Convalescent and nursing homes, hospice care, and related institutions. [SUP]~~
- ~~Public or private school.~~
- ~~Library, art gallery, or museum.~~

(4) ~~Lodging uses.~~

- ~~Hotel or motel. [SUP required if less than 80 rooms.]~~

(5) ~~Miscellaneous uses.~~

- ~~Temporary construction or sales office.~~

(6) ~~Office uses.~~

- ~~Financial institution without drive-in window.~~
- ~~Financial institution with drive-in window.~~
- ~~Medical clinic or ambulatory surgical center.~~
- ~~Office.~~

(7) ~~Recreation uses.~~

- ~~Private recreation center, club, or area.~~
- ~~Public park, playground, or golf course.~~

(8) ~~Residential uses.~~

- ~~Duplex.~~
- ~~Handicapped group dwelling unit. [SUP required if spacing component of Section 51A-4.209(3.1) is not met.]~~
- ~~Multifamily.~~
- ~~Single family.~~
- ~~Retirement housing.~~
- ~~The residential uses listed above are also permitted as a use category within a mixed use project. To qualify as a mixed use project, a development must contain residential uses and one or more of the other use categories, and the combined floor~~

areas of the uses in each category must equal or exceed the following percentages of the total floor area of the project:

<u>Use Category</u>	<u>Percentage of Total Floor Area</u>
—Lodging	10 percent
—Office	15 percent
—Residential	10 percent
—Retail and personal	
—service	5 percent

~~(9) — Retail and personal service uses.~~

- ~~-- Ambulance service.~~
- ~~-- Animal shelter or clinic without outside run.~~
- ~~-- Auto service center.~~
- ~~-- Car wash. [Tunnel unit type only.]~~
- ~~-- Commercial amusement (outside). [SUP]~~
- ~~-- Dry cleaning or laundry store.~~
- ~~-- Furniture store.~~
- ~~-- General merchandise or food store 3,500 square feet or less.~~
- ~~-- General merchandise or food store greater than 3,500 square feet.~~
- ~~-- Home improvement center, lumber, brick, or building materials sales yard.~~
- ~~-- Household equipment and appliance repair.~~
- ~~-- Mortuary, funeral home, or commercial wedding chapel.~~
- ~~-- Motor vehicle fueling station.~~
- ~~-- Nursery, garden shop, or plant sales.~~
- ~~-- Personal service uses.~~
- ~~-- Restaurant without drive-in or drive-through service.~~
- ~~-- Restaurant with drive-in or drive-through service.~~
- ~~-- Temporary retail store.~~
- ~~-- Theater.~~
- ~~-- Vehicle display, sales, and service.~~

~~(10) — Transportation uses.~~

- ~~-- Transit passenger shelter.~~

~~(11) — Utility and public service uses.~~

- ~~Electrical substation.~~
- ~~Local utilities.~~
- ~~Police or fire station.~~
- ~~Post office.~~
- ~~Tower/antenna for cellular communication.~~
- ~~Utility or government installation other than listed. [SUP]~~

~~(b) — Accessory uses. As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations contained in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.~~

~~(c) — Yard, lot, and space regulations.~~

~~(1) — Application of subsection. The following yard, lot, and space regulations apply to all properties within Subdistrict B except as provided in the urban design guidelines for properties fronting on specific streets.~~

~~(2) — In general. The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations contained in Division 51A-4.400. In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.~~

~~(3) — Front yard. Minimum front yard is 15 feet.~~

~~(4) — Side and rear yard. No minimum side or rear yard.~~

~~(5) — Density. No maximum density.~~

~~(6) — Floor area. Maximum floor area ratio is 1.5:1.~~

~~(7) — Height. Maximum structure height to the south of Colorado Boulevard is 54 feet. Maximum structure height to the north of Colorado Boulevard is 95 feet.~~

~~(8) — Lot coverage. Maximum lot coverage is 80 percent.~~

~~(9) — Lot size. No minimum lot size.~~

~~(10) — Stories. Maximum number of stories above grade to the south of Colorado Boulevard is four. Maximum number of stories above grade to the north of Colorado Boulevard is seven.~~

~~(d) — Off street parking and loading. Consult the use regulations contained in Division 51A-4.200 for the specific off street parking and loading requirements for each use.~~

~~(e) — Environmental performance standards. See Article VI.~~

~~(f) — Landscaping.~~

~~(1) — All landscaping must be provided in accordance with Article X.~~

~~(2) — Plant material must be maintained in a healthy, growing condition.~~

~~(g) — Signs. Signs must comply with the provisions for business zoning districts contained in Article VII.~~

~~(h) — Additional provisions.~~

~~(1) — Properties must be maintained in a state of good repair and appearance. neat~~

~~(2) — Development and use of the properties must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.~~

~~(i) — Urban design guidelines for properties fronting on Jefferson Boulevard from the Trinity River to Eighth Street; Lancaster Boulevard north of Colorado Boulevard; and Marsalis Street north of Colorado Boulevard.~~

~~(1) — Purpose. The purpose of these urban design guidelines is to enhance the pedestrian environment by increasing safety measures and providing amenities; preserve the historic character of Old Oak Cliff; and enhance the safety factors for heavily traveled major thoroughfares.~~

~~(2) — CPTED review. Compliance with CPTED review is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(3) — Front yard. Minimum front yard is 15 feet. Maximum front yard is 30 feet.~~

~~(4) — Lighting. Exterior lighting of the front yard and parking areas must be directed away from adjoining properties.~~

~~(5) — Parking lots.~~

~~(A) — Screening methods. All off street surface parking lots, excluding driveways used for ingress or egress, must be screened from the street by using one or more of the following three methods to separately or collectively attain a minimum height of three feet above the parking surface:~~

~~(i) — Brick, stone, or concrete masonry; stucco; concrete; or wood wall or fence.~~

~~(ii) — Earthen berm planted with turf grass or ground cover recommended for local area use by the director of parks and recreation. The berm may not have a slope that exceeds one foot of height for each two feet of width.~~

~~(iii) — Evergreen plant materials recommended for local area use by the director of parks and recreation. The plant materials must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plant materials must be placed a maximum of 24 inches on center over the entire length of the bed unless the building official approves an alternative planting density that a landscape authority certifies as being capable of providing a solid appearance within three years.~~

~~(B) — Measuring the height of screening. The height of screening is measured from the horizontal plane passing through the nearest point of the surface of the parking lot. Screening may be placed in a visibility triangle as defined in the visual obstruction regulations in Section 51A-4.602(c). Any screening placed in a visibility triangle must be two and one half feet in height measured from the top of the adjacent street curb. If there is no adjacent street curb, the measurement is taken from the grade of the portion of the street adjacent to the visibility triangle.~~

~~(6) — Reflective glass. Maximum permitted luminous reflectance of glass used as an exterior building material varies depending on where the reflective glass is used on the building. The luminous reflectance of glass used on the exterior of the first two stories of a building may not exceed 15 percent. The luminous reflectance of exterior glass used above the first two stories of the building may not exceed 27 percent.~~

~~(7) — Street trees. In addition to any landscaping required by Article X, trees must be planted within 10 feet of the front property line at a density of one tree for each 30 linear feet of frontage, excluding visibility triangles, driveways, and points of ingress and egress to and from the property.~~

Staff Recommendation

Do not remove SUBDISTRICT C LAKE CLIFF RESIDENTIAL AREA to prevent conflict with Lake Cliff Historic Overlay.

~~SEC. 51P-468.10].~~

~~[SUBDISTRICT C LAKE CLIFF RESIDENTIAL AREA.]~~

~~[(a) Main uses permitted.~~

~~(1) — Institutional and community service uses.~~

- ~~— Child care facility.~~
- ~~— Church.~~
- ~~— Convalescent and nursing homes, hospice care, and related institutions~~
- ~~— Public or private school.~~

~~(2) — Recreation uses.~~

- ~~— Public park, playground, or golf course.~~

~~(3) Residential uses.~~

- ~~— Duplex.~~
- ~~— Handicapped group dwelling unit. [SUP required if spacing component of Section 51A-4.209(3.1) is not met.]~~
- ~~— Multifamily.~~
- ~~— Single family.~~
- ~~— West of Marsalis Avenue, single family is the only permitted residential use on the following lots:~~
 - ~~(i) — Lots that were vacant on March 12, 1997.~~
 - ~~(ii) — Lots on which structures are removed, demolished, or destroyed by the intentional act of the owner or his agent.~~
- ~~— West of Marsalis Avenue, the number of dwelling units on a lot may not be increased. If the number of dwelling units on a lot is reduced, the lot is thereafter limited to the lesser number of dwelling units.~~

~~(4) Transportation uses.~~

- ~~— Transit passenger shelter.~~

~~(5) — Utility and public service uses.~~

- ~~— Local utilities.~~

~~(b) — Accessory uses.~~

~~As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations contained in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.~~

~~(c) — Yard, lot, and space regulations.~~

~~(1) Application of subsection. The following yard, lot, and space regulations apply to all properties within Subdistrict C.~~

~~(2) — In general. The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations contained in Division 51A-4.400. In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.~~

(3) — ~~Front yard.~~ Minimum front yard is 15 feet, except that west of Marsalis Avenue, minimum front yard for the R 7.5(A) Single Family District applies.

(4) — ~~Side and rear yard.~~ No minimum side or rear yard.

(5) — ~~Density.~~ Maximum dwelling unit density is 30 units per acre.

(6) — ~~Floor area ratio.~~ No maximum floor area ratio.

(7) — ~~Height.~~ Maximum structure height is 36 feet.

(8) — ~~Lot coverage.~~ Maximum lot coverage is 45 percent.

(9) — ~~Lot size.~~ No minimum lot size.

(10) — ~~Stories.~~ No maximum number of stories.

(d) — ~~Off-street parking and loading.~~ Consult the use regulations contained in Division 51A 4.200 for the specific off-street parking and loading requirements for each use.

(e) — ~~Environmental performance standards.~~ See Article VI.

(f) — ~~Landscaping.~~

(1) — All landscaping must be provided in accordance with Article X.

(2) — Plant material must be maintained in a healthy, growing condition.

(g) — ~~Signs.~~ Signs must comply with the provisions for business zoning districts contained in Article VII.

(h) — ~~CPTED review.~~ Compliance with CPTED review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.

(i) — ~~Additional provisions.~~

(1) — Properties must be maintained in a state of good repair and appearance. neat

(2) — Development and use of the properties must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.]

SEC. 51P-468.110. [SUBDISTRICT C-1 LAKE CLIFF NEIGHBORHOOD
SERVICE AREA.]

~~[(a) Main uses permitted. The uses permitted in this district are those uses permitted in the NS(A) Neighborhood Service District, subject to the same conditions applicable in the NS(A) Neighborhood Service District, as set out in the Dallas Development Code. For example, a use permitted in the NS(A) Neighborhood Service District only by specific use permit (SUP) is permitted in this subdistrict only by SUP; a use subject to development impact review (DIR) in the NS(A) Neighborhood Service District is subject to DIR in this subdistrict; etc.~~

~~(b) Yard, lot, and space regulations.~~

~~(1) Application of subsection. The following yard, lot, and space regulations apply to all properties within Subdistrict C-1.~~

~~(2) In general. The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations contained in Division 51A-4.400. In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.~~

~~(3) Front yard. Minimum front yard is 15 feet.~~

~~(4) Side and rear yard. No minimum side or rear yard.~~

~~(5) Density. Maximum dwelling unit density is 30 units per acre.~~

~~(6) Floor area ratio. No maximum floor area ratio.~~

~~(7) Height. Maximum structure height is 36 feet.~~

~~(8) Lot coverage. Maximum lot coverage is 45 percent.~~

~~(9) Lot size. No minimum lot size.~~

~~(10) Stories. No maximum number of stories.~~

~~(c) Off street parking and loading. Consult the use regulations contained in Division 51A-4.200 for the specific off street parking and loading requirements for each use.~~

~~(d) Environmental performance standards. See Article VI.~~

~~(e) Landscaping.~~

~~(1) All landscaping must be provided in accordance with Article X.~~

~~(2) Plant material must be maintained in a healthy, growing condition.~~

~~(f) Signs. Signs must comply with the provisions for business zoning districts contained in Article VII.~~

~~(g) CPTED review. Compliance with CPTED review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(h) Additional provisions.~~

~~(1) Properties must be maintained in a state of good repair and appearance. neat~~

~~(2) Development and use of the properties must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.~~

~~SEC. 51P-468.111. SUBDISTRICTS D AND D-2 FOUNDERS PARK MIXED AREA AND FOUNDERS PARK MIXED AREA 2.~~

~~(a) Main uses permitted.~~

~~(1) Commercial and business service uses.~~

- ~~-- Catering service.~~
- ~~-- Custom business services.~~
- ~~-- Electronics service center.~~
- ~~-- Medical or scientific laboratory. [SUP]~~
- ~~-- Tool or equipment rental. [No outside display or storage.]~~

~~(2) Industrial uses.~~

- ~~-- Temporary concrete or asphalt batching plant. [By special authorization of the building official.]~~

~~(3) Institutional and community service uses.~~

- ~~-- Adult day care facility.~~
- ~~-- Child care facility.~~
- ~~-- Church.~~
- ~~-- College, university, or seminary.~~
- ~~-- Convalescent and nursing homes, hospice care, and related institutions. [SUP]~~
- ~~-- Hospital. [SUP]~~
- ~~-- Library, art gallery, or museum.~~
- ~~-- Public or private school.~~

~~(4) Lodging uses.~~

-- Hotel or motel. *[SUP required if less than 80 rooms.]*

(5) ~~Miscellaneous uses.~~

-- Temporary construction or sales office.

(6) ~~Office uses.~~

-- Financial institution without drive-in window.
 -- Financial institution with drive-in window. *[SUP]*
 -- Medical clinic or ambulatory surgical center.
 -- Office.

(7) ~~Recreation uses.~~

-- Private recreation center, club, or area.
 -- Public park, playground, or golf course.

(8) ~~Residential uses.~~

-- College dormitory, fraternity or sorority house.
 -- Duplex.
 -- Handicapped group dwelling unit. *[SUP required if spacing component of Section 51A-4.209(3.1) is not met.]*
 -- Multifamily.
 -- Single family.
 -- Retirement housing.
 -- Single family and duplex uses are also permitted as a use category within a mixed use project. To qualify as a mixed use project, a development must contain single family or duplex residential uses and one or more of the other use categories, and the combined floor areas of the uses in each category must equal or exceed the following percentages of the total floor area of the project:

<u>Use Category</u>	<u>Percentage of Total Floor Area</u>
—Lodging	—10 percent
—Office	—15 percent
—Residential	—10 percent
—Retail and personal service	—5 percent

(9) ~~Retail and personal service uses.~~

- ~~Auto service center.~~
- ~~Commercial parking lot or garage.~~
- ~~Dry cleaning or laundry store.~~
- ~~Furniture store.~~
- ~~General merchandise or food store 3,500 square feet or less.~~
- ~~General merchandise or food store greater than 3,500 square feet.~~
- ~~Mortuary, funeral home, or commercial wedding chapel.~~
- ~~Motor vehicle fueling station.~~
- ~~Nursery, garden shop, or plant sales. [SUP]~~
- ~~Personal service uses.~~
- ~~Restaurant without drive-in or drive-through service.~~
- ~~Restaurant with drive-in or drive-through service. [SUP]~~
- ~~Temporary retail use.~~
- ~~Theater.~~

~~(10) — Transportation uses.~~

- ~~Helistop. [SUP]~~
- ~~Transit passenger shelter.~~

~~(11) — Utility and public service uses.~~

- ~~Electrical substation.~~
- ~~Local utilities.~~
- ~~Police or fire station.~~
- ~~Post office.~~
- ~~Tower/antenna for cellular communication.~~
- ~~Utility or government installation other than listed. [SUP]~~

~~(b) — Yard, lot, and space regulations.~~

~~(1) — Application of subsection. The following yard, lot, and space regulations apply to all properties within Subdistricts D and D-2 except as provided in the urban design guidelines for all nonresidential uses.~~

~~(2) — In general. The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations contained in Division 51A-4.400. In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.~~

~~(3) — Front yard. For Subdistrict D and for nonresidential uses in Subdistrict D-2, minimum front yard is 25 feet, and maximum front yard is 30 feet. For residential uses in Subdistrict D-2, minimum front yard is 15 feet.~~

~~(4) — Side and rear yard. Minimum side yard is 10 feet. Minimum rear yard is 10 feet.~~

~~(5) — Density. Maximum dwelling unit density is 50 units per acre provided, however, that if the dwelling unit density is 35 units per acre or more, development impact review pursuant to Section 51A 4.800, with review and approval by the director pursuant to Section 51A 4.803(e), is required. Appeals from decisions on development impact review will be made pursuant to Section 51A 4.803(i).~~

~~(6) — Floor area ratio. Maximum floor area ratio is 1.6:1, except that maximum floor area ratio for office uses is 3.0:1.~~

~~(7) — Height. Maximum structure height to the east of Plowman Avenue is 270 feet. Maximum structure height to the west of Plowman Avenue is 135 feet.~~

~~(8) — Lot coverage. Maximum lot coverage is 80 percent.~~

~~(9) — Lot size. No minimum lot size.~~

~~(10) — Stories. Maximum number of stories to the east of Plowman Avenue is 20. Maximum number of stories to the west of Plowman Avenue is 10.~~

~~(c) — Off street parking and loading.~~

~~(1) — In general. Consult the use regulations contained in Division 51A 4.200 for the specific off street parking and loading requirements for each use.~~

~~(2) — Screening. All off street surface parking lots, excluding driveways used for ingress or egress, must be screened from the street by using one or more of the following three methods to separately or collectively attain a minimum height of three feet above the parking surface.~~

~~(A) — Brick, stone, or concrete masonry; stucco; concrete; or wood wall or fence.~~

~~(B) — Earthen berm planted with turf grass or ground cover recommended for local area use by the director of parks and recreation. The berm may not have a slope that exceeds one foot of height for each two feet of width.~~

~~(C) — Evergreen plant materials recommended for local area use by the director of parks and recreation. The plant materials must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plant materials must be placed a maximum of 24 inches on center over the entire length of the bed unless the building official approves an alternative~~

~~planting density that a landscape authority certifies as being capable of providing a solid appearance within three years.~~

~~(3) — Measuring the height of screening. The height of screening is measured from the horizontal plane passing through the nearest point of the surface of the parking lot. Screening may be placed in a visibility triangle as defined in the visual obstruction regulations in Section 51A-4.602(c). Any screening placed in a visibility triangle must be two and one-half feet in height measured from the top of the adjacent street curb. If there is no adjacent street curb, the measurement is taken from the grade of the portion of the street adjacent to the visibility triangle.~~

~~(d) — Environmental performance standards. See Article VI.~~

~~(e) — Landscaping.~~

~~(1) — All landscaping must be provided in accordance with Article X.~~

~~(2) — Plant material must be maintained in a healthy, growing condition.~~

~~(f) — Signs. Signs must comply with the provisions for business zoning districts contained in Article VII.~~

~~(g) — Urban design guidelines for all nonresidential uses.~~

~~(1) — Purpose. The purpose of these urban design guidelines is to enhance the pedestrian environment by increasing safety measures and providing amenities and to preserve the historic character of Old Oak Cliff.~~

~~(2) — Lighting. Exterior lighting of the front yard and parking areas must be directed away from adjoining properties.~~

~~(3) — Street trees. In addition to any landscaping required by Article X, trees must be planted within 10 feet of the front property line at a density of one tree for each 30 linear feet of frontage, excluding visibility triangles, driveways, and points of ingress and egress to and from the property.~~

~~(4) — CPTED review. Compliance with CPTED review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(5) — Reflective glass. Maximum permitted luminous reflectance of glass used as an exterior building material varies depending on where the reflective glass is used on the building. The luminous reflectance of glass used on the exterior of the first two stories of a building may not exceed 15 percent. The luminous reflectance of exterior glass used above the first two stories of the building may not exceed 27 percent.~~

~~(h) — Additional provisions.~~

~~(1) Properties must be maintained in a state of good repair and appearance. neat~~

~~(2) Development and use of the properties must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.]~~

Staff Recommendation

Do not remove SUBDISTRICT D FOUNDERS PARK MIXED AREA to prevent conflict with Lake Cliff Historic Overlay.

~~SEC. 51P-468.112. SUBDISTRICT D-1 FOUNDERS PARK RETAIL (TRACTS 1 AND 3) AND FOUNDERS PARK RESIDENTIAL (TRACT 2).~~

~~(a) Main uses permitted.~~

~~(1) Commercial and business service uses.~~

- ~~-- Catering service.~~
- ~~-- Custom business services.~~
- ~~-- Electronics service center.~~
- ~~-- Medical or scientific laboratory. [SUP]~~

~~(2) Institutional and community service uses.~~

- ~~-- Adult day care facility. [SUP]~~
- ~~-- Child care facility. [SUP]~~
- ~~-- Church.~~
- ~~-- College, university, or seminary.~~
- ~~-- Community service center.~~
- ~~-- Convalescent and nursing homes, hospice care, and related institutions. [By right in Tract 1; otherwise, by SUP]~~
- ~~-- Hospital. [SUP]~~
- ~~-- Library, art gallery, or museum.~~
- ~~-- Public or private school.~~

~~(3) Lodging uses.~~

- ~~-- Hotel or motel. [SUP]~~

~~(4) Miscellaneous uses.~~

- ~~-- Temporary construction or sales office.~~

~~(5) Office uses.~~

- ~~-- Financial institution without drive-in window.~~
- ~~-- Financial institution with drive-in window. [SUP]~~

- ~~— Medical clinic or ambulatory surgical center.~~
- ~~— Office.~~

~~(6) — Recreation uses.~~

- ~~— Private and public recreation center, club, or area.~~
- ~~— Public park, playground, or golf course.~~

~~(7) — Residential uses.~~

- ~~— College dormitory, fraternity or sorority house.~~
- ~~— Duplex.~~
- ~~— Handicapped group dwelling unit. [SUP required if spacing component of Section 51A-4.209(3.1) is not met.]~~
 - ~~— Multifamily.~~
 - ~~— Retirement housing.~~
 - ~~— Single family.~~
- ~~— Single family and duplex residential uses are also permitted as a use category within a mixed use project. To qualify as a mixed use project, a development must contain single family or duplex residential uses and one or more of the other use categories, and the combined floor areas of the uses in each category must equal or exceed the following percentages of the total floor area of the project:~~

<u>Use Category</u>	<u>Percentage of Total Floor Area</u>
Lodging	10 percent
Office	15 percent
Residential	40 percent
Retail and personal service	5 percent

~~(8) — Retail and personal service uses.~~

- ~~— Commercial parking lot or garage.~~
- ~~— Dry cleaning or laundry store.~~
- ~~— Furniture store.~~
- ~~— General merchandise or food store 3,500 square feet or less.~~
- ~~— General merchandise or food store greater than 3,500 square feet.~~
- ~~— Mortuary, funeral home, or commercial wedding chapel.~~
- ~~— Motor vehicle fueling station. [Maximum of eight pumps.]~~
- ~~— Nursery, garden shop, or plant sales. [SUP]~~
- ~~— Personal service uses. [Bail bond office, and tattoo or body piercing studio uses are prohibited.]~~
- ~~— Restaurant without drive in or drive through service.~~

- ~~-- Restaurant with drive-in or drive-through service. [By right in Tract 1; otherwise, by SUP.]~~
- ~~-- Temporary retail use.~~
- ~~-- Theater.~~

~~(9) — Transportation uses.~~

- ~~-- Helistop. [SUP]~~
- ~~-- Transit passenger shelter.~~

~~(10) — Utility and public service uses.~~

- ~~-- Electrical substation.~~
- ~~-- Local utilities.~~
- ~~-- Police or fire station.~~
- ~~-- Post office.~~
- ~~-- Radio, television, or microwave tower. [By right as an accessory use when located on a tract serving a main use; otherwise, by SUP.]~~
- ~~-- Tower/antenna for cellular communication. [SUP]~~
- ~~-- Utility or government installation other than listed. [SUP]~~

~~(b) — Accessory uses. As a general rule, an accessory use is permitted in any district in which the main use is permitted. Some specific types of accessory uses, however, due to their unique nature, are subject to additional regulations in Section 51A-4.217. For more information regarding accessory uses, consult Section 51A-4.217.~~

~~(c) — Yard, lot, and space regulations. The following yard, lot, and space regulations apply to all properties within Subdistrict D[1], except as provided in the urban design guidelines for all nonresidential uses. (Note: The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations contained in Division 51A-4.400. In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.~~

~~(1) — Front yard.~~

~~(A) Minimum front yard is as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

~~(B) For Tract 2, fences, carports, and security gates may be located in a required front yard.~~

~~(2) — Side and rear yard. Minimum side and rear yard is as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

~~(3) — Density.~~

(A) ~~Except as provided below, maximum dwelling unit density is 50 units per acre, provided, however that if the dwelling unit density is 35 units per acre or more, development impact review pursuant to Section 51A 4.803(e) is required. Appeals from decisions on development impact review will be made pursuant to Section 51A 4.803(i).~~

(B) ~~For Tract 1, maximum number of dwelling units is 400. A development impact review under Section 51A 4.803(e) is not required.~~

(C) ~~For Tract 2, maximum number of dwelling units is 57 and dwelling units must be located as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

(4) ~~— Floor area.~~

(A) ~~Except as provided below, maximum floor area ratio is 1.6, except that maximum floor area ratio for office uses is 3.0.~~

(B) ~~For Tract 1, maximum floor area is 30,000 square feet for nonresidential uses and 400,000 square feet for residential uses. The floor area must be located within the building setbacks as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

(C) ~~For Tract 3, maximum floor area is 10,500 square feet and the floor area must be located within the building setbacks as shown on the Tract 1 and 3]Conceptual Plan/Tract 2 Development Plan.~~

(5) ~~— Height.~~

(A) ~~For Tract 1, maximum structure height is 35 [156] feet as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

(B) ~~For Tract 2, maximum structure is 153 feet as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

(C) ~~For Tract 3, maximum structure height is 35 feet as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

(6) ~~— Lot coverage.~~

(A) ~~For Tract 1, maximum lot coverage is 80 percent [except as provided in this subparagraph, maximum lot coverage is 80 percent. Aboveground parking structures do not count toward lot coverage if at least 50 percent of their off-street parking spaces are dedicated to residential uses and at least 60 percent the roof surface is a landscape area as defined in Article X. Any portion of a building that is above 75 feet in height, measured along the west boundary of Tract 1 (Plowman right of way) may not have a floor plate greater than 60 percent of the lot.]~~

(B) For Tract 2, maximum lot coverage is 32 percent.

(C) For Tract 3, maximum lot coverage is 80 percent.

~~(7) Lot size. No minimum lot size.~~

~~(8) Stories.~~

(A) For Tract 1, maximum number of stories is 15.

(B) For Tract 2, maximum number of stories is 12.

(C) For Tract 3, maximum number of stories is two.

~~(d) Off street parking and loading.~~

~~(1) Except as provided below, consult the use regulations contained in Division 51A-4.200 for the specific off street parking/loading requirements for each use.~~

~~(A) For any permitted nonresidential use developed on Tract 1, no more than one head-in parking space may be credited for each nine feet of frontage along Plowman Avenue, with no more than 21 head-in parking spaces being provided as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan. The head-in or parallel parking on Plowman Avenue or Oakenwald Street as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan is not required.~~

~~(B) The property owner must stripe the head-in parking spaces in accordance with city striping standards up to a distance of eight feet from the curb.~~

~~(C) The following off street parking requirements apply for an accessory community center (private) use on Tract 1: A minimum of one space per 500 square feet of floor area.~~

~~(D) The following off street parking requirements apply for a multifamily use on Tract 1: A minimum of one and one half spaces are required for each dwelling unit.~~

~~(E) The following off street parking requirements apply for a multifamily use on Tract 2:~~

~~(i) A minimum of one and one half spaces are required for each dwelling unit in the building.~~

~~(ii) In addition, a minimum of three visitor spaces must be provided in the location shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

~~(F) Aboveground parking structures located on Tract 1 must be constructed of materials similar to the materials used for any main structure located on Tract 1.~~

~~(2) All off-street surface parking lots, excluding driveways used for ingress or egress, must be screened from the street by using one or more of the following three methods to separately or collectively attain a minimum height of three feet above the parking surface:~~

~~(A) Brick, stone, or concrete masonry; stucco; concrete; or wood wall or fence.~~

~~(B) Earthen berm planted with turf grass or ground cover recommended for local area use by the director of parks and recreation. The berm may not have a slope that exceeds one foot of height for each two feet of width.~~

~~(C) Evergreen plant materials recommended for local area use by the director of parks and recreation. The plant materials must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plant materials must be placed a maximum of 24 inches on center over the entire length of the bed unless the building official approves an alternative planting density that a landscape authority certifies as being capable of providing a solid appearance within three years.~~

~~(D) The height of screening is measured from the horizontal plane passing through the nearest point of the surface of the parking lot. Screening may be placed in a visibility triangle as defined in the visual obstruction regulations in Section 51A-4.602(c). Any screening placed in a visibility triangle must be two and one-half feet in height measured from the top of the adjacent street curb. If there is no adjacent street curb, the measurement is taken from the grade of the portion of the street adjacent to the visibility triangle.~~

~~(e) Environmental performance standards. See Article VI.~~

~~(f) Landscaping.~~

~~(1) For Tracts 1 and 2, landscaping must be provided and located as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan landscaping must be provided in accordance with Article X prior to the issuance of a certificate of occupancy.~~

~~(2) For Tract 3, in addition to the street trees located as shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan, landscaping must be provided in accordance with Article X.~~

~~(3) Plant material must be maintained in a healthy, growing condition.~~

~~(g) Landscaping in the parkway. In this section, parkway means the portion of a street right-of-way between the projected street curb and the lot line of the Property.~~

~~(1) — Private license granted.~~

~~(A) The city council hereby grants a revocable, non-exclusive license to the owners, or with the written consent of the owner, to the tenants ("property owner") of all property in this district for the exclusive purpose of authorizing compliance with the parkway landscaping requirements of this article. A property owner is not required to pay an initial or annual fee for this license, although a fee may be charged for issuance of a parkway landscape permit in accordance with the Dallas Building Code, or Paragraph (2) of this section. This private license shall not terminate at the end of any specific time period, however, the city council reserves and has the absolute right to terminate this license at will, by resolution passed by the city council, any time such termination becomes necessary. The determination by the city of the necessity for such termination shall be final and binding and the city shall become entitled to possession of the premises without giving any notice and without the necessity of legal proceedings to obtain possession whenever in its judgment the purpose or use of this license is inconsistent with the public use of the right-of-way or when the purpose or use of this license is likely to become a nuisance or a public safety issue. Upon termination of the license by the director, each property owner shall remove all improvements and installations in the public rights-of-way in a manner satisfactory to the director of public works and transportation.~~

~~(B) A property owner is not required to comply with any landscaping requirement if compliance is made impossible due to the director's revocation of a landscape permit or the revocation of the license granted herein affecting landscaping.~~

~~(C) Upon the installation of landscaping and related amenities, such as irrigation systems, in the public rights-of-way, the property owner shall procure, pay for, and keep in full force and effect commercial general liability insurance coverage with an insurance company authorized to do business in the State of Texas and otherwise acceptable to the city, covering, but not limited to, the liability assumed under the license granted herein, with combined single limits of liability for bodily injury and property damage of not less than \$1,000,000 for each occurrence, \$2,000,000 annual aggregate. Coverage under this liability policy shall be on an "occurrence" basis and the city shall be named as additional insured. Proof of such insurance shall be sent to: Office of Risk Management, City of Dallas, 1500 Marilla, 1/C/North, Dallas, Texas 75201 and the policy shall provide for 30 days prior written notice to the Office of Risk Management of cancellation, expiration, non-renewal or material change in coverage. All subrogation rights for loss or damage against the city are hereby waived to the extent same are covered by this liability insurance policy.~~

~~(D) Each property owner shall be responsible for maintaining the landscaping and related amenities in good repair and condition and to keep the premises safe and from deteriorating in value or condition, at no expense to the city, and the city shall be absolutely exempt from any requirements to make repairs or to maintain the landscaping and related amenities. The granting of a license for landscaping and related amenities under this section does not release the property owner from liability in the installation or maintenance of trees, landscaping, and related amenities in the public right-of-way.~~

~~(2) — Parkway landscape permit.~~

~~(A) It is the responsibility of the property owner to apply for and obtain a parkway landscape permit before locating trees, landscaping, or related amenities in the parkway. An application for a parkway landscape permit must be made to the director of public works and transportation before an application for a building permit is made for work on the lot. The application must be in writing on a form approved by the director and accompanied by plans or drawings showing the area of the parkway affected and the planting or other amenities proposed.~~

~~(B) Upon receipt of the application and any required fees, the director shall circulate it to all affected city departments and utilities for review and comment. If, after receiving comments from affected city departments and utilities, the director determines that the construction and planting or other amenities proposed will not be inconsistent with and will not unreasonably impair the public use of the right of way, the director shall issue a parkway landscape permit to the property owner; otherwise, the director shall deny the permit.~~

~~(C) A property owner is not required to comply with any parkway landscaping requirement of this article if compliance is made impossible due to the director's denial of a parkway landscape permit.~~

~~(D) A parkway landscape permit issued by the director is subject to immediate revocation upon written notice if at any time the director determines that the use of the parkway authorized by the permit is inconsistent with or unreasonably impairs the public use of the right of way. The property owner is not required to comply with any parkway landscaping requirement of this article if compliance is made impossible due to the director's revocation of a parkway landscape permit.~~

~~(E) The issuance of a parkway landscape permit under this paragraph does not excuse the property owner, his agents, or employees from liability in the installation or maintenance of trees or other amenities in the public right of way.~~

~~(h) — Signs.~~

~~(1) — Except as provided below, signs must comply with the provisions for business zoning districts contained in Article VII.~~

~~(2) — A maximum of three monument signs are permitted at the locations shown on the Tract 1 and 3 Conceptual Plan/Tract 2 Development Plan.~~

~~(i) — Urban design guidelines for all nonresidential uses.~~

~~(1) — Purpose. The purpose of these urban design guidelines is to enhance the pedestrian environment by increasing safety measures and providing amenities; and to preserve the historic character of Old Oak Cliff.~~

~~(2) — Lighting. Exterior lighting of the front yard and parking areas must be directed away from adjoining properties.~~

~~(3) — Street trees. In addition to any landscaping required by Article X, trees must be planted within 10 feet of the front property line at a density of one tree for each 30 linear feet of frontage, excluding visibility triangles, driveways, and points of ingress and egress to and from the property.~~

~~(4) — CPTED review. Compliance with CPTED review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(5) — Reflective glass. Maximum permitted luminous reflectance of glass used as an exterior building material varies depending on where the reflective glass is used on the building. The luminous reflectance of glass used on the exterior of the first two stories of a building may not exceed 15 percent. The luminous reflectance of exterior glass used above the first two stories of the building may not exceed 27 percent.~~

~~(j) — Additional provisions.~~

~~(1) — Properties must be maintained in a state of good repair and appearance: neat~~

~~(2) — Development and use of properties must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.~~

SEC. 51P-468.113.

SUBDISTRICT E — HOSPITAL AREA.

~~[(a) Main uses permitted.~~

~~(1) — Commercial and business service uses.~~

- ~~-- Catering service.~~
- ~~-- Custom business services.~~
- ~~-- Medical or scientific laboratory.~~
- ~~-- Technical school.~~

~~(2) — Institutional and community service uses.~~

- ~~-- Child care facility.~~
- ~~-- Church.~~
- ~~-- Convalescent and nursing homes, hospice care, and related institutions.~~
- ~~-- Public or private school.~~

~~(3) — Lodging uses.~~

- ~~-- Hotel or motel. *[SUP required if less than 80 rooms.]*~~

~~(4) — Miscellaneous uses.~~

- ~~-- Temporary construction or sales office.~~

~~(5) — Office uses.~~

- ~~-- Medical clinic or ambulatory surgical center.~~
- ~~-- Office.~~

~~(6) — Recreation uses.~~

- ~~-- Public park, playground, or golf course.~~

~~(7) — Residential uses.~~

- ~~-- Duplex.~~
- ~~-- Handicapped group dwelling unit. *[SUP required if spacing component of Section 51A-4.209(3.1) is not met.]*~~
- ~~-- Multifamily. *[SUP required if the density is greater than 30 dwelling units per acre.]*~~
- ~~-- Single family.~~

~~(8) — Retail and personal service uses.~~

- ~~-- Ambulance service.~~
- ~~-- Dry cleaning or laundry store.~~
- ~~-- General merchandise or food store 3,500 square feet or less.~~
- ~~-- Motor vehicle fueling station.~~
- ~~-- Personal service uses.~~
- ~~-- Restaurant without drive-in or drive-through service.~~
- ~~-- Restaurant with drive-in or drive-through service.~~
- ~~-- Surface parking.~~

~~(9) — Transportation uses.~~

- ~~-- Helistop. *[SUP]*~~
- ~~-- Transit passenger shelter.~~

~~(10) — Utility and public service uses.~~

- ~~-- Electrical substation.~~
- ~~-- Local utilities.~~

- ~~Police or fire station.~~
- ~~Post office.~~
- ~~Tower/antenna for cellular communication.~~
- ~~Utility or government installation other than listed. [SUP]~~

(b) — ~~Yard, lot, and space regulations.~~

(1) — ~~Application of subsection.~~ The following yard, lot, and space regulations apply to all properties within Subdistrict E except as provided in the urban design guidelines for properties fronting on specific streets.

(2) — ~~In general.~~ The yard, lot, and space regulations in this subsection must be read together with the yard, lot, and space regulations contained in Division 51A-4.400. In the event of a conflict between this subsection and Division 51A-4.400, this subsection controls.

(3) — ~~Front yard.~~ Minimum front yard is 15 feet.

(4) — ~~Side and rear yard.~~ Minimum side yard is 20 feet.

(5) — ~~Density.~~ Maximum dwelling unit density is 30 units per acre.

(6) — ~~Floor area ratio.~~ Maximum floor area ratio is 1.5:1.

(7) — ~~Height.~~ Maximum structure height is 115 feet.

(8) — ~~Lot coverage.~~ Maximum lot coverage is 80 percent.

(9) — ~~Lot size.~~ No maximum lot size.

(10) — ~~Stories.~~ Maximum number of stories is nine.

(c) — ~~Off street parking and loading.~~ Consult the use regulations contained in Division 51A-4.200 for the specific off street parking and loading requirements for each use.

(d) — ~~Environmental performance standards.~~ See Article VI.

(e) — ~~Landscaping.~~

(1) — ~~All landscaping must be provided in accordance with Article X.~~

(2) — ~~Plant material must be maintained in a healthy, growing condition.~~

(f) — ~~Signs.~~ Signs must comply with the provisions for business zoning districts contained in Article VII.

(g) — ~~Additional provisions.~~

~~(1) Properties must be maintained in a state of good repair and appearance. neat~~

~~(2) Development and use of the properties must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.~~

~~(h) Urban design guidelines for properties fronting on Colorado Boulevard across from Methodist Medical Center Complex.~~

~~(1) Canopy trees. Front yards and side yards must contain canopy trees.~~

~~(2) CPTED review. Compliance with CPTED review standards is encouraged for all construction requiring a building permit. Contact the building official plans examiner for information on CPTED review standards.~~

~~(3) Parking lots.~~

~~(A) Screening methods. All off street surface parking lots, excluding driveways used for ingress or egress, must be screened from the street by using one or more of the following three methods to separately or collectively attain a minimum height of three feet above the parking surface:~~

~~(i) Brick, stone, or concrete masonry; stucco; concrete; or wood wall or fence.~~

~~(ii) Earthen berm planted with turf grass or ground cover recommended for local area use by the director of parks and recreation. The berm may not have a slope that exceeds one foot of height for each two feet of width.~~

~~(iii) Evergreen plant materials recommended for local area use by the director of parks and recreation. The plant materials must be located in a bed that is at least three feet wide with a minimum soil depth of 24 inches. Initial plantings must be capable of obtaining a solid appearance within three years. Plant materials must be placed a maximum of 24 inches on center over the entire length of the bed unless the building official approves an alternative planting density that a landscape authority certifies as being capable of providing a solid appearance within three years.~~

~~(B) Measuring the height of screening. The height of screening is measured from the horizontal plane passing through the nearest point of the surface of the parking lot. Screening may be placed in a visibility triangle as defined in the visual obstruction regulations in Section 51A-4.602(c). Any screening placed in a visibility triangle must be two and one half feet in height measured from the top of the adjacent street curb. If there is no adjacent street curb, the measurement is taken from the grade of the portion of the street adjacent to the visibility triangle.]~~

SEC. 51P-468.112~~4~~. ADDITIONAL PROVISIONS [PAVING].

(a) Subject to engineering approval, permeable pavement is allowed for surface parking lots, provided that individual parking spaces are clearly marked in accordance with city standards.

(b) The Property must be properly maintained in a state of good repair and neat appearance.

(c) Development and use of the Property must comply with all federal and state laws and regulations, and with all ordinances, rules, and regulations of the city.

~~[All paved areas, permanent drives, streets, and drainage structures, if any, must be constructed in accordance with standard city specifications, and completed to the satisfaction of the director of public works and transportation.]~~

SEC. 51P-468.113~~5~~. COMPLIANCE WITH CONDITIONS.

(a) All paved areas, permanent drives, streets, and drainage structures, if any, must be constructed in accordance with standard city specifications, and completed to the satisfaction of the city.

(b) The building official shall not issue a building permit to authorize work, or certificate of occupancy to authorize the operation of [for] a use, [in this PD] until there has been full compliance with this article, the Dallas Development Code, the construction codes, and all other ordinances, rules, and regulations of the city."

CPC Recommendation for Yard, Lot, Space Chart

Steering Committee - Proposed Changes

Sec. 51A-13.304. Development Types.

Division 51A-13.300. District Regulations.

	Mixed Use Shopfront	Single-Story Shopfront	General Commercial	Apartment	Townhouse Stacked	Townhouse	Manor House	Single-family House	Civic Building	Open Space Lot
	Mu	Ss	Gc	Apt	Ts	Th	Mh	Sf	Civ	O
LOT										
Area per unit or building (min sf)	none	none	none	none	1,200	1,200	depends on # of units	3,000 3,500	3,000	2,000
Area per building (max sf)	none	none	none	none	none	none	20,000	2,500	none	none
Width (min ft)	none	none	none	none	16	16	50	30-35	30	20
Width (max ft)	none	none	none	none	none	none	100	70-45	none	none
Lot coverage (max)	100%	80%	80%	80%	80%	80%	60%	60%	60%	5%
FRONT SETBACK AREA										
Primary street (min/max ft)	5/15	5/15	5/15	5/15	5/15	5/15	15/none	15/none	20/none	10/none
Side street (min/max ft)	5/none	5/none	5/none	5/none	5/none	5/none	10/none	10/none	10/none	10/none
Service street (min/max ft)	none	none	none	none	none	none	none	none	none	10/none
REQUIRED STREET FRONTAGE										
Primary street (min/max ft)	50-99%	50-99%	50-79%	50-79%	70%	70%	none	none	none	none
Side street (min/max ft)	none	none	none	none	none	none	none	none	none	none
Service street (min/max ft)	none	none	none	none	none	none	none	none	none	none
PARKING SETBACK (applies to surface parking only)										
From primary street (min ft)	10-30	10-30	10-30	10-30	30	30	none	none	20	none
From side street (min ft)	5	5	5	5	5	5	none	none	5	none
From service street (min ft)	5	5	5	5	5	5	none	none	5	none
Abutting single-family district (min ft)	10	10	10	10	10	10	none	none	10	none
Abutting multifamily, nonresidential district, alley (min ft)	5	5	5	5	5	5	none	none	5	none
SIDE SETBACK										
Abutting single-family district (min ft)	15	15	15	15	10	10	10	5	10	10
Abutting multifamily, nonresidential district (min ft)	0 or 5	0 or 5	0 or 5	0 or 5	0 or 5	0 or 5	5	5	10	10
Abutting alley (min ft)	5	5	5	5	5	5	5	5	10	10
REAR SETBACK										
Abutting single-family district (min ft)	15	15	15	15	24	24	15	15	10	10
Abutting multifamily, nonresidential district (min ft)	5	5	5	5	24	24	15	15	10	10
Abutting alley (ft)	5	5	5	5	3/20+	3/20+	3/20+	3/20+	10	10
Abutting service street (ft)	10	10	10	10	3/20+	3/20+	none	none	10	10
HEIGHT										
Building height (min stories) no minimum heights	District dependent	1	District dependent	District dependent	2	District dependent	2	1	1	none
Building height (max stories/ft)	District dependent	1 / 30	District dependent	District dependent	3 1/2 / 50	District dependent	2 1/2 / 35	2 1/2 / 35	District dependent	35
STORY HEIGHT										
Ground story (min/max ft)	15/30	15/30	11/22-30	10/15	10/15	10/15	10/15	10/15	none	none
Upper story (min/max ft)	10/15	none	10/22-22	10/15	10/15	10/15	10/15	10/15	none	none
GROUND STORY TRANSPARENCY										
Primary street facade (min)	30-50%	50%	30%	30%	30%	30%	20%	20%	none	none
Side street facade (min)	25%	25%	25%	25%	25%	25%	20%	20%	none	none
Service street facade (min)	none	none	none	none	none	none	none	none	none	none
UPPER STORY TRANSPARENCY										
Primary street facade (min)	20%	none	20%	20%	20%	20%	20%	20%	none	none
Side street facade (min)	20%	none	20%	20%	20%	20%	20%	20%	none	none
Service street facade (min)	none	none	none	none	none	none	none	none	none	none
ENTRANCE										
Primary street entrance	required	required	required	required	required	required	required	required	none	none
Entrance spacing (max linear ft)	100	100	none	none	none	none	none	none	none	none
Side street entrance	allowed	allowed	allowed	allowed	allowed	allowed	allowed	allowed	none	none
Service street entrance	allowed	allowed	allowed	allowed	allowed	allowed	allowed	allowed	none	none
BLANK WALL AREA										
Primary street (max linear ft)	20	20	50-30	30	30	30	30	30	none	none
Side street (max linear ft)	none	none	none	none	none	none	none	none	none	none
Service street (max linear ft)	none	none	none	none	none	none	none	none	none	none

CPC Recommendation for Parking Chart

Required Parking in **WUR and WMU** Districts

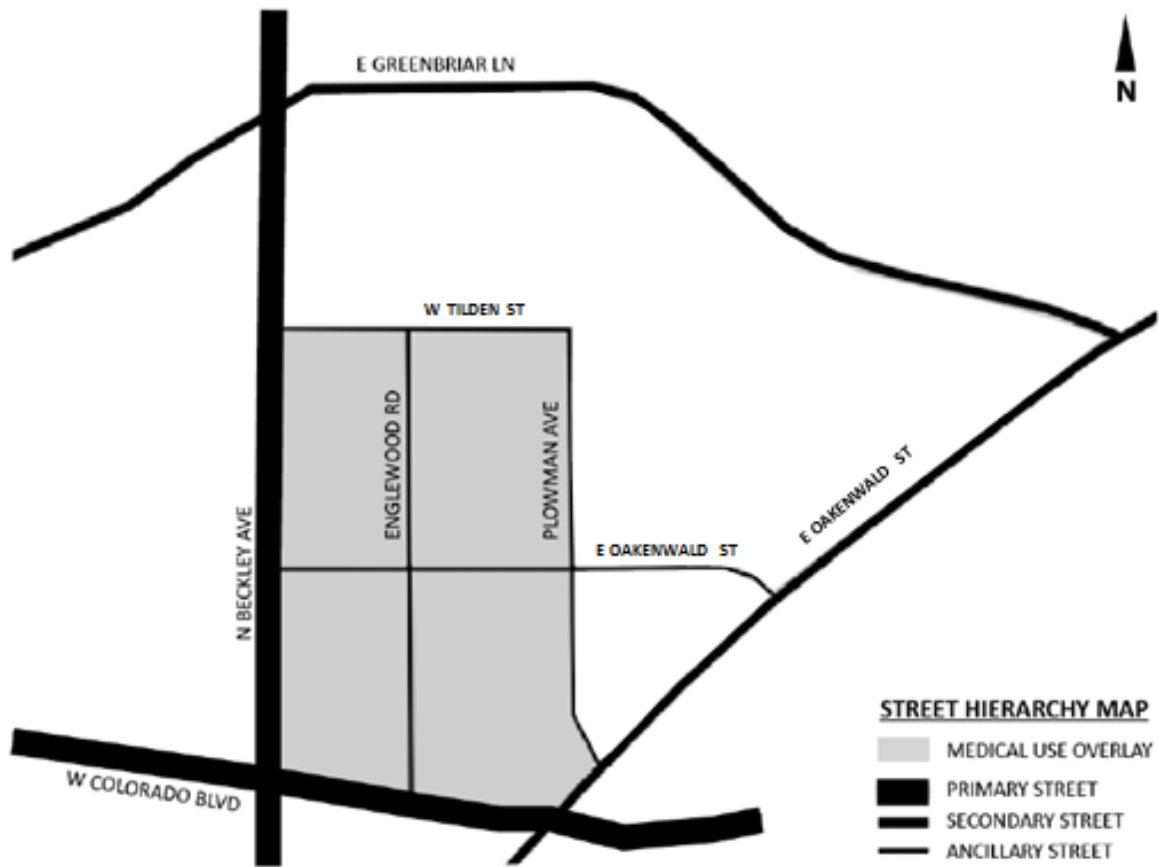
	Use Category	Number of Spaces Required
Residential	Household Living	2.00 per single family living unit 1.00 per one-bedroom or smaller multifamily living unit 2.00 per two-bedroom or larger multifamily living unit 0.70 per retirement housing living unit
	Group Living	0.25 spaces per bed PLUS 1 per 200 SF office, minimum 4 spaces
Civic	Community Service Day Care Educational	1 per 200 SF 1 per 500 SF 1.50 spaces per elementary classroom 3.50 spaces per junior high or middle classroom 9.50 spaces per senior high classroom 1 per 4 seats in any other classroom
	Government Service Park/Open Space Place of Worship Social Service Utilities	1 per 200 SF None 1.00 per 4 fixed seats or per 8-foot length of bench or pew, OR 1 per 28.00 SF floor area without seating See Group Living Building official to apply similar use
Office	Medical	1 per 200 SF
	Office except as follows: Art Studio, Gallery Financial Services, Bank Call Center	1 per 366 SF 1 per 500 SF 1 per 300 SF 1 per 167 SF
Retail	Restaurants, Bar, Private Club	1 per 125 SF
	Retail Sales Indoor Recreation except: Health Club or Spa Movie Theater Performing Arts Theater Personal Service	1 per 250 SF 1 per 250 SF 1 per 143 SF 1 for each 4 seats 0.40 per seat 1 per 250 SF
Lodging	Overnight Lodging	1 per guest room

Staff Recommendation

Article XIII Yard, Lot, Space Chart and Parking Ratio Chart.

CPC Recommendation Exhibit 468C: Street Hierarchy Plan Hospital Overlay

PROPOSED GATEWAY ZONING
MEDICAL USE OVERLAY



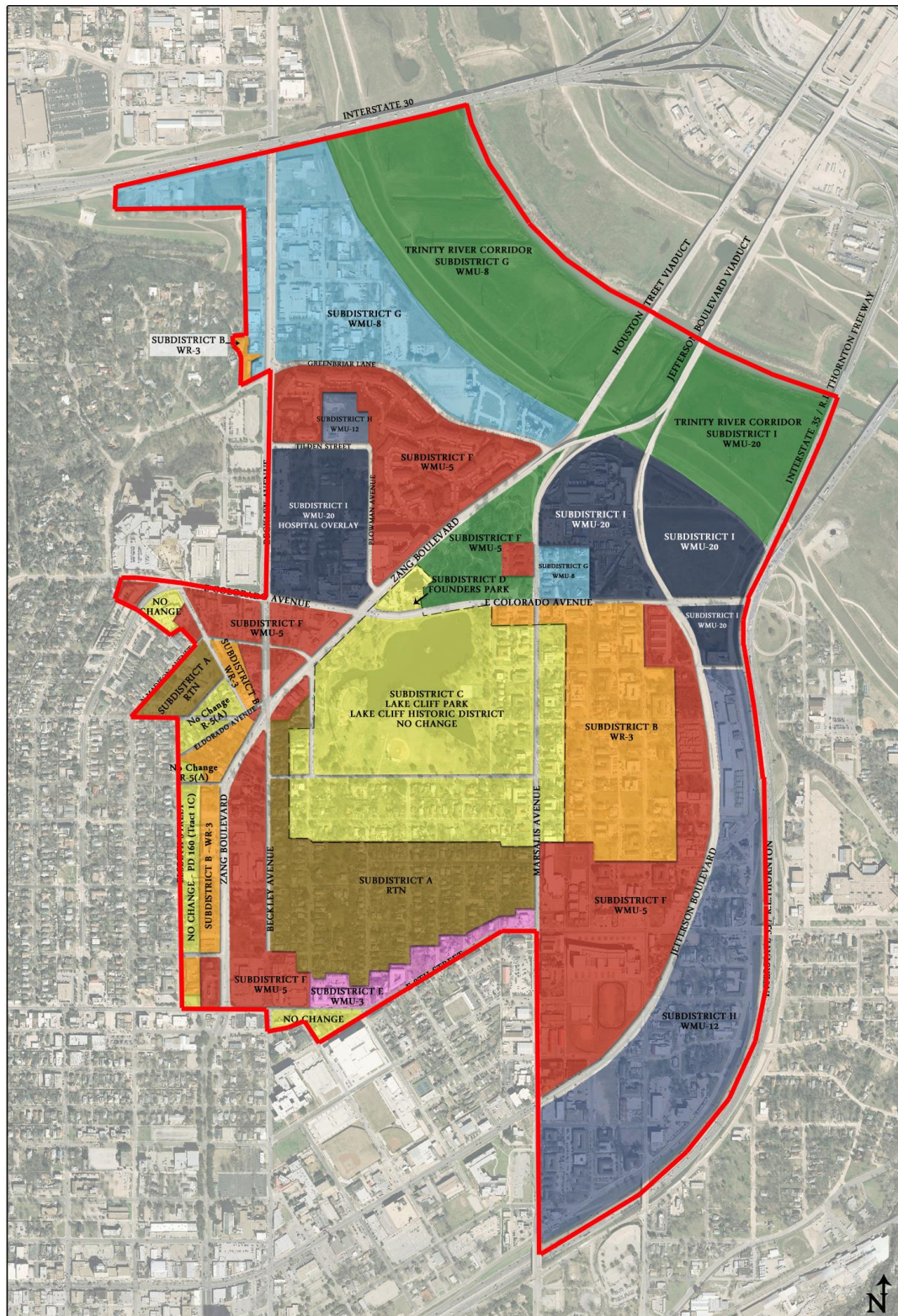
CPC Recommendation Subarea Map



OAK CLIFF GATEWAY
CPC PROPOSED ZONING MAP

JANUARY 2015

Staff Recommended Subarea Map



OAK CLIFF GATEWAY PROPOSED ZONING MAP

SEPTEMBER 2014

Existing Deed Restrictions to be TERMINATED

Z812-227

17505 822886

*L1-17505
BOK 76/3057*

DEED RECORD

DEED RESTRICTIONS

A

4462

0

7.00 DEED
2 09/07/82

THE STATE OF TEXAS I
 I
COUNTY OF DALLAS I

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Ruben Leal, Sr. and wife, Elvira Leal, are the owners of the following described property situated in Dallas County, Texas, being a particular a tract of land out of the E. Brown Survey, Abstract No. 1211, and being part of Lot 1 and part of Lot 2, City Block 76/3057, of the original town of Oak Cliff, City of Dallas, Dallas County, Texas, and being more particularly described as follows:

Beginning at a point 109.6 feet North of the intersection of the West line of Marsalis Avenue and the North line of Eighth Street; Thence West a distance of 140.0 feet to a point for corner; Thence North a distance of 50.0 feet to a point for corner; Thence East a distance of 140.0 feet to a point for corner; Thence South a distance of 50.0 feet to the Point of Beginning, and containing approximately 7000 square feet of land.

That the undersigned, Ruben Leal, Sr. and wife, Elvira Leal, does hereby impress all of the property described herein with the following deed restrictions, to-wit:

- (1) Owner shall construct and maintain a six (6) foot high solid screen fence on the Northern and Western boundaries of the property described herein.
- (2) Use of the property described herein shall be restricted to surface parking and loading and unloading materials and products and all other uses permitted by Multiple Family-3 District as defined in the Dallas Development Code.

These restrictions shall continue in full force and effect for a period of twenty-five (25) years from the date of execution, and shall automatically be extended for additional periods of ten (10) years unless terminated in the manner specified herein.

These restrictions shall not be altered, amended or terminated without a public hearing before the City Plan Commission and the City Council of the City of Dallas. Notice of such public hearings shall be given as would be required by law for a zoning change on the property described herein.

Existing Deed Restrictions to be TERMINATED
Z834-399

850194

RECEIVED
Deed Restriction Format

Adopted by City Plan Commission March 11, 1976
85 FEB 8 AM 10:42

Deed Restrictions
DALLAS, TEXAS

3416

7.00 DEE
9 2 01/21/8

THE STATE OF TEXAS)
COUNTY OF DALLAS)

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Dane Nelson, is the owner of the following described property situated in Dallas County, Texas, being in particular a tract of land out of the E. Robinson Survey, Abstract No. 1211, City Block 2/3433, City of Dallas County, Texas, and being that same tract of land conveyed to Dane Nelson by William Mahomes by deed dated September 28, 1984, and recored in Volume 1, Page 442, in the Deed Records of Dallas County, Texas, and being more particularly described as follows:

Being Lot 10, 11 and 12, Block 2/3433 of Cliff Park Addition, an Addition to the City of Dallas, Texas, according to the plat thereof recorded in Volume 1, Page 442, Map Records of Dallas County, Texas.

That the undersigned Dane Nelson, does hereby impress all of the following described property with the following deed restrictions, to-wit:

1. Use of this property is limited to those uses allowed in a Multiple Family-2 Zoning District, a Photography Studio and an Handcrafted Art Work Studio as those uses are defined in the Dallas Development Code, as amended.
2. Use of the property for an Handcrafted Art Work Studio or a Photography Studio is contingent on the existence and maintenance of the existing structure as shown on the attached site plan labled "Exhibit A". Should the existing structure be destroyed or demolished then the property shall be limited to those uses allowed in a Multiple Family-2 Zoning District unless the original structure is restored to the condition it was in at the time the damage occured and otherwise meets all Dallas City Code requirements.
3. All signs shall comply with the requirements for non-business zoning districts as those requirements apply to single family or duplex residential premises, as defined in Section 51-7.400, "Sign Regulations" of the Dallas Development Code, as amended.

85014 3726

2 834-399/6504-S

850194

These restrictions shall continue in full force and effect for a period of twenty-five (25) years from the date of execution, and shall automatically be extended for additional periods of ten (10) years unless terminated in the manner specified herein.

These restrictions shall not be altered, amended or terminated without a public hearing before the City Plan Commission and the City Council of the City of Dallas. Notice of such public hearings shall be given as would be required by law for a zoning change on the property described herein.

The restrictions contained herein are not in any manner intended to restrict the right of the City Council of the City of Dallas to exercise its legislative duties and powers insofar as zoning of the property is concerned.

These restrictions insure to the benefit of the City of Dallas, and the undersigned owner hereof does hereby grant to the City of Dallas the right to prosecute, at law and in equity, against the person violating or attempting to violate such restrictions, either to prevent him from so doing and to correct such violation and for further remedy, the City of Dallas may withhold the Certificate of Occupancy necessary for the lawful use of the property until such restrictions described herein are fully complied with.

These restrictions are hereby declared covenants running with the land and shall be fully binding upon all persons acquiring property within the above described tract, and any person by acceptance of title to any of the above described property shall thereby agree and covenant to abide by and fully perform the foregoing restrictions and covenants.

EXECUTED this the 8th day of November, 1984.

THE STATE OF TEXAS)
COUNTY OF DALLAS)

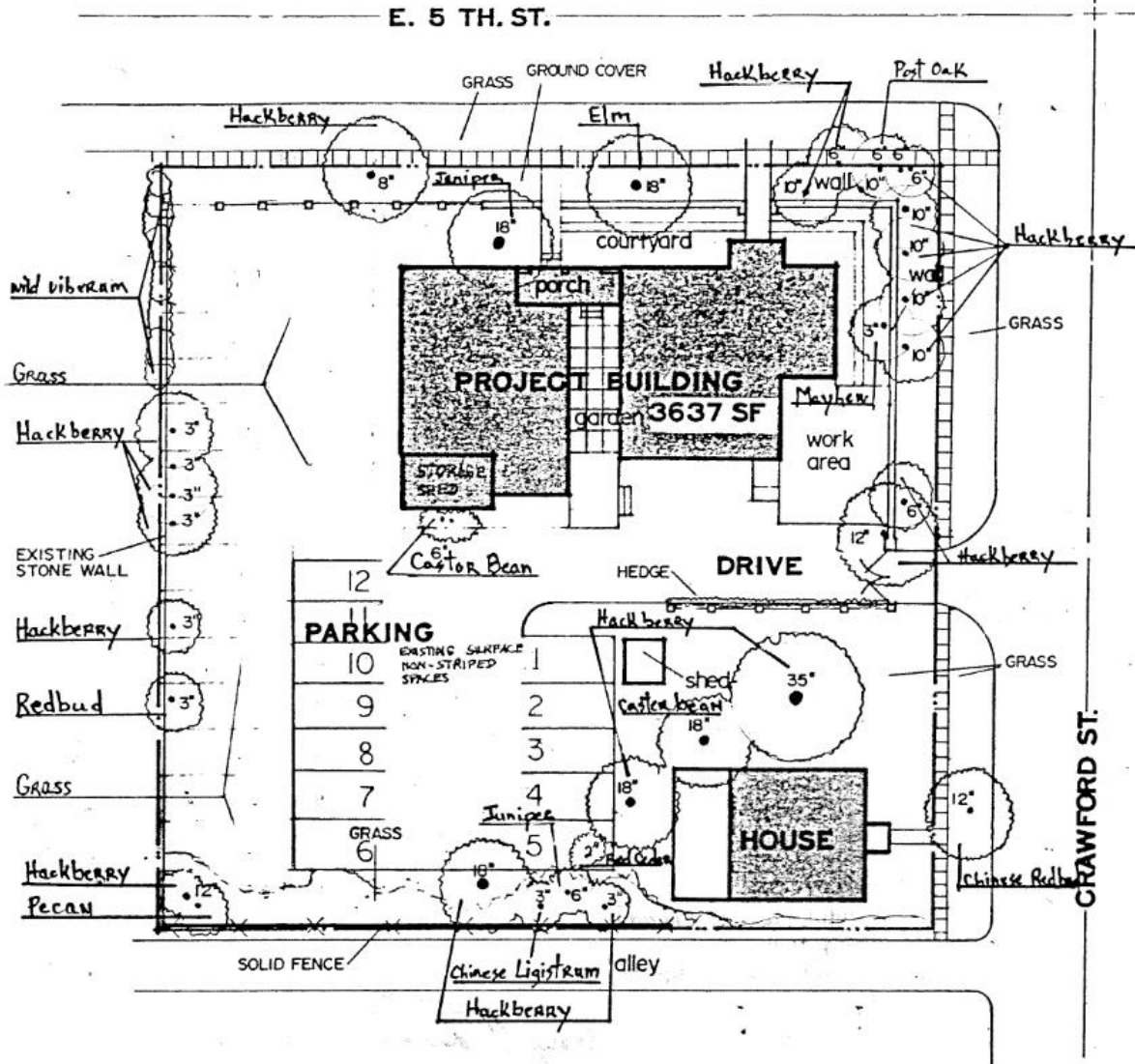
Dame Nelson
Approved as to form:
MALESIE MANCY, Clerk
By Thomas A. M.
Assistant City Attorney

BEFORE ME, the undersigned, a Notary Public in and for Dallas County, Texas, on this day personally appeared known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 8 day of November, 1984.

Sharon J. J.
NOTARY PUBLIC in and for
DALLAS COUNTY, TEXAS

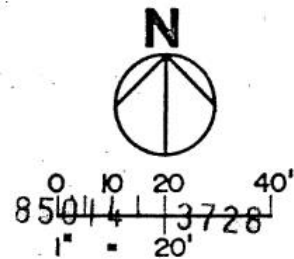
850194



PROJECT BUILDING AREA 3637 SF

SITE PLAN

EXHIBIT A



Existing Deed Restrictions to be TERMINATED
Z867-185

872517

DEED RESTRICTIONS

RECEIVED

1988 JUN -9 AM 10:11

THE STATE OF TEXAS X
 X
 COUNTY OF DALLAS X

KNOW ALL MEN BY THESE PRESENTS:
 CITY SECRETARY
 DALLAS TEXAS
 0282

2 11.00 DEED
 1 05/17/88

That the undersigned, Carroll W. Browning and Ward J. Mahowald, are the owners of the following described property situated in Dallas County, Texas, being in particular the north 60 feet of Lot 3, all of Lot 4, all of Lot 5, the south 50 feet of Lot 6 and all of Lot 7 in City Block F/3372 in the City of Dallas, Dallas County, Texas, which property was conveyed to Carroll W. Browning by Norval A. Dickey and wife Bernice M. Dickey on February 3, 1967; by James Belmare, Jr. on January 23, 1967; by James W. Campbell on November 30, 1967; by Mamie H. Nash on February 21, 1968, and by Freda Purtell Gregory on October 10, 1967, and is recorded in the Deed Records of Dallas County, Texas, in Volume 67031, page 0913; Volume 67020, page 1331; Volume 72176, page 2589; Volume 68042, page 1167 and Volume 67226, page 1003; respectively and was subject to the conveyance of a 9.38 percent interest to Ward J. Mahowald by Carroll W. Browning on September 23, 1982, which interest is recorded in Volume 82203, page 0631 of the Deed Records of Dallas County, Texas.

That the undersigned, Carroll W. Browning and Ward J. Mahowald, do hereby impress all of the above described property with the following deed restrictions, to-wit:

Uses on this property are limited to those uses permitted in the Neighborhood Office [NO(A)] district and drug store (as a limited use) as those uses are defined in the Dallas Development code - Chapter 51-A.

All development on this property must conform to the Yard, Lot and Space Regulations for the NO(A) district.

00000 0000

Z867-185/1014-5

872517

These restrictions shall continue in full force and effect for a period of twenty-five (25) years from the date of execution, and shall automatically be extended for additional periods of ten (10) years unless terminated in the manner specified herein.

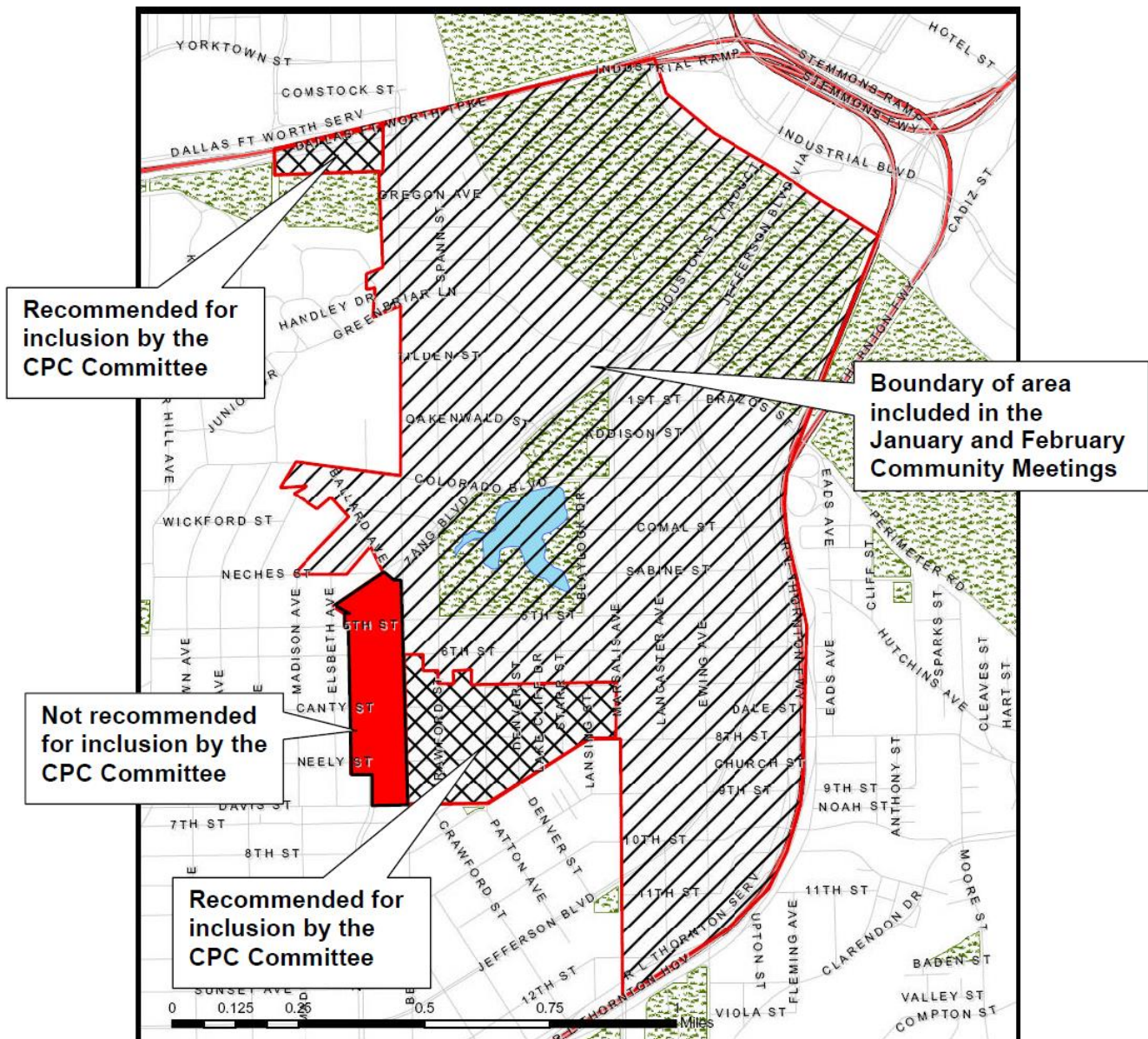
These restrictions shall not be altered, amended or terminated without a public hearing before the City Plan Commission and the City Council of the City of Dallas. Notice of such public hearings shall be given as would be required by law for a zoning change on the property described herein.

The restrictions contained herein are not in any manner intended to restrict the right of the City Council of the City of Dallas to exercise its legislative duties and powers insofar as zoning of the property is concerned.

These restrictions inure to the benefit of the City of Dallas, and the undersigned owner hereof does hereby grant to the City of Dallas the right to prosecute, at law and in equity, against the person violating or attempting to violate such restrictions, either to prevent him from so doing or to correct such violation and for further remedy, the City of Dallas may withhold the Certificate of Occupancy necessary for the lawful use of the property until such restrictions described herein are fully complied with.

88096 2089

Attachment A: City Plan Commission Committee Recommendations for the Oak Cliff Gateway Plan Amendment Area

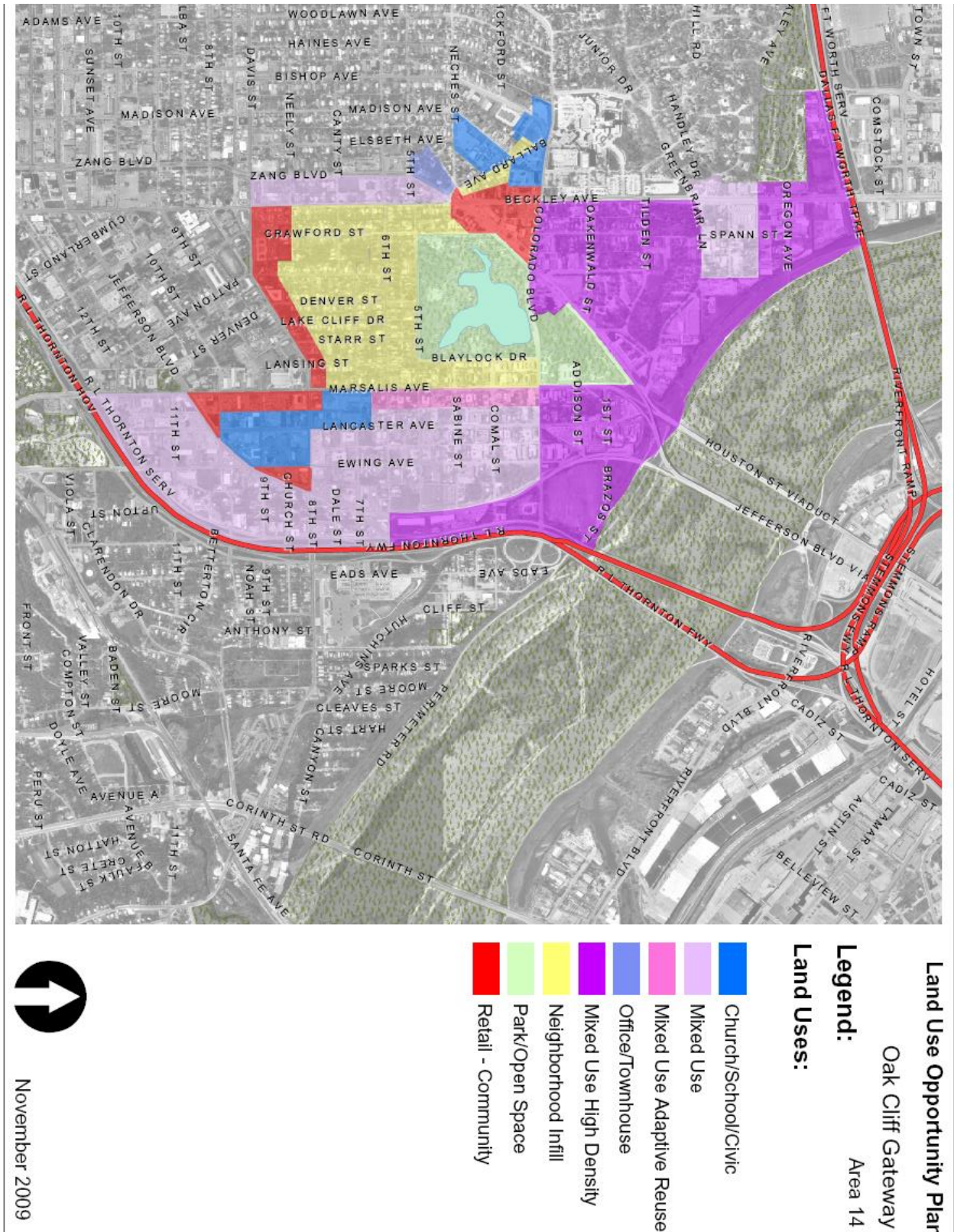


Attachment B: Trinity River Committee Recommendation for the Oak Cliff Gateway Plan Amendment Area

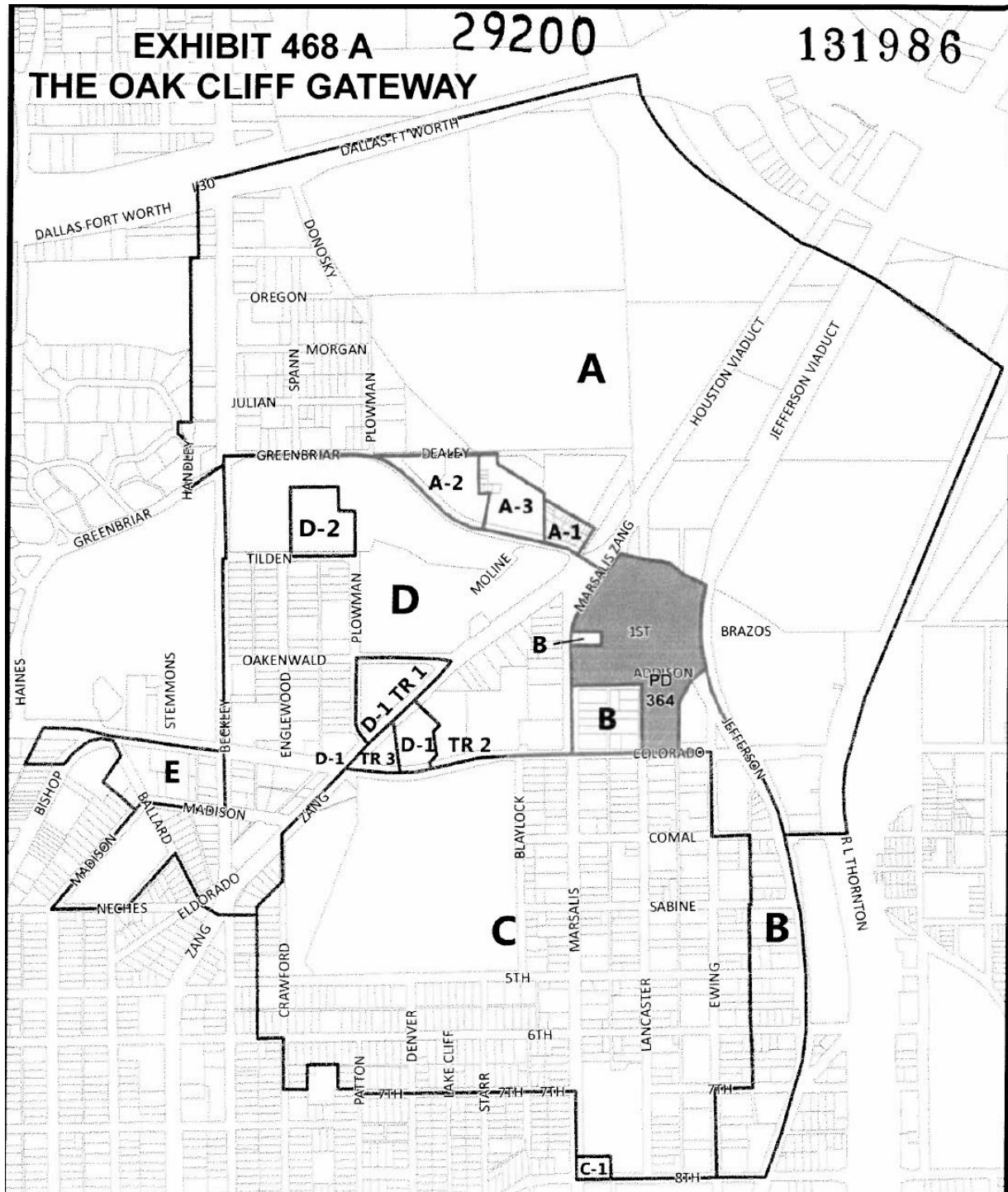


November 5, 2009

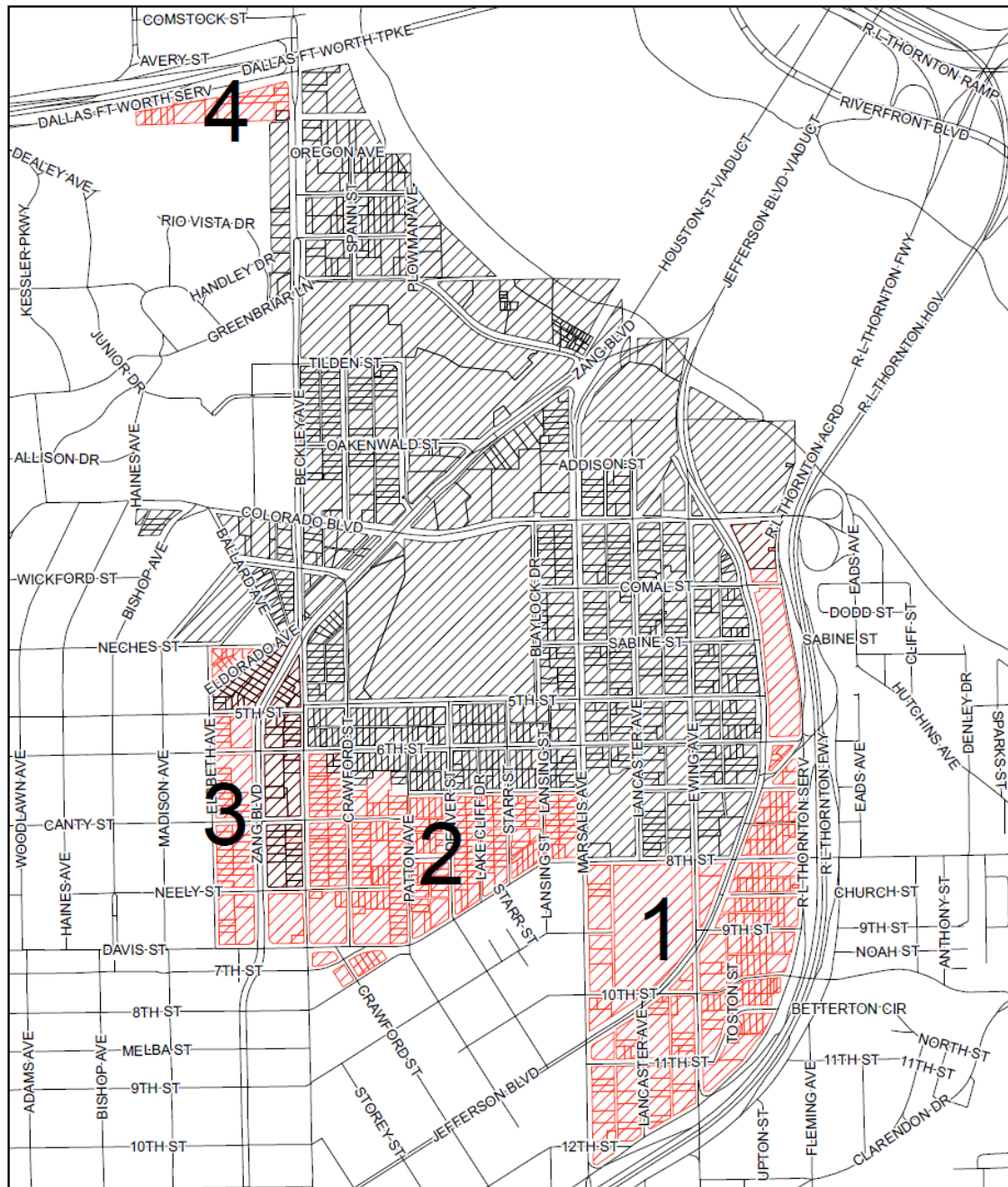
Attachment C: Oak Cliff Gateway Study Area



Attachment D: Oak Cliff Gateway Study Area

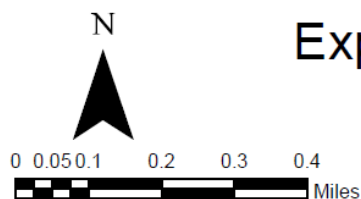


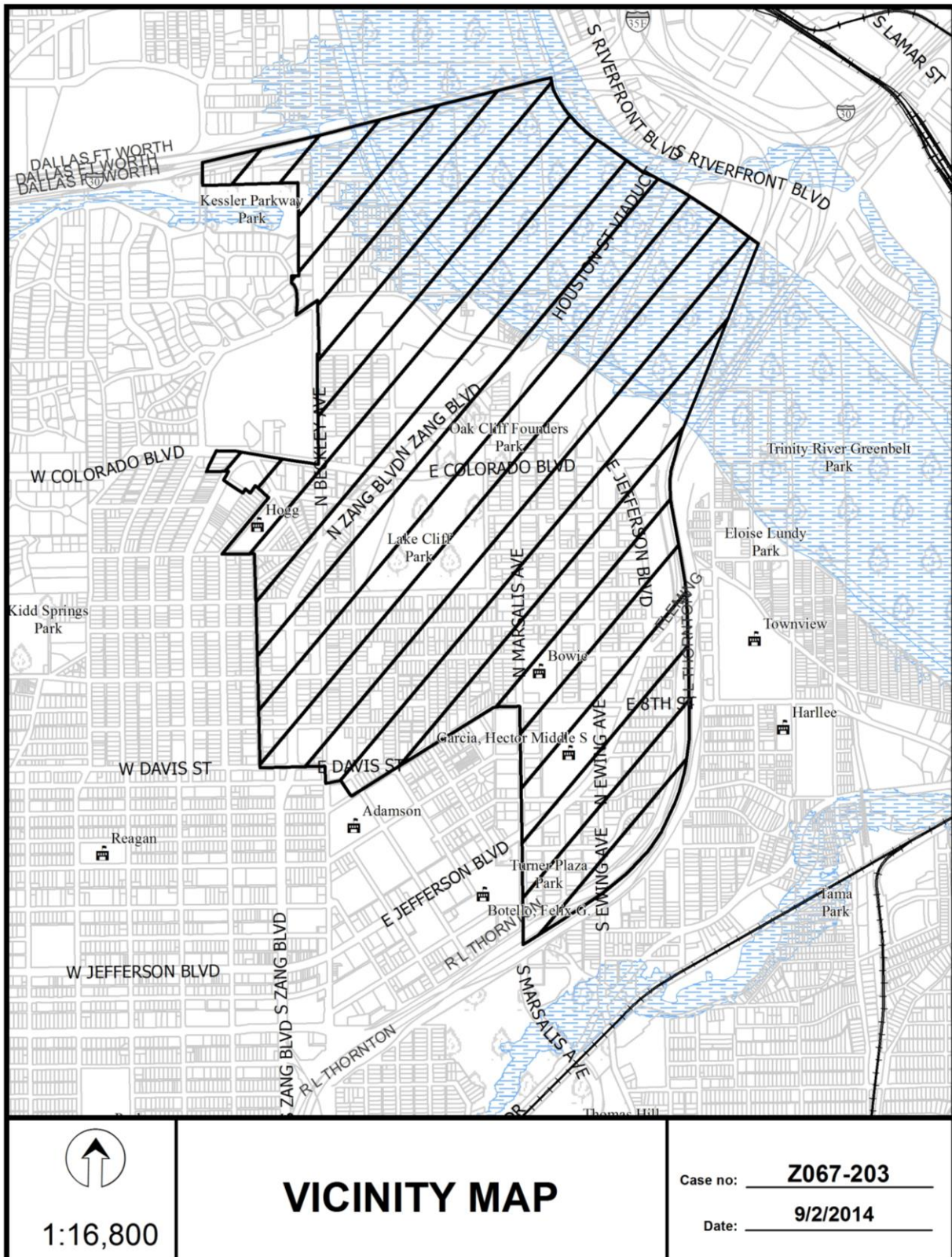
Attachment E: Oak Cliff Gateway Expanded Study Area

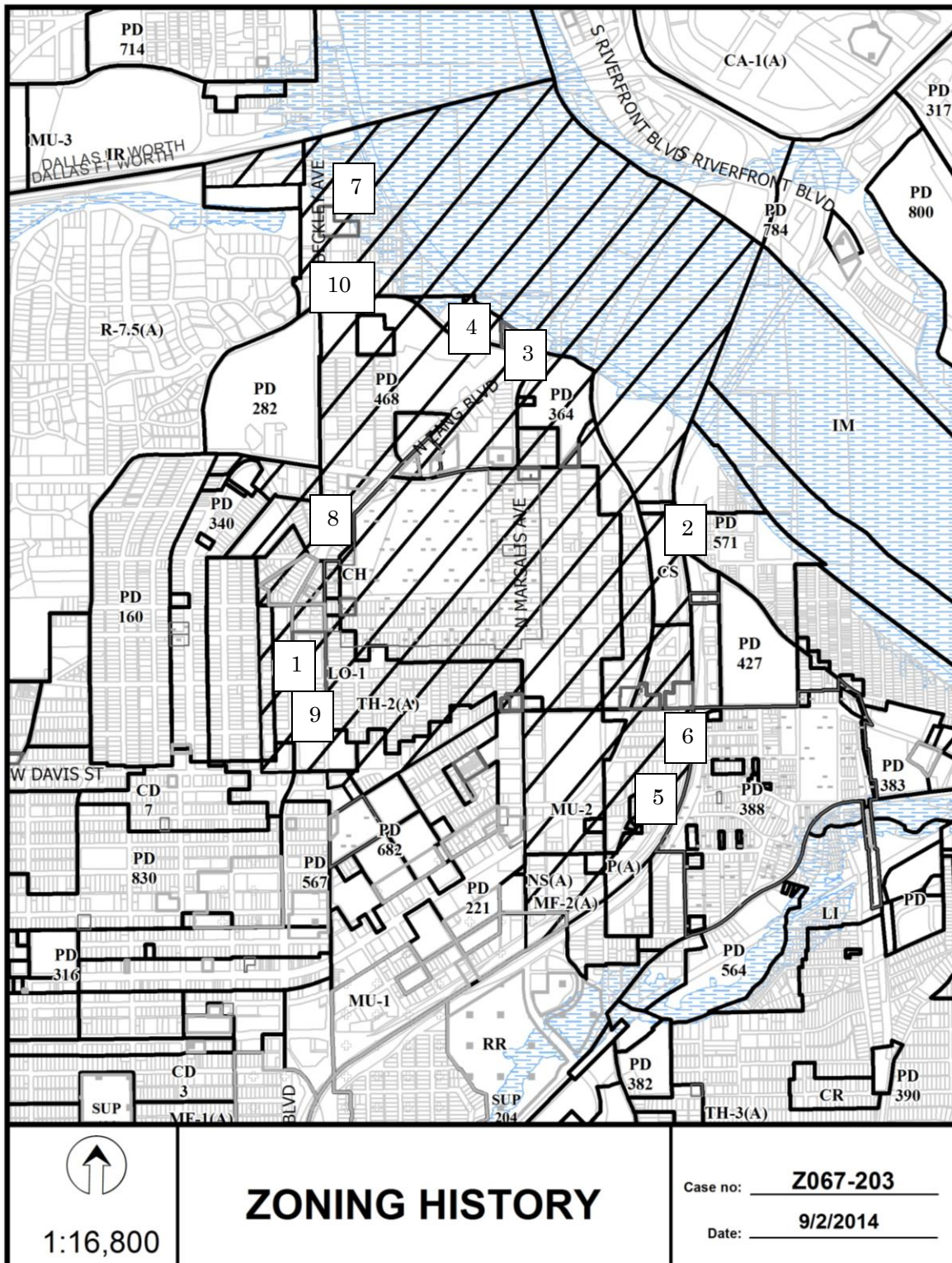


Expansion of Oak Cliff Gateway Authorized Hearing

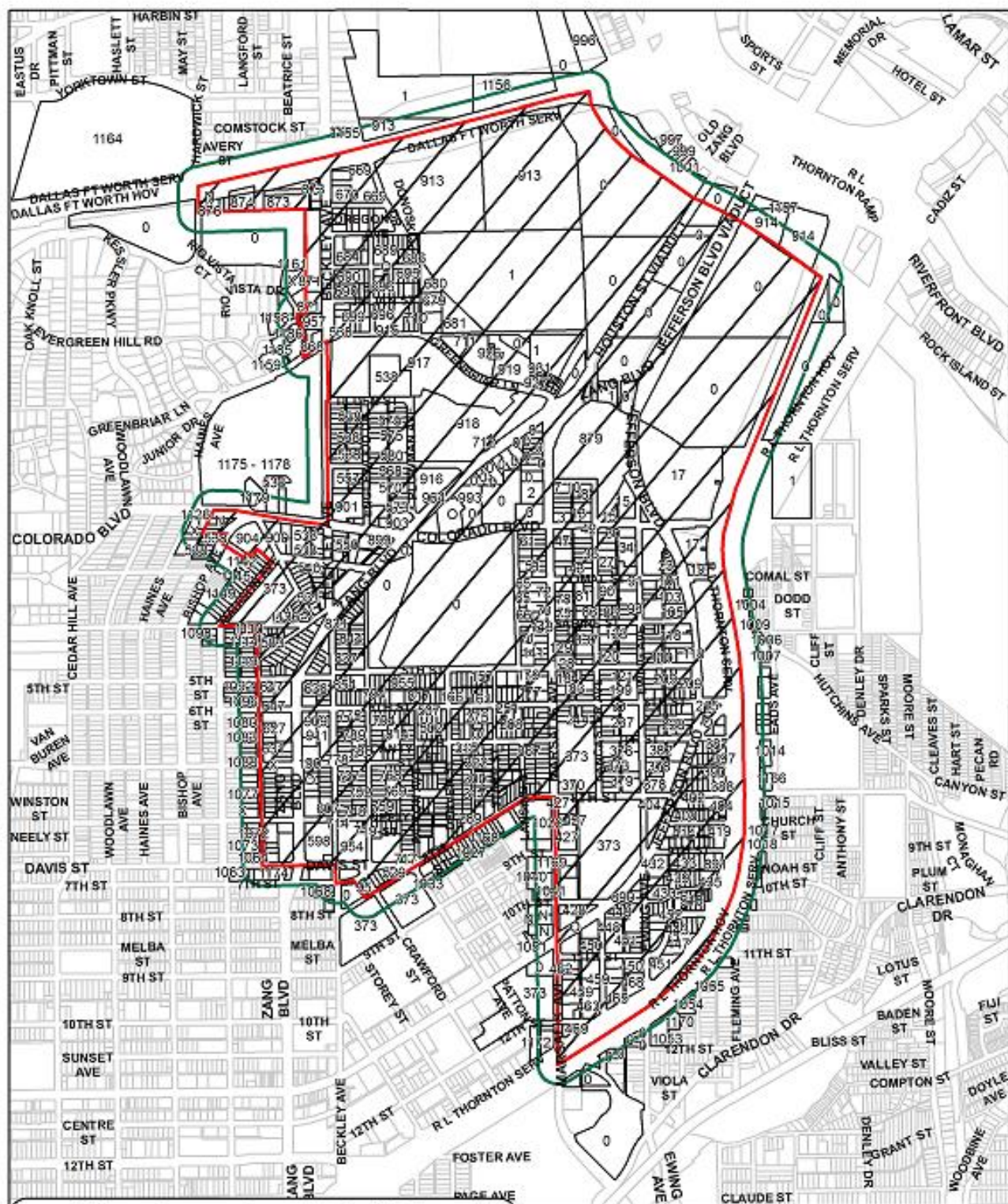
Date: September 12, 2013







CPC RESPONSES



<u>1187</u>	Property Owners Notified (1510 parcels)
<u>90</u>	Replies in Favor (81 parcels)
<u>69</u>	Replies in Opposition (74 parcels)
<u>200'</u>	Area of Notification
<u>11/20/2014</u>	Date <u>10/23/2014</u> Under Advisement

Z067-203
CPC



1:15,600

11/19/2014

Reply List of Property Owners***Z067-203***

***1187 Property Owners Notified
69 Property Owners Opposed***

90 Property Owners in Favor

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1 1100	LANCASTER AVE	CITY & COUNTY LEVEE
	2 929	MARSALIS AVE	SEGURA PATRICIA A
	3 900	MARSALIS AVE	RISING TIDE LTD PS
	4 908	MARSALIS AVE	BAKER ALBERT L JR &
	5 914	MARSALIS AVE	MALONE TONY L
	6 922	MARSALIS AVE	CARTER CRAIG HARLAN &
	7 926	MARSALIS AVE	WIDMER LEE ANN
	8 917	LANCASTER AVE	WEISFED HERSCHEL A
	9 925	LANCASTER AVE	WEISFELD HERSHCEL A
	10 618	ADDISON ST	WEISFELD HERSCHEL ALAN
	11 913	LANCASTER AVE	SMITH ROBERT
	12 911	LANCASTER AVE	PRESTON DIGBY M &
	13 619	COLORADO BLVD	DILBECK AUDRY & DELLA MARLENE
	14 901	LANCASTER AVE	MCKNIGHT MARY L
	15 701	COLORADO BLVD	SOUTHERN FOODS GROUP LP
	16 904	EWING AVE	DOMINGUEZ INVESTMENTS LTD
	17 909	COLORADO BLVD	BELTLINE TRINITY GATEWAY
O	18 100	R L THORNTON FWY	GRTP LTD
	19 1400	JEFFERSON BLVD	FIRST GLENDORA PARTNERS LTD
	20 1421	JEFFERSON BLVD	TRINITY BASIN PREPARATORY
	21 1413	JEFFERSON BLVD	HOOD WARREN W
	22 1417	JEFFERSON BLVD	TRINITY BASIN PREPARATORY
	23 1411	JEFFERSON BLVD	ALLEGHENY DALLAS INV
	24 1401	JEFFERSON BLVD	GARCIA CATALINA E
	25 800	LANCASTER AVE	FAIM ECONOMIC DEVELOPMENT CORP
	26 804	LANCASTER AVE	804 N LANCASTER AVENUE LLC

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	27 810	LANCASTER AVE	AMG/TPRF II GENEVA SUBSIDIARY 3
	28 816	LANCASTER AVE	HERNANDEZ JESSE R
	29 822	LANCASTER AVE	CHANG HENRY
	30 830	LANCASTER AVE	WOOD MICHELE
	31 836	LANCASTER AVE	PRESTON DIGBY &
	32 833	EWING AVE	CAMSTAM LP
	33 825	EWING AVE	PARK HIL PROPERTY LLC
	34 819	EWING AVE	MUSIYKO KONSTANTIN
	35 824	MARSALIS AVE	MAYS GREGORY T &
	36 817	LANCASTER AVE	HALL PATRICIA A
	37 812	MARSALIS AVE	ROBINSON RONALD R
	38 800	MARSALIS AVE	DRAKEMONT JOINT VENTURE
X	39 821	LANCASTER AVE	SUPPORTIVE HOUSING INC
X	40 834	MARSALIS AVE	HILLCREST HOUSE
	41 609	COMAL ST	WIGGINS MARTIN &
	42 837	LANCASTER AVE	MOHAMAD SHAHID
	43 801	LANCASTER AVE	PETERS RICHARD D
	44 808	MARSALIS AVE	FLORES MARIA D
	45 808	MARSALIS AVE	FLORES MARIA D
	46 815	LANCASTER AVE	HALL PATRICIA
	47 830	MARSALIS AVE	HAUPERS ERIC
	48 809	LANCASTER AVE	SCOTTSDALE TE PROPERTIES LLC
	49 801	MARSALIS AVE	SALA LARRY J
	50 807	MARSALIS AVE	MARTINEK MARK
	51 811	MARSALIS AVE	JAMISON MARIANNE &
	52 817	MARSALIS AVE	WATERS ROBERT L
	53 819	MARSALIS AVE	TRI-DESERT INVESTMENTS INC
	54 820	BLAYLOCK DR	RATLIFF STEVEN
	55 816	BLAYLOCK DR	HEMBRY LISA
	56 825	MARSALIS AVE	B J TRUCKING &
O	57 829	MARSALIS AVE	REYNA KARON DEA BROW &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	58 835	MARSALIS AVE	WEISFELD HERSCHEL
	59 839	MARSALIS AVE	WEISFELD HERSCHEL A
	60 834	BLAYLOCK DR	HHRCDD LLC
	61 832	BLAYLOCK DR	DELATORRE ALEJANDRO &
	62 808	BLAYLOCK DR	RIVERA GROUP
	63 800	BLAYLOCK DR	RIVERA GROUP LLC
	64 705	MARSALIS AVE	RADKE JONATHAN WILLIAM &
	65 716	BLAYLOCK DR	HEYLAND EDWARD A
	66 704	BLAYLOCK DR	HERNANDEZ MENDY L
	67 708	BLAYLOCK DR	THOMAS BRIAN M
	68 714	BLAYLOCK DR	DAVIS ORVILL G &
	69 507	SABINE ST	ARAMBULA INOCENCIO &
	70 707	MARSALIS AVE	WOOD MICHELE S
	71 715	MARSALIS AVE	RAVKIND WILLIAM M
	72 723	MARSALIS AVE	LSM 723 MARSALIS LP
	73 731	LANCASTER AVE	GARZON JACQUELINE L
	74 727	LANCASTER AVE	GARZON JACQUELINE
	75 704	MARSALIS AVE	ESPINOZA MARIA ELENA
	76 700	MARSALIS AVE	SIMS TROY A & SHAKEELA BROOK
	77 708	MARSALIS AVE	WOOD SHAUN D &
	78 714	MARSALIS AVE	LOPEZ DAVID
	79 718	MARSALIS AVE	CASTILLO GERRARDO G
	80 722	MARSALIS AVE	EL PATO JOINT VENTURE
	81 715	LANCASTER AVE	707 715 LANCASTER LLC
	82 707	LANCASTER AVE	707 715 LANCASTER LLC
	83 701	LANCASTER AVE	CHAVARRIA CRUZ T
	84 700	LANCASTER AVE	CRYSTAL PICON
	85 713	SABINE ST	GARCIA ZENOVIO JR
	86 707	SABINE ST	VERGARA ROBERTO
	87 706	LANCASTER AVE	FATINO FERNANDO
	88 708	LANCASTER AVE	PATINO FERNANDO

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	89 712	LANCASTER AVE	CARBALLO FRANCISCO J
	90 720	LANCASTER AVE	SUPPORTIVE HOUSING INC
	91 731	EWING AVE	SUPPORTIVE HOUSING INC
	92 1	EWING AVE	ENSERCH CORP
	93 709	EWING AVE	RODRIGUEZ RAUL & CECILIA
	94 719	SABINE ST	TRIPLE VVV LLC
	95 707	EWING AVE	SALA GARRY W
	96 706	EWING AVE	AMG TPRF II GENEVA SUBSID 4 LP
	97 812	COMAL ST	TEAMES JUDY KAY
	98 716	EWING AVE	CARSON JANICE P
	99 720	EWING AVE	SALA LARRY J
	100 724	EWING AVE	LEE YUNG JA
	101 824	COMAL ST	MCCORMICK BONNIE C
	102 820	COMAL ST	OLIVER JOHN M
	103 1305	JEFFERSON BLVD	ADIA PARTNERSHIP LLC
	104 1323	JEFFERSON BLVD	SRSR INC
	105 823	SABINE ST	AVERY CHARLES E
	106 817	SABINE ST	VARGAS FEDERICO &
	107 825	SABINE ST	COX PPTIES
	108 829	SABINE ST	MONTOYA JOSE GUADALUPE &
	109 604	EWING AVE	REYNOLDS ROBERT
	110 600	EWING AVE	OBREGON BERTHA G
	111 610	EWING AVE	VALERO JESSE III & DIANE
	112 620	EWING AVE	ARGUINZONI GILBERT &
	113 618	EWING AVE	RENDON MARY B
	114 812	SABINE ST	MURILLO ERIKA
	115 624	EWING AVE	ARMENDARIZ MARTIN G &
	116 808	SABINE ST	MORIEL BENITO & EDITH
	117 628	EWING AVE	MARQUEZ ENRIQUE
	118 816	SABINE ST	DALLAS AREA RAPID TRANSIT
X	119 1215	JEFFERSON BLVD	DALLAS AREA RAPID TRANSIT

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	120 602	LANCASTER AVE	SALDIVAR FAMILY LTD PS
	121 612	LANCASTER AVE	AMG/ TPRF II GENEVA SUBSIDIARY I LP
O	122 618	LANCASTER AVE	BRIGGEMAN SUSAN
	123 624	LANCASTER AVE	AURORA APT LLC
	124 625	EWING AVE	VEASLEY JAMES
	125 619	EWING AVE	DALLAS HOUSING ACQUISITION &
DEVELOPMENT CORP			
	126 609	EWING AVE	DALLAS HOUSING ACQUISITION & DEV CORP
O	127 613	EWING AVE	RODRIGUEZ NORA
	128 600	MARSALIS AVE	P & V INC
	129 606	MARSALIS AVE	AMG/TPRF II GENEVA SUBSIDIARY 2 LP
	130 622	MARSALIS AVE	ELAM EDNA EST OF
	131 626	MARSALIS AVE	KENNEDY LISA
	132 630	MARSALIS AVE	MARTINEZ PEDRO JOE &
	133 614	SABINE ST	HAYNES DELBERT K &
	134 616	SABINE ST	RAMOS GILBERTO VASQUEZ
	135 627	LANCASTER AVE	DSILVA JOHN
	136 623	LANCASTER AVE	REALESTATE R US INC
	137 623	LANCASTER AVE	MECCA APRIL INC
	138 609	LANCASTER AVE	AMG/TPRF II GENEVA SUBSIDIARY 2 LP
	139 609	LANCASTER AVE	BATTS DOUGLAS R
	140 619	5TH ST	FISHER BRANDY
	141 612	BLAYLOCK DR	SANDBERG LEIF A
	142 616	BLAYLOCK DR	DIETERT DALE M &
X	143 622	BLAYLOCK DR	SMITH BOB W & LINDA J
X	144 606	BLAYLOCK DR	GORDON EVA M & LESLIE W HALL
	145 611	MARSALIS AVE	OLIVER JOHN
	146 601	MARSALIS AVE	RISING TIDE LTD PS
	147 615	MARSALIS AVE	AMINI RAMIN
	148 629	MARSALIS AVE	JASSO JUANA HERMELINDA &
	149 626	BLAYLOCK DR	LOPEZ DAVID A
	150 625	MARSALIS AVE	SIXTOS ROCIO

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	151 630	BLAYLOCK DR	GARCIA MARIA ELBA
	152 506	SABINE ST	SEFCIK MRS ROBERT
	153 400	5TH ST	PRATT EMRON E & ANNIE H
	154 406	5TH ST	PRICE JOHN WILEY
X	155 410	5TH ST	PENA ALFREDO & ASHLEY C
	156 414	5TH ST	RODRIGUEZ SANJUANITA EST OF
	157 418	5TH ST	CAMACHO JUAN
	158 430	5TH ST	REYES JESUS
O	159 431	6TH ST	THORNTON JENNIFER
	160 427	6TH ST	ZANUDIO MELISSA YANEZ &
	161 425	6TH ST	RAMOS JOHN C & CONNIE F
	162 423	6TH ST	VIERA JOAQUIN
	163 419	6TH ST	DAVILA JUAN M LIFE ESTATE
	164 415	6TH ST	TORRES LUIS ARMANDO
	165 411	6TH ST	FLORES ROSE
	166 401	6TH ST	WEYS CHILDRENS TRUST
	167 500	5TH ST	DUBOVE FERNANDO
O	168 510	5TH ST	PRICE JOHN W
	169 520	5TH ST	BARNARD BEVERLY A
	170 521	6TH ST	CENTENO MERCEDES
	171 519	6TH ST	DELASANCHA ANDRES
	172 515	6TH ST	GOMEZ GRACIELA
	173 511	6TH ST	BIRNBAUM ENTERPRISES LLC
	174 507	6TH ST	CRUZ LEONARDO &
	175 503	6TH ST	GARCIA MARIA ELENA
	176 501	MARSALIS AVE	STONERIDGE JOINT VENTURE
	177 531	6TH ST	GUDELMAN DEBORAH L
	178 515	MARSALIS AVE	OAK RIDGE JOINT VENTURE
	179 528	5TH ST	JOHNSON CHRISTINA
	180 523	MARSALIS AVE	CRUZ MARTHA E
	181 500	MARSALIS AVE	SANDOVAL HERMINIA

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	182 611	6TH ST	CARBALLO OLIVIA
	183 504	MARSALIS AVE	MARSALIS FAMILY TRUST
	184 514	MARSALIS AVE	YOCOM GALE
	185 612	5TH ST	CHILDS HAROLD K
	186 602	5TH ST	RAMIREZ GERMAN A & IRMA
	187 517	LANCASTER AVE	ALKEBULAN CHRISTIE E
	188 618	5TH ST	SOWELLS EDDY
	189 523	LANCASTER AVE	TORRES LORENZA
O	190 511	LANCASTER AVE	FAZ ISMAEL
	191 501	LANCASTER AVE	KAVANAUGH CECIL L
	192 507	LANCASTER AVE	KARIKAL GEORGE J
O	193 711	6TH ST	FLORES JOSE LUIS &
O	194 506	LANCASTER AVE	WILLIAMS GREGORY A
X	195 500	LANCASTER AVE	SEGOVIANO JUAN M &
	196 512	LANCASTER AVE	HICKORY CREEK RETAIL LP
	197 520	LANCASTER AVE	ALCANTARA JULIA
	198 518	LANCASTER AVE	ARRONA LUCIO &
O	199 501	EWING AVE	JA CONSTRUCTION SERVICES
	200 1101	JEFFERSON BLVD	MARCER INVESTMENTS LLC
	201 500	EWING AVE	AGUINAGA GLORIANA GUADALUPE
	202 500	EWING AVE	PEDROZA SALVADOR
	203 508	EWING AVE	PEDROZA SALVADOR ET AL
	204 512	EWING AVE	GRANOFF ALVIN ROY
X	205 518	EWING AVE	HUNTER WILLIAM
	206 812	5TH ST	EDDIN ALDARAGMI SALAH
	207 826	5TH ST	GAMBER MONTY
	208 820	5TH ST	MAY JOSE FRANCISCO
	209 1113	JEFFERSON BLVD	MARCER INV LLC
	210 817	6TH ST	JDJM CAPTIAL INVESTMENT LLC
	211 831	6TH ST	MARCER INVESTMENTS LLC TR
	212 821	6TH ST	LIRA MANUEL &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	213 911	7TH ST	NOVA INVESTMENTS
X	214 400	FLEMING PL	MEAZELL M GEAN
O	215 1010	JEFFERSON BLVD	SWILLING JOHN T
	216 317	R L THORNTON FWY	NOVA INVESTMENT
	217 402	EWING AVE	SALINAS LEOBARDO &
	218 406	EWING AVE	SALINAS ANTONIO
	219 817	7TH ST	RODRIGUEZ ROBERTO &
	220 408	EWING AVE	SALINAS ANTONIO &
	221 414	EWING AVE	SALINAS OLGA &
	222 814	6TH ST	JDJM CAPITAL INVESTMENTS LLC
	223 420	EWING AVE	GONZALEZ JESUS S
	224 418	EWING AVE	ESTRELLA JUAN M
	225 816	6TH ST	BARTOLO VICTOR &
	226 820	6TH ST	VILLARREAL MONICO
	227 1021	JEFFERSON BLVD	CHRISTIAN CHAPEL
	228 1013	JEFFERSON BLVD	KARLEN GEORGE FRANK
	229 828	6TH ST	HERNANDEZ JAIME & MARIA E
	230 1001	JEFFERSON BLVD	KARLE GEORGE FRANK
	231 800	7TH ST	KARLEN AUTO CO INC
	232 400	LANCASTER AVE	DOMINO LAUREN M
	233 711	7TH ST	MASTERS HARVEST INC THE
	234 412	LANCASTER AVE	DALLAS CITY HOMES INC
X	235 704	6TH ST	418-422 LANCASTER LLC
X	236 418	LANCASTER AVE	418-422 LANCASTER LLC
	237 405	EWING AVE	PAULSON INGRID E &
	238 412	MARSALIS AVE	CHERBONAY AT MARSALIS
X	239 418	MARSALIS AVE	REFUGIO RIZO VASQUEZ
	240 422	MARSALIS AVE	LIME HOLDINGS LLC
	241 612	6TH ST	RAMIREZ AGRIPINA
	242 417	LANCASTER AVE	PEREDES CATALINA LEIJA EST OF
	243 616	6TH ST	LACIO ROBERT &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	244 413	LANCASTER AVE	FLORES BILLY MOISES
	245 501	7TH ST	RODRIQUEZ ERNESTO V &
	246 505	7TH ST	NUNEZ ARTURO
	247 500	6TH ST	GARZA ROBERT & BRENDA
	248 506	6TH ST	CRUZ LUIS GERARDO
	249 509	7TH ST	LOPEZ JOSE G & ESTER
	250 511	LANSING ST	C & C RESIDENTIAL PROPERTIES INC
	251 510	6TH ST	MOXLEY CECELIA K
O	252 516	6TH ST	WILLIAMS SAMUEL L &
	253 532	6TH ST	PORTAL 7 LLC
	254 419	MARSALIS AVE	ARRELLANO MARIA LUCILA
	255 528	6TH ST	NANEZ BENITO M &
X	256 524	6TH ST	CASTILLO JUAN S & MARIA E
X	257 415	MARSALIS AVE	ALONSO JUAN ANTONIO &
	258 411	MARSALIS AVE	SALAZAR JOE A
X	259 516	LANSING ST	CASTILLO JUAN &
X	260 514	LANSING ST	CASTILLO JUAN &
	261 407	MARSALIS AVE	OLIVO ALBERTO &
	262 401	MARSALIS AVE	PERALTA PASCUALA J
	263 525	7TH ST	LEAL RUBEN JR & MARTA
	264 521	7TH ST	ALEJANDRO ANGELICA &
	265 531	7TH ST	GALVAN JOSE G & MARY JANE
	266 506	DENVER ST	FLORES BILLY MOISES
	267 409	7TH ST	CHAVEZ LORA A
	268 510	DENVER ST	HERNANDEZ J PASCUAL &
O	269 502	DENVER ST	FLORES JOSE &
X	270 404	6TH ST	MCELROY JOSEPH III &
	271 512	DENVER ST	WISTERIA HILLS 4 LLC
X	272 408	6TH ST	WISTERIA HILLS 11 LLC
	273 412	6TH ST	GARZA ROBERT P & BRENDA A
	274 415	7TH ST	AGUILLON JOSE L &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
O	275 510	LAKE CLIFF DR	HENDERSON MARLAND M
	276 421	7TH ST	GALVAN LORENZA
	277 425	7TH ST	ESTRADA NORBERTO &
X	278 420	6TH ST	WISTERIA HILLS 10 LLC
	279 422	6TH ST	CARRION BENJAMIN III &
	280 432	6TH ST	GOMEZ EDUARDO & OLGA E
	281 428	6TH ST	MOLINA BENITO
	282 433	7TH ST	HERNANDEZ VERONICA
	283 429	7TH ST	SALINAS CANDELARIO
X	284 333	STARR ST	SIERRA JOSE AMPARO
X	285 401	8TH ST	MACIAS EDGAR ALEXANDER
X	286 407	8TH ST	MACIAS EDGAR A
	287 313	LAKE CLIFF DR	PANIAGUA MARTIN
	288 327	STARR ST	CEJA OCTAVIANO
	289 413	8TH ST	MUNOZ JULITA PADILLA
	290 324	DENVER ST	GASPAR PASTOR A
	291 314	DENVER ST	JASSO MARIA CLARA &
	292 340	LAKE CLIFF DR	GOMEZ ALMA
X	293 317	LAKE CLIFF DR	LEAL FEDERICO M
	294 321	LAKE CLIFF DR	PEREZ PAUL & FIDELFA
	295 326	DENVER ST	SILVAS MARIA L
	296 316	DENVER ST	AVALOS SANTIAGO LOPEZ &
	297 328	DENVER ST	AVALOS SANTIAGO L
	298 329	LAKE CLIFF DR	ORTIZ ERLINDA ESTATE OF
	299 325	LAKE CLIFF DR	MAGNA RAUL
	300 336	LAKE CLIFF DR	RODRIGUEZ CAROLYN EST OF
	301 330	DENVER ST	ORTA J G
	302 402	DENVER ST	FLORES RUBEN G
	303 403	LAKE CLIFF DR	SANCHEZ FELIBERTO
	304 407	LAKE CLIFF DR	HERNANDEZ IRMA ROJAS
	305 400	DENVER ST	ORTA JOSE

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	306 412	DENVER ST	RECINOS SANTOS & IMELDA
	307 415	LAKE CLIFF DR	AMADOR MARIA DE LOURDES
	308 411	LAKE CLIFF DR	MENDOZA MERCEDES
	309 421	LAKE CLIFF DR	TREVINO MARIA ESTELLA
	310 424	DENVER ST	MEDINA MARIA LIF EST
	311 422	DENVER ST	MEDRANO DANIEL &
	312 419	LAKE CLIFF DR	DIOSDADO ERMELINDA & JUAN
	313 430	DENVER ST	ALCARAZ BASILIO
	314 434	DENVER ST	MCCORKLE LELA
	315 435	LAKE CLIFF DR	BARRERAS ALFREDO & ESTELA
	316 426	DENVER ST	PEREZ RODOLFO M
	317 429	LAKE CLIFF DR	ANGUIANO JOE T & HELEN R
	318 431	LAKE CLIFF DR	BARRERA ALFREDO & BARRERA
	319 410	LAKE CLIFF DR	CORONA JOSE & JULIA
	320 406	LAKE CLIFF DR	GOMEZ BRIGGET CHAVEZ
	321 416	7TH ST	PRADO FELIPA DEJESUS
	322 408	LAKE CLIFF DR	GARCIA PETE
	323 420	7TH ST	PINONES MARY
	324 419	STARR ST	RODRIQUEZ HERLINDA
	325 403	STARR ST	CHAVEZ LORA A
	326 405	STARR ST	MARQUEZ FELIX &
	327 409	STARR ST	ROMERO JOSE ASCENCION &
	328 326	LAKE CLIFF DR	JIMENZ ENRIQUE ROBERTO
	329 321	STARR ST	THOMPSON ALVA
	330 319	STARR ST	BRYANT ELIZABETH
	331 314	LAKE CLIFF DR	JUDKINS DAVID PAUL SR &
	332 318	LAKE CLIFF DR	SANCHEZ RUBI &
	333 431	8TH ST	FLORES ARMANDO
	334 315	STARR ST	MARTINEZ RAMON
	335 317	STARR ST	MORALES JORGE D &
	336 501	8TH ST	FRANCO TINA M

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	337 312	STARR ST	RILEY CHRISTINE
	338 509	8TH ST	GOMEZ RUTH
	339 505	8TH ST	GOMEZ JUAN &
	340 316	STARR ST	DIAZ CRISPIN & ROSA M
	341 308	STARR ST	BALDERAS MARTIN R
	342 513	8TH ST	DORSEY MRS M E
	343 517	8TH ST	SALINAS ELIDA
	344 521	8TH ST	ALVAREZ JORGE
	345 410	STARR ST	ESQUIVEL RAFAEL
	346 508	7TH ST	RECIO JESUS & GRACIELA
	347 500	7TH ST	PARRA ROLANDO
	348 415	LANSING ST	ROSS DON L &
	349 411	LANSING ST	OLGUIN JAIME O
	350 407	LANSING ST	BARAJAS ADELAIDA
	351 403	LANSING ST	NARVAEZ JUAN MANUEL
	352 317	LANSING ST	VEGA JUAN
	353 525	8TH ST	LEAL ELVIRA TRUSTEE FOR
	354 525	8TH ST	LEAL FAMILY PARTNERSHIP
	355 529	8TH ST	DALLAS TORTILLAS INC
	356 310	LANSING ST	LEAL RUBEN R
	357 315	MARSALIS AVE	LEAL FAMILY PARTNERSHIP
	358 316	LANSING ST	MEDINA MIGUEL & SACORRO
	359 400	LANSING ST	DURAN FELIPE
	360 317	MARSALIS AVE	SALINAS ELIDA ETAL
	361 323	MARSALIS AVE	MORENO CESAREO & MARIA
X	362 339	MARSALIS AVE	MARTINEZ MARGARET &
	363 335	MARSALIS AVE	KNOX WILLIAM T
O	364 331	MARSALIS AVE	LEIJAALVARADO LIDIA
	365 327	MARSALIS AVE	TENIENTE LEONELA
	366 418	LANSING ST	FLORES BILL
	367 414	LANSING ST	HERRERA BENJAMIN N &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	368 408	LANGING ST	RAMIREZ MARIE E
	369 406	LANGING ST	ACEVEDO EVANGELINA G
	370 306	MARSALIS AVE	SOUTHLAND CORP 12292
	371 302	LANCASTER AVE	FERNANDEZ GUSTAVO
	372 312	LANCASTER AVE	GARCIA ZENOBIO JR
	373 324	LANCASTER AVE	Dallas ISD
	374 326	LANCASTER AVE	HERNANDEZ DAVID E
	375 336	LANCASTER AVE	J&M 401K LLC
	376 722	7TH ST	MARCER INVESTMENTS
	377 321	EWING AVE	AYZ GROUP INC
	378 315	EWING AVE	MAHER PROPERTIES TWO
	379 301	EWING AVE	TGFB PROPERTIES INC
	380 314	EWING AVE	MAZZMANIA LP
	381 326	EWING AVE	BANDA RAUL & EPIFANIA
	382 330	EWING AVE	WOOD CORA ANN
	383 945	JEFFERSON BLVD	KARLEN AUTO COMP INC
X	384 921	8TH ST	PATEL RAJNIKANT L
	385 910	JEFFERSON BLVD	MORRISON JAY II
	386 909	8TH ST	MARTINEZ FERNANDO
	387 920	7TH ST	MCLAIN JESSE C &
	388 924	DALE ST	MARTINEZ RAUL & LETICIA
	389 911	8TH ST	ABDOLLAHIDEMENEH MORTAZA
	390 920	DALE ST	LACKEY HARRY T JR &
O	391 912	DALE ST	ABDOLLANIDEMENEH MORTAZA
	392 908	DALE ST	QUEME EASTER MARISELVA
	393 904	DALE ST	MORRISON JAY R
O	394 913	DALE ST	LOUETTAS PLACE LLC
O	395 917	DALE ST	LOUETTA S PLACE LLC
	396 921	DALE ST	MCLAIN MARGARET A
	397 925	DALE ST	MCCRARY HOLDINGS I LLC
	398 914	7TH ST	MCLAIN JESSE C &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	399 908	7TH ST	GALINDO SERVANDO
	400 904	7TH ST	KARLEN GEORGE F
	401 842	JEFFERSON BLVD	MAGHAIDA BLANCA A &
	402 912	8TH ST	MARTINEZ ELSA C
	403 920	8TH ST	RATH MARY L
	404 930	8TH ST	RIOS PROPERTIES LLC
	405 935	CHURCH ST	MORA GUADALUPE
	406 939	CHURCH ST	MORA & ASSOCIATES
	407 927	CHURCH ST	DD MCDONALD
	408 915	CHURCH ST	BRAVO ALFREDO & BERTHA
	409 911	CHURCH ST	CEDILLO MARIA
	410 905	CHURCH ST	VILLEGAS VENANCIO
	411 901	CHURCH ST	VILLEGAS VENANCIO
	412 904	CHURCH ST	MARTINEZ LUIS H & ELIA
	413 906	CHURCH ST	MARTINEZ LUIS H & ELIA
	414 908	CHURCH ST	GRIMES D W
	415 912	CHURCH ST	GRIMES DAVID & RHONDA
	416 926	CHURCH ST	CALIXTO ARACELY
	417 920	CHURCH ST	MACIAS JUAN I & PATRICIA
	418 930	CHURCH ST	MASTERS KETAN & KUSUM
	419 465	R L THORNTON FWY	MASTERS KETAN & KUSUM
	420 909	9TH ST	GALARZA JOSE
	421 911	9TH ST	GALARZA MARTHA
	422 901	9TH ST	MARQUEZ EFRAIN
	423 905	9TH ST	CERVANTES DAVID & BLANCA
	424 817	9TH ST	LOPEZ SIMON C
	425 811	9TH ST	KING SHAUNTAI H
	426 815	9TH ST	GUSTAVO QUEME LUES
	427 200	MARSALIS AVE	REEVES GEORGE M ET AL
O	428 124	MARSALIS AVE	BALLAS VICTOR
	429 134	MARSALIS AVE	VILLAFRANCO JOSE B &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	430 102	EWING AVE	LONGORIA LOUIS A
	431 108	EWING AVE	PUENTE DANIEL JAMES
	432 806	9TH ST	LONGORIA LOUIS A
	433 810	9TH ST	EMMETT SAM
	434 822	9TH ST	EMMETT JOSEPHINE
	435 525	R L THORNTON FWY	CHUNG TAI Y & SOON E
	436 837	10TH ST	MONZURES ERASMO
	437 835	10TH ST	LOVE DELLA CARTER
	438 825	10TH ST	HERNANDEZ ISAAC
	439 821	10TH ST	LEWIS DWIGHT E
	440 817	10TH ST	DAL CO RACING PIDGEON
	441 824	BETTERTON CIR	LES TAYLOR PONTIAC INC
	442 828	BETTERTON CIR	MYRICK HORACE C JR &
	443 820	BETTERTON CIR	ROBINSON PATRICIA A &
	444 816	BETTERTON CIR	WRIGHT FLOYD
	445 900	BETTERTON CIR	TAYLOR LES PONTIAC
	446 830	BETTERTON CIR	MYRICK HORACE JR &
	447 902	BETTERTON CIR	TAYLOR LES PONTIAC INC
	448 128	LANCASTER AVE	TAYLOR PONTIAC INC
	449 108	LANCASTER AVE	LES TAYLOR PONTIAC INC
	450 702	10TH ST	GOODE BARBARA ANN
	451 129	EWING AVE	TAYLOR LES PONTIAC INC
	452 133	EWING AVE	TAYLOR LES PONTIAC INC
	453 719	11TH ST	TAYLOR PONTIAC INC
X	454 129	LANCASTER AVE	TORRES MIGUEL A
	455 133	LANCASTER AVE	GOODE BARBARA ANN
	456 133	LANCASTER AVE	TAYLOR PONTIAC
	457 617	11TH ST	TAYLOR BARBARA ANN
	458 246	MARSALIS AVE	FOUNTAIN VILLA JV
	459 220	MARSALIS AVE	SECKER BETTY 1
	460 206	MARSALIS AVE	RUBIO REYNA

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	461 212	MARSALIS AVE	BUENO MARIA AUDELIA
	462 202	MARSALIS AVE	VIRGINIA JV
	463 237	LANCASTER AVE	JOSEPH GEORGE K
	464 600	R L THORNTON FWY	DALLAS CITY OF ETAL
	465 232	LANCASTER AVE	AZTEC APT
O	466 208	LANCASTER AVE	RISPOLI ANTHONY M
	467 213	EWING AVE	LAFUENTE LUPE
	468 223	EWING AVE	MONARCH HOSPITALITY INC
	469 300	MARSALIS AVE	Z B EAGLE PARTNERS LTD
	470 311	8TH ST	GONZALEZ JOSE E & EMMA
	471 321	8TH ST	JMTT&Z LLC
	472 330	PATTON AVETORRES EFRAIN &	
	473 334	PATTON AVEMENDOZA IRENE	
	474 311	DENVER ST	ZAMORA JONNY
	475 313	DENVER ST	YOUNG JUSTIN
	476 338	PATTON AVEREYES ISIDRO G &	
	477 300	STEINMAN AVE	DELGADO JUAN & MARIA
	478 304	STEINMAN AVE	SILVA RUBEN
O	479 308	STEINMAN AVE	CANDIDO ENCARNACION
	480 321	DENVER ST	LOPEZ RODOLFO &
	481 333	DENVER ST	LOPEZ SERGIO A
	482 319	DENVER ST	GARCIA HECTOR & MARIA
	483 303	STEINMAN AVE	GOMEZ EDUARDO & OLGA
	484 410	PATTON AVERANGEL ISIDRO &	
	485 305	STEINMAN AVE	DELGADILLO EDUARDA EST OF
	486 307	STEINMAN AVE	GARCIA RAFAEL R
	487 313	STEINMAN AVE	GARCIA RAFAEL RAMIREZ
	488 407	DENVER ST	SOLORZANO ZEFERINO
	489 411	DENVER ST	CARBAJAL VELIA
	490 405	DENVER ST	DELEON SEVERO
	491 414	PATTON AVESILVA JOSE L	

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	492 424	PATTON AVEMACHADO MARCO A &	
O	493 415	DENVER ST ARAIZA JUAN J & ROSA M	
	494 425	DENVER ST SILVA YOLANDA	
	495 302	7TH ST MENDOZA JUANA SILVA &	
	496 310	7TH ST LARA ALFONSO S LIFE EST &	
	497 314	7TH ST SALAS ARMANDO & MARIA	
	498 316	7TH ST CAPISTRAN ADRIANA	
	499 320	7TH ST LOPEZ ROGER II ET AL	
	500 303	7TH ST VELAZQUEZ MARIA M	
	501 307	7TH ST HERNANDEZ FRANCISCO &	
	502 311	7TH ST NINO LUIS &	
O	503 315	7TH ST MENDOZA JUANA	
	504 317	7TH ST BARRERA LAEL	
	505 302	6TH ST RAMOS OSCAR LIF EST	
	506 306	6TH ST AGUILAR FERMIN	
	507 310	6TH ST FLOYD WILLIAM R LIFE ESTATE	
	508 320	6TH ST CHAVEZ SULEMA CARDENAS &	
	509 324	6TH ST GONZALEZ MIGUEL &	
	510 800	10TH ST MATTHEWS WILLIAM ANDREW	
	511 116	EWING AVE TAYLOR LES PONTIAC INC	
	512 811	BETTERTON CIR TAYLOR LES PONITAC INC	
	513 814	10TH ST JOHNSON GLENN ETAL	
	514 824	10TH ST GONZALEZ TERESA	
	515 831	BETTERTON CIR MARQUEZ EFRAIN	
	516 830	10TH ST GONZALEZ MARIA	
	517 845	BETTERTON CIR IGBOKWE OBI E	
	518 904	10TH ST CRANFORD EVIES O &	
	519 903	BETTERTON CIR WEATHERALL T W	
	520 907	BETTERTON CIR TAYLOR LES PONTIAC	
	521 908	10TH ST ROGERS BILLY JOE	
	522 916	10TH ST HERREROS MARY HELEN	

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	523 916	10TH ST	CASTELAN ALEX
	524 912	10TH ST	WADE DORA
	525 201	8TH ST	GOMEZ JOHN M &
	526 207	8TH ST	GOMEZ JOHN MARTIN
	527 215	8TH ST	RUIZ RAMON & BERTHA A
	528 211	8TH ST	TORRES RICARDO & MARIA
	529 217	8TH ST	GOMEZ MICHAEL J
X	530 1201	ELDORADO AVE	WISTERIA HILLS I LLC
X	531 1106	BALLARD AVE	MONTGOMERY AUDREY LEE ANN
X	532 1112	BALLARD AVE	ANNIS BETTY JEAN SHORES LIFE ESTATE
	533 1116	BALLARD AVE	GRIFFIN CLINT
	534 1118	BALLARD AVE	BECKLEY PROPERTIES LTD
X	535 1124	BALLARD AVE	WALDEN PAUL &
	536 1126	BALLARD AVE	COLECIO JUAN ANTONIO &
X	537 1132	BALLARD AVE	MCFADDEN SHARON A &
	538 1136	BALLARD AVE	METHODIST HOSPITALS OF DALLAS
	539 1212	MADISON AVE	MOJICA MARIA
	540 1129	BECKLEY AVE	GREENHOUSE CLYDE
	541 1127	BECKLEY AVE	CHOUDRY YASIN
	542 1115	BECKLEY AVE	BECKLEY PPTIES LTD
X	543 1101	BECKLEY AVE	BECKLEY PPTIES LTD
X	544 1300	MADISON AVE	122S HAMPTON LLC
	545 1304	MADISON AVE	CASTILLO SIMON III
	546 222	COLORADO BLVD	TEXAS WAGGONER CORPORATION &
	547 1211	ZANG BLVD	PECAN DELUXE CANDY CO
	548 1317	MADISON AVE	NEWMAN WILLIAM E JR
	549 1202	BECKLEY AVE	TRITON BECKLEY LLC
	550 1309	MADISON AVE	MARTINEZ BROS INV
	551 1218	BECKLEY AVE	MARTINEZ BRO INV
	552 1211	BECKLEY AVE	BECKLEY PLACE PARTNERS LP
	553 1221	BECKLEY AVE	DEJONG VLADI &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	554 200	COLORADO BLVD	KECHEJIAN TRUST
O	555 1322	BECKLEY AVE	JONES VICKI D
O	556 116	OAKENWALD ST	BARR JOHN H TRUSTEE
	557 1339	ENGLEWOOD DR	KESSLER WOMERNS GROUP LLC
O	558 1333	ENGLEWOOD DR	BARR MARY CHRISTIAN TRUST
O	559 1329	ENGLEWOOD DR	BARR BURT JR
O	560 1325	ENGLEWOOD DR	BARR JOHN H
	561 1307	ENGLEWOOD DR	AMIRGHOLIZADEH KARIM
	562 123	COLORADO BLVD	AMIR KARIM
O	563 211	COLORADO BLVD	BARR MARY CHRISTIAN TRUST
O	564 203	COLORADO BLVD	MARY CHRISTIAN BARR TRUST
O	565 1334	ENGLEWOOD DR	BARR JOHN ETAL
O	566 1336	ENGLEWOOD DR	BARR JOHN HOLMAN II TR
O	567 1338	ENGLEWOOD DR	BARR JOHN HOLMAN II TR
	568 1345	PLOWMAN AVE	COLLIE LUIS R
	569 1341	PLOWMAN AVE	GENA WEST LLC
	570 1339	PLOWMAN AVE	S&N PARTNERS
	571 1327	PLOWMAN AVE	SANCHEZ DINO &
	572 1323	PLOWMAN AVE	RKCBJF LLC
	573 1321	PLOWMAN AVE	WASHBURN RAY TRUSTEE
	574 1402	ENGLEWOOD DR	DEAN PATRICK J
	575 1406	ENGLEWOOD DR	METHODIST HOSPITALS OF DALLAS
	576 1426	ENGLEWOOD DR	BUCKOVAN ROBERT SCOTT
X	577 1430	ENGLEWOOD DR	BUCKOVAN COPE CYNTHIA JEAN
	578 1438	ENGLEWOOD DR	DIAZ MARY G
	579 1431	PLOWMAN AVE	METHODIST HOSPITALS OF DALLAS
	580 1405	PLOWMAN AVE	MORTENSEN VIBEKE M
	581 1403	ENGLEWOOD DR	METHODIST HOSPITALS OF DALLAS
	582 1047	ELDORADO AVE	MORENO MARIO
	583 1031	ELDORADO AVE	MONTANI MARIA CLAUDIA
	584 1027	ELDORADO AVE	ARMSTRONG DAVID

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
O	585 1019	ELDORADO AVE	BEHRMANN SUSAN
X	586 1032	ELSBETH ST	GRANADOS ANDRES &
X	587 1035	ELDORADO AVE	MENDOZA JUAN
	588 124	NECHES ST	MONRIAL JOSE F &
	590 1037	ELDORADO AVE	ALARDIN PEDRO G
O	591 130	NECHES ST	RICO JOSE LUNA &
	592 1218	BISHOP AVE	AXXIS ENTERPRISES
	593 1171	MADISON AVE	KECHEJIAN TRUST
	594 600	ELSBETH ST	ALIGN LP
	595 610	ELSBETH ST	FLORES JUAN &
O	596 630	ELSBETH ST	BALLAS VICTOR & VA CAPITAL LLC
O	597 635	ZANG PL	BISHOP 1910 PARTNERS LTD
	598 612	ZANG BLVD	DALLAS COUNTY SCHOOL
	599 601	BECKLEY AVE	DALLAS COUNTY SCHOOL TRUS
	600 718	ZANG BLVD	DALLAS COUNTY SCHOOLS
	601 737	BECKLEY AVE	BUSTAMANTE ANTONIO &
	602 735	BECKLEY AVE	HODGES RAMONA G
	603 727	BECKLEY AVE	LOPEZ ISRAEL
	604 733	BECKLEY AVE	LOPEZ ISRAEL
O	605 719	BECKLEY AVE	TONGRA LP
	606 723	BECKLEY AVE	YBARRA MARY MAGDALENA
	607 707	BECKLEY AVE	GOMEZ RAY
	608 700	ELSBETH ST	FUENTES VIRGINIA PEREZ
	609 708	ELSBETH ST	SIROOSIAN RAMIN
	610 712	ELSBETH ST	3M 707 ZANG LLC
	611 716	ELSBETH ST	LEE MARIE E
	612 720	ELSBETH ST	AFA DEVELOPMENT LLC
	613 732	ELSBETH ST	PENA JESUS H &
	614 726	ELSBETH ST	GUEL ELIZABETH
	615 734	ELSBETH ST	CASTILLO GERARDO
	616 736	ELSBETH ST	WHITEAKER BETTYE M

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	617 733	ZANG BLVD	PENA JESUS H & IRMA
	618 727	ZANG BLVD	CHERNOCK CHRISTIAN
	619 723	ZANG BLVD	GOMEZ CELIA O
	620 719	ZANG BLVD	GALICIA GUILLERMO
	621 715	ZANG BLVD	3M 707 ZANG LLC
	622 707	ZANG BLVD	HERSH KAPLAN RAY
	623 707	ZANG BLVD	HERSH BERNARD J ETAL
	624 810	ELSBETH ST	COUCH KEDRIC
	625 814	ELSBETH ST	LOPEZ BENITO JR
X	626 818	ELSBETH ST	ELAINE S GORENSTEIN
	627 820	ELSBETH ST	TOVAR MARTIN
	628 828	ELSBETH ST	TUCKER MICHAEL BRITT &
	629 835	ZANG BLVD	GEMSK LLC
	630 813	ZANG BLVD	MINOR TIMOTHY &
X	631 801	ZANG BLVD	BECKLEY PROPERTIES LTD
	632 807	ZANG PL	MINOR TIMOTHY
	633 839	BECKLEY AVE	VINES DAN
	634 900	ZANG BLVD	READ JOHN H II &
	635 908	ZANG BLVD	SALAZAR JOSE
	636 1118	ELSBETH ST	SALDIVAR FAMILY I LIMITED PARTNERSHIP
	637 912	ZANG BLVD	NEFFENDORF SHANNON
	638 917	BECKLEY AVE	SALDIVAR FAMILY I LTD PS
	639 909	BECKLEY AVE	BREETE LLC
	640 907	BECKLEY AVE	DELGADILLO JOSE LUIS
	641 903	BECKLEY AVE	TORRES LUIS & MARIA G
O	642 1006	ZANG BLVD	GARCIA MAGDALENA &
	643 1018	ZANG BLVD	KAEMERLE HAROLD JR &
	644 1030	ZANG BLVD	CHONG JOHN
X	645 1010	ZANG BLVD	KAEMERLE HAROLD JR ET AL
	646 1003	BECKLEY AVE	KAEMERLE HAROLD JR & C A E C TRUST &
	647 900	ELSBETH ST	GRACE PRESBYTERY INC

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	648 918	ELSBETH ST	WHISENANT LAUREL K
	649 901	ZANG BLVD	GRACE PRESBYTERY INC
	650 1039	ZANG BLVD	MALLEY JOSEPH H & MARY L
	651 1045	ZANG BLVD	MALLEY JOSEPH H &
	652 1019	ZANG BLVD	DALAL KARIM & RAYAN DALAL
	653 1020	ELDORADO AVE	MENDOZA OSCAR
	654 1007	ZANG BLVD	ESTES NOLAN TRUSTEE &
	655 1006	ELSBETH ST	CROW ELISABETH A
O	656 1011	ZANG BLVD	MATA MARIA &
	657 1033	ZANG BLVD	VICTOR BALLAS & VA CAPITAL
	658 1015	ZANG BLVD	AVERITE CHRISTOPHER J
X	659 1024	ELDORADO AVE	CORTEZ NATIVIDAD
X	660 1000	ELSBETH ST	HERRERA RUBEN D
	661 143	5TH ST	ALATORRE DANIEL &
	662 1035	ZANG BLVD	VICTOR BALLAS & VA CAPITAL
	663 147	5TH ST	GALVAN ALFREDO GONZALEZ &
	664 1003	ZANG BLVD	FISCAL GABRIEL AND MARIA DE LA LUZ FISCAL
	665 1022	ELDORADO AVE	BARRIENTOS EMILIO A &
	666 1016	ELDORADO AVE	CALZADA ANTONIO
	667 1010	ELSBETH ST	DREILING COURTNEY
	668 139	5TH ST	AMADOR JUAN
	669 414	R L THORNTON FWY	County of Dallas
	670 2008	BECKLEY AVE	DEALEY LTD
O	671 1916	BECKLEY AVE	REID JON ROY
O	672 119	OREGON AVE	TRINITY FLOOR CO INC
O	673 1902	BECKLEY AVE	TRINITY FLOOR COMPANY
O	674 1902	BECKLEY AVE	SUNDOWN ASSOCIATES
O	675 129	OREGON AVE	GVIRTZ JOE H
O	676 211	OREGON AVE	TRINITY HARDWOOD DISTRIBUTORS INC
O	677 123	OREGON AVE	123 E OREGON JV
O	678 125	OREGON AVE	123 E OREGON JV

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	679 301	GREENBRIAR LN	BANKS BRYAN F
	680 1720	PLOWMAN AVE	HOLLEMAN BILLIE C
	681 317	DEALEY ST	TEXAS UTILITIES ELEC CO
O	682 126	OREGON AVE	OREGON AVE PROPERTIES LLC
O	683 110	OREGON AVE	REID BUILDING COMPANY
	684 101	MORGAN AVE	NEW MT GILEAD BAPTIST CH
	685 1805	SPANN ST	STEARNS KENNETH & NAOMI R
	686 1813	PLOWMAN AVE	MCKEMIE M JEAN
	687 218	OREGON AVE	IRA PLUS SOUTHWEST LLC
	688 214	OREGON AVE	WANG GLOBALNET
O	689 1802	SPANN ST	SUNDOWN PROPERTIES LLC
	690 1710	BECKLEY AVE	DALLAS COUNTY SCHOOLS
	691 123	JULIAN ST	HOLLEMAN CONST CO
	692 127	JULIAN ST	HOLLEMAN CONSTRUCTION
	693 1707	SPANN ST	TOBIAS MANUEL S
	694 234	MORGAN AVE	PEREZ GUILLERMO &
	695 230	MORGAN AVE	CHOI MI HYUN
	696 208	MORGAN AVE	STEARNS KENNETH L
	697 213	JULIAN ST	CORONADO PIOQUINTO &
	698 221	JULIAN ST	CORONADO PIOQINTO &
	699 132	JULIAN ST	DARYL RICHARDSON GOURMET CATERING INC
	700 1616	BECKLEY AVE	STEWART MICHAEL
	701 1620	BECKLEY AVE	STEWART MICHAEL LEE
	702 115	GREENBRIAR LN	MIMS JACK A &
	703 123	GREENBRIAR LN	RICHARDSON DARYL GOURMET
CATERING INC			
	704 1619	PLOWMAN AVE	STEARNS NAOMI RUTH
	705 214	JULIAN ST	LOCHRIDGE JOHN O JR
	706 210	JULIAN ST	PITMAN LAURIE TRUSTEE
	707 200	JULIAN ST	RICHARDSON GERALD R
	708 227	GREENBRIAR LN	AMERICAN WAY INC
	709 231	GREENBRIAR LN	HUNT ROBERT W

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	710 235	GREENBRIAR LN	HUNT ROBERT
	711 323	GREENBRIAR LN	ATA APARTMENTS LTD
	712 1407	ZANG BLVD	THE RANKIN CORPORATION
	713 202	NEELY ST	VALDEZ YOLANDA E
	714 632	BECKLEY AVE	PEREZ MAXIMO JR & PETRA
	715 204	NEELY ST	GUERRERO TERESA
	716 116	NEELY ST	PRADO MINERVA
	717 303	PATTON AVECUDROS	APOLONIO
	718 309	PATTON AVEQUINTERO	MARIA
	719 120	NEELY ST	AGUIRRE ANDRES &
	720 311	PATTON AVENARRO LORENZO A & ROSA M	
	721 317	PATTON AVEMONDRAGON ROGELIO	
	722 321	PATTON AVENARRO CAMERINA V	
	723 325	PATTON AVEALONSO RUBEN & MARIA DEL	
	724 329	PATTON AVEZUNIGA JUAN	
	725 205	DAVIS ST	CFS 1 LTD
	726 333	PATTON AVEMATA FRAYNOE & EVELIA	
	727 335	PATTON AVETAMAYO MARIA REYNA	
	728 620	CRAWFORD ST	DOMINGUEZ MARIA G &
	729 710	BECKLEY AVE	MARTINEZ SILVERIO SR
	730 716	BECKLEY AVE	CALDERON JORGE A
	731 732	BECKLEY AVE	MONTOYA BLANCA E L
	732 714	BECKLEY AVE	YBARRA MAGDALENA
	733 736	BECKLEY AVE	FIRA MARIA DEL CARMEN
	734 702	BECKLEY AVE	MARTINEZ BENJAMIN
	735 720	BECKLEY AVE	ORTIZ JESUS & MARIA
	736 728	BECKLEY AVE	RAMIREZ BENJAMIN &
	737 730	BECKLEY AVE	DIODATI MONICA CHIARA
	738 341	PATTON AVEJASSO CESILIA	
	739 343	PATTON AVEGONZALEZ VICENTE R &	
	740 345	PATTON AVEDIAZ MARCELINO	

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	741 347	PATTON AVEREYES RICARDO	
	742 401	PATTON AVEHERNANDEZ TEODORO ETAL	
	743 405	PATTON AVEPEREZ RICARDO M & PETRA	
	744 411	PATTON AVEGIL JO JESUS G & SILVIA	
	745 413	PATTON AVEPUENTE JANET &	
	746 417	PATTON AVESALINAS ELIDA &	
	747 421	PATTON AVEWALTER MORTGAGE CO LLC	
	748 701	CRAWFORD ST	ARECHAR FRANCISCO &
	749 707	CRAWFORD ST	GARCIA JORGE & LIDIA
	750 711	CRAWFORD ST	JASSO JUANA H &
	751 715	CRAWFORD ST	CHAVEZ ROMEO
	752 719	CRAWFORD ST	LOPEZ JUAN C
	753 723	CRAWFORD ST	TORRES OLGA M
	754 727	CRAWFORD ST	TORRES JOSE G EST OF
	755 731	CRAWFORD ST	GOEN ERIK D
	756 735	CRAWFORD ST	DIAZ MARIA TERESA
	757 739	CRAWFORD ST	DIAZ ELENO NINO &
	758 700	CRAWFORD ST	CENDEJAS VICENTE A
	759 706	CRAWFORD ST	ROJAS HUMBERTO CARLOS &
	760 710	CRAWFORD ST	MUNIZ MIGUEL & MARIA D C
	761 714	CRAWFORD ST	JUAREZ MARIO
	762 718	CRAWFORD ST	VALVERDE PABLO
	763 722	CRAWFORD ST	JUAREZ MARIO & EDILIA A
	764 728	CRAWFORD ST	FLORES MAURILIO &
	765 730	CRAWFORD ST	ORTIZ JESUS &
X	766 734	CRAWFORD ST	HERNANDEZ PEDRO & FELIPA
	767 738	CRAWFORD ST	CARRIZALES EDWARD
	768 212	CANTY ST	IBARRA MANUEL GONZALEZ &
	769 211	NEELY ST	ABONZA SUSANO &
	770 218	CANTY ST	HERRERA HUMBERTO
	771 220	CANTY ST	RAMIREZ FELIPE &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	772 215	NEELY ST	GONZALEZ JUAN & MARIBEL
	773 219	NEELY ST	MAGDALENO RAMIRO & MARIA
	774 223	NEELY ST	LOPEZ ENRIQUE P &
	775 838	BECKLEY AVE	WILSON ZAMORA INVESTMENTS
	776 818	BECKLEY AVE	SAMUEL DEXTER
	777 812	BECKLEY AVE	TORRES MARTIN
	778 800	BECKLEY AVE	SOLORZANO JUAN E &
	779 808	BECKLEY AVE	SAUCEDO NICOLAS & MARIA
	780 832	BECKLEY AVE	BAEZA LORENA
	781 828	BECKLEY AVE	TONGRA LP
	782 820	BECKLEY AVE	GARCIA RAFAEL QUEVEDO &
	783 824	BECKLEY AVE	CHRISTENSEN JANELLE M
	784 826	BECKLEY AVE	BOBO LINDA
	785 804	BECKLEY AVE	TIDEY CRAIG
	786 809	CRAWFORD ST	MENDEZ MANUEL
	787 811	CRAWFORD ST	ESTRADA FEDERICO &
	788 817	CRAWFORD ST	AKHAVIZADEH CYRUS
	789 823	CRAWFORD ST	MOONEY RICHARD LEE
	790 825	CRAWFORD ST	ROMIG RANDALL ROBERT
	791 829	CRAWFORD ST	GENA NORTH LLC
	792 112	6TH ST	RAMOS TONY M &
	793 835	CRAWFORD ST	ADAME MARIA
	794 124	6TH ST	GENA NORTH LLC
	795 230	6TH ST	TORRES PABLO &
	796 228	6TH ST	CASTRO PEDRO & LINA
	797 226	6TH ST	LUEVANO MATTHEW A
	798 222	6TH ST	CYMMION TERRINGTON G
	799 216	6TH ST	SANCHEZ JUAN JOSE
	800 824	CRAWFORD ST	VASQUEZ MARIA Z CADENA
	801 820	CRAWFORD ST	COUCH KEDRIC &
	802 816	CRAWFORD ST	JONES ELIZABETH M

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	803 812	CRAWFORD ST	COUCH KEDRIC & PAT COUCH
	804 800	CRAWFORD ST	CHUPA JAMES EDWARD &
	805 213	CANTY ST	MILLER GENE BELL
	806 215	CANTY ST	ALVARADO JUAN &
	807 427	PATTON AVEBELMONTE	JOSE O &
	808 431	PATTON AVETORRES	JOSE JAIME & TORRES SILVIA
	809 435	PATTON AVETORRES	BONIFACIO & AURORA
	810 439	PATTON AVEORTIZ	MOSES &
	811 511	PATTON AVETOVAR	VALENTIN
	812 503	PATTON AVEFRANCO	RAMON JR
	813 507	PATTON AVEVILLEGAS	SYLVESTRE
	814 213	CANTY ST	MILLER GENE BELL
	815 313	6TH ST	VARELA CRUZ LIFE ESTATE
	816 303	6TH ST	VARELA CRUZ LIFE EST
	817 305	6TH ST	VANIAN MARY TRUSTEE
X	818 320	5TH ST	CLAXTON JAMES D
	819 323	6TH ST	RODRIGUEZ MARY
	820 302	5TH ST	MAY SHARON K
X	821 307	6TH ST	WISTERIA HILLS 9 LLC
	822 222	5TH ST	LEON ROBERT
	823 306	5TH ST	GARRISON JEFFERY &
	824 310	5TH ST	CASTRO JOHN J
	825 316	5TH ST	PETERSON JAY
	826 1122	ZANG BLVD	FORD KAYCE L & NEAL P &
	827 1118	ZANG BLVD	SPILLERS ALLEN & DONNA
	828 1112	ZANG BLVD	ELEVEN12 PROPERTIES LLC
	829 1106	ZANG BLVD	DALLAS PROPERTY TRUST
	830 1104	ZANG BLVD	WALIA & SONS REAL ESTATE INC
	831 1032	BECKLEY AVE	PARKER LEON
	832 1028	BECKLEY AVE	WHATLEY KATRINA L &
	833 1026	BECKLEY AVE	HALL PATRICIA A

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	834 1022	BECKLEY AVE	SCHULTZ MEREDITH
	835 1018	BECKLEY AVE	GRANADO RALPH & DEBRA
	836 1014	BECKLEY AVE	GONZALEZ MARIA &
	837 1006	BECKLEY AVE	COFER WILLIE R
X	838 1002	BECKLEY AVE	WISTERIA HILLS 5 LLC
X	839 1010	BECKLEY AVE	SPERLING MERCEDES &
	840 1001	CRAWFORD ST	STOFOROPOULOS EUTHYMOS
	841 1159	MADISON AVE	FOUNTAIN VILLA INC
	842 1019	CRAWFORD ST	GONZALEZ MACARIO &
	843 1023	CRAWFORD ST	RAMIREZ MIGUEL & EVANGELI
	844 1027	CRAWFORD ST	EQUITY GATEWAY LLC
O	845 1103	CRAWFORD ST	SCHROEDER MARTIN C &
	846 1109	CRAWFORD ST	SCHROEDER MARTIN C &
	847 123	6TH ST	GUFFEY TYLER H
	848 119	6TH ST	VICTOR PPTIES LLC
	849 115	6TH ST	SEGOVIA RAFAEL
	850 107	6TH ST	GUAJARDO LEO II
	851 111	6TH ST	GASPER PASTOR & MARIA
	852 103	6TH ST	BAEZA IGNACIO & MARIA
	853 102	5TH ST	PARR DAVID ROBERT
	854 106	5TH ST	MURPHY CHRISTOPHER W
X	855 108	5TH ST	WISTERIA HILLS 6 LLC
	856 122	5TH ST	WHITLOCK NEILL DAVIDSON
	857 218	5TH ST	LLOYD JOSHUA
	858 214	5TH ST	ARELLANO MARTHA
	859 210	5TH ST	DANTZLER HAL S
	860 204	5TH ST	LUGO ELPIDIO &
	861 202	5TH ST	SHEETS CLAY C III
	862 205	6TH ST	SAVALA SANTOS R EST OF
X	863 209	6TH ST	WISTERIA HILLS 8 LLC
	864 215	6TH ST	FARELY INVESTMENTS LP

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	865 223	6TH ST	HOPKINS JOYCE
	866 233	6TH ST	BERLIN APRIL
	867 237	6TH ST	ZWERN ARTHUR
	868 1605	BECKLEY AVE	AUSBROOKE
	869 1620	HANDLEY DR	KAVANAGH PETER
	870 115	GREENBRIAR LN	OUELLETTE JARRETT
	871 1717	BECKLEY AVE	BG BROOKVIEW PARTNERS LTD
	872 1909	BECKLEY AVE	BURDINE INDUSTRIES INC
	873 2001	BECKLEY AVE	LONE STAR CONSOLIDATED
	874 202	TURNPIKE AVE	TERRY ROY HICKS
	875 244	TURNPIKE AVE	AGUIRRE ALBERT T
	876 240	TURNPIKE AVE	RICE ROBERT RAY
	877 234	TURNPIKE AVE	MAGEORS & RICE PHOTO
	878 228	TURNPIKE AVE	MASSEY DAVID
	879 1016	LANCASTER AVE	SOUTHERN FOODS GROUP LP
	880 517	7TH ST	CARBAJAL JOSE J & LETICIA
	881 407	STARR ST	VALENZUELA ROSA
X	882 320	STARR ST	CASTILLO PABLO
	883 400	STARR ST	NIETO RODOLFO ESTATE OF
	884 406	STARR ST	PINEDA FRANCISCO
	885 309	MARSALIS AVE	LEAL ELVIRA TRUSTEE OF
LTD	886 457	R L THORNTON FWY	PRESCOTT INTERESTS BILLBOARDS
	887 457	R L THORNTON FWY	MORA GUADALUPE
	888 923	CHURCH ST	YANGTZE RIVER REALTY LLC
	889 108	MARSALIS AVE	MALCHI JOHN E & CONNIE S
	890 101	EWING AVE	LOPEZ ISRAEL
	891 545	R L THORNTON FWY	ELLIOTT DUPREE & EARLENE
	892 906	BETTERTON CIR	PERRY CO THE
	893 115	EWING AVE	SHELTER MINISTRIES OF
X	894 620	JEFFERSON BLVD	TORRES MIGUEL A
	895 610	JEFFERSON BLVD	TNS INVESTMENTS LTD

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	896 324	PATTON AVE	GUTIERREZ VICTOR
	897 150	DAVIS ST	GARNER BRIAN S
	898 1133	ZANG BLVD	ZANG/MADISON PARTNERS LP
	899 126	COLORADO BLVD	ADVANTAGED ASSET ACQUISITIONS I LLC
	900 214	COLORADO BLVD	KECHIJIAN TRUST
	901 1306	BECKLEY AVE	CTA ASSOCIATES LP
	902 1330	BECKLEY AVE	KESSLER WOMENS GROUP LLC
	903 225	COLORADO BLVD	SOUTHLAND CORP
	904 1222	BISHOP AVE	BISHOP COLORADO RETAIL PLAZA
	905 612	ELSBETH ST	BRIONES MARIA & ADOLFO
	906 235	DAVIS ST	SRI REAL ESTATE PROPERTIES
	907 810	ZANG BLVD	AHA GROUP LP
X	908 820	ZANG BLVD	NORTH ZANG DEV LTD
	909 830	ZANG BLVD	JT REALTY INC
	910 835	BECKLEY AVE	BECKLEY PROFESSIONALS INC
	911 815	BECKLEY AVE	SHERRY IRWIN H & DALIA D TRUST NO 1
	912 1026	ZANG BLVD	MILLER DONALD W. & DONNA
	913 99	IH 30	DALLAS CITY & COUNTY
	914 801	RIVERFRONT BLVD	INDUSTRIAL GOLD RUSH LTD
	915 209	GREENBRIAR LN	LOCHRIDGE J O
	916 1335	ZANG BLVD	ZANG TRIANGLE LLC
	917 1520	BECKLEY AVE	KESSLER PEAK LTD PS
	918 1401	ZANG BLVD	FOUNDERS PEAK LTD PS
	919 381	GREENBRIAR LN	SOUTHWEST CATTLEMEN S CORPORATION
	920 381	GREENBRIAR LN	DATLA UMA &
	921 381	GREENBRIAR LN	AGRAWAL SURESH C
	922 381	GREENBRIAR LN	GITOMER JASA JAY
	923 381	GREENBRIAR LN	GREGORY JOSEPH R &
	924 381	GREENBRIAR LN	CHITWOOD JENNIFER N
	925 381	GREENBRIAR LN	TAYLOR KEITH
	926 381	GREENBRIAR LN	GRAFF TROY JAMES

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	927 401	TRINITY RIVER CIR	HAWKES ELLIOTT W &
X	928 409	TRINITY RIVER CIR	MASHBURN JAY H &
	929 413	TRINITY RIVER CIR	RAINES DON JR & ELIZABETH
	930 415	TRINITY RIVER CIR	ROBINSON JOE A &
	931 419	TRINITY RIVER CIR	PETERSEN ERIKA A
	932 423	TRINITY RIVER CIR	BUTTS BROTHERS PROPERTIES LLC
	933 425	TRINITY RIVER CIR	KOSTECKI NICOLE L
	934 427	TRINITY RIVER CIR	MORENO LORENZO
	935 429	TRINITY RIVER CIR	DIFRONZO RALPH
	936 431	TRINITY RIVER CIR	CHEUNG BRIAN D
	937 433	TRINITY RIVER CIR	CONOVALOFF TANYA JO &
	938 435	TRINITY RIVER CIR	KAZANAS DEAN S &
	939 437	TRINITY RIVER CIR	BRAKEY BUD ARVIN JR
	940 441	TRINITY RIVER CIR	WGMA LAKESIDE LP
	941 445	TRINITY RIVER CIR	MEYER PHILIPP W &
	942 432	TRINITY RIVER CIR	Taxpayer at
O	943 446	TRINITY RIVER CIR	JACKSON STEVEN FRANCIS &
	944 443	GREENBRIAR LN	PHAM DANH
	945 439	GREENBRIAR LN	WATKINS MICHAEL &
	946 402	TRINITY RIVER CIR	BLANCHARD AIMEE NOELLE
	947 406	TRINITY RIVER CIR	WALLACE LESLEIGH
	948 426	TRINITY RIVER CIR	VOSS BENJAMIN
	949 408	TRINITY RIVER CIR	BROWN MANDISA P
	950 208	NEELY ST	BAUTISTA MANUEL
	951 212	NEELEY ST	RUIZ VERONICA Y
	952 216	NEELEY ST	RUIZ VERONICA YOUNG
	953 220	NEELY ST	MENDOZA MARIA ROSA
	954 111	DAVIS ST	DALLAS COUNTY SCHOOL
	955 230	5TH ST	WHITE JOHN D & LAMONA L
O	956 1300	ZANG BLVD	GRAND BANK OF TEXAS
	957 1619	BECKLEY AVE	AUSBROOKE

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	958 200	TURNPIKE AVE	TERRY ROY H
	959 11111	PLOWMAN AVE	OAK CLIFF GATEWAY-DALLAS TIF 930
	960 711	BECKLEY AVE	BECKLEY LLC
	961 711	BECKLEY AVE	ROBINSON DARIN A
	962 824	BLAYLOCK DR	KZ2
	963 824	BLAYLOCK DR	RILEY HANNAH KATE
O	964 329	COLORADO BLVD	ARROW CREEK LLC
O	965 329	COLORADO BLVD	BALLAS VICTOR
O	966 329	COLORADO BLVD	BALLAS VICTOR
O	967 329	COLORADO BLVD	DJA REAL ESTATE LLC
O	968 329	COLORADO BLVD	ROCKWELL JOHN J
O	969 329	COLORADO BLVD	VA CAPITAL LLC &
O	970 329	COLORADO BLVD	HUBBARD DAVID
O	971 329	COLORADO BLVD	NUTTER CASSINDRA C &
O	972 329	COLORADO BLVD	GONDA JOHN C III & MARY M
O	973 329	COLORADO BLVD	AUGUSTINE ROGER B
O	974 329	COLORADO BLVD	WATERS LISA WHITEHEAD
O	975 329	COLORADO BLVD	SHOTZMAN DARREL S
O	976 329	COLORADO BLVD	STOUT TIMOTHY JAMES
O	977 329	COLORADO BLVD	LEPESKA ALLYN &
O	978 329	COLORADO BLVD	PUGH JETHRO JR
O	979 329	COLORADO BLVD	ROLONG NELSON A
O	980 329	COLORADO BLVD	WILLER ERIC
O	981 329	COLORADO BLVD	CASTLOO STANLEY LEE
O	982 329	COLORADO BLVD	LEPESKA ALLYN & ELLEN FITZSIMMONS
O	983 329	COLORADO BLVD	LCT CONDO ASSN INC
O	984 329	COLORADO BLVD	SEXTON RANDALL C
O	985 329	COLORADO BLVD	HENDON MARK D
O	986 329	COLORADO BLVD	GROSSMAN LEO M & GEORGIA A
O	987 329	COLORADO BLVD	NYANZI SUSAN A
O	988 329	COLORADO BLVD	CORNETTE MARVIN F

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
O	989 329	COLORADO BLVD	DAVIS JOHN M JR
O	990 329	COLORADO BLVD	BREN AARON &
O	991 329	COLORADO BLVD	LCT CONDOMINIUM ASSN INC
O	992 329	COLORADO BLVD	DAVIS LEVI & LORETTA
O	993 329	COLORADO BLVD	GONZALEZ CARLOS
	994 312	PATTON AVE	BUILDERS OF HOPE CDC
	995 312	PATTON AVE	AVILA JENNY CARRILLO
	996 417	ROCK ISLAND ST	CITY & COUNTY LEVEE
	997 525	RIVERFRONT BLVD	LITTLE L W
	998 527	RIVERFRONT BLVD	LITTLE MRS L W
	999 531	RIVERFRONT BLVD	CHARALAMBOPOULOS FAY
	1000 535	RIVERFRONT BLVD	PRESCOTT INTERESTS LTD
	1001 543	RIVERFRONT BLVD	MITCHELL YARA L
	1002 1019	DODD ST	HOLMAN ETHEL
O	1003 1015	SABINE ST	GOLDEN GATE ADULT REHABILITATION
MINISTRY INC THE			
	1004 1016	DODD ST	MARTINEZ MARIO
	1005 1012	DODD ST	PROCTOR JOHN & PROCTOR CHRISTINE
	1006 1008	HUTCHINS AVE	DALLAS TRANSIT SYSTEM
	1007 1030	RED OAK ST	DAL TEX DEVELOPERS
	1008 1018	SABINE ST	DUBON JOSE A G
	1009 1020	SABINE ST	DAVIS LUCY
	1010 523	EADS AVE	BAZAN CARLOS D
	1011 330	R L THORNTON FWY	KIRBYS KREATIVE LEARNING
	1012 409	EADS AVE	KUNOFSKY MORRIS &
	1013 413	EADS AVE	WISNER TWAMEEKA
	1014 1008	7TH ST	DALLAS COUNTY PUBLIC
	1015 1010	8TH ST	GONZALEZ GERARD S
	1016 1023	CHURCH ST	SLIDER L G JR ETAL &
	1017 1024	CHURCH ST	COKELEY MAURICE
	1018 1023	9TH ST	GUTEN DONALD ESTATE
	1019 230	STARR ST	PYLON HOMES COMPANY

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1020 510	8TH ST	PONDEROSA 8TH LLC
	1021 520	8TH ST	BLESSED SACRAMENT PARISH
	1022 201	MARSALIS AVE	ROMAN CATH DIOCESE DALLAS
	1023 220	DENVER ST	MONROY MARINA FLORES &
	1024 406	8TH ST	HOME AGAIN INC
	1025 400	8TH ST	MENDEZ JOSE &
X	1026 404	8TH ST	GARCIA MARGARITA
	1027 216	DENVER ST	FLORES DAMIANA J &
	1028 412	8TH ST	ORTEGA ELENA
	1029 408	8TH ST	ORTEGA ELENA
	1030 430	8TH ST	GOMEZ MARCOS MARIA
X	1031 426	8TH ST	MUNOZ CATALINA PADILLA
	1032 221	STARR ST	CARRANZA JESUS G & MARIA
	1033 220	PATTON AVEROSALES	MARGARITA &
	1034 312	8TH ST	MARTINEZ GABRIEL V
	1035 320	8TH ST	320 E 8TH ST LAND TRUST
	1036 316	8TH ST	GOMEZ MARIA EST OF
	1037 217	DENVER ST	CISNEROS SOCORRO LOPEZ
	1038 328	8TH ST	GARCIA CLYDE D & MARIE
	1039 324	8TH ST	GARCIA MARIA
	1040 111	MARSALIS AVE	MACIAS ROBERTO &
	1041 101	MARSALIS AVE	CAHUA ROSA E
	1042 1022	9TH ST	MANNING BROS BARNETT LTD
	1043 1020	9TH ST	MANNING BROTHERS BARNETT LTD INC
	1044 1021	10TH ST	COMMON GROUND COMM ECO
	1045 514	R L THORNTON FWY	GRANT CURTIS SR
	1046 508	R L THORNTON FWY	PATRICK REALTY CORP
O	1047 510	R L THORNTON FWY	GOLDEN GATE BAPTIST CHURC
	1048 1008	BETTERTON CIR	BELL LEOLA
	1049 208	FLEMING AVE	MARQUEZ FROILAN
	1050 210	FLEMING AVE	LIRA ISMAEL & ROSARIO

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1051 535	JEFFERSON BLVD	VAZQUEZ HOLDINGS GROUP LP
X	1052 105	MARSALIS AVE	MACIAS JESUS & IRMA
	1053 632	R L THORNTON FWY	ARCHLAND PROPERTY II LP
	1054 628	R L THORNTON FWY	MIDBELT PROPERTIES LP
	1055 320	UPTON ST	MCDONALD BETTY S
	1056 301	MARSALIS AVE	ROBERTOS LAVADERIA LLC
	1057 309	MARSALIS AVE	ALLAN REBECA
	1058 400	MARSALIS AVE	TEXAS STATE OF
	1059 1015	BETTERTON CIR	WOODERT ROBERT
	1060 138	DAVIS ST	ROY L SMITH INC
O	1061 510	ZANG BLVD	BANJO VENTURES LTD
	1062 108	DAVIS ST	LA ESTRELLA DE CUELLAR INC
	1063 238	DAVIS ST	VICTOR PROPERTIES LLC
	1064 228	DAVIS ST	WEST DAVIS INVESTMENTS LLC
	1065 218	DAVIS ST	ENGLISH FAMILY LTD PS
	1066 105	8TH ST	WILSON ED
	1067 421	BECKLEY AVE	MGC CONSULTING INC
	1068 114	7TH ST	RUIZ MANUEL SNS
	1069 629	ELSBETH ST	EVERLAST CONSTRUCTION LLC
	1070 212	NEELY ST	1122 HOLDINGS LLC
	1071 627	ELSBETH ST	ACQUISTO MICHAEL F
	1072 621	ELSBETH ST	MENA JUAN BARRERA
	1073 615	ELSBETH ST	MATRIX PARTNERS LP
X	1074 210	CANTY ST	MACIAS JESUS & IRMA V
	1075 727	ELSBETH ST	MARTINEZ JOSE SANTOS &
	1076 719	ELSBETH ST	ACQUISTO AMY F
	1078 709	ELSBETH ST	CANALES ROBERTO M &
O	1079 701	ELSBETH ST	KAEMERLE HAROLD K
	1080 833	ELSBETH ST	TAYLOR EVELYN S LIVING TRUST &
	1081 839	ELSBETH ST	PRINCE MICHAEL
X	1082 825	ELSBETH ST	RICHINS RANDALL K

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1083 819	ELSBETH ST	MARTIN JEREMY &
	1084 815	ELSBETH ST	ROPPOLO MATTHEW J
	1085 813	ELSBETH ST	CERVANTES CECILIA H
	1086 809	ELSBETH ST	A & E HOUSING LLC
	1087 805	ELSBETH ST	MARTINEZ AGUSTIN
	1088 801	ELSBETH ST	CLIMER NICHOLAS I &
	1090 908	MADISON AVE	HENSON JESSICA
	1091 912	MADISON AVE	BELTRAN MARY A
	1092 918	MADISON AVE	MOTA CONSUELO
	1093 917	ELSBETH ST	BROWN CYNTHIA R
	1094 913	ELSBETH ST	TORRES EDGAR ALFREDO
	1095 909	ELSBETH ST	PEREZ VICENTE
	1096 907	ELSBETH ST	HERNANDEZ BELEN I
	1097 901	ELSBETH ST	MATA RENE R
	1098 314	NECHES ST	HERNANDEZ FRANCISCO
	1099 1037	MADISON AVE	CHIBLI EMILIO
	1100 1031	MADISON AVE	ROGERS LINDSEY
	1101 1029	MADISON AVE	CHIBLI EMILIO & ANA
	1102 1002	MADISON AVE	MONROY AMANDO
	1103 1006	MADISON AVE	MARTINEZ JOSE JUAN &
	1104 1010	MADISON AVE	ESCALANTE JOSE JESUS &
	1105 1012	MADISON AVE	GRAHAM STEPHEN &
	1106 1016	MADISON AVE	RANGEL JOSE DE LA LUZ
	1107 1034	MADISON AVE	TOBAR SALVADOR
O	1108 1036	MADISON AVE	JONISO LLC
	1109 212	NECHES ST	CORDOSO ERNESTO
	1110 1041	ELSBETH ST	OJEDA ISAIAS &
	1111 1020	MADISON AVE	VALADEZ BENITA
	1112 1037	ELSBETH ST	CARDOSO PRUDENCIO
	1113 1024	MADISON AVE	HOPKINS ALAN
	1114 1033	ELSBETH ST	DAVILA PEDRO R &

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1115 1027	ELSBETH ST	JIMENEZ MARIA
X	1116 1021	ELSBETH ST	DAVILA JOSE R
	1117 1028	MADISON AVE	DIAZ CARMEN D
	1118 1023	ELSBETH ST	ALMAZAN BENITA DEL CARMEN
	1119 1013	ELSBETH ST	TIJERINA JOSE M & SILVIA DELGADO
	1120 1011	ELSBETH ST	SALDIVAR RAUL
X	1121 1007	ELSBETH ST	MENDOZA JUANA NAOMI
	1122 1003	ELSBETH ST	LIMON PAULA
	1123 1212	HAINES AVE	MATYASTIK PAUL J
	1124 400	COLORADO BLVD	GARCIA LIBRADA
	1125 330	COLORADO BLVD	HUGHES WENDY L
X	1126 328	COLORADO BLVD	ANDROSOV TATIANA
X	1127 1123	BALLARD AVE	WALDEN LAWRENCE PAUL &
	1128 1119	BALLARD AVE	CASTILLO GONZALO
X	1129 1115	BALLARD AVE	WORSHAM JAMES B &
X	1130 1111	BALLARD AVE	WISTERIA HILLS 2 LLC
X	1131 1105	BALLARD AVE	WISTERIA HILLS 14 LLC
	1132 1103	BALLARD AVE	FOLEY MARRION RAY
	1133 1114	ELSBETH ST	MENDOZA JUAN H
	1134 111	NECHES ST	BURGESS CARMELEITA C
	1135 121	NECHES ST	CARDENAS ARIK B & AMELIA J
	1136 1110	ELSBETH ST	SANDOVAL RODRIGO & MARIA
	1137 1104	ELSBETH ST	NEYRA FERNANDO
	1138 1102	BISHOP AVE	ALBA MERCEDES
	1139 1114	BISHOP AVE	BYERS DR JEROME L
	1140 1122	BISHOP AVE	WILLIAMS DEBRA C M K
	1141 1167	MADISON AVE	DELEON SERGIO & OLGA A
	1142 1155	MADISON AVE	LOMAS HOMAR C &
	1143 1151	MADISON AVE	RIVERA ELOINA R
	1144 1147	MADISON AVE	GARY ROLLIN F &
	1145 1141	MADISON AVE	OCHOA RENE & DEBORAH

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1146 1139	MADISON AVE	ALANIZ MARIA DEL R
	1147 1135	MADISON AVE	JC LEASING LLP
	1148 1131	MADISON AVE	NAVARRO ADAN &
	1149 1125	MADISON AVE	OCHOA RENE A &
	1150 1119	MADISON AVE	LOPEZ PEDRO & BEATRIZ
	1151 1115	MADISON AVE	TORRES JUAN M &
	1152 1111	MADISON AVE	OCHOA JUAN S & MARTHA C
	1153 1107	MADISON AVE	VILLEGAS MARY ISABEL
	1154 1101	MADISON AVE	ARELLANO JULIO NAVA &
	1155 2120	BECKLEY AVE	PRESCOTT INTERESTS L C
	1156 100	IH 30 TEXAS STATE OF	
	1157 130	JEFFERSON BLVD	DALLAS COUNTY FLOOD
	1158 1640	HANDLEY DR	MALLINSON LUKE W &
	1159 141	GREENBRIAR DR	SCOTT KACEY & JAKE B
O	1160 1611	RIO VISTA DR	CHERNOCK CHRISTIAN S
X	1161 1616	RIO VISTA DR	DANIEL LYNSEY
	1162 1612	RIO VISTA DR	TRAYLOR GARY L &
	1163 1606	RIO VISTA DR	ALEXANDER BRIAN & BICK SARAH
	1164 2121	HARDWICK ST	U S POSTAL SERVICE
	1165 320	R L THORNTON FWY	SKYVIEW DEVELOPMENT LLC
	1166 424	R L THORNTON FWY	VICTRON STORES LP
	1167 418	8TH ST	WINN ELISE LIFE ESTATE EST OF
	1168 422	8TH ST	ROCHA ANTONIO
	1169 542	9TH ST	HARRIS CLAYTON SCHULZ INC
	1170 630	R L THORNTON FWY	POP HOLDINGS LP
	1171 602	R L THORNTON FWY	ATLAS FINANCIAL SERVICE
	1172 721	R L THORNTON FWY	TRIBOX REAL ESTATE LLC
	1173 204	DAVIS ST	204 WD LTD
	1174 202	DAVIS ST	AJEDL LLC
	1175 1441	BECKLEY AVE	METHODIST HOSPITALS OF DALLAS
	1176 1441	BECKLEY AVE	PAVILION PROPERTIES

<i>Reply</i>	<i>Label #</i>	<i>Address</i>	<i>Owner</i>
	1177 1401	STEMMONS AVE	PAVILLION PROP
	1178 1441	BECKLEY AVE	METHODIST HOSPITALS OF DALLAS
	1179 1441	BECKLEY AVE	METHODIST HOSPITALS OF DALLAS
	1180 1215	BISHOP AVE	SMITH RODDIE ROBERT
	1181 1213	BISHOP AVE	ARCHER PHILLIP D
	1182 1211	BISHOP AVE	PALCHIK DIANA
	1183 1163	MADISON AVE	ARELLANO JULIO &
	1184 1150	BISHOP AVE	OAK CLIFF LAND DEV CO
	1185 1639	HANDLEY DR	HOMAN CHRISTOPHER A &
	1186 1629	HANDLEY DR	HOMAN KATHERINE LIFE ESTATE
X	1187 133	GREENBRIAR LN	JOHNSTON JOHN & PATRICIA
X	A1 126	NECHES ST	DSRE CONSULTING LLC
X	A2 904	MADISON AVE	FLORES RAMON
X	A3 713	ELSBETH ST	FLORES DORA

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 6

DEPARTMENT: Office of Economic Development

CMO: Ryan S. Evans, 671-9837

MAPSCO: 23 K

SUBJECT

United Parcel Service, Inc.

- * A public hearing to receive comments concerning the City of Dallas' participation in the Texas Enterprise Zone Program pursuant to the Texas Enterprise Zone Act, Chapter 2303 Texas Government Code as revised effective August 11, 2007, in order to allow the nomination of United Parcel Service, Inc., 10155 Monroe Drive as an Enterprise Zone Project - Financing: No cost consideration to the City
- * Authorize the nomination by Ordinance of United Parcel Service, Inc., located at 10155 Monroe Drive in Dallas to receive designation as an Enterprise Project under the Texas Enterprise Zone Act, as amended (Government Code, Chapter 2303) to the Office of the Governor Economic Development and Tourism through the Economic Development Bank - Financing: No cost consideration to the City

BACKGROUND

The City of Dallas has been approached by United Parcel Service, Inc. (UPS) to nominate by ordinance its application for an Enterprise Project designation to the Governor's Office of Economic Development and Tourism. The designation will allow for a rebate of state sales and use tax refunds on qualified expenditures of up to \$2,500 per job created or retained. UPS currently employs over 993 full time and 1,648 part time jobs at its Dallas facility and plans to apply for the Retention designation of the Enterprise Zone program. This project has no cost consideration to the City of Dallas.

UPS anticipates spending approximately \$11,000,000 on an expansion of its Hub operations and a site improvement to accommodate the pipeline upgrade for the Compression Natural Gas ("CNG") station located at 10155 Monroe Drive in Dallas. This Hub is used to sort packages to go out to other states and other cities within Texas.

BACKGROUND (Continued)

This upgrade will result in an additional work shift to be filled with approximately 350 new part-time jobs, the retention of existing full-time jobs, and a total capital investment of approximately \$11,000,000. Specifically, \$3.5 million will be allocated to the building renovation and \$2.5 million will be allocated to machinery and equipment. The upgrade will substantially increase sorting capacity and technology to better serve customers. Additionally, \$5 million will be allocated to a site improvement to accommodate the pipeline upgrade for the CNG station.

This project conforms with the Public Private Program Guidelines and Criteria in that it involves an investment of over \$10 million and more than 100 jobs.

The Texas Enterprise Zone Program is an economic development tool for local communities to partner with the State of Texas to promote job creation and significant private investment that will assist economically distressed areas of the state. Approved projects are eligible to apply for state sales and use tax refunds on qualified expenditures. The level and amount of refund is related to the capital investment and jobs created at the qualified business site. The Enterprise Zone Program is administered through the Office of the Governor, Economic Development Bank.

The program allows for a 90-day period prior to the application being submitted, and a five-year window of benefit for a project. The 90-day window for this project started October 14, 2014 and the end of the Project Designation will end March 3, 2020. This project involves 500 jobs allocated to the program and a maximum refund of \$2,500 per job. The company anticipates receiving a maximum available benefit of \$1,250,000 should it receive a designation.

Projects may be physically located in or outside of an Enterprise Zone and qualify for the program. If located within an Enterprise Zone, the company must commit that at least 25 percent of their new employees will meet economically disadvantaged or enterprise zone residence requirements. If located outside of a zone, the company must commit that at least 35 percent of their new employees will meet economically disadvantaged or enterprise zone residency requirements. This site is located within an Enterprise Zone.

ESTIMATED SCHEDULE OF THE DESIGNATION

Began window for benefit	October 2014
Benefit window ends	March 2020

PRIOR ACTION / REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item was briefed to the Economic Development Committee on October 20, 2014.

The public hearing for this item was approved on October 22, 2014.

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

On February 2, 2015, a memo was presented to the Economic Development Committee regarding authorizing a public hearing to be held on February 25, 2015, to receive comments concerning the City of Dallas's participation in the Texas Enterprise Zone Program pursuant to the Texas Enterprise Zone Act, Chapter 2303 Texas Government Code as revised effective August 11, 2007, in order to allow the nomination of United Parcel Service, Inc., 10155 Monroe Drive as an Enterprise Zone Project.

FISCAL INFORMATION

No cost consideration to the City

OWNER

United Parcel Service, Inc.

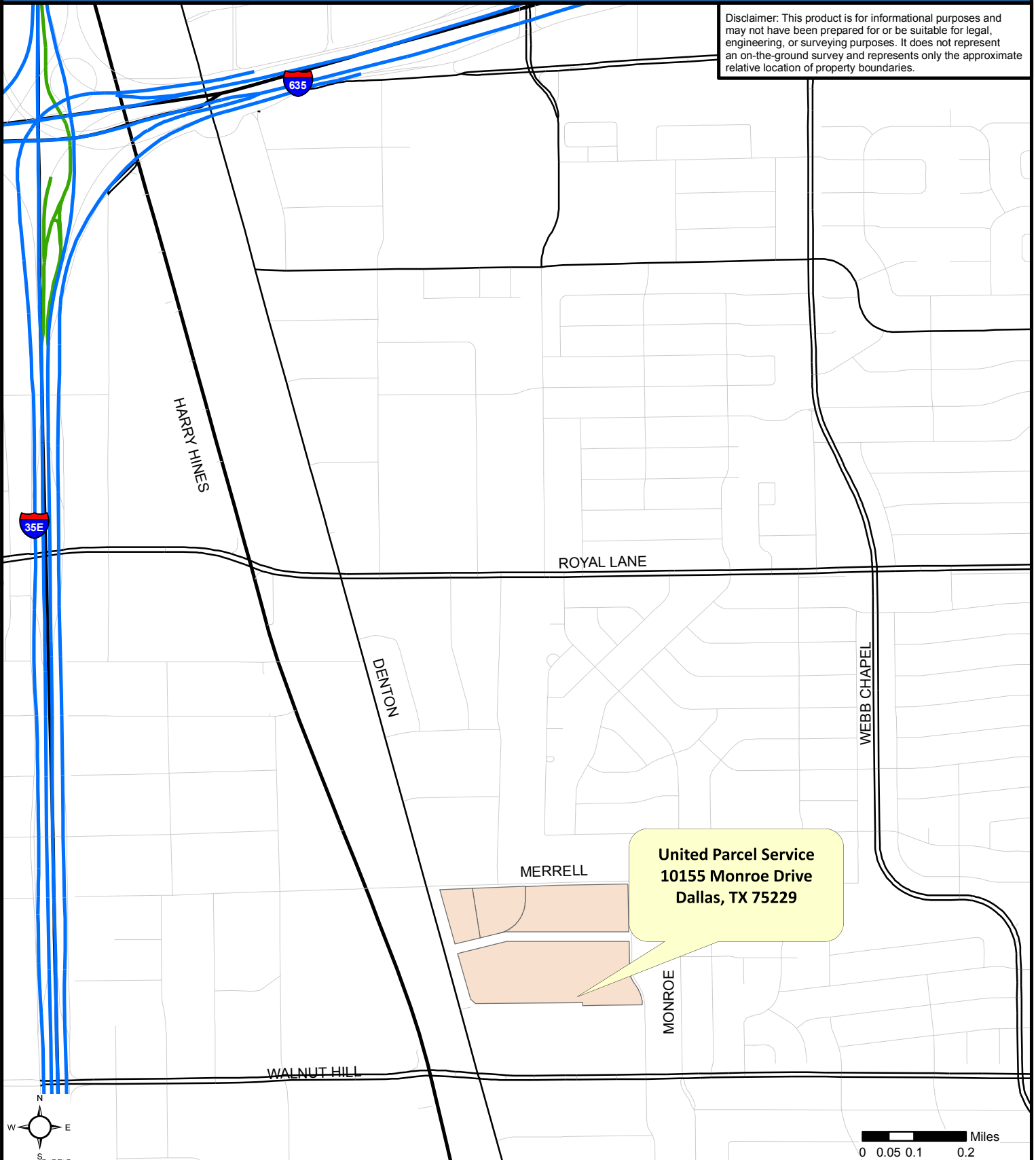
Brenda Fountain
West Region Tax Director

MAP

Attached.

United Parcel Service

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.



DALLAS
ECONOMIC
DEVELOPMENT

Research & Information Division
214.670.1685
dallas-ecodev.org

Created 10.03.14, Last Updated 10.03.14 - FileName: UPS MAP

Legend



United Parcel Service

Freeway

Tollway

Highway

Arterial

Local Road

Data Source: Enterprise GIS Layers

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF DALLAS, TEXAS, ORDAINING THE CITY'S PARTICIPATION IN THE TEXAS ENTERPRISE ZONE PROGRAM PURSUANT TO THE TEXAS ENTERPRISE ZONE ACT, CHAPTER 2303, TEXAS GOVERNMENT CODE (ACT), PROVIDING TAX INCENTIVES, DESIGNATING A LIAISON FOR COMMUNICATION WITH INTERESTED PARTIES, AND NOMINATING UNITED PARCEL SERVICE, INC., TO THE OFFICE OF THE GOVERNOR ECONOMIC DEVELOPMENT AND TOURISM (EDT) THROUGH THE ECONOMIC DEVELOPMENT BANK (BANK) AS AN ENTERPRISE PROJECT (PROJECT).

WHEREAS, the City Council of the City of Dallas, Texas (City) desires to create the proper economic and social environment to induce the investment of private resources in productive business enterprises located in severely distressed areas of the city and to provide employment to residents of such area; and

WHEREAS, the project or activity is located in an area designated as an Enterprise Zone; and

WHEREAS, pursuant to Chapter 2303, Subchapter F of the Act, United Parcel Service, Inc., has applied to the City for designation as an enterprise project; and

WHEREAS, the City finds that United Parcel Service, Inc. meets the criteria for tax relief and other incentives adopted by the City on the grounds that it will be located at the qualified business site, will create a higher level of employment, economic activity and stability; and

WHEREAS, a public hearing to consider this ordinance was held by the City Council on February 25, 2015.

NOW, THEREFORE,

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

SECTION 1. That the City nominates United Parcel Service, Inc. for enterprise project status.

SECTION 2. That the following local incentives, at the election of the governing body, are or will be made available to the nominated project or activity of the qualified business:

- (A) The City may abate taxes on the increase in value of real property improvements and eligible personal property that is located in a designated Enterprise Zone. The level of abatement shall be based upon the extent to which the business receiving the abatement creates jobs for qualified employees, in accordance with the City of Dallas Tax Abatement Policy, and with qualified employee being defined by the Act.
- (B) The City may provide regulatory relief to businesses, including:
 - 1. zoning changes or variances;
 - 2. exemptions from unnecessary building code requirements, impact fees, or inspection fees; or
 - 3. streamlined permitting.
- (C) The City may provide enhanced municipal services to businesses, including:
 - 1. improved police and fire protection;
 - 2. institution of community crime prevention programs; or
 - 3. special public transportation routes or reduced fares.
- (D) The City may provide improvements in community facilities, including:
 - 1. capital improvements in water and sewer facilities;
 - 2. road repair; or
 - 3. creation or improvement of parks.
- (E) The City may provide business and industrial development services, including:
 - 1. low-interest loans for business;
 - 2. use of surplus or other underutilized publicly owned facilities as small business incubators;
 - 3. provision of publicly owned land for development purposes, including residential, commercial, or industrial development;
 - 4. creation of special one-stop permitting and problem resolution centers or ombudsmen; or
 - 5. promotion and marketing services.

SECTION 2. (Continued)

- (F) The City may provide financing for businesses, including:
1. Tax Increment Financing (TIF)
 2. Public Improvement District (PID) financing
 3. City of Dallas Regional Center (CDRC) financing
 4. Municipal Management District (MMD) financing
 5. New Markets Tax Credit financing
- (G) The City may provide job training and employment services to businesses, including:
1. retraining programs;
 2. literacy and employment skills programs;
 3. vocational education; and
 4. customized job training.
- (H) The City may also authorize any other incentives not listed here as described in **Exhibit A**, Dallas's Public Private Partnership Program Guidelines

SECTION 3. That the Enterprise Zone areas within the City are Reinvestment Zones in accordance with the Texas Tax Code, Chapter 312.

SECTION 4. That the City of Dallas City Council directs and designates its Assistant Director of the Office of Economic Development as the City's liaison to communicate and negotiate with the EDT through the Bank and enterprise project(s) and to oversee zone activities and communications with qualified businesses and other entities in an Enterprise Zone or affected by an enterprise project.

SECTION 5. That the City finds that United Parcel Service, Inc. meets the criteria for designation as an enterprise project under Chapter 2303, Subchapter F of the Act on the following grounds:

United Parcel Service, Inc., is a "qualified business" under Section 2303.402 of the Act since it will be engaged in the active conduct of a trade or business at a qualified business site located in an Enterprise Zone in the governing body's jurisdiction and at least twenty-five percent (25%) of the business' new employees will be residents of an Enterprise Zone or economically disadvantaged individuals; and

There has been and will continue to be a high level of cooperation between public, private, and neighborhood entities in the area; and

The designation of United Parcel Service, Inc. as an enterprise project will contribute significantly to the achievement of the plans of the City for development and revitalization of the area.

SECTION 6. That the enterprise project shall take effect on the date of designation of the enterprise project by EDT and terminate on that date in five years.

SECTION 7. That this ordinance shall take effect from and after its passage as the law and charter in such case provides.

APPROVED AS TO FORM

WARREN M.S. ERNST
CITY ATTORNEY

By: 
Assistant City Attorney

Passed and correctly enrolled _____

Exhibit A

City of Dallas Public/Private Partnership Program Summary for Non-Residential Projects

City of Dallas Public/Private Programs

It is the purpose of the following programs to provide assistance only for projects where such assistance is necessary to stimulate private investment. Accordingly, these programs are available when agreements between the City and private parties that are not tax-exempt are approved by City Council prior to private investment occurring. Projects seeking economic incentives must provide written assurance that 'but for' the incentives sought, the proposed project would be substantially altered such that the project would not otherwise occur in the city or the economic returns to the city would be reduced. Projects occurring in Southern Dallas are provided special consideration.

The information contained herein shall not be construed as implying or suggesting that the City of Dallas is offering or is under any obligation to provide tax abatement or other incentives to any applicant, and all applicants shall be considered on a case-by-case basis. Pawnshops, sexually oriented businesses, bars, truck stops, and truck dealerships are excluded from consideration for incentives provided under this program.

Eligibility Requirements

Each geographic area of the City has a minimum requirement in order to be considered for incentives:

- **Southern Dallas:** Projects must create/retain 25 jobs or provide \$1 million of investment;
- **Northern Dallas and Central Business District:** Projects must create/retain 100 jobs or provide \$5 million of investment; and
- **Non-Conforming Projects:** Projects will be considered on a case-by-case basis.

Tax Abatement

Temporary abatement of either real estate or personal property taxes. Recipient firms must meet primary considerations of capital improvements and job creation/retention. City staff may consider secondary considerations such as Dallas resident employment, efforts to exceed minimum environmental regulations, wage rates, community activities, target industry projects, and M/WBE participation when negotiating this incentive. A firm's tax abatement percentage will be reduced by 25 percent for any single year of the tax abatement term in which secondary considerations included in the agreement are not met unless an alternative method is prescribed by City Council in a project specific resolution. Real property tax abatement is not available in TIF Districts. In limited cases, projects may be considered for a combination of both real and personal property tax abatement when the combined amount does not exceed 90 percent of the City taxes on total new improvement value. All tax abatements must begin by January 1 of the second calendar year following City Council authorization.

Abatement Benefits:

- **Southern Dallas:** Real property tax abatement up to 90 percent for 10 years and/or a business personal property tax abatement of up to 50 percent for five years;

Exhibit A

City of Dallas Public/Private Partnership Program Summary for Non-Residential Projects

- **Northern Dallas:** Real property tax abatement up to 50 percent for 10 years and/or a business personal property tax abatement of up to 50 percent for five years;
- **Central Business District:** Business personal property tax abatement of up to 75 percent for five years and/or for non-TIF District sites real property tax abatement of up to 90 percent for 10 years; and
- **Non-Conforming Projects:** Projects will be considered on a case-by-case basis.

Business Development Chapter 380 Grant Program

Companies considering a relocation/expansion or new commercial development may be eligible for a grant in lieu of tax abatement or to defray project costs such as: land purchase, building costs, public infrastructure costs, development fees, right of way abandonment fees, loan guarantees, training costs, relocation costs, etc. Grants will be considered on a case-by-case basis and are subject to funding limitations and investment/job eligibility requirements. Companies will be required to meet eligibility requirements of the Public/Private Partnership Program. Pursuant to this program the City may administer and accept resources from other political subdivision of the state to support this program, and may administer and accept resources from the Federal government to support transit-oriented and mixed-use commercial developments.

Transit-Oriented Development (TOD) Program

Minimum eligibility for consideration of city incentives through the Public/Private Partnership Program will require a cumulative investment of \$300 million for new mixed-use, commercial, retail and/or residential development in proximity of at least two DART light-rail transit stations (with one or both in Southern Dallas). TOD projects are eligible for consideration for the full complement of necessary and appropriate incentives available through this program including, but not limited to, tax increment financing, tax abatement, grants and loans, and infrastructure cost participation. Residential developments seeking incentives will be required to have a 20 percent affordable housing set aside in North Dallas and mixed-income housing in Southern Dallas. Further, projects must meet the City's established Good Faith Effort guidelines for M/WBE participation.

Economic Development GO Bond Program for Southern Dallas

General Obligation Bond funding may be used as described in this paragraph for private commercial, industrial, retail, residential, and mixed-use development in the Southern area of the city that promotes economic development. Funding may be provided as a catalyst to promote private economic development and may be used for planning, designing, extending, constructing and acquiring land for public streets, utilities and other related infrastructure facilities or uses consistent with this purpose. Funding is also available in support of mixed-use or residential development, for the acquisition of improved and unimproved properties and for the cost of demolition of existing structures.

Exhibit A

City of Dallas Public/Private Partnership Program Summary for Non-Residential Projects

Private developments may be eligible for economic development grants and loans pursuant to Chapter 380 of the Texas Local Government Code. Grants and loans will be considered for infrastructure improvements and/or land acquisition consistent with the scope of funding and other uses described above. Grants or loans will be considered on a case-by-case basis subject to funding limitations and development agreements approved by City Council, which agreements will contain appropriate conditions, safeguards and benchmarks to ensure that the public purpose of economic development will be carried out. Residential developments will be required to have a mixed-income set aside. Further, it is anticipated that resources and other forms of development assistance from other applicable City economic development programs may be utilized to support this program.

Local Government Corporation (LGC) Chapter 380 Grant Program

The City of Dallas will consider making grants from its general fund to a LGC, subject to annual appropriation of funds and the approval of the Dallas City Council. These funds will be restricted to the payment of project costs, including the payment of debt service on any bonds issued by the LGC to finance project costs, and the funding of any necessary reserve fund or capitalized interest accounts and the payment of the cost of issuance of bonds.

City of Dallas Regional Center - EB 5

The City of Dallas Regional Center (CDRC) is dedicated to assisting individuals and their families through the EB-5 immigration process via investment into businesses and development projects located within the Dallas city limits. The CDRC offers a variety of investments to foreign investors that meet or exceed requirements and offer investors features unique to the EB-5 community. Minimum foreign investment is \$500,000 in Targeted Employment Areas or \$1M in other areas. All opportunities supported by the CDRC must provide 10 full-time jobs (directly or indirectly) per investor.

New Market Tax Credits

The City of Dallas participates in the New Market Tax Credit Program (NMTC), a federal program operated by the Department of Treasury, that provides opportunities for new development in traditionally underserved areas. The program provides NMTC investors with a 39% federal tax credit payable over seven years. These investments are partnered with additional funds for businesses and real estate development in Low Income Neighborhoods.

Target Industry Projects

Target Industry projects are provided special consideration for economic incentives and are generally defined as follows: Brownfields or recycling, information technology, building materials and furnishings, company headquarters, logistics, telecommunications, transportation manufacturing and assembly, film/television/media, advanced instruments and food processing/distribution. Due to the temporary nature of film/television production, projects in this industry are not required to meet minimum job or investment eligibility established for the Public/Private Partnership Program. Rather, these projects are considered on a case-by-case basis with consideration given to the positive economic returns projects bring to the City. Target Industry projects must be confirmed in advance by the City in order to receive consideration under this designation.

Exhibit A

City of Dallas Public/Private Partnership Program Summary for Non-Residential Projects

Non-Conforming Projects

Non-Conforming projects are considered on a case-by-case basis for high impact projects, unique developments, residential developments with special circumstances, and competitive situations where projects may receive competing offers of incentives. These projects require a simple majority vote of City Council in Southern Dallas and a 3/4 vote of City Council in the CBD and in Northern Dallas. High Impact Project - Projects creating/retaining a minimum of 500 jobs with substantial capital investment. In addition, this status may be granted to major projects by Fortune 500, Manufacturers 400, or Global 500 listed firms. Special circumstance residential projects must ensure that a minimum of 20% of the residential units in the development meet affordable housing or mixed-income housing requirements for the location.

Competitive and Retention Projects

In special cases, companies receiving competing offers of incentives or those currently located in the city of Dallas considering a relocation/expansion are eligible to apply for financial incentives with negotiable terms. Existing firms must expand job base by 25 percent to be eligible for consideration. Incentives may be offered in specific cases to 'match other offers.' Companies may be required to demonstrate competing cities, offers, land/lease costs, taxes at current rates, utility rates, relocation costs, other significant costs and 'gap' to be filled, etc.

Other Sources of Financial Assistance

Tax Increment Districts

Special districts funding public improvements (not services) with increased tax revenues resulting from new private development. Tax rates are the same as elsewhere in the City and no added cost to private parties is incurred.

Public Improvement Districts

Special districts created by petition to privately fund public improvements or special supplemental services over and above those provided by City, when such services are supportive of related City investments in capital improvements.

Foreign Trade Zone

Allows duty-free importing of foreign-made components into the Zone, where they may be assembled, manufactured, processed or packaged. Duties are charged only when products are subsequently distributed into the U.S. market - if they are shipped to international markets, no duty is levied.

State Incentives

The City of Dallas will facilitate applications for assistance from State programs including Enterprise Zone Projects, Texas Enterprise Fund, and the Texas Emerging Technology Fund.

To obtain more detail on these programs, or to inquire regarding other assistance, contact:
Office of Economic Development, Dallas City Hall, Room 5CS, Dallas, Texas 75201, Phone:
(214) 670-1685, Fax: (214) 670-0158.

KEY FOCUS AREA: Economic Vibrancy

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 4

DEPARTMENT: Mayor and City Council
Sustainable Development and Construction

CMO: Ryan S. Evans, 671-9837

MAPSCO: 55 B C D F G H

SUBJECT

A public hearing to receive comments and consider authorizing a public hearing to determine proper zoning on property zoned an IR Industrial Research, a CS Commercial Service, a P(A) Parking, an R-5(A) Single Family Residential, a CR Community Retail and an RR Regional Retail Districts on property generally bounded by a Texas Utility Easement on the northeast, Cedar Crest Boulevard on the east, both sides of 11th Street on the south, Corinth Street on the west, and Parkway Avenue and a DART right-of-way on the northwest, with consideration given to the appropriate uses, development standards, parking, landscape, sign, and other appropriate regulations - Financing: No cost consideration to the City (via Councilmembers Caraway, Griggs, Davis, Medrano, and Mayor Pro Tem Atkins)

BACKGROUND

Some concern has been expressed with the intensity of the development allowed by the current zoning which is mainly IR Industrial Research and the proximity to single family and Moore Park.

Five City Council members, in a memo dated January 6, 2015, requested the Mayor place this item on the City Council agenda and advertised as a public hearing as required by 51A-4.701(a)(1) of the Dallas Development Code.

This is a hearing to consider the request to authorize the hearing and not the rezoning of property at this time.

PRIOR ACTION / REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

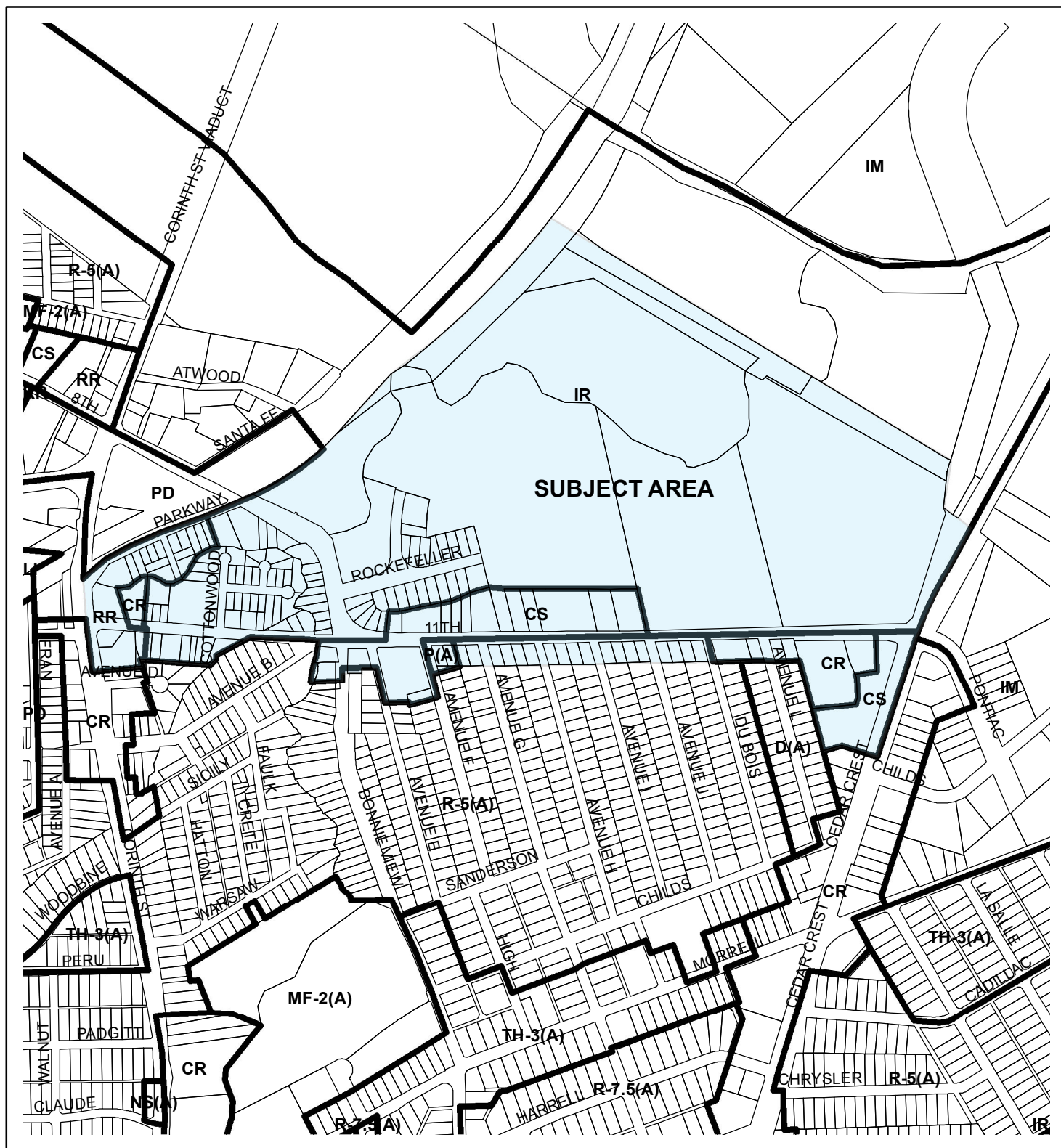
FISCAL INFORMATION

No cost consideration to the City.

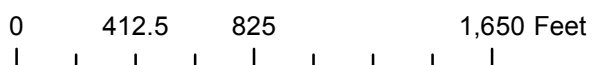
MAP

Attached

Council District(s): 4
 Mapsco: 55-B, 55-C, 55-D, 55-F, 55-G, and 55-H



Authorized Hearing Request Area



Memorandum



CITY OF DALLAS

DATE January 6, 2015

TO The Honorable Mike Rawlings, Mayor

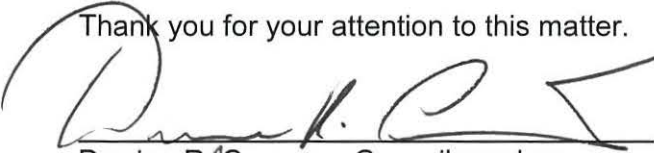
SUBJECT Request for Agenda Item for Authorized Hearing: generally bounded by a Texas Utility Easement, Cedar Crest Boulevard, 11th Street, Corinth Street and Parkway Avenue.

We respectively request that the following item be placed on the City Council agenda and advertised as required by Section 51A-7.701(a)(1) of the City of Dallas Development Code.

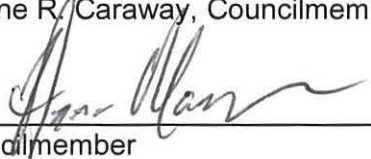
Consideration of authorizing a public hearing to determine the proper zoning on property zoned an IR Industrial Research, a CS Commercial Service, a P(A) Parking, an R-5(A) Single Family Residential, a CR Community Retail and an RR Regional Retail Districts on property generally bounded by a Texas Utility Easement on the northeast, Cedar Crest Boulevard on the east, both sides of 11th Street on the south, Corinth Street on the west, and Parkway Avenue and a DART right-of-way on the northwest with consideration given to appropriate zoning for the subject site. Attached is a location map for your review.

This is a hearing to consider the request to authorize the hearing and not the rezoning of property at this time.

Thank you for your attention to this matter.


Dwaine R. Caraway, Councilmember

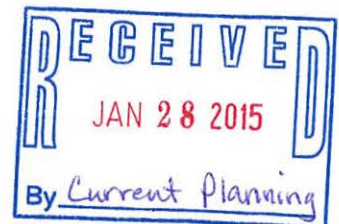

Councilmember


Councilmember


Councilmember


Councilmember

c: A.C. Gonzalez, City Manager
Rosa A. Rios, City Secretary
Ryan S. Evans, First Assistant City Manager
David Cossum, Director, Sustainable Development and Construction



February 25, 2015

WHEREAS, some concern has been expressed with the intensity of the development allowed by the current zoning which is mainly IR Industrial Research and the proximity to single family and Moore Park; and

WHEREAS, consideration is to be given to appropriate zoning for the area including use, development standards, parking, landscape, sign, and other appropriate regulations; and

WHEREAS, in a January 6, 2015, memo, five City Council members requested an item placed on the Council agenda for consideration to authorize a hearing.

Now, Therefore,

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

Section 1. That pursuant to Section 51A-4.701(a)(1) of the Dallas Development Code, a public hearing is authorized to consider appropriate zoning for the area generally bounded by a Texas Utility Easement on the northeast, Cedar Crest Boulevard on the east, both sides of 11th Street on the south, Corinth Street on the west, and Parkway Avenue and a DART right-of-way on the northwest with consideration to be given to appropriate zoning for the area including use, development standards, parking, landscape, sign, and other appropriate regulations.

Section 2. That this resolution shall take effect immediately from and after its passage in accordance with the provision of the Charter of the City of Dallas, and it is accordingly so resolved.

KEY FOCUS AREA: Clean, Healthy Environment

AGENDA DATE: February 25, 2015

COUNCIL DISTRICT(S): 14

DEPARTMENT: Office Of Environmental Quality

CMO: Jill A. Jordan, P.E., 670-5299

MAPSCO: 45G H L M

SUBJECT

A public hearing to receive comments on a proposed municipal setting designation to prohibit the use of groundwater as potable water beneath property owned by Elan Dallas City Lights Owner, LP; TM Development Partners, LTD; and Minerva Partners, LTD located near the intersection of Live Oak Street and North Good Latimer Expressway and adjacent street rights-of-way; and an ordinance authorizing support of the issuance of a municipal setting designation to Elan Dallas City Lights Owner, LP by the Texas Commission on Environmental Quality and prohibiting the use of groundwater beneath the designated property as potable water - Financing: No cost consideration to the City

Recommendation of Staff: Approval

BACKGROUND

Based on information provided by the Applicant, the Designated Property is underlain by a perched groundwater bearing unit that is encountered at depths ranging from approximately 24 to 26 feet below ground surface (bgs) within terrace deposits immediately above the Austin Chalk limestone occurring at a depth of approximately 50 feet bgs. The Austin Chalk is considered a regional aquitard and is composed primarily of light gray limestone chalk and marl, and has an estimated thickness of 150 feet in the area. The Austin Chalk is underlain by a second regional aquitard, the Eagle Ford Shale which has an estimated thickness of 400 feet in the area. Groundwater flow beneath the Designated Property is predominantly towards the southwest. A portion of the groundwater has been affected by tetrachloroethylene (PCE), trichloroethylene (TCE), 2-methylnaphthalene, and total petroleum hydrocarbons (TPH) at concentrations above the groundwater ingestion standards. The probable source of PCE and TCE is from offsite historical upgradient dry cleaning facilities. The probable source of 2-methylnaphthalene and TPH is from an onsite historical underground storage tank system that was removed from the ground in August 1998. All previous buildings were demolished in late 2000 and early 2010.

BACKGROUND (Continued)

The northern portion of the designated property is currently vacant, the southern portion is currently under construction for an apartment complex, and the eastern portion is currently used for parking and mobile offices for construction of the apartment complex.

The designated property was entered into the Voluntary Cleanup Program (VCP) administered by the Texas Commission on Environmental Quality (TCEQ) in August 2013. The site is designated as VCP Facility ID No. 2603.

The applicant has requested that the City support its application for a MSD designation. A public meeting will be held on February 16, 2015 to receive comments and concerns. Notices of the meeting were sent to 1,455 property owners within 2,500 feet of the property and 85 private well owners within 5 miles of the property. There are no other municipalities within one-half mile of the property.

This item is a municipal setting designation ordinance prohibiting the use of potable groundwater beneath property located near the intersection of Live Oak Street and North Good Latimer Expressway including adjacent street rights-of-way; and supporting the issuance of a MSD by TCEQ.

The applicant's current plan is to obtain closure through the Voluntary Cleanup Program supported by a MSD. Currently a portion of the designated property is being developed as an apartment complex. Other portions of the designated property are vacant or are currently used for parking and mobile offices for construction of the apartment complex. The anticipated future use of the southern portion of the property is expected to be an apartment complex; the eastern portion is also expected to be an apartment complex; and the northern portion is unknown; however, it is expected to be commercial retail and/or residential.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

This item has no prior action.

FISCAL INFORMATION

No cost consideration to the City

OWNERS

Elan Dallas City Lights Owner, LP

Elan Dallas City Lights GP, LLC, General Partner
Laird Sparks, Vice President

OWNERS (Continued)

TM Development Partners, LTD

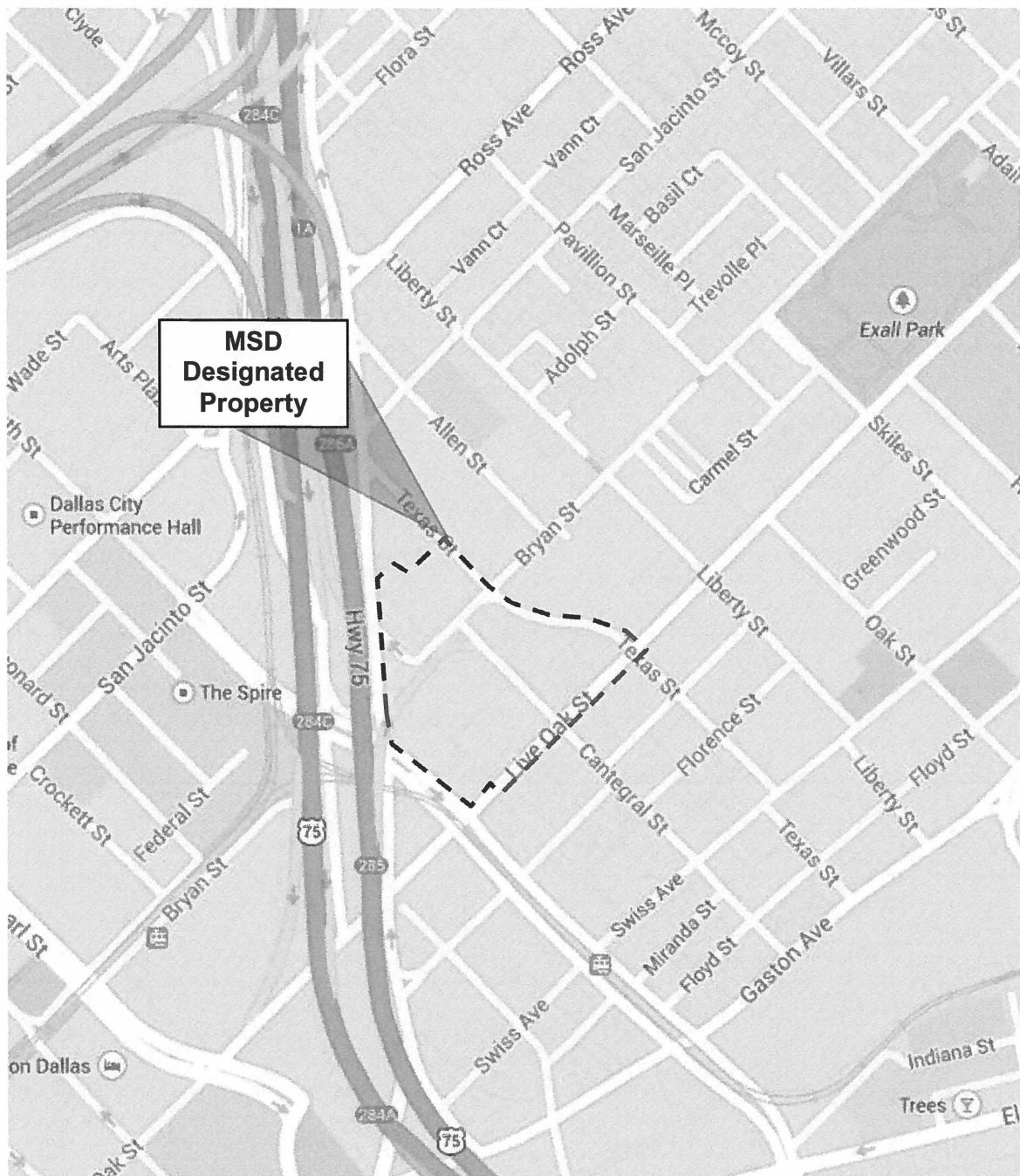
Malouf Interests, Inc., General Partner
Matthew E. Malouf, President

Minerva Partners, LTD

Malouf Interests, Inc., General Partner
Matthew E. Malouf, President

MAP

Attached



CITY OF DALLAS



Municipal Setting Designation

Designated Property Boundary Map

Applicant – Elan Dallas City

Lights Owner, LP

2701, 2705, 2709 Bryan St.,

1010, 1012, 1022 Boll St.,

819 Texas St., 718 Cantegral St., 2713 Live Oak St.,

and 814 N. Good Latimer Expwy

Dallas, TX 75204

ORDINANCE NO. _____

A municipal setting designation ordinance prohibiting the use of designated groundwater from beneath property generally located at 2701, 2705, 2709 Bryan Street, 1010, 1012, 1022 Boll Street, 819 Texas Street, 718 Cantegral Street, 2713 Live Oak Street, 814 North Good Latimer Expressway (aka 2601 Live Oak Street) and supporting issuance of a municipal setting designation certificate by the Texas Commission on Environmental Quality; providing a penalty not to exceed \$2,000; providing a saving clause; providing a severability clause; and providing an effective date.

WHEREAS, Subchapter W, “Municipal Setting Designations,” of Chapter 361, “Solid Waste Disposal Act,” of the Texas Health and Safety Code authorizes the Texas Commission on Environmental Quality to create municipal setting designations; and

WHEREAS, Section 51A-6.108, “Municipal Setting Designation Ordinance,” of Article VI, “Environmental Performance Standards,” of Chapter 51A, “Dallas Development Code: Ordinance No. 19455, as amended,” of the Dallas City Code authorizes municipal setting designation ordinances prohibiting the use of designated groundwater as potable water and thereby enable the Texas Commission on Environmental Quality to certify a municipal setting designation for designated property; and

WHEREAS, the city council finds that:

(1) the eligibility criteria of Section 361.803 of the Texas Health and Safety Code have been met;

(2) this municipal setting designation ordinance will not have an adverse effect on the current or future water resource needs or obligations of the city of Dallas;

(3) there is a public drinking water supply system that satisfies the requirements of Chapter 341 of the Texas Health and Safety Code and that supplies or is capable of supplying

drinking water to the designated property and property within one-half mile of the designated property; and

(4) this municipal setting designation ordinance is necessary because the concentration of contaminants of concern exceed ingestion protective concentration levels for human ingestion; and

WHEREAS, the city council, in accordance with the Charter of the City of Dallas, the state law, and the ordinances of the city of Dallas, have given the required notices and have held the required public hearings regarding this municipal setting designation ordinance; Now Therefore,

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

SECTION 1. That for purposes of this municipal setting designation ordinance, the “designated property” means the property described in Exhibit A, attached to the ordinance.

SECTION 2. That for purposes of this municipal setting designation ordinance, “designated groundwater” means water below the surface of the designated property to a depth of 200 feet.

SECTION 3. That use of the designated groundwater from beneath the designated property as potable water is prohibited.

SECTION 4. That the use of the designated groundwater from beneath public rights-of-way included in the designated property as potable water is prohibited.

SECTION 5. That the following uses of or contacts with the designated groundwater are prohibited:

- (1) Human consumption or drinking.
- (2) Showering or bathing.
- (3) Cooking.
- (4) Irrigation of crops for human consumption.

SECTION 6. That the following conditions are imposed on the designated property and designated groundwater:

- (1) The potable use of the designated groundwater from beneath the designated property is prohibited.
- (2) The potable use of the designated groundwater from beneath public rights-of-way included in the designated property is prohibited.
- (3) The portion of the designated property assigned Voluntary Cleanup Program (“VCP”) No. 2603 must receive a certificate of completion from the Texas Commission on Environmental Quality by no later than February 25, 2017.

SECTION 7. That the city council supports the application to the Texas Commission on Environmental Quality for a municipal setting designation on the designated property, with the following comments:

- (1) The Texas Commission on Environmental Quality, as the state agency chartered to protect human health and the environment, is requested to thoroughly review the conditions of the designated property and issue a certificate of completion only when all contaminants of concern, through the applicable routes of exposure, have been addressed.

SECTION 8. That the public rights-of-way immediately adjacent to the designated property must be included, at no additional cost to the city of Dallas, in the application to the Texas Commission on Environmental Quality.

SECTION 9. That a state or federal program must address the entire non-ingestion protective concentration level exceedance zone originating from sources on the designated property or migrating from the designated property no later than February 25, 2017. That within this time period, the applicant shall provide the managing director of the office of environmental quality documentation, including a certificate of completion from the Texas Commission on Environmental Quality, that it has been addressed to the satisfaction of the agency administering the program. If it has not been addressed, the managing director of the office of environmental quality may, for good cause, take any of the following actions:

- (1) allow additional time to address the non-ingestion protective concentration level exceedence zone;
- (2) request a review by the Texas Commission on Environmental Quality or the agency administering the program;
- (3) recommend to the city council that this municipal setting designation ordinance be repealed;
- (4) request additional information or documentation from the applicant; or
- (5) pursue other actions that the managing director of the office of environmental quality believes may be warranted.

SECTION 10. That any person owning, operating, or controlling the designated property remains responsible for complying with all applicable federal and state laws and regulations; all ordinances, rules, and regulations of the city of Dallas; and all environmental regulations, and that this municipal setting designation ordinance in itself does not change any environmental assessment or cleanup requirements applicable to the designated property.

SECTION 11. That any person owning, operating, or controlling any portion of the designated property is responsible for ensuring compliance with this ordinance with respect to their portion of the designated property. Allowing use of designated ground water for potable purposes or failure to provide the managing director of the office of environmental quality with required documentation is a violation of this ordinance and may result in the ordinance being repealed for that portion of the designated property.

SECTION 12. That approval of this municipal setting designation ordinance shall not be construed to subject the city of Dallas to any responsibility or liability for any injury to persons or damages to property caused by any contaminant of concern.

SECTION 13. That within 30 days after adoption of this municipal setting designation ordinance, the applicant shall provide the managing director of the office of environmental quality with an electronic file showing the location of the designated property and the designated groundwater in a format compatible with the city of Dallas' geographic information system.

SECTION 14. That within 60 days after adoption of this municipal setting designation ordinance, the managing director of the office of environmental quality shall file a certified copy of this municipal setting designation ordinance in the deed records of the county where the designated property is located.

SECTION 15. That within 60 days after adoption of this municipal setting designation ordinance, the managing director of the office of environmental quality shall send a certified copy of this municipal setting designation ordinance to the applicant and the Texas Commission on Environmental Quality, and that the managing director of the office of environmental quality shall notify the Texas Commission on Environmental Quality 60 days prior to any amendment or repeal of this municipal setting designation ordinance.

SECTION 16. That the applicant shall provide the managing director of the office of environmental quality with a copy of the municipal setting designation certificate issued by the Texas Commission on Environmental Quality pursuant to Section 361.807 of the Texas Health and Safety Code within 30 days after issuance of the certificate.

SECTION 17. That the applicant shall provide the managing director of the office of environmental quality with a copy of the certificate of completion or other documentation issued by the Texas Commission on Environmental Quality showing that any site investigations and response actions required pursuant to Section 361.808 of the Texas Health and Safety Code have been completed to the satisfaction of the Texas Commission on Environmental Quality within the time period required. The managing director of the office of environmental quality may, for good cause, extend the time for submitting the documentation.

SECTION 18. That the applicant shall notify the managing director of the office of environmental quality in writing if the applicant determines that notice is required to be sent to an owner of other property beyond the boundaries of the designated property under Title 30 Texas Administrative Code, Chapter 30, Section 350.55(b), and provide the name of the property owner, the property address, and a copy of the notice sent to the property owner.

SECTION 19. That a person violating a provision of this municipal setting designation ordinance, upon conviction, is punishable by a fine not to exceed \$2,000, and that the Texas Commission on Environmental Quality shall be notified of any violations.

SECTION 20. That Chapter 51A of the Dallas City Code shall remain in full force and effect, save and except as amended by this municipal setting designation ordinance.

SECTION 21. That the terms and provisions of this municipal setting designation ordinance are severable and are governed by Section 1-4 of Chapter 1 of the Dallas City Code, as amended.

SECTION 22. That this municipal setting designation ordinance shall take effect immediately from and after its passage and publication in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so ordained.

APPROVED AS TO FORM:

WARREN M.S. ERNST, City Attorney

By _____
Assistant City Attorney

Passed _____

LEGAL DESCRIPTION

BEING 12.339 acres of land located in the JOHN GRIGSBY SURVEY, Abstract No. 495, Dallas County, Texas, and being portions of Dallas City Blocks A/276, A/283, and A/289. Said 12.339 acres of land also being all of the tract of land conveyed to Elan Dallas City Lights Owner, LP, by the deed recorded in County Clerk's File No. 201300271062, of the Deed Records of Dallas County, Texas, and all of the tracts of land conveyed to Minerva Partners, Ltd., by the deed recorded in County Clerk's File No. 201100339315, of the Official Public Records of Dallas County, Texas, and all of the tracts of land conveyed to Margaux City Lights Partner, Ltd., by the deed recorded in County Clerk's File No. 201200259842, of the Official Public Records of Dallas County, Texas. Said 12.339 acres of land also including portions of the public right-of-ways for Boll Street, Bryan Street, Cantegral Street, Live Oak Street, and Texas Street and a fifteen foot wide public alley located within aforesaid Dallas City Block A/289. Said 12.339 acres of land being more particularly described by metes and bounds as follows:

BEGINNING at a point at the intersection of the Southeast right-of-way line of said Live Oak Street and the Northeast right-of-way line of Texas Street, and said POINT OF BEGINNING also being the West corner of the tract of land conveyed to Volunteer Center of Dallas County, Texas, by the deed recorded in Volume 2000224, Page 826, of the Deed Records of Dallas County, Texas;

THENCE S 45° 00' 50" W 719.40 feet, along the Southeast right-of-way line of said Live Oak Street, to a point in the Northwest boundary line of Lot 3, GOOD HOMESTEAD ADDITION, also being the Northwest boundary line of the tract of land designated as Tract I, in the deed to the City of Dallas, by the deed recorded in Volume 97143, Page 4692, of the Deed Records of Dallas County, Texas;

THENCE N 44° 59' 10" W 73.00 feet, crossing aforesaid Live Oak Street, to a point at the most Northerly Northwest corner of the tract of land designated as Tract 6 in the deed to Dallas Area Rapid Transit, recorded in County Clerk's File No. 2007022677, of the Official Public Records of Dallas County, Texas;

THENCE S 45° 00' 50" W 125.00 feet, along the most Easterly Northwest boundary line of said Dallas Area Rapid Transit Tract and the new Northwest right-of-way line of said Live Oak Street to a point at the most Southerly corner of the aforesaid tract of land conveyed to Elan Dallas City Lights Owner, LP;

THENCE along the Southwest boundary line of said Elan Dallas City Lights Owner LP Tract and the Northeast boundary line of the tracts of land designated as Tract 5 and Tract 6 in the deed to Dallas Area Rapid Transit recorded in County Clerk's File No. 2007022267 of the Official Public Records of Dallas County, Texas as follows:

1. N 88° 02' 54" W 18.69 feet, to a point;
2. N 45° 02' 05" W 93.71 feet, to a point;
3. N 53° 17' 32" W 105.17 feet, to a point;

4. N 49° 01' 02" W 85.02 feet, to a point;
5. N 45° 08' 24" W 40.50 feet, to a point at the beginning of a curve to the right;
6. NORTHWESTERLY 22.64 feet, along said curve to the right having a radius of 346.47 feet, a central angle of 03° 44' 41", and a chord bearing N 42° 58' 50" W 22.64 feet, to a point;
7. N 02° 28' 48" E 21.99 feet, to a point at the most Northerly corner of aforesaid Tract 5, to Dallas Area Rapid Transit, lying in the East right-of-way line of U.S. Highway No. 75 (North Central Expressway) and the West boundary line of the aforesaid tract of land conveyed to Elan Dallas City Lights Owner, LP, recorded in County Clerk's File No. 201300271062, of the Official Public Records of Dallas County, Texas;

THENCE along the East right-of-way line of said U.S. Highway No. 75 (North Central Expressway) as follows:

1. N 44° 56' 59" E 75.96 feet, along the West boundary line of the aforesaid tract of land conveyed to Elan Dallas City Lights Owner, LP, to a point;
2. N 17° 11' 48" E 57.39 feet, along the West boundary line of said Elan Dallas City Lights Owner, LP Tract, to a point in the Southeast right-of-way line of aforesaid Bryan Street;
3. N 44° 44' 08" W 126.01 feet, crossing said Bryan Street to a point in the Northwest right-of-way line of said Bryan Street;
4. N 45° 15' 52" E 76.21 feet, along the Northwest right-of-way line of said Bryan Street to a point at the intersection of the Southwest right-of-way line of aforesaid Boll Street;
5. N 44° 25' 22" W 110.27 feet, along the Southwest right-of-way line of said Boll Street to a point;
6. N 04° 52' 20" W 308.84 feet, to a point in the Southwest boundary line of the tract of land designated as Tract I, in the deed to 910 N. Central L.L.C., recorded in Volume 2003223, Page 6039, of the Official Public Records of Dallas County, Texas;

THENCE S 44° 14' 46" E 15.90 feet, along the Southwest boundary line of said Tract I, to a point at the South corner of said Tract I;

THENCE N 45° 45' 14" E 30.00 feet, along the Southeast boundary line of said Tract I to a point in the Southwest boundary line of the tract designated as Tract II, in the aforesaid deed to 910 N. Central L.L.C, recorded in Volume 2003223, Page 6039, of the Official Public Records of Dallas County, Texas;

THENCE S 44° 14' 46" E 79.70 feet, along the Southwest boundary line of said Tract II, to a point at the South corner of said Tract II;

THENCE N 45° 45' 14" E 220.04 feet, along the Southeast boundary line of said Tract II, and the Northwest boundary line of the tract of land designated as Parcel III in the deed to Margaux City Lights Partner, Ltd., recorded in Volume 201200259843, of the Official Public Records of Dallas County, Texas, and crossing aforesaid Texas Street to a point in the Northeast right-of-way line of said Texas Street and the Southwest boundary line of Lot 1, JEFFERSON @ BRYAN PLACE ADDITION, to the City of Dallas, Dallas County, Texas, according to the plat recorded in Volume 98057, Page 62, of the Plat Records of Dallas County, Texas;

THENCE along the Northeast right-of-way line of said Texas Street as follows:

1. S 44° 15' 20" E 312.61 feet, along the Southwest boundary line of said Lot 1, JEFFERSON @ BRYAN PLACE ADDITION, and crossing aforesaid Bryan Street to a point at the Southwest corner of Lot 1, Block 1/289, of the amended plat of JEFFERSON AT BRYAN PLACE-PHASE II, according to the plat recorded in Volume 2002-189, Page 00024, of the Plat Records of Dallas County, Texas, and the beginning of a curve to the left;
2. SOUTHEASTERLY 227.23 feet, along said curve to the left and the South boundary line of said Lot 1, Block 1/289, with a curve to the left having a radius 341.85 feet, a central angle 38° 05' 06", and chord bearing S 68° 50' 42" E 223.07 feet, to a point at the end of said curve;
3. S 87° 18' 09" E 41.67 feet, along the South boundary line of said Lot I, Block A/289 to a point at the beginning of a curve to the right;
4. SOUTHEASTERLY 240.77 feet, along said curve to the right and the South boundary line of said Lot 1, Block 1/289, with a curve to the right have a radius 412.28 feet, a central angle 33° 27' 36", and a chord bearing S 68° 33' 05" E 237.36 feet, to a point at the end of said curve and the most Westerly Southeast corner of said Lot 1, Block 1/289;
5. S 44° 59' 10" E 82.44 feet, crossing aforesaid Live Oak Street, to the POINT OF BEGINNING containing 12.339 acres of land.

This document was prepared under 22 TAC 663.21, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interest implied or established by the creation or reconfiguration of the boundary of the political subdivision for which it was prepared.



Page 3 of 3

G:\2013\Legals\12.339 John Grigsby

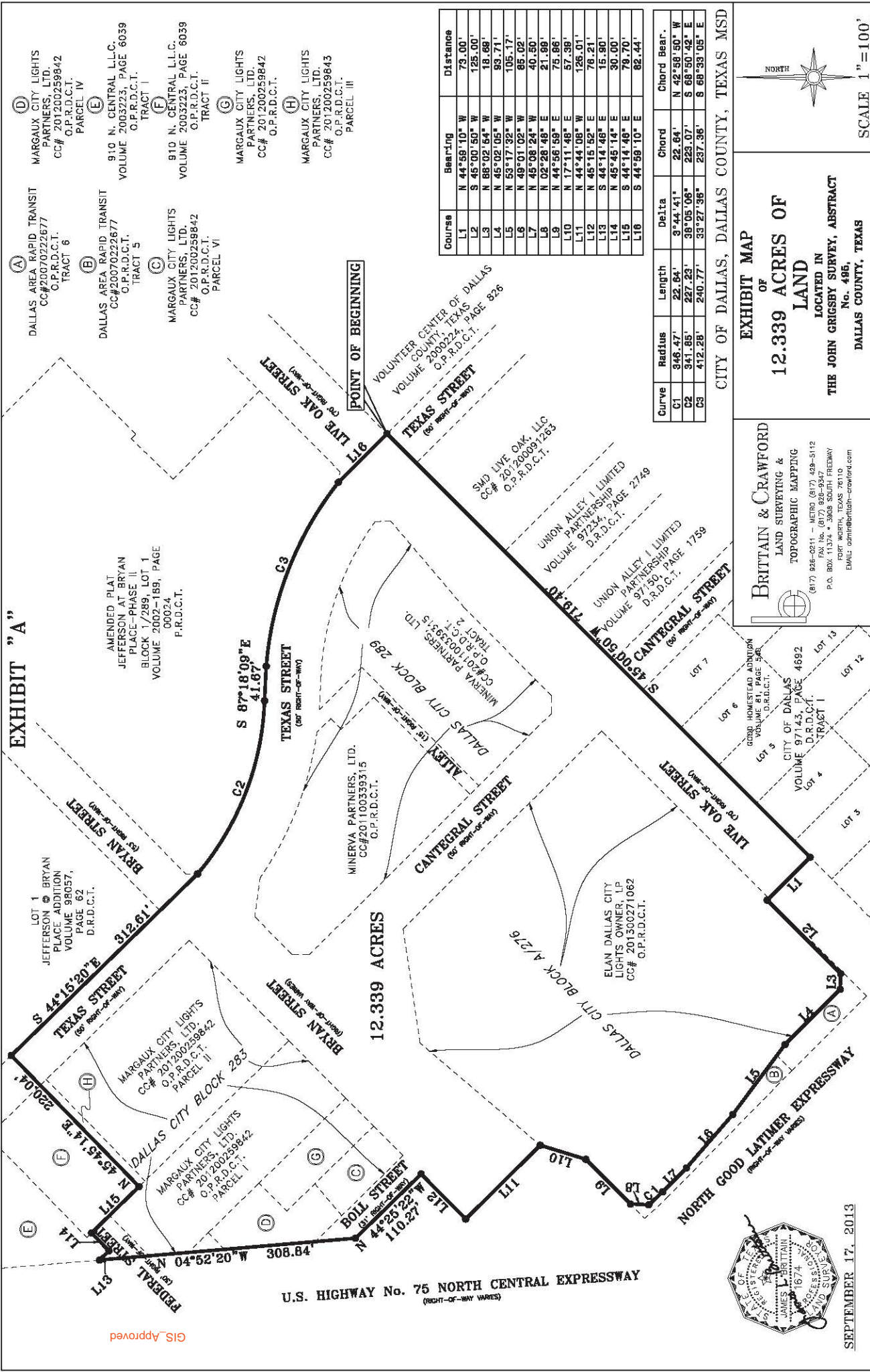


EXHIBIT "A"

