

Memorandum



DATE May 15, 2015

TO Members of the Economic Development Committee: Tennell Atkins (Chair),
Rick Callahan (Vice Chair) Scott Griggs, Adam Medrano, Jerry R. Allen, Lee Kleinman

SUBJECT **Call Hearing to amend Cypress Waters TIF District Plan and related items (Cypress Waters TIF District)**

On May 27, 2015, City Council will consider authorizing a public hearing to be held on June 10, 2015 to receive comments on amendments to the Cypress Waters TIF District ("District"), originally created December 8, 2010.

The amendments include the following proposed changes to the Cypress Waters TIF District boundary and its Project and Reinvestment Zone Financing Plans ("Plan").

Boundary changes

Several parcels on the north side of the District, totaling 28 acres, are proposed to be removed from the District. They are isolated from the rest of the District and are outside of accessible City of Dallas services. These parcels are more efficiently served by the City of Irving and, thus, water and wastewater will be provided through a future inter-local agreement with Irving.

- A vacant 6 acre property currently addressed at 700 East Belt Line Road is intended to be transferred to Irving as part of a future City boundary adjustment. As such, staff recommends that this parcel be removed from the Cypress Waters TIF District.
- Three additional parcels are proposed to be removed because they will not benefit from TIF District infrastructure.

In addition, the original boundary of the district anticipated changes to the future location of the lake edge. This proposed boundary incorporates an estimate of this future location.

Because these properties are under an agricultural exemption, these changes modify the District's taxable base value by a negligible amount.

Budget changes

The City is currently negotiating with the City of Irving on a more efficient way to provide water and wastewater service to the southern portion of the District. The proposed change to the Plan allows TIF funding to be used for this off-site infrastructure if needed in the future.

Because of the increased efficiency from this cooperation with Irving and the current success of the existing development in the District, the TIF board recommended an early termination of the Cypress Waters TIF District after repayment of the Phase I and II projects, funding of the DWU/Irving water and wastewater improvements if needed, and funding of the public safety building as listed in the revised budget. The termination results in a reduction of the TIF budget from \$65 million (NPV) to \$26 million (NPV). Additionally, since no TIF funding will be committed for any developer projects beyond the first two phases, the developer will not be

required to provide affordable housing, nor follow the District's M/WBE or design review process for the remaining build out of the District.

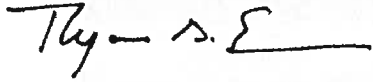
Additionally, on June 1, 2015, the Economic Development Committee will be briefed on several upcoming Council items affecting the Cypress Waters TIF District:

- Dallas Water Utilities is negotiating with the City of Irving and with Billingsley Company on a more efficient plan for water and wastewater service in the Cypress Waters area. This plan will provide for the 2,500 additional water connections for Cypress Waters and full supply rights to adjacent transmission mains throughout the term of growth in this area. This efficiency necessitates several Council actions:
 - An inter-local agreement with Irving that 1) incorporates the 6-acre city boundary adjustment 2) provides for water and wastewater service to the northern portion of the District, and 3) provides for the two cities to participate together in water supply and wastewater service to the southern portion of the District.
 - A water and wastewater development agreement between Dallas Water Utilities and Billingsley Company that will outline the developer's financial and construction-related responsibilities related to the Irving ILA as well as Phase 3 of the Cypress Waters project.
 - An amendment to the memorandum of understanding between the City and Billingsley Company to reflect these changes
 - A Dallas/Irving boundary adjustment to transfer to Irving approximately 6 acres of property on the far side of the North Lake dam that is more efficiently served by Irving. In exchange, Irving will serve approximately 22 acres on the north side of Cypress Waters. This boundary adjustment is a two-step process: 1) a resolution authorizing the City Manager to negotiate a boundary adjustment agreement and 2) an ordinance completing the boundary adjustment.
- An amendment to the development agreements for both the Phase I and Phase II, which are nearly complete. The developer has asked for some minor modifications, including an extension of project deadlines and minor changes to budget line items.

Phase I and Phase II include 673 multi-family units; water projects including transmission and distribution lines; a 2.7 million gallon pump station, two pressure tanks, and a ground storage tank; wastewater projects including mains and a lift station; 3 miles of roadway; and pedestrian and bicycle amenities. Together the \$16 million in TIF funding (plus grants) has leveraged \$135 million in private development currently complete or under construction, and another \$70 million in private development imminently planned. More than \$1.3 billion in investment is expected in the District.

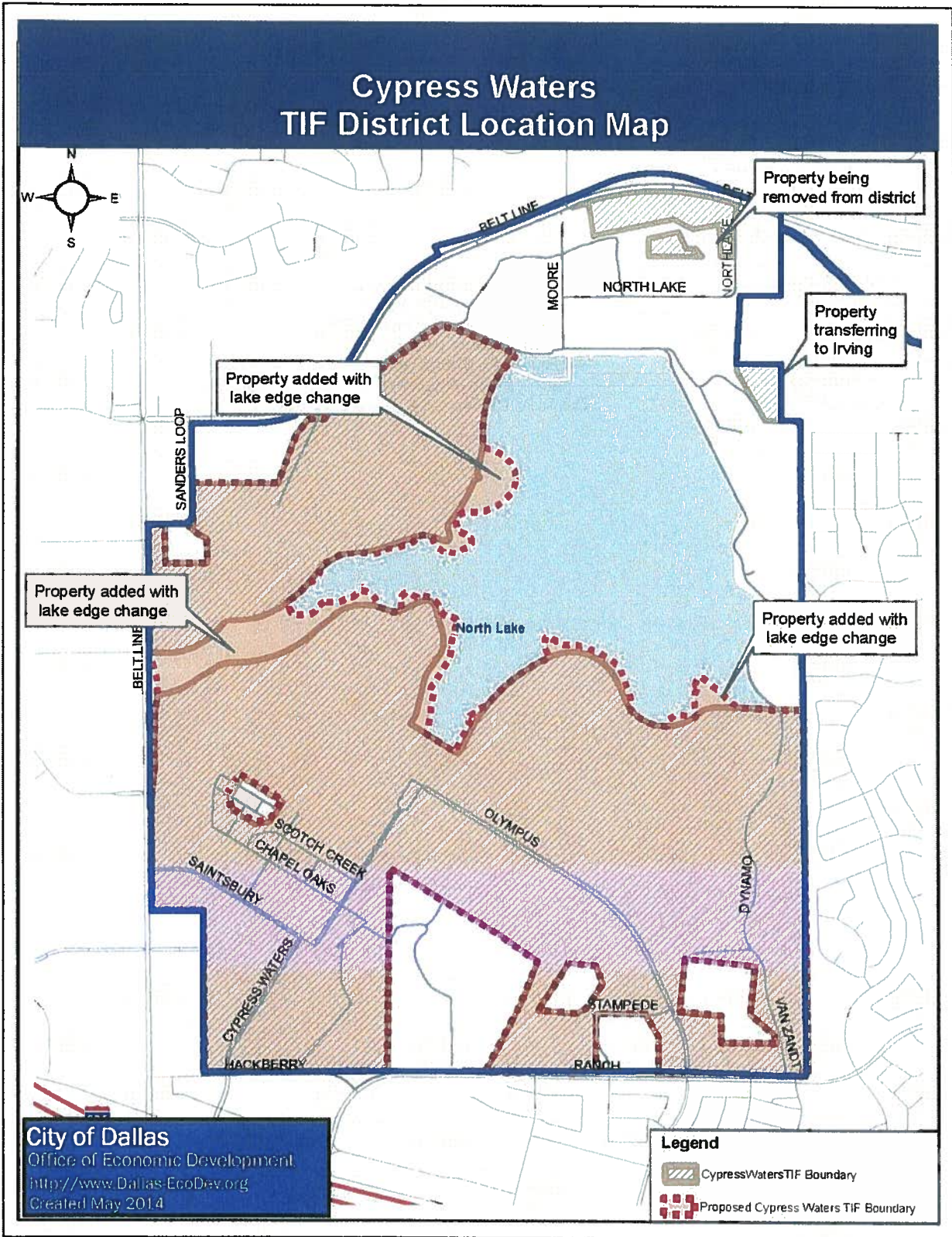
The District is located north and east of the intersection of LBJ Freeway (I-635) and Belt Line Road and is entirely in the City of Dallas. The District represents the City's effort to provide a model for supporting the development of land near employment centers and to take full advantage of the planned expansion of the DART light rail system.

Should you have any questions, please contact me at (214) 670-3296.



Ryan S. Evans
First Assistant City Manager

- C: The Honorable Mayor and Members of the City Council Mark McDaniel, Assistant City Manager
 A.C. Gonzalez, City Manager Joey Zapata, Assistant City Manager
 Warren M.S. Ernst, City Attorney Jeanne Chipperfield, Chief Financial Officer
 Craig D. Kinton, City Auditor Sana Syed, Public Information Officer
 Rosa A. Rios, City Secretary Karl Zavitkovsky, Director, Office of Economic Development
 Daniel F. Solis, Administrative Judge J. Hammond Perot, Assistant Director, Office of Economic Development
 Eric D. Campbell, Assistant City Manager Elsa Cantu, Assistant to the City Manager – Mayor & Council
 Jill A. Jordan, P.E., Assistant City Manager



Memorandum



DATE May 15, 2015

TO Honorable Members of the Economic Development Committee: Mayor Pro Tem Tennell Atkins (Chair), Rick Callahan (Vice Chair), Jerry R. Allen, Scott Griggs, Lee Kleinman and Adam Medrano

SUBJECT **Boundary Adjustment with the City of Irving (Cypress Waters)**

On Wednesday, June 10, 2015, the City Council will consider authorizing the City Manager to execute a boundary adjustment with the City of Irving on property south of the terminus of South North Lake Road and northwest of the intersection of Valley Vista Drive and Lakebreeze Road.

The proposal is to facilitate the development of two single family developments near North Lake. The boundary between the City of Dallas and the City of Irving would be adjusted to move approximately 6.5 acres into Irving's city limits. In exchange, approximately 22 acres to the north of the boundary adjustment would be served by the City of Irving for water, wastewater and storm water.

The cost for the City of Dallas to provide water service to the northern property would be approximately \$1 million. The wastewater service costs would be approximately \$400,000. The suggested arrangements in a proposed interlocal agreement would reduce total costs to both cities and increase water supply redundancy to the City of Irving.

Attached is a map showing the area of the boundary adjustment, a map showing the relationship of the two tracts of land, and a memo from the Dallas Water Utilities Department regarding the cost of the service.

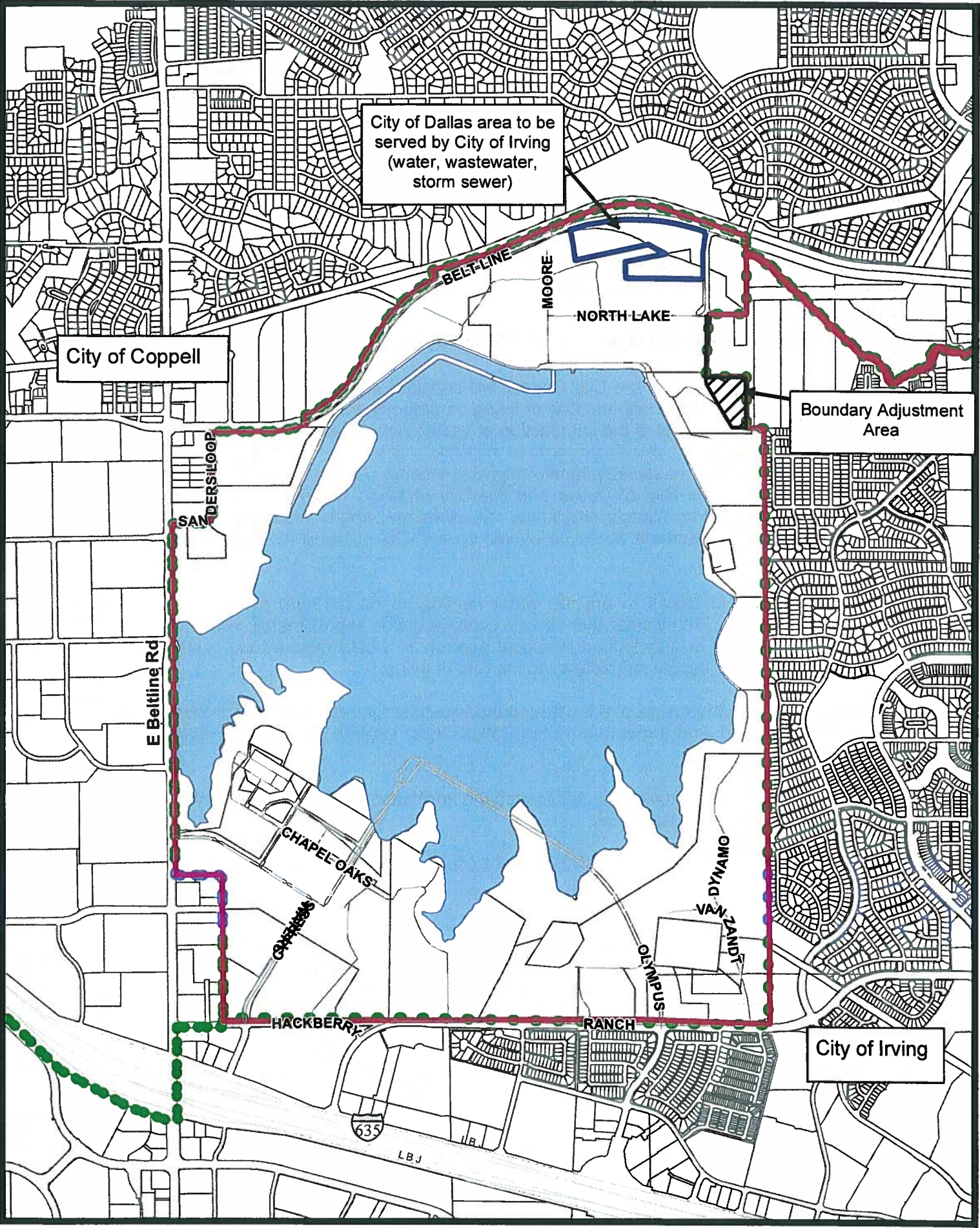
The interlocal agreement to provide the services to the northern tract is being negotiated and will come before the Council at a later date.

Please Contact David Cossum at 670-4127 should you have any questions or need additional information.

Ryan S. Evans
First Assistant City Manager

cc: Honorable Mayor and Members of the City Council
A.C. Gonzalez, City Manager
Warren M. S. Ernst, City Attorney
Rosa A. Rios, City Secretary
Craig D. Kinton, City Auditor
Judge Daniel F. Solis, Administrative Judge
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Joey Zapata, Assistant City Manager
Jeanne Chipperfield, Chief Financial Officer
Rick Galceran, Director, Public Works
Sana Syed, Public Information Officer
Jo M. Puckett, P.E., Director Dallas Water Utilities
David Cossum, Director Sustainable Development & Construction
Karl Zavitkovsky, Director Office of Economic Development
Elsa Cantu, Assistant to the City Manager – Mayor and Council

Dallas – Together, we do it better.



City of Dallas area to be served by City of Irving (water, wastewater, storm sewer)

City of Coppell

Boundary Adjustment Area

City of Irving



1:20,000

Proposed Boundary Adjustment with City of Irving

City of Dallas —

Memorandum

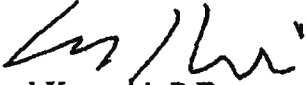


CITY OF DALLAS

Date April 16, 2015
To Neva Dean, Interim Assistant Director
Current Planning Division
Sustainable Development & Construction Department
Subject West Cell-South Boundary Adjustment Request

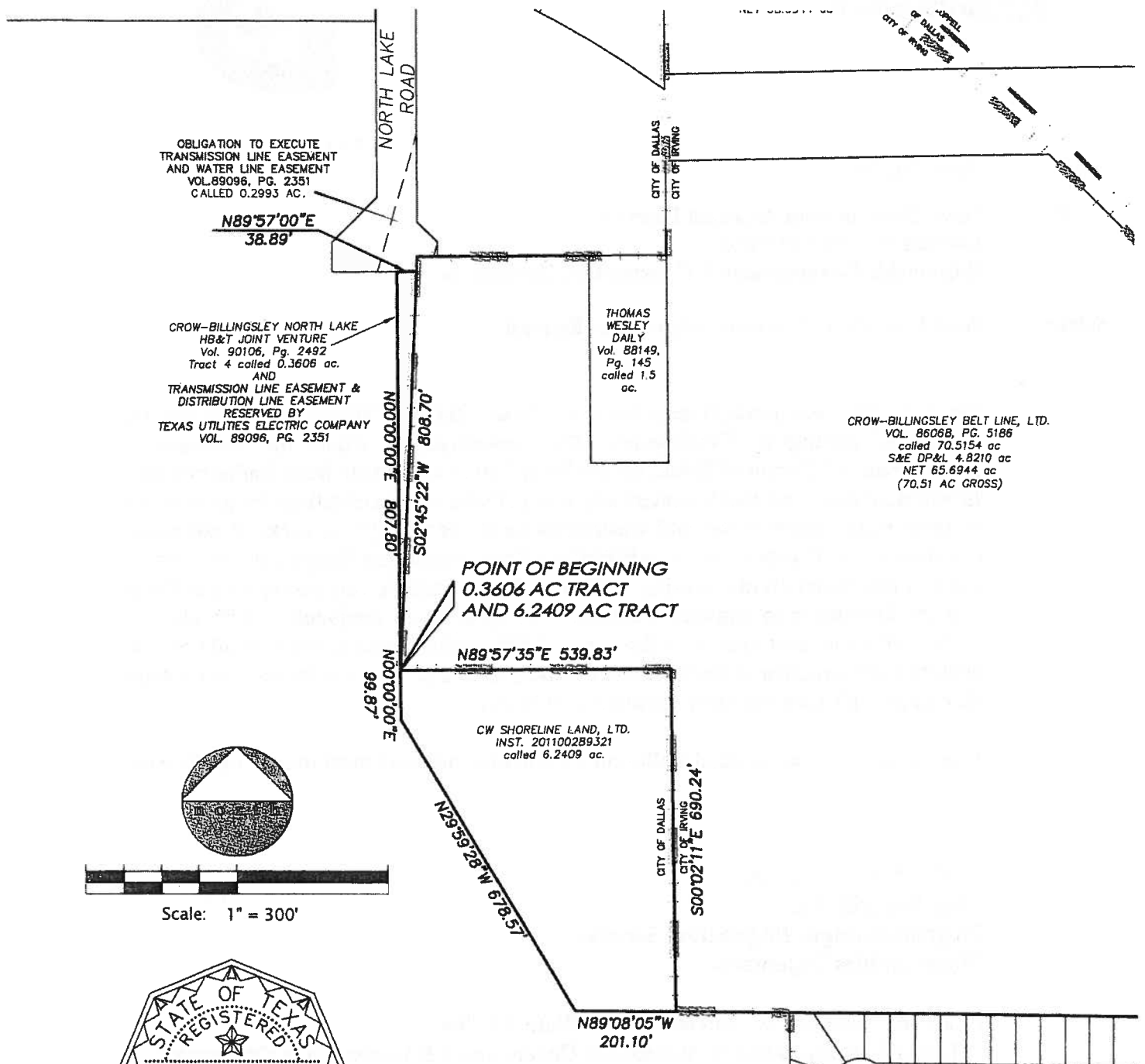
Please let this memorandum serve as Dallas Water Utilities (DWU) concurrence with the request of Billingsley Development (the Developer) to adjust the boundary of approximately 6.5 acres of Dallas for the West Cell Development from Dallas to Irving. In return for this requested boundary adjustment Dallas will receive from Irving its ability to serve water, storm water and wastewater needs of twenty two acres of residential development in Dallas adjacent to E Beltline Road without the design and construction costs of additional offsite utilities. These utilities would be very costly for the Dallas and the Developer to construct, connect and maintain in conjunction with Dallas's current utility current system in this area. Additionally special permits would have to be acquired and a number of separate actions taken to connect this area in any other manner than to Irving's existing utility systems in this area.

If you have questions or need additional information please contact me at 214-671-8032


Chad Kopecki, P.E.
Program Manager, Engineering Services
Water Utilities Department

C: Jo. M. Puckett, P.E., Director Dallas Water Utilities
David Cossum, Director, Sustainable Development & Construction Department
Richard Wagner, P.E, Interim Assistant Director, Dallas Water Utilities
Jamilah Way, Attorney, City of Dallas
Bill Walker, Senior Vice President, Billingsley Development

**DEED SKETCH EXHIBIT
0.3606 ACRES TRACT AND
6.2409 ACRES TRACT**



OBLIGATION TO EXECUTE
TRANSMISSION LINE EASEMENT
AND WATER LINE EASEMENT
VOL. 89096, PG. 2351
CALLED 0.2993 AC.

N89°57'00"E
38.89'

CROW-BILLINGSLEY NORTH LAKE
HB&T JOINT VENTURE
Vol. 90106, Pg. 2492
Tract 4 called 0.3606 ac.
AND
TRANSMISSION LINE EASEMENT &
DISTRIBUTION LINE EASEMENT
RESERVED BY
TEXAS UTILITIES ELECTRIC COMPANY
VOL. 89096, PG. 2351

THOMAS
WESLEY
DAILY
Vol. 88149,
Pg. 145
called 1.5
ac.

CROW-BILLINGSLEY BELT LINE, LTD.
VOL. 86068, PG. 5186
called 70.5154 ac
S&E DP&L 4.8210 ac
NET 65.6944 ac
(70.51 AC GROSS)

**POINT OF BEGINNING
0.3606 AC TRACT
AND 6.2409 AC TRACT**

N89°57'35"E 539.83'

CW SHORELINE LAND, LTD.
INST. 201100289321
called 6.2409 ac.



Scale: 1" = 300'



Binkley & Barfield | C&P
consulting engineers

BASELINE
BASELINE CORPORATION
Professional Surveyors

1801 Gateway Blvd.
Suite 101
Richardson, Texas 75080

972.644.2800
Fax 972.644.2817
www.bbcpi.com

1801 Gateway Blvd.
Suite 103
Richardson, Texas 75080

972.535.6325
www.baseline surveyors.net

Firm Registration #F-3185

TBPLS Firm No. F-3185

Memorandum



DATE May 15, 2015

TO Members of the Economic Development Committee:
Tennell Atkins (Chair), Rick Callahan (Vice Chair), Scott Griggs, Adam Medrano,
Lee Kleinman, Jerry R. Allen

SUBJECT **Second Amendment to Chap. 380 Economic Development Grant Agreement
with SLF III – The Canyon TIF, LP**

On March 27, 2013, the City Council authorized a Chapter 380 economic development grant agreement in an amount not to exceed \$327,140 with the SLF III – THE CANYON TIF, L.P. (SLF III) related to the design of the Colorado Boulevard extension within the proposed Canyon development at the southwest corner of Interstate Highway 30 and Westmoreland Road, Dallas, Texas 75211. Funding in an amount not to exceed \$10,000,000 was approved in the 2012 Bond Program for the design and construction of the proposed Colorado Boulevard extension. In order to expedite delivery of Phase I of the Colorado extension, SLF III privately funded engineering, survey, geotechnical, and other associated items of the proposed improvements in accordance with the grant agreement.

The City Council authorized grant agreement contained the condition that required a minimum of \$5 million would be privately invested for the construction of new commercial development. Pursuant to the agreement, the commencement of construction on the proposed commercial development condition was May 31, 2014. On May 28, 2014, the City Council approved an extension of the deadline to commence construction of the proposed commercial development from May 31, 2014 to May 31, 2015. In consideration of this delay of construction, SLF III agreed to increase the required investment in commercial development condition from \$5 million to \$10 million.

SLF III has requested the City Council to consider a second extension for the commencement of commercial construction from May 31, 2015 to December 31, 2015. Furthermore, SLF III has agreed to increase the required private commercial investment condition from a minimum of \$10,000,000 to \$12,500,000. Reasons cited for the extension request are work delays related to rain, platting and offsite easements, change orders and challenges discovered related to storm water runoff which has had an impact on the overall project schedule concerning The Canyon.

ESTIMATED SCHEDULE OF THE PROJECT

Begin Construction	December 2015
Complete Construction	December 2017

Second Amendment to Chap. 380 Economic Development Grant Agreement with SLF III – The Canyon TIF, LP
May 15, 2015

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On March 4, 2013, a memo was submitted to the Economic Development Committee regarding the proposed Chapter 380 economic development grant agreement.

On March 27, 2013, the City Council approved a Chapter 380 economic development grant agreement pursuant to Chapter 380 of the Texas Local Government Code in accordance with the City's Public/Private Partnership Program with SLF III supporting the proposed Canyon development at the southwest corner of Interstate Highway 30 and Westmoreland Road, Dallas, Texas 75211 - Not to exceed \$327,140.

On May 19, 2014, a memo was submitted to the Economic Development Committee regarding the proposed extension of the commercial construction commencement condition within the March 27, 2013 Chapter 380 economic development grant agreement from May 31, 2014 to May 31, 2015 and increasing the minimal construction condition required for the retail improvements from \$5,000,000 to \$10,000,000.

On May 28, 2014, the City Council approved an amendment providing an extension of the March 27, 2013 Chapter 380 economic development grant agreement commencement of construction condition from May 31, 2014 to May 31, 2015 and increasing the minimal construction costs condition for the retail improvements from \$5,000,000 to \$10,000,000.

FISCAL INFORMATION

No cost consideration to the City

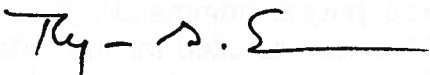
OWNER

SLF III – THE CANYON TIF, L.P.
Ocie L. Vest, P.E., Senior Vice President

MAP

Attached

Should you have any questions, please contact me at (214) 670-3296.



Ryan S. Evans
First Assistant City Manager

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The Canyon at Oak Cliff

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.



The Canyon at Oak Cliff
Dallas, TX 75211



PLANNING AND ECONOMIC DEVELOPMENT
 Research & Information Division
 214.670.1685
 dallas-ecodev.org

Legend

- Freeway
- Highway
- Arterial
- Local Road

Memorandum



DATE **May 15, 2015**

TO **Members of the Economic Development Committee:
Tennell Atkins (Chair), Rick Callahan (Vice Chair), Scott Griggs, Adam Medrano,
Lee Kleinman, Jerry R. Allen**

SUBJECT **Economic Development Grant Agreement with CoreLogic Solutions, LLC**

On May 27, 2015, the City Council will be asked to consider authorization of a Chapter 380 economic development grant agreement with CoreLogic Solutions, LLC in an amount up to \$600,000 to stimulate business development activity in the City of Dallas in conjunction with the relocation and expansion of its regional workforce and operations to a new office facility at 3001 Hackberry Road (within the Cypress Waters development).

For the past several months, city staff has been in discussions with representatives of CoreLogic Solutions, LLC regarding the relocation and expansion of its regional workforce and operations to a new approximately \$68 million build-to-suit office facility (approximately 325,600 square feet) to be developed by Billingsley Company within the Cypress Waters development in Dallas. CoreLogic Solutions, LLC will lease the facility for fifteen (15) years with three (3) additional 5-year options and also anticipates investing at least \$5 million in new business personal property with the project.

Currently, CoreLogic Solutions, LLC has office locations in Westlake, Texas and Richardson, Texas. With plans for consolidation and expansion, CoreLogic Solutions, LLC considered the city of Dallas along with a number of other suburban cities in the North Texas area for its future location.

When the new office facility in the Cypress Waters development is ready for occupancy in mid-2017, CoreLogic Solutions, LLC will relocate at least 1,300 existing full-time positions (\$57,000 average annual salary) from the Westlake and Richardson locations. By mid-2019, CoreLogic Solutions, LLC also anticipates adding another approximately 500 full-time positions to Dallas (approximately 300 of which will be relocated from other states such as Tennessee, North Carolina, Georgia, Oregon, Colorado, and Maryland and approximately 200 of which will be newly created).

The terms of the proposed Chapter 380 economic development grant agreement are as follows:

CoreLogic Solutions, LLC will be eligible for the first installment (\$200,000) of the proposed grant upon verification of: (1) a Certificate of Occupancy on at least \$50 million invested in real property improvements associated with design, engineering, and construction (including hard and soft costs) of the facility, and (2) at least 1,300 full-time positions located at the facility on or before June 15, 2017.

CoreLogic Solutions, LLC will be eligible for the second installment (\$200,000) of the proposed grant upon verification that at least 1,300 full-time positions have been maintained at the facility on April 15, 2018.

CoreLogic Solutions, LLC will be eligible for the third installment (\$200,000) of the proposed grant upon verification that at least 1,600 full-time positions are located at the facility on or before April 15, 2019.

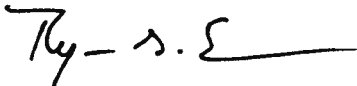
CoreLogic Solutions, LLC will be required to reimburse the City in the amount of \$200,000 should it not maintain at least 1,600 full-time positions at the facility for a period of five (5) years beginning from the date of payment of the third grant installment.

The proposed project surpasses minimum Public/Private Partnership Program guidelines and results in an estimated 10-year net fiscal impact of approximately \$13 million. The estimated 20-year net fiscal impact exceeds \$51 million.

Headquartered in Irvine, California, CoreLogic Solutions, LLC employs approximately 5,500 nationally. Outside the United States, CoreLogic Solutions, LLC also operates in Australia, New Zealand, the United Kingdom, Canada, Mexico, and India.

CoreLogic Solutions, LLC provides information intelligence to identify and manage growth opportunities, improve business performance, and mitigate risk for a wide range clients, including mortgage lenders and servicers, capital market investors, and real estate sales professionals. Under the umbrella of data analytics, mortgage origination services, and asset management and processing solutions, the company offers a broad range of services including automated valuations, property tax management, credit reporting, multiple listing technology and platforms, rental screening, flood data, mortgage fraud management, and post-foreclosure services.

Should you have any questions, please contact me at (214) 670-3296.



Ryan S. Evans
First Assistant City Manager

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J. Hammond Perot, Assistant Director, Office of Economic Development
Elsa Cantu, Assistant to the City Manager – Mayor & Council

Proposed Project Information Worksheet Economic Development Committee

A. Project Summary

City Council District	6	
Project/Company Name	CoreLogic Solutions, LLC	
Project Location	3001 Hackberry Road (in the Cypress Waters development)	
Project Type	build-to-suit office facility	
Facilities (Square Feet)	325,600	
Construction Schedule	Begin	August 2015
	Complete	April 2017
Private Improvement	Real Property	\$68,000,000
	Business Property	\$5,000,000
Jobs	Created	1,800
	Retained	0
Average Wage Rate	Salary	\$57,000
	Hourly	n/a
City Incentive Summary	Tax Abatement	n/a
	Infrastructure	n/a
	Other - Grant	up to \$600,000

B. Economic Impact Estimates (Dallas City Economy Only)

	10-Year		20-Year	
	Jobs	Economic Output	Jobs	Economic Output
Direct Impact	1,800	\$1,431,963,348	1,800	\$3,815,502,217
Indirect and Induced Impact*	3,240	\$1,145,570,678	3,240	\$3,052,401,773
Total Impact	5,040	\$2,577,534,026	5,040	\$6,867,903,990

C. City of Dallas General Fund Fiscal Impact

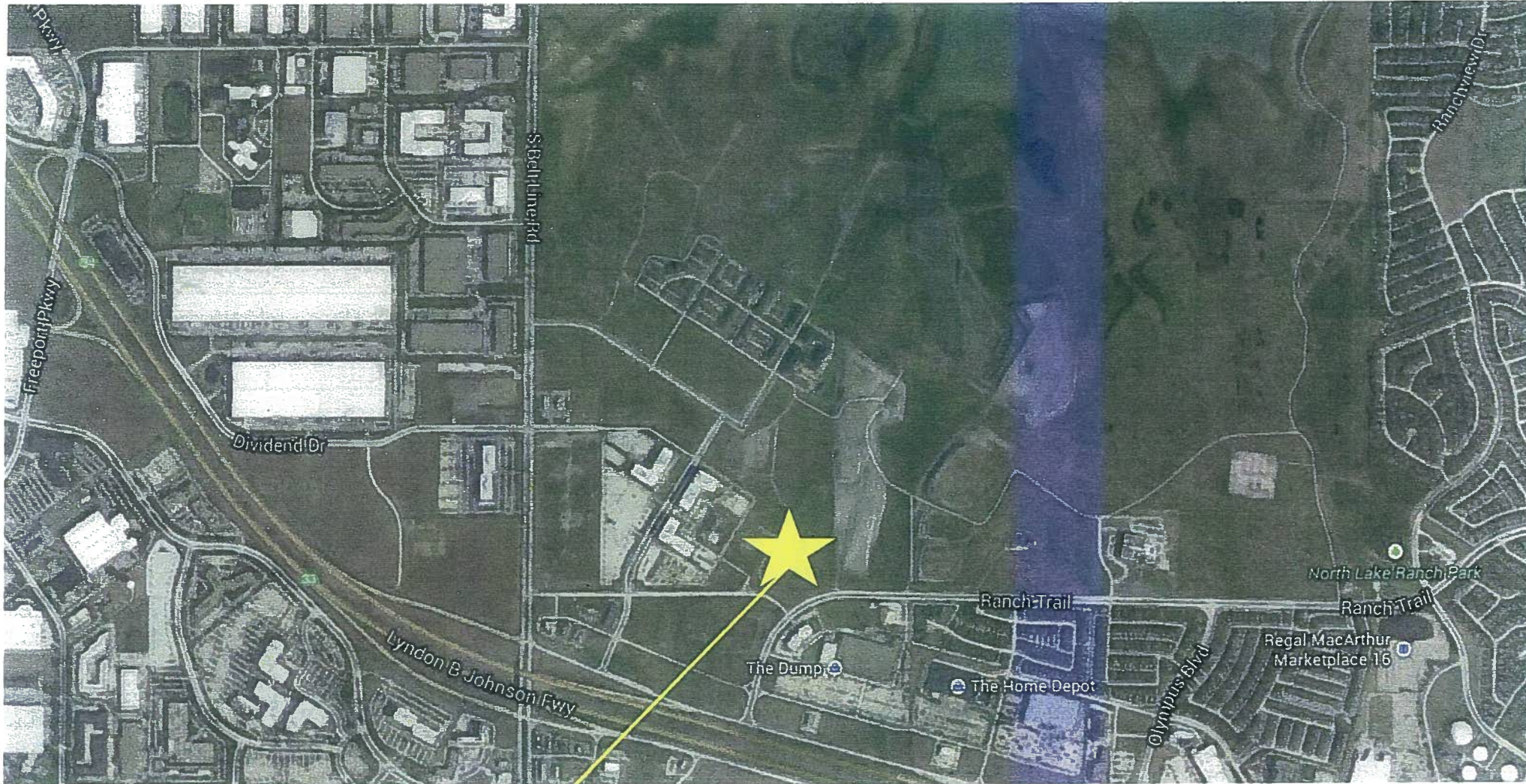
(From direct, indirect and induced economic impacts)

	10-Year	20-Year
Total City GF Revenue Generated	\$45,306,190	\$127,661,386
Total City GF Service Costs	\$32,151,185	\$75,890,805
Net Impact Before Incentives	\$13,155,005	\$51,770,581
City Incentives	\$600,000	\$600,000
Net City Fiscal Impact	\$12,555,005	\$51,170,581

* Indirect impacts represent supplier effects; induced impacts represent spin-off household effects.

D. Other Taxing Jurisdiction 10-yr Estimated Tax Revenue

	Property Taxes	Sales Taxes
Coppell ISD	\$7,882,560	n/a
Dallas County	\$1,322,464	n/a
DCCCD	\$678,368	n/a
Parkland Hospital	\$1,501,440	n/a
DART	n/a	n/a



**Site of new build-to-suit office for
CoreLogic Solutions, LLC at 3001
Hackberry Road in the Cypress Waters
development**

Memorandum



DATE May 15, 2015

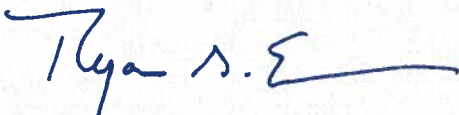
TO Honorable Members of the Economic Development Committee: Mayor Pro Tem Tennell Atkins (Chair), Rick Callahan (Vice Chair), Jerry R. Allen, Scott Griggs, Lee Kleinman and Adam Medrano

SUBJECT **Authorize a lease agreement with a purchase option with Scarborough Forest Park IV, LP for land to be used for parking at Dallas Love Field**

On October 13, 2014, the Wright Amendment expired, Virgin America began operations and Southwest Airlines began new routes at Dallas Love Field Airport. Post October 13, 2014, SWA has added 49 new flights and will add an additional 14 flights on August 9, 2015. Virgin America has added 5 flights for a total of 18 flights per day. The projected enplanement numbers for 2014 were 4.2 million. By February 2015, the enplanement projections were revised to 6.8 million. As a result of the increase in the number of flights and the revised enplanements, the airport has experienced a parking shortage. In an effort to provide additional customer parking, in September 2014, the Department of Aviation terminated the Sewell lease of the parking garage on Lemmon Avenue. This along with the Dalfort surface lot, netted approximately 900 parking spaces and allowed for the relocation of all airport employee parking.

During the 2014 Thanksgiving holiday, all parking facilities were at capacity, which included garage A and B, valet parking, and privately owned lots serving Dallas Love Field. The parking demands during that peak period was not fully accommodated.

The request for authorization to enter into a lease-purchase agreement for approximately 14.4 acres will allow Dallas Love Field to provide approximately 1,600 additional remote and valet parking spaces. The Airport currently has no land that can be developed into parking to meet the demands at peak periods. The Aviation Department has actively searched for property to accommodate off-site parking, searching all available properties within a 3-mile radius of the Airport. The search resulted in very few properties that met all of the requirements (i.e. distance, drive-time, accessibility, and land area/size) needed for remote parking. The 14.4 acre tract sits just 1.25 miles from the Airport and will alleviate the parking challenges for customers during peak periods of travel. This lot will be properly striped, lighted, secured and fenced and the airport will operate a shuttle service for customers to and from the lot. It is anticipated this lot will become the permanent home for employee parking as the new parking garage is completed and the current employee parking facilities are developed for aviation and commercial use.



Ryan S. Evans

First Assistant City Manager

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Rick Galceran, Director, Public Works
Sana Syed, Public Information Officer
Mark Duebner, Director, Aviation
Elsa Cantu, Assistant to the City Manager – Mayor and Council