

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

**WHEREAS**, the City Council authorized Ordinance No. 21492, on December 9, 1992, as amended, which authorized the establishment of Tax Increment Financing Reinvestment Zone Number Four ("Cedars TIF District") in accordance with V.T.C.A. Tax Code, Chapter 311 ("Act"), as amended; and

**WHEREAS**, the City Council authorized the adoption of Ordinance No. 23092, on April 9, 1997, as amended, approving the Project Plan and Reinvestment Zone Financing Plan for the Cedars TIF District ("Cedars TIF District Plan"); and

**WHEREAS**, on May 18, 2011, the Cedars TIF District Board of Directors reviewed the proposed Infrastructure Improvements at 1401 Browder Street (to be renamed 1400 Belleview Street) in the Cedars TIF District and recommended City Council consideration of a development agreement with 1400 Belleview GP, LLC., and for authority to dedicate TIF funding for TIF-eligible public improvements related to the development of the 1400 Belleview project, in an amount not to exceed \$1,657,916; and

**WHEREAS**, on June 6, 2011, the Economic Development Committee was briefed on the proposed Cedars TIF District Plan Amendments and request for TIF funding for 1400 Belleview GP, LLC., for TIF-eligible public improvements related with the development of the 1400 Belleview project, in an amount not to exceed \$1,657,916; and

**WHEREAS**, in furtherance of the Cedars TIF District Project Plan and Reinvestment Zone Financing Plan and to promote within the Cedars 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 the 1400 Belleview GP, LLC., for the development of 1401 Browder Street (to be renamed 1400 Belleview Street) in the Cedars Area TIF District as depicted in the Conceptual Site Plan, Conceptual Elevation Plans, and Conceptual Streetscaping Plans attached hereto as **Exhibits A, B, and C**, respectively.

**WHEREAS**, the expenditure of TIF funds supporting this development is consistent with promoting development and redevelopment of the Cedars 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 Cedars 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 1400 Belleview GP, LLC., and the City of Dallas, on behalf of the Cedars TIF District, thereby confirming the Cedars TIF District Board of Directors' dedication of future tax revenues in an amount not to exceed \$1,657,916 to provide funding for TIF-eligible public improvements costs as shown in the TIF Funded Project Budget attached hereto as **Exhibit D**.

This project includes infrastructure improvements as part of the implementation of the Cedars TIF District Project Plan and Reinvestment Zone Financing Plan.

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

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

Fund - Fund 0033, Department ECO, Unit P670, Object 4599, Activity TCED, Program No. CEDTIF0006, CT ECOP670H130, Vendor No. VS0000064151, in an amount not to exceed \$1,657,916.

**Section 4.** That the Owner shall design, fund and/or construct public improvements to support the development of 1401 Browder Street (to be renamed 1400 Belleview Street) and in the Cedars TIF District. Up to \$1,657,916 of the TIF-eligible project costs for 1401 Browder Street (to be renamed 1400 Belleview Street), may be paid from the Cedars TIF District Funds in accordance with the terms of the development agreement described herein, but only to the extent such Cedars TIF District funds are available for such purpose.

**Section 5.** That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Cedars TIF District Fund and/or Tax Increment Bonds. Any costs incurred by 1400 Belleview GP, LLC., under the development agreement that remain unpaid upon termination of the Cedars TIF District, due to lack or unavailability of Cedars TIF District Funds, shall no longer be considered project costs of the Cedars TIF District or the City and the obligation of the Cedars TIF District to pay the Owner shall automatically expire.

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

- A. 1400 Belleview GP, LLC., shall invest and document a minimum of \$17.00 million in private improvements in the 1400 Belleview project, including land acquisition costs (\$.50 million) and building construction and soft costs (a minimum of \$16.50 million). Expenditures will be verified as eligible through an audit process by City of Dallas staff to insure these minimum requirements are met.
- B. 1400 Belleview GP, LLC., shall develop a mixed-used project containing a minimum of 150 residential units and 5,000 square feet of retail space.
- C. 1400 Belleview GP, LLC., shall construct project improvements that conform in design and materials to elevations, site and landscape plans approved by Cedars TIF District Board of Directors, Office of Economic Development (OED) staff and City Council attached hereto as **Exhibits A, B, and C.**
- D. 1400 Belleview GP, LLC., shall ensure that the project's design include all needed easements and land dedications needed to match the City's approved alignment for the construction of the Belleview Street Extension project attached hereto as **Exhibit E.**
- E. 1400 Belleview GP, LLC., shall execute a construction contract requiring the construction contractor to obtain a construction permit for Project improvements or commence funding of Project improvements by October 1, 2012.
- F. 1400 Belleview GP, LLC., shall execute a construction contract requiring the construction contractor to complete construction and obtain a certificate of acceptance issued by the City's Department of Public Works and Transportation for public infrastructure improvements associated with the Project by December 31, 2014.
- G. 1400 Belleview GP, LLC., shall execute an operating and maintenance agreement for all non-standard public improvements installed as a part of the Project by December 31, 2014.

**Section 6. (Continued)**

- H. 1400 Belleview GP, LLC., shall comply with the Business Inclusion and Development ("BID") goal of twenty-five percent (25%) for TIF reimbursable improvements and 5% of private expenditures. 1400 Belleview GP, LLC. shall make a good faith effort to achieve a goal of certified Minority/Women-owned Business Enterprise (M/WBE) participation and meet all reporting requirements for each.
- I. 1400 Belleview GP, LLC., shall market the residential units pursuant to an affirmative fair housing marketing plan approved by the City.
- J. 1400 Belleview GP, LLC., shall submit quarterly (once in every three months, starting from the construction start date) project status reports to the OED Staff.

**Section 7.** That prior to the completion of the private improvements and/or milestone dates listed in Section 6 above, 1400 Belleview GP, LLC., may request the payment of invoices pertaining to the design, construction and construction management of the public improvements only if the following conditions are satisfied:

- A. 1400 Belleview GP, LLC., provides either a personal guarantee from each of its principals, a line of credit, or a first lien on the property to cover the entire amount of TIF expenditures until all private and public improvements have been completed and accepted by the City.
- B. 1400 Belleview GP, LLC., submits a letter requesting payment along with the invoice for payment to the City of Dallas within 15 business days of receiving such invoice.
- C. The availability of monies on deposit in the Cedars TIF district's Tax Increment Fund.

Should 1400 Belleview GP, LLC., not perform one or more of the contingencies listed in Section 6 above, the City Manager is authorized to terminate the development agreement and disallow the total TIF subsidies up to an amount not to exceed \$1,657,916. 1400 Belleview GP, LLC., shall return all TIF funds (even if they have been expended) to the City within 15 business days if the private and public improvements completed by the milestone dates and the other terms of the contract are not satisfied.

Should 1400 Belleview GP, LLC., not request TIF funds in advance of completing the private improvements, payment of TIF funds shall be made in accordance with the Cedars TIF District Proportional Increment Allocation policy dated May 7, 2007.

June 22, 2011

**Section 8.** That the Director of the Office of Economic Development, subject to approval from the Cedars TIF District Board of Directors, may extend the project deadline up to 6 months and authorize adjustments to the contingencies listed above should reasonable adjustments be needed and supported by additional consideration.

**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.

Distribution: Office of Economic Development, Tenna Kirk, 5CS  
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City Attorney's Office – Sarah Hasib

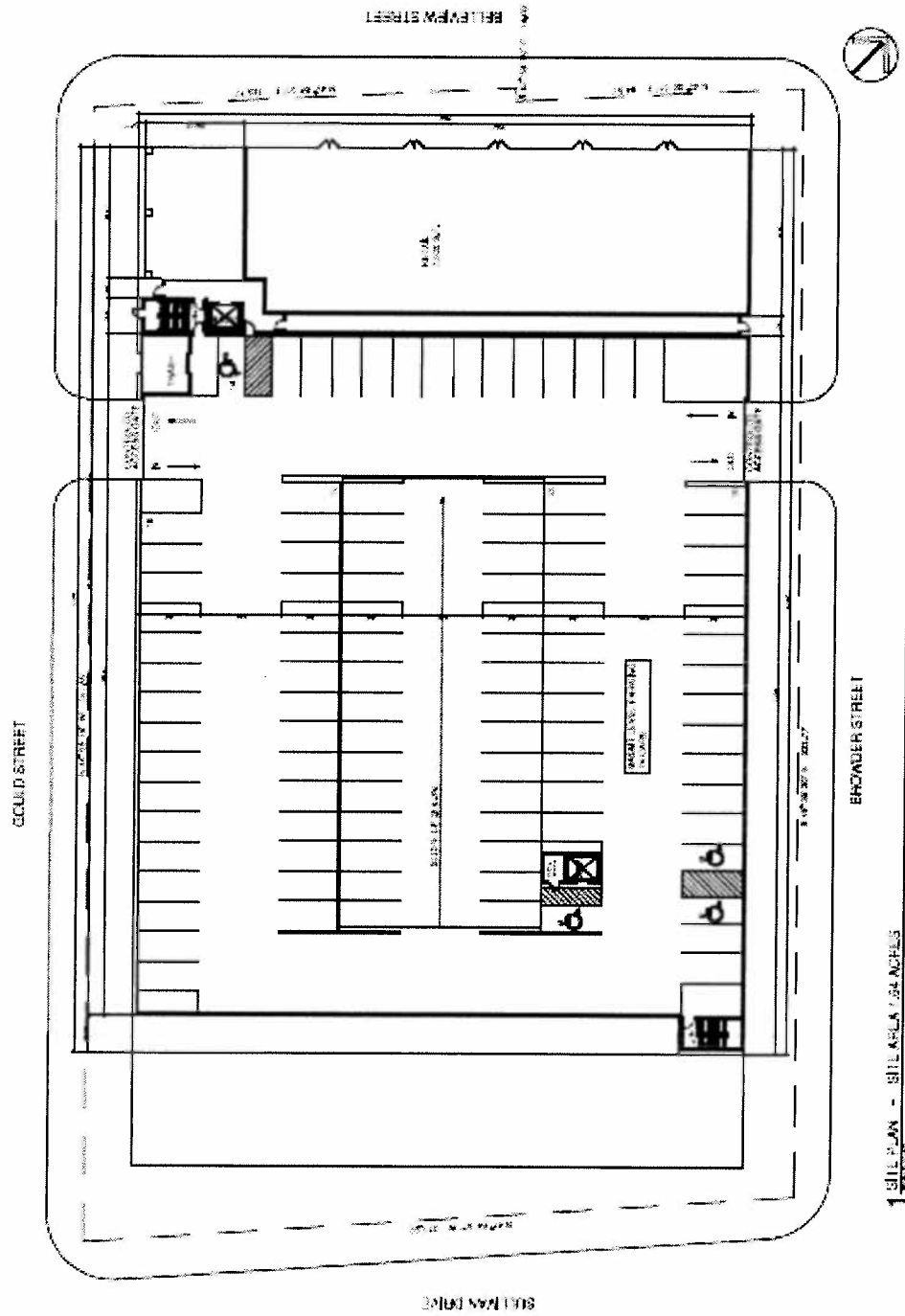
APPROVED BY  
CITY COUNCIL

JUN 22 2011

  
City Secretary

Exhibit A

CONCEPTUAL SITE PLAN



CONCEPTUAL EVELATION PLANS

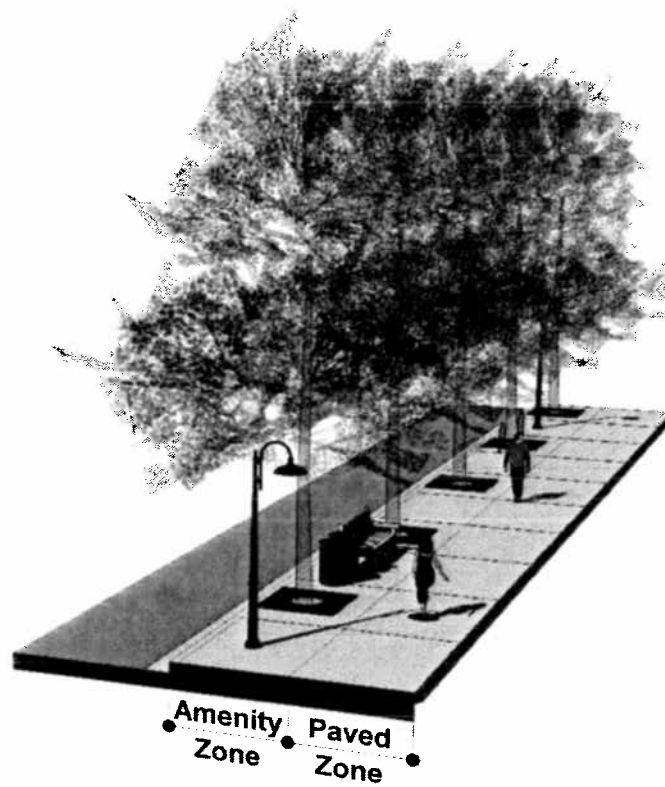


Bellevue Street Elevation



Browder Street Elevation

CONCEPTUAL STREETSCAPE PLAN



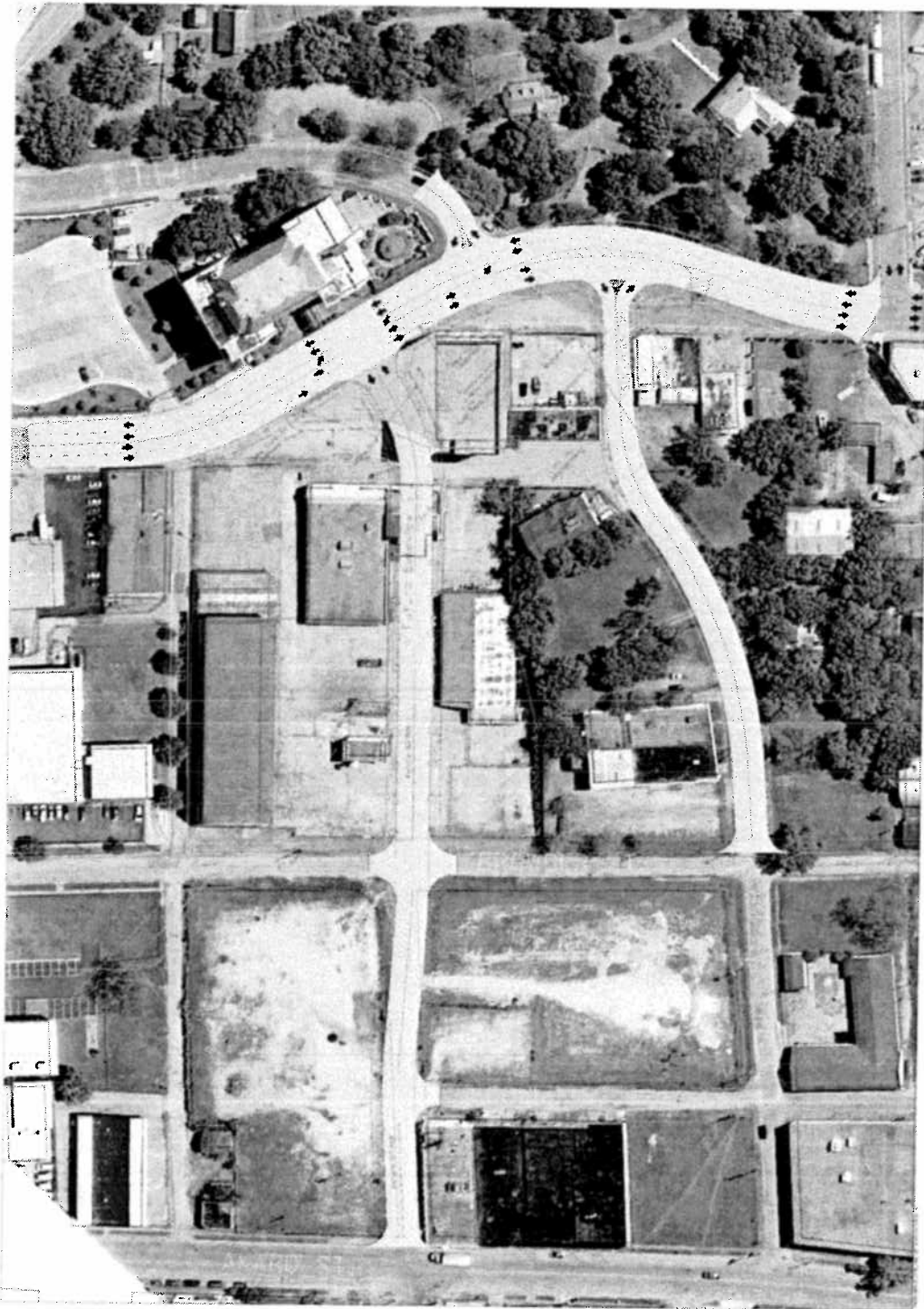


**1400 BELLEVIEW PROJECT BUDGET**

TIF funding consists of approximately \$1,657,916\* in infrastructure improvement costs. The TIF financial contribution to the Project could be less if the actual cost of eligible TIF costs related to the Project are less.

<b>TIF Budget Line Item</b>	<b>Proposed Project Costs</b>
Infrastructure Improvements - Street Construction/ Streetscape/ Water - Wastewater/ Drainage Improvements/Pedestrian Improvements and Lighting/East-West Corridor Construction/ <u>Public</u> <u>Open Spaces/ Economic Development Grants</u>	\$1,657,916*
<b>Totals</b>	<b>\$1,657,916*</b>
*TIF funding shall be subject to approval of a Cedars TIF District Plan Amendment increasing the term of the District and the participation rates for certain taxing jurisdictions.	

## Exhibit E

**PROPOSED BELLEVIEW STREET EXTENSION ALIGNMENT**

(Picture is only representative of proposed alignment. See official map for specific details.)