

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

WHEREAS, on June 8, 2005, the City Council pursuant to Ordinance No. 26020, as amended, authorized the establishment of Tax Increment Financing Reinvestment Zone Number Eleven (Downtown Connection TIF District), in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act") to promote development and redevelopment in the Downtown Connection area through the use of tax increment financing; and

WHEREAS, Ordinance No. 26020, as amended, established a board of directors (the "Board") for the Downtown Connection TIF District in accordance with the Act which allowed other taxing entities to have representation on the Board regardless of financial participation; and

WHEREAS, on June 8, 2005, the City Council authorized the adoption of By-Laws for Tax Increment Financing Zone Number Eleven (Downtown Connection TIF District) by Resolution No. 05-1779, as amended; and

WHEREAS, the Act was amended in the 2011 State legislative session and included a modification to the composition of boards of directors to allow in addition to the City, only those taxing units that have approved the payment of all or part of the tax increment produced by the unit into the tax increment fund the ability to appoint a member to the Board; and

WHEREAS, the City is creating a city-wide design peer review process for development projects and in lieu of individual TIF board design review committees, all TIF projects would go through a peer review process with the goal to provide objective, consistent design review across all of the City's TIF Districts; and

WHEREAS, on January 5, 2012, the Downtown Connection TIF District Board of Directors recommended the modifications to the By-Laws; and

WHEREAS, this amendment to the By-Laws will provide for a city-wide design peer review process.

NOW THEREFORE,

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

Section 1. That the By-Laws for Tax Increment Financing Zone Eleven (Downtown Connection TIF District) are hereby amended to modify: (1) the project design review process; and (2) related matters hereto; the amended By-Laws are attached hereto as **Exhibit A.**

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 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.

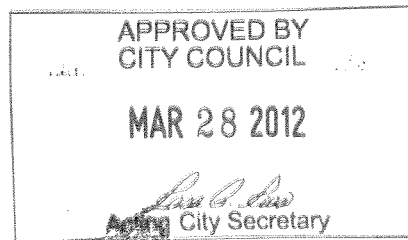


Exhibit A**By-Laws of
Downtown Connection TIF District
City of Dallas, Texas****ARTICLE I
Powers and Purposes**

Section 1. Financing Development or Redevelopment in the District. In order to implement the purposes for which Reinvestment Zone Number Eleven, City of Dallas, Texas (Downtown Connection TIF, the "District") was formed, as set forth in the Ordinance creating the District, the City of Dallas, Texas (the "City") may issue obligations to finance all or part of the cost of implementing the Project Plan and Reinvestment Zone Financing Plan (the "Project Plan") for the District as defined in the Texas Tax Increment Financing Act of the Texas Tax Code, Chapter 311, Vernon's Texas Codes Annotated, (the "Act").

Section 2. Books and Records; Approval of Programs and Financial Statements. The Board of Directors shall keep correct and complete books and records of account and shall also keep minutes of its proceedings and the proceedings of committees having any of the authority of the Board of Directors. All books and records of the District may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time; and at all times the City Council and the City Auditor will have access to the books and records of the District. The City Council must approve all programs and expenditures for the District and annually review any financial statements of the District.

**ARTICLE II
Board of Directors**

Section 1. Powers, Number and Term of Office. The property and affairs of the District shall be managed and controlled by the City Council based on the recommendations of the Board of Directors of the District (the "Board"), subject to the restrictions imposed by law, the Ordinance creating the District, and these Bylaws. It is the intention of City Council that the Board shall function only in an advisory or study capacity with respect to the District and shall exercise only those powers, advisory in nature, which are either granted to the Board pursuant to the Act or delegated to the Board by the City Council.

The Board shall consist of nine (9) Directors: Six (6) of whom shall be appointed by the City Council of the City; one (1) of whom shall be the state senator in whose district the District is located or his or her designee; one (1) of whom shall be the state representative in whose district the District is located or his or her designee; and one (1)

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of whom shall be appointed by the governing body of Dallas County (County). If a taxing unit (other than the City) waives its right to appoint a member to the Board, such waiver must be evidenced by written notice to the City. If the District is located in more than one senate or house district, only the senator or representative in whose district a larger portion of the District is located than any other senate or house district, may serve or designate someone to serve, on the Board.

The directors shall serve two (2) year terms beginning October 1, for directors appointed by the City, and beginning on the date designated in the order or resolution appointing a director by the taxing jurisdiction other than the City (Dallas County), or until their successor is appointed by the governing body of the taxing jurisdiction that appointed the director. The other Directors appointed by the Office of the State Senator and State Representative shall serve until their successors are appointed by the respective offices. A minimum of five (5) directors must be appointed for the Board of Directors to be considered a functioning body. The Chair of the Board shall always be appointed by the Mayor of the City, subject to the consent and approval of the City Council.

Any Director appointed by the City Council may be removed from office by the City Council for cause deemed by the City Council as sufficient for their removal in the interest of the public, but only after a public hearing before the City Council on charges publicly made, if demanded by such Board member within 10 days.

In the event of a vacancy caused by the resignation, death, or removal for any reason, of a Director, the governing body of the respective taxing unit (i.e. City, County) or State Office (i.e. State Senator or State Representative) which made such Board appointment shall be responsible for filling the vacancy.

Section 2. Meetings of Directors. The Directors may hold their meetings within a public building in the City as the Board of Directors may from time to time determine.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. All meetings of the Board shall be of a public nature unless pertaining to matters which may be discussed in a closed session in accordance with the Texas Open Meetings Act ("TOMA"). Notice of all regular and special meetings of the Board and any committees thereof shall be posted in accordance with TOMA.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by a majority of the Directors then in office or upon advice or request by the City Council.

The Secretary shall give notice to each Director of each Special Meeting in person, or by mail, telephone or facsimile, at least two (2) hours before the meeting. Notice of all Special Meetings shall state the purpose and subject of the meetings, which shall be the only business conducted.

Section 5. Quorum. A majority of the Directors currently appointed to the Board of Directors shall constitute a quorum for the consideration of matters pertaining to the purposes of the District. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless

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the act of a greater number is required by law. The quorum requirement shall also apply to any committees created by the Board of Directors.

Section 6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the District shall be considered in such order as from time to time the Board of Directors may determine.

The Chairman shall preside at all meetings of the Board of Directors and in the absence of the chairman, the Vice Chairman shall exercise the power of the Chairman.

A set of minutes shall be submitted to the City Secretary of the City upon approval of the meeting minutes by a majority of the Downtown Connection TIF Board of Directors.

Section 7. Standing Committee(s) and Ad Hoc Committee(s). The Downtown Connection TIF Board of Directors may appoint Standing and Ad Hoc Committees as needed to carry out the mission and intent of the Downtown Connection TIF District. Standing Committees and Ad Hoc Committees so designated shall serve in an advisory capacity to the Downtown Connection TIF Board of Directors, conduct all meetings in accordance with TOMA, keep regular minutes of the transactions of meetings, cause such minutes to be recorded in books kept for that purpose, and report the same to the Downtown Connection TIF Board of Directors.

Section 8. Re-Establishment of a Design Review Committee. In the event that an independent design review panel of design, engineering, and/or planning professionals designated by the City Manager, as described in Article IV of these By-Laws, is unable to provide design review of projects in the District, the Downtown Connection TIF Board shall have the ability to re-establish a Design Review Committee as a Standing Committee of the Downtown Connection Tax Increment Financing District with members reappointed each year in the first meeting held after October 1. After a committee member serves one (1) year, the member can be reappointed for additional terms. In the event of a vacancy caused by the resignation, death, or removal for any reason, of a committee member, the Downtown Connection TIF Board of Directors shall be responsible for filling the vacancy.

The Design Review Committee, if re-established, shall be composed of nine (9) members. Two (2) members shall be selected by the Downtown Connection TIF Board of Directors from the membership of the Downtown Connection TIF Board of Directors. A City representative from the following three functional areas: planning, engineering/transportation, and economic development shall be selected by the Director of each department. A representative from the Downtown Public Improvement District, DART, one urban architectural professional and one urban landscape design professional shall be selected to serve on the Downtown Connection TIF Design Review Committee by the Director of Economic Development. In the event that one or more other public improvement districts ("PIDs") are created within the boundaries of the District, the Director of Economic Development shall select one representative from each PID to serve on the DRC and the DRC's membership shall be increased accordingly. If re-established, the purpose of the Design Board of Directors shall be to review development plans of pending projects in the Downtown Connection TIF District and make recommendations that enable a project to comply with adopted City of Dallas TIF Design Guidelines.

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Section 9. Compensation of Directors. Directors as such shall not receive any salary or compensation for their services.

Section 10. Attendance. Unless provided otherwise by these Bylaws, the Act or City Ordinance creating the District, this Board shall be subject to the provisions regulating attendance requirements for City Boards pursuant to Chapter 8 of the Dallas City Code, Sections 8-20, 8-20.1 and 8-21; provided, that. If noncompliance by a Board member with such requirements results in forfeiture of the Board member's position, the position shall be filled for the remainder of the term by appointment of the governing body which made the original appointment.

ARTICLE III Officers

Section 1. Titles and Term of Office. The officers of the District shall consist of a Chairman, Vice Chairman, Secretary, and such other officers as the Board of Directors may from time to time elect as considers appropriate. The Mayor shall, on an annual basis, appoint the Chairman for a term on one (1) year that begins on January 1 of the following year, subject to the consent and approval of the City Council. The staff liaison of the Board of Directors shall serve as the Secretary of the Board of Directors. The Board of Directors may elect a Vice Chairman to preside in the absence of the Chairman or when there is a vacancy in the office of the Chairman. Officers, other than the Chairman and Secretary, shall serve two (2) year terms until a successor is appointed.

All officers, other than the Chairman and Secretary, shall be subject to removal from office, with or without cause, at any time by a vote of a majority of the entire Board of Directors.

A vacancy in the office of any officer, other than the Chairman and Secretary, shall be filled by a vote of a majority of the Directors. Absence from three (3) consecutive meetings or four (4) meetings in a six (6) month period shall constitute adequate reason for removal from office without action from the Board of Directors.

Section 2. Powers and Duties of the Chairman. The Chairman shall be the chief executive officer of the Board of Directors. Such appointment shall be made by the Mayor, subject to the approval of the City Council. The Chairman shall be in general charge of the properties and affairs of the District and shall preside at all meetings of the Board of Directors.

Section 3. Vice Chairman. The Vice Chairman shall be a member of the Board of Directors, shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the Chairman during that officer's absence or inability to act. Any action taken by the Vice Chairman in the performance of the duties of the Chairman shall be conclusive evidence of the absence or inability to act of the Chairman at the time such action was taken.

Section 4. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for the purpose, have charge of such books,

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records, documents and instruments as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection, and shall in general perform all duties incident to the office of Secretary subject to the control of the City Council and the Board of Directors.

Section 5. Compensation. Officers as such shall not receive any salary or compensation for their services.

Section 6. Staff. Staff functions for the Board of Directors may be performed by the City as directed by the City Council, and the City shall be reimbursed for the costs for such services performed in connection with the District in an amount that reimburses the City for staff time expended on administration of the District and its projects.

ARTICLE IV

Design Review of Projects in the District

Section 1. Design Review. Beginning in February 2012 or thereafter, upon approval of amended By-Laws by the City Council, an independent group of design, engineering, and/or planning professionals selected by the City Manager shall provide design review of projects in the District for which the Board of Directors is considering recommending or has already recommended TIF funding in lieu of a separate Downtown Connection TIF Design Review Committee. The design review professionals will review development plans of pending projects in the Downtown Connection TIF District and make recommendations that enable a project to comply with adopted Design Guidelines and Standards or commonly accepted urban design principles that support the goals of the Downtown Connection TIF District. When District projects are reviewed one (1) member of the Board shall serve on this peer review committee in an ex-officio capacity during the review of the District's project. In the event that the City-Manager-selected design professionals are unable to provide design review, the Downtown Connection TIF Board shall have the ability to re-establish a Design Review Committee as a Standing Committee of the Downtown Connection Tax Increment Financing District in accordance with the provisions of Article II of these By-Laws.

Article V

Provisions Regarding By-Laws

Section 1. Effective Date. These Bylaws shall become effective only upon the occurrence of the following events:

- (1) The adoption of these Bylaws by the Board of Directors, and
- (2) The approval of these Bylaws by the City Council.

Section 2. Amendments to Bylaws. These Bylaws may be amended by majority vote of the Board of Directors, provided that the Board of Directors files with the City Council a written application requesting that the City Council approve such amendment

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to the Bylaws, specifying in such application the amendment or amendments proposed to be made. If the City Council by appropriate resolution finds and determines that it is advisable that the proposed amendment be made, authorizes the same to be made and approves the form of the proposed amendment, the Board of Directors shall proceed to amend the Bylaws.

The Bylaws may also be amended at any time by the City Council at its sole discretion by adopting an amendment to the Bylaws by resolution of the City Council and delivering the Bylaws to the Secretary of the Board of Directors.

Section 3. Interpretation of Bylaws. These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE VI General Provisions

Section 1. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled hereto at his post office address, as it appears on the books of the District, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Resignations. Any Director or Officer may resign at any time. Such resignation shall be made in writing to the Secretary of the board and the City Secretary and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the City Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 3. Approval or Delegation of Power by the City Council. To the extent that these Bylaws refer to any approval by the City, such approval or delegation shall be evidenced by a certified copy of an ordinance, or resolution (if permissible), duly adopted by the City Council.