

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

WHEREAS, on October 28, 1998, the City Council authorized the establishment of Tax Increment Financing Reinvestment Zone Number Seven, City of Dallas, Texas ("Sports Arena 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 through the use of tax increment financing by Ordinance No. 23688; as amended; and

WHEREAS, on August 25, 1999, the City Council authorized the Sports Arena Tax Increment Financing District Project Plan and Reinvestment Zone Financing Plan by Ordinance No. 24002; as amended; and

WHEREAS, on May 23, 2012, the City Council conducted a public hearing and received comments on amendments to the Sports Arena TIF District Project and Reinvestment Zone Financing Plans and authorized an ordinance amending Ordinance No. 23688, previously approved on October 28, 1998, and Ordinance No. 24002, previously approved on August 25, 1999, to (1) add two new sub-districts within the Sports Arena TIF District: (a) Riverfront Gateway Sub-district and (b) West Dallas Sub-district; (2) increase the geographical area of the Sports Arena TIF District to add approximately: (a) 4.5 acres to the Victory Sub-district (generally the original Sports Arena TIF District boundary); (b) 33 acres in the Riverfront Gateway Sub-district; and (c) 89.2 acres in the West Dallas Sub-district; (3) extend the termination date of the Sports Arena TIF District for a 10 year period from the City Council established termination date of December 31, 2018, to December 31, 2028, for the Victory Sub-district and establish a termination date for the Riverfront Gateway and West Dallas Sub-districts of December 31, 2042; (4) decrease the percentage of tax increment contributed by the City of Dallas during the extended term of the TIF District and establish other taxing jurisdictions participation percentages; (5) increase the Sports Arena TIF District budget from \$25,498,568 NPV (approximately \$46,961,785 total dollars) to \$94,409,005 NPV (approximately \$273,599,175 total dollars), an increase of \$68,910,437 NPV (approximately \$226,637,390 total dollars); (6) create an Economic Development TIF Grant Program within the District and adopt program guidelines; (7) make corresponding modifications to the Sports Arena TIF District map, budget and Project and Reinvestment Zone Financing Plans by Ordinance No. 28672; and

WHEREAS, on May 24, 2012, the Sports Arena TIF District Board of Directors reviewed and recommended approval of a TIF Grant for Victory Park UST Joint Venture I, LP, to reimburse costs associated with district wide technical studies in an amount not to exceed \$400,000; and

WHEREAS, on June 4, 2012, the Economic Development Committee was briefed and recommended approval of a TIF Grant for costs associated with district wide technical studies in an amount not to exceed \$400,000; and

WHEREAS, in furtherance of the Sports Arena TIF District Project Plan and Reinvestment Zone Financing Plan and to promote within the Sports Arena 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 Victory Park UST Joint Venture I, LP, for costs associated with district wide technical studies in the Victory Sub-district of the Sports Arena TIF District; and

WHEREAS, the expenditure of TIF funds supporting this project is consistent with promoting development and redevelopment of the Sports Arena 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, as amended, and is for the purpose of making public improvements consistent with and described in the Project and Financing Plan, as amended, for the Sports Arena 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 Victory Park UST Joint Venture I, LP, and the City of Dallas, on behalf of the Sports Arena TIF District for the costs associated with district wide technical studies of the Victory Sub-district. The study area is attached as **Exhibit A**.

Section 2. That the Sports Arena TIF District Board of Directors is authorized to dedicate Sports Arena TIF District revenues in an amount not to exceed \$400,000, in the form of a TIF Grant for costs associated with district wide technical studies in the Victory Sub-district of the Sports Arena TIF District.

Section 3. That Victory Park UST Joint Venture I, LP ("VP UST") shall be eligible to receive the TIF Grant in an amount not to exceed \$400,000, upon completion of the district wide technical studies detailed in Section 6 below.

Section 4. That the City Controller is hereby authorized to encumber and disburse funds from tax increments generated in the zone and subject to future appropriations from:

Fund 0038, Department ECO, Unit Q003, Object 3016, Activity SATI, CT ECOQ003I176, Vendor No. VS0000071920, in an amount not to exceed \$400,000;
For a total not to exceed \$400,000.

Section 5. That nothing in the resolution shall be construed to require the City to approve future dedications of Sports Arena TIF revenues (the "TIF Subsidy") from any source of the City funds other than the Sports Arena TIF District Fund. Any portion of the TIF Subsidy that remains unpaid due to lack or unavailability of Sports Arena TIF District Funds shall no longer be considered project costs of the Sports Arena TIF District or the City and the obligation of the Sports Arena TIF District to pay Victory Park UST Joint Venture I, LP, 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. VP UST shall commence solicitation and selection process for vendors to complete the various studies by August 31, 2012; and
- B. The City of Dallas, Office of Economic Development Director (the "Director"), or his designee shall participate in the solicitation and selection process; and
- C. VP UST shall complete the studies and submittal of final documents to the City by May 31, 2013; and
- D. City shall participate in meetings regarding, review, provide input and approve the following:
 - a. Vendors selected to perform the studies
 - b. Contractual language with selected vendor
 - c. Scope of services and required deliverables
 - d. Objectives for the studies
 - e. Schedule of work, including participation by key stakeholders and City in specific meetings

Section 6. (Continued)

- E. The studies shall address the following with the intent to guide public and private investment in the Victory Sub-district:
- a. *Parking.* Location and distribution plan for existing and proposed public parking that satisfy the Amended and Restated Parking Rights Agreement, for the benefit of City and the American Airlines Center, and the Easement and Parking Rights Agreement, for the benefit of the American Airlines Center, both of which are dated December 15, 1999, general public parking as well as private parking for the Sub-district.
 - b. *Circulation.* Vehicular, bicycle and pedestrian circulation throughout the Sub-district and adjacent neighborhoods, including a traffic analysis and management plan addressing existing flow of traffic during American Airlines Center event and non-event times, traffic flow patterns, extension of Victory Park Lane, south of High Market Street.
 - c. *Retail Analysis.* Retail mix, design and branding for the Sub-district that will provide the criteria for public retail incentives, guide the development of new retail space and recruitment efforts to occupy existing vacant retail space in the Sub-district.
 - d. *Urban Neighborhood Design.* Place making for private development in the Sub-district, integrating development efforts both north and south of the AAC.
- F. The studies shall deliver the following:
- a. Detailed analysis, recommendations and strategic actions that will shape future public investment and private development while strengthening the Sub-district as an urban neighborhood.
 - b. Phased and realistic Implementation Plan that addresses district wide parking, circulation, retail, urban design and public improvements within the District.
- G. VP UST shall comply with the Business Inclusion and Development ("BID") Plan and City's Fair Share goals applicable to the project and meet all reporting requirements.

June 27, 2012

Section 7. That should Victory Park UST Joint Venture I, LP, 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 \$400,000.

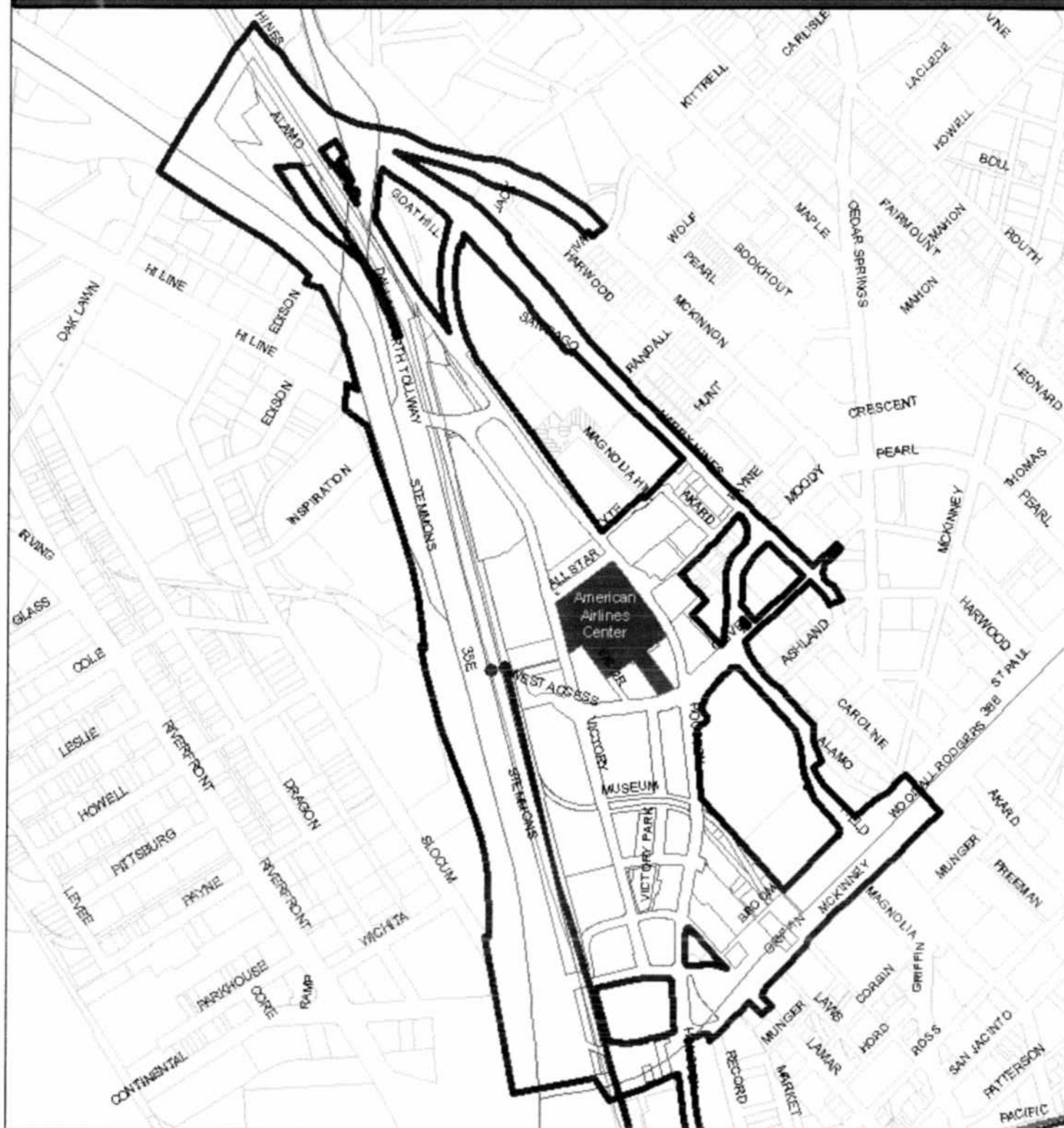
Section 8. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

APPROVED BY
CITY COUNCIL

JUN 27 2012


City Secretary

Sports Arena TIF District - Victory Sub-district Study Area

City of Dallas
Office of Economic Development

Are a Redevelopment Division
<http://www.Dallas-EcoDev.org>

Q1 2014 9 07/08/14

Legend

Study Area/Victory Sub-district

