

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

WHEREAS, the City Council authorized Ordinance No. 27435, on December 10, 2008, creating Tax Increment Reinvestment Zone Number Eighteen, City of Dallas, Texas (the "Maple/Mockingbird TIF District"), as amended, 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 Maple/Mockingbird area through the use of tax increment financing; and

WHEREAS, on September 23, 2009, City Council authorized the Final Project Plan and Reinvestment Zone Financing Plan for the Maple/Mockingbird TIF District by Ordinance No. 27690; and

WHEREAS, on March 25, 2013, the Maple/Mockingbird TIF Board of Directors reviewed the proposed Maple Station project by WP West Development Enterprises, L.L.C., and/or its affiliate Alta Maple Station, LP, in the Maple/Mockingbird TIF District, and recommended City Council consideration of development agreements with WP West Development Enterprises, L.L.C., and/or its affiliate Alta Maple Station, LP, and authority to dedicate future TIF revenues from the Maple/Mockingbird TIF District, in an amount not to exceed \$8,000,000 subject to several contingencies (**Exhibit A – location map**); and

WHEREAS, in furtherance of the Maple/Mockingbird TIF District Project Plan and Reinvestment Zone Financing Plan, the City desires to reimburse WP West Development Enterprises, L.L.C., and/or its affiliate Alta Maple Station, LP, (the "Owner") for the construction of TIF eligible public improvements in the Maple/Mockingbird TIF District located at 5522 Maple Avenue, in the Maple/Mockingbird TIF District as described in the conceptual site plan and Elevations attached hereto as **Exhibits B and Exhibit C**.

NOW, THEREFORE,

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

Section 1. That the findings, determinations and certifications contained in the recitals above are incorporated herein for all purposes.

Section 2. That the issuer expects to incur debt as one or more series of obligation for the purpose of paying the costs of the Project.

Section 2. (Continued)

The following is a general functional description of the Project for which the expenditures to be reimbursed or paid and a statement of the maximum principal amount of debt expected to be issued for such reimbursement purposes.

Project Description

Environmental, paving and street scape improvements to be located within Reinvestment Number Eighteen, Maple/Mockingbird TIF District, as shown in **Exhibit D - Public Improvements** attached hereto

Debt To Be Issued

Not to exceed \$8,000,000 as provided by the Project Plan and Reinvestment Zone Financing Plan and the Development Agreement

Section 3. That the total Maple/Mockingbird TIF District participation in the cost of environmental remediation, paving, construction management, and professional services; street, utility, streetscape, and other public improvements association with the Maple Station project shall not exceed an amount of \$8,000,000 all in accordance with the terms of said development agreement.

Section 4. That nothing in the resolution shall be construed to require the City to approve payment from any source of City funds other than the Maple/Mockingbird TIF District Fund and/or Tax Increment Bonds. Any funds expended under the development agreement that remain unpaid upon termination of the Maple/Mockingbird TIF District, due to lack or unavailability of Maple/Mockingbird TIF District Funds shall no longer be considered project costs of the Maple/Mockingbird TIF District or the City to pay the Owner shall automatically expire.

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.



APPROVED BY
CITY COUNCIL

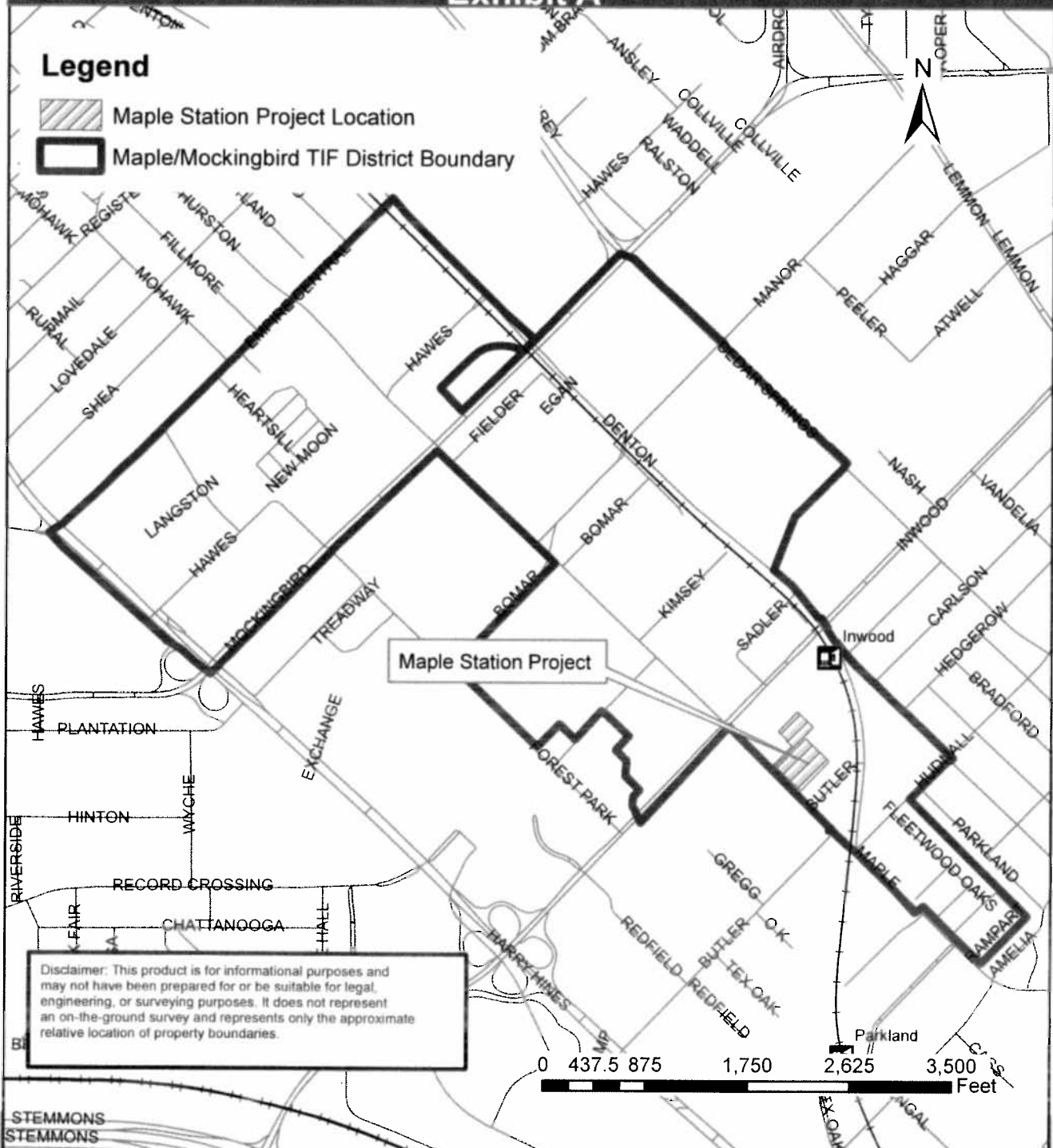
APR 10 2013


City Secretary

Maple Station Project Maple/Mockingbird TIF District Exhibit A

Legend

-  Maple Station Project Location
-  Maple/Mockingbird TIF District Boundary



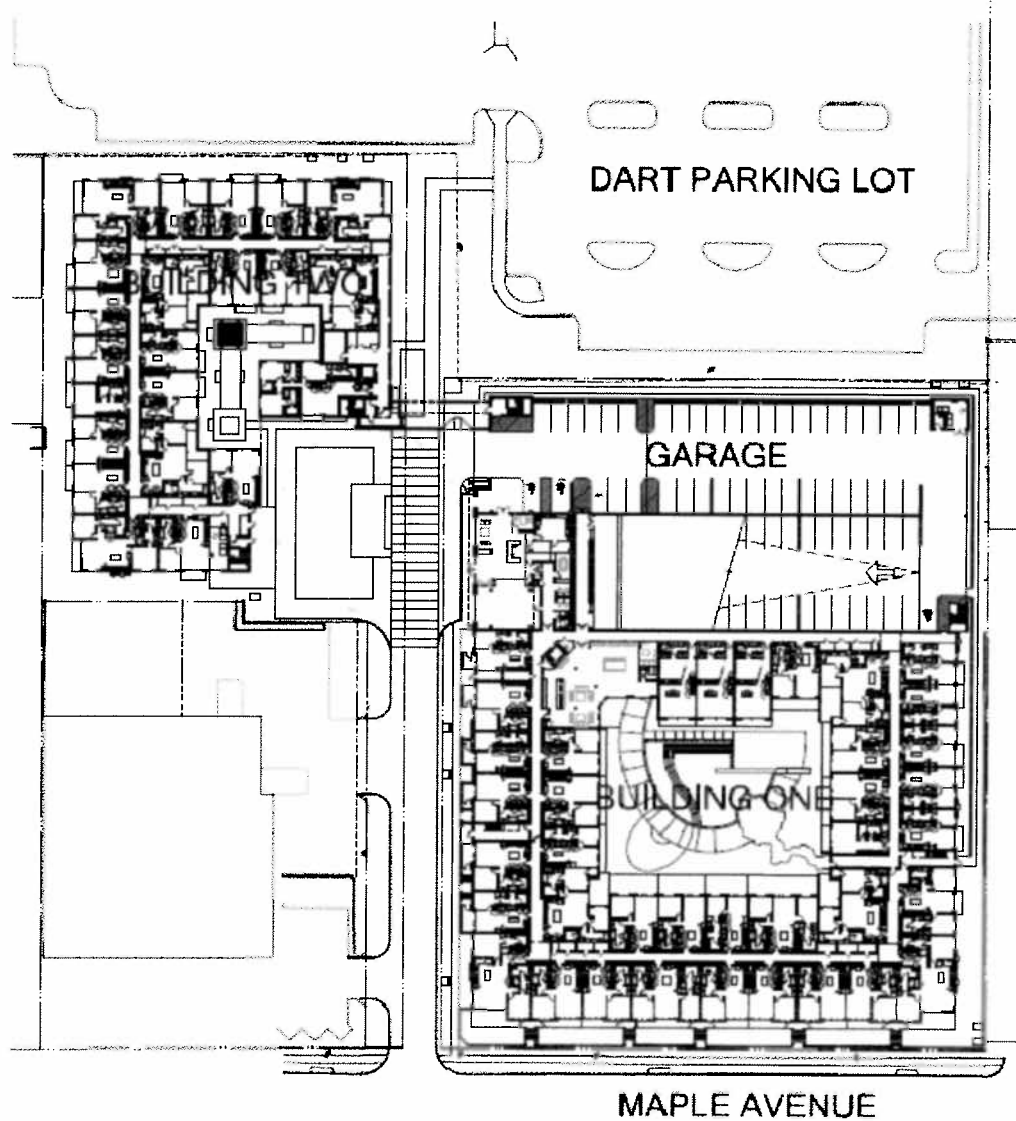
City of Dallas

Office of Economic Development

<http://www.Dallas-EcoDev.org>

Created 03/2013

EXHIBIT B
Conceptual Site Plan
Maple Station Project



Note: The above shown site plan is approved by Maple/Mockingbird TIF Board, OED staff and Dallas CityDesign Studio staff.

EXHIBIT C
Maple Station Project
Conceptual Elevations



Note: The above shown conceptual elevations are approved by the Maple/Mockingbird TIF Board, OED Staff and CityDesign Studio Staff. The final construction should substantially in conformance with the above designs. Changes like additional metal balconies, modifications in windows, metal railing along some parapet walls and exterior stairways as needed for safety are acceptable.

EXHIBIT D
Maple Station Project
Public Improvements
Cost Estimates

| Description | Amount |
|--|---------------------|
| Infrastructure and utility improvements | \$945,000 |
| Environmental remediation and demolition | \$315,000 |
| Affordable housing | \$4,400,000 |
| High Density Grant | \$2,340,000 |
| TIF Request | 8,000,000.00 |

Note: Maximum recommended TIF funding is \$8 million. This is an estimate of total public improvement costs. Costs may be moved between categories based on actual expenditure, as long as total TIF reimbursement does not exceed \$8 million. No interest shall accrue on any portion of the TIF subsidy.

EXHIBIT D1

Landscape Plan:

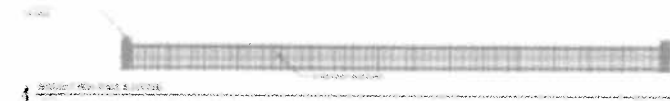
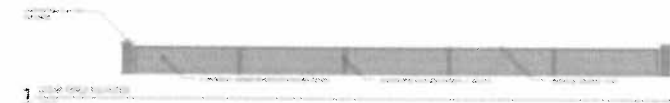
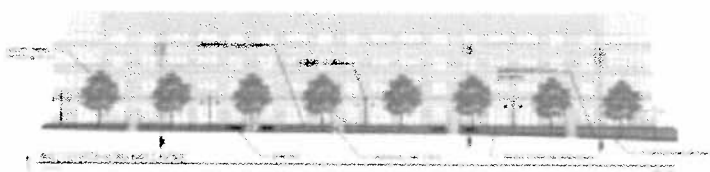
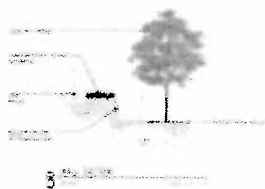
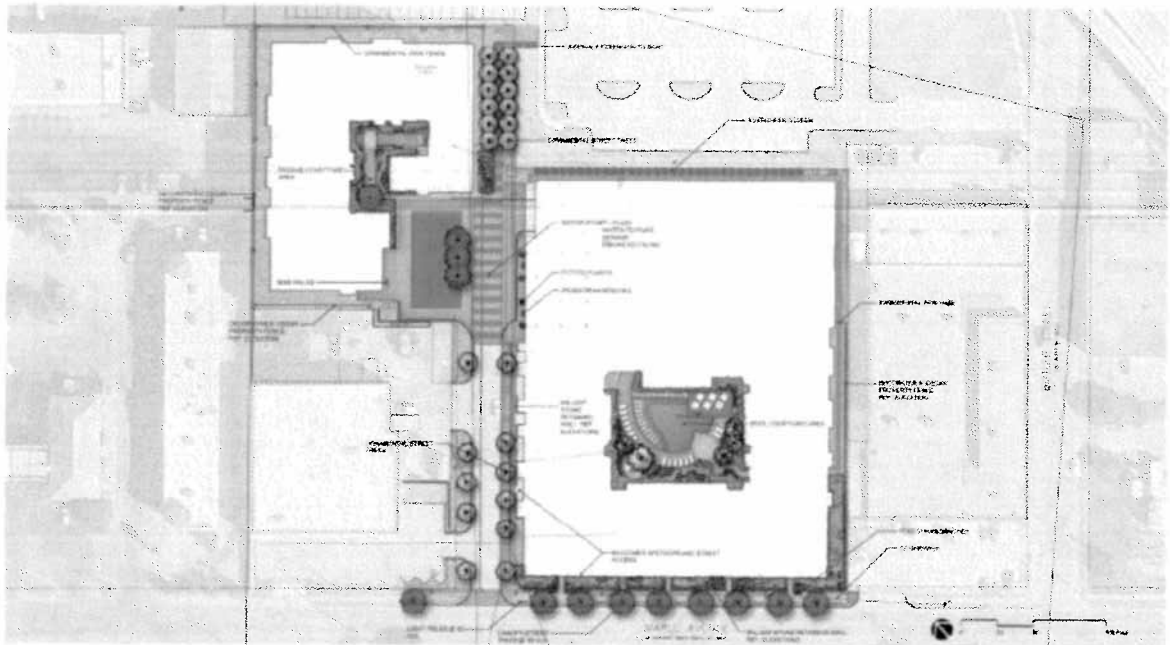


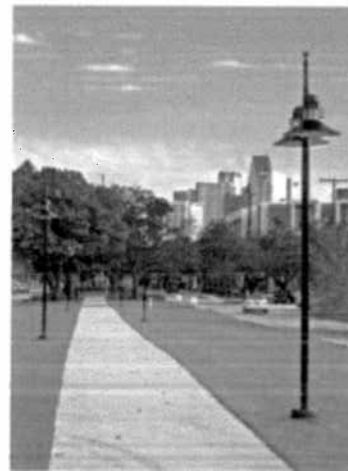
EXHIBIT D2

Public Improvement requirements:

1. 12' SIDEWALKS PROVIDED ALONG MAPLE AVENUE WITH INTEGRATED TREE WELLS. 4' SIDEWALK PROVIDED ALONG MEWS STREET (REDUCED BECAUSE OF DISTANCE BETWEEN BACK OF CURB AND R.O.W. AND CONFLICT WITH REQUIRED ELECTRIC TRANSFORMERS).
2. AN UNOBSTRUCTED (CLEAR) PEDESTRIAN WALKWAY OF 5.5' IS PROVIDED FOR THE 12' SIDEWALK ALONG MAPLE. EXISTING OVERHEAD COMMUNICATION LINES PROVIDE OBSTRUCTION.
3. PAVING WITHIN MEWS STREET AND AUTO COURT WILL BE ENHANCED VEHICULAR CONCRETE. ANY PAVERS USED WILL BE VEHICULAR RATED AND SET ON CONCRETE SUB SLAB.
4. AN UNOBSTRUCTED (CLEAR) PEDESTRIAN WALKWAY OF 4' IS PROVIDED FOR THE 4' SIDEWALK ALONG THE MEWS STREET
5. CANOPY TREES ARE PLANTED ALONG MAPLE PER ARTICLE X REQUIREMENTS OF 1 CANOPY TREE PER 50'.
6. CANOPY TREES ARE PLANTED ALONG THE MEWS STREET PER ARTICLE X REQUIREMENTS OF 1 CANOPY TREE PER 50' OR 2 NON CANOPY TREES PER 50'.
7. A MINIMUM OF 5 BENCHES WILL BE INSTALLED ALONG MAPLE AVENUE AND MEWS STREET. NO BENCH WILL BE LOCATED CLOSER THAN 5 FEET FROM BACK OF CURB.
8. A MINIMUM OF 3 LITTER RECEPTACLES WILL BE INSTALLED ALONG MAPLE AVENUE AND MEWS STREET.
9. A MINIMUM OF 4 BICYCLE RACKS, 8 SPACES WILL BE PROVIDED IN PROXIMITY TO AUTO COURT.
10. NYHAVEN TIF STANDARD PEDESTRIAN POLE WILL BE PLACED ON MAPLE AVENUE AND MEWS STREET. LIGHT POLES WILL BE BETWEEN 50' AND 100' ON CENTER.



LANDSCAPE FORMS – AUSTIN BENCH WITH DIVIDERS

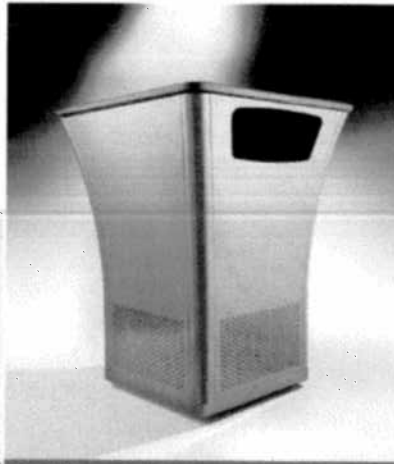


LOUIS POULSEN – TIF STANDARD NYHAVEN FIXTURE

EXHIBIT D3



Bicycle Racks



Trash Receptacle