

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

WHEREAS, by resolution approved on June 13, 2012, the City Council authorized the continuation of its participation in tax abatement and established the Public/Private Partnership Program Guidelines and Criteria governing tax abatement agreements to be entered into by the City as required by the Property Redevelopment and Tax Abatement Act, V.T.C.A. Tax Code, Chapter 312 (the "Act"); and

WHEREAS, the State of Texas established an Enterprise Zone Program in 1993 which was amended by Acts 2003 to designate Enterprise Zones by Census Tract Block Groups effective September 1, 2003; and

WHEREAS, pursuant to Section 312.2011 of the Property Redevelopment and Tax Abatement Act, the Act provides that the designation of an area as an enterprise zone under the Texas Enterprise Zone Act constitutes designation of an area as a reinvestment zone without further hearing or other procedural requirements; and

WHEREAS, the City desires to enter into a real property tax abatement agreement with TCDFW Development Inc. for added value to real property located within a State-designated Enterprise Zone.

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 real property tax abatement agreement with TCDFW Development Inc. for added value to the real property in accordance with the Act and the City's Public/Private Partnership Guidelines and Criteria.

Section 2. That at least seven (7) days prior to the execution of the tax abatement agreement, notice of the City's intention to enter into the tax abatement agreement shall be delivered to the governing bodies of each other taxing unit that includes in its boundaries the real property that is the subject of this agreement.

Section 3. That the approval and execution of the tax abatement agreement by the City is not conditional upon approval and execution of any other tax abatement agreement by any other taxing entity.

Section 4. That the real property which will be described in the tax abatement agreement, attached hereto as **Exhibit A (Metes and Bounds)** and depicted on the attached site map as **Exhibit B (Map - the "Property")**, is located within a State-designated Enterprise Zone.

Section 5. That the tax abatement agreement shall provide, among other provisions, the following:

- (a) The Property subject to tax abatement shall be located entirely within a State-designated Enterprise Zone.
- (b) None of the Property subject to tax abatement is owned or leased by a member of the City Council of the City of Dallas or by a member of the City Plan Commission.
- (c) That the development of the Property will conform to all requirements of the City's zoning ordinance, and that the use of the Property is consistent with the general purpose of encouraging development or redevelopment in the reinvestment zone during the period the tax abatement is in effect.
- (d) The City will provide TCDFW Development Inc. a 90 percent abatement of the added value to the real property for a period of ten years for real property located within a State-designated Enterprise Zone as provided in **Exhibit A (Metes and Bounds)**. The tax abatement will commence on or before January 1, 2017.
- (e) That approximately \$18,000,000 will be expended on construction, design, site work and other related hard and soft project costs to substantially completed by December 31, 2014. The Director of the Office of Economic Development may, at his sole discretion, extend the substantial completion date for a period up to six months for just cause.
- (f) That a proportionate percentage of the property tax revenue lost as a result of the tax abatement agreement will be recaptured by the City if improvements to real property are not made as provided by the tax abatement agreement.
- (g) A description of the kind, number, location and costs of all proposed improvements to the Property will be provided to the Office of Economic Development.
- (h) That access to the Property will be provided to allow for the inspection by City inspectors and officials to ensure that the improvements or repairs are made according to the specification and terms of the tax abatement agreement.
- (i) A requirement that the owner of the Property certify annually to the governing body of each taxing unit that the owner is in compliance with each applicable term of the agreement.

Section 5. (Continued)

- (j) That the Dallas City Council may terminate or modify the agreement if the property owner fails to comply with the agreement.
- (k) That the tax abatement agreement shall be personal to TCDFW Development Inc. and shall only be assignable upon written approval of the assignment by the City's Director of the Office of Economic Development.

Section 6. 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.

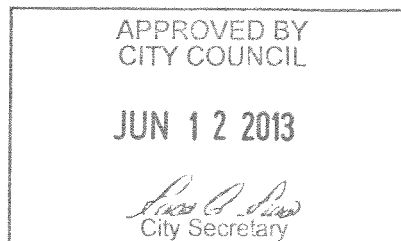


EXHIBIT A**TCDFW DEVELOPMENT INC. TRACT**

WHEREAS, Penn Brothers Realty and Penn Farm Ltd. are the owners of a 46.425 acre (2,022,279 square foot) tract of land situated in the Albertus Crutchfield Survey, Abstract Number 243 and the William Sprowls Survey, Abstract Number 1291, City of Dallas, Dallas County, Texas, Official City of Dallas Block Numbers 7558, 7619 and 7620, and being all of the remainder of a called 60.199 acre tract of land described as Exhibit "C" Penn Brothers Parcel in Partition Agreement to Penn Brothers Realty, as recorded in Volume 92249, Page 7749 of the Deed Records of Dallas County, Texas (D.R.D.C.T.), and being part of the remainder of a called 61.400 acre tract of land described in Special Warranty Deed to Penn Farm Ltd., as recorded in Instrument Number 20070456099 of the Official Public Records of Dallas County, Texas (O.P.R.D.C.T.), and being more particularly described as follows:

COMMENCING at a found concrete monument at the intersection of the south right-of-way line of Interstate Highway 20 (also known as Lyndon B. Johnson Freeway, a variable width right-of-way) with the west right-of-way line of Polk Street (a variable width right-of-way) for the most northerly northeast corner of a called 7.3884 acre tract of land described in Special Warranty Deed to Phillip W. Brooks, as recorded in Volume 87180, Page 3176, D.R.D.C.T.;

THENCE North 76 degrees 03 minutes 25 seconds West, with the south right-of-way line of said Interstate Highway 20 and with the north line of said 7.3884 acre tract, a distance of 510.84 feet to a 3.25-inch set aluminum disk stamped "PENN/CROW ADDITION, HALFF" (hereinafter referred to as "set monument") for the POINT OF BEGINNING, said point being the northwest corner of said 7.3884 acre tract and the northeast corner of said 60.199 acre tract, from which a 3/4-inch found iron rod for witness bears South 00 degrees 22 minutes 34 seconds West, a distance of 0.37 of a foot;

THENCE South 00 degrees 22 minutes 34 seconds West, departing the south right-of-way line of said Interstate Highway 20, and with the west line of said 7.3884 acre tract and with the east line of said 60.199 acre tract, a distance of 675.97 feet to a set monument on the north right-of-way line of Beckleymeade Avenue (a variable width right-of-way) for the southwest corner of said 7.3884 acre tract and the southeast corner of said 60.199 acre tract, from which a 5/8-inch found iron rod for witness bears South 00 degrees 22 minutes 34 seconds West, a distance of 0.55 of a foot;

THENCE South 89 degrees 48 minutes 05 seconds West, with the north right-of-way line of said Beckleymeade Avenue, a distance of 1,087.79 feet to a set monument for an angle point;

THENCE South 89 degrees 50 minutes 20 seconds West, continuing with the north right-of-way line of Beckleymeade Avenue, a distance of 124.14 feet to a set monument for an angle point;

THENCE South 89 degrees 50 minutes 13 seconds West, continuing with the north right-of-way line of Beckleymeade Avenue, passing at a distance of 280.82 feet a 1/2-inch set iron rod with cap stamped "HALFF" on the west line of said 60.199 acre tract and the east line of said 61.400

acre tract, continuing with the north right-of-way line of Beckleymeade Avenue, in all, a total distance of 506.46 feet to a set monument for the point of curvature of a tangent circular curve to the right having a radius of 870.00 feet, whose chord bears North 85 degrees 03 minutes 39 seconds West, a distance of 154.75 feet, from which a 1/2-inch found iron rod for witness bears South 58 degrees 58 minutes 21 seconds West, a distance of 2.03 feet;

THENCE Westerly, continuing with the north right-of-way line of Beckleymeade Avenue and with said curve, through a central angle of 10 degrees 12 minutes 17 seconds, an arc distance of 154.95 feet to a set monument for the point of reverse curvature of a tangent circular curve to the left having a radius of 930.00 feet, whose chord bears North 85 degrees 03 minutes 46 seconds West, a distance of 165.49 feet, from which a 1/2-inch found iron rod with cap stamped "GRAHAM" for witness bears South 60 degrees 02 minutes 11 seconds West, a distance of 1.87 feet;

THENCE Westerly, continuing with the north right-of-way line of Beckleymeade Avenue and with said curve, through a central angle of 10 degrees 12 minutes 33 seconds, an arc distance of 165.71 feet to a set monument for the point of tangency, from which a 1/2-inch found iron rod with cap stamped "GRAHAM" for witness bears South 61 degrees 19 minutes 15 seconds West, a distance of 1.69 feet;

THENCE South 89 degrees 49 minutes 57 seconds West, continuing with the north right-of-way line of Beckleymeade Avenue, a distance of 136.13 feet to a set monument for corner;

THENCE North 00 degrees 00 minutes 00 seconds East, departing the north right-of-way line of Beckleymeade Avenue, and over and across said 61.400 acre tract, a distance of 459.02 feet to a set monument for the point of curvature of a tangent circular curve to the left having a radius of 720.00 feet, whose chord bears North 10 degrees 06 minutes 21 seconds West, a distance of 252.67 feet;

THENCE Northerly, continuing over and across said 61.400 acre tract and with said curve, through a central angle of 20 degrees 12 minutes 42 seconds, an arc distance of 253.99 feet to a set monument on the north line of said 61.400 acre tract for the common southwest corner of Penn Farm Road (a 30-foot wide right-of-way) and southeast corner of Lot 5, Block A/7558 of PENN FARM ADDITION, an addition to the City of Dallas, Dallas County, Texas, as recorded in Instrument Number 2007113775, O.P.R.D.C.T, from which a 1/2-inch found iron rod for witness bears North 24 degrees 58 minutes 29 seconds West, a distance of 0.40 of a foot;

THENCE North 69 degrees 47 minutes 18 seconds East, with the south line of said Penn Farm Road and with the north line of said 61.400 acre tract, a distance of 30.00 feet to a set PK nail with shiner stamped "HALFF" for the southeast corner of said Penn Farm Road, an angle point of said 61.400 acre tract, and an angle point of said 60.199 acre tract for the point of curvature of a non-tangent circular curve to the right having a radius of 750.00 feet, whose chord bears North 05 degrees 02 minutes 01 second West, a distance of 392.73 feet, from which a found PK nail for witness bears North 20 degrees 37 minutes 40 seconds West, a distance of 0.39 of a foot;

THENCE Northerly, with the east right-of-way line of said Penn Farm Road and with said curve, through a central angle of 30 degrees 21 minutes 23 seconds, an arc distance of 397.36 feet to a set PK nail with shiner stamped "HALFF" for the point of tangency, from which a found "X" in concrete for witness bears North 46 degrees 56 minutes 17 seconds West, a distance of 0.47 of a foot;

THENCE North 10 degrees 08 minutes 41 seconds East, continuing with the east right-of-way line of said Penn Farm Road, a distance of 87.06 feet to a set PK nail with shiner stamped "HALFF" on the north line of said 60.199 acre tract at the intersection of the east right-of-way line of said Penn Farm Road with the south right-of-way line of said Interstate Highway 20, from which a found PK nail for witness bears North 45 degrees 48 minutes 12 seconds West, a distance of 0.52 of a foot;

THENCE South 79 degrees 51 minutes 19 seconds East, with the south right-of-way line of said Interstate Highway 20 and with the north line of said 60.199 acre tract, a distance of 11.28 feet to a set PK nail with shiner stamped "HALFF" for corner;

THENCE South 72 degrees 21 minutes 49 seconds East, continuing with the south right-of-way line of said Interstate Highway 20 and the north line of said 60.199 acre tract, a distance of 1,091.03 feet to a found concrete monument for corner;

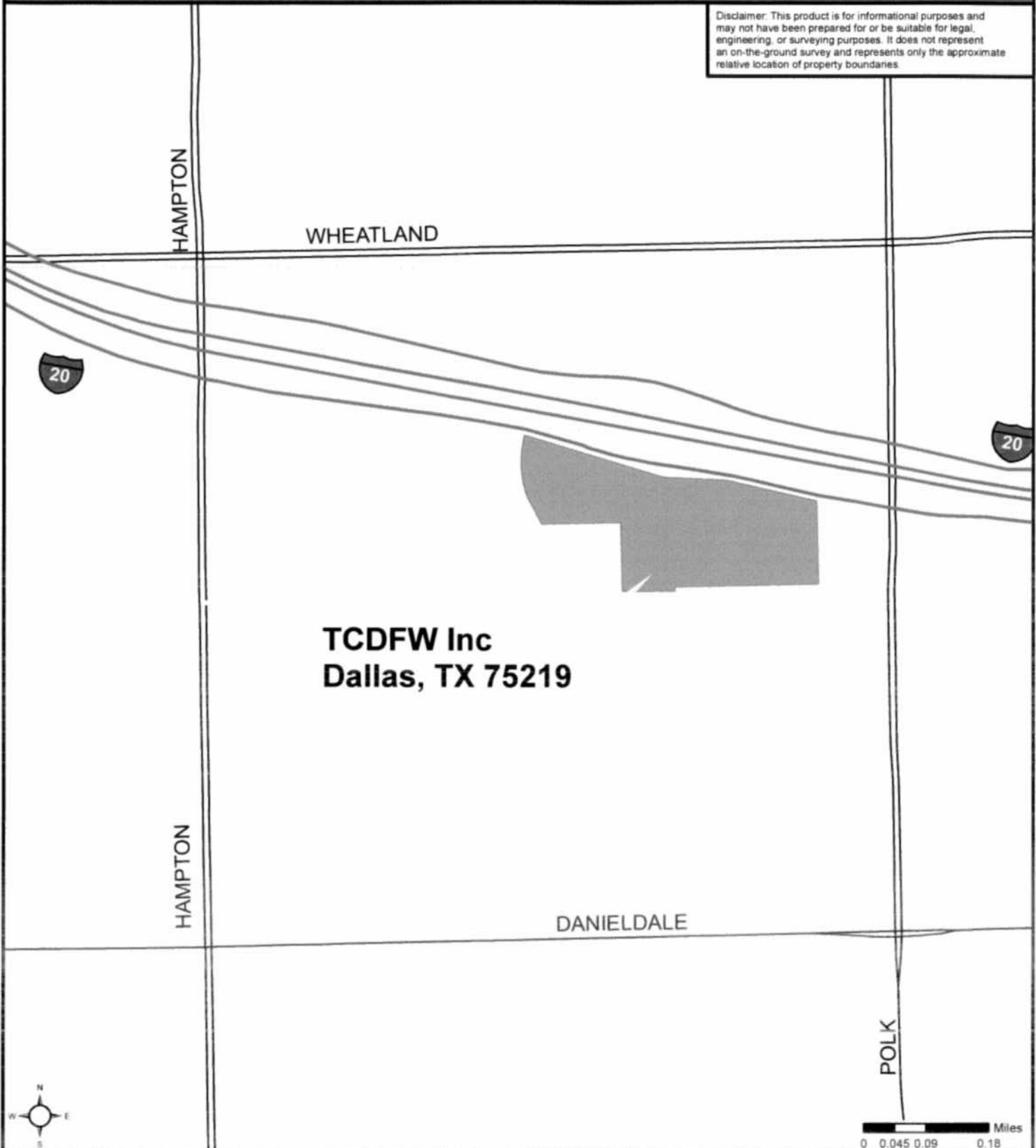
THENCE South 85 degrees 54 minutes 20 seconds East, continuing with the south right-of-way line of said Interstate Highway 20 and the north line of said 60.199 acre tract, a distance of 456.38 feet to a found concrete monument for corner;

THENCE South 76 degrees 03 minutes 25 seconds East, continuing with the south right-of-way line of said Interstate Highway 20 and the north line of said 60.199 acre tract, a distance of 728.70 feet to the POINT OF BEGINNING AND CONTAINING 2,022,279 square feet or 46.425 acres of land, more or less.

EXHIBIT B

TCDFW Development Inc

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.



DALLAS
ECONOMIC
DEVELOPMENT

Research & Information Division
214.670.1685
dallas-ecodev.org

Legend

TCDWF Inc

Dallas Area Roads

— Freeway — Arterial
— Highway — Local Road

Data Source